

\$605,201,246



FannieMae®

**Guaranteed REMIC Pass-Through Certificates
Fannie Mae REMIC Trust 2008-34**

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

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

The Fannie Mae Guaranty

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

The Trust and its Assets

The trust will own Fannie Mae MBS.

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

<i>Class</i>	<i>Group</i>	<i>Original Class Balance</i>	<i>Principal Type (1)</i>	<i>Interest Rate</i>	<i>Interest Type (1)</i>	<i>CUSIP Number</i>	<i>Final Distribution Date</i>
A(2)	1	\$ 80,000,000	SEQ/AD	6.0%	FIX	31396Y5M0	November 2028
Z	1	20,000,000	SEQ	6.0	FIX/Z	31396Y5N8	May 2038
AL(2)	2	112,857,143	SEQ/AD	5.5	FIX	31396Y5P3	February 2029
ZA	2	30,000,000	SEQ	5.5	FIX/Z	31396Y5Q1	May 2038
FM	3	76,056,008	PT	(3)	FLT	31396Y5R9	May 2038
SM	3	76,056,008(4)	NTL	(3)	INV/IO	31396Y5S7	May 2038
FK	4	57,958,199	PT	(3)	FLT	31396Y5T5	May 2038
SK(2)	4	57,958,199(4)	NTL	(3)	INV/IO	31396Y5U2	May 2038
OK(2)	4	8,916,646	PT	0.0	PO	31396Y5V0	May 2038
HF	5	86,557,680	PT	(3)	FLT	31396Y5W8	May 2038
HS	5	86,557,680(4)	NTL	(3)	INV/IO	31396Y5X6	May 2038
GF	6	128,274,343	PT	(3)	FLT	31396Y5Y4	May 2038
GS(2)	6	128,274,343(4)	NTL	(3)	INV/IO	31396Y5Z1	May 2038
GO(2)	6	4,581,227	PT	0.0	PO	31396Y6A5	May 2038
R		0	NPR	0	NPR	31396Y6B3	May 2038

- (1) See "Description of the Certificates—Class Definitions and Abbreviations" in the REMIC prospectus.
(2) Exchangeable classes.
(3) Based on LIBOR.

- (4) Notional balances. These classes are interest only classes. See page S-6 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 AB, AC, AI, LA, LI, KS and GT 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 April 30, 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.

Goldman Sachs & Co.

The date of this Prospectus Supplement is April 23, 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 April 1, 2008 (for all other MBS) (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.

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

Goldman Sachs & Co.
Prospectus Department
85 Broad Street, Concourse Level
New York, New York 10004
(telephone 212-902-1171).

SUMMARY

This summary contains only limited information about the certificates. Statistical information in this summary is provided as of April 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
3	Group 3 MBS
4	Group 4 MBS
5	Group 5 MBS
6	Group 6 MBS

Group 1, Group 2, Group 3, Group 4, Group 5 and Group 6

Characteristics of the 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*	\$100,000,000	6.00%	6.25% to 8.50%	241 to 360
Group 2 MBS*	\$142,857,143	5.50%	5.75% to 8.00%	241 to 360
Group 3 MBS	\$ 76,056,008	7.50%	7.75% to 10.00%	241 to 360
Group 4 MBS	\$ 66,874,845	6.50%	6.75% to 9.00%	241 to 360
Group 5 MBS	\$ 86,557,680	7.00%	7.25% to 9.50%	241 to 360
Group 6 MBS	\$132,855,570	7.00%	7.25% to 9.50%	241 to 360

* As further described in this prospectus supplement, the mortgage loans underlying the Group 1 and Group 2 MBS provide for interest only periods that may range from at least 7 to no more than 10 years following origination. The assumed remaining terms to expiration of the interest only periods for those mortgage loans are set forth below.

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>	<u>Remaining Term to Expiration of Interest Only Period (in months)</u>
Group 1 MBS	\$100,000,000	360	350	10	6.61%	110
Group 2 MBS	\$142,857,143	360	346	14	6.22%	106
Group 3 MBS	\$ 76,056,008	360	257	103	8.05%	N/A
Group 4 MBS	\$ 66,874,845	360	345	14	7.09%	N/A
Group 5 MBS	\$ 86,557,680	360	357	3	8.01%	N/A
Group 6 MBS	\$132,855,570	360	354	6	7.59%	N/A

The actual remaining terms to maturity, loan ages, interest rates and, if applicable, remaining terms to expiration of interest only period 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 April 30, 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 will bear interest at the initial interest rates listed below. During each subsequent interest accrual period, 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>
FM	3.47000%	7.50000%	0.75%	LIBOR + 75 basis points
SM	4.03000%	6.75000%	0.00%	6.75% – LIBOR
FK	3.45000%	7.50000%	0.75%	LIBOR + 75 basis points
SK	4.05000%	6.75000%	0.00%	6.75% – LIBOR
HF	3.62000%	7.00000%	0.90%	LIBOR + 90 basis points
HS	3.38000%	6.10000%	0.00%	6.1% – LIBOR
GF	3.51000%	7.25000%	0.80%	LIBOR + 80 basis points
GS	3.74000%	6.45000%	0.00%	6.45% – LIBOR
KS	26.32500%	43.87500%	0.00%	43.875% – (6.5 × LIBOR)
GT	104.71998%	180.59998%	0.00%	180.59998% – (27.99999716 × 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>	
SM	100% of the FM Class
SK	100% of the FK Class
HS	100% of the HF Class
GS	100% of the GF Class
AI	16.6666662500% of the A Class
LI	9.0909088493% of the AL 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							
<u>Group 1 Classes</u>		<u>0%</u>	<u>100%</u>	<u>250%</u>	<u>441%</u>	<u>700%</u>	<u>900%</u>		
A, AB, AC and AI		13.8	6.5	3.5	2.3	1.6	1.3		
Z.....		25.9	19.6	12.8	8.1	5.1	3.8		
		PSA Prepayment Assumption							
<u>Group 2 Classes</u>		<u>0%</u>	<u>100%</u>	<u>252%</u>	<u>400%</u>	<u>600%</u>			
AL, LA and LI		14.0	6.4	3.3	2.2	1.6			
ZA		26.0	19.4	12.5	8.6	5.7			
		PSA Prepayment Assumption							
<u>Group 3 Classes</u>		<u>0%</u>	<u>100%</u>	<u>343%</u>	<u>600%</u>	<u>800%</u>			
FM and SM.....		21.6	8.8	3.9	2.2	1.5			
		PSA Prepayment Assumption							
<u>Group 4 Classes</u>		<u>0%</u>	<u>100%</u>	<u>300%</u>	<u>632%</u>	<u>900%</u>	<u>1300%</u>		
FK, SK, OK and KS		21.1	10.8	5.0	2.4	1.6	1.1		
		PSA Prepayment Assumption							
<u>Group 5 Classes</u>		<u>0%</u>	<u>100%</u>	<u>300%</u>	<u>500%</u>	<u>736%</u>	<u>1000%</u>	<u>1500%</u>	
HF and HS		21.3	11.6	5.6	3.7	2.7	2.1	1.8	1.5
		PSA Prepayment Assumption							
<u>Group 6 Classes</u>		<u>0%</u>	<u>100%</u>	<u>300%</u>	<u>500%</u>	<u>771%</u>	<u>1000%</u>	<u>1200%</u>	<u>1500%</u>
GF, GS, GO and GT ...		21.3	11.3	5.4	3.5	2.4	1.9	1.6	1.3

* 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 April 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 six groups of Fannie Mae Guaranteed Mortgage Pass-Through Certificates (the “Group 1 MBS,” “Group 2 MBS,” “Group 3 MBS,” “Group 4 MBS,” “Group 5 MBS,” and “Group 6 MBS,” and together, “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 MBS	All Classes of REMIC Certificates other than the R Class	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 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, Principal 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 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 addition, the scheduled monthly payments on the Mortgage Loans underlying the Group 1 and Group 2 MBS represent accrued interest only for periods that may range from at least seven to no more than ten years following origination. Beginning with the first monthly payment following the expiration of the applicable interest only period, the scheduled monthly payment on each of those Mortgage Loans will be increased by an amount sufficient to pay accrued interest and to fully amortize the Mortgage Loan by its scheduled maturity date. See “Risk Factors—Prepayment Factors—Refinance Environment—Fixed-rate and adjustable-rate mortgage loans with long initial interest-only periods may be more likely to be refinanced than other mortgage loans” in the MBS Prospectus.

For additional information, see “Summary—Group 1, Group 2, Group 3, Group 4, Group 5 and Group 6—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 (or added to principal, in the case of the Accrual Classes) on a Distribution Date will consist of one month’s interest on the outstanding balance of that Certificate immediately prior to that Distribution Date. For a description of the Accrual Classes, see “—Accrual Classes” below.

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 Principal Only Classes as delay Classes solely for the purpose of facilitating trading.

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

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 A and Z, in that order, until retired. } Sequential Pay Classes

The “Group 1 Principal Distribution Amount” is the *sum* of the principal then paid on the Group 1 MBS *plus* any interest then accrued and added to the principal balance of the Z Class.

- *Group 2*

The Group 2 Principal Distribution Amount to AL and ZA, in that order, until retired. } Sequential Pay Classes

The “Group 2 Principal Distribution Amount” is the *sum* of the principal then paid on the Group 2 MBS *plus* any interest then accrued and added to the principal balance of the ZA Class.

- *Group 3*

The Group 3 Principal Distribution Amount to FM until retired. } Pass-Through Class

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

- *Group 4*

The Group 4 Principal Distribution Amount to FK and OK, pro rata, until retired. } Pass-Through Classes

The “Group 4 Principal Distribution Amount” is the principal then paid on the Group 4 MBS.

- *Group 5*

The Group 5 Principal Distribution Amount to HF until retired. } Pass-Through Class

The “Group 5 Principal Distribution Amount” is the principal then paid on the Group 5 MBS.

- *Group 6*

The Group 6 Principal Distribution Amount to GF and GO, pro rata, until retired. } Pass-Through Classes

The “Group 6 Principal Distribution Amount” is the principal then paid on the Group 6 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, Group 2,

Group 3, Group 4, Group 5 and Group 6—Assumed Characteristics of the Underlying Mortgage Loans” in this prospectus supplement;

- the Mortgage Loans underlying the Group 1 and Group 2 MBS have the remaining terms to expiration of their interest only periods specified under “Summary—Group 1, Group 2, Group 3, Group 4, Group 5 and Group 6—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 April 30, 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.

Yield Tables

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

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

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

We cannot assure you that

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

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

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

The Inverse Floating Rate Classes. **The yields on the Inverse Floating Rate Classes will be sensitive in varying degrees to the rate of principal payments, including prepayments, of the related Mortgage Loans and to the level of the Index. The 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 applicable tables below, it is possible**

that investors in the Inverse Floating Rate 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 level of the Index, and
- the aggregate purchase prices of those Classes (expressed in each case as a percentage of original principal balance) are as follows:

<u>Class</u>	<u>Price*</u>
SM	8.187500%
SK	8.625000%
HS	6.062500%
GS	7.000000%
KS	134.562500%
GT	281.499981%

* 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 SM 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>343%</u>	<u>600%</u>	<u>800%</u>
1.72%	62.6%	58.7%	38.6%	15.2%	(5.2)%
2.72%	48.1%	44.4%	25.3%	3.0%	(16.4)%
3.72%	34.0%	30.4%	12.3%	(8.9)%	(27.2)%
5.72%	5.1%	2.0%	(14.2)%	(33.0)%	(49.3)%
6.75%	*	*	*	*	*

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption</u>					
	<u>50%</u>	<u>100%</u>	<u>300%</u>	<u>632%</u>	<u>900%</u>	<u>1300%</u>
1.70%	60.8%	57.5%	43.8%	19.2%	(3.1)%	(42.4)%
2.70%	47.0%	43.8%	30.4%	6.1%	(15.8)%	(55.0)%
3.70%	33.6%	30.5%	17.3%	(6.6)%	(28.4)%	(67.6)%
5.70%	7.0%	4.0%	(8.7)%	(31.8)%	(53.4)%	(93.7)%
6.75%	*	*	*	*	*	*

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

LIBOR	PSA Prepayment Assumption							
	50%	100%	300%	500%	736%	1000%	1200%	1500%
1.72%	79.4%	77.1%	67.7%	58.1%	46.5%	33.0%	22.4%	5.8%
2.72%	59.0%	56.6%	46.9%	36.8%	24.6%	10.4%	(0.7)%	(18.1)%
3.72%	39.4%	36.8%	26.5%	15.9%	2.9%	(12.4)%	(24.3)%	(43.0)%
5.72%	(0.2)%	(3.0)%	(14.7)%	(27.1)%	(43.0)%	(63.2)%	(80.0)%	*
6.10%	*	*	*	*	*	*	*	*

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

LIBOR	PSA Prepayment Assumption							
	50%	100%	300%	500%	771%	1000%	1200%	1500%
1.71%	73.2%	70.5%	59.8%	48.6%	32.7%	18.5%	5.5%	(15.6)%
2.71%	55.7%	53.0%	42.1%	30.7%	14.4%	(0.1)%	(13.5)%	(35.3)%
3.71%	38.8%	36.1%	24.9%	13.2%	(3.7)%	(18.8)%	(32.9)%	(55.7)%
5.71%	5.6%	2.7%	(9.2)%	(21.8)%	(40.6)%	(58.3)%	(75.3)%	*
6.45%	*	*	*	*	*	*	*	*

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

LIBOR	PSA Prepayment Assumption					
	50%	100%	300%	632%	900%	1300%
1.70%	24.3%	23.5%	20.2%	14.3%	9.1%	0.1%
2.70%	19.1%	18.3%	15.1%	9.3%	4.2%	(4.7)%
3.70%	13.9%	13.2%	10.1%	4.4%	(0.7)%	(9.3)%
5.70%	3.6%	3.0%	0.1%	(5.3)%	(10.2)%	(18.5)%
6.75%	(1.9)%	(2.4)%	(5.1)%	(10.3)%	(15.1)%	(23.2)%

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

LIBOR	PSA Prepayment Assumption							
	50%	100%	300%	500%	771%	1000%	1200%	1500%
1.71%	49.0%	47.3%	40.3%	33.2%	23.4%	14.9%	7.4%	(4.4)%
2.71%	37.6%	35.8%	28.8%	21.6%	11.7%	3.2%	(4.3)%	(15.9)%
3.71%	26.3%	24.6%	17.5%	10.2%	0.3%	(8.3)%	(15.8)%	(27.3)%
5.71%	3.9%	2.2%	(4.7)%	(12.0)%	(22.2)%	(30.8)%	(38.3)%	(49.7)%
6.45%	(5.9)%	(7.2)%	(13.3)%	(20.2)%	(30.4)%	(39.1)%	(46.6)%	(57.8)%

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

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

<u>Class</u>	<u>Price</u>
OK	78.5%
GO	85.5%

Sensitivity of the OK Class to Prepayments

	<u>PSA Prepayment Assumption</u>					
	<u>50%</u>	<u>100%</u>	<u>300%</u>	<u>632%</u>	<u>900%</u>	<u>1300%</u>
Pre-Tax Yields to Maturity	1.8%	2.4%	5.5%	11.3%	16.6%	25.6%

Sensitivity of the GO Class to Prepayments

	<u>PSA Prepayment Assumption</u>							
	<u>50%</u>	<u>100%</u>	<u>300%</u>	<u>500%</u>	<u>771%</u>	<u>1000%</u>	<u>1200%</u>	<u>1500%</u>
Pre-Tax Yields to Maturity	1.1%	1.4%	3.1%	4.8%	7.0%	8.9%	10.5%	12.9%

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 Mortgage Loans generally can be prepaid at any time without penalty. On the basis of the assumptions described below, the yield to maturity on each Fixed Rate Interest Only Class would be 0% if prepayments of the related Mortgage Loans were to occur at the following constant rates:

<u>Class</u>	<u>% PSA</u>
AI	546% PSA
LI	400% PSA

For either Fixed Rate Interest Only Class, 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 assumption 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>
AI	11.0%
LI	12.0%

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

Sensitivity of the AI Class to Prepayments

	<u>PSA Prepayment Assumption</u>					
	<u>50%</u>	<u>100%</u>	<u>250%</u>	<u>441%</u>	<u>700%</u>	<u>900%</u>
Pre-Tax Yields to Maturity	52.4%	48.1%	33.4%	12.2%	(17.7)%	(39.7)%

Sensitivity of the LI Class to Prepayments

	PSA Prepayment Assumption				
	<u>50%</u>	<u>100%</u>	<u>252%</u>	<u>400%</u>	<u>600%</u>
Pre-Tax Yields to Maturity	42.0%	37.1%	19.6%	0.0%	(28.0)%

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 sequences of distributions of principal of the Group 1 and 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 Trust Assets Specified Below</u>	<u>Original and Remaining Terms to Maturity</u>	<u>Interest Rates</u>
Group 1 MBS	360 months(1)	8.50%
Group 2 MBS	360 months(1)	8.00%
Group 3 MBS	360 months	10.00%
Group 4 MBS	360 months	9.00%
Group 5 MBS	360 months	9.50%
Group 6 MBS	360 months	9.50%

(1) In addition, we have assumed that the Mortgage Loans underlying the Group 1 and Group 2 MBS have a remaining interest only period of 120 months.

It is unlikely that all of the Mortgage Loans will have the interest rates, loan ages, remaining terms to maturity or remaining interest only periods 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	A, AB, AC and AI† Classes						Z Class						AL, LA and LI† Classes					
	PSA Prepayment Assumption						PSA Prepayment Assumption						PSA Prepayment Assumption					
	0%	100%	250%	441%	700%	900%	0%	100%	250%	441%	700%	900%	0%	100%	252%	400%	600%	
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	
April 2009	98	94	88	80	69	61	106	106	106	106	106	106	99	93	85	78	67	
April 2010	97	86	71	52	31	16	113	113	113	113	113	113	97	85	67	51	32	
April 2011	95	77	54	29	4	0	120	120	120	120	120	81	95	76	51	30	8	
April 2012	93	69	40	12	0	0	127	127	127	127	79	37	93	68	36	14	0	
April 2013	91	61	27	0	0	0	135	135	135	128	46	17	92	60	24	*	0	
April 2014	89	53	16	0	0	0	143	143	143	94	27	8	90	52	13	0	0	
April 2015	87	46	6	0	0	0	152	152	152	69	15	4	88	45	4	0	0	
April 2016	85	38	0	0	0	0	161	161	149	51	9	2	85	38	0	0	0	
April 2017	82	31	0	0	0	0	171	171	127	38	5	1	83	30	0	0	0	
April 2018	80	23	0	0	0	0	182	182	105	27	3	*	81	21	0	0	0	
April 2019	74	14	0	0	0	0	193	193	87	19	2	*	75	13	0	0	0	
April 2020	69	6	0	0	0	0	205	205	72	14	1	*	70	5	0	0	0	
April 2021	62	0	0	0	0	0	218	207	59	10	1	*	64	0	0	0	0	
April 2022	56	0	0	0	0	0	231	188	49	7	*	*	57	0	0	0	0	
April 2023	49	0	0	0	0	0	245	169	40	5	*	*	50	0	0	0	0	
April 2024	41	0	0	0	0	0	261	152	32	3	*	*	43	0	0	0	0	
April 2025	33	0	0	0	0	0	277	136	26	2	*	*	35	0	0	0	0	
April 2026	24	0	0	0	0	0	294	121	21	2	*	*	26	0	0	0	0	
April 2027	15	0	0	0	0	0	312	106	17	1	*	*	17	0	0	0	0	
April 2028	5	0	0	0	0	0	331	93	13	1	*	*	8	0	0	0	0	
April 2029	0	0	0	0	0	0	327	80	10	1	*	*	0	0	0	0	0	
April 2030	0	0	0	0	0	0	301	68	8	*	*	*	0	0	0	0	0	
April 2031	0	0	0	0	0	0	274	57	6	*	*	*	0	0	0	0	0	
April 2032	0	0	0	0	0	0	244	46	4	*	*	*	0	0	0	0	0	
April 2033	0	0	0	0	0	0	211	36	3	*	*	*	0	0	0	0	0	
April 2034	0	0	0	0	0	0	176	27	2	*	*	0	0	0	0	0	0	
April 2035	0	0	0	0	0	0	137	18	1	*	*	0	0	0	0	0	0	
April 2036	0	0	0	0	0	0	95	9	1	*	*	0	0	0	0	0	0	
April 2037	0	0	0	0	0	0	50	1	*	*	*	0	0	0	0	0	0	
April 2038	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Weighted Average Life (years)**	13.8	6.5	3.5	2.3	1.6	1.3	25.9	19.6	12.8	8.1	5.1	3.8	14.0	6.4	3.3	2.2	1.6	

* 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	ZA Class					FM and SM [†] Classes					FK, SK [†] , OK and KS Classes					
	PSA Prepayment Assumption					PSA Prepayment Assumption					PSA Prepayment Assumption					
	0%	100%	252%	400%	600%	0%	100%	343%	600%	800%	0%	100%	300%	632%	900%	1300%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
April 2009	106	106	106	106	106	99	92	78	63	51	99	95	87	73	62	45
April 2010	112	112	112	112	112	99	85	61	39	26	99	88	71	45	29	10
April 2011	118	118	118	118	118	98	78	47	25	13	98	82	57	28	13	2
April 2012	125	125	125	125	95	97	72	36	15	7	97	76	46	17	6	*
April 2013	132	132	132	132	61	97	65	28	10	3	96	70	37	10	3	*
April 2014	139	139	139	101	39	96	60	22	6	2	95	65	30	6	1	*
April 2015	147	147	147	77	25	95	54	17	4	1	94	60	24	4	1	*
April 2016	155	155	136	59	16	94	49	13	2	*	92	55	19	2	*	*
April 2017	164	164	115	44	10	92	44	10	1	*	91	51	16	1	*	*
April 2018	173	173	95	33	6	91	39	7	1	*	89	46	12	1	*	*
April 2019	183	183	78	24	4	89	35	5	1	*	88	43	10	1	*	*
April 2020	193	193	64	18	2	88	31	4	*	*	86	39	8	*	*	*
April 2021	204	191	53	13	2	86	27	3	*	*	84	35	6	*	*	0
April 2022	216	173	43	10	1	84	23	2	*	*	82	32	5	*	*	0
April 2023	228	156	35	7	1	82	19	2	*	*	79	29	4	*	*	0
April 2024	241	140	28	5	*	79	16	1	*	*	77	26	3	*	*	0
April 2025	254	124	23	4	*	76	13	1	*	*	74	23	2	*	*	0
April 2026	269	110	18	3	*	73	10	*	*	*	71	21	2	*	*	0
April 2027	284	96	14	2	*	70	7	*	*	*	67	18	1	*	*	0
April 2028	300	84	11	1	*	66	4	*	*	*	64	16	1	*	*	0
April 2029	306	72	9	1	*	62	1	*	*	*	59	14	1	*	*	0
April 2030	282	61	7	1	*	58	0	0	0	0	55	11	1	*	*	0
April 2031	256	50	5	*	*	53	0	0	0	0	50	9	*	*	0	0
April 2032	227	40	4	*	*	47	0	0	0	0	45	8	*	*	0	0
April 2033	196	31	2	*	*	41	0	0	0	0	39	6	*	*	0	0
April 2034	163	22	2	*	*	35	0	0	0	0	32	4	*	*	0	0
April 2035	127	14	1	*	*	27	0	0	0	0	25	3	*	*	0	0
April 2036	88	6	*	*	*	19	0	0	0	0	18	1	*	*	0	0
April 2037	46	0	0	0	0	10	0	0	0	0	9	0	0	0	0	0
April 2038	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	26.0	19.4	12.5	8.6	5.7	21.6	8.8	3.9	2.2	1.5	21.1	10.8	5.0	2.4	1.6	1.1

Date	HF and HS [†] Classes								GF, GS [†] , GO and GT Classes							
	PSA Prepayment Assumption								PSA Prepayment Assumption							
	0%	100%	300%	500%	736%	1000%	1200%	1500%	0%	100%	300%	500%	771%	1000%	1200%	1500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
April 2009	99	97	93	90	85	80	76	70	99	97	92	87	80	74	69	61
April 2010	99	92	81	70	57	45	36	24	99	91	77	65	49	37	27	15
April 2011	98	86	66	48	32	18	10	2	98	84	63	45	26	15	8	1
April 2012	97	80	53	34	18	7	3	*	97	78	51	31	14	6	2	*
April 2013	96	74	43	23	10	3	1	*	96	73	41	21	7	2	1	*
April 2014	95	69	35	16	5	1	*	*	95	67	33	15	4	1	*	*
April 2015	94	64	28	11	3	*	*	*	94	62	27	10	2	*	*	*
April 2016	93	59	23	8	2	*	*	*	93	58	22	7	1	*	*	*
April 2017	92	54	18	5	1	*	*	*	92	53	17	5	1	*	*	*
April 2018	90	50	15	4	*	*	*	0	90	49	14	3	*	*	*	0
April 2019	89	46	12	2	*	*	*	0	89	45	11	2	*	*	*	0
April 2020	87	42	9	2	*	*	*	0	87	41	9	2	*	*	*	0
April 2021	85	39	8	1	*	*	*	0	85	37	7	1	*	*	*	0
April 2022	83	35	6	1	*	*	*	0	83	34	6	1	*	*	*	0
April 2023	81	32	5	1	*	*	*	0	81	31	4	*	*	*	*	0
April 2024	78	29	4	*	*	*	0	0	78	28	4	*	*	*	0	0
April 2025	75	26	3	*	*	*	0	0	75	25	3	*	*	*	0	0
April 2026	72	23	2	*	*	*	0	0	72	22	2	*	*	*	0	0
April 2027	69	21	2	*	*	*	0	0	69	20	2	*	*	*	0	0
April 2028	65	18	1	*	*	*	0	0	65	17	1	*	*	*	0	0
April 2029	61	16	1	*	*	0	0	0	61	15	1	*	*	0	0	0
April 2030	56	14	1	*	*	0	0	0	56	13	1	*	*	0	0	0
April 2031	51	12	1	*	*	0	0	0	51	11	1	*	*	0	0	0
April 2032	46	10	*	*	*	0	0	0	46	9	*	*	*	0	0	0
April 2033	40	8	*	*	*	0	0	0	40	7	*	*	*	0	0	0
April 2034	33	6	*	*	*	0	0	0	33	5	*	*	*	0	0	0
April 2035	26	4	*	*	*	0	0	0	26	4	*	*	*	0	0	0
April 2036	18	3	*	*	*	0	0	0	18	2	*	*	0	0	0	0
April 2037	10	1	*	*	0	0	0	0	10	1	*	*	0	0	0	0
April 2038	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	21.3	11.6	5.6	3.7	2.7	2.1	1.8	1.5	21.3	11.3	5.4	3.5	2.4	1.9	1.6	1.3

* 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 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 the “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, the Principal Only Classes and the Accrual Classes will be issued with original issue discount (“OID”), and certain other Classes of REMIC Certificates may be issued with OID. If a Class is issued with OID, a beneficial owner of a Certificate of that Class generally must recognize some taxable income in advance of the receipt of the cash attributable to that income. See

“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	441% PSA
2	252% PSA
3	343% PSA
4	632% PSA
5	736% PSA
6	771% 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 AB, AI, AC, LA and LI Classes of RCR Certificates are Strip RCR Certificates. The remaining Classes of 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 Goldman Sachs & Co. (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								
A	\$ 80,000,000	AB	\$ 80,000,000	SEQ/AD	5.0%	FIX	31396Y6D9	November 2028
		AI	13,333,333 (3)	NTL	6.0	FIX/IO	31396Y6F4	November 2028
Recombination 2								
A	80,000,000	AC	80,000,000	SEQ/AD	5.5	FIX	31396Y6E7	November 2028
		AI	6,666,667 (3)	NTL	6.0	FIX/IO	31396Y6F4	November 2028
Recombination 3								
AL	112,857,143	LA	112,857,143	SEQ/AD	5.0	FIX	31396Y6G2	February 2029
		LI	10,259,740 (3)	NTL	5.5	FIX/IO	31396Y6H0	February 2029
Recombination 4								
SK	57,958,199 (3)	KS	8,916,646	PT	(4)	INV	31396Y6J6	May 2038
OK	8,916,646							
Recombination 5								
GS	128,274,343 (3)	GT	4,581,227	PT	(4)	INV	31396Y6K3	May 2038
GO	4,581,227							

(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 balances. These Classes are Interest Only Classes. See page S-6 for a description of how their notional balances are calculated.

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

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.

\$605,201,246



**Guaranteed REMIC
Pass-Through Certificates
Fannie Mae REMIC Trust 2008-34**

PROSPECTUS SUPPLEMENT

Goldman Sachs & Co.

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April 23, 2008
