

\$2,013,353,865



FannieMae®

**Guaranteed REMIC Pass-Through Certificates
Fannie Mae REMIC Trust 2009-71**

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, 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 REMIC and RCR certificates backed by Fannie Mae MBS.

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

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.

<i>Class</i>	<i>Group</i>	<i>Original Class Balance</i>	<i>Principal Type(1)</i>	<i>Interest Rate</i>	<i>Interest Type(1)</i>	<i>CUSIP Number</i>	<i>Final Distribution Date</i>
A(2) . . .	1	\$168,462,182	SEQ	5.0%	FIX	31398FAA9	February 2028
B	1	29,000,000	SEQ	5.0	FIX	31398FAB7	September 2029
LA	2	118,750,000	SEQ	4.0	FIX	31398FAC5	March 2027
LB	2	31,896,687	SEQ	4.0	FIX	31398FAD3	September 2029
JF	3	72,789,828	SC/PT	(3)	FLT	31398FAE1	March 2037
JS	3	72,789,828(4)	NTL	(3)	INV/IO	31398FAF8	March 2037
PO	3	2,695,920	SC/PT	0.0	PO	31398FAG6	March 2037
TA	4	50,000,000	SEQ	4.5	FIX	31398FAH4	August 2024
TB	4	505,050	SEQ	4.5	FIX	31398FAJ0	September 2024
GC(2) . .	5	300,000,000	SEQ	4.5	FIX	31398FAK7	April 2023
MB	5	53,351,319	SEQ	4.5	FIX	31398FAL5	September 2024
WF(2) . .	6	300,000,000	PAC	(3)	FLT	31398FAM3	December 2036
WS(2) . .	6	300,000,000(4)	NTL	(3)	INV/IO	31398FAN1	December 2036
XA	6	400,000,000	PAC	3.5	FIX	31398FAP6	December 2036
XB(2) . .	6	77,504,438	PAC	5.0	FIX	31398FAQ4	March 2038
XC(2) . .	6	94,013,341	PAC	5.0	FIX	31398FAR2	July 2039
XD(2) . .	6	15,582,919	PAC	5.0	FIX	31398FAS0	September 2039
FX(2) . .	6	122,981,792	SUP	(3)	FLT	31398FAT8	September 2039
SX(2) . .	6	49,192,718	SUP	(3)	INV	31398FAU5	September 2039
JT(2) . .	7	50,870,095	SC/PT	6.0	FIX	31398FAV3	June 2036
BA	8	75,000,000	SEQ	4.0	FIX	31398FAW1	August 2024
BI	8	8,333,333(4)	NTL	4.5	FIX/IO	31398FAX9	August 2024
BC	8	757,576	SEQ	4.5	FIX	31398FAY7	September 2024
R		0	NPR	0	NPR	31398FAZ4	September 2039
RL		0	NPR	0	NPR	31398FBA8	September 2039

- (1) See "Description of the Certificates—Class Definitions and Abbreviations" in the REMIC prospectus.
(2) Exchangeable classes.
(3) Based on LIBOR.
(4) Notional balances. These classes are interest only classes. See page S-9 for a description of how their notional balances are 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 AB, AC, AD, AE, AG, AH, AJ, AK, AL, AI, GD, GA, GH, GJ, GE, GK, GI, SU, VF, VS, XF, XS, FV, SV, FQ, SQ, XG, XH, XT, XM, CF, CS, LF, LS, MF, MS, VT, VM, QT, QM, JA, JB, JC, JD, JE, JG, JH, JK, JL, JM, JN, JP and JI 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 August 28, 2009.

Goldman Sachs & Co.

The date of this Prospectus Supplement is August 25, 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 7 Class or the R or RL Class, the disclosure documents relating to the applicable underlying REMIC and 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”) and our quarterly report on Form 10-Q for the quarter ended March 31, 2009 (the “First Quarter 2009 Form 10-Q”), which are 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. On March 31, 2009, we received \$15.2 billion from Treasury under the Commitment, which eliminated our net worth deficit as of December 31, 2008. We received an additional \$19.0 billion from Treasury on June 30, 2009, which eliminated our net worth deficit as of March 31, 2009. The Director of FHFA submitted a request to Treasury on August 6, 2009 for an additional \$10.7 billion on our behalf to eliminate our net worth deficit as of June 30, 2009, and requested receipt of those funds on or prior to September 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. Upon receipt of the additional \$10.7 billion in funds from Treasury that have been requested, the aggregate liquidation preference of the Senior Preferred Stock will total \$45.9 billion and the annualized dividend on the Senior Preferred Stock will be \$4.6 billion, based on the 10% 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 agency 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 August 1, 2009. You should purchase the certificates only after reading this prospectus supplement and each of the additional disclosure documents listed on page S-3. In particular, please see the discussion of risk factors that appears in each of those additional disclosure documents.

Assets Underlying Each Group of Classes

<u>Group</u>	<u>Assets</u>
1	Group 1 MBS
2	Group 2 MBS
3	Class 2007-22-FG REMIC Certificate Class 2007-22-SL REMIC Certificate
4	Group 4 MBS
5	Group 5 MBS
6	Group 6 MBS
7	Class 2008-87-A RCR Certificate Class 2008-87-B REMIC Certificate Class 2008-87-C REMIC Certificate
8	Group 8 MBS

Group 1, Group 2, Group 4, Group 5, Group 6 and Group 8

Characteristics of the Trust MBS

	<u>Approximate Principal Balance</u>	<u>Pass- Through Rate</u>	<u>Range of Weighted Average Coupons or WACs (annual percentages)</u>	<u>Range of Weighted Average Remaining Terms to Maturity or WAMs (in months)</u>
Group 1 MBS	\$197,462,182	5.00%	5.25% to 7.50%	181 to 240
Group 2 MBS	\$150,646,687	4.00%	4.25% to 6.50%	181 to 240
Group 4 MBS	\$ 50,505,050	4.50%	4.75% to 7.00%	104 to 180
Group 5 MBS	\$353,351,319	4.50%	4.75% to 7.00%	121 to 180
Group 6 MBS	\$892,021,229	5.00%	5.25% to 7.50%	241 to 360
	\$167,253,979	5.00%	5.25% to 7.50%	241 to 360
Group 8 MBS	\$ 75,757,576	4.50%	4.75% to 7.00%	121 to 180

Assumed Characteristics of the Underlying Mortgage Loans

	<u>Principal Balance</u>	<u>Original Term to Maturity (in months)</u>	<u>Remaining Term to Maturity (in months)</u>	<u>Loan Age (in months)</u>	<u>Interest Rate</u>
Group 1 MBS	\$197,462,182	240	225	15	5.57%
Group 2 MBS	\$150,646,687	240	238	2	4.50%
Group 4 MBS	\$ 50,505,050	180	121	59	5.04%
Group 5 MBS	\$353,351,319	180	163	17	5.00%
Group 6 MBS	\$892,021,229	360	280	69	5.50%
	\$167,253,979	360	358	2	5.50%
Group 8 MBS	\$ 75,757,576	180	162	16	5.08%

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 7

Exhibit A describes the underlying REMIC and RCR certificates, including certain information about the related mortgage loans. To learn more about the underlying REMIC and 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 August 28, 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 other than the R and RL Classes	R and RL Classes

Exchanging Certificates Through Combination and Recombination

If you own certificates of a class designated as “exchangeable” on the cover of this prospectus supplement, you will be able to exchange them for a proportionate interest in the related RCR certificates. Schedule 1 lists the available combinations of the certificates eligible for exchange and the related RCR certificates. You can exchange your certificates by notifying us and paying an exchange fee. We will deliver the RCR certificates upon such exchange.

We will apply principal and interest payments from exchanged REMIC certificates to the corresponding RCR certificates, on a pro rata basis, following any exchange.

Interest Rates

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

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

<u>Class</u>	<u>Initial Interest Rate</u>	<u>Maximum Interest Rate</u>	<u>Minimum Interest Rate</u>	<u>Formula for Calculation of Interest Rate(1)</u>
JF	1.52300%	7.00000%	1.25%	LIBOR + 125 basis points
JS	5.47700%	5.75000%	0.00%	5.75% – LIBOR
WF	1.27900%	7.00000%	1.00%	LIBOR + 100 basis points
WS	5.72100%	6.00000%	0.00%	6% – LIBOR
FX	1.67900%	7.00000%	1.40%	LIBOR + 140 basis points
SX	13.30250%	14.00000%	0.00%	14% – (2.5 × LIBOR)
VF	1.17900%	7.00000%	0.90%	LIBOR + 90 basis points
VS	5.82100%	6.10000%	0.00%	6.1% – LIBOR
XF	1.07900%	7.00000%	0.80%	LIBOR + 80 basis points
XS	5.92100%	6.20000%	0.00%	6.2% – LIBOR
FV	1.72900%	7.00000%	1.45%	LIBOR + 145 basis points
SV	13.17750%	13.87500%	0.00%	13.875% – (2.5 × LIBOR)
FQ	1.77900%	7.00000%	1.50%	LIBOR + 150 basis points
SQ	13.05250%	13.75000%	0.00%	13.75% – (2.5 × LIBOR)
XT	16.66183%	17.76315%	0.00%	17.76315% – (3.94736835 × LIBOR)
XM	7.50000%	7.50000%	0.00%	38.18181% – (6.81818153 × LIBOR)
CF	0.87900%	7.50000%	0.60%	LIBOR + 60 basis points
CS	92.69400%	96.60000%	0.00%	96.6% – (14 × LIBOR)
LF	1.07900%	7.50000%	0.80%	LIBOR + 80 basis points
LS	89.89400%	93.80000%	0.00%	93.8% – (14 × LIBOR)
MF	0.97900%	7.50000%	0.70%	LIBOR + 70 basis points
MS	91.29400%	95.20000%	0.00%	95.2% – (14 × LIBOR)
VT	16.23461%	17.30769%	0.00%	17.30769% – (3.84615375 × LIBOR)
VM	7.50000%	7.50000%	0.00%	39.64285% – (7.14285684 × LIBOR)
QT	15.82874%	16.87499%	0.00%	16.87499% – (3.74999988 × LIBOR)
QM	7.50000%	7.50000%	0.00%	41.24999% – (7.49999967 × 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

AI	39.9999995251%	of the A Class
JS	100%	of the JF Class
GI	33.3333333333%	of the GC Class
XS	100%	of the WF Class
VS	100%	of the WF Class
WS	100%	of the WF Class
JI	49.9999990171%	of the JT Class
BI	11.1111106667%	of the BA 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							
<u>Group 1 Classes</u>		<u>0%</u>	<u>100%</u>	<u>361%</u>	<u>500%</u>	<u>750%</u>	<u>1000%</u>		
A, AB, AC, AD, AE, AG, AH, AJ, AK, AL and AI		11.3	6.2	2.7	2.0	1.4	1.0		
B		19.2	16.4	9.9	7.5	4.9	3.5		
		PSA Prepayment Assumption							
<u>Group 2 Classes</u>		<u>0%</u>	<u>100%</u>	<u>183%</u>	<u>400%</u>	<u>600%</u>	<u>800%</u>		
LA		10.4	6.0	4.5	2.8	2.2	1.8		
LB		18.8	16.2	13.8	8.8	6.3	4.8		
		PSA Prepayment Assumption							
<u>Group 3 Classes</u>		<u>0%</u>	<u>100%</u>	<u>250%</u>	<u>500%</u>	<u>750%</u>	<u>1200%</u>		
JF, JS and PO		20.3	11.1	5.8	2.8	1.7	0.8		
		PSA Prepayment Assumption							
<u>Group 4 Classes</u>		<u>0%</u>	<u>100%</u>	<u>275%</u>	<u>500%</u>	<u>750%</u>	<u>1000%</u>		
TA		8.8	4.4	3.1	2.1	1.4	1.0		
TB		15.0	10.0	9.9	9.2	7.4	5.4		
		PSA Prepayment Assumption							
<u>Group 5 Classes</u>		<u>0%</u>	<u>100%</u>	<u>344%</u>	<u>500%</u>	<u>750%</u>	<u>1000%</u>		
GC, GD, GA, GH, GJ, GE, GK and GI		7.8	4.7	2.5	1.8	1.3	0.9		
MB		14.3	12.0	8.7	6.7	4.6	3.3		
		PSA Prepayment Assumption							
<u>Group 6 Classes</u>		<u>0%</u>	<u>100%</u>	<u>150%</u>	<u>181%</u>	<u>250%</u>	<u>500%</u>	<u>750%</u>	<u>1000%</u>
WF, WS, XA, VF, VS, XF, XS, CF, CS, LF, LS, MF and MS		16.3	5.1	3.9	3.9	3.9	2.2	1.4	1.0
XB		25.8	12.5	10.4	10.4	10.4	5.4	3.5	2.5
XC		27.1	15.3	14.6	14.6	14.6	7.9	5.0	3.5
XD		27.8	21.5	21.5	21.5	21.5	13.4	8.6	5.9
FX, SX, SU, FV, SV, FQ, SQ, XT, XM, VT, VM, QT and QM		29.0	19.8	15.6	10.5	2.0	0.4	0.2	0.2
XG		26.6	14.6	13.4	13.4	13.4	7.3	4.7	3.3
XH		26.5	14.0	12.7	12.7	12.7	6.8	4.3	3.0

<u>Group 7 Classes</u>		<u>PSA Prepayment Assumption</u>						
		<u>0%</u>	<u>100%</u>	<u>250%</u>	<u>515%</u>	<u>750%</u>	<u>1200%</u>	
JT, JA, JB, JC, JD, JE, JG, JH, JK, JL, JM, JN, JP and JI		17.5	9.6	5.3	2.6	1.7	0.8	
<u>Group 8 Classes</u>		<u>PSA Prepayment Assumption</u>						
		<u>0%</u>	<u>100%</u>	<u>110%</u>	<u>250%</u>	<u>400%</u>	<u>600%</u>	<u>800%</u>
BA and BI		8.8	5.8	5.6	4.0	3.0	2.1	1.6
BC		15.0	13.4	13.4	13.1	12.3	10.1	7.8

* 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 August 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:

- six groups of Fannie Mae Guaranteed Mortgage Pass-Through Certificates (the “Group 1 MBS,” “Group 2 MBS,” “Group 4 MBS,” “Group 5 MBS,” “Group 6 MBS” and “Group 8 MBS” and together, the “Trust MBS”), and
- two groups of previously issued REMIC and RCR certificates (the “Group 3 Underlying REMIC Certificates” and “Group 7 Underlying REMIC and RCR Certificates,” and together, the “Underlying REMIC Certificates”) issued from the related Fannie Mae REMIC trusts (the “Underlying REMIC Trusts”) as further described in Exhibit A.

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

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

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

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

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

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

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

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

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

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

The Trust MBS

The Trust MBS provide that principal and interest on the related Mortgage Loans are passed through monthly. The Mortgage Loans underlying the Trust MBS are conventional, fixed-rate, fully-amortizing mortgage loans secured by first mortgages or deeds of trust on single-family residential properties. These Mortgage Loans have original maturities of up to 20 years in the case of the Group 1 MBS and Group 2 MBS, up to 15 years in the case of the Group 4 MBS, Group 5 MBS and Group 8 MBS, and up to 30 years in the case of the Group 6 MBS.

For additional information, see “Summary—Group 1, Group 2, Group 4, Group 5, Group 6 and Group 8—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 REMIC Certificates

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

In addition, the Mortgage Loans backing the Group 3 Underlying REMIC Certificates provide for interest only periods that may range from at least 7 to no more than 10 years following origination. See “Risk Factors—Prepayment Factors—*Refinance Environment*—Fixed-rate and adjustable-rate mortgage loans with long initial interest-only payment periods may be more likely to be refinanced or become delinquent than other mortgage loans” in the MBS Prospectus.

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

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

Distributions of Interest

General. The Certificates will bear interest at the rates specified in this prospectus supplement on a 30/360 basis. Interest to be paid on each Certificate on a Distribution Date will consist of one month’s interest on the outstanding balance of that Certificate immediately prior to that Distribution Date.

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

<u>Delay Classes</u>	<u>No-Delay Classes</u>
Fixed Rate Classes and the FX, SX, SU, FV, SV, FQ, SQ, XT, XM, VT, VM, QT and QM Classes	All other 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 Class as a delay Class solely for the purpose of facilitating trading.

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 LA and LB, 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 JF and PO, pro rata, until retired. } Structured Collateral/Pass-Through Classes

The “Group 3 Principal Distribution Amount” is the principal then paid on the Group 3 Underlying REMIC Certificates.

- *Group 4*

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

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

- *Group 5*

The Group 5 Principal Distribution Amount to GC and MB, in that order, until retired. } Sequential Pay Classes

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

- *Group 6*

The Group 6 Principal Distribution Amount in the following priority:

1. To the Aggregate Group to its Planned Balance. } PAC Group
2. To FX and SX, pro rata, until retired. } Support Classes
3. To the Aggregate Group to zero. } PAC Group

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

The “Aggregate Group” consists of the WF, XA, XB, XC and XD Classes. On each Distribution Date, we will apply payments of principal of the Aggregate Group as follows:

first, to WF and XA, pro rata, until retired; and

second, to XB, XC and XD, 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 7*

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

The “Group 7 Principal Distribution Amount” is the principal then paid on the Group 7 Underlying REMIC and RCR Certificates.

- *Group 8*

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

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

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 REMIC Certificates and the following assumptions (such characteristics and assumptions, collectively, the “Pricing Assumptions”):

- the Mortgage Loans underlying the Trust MBS have the original terms to maturity, remaining terms to maturity, loan ages and interest rates specified under “Summary—Group 1, Group 2, Group 4, Group 5, Group 6 and Group 8—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 August 28, 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, 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 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 Planned Balances	Between 150% and 250% PSA	Between 150% and 250% PSA

The Aggregate Group consists of the following Classes:

Aggregate Group. WF, XA, XB, XC and XD

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 PAC Class, you should first take into account the considerations set forth below.

- We will distribute any excess of principal distributions over the amount necessary to reduce 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 that 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 two other Classes. When the related supporting Classes are 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 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 JS, WS, VS, XS, CS, LS and MS Classes would lose money on their initial investments under certain Index and prepayment scenarios.

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

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

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

<u>Class</u>	<u>Price*</u>
JS	7.87500%
WS	10.12500%
SX	93.00000%
VS	9.88963%
XS	9.92088%
SV	92.18750%
SQ	92.26562%
XT	88.94737%
XM	100.00000%
CS	248.34444%
LS	248.34444%
MS	248.34444%
VT	87.98077%
VM	100.00000%
QT	88.39843%
QM	100.00000%

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

LIBOR	PSA Prepayment Assumption					
	50%	100%	250%	500%	750%	1200%
0.273%	76.4%	72.3%	59.6%	36.7%	11.1%	(46.6)%
1.273%	60.8%	56.9%	44.8%	23.1%	(1.2)%	(56.0)%
2.273%	45.6%	41.9%	30.5%	9.8%	(13.2)%	(65.1)%
4.273%	16.1%	12.8%	2.5%	(15.9)%	(36.5)%	(83.4)%
5.750%	*	*	*	*	*	*

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

LIBOR	PSA Prepayment Assumption							
	50%	100%	150%	181%	250%	500%	750%	1000%
0.279%	53.3%	46.9%	39.9%	39.9%	39.9%	15.7%	(20.7)%	(61.5)%
1.279%	41.5%	35.1%	27.8%	27.8%	27.8%	1.6%	(35.1)%	(74.8)%
2.279%	29.8%	23.1%	15.5%	15.5%	15.5%	(13.0)%	(50.1)%	(88.8)%
4.279%	5.3%	(2.8)%	(11.9)%	(11.9)%	(11.9)%	(47.1)%	(85.3)%	*
6.000%	*	*	*	*	*	*	*	*

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

LIBOR	PSA Prepayment Assumption							
	50%	100%	150%	181%	250%	500%	750%	1000%
0.279%	14.6%	14.7%	14.7%	15.1%	17.9%	30.2%	44.0%	60.3%
1.279%	11.9%	11.9%	12.0%	12.4%	15.2%	27.8%	41.9%	58.6%
2.279%	9.1%	9.2%	9.3%	9.6%	12.5%	25.4%	39.9%	56.9%
4.279%	3.8%	3.8%	3.9%	4.2%	7.3%	20.7%	35.7%	53.5%
5.600%	0.3%	0.4%	0.5%	0.7%	3.8%	17.6%	33.0%	51.3%

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

LIBOR	PSA Prepayment Assumption							
	50%	100%	150%	181%	250%	500%	750%	1000%
0.279%	56.2%	49.9%	42.9%	42.9%	42.9%	19.1%	(17.2)%	(58.2)%
1.279%	44.1%	37.7%	30.5%	30.5%	30.5%	4.8%	(31.8)%	(71.8)%
2.279%	32.1%	25.5%	18.0%	18.0%	18.0%	(10.0)%	(47.1)%	(85.9)%
4.279%	7.3%	(0.6)%	(9.6)%	(9.6)%	(9.6)%	(44.2)%	(82.3)%	*
6.100%	*	*	*	*	*	*	*	*

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

LIBOR	PSA Prepayment Assumption							
	50%	100%	150%	181%	250%	500%	750%	1000%
0.279%	57.3%	50.9%	43.9%	43.9%	43.9%	20.3%	(15.9)%	(57.1)%
1.279%	45.2%	38.8%	31.6%	31.6%	31.6%	6.1%	(30.5)%	(70.6)%
2.279%	33.2%	26.6%	19.1%	19.1%	19.1%	(8.7)%	(45.6)%	(84.6)%
4.279%	8.6%	0.8%	(8.1)%	(8.1)%	(8.1)%	(42.3)%	(80.4)%	*
6.200%	*	*	*	*	*	*	*	*

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

LIBOR	PSA Prepayment Assumption							
	50%	100%	150%	181%	250%	500%	750%	1000%
0.279%	14.6%	14.7%	14.8%	15.2%	18.3%	32.5%	48.5%	67.5%
1.279%	11.9%	11.9%	12.0%	12.4%	15.6%	30.0%	46.3%	65.7%
2.279%	9.1%	9.1%	9.3%	9.6%	12.9%	27.6%	44.2%	64.0%
4.279%	3.7%	3.8%	3.9%	4.2%	7.6%	22.8%	40.0%	60.5%
5.550%	0.4%	0.4%	0.5%	0.8%	4.3%	19.8%	37.3%	58.3%

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

LIBOR	PSA Prepayment Assumption							
	50%	100%	150%	181%	250%	500%	750%	1000%
0.279%	14.5%	14.5%	14.6%	15.0%	18.1%	32.1%	47.9%	66.7%
1.279%	11.7%	11.7%	11.8%	12.3%	15.4%	29.7%	45.8%	64.9%
2.279%	9.0%	9.0%	9.1%	9.5%	12.7%	27.3%	43.7%	63.2%
4.279%	3.6%	3.6%	3.7%	4.1%	7.4%	22.5%	39.5%	59.7%
5.500%	0.4%	0.4%	0.5%	0.8%	4.2%	19.6%	36.9%	57.6%

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

LIBOR	PSA Prepayment Assumption							
	50%	100%	150%	181%	250%	500%	750%	1000%
0.279%	19.3%	19.3%	19.4%	20.2%	24.8%	46.3%	71.4%	102.2%
1.279%	14.7%	14.7%	14.9%	15.5%	20.3%	42.2%	67.7%	99.1%
2.279%	10.2%	10.2%	10.4%	11.0%	15.9%	38.1%	64.1%	96.0%
4.279%	1.5%	1.5%	1.7%	2.1%	7.2%	30.1%	56.8%	89.8%
4.500% and above ..	0.5%	0.6%	0.8%	1.2%	6.3%	29.3%	56.1%	89.1%

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

LIBOR	PSA Prepayment Assumption							
	50%	100%	150%	181%	250%	500%	750%	1000%
4.50% and below . .	7.6%	7.6%	7.6%	7.5%	7.3%	6.4%	5.5%	4.4%
5.05%	3.8%	3.8%	3.8%	3.8%	3.7%	3.3%	2.9%	2.4%
5.60%	0.0%	0.0%	0.0%	0.0%	0.0%	0.1%	0.3%	0.4%

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

LIBOR	PSA Prepayment Assumption							
	50%	100%	150%	181%	250%	500%	750%	1000%
0.279%	34.2%	30.4%	26.2%	26.2%	26.2%	12.4%	(5.8)%	(26.6)%
1.279%	27.8%	23.9%	19.7%	19.7%	19.7%	5.6%	(12.4)%	(32.6)%
2.279%	21.3%	17.4%	13.2%	13.2%	13.2%	(1.2)%	(18.9)%	(38.5)%
4.279%	8.3%	4.3%	(0.1)%	(0.1)%	(0.1)%	(14.9)%	(31.8)%	(50.2)%
6.279%	(5.6)%	(9.7)%	(13.9)%	(13.9)%	(13.9)%	(28.6)%	(44.5)%	(61.5)%
6.900%	(10.3)%	(14.3)%	(18.5)%	(18.5)%	(18.5)%	(32.9)%	(48.4)%	(65.0)%

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

LIBOR	PSA Prepayment Assumption							
	50%	100%	150%	181%	250%	500%	750%	1000%
0.279%	32.9%	29.1%	24.9%	24.9%	24.9%	11.0%	(7.2)%	(27.9)%
1.279%	26.5%	22.6%	18.4%	18.4%	18.4%	4.2%	(13.7)%	(33.9)%
2.279%	20.0%	16.1%	11.8%	11.8%	11.8%	(2.6)%	(20.2)%	(39.8)%
4.279%	7.0%	2.9%	(1.5)%	(1.5)%	(1.5)%	(16.3)%	(33.1)%	(51.4)%
6.700%	(10.4)%	(14.3)%	(18.5)%	(18.5)%	(18.5)%	(33.0)%	(48.5)%	(65.1)%

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

LIBOR	PSA Prepayment Assumption							
	50%	100%	150%	181%	250%	500%	750%	1000%
0.279%	33.5%	29.7%	25.5%	25.5%	25.5%	11.7%	(6.5)%	(27.3)%
1.279%	27.1%	23.3%	19.0%	19.0%	19.0%	4.9%	(13.1)%	(33.3)%
2.279%	20.7%	16.8%	12.5%	12.5%	12.5%	(1.9)%	(19.6)%	(39.2)%
4.279%	7.7%	3.6%	(0.8)%	(0.8)%	(0.8)%	(15.6)%	(32.4)%	(50.8)%
6.800%	(10.4)%	(14.3)%	(18.5)%	(18.5)%	(18.5)%	(33.0)%	(48.4)%	(65.0)%

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

LIBOR	PSA Prepayment Assumption							
	50%	100%	150%	181%	250%	500%	750%	1000%
0.279%	19.0%	19.0%	19.1%	20.0%	25.1%	49.1%	77.4%	112.4%
1.279%	14.5%	14.5%	14.7%	15.4%	20.7%	45.1%	73.7%	109.3%
2.279%	10.0%	10.1%	10.3%	10.9%	16.3%	41.0%	70.1%	106.1%
4.279%	1.5%	1.6%	1.8%	2.2%	7.8%	33.1%	62.8%	99.9%
4.500% and above ..	0.6%	0.7%	0.8%	1.3%	6.9%	32.2%	62.0%	99.3%

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

LIBOR	PSA Prepayment Assumption							
	50%	100%	150%	181%	250%	500%	750%	1000%
4.500% and below ..	7.6%	7.6%	7.6%	7.5%	7.3%	6.4%	5.5%	4.4%
5.025%	3.8%	3.8%	3.8%	3.8%	3.7%	3.3%	2.9%	2.4%
5.550%	0.0%	0.0%	0.0%	0.0%	0.0%	0.1%	0.3%	0.4%

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

LIBOR	PSA Prepayment Assumption							
	50%	100%	150%	181%	250%	500%	750%	1000%
0.279%	18.4%	18.4%	18.6%	19.4%	24.3%	47.3%	74.2%	107.5%
1.279%	14.0%	14.1%	14.2%	14.9%	20.0%	43.3%	70.7%	104.4%
2.279%	9.7%	9.8%	10.0%	10.6%	15.8%	39.4%	67.1%	101.4%
4.279%	1.4%	1.5%	1.7%	2.1%	7.5%	31.8%	60.2%	95.5%
4.500% and above ..	0.6%	0.6%	0.8%	1.2%	6.6%	30.9%	59.4%	94.8%

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

LIBOR	PSA Prepayment Assumption							
	50%	100%	150%	181%	250%	500%	750%	1000%
4.5% and below	7.6%	7.6%	7.6%	7.5%	7.3%	6.4%	5.5%	4.4%
5.0%	3.8%	3.8%	3.8%	3.8%	3.7%	3.3%	2.9%	2.4%
5.5% and above	0.0%	0.0%	0.0%	0.0%	0.0%	0.1%	0.3%	0.4%

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

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

<u>Class</u>	<u>Price</u>
PO	82.0%

Sensitivity of the PO Class to Prepayments

	<u>PSA Prepayment Assumption</u>					
	<u>50%</u>	<u>100%</u>	<u>250%</u>	<u>500%</u>	<u>750%</u>	<u>1200%</u>
Pre-Tax Yields to Maturity . . .	1.4%	1.9%	3.7%	7.9%	13.2%	28.4%

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

<u>Class</u>	<u>% PSA</u>
BI	554%
AI	528%
GI	366%
JI	628%

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

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

<u>Class</u>	<u>Price*</u>
BI	10.00%
AI	9.25%
GI	10.25%
JI	12.00%

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

Sensitivity of the BI Class to Prepayments

	<u>PSA Prepayment Assumption</u>						
	<u>50%</u>	<u>100%</u>	<u>110%</u>	<u>250%</u>	<u>400%</u>	<u>600%</u>	<u>800%</u>
Pre-Tax Yields to Maturity	36.2%	33.0%	32.3%	22.8%	12.0%	(3.9)%	(21.8)%

Sensitivity of the AI Class to Prepayments

	PSA Prepayment Assumption					
	50%	100%	361%	500%	750%	1000%
Pre-Tax Yields to Maturity	48.8%	44.7%	19.4%	3.4%	(28.2)%	(60.5)%

Sensitivity of the GI Class to Prepayments

	PSA Prepayment Assumption					
	50%	100%	344%	500%	750%	1000%
Pre-Tax Yields to Maturity	32.3%	28.0%	2.6%	(16.9)%	(50.5)%	(84.5)%

Sensitivity of the JI Class to Prepayments

	PSA Prepayment Assumption					
	50%	100%	250%	515%	750%	1200%
Pre-Tax Yields to Maturity	47.5%	43.8%	32.3%	10.2%	(11.7)%	(64.0)%

Weighted Average Lives of the Certificates

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

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

- the timing of changes in the rate of principal distributions, and
- the priority sequences of distributions of principal of the Group 1, Group 2, Group 4, Group 5, Group 6 and Group 8 Classes.

See “—Distributions of Principal” above.

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

Decrement Tables

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

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

<u>Mortgage Loans Backing Trust Assets Specified Below</u>	<u>Original Terms to Maturity</u>	<u>Remaining Terms to Maturity</u>	<u>Interest Rates</u>
Group 1 MBS	240 months	240 months	7.50%
Group 2 MBS	240 months	240 months	6.50%
Group 3 Underlying REMIC Certificates	360 months	331 months ⁽¹⁾	8.50%
Group 4 MBS	180 months	180 months	7.00%
Group 5 MBS	180 months	180 months	7.00%
Group 6 MBS	360 months	360 months	7.50%
Group 7 Underlying REMIC and RCR Certificates	360 months	313 months	8.50%
Group 8 MBS	180 months	180 months	7.00%

(1) In addition, we have assumed that the Mortgage Loans backing the Group 3 Underlying REMIC Certificates have a remaining interest only period of 90 months.

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

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

Percent of Original Principal Balances Outstanding

A, AB, AC, AD, AE, AG, AH, AJ, AK, AL and AI† Classes							B Class					
Date	PSA Prepayment Assumption						PSA Prepayment Assumption					
	0%	100%	361%	500%	750%	1000%	0%	100%	361%	500%	750%	1000%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100
August 2010	97	91	79	72	59	47	100	100	100	100	100	100
August 2011	95	82	56	43	24	8	100	100	100	100	100	100
August 2012	91	72	38	24	5	0	100	100	100	100	100	56
August 2013	88	63	24	10	0	0	100	100	100	100	67	22
August 2014	85	55	14	1	0	0	100	100	100	100	35	8
August 2015	81	47	6	0	0	0	100	100	100	71	18	3
August 2016	77	40	0	0	0	0	100	100	99	47	9	1
August 2017	72	33	0	0	0	0	100	100	73	31	5	*
August 2018	67	27	0	0	0	0	100	100	53	20	3	*
August 2019	62	21	0	0	0	0	100	100	38	13	1	*
August 2020	57	15	0	0	0	0	100	100	27	8	1	*
August 2021	51	10	0	0	0	0	100	100	19	5	*	*
August 2022	44	5	0	0	0	0	100	100	13	3	*	*
August 2023	37	1	0	0	0	0	100	100	9	2	*	*
August 2024	30	0	0	0	0	0	100	80	5	1	*	*
August 2025	22	0	0	0	0	0	100	56	3	1	*	*
August 2026	13	0	0	0	0	0	100	35	2	*	*	*
August 2027	4	0	0	0	0	0	100	14	1	*	*	*
August 2028	0	0	0	0	0	0	63	0	0	0	0	0
August 2029	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	11.3	6.2	2.7	2.0	1.4	1.0	19.2	16.4	9.9	7.5	4.9	3.5

LA Class							LB Class					
Date	PSA Prepayment Assumption						PSA Prepayment Assumption					
	0%	100%	183%	400%	600%	800%	0%	100%	183%	400%	600%	800%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100
August 2010	97	94	92	88	83	79	100	100	100	100	100	100
August 2011	93	85	79	65	53	42	100	100	100	100	100	100
August 2012	90	74	64	41	23	8	100	100	100	100	100	100
August 2013	86	64	51	23	4	0	100	100	100	100	100	65
August 2014	82	55	39	9	0	0	100	100	100	100	70	32
August 2015	77	46	29	0	0	0	100	100	100	97	42	16
August 2016	73	38	20	0	0	0	100	100	100	70	26	8
August 2017	68	31	13	0	0	0	100	100	100	50	15	4
August 2018	62	24	6	0	0	0	100	100	100	35	9	2
August 2019	56	17	*	0	0	0	100	100	100	25	5	1
August 2020	50	11	0	0	0	0	100	100	83	17	3	*
August 2021	44	6	0	0	0	0	100	100	67	12	2	*
August 2022	37	*	0	0	0	0	100	100	53	8	1	*
August 2023	29	0	0	0	0	0	100	83	41	5	1	*
August 2024	21	0	0	0	0	0	100	66	31	3	*	*
August 2025	13	0	0	0	0	0	100	50	22	2	*	*
August 2026	4	0	0	0	0	0	100	36	15	1	*	*
August 2027	0	0	0	0	0	0	79	22	9	1	*	*
August 2028	0	0	0	0	0	0	41	10	4	*	*	*
August 2029	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	10.4	6.0	4.5	2.8	2.2	1.8	18.8	16.2	13.8	8.8	6.3	4.8

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

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

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

JF, JS† and PO Classes						
Date	PSA Prepayment Assumption					
	0%	100%	250%	500%	750%	1200%
Initial Percent	100	100	100	100	100	100
August 2010	100	94	85	70	55	28
August 2011	100	88	72	49	30	8
August 2012	100	83	61	34	17	2
August 2013	100	78	52	24	9	1
August 2014	100	73	44	17	5	*
August 2015	100	69	38	12	3	*
August 2016	100	65	32	8	2	*
August 2017	99	60	27	6	1	*
August 2018	97	55	22	4	*	*
August 2019	95	50	18	3	*	*
August 2020	92	46	15	2	*	*
August 2021	90	42	12	1	*	*
August 2022	87	38	10	1	*	*
August 2023	84	34	8	1	*	*
August 2024	80	30	7	*	*	0
August 2025	76	27	5	*	*	0
August 2026	72	24	4	*	*	0
August 2027	68	21	3	*	*	0
August 2028	63	18	3	*	*	0
August 2029	58	16	2	*	*	0
August 2030	52	13	2	*	*	0
August 2031	46	11	1	*	*	0
August 2032	39	9	1	*	*	0
August 2033	32	7	1	*	*	0
August 2034	24	5	*	*	*	0
August 2035	15	3	*	*	*	0
August 2036	6	1	*	*	0	0
August 2037	0	0	0	0	0	0
August 2038	0	0	0	0	0	0
August 2039	0	0	0	0	0	0
Weighted Average Life (years)**	20.3	11.1	5.8	2.8	1.7	0.8

TA Class						
Date	PSA Prepayment Assumption					
	0%	100%	275%	500%	750%	1000%
Initial Percent	100	100	100	100	100	100
August 2010	96	87	77	64	50	36
August 2011	92	74	58	41	25	13
August 2012	87	62	43	25	12	4
August 2013	82	51	32	15	5	1
August 2014	77	41	22	9	2	0
August 2015	72	32	15	5	*	0
August 2016	66	23	9	2	0	0
August 2017	59	14	5	*	0	0
August 2018	52	7	2	0	0	0
August 2019	45	0	0	0	0	0
August 2020	37	0	0	0	0	0
August 2021	28	0	0	0	0	0
August 2022	19	0	0	0	0	0
August 2023	9	0	0	0	0	0
August 2024	0	0	0	0	0	0
Weighted Average Life (years)**	8.8	4.4	3.1	2.1	1.4	1.0

TB Class					
PSA Prepayment Assumption					
0%	100%	275%	500%	750%	1000%
100	100	100	100	100	100
100	100	100	100	100	100
100	100	100	100	100	100
100	100	100	100	100	100
100	100	100	100	100	100
100	100	100	100	100	58
100	100	100	100	100	19
100	100	100	100	55	6
100	100	100	100	21	2
100	100	100	54	6	*
100	57	17	3	*	*
100	0	0	0	0	0
100	0	0	0	0	0
100	0	0	0	0	0
100	0	0	0	0	0
0	0	0	0	0	0
15.0	10.0	9.9	9.2	7.4	5.4

* 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.

GC, GD, GA, GH, GJ, GE, GK and GI† Classes							MB Class					
Date	PSA Prepayment Assumption						PSA Prepayment Assumption					
	0%	100%	344%	500%	750%	1000%	0%	100%	344%	500%	750%	1000%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100
August 2010	95	89	76	67	54	41	100	100	100	100	100	100
August 2011	90	76	52	38	20	4	100	100	100	100	100	100
August 2012	85	65	34	19	1	0	100	100	100	100	100	46
August 2013	79	54	20	6	0	0	100	100	100	100	55	17
August 2014	73	44	10	0	0	0	100	100	100	86	28	6
August 2015	67	35	2	0	0	0	100	100	100	54	14	2
August 2016	60	26	0	0	0	0	100	100	79	34	7	1
August 2017	52	18	0	0	0	0	100	100	54	21	3	*
August 2018	44	11	0	0	0	0	100	100	36	12	1	*
August 2019	36	4	0	0	0	0	100	100	23	7	1	*
August 2020	26	0	0	0	0	0	100	84	14	4	*	*
August 2021	17	0	0	0	0	0	100	49	7	2	*	*
August 2022	6	0	0	0	0	0	100	18	2	*	*	*
August 2023	0	0	0	0	0	0	69	0	0	0	0	0
August 2024	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	7.8	4.7	2.5	1.8	1.3	0.9	14.3	12.0	8.7	6.7	4.6	3.3

WF, WS†, XA, VF, VS†, XF, XS†, CF, CS, LF, LS, MF and MS Classes									XB Class							
Date	PSA Prepayment Assumption								PSA Prepayment Assumption							
	0%	100%	150%	181%	250%	500%	750%	1000%	0%	100%	150%	181%	250%	500%	750%	1000%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
August 2010	99	89	85	85	85	82	62	43	100	100	100	100	100	100	100	100
August 2011	97	78	71	71	71	50	24	4	100	100	100	100	100	100	100	100
August 2012	95	68	57	57	57	26	1	0	100	100	100	100	100	100	100	0
August 2013	94	58	45	45	45	9	0	0	100	100	100	100	100	100	0	0
August 2014	92	48	34	34	34	0	0	0	100	100	100	100	100	79	0	0
August 2015	90	39	24	24	24	0	0	0	100	100	100	100	100	8	0	0
August 2016	88	31	15	15	15	0	0	0	100	100	100	100	100	0	0	0
August 2017	85	23	7	7	7	0	0	0	100	100	100	100	100	0	0	0
August 2018	83	16	1	1	1	0	0	0	100	100	100	100	100	0	0	0
August 2019	80	9	0	0	0	0	0	0	100	100	63	63	63	0	0	0
August 2020	77	3	0	0	0	0	0	0	100	100	24	24	24	0	0	0
August 2021	74	0	0	0	0	0	0	0	100	73	0	0	0	0	0	0
August 2022	70	0	0	0	0	0	0	0	100	22	0	0	0	0	0	0
August 2023	67	0	0	0	0	0	0	0	100	0	0	0	0	0	0	0
August 2024	63	0	0	0	0	0	0	0	100	0	0	0	0	0	0	0
August 2025	59	0	0	0	0	0	0	0	100	0	0	0	0	0	0	0
August 2026	54	0	0	0	0	0	0	0	100	0	0	0	0	0	0	0
August 2027	49	0	0	0	0	0	0	0	100	0	0	0	0	0	0	0
August 2028	44	0	0	0	0	0	0	0	100	0	0	0	0	0	0	0
August 2029	38	0	0	0	0	0	0	0	100	0	0	0	0	0	0	0
August 2030	32	0	0	0	0	0	0	0	100	0	0	0	0	0	0	0
August 2031	25	0	0	0	0	0	0	0	100	0	0	0	0	0	0	0
August 2032	18	0	0	0	0	0	0	0	100	0	0	0	0	0	0	0
August 2033	10	0	0	0	0	0	0	0	100	0	0	0	0	0	0	0
August 2034	1	0	0	0	0	0	0	0	100	0	0	0	0	0	0	0
August 2035	0	0	0	0	0	0	0	0	32	0	0	0	0	0	0	0
August 2036	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2037	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2038	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	16.3	5.1	3.9	3.9	3.9	2.2	1.4	1.0	25.8	12.5	10.4	10.4	10.4	5.4	3.5	2.5

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

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

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

Date	XC Class								XD Class							
	PSA Prepayment Assumption								PSA Prepayment Assumption							
	0%	100%	150%	181%	250%	500%	750%	1000%	0%	100%	150%	181%	250%	500%	750%	1000%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
August 2010	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
August 2011	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
August 2012	100	100	100	100	100	100	100	74	100	100	100	100	100	100	100	100
August 2013	100	100	100	100	100	100	93	19	100	100	100	100	100	100	100	100
August 2014	100	100	100	100	100	100	42	0	100	100	100	100	100	100	100	83
August 2015	100	100	100	100	100	100	15	0	100	100	100	100	100	100	100	32
August 2016	100	100	100	100	100	67	*	0	100	100	100	100	100	100	100	13
August 2017	100	100	100	100	100	40	0	0	100	100	100	100	100	100	53	5
August 2018	100	100	100	100	100	21	0	0	100	100	100	100	100	100	28	2
August 2019	100	100	100	100	100	9	0	0	100	100	100	100	100	100	15	1
August 2020	100	100	100	100	100	*	0	0	100	100	100	100	100	100	8	*
August 2021	100	100	93	93	93	0	0	0	100	100	100	100	100	68	4	*
August 2022	100	100	71	71	71	0	0	0	100	100	100	100	100	45	2	*
August 2023	100	79	53	53	53	0	0	0	100	100	100	100	100	29	1	*
August 2024	100	43	38	38	38	0	0	0	100	100	100	100	100	19	1	*
August 2025	100	26	26	26	26	0	0	0	100	100	100	100	100	12	*	*
August 2026	100	16	16	16	16	0	0	0	100	100	100	100	100	8	*	*
August 2027	100	8	8	8	8	0	0	0	100	100	100	100	100	5	*	*
August 2028	100	1	1	1	1	0	0	0	100	100	100	100	100	3	*	*
August 2029	100	0	0	0	0	0	0	0	100	77	77	77	77	2	*	*
August 2030	100	0	0	0	0	0	0	0	100	51	51	51	51	1	*	*
August 2031	100	0	0	0	0	0	0	0	100	31	31	31	31	*	*	*
August 2032	100	0	0	0	0	0	0	0	100	15	15	15	15	*	*	*
August 2033	100	0	0	0	0	0	0	0	100	9	9	9	9	*	*	0
August 2034	100	0	0	0	0	0	0	0	100	6	6	6	6	*	*	0
August 2035	100	0	0	0	0	0	0	0	100	4	4	4	4	*	*	0
August 2036	54	0	0	0	0	0	0	0	100	3	3	3	3	*	*	0
August 2037	0	0	0	0	0	0	0	0	2	2	2	2	2	*	*	0
August 2038	0	0	0	0	0	0	0	0	1	1	1	1	1	*	*	0
August 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	27.1	15.3	14.6	14.6	14.6	7.9	5.0	3.5	27.8	21.5	21.5	21.5	21.5	13.4	8.6	5.9

Date	FX, SX, SU, FV, SV, FQ, SQ, XT, XM, VT, VM, QT and QM Classes								XG Class							
	PSA Prepayment Assumption								PSA Prepayment Assumption							
	0%	100%	150%	181%	250%	500%	750%	1000%	0%	100%	150%	181%	250%	500%	750%	1000%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
August 2010	100	100	100	90	68	0	0	0	100	100	100	100	100	100	100	100
August 2011	100	100	100	82	43	0	0	0	100	100	100	100	100	100	100	100
August 2012	100	100	100	75	23	0	0	0	100	100	100	100	100	100	100	45
August 2013	100	100	100	70	11	0	0	0	100	100	100	100	100	100	55	18
August 2014	100	100	100	67	3	0	0	0	100	100	100	100	100	91	29	7
August 2015	100	100	100	66	*	0	0	0	100	100	100	100	100	62	16	3
August 2016	100	100	100	64	0	0	0	0	100	100	100	100	100	42	8	1
August 2017	100	100	97	62	0	0	0	0	100	100	100	100	100	28	4	*
August 2018	100	100	93	59	0	0	0	0	100	100	100	100	100	19	2	*
August 2019	100	100	87	55	0	0	0	0	100	100	85	85	85	13	1	*
August 2020	100	100	81	50	0	0	0	0	100	100	69	69	69	9	1	*
August 2021	100	100	74	45	0	0	0	0	100	89	55	55	55	6	*	*
August 2022	100	100	67	40	0	0	0	0	100	68	44	44	44	4	*	*
August 2023	100	100	59	35	0	0	0	0	100	48	35	35	35	2	*	*
August 2024	100	100	52	30	0	0	0	0	100	30	28	28	28	2	*	*
August 2025	100	90	45	26	0	0	0	0	100	21	21	21	21	1	*	*
August 2026	100	78	38	22	0	0	0	0	100	16	16	16	16	1	*	*
August 2027	100	67	32	18	0	0	0	0	100	12	12	12	12	*	*	*
August 2028	100	55	25	14	0	0	0	0	100	9	9	9	9	*	*	*
August 2029	100	43	20	11	0	0	0	0	100	6	6	6	6	*	*	*
August 2030	100	32	14	8	0	0	0	0	100	4	4	4	4	*	*	0
August 2031	100	22	9	5	0	0	0	0	100	3	3	3	3	*	*	0
August 2032	100	11	5	3	0	0	0	0	100	1	1	1	1	*	*	0
August 2033	100	7	3	2	0	0	0	0	100	1	1	1	1	*	*	0
August 2034	100	6	2	1	0	0	0	0	100	1	1	1	1	*	*	0
August 2035	100	4	2	1	0	0	0	0	72	*	*	*	*	*	*	0
August 2036	100	3	1	1	0	0	0	0	35	*	*	*	*	*	*	0
August 2037	95	2	1	*	0	0	0	0	*	*	*	*	*	*	*	0
August 2038	50	1	*	*	0	0	0	0	*	*	*	*	*	*	0	0
August 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	29.0	19.8	15.6	10.5	2.0	0.4	0.2	0.2	26.6	14.6	13.4	13.4	13.4	7.3	4.7	3.3

* 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.

XH Class									JT, JA, JB, JC, JD, JE, JG, JH, JK, JL, JM, JN, JP and JI† Classes						
Date	PSA Prepayment Assumption								PSA Prepayment Assumption						
	0%	100%	150%	181%	250%	500%	750%	1000%	0%	100%	250%	515%	750%	1200%	
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	
August 2010	100	100	100	100	100	100	100	100	99	92	84	68	54	28	
August 2011	100	100	100	100	100	100	100	100	98	85	70	46	29	8	
August 2012	100	100	100	100	100	100	100	40	96	79	58	31	16	2	
August 2013	100	100	100	100	100	100	51	10	95	72	48	21	8	1	
August 2014	100	100	100	100	100	90	23	0	93	67	40	14	5	*	
August 2015	100	100	100	100	100	58	8	0	92	61	33	10	2	*	
August 2016	100	100	100	100	100	37	*	0	90	56	28	6	1	*	
August 2017	100	100	100	100	100	22	0	0	88	51	23	4	1	*	
August 2018	100	100	100	100	100	12	0	0	86	46	19	3	*	*	
August 2019	100	100	83	83	83	5	0	0	84	42	15	2	*	*	
August 2020	100	100	66	66	66	*	0	0	81	38	13	1	*	*	
August 2021	100	88	51	51	51	0	0	0	78	34	10	1	*	*	
August 2022	100	65	39	39	39	0	0	0	75	30	8	1	*	*	
August 2023	100	43	29	29	29	0	0	0	72	27	7	*	*	0	
August 2024	100	23	21	21	21	0	0	0	68	24	5	*	*	0	
August 2025	100	14	14	14	14	0	0	0	65	21	4	*	*	0	
August 2026	100	9	9	9	9	0	0	0	60	18	3	*	*	0	
August 2027	100	4	4	4	4	0	0	0	56	15	2	*	*	0	
August 2028	100	1	1	1	1	0	0	0	51	13	2	*	*	0	
August 2029	100	0	0	0	0	0	0	0	45	10	1	*	*	0	
August 2030	100	0	0	0	0	0	0	0	39	8	1	*	*	0	
August 2031	100	0	0	0	0	0	0	0	33	6	1	*	*	0	
August 2032	100	0	0	0	0	0	0	0	26	4	*	*	*	0	
August 2033	100	0	0	0	0	0	0	0	18	2	*	*	*	0	
August 2034	100	0	0	0	0	0	0	0	10	*	*	*	0	0	
August 2035	69	0	0	0	0	0	0	0	1	0	0	0	0	0	
August 2036	29	0	0	0	0	0	0	0	0	0	0	0	0	0	
August 2037	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
August 2038	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
August 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Weighted Average															
Life (years)**	26.5	14.0	12.7	12.7	12.7	6.8	4.3	3.0	17.5	9.6	5.3	2.6	1.7	0.8	

BA and BI† Classes								BC Class							
Date	PSA Prepayment Assumption							PSA Prepayment Assumption							
	0%	100%	110%	250%	400%	600%	800%	0%	100%	110%	250%	400%	600%	800%	
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	
August 2010	96	90	90	84	77	69	60	100	100	100	100	100	100	100	
August 2011	92	80	79	67	55	41	29	100	100	100	100	100	100	100	
August 2012	87	70	69	53	39	24	14	100	100	100	100	100	100	100	
August 2013	82	61	59	41	27	14	6	100	100	100	100	100	100	100	
August 2014	77	52	51	32	19	8	2	100	100	100	100	100	100	100	
August 2015	72	44	43	24	12	4	1	100	100	100	100	100	100	100	
August 2016	66	37	35	18	8	2	0	100	100	100	100	100	100	72	
August 2017	59	30	28	13	5	1	0	100	100	100	100	100	100	32	
August 2018	52	23	22	9	3	0	0	100	100	100	100	100	85	14	
August 2019	45	17	16	6	1	0	0	100	100	100	100	100	43	6	
August 2020	37	11	11	3	*	0	0	100	100	100	100	100	20	2	
August 2021	28	6	6	1	0	0	0	100	100	100	100	59	8	1	
August 2022	19	1	1	0	0	0	0	100	100	100	64	15	2	*	
August 2023	9	0	0	0	0	0	0	100	0	0	0	0	0	0	
August 2024	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Weighted Average															
Life (years)**	8.8	5.8	5.6	4.0	3.0	2.1	1.6	15.0	13.4	13.4	13.1	12.3	10.1	7.8	

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

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

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

Characteristics of the Residual Classes

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

Treasury Department regulations (the “Regulations”) provide that a transfer of a “noneconomic residual interest” will be disregarded for all federal tax purposes unless no significant purpose of the transfer is to impede the assessment or collection of tax. A Residual Certificate will constitute a

noneconomic residual interest under the Regulations. Having a significant purpose to impede the assessment or collection of tax means that the transferor of a Residual Certificate had “improper knowledge” at the time of the transfer. See “Description of the Certificates—Special Characteristics of the Residual Certificates” in the REMIC Prospectus. You should consult your own tax advisor regarding the application of the Regulations to a transfer of a Residual Certificate.

CERTAIN ADDITIONAL FEDERAL INCOME TAX CONSEQUENCES

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

U.S. Treasury Circular 230 Notice

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

REMIC Elections and Special Tax Attributes

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

Taxation of Beneficial Owners of Regular Certificates

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

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

<u>Group</u>	<u>Prepayment Assumption</u>
1	361% PSA
2	183% PSA
3	500% PSA
4	275% PSA
5	344% PSA
6	181% PSA
7	515% PSA
8	110% 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 AL, SU, XG and XH Classes of RCR Certificates are Combination RCR Certificates. The VS and XS Classes each represent (i) the right to receive a portion of the interest on the WF Class and (ii) beneficial ownership of an undivided interest in the WS Class. The FV and FQ Classes each represent (i) the right to receive a portion of the interest on the SX Class and (ii) beneficial ownership of an undivided interest in the FX Class. The CS, LS and MS Classes each represent (i) the right to receive a portion of the principal and a portion of the interest on the WF Class and (ii) beneficial ownership of an undivided interest in the WS Class. To the extent any such Class represents the right

to receive a portion of the payments on a Class, it will be treated as a Strip RCR Certificate. To the extent any such Class represents beneficial ownership of an undivided interest in a Class, it will be treated as a Combination RCR Certificate. The remaining Classes of RCR Certificates are 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 REMIC Certificates. The Dealer proposes to offer the Certificates directly to the public from time to time in negotiated transactions at varying prices to be determined at the time of sale. The Dealer may effect these transactions to or through other dealers.

LEGAL MATTERS

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

Group 3 Underlying REMIC Certificates

Underlying REMIC Trust	Class	Date of Issue	CUSIP Number	Interest Rate	Interest Type(1)	Final Distribution Date	Principal Type(1)	Original Principal or Notional Balance of Class	August 2009 Class Factor	Principal or Notional Balance in the Lower Tier REMIC	Approximate Weighted Average WAC (in months)	Approximate Weighted Average WAM (in months)	Approximate Weighted Average WALA (in months)	Approximate Weighted Average Remaining Term to Expiration of Interest Only Period (in months)
2007-022	FG	February 2007	31396PV24	(2)	FLT	March 2037	PT	\$100,000,000	0.75485748	\$75,485,748.00	6.704%	331	29	90
2007-022	SL	February 2007	31396PV40	(2)	INV/IO	March 2037	NTL	100,000,000	0.75485748	75,485,748.00	6.704	331	29	90

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

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

Group 7 Underlying REMIC and 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	August 2009 Class Factor	Principal Balance in the Lower Tier REMIC	Approximate Weighted Average WAC (in months)	Approximate Weighted Average WAM (in months)	Approximate Weighted Average WALA (in months)
2008-087	A(2)	October 2008	31397MA31	6.0%	FIX	June 2036	SC/SEQ	\$41,077,000	0.83741437	\$34,398,470.08	6.473%	303	52
2008-087	B(2)	October 2008	31397MZQ3	6.0	FIX	June 2036	SC/SEQ	4,962,000	1.00000000	4,962,000.00	6.473	303	52
2008-087	C(2)	October 2008	31397MZR1	6.0	FIX	June 2036	SC/SEQ	11,509,625	1.00000000	11,509,625.00	6.473	303	52

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

(2) The Group 7 Underlying REMIC and RCR Certificates are backed by the Fannie Mae SMBS and REMIC Certificates listed below having the following characteristics:

Class	Interest Type	Principal Type
361-PO1	PO	PT
2006-42-FB	FLT	PT
2006-42-IB	INV/IO	NTL
2006-20-GF	FLT	PT
2006-20-IG	INV/IO	NTL

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								
A	\$168,462,182	AB	\$168,462,182	SEQ	3.00%	FIX	31398FBB6	February 2028
		AI	67,384,872(3)	NTL	5.00	FIX/IO	31398FBL4	February 2028
Recombination 2								
A	168,462,182	AC	168,462,182	SEQ	3.25	FIX	31398FBC4	February 2028
		AI	58,961,763(3)	NTL	5.00	FIX/IO	31398FBL4	February 2028
Recombination 3								
A	168,462,182	AD	168,462,182	SEQ	3.50	FIX	31398FBD2	February 2028
		AI	50,538,654(3)	NTL	5.00	FIX/IO	31398FBL4	February 2028
Recombination 4								
A	168,462,182	AE	168,462,182	SEQ	3.75	FIX	31398FBE0	February 2028
		AI	42,115,545(3)	NTL	5.00	FIX/IO	31398FBL4	February 2028
Recombination 5								
A	168,462,182	AG	168,462,182	SEQ	4.00	FIX	31398FBF7	February 2028
		AI	33,692,436(3)	NTL	5.00	FIX/IO	31398FBL4	February 2028
Recombination 6								
A	168,462,182	AH	168,462,182	SEQ	4.25	FIX	31398FBG5	February 2028
		AI	25,269,327(3)	NTL	5.00	FIX/IO	31398FBL4	February 2028
Recombination 7								
A	168,462,182	AJ	168,462,182	SEQ	4.50	FIX	31398FBH3	February 2028
		AI	16,846,218(3)	NTL	5.00	FIX/IO	31398FBL4	February 2028
Recombination 8								
A	168,462,182	AK	168,462,182	SEQ	4.75	FIX	31398FBJ9	February 2028
		AI	8,423,109(3)	NTL	5.00	FIX/IO	31398FBL4	February 2028
Recombination 9								
A	168,462,182	AL	168,462,182	SEQ	5.00	FIX	31398FBK6	February 2028
Recombination 10								
GC	300,000,000	GD	300,000,000	SEQ	3.00	FIX	31398FBM2	April 2023
		GI	100,000,000(3)	NTL	4.50	FIX/IO	31398FBT7	April 2023

REMIC Certificates			RCR Certificates					
Classes	Original Balances	RCR Classes	Original Balances	Principal Type(2)	Interest Rate	Interest Type(2)	CUSIP Number	Final Distribution Date
Recombination 11								
GC	\$300,000,000	GA	\$300,000,000	SEQ	3.25%	FIX	31398FBN0	April 2023
		GI	83,333,333(3)	NTL	4.50	FIX/IO	31398FBT7	April 2023
Recombination 12								
GC	300,000,000	GH	300,000,000	SEQ	3.50	FIX	31398FBP5	April 2023
		GI	66,666,666(3)	NTL	4.50	FIX/IO	31398FBT7	April 2023
Recombination 13								
GC	300,000,000	GJ	300,000,000	SEQ	3.75	FIX	31398FBQ3	April 2023
		GI	50,000,000(3)	NTL	4.50	FIX/IO	31398FBT7	April 2023
Recombination 14								
GC	300,000,000	GE	300,000,000	SEQ	4.00	FIX	31398FBR1	April 2023
		GI	33,333,333(3)	NTL	4.50	FIX/IO	31398FBT7	April 2023
Recombination 15								
GC	300,000,000	GK	300,000,000	SEQ	4.25	FIX	31398FBS9	April 2023
		GI	16,666,666(3)	NTL	4.50	FIX/IO	31398FBT7	April 2023
Recombination 16								
FX	122,981,792	SU	172,174,510	SUP	5.00	FIX	31398FBU4	September 2039
SX	49,192,718							
Recombination 17								
WF	300,000,000	VF	300,000,000	PAC	(4)	FLT	31398FBV2	December 2036
WS	300,000,000(3)	VS	300,000,000(3)	NTL	(4)	INV/IO	31398FBW0	December 2036
Recombination 18								
WF	300,000,000	XF	300,000,000	PAC	(4)	FLT	31398FBX8	December 2036
WS	300,000,000(3)	XS	300,000,000(3)	NTL	(4)	INV/IO	31398FBY6	December 2036
Recombination 19								
FX	122,981,792	FV	122,981,792	SUP	(4)	FLT	31398FBZ3	September 2039
SX	49,192,718	SV	49,192,718	SUP	(4)	INV	31398FCA7	September 2039
Recombination 20								
FX	122,981,792	FQ	122,981,792	SUP	(4)	FLT	31398FCB5	September 2039
SX	49,192,718	SQ	49,192,718	SUP	(4)	INV	31398FCC3	September 2039
Recombination 21								
XB	77,504,438	XG	187,100,698	PAC	5.00	FIX	31398FCD1	September 2039
XC	94,013,341							
XD	15,582,919							

REMIC Certificates			RCR Certificates					
Classes	Original Balances	RCR Classes	Original Balances	Principal Type(2)	Interest Rate	Interest Type(2)	CUSIP Number	Final Distribution Date
Recombination 22								
XB	\$ 77,504,438	XH	\$171,517,779	PAC	5.00%	FIX	31398FCE9	July 2039
XC	94,013,341							
Recombination 23								
SX	49,192,718	XT	31,155,388	SUP	(4)	INV	31398FCF6	September 2039
		XM	18,037,330	SUP	(4)	INV	31398FCG4	September 2039
Recombination 24								
FX	122,981,792	FV	122,981,792	SUP	(4)	FLT	31398FBZ3	September 2039
SX	49,192,718	VT	31,975,266	SUP	(4)	INV	31398FCP4	September 2039
		VM	17,217,452	SUP	(4)	INV	31398FCQ2	September 2039
Recombination 25								
FX	122,981,792	FQ	122,981,792	SUP	(4)	FLT	31398FCB5	September 2039
SX	49,192,718	QT	32,795,146	SUP	(4)	INV	31398FCR0	September 2039
		QM	16,397,572	SUP	(4)	INV	31398FCS8	September 2039
Recombination 26								
WF	300,000,000	CF	280,000,000	PAC	(4)	FLT	31398FCH2	December 2036
WS	300,000,000(3)	CS	20,000,000	PAC	(4)	INV	31398FCJ8	December 2036
Recombination 27								
WF	300,000,000	LF	280,000,000	PAC	(4)	FLT	31398FCK5	December 2036
WS	300,000,000(3)	LS	20,000,000	PAC	(4)	INV	31398FCL3	December 2036
Recombination 28								
WF	300,000,000	MF	280,000,000	PAC	(4)	FLT	31398FCM1	December 2036
WS	300,000,000(3)	MS	20,000,000	PAC	(4)	INV	31398FCN9	December 2036
Recombination 29								
JT	50,870,095	JA	50,870,095	PT	3.00	FIX	31398FCT6	June 2036
		JI	25,435,047(3)	NTL	6.00	FIX/IO	31398FDF5	June 2036
Recombination 30								
JT	50,870,095	JB	50,870,095	PT	3.25	FIX	31398FCU3	June 2036
		JI	23,315,460(3)	NTL	6.00	FIX/IO	31398FDF5	June 2036
Recombination 31								
JT	50,870,095	JC	50,870,095	PT	3.50	FIX	31398FCV1	June 2036
		JI	21,195,872(3)	NTL	6.00	FIX/IO	31398FDF5	June 2036

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 32								
JT	\$ 50,870,095	JD	\$ 50,870,095	PT	3.75%	FIX	31398FCW9	June 2036
		JI	19,076,285(3)	NTL	6.00	FIX/IO	31398FDF5	June 2036
Recombination 33								
JT	50,870,095	JE	50,870,095	PT	4.00	FIX	31398FCX7	June 2036
		JI	16,956,698(3)	NTL	6.00	FIX/IO	31398FDF5	June 2036
Recombination 34								
JT	50,870,095	JG	50,870,095	PT	4.25	FIX	31398FCY5	June 2036
		JI	14,837,111(3)	NTL	6.00	FIX/IO	31398FDF5	June 2036
Recombination 35								
JT	50,870,095	JH	50,870,095	PT	4.50	FIX	31398FCZ2	June 2036
		JI	12,717,523(3)	NTL	6.00	FIX/IO	31398FDF5	June 2036
Recombination 36								
JT	50,870,095	JK	50,870,095	PT	4.75	FIX	31398FDA6	June 2036
		JI	10,597,936(3)	NTL	6.00	FIX/IO	31398FDF5	June 2036
Recombination 37								
JT	50,870,095	JL	50,870,095	PT	5.00	FIX	31398FDB4	June 2036
		JI	8,478,349(3)	NTL	6.00	FIX/IO	31398FDF5	June 2036
Recombination 38								
JT	50,870,095	JM	50,870,095	PT	5.25	FIX	31398FDC2	June 2036
		JI	6,358,761(3)	NTL	6.00	FIX/IO	31398FDF5	June 2036
Recombination 39								
JT	50,870,095	JN	50,870,095	PT	5.50	FIX	31398FDD0	June 2036
		JI	4,239,174(3)	NTL	6.00	FIX/IO	31398FDF5	June 2036
Recombination 40								
JT	50,870,095	JP	50,870,095	PT	5.75	FIX	31398FDE8	June 2036
		JI	2,119,587(3)	NTL	6.00	FIX/IO	31398FDF5	June 2036

- (1) REMIC Certificates and RCR Certificates in any Recombination may be exchanged only in the proportions of *original* principal or notional principal balances for the related Classes shown in this Schedule 1 (disregarding any retired Classes). For example, if a particular Recombination includes two REMIC Classes and one RCR Class whose *original* principal balances shown in the schedule reflect a 1:1:2 relationship, the same 1:1:2 relationship among the *original* principal balances of those REMIC and RCR Classes must be maintained in any exchange. This is true even if, as a result of the applicable payment priority sequence, the relationship between their *current* principal balances has changed over time. Moreover, if as a result of a proposed exchange, a Certificateholder would hold a REMIC Certificate or RCR Certificate of a Class in an amount less than the applicable minimum denomination for that Class, the Certificateholder will be unable to effect the proposed exchange. See “Description of the Certificates—General—*Authorized Denominations*” in this prospectus supplement.
- (2) See “Description of the Certificates—Class Definitions and Abbreviations” in the REMIC Prospectus.
- (3) Notional balances. These classes are interest only classes. See page S-9 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 Schedule

Aggregate Group Planned Balances

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
Initial Balance	\$887,100,698.00	December 2013	\$474,317,382.41	April 2018	\$208,582,171.11
September 2009 . . .	878,245,287.93	January 2014	467,769,039.36	May 2018	205,079,895.91
October 2009	869,419,321.41	February 2014	461,276,839.37	June 2018	201,630,952.52
November 2009	860,622,356.09	March 2014	454,840,326.93	July 2018	198,234,567.98
December 2009	851,853,987.00	April 2014	448,459,050.14	August 2018	194,889,980.22
January 2010	843,113,846.48	May 2014	442,132,560.68	September 2018 . . .	191,596,437.93
February 2010	834,401,604.03	June 2014	435,860,413.81	October 2018	188,353,200.38
March 2010	825,716,966.19	July 2014	429,642,168.29	November 2018	185,159,537.28
April 2010	817,059,676.26	August 2014	423,477,386.42	December 2018	182,014,728.66
May 2010	808,429,514.10	September 2014 . . .	417,365,633.97	January 2019	178,918,064.71
June 2010	799,826,295.85	October 2014	411,306,480.16	February 2019	175,868,845.62
July 2010	791,249,873.53	November 2014	405,299,497.61	March 2019	172,866,381.47
August 2010	782,700,134.72	December 2014	399,344,262.38	April 2019	169,909,992.08
September 2010 . . .	774,177,002.14	January 2015	393,440,353.86	May 2019	166,999,006.88
October 2010	765,680,433.16	February 2015	387,587,354.81	June 2019	164,132,764.78
November 2010	757,210,419.34	March 2015	381,784,851.30	July 2019	161,310,614.03
December 2010	748,766,985.84	April 2015	376,032,432.68	August 2019	158,531,912.07
January 2011	740,350,190.92	May 2015	370,329,691.58	September 2019 . . .	155,796,025.45
February 2011	731,960,125.26	June 2015	364,676,223.86	October 2019	153,102,329.68
March 2011	723,596,911.33	July 2015	359,071,628.59	November 2019	150,450,209.09
April 2011	715,260,702.71	August 2015	353,515,508.05	December 2019	147,839,056.73
May 2011	706,951,683.34	September 2015 . . .	348,007,467.66	January 2020	145,268,274.24
June 2011	698,670,066.81	October 2015	342,547,115.99	February 2020	142,737,271.72
July 2011	690,416,095.51	November 2015	337,134,064.71	March 2020	140,245,467.64
August 2011	682,190,039.82	December 2015	331,767,928.60	April 2020	137,792,288.70
September 2011 . . .	673,992,197.27	January 2016	326,448,325.50	May 2020	135,377,169.72
October 2011	665,822,891.65	February 2016	321,174,876.27	June 2020	132,999,553.53
November 2011	657,682,472.06	March 2016	315,975,075.12	July 2020	130,658,890.88
December 2011	649,571,312.00	April 2016	310,853,074.47	August 2020	128,354,640.26
January 2012	641,528,947.26	May 2016	305,807,757.62	September 2020 . . .	126,086,267.90
February 2012	633,554,821.90	June 2016	300,838,023.50	October 2020	123,853,247.56
March 2012	625,648,384.38	July 2016	295,942,786.52	November 2020	121,655,060.47
April 2012	617,809,087.56	August 2016	291,120,976.26	December 2020	119,491,195.26
May 2012	610,036,388.60	September 2016 . . .	286,371,537.35	January 2021	117,361,147.78
June 2012	602,329,749.01	October 2016	281,693,429.18	February 2021	115,264,421.07
July 2012	594,688,634.55	November 2016	277,085,625.76	March 2021	113,200,525.21
August 2012	587,112,515.20	December 2016	272,547,115.51	April 2021	111,168,977.25
September 2012 . . .	579,600,865.18	January 2017	268,076,901.01	May 2021	109,169,301.12
October 2012	572,153,162.87	February 2017	263,673,998.87	June 2021	107,201,027.50
November 2012	564,768,890.77	March 2017	259,337,439.49	July 2021	105,263,693.74
December 2012	557,447,535.51	April 2017	255,066,266.89	August 2021	103,356,843.80
January 2013	550,188,587.79	May 2017	250,859,538.51	September 2021 . . .	101,480,028.12
February 2013	542,991,542.34	June 2017	246,716,325.06	October 2021	99,632,803.52
March 2013	535,855,897.92	July 2017	242,635,710.27	November 2021	97,814,733.15
April 2013	528,781,157.25	August 2017	238,616,790.78	December 2021	96,025,386.39
May 2013	521,766,826.99	September 2017 . . .	234,658,675.90	January 2022	94,264,338.74
June 2013	514,812,417.76	October 2017	230,760,487.48	February 2022	92,531,171.76
July 2013	507,917,444.01	November 2017	226,921,359.73	March 2022	90,825,472.96
August 2013	501,081,424.08	December 2017	223,140,439.02	April 2022	89,146,835.76
September 2013 . . .	494,303,880.13	January 2018	219,416,883.75	May 2022	87,494,859.36
October 2013	487,584,338.10	February 2018	215,749,864.14	June 2022	85,869,148.69
November 2013	480,922,327.72	March 2018	212,138,562.11	July 2022	84,269,314.31

Aggregate Group (Continued)

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
August 2022	\$ 82,694,972.35	March 2027	\$ 26,146,510.08	October 2031	\$ 4,405,741.86
September 2022 . . .	81,145,744.42	April 2027	25,528,082.02	November 2031	4,183,634.43
October 2022	79,621,257.54	May 2027	24,920,354.78	December 2031	3,965,968.99
November 2022	78,121,144.05	June 2027	24,323,163.15	January 2032	3,752,672.81
December 2022	76,645,041.57	July 2027	23,736,344.33	February 2032	3,543,674.24
January 2023	75,192,592.87	August 2027	23,159,737.88	March 2032	3,338,902.71
February 2023	73,763,445.87	September 2027 . . .	22,593,185.72	April 2032	3,138,288.73
March 2023	72,357,253.49	October 2027	22,036,532.09	May 2032	2,941,763.83
April 2023	70,973,673.65	November 2027	21,489,623.49	June 2032	2,749,260.59
May 2023	69,612,369.15	December 2027	20,952,308.68	July 2032	2,560,712.61
June 2023	68,273,007.63	January 2028	20,424,438.63	August 2032	2,376,054.48
July 2023	66,955,261.49	February 2028	19,905,866.49	September 2032 . . .	2,195,221.80
August 2023	65,658,807.82	March 2028	19,396,447.56	October 2032	2,018,151.11
September 2023 . . .	64,383,328.36	April 2028	18,896,039.28	November 2032	1,844,779.95
October 2023	63,128,509.39	May 2028	18,404,501.16	December 2032	1,675,046.78
November 2023	61,894,041.72	June 2028	17,921,694.77	January 2033	1,634,841.90
December 2023	60,679,620.57	July 2028	17,447,483.75	February 2033	1,595,335.68
January 2024	59,484,945.56	August 2028	16,981,733.69	March 2033	1,556,517.30
February 2024	58,309,720.60	September 2028 . . .	16,524,312.19	April 2033	1,518,376.11
March 2024	57,153,653.89	October 2028	16,075,088.79	May 2033	1,480,901.63
April 2024	56,016,457.80	November 2028	15,633,934.95	June 2033	1,444,083.50
May 2024	54,897,848.83	December 2028	15,200,724.01	July 2033	1,407,911.55
June 2024	53,797,547.58	January 2029	14,775,331.20	August 2033	1,372,375.72
July 2024	52,715,278.66	February 2029	14,357,633.57	September 2033 . . .	1,337,466.14
August 2024	51,650,770.65	March 2029	13,947,509.98	October 2033	1,303,173.05
September 2024 . . .	50,603,756.02	April 2029	13,544,841.09	November 2033	1,269,486.84
October 2024	49,573,971.12	May 2029	13,149,509.32	December 2033	1,236,398.06
November 2024	48,561,156.08	June 2029	12,761,398.81	January 2034	1,203,897.37
December 2024	47,565,054.79	July 2029	12,380,395.43	February 2034	1,171,975.59
January 2025	46,585,414.82	August 2029	12,006,386.74	March 2034	1,140,623.67
February 2025	45,621,987.41	September 2029 . . .	11,639,261.93	April 2034	1,109,832.69
March 2025	44,674,527.35	October 2029	11,278,911.87	May 2034	1,079,593.85
April 2025	43,742,792.99	November 2029	10,925,229.02	June 2034	1,049,898.50
May 2025	42,826,546.19	December 2029	10,578,107.45	July 2034	1,020,738.11
June 2025	41,925,552.23	January 2030	10,237,442.79	August 2034	992,104.27
July 2025	41,039,579.77	February 2030	9,903,132.21	September 2034 . . .	963,988.70
August 2025	40,168,400.84	March 2030	9,575,074.42	October 2034	936,383.23
September 2025 . . .	39,311,790.76	April 2030	9,253,169.64	November 2034	909,279.83
October 2025	38,469,528.11	May 2030	8,937,319.55	December 2034	882,670.58
November 2025	37,641,394.65	June 2030	8,627,427.31	January 2035	856,547.68
December 2025	36,827,175.33	July 2030	8,323,397.50	February 2035	830,903.42
January 2026	36,026,658.20	August 2030	8,025,136.15	March 2035	805,730.25
February 2026	35,239,634.39	September 2030 . . .	7,732,550.66	April 2035	781,020.69
March 2026	34,465,898.05	October 2030	7,445,549.83	May 2035	756,767.39
April 2026	33,705,246.32	November 2030	7,164,043.81	June 2035	732,963.11
May 2026	32,957,479.30	December 2030	6,887,944.08	July 2035	709,600.72
June 2026	32,222,399.96	January 2031	6,617,163.47	August 2035	686,673.17
July 2026	31,499,814.16	February 2031	6,351,616.07	September 2035 . . .	664,173.55
August 2026	30,789,530.57	March 2031	6,091,217.31	October 2035	642,095.03
September 2026 . . .	30,091,360.64	April 2031	5,835,883.82	November 2035	620,430.90
October 2026	29,405,118.57	May 2031	5,585,533.53	December 2035	599,174.51
November 2026	28,730,621.26	June 2031	5,340,085.57	January 2036	578,319.37
December 2026	28,067,688.27	July 2031	5,099,460.30	February 2036	557,859.02
January 2027	27,416,141.80	August 2031	4,863,579.25	March 2036	537,787.16
February 2027	26,775,806.62	September 2031 . . .	4,632,365.14	April 2036	518,097.52

Aggregate Group (Continued)

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
May 2036	\$ 498,783.99	June 2037	\$ 279,298.07	July 2038	\$ 110,540.87
June 2036	479,840.49	July 2037	264,653.69	August 2038	99,365.00
July 2036	461,261.07	August 2037	250,303.54	September 2038 . . .	88,425.99
August 2036	443,039.86	September 2037 . . .	236,242.79	October 2038	77,719.88
September 2036 . . .	425,171.07	October 2037	222,466.67	November 2038	67,242.77
October 2036	407,649.00	November 2037	208,970.52	December 2038	56,990.83
November 2036	390,468.04	December 2037	195,749.72	January 2039	46,960.27
December 2036	373,622.65	January 2038	182,799.72	February 2039	37,147.37
January 2037	357,107.39	February 2038	170,116.05	March 2039	27,548.47
February 2037	340,916.90	March 2038	157,694.32	April 2039	18,159.94
March 2037	325,045.89	April 2038	145,530.18	May 2039	8,978.25
April 2037	309,489.15	May 2038	133,619.35	June 2039 and thereafter	0.00
May 2037	294,241.56	June 2038	121,957.63		

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.

\$2,013,353,865



**Guaranteed REMIC
Pass-Through Certificates
Fannie Mae REMIC Trust 2009-71**

PROSPECTUS SUPPLEMENT

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Goldman Sachs & Co.

August 25, 2009
