

Supplement

(To Prospectus Supplement dated June 24, 2009)

\$3,663,010,955



FannieMae®

**Guaranteed REMIC Pass-Through Certificates
Fannie Mae REMIC Trust 2009-47**

This is a supplement to the prospectus supplement dated June 24, 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 2 MBS, Group 3 MBS, and Group 11 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 after the paragraph under the heading “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 2 MBS, Group 3 MBS, and Group 11 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 2 Classes, Group 3 Classes, and Group 11 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 2 MBS, Group 3 MBS, and Group 11 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 on page S-14 of the 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.

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.

The date of this Supplement is July 28, 2009

\$3,663,010,955



FannieMae®

**Guaranteed REMIC Pass-Through Certificates
Fannie Mae REMIC Trust 2009-47**

The Certificates

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

Payments to Certificateholders

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

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

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

The Fannie Mae Guaranty

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

The Trust and its Assets

The trust will own

- Fannie Mae MBS and
- Fannie Mae Stripped MBS.

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

Carefully consider the risk factors on page S-13 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.

<i>Class</i>	<i>Group</i>	<i>Original Class Balance</i>	<i>Principal Type(1)</i>	<i>Interest Rate</i>	<i>Interest Type(1)</i>	<i>CUSIP Number</i>	<i>Final Distribution Date</i>
FA(2) . . .	1	\$228,977,384	PT	(3)	FLT	31396QFA2	July 2039
SA(2) . . .	1	228,977,384(4)	NTL	(3)	INV/IO	31396QFB0	July 2039
PA(2) . . .	1	283,531,000	PAC/AD	4.50%	FIX	31396QFC8	July 2039
PB	1	2,261,000	PAC/AD	4.50	FIX	31396QFD6	July 2039
Z	1	57,674,076	SUP	4.50	FIX/Z	31396QFE4	July 2039
CL	2	200,000,000	PT	4.50	FIX	31396QFF1	July 2039
SF	2	125,000,000	PT	(3)	FLT	31396QFG9	July 2039
XS	2	125,000,000(4)	NTL	(3)	INV/IO	31396QFH7	July 2039
OP	2	69,444,445	PT	0.00	PO	31396QFJ3	July 2039
OW(2) . . .	2	83,737,374	PT	0.00	PO	31396QFK0	July 2039
WA(2) . . .	2	167,534,000	PAC	4.50	FIX	31396QFL8	March 2039
TW(2) . . .	2	111,689,333	PAC	7.00	FIX	31396QFZ7	March 2039
WB(2) . . .	2	8,531,946	PAC	5.50	FIX	31396QFM6	July 2039
WU(2) . . .	2	89,062,903	SUP	5.50	FIX	31396QFN4	July 2039
CF	2	150,000,000	PT	(3)	FLT	31396QFP9	July 2039
FY(2) . . .	2	75,402,283	PT	(3)	FLT	31396QFQ7	July 2039
SY	2	125,000,000(4)	NTL	(3)	INV/IO	31396QFR5	July 2039
SX	2	35,000,000(4)	NTL	(3)	INV/IO	31396QFS3	July 2039
SN(2) . . .	2	65,402,283(4)	NTL	(3)	INV/IO	31396QFT1	July 2039
GF	2	60,000,000	PT	(3)	FLT	31396QFU8	July 2039
GS	2	60,000,000(4)	NTL	(3)	INV/IO	31396QFV6	July 2039
AF	2	200,000,000	PT	(3)	FLT	31396QFW4	July 2039
FX(2) . . .	2	84,597,717	PT	(3)	FLT	31396QFX2	July 2039
SP(2) . . .	2	284,597,717(4)	NTL	(3)	INV/IO	31396QFY0	July 2039
TF	3	200,000,000	PT	(3)	FLT	31396QGA1	July 2039
FT	3	300,000,000	PT	(3)	FLT	31396QGB9	July 2039
ST	3	500,000,000(4)	NTL	(3)	INV/IO	31396QGC7	July 2039
FL	3	111,933,474	PT	(3)	FLT	31396QGD5	July 2039
SL	3	111,933,474(4)	NTL	(3)	INV/IO	31396QGE3	July 2039
EO	3	101,988,913	PT	0.00	PO	31396QGF0	July 2039

(Table continued on next page)

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 MT, PC, PI, PD, PE, PG, PH, PO, PJ, BF, CS, UF, US, QF, QS, WF, WS, VF, VS, VO, XF, YX, FM, XV, FW, XW, DA, DI, DB, DC, DO, DG, DJ, DK, EB, EI, EC, ED, EG, NT and WT Classes are the RCR classes. For a more detailed description of the RCR classes, see Schedule 1 attached to this prospectus supplement and "Description of the Certificates—Combination and Recombination" in the REMIC prospectus.

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

Goldman Sachs & Co.

The date of this Prospectus Supplement is June 24, 2009

<i>Class</i>	<i>Group</i>	<i>Original Class Balance</i>	<i>Principal Type(1)</i>	<i>Interest Rate</i>	<i>Interest Type(1)</i>	<i>CUSIP Number</i>	<i>Final Distribution Date</i>
FV	4	\$ 50,000,000	PT	(3)	FLT	31396QGG8	July 2039
SV	4	50,000,000(4)	NTL	(3)	INV/IO	31396QGH6	July 2039
EA(2) . . .	5	225,612,396	PT	5.00%	FIX	31396QGGJ2	August 2019
NG	6	5,000,000	SEQ	4.25	FIX	31396QGGK9	September 2038
NI	6	277,777(4)	NTL	4.50	FIX/IO	31396QGL7	September 2038
NJ	6	36,899,719	SEQ	4.50	FIX	31396QGM5	March 2036
NK	6	8,100,281	SEQ	4.50	FIX	31396QGN3	September 2038
BN	6	3,802,289	SEQ	4.50	FIX	31396QGP8	July 2039
MI(2) . . .	7	360,000,000(4)	NTL	5.00	FIX/IO	31396QQG6	July 2039
EL	8	100,000,000	SEQ	4.50	FIX	31396QGR4	May 2029
EM	8	2,258,899	SEQ	4.50	FIX	31396QGS2	July 2029
NO(2) . . .	9	300,000,000	PT	0.00	PO	31396QGT0	July 2039
DE	10	150,000,000	SEQ	4.50	FIX	31396QGU7	March 2036
DH	10	46,839,142	SEQ	4.50	FIX	31396QGV5	July 2039
CA	11	11,750,000	PAC/AD	4.50	FIX	31396QGW3	May 2039
CB	11	182,998	PAC/AD	4.50	FIX	31396QGX1	July 2039
CZ	11	1,946,431	SUP	4.50	FIX/Z	31396QGY9	July 2039
EF(2) . . .	11	9,252,952	PT	(3)	FLT	31396QGGZ6	July 2039
ES(2) . . .	11	9,252,952(4)	NTL	(3)	INV/IO	31396QHA0	July 2039
R		0	NPR	0	NPR	31396QHB8	July 2039
RL		0	NPR	0	NPR	31396QHC6	July 2039

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

(2) Exchangeable classes.

(3) Based on LIBOR.

(4) Notional balances. These classes are interest only classes. See page S-10 for a description of how their notional balances are calculated.

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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
 - June 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 any Group 7 or Group 9 Class or the R or RL Class, our Prospectus for Fannie Mae Stripped Mortgage-Backed Securities dated
 - January 1, 2009, for all SMBS issued on or after January 1, 2009,
 - December 1, 2007, for all SMBS issued on or after December 1, 2007 and prior to January 1, 2009, or
 - May 1, 2002, for all other SMBS(as applicable, the “SMBS Prospectus”);
- if you are purchasing any Group 7 Class or the R or RL Class, the additional disclosure document relating to the applicable SMBS (the “Additional SMBS 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 June 1, 2009.

The MBS Prospectus, the SMBS Prospectus and the Additional SMBS 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, the SMBS Prospectus and the Additional SMBS Disclosure Document by writing or calling the dealer at:

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

RECENT DEVELOPMENTS

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 June 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	Group 7 SMBS
8	Group 8 MBS
9	Group 9 SMBS
10	Group 10 MBS
11	Group 11 MBS

* Includes the Subgroup 2a MBS and the Subgroup 2b MBS.

Group 1, Group 2, Group 3, Group 4, Group 5, Group 6, Group 8, Group 10 and Group 11

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*	\$572,443,460	5.50%	5.75% to 8.00%	241 to 360
Group 2 MBS				
<i>Subgroup 2a MBS</i>	\$563,505,708	5.50%	5.75% to 8.00%	241 to 360
<i>Subgroup 2b MBS</i>	\$861,494,293	5.50%	5.75% to 8.00%	241 to 360
Group 3 MBS	\$713,922,387	6.00%	6.25% to 8.50%	241 to 360
Group 4 MBS	\$ 50,000,000	7.50%	7.75% to 10.00%	241 to 360
Group 5 MBS	\$225,612,396	5.00%	5.25% to 7.50%	90 to 180
Group 6 MBS	\$ 53,802,289	4.50%	4.75% to 7.00%	241 to 360
Group 8 MBS	\$102,258,899	4.50%	4.75% to 7.00%	181 to 240
Group 10 MBS	\$196,839,142	4.50%	4.75% to 7.00%	241 to 360
Group 11 MBS	\$ 23,132,381	5.50%	5.75% to 8.00%	241 to 360

* As further described in this prospectus supplement, the mortgage loans underlying the Group 1 MBS provide for interest only periods that may range from at least 7 to no more than 10 years following origination. The assumed remaining term to expiration of the interest only periods for those mortgage loans is set forth below.

Assumed Characteristics of the Underlying Mortgage Loans

	<u>Principal Balance</u>	<u>Original Term to Maturity (in months)</u>	<u>Remaining Term to Maturity (in months)</u>	<u>Loan Age (in months)</u>	<u>Interest Rate</u>	<u>Remaining Term to Expiration of Interest Only Period (in months)</u>
Group 1 MBS	\$572,443,460	360	334	26	6.160%	94
Group 2 MBS						
<i>Subgroup 2a MBS</i>	\$563,505,708	360	350	9	6.070%	N/A
<i>Subgroup 2b MBS</i>	\$861,494,293	360	350	9	6.070%	N/A
Group 3 MBS	\$713,922,387	360	349	9	6.400%	N/A
Group 4 MBS	\$ 50,000,000	360	338	22	8.241%	N/A
Group 5 MBS	\$225,612,396	180	108	66	5.480%	N/A
Group 6 MBS	\$ 53,802,289	360	291	60	5.100%	N/A
Group 8 MBS	\$102,258,899	240	238	2	5.000%	N/A
Group 10 MBS	\$196,839,142	360	291	60	5.100%	N/A
Group 11 MBS	\$ 23,132,381	360	350	9	6.070%	N/A

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

Group 7 and Group 9

Characteristics of the SMBS

	<u>Approximate Balance</u>	<u>Pass- Through Rate</u>	<u>SMBS Trust and Class Designation</u>
Group 7 SMBS	\$360,000,000*	5.00%	378-4
Group 9 SMBS	\$300,000,000†	—	377-PO

* Notional principal balance. This is an interest only SMBS certificate.

† Principal balance. This is a principal only SMBS certificate.

Assumed Characteristics of the Underlying Mortgage Loans

	<u>Approximate 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 7 SMBS	\$360,000,000	360	306	45	5.680%
Group 9 SMBS	\$300,000,000	360	312	42	5.693%

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

Settlement Date

We expect to issue the certificates on June 30, 2009.

Distribution Dates

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

Record Date

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

Book-Entry and Physical Certificates

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

<u>Fed Book-Entry</u>	<u>DTC Book-Entry</u>	<u>Physical</u>
All Classes of Certificates other than the MI, NO, NT, R and RL Classes	MI, NO and NT 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 fixed rate classes will bear interest at the applicable annual interest rates listed on the cover of this prospectus supplement or on Schedule 1.

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

<u>Class</u>	<u>Initial Interest Rate</u>	<u>Maximum Interest Rate</u>	<u>Minimum Interest Rate</u>	<u>Formula for Calculation of Interest Rate(1)</u>
FA	1.21%	7.00%	0.90%	LIBOR + 90 basis points
SA	5.79%	6.10%	0.00%	6.1% – LIBOR
SF	1.26%	7.00%	0.95%	LIBOR + 95 basis points
XS	5.74%	6.05%	0.00%	6.05% – LIBOR
CF	1.11%	7.00%	0.80%	LIBOR + 80 basis points
FY	1.11%	7.00%	0.80%	LIBOR + 80 basis points
SY	5.89%	6.20%	0.00%	6.2% – LIBOR
SX	5.89%	6.20%	0.00%	6.2% – LIBOR
SN	5.89%	6.20%	0.00%	6.2% – LIBOR
GF	1.26%	7.00%	0.95%	LIBOR + 95 basis points
GS	5.74%	6.05%	0.00%	6.05% – LIBOR
AF	1.11%	7.00%	0.80%	LIBOR + 80 basis points
FX	1.11%	7.00%	0.80%	LIBOR + 80 basis points
SP	5.89%	6.20%	0.00%	6.2% – LIBOR
TF	1.31%	7.00%	1.00%	LIBOR + 100 basis points
FT	1.31%	7.00%	1.00%	LIBOR + 100 basis points
ST	5.69%	6.00%	0.00%	6.0% – LIBOR
FL	1.36%	7.00%	1.05%	LIBOR + 105 basis points
SL	5.64%	5.95%	0.00%	5.95% – LIBOR
FV	1.06%	7.50%	0.75%	LIBOR + 75 basis points
SV	6.44%	6.75%	0.00%	6.75% – LIBOR
EF	1.31%	7.00%	1.00%	LIBOR + 100 basis points
ES	5.69%	6.00%	0.00%	6.0% – LIBOR
WF	1.26%	7.00%	0.95%	LIBOR + 95 basis points

<u>Class</u>	<u>Initial Interest Rate</u>	<u>Maximum Interest Rate</u>	<u>Minimum Interest Rate</u>	<u>Formula for Calculation of Interest Rate(1)</u>
WS	5.74%	6.05%	0.00%	6.05% – LIBOR
BF	1.11%	7.00%	0.80%	LIBOR + 80 basis points
CS	5.89%	6.20%	0.00%	6.2% – LIBOR
UF	1.21%	7.00%	0.90%	LIBOR + 90 basis points
US	5.79%	6.10%	0.00%	6.1% – LIBOR
QF	1.16%	7.00%	0.85%	LIBOR + 85 basis points
QS	5.84%	6.15%	0.00%	6.15% – LIBOR
VF	1.21%	7.00%	0.90%	LIBOR + 90 basis points
VS	5.79%	6.10%	0.00%	6.1% – LIBOR
XF	1.26%	7.00%	0.95%	LIBOR + 95 basis points
YX	5.74%	6.05%	0.00%	6.05% – LIBOR
FM	1.31%	7.00%	1.00%	LIBOR + 100 basis points
XV	5.69%	6.00%	0.00%	6.0% – LIBOR
FW	1.36%	7.00%	1.05%	LIBOR + 105 basis points
XW	5.64%	5.95%	0.00%	5.95% – LIBOR

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

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.

Notional Classes

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

<u>Class</u>	
SA	100% of the FA Class
PI	18.1818178612% of the PA Class
XS	100% of the SF Class
WS	100% of the TW Class
SY	83.3333333333% of the CF Class
SX	23.3333333333% of the CF Class
SN	43.601522% of the CF Class
GS	100% of the GF Class
SP	100% of the <i>sum</i> of the AF and FX Classes
CS	100% of the <i>sum</i> of the AF and FX Classes
	<i>plus</i>
	43.601522% of the CF Class
US	100% of the TW Class
QS	100% of the TW Class
VS	64.2857140996% of the <i>sum</i> of the OW, WU, WB, WA and TW Classes
YX	64.2857140996% of the <i>sum</i> of the OW, WU, WB, WA and TW Classes
XV	64.2857140996% of the <i>sum</i> of the OW, WU, WB, WA and TW Classes
XW	64.2857140996% of the <i>sum</i> of the OW, WU, WB, WA and TW Classes
DI	4.5454544468% of the <i>sum</i> of the OW, WU, WB, WA and TW Classes
ST	100% of the <i>sum</i> of the TF and FT Classes
SL	100% of the FL Class
SV	100% of the FV Class
EI	39.9999998227% of the EA Class
NI	5.55554% of the NG Class
MI	100% of the aggregate notional principal balance of the Group 7 SMBS
ES	100% of the EF 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>275%</u>	<u>325%</u>	<u>415%</u>	<u>600%</u>	<u>800%</u>	<u>1000%</u>
FA, SA and MT	22.6	11.2	5.3	4.5	3.5	2.3	1.6	1.1
PA, PC, PD, PE, PG, PH, PJ, PO and PI	16.5	7.0	3.8	3.8	3.8	2.6	1.8	1.3
PB	23.9	19.0	19.0	19.0	19.0	13.1	9.2	6.6
Z	27.2	20.3	12.1	7.4	1.3	0.4	0.2	0.2

		PSA Prepayment Assumption						
<u>Group 2 Classes</u>		<u>0%</u>	<u>100%</u>	<u>150%</u>	<u>200%</u>	<u>300%</u>	<u>550%</u>	<u>800%</u>
FY, CF, SN, SX and SY		20.5	10.8	8.6	7.1	5.1	3.0	2.1
BF		20.5	10.8	8.6	7.1	5.1	3.0	2.1
DC, OP, SF, XS, DG, DJ, DI, DO, OW, VO, CL, DK, FM, FW, VF, VS, XF, XV, XW, YX, DA and DB		20.5	10.8	8.6	7.1	5.1	3.0	2.1
CS		20.5	10.8	8.6	7.1	5.1	3.0	2.1
SP, AF, FX, GF and GS		20.5	10.8	8.6	7.1	5.1	3.0	2.1
WA, TW, WF, WS, UF, US, QF and QS		17.7	7.0	5.6	5.6	5.6	3.4	2.4
WB		26.9	20.7	20.7	20.7	20.7	12.0	7.8
WU		28.6	21.7	17.0	10.6	2.3	1.0	0.7
		PSA Prepayment Assumption						
<u>Group 3 Classes</u>		<u>0%</u>	<u>100%</u>	<u>250%</u>	<u>400%</u>	<u>700%</u>	<u>1000%</u>	
TF, FT, ST, FL, SL and EO		20.8	10.8	6.0	4.0	2.4	1.7	
		PSA Prepayment Assumption						
<u>Group 4 Classes</u>		<u>0%</u>	<u>100%</u>	<u>300%</u>	<u>500%</u>	<u>750%</u>	<u>1000%</u>	
FV and SV		21.6	10.7	4.8	2.8	1.8	1.2	
		PSA Prepayment Assumption						
<u>Group 5 Classes</u>		<u>0%</u>	<u>100%</u>	<u>326%</u>	<u>500%</u>	<u>700%</u>		
EA, EB, EC, ED, EG and EI		5.7	4.1	2.8	2.1	1.5		
		PSA Prepayment Assumption						
<u>Group 6 Classes</u>		<u>0%</u>	<u>100%</u>	<u>218%</u>	<u>350%</u>	<u>500%</u>		
NG and NI		19.2	8.0	4.7	3.1	2.1		
NJ		17.3	6.0	3.4	2.2	1.5		
NK		27.9	17.1	11.0	7.3	5.1		
BN		29.6	22.3	18.1	13.2	9.4		
		PSA Prepayment Assumption						
<u>Group 7 Class</u>		<u>0%</u>	<u>100%</u>	<u>300%</u>	<u>450%</u>	<u>600%</u>		
MI		20.2	9.4	4.5	3.0	2.2		
		PSA Prepayment Assumption						
<u>Group 8 Classes</u>		<u>0%</u>	<u>100%</u>	<u>271%</u>	<u>400%</u>	<u>550%</u>		
EL		12.1	8.0	5.0	3.8	3.1		
EM		19.9	19.4	17.4	14.6	11.5		
		PSA Prepayment Assumption						
<u>Group 9 Class</u>		<u>0%</u>	<u>100%</u>	<u>300%</u>	<u>450%</u>	<u>600%</u>		
NO		20.2	9.6	4.5	3.0	2.2		
		PSA Prepayment Assumption						
<u>Group 10 Classes</u>		<u>0%</u>	<u>100%</u>	<u>218%</u>	<u>350%</u>	<u>500%</u>		
DE		17.3	6.0	3.4	2.2	1.5		
DH		28.4	18.6	13.1	9.1	6.3		

<u>Group 11 Classes</u>	<u>PSA Prepayment Assumption</u>						
	<u>0%</u>	<u>100%</u>	<u>350%</u>	<u>400%</u>	<u>500%</u>	<u>650%</u>	<u>800%</u>
CA	15.1	6.9	3.4	3.4	3.4	2.7	2.3
CB	24.0	15.8	14.6	14.6	14.6	11.0	8.6
CZ.....	27.3	21.2	10.3	6.7	1.5	0.8	0.6
EF, ES and WT	20.5	10.8	4.5	4.0	3.3	2.6	2.1

<u>Group 7/Group 9 Class</u>	<u>PSA Prepayment Assumption</u>				
	<u>0%</u>	<u>100%</u>	<u>300%</u>	<u>450%</u>	<u>600%</u>
NT**†	20.2	9.6	4.5	3.0	2.2

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

** This class is an RCR class formed from a combination of two REMIC classes in different groups. For additional information, see Schedule 1 attached to this prospectus supplement.

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

ADDITIONAL RISK FACTOR

Principal and interest payments on the NT Class are derived from separate sources. Interest payments on the NT Class will be based solely on interest payable on the Group 7 SMBS while principal payments on the NT Class will be based solely on principal payable on the Group 9 SMBS. The Group 7 SMBS are independent of the Group 9 SMBS. Accordingly, the interest payment rate and principal payment rate on the NT Class are unrelated, are likely to

differ and may differ sharply. In addition, there is a risk that the NT Class could in the future receive only interest payments in the event that the Group 9 SMBS are retired while the Group 7 SMBS remain outstanding. Similarly, there is a risk that the NT Class could in the future receive only principal payments in the event that the Group 7 SMBS are retired while the Group 9 SMBS remain outstanding.

DESCRIPTION OF THE CERTIFICATES

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

General

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

- nine groups of Fannie Mae Guaranteed Mortgage Pass-Through Certificates (the “Group 1 MBS,” “Group 2 MBS,” “Group 3 MBS,” “Group 4 MBS,” “Group 5 MBS,” “Group 6 MBS,” “Group 8 MBS,” “Group 10 MBS” and “Group 11 MBS,” and together, the “Trust MBS”), and
- two groups of Fannie Mae Stripped Mortgage-Backed Securities (the “Group 7 SMBS” and “Group 9 SMBS,” and together, the “SMBS”).

The SMBS represent beneficial ownership interests in certain principal or interest distributions on mortgage loans underlying certain Fannie Mae Guaranteed Mortgage Pass-Through Certificates (together with the Trust MBS, the “MBS”).

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

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

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

<u>REMIC Designation</u>	<u>Assets</u>	<u>Regular Interests</u>	<u>Residual Interest</u>
Lower Tier REMIC	Trust MBS and SMBS	Interests in the Lower Tier REMIC other than the RL Class (the “Lower Tier Regular Interests”)	RL
Upper Tier REMIC	Lower Tier Regular Interests	All Classes of REMIC Certificates other than the R and RL Classes	R

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

Each of the MI, NO and NT Classes will be represented by a single certificate (together, the “DTC Certificates”) to be registered at all times in the name of the nominee of The Depository Trust Company (“DTC”), a New York-chartered limited purpose trust company, or any successor or depository selected or approved by us. We refer to the nominee of DTC as the “Holder” or “Certificateholder” of the DTC Certificates. DTC will maintain the DTC Certificates through its book-entry facilities.

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

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

<u>Classes</u>	<u>Denominations</u>
Interest Only, Principal Only and Inverse Floating Rate Classes and the NT 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, Group 2, Group 3, Group 4, Group 6, Group 10 and Group 11 MBS, up to 15 years in the case of the Group 5 MBS, and up to 20 years in the case of the Group 8 MBS.

In addition, the scheduled monthly payments on the Mortgage Loans underlying the Group 1 MBS represent accrued interest only for periods that may range from at least seven to no more than ten years following origination. See “Risk Factors—Prepayment Factors—*Refinance Environment*—Fixed-rate and adjustable-rate mortgage loans with long initial interest-only periods may be more likely to be refinanced or become delinquent than other mortgage loans” in the MBS Prospectus.

Furthermore, the Mortgage Loans underlying the Group 2, Group 3 and Group 11 MBS are “jumbo-conforming” mortgage loans as described further under “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, see “Summary—Group 1, Group 2, Group 3, Group 4, Group 5, Group 6, Group 8, Group 10 and Group 11—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 SMBS

The general characteristics of the SMBS are described in the SMBS Prospectus and, with respect to the Group 7 SMBS, the Additional SMBS Disclosure Document. The SMBS provide that certain interest amounts (in the case of the Group 7 SMBS) or principal amounts (in the case of the Group 9 SMBS) on the Mortgage Loans underlying the related MBS are passed through monthly.

The general characteristics of the MBS are described in the MBS Prospectus. Each MBS evidences beneficial ownership interest in a pool of conventional, fixed-rate, fully-amortizing Mortgage Loans secured by first mortgages or deeds of trust on single-family residential properties. These Mortgage Loans have original maturities of up to 30 years. For additional information see “Summary—Group 7 and Group 9—Characteristics of the SMBS” and “—Assumed Characteristics of the Underlying Mortgage Loans” in this prospectus supplement, and “The Mortgage Pools” and “Yield, Maturity, and Prepayment Considerations” in the MBS Prospectus.

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	Floating Rate and Inverse Floating Rate Classes

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

Accrual Classes. The Z and CZ Classes are Accrual Classes. Interest will accrue on each 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 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 each Certificate of the NT Class in an amount equal to the interest accrued during the related interest accrual period on the Certificates of the MI Class which, together with Certificates of the NO Class, were exchanged for that NT Class Certificate. Accordingly, the amount of interest payable on the NT Class Certificates will not be determined based on their principal balances.

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

If the Group 9 SMBS remain outstanding after the notional principal balance of the Group 7 SMBS has been reduced to zero, the NT Class will no longer bear interest.

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

Distributions of Principal

On the Distribution Date in each month, we will make payments of principal on the Certificates as described below.

- *Group 1*

The Z Accrual Amount to Aggregate Group I to its Planned Balance, and thereafter to Z. } Accretion Directed/
PAC Group and Accrual Class

The Group 1 Cash Flow Distribution Amount as follows:

- 40% to FA until retired, and } Pass-Through Class
- 60% in the following priority:
 - first*, to Aggregate Group I to its Planned Balance; } PAC Group
 - second*, to Z until retired; and } Support Class
 - third*, to Aggregate Group I to zero. } PAC Group

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

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

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

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

- *Group 2*

39.9999999645% of the Subgroup 2a Principal Distribution Amount to CF and FY, pro rata, until retired. } Pass-Through Classes

39.9999999768% of the Subgroup 2b Principal Distribution Amount to AF, FX and GF, pro rata, until retired. } Pass-Through Classes

The remainder of the Subgroup 2a Principal Distribution Amount and Subgroup 2b Principal Distribution Amount as follows:

- 55.9276980632% to CL, OP, OW and SF, pro rata, until retired, and } Pass-Through Classes
- 44.0723019368% as follows:
 - first*, to Aggregate Group II to its Planned Balance; } PAC Group
 - second*, to WU until retired; and } Support Class
 - third*, to Aggregate Group II to zero. } PAC Group

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

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

“Aggregate Group II” consists of the WA, TW and WB Classes. On each Distribution Date, we will apply payments of principal of Aggregate Group II as follows:

- first*, to WA and TW, pro rata, until retired; and
- second*, to WB until retired.

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

- *Group 3*

The Group 3 Principal Distribution Amount to TF, FT, FL and EO, pro rata, until retired. } Pass-Through 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 FV until retired. } Pass-Through Class

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

- *Group 5*

The Group 5 Principal Distribution Amount to EA until retired. } Pass-Through Class

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

- *Group 6*

The Group 6 Principal Distribution Amount in the following priority:

1. —10% to NG until retired, and
 - 90% to NJ and NK, in that order, until retired.
 2. To BN until retired.
- } Sequential Pay Classes

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

- *Group 8*

The Group 8 Principal Distribution Amount to EL and EM, in that order, until retired. } Sequential Pay Classes

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

- *Group 9*

The Group 9 Principal Distribution Amount to NO until retired. } Pass-Through Class

The “Group 9 Principal Distribution Amount” is the principal then paid on the Group 9 SMBS.

- *Group 10*

The Group 10 Principal Distribution Amount to DE and DH, in that order, until retired. } Sequential Pay Classes

The “Group 10 Principal Distribution Amount” is the principal then paid on the Group 10 MBS.

- *Group 11*

The CZ Accrual Amount to Aggregate Group III to its Planned Balance, and thereafter to CZ. } Accretion Directed/PAC Group and Accrual Class

The Group 11 Cash Flow Distribution Amount as follows:

—60.0000017292% as follows:

first, to Aggregate Group III to its Planned Balance; } PAC Group

second, to CZ until retired; and } Support Class

third, to Aggregate Group III to zero, and } PAC Group

—39.9999982708% to EF until retired. } Pass-Through Class

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

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

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

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

Structuring Assumptions

Pricing Assumptions. Except where otherwise noted, the information in the tables in this prospectus supplement has been prepared based on the following assumptions (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, Group 4, Group 5, Group 6, Group 8, Group 10 and Group 11—Assumed Characteristics of the Underlying Mortgage Loans” in this prospectus supplement;
- the Mortgage Loans underlying the Group 1 MBS have the remaining term to expiration of their interest only periods specified under “Summary—Group 1, Group 2, Group 3, Group 4, Group 5, Group 6, Group 8, Group 10 and Group 11—Assumed Characteristics of the Underlying Mortgage Loans” in this prospectus supplement;

- the Mortgage Loans underlying the Group 7 and Group 9 SMBS have the original terms to maturity, remaining terms to maturity, loan ages and interest rates specified under “Summary—Group 7 and Group 9—Assumed Characteristics of the Underlying Mortgage Loans” in this prospectus supplement;
- the Mortgage Loans prepay at the constant percentages of PSA specified in the related tables;
- the settlement date for the Certificates is June 30, 2009; and
- each Distribution Date occurs on the 25th day of a month.

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

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

<u>Groups</u>	<u>Structuring Ranges</u>	<u>Initial Effective Ranges</u>
Aggregate Group I Planned Balances	Between 275% and 415% PSA	Between 275% and 415% PSA
Aggregate Group II Planned Balances	Between 150% and 300% PSA	Between 150% and 300% PSA
Aggregate Group III Planned Balances	Between 350% and 500% PSA	Between 350% and 500% PSA

The Aggregate Groups listed above consist of the following Classes:

Aggregate Group I	PA and PB
Aggregate Group II	WA, TW and WB
Aggregate Group III	CA and CB

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

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

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

- We will distribute any excess of principal distributions over the amount necessary to reduce an Aggregate Group to its scheduled balance in any month. As a result, the likelihood of reducing an Aggregate Group to its scheduled balance each month will not be improved by the averaging of high and low principal distributions from month to month.

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

Yield Tables

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

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

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

We cannot assure you that

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

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

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

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

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

The information shown in the following yield tables has been prepared on the basis of the Pricing Assumptions and the assumptions that

- the interest rates for the Inverse Floating Rate Classes for the initial Interest Accrual Period are the rates listed in the table under “Summary—Interest Rates” in this prospectus supplement and for each following Interest Accrual Period will be based on the specified level of the Index, and
- the aggregate purchase prices of these Classes (expressed in each case as a percentage of original principal balance) are as follows:

<u>Class</u>	<u>Price*</u>
SA	7.25000000%
XS	6.50000000%
SY	6.50000000%
SX	6.50000000%
SN	6.50000000%
GS	6.50000000%
SP	6.50000000%
ST	6.00000000%
SL	6.00000000%
SV	8.93750000%
ES	6.00000000%
WS	9.00000000%
CS	6.50000000%
US	9.50000000%
QS	9.50000000%
VS	10.48925625%
YX	10.48925625%
XV	10.48925625%
XW	10.48925625%

* 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 SA Class to Prepayments and LIBOR
(Pre-Tax Yields to Maturity)**

LIBOR	PSA Prepayment Assumption							
	50%	100%	275%	325%	415%	600%	800%	1000%
0.15%	93.0%	88.8%	73.3%	68.6%	60.1%	41.5%	19.4%	(5.5)%
0.31%	90.2%	85.9%	70.6%	66.0%	57.5%	39.1%	17.2%	(7.5)%
2.31%	55.7%	51.9%	38.1%	33.9%	26.3%	9.8%	(9.9)%	(32.0)%
4.31%	23.2%	19.8%	7.4%	3.8%	(3.0)%	(17.8)%	(35.3)%	(55.0)%
6.10%	*	*	*	*	*	*	*	*

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

LIBOR	PSA Prepayment Assumption						
	50%	100%	150%	200%	300%	550%	800%
0.15%	104.6%	101.6%	98.7%	95.6%	89.5%	73.6%	56.6%
0.31%	101.3%	98.4%	95.4%	92.4%	86.2%	70.3%	53.4%
2.31%	61.7%	58.8%	55.8%	52.9%	46.8%	31.0%	14.1%
4.31%	24.8%	21.9%	18.9%	15.9%	9.8%	(6.4)%	(23.9)%
6.05%	*	*	*	*	*	*	*

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

LIBOR	PSA Prepayment Assumption						
	50%	100%	150%	200%	300%	550%	800%
0.15%	107.9%	104.9%	102.0%	98.9%	92.8%	76.8%	59.9%
0.31%	104.6%	101.6%	98.6%	95.6%	89.5%	73.6%	56.6%
2.31%	64.7%	61.8%	58.8%	55.9%	49.8%	34.0%	17.1%
4.31%	27.5%	24.6%	21.7%	18.7%	12.5%	(3.6)%	(21.0)%
6.20%	*	*	*	*	*	*	*

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

LIBOR	PSA Prepayment Assumption						
	50%	100%	150%	200%	300%	550%	800%
0.15%	107.9%	104.9%	102.0%	98.9%	92.8%	76.8%	59.9%
0.31%	104.6%	101.6%	98.6%	95.6%	89.5%	73.6%	56.6%
2.31%	64.7%	61.8%	58.8%	55.9%	49.8%	34.0%	17.1%
4.31%	27.5%	24.6%	21.7%	18.7%	12.5%	(3.6)%	(21.0)%
6.20%	*	*	*	*	*	*	*

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

LIBOR	PSA Prepayment Assumption						
	50%	100%	150%	200%	300%	550%	800%
0.15%	107.9%	104.9%	102.0%	98.9%	92.8%	76.8%	59.9%
0.31%	104.6%	101.6%	98.6%	95.6%	89.5%	73.6%	56.6%
2.31%	64.7%	61.8%	58.8%	55.9%	49.8%	34.0%	17.1%
4.31%	27.5%	24.6%	21.7%	18.7%	12.5%	(3.6)%	(21.0)%
6.20%	*	*	*	*	*	*	*

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

LIBOR	PSA Prepayment Assumption						
	50%	100%	150%	200%	300%	550%	800%
0.15%	104.6%	101.6%	98.7%	95.6%	89.5%	73.6%	56.6%
0.31%	101.3%	98.4%	95.4%	92.4%	86.2%	70.3%	53.4%
2.31%	61.7%	58.8%	55.8%	52.9%	46.8%	31.0%	14.1%
4.31%	24.8%	21.9%	18.9%	15.9%	9.8%	(6.4)%	(23.9)%
6.05%	*	*	*	*	*	*	*

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

LIBOR	PSA Prepayment Assumption						
	50%	100%	150%	200%	300%	550%	800%
0.15%	107.9%	104.9%	102.0%	98.9%	92.8%	76.8%	59.9%
0.31%	104.6%	101.6%	98.6%	95.6%	89.5%	73.6%	56.6%
2.31%	64.7%	61.8%	58.8%	55.9%	49.8%	34.0%	17.1%
4.31%	27.5%	24.6%	21.7%	18.7%	12.5%	(3.6)%	(21.0)%
6.20%	*	*	*	*	*	*	*

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

LIBOR	PSA Prepayment Assumption					
	50%	100%	250%	400%	700%	1000%
0.15%	114.4%	111.4%	102.3%	92.9%	73.2%	51.8%
0.31%	110.8%	107.8%	98.7%	89.3%	69.6%	48.2%
2.31%	67.1%	64.2%	55.2%	46.0%	26.4%	5.0%
4.31%	26.7%	23.7%	14.7%	5.3%	(14.8)%	(37.2)%
6.00%	*	*	*	*	*	*

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

LIBOR	PSA Prepayment Assumption					
	50%	100%	250%	400%	700%	1000%
0.15%	113.2%	110.2%	101.1%	91.7%	72.0%	50.6%
0.31%	109.6%	106.6%	97.5%	88.1%	68.4%	47.1%
2.31%	66.0%	63.1%	54.1%	44.9%	25.3%	3.9%
4.31%	25.7%	22.7%	13.7%	4.3%	(15.8)%	(38.3)%
5.95%	*	*	*	*	*	*

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

LIBOR	PSA Prepayment Assumption					
	50%	100%	300%	500%	750%	1000%
0.15%	80.7%	76.8%	60.3%	42.6%	18.3%	(9.5)%
0.31%	78.5%	74.6%	58.2%	40.6%	16.4%	(11.3)%
2.31%	51.1%	47.4%	32.3%	16.0%	(6.5)%	(32.2)%
4.31%	25.0%	21.7%	7.6%	(7.4)%	(28.2)%	(52.0)%
6.75%	*	*	*	*	*	*

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

LIBOR	PSA Prepayment Assumption						
	50%	100%	350%	400%	500%	650%	800%
0.15%	114.3%	111.3%	96.0%	92.8%	86.4%	76.5%	66.1%
0.31%	110.7%	107.7%	92.4%	89.2%	82.8%	72.9%	62.6%
2.31%	67.0%	64.1%	49.0%	45.9%	39.5%	29.7%	19.4%
4.31%	26.6%	23.6%	8.4%	5.3%	(1.2)%	(11.4)%	(22.0)%
6.00%	*	*	*	*	*	*	*

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

LIBOR	PSA Prepayment Assumption						
	50%	100%	150%	200%	300%	550%	800%
0.15%	68.5%	64.3%	59.9%	59.9%	59.9%	50.6%	35.7%
0.31%	66.3%	62.1%	57.7%	57.7%	57.7%	48.2%	33.1%
2.31%	39.4%	35.0%	30.3%	30.3%	30.3%	17.9%	0.5%
4.31%	13.1%	7.6%	2.6%	2.6%	2.6%	(14.8)%	(35.9)%
6.05%	*	*	*	*	*	*	*

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

LIBOR	PSA Prepayment Assumption						
	50%	100%	150%	200%	300%	550%	800%
0.15%	107.9%	104.9%	102.0%	98.9%	92.8%	76.8%	59.9%
0.31%	104.6%	101.6%	98.6%	95.6%	89.5%	73.6%	56.6%
2.31%	64.7%	61.8%	58.8%	55.9%	49.8%	34.0%	17.1%
4.31%	27.5%	24.6%	21.7%	18.7%	12.5%	(3.6)%	(21.0)%
6.20%	*	*	*	*	*	*	*

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

LIBOR	PSA Prepayment Assumption						
	50%	100%	150%	200%	300%	550%	800%
0.15%	64.8%	60.5%	56.1%	56.1%	56.1%	46.5%	31.3%
0.31%	62.7%	58.4%	54.0%	54.0%	54.0%	44.2%	28.8%
2.31%	37.4%	32.9%	28.2%	28.2%	28.2%	15.4%	(2.2)%
4.31%	12.4%	6.9%	1.9%	1.9%	1.9%	(15.7)%	(36.9)%
6.10%	*	*	*	*	*	*	*

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

LIBOR	PSA Prepayment Assumption						
	50%	100%	150%	200%	300%	550%	800%
0.15%	65.4%	61.2%	56.8%	56.8%	56.8%	47.2%	32.1%
0.31%	63.4%	59.1%	54.7%	54.7%	54.7%	45.0%	29.6%
2.31%	38.0%	33.5%	28.8%	28.8%	28.8%	16.2%	(1.3)%
4.31%	13.1%	7.6%	2.6%	2.6%	2.6%	(14.8)%	(35.9)%
6.15%	*	*	*	*	*	*	*

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

LIBOR	PSA Prepayment Assumption						
	50%	100%	150%	200%	300%	550%	800%
0.15%	59.1%	56.2%	53.2%	50.2%	44.2%	28.4%	11.4%
0.31%	57.2%	54.3%	51.4%	48.4%	42.3%	26.5%	9.5%
2.31%	34.8%	31.9%	28.9%	25.9%	19.8%	3.8%	(13.5)%
4.31%	12.9%	10.0%	7.0%	4.0%	(2.2)%	(18.5)%	(36.5)%
6.10%	*	*	*	*	*	*	*

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption</u>						
	<u>50%</u>	<u>100%</u>	<u>150%</u>	<u>200%</u>	<u>300%</u>	<u>550%</u>	<u>800%</u>
0.15%	58.5%	55.6%	52.6%	49.6%	43.6%	27.8%	10.8%
0.31%	56.6%	53.7%	50.8%	47.8%	41.7%	25.9%	8.9%
2.31%	34.2%	31.3%	28.3%	25.4%	19.3%	3.2%	(14.1)%
4.31%	12.3%	9.4%	6.4%	3.4%	(2.8)%	(19.1)%	(37.1)%
6.05%	*	*	*	*	*	*	*

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption</u>						
	<u>50%</u>	<u>100%</u>	<u>150%</u>	<u>200%</u>	<u>300%</u>	<u>550%</u>	<u>800%</u>
0.15%	57.9%	55.0%	52.0%	49.1%	43.0%	27.2%	10.2%
0.31%	56.0%	53.1%	50.2%	47.2%	41.2%	25.3%	8.3%
2.31%	33.7%	30.7%	27.8%	24.8%	18.7%	2.7%	(14.7)%
4.31%	11.8%	8.8%	5.9%	2.9%	(3.3)%	(19.7)%	(37.7)%
6.00%	*	*	*	*	*	*	*

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption</u>						
	<u>50%</u>	<u>100%</u>	<u>150%</u>	<u>200%</u>	<u>300%</u>	<u>550%</u>	<u>800%</u>
0.15%	57.3%	54.4%	51.4%	48.5%	42.4%	26.6%	9.6%
0.31%	55.5%	52.5%	49.6%	46.6%	40.6%	24.7%	7.7%
2.31%	33.1%	30.2%	27.2%	24.2%	18.1%	2.1%	(15.3)%
4.31%	11.2%	8.3%	5.3%	2.3%	(3.9)%	(20.3)%	(38.2)%
5.95%	*	*	*	*	*	*	*

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

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

<u>Class</u>	<u>Price</u>
OP	82.0%
OW	82.0%
EO	91.5%
PO	80.0%
NO	86.0%
VO	80.0%
DO	80.0%

Sensitivity of the OP Class to Prepayments

	PSA Prepayment Assumption						
	<u>50%</u>	<u>100%</u>	<u>150%</u>	<u>200%</u>	<u>300%</u>	<u>550%</u>	<u>800%</u>
Pre-Tax Yields to Maturity	1.5%	1.9%	2.5%	3.0%	4.2%	7.2%	10.2%

Sensitivity of the OW Class to Prepayments

	PSA Prepayment Assumption						
	<u>50%</u>	<u>100%</u>	<u>150%</u>	<u>200%</u>	<u>300%</u>	<u>550%</u>	<u>800%</u>
Pre-Tax Yields to Maturity	1.5%	1.9%	2.5%	3.0%	4.2%	7.2%	10.2%

Sensitivity of the EO Class to Prepayments

	PSA Prepayment Assumption					
	<u>50%</u>	<u>100%</u>	<u>250%</u>	<u>400%</u>	<u>700%</u>	<u>1000%</u>
Pre-Tax Yields to Maturity	0.6%	0.8%	1.5%	2.3%	3.9%	5.4%

Sensitivity of the PO Class to Prepayments

	PSA Prepayment Assumption							
	<u>50%</u>	<u>100%</u>	<u>275%</u>	<u>325%</u>	<u>415%</u>	<u>600%</u>	<u>800%</u>	<u>1000%</u>
Pre-Tax Yields to Maturity	2.4%	3.4%	6.4%	6.4%	6.4%	9.5%	13.8%	19.3%

Sensitivity of the NO Class to Prepayments

	PSA Prepayment Assumption				
	<u>50%</u>	<u>100%</u>	<u>300%</u>	<u>450%</u>	<u>600%</u>
Pre-Tax Yields to Maturity	1.3%	1.7%	3.6%	5.5%	7.6%

Sensitivity of the VO Class to Prepayments

	PSA Prepayment Assumption						
	<u>50%</u>	<u>100%</u>	<u>150%</u>	<u>200%</u>	<u>300%</u>	<u>550%</u>	<u>800%</u>
Pre-Tax Yields to Maturity	1.7%	2.2%	2.8%	3.4%	4.8%	8.2%	11.6%

Sensitivity of the DO Class to Prepayments

	PSA Prepayment Assumption						
	<u>50%</u>	<u>100%</u>	<u>150%</u>	<u>200%</u>	<u>300%</u>	<u>550%</u>	<u>800%</u>
Pre-Tax Yields to Maturity	1.7%	2.2%	2.8%	3.4%	4.8%	8.2%	11.6%

The Fixed Rate Interest Only Classes. The yield 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 the Fixed Rate Interest Only Classes would be 0% if prepayments of the related Mortgage Loans were to occur at the following constant rates:

<u>Class</u>	<u>% PSA</u>
NI	306%
MI	468%
PI	560%
DI	895%
EI	394%

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

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

<u>Class</u>	<u>Price*</u>
NI	15.5%
MI	14.0%
PI	15.0%
DI	10.0%
EI	12.0%

* 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 NI Class to Prepayments

	<u>PSA Prepayment Assumption</u>				
	<u>50%</u>	<u>100%</u>	<u>218%</u>	<u>350%</u>	<u>500%</u>
Pre-Tax Yields to Maturity . . .	23.0%	19.1%	8.8%	(4.8)%	(22.9)%

Sensitivity of the MI Class to Prepayments

	<u>PSA Prepayment Assumption</u>				
	<u>50%</u>	<u>100%</u>	<u>300%</u>	<u>450%</u>	<u>600%</u>
Pre-Tax Yields to Maturity . . .	31.4%	27.9%	13.2%	1.5%	(11.0)%

Sensitivity of the PI Class to Prepayments

	<u>PSA Prepayment Assumption</u>							
	<u>50%</u>	<u>100%</u>	<u>275%</u>	<u>325%</u>	<u>415%</u>	<u>600%</u>	<u>800%</u>	<u>1000%</u>
Pre-Tax Yields to Maturity . . .	32.3%	27.2%	11.1%	11.1%	11.1%	(3.6)%	(24.2)%	(48.8)%

Sensitivity of the DI Class to Prepayments

	PSA Prepayment Assumption						
	50%	100%	150%	200%	300%	550%	800%
Pre-Tax Yields to Maturity . . .	54.6%	51.7%	48.7%	45.7%	39.7%	23.8%	6.8%

Sensitivity of the EI Class to Prepayments

	PSA Prepayment Assumption				
	50%	100%	326%	500%	700%
Pre-Tax Yields to Maturity . . .	24.5%	21.2%	5.1%	(8.2)%	(24.9)%

Weighted Average Lives of the Certificates

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

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

- the timing of changes in the rate of principal distributions, and
- the priority sequences of distributions of principal of the Group 1, Group 2, Group 6, Group 8, Group 10 and Group 11 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*	8.00%
Group 2 MBS	360 months	360 months	8.00%
Group 3 MBS	360 months	360 months	8.50%
Group 4 MBS	360 months	360 months	10.00%
Group 5 MBS	180 months	121 months	7.50%
Group 6 MBS	360 months	360 months	7.00%
Group 7 SMBS	360 months	360 months	7.50%
Group 8 MBS	240 months	240 months	7.00%
Group 9 SMBS	360 months	360 months	7.50%
Group 10 MBS	360 months	360 months	7.00%
Group 11 MBS	360 months	360 months	8.00%

* In addition, we have assumed that the Mortgage Loans backing Group 1 MBS have a remaining interest only period of 120 months.

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

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

Percent of Original Principal Balances Outstanding

Date	FA, SA† and MT Classes								PA, PC, PD, PE, PG, PH, PJ, PO and PI† Classes							
	PSA Prepayment Assumption								PSA Prepayment Assumption							
	0%	100%	275%	325%	415%	600%	800%	1000%	0%	100%	275%	325%	415%	600%	800%	1000%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
June 2010	100	94	84	81	76	65	53	41	99	92	80	80	80	77	63	49
June 2011	100	88	70	65	57	41	27	16	98	84	64	64	64	49	32	19
June 2012	100	83	58	52	43	26	14	7	97	77	50	50	50	31	16	7
June 2013	100	78	49	42	32	17	7	3	96	70	38	38	38	20	8	2
June 2014	100	73	41	34	24	11	4	1	95	63	28	28	28	12	4	*
June 2015	100	69	34	27	18	7	2	*	94	56	21	21	21	8	2	0
June 2016	100	65	28	22	14	4	1	*	92	50	16	16	16	5	*	0
June 2017	100	61	24	18	10	3	1	*	91	44	11	11	11	3	0	0
June 2018	100	56	19	14	7	2	*	*	90	36	8	8	8	1	0	0
June 2019	100	51	16	11	5	1	*	*	88	29	6	6	6	1	0	0
June 2020	98	46	13	8	4	1	*	*	84	22	4	4	4	*	0	0
June 2021	96	42	10	7	3	*	*	*	80	15	3	3	3	0	0	0
June 2022	93	38	8	5	2	*	*	*	76	9	2	2	2	0	0	0
June 2023	90	34	7	4	1	*	*	*	71	2	1	1	1	0	0	0
June 2024	88	31	5	3	1	*	*	*	65	*	*	*	*	0	0	0
June 2025	84	27	4	2	1	*	*	*	60	*	*	*	*	0	0	0
June 2026	81	24	3	2	1	*	*	*	54	0	0	0	0	0	0	0
June 2027	77	21	3	1	*	*	*	*	47	0	0	0	0	0	0	0
June 2028	73	18	2	1	*	*	*	*	40	0	0	0	0	0	0	0
June 2029	69	16	1	1	*	*	*	0	33	0	0	0	0	0	0	0
June 2030	64	13	1	1	*	*	*	0	25	0	0	0	0	0	0	0
June 2031	59	11	1	*	*	*	*	0	16	0	0	0	0	0	0	0
June 2032	54	9	1	*	*	*	*	0	7	0	0	0	0	0	0	0
June 2033	48	7	*	*	*	*	*	0	0	0	0	0	0	0	0	0
June 2034	41	5	*	*	*	*	*	0	0	0	0	0	0	0	0	0
June 2035	34	3	*	*	*	*	0	0	0	0	0	0	0	0	0	0
June 2036	27	1	*	*	*	*	0	0	0	0	0	0	0	0	0	0
June 2037	18	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
June 2038	10	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
June 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	22.6	11.2	5.3	4.5	3.5	2.3	1.6	1.1	16.5	7.0	3.8	3.8	3.8	2.6	1.8	1.3

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

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

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

Date	PB Class								Z Class							
	PSA Prepayment Assumption								PSA Prepayment Assumption							
	0%	100%	275%	325%	415%	600%	800%	1000%	0%	100%	275%	325%	415%	600%	800%	1000%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
June 2010	100	100	100	100	100	100	100	100	105	105	100	83	51	0	0	0
June 2011	100	100	100	100	100	100	100	100	109	109	100	71	22	0	0	0
June 2012	100	100	100	100	100	100	100	100	114	114	100	64	6	0	0	0
June 2013	100	100	100	100	100	100	100	100	120	120	100	61	*	0	0	0
June 2014	100	100	100	100	100	100	100	100	125	125	99	59	*	0	0	0
June 2015	100	100	100	100	100	100	100	100	131	131	95	55	*	0	0	0
June 2016	100	100	100	100	100	100	100	25	137	137	88	50	*	0	0	0
June 2017	100	100	100	100	100	100	82	10	143	143	80	45	*	0	0	0
June 2018	100	100	100	100	100	100	42	4	150	150	70	38	*	0	0	0
June 2019	100	100	100	100	100	100	21	2	157	157	60	32	*	0	0	0
June 2020	100	100	100	100	100	100	11	1	164	164	52	27	*	0	0	0
June 2021	100	100	100	100	100	64	5	*	171	171	43	22	*	0	0	0
June 2022	100	100	100	100	100	39	3	*	179	179	36	18	*	0	0	0
June 2023	100	100	100	100	100	24	1	*	188	188	30	14	*	0	0	0
June 2024	100	100	100	100	100	15	1	*	196	175	25	12	*	0	0	0
June 2025	100	100	100	100	100	9	*	*	205	157	20	9	*	0	0	0
June 2026	100	81	81	81	81	5	*	*	215	140	16	7	*	0	0	0
June 2027	100	57	57	57	57	3	*	*	224	123	13	6	*	0	0	0
June 2028	100	39	39	39	39	2	*	*	235	107	10	4	*	0	0	0
June 2029	100	27	27	27	27	1	*	*	246	92	8	3	*	0	0	0
June 2030	100	18	18	18	18	1	*	*	257	78	6	2	*	0	0	0
June 2031	100	12	12	12	12	*	*	*	269	65	4	2	*	0	0	0
June 2032	100	8	8	8	8	*	*	*	281	52	3	1	*	0	0	0
June 2033	5	5	5	5	5	*	*	*	284	40	2	1	*	0	0	0
June 2034	3	3	3	3	3	*	*	0	246	29	1	*	*	0	0	0
June 2035	1	1	1	1	1	*	*	0	204	18	1	*	*	0	0	0
June 2036	*	*	*	*	*	*	*	0	159	8	*	*	*	0	0	0
June 2037	0	0	0	0	0	0	0	0	110	0	0	0	0	0	0	0
June 2038	0	0	0	0	0	0	0	0	57	0	0	0	0	0	0	0
June 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average																
Life (years)**	23.9	19.0	19.0	19.0	19.0	13.1	9.2	6.6	27.2	20.3	12.1	7.4	1.3	0.4	0.2	0.2

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

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

Date	FY, CF, SN†, SX† and SY† Classes							BF Class						
	PSA Prepayment Assumption							PSA Prepayment Assumption						
	0%	100%	150%	200%	300%	550%	800%	0%	100%	150%	200%	300%	550%	800%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100
June 2010	99	96	94	93	90	82	74	99	96	94	93	90	82	74
June 2011	98	89	85	81	74	57	41	98	89	85	81	74	57	41
June 2012	97	83	76	71	60	37	21	97	83	76	71	60	37	21
June 2013	96	76	68	61	48	25	11	96	76	68	61	48	25	11
June 2014	95	71	61	53	39	16	6	95	71	61	53	39	16	6
June 2015	94	65	55	46	31	11	3	94	65	55	46	31	11	3
June 2016	92	60	49	39	25	7	1	92	60	49	39	25	7	1
June 2017	91	55	43	34	20	5	1	91	55	43	34	20	5	1
June 2018	89	51	39	29	16	3	*	89	51	39	29	16	3	*
June 2019	88	46	34	25	13	2	*	88	46	34	25	13	2	*
June 2020	86	42	30	21	10	1	*	86	42	30	21	10	1	*
June 2021	84	38	27	18	8	1	*	84	38	27	18	8	1	*
June 2022	82	35	23	15	6	1	*	82	35	23	15	6	1	*
June 2023	79	32	20	13	5	*	*	79	32	20	13	5	*	*
June 2024	77	28	18	11	4	*	*	77	28	18	11	4	*	*
June 2025	74	26	16	9	3	*	*	74	26	16	9	3	*	*
June 2026	71	23	13	8	2	*	*	71	23	13	8	2	*	*
June 2027	68	20	11	6	2	*	*	68	20	11	6	2	*	*
June 2028	64	18	10	5	1	*	*	64	18	10	5	1	*	*
June 2029	60	15	8	4	1	*	*	60	15	8	4	1	*	*
June 2030	56	13	7	3	1	*	*	56	13	7	3	1	*	*
June 2031	52	11	6	3	1	*	*	52	11	6	3	1	*	*
June 2032	47	9	5	2	*	*	*	47	9	5	2	*	*	*
June 2033	42	8	4	2	*	*	*	42	8	4	2	*	*	*
June 2034	36	6	3	1	*	*	*	36	6	3	1	*	*	*
June 2035	30	4	2	1	*	*	*	30	4	2	1	*	*	*
June 2036	23	3	1	1	*	*	0	23	3	1	1	*	*	0
June 2037	16	2	1	*	*	*	0	16	2	1	*	*	*	0
June 2038	8	*	*	*	*	*	0	8	*	*	*	*	*	0
June 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average														
Life (years)**	20.5	10.8	8.6	7.1	5.1	3.0	2.1	20.5	10.8	8.6	7.1	5.1	3.0	2.1

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

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

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

DC, OP, SF, XS†, DG, DJ, DI†, DO, OW, VO, CL, DK, FM, FW†,
VF, VS†, XF, XV†, XW†, YX†, DA and DB Classes

Date	PSA Prepayment Assumption							CS† Class PSA Prepayment Assumption						
	0%	100%	150%	200%	300%	550%	800%	0%	100%	150%	200%	300%	550%	800%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100
June 2010	99	96	94	93	90	82	74	99	96	94	93	90	82	74
June 2011	98	89	85	81	74	57	41	98	89	85	81	74	57	41
June 2012	97	83	76	71	60	37	21	97	83	76	71	60	37	21
June 2013	96	76	68	61	48	25	11	96	76	68	61	48	25	11
June 2014	95	71	61	53	39	16	6	95	71	61	53	39	16	6
June 2015	94	65	55	46	31	11	3	94	65	55	46	31	11	3
June 2016	92	60	49	39	25	7	1	92	60	49	39	25	7	1
June 2017	91	55	43	34	20	5	1	91	55	43	34	20	5	1
June 2018	89	51	39	29	16	3	*	89	51	39	29	16	3	*
June 2019	88	46	34	25	13	2	*	88	46	34	25	13	2	*
June 2020	86	42	30	21	10	1	*	86	42	30	21	10	1	*
June 2021	84	38	27	18	8	1	*	84	38	27	18	8	1	*
June 2022	82	35	23	15	6	1	*	82	35	23	15	6	1	*
June 2023	79	32	20	13	5	*	*	79	32	20	13	5	*	*
June 2024	77	28	18	11	4	*	*	77	28	18	11	4	*	*
June 2025	74	26	16	9	3	*	*	74	26	16	9	3	*	*
June 2026	71	23	13	8	2	*	*	71	23	13	8	2	*	*
June 2027	68	20	11	6	2	*	*	68	20	11	6	2	*	*
June 2028	64	18	10	5	1	*	*	64	18	10	5	1	*	*
June 2029	60	15	8	4	1	*	*	60	15	8	4	1	*	*
June 2030	56	13	7	3	1	*	*	56	13	7	3	1	*	*
June 2031	52	11	6	3	1	*	*	52	11	6	3	1	*	*
June 2032	47	9	5	2	*	*	*	47	9	5	2	*	*	*
June 2033	42	8	4	2	*	*	*	42	8	4	2	*	*	*
June 2034	36	6	3	1	*	*	*	36	6	3	1	*	*	*
June 2035	30	4	2	1	*	*	*	30	4	2	1	*	*	*
June 2036	23	3	1	1	*	*	0	23	3	1	1	*	*	0
June 2037	16	2	1	*	*	*	0	16	2	1	*	*	*	0
June 2038	8	*	*	*	*	*	0	8	*	*	*	*	*	0
June 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	20.5	10.8	8.6	7.1	5.1	3.0	2.1	20.5	10.8	8.6	7.1	5.1	3.0	2.1

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

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

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

Date	SP†, AF, FX, GF and GS† Classes							WA, TW, WF, WS†, UF, US†, QF and QS† Classes								WB Class						
	PSA Prepayment Assumption							PSA Prepayment Assumption								PSA Prepayment Assumption						
	0%	100%	150%	200%	300%	550%	800%	0%	100%	150%	200%	300%	550%	800%	0%	100%	150%	200%	300%	550%	800%	
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	
June 2010	99	96	94	93	90	82	74	99	94	92	92	92	92	92	100	100	100	100	100	100	100	
June 2011	98	89	85	81	74	57	41	98	85	80	80	80	73	53	100	100	100	100	100	100	100	
June 2012	97	83	76	71	60	37	21	96	77	68	68	68	47	26	100	100	100	100	100	100	100	
June 2013	96	76	68	61	48	25	11	95	68	57	57	57	30	12	100	100	100	100	100	100	100	
June 2014	95	71	61	53	39	16	6	93	60	48	48	48	19	4	100	100	100	100	100	100	100	
June 2015	94	65	55	46	31	11	3	92	53	39	39	39	11	1	100	100	100	100	100	100	100	
June 2016	92	60	49	39	25	7	1	90	46	31	31	31	6	0	100	100	100	100	100	100	64	
June 2017	91	55	43	34	20	5	1	88	39	24	24	24	3	0	100	100	100	100	100	100	32	
June 2018	89	51	39	29	16	3	*	86	33	19	19	19	1	0	100	100	100	100	100	100	16	
June 2019	88	46	34	25	13	2	*	83	28	14	14	14	0	0	100	100	100	100	100	86	8	
June 2020	86	42	30	21	10	1	*	81	22	11	11	11	0	0	100	100	100	100	100	56	4	
June 2021	84	38	27	18	8	1	*	78	17	8	8	8	0	0	100	100	100	100	100	37	2	
June 2022	82	35	23	15	6	1	*	75	12	6	6	6	0	0	100	100	100	100	100	24	1	
June 2023	79	32	20	13	5	*	*	72	8	4	4	4	0	0	100	100	100	100	100	15	1	
June 2024	77	28	18	11	4	*	*	69	3	2	2	2	0	0	100	100	100	100	100	10	*	
June 2025	74	26	16	9	3	*	*	65	1	1	1	1	0	0	100	100	100	100	100	6	*	
June 2026	71	23	13	8	2	*	*	61	*	*	*	*	0	0	100	100	100	100	100	4	*	
June 2027	68	20	11	6	2	*	*	57	0	0	0	0	0	0	100	83	83	83	83	3	*	
June 2028	64	18	10	5	1	*	*	52	0	0	0	0	0	0	100	64	64	64	64	2	*	
June 2029	60	15	8	4	1	*	*	47	0	0	0	0	0	0	100	48	48	48	48	1	*	
June 2030	56	13	7	3	1	*	*	41	0	0	0	0	0	0	100	36	36	36	36	1	*	
June 2031	52	11	6	3	1	*	*	35	0	0	0	0	0	0	100	27	27	27	27	*	*	
June 2032	47	9	5	2	*	*	*	29	0	0	0	0	0	0	100	20	20	20	20	*	*	
June 2033	42	8	4	2	*	*	*	22	0	0	0	0	0	0	100	14	14	14	14	*	*	
June 2034	36	6	3	1	*	*	*	14	0	0	0	0	0	0	100	9	9	9	9	*	*	
June 2035	30	4	2	1	*	*	*	6	0	0	0	0	0	0	100	6	6	6	6	*	*	
June 2036	23	3	1	1	*	*	0	0	0	0	0	0	0	0	3	3	3	3	3	*	*	
June 2037	16	2	1	*	*	*	0	0	0	0	0	0	0	0	2	2	2	2	2	*	*	
June 2038	8	*	*	*	*	*	0	0	0	0	0	0	0	0	*	*	*	*	*	*	0	
June 2039	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)**	20.5	10.8	8.6	7.1	5.1	3.0	2.1	17.7	7.0	5.6	5.6	5.6	3.4	2.4	26.9	20.7	20.7	20.7	20.7	12.0	7.8	

* 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	WU Class							TF, FT, ST†, FL, SL† and EO Classes						FV and SV† Classes					
	PSA Prepayment Assumption							PSA Prepayment Assumption						PSA Prepayment Assumption					
	0%	100%	150%	200%	300%	550%	800%	0%	100%	250%	400%	700%	1000%	0%	100%	300%	500%	750%	1000%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
June 2010	100	100	100	94	81	48	15	99	96	91	86	77	68	99	94	83	72	58	44
June 2011	100	100	100	84	52	0	0	98	89	78	67	47	31	99	87	67	50	31	17
June 2012	100	100	100	75	29	0	0	98	83	65	50	27	12	98	81	54	34	17	7
June 2013	100	100	100	69	14	0	0	97	77	55	37	15	5	97	75	44	24	9	3
June 2014	100	100	100	65	5	0	0	95	71	46	28	9	2	97	70	36	16	5	1
June 2015	100	100	100	62	1	0	0	94	65	38	21	5	1	96	64	29	11	3	*
June 2016	100	100	100	60	*	0	0	93	60	32	16	3	*	95	60	23	8	1	*
June 2017	100	100	98	58	*	0	0	92	55	26	12	2	*	94	55	19	5	1	*
June 2018	100	100	95	55	*	0	0	90	51	22	9	1	*	92	51	15	4	*	*
June 2019	100	100	90	51	*	0	0	89	47	18	6	1	*	91	47	12	3	*	*
June 2020	100	100	84	47	*	0	0	87	43	15	5	*	*	89	43	10	2	*	*
June 2021	100	100	78	42	*	0	0	85	39	12	3	*	*	88	39	8	1	*	*
June 2022	100	100	72	38	*	0	0	83	35	10	3	*	*	86	36	6	1	*	*
June 2023	100	100	65	34	*	0	0	81	32	8	2	*	*	84	32	5	1	*	*
June 2024	100	100	59	30	*	0	0	78	29	7	1	*	*	82	29	4	*	*	*
June 2025	100	95	52	26	*	0	0	75	26	6	1	*	*	79	26	3	*	*	*
June 2026	100	86	46	22	*	0	0	72	23	4	1	*	*	76	23	2	*	*	*
June 2027	100	77	41	19	*	0	0	69	20	4	1	*	*	73	21	2	*	*	*
June 2028	100	69	35	16	*	0	0	66	18	3	*	*	*	70	18	1	*	*	*
June 2029	100	61	30	14	*	0	0	62	16	2	*	*	*	66	16	1	*	*	0
June 2030	100	53	26	11	*	0	0	58	14	2	*	*	0	62	14	1	*	*	0
June 2031	100	45	21	9	*	0	0	53	11	1	*	*	0	58	11	1	*	*	0
June 2032	100	38	17	7	*	0	0	49	10	1	*	*	0	53	9	*	*	*	0
June 2033	100	31	14	6	*	0	0	43	8	1	*	*	0	47	7	*	*	*	0
June 2034	100	24	10	4	*	0	0	37	6	1	*	*	0	41	5	*	*	*	0
June 2035	100	18	8	3	*	0	0	31	4	*	*	*	0	35	4	*	*	*	0
June 2036	99	12	5	2	*	0	0	24	3	*	*	*	0	27	2	*	*	*	0
June 2037	68	6	2	1	*	0	0	17	1	*	*	*	0	19	*	*	*	0	0
June 2038	36	1	*	*	*	0	0	9	*	*	*	0	0	10	0	0	0	0	0
June 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average																			
Life (years)**	28.6	21.7	17.0	10.6	2.3	1.0	0.7	20.8	10.8	6.0	4.0	2.4	1.7	21.6	10.7	4.8	2.8	1.8	1.2

Date	EA, EB, EC, ED, EG and EI† Classes				
	PSA Prepayment Assumption				
	0%	100%	326%	500%	700%
Initial Percent	100	100	100	100	100
June 2010	93	86	73	64	53
June 2011	86	72	53	40	28
June 2012	78	60	37	25	14
June 2013	69	48	26	15	7
June 2014	60	37	17	8	3
June 2015	50	27	11	5	1
June 2016	39	17	6	2	1
June 2017	27	8	2	1	*
June 2018	15	0	0	0	0
June 2019	1	0	0	0	0
June 2020	0	0	0	0	0
June 2021	0	0	0	0	0
June 2022	0	0	0	0	0
June 2023	0	0	0	0	0
June 2024	0	0	0	0	0
Weighted Average					
Life (years)**	5.7	4.1	2.8	2.1	1.5

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

Date	NG and NI† Classes					NJ Class					NK Class				
	PSA Prepayment Assumption					PSA Prepayment Assumption					PSA Prepayment Assumption				
	0%	100%	218%	350%	500%	0%	100%	218%	350%	500%	0%	100%	218%	350%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
June 2010	99	91	84	76	66	99	89	80	70	59	100	100	100	100	100
June 2011	98	83	70	57	43	97	80	64	47	30	100	100	100	100	100
June 2012	96	76	58	42	27	96	70	49	29	11	100	100	100	100	100
June 2013	95	69	48	30	16	94	62	37	15	0	100	100	100	100	88
June 2014	94	62	39	22	8	92	54	26	4	0	100	100	100	100	46
June 2015	92	56	32	15	3	90	46	17	0	0	100	100	100	82	18
June 2016	90	50	26	9	0	88	39	9	0	0	100	100	100	52	0
June 2017	89	44	20	5	0	86	32	3	0	0	100	100	100	30	0
June 2018	87	39	16	2	0	84	26	0	0	0	100	100	87	12	0
June 2019	85	35	12	0	0	81	20	0	0	0	100	100	65	0	0
June 2020	83	30	8	0	0	79	15	0	0	0	100	100	46	0	0
June 2021	80	26	5	0	0	76	10	0	0	0	100	100	30	0	0
June 2022	78	22	3	0	0	73	5	0	0	0	100	100	17	0	0
June 2023	75	18	1	0	0	69	*	0	0	0	100	100	6	0	0
June 2024	72	15	0	0	0	66	0	0	0	0	100	83	0	0	0
June 2025	69	12	0	0	0	62	0	0	0	0	100	65	0	0	0
June 2026	66	9	0	0	0	58	0	0	0	0	100	49	0	0	0
June 2027	62	6	0	0	0	54	0	0	0	0	100	33	0	0	0
June 2028	58	3	0	0	0	49	0	0	0	0	100	19	0	0	0
June 2029	54	1	0	0	0	44	0	0	0	0	100	5	0	0	0
June 2030	50	0	0	0	0	39	0	0	0	0	100	0	0	0	0
June 2031	45	0	0	0	0	33	0	0	0	0	100	0	0	0	0
June 2032	40	0	0	0	0	27	0	0	0	0	100	0	0	0	0
June 2033	34	0	0	0	0	20	0	0	0	0	100	0	0	0	0
June 2034	29	0	0	0	0	13	0	0	0	0	100	0	0	0	0
June 2035	22	0	0	0	0	5	0	0	0	0	100	0	0	0	0
June 2036	16	0	0	0	0	0	0	0	0	0	87	0	0	0	0
June 2037	8	0	0	0	0	0	0	0	0	0	47	0	0	0	0
June 2038	1	0	0	0	0	0	0	0	0	0	4	0	0	0	0
June 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average															
Life (years)**	19.2	8.0	4.7	3.1	2.1	17.3	6.0	3.4	2.2	1.5	27.9	17.1	11.0	7.3	5.1

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

Date	BN Class					MI† Class				
	PSA Prepayment Assumption					PSA Prepayment Assumption				
	0%	100%	218%	350%	500%	0%	100%	300%	450%	600%
Initial Percent	100	100	100	100	100	100	100	100	100	100
June 2010	100	100	100	100	100	99	92	81	72	63
June 2011	100	100	100	100	100	98	85	65	51	39
June 2012	100	100	100	100	100	97	78	52	37	25
June 2013	100	100	100	100	100	96	72	42	26	15
June 2014	100	100	100	100	100	95	66	33	19	10
June 2015	100	100	100	100	100	93	60	27	13	6
June 2016	100	100	100	100	96	92	55	21	9	4
June 2017	100	100	100	100	65	90	50	17	7	2
June 2018	100	100	100	100	43	89	46	13	5	1
June 2019	100	100	100	97	29	87	41	11	3	1
June 2020	100	100	100	73	19	85	37	8	2	1
June 2021	100	100	100	55	13	83	33	6	2	*
June 2022	100	100	100	41	8	80	30	5	1	*
June 2023	100	100	100	30	6	78	26	4	1	*
June 2024	100	100	92	22	4	75	23	3	1	*
June 2025	100	100	73	16	2	73	20	2	*	*
June 2026	100	100	57	11	1	70	17	2	*	*
June 2027	100	100	44	8	1	66	15	1	*	*
June 2028	100	100	33	5	1	63	12	1	*	*
June 2029	100	100	24	3	*	59	10	1	*	*
June 2030	100	83	16	2	*	55	8	*	*	*
June 2031	100	55	10	1	*	50	6	*	*	*
June 2032	100	30	5	1	*	46	4	*	*	*
June 2033	100	6	1	*	*	40	2	*	*	*
June 2034	100	0	0	0	0	35	1	*	*	*
June 2035	100	0	0	0	0	29	0	0	0	0
June 2036	100	0	0	0	0	22	0	0	0	0
June 2037	100	0	0	0	0	16	0	0	0	0
June 2038	100	0	0	0	0	8	0	0	0	0
June 2039	0	0	0	0	0	0	0	0	0	0
Weighted Average										
Life (years)**	29.6	22.3	18.1	13.2	9.4	20.2	9.4	4.5	3.0	2.2

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

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

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

Date	EL Class					EM Class				
	PSA Prepayment Assumption					PSA Prepayment Assumption				
	0%	100%	271%	400%	550%	0%	100%	271%	400%	550%
Initial Percent	100	100	100	100	100	100	100	100	100	100
June 2010	98	95	92	90	88	100	100	100	100	100
June 2011	95	88	79	72	65	100	100	100	100	100
June 2012	92	80	64	53	42	100	100	100	100	100
June 2013	89	72	51	38	26	100	100	100	100	100
June 2014	86	64	40	27	16	100	100	100	100	100
June 2015	82	58	32	19	9	100	100	100	100	100
June 2016	79	51	25	13	5	100	100	100	100	100
June 2017	75	45	19	9	2	100	100	100	100	100
June 2018	71	39	14	6	1	100	100	100	100	100
June 2019	66	34	11	3	0	100	100	100	100	80
June 2020	61	29	8	2	0	100	100	100	100	49
June 2021	56	25	5	*	0	100	100	100	100	30
June 2022	50	20	3	0	0	100	100	100	80	18
June 2023	44	16	2	0	0	100	100	100	53	11
June 2024	38	12	1	0	0	100	100	100	34	6
June 2025	31	9	0	0	0	100	100	89	21	3
June 2026	23	6	0	0	0	100	100	56	12	2
June 2027	15	3	0	0	0	100	100	31	6	1
June 2028	7	0	0	0	0	100	97	12	2	*
June 2029	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	12.1	8.0	5.0	3.8	3.1	19.9	19.4	17.4	14.6	11.5

Date	NO Class					DE Class					DH Class				
	PSA Prepayment Assumption					PSA Prepayment Assumption					PSA Prepayment Assumption				
	0%	100%	300%	450%	600%	0%	100%	218%	350%	500%	0%	100%	218%	350%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
June 2010	99	92	81	72	63	99	89	80	70	59	100	100	100	100	100
June 2011	98	85	65	51	40	97	80	64	47	30	100	100	100	100	100
June 2012	97	78	52	37	25	96	70	49	29	11	100	100	100	100	100
June 2013	96	72	42	26	16	94	62	37	15	0	100	100	100	100	92
June 2014	95	66	33	19	10	92	54	26	4	0	100	100	100	100	62
June 2015	93	61	27	13	6	90	46	17	0	0	100	100	100	87	42
June 2016	92	55	21	9	4	88	39	9	0	0	100	100	100	67	29
June 2017	90	51	17	7	2	86	32	3	0	0	100	100	100	51	19
June 2018	89	46	13	5	1	84	26	0	0	0	100	100	91	38	13
June 2019	87	42	11	3	1	81	20	0	0	0	100	100	75	29	9
June 2020	85	38	8	2	1	79	15	0	0	0	100	100	62	22	6
June 2021	83	34	7	2	*	76	10	0	0	0	100	100	51	16	4
June 2022	80	30	5	1	*	73	5	0	0	0	100	100	42	12	3
June 2023	78	27	4	1	*	69	*	0	0	0	100	100	34	9	2
June 2024	75	24	3	1	*	66	0	0	0	0	100	88	27	6	1
June 2025	73	21	2	*	*	62	0	0	0	0	100	76	22	5	1
June 2026	70	18	2	*	*	58	0	0	0	0	100	64	17	3	*
June 2027	66	16	1	*	*	54	0	0	0	0	100	53	13	2	*
June 2028	63	13	1	*	*	49	0	0	0	0	100	43	10	2	*
June 2029	59	11	1	*	*	44	0	0	0	0	100	33	7	1	*
June 2030	55	9	*	*	*	39	0	0	0	0	100	25	5	1	*
June 2031	50	7	*	*	*	33	0	0	0	0	100	16	3	*	*
June 2032	46	5	*	*	*	27	0	0	0	0	100	9	1	*	*
June 2033	40	3	*	*	*	20	0	0	0	0	100	2	*	*	*
June 2034	35	2	*	*	*	13	0	0	0	0	100	0	0	0	0
June 2035	29	0	0	0	0	5	0	0	0	0	100	0	0	0	0
June 2036	22	0	0	0	0	0	0	0	0	0	91	0	0	0	0
June 2037	16	0	0	0	0	0	0	0	0	0	62	0	0	0	0
June 2038	8	0	0	0	0	0	0	0	0	0	32	0	0	0	0
June 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	20.2	9.6	4.5	3.0	2.2	17.3	6.0	3.4	2.2	1.5	28.4	18.6	13.1	9.1	6.3

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

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

Date	CA Class							CB Class							CZ Class						
	PSA Prepayment Assumption							PSA Prepayment Assumption							PSA Prepayment Assumption						
	0%	100%	350%	400%	500%	650%	800%	0%	100%	350%	400%	500%	650%	800%	0%	100%	350%	400%	500%	650%	800%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
June 2010	98	94	86	86	86	86	86	100	100	100	100	100	100	100	105	105	100	89	67	34	1
June 2011	96	86	65	65	65	58	47	100	100	100	100	100	100	100	109	109	100	75	26	0	0
June 2012	94	77	46	46	46	34	23	100	100	100	100	100	100	100	114	114	100	67	5	0	0
June 2013	92	69	32	32	32	20	11	100	100	100	100	100	100	100	120	120	100	64	*	0	0
June 2014	90	61	22	22	22	11	5	100	100	100	100	100	100	100	125	125	96	59	*	0	0
June 2015	88	54	14	14	14	6	2	100	100	100	100	100	100	100	131	131	87	53	*	0	0
June 2016	85	47	9	9	9	3	*	100	100	100	100	100	100	100	137	137	75	45	*	0	0
June 2017	82	40	6	6	6	1	0	100	100	100	100	100	100	55	143	143	64	37	*	0	0
June 2018	79	33	4	4	4	*	0	100	100	100	100	100	100	28	150	150	53	30	*	0	0
June 2019	76	27	2	2	2	0	0	100	100	100	100	100	100	62	157	157	44	24	*	0	0
June 2020	73	21	1	1	1	0	0	100	100	100	100	100	37	7	164	164	35	19	*	0	0
June 2021	69	16	*	*	*	0	0	100	100	100	100	100	22	4	171	171	28	15	*	0	0
June 2022	65	10	0	0	0	0	0	100	100	70	70	70	13	2	179	179	22	11	*	0	0
June 2023	61	5	0	0	0	0	0	100	100	47	47	47	8	1	188	188	18	9	*	0	0
June 2024	57	0	0	0	0	0	0	100	74	31	31	31	4	*	196	196	14	7	*	0	0
June 2025	52	0	0	0	0	0	0	100	21	21	21	21	3	*	205	180	11	5	*	0	0
June 2026	47	0	0	0	0	0	0	100	14	14	14	14	1	*	215	161	8	4	*	0	0
June 2027	41	0	0	0	0	0	0	100	9	9	9	9	1	*	224	143	6	3	*	0	0
June 2028	35	0	0	0	0	0	0	100	6	6	6	6	*	*	235	126	5	2	*	0	0
June 2029	29	0	0	0	0	0	0	100	4	4	4	4	*	*	246	110	3	1	*	0	0
June 2030	22	0	0	0	0	0	0	100	3	3	3	3	*	*	257	95	3	1	*	0	0
June 2031	15	0	0	0	0	0	0	100	2	2	2	2	*	*	269	80	2	1	*	0	0
June 2032	8	0	0	0	0	0	0	100	1	1	1	1	*	*	281	67	1	*	*	0	0
June 2033	0	0	0	0	0	0	0	48	1	1	1	1	*	*	294	54	1	*	*	0	0
June 2034	0	0	0	0	0	0	0	*	*	*	*	*	*	*	258	42	1	*	*	0	0
June 2035	0	0	0	0	0	0	0	*	*	*	*	*	*	*	214	31	*	*	*	0	0
June 2036	0	0	0	0	0	0	0	*	*	*	*	*	*	*	167	21	*	*	*	0	0
June 2037	0	0	0	0	0	0	0	*	*	*	*	*	*	*	116	11	*	*	*	0	0
June 2038	0	0	0	0	0	0	0	*	*	*	*	*	*	0	60	1	*	*	*	0	0
June 2039	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)**	15.1	6.9	3.4	3.4	3.4	2.7	2.3	24.0	15.8	14.6	14.6	14.6	11.0	8.6	27.3	21.2	10.3	6.7	1.5	0.8	0.6

Date	EF, ES† and WT Classes							NT†† Class				
	PSA Prepayment Assumption							PSA Prepayment Assumption				
	0%	100%	350%	400%	500%	650%	800%	0%	100%	300%	450%	600%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100
June 2010	99	96	88	86	83	79	74	99	92	81	72	63
June 2011	98	89	70	67	60	50	41	98	85	65	51	40
June 2012	97	83	55	50	41	30	21	97	78	52	37	25
June 2013	96	76	43	37	28	18	11	96	72	42	26	16
June 2014	95	71	33	28	20	11	6	95	66	33	19	10
June 2015	94	65	26	21	13	7	3	93	61	27	13	6
June 2016	92	60	20	16	9	4	1	92	55	21	9	4
June 2017	91	55	15	12	6	2	1	90	51	17	7	2
June 2018	89	51	12	9	4	1	*	89	46	13	5	1
June 2019	88	46	9	6	3	1	*	87	42	11	3	1
June 2020	86	42	7	5	2	*	*	85	38	8	2	1
June 2021	84	38	5	3	1	*	*	83	34	7	2	*
June 2022	82	35	4	3	1	*	*	80	30	5	1	*
June 2023	79	32	3	2	1	*	*	78	27	4	1	*
June 2024	77	28	2	1	*	*	*	75	24	3	1	*
June 2025	74	26	2	1	*	*	*	73	21	2	*	*
June 2026	71	23	1	1	*	*	*	70	18	2	*	*
June 2027	68	20	1	1	*	*	*	66	16	1	*	*
June 2028	64	18	1	*	*	*	*	63	13	1	*	*
June 2029	60	15	1	*	*	*	*	59	11	1	*	*
June 2030	56	13	*	*	*	*	*	55	9	*	*	*
June 2031	52	11	*	*	*	*	*	50	7	*	*	*
June 2032	47	9	*	*	*	*	*	46	5	*	*	*
June 2033	42	8	*	*	*	*	*	40	3	*	*	*
June 2034	36	6	*	*	*	*	*	35	2	*	*	*
June 2035	30	4	*	*	*	*	*	29	0	0	0	0
June 2036	23	3	*	*	*	*	0	22	0	0	0	0
June 2037	16	2	*	*	*	*	0	16	0	0	0	0
June 2038	8	*	*	*	*	*	0	8	0	0	0	0
June 2039	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	20.5	10.8	4.5	4.0	3.3	2.6	2.1	20.2	9.6	4.5	3.0	2.2

* 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, Principal Only Classes and 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	325% PSA
2	200% PSA
3	400% PSA
4	500% PSA
5	326% PSA
6	218% PSA
7	300% PSA
8	271% PSA
9	300% PSA
10	218% PSA
11	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 PE, PI, PG, PH, PO, PJ, EB, EI, EC, ED, EG, QF, QS, WF, WS, VF, XF, FM, FW, PC, PD, UF, US, DI, YX, XV, VS and XW Classes of RCR Certificates are Strip RCR Certificates. The VO and DO Classes represent (i) the right to receive a portion of the principal on the WU, WB, WA and TW Classes and (ii) a beneficial ownership of an undivided interest in the OW Class. The DC, DG, DJ and DK Classes represent (i) the right to receive all of the interest and a portion of the principal on the WU, WB, WA and TW Classes and (ii) a beneficial ownership of an undivided interest in the OW Class. The DA Class represents (i) the right to receive all of the principal and a portion of the interest on the WU, WB, WA and TW Classes and (ii) a beneficial ownership of an undivided interest in the OW Class. To the extent any such Class represents the right to receive a portion of the payments on a Class, it will be treated as a Strip RCR Certificate. To the extent any such Class represents a beneficial ownership of an undivided interest in a Class, it will be treated as a Combination RCR Certificate. The remaining Classes of RCR Certificates are Combination RCR Certificates. See “Material Federal Income Tax Consequences—Taxation of Beneficial Owners of RCR Certificates” in the REMIC Prospectus for a general discussion of the federal income tax treatment of beneficial owners of RCR Certificates.

PLAN OF DISTRIBUTION

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

LEGAL MATTERS

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

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								
FA	\$228,977,384	MT	\$228,977,384	PT	7.00%	FIX	31396QHD4	July 2039
SA	228,977,384(3)							
Recombination 2								
PA	283,531,000	PC	283,531,000	PAC/AD	3.50	FIX	31396QHE2	July 2039
		PI	51,551,090(3)	NTL	5.50	FIX/IO	31396QHM4	July 2039
Recombination 3								
PA	283,531,000	PD	283,531,000	PAC/AD	3.75	FIX	31396QHF9	July 2039
		PI	38,663,318(3)	NTL	5.50	FIX/IO	31396QHM4	July 2039
Recombination 4								
PA	283,531,000	PE	283,531,000	PAC/AD	4.00	FIX	31396QHG7	July 2039
		PI	25,775,545(3)	NTL	5.50	FIX/IO	31396QHM4	July 2039
Recombination 5								
PA	283,531,000	PG	283,531,000	PAC/AD	4.25	FIX	31396QHH5	July 2039
		PI	12,887,773(3)	NTL	5.50	FIX/IO	31396QHM4	July 2039
Recombination 6								
PA	283,531,000	PH	268,608,315	PAC/AD	4.75	FIX	31396QHJ1	July 2039
		PO	14,922,685	PAC/AD	0.00	PO	31396QHL6	July 2039
Recombination 7								
PA	283,531,000	PJ	255,177,900	PAC/AD	5.00	FIX	31396QHK8	July 2039
		PO	28,353,100	PAC/AD	0.00	PO	31396QHL6	July 2039
Recombination 8								
FY	75,402,283	BF	160,000,000	PT	(4)	FLT	31396QHQ5	July 2039
FX	84,597,717							
Recombination 9								
SP	284,597,717(3)	CS	350,000,000(3)	NTL	(4)	INV/IO	31396QHR3	July 2039
SN	65,402,283(3)							
Recombination 10								
TW	111,689,333	UF	111,689,333	PAC	(4)	FLT	31396QHS1	March 2039
		US	111,689,333(3)	NTL	(4)	INV/IO	31396QHT9	March 2039

REMIC Certificates		RCR Certificates						
Classes	Original Balances	RCR Classes	Original Balances	Principal Type(2)	Interest Rate	Interest Type(2)	CUSIP Number	Final Distribution Date
Recombination 11		QF	\$111,689,333	PAC	(4)	FLT	31396QHU6	March 2039
TW	\$111,689,333	QS	111,689,333(3)	NTL	(4)	INV/IO	31396QHV4	March 2039
Recombination 12		WF	111,689,333	PAC	(4)	FLT	31396QHN2	March 2039
TW	111,689,333	WS	111,689,333(3)	NTL	(4)	INV/IO	31396QHP7	March 2039
Recombination 13		VF	296,071,428	PT	(4)	FLT	31396QHW2	July 2039
OW	83,737,374	VS	296,071,428(3)	NTL	(4)	INV/IO	31396QHX0	July 2039
WU	89,062,903	VO	164,484,128	PT	0.00%	PO	31396QHY8	July 2039
WB	8,531,946							
WA	167,534,000							
TW	111,689,333							
Recombination 14		XF	296,071,428	PT	(4)	FLT	31396QHZ5	July 2039
OW	83,737,374	YX	296,071,428(3)	NTL	(4)	INV/IO	31396QJA8	July 2039
WU	89,062,903	VO	164,484,128	PT	0.00	PO	31396QHY8	July 2039
WB	8,531,946							
WA	167,534,000							
TW	111,689,333							
Recombination 15		FM	296,071,428	PT	(4)	FLT	31396QJB6	July 2039
OW	83,737,374	XV	296,071,428(3)	NTL	(4)	INV/IO	31396QJC4	July 2039
WU	89,062,903	VO	164,484,128	PT	0.00	PO	31396QHY8	July 2039
WB	8,531,946							
WA	167,534,000							
TW	111,689,333							
Recombination 16		FW	296,071,428	PT	(4)	FLT	31396QJD2	July 2039
OW	83,737,374	XW	296,071,428(3)	NTL	(4)	INV/IO	31396QJE0	July 2039
WU	89,062,903	VO	164,484,128	PT	0.00	PO	31396QHY8	July 2039
WB	8,531,946							
WA	167,534,000							
TW	111,689,333							

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 17								
OW	\$ 83,737,374	DA	\$460,555,556	PT	4.25%	FIX	31396QJF7	July 2039
WU	89,062,903	DI	20,934,343(3)	NTL	5.50	FIX/IO	31396QJN0	July 2039
WB	8,531,946							
WA	167,534,000							
TW	111,689,333							
Recombination 18								
OW	83,737,374	DB	460,555,556	PT	4.50	FIX	31396QJG5	July 2039
WU	89,062,903							
WB	8,531,946							
WA	167,534,000							
TW	111,689,333							
Recombination 19								
OW	83,737,374	DC	436,315,789	PT	4.75	FIX	31396QJH3	July 2039
WU	89,062,903	DO	24,239,767	PT	0.00	PO	31396QJM2	July 2039
WB	8,531,946							
WA	167,534,000							
TW	111,689,333							
Recombination 20								
OW	83,737,374	DG	414,500,000	PT	5.00	FIX	31396QJJ9	July 2039
WU	89,062,903	DO	46,055,556	PT	0.00	PO	31396QJM2	July 2039
WB	8,531,946							
WA	167,534,000							
TW	111,689,333							
Recombination 21								
OW	83,737,374	DJ	394,761,905	PT	5.25	FIX	31396QJK6	July 2039
WU	89,062,903	DO	65,793,651	PT	0.00	PO	31396QJM2	July 2039
WB	8,531,946							
WA	167,534,000							
TW	111,689,333							

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 22								
OW	\$ 83,737,374	DK	\$296,071,428	PT	7.00%	FIX	31396QJL4	July 2039
WU	89,062,903	DO	164,484,128	PT	0.00	PO	31396QJM2	July 2039
WB	8,531,946							
WA	167,534,000							
TW	111,689,333							
Recombination 23								
EA	225,612,396	EB	225,612,396	PT	3.00	FIX	31396QJP5	August 2019
		EI	90,244,958(3)	NTL	5.00	FIX/IO	31396QJT7	August 2019
Recombination 24								
EA	225,612,396	EC	225,612,396	PT	3.50	FIX	31396QJQ3	August 2019
		EI	67,683,719(3)	NTL	5.00	FIX/IO	31396QJT7	August 2019
Recombination 25								
EA	225,612,396	ED	225,612,396	PT	4.00	FIX	31396QJR1	August 2019
		EI	45,122,479(3)	NTL	5.00	FIX/IO	31396QJT7	August 2019
Recombination 26								
EA	225,612,396	EG	225,612,396	PT	4.50	FIX	31396QJS9	August 2019
		EI	22,561,240(3)	NTL	5.00	FIX/IO	31396QJT7	August 2019
Recombination 27								
MI	360,000,000(3)	NT(5)	300,000,000	PT	(6)	WAC	31396QJU4	July 2039
NO	300,000,000							
Recombination 28								
EF	9,252,952	WT	9,252,952	PT	7.00	FIX	31396QJV2	July 2039
ES	9,252,952(3)							

- (1) REMIC Certificates and RCR Certificates in each Recombination may be exchanged only in the proportions of *original* principal balances for the related Classes shown in this Schedule 1 (disregarding any retired Classes). For example, if a particular Recombination includes two REMIC Classes and one RCR Class whose *original* principal balances shown in the schedule reflect a 1:1:2 relationship, the same 1:1:2 relationship among the *original* principal balances of those REMIC and RCR Classes must be maintained in any exchange. This is true even if, as a result of the applicable payment priority sequence, the relationship between their *current* principal balances has changed over time. Moreover, if as a result of a proposed exchange, a Certificateholder would hold a REMIC Certificate or RCR Certificate of a Class in an amount less than the applicable minimum denomination for that Class, the Certificateholder will be unable to effect the proposed exchange. See “Description of the Certificates—General—*Authorized Denominations*” in this prospectus supplement.
- (2) See “Description of the Certificates—Class Definitions and Abbreviations” in the REMIC Prospectus.
- (3) Notional balances. These Classes are Interest Only Classes. See page S-10 for a description of how their notional balances are calculated.
- (4) For a description of this interest rate, see “Summary—Interest Rates” in this prospectus supplement.
- (5) The NT Class is an RCR Class formed from a combination of the MI Class in Group 7 and the NO Class in Group 9.
- (6) Each NT Class Certificate will receive monthly interest equal to the amount of interest accrued on the Certificates of the MI Class which, together with Certificates of the NO Class, were exchanged for that NT Class Certificate. See “Description of the Certificates—Distributions of Interest—*Weighted Average Coupon Classes*” in this prospectus supplement. As a result of the foregoing, the amount of interest payable on the NT Class Certificates will not be determined on the basis of their principal balances.

Principal Balance Schedules

Aggregate Group I Planned Balances

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
Initial Balance	\$285,792,000.00	October 2013.	\$ 99,850,681.10	February 2018.	\$ 28,243,693.79
July 2009	281,005,225.25	November 2013	97,498,033.28	March 2018	27,514,694.08
August 2009	276,315,023.78	December 2013	95,199,025.51	April 2018	26,804,054.15
September 2009 . . .	271,510,643.85	January 2014	92,954,228.36	May 2018	26,111,319.35
October 2009.	266,597,752.67	February 2014.	90,762,363.56	June 2018.	25,436,046.15
November 2009	261,758,135.40	March 2014	88,622,182.95	July 2018	24,777,801.88
December 2009	256,990,699.20	April 2014	86,532,467.83	August 2018	24,136,164.48
January 2010	252,294,367.49	May 2014	84,492,028.22	September 2018 . . .	23,510,722.18
February 2010.	247,668,079.80	June 2014.	82,499,702.19	October 2018.	22,901,073.34
March 2010	243,110,791.44	July 2014	80,554,355.24	November 2018	22,306,826.13
April 2010	238,621,473.30	August 2014	78,654,879.58	December 2018	21,727,598.32
May 2010	234,199,111.65	September 2014 . . .	76,800,193.59	January 2019	21,163,017.07
June 2010.	229,842,707.85	October 2014.	74,989,241.11	February 2019.	20,612,718.64
July 2010	225,551,278.16	November 2014	73,220,990.91	March 2019	20,076,348.25
August 2010	221,323,853.52	December 2014	71,494,436.08	April 2019	19,553,559.79
September 2010 . . .	217,159,479.32	January 2015	69,808,593.42	May 2019	19,044,015.66
October 2010.	213,057,215.19	February 2015.	68,162,502.95	June 2019.	18,547,386.52
November 2010	209,016,134.77	March 2015	66,555,227.32	July 2019	18,063,351.13
December 2010	205,035,325.53	April 2015	64,985,851.26	August 2019	17,591,596.13
January 2011	201,113,888.56	May 2015	63,453,481.11	September 2019 . . .	17,131,815.85
February 2011.	197,250,938.34	June 2015.	61,957,244.27	October 2019.	16,683,712.14
March 2011	193,445,602.56	July 2015	60,496,288.70	November 2019	16,246,994.15
April 2011	189,697,021.91	August 2015	59,069,782.49	December 2019	15,821,378.20
May 2011	186,004,349.94	September 2015 . . .	57,676,913.31	January 2020	15,406,587.56
June 2011.	182,366,752.76	October 2015.	56,316,888.00	February 2020.	15,002,352.33
July 2011	178,783,408.97	November 2015	54,988,932.10	March 2020	14,608,409.21
August 2011	175,253,509.40	December 2015	53,692,289.41	April 2020	14,224,501.42
September 2011 . . .	171,776,256.94	January 2016	52,426,221.58	May 2020	13,850,378.45
October 2011.	168,350,866.39	February 2016.	51,190,007.64	June 2020.	13,485,795.99
November 2011	164,976,564.24	March 2016	49,982,943.64	July 2020	13,130,515.72
December 2011	161,652,588.53	April 2016	48,804,342.22	August 2020	12,784,305.21
January 2012	158,378,188.65	May 2016	47,653,532.24	September 2020 . . .	12,446,937.74
February 2012.	155,152,625.22	June 2016.	46,529,858.37	October 2020.	12,118,192.17
March 2012	151,975,169.84	July 2016	45,432,680.74	November 2020	11,797,852.82
April 2012	148,845,105.00	August 2016	44,361,374.57	December 2020	11,485,709.31
May 2012	145,761,723.90	September 2016 . . .	43,315,329.81	January 2021	11,181,556.47
June 2012.	142,724,330.26	October 2016.	42,293,950.81	February 2021.	10,885,194.18
July 2012	139,732,238.20	November 2016	41,296,655.93	March 2021	10,596,427.23
August 2012	136,784,772.05	December 2016	40,322,877.27	April 2021	10,315,065.27
September 2012 . . .	133,881,266.25	January 2017	39,372,060.33	May 2021	10,040,922.62
October 2012.	131,021,065.14	February 2017.	38,443,663.66	June 2021.	9,773,818.19
November 2012	128,203,522.84	March 2017	37,537,158.59	July 2021	9,513,575.36
December 2012	125,428,003.12	April 2017	36,652,028.93	August 2021	9,260,021.88
January 2013	122,693,879.23	May 2017	35,711,771.89	September 2021 . . .	9,012,989.74
February 2013.	120,000,533.76	June 2017.	34,795,097.24	October 2021.	8,772,315.11
March 2013	117,347,358.52	July 2017	33,901,422.71	November 2021	8,537,838.17
April 2013	114,733,754.38	August 2017	33,030,180.25	December 2021	8,309,403.10
May 2013	112,159,131.16	September 2017 . . .	32,180,815.66	January 2022	8,086,857.89
June 2013.	109,622,907.47	October 2017.	31,352,788.30	February 2022.	7,870,054.32
July 2013	107,124,510.60	November 2017	30,545,570.73	March 2022	7,658,847.83
August 2013	104,663,376.37	December 2017	29,758,648.39	April 2022	7,453,097.43
September 2013 . . .	102,238,949.02	January 2018	28,991,519.31	May 2022	7,252,665.64

Aggregate Group I (Continued)

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
June 2022	\$ 7,057,418.37	January 2027	\$ 1,484,205.53	August 2031	\$ 251,256.98
July 2022	6,867,224.86	February 2027	1,440,723.54	September 2031	242,303.89
August 2022	6,681,957.59	March 2027	1,398,424.34	October 2031	233,618.09
September 2022	6,501,492.20	April 2027	1,357,277.11	November 2031	225,192.23
October 2022	6,325,707.42	May 2027	1,317,251.81	December 2031	217,019.16
November 2022	6,154,484.98	June 2027	1,278,319.19	January 2032	209,091.92
December 2022	5,987,709.56	July 2027	1,240,450.70	February 2032	201,403.71
January 2023	5,825,268.69	August 2027	1,203,618.54	March 2032	193,947.95
February 2023	5,667,052.69	September 2027	1,167,795.61	April 2032	186,718.19
March 2023	5,512,954.63	October 2027	1,132,955.51	May 2032	179,708.18
April 2023	5,362,870.20	November 2027	1,099,072.49	June 2032	172,911.82
May 2023	5,216,697.71	December 2027	1,066,121.46	July 2032	166,323.17
June 2023	5,074,338.00	January 2028	1,034,077.99	August 2032	159,936.46
July 2023	4,935,694.36	February 2028	1,002,918.24	September 2032	153,746.05
August 2023	4,800,672.49	March 2028	972,619.01	October 2032	147,746.47
September 2023	4,669,180.45	April 2028	943,157.65	November 2032	141,932.40
October 2023	4,541,128.59	May 2028	914,512.13	December 2032	136,298.63
November 2023	4,416,429.46	June 2028	886,660.96	January 2033	130,840.11
December 2023	4,294,997.84	July 2028	859,583.19	February 2033	125,551.92
January 2024	4,176,750.60	August 2028	833,258.44	March 2033	120,429.28
February 2024	4,061,606.69	September 2028	807,666.80	April 2033	115,467.52
March 2024	3,949,487.08	October 2028	782,788.92	May 2033	110,662.10
April 2024	3,840,314.72	November 2028	758,605.90	June 2033	106,008.61
May 2024	3,734,014.48	December 2028	735,099.37	July 2033	101,502.75
June 2024	3,630,513.10	January 2029	712,251.38	August 2033	97,140.32
July 2024	3,529,739.16	February 2029	690,044.49	September 2033	92,917.27
August 2024	3,431,623.03	March 2029	668,461.66	October 2033	88,829.62
September 2024	3,336,096.79	April 2029	647,486.33	November 2033	84,873.52
October 2024	3,243,094.25	May 2029	627,102.33	December 2033	81,045.21
November 2024	3,152,550.87	June 2029	607,293.93	January 2034	77,341.04
December 2024	3,064,403.72	July 2029	588,045.78	February 2034	73,757.45
January 2025	2,978,591.44	August 2029	569,342.96	March 2034	70,290.99
February 2025	2,895,054.22	September 2029	551,170.90	April 2034	66,938.27
March 2025	2,813,733.74	October 2029	533,515.42	May 2034	63,696.04
April 2025	2,734,573.14	November 2029	516,362.71	June 2034	60,561.09
May 2025	2,657,517.00	December 2029	499,699.30	July 2034	57,530.33
June 2025	2,582,511.27	January 2030	483,512.08	August 2034	54,600.74
July 2025	2,509,503.28	February 2030	467,788.27	September 2034	51,769.38
August 2025	2,438,441.66	March 2030	452,515.44	October 2034	49,033.40
September 2025	2,369,276.33	April 2030	437,681.46	November 2034	46,390.00
October 2025	2,301,958.50	May 2030	423,274.51	December 2034	43,836.50
November 2025	2,236,440.57	June 2030	409,283.10	January 2035	41,370.25
December 2025	2,172,676.16	July 2030	395,696.02	February 2035	38,988.70
January 2026	2,110,620.04	August 2030	382,502.36	March 2035	36,689.35
February 2026	2,050,228.14	September 2030	369,691.47	April 2035	34,469.80
March 2026	1,991,457.47	October 2030	357,253.00	May 2035	32,327.67
April 2026	1,934,266.15	November 2030	345,176.88	June 2035	30,260.68
May 2026	1,878,613.35	December 2030	333,453.26	July 2035	28,266.60
June 2026	1,824,459.25	January 2031	322,072.58	August 2035	26,343.25
July 2026	1,771,765.06	February 2031	311,025.52	September 2035	24,488.54
August 2026	1,720,492.96	March 2031	300,303.00	October 2035	22,700.42
September 2026	1,670,606.08	April 2031	289,896.18	November 2035	20,976.88
October 2026	1,622,068.49	May 2031	279,796.44	December 2035	19,315.98
November 2026	1,574,845.15	June 2031	269,995.41	January 2036	17,715.85
December 2026	1,528,901.92	July 2031	260,484.91	February 2036	16,174.65

Aggregate Group I (Continued)

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
March 2036	\$ 14,690.60	August 2036	\$ 8,068.47	January 2037	\$ 2,634.41
April 2036	13,261.95	September 2036 . . .	6,892.51	February 2037	1,674.49
May 2036	11,887.03	October 2036	5,762.53	March 2037	753.82
June 2036	10,564.20	November 2036	4,677.10	April 2037 and thereafter	0.00
July 2036	9,291.86	December 2036	3,634.84		

Aggregate Group II Planned Balances

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
Initial Balance	\$287,755,279.00	March 2013	\$176,144,727.03	December 2016	\$ 84,711,410.38
July 2009	286,407,787.70	April 2013	173,704,855.02	January 2017	83,166,659.35
August 2009	284,966,166.56	May 2013	171,285,105.29	February 2017	81,649,019.74
September 2009 . . .	283,431,222.29	June 2013	168,885,317.43	March 2017	80,158,026.60
October 2009	281,803,834.26	July 2013	166,505,332.30	April 2017	78,693,222.84
November 2009	280,084,953.81	August 2013	164,144,992.04	May 2017	77,254,159.08
December 2009	278,275,603.42	September 2013 . . .	161,804,140.00	June 2017	75,840,393.56
January 2010	276,376,875.74	October 2013	159,482,620.78	July 2017	74,451,491.97
February 2010	274,389,932.57	November 2013	157,180,280.21	August 2017	73,087,027.36
March 2010	272,316,003.77	December 2013	154,896,965.33	September 2017 . . .	71,746,579.98
April 2010	270,156,386.05	January 2014	152,632,524.37	October 2017	70,429,737.21
May 2010	267,912,441.64	February 2014	150,386,806.78	November 2017	69,136,093.39
June 2010	265,585,596.92	March 2014	148,159,663.19	December 2017	67,865,249.73
July 2010	263,177,340.96	April 2014	145,950,945.39	January 2018	66,616,814.19
August 2010	260,689,223.98	May 2014	143,760,506.36	February 2018	65,390,401.38
September 2010 . . .	258,122,855.66	June 2014	141,588,200.23	March 2018	64,185,632.40
October 2010	255,479,903.49	July 2014	139,433,882.28	April 2018	63,002,134.81
November 2010	252,762,090.90	August 2014	137,297,408.93	May 2018	61,839,542.45
December 2010	249,971,195.50	September 2014 . . .	135,178,637.73	June 2018	60,697,495.37
January 2011	247,109,047.02	October 2014	133,077,427.36	July 2018	59,575,639.72
February 2011	244,177,525.40	November 2014	130,993,637.61	August 2018	58,473,627.64
March 2011	241,178,558.68	December 2014	128,927,129.36	September 2018 . . .	57,391,117.18
April 2011	238,204,165.53	January 2015	126,877,764.62	October 2018	56,327,772.18
May 2011	235,254,150.50	February 2015	124,845,406.46	November 2018	55,283,262.17
June 2011	232,328,319.67	March 2015	122,829,919.03	December 2018	54,257,262.30
July 2011	229,426,480.65	April 2015	120,831,167.58	January 2019	53,249,453.22
August 2011	226,548,442.58	May 2015	118,849,018.39	February 2019	52,259,521.00
September 2011 . . .	223,694,016.08	June 2015	116,883,338.81	March 2019	51,287,157.04
October 2011	220,863,013.27	July 2015	114,933,997.23	April 2019	50,332,057.98
November 2011	218,055,247.76	August 2015	113,000,863.09	May 2019	49,393,925.59
December 2011	215,270,534.60	September 2015 . . .	111,083,806.83	June 2019	48,472,466.73
January 2012	212,508,690.34	October 2015	109,182,699.95	July 2019	47,567,393.23
February 2012	209,769,532.93	November 2015	107,297,414.95	August 2019	46,678,421.80
March 2012	207,052,881.79	December 2015	105,427,825.31	September 2019 . . .	45,805,273.97
April 2012	204,358,557.72	January 2016	103,573,805.54	October 2019	44,947,676.02
May 2012	201,686,382.98	February 2016	101,735,231.12	November 2019	44,105,358.85
June 2012	199,036,181.19	March 2016	99,911,978.54	December 2019	43,278,057.96
July 2012	196,407,777.38	April 2016	98,103,925.23	January 2020	42,465,513.34
August 2012	193,800,997.96	May 2016	96,324,556.40	February 2020	41,667,469.39
September 2012 . . .	191,215,670.69	June 2016	94,576,318.03	March 2020	40,883,674.86
October 2012	188,651,624.70	July 2016	92,858,677.29	April 2020	40,113,882.80
November 2012	186,108,690.46	August 2016	91,171,110.35	May 2020	39,357,850.42
December 2012	183,586,699.79	September 2016 . . .	89,513,102.22	June 2020	38,615,339.09
January 2013	181,085,485.81	October 2016	87,884,146.61	July 2020	37,886,114.25
February 2013	178,604,882.97	November 2016	86,283,745.78	August 2020	37,169,945.30

Aggregate Group II (Continued)

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
September 2020 . . .	\$ 36,466,605.60	April 2025	\$ 12,287,316.97	November 2029	\$ 3,673,698.95
October 2020	35,775,872.34	May 2025	12,036,556.66	December 2029	3,587,279.53
November 2020	35,097,526.54	June 2025	11,790,471.72	January 2030	3,502,576.49
December 2020	34,431,352.92	July 2025	11,548,979.03	February 2030	3,419,558.26
January 2021	33,777,139.89	August 2025	11,311,996.93	March 2030	3,338,193.84
February 2021	33,134,679.45	September 2025 . . .	11,079,445.14	April 2030	3,258,452.76
March 2021	32,503,767.17	October 2025	10,851,244.80	May 2030	3,180,305.09
April 2021	31,884,202.08	November 2025	10,627,318.39	June 2030	3,103,721.43
May 2021	31,275,786.66	December 2025	10,407,589.75	July 2030	3,028,672.92
June 2021	30,678,326.74	January 2026	10,191,984.03	August 2030	2,955,131.18
July 2021	30,091,631.48	February 2026	9,980,427.68	September 2030	2,883,068.35
August 2021	29,515,513.30	March 2026	9,772,848.42	October 2030	2,812,457.05
September 2021	28,949,787.80	April 2026	9,569,175.22	November 2030	2,743,270.40
October 2021	28,394,273.76	May 2026	9,369,338.28	December 2030	2,675,481.98
November 2021	27,848,793.02	June 2026	9,173,269.02	January 2031	2,609,065.86
December 2021	27,313,170.50	July 2026	8,980,900.06	February 2031	2,543,996.54
January 2022	26,787,234.09	August 2026	8,792,165.15	March 2031	2,480,249.00
February 2022	26,270,814.62	September 2026	8,606,999.22	April 2031	2,417,798.64
March 2022	25,763,745.83	October 2026	8,425,338.34	May 2031	2,356,621.32
April 2022	25,265,864.28	November 2026	8,247,119.65	June 2031	2,296,693.32
May 2022	24,777,009.34	December 2026	8,072,281.43	July 2031	2,237,991.34
June 2022	24,297,023.14	January 2027	7,900,762.99	August 2031	2,180,492.48
July 2022	23,825,750.49	February 2027	7,732,504.72	September 2031	2,124,174.27
August 2022	23,363,038.86	March 2027	7,567,448.04	October 2031	2,069,014.63
September 2022	22,908,738.34	April 2027	7,405,535.39	November 2031	2,014,991.87
October 2022	22,462,701.58	May 2027	7,246,710.21	December 2031	1,962,084.70
November 2022	22,024,783.76	June 2027	7,090,916.93	January 2032	1,910,272.19
December 2022	21,594,842.54	July 2027	6,938,100.94	February 2032	1,859,533.80
January 2023	21,172,738.01	August 2027	6,788,208.59	March 2032	1,809,849.34
February 2023	20,758,332.68	September 2027	6,641,187.16	April 2032	1,761,199.01
March 2023	20,351,491.39	October 2027	6,496,984.85	May 2032	1,713,563.32
April 2023	19,952,081.33	November 2027	6,355,550.75	June 2032	1,666,923.17
May 2023	19,559,971.93	December 2027	6,216,834.87	July 2032	1,621,259.78
June 2023	19,175,034.90	January 2028	6,080,788.07	August 2032	1,576,554.70
July 2023	18,797,144.11	February 2028	5,947,362.06	September 2032	1,532,789.83
August 2023	18,426,175.65	March 2028	5,816,509.42	October 2032	1,489,947.38
September 2023	18,062,007.68	April 2028	5,688,183.53	November 2032	1,448,009.88
October 2023	17,704,520.49	May 2028	5,562,338.62	December 2032	1,406,960.18
November 2023	17,353,596.42	June 2028	5,438,929.67	January 2033	1,366,781.44
December 2023	17,009,119.82	July 2028	5,317,912.50	February 2033	1,327,457.11
January 2024	16,670,977.04	August 2028	5,199,243.67	March 2033	1,288,970.94
February 2024	16,339,056.39	September 2028	5,082,880.51	April 2033	1,251,306.98
March 2024	16,013,248.09	October 2028	4,968,781.11	May 2033	1,214,449.56
April 2024	15,693,444.24	November 2028	4,856,904.26	June 2033	1,178,383.30
May 2024	15,379,538.81	December 2028	4,747,209.52	July 2033	1,143,093.08
June 2024	15,071,427.61	January 2029	4,639,657.11	August 2033	1,108,564.08
July 2024	14,769,008.21	February 2029	4,534,207.98	September 2033	1,074,781.71
August 2024	14,472,179.98	March 2029	4,430,823.77	October 2033	1,041,731.68
September 2024	14,180,843.98	April 2029	4,329,466.76	November 2033	1,009,399.94
October 2024	13,894,903.03	May 2029	4,230,099.92	December 2033	977,772.69
November 2024	13,614,261.58	June 2029	4,132,686.86	January 2034	946,836.38
December 2024	13,338,825.74	July 2029	4,037,191.84	February 2034	916,577.73
January 2025	13,068,503.26	August 2029	3,943,579.74	March 2034	886,983.66
February 2025	12,803,203.45	September 2029	3,851,816.05	April 2034	858,041.35
March 2025	12,542,837.21	October 2029	3,761,866.89	May 2034	829,738.22

Aggregate Group II (Continued)

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
June 2034	\$ 802,061.89	December 2035	\$ 398,244.79	June 2037	\$ 135,265.51
July 2034	775,000.24	January 2036	380,405.00	July 2037	123,852.03
August 2034	748,541.34	February 2036	362,987.02	August 2037	112,730.81
September 2034 . . .	722,673.49	March 2036	345,982.45	September 2037 . . .	101,895.87
October 2034	697,385.21	April 2036	329,383.05	October 2037	91,341.31
November 2034	672,665.20	May 2036	313,180.74	November 2037	81,061.36
December 2034	648,502.41	June 2036	297,367.57	December 2037	71,050.36
January 2035	624,885.95	July 2036	281,935.76	January 2038	61,302.75
February 2035	601,805.14	August 2036	266,877.65	February 2038	51,813.09
March 2035	579,249.52	September 2036 . . .	252,185.74	March 2038	42,576.01
April 2035	557,208.79	October 2036	237,852.65	April 2038	33,586.27
May 2035	535,672.84	November 2036	223,871.16	May 2038	24,838.71
June 2035	514,631.77	December 2036	210,234.17	June 2038	16,328.29
July 2035	494,075.84	January 2037	196,934.72	July 2038	8,050.03
August 2035	473,995.48	February 2037	183,965.95	August 2038 and thereafter	0.00
September 2035 . . .	454,381.33	March 2037	171,321.18		
October 2035	435,224.16	April 2037	158,993.80		
November 2035	416,514.94	May 2037	146,977.36		

Aggregate Group III Planned Balances

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
Initial Balance	\$11,932,998.00	February 2012	\$ 6,306,390.87	October 2014	\$ 2,398,597.25
July 2009	11,827,618.72	March 2012	6,135,410.29	November 2014	2,324,710.71
August 2009	11,721,531.50	April 2012	5,967,904.95	December 2014	2,253,076.76
September 2009	11,607,567.62	May 2012	5,803,805.09	January 2015	2,183,627.26
October 2009	11,485,872.10	June 2012	5,643,042.33	February 2015	2,116,296.14
November 2009	11,356,604.33	July 2012	5,485,549.65	March 2015	2,051,019.30
December 2009	11,219,937.79	August 2012	5,331,261.39	April 2015	1,987,734.56
January 2010	11,076,059.68	September 2012	5,180,113.15	May 2015	1,926,381.62
February 2010	10,925,170.54	October 2012	5,032,041.85	June 2015	1,866,902.00
March 2010	10,767,483.81	November 2012	4,886,985.66	July 2015	1,809,238.98
April 2010	10,603,225.40	December 2012	4,744,883.98	August 2015	1,753,337.52
May 2010	10,432,633.11	January 2013	4,605,677.39	September 2015	1,699,144.26
June 2010	10,255,956.12	February 2013	4,469,307.70	October 2015	1,646,607.46
July 2010	10,073,454.40	March 2013	4,335,717.85	November 2015	1,595,676.89
August 2010	9,885,398.03	April 2013	4,204,851.93	December 2015	1,546,303.89
September 2010	9,692,066.61	May 2013	4,076,655.12	January 2016	1,498,441.21
October 2010	9,493,748.51	June 2013	3,951,727.30	February 2016	1,452,043.07
November 2010	9,290,740.16	July 2013	3,830,593.12	March 2016	1,407,065.04
December 2010	9,083,345.33	August 2013	3,713,138.18	April 2016	1,363,464.03
January 2011	8,871,874.28	September 2013	3,599,251.53	May 2016	1,321,198.26
February 2011	8,656,643.06	October 2013	3,488,825.52	June 2016	1,280,227.21
March 2011	8,437,972.60	November 2013	3,381,755.77	July 2016	1,240,511.58
April 2011	8,223,733.63	December 2013	3,277,940.99	August 2016	1,202,013.23
May 2011	8,013,837.38	January 2014	3,177,282.96	September 2016	1,164,695.21
June 2011	7,808,196.82	February 2014	3,079,686.38	October 2016	1,128,521.65
July 2011	7,606,726.67	March 2014	2,985,058.83	November 2016	1,093,457.78
August 2011	7,409,343.35	April 2014	2,893,310.66	December 2016	1,059,469.88
September 2011	7,215,964.91	May 2014	2,804,354.91	January 2017	1,026,525.25
October 2011	7,026,511.07	June 2014	2,718,107.22	February 2017	994,592.15
November 2011	6,840,903.12	July 2014	2,634,485.79	March 2017	963,639.83
December 2011	6,659,063.93	August 2014	2,553,411.25	April 2017	933,638.45
January 2012	6,480,917.87	September 2014	2,474,806.62	May 2017	904,559.09

Aggregate Group III (Continued)

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
June 2017	\$ 876,373.67	January 2022	\$ 149,888.28	August 2026	\$ 23,822.03
July 2017	849,055.00	February 2022	145,073.12	September 2026	23,014.84
August 2017	822,576.67	March 2022	140,409.36	October 2026	22,233.96
September 2017	796,913.10	April 2022	135,892.29	November 2026	21,478.55
October 2017	772,039.46	May 2022	131,517.38	December 2026	20,747.81
November 2017	747,931.70	June 2022	127,280.23	January 2027	20,040.95
December 2017	724,566.46	July 2022	123,176.57	February 2027	19,357.20
January 2018	701,921.11	August 2022	119,202.25	March 2027	18,695.84
February 2018	679,973.70	September 2022	115,353.27	April 2027	18,056.15
March 2018	658,702.95	October 2022	111,625.73	May 2027	17,437.44
April 2018	638,088.21	November 2022	108,015.87	June 2027	16,839.04
May 2018	618,109.46	December 2022	104,520.04	July 2027	16,260.31
June 2018	598,747.29	January 2023	101,134.69	August 2027	15,700.61
July 2018	579,982.88	February 2023	97,856.39	September 2027	15,159.33
August 2018	561,797.97	March 2023	94,681.81	October 2027	14,635.89
September 2018	544,174.86	April 2023	91,607.73	November 2027	14,129.72
October 2018	527,096.38	May 2023	88,631.01	December 2027	13,640.26
November 2018	510,545.89	June 2023	85,748.64	January 2028	13,166.98
December 2018	494,507.26	July 2023	82,957.66	February 2028	12,709.36
January 2019	478,964.81	August 2023	80,255.24	March 2028	12,266.90
February 2019	463,903.39	September 2023	77,638.62	April 2028	11,839.10
March 2019	449,308.27	October 2023	75,105.12	May 2028	11,425.51
April 2019	435,165.18	November 2023	72,652.14	June 2028	11,025.65
May 2019	421,460.28	December 2023	70,277.18	July 2028	10,639.10
June 2019	408,180.16	January 2024	67,977.80	August 2028	10,265.42
July 2019	395,311.81	February 2024	65,751.63	September 2028	9,904.19
August 2019	382,842.60	March 2024	63,596.40	October 2028	9,555.02
September 2019	370,760.31	April 2024	61,509.89	November 2028	9,217.52
October 2019	359,053.08	May 2024	59,489.94	December 2028	8,891.30
November 2019	347,709.40	June 2024	57,534.47	January 2029	8,576.02
December 2019	336,718.12	July 2024	55,641.47	February 2029	8,271.30
January 2020	326,068.44	August 2024	53,808.97	March 2029	7,976.81
February 2020	315,749.86	September 2024	52,035.10	April 2029	7,692.22
March 2020	305,752.22	October 2024	50,317.99	May 2029	7,417.20
April 2020	296,065.67	November 2024	48,655.88	June 2029	7,151.45
May 2020	286,680.64	December 2024	47,047.05	July 2029	6,894.67
June 2020	277,587.88	January 2025	45,489.81	August 2029	6,646.56
July 2020	268,778.40	February 2025	43,982.55	September 2029	6,406.84
August 2020	260,243.49	March 2025	42,523.70	October 2029	6,175.24
September 2020	251,974.70	April 2025	41,111.73	November 2029	5,951.50
October 2020	243,963.85	May 2025	39,745.17	December 2029	5,735.35
November 2020	236,203.00	June 2025	38,422.60	January 2030	5,526.55
December 2020	228,684.45	July 2025	37,142.63	February 2030	5,324.86
January 2021	221,400.73	August 2025	35,903.91	March 2030	5,130.05
February 2021	214,344.63	September 2025	34,705.15	April 2030	4,941.89
March 2021	207,509.11	October 2025	33,545.08	May 2030	4,760.17
April 2021	200,887.38	November 2025	32,422.49	June 2030	4,584.67
May 2021	194,472.85	December 2025	31,336.20	July 2030	4,415.18
June 2021	188,259.13	January 2026	30,285.05	August 2030	4,251.52
July 2021	182,240.02	February 2026	29,267.93	September 2030	4,093.49
August 2021	176,409.51	March 2026	28,283.78	October 2030	3,940.91
September 2021	170,761.78	April 2026	27,331.54	November 2030	3,793.59
October 2021	165,291.18	May 2026	26,410.21	December 2030	3,651.36
November 2021	159,992.24	June 2026	25,518.81	January 2031	3,514.05
December 2021	154,859.65	July 2026	24,656.39	February 2031	3,381.51

Aggregate Group III (Continued)

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
March 2031	\$ 3,253.57	October 2033	\$ 907.59	May 2036	\$ 180.81
April 2031	3,130.08	November 2033	867.88	June 2036	169.40
May 2031	3,010.89	December 2033	829.65	July 2036	158.46
June 2031	2,895.86	January 2034	792.85	August 2036	147.99
July 2031	2,784.86	February 2034	757.43	September 2036	137.97
August 2031	2,677.75	March 2034	723.34	October 2036	128.38
September 2031	2,574.39	April 2034	690.55	November 2036	119.21
October 2031	2,474.67	May 2034	658.99	December 2036	110.44
November 2031	2,378.46	June 2034	628.64	January 2037	102.05
December 2031	2,285.65	July 2034	599.44	February 2037	94.03
January 2032	2,196.12	August 2034	571.37	March 2037	86.37
February 2032	2,109.77	September 2034	544.37	April 2037	79.05
March 2032	2,026.47	October 2034	518.41	May 2037	72.07
April 2032	1,946.15	November 2034	493.45	June 2037	65.40
May 2032	1,868.68	December 2034	469.46	July 2037	59.04
June 2032	1,793.98	January 2035	446.41	August 2037	52.97
July 2032	1,721.96	February 2035	424.26	September 2037	47.18
August 2032	1,652.52	March 2035	402.98	October 2037	41.67
September 2032	1,585.57	April 2035	382.54	November 2037	36.42
October 2032	1,521.04	May 2035	362.90	December 2037	31.42
November 2032	1,458.84	June 2035	344.05	January 2038	26.66
December 2032	1,398.89	July 2035	325.95	February 2038	22.14
January 2033	1,341.12	August 2035	308.57	March 2038	17.84
February 2033	1,285.44	September 2035	291.90	April 2038	13.75
March 2033	1,231.80	October 2035	275.89	May 2038	9.87
April 2033	1,180.12	November 2035	260.54	June 2038	6.19
May 2033	1,130.33	December 2035	245.81	July 2038	2.69
June 2033	1,082.37	January 2036	231.69	August 2038 and thereafter	0.00
July 2033	1,036.17	February 2036	218.15		
August 2033	991.69	March 2036	205.17		
September 2033	948.84	April 2036	192.73		

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.

\$3,663,010,955



**Guaranteed REMIC
Pass-Through Certificates
Fannie Mae REMIC Trust 2009-47**

PROSPECTUS SUPPLEMENT

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Goldman Sachs & Co.

June 24, 2009
