

**\$294,751,168**



**FannieMae®**

**Guaranteed REMIC Pass-Through Certificates**  
**Fannie Mae REMIC Trust 2008-20**

**The Certificates**

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

**Payments to Certificateholders**

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

- interest accrued on the balance of your certificate, 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
- an underlying REMIC certificate backed by Fannie Mae SMBS and
- Fannie Mae Stripped MBS.

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

Class	Group	Original Class Balance	Principal Type(1)	Interest Rate	Interest Type(1)	CUSIP Number	Final Distribution Date
FA . . . .	1	\$ 50,000,000	PT	(2)	FLT	31396YTU6	March 2038
SA . . . .	1	50,000,000(3)	NTL	(2)	INV/IO	31396YTV4	March 2038
F(4) . . . .	1	53,571,428	PT	(2)	FLT	31396YTW2	March 2038
IF(4) . . . .	1	53,571,428(3)	NTL	(2)	INV/IO	31396YTX0	March 2038
SP(4) . . . .	1	13,884,767	SCH	(2)	INV	31396YTY8	March 2038
SG(4) . . . .	1	2,393,527	SCH	(2)	INV	31396YTZ5	March 2038
SH(4) . . . .	1	5,150,278	SUP	(2)	INV	31396YUA8	March 2038
FW(4) . . . .	2	36,807,881	SC/PT	(2)	FLT	31396YUB6	June 2036
IW(4) . . . .	2	36,807,881(3)	NTL	0.05%	FIX/IO	31396YUC4	June 2036
A(4) . . . .	3	122,943,287	SEQ	4.50	FIX	31396YUD2	July 2022
B . . . . .	3	10,000,000	SEQ	4.50	FIX	31396YUE0	March 2023
R . . . . .		0	NPR	0	NPR	31396YUQ3	March 2038

(1) See "Description of the Certificates—Class Definitions and Abbreviations" in the REMIC prospectus.

(2) Based on LIBOR.

(3) Notional balance. This class is an interest only class. See page S-6 for a description of how its notional balance is calculated.

(4) Exchangeable classes.

If you own certificates of certain classes, you can exchange them for certificates of the corresponding RCR classes to be delivered at the time of exchange. The SC, SB, FB, AE, AJ, AG, AH, AI and FY Classes are the RCR classes. For a more detailed description of the RCR classes, see Schedule 1 attached to this prospectus supplement and "Description of the Certificates—Combination and Recombination" in the REMIC prospectus.

The dealer will offer the certificates from time to time in negotiated transactions at varying prices. We expect the settlement date to be February 29, 2008.

**Carefully consider the risk factors starting 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.

**Merrill Lynch & Co.**

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## AVAILABLE INFORMATION

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

- our Prospectus for Fannie Mae Guaranteed REMIC Pass-Through Certificates dated August 1, 2007 (the “REMIC Prospectus”);
- our Prospectus for Fannie Mae Guaranteed Mortgage Pass-Through Certificates (Single-Family Residential Mortgage Loans) dated January 1, 2006 (for all MBS issued prior to June 1, 2007) or dated June 1, 2007 (for all MBS issued on or after June 1, 2007) (as applicable, the “MBS Prospectus”);
- if you are purchasing any Group 2 Class or the R Class, the disclosure document relating to the Group 2 Underlying REMIC Certificate (the “Underlying REMIC Disclosure Document”) and (x) our Prospectus for Fannie Mae Stripped Mortgage-Backed Securities dated May 1, 2002 (for all SMBS issued prior to December 1, 2007) or (y) our Prospectus for Fannie Mae Stripped Mortgage-Backed Securities dated December 1, 2007 (for all SMBS issued on or after December 1, 2007) (as applicable, the “SMBS Prospectus”); and
- any information incorporated by reference in this prospectus supplement as discussed below and under the heading “Incorporation by Reference” in the REMIC Prospectus.

The MBS Prospectus, the Underlying REMIC Disclosure Document and the SMBS Prospectus are incorporated by reference in this prospectus supplement. This means that we are disclosing information in those documents by referring you to them. Those documents are considered part of this prospectus supplement, so you should read this prospectus supplement, and any applicable supplements or amendments, together with those documents.

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, the Underlying REMIC Disclosure Document and the SMBS Prospectus by writing or calling the dealer at:

Merrill Lynch, Pierce,  
Fenner & Smith Incorporated  
Prospectus Department  
4413 Colonial Drive  
Piscataway, New Jersey 08854  
(telephone 732-885-2760).

## SUMMARY

This summary contains only limited information about the certificates. Statistical information in this summary is provided as of February 1, 2008. You should purchase the certificates only after reading this prospectus supplement and each of the additional disclosure documents listed on page S-3. In particular, please see the discussion of risk factors that appears in each of those additional disclosure documents.

### Assets Underlying Each Group of Classes

<u>Group</u>	<u>Assets</u>
1	Group 1 MBS
2	Class 2006-45-FM REMIC Certificate
	Group 2 SMBS
3	Group 3 MBS

### Group 1 and Group 3

#### Characteristics of the Trust MBS

	<u>Approximate Principal Balance</u>	<u>Pass- Through Rate</u>	<u>Range of Weighted Average Coupons or WACs (annual percentages)</u>	<u>Range of Weighted Average Remaining Terms to Maturity or WAMs (in months)</u>
Group 1 MBS	\$125,000,000	6.00%	6.25% to 8.50%	241 to 360
Group 3 MBS	\$132,943,287	4.50%	4.75% to 7.00%	116 to 180

#### Assumed Characteristics of the Underlying Mortgage Loans

	<u>Principal Balance</u>	<u>Original Term to Maturity (in months)</u>	<u>Remaining Term to Maturity (in months)</u>	<u>Loan Age (in months)</u>	<u>Interest Rate</u>
Group 1 MBS	\$125,000,000	360	353	6	6.434%
Group 3 MBS	\$132,943,287	180	126	49	4.971%

The actual remaining terms to maturity, loan ages and interest rates of most of the mortgage loans underlying the Trust MBS will differ from those shown above, perhaps significantly.

### Group 2

#### Characteristics of the Group 2 Underlying REMIC Certificate

Exhibit A describes the underlying REMIC certificate in Group 2, including certain information about the related mortgage loans. To learn more about the Group 2 Underlying REMIC Certificate, you should obtain from us the current class factor and the related disclosure document as described on page S-3.

#### Characteristics of the Group 2 SMBS

<u>Approximate Balance</u>	<u>Pass- Through Rate</u>	<u>Range of Weighted Average Coupons or WACs (annual percentages)</u>	<u>Range of Weighted Average Remaining Terms to Maturity or WAMs (in months)</u>
\$1,840,395†	6.0%	6.25% to 8.50%	241 to 360

† Notional principal balance. This is an interest only SMBS certificate.

The Group 2 SMBS consists of an interest only certificate issued by Fannie Mae Stripped Mortgage-Backed Securities Trust Number 361.

### Assumed Characteristics of the Underlying Mortgage Loans

<u>Principal Balance</u>	<u>Original Term to Maturity (in months)</u>	<u>Remaining Term to Maturity (in months)</u>	<u>Loan Age (in months)</u>	<u>Interest Rate</u>
\$1,840,395	360	322	34	6.473%

The actual remaining terms to maturity, loan ages and interest rates of most of the mortgage loans underlying the Group 2 SMBS will differ from those shown above, perhaps significantly.

#### Settlement Date

We expect to issue the certificates on February 29, 2008.

#### 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.

#### 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.

#### Book-Entry and Physical Certificates

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 Class	R Class

#### Exchanging Certificates Through Combination and Recombination

If you own certificates of a class designated as “exchangeable” on the cover of this prospectus supplement, you will be able to exchange them for a proportionate interest in the related RCR certificates. Schedule 1 lists the available combinations of the certificates eligible for exchange and the related RCR certificates. You can exchange your certificates by notifying us and paying an exchange fee. We will deliver the RCR certificates upon such exchange.

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

#### 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 (other than the FW Class) will bear interest at the initial interest rates listed below. The initial interest rate listed for the FW Class is an assumed rate. 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>
FA .....	3.67500%	7.50%	0.51%	LIBOR + 51 basis points
SA .....	3.82500%	6.99%	0.00%	6.99% – 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>
F .....	3.91500%	7.00%	0.75%	LIBOR + 75 basis points
IF .....	0.05000%	0.05%	0.00%	6.25% – LIBOR
SP .....	7.58750%	15.50%	0.00%	15.5% – (2.49999991 × LIBOR)
SG .....	7.58750%	15.50%	0.00%	15.5% – (2.49999991 × LIBOR)
SH .....	7.58750%	15.50%	0.00%	15.5% – (2.49999991 × LIBOR)
FW .....	3.77125% (2)	7.25%	0.65%	LIBOR + 65 basis points
SC .....	7.58750%	15.50%	0.00%	15.5% – (2.49999991 × LIBOR)
SB .....	7.58750%	15.50%	0.00%	15.5% – (2.49999991 × LIBOR)
FB .....	3.96500%	7.00%	0.80%	LIBOR + 80 basis points
FY .....	3.82125%	7.30%	0.70%	LIBOR + 70 basis points

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

(2) Assumed initial interest rate. We will calculate the actual initial interest rate for this Class on February 21, 2008 using the applicable formula.

### Notional Classes

The notional principal balances of the notional classes will equal the percentages of the outstanding balances specified below immediately before the related distribution date:

<u>Class</u>	
SA .....	100% of the FA Class
IF .....	100% of the F Class
IW .....	100% of the FW Class
AI .....	11.111111111% of the A Class

### Distributions of Principal

For a description of the principal payment priorities, see “Description of the Certificates—Distributions of Principal” in this prospectus supplement.

### Weighted Average Lives (years) \*

		PSA Prepayment Assumption							
Group Class 1		0%	100%	175%	300%	375%	670%	1000%	1400%
FA, SA, F, IF, SB and									
FB.....		20.8	11.0	8.0	5.3	4.4	2.7	1.9	1.4
SP.....		16.9	6.7	6.7	6.7	5.7	3.5	2.4	1.8
SG.....		26.2	12.6	2.1	2.1	2.1	1.5	1.2	0.9
SH.....		28.6	21.9	14.2	3.1	1.9	1.0	0.7	0.5
SC.....		27.9	19.0	10.4	2.8	2.0	1.1	0.8	0.6
		PSA Prepayment Assumption							
Group Class 2		0%	100%	400%	600%	800%			
FW, IW and FY .....		18.8	10.0	3.4	2.2	1.5			
		PSA Prepayment Assumption							
Group Class 3		0%	100%	201%	350%	500%			
A, AE, AJ, AG, AH and AI .....		8.3	4.2	3.3	2.4	1.8			
B .....		14.7	10.0	9.5	8.4	7.1			

\* Determined as specified under “Yield, Maturity and Prepayment Considerations—Weighted Average Lives and Final Distribution Dates” in the REMIC Prospectus.

## DESCRIPTION OF THE CERTIFICATES

The material under this heading describes the principal 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”) pursuant to a trust agreement dated as of August 1, 2007 and a supplement thereto dated as of February 1, 2008 (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 August 1, 2007 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 assets of the Trust will include

- two groups of Fannie Mae Guaranteed Mortgage Pass-Through Certificates (the “Group 1 MBS” and “Group 3 MBS,” and together, the “Trust MBS”),
- one previously issued REMIC certificate (the “Group 2 Underlying REMIC Certificate”) issued from the related Fannie Mae REMIC trust (the “Underlying REMIC Trust”) as further described in Exhibit A and
- one certificate of Fannie Mae Stripped Mortgage-Backed Securities (the “Group 2 SMBS”).

The Group 2 Underlying REMIC Certificate evidences direct or indirect beneficial ownership interests in certain Fannie Mae Guaranteed Mortgage Pass-Through Certificates.

The Group 2 SMBS represent beneficial ownership interests in certain interest distributions on mortgage loans underlying certain Fannie Mae Guaranteed Mortgage Pass-Through Certificates (together with the Fannie Mae Guaranteed Mortgage Pass-Through Certificates backing the Group 2 Underlying REMIC Certificate and 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.

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

The following chart contains information about the assets, the “regular interests” and the “residual interest” of the REMIC. The REMIC Certificates other than the R Class are collectively referred to as the “Regular Classes” or “Regular Certificates,” and the R Class is referred to as the “Residual Class” or “Residual Certificate.”

	<u>Assets</u>	<u>Regular Interests</u>	<u>Residual Interest</u>
REMIC .....	Trust MBS, Group 2 Underlying REMIC Certificate and Group 2 SMBS	Group 1, Group 2 and Group 3 Classes	R



*Fannie Mae Guaranty.* For a description of our guaranties of the Certificates, the Trust MBS, the Group 2 Underlying REMIC Certificate and the Group 2 SMBS, see “Description of the Certificates—Fannie Mae Guaranty” in the REMIC Prospectus, “Description of the Certificates—Fannie Mae Guaranty” in the MBS Prospectus, “Description of the Certificates—General—*Fannie Mae Guaranty*” in the Underlying REMIC Disclosure Document and “Description of the SMBS Certificates—Fannie Mae Guaranty” in the SMBS Prospectus. Our guaranties are not backed by the full faith and credit of the United States.

*Characteristics of Certificates.* Except as specified below, we will issue the Certificates 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.”

We will issue the Residual Certificate in fully registered, certificated form. The “Holder” or “Certificateholder” of the Residual Certificate is its registered owner. The Residual 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 Residual Certificate and may require payment to cover any tax or other governmental charge. See also “—Characteristics of the Residual Class” below.

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

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

## **The Trust MBS**

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 the case of the Group 1 MBS, and up to 15 years in the case of the Group 3 MBS.

For additional information, see “Summary—Group 1 and Group 3—Characteristics of the Trust MBS” and “—Assumed Characteristics of the Underlying Mortgage Loans” in this prospectus supplement and “The Mortgage Pools” and “Yield, Maturity, and Prepayment Considerations” in the MBS Prospectus.

## **The Group 2 Underlying REMIC Certificate and the Group 2 SMBS**

The Group 2 Underlying REMIC Certificate represents beneficial ownership interests in the Underlying REMIC Trust. The Group 2 Underlying REMIC Certificate evidences direct or indirect beneficial ownership interests in certain MBS having the general characteristics set forth 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 deeds of trust on single-family residential properties, as described under “The Mortgage Pools” and “Yield, Maturity, and Prepayment Considerations” in the MBS Prospectus.

Distributions on the Group 2 Underlying REMIC Certificate will be passed through monthly, beginning in the month after we issue the Certificates. The general characteristics of the Group 2 Underlying REMIC Certificate are described in the Underlying REMIC Disclosure Document. See Exhibit A for certain additional information about the Group 2 Underlying REMIC Certificate.



For further information about the Group 2 Underlying REMIC Certificate, telephone us at 1-800-237-8627. Additional information about the Group 2 Underlying REMIC Certificate is also available at <http://sls.fanniemae.com/slsSearch/Home.do>. There may have been material changes in facts and circumstances since the date we prepared the Underlying REMIC Disclosure Document. These may include changes in prepayment speeds, prevailing interest rates and other economic factors. As a result, the usefulness of the information set forth in that document may be limited.

The general characteristics of the Group 2 SMBS are described in the SMBS Prospectus. The Group 2 SMBS provide that interest on the Mortgage Loans underlying the related MBS are passed through monthly. The general characteristics of the MBS are described in MBS Prospectus. Each MBS evidences beneficial ownership interest 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. For additional information see “Summary—Group 2—Characteristics of the Group 2 SMBS” and “—Assumed Characteristics of the Underlying Mortgage Loans” in this prospectus supplement and “The Mortgage Pools” and “Yield, Maturity, and Prepayment Considerations” in the MBS prospectus.

## Distributions of Interest

*General.* The certificates will bear interest at the rates specified in this prospectus supplement on a 30/360 basis. Interest to be paid on each Certificate on a Distribution Date will consist of one month’s interest on the outstanding balance of that Certificate immediately prior to that Distribution Date.

*Delay Classes and No-Delay Classes.* The “delay” Classes and “no-delay” Classes are set forth in the following table:

<u>Delay Classes</u>	<u>No-Delay Classes</u>
Fixed Rate Classes (other than the IW Class)	Floating Rate and Inverse Floating Rate Classes and the IW Class

See “Description of the Certificates—Distributions on Certificates—*Interest Distributions*” in the REMIC Prospectus.

## Distributions of Principal

On the Distribution Date in each month, we will make payments of principal on the Certificates as described below.

- *Group 1*

The Group 1 Principal Distribution Amount as follows:

- 40% to FA until retired, and
- 60% as follows:
  - 71.4285706667% to F until retired, and
  - 28.5714293333% in the following priority:
    - first*, to SP to its Scheduled Balance;
    - second*, to SG to its Scheduled Balance;
    - third*, to SH until retired;
    - fourth*, to SG until retired; and
    - fifth*, to SP until retired.

} Pass-Through  
Classes

} Scheduled  
Classes

} Support Class

} Scheduled  
Classes

The “Group 1 Principal Distribution Amount” is the principal then paid on the Group 1 MBS.

- *Group 2*

The Group 2 Principal Distribution Amount to FW until retired.

} Structured  
Collateral/  
Pass-Through  
Class

The “Group 2 Principal Distribution Amount” is the principal then paid on the Group 2 Underlying REMIC Certificate.

- *Group 3*

The Group 3 Principal Distribution Amount to A and B, in that order, until retired.

} Sequential  
Pay Classes

The “Group 3 Principal Distribution Amount” is the principal then paid on the Group 3 MBS.

## Structuring Assumptions

*Pricing Assumptions.* Except where otherwise noted, the information in the tables in this prospectus supplement has been prepared based on the actual characteristics of each pool of Mortgage Loans backing the Group 2 Underlying REMIC Certificate and the following assumptions (such characteristics and assumptions, collectively, the “Pricing Assumptions”):

- the Mortgage Loans underlying the Trust MBS and the Group 2 SMBS have the original terms to maturity, remaining terms to maturity, loan ages and interest rates specified under “Summary—Group 1 and Group 3—Assumed Characteristics of the Underlying Mortgage Loans” and “—Group 2—Assumed Characteristics of the Underlying Mortgage Loans” 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 February 29, 2008; and
- each Distribution Date occurs on the 25th day of a month.

**Prepayment Assumptions.** The prepayment model used in this prospectus supplement is PSA. For a description of PSA, see “Yield, Maturity and Prepayment Considerations—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.

**Principal Balance Schedules.** The Principal Balance Schedules are set forth beginning on page B-1 of this prospectus supplement. The Principal Balance Schedules were prepared based on the Pricing Assumptions and the assumption that the related Mortgage Loans prepay at a *constant* rate within the “Structuring Range” specified in the chart below. The “Effective Range” for a Class is the range of prepayment rates (measured by *constant* PSA rates) that would reduce that Class to its scheduled balance each month based on the Pricing Assumptions.

<u>Classes</u>	<u>Structuring Ranges</u>	<u>Initial Effective Ranges</u>
SP Class Scheduled Balances	Between 100% and 300% PSA	Between 100% and 300% PSA
SG Class Scheduled Balances	Between 175% and 375% PSA	Between 175% and 375% PSA

**We cannot assure you that the balance of either Class will conform on any Distribution Date to the balance specified in the Principal Balance Schedules or that distributions of principal of any Class will begin or end on the Distribution Dates specified in the Principal Balance Schedules.**

If you are considering the purchase of a Scheduled Class, you should first take into account the considerations set forth below.

- We will distribute any excess of principal distributions over the amount necessary to reduce a Class to its scheduled balance in any month. As a result, the likelihood of reducing a Class to its scheduled balance each month will not be improved by the averaging of high and low principal distributions from month to month.
- Even if the related Mortgage Loans prepay at rates falling within a Structuring Range or an Effective Range, principal distributions may be insufficient to reduce the applicable Class to its scheduled balance each month if prepayments do not occur at a *constant* PSA rate. Moreover it is highly unlikely that the related Mortgage Loans will prepay at any *constant* PSA rate.
- 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. As a result, the actual Effective Range will likely differ from the Initial Effective Range specified above. For the same reason, the applicable Class might not be reduced to its scheduled balance each month even if the related Mortgage Loans prepay at a *constant* PSA rate within the Initial Effective Range. This is so particularly if the rate falls at the lower or higher end of this range.
- The actual Effective Range may narrow, widen or shift upward or downward to reflect actual prepayment experience over time.
- The principal payment stability of each Class that has scheduled balances will be supported by another Class. When a supporting Class is retired, the Class receiving the benefit of that support, if still outstanding, may no longer have an Effective Range and will be much more sensitive to prepayments of the related Mortgage Loans.

## 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 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 related Mortgage Loans is likely to vary, and may vary considerably, from pool to pool. As illustrated in the tables below, it is possible that investors in the SA and IF 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 “Summary—Interest Rates” in this prospectus supplement and for each following Interest Accrual Period will be based on the specified levels 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>
SA .....	9.75000%
IF .....	0.12500%
SP .....	97.31250%
SG .....	92.00000%
SH .....	89.00000%
SC .....	91.34375%
SB .....	93.34375%

\* 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.

In the following yield tables, the symbol \* is used to represent a yield of less than (99.9)%.

**Sensitivity of the SA 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>175%</u>	<u>300%</u>	<u>375%</u>	<u>670%</u>	<u>1000%</u>	<u>1400%</u>
1.165% .....	62.4%	59.8%	55.7%	48.9%	44.7%	27.6%	7.2%	(20.1)%
3.165% .....	38.2%	35.5%	31.4%	24.3%	20.0%	2.2%	(19.4)%	(48.4)%
5.165% .....	14.9%	12.0%	7.7%	0.3%	(4.2)%	(23.2)%	(46.8)%	(79.7)%
6.990% .....	*	*	*	*	*	*	*	*

**Sensitivity of the IF 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>175%</u>	<u>300%</u>	<u>375%</u>	<u>670%</u>	<u>1000%</u>	<u>1400%</u>
6.200% and below .....	39.1%	36.4%	32.3%	25.2%	20.9%	3.1%	(18.4)%	(47.3)%
6.225% .....	16.3%	13.5%	9.2%	1.8%	(2.7)%	(21.6)%	(45.1)%	(77.6)%
6.250% .....	*	*	*	*	*	*	*	*

**Sensitivity of the SP 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>175%</u>	<u>300%</u>	<u>375%</u>	<u>670%</u>	<u>1000%</u>	<u>1400%</u>
1.165% .....	13.4%	13.6%	13.6%	13.6%	13.6%	13.9%	14.2%	14.5%
3.165% .....	8.2%	8.3%	8.3%	8.3%	8.4%	8.7%	9.0%	9.4%
5.165% .....	3.0%	3.1%	3.1%	3.1%	3.2%	3.6%	4.0%	4.4%
6.200% and above .....	0.4%	0.5%	0.5%	0.5%	0.6%	1.0%	1.4%	1.9%

**Sensitivity of the SG 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>175%</u>	<u>300%</u>	<u>375%</u>	<u>670%</u>	<u>1000%</u>	<u>1400%</u>
1.165% .....	14.1%	14.3%	17.7%	17.7%	17.7%	19.1%	20.9%	23.1%
3.165% .....	8.6%	8.8%	12.3%	12.3%	12.3%	13.8%	15.6%	17.8%
5.165% .....	3.2%	3.4%	7.0%	7.0%	7.0%	8.6%	10.5%	12.7%
6.200% and above .....	0.5%	0.7%	4.3%	4.3%	4.3%	5.9%	7.8%	10.1%

**Sensitivity of the SH 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>175%</u>	<u>300%</u>	<u>375%</u>	<u>670%</u>	<u>1000%</u>	<u>1400%</u>
1.165% .....	14.6%	14.6%	15.0%	18.1%	20.4%	26.9%	33.1%	40.4%
3.165% .....	8.8%	8.9%	9.3%	12.5%	14.8%	21.4%	27.7%	35.1%
5.165% .....	3.3%	3.3%	3.7%	6.9%	9.3%	16.1%	22.4%	29.9%
6.200% and above .....	0.5%	0.6%	0.9%	4.1%	6.6%	13.3%	19.7%	27.2%

**Sensitivity of the SC 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>175%</u>	<u>300%</u>	<u>375%</u>	<u>670%</u>	<u>1000%</u>	<u>1400%</u>
1.165% .....	14.2%	14.3%	14.9%	17.2%	18.4%	22.0%	25.3%	29.3%
3.165% .....	8.6%	8.7%	9.3%	11.7%	13.0%	16.6%	20.0%	24.1%
5.165% .....	3.2%	3.3%	3.8%	6.3%	7.7%	11.4%	14.9%	19.0%
6.200% .....	0.4%	0.5%	1.0%	3.6%	5.0%	8.7%	12.2%	16.3%

**Sensitivity of the SB 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>175%</u>	<u>300%</u>	<u>375%</u>	<u>670%</u>	<u>1000%</u>	<u>1400%</u>
1.165% .....	14.2%	14.3%	14.6%	15.0%	15.3%	16.3%	17.4%	18.7%
3.165% .....	8.7%	8.8%	9.1%	9.6%	9.8%	10.9%	12.1%	13.4%
5.165% .....	3.3%	3.4%	3.7%	4.2%	4.5%	5.6%	6.8%	8.3%
6.200% .....	0.5%	0.7%	1.0%	1.4%	1.7%	2.9%	4.1%	5.6%

*The Fixed Rate Interest Only Classes.* The yields to investors in the Fixed Rate Interest Only Classes will be very sensitive to the rate of principal payments (including prepayments) of the related Mortgage Loans. The related Mortgage Loans generally can be prepaid at any time without penalty. On the basis of the assumption described below, the yields to maturity on the Fixed Rate Interest Only Classes would be 0% if prepayments of the related Mortgage Loans were to occur at the following constant rates:

<u>Class</u>	<u>% PSA</u>
IW .....	482% PSA
AI .....	298% PSA



**For either of the Fixed Rate Interest Only Classes, if the actual prepayment rate of the related Mortgage Loans were to exceed the level specified for as little as one month while equaling that level for the remaining months, the investors in the applicable Class would lose money on their initial investments.**

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

<u>Class</u>	<u>Price</u>
IW .....	0.14063%
AI .....	11.75000%

\* 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 IW Class to Prepayments**

	<u>PSA Prepayment Assumption</u>				
	<u>50%</u>	<u>100%</u>	<u>400%</u>	<u>600%</u>	<u>800%</u>
Pre-Tax Yields to Maturity .....	32.8%	29.2%	6.6%	(10.0)%	(28.3)%

#### **Sensitivity of the AI Class to Prepayments**

	<u>PSA Prepayment Assumption</u>				
	<u>50%</u>	<u>100%</u>	<u>201%</u>	<u>350%</u>	<u>500%</u>
Pre-Tax Yields to Maturity .....	22.0%	17.9%	9.2%	(5.4)%	(22.6)%

#### **Weighted Average Lives of the Certificates**

For a description of how the weighted average life of a Certificate is determined, see “Yield, Maturity and Prepayment Considerations—Weighted Average Lives and Final Distribution Dates” 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 distributions
- the priority sequences of distributions of principal of the Group 1 and Group 3 Classes.

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.

In the case of the information set forth for each Class under 0% PSA, however, we assumed that the 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 and Remaining Terms to Maturity</u>	<u>Interest Rates</u>
Group 1 MBS	360 months	8.50%
Group 2 Underlying REMIC Certificate	*	8.50%
Group 2 SMBS	*	8.50%
Group 3 MBS	180 months	7.00%

\* We have assumed that each Mortgage Loan underlying the Group 2 Underlying REMIC Certificate and the Group 2 SMBS has original and remaining terms to maturity of 360 months and 331 months, respectively.

It is unlikely that all of the Mortgage Loans will have the remaining terms to maturity or interest rates assumed or that the 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	FA, SA†, F, IF†, SB and FB Classes								SP Class							
	PSA Prepayment Assumption								PSA Prepayment Assumption							
	0%	100%	175%	300%	375%	670%	1000%	1400%	0%	100%	175%	300%	375%	670%	1000%	1400%
Initial Percent .....	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
February 2009 .....	99	96	94	91	90	82	74	64	99	94	94	94	94	94	94	94
February 2010 .....	98	90	85	77	72	54	37	19	98	85	85	85	85	84	57	29
February 2011 .....	98	84	75	62	55	32	15	3	96	75	75	75	75	49	22	5
February 2012 .....	97	78	66	50	42	19	6	*	95	66	66	66	65	29	9	1
February 2013 .....	95	72	58	41	32	11	2	*	93	56	56	56	50	17	3	*
February 2014 .....	94	66	51	33	24	7	1	*	91	48	48	48	38	10	1	*
February 2015 .....	93	61	45	26	19	4	*	*	89	40	40	40	29	6	1	*
February 2016 .....	92	56	40	21	14	2	*	*	87	33	33	33	22	3	*	*
February 2017 .....	90	52	35	17	11	1	*	*	85	26	26	26	16	2	*	*
February 2018 .....	89	47	30	14	8	1	*	*	82	21	21	21	12	1	*	*
February 2019 .....	87	43	26	11	6	*	*	*	80	17	17	17	9	1	*	*
February 2020 .....	85	40	23	9	5	*	*	0	77	13	13	13	7	*	*	0
February 2021 .....	83	36	20	7	3	*	*	0	74	11	11	11	5	*	*	0
February 2022 .....	81	33	17	5	3	*	*	0	70	8	8	8	4	*	*	0
February 2023 .....	78	29	15	4	2	*	*	0	66	7	7	7	3	*	*	0
February 2024 .....	75	27	13	3	1	*	*	0	62	5	5	5	2	*	*	0
February 2025 .....	72	24	11	3	1	*	*	0	57	4	4	4	2	*	*	0
February 2026 .....	69	21	9	2	1	*	*	0	53	3	3	3	1	*	*	0
February 2027 .....	66	19	8	2	1	*	*	0	47	2	2	2	1	*	*	0
February 2028 .....	62	16	6	1	*	*	*	0	41	2	2	2	1	*	*	0
February 2029 .....	58	14	5	1	*	*	0	0	35	1	1	1	*	*	0	0
February 2030 .....	53	12	4	1	*	*	0	0	28	1	1	1	*	*	0	0
February 2031 .....	49	10	3	*	*	*	0	0	21	1	1	1	*	*	0	0
February 2032 .....	43	8	3	*	*	*	0	0	12	1	1	1	*	*	0	0
February 2033 .....	37	6	2	*	*	*	0	0	4	*	*	*	*	*	0	0
February 2034 .....	31	5	1	*	*	*	0	0	*	*	*	*	*	*	0	0
February 2035 .....	24	3	1	*	*	*	0	0	*	*	*	*	*	*	0	0
February 2036 .....	17	2	1	*	*	*	0	0	*	*	*	*	*	*	0	0
February 2037 .....	9	1	*	*	*	*	0	0	*	*	*	*	*	*	0	0
February 2038 .....	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)** .....	20.8	11.0	8.0	5.3	4.4	2.7	1.9	1.4	16.9	6.7	6.7	6.7	5.7	3.5	2.4	1.8

Date	SG Class								SH Class							
	PSA Prepayment Assumption								PSA Prepayment Assumption							
	0%	100%	175%	300%	375%	670%	1000%	1400%	0%	100%	175%	300%	375%	670%	1000%	1400%
Initial Percent .....	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
February 2009 .....	100	100	83	83	83	83	83	21	100	100	100	87	79	49	14	0
February 2010 .....	100	100	54	54	54	0	0	0	100	100	100	65	45	0	0	0
February 2011 .....	100	100	23	23	23	0	0	0	100	100	100	46	16	0	0	0
February 2012 .....	100	100	0	0	0	0	0	0	100	100	100	33	0	0	0	0
February 2013 .....	100	100	0	0	0	0	0	0	100	100	91	16	0	0	0	0
February 2014 .....	100	100	0	0	0	0	0	0	100	100	84	6	0	0	0	0
February 2015 .....	100	100	0	0	0	0	0	0	100	100	80	1	0	0	0	0
February 2016 .....	100	100	0	0	0	0	0	0	100	100	77	*	0	0	0	0
February 2017 .....	100	97	0	0	0	0	0	0	100	100	74	*	0	0	0	0
February 2018 .....	100	88	0	0	0	0	0	0	100	100	69	*	0	0	0	0
February 2019 .....	100	77	0	0	0	0	0	0	100	100	65	*	0	0	0	0
February 2020 .....	100	62	0	0	0	0	0	0	100	100	59	*	0	0	0	0
February 2021 .....	100	46	0	0	0	0	0	0	100	100	54	*	0	0	0	0
February 2022 .....	100	29	0	0	0	0	0	0	100	100	49	*	0	0	0	0
February 2023 .....	100	11	0	0	0	0	0	0	100	100	43	*	0	0	0	0
February 2024 .....	100	0	0	0	0	0	0	0	100	96	38	*	0	0	0	0
February 2025 .....	100	0	0	0	0	0	0	0	100	88	34	*	0	0	0	0
February 2026 .....	100	0	0	0	0	0	0	0	100	79	29	*	0	0	0	0
February 2027 .....	100	0	0	0	0	0	0	0	100	71	25	*	0	0	0	0
February 2028 .....	100	0	0	0	0	0	0	0	100	63	21	*	0	0	0	0
February 2029 .....	100	0	0	0	0	0	0	0	100	55	18	*	0	0	0	0
February 2030 .....	100	0	0	0	0	0	0	0	100	47	15	*	0	0	0	0
February 2031 .....	100	0	0	0	0	0	0	0	100	40	12	*	0	0	0	0
February 2032 .....	100	0	0	0	0	0	0	0	100	33	10	*	0	0	0	0
February 2033 .....	100	0	0	0	0	0	0	0	100	26	7	*	0	0	0	0
February 2034 .....	63	0	0	0	0	0	0	0	100	20	5	*	0	0	0	0
February 2035 .....	2	0	0	0	0	0	0	0	100	14	3	*	0	0	0	0
February 2036 .....	0	0	0	0	0	0	0	0	70	8	2	*	0	0	0	0
February 2037 .....	0	0	0	0	0	0	0	0	37	2	1	*	0	0	0	0
February 2038 .....	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)** .....	26.2	12.6	2.1	2.1	2.1	1.5	1.2	0.9	28.6	21.9	14.2	3.1	1.9	1.0	0.7	0.5

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

\*\* Determined as specified under “Yield, Maturity and Prepayment Considerations—Weighted Average Lives and Final Distribution Dates” in the REMIC Prospectus.

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

Date	SC Class								FY, FW and IW† Classes				
	PSA Prepayment Assumption								PSA Prepayment Assumption				
	0%	100%	175%	300%	375%	670%	1000%	1400%	0%	100%	400%	600%	800%
Initial Percent .....	100	100	100	100	100	100	100	100	100	100	100	100	100
February 2009 .....	100	100	95	86	81	60	36	7	99	93	75	63	51
February 2010 .....	100	100	85	62	48	0	0	0	98	86	56	40	26
February 2011 .....	100	100	76	39	18	0	0	0	97	79	42	25	13
February 2012 .....	100	100	68	22	0	0	0	0	96	73	31	16	7
February 2013 .....	100	100	62	11	0	0	0	0	94	67	23	10	3
February 2014 .....	100	100	58	4	0	0	0	0	93	62	17	6	2
February 2015 .....	100	100	54	1	0	0	0	0	91	57	13	4	1
February 2016 .....	100	100	52	*	0	0	0	0	90	52	10	2	*
February 2017 .....	100	99	50	*	0	0	0	0	88	48	7	1	*
February 2018 .....	100	96	47	*	0	0	0	0	86	43	5	1	*
February 2019 .....	100	93	44	*	0	0	0	0	84	39	4	1	*
February 2020 .....	100	88	41	*	0	0	0	0	81	36	3	*	*
February 2021 .....	100	83	37	*	0	0	0	0	79	32	2	*	*
February 2022 .....	100	77	33	*	0	0	0	0	76	29	1	*	*
February 2023 .....	100	72	30	*	0	0	0	0	73	26	1	*	*
February 2024 .....	100	66	26	*	0	0	0	0	69	23	1	*	*
February 2025 .....	100	60	23	*	0	0	0	0	66	20	1	*	*
February 2026 .....	100	54	20	*	0	0	0	0	62	17	*	*	*
February 2027 .....	100	48	17	*	0	0	0	0	57	15	*	*	*
February 2028 .....	100	43	15	*	0	0	0	0	52	13	*	*	*
February 2029 .....	100	37	12	*	0	0	0	0	47	10	*	*	*
February 2030 .....	100	32	10	*	0	0	0	0	42	8	*	*	*
February 2031 .....	100	27	8	*	0	0	0	0	36	6	*	*	*
February 2032 .....	100	22	6	*	0	0	0	0	29	5	*	*	0
February 2033 .....	100	18	5	*	0	0	0	0	22	3	*	*	0
February 2034 .....	88	13	4	*	0	0	0	0	14	1	*	*	0
February 2035 .....	69	9	2	*	0	0	0	0	5	*	*	0	0
February 2036 .....	48	5	1	*	0	0	0	0	0	0	0	0	0
February 2037 .....	25	2	*	*	0	0	0	0	0	0	0	0	0
February 2038 .....	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)** .....	27.9	19.0	10.4	2.8	2.0	1.1	0.8	0.6	18.8	10.0	3.4	2.2	1.5

Date	A, AE, AJ, AG, AH and AI† Classes					B Class				
	PSA Prepayment Assumption					PSA Prepayment Assumption				
	0%	100%	201%	350%	500%	0%	100%	201%	350%	500%
Initial Percent .....	100	100	100	100	100	100	100	100	100	100
February 2009 .....	96	86	80	71	62	100	100	100	100	100
February 2010 .....	91	73	63	49	37	100	100	100	100	100
February 2011 .....	86	61	48	33	20	100	100	100	100	100
February 2012 .....	81	49	36	20	9	100	100	100	100	100
February 2013 .....	76	39	25	11	3	100	100	100	100	100
February 2014 .....	70	29	17	5	0	100	100	100	100	77
February 2015 .....	63	19	9	*	0	100	100	100	100	43
February 2016 .....	56	11	3	0	0	100	100	100	58	22
February 2017 .....	49	3	0	0	0	100	100	74	28	9
February 2018 .....	41	0	0	0	0	100	43	22	8	2
February 2019 .....	32	0	0	0	0	100	0	0	0	0
February 2020 .....	23	0	0	0	0	100	0	0	0	0
February 2021 .....	14	0	0	0	0	100	0	0	0	0
February 2022 .....	3	0	0	0	0	100	0	0	0	0
February 2023 .....	0	0	0	0	0	0	0	0	0	0
February 2024 .....	0	0	0	0	0	0	0	0	0	0
February 2025 .....	0	0	0	0	0	0	0	0	0	0
February 2026 .....	0	0	0	0	0	0	0	0	0	0
February 2027 .....	0	0	0	0	0	0	0	0	0	0
February 2028 .....	0	0	0	0	0	0	0	0	0	0
February 2029 .....	0	0	0	0	0	0	0	0	0	0
February 2030 .....	0	0	0	0	0	0	0	0	0	0
February 2031 .....	0	0	0	0	0	0	0	0	0	0
February 2032 .....	0	0	0	0	0	0	0	0	0	0
February 2033 .....	0	0	0	0	0	0	0	0	0	0
February 2034 .....	0	0	0	0	0	0	0	0	0	0
February 2035 .....	0	0	0	0	0	0	0	0	0	0
February 2036 .....	0	0	0	0	0	0	0	0	0	0
February 2037 .....	0	0	0	0	0	0	0	0	0	0
February 2038 .....	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)** .....	8.3	4.2	3.3	2.4	1.8	14.7	10.0	9.5	8.4	7.1

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

\*\* Determined as specified under “Yield, Maturity and Prepayment Considerations—Weighted Average Lives and Final Distribution Dates” in the REMIC Prospectus.

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

## **Characteristics of the Residual Class**

A Residual Certificate will be subject to certain transfer restrictions. See “Description of the Certificates—Special Characteristics of the Residual Certificates” and “Material Federal Income Tax Consequences—Taxation of Beneficial Owners of Residual Certificates” in the REMIC Prospectus.

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. A Residual Certificate will constitute a noneconomic residual interest under the Regulations. Having a significant purpose to impede the assessment or collection of tax means that the transferor of a Residual Certificate had “improper knowledge” at the time of the transfer. See “Description of the Certificates—Special Characteristics of the Residual Certificates” in the REMIC Prospectus. You should consult your own tax advisor regarding the application of the Regulations to a transfer of a Residual Certificate.

## **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 “Material 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 “Material 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 Election and Special Tax Attributes**

We will make a REMIC election with respect to the REMIC set forth in the table under “Description of the Certificates—General—*Structure*.” The Regular Classes will be designated as “regular interests” and the Residual Class will be designated as the “residual interest” in the REMIC as set forth in that table. Thus, 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 Residual Class, as “qualified mortgages” for other REMICs. See “Material Federal Income Tax Consequences—REMIC Election and Special Tax Attributes” in the REMIC Prospectus.

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

The Notional Classes and the SH Class 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 “Material Federal Income Tax Conse-

quences—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 “Material 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	670% PSA
2	400% PSA
3	201% PSA

See “Material Federal Income Tax Consequences—Taxation of Beneficial Owners of Regular Certificates—*Treatment 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 “Yield, Maturity and Prepayment Considerations—Weighted Average Lives and Final Distribution Dates” in the REMIC Prospectus.

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

The Holder of a Residual Certificate will be considered to be the holder of the “residual interest” in the related REMIC. Such Holder generally will be required to report its daily portion of the taxable income or net loss of the REMIC to which that Certificate relates. In certain periods, a Holder of a Residual Certificate may be required to recognize taxable income without being entitled to receive a corresponding amount of cash. Pursuant to the Trust Agreement, we will be obligated to provide to the Holder of a Residual Certificate (i) information necessary to enable it to prepare its federal income tax returns and (ii) any reports regarding the Residual Class that may be required under the Code. See “Material Federal Income Tax Consequences—Taxation of Beneficial Owners of Residual Certificates” in the REMIC Prospectus.

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

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 Regular Certificates that are exchanged for RCR Certificates set forth in Schedule 1 (including any exchanges effective on the Settlement Date) will be the assets of the trust, and the RCR Certificates will represent an ownership interest of the underlying Regular Certificates. For a general discussion of the federal income tax treatment of beneficial owners of Regular Certificates, see “Material Federal Income Tax Consequences” in the REMIC Prospectus.

Generally, the ownership interest represented by an RCR certificate will be one of two types. A certificate of a Strip RCR Class (a “Strip RCR Certificate”) will represent the right to receive a disproportionate part of the principal or interest payments on one or more underlying Regular Certificates. A certificate of a Combination RCR Class (a “Combination RCR Certificate”) will represent beneficial ownership of undivided interests in two or more underlying Regular Certificates. The SC, SB, FB and FY Class Certificates are Combination RCR Certificates, and the other RCR Certificates are Strip RCR Certificates. See “Material Federal Income Tax Consequences—Taxation of Beneficial Owners of RCR Certificates” in the REMIC Prospectus for a general discussion of the federal income tax treatment of beneficial owners of RCR Certificates.



## **PLAN OF DISTRIBUTION**

We are obligated to deliver the Certificates to Merrill Lynch, Pierce, Fenner & Smith Incorporated (the “Dealer”) in exchange for the Trust MBS, the Group 2 Underlying REMIC Certificate and the Group 2 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.

## **LEGAL MATTERS**

Sidley Austin LLP will provide legal representation for Fannie Mae. Milbank Tweed Hadley & McCloy LLP will provide legal representation for the Dealer.

Group 2 Underlying REMIC Certificate

Underlying REMIC Trust	Class	Date of Issue	CUSIP Number	Interest Rate	Interest Type (1)	Final Distribution Date	Principal Type (1)	Original Principal Balance of Class	February 2008 Class Factor	Principal Balance in the Trust	Approximate Weighted Average WAC (in months)	Approximate Weighted Average WALA (in months)
2006-045(2)	FM	May 2006	31395NEK9	(3)	FLT	June 2036	PT	\$100,000,000	0.69423451	\$36,807,881	322	34

- (1) See “Description of the Certificates—Class Definitions and Abbreviations” in the REMIC Prospectus.  
(2) The assets backing the Fannie Mae REMIC Trust 2006-45-FM Class consist of “principal only” and “interest only” Fannie Mae Stripped Mortgaged-Backed Securities issued from SMBS Trust 361.  
(3) This Class bears interest as further described in the Underlying REMIC Disclosure Document.

Note: For any pool of Mortgage Loans backing an Underlying REMIC Certificate, if a preliminary calculation indicated that the sum of the WAM and WALA for that pool exceeded the longest original term to maturity of any Mortgage Loan in the pool, the WALA used in determining the information shown in the related table was reduced as necessary to insure that the sum of the WAM and WALA does not exceed such original term to maturity.

## Available Recombinations (1)

REMIC Certificates		RCR Certificates						
Classes	Original Balances	RCR Classes	Original Balances	Principal Type (2)	Interest Rate	Interest Type (2)	CUSIP Number	Final Distribution Date
Recombination 1								
SG	\$ 2,393,527	SC	\$ 7,543,805	SUP	(3)	INV	31396YUF7	March 2038
SH	5,150,278							
Recombination 2								
SG	2,393,527	SB	21,428,572	PT	(3)	INV	31396YUG5	March 2038
SH	5,150,278							
SP	13,884,767							
Recombination 3								
F	53,571,428	FB	53,571,428	PT	(3)	FLT	31396YUH3	March 2038
IF	53,571,428 (4)							
Recombination 4								
A	122,943,287	AE AI	122,943,287 13,660,365 (4)	SEQ NTL	4.00% 4.50	FIX FIX/IO	31396YUK6 31396YUP5	July 2022
Recombination 5								
A	122,943,287	AG AI	122,943,287 8,196,219 (4)	SEQ NTL	4.20 4.50	FIX FIX/IO	31396YUM2 31396YUP5	July 2022
Recombination 6								
A	122,943,287	AJ AI	122,943,287 9,562,255 (4)	SEQ NTL	4.15 4.50	FIX FIX/IO	31396YUL4 31396YUP5	July 2022
Recombination 7								
A	122,943,287	AH AI	122,943,287 6,830,182 (4)	SEQ NTL	4.25 4.50	FIX FIX/IO	31396YUN0 31396YUP5	July 2022
Recombination 8								
FW	36,807,881	FY	36,807,881	SC/PT	(3)	FLT	31396YUJ9	June 2036
IW	36,807,881 (4)							

(1) REMIC Certificates and RCR Certificates in each Recombination may be exchanged only in the proportions of *original* principal or notional principal balances for the related Classes shown in this Schedule 1 (disregarding any retired Classes). For example, if a particular Recombination includes two REMIC Classes and one RCR Class whose *original* principal balances shown in the schedule reflect a 1:1:2 relationship, the same 1:1:2 relationship among the *original* principal balances of those REMIC and RCR Classes must be maintained in any exchange. This is true even if, as a result of the applicable payment priority sequence, the relationship between their *current* principal balances has changed over time. Moreover, 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.

(2) See "Description of the Certificates—Class Definitions and Abbreviations" in the REMIC Prospectus.

(3) For a description of these interest rates, see "Summary—Interest Rates" in this prospectus supplement.

(4) Notional balance. This Class is an Interest Only Class. See page S-6 for a description of how its notional balance is calculated.

## Principal Balance Schedules

### *SP Class Scheduled Balances*

<u>Distribution Date</u>	<u>Scheduled Balance</u>	<u>Distribution Date</u>	<u>Scheduled Balance</u>	<u>Distribution Date</u>	<u>Scheduled Balance</u>
Initial Balance .....	\$13,884,767.00	May 2012 .....	\$ 8,774,998.27	August 2016 .....	\$ 4,049,801.97
March 2008 .....	13,839,125.75	June 2012 .....	8,669,456.88	September 2016 .....	3,975,824.99
April 2008 .....	13,789,842.40	July 2012 .....	8,564,454.15	October 2016 .....	3,903,145.41
May 2008 .....	13,736,934.34	August 2012 .....	8,459,987.33	November 2016 .....	3,831,741.01
June 2008 .....	13,680,420.83	September 2012 .....	8,356,053.64	December 2016 .....	3,761,589.95
July 2008 .....	13,620,323.01	October 2012 .....	8,252,650.36	January 2017 .....	3,692,670.76
August 2008 .....	13,556,663.91	November 2012 .....	8,149,774.75	February 2017 .....	3,624,962.33
September 2008 .....	13,489,468.39	December 2012 .....	8,047,424.10	March 2017 .....	3,558,443.92
October 2008 .....	13,418,763.14	January 2013 .....	7,945,595.70	April 2017 .....	3,493,095.11
November 2008 .....	13,344,576.70	February 2013 .....	7,844,286.87	May 2017 .....	3,428,895.85
December 2008 .....	13,266,939.40	March 2013 .....	7,743,494.93	June 2017 .....	3,365,826.41
January 2009 .....	13,185,883.35	April 2013 .....	7,643,217.24	July 2017 .....	3,303,867.43
February 2009 .....	13,101,442.43	May 2013 .....	7,543,451.14	August 2017 .....	3,242,999.82
March 2009 .....	13,013,652.27	June 2013 .....	7,444,193.99	September 2017 .....	3,183,204.86
April 2009 .....	12,922,550.21	July 2013 .....	7,345,443.19	October 2017 .....	3,124,464.13
May 2009 .....	12,828,175.28	August 2013 .....	7,247,196.12	November 2017 .....	3,066,759.52
June 2009 .....	12,730,568.19	September 2013 .....	7,149,450.20	December 2017 .....	3,010,073.22
July 2009 .....	12,629,771.26	October 2013 .....	7,052,202.85	January 2018 .....	2,954,387.74
August 2009 .....	12,525,828.44	November 2013 .....	6,955,451.49	February 2018 .....	2,899,685.86
September 2009 .....	12,418,785.24	December 2013 .....	6,859,193.59	March 2018 .....	2,845,950.68
October 2009 .....	12,308,688.73	January 2014 .....	6,763,426.60	April 2018 .....	2,793,165.57
November 2009 .....	12,195,587.48	February 2014 .....	6,668,148.00	May 2018 .....	2,741,314.17
December 2009 .....	12,079,531.53	March 2014 .....	6,573,355.26	June 2018 .....	2,690,380.41
January 2010 .....	11,960,572.35	April 2014 .....	6,479,045.91	July 2018 .....	2,640,348.51
February 2010 .....	11,838,762.82	May 2014 .....	6,385,217.44	August 2018 .....	2,591,202.92
March 2010 .....	11,717,575.66	June 2014 .....	6,291,867.38	September 2018 .....	2,542,928.38
April 2010 .....	11,597,007.65	July 2014 .....	6,198,993.27	October 2018 .....	2,495,509.88
May 2010 .....	11,477,055.61	August 2014 .....	6,106,592.67	November 2018 .....	2,448,932.66
June 2010 .....	11,357,716.38	September 2014 .....	6,014,663.13	December 2018 .....	2,403,182.22
July 2010 .....	11,238,986.80	October 2014 .....	5,923,202.24	January 2019 .....	2,358,244.30
August 2010 .....	11,120,863.74	November 2014 .....	5,832,207.58	February 2019 .....	2,314,104.88
September 2010 .....	11,003,344.08	December 2014 .....	5,741,676.75	March 2019 .....	2,270,750.18
October 2010 .....	10,886,424.70	January 2015 .....	5,651,607.37	April 2019 .....	2,228,166.65
November 2010 .....	10,770,102.53	February 2015 .....	5,561,997.07	May 2019 .....	2,186,340.98
December 2010 .....	10,654,374.49	March 2015 .....	5,472,843.47	June 2019 .....	2,145,260.07
January 2011 .....	10,539,237.53	April 2015 .....	5,384,144.24	July 2019 .....	2,104,911.06
February 2011 .....	10,424,688.60	May 2015 .....	5,295,897.04	August 2019 .....	2,065,281.29
March 2011 .....	10,310,724.68	June 2015 .....	5,208,099.53	September 2019 .....	2,026,358.33
April 2011 .....	10,197,342.75	July 2015 .....	5,120,749.40	October 2019 .....	1,988,129.95
May 2011 .....	10,084,539.84	August 2015 .....	5,033,844.37	November 2019 .....	1,950,584.14
June 2011 .....	9,972,312.95	September 2015 .....	4,947,382.12	December 2019 .....	1,913,709.09
July 2011 .....	9,860,659.13	October 2015 .....	4,861,360.39	January 2020 .....	1,877,493.17
August 2011 .....	9,749,575.42	November 2015 .....	4,775,776.91	February 2020 .....	1,841,924.97
September 2011 .....	9,639,058.89	December 2015 .....	4,690,629.42	March 2020 .....	1,806,993.28
October 2011 .....	9,529,106.63	January 2016 .....	4,605,915.69	April 2020 .....	1,772,687.06
November 2011 .....	9,419,715.74	February 2016 .....	4,522,202.07	May 2020 .....	1,738,995.47
December 2011 .....	9,310,883.31	March 2016 .....	4,439,952.39	June 2020 .....	1,705,907.85
January 2012 .....	9,202,606.49	April 2016 .....	4,359,141.64	July 2020 .....	1,673,413.72
February 2012 .....	9,094,882.41	May 2016 .....	4,279,745.20	August 2020 .....	1,641,502.78
March 2012 .....	8,987,708.23	June 2016 .....	4,201,738.89	September 2020 .....	1,610,164.91
April 2012 .....	8,881,081.13	July 2016 .....	4,125,098.94	October 2020 .....	1,579,390.16

**SP Class (Continued)**

<u>Distribution Date</u>	<u>Scheduled Balance</u>	<u>Distribution Date</u>	<u>Scheduled Balance</u>	<u>Distribution Date</u>	<u>Scheduled Balance</u>
November 2020 .....	\$ 1,549,168.74	April 2025 .....	\$ 534,431.94	September 2029 .....	\$ 161,445.41
December 2020 .....	1,519,491.03	May 2025 .....	523,307.33	October 2029 .....	157,493.77
January 2021 .....	1,490,347.59	June 2025 .....	512,391.43	November 2029 .....	153,621.44
February 2021 .....	1,461,729.13	July 2025 .....	501,680.53	December 2029 .....	149,826.97
March 2021 .....	1,433,626.50	August 2025 .....	491,170.97	January 2030 .....	146,108.93
April 2021 .....	1,406,030.74	September 2025 .....	480,859.17	February 2030 .....	142,465.89
May 2021 .....	1,378,933.01	October 2025 .....	470,741.61	March 2030 .....	138,896.48
June 2021 .....	1,352,324.65	November 2025 .....	460,814.81	April 2030 .....	135,399.33
July 2021 .....	1,326,197.13	December 2025 .....	451,075.37	May 2030 .....	131,973.10
August 2021 .....	1,300,542.06	January 2026 .....	441,519.95	June 2030 .....	128,616.48
September 2021 .....	1,275,351.22	February 2026 .....	432,145.26	July 2030 .....	125,328.19
October 2021 .....	1,250,616.49	March 2026 .....	422,948.06	August 2030 .....	122,106.94
November 2021 .....	1,226,329.93	April 2026 .....	413,925.18	September 2030 .....	118,951.49
December 2021 .....	1,202,483.71	May 2026 .....	405,073.50	October 2030 .....	115,860.63
January 2022 .....	1,179,070.14	June 2026 .....	396,389.96	November 2030 .....	112,833.15
February 2022 .....	1,156,081.66	July 2026 .....	387,871.54	December 2030 .....	109,867.86
March 2022 .....	1,133,510.84	August 2026 .....	379,515.28	January 2031 .....	106,963.62
April 2022 .....	1,111,350.38	September 2026 .....	371,318.27	February 2031 .....	104,119.27
May 2022 .....	1,089,593.11	October 2026 .....	363,277.65	March 2031 .....	101,333.71
June 2022 .....	1,068,231.96	November 2026 .....	355,390.62	April 2031 .....	98,605.82
July 2022 .....	1,047,260.01	December 2026 .....	347,654.40	May 2031 .....	95,934.54
August 2022 .....	1,026,670.43	January 2027 .....	340,066.30	June 2031 .....	93,318.80
September 2022 .....	1,006,456.54	February 2027 .....	332,623.64	July 2031 .....	90,757.56
October 2022 .....	986,611.74	March 2027 .....	325,323.80	August 2031 .....	88,249.80
November 2022 .....	967,129.56	April 2027 .....	318,164.22	September 2031 .....	85,794.51
December 2022 .....	948,003.64	May 2027 .....	311,142.36	October 2031 .....	83,390.70
January 2023 .....	929,227.74	June 2027 .....	304,255.74	November 2031 .....	81,037.42
February 2023 .....	910,795.70	July 2027 .....	297,501.91	December 2031 .....	78,733.69
March 2023 .....	892,701.49	August 2027 .....	290,878.49	January 2032 .....	76,478.60
April 2023 .....	874,939.16	September 2027 .....	284,383.10	February 2032 .....	74,271.22
May 2023 .....	857,502.89	October 2027 .....	278,013.44	March 2032 .....	72,110.65
June 2023 .....	840,386.95	November 2027 .....	271,767.22	April 2032 .....	69,996.00
July 2023 .....	823,585.69	December 2027 .....	265,642.22	May 2032 .....	67,926.40
August 2023 .....	807,093.57	January 2028 .....	259,636.24	June 2032 .....	65,901.00
September 2023 .....	790,905.16	February 2028 .....	253,747.11	July 2032 .....	63,918.97
October 2023 .....	775,015.10	March 2028 .....	247,972.72	August 2032 .....	61,979.47
November 2023 .....	759,418.13	April 2028 .....	242,310.99	September 2032 .....	60,081.70
December 2023 .....	744,109.09	May 2028 .....	236,759.86	October 2032 .....	58,224.86
January 2024 .....	729,082.89	June 2028 .....	231,317.32	November 2032 .....	56,408.17
February 2024 .....	714,334.54	July 2028 .....	225,981.40	December 2032 .....	54,630.86
March 2024 .....	699,859.14	August 2028 .....	220,750.16	January 2033 .....	52,892.19
April 2024 .....	685,651.86	September 2028 .....	215,621.68	February 2033 .....	51,191.42
May 2024 .....	671,707.97	October 2028 .....	210,594.10	March 2033 .....	49,527.81
June 2024 .....	658,022.80	November 2028 .....	205,665.58	April 2033 .....	47,900.65
July 2024 .....	644,591.78	December 2028 .....	200,834.29	May 2033 .....	46,309.26
August 2024 .....	631,410.41	January 2029 .....	196,098.47	June 2033 .....	44,752.92
September 2024 .....	618,474.27	February 2029 .....	191,456.37	July 2033 .....	43,230.98
October 2024 .....	605,779.01	March 2029 .....	186,906.27	August 2033 .....	41,742.78
November 2024 .....	593,320.36	April 2029 .....	182,446.49	September 2033 .....	40,287.65
December 2024 .....	581,094.13	May 2029 .....	178,075.37	October 2033 .....	38,864.96
January 2025 .....	569,096.19	June 2029 .....	173,791.29	November 2033 .....	37,474.08
February 2025 .....	557,322.49	July 2029 .....	169,592.65	December 2033 .....	36,114.40
March 2025 .....	545,769.05	August 2029 .....	165,477.87	January 2034 .....	34,785.31

***SP Class (Continued)***

<u>Distribution Date</u>	<u>Scheduled Balance</u>	<u>Distribution Date</u>	<u>Scheduled Balance</u>	<u>Distribution Date</u>	<u>Scheduled Balance</u>
February 2034 .....	\$ 33,486.22	May 2035 .....	\$ 17,227.02	July 2036 .....	\$ 6,543.55
March 2034 .....	32,216.54	June 2035 .....	16,335.34	August 2036 .....	5,915.43
April 2034 .....	30,975.70	July 2035 .....	15,465.07	September 2036 .....	5,303.40
May 2034 .....	29,763.15	August 2035 .....	14,615.77	October 2036 .....	4,707.14
June 2034 .....	28,578.32	September 2035 .....	13,787.03	November 2036 .....	4,126.33
July 2034 .....	27,420.68	October 2035 .....	12,978.44	December 2036 .....	3,560.65
August 2034 .....	26,289.68	November 2035 .....	12,189.59	January 2037 .....	3,009.79
September 2034 .....	25,184.82	December 2035 .....	11,420.09	February 2037 .....	2,473.44
October 2034 .....	24,105.58	January 2036 .....	10,669.55	March 2037 .....	1,951.31
November 2034 .....	23,051.45	February 2036 .....	9,937.58	April 2037 .....	1,443.10
December 2034 .....	22,021.95	March 2036 .....	9,223.82	May 2037 .....	948.52
January 2035 .....	21,016.57	April 2036 .....	8,527.89	June 2037 .....	467.30
February 2035 .....	20,034.86	May 2036 .....	7,849.44	July 2037 and thereafter .....	0.00
March 2035 .....	19,076.33	June 2036 .....	7,188.11		
April 2035 .....	18,140.54				

***SG Class Scheduled Balances***

<u>Distribution Date</u>	<u>Scheduled Balance</u>	<u>Distribution Date</u>	<u>Scheduled Balance</u>	<u>Distribution Date</u>	<u>Scheduled Balance</u>
Initial Balance .....	\$2,393,527.00	July 2009 .....	\$1,730,707.53	December 2010 .....	\$ 664,640.16
March 2008 .....	2,374,458.02	August 2009 .....	1,671,869.49	January 2011 .....	608,814.39
April 2008 .....	2,352,718.74	September 2009 .....	1,611,238.26	February 2011 .....	554,049.25
May 2008 .....	2,328,332.24	October 2009 .....	1,548,893.67	March 2011 .....	500,332.31
June 2008 .....	2,301,325.38	November 2009 .....	1,484,918.07	April 2011 .....	447,651.26
July 2008 .....	2,271,728.85	December 2009 .....	1,419,396.19	May 2011 .....	395,993.90
August 2008 .....	2,239,577.03	January 2010 .....	1,352,414.94	June 2011 .....	345,348.18
September 2008 .....	2,204,908.07	February 2010 .....	1,284,063.35	July 2011 .....	295,702.17
October 2008 .....	2,167,763.77	March 2010 .....	1,216,918.03	August 2011 .....	247,044.05
November 2008 .....	2,128,189.52	April 2010 .....	1,150,965.06	September 2011 .....	199,362.13
December 2008 .....	2,086,234.31	May 2010 .....	1,086,190.64	October 2011 .....	152,644.85
January 2009 .....	2,041,950.59	June 2010 .....	1,022,581.13	November 2011 .....	106,880.73
February 2009 .....	1,995,394.24	July 2010 .....	960,123.01	December 2011 .....	62,058.48
March 2009 .....	1,946,624.48	August 2010 .....	898,802.91	January 2012 .....	18,166.86
April 2009 .....	1,895,703.78	September 2010 .....	838,607.61	February 2012 and thereafter .....	0.00
May 2009 .....	1,842,697.76	October 2010 .....	779,524.01		
June 2009 .....	1,787,675.12	November 2010 .....	721,539.13		



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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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**\$294,751,168**



**Guaranteed REMIC  
Pass-Through  
Certificates**

**Fannie Mae REMIC Trust 2008-20**

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**PROSPECTUS SUPPLEMENT**

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**Merrill Lynch & Co.**

**February 22, 2008**

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