

\$307,162,545



**Guaranteed REMIC Pass-Through Certificates
Fannie Mae REMIC Trust 2009-61**

The Certificates

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

Payments to Certificateholders

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

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

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

The Fannie Mae Guaranty

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

The Trust and its Assets

The trust will own Fannie Mae MBS. 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
MA	1	\$123,654,437	SCH/AD	6.0%	FIX	31396QPP8	August 2039
ZM	1	50,000	SCH/AD	6.0	FIX/Z	31396QPQ6	August 2039
MZ	1	6,158,086	SUP	6.0	FIX/Z	31396QPR4	August 2039
DA(2)	2	55,000,000	SEQ	4.5	FIX	31396QPS2	December 2026
LD	2	16,050,022	SEQ	4.5	FIX	31396QPT0	August 2029
EA	3	45,000,000	SEQ	4.5	FIX	31396QPU7	April 2027
LE	3	11,250,000	SEQ	4.5	FIX	31396QPV5	August 2029
A	4	40,000,000	SEQ	4.5	FIX	31396QPW3	April 2027
B	4	10,000,000	SEQ	4.5	FIX	31396QPX1	August 2029
R		0	NPR	0	NPR	31396QPY9	August 2039

(1) See "Description of the Certificates—Class Definitions and Abbreviations" in the REMIC prospectus. (2) Exchangeable class.

If you own certificates of the DA Class, you can exchange them for certificates of the corresponding RCR classes to be delivered at the time of exchange. The DB, DC, DE, DG, DH, DJ and DI 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 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.



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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”); 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 is 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 and the MBS Prospectus by writing or calling the dealer at:

Deutsche Bank Securities Inc.
Syndicate Operations
60 Wall Street
New York, New York 10005
(telephone 212-469-5000).

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	Group 3 MBS
4	Group 4 MBS

Group 1, Group 2, Group 3 and Group 4

Characteristics of the 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	\$129,862,523	6.00%	6.25% to 8.50%	161 to 360
Group 2 MBS	\$ 71,050,022	4.50%	4.75% to 7.00%	181 to 240
Group 3 MBS	\$ 56,250,000	4.50%	4.75% to 7.00%	181 to 240
Group 4 MBS	\$ 50,000,000	4.50%	4.75% to 7.00%	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	\$129,862,523	360	333	24	6.44%
Group 2 MBS	\$ 71,050,022	240	238	2	4.90%
Group 3 MBS	\$ 56,250,000	240	239	1	4.90%
Group 4 MBS	\$ 50,000,000	240	236	4	5.00%

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

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:

<u>Fed Book-Entry</u>	<u>Physical</u>
All classes of certificates other than the R Class	R Class

Exchanging Certificates Through Combination and Recombination

If you own certificates of the 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.

Notional Class

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

<u>Class</u>	
DI.....	33.3333327273% of the DA Class

Distributions of Principal

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

Weighted Average Lives (years)*

<u>Group 1 Classes</u>	<u>PSA Prepayment Assumption</u>						
	<u>0%</u>	<u>100%</u>	<u>400%</u>	<u>443%</u>	<u>837%</u>	<u>1250%</u>	<u>1700%</u>
MA	18.0	8.3	3.1	3.1	1.5	0.8	0.3
ZM	27.1	19.4	15.0	15.0	11.6	6.2	0.5
MZ	28.6	23.3	10.6	3.2	0.1	0.1	0.1
 <u>Group 2 Classes</u>		 <u>PSA Prepayment Assumption</u>					
		<u>0%</u>	<u>100%</u>	<u>233%</u>	<u>400%</u>	<u>600%</u>	
DA, DB, DC, DE, DG, DH, DJ and DI		10.4	5.9	3.8	2.7	2.1	
LD		18.7	16.1	12.2	8.6	6.2	
 <u>Group 3 Classes</u>		 <u>PSA Prepayment Assumption</u>					
		<u>0%</u>	<u>100%</u>	<u>233%</u>	<u>400%</u>	<u>600%</u>	
EA		10.6	6.2	4.1	2.9	2.3	
LE		18.9	16.5	12.7	9.1	6.5	
 <u>Group 4 Classes</u>		 <u>PSA Prepayment Assumption</u>					
		<u>0%</u>	<u>100%</u>	<u>233%</u>	<u>400%</u>	<u>600%</u>	
A		10.6	6.1	3.9	2.7	2.1	
B		18.9	16.3	12.5	8.9	6.3	

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

DESCRIPTION OF THE CERTIFICATES

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

General

Structure. We will create the Fannie Mae REMIC Trust specified on the cover of this prospectus supplement (the “Trust”) pursuant to a trust agreement dated as of August 1, 2007 and a supplement thereto dated as of 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 four groups of Fannie Mae Guaranteed Mortgage Pass-Through Certificates (the “Group 1 MBS,” “Group 2 MBS,” “Group 3 MBS” and “Group 4 MBS” and together, the “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.”

	<u>Assets</u>	<u>Regular Interests</u>	<u>Residual Interest</u>
REMIC	MBS	All Classes of REMIC Certificates other than the R Class	R

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

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

The MBS

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

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

Distributions of Interest

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

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

<u>Delay Classes</u>	<u>No-Delay Classes</u>
Fixed Rate Classes	—

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

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

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 MZ Accrual Amount to the Aggregate Group to its Scheduled Balance, and thereafter to MZ. } **Accretion Directed/Scheduled Group and Accrual Class**

The ZM Accrual Amount to MA until retired, and thereafter to ZM. } **Accretion Directed Class and Accrual Class**

The Group 1 Cash Flow Distribution Amount in the following priority:

1. To the Aggregate Group to its Scheduled Balance. } Scheduled Group
2. To MZ until retired. } Support Class
3. To the Aggregate Group to zero. } Scheduled Group

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

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

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

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

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

- *Group 2*

The Group 2 Principal Distribution Amount to DA and LD, in that order, until retired. } Sequential Pay Classes

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

- *Group 3*

The Group 3 Principal Distribution Amount to EA and LE, in that order, until retired. } Sequential Pay Classes

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

- *Group 4*

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

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

Structuring Assumptions

Pricing Assumptions. Except where otherwise noted, the information in the tables in this prospectus supplement has been prepared based on the following assumptions (collectively, the “Pricing Assumptions”):

- the Mortgage Loans underlying the MBS have the original terms to maturity, remaining terms to maturity, loan ages and interest rates specified under “Summary—Group 1, Group 2, Group 3 and Group 4—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 Schedule. The Principal Balance Schedule for the Aggregate Group is set forth beginning on page B-1 of this prospectus supplement. The Principal Balance Schedule was prepared based on the Pricing Assumptions and the assumption that the related Mortgage Loans prepay at a *constant* rate within the “Structuring Range” specified in the chart below. The “Effective Range” for the Aggregate Group is the range of prepayment rates (measured by *constant* PSA rates) that would reduce the 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 Group. However, these Classes are designed to receive principal distributions in the same fashion as if separate schedules had been provided (with schedules based on the same underlying assumptions that apply to the Aggregate Group schedule). If such separate schedules had been provided for the individual Classes included in the Aggregate Group, we expect that the effective ranges for those Classes would not be narrower than that shown below for the Aggregate Group.

<u>Group</u>	<u>Structuring Range</u>	<u>Initial Effective Range</u>
Aggregate Group Scheduled Balances	Between 400% and 443% PSA	Between 400% and 445% PSA

The Aggregate Group consists of the MA and ZM Classes.

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

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

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 the Aggregate Group to its scheduled balance in any month. As a result, the likelihood of reducing the 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 the Structuring Range or the Effective Range, principal distributions may be insufficient to reduce the Aggregate Group to its scheduled balance each month if prepayments do not occur at a *constant* PSA rate.
- The actual Effective Range 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 Range will likely differ from the Initial Effective Range specified above. For the same reason, the 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 Initial Effective Range. This is so particularly if the rate falls at the lower or higher end of this range.
- The actual Effective Range may narrow, widen or shift upward or downward to reflect actual prepayment experience over time.
- The principal payment stability of the Aggregate Group will be supported by one other Class. When the supporting Class is retired, the Aggregate Group, if still outstanding, may no longer have an Effective Range and will be much more sensitive to prepayments of the related Mortgage Loans.

Yield Table for the Fixed Rate Interest Only Class

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

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

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

We cannot assure you that

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

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

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

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

<u>Class</u>	<u>% PSA</u>
DI.....	377%

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

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

<u>Class</u>	<u>Price*</u>
DI	12.5%

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

Sensitivity of the DI Class to Prepayments

	PSA Prepayment Assumption				
	50%	100%	233%	400%	600%
Pre-Tax Yields to Maturity	28.1%	24.3%	13.1%	(2.1)%	(19.4)%

Weighted Average Lives of the Certificates

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

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

- the timing of changes in the rate of principal distributions, and
- the priority sequences of distributions of principal of the Group 1, Group 2, Group 3 and Group 4 Classes.

See “—Distributions of Principal” above.

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

Decrement Tables

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

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

Mortgage Loans Backing Trust Assets Specified Below	Original Terms to Maturity	Remaining Terms to Maturity	Interest Rates
Group 1 MBS	360 months	360 months	8.50%
Group 2 MBS	240 months	240 months	7.00%
Group 3 MBS	240 months	240 months	7.00%
Group 4 MBS	240 months	240 months	7.00%

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

Date	MA Class							ZM Class							MZ Class							
	PSA Prepayment Assumption							PSA Prepayment Assumption							PSA Prepayment Assumption							
	0%	100%	400%	443%	837%	1250%	1700%	0%	100%	400%	443%	837%	1250%	1700%	0%	100%	400%	443%	837%	1250%	1700%	
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	
July 2010	99	92	75	75	54	29	0	106	106	106	106	106	106	106	0	106	106	100	49	0	0	0
July 2011	98	85	55	55	26	7	0	113	113	113	113	113	113	0	113	113	101	23	0	0	0	0
July 2012	96	78	40	40	13	2	0	120	120	120	120	120	120	0	120	120	101	14	0	0	0	0
July 2013	95	71	28	28	6	*	0	127	127	127	127	127	127	0	127	127	99	13	0	0	0	0
July 2014	94	65	20	20	3	*	0	135	135	135	135	135	135	0	135	135	92	13	0	0	0	0
July 2015	92	59	14	14	1	0	0	143	143	143	143	143	64	0	143	143	82	13	0	0	0	0
July 2016	90	53	10	10	1	0	0	152	152	152	152	152	16	0	152	152	72	13	0	0	0	0
July 2017	88	47	7	7	*	0	0	161	161	161	161	161	4	0	161	161	63	13	0	0	0	0
July 2018	86	42	5	5	*	0	0	171	171	171	171	171	1	0	171	171	54	13	0	0	0	0
July 2019	84	37	3	3	*	0	0	182	182	182	182	182	*	0	182	182	46	13	0	0	0	0
July 2020	82	33	2	2	0	0	0	193	193	193	193	100	*	0	193	193	39	13	0	0	0	0
July 2021	79	28	1	1	0	0	0	205	205	205	205	48	*	0	205	205	34	13	0	0	0	0
July 2022	76	24	1	1	0	0	0	218	218	218	218	23	*	0	218	218	29	13	0	0	0	0
July 2023	73	20	*	*	0	0	0	231	231	231	231	11	*	0	231	231	26	13	0	0	0	0
July 2024	70	16	0	0	0	0	0	245	245	85	85	5	*	0	245	245	23	13	0	0	0	0
July 2025	66	12	0	0	0	0	0	261	261	0	0	2	*	0	261	261	17	10	0	0	0	0
July 2026	62	8	0	0	0	0	0	277	277	0	0	1	*	0	277	277	12	7	0	0	0	0
July 2027	58	5	0	0	0	0	0	294	294	0	0	1	*	0	294	294	9	5	0	0	0	0
July 2028	53	1	0	0	0	0	0	312	312	0	0	*	0	0	312	312	6	3	0	0	0	0
July 2029	49	0	0	0	0	0	0	331	0	0	0	*	0	0	331	289	4	2	0	0	0	0
July 2030	43	0	0	0	0	0	0	351	0	0	0	*	0	0	351	244	3	1	0	0	0	0
July 2031	37	0	0	0	0	0	0	373	0	0	0	*	0	0	373	201	2	1	0	0	0	0
July 2032	31	0	0	0	0	0	0	396	0	0	0	*	0	0	396	161	1	1	0	0	0	0
July 2033	24	0	0	0	0	0	0	421	0	0	0	*	0	0	421	123	1	*	0	0	0	0
July 2034	17	0	0	0	0	0	0	446	0	0	0	*	0	0	446	88	*	*	0	0	0	0
July 2035	9	0	0	0	0	0	0	474	0	0	0	*	0	0	474	54	*	*	0	0	0	0
July 2036	*	0	0	0	0	0	0	503	0	0	0	*	0	0	503	22	*	*	0	0	0	0
July 2037	0	0	0	0	0	0	0	0	0	0	0	0	0	0	357	0	0	0	0	0	0	0
July 2038	0	0	0	0	0	0	0	0	0	0	0	0	0	0	186	0	0	0	0	0	0	0
July 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	18.0	8.3	3.1	3.1	1.5	0.8	0.3	27.1	19.4	15.0	15.0	11.6	6.2	0.5	28.6	23.3	10.6	3.2	0.1	0.1	0.1	0.1

Date	DA, DB, DC, DE, DG, DH, DJ and DI† Classes					LD Class					EA Class				
	PSA Prepayment Assumption					PSA Prepayment Assumption					PSA Prepayment Assumption				
	0%	100%	233%	400%	600%	0%	100%	233%	400%	600%	0%	100%	233%	400%	600%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
July 2010	97	94	91	87	83	100	100	100	100	100	100	100	100	100	100
July 2011	94	85	76	65	53	100	100	100	100	100	100	100	100	100	100
July 2012	90	74	58	40	22	100	100	100	100	100	100	100	100	100	100
July 2013	86	64	43	21	2	100	100	100	100	100	100	100	100	100	100
July 2014	82	55	30	8	0	100	100	100	100	66	83	57	33	11	0
July 2015	78	46	20	0	0	100	100	100	91	40	79	48	23	1	0
July 2016	73	38	11	0	0	100	100	100	66	24	74	40	14	0	0
July 2017	68	30	3	0	0	100	100	100	47	15	69	33	7	0	0
July 2018	63	23	0	0	0	100	100	89	34	9	64	26	1	0	0
July 2019	57	17	0	0	0	100	100	71	24	5	58	20	0	0	0
July 2020	51	10	0	0	0	100	100	56	17	3	52	14	0	0	0
July 2021	44	4	0	0	0	100	100	44	11	2	46	8	0	0	0
July 2022	37	0	0	0	0	100	97	34	8	1	39	3	0	0	0
July 2023	30	0	0	0	0	100	79	25	5	1	32	0	0	0	0
July 2024	21	0	0	0	0	100	63	18	3	*	24	0	0	0	0
July 2025	13	0	0	0	0	100	48	13	2	*	15	0	0	0	0
July 2026	3	0	0	0	0	100	34	8	1	*	6	0	0	0	0
July 2027	0	0	0	0	0	77	21	5	1	*	0	0	0	0	0
July 2028	0	0	0	0	0	40	9	2	*	*	0	0	0	0	0
July 2029	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	10.4	5.9	3.8	2.7	2.1	18.7	16.1	12.2	8.6	6.2	10.6	6.2	4.1	2.9	2.3

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

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

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

Date	LE Class					A Class					B Class				
	PSA Prepayment Assumption					PSA Prepayment Assumption					PSA Prepayment Assumption				
	0%	100%	233%	400%	600%	0%	100%	233%	400%	600%	0%	100%	233%	400%	600%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
July 2010	100	100	100	100	100	97	94	90	86	81	100	100	100	100	100
July 2011	100	100	100	100	100	94	85	75	63	50	100	100	100	100	100
July 2012	100	100	100	100	100	90	74	58	39	21	100	100	100	100	100
July 2013	100	100	100	100	100	87	65	43	22	3	100	100	100	100	100
July 2014	100	100	100	100	77	83	56	31	9	0	100	100	100	100	69
July 2015	100	100	100	100	47	79	47	21	0	0	100	100	100	99	42
July 2016	100	100	100	76	29	74	39	13	0	0	100	100	100	71	26
July 2017	100	100	100	55	17	69	32	5	0	0	100	100	100	51	15
July 2018	100	100	100	39	10	64	25	0	0	0	100	100	98	36	9
July 2019	100	100	82	27	6	58	19	0	0	0	100	100	78	26	5
July 2020	100	100	64	19	4	52	13	0	0	0	100	100	62	18	3
July 2021	100	100	50	13	2	46	7	0	0	0	100	100	48	12	2
July 2022	100	100	39	9	1	39	2	0	0	0	100	100	37	8	1
July 2023	100	91	29	6	1	32	0	0	0	0	100	88	28	5	1
July 2024	100	73	21	4	*	24	0	0	0	0	100	69	20	4	*
July 2025	100	56	15	2	*	15	0	0	0	0	100	53	14	2	*
July 2026	100	40	10	1	*	6	0	0	0	0	100	37	9	1	*
July 2027	87	25	6	1	*	0	0	0	0	0	87	22	5	1	*
July 2028	45	12	2	*	*	0	0	0	0	0	45	9	2	*	*
July 2029	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	18.9	16.5	12.7	9.1	6.5	10.6	6.1	3.9	2.7	2.1	18.9	16.3	12.5	8.9	6.3

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

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

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

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

<u>Group</u>	<u>Prepayment Assumption</u>
1	837% PSA
2	233% PSA
3	233% PSA
4	233% PSA

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

Taxation of Beneficial Owners of Residual Certificates

The Holder of a Residual Certificate will be considered to be the holder of the “residual interest” in the related REMIC. Such Holder generally will be required to report its daily portion of the taxable income or net loss of the REMIC to which that Certificate relates. In certain periods, a Holder of a Residual Certificate may be required to recognize taxable income without being entitled to receive a corresponding amount of cash. Pursuant to the Trust Agreement, we will be obligated to provide to the Holder of a Residual Certificate (i) information necessary to enable it to prepare its federal income

tax returns and (ii) any reports regarding the Residual Class that may be required under the Code. See “Material Federal Income Tax Consequences—Taxation of Beneficial Owners of Residual Certificates” in the REMIC Prospectus.

Taxation of Beneficial Owners of RCR Certificates

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

Generally, the ownership interest represented by an RCR certificate will be one of two types. A certificate of a Strip RCR Class (a “Strip RCR Certificate”) will represent the right to receive a disproportionate part of the principal or interest payments on one or more underlying Regular Certificates. A certificate of a Combination RCR Class (a “Combination RCR Certificate”) will represent beneficial ownership of undivided interests in two or more underlying Regular Certificates. All of the 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 Deutsche Bank Securities Inc. (the “Dealer”) in exchange for the MBS. 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. Sonnenschein Nath & Rosenthal LLP will provide legal representation for the Dealer.

Available Recombinations(1)

REMIC Certificates		RCR Certificates							Final Distribution Date
Classes	Original Balances	RCR Classes	Original Balances	Principal Type(2)	Interest Rate	Interest Type(2)	CUSIP Number		
Recombination 1									
DA	\$55,000,000	DB	\$55,000,000	SEQ	3.00%	FIX	31396QQA0		December 2026
		DI	18,333,333(3)	NTL	4.50	FIX/IO	31396QQG7		December 2026
Recombination 2									
DA	55,000,000	DC	55,000,000	SEQ	3.25	FIX	31396QQB8		December 2026
		DI	15,277,777(3)	NTL	4.50	FIX/IO	31396QQG7		December 2026
Recombination 3									
DA	55,000,000	DE	55,000,000	SEQ	3.50	FIX	31396QQC6		December 2026
		DI	12,222,222(3)	NTL	4.50	FIX/IO	31396QQG7		December 2026
Recombination 4									
DA	55,000,000	DG	55,000,000	SEQ	3.75	FIX	31396QQD4		December 2026
		DI	9,166,666(3)	NTL	4.50	FIX/IO	31396QQG7		December 2026
Recombination 5									
DA	55,000,000	DH	55,000,000	SEQ	4.00	FIX	31396QQE2		December 2026
		DI	6,111,111(3)	NTL	4.50	FIX/IO	31396QQG7		December 2026
Recombination 6									
DA	55,000,000	DJ	55,000,000	SEQ	4.25	FIX	31396QQF9		December 2026
		DI	3,055,555(3)	NTL	4.50	FIX/IO	31396QQG7		December 2026

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

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

(3) Notional balance. This Class is an Interest Only Class. See page S-7 for a description of how its notional balance is calculated.

Principal Balance Schedule

Aggregate Group Scheduled Balances

Distribution Date	Scheduled Balance	Distribution Date	Scheduled Balance	Distribution Date	Scheduled Balance
Initial Balance	\$123,704,437.00	November 2013	\$ 31,487,698.16	March 2018	\$ 6,874,206.28
August 2009	121,142,750.65	December 2013	30,618,240.84	April 2018	6,661,966.41
September 2009	118,555,782.17	January 2014	29,771,859.14	May 2018	6,455,459.02
October 2009	115,917,158.99	February 2014	28,947,946.81	June 2018	6,254,531.57
November 2009	113,231,383.60	March 2014	28,145,913.42	July 2018	6,059,035.55
December 2009	110,503,029.73	April 2014	27,365,183.93	August 2018	5,868,826.35
January 2010	107,736,728.83	May 2014	26,605,198.31	September 2018	5,683,763.19
February 2010	105,035,195.06	June 2014	25,865,411.12	October 2018	5,503,708.96
March 2010	102,396,925.46	July 2014	25,145,291.16	November 2018	5,328,530.20
April 2010	99,820,451.73	August 2014	24,444,321.11	December 2018	5,158,096.94
May 2010	97,304,339.43	September 2014	23,761,997.12	January 2019	4,992,282.66
June 2010	94,847,187.17	October 2014	23,097,828.51	February 2019	4,830,964.14
July 2010	92,447,625.92	November 2014	22,451,337.41	March 2019	4,674,021.45
August 2010	90,104,318.20	December 2014	21,822,058.42	April 2019	4,521,337.80
September 2010	87,815,957.40	January 2015	21,209,538.30	May 2019	4,372,799.47
October 2010	85,581,267.05	February 2015	20,613,335.65	June 2019	4,228,295.77
November 2010	83,399,000.13	March 2015	20,033,020.59	July 2019	4,087,718.91
December 2010	81,267,938.40	April 2015	19,468,174.49	August 2019	3,950,963.95
January 2011	79,186,891.74	May 2015	18,918,389.64	September 2019	3,817,928.72
February 2011	77,154,697.50	June 2015	18,383,269.00	October 2019	3,688,513.76
March 2011	75,170,219.87	July 2015	17,862,425.91	November 2019	3,562,622.23
April 2011	73,232,349.25	August 2015	17,355,483.81	December 2019	3,440,159.83
May 2011	71,340,001.68	September 2015	16,862,075.99	January 2020	3,321,034.79
June 2011	69,492,118.23	October 2015	16,381,845.33	February 2020	3,205,157.73
July 2011	67,687,664.42	November 2015	15,914,444.07	March 2020	3,092,441.65
August 2011	65,925,629.67	December 2015	15,459,533.51	April 2020	2,982,801.86
September 2011	64,205,026.75	January 2016	15,016,783.86	May 2020	2,876,155.89
October 2011	62,524,891.22	February 2016	14,585,873.92	June 2020	2,772,423.48
November 2011	60,884,280.96	March 2016	14,166,490.92	July 2020	2,671,526.46
December 2011	59,282,275.59	April 2016	13,758,330.28	August 2020	2,573,388.75
January 2012	57,717,976.02	May 2016	13,361,095.39	September 2020	2,477,936.28
February 2012	56,190,503.95	June 2016	12,974,497.41	October 2020	2,385,096.96
March 2012	54,699,001.38	July 2016	12,598,255.06	November 2020	2,294,800.58
April 2012	53,242,630.14	August 2016	12,232,094.44	December 2020	2,206,978.81
May 2012	51,820,571.45	September 2016	11,875,748.82	January 2021	2,121,565.12
June 2012	50,432,025.48	October 2016	11,528,958.48	February 2021	2,038,494.76
July 2012	49,076,210.87	November 2016	11,191,470.47	March 2021	1,957,704.68
August 2012	47,752,364.38	December 2016	10,863,038.52	April 2021	1,879,133.52
September 2012	46,459,740.39	January 2017	10,543,422.77	May 2021	1,802,721.53
October 2012	45,197,610.55	February 2017	10,232,389.70	June 2021	1,728,410.56
November 2012	43,965,263.38	March 2017	9,929,711.88	July 2021	1,656,144.01
December 2012	42,765,248.68	April 2017	9,635,167.86	August 2021	1,585,866.76
January 2013	41,596,982.38	May 2017	9,348,542.01	September 2021	1,517,525.17
February 2013	40,459,632.32	June 2017	9,069,624.34	October 2021	1,451,067.03
March 2013	39,352,388.01	July 2017	8,798,210.40	November 2021	1,386,441.50
April 2013	38,274,460.07	August 2017	8,534,101.09	December 2021	1,323,599.12
May 2013	37,225,079.63	September 2017	8,277,102.55	January 2022	1,262,491.71
June 2013	36,203,497.90	October 2017	8,027,026.00	February 2022	1,203,072.41
July 2013	35,208,985.54	November 2017	7,783,687.64	March 2022	1,145,295.57
August 2013	34,240,832.24	December 2017	7,546,908.48	April 2022	1,089,116.79
September 2013	33,298,346.17	January 2018	7,316,514.26	May 2022	1,034,492.82
October 2013	32,380,853.56	February 2018	7,092,335.26	June 2022	981,381.59

Aggregate Group Scheduled Balances (Continued)

<u>Distribution Date</u>	<u>Scheduled Balance</u>	<u>Distribution Date</u>	<u>Scheduled Balance</u>	<u>Distribution Date</u>	<u>Scheduled Balance</u>
July 2022	\$ 929,742.14	May 2023	\$ 486,028.75	March 2024	\$ 151,717.52
August 2022	879,534.59	June 2023	448,168.04	April 2024	123,225.68
September 2022	830,720.15	July 2023	411,365.02	May 2024	95,535.80
October 2022	783,261.03	August 2023	375,590.88	June 2024	68,625.93
November 2022	737,120.48	September 2023	340,817.59	July 2024	42,474.69
December 2022	692,262.71	October 2023	307,017.85	August 2024	17,061.31
January 2023	648,652.90	November 2023	274,165.11	September 2024 and thereafter	0.00
February 2023	606,257.15	December 2023	242,233.52		
March 2023	565,042.48	January 2024	211,197.94		
April 2023	524,976.76	February 2024	181,033.88		

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.

\$307,162,545



**Guaranteed REMIC
Pass-Through Certificates
Fannie Mae REMIC Trust 2009-61**

PROSPECTUS SUPPLEMENT

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July 23, 2009
