

\$1,042,077,679



FannieMae®

**Guaranteed REMIC Pass-Through Certificates
Fannie Mae REMIC Trust 2009-19**

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 class), 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,
- Fannie Mae MBS, and
- Fannie Mae Stripped MBS.

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

Carefully consider the risk factors on page S-12 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
PO(2) . . .	1	\$ 83,664,444	SC/PT	0.0%	PO	31397NSB2	August 2038
A	2	53,789,000	SEQ	4.0	FIX	31397NUD5	April 2023
B	2	6,211,000	SEQ	4.0	FIX	31397NUE3	April 2024
LO(2) . . .	3	20,000,000	SC/PT	0.0	PO	31397NUF0	June 2036
TD	4	40,585,169	SC/PT	5.0	FIX	31397NUG8	August 2036
TI	4	9,365,808(3)	NTL	6.5	FIX/IO	31397NUH6	August 2036
PW	5	55,000,000	SC/PT	4.5	FIX	31397NUJ2	October 2036
IP	5	10,000,000(3)	NTL	5.5	FIX/IO	31397NUK9	October 2036
AF	6	80,725,300	SC/PT	(4)	FLT	31397NUL7	April 2039
AS	6	80,725,300(3)	NTL	(4)	INV/IO	31397NUM5	April 2039
CB(2) . . .	6	46,009,000	SC/SEQ	5.0	FIX	31397NUN3	February 2036
CD(2) . . .	6	19,113,063	SC/SEQ	5.0	FIX	31397NUP8	April 2039
FE	7	59,148,600	PT	(4)	FLT	31397NUQ6	April 2039
SE	7	59,148,600(3)	NTL	(4)	INV/IO	31397NUR4	April 2039
HA(2) . . .	7	16,523,000	SEQ	5.0	FIX	31397NUS2	September 2037
HB(2) . . .	7	3,193,227	SEQ	5.0	FIX	31397NUT0	April 2039
MA	8	300,000,000	SEQ	4.0	FIX	31397NUU7	January 2024
MB	8	9,278,350	SEQ	4.0	FIX	31397NUV5	April 2024
PI(2)	9	90,100,171(3)	NTL	(5)	WAC/IO	31397NUW3	April 2039
LI(2)	10	24,000,000(3)	NTL	5.0	FIX/IO	31397NUX1	April 2039
FT	11	50,000,000	SEQ/AD	(4)	FLT	31397NUY9	December 2037
ST	11	50,000,000(3)	NTL	(4)	INV/IO	31397NUZ6	December 2037
TM(2) . . .	11	22,060,500	SEQ/AD	4.5	FIX	31397NVA0	October 2036
TN(2) . . .	11	2,939,500	SEQ/AD	4.5	FIX	31397NVB8	December 2037
ZA	11	1,687,117	SEQ	6.5	FIX/Z	31397NVC6	April 2039
EM	12	55,911,000	SEQ	4.0	FIX	31397NVD4	February 2027
EI	12	6,212,333(3)	NTL	4.5	FIX/IO	31397NVE2	February 2027
EN	12	13,146,625	SEQ	4.5	FIX	31397NVF9	April 2029
EA(2) . . .	13	97,489,000	SEQ	4.0	FIX	31397NVG7	July 2019
EB(2) . . .	13	2,511,000	SEQ	4.0	FIX	31397NVH5	October 2019
EC(2) . . .	13	3,092,784	SEQ	4.0	FIX	31397NVJ1	December 2019
R		0	NPR	0	NPR	31397NVK8	April 2039
RL		0	NPR	0	NPR	31397NVL6	April 2039

- (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-9 for a description of how their notional balances are calculated.
- (4) Based on LIBOR.
- (5) Based on the weighted average pass-through rate of the related SMBS as further described in this prospectus supplement.

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 CP, EP, PT, DT, TA, ED, EG, QA, QB, QI, QC, QD and IQ Classes are the RCR classes. For a more detailed description of the RCR classes, see Schedule 1 attached to this prospectus supplement and "Description of the Certificates—Combination and Recombination" in the REMIC prospectus.

The dealer will offer the certificates from time to time in negotiated transactions at varying prices. We expect the settlement date to be March 30, 2009.

Goldman Sachs & Co.

The date of this Prospectus Supplement is March 24, 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”);
- if you are purchasing any Group 1, Group 3, Group 4, Group 5 or Group 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”);
- if you are purchasing any Group 9 or Group 10 Class or the R or RL Class, our Prospectus for Fannie Mae Stripped Mortgage-Backed Securities dated May 1, 2002 (for all SMBS issued prior to December 1, 2007) or dated December 1, 2007 (for all other SMBS) (as applicable, the “SMBS Prospectus”);
- if you are purchasing any Group 9 or Group 10 Class or the R or RL Class, the additional disclosure documents relating to the applicable SMBS (the “Additional SMBS 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, the Underlying REMIC Disclosure Documents, the SMBS Prospectus and the Additional SMBS 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, the Underlying REMIC Disclosure Documents, the SMBS Prospectus and the Additional SMBS Disclosure Documents by writing or calling the dealer at:

Goldman Sachs & Co.
Prospectus Department
100 Burma Road
Jersey City, New Jersey 07305
(telephone 212-902-1171).

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 March 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 2006-81-PO RCR Certificate Class 2006-105-OB REMIC Certificate Class 2007-47-BO REMIC Certificate Class 2007-50-XO REMIC Certificate Class 2008-64-EO REMIC Certificate
2	Group 2 MBS
3	Class 2008-23-GO REMIC Certificate
4	Class 2008-87-TS RCR Certificate
5	Class 2006-53-PE REMIC Certificate Class 2006-57-PE RCR Certificate Class 2006-99-PE REMIC Certificate
6	<i>Subgroup 6a</i> <i>Subgroup 6b</i> Class 2008-88-A RCR Certificate Group 6 MBS Class 2008-84-AB REMIC Certificate Class 2008-84-L RCR Certificate Class 2008-84-PA RCR Certificate
7	Group 7 MBS
8	Group 8 MBS
9	Group 9 SMBS
10	Group 10 SMBS
11	Group 11 MBS
12	Group 12 MBS
13	Group 13 MBS

Group 1, Group 3, Group 4, Group 5 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 2, Subgroup 6b, Group 7, Group 8, Group 11, Group 12 and Group 13 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 2 MBS	\$ 60,000,000	4.00%	4.25% to 6.50%	90 to 180
Subgroup 6b MBS*	\$ 58,898,087	6.00%	6.25% to 8.50%	241 to 360
Group 7 MBS*	\$ 78,864,827	6.50%	6.75% to 9.00%	241 to 360
Group 8 MBS	\$309,278,350	4.00%	4.25% to 6.50%	100 to 180
Group 11 MBS*	\$ 76,687,117	6.50%	6.75% to 9.00%	241 to 360
Group 12 MBS	\$ 69,057,625	4.50%	4.75% to 7.00%	181 to 240
Group 13 MBS	\$103,092,784	4.00%	4.25% to 6.50%	90 to 180

* As further described in this prospectus supplement, the mortgage loans underlying the Subgroup 6b, Group 7 and Group 11 MBS provide for interest only periods that may range from at least 7 to no more than 10 years following origination. The assumed remaining terms to expiration of the interest only periods for those mortgage loans are set forth below.

Assumed Characteristics of the Underlying Mortgage Loans

	<u>Principal Balance</u>	<u>Original Term to Maturity (in months)</u>	<u>Remaining Term to Maturity (in months)</u>	<u>Loan Age (in months)</u>	<u>Interest Rate</u>	<u>Remaining Term to Expiration of Interest Only Period (in months)</u>
Group 2 MBS	\$ 60,000,000	180	117	57	4.63%	N/A
Subgroup 6b MBS	\$ 58,898,087	360	350	10	6.62%	110
Group 7 MBS	\$ 78,864,827	360	346	14	7.04%	106
Group 8 MBS	\$309,278,350	180	116	59	4.55%	N/A
Group 11 MBS	\$ 76,687,117	360	346	14	7.00%	106
Group 12 MBS	\$ 69,057,625	240	230	10	5.05%	N/A
Group 13 MBS	\$103,092,784	180	116	59	4.54%	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.

Group 9 and Group 10 SMBS

Characteristics of the Group 9 and Group 10 SMBS

	<u>Notional Principal Balance*</u>	<u>Pass- Through Rate</u>	<u>SMBS Trust and Class Designation</u>
Group 9 SMBS	\$12,660,947.51	6.50%	394-12
	\$ 7,300,971.55	6.50%	382-19
	\$11,745,294.47	6.50%	382-18
	\$17,077,300.10	6.50%	382-15
	\$12,219,733.33	6.50%	382-17
	\$29,095,924.79	6.50%	383-60
Group 10 SMBS	\$24,000,000.88	5.00%	362-5

* These are interest only SMBS certificates.

Assumed Characteristics of the Underlying Mortgage Loans

	<u>Notional 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 9 SMBS	\$12,660,947.51	360	336	21	7.04%
	\$ 7,300,971.55	360	308	32	6.89%
	\$11,745,294.47	360	309	32	6.84%
	\$17,077,300.10	360	305	31	6.94%
	\$12,219,733.33	360	317	31	6.89%
	\$29,095,924.79	360	334	23	6.79%
Group 10 SMBS	\$24,000,000.88	360	288	62	5.53%

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

Settlement Date

We expect to issue the certificates on March 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>DTC Book-Entry</u>	<u>Physical</u>
Group 2, Group 4, Group 5, Group 6, Group 7, Group 8, Group 11, Group 12 and Group 13 Classes	PO, LO, PI, LI, PT and DT Classes	R and RL Classes

Exchanging Certificates Through Combination and Recombination

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

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

Interest Rates

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

During the initial interest accrual period, the floating rate and inverse floating rate classes will bear interest at the initial interest rates listed below. During each subsequent interest accrual period, the floating rate and inverse floating rate classes will bear interest based on the formulas indicated below, but always subject to the specified maximum and minimum interest rates:

<u>Class</u>	<u>Initial Interest Rate</u>	<u>Maximum Interest Rate</u>	<u>Minimum Interest Rate</u>	<u>Formula for Calculation of Interest Rate(1)</u>
AF	1.88000%	7.00000%	1.38%	LIBOR + 138 basis points
AS	5.12000%	5.62000%	0.00%	5.62% – LIBOR
FE	1.85000%	7.00000%	1.35%	LIBOR + 135 basis points
SE	5.15000%	5.65000%	0.00%	5.65% – LIBOR
FT	1.65000%	7.50000%	1.15%	LIBOR + 115 basis points
ST	5.85000%	6.35000%	0.00%	6.35% – LIBOR

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

During each interest accrual period, the weighted average coupon classes will bear interest at the applicable annual rates described under “Description of the Certificates—Distributions of Interest—*Weighted Average Coupon Classes*” in this prospectus supplement.

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>	
TI	23.0769225083% of the TD Class
IP	18.1818181818% of the PW Class
AS	100% of the AF Class
SE	100% of the FE Class
PI	100% of the aggregate notional balance of the Group 9 SMBS
LI	100% of the aggregate notional balance of the Group 10 SMBS
ST	100% of the FT Class
EI	11.1111105149% of the EM Class
QI	25% of the EA Class
IQ	25% of the <i>sum</i> of the EA and EB Classes

Distributions of Principal

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

Weighted Average Lives (years)*

<u>Group 1 Class</u>	<u>PSA Prepayment Assumption</u>				
	<u>0%</u>	<u>100%</u>	<u>400%</u>	<u>600%</u>	<u>800%</u>
PO	19.3	10.2	3.6	2.3	1.6

<u>Group 2 Classes</u>	<u>PSA Prepayment Assumption</u>					
	<u>0%</u>	<u>100%</u>	<u>202%</u>	<u>350%</u>	<u>500%</u>	
A	8.1	3.8	3.0	2.2	1.6	
B	14.5	9.1	8.6	7.5	6.3	
<u>Group 3 Class</u>						
<u>PSA Prepayment Assumption</u>						
<u>0%</u>	<u>100%</u>	<u>400%</u>	<u>600%</u>	<u>800%</u>		
LO	18.2	9.2	3.4	2.2	1.5	
<u>Group 4 Classes</u>						
<u>PSA Prepayment Assumption</u>						
<u>0%</u>	<u>100%</u>	<u>350%</u>	<u>525%</u>	<u>700%</u>		
TD and TI	26.3	18.2	4.1	1.2	0.7	
<u>Group 5 Classes</u>						
<u>PSA Prepayment Assumption</u>						
<u>0%</u>	<u>100%</u>	<u>375%</u>	<u>525%</u>	<u>750%</u>		
PW and IP	23.1	14.3	10.6	7.6	4.9	
<u>Group 6 Classes</u>						
<u>PSA Prepayment Assumption</u>						
<u>0%</u>	<u>100%</u>	<u>400%</u>	<u>800%</u>	<u>1200%</u>	<u>1800%</u>	
AF and AS	21.9	11.7	4.0	1.9	1.2	0.6
CB	19.8	7.7	2.2	1.2	0.8	0.4
CD	28.0	21.8	8.5	4.0	2.4	1.3
CP	22.2	11.8	4.1	2.0	1.3	0.7
<u>Group 7 Classes</u>						
<u>PSA Prepayment Assumption</u>						
<u>0%</u>	<u>100%</u>	<u>400%</u>	<u>800%</u>	<u>1200%</u>	<u>1800%</u>	
FE, SE and EP	22.9	11.8	4.0	1.9	1.2	0.7
HA	21.6	9.3	2.7	1.4	0.9	0.6
HB	29.2	24.5	10.4	4.7	2.7	1.2
<u>Group 8 Classes</u>						
<u>PSA Prepayment Assumption</u>						
<u>0%</u>	<u>100%</u>	<u>207%</u>	<u>350%</u>	<u>500%</u>		
MA	8.5	4.1	3.3	2.5	1.9	
MB	14.9	9.5	9.3	8.8	7.9	
<u>Group 9 Class</u>						
<u>PSA Prepayment Assumption</u>						
<u>0%</u>	<u>100%</u>	<u>400%</u>	<u>600%</u>	<u>800%</u>		
PI	21.1	10.0	3.5	2.2	1.6	
<u>Group 10 Class</u>						
<u>PSA Prepayment Assumption</u>						
<u>0%</u>	<u>100%</u>	<u>400%</u>	<u>600%</u>	<u>800%</u>		
LI	20.2	9.0	3.3	2.2	1.5	
<u>Group 11 Classes</u>						
<u>PSA Prepayment Assumption</u>						
<u>0%</u>	<u>100%</u>	<u>250%</u>	<u>600%</u>	<u>900%</u>	<u>1800%</u>	
FT, ST and TA	21.4	10.5	5.5	2.4	1.5	0.6
TM	20.5	9.1	4.4	1.9	1.2	0.6
TN	28.1	21.5	13.4	6.0	3.7	1.2
ZA	29.3	26.0	20.0	10.0	6.2	1.2
<u>Group 12 Classes</u>						
<u>PSA Prepayment Assumption</u>						
<u>0%</u>	<u>100%</u>	<u>198%</u>	<u>350%</u>	<u>500%</u>		
EM and EI	10.7	5.9	4.1	2.7	2.0	
EN	18.9	16.0	13.3	9.6	7.1	

<u>Group 13 Classes</u>	<u>PSA Prepayment Assumption</u>				
	<u>0%</u>	<u>100%</u>	<u>207%</u>	<u>350%</u>	<u>500%</u>
EA, QA, QB and QI	5.7	4.0	3.2	2.4	1.8
EB	10.4	9.1	8.6	7.6	6.3
EC	10.6	9.5	9.3	8.8	7.9
ED, QC, QD and IQ	5.8	4.1	3.3	2.5	1.9
EG	10.5	9.3	9.0	8.3	7.2

<u>Group 1/Group 9 Class</u>	<u>PSA Prepayment Assumption</u>				
	<u>0%</u>	<u>100%</u>	<u>400%</u>	<u>600%</u>	<u>800%</u>
PT**†	19.3	10.2	3.6	2.3	1.6

<u>Group 3/Group 10 Class</u>	<u>PSA Prepayment Assumption</u>				
	<u>0%</u>	<u>100%</u>	<u>400%</u>	<u>600%</u>	<u>800%</u>
DT**†	18.2	9.2	3.4	2.2	1.5

* Determined as specified under “Yield, Maturity and Prepayment Considerations—Weighted Average Lives and Final Distribution Dates” in the REMIC Prospectus.
 ** This class is an RCR class formed from a combination of two REMIC classes in different groups. For additional information, see Schedule 1 attached to this prospectus supplement.
 † The weighted average life information for this class is based solely on assumed principal distributions.

ADDITIONAL RISK FACTORS

Payments on the Group 4, Group 5 and Group 6 Classes also will be affected by the payment priorities governing the related underlying REMIC and RCR certificates. If you invest in any Group 4, Group 5 or Group 6 Class, the rate at which you receive payments will be affected by the applicable priority sequences governing the principal payments on the related underlying REMIC and RCR certificates.

In particular, as described in the related underlying disclosure documents, principal payments on the Group 5 Underlying REMIC and RCR Certificates and the Class 2008-84-PA RCR Certificate in Group 6 are governed by principal balance schedules. As a result, principal payments on those underlying certificates may be 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 originally assumed. In certain high prepayment scenarios, it is possible that the effect of the principal balance schedule on principal payments over time may be eliminated. In such a case, those underlying certificates will receive principal payments at rates that may vary widely from period to period. This prospectus supplement contains no information as to whether

- the classes governed by principal balance schedules have adhered to their principal balance schedules,
- any related support classes remain outstanding, or
- those certificates otherwise have performed as originally anticipated.

In addition, as described in the related underlying disclosure document, the Group 4 Underlying RCR Certificate is backed by other Fannie Mae certificates which are support classes. A support class is entitled to receive 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 may vary widely from period to period.

You may obtain additional information about the Group 4 Underlying RCR Certificate, Group 5 Underlying REMIC and RCR

Certificates and Group 6 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.

Principal and interest payments on the PT Class are derived from separate sources. Interest payments on the PT Class will be based solely on interest payable on the related SMBS, while principal payments on the PT Class will be based solely on principal payable on the related underlying REMIC and RCR certificates. The related SMBS and the related underlying REMIC and RCR certificates are independent of one another. Accordingly, the interest payment rate and principal payment rate on the PT Class are unrelated, are likely to differ and may differ sharply. In addition, there is a risk that the PT Class could in the future receive only interest payments in the event that the related underlying REMIC and RCR certificates are retired while the related SMBS remain outstanding. Similarly, there is a risk that the PT Class could in the future receive only principal payments in the event that the related SMBS are retired while the related underlying REMIC and RCR certificates remain outstanding.

Principal and interest payments on the DT Class are derived from separate sources. Interest payments on the DT Class will be based solely on interest payable on the related SMBS, while principal payments on the DT Class will be based solely on principal payable on the related underlying REMIC certificates. The related SMBS and the related underlying REMIC certificates are independent of one another. Accordingly, the interest payment rate and principal payment rate on the DT Class are unrelated, are likely to differ and may differ sharply. In addition, there is a risk that the DT Class could in the future receive only interest payments in the event that the related underlying REMIC certificates are retired while the related SMBS remain outstanding. Similarly, there is a risk that the DT Class could in the future receive only principal payments in the event that the related SMBS are retired while the related underlying REMIC certificates remain outstanding.

DESCRIPTION OF THE CERTIFICATES

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

General

Structure. We will create the Fannie Mae REMIC Trust specified on the cover of this prospectus supplement (the “Trust”) pursuant to a trust agreement dated as of August 1, 2007 and a supplement thereto dated as of March 1, 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 and RCR Certificates,” “Group 3 Underlying REMIC Certificate,” “Group 4 Underlying RCR Certificate,” “Group 5 Underlying REMIC and RCR Certificates” and “Group 6 Underlying REMIC and RCR 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,
- seven groups of Fannie Mae Guaranteed Mortgage Pass-Through Certificates (the “Group 2 MBS,” “Subgroup 6b MBS,” “Group 7 MBS,” “Group 8 MBS,” “Group 11 MBS,” “Group 12 MBS” and “Group 13 MBS,” and together, the “Trust MBS”), and
- two groups of Fannie Mae Stripped Mortgage-Backed Securities (the “Group 9 SMBS,” and “Group 10 SMBS,” and together, the “SMBS”).

The Group 6 Underlying REMIC and RCR Certificates are composed of two subgroups, the “Group 6a Underlying RCR Certificate” and the “Group 6b Underlying REMIC and RCR Certificates.”

The Underlying REMIC Certificates evidence direct or indirect beneficial ownership interests in certain Fannie Mae Guaranteed Mortgage Pass-Through Certificates.

The SMBS represent beneficial ownership interests in certain interest distributions on mortgage loans underlying certain Fannie Mae Guaranteed Mortgage Pass-Through Certificates (together with the Trust MBS and the Fannie Mae Guaranteed Mortgage Pass-Through Certificates backing the Underlying REMIC Certificates, 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	Underlying REMIC Certificates, Trust MBS and SMBS	Interests in the Lower Tier REMIC other than the RL Class (the “Lower Tier Regular Interests”)	RL
Upper Tier REMIC	Lower Tier Regular Interests	All Classes of REMIC Certificates other than the R and RL Classes	R

Fannie Mae Guaranty. For a description of our guaranties of the Certificates, the Underlying REMIC Certificates, the MBS and the SMBS, see the applicable discussions appearing under the heading “Fannie Mae Guaranty” in the REMIC Prospectus, the Underlying REMIC Disclosure Documents, the MBS Prospectus, the SMBS Prospectus and the Additional SMBS 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.”

Each of the PO, LO, PI, LI, PT and DT Classes will be represented by a single certificate (together, the “DTC Certificates”) to be registered at all times in the name of the nominee of The Depository Trust Company (“DTC”), a New York-chartered limited purpose trust company, or any successor or depository selected or approved by us. We refer to the nominee of DTC as the “Holder” or “Certificateholder” of the DTC Certificates. DTC will maintain the DTC Certificates through its book-entry facilities.

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

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

<u>Classes</u>	<u>Denominations</u>
Interest Only, Principal Only and Inverse Floating Rate Classes and the PT and DT 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. 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.

In the case of the Group 6 Underlying REMIC and RCR Certificates, 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 15 years in the case of the Group 2, Group 8 and Group 13 MBS, up to 30 years in the case of the Subgroup 6b, Group 7 and Group 11 MBS, and up to 20 years in the case of the Group 12 MBS.

In addition, the scheduled monthly payments on the Mortgage Loans underlying the Subgroup 6b, Group 7 and Group 11 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.

Approximately 20.48% of the Mortgage Loans backing the Group 7 MBS (by principal balance at the Issue Date) are subject to prepayment premiums if the borrower makes a full or partial prepayment during prepayment premium periods of 24 or 36 months, as applicable. The prepayment premium is generally equal to (i) 6 months’ interest on that portion of all prepayments during any 12-month period during the prepayment premium period in excess of 20% of the original principal amount of the loan or (ii) 1% of the original amount of the loan for any prepayment made during any 12-month period during the prepayment period that exceeds 20% of the original principal amount of the loan.

For additional information, see “Summary—Group 2, Subgroup 6b, Group 7, Group 8, Group 11, Group 12 and Group 13 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. 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 SMBS

The general characteristics of the SMBS are described in the SMBS Prospectus and the related Additional SMBS Disclosure Documents. The SMBS provide that certain interest amounts on the Mortgage Loans underlying the related MBS are passed through monthly.

The general characteristics of the MBS are described in the MBS Prospectus. Each MBS evidences beneficial ownership interest in a pool of 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. For additional information see “Summary—Group 9 and Group 10 SMBS—Characteristics of the Group 9 and Group 10 SMBS” 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.

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 Class) 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 Class, see “—Accrual Class” 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 and Weighted Average Coupon Classes	Floating Rate and Inverse Floating Rate Classes

The Dealer will treat the Principal Only Classes as delay Classes solely for the purpose of facilitating trading. See “Description of the Certificates—Distributions on Certificates—*Interest Distributions*” in the REMIC Prospectus.

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

Weighted Average Coupon Classes

The PI Class. On each Distribution Date, we will pay interest on the PI Class at an annual rate of 6.50000%, which is equal to the *product* of

- a fraction, expressed as a percentage, the *numerator* of which is the amount of interest then payable on the Group 9 SMBS, and the *denominator* of which is the aggregate notional principal balance of the Group 9 SMBS on that date (before giving effect to any reductions of the aggregate notional principal balance on that date)

multiplied by

- 12.

Due to the methodology used to calculate the notional principal balance of Class 12 issued from SMBS Trust 394, changes in the notional principal balance of Class 12 generally do not directly correspond to reductions in the principal balances of the related Mortgage Loans. As a result, the notional principal balance of the PI Class may be higher or lower, and may be subject to wider fluctuations, than would otherwise be the case. See “Additional Risk Factors—*Changes in the weighted average excess yield rates will affect yields on the WAC Classes*” and “Description of the SMBS Certificates —

General— *Changes in the Notional Principal Balances of the WAC Classes*” in the applicable Additional SMBS Disclosure Document.

The PT Class. On each Distribution Date, we will pay interest on each Certificate of the PT Class in an amount equal to the interest accrued during the related interest accrual period on the Certificates of the PI Class which, together with Certificates of the PO Class, were exchanged for that PT Class Certificate. Accordingly, the amount of interest payable on the PT Class Certificates will not be determined based on their principal balances.

On the initial Distribution Date, we expect to pay interest on the PT Class at an annual rate of approximately 7.00000% (calculated based on the amount of interest payable on that date and the initial principal balance of the PT Class).

If the Group 1 Underlying REMIC and RCR Certificates remain outstanding after the aggregate notional principal balance of the Group 9 SMBS has been reduced to zero, the PT Class will no longer bear interest.

Our determination of the interest rate for the PT Class for each Distribution Date will be final and binding in the absence of manifest error. You may obtain each such interest rate by telephoning us at 1-800-237-8627.

The DT Class. On each Distribution Date, we will pay interest on each Certificate of the DT Class in an amount equal to the interest accrued during the related interest accrual period on the Certificates of the LI Class which, together with Certificates of the LO Class, were exchanged for that DT Class Certificate. Accordingly, the amount of interest payable on the DT Class Certificates will not be determined based on their principal balances.

On the initial Distribution Date, we expect to pay interest on the DT Class at an annual rate of approximately 6.00000% (calculated based on the amount of interest payable on that date and the initial principal balance of the DT Class).

If the Group 3 Underlying REMIC Certificate remains outstanding after the aggregate notional principal balance of the Group 10 SMBS has been reduced to zero, the DT Class will no longer bear interest.

Our determination of the interest rate for the DT Class for each Distribution Date will be final and binding in the absence of manifest error. You may obtain each such interest rate by telephoning us at 1-800-237-8627.

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 PO until retired.

} Structured
Collateral/
Pass-Through
Class

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

- *Group 2*

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

} Sequential
Pay
Classes

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

- *Group 3*

The Group 3 Principal Distribution Amount to LO until retired.

} Structured
Collateral/
Pass-Through
Class

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

- *Group 4*

The Group 4 Principal Distribution Amount to TD until retired.

} Structured
Collateral
Pass-Through
Class

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

- *Group 5*

The Group 5 Principal Distribution Amount to PW until retired.

} Structured
Collateral
Pass-Through
Class

The “Group 5 Principal Distribution Amount” is the principal then paid on the Group 5 Underlying REMIC and RCR Certificates.

- *Group 6*

The Subgroup 6a Principal Distribution Amount as follows:

- 74.9999248806% to AF until retired, and
- 25.0000751194% to CB and CD, in that order, until retired.

} Pass-Through
Class
} Sequential Pay
Classes } Structured
Collateral

The Subgroup 6b Principal Distribution Amount as follows:

- 49.9999134683% to AF until retired, and
- 50.0000865317% to CB and CD, in that order, until retired.

} Pass-Through
Class
} Sequential Pay
Classes } Structured
Collateral

The “Subgroup 6a Principal Distribution Amount” is the principal then paid on the Subgroup 6a Underlying RCR Certificate.

The “Subgroup 6b Principal Distribution Amount” is the sum of the principal then paid on the Subgroup 6b MBS and the Subgroup 6b Underlying REMIC and RCR Certificates.

- *Group 7*

The Group 7 Principal Distribution Amount as follows:

- 74.9999743232% to FE until retired, and
- 25.0000256768% to HA and HB, in that order, until retired.

} Pass-Through
Class
} Sequential
Pay
Classes

The “Group 7 Principal Distribution Amount” is the principal then paid on the Group 7 MBS.

- *Group 8*

The Group 8 Principal Distribution Amount to MA and MB, in that order, until retired.

} Sequential
Pay
Classes

The “Group 8 Principal Distribution Amount” is the principal then paid on the Group 8 MBS.

- *Group 11*

The ZA Accrual Amount in the following priority:

- first*, — 66.666666667% to FT until retired, and
- 33.333333333% to TM and TN, in that order, until retired; and
- second*, to ZA.

} Accretion
Directed
Classes
} Accrual
Class

The Group 11 Cash Flow Distribution Amount in the following priority:

- first*, — 66.666666667% to FT until retired, and
- 33.333333333% to TM and TN, in that order, until retired; and
- second*, to ZA until retired.

} Sequential
Pay
Classes

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

The “Group 11 Cash Flow Distribution Amount” is the principal then paid on the Group 11 MBS.

- *Group 12*

The Group 12 Principal Distribution Amount to EM and EN, in that order, until } Sequential
retired. } Pay
Classes

The “Group 12 Principal Distribution Amount” is the principal then paid on the Group 12 MBS.

- *Group 13*

The Group 13 Principal Distribution Amount to EA, EB and EC, in that order, until } Sequential
retired. } Pay
Classes

The “Group 13 Principal Distribution Amount” is the principal then paid on the Group 13 MBS.

Structuring Assumptions

Pricing Assumptions. Except where otherwise noted, the information in the tables in this prospectus supplement has been prepared based on the actual characteristics of each pool of Mortgage Loans backing the Underlying REMIC Certificates, the priority sequences governing principal payments on the Group 4 Underlying RCR Certificate, the Group 5 Underlying REMIC and RCR Certificates and the Subgroup 6b Underlying REMIC and RCR Certificates, and the following assumptions (such characteristics and assumptions, collectively, the “Pricing Assumptions”):

- the Mortgage Loans underlying the Trust MBS have the original terms to maturity, remaining terms to maturity, loan ages and interest rates specified under “Summary—Group 2, Subgroup 6b, Group 7, Group 8, Group 11, Group 12 and Group 13 MBS—Assumed Characteristics of the Underlying Mortgage Loans” in this prospectus supplement;
- the Mortgage Loans underlying the Subgroup 6b MBS, Group 7 MBS and Group 11 MBS have the remaining terms to expiration of their interest only periods specified under “Summary—Group 2, Subgroup 6b, Group 7, Group 8, Group 11, Group 12 and Group 13—Assumed Characteristics of the Underlying Mortgage Loans” in this prospectus supplement;
- the Mortgage Loans underlying the Group 9 and Group 10 SMBS have the original term to maturity, remaining term to maturity, loan age and interest rate specified under “Summary—Group 9 and Group 10 SMBS—Assumed Characteristics of the Underlying Mortgage Loans” in this prospectus supplement;
- the Mortgage Loans prepay at the constant percentages of PSA specified in the related tables;
- the settlement date for the Certificates is March 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.

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

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

<u>Class</u>	<u>Price</u>
PO.....	89.28125%
LO.....	90.00000%

Sensitivity of the PO Class to Prepayments

	<u>PSA Prepayment Assumption</u>				
	<u>50%</u>	<u>100%</u>	<u>400%</u>	<u>600%</u>	<u>800%</u>
Pre-Tax Yields to Maturity	0.9%	1.1%	3.4%	5.2%	7.3%

Sensitivity of the LO Class to Prepayments

	<u>PSA Prepayment Assumption</u>				
	<u>50%</u>	<u>100%</u>	<u>400%</u>	<u>600%</u>	<u>800%</u>
Pre-Tax Yields to Maturity	0.9%	1.2%	3.3%	5.2%	7.5%

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>
TI.....	410%
IP.....	866%
LI.....	622%
EI.....	530%
QI.....	705%
IQ.....	670%

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>
TI.....	13.00000%
IP.....	22.00000%
LI.....	10.00000%
EI.....	8.50000%
QI.....	5.00000%
IQ.....	5.65625%

* 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 TI Class to Prepayments

	<u>PSA Prepayment Assumption</u>				
	<u>50%</u>	<u>100%</u>	<u>350%</u>	<u>525%</u>	<u>700%</u>
Pre-Tax Yields to Maturity	53.5%	53.5%	30.4%	(61.0)%	*

Sensitivity of the IP Class to Prepayments

	<u>PSA Prepayment Assumption</u>				
	<u>50%</u>	<u>100%</u>	<u>375%</u>	<u>525%</u>	<u>750%</u>
Pre-Tax Yields to Maturity	25.3%	24.6%	22.6%	18.2%	7.5%

Sensitivity of the LI Class to Prepayments

	<u>PSA Prepayment Assumption</u>				
	<u>50%</u>	<u>100%</u>	<u>400%</u>	<u>600%</u>	<u>800%</u>
Pre-Tax Yields to Maturity	46.9%	43.2%	19.5%	2.0%	(17.3)%

Sensitivity of the EI Class to Prepayments

	PSA Prepayment Assumption				
	<u>50%</u>	<u>100%</u>	<u>198%</u>	<u>350%</u>	<u>500%</u>
Pre-Tax Yields to Maturity	47.3%	43.2%	34.7%	19.6%	3.4%

Sensitivity of the QI Class to Prepayments

	PSA Prepayment Assumption				
	<u>50%</u>	<u>100%</u>	<u>207%</u>	<u>350%</u>	<u>500%</u>
Pre-Tax Yields to Maturity	70.1%	65.7%	56.0%	42.0%	25.6%

Sensitivity of the IQ Class to Prepayments

	PSA Prepayment Assumption				
	<u>50%</u>	<u>100%</u>	<u>207%</u>	<u>350%</u>	<u>500%</u>
Pre-Tax Yields to Maturity	59.6%	55.5%	46.5%	33.6%	18.8%

The Inverse Floating Rate Classes. **The yields on the Inverse Floating Rate Classes will be sensitive in varying degrees to the rate of principal payments, including prepayments, of the related Mortgage Loans and to the level of the Index. The Mortgage Loans generally can be prepaid at any time without penalty (except with respect to the Mortgage Loans underlying the Group 7 MBS as further described under “—The Trust MBS”). In addition, the rate of principal payments (including prepayments) of the Mortgage Loans is likely to vary, and may vary considerably, from pool to pool. As illustrated in the applicable tables below, it is possible that investors in the Inverse Floating Rate Classes would lose money on their initial investments under certain Index and prepayment scenarios.**

Changes in the Index may not correspond to changes in prevailing mortgage interest rates. It is possible that lower prevailing mortgage interest rates, which might be expected to result in faster prepayments, could occur while the level of the Index increased.

The information shown in the 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 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>
AS	5.50000%
SE	5.90625%
ST	6.75000%

* 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 AS 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>400%</u>	<u>800%</u>	<u>1200%</u>	<u>1800%</u>
0.25%	115.7%	112.1%	89.3%	55.5%	15.8%	(71.8)%
0.50%	109.5%	105.9%	83.4%	49.9%	10.6%	(75.8)%
2.50%	62.3%	59.0%	38.0%	6.8%	(30.2)%	*
4.50%	18.7%	15.6%	(4.1)%	(34.0)%	(70.4)%	*
5.62%	*	*	*	*	*	*

**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>400%</u>	<u>800%</u>	<u>1200%</u>	<u>1800%</u>
0.25%	106.8%	103.3%	81.1%	48.0%	9.2%	(78.3)%
0.50%	101.1%	97.6%	75.6%	42.8%	4.2%	(82.9)%
2.50%	57.9%	54.6%	33.8%	2.6%	(34.7)%	*
4.50%	17.6%	14.5%	(5.2)%	(35.3)%	(72.5)%	*
5.65%	*	*	*	*	*	*

**Sensitivity of the ST 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>250%</u>	<u>600%</u>	<u>900%</u>	<u>1800%</u>
0.25%	105.0%	101.4%	90.2%	61.5%	33.2%	(82.3)%
0.50%	100.1%	96.5%	85.3%	56.8%	28.5%	(86.3)%
2.50%	62.1%	58.7%	48.0%	19.9%	(8.6)%	*
4.50%	26.5%	23.2%	12.4%	(17.7)%	(48.2)%	*
6.35%	*	*	*	*	*	*

The PI Class. The yield on the PI Class will be very sensitive to the rate of principal payments, including prepayments, of the related Mortgage Loans and to the amount of interest payable on the Group 9 SMBS. 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. Under certain high prepayment scenarios in particular, it is possible that investors in the PI Class would lose money on their initial investments.

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 2, Group 6, Group 7, Group 8, Group 11, Group 12, and Group 13 Classes, and
- in the case of the Group 4, Group 5 and Group 6 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 and RCR Certificates	360 months	(1)	(1)
Group 2 MBS	180 months	180 months	6.50%
Group 3 Underlying REMIC Certificate	360 months	326 months	8.00%
Group 4 Underlying RCR Certificate	360 months	328 months	9.00%
Group 5 Underlying REMIC and RCR Certificates	360 months	(2)	8.00%
Subgroup 6a Underlying RCR Certificate	360 months	335 months(3)	8.50%
Subgroup 6b Underlying REMIC and RCR Certificates	360 months	353 months(4)	8.50%
Subgroup 6b MBS	360 months	360 months(5)	8.50%
Group 7 MBS	360 months	360 months(6)	9.00%
Group 8 MBS	180 months	180 months	6.50%
Group 9 SMBS	360 months	360 months	9.00%
Group 10 SMBS	360 months	360 months	7.50%
Group 11 MBS	360 months	360 months(7)	9.00%
Group 12 MBS	240 months	240 months	7.00%
Group 13 MBS	180 months	128 months	6.50%

(1) The Mortgage Loans backing the Group 1 Underlying REMIC and RCR Certificates are assumed to have the following remaining terms to maturity and interest rates:

<u>Class</u>	<u>Remaining Terms to Maturity</u>	<u>Interest Rates</u>
2006-81-PO	329 months	9.00%
2006-105-OB	331 months	8.50%
2007-47-BO	337 months	9.00%
2007-50-XO	337 months	8.50%
2008-64-EO	352 months	8.50%

(2) The Mortgage Loans backing the Group 5 Underlying REMIC and RCR Certificates are assumed to have the following remaining terms to maturity:

<u>Class</u>	<u>Remaining Terms to Maturity</u>
2006-53-PE	326 months
2006-57-PE	326 months
2006-99-PE	330 months

(3) In addition, the Mortgage Loans backing the Subgroup 6a Underlying RCR Certificate are assumed to have a remaining interest only period of 95 months.

(4) In addition, approximately 1.19% of the Mortgage Loans backing the Subgroup 6b Underlying REMIC and RCR Certificates (by principal balance at the Issue Date) are assumed to have a remaining interest only period of 112 months and the remaining Mortgage Loans backing the Subgroup 6b Underlying REMIC and RCR Certificates have a remaining interest only period of 113 months.

(5) In addition, we have assumed that the Mortgage Loans backing the Subgroup 6b MBS have a remaining interest only period of 120 months.

(6) In addition, we have assumed that the Mortgage Loans backing the Group 7 MBS have a remaining interest only period of 120 months.

(7) In addition, we have assumed that the Mortgage Loans backing the Group 11 MBS have a remaining interest only period of 120 months.

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

In addition, the diverse remaining terms to maturity of the Mortgage Loans could produce slower or faster principal distributions than indicated in the tables at the specified constant PSA rates, even if the weighted average remaining term to maturity and the weighted average loan age of the

Mortgage Loans are identical to the weighted averages specified in the Pricing Assumptions. This is the case because pools of loans with identical weighted averages are nonetheless likely to reflect differing dispersions of the related characteristics.

Percent of Original Principal Balances Outstanding

Date	PO Class				
	PSA Prepayment Assumption				
	0%	100%	400%	600%	800%
Initial Percent	100	100	100	100	100
March 2010	99	93	77	67	56
March 2011	98	87	58	43	29
March 2012	97	80	44	27	15
March 2013	96	74	33	17	8
March 2014	95	68	24	11	4
March 2015	93	63	18	7	2
March 2016	92	58	13	4	1
March 2017	90	53	10	3	1
March 2018	89	49	7	2	*
March 2019	87	44	5	1	*
March 2020	85	40	4	1	*
March 2021	82	37	3	*	*
March 2022	80	33	2	*	*
March 2023	77	30	2	*	*
March 2024	74	27	1	*	*
March 2025	71	24	1	*	*
March 2026	68	21	1	*	*
March 2027	64	18	*	*	*
March 2028	60	16	*	*	*
March 2029	55	14	*	*	*
March 2030	50	12	*	*	*
March 2031	45	9	*	*	*
March 2032	39	8	*	*	*
March 2033	32	6	*	*	*
March 2034	26	4	*	*	0
March 2035	18	2	*	*	0
March 2036	10	1	*	*	0
March 2037	2	*	*	*	0
March 2038	1	*	*	0	0
March 2039	0	0	0	0	0
Weighted Average					
Life (years)**	19.3	10.2	3.6	2.3	1.6

Date	A Class				
	PSA Prepayment Assumption				
	0%	100%	202%	350%	500%
Initial Percent	100	100	100	100	100
March 2010	95	85	78	69	60
March 2011	91	70	60	46	34
March 2012	85	57	44	29	17
March 2013	80	44	31	16	6
March 2014	74	33	20	7	0
March 2015	68	22	11	*	0
March 2016	61	12	3	0	0
March 2017	54	3	0	0	0
March 2018	46	0	0	0	0
March 2019	38	0	0	0	0
March 2020	29	0	0	0	0
March 2021	20	0	0	0	0
March 2022	10	0	0	0	0
March 2023	0	0	0	0	0
March 2024	0	0	0	0	0
Weighted Average					
Life (years)**	8.1	3.8	3.0	2.2	1.6

Date	B Class				
	PSA Prepayment Assumption				
	0%	100%	202%	350%	500%
Initial Percent	100	100	100	100	100
March 2010	100	100	100	100	100
March 2011	100	100	100	100	100
March 2012	100	100	100	100	100
March 2013	100	100	100	100	100
March 2014	100	100	100	100	88
March 2015	100	100	100	100	50
March 2016	100	100	100	61	26
March 2017	100	100	74	31	12
March 2018	100	52	28	11	4
March 2019	100	0	0	0	0
March 2020	100	0	0	0	0
March 2021	100	0	0	0	0
March 2022	100	0	0	0	0
March 2023	98	0	0	0	0
March 2024	0	0	0	0	0
Weighted Average					
Life (years)**	14.5	9.1	8.6	7.5	6.3

* 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.

Date	LO Class					TD and TI† Classes					PW and IP† Classes				
	PSA Prepayment Assumption					PSA Prepayment Assumption					PSA Prepayment Assumption				
	0%	100%	400%	600%	800%	0%	100%	350%	525%	700%	0%	100%	375%	525%	750%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
March 2010	99	92	75	63	51	100	100	100	61	8	100	100	100	100	100
March 2011	98	85	56	39	26	100	100	70	0	0	100	100	100	100	100
March 2012	97	78	41	25	13	100	100	47	0	0	100	100	100	100	100
March 2013	95	72	31	15	7	100	100	35	0	0	100	100	100	100	66
March 2014	94	66	23	10	3	100	100	27	0	0	100	100	100	98	35
March 2015	92	60	17	6	2	100	100	20	0	0	100	100	100	70	19
March 2016	90	55	12	4	1	100	100	15	0	0	100	100	100	46	10
March 2017	88	50	9	2	*	100	100	12	0	0	100	100	83	31	5
March 2018	86	45	7	1	*	100	100	9	0	0	100	100	62	20	3
March 2019	84	40	5	1	*	100	100	6	0	0	100	100	46	13	1
March 2020	82	36	4	1	*	100	100	5	0	0	100	84	34	9	1
March 2021	79	32	3	*	*	100	100	3	0	0	100	67	25	6	*
March 2022	76	29	2	*	*	100	100	2	0	0	100	54	18	4	*
March 2023	73	25	1	*	*	100	100	2	0	0	100	43	13	2	*
March 2024	70	22	1	*	*	100	88	1	0	0	100	34	9	1	*
March 2025	67	19	1	*	*	100	76	1	0	0	100	26	7	1	*
March 2026	63	16	*	*	*	100	65	1	0	0	100	20	5	1	*
March 2027	59	14	*	*	*	100	52	*	0	0	100	15	3	*	*
March 2028	54	11	*	*	*	100	39	*	0	0	100	11	2	*	*
March 2029	49	9	*	*	*	100	27	*	0	0	100	8	1	*	*
March 2030	44	7	*	*	*	100	15	*	0	0	100	6	1	*	*
March 2031	38	5	*	*	*	100	6	*	0	0	99	4	*	*	*
March 2032	32	3	*	*	0	100	1	*	0	0	53	2	*	*	*
March 2033	25	1	*	*	0	100	*	*	0	0	5	1	*	*	*
March 2034	18	*	*	0	0	98	*	*	0	0	*	*	*	*	*
March 2035	10	0	0	0	0	64	0	0	0	0	*	*	*	*	0
March 2036	1	0	0	0	0	17	0	0	0	0	0	0	0	0	0
March 2037	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
March 2038	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
March 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	18.2	9.2	3.4	2.2	1.5	26.3	18.2	4.1	1.2	0.7	23.1	14.3	10.6	7.6	4.9

Date	AF and AS† Classes						CB Class						CD Class					
	PSA Prepayment Assumption						PSA Prepayment Assumption						PSA Prepayment Assumption					
	0%	100%	400%	800%	1200%	1800%	0%	100%	400%	800%	1200%	1800%	0%	100%	400%	800%	1200%	1800%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
March 2010	100	96	83	66	49	24	100	95	78	56	34	*	100	100	100	100	100	100
March 2011	100	90	64	36	16	0	100	87	51	12	0	0	100	100	100	100	60	0
March 2012	100	85	49	19	4	0	100	79	29	0	0	0	100	100	100	68	17	0
March 2013	100	80	37	10	1	0	100	72	12	0	0	0	100	100	100	35	5	0
March 2014	100	75	28	5	*	0	100	65	0	0	0	0	100	100	98	18	1	0
March 2015	100	71	21	3	*	0	100	59	0	0	0	0	100	100	75	10	*	0
March 2016	100	66	16	1	*	0	100	53	0	0	0	0	100	100	57	5	*	0
March 2017	100	62	12	1	*	0	100	47	0	0	0	0	100	100	43	3	*	0
March 2018	99	58	9	*	*	0	100	41	0	0	0	0	100	100	33	1	*	0
March 2019	98	53	7	*	*	0	99	35	0	0	0	0	100	100	24	1	*	0
March 2020	96	49	5	*	*	0	96	28	0	0	0	0	100	100	18	*	*	0
March 2021	94	44	4	*	*	0	92	22	0	0	0	0	100	100	13	*	*	0
March 2022	91	40	3	*	*	0	89	16	0	0	0	0	100	100	10	*	*	0
March 2023	89	36	2	*	*	0	85	11	0	0	0	0	100	100	7	*	*	0
March 2024	86	33	1	*	0	0	81	6	0	0	0	0	100	100	5	*	0	0
March 2025	82	29	1	*	0	0	77	1	0	0	0	0	100	100	4	*	0	0
March 2026	79	26	1	*	0	0	72	0	0	0	0	0	100	91	3	*	0	0
March 2027	75	23	1	*	0	0	66	0	0	0	0	0	100	80	2	*	0	0
March 2028	71	20	*	*	0	0	61	0	0	0	0	0	100	71	1	*	0	0
March 2029	66	18	*	*	0	0	54	0	0	0	0	0	100	61	1	*	0	0
March 2030	61	15	*	*	0	0	47	0	0	0	0	0	100	53	1	*	0	0
March 2031	56	13	*	*	0	0	40	0	0	0	0	0	100	45	*	*	0	0
March 2032	50	10	*	*	0	0	32	0	0	0	0	0	100	37	*	*	0	0
March 2033	43	8	*	*	0	0	23	0	0	0	0	0	100	30	*	*	0	0
March 2034	36	6	*	*	0	0	13	0	0	0	0	0	100	23	*	*	0	0
March 2035	29	5	*	*	0	0	3	0	0	0	0	0	100	17	*	0	0	0
March 2036	21	3	*	0	0	0	0	0	0	0	0	0	79	11	*	0	0	0
March 2037	12	1	*	0	0	0	0	0	0	0	0	0	50	5	*	0	0	0
March 2038	5	*	*	0	0	0	0	0	0	0	0	0	22	1	*	0	0	0
March 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	21.9	11.7	4.0	1.9	1.2	0.6	19.8	7.7	2.2	1.2	0.8	0.4	28.0	21.8	8.5	4.0	2.4	1.3

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

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

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

Date	CP Class						FE, SE† and EP Classes					
	PSA Prepayment Assumption						PSA Prepayment Assumption					
	0%	100%	400%	800%	1200%	1800%	0%	100%	400%	800%	1200%	1800%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100
March 2010	100	96	85	69	53	30	100	96	84	67	50	23
March 2011	100	91	66	38	18	0	100	90	64	35	15	0
March 2012	100	85	50	20	5	0	100	85	49	18	4	0
March 2013	100	80	38	10	1	0	100	80	37	10	1	0
March 2014	100	75	29	5	*	0	100	75	28	5	*	0
March 2015	100	71	22	3	*	0	100	70	21	3	*	0
March 2016	100	67	17	1	*	0	100	66	16	1	*	0
March 2017	100	63	13	1	*	0	100	62	12	1	*	0
March 2018	100	58	10	*	*	0	100	58	9	*	*	0
March 2019	99	54	7	*	*	0	100	53	7	*	*	0
March 2020	97	49	5	*	*	0	98	49	5	*	*	0
March 2021	95	45	4	*	*	0	96	45	4	*	*	0
March 2022	92	41	3	*	*	0	94	41	3	*	*	0
March 2023	90	37	2	*	*	0	91	37	2	*	*	0
March 2024	87	33	2	*	0	0	89	33	1	*	0	0
March 2025	83	30	1	*	0	0	86	30	1	*	0	0
March 2026	80	27	1	*	0	0	83	27	1	*	0	0
March 2027	76	24	1	*	0	0	79	24	1	*	0	0
March 2028	72	21	*	*	0	0	75	21	*	*	0	0
March 2029	68	18	*	*	0	0	71	18	*	*	0	0
March 2030	63	15	*	*	0	0	66	16	*	*	0	0
March 2031	58	13	*	*	0	0	61	13	*	*	0	0
March 2032	52	11	*	*	0	0	56	11	*	*	0	0
March 2033	46	9	*	*	0	0	50	9	*	*	0	0
March 2034	39	7	*	*	0	0	43	7	*	*	0	0
March 2035	31	5	*	0	0	0	36	5	*	*	0	0
March 2036	23	3	*	0	0	0	28	3	*	0	0	0
March 2037	15	1	*	0	0	0	20	1	*	0	0	0
March 2038	6	*	*	0	0	0	10	0	0	0	0	0
March 2039	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	22.2	11.8	4.1	2.0	1.3	0.7	22.9	11.8	4.0	1.9	1.2	0.7

Date	HA Class						HB Class					
	PSA Prepayment Assumption						PSA Prepayment Assumption					
	0%	100%	400%	800%	1200%	1800%	0%	100%	400%	800%	1200%	1800%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100
March 2010	100	95	80	61	40	8	100	100	100	100	100	100
March 2011	100	88	57	23	0	0	100	100	100	100	90	0
March 2012	100	82	39	3	0	0	100	100	100	100	25	0
March 2013	100	76	25	0	0	0	100	100	100	59	7	0
March 2014	100	70	14	0	0	0	100	100	100	31	2	0
March 2015	100	65	6	0	0	0	100	100	100	16	1	0
March 2016	100	60	0	0	0	0	100	100	100	8	*	0
March 2017	100	55	0	0	0	0	100	100	76	4	*	0
March 2018	100	50	0	0	0	0	100	100	57	2	*	0
March 2019	100	44	0	0	0	0	100	100	43	1	*	0
March 2020	98	39	0	0	0	0	100	100	32	1	*	0
March 2021	95	34	0	0	0	0	100	100	23	*	*	0
March 2022	93	29	0	0	0	0	100	100	17	*	*	0
March 2023	90	25	0	0	0	0	100	100	13	*	*	0
March 2024	87	20	0	0	0	0	100	100	9	*	*	0
March 2025	83	16	0	0	0	0	100	100	7	*	*	0
March 2026	79	13	0	0	0	0	100	100	5	*	0	0
March 2027	75	9	0	0	0	0	100	100	3	*	0	0
March 2028	70	6	0	0	0	0	100	100	2	*	0	0
March 2029	65	2	0	0	0	0	100	100	2	*	0	0
March 2030	60	0	0	0	0	0	100	96	1	*	0	0
March 2031	54	0	0	0	0	0	100	82	1	*	0	0
March 2032	47	0	0	0	0	0	100	68	1	*	0	0
March 2033	40	0	0	0	0	0	100	54	*	*	0	0
March 2034	32	0	0	0	0	0	100	42	*	*	0	0
March 2035	24	0	0	0	0	0	100	30	*	*	0	0
March 2036	14	0	0	0	0	0	100	19	*	*	0	0
March 2037	4	0	0	0	0	0	100	8	*	0	0	0
March 2038	0	0	0	0	0	0	64	0	0	0	0	0
March 2039	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	21.6	9.3	2.7	1.4	0.9	0.6	29.2	24.5	10.4	4.7	2.7	1.2

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

Date	MA Class					MB Class				
	PSA Prepayment Assumption					PSA Prepayment Assumption				
	0%	100%	207%	350%	500%	0%	100%	207%	350%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100
March 2010	96	86	80	71	63	100	100	100	100	100
March 2011	91	72	62	50	39	100	100	100	100	100
March 2012	87	60	48	34	23	100	100	100	100	100
March 2013	81	48	36	23	13	100	100	100	100	100
March 2014	76	38	25	14	6	100	100	100	100	100
March 2015	70	28	17	8	2	100	100	100	100	100
March 2016	64	18	10	3	0	100	100	100	100	88
March 2017	57	10	4	*	0	100	100	100	100	39
March 2018	50	2	0	0	0	100	100	85	34	11
March 2019	43	0	0	0	0	100	0	0	0	0
March 2020	35	0	0	0	0	100	0	0	0	0
March 2021	26	0	0	0	0	100	0	0	0	0
March 2022	17	0	0	0	0	100	0	0	0	0
March 2023	7	0	0	0	0	100	0	0	0	0
March 2024	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	8.5	4.1	3.3	2.5	1.9	14.9	9.5	9.3	8.8	7.9

Date	PI† Class					LI† Class					FT, ST† and TA Classes					
	PSA Prepayment Assumption					PSA Prepayment Assumption					PSA Prepayment Assumption					
	0%	100%	400%	600%	800%	0%	100%	400%	600%	800%	0%	100%	250%	600%	900%	1800%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
March 2010	99	93	76	64	53	99	92	74	63	51	100	96	89	75	62	21
March 2011	99	86	57	41	27	98	85	55	39	26	100	90	76	47	28	0
March 2012	98	80	42	26	14	97	78	41	25	13	100	84	64	29	11	0
March 2013	97	74	32	16	7	96	71	30	15	7	99	79	54	17	3	0
March 2014	96	68	24	10	4	95	65	22	10	3	99	74	45	10	0	0
March 2015	95	62	18	6	2	93	59	17	6	2	99	69	38	5	0	0
March 2016	94	57	13	4	1	92	54	12	4	1	99	64	31	2	0	0
March 2017	92	53	10	2	*	90	49	9	2	*	98	60	26	0	0	0
March 2018	91	48	7	2	*	89	44	6	1	*	98	56	21	0	0	0
March 2019	89	44	5	1	*	87	39	5	1	*	98	50	16	0	0	0
March 2020	88	40	4	1	*	85	35	3	1	*	96	45	13	0	0	0
March 2021	86	36	3	*	*	83	31	2	*	*	93	41	9	0	0	0
March 2022	84	33	2	*	*	80	28	2	*	*	91	36	6	0	0	0
March 2023	82	29	2	*	*	78	24	1	*	*	88	32	4	0	0	0
March 2024	79	26	1	*	*	75	21	1	*	*	85	28	2	0	0	0
March 2025	77	23	1	*	*	73	18	1	*	*	81	24	0	0	0	0
March 2026	74	20	1	*	*	70	15	*	*	*	78	20	0	0	0	0
March 2027	71	18	*	*	*	66	13	*	*	*	74	17	0	0	0	0
March 2028	67	15	*	*	*	63	10	*	*	*	69	14	0	0	0	0
March 2029	64	13	*	*	*	59	8	*	*	*	64	10	0	0	0	0
March 2030	59	11	*	*	*	55	6	*	*	*	59	7	0	0	0	0
March 2031	55	8	*	*	*	50	4	*	*	*	53	4	0	0	0	0
March 2032	50	6	*	*	*	46	2	*	*	*	47	1	0	0	0	0
March 2033	45	5	*	*	*	40	0	0	0	0	40	0	0	0	0	0
March 2034	39	3	*	*	*	35	0	0	0	0	33	0	0	0	0	0
March 2035	32	1	*	*	0	29	0	0	0	0	25	0	0	0	0	0
March 2036	25	1	*	*	0	22	0	0	0	0	16	0	0	0	0	0
March 2037	18	0	0	0	0	16	0	0	0	0	6	0	0	0	0	0
March 2038	9	0	0	0	0	8	0	0	0	0	0	0	0	0	0	0
March 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	21.1	10.0	3.5	2.2	1.6	20.2	9.0	3.3	2.2	1.5	21.4	10.5	5.5	2.4	1.5	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	TM Class						TN Class						ZA Class					
	PSA Prepayment Assumption						PSA Prepayment Assumption						PSA Prepayment Assumption					
	0%	100%	250%	600%	900%	1800%	0%	100%	250%	600%	900%	1800%	0%	100%	250%	600%	900%	1800%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
March 2010	100	95	88	71	57	10	100	100	100	100	100	100	107	107	107	107	107	107
March 2011	100	88	72	40	18	0	100	100	100	100	100	0	114	114	114	114	114	0
March 2012	99	82	59	20	0	0	100	100	100	100	94	0	121	121	121	121	121	0
March 2013	99	76	47	6	0	0	100	100	100	100	29	0	130	130	130	130	130	0
March 2014	99	70	38	0	0	0	100	100	100	84	0	0	138	138	138	138	130	0
March 2015	99	65	29	0	0	0	100	100	100	43	0	0	148	148	148	148	60	0
March 2016	99	59	22	0	0	0	100	100	100	15	0	0	157	157	157	157	28	0
March 2017	98	55	16	0	0	0	100	100	100	0	0	0	168	168	168	152	13	0
March 2018	98	50	10	0	0	0	100	100	100	0	0	0	179	179	179	97	6	0
March 2019	98	44	5	0	0	0	100	100	100	0	0	0	191	191	191	60	3	0
March 2020	95	38	1	0	0	0	100	100	100	0	0	0	204	204	204	38	1	0
March 2021	92	33	0	0	0	0	100	100	79	0	0	0	218	218	218	23	1	0
March 2022	89	28	0	0	0	0	100	100	55	0	0	0	232	232	232	14	*	0
March 2023	86	23	0	0	0	0	100	100	34	0	0	0	248	248	248	9	*	0
March 2024	83	18	0	0	0	0	100	100	16	0	0	0	264	264	264	5	*	0
March 2025	79	14	0	0	0	0	100	100	0	0	0	0	282	282	281	3	*	0
March 2026	75	10	0	0	0	0	100	100	0	0	0	0	301	301	227	2	*	0
March 2027	70	6	0	0	0	0	100	100	0	0	0	0	321	321	182	1	*	0
March 2028	65	2	0	0	0	0	100	100	0	0	0	0	343	343	145	1	*	0
March 2029	60	0	0	0	0	0	100	88	0	0	0	0	366	366	114	*	*	0
March 2030	54	0	0	0	0	0	100	61	0	0	0	0	390	390	89	*	*	0
March 2031	47	0	0	0	0	0	100	35	0	0	0	0	416	416	68	*	*	0
March 2032	40	0	0	0	0	0	100	10	0	0	0	0	444	444	51	*	*	0
March 2033	32	0	0	0	0	0	100	0	0	0	0	0	474	400	37	*	*	0
March 2034	24	0	0	0	0	0	100	0	0	0	0	0	506	308	26	*	*	0
March 2035	15	0	0	0	0	0	100	0	0	0	0	0	539	222	17	*	*	0
March 2036	5	0	0	0	0	0	100	0	0	0	0	0	576	139	10	*	0	0
March 2037	0	0	0	0	0	0	54	0	0	0	0	0	614	62	4	*	0	0
March 2038	0	0	0	0	0	0	0	0	0	0	0	0	468	0	0	0	0	0
March 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	20.5	9.1	4.4	1.9	1.2	0.6	28.1	21.5	13.4	6.0	3.7	1.2	29.3	26.0	20.0	10.0	6.2	1.2

Date	EM and EI+ Classes					EN Class				
	PSA Prepayment Assumption					PSA Prepayment Assumption				
	0%	100%	198%	350%	500%	0%	100%	198%	350%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100
March 2010	97	92	88	82	76	100	100	100	100	100
March 2011	94	82	73	59	46	100	100	100	100	100
March 2012	91	72	58	39	23	100	100	100	100	100
March 2013	87	62	45	24	8	100	100	100	100	100
March 2014	83	54	34	12	0	100	100	100	100	90
March 2015	79	45	25	3	0	100	100	100	100	60
March 2016	74	38	17	0	0	100	100	100	85	39
March 2017	70	31	10	0	0	100	100	100	63	26
March 2018	64	24	4	0	0	100	100	100	47	17
March 2019	59	18	0	0	0	100	100	95	34	11
March 2020	53	12	0	0	0	100	100	76	24	7
March 2021	47	6	0	0	0	100	100	60	17	4
March 2022	40	1	0	0	0	100	100	47	12	3
March 2023	33	0	0	0	0	100	85	35	8	2
March 2024	25	0	0	0	0	100	66	26	5	1
March 2025	16	0	0	0	0	100	48	18	3	1
March 2026	7	0	0	0	0	100	32	11	2	*
March 2027	0	0	0	0	0	91	16	5	1	*
March 2028	0	0	0	0	0	47	2	1	*	*
March 2029	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	10.7	5.9	4.1	2.7	2.0	18.9	16.0	13.3	9.6	7.1

* 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	EA, QA, QB and QI† Classes					EB Class					EC Class				
	PSA Prepayment Assumption					PSA Prepayment Assumption					PSA Prepayment Assumption				
	0%	100%	207%	350%	500%	0%	100%	207%	350%	500%	0%	100%	207%	350%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
March 2010	93	85	79	71	62	100	100	100	100	100	100	100	100	100	100
March 2011	85	72	61	49	37	100	100	100	100	100	100	100	100	100	100
March 2012	77	59	46	33	21	100	100	100	100	100	100	100	100	100	100
March 2013	69	47	34	21	10	100	100	100	100	100	100	100	100	100	100
March 2014	59	36	24	12	4	100	100	100	100	100	100	100	100	100	100
March 2015	50	26	15	5	0	100	100	100	100	85	100	100	100	100	100
March 2016	39	16	8	1	0	100	100	100	100	0	100	100	100	100	88
March 2017	28	7	2	0	0	100	100	100	5	0	100	100	100	100	39
March 2018	16	0	0	0	0	100	74	0	0	0	100	100	85	34	11
March 2019	3	0	0	0	0	100	0	0	0	0	100	0	0	0	0
March 2020	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
March 2021	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
March 2022	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
March 2023	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
March 2024	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	5.7	4.0	3.2	2.4	1.8	10.4	9.1	8.6	7.6	6.3	10.6	9.5	9.3	8.8	7.9

Date	ED, QC, QD and IQ† Classes					EG Class				
	PSA Prepayment Assumption					PSA Prepayment Assumption				
	0%	100%	207%	350%	500%	0%	100%	207%	350%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100
March 2010	93	86	80	71	63	100	100	100	100	100
March 2011	86	72	62	50	39	100	100	100	100	100
March 2012	78	60	48	34	23	100	100	100	100	100
March 2013	69	48	36	23	13	100	100	100	100	100
March 2014	60	38	25	14	6	100	100	100	100	100
March 2015	51	28	17	8	2	100	100	100	100	93
March 2016	41	18	10	3	0	100	100	100	100	49
March 2017	30	10	4	*	0	100	100	100	57	22
March 2018	18	2	0	0	0	100	88	47	18	6
March 2019	6	0	0	0	0	100	0	0	0	0
March 2020	0	0	0	0	0	0	0	0	0	0
March 2021	0	0	0	0	0	0	0	0	0	0
March 2022	0	0	0	0	0	0	0	0	0	0
March 2023	0	0	0	0	0	0	0	0	0	0
March 2024	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	5.8	4.1	3.3	2.5	1.9	10.5	9.3	9.0	8.3	7.2

* 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.

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

Date	PT†† Class					DT†† Class				
	PSA Prepayment Assumption					PSA Prepayment Assumption				
	0%	100%	400%	600%	800%	0%	100%	400%	600%	800%
Initial Percent	100	100	100	100	100	100	100	100	100	100
March 2010	99	93	77	67	56	99	92	75	63	51
March 2011	98	87	58	43	29	98	85	56	39	26
March 2012	97	80	44	27	15	97	78	41	25	13
March 2013	96	74	33	17	8	95	72	31	15	7
March 2014	95	68	24	11	4	94	66	23	10	3
March 2015	93	63	18	7	2	92	60	17	6	2
March 2016	92	58	13	4	1	90	55	12	4	1
March 2017	90	53	10	3	1	88	50	9	2	*
March 2018	89	49	7	2	*	86	45	7	1	*
March 2019	87	44	5	1	*	84	40	5	1	*
March 2020	85	40	4	1	*	82	36	4	1	*
March 2021	82	37	3	*	*	79	32	3	*	*
March 2022	80	33	2	*	*	76	29	2	*	*
March 2023	77	30	2	*	*	73	25	1	*	*
March 2024	74	27	1	*	*	70	22	1	*	*
March 2025	71	24	1	*	*	67	19	1	*	*
March 2026	68	21	1	*	*	63	16	*	*	*
March 2027	64	18	*	*	*	59	14	*	*	*
March 2028	60	16	*	*	*	54	11	*	*	*
March 2029	55	14	*	*	*	49	9	*	*	*
March 2030	50	12	*	*	*	44	7	*	*	*
March 2031	45	9	*	*	*	38	5	*	*	*
March 2032	39	8	*	*	*	32	3	*	*	0
March 2033	32	6	*	*	*	25	1	*	*	0
March 2034	26	4	*	*	0	18	*	*	0	0
March 2035	18	2	*	*	0	10	0	0	0	0
March 2036	10	1	*	*	0	1	0	0	0	0
March 2037	2	*	*	*	0	0	0	0	0	0
March 2038	1	*	*	0	0	0	0	0	0	0
March 2039	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	19.3	10.2	3.6	2.3	1.6	18.2	9.2	3.4	2.2	1.5

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

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

†† The weighted average life information for this class is based solely on assumed principal distributions.

Characteristics of the Residual Classes

A Residual Certificate will be subject to certain transfer restrictions. See “Description of the Certificates—Special Characteristics of the Residual Certificates” and “Material Federal Income Tax Consequences—Taxation of Beneficial Owners of Residual Certificates” in the REMIC Prospectus.

Treasury Department regulations (the “Regulations”) provide that a transfer of a “noneconomic residual interest” will be disregarded for all federal tax purposes unless no significant purpose of the transfer is to impede the assessment or collection of tax. A Residual Certificate will constitute a noneconomic residual interest under the Regulations. Having a significant purpose to impede the assessment or collection of tax means that the transferor of a Residual Certificate had “improper knowledge” at the time of the transfer. See “Description of the Certificates—Special Characteristics of the Residual Certificates” in the REMIC Prospectus. You should consult your own tax advisor regarding the application of the Regulations to a transfer of a Residual Certificate.

CERTAIN ADDITIONAL FEDERAL INCOME TAX CONSEQUENCES

The Certificates and payments on the Certificates are not generally exempt from taxation. Therefore, you should consider the tax consequences of holding a Certificate before you acquire one. The following tax discussion supplements the discussion under the caption “Material Federal Income Tax Consequences” in the REMIC Prospectus. When read together, the two discussions describe the current federal income tax treatment of beneficial owners of Certificates. These two tax discussions do not purport to deal with all federal tax consequences applicable to all categories of beneficial

owners, some of which may be subject to special rules. In addition, these discussions may not apply to your particular circumstances for one of the reasons explained in the REMIC Prospectus. You should consult your own tax advisors regarding the federal income tax consequences of holding and disposing of Certificates as well as any tax consequences arising under the laws of any state, local or foreign taxing jurisdiction.

U.S. Treasury Circular 230 Notice

The tax discussions contained in the REMIC Prospectus (including the sections entitled “Material Federal Income Tax Consequences” and “ERISA Considerations”) and this prospectus supplement were not intended or written to be used, and cannot be used, for the purpose of avoiding United States federal tax penalties. These discussions were written to support the promotion or marketing of the transactions or matters addressed in this prospectus supplement. You should seek advice based on your particular circumstances from an independent tax advisor.

REMIC Elections and Special Tax Attributes

We will make a REMIC election with respect to each REMIC set forth in the table under “Description of the Certificates—General—*Structure*.” The Regular Classes will be designated as “regular interests” and the Residual Classes will be designated as the “residual interests” in the REMICs as set forth in that table. Thus, the REMIC Certificates and any related RCR Certificates generally will be treated as “regular or residual interests in a REMIC” for domestic building and loan associations, as “real estate assets” for real estate investment trusts, and, except for the Residual Classes, as “qualified mortgages” for other REMICs. See “Material Federal Income Tax Consequences—REMIC Election and Special Tax Attributes” in the REMIC Prospectus.

Taxation of Beneficial Owners of Regular Certificates

The Principal Only Classes, Notional Classes and Accrual Class 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	202% PSA
3	400% PSA
4	350% PSA
5	375% PSA
6	400% PSA
7	400% PSA
8	207% PSA
9	400% PSA
10	400% PSA
11	250% PSA
12	198% PSA
13	207% PSA

See “Material Federal Income Tax Consequences—Taxation of Beneficial Owners of Regular Certificates—*Treatment of Original Issue Discount*” in the REMIC Prospectus. No representation is made as to whether the Mortgage Loans underlying the MBS will prepay at any of those rates or any other rate. See “Description of the Certificates—Weighted Average Lives of the Certificates” in this prospectus supplement and “Yield, Maturity and Prepayment Considerations—Weighted Average Lives and Final Distribution Dates” in the REMIC Prospectus.

Taxation of Beneficial Owners of Residual Certificates

The Holder of a Residual Certificate will be considered to be the holder of the “residual interest” in the related REMIC. Such Holder generally will be required to report its daily portion of the taxable income or net loss of the REMIC to which that Certificate relates. In certain periods, a Holder of a Residual Certificate may be required to recognize taxable income without being entitled to receive a corresponding amount of cash. Pursuant to the Trust Agreement, we will be obligated to provide to the Holder of a Residual Certificate (i) information necessary to enable it to prepare its federal income tax returns and (ii) any reports regarding the Residual Class that may be required under the Code. See “Material Federal Income Tax Consequences—Taxation of Beneficial Owners of Residual Certificates” in the REMIC Prospectus.

Taxation of Beneficial Owners of RCR Certificates

The RCR Classes will be created, sold and administered pursuant to an arrangement that will be classified as a grantor trust under subpart E, part I of subchapter J of the Code. The Regular Certificates that are exchanged for RCR Certificates set forth in Schedule 1 (including any exchanges effective on the Settlement Date) will be the assets of the trust, and the RCR Certificates will represent an ownership interest of the underlying Regular Certificates. For a general discussion of the federal income tax treatment of beneficial owners of Regular Certificates, see “Material Federal Income Tax Consequences” in the REMIC Prospectus.

Generally, the ownership interest represented by an RCR certificate will be one of two types. A certificate of a Strip RCR Class (a “Strip RCR Certificate”) will represent the right to receive a disproportionate part of the principal or interest payments on one or more underlying Regular Certificates. A certificate of a Combination RCR Class (a “Combination RCR Certificate”) will represent beneficial ownership of undivided interests in two or more underlying Regular Certificates. The QA, QI, QB, QC, IQ, and QD Classes of RCR Certificates are Strip RCR Certificates. The remaining Classes of RCR Certificates are Combination RCR Certificates. See “Material Federal Income Tax Consequences—Taxation of Beneficial Owners of RCR Certificates” in the REMIC Prospectus for a general discussion of the federal income tax treatment of beneficial owners of RCR Certificates.

PLAN OF DISTRIBUTION

We are obligated to deliver the Certificates to Goldman Sachs & Co. (the “Dealer”) in exchange for the Underlying REMIC Certificates, the Trust MBS and the SMBS. The Dealer proposes to offer the Certificates directly to the public from time to time in negotiated transactions at varying prices to be determined at the time of sale. The Dealer may effect these transactions to or through other dealers.

LEGAL MATTERS

Sidley Austin LLP will provide legal representation for Fannie Mae. Cleary Gottlieb Steen & Hamilton LLP will provide legal representation for the Dealer.

Group 1 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	March 2009 Class Factor	Principal Balance in the Lower Tier REMIC	Approximate Weighted Average WAC	Approximate Weighted Average WAM (in months)	Approximate Weighted Average WALA (in months)
2006-081	PO	August 2006	31396KR53	0.0	PO	September 2036	PT	\$30,769,231	0.71260855	\$21,509,305.21	6.926%	322	33
2006-105	OB	October 2006	31396LTZ3	0.0	PO	November 2036	PT	8,987,299	0.82076202	7,130,748.42	6.422	323	34
2007-047	BO	April 2007	31396VM21	0.0	PO	May 2037	PT	5,538,993	0.75155518	4,041,406.81	6.941	321	36
2007-050	XO(2)	May 2007	31396V4Z8	0.0	PO	May 2037	SC/PT	65,144,042	0.81398748	35,815,449.12	6.454	332	25
2008-064	EO	July 2008	31397MFZ5	0.0	PO	August 2038	PT	16,666,667	0.92938457	15,167,534.81	6.483	350	9

- (1) See "Description of the Certificates—Definitions and Abbreviations" in the REMIC Prospectus.
(2) The Class 2007-50-XO REMIC Certificate is backed by the Fannie Mae RCR certificate listed below having the following characteristics:

Class	Interest Type	Principal Type
2007-43-XO	PO	PT

Group 3 Underlying REMIC Certificate

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	March 2009 Class Factor	Principal Balance in the Lower Tier REMIC	Approximate Weighted Average WAC	Approximate Weighted Average WAM (in months)	Approximate Weighted Average WALA (in months)
2008-023	GO(2)	March 2008	31396Y3M2	0.0	PO	June 2036	SC/PT	\$27,352,618	0.88354865	\$20,000,000.17	5.917%	294	58

- (1) See "Description of the Certificates—Definitions and Abbreviations" in the REMIC Prospectus.
(2) The Group 3 Underlying REMIC Certificate is backed by the Fannie Mae REMIC certificates listed below having the following characteristics:

Class	Interest Type	Principal Type
2006-43-CO	PO	SUP
2006-43-PO	PO	PAC

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 4 Underlying RCR Certificate

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	March 2009 Class Factor	Principal Balance in the Lower Tier REMIC	Approximate Weighted Average WAC	Approximate Weighted Average WAM (in months)	Approximate Weighted Average WALA (in months)
2008-087	TS(2)	October 2008	31397MA49	6.50%	FIX	August 2036	SC/PT	\$40,585,169	1.00	\$40,585,169.00	7.052%	265	82

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

(2) The Group 4 Underlying RCR Certificate is backed by the Fannie Mae REMIC certificates listed below having the following characteristics:

Class	Interest Type	Principal Type
2006-77-FB	FLT	SUP
2006-77-SB	INV	SUP

Group 5 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	March 2009 Class Factor	Principal Balance in the Lower Tier REMIC	Approximate Weighted Average WAC	Approximate Weighted Average WAM (in months)	Approximate Weighted Average WALA (in months)
2006-053	PE	May 2006	31395NGV3	5.50%	FIX	June 2036	PAC	\$47,401,000	1.00	\$20,000,000.00	5.934%	288	63
2006-057	PE	May 2006	31395DB73	5.50	FIX	June 2036	PAC	24,812,000	1.00	9,392,984.00	5.962	299	54
2006-099	PE	September 2006	31396LAD2	5.50	FIX	October 2036	PAC	25,607,016	1.00	25,607,016.00	5.929	294	58

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

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 6 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	March 2009 Class Factor	Principal Balance in the Lower Tier REMIC	Approximate Weighted Average WAC	Approximate Weighted Average WAM (in months)	Approximate Weighted Average WALA (in months)	Approximate Weighted Average Remaining Term to Expiration of Interest Only Period
Subgroup 6a														
2008-088	A(2)	September 2008	31397MXV4	6.50%	FIX	March 2037	SC/PT	\$ 32,795,798	0.95155375	\$31,206,964.57	6.689%	333	27	93
Subgroup 6b														
2008-084	AB	August 2008	31397MTP2	6.00	FIX	August 2036	SEQ	4,070,000	1.00000000	1,508,103.00	6.565%	347	13	107
2008-084	L	August 2008	31397MTV9	6.00	FIX	September 2038	SEQ	32,552,099	1.00000000	12,061,868.00	6.565	347	13	107
2008-084	PA	August 2008	31397MTU1	6.00	FIX	March 2036	SCH/AD	119,150,000	0.95520591	42,172,340.93	6.565	347	13	107

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

(2) The Subgroup 6a Underlying RCR Certificate is backed by the Fannie Mae Certificates listed below having the following characteristics:

Class	Interest Type	Principal Type
2007-14-FA	FLT	PT
2007-14-SA	INV/IO	NTL

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							Final
Classes	Original Balances	RCR Classes	Original Balances	Principal Type(2)	Interest Rate	Interest Type(2)	CUSIP Number	Distribution Date	
Recombination 1									
CB	\$46,009,000	CP	\$ 65,122,063	SC/PT	5.00%	FIX	31397NVM4	April 2039	
CD	19,113,063								
Recombination 2									
HA	16,523,000	EP	19,716,227	PT	5.00	FIX	31397NVN2	April 2039	
HB	3,193,227								
Recombination 3									
PO	83,664,444	PT(3)	83,664,444	SC/PT	(4)	WAC	31397NVP7	April 2039	
PI	90,100,171(5)								
Recombination 4									
LO	20,000,000	DT(6)	20,000,000	SC/PT	(7)	WAC	31397NVQ5	April 2039	
LI	24,000,000(5)								
Recombination 5									
TM	22,060,500	TA	25,000,000	SEQ/AD	4.50	FIX	31397NVR3	December 2037	
TN	2,939,500								
Recombination 6									
EA	97,489,000	ED	100,000,000	SEQ	4.00	FIX	31397NVS1	October 2019	
EB	2,511,000								
Recombination 7									
EB	2,511,000	EG	5,603,784	SEQ	4.00	FIX	31397NVT9	December 2019	
EC	3,092,784								
Recombination 8									
EA	97,489,000	QA	97,489,000	SEQ	3.00	FIX	31397NVU6	July 2019	
		QI	24,372,250(5)	NTL	4.00	FIX/IO	31397NVW2	July 2019	
Recombination 9									
EA	97,489,000	QB	97,489,000	SEQ	3.50	FIX	31397NVV4	July 2019	
		QI	12,186,125(5)	NTL	4.00	FIX/IO	31397NVW2	July 2019	

REMIC Certificates			RCR Certificates					Final Distribution Date
Classes	Original Balances	RCR Classes	Original Balances	Principal Type(2)	Interest Rate	Interest Type(2)	CUSIP Number	
Recombination 10								
EA	\$97,489,000	QC	\$100,000,000	SEQ	3.00%	FIX	31397NVX0	October 2019
EB	2,511,000	IQ	25,000,000(5)	NTL	4.00	FIX/IO	31397NVZ5	October 2019
Recombination 11								
EA	97,489,000	QD	100,000,000	SEQ	3.50	FIX	31397NVY8	October 2019
EB	2,511,000	IQ	12,500,000(5)	NTL	4.00	FIX/IO	31397NVZ5	October 2019

- (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) The PT Class is an RCR Class formed from a combination of the PO Class in Group 1 and the PI Class in Group 9.
- (4) Each PT Class Certificate will receive monthly interest equal to the amount of interest accrued on the Certificates of Interest—*Weighted Average Coupon Classes—The PO Class*, were exchanged for that PT Class Certificate. See “Description of the Certificates—Distributions of Interest—*Weighted Average Coupon Classes—The PT Class*” in this prospectus supplement. As a result of the foregoing, the amount of interest payable on the PT Class Certificates will not be determined on the basis of their principal balances.
- (5) Notional balances. These Classes are Interest Only Classes. See page S-9 for a description of how their notional balances are calculated.
- (6) The DT Class is an RCR Class formed from a combination of the LO Class in Group 3 and the LI Class in Group 10.
- (7) Each DT Class Certificate will receive monthly interest equal to the amount of interest accrued on the Certificates of the LI Class which, together with Certificates of the LO Class, were exchanged for that DT Class Certificate. See “Description of the Certificates—Distributions of Interest—*Weighted Average Coupon Classes—The DT Class*” in this prospectus supplement. As a result of the foregoing, the amount of interest payable on the DT Class Certificates will not be determined on the basis of their principal balances.

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.

\$1,042,077,679



**Guaranteed REMIC
Pass-Through Certificates
Fannie Mae REMIC Trust 2009-19**

PROSPECTUS SUPPLEMENT

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Goldman Sachs & Co.

March 24, 2009
