Prospectus Supplement
(To REMIC Prospectus dated August 1, 2007)

$780,032,601

Fannie Mae

Guaranteed REMIC Pass-Through Certificates
Fannie Mae REMIC Trust 2008-59

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 Stripped MBS
- Fannie Mae MBS and
- underlying REMIC certificates backed by Fannie Mae MBS.

The mortgage loans underlying the Fannie Mae Stripped MBS and 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
FD	1	$160,248,378	PT	(2)	FLT	31397LUM9	July 2037
A(3)	2	50,000,000	SEQ	5.25%	FIX	31397LZC6	October 2034
AI(3) ...	2	2,272,727(4)	NTL	5.50	FIX/IO	31397LZD4	October 2034
B	2	19,894,824	SEQ	5.50	FIX	31397LZE2	July 2038
KC	3	100,000,000	SEQ	4.50	FIX	31397LZF9	January 2021
KA	3	39,145,131	SEQ	4.50	FIX	31397LZG7	January 2021
KB	3	46,737,614	SEQ	4.50	FIX	31397LZH5	July 2023
FG	4	40,601,706	SC/PT	(2)	FLT	31397LZJ1	March 2037
SG	4	40,601,706(4)	NTL	(2)	INV/IO	31397LZK8	March 2037
GO	4	1,566,238	SC/PT	0.00	PO	31397LZL6	March 2037
GI	4	42,167,944(4)	NTL	(5)	T/IO	31397LZM4	March 2037
LA(3) ...	5	100,000,000	SEQ/AD	5.00	FIX	31397LZN2	May 2030
LI(3) ...	5	16,666,666(4)	NTL	6.00	FIX/IO	31397LZP7	May 2030
LZ	5	20,000,000	SEQ	6.00	FIX/Z	31397LZQ5	July 2038
GB	6	50,000,000	SEQ	5.25	FIX	31397LZR3	November 2034
GC	6	60,000,000	SEQ	5.25	FIX	31397LZS1	November 2034
GD	6	21,156,055	SEQ	5.25	FIX	31397LZT9	November 2034
IG	6	5,961,638(4)	NTL	5.50	FIX/IO	31397LZU6	November 2034
VA(3) ...	6	15,000,000	SEQ/AD	5.50	FIX	31397LZV4	December 2019
VB(3) ...	6	19,358,584	SEQ/AD	5.50	FIX	31397LZW2	July 2028
VZ(3) ...	6	17,233,113	SEQ	5.50	FIX/Z	31397LZX0	July 2038
FA	6	15,000,038	PT	(2)	FLT	31397LZY8	July 2038
SA	6	4,090,920	PT	(2)	INV	31397LZZ5	July 2038
R		0	NPR	0	NPR	31397LA25	July 2038
RL		0	NPR	0	NPR	31397LA33	July 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-7 for a description of how their notional balances are calculated.
(5) This class is a toggle class. See page S-7 for a description of its interest rate.

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, LB, LC and BE 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 June 27, 2008.

Carefully consider the risk factors on page S-9 of this prospectus supplement and starting on page 10 of the REMIC prospectus. Unless you understand and are able to tolerate these risks, you should not invest in the certificates.

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

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

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

Merrill Lynch & Co.

The date of this Prospectus Supplement is June 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 April 1, 2008 (for all other MBS) (as applicable, the "MBS Prospectus");
- if you are purchasing any Group 1 Class or the R or RL Class, our Prospectus for Fannie Mae Stripped Mortgage-Backed Securities dated May 1, 2002 (for all SMBS issued prior to December 1, 2007) or dated December 1, 2007 (for all other SMBS) (as applicable, the "SMBS Prospectus");
- if you are purchasing any Group 4 Class or the R or RL Class, the disclosure document relating to the underlying REMIC certificates (the "Underlying REMIC Disclosure Document"); and
- any information incorporated by reference in this prospectus supplement as discussed below and under the heading "Incorporation by Reference" in the REMIC Prospectus.

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

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

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

In addition, the Disclosure Documents, together with the class factors, are available on our corporate Web site at www.fanniemae.com.

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

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

RECENT DEVELOPMENTS

On May 19, 2008, Standard & Poor's Ratings Services ("S&P") lowered our "Risk-to-the-Government" rating from "AA−" to "A+" with a negative outlook, and affirmed the "AA−" ratings on our preferred stock and subordinated debt with a negative outlook. S&P also affirmed the "AAA/A-1+" rating on our senior unsecured debt with a stable outlook.

On May 6, 2008, Moody's Investors Service ("Moody's") downgraded our "Bank Financial Strength Rating" from "B+" to "B" with a negative outlook. Moody's also placed a negative outlook on the "Aa3" rating on our preferred stock, and affirmed the rating of "Aaa" on our senior debt and "Aa2" on our subordinated debt with a stable outlook. Also on May 6, 2008, Fitch Ratings placed the "AA−" rating on our preferred stock on "Rating Watch Negative," and affirmed the ratings of "AAA" on our senior unsecured debt and "AA−" on our subordinated debt with a stable outlook.

Although the certificates being offered hereby are not rated, the general market perception of our ability to satisfy our obligations, including our guaranty obligations on the certificates, will affect the liquidity and market value of the certificates. Accordingly, you should consider the potential effect of the recent announcements on the liquidity and market value of your certificates.

SUMMARY

This summary contains only limited information about the certificates. Statistical information in this summary is provided as of June 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

Group	Assets
1	Class 380-IO2 SMBS Certificate Class 380-F7 SMBS Certificate
2	Group 2 MBS
3	Group 3 MBS
4	Class 2007-14-SI REMIC Certificate Class 2007-14-FB REMIC Certificate
5	Group 5 MBS
6	Group 6 MBS

Group 1 and Group 4

Exhibit A describes the Group 1 SMBS and the Group 4 underlying REMIC certificates, including certain information about the related mortgage loans. To learn more about the Group 1 SMBS and the Group 4 underlying REMIC certificates, you should obtain from us the current class factors and the related disclosure documents as described on page S-3.

Group 2, Group 3, Group 5 and Group 6

Characteristics of the Trust MBS

	Approximate Principal Balance	Pass-Through Rate	Range of Weighted Average Coupons or WACs (annual percentages)	Range of Weighed Average Remaining Terms to Maturity or WAMs (in months)
Group 2 MBS	$ 69,894,824	5.50%	5.75% to 8.00%	241 to 360
Group 3 MBS	$185,882,745	4.50%	4.75% to 7.00%	100 to 180
Group 5 MBS*	$120,000,000	6.00%	6.25% to 8.50%	241 to 360
Group 6 MBS	$201,838,710	5.50%	5.75% to 8.00%	241 to 360

* As further described in this prospectus supplement, the mortgage loans underlying the Group 5 MBS provide for interest only periods that may range from at least 7 to no more than 10 years following origination. The assumed remaining term to expiration of the interest only periods for these mortgage loans is set forth below.

Assumed Characteristics of the Underlying Mortgage Loans

	Principal Balance	Original Term to Maturity (in months)	Remaining Term to Maturity (in months)	Loan Age (in months)	Interest Rate	Remaining Term to Expiration of Interest Only Period (in months)
Group 2 MBS	$ 69,894,824	360	321	36	6.000%	N/A
Group 3 MBS	$185,882,745	180	117	58	5.000%	N/A
Group 5 MBS	$120,000,000	360	350	10	6.600%	110
Group 6 MBS	$201,838,710	360	319	37	5.989%	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 Trust MBS will differ from those shown above, perhaps significantly.

Settlement Date

We expect to issue the certificates on June 27, 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:

Fed Book-Entry	Physical
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 FA and SA Classes will bear interest at the initial interest rates listed below. The initial interest rates listed below for the FD, FG, SG and GI Classes are assumed interest rates. During each subsequent interest accrual period, the floating rate, inverse floating rate and toggle classes will bear interest based on the formulas indicated below, but always subject to the specified maximum and minimum interest rates:

Class	Initial Interest Rate	Maximum Interest Rate	Minimum Interest Rate	Formula for Calculation of Interest Rate (1)
FD	3.1425% (2)	7.25000%	0.75%	LIBOR + 75 basis points
FG	3.4000% (2)	7.00000%	0.95%	LIBOR + 95 basis points
SG	3.6000% (2)	6.05000%	0.00%	6.05% − LIBOR
GI	0.0000% (2)	0.01000%	0.00%	(3)
FA	3.4270%	7.00000%	0.95%	LIBOR + 95 basis points
SA	13.1010%	22.18333%	0.00%	22.18333% − (3.66666618 × LIBOR)

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

(2) We will calculate the actual initial interest rates for these classes on June 23, 2008 using the applicable formulas.

(3) The applicable interest rate for the GI Class during each interest accrual period will be determined as follows:

If LIBOR is:	Applicable Rate or Formula
Less than or equal to 6.39%	0.00%
Greater than 6.39% and less than 6.40%	LIBOR − 6.39%
Equal to or greater than 6.40%	0.01%

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:

Class	
AI	4.545454% of the A Class
SG	100% of the FG Class
GI	100% of the Group 4 Underlying REMIC Certificates
LI	16.666666% of the LA Class
IG	4.5454538870% of the *sum* of the GB, GC and GD Classes

Distributions of Principal

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

Weighted Average Lives (years)*

	PSA Prepayment Assumption					
Group 1 Class	0%	100%	250%	460%	750%	1000%
FD	20.2	10.5	5.6	3.1	1.8	1.3

	PSA Prepayment Assumption				
Group 2 Classes	0%	100%	185%	350%	500%
A, AI and AB	17.4	6.0	3.7	2.0	1.4
B	28.3	19.5	14.5	8.7	6.0

Group 3 Classes	PSA Prepayment Assumption				
	0%	100%	156%	325%	500%
KC and KA	7.2	3.1	2.6	1.7	1.2
KB	13.8	8.1	7.7	6.2	4.9

Group 4 Classes	PSA Prepayment Assumption					
	0%	100%	250%	378%	600%	800%
FG, SG, GO and GI	21.4	11.6	6.1	4.1	2.5	1.8

Group 5 Classes	PSA Prepayment Assumption					
	0%	100%	250%	400%	600%	800%
LA, LI, LB and LC	14.9	7.1	3.8	2.6	1.9	1.5
LZ	26.4	20.4	13.5	9.3	6.3	4.7

Group 6 Classes	PSA Prepayment Assumption				
	0%	100%	185%	350%	500%
GB, GC, GD and IG	17.5	6.0	3.7	2.0	1.4
VA	6.3	6.3	6.1	4.4	3.3
VB	16.1	14.4	10.7	6.6	4.7
VZ	28.3	20.6	16.9	11.2	8.1
FA and SA	20.5	9.8	6.8	3.9	2.7
BE	28.3	19.4	14.5	8.7	6.0

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

ADDITIONAL RISK FACTOR

Slight changes in LIBOR may significantly affect the yield on the toggle class. The yield on the toggle class may be extremely sensitive to certain changes in monthly LIBOR values. In particular, the toggle class may experience dramatic declines in its yield as a result of certain changes in LIBOR, even if those changes are slight. For an illustration of this sensitivity, see the related yield table in this prospectus supplement.

Moreover, the initial interest rate on the toggle class will be 0%, and this rate may continue to be in effect for an indefinite period of time. As a result, the toggle class may receive no distributions for an extended period.

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 June 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:

- certain Fannie Mae Stripped Mortgage-Backed Securities (the "Group 1 SMBS"),
- four groups of Fannie Mae Guaranteed Mortgage Pass-Through Certificates (the "Group 2 MBS," "Group 3 MBS," "Group 5 MBS" and "Group 6 MBS," and together, the "Trust MBS"), and
- certain previously issued REMIC certificates (the "Group 4 Underlying REMIC Certificates") issued from the related Fannie Mae REMIC trust (the "Underlying REMIC Trust") as further described in Exhibit A.

The Group 1 SMBS represent beneficial ownership interests in certain principal and interest distributions on mortgage loans underlying certain Fannie Mae Guaranteed Mortgage Pass-Through Certificates. The Group 1 SMBS are further described in Exhibit A.

The Group 4 Underlying REMIC Certificates evidence direct or indirect beneficial ownership interests in certain Fannie Mae Guaranteed Mortgage Pass-Through Certificates (together with the Trust MBS and the Fannie Mae Guaranteed Mortgage Pass-Through Certificates backing the Group 1 SMBS, 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."

REMIC Designation	Assets	Regular Interests	Residual Interest
Lower Tier REMIC	Group 1 SMBS, Trust MBS and Group 4 Underlying REMIC Certificates	Interests in the Lower Tier REMIC other than the RL Class (the "Lower Tier Regular Interests")	RL
Upper Tier REMIC	Lower Tier Regular Interests	All Classes of REMIC Certificates other than the R and RL Classes	R

Fannie Mae Guaranty. For a description of our guaranties of the Certificates, the MBS, the Group 1 SMBS and the Group 4 Underlying REMIC Certificates, see "Description of the Certificates—Fannie Mae Guaranty" in the REMIC Prospectus, "Description of the Certificates—Fannie Mae Guaranty" in the MBS Prospectus, "Description of the Certificates—General—*Fannie Mae Guaranty*" in the Underlying REMIC Disclosure Document and "Description of the SMBS Certificates—Fannie Mae Guaranty" in the SMBS Prospectus. Our guaranties are not backed by the full faith and credit of the United States.

Characteristics of Certificates. Except as specified below, we will issue the Certificates in book-entry form on the book-entry system of the U.S. Federal Reserve Banks. Entities whose names appear on the book-entry records of a Federal Reserve Bank as having had Certificates deposited in their accounts are "Holders" or "Certificateholders."

We will issue the Residual 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:

Classes	Denominations
Interest Only, Principal Only, Inverse Floating Rate and Toggle Classes	$100,000 minimum plus whole dollar increments
All other Classes (except the R and RL Classes)	$1,000 minimum plus whole dollar increments

The Group 1 SMBS

The general characteristics of the Group 1 SMBS are described in the SMBS Prospectus. The Group 1 SMBS provide that interest and principal on the Mortgage Loans underlying the related MBS are passed through monthly. See Exhibit A for additional information about the Group 1 SMBS.

For further information about the Group 1 SMBS, telephone us at 1-800-237-8627. Additional information about the Group 1 SMBS is also available at http://sls.fanniemae.com/slsSearch/Home.do.

The Trust MBS

The Trust MBS provide that principal and interest on the related Mortgage Loans are passed through monthly. The Mortgage Loans underlying the Trust MBS are conventional, fixed-rate, fully-amortizing mortgage loans secured by first mortgages or deeds of trust on single-family residential properties. These Mortgage Loans have original maturities of up to 30 years in the case of the Group 2, Group 5 and Group 6 MBS, and up to 15 years in the case of the Group 3 MBS.

In addition, the scheduled monthly payments on the Mortgage Loans underlying the Group 5 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 2, Group 3, Group 5 and Group 6—Characteristics of the Trust MBS" and "—Assumed Characteristics of the Underlying Mortgage Loans" in this prospectus supplement and "The Mortgage Pools" and "Yield, Maturity, and Prepayment Considerations" in the MBS Prospectus.

The Group 4 Underlying REMIC Certificates

The Group 4 Underlying REMIC Certificates represent beneficial ownership interests in the related Underlying REMIC Trust. The assets of that trust consist of MBS (or beneficial ownership interests in MBS) having the general characteristics set forth in the MBS Prospectus. Each MBS evidences beneficial ownership interests in a pool of conventional, fixed-rate, fully-amortizing mortgage loans secured by first mortgages or deeds of trust on single-family residential properties, as described under "The Mortgage Pools" and "Yield, Maturity, and Prepayment Considerations" in the MBS Prospectus.

The Mortgage Loans backing the Group 4 Underlying REMIC Certificates provide for interest only periods that may range from at least 7 to no more than 10 years following origination. See "Risk Factors—Prepayment Factors—*Refinance Environment*—Fixed-rate and adjustable-rate mortgage loans with long initial interest-only payment periods may be more likely to be refinanced than other mortgage loans" in the MBS Prospectus.

Distributions on the Group 4 Underlying REMIC Certificates will be passed through monthly, beginning in the month after we issue the Certificates. The general characteristics of the Group 4 Underlying REMIC Certificates are described in the related Underlying REMIC Disclosure Document. See Exhibit A for certain additional information about the Group 4 Underlying REMIC Certificates.

For further information about the Group 4 Underlying REMIC Certificates telephone us at 1-800-237-8627. Additional information about the Group 4 Underlying REMIC Certificates is also available at http://sls.fanniemae.com/slsSearch/Home.do. There may have been material changes in facts and circumstances since the date we prepared the Underlying REMIC Disclosure Document. These may include changes in prepayment speeds, prevailing interest rates and other economic factors. As a result, the usefulness of the information set forth in that document may be limited.

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:

Delay Classes	No-Delay Classes
Fixed Rate Classes	Floating Rate, Inverse Floating Rate and Toggle Classes

The Dealer will treat the GO Class as a no-delay Class solely for the purpose of facilitating trading.

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

Accrual Classes. The LZ and VZ 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 FD until retired.	**Pass-Through Class**

The "Group 1 Principal Distribution Amount" is the principal then paid on the Group 1 SMBS.

- *Group 2*

The Group 2 Principal Distribution Amount to A and B, in that order, until retired.	**Sequential Pay Classes**

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

- *Group 3*

The Group 3 Principal Distribution Amount as follows:

1. To KC and KA, pro rata, until retired. 2. To KB until retired.	**Sequential Pay Classes**

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 FG and GO, pro rata, until retired.	**Structured Collateral / Pass-Through Classes**

The "Group 4 Principal Distribution Amount" is the principal then paid on the Group 4 Underlying REMIC Certificates.

• *Group 5*

The Group 5 Principal Distribution Amount to LA and LZ, in that order, until retired. Sequential Pay Classes

The "Group 5 Principal Distribution Amount" is the *sum* of the principal then paid on the Group 5 MBS *plus* any interest then accrued and added to the principal balance of the LZ Class.

• *Group 6*

The VZ Accrual Amount to VA and VB, in that order, until retired, and thereafter to VZ. Accretion Directed Classes and Accrual Class

The Group 6 Cash Flow Distribution Amount as follows:

—9.4585216087% to FA and SA, pro rata, until retired, and Pass-Through Classes

—90.5414783913% in the following priority:

first, to GB, GC and GD, pro rata, until retired; and

second, to VA, VB and VZ, in that order, until retired. Sequential Pay Classes

The "VZ Accrual Amount" is any interest then accrued and added to the principal balance of the VZ Class.

The "Group 6 Cash Flow 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 actual characteristics of each pool of Mortgage Loans backing the Group 1 SMBS and the Group 4 Underlying REMIC Certificates and the following assumptions (such characteristics and assumptions, collectively, the "Pricing Assumptions"):

- the Mortgage Loans underlying the Trust MBS have the original terms to maturity, remaining terms to maturity, loan ages and interest rates specified under "Summary—Group 2, Group 3, Group 5 and Group 6—Assumed Characteristics of the Underlying Mortgage Loans" in this prospectus supplement;
- all of the Mortgage Loans underlying the Group 5 MBS have the remaining term to expiration of their interest only periods specified under "Summary—Group 2, Group 3, 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 June 27, 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 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:**

Class	% PSA
AI	241% PSA
LI	385% PSA
IG	242% PSA

For any 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:

Class	Price*
AI	15.609375%
LI	15.812500%
IG	15.609375%

* 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

	PSA Prepayment Assumption				
	50%	100%	185%	350%	500%
Pre-Tax Yields to Maturity	28.4%	22.2%	9.7%	(20.8)%	(52.0)%

Sensitivity of the LI Class to Prepayments

	PSA Prepayment Assumption					
	50%	100%	250%	400%	600%	800%
Pre-Tax Yields to Maturity	34.0%	29.7%	14.9%	(1.7)%	(24.7)%	(47.0)%

Sensitivity of the IG Class to Prepayments

	PSA Prepayment Assumption				
	50%	100%	185%	350%	500%
Pre-Tax Yields to Maturity	28.3%	22.2%	9.7%	(20.5)%	(51.6)%

The Inverse Floating Rate and Toggle Classes. **The yields on the Inverse Floating Rate and Toggle Classes will be sensitive in varying degrees to the rate of principal payments, including prepayments, of the related Mortgage Loans and to the level of the Index. The Mortgage Loans generally can be prepaid at any time without penalty. In addition, the rate of principal payments (including prepayments) of the Mortgage Loans is likely to vary, and may vary considerably, from pool to pool. As illustrated in the applicable tables below, it is possible that investors in the SG and GI 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 following yield tables has been prepared on the basis of the Pricing Assumptions and the assumptions that

- the interest rates for the Inverse Floating Rate and Toggle 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:

Class	Price*
SG	5.015625%
GI	0.003906%
SA	100.500000%

* 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 SG Class to Prepayments and LIBOR
(Pre-Tax Yields to Maturity)

	PSA Prepayment Assumption					
LIBOR	50%	100%	250%	378%	600%	800%
0.45%	132.3%	128.2%	115.8%	104.7%	84.3%	64.3%
2.45%	79.8%	76.1%	64.9%	54.8%	36.3%	18.1%
4.45%	31.8%	28.5%	18.3%	9.1%	(7.8)%	(24.4)%
6.05%	*	*	*	*	*	*

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

	PSA Prepayment Assumption					
LIBOR	50%	100%	250%	378%	600%	800%
6.390% and below	*	*	*	*	*	*
6.395%	145.9%	141.8%	129.0%	117.5%	96.5%	76.0%
6.400% and above	341.1%	335.5%	318.1%	302.6%	274.3%	246.8%

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

	PSA Prepayment Assumption				
LIBOR	50%	100%	185%	350%	500%
0.477%	21.0%	21.0%	20.9%	20.8%	20.7%
2.477%	13.4%	13.3%	13.3%	13.3%	13.2%
4.477%	5.8%	5.8%	5.9%	5.9%	5.9%
6.050%	0.0%	0.1%	0.1%	0.1%	0.2%

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 yield to investors in the Principal Only Class.**

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 Principal Only Class (expressed as a percentage of original principal balance) is as follows:

Class	Price
GO	70.0%

Sensitivity of the GO Class to Prepayments

	PSA Prepayment Assumption					
	50%	100%	250%	378%	600%	800%
Pre-Tax Yields to Maturity	2.5%	3.4%	6.9%	10.5%	17.3%	24.2%

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 2, Group 3, Group 5 and Group 6 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.

Mortgage Loans Relating to Trust Assets Specified Below	Original Terms to Maturity	Remaining Terms to Maturity	Interest Rates
Group 1 SMBS	360 months	348 months	9.00%
Group 2 MBS	360 months	360 months	8.00%
Group 3 MBS	180 months	180 months	7.00%
Group 4 Underlying REMIC Certificates	360 months	344 months(1)	8.50%
Group 5 MBS	360 months	360 months(2)	8.50%
Group 6 MBS	360 months	360 months	8.00%

(1) In addition, we have assumed that the Mortgage Loans backing the Group 4 Underlying REMIC Certificates have remaining interest only periods of 104 months.
(2) In addition, we have assumed that the Mortgage Loans backing the Group 5 MBS have remaining interest only periods of 120 months.

It is unlikely that all of the Mortgage Loans will have the loan ages, interest rates, remaining terms to maturity or, if applicable, 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	FD Class PSA Prepayment Assumption 0%	100%	250%	460%	750%	1000%
Initial Percent	100	100	100	100	100	100
June 2009	99	94	86	75	60	47
June 2010	98	87	72	54	33	19
June 2011	98	81	60	38	18	7
June 2012	97	75	51	27	10	3
June 2013	95	69	42	19	5	1
June 2014	94	64	35	14	3	*
June 2015	93	59	29	10	2	*
June 2016	92	54	25	7	1	*
June 2017	90	50	20	5	*	*
June 2018	88	45	17	3	*	*
June 2019	87	41	14	2	*	*
June 2020	84	38	11	2	*	*
June 2021	82	34	9	1	*	*
June 2022	80	31	8	1	*	*
June 2023	77	28	6	1	*	*
June 2024	74	25	5	*	*	*
June 2025	71	22	4	*	*	*
June 2026	68	20	3	*	*	*
June 2027	64	17	3	*	*	*
June 2028	60	15	2	*	*	0
June 2029	55	13	2	*	*	0
June 2030	50	10	1	*	*	0
June 2031	45	9	1	*	*	0
June 2032	39	7	1	*	*	0
June 2033	33	5	*	*	*	0
June 2034	25	3	*	*	*	0
June 2035	18	2	*	*	0	0
June 2036	9	*	*	*	0	0
June 2037	0	0	0	0	0	0
June 2038	0	0	0	0	0	0
Weighted Average Life (years)**	20.2	10.5	5.6	3.1	1.8	1.3

Date	A, AI† and AB Classes PSA Prepayment Assumption 0%	100%	185%	350%	500%
Initial Percent	100	100	100	100	100
June 2009	99	90	83	69	57
June 2010	98	80	67	45	27
June 2011	96	71	54	26	6
June 2012	95	62	42	11	0
June 2013	93	54	31	0	0
June 2014	91	46	22	0	0
June 2015	89	39	13	0	0
June 2016	87	32	6	0	0
June 2017	85	26	0	0	0
June 2018	83	20	0	0	0
June 2019	80	14	0	0	0
June 2020	77	9	0	0	0
June 2021	74	4	0	0	0
June 2022	71	0	0	0	0
June 2023	68	0	0	0	0
June 2024	64	0	0	0	0
June 2025	59	0	0	0	0
June 2026	55	0	0	0	0
June 2027	50	0	0	0	0
June 2028	45	0	0	0	0
June 2029	39	0	0	0	0
June 2030	33	0	0	0	0
June 2031	26	0	0	0	0
June 2032	19	0	0	0	0
June 2033	11	0	0	0	0
June 2034	2	0	0	0	0
June 2035	0	0	0	0	0
June 2036	0	0	0	0	0
June 2037	0	0	0	0	0
June 2038	0	0	0	0	0
Weighted Average Life (years)**	17.4	6.0	3.7	2.0	1.4

Date	B Class PSA Prepayment Assumption 0%	100%	185%	350%	500%
Initial Percent	100	100	100	100	100
June 2009	100	100	100	100	100
June 2010	100	100	100	100	100
June 2011	100	100	100	100	100
June 2012	100	100	100	100	79
June 2013	100	100	100	99	54
June 2014	100	100	100	76	37
June 2015	100	100	100	59	25
June 2016	100	100	100	45	17
June 2017	100	100	100	35	12
June 2018	100	100	86	26	8
June 2019	100	100	74	20	5
June 2020	100	100	63	15	4
June 2021	100	100	53	12	2
June 2022	100	99	45	9	2
June 2023	100	88	38	6	1
June 2024	100	78	32	5	1
June 2025	100	68	26	4	*
June 2026	100	59	22	3	*
June 2027	100	50	17	2	*
June 2028	100	42	14	1	*
June 2029	100	35	11	1	*
June 2030	100	28	8	1	*
June 2031	100	21	6	*	*
June 2032	100	15	4	*	*
June 2033	100	9	2	*	*
June 2034	100	4	1	*	*
June 2035	82	0	0	0	0
June 2036	57	0	0	0	0
June 2037	30	0	0	0	0
June 2038	0	0	0	0	0
Weighted Average Life (years)**	28.3	19.5	14.5	8.7	6.0

Date	KC and KA Classes PSA Prepayment Assumption 0%	100%	156%	325%	500%
Initial Percent	100	100	100	100	100
June 2009	95	82	78	65	52
June 2010	89	65	58	38	21
June 2011	83	49	40	18	*
June 2012	77	34	25	3	0
June 2013	70	20	11	0	0
June 2014	62	7	0	0	0
June 2015	54	0	0	0	0
June 2016	46	0	0	0	0
June 2017	37	0	0	0	0
June 2018	27	0	0	0	0
June 2019	17	0	0	0	0
June 2020	5	0	0	0	0
June 2021	0	0	0	0	0
June 2022	0	0	0	0	0
June 2023	0	0	0	0	0
June 2024	0	0	0	0	0
June 2025	0	0	0	0	0
June 2026	0	0	0	0	0
June 2027	0	0	0	0	0
June 2028	0	0	0	0	0
June 2029	0	0	0	0	0
June 2030	0	0	0	0	0
June 2031	0	0	0	0	0
June 2032	0	0	0	0	0
June 2033	0	0	0	0	0
June 2034	0	0	0	0	0
June 2035	0	0	0	0	0
June 2036	0	0	0	0	0
June 2037	0	0	0	0	0
June 2038	0	0	0	0	0
Weighted Average Life (years)**	7.2	3.1	2.6	1.7	1.2

Date	KB Class PSA Prepayment Assumption 0%	100%	156%	325%	500%
Initial Percent	100	100	100	100	100
June 2009	100	100	100	100	100
June 2010	100	100	100	100	100
June 2011	100	100	100	100	100
June 2012	100	100	100	100	62
June 2013	100	100	100	74	37
June 2014	100	100	98	48	21
June 2015	100	86	67	29	11
June 2016	100	53	39	15	5
June 2017	100	22	16	5	2
June 2018	100	0	0	0	0
June 2019	100	0	0	0	0
June 2020	100	0	0	0	0
June 2021	80	0	0	0	0
June 2022	41	0	0	0	0
June 2023	0	0	0	0	0
June 2024	0	0	0	0	0
June 2025	0	0	0	0	0
June 2026	0	0	0	0	0
June 2027	0	0	0	0	0
June 2028	0	0	0	0	0
June 2029	0	0	0	0	0
June 2030	0	0	0	0	0
June 2031	0	0	0	0	0
June 2032	0	0	0	0	0
June 2033	0	0	0	0	0
June 2034	0	0	0	0	0
June 2035	0	0	0	0	0
June 2036	0	0	0	0	0
June 2037	0	0	0	0	0
June 2038	0	0	0	0	0
Weighted Average Life (years)**	13.8	8.1	7.7	6.2	4.9

Date	FG, SG†, GO and GI† Classes PSA Prepayment Assumption 0%	100%	250%	378%	600%	800%
Initial Percent	100	100	100	100	100	100
June 2009	100	95	88	82	71	61
June 2010	100	89	75	63	46	32
June 2011	100	84	64	49	29	17
June 2012	100	79	54	38	19	9
June 2013	100	74	46	29	12	4
June 2014	100	70	39	23	8	2
June 2015	100	66	33	17	5	1
June 2016	100	62	28	14	3	1
June 2017	99	57	24	10	2	*
June 2018	97	53	20	8	1	*
June 2019	95	48	16	6	1	*
June 2020	93	44	13	4	*	*
June 2021	90	40	11	3	*	*
June 2022	87	36	9	2	*	*
June 2023	84	32	7	2	*	*
June 2024	81	29	6	1	*	*
June 2025	77	26	5	1	*	*
June 2026	73	23	4	1	*	*
June 2027	68	20	3	1	*	*
June 2028	64	17	2	*	*	*
June 2029	59	15	2	*	*	*
June 2030	53	12	1	*	*	*
June 2031	47	10	1	*	*	*
June 2032	40	8	1	*	*	*
June 2033	33	6	1	*	*	*
June 2034	25	4	*	*	*	0
June 2035	16	3	*	*	*	0
June 2036	7	1	*	*	*	0
June 2037	0	0	0	0	0	0
June 2038	0	0	0	0	0	0
Weighted Average Life (years)**	21.4	11.6	6.1	4.1	2.5	1.8

Date	LA, LI†, LB and LC Classes PSA Prepayment Assumption 0%	100%	250%	400%	600%	800%
Initial Percent	100	100	100	100	100	100
June 2009	99	95	89	83	75	67
June 2010	97	87	72	58	42	26
June 2011	96	79	57	38	17	2
June 2012	95	71	43	21	1	0
June 2013	93	64	31	9	0	0
June 2014	91	57	21	0	0	0
June 2015	90	50	12	0	0	0
June 2016	88	43	3	0	0	0
June 2017	86	37	0	0	0	0
June 2018	84	29	0	0	0	0
June 2019	79	21	0	0	0	0
June 2020	74	14	0	0	0	0
June 2021	69	6	0	0	0	0
June 2022	63	0	0	0	0	0
June 2023	57	0	0	0	0	0
June 2024	50	0	0	0	0	0
June 2025	43	0	0	0	0	0
June 2026	35	0	0	0	0	0
June 2027	27	0	0	0	0	0
June 2028	18	0	0	0	0	0
June 2029	8	0	0	0	0	0
June 2030	0	0	0	0	0	0
June 2031	0	0	0	0	0	0
June 2032	0	0	0	0	0	0
June 2033	0	0	0	0	0	0
June 2034	0	0	0	0	0	0
June 2035	0	0	0	0	0	0
June 2036	0	0	0	0	0	0
June 2037	0	0	0	0	0	0
June 2038	0	0	0	0	0	0
Weighted Average Life (years)**	14.9	7.1	3.8	2.6	1.9	1.5

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

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

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

Date	LZ Class						GB, GC, GD and IG† Classes					VA Class					VB Class				
	PSA Prepayment Assumption						PSA Prepayment Assumption					PSA Prepayment Assumption					PSA Prepayment Assumption				
	0%	100%	250%	400%	600%	800%	0%	100%	185%	350%	500%	0%	100%	185%	350%	500%	0%	100%	185%	350%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
June 2009	106	106	106	106	106	106	99	90	83	69	57	94	94	94	94	94	100	100	100	100	100
June 2010	113	113	113	113	113	113	98	80	67	45	27	87	87	87	87	87	100	100	100	100	100
June 2011	120	120	120	120	120	120	96	71	54	26	6	79	79	79	79	79	100	100	100	100	100
June 2012	127	127	127	127	127	66	95	62	42	11	0	72	72	72	72	*	100	100	100	100	100
June 2013	135	135	135	135	84	34	93	54	31	0	0	64	64	64	61	0	100	100	100	100	27
June 2014	143	143	143	135	54	18	91	46	22	0	0	55	55	55	0	0	100	100	100	80	0
June 2015	152	152	152	103	34	9	90	39	14	0	0	46	46	46	0	0	100	100	100	26	0
June 2016	161	161	161	78	22	5	87	32	6	0	0	37	37	37	0	0	100	100	100	0	0
June 2017	171	171	152	59	14	3	85	26	*	0	0	27	27	27	0	0	100	100	100	0	0
June 2018	182	182	127	44	9	1	83	20	0	0	0	16	16	0	0	0	100	100	76	0	0
June 2019	193	193	105	33	6	1	80	14	0	0	0	5	5	0	0	0	100	100	34	0	0
June 2020	205	205	86	24	3	*	78	9	0	0	0	0	0	0	0	0	95	95	0	0	0
June 2021	218	218	71	18	2	*	74	4	0	0	0	0	0	0	0	0	85	85	0	0	0
June 2022	231	225	58	13	1	*	71	0	0	0	0	0	0	0	0	0	75	72	0	0	0
June 2023	245	203	48	9	1	*	68	0	0	0	0	0	0	0	0	0	64	31	0	0	0
June 2024	261	183	39	7	*	*	64	0	0	0	0	0	0	0	0	0	52	0	0	0	0
June 2025	277	163	31	5	*	*	60	0	0	0	0	0	0	0	0	0	40	0	0	0	0
June 2026	294	145	25	4	*	*	55	0	0	0	0	0	0	0	0	0	27	0	0	0	0
June 2027	312	128	20	3	*	*	50	0	0	0	0	0	0	0	0	0	14	0	0	0	0
June 2028	331	111	16	2	*	*	45	0	0	0	0	0	0	0	0	0	0	0	0	0	0
June 2029	351	96	12	1	*	*	39	0	0	0	0	0	0	0	0	0	0	0	0	0	0
June 2030	362	82	9	1	*	*	33	0	0	0	0	0	0	0	0	0	0	0	0	0	0
June 2031	329	68	7	1	*	*	26	0	0	0	0	0	0	0	0	0	0	0	0	0	0
June 2032	293	55	5	*	*	*	19	0	0	0	0	0	0	0	0	0	0	0	0	0	0
June 2033	254	43	4	*	*	*	11	0	0	0	0	0	0	0	0	0	0	0	0	0	0
June 2034	211	32	2	*	*	*	3	0	0	0	0	0	0	0	0	0	0	0	0	0	0
June 2035	165	21	1	*	*	*	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
June 2036	115	11	1	*	*	*	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
June 2037	60	2	*	*	*	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
June 2038	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	26.4	20.4	13.5	9.3	6.3	4.7	17.5	6.0	3.7	2.0	1.4	6.3	6.3	6.1	4.4	3.3	16.1	14.4	10.7	6.6	4.7

Date	VZ Class					FA and SA Classes					BE Class				
	PSA Prepayment Assumption					PSA Prepayment Assumption					PSA Prepayment Assumption				
	0%	100%	185%	350%	500%	0%	100%	185%	350%	500%	0%	100%	185%	350%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
June 2009	106	106	106	106	106	99	93	87	78	69	100	100	100	100	100
June 2010	112	112	112	112	112	98	85	76	60	47	100	100	100	100	100
June 2011	118	118	118	118	118	97	79	67	47	33	100	100	100	100	100
June 2012	125	125	125	125	125	96	73	58	36	22	100	100	100	100	79
June 2013	132	132	132	132	132	95	67	51	28	15	100	100	100	99	54
June 2014	139	139	139	139	111	94	61	44	22	10	100	100	100	77	37
June 2015	147	147	147	147	76	92	56	38	17	7	100	100	100	59	25
June 2016	155	155	155	136	52	91	51	33	13	5	100	100	100	45	17
June 2017	164	164	164	104	35	89	47	28	10	3	100	100	100	35	12
June 2018	173	173	173	79	24	88	43	24	7	2	100	100	86	26	8
June 2019	183	183	183	60	16	86	39	21	6	2	100	100	74	20	5
June 2020	193	193	189	46	11	84	35	18	4	1	100	100	63	15	4
June 2021	204	204	160	35	7	82	31	15	3	1	100	100	54	12	2
June 2022	216	216	136	26	5	79	28	13	2	*	100	99	45	9	2
June 2023	228	228	114	19	3	77	25	11	2	*	100	88	38	6	1
June 2024	241	232	95	14	2	74	22	9	1	*	100	78	32	5	1
June 2025	254	203	79	11	1	71	19	7	1	*	100	68	26	4	*
June 2026	269	176	64	8	1	68	17	6	1	*	100	59	21	3	*
June 2027	284	150	52	6	1	64	14	5	1	*	100	50	17	2	*
June 2028	299	126	41	4	*	60	12	4	*	*	100	42	14	1	*
June 2029	299	103	32	3	*	56	10	3	*	*	100	34	11	1	*
June 2030	299	82	24	2	*	52	8	2	*	*	100	27	8	1	*
June 2031	299	62	17	1	*	47	6	2	*	*	100	21	6	*	*
June 2032	299	43	11	1	*	42	4	1	*	*	100	14	4	*	*
June 2033	299	26	6	*	*	36	2	1	*	*	100	9	2	*	*
June 2034	299	9	2	*	*	30	1	*	*	*	100	3	1	*	*
June 2035	248	0	0	0	0	23	0	0	0	0	83	0	0	0	0
June 2036	172	0	0	0	0	16	0	0	0	0	57	0	0	0	0
June 2037	89	0	0	0	0	8	0	0	0	0	30	0	0	0	0
June 2038	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	28.3	20.6	16.9	11.2	8.1	20.5	9.8	6.8	3.9	2.7	28.3	19.4	14.5	8.7	6.0

* 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 Notional Classes, the Principal Only Class 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:

Group	Prepayment Assumption
1	460% PSA
2	185% PSA
3	156% PSA
4	378% PSA
5	400% PSA
6	185% 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. 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 Merrill Lynch, Pierce, Fenner & Smith Incorporated (the "Dealer") in exchange for the Group 1 SMBS, the Trust MBS and the Group 4 Underlying REMIC Certificates. The Dealer proposes to offer the Certificates directly to the public from time to time in negotiated transactions at varying prices to be determined at the time of sale. The Dealer may effect these transactions to or through other dealers.

LEGAL MATTERS

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

Exhibit A

Group 1 SMBS

Underlying SMBS Trust	Class	Date of Issue	CUSIP Number	Interest Rate	Interest Type(1)	Final Distribution Date	Principal Type(1)	Original Principal or Notional Principal Balance of Class	June 2008 Class Factor	Principal or Notional Principal Balance in the Lower Tier REMIC	Approximate Weighted Average WAC	Approximate Weighted Average WAM (in months)	Approximate Weighted Average WALA (in months)
380	IO2	June 2007	3136FFAB5	6.5%	FIX/IO	July 2037	NTL	$2,375,000,000	0.80124189	$ 6,163,400	7.051%	337	21
380	F7	June 2007	3136FFCA5	(2)	FLT	July 2037	PT	2,205,357,142	0.80124189	160,248,378	7.051	337	21

(1) See "Description of the Certificates—Class Definitions and Abbreviations" in the REMIC Prospectus.
(2) This Class bears interest as further described in the related SMBS Preliminary Data Statement.

Group 4 Underlying REMIC Certificates

Underlying REMIC Trust	Class	Date of Issue	CUSIP Number	Interest Rate	Interest Type(1)	Final Distribution Date	Principal Type(1)	Original Principal or Notional Principal Balance of Class	June 2008 Class Factor	Principal or Notional Principal Balance in the Lower Tier REMIC	Approximate Weighted Average WAC	Approximate Weighted Average WAM (in months)	Approximate Weighted Average WALA (in months)	Approximate Weighted Average Remaining Term to Expiration of Interest Only Period (in months)
2007-014	SI	February 2007	31396PZZ7	(2)	INV/IO	March 2037	NTL	$100,000,000	0.84335888	$42,167,944	6.69%	342	18	102
2007-014	FB	February 2007	31396PZU8	(2)	FLT	March 2037	PT	133,333,333	0.84335888	42,167,944	6.69	342	18	102

(1) See "Description of the Certificates—Definitions and Abbreviations" in the REMIC Prospectus.
(2) These Classes bear interest as further described in the related Underlying REMIC Disclosure Document.

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

Schedule 1

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	$ 50,000,000	AB	$ 50,000,000	SEQ	5.5%	FIX	31397LA41	October 2034
AI	2,272,727(3)							
Recombination 2								
LA	100,000,000	LB	100,000,000	SEQ/AD	5.5	FIX	31397LA58	May 2030
LI	8,333,333(3)							
Recombination 3								
LA	100,000,000	LC	100,000,000	SEQ/AD	6.0	FIX	31397LA66	May 2030
LI	16,666,666(3)							
Recombination 4								
VA	15,000,000	BE(4)	51,591,697	SEQ	5.5	FIX	31397LA74	July 2038
VB	19,358,584							
VZ	17,233,113							

(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-7 for a description of how their notional balances are calculated.

(4) Principal payments on the REMIC Certificates in Recombination 4 from the VZ Accrual Amount will be paid as interest on the related RCR Certificates, and thus will not reduce the principal balances of those RCR Certificates.

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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$780,032,601

FannieMae®

Guaranteed REMIC
Pass-Through Certificates

Fannie Mae REMIC Trust 2008-59

PROSPECTUS SUPPLEMENT

Merrill Lynch & Co.

June 20, 2008