



## Guaranteed REMIC Pass-Through Certificates Fannie Mae REMIC Trust 2009-13

### The Certificates

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

### Payments to Certificateholders

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

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

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

### The Fannie Mae Guaranty

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

### The Trust and its Assets

The trust will own

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

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

Class	Group	Original Class Balance	Principal Type(1)	Interest Rate	Interest Type(1)	CUSIP Number	Final Distribution Date
CA . . . . .	1	\$ 92,500,000	PAC/AD	6.0%	FIX	31397NEC5	October 2034
GC(2) . . . . .	1	81,971,000	PAC/AD	4.5	FIX	31397NED3	June 2042
GI(2) . . . . .	1	20,492,750(3)	NTL	6.0	FIX/IO	31397NEE1	June 2042
Z . . . . .	1	10,000,000	PAC/AD	6.0	FIX/Z	31397NEF8	March 2049
ZG . . . . .	1	105,529,000	SUP	6.0	FIX/Z	31397NET8	March 2049
HN . . . . .	2	30,474,000	SC/TAC/AD	5.5	FIX	31397NEJ0	August 2037
HZ . . . . .	2	153,142	SC/SUP	5.5	FIX/Z	31397NEK7	August 2037
NA . . . . .	3	207,000,000	SEQ	4.0	FIX	31397NEL5	April 2023
NI . . . . .	3	23,000,000(3)	NTL	4.5	FIX/IO	31397NEM3	April 2023
NX . . . . .	3	23,000,000	SEQ	4.5	FIX	31397NEN1	March 2024
PM(2) . . . . .	4	18,276,314	SC/PT	4.0	FIX	31397NEP6	April 2035
PI(2) . . . . .	4	4,984,449(3)	NTL	5.5	FIX/IO	31397NEQ4	April 2035
R . . . . .		0	NPR	0	NPR	31397NER2	March 2049
RL . . . . .		0	NPR	0	NPR	31397NES0	March 2049

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

(3) Notional balances. These classes are interest only classes. See page S-7 for a description of how their notional balances are calculated.

If you own certificates of certain classes, you can exchange them for certificates of the corresponding RCR classes to be delivered at the time of exchange. The GB, GD, GA, PQ, PU and PL Classes are the RCR classes. For a more detailed description of the RCR classes, see Schedule 1 attached to this prospectus supplement and “Description of the Certificates—Combination and Recombination” in the REMIC prospectus.

The dealer will offer the certificates from time to time in negotiated transactions at varying prices. We expect the settlement date to be February 27, 2009.

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

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

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

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

Banc of America Securities LLC

February 20, 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 2 or Group 4 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](http://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](http://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](http://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 February 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	Group 1 MBS
2	Class 2007-80-F REMIC Certificate Class 2007-80-S RCR Certificate
3	Group 3 MBS
4	Class 2005-74-FB REMIC Certificate Class 2005-74-SB REMIC Certificate

### Group 1 and Group 3

#### Characteristics of the Trust MBS

	<u>Approximate Principal Balance</u>	<u>Pass- Through Rate</u>	<u>Range of Weighted Average Coupons or WACs (annual percentages)</u>	<u>Range of Weighted Average Remaining Terms to Maturity or WAMs (in months)</u>
Group 1 MBS	\$290,000,000	6.00%	6.25% to 8.50%	361 to 480
Group 3 MBS	\$230,000,000	4.50%	4.75% to 7.00%	121 to 180

#### Assumed Characteristics of the Underlying Mortgage Loans

	<u>Principal Balance</u>	<u>Original Term to Maturity (in months)</u>	<u>Remaining Term to Maturity (in months)</u>	<u>Loan Age (in months)</u>	<u>Interest Rate</u>
Group 1 MBS	\$290,000,000	480	461	18	6.65%
Group 3 MBS	\$230,000,000	180	127	49	5.05%

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

### Group 2 and Group 4

Exhibit A describes the underlying REMIC and RCR certificates in Group 2 and Group 4, 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.

### Settlement Date

We expect to issue the certificates on February 27, 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.

## Notional Classes

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

<u>Class</u>	
GI. ....	25% of the GC Class
NI ....	11.111111111% of the NA Class
PI ....	27.2727257805% of the PM 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)\***

		<b>PSA Prepayment Assumption</b>				
<b>Group 1 Classes</b>		<b>0%</b>	<b>100%</b>	<b>300%</b>	<b>400%</b>	<b>600%</b>
CA	4.9	2.0	2.0	2.0	2.0	1.7
GC, GI, GB, GD and GA	11.6	6.4	6.4	6.4	6.4	4.2
Z	15.3	13.5	13.5	13.5	13.5	9.0
ZG	31.9	20.4	5.3	1.8	0.9	
		<b>PSA Prepayment Assumption</b>				
<b>Group 2 Classes</b>		<b>0%</b>	<b>100%</b>	<b>250%</b>	<b>265%</b>	<b>375%</b>
HN	26.5	16.8	2.9	2.2	1.0	0.6
HZ	28.4	25.3	19.3	9.6	0.1	0.1
		<b>PSA Prepayment Assumption</b>				
<b>Group 3 Classes</b>		<b>0%</b>	<b>100%</b>	<b>200%</b>	<b>350%</b>	<b>500%</b>
NA and NI	8.2	4.1	3.2	2.3	1.7	
NX	14.6	9.9	9.3	8.1	6.7	
		<b>PSA Prepayment Assumption</b>				
<b>Group 4 Classes</b>		<b>0%</b>	<b>100%</b>	<b>225%</b>	<b>360%</b>	<b>500%</b>
PM, PI, PQ, PU and PL	13.3	4.8	4.7	4.6	3.5	

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



## ADDITIONAL RISK FACTOR

*Payments on the Group 2 and Group 4 Classes also will be affected by the applicable payment priorities governing the related underlying REMIC or RCR certificates.* If you invest in any Group 2 or Group 4 Classes, the rate at which you receive payments also will be affected by the applicable priority sequences governing principal payments on the related underlying REMIC or RCR certificates.

In particular, as described in the related underlying disclosure document, the Group 2 Underlying REMIC and RCR Certificates are support classes. A support class is entitled to receive principal payments on a distribution date only if scheduled payments of principal have been made on certain other classes in the related underlying REMIC trust. Accordingly, a support class may receive no principal payments for extended periods or may receive principal payments that vary widely from period to period.

In addition, as described in the related underlying disclosure document, principal payments on the Group 4 Underlying REMIC Certificates are governed by a principal balance

schedule. As a result, the Group 4 Underlying REMIC Certificates may receive principal payments at a rate faster or slower than would otherwise have been the case. Prepayments on the related mortgage loans may have occurred at a rate faster or slower than the rate initially assumed. This prospectus supplement contains no information as to whether

- the Group 4 Underlying REMIC Certificates have adhered to their principal balance schedules,
- any related support classes remain outstanding, or
- the Group 4 Underlying REMIC Certificates otherwise have performed as originally anticipated.

You may obtain additional information about the underlying REMIC and RCR 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.

## DESCRIPTION OF THE CERTIFICATES

The material under this heading describes the principal features of the Certificates. You will find additional information about the Certificates in the other sections of this prospectus supplement, as well as in the additional Disclosure Documents and the Trust Agreement. If we use a capitalized term in this prospectus supplement without defining it, you will find the definition of that term in the applicable Disclosure Document or in the Trust Agreement.

### General

**Structure.** We will create the Fannie Mae REMIC Trust specified on the cover of this prospectus supplement (the “Trust”) pursuant to a trust agreement dated as of August 1, 2007 and a supplement thereto dated as of February 1, 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:

- two groups of Fannie Mae Guaranteed Mortgage Pass-Through Certificates (the “Group 1 MBS” and “Group 3 MBS,” and together, the “Trust MBS”), and

- two groups of previously issued REMIC and RCR certificates (the “Group 2 Underlying REMIC and RCR Certificates” and “Group 4 Underlying 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.

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.”

<u>REMIC Designation</u>	<u>Assets</u>	<u>Regular Interests</u>	<u>Residual Interest</u>
Lower Tier REMIC . . . . .	Trust MBS and Underlying REMIC Certificates	Interests in the Lower Tier REMIC other than the RL Class (the “Lower Tier Regular Interests”)	RL
Upper Tier REMIC . . . . .	Lower Tier Regular Interests	All Classes of 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 Documents. 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 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 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 40 years in the case of the Group 1 MBS, and up to 15 years in the case of the Group 3 MBS.

For additional information, see “Summary—Group 1 and Group 3—Characteristics of the Trust MBS” and “—Assumed Characteristics of the Underlying Mortgage Loans” in this prospectus supplement and “The Mortgage Pools” and “Yield, Maturity, and Prepayment Considerations” in the MBS Prospectus. For a description of current servicing policies generally applicable to existing Fannie Mae pools, see “Yield, Maturity, and Prepayment Considerations” in the MBS Prospectus dated January 1, 2009.

## 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. For a description of current servicing policies generally applicable to existing Fannie Mae pools, see “Yield, Maturity, and Prepayment Considerations” in the MBS Prospectus dated January 1, 2009.

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.

## 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	—

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

**Accrual Classes.** The Z, ZG and HZ 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 ZG Accrual Amount to the Aggregate Group to its Planned Balance, and thereafter to ZG. } **Accretion Directed/PAC Group and Accrual Class**

The Z Accrual Amount to CA and GC, in that order, until retired, and thereafter to Z. } **Accretion Directed Classes and Accrual Class**

The Group 1 Cash Flow Distribution Amount in the following priority:

1. To the Aggregate Group to its Planned Balance. } **PAC Group**
2. To ZG until retired. } **Support Class**
3. To the Aggregate Group until retired. } **PAC Group**

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

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

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

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

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

### • Group 2

The HZ Accrual Amount to HN to its Targeted Balance, and thereafter to HZ. } **Accretion Directed/TAC Class and Accrual Class**

The Group 2 Cash Flow Distribution Amount in the following priority:

1. To HN to its Targeted Balance. } **TAC Class**
  2. To HZ until retired. } **Support Class**
  3. To HN until retired. } **TAC Class**
- }
- Structured Collateral**

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

The “Group 2 Cash Flow Distribution Amount” is the principal then paid on the Group 2 Underlying REMIC and RCR Certificates.

- *Group 3*

The Group 3 Principal Distribution Amount to NA and NX, in that order, until retired. } Sequential Pay Classes

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

- *Group 4*

The Group 4 Principal Distribution Amount to PM until retired. } Structured Collateral/Pass-Through Class

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

## 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 1 and Group 3—Assumed Characteristics of the Underlying Mortgage Loans” in this prospectus supplement;
- the Mortgage Loans prepay at the constant percentages of PSA specified in the related tables;
- the settlement date for the Certificates is February 27, 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 “Structuring Ranges” or at the Structuring Speed specified in the chart below. The “Effective Range” for the Aggregate Group is the range of prepayment rates (measured by *constant* PSA rates) that would reduce the 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 that shown below for the Aggregate Group.

<u>Group and Class</u>	<u>Structuring Range and Speed</u>	<u>Initial Effective Range</u>
Aggregate Group Planned Balances	Between 100% and 400% PSA	Between 100% and 400% PSA
HN Class Targeted Balances	265% PSA	N/A

The Aggregate Group listed above consists of the following Classes:

Aggregate Group . . . . . CA, GC and Z

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 Structuring Range, based on the Pricing Assumptions.

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

If you are considering the purchase of a PAC or TAC 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 the Aggregate Group or the HN Class to their scheduled balances in any month. As a result, the likelihood of reducing the Aggregate Group or the HN Class to their scheduled balances 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 the Structuring Range or the Effective Range, principal distributions may be insufficient to reduce the Aggregate Group to its scheduled balance each month if prepayments do not occur at a *constant* PSA rate.
- The actual Effective Range at any time will be based upon the actual characteristics of the related Mortgage Loans at that time, which are likely to vary (and may vary considerably) from the Pricing Assumptions. As a result, the actual Effective Range will likely differ from the Initial Effective Range specified above. For the same reason, the 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 Initial Effective Range. This is so particularly if the rate falls at the lower or higher end of that range.
- The actual Effective Range may narrow, widen or shift upward or downward to reflect actual prepayment experience over time.
- The principal payment stability of the Aggregate Group and the HN Class will be supported by one or more other Classes. When the related supporting Class is retired, the Aggregate Group, 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. 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.

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, or
- all of the Mortgage Loans will prepay at the same rate.

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

<u>Class</u>	<u>% PSA</u>
GI .....	724%
NI .....	405%
PI .....	698%

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

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

<u>Class</u>	<u>Price*</u>
GI .....	20.00000%
NI .....	8.93750%
PI .....	13.03125%

\* 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 GI Class to Prepayments

	<u>PSA Prepayment Assumption</u>				
	<u>50%</u>	<u>100%</u>	<u>300%</u>	<u>400%</u>	<u>600%</u>
Pre-Tax Yields to Maturity. . . . .	25.5%	22.3%	22.3%	22.3%	10.0%

### Sensitivity of the NI Class to Prepayments

	PSA Prepayment Assumption				
	<u>50%</u>	<u>100%</u>	<u>200%</u>	<u>350%</u>	<u>500%</u>
Pre-Tax Yields to Maturity. . . . .	36.0%	31.7%	22.3%	6.5%	(11.9)%

### Sensitivity of the PI Class to Prepayments

	PSA Prepayment Assumption				
	<u>50%</u>	<u>100%</u>	<u>225%</u>	<u>360%</u>	<u>500%</u>
Pre-Tax Yields to Maturity. . . . .	32.6%	25.2%	24.1%	23.8%	16.8%

### Weighted Average Lives of the Certificates

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

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

- the timing of changes in the rate of principal distributions,
- the priority sequences of distributions of principal of the Group 1, Group 2 and Group 3 Classes, and
- in the case of the Group 2 and Group 4 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 MBS	480 months	480 months	8.50%
Group 2 Underlying REMIC and RCR Certificates	360 months	341 months	8.00%
Group 3 MBS	180 months	180 months	7.00%
Group 4 Underlying REMIC Certificates	360 months	318 months	8.00%

It is unlikely that all of the Mortgage Loans will have the loan ages, interest rates or remaining terms to maturity assumed, or that the Mortgage Loans will prepay at any *constant* PSA level.

In addition, the diverse remaining terms to maturity of the Mortgage Loans could produce slower or faster principal distributions than indicated in the tables at the specified constant PSA rates, even if the weighted average remaining term to maturity and the weighted average loan age of the Mortgage Loans are identical to the weighted averages specified in the Pricing Assumptions. This is the case because pools of loans with identical weighted averages are nonetheless likely to reflect differing dispersions of the related characteristics.

## Percent of Original Principal Balances Outstanding

Date	CA Class					GC, GI†, GB, GD and GA Classes					Z Class					ZG Class				
	PSA Prepayment Assumption					PSA Prepayment Assumption					PSA Prepayment Assumption					PSA Prepayment Assumption				
	0%	100%	300%	400%	600%	0%	100%	300%	400%	600%	0%	100%	300%	400%	600%	0%	100%	300%	400%	600%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
February 2010	91	75	75	75	75	100	100	100	100	100	106	106	106	106	106	106	106	79	66	39
February 2011	82	48	48	48	39	100	100	100	100	100	113	113	113	113	113	113	112	60	36	0
February 2012	72	22	22	22	0	100	100	100	100	86	120	120	120	120	120	120	118	46	17	0
February 2013	62	0	0	0	0	100	98	98	98	48	127	127	127	127	127	127	123	38	6	0
February 2014	51	0	0	0	0	100	74	74	74	24	135	135	135	135	135	135	127	32	1	0
February 2015	39	0	0	0	0	100	52	52	52	8	143	143	143	143	143	143	130	30	*	0
February 2016	26	0	0	0	0	100	33	33	33	0	152	152	152	152	133	152	131	27	*	0
February 2017	13	0	0	0	0	100	19	19	19	0	161	161	161	161	85	161	129	25	*	0
February 2018	0	0	0	0	0	98	9	9	9	0	171	171	171	171	54	171	125	22	*	0
February 2019	0	0	0	0	0	81	0	0	0	0	182	181	181	181	34	182	121	19	*	0
February 2020	0	0	0	0	0	63	0	0	0	0	193	136	136	136	21	193	115	16	*	0
February 2021	0	0	0	0	0	43	0	0	0	0	205	102	102	102	14	205	109	14	*	0
February 2022	0	0	0	0	0	22	0	0	0	0	218	76	76	76	9	218	103	12	*	0
February 2023	0	0	0	0	0	0	0	0	0	0	230	57	57	57	5	231	96	10	*	0
February 2024	0	0	0	0	0	0	0	0	0	0	50	43	43	43	3	245	90	8	*	0
February 2025	0	0	0	0	0	0	0	0	0	0	32	32	32	32	2	244	84	7	*	0
February 2026	0	0	0	0	0	0	0	0	0	0	24	24	24	24	1	242	78	6	*	0
February 2027	0	0	0	0	0	0	0	0	0	0	18	18	18	18	1	239	72	5	*	0
February 2028	0	0	0	0	0	0	0	0	0	0	13	13	13	13	1	235	66	4	*	0
February 2029	0	0	0	0	0	0	0	0	0	0	10	10	10	10	*	231	61	3	*	0
February 2030	0	0	0	0	0	0	0	0	0	0	7	7	7	7	*	227	56	3	*	0
February 2031	0	0	0	0	0	0	0	0	0	0	5	5	5	5	*	222	51	2	*	0
February 2032	0	0	0	0	0	0	0	0	0	0	4	4	4	4	*	217	46	2	*	0
February 2033	0	0	0	0	0	0	0	0	0	0	3	3	3	3	*	211	42	1	*	0
February 2034	0	0	0	0	0	0	0	0	0	0	2	2	2	2	*	204	38	1	*	0
February 2035	0	0	0	0	0	0	0	0	0	0	1	1	1	1	*	197	34	1	*	0
February 2036	0	0	0	0	0	0	0	0	0	0	1	1	1	1	*	190	30	1	*	0
February 2037	0	0	0	0	0	0	0	0	0	0	1	1	1	1	*	181	27	1	*	0
February 2038	0	0	0	0	0	0	0	0	0	0	1	1	1	1	*	172	23	*	*	0
February 2039	0	0	0	0	0	0	0	0	0	0	*	*	*	*	*	162	20	*	*	0
February 2040	0	0	0	0	0	0	0	0	0	0	*	*	*	*	*	152	17	*	*	0
February 2041	0	0	0	0	0	0	0	0	0	0	*	*	*	*	*	140	14	*	*	0
February 2042	0	0	0	0	0	0	0	0	0	0	*	*	*	*	*	127	12	*	*	0
February 2043	0	0	0	0	0	0	0	0	0	0	*	*	*	*	*	113	9	*	*	0
February 2044	0	0	0	0	0	0	0	0	0	0	*	*	*	*	*	98	7	*	*	0
February 2045	0	0	0	0	0	0	0	0	0	0	*	*	*	*	*	82	5	*	*	0
February 2046	0	0	0	0	0	0	0	0	0	0	0	0	0	0	*	64	3	*	*	0
February 2047	0	0	0	0	0	0	0	0	0	0	0	0	0	0	*	44	1	*	*	0
February 2048	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	23	0	0	0	0
February 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)**	4.9	2.0	2.0	2.0	1.7	11.6	6.4	6.4	6.4	4.2	15.3	13.5	13.5	13.5	9.0	31.9	20.4	5.3	1.8	0.9

Date	HN Class						HZ Class					
	PSA Prepayment Assumption						PSA Prepayment Assumption					
	0%	100%	250%	265%	375%	500%	0%	100%	250%	265%	375%	500%
Initial Percent . . . . .	100	100	100	100	100	100	100	100	100	100	100	100
February 2010 . . . . .	100	100	70	67	45	20	106	106	106	106	0	0
February 2011 . . . . .	100	100	48	43	8	0	112	112	112	112	0	0
February 2012 . . . . .	100	100	32	26	0	0	118	118	118	118	0	0
February 2013 . . . . .	100	100	22	15	0	0	125	125	125	125	0	0
February 2014 . . . . .	100	100	15	8	0	0	132	132	132	132	0	0
February 2015 . . . . .	100	100	11	4	0	0	139	139	139	139	0	0
February 2016 . . . . .	100	100	9	2	0	0	147	147	147	147	0	0
February 2017 . . . . .	100	100	7	1	0	0	155	155	155	155	0	0
February 2018 . . . . .	100	100	6	0	0	0	164	164	164	160	0	0
February 2019 . . . . .	100	95	5	0	0	0	173	173	173	28	0	0
February 2020 . . . . .	100	89	3	0	0	0	183	183	183	0	0	0
February 2021 . . . . .	100	83	3	0	0	0	193	193	193	0	0	0
February 2022 . . . . .	99	76	2	0	0	0	204	204	204	0	0	0
February 2023 . . . . .	99	69	1	0	0	0	216	216	216	0	0	0
February 2024 . . . . .	99	62	1	0	0	0	228	228	228	0	0	0
February 2025 . . . . .	99	55	*	0	0	0	241	241	241	0	0	0
February 2026 . . . . .	99	48	0	0	0	0	254	254	208	0	0	0
February 2027 . . . . .	99	41	0	0	0	0	269	269	156	0	0	0
February 2028 . . . . .	99	34	0	0	0	0	284	284	114	0	0	0
February 2029 . . . . .	99	27	0	0	0	0	300	300	81	0	0	0
February 2030 . . . . .	99	21	0	0	0	0	317	317	54	0	0	0
February 2031 . . . . .	99	14	0	0	0	0	334	334	33	0	0	0
February 2032 . . . . .	99	8	0	0	0	0	353	353	17	0	0	0
February 2033 . . . . .	99	3	0	0	0	0	373	373	10	0	0	0
February 2034 . . . . .	91	0	0	0	0	0	394	270	10	0	0	0
February 2035 . . . . .	66	0	0	0	0	0	417	11	1	0	0	0
February 2036 . . . . .	39	0	0	0	0	0	440	0	0	0	0	0
February 2037 . . . . .	10	0	0	0	0	0	465	0	0	0	0	0
February 2038 . . . . .	0	0	0	0	0	0	0	0	0	0	0	0
February 2039 . . . . .	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	26.5	16.8	2.9	2.2	1.0	0.6	28.4	25.3	19.3	9.6	0.1	0.1

\* 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	NA and NI† Classes					NX Class				
	PSA Prepayment Assumption					PSA Prepayment Assumption				
	0%	100%	200%	350%	500%	0%	100%	200%	350%	500%
Initial Percent . . . . .	100	100	100	100	100	100	100	100	100	100
February 2010 . . . . .	96	86	79	70	61	100	100	100	100	100
February 2011 . . . . .	91	72	62	48	35	100	100	100	100	100
February 2012 . . . . .	86	60	47	31	18	100	100	100	100	100
February 2013 . . . . .	81	48	34	18	7	100	100	100	100	100
February 2014 . . . . .	75	37	24	9	0	100	100	100	100	100
February 2015 . . . . .	69	27	15	2	0	100	100	100	100	59
February 2016 . . . . .	62	18	7	0	0	100	100	100	77	33
February 2017 . . . . .	55	9	1	0	0	100	100	100	45	17
February 2018 . . . . .	47	1	0	0	0	100	100	59	22	7
February 2019 . . . . .	39	0	0	0	0	100	38	20	7	2
February 2020 . . . . .	31	0	0	0	0	100	0	0	0	0
February 2021 . . . . .	21	0	0	0	0	100	0	0	0	0
February 2022 . . . . .	11	0	0	0	0	100	0	0	0	0
February 2023 . . . . .	*	0	0	0	0	100	0	0	0	0
February 2024 . . . . .	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)** . . . . .	8.2	4.1	3.2	2.3	1.7	14.6	9.9	9.3	8.1	6.7

Date	PM, PI†, PQ, PU and PL Classes				
	PSA Prepayment Assumption				
	0%	100%	225%	360%	500%
Initial Percent . . . . .	100	100	100	100	100
February 2010 . . . . .	98	87	86	86	86
February 2011 . . . . .	96	75	73	73	73
February 2012 . . . . .	94	63	61	61	50
February 2013 . . . . .	91	52	49	49	34
February 2014 . . . . .	89	42	39	39	22
February 2015 . . . . .	86	32	30	30	14
February 2016 . . . . .	83	23	23	22	9
February 2017 . . . . .	79	18	18	16	5
February 2018 . . . . .	76	13	13	11	3
February 2019 . . . . .	72	10	10	8	1
February 2020 . . . . .	67	7	7	5	0
February 2021 . . . . .	63	5	5	3	0
February 2022 . . . . .	58	3	3	1	0
February 2023 . . . . .	52	1	1	0	0
February 2024 . . . . .	46	0	0	0	0
February 2025 . . . . .	40	0	0	0	0
February 2026 . . . . .	33	0	0	0	0
February 2027 . . . . .	26	0	0	0	0
February 2028 . . . . .	18	0	0	0	0
February 2029 . . . . .	9	0	0	0	0
February 2030 . . . . .	0	0	0	0	0
February 2031 . . . . .	0	0	0	0	0
February 2032 . . . . .	0	0	0	0	0
February 2033 . . . . .	0	0	0	0	0
February 2034 . . . . .	0	0	0	0	0
February 2035 . . . . .	0	0	0	0	0
February 2036 . . . . .	0	0	0	0	0
February 2037 . . . . .	0	0	0	0	0
February 2038 . . . . .	0	0	0	0	0
February 2039 . . . . .	0	0	0	0	0
Weighted Average Life (years)** . . . . .	13.3	4.8	4.7	4.6	3.5

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

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

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

## **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	300% PSA
2	250% PSA
3	200% PSA
4	225% 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 Trust MBS and the Underlying REMIC Certificates. The Dealer proposes to offer the Certificates directly to the public from time to time in negotiated transactions at varying prices to be determined at the time of sale. The Dealer may effect these transactions to or through other dealers.

## **LEGAL MATTERS**

Sidley Austin LLP will provide legal representation for Fannie Mae. K&L Gates LLP will provide legal representation for the Dealer.

## Group 2 Underlying REMIC and RCR 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	February 2009 Class Factor	Principal Balance in the Lower Tier REMIC	Approximate Weighted Average WAC	Approximate Weighted Average WALA (in months)
2007-080	F	July 2007	31396XET7	(2)	FLT	August 2037	SUP	\$53,128,023	0.85552344	\$24,064,183.00	5.929%	54
2007-080	S	July 2007	31396XFA7	(2)	INV	August 2037	SUP	14,489,462	0.85552344	6,562,959.85	5.929	54

(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.

## 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 Balance of Class	February 2009 Class Factor	Principal Balance in the Lower Tier REMIC	Approximate Weighted Average WAC	Approximate Weighted Average WALA (in months)
2005-074	FB	August 2005	31394FEE1	(2)	FLT	April 2035	PAC/AD	\$20,387,515	0.65739400	\$13,402,630.04	5.991%	71
2005-074	SB	August 2005	31394FEP8	(2)	INV	April 2035	PAC/AD	7,413,643	0.65739400	4,873,684.43	5.991	71

(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.

## 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								
GC	\$81,971,000	GB	\$81,971,000	PAC/AD	5.0%	FIX	31397NEU5	June 2042
GI	6,830,917(3)							
Recombination 2								
GC	81,971,000	GD	81,971,000	PAC/AD	5.5	FIX	31397NEV3	June 2042
GI	13,661,834(3)							
Recombination 3								
GC	81,971,000	GA	81,971,000	PAC/AD	6.0	FIX	31397NEW1	June 2042
GI	20,492,750(3)							
Recombination 4								
PM	18,276,314	PQ	18,276,314	SC/PT	4.5	FIX	31397NEX9	April 2035
PI	1,661,483(3)							
Recombination 5								
PM	18,276,314	PU	18,276,314	SC/PT	5.0	FIX	31397NEY7	April 2035
PI	3,322,966(3)							
Recombination 6								
PM	18,276,314	PL	18,276,314	SC/PT	5.5	FIX	31397NEZ4	April 2035
PI	4,984,449(3)							

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



## Principal Balance Schedules

### *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 . . . .	\$184,471,000.00	June 2013 . . . . .	\$ 86,532,157.21	October 2017 . . . . .	\$ 26,544,906.41
March 2009 . . . . .	182,872,612.71	July 2013 . . . . .	84,917,588.76	November 2017 . . . .	25,921,463.17
April 2009 . . . . .	181,253,271.33	August 2013 . . . . .	83,315,944.33	December 2017 . . . .	25,312,515.39
May 2009 . . . . .	179,566,245.55	September 2013 . . .	81,727,122.07	January 2018 . . . . .	24,717,728.47
June 2009 . . . . .	177,830,776.27	October 2013 . . . . .	80,151,020.93	February 2018 . . . .	24,136,775.48
July 2009 . . . . .	176,047,362.19	November 2013 . . . .	78,587,540.68	March 2018 . . . . .	23,569,337.00
August 2009 . . . . .	174,216,524.76	December 2013 . . . .	77,036,581.85	April 2018 . . . . .	23,015,100.94
September 2009 . . .	172,338,807.78	January 2014 . . . . .	75,498,045.77	May 2018 . . . . .	22,473,762.40
October 2009 . . . . .	170,414,777.02	February 2014 . . . .	73,971,834.53	June 2018 . . . . .	21,945,023.46
November 2009 . . . .	168,445,019.83	March 2014 . . . . .	72,457,850.98	July 2018 . . . . .	21,428,593.05
December 2009 . . . .	166,430,144.70	April 2014 . . . . .	70,955,998.77	August 2018 . . . . .	20,924,186.80
January 2010 . . . . .	164,370,780.79	May 2014 . . . . .	69,466,182.26	September 2018 . . .	20,431,526.87
February 2010 . . . .	162,267,577.51	June 2014 . . . . .	67,988,306.58	October 2018 . . . . .	19,950,341.78
March 2010 . . . . .	160,169,589.71	July 2014 . . . . .	66,522,277.62	November 2018 . . . .	19,480,366.33
April 2010 . . . . .	158,076,762.79	August 2014 . . . . .	65,068,001.98	December 2018 . . . .	19,021,341.39
May 2010 . . . . .	155,989,042.29	September 2014 . . .	63,625,387.00	January 2019 . . . . .	18,573,013.78
June 2010 . . . . .	153,906,373.92	October 2014 . . . . .	62,194,340.77	February 2019 . . . .	18,135,136.16
July 2010 . . . . .	151,828,703.49	November 2014 . . . .	60,774,772.08	March 2019 . . . . .	17,707,466.87
August 2010 . . . . .	149,755,976.98	December 2014 . . . .	59,366,590.42	April 2019 . . . . .	17,289,769.80
September 2010 . . .	147,688,140.48	January 2015 . . . . .	57,982,385.00	May 2019 . . . . .	16,881,814.28
October 2010 . . . . .	145,625,140.24	February 2015 . . . .	56,630,196.82	June 2019 . . . . .	16,483,374.93
November 2010 . . . .	143,566,922.62	March 2015 . . . . .	55,309,289.59	July 2019 . . . . .	16,094,231.58
December 2010 . . . .	141,513,434.12	April 2015 . . . . .	54,018,943.87	August 2019 . . . . .	15,714,169.09
January 2011 . . . . .	139,464,621.39	May 2015 . . . . .	52,758,456.71	September 2019 . . .	15,342,977.29
February 2011 . . . .	137,427,129.85	June 2015 . . . . .	51,527,141.22	October 2019 . . . . .	14,980,450.86
March 2011 . . . . .	135,405,893.04	July 2015 . . . . .	50,324,326.30	November 2019 . . . .	14,626,389.16
April 2011 . . . . .	133,400,783.01	August 2015 . . . . .	49,149,356.19	December 2019 . . . .	14,280,596.21
May 2011 . . . . .	131,411,672.81	September 2015 . . .	48,001,590.14	January 2020 . . . . .	13,942,880.52
June 2011 . . . . .	129,438,436.48	October 2015 . . . . .	46,880,402.11	February 2020 . . . .	13,613,055.01
July 2011 . . . . .	127,480,949.04	November 2015 . . . .	45,785,180.38	March 2020 . . . . .	13,290,936.91
August 2011 . . . . .	125,539,086.50	December 2015 . . . .	44,715,327.26	April 2020 . . . . .	12,976,347.66
September 2011 . . .	123,612,725.84	January 2016 . . . . .	43,670,258.75	May 2020 . . . . .	12,669,112.80
October 2011 . . . . .	121,701,745.02	February 2016 . . . .	42,649,404.24	June 2020 . . . . .	12,369,061.90
November 2011 . . . .	119,806,022.92	March 2016 . . . . .	41,652,206.18	July 2020 . . . . .	12,076,028.44
December 2011 . . . .	117,925,439.41	April 2016 . . . . .	40,678,119.81	August 2020 . . . . .	11,789,849.75
January 2012 . . . . .	116,059,875.28	May 2016 . . . . .	39,726,612.87	September 2020 . . .	11,510,366.90
February 2012 . . . .	114,209,212.25	June 2016 . . . . .	38,797,165.29	October 2020 . . . . .	11,237,424.62
March 2012 . . . . .	112,373,332.98	July 2016 . . . . .	37,889,268.91	November 2020 . . . .	10,970,871.23
April 2012 . . . . .	110,552,121.06	August 2016 . . . . .	37,002,427.25	December 2020 . . . .	10,710,558.52
May 2012 . . . . .	108,745,460.96	September 2016 . . .	36,136,155.18	January 2021 . . . . .	10,456,341.72
June 2012 . . . . .	106,953,238.09	October 2016 . . . . .	35,289,978.72	February 2021 . . . .	10,208,079.38
July 2012 . . . . .	105,175,338.74	November 2016 . . . .	34,463,434.75	March 2021 . . . . .	9,965,633.32
August 2012 . . . . .	103,411,650.10	December 2016 . . . .	33,656,070.78	April 2021 . . . . .	9,728,868.54
September 2012 . . .	101,662,060.23	January 2017 . . . . .	32,867,444.69	May 2021 . . . . .	9,497,653.16
October 2012 . . . . .	99,926,458.09	February 2017 . . . .	32,097,124.51	June 2021 . . . . .	9,271,858.33
November 2012 . . . .	98,204,733.49	March 2017 . . . . .	31,344,688.16	July 2021 . . . . .	9,051,358.18
December 2012 . . . .	96,496,777.13	April 2017 . . . . .	30,609,723.26	August 2021 . . . . .	8,836,029.73
January 2013 . . . . .	94,802,480.53	May 2017 . . . . .	29,891,826.90	September 2021 . . .	8,625,752.86
February 2013 . . . .	93,121,736.09	June 2017 . . . . .	29,190,605.40	October 2021 . . . . .	8,420,410.20
March 2013 . . . . .	91,454,437.06	July 2017 . . . . .	28,505,674.12	November 2021 . . . .	8,219,887.10
April 2013 . . . . .	89,800,477.49	August 2017 . . . . .	27,836,657.25	December 2021 . . . .	8,024,071.54
May 2013 . . . . .	88,159,752.30	September 2017 . . .	27,183,187.60	January 2022 . . . . .	7,832,854.10

# **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>
February 2022. . . . .	\$ 7,646,127.88	September 2026 . . .	\$ 1,996,768.03	April 2031 . . . . .	\$ 498,836.53
March 2022 . . . . .	7,463,788.45	October 2026. . . . .	1,947,955.36	May 2031 . . . . .	486,124.32
April 2022 . . . . .	7,285,733.80	November 2026 . . .	1,900,308.78	June 2031. . . . .	473,723.59
May 2022 . . . . .	7,111,864.24	December 2026 . . .	1,853,800.85	July 2031 . . . . .	461,626.87
June 2022. . . . .	6,942,082.43	January 2027 . . . . .	1,808,404.76	August 2031 . . . . .	449,826.90
July 2022 . . . . .	6,776,293.24	February 2027. . . . .	1,764,094.35	September 2031 . . .	438,316.55
August 2022 . . . . .	6,614,403.75	March 2027 . . . . .	1,720,844.05	October 2031. . . . .	427,088.88
September 2022 . . .	6,456,323.20	April 2027 . . . . .	1,678,628.89	November 2031 . . . .	416,137.13
October 2022. . . . .	6,301,962.90	May 2027 . . . . .	1,637,424.47	December 2031 . . . .	405,454.67
November 2022 . . . .	6,151,236.24	June 2027. . . . .	1,597,206.98	January 2032 . . . . .	395,035.05
December 2022 . . . .	6,004,058.57	July 2027 . . . . .	1,557,953.15	February 2032. . . . .	384,871.94
January 2023 . . . . .	5,860,347.25	August 2027 . . . . .	1,519,640.26	March 2032 . . . . .	374,959.20
February 2023. . . . .	5,720,021.51	September 2027 . . .	1,482,246.12	April 2032 . . . . .	365,290.80
March 2023 . . . . .	5,583,002.45	October 2027. . . . .	1,445,749.05	May 2032 . . . . .	355,860.88
April 2023 . . . . .	5,449,213.01	November 2027 . . . .	1,410,127.87	June 2032. . . . .	346,663.71
May 2023 . . . . .	5,318,577.92	December 2027 . . . .	1,375,361.93	July 2032 . . . . .	337,693.68
June 2023. . . . .	5,191,023.61	January 2028 . . . . .	1,341,431.01	August 2032 . . . . .	328,945.32
July 2023 . . . . .	5,066,478.25	February 2028. . . . .	1,308,315.41	September 2032 . . .	320,413.31
August 2023 . . . . .	4,944,871.66	March 2028 . . . . .	1,275,995.85	October 2032. . . . .	312,092.43
September 2023 . . .	4,826,135.28	April 2028 . . . . .	1,244,453.53	November 2032 . . . .	303,977.59
October 2023. . . . .	4,710,202.14	May 2028 . . . . .	1,213,670.07	December 2032 . . . .	296,063.83
November 2023 . . . .	4,597,006.82	June 2028. . . . .	1,183,627.53	January 2033 . . . . .	288,346.30
December 2023 . . . .	4,486,485.42	July 2028 . . . . .	1,154,308.38	February 2033. . . . .	280,820.26
January 2024 . . . . .	4,378,575.50	August 2028 . . . . .	1,125,695.52	March 2033 . . . . .	273,481.10
February 2024. . . . .	4,273,216.09	September 2028 . . .	1,097,772.22	April 2033 . . . . .	266,324.29
March 2024 . . . . .	4,170,347.61	October 2028. . . . .	1,070,522.16	May 2033 . . . . .	259,345.44
April 2024 . . . . .	4,069,911.87	November 2028 . . . .	1,043,929.40	June 2033. . . . .	252,540.25
May 2024 . . . . .	3,971,852.04	December 2028 . . . .	1,017,978.37	July 2033 . . . . .	245,904.51
June 2024. . . . .	3,876,112.58	January 2029 . . . . .	992,653.87	August 2033 . . . . .	239,434.12
July 2024 . . . . .	3,782,639.26	February 2029. . . . .	967,941.04	September 2033 . . .	233,125.09
August 2024 . . . . .	3,691,379.10	March 2029 . . . . .	943,825.38	October 2033. . . . .	226,973.50
September 2024 . . .	3,602,280.34	April 2029 . . . . .	920,292.73	November 2033 . . . .	220,975.54
October 2024. . . . .	3,515,292.42	May 2029 . . . . .	897,329.26	December 2033 . . . .	215,127.49
November 2024 . . . .	3,430,365.97	June 2029. . . . .	874,921.46	January 2034 . . . . .	209,425.72
December 2024 . . . .	3,347,452.75	July 2029 . . . . .	853,056.14	February 2034. . . . .	203,866.66
January 2025 . . . . .	3,266,505.63	August 2029 . . . . .	831,720.42	March 2034 . . . . .	198,446.87
February 2025. . . . .	3,187,478.59	September 2029 . . .	810,901.72	April 2034 . . . . .	193,162.95
March 2025 . . . . .	3,110,326.68	October 2029. . . . .	790,587.76	May 2034 . . . . .	188,011.61
April 2025 . . . . .	3,035,005.98	November 2029 . . . .	770,766.53	June 2034. . . . .	182,989.63
May 2025 . . . . .	2,961,473.59	December 2029 . . . .	751,426.33	July 2034 . . . . .	178,093.85
June 2025. . . . .	2,889,687.61	January 2030 . . . . .	732,555.70	August 2034 . . . . .	173,321.20
July 2025 . . . . .	2,819,607.11	February 2030. . . . .	714,143.48	September 2034 . . .	168,668.70
August 2025 . . . . .	2,751,192.12	March 2030 . . . . .	696,178.76	October 2034. . . . .	164,133.40
September 2025 . . .	2,684,403.58	April 2030 . . . . .	678,650.88	November 2034 . . . .	159,712.46
October 2025. . . . .	2,619,203.36	May 2030 . . . . .	661,549.44	December 2034 . . . .	155,403.09
November 2025 . . . .	2,555,554.19	June 2030. . . . .	644,864.28	January 2035 . . . . .	151,202.56
December 2025 . . . .	2,493,419.69	July 2030 . . . . .	628,585.48	February 2035. . . . .	147,108.21
January 2026 . . . . .	2,432,764.31	August 2030 . . . . .	612,703.35	March 2035 . . . . .	143,117.46
February 2026. . . . .	2,373,553.33	September 2030 . . .	597,208.42	April 2035 . . . . .	139,227.77
March 2026 . . . . .	2,315,752.83	October 2030. . . . .	582,091.47	May 2035 . . . . .	135,436.67
April 2026 . . . . .	2,259,329.69	November 2030 . . . .	567,343.47	June 2035. . . . .	131,741.74
May 2026 . . . . .	2,204,251.57	December 2030 . . . .	552,955.60	July 2035 . . . . .	128,140.64
June 2026. . . . .	2,150,486.85	January 2031 . . . . .	538,919.28	August 2035 . . . . .	124,631.07
July 2026 . . . . .	2,098,004.67	February 2031. . . . .	525,226.09	September 2035 . . .	121,210.77
August 2026 . . . . .	2,046,774.87	March 2031 . . . . .	511,867.85	October 2035. . . . .	117,877.57

### ***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>
November 2035 . . . .	\$ 114,629.33	April 2039 . . . . .	\$ 34,041.49	September 2042 . . .	\$ 7,528.50
December 2035 . . . .	111,463.95	May 2039 . . . . .	32,972.42	October 2042 . . . . .	7,193.55
January 2036 . . . . .	108,379.41	June 2039 . . . . .	31,932.07	November 2042 . . . .	6,868.41
February 2036 . . . . .	105,373.72	July 2039 . . . . .	30,919.71	December 2042 . . . .	6,552.82
March 2036 . . . . .	102,444.93	August 2039 . . . . .	29,934.64	January 2043 . . . . .	6,246.52
April 2036 . . . . .	99,591.16	September 2039 . . .	28,976.16	February 2043 . . . . .	5,949.27
May 2036 . . . . .	96,810.56	October 2039 . . . . .	28,043.59	March 2043 . . . . .	5,660.83
June 2036 . . . . .	94,101.32	November 2039 . . . .	27,136.29	April 2043 . . . . .	5,380.95
July 2036 . . . . .	91,461.68	December 2039 . . . .	26,253.60	May 2043 . . . . .	5,109.42
August 2036 . . . . .	88,889.94	January 2040 . . . . .	25,394.89	June 2043 . . . . .	4,846.00
September 2036 . . . .	86,384.41	February 2040 . . . . .	24,559.56	July 2043 . . . . .	4,590.49
October 2036 . . . . .	83,943.45	March 2040 . . . . .	23,747.01	August 2043 . . . . .	4,342.66
November 2036 . . . . .	81,565.47	April 2040 . . . . .	22,956.66	September 2043 . . .	4,102.32
December 2036 . . . . .	79,248.91	May 2040 . . . . .	22,187.94	October 2043 . . . . .	3,869.26
January 2037 . . . . .	76,992.26	June 2040 . . . . .	21,440.29	November 2043 . . . .	3,643.28
February 2037 . . . . .	74,794.02	July 2040 . . . . .	20,713.18	December 2043 . . . .	3,424.20
March 2037 . . . . .	72,652.75	August 2040 . . . . .	20,006.08	January 2044 . . . . .	3,211.82
April 2037 . . . . .	70,567.04	September 2040 . . .	19,318.47	February 2044 . . . . .	3,005.96
May 2037 . . . . .	68,535.51	October 2040 . . . . .	18,649.86	March 2044 . . . . .	2,806.46
June 2037 . . . . .	66,556.81	November 2040 . . . .	17,999.76	April 2044 . . . . .	2,613.12
July 2037 . . . . .	64,629.63	December 2040 . . . .	17,367.68	May 2044 . . . . .	2,425.80
August 2037 . . . . .	62,752.68	January 2041 . . . . .	16,753.17	June 2044 . . . . .	2,244.32
September 2037 . . . .	60,924.73	February 2041 . . . . .	16,155.76	July 2044 . . . . .	2,068.52
October 2037 . . . . .	59,144.54	March 2041 . . . . .	15,575.03	August 2044 . . . . .	1,898.24
November 2037 . . . . .	57,410.92	April 2041 . . . . .	15,010.53	September 2044 . . .	1,733.35
December 2037 . . . . .	55,722.72	May 2041 . . . . .	14,461.85	October 2044 . . . . .	1,573.68
January 2038 . . . . .	54,078.80	June 2041 . . . . .	13,928.57	November 2044 . . . .	1,419.09
February 2038 . . . . .	52,478.06	July 2041 . . . . .	13,410.31	December 2044 . . . .	1,269.45
March 2038 . . . . .	50,919.41	August 2041 . . . . .	12,906.66	January 2045 . . . . .	1,124.62
April 2038 . . . . .	49,401.80	September 2041 . . .	12,417.24	February 2045 . . . . .	984.46
May 2038 . . . . .	47,924.20	October 2041 . . . . .	11,941.69	March 2045 . . . . .	848.84
June 2038 . . . . .	46,485.62	November 2041 . . . .	11,479.64	April 2045 . . . . .	717.64
July 2038 . . . . .	45,085.07	December 2041 . . . .	11,030.75	May 2045 . . . . .	590.73
August 2038 . . . . .	43,721.60	January 2042 . . . . .	10,594.66	June 2045 . . . . .	468.00
September 2038 . . . .	42,394.27	February 2042 . . . . .	10,171.05	July 2045 . . . . .	349.33
October 2038 . . . . .	41,102.18	March 2042 . . . . .	9,759.58	August 2045 . . . . .	234.60
November 2038 . . . . .	39,844.45	April 2042 . . . . .	9,359.93	September 2045 . . .	123.71
December 2038 . . . . .	38,620.20	May 2042 . . . . .	8,971.80	October 2045 . . . . .	16.54
January 2039 . . . . .	37,428.59	June 2042 . . . . .	8,594.89	November 2045 and thereafter . . . . .	0.00
February 2039 . . . . .	36,268.80	July 2042 . . . . .	8,228.89		
March 2039 . . . . .	35,140.03	August 2042 . . . . .	7,873.52		

### ***HN Class Targeted Balances***

<u>Distribution Date</u>	<u>Targeted Balance</u>	<u>Distribution Date</u>	<u>Targeted Balance</u>	<u>Distribution Date</u>	<u>Targeted Balance</u>
Initial Balance . . . . .	\$30,474,000.00	November 2009 . . . . .	\$22,751,925.96	August 2010 . . . . .	\$16,565,706.47
March 2009 . . . . .	29,532,654.31	December 2009 . . . . .	21,992,980.31	September 2010 . . . .	15,963,384.36
April 2009 . . . . .	28,612,962.34	January 2010 . . . . .	21,252,645.27	October 2010 . . . . .	15,377,022.90
May 2009 . . . . .	27,714,564.88	February 2010 . . . . .	20,530,607.93	November 2010 . . . . .	14,806,349.71
June 2009 . . . . .	26,837,108.16	March 2010 . . . . .	19,826,560.18	December 2010 . . . . .	14,251,096.61
July 2009 . . . . .	25,980,243.79	April 2010 . . . . .	19,140,198.61	January 2011 . . . . .	13,710,999.52
August 2009 . . . . .	25,143,628.70	May 2010 . . . . .	18,471,224.42	February 2011 . . . . .	13,185,798.41
September 2009 . . . .	24,326,925.00	June 2010 . . . . .	17,819,343.41	March 2011 . . . . .	12,675,237.24
October 2009 . . . . .	23,529,799.97	July 2010 . . . . .	17,184,265.85	April 2011 . . . . .	12,179,063.94

### ***HN Class (Continued)***

<u>Distribution Date</u>	<u>Targeted Balance</u>	<u>Distribution Date</u>	<u>Targeted Balance</u>	<u>Distribution Date</u>	<u>Targeted Balance</u>
May 2011 . . . . .	\$11,697,030.27	September 2013 . . . .	\$ 3,044,177.99	January 2016 . . . . .	\$ 738,155.55
June 2011 . . . . .	11,228,891.84	October 2013 . . . . .	2,879,741.92	February 2016 . . . . .	697,066.72
July 2011 . . . . .	10,774,408.03	November 2013 . . . . .	2,723,545.06	March 2016 . . . . .	657,005.37
August 2011 . . . . .	10,333,341.88	December 2013 . . . . .	2,575,434.65	April 2016 . . . . .	617,949.87
September 2011 . . . .	9,905,460.15	January 2014 . . . . .	2,435,260.37	May 2016 . . . . .	579,879.00
October 2011 . . . . .	9,490,533.15	February 2014 . . . . .	2,302,874.26	June 2016 . . . . .	542,771.94
November 2011 . . . . .	9,088,334.74	March 2014 . . . . .	2,178,130.65	July 2016 . . . . .	506,608.28
December 2011 . . . . .	8,698,642.29	April 2014 . . . . .	2,060,886.22	August 2016 . . . . .	471,367.94
January 2012 . . . . .	8,321,236.61	May 2014 . . . . .	1,950,999.88	September 2016 . . . .	437,031.27
February 2012 . . . . .	7,955,901.88	June 2014 . . . . .	1,848,332.77	October 2016 . . . . .	403,578.96
March 2012 . . . . .	7,602,425.65	July 2014 . . . . .	1,752,748.23	November 2016 . . . . .	370,992.08
April 2012 . . . . .	7,260,598.73	August 2014 . . . . .	1,664,111.76	December 2016 . . . . .	339,252.05
May 2012 . . . . .	6,930,215.18	September 2014 . . . .	1,582,290.99	January 2017 . . . . .	308,340.63
June 2012 . . . . .	6,611,072.28	October 2014 . . . . .	1,507,155.64	February 2017 . . . . .	278,239.95
July 2012 . . . . .	6,302,970.40	November 2014 . . . . .	1,438,577.52	March 2017 . . . . .	248,932.46
August 2012 . . . . .	6,005,713.07	December 2014 . . . . .	1,376,430.44	April 2017 . . . . .	220,400.94
September 2012 . . . .	5,719,106.83	January 2015 . . . . .	1,319,819.23	May 2017 . . . . .	192,628.50
October 2012 . . . . .	5,442,961.25	February 2015 . . . . .	1,264,556.83	June 2017 . . . . .	165,598.59
November 2012 . . . . .	5,177,088.85	March 2015 . . . . .	1,210,615.64	July 2017 . . . . .	139,294.95
December 2012 . . . . .	4,921,305.08	April 2015 . . . . .	1,157,968.60	August 2017 . . . . .	113,701.65
January 2013 . . . . .	4,675,428.27	May 2015 . . . . .	1,106,589.14	September 2017 . . . .	88,803.03
February 2013 . . . . .	4,439,279.55	June 2015 . . . . .	1,056,451.17	October 2017 . . . . .	64,583.78
March 2013 . . . . .	4,212,682.89	July 2015 . . . . .	1,007,529.10	November 2017 . . . . .	41,028.84
April 2013 . . . . .	3,995,464.96	August 2015 . . . . .	959,797.80	December 2017 . . . . .	18,123.45
May 2013 . . . . .	3,787,455.17	September 2015 . . . .	913,232.60	January 2018 and thereafter . . . . .	0.00
June 2013 . . . . .	3,588,485.59	October 2015 . . . . .	867,809.31		
July 2013 . . . . .	3,398,390.92	November 2015 . . . . .	823,504.18		
August 2013 . . . . .	3,217,008.44	December 2015 . . . . .	780,293.88		

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No one is authorized to give information or to make representations in connection with the Certificates other than the information and representations contained in this Prospectus Supplement and the additional Disclosure Documents. You must not rely on any unauthorized information or representation. This Prospectus Supplement and the additional Disclosure Documents do not constitute an offer or solicitation with regard to the Certificates if it is illegal to make such an offer or solicitation to you under state law. By delivering this Prospectus Supplement and the additional Disclosure Documents at any time, no one implies that the information contained herein or therein is correct after the date hereof or thereof.

The Securities and Exchange Commission has not approved or disapproved the Certificates or determined if this Prospectus Supplement is truthful and complete. Any representation to the contrary is a criminal offense.

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**\$568,903,456**



**Guaranteed REMIC  
Pass-Through Certificates**

**Fannie Mae REMIC Trust 2009-13**

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**PROSPECTUS SUPPLEMENT**

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**Banc of America Securities LLC**

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**February 20, 2009**

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