

**\$295,833,334**



**FannieMae®**

**Guaranteed REMIC Pass-Through Certificates  
Fannie Mae REMIC Trust 2008-33**

**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.

The mortgage loans underlying the Fannie Mae 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     | \$200,000,000          | PT                 | (2)           | FLT               | 31396YN81    | April 2038              |
| SA .....    | 1     | 200,000,000 (4)        | NTL                | (2)           | INV/IO            | 31396YN99    | April 2038              |
| PO .....    | 1     | 33,333,334             | PT                 | 0.0%          | PO                | 31396YP22    | April 2038              |
| MC(3) ..... | 2     | 57,500,000             | SEQ                | 3.5           | FLX               | 31396YP30    | July 2022               |
| MI(3) ..... | 2     | 12,777,777 (4)         | NTL                | 4.5           | FLX/IO            | 31396YP48    | July 2022               |
| MB .....    | 2     | 5,000,000              | SEQ                | 4.5           | FLX               | 31396YP55    | April 2023              |
| R .....     |       | 0                      | NPR                | 0             | NPR               | 31396YP63    | April 2038              |
| RL .....    |       | 0                      | NPR                | 0             | NPR               | 31396YP71    | April 2038              |

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

(2) Based on LIBOR.

(3) Exchangeable classes.

(4) Notional balances. These classes are interest only classes. See page S-5 for a description of how their notional balances are calculated.

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 MA, MD, ME and MG 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 March 31, 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.

**MORGAN STANLEY**

The date of this Prospectus Supplement is March 20, 2008

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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”); 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 is incorporated by reference in this prospectus supplement. This means that we are disclosing information in that document by referring you to it. That document is considered part of this prospectus supplement, so you should read this prospectus supplement, and any applicable supplements or amendments, together with that document.

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 and the MBS Prospectus by writing or calling the dealer at:

Morgan Stanley & Co. Incorporated  
c/o Broadridge Financial Solutions  
Prospectus Department  
1155 Long Island Avenue  
Edgewood, New York 11717  
(telephone 631-254-7106).

## SUMMARY

This summary contains only limited information about the certificates. Statistical information in this summary is provided as of March 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            | Group 2 MBS   |

### Group 1 and Group 2

#### Characteristics of the MBS

|             | <u>Approximate<br/>Principal<br/>Balance</u> | <u>Pass-<br/>Through<br/>Rate</u> | <u>Range of Weighted<br/>Average Coupons<br/>or WACs<br/>(annual<br/>percentages)</u> | <u>Range of Weighted<br/>Average Remaining<br/>Terms to Maturity<br/>or WAMs<br/>(in months)</u> |
|-------------|--|-----------------------------------|---|--|
| Group 1 MBS | \$233,333,334                                | 6.00%                             | 6.25% to 8.50%  | 241 to 360   |
| Group 2 MBS | \$ 62,500,000                                | 4.50%                             | 4.75% to 7.00%  | 115 to 180   |

#### Assumed Characteristics of the Underlying Mortgage Loans

|             | <u>Principal<br/>Balance</u> | <u>Original<br/>Term to<br/>Maturity<br/>(in months)</u> | <u>Remaining<br/>Term to<br/>Maturity<br/>(in months)</u> | <u>Loan Age<br/>(in months)</u> | <u>Interest<br/>Rate</u> |
|-------------|------------------------------|--|---|---------------------------------|--------------------------|
| Group 1 MBS | \$233,333,334                | 360  | 355   | 3                               | 6.47%                    |
| Group 2 MBS | \$ 62,500,000                | 180  | 138   | 40                              | 5.05%                    |

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

### Settlement Date

We expect to issue the certificates on March 31, 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 and RL Classes | R and RL Classes |

## 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 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> |
|--------------|------------------------------|------------------------------|------------------------------|---|
| FA .....     | 4.05813%                     | 7.00%                        | 1.00%                        | LIBOR + 100 basis points                            |
| SA .....     | 2.94187%                     | 6.00%                        | 0.00%                        | 6.0% – LIBOR  |

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

## 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           |
| MI .....     | 22.2222208696% of the MC 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) \*

| <u>Group 1 Classes</u>          | <u>PSA Prepayment Assumption</u> |             |             |             |             |              |
|---------------------------------|----------------------------------|-------------|-------------|-------------|-------------|--------------|
|                                 | <u>0%</u>                        | <u>100%</u> | <u>300%</u> | <u>519%</u> | <u>750%</u> | <u>1000%</u> |
| FA, SA and PO .....             | 20.8                             | 11.2        | 5.5         | 3.5         | 2.6         | 2.1          |
| <u>Group 2 Classes</u>          | <u>PSA Prepayment Assumption</u> |             |             |             |             |              |
|                                 | <u>0%</u>                        | <u>100%</u> | <u>176%</u> | <u>350%</u> | <u>500%</u> |              |
| MC, MI, MA, MD, ME and MG ..... | 8.3                              | 4.5         | 3.7         | 2.5         | 1.8         |              |
| MB .....                        | 14.6                             | 10.8        | 10.4        | 8.9         | 7.3         |              |

\* 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 March 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 2 MBS” and, together, 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 include the “Lower Tier REMIC” and “Upper Tier REMIC” as “real estate mortgage investment conduits” (each, a “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 interests” of each REMIC. The REMIC Certificates other than the R and RL Classes are collectively referred to as the “Regular Classes” or “Regular Certificates,” and the R and RL Classes are collectively referred to as the “Residual Classes” or “Residual Certificates.”

| <u>REMIC Designation</u> | <u>Assets</u>                | <u>Regular Interests</u>   | <u>Residual Interest</u> |
|--------------------------|------------------------------|--|--------------------------|
| Lower Tier REMIC .....   | MBS                          | Interests in the Lower Tier REMIC other than the RL Class (the “Lower Tier Regular Interests”) | RL                       |
| Upper Tier REMIC .....   | Lower Tier Regular Interests | Group 1 and Group 2 Classes  | R                        |

*Fannie Mae Guaranty.* For a description of our guaranties of the Certificates and the MBS, see “Description of the Certificates—Fannie Mae Guaranty” in the REMIC Prospectus and “Description of the Certificates—Fannie Mae Guaranty” in the MBS 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 Certificates in fully registered, certificated form. The “Holder” or “Certificateholder” of a Residual Certificate is its registered owner. A 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 a Residual Certificate and may require payment to cover any tax or other governmental charge. See also “—Characteristics of the Residual Classes” below.

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

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

## **The MBS**

The MBS provide that principal and interest on the related Mortgage Loans are passed through monthly. The Mortgage Loans underlying the 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 2 MBS.

For additional information, see “Summary—Group 1 and Group 2—Characteristics of the 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.

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

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

The Dealer will treat the PO Class as a delay Class solely for the purpose of facilitating trading.



## 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 to FA and PO, pro rata, until retired. } Pass-Through 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 MC and MB, in that order, until retired. } Sequential Pay Classes

The “Group 2 Principal Distribution Amount” is the principal then paid on the Group 2 MBS.

## 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 (the “Pricing Assumptions”):

- the Mortgage Loans underlying the MBS have the original terms to maturity, remaining terms to maturity, loan ages and interest rates specified under “Summary—Group 1 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 March 31, 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.

## 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 Class.*** The yield on the Inverse Floating Rate Class will be sensitive to the rate of principal payments, including prepayments, of the related Mortgage Loans and to the level of the Index. The related 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 table below, it is possible that investors in the Inverse Floating Rate Class 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 table has been prepared on the basis of the Pricing Assumptions and the assumptions that

- the interest rate for the Inverse Floating Rate Class for the initial Interest Accrual Period is the rate 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 level of the Index, and
- the aggregate purchase price of that Class (expressed as a percentage of original principal balance) is as follows:

| <u>Class</u> | <u>Price*</u> |
|--------------|---------------|
| SA.....      | 7.25%         |

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

In the following yield table, 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)**

| <b>LIBOR</b>   | <b>PSA Prepayment Assumption</b> |             |             |             |             |              |
|----------------|----------------------------------|-------------|-------------|-------------|-------------|--------------|
|                | <b>50%</b>                       | <b>100%</b> | <b>300%</b> | <b>519%</b> | <b>750%</b> | <b>1000%</b> |
| 1.05813% ..... | 72.9%                            | 70.6%       | 61.1%       | 50.5%       | 38.9%       | 25.9%        |
| 3.05813% ..... | 40.0%                            | 37.5%       | 27.2%       | 15.6%       | 2.8%        | (11.5)%      |
| 5.05813% ..... | 8.2%                             | 5.5%        | (5.9)%      | (19.2)%     | (34.2)%     | (51.8)%      |
| 6.00000% ..... | *                                | *           | *           | *           | *           | *            |

*The Fixed Rate Interest Only Class.* The yield to investors in the Fixed Rate Interest Only Class 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 assumptions described below, the yield to maturity on the Fixed Rate Interest Only Class would be 0% if prepayments of the related Mortgage Loans were to occur at the following constant rate:

| <u>Class</u> | <u>% PSA</u> |
|--------------|--------------|
| MI .....     | 408% PSA     |

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 Fixed Rate Interest Only Class would lose money on their initial investments.

The information shown in the following yield table has been prepared on the basis of the Pricing Assumptions and the assumption that the aggregate purchase price of the Fixed Rate Interest Only Class (expressed as a percentage of original principal balance) is as follows:

| <u>Class</u> | <u>Price*</u> |
|--------------|---------------|
| MI .....     | 9.5%          |

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

**Sensitivity of the MI Class to Prepayments**

|                                  | <b>PSA Prepayment Assumption</b> |             |             |             |             |
|----------------------------------|----------------------------------|-------------|-------------|-------------|-------------|
|                                  | <b>50%</b>                       | <b>100%</b> | <b>176%</b> | <b>350%</b> | <b>500%</b> |
| Pre-Tax Yields to Maturity ..... | 34.5%                            | 30.4%       | 23.7%       | 6.5%        | (11.0)%     |

*The Principal Only Class.* The Principal Only Class will not bear interest. As indicated in the table 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 Class.

The information shown in the yield table has been prepared on the basis of the Pricing Assumptions and the assumption that the aggregate purchase price of the Principal Only Class (expressed as a percentage of original principal balance) is as follows:

| <u>Class</u> | <u>Price</u> |
|--------------|--------------|
| PO .....     | 65.25%       |

## Sensitivity of the PO Class to Prepayments

|                                      | PSA Prepayment Assumption |             |             |             |             |              |
|--------------------------------------|---------------------------|-------------|-------------|-------------|-------------|--------------|
|                                      | <u>50%</u>                | <u>100%</u> | <u>300%</u> | <u>519%</u> | <u>750%</u> | <u>1000%</u> |
| Pre-Tax Yields to Maturity . . . . . | 3.2%                      | 4.3%        | 9.1%        | 14.1%       | 18.9%       | 23.8%        |

## 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, and
- the priority sequence of distributions of principal of the Group 2 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<br/>Trust Assets Specified Below</u> | <u>Original and Remaining<br/>Terms to Maturity</u> | <u>Interest<br/>Rates</u> |
|--|---|---------------------------|
| Group 1 MBS  | 360 months  | 8.50%                     |
| Group 2 MBS  | 180 months  | 7.00%                     |

It is unlikely that all of the Mortgage Loans will have the loan ages, interest rates or remaining terms to maturity 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† and PO Classes    |      |      |      |      |       | MC, MI†, MA, MD, ME and MG Classes |      |      |      |      | MB Class                  |      |      |      |      |
|---------------------------------|---------------------------|------|------|------|------|-------|------------------------------------|------|------|------|------|---------------------------|------|------|------|------|
|                                 | PSA Prepayment Assumption |      |      |      |      |       | PSA Prepayment Assumption          |      |      |      |      | PSA Prepayment Assumption |      |      |      |      |
|                                 | 0%                        | 100% | 300% | 519% | 750% | 1000% | 0%                                 | 100% | 176% | 350% | 500% | 0%                        | 100% | 176% | 350% | 500% |
| Initial Percent                 | 100                       | 100  | 100  | 100  | 100  | 100   | 100                                | 100  | 100  | 100  | 100  | 100                       | 100  | 100  | 100  | 100  |
| March 2009                      | 99                        | 97   | 93   | 89   | 85   | 80    | 96                                 | 87   | 82   | 72   | 62   | 100                       | 100  | 100  | 100  | 100  |
| March 2010                      | 98                        | 92   | 80   | 68   | 56   | 45    | 91                                 | 74   | 67   | 50   | 37   | 100                       | 100  | 100  | 100  | 100  |
| March 2011                      | 98                        | 85   | 65   | 47   | 31   | 18    | 86                                 | 63   | 53   | 34   | 21   | 100                       | 100  | 100  | 100  | 100  |
| March 2012                      | 97                        | 79   | 52   | 32   | 17   | 7     | 81                                 | 52   | 41   | 22   | 10   | 100                       | 100  | 100  | 100  | 100  |
| March 2013                      | 95                        | 73   | 42   | 21   | 9    | 3     | 75                                 | 42   | 31   | 13   | 3    | 100                       | 100  | 100  | 100  | 100  |
| March 2014                      | 94                        | 67   | 34   | 14   | 5    | 1     | 69                                 | 33   | 22   | 6    | 0    | 100                       | 100  | 100  | 100  | 81   |
| March 2015                      | 93                        | 62   | 27   | 10   | 3    | *     | 63                                 | 24   | 14   | 1    | 0    | 100                       | 100  | 100  | 100  | 47   |
| March 2016                      | 92                        | 57   | 22   | 7    | 1    | *     | 56                                 | 16   | 8    | 0    | 0    | 100                       | 100  | 100  | 70   | 26   |
| March 2017                      | 90                        | 53   | 18   | 4    | 1    | *     | 49                                 | 8    | 2    | 0    | 0    | 100                       | 100  | 100  | 40   | 14   |
| March 2018                      | 89                        | 48   | 14   | 3    | *    | *     | 41                                 | 1    | 0    | 0    | 0    | 100                       | 100  | 68   | 20   | 6    |
| March 2019                      | 87                        | 44   | 11   | 2    | *    | *     | 32                                 | 0    | 0    | 0    | 0    | 100                       | 36   | 21   | 5    | 1    |
| March 2020                      | 85                        | 40   | 9    | 1    | *    | *     | 23                                 | 0    | 0    | 0    | 0    | 100                       | 0    | 0    | 0    | 0    |
| March 2021                      | 83                        | 37   | 7    | 1    | *    | *     | 13                                 | 0    | 0    | 0    | 0    | 100                       | 0    | 0    | 0    | 0    |
| March 2022                      | 81                        | 33   | 6    | 1    | *    | *     | 3                                  | 0    | 0    | 0    | 0    | 100                       | 0    | 0    | 0    | 0    |
| March 2023                      | 78                        | 30   | 4    | *    | *    | *     | 0                                  | 0    | 0    | 0    | 0    | 0                         | 0    | 0    | 0    | 0    |
| March 2024                      | 75                        | 27   | 4    | *    | *    | *     | 0                                  | 0    | 0    | 0    | 0    | 0                         | 0    | 0    | 0    | 0    |
| March 2025                      | 72                        | 24   | 3    | *    | *    | *     | 0                                  | 0    | 0    | 0    | 0    | 0                         | 0    | 0    | 0    | 0    |
| March 2026                      | 69                        | 22   | 2    | *    | *    | *     | 0                                  | 0    | 0    | 0    | 0    | 0                         | 0    | 0    | 0    | 0    |
| March 2027                      | 66                        | 19   | 2    | *    | *    | *     | 0                                  | 0    | 0    | 0    | 0    | 0                         | 0    | 0    | 0    | 0    |
| March 2028                      | 62                        | 17   | 1    | *    | *    | *     | 0                                  | 0    | 0    | 0    | 0    | 0                         | 0    | 0    | 0    | 0    |
| March 2029                      | 58                        | 14   | 1    | *    | *    | 0     | 0                                  | 0    | 0    | 0    | 0    | 0                         | 0    | 0    | 0    | 0    |
| March 2030                      | 53                        | 12   | 1    | *    | *    | 0     | 0                                  | 0    | 0    | 0    | 0    | 0                         | 0    | 0    | 0    | 0    |
| March 2031                      | 49                        | 10   | 1    | *    | *    | 0     | 0                                  | 0    | 0    | 0    | 0    | 0                         | 0    | 0    | 0    | 0    |
| March 2032                      | 43                        | 9    | *    | *    | *    | 0     | 0                                  | 0    | 0    | 0    | 0    | 0                         | 0    | 0    | 0    | 0    |
| March 2033                      | 37                        | 7    | *    | *    | *    | 0     | 0                                  | 0    | 0    | 0    | 0    | 0                         | 0    | 0    | 0    | 0    |
| March 2034                      | 31                        | 5    | *    | *    | *    | 0     | 0                                  | 0    | 0    | 0    | 0    | 0                         | 0    | 0    | 0    | 0    |
| March 2035                      | 24                        | 4    | *    | *    | *    | 0     | 0                                  | 0    | 0    | 0    | 0    | 0                         | 0    | 0    | 0    | 0    |
| March 2036                      | 17                        | 2    | *    | *    | *    | 0     | 0                                  | 0    | 0    | 0    | 0    | 0                         | 0    | 0    | 0    | 0    |
| March 2037                      | 9                         | 1    | *    | *    | 0    | 0     | 0                                  | 0    | 0    | 0    | 0    | 0                         | 0    | 0    | 0    | 0    |
| March 2038                      | 0                         | 0    | 0    | 0    | 0    | 0     | 0                                  | 0    | 0    | 0    | 0    | 0                         | 0    | 0    | 0    | 0    |
| Weighted Average Life (years)** | 20.8                      | 11.2 | 5.5  | 3.5  | 2.6  | 2.1   | 8.3                                | 4.5  | 3.7  | 2.5  | 1.8  | 14.6                      | 10.8 | 10.4 | 8.9  | 7.3  |

\* 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 Classes**

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 Elections and Special Tax Attributes**

We will make a REMIC election with respect to each 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 Classes will be designated as the “residual interests” in the REMICs 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 Classes, 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 Principal Only Class and the Notional 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 “Material 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 “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            | 519% PSA                     |
| 2            | 176% 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 either 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. All of the RCR Certificates are Combination 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 Morgan Stanley & Co. Incorporated (the “Dealer”) in exchange for the MBS. 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. Cleary Gottlieb Steen & Hamilton LLP will provide legal representation for the Dealer.



## 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    |                   |                  |                   |                    |               |                   |              |                         |
| MC                 | \$ 57,500,000     | MA               | \$57,500,000      | SEQ                | 4.50%         | FIX               | 31396YYP89   | July 2022               |
| MI                 | 12,777,777 (3)    |                  |                   |                    |               |                   |              |                         |
| Recombination 2    |                   |                  |                   |                    |               |                   |              |                         |
| MC                 | 57,500,000        | MD               | 57,500,000        | SEQ                | 3.75          | FIX               | 31396YYP97   | July 2022               |
| MI                 | 3,194,444 (3)     |                  |                   |                    |               |                   |              |                         |
| Recombination 3    |                   |                  |                   |                    |               |                   |              |                         |
| MC                 | 57,500,000        | ME               | 57,500,000        | SEQ                | 4.00          | FIX               | 31396YQ21    | July 2022               |
| MI                 | 6,388,889 (3)     |                  |                   |                    |               |                   |              |                         |
| Recombination 4    |                   |                  |                   |                    |               |                   |              |                         |
| MC                 | 57,500,000        | MG               | 57,500,000        | SEQ                | 4.25          | FIX               | 31396YQ39    | July 2022               |
| MI                 | 9,583,333 (3)     |                  |                   |                    |               |                   |              |                         |

(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) Notional balance. This class is an Interest Only Class. See page S-5 for a description of how its notional balance is calculated.

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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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**\$295,833,334**



**Guaranteed REMIC  
Pass-Through Certificates  
Fannie Mae REMIC Trust 2008-33**

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**PROSPECTUS SUPPLEMENT**

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**MORGAN STANLEY**

**March 20, 2008**

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