

\$688,330,281



FannieMae[®]

**Guaranteed REMIC Pass-Through Certificates
Fannie Mae REMIC Trust 2009-38**

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

- Fannie Mae MBS backed by first lien, single-family fixed-rate loans,
- Fannie Mae MBS backed by first lien, single-family adjustable-rate loans and
- underlying REMIC certificates backed by Fannie Mae MBS.

Class	Group	Original Class Balance	Principal Type(1)	Interest Rate	Interest Type(1)	CUSIP Number	Final Distribution Date
AB	1	\$ 14,250,582	PT	4.0%	FIX	31397N5G6	June 2024
IO	1	5,480,993(2)	NTL	6.5	FIX/IO	31397N5H4	June 2024
A	2	92,337,868	PT	(3)	WAC	31397N5J0	June 2039
AI	2	92,337,868(2)	NTL	2.15527(4)	FIX/AFC/IO	31397N5K7	December 2012
AD	3	63,866,681	SEQ	(3)	WAC	31397N5L5	April 2029
DI(5)	3	63,866,681(2)	NTL	2.06529(4)	FIX/AFC/IO	31397N5M3	July 2017
BC(5)	3	63,866,681	SEQ	(3)	WAC	31397N5N1	June 2039
DA	4	50,000,000	SEQ	6.5	FIX	31397N5P6	February 2028
DG	4	150,000,000	SEQ	6.5	FIX	31397N5Q4	June 2039
AN	5	50,000,000	SEQ/AD	4.5	FIX	31397N5R2	October 2035
ZN	5	4,294,000	SEQ	4.5	FIX/Z	31397N5S0	June 2039
EA	6	191,306,870	PT	4.0	FIX	31397N5T8	June 2024
EI	6	21,256,318(2)	NTL	4.5	FIX/IO	31397N5U5	June 2024
LC	7	8,407,599	SC/PT	(6)	WAC	31397N5V3	June 2042
R		0	NPR	0	NPR	31397N5W1	June 2039
RL		0	NPR	0	NPR	31397N5X9	June 2039

- (1) See “Description of the Certificates—Class Definitions and Abbreviations” in the REMIC prospectus.
- (2) Notional balances. These classes are interest only classes. See page S-8 for a description of how their notional balances are calculated.
- (3) Based on the weighted average pass-through rate of the related Fannie Mae MBS as further described in this prospectus supplement.
- (4) Subject to the limitations described on pages S-16 and S-17.
- (5) Exchangeable classes.
- (6) Calculated as described on page S-17.

If you own certificates of certain classes, you can exchange them for certificates of the corresponding RCR class to be delivered at the time of exchange. The AC Class is the RCR class. For a more detailed description of the RCR class, 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 May 29, 2009.

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

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

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

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

Barclays Capital

May 26, 2009

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AVAILABLE INFORMATION

You should purchase the certificates only if you have read and understood this prospectus supplement and the following documents (the “Disclosure Documents”):

- our Prospectus for Fannie Mae Guaranteed REMIC Pass-Through Certificates dated August 1, 2007 (the “REMIC Prospectus”);
- our Prospectus for Fannie Mae Guaranteed Pass-Through Certificates (Single-Family Residential Mortgage Loans) dated
 - January 1, 2009, for all MBS issued on or after January 1, 2009,
 - April 1, 2008, for all MBS issued on or after June 1, 2007 and prior to January 1, 2009, or
 - January 1, 2006, for all other MBS(as applicable, the “MBS Prospectus”);
- if you are purchasing the Group 7 Class or the R or RL Class, the disclosure documents relating to the underlying REMIC certificates (the “Underlying REMIC Disclosure Documents”); and
- any information incorporated by reference in this prospectus supplement as discussed below and under the heading “Incorporation by Reference” in the REMIC Prospectus.

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

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

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

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

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

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

Barclays Capital Inc.
Attn: MBS Syndication Operations
70 Hudson Street
Jersey City, New Jersey 07302
(telephone 201-499-3076).

RECENT DEVELOPMENTS

The Regulatory Reform Act, which became effective on July 30, 2008, established the Federal Housing Finance Agency, or FHFA, as an independent agency with general supervisory and regulatory authority over Fannie Mae, Freddie Mac and the 12 Federal Home Loan Banks. FHFA assumed the duties of our former regulators, the Office of Federal Housing Enterprise Oversight and the U.S. Department of Housing and Urban Development, or HUD, with respect to safety, soundness and mission oversight of Fannie Mae and Freddie Mac. HUD remains our regulator with respect to fair lending matters.

On September 6, 2008, the Director of FHFA placed Fannie Mae into conservatorship and appointed FHFA as the conservator. Upon its appointment, FHFA immediately succeeded to all of our rights, titles, powers and privileges and those of any stockholder, officer, or director of Fannie Mae with respect to us and our assets. The conservator has the authority to take over our assets and operate our business with all the powers of our stockholders, directors and officers, and to conduct all business of the company. Under the Regulatory Reform Act, FHFA, as conservator, may take “such action as may be necessary to put the regulated entity in a sound and solvent condition.” We have no control over FHFA’s actions or the actions it may direct us to take. The conservatorship has no specified termination date; we do not know when or how it will be terminated. In addition, our board of directors does not have any duties to any person or entity except to the conservator. Accordingly, our board of directors is not obligated to consider the interests of Fannie Mae or the holders of the Certificates unless specifically directed to do so by the conservator.

On September 7, 2008, Fannie Mae, through our conservator, entered into two agreements with Treasury. The first agreement is the Stock Purchase Agreement, which provided us with Treasury’s commitment (the “Commitment”) to provide up to \$100 billion in funding under specified conditions. This agreement was amended and restated on September 26, 2008 and was further amended on May 6, 2009 to increase the size of Treasury’s Commitment from \$100 billion to \$200 billion. We issued 1,000,000 shares of Senior Preferred Stock pursuant to the Stock Purchase Agreement. The other agreement is the Warrant, which allows Treasury to purchase, for a nominal price, shares of common stock equal to 79.9% of the outstanding common stock of Fannie Mae. The Senior Preferred Stock and the Warrant were issued to Treasury as an initial commitment fee for Treasury’s Commitment. Additional information about the conservatorship, the Stock Purchase Agreement, the Warrant and the Commitment is included in our Annual Report on Form 10-K for the year ended December 31, 2008 (the “2008 Form 10-K”), which is incorporated by reference into this prospectus supplement.

We generally may draw funds under the Commitment on a quarterly basis when our total liabilities exceed our total assets on our consolidated balance sheet prepared in accordance with GAAP as of the end of the preceding quarter. At March 31, 2009, our total liabilities exceeded our total assets by \$18.9 billion. The Director of FHFA has submitted a request on our behalf to draw \$19.0 billion in funds under the Commitment and has requested receipt of those funds on or before June 30, 2009. If we have a negative net worth as of the end of future fiscal quarters, we expect that FHFA will request additional funds from Treasury under the Stock Purchase Agreement. All funds drawn on the Commitment are added to the liquidation preference on the Senior Preferred Stock, which currently has a 10% annual dividend rate.

On September 19, 2008, we entered into a lending agreement with Treasury (the “Credit Facility”) under which we may request loans from Treasury until December 31, 2009. To borrow from Treasury under the Credit Facility, we must post collateral in the form of our MBS certificates or Freddie Mac mortgage-backed securities to secure all such borrowings under the facility. Treasury is not obligated under the Credit Facility to make any loan to us. To date, we have not borrowed any funds under the Credit Facility.

The Stock Purchase Agreement, the Warrant, and the Credit Facility contain covenants that significantly restrict our business activities. These covenants, which are summarized in our 2008

Form 10-K, include a prohibition on the issuance of equity securities (except in limited instances), a prohibition on the payment of dividends or other distributions on our equity securities (other than the Senior Preferred Stock or the Warrant), a prohibition on our issuance of subordinated debt securities, and a limitation on the amount of debt securities we may have outstanding.

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.

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 Stock Purchase Agreement and the Credit Facility are intended to enhance our ability to meet our obligations. However, certificateholders have certain limited rights to bring proceedings against Treasury if we fail to pay under our guaranty.

SUMMARY

This summary contains only limited information about the certificates. Statistical information in this summary is provided as of May 1, 2009. You should purchase the certificates only after reading this prospectus supplement and each of the additional disclosure documents listed on page S-3. In particular, please see the discussion of risk factors that appears in each of those additional disclosure documents.

Assets Underlying Each Group of Classes

<u>Group</u>	<u>Assets</u>
1	Group 1 MBS
2	Group 2 MBS
3	Group 3 MBS
4	Group 4 MBS
5	Group 5 MBS
6	Group 6 MBS
7	Class 2003-77-WC REMIC Certificate Class 2009-13-GI REMIC Certificate

Group 1, Group 4, Group 5 and Group 6

Characteristics of the Fixed Rate MBS

	<u>Approximate Principal Balance</u>	<u>Pass- Through Rate</u>	<u>Range of Weighted Average Coupons or WACs (annual percentages)</u>	<u>Range of Weighted Average Remaining Terms to Maturity or WAMs (in months)</u>
Group 1 MBS	\$ 14,250,582	6.50%	6.75% to 9.00%	35 to 180
Group 4 MBS	\$ 37,806,986	6.50%	6.75% to 9.00%	200 to 360
	\$ 6,555,249	6.50%	6.75% to 9.00%	200 to 360
	\$ 2,297,240	6.50%	6.75% to 9.00%	200 to 360
	\$146,846,971*	6.50%	6.75% to 9.00%	200 to 360
	\$ 6,493,554*	6.50%	6.75% to 9.00%	200 to 360
Group 5 MBS	\$ 54,294,000	4.50%	4.75% to 7.00%	220 to 360
Group 6 MBS	\$191,306,870	4.50%	4.75% to 7.00%	90 to 180

* As further described in this prospectus supplement, approximately \$146,846,971 in principal amount of the mortgage loans underlying the Group 4 MBS provide for interest only periods that may range from at least 7 to no more than 10 years following origination. In addition, approximately \$6,493,554 in principal amount of the mortgage loans underlying the Group 4 MBS provide for interest only periods that may range from more than 10 to no more than 15 years following origination. The assumed remaining terms to expiration of the interest only periods for those mortgage loans are set forth below.

Assumed Characteristics of the Underlying Mortgage Loans

	<u>Principal Balance</u>	<u>Original Term to Maturity (in months)</u>	<u>Remaining Term to Maturity (in months)</u>	<u>Loan Age (in months)</u>	<u>Interest Rate</u>	<u>Remaining Term to Expiration of Interest Only Period (in months)</u>
Group 1 MBS	\$ 14,250,582	180	79	100	7.03%	N/A
Group 4 MBS	\$ 37,806,986	360	324	31	7.08%	N/A
	\$ 6,555,249	360	293	43	6.98%	N/A
	\$ 2,297,240	360	306	49	6.87%	N/A
	\$146,846,971	360	339	21	7.12%	99
	\$ 6,493,554	360	325	35	6.95%	145
Group 5 MBS	\$ 54,294,000	360	287	62	5.10%	N/A
Group 6 MBS	\$191,306,870	180	110	65	4.97%	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 Group 1, Group 4, Group 5 and Group 6 MBS will differ from those shown above, perhaps significantly.

Group 2 and Group 3

The table in Exhibit A-1 of this prospectus supplement lists certain assumed characteristics of the mortgage loans underlying the adjustable-rate MBS. The assumed characteristics appearing in Exhibit A-1 are derived from multiple MBS pools on an aggregate basis and do not reflect the actual characteristics of the individual adjustable-rate mortgage loans included in the related pools. The actual characteristics of most of the related mortgage loans will differ from those specified in Exhibit A-1, perhaps significantly.

Group 7

Exhibit A-2 describes the underlying REMIC certificates in Group 7, including certain information about the related mortgage loans. To learn more about the underlying REMIC certificates, you should obtain from us the current class factors and the related disclosure documents as described on page S-3.

Settlement Date

We expect to issue the certificates on May 29, 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 1, Group 2, Group 3, Group 4, Group 5 and Group 6	Group 7 Class	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 combination 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 and, in the case of the AI and DI Classes, subject to the limitations set forth in this prospectus supplement.

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” 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:

Class

IO	38.4615379217% of the AB Class
AI	100% of the A Class*
DI	100% of the AD Class**
EI	11.1111106465% of the EA Class

* After the first 43 interest accrual periods, the notional principal balance of the AI Class will be equal to zero.

** After the first 98 interest accrual periods, the notional principal balance of the DI Class will be equal to zero.

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 Classes</u>	<u>PSA Prepayment Assumption</u>						
	<u>0%</u>	<u>100%</u>	<u>300%</u>	<u>500%</u>	<u>800%</u>		
AB and IO	9.2	3.1	2.4	1.8	1.3		
<u>Group 2 Classes</u>	<u>CPR Prepayment Assumption</u>						
	<u>0%</u>	<u>5%</u>	<u>10%</u>	<u>15%</u>	<u>20%</u>	<u>30%</u>	<u>50%</u>
A	17.3	11.0	7.5	5.5	4.2	2.8	1.5
AI	3.5	3.2	3.0	2.7	2.5	2.0	1.3
<u>Group 3 Classes</u>	<u>CPR Prepayment Assumption</u>						
	<u>0%</u>	<u>5%</u>	<u>10%</u>	<u>15%</u>	<u>20%</u>	<u>30%</u>	<u>50%</u>
AD	14.4	5.7	2.9	1.9	1.4	0.9	0.5
DI	8.2	5.2	2.9	1.9	1.4	0.9	0.5
BC and AC	24.2	18.2	13.1	9.6	7.4	4.7	2.5

<u>Group 4 Classes</u>	<u>PSA Prepayment Assumption</u>					
	<u>0%</u>	<u>100%</u>	<u>200%</u>	<u>300%</u>	<u>500%</u>	<u>800%</u>
DA	14.0	2.2	1.1	0.8	0.5	0.3
DG	25.3	14.1	9.0	6.3	3.7	2.1
PSA Prepayment Assumption						
<u>Group 5 Classes</u>	<u>0%</u>	<u>100%</u>	<u>250%</u>	<u>500%</u>	<u>800%</u>	
AN	16.8	7.0	3.8	2.0	1.2	
ZN	28.3	19.8	14.5	8.4	5.0	
PSA Prepayment Assumption						
<u>Group 6 Classes</u>	<u>0%</u>	<u>100%</u>	<u>250%</u>	<u>500%</u>	<u>800%</u>	
EA and EI	8.8	4.1	3.2	2.1	1.3	
PSA Prepayment Assumption						
<u>Group 7 Class</u>	<u>0%</u>	<u>100%</u>	<u>250%</u>	<u>500%</u>	<u>800%</u>	
LC†	8.6	7.0	2.8	0.4	0.2	

* 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.

ADDITIONAL RISK FACTORS

Payments on the Group 7 Class also will be affected by the payment priorities governing the Group 7 Underlying REMIC Certificates. If you invest in the Group 7 Class, the rate at which you receive payments also will be affected by the priority sequences governing principal payments (or notional balance reductions) on the Group 7 Underlying REMIC Certificates.

As described in the related Underlying REMIC Disclosure Documents, the Group 7 Underlying REMIC Certificates are governed by principal balance schedules. As a result, the Group 7 Underlying REMIC Certificates may receive principal payments (or notional balance reductions) faster or slower than would otherwise have been the case. In some cases, the Class 2003-77-WC REMIC Certificate may receive no principal payments for extended periods. Prepayments on the related mortgage loans may have occurred at rates faster or slower than the rates initially assumed. In certain high prepayment scenarios, it is possible that the effect of a principal balance schedule on principal payments (or notional balance reductions) over time may be eliminated. In such a case, the Group 7 Underlying REMIC Certificates will receive principal payments (or notional balance reductions) at rates that may vary widely from period to period. This prospectus supplement contains no information as to whether

- the Group 7 Underlying REMIC Certificates have adhered to the applicable principal balance schedules,

- any related support classes remain outstanding, or
- the Group 7 Underlying REMIC Certificates otherwise have performed as originally anticipated.

You may obtain additional information about the Group 7 Underlying REMIC Certificates by reviewing their current class factors in light of other information available in the related underlying disclosure documents. You may obtain those documents from us as described on page S-3.

Principal and interest payments on the LC Class are derived from separate sources. Interest payments on the LC Class will be based on interest payable on both of the Group 7 Underlying REMIC Certificates, while principal payments on the LC Class will be based on principal payable on the Class 2003-77-WC REMIC Certificate. The two Group 7 Underlying REMIC Certificates are independent of one another. Accordingly, the interest payment rate and principal payment rate on the LC Class are not directly related, are likely to differ and may differ sharply. In addition, there is a risk that the LC Class could in the future receive only interest payments in the event that the Class 2003-77-WC REMIC Certificate is retired while the Class 2009-13-GI REMIC Certificate remains 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 May 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:

- four groups of Fannie Mae Guaranteed Mortgage Pass-Through Certificates having fixed pass-through rates (the “Group 1 MBS,” “Group 4 MBS,” “Group 5 MBS” and “Group 6 MBS” and together, the “Fixed Rate MBS”)
- two groups of Fannie Mae Guaranteed Mortgage Pass-Through Certificates having variable pass-through rates (the “Group 2 MBS” and “Group 3 MBS,” and together, the “ARM MBS”), and
- certain previously issued REMIC certificates (the “Group 7 Underlying REMIC Certificates”) issued from the related Fannie Mae REMIC trusts (the “Underlying REMIC Trusts”) as further described in Exhibit A-2.

The ARM MBS and the Fixed Rate MBS are referred to collectively as the “Trust MBS.”

The Group 7 Underlying REMIC Certificates evidence direct or indirect beneficial ownership interests in certain Fannie Mae Guaranteed Mortgage Pass-Through Certificates (together with the Trust MBS, the “MBS”).

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

The Trust will include the “Lower Tier REMIC” and “Upper Tier REMIC” as “real estate mortgage investment conduits” (each, a “REMIC”) under the Internal Revenue Code of 1986, as amended (the “Code”).

The following chart contains information about the assets, the “regular interests” and the “residual interests” of each REMIC. The REMIC Certificates other than the R and RL Classes are collectively referred to as the “Regular Classes” or “Regular Certificates,” and the R and RL Classes are collectively referred to as the “Residual Classes” or “Residual Certificates.”

REMIC Designation	Assets	Regular Interests	Residual Interest
Lower Tier REMIC	Trust MBS and Group 7 Underlying REMIC Certificates	Interests in the Lower Tier REMIC other than the RL Class (the “Lower Tier Regular Interests”)	RL
Upper Tier REMIC	Lower Tier Regular Interests	All Classes of REMIC Certificates other than the R and RL Classes	R

Fannie Mae Guaranty. For a description of our guaranties of the Certificates, the MBS and the Group 7 Underlying REMIC Certificates, see the applicable discussions appearing under the heading “Fannie Mae Guaranty” in the REMIC Prospectus, the MBS Prospectus and the Underlying REMIC Disclosure Documents. Our guaranties are not backed by the full faith and credit of the United States.

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

The Group 7 Class will be represented by a single certificate (the “DTC Certificate”) 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 Certificate. DTC will maintain the DTC Certificate through its book-entry facilities.

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

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

<u>Classes</u>	<u>Denominations</u>
Interest Only Classes and the LC Class	\$100,000 minimum plus whole dollar increments
All other Classes (except the R and RL Classes)	\$1,000 minimum plus whole dollar increments

The Fixed Rate MBS

The Fixed Rate MBS provide that principal and interest on the related Mortgage Loans are passed through monthly. The Mortgage Loans underlying the Fixed Rate 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 1 and Group 6 MBS, and up to 30 years in the case of the Group 4 and Group 5 MBS.

In addition, the scheduled monthly payments on approximately 73% of the Mortgage Loans underlying the Group 4 MBS (by principal balance at the Issue Date) represent accrued interest only for periods that may range from at least seven to no more than ten years following origination, and the scheduled monthly payments on approximately 3% of the Mortgage Loans underlying the Group 4 MBS (by principal balance at the Issue Date) represent accrued interest only for periods that may range from more than ten to no more than fifteen 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.

Finally, the Mortgage Loans underlying approximately 3% of the Group 4 MBS (by principal balance at the Issue Date) are insured by the Federal Housing Administration or guaranteed by the U.S. Department of Veterans Affairs or the Rural Development Housing and Community Facilities Program of the U.S. Department of Agriculture. These Mortgage Loans were delinquent for 90 days or more during the 12 months prior to the issue date of the related MBS, but were current as of that issue date.

For additional information, see “Summary—Group 1, Group 4, Group 5 and Group 6—Characteristics of the Fixed Rate MBS” and “—Assumed Characteristics of the Underlying Mortgage Loans” in this prospectus supplement and “The Mortgage Pools” and “Yield, Maturity, and Prepayment Considerations” in the MBS Prospectus.

The ARM MBS

General

The Mortgage Loans underlying the ARM MBS (the “Hybrid ARM Loans”) will have the general characteristics described in the MBS Prospectus. In addition, we assume the Hybrid ARM Loans will

have the characteristics listed on Exhibit A-1 to this prospectus supplement. The ARM MBS provide that principal and interest on the Hybrid ARM Loans are passed through monthly, beginning in the month after we issue the ARM MBS. The Hybrid ARM Loans are conventional, adjustable-rate mortgage loans secured by first mortgages or deeds of trust on single-family residential properties. The Hybrid ARM Loans have original maturities of up to 30 years. See “Description of the Certificates,” “The Mortgage Pools,” “The Mortgage Loans—Adjustable Rate Mortgage Loans (ARMs)” and “Yield, Maturity, and Prepayment Considerations” in the MBS Prospectus.

Furthermore, the scheduled monthly payments on the following approximate percentages of the Hybrid ARM Loans (in each case by principal balance of the related ARM MBS at the Issue Date) represent accrued interest only for the specified periods:

	Interest Only Period		
	5 years	7 years	10 years
Group 2 MBS	18%	18%	44%
Group 3 MBS	—	—	100%

Beginning with the first monthly payment following the expiration of the applicable interest only period, the scheduled monthly payment on each of those Hybrid ARM Loans will be increased by an amount sufficient to pay accrued interest at the then current rate and to fully amortize the Hybrid ARM Loan by its scheduled maturity date. See “Risk Factors—Prepayment Factors—*Refinance Environment*—Fixed-rate and adjustable-rate mortgage loans with long initial interest-only periods may be more likely to be refinanced or become delinquent than other mortgage loans” in the MBS Prospectus.

In addition, approximately 21% of the Hybrid ARM Loans underlying the Group 2 MBS (by principal balance at the Issue Date) permit the borrower to convert the loan to a fixed interest rate loan at certain times specified in the related mortgage note. If the borrower exercises the right to convert the loan to a fixed-rate loan, we will purchase the loan from the related pool. See “The Mortgage Loans—Adjustable-Rate Mortgage Loans (ARMs)—*How ARM loans work—Options to convert to fixed rate*” in the MBS Prospectus.

Finally, we note that approximately 79% of the Hybrid ARM Loans underlying the Group 2 MBS and 66% of the Hybrid ARM Loans underlying the Group 3 MBS (in each case by principal balance of the related ARM MBS at the Issue Date) have a minimum annual servicing fee of 0.125%. See “The Mortgage Loans—Adjustable-Rate Mortgage Loans (ARMs)—*Minimum servicing fee on ARM pools*” in the MBS Prospectus.

Characteristics of the Hybrid ARM Loans

Initial Fixed-Rate Period

For the following approximate percentages of the Hybrid ARM Loans (in each case by principal balance of the related ARM MBS at the Issue Date), the interest rate is fixed for an initial period of five, seven or ten years from origination (the “Initial Fixed Rate”):

	Initial Fixed-Rate Period		
	5 years	7 years	10 years
Group 2 MBS	24%	76%	—
Group 3 MBS	—	—	100%

Applicable Indices

After the initial fixed-rate period, the interest rate (the “ARM Rate”) for the Hybrid ARM Loans will adjust

- in the case of approximately 72.6% of the Hybrid ARM Loans underlying the Group 2 MBS (by principal balance at the Issue Date) and all of the Hybrid ARM Loans underlying the Group 3 MBS, annually based on the One-Year WSJ LIBOR Index (the “One-Year LIBOR ARM Loans”) as available 45 days prior to the related interest rate adjustment date;
- in the case of approximately 20.6% of the Hybrid ARM Loans underlying the Group 2 MBS (by principal balance at the Issue Date), annually based on the One-Year Treasury Index (the “One-Year Treasury ARM Loans”) as available 45 days prior to the related interest rate adjustment date; or
- in the case of approximately 6.8% of the Hybrid ARM Loans underlying the Group 2 MBS (by principal balance at the Issue Date), semi-annually based on the Six-Month WSJ LIBOR Index (the “Six-Month LIBOR ARM Loans”) as available as of the first business day of the month immediately prior to the month of the interest rate adjustment date.

See “The Mortgage Loans—Adjustable-Rate Mortgage Loans (ARMs)—*ARM Indices*” in the MBS Prospectus for descriptions of these indices. If any of these indices becomes unavailable, an alternative index will be determined in accordance with the terms of the related mortgage note.

ARM Rate Changes

After the initial fixed-rate period, the ARM Rate of each Hybrid ARM Loan is set annually or semi-annually, as applicable, subject to the caps and floor described below, to equal the *sum* of (i) the applicable index value *plus* (ii) a specified percentage amount (the “ARM Margin”) that the lender established when the Hybrid ARM Loan was originated.

Initial ARM Rate Change Caps

When, after the initial fixed-rate period, the ARM Rate for each ARM Hybrid Loan is first calculated to equal the applicable index value *plus* the ARM Margin, the ARM Rate generally may not deviate by more than 5 or 6 percentage points, as applicable, from the Initial Fixed Rate for that loan.

Subsequent ARM Rate Change Caps

On each annual ARM Rate adjustment date thereafter, the ARM Rate generally may not deviate by more than 2 percentage points from the applicable ARM Rate in effect immediately prior to that adjustment date.

Lifetime Cap and Floor

The ARM Rate for each Hybrid ARM Loan, when adjusted on its annual adjustment date, may not be greater than the maximum ARM Rate (lifetime rate cap) or less than its minimum ARM Rate (lifetime floor), as specified in the related mortgage note.

Monthly Payments

After the initial fixed rate period, the amount of a borrower’s monthly payment is subject to change

- in the case of the One-Year Treasury ARM Loans and One-Year LIBOR ARM Loans, on each anniversary of the date specified in the related mortgage note, or
- in the case of the Six-Month LIBOR ARM Loans, at six-month intervals after the date specified in the related mortgage note.

Each new monthly payment amount will be calculated to equal an amount necessary to pay interest at the new ARM Rate, adjusted as described above, and, except in the case of any loan that may still be in its initial interest only payment period, to fully amortize the outstanding principal balance of the Hybrid ARM Loan on a level debt service basis over the remainder of its term.

Prepayment Premiums

Approximately 7% of the Hybrid ARM Loans underlying the Group 2 MBS (by principal balance as of the Issue Date) and all of the Hybrid ARM Loans underlying the Group 3 MBS are subject to prepayment premiums if the borrower makes a full or partial prepayment during prepayment premium periods of 24, 36 or 60 months from the applicable origination date. The prepayment premium is generally equal to six months' interest on that portion of all prepayments during any consecutive 12-month period in excess of 20% of the original principal amount of the loan.

The Group 7 Underlying REMIC Certificates

The Group 7 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.

Distributions on the Group 7 Underlying REMIC Certificates will be passed through monthly, beginning in the month after we issue the Certificates. The general characteristics of the Group 7 Underlying REMIC Certificates are described in the Underlying REMIC Disclosure Documents. See Exhibit A-2 for certain additional information about the Group 7 Underlying REMIC Certificates.

For further information about the Group 7 Underlying REMIC Certificates, telephone us at 1-800-237-8627. Additional information about the Group 7 Underlying REMIC Certificates is also available at <http://sls.fanniemae.com/slsSearch/Home.do>. There may have been material changes in facts and circumstances since the dates we prepared the Underlying REMIC Disclosure Documents. These may include changes in prepayment speeds, prevailing interest rates and other economic factors. As a result, the usefulness of the information set forth in those documents may be limited.

Distributions of Interest

General. The certificates will bear interest at the rates specified in this prospectus supplement on a 30/360 basis. Interest to be paid on each Certificate (or added to principal, in the case of the Accrual 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 Classes and Weighted Average Coupon Classes	—

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

Accrual Class. The ZN 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.

The A Class. On each Distribution Date, we will pay interest on the A Class at an annual rate equal to the *product* of

- a fraction, expressed as a percentage, the numerator of which is the *excess* of
 - the interest then paid on the Group 2 MBS

over

- the interest payable on the AI Class on that Distribution Date,

and the denominator of which is the principal balance of the A Class immediately preceding that Distribution Date,

multiplied by

- 12.

During the initial Interest Accrual Period, the A Class is expected to bear interest at an annual rate of approximately 3.50%.

Our determination of the interest rate for the A Class 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 AI Class. On each Distribution Date through and including the Distribution Date in December 2012, we will pay interest on the AI Class at an annual rate equal to the *lesser* of (i) the weighted average of the pass-through rates of the Group 2 MBS for that Distribution Date (weighted on the basis of the principal balances of the Group 2 MBS on the day immediately preceding that Distribution Date) and (ii) 2.15527%.

The notional principal balance of the AI Class will be equal to zero following the first 43 Interest Accrual Periods. As a result, no distributions will be made on that Class following the Distribution Date in December 2012.

Our determination of the interest rate for the AI Class 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 AD Class. On each Distribution Date, we will pay interest on the AD Class at an annual rate equal to

- the Weighted Average Group 3 MBS Pass-Through Rate for that Distribution Date.

minus

- the interest rate payable on the DI Class on that Distribution Date,

During the initial Interest Accrual Period, the AD Class is expected to bear interest at an annual rate of approximately 4.00%.

The “Weighted Average Group 3 MBS Pass-Through Rate” for any Distribution Date is equal to the weighted average of the pass-through rates of the Group 3 MBS for that Distribution Date, weighted on the basis of the principal balances of the Group 3 MBS on the day immediately preceding that Distribution Date.

Our determination of the interest rate for the AD Class 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 DI Class. On each Distribution Date through and including the Distribution Date in July 2017, we will pay interest on the DI Class at an annual rate equal to the *lesser* of (i) the Weighted Average Group 3 MBS Pass-Through Rate and (ii) 2.06529%.

The notional principal balance of the DI Class will be equal to zero following the first 98 Interest Accrual Periods. As a result, no distributions will be made on that Class following the Distribution Date in July 2017.

Our determination of the interest rate for the DI Class 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 BC Class. On each Distribution Date, we will pay interest on the BC Class at an annual rate equal to the Weighted Average Group 3 MBS Pass-Through Rate. On the initial Distribution Date, we expect to pay interest on the BC Class at an annual rate of approximately 6.06529%.

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

The LC Class. On each Distribution Date, we will pay interest on each Certificate of the LC Class in an amount equal to the aggregate amount of interest accrued during the related Interest Accrual Period on the Group 7 Underlying REMIC Certificates. Accordingly, the amount of interest payable on the LC Class Certificates will not be determined based on their principal balances.

On the initial Distribution Date, we expect to pay interest on the LC Class at an annual rate of approximately 17.06610% (calculated based on the amount of interest payable on that date and the initial principal balance of the LC Class).

Our determination of the interest rate for the LC 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 AC Class

On each Distribution Date, we will pay interest on each Certificate of the AC Class in an amount equal to the aggregate amount of interest accrued during the related Interest Accrual Period on the Certificates of the DI and BC Classes that were exchanged for that AC Class Certificate. Accordingly, the amount of interest payable on the AC Class Certificates will not be determined based on their principal balances.

On the initial Distribution Date, we expect to pay interest on the AC Class at an annual rate of approximately 8.13058% (calculated based on the amount of interest payable on that date and the initial principal balance of the AC Class).

Our determination of the interest rate for the AC Class for each Interest Accrual Period 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 AB until retired. } Pass-Through Class

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

- *Group 2*

The Group 2 Principal Distribution Amount to A until retired. } Pass-Through Class

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 AD and BC, in that order, until retired. } Sequential Pay Classes

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

- *Group 4*

The Group 4 Principal Distribution Amount to DA and DG, in that order, until retired. } Sequential Pay Classes

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

- *Group 5*

The ZN Accrual Amount to AN until retired, and thereafter to ZN. } Accretion Directed Class and Accrual Class

The Group 5 Cash Flow Distribution Amount to AN and ZN, in that order, until retired. } Sequential Pay Classes

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

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

- *Group 6*

The Group 6 Principal Distribution Amount to EA until retired. } Pass-Through Class

The “Group 6 Principal Distribution Amount” is the principal then paid on the Group 6 MBS.

- *Group 7*

The Group 7 Principal Distribution Amount to LC until retired. } Structured Collateral/Pass-Through Class

The “Group 7 Principal Distribution Amount” is the principal then paid on the Class 2003-77-WC REMIC Certificate.

Structuring Assumptions

Pricing Assumptions. Except where otherwise noted, the information in the tables in this prospectus supplement has been prepared based on the actual characteristics of each pool of Mortgage Loans backing the Group 7 Underlying REMIC Certificates, the priority sequences affecting principal payments (or notional balance reductions) on the Group 7 Underlying REMIC Certificates and the following assumptions (such characteristics and assumptions, collectively, the “Pricing Assumptions”):

- the Hybrid ARM Loans have the characteristics set forth in Exhibit A-1 to this prospectus supplement;
- with respect to the Hybrid ARM Loans, the One-Year Treasury Index, One-Year WSJ LIBOR Index and Six-Month WSJ LIBOR Index values are and remain 1.00%;
- the Mortgage Loans underlying the Fixed Rate MBS have the original terms to maturity, remaining terms to maturity, loan ages and interest rates specified under “Summary—Group 1, Group 4, Group 5 and Group 6—Assumed Characteristics of the Underlying Mortgage Loans” in this prospectus supplement;

- the applicable Mortgage Loans underlying the Group 4 MBS have the remaining terms to expiration of their interest only periods specified under “Summary—Group 1, Group 4, Group 5 and Group 6—Assumed Characteristics of the Underlying Mortgage Loans” in this prospectus supplement;
- the Mortgage Loans prepay at the constant percentages of PSA or CPR, as applicable, specified in the related tables;
- the settlement date for the Certificates is May 29, 2009; and
- each Distribution Date occurs on the 25th day of a month.

Prepayment Assumptions. The prepayment model used in this prospectus supplement with respect to the Group 1, Group 4, Group 5, Group 6 and Group 7 Classes is PSA. For a description of PSA, see “Yield, Maturity and Prepayment Considerations—Prepayment Models” in the REMIC Prospectus.

The prepayment model used in this prospectus supplement with respect to the Group 2 and Group 3 Classes is CPR. For a description of CPR, see “Yield, Maturity and Prepayment Considerations—Prepayment Models” in the REMIC Prospectus.

It is highly unlikely that prepayments will occur at any *constant* PSA or CPR rate, as applicable, or at any other *constant* rate.

Yield Tables

General. The tables below illustrate the sensitivity of the pre-tax corporate bond equivalent yields to maturity of the applicable Classes to various constant percentages of PSA or CPR, as applicable. We calculated the yields set forth in the tables by

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

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

We cannot assure you that

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

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

- the Mortgage Loans will prepay at a constant PSA or CPR rate, as applicable, until maturity, or
- all of the Mortgage Loans will prepay at the same rate.

The AI and DI Classes. **The yields to investors in the AI and DI Classes will be very sensitive to the rate of principal payments (including prepayments) of the related Hybrid**

ARM Loans. Approximately 93% of the Hybrid ARM Loans underlying the Group 2 MBS (by principal balance at the Issue Date) can be prepaid at any time without penalty. The remainder of the Hybrid ARM Loans underlying the Group 2 MBS and all of the Hybrid ARM Loans underlying the Group 3 MBS provide for the payment of prepayment premiums as described under “The ARM MBS—Prepayment Premiums” above. On the basis of the assumptions described below, the yield to maturity on the AI and DI Classes would be at or about 0% if prepayments of the related Mortgage Loans were to occur at the following constant rates:

<u>Class</u>	<u>% CPR</u>
AI	32.7% CPR
DI	16.2% CPR

For either the AI or DI Class, if the actual prepayment rate of the related Hybrid ARM Loans were to exceed the level specified for as little as one month while equaling the 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 AI and DI Classes (expressed in each case as a percentage of original principal balance) are as follows:

<u>Class</u>	<u>Price*</u>
AI	4.0%
DI	3.5%

* 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 AI Class to Prepayments

	<u>CPR Prepayment Assumption</u>						
	<u>2.5%</u>	<u>5%</u>	<u>10%</u>	<u>15%</u>	<u>20%</u>	<u>30%</u>	<u>50%</u>
Pre-Tax Yields to Maturity	38.5%	35.6%	29.6%	23.5%	17.1%	3.8%	(26.3)%

Sensitivity of the DI Class to Prepayments

	<u>CPR Prepayment Assumption</u>						
	<u>2.5%</u>	<u>5%</u>	<u>10%</u>	<u>15%</u>	<u>20%</u>	<u>30%</u>	<u>50%</u>
Pre-Tax Yields to Maturity	56.5%	49.2%	30.3%	6.4%	(19.8)%	(72.3)%	*

***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>
IO	412% PSA
EI	509% PSA

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

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

<u>Class</u>	<u>Price*</u>
IO	13.0%
EI	9.0%

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

Sensitivity of the IO Class to Prepayments

	<u>PSA Prepayment Assumption</u>				
	<u>50%</u>	<u>100%</u>	<u>300%</u>	<u>500%</u>	<u>800%</u>
Pre-Tax Yields to Maturity	25.8%	22.4%	8.3%	(6.9)%	(32.5)%

Sensitivity of the EI Class to Prepayments

	<u>PSA Prepayment Assumption</u>				
	<u>50%</u>	<u>100%</u>	<u>250%</u>	<u>500%</u>	<u>800%</u>
Pre-Tax Yields to Maturity	34.8%	31.3%	20.4%	0.7%	(26.0)%

Weighted Average Lives of the Certificates

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

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

- the timing of changes in the rate of principal distributions,
- the priority sequences of distributions of principal of the Group 3, Group 4 and Group 5 Classes, and
- in the case of Group 7 Class, the priority sequences affecting principal payments (or notional balance reductions) on the Group 7 Underlying REMIC Certificates.

See “—Distributions of Principal” above and “Description of the Certificates—Distributions of Principal” in the 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 or CPR rates, as applicable, 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 Group 1, Group 4, Group 5, Group 6 and Group 7 Class under 0% PSA, however, we assumed that the Mortgage Loans have the original and remaining terms to maturity and bear interest at the annual rates specified in the table below.

<u>Mortgage Loans Backing Trust Assets Specified Below</u>	<u>Original Terms to Maturity</u>	<u>Remaining Terms to Maturity</u>	<u>Interest Rates</u>
Group 1 MBS	180 months	180 months	9.00%
Group 4 MBS	360 months	360 months(1)	9.00%
Group 5 MBS	360 months	360 months	7.00%
Group 6 MBS	180 months	180 months	7.00%
Group 7 Underlying REMIC Certificates	(2)	(2)	(2)

(1) In addition, we have assumed that \$146,846,971 in principal amount of the Mortgage Loans underlying the Group 4 MBS have remaining interest only periods of 120 months and that \$6,493,554 in principal amount of the Mortgage Loans underlying the Group 4 MBS have remaining interest only periods of 180 months.

(2) The Mortgage Loans backing the Group 7 Underlying REMIC Certificates listed below are assumed to have the following original and remaining terms to maturity and interest rates:

<u>Class</u>	<u>Original Terms to Maturity</u>	<u>Remaining Terms to Maturity</u>	<u>Interest Rates</u>
2003-77-WC	180 months	110 months	7.00%
2009-13-GI	480 months	477 months	8.50%

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

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 or CPR rates, as applicable, 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

AB and IO† Classes					
PSA Prepayment Assumption					
Date	0%	100%	300%	500%	800%
Initial Percent	100	100	100	100	100
May 2010	97	82	72	61	46
May 2011	93	66	50	36	20
May 2012	89	50	33	21	8
May 2013	85	35	20	11	3
May 2014	80	21	11	5	1
May 2015	75	7	3	1	*
May 2016	69	0	0	0	0
May 2017	63	0	0	0	0
May 2018	56	0	0	0	0
May 2019	49	0	0	0	0
May 2020	41	0	0	0	0
May 2021	32	0	0	0	0
May 2022	22	0	0	0	0
May 2023	12	0	0	0	0
May 2024	0	0	0	0	0
Weighted Average Life (years)**	9.2	3.1	2.4	1.8	1.3

Date	A Class							AI† Class							AD Class							
	CPR Prepayment Assumption							CPR Prepayment Assumption							CPR Prepayment Assumption							
	0%	5%	10%	15%	20%	30%	50%	0%	5%	10%	15%	20%	30%	50%	0%	5%	10%	15%	20%	30%	50%	
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
May 2010	100	95	90	85	80	70	50	100	95	90	85	80	70	50	100	90	80	70	60	40	0	0
May 2011	99	90	80	72	64	49	25	99	90	80	72	64	49	25	100	80	62	44	28	0	0	0
May 2012	98	84	72	60	50	34	12	98	84	72	60	50	34	12	100	71	46	23	2	0	0	0
May 2013	97	79	64	51	40	23	6	0	0	0	0	0	0	0	100	63	31	4	0	0	0	0
May 2014	96	74	57	43	32	16	3	0	0	0	0	0	0	0	100	55	18	0	0	0	0	0
May 2015	95	70	50	36	25	11	1	0	0	0	0	0	0	0	100	47	6	0	0	0	0	0
May 2016	93	65	44	30	19	8	1	0	0	0	0	0	0	0	100	40	0	0	0	0	0	0
May 2017	90	60	39	25	15	5	*	0	0	0	0	0	0	0	100	33	0	0	0	0	0	0
May 2018	87	55	34	20	12	3	*	0	0	0	0	0	0	0	94	22	0	0	0	0	0	0
May 2019	83	50	29	16	9	2	*	0	0	0	0	0	0	0	86	12	0	0	0	0	0	0
May 2020	80	45	25	13	7	2	*	0	0	0	0	0	0	0	79	2	0	0	0	0	0	0
May 2021	76	41	21	11	5	1	*	0	0	0	0	0	0	0	71	0	0	0	0	0	0	0
May 2022	72	37	18	9	4	1	*	0	0	0	0	0	0	0	63	0	0	0	0	0	0	0
May 2023	68	33	16	7	3	*	*	0	0	0	0	0	0	0	55	0	0	0	0	0	0	0
May 2024	64	29	13	6	2	*	*	0	0	0	0	0	0	0	46	0	0	0	0	0	0	0
May 2025	59	26	11	4	2	*	*	0	0	0	0	0	0	0	37	0	0	0	0	0	0	0
May 2026	55	23	9	3	1	*	*	0	0	0	0	0	0	0	28	0	0	0	0	0	0	0
May 2027	50	20	8	3	1	*	*	0	0	0	0	0	0	0	18	0	0	0	0	0	0	0
May 2028	45	17	6	2	1	*	*	0	0	0	0	0	0	0	8	0	0	0	0	0	0	0
May 2029	40	14	5	2	*	*	*	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
May 2030	35	12	4	1	*	*	*	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
May 2031	30	10	3	1	*	*	*	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
May 2032	25	8	2	1	*	*	*	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
May 2033	19	5	2	*	*	*	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
May 2034	13	4	1	*	*	*	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
May 2035	7	2	*	*	*	*	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
May 2036	2	1	*	*	*	*	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
May 2037	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
May 2038	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
May 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	17.3	11.0	7.5	5.5	4.2	2.8	1.5	3.5	3.2	3.0	2.7	2.5	2.0	1.3	14.4	5.7	2.9	1.9	1.4	0.9	0.5	0.5

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

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

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

Date	DI† Class							BC and AC Classes							DA Class					
	CPR Prepayment Assumption							CPR Prepayment Assumption							PSA Prepayment Assumption					
	0%	5%	10%	15%	20%	30%	50%	0%	5%	10%	15%	20%	30%	50%	0%	100%	200%	300%	500%	800%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
May 2010	100	90	80	70	60	40	0	100	100	100	100	100	100	100	99	77	54	32	0	0
May 2011	100	80	62	44	28	0	0	100	100	100	100	100	98	50	99	53	11	0	0	0
May 2012	100	71	46	23	2	0	0	100	100	100	100	100	69	25	98	30	0	0	0	0
May 2013	100	63	31	4	0	0	0	100	100	100	100	82	48	12	97	9	0	0	0	0
May 2014	100	55	18	0	0	0	0	100	100	100	89	66	34	6	96	0	0	0	0	0
May 2015	100	47	6	0	0	0	0	100	100	100	75	52	24	3	95	0	0	0	0	0
May 2016	100	40	0	0	0	0	0	100	100	96	64	42	16	2	94	0	0	0	0	0
May 2017	100	33	0	0	0	0	0	100	100	86	54	34	12	1	93	0	0	0	0	0
May 2018	0	0	0	0	0	0	0	100	100	75	45	26	8	*	92	0	0	0	0	0
May 2019	0	0	0	0	0	0	0	100	100	65	37	20	5	*	90	0	0	0	0	0
May 2020	0	0	0	0	0	0	0	100	100	56	30	15	4	*	83	0	0	0	0	0
May 2021	0	0	0	0	0	0	0	100	92	48	24	12	2	*	75	0	0	0	0	0
May 2022	0	0	0	0	0	0	0	100	84	41	20	9	2	*	67	0	0	0	0	0
May 2023	0	0	0	0	0	0	0	100	75	35	16	7	1	*	58	0	0	0	0	0
May 2024	0	0	0	0	0	0	0	100	68	30	13	5	1	*	48	0	0	0	0	0
May 2025	0	0	0	0	0	0	0	100	60	25	10	4	*	*	36	0	0	0	0	0
May 2026	0	0	0	0	0	0	0	100	53	21	8	3	*	*	23	0	0	0	0	0
May 2027	0	0	0	0	0	0	0	100	47	18	6	2	*	*	10	0	0	0	0	0
May 2028	0	0	0	0	0	0	0	100	41	15	5	2	*	*	0	0	0	0	0	0
May 2029	0	0	0	0	0	0	0	98	35	12	4	1	*	*	0	0	0	0	0	0
May 2030	0	0	0	0	0	0	0	87	30	10	3	1	*	*	0	0	0	0	0	0
May 2031	0	0	0	0	0	0	0	76	25	8	2	1	*	*	0	0	0	0	0	0
May 2032	0	0	0	0	0	0	0	65	20	6	2	*	*	*	0	0	0	0	0	0
May 2033	0	0	0	0	0	0	0	53	15	4	1	*	*	*	0	0	0	0	0	0
May 2034	0	0	0	0	0	0	0	41	11	3	1	*	*	0	0	0	0	0	0	0
May 2035	0	0	0	0	0	0	0	28	7	2	*	*	*	0	0	0	0	0	0	0
May 2036	0	0	0	0	0	0	0	15	4	1	*	*	*	0	0	0	0	0	0	0
May 2037	0	0	0	0	0	0	0	2	*	*	*	*	*	0	0	0	0	0	0	0
May 2038	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
May 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	8.2	5.2	2.9	1.9	1.4	0.9	0.5	24.2	18.2	13.1	9.6	7.4	4.7	2.5	14.0	2.2	1.1	0.8	0.5	0.3

Date	DG Class						AN Class					ZN Class					
	PSA Prepayment Assumption						PSA Prepayment Assumption					PSA Prepayment Assumption					
	0%	100%	200%	300%	500%	800%	0%	100%	250%	500%	800%	0%	100%	250%	500%	800%	
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
May 2010	100	100	100	100	96	74	99	91	81	65	46	105	105	105	105	105	105
May 2011	100	100	100	91	67	38	97	82	66	41	19	109	109	109	109	109	109
May 2012	100	100	91	74	47	20	95	74	52	25	4	114	114	114	114	114	114
May 2013	100	100	80	60	33	10	93	66	41	13	0	120	120	120	120	84	84
May 2014	100	97	70	49	23	5	91	59	32	5	0	125	125	125	125	42	42
May 2015	100	90	61	40	16	3	89	52	24	0	0	131	131	131	126	21	21
May 2016	100	85	54	33	11	1	87	46	17	0	0	137	137	137	85	11	11
May 2017	100	79	47	27	8	1	85	40	11	0	0	143	143	143	57	5	5
May 2018	100	73	40	22	5	*	82	34	6	0	0	150	150	150	39	3	3
May 2019	100	67	35	17	4	*	80	29	2	0	0	157	157	157	26	1	1
May 2020	100	61	30	14	2	*	77	24	0	0	0	164	164	145	17	1	1
May 2021	100	56	25	11	2	*	74	19	0	0	0	171	171	116	11	*	*
May 2022	100	50	22	9	1	*	71	14	0	0	0	179	179	93	7	*	*
May 2023	100	46	18	7	1	*	67	10	0	0	0	188	188	73	5	*	*
May 2024	100	41	15	5	1	*	64	5	0	0	0	196	196	57	3	*	*
May 2025	100	37	13	4	*	*	60	1	0	0	0	205	205	44	2	*	*
May 2026	100	32	11	3	*	*	55	0	0	0	0	215	186	34	1	*	*
May 2027	100	29	9	2	*	*	51	0	0	0	0	224	153	25	1	*	*
May 2028	98	25	7	2	*	*	46	0	0	0	0	235	123	18	*	*	*
May 2029	93	21	6	1	*	*	41	0	0	0	0	246	94	13	*	*	*
May 2030	87	18	5	1	*	*	36	0	0	0	0	257	68	8	*	*	*
May 2031	80	15	4	1	*	*	30	0	0	0	0	269	43	5	*	*	*
May 2032	73	12	3	1	*	*	24	0	0	0	0	281	20	2	*	*	*
May 2033	65	9	2	*	*	*	17	0	0	0	0	294	0	0	0	0	0
May 2034	57	7	1	*	*	*	10	0	0	0	0	307	0	0	0	0	0
May 2035	47	4	1	*	*	0	3	0	0	0	0	321	0	0	0	0	0
May 2036	37	2	*	*	*	0	0	0	0	0	0	272	0	0	0	0	0
May 2037	26	*	*	*	*	0	0	0	0	0	0	188	0	0	0	0	0
May 2038	13	0	0	0	0	0	0	0	0	0	0	97	0	0	0	0	0
May 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	25.3	14.1	9.0	6.3	3.7	2.1	16.8	7.0	3.8	2.0	1.2	28.3	19.8	14.5	8.4	5.0	5.0

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

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

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

EA and EI† Classes					
PSA Prepayment Assumption					
Date	0%	100%	250%	500%	800%
Initial Percent	100	100	100	100	100
May 2010	96	86	77	64	47
May 2011	92	72	59	40	22
May 2012	87	60	44	25	10
May 2013	83	48	32	15	5
May 2014	77	38	23	9	2
May 2015	72	27	15	5	1
May 2016	66	18	9	2	*
May 2017	60	9	4	1	*
May 2018	53	1	1	*	*
May 2019	45	0	0	0	0
May 2020	38	0	0	0	0
May 2021	29	0	0	0	0
May 2022	20	0	0	0	0
May 2023	10	0	0	0	0
May 2024	0	0	0	0	0
Weighted Average					
Life (years)**	8.8	4.1	3.2	2.1	1.3

LC†† Class					
PSA Prepayment Assumption					
Date	0%	100%	250%	500%	800%
Initial Percent	100	100	100	100	100
May 2010	100	100	81	0	0
May 2011	100	100	58	0	0
May 2012	100	100	41	0	0
May 2013	100	100	26	0	0
May 2014	100	100	15	0	0
May 2015	100	83	7	0	0
May 2016	100	51	0	0	0
May 2017	95	15	0	0	0
May 2018	17	0	0	0	0
May 2019	0	0	0	0	0
May 2020	0	0	0	0	0
May 2021	0	0	0	0	0
May 2022	0	0	0	0	0
May 2023	0	0	0	0	0
May 2024	0	0	0	0	0
May 2025	0	0	0	0	0
May 2026	0	0	0	0	0
May 2027	0	0	0	0	0
May 2028	0	0	0	0	0
May 2029	0	0	0	0	0
May 2030	0	0	0	0	0
May 2031	0	0	0	0	0
May 2032	0	0	0	0	0
May 2033	0	0	0	0	0
May 2034	0	0	0	0	0
May 2035	0	0	0	0	0
May 2036	0	0	0	0	0
May 2037	0	0	0	0	0
May 2038	0	0	0	0	0
May 2039	0	0	0	0	0
May 2040	0	0	0	0	0
May 2041	0	0	0	0	0
May 2042	0	0	0	0	0
May 2043	0	0	0	0	0
May 2044	0	0	0	0	0
May 2045	0	0	0	0	0
May 2046	0	0	0	0	0
May 2047	0	0	0	0	0
May 2048	0	0	0	0	0
May 2049	0	0	0	0	0
Weighted Average					
Life (years)**	8.6	7.0	2.8	0.4	0.2

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

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

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

†† 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 Notional Classes, the Accrual Class and the LC 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	300% PSA
2	15% CPR
3	15% CPR
4	300% PSA
5	250% PSA
6	250% PSA
7	250% 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 Class will be created, sold and administered pursuant to an arrangement that will be classified as a grantor trust under subpart E, part I of subchapter J of the Code. The Regular Certificates that are exchanged for RCR Certificates set forth in Schedule 1 (including any exchanges effective on the Settlement Date) will be the assets of the trust, and the RCR Certificates will represent an ownership interest of the underlying Regular Certificates. For a general discussion of the federal income tax treatment of beneficial owners of Regular Certificates, see “Material Federal Income Tax Consequences” in the REMIC Prospectus.

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

PLAN OF DISTRIBUTION

We are obligated to deliver the Certificates to Barclays Capital Inc. (the “Dealer”) in exchange for the Trust MBS and the Group 7 Underlying REMIC Certificates. The Dealer proposes to offer the Certificates directly to the public from time to time in negotiated transactions at varying prices to be determined at the time of sale. The Dealer may effect these transactions to or through other dealers.

LEGAL MATTERS

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

Assumed Characteristics of the Mortgage Loans Underlying the ARM MBS
(As of May 1, 2009)

Group	Issue Date	Unpaid Principal Balance	Weighted Average Net Mortgage Rate* (%)	Weighted Average Mortgage Rate (%)	Weighted Average Original Term (in months)	Weighted Average Remaining Term to Maturity (in months) ("WARM")	Weighted Average Loan Age (in months) ("WALLA")	Weighted Average Margin (%)	Weighted Average Initial Reset Cap (%)	Weighted Average Periodic Rate Cap (%)	Weighted Average Lifetime Rate Cap (%)	Weighted Average Months to Rate Change	Rate Reset Frequency (in months)	Payment Reset Frequency (in months)	Weighted Average Remaining Interest Only Periods (in months)	Index**
2	18,972,383.05	5.143	5.733	360	310	50	2.910	5.000	2.000	10.7329	2.910	34	12	12	N/A	ONE-YEAR TREASURY
2	16,245,777.99	6.039	6.428	360	323	37	2.250	5.000	2.000	11.4284	2.250	23	12	12	23	ONE-YEAR WSJ LIBOR
2	24,449,122.61	5.792	6.322	360	332	28	2.250	5.000	2.000	11.3218	2.250	56	12	12	92	ONE-YEAR WSJ LIBOR
2	6,298,713.46	5.164	6.082	360	318	42	2.330	6.000	2.000	12.0815	2.330	18	6	6	78	SIX-MONTH WSJ LIBOR
2	26,371,871.25	5.778	6.447	360	332	28	2.351	5.000	2.000	11.4474	2.351	56	12	12	69	ONE-YEAR WSJ LIBOR
3	34,029,542.59	5.955	6.636	360	335	25	2.269	5.000	2.000	11.6360	2.269	95	12	12	95	ONE-YEAR WSJ LIBOR
3	29,652,224.41	6.181	6.883	360	338	22	2.250	5.000	2.000	11.8333	2.250	98	12	12	98	ONE-YEAR WSJ LIBOR
3	43,328,127.64	6.026	6.936	360	338	22	2.750	5.000	2.000	11.9356	2.750	98	12	12	98	ONE-YEAR WSJ LIBOR
3	20,723,468.05	6.163	6.957	360	339	21	2.250	5.000	2.000	11.9573	2.250	99	12	12	99	ONE-YEAR WSJ LIBOR

* The "Net Mortgage Rate" of a Hybrid ARM Loan is equal to its then current interest rate less the sum of the related servicing fee and our guaranty fee (expressed in each case as an annual percentage).

** For a description of the indices specified below, see "The Mortgage Loans—Adjustable-Rate Mortgages (ARMs)—ARM Indices" in the MBS Prospectus.

Group 7 Underlying REMIC Certificates

Underlying REMIC Trust	Class	Date of Issue	CUSIP Number	Interest Rate	Interest Type(1)	Final Distribution Date	Principal Type(1)	Original Principal or Notional Balance of Class	May 2009 Class Factor	Principal or Notional Balance in the Lower Tier REMIC	Approximate Weighted Average WAC	Approximate Weighted Average WAM (in months)	Approximate Weighted Average WALA (in months)
2003-77	WC	July 2003	31393DT68	3.75%	FIX	August 2018	NSJTAC/AD	\$100,000,000	0.275659	\$ 8,407,599.50	4.987%	103	71
2009-13	GI	February 2009	31397NEE1	6.00	FIX/IO	June 2042	NTL	20,492,750	1.000000	18,659,417.00	6.649	457	22

(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.

Available Recombination(1)

REMIC Certificates		RCR Certificates						
Classes	Original Balances	RCR Class	Original Balance	Principal Type(2)	Interest Rate	Interest Type(2)	CUSIP Number	Final Distribution Date
Recombination 1								
BC	\$63,866,681	AC	\$63,866,681	SEQ	(3)	WAC	31397N5Y7	June 2039
DI	63,866,681(4)							

(1) REMIC Certificates and RCR Certificates in each Recombination may be exchanged only in the proportions of *original* principal or notional principal balances for the related Classes shown in this Schedule 1 (disregarding any retired Classes). For example, if a particular Recombination includes two REMIC Classes and one RCR Class whose *original* principal balances shown in the schedule reflect a 1:1:2 relationship, the same 1:1:2 relationship among the *original* principal balances of those REMIC and RCR Classes must be maintained in any exchange. This is true even if, as a result of the applicable payment priority sequence, the relationship between their *current* principal balances has changed over time. Moreover, if as a result of a proposed exchange, a Certificateholder would hold a REMIC Certificate or RCR Certificate of a Class in an amount less than the applicable minimum denomination for that Class, the Certificateholder will be unable to effect the proposed exchange. See "Description of the Certificates—General—Authorized Denominations" in this prospectus supplement.

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

(3) For a description of this interest rate, see "Description of the Certificates—Distributions of Interest—The AC Class" in this prospectus supplement.

(4) Notional balance. This Class is an Interest Only Class. See page S-8 for a description of how its notional balance is calculated.

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.

\$688,330,281



**Guaranteed REMIC
Pass-Through Certificates
Fannie Mae REMIC Trust 2009-38**

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PROSPECTUS SUPPLEMENT

Barclays Capital

May 26, 2009