

\$872,696,954



**FannieMae®**

**Guaranteed REMIC Pass-Through Certificates  
Fannie Mae REMIC Trust 2007-39**

**The Certificates**

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

**Payments to Certificateholders**

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

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

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

**The Fannie Mae Guaranty**

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

**The Trust and its Assets**

The trust will own

- Fannie Mae MBS, and
- Fannie Mae Stripped MBS.

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

Class	Group	Original Class Balance	Principal Type	Interest Rate	Interest Type	CUSIP Number	Final Distribution Date
AF	1	\$ 90,000,000	PT	(1)	FLT	31396VDL9	May 2037
AI	1	90,000,000(2)	NTL	(1)	INV/IO	31396V SJ 8	May 2037
AO	1	7,500,000	PT	(3)	PO	31396VSK5	May 2037
EF	2	65,048,400	PT	(1)	FLT	31396VSL3	May 2037
EI	2	65,048,400(2)	NTL	(1)	INV/IO	31396VSM1	May 2037
EO	2	10,841,400	PT	(3)	PO	31396VSN9	May 2037
NJ(4)	3	27,007,000	PAC/AD	4.25%	FIX	31396VSP4	April 2029
NC(4)	3	28,817,000	PAC/AD	4.25	FIX	31396V SQ2	January 2037
NZ	3	587,000	PAC	4.25	FIX/Z	31396VSR0	May 2037
NB	3	69,000,000	SUP/AD	4.25	FIX	31396VSS8	May 2037
ZB	3	50,000	SUP	4.25	FIX/Z	31396VST6	May 2037
GF	4	157,142,857	PT	(1)	FLT	31396V SU3	May 2037
GI	4	157,142,857(2)	NTL	(1)	INV/IO	31396VSV1	May 2037
GO(4)	4	42,857,143	PT	(3)	PO	31396VSW9	May 2037
LF	5	139,285,714	PT	(1)	FLT	31396V SX7	May 2037
LI(4)	5	139,285,714(2)	NTL	(1)	INV/IO	31396VSY5	May 2037
LO(4)	5	10,714,286	PT	(3)	PO	31396V SZ2	May 2037
JF	6	50,000,000	PT	(1)	FLT	31396VTA6	May 2037
JL	6	50,000,000(2)	NTL	(1)	INV/IO	31396VTB4	May 2037
JO	6	3,846,154	PT	(3)	PO	31396VTC2	May 2037
PF	7	40,000,000	PT	(1)	FLT	31396VTD0	May 2037
IP(4)	7	800,000(2)	NTL	(1)	INV/IO	31396VTE8	May 2010
PI(4)	7	39,200,000(2)	NTL	(1)	INV/IO	31396VTF5	May 2037
FY	8	130,000,000	PT	(1)	FLT	31396VTG3	May 2037
SY	8	130,000,000(2)	NTL	(1)	INV/IO	31396VTH1	May 2037
R		0	NPR	0	NPR	31396VTJ7	May 2037
RL		0	NPR	0	NPR	31396VTK4	May 2037

- (1) Based on LIBOR. (3) Principal only classes.  
(2) Notional balances. These classes are interest only classes. See page S-8 for a description of how their notional balances are calculated. (4) Exchangeable classes.

If you own certificates of certain classes, you can exchange them for the corresponding RCR certificates to be issued at the time of the exchange. The NA, ND, GS, LS and IV Classes are the RCR classes, as further described in this prospectus supplement.

The dealer will offer the certificates from time to time in negotiated transactions at varying prices. We expect the settlement date to be April 30, 2007.

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

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

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

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

**LEHMAN BROTHERS**

## TABLE OF CONTENTS

	<u>Page</u>		<u>Page</u>
<b>AVAILABLE INFORMATION</b> .....	S- 3	<i>Group 6 Principal Distribution</i>	
<b>INCORPORATION BY</b>		<i>Amount</i> .....	S-22
<b>REFERENCE</b> .....	S- 3	<i>Group 7 Principal Distribution</i>	
<b>RECENT DEVELOPMENTS</b> .....	S- 4	<i>Amount</i> .....	S-22
<b>REFERENCE SHEET</b> .....	S- 6	<i>Group 8 Principal Distribution</i>	
<b>ADDITIONAL RISK FACTORS</b> ....	S-11	<i>Amount</i> .....	S-22
<b>DESCRIPTION OF THE</b>		<b>STRUCTURING ASSUMPTIONS</b> .....	S-22
<b>CERTIFICATES</b> .....	S-12	<i>Pricing Assumptions</i> .....	S-22
<b>GENERAL</b> .....	S-12	<i>Prepayment Assumptions</i> .....	S-23
<i>Structure</i> .....	S-12	<i>Structuring Range</i> .....	S-23
<i>Fannie Mae Guaranty</i> .....	S-13	<i>Initial Effective Range</i> .....	S-23
<i>Characteristics of Certificates</i> .....	S-13	<b>YIELD TABLES</b> .....	S-24
<i>Authorized Denominations</i> .....	S-14	<i>General</i> .....	S-24
<i>Distribution Dates</i> .....	S-14	<i>The Inverse Floating Rate Classes</i> ..	S-24
<i>Record Date</i> .....	S-14	<i>The Principal Only Classes</i> .....	S-27
<i>Class Factors</i> .....	S-14	<b>WEIGHTED AVERAGE LIVES OF THE</b>	
<i>No Optional Termination</i> .....	S-14	<b>CERTIFICATES</b> .....	S-28
<i>Voting the Group 3 SMBS</i> .....	S-14	<b>DECREMENT TABLES</b> .....	S-28
<b>COMBINATION AND RECOMBINATION</b> ..	S-14	<b>CHARACTERISTICS OF THE R AND</b>	
<i>General</i> .....	S-14	<b>RL CLASSES</b> .....	S-33
<i>Procedures</i> .....	S-15	<b>CERTAIN ADDITIONAL</b>	
<i>Additional Considerations</i> .....	S-15	<b>FEDERAL INCOME TAX</b>	
<b>THE TRUST MBS</b> .....	S-15	<b>CONSEQUENCES</b> .....	S-34
<b>THE GROUP 3 SMBS</b> .....	S-17	<b>U.S. TREASURY CIRCULAR 230</b>	
<b>FINAL DATA STATEMENT</b> .....	S-17	<b>NOTICE</b> .....	S-34
<b>DISTRIBUTIONS OF INTEREST</b> .....	S-18	<b>REMIC ELECTIONS AND SPECIAL</b>	
<i>Categories of Classes</i> .....	S-18	<b>TAX ATTRIBUTES</b> .....	S-34
<i>General</i> .....	S-18	<b>TAXATION OF BENEFICIAL OWNERS OF</b>	
<i>Interest Accrual Periods</i> .....	S-19	<b>REGULAR CERTIFICATES</b> .....	S-34
<i>Accrual Classes</i> .....	S-19	<b>TAXATION OF BENEFICIAL OWNERS OF</b>	
<i>Notional Classes</i> .....	S-19	<b>RESIDUAL CERTIFICATES</b> .....	S-35
<i>Floating Rate and Inverse Floating</i>		<b>TAXATION OF BENEFICIAL OWNERS OF</b>	
<i>Rate Classes</i> .....	S-19	<b>RCR CERTIFICATES</b> .....	S-36
<b>CALCULATION OF LIBOR</b> .....	S-20	<i>General</i> .....	S-36
<b>DISTRIBUTIONS OF PRINCIPAL</b> .....	S-20	<i>Combination RCR Classes</i> .....	S-36
<i>Categories of Classes</i> .....	S-20	<i>Exchanges</i> .....	S-36
<i>Principal Distribution Amount</i> ....	S-21	<b>TAX RETURN DISCLOSURE</b>	
<i>Group 1 Principal Distribution</i>		<b>REQUIREMENTS</b> .....	S-36
<i>Amount</i> .....	S-21	<b>PLAN OF DISTRIBUTION</b> .....	S-36
<i>Group 2 Principal Distribution</i>		<i>General</i> .....	S-36
<i>Amount</i> .....	S-21	<i>Increase in Certificates</i> .....	S-37
<i>Group 3 Principal Distribution</i>		<b>LEGAL MATTERS</b> .....	S-37
<i>Amount</i> .....	S-21	<b>SCHEDULE 1</b> .....	A- 1
<i>NZ Accrual Amount</i> .....	S-21	<b>PRINCIPAL BALANCE</b>	
<i>ZB Accrual Amount</i> .....	S-21	<b>SCHEDULE</b> .....	B- 1
<i>Group 3 Cash Flow Distribution</i>			
<i>Amount</i> .....	S-21		
<i>Group 4 Principal Distribution</i>			
<i>Amount</i> .....	S-22		
<i>Group 5 Principal Distribution</i>			
<i>Amount</i> .....	S-22		

## AVAILABLE INFORMATION

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

- our Prospectus for Fannie Mae Guaranteed REMIC Pass-Through Certificates dated May 1, 2002 (the “REMIC Prospectus”);
- our Prospectus for Fannie Mae Guaranteed Mortgage Pass-Through Certificates (Single-Family Residential Mortgage Loans) dated January 1, 2006 (the “MBS Prospectus”);
- if you are purchasing any Group 3 Class or the R or RL Class, our Prospectus for Fannie Mae Stripped Mortgage-Backed Securities dated May 1, 2002 (the “SMBS Prospectus”); and
- any information incorporated by reference in this prospectus supplement as discussed below under the heading “Incorporation by Reference.”

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

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

In addition, the Disclosure Documents, together with the class factors, are available on our corporate Web site at [www.fanniemae.com](http://www.fanniemae.com).

You also can obtain copies of the REMIC Prospectus, the MBS Prospectus and the SMBS Prospectus by writing or calling the dealer at:

Broadridge  
c/o Lehman Brothers Inc.  
Prospectus Department  
1155 Long Island Avenue  
Edgewood, NY 11717  
(telephone 631-254-7106)

## INCORPORATION BY REFERENCE

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

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

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

- our Annual Report on Form 10-K for the fiscal year ended December 31, 2004 (“2004 10-K”), which includes consolidated financial statements for 2004 and a restatement of previously issued financial information for 2002, 2003, and the first two quarters of 2004;

- all other reports we have filed pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 since the end of the fiscal year covered by the 2004 10-K until the date of this prospectus supplement, excluding any information “furnished” to the SEC on Form 8-K; and
- all proxy statements that we file with the SEC and all documents that we file with the SEC pursuant to Section 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934 subsequent to the date of this prospectus supplement and prior to the completion of the offering of the certificates, excluding any information we “furnish” to the SEC on Form 8-K.

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

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

In addition, you may read our SEC filings and other information about Fannie Mae at the offices of the New York Stock Exchange, the Chicago Stock Exchange and the Pacific Exchange. Our SEC filings are also available at the SEC’s Web site at [www.sec.gov](http://www.sec.gov). We are providing the address of the SEC’s Web site solely for the information of prospective investors. Information appearing on the SEC’s Web site is not incorporated in this prospectus supplement except as specifically stated in this prospectus supplement.

## **RECENT DEVELOPMENTS**

Our safety and soundness regulator, the Office of Federal Housing Enterprise Oversight (“OFHEO”), announced in July 2003 that it was conducting a special examination of our accounting policies and practices, and in September 2004 issued a preliminary report of its findings to date. OFHEO subsequently identified additional accounting and internal control issues in February 2005, and issued its Report of the Special Examination of Fannie Mae (the “OFHEO Report”) on May 23, 2006.

On December 22, 2004, we reported that the Audit Committee of our Board of Directors (the “Board”) had determined that our previously filed interim and audited financial statements and the independent auditor’s reports thereon for the period from January 2001 through the second quarter of 2004 should no longer be relied upon because such financial statements were prepared using accounting principles that did not comply with U.S. generally accepted accounting principles (“GAAP”). We subsequently initiated an extensive restatement and re-audit of our financial statements with our new independent auditor, Deloitte & Touche LLP.

On December 6, 2006, we filed our 2004 10-K, which includes consolidated financial statements for 2004 and a restatement of previously issued financial information for 2002, 2003, and the first two quarters of 2004. Restatement adjustments relating to periods prior to January 1, 2002 are presented in our 2004 10-K as adjustments to retained earnings as of December 31, 2001.

Our Board and management initiated numerous internal and external reviews of our accounting processes and controls, our financial reporting processes, and our application of GAAP, including an external investigation conducted by the law firm of Paul, Weiss, Rifkind, Wharton & Garrison LLP (“Paul Weiss”), under the direction of former U.S. Senator Warren Rudman. On February 23, 2006, the Paul Weiss report to the Special Committee of the Board was publicly released, and included

numerous findings about Fannie Mae's accounting policies, practices and systems, compensation practices, corporate governance, and internal controls. On February 24, 2006, we filed a Form 8-K with the U.S. Securities and Exchange Commission (the "SEC") that includes the Paul Weiss report.

The OFHEO Report presents OFHEO's findings about Fannie Mae's corporate culture, executive compensation programs, accounting policies and internal controls, internal and external auditors, senior management, and the Board. In conjunction with the release of the OFHEO Report, Fannie Mae entered into settlement agreements with both OFHEO and the SEC on May 23, 2006. The settlement agreements require Fannie Mae to pay civil penalties totaling \$400 million. In addition, the settlement agreement with OFHEO requires Fannie Mae to undertake certain remedial actions within a specified time frame to address the recommendations contained in the OFHEO Report, including an undertaking by Fannie Mae not to increase its "mortgage portfolio" assets except as permitted by a plan to be submitted by Fannie Mae for approval by OFHEO. The settlement agreements constitute comprehensive settlements between Fannie Mae and both OFHEO and the SEC relating to the activities of Fannie Mae during the time period in question. Please refer to our Form 8-K filed with the SEC on May 30, 2006 for further information about the OFHEO Report and the settlement agreements. A complete copy of the OFHEO Report is available on OFHEO's website at [www.ofheo.gov](http://www.ofheo.gov).

On July 20, 2006, the Federal Reserve Board implemented revisions to its payment systems risk policy requiring all government sponsored enterprises, including Fannie Mae, to fully fund their accounts with the Federal Reserve Banks before making payments to debt and mortgage-backed securities investors. Fannie Mae complied with this policy by entering into various funding agreements with market participants. In connection with this policy change, Fannie Mae also entered into a new fiscal agency agreement with the Federal Reserve Bank of New York. In addition, Fannie Mae, as trustee for its mortgage-backed securities, invests collections on mortgage loans underlying our mortgage-backed securities in highly rated financial instruments, which may include Fannie Mae's senior debt securities or other debt securities if certain rating requirements are satisfied.

On August 24, 2006, we announced that we had been advised by the United States Attorney's Office for the District of Columbia that it was discontinuing its investigation of Fannie Mae's accounting policies and practices, and did not plan to file charges against Fannie Mae. Please refer to our Form 8-K filed with the SEC on August 24, 2006 for further information.

We filed our 2004 10-K with the SEC on December 6, 2006. We have not filed Quarterly Reports on Form 10-Q for the first, second and third quarters of 2005 or the first, second and third quarters of 2006, nor have we filed our Annual Report on Form 10-K for the year ended December 31, 2005. Subject to the foregoing, see "Risk Factors—There is a lack of financial information about us available in the market" in the MBS Prospectus.

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

## REFERENCE SHEET

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

### Assets Underlying Each Group of Classes

Group	Assets
1	Group 1 MBS
2	Group 2 MBS
3	Group 3 SMBS
4	Group 4 MBS
5	Group 5 MBS
6	Group 6 MBS
7	Group 7 MBS
8	Group 8 MBS

### Assumed Characteristics of the Mortgage Loans Underlying the Trust MBS and the Group 3 SMBS (as of April 1, 2007)

	Approximate Principal Balance	Original Term to Maturity (in months)	Approximate Weighted Average Remaining Term to Maturity (in months)	Approximate Weighted Average Loan Age (in months)	Approximate Weighted Average Coupon	Approximate Weighted Average Remaining Term to Expiration of Interest Only Period (in months)
Group 1 MBS	\$ 97,500,000	360	355	4	6.700%	N/A
Group 2 MBS	\$ 75,889,800	360	359	1	6.607%	N/A
Group 3 SMBS <sup>†</sup>	\$125,461,000	360	345	13	6.430%	N/A
Group 4 MBS	\$200,000,000	360	358	2	6.160%	N/A
Group 5 MBS	\$150,000,000	360	358	2	7.080%	N/A
Group 6 MBS	\$ 53,846,154	360	358	2	7.240%	N/A
Group 7 MBS	\$ 40,000,000	360	358	2	7.770%	N/A
Group 8 MBS*	\$130,000,000	360	358	2	7.280%	118

<sup>†</sup> Payments on the Group 3 SMBS are derived from a previously issued principal only SMBS having a principal balance of \$125,461,000 as of the Issue Date and a previously issued interest only SMBS having a notional principal balance of \$88,868,209 as of the Issue Date and a pass-through rate of 6.0%.

\* As further described in this prospectus supplement, the mortgage loans underlying the Group 8 MBS provide for interest only periods that may range from at least 7 to no more than 10 years following origination. The approximate weighted average remaining term to expiration of the interest only periods for these mortgage loans is set forth above.

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

### Class Factors

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

### Settlement Date

We expect to issue the certificates on April 30, 2007.

## Distribution Dates

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

## Book-Entry and Physical Certificates

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

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

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

## Exchanging Certificates Through Combination and Recombination

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

## Interest Rates

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

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

<u>Class</u>	<u>Initial Interest Rate</u>	<u>Maximum Interest Rate</u>	<u>Minimum Interest Rate</u>	<u>Formula for Calculation of Interest Rate (1)</u>
AF .....	5.70000%	6.50000%	0.38%	LIBOR + 38 basis points
AI .....	0.80000%	6.12000%	0.00%	6.12% - LIBOR
EF .....	5.57000%	7.00000%	0.25%	LIBOR + 25 basis points
EI .....	1.43000%	6.75000%	0.00%	6.75% - LIBOR
GF .....	5.58000%	7.00000%	0.26%	LIBOR + 26 basis points
GI .....	1.42000%	6.74000%	0.00%	6.74% - LIBOR
LF .....	5.55000%	7.00000%	0.23%	LIBOR + 23 basis points
LI .....	1.45000%	6.77000%	0.00%	6.77% - LIBOR
JF .....	5.56000%	7.00000%	0.24%	LIBOR + 24 basis points
JI .....	1.44000%	6.76000%	0.00%	6.76% - LIBOR
PF .....	5.56000%	7.00000%	0.24%	LIBOR + 24 basis points
IP .....	1.44000%	6.76000%	0.00%	6.76% - LIBOR
PI .....	1.44000%	6.76000%	0.00%	6.76% - LIBOR
FY .....	5.71000%	6.50000%	0.39%	LIBOR + 39 basis points
SY .....	0.79000%	6.11000%	0.00%	6.11% - LIBOR
GS .....	5.20666%	24.71333%	0.00%	24.71333% - (3.66666665 × LIBOR)
LS .....	5.80000%	27.08000%	0.00%	27.08% - (3.99999992 × LIBOR)

<u>Class</u>	<u>Initial Interest Rate</u>	<u>Maximum Interest Rate</u>	<u>Minimum Interest Rate</u>	<u>Formula for Calculation of Interest Rate (1)</u>
IV .....	1.44000%	6.76000%	0.00%	6.76% – LIBOR

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

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

### Notional Classes

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

<u>Class</u>	
AI .....	100% of the AF Class
EI .....	100% of the EF Class
GI .....	100% of the GF Class
LI .....	100% of the LF Class
JJ .....	100% of the JF Class
IP and PI* .....	100% of the PF Class
IV .....	100% of the PF Class
SY .....	100% of the FY Class

\* The sum of the notional principal balances of the IP and PI Classes will equal 100% of the principal balance of the PF Class. On each distribution date, reductions in the principal balance of the PF Class will be allocated, sequentially, in reduction of the notional principal balances of the IP and PI Classes, in that order, until their notional principal balances are reduced to zero.

### Distributions of Principal

#### *Group 1 Principal Distribution Amount*

To the AF and AO Classes, pro rata, to zero.

#### *Group 2 Principal Distribution Amount*

To the EF and EO Classes, pro rata, to zero.

#### *Group 3 Principal Distribution Amount*

##### *NZ Accrual Amount*

To the NJ and NC Classes, in that order, to zero, and thereafter to the NZ Class.

##### *ZB Accrual Amount*

To the NB Class to zero, and thereafter to the ZB Class.

#### *Group 3 Cash Flow Distribution Amount*

1. To the Aggregate Group to its Planned Balance.
2. To the NB and ZB Classes, in that order, to zero.
3. To the Aggregate Group to zero.

For a description of the Aggregate Group, see “Description of the Certificates—Distributions of Principal—*Group 3 Principal Distribution Amount*” in this prospectus supplement.

*Group 4 Principal Distribution Amount*

To the GF and GO Classes, pro rata, to zero.

*Group 5 Principal Distribution Amount*

To the LF and LO Classes, pro rata, to zero.

*Group 6 Principal Distribution Amount*

To the JF and JO Classes, pro rata, to zero.

*Group 7 Principal Distribution Amount*

To the PF Class to zero.

*Group 8 Principal Distribution Amount*

To the FY Class to zero.

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

**Weighted Average Lives (years) \***

<u>Group 1 Classes</u>	<u>PSA Prepayment Assumption</u>				
	<u>0%</u>	<u>150%</u>	<u>315%</u>	<u>500%</u>	<u>700%</u>
AF, AI and AO .....	20.8	9.0	5.3	3.6	2.7

<u>Group 2 Classes</u>	<u>PSA Prepayment Assumption</u>				
	<u>0%</u>	<u>150%</u>	<u>315%</u>	<u>500%</u>	<u>700%</u>
EF, EI and EO .....	20.8	9.2	5.5	3.8	2.9

<u>Group 3 Classes</u>	<u>PSA Prepayment Assumption</u>						
	<u>0%</u>	<u>100%</u>	<u>250%</u>	<u>379%</u>	<u>550%</u>	<u>700%</u>	<u>800%</u>
NJ .....	8.8	1.9	1.9	1.9	1.9	1.8	1.7
NC .....	18.4	6.0	6.0	6.0	6.0	4.7	4.0
NZ .....	21.6	14.2	14.2	14.2	14.2	11.0	9.4
NB .....	26.3	15.9	7.1	3.9	1.7	1.2	1.0
ZB .....	30.0	28.7	28.0	25.0	5.2	2.7	2.2
NA .....	13.8	4.0	4.0	4.0	4.0	3.3	2.9
ND .....	16.0	5.0	5.0	5.0	5.0	4.0	3.4

<u>Group 4 Classes</u>	<u>PSA Prepayment Assumption</u>				
	<u>0%</u>	<u>150%</u>	<u>315%</u>	<u>500%</u>	<u>700%</u>
GF, GI, GO and GS .....	20.5	9.1	5.4	3.7	2.8

<u>Group 5 Classes</u>	<u>PSA Prepayment Assumption</u>						
	<u>0%</u>	<u>100%</u>	<u>300%</u>	<u>505%</u>	<u>700%</u>	<u>900%</u>	<u>1100%</u>
LF, LI, LO and LS .....	21.1	11.5	5.6	3.7	2.8	2.3	2.0

<u>Group 6 Classes</u>	<u>PSA Prepayment Assumption</u>						
	<u>0%</u>	<u>100%</u>	<u>300%</u>	<u>505%</u>	<u>700%</u>	<u>900%</u>	<u>1100%</u>
JF, JI and JO .....	21.1	11.5	5.7	3.7	2.8	2.3	2.0

<u>Group 7 Classes</u>	<u>PSA Prepayment Assumption</u>								
	<u>0%</u>	<u>100%</u>	<u>300%</u>	<u>500%</u>	<u>707%</u>	<u>900%</u>	<u>1100%</u>	<u>1300%</u>	<u>1500%</u>
PF and IV .....	21.3	11.6	5.7	3.7	2.8	2.3	2.0	1.7	1.5
IP .....	1.6	0.5	0.3	0.2	0.2	0.2	0.1	0.1	0.1
PI .....	21.7	11.9	5.8	3.8	2.9	2.4	2.0	1.8	1.6

<u>Group 8 Classes</u>	<u>PSA Prepayment Assumption</u>							
	<u>0%</u>	<u>100%</u>	<u>300%</u>	<u>505%</u>	<u>700%</u>	<u>900%</u>	<u>1100%</u>	<u>1300%</u>
FY and SY .....	22.9	12.6	6.0	3.8	2.9	2.4	2.0	1.8

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

## ADDITIONAL RISK FACTORS

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

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

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

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

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

*All of the mortgage loans underlying the Group 8 MBS provide for interest only payments for a lengthy initial period and thus may be more likely to be refinanced than other mortgage loans.* As further described in this prospectus supplement under “Description of the Certificates—The Trust MBS,” the scheduled monthly payments on all of the mortgage loans underlying the Group 8 MBS represent accrued interest only during periods that may range from at least seven to no more than ten years following origination. Thereafter the scheduled monthly payments in each case are increased to amounts sufficient to pay current interest and to fully amortize each of these mortgage loans by its maturity date. As a result, borrowers may be more likely to refinance these mortgage loans on or before the date on which the scheduled

monthly payments increase. In addition, absent a refinancing some borrowers may find it increasingly difficult to remain current in their scheduled monthly payments following the increase in monthly payment amounts.

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

*Weighted average lives and yields on the certificates are affected by actual characteristics of the underlying mortgage loans.* We have assumed that the mortgage loans underlying the Trust MBS and the Group 3 SMBS have certain characteristics. However, the actual mortgage loans probably will have different characteristics from those we assumed. As a result, your yields could be lower than you expect, even if the mortgage loans prepay at the indicated constant prepayment rates. In addition, slight differences between the assumed mortgage loan characteristics and the actual mortgage loans could affect the weighted average lives of the classes of certificates.

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

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

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

*Unpredictable timing of last payment affects yields on certificates.* The actual final payment of your class is likely to occur earlier, and could occur much earlier, than the final distribu-

tion date listed on the cover page of this prospectus supplement. If you assume that the actual final payment will occur on the final distribution date specified, your yield could be lower than you expect.

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

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

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

## DESCRIPTION OF THE CERTIFICATES

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

### General

*Structure.* We will create the Fannie Mae REMIC Trust specified on the cover of this prospectus supplement (the “Trust”) and a separate trust (the “Lower Tier REMIC”) pursuant to a trust agreement dated as of September 1, 2006 and a supplement thereto dated as of April 1, 2007 (the “Issue Date”). We will issue the Guaranteed REMIC Pass-Through Certificates (the “REMIC Certificates”) pursuant to that trust agreement and supplement. We will issue the Combinable and Recombinable REMIC Certificates (the “RCR Certificates” and, together with the REMIC Certificates, the “Certificates”) pursuant to a separate trust agreement dated as of September 1, 2006 and a supplement thereto dated as of the Issue Date (together with the trust agreement and supplement relating to the REMIC Certificates, the “Trust Agreement”). We will execute the Trust Agreement in our corporate capacity and as trustee (the “Trustee”). In general, the term “Classes” includes the Classes of REMIC Certificates and RCR Certificates.

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

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

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

The assets of the Lower Tier REMIC will consist of

- seven groups of Fannie Mae Guaranteed Mortgage Pass-Through Certificates (the “Group 1 MBS,” “Group 2 MBS,” “Group 4 MBS,” “Group 5 MBS,” “Group 6 MBS,” “Group 7 MBS” and “Group 8 MBS” and, together, the “Trust MBS”), and
- certain Fannie Mae Stripped Mortgage-Backed Securities (the “Group 3 SMBS”).

The Group 3 SMBS represent beneficial ownership interests in certain principal and interest distributions on mortgage loans underlying certain Fannie Mae Guaranteed Mortgage Pass-Through Certificates (together with the Trust MBS, the “MBS”).

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

*Fannie Mae Guaranty.* We guarantee that the following amounts will be available for distribution to Certificateholders:

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

In addition, we guarantee that the following amounts will be available for distribution to each holder of an MBS:

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

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

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

We will issue the R and RL Certificates in fully registered, certificated form. The “Holder” or “Certificateholder” of the R or RL Certificate is its registered owner. The R or RL Certificate can be transferred at the corporate trust office of the Transfer Agent, or at the office of the Transfer Agent in

New York, New York. U.S. Bank National Association (“US Bank”) in Boston, Massachusetts will be the initial Transfer Agent. We may impose a service charge for any registration of transfer of the R or RL Certificate and may require payment to cover any tax or other governmental charge. See also “—Characteristics of the R and RL Classes” below.

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

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

<u>Classes</u>	<u>Denominations</u>
The Interest Only, Principal Only and Inverse Floating Rate Classes	\$100,000 minimum plus whole dollar increments
All other Classes (except the R and RL Classes)	\$1,000 minimum plus whole dollar increments

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

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

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

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

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

*Voting the Group 3 SMBS.* Holders of the Group 3 SMBS may be asked to vote on issues arising under the related trust agreement. If so, the Trustee will vote the Group 3 SMBS, as instructed by Holders of Certificates of the related Classes. The Trustee must receive instructions from Holders of Certificates having principal balances totaling at least 51% of the aggregate principal balance of the related Classes.

## **Combination and Recombination**

*General.* You are permitted to exchange all or a portion of the NJ, NC, GI, GO, LI, LO, IP and PI Classes of REMIC Certificates for a proportionate interest in the related RCR Certificates in the combinations shown on Schedule 1. You also may exchange all or a portion of the RCR Certificates for the related REMIC Certificates in the same manner. This process may occur repeatedly.

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

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

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

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

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

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

- At the time of the proposed exchange, a Certificateholder must own Certificates of the related Class or Classes in the proportions necessary to make the desired exchange.
- A Certificateholder that does not own the Certificates may be unable to obtain the necessary REMIC Certificates or RCR Certificates.
- If, as a result of a proposed exchange, a Certificateholder would hold a REMIC Certificate or RCR Certificate of a Class in an amount less than the applicable minimum denomination for that Class, the Certificateholder will be unable to effect the proposed exchange.
- The Certificateholder of needed Certificates may refuse to sell them at a reasonable price (or any price) or may be unable to sell them.
- Certain Certificates may have been purchased and placed into other financial structures and thus be unavailable.
- Principal distributions will decrease the amounts available for exchange over time.
- Only the combinations listed on Schedule 1 are permitted.

## **The Trust MBS**

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

In addition, in the case of the Mortgage Loans underlying the Group 8 MBS, the scheduled monthly payments on those loans represent accrued interest only for periods that may range from at least seven to no more than ten years following origination. Beginning with the first monthly payment following the expiration of the applicable interest only period, the scheduled monthly payment on each of those Mortgage Loans will be increased by an amount sufficient to pay accrued interest and to fully amortize the Mortgage Loan by its scheduled maturity date.

See “The Mortgage Pools” and “Yield, Maturity, and Prepayment Considerations” in the MBS Prospectus.

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

**Group 1 MBS**

Aggregate Unpaid Principal Balance .....	\$97,500,000
MBS Pass-Through Rate .....	6.00%
Range of WACs (annual percentages) .....	6.25% to 8.50%
Range of WAMs .....	241 months to 360 months
Approximate Weighted Average WAM .....	355 months
Approximate Weighted Average WALA (weighted average loan age) .....	4 months

**Group 2 MBS**

Aggregate Unpaid Principal Balance .....	\$75,889,800
MBS Pass-Through Rate .....	6.00%
Range of WACs (annual percentages) .....	6.25% to 8.50%
Range of WAMs .....	241 months to 360 months
Approximate Weighted Average WAM .....	359 months
Approximate Weighted Average WALA .....	1 month

**Group 4 MBS**

Aggregate Unpaid Principal Balance .....	\$200,000,000
MBS Pass-Through Rate .....	5.50%
Range of WACs (annual percentages) .....	5.75% to 8.00%
Range of WAMs .....	241 months to 360 months
Approximate Weighted Average WAM .....	358 months
Approximate Weighted Average WALA .....	2 months

**Group 5 MBS**

Aggregate Unpaid Principal Balance .....	\$150,000,000
MBS Pass-Through Rate .....	6.50%
Range of WACs (annual percentages) .....	6.75% to 9.00%
Range of WAMs .....	241 months to 360 months
Approximate Weighted Average WAM .....	358 months
Approximate Weighted Average WALA .....	2 months

**Group 6 MBS**

Aggregate Unpaid Principal Balance .....	\$53,846,154
MBS Pass-Through Rate .....	6.50%
Range of WACs (annual percentages) .....	6.75% to 9.00%
Range of WAMs .....	241 months to 360 months
Approximate Weighted Average WAM .....	358 months
Approximate Weighted Average WALA .....	2 months

**Group 7 MBS**

Aggregate Unpaid Principal Balance .....	\$40,000,000
MBS Pass-Through Rate .....	7.00%
Range of WACs (annual percentages) .....	7.25% to 9.50%
Range of WAMs .....	241 months to 360 months
Approximate Weighted Average WAM .....	358 months
Approximate Weighted Average WALA .....	2 months

**Group 8 MBS\***

Aggregate Unpaid Principal Balance .....	\$130,000,000
MBS Pass-Through Rate .....	6.50%
Range of WACs (annual percentages) .....	6.75% to 9.00%
Range of WAMs .....	241 months to 360 months
Approximate Weighted Average WAM .....	358 months
Approximate Weighted Average WALA .....	2 months

\* As described above, the Mortgage Loans underlying the Group 8 MBS provide for initial interest only periods. For additional information about these Mortgage Loans, including the approximate weighted average remaining term to expiration of their interest only periods, see “Reference Sheet—Assumed Characteristics of the Mortgage Loans Underlying the MBS” in this prospectus supplement.

**The Group 3 SMBS**

The general characteristics of the Group 3 SMBS are described in the SMBS Prospectus. The Group 3 SMBS provide that principal and interest on the Mortgage Loans underlying the related MBS are passed through monthly. The general characteristics of the MBS are described in the MBS Prospectus. Each MBS evidences beneficial ownership interests in a pool of conventional, fixed-rate, fully-amortizing Mortgage Loans secured by first mortgages or deed of trust on single-family residential properties. These Mortgage Loans have original maturities of up to 30 years. See “The Mortgage Pools” and “Yield, Maturity, and Prepayment Considerations” in the MBS Prospectus.

We expect the characteristics of the Group 3 SMBS and the underlying Mortgage Loans as of the Issue Date to be as follows:

**Group 3 SMBS\***

Aggregate Unpaid Principal Balance .....	\$125,461,000
Effective SMBS Pass-Through Rate .....	4.25%
<b>Related Mortgage Loans</b>	
Range of WACs (annual percentages) .....	6.25% to 8.50%
Range of WAMs .....	241 months to 360 months
Approximate Weighted Average WAM .....	345 months
Approximate Weighted Average WALA .....	13 months

\* Payments on the Group 3 SMBS are derived from a previously issued principal only SMBS having a principal balance of \$125,461,000 as of the Issue Date and a previously issued interest only SMBS having a notional principal balance of \$88,868,209 as of the Issue Date and a pass-through rate of 6.0%.

**Final Data Statement**

After issuing the Certificates, we will prepare a Final Data Statement containing certain information, including the Pool number, the current WAC and the current WAM of the Mortgage Loans underlying each of the Trust MBS and the Group 3 SMBS as of the Issue Date. If the current WAC is not available, the Final Data Statement will contain the most recently published WAC. If the current WAM is not available, the Final Data Statement will contain a WAM that we have calculated by subtracting from the most recently published WAM the number of months that have elapsed between the month in which the WAM was most recently published and the month of the Issue Date. The Final Data Statement also will include the weighted averages of all the WACs and the weighted averages of all the WAMs, based on the current unpaid principal balances of the Mortgage Loans underlying each of the Trust MBS and the Group 3 SMBS as of the Issue Date. You may obtain the Final Data Statement by telephoning us at 1-800-237-8627. In addition, the Final Data Statement is available on our corporate Web site at [www.fanniemae.com](http://www.fanniemae.com).

## Distributions of Interest

### *Categories of Classes*

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

<u>Interest Type*</u>	<u>Classes</u>
<b>Group 1 Classes</b>	
Floating Rate	AF
Inverse Floating Rate	AI
Interest Only	AI
Principal Only	AO
<b>Group 2 Classes</b>	
Floating Rate	EF
Inverse Floating Rate	EI
Interest Only	EI
Principal Only	EO
<b>Group 3 Classes</b>	
Fixed Rate	NJ, NC, NZ, NB and ZB
Accrual	NZ and ZB
RCR**	NA and ND
<b>Group 4 Classes</b>	
Floating Rate	GF
Inverse Floating Rate	GI
Interest Only	GI
Principal Only	GO
RCR**	GS
<b>Group 5 Classes</b>	
Floating Rate	LF
Inverse Floating Rate	LI
Interest Only	LI
Principal Only	LO
RCR**	LS
<b>Group 6 Classes</b>	
Floating Rate	JF
Inverse Floating Rate	JI
Interest Only	JI
Principal Only	JO
<b>Group 7 Classes</b>	
Floating Rate	PF
Inverse Floating Rate	IP and PI
Interest Only	IP and PI
RCR**	IV
<b>Group 8 Classes</b>	
Floating Rate	FY
Inverse Floating Rate	SY
Interest Only	SY
<b>No Payment Residual</b>	R and RL

\* See "Description of Certificates—Class Definitions and Abbreviations" in the REMIC Prospectus.

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

*General.* We will pay interest on the Certificates at the applicable annual interest rates specified on the cover or described in this prospectus supplement. We calculate interest based on an assumed 360-day year consisting of twelve 30-day months. We pay interest monthly (except in the case of the

Accrual Classes) on each Distribution Date, beginning in the month after the Settlement Date specified in the Reference Sheet.

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

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

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

<u>Classes</u>	<u>Interest Accrual Periods</u>
All Fixed Rate Classes (collectively, the “Delay Classes”)	Calendar month preceding the month in which the Distribution Date occurs
The Floating Rate and Inverse Floating Rate Classes (collectively, the “No-Delay Classes”)	One-month period beginning on the 25th day of the month preceding the month in which the Distribution Date occurs

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

The Dealer will treat the Principal Only Classes as No-Delay Classes for the sole purpose of facilitating trading.

*Accrual Classes.* The NZ and ZB Classes are Accrual Classes. Interest will accrue on each Accrual Class at the applicable annual rate specified on the cover of this prospectus supplement. However, we will not pay any interest on the Accrual Classes. Instead, interest accrued on an Accrual Class will be added as principal to its principal balance on each Distribution Date. We will pay principal on each Accrual Class as described under “—Distributions of Principal” below.

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

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

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

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

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

## Calculation of LIBOR

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

If we are unable to calculate LIBOR on the initial Index Determination Date, LIBOR for the following Interest Accrual Period will be equal to 5.32%.

## Distributions of Principal

### *Categories of Classes*

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

<u>Principal Type*</u>	<u>Classes</u>
<b>Group 1 Classes</b>	
Pass-Through	AF and AO
Notional	AI
<b>Group 2 Classes</b>	
Pass-Through	EF and EO
Notional	EI
<b>Group 3 Classes</b>	
PAC	NJ, NC and NZ
Support	NB and ZB
Accretion Directed	NJ, NC and NB
RCR**	NA and ND
<b>Group 4 Classes</b>	
Pass-Through	GF and GO
Notional	GI
RCR**	GS
<b>Group 5 Classes</b>	
Pass-Through	LF and LO
Notional	LI
RCR**	LS
<b>Group 6 Classes</b>	
Pass-Through	JF and JO
Notional	JI
<b>Group 7 Classes</b>	
Pass-Through	PF
Notional	IP and PI
RCR**	IV
<b>Group 8 Classes</b>	
Pass-Through	FY
Notional	SY
<b>No Payment Residual</b>	<b>R and RL</b>

\* See “Description of Certificates—Class Definitions and Abbreviations” in the REMIC Prospectus.

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

*Principal Distribution Amount*

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

- the principal then paid on the Group 1 MBS (the “Group 1 Principal Distribution Amount”),
- the principal then paid on the Group 2 MBS (the “Group 2 Principal Distribution Amount”),
- the principal then paid on the Group 3 SMBS (the “Group 3 Cash Flow Distribution Amount”) plus any interest then accrued and added to the principal balances of the NZ and ZB Classes (the “NZ Accrual Amount” and “ZB Accrual Amount,” respectively, and together with the Group 3 Cash Flow Distribution Amount, the “Group 3 Principal Distribution Amount”),
- the principal then paid on the Group 4 MBS (the “Group 4 Principal Distribution Amount”),
- the principal then paid on the Group 5 MBS (the “Group 5 Principal Distribution Amount”),
- the principal then paid on the Group 6 MBS (the “Group 6 Principal Distribution Amount”),
- the principal then paid on the Group 7 MBS (the “Group 7 Principal Distribution Amount”), and
- the principal then paid on the Group 8 MBS (the “Group 8 Principal Distribution Amount”).

*Group 1 Principal Distribution Amount*

On each Distribution Date, we will pay the Group 1 Principal Distribution Amount, concurrently, to the AF and AO Classes, pro rata (or 92.3076923077% and 7.6923076923%, respectively), until their principal balances are reduced to zero. } Pass-Through Classes

*Group 2 Principal Distribution Amount*

On each Distribution Date, we will pay the Group 2 Principal Distribution Amount, concurrently, to the EF and EO Classes, pro rata (or 85.7142857143% and 14.2857142857%, respectively), until their principal balances are reduced to zero. } Pass-Through Classes

*Group 3 Principal Distribution Amount*

*NZ Accrual Amount*

On each Distribution Date, we will pay the NZ Accrual Amount, sequentially, as principal of the NJ and NC Classes, in that order, until their principal balances are reduced to zero. Thereafter, we will pay the NZ Accrual Amount as principal of the NZ Class. } Accretion Directed Classes and Accrual Class

*ZB Accrual Amount*

On each Distribution Date, we will pay the ZB Accrual Amount as principal of the NB Class, until its principal balance is reduced to zero. Thereafter, we will pay the ZB Accrual Amount as principal of the ZB Class. } Accretion Directed Class and Accrual Class

*Group 3 Cash Flow Distribution Amount*

On each Distribution Date, we will pay the Group 3 Cash Flow Distribution Amount as principal of the Group 3 Classes, in the following priority:

- (i) to the Aggregate Group (described below), until the Aggregate Balance (described below) is reduced to its Planned Balance for that Distribution Date; } PAC Group
- (ii) sequentially, to the NB and ZB Classes, in that order, until their principal balances are reduced to zero; and } Support Classes

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

The “Aggregate Group” consists of the NJ, NC and NZ Classes. On each Distribution Date, we will apply payments of principal of the Aggregate Group, sequentially, to the NJ, NC and NZ Classes, in that order, until their principal balances are reduced to zero.

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

*Group 4 Principal Distribution Amount*

On each Distribution Date, we will pay the Group 4 Principal Distribution Amount, concurrently, as principal of the GF and GO Classes, pro rata (or 78.5714285000% and 21.4285715000%, respectively), until their principal balances are reduced to zero. } Pass-Through Classes

*Group 5 Principal Distribution Amount*

On each Distribution Date, we will pay the Group 5 Principal Distribution Amount, concurrently, as principal of the LF and LO Classes, pro rata (or 92.8571426667% and 7.1428573333%, respectively), until their principal balances are reduced to zero. } Pass-Through Classes

*Group 6 Principal Distribution Amount*

On each Distribution Date, we will pay the Group 6 Principal Distribution Amount, concurrently, as principal of the JF and JO Classes, pro rata (or 92.8571425918% and 7.1428574082%, respectively), until their principal balances are reduced to zero. } Pass-Through Classes

*Group 7 Principal Distribution Amount*

On each Distribution Date, we will pay the Group 7 Principal Distribution Amount as principal of the PF Class, until its principal balance is reduced to zero. } Pass-Through Class

*Group 8 Principal Distribution Amount*

On each Distribution Date, we will pay the Group 8 Principal Distribution Amount as principal of the FY Class, until its principal balance is reduced to zero. } Pass-Through Class

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

**Structuring Assumptions**

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

- the Mortgage Loans underlying the Trust MBS and the Group 3 SMBS have the original terms to maturity, remaining terms to maturity, loan ages and interest rates specified under “Reference Sheet—Assumed Characteristics of the Mortgage Loans Underlying the Trust MBS and the Group 3 SMBS” in this prospectus supplement;
- all of the Mortgage Loans underlying the Group 8 MBS have the remaining term to expiration of their interest only periods specified under “Reference Sheet—Assumed Characteristics of the Mortgage Loans Underlying the Trust MBS and the Group 3 SMBS” in this prospectus supplement;
- the Mortgage Loans prepay at the constant percentages of PSA specified in the related tables;

- the settlement date for the Certificates is April 30, 2007; and
- each Distribution Date occurs on the 25th day of a month.

*Prepayment Assumptions.* Prepayments of mortgage loans commonly are measured relative to a prepayment standard or model. The model used in this prospectus supplement with respect to all Classes and Principal Balances Schedule is The Securities Industry and Financial Markets Association’s standard prepayment model (“PSA”). To assume a specified rate of PSA is to assume a specified rate of prepayment each month of the then-outstanding principal balance of a pool of new mortgage loans computed as described under “Description of Certificates—Prepayment Models” in the REMIC Prospectus.

It is highly unlikely that prepayments will occur at any *constant* PSA rate or at any other *constant* rate.

*Structuring Range.* The Principal Balance Schedule is found beginning on page B-1 of this prospectus supplement. The Principal Balance Schedule has been prepared on the basis of the Pricing Assumptions and the assumption that the related Mortgage Loans will prepay at a constant PSA rate within the applicable Structuring Range set forth below.

<u>Principal Balance Schedule References</u>	<u>Related Group (1)</u>	<u>Structuring Range</u>
Planned Balances	Aggregate Group	Between 100% and 550% PSA

(1) The Structuring Range for the Aggregate Group is associated with the related Aggregate Balance but not with the individual balances of the related Classes.

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

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

<u>Group</u>	<u>Initial Effective Range</u>
Aggregate Group	Between 100% and 550% PSA

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

PSA rate. In general, the actual Effective Range may narrow, widen or shift upward or downward to reflect actual prepayment experience over time.

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

<u>Classes</u>	<u>Supporting Classes</u>
<b>Group 3</b>	
PAC	Support

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

### **Yield Tables**

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

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

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

We cannot assure you that

- the pre-tax yields on the applicable Certificates will correspond to any of the pre-tax yields shown here, or
- the aggregate purchase prices of the applicable Certificates will be as assumed.

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

- the Mortgage Loans will prepay at a constant PSA rate until maturity,
- all of the Mortgage Loans will prepay at the same rate, or
- the level of the Index will remain constant.

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

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

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

- the interest rates for the Inverse Floating Rate Classes for the initial Interest Accrual Period are the rates listed in the table under “Reference Sheet—Interest Rates” in this prospectus supplement and for each following Interest Accrual Period will be based on the specified level of the Index, and
- the aggregate purchase prices of those Classes (expressed in each case as a percentage of original principal balance) are as follows:

<u>Class</u>	<u>Price*</u>
AI .....	4.453125%
EI .....	6.562500%
GI .....	7.109375%
LI .....	6.109375%
JI .....	5.015625%
IP .....	0.250000%
PI .....	5.312500%
SY .....	2.031250%
GS .....	100.375000%
LS .....	100.187500%
IV .....	5.210000%

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

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption</u>				
	<u>50%</u>	<u>150%</u>	<u>315%</u>	<u>500%</u>	<u>700%</u>
1.32% .....	122.0%	117.3%	109.5%	100.4%	90.4%
3.32% .....	65.3%	60.4%	52.1%	42.5%	31.8%
5.32% .....	13.8%	8.3%	(1.2)%	(12.4)%	(25.1)%
6.12% .....	*	*	*	*	*

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

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption</u>				
	<u>50%</u>	<u>150%</u>	<u>315%</u>	<u>500%</u>	<u>700%</u>
1.32% .....	90.3%	86.2%	79.4%	71.7%	63.2%
3.32% .....	53.2%	48.7%	41.1%	32.5%	23.0%
5.32% .....	18.4%	13.2%	4.3%	(5.9)%	(17.4)%
6.75% .....	*	*	*	*	*

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

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption</u>				
	<u>50%</u>	<u>150%</u>	<u>315%</u>	<u>500%</u>	<u>700%</u>
1.32% .....	81.8%	77.4%	70.1%	61.7%	52.5%
3.32% .....	48.0%	43.3%	35.3%	26.1%	15.9%
5.32% .....	16.1%	10.8%	1.7%	(8.9)%	(20.9)%
6.74% .....	*	*	*	*	*

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

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

LIBOR	PSA Prepayment Assumption						
	50%	100%	300%	505%	700%	900%	1100%
1.32%	98.7%	96.5%	87.9%	78.9%	70.2%	61.1%	51.7%
3.32%	58.3%	56.0%	46.6%	36.7%	27.1%	17.1%	6.8%
5.32%	20.7%	18.0%	7.3%	(4.2)%	(15.6)%	(27.7)%	(40.3)%
6.77%	*	*	*	*	*	*	*

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

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

LIBOR	PSA Prepayment Assumption						
	50%	100%	300%	505%	700%	900%	1100%
1.32%	124.4%	122.3%	114.0%	105.3%	96.9%	88.0%	79.0%
3.32%	73.2%	71.0%	61.9%	52.5%	43.3%	33.6%	23.8%
5.32%	26.4%	23.8%	13.3%	2.2%	(8.8)%	(20.5)%	(32.5)%
6.76%	*	*	*	*	*	*	*

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

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

LIBOR	PSA Prepayment Assumption								
	50%	100%	300%	500%	707%	900%	1100%	1300%	1500%
1.32%	16,038.7%	14,873.3%	10,591.5%	7,247.1%	4,794.3%	3,079.8%	2,094.3%	1,276.3%	625.5%
3.32%	6,384.8%	5,830.2%	3,878.1%	2,480.8%	1,531.1%	893.6%	560.2%	283.0%	62.4%
5.32%	1,324.8%	1,134.5%	572.5%	255.1%	72.5%	(40.1)%	(88.8)%	*	*
6.76%	*	*	*	*	*	*	*	*	*

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

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

LIBOR	PSA Prepayment Assumption								
	50%	100%	300%	500%	707%	900%	1100%	1300%	1500%
1.32%	118.0%	116.1%	108.1%	99.7%	90.8%	82.2%	73.2%	63.9%	54.3%
3.32%	69.7%	67.5%	58.6%	49.3%	39.5%	30.2%	20.2%	10.1%	(0.4)%
5.32%	25.2%	22.7%	12.1%	1.2%	(10.6)%	(22.0)%	(34.1)%	(46.6)%	(59.4)%
6.76%	*	*	*	*	*	*	*	*	*

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

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

LIBOR	PSA Prepayment Assumption							
	50%	100%	300%	505%	700%	900%	1100%	1300%
1.32%	326.3%	324.3%	316.0%	307.5%	299.1%	290.4%	281.4%	272.3%
3.32%	167.5%	165.5%	157.4%	148.9%	140.7%	132.0%	123.2%	114.1%
5.32%	39.6%	37.2%	27.1%	16.4%	6.0%	(5.0)%	(16.3)%	(27.8)%
6.11%	*	*	*	*	*	*	*	*

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

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption</u>				
	<u>50%</u>	<u>150%</u>	<u>315%</u>	<u>500%</u>	<u>700%</u>
1.32% .....	20.4%	20.3%	20.2%	20.1%	20.0%
3.32% .....	12.7%	12.7%	12.6%	12.5%	12.5%
5.32% .....	5.2%	5.2%	5.2%	5.1%	5.1%
6.74% .....	0.0%	0.0%	0.0%	0.0%	0.0%

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption</u>						
	<u>50%</u>	<u>100%</u>	<u>300%</u>	<u>505%</u>	<u>700%</u>	<u>900%</u>	<u>1100%</u>
1.32% .....	22.5%	22.4%	22.3%	22.2%	22.1%	22.0%	21.9%
3.32% .....	14.1%	14.0%	14.0%	13.9%	13.8%	13.8%	13.7%
5.32% .....	5.8%	5.8%	5.8%	5.8%	5.8%	5.8%	5.8%
6.77% .....	0.0%	0.0%	0.0%	0.1%	0.1%	0.1%	0.1%

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption</u>								
	<u>50%</u>	<u>100%</u>	<u>300%</u>	<u>500%</u>	<u>707%</u>	<u>900%</u>	<u>1100%</u>	<u>1300%</u>	<u>1500%</u>
1.32% .....	119.0%	117.0%	108.6%	100.0%	91.0%	82.4%	73.3%	64.0%	54.3%
3.32% .....	70.1%	67.9%	58.8%	49.5%	39.6%	30.2%	20.3%	10.1%	(0.4)%
5.32% .....	25.3%	22.7%	12.2%	1.2%	(10.6)%	(21.9)%	(34.1)%	(46.6)%	(59.4)%
6.76% .....	*	*	*	*	*	*	*	*	*

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

*The Principal Only Classes.* **The Principal Only Classes will not bear interest. As indicated in the tables below, a low rate of principal payments (including prepayments) on the related Mortgage Loans will have a negative effect on the yields to investors in the Principal Only Classes.**

The information shown in the yield tables has been prepared on the basis of the Pricing Assumptions and the assumption that the aggregate purchase prices of the Principal Only Classes (expressed in each case as a percentage of original principal balance) are as follows:

<u>Class</u>	<u>Price</u>
AO .....	76.87500%
EO .....	74.00000%
GO .....	71.93750%
LO .....	75.75000%
JO .....	79.15625%

**Sensitivity of the AO Class to Prepayments**

	<u>PSA Prepayment Assumption</u>				
	<u>50%</u>	<u>150%</u>	<u>315%</u>	<u>500%</u>	<u>700%</u>
Pre-Tax Yields to Maturity ..	1.9%	3.2%	5.5%	8.1%	10.7%

**Sensitivity of the EO Class to Prepayments**

	<u>PSA Prepayment Assumption</u>				
	<u>50%</u>	<u>150%</u>	<u>315%</u>	<u>500%</u>	<u>700%</u>
Pre-Tax Yields to Maturity ..	2.2%	3.6%	6.1%	8.8%	11.4%

### Sensitivity of the GO Class to Prepayments

	PSA Prepayment Assumption				
	<u>50%</u>	<u>150%</u>	<u>315%</u>	<u>500%</u>	<u>700%</u>
Pre-Tax Yields to Maturity . .	2.4%	4.0%	6.9%	10.0%	13.0%

### Sensitivity of the LO Class to Prepayments

	PSA Prepayment Assumption						
	<u>50%</u>	<u>100%</u>	<u>300%</u>	<u>505%</u>	<u>700%</u>	<u>900%</u>	<u>1100%</u>
Pre-Tax Yields to Maturity . .	2.0%	2.6%	5.4%	8.3%	10.7%	13.0%	15.3%

### Sensitivity of the JO Class to Prepayments

	PSA Prepayment Assumption						
	<u>50%</u>	<u>100%</u>	<u>300%</u>	<u>505%</u>	<u>700%</u>	<u>900%</u>	<u>1100%</u>
Pre-Tax Yields to Maturity . .	1.6%	2.2%	4.5%	6.8%	8.9%	10.8%	12.7%

### Weighted Average Lives of the Certificates

The weighted average life of a Certificate is determined by

- (a) multiplying the amount of the reduction, if any, of the principal balance of the Certificate from one Distribution Date to the next Distribution Date by the number of years from the Settlement Date to the second such Distribution Date,
- (b) summing the results, and
- (c) dividing the sum by the aggregate amount of the reductions in principal balance of the Certificate referred to in clause (a).

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

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

- the timing of changes in the rate of principal payments,
- the priority sequences of payments of principal of the Group 3 Classes, and
- in the case of the Group 3 Classes, the payment of principal of certain Classes in accordance with the Principal Balance Schedule.

See “—Distributions of Principal” above.

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

### Decrement Tables

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

assumed that the underlying Mortgage Loans have the original and remaining terms to maturity and bear interest at the annual rates specified in the table below.

<u>Mortgage Loans Relating to Trust Assets Specified Below</u>	<u>Original Terms to Maturity</u>	<u>Remaining Terms to Maturity</u>	<u>Interest Rates</u>
Group 1 MBS	360 months	360 months	8.50%
Group 2 MBS	360 months	360 months	8.50%
Group 3 SMBS	360 months	360 months	8.50%
Group 4 MBS	360 months	360 months	8.00%
Group 5 MBS	360 months	360 months	9.00%
Group 6 MBS	360 months	360 months	9.00%
Group 7 MBS	360 months	360 months	9.50%
Group 8 MBS	360 months	360 months	9.00%

In addition, in the case of the information set forth for each Group 8 Class under 0% PSA, we assumed that all of the Mortgage Loans underlying the related MBS have an original and a remaining interest only period of 120 months.

It is unlikely

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

In addition, the diverse remaining terms to maturity of the Mortgage Loans could produce slower or faster principal distributions than indicated in the tables at the specified constant PSA rates, even if the weighted average remaining term to maturity and the weighted average loan age of the Mortgage Loans are identical to the weighted averages specified in the Pricing Assumptions. This is the case because pools of loans with identical weighted averages are nonetheless likely to reflect differing dispersions of the related characteristics.

## Percent of Original Principal Balances Outstanding

Date	AF, AI† and AO Classes					EF, EI† and EO Classes					NJ Class						
	PSA Prepayment Assumption					PSA Prepayment Assumption					PSA Prepayment Assumption						
	0%	150%	315%	500%	700%	0%	150%	315%	500%	700%	0%	100%	250%	379%	550%	700%	800%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
April 2008	99	96	92	88	84	99	97	94	91	88	96	76	76	76	76	76	76
April 2009	98	88	78	68	57	98	90	82	73	63	92	45	45	45	45	45	45
April 2010	98	79	63	47	33	98	81	66	51	37	88	15	15	15	15	2	0
April 2011	97	71	50	32	19	97	73	53	35	21	84	0	0	0	0	0	0
April 2012	95	64	40	22	11	95	65	42	24	12	79	0	0	0	0	0	0
April 2013	94	57	32	15	6	94	58	34	17	7	73	0	0	0	0	0	0
April 2014	93	51	25	11	3	93	52	27	11	4	67	0	0	0	0	0	0
April 2015	92	45	20	7	2	92	47	21	8	2	61	0	0	0	0	0	0
April 2016	90	40	16	5	1	90	41	17	5	1	54	0	0	0	0	0	0
April 2017	89	36	13	3	1	89	37	13	4	1	46	0	0	0	0	0	0
April 2018	87	32	10	2	*	87	33	11	3	*	38	0	0	0	0	0	0
April 2019	85	28	8	2	*	85	29	8	2	*	29	0	0	0	0	0	0
April 2020	83	25	6	1	*	83	26	7	1	*	19	0	0	0	0	0	0
April 2021	81	22	5	1	*	81	22	5	1	*	8	0	0	0	0	0	0
April 2022	78	19	4	*	*	78	20	4	1	*	0	0	0	0	0	0	0
April 2023	75	17	3	*	*	75	17	3	*	*	0	0	0	0	0	0	0
April 2024	72	14	2	*	*	72	15	2	*	*	0	0	0	0	0	0	0
April 2025	69	12	2	*	*	69	13	2	*	*	0	0	0	0	0	0	0
April 2026	66	11	1	*	*	66	11	1	*	*	0	0	0	0	0	0	0
April 2027	62	9	1	*	*	62	9	1	*	*	0	0	0	0	0	0	0
April 2028	58	8	1	*	*	58	8	1	*	*	0	0	0	0	0	0	0
April 2029	53	6	1	*	*	53	7	1	*	*	0	0	0	0	0	0	0
April 2030	49	5	*	*	*	49	5	*	*	*	0	0	0	0	0	0	0
April 2031	43	4	*	*	*	43	4	*	*	*	0	0	0	0	0	0	0
April 2032	37	3	*	*	*	37	3	*	*	*	0	0	0	0	0	0	0
April 2033	31	2	*	*	*	31	3	*	*	*	0	0	0	0	0	0	0
April 2034	24	2	*	*	*	24	2	*	*	*	0	0	0	0	0	0	0
April 2035	17	1	*	*	*	17	1	*	*	*	0	0	0	0	0	0	0
April 2036	9	*	*	*	*	9	*	*	*	*	0	0	0	0	0	0	0
April 2037	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	20.8	9.0	5.3	3.6	2.7	20.8	9.2	5.5	3.8	2.9	8.8	1.9	1.9	1.9	1.9	1.8	1.7

Date	NC Class							NZ Class							NB Class						
	PSA Prepayment Assumption							PSA Prepayment Assumption							PSA Prepayment Assumption						
	0%	100%	250%	379%	550%	700%	800%	0%	100%	250%	379%	550%	700%	800%	0%	100%	250%	379%	550%	700%	800%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
April 2008	100	100	100	100	100	100	100	104	104	104	104	104	104	104	100	100	89	80	68	58	51
April 2009	100	100	100	100	100	100	100	109	109	109	109	109	109	109	100	100	76	57	34	16	4
April 2010	100	100	100	100	100	100	77	114	114	114	114	114	114	114	100	100	66	41	14	0	0
April 2011	100	87	87	87	87	57	38	118	118	118	118	118	118	118	100	100	58	31	4	0	0
April 2012	100	62	62	62	62	31	18	124	124	124	124	124	124	124	100	100	53	25	*	0	0
April 2013	100	40	40	40	40	17	8	129	129	129	129	129	129	129	100	99	49	21	0	0	0
April 2014	100	25	25	25	25	8	3	135	135	135	135	135	135	135	100	96	44	18	0	0	0
April 2015	100	15	15	15	15	3	0	140	140	140	140	140	140	135	100	91	38	15	0	0	0
April 2016	100	9	9	9	9	1	0	146	146	146	146	146	146	146	100	86	33	12	0	0	0
April 2017	100	5	5	5	5	0	0	153	153	153	153	153	98	35	100	80	28	9	0	0	0
April 2018	100	2	2	2	2	0	0	159	159	159	159	159	55	18	100	74	24	7	0	0	0
April 2019	100	0	0	0	0	0	0	166	162	162	162	162	31	9	100	68	20	6	0	0	0
April 2020	100	0	0	0	0	0	0	174	105	105	105	105	17	4	100	62	17	4	0	0	0
April 2021	100	0	0	0	0	0	0	181	68	68	68	68	10	2	100	56	14	3	0	0	0
April 2022	96	0	0	0	0	0	0	189	43	43	43	43	5	1	100	51	11	2	0	0	0
April 2023	85	0	0	0	0	0	0	197	28	28	28	28	3	1	100	46	9	2	0	0	0
April 2024	72	0	0	0	0	0	0	206	18	18	18	18	2	*	100	41	7	1	0	0	0
April 2025	58	0	0	0	0	0	0	215	11	11	11	11	1	*	100	36	6	1	0	0	0
April 2026	42	0	0	0	0	0	0	224	7	7	7	7	*	*	100	32	5	1	0	0	0
April 2027	26	0	0	0	0	0	0	234	4	4	4	4	*	*	100	27	4	*	0	0	0
April 2028	8	0	0	0	0	0	0	244	3	3	3	3	*	*	100	23	3	*	0	0	0
April 2029	0	0	0	0	0	0	0	2	2	2	2	2	*	*	97	20	2	*	0	0	0
April 2030	0	0	0	0	0	0	0	1	1	1	1	1	*	*	88	16	1	0	0	0	0
April 2031	0	0	0	0	0	0	0	1	1	1	1	1	*	*	78	13	1	0	0	0	0
April 2032	0	0	0	0	0	0	0	*	*	*	*	*	*	*	68	10	1	0	0	0	0
April 2033	0	0	0	0	0	0	0	*	*	*	*	*	*	*	57	7	*	0	0	0	0
April 2034	0	0	0	0	0	0	0	*	*	*	*	*	*	*	44	4	*	0	0	0	0
April 2035	0	0	0	0	0	0	0	0	0	0	0	0	*	*	31	2	0	0	0	0	0
April 2036	0	0	0	0	0	0	0	0	0	0	0	0	0	0	16	0	0	0	0	0	0
April 2037	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	18.4	6.0	6.0	6.0	6.0	4.7	4.0	21.6	14.2	14.2	14.2	14.2	11.0	9.4	26.3	15.9	7.1	3.9	1.7	1.2	1.0

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

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

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

Date	ZB Class								NA Class								ND Class							
	PSA Prepayment Assumption								PSA Prepayment Assumption								PSA Prepayment Assumption							
	0%	100%	250%	379%	550%	700%	800%	0%	100%	250%	379%	550%	700%	800%	0%	100%	250%	379%	550%	700%	800%			
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100			
April 2008	104	104	104	104	104	104	104	98	88	88	88	88	88	88	99	94	94	94	94	94	94			
April 2009	109	109	109	109	109	109	109	96	73	73	73	73	73	73	98	86	86	86	86	86	86			
April 2010	114	114	114	114	114	0	0	94	59	59	59	52	40	97	79	79	79	79	79	76	58			
April 2011	118	118	118	118	118	0	0	92	45	45	45	45	29	20	96	65	65	65	65	43	29			
April 2012	124	124	124	124	124	0	0	90	32	32	32	32	16	9	95	47	47	47	47	24	14			
April 2013	129	129	129	129	*	0	0	87	21	21	21	21	9	4	93	30	30	30	30	13	6			
April 2014	135	135	135	135	*	0	0	84	13	13	13	13	4	1	92	19	19	19	19	6	2			
April 2015	140	140	140	140	*	0	0	81	8	8	8	8	2	0	90	12	12	12	12	3	0			
April 2016	146	146	146	146	*	0	0	78	5	5	5	5	*	0	89	7	7	7	7	*	0			
April 2017	153	153	153	153	*	0	0	74	2	2	2	2	0	0	87	4	4	4	4	0	0			
April 2018	159	159	159	159	*	0	0	70	1	1	1	1	0	0	85	1	1	1	1	0	0			
April 2019	166	166	166	166	*	0	0	65	0	0	0	0	0	0	82	0	0	0	0	0	0			
April 2020	174	174	174	174	*	0	0	61	0	0	0	0	0	0	80	0	0	0	0	0	0			
April 2021	181	181	181	181	*	0	0	55	0	0	0	0	0	0	77	0	0	0	0	0	0			
April 2022	189	189	189	189	*	0	0	50	0	0	0	0	0	0	73	0	0	0	0	0	0			
April 2023	197	197	197	197	*	0	0	44	0	0	0	0	0	0	64	0	0	0	0	0	0			
April 2024	206	206	206	206	*	0	0	37	0	0	0	0	0	0	54	0	0	0	0	0	0			
April 2025	215	215	215	215	*	0	0	30	0	0	0	0	0	0	43	0	0	0	0	0	0			
April 2026	224	224	224	224	*	0	0	22	0	0	0	0	0	0	32	0	0	0	0	0	0			
April 2027	234	234	234	234	*	0	0	13	0	0	0	0	0	0	19	0	0	0	0	0	0			
April 2028	244	244	244	244	*	0	0	4	0	0	0	0	0	0	6	0	0	0	0	0	0			
April 2029	254	254	254	254	*	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0			
April 2030	265	265	265	260	*	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0			
April 2031	277	277	277	172	*	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0			
April 2032	289	289	289	109	*	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0			
April 2033	301	301	301	64	*	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0			
April 2034	314	314	314	33	*	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0			
April 2035	328	328	158	11	*	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0			
April 2036	342	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0			
April 2037	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0			
Weighted Average Life (years)**	30.0	28.7	28.0	25.0	5.2	2.7	2.2	13.8	4.0	4.0	4.0	4.0	3.3	2.9	16.0	5.0	5.0	5.0	5.0	4.0	3.4			

Date	GF, GI†, GO and GS Classes					LF, LI†, LO and LS Classes								JF, JI† and JO Classes							
	PSA Prepayment Assumption					PSA Prepayment Assumption								PSA Prepayment Assumption							
	0%	150%	315%	500%	700%	0%	100%	300%	505%	700%	900%	1100%	0%	100%	300%	505%	700%	900%	1100%		
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
April 2008	99	96	93	90	87	99	97	94	90	87	84	80	99	97	94	90	87	84	80	99	94
April 2009	98	89	80	71	61	99	92	81	71	61	52	43	99	92	81	71	61	52	43	99	92
April 2010	97	80	64	49	35	98	86	66	49	36	24	15	98	86	66	49	36	24	15	98	86
April 2011	96	72	52	34	20	97	80	54	34	20	11	5	97	80	54	34	20	11	5	97	80
April 2012	95	64	41	23	12	96	74	43	23	12	5	2	96	74	43	23	12	5	2	96	74
April 2013	94	57	33	16	7	95	68	35	16	7	2	1	95	68	35	16	7	2	1	95	68
April 2014	92	51	26	11	4	94	63	28	11	4	1	*	94	63	28	11	4	1	*	94	63
April 2015	91	46	21	8	2	92	58	23	7	2	*	*	92	58	23	7	2	*	*	92	58
April 2016	89	41	16	5	1	91	54	18	5	1	*	*	91	54	18	5	1	*	*	91	54
April 2017	88	36	13	4	1	89	49	15	3	1	*	*	89	50	15	3	1	*	*	89	50
April 2018	86	32	10	2	*	88	45	12	2	*	*	*	88	45	12	2	*	*	*	88	45
April 2019	84	28	8	2	*	86	41	9	2	*	*	*	86	42	9	2	*	*	*	86	42
April 2020	82	25	6	1	*	84	38	7	1	*	*	*	84	38	7	1	*	*	*	84	38
April 2021	79	22	5	1	*	82	34	6	1	*	*	*	82	35	6	1	*	*	*	82	35
April 2022	77	19	4	1	*	79	31	5	*	*	*	*	79	31	5	*	*	*	*	79	31
April 2023	74	17	3	*	*	77	28	4	*	*	*	*	77	28	4	*	*	*	*	77	28
April 2024	71	14	2	*	*	74	25	3	*	*	*	*	74	25	3	*	*	*	*	74	25
April 2025	68	12	2	*	*	71	23	2	*	*	*	0	71	23	2	*	*	*	*	71	23
April 2026	64	11	1	*	*	67	20	2	*	*	*	0	67	20	2	*	*	*	*	67	20
April 2027	60	9	1	*	*	64	18	1	*	*	*	0	64	18	1	*	*	*	*	64	18
April 2028	56	8	1	*	*	59	15	1	*	*	*	0	59	16	1	*	*	*	*	59	16
April 2029	52	6	1	*	*	55	13	1	*	*	*	0	55	13	1	*	*	*	*	55	13
April 2030	47	5	*	*	*	50	11	1	*	*	*	0	50	11	1	*	*	*	*	50	11
April 2031	42	4	*	*	*	45	9	*	*	*	0	0	45	9	*	*	*	*	0	0	0
April 2032	36	3	*	*	*	39	7	*	*	*	0	0	39	8	*	*	*	*	0	0	0
April 2033	30	2	*	*	*	32	6	*	*	*	0	0	32	6	*	*	*	*	0	0	0
April 2034	23	2	*	*	*	25	4	*	*	*	0	0	25	4	*	*	*	*	0	0	0
April 2035	16	1	*	*	*	18	3	*	*	*	0	0	18	3	*	*	*	*	0	0	0
April 2036	8	*	*	*	*	9	1	*	*	*	0	0	9	1	*	*	*	*	0	0	0
April 2037	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	20.5	9.1	5.4	3.7	2.8	21.1	11.5	5.6	3.7	2.8	2.3	2.0	21.1	11.5	5.7	3.7	2.8	2.3	2.0	21.1	11.5

\* Indicates an outstanding balance greater than 0% and less than 0.5% of the original principal balance.  
\*\* Determined as specified under “—Weighted Average Lives of the Certificates” above.  
† In the case of a Notional Class, the Decrement Table indicates the percentage of the original notional principal balance outstanding.

Date	PF and IV† Classes									IP† Class								
	PSA Prepayment Assumption									PSA Prepayment Assumption								
	0%	100%	300%	500%	707%	900%	1100%	1300%	1500%	0%	100%	300%	500%	707%	900%	1100%	1300%	1500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
April 2008	99	97	94	91	87	84	80	77	73	69	0	0	0	0	0	0	0	0
April 2009	99	93	82	71	61	52	43	35	27	35	0	0	0	0	0	0	0	0
April 2010	98	86	66	50	35	24	15	8	3	0	0	0	0	0	0	0	0	0
April 2011	97	80	54	34	20	11	5	2	*	0	0	0	0	0	0	0	0	0
April 2012	96	74	44	24	11	5	2	*	*	0	0	0	0	0	0	0	0	0
April 2013	95	69	35	16	6	2	1	*	*	0	0	0	0	0	0	0	0	0
April 2014	94	64	28	11	4	1	*	*	*	0	0	0	0	0	0	0	0	0
April 2015	93	59	23	8	2	*	*	*	*	0	0	0	0	0	0	0	0	0
April 2016	92	54	19	5	1	*	*	*	*	0	0	0	0	0	0	0	0	0
April 2017	90	50	15	4	1	*	*	*	*	0	0	0	0	0	0	0	0	0
April 2018	89	46	12	3	*	*	*	*	*	0	0	0	0	0	0	0	0	0
April 2019	87	42	10	2	*	*	*	*	*	0	0	0	0	0	0	0	0	0
April 2020	85	39	8	1	*	*	*	*	*	0	0	0	0	0	0	0	0	0
April 2021	83	35	6	1	*	*	*	*	*	0	0	0	0	0	0	0	0	0
April 2022	81	32	5	1	*	*	*	*	*	0	0	0	0	0	0	0	0	0
April 2023	78	29	4	*	*	*	*	*	*	0	0	0	0	0	0	0	0	0
April 2024	75	26	3	*	*	*	*	*	*	0	0	0	0	0	0	0	0	0
April 2025	72	23	2	*	*	*	*	*	*	0	0	0	0	0	0	0	0	0
April 2026	69	21	2	*	*	*	*	*	*	0	0	0	0	0	0	0	0	0
April 2027	65	18	1	*	*	*	*	*	*	0	0	0	0	0	0	0	0	0
April 2028	61	16	1	*	*	*	*	*	*	0	0	0	0	0	0	0	0	0
April 2029	56	14	1	*	*	*	*	*	*	0	0	0	0	0	0	0	0	0
April 2030	51	12	1	*	*	*	*	*	*	0	0	0	0	0	0	0	0	0
April 2031	46	10	*	*	*	*	*	*	*	0	0	0	0	0	0	0	0	0
April 2032	40	8	*	*	*	*	*	*	*	0	0	0	0	0	0	0	0	0
April 2033	33	6	*	*	*	*	*	*	*	0	0	0	0	0	0	0	0	0
April 2034	26	4	*	*	*	*	*	*	*	0	0	0	0	0	0	0	0	0
April 2035	18	3	*	*	*	*	*	*	*	0	0	0	0	0	0	0	0	0
April 2036	10	1	*	*	*	*	*	*	*	0	0	0	0	0	0	0	0	0
April 2037	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	21.3	11.6	5.7	3.7	2.8	2.3	2.0	1.7	1.5	1.6	0.5	0.3	0.2	0.2	0.2	0.1	0.1	0.1

Date	PI† Class									FY and SY† Classes							
	PSA Prepayment Assumption									PSA Prepayment Assumption							
	0%	100%	300%	500%	707%	900%	1100%	1300%	1500%	0%	100%	300%	505%	700%	900%	1100%	1300%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
April 2008	100	99	96	92	89	85	82	78	75	100	98	95	91	88	84	81	77
April 2009	100	94	83	73	62	53	44	36	27	100	94	83	72	63	53	44	35
April 2010	100	88	68	51	36	25	15	8	3	100	89	68	51	37	25	15	8
April 2011	99	82	55	35	20	11	5	2	*	100	83	56	35	21	11	5	2
April 2012	98	76	45	24	12	5	2	*	*	100	78	46	25	12	5	2	*
April 2013	97	70	36	17	7	2	1	*	*	100	74	38	17	7	2	1	*
April 2014	96	65	29	12	4	1	*	*	*	100	69	31	12	4	1	*	*
April 2015	95	60	23	8	2	*	*	*	*	100	65	25	8	2	1	*	*
April 2016	94	56	19	5	1	*	*	*	*	100	61	21	6	1	*	*	*
April 2017	92	51	15	4	1	*	*	*	0	100	57	17	4	1	*	*	*
April 2018	90	47	12	3	*	*	*	*	0	98	53	14	3	*	*	*	*
April 2019	89	43	10	2	*	*	*	*	0	96	48	11	2	*	*	*	*
April 2020	87	39	8	1	*	*	*	*	0	94	44	9	1	*	*	*	*
April 2021	85	36	6	1	*	*	*	0	0	91	40	7	1	*	*	*	0
April 2022	82	33	5	1	*	*	*	0	0	89	36	5	1	*	*	*	0
April 2023	80	30	4	*	*	*	*	0	0	86	33	4	*	*	*	*	0
April 2024	77	27	3	*	*	*	*	0	0	83	30	3	*	*	*	*	0
April 2025	74	24	2	*	*	*	0	0	0	79	26	3	*	*	*	*	0
April 2026	70	21	2	*	*	*	0	0	0	75	23	2	*	*	*	0	0
April 2027	66	19	1	*	*	*	0	0	0	71	21	2	*	*	*	0	0
April 2028	62	16	1	*	*	*	0	0	0	66	18	1	*	*	*	0	0
April 2029	58	14	1	*	*	*	0	0	0	61	16	1	*	*	*	0	0
April 2030	52	12	1	*	*	*	0	0	0	56	13	1	*	*	*	0	0
April 2031	47	10	*	*	*	0	0	0	0	50	11	*	*	*	0	0	0
April 2032	41	8	*	*	*	0	0	0	0	43	9	*	*	*	0	0	0
April 2033	34	6	*	*	*	0	0	0	0	36	7	*	*	*	0	0	0
April 2034	27	4	*	*	*	0	0	0	0	28	5	*	*	*	0	0	0
April 2035	19	3	*	*	*	0	0	0	0	20	3	*	*	*	0	0	0
April 2036	10	1	*	*	*	0	0	0	0	10	1	*	*	*	0	0	0
April 2037	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	21.7	11.9	5.8	3.8	2.9	2.4	2.0	1.8	1.6	22.9	12.6	6.0	3.8	2.9	2.4	2.0	1.8

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

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

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

## Characteristics of the R and RL Classes

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

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

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

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

A transfer satisfies the asset test if (i) the transferee’s gross assets exceed \$100 million and its net assets exceed \$10 million (in each case, at the time of the transfer and at the close of each of the transferee’s two fiscal years preceding the year of transfer), (ii) the transferee is an “eligible corporation” and the transferee agrees in writing that any subsequent transfer of the Residual Certificate will be to an eligible corporation and will comply with the safe harbor and satisfy the asset test, and (iii) the facts and circumstances known to the transferor do not reasonably indicate that the taxes associated with the Residual Certificate will not be paid. A transfer satisfies the formula test if

the present value of the anticipated tax liabilities associated with holding the Residual Certificate is less than or equal to the present value of the sum of (i) any consideration given to the transferee to acquire the Residual Certificate, (ii) expected future distributions on the Residual Certificate, and (iii) anticipated tax savings associated with holding the Residual Certificate as the related REMIC trust generates losses. The Regulations contain additional details regarding their application and you should consult your own tax advisor regarding the application of the Regulations to a transfer of a Residual Certificate.

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

### **CERTAIN ADDITIONAL FEDERAL INCOME TAX CONSEQUENCES**

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

#### **U.S. Treasury Circular 230 Notice**

The tax discussions contained in the REMIC Prospectus (including the sections entitled “Certain Federal Income Tax Consequences” and “ERISA Considerations”) and this prospectus supplement were not intended or written to be used, and cannot be used, for the purpose of avoiding United States federal tax penalties. These discussions were written to support the promotion or marketing of the transactions or matters addressed in this prospectus supplement. You should seek advice based on your particular circumstances from an independent tax advisor.

#### **REMIC Elections and Special Tax Attributes**

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

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

#### **Taxation of Beneficial Owners of Regular Certificates**

The Notional Classes, the Principal Only Classes and the Accrual Classes will be issued with original issue discount (“OID”), and certain other Classes of REMIC Certificates may be issued with OID. If a Class is issued with OID, a beneficial owner of a Certificate of that Class generally must

recognize some taxable income in advance of the receipt of the cash attributable to that income. See “Certain Federal Income Tax Consequences—*Taxation of Beneficial Owners of Regular Certificates—Treatment of Original Issue Discount*” in the REMIC Prospectus. In addition, certain Classes of REMIC Certificates may be treated as having been issued at a premium. See “Certain Federal Income Tax Consequences—*Taxation of Beneficial Owners of Regular Certificates—Regular Certificates Purchased at a Premium*” in the REMIC Prospectus.

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

<u>Group</u>	<u>Prepayment Assumption</u>
1	315% PSA
2	315% PSA
3	379% PSA
4	315% PSA
5	505% PSA
6	505% PSA
7	707% PSA
8	505% PSA

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

### **Taxation of Beneficial Owners of Residual Certificates**

Effective generally for Residual Certificates first held on or after August 1, 2006, Temporary Regulations issued by the Treasury Department have modified the general rule that the taxable income of the Trust (or the Lower Tier REMIC) is not includible in the income of a foreign person (or, if excess inclusions, subject to withholding tax) until paid or distributed. See “Certain Federal Income Tax Consequences—*Taxation of Beneficial Owners of Residual Certificates—Treatment of Excess Inclusions*” and “—*Foreign Investors—Residual Certificates*” in the REMIC Prospectus. Under the Temporary Regulations, the amount of taxable income allocable to a foreign partner in a domestic partnership that is the beneficial owner of a Residual Certificate must be taken into account by the foreign partner on the last day of the partnership’s taxable year, except to the extent that some or all of that amount is required to be taken into account at an earlier time as a result of a distribution to the foreign partner or a disposition of the foreign partner’s indirect interest in the Residual Certificate. Similar rules apply to excess inclusions allocable to a foreign person that holds an interest in a real estate investment trust, regulated investment company, common trust fund or certain cooperatives.

For purposes of determining the portion of the taxable income of the Trust (or the Lower Tier REMIC) that generally will not be treated as excess inclusions, the rate to be used is 120% of the “federal long-term rate.” The rate will be published on or about March 20, 2007. See “Certain Federal Income Tax Consequences—*Taxation of Beneficial Owners of Residual Certificates—Treatment of Excess Inclusions*” and “—*Foreign Investors—Residual Certificates*” in the REMIC Prospectus.

The Treasury Department has issued Regulations providing that, to clearly reflect income, an inducement fee paid to a transferee of a noneconomic residual interest in a REMIC must be included in income over a period that is reasonably related to the period during which the applicable REMIC is expected to generate taxable income or net loss allocable to the transferee. The Regulations set forth two safe harbor methods under which a taxpayer’s accounting for the inducement fee will be considered to clearly reflect income for these purposes. In addition, under the Regulations an inducement fee shall be treated as income from sources within the United States. You should consult

your own tax advisor regarding the application of the Regulations to the transfer of a Residual Certificate.

### **Taxation of Beneficial Owners of RCR Certificates**

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

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

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

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

### **Tax Return Disclosure Requirements**

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

## **PLAN OF DISTRIBUTION**

*General.* We are obligated to deliver the Certificates to Lehman Brothers, Inc. (the “Dealer”) in exchange for the Trust MBS and the Group 3 SMBS. The Dealer proposes to offer the Certificates directly to the public from time to time in negotiated transactions at varying prices to be determined at the time of sale. The Dealer may effect these transactions to or through other dealers.

*Increase in Certificates.* Before the Settlement Date, we and the Dealer may agree to offer Classes in addition to those contemplated as of the date of this prospectus supplement. In this event, we will increase the related Trust MBS or Group 3 SMBS in principal balance, but we expect that all these additional Trust MBS or Group 3 SMBS will have the same characteristics as described under “Description of the Certificates—The Trust MBS” or “Group 3 SMBS” in this prospectus supplement. The proportion that the original principal balance of each Group 1, 2, 3, 4, 5, 6, 7 or 8 Class bears to the aggregate original principal balance of all Group 1, 2, 3, 4, 5, 6, 7 or 8 Classes, respectively, will remain the same. In addition, the dollar amounts shown in the Principal Balance Schedule will be increased to correspond to the increase of the principal balances of the applicable Classes.

#### **LEGAL MATTERS**

Sidley Austin LLP will provide legal representation for Fannie Mae. Thacher Proffitt & Wood LLP will provide legal representation for the Dealer.

## Available Recombinations (1) (2)

REMIC Certificates		RCR Certificates							
Classes	Original Principal or Notional Balances	RCR Classes	Original Principal or Notional Balances	Interest Rate	Interest Type (3)	Principal Type (3)	CUSIP Number	Final Distribution Date	
<b>Recombination 1</b>									
NJ	\$ 27,007,000	NA	\$55,824,000	4.25%	FIX	PAC/AD	31396VTL2	January 2037	
NC	28,817,000								
<b>Recombination 2</b>									
NJ	9,452,450	ND	38,269,450	4.25	FIX	PAC/AD	31396VTM0	January 2037	
NC	28,817,000								
<b>Recombination 3</b>									
GO	42,857,143	GS	42,857,143	(4)	INV	PT	31396VTN8	May 2037	
GI	157,142,857 (5)								
<b>Recombination 4</b>									
LO	10,714,286	LS	10,714,286	(4)	INV	PT	31396VTP3	May 2037	
LI	42,857,144 (5)								
<b>Recombination 5</b>									
IP	800,000 (5)	IV	40,000,000 (5)	(4)	INV / IO	NTL	31396VTQ1	May 2037	
PI	39,200,000 (5)								

(1) In any exchange under Recombination 1, 2, or 5, the relative proportions of the REMIC Certificates to be delivered (or if applicable, received) in such exchange will equal the proportions reflected by the outstanding principal or notional principal balances of the related REMIC Classes at the time of exchange. REMIC Certificates and RCR Certificates in Recombination 3 or 4 may be exchanged only in the proportions shown in this Schedule 1.

(2) If, as a result of a proposed exchange, a Certificateholder would hold a REMIC Certificate or RCR Certificate of a Class in an amount less than the applicable minimum denomination for that Class, the Certificateholder will be unable to effect the proposed exchange. See "Description of the Certificates—General—Authorized Denominations" in this prospectus supplement.

(3) See "Description of Certificates—Class Definitions and Abbreviations" in the REMIC Prospectus and "Description of the Certificates—Distributions of Interest" and "—Distributions of Principal" in this prospectus supplement.

(4) For a description of these interest rates, see "Description of the Certificates—Distributions of Interest" in this prospectus supplement.

(5) Notional balances. These Classes are Interest Only Classes. See page S-8 for a description of how their notional balances are calculated.

## Principal Balance Schedule

### *Aggregate Group Planned Balances*

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
Initial Balance .....	\$56,411,000.00	July 2011 .....	\$23,909,278.33	October 2015 .....	\$ 4,274,547.52
May 2007 .....	55,988,361.49	August 2011 .....	23,301,196.68	November 2015 .....	4,125,927.60
June 2007 .....	55,544,958.24	September 2011 .....	22,696,217.99	December 2015 .....	3,982,415.59
July 2007 .....	55,080,971.63	October 2011 .....	22,094,326.31	January 2016 .....	3,843,837.46
August 2007 .....	54,596,593.67	November 2011 .....	21,495,505.75	February 2016 .....	3,710,025.11
September 2007 .....	54,092,026.92	December 2011 .....	20,899,740.50	March 2016 .....	3,580,816.09
October 2007 .....	53,567,484.33	January 2012 .....	20,307,014.86	April 2016 .....	3,456,053.48
November 2007 .....	53,023,189.09	February 2012 .....	19,717,313.19	May 2016 .....	3,335,585.66
December 2007 .....	52,459,374.47	March 2012 .....	19,130,619.92	June 2016 .....	3,219,266.13
January 2008 .....	51,876,283.70	April 2012 .....	18,546,919.58	July 2016 .....	3,106,953.38
February 2008 .....	51,274,169.75	May 2012 .....	17,966,196.78	August 2016 .....	2,998,510.67
March 2008 .....	50,653,295.19	June 2012 .....	17,388,436.19	September 2016 .....	2,893,805.90
April 2008 .....	50,013,931.96	July 2012 .....	16,813,622.58	October 2016 .....	2,792,711.44
May 2008 .....	49,356,361.23	August 2012 .....	16,241,740.79	November 2016 .....	2,695,104.00
June 2008 .....	48,680,873.14	September 2012 .....	15,684,520.40	December 2016 .....	2,600,864.46
July 2008 .....	47,987,766.62	October 2012 .....	15,146,256.09	January 2017 .....	2,509,877.73
August 2008 .....	47,277,349.16	November 2012 .....	14,626,307.25	February 2017 .....	2,422,032.64
September 2008 .....	46,549,936.61	December 2012 .....	14,124,054.82	March 2017 .....	2,337,221.79
October 2008 .....	45,826,240.89	January 2013 .....	13,638,900.51	April 2017 .....	2,255,341.40
November 2008 .....	45,106,242.90	February 2013 .....	13,170,266.20	May 2017 .....	2,176,291.24
December 2008 .....	44,389,923.61	March 2013 .....	12,717,593.17	June 2017 .....	2,099,974.46
January 2009 .....	43,677,264.10	April 2013 .....	12,280,341.52	July 2017 .....	2,026,297.53
February 2009 .....	42,968,245.54	May 2013 .....	11,857,989.50	August 2017 .....	1,955,170.05
March 2009 .....	42,262,849.21	June 2013 .....	11,450,032.94	September 2017 .....	1,886,504.73
April 2009 .....	41,561,056.46	July 2013 .....	11,055,984.60	October 2017 .....	1,820,217.22
May 2009 .....	40,862,848.76	August 2013 .....	10,675,373.67	November 2017 .....	1,756,226.05
June 2009 .....	40,168,207.66	September 2013 .....	10,307,745.17	December 2017 .....	1,694,452.51
July 2009 .....	39,477,114.83	October 2013 .....	9,952,659.45	January 2018 .....	1,634,820.58
August 2009 .....	38,789,552.00	November 2013 .....	9,609,691.65	February 2018 .....	1,577,256.81
September 2009 .....	38,105,501.02	December 2013 .....	9,278,431.25	March 2018 .....	1,521,690.25
October 2009 .....	37,424,943.82	January 2014 .....	8,958,481.52	April 2018 .....	1,468,052.37
November 2009 .....	36,747,862.43	February 2014 .....	8,649,459.11	May 2018 .....	1,416,276.97
December 2009 .....	36,074,238.96	March 2014 .....	8,350,993.60	June 2018 .....	1,366,300.10
January 2010 .....	35,404,055.64	April 2014 .....	8,062,727.05	July 2018 .....	1,318,059.98
February 2010 .....	34,737,294.75	May 2014 .....	7,784,313.56	August 2018 .....	1,271,496.94
March 2010 .....	34,073,938.70	June 2014 .....	7,515,418.92	September 2018 .....	1,226,553.36
April 2010 .....	33,413,969.97	July 2014 .....	7,255,720.17	October 2018 .....	1,183,173.55
May 2010 .....	32,757,371.13	August 2014 .....	7,004,905.25	November 2018 .....	1,141,303.75
June 2010 .....	32,104,124.85	September 2014 .....	6,762,672.64	December 2018 .....	1,100,892.00
July 2010 .....	31,454,213.87	October 2014 .....	6,528,730.95	January 2019 .....	1,061,888.13
August 2010 .....	30,807,621.06	November 2014 .....	6,302,798.67	February 2019 .....	1,024,243.69
September 2010 .....	30,164,329.32	December 2014 .....	6,084,603.75	March 2019 .....	987,911.86
October 2010 .....	29,524,321.69	January 2015 .....	5,873,883.34	April 2019 .....	952,847.43
November 2010 .....	28,887,581.26	February 2015 .....	5,670,383.47	May 2019 .....	919,006.73
December 2010 .....	28,254,091.22	March 2015 .....	5,473,858.73	June 2019 .....	886,347.59
January 2011 .....	27,623,834.87	April 2015 .....	5,284,072.02	July 2019 .....	854,829.26
February 2011 .....	26,996,795.56	May 2015 .....	5,100,794.21	August 2019 .....	824,412.39
March 2011 .....	26,372,956.73	June 2015 .....	4,923,803.94	September 2019 .....	795,058.98
April 2011 .....	25,752,301.94	July 2015 .....	4,752,887.33	October 2019 .....	766,732.34
May 2011 .....	25,134,814.79	August 2015 .....	4,587,837.72	November 2019 .....	739,397.00
June 2011 .....	24,520,478.99	September 2015 .....	4,428,455.42	December 2019 .....	713,018.72

**Aggregate Group (Continued)**

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
January 2020 .....	\$ 687,564.45	June 2024 .....	\$ 95,712.36	November 2028 .....	\$ 11,372.10
February 2020 .....	663,002.25	July 2024 .....	92,116.39	December 2028 .....	10,893.07
March 2020 .....	639,301.26	August 2024 .....	88,650.91	January 2029 .....	10,432.57
April 2020 .....	616,431.70	September 2024 .....	85,311.29	February 2029 .....	9,989.93
May 2020 .....	594,364.81	October 2024 .....	82,093.06	March 2029 .....	9,564.49
June 2020 .....	573,072.80	November 2024 .....	78,991.91	April 2029 .....	9,155.60
July 2020 .....	552,528.83	December 2024 .....	76,003.69	May 2029 .....	8,762.66
August 2020 .....	532,707.01	January 2025 .....	73,124.38	June 2029 .....	8,385.06
September 2020 .....	513,582.29	February 2025 .....	70,350.10	July 2029 .....	8,022.24
October 2020 .....	495,130.52	March 2025 .....	67,677.12	August 2029 .....	7,673.65
November 2020 .....	477,328.35	April 2025 .....	65,101.82	September 2029 .....	7,338.75
December 2020 .....	460,153.26	May 2025 .....	62,620.74	October 2029 .....	7,017.04
January 2021 .....	443,583.47	June 2025 .....	60,230.50	November 2029 .....	6,708.01
February 2021 .....	427,597.97	July 2025 .....	57,927.87	December 2029 .....	6,411.20
March 2021 .....	412,176.46	August 2025 .....	55,709.71	January 2030 .....	6,126.15
April 2021 .....	397,299.35	September 2025 .....	53,573.02	February 2030 .....	5,852.41
May 2021 .....	382,947.71	October 2025 .....	51,514.87	March 2030 .....	5,589.56
June 2021 .....	369,103.27	November 2025 .....	49,532.45	April 2030 .....	5,337.20
July 2021 .....	355,748.38	December 2025 .....	47,623.06	May 2030 .....	5,094.91
August 2021 .....	342,866.00	January 2026 .....	45,784.07	June 2030 .....	4,862.33
September 2021 .....	330,439.67	February 2026 .....	44,012.97	July 2030 .....	4,639.09
October 2021 .....	318,453.52	March 2026 .....	42,307.31	August 2030 .....	4,424.83
November 2021 .....	306,892.19	April 2026 .....	40,664.75	September 2030 .....	4,219.21
December 2021 .....	295,740.88	May 2026 .....	39,083.01	October 2030 .....	4,021.90
January 2022 .....	284,985.29	June 2026 .....	37,559.92	November 2030 .....	3,832.60
February 2022 .....	274,611.60	July 2026 .....	36,093.35	December 2030 .....	3,650.99
March 2022 .....	264,606.49	August 2026 .....	34,681.28	January 2031 .....	3,476.77
April 2022 .....	254,957.07	September 2026 .....	33,321.74	February 2031 .....	3,309.68
May 2022 .....	245,650.93	October 2026 .....	32,012.83	March 2031 .....	3,149.43
June 2022 .....	236,676.05	November 2026 .....	30,752.73	April 2031 .....	2,995.76
July 2022 .....	228,020.85	December 2026 .....	29,539.67	May 2031 .....	2,848.43
August 2022 .....	219,674.15	January 2027 .....	28,371.96	June 2031 .....	2,707.18
September 2022 .....	211,625.14	February 2027 .....	27,247.94	July 2031 .....	2,571.78
October 2022 .....	203,863.41	March 2027 .....	26,166.04	August 2031 .....	2,442.01
November 2022 .....	196,378.87	April 2027 .....	25,124.74	September 2031 .....	2,317.65
December 2022 .....	189,161.81	May 2027 .....	24,122.55	October 2031 .....	2,198.49
January 2023 .....	182,202.86	June 2027 .....	23,158.05	November 2031 .....	2,084.33
February 2023 .....	175,492.94	July 2027 .....	22,229.89	December 2031 .....	1,974.97
March 2023 .....	169,023.33	August 2027 .....	21,336.73	January 2032 .....	1,870.23
April 2023 .....	162,785.57	September 2027 .....	20,477.31	February 2032 .....	1,769.93
May 2023 .....	156,771.51	October 2027 .....	19,650.38	March 2032 .....	1,673.89
June 2023 .....	150,973.30	November 2027 .....	18,854.78	April 2032 .....	1,581.95
July 2023 .....	145,383.33	December 2027 .....	18,089.34	May 2032 .....	1,493.95
August 2023 .....	139,994.28	January 2028 .....	17,352.98	June 2032 .....	1,409.72
September 2023 .....	134,799.06	February 2028 .....	16,644.63	July 2032 .....	1,329.14
October 2023 .....	129,790.85	March 2028 .....	15,963.26	August 2032 .....	1,252.04
November 2023 .....	124,963.05	April 2028 .....	15,307.88	September 2032 .....	1,178.29
December 2023 .....	120,309.31	May 2028 .....	14,677.54	October 2032 .....	1,107.77
January 2024 .....	115,823.47	June 2028 .....	14,071.32	November 2032 .....	1,040.33
February 2024 .....	111,499.60	July 2028 .....	13,488.34	December 2032 .....	975.86
March 2024 .....	107,331.99	August 2028 .....	12,927.74	January 2033 .....	914.25
April 2024 .....	103,315.10	September 2028 .....	12,388.69	February 2033 .....	855.37
May 2024 .....	99,443.60	October 2028 .....	11,870.40	March 2033 .....	799.12

**Aggregate Group (Continued)**

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
April 2033 .....	\$ 745.39	January 2034 .....	\$ 359.75	October 2034 .....	\$ 110.43
May 2033 .....	694.07	February 2034 .....	326.25	November 2034 .....	89.11
June 2033 .....	645.09	March 2034 .....	294.34	December 2034 .....	68.87
July 2033 .....	598.33	April 2034 .....	263.96	January 2035 .....	49.68
August 2033 .....	553.71	May 2034 .....	235.05	February 2035 .....	31.48
September 2033 .....	511.14	June 2034 .....	207.54	March 2035 .....	14.23
October 2033 .....	470.54	July 2034 .....	181.38	April 2035 and	
November 2033 .....	431.82	August 2034 .....	156.51	thereafter .....	0.00
December 2033 .....	394.92	September 2034 .....	132.88		

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

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

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**\$872,696,954**



**Guaranteed REMIC  
Pass-Through  
Certificates**

**Fannie Mae REMIC Trust 2007-39**

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**TABLE OF CONTENTS**

	Page
Table of Contents.....	S- 2
Available Information .....	S- 3
Incorporation by Reference .....	S- 3
Recent Developments .....	S- 4
Reference Sheet .....	S- 6
Additional Risk Factors.....	S-11
Description of the Certificates .....	S-12
Certain Additional Federal Income Tax Consequences .....	S-34
Plan of Distribution .....	S-36
Legal Matters .....	S-37
Schedule 1 .....	A- 1
Principal Balance Schedule.....	B- 1

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**PROSPECTUS SUPPLEMENT**

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**LEHMAN BROTHERS**

**March 19, 2007**

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