

\$487,600,491



FannieMae®

**Guaranteed REMIC Pass-Through Certificates
Fannie Mae REMIC Trust 2009-41**

This is a supplement to the prospectus supplement dated May 22, 2009 (the “Prospectus Supplement”). If we use a capitalized term in this supplement without defining it, you will find the definition of that term in the Prospectus Supplement.

The pools underlying the Group 4 MBS have been designated as pools that include “jumbo-conforming” or “high-balance” mortgage loans. Accordingly, the Prospectus Supplement is hereby supplemented by adding the following immediately prior to the heading “Description of the Certificates”:

ADDITIONAL RISK FACTOR

“Jumbo-conforming” and “high-balance” mortgage loans, which have original principal balances that exceed our traditional conforming loan limits may prepay at different rates than conforming balance mortgage loans generally. The pools underlying the Group 4 MBS have been designated as pools that include “jumbo-conforming” or “high-balance” mortgage loans. There is limited historical performance data regarding prepayment rates for jumbo-conforming and high-balance mortgage loans. If prevailing mortgage rates decline, borrowers with jumbo-conforming and high-balance mortgage loans may be more likely to refinance their mortgage loans than borrowers with conforming balance loans. This is because a relatively small reduction in the interest rate of a jumbo-conforming and high-balance mortgage loan can have a greater impact on the borrower’s monthly payment than a similar interest rate change for a conforming balance loan.

Furthermore, jumbo-conforming and high-balance mortgage loans tend to be concentrated in certain geographic areas, which may experience relatively high rates of default in the event of adverse economic conditions. Defaults on jumbo-conforming and high-balance mortgage loans will result in larger prepayments to investors than defaults on conforming balance loans.

On the other hand, if any of the statutes authorizing our purchase of jumbo-conforming and high-balance mortgage loans are allowed to expire, or new legislation is enacted by the federal government that removes this authority, borrowers with jumbo-conforming and high-balance mortgage loans may find refinancing these loans more difficult. In such event, borrowers with jumbo-conforming and high-balance mortgage loans may be less likely to refinance their mortgage loans than borrowers with conforming balance loans.

As a result of these factors, the Group 4 Classes may receive payments of principal more quickly or more slowly than expected and the weighted average lives and yields of those Classes may be affected, perhaps significantly. For additional information about jumbo-conforming and high-balance mortgage loans, see “The Mortgage Loans—Special Feature Mortgage Loans—*Loans with Original Principal Balances that Exceed our Traditional Conforming Loan Limits*” in the MBS Prospectus dated June 1, 2009. For additional information about the pools underlying the Group 4 MBS, see the Final Data Statement for the Trust and the related prospectus supplement for each MBS.

Carefully consider the risk factor appearing in this supplement together with the risk factors 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.

The certificates, together with any 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.

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The Certificates

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

Payments to Certificateholders

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

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

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

The Fannie Mae Guaranty

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

The Trust and its Assets

The trust will own

- Fannie Mae MBS
- Ginnie Mae fully modified pass-through mortgage-backed securities and
- underlying REMIC and RCR certificates backed by Fannie Mae MBS.

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

The mortgage loans underlying the Ginnie Mae securities are either insured or guaranteed by the Federal Housing Administration, the Department of Veterans Affairs or the Department of Agriculture.

Class	Group	Original Class Balance	Principal Type(1)	Interest Rate	Interest Type(1)	CUSIP Number	Final Distribution Date
WA	1	\$ 34,171,248	PT	(2)	WAC	31397NL45	June 2039
LE	2	121,250,000	SEQ	4.0%	FIX	31397N2S3	March 2024
LG	2	3,750,000	SEQ	4.0	FIX	31397N4N2	June 2024
AE(3)	3	136,000,000	TAC/AD	3.0	FIX	31397N4P7	January 2027
EZ(3)	3	4,000,000	SUP	4.0	FIX/Z	31397N4Q5	January 2027
VA(3)	3	10,000,000	SEQ/AD	4.0	FIX	31397N4R3	April 2020
VB(3)	3	6,500,000	SEQ/AD	4.0	FIX	31397N4S1	June 2025
ZE(3)	3	18,500,000	SEQ	4.0	FIX/Z	31397N4T9	June 2029
IE(3)	3	34,000,000(4)	NTL	4.0	FIX/IO	31397N4U6	January 2027
AB	4	78,006,000	SEQ	4.5	FIX	31397N4V4	September 2036
AV(3)	4	8,000,664	SEQ/AD	4.5	FIX	31397N4W2	April 2021
ZA(3)	4	11,500,000	SEQ	4.5	FIX/Z	31397N4X0	June 2039
PT	5	55,922,579	SC/PT	7.5	FIX	31397N4Y8	April 2039
R		0	NPR	0	NPR	31397N4Z5	June 2039
RL		0	NPR	0	NPR	31397N5A9	June 2039

- (1) See "Description of the Certificates—Class Definitions and Abbreviations" in the REMIC prospectus.
(2) This class will bear interest at the variable interest rate described under "Description of the Certificates—Distributions of Interest—Weighted Average Coupon Class" in this prospectus supplement.
(3) Exchangeable classes.
(4) Notional balance. This class is an interest only class. See page S-8 for a description of how its notional balances is calculated.

If you own certificates of certain classes, you can exchange them for certificates of the corresponding RCR classes to be delivered at the time of exchange. The EA, EC, ED, EL and AL 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 (other than the LG and PT Classes) 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 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.



May 22, 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 5 Class or the R or RL Class, the disclosure document relating to the underlying REMIC and RCR certificates (the “Underlying REMIC Disclosure Document”); and
- any information incorporated by reference in this prospectus supplement as discussed below and under the heading “Incorporation by Reference” in the REMIC Prospectus.

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

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

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

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

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

RBS Securities Inc.
Prospectus Department
600 Washington Blvd.
Stamford, Connecticut 06901
(telephone 1-800-422-2006).

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 Group 1 Ginnie Mae Certificates
2	Group 2 MBS
3	Group 3 MBS
4	Group 4 MBS
5	Class 2009-25-FJ REMIC Certificate Class 2009-25-SJ RCR Certificate

Group 1, Group 2, Group 3 and Group 4 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 1 MBS	\$ 6,405,646	6.668%†	5.92% to 10.15%	120 to 360
	\$ 663,489	6.900%	7.15% to 9.40%	216 to 360
Group 2 MBS	\$125,000,000	4.000%	4.25% to 6.50%	100 to 180
Group 3 MBS	\$175,000,000	4.000%	4.25% to 6.50%	181 to 240
Group 4 MBS	\$ 97,506,664	4.500%	4.75% to 7.00%	241 to 360

† Represents the weighted average pass-through rate for the related MBS. The range of pass-through rates for the related MBS is 5.67% to 7.65%.

Assumed Characteristics of the Underlying Mortgage Loans

	<u>Principal Balance</u>	<u>Original Term to Maturity (in months)</u>	<u>Remaining Term to Maturity (in months)</u>	<u>Loan Age (in months)</u>	<u>Interest Rate</u>
Group 1 MBS	\$ 6,405,646	360	296	51	7.186%
	\$ 663,489	360	230	107	7.400%
Group 2 MBS	\$125,000,000	180	106	65	4.540%
Group 3 MBS	\$175,000,000	240	239	1	4.790%
Group 4 MBS	\$ 97,506,664	360	359	1	5.020%

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

Group 1 Ginnie Mae Certificates

Characteristics of the Group 1 Ginnie Mae Certificates

<u>Approximate Principal Balance</u>	<u>Range of Pass-Through Rates</u>	<u>Weighted Average 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>
\$26,178,058	6.15% to 9.03%	6.546%	6.65% to 10.53%	95 to 360
\$ 924,055	6.40% to 6.69%	6.660%	6.90% to 7.19%	196 to 360

Assumed Characteristics of the Mortgage Loans Underlying the Group 1 Ginnie Mae Certificates

<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>
\$26,178,058	360	282	70	7.072%
\$ 924,055	360	201	62	7.160%

Group 5 Underlying REMIC Certificates

Exhibit A describes the Group 5 Underlying REMIC Certificates, including certain information about the related mortgage loans. To learn more about the Group 5 Underlying REMIC Certificates, you should obtain from us the current class factors and the related disclosure document 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>
All classes other than the WA, R and RL Classes	WA 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 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 weighted average coupon class will bear interest at the applicable annual rate described under “Description of the Certificates—Distributions of Interest—*Weighted Average Coupon Class*” in this prospectus supplement.

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

Notional Class

The notional principal balance of the notional class will equal the percentage of the outstanding balance specified below immediately before the related distribution date:

Class

IE 25% of the AE Class

Distributions of Principal

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

Weighted Average Lives (years)*

<u>Group 1 Classes</u>	<u>PSA Prepayment Assumption</u>					
	<u>0%</u>	<u>100%</u>	<u>250%</u>	<u>420%</u>	<u>650%</u>	<u>900%</u>
WA	21.7	9.2	5.2	3.2	2.0	1.3
<u>Group 2 Classes</u>	<u>PSA Prepayment Assumption</u>					
	<u>0%</u>	<u>100%</u>	<u>206%</u>	<u>350%</u>	<u>500%</u>	
LE	8.5	3.8	3.1	2.4	1.9	
LG	14.9	8.7	8.5	8.1	7.4	
<u>Group 3 Classes</u>	<u>PSA Prepayment Assumption</u>					
	<u>0%</u>	<u>100%</u>	<u>185%</u>	<u>350%</u>	<u>500%</u>	
AE, IE, EA and EC	10.0	5.9	4.5	3.2	2.6	
EZ	17.3	13.1	10.2	0.6	0.4	
VA	5.8	5.8	5.8	5.1	4.3	
VB	13.5	13.0	10.9	7.6	5.9	
ZE	18.9	16.7	14.7	10.9	8.5	
ED	10.5	6.2	4.6	3.2	2.5	
EL	18.9	16.5	14.0	10.0	7.6	
<u>Group 4 Classes</u>	<u>PSA Prepayment Assumption</u>					
	<u>0%</u>	<u>100%</u>	<u>298%</u>	<u>450%</u>	<u>600%</u>	
AB	17.7	8.0	3.8	2.9	2.4	
AV	6.4	6.4	6.0	4.9	4.1	
ZA	28.7	23.3	13.3	9.6	7.4	
AL	28.7	23.3	12.7	8.9	6.8	
<u>Group 5 Class</u>	<u>PSA Prepayment Assumption</u>					
	<u>0%</u>	<u>100%</u>	<u>250%</u>	<u>400%</u>	<u>600%</u>	<u>800%</u>
PT	21.4	10.7	5.7	3.6	2.4	1.7

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

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 (the “Group 1 MBS,” “Group 2 MBS,” “Group 3 MBS” and “Group 4 MBS,” and together, the “Trust MBS”),
- certain “fully modified pass-through” mortgage-backed securities guaranteed by Ginnie Mae as to timely payment of principal and interest (the “Group 1 Ginnie Mae Certificates”), and
- certain previously issued REMIC and RCR certificates (the “Group 5 Underlying REMIC Certificates”) issued from the related Fannie Mae REMIC trust (the “Underlying REMIC Trust”) as further described in Exhibit A.

The Group 5 Underlying REMIC Certificates evidence direct or indirect beneficial ownership interests in certain Fannie Mae Guaranteed Mortgage Pass-Through Certificates (together with the Trust MBS, the “MBS”).

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

Each Group 1 Ginnie Mae Certificate is based on and backed by a pool of mortgage loans (together with the mortgage loans underlying the MBS, the “Mortgage Loans”) which are either insured or guaranteed by the Federal Housing Administration (“FHA”), the Department of Veterans Affairs (“VA”) or the Department of Agriculture, through its Rural Development Housing and Community Facilities Program (“RD”).

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

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

<u>REMIC Designation</u>	<u>Assets</u>	<u>Regular Interests</u>	<u>Residual Interest</u>
Lower Tier REMIC	Trust MBS, Group 1 Ginnie Mae Certificates and Group 5 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 5 Underlying REMIC Certificates, see the applicable discussions appearing under the heading “Fannie Mae Guaranty” in the REMIC Prospectus, the MBS Prospectus and the Underlying REMIC Disclosure Document. Our guaranties are not backed by the full faith and credit of the United States.

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

The WA 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 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 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 Trust MBS

The Trust MBS provide that principal and interest on the related Mortgage Loans are passed through monthly. The Mortgage Loans underlying the Trust MBS are conventional, fixed-rate, fully-amortizing mortgage loans secured by first mortgages or deeds of trust on single-family residential properties. These Mortgage Loans have original maturities of up to 30 years in the case of the Group 1 and Group 4 MBS, up to 15 years in the case of the Group 2 MBS and up to 20 years in the case of the Group 3 MBS.

In addition, approximately 90.6% of the Mortgage Loans underlying the Group 1 MBS (by principal balance at the Issue Date) are assumable Mortgage Loans. Assumable Mortgage Loans contain a provision that allows the loan to be assumed by new borrowers that meet certain eligibility standards. See “Yield, Maturity and Prepayment Considerations—Maturity and Prepayment Considerations—*Due-on-Sale Clause*” in the MBS Prospectus.

Furthermore, the Mortgage Loans underlying the Group 4 MBS are “jumbo-conforming” mortgage loans as described further under “The Mortgage Loans—Special Feature Mortgage Loans—*Jumbo-Conforming Mortgage Loans*” in the MBS Prospectus.

For additional information, see “Summary—Group 1, Group 2, Group 3 and Group 4 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.

The Group 1 Ginnie Mae Certificates and Ginnie Mae

The Group 1 Ginnie Mae Certificates

Each Group 1 Ginnie Mae Certificate is a “fully modified pass-through” mortgage-backed security, guaranteed as to timely distribution of principal and interest by Ginnie Mae.

Approximately 96.6% of the Group 1 Ginnie Mae Certificates (by principal balance at the Issue Date) are issued under the Ginnie Mae II program. The remainder of the Group 1 Ginnie Mae Certificates are issued under the Ginnie Mae I program.

For additional information about the Group 1 Ginnie Mae Certificates, see “Summary—Group 1 Ginnie Mae Certificates—Assumed Characteristics of the Mortgage Loans Underlying the Group 1 Ginnie Mae Certificates” in this prospectus supplement and the general information set forth below.

Ginnie Mae

The Government National Mortgage Association (or Ginnie Mae) is a wholly-owned corporate instrumentality of the United States within HUD. Section 306(g) of Title III of the National Housing Act of 1934, as amended (the “Housing Act”), authorizes Ginnie Mae to guarantee the timely payment of principal and interest on certificates that are backed by a pool of mortgage loans insured or guaranteed by the FHA, VA or RD.

Section 306(g) of the Housing Act provides that “the full faith and credit of the United States is pledged to the payment of all amounts which may be required to be paid under any guaranty under this subsection.” To meet these guaranty obligations, Ginnie Mae may borrow from the United States Treasury without limitation.

Ginnie Mae Single Family Programs

Each Ginnie Mae certificate represents ownership interests in a pool of single-family mortgage loans and will be a “fully modified pass-through” mortgage-backed security issued and serviced by a mortgage banking company or other financial concern approved by Ginnie Mae as a seller-servicer of FHA-insured mortgage loans. The mortgage loans backing each Ginnie Mae certificate will be insured or guaranteed by the FHA, VA or RD. Ginnie Mae certificates are issued under the Ginnie Mae I program (“Ginnie Mae I Certificates”) and the Ginnie Mae II program (“Ginnie Mae II Certificates”). Holders of Ginnie Mae I Certificates and Ginnie Mae II Certificates have essentially similar rights, although there are certain differences between the two programs.

Ginnie Mae I Program

A single Ginnie Mae issuer assembles a pool of mortgage loans (originated within two years of issuance) against which it issues and markets Ginnie Mae I Certificates. All mortgage loans underlying a particular Ginnie Mae I Certificate must be of the same type (for example, level

payment, single-family mortgage loans) and have the same fixed annual interest rate. The annual pass-through rate on each Ginnie Mae I Certificate will be 0.50% less than the annual interest rate on the mortgage loans included in the related pool. Registered holders of Ginnie Mae I Certificates receive payments of principal and interest on the 15th of each month or, if the 15th is not a business day, on the first business day after the 15th.

Ginnie Mae II Program

Mortgage pools may be formed by aggregating packages of mortgage loans (originated within two years of issuance) of more than one Ginnie Mae issuer. Under this option, loan packages submitted by various Ginnie Mae issuers for a particular issue date and pass-through rate are aggregated into a single pool that backs a single issue of Ginnie Mae II Certificates. Each Ginnie Mae II Certificate issued under a multiple issuer pool is backed by a proportionate interest in the entire pool rather than solely by the loan package contributed by any one Ginnie Mae issuer. In addition, single issuer pools also may be formed under the Ginnie Mae II program. Each Ginnie Mae II Certificate pool consists entirely of fixed-rate mortgage loans or entirely of adjustable-rate mortgage loans. Registered holders of Ginnie Mae II Certificates receive payments of principal and interest on the 20th of each month or, if the 20th is not a business day, on the first business day after the 20th.

Fixed-rate mortgage loans backing any particular Ginnie Mae II Certificate must be of the same type, but may have annual interest rates that vary by up to 1.00%. For fixed-rate Ginnie Mae II Certificates issued before July 1, 2003, the annual pass-through rate will range from 0.50% to 1.50% less than the highest annual interest rate on any mortgage loan included in the pool of mortgage loans that backs the Ginnie Mae II Certificate. For fixed-rate Ginnie Mae II Certificates issued on or after July 1, 2003, the annual pass-through rate will range from 0.25% to 0.75% less than the highest annual interest rate on any mortgage loan included in the pool of mortgage loans that backs the Ginnie Mae II Certificate.

The Group 5 Underlying REMIC Certificates

The Group 5 Underlying REMIC Certificates represent beneficial ownership interests in the Underlying REMIC Trust. The assets of that trust consist of MBS (or beneficial ownership interests in MBS) having the general characteristics set forth in the MBS Prospectus. Each MBS evidences beneficial ownership interests in a pool of conventional, fixed-rate, fully-amortizing mortgage loans secured by first mortgages or deeds of trust on single-family residential properties, as described under “The Mortgage Pools” and “Yield, Maturity, and Prepayment Considerations” in the MBS Prospectus.

Distributions on the Group 5 Underlying REMIC Certificates will be passed through monthly, beginning in the month after we issue the Certificates. The general characteristics of the Group 5 Underlying REMIC Certificates are described in the Underlying REMIC Disclosure Document. See Exhibit A for certain additional information about the Group 5 Underlying REMIC Certificates.

For further information about the Group 5 Underlying REMIC Certificates telephone us at 1-800-237-8627. Additional information about the Group 5 Underlying REMIC Certificates is also available at <http://sls.fanniemae.com/slsSearch/Home.do>. There may have been material changes in facts and circumstances since the date we prepared the Underlying REMIC Disclosure Document. These may include changes in prepayment speeds, prevailing interest rates and other economic factors. As a result, the usefulness of the information set forth in that document may be limited.

Distributions of Interest

General. The Certificates will bear interest at the rates specified in this prospectus supplement on a 30/360 basis. Interest to be paid on each Certificate (or added to principal, in the case of the Accrual Classes) on a Distribution Date will consist of one month’s interest on the outstanding balance of that Certificate immediately prior to that Distribution Date. For a description of the Accrual Classes, see “—*Accrual Classes*” below.

Delay Classes and No-Delay Classes. The “delay” Classes and “no-delay” Classes are set forth in the following table:

<u>Delay Classes</u>	<u>No-Delay Classes</u>
Fixed Rate and Weighted Average Coupon Classes	—

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

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

Weighted Average Coupon Class. On each Distribution Date, we will pay interest on the WA Class at an annual rate equal to the weighted average of (x) the pass-through rates of the Group 1 MBS and (y) the pass-through rates of the Group 1 Ginnie Mae Certificates, weighted in each case on the basis of their principal balances on that date (before giving effect to payments made in the month in which that date occurs).

During the initial Interest Accrual Period, the WA Class is expected to bear interest at an annual rate of approximately 6.57882%.

Our determination of the interest rate for the WA 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 WA until retired.

} Pass-Through Class

The “Group 1 Principal Distribution Amount” is the *sum* of (x) the principal then paid on the Group 1 MBS *plus* (y) the principal payable on the Group 1 Ginnie Mae Certificates (calculated as described below) during the month in which the related Distribution Date occurs.

Certain Calculations Relating to the Group 1 Ginnie Mae Certificates

On or about the eighth business day of each month, we will aggregate the amount of principal reported to be payable on the Group 1 Ginnie Mae Certificates that month, based on published Ginnie Mae factors applicable to the Group 1 Ginnie Mae Certificates.

For any Group 1 Ginnie Mae Certificate for which a factor is not then available, we will calculate the amount of scheduled principal payments distributable in respect of that Ginnie Mae Certificate during that month based on the assumed amortization schedules of the related Mortgage Loans. The amortization schedules will be prepared on the assumptions that:

- each Mortgage Loan amortizes on a level installment basis, had an original term to maturity of 360 months, and a remaining term to maturity equal to the remaining term to maturity of the latest maturing Mortgage Loan underlying the related Group 1 Ginnie Mae Certificate at its origination, adjusted to the Issue Date; and
- each Mortgage Loan bears an annual interest rate that is equal to the weighted average coupon for the related Group 1 Ginnie Mae Certificate as made available by Ginnie Mae.

All such amounts (whether reported in Ginnie Mae factors or calculated by us) will be reflected in the class factors for the Distribution Date in that month. We will pay those amounts to Holders of Certificates of the Group 1 Class on that Distribution Date, whether or not we receive them.

The class factors will also reflect (and we will also pay) the *excess* of

- the distributions of principal of the Group 1 Ginnie Mae Certificates that we receive during the month prior to the month of that Distribution Date

over

- the amount of principal that we calculated and paid previously in accordance with the Ginnie Mae factors and the assumed distribution schedules specified above.

- *Group 2*

The Group 2 Principal Distribution Amount to LE and LG, 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 ZE Accrual Amount to VA and VB, in that order, until retired and thereafter to ZE. } Accretion Directed Classes and Accrual Class

The EZ Accrual Amount to AE to its Targeted Balance, and thereafter to EZ. } Accretion Directed/TAC Class and Accrual Class

The Group 3 Cash Flow Distribution Amount in the following priority:

1. To AE to its Targeted Balance. } TAC Class
2. To EZ until retired. } Support Class
3. To AE until retired. } TAC Class
4. To VA, VB and ZE, in that order, until retired. } Sequential Pay Classes

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

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

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

- *Group 4*

The ZA Accrual Amount to AV until retired, and thereafter to ZA. } Accretion Directed Class and Accrual Class

The Group 4 Cash Flow Distribution Amount to AB, AV and ZA, in that order, 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 4 Cash Flow Distribution Amount” is the principal then paid on the Group 4 MBS.

- *Group 5*

The Group 5 Principal Distribution Amount to PT until retired. } Structured Collateral/Pass-Through Class

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

Structuring Assumptions

Pricing Assumptions. Except where otherwise noted, the information in the tables in this prospectus supplement has been prepared based on the actual characteristics of each pool of Mortgage Loans backing the Group 5 Underlying REMIC Certificates and the following assumptions (such characteristics and assumptions, collectively, the “Pricing Assumptions”):

- the Mortgage Loans underlying the Trust MBS have the original terms to maturity, remaining terms to maturity, loan ages and interest rates specified under “Summary—Group 1, Group 2, Group 3 and Group 4 MBS—Assumed Characteristics of the Underlying Mortgage Loans” in this prospectus supplement;
- the Mortgage Loans underlying the Group 1 Ginnie Mae Certificates have the original terms to maturity, remaining terms to maturity, loan ages and interest rates specified under “Summary—Group 1 Ginnie Mae Certificates—Assumed Characteristics of the Mortgage Loans Underlying the Group 1 Ginnie Mae Certificates” in this prospectus supplement;
- we distribute all payments (including prepayments) on the Mortgage Loans underlying the Group 1 Ginnie Mae Certificates, together with any related payments under the Ginnie Mae guaranty, in the month we receive them;
- the Mortgage Loans prepay at the constant percentages of PSA 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 is PSA. For a description of PSA, see “Yield, Maturity and Prepayment Considerations—Prepayment Models” in the REMIC Prospectus. It is highly unlikely that prepayments will occur at any *constant* PSA rate or at any other *constant* rate.

Principal Balance Schedule. The Principal Balance Schedule for the AE Class is set forth on page B-1 of this prospectus supplement. The Principal Balance Schedule was prepared based on the Pricing Assumptions and the assumption that the related Mortgage Loans prepay at the “Structuring Speed” specified in the chart below.

<u>Class</u>	<u>Structuring Speed</u>
AE Class Targeted Balances	185% PSA

We cannot assure you that the balance of the AE Class will conform on any Distribution Date to the balance specified in the Principal Balance Schedule or that distributions of principal of the AE Class will begin or end on the Distribution Dates specified in the Principal Balance Schedule.

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

- We will distribute any excess of principal distributions over the amount necessary to reduce the AE Class to its scheduled balance in any month. As a result, the likelihood of reducing the AE Class to its scheduled balance each month will not be improved by the averaging of high and low principal distributions from month to month.
- The principal payment stability of the AE Class will be supported by the EZ Class. When the EZ Class is retired, the AE Class, if still outstanding, will be much more sensitive to prepayments of the related Mortgage Loans.

Yield Table for the Fixed Rate Interest Only Class

The table below illustrates the sensitivity of the pre-tax corporate bond equivalent yield to maturity of the applicable Class to various constant percentages of PSA. We calculated the yields set forth in the table by

- determining the monthly discount rates that, when applied to the assumed streams of cash flows to be paid on the applicable Class, would cause the discounted present values of the assumed streams of cash flows to equal the assumed aggregate purchase price of that Class, 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 yield on the applicable Certificates will correspond to any of the pre-tax yields shown here, or
- the aggregate purchase price of the applicable Certificates will be as assumed.

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

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

The yield to investors in the Fixed Rate Interest Only Class 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 the Fixed Rate Interest Only Class would be 0% if prepayments of the related Mortgage Loans were to occur at the following constant rate:

<u>Class</u>	<u>% PSA</u>
IE	470%

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 table has been prepared on the basis of the Pricing Assumptions and the assumption that the aggregate purchase price of the Fixed Rate Interest Only Class (expressed as a percentage of the original principal balance) is as follows:

<u>Class</u>	<u>Price*</u>
IE	10.5%

* The price does not include accrued interest. Accrued interest has been added to the price in calculating the yields set forth in the table below.

Sensitivity of the IE Class to Prepayments

	PSA Prepayment Assumption				
	50%	100%	185%	350%	500%
Pre-Tax Yields to Maturity	30.5%	26.8%	20.5%	9.5%	(2.3)%

Weighted Average Lives of the Certificates

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

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

- the timing of changes in the rate of principal distributions, and
- the priority sequences of distributions of principal of the Group 2, Group 3 and Group 4 Classes.

See “—Distributions of Principal” above.

The effect of these factors may differ as to various Classes and the effects on any Class may vary at different times during the life of that Class. Accordingly, we can give no assurance as to the weighted average life of any Class. Further, to the extent the prices of the Certificates represent discounts or premiums to their original principal balances, variability in the weighted average lives of those Classes of Certificates could result in variability in the related yields to maturity. For an example of how the weighted average lives of the Classes may be affected at various constant prepayment rates, see the Decrement Tables below.

Decrement Tables

The following tables indicate the percentages of original principal balances of the specified Classes that would be outstanding after each date shown at various constant PSA rates and the corresponding weighted average lives of those Classes. The tables have been prepared on the basis of the Pricing Assumptions.

In the case of the information set forth for each Class under 0% PSA, however, we assumed that the Mortgage Loans have the original and remaining terms to maturity and bear interest at the annual rates specified in the table below.

<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	360 months	360 months	*
Group 1 Ginnie Mae Certificates	360 months	360 months	**
Group 2 MBS	180 months	180 months	6.50%
Group 3 MBS	240 months	240 months	6.50%
Group 4 MBS	360 months	360 months	7.00%
Group 5 Underlying REMIC Certificates	360 months	358 months	10.00%

* The Mortgage Loans backing the Group 1 MBS in the following principal amounts are assumed to have the following annual interest rates:

<u>Principal Amounts</u>	<u>Interest Rates</u>
\$6,405,646	10.15%
\$ 663,489	9.40%

** The Mortgage Loans backing the Group 1 Ginnie Mae Certificates in the following principal amounts are assumed to have the following annual interest rates:

<u>Principal Amounts</u>	<u>Interest Rates</u>
\$26,178,058	10.53%
\$ 924,055	7.19%

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

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

Percent of Original Principal Balances Outstanding

<u>Date</u>	<u>WA Class</u>					
	<u>PSA Prepayment Assumption</u>					
	<u>0%</u>	<u>100%</u>	<u>250%</u>	<u>420%</u>	<u>650%</u>	<u>900%</u>
Initial Percent	100	100	100	100	100	100
May 2010	99	92	84	73	60	45
May 2011	99	85	70	54	36	20
May 2012	98	78	58	40	21	9
May 2013	98	72	48	29	13	4
May 2014	97	66	40	21	8	2
May 2015	96	60	33	15	5	1
May 2016	95	55	27	11	3	*
May 2017	94	50	22	8	2	*
May 2018	93	45	18	6	1	*
May 2019	91	41	15	4	1	*
May 2020	90	36	12	3	*	*
May 2021	88	32	10	2	*	*
May 2022	87	29	8	1	*	*
May 2023	85	25	6	1	*	*
May 2024	82	22	5	1	*	*
May 2025	80	19	4	*	*	*
May 2026	77	16	3	*	*	*
May 2027	74	13	2	*	*	*
May 2028	71	10	2	*	*	*
May 2029	67	8	1	*	*	*
May 2030	63	6	1	*	*	*
May 2031	59	3	*	*	*	0
May 2032	54	1	*	*	*	0
May 2033	48	*	*	*	*	0
May 2034	42	0	0	0	0	0
May 2035	35	0	0	0	0	0
May 2036	28	0	0	0	0	0
May 2037	20	0	0	0	0	0
May 2038	10	0	0	0	0	0
May 2039	0	0	0	0	0	0
Weighted Average Life (years)**	21.7	9.2	5.2	3.2	2.0	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.

Date	LE Class					LG Class				
	PSA Prepayment Assumption					PSA Prepayment Assumption				
	0%	100%	206%	350%	500%	0%	100%	206%	350%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100
May 2010	96	85	79	71	62	100	100	100	100	100
May 2011	91	70	61	49	38	100	100	100	100	100
May 2012	87	57	46	33	22	100	100	100	100	100
May 2013	81	45	33	21	12	100	100	100	100	100
May 2014	76	33	23	12	5	100	100	100	100	100
May 2015	70	23	14	6	1	100	100	100	100	100
May 2016	64	13	7	2	0	100	100	100	100	66
May 2017	57	4	1	0	0	100	100	100	57	22
May 2018	50	0	0	0	0	100	0	0	0	0
May 2019	43	0	0	0	0	100	0	0	0	0
May 2020	35	0	0	0	0	100	0	0	0	0
May 2021	26	0	0	0	0	100	0	0	0	0
May 2022	17	0	0	0	0	100	0	0	0	0
May 2023	7	0	0	0	0	100	0	0	0	0
May 2024	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	8.5	3.8	3.1	2.4	1.9	14.9	8.7	8.5	8.1	7.4

Date	AE, IE†, EA and EC Classes					EZ Class				
	PSA Prepayment Assumption					PSA Prepayment Assumption				
	0%	100%	185%	350%	500%	0%	100%	185%	350%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100
May 2010	97	94	93	92	90	104	104	100	0	0
May 2011	93	85	80	73	64	108	108	100	0	0
May 2012	89	75	65	50	35	113	113	100	0	0
May 2013	85	64	51	32	15	117	117	100	0	0
May 2014	81	55	39	18	2	122	122	100	0	0
May 2015	76	46	29	7	0	127	127	100	0	0
May 2016	71	38	20	0	0	132	132	100	0	0
May 2017	66	30	12	0	0	138	138	100	0	0
May 2018	60	22	5	0	0	143	143	100	0	0
May 2019	54	16	0	0	0	149	149	75	0	0
May 2020	48	9	0	0	0	155	155	0	0	0
May 2021	41	3	0	0	0	161	161	0	0	0
May 2022	34	0	0	0	0	168	88	0	0	0
May 2023	26	0	0	0	0	175	0	0	0	0
May 2024	18	0	0	0	0	182	0	0	0	0
May 2025	9	0	0	0	0	189	0	0	0	0
May 2026	0	0	0	0	0	189	0	0	0	0
May 2027	0	0	0	0	0	0	0	0	0	0
May 2028	0	0	0	0	0	0	0	0	0	0
May 2029	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	10.0	5.9	4.5	3.2	2.6	17.3	13.1	10.2	0.6	0.4

** 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	VA Class					VB Class					ZE Class				
	PSA Prepayment Assumption					PSA Prepayment Assumption					PSA Prepayment Assumption				
	0%	100%	185%	350%	500%	0%	100%	185%	350%	500%	0%	100%	185%	350%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
May 2010	92	92	92	92	92	100	100	100	100	100	104	104	104	104	104
May 2011	85	85	85	85	85	100	100	100	100	100	108	108	108	108	108
May 2012	76	76	76	76	76	100	100	100	100	100	113	113	113	113	113
May 2013	68	68	68	68	68	100	100	100	100	100	117	117	117	117	117
May 2014	59	59	59	59	59	100	100	100	100	100	122	122	122	122	122
May 2015	50	50	50	50	0	100	100	100	100	23	127	127	127	127	127
May 2016	40	40	40	23	0	100	100	100	100	0	132	132	132	132	90
May 2017	30	30	30	0	0	100	100	100	0	0	138	138	138	134	59
May 2018	20	20	20	0	0	100	100	100	0	0	143	143	143	99	39
May 2019	9	9	9	0	0	100	100	100	0	0	149	149	149	73	25
May 2020	0	0	0	0	0	97	97	36	0	0	155	155	155	53	16
May 2021	0	0	0	0	0	79	79	0	0	0	161	161	135	38	10
May 2022	0	0	0	0	0	60	60	0	0	0	168	168	108	27	6
May 2023	0	0	0	0	0	41	0	0	0	0	175	171	84	18	4
May 2024	0	0	0	0	0	20	0	0	0	0	182	137	63	12	2
May 2025	0	0	0	0	0	0	0	0	0	0	189	105	46	8	1
May 2026	0	0	0	0	0	0	0	0	0	0	189	75	31	5	1
May 2027	0	0	0	0	0	0	0	0	0	0	158	48	19	3	*
May 2028	0	0	0	0	0	0	0	0	0	0	82	22	8	1	*
May 2029	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average															
Life (years)**	5.8	5.8	5.8	5.1	4.3	13.5	13.0	10.9	7.6	5.9	18.9	16.7	14.7	10.9	8.5

Date	ED Class					EL Class				
	PSA Prepayment Assumption					PSA Prepayment Assumption				
	0%	100%	185%	350%	500%	0%	100%	185%	350%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100
May 2010	97	94	93	90	87	100	100	100	100	100
May 2011	93	86	81	71	62	100	100	100	100	100
May 2012	90	76	66	48	34	100	100	100	100	100
May 2013	86	66	53	31	15	100	100	100	100	100
May 2014	82	57	41	17	2	100	100	100	100	100
May 2015	78	48	31	7	0	100	100	100	100	71
May 2016	73	40	22	0	0	100	100	100	95	47
May 2017	68	33	14	0	0	100	100	100	71	31
May 2018	63	26	8	0	0	100	100	100	52	21
May 2019	57	19	2	0	0	100	100	100	38	13
May 2020	51	13	0	0	0	100	100	89	28	9
May 2021	45	8	0	0	0	100	100	72	20	5
May 2022	38	3	0	0	0	100	100	57	14	3
May 2023	30	0	0	0	0	100	91	44	10	2
May 2024	23	0	0	0	0	100	72	33	7	1
May 2025	14	0	0	0	0	100	55	24	4	1
May 2026	5	0	0	0	0	100	40	16	3	*
May 2027	0	0	0	0	0	84	25	10	1	*
May 2028	0	0	0	0	0	43	12	4	1	*
May 2029	0	0	0	0	0	0	0	0	0	0
Weighted Average										
Life (years)**	10.5	6.2	4.6	3.2	2.5	18.9	16.5	14.0	10.0	7.6

* 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.

Date	AB Class					AV Class				
	PSA Prepayment Assumption					PSA Prepayment Assumption				
	0%	100%	298%	450%	600%	0%	100%	298%	450%	600%
Initial Percent	100	100	100	100	100	100	100	100	100	100
May 2010	99	96	93	90	87	93	93	93	93	93
May 2011	97	90	77	68	59	86	86	86	86	86
May 2012	96	81	58	42	29	79	79	79	79	79
May 2013	94	73	42	23	9	72	72	72	72	72
May 2014	93	65	29	10	0	64	64	64	64	27
May 2015	91	58	18	0	0	56	56	56	53	0
May 2016	89	51	10	0	0	47	47	47	0	0
May 2017	87	45	3	0	0	38	38	38	0	0
May 2018	85	39	0	0	0	28	28	3	0	0
May 2019	82	34	0	0	0	19	19	0	0	0
May 2020	80	29	0	0	0	8	8	0	0	0
May 2021	77	24	0	0	0	0	0	0	0	0
May 2022	74	19	0	0	0	0	0	0	0	0
May 2023	71	15	0	0	0	0	0	0	0	0
May 2024	68	11	0	0	0	0	0	0	0	0
May 2025	64	7	0	0	0	0	0	0	0	0
May 2026	60	4	0	0	0	0	0	0	0	0
May 2027	56	*	0	0	0	0	0	0	0	0
May 2028	51	0	0	0	0	0	0	0	0	0
May 2029	47	0	0	0	0	0	0	0	0	0
May 2030	41	0	0	0	0	0	0	0	0	0
May 2031	36	0	0	0	0	0	0	0	0	0
May 2032	30	0	0	0	0	0	0	0	0	0
May 2033	24	0	0	0	0	0	0	0	0	0
May 2034	17	0	0	0	0	0	0	0	0	0
May 2035	10	0	0	0	0	0	0	0	0	0
May 2036	2	0	0	0	0	0	0	0	0	0
May 2037	0	0	0	0	0	0	0	0	0	0
May 2038	0	0	0	0	0	0	0	0	0	0
May 2039	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	17.7	8.0	3.8	2.9	2.4	6.4	6.4	6.0	4.9	4.1

Date	ZA Class					AL Class					PT Class					
	PSA Prepayment Assumption					PSA Prepayment Assumption					PSA Prepayment Assumption					
	0%	100%	298%	450%	600%	0%	100%	298%	450%	600%	0%	100%	250%	400%	600%	800%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
May 2010	105	105	105	105	105	100	100	100	100	100	99	94	86	78	68	58
May 2011	109	109	109	109	109	100	100	100	100	100	99	87	72	59	43	30
May 2012	114	114	114	114	114	100	100	100	100	100	98	81	61	44	27	15
May 2013	120	120	120	120	120	100	100	100	100	100	97	75	51	33	17	8
May 2014	125	125	125	125	125	100	100	100	100	85	97	70	43	25	11	4
May 2015	131	131	131	131	90	100	100	100	99	53	96	65	36	19	7	2
May 2016	137	137	137	120	57	100	100	100	71	33	95	60	30	14	4	1
May 2017	143	143	143	85	35	100	100	100	50	21	93	55	25	10	3	1
May 2018	150	150	150	61	22	100	100	89	36	13	92	51	21	8	2	*
May 2019	157	157	121	43	14	100	100	71	25	8	91	47	17	6	1	*
May 2020	164	164	96	31	9	100	100	57	18	5	89	43	14	4	1	*
May 2021	170	170	77	22	5	100	100	45	13	3	88	39	12	3	*	*
May 2022	170	170	61	15	3	100	100	36	9	2	86	36	10	2	*	*
May 2023	170	170	48	11	2	100	100	28	6	1	84	32	8	2	*	*
May 2024	170	170	38	7	1	100	100	22	4	1	81	29	7	1	*	*
May 2025	170	170	30	5	1	100	100	17	3	*	79	26	5	1	*	*
May 2026	170	170	23	4	*	100	100	14	2	*	76	23	4	1	*	*
May 2027	170	170	18	2	*	100	100	11	1	*	73	21	3	*	*	*
May 2028	170	152	14	2	*	100	90	8	1	*	70	18	3	*	*	*
May 2029	170	133	10	1	*	100	78	6	1	*	66	16	2	*	*	*
May 2030	170	115	8	1	*	100	68	5	*	*	62	13	2	*	*	*
May 2031	170	98	6	1	*	100	58	3	*	*	57	11	1	*	*	*
May 2032	170	83	4	*	*	100	49	3	*	*	52	9	1	*	*	*
May 2033	170	68	3	*	*	100	40	2	*	*	46	7	1	*	*	*
May 2034	170	54	2	*	*	100	32	1	*	*	40	5	*	*	*	0
May 2035	170	42	1	*	*	100	25	1	*	*	33	3	*	*	*	0
May 2036	170	30	1	*	*	100	18	1	*	*	26	2	*	*	*	0
May 2037	126	19	1	*	*	74	11	*	*	*	18	*	*	*	*	0
May 2038	65	9	*	*	*	38	5	*	*	*	8	0	0	0	0	0
May 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	28.7	23.3	13.3	9.6	7.4	28.7	23.3	12.7	8.9	6.8	21.4	10.7	5.7	3.6	2.4	1.7

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

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

Characteristics of the Residual Classes

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

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

CERTAIN ADDITIONAL FEDERAL INCOME TAX CONSEQUENCES

The Certificates and payments on the Certificates are not generally exempt from taxation. Therefore, you should consider the tax consequences of holding a Certificate before you acquire one. The following tax discussion supplements the discussion under the caption “Material Federal Income Tax Consequences” in the REMIC Prospectus. When read together, the two discussions describe the current federal income tax treatment of beneficial owners of Certificates. These two tax discussions do not purport to deal with all federal tax consequences applicable to all categories of beneficial owners, some of which may be subject to special rules. In addition, these discussions may not apply to your particular circumstances for one of the reasons explained in the REMIC Prospectus. You should consult your own tax advisors regarding the federal income tax consequences of holding and disposing of Certificates as well as any tax consequences arising under the laws of any state, local or foreign taxing jurisdiction.

U.S. Treasury Circular 230 Notice

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

REMIC Elections and Special Tax Attributes

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

Taxation of Beneficial Owners of Regular Certificates

The Notional Class and the Accrual Classes will be issued with original issue discount (“OID”), and certain other Classes of REMIC Certificates may be issued with OID. If a Class is issued with OID, a beneficial owner of a Certificate of that Class generally must recognize some taxable income in advance of the receipt of the cash attributable to that income. See “Material Federal Income Tax

Consequences—Taxation of Beneficial Owners of Regular Certificates—*Treatment of Original Issue Discount*” in the REMIC Prospectus. In addition, certain Classes of REMIC Certificates may be treated as having been issued at a premium. See “Material Federal Income Tax Consequences—Taxation of Beneficial Owners of Regular Certificates—*Regular Certificates Purchased at a Premium*” in the REMIC Prospectus.

The Prepayment Assumptions that will be used in determining the rate of accrual of OID will be as follows:

<u>Group</u>	<u>Prepayment Assumption</u>
1	420% PSA
2	206% PSA
3	185% PSA
4	298% PSA
5	400% 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 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 Group 1, Group 3 and Group 4 Classes to RBS Securities Inc. (the “Dealer”) in exchange for the Group 1 MBS and Group 1 Ginnie Mae Certificates, the Group 3 MBS and the Group 4 MBS.

We will provide the Group 2 MBS and will sell the LE Class to the Dealer for cash proceeds estimated to be approximately \$124,601,636. We intend to sell the LG Class in a separately negotiated transaction.

We are obligated to transfer the PT Class to Fannie Mae Mega Trust Number 310023 on the Settlement Date, and to deliver the related Mega certificate to the Dealer in exchange for the Group 5 Underlying REMIC Certificates.

The Dealer proposes to offer the Certificates (other than the LG and PT Classes) 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. Sidley Austin LLP will also provide legal representation for the Dealer.

Group 5 Underlying REMIC Certificates

Underlying REMIC Trust	Class	Date of Issue	CUSIP Number	Interest Rate	Interest Type(1)	Final Distribution Date	Principal Type(1)	Original Principal Balance of Class	May 2009 Class Factor	Principal Balance in the Lower Tier REMIC	Approximate Weighted Average WAC	Approximate Weighted Average WALA (in months)
2009-25	FJ	March 2009	31397NQV0	(2)	FLT	April 2039	PT	\$69,966,648	0.96473716	\$55,922,579.36	8.257%	21
2009-25	SJ	March 2009	31397NRP2	(2)	INV/IO	April 2039	NTL	69,966,648	0.96473716	55,922,579.36	8.257	21

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

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

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

Available Recombinations(1)

REMIC Certificates		RCR Certificates						
Classes	Original Balances	RCR Classes	Original Balances	Principal Type(2)	Interest Rate	Interest Type(2)	CUSIP Number	Final Distribution Date
Recombination 1								
AE	\$136,000,000	EA	\$136,000,000	TAC/AD	3.5%	FIX	31397N5B7	January 2027
IE	17,000,000(3)							
Recombination 2								
AE	136,000,000	EC	136,000,000	TAC/AD	4.0	FIX	31397N5C5	January 2027
IE	34,000,000(3)							
Recombination 3								
AE	136,000,000	ED(4)	140,000,000	SEQ	4.0	FIX	31397N5D3	January 2027
EZ	4,000,000							
IE	34,000,000(3)							
Recombination 4								
VA	10,000,000	EL(5)	35,000,000	SEQ	4.0	FIX	31397N5E1	June 2029
VB	6,500,000							
ZE	18,500,000							
Recombination 5								
AV	8,000,664	AL(6)	19,500,664	SEQ	4.5	FIX	31397N5F8	June 2039
ZA	11,500,000							

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

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

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

(4) Principal payments on the REMIC Certificates in Recombination 3 from the EZ Accrual Amount will be paid as interest on the related RCR Certificates, and thus will not reduce the principal balances of those RCR Certificates.

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

(6) Principal payments on the REMIC Certificates in Recombination 5 from the ZA Accrual Amount will be paid as interest on the related RCR Certificates, and thus will not reduce the principal balances of those RCR Certificates.

Principal Balance Schedule

AE Class Targeted Balances

<u>Distribution Date</u>	<u>Targeted Balance</u>	<u>Distribution Date</u>	<u>Targeted Balance</u>	<u>Distribution Date</u>	<u>Targeted Balance</u>
Initial Balance	\$136,000,000.00	October 2012.	\$ 80,117,732.91	March 2016	\$ 28,912,144.31
June 2009.	135,452,975.77	November 2012	78,563,373.75	April 2016	27,940,653.40
July 2009	134,850,698.36	December 2012	77,026,456.39	May 2016	26,980,434.04
August 2009	134,193,524.58	January 2013	75,506,797.46	June 2016.	26,031,365.86
September 2009 . . .	133,481,864.63	February 2013.	74,004,215.42	July 2016	25,093,329.69
October 2009.	132,716,181.82	March 2013	72,518,530.59	August 2016	24,166,207.63
November 2009	131,896,992.19	April 2013	71,049,565.14	September 2016 . . .	23,249,882.95
December 2009	131,024,864.01	May 2013	69,597,143.03	October 2016.	22,344,240.14
January 2010	130,100,417.24	June 2013.	68,161,090.01	November 2016	21,449,164.88
February 2010.	129,124,322.86	July 2013	66,741,233.61	December 2016	20,564,544.00
March 2010	128,097,302.18	August 2013	65,337,403.13	January 2017	19,690,265.51
April 2010	127,020,126.00	September 2013 . . .	63,949,429.58	February 2017.	18,826,218.58
May 2010	125,893,613.71	October 2013.	62,577,145.71	March 2017	17,972,293.49
June 2010.	124,718,632.31	November 2013	61,220,385.99	April 2017	17,128,381.68
July 2010	123,496,095.39	December 2013	59,878,986.55	May 2017	16,294,375.67
August 2010	122,226,961.93	January 2014	58,552,785.20	June 2017.	15,470,169.13
September 2010 . . .	120,912,235.13	February 2014.	57,241,621.41	July 2017	14,655,656.79
October 2010.	119,552,961.12	March 2014	55,945,336.28	August 2017	13,850,734.47
November 2010	118,150,227.57	April 2014	54,663,772.54	September 2017 . . .	13,055,299.07
December 2010	116,705,162.31	May 2014	53,396,774.50	October 2017.	12,269,248.54
January 2011	115,218,931.76	June 2014.	52,144,188.10	November 2017	11,492,481.89
February 2011.	113,692,739.43	July 2014	50,905,860.83	December 2017	10,724,899.18
March 2011	112,127,824.26	August 2014	49,681,641.72	January 2018	9,966,401.47
April 2011	110,525,458.95	September 2014 . . .	48,471,381.36	February 2018.	9,216,890.86
May 2011	108,886,948.20	October 2014.	47,274,931.88	March 2018	8,476,270.46
June 2011.	107,213,626.94	November 2014	46,092,146.90	April 2018	7,744,444.36
July 2011	105,506,858.45	December 2014	44,922,881.54	May 2018	7,021,317.68
August 2011	103,768,032.53	January 2015	43,766,992.40	June 2018.	6,306,796.47
September 2011 . . .	101,998,563.51	February 2015.	42,624,337.55	July 2018	5,600,787.77
October 2011.	100,199,888.31	March 2015	41,494,776.51	August 2018	4,903,199.59
November 2011	98,421,217.61	April 2015	40,378,170.23	September 2018 . . .	4,213,940.88
December 2011	96,662,341.98	May 2015	39,274,381.10	October 2018.	3,532,921.52
January 2012	94,923,054.12	June 2015.	38,183,272.89	November 2018	2,860,052.34
February 2012.	93,203,148.82	July 2015	37,104,710.78	December 2018	2,195,245.07
March 2012	91,502,422.97	August 2015	36,038,561.34	January 2019	1,538,412.37
April 2012	89,820,675.52	September 2015 . . .	34,984,692.50	February 2019.	889,467.79
May 2012	88,157,707.45	October 2015.	33,942,973.52	March 2019	248,325.79
June 2012.	86,513,321.78	November 2015	32,913,275.02	April 2019 and thereafter	0.00
July 2012	84,887,323.52	December 2015	31,895,468.95		
August 2012	83,279,519.66	January 2016	30,889,428.56		
September 2012 . . .	81,689,719.15	February 2016.	29,895,028.40		

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.

\$487,600,491



**Guaranteed REMIC
Pass-Through Certificates
Fannie Mae REMIC Trust 2009-41**

PROSPECTUS SUPPLEMENT

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May 22, 2009