



Guaranteed REMIC Pass-Through Certificates Fannie Mae REMIC Trust 2009-3

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

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

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

Carefully consider the risk factors on page S-10 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.

Class	Group	Original Class Balance	Principal Type(1)	Interest Rate	Interest Type(1)	CUSIP Number	Final Distribution Date
GA	1	\$ 14,090,226	SC/PT	5.50%	FIX	31397MX77	November 2035
NG	2	38,523,022	SC/PT	5.00	FIX	31397MX85	May 2035
FE	3	100,000,000	SC/PT	(2)	FLT	31397MX93	January 2037
SE	3	100,000,000(3)	NTL	(2)	INV/IO	31397MY27	January 2037
FG	3	46,460,176	SC/PT	(2)	FLT	31397MY35	January 2037
FL	3	23,230,088	SC/PT	(2)	FLT	31397MY43	January 2037
MI	3	46,460,176(3)	NTL	(4)	T/IO	31397MY50	January 2037
SG	3	69,690,264(3)	NTL	(2)	INV/IO	31397MY68	January 2037
PA	3	13,384,000	SC/PAC	5.00	FIX	31397MY76	January 2037
KC	3	3,486,000	SC/PAC	5.00	FIX	31397MY84	January 2037
LB	3	5,897,000	SC/SUP	5.00	FIX	31397MY92	January 2037
LC	3	1,474,466	SC/SUP	5.00	FIX	31397MZ26	January 2037
FH	4	103,364,868	SC/PT	(2)	FLT	31397MZ34	June 2037
SH	4	103,364,868(3)	NTL	(2)	INV/IO	31397MZ42	June 2037
HB(5) . . .	4	50,218,000	SC/PAC/AD	3.50	FIX	31397MZ59	February 2039
HI(5) . . .	4	20,924,166(3)	NTL	6.00	FIX/IO	31397MZ67	February 2039
ZA	4	15,164,000	SC/SUP	6.00	FIX/Z	31397MZ75	February 2039
BC	4	660,185	SC/SEQ	6.00	FIX	31397MZ83	February 2039
JB(5) . . .	5	239,654,000	PAC/AD	3.50	FIX	31397MZ91	January 2049
JI(5) . . .	5	99,855,833(3)	NTL	6.00	FIX/IO	31397M2A4	January 2049
ZB	5	24,078,000	SUP	6.00	FIX/Z	31397M2B2	January 2049
ZC	5	20,000,000	SUP	6.00	FIX/Z	31397M2C0	January 2049
ZD	5	13,057,147	SUP	6.00	FIX/Z	31397M2D8	January 2049
CD	5	2,910,000	SEQ	6.00	FIX	31397M2E6	February 2049
FN	6	92,422,146	SC/PT	(2)	FLT	31397M2F3	April 2037
PD(5) . . .	6	16,811,000	SC/PAC	5.00	FIX	31397M2G1	April 2037
PX(5) . . .	6	169,000	SC/PAC	5.00	FIX	31397M2H9	April 2037
KG(5) . . .	6	6,280,000	SC/PAC	5.00	FIX	31397M2J5	April 2037
GM(5) . . .	6	6,038,000	SC/SUP	5.00	FIX	31397M2K2	April 2037
GN(5) . . .	6	1,509,382	SC/SUP	5.00	FIX	31397M2L0	April 2037
R		0	NPR	0	NPR	31397M2M8	February 2049
RL		0	NPR	0	NPR	31397M2N6	February 2049

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

(2) Based on LIBOR.

(3) Notional balances. These classes are interest only classes. See page S-8 for a description of how their notional balances are calculated.

(4) This class is a toggle class. See page S-8 for a description of its interest rate.

(5) Exchangeable classes.

If you own certificates of certain classes, you can exchange them for certificates of the corresponding RCR classes to be delivered at the time of exchange. The HC, HD, HE, HJ, HK, HL, HN, HA, JC, JD, JE, JG, JH, JK, JM, JA, EG and DE 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 January 30, 2009.

Banc of America Securities LLC

January 26, 2009

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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), dated April 1, 2008 (for all MBS issued from and after June 1, 2007 and prior to January 1, 2009), or dated January 1, 2009 (for all other MBS) (as applicable, the “MBS Prospectus”); and
- if you are purchasing any Group 1, 2, 3, 4 or 6 Class or the R or RL Class, the disclosure documents relating to the applicable underlying REMIC and RCR certificates (the “Underlying REMIC Disclosure Documents”); 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 and the Underlying REMIC Disclosure Documents 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 and the Underlying REMIC Disclosure Documents by writing or calling the dealer at:

Banc of America Securities LLC
Capital Markets Operations
100 W. 33rd Street, 3rd Floor
New York, New York 10001
(telephone 646-733-4166).

RECENT DEVELOPMENTS

On September 6, 2008, the Federal Housing Finance Agency, or FHFA, placed Fannie Mae and Freddie Mac into conservatorship. As the conservator, FHFA succeeded to all rights, titles, powers and privileges of Fannie Mae, and of any stockholder, officer, or director of Fannie Mae with respect to Fannie Mae and the assets of Fannie Mae. The conservator selected Herbert M. Allison, former Vice Chairman of Merrill Lynch and Chairman of TIAA-CREF, as the new CEO of Fannie Mae. A copy of the statement issued by FHFA Director James B. Lockhart regarding FHFA's placement of Fannie Mae into conservatorship, the selection of Mr. Allison, and a copy of a Fact Sheet discussing questions and answers about the conservatorship are available on FHFA's website at www.ofheo.gov.

On September 7, 2008, the U.S. Department of the Treasury, or U.S. Treasury, announced three additional steps taken by it in connection with the conservatorship.

First, the U.S. Treasury entered into a Senior Preferred Stock Purchase Agreement with us pursuant to which the U.S. Treasury will purchase up to an aggregate of \$100 billion to maintain a positive net worth on a U.S. GAAP basis. This agreement contains covenants that significantly restrict our operations. In exchange for entering into this agreement, the U.S. Treasury received \$1 billion of our senior preferred stock and warrants to purchase 79.9% of our common stock.

Second, the U.S. Treasury announced the establishment of a new secured lending credit facility which will be available to Fannie Mae, Freddie Mac, and the Federal Home Loan Banks as a liquidity backstop.

Third, the U.S. Treasury announced that it is initiating a temporary program to purchase mortgage-backed securities issued by Fannie Mae and Freddie Mac. The secured lending credit facility and the mortgage-backed securities purchase program are currently scheduled to expire in December 2009.

Details regarding these steps are available on the U.S. Treasury's website at www.ustreas.gov.

We are continuing to operate as a going concern while in conservatorship and remain liable for all of our obligations, including our guaranty obligations, associated with mortgage-backed securities issued by us. The secured lending credit facility and the Senior Preferred Stock Purchase Agreement described above are intended to enhance our ability to meet our obligations.

Under the Federal Housing Finance Regulatory Reform Act of 2008 (the "Regulatory Reform Act"), FHFA, as conservator or receiver, has the power to repudiate any contract entered into by Fannie Mae prior to FHFA's appointment as conservator or receiver, as applicable, if FHFA determines, in its sole discretion, that performance of the contract is burdensome and that repudiation of the contract promotes the orderly administration of Fannie Mae's affairs. The Regulatory Reform Act requires FHFA to exercise its right to repudiate any contract within a reasonable period of time after its appointment as conservator or receiver.

FHFA as conservator has advised us that it has no intention to repudiate our guaranty obligation under the trust documents because it views repudiation as incompatible with the goals of the conservatorship. In the event that FHFA, as conservator or receiver, were to repudiate our guaranty obligation under the related trust documents, the conservatorship or receivership estate, as applicable, would be liable for actual direct compensatory damages in accordance with the provisions of the Regulatory Reform Act. Any such liability could be satisfied only to the extent of our assets available therefor.

In the event of repudiation, the payments of principal and/or interest to certificateholders would be reduced if payments on the underlying mortgage loans are not made by the related borrowers or a direct servicer fails to remit borrower payments to us. Any actual direct compensatory damages for repudiating our guaranty obligation may not be sufficient to offset any shortfalls experienced by certificateholders.

Further, in its capacity as conservator or receiver, FHFA has the right to transfer or sell any asset or liability of Fannie Mae without any approval, assignment or consent. Although we have been advised that it has no present intention to do so, if FHFA, as conservator or receiver, were to transfer our guaranty obligation to another party, certificateholders would have to rely on that party for satisfaction of the guaranty obligation and would be exposed to the credit risk of that party.

In addition, certain rights provided to certificateholders under the trust documents may not be enforced against FHFA, or enforcement of such rights may be delayed, during the conservatorship or if we are placed into receivership. The trust documents provide that upon the occurrence of a guarantor event of default, which includes the appointment of a conservator or receiver, certificateholders have the right to replace Fannie Mae as trustee if the requisite percentage of certificateholders consent. The Regulatory Reform Act prevents certificateholders from enforcing their rights to replace Fannie Mae as trustee if the event of default arises solely because a conservator or receiver has been appointed. The Regulatory Reform Act also provides that no person may exercise any right or power to terminate, accelerate or declare an event of default under certain contracts to which Fannie Mae is a party, or obtain possession of or exercise control over any property of Fannie Mae, or affect any contractual rights of Fannie Mae, without the approval of FHFA, as conservator or receiver, for a period of 45 or 90 days following the appointment of FHFA as conservator or receiver, respectively.

SUMMARY

This summary contains only limited information about the certificates. Statistical information in this summary is provided as of January 1, 2009. 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	Class 2006-97-FT REMIC Certificate Class 2006-97-ST REMIC Certificate
2	Class 2005-59-NF REMIC Certificate Class 2005-59-NQ REMIC Certificate
3	Class 2006-123-BF REMIC Certificate Class 2006-123-BI REMIC Certificate
4	
<i>Subgroup 4a</i>	Group 4 MBS
<i>Subgroup 4b</i>	Class 2007-8-FG REMIC Certificate Class 2007-8-SI REMIC Certificate Class 2007-56-FY REMIC Certificate Class 2007-56-SG REMIC Certificate
5	Group 5 MBS
6	Class 2007-32-FG RCR Certificate Class 2007-32-SC REMIC Certificate Class 2007-32-SG REMIC Certificate

Group 1, Group 2, Group 3, Group 4 and Group 6 Underlying REMIC and RCR Certificates

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

Group 4 and Group 5 MBS

Characteristics of the Trust MBS

	<u>Approximate Principal Balance</u>	<u>Pass- Through Rate</u>	<u>Range of Weighted Average Coupons or WACs (annual percentages)</u>	<u>Range of Weighted Average Remaining Terms to Maturity or WAMs (in months)</u>
Group 4 MBS*	\$ 31,587,229	6.00%	6.25% to 8.50%	241 to 360
Group 5 MBS	\$299,699,147	6.00%	6.25% to 8.50%	361 to 480

* As further described in this prospectus supplement, the mortgage loans underlying the Group 4 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 those mortgage loans is 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 4 MBS	\$ 31,587,229	360	342	18	6.73%	102
Group 5 MBS	\$299,699,147	480	466	13	6.61%	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 January 30, 2009.

Distribution Dates

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

Record Date

On each distribution date, we will make each monthly payment on the certificates to holders of record on the last day of the preceding month.

Book-Entry and Physical Certificates

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

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

Exchanging Certificates Through Combination and Recombination

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

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

Interest Rates

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

During the initial interest accrual period, the floating rate, inverse floating rate, and toggle classes (other than the FN Class) will bear interest at the initial interest rates listed below. The initial interest rate listed below for the FN Class is an assumed rate. 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:

<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>
FE	1.93%	7.00%	1.50%	LIBOR + 150 basis points
SE	5.07%	5.50%	0.00%	5.5% – LIBOR
FG	1.76%	7.00%	1.33%	LIBOR + 133 basis points
FL	1.43%	7.00%	1.00%	LIBOR + 100 basis points
MI	0.00%	0.11%	0.00%	(2)
SG	5.35%	5.78%	0.00%	5.78% – LIBOR
FH	1.98%	7.00%	1.55%	LIBOR + 155 basis points
SH	5.02%	5.45%	0.00%	5.45% – LIBOR
FN	1.23%(3)	7.00%	0.90%	LIBOR + 90 basis points

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

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

If LIBOR is

Less than 5.78%
 Equal to or greater than 5.78%

Applicable Formulas

LIBOR – 5.67%
 3% – (0.5 × LIBOR)

(3) Assumed initial interest rate. We will calculate the actual initial interest rate for this class on January 22, 2009 using the applicable formula.

Notional Classes

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

Class

SE	100% of the FE Class
MI	100% of the FG Class
SG	150% of the FG Class
SH	100% of the FH Class
HI	41.6666653391% of the HB Class
JI	41.666665276% of the JB 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 Class</u>		<u>0%</u>	<u>100%</u>	<u>250%</u>	<u>400%</u>	<u>600%</u>	<u>800%</u>	<u>1000%</u>	<u>1200%</u>		
GA.		24.9	16.2	4.8	1.2	0.6	0.4	0.3	0.2		
		PSA Prepayment Assumption									
<u>Group 2 Class</u>		<u>0%</u>	<u>100%</u>	<u>250%</u>	<u>400%</u>	<u>600%</u>	<u>800%</u>	<u>1000%</u>	<u>1200%</u>		
NG.		12.5	6.0	4.8	3.5	2.3	1.6	1.1	0.8		
		PSA Prepayment Assumption									
<u>Group 3 Classes</u>		<u>0%</u>	<u>100%</u>	<u>170%</u>	<u>250%</u>	<u>400%</u>	<u>500%</u>	<u>700%</u>	<u>1000%</u>	<u>1300%</u>	
FE, SE, FG, FL, MI and SG.		19.0	10.0	7.3	5.4	3.4	2.7	1.8	1.1	0.7	
PA.		14.1	4.9	4.9	4.9	4.0	2.8	1.7	1.1		
KC.		23.0	10.2	2.2	2.2	2.2	1.6	1.0	0.6	0.4	
LB.		25.8	17.8	12.1	5.3	1.0	0.6	0.4	0.2	0.1	
LC.		27.6	25.0	22.3	17.9	3.2	1.7	0.9	0.5	0.3	
		PSA Prepayment Assumption									
<u>Group 4 Classes</u>		<u>0%</u>	<u>100%</u>	<u>250%</u>	<u>415%</u>	<u>550%</u>	<u>700%</u>	<u>900%</u>	<u>1100%</u>	<u>1400%</u>	
FH and SH.		20.9	11.2	5.8	3.5	2.5	1.9	1.3	1.0	0.6	
HB, HI, HC, HD, HE, HJ, HK, HL, HN and HA.		12.4	5.7	2.9	2.2	2.2	2.2	1.7	1.3	0.8	
ZA.		24.6	18.1	11.4	7.5	3.5	0.8	0.4	0.3	0.2	
BC.		29.9	28.0	25.0	18.1	13.7	10.3	7.4	5.4	3.3	
		PSA Prepayment Assumption									
<u>Group 5 Classes</u>		<u>0%</u>	<u>100%</u>	<u>250%</u>	<u>450%</u>	<u>550%</u>	<u>700%</u>	<u>900%</u>	<u>1100%</u>	<u>1300%</u>	<u>1500%</u>
JB, JI, JC, JD, JE, JG, JH, JK, JM and JA.		14.6	6.1	3.3	2.4	2.4	2.4	1.9	1.5	1.3	1.1
ZB, ZC and ZD.		33.5	22.1	12.5	7.4	4.2	1.1	0.6	0.4	0.3	0.3
CD.		40.0	38.1	29.9	17.7	14.2	10.7	7.7	5.7	4.3	3.1
		PSA Prepayment Assumption									
<u>Group 6 Classes</u>		<u>0%</u>	<u>100%</u>	<u>205%</u>	<u>300%</u>	<u>400%</u>	<u>600%</u>	<u>800%</u>	<u>1100%</u>	<u>1400%</u>	
FN and DE.		19.2	10.1	6.4	4.6	3.5	2.2	1.6	1.0	0.6	
PD.		14.2	4.8	4.8	4.8	4.8	3.2	2.3	1.5	0.9	
PX.		22.2	19.7	19.7	19.7	19.7	13.2	9.3	5.7	3.4	
KG.		23.7	11.4	2.1	2.1	2.1	1.2	0.8	0.5	0.3	
GM.		26.5	19.5	11.3	3.6	1.0	0.4	0.3	0.2	0.1	
GN.		27.9	25.9	21.6	15.7	3.0	1.0	0.6	0.3	0.2	
EG.		25.4	16.5	8.2	4.2	1.7	0.8	0.5	0.3	0.2	

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

ADDITIONAL RISK FACTORS

Payments on the Group 1 and Group 2 Classes also will be affected by the applicable payment priorities governing the related underlying REMIC certificates. If you invest in the Group 1 or Group 2 Class, the rate at which you receive payments also will be affected by the applicable priority sequence governing principal payments on the related underlying REMIC certificates.

In particular, as described in the related underlying disclosure documents, principal payments on the Group 1 and Group 2 Underlying REMIC Certificates are governed by principal balance schedules. As a result, those certificates may receive principal payments at rates faster or slower than would otherwise have been the case. Prepayments on the related mortgage loans may have occurred at rates faster or slower than the rates initially assumed. This prospectus supplement contains no information as to whether

- those certificates have adhered to their principal balance schedules,
- any related support classes remain outstanding, or

- those certificates otherwise have performed as originally anticipated.

You may obtain additional information about the Group 1 and Group 2 Underlying REMIC Certificates by reviewing their current class factors in light of other information available in the related underlying disclosure documents. You may obtain those documents from us as described on page S-3.

Slight changes in LIBOR may significantly affect the interest rate of the toggle class. The toggle class may be extremely sensitive to certain changes in monthly LIBOR values. In particular, it may experience dramatic declines in its interest rate and 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.

In addition, the initial interest rate of the toggle class will be 0%, and this rate may continue in effect for an indefinite period of time. As a result, it is possible that this class will receive no distributions for an extended period or will never receive distributions.

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 January 1, 2009 (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:

- five groups of previously issued REMIC and RCR certificates (the “Group 1 Underlying REMIC Certificates,” “Group 2 Underlying REMIC Certificates,” “Group 3 Underlying

REMIC Certificates,” “Group 4 Underlying REMIC Certificates” and “Group 6 Underlying RCR and REMIC Certificates,” and together, the “Underlying REMIC Certificates”) issued from the related Fannie Mae REMIC trusts (the “Underlying REMIC Trusts”) as further described in Exhibit A, and

- two groups of Fannie Mae Guaranteed Mortgage Pass-Through Certificates (the “Group 4 MBS” and “Group 5 MBS,” and together, the “Trust MBS”).

The Underlying REMIC Certificates evidence direct or indirect beneficial ownership interests in certain Fannie Mae Guaranteed Mortgage Pass-Through Certificates (together with the Trust MBS, the “MBS”).

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

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	Underlying REMIC Certificates and Trust MBS	Interests in the Lower Tier REMIC other than the RL Class (the “Lower Tier Regular Interests”)	RL
Upper Tier REMIC	Lower Tier Regular Interests	All Classes of Certificates other than the R and RL Classes	R

Fannie Mae Guaranty. For a description of our guaranties of the Certificates, the MBS and the Underlying REMIC Certificates, see the applicable discussions appearing under the heading “Fannie Mae Guaranty” in the REMIC Prospectus, the MBS Prospectus and the Underlying REMIC Disclosure Document. Our guaranties are not backed by the full faith and credit of the United States.

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

We will issue the Residual Certificates in fully registered, certificated form. The “Holder” or “Certificateholder” of a Residual Certificate is its registered owner. A Residual Certificate can be transferred at the corporate trust office of the Transfer Agent, or at the office of the Transfer Agent in New York, New York. U.S. Bank National Association (“US Bank”) in Boston, Massachusetts will be the initial Transfer Agent. We may impose a service charge for any registration of transfer of a Residual Certificate and may require payment to cover any tax or other governmental charge. See also “—Characteristics of the Residual Classes” below.

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

<u>Classes</u>	<u>Denominations</u>
Interest Only, 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 Underlying REMIC Certificates

The Underlying REMIC Certificates represent beneficial ownership interests in the related Underlying REMIC Trusts. The assets of those trusts 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.

In the case of the Group 4 Underlying REMIC Certificates, all of the related Mortgage Loans 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 or become delinquent than other mortgage loans” in the MBS Prospectus.

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

For further information about the Underlying REMIC Certificates telephone us at 1-800-237-8627. Additional information about the 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 dates we prepared the Underlying REMIC Disclosure Documents. 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 those documents may be limited.

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 4 MBS, and up to 40 years in the case of the Group 5 MBS.

In addition, the scheduled monthly payments on the Mortgage Loans underlying the Group 4 MBS represent accrued interest only for periods that may range from at least seven to no more than ten years following origination. 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 or become delinquent than other mortgage loans” in the MBS Prospectus.

For additional information, see “Summary—Group 4 and Group 5 MBS—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.

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, Inverse Floating Rate and Toggle Classes

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

Accrual Classes. The ZA, ZB, ZC and ZD Classes are Accrual Classes. Interest will accrue on the Accrual Classes at the applicable annual rates specified on the cover of this prospectus supplement. However, we will not pay any interest on the Accrual Classes. Instead, interest accrued on each Accrual Class will be added as principal to its principal balance on each Distribution Date. We will pay principal on the Accrual Classes 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 GA until retired.

} Structured
Collateral/
Pass-Through
Class

The “Group 1 Principal Distribution Amount” is the principal then paid on the Group 1 Underlying REMIC Certificates.

- *Group 2*

The Group 2 Principal Distribution Amount to NG until retired.

} Structured
Collateral/
Pass-Through
Class

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

- *Group 3*

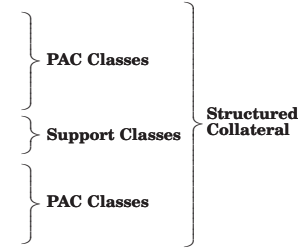
The Group 3 Principal Distribution Amount as follows:

— 87.5000001289% to FE, FG and FL, pro rata, until retired, and

} Structured
Collateral/
Pass-Through
Classes

— 12.4999998711% in the following priority:

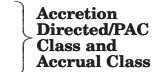
- first*, to PA to its Planned Balance;
- second*, to KC to its Planned Balance;
- third*, to LB and LC, in that order, until retired;
- fourth*, to KC until retired; and
- fifth*, to PA until retired.



The “Group 3 Principal Distribution Amount” is the principal then paid on the Group 3 Underlying REMIC Certificates.

• *Group 4*

The ZA Accrual Amount to HB to its Planned Balance, and thereafter to ZA.



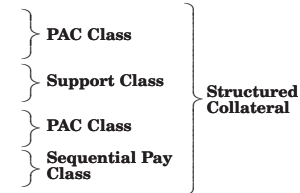
The Group 4 Cash Flow Distribution Amount as follows:

— 75% of the Subgroup 4b Cash Flow Distribution Amount to FH until retired, and



— 25% of the Subgroup 4b Cash Flow Distribution Amount *plus* the Subgroup 4a Cash Flow Distribution Amount in the following priority:

- first*, to HB to its Planned Balance;
- second*, to ZA until retired;
- third*, to HB until retired; and
- fourth*, to BC until retired.



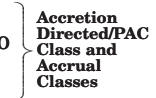
The “ZA Accrual Amount” is any interest then accrued and added to the principal balance of the ZA Class.

The Subgroup 4a Cash Flow Distribution Amount is the principal then paid on the Group 4 MBS.

The Subgroup 4b Cash Flow Distribution Amount is the principal then paid on the Group 4 Underlying REMIC Certificates.

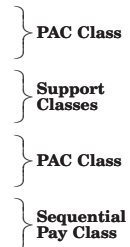
• *Group 5*

The ZB, ZC and ZD Accrual Amounts to JB to its Planned Balance, and thereafter to the ZB, ZC and ZD Classes, pro rata.



The Group 5 Cash Flow Distribution Amount in the following priority:

1. To JB to its Planned Balance.
2. To ZB, ZC and ZD, pro rata, until retired.
3. To JB until retired.
4. To CD until retired.



The “ZB Accrual Amount” is any interest then accrued and added to the principal balance of the ZB Class.

The “ZC Accrual Amount” is any interest then accrued and added to the principal balance of the ZC Class.

The “ZD Accrual Amount” is any interest then accrued and added to the principal balance of the ZD Class.

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

- *Group 6*

The Group 6 Principal Distribution Amount in the following priority:

— 75% to FN until retired, and

— 25% as follows:

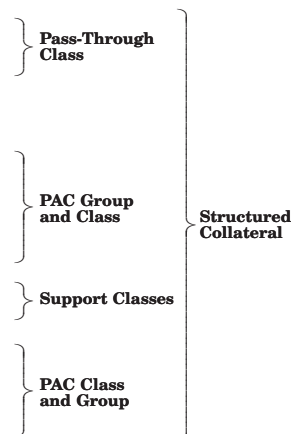
first, to the Aggregate Group to its Planned Balance;

second, to KG to its Planned Balance;

third, to GM and GN, in that order, until retired;

fourth, to KG until retired; and

fifth, to the Aggregate Group until retired.



The “Group 6 Principal Distribution Amount” is the principal then paid on the Group 6 Underlying RCR and REMIC Certificates.

The “Aggregate Group” consists of the PD and PX Classes. On each Distribution Date, we will apply payments of principal of the Aggregate Group to PD and PX, in that order, until retired.

The Aggregate Group has a principal balance equal to the aggregate principal balance of the Classes included in that Aggregate Group.

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 Underlying REMIC Certificates, the applicable priority sequences governing principal payments on the 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 4 and Group 5 MBS—Assumed Characteristics of the Underlying Mortgage Loans” in this prospectus supplement;
- the Mortgage Loans underlying the Group 4 MBS have the remaining term to expiration of their interest only periods specified under “Summary—Group 4 and Group 5 MBS—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 January 30, 2009; and
- each Distribution Date occurs on the 25th day of a month.

Prepayment Assumptions. The prepayment model used in this prospectus supplement is PSA. For a description of PSA, see “Yield, Maturity and Prepayment Considerations—Prepayment Models” in the REMIC Prospectus. It is highly unlikely that prepayments will occur at any *constant* PSA rate or at any other *constant* rate.

Principal Balance Schedules. The Principal Balance Schedules are set forth beginning on page B-1 of this prospectus supplement. The Principal Balance Schedules were prepared based on the Pricing Assumptions and the assumption that the related Mortgage Loans prepay at a *constant* rate within the applicable “Structuring Ranges” specified in the chart below. The “Effective Range” for a Class or an Aggregate Group is the range of prepayment rates (measured by *constant* PSA rates) that would reduce that Class or Aggregate Group to its scheduled balance each month based on the Pricing Assumptions. We have not provided separate schedules for the individual Classes included in the Aggregate Group. However, these Classes are designed to receive principal distributions in the same fashion as if separate schedules had been provided (with schedules based on the same underlying assumptions that apply to the Aggregate Group schedule). If such separate schedules had been provided for the individual Classes included in the Aggregate Group, we expect that the effective ranges for those Classes would not be narrower than those shown below for the Aggregate Group.

<u>Classes and Group</u>	<u>Structuring Ranges</u>	<u>Initial Effective Ranges</u>
PA Class Planned Balances	Between 100% and 400% PSA	Between 100% and 400% PSA
KC Class Planned Balances	Between 170% and 400% PSA	Between 170% and 400% PSA
HB Class Planned Balances	Between 415% and 700% PSA	Between 415% and 700% PSA
JB Class Planned Balances	Between 450% and 700% PSA	Between 450% and 700% PSA
Aggregate Group Planned Balances	Between 100% and 400% PSA	Between 100% and 400% PSA
KG Class Planned Balances	Between 205% and 400% PSA	Between 205% and 400% PSA

The Aggregate Group listed above consists of the following Classes:

Aggregate Group PD and PX

See “—Decrement Tables” below for the percentages of original principal balances of the individual Classes included in the Aggregate Group that would be outstanding at various *constant* PSA rates, including the upper and lower bands of the applicable Structuring Range, based on the Pricing Assumptions.

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

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

- We will distribute any excess of principal distributions over the amount necessary to reduce a Class or an Aggregate Group to its scheduled balance in any month. As a result, the likelihood of reducing a Class or an Aggregate Group to its scheduled balance each month will not be improved by the averaging of high and low principal distributions from month to month.
- Even if the related Mortgage Loans prepay at rates falling within a Structuring Range or an Effective Range, principal distributions may be insufficient to reduce the applicable Class or Aggregate Group to its scheduled balance each month if prepayments do not occur at a *constant* PSA rate.

- The actual Effective Ranges at any time will be based upon the actual characteristics of the related Mortgage Loans at that time, which are likely to vary (and may vary considerably) from the Pricing Assumptions. As a result, the actual Effective Ranges will likely differ from the Initial Effective Ranges specified above. For the same reason, the Class or Aggregate Group might not be reduced to its scheduled balance each month even if the related Mortgage Loans prepay at a *constant* PSA rate within the applicable Initial Effective Range. This is so particularly if the rate falls at the lower or higher end of this range.
- The actual Effective Ranges may narrow, widen or shift upward or downward to reflect actual prepayment experience over time.
- The principal payment stability of each Class or Aggregate Group that has scheduled balances will be supported by one or more other Classes. When the supporting Classes are retired, the Class or Aggregate Group receiving the benefit of that support, if still outstanding, may no longer have an Effective Range and will be much more sensitive to prepayments of the related Mortgage Loans.

Yield Tables

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

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

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

We cannot assure you that

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

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

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

***The Inverse Floating Rate 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 Inverse Floating Rate and Toggle 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 these Classes (expressed in each case as a percentage of original principal balance) are as follows:

<u>Class</u>	<u>Price*</u>
SE	8.0000%
MI	0.0625%
SG	8.5000%
SH	7.7500%

* 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 SE 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>170%</u>	<u>250%</u>	<u>400%</u>	<u>500%</u>	<u>700%</u>	<u>1000%</u>	<u>1300%</u>
0.21%	69.8%	65.8%	60.1%	53.3%	40.2%	31.0%	11.2%	(22.9)%	(66.4)%
0.43%	66.4%	62.5%	56.8%	50.1%	37.1%	28.0%	8.5%	(25.2)%	(68.3)%
2.43%	36.8%	33.2%	28.1%	22.1%	10.4%	2.1%	(15.5)%	(45.8)%	(84.6)%
4.43%	8.0%	4.7%	0.2%	(5.2)%	(15.6)%	(23.0)%	(38.7)%	(66.1)%	*
5.50%	*	*	*	*	*	*	*	*	*

**Sensitivity of the MI 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>170%</u>	<u>250%</u>	<u>400%</u>	<u>500%</u>	<u>700%</u>	<u>1000%</u>	<u>1300%</u>
5.67% and below	*	*	*	*	*	*	*	*	*
5.72%	82.9%	78.7%	72.7%	65.7%	52.0%	42.4%	21.7%	(13.9)%	(59.5)%
5.78%	212.9%	207.1%	198.8%	189.0%	169.8%	156.3%	127.4%	77.2%	12.6%
5.89%	92.7%	88.4%	82.2%	75.0%	60.8%	50.9%	29.7%	(7.1)%	(54.1)%
6.00% and above	*	*	*	*	*	*	*	*	*

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

LIBOR	PSA Prepayment Assumption								
	50%	100%	170%	250%	400%	500%	700%	1000%	1300%
0.21%	69.0%	65.0%	59.3%	52.6%	39.5%	30.3%	10.6%	(23.4)%	(66.8)%
0.43%	65.9%	61.9%	56.3%	49.6%	36.6%	27.5%	8.1%	(25.6)%	(68.6)%
2.43%	38.0%	34.4%	29.2%	23.2%	11.4%	3.2%	(14.5)%	(45.0)%	(84.0)%
4.43%	11.0%	7.7%	3.1%	(2.3)%	(12.9)%	(20.4)%	(36.3)%	(64.0)%	(99.9)%
5.78%	*	*	*	*	*	*	*	*	*

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

LIBOR	PSA Prepayment Assumption								
	50%	100%	250%	415%	550%	700%	900%	1100%	1400%
0.21%	73.7%	69.7%	57.2%	42.7%	30.1%	15.2%	(6.8)%	(31.9)%	(80.2)%
0.43%	70.2%	66.2%	53.9%	39.6%	27.1%	12.3%	(9.4)%	(34.2)%	(82.0)%
2.43%	39.4%	35.8%	24.6%	11.7%	0.4%	(13.0)%	(32.6)%	(55.0)%	(98.3)%
4.43%	9.2%	6.0%	(3.9)%	(15.5)%	(25.6)%	(37.5)%	(55.2)%	(75.7)%	*
5.45%	*	*	*	*	*	*	*	*	*

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
HI	941%
JI	1,078%

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:

Class	Price*
HI	9.0%
JI	9.0%

* 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 HI Class to Prepayments

	PSA Prepayment Assumption								
	50%	100%	250%	415%	550%	700%	900%	1100%	1400%
Pre-Tax Yields to Maturity.	64.8%	59.1%	39.3%	22.6%	22.6%	22.6%	4.6%	(20.0)%	(68.4)%

Sensitivity of the JI Class to Prepayments

	PSA Prepayment Assumption								
	50%	100%	250%	450%	550%	700%	900%	1100%	1500%
Pre-Tax Yields to Maturity.	65.4%	60.8%	45.5%	28.7%	28.7%	28.7%	15.3%	(2.1)%	(22.1)% (44.9)%

Weighted Average Lives of the Certificates

For a description of how the weighted average life of a Certificate is determined, see “Yield, Maturity and Prepayment Considerations—Weighted Average Lives and Final Distribution Dates” in the REMIC Prospectus.

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

- the timing of changes in the rate of principal distributions,
- the priority sequences of distributions of principal of the Group 3, Group 4, Group 5 and Group 6 Classes, and
- in the case of the Group 1 and Group 2 Classes, the applicable priority sequences affecting principal payments on the related Underlying REMIC Certificates.

See “—Distributions of Principal” above and “Description of the Certificates—Distributions of Principal” in the applicable Underlying REMIC Disclosure Documents.

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 Backing Trust Assets Specified Below</u>	<u>Original Terms to Maturity</u>	<u>Remaining Terms to Maturity</u>	<u>Interest Rates</u>
Group 1 Underlying REMIC Certificates	360 months	321 months	8.00%
Group 2 Underlying REMIC Certificates	360 months	317 months	8.00%
Group 3 Underlying REMIC Certificates	360 months	335 months	8.50%
Group 4 MBS	360 months	360 months(1)	8.50%
Group 4 Underlying REMIC Certificates	360 months	(2)	8.50%
Group 5 MBS	480 months	480 months	8.50%
Group 6 Underlying RCR and REMIC Certificates	360 months	338 months	8.50%

(1) In addition, we have assumed that each Mortgage Loan underlying the Group 4 MBS has a remaining interest only period of 120 months.

(2) The Mortgage Loans backing the Group 4 Underlying REMIC Certificates listed below are assumed to have the following remaining terms to maturity and remaining interest only periods:

	<u>Remaining Term to Maturity</u>	<u>Remaining Interest Only Period</u>
2007-8-FG	336 months	96 months
2007-8-SI	336 months	96 months
2007-56-FY	340 months	100 months
2007-56-SG	340 months	100 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	GA Class								NG Class							
	PSA Prepayment Assumption								PSA Prepayment Assumption							
	0%	100%	250%	400%	600%	800%	1000%	1200%	0%	100%	250%	400%	600%	800%	1000%	1200%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
January 2010	100	100	97	54	13	0	0	0	98	90	83	83	72	58	44	30
January 2011	100	100	75	17	0	0	0	0	95	81	70	64	44	28	16	6
January 2012	100	100	61	0	0	0	0	0	93	71	58	47	27	13	5	0
January 2013	100	100	52	0	0	0	0	0	90	63	47	34	16	5	*	0
January 2014	100	100	43	0	0	0	0	0	87	55	38	25	9	2	0	0
January 2015	100	100	34	0	0	0	0	0	83	47	31	18	5	0	0	0
January 2016	100	100	26	0	0	0	0	0	80	39	25	12	2	0	0	0
January 2017	100	100	19	0	0	0	0	0	76	32	20	8	*	0	0	0
January 2018	100	100	13	0	0	0	0	0	72	25	15	6	0	0	0	0
January 2019	100	100	7	0	0	0	0	0	68	18	12	3	0	0	0	0
January 2020	100	100	2	0	0	0	0	0	63	12	9	2	0	0	0	0
January 2021	100	100	0	0	0	0	0	0	58	7	7	1	0	0	0	0
January 2022	100	89	0	0	0	0	0	0	53	5	5	0	0	0	0	0
January 2023	100	76	0	0	0	0	0	0	47	3	3	0	0	0	0	0
January 2024	100	63	0	0	0	0	0	0	41	2	2	0	0	0	0	0
January 2025	100	51	0	0	0	0	0	0	34	1	1	0	0	0	0	0
January 2026	100	38	0	0	0	0	0	0	27	*	*	0	0	0	0	0
January 2027	100	27	0	0	0	0	0	0	20	0	0	0	0	0	0	0
January 2028	100	15	0	0	0	0	0	0	11	0	0	0	0	0	0	0
January 2029	100	5	0	0	0	0	0	0	2	0	0	0	0	0	0	0
January 2030	100	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
January 2031	100	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
January 2032	100	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
January 2033	82	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
January 2034	45	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
January 2035	5	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
January 2036	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
January 2037	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
January 2038	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
January 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	24.9	16.2	4.8	1.2	0.6	0.4	0.3	0.2	12.5	6.0	4.8	3.5	2.3	1.6	1.1	0.8

Date	FE, SE†, FG, FL, MI† and SG† Classes									PA Class								
	PSA Prepayment Assumption									PSA Prepayment Assumption								
	0%	100%	170%	250%	400%	500%	700%	1000%	1300%	0%	100%	170%	250%	400%	500%	700%	1000%	1300%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
January 2010	99	93	89	84	75	69	57	40	22	98	87	87	87	87	87	87	72	40
January 2011	98	86	78	70	56	48	33	16	5	97	74	74	74	74	74	59	28	9
January 2012	97	79	69	59	42	33	19	6	1	95	63	63	63	63	59	34	11	2
January 2013	96	73	61	49	31	23	11	2	*	92	52	52	52	52	41	19	4	*
January 2014	95	68	54	41	23	15	6	1	*	90	41	41	41	41	28	11	2	*
January 2015	93	62	47	34	17	11	3	*	*	88	31	31	31	31	19	6	1	*
January 2016	92	57	41	28	13	7	2	*	*	85	23	23	23	23	13	4	*	*
January 2017	90	52	36	23	10	5	1	*	*	82	17	17	17	17	9	2	*	*
January 2018	88	48	32	19	7	3	1	*	*	79	13	13	13	13	6	1	*	*
January 2019	86	44	28	16	5	2	*	*	*	75	9	9	9	9	4	1	*	*
January 2020	84	40	24	13	4	2	*	*	*	71	7	7	7	7	3	*	*	*
January 2021	82	36	21	11	3	1	*	*	0	67	5	5	5	5	2	*	*	*
January 2022	79	32	18	9	2	1	*	*	0	62	4	4	4	4	1	*	*	0
January 2023	76	29	15	7	1	*	*	*	0	57	3	3	3	3	1	*	*	0
January 2024	73	26	13	6	1	*	*	*	0	52	2	2	2	2	1	*	*	0
January 2025	70	23	11	5	1	*	*	*	0	46	1	1	1	1	*	*	*	0
January 2026	67	20	9	4	1	*	*	*	0	39	1	1	1	1	*	*	*	0
January 2027	63	18	8	3	*	*	*	*	0	32	1	1	1	1	*	*	*	0
January 2028	59	15	6	2	*	*	*	*	0	25	*	*	*	*	*	*	*	0
January 2029	54	13	5	2	*	*	*	*	0	17	*	*	*	*	*	*	*	0
January 2030	49	11	4	1	*	*	*	*	0	8	*	*	*	*	*	*	*	0
January 2031	44	8	3	1	*	*	*	*	0	*	*	*	*	*	*	*	*	0
January 2032	38	7	2	1	*	*	*	*	0	*	*	*	*	*	*	*	*	0
January 2033	31	5	2	*	*	*	*	*	0	*	*	*	*	*	*	*	*	0
January 2034	24	3	1	*	*	*	*	*	0	*	*	*	*	*	*	*	*	0
January 2035	17	1	*	*	*	*	*	*	0	*	*	*	*	*	*	*	*	0
January 2036	8	*	*	*	*	*	0	0	0	0	0	0	0	0	*	0	0	0
January 2037	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
January 2038	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
January 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	19.0	10.0	7.3	5.4	3.4	2.7	1.8	1.1	0.7	14.1	4.9	4.9	4.9	4.9	4.0	2.8	1.7	1.1

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

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

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

Date	KC Class									LB Class								
	PSA Prepayment Assumption									PSA Prepayment Assumption								
	0%	100%	170%	250%	400%	500%	700%	1000%	1300%	0%	100%	170%	250%	400%	500%	700%	1000%	1300%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
January 2010	100	100	71	71	71	71	66	0	0	100	100	100	81	44	20	0	0	0
January 2011	100	100	48	48	48	46	0	0	0	100	100	100	67	9	0	0	0	0
January 2012	100	100	29	29	29	0	0	0	0	100	100	100	57	0	0	0	0	0
January 2013	100	100	15	15	15	0	0	0	0	100	100	100	51	0	0	0	0	0
January 2014	100	100	4	4	4	0	0	0	0	100	100	100	47	0	0	0	0	0
January 2015	100	100	0	0	0	0	0	0	0	100	100	98	43	0	0	0	0	0
January 2016	100	96	0	0	0	0	0	0	0	100	100	92	38	0	0	0	0	0
January 2017	100	86	0	0	0	0	0	0	0	100	100	85	32	0	0	0	0	0
January 2018	100	72	0	0	0	0	0	0	0	100	100	76	25	0	0	0	0	0
January 2019	100	56	0	0	0	0	0	0	0	100	100	67	19	0	0	0	0	0
January 2020	100	37	0	0	0	0	0	0	0	100	100	58	13	0	0	0	0	0
January 2021	100	18	0	0	0	0	0	0	0	100	100	49	8	0	0	0	0	0
January 2022	100	0	0	0	0	0	0	0	0	100	100	40	3	0	0	0	0	0
January 2023	100	0	0	0	0	0	0	0	0	100	88	32	0	0	0	0	0	0
January 2024	100	0	0	0	0	0	0	0	0	100	77	24	0	0	0	0	0	0
January 2025	100	0	0	0	0	0	0	0	0	100	66	17	0	0	0	0	0	0
January 2026	100	0	0	0	0	0	0	0	0	100	56	11	0	0	0	0	0	0
January 2027	100	0	0	0	0	0	0	0	0	100	45	5	0	0	0	0	0	0
January 2028	100	0	0	0	0	0	0	0	0	100	36	0	0	0	0	0	0	0
January 2029	100	0	0	0	0	0	0	0	0	100	27	0	0	0	0	0	0	0
January 2030	100	0	0	0	0	0	0	0	0	100	18	0	0	0	0	0	0	0
January 2031	91	0	0	0	0	0	0	0	0	100	10	0	0	0	0	0	0	0
January 2032	50	0	0	0	0	0	0	0	0	100	2	0	0	0	0	0	0	0
January 2033	5	0	0	0	0	0	0	0	0	100	0	0	0	0	0	0	0	0
January 2034	0	0	0	0	0	0	0	0	0	74	0	0	0	0	0	0	0	0
January 2035	0	0	0	0	0	0	0	0	0	43	0	0	0	0	0	0	0	0
January 2036	0	0	0	0	0	0	0	0	0	9	0	0	0	0	0	0	0	0
January 2037	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
January 2038	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
January 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	23.0	10.2	2.2	2.2	2.2	1.6	1.0	0.6	0.4	25.8	17.8	12.1	5.3	1.0	0.6	0.4	0.2	0.1

Date	LC Class									FH and SH† Classes								
	PSA Prepayment Assumption									PSA Prepayment Assumption								
	0%	100%	170%	250%	400%	500%	700%	1000%	1300%	0%	100%	250%	415%	550%	700%	900%	1100%	1400%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
January 2010	100	100	100	100	100	100	0	0	0	100	94	85	76	68	59	47	35	18
January 2011	100	100	100	100	100	0	0	0	0	100	88	73	57	45	34	22	12	3
January 2012	100	100	100	100	52	0	0	0	0	100	83	62	43	30	20	10	4	*
January 2013	100	100	100	100	12	0	0	0	0	100	78	52	32	20	12	5	1	*
January 2014	100	100	100	100	*	0	0	0	0	100	74	45	24	14	7	2	*	*
January 2015	100	100	100	100	*	0	0	0	0	100	69	38	18	9	4	1	*	*
January 2016	100	100	100	100	*	0	0	0	0	100	65	32	14	6	2	*	*	*
January 2017	100	100	100	100	*	0	0	0	0	100	61	27	10	4	1	*	*	*
January 2018	100	100	100	100	*	0	0	0	0	98	56	23	7	3	1	*	*	*
January 2019	100	100	100	100	*	0	0	0	0	96	51	19	5	2	*	*	*	0
January 2020	100	100	100	100	*	0	0	0	0	94	46	15	4	1	*	*	*	0
January 2021	100	100	100	100	*	0	0	0	0	91	42	13	3	1	*	*	*	0
January 2022	100	100	100	100	*	0	0	0	0	89	38	10	2	*	*	*	*	0
January 2023	100	100	100	92	*	0	0	0	0	86	34	8	1	*	*	*	*	0
January 2024	100	100	100	77	*	0	0	0	0	82	31	7	1	*	*	*	*	0
January 2025	100	100	100	63	*	0	0	0	0	79	28	6	1	*	*	*	*	0
January 2026	100	100	100	51	*	0	0	0	0	75	24	4	1	*	*	*	0	0
January 2027	100	100	100	41	*	0	0	0	0	71	21	4	*	*	*	*	0	0
January 2028	100	100	100	32	*	0	0	0	0	66	19	3	*	*	*	*	0	0
January 2029	100	100	81	25	*	0	0	0	0	61	16	2	*	*	*	*	0	0
January 2030	100	100	64	19	*	0	0	0	0	56	14	2	*	*	*	*	0	0
January 2031	100	100	50	14	*	0	0	0	0	50	11	1	*	*	*	0	0	0
January 2032	100	100	37	10	*	0	0	0	0	43	9	1	*	*	*	0	0	0
January 2033	100	77	25	6	*	0	0	0	0	36	7	1	*	*	*	0	0	0
January 2034	100	48	15	4	*	0	0	0	0	29	5	*	*	*	*	0	0	0
January 2035	100	22	7	2	*	0	0	0	0	20	3	*	*	*	*	0	0	0
January 2036	100	3	1	*	*	0	0	0	0	11	1	*	*	*	*	0	0	0
January 2037	0	0	0	0	0	0	0	0	0	2	*	*	*	*	0	0	0	0
January 2038	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
January 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	27.6	25.0	22.3	17.9	3.2	1.7	0.9	0.5	0.3	20.9	11.2	5.8	3.5	2.5	1.9	1.3	1.0	0.6

* 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	HB, HI†, HC, HD, HE, HJ, HK, HL, HN and HA Classes									ZA Class								
	PSA Prepayment Assumption									PSA Prepayment Assumption								
	0%	100%	250%	415%	550%	700%	900%	1100%	1400%	0%	100%	250%	415%	550%	700%	900%	1100%	1400%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
January 2010	98	91	80	70	70	70	66	52	30	106	106	106	100	69	33	0	0	0
January 2011	96	82	61	45	45	45	30	17	4	113	113	113	100	52	4	0	0	0
January 2012	94	72	45	26	26	26	13	5	0	120	120	120	100	46	*	0	0	0
January 2013	92	64	30	15	15	15	5	1	0	127	127	127	90	39	*	0	0	0
January 2014	89	55	17	8	8	8	2	0	0	135	135	135	77	31	*	0	0	0
January 2015	87	47	6	4	4	4	*	0	0	143	143	143	63	24	*	0	0	0
January 2016	84	39	2	2	2	2	0	0	0	152	152	132	50	17	*	0	0	0
January 2017	81	30	*	*	*	*	0	0	0	161	161	114	39	13	*	0	0	0
January 2018	77	21	0	0	0	0	0	0	0	171	171	96	29	8	0	0	0	0
January 2019	73	12	0	0	0	0	0	0	0	182	182	79	20	4	0	0	0	0
January 2020	66	2	0	0	0	0	0	0	0	193	193	64	13	1	0	0	0	0
January 2021	60	0	0	0	0	0	0	0	0	205	182	52	9	0	0	0	0	0
January 2022	53	0	0	0	0	0	0	0	0	218	165	42	5	0	0	0	0	0
January 2023	45	0	0	0	0	0	0	0	0	231	148	33	2	0	0	0	0	0
January 2024	36	0	0	0	0	0	0	0	0	245	133	26	1	0	0	0	0	0
January 2025	28	0	0	0	0	0	0	0	0	261	118	20	0	0	0	0	0	0
January 2026	18	0	0	0	0	0	0	0	0	277	105	16	0	0	0	0	0	0
January 2027	8	0	0	0	0	0	0	0	0	294	92	12	0	0	0	0	0	0
January 2028	0	0	0	0	0	0	0	0	0	301	80	8	0	0	0	0	0	0
January 2029	0	0	0	0	0	0	0	0	0	280	68	5	0	0	0	0	0	0
January 2030	0	0	0	0	0	0	0	0	0	258	57	3	0	0	0	0	0	0
January 2031	0	0	0	0	0	0	0	0	0	234	47	1	0	0	0	0	0	0
January 2032	0	0	0	0	0	0	0	0	0	208	37	0	0	0	0	0	0	0
January 2033	0	0	0	0	0	0	0	0	0	180	28	0	0	0	0	0	0	0
January 2034	0	0	0	0	0	0	0	0	0	149	20	0	0	0	0	0	0	0
January 2035	0	0	0	0	0	0	0	0	0	115	11	0	0	0	0	0	0	0
January 2036	0	0	0	0	0	0	0	0	0	79	4	0	0	0	0	0	0	0
January 2037	0	0	0	0	0	0	0	0	0	39	0	0	0	0	0	0	0	0
January 2038	0	0	0	0	0	0	0	0	0	16	0	0	0	0	0	0	0	0
January 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	12.4	5.7	2.9	2.2	2.2	2.2	1.7	1.3	0.8	24.6	18.1	11.4	7.5	3.5	0.8	0.4	0.3	0.2

Date	BC Class								
	PSA Prepayment Assumption								
	0%	100%	250%	415%	550%	700%	900%	1100%	1400%
Initial Percent	100	100	100	100	100	100	100	100	100
January 2010	100	100	100	100	100	100	100	100	100
January 2011	100	100	100	100	100	100	100	100	100
January 2012	100	100	100	100	100	100	100	100	60
January 2013	100	100	100	100	100	100	100	100	10
January 2014	100	100	100	100	100	100	100	54	2
January 2015	100	100	100	100	100	100	100	18	*
January 2016	100	100	100	100	100	100	49	6	*
January 2017	100	100	100	100	100	100	22	2	*
January 2018	100	100	100	100	100	78	10	1	*
January 2019	100	100	100	100	100	44	5	*	*
January 2020	100	100	100	100	100	25	2	*	0
January 2021	100	100	100	100	77	14	1	*	0
January 2022	100	100	100	100	50	8	*	*	0
January 2023	100	100	100	100	32	4	*	*	0
January 2024	100	100	100	100	20	2	*	*	0
January 2025	100	100	100	80	13	1	*	*	0
January 2026	100	100	100	57	8	1	*	*	0
January 2027	100	100	100	40	5	*	*	0	0
January 2028	100	100	100	28	3	*	*	0	0
January 2029	100	100	100	19	2	*	*	0	0
January 2030	100	100	100	13	1	*	*	0	0
January 2031	100	100	100	9	1	*	*	0	0
January 2032	100	100	96	6	*	*	*	0	0
January 2033	100	100	68	4	*	*	0	0	0
January 2034	100	100	45	2	*	*	0	0	0
January 2035	100	100	27	1	*	*	0	0	0
January 2036	100	100	13	*	*	*	0	0	0
January 2037	100	40	2	*	*	0	0	0	0
January 2038	100	0	0	0	0	0	0	0	0
January 2039	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	29.9	28.0	25.0	18.1	13.7	10.3	7.4	5.4	3.3

* 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.

JB, JI†, JC, JD, JE, JG, JH, JK, JM and JA Classes

Date	PSA Prepayment Assumption									
	0%	100%	250%	450%	550%	700%	900%	1100%	1300%	1500%
Initial Percent	100	100	100	100	100	100	100	100	100	100
January 2010	98	93	86	77	77	77	77	69	59	49
January 2011	96	84	67	50	50	50	37	24	13	5
January 2012	94	75	51	29	29	29	16	7	2	0
January 2013	92	66	36	16	16	16	7	2	0	0
January 2014	89	58	24	9	9	9	2	0	0	0
January 2015	87	49	13	5	5	5	*	0	0	0
January 2016	84	42	3	2	2	2	0	0	0	0
January 2017	81	34	1	1	1	1	0	0	0	0
January 2018	78	26	0	0	0	0	0	0	0	0
January 2019	75	19	0	0	0	0	0	0	0	0
January 2020	71	12	0	0	0	0	0	0	0	0
January 2021	67	5	0	0	0	0	0	0	0	0
January 2022	63	0	0	0	0	0	0	0	0	0
January 2023	59	0	0	0	0	0	0	0	0	0
January 2024	54	0	0	0	0	0	0	0	0	0
January 2025	49	0	0	0	0	0	0	0	0	0
January 2026	44	0	0	0	0	0	0	0	0	0
January 2027	38	0	0	0	0	0	0	0	0	0
January 2028	32	0	0	0	0	0	0	0	0	0
January 2029	26	0	0	0	0	0	0	0	0	0
January 2030	19	0	0	0	0	0	0	0	0	0
January 2031	11	0	0	0	0	0	0	0	0	0
January 2032	3	0	0	0	0	0	0	0	0	0
January 2033	0	0	0	0	0	0	0	0	0	0
January 2034	0	0	0	0	0	0	0	0	0	0
January 2035	0	0	0	0	0	0	0	0	0	0
January 2036	0	0	0	0	0	0	0	0	0	0
January 2037	0	0	0	0	0	0	0	0	0	0
January 2038	0	0	0	0	0	0	0	0	0	0
January 2039	0	0	0	0	0	0	0	0	0	0
January 2040	0	0	0	0	0	0	0	0	0	0
January 2041	0	0	0	0	0	0	0	0	0	0
January 2042	0	0	0	0	0	0	0	0	0	0
January 2043	0	0	0	0	0	0	0	0	0	0
January 2044	0	0	0	0	0	0	0	0	0	0
January 2045	0	0	0	0	0	0	0	0	0	0
January 2046	0	0	0	0	0	0	0	0	0	0
January 2047	0	0	0	0	0	0	0	0	0	0
January 2048	0	0	0	0	0	0	0	0	0	0
January 2049	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	14.6	6.1	3.3	2.4	2.4	2.4	1.9	1.5	1.3	1.1

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

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

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

Date	ZB, ZC and ZD Classes										CD Class									
	PSA Prepayment Assumption										PSA Prepayment Assumption									
	0%	100%	250%	450%	550%	700%	900%	1100%	1300%	1500%	0%	100%	250%	450%	550%	700%	900%	1100%	1300%	1500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
January 2010	106	106	106	100	80	49	8	0	0	0	100	100	100	100	100	100	100	100	100	100
January 2011	113	113	113	100	62	8	0	0	0	0	100	100	100	100	100	100	100	100	100	100
January 2012	120	120	120	100	56	*	0	0	0	0	100	100	100	100	100	100	100	100	100	49
January 2013	127	127	127	92	48	*	0	0	0	0	100	100	100	100	100	100	100	100	56	5
January 2014	135	135	135	77	39	*	0	0	0	0	100	100	100	100	100	100	100	79	12	*
January 2015	143	143	143	62	30	*	0	0	0	0	100	100	100	100	100	100	100	27	3	*
January 2016	152	152	152	49	22	*	0	0	0	0	100	100	100	100	100	100	62	9	1	*
January 2017	161	161	136	37	16	*	0	0	0	0	100	100	100	100	100	100	28	3	*	*
January 2018	171	171	116	28	11	0	0	0	0	0	100	100	100	100	100	91	13	1	*	*
January 2019	182	182	96	19	5	0	0	0	0	0	100	100	100	100	100	52	6	*	*	*
January 2020	193	193	80	12	2	0	0	0	0	0	100	100	100	100	100	30	3	*	*	0
January 2021	205	205	66	7	0	0	0	0	0	0	100	100	100	100	90	17	1	*	*	0
January 2022	218	208	55	4	0	0	0	0	0	0	100	100	100	100	59	10	1	*	*	0
January 2023	231	192	45	1	0	0	0	0	0	0	100	100	100	100	39	6	*	*	*	0
January 2024	245	177	37	0	0	0	0	0	0	0	100	100	100	90	26	3	*	*	*	0
January 2025	261	163	30	0	0	0	0	0	0	0	100	100	100	64	17	2	*	*	0	0
January 2026	277	150	24	0	0	0	0	0	0	0	100	100	100	46	11	1	*	*	0	0
January 2027	294	138	19	0	0	0	0	0	0	0	100	100	100	33	7	1	*	*	0	0
January 2028	312	126	15	0	0	0	0	0	0	0	100	100	100	23	5	*	*	*	0	0
January 2029	331	115	12	0	0	0	0	0	0	0	100	100	100	17	3	*	*	*	0	0
January 2030	351	105	9	0	0	0	0	0	0	0	100	100	100	12	2	*	*	*	0	0
January 2031	373	95	6	0	0	0	0	0	0	0	100	100	100	8	1	*	*	0	0	0
January 2032	396	86	4	0	0	0	0	0	0	0	100	100	100	6	1	*	*	0	0	0
January 2033	398	77	3	0	0	0	0	0	0	0	100	100	100	4	1	*	*	0	0	0
January 2034	385	69	1	0	0	0	0	0	0	0	100	100	100	3	*	*	*	0	0	0
January 2035	372	61	0	0	0	0	0	0	0	0	100	100	99	2	*	*	*	0	0	0
January 2036	357	54	0	0	0	0	0	0	0	0	100	100	80	1	*	*	*	0	0	0
January 2037	341	47	0	0	0	0	0	0	0	0	100	100	64	1	*	*	*	0	0	0
January 2038	324	41	0	0	0	0	0	0	0	0	100	100	51	1	*	*	*	0	0	0
January 2039	305	35	0	0	0	0	0	0	0	0	100	100	40	*	*	*	0	0	0	0
January 2040	284	29	0	0	0	0	0	0	0	0	100	100	31	*	*	*	0	0	0	0
January 2041	262	24	0	0	0	0	0	0	0	0	100	100	24	*	*	*	0	0	0	0
January 2042	238	19	0	0	0	0	0	0	0	0	100	100	18	*	*	*	0	0	0	0
January 2043	211	14	0	0	0	0	0	0	0	0	100	100	13	*	*	*	0	0	0	0
January 2044	182	10	0	0	0	0	0	0	0	0	100	100	9	*	*	*	0	0	0	0
January 2045	151	6	0	0	0	0	0	0	0	0	100	100	6	*	*	*	0	0	0	0
January 2046	117	2	0	0	0	0	0	0	0	0	100	100	3	*	*	*	0	0	0	0
January 2047	80	0	0	0	0	0	0	0	0	0	100	58	1	*	*	0	0	0	0	0
January 2048	39	0	0	0	0	0	0	0	0	0	100	0	0	0	0	0	0	0	0	0
January 2049	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	33.5	22.1	12.5	7.4	4.2	1.1	0.6	0.4	0.3	0.3	40.0	38.1	29.9	17.7	14.2	10.7	7.7	5.7	4.3	3.1

Date	FN and DE Classes									PD Class								
	PSA Prepayment Assumption									PSA Prepayment Assumption								
	0%	100%	205%	300%	400%	600%	800%	1100%	1400%	0%	100%	205%	300%	400%	600%	800%	1100%	1400%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
January 2010	99	93	87	81	76	64	53	35	18	98	87	87	87	87	87	87	64	32
January 2011	98	86	75	66	57	40	27	12	3	97	74	74	74	74	73	48	21	4
January 2012	97	80	65	53	42	25	14	4	*	95	63	63	63	63	46	24	6	0
January 2013	96	74	56	43	32	16	7	1	*	93	51	51	51	51	28	12	1	0
January 2014	95	68	48	34	24	10	4	*	*	90	41	41	41	41	17	6	0	0
January 2015	93	62	41	28	18	6	2	*	*	88	31	31	31	31	11	2	0	0
January 2016	92	57	35	22	13	4	1	*	*	85	23	23	23	23	6	1	0	0
January 2017	90	53	30	18	10	2	*	*	*	82	17	17	17	17	4	0	0	0
January 2018	88	48	26	14	7	2	*	*	*	79	12	12	12	12	2	0	0	0
January 2019	86	44	22	11	5	1	*	*	0	75	9	9	9	9	1	0	0	0
January 2020	84	40	19	9	4	1	*	*	0	71	6	6	6	6	*	0	0	0
January 2021	82	36	16	7	3	*	*	*	0	67	4	4	4	4	0	0	0	0
January 2022	80	33	13	6	2	*	*	*	0	63	3	3	3	3	0	0	0	0
January 2023	77	29	11	4	2	*	*	*	0	58	2	2	2	2	0	0	0	0
January 2024	74	26	9	3	1	*	*	*	0	52	1	1	1	1	0	0	0	0
January 2025	71	23	8	3	1	*	*	*	0	47	*	*	*	*	0	0	0	0
January 2026	67	21	6	2	1	*	*	0	0	40	*	*	*	*	0	0	0	0
January 2027	64	18	5	2	*	*	*	0	0	33	0	0	0	0	0	0	0	0
January 2028	59	16	4	1	*	*	*	0	0	26	0	0	0	0	0	0	0	0
January 2029	55	13	3	1	*	*	*	0	0	18	0	0	0	0	0	0	0	0
January 2030	50	11	3	1	*	*	*	0	0	9	0	0	0	0	0	0	0	0
January 2031	45	9	2	*	*	*	*	0	0	0	0	0	0	0	0	0	0	0
January 2032	39	7	1	*	*	*	*	0	0	0	0	0	0	0	0	0	0	0
January 2033	33	5	1	*	*	*	*	0	0	0	0	0	0	0	0	0	0	0
January 2034	26	4	1	*	*	*	*	0	0	0	0	0	0	0	0	0	0	0
January 2035	18	2	*	*	*	*	*	0	0	0	0	0	0	0	0	0	0	0
January 2036	10	1	*	*	*	*	*	0	0	0	0	0	0	0	0	0	0	0
January 2037	2	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
January 2038	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
January 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	19.2	10.1	6.4	4.6	3.5	2.2	1.6	1.0	0.6	14.2	4.8	4.8	4.8	4.8	3.2	2.3	1.5	0.9

* 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.

Date	PX Class									KG Class								
	PSA Prepayment Assumption									PSA Prepayment Assumption								
	0%	100%	205%	300%	400%	600%	800%	1100%	1400%	0%	100%	205%	300%	400%	600%	800%	1100%	1400%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
January 2010	100	100	100	100	100	100	100	100	100	100	100	70	70	70	70	22	0	0
January 2011	100	100	100	100	100	100	100	100	100	100	100	46	46	46	0	0	0	0
January 2012	100	100	100	100	100	100	100	100	80	100	100	27	27	27	0	0	0	0
January 2013	100	100	100	100	100	100	100	100	13	100	100	13	13	13	0	0	0	0
January 2014	100	100	100	100	100	100	100	80	2	100	100	3	3	3	0	0	0	0
January 2015	100	100	100	100	100	100	100	27	*	100	100	0	0	0	0	0	0	0
January 2016	100	100	100	100	100	100	100	9	*	100	97	0	0	0	0	0	0	0
January 2017	100	100	100	100	100	100	86	3	*	100	91	0	0	0	0	0	0	0
January 2018	100	100	100	100	100	100	44	1	*	100	81	0	0	0	0	0	0	0
January 2019	100	100	100	100	100	100	22	*	*	100	70	0	0	0	0	0	0	0
January 2020	100	100	100	100	100	100	11	*	0	100	57	0	0	0	0	0	0	0
January 2021	100	100	100	100	100	67	6	*	0	100	44	0	0	0	0	0	0	0
January 2022	100	100	100	100	100	41	3	*	0	100	30	0	0	0	0	0	0	0
January 2023	100	100	100	100	100	25	1	*	0	100	17	0	0	0	0	0	0	0
January 2024	100	100	100	100	100	15	1	*	0	100	4	0	0	0	0	0	0	0
January 2025	100	100	100	100	100	9	*	*	0	100	0	0	0	0	0	0	0	0
January 2026	100	100	100	100	100	6	*	0	0	100	0	0	0	0	0	0	0	0
January 2027	100	72	72	72	72	3	*	0	0	100	0	0	0	0	0	0	0	0
January 2028	100	50	50	50	50	2	*	0	0	100	0	0	0	0	0	0	0	0
January 2029	100	35	35	35	35	1	*	0	0	100	0	0	0	0	0	0	0	0
January 2030	100	23	23	23	23	1	*	0	0	100	0	0	0	0	0	0	0	0
January 2031	15	15	15	15	15	*	*	0	0	99	0	0	0	0	0	0	0	0
January 2032	10	10	10	10	10	*	*	0	0	71	0	0	0	0	0	0	0	0
January 2033	6	6	6	6	6	*	*	0	0	40	0	0	0	0	0	0	0	0
January 2034	3	3	3	3	3	*	*	0	0	7	0	0	0	0	0	0	0	0
January 2035	1	1	1	1	1	*	0	0	0	0	0	0	0	0	0	0	0	0
January 2036	*	*	*	*	*	*	0	0	0	0	0	0	0	0	0	0	0	0
January 2037	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
January 2038	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
January 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	22.2	19.7	19.7	19.7	19.7	13.2	9.3	5.7	3.4	23.7	11.4	2.1	2.1	2.1	1.2	0.8	0.5	0.3

Date	GM Class									GN Class								
	PSA Prepayment Assumption									PSA Prepayment Assumption								
	0%	100%	205%	300%	400%	600%	800%	1100%	1400%	0%	100%	205%	300%	400%	600%	800%	1100%	1400%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
January 2010	100	100	100	72	43	0	0	0	0	100	100	100	100	100	36	0	0	0
January 2011	100	100	100	53	6	0	0	0	0	100	100	100	100	100	0	0	0	0
January 2012	100	100	100	40	0	0	0	0	0	100	100	100	100	43	0	0	0	0
January 2013	100	100	100	33	0	0	0	0	0	100	100	100	100	6	0	0	0	0
January 2014	100	100	100	30	0	0	0	0	0	100	100	100	100	*	0	0	0	0
January 2015	100	100	96	26	0	0	0	0	0	100	100	100	100	*	0	0	0	0
January 2016	100	100	89	21	0	0	0	0	0	100	100	100	100	*	0	0	0	0
January 2017	100	100	80	16	0	0	0	0	0	100	100	100	100	*	0	0	0	0
January 2018	100	100	70	11	0	0	0	0	0	100	100	100	100	*	0	0	0	0
January 2019	100	100	60	6	0	0	0	0	0	100	100	100	100	*	0	0	0	0
January 2020	100	100	51	1	0	0	0	0	0	100	100	100	100	*	0	0	0	0
January 2021	100	100	41	0	0	0	0	0	0	100	100	100	86	*	0	0	0	0
January 2022	100	100	32	0	0	0	0	0	0	100	100	100	71	*	0	0	0	0
January 2023	100	100	24	0	0	0	0	0	0	100	100	100	58	*	0	0	0	0
January 2024	100	100	17	0	0	0	0	0	0	100	100	100	47	*	0	0	0	0
January 2025	100	91	11	0	0	0	0	0	0	100	100	100	38	*	0	0	0	0
January 2026	100	78	5	0	0	0	0	0	0	100	100	100	30	*	0	0	0	0
January 2027	100	65	0	0	0	0	0	0	0	100	100	98	24	*	0	0	0	0
January 2028	100	54	0	0	0	0	0	0	0	100	100	80	18	*	0	0	0	0
January 2029	100	42	0	0	0	0	0	0	0	100	100	65	14	*	0	0	0	0
January 2030	100	32	0	0	0	0	0	0	0	100	100	51	10	*	0	0	0	0
January 2031	100	22	0	0	0	0	0	0	0	100	100	39	8	*	0	0	0	0
January 2032	100	12	0	0	0	0	0	0	0	100	100	29	5	*	0	0	0	0
January 2033	100	3	0	0	0	0	0	0	0	100	100	21	4	*	0	0	0	0
January 2034	100	0	0	0	0	0	0	0	0	100	77	13	2	*	0	0	0	0
January 2035	69	0	0	0	0	0	0	0	0	100	44	7	1	*	0	0	0	0
January 2036	28	0	0	0	0	0	0	0	0	100	13	2	*	*	0	0	0	0
January 2037	0	0	0	0	0	0	0	0	0	32	0	0	0	0	0	0	0	0
January 2038	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
January 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	26.5	19.5	11.3	3.6	1.0	0.4	0.3	0.2	0.1	27.9	25.9	21.6	15.7	3.0	1.0	0.6	0.3	0.2

* 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.

Date	EG Class								
	PSA Prepayment Assumption								
	0%	100%	205%	300%	400%	600%	800%	1100%	1400%
Initial Percent	100	100	100	100	100	100	100	100	100
January 2010	100	100	87	74	62	36	10	0	0
January 2011	100	100	76	55	34	0	0	0	0
January 2012	100	100	67	41	17	0	0	0	0
January 2013	100	100	61	31	7	0	0	0	0
January 2014	100	100	56	26	1	0	0	0	0
January 2015	100	100	53	22	*	0	0	0	0
January 2016	100	99	50	20	*	0	0	0	0
January 2017	100	96	46	18	*	0	0	0	0
January 2018	100	91	42	16	*	0	0	0	0
January 2019	100	86	37	13	*	0	0	0	0
January 2020	100	80	33	11	*	0	0	0	0
January 2021	100	75	29	9	*	0	0	0	0
January 2022	100	68	25	8	*	0	0	0	0
January 2023	100	62	22	6	*	0	0	0	0
January 2024	100	56	18	5	*	0	0	0	0
January 2025	100	51	16	4	*	0	0	0	0
January 2026	100	45	13	3	*	0	0	0	0
January 2027	100	40	11	3	*	0	0	0	0
January 2028	100	34	9	2	*	0	0	0	0
January 2029	100	29	7	2	*	0	0	0	0
January 2030	100	25	6	1	*	0	0	0	0
January 2031	100	20	4	1	*	0	0	0	0
January 2032	87	16	3	1	*	0	0	0	0
January 2033	73	12	2	*	*	0	0	0	0
January 2034	58	8	1	*	*	0	0	0	0
January 2035	41	5	1	*	*	0	0	0	0
January 2036	23	1	*	*	*	0	0	0	0
January 2037	3	0	0	0	0	0	0	0	0
January 2038	0	0	0	0	0	0	0	0	0
January 2039	0	0	0	0	0	0	0	0	0
Weighted Average									
Life (years)**	25.4	16.5	8.2	4.2	1.7	0.8	0.5	0.3	0.2

* 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.

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 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	400% PSA
2	400% PSA
3	250% PSA
4	550% PSA
5	550% PSA
6	300% 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 Banc of America Securities LLC (the “Dealer”) in exchange for the Underlying REMIC Certificates and the Trust 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. K&L Gates LLP will provide legal representation for the Dealer.

Group 1 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 Balance of Class	January 2009 Class Factor	Principal Balance in the Lower Tier REMIC	Approximate Weighted Average WAC	Approximate Weighted Average WALA (in months)
2006-097	FT(2)	September 2006	31396LDN9	(3)	T	November 2035	SC/SEQ/AD	\$10,000,000	0.99995153	\$9,999,515.30	5.943%	70
2006-097	ST(2)	September 2006	31396LDN7	(3)	T	November 2035	SC/SEQ/AD	4,090,909	0.99995153	4,090,710.71	5.943	70

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

(2) The Group 1 Underlying REMIC Certificates are backed by the following Fannie Mae REMIC certificate:

Class	Interest Type	Principal Type
2006-3-SG	INV	SC/PT

The Fannie Mae REMIC certificate listed immediately above is in turn backed by the following Fannie Mae REMIC certificates:

Class	Interest Type	Principal Type
2005-100-SX	INV	SEG(TAC)/TAC/AD
2005-100-SY	INV	SEG(TAC)/TAC/AD

(3) These classes bear interest as further described in the applicable Underlying REMIC Disclosure Document.

Group 2 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 Balance of Class	January 2009 Class Factor	Principal Balance in the Lower Tier REMIC	Approximate Weighted Average WAC	Approximate Weighted Average WALA (in months)
2005-059	NF	June 2005	31394ETP3	(2)	FLT	May 2035	PAC/AD	\$138,859,875	0.68791111	\$27,516,444.40	5.984%	46
2005-059	NQ	June 2005	31394ETR9	(2)	INV	May 2035	PAC/AD	37,870,875	0.68791111	11,006,577.76	5.984	46

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

(2) These classes bear interest as further described in the applicable 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.

Group 3 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	January 2009 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)
2006-123	BF	December 2006	31396PBA8	(2)	FLT	January 2037	PT	\$270,000,000	0.77572692	\$193,931,730.00	6.653%	322	31
2006-123	BI	December 2006	31396PBB6	(2)	INV/IO	January 2037	NTL	270,000,000	0.77572692	193,931,730.00	6.653	322	31

- (1) See “Description of the Certificates—Class Definitions and Abbreviations” in the REMIC Prospectus.
(2) These classes bear interest as further described in the applicable Underlying REMIC Disclosure Document.

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	January 2009 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 Only Period (in months)	Approximate Weighted Average Remaining Term to Expiration of Interest Only Period (in months)
2007-008	FG	January 2007	31396PLV1	(2)	FLT	February 2037	PT	\$225,000,000	0.75894631	\$72,941,539.79	6.739%	332	28	92
2007-008	SI	January 2007	31396PLW9	(2)	INV/IO	February 2037	NTL	225,000,000	0.75894631	72,941,539.79	6.739	332	28	92
2007-056	FY	May 2007	31396WBL9	(2)	FLT	June 2037	PT	177,777,777	0.84341770	64,878,284.68	6.680	336	24	96
2007-056	SG	May 2007	31396WBK1	(2)	INV/IO	June 2037	NTL	177,777,777	0.84341770	64,878,284.68	6.680	336	24	96

- (1) See “Description of the Certificates—Class Definitions and Abbreviations” in the REMIC Prospectus.
(2) These classes bear interest as further described in the applicable Underlying REMIC Disclosure Document.

Group 6 Underlying RCR and 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	January 2009 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)
2007-032	FG(2)	March 2007	31396VFA1	(3)	FLT	April 2037	PT	\$150,000,000	0.82153019	\$123,229,528.50	6.534%	329	25
2007-032	SC	March 2007	31396VDZ8	(3)	INV/IO	April 2037	NTL	80,000,000	0.82258937	10,282,367.13	6.564	329	25
2007-032	SG	March 2007	31396VEK0	(3)	INV/IO	April 2037	NTL	100,000,000	0.82100061	20,525,015.25	6.475	329	26

- (1) See “Description of the Certificates—Definitions and Abbreviations” in the REMIC Prospectus.
(2) The Class 2007-32-FG RCR Certificate is formed from a combination of the Class 2007-32-FM and Class 2007-32-FN REMIC Certificates.
(3) These Classes bear interest as further described in the applicable Underlying REMIC Disclosure Document.

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

Available Recombinations(1)

REMIC Certificates		RCR Certificates						
Classes	Original Balances	RCR Classes	Original Balances	Principal Type(2)	Interest Rate	Interest Type(2)	CUSIP Number	Final Distribution Date
Recombination 1		HC	\$ 50,218,000	SC/PAC/AD	3.75%	FIX	31397M2P1	February 2039
HB	\$ 50,218,000							
HI	2,092,416(3)							
Recombination 2		HD	50,218,000	SC/PAC/AD	4.00	FIX	31397M2Q9	February 2039
HB	50,218,000							
HI	4,184,833(3)							
Recombination 3		HE	50,218,000	SC/PAC/AD	4.25	FIX	31397M2R7	February 2039
HB	50,218,000							
HI	6,277,249(3)							
Recombination 4		HJ	50,218,000	SC/PAC/AD	4.50	FIX	31397M2S5	February 2039
HB	50,218,000							
HI	8,369,666(3)							
Recombination 5		HK	50,218,000	SC/PAC/AD	4.75	FIX	31397M2T3	February 2039
HB	50,218,000							
HI	10,462,083(3)							
Recombination 6		HL	50,218,000	SC/PAC/AD	5.00	FIX	31397M2U0	February 2039
HB	50,218,000							
HI	12,554,499(3)							
Recombination 7		HN	50,218,000	SC/PAC/AD	5.50	FIX	31397M2V8	February 2039
HB	50,218,000							
HI	16,739,332(3)							
Recombination 8		HA	50,218,000	SC/PAC/AD	6.00	FIX	31397M2W6	February 2039
HB	50,218,000							
HI	20,924,166(3)							
Recombination 9		JC	239,654,000	PAC/AD	3.75	FIX	31397M2X4	January 2049
JB	239,654,000							
JI	9,985,583(3)							
Recombination 10		JD	239,654,000	PAC/AD	4.00	FIX	31397M2Y2	January 2049
JB	239,654,000							
JI	19,971,166(3)							

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 11								
JB	\$239,654,000	JE	\$239,654,000	PAC/AD	4.25%	FIX	31397M2Z9	January 2049
JI	29,956,749(3)							
Recombination 12								
JB	239,654,000	JG	239,654,000	PAC/AD	4.50	FIX	31397M3A3	January 2049
JI	39,942,333(3)							
Recombination 13								
JB	239,654,000	JH	239,654,000	PAC/AD	4.75	FIX	31397M3B1	January 2049
JI	49,927,916(3)							
Recombination 14								
JB	239,654,000	JK	239,654,000	PAC/AD	5.00	FIX	31397M3C9	January 2049
JI	59,913,499(3)							
Recombination 15								
JB	239,654,000	JM	239,654,000	PAC/AD	5.50	FIX	31397M3D7	January 2049
JI	79,884,666(3)							
Recombination 16								
JB	239,654,000	JA	239,654,000	PAC/AD	6.00	FIX	31397M3E5	January 2049
JI	99,855,833(3)							
Recombination 17								
KG	6,280,000	EG	13,827,382	SC/SUP	5.00	FIX	31397M3M7	April 2037
GM	6,038,000							
GN	1,509,382							
Recombination 18								
KG	6,280,000	DE	30,807,382	SC/PT	5.00	FIX	31397M3N5	April 2037
GM	6,038,000							
GN	1,509,382							
PD	16,811,000							
PX	169,000							

- (1) REMIC Certificates and RCR Certificates in each Recombination may be exchanged only in the proportions of *original* 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-8 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.

Principal Balance Schedules

PA Class Planned Balances

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
Initial Balance	\$13,384,000.00	May 2013	\$ 6,435,933.60	September 2017	\$ 1,894,834.26
February 2009	13,236,176.04	June 2013	6,319,355.76	October 2017	1,847,578.09
March 2009	13,087,189.20	July 2013	6,203,367.27	November 2017	1,801,465.89
April 2009	12,937,812.11	August 2013	6,087,965.10	December 2017	1,756,470.51
May 2009	12,788,354.22	September 2013	5,973,146.22	January 2018	1,712,565.40
June 2009	12,639,591.12	October 2013	5,858,907.64	February 2018	1,669,724.67
July 2009	12,491,583.10	November 2013	5,745,246.36	March 2018	1,627,923.02
August 2009	12,344,326.27	December 2013	5,632,159.41	April 2018	1,587,135.75
September 2009	12,197,816.76	January 2014	5,519,643.84	May 2018	1,547,338.72
October 2009	12,052,050.71	February 2014	5,407,696.69	June 2018	1,508,508.38
November 2009	11,907,024.32	March 2014	5,296,315.05	July 2018	1,470,621.72
December 2009	11,762,733.75	April 2014	5,185,496.00	August 2018	1,433,656.27
January 2010	11,619,175.24	May 2014	5,075,236.65	September 2018	1,397,590.10
February 2010	11,476,345.00	June 2014	4,965,534.10	October 2018	1,362,401.78
March 2010	11,334,239.29	July 2014	4,856,385.49	November 2018	1,328,070.39
April 2010	11,192,854.39	August 2014	4,747,787.98	December 2018	1,294,575.50
May 2010	11,052,186.57	September 2014	4,639,738.72	January 2019	1,261,897.17
June 2010	10,912,232.14	October 2014	4,532,234.88	February 2019	1,230,015.90
July 2010	10,772,987.44	November 2014	4,425,273.66	March 2019	1,198,912.67
August 2010	10,634,448.80	December 2014	4,318,852.27	April 2019	1,168,568.92
September 2010	10,496,612.60	January 2015	4,213,396.78	May 2019	1,138,966.51
October 2010	10,359,475.22	February 2015	4,110,459.49	June 2019	1,110,087.71
November 2010	10,223,033.05	March 2015	4,009,981.15	July 2019	1,081,915.24
December 2010	10,087,282.53	April 2015	3,911,903.91	August 2019	1,054,432.21
January 2011	9,952,220.08	May 2015	3,816,171.25	September 2019	1,027,622.13
February 2011	9,817,842.17	June 2015	3,722,727.97	October 2019	1,001,468.89
March 2011	9,684,145.27	July 2015	3,631,520.18	November 2019	975,956.78
April 2011	9,551,125.87	August 2015	3,542,495.20	December 2019	951,070.44
May 2011	9,418,780.48	September 2015	3,455,601.63	January 2020	926,794.88
June 2011	9,287,105.65	October 2015	3,370,789.21	February 2020	903,115.47
July 2011	9,156,097.90	November 2015	3,288,008.91	March 2020	880,017.90
August 2011	9,025,753.82	December 2015	3,207,212.79	April 2020	857,488.24
September 2011	8,896,069.97	January 2016	3,128,354.08	May 2020	835,512.85
October 2011	8,767,042.96	February 2016	3,051,387.05	June 2020	814,078.43
November 2011	8,638,669.42	March 2016	2,976,267.06	July 2020	793,171.99
December 2011	8,510,945.96	April 2016	2,902,950.53	August 2020	772,780.84
January 2012	8,383,869.25	May 2016	2,831,394.87	September 2020	752,892.61
February 2012	8,257,435.96	June 2016	2,761,558.49	October 2020	733,495.20
March 2012	8,131,642.77	July 2016	2,693,400.77	November 2020	714,576.80
April 2012	8,006,486.39	August 2016	2,626,882.04	December 2020	696,125.90
May 2012	7,881,963.54	September 2016	2,561,963.57	January 2021	678,131.24
June 2012	7,758,070.95	October 2016	2,498,607.52	February 2021	660,581.82
July 2012	7,634,805.38	November 2016	2,436,776.93	March 2021	643,466.93
August 2012	7,512,163.61	December 2016	2,376,435.72	April 2021	626,776.09
September 2012	7,390,142.41	January 2017	2,317,548.63	May 2021	610,499.08
October 2012	7,268,738.59	February 2017	2,260,081.25	June 2021	594,625.90
November 2012	7,147,948.98	March 2017	2,203,999.95	July 2021	579,146.82
December 2012	7,027,770.41	April 2017	2,149,271.91	August 2021	564,052.32
January 2013	6,908,199.73	May 2017	2,095,865.07	September 2021	549,333.11
February 2013	6,789,233.82	June 2017	2,043,748.11	October 2021	534,980.12
March 2013	6,670,869.56	July 2017	1,992,890.44	November 2021	520,984.49
April 2013	6,553,103.85	August 2017	1,943,262.22	December 2021	507,337.58

PA Class (Continued)

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
January 2022	\$ 494,030.95	July 2026	\$ 109,707.53	January 2031	\$ 18,160.01
February 2022	481,056.36	August 2026	106,506.03	February 2031	17,453.12
March 2022	468,405.76	September 2026	103,388.93	March 2031	16,766.93
April 2022	456,071.31	October 2026	100,354.11	April 2031	16,100.88
May 2022	444,045.34	November 2026	97,399.52	May 2031	15,454.44
June 2022	432,320.37	December 2026	94,523.12	June 2031	14,827.08
July 2022	420,889.08	January 2027	91,722.97	July 2031	14,218.30
August 2022	409,744.35	February 2027	88,997.14	August 2031	13,627.60
September 2022	398,879.22	March 2027	86,343.77	September 2031	13,054.49
October 2022	388,286.88	April 2027	83,761.02	October 2031	12,498.52
November 2022	377,960.71	May 2027	81,247.13	November 2031	11,959.21
December 2022	367,894.23	June 2027	78,800.35	December 2031	11,436.13
January 2023	358,081.11	July 2027	76,418.99	January 2032	10,928.83
February 2023	348,515.19	August 2027	74,101.39	February 2032	10,436.89
March 2023	339,190.44	September 2027	71,845.96	March 2032	9,959.90
April 2023	330,100.97	October 2027	69,651.10	April 2032	9,497.45
May 2023	321,241.05	November 2027	67,515.29	May 2032	9,049.15
June 2023	312,605.08	December 2027	65,437.03	June 2032	8,614.61
July 2023	304,187.59	January 2028	63,414.86	July 2032	8,193.47
August 2023	295,983.23	February 2028	61,447.35	August 2032	7,785.36
September 2023	287,986.79	March 2028	59,533.12	September 2032	7,389.91
October 2023	280,193.19	April 2028	57,670.81	October 2032	7,006.80
November 2023	272,597.47	May 2028	55,859.10	November 2032	6,635.67
December 2023	265,194.77	June 2028	54,096.69	December 2032	6,276.21
January 2024	257,980.37	July 2028	52,382.33	January 2033	5,928.09
February 2024	250,949.65	August 2028	50,714.80	February 2033	5,591.00
March 2024	244,098.11	September 2028	49,092.88	March 2033	5,264.63
April 2024	237,421.33	October 2028	47,515.43	April 2033	4,948.70
May 2024	230,915.04	November 2028	45,981.29	May 2033	4,642.91
June 2024	224,575.04	December 2028	44,489.36	June 2033	4,346.98
July 2024	218,397.24	January 2029	43,038.55	July 2033	4,060.64
August 2024	212,377.65	February 2029	41,627.81	August 2033	3,783.62
September 2024	206,512.37	March 2029	40,256.10	September 2033	3,515.66
October 2024	200,797.61	April 2029	38,922.42	October 2033	3,256.51
November 2024	195,229.65	May 2029	37,625.79	November 2033	3,005.92
December 2024	189,804.86	June 2029	36,365.25	December 2033	2,763.66
January 2025	184,519.72	July 2029	35,139.88	January 2034	2,529.48
February 2025	179,370.78	August 2029	33,948.76	February 2034	2,303.17
March 2025	174,354.67	September 2029	32,791.00	March 2034	2,084.88
April 2025	169,468.09	October 2029	31,665.74	April 2034	1,874.38
May 2025	164,707.86	November 2029	30,572.13	May 2034	1,671.06
June 2025	160,070.83	December 2029	29,509.36	June 2034	1,474.73
July 2025	155,553.96	January 2030	28,476.62	July 2034	1,285.72
August 2025	151,154.26	February 2030	27,473.13	August 2034	1,104.27
September 2025	146,868.83	March 2030	26,498.12	September 2034	929.52
October 2025	142,694.83	April 2030	25,550.86	October 2034	761.27
November 2025	138,629.49	May 2030	24,630.61	November 2034	599.62
December 2025	134,670.10	June 2030	23,736.68	December 2034	446.74
January 2026	130,814.04	July 2030	22,868.36	January 2035	301.94
February 2026	127,058.72	August 2030	22,024.99	February 2035	163.50
March 2026	123,401.63	September 2030	21,205.92	March 2035	31.78
April 2026	119,840.33	October 2030	20,410.50	April 2035 and thereafter	0.00
May 2026	116,372.43	November 2030	19,638.11		
June 2026	112,995.58	December 2030	18,888.14		

KC Class Planned Balances

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
Initial Balance	\$3,486,000.00	February 2011	\$1,612,199.00	March 2013	\$ 449,525.00
February 2009	3,397,456.05	March 2011	1,553,296.81	April 2013	415,199.51
March 2009	3,308,881.64	April 2011	1,495,521.27	May 2013	381,714.13
April 2009	3,220,883.16	May 2011	1,438,859.47	June 2013	349,058.84
May 2009	3,133,700.01	June 2011	1,383,298.62	July 2013	317,223.73
June 2009	3,047,914.04	July 2011	1,328,826.08	August 2013	286,198.99
July 2009	2,963,557.95	August 2011	1,275,429.32	September 2013	255,974.91
August 2009	2,880,615.80	September 2011	1,223,095.96	October 2013	226,541.86
September 2009	2,799,071.82	October 2011	1,171,813.72	November 2013	197,890.35
October 2009	2,718,910.42	November 2011	1,121,570.43	December 2013	170,010.95
November 2009	2,640,116.10	December 2011	1,072,354.11	January 2014	142,894.33
December 2009	2,562,673.59	January 2012	1,024,152.81	February 2014	117,347.57
January 2010	2,486,567.72	February 2012	976,954.76	March 2014	94,506.01
February 2010	2,411,783.49	March 2012	930,748.30	April 2014	74,295.85
March 2010	2,338,306.05	April 2012	885,521.88	May 2014	56,645.02
April 2010	2,266,120.67	May 2012	841,264.05	June 2014	41,483.20
May 2010	2,195,212.82	June 2012	797,963.52	July 2014	28,741.75
June 2010	2,125,568.09	July 2012	755,609.07	August 2014	18,353.65
July 2010	2,057,172.18	August 2012	714,189.61	September 2014	10,253.54
August 2010	1,990,010.98	September 2012	673,694.17	October 2014	4,377.61
September 2010	1,924,070.50	October 2012	634,111.88	November 2014	663.57
October 2010	1,859,336.89	November 2012	595,431.98	December 2014 and thereafter	0.00
November 2010	1,795,796.44	December 2012	557,643.83		
December 2010	1,733,435.57	January 2013	520,736.90		
January 2011	1,672,240.86	February 2013	484,700.73		

HB Class Planned Balances

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
Initial Balance	\$50,218,000.00	February 2011	\$21,661,931.91	March 2013	\$ 6,647,455.83
February 2009	48,968,530.08	March 2011	20,776,221.01	April 2013	6,323,146.44
March 2009	47,767,151.20	April 2011	19,911,395.19	May 2013	6,013,229.58
April 2009	46,548,387.94	May 2011	19,066,961.97	June 2013	5,717,066.54
May 2009	45,314,833.10	June 2011	18,242,440.50	July 2013	5,434,046.93
June 2009	44,069,689.31	July 2011	17,437,361.25	August 2013	5,163,587.45
July 2009	42,814,982.00	August 2011	16,651,265.78	September 2013	4,905,130.71
August 2009	41,558,546.18	September 2011	15,883,706.45	October 2013	4,658,144.04
September 2009	40,303,455.93	October 2011	15,149,501.10	November 2013	4,422,118.39
October 2009	39,051,305.86	November 2011	14,447,879.09	December 2013	4,196,567.34
November 2009	37,803,522.47	December 2011	13,777,394.39	January 2014	3,981,026.02
December 2009	36,560,771.96	January 2012	13,136,665.15	February 2014	3,775,050.22
January 2010	35,323,746.24	February 2012	12,524,370.87	March 2014	3,578,215.44
February 2010	34,115,889.61	March 2012	11,939,249.62	April 2014	3,390,115.99
March 2010	32,936,514.25	April 2012	11,380,095.49	May 2014	3,210,364.21
April 2010	31,784,948.58	May 2012	10,845,756.08	June 2014	3,038,589.64
May 2010	30,660,536.83	June 2012	10,335,130.14	July 2014	2,874,438.27
June 2010	29,562,638.73	July 2012	9,847,165.30	August 2014	2,717,571.78
July 2010	28,490,629.08	August 2012	9,380,855.86	September 2014	2,567,666.87
August 2010	27,443,897.43	September 2012	8,935,240.79	October 2014	2,424,414.59
September 2010	26,421,847.72	October 2012	8,509,401.69	November 2014	2,287,519.72
October 2010	25,423,897.95	November 2012	8,102,460.93	December 2014	2,156,700.11
November 2010	24,449,479.86	December 2012	7,713,579.80	January 2015	2,031,686.15
December 2010	23,498,038.55	January 2013	7,341,956.84	February 2015	1,912,220.18
January 2011	22,569,032.24	February 2013	6,986,826.16	March 2015	1,798,056.01

HB Class (Continued)

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
April 2015	\$ 1,688,958.33	February 2016	\$ 831,778.76	December 2016	\$ 285,519.05
May 2015	1,584,702.29	March 2016	765,563.54	January 2017	243,000.80
June 2015	1,485,073.05	April 2016	702,286.88	February 2017	202,180.10
July 2015	1,389,865.25	May 2016	641,742.47	March 2017	163,129.35
August 2015	1,298,882.68	June 2016	583,887.93	April 2017	125,814.39
September 2015	1,211,937.84	July 2016	528,603.77	May 2017	90,162.91
October 2015	1,128,851.52	August 2016	475,757.37	June 2017	56,123.53
November 2015	1,049,452.49	September 2016	425,152.30	July 2017	23,623.53
December 2015	973,577.12	October 2016	376,511.79	August 2017 and thereafter	0.00
January 2016	901,069.02	November 2016	330,005.35		

JB Class Planned Balances

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
Initial Balance	\$239,654,000.00	May 2012	\$ 57,994,580.37	September 2015	\$ 6,739,995.78
February 2009	235,886,844.65	June 2012	55,257,496.34	October 2015	6,304,784.93
March 2009	232,192,566.00	July 2012	52,643,218.04	November 2015	5,889,159.25
April 2009	228,291,887.11	August 2012	50,146,243.20	December 2015	5,492,238.96
May 2009	224,191,706.79	September 2012	47,761,315.77	January 2016	5,113,183.75
June 2009	219,899,408.51	October 2012	45,483,414.91	February 2016	4,751,191.02
July 2009	215,422,839.87	November 2012	43,307,744.51	March 2016	4,405,494.12
August 2009	210,770,290.15	December 2012	41,229,723.11	April 2016	4,075,360.85
September 2009	205,950,465.74	January 2013	39,244,974.32	May 2016	3,760,091.82
October 2009	200,972,463.87	February 2013	37,349,317.64	June 2016	3,459,019.03
November 2009	195,845,744.46	March 2013	35,538,759.71	July 2016	3,171,504.44
December 2009	190,580,100.37	April 2013	33,809,485.93	August 2016	2,896,938.67
January 2010	185,185,626.05	May 2013	32,157,852.48	September 2016	2,634,739.64
February 2010	179,672,684.89	June 2013	30,580,378.68	October 2016	2,384,351.43
March 2010	174,051,875.19	July 2013	29,073,739.69	November 2016	2,145,243.05
April 2010	168,333,995.10	August 2013	27,634,759.54	December 2016	1,916,907.35
May 2010	162,530,006.61	September 2013	26,260,404.47	January 2017	1,698,859.94
June 2010	156,650,998.69	October 2013	24,947,776.58	February 2017	1,490,638.17
July 2010	150,926,431.23	November 2013	23,694,107.75	March 2017	1,291,800.17
August 2010	145,352,260.11	December 2013	22,496,753.80	April 2017	1,101,923.89
September 2010	139,924,546.85	January 2014	21,353,189.02	May 2017	920,606.24
October 2010	134,639,455.87	February 2014	20,261,000.80	June 2017	747,462.25
November 2010	129,493,251.75	March 2014	19,217,884.60	July 2017	582,124.19
December 2010	124,482,296.69	April 2014	18,221,639.11	August 2017	424,240.88
January 2011	119,603,047.92	May 2014	17,270,161.64	September 2017	273,476.90
February 2011	114,852,055.22	June 2014	16,361,443.70	October 2017	129,511.89
March 2011	110,225,958.53	July 2014	15,493,566.77	November 2017 and thereafter	0.00
April 2011	105,721,485.61	August 2014	14,664,698.30		
May 2011	101,335,449.70	September 2014	13,873,087.86		
June 2011	97,064,747.32	October 2014	13,117,063.45		
July 2011	92,906,356.11	November 2014	12,395,027.98		
August 2011	88,857,332.71	December 2014	11,705,455.96		
September 2011	84,914,810.68	January 2015	11,046,890.26		
October 2011	81,075,998.49	February 2015	10,417,939.04		
November 2011	77,338,177.61	March 2015	9,817,272.87		
December 2011	73,733,400.52	April 2015	9,243,621.91		
January 2012	70,290,298.09	May 2015	8,695,773.24		
February 2012	67,001,628.92	June 2015	8,172,568.31		
March 2012	63,860,475.60	July 2015	7,672,900.51		
April 2012	60,860,230.18	August 2015	7,195,712.86		

Aggregate Group Planned Balances

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
Initial Balance	\$16,980,000.00	August 2013	\$ 7,782,934.11	March 2018	\$ 2,097,140.88
February 2009	16,808,132.90	September 2013	7,637,596.32	April 2018	2,044,824.78
March 2009	16,631,645.35	October 2013	7,492,997.53	May 2018	1,993,776.15
April 2009	16,451,406.68	November 2013	7,349,133.94	June 2018	1,943,964.88
May 2009	16,267,675.16	December 2013	7,206,001.77	July 2018	1,895,361.54
June 2009	16,081,756.22	January 2014	7,063,597.24	August 2018	1,847,937.41
July 2009	15,894,559.91	February 2014	6,921,916.62	September 2018	1,801,664.44
August 2009	15,707,916.14	March 2014	6,780,956.18	October 2018	1,756,515.24
September 2009	15,522,223.92	April 2014	6,640,712.21	November 2018	1,712,463.05
October 2009	15,337,478.36	May 2014	6,501,181.03	December 2018	1,669,481.75
November 2009	15,153,674.60	June 2014	6,362,358.97	January 2019	1,627,545.83
December 2009	14,970,807.77	July 2014	6,224,242.37	February 2019	1,586,630.39
January 2010	14,788,873.07	August 2014	6,086,827.62	March 2019	1,546,711.09
February 2010	14,607,865.69	September 2014	5,950,111.09	April 2019	1,507,764.18
March 2010	14,427,780.87	October 2014	5,814,089.19	May 2019	1,469,766.48
April 2010	14,248,613.86	November 2014	5,678,758.35	June 2019	1,432,695.32
May 2010	14,070,359.93	December 2014	5,544,115.01	July 2019	1,396,528.60
June 2010	13,893,014.38	January 2015	5,410,155.63	August 2019	1,361,244.71
July 2010	13,716,572.55	February 2015	5,278,329.11	September 2019	1,326,822.57
August 2010	13,541,029.78	March 2015	5,149,647.50	October 2019	1,293,241.59
September 2010	13,366,381.44	April 2015	5,024,036.84	November 2019	1,260,481.66
October 2010	13,192,622.94	May 2015	4,901,424.92	December 2019	1,228,523.14
November 2010	13,019,749.69	June 2015	4,781,741.18	January 2020	1,197,346.87
December 2010	12,847,757.14	July 2015	4,664,916.71	February 2020	1,166,934.12
January 2011	12,676,640.76	August 2015	4,550,884.21	March 2020	1,137,266.62
February 2011	12,506,396.03	September 2015	4,439,577.95	April 2020	1,108,326.51
March 2011	12,337,018.48	October 2015	4,330,933.73	May 2020	1,080,096.38
April 2011	12,168,503.64	November 2015	4,224,888.85	June 2020	1,052,559.21
May 2011	12,000,847.06	December 2015	4,121,382.04	July 2020	1,025,698.38
June 2011	11,834,044.35	January 2016	4,020,353.51	August 2020	999,497.66
July 2011	11,668,091.09	February 2016	3,921,744.82	September 2020	973,941.23
August 2011	11,502,982.93	March 2016	3,825,498.91	October 2020	949,013.61
September 2011	11,338,715.50	April 2016	3,731,560.06	November 2020	924,699.71
October 2011	11,175,284.49	May 2016	3,639,873.83	December 2020	900,984.77
November 2011	11,012,685.59	June 2016	3,550,387.07	January 2021	877,854.41
December 2011	10,850,914.52	July 2016	3,463,047.86	February 2021	855,294.58
January 2012	10,689,967.02	August 2016	3,377,805.49	March 2021	833,291.54
February 2012	10,529,838.85	September 2016	3,294,610.43	April 2021	811,831.90
March 2012	10,370,525.79	October 2016	3,213,414.32	May 2021	790,902.57
April 2012	10,212,023.65	November 2016	3,134,169.92	June 2021	770,490.80
May 2012	10,054,328.26	December 2016	3,056,831.09	July 2021	750,584.10
June 2012	9,897,435.47	January 2017	2,981,352.78	August 2021	731,170.31
July 2012	9,741,341.14	February 2017	2,907,690.99	September 2021	712,237.53
August 2012	9,586,041.16	March 2017	2,835,802.74	October 2021	693,774.17
September 2012	9,431,531.46	April 2017	2,765,646.06	November 2021	675,768.89
October 2012	9,277,807.95	May 2017	2,697,179.96	December 2021	658,210.64
November 2012	9,124,866.60	June 2017	2,630,364.41	January 2022	641,088.61
December 2012	8,972,703.39	July 2017	2,565,160.31	February 2022	624,392.26
January 2013	8,821,314.29	August 2017	2,501,529.49	March 2022	608,111.30
February 2013	8,670,695.34	September 2017	2,439,434.66	April 2022	592,235.69
March 2013	8,520,842.57	October 2017	2,378,839.40	May 2022	576,755.60
April 2013	8,371,752.04	November 2017	2,319,708.16	June 2022	561,661.48
May 2013	8,223,419.82	December 2017	2,262,006.21	July 2022	546,943.96
June 2013	8,075,842.01	January 2018	2,205,699.63	August 2022	532,593.92
July 2013	7,929,014.73	February 2018	2,150,755.30	September 2022	518,602.46

Aggregate Group (Continued)

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
October 2022	\$ 504,960.86	April 2027	\$ 111,657.13	October 2031	\$ 18,512.34
November 2022	491,660.65	May 2027	108,391.26	November 2031	17,797.07
December 2022	478,693.53	June 2027	105,211.83	December 2031	17,102.89
January 2023	466,051.41	July 2027	102,116.68	January 2032	16,429.22
February 2023	453,726.40	August 2027	99,103.69	February 2032	15,775.53
March 2023	441,710.77	September 2027	96,170.78	March 2032	15,141.28
April 2023	429,997.01	October 2027	93,315.94	April 2032	14,525.94
May 2023	418,577.77	November 2027	90,537.20	May 2032	13,929.02
June 2023	407,445.86	December 2027	87,832.65	June 2032	13,350.01
July 2023	396,594.30	January 2028	85,200.39	July 2032	12,788.44
August 2023	386,016.25	February 2028	82,638.62	August 2032	12,243.84
September 2023	375,705.03	March 2028	80,145.54	September 2032	11,715.74
October 2023	365,654.13	April 2028	77,719.42	October 2032	11,203.71
November 2023	355,857.20	May 2028	75,358.55	November 2032	10,707.30
December 2023	346,308.04	June 2028	73,061.29	December 2032	10,226.10
January 2024	337,000.58	July 2028	70,826.01	January 2033	9,759.70
February 2024	327,928.91	August 2028	68,651.15	February 2033	9,307.68
March 2024	319,087.27	September 2028	66,535.16	March 2033	8,869.66
April 2024	310,470.01	October 2028	64,476.55	April 2033	8,445.26
May 2024	302,071.65	November 2028	62,473.85	May 2033	8,034.10
June 2024	293,886.82	December 2028	60,525.64	June 2033	7,635.82
July 2024	285,910.29	January 2029	58,630.52	July 2033	7,250.07
August 2024	278,136.93	February 2029	56,787.14	August 2033	6,876.51
September 2024	270,561.76	March 2029	54,994.18	September 2033	6,514.79
October 2024	263,179.91	April 2029	53,250.34	October 2033	6,164.59
November 2024	255,986.63	May 2029	51,554.37	November 2033	5,825.60
December 2024	248,977.28	June 2029	49,905.03	December 2033	5,497.50
January 2025	242,147.33	July 2029	48,301.13	January 2034	5,179.99
February 2025	235,492.36	August 2029	46,741.50	February 2034	4,872.78
March 2025	229,008.07	September 2029	45,225.00	March 2034	4,575.58
April 2025	222,690.24	October 2029	43,750.52	April 2034	4,288.11
May 2025	216,534.76	November 2029	42,316.98	May 2034	4,010.09
June 2025	210,537.63	December 2029	40,923.31	June 2034	3,741.27
July 2025	204,694.94	January 2030	39,568.49	July 2034	3,481.39
August 2025	199,002.86	February 2030	38,251.51	August 2034	3,230.18
September 2025	193,457.67	March 2030	36,971.39	September 2034	2,987.42
October 2025	188,055.74	April 2030	35,727.18	October 2034	2,752.86
November 2025	182,793.51	May 2030	34,517.94	November 2034	2,526.26
December 2025	177,667.53	June 2030	33,342.77	December 2034	2,307.40
January 2026	172,674.41	July 2030	32,200.77	January 2035	2,096.07
February 2026	167,810.85	August 2030	31,091.08	February 2035	1,892.04
March 2026	163,073.64	September 2030	30,012.87	March 2035	1,695.11
April 2026	158,459.64	October 2030	28,965.30	April 2035	1,505.08
May 2026	153,965.79	November 2030	27,947.58	May 2035	1,321.74
June 2026	149,589.08	December 2030	26,958.92	June 2035	1,144.90
July 2026	145,326.61	January 2031	25,998.56	July 2035	974.38
August 2026	141,175.53	February 2031	25,065.77	August 2035	809.99
September 2026	137,133.05	March 2031	24,159.81	September 2035	651.55
October 2026	133,196.48	April 2031	23,279.98	October 2035	498.90
November 2026	129,363.15	May 2031	22,425.59	November 2035	351.86
December 2026	125,630.50	June 2031	21,595.97	December 2035	210.62
January 2027	121,996.00	July 2031	20,790.46	January 2036	74.65
February 2027	118,457.19	August 2031	20,008.44	February 2036 and thereafter	0.00
March 2027	115,011.68	September 2031	19,249.26		

KG Class Planned Balances

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
Initial Balance	\$6,280,000.00	February 2011	\$2,784,402.41	March 2013	\$ 705,296.54
February 2009	6,127,287.41	March 2011	2,676,084.54	April 2013	646,442.76
March 2009	5,970,838.23	April 2011	2,570,086.17	May 2013	589,233.27
April 2009	5,811,789.47	May 2011	2,466,376.25	June 2013	533,645.05
May 2009	5,650,542.22	June 2011	2,364,924.04	July 2013	479,655.39
June 2009	5,488,684.91	July 2011	2,265,699.24	August 2013	427,241.82
July 2009	5,327,307.65	August 2011	2,168,671.86	September 2013	376,382.15
August 2009	5,168,494.48	September 2011	2,073,812.29	October 2013	327,204.28
September 2009	5,012,666.98	October 2011	1,981,091.26	November 2013	281,889.79
October 2009	4,859,786.22	November 2011	1,890,479.84	December 2013	240,334.73
November 2009	4,709,813.72	December 2011	1,801,949.47	January 2014	202,437.64
December 2009	4,562,711.48	January 2012	1,715,471.90	February 2014	168,099.46
January 2010	4,418,441.94	February 2012	1,631,019.24	March 2014	137,223.52
February 2010	4,276,967.96	March 2012	1,548,563.93	April 2014	109,715.45
March 2010	4,138,252.86	April 2012	1,468,078.73	May 2014	85,483.13
April 2010	4,002,260.37	May 2012	1,389,536.71	June 2014	64,436.68
May 2010	3,868,954.69	June 2012	1,312,911.29	July 2014	46,488.35
June 2010	3,738,300.39	July 2012	1,238,176.21	August 2014	31,552.48
July 2010	3,610,262.47	August 2012	1,165,305.50	September 2014	19,545.50
August 2010	3,484,806.38	September 2012	1,094,273.50	October 2014	10,385.85
September 2010	3,361,897.93	October 2012	1,025,054.89	November 2014	3,993.89
October 2010	3,241,503.36	November 2012	957,624.61	December 2014	291.94
November 2010	3,123,589.30	December 2012	891,957.93	January 2015 and thereafter	0.00
December 2010	3,008,122.78	January 2013	828,030.42		
January 2011	2,895,071.21	February 2013	765,817.90		

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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\$838,880,706



**Guaranteed REMIC
Pass-Through Certificates**

Fannie Mae REMIC Trust 2009-3

PROSPECTUS SUPPLEMENT

Banc of America Securities LLC

January 26, 2009
