Prospectus Supplement
(To REMIC Prospectus dated August 1, 2007)

$667,341,625

FannieMae®

Guaranteed REMIC Pass-Through Certificates
Fannie Mae REMIC Trust 2009-57

The Certificates

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

Payments to Certificateholders

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

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

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

The Fannie Mae Guaranty

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

The Trust and its Assets

The trust will own

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

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

Class	Group	Original Class Balance	Principal Type(1)	Interest Rate	Interest Type(1)	CUSIP Number	Final Distribution Date
A	1	$250,000,000	SEQ	4.5%	FIX	31396QRS0	June 2024
B	1	6,272,211	SEQ	4.5	FIX	31396QRT8	August 2024
EA	2	69,797,000	SEQ	4.0	FIX	31396QRU5	December 2026
EB	2	19,903,000	SEQ	4.0	FIX	31396QRV3	August 2029
PH(2) . .	3	88,312,514	SC/SCH	4.5	FIX	31396QRW1	July 2039
PK(2) . .	3	6,060,245	SC/SCH	4.5	FIX	31396QRX9	July 2039
PB	3	23,174,243	SC/SCH/AD	4.5	FIX	31396QRY7	July 2039
CZ	3	58,080	SC/SCH	4.5	FIX/Z	31396QRZ4	July 2039
FM	3	50,000,000	SC/SUP	(3)	FLT	31396QSA8	July 2039
SM(2) . .	3	27,777,779	SC/SUP	(3)	INV	31396QSB6	July 2039
NF	4	43,610,425	SC/PT	(3)	FLT	31396QSC4	February 2037
NS	4	43,610,425(4)	NTL	(3)	INV/IO	31396QSD2	February 2037
TG(2) . .	4	77,985,476	SC/SEQ	4.5	FIX	31396QSE0	February 2037
TH(2) . .	4	4,390,652	SC/SEQ	4.5	FIX	31396QSF7	February 2037
R		0	NPR	0	NPR	31396QSG5	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 balance. This class is an interest only class. See page S-7 for a description of how its notional balance is calculated.

If you own certificates of certain classes, you can exchange them for certificates of the corresponding RCR classes to be delivered at the time of exchange. The PD, PI, PE, PG, PA, ST, OP, TI, IT, PO, PL, IP, PM, PN, PQ and TP 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 July 30, 2009.

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

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

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

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

Goldman Sachs & Co.

The date of this Prospectus Supplement is July 24, 2009

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AVAILABLE INFORMATION

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

- our Prospectus for Fannie Mae Guaranteed REMIC Pass-Through Certificates dated August 1, 2007 (the “REMIC Prospectus”);
- our Prospectus for Fannie Mae Guaranteed 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 3 or Group 4 Class or the R Class, the disclosure documents relating to the applicable underlying RCR certificates (the “Underlying REMIC Disclosure Documents”); and
- any information incorporated by reference in this prospectus supplement as discussed below and under the heading “Incorporation by Reference” in the REMIC Prospectus.

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

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

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

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

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

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 July 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

Group	Assets
1	Group 1 MBS
2	Group 2 MBS
3	Class 2009-47-DB RCR Certificate
4	Class 2009-37-NF RCR Certificate Class 2009-37-SN RCR Certificate

Group 1 and Group 2

Characteristics of the Trust MBS

	Approximate Principal Balance	Pass-Through Rate	Range of Weighted Average Coupons or WACs (annual percentages)	Range of Weighted Average Remaining Terms to Maturity or WAMs (in months)
Group 1 MBS	$256,272,211	4.50%	4.75% to 7.00%	90 to 180
Group 2 MBS	$ 89,700,000	4.00%	4.25% to 6.50%	181 to 240

Assumed Characteristics of the Underlying Mortgage Loans

	Principal Balance	Original Term to Maturity (in months)	Remaining Term to Maturity (in months)	Loan Age (in months)	Interest Rate
Group 1 MBS	$256,272,211	180	111	63	5.05%
Group 2 MBS	$ 89,700,000	240	239	1	4.54%

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

Group 3 and Group 4

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

Settlement Date

We expect to issue the certificates on July 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:

Fed Book-Entry	Physical
All classes other than the R Class	R Class

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:

Class	Initial Interest Rate	Maximum Interest Rate	Minimum Interest Rate	Formula for Calculation of Interest Rate(1)
FM	1.53700%	7.000%	1.25%	LIBOR + 125 basis points
SM	9.83340%	10.350%	0.00%	10.35% − (1.79999992 × LIBOR)
NF	0.88700%	8.000%	0.60%	LIBOR + 60 basis points
NS	7.11300%	7.400%	0.00%	7.4% − LIBOR
ST	25.27800%	27.000%	0.00%	27% − (6 × LIBOR)
TI	10.00000%	10.000%	0.00%	46% − (7.99999929 × LIBOR)
IT	20.01175%	21.375%	0.00%	21.375% − (4.75 × LIBOR)

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

Notional Classes

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

Class	
PI	27.2727270801% of the *sum* of the PH and PK Classes
IP	27.2727271698% of the PH Class
NS	100% of the NF 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)*

	PSA Prepayment Assumption					
Group 1 Classes	**0%**	**100%**	**242%**	**350%**	**500%**	**700%**
A	8.7	4.0	3.1	2.5	2.0	1.4
B	14.9	9.1	8.9	8.6	7.9	6.5

	PSA Prepayment Assumption					
Group 2 Classes	**0%**	**100%**	**215%**	**325%**	**450%**	**600%**
EA	10.3	6.0	4.1	3.2	2.6	2.2
EB	18.7	16.1	12.8	10.1	8.0	6.3

	PSA Prepayment Assumption										
Group 3 Classes	**0%**	**100%**	**130%**	**225%**	**300%**	**500%**	**850%**	**1200%**	**1700%**	**2500%**	**3500%**
PH, PL, IP, PM, PN and PQ	13.5	4.0	4.0	4.0	4.0	4.0	2.5	1.8	1.2	0.7	0.3
PK	21.7	12.3	12.3	12.3	12.3	12.3	6.7	4.2	1.6	0.8	0.4
PB	23.1	8.9	4.9	4.9	4.9	3.2	1.6	1.2	0.8	0.5	0.2
CZ	24.3	11.0	8.8	8.8	8.8	5.6	1.9	1.3	0.9	0.6	0.2
FM, SM, ST, OP, TI, IT and PO	27.3	18.6	16.3	9.1	5.7	1.5	0.8	0.6	0.4	0.2	0.1
PD, PI, PE, PG and PA	14.1	4.5	4.5	4.5	4.5	4.5	2.8	1.9	1.2	0.7	0.3

	PSA Prepayment Assumption							
Group 4 Classes	**0%**	**100%**	**200%**	**300%**	**400%**	**700%**	**1100%**	**1500%**
NF, NS and TP	14.9	5.1	4.1	4.1	4.1	2.4	1.3	0.6
TG	14.4	4.7	3.6	3.6	3.6	2.2	1.2	0.6
TH	22.6	12.7	12.7	12.7	12.5	6.9	3.7	1.8

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

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

In particular, as described in the related Underlying REMIC Disclosure Document, the Group 4 Underlying RCR Certificates are backed by Fannie Mae REMIC certificates that are governed by a principal balance schedule. As a result, the Group 4 Underlying RCR Certificates may receive principal payments faster or slower than would otherwise have been the case. In some cases, they may receive no principal payments for extended periods. Prepayments on the related mortgage loans may have occurred at a rate faster or slower than the rate initially assumed. In certain high prepayment scenarios, it is possible that the effect of a principal balance schedule on principal payments over time may be eliminated. In such a case, the Group 4 Underlying RCR Certificates would receive principal payments at rates that may vary widely from period to period. This prospectus supplement contains no information as to whether

- the certificates backing the Group 4 Underlying RCR Certificates have adhered to the related principal balance schedule,
- any related support classes remain outstanding, or
- the certificates backing the Group 4 Underlying RCR Certificates otherwise have performed as originally anticipated.

You may obtain additional information about the Group 4 Underlying RCR Certificates by reviewing their current class factors in light of other information available in the related Underlying REMIC Disclosure Document. You may obtain that document from us as described on page S-3.

"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 mortgage loans underlying the Group 3 Underlying RCR Certificate are "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 3 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.

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 July 1, 2009 (the "Issue Date"). We will issue the Guaranteed REMIC Pass-Through Certificates (the "REMIC Certificates") pursuant to that trust agreement and supplement. We will issue the Combinable and Recombinable REMIC Certificates (the "RCR Certificates" and, together with the REMIC Certificates, the "Certificates") pursuant to a separate trust agreement dated as of August 1, 2007 and a supplement thereto dated as of the Issue Date (together with the trust agreement and supplement relating to the REMIC Certificates, the "Trust Agreement"). We will execute the Trust Agreement in our corporate capacity and as trustee (the "Trustee"). In general, the term "Classes" includes the Classes of REMIC Certificates and RCR Certificates.

The assets of the Trust will include:

- two groups of Fannie Mae Guaranteed Mortgage Pass-Through Certificates (the "Group 1 MBS" and "Group 2 MBS" and together, the "Trust MBS"), and
- two groups of previously issued RCR certificates (the "Group 3 Underlying RCR Certificate" and "Group 4 Underlying RCR Certificates," and together, the "Underlying RCR Certificates") issued from the related Fannie Mae REMIC trusts (the "Underlying REMIC Trusts") as further described in Exhibit A.

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

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

The Trust will constitute a "real estate mortgage investment conduit" ("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 interest" of the REMIC. The REMIC Certificates other than the R Class are collectively referred to as the "Regular Classes" or "Regular Certificates," and the R Class is referred to as the "Residual Class" or "Residual Certificate."

	Assets	Regular Interests	Residual Interest
REMIC	Trust MBS and Underlying RCR Certificates	All Classes of REMIC Certificates other than the R Class	R

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

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

We will issue the Residual Certificate in fully registered, certificated form. The "Holder" or "Certificateholder" of the Residual Certificate is its registered owner. The 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 the Residual Certificate and may require payment to cover any tax or other governmental charge. See also "—Characteristics of the Residual Class" below.

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

Classes	Denominations
Interest Only, Principal Only and Inverse Floating Rate Classes	$100,000 minimum plus whole dollar increments
All other Classes (except the R Class)	$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 15 years in the case of the Group 1 MBS and up to 20 years in the case of the Group 2 MBS.

For additional information, see "Summary—Group 1 and Group 2—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 Underlying RCR Certificates

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

The Mortgage Loans backing the Group 3 Underlying RCR Certificate are "jumbo-conforming" or "high balance" 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. See also "Additional Risk Factors — *"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*" in this prospectus supplement.

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

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

Distributions of Interest

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

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

Delay Classes	No-Delay Classes
Fixed Rate Classes	Floating Rate and Inverse Floating Rate Classes

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

The Dealer will treat the Principal Only Classes as no-delay Classes solely for the purpose of facilitating trading.

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

Distributions of Principal

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

- *Group 1*

The Group 1 Principal Distribution Amount to A and B, in that order, until retired. **Sequential Pay Classes**

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

- *Group 2*

The Group 2 Principal Distribution Amount to EA and EB, in that order, until retired. **Sequential Pay Classes**

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

- *Group 3*

The CZ Accrual Amount to PB until retired, and thereafter to CZ. **Accretion Directed Class and Accrual Class**

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

1. To Aggregate Group I to its Scheduled Balance.	Scheduled Groups	Structured Collateral
2. To Aggregate Group II to its Scheduled Balance.		
3. To FM and SM, pro rata, until retired.	Support Classes	
4. To Aggregate Group II to zero.	Scheduled Groups	
5. To Aggregate Group I to zero.		

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

The "Group 3 Cash Flow Distribution Amount" is the principal then paid on the Group 3 Underlying RCR Certificate.

"Aggregate Group I" consists of the PH and PK Classes. On each Distribution Date, we will apply payments of principal of Aggregate Group I to PH and PK, 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.

"Aggregate Group II" consists of the PB and CZ Classes. On each Distribution Date, we will apply payments of principal of Aggregate Group II to PB and CZ, in that order, until retired.

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

- *Group 4*

The Group 4 Principal Distribution Amount as follows:

— 34.6151426176% to NF until retired, and	Pass-Through Class	Structured Collateral
— 65.3848573824% to TG and TH, in that order, until retired.	Sequential Pay Classes	

The "Group 4 Principal Distribution Amount" is the principal then paid on the Group 4 Underlying RCR Certificates.

Structuring Assumptions

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

- the Mortgage Loans underlying the Trust MBS have the original terms to maturity, remaining terms to maturity, loan ages and interest rates specified under "Summary—Group 1 and Group 2—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 July 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, those 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 applicable Aggregate Group schedule). If such separate schedules had been provided for the individual Classes included in each Aggregate Group, we expect that the effective ranges for those Classes would not be narrower than that shown below for the applicable Aggregate Group.

Groups	Structuring Ranges	Initial Effective Ranges
Aggregate Group I Scheduled Balances	Between 100% and 500% PSA	Between 100% and 500% PSA
Aggregate Group II Scheduled Balances	Between 130% and 300% PSA	Between 130% and 300% PSA

The Aggregate Groups listed above consists of the following Classes:

Aggregate Group I	PH and PK
Aggregate Group II	PB and CZ

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

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

If you are considering the purchase of a Scheduled 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, an Aggregate Group might not be reduced to its scheduled balance each month even if the related Mortgage Loans prepay at a *constant* PSA rate within the applicable Initial Effective Range. This is so particularly if the rate falls at the lower or higher end of that 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 or more other Classes. When the related supporting Classes are 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 NS, ST and IT 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:

Class	Price*
SM	99.5000%
NS	12.3125%
ST	105.0000%
TI	100.0000%
IT	104.0000%

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

	PSA Prepayment Assumption										
LIBOR	50%	100%	130%	225%	300%	500%	850%	1200%	1700%	2500%	3500%
0.140%	10.4%	10.4%	10.4%	10.4%	10.5%	10.7%	11.0%	11.2%	11.6%	12.4%	14.0%
0.287%	10.1%	10.1%	10.1%	10.1%	10.2%	10.4%	10.7%	11.0%	11.4%	12.2%	13.9%
2.287%	6.4%	6.4%	6.4%	6.4%	6.5%	6.9%	7.3%	7.7%	8.3%	9.5%	12.0%
4.287%	2.7%	2.7%	2.7%	2.8%	2.9%	3.3%	3.9%	4.4%	5.2%	6.8%	10.1%
5.750%	0.1%	0.1%	0.1%	0.1%	0.2%	0.8%	1.5%	2.1%	3.0%	4.9%	8.8%

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

	PSA Prepayment Assumption							
LIBOR	50%	100%	200%	300%	400%	700%	1100%	1500%
0.140%	56.2%	49.1%	41.1%	41.1%	41.0%	23.6%	(24.4)%	*
0.287%	54.8%	47.7%	39.6%	39.6%	39.6%	22.1%	(25.8)%	*
2.287%	35.5%	28.3%	20.7%	20.7%	20.7%	1.1%	(46.0)%	*
4.287%	16.1%	8.4%	1.7%	1.7%	1.6%	(20.7)%	(67.6)%	*
6.287%	(6.7)%	(15.6)%	(20.2)%	(20.2)%	(20.5)%	(47.4)%	(95.3)%	*
7.400%	*	*	*	*	*	*	*	*

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

	PSA Prepayment Assumption										
LIBOR	50%	100%	130%	225%	300%	500%	850%	1200%	1700%	2500%	3500%
0.140%	26.2%	26.2%	26.2%	25.7%	25.2%	23.0%	20.1%	17.4%	13.3%	5.4%	(9.9)%
0.287%	25.3%	25.3%	25.3%	24.8%	24.3%	22.1%	19.3%	16.6%	12.5%	4.8%	(10.3)%
2.287%	13.1%	13.0%	13.0%	12.7%	12.3%	10.4%	8.1%	6.0%	2.7%	(3.5)%	(15.7)%
4.287%	1.1%	1.1%	1.1%	0.9%	0.7%	(0.9)%	(2.7)%	(4.3)%	(6.8)%	(11.6)%	(21.0)%
4.500% and above	(0.1)%	(0.2)%	(0.2)%	(0.3)%	(0.6)%	(2.1)%	(3.8)%	(5.4)%	(7.8)%	(12.5)%	(21.6)%

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

	PSA Prepayment Assumption										
LIBOR	**50%**	**100%**	**130%**	**225%**	**300%**	**500%**	**850%**	**1200%**	**1700%**	**2500%**	**3500%**
4.500% and below	10.2%	10.2%	10.2%	10.2%	10.2%	10.2%	10.2%	10.2%	10.2%	10.2%	10.2%
5.125%	5.1%	5.1%	5.1%	5.1%	5.1%	5.3%	5.5%	5.7%	6.0%	6.5%	7.6%
5.750%	0.0%	0.0%	0.0%	0.1%	0.1%	0.5%	0.8%	1.2%	1.8%	2.9%	5.1%

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

	PSA Prepayment Assumption										
LIBOR	**50%**	**100%**	**130%**	**225%**	**300%**	**500%**	**850%**	**1200%**	**1700%**	**2500%**	**3500%**
0.140%	20.7%	20.7%	20.7%	20.3%	20.0%	18.2%	15.9%	13.7%	10.4%	4.1%	(8.2)%
0.287%	20.0%	20.0%	20.0%	19.6%	19.2%	17.5%	15.2%	13.1%	9.8%	3.6%	(8.5)%
2.287%	10.3%	10.3%	10.3%	10.1%	9.8%	8.2%	6.4%	4.7%	2.1%	(3.0)%	(12.9)%
4.287%	0.9%	0.9%	0.8%	0.7%	0.5%	(0.8)%	(2.2)%	(3.5)%	(5.6)%	(9.5)%	(17.2)%
4.500% and above	(0.1)%	(0.1)%	(0.2)%	(0.3)%	(0.4)%	(1.7)%	(3.1)%	(4.4)%	(6.3)%	(10.1)%	(17.7)%

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

Class	**% PSA**
PI	1135%
IP	1143%

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

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

Class	**Price***
PI	11.0%
IP	10.0%

* 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.

In the following yield tables, the symbol * is used to represent a yield of less than (99.9)%.

Sensitivity of the PI Class to Prepayments

	PSA Prepayment Assumption										
	50%	**100%**	**130%**	**225%**	**300%**	**500%**	**850%**	**1200%**	**1700%**	**2500%**	**3500%**
Pre-Tax Yields to Maturity	42.1%	33.8%	33.8%	33.8%	33.8%	33.8%	19.0%	(5.0)%	(58.8)%	*	*

Sensitivity of the IP Class to Prepayments

	PSA Prepayment Assumption										
	50%	100%	130%	225%	300%	500%	850%	1200%	1700%	2500%	3500%
Pre-Tax Yields to Maturity	47.0%	37.7%	37.7%	37.7%	37.7%	37.7%	21.7%	(4.7)%	(53.7)%	*	*

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:

Class	Price
OP	90.0%
PO	90.0%

Sensitivity of the OP Class to Prepayments

	PSA Prepayment Assumption										
	50%	100%	130%	225%	300%	500%	850%	1200%	1700%	2500%	3500%
Pre-Tax Yields to Maturity	0.5%	0.6%	0.7%	1.2%	2.0%	7.3%	13.4%	19.4%	28.8%	48.6%	94.2%

Sensitivity of the PO Class to Prepayments

	PSA Prepayment Assumption										
	50%	100%	130%	225%	300%	500%	850%	1200%	1700%	2500%	3500%
Pre-Tax Yields to Maturity	0.5%	0.6%	0.7%	1.2%	2.0%	7.3%	13.4%	19.4%	28.8%	48.6%	94.2%

Weighted Average Lives of the Certificates

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

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

- the timing of changes in the rate of principal distributions,
- the priority sequences of distributions of principal of the Classes, and
- in the case of the Group 4 Classes, the priority sequence affecting principal payments on the Group 4 Underlying RCR Certificates.

See "—Distributions of Principal" above and "Description of the Certificates—Distributions of Principal" in the applicable Underlying REMIC Disclosure Document.

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.

Mortgage Loans Backing Trust Assets Specified Below	Original Terms to Maturity	Remaining Terms to Maturity	Interest Rates
Group 1 MBS	180 months	180 months	7.00%
Group 2 MBS	240 months	240 months	6.50%
Group 3 Underlying RCR Certificate	360 months	359 months	8.00%
Group 4 Underlying RCR Certificates	360 months	330 months	8.50%

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

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

Percent of Original Principal Balances Outstanding

	A Class						B Class					
	PSA Prepayment Assumption						PSA Prepayment Assumption					
Date	0%	100%	242%	350%	500%	700%	0%	100%	242%	350%	500%	700%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100
July 2010	96	85	77	71	63	52	100	100	100	100	100	100
July 2011	92	72	59	50	39	26	100	100	100	100	100	100
July 2012	87	59	44	34	23	12	100	100	100	100	100	100
July 2013	82	47	32	22	13	5	100	100	100	100	100	100
July 2014	77	36	22	14	6	1	100	100	100	100	100	100
July 2015	71	26	14	8	2	0	100	100	100	100	100	63
July 2016	65	17	7	3	0	0	100	100	100	100	97	26
July 2017	59	8	2	*	0	0	100	100	100	100	39	9
July 2018	52	0	0	0	0	0	100	79	33	16	6	1
July 2019	44	0	0	0	0	0	100	0	0	0	0	0
July 2020	36	0	0	0	0	0	100	0	0	0	0	0
July 2021	27	0	0	0	0	0	100	0	0	0	0	0
July 2022	18	0	0	0	0	0	100	0	0	0	0	0
July 2023	8	0	0	0	0	0	100	0	0	0	0	0
July 2024	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	8.7	4.0	3.1	2.5	2.0	1.4	14.9	9.1	8.9	8.6	7.9	6.5

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

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

	EA Class					
	PSA Prepayment Assumption					
Date	0%	100%	215%	325%	450%	600%
Initial Percent	100	100	100	100	100	100
July 2010	97	94	92	90	87	85
July 2011	93	85	78	71	64	55
July 2012	90	75	61	49	37	24
July 2013	86	65	46	32	17	4
July 2014	81	55	34	18	4	0
July 2015	77	46	23	7	0	0
July 2016	72	38	14	0	0	0
July 2017	67	30	7	0	0	0
July 2018	62	23	*	0	0	0
July 2019	56	17	0	0	0	0
July 2020	50	11	0	0	0	0
July 2021	43	5	0	0	0	0
July 2022	36	0	0	0	0	0
July 2023	28	0	0	0	0	0
July 2024	20	0	0	0	0	0
July 2025	12	0	0	0	0	0
July 2026	3	0	0	0	0	0
July 2027	0	0	0	0	0	0
July 2028	0	0	0	0	0	0
July 2029	0	0	0	0	0	0
Weighted Average Life (years)**	10.3	6.0	4.1	3.2	2.6	2.2

	EB Class					
	PSA Prepayment Assumption					
Date	0%	100%	215%	325%	450%	600%
Initial Percent	100	100	100	100	100	100
July 2010	100	100	100	100	100	100
July 2011	100	100	100	100	100	100
July 2012	100	100	100	100	100	100
July 2013	100	100	100	100	100	100
July 2014	100	100	100	100	100	69
July 2015	100	100	100	100	78	42
July 2016	100	100	100	95	54	25
July 2017	100	100	100	72	37	15
July 2018	100	100	100	54	25	9
July 2019	100	100	81	40	17	5
July 2020	100	100	65	30	12	3
July 2021	100	100	51	22	8	2
July 2022	100	98	40	16	5	1
July 2023	100	80	30	11	3	1
July 2024	100	64	22	8	2	*
July 2025	100	49	16	5	1	*
July 2026	100	35	11	3	1	*
July 2027	75	22	6	2	*	*
July 2028	39	10	3	1	*	*
July 2029	0	0	0	0	0	0
Weighted Average Life (years)**	18.7	16.1	12.8	10.1	8.0	6.3

	PH, PL, IP†, PM, PN and PQ Classes										
	PSA Prepayment Assumption										
Date	0%	100%	130%	225%	300%	500%	850%	1200%	1700%	2500%	3500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100
July 2010	98	89	89	89	89	89	89	89	77	0	0
July 2011	96	75	75	75	75	75	71	32	0	0	0
July 2012	94	60	60	60	60	60	31	4	0	0	0
July 2013	92	46	46	46	46	46	11	0	0	0	0
July 2014	89	34	34	34	34	34	2	0	0	0	0
July 2015	86	22	22	22	22	22	0	0	0	0	0
July 2016	83	13	13	13	13	13	0	0	0	0	0
July 2017	80	6	6	6	6	6	0	0	0	0	0
July 2018	76	2	2	2	2	2	0	0	0	0	0
July 2019	73	0	0	0	0	0	0	0	0	0	0
July 2020	69	0	0	0	0	0	0	0	0	0	0
July 2021	64	0	0	0	0	0	0	0	0	0	0
July 2022	59	0	0	0	0	0	0	0	0	0	0
July 2023	54	0	0	0	0	0	0	0	0	0	0
July 2024	48	0	0	0	0	0	0	0	0	0	0
July 2025	42	0	0	0	0	0	0	0	0	0	0
July 2026	35	0	0	0	0	0	0	0	0	0	0
July 2027	28	0	0	0	0	0	0	0	0	0	0
July 2028	20	0	0	0	0	0	0	0	0	0	0
July 2029	12	0	0	0	0	0	0	0	0	0	0
July 2030	3	0	0	0	0	0	0	0	0	0	0
July 2031	0	0	0	0	0	0	0	0	0	0	0
July 2032	0	0	0	0	0	0	0	0	0	0	0
July 2033	0	0	0	0	0	0	0	0	0	0	0
July 2034	0	0	0	0	0	0	0	0	0	0	0
July 2035	0	0	0	0	0	0	0	0	0	0	0
July 2036	0	0	0	0	0	0	0	0	0	0	0
July 2037	0	0	0	0	0	0	0	0	0	0	0
July 2038	0	0	0	0	0	0	0	0	0	0	0
July 2039	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	13.5	4.0	4.0	4.0	4.0	4.0	2.5	1.8	1.2	0.7	0.3

* 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.

PK Class

Date	PSA Prepayment Assumption										
	0%	100%	130%	225%	300%	500%	850%	1200%	1700%	2500%	3500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100
July 2010	100	100	100	100	100	100	100	100	100	0	0
July 2011	100	100	100	100	100	100	100	100	0	0	0
July 2012	100	100	100	100	100	100	100	100	0	0	0
July 2013	100	100	100	100	100	100	100	43	0	0	0
July 2014	100	100	100	100	100	100	100	12	0	0	0
July 2015	100	100	100	100	100	100	61	3	0	0	0
July 2016	100	100	100	100	100	100	29	1	0	0	0
July 2017	100	100	100	100	100	100	14	*	0	0	0
July 2018	100	100	100	100	100	100	7	*	0	0	0
July 2019	100	90	90	90	90	90	3	*	0	0	0
July 2020	100	61	61	61	61	61	2	*	0	0	0
July 2021	100	42	42	42	42	42	1	*	0	0	0
July 2022	100	28	28	28	28	28	*	*	0	0	0
July 2023	100	19	19	19	19	19	*	*	0	0	0
July 2024	100	13	13	13	13	13	*	*	0	0	0
July 2025	100	8	8	8	8	8	*	0	0	0	0
July 2026	100	6	6	6	6	6	*	0	0	0	0
July 2027	100	4	4	4	4	4	*	0	0	0	0
July 2028	100	2	2	2	2	2	*	0	0	0	0
July 2029	100	2	2	2	2	2	*	0	0	0	0
July 2030	100	1	1	1	1	1	*	0	0	0	0
July 2031	1	1	1	1	1	1	*	0	0	0	0
July 2032	*	*	*	*	*	*	*	0	0	0	0
July 2033	*	*	*	*	*	*	*	0	0	0	0
July 2034	*	*	*	*	*	*	*	0	0	0	0
July 2035	*	*	*	*	*	*	0	0	0	0	0
July 2036	*	*	*	*	*	*	0	0	0	0	0
July 2037	*	*	*	*	*	*	0	0	0	0	0
July 2038	0	0	0	0	0	0	0	0	0	0	0
July 2039	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	21.7	12.3	12.3	12.3	12.3	12.3	6.7	4.2	1.6	0.8	0.4

PB Class

Date	PSA Prepayment Assumption										
	0%	100%	130%	225%	300%	500%	850%	1200%	1700%	2500%	3500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100
July 2010	100	100	91	91	91	91	91	91	0	0	0
July 2011	100	100	78	78	78	78	0	0	0	0	0
July 2012	100	100	67	67	67	67	0	0	0	0	0
July 2013	100	100	58	58	58	26	0	0	0	0	0
July 2014	100	100	51	51	51	4	0	0	0	0	0
July 2015	100	99	44	44	44	0	0	0	0	0	0
July 2016	100	90	31	31	31	0	0	0	0	0	0
July 2017	100	73	14	14	14	0	0	0	0	0	0
July 2018	100	51	0	0	0	0	0	0	0	0	0
July 2019	100	26	0	0	0	0	0	0	0	0	0
July 2020	100	0	0	0	0	0	0	0	0	0	0
July 2021	100	0	0	0	0	0	0	0	0	0	0
July 2022	100	0	0	0	0	0	0	0	0	0	0
July 2023	100	0	0	0	0	0	0	0	0	0	0
July 2024	100	0	0	0	0	0	0	0	0	0	0
July 2025	100	0	0	0	0	0	0	0	0	0	0
July 2026	100	0	0	0	0	0	0	0	0	0	0
July 2027	100	0	0	0	0	0	0	0	0	0	0
July 2028	100	0	0	0	0	0	0	0	0	0	0
July 2029	100	0	0	0	0	0	0	0	0	0	0
July 2030	100	0	0	0	0	0	0	0	0	0	0
July 2031	98	0	0	0	0	0	0	0	0	0	0
July 2032	57	0	0	0	0	0	0	0	0	0	0
July 2033	13	0	0	0	0	0	0	0	0	0	0
July 2034	0	0	0	0	0	0	0	0	0	0	0
July 2035	0	0	0	0	0	0	0	0	0	0	0
July 2036	0	0	0	0	0	0	0	0	0	0	0
July 2037	0	0	0	0	0	0	0	0	0	0	0
July 2038	0	0	0	0	0	0	0	0	0	0	0
July 2039	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	23.1	8.9	4.9	4.9	4.9	3.2	1.6	1.2	0.8	0.5	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.

CZ Class

Date	PSA Prepayment Assumption										
	0%	100%	130%	225%	300%	500%	850%	1200%	1700%	2500%	3500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100
July 2010	105	105	105	105	105	105	105	105	0	0	0
July 2011	109	109	109	109	109	109	0	0	0	0	0
July 2012	114	114	114	114	114	114	0	0	0	0	0
July 2013	120	120	120	120	120	120	0	0	0	0	0
July 2014	125	125	125	125	125	125	0	0	0	0	0
July 2015	131	131	131	131	131	0	0	0	0	0	0
July 2016	137	137	137	137	137	0	0	0	0	0	0
July 2017	143	143	143	143	143	0	0	0	0	0	0
July 2018	150	150	0	0	0	0	0	0	0	0	0
July 2019	157	157	0	0	0	0	0	0	0	0	0
July 2020	164	100	0	0	0	0	0	0	0	0	0
July 2021	171	0	0	0	0	0	0	0	0	0	0
July 2022	179	0	0	0	0	0	0	0	0	0	0
July 2023	188	0	0	0	0	0	0	0	0	0	0
July 2024	196	0	0	0	0	0	0	0	0	0	0
July 2025	205	0	0	0	0	0	0	0	0	0	0
July 2026	215	0	0	0	0	0	0	0	0	0	0
July 2027	224	0	0	0	0	0	0	0	0	0	0
July 2028	235	0	0	0	0	0	0	0	0	0	0
July 2029	246	0	0	0	0	0	0	0	0	0	0
July 2030	257	0	0	0	0	0	0	0	0	0	0
July 2031	269	0	0	0	0	0	0	0	0	0	0
July 2032	281	0	0	0	0	0	0	0	0	0	0
July 2033	294	0	0	0	0	0	0	0	0	0	0
July 2034	0	0	0	0	0	0	0	0	0	0	0
July 2035	0	0	0	0	0	0	0	0	0	0	0
July 2036	0	0	0	0	0	0	0	0	0	0	0
July 2037	0	0	0	0	0	0	0	0	0	0	0
July 2038	0	0	0	0	0	0	0	0	0	0	0
July 2039	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	24.3	11.0	8.8	8.8	8.8	5.6	1.9	1.3	0.9	0.6	0.2

FM, SM, ST, OP, TI, IT and PO Classes

Date	PSA Prepayment Assumption										
	0%	100%	130%	225%	300%	500%	850%	1200%	1700%	2500%	3500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100
July 2010	100	100	100	92	85	67	36	5	0	0	0
July 2011	100	100	100	80	65	28	0	0	0	0	0
July 2012	100	100	100	71	50	3	0	0	0	0	0
July 2013	100	100	100	64	40	0	0	0	0	0	0
July 2014	100	100	100	60	34	0	0	0	0	0	0
July 2015	100	100	100	57	31	0	0	0	0	0	0
July 2016	100	100	100	55	30	0	0	0	0	0	0
July 2017	100	100	99	54	30	0	0	0	0	0	0
July 2018	100	100	96	52	29	0	0	0	0	0	0
July 2019	100	100	89	45	24	0	0	0	0	0	0
July 2020	100	100	81	39	20	0	0	0	0	0	0
July 2021	100	92	73	33	17	0	0	0	0	0	0
July 2022	100	84	66	28	14	0	0	0	0	0	0
July 2023	100	77	59	24	11	0	0	0	0	0	0
July 2024	100	69	52	20	9	0	0	0	0	0	0
July 2025	100	62	46	17	7	0	0	0	0	0	0
July 2026	100	56	40	14	5	0	0	0	0	0	0
July 2027	100	49	35	11	4	0	0	0	0	0	0
July 2028	100	43	30	9	3	0	0	0	0	0	0
July 2029	100	38	26	7	3	0	0	0	0	0	0
July 2030	100	32	22	6	2	0	0	0	0	0	0
July 2031	100	27	18	5	1	0	0	0	0	0	0
July 2032	100	23	15	3	1	0	0	0	0	0	0
July 2033	100	18	12	3	1	0	0	0	0	0	0
July 2034	90	14	9	2	*	0	0	0	0	0	0
July 2035	74	10	6	1	*	0	0	0	0	0	0
July 2036	57	6	4	1	*	0	0	0	0	0	0
July 2037	39	3	2	*	*	0	0	0	0	0	0
July 2038	20	0	0	0	0	0	0	0	0	0	0
July 2039	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	27.3	18.6	16.3	9.1	5.7	1.5	0.8	0.6	0.4	0.2	0.1

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

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

PD, PI†, PE, PG and PA Classes

Date	PSA Prepayment Assumption										
	0%	100%	130%	225%	300%	500%	850%	1200%	1700%	2500%	3500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100
July 2010	98	90	90	90	90	90	90	90	78	0	0
July 2011	96	76	76	76	76	76	73	37	0	0	0
July 2012	94	63	63	63	63	63	35	10	0	0	0
July 2013	92	50	50	50	50	50	17	3	0	0	0
July 2014	90	38	38	38	38	38	8	1	0	0	0
July 2015	87	27	27	27	27	27	4	*	0	0	0
July 2016	84	18	18	18	18	18	2	*	0	0	0
July 2017	81	12	12	12	12	12	1	*	0	0	0
July 2018	78	9	9	9	9	9	*	*	0	0	0
July 2019	74	6	6	6	6	6	*	*	0	0	0
July 2020	71	4	4	4	4	4	*	*	0	0	0
July 2021	66	3	3	3	3	3	*	*	0	0	0
July 2022	62	2	2	2	2	2	*	*	0	0	0
July 2023	57	1	1	1	1	1	*	*	0	0	0
July 2024	52	1	1	1	1	1	*	0	0	0	0
July 2025	46	1	1	1	1	1	*	0	0	0	0
July 2026	40	*	*	*	*	*	*	0	0	0	0
July 2027	33	*	*	*	*	*	*	0	0	0	0
July 2028	26	*	*	*	*	*	*	0	0	0	0
July 2029	18	*	*	*	*	*	*	0	0	0	0
July 2030	9	*	*	*	*	*	*	0	0	0	0
July 2031	*	*	*	*	*	*	*	0	0	0	0
July 2032	*	*	*	*	*	*	*	0	0	0	0
July 2033	*	*	*	*	*	*	*	0	0	0	0
July 2034	*	*	*	*	*	*	0	0	0	0	0
July 2035	*	*	*	*	*	*	0	0	0	0	0
July 2036	*	*	*	*	*	*	0	0	0	0	0
July 2037	*	*	*	*	*	*	0	0	0	0	0
July 2038	0	0	0	0	0	0	0	0	0	0	0
July 2039	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	14.1	4.5	4.5	4.5	4.5	4.5	2.8	1.9	1.2	0.7	0.3

NF, NS† and TP Classes

Date	PSA Prepayment Assumption							
	0%	100%	200%	300%	400%	700%	1100%	1500%
Initial Percent	100	100	100	100	100	100	100	100
July 2010	98	88	83	83	83	83	51	15
July 2011	97	77	68	68	68	50	17	1
July 2012	95	66	54	54	54	28	5	0
July 2013	93	57	41	41	41	16	1	0
July 2014	91	47	31	31	31	8	0	0
July 2015	89	39	23	23	23	4	0	0
July 2016	86	30	17	17	17	2	0	0
July 2017	83	23	13	13	13	1	0	0
July 2018	81	15	9	9	9	*	0	0
July 2019	77	8	7	7	7	0	0	0
July 2020	74	5	5	5	5	0	0	0
July 2021	70	3	3	3	3	0	0	0
July 2022	66	2	2	2	2	0	0	0
July 2023	61	1	1	1	1	0	0	0
July 2024	56	*	*	*	*	0	0	0
July 2025	51	0	0	0	0	0	0	0
July 2026	45	0	0	0	0	0	0	0
July 2027	39	0	0	0	0	0	0	0
July 2028	32	0	0	0	0	0	0	0
July 2029	25	0	0	0	0	0	0	0
July 2030	16	0	0	0	0	0	0	0
July 2031	8	0	0	0	0	0	0	0
July 2032	0	0	0	0	0	0	0	0
July 2033	0	0	0	0	0	0	0	0
July 2034	0	0	0	0	0	0	0	0
July 2035	0	0	0	0	0	0	0	0
July 2036	0	0	0	0	0	0	0	0
July 2037	0	0	0	0	0	0	0	0
July 2038	0	0	0	0	0	0	0	0
July 2039	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	14.9	5.1	4.1	4.1	4.1	2.4	1.3	0.6

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

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

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

TG Class

Date	PSA Prepayment Assumption 0%	100%	200%	300%	400%	700%	1100%	1500%
Initial Percent	100	100	100	100	100	100	100	100
July 2010	98	87	82	82	82	82	48	10
July 2011	97	76	66	66	66	47	12	0
July 2012	95	65	51	51	51	24	0	0
July 2013	93	54	37	37	37	11	0	0
July 2014	91	44	27	27	27	3	0	0
July 2015	88	35	19	19	19	0	0	0
July 2016	85	26	13	13	13	0	0	0
July 2017	83	18	8	8	8	0	0	0
July 2018	79	10	4	4	4	0	0	0
July 2019	76	3	1	1	1	0	0	0
July 2020	72	0	0	0	0	0	0	0
July 2021	68	0	0	0	0	0	0	0
July 2022	64	0	0	0	0	0	0	0
July 2023	59	0	0	0	0	0	0	0
July 2024	54	0	0	0	0	0	0	0
July 2025	48	0	0	0	0	0	0	0
July 2026	42	0	0	0	0	0	0	0
July 2027	36	0	0	0	0	0	0	0
July 2028	28	0	0	0	0	0	0	0
July 2029	20	0	0	0	0	0	0	0
July 2030	12	0	0	0	0	0	0	0
July 2031	2	0	0	0	0	0	0	0
July 2032	0	0	0	0	0	0	0	0
July 2033	0	0	0	0	0	0	0	0
July 2034	0	0	0	0	0	0	0	0
July 2035	0	0	0	0	0	0	0	0
July 2036	0	0	0	0	0	0	0	0
July 2037	0	0	0	0	0	0	0	0
July 2038	0	0	0	0	0	0	0	0
July 2039	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	14.4	4.7	3.6	3.6	3.6	2.2	1.2	0.6

TH Class

Date	PSA Prepayment Assumption 0%	100%	200%	300%	400%	700%	1100%	1500%
Initial Percent	100	100	100	100	100	100	100	100
July 2010	100	100	100	100	100	100	100	100
July 2011	100	100	100	100	100	100	100	17
July 2012	100	100	100	100	100	100	96	0
July 2013	100	100	100	100	100	100	24	0
July 2014	100	100	100	100	100	100	0	0
July 2015	100	100	100	100	100	83	0	0
July 2016	100	100	100	100	100	40	0	0
July 2017	100	100	100	100	100	15	0	0
July 2018	100	100	100	100	100	1	0	0
July 2019	100	100	100	100	100	0	0	0
July 2020	100	89	89	89	86	0	0	0
July 2021	100	60	60	60	56	0	0	0
July 2022	100	38	38	38	33	0	0	0
July 2023	100	21	21	21	17	0	0	0
July 2024	100	8	8	8	4	0	0	0
July 2025	100	0	0	0	0	0	0	0
July 2026	100	0	0	0	0	0	0	0
July 2027	100	0	0	0	0	0	0	0
July 2028	100	0	0	0	0	0	0	0
July 2029	100	0	0	0	0	0	0	0
July 2030	100	0	0	0	0	0	0	0
July 2031	100	0	0	0	0	0	0	0
July 2032	0	0	0	0	0	0	0	0
July 2033	0	0	0	0	0	0	0	0
July 2034	0	0	0	0	0	0	0	0
July 2035	0	0	0	0	0	0	0	0
July 2036	0	0	0	0	0	0	0	0
July 2037	0	0	0	0	0	0	0	0
July 2038	0	0	0	0	0	0	0	0
July 2039	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	22.6	12.7	12.7	12.7	12.5	6.9	3.7	1.8

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

Characteristics of the Residual Class

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 Election and Special Tax Attributes

We will make a REMIC election with respect to the 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 Class will be designated as the "residual interest" in the REMIC 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 Class, as "qualified mortgages" for other REMICs. See "Material Federal Income Tax Consequences—REMIC Election and Special Tax Attributes" in the REMIC Prospectus.

Taxation of Beneficial Owners of Regular Certificates

The Notional Class and the Accrual Class will be issued with original issue discount ("OID"), and certain other Classes of REMIC Certificates may be issued with OID. If a Class is issued with OID, a beneficial owner of a Certificate of that Class generally must recognize some taxable income in advance of the receipt of the cash attributable to that income. See "Material Federal Income Tax Consequences—Taxation of Beneficial Owners of Regular Certificates—*Treatment of Original Issue Discount*" in the REMIC Prospectus. In addition, certain Classes of REMIC Certificates may be treated as having been issued at a premium. See "Material Federal Income Tax Consequences—Taxation of Beneficial Owners of Regular Certificates—*Regular Certificates Purchased at a Premium*" in the REMIC Prospectus.

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

Group	Prepayment Assumption
1	242% PSA
2	215% PSA
3	850% PSA
4	200% 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 one or more underlying Regular Certificates. The PA, PQ and TP Classes of RCR Certificates are Combination RCR Certificates, and the remaining Classes of RCR Certificates are Strip 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 Underlying RCR Certificates. The Dealer proposes to offer the Certificates directly to the public from time to time in negotiated transactions at varying prices to be determined at the time of sale. The Dealer may effect these transactions to or through other dealers.

LEGAL MATTERS

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

Exhibit A

Group 3 Underlying RCR Certificate

Underlying REMIC Trust	Class	Date of Issue	CUSIP Number	Interest Rate	Interest Type(1)	Final Distribution Date	Principal Type(1)	Original Principal Balance of Class	July 2009 Class Factor	Principal Balance in the Trust	Approximate Weighted Average WAC	Approximate Weighted Average WAM (in months)	Approximate Weighted Average WALA (in months)
2009-047	DB	June 2009	31396QJG5	4.5%	FIX	July 2039	PT	$460,555,556	0.92838824	$195,382,861.76	6.033%	347	11

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

Group 4 Underlying RCR Certificates

Underlying REMIC Trust	Class	Date of Issue	CUSIP Number	Interest Rate	Interest Type(1)	Final Distribution Date	Principal Type(1)	Original Principal Balance of Class	July 2009 Class Factor	Principal Balance in the Trust	Approximate Weighted Average WAC	Approximate Weighted Average WAM (in months)	Approximate Weighted Average WALA (in months)
2009-037	NF(2)	May 2009	31396QBN8	(3)	FLT	February 2037	SC/SEQ/AD	$105,779,974	0.97179756	$102,796,720.63	6.473%	294	59
2009-037	SN(2)	May 2009	31396QBF5	(3)	INV	February 2037	SC/SEQ/AD	23,862,823	0.97179756	23,189,833.17	6.473	294	59

(1) See "Description of the Certificates—Definitions and Abbreviations" in the REMIC Prospectus.
(2) The Group 4 Underlying RCR Certificates are backed by the Fannie Mae REMIC Certificates listed below having the following characteristics:

Class	Interest Type	Principal Type
2007-1-NF	FLT	PAC
2007-1-ON	PO	PAC
2007-1-NI	INV/IO	NTL

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

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

Available Recombinations(1)

REMIC Certificates		RCR Certificates						
Classes	Original Balances	RCR Classes	Original Balances	Principal Type(2)	Interest Rate	Interest Type(2)	CUSIP Number	Final Distribution Date
Recombination 1								
PH	$88,312,514	PD	$94,372,759	SC/SCH	3.0%	FIX	31396QSJ9	July 2039
PK	6,060,245	PI	25,738,025(3)	NTL	5.5	FIX/IO	31396QSK6	July 2039
Recombination 2								
PH	88,312,514	PE	94,372,759	SC/SCH	3.5	FIX	31396QSL4	July 2039
PK	6,060,245	PI	17,158,683(3)	NTL	5.5	FIX/IO	31396QSK6	July 2039
Recombination 3								
PH	88,312,514	PG	94,372,759	SC/SCH	4.0	FIX	31396QSM2	July 2039
PK	6,060,245	PI	8,579,342(3)	NTL	5.5	FIX/IO	31396QSK6	July 2039
Recombination 4								
PH	88,312,514	PA	94,372,759	SC/SCH	4.5	FIX	31396QSN0	July 2039
PK	6,060,245							
Recombination 5								
SM	27,777,779	ST	8,333,333	SC/SUP	(4)	INV	31396QSP5	July 2039
		OP	13,194,446	SC/SUP	0.0	PO	31396QSQ3	July 2039
		TI	6,250,000	SC/SUP	(4)	INV	31396QSR1	July 2039
Recombination 6								
SM	27,777,779	IT	10,526,315	SC/SUP	(4)	INV	31396QSS9	July 2039
		PO	11,001,464	SC/SUP	0.0	PO	31396QST7	July 2039
		TI	6,250,000	SC/SUP	(4)	INV	31396QSR1	July 2039
Recombination 7								
PH	88,312,514	PL	88,312,514	SC/SCH	3.0	FIX	31396QSU4	July 2039
		IP	24,085,231(3)	NTL	5.5	FIX/IO	31396QSV2	July 2039
Recombination 8								
PH	88,312,514	PM	88,312,514	SC/SCH	3.5	FIX	31396QSW0	July 2039
		IP	16,056,820(3)	NTL	5.5	FIX/IO	31396QSV2	July 2039
Recombination 9								
PH	88,312,514	PN	88,312,514	SC/SCH	4.0	FIX	31396QSX8	July 2039
		IP	8,028,410(3)	NTL	5.5	FIX/IO	31396QSV2	July 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 10								
PH	$88,312,514	PQ	$88,312,514	SC/SCH	4.5%	FIX	31396QSY6	July 2039
Recombination 11								
TG	77,985,476	TP	82,376,128	SC/PT	4.5	FIX	31396QSZ3	February 2037
TH	4,390,652							

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

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

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

(4) For a description of these interest rates, see "Summary—Interest Rates" in this prospectus supplement.

Principal Balance Schedules

Aggregate Group I Scheduled Balances

Distribution Date	Scheduled Balance	Distribution Date	Scheduled Balance	Distribution Date	Scheduled Balance
Initial Balance	$94,372,759.00	November 2013	$43,154,569.27	March 2018	$ 9,133,895.95
August 2009	93,764,698.65	December 2013	42,200,718.73	April 2018	8,847,724.83
September 2009	93,124,069.83	January 2014	41,251,803.93	May 2018	8,570,390.27
October 2009	92,451,129.61	February 2014	40,307,799.48	June 2018	8,301,622.35
November 2009	91,746,151.82	March 2014	39,368,680.14	July 2018	8,041,159.36
December 2009	91,009,426.91	April 2014	38,434,420.76	August 2018	7,788,747.48
January 2010	90,241,261.71	May 2014	37,504,996.35	September 2018	7,544,140.61
February 2010	89,441,979.27	June 2014	36,580,382.04	October 2018	7,307,100.08
March 2010	88,611,918.62	July 2014	35,660,553.09	November 2018	7,077,394.49
April 2010	87,751,434.54	August 2014	34,745,484.87	December 2018	6,854,799.43
May 2010	86,860,897.32	September 2014	33,835,152.91	January 2019	6,639,097.31
June 2010	85,940,692.53	October 2014	32,929,532.84	February 2019	6,430,077.13
July 2010	84,991,220.67	November 2014	32,028,600.41	March 2019	6,227,534.31
August 2010	84,012,896.98	December 2014	31,132,331.52	April 2019	6,031,270.45
September 2010	83,006,151.07	January 2015	30,240,702.18	May 2019	5,841,093.20
October 2010	81,971,426.65	February 2015	29,353,688.52	June 2019	5,656,816.04
November 2010	80,909,181.19	March 2015	28,471,266.80	July 2019	5,478,258.11
December 2010	79,819,885.56	April 2015	27,593,413.40	August 2019	5,305,244.04
January 2011	78,704,023.75	May 2015	26,740,970.39	September 2019	5,137,603.81
February 2011	77,574,756.44	June 2015	25,914,574.12	October 2019	4,975,172.54
March 2011	76,442,887.25	July 2015	25,113,435.37	November 2019	4,817,790.38
April 2011	75,316,869.51	August 2015	24,336,788.70	December 2019	4,665,302.33
May 2011	74,196,673.12	September 2015	23,583,891.69	January 2020	4,517,558.10
June 2011	73,082,268.14	October 2015	22,854,024.29	February 2020	4,374,411.98
July 2011	71,973,624.77	November 2015	22,146,488.14	March 2020	4,235,722.69
August 2011	70,870,713.38	December 2015	21,460,605.90	April 2020	4,101,353.26
September 2011	69,773,504.48	January 2016	20,795,720.65	May 2020	3,971,170.86
October 2011	68,681,968.75	February 2016	20,151,195.26	June 2020	3,845,046.73
November 2011	67,596,076.99	March 2016	19,526,411.81	July 2020	3,722,856.02
December 2011	66,515,800.18	April 2016	18,920,770.98	August 2020	3,604,477.69
January 2012	65,441,109.44	May 2016	18,333,691.54	September 2020	3,489,794.38
February 2012	64,371,976.04	June 2016	17,764,609.77	October 2020	3,378,692.31
March 2012	63,308,371.37	July 2016	17,212,978.98	November 2020	3,271,061.16
April 2012	62,250,267.02	August 2016	16,678,268.93	December 2020	3,166,793.99
May 2012	61,197,634.68	September 2016	16,159,965.40	January 2021	3,065,787.11
June 2012	60,150,446.21	October 2016	15,657,569.68	February 2021	2,967,939.99
July 2012	59,108,673.60	November 2016	15,170,598.11	March 2021	2,873,155.17
August 2012	58,072,289.00	December 2016	14,698,581.63	April 2021	2,781,338.18
September 2012	57,041,264.69	January 2017	14,241,065.33	May 2021	2,692,397.40
October 2012	56,015,573.10	February 2017	13,797,608.05	June 2021	2,606,244.04
November 2012	54,995,186.80	March 2017	13,367,781.95	July 2021	2,522,792.01
December 2012	53,980,078.50	April 2017	12,951,172.10	August 2021	2,441,957.85
January 2013	52,970,221.05	May 2017	12,547,376.13	September 2021	2,363,660.64
February 2013	51,965,587.43	June 2017	12,156,003.80	October 2021	2,287,821.94
March 2013	50,966,150.79	July 2017	11,776,676.68	November 2021	2,214,365.73
April 2013	49,971,884.38	August 2017	11,409,027.77	December 2021	2,143,218.28
May 2013	48,982,761.61	September 2017	11,052,701.18	January 2022	2,074,308.14
June 2013	47,998,756.02	October 2017	10,707,351.77	February 2022	2,007,566.04
July 2013	47,019,841.30	November 2017	10,372,644.84	March 2022	1,942,924.81
August 2013	46,045,991.24	December 2017	10,048,255.81	April 2022	1,880,319.38
September 2013	45,077,179.81	January 2018	9,733,869.93	May 2022	1,819,686.62
October 2013	44,113,381.08	February 2018	9,429,181.98	June 2022	1,760,965.39

Aggregate Group I (Continued)

Distribution Date	Scheduled Balance	Distribution Date	Scheduled Balance	Distribution Date	Scheduled Balance
July 2022	$ 1,704,096.37	February 2027	$ 266,699.74	September 2031	$ 35,151.58
August 2022	1,649,022.09	March 2027	257,561.20	October 2031	33,780.91
September 2022	1,595,686.84	April 2027	248,722.70	November 2031	32,458.70
October 2022	1,544,036.61	May 2027	240,174.67	December 2031	31,183.34
November 2022	1,494,019.05	June 2027	231,907.81	January 2032	29,953.26
December 2022	1,445,583.41	July 2027	223,913.15	February 2032	28,766.93
January 2023	1,398,680.51	August 2027	216,181.98	March 2032	27,622.89
February 2023	1,353,262.68	September 2027	208,705.87	April 2032	26,519.72
March 2023	1,309,283.69	October 2027	201,476.64	May 2032	25,456.03
April 2023	1,266,698.77	November 2027	194,486.39	June 2032	24,430.49
May 2023	1,225,464.49	December 2027	187,727.46	July 2032	23,441.83
June 2023	1,185,538.77	January 2028	181,192.41	August 2032	22,488.78
July 2023	1,146,880.83	February 2028	174,874.06	September 2032	21,570.15
August 2023	1,109,451.14	March 2028	168,765.44	October 2032	20,684.77
September 2023	1,073,211.37	April 2028	162,859.82	November 2032	19,831.51
October 2023	1,038,124.40	May 2028	157,150.65	December 2032	19,009.28
November 2023	1,004,154.22	June 2028	151,631.61	January 2033	18,217.02
December 2023	971,265.96	July 2028	146,296.57	February 2033	17,453.71
January 2024	939,425.81	August 2028	141,139.60	March 2033	16,718.36
February 2024	908,600.99	September 2028	136,154.95	April 2033	16,010.02
March 2024	878,759.75	October 2028	131,337.06	May 2033	15,327.76
April 2024	849,871.32	November 2028	126,680.53	June 2033	14,670.69
May 2024	821,905.85	December 2028	122,180.14	July 2033	14,037.94
June 2024	794,834.46	January 2029	117,830.84	August 2033	13,428.68
July 2024	768,629.11	February 2029	113,627.73	September 2033	12,842.10
August 2024	743,262.67	March 2029	109,566.07	October 2033	12,277.41
September 2024	718,708.81	April 2029	105,641.28	November 2033	11,733.87
October 2024	694,942.04	May 2029	101,848.90	December 2033	11,210.73
November 2024	671,937.65	June 2029	98,184.63	January 2034	10,707.29
December 2024	649,671.69	July 2029	94,644.30	February 2034	10,222.87
January 2025	628,120.97	August 2029	91,223.89	March 2034	9,756.81
February 2025	607,262.98	September 2029	87,919.47	April 2034	9,308.46
March 2025	587,075.94	October 2029	84,727.27	May 2034	8,877.21
April 2025	567,538.73	November 2029	81,643.62	June 2034	8,462.47
May 2025	548,630.90	December 2029	78,664.98	July 2034	8,063.64
June 2025	530,332.61	January 2030	75,787.92	August 2034	7,680.18
July 2025	512,624.65	February 2030	73,009.10	September 2034	7,311.55
August 2025	495,488.41	March 2030	70,325.31	October 2034	6,957.22
September 2025	478,905.83	April 2030	67,733.43	November 2034	6,616.68
October 2025	462,859.46	May 2030	65,230.45	December 2034	6,289.46
November 2025	447,332.34	June 2030	62,813.45	January 2035	5,975.08
December 2025	432,308.07	July 2030	60,479.59	February 2035	5,673.08
January 2026	417,770.74	August 2030	58,226.15	March 2035	5,383.03
February 2026	403,704.96	September 2030	56,050.47	April 2035	5,104.49
March 2026	390,095.78	October 2030	53,949.99	May 2035	4,837.06
April 2026	376,928.76	November 2030	51,922.23	June 2035	4,580.34
May 2026	364,189.87	December 2030	49,964.77	July 2035	4,333.95
June 2026	351,865.55	January 2031	48,075.31	August 2035	4,097.51
July 2026	339,942.63	February 2031	46,251.58	September 2035	3,870.67
August 2026	328,408.38	March 2031	44,491.40	October 2035	3,653.08
September 2026	317,250.45	April 2031	42,792.68	November 2035	3,444.41
October 2026	306,456.87	May 2031	41,153.36	December 2035	3,244.33
November 2026	296,016.06	June 2031	39,571.47	January 2036	3,052.53
December 2026	285,916.80	July 2031	38,045.10	February 2036	2,868.70
January 2027	276,148.20	August 2031	36,572.41	March 2036	2,692.57

Aggregate Group I (Continued)

Distribution Date	Scheduled Balance	Distribution Date	Scheduled Balance	Distribution Date	Scheduled Balance
April 2036	$ 2,523.84	February 2037	$ 1,188.50	December 2037	$ 346.76
May 2036	2,362.25	March 2037	1,085.20	January 2038	283.11
June 2036	2,207.53	April 2037	986.61	February 2038	222.63
July 2036	2,059.43	May 2037	892.53	March 2038	165.20
August 2036	1,917.70	June 2037	802.80	April 2038	110.69
September 2036	1,782.11	July 2037	717.25	May 2038	58.96
October 2036	1,652.43	August 2037	635.71	June 2038	28.63
November 2036	1,528.43	September 2037	558.05	July 2038 and thereafter	0.00
December 2036	1,409.92	October 2037	484.09		
January 2037	1,296.67	November 2037	413.71		

Aggregate Group II Scheduled Balances

Distribution Date	Scheduled Balance	Distribution Date	Scheduled Balance	Distribution Date	Scheduled Balance
Initial Balance	$23,232,323.00	July 2012	$15,644,656.30	July 2015	$10,371,315.26
August 2009	23,110,769.89	August 2012	15,449,796.28	August 2015	10,193,952.03
September 2009	22,979,811.22	September 2012	15,258,234.88	September 2015	9,999,606.50
October 2009	22,839,585.69	October 2012	15,069,940.65	October 2015	9,788,952.51
November 2009	22,690,243.24	November 2012	14,884,882.40	November 2015	9,562,642.50
December 2009	22,531,944.82	December 2012	14,703,029.20	December 2015	9,321,308.20
January 2010	22,364,862.30	January 2013	14,524,350.36	January 2016	9,065,561.25
February 2010	22,189,178.20	February 2013	14,348,815.45	February 2016	8,795,993.78
March 2010	22,005,085.49	March 2013	14,176,394.27	March 2016	8,513,179.02
April 2010	21,812,787.36	April 2013	14,007,056.92	April 2016	8,217,671.93
May 2010	21,612,497.00	May 2013	13,840,773.68	May 2016	7,910,009.64
June 2010	21,404,437.23	June 2013	13,677,515.12	June 2016	7,590,712.09
July 2010	21,188,840.36	July 2013	13,517,252.03	July 2016	7,260,282.49
August 2010	20,965,947.79	August 2013	13,359,955.46	August 2016	6,925,391.89
September 2010	20,736,009.72	September 2013	13,205,596.66	September 2016	6,589,344.09
October 2010	20,499,284.87	October 2013	13,054,147.16	October 2016	6,252,376.40
November 2010	20,256,040.07	November 2013	12,905,578.70	November 2016	5,914,715.47
December 2010	20,006,549.99	December 2013	12,759,863.26	December 2016	5,576,577.71
January 2011	19,751,096.70	January 2014	12,616,973.06	January 2017	5,238,169.65
February 2011	19,493,729.40	February 2014	12,476,880.54	February 2017	4,899,688.26
March 2011	19,237,721.69	March 2014	12,339,558.34	March 2017	4,561,321.32
April 2011	18,985,588.61	April 2014	12,204,979.39	April 2017	4,223,247.76
May 2011	18,737,294.01	May 2014	12,073,116.79	May 2017	3,885,637.96
June 2011	18,492,802.06	June 2014	11,943,943.87	June 2017	3,548,654.07
July 2011	18,252,077.19	July 2014	11,817,434.21	July 2017	3,212,450.30
August 2011	18,015,084.14	August 2014	11,693,561.58	August 2017	2,877,173.21
September 2011	17,781,787.93	September 2014	11,572,299.98	September 2017	2,542,962.01
October 2011	17,552,153.84	October 2014	11,453,623.61	October 2017	2,209,948.81
November 2011	17,326,147.50	November 2014	11,337,506.92	November 2017	1,878,258.88
December 2011	17,103,734.73	December 2014	11,223,924.54	December 2017	1,548,010.92
January 2012	16,884,881.70	January 2015	11,112,851.31	January 2018	1,219,317.31
February 2012	16,669,554.80	February 2015	11,004,262.29	February 2018	892,284.29
March 2012	16,457,720.77	March 2015	10,898,132.76	March 2018	567,012.29
April 2012	16,249,346.52	April 2015	10,794,438.17	April 2018	243,596.05
May 2012	16,044,399.32	May 2015	10,672,288.65	May 2018 and thereafter	0.00
June 2012	15,842,846.66	June 2015	10,531,000.33		

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

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

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$667,341,625

FannieMae®

Guaranteed REMIC
Pass-Through Certificates
Fannie Mae REMIC Trust 2009-57

PROSPECTUS SUPPLEMENT

Goldman Sachs & Co.

July 24, 2009