

**\$824,893,405**



**FannieMae®**

**Guaranteed REMIC Pass-Through Certificates  
Fannie Mae REMIC Trust 2009-80**

**The Certificates**

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

**Payments to Certificateholders**

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

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

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

**The Fannie Mae Guaranty**

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

**The Trust and its Assets**

The trust will own Fannie Mae MBS.

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

<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>
FC . . . . .	1	\$ 50,295,857	SUP	(2)	FLT	31398FHH7	October 2039
PA(3) . . . . .	1	107,000,000	PAC	4.0%	FIX	31398FHJ3	March 2038
PB(3) . . . . .	1	14,762,000	PAC	4.0	FIX	31398FHK0	October 2039
SC . . . . .	1	27,942,143	SUP	(2)	INV	31398FHL8	October 2039
IA(3) . . . . .	1	11,888,888(4)	NTL	4.5	FIX/IO	31398FHM6	March 2038
IB(3) . . . . .	1	1,640,222(4)	NTL	4.5	FIX/IO	31398FHN4	October 2039
EA(3) . . . . .	2	68,888,888	SEQ	3.5	FIX	31398FHP9	March 2027
EY . . . . .	2	20,000,000	SEQ	4.5	FIX	31398FHQ7	October 2029
EI(3) . . . . .	2	15,308,641(4)	NTL	4.5	FIX/IO	31398FHR5	March 2027
GE . . . . .	3	50,000,000	SEQ	4.0	FIX	31398FHS3	November 2022
GL . . . . .	3	11,750,000	SEQ	4.0	FIX	31398FHT1	October 2024
FD . . . . .	4	74,946,516	PT	(2)	FLT	31398FHU8	October 2039
PO(3) . . . . .	4	12,491,086	PT	0.0	PO	31398FHV6	October 2039
SD(3) . . . . .	4	74,946,516(4)	NTL	(2)	INV/IO	31398FHW4	October 2039
DJ(3) . . . . .	5	85,000,000	SEQ	4.0	FIX	31398FHX2	March 2034
DL . . . . .	5	27,600,000	SEQ	5.0	FIX	31398FHY0	October 2039
DM(3) . . . . .	5	25,400,000	SEQ	4.0	FIX	31398FHZ7	March 2037
DI(3) . . . . .	5	17,000,000(4)	NTL	5.0	FIX/IO	31398FJA0	March 2034
MI(3) . . . . .	5	5,080,000(4)	NTL	5.0	FIX/IO	31398FJB8	March 2037
KA(3) . . . . .	6	144,150,000	SEQ	4.0	FIX	31398FJC6	September 2037
KZ(3) . . . . .	6	16,666,915	SEQ	5.0	FIX/Z	31398FJD4	October 2039
VA(3) . . . . .	6	12,000,000	SEQ/AD	5.0	FIX	31398FJE2	September 2020
IK(3) . . . . .	6	28,830,000(4)	NTL	5.0	FIX/IO	31398FJF9	September 2037
MA . . . . .	7	60,000,000	SEQ	4.0	FIX	31398FJG7	April 2027
MB . . . . .	7	16,000,000	SEQ	4.0	FIX	31398FJH5	October 2029
R . . . . .		0	NPR	0	NPR	31398FJJ1	October 2039
RL . . . . .		0	NPR	0	NPR	31398FJK8	October 2039

- (1) See "Description of the Certificates—Class Definitions and Abbreviations" in the REMIC prospectus.  
(2) Based on LIBOR.  
(3) Exchangeable classes.  
(4) Notional balances. These classes are interest only classes. See page S-8 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 PG, PM, PD, PC, EB, EJ, SE, SG, SH, D, DA, DB, DC, DE, DG, DH, KB, KC and KH 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 September 30, 2009.

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

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

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

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



September 22, 2009

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## AVAILABLE INFORMATION

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

- our Prospectus for Fannie Mae Guaranteed REMIC Pass-Through Certificates dated August 1, 2007 (the “REMIC Prospectus”);
- our Prospectus for Fannie Mae Guaranteed Pass-Through Certificates (Single-Family Residential Mortgage Loans) dated
  - June 1, 2009, for all MBS issued on or after January 1, 2009,
  - April 1, 2008, for all MBS issued on or after June 1, 2007 and prior to January 1, 2009, or
  - January 1, 2006, for all other MBS(as applicable, the “MBS Prospectus”); and
- any information incorporated by reference in this prospectus supplement as discussed below and under the heading “Incorporation by Reference” in the REMIC Prospectus.

For a description of current servicing policies generally applicable to existing Fannie Mae MBS pools, see “Yield, Maturity, and Prepayment Considerations” in the MBS Prospectus dated June 1, 2009.

The MBS Prospectus is incorporated by reference in this prospectus supplement. This means that we are disclosing information in that document by referring you to it. That document is considered part of this prospectus supplement, so you should read this prospectus supplement, and any applicable supplements or amendments, together with that document.

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](http://www.fanniemae.com).

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

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

## RECENT DEVELOPMENTS

The Regulatory Reform Act, which became effective on July 30, 2008, established the Federal Housing Finance Agency, or FHFA, as an independent agency with general supervisory and regulatory authority over Fannie Mae, Freddie Mac and the 12 Federal Home Loan Banks. FHFA assumed the duties of our former regulators, the Office of Federal Housing Enterprise Oversight and the U.S. Department of Housing and Urban Development, or HUD, with respect to safety, soundness and mission oversight of Fannie Mae and Freddie Mac. HUD remains our regulator with respect to fair lending matters.

On September 6, 2008, the Director of FHFA placed Fannie Mae into conservatorship and appointed FHFA as the conservator. Upon its appointment, FHFA immediately succeeded to all of our rights, titles, powers and privileges and those of any stockholder, officer, or director of Fannie Mae with respect to us and our assets. The conservator has the authority to take over our assets and operate our business with all the powers of our stockholders, directors and officers, and to conduct all business of the company. Under the Regulatory Reform Act, FHFA, as conservator, may take “such action as may be necessary to put the regulated entity in a sound and solvent condition.” We have no control over FHFA’s actions or the actions it may direct us to take. The conservatorship has no specified termination date; we do not know when or how it will be terminated. In addition, our board of directors does not have any duties to any person or entity except to the conservator. Accordingly, our board of directors is not obligated to consider the interests of Fannie Mae or the holders of the Certificates unless specifically directed to do so by the conservator.

On September 7, 2008, Fannie Mae, through our conservator, entered into two agreements with Treasury. The first agreement is the Stock Purchase Agreement, which provided us with Treasury’s commitment (the “Commitment”) to provide up to \$100 billion in funding under specified conditions. This agreement was amended and restated on September 26, 2008 and was further amended on May 6, 2009 to increase the size of Treasury’s Commitment from \$100 billion to \$200 billion. We issued 1,000,000 shares of Senior Preferred Stock pursuant to the Stock Purchase Agreement. The other agreement is the Warrant, which allows Treasury to purchase, for a nominal price, shares of common stock equal to 79.9% of the outstanding common stock of Fannie Mae. The Senior Preferred Stock and the Warrant were issued to Treasury as an initial commitment fee for Treasury’s Commitment. Additional information about the conservatorship, the Stock Purchase Agreement, the Warrant and the Commitment is included in our Annual Report on Form 10-K for the year ended December 31, 2008 (the “2008 Form 10-K”) 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 September 1, 2009. You should purchase the certificates only after reading this prospectus supplement and each of the additional disclosure documents listed on page S-3. In particular, please see the discussion of risk factors that appears in each of those additional disclosure documents.

### Assets Underlying Each Group of Classes

<u>Group</u>	<u>Assets</u>
1	Group 1 MBS
2	Group 2 MBS
3	Group 3 MBS
4	Group 4 MBS
5	Group 5 MBS
6	Group 6 MBS
7	Group 7 MBS

### Group 1, Group 2, Group 3, Group 4, Group 5, Group 6 and Group 7

#### Characteristics of the 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	\$200,000,000	4.50%	4.75% to 7.00%	241 to 360
Group 2 MBS	\$ 88,888,888	4.50%	4.75% to 7.00%	181 to 240
Group 3 MBS	\$ 61,750,000	4.00%	4.25% to 6.50%	121 to 180
Group 4 MBS	\$ 87,437,602	6.00%	6.25% to 8.50%	241 to 360
Group 5 MBS	\$138,000,000	5.00%	5.25% to 7.50%	241 to 360
Group 6 MBS	\$172,816,915	5.00%	5.25% to 7.50%	241 to 360
Group 7 MBS	\$ 76,000,000	4.00%	4.25% to 6.50%	181 to 240

#### 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	\$200,000,000	360	357	3	5.000%
Group 2 MBS	\$ 88,888,888	240	238	2	5.000%
Group 3 MBS	\$ 61,750,000	180	177	3	4.550%
Group 4 MBS	\$ 87,437,602	360	321	33	6.640%
Group 5 MBS	\$138,000,000	360	358	2	5.410%
Group 6 MBS	\$172,816,915	360	291	62	5.566%
Group 7 MBS	\$ 76,000,000	240	239	1	4.599%

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

## Settlement Date

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

## Distribution Dates

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

## Record Date

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

## Book-Entry and Physical Certificates

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

<u>Fed Book-Entry</u>	<u>Physical</u>
All classes 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>
FC .....	1.7630%	7.0000%	1.50%	LIBOR + 150 basis points
SC .....	9.4266%	9.9000%	0.00%	9.9% – (1.8 × LIBOR)
FD .....	1.0940%	7.0000%	0.85%	LIBOR + 85 basis points
SD .....	5.9060%	6.1500%	0.00%	6.15% – LIBOR
SE .....	35.4360%	36.9000%	0.00%	36.9% – (6 × LIBOR)
SG .....	8.8590%	9.2250%	0.00%	9.225% – (1.5 × LIBOR)
SH .....	7.3825%	7.6875%	0.00%	7.6875% – (1.25 × 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:

<u>Class</u>	
IA .....	11.1111102804% of the PA Class
IB .....	11.1111096057% of the PB Class
EI .....	22.2222210932% of the EA Class
SD .....	100% of the FD Class
DI .....	20% of the DJ Class
MI .....	20% of the DM Class
IK .....	20% of the KA 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>298%</u>	<u>350%</u>	<u>500%</u>	<u>600%</u>			
FC and SC .....	27.2	18.2	4.4	2.7	1.8	1.6				
PA, IA and PG .....	14.1	5.0	5.0	5.0	4.0	3.5				
PB, IB and PM .....	23.3	14.6	14.6	14.6	10.5	8.8				
PD and PC .....	15.2	6.2	6.2	6.2	4.8	4.1				
		PSA Prepayment Assumption								
<u>Group 2 Classes</u>		<u>0%</u>	<u>100%</u>	<u>250%</u>	<u>375%</u>	<u>500%</u>				
EA, EI, EB and EJ .....	10.4	6.0	3.7	2.9	2.4					
EY .....	18.7	16.1	11.8	9.1	7.2					
		PSA Prepayment Assumption								
<u>Group 3 Classes</u>		<u>0%</u>	<u>100%</u>	<u>221%</u>	<u>375%</u>	<u>500%</u>				
GE .....	7.5	5.0	3.6	2.7	2.3					
GL .....	14.1	12.6	10.8	8.5	7.0					
		PSA Prepayment Assumption								
<u>Group 4 Classes</u>		<u>0%</u>	<u>100%</u>	<u>300%</u>	<u>460%</u>	<u>600%</u>	<u>800%</u>	<u>1000%</u>	<u>1200%</u>	
FD, PO, SD, SE, SG and SH .....	20.8	10.0	4.6	3.0	2.2	1.5	1.1	0.8		
		PSA Prepayment Assumption								
<u>Group 5 Classes</u>		<u>0%</u>	<u>100%</u>	<u>300%</u>	<u>500%</u>	<u>632%</u>	<u>850%</u>	<u>1100%</u>	<u>1300%</u>	<u>1500%</u>
DJ, DI, DA and DB .....	15.7	5.9	2.8	2.0	1.8	1.5	1.3	1.2	1.1	
DL .....	28.8	23.3	12.7	8.0	6.4	4.8	3.7	3.1	2.6	
DM, MI, DC and DE .....	26.0	15.1	6.8	4.5	3.7	2.9	2.4	2.2	2.0	
D, DG and DH .....	18.1	8.0	3.8	2.6	2.2	1.8	1.5	1.4	1.3	



<u>Group 6 Classes</u>	<u>PSA Prepayment Assumption</u>					
	<u>0%</u>	<u>100%</u>	<u>288%</u>	<u>450%</u>	<u>600%</u>	<u>800%</u>
KA, IK, KB and KC .....	18.5	6.9	3.0	1.9	1.4	1.0
KZ .....	29.0	20.2	12.6	8.8	6.6	4.7
VA .....	6.0	6.0	5.6	4.5	3.5	2.6
KH .....	29.0	20.2	12.2	8.1	5.9	4.2
<u>Group 7 Classes</u>	<u>PSA Prepayment Assumption</u>					
	<u>0%</u>	<u>100%</u>	<u>198%</u>	<u>300%</u>	<u>400%</u>	
MA .....	10.4	6.1	4.4	3.4	2.9	
MB .....	18.8	16.3	13.4	10.8	8.9	

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

## ADDITIONAL RISK FACTOR

*“Jumbo-conforming” and “high-balance” mortgage loans, which have original principal balances that exceed our traditional conforming loan limits, may prepay at different rates than conforming balance mortgage loans generally.* The pools underlying the Group 1 MBS and Group 5 MBS have been designated as pools that include “jumbo-conforming” or “high-balance” mortgage loans. There is limited historical performance data regarding prepayment rates for jumbo-conforming and high-balance mortgage loans. If prevailing mortgage rates decline, borrowers with jumbo-conforming and high-balance mortgage loans may be more likely to refinance their mortgage loans than borrowers with conforming balance loans. This is because a relatively small reduction in the interest rate of a jumbo-conforming and high-balance mortgage loan can have a greater impact on the borrower’s monthly payment than a similar interest rate change for a conforming balance loan.

Furthermore, jumbo-conforming and high-balance mortgage loans tend to be concentrated in certain geographic areas, which may

experience relatively high rates of default in the event of adverse economic conditions. Defaults on jumbo-conforming and high-balance mortgage loans will result in larger prepayments to investors than defaults on conforming balance loans.

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

As a result of these factors, the Group 1 Classes and Group 5 Classes may receive payments of principal more quickly or more slowly than expected and the weighted average lives and yields of those Classes may be affected, perhaps significantly.

## 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 September 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 seven groups of Fannie Mae Guaranteed Mortgage Pass-Through Certificates (the “Group 1 MBS,” “Group 2 MBS,” “Group 3 MBS,” “Group 4 MBS,” “Group 5 MBS,” “Group 6 MBS” and “Group 7 MBS,” and together, the “MBS”).

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

The Trust will 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 . . . . .	MBS	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 and the MBS, see the applicable discussions appearing under the heading “Fannie Mae Guaranty” in the REMIC Prospectus and the MBS Prospectus. Our guaranties are not backed by the full faith and credit of the United States.

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

We will issue the Residual 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 MBS

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

Group 4 MBS, Group 5 MBS and Group 6 MBS, up to 20 years in the case of the Group 2 MBS and Group 7 MBS, and up to 15 years in the case of the Group 3 MBS.

In addition, the pools underlying the Group 1 MBS and Group 5 MBS have been designated as pools that include “jumbo-conforming” or “high balance” mortgage loans as described further under “The Mortgage Loans—Special Feature Mortgage Loans—*Loans with Original Principal Balances that Exceed our Traditional Conforming Loan Limits*” in the MBS Prospectus dated June 1, 2009. For additional information about the pools underlying the Group 1 MBS and Group 5 MBS, see the Final Data Statement for the Trust and the related prospectus supplement for each MBS. See also “Additional Risk Factor—“*Jumbo-conforming*” and “*high-balance*” mortgage loans, which have original principal balances that exceed our traditional conforming loan limits, may prepay at different rates than conforming balance mortgage loans generally” in this prospectus supplement.

For additional information, see “Summary—Group 1, Group 2, Group 3, Group 4, Group 5, Group 6 and Group 7—Characteristics of the MBS” and “—Assumed Characteristics of the Underlying Mortgage Loans” in this prospectus supplement and “The Mortgage Pools” and “Yield, Maturity, and Prepayment Considerations” in the MBS Prospectus.

## Distributions of Interest

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

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

<u>Delay Classes</u>	<u>No-Delay Classes</u>
Fixed Rate Classes	Floating Rate and Inverse Floating Rate Classes

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

The Dealer will treat the Principal Only Class as a delay Class solely for the purpose of facilitating trading.

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

## Distributions of Principal

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

### • Group 1

The Group 1 Principal Distribution Amount in the following priority:

- |   |                   |
|---|-------------------|
| 1. To the Aggregate Group to its Planned Balance. | } PAC Group       |
| 2. To FC and SC, pro rata, until retired.         | } Support Classes |
| 3. To the Aggregate Group to zero.                | } PAC Group       |

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

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

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

- *Group 2*

The Group 2 Principal Distribution Amount to EA and EY, 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 GE and GL, in that order, until retired. } Sequential Pay Classes

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

- *Group 4*

The Group 4 Principal Distribution Amount to FD and PO, pro rata, until retired. } Pass-Through 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 DJ, DM and DL, 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 KZ Accrual Amount to VA until retired, and thereafter to KZ. } Accretion Directed Class and Accrual Class

The Group 6 Cash Flow Distribution Amount to KA, VA and KZ, in that order, until retired. } Sequential Pay Classes

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

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

- *Group 7*

The Group 7 Principal Distribution Amount to MA and MB, in that order, until retired. } Sequential Pay Classes

The “Group 7 Principal Distribution Amount” is the principal then paid on the Group 7 MBS.

## Structuring Assumptions

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

- the Mortgage Loans underlying the MBS have the original terms to maturity, remaining terms to maturity, loan ages and interest rates specified under “Summary—Group 1, Group 2, Group 3, Group 4, Group 5, Group 6 and Group 7—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 September 30, 2009; and
- each Distribution Date occurs on the 25th day of a month.

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

**Principal Balance Schedule.** The Principal Balance Schedule for the Aggregate Group is set forth beginning on page B-1 of this prospectus supplement. The Principal Balance Schedule was prepared based on the Pricing Assumptions and the assumption that the related Mortgage Loans prepay at a *constant* rate within the “Structuring Range” specified in the chart below. The “Effective Range” for the Aggregate Group is the range of prepayment rates (measured by *constant* PSA rates) that would reduce the Aggregate Group to its scheduled balance each month based on the Pricing Assumptions. We have not provided separate schedules for the individual Classes included in the Aggregate Group. However, these Classes are designed to receive principal distributions in the same fashion as if separate schedules had been provided (with schedules based on the same underlying assumptions that apply to the Aggregate Group schedule). If such separate schedules had been provided for the individual Classes included in the Aggregate Group, we expect that the effective ranges for these 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 100% and 350% PSA	Between 100% and 350% PSA

The Aggregate Group consists of the following Classes:

Aggregate Group . . . . . PA and PB

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 the 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 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. **The tables below are provided for illustrative purposes only and are not intended as a forecast or prediction of the actual yields on the applicable Classes.** 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 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>
IA.....	520%
IB .....	687%
EI.....	318%
DI .....	330%
MI .....	391%
IK .....	306%

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>
IA.....	17.0%
IB .....	34.0%
EI.....	14.0%
DI .....	13.0%
MI .....	27.0%
IK .....	14.0%

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

#### Sensitivity of the IA Class to Prepayments

	<u>PSA Prepayment Assumption</u>					
	<u>50%</u>	<u>100%</u>	<u>298%</u>	<u>350%</u>	<u>500%</u>	<u>600%</u>
Pre-Tax Yields to Maturity .....	16.3%	8.6%	8.6%	8.6%	1.2%	(5.0)%

#### Sensitivity of the IB Class to Prepayments

	<u>PSA Prepayment Assumption</u>					
	<u>50%</u>	<u>100%</u>	<u>298%</u>	<u>350%</u>	<u>500%</u>	<u>600%</u>
Pre-Tax Yields to Maturity .....	11.0%	10.0%	10.0%	10.0%	6.3%	3.1%

#### Sensitivity of the EI Class to Prepayments

	<u>PSA Prepayment Assumption</u>				
	<u>50%</u>	<u>100%</u>	<u>250%</u>	<u>375%</u>	<u>500%</u>
Pre-Tax Yields to Maturity .....	23.7%	19.7%	6.4%	(5.4)%	(16.9)%

### Sensitivity of the DI Class to Prepayments

		PSA Prepayment Assumption								
		<u>50%</u>	<u>100%</u>	<u>300%</u>	<u>500%</u>	<u>632%</u>	<u>850%</u>	<u>1100%</u>	<u>1300%</u>	<u>1500%</u>
Pre-Tax Yields to										
Maturity.....		32.7%	27.6%	3.6%	(18.8)%	(31.5)%	(49.2)%	(66.3)%	(78.5)%	(89.4)%

### Sensitivity of the MI Class to Prepayments

				PSA Prepayment Assumption								
				<u>50%</u>	<u>100%</u>	<u>300%</u>	<u>500%</u>	<u>632%</u>	<u>850%</u>	<u>1100%</u>	<u>1300%</u>	<u>1500%</u>
Pre-Tax Yields to												
Maturity . . . . .	18.4%	17.3%	6.7%	(8.5)%	(18.7)%	(34.7)%	(50.5)%	(61.0)%	(70.7)%			

### Sensitivity of the IK Class to Prepayments

		PSA Prepayment Assumption					
		50%	100%	288%	450%	600%	800%
Pre-Tax Yields to Maturity . . . . .		29.5%	24.8%	2.5%	(21.8)%	(47.1)%	(82.9)%

***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 SD, SE, SG and SH 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:

Classes	Price*
SC . . . . .	95.000%
SD . . . . .	10.500%
SE . . . . .	158.000%
SG . . . . .	110.750%
SH . . . . .	108.125%

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

<b>LIBOR</b>	<b>PSA Prepayment Assumption</b>					
	<b>50%</b>	<b>100%</b>	<b>298%</b>	<b>350%</b>	<b>500%</b>	<b>600%</b>
0.130% . . . . .	10.5%	10.5%	11.6%	12.2%	13.2%	13.7%
0.263% . . . . .	10.2%	10.3%	11.4%	11.9%	12.9%	13.4%
2.263% . . . . .	6.3%	6.4%	7.5%	8.2%	9.2%	9.7%
4.263% . . . . .	2.6%	2.6%	3.7%	4.4%	5.5%	6.0%
5.500% . . . . .	0.3%	0.3%	1.4%	2.2%	3.2%	3.8%

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

<b>LIBOR</b>	<b>PSA Prepayment Assumption</b>							
	<b>50%</b>	<b>100%</b>	<b>300%</b>	<b>460%</b>	<b>600%</b>	<b>800%</b>	<b>1000%</b>	<b>1200%</b>
0.120% . . . . .	58.9%	55.0%	38.8%	24.9%	12.0%	(8.1)%	(30.8)%	(57.4)%
0.244% . . . . .	57.4%	53.6%	37.5%	23.7%	10.8%	(9.2)%	(31.8)%	(58.3)%
2.244% . . . . .	35.2%	31.6%	16.7%	4.0%	(7.9)%	(26.3)%	(47.1)%	(71.5)%
4.244% . . . . .	13.5%	10.2%	(3.4)%	(15.1)%	(26.0)%	(43.0)%	(62.2)%	(85.0)%
6.150% . . . . .	*	*	*	*	*	*	*	*

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

<b>LIBOR</b>	<b>PSA Prepayment Assumption</b>							
	<b>50%</b>	<b>100%</b>	<b>300%</b>	<b>460%</b>	<b>600%</b>	<b>800%</b>	<b>1000%</b>	<b>1200%</b>
0.120% . . . . .	22.0%	20.7%	15.5%	10.7%	6.2%	(1.2)%	(10.2)%	(21.6)%
0.244% . . . . .	21.5%	20.2%	15.0%	10.3%	5.7%	(1.7)%	(10.6)%	(21.9)%
2.244% . . . . .	13.3%	12.1%	7.1%	2.7%	(1.7)%	(8.8)%	(17.4)%	(28.2)%
4.244% . . . . .	5.0%	4.0%	(0.6)%	(4.8)%	(9.0)%	(15.8)%	(24.0)%	(34.4)%
6.150% . . . . .	(3.2)%	(4.0)%	(7.9)%	(11.9)%	(15.8)%	(22.3)%	(30.2)%	(40.2)%

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

<b>LIBOR</b>	<b>PSA Prepayment Assumption</b>							
	<b>50%</b>	<b>100%</b>	<b>300%</b>	<b>460%</b>	<b>600%</b>	<b>800%</b>	<b>1000%</b>	<b>1200%</b>
0.120% . . . . .	7.7%	7.4%	6.1%	4.9%	3.8%	1.8%	(0.6)%	(3.9)%
0.244% . . . . .	7.5%	7.2%	6.0%	4.8%	3.6%	1.6%	(0.8)%	(4.0)%
2.244% . . . . .	4.7%	4.5%	3.2%	2.1%	0.9%	(1.0)%	(3.3)%	(6.4)%
4.244% . . . . .	1.9%	1.7%	0.5%	(0.6)%	(1.7)%	(3.5)%	(5.8)%	(8.9)%
6.150% . . . . .	(0.7)%	(0.9)%	(2.0)%	(3.1)%	(4.2)%	(6.0)%	(8.2)%	(11.1)%

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

<b>LIBOR</b>	<b>PSA Prepayment Assumption</b>							
	<b>50%</b>	<b>100%</b>	<b>300%</b>	<b>460%</b>	<b>600%</b>	<b>800%</b>	<b>1000%</b>	<b>1200%</b>
0.120% .....	6.6%	6.4%	5.4%	4.5%	3.6%	2.0%	0.1%	(2.4)%
0.244% .....	6.4%	6.2%	5.3%	4.3%	3.4%	1.9%	0.0%	(2.5)%
2.244% .....	4.1%	3.9%	2.9%	2.0%	1.2%	(0.3)%	(2.1)%	(4.6)%
4.244% .....	1.7%	1.5%	0.6%	(0.2)%	(1.1)%	(2.5)%	(4.3)%	(6.6)%
6.150% .....	(0.6)%	(0.7)%	(1.6)%	(2.4)%	(3.2)%	(4.6)%	(6.3)%	(8.6)%

*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><b>Class</b></u>	<u><b>Price</b></u>
PO .....	85.0%

**Sensitivity of the PO Class to Prepayments**

	<b>PSA Prepayment Assumption</b>							
	<b>50%</b>	<b>100%</b>	<b>300%</b>	<b>460%</b>	<b>600%</b>	<b>800%</b>	<b>1000%</b>	<b>1200%</b>
Pre-Tax Yields to Maturity .....	1.3%	1.7%	3.9%	6.0%	8.2%	11.9%	16.6%	23.0%

**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 3, Group 5, Group 6 and Group 7 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 and Remaining Terms to Maturity</u>	<u>Interest Rates</u>
Group 1 MBS	360 months	7.00%
Group 2 MBS	240 months	7.00%
Group 3 MBS	180 months	6.50%
Group 4 MBS	360 months	8.50%
Group 5 MBS	360 months	7.50%
Group 6 MBS	360 months	7.50%
Group 7 MBS	240 months	6.50%

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

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

## Percent of Original Principal Balances Outstanding

FC and SC Classes							PA, IA† and PG Classes					
Date	PSA Prepayment Assumption						PSA Prepayment Assumption					
	0%	100%	298%	350%	500%	600%	0%	100%	298%	350%	500%	600%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100
September 2010	100	100	90	88	81	76	98	94	94	94	94	94
September 2011	100	100	71	64	43	30	96	83	83	83	83	83
September 2012	100	100	50	38	6	0	94	70	70	70	70	61
September 2013	100	100	34	20	0	0	92	58	58	58	47	33
September 2014	100	100	24	9	0	0	89	47	47	47	28	16
September 2015	100	100	18	3	0	0	86	36	36	36	15	5
September 2016	100	100	14	*	0	0	83	26	26	26	6	0
September 2017	100	100	13	*	0	0	80	17	17	17	0	0
September 2018	100	97	12	*	0	0	77	10	10	10	0	0
September 2019	100	94	10	*	0	0	73	4	4	4	0	0
September 2020	100	89	9	*	0	0	70	*	*	*	0	0
September 2021	100	84	8	*	0	0	66	0	0	0	0	0
September 2022	100	78	7	*	0	0	61	0	0	0	0	0
September 2023	100	72	5	*	0	0	56	0	0	0	0	0
September 2024	100	66	5	*	0	0	51	0	0	0	0	0
September 2025	100	60	4	*	0	0	46	0	0	0	0	0
September 2026	100	54	3	*	0	0	40	0	0	0	0	0
September 2027	100	48	2	*	0	0	34	0	0	0	0	0
September 2028	100	43	2	*	0	0	27	0	0	0	0	0
September 2029	100	38	2	*	0	0	20	0	0	0	0	0
September 2030	100	33	1	*	0	0	13	0	0	0	0	0
September 2031	100	28	1	*	0	0	4	0	0	0	0	0
September 2032	100	24	1	*	0	0	0	0	0	0	0	0
September 2033	99	19	1	*	0	0	0	0	0	0	0	0
September 2034	86	16	*	*	0	0	0	0	0	0	0	0
September 2035	71	12	*	*	0	0	0	0	0	0	0	0
September 2036	55	8	*	*	0	0	0	0	0	0	0	0
September 2037	38	5	*	*	0	0	0	0	0	0	0	0
September 2038	20	2	*	*	0	0	0	0	0	0	0	0
September 2039	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	27.2	18.2	4.4	2.7	1.8	1.6	14.1	5.0	5.0	5.0	4.0	3.5

  

PB, IB† and PM Classes							PD and PC Classes					
Date	PSA Prepayment Assumption						PSA Prepayment Assumption					
	0%	100%	298%	350%	500%	600%	0%	100%	298%	350%	500%	600%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100
September 2010	100	100	100	100	100	100	98	94	94	94	94	94
September 2011	100	100	100	100	100	100	97	85	85	85	85	85
September 2012	100	100	100	100	100	100	95	74	74	74	74	66
September 2013	100	100	100	100	100	100	93	63	63	63	54	41
September 2014	100	100	100	100	100	100	90	53	53	53	37	26
September 2015	100	100	100	100	100	100	88	44	44	44	25	16
September 2016	100	100	100	100	100	84	85	35	35	35	17	10
September 2017	100	100	100	100	97	53	83	27	27	27	12	6
September 2018	100	100	100	100	66	33	80	21	21	21	8	4
September 2019	100	100	100	100	45	20	77	16	16	16	5	2
September 2020	100	100	100	100	31	13	73	12	12	12	4	2
September 2021	100	77	77	77	21	8	70	9	9	9	3	1
September 2022	100	59	59	59	14	5	66	7	7	7	2	1
September 2023	100	45	45	45	9	3	62	5	5	5	1	*
September 2024	100	34	34	34	6	2	57	4	4	4	1	*
September 2025	100	25	25	25	4	1	53	3	3	3	1	*
September 2026	100	19	19	19	3	1	47	2	2	2	*	*
September 2027	100	14	14	14	2	*	42	2	2	2	*	*
September 2028	100	10	10	10	1	*	36	1	1	1	*	*
September 2029	100	8	8	8	1	*	30	1	1	1	*	*
September 2030	100	6	6	6	1	*	23	1	1	1	*	*
September 2031	100	4	4	4	*	*	16	*	*	*	*	*
September 2032	67	3	3	3	*	*	8	*	*	*	*	*
September 2033	2	2	2	2	*	*	*	*	*	*	*	*
September 2034	1	1	1	1	*	*	*	*	*	*	*	*
September 2035	1	1	1	1	*	*	*	*	*	*	*	*
September 2036	*	*	*	*	*	*	*	*	*	*	*	*
September 2037	*	*	*	*	*	*	*	*	*	*	*	*
September 2038	*	*	*	*	*	*	*	*	*	*	*	*
September 2039	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	23.3	14.6	14.6	14.6	10.5	8.8	15.2	6.2	6.2	6.2	4.8	4.1

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

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

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

EA, EI†, EB and EJ Classes						EY Class				
Date	PSA Prepayment Assumption					PSA Prepayment Assumption				
	0%	100%	250%	375%	500%	0%	100%	250%	375%	500%
Initial Percent . . . . .	100	100	100	100	100	100	100	100	100	100
September 2010 . . . . .	97	94	91	88	85	100	100	100	100	100
September 2011 . . . . .	94	85	75	67	59	100	100	100	100	100
September 2012 . . . . .	90	74	56	43	31	100	100	100	100	100
September 2013 . . . . .	86	64	41	25	11	100	100	100	100	100
September 2014 . . . . .	82	55	28	11	0	100	100	100	100	93
September 2015 . . . . .	78	46	17	*	0	100	100	100	100	62
September 2016 . . . . .	73	38	8	0	0	100	100	100	74	41
September 2017 . . . . .	68	31	1	0	0	100	100	100	54	27
September 2018 . . . . .	63	23	0	0	0	100	100	82	39	18
September 2019 . . . . .	57	17	0	0	0	100	100	64	28	12
September 2020 . . . . .	51	11	0	0	0	100	100	50	20	7
September 2021 . . . . .	44	5	0	0	0	100	100	39	14	5
September 2022 . . . . .	37	0	0	0	0	100	98	29	10	3
September 2023 . . . . .	30	0	0	0	0	100	80	22	7	2
September 2024 . . . . .	21	0	0	0	0	100	64	16	4	1
September 2025 . . . . .	13	0	0	0	0	100	49	11	3	1
September 2026 . . . . .	3	0	0	0	0	100	35	7	2	*
September 2027 . . . . .	0	0	0	0	0	77	22	4	1	*
September 2028 . . . . .	0	0	0	0	0	40	9	2	*	*
September 2029 . . . . .	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)** . . . . .	10.4	6.0	3.7	2.9	2.4	18.7	16.1	11.8	9.1	7.2

GE Class						GL Class				
Date	PSA Prepayment Assumption					PSA Prepayment Assumption				
	0%	100%	221%	375%	500%	0%	100%	221%	375%	500%
Initial Percent . . . . .	100	100	100	100	100	100	100	100	100	100
September 2010 . . . . .	95	92	89	86	83	100	100	100	100	100
September 2011 . . . . .	90	81	73	63	55	100	100	100	100	100
September 2012 . . . . .	84	69	55	40	29	100	100	100	100	100
September 2013 . . . . .	78	58	40	22	11	100	100	100	100	100
September 2014 . . . . .	71	47	28	9	0	100	100	100	100	94
September 2015 . . . . .	64	37	17	0	0	100	100	100	99	60
September 2016 . . . . .	57	28	8	0	0	100	100	100	70	38
September 2017 . . . . .	49	20	1	0	0	100	100	100	48	24
September 2018 . . . . .	40	12	0	0	0	100	100	79	32	15
September 2019 . . . . .	31	5	0	0	0	100	100	58	21	9
September 2020 . . . . .	22	0	0	0	0	100	91	41	13	5
September 2021 . . . . .	12	0	0	0	0	100	64	26	8	3
September 2022 . . . . .	1	0	0	0	0	100	39	15	4	1
September 2023 . . . . .	0	0	0	0	0	53	16	6	1	*
September 2024 . . . . .	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)** . . . . .	7.5	5.0	3.6	2.7	2.3	14.1	12.6	10.8	8.5	7.0

\* 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.



FD, PO, SD†, SE, SG and SH Classes								
Date	PSA Prepayment Assumption							
	0%	100%	300%	460%	600%	800%	1000%	1200%
Initial Percent . . . . .	100	100	100	100	100	100	100	100
September 2010 . . . . .	99	93	81	71	63	51	39	28
September 2011 . . . . .	98	86	65	51	40	26	16	8
September 2012 . . . . .	98	79	53	36	25	13	6	2
September 2013 . . . . .	97	73	42	26	16	7	2	1
September 2014 . . . . .	95	67	34	18	10	3	1	*
September 2015 . . . . .	94	62	27	13	6	2	*	*
September 2016 . . . . .	93	57	22	9	4	1	*	*
September 2017 . . . . .	92	52	18	6	2	*	*	*
September 2018 . . . . .	90	48	14	5	2	*	*	*
September 2019 . . . . .	89	43	11	3	1	*	*	*
September 2020 . . . . .	87	40	9	2	1	*	*	*
September 2021 . . . . .	85	36	7	2	*	*	*	*
September 2022 . . . . .	83	32	5	1	*	*	*	*
September 2023 . . . . .	81	29	4	1	*	*	*	*
September 2024 . . . . .	78	26	3	1	*	*	*	0
September 2025 . . . . .	75	23	3	*	*	*	*	0
September 2026 . . . . .	72	20	2	*	*	*	*	0
September 2027 . . . . .	69	17	1	*	*	*	*	0
September 2028 . . . . .	66	15	1	*	*	*	*	0
September 2029 . . . . .	62	13	1	*	*	*	0	0
September 2030 . . . . .	58	10	1	*	*	*	0	0
September 2031 . . . . .	53	8	*	*	*	*	0	0
September 2032 . . . . .	49	6	*	*	*	*	0	0
September 2033 . . . . .	43	5	*	*	*	*	0	0
September 2034 . . . . .	37	3	*	*	*	*	0	0
September 2035 . . . . .	31	1	*	*	*	0	0	0
September 2036 . . . . .	24	0	0	0	0	0	0	0
September 2037 . . . . .	17	0	0	0	0	0	0	0
September 2038 . . . . .	9	0	0	0	0	0	0	0
September 2039 . . . . .	0	0	0	0	0	0	0	0
Weighted Average Life (years)** . . . . .	20.8	10.0	4.6	3.0	2.2	1.5	1.1	0.8

DJ, DI†, DA and DB Classes										DL Class								
Date	PSA Prepayment Assumption									PSA Prepayment Assumption								
	0%	100%	300%	500%	632%	850%	1100%	1300%	1500%	0%	100%	300%	500%	632%	850%	1100%	1300%	1500%
Initial Percent . . . . .	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
September 2010 . . . . .	99	95	90	84	80	74	67	62	56	100	100	100	100	100	100	100	100	100
September 2011 . . . . .	97	86	69	52	42	25	7	0	0	100	100	100	100	100	100	100	100	100
September 2012 . . . . .	95	75	44	17	2	0	0	0	0	100	100	100	100	100	100	74	39	15
September 2013 . . . . .	93	65	23	0	0	0	0	0	0	100	100	100	100	100	64	25	8	1
September 2014 . . . . .	91	55	7	0	0	0	0	0	0	100	100	100	100	73	31	8	2	*
September 2015 . . . . .	89	46	0	0	0	0	0	0	0	100	100	100	79	45	15	3	*	*
September 2016 . . . . .	87	37	0	0	0	0	0	0	0	100	100	100	54	27	7	1	*	*
September 2017 . . . . .	84	29	0	0	0	0	0	0	0	100	100	100	37	16	3	*	*	*
September 2018 . . . . .	81	21	0	0	0	0	0	0	0	100	100	88	25	10	2	*	*	*
September 2019 . . . . .	79	14	0	0	0	0	0	0	0	100	100	70	17	6	1	*	*	*
September 2020 . . . . .	75	8	0	0	0	0	0	0	0	100	100	56	12	4	*	*	*	0
September 2021 . . . . .	72	1	0	0	0	0	0	0	0	100	100	44	8	2	*	*	*	0
September 2022 . . . . .	68	0	0	0	0	0	0	0	0	100	100	35	5	1	*	*	*	0
September 2023 . . . . .	64	0	0	0	0	0	0	0	0	100	100	28	4	1	*	*	*	0
September 2024 . . . . .	60	0	0	0	0	0	0	0	0	100	100	22	2	*	*	*	0	0
September 2025 . . . . .	56	0	0	0	0	0	0	0	0	100	100	17	2	*	*	*	0	0
September 2026 . . . . .	51	0	0	0	0	0	0	0	0	100	100	13	1	*	*	*	0	0
September 2027 . . . . .	45	0	0	0	0	0	0	0	0	100	100	10	1	*	*	*	0	0
September 2028 . . . . .	39	0	0	0	0	0	0	0	0	100	91	8	*	*	*	*	0	0
September 2029 . . . . .	33	0	0	0	0	0	0	0	0	100	80	6	*	*	*	0	0	0
September 2030 . . . . .	27	0	0	0	0	0	0	0	0	100	69	5	*	*	*	0	0	0
September 2031 . . . . .	19	0	0	0	0	0	0	0	0	100	59	3	*	*	*	0	0	0
September 2032 . . . . .	12	0	0	0	0	0	0	0	0	100	50	2	*	*	*	0	0	0
September 2033 . . . . .	3	0	0	0	0	0	0	0	0	100	41	2	*	*	*	0	0	0
September 2034 . . . . .	0	0	0	0	0	0	0	0	0	100	33	1	*	*	*	0	0	0
September 2035 . . . . .	0	0	0	0	0	0	0	0	0	100	25	1	*	*	*	0	0	0
September 2036 . . . . .	0	0	0	0	0	0	0	0	0	100	18	1	*	*	0	0	0	0
September 2037 . . . . .	0	0	0	0	0	0	0	0	0	78	11	*	*	*	0	0	0	0
September 2038 . . . . .	0	0	0	0	0	0	0	0	0	40	5	*	*	*	0	0	0	0
September 2039 . . . . .	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)** . . . . .	15.7	5.9	2.8	2.0	1.8	1.5	1.3	1.2	1.1	28.8	23.3	12.7	8.0	6.4	4.8	3.7	3.1	2.6

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

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

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

Date	DM, MI†, DC and DE Classes									D, DG and DH Classes								
	PSA Prepayment Assumption									PSA Prepayment Assumption								
	0%	100%	300%	500%	632%	850%	1100%	1300%	1500%	0%	100%	300%	500%	632%	850%	1100%	1300%	1500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
September 2010	100	100	100	100	100	100	100	100	100	99	96	92	88	85	80	75	70	66
September 2011	100	100	100	100	100	100	100	78	36	98	89	76	63	55	42	28	18	8
September 2012	100	100	100	100	100	35	0	0	0	96	81	57	36	24	8	0	0	0
September 2013	100	100	100	74	22	0	0	0	0	95	73	41	17	5	0	0	0	0
September 2014	100	100	100	17	0	0	0	0	0	93	65	28	4	0	0	0	0	0
September 2015	100	100	77	0	0	0	0	0	0	92	58	18	0	0	0	0	0	0
September 2016	100	100	40	0	0	0	0	0	0	90	52	9	0	0	0	0	0	0
September 2017	100	100	11	0	0	0	0	0	0	88	45	2	0	0	0	0	0	0
September 2018	100	100	0	0	0	0	0	0	0	86	40	0	0	0	0	0	0	0
September 2019	100	100	0	0	0	0	0	0	0	83	34	0	0	0	0	0	0	0
September 2020	100	100	0	0	0	0	0	0	0	81	29	0	0	0	0	0	0	0
September 2021	100	100	0	0	0	0	0	0	0	78	24	0	0	0	0	0	0	0
September 2022	100	85	0	0	0	0	0	0	0	76	20	0	0	0	0	0	0	0
September 2023	100	67	0	0	0	0	0	0	0	73	15	0	0	0	0	0	0	0
September 2024	100	49	0	0	0	0	0	0	0	69	11	0	0	0	0	0	0	0
September 2025	100	33	0	0	0	0	0	0	0	66	8	0	0	0	0	0	0	0
September 2026	100	18	0	0	0	0	0	0	0	62	4	0	0	0	0	0	0	0
September 2027	100	4	0	0	0	0	0	0	0	58	1	0	0	0	0	0	0	0
September 2028	100	0	0	0	0	0	0	0	0	53	0	0	0	0	0	0	0	0
September 2029	100	0	0	0	0	0	0	0	0	49	0	0	0	0	0	0	0	0
September 2030	100	0	0	0	0	0	0	0	0	43	0	0	0	0	0	0	0	0
September 2031	100	0	0	0	0	0	0	0	0	38	0	0	0	0	0	0	0	0
September 2032	100	0	0	0	0	0	0	0	0	32	0	0	0	0	0	0	0	0
September 2033	100	0	0	0	0	0	0	0	0	26	0	0	0	0	0	0	0	0
September 2034	81	0	0	0	0	0	0	0	0	19	0	0	0	0	0	0	0	0
September 2035	48	0	0	0	0	0	0	0	0	11	0	0	0	0	0	0	0	0
September 2036	13	0	0	0	0	0	0	0	0	3	0	0	0	0	0	0	0	0
September 2037	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
September 2038	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
September 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	26.0	15.1	6.8	4.5	3.7	2.9	2.4	2.2	2.0	18.1	8.0	3.8	2.6	2.2	1.8	1.5	1.4	1.3

Date	KA, IK†, KB and KC Classes						KZ Class					
	PSA Prepayment Assumption						PSA Prepayment Assumption					
	0%	100%	288%	450%	600%	800%	0%	100%	288%	450%	600%	800%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100
September 2010	99	91	77	66	55	41	105	105	105	105	105	105
September 2011	98	82	59	41	27	11	110	110	110	110	110	110
September 2012	96	73	44	24	10	0	116	116	116	116	116	116
September 2013	95	66	31	11	0	0	122	122	122	122	122	69
September 2014	94	58	21	2	0	0	128	128	128	128	99	35
September 2015	92	51	13	0	0	0	135	135	135	135	61	18
September 2016	90	45	7	0	0	0	142	142	142	95	38	9
September 2017	88	39	1	0	0	0	149	149	149	67	23	4
September 2018	86	33	0	0	0	0	157	157	145	47	14	2
September 2019	84	28	0	0	0	0	165	165	115	33	9	1
September 2020	82	23	0	0	0	0	172	172	91	23	5	1
September 2021	79	18	0	0	0	0	172	172	71	16	3	*
September 2022	77	14	0	0	0	0	172	172	55	11	2	*
September 2023	74	10	0	0	0	0	172	172	43	7	1	*
September 2024	71	6	0	0	0	0	172	172	33	5	1	*
September 2025	67	2	0	0	0	0	172	172	25	3	*	*
September 2026	63	0	0	0	0	0	172	162	18	2	*	*
September 2027	60	0	0	0	0	0	172	135	14	1	*	*
September 2028	55	0	0	0	0	0	172	109	10	1	*	*
September 2029	51	0	0	0	0	0	172	85	7	1	*	*
September 2030	46	0	0	0	0	0	172	63	4	*	*	*
September 2031	40	0	0	0	0	0	172	42	3	*	*	*
September 2032	35	0	0	0	0	0	172	23	1	*	*	*
September 2033	29	0	0	0	0	0	172	4	*	*	*	*
September 2034	22	0	0	0	0	0	172	0	0	0	0	0
September 2035	15	0	0	0	0	0	172	0	0	0	0	0
September 2036	7	0	0	0	0	0	172	0	0	0	0	0
September 2037	0	0	0	0	0	0	161	0	0	0	0	0
September 2038	0	0	0	0	0	0	84	0	0	0	0	0
September 2039	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	18.5	6.9	3.0	1.9	1.4	1.0	29.0	20.2	12.6	8.8	6.6	4.7

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

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

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

Date	VA Class						KH Class					
	PSA Prepayment Assumption						PSA Prepayment Assumption					
	0%	100%	288%	450%	600%	800%	0%	100%	288%	450%	600%	800%
Initial Percent . . . . .	100	100	100	100	100	100	100	100	100	100	100	100
September 2010 . . . . .	93	93	93	93	93	93	100	100	100	100	100	100
September 2011 . . . . .	85	85	85	85	85	85	100	100	100	100	100	100
September 2012 . . . . .	78	78	78	78	78	28	100	100	100	100	100	79
September 2013 . . . . .	69	69	69	69	51	0	100	100	100	100	92	40
September 2014 . . . . .	61	61	61	61	0	0	100	100	100	100	57	20
September 2015 . . . . .	52	52	52	*	0	0	100	100	100	79	36	10
September 2016 . . . . .	42	42	42	0	0	0	100	100	100	55	22	5
September 2017 . . . . .	32	32	32	0	0	0	100	100	100	39	14	3
September 2018 . . . . .	21	21	0	0	0	0	100	100	84	27	8	1
September 2019 . . . . .	10	10	0	0	0	0	100	100	67	19	5	1
September 2020 . . . . .	0	0	0	0	0	0	100	100	53	13	3	*
September 2021 . . . . .	0	0	0	0	0	0	100	100	41	9	2	*
September 2022 . . . . .	0	0	0	0	0	0	100	100	32	6	1	*
September 2023 . . . . .	0	0	0	0	0	0	100	100	25	4	1	*
September 2024 . . . . .	0	0	0	0	0	0	100	100	19	3	*	*
September 2025 . . . . .	0	0	0	0	0	0	100	100	14	2	*	*
September 2026 . . . . .	0	0	0	0	0	0	100	94	11	1	*	*
September 2027 . . . . .	0	0	0	0	0	0	100	78	8	1	*	*
September 2028 . . . . .	0	0	0	0	0	0	100	64	6	1	*	*
September 2029 . . . . .	0	0	0	0	0	0	100	50	4	*	*	*
September 2030 . . . . .	0	0	0	0	0	0	100	37	3	*	*	*
September 2031 . . . . .	0	0	0	0	0	0	100	25	1	*	*	*
September 2032 . . . . .	0	0	0	0	0	0	100	13	1	*	*	*
September 2033 . . . . .	0	0	0	0	0	0	100	3	*	*	*	*
September 2034 . . . . .	0	0	0	0	0	0	100	0	0	0	0	0
September 2035 . . . . .	0	0	0	0	0	0	100	0	0	0	0	0
September 2036 . . . . .	0	0	0	0	0	0	100	0	0	0	0	0
September 2037 . . . . .	0	0	0	0	0	0	94	0	0	0	0	0
September 2038 . . . . .	0	0	0	0	0	0	49	0	0	0	0	0
September 2039 . . . . .	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)** . . . . .	6.0	6.0	5.6	4.5	3.5	2.6	29.0	20.2	12.2	8.1	5.9	4.2

Date	MA Class					MB Class				
	PSA Prepayment Assumption					PSA Prepayment Assumption				
	0%	100%	198%	300%	400%	0%	100%	198%	300%	400%
Initial Percent . . . . .	100	100	100	100	100	100	100	100	100	100
September 2010 . . . . .	97	94	92	90	89	100	100	100	100	100
September 2011 . . . . .	93	86	79	73	67	100	100	100	100	100
September 2012 . . . . .	90	75	64	53	43	100	100	100	100	100
September 2013 . . . . .	86	65	50	36	24	100	100	100	100	100
September 2014 . . . . .	82	56	38	22	10	100	100	100	100	100
September 2015 . . . . .	77	47	27	12	0	100	100	100	100	100
September 2016 . . . . .	73	39	18	3	0	100	100	100	100	72
September 2017 . . . . .	68	32	11	0	0	100	100	100	86	51
September 2018 . . . . .	62	25	4	0	0	100	100	100	66	37
September 2019 . . . . .	57	18	0	0	0	100	100	95	50	26
September 2020 . . . . .	50	12	0	0	0	100	100	77	38	18
September 2021 . . . . .	44	6	0	0	0	100	100	61	28	12
September 2022 . . . . .	37	1	0	0	0	100	100	48	21	8
September 2023 . . . . .	30	0	0	0	0	100	85	37	15	6
September 2024 . . . . .	22	0	0	0	0	100	68	28	10	4
September 2025 . . . . .	13	0	0	0	0	100	52	20	7	2
September 2026 . . . . .	4	0	0	0	0	100	37	13	4	1
September 2027 . . . . .	0	0	0	0	0	80	24	8	2	1
September 2028 . . . . .	0	0	0	0	0	41	11	3	1	*
September 2029 . . . . .	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)** . . . . .	10.4	6.1	4.4	3.4	2.9	18.8	16.3	13.4	10.8	8.9

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

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

## **Characteristics of the Residual Classes**

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

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

## **CERTAIN ADDITIONAL FEDERAL INCOME TAX CONSEQUENCES**

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

### **U.S. Treasury Circular 230 Notice**

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

### **REMIC Elections and Special Tax Attributes**

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

### **Taxation of Beneficial Owners of Regular Certificates**

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

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

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

<u>Group</u>	<u>Prepayment Assumption</u>
1	298% PSA
2	250% PSA
3	221% PSA
4	460% PSA
5	632% PSA
6	288% PSA
7	198% PSA

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

### **Taxation of Beneficial Owners of Residual Certificates**

The Holder of a Residual Certificate will be considered to be the holder of the “residual interest” in the related REMIC. Such Holder generally will be required to report its daily portion of the taxable income or net loss of the REMIC to which that Certificate relates. In certain periods, a Holder of a Residual Certificate may be required to recognize taxable income without being entitled to receive a corresponding amount of cash. Pursuant to the Trust Agreement, we will be obligated to provide to the Holder of a Residual Certificate (i) information necessary to enable it to prepare its federal income tax returns and (ii) any reports regarding the Residual Class that may be required under the Code. See “Material Federal Income Tax Consequences—Taxation of Beneficial Owners of Residual Certificates” in the REMIC Prospectus.

### **Taxation of Beneficial Owners of RCR Certificates**

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

Generally, the ownership interest represented by an RCR certificate will be one of two types. A certificate of a Strip RCR Class (a “Strip RCR Certificate”) will represent the right to receive a disproportionate part of the principal or interest payments on one or more underlying Regular Certificates. A certificate of a Combination RCR Class (a “Combination RCR Certificate”) will represent beneficial ownership of undivided interests in two or more underlying Regular Certificates. All of the Classes of RCR Certificates are Combination RCR Certificates. See “Material Federal Income Tax Consequences—Taxation of Beneficial Owners of RCR Certificates” in the REMIC

Prospectus for a general discussion of the federal income tax treatment of beneficial owners of RCR Certificates.

### **PLAN OF DISTRIBUTION**

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

### **LEGAL MATTERS**

Sidley Austin LLP will provide legal representation for Fannie Mae. Sidley Austin LLP will also provide legal representation for the Dealer.

## Available Recombinations(1)

REMIC Certificates		RCR Certificates						
Classes	Original Balances	RCR Classes	Original Balances	Principal Type(2)	Interest Rate	Interest Type(2)	CUSIP Number	Final Distribution Date
Recombination 1								
IA	\$ 11,888,888(3)	PG	\$107,000,000	PAC	4.5%	FIX	31398FJL6	March 2038
PA	107,000,000							
Recombination 2								
IB	1,640,222(3)	PM	14,762,000	PAC	4.5	FIX	31398FJM4	October 2039
PB	14,762,000							
Recombination 3								
PA	107,000,000	PD	121,762,000	PAC	4.0	FIX	31398FJN2	October 2039
PB	14,762,000							
Recombination 4								
IA	11,888,888(3)	PC	121,762,000	PAC	4.5	FIX	31398FJP7	October 2039
IB	1,640,222(3)							
PA	107,000,000							
PB	14,762,000							
Recombination 5								
EA	68,888,888	EB	68,888,888	SEQ	4.0	FIX	31398FJQ5	March 2027
EI	7,654,320(3)							
Recombination 6								
EA	68,888,888	EJ	68,888,888	SEQ	4.5	FIX	31398FJR3	March 2027
EI	15,308,641(3)							
Recombination 7								
PO	12,491,086	SE	12,491,086	PT	(4)	INV	31398FJS1	October 2039
SD	74,946,516(3)							
Recombination 8								
PO	12,491,086	SG	12,491,086	PT	(4)	INV	31398FJT9	October 2039
SD	18,736,629(3)							
Recombination 9								
PO	12,491,086	SH	12,491,086	PT	(4)	INV	31398FJU6	October 2039
SD	15,613,857(3)							



REMIC Certificates		RCR Certificates						
Classes	Original Balances	RCR Classes	Original Balances	Principal Type(2)	Interest Rate	Interest Type(2)	CUSIP Number	Final Distribution Date
Recombination 10								
DI	\$ 17,000,000(3)	D	\$110,400,000	SEQ	5.0%	FIX	31398FJV4	March 2037
DJ	85,000,000							
DM	25,400,000							
MI	5,080,000(3)							
Recombination 11								
DI	8,500,000(3)	DA	85,000,000	SEQ	4.5	FIX	31398FJW2	March 2034
DJ	85,000,000							
Recombination 12								
DI	17,000,000(3)	DB	85,000,000	SEQ	5.0	FIX	31398FJX0	March 2034
DJ	85,000,000							
Recombination 13								
DM	25,400,000	DC	25,400,000	SEQ	4.5	FIX	31398FJY8	March 2037
MI	2,540,000(3)							
Recombination 14								
DM	25,400,000	DE	25,400,000	SEQ	5.0	FIX	31398FJZ5	March 2037
MI	5,080,000(3)							
Recombination 15								
DJ	85,000,000	DG	110,400,000	SEQ	4.0	FIX	31398FKA8	March 2037
DM	25,400,000							
Recombination 16								
DI	8,500,000(3)	DH	110,400,000	SEQ	4.5	FIX	31398FKB6	March 2037
DJ	85,000,000							
DM	25,400,000							
MI	2,540,000(3)							
Recombination 17								
IK	14,415,000(3)	KB	144,150,000	SEQ	4.5	FIX	31398FKC4	September 2037
KA	144,150,000							

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 18								
IK	\$ 28,830,000(3)	KC	\$144,150,000	SEQ	5.0%	FIX	31398FKD2	September 2037
KA	144,150,000							
Recombination 19								
KZ	16,666,915	KH(5)	28,666,915	SEQ	5.0	FIX	31398FKE0	October 2039
VA	12,000,000							

- (1) REMIC Certificates and RCR Certificates in each Recombination may be exchanged only in the proportions of *original* principal balances for the related Classes shown in this Schedule 1 (disregarding any retired Classes). For example, if a particular Recombination includes two REMIC Classes and one RCR Class whose *original* principal balances shown in the schedule reflect a 1:1:2 relationship, the same 1:1:2 relationship among the *original* principal balances of those REMIC and RCR Classes must be maintained in any exchange. This is true even if, as a result of the applicable payment priority sequence, the relationship between their *current* principal balances has changed over time. Moreover, if as a result of a proposed exchange, a Certificateholder would hold a REMIC Certificate or RCR Certificate of a Class in an amount less than the applicable minimum denomination for that Class, the Certificateholder will be unable to effect the proposed exchange. See “Description of the Certificates—General—*Authorized Denominations*” in this prospectus supplement.
- (2) See “Description of the Certificates—Class Definitions and Abbreviations” in the REMIC Prospectus.
- (3) Notional balances. These Classes are Interest Only Classes. See page S-8 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.
- (5) Principal payments on the REMIC Certificates in Recombination 19 from the KZ Accrual Amount will be paid as interest on the related RCR Certificates, and thus will not reduce the principal balances of those RCR Certificates.

## Principal Balance Schedule

### *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 . . . .	\$121,762,000.00	January 2014 . . . . .	\$ 72,859,638.72	May 2018 . . . . .	\$ 27,763,507.16
October 2009 . . . . .	121,384,128.39	February 2014 . . . . .	71,837,345.24	June 2018 . . . . .	27,162,560.80
November 2009 . . . . .	120,972,150.68	March 2014 . . . . .	70,820,554.08	July 2018 . . . . .	26,574,239.43
December 2009 . . . . .	120,526,204.82	April 2014 . . . . .	69,809,236.70	August 2018 . . . . .	25,998,283.10
January 2010 . . . . .	120,046,446.41	May 2014 . . . . .	68,803,364.70	September 2018 . . .	25,434,437.12
February 2010 . . . . .	119,533,048.67	June 2014 . . . . .	67,802,909.83	October 2018 . . . . .	24,882,451.99
March 2010 . . . . .	118,986,202.35	July 2014 . . . . .	66,807,843.99	November 2018 . . . .	24,342,083.28
April 2010 . . . . .	118,406,115.59	August 2014 . . . . .	65,818,139.21	December 2018 . . . .	23,813,091.50
May 2010 . . . . .	117,793,013.88	September 2014 . . .	64,833,767.70	January 2019 . . . . .	23,295,242.06
June 2010 . . . . .	117,147,139.84	October 2014 . . . . .	63,854,701.76	February 2019 . . . . .	22,788,305.12
July 2010 . . . . .	116,468,753.17	November 2014 . . . .	62,880,913.88	March 2019 . . . . .	22,292,055.51
August 2010 . . . . .	115,758,130.39	December 2014 . . . .	61,912,376.66	April 2019 . . . . .	21,806,272.64
September 2010 . . .	115,015,564.74	January 2015 . . . . .	60,949,062.87	May 2019 . . . . .	21,330,740.42
October 2010 . . . . .	114,241,365.97	February 2015 . . . . .	59,990,945.39	June 2019 . . . . .	20,865,247.13
November 2010 . . . .	113,435,860.11	March 2015 . . . . .	59,037,997.25	July 2019 . . . . .	20,409,585.37
December 2010 . . . .	112,599,389.27	April 2015 . . . . .	58,090,191.64	August 2019 . . . . .	19,963,551.97
January 2011 . . . . .	111,732,311.43	May 2015 . . . . .	57,147,501.86	September 2019 . . .	19,526,947.88
February 2011 . . . . .	110,835,000.13	June 2015 . . . . .	56,209,901.36	October 2019 . . . . .	19,099,578.12
March 2011 . . . . .	109,907,844.27	July 2015 . . . . .	55,277,363.73	November 2019 . . . .	18,681,251.66
April 2011 . . . . .	108,951,247.81	August 2015 . . . . .	54,349,862.68	December 2019 . . . .	18,271,781.37
May 2011 . . . . .	107,965,629.48	September 2015 . . .	53,427,372.08	January 2020 . . . . .	17,870,983.95
June 2011 . . . . .	106,951,422.48	October 2015 . . . . .	52,509,865.91	February 2020 . . . . .	17,478,679.80
July 2011 . . . . .	105,909,074.17	November 2015 . . . .	51,597,318.30	March 2020 . . . . .	17,094,693.01
August 2011 . . . . .	104,839,045.74	December 2015 . . . .	50,689,703.51	April 2020 . . . . .	16,718,851.24
September 2011 . . .	103,741,811.87	January 2016 . . . . .	49,786,995.94	May 2020 . . . . .	16,350,985.67
October 2011 . . . . .	102,617,860.39	February 2016 . . . . .	48,889,170.10	June 2020 . . . . .	15,990,930.93
November 2011 . . . .	101,467,691.91	March 2016 . . . . .	47,996,200.64	July 2020 . . . . .	15,638,525.01
December 2011 . . . .	100,291,819.43	April 2016 . . . . .	47,108,062.36	August 2020 . . . . .	15,293,609.22
January 2012 . . . . .	99,122,245.57	May 2016 . . . . .	46,224,730.17	September 2020 . . .	14,956,028.10
February 2012 . . . . .	97,958,937.68	June 2016 . . . . .	45,346,179.12	October 2020 . . . . .	14,625,629.37
March 2012 . . . . .	96,801,863.27	July 2016 . . . . .	44,472,384.37	November 2020 . . . .	14,302,263.85
April 2012 . . . . .	95,650,990.05	August 2016 . . . . .	43,603,321.23	December 2020 . . . .	13,985,785.42
May 2012 . . . . .	94,506,285.87	September 2016 . . .	42,738,965.12	January 2021 . . . . .	13,676,050.93
June 2012 . . . . .	93,367,718.75	October 2016 . . . . .	41,879,291.60	February 2021 . . . . .	13,372,920.18
July 2012 . . . . .	92,235,256.88	November 2016 . . . .	41,024,276.36	March 2021 . . . . .	13,076,255.81
August 2012 . . . . .	91,108,868.61	December 2016 . . . .	40,173,895.19	April 2021 . . . . .	12,785,923.28
September 2012 . . .	89,988,522.45	January 2017 . . . . .	39,328,124.03	May 2021 . . . . .	12,501,790.80
October 2012 . . . . .	88,874,187.09	February 2017 . . . . .	38,486,938.93	June 2021 . . . . .	12,223,729.29
November 2012 . . . .	87,765,831.36	March 2017 . . . . .	37,661,483.78	July 2021 . . . . .	11,951,612.28
December 2012 . . . .	86,663,424.26	April 2017 . . . . .	36,853,265.34	August 2021 . . . . .	11,685,315.91
January 2013 . . . . .	85,566,934.95	May 2017 . . . . .	36,061,930.17	September 2021 . . .	11,424,718.86
February 2013 . . . . .	84,476,332.74	June 2017 . . . . .	35,287,132.02	October 2021 . . . . .	11,169,702.29
March 2013 . . . . .	83,391,587.12	July 2017 . . . . .	34,528,531.64	November 2021 . . . .	10,920,149.78
April 2013 . . . . .	82,312,667.70	August 2017 . . . . .	33,785,796.62	December 2021 . . . .	10,675,947.31
May 2013 . . . . .	81,239,544.29	September 2017 . . .	33,058,601.33	January 2022 . . . . .	10,436,983.20
June 2013 . . . . .	80,172,186.83	October 2017 . . . . .	32,346,626.69	February 2022 . . . . .	10,203,148.05
July 2013 . . . . .	79,110,565.41	November 2017 . . . .	31,649,560.13	March 2022 . . . . .	9,974,334.71
August 2013 . . . . .	78,054,650.29	December 2017 . . . .	30,967,095.36	April 2022 . . . . .	9,750,438.21
September 2013 . . .	77,004,411.87	January 2018 . . . . .	30,298,932.36	May 2022 . . . . .	9,531,355.76
October 2013 . . . . .	75,959,820.72	February 2018 . . . . .	29,644,777.13	June 2022 . . . . .	9,316,986.66
November 2013 . . . .	74,920,847.55	March 2018 . . . . .	29,004,341.68	July 2022 . . . . .	9,107,232.29
December 2013 . . . .	73,887,463.21	April 2018 . . . . .	28,377,343.84	August 2022 . . . . .	8,901,996.05

# 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>
September 2022 . . .	\$ 8,701,183.31	April 2027 . . . . .	\$ 2,372,211.13	November 2031 . . . .	\$ 556,829.49
October 2022 . . . . .	8,504,701.42	May 2027 . . . . .	2,314,439.96	December 2031 . . . .	541,027.39
November 2022 . . . .	8,312,459.60	June 2027 . . . . .	2,257,970.96	January 2032 . . . . .	525,608.80
December 2022 . . . .	8,124,368.94	July 2027 . . . . .	2,202,776.06	February 2032 . . . . .	510,565.08
January 2023 . . . . .	7,940,342.37	August 2027 . . . . .	2,148,827.77	March 2032 . . . . .	495,887.80
February 2023 . . . . .	7,760,294.62	September 2027 . . .	2,096,099.18	April 2032 . . . . .	481,568.68
March 2023 . . . . .	7,584,142.14	October 2027 . . . . .	2,044,563.97	May 2032 . . . . .	467,599.66
April 2023 . . . . .	7,411,803.14	November 2027 . . . .	1,994,196.32	June 2032 . . . . .	453,972.81
May 2023 . . . . .	7,243,197.48	December 2027 . . . .	1,944,971.00	July 2032 . . . . .	440,680.40
June 2023 . . . . .	7,078,246.70	January 2028 . . . . .	1,896,863.29	August 2032 . . . . .	427,714.86
July 2023 . . . . .	6,916,873.92	February 2028 . . . . .	1,849,848.99	September 2032 . . .	415,068.78
August 2023 . . . . .	6,759,003.88	March 2028 . . . . .	1,803,904.41	October 2032 . . . . .	402,734.91
September 2023 . . .	6,604,562.86	April 2028 . . . . .	1,759,006.35	November 2032 . . . .	390,706.17
October 2023 . . . . .	6,453,478.64	May 2028 . . . . .	1,715,132.10	December 2032 . . . .	378,975.60
November 2023 . . . .	6,305,680.51	June 2028 . . . . .	1,672,259.45	January 2033 . . . . .	367,536.44
December 2023 . . . .	6,161,099.22	July 2028 . . . . .	1,630,366.64	February 2033 . . . . .	356,382.03
January 2024 . . . . .	6,019,666.94	August 2028 . . . . .	1,589,432.35	March 2033 . . . . .	345,505.89
February 2024 . . . . .	5,881,317.24	September 2028 . . .	1,549,435.74	April 2033 . . . . .	334,901.65
March 2024 . . . . .	5,745,985.07	October 2028 . . . . .	1,510,356.40	May 2033 . . . . .	324,563.11
April 2024 . . . . .	5,613,606.72	November 2028 . . . .	1,472,174.34	June 2033 . . . . .	314,484.17
May 2024 . . . . .	5,484,119.79	December 2028 . . . .	1,434,870.01	July 2033 . . . . .	304,658.90
June 2024 . . . . .	5,357,463.17	January 2029 . . . . .	1,398,424.25	August 2033 . . . . .	295,081.47
July 2024 . . . . .	5,233,577.02	February 2029 . . . . .	1,362,818.32	September 2033 . . .	285,746.19
August 2024 . . . . .	5,112,402.75	March 2029 . . . . .	1,328,033.87	October 2033 . . . . .	276,647.49
September 2024 . . .	4,993,882.95	April 2029 . . . . .	1,294,052.95	November 2033 . . . .	267,779.93
October 2024 . . . . .	4,877,961.42	May 2029 . . . . .	1,260,857.97	December 2033 . . . .	259,138.17
November 2024 . . . .	4,764,583.12	June 2029 . . . . .	1,228,431.73	January 2034 . . . . .	250,717.00
December 2024 . . . .	4,653,694.15	July 2029 . . . . .	1,196,757.38	February 2034 . . . . .	242,511.33
January 2025 . . . . .	4,545,241.72	August 2029 . . . . .	1,165,818.44	March 2034 . . . . .	234,516.17
February 2025 . . . . .	4,439,174.15	September 2029 . . .	1,135,598.76	April 2034 . . . . .	226,726.65
March 2025 . . . . .	4,335,440.81	October 2029 . . . . .	1,106,082.55	May 2034 . . . . .	219,137.99
April 2025 . . . . .	4,233,992.14	November 2029 . . . .	1,077,254.35	June 2034 . . . . .	211,745.53
May 2025 . . . . .	4,134,779.59	December 2029 . . . .	1,049,099.03	July 2034 . . . . .	204,544.70
June 2025 . . . . .	4,037,755.63	January 2030 . . . . .	1,021,601.78	August 2034 . . . . .	197,531.05
July 2025 . . . . .	3,942,873.70	February 2030 . . . . .	994,748.09	September 2034 . . .	190,700.20
August 2025 . . . . .	3,850,088.24	March 2030 . . . . .	968,523.79	October 2034 . . . . .	184,047.89
September 2025 . . .	3,759,354.60	April 2030 . . . . .	942,914.98	November 2034 . . . .	177,569.95
October 2025 . . . . .	3,670,629.09	May 2030 . . . . .	917,908.06	December 2034 . . . .	171,262.29
November 2025 . . . .	3,583,868.89	June 2030 . . . . .	893,489.75	January 2035 . . . . .	165,120.92
December 2025 . . . .	3,499,032.10	July 2030 . . . . .	869,647.02	February 2035 . . . . .	159,141.94
January 2026 . . . . .	3,416,077.69	August 2030 . . . . .	846,367.12	March 2035 . . . . .	153,321.52
February 2026 . . . . .	3,334,965.47	September 2030 . . .	823,637.59	April 2035 . . . . .	147,655.93
March 2026 . . . . .	3,255,656.09	October 2030 . . . . .	801,446.23	May 2035 . . . . .	142,141.53
April 2026 . . . . .	3,178,111.03	November 2030 . . . .	779,781.08	June 2035 . . . . .	136,774.73
May 2026 . . . . .	3,102,292.57	December 2030 . . . .	758,630.47	July 2035 . . . . .	131,552.06
June 2026 . . . . .	3,028,163.76	January 2031 . . . . .	737,982.94	August 2035 . . . . .	126,470.09
July 2026 . . . . .	2,955,688.44	February 2031 . . . . .	717,827.31	September 2035 . . .	121,525.49
August 2026 . . . . .	2,884,831.20	March 2031 . . . . .	698,152.62	October 2035 . . . . .	116,715.00
September 2026 . . .	2,815,557.35	April 2031 . . . . .	678,948.15	November 2035 . . . .	112,035.42
October 2026 . . . . .	2,747,832.95	May 2031 . . . . .	660,203.41	December 2035 . . . .	107,483.63
November 2026 . . . .	2,681,624.75	June 2031 . . . . .	641,908.13	January 2036 . . . . .	103,056.58
December 2026 . . . .	2,616,900.21	July 2031 . . . . .	624,052.27	February 2036 . . . . .	98,751.29
January 2027 . . . . .	2,553,627.45	August 2031 . . . . .	606,625.99	March 2036 . . . . .	94,564.84
February 2027 . . . . .	2,491,775.28	September 2031 . . .	589,619.68	April 2036 . . . . .	90,494.39
March 2027 . . . . .	2,431,313.15	October 2031 . . . . .	573,023.91	May 2036 . . . . .	86,537.14

***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>
June 2036 . . . . .	\$	82,690.37	July 2037 . . . . .	\$	41,601.76	August 2038 . . . . .	\$	13,832.19
July 2036 . . . . .		78,951.41	August 2037 . . . . .		39,047.50	September 2038 . . .		12,133.27
August 2036 . . . . .		75,317.67	September 2037 . . .		36,569.49	October 2038 . . . . .		10,489.11
September 2036 . . .		71,786.59	October 2037 . . . . .		34,165.82	November 2038 . . . .		8,898.31
October 2036 . . . . .		68,355.70	November 2037 . . . .		31,834.67	December 2038 . . . .		7,359.51
November 2036 . . . .		65,022.54	December 2037 . . . .		29,574.21	January 2039 . . . . .		5,871.38
December 2036 . . . .		61,784.75	January 2038 . . . . .		27,382.69	February 2039 . . . . .		4,432.60
January 2037 . . . . .		58,640.01	February 2038 . . . . .		25,258.38	March 2039 . . . . .		3,041.91
February 2037 . . . . .		55,586.04	March 2038 . . . . .		23,199.59	April 2039 . . . . .		1,698.06
March 2037 . . . . .		52,620.62	April 2038 . . . . .		21,204.68	May 2039 . . . . .		399.83
April 2037 . . . . .		49,741.57	May 2038 . . . . .		19,272.04	June 2039 and thereafter . . . . .		0.00
May 2037 . . . . .		46,946.79	June 2038 . . . . .		17,400.09			
June 2037 . . . . .		44,234.19	July 2038 . . . . .		15,587.31			

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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.

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**\$824,893,405**



**FannieMae®**

**Guaranteed REMIC  
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**PROSPECTUS SUPPLEMENT**

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**September 22, 2009**

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