

**\$583,220,777**



**FannieMae®**

**Guaranteed REMIC Pass-Through Certificates  
Fannie Mae REMIC Trust 2009-81**

**The Certificates**

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

**Payments to Certificateholders**

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

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

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

**The Fannie Mae Guaranty**

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

**The Trust and its Assets**

The trust will own

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

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

Class	Group	Original Class Balance	Principal Type(1)	Interest Rate	Interest Type(1)	CUSIP Number	Final Distribution Date
ZW(2) . . .	1	\$ 8,632,722	SC/SEQ	4.5%	FIX/Z	31398FF Y 2	August 2038
WZ(2) . . .	1	8,632,722	SC/SEQ	4.5	FIX/Z	31398F F Z 9	August 2038
EC . . . . .	2	200,000,000	PAC	4.0	FIX	31398FGA 3	February 2038
IE . . . . .	2	40,000,000(3)	NTL	5.0	FIX/IO	31398FGB 1	February 2038
GW . . . . .	2	30,104,000	PAC	5.0	FIX	31398FGC 9	October 2039
AF(2) . . .	2	49,467,672	SUP	(4)	FLT	31398FGD 7	October 2039
AS(2) . . .	2	19,787,070	SUP	(4)	INV	31398FGE 5	October 2039
AI . . . . .	3	2,500,000(3)	NTL	5.0	FIX/IO	31398FGF 2	September 2037
AD . . . . .	3	25,000,000	SEQ	4.5	FIX	31398FGG 0	September 2037
B . . . . .	3	5,000,000	SEQ	5.0	FIX	31398FGH 8	October 2039
CI . . . . .	4	9,000,000(3)	NTL	5.0	FIX/IO	31398FG J 4	April 2024
CA . . . . .	4	30,000,000	SEQ	3.5	FIX	31398FGK 1	April 2024
CB . . . . .	4	1,750,000	SEQ	5.0	FIX	31398FGL 9	October 2024
IG . . . . .	5	12,727,272(3)	NTL	5.5	FIX/IO	31398FGM 7	December 2019
GC . . . . .	5	35,000,000	PT	3.5	FIX	31398FGN 5	December 2019
GI . . . . .	6	15,000,000(3)	NTL	5.0	FIX/IO	31398FGP 0	December 2019
GE . . . . .	6	50,000,000	PT	3.5	FIX	31398FGQ 8	December 2019
UD(2) . . .	7	21,385,426	SC/PT	4.0	FIX	31398FGR 6	June 2039
UQ(2) . . .	7	98,461,165	SC/PT	5.5	FIX	31398FGS 4	June 2039
R . . . . .		0	NPR	0	NPR	31398FGT 2	October 2039
RL . . . . .		0	NPR	0	NPR	31398FGU 9	October 2039

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

- (3) Notional balances. These classes are interest only classes. See page S-8 for a description of how their notional balances are calculated.  
(4) Based on LIBOR.

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 ZC, C and U 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 Re-combination" 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-9 of this prospectus supplement and starting on page 10 of the REMIC prospectus. Unless you understand and are able to tolerate these risks, you should not invest in the certificates.**

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

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

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

**JPMorgan**

September 22, 2009

## TABLE OF CONTENTS

	<u>Page</u>		<u>Page</u>
<b>AVAILABLE INFORMATION</b> . . . . .	S- 3	<i>The Fixed Rate Interest Only</i>	
<b>RECENT DEVELOPMENTS</b> . . . . .	S- 4	<i>Classes</i> . . . . .	S-15
<b>SUMMARY</b> . . . . .	S- 6	<i>The Inverse Floating Rate Class</i> . . .	S-17
<b>ADDITIONAL RISK FACTOR</b> . . . . .	S- 9	WEIGHTED AVERAGE LIVES OF THE	
<b>DESCRIPTION OF THE</b>		CERTIFICATES . . . . .	S-17
<b>CERTIFICATES</b> . . . . .	S- 9	DECREMENT TABLES . . . . .	S-18
GENERAL . . . . .	S- 9	CHARACTERISTICS OF THE RESIDUAL	
<i>Structure</i> . . . . .	S- 9	CLASSES . . . . .	S-22
<i>Fannie Mae Guaranty</i> . . . . .	S-10	<b>CERTAIN ADDITIONAL FEDERAL</b>	
<i>Characteristics of Certificates</i> . . . . .	S-10	<b>INCOME TAX CONSEQUENCES</b> . . .	S-22
<i>Authorized Denominations</i> . . . . .	S-11	U.S. TREASURY CIRCULAR 230 NOTICE . .	S-22
THE UNDERLYING REMIC		REMIC ELECTIONS AND SPECIAL TAX	
CERTIFICATES . . . . .	S-11	ATTRIBUTES . . . . .	S-22
THE TRUST MBS . . . . .	S-11	TAXATION OF BENEFICIAL OWNERS OF	
DISTRIBUTIONS OF INTEREST . . . . .	S-11	REGULAR CERTIFICATES . . . . .	S-22
<i>General</i> . . . . .	S-11	TAXATION OF BENEFICIAL OWNERS OF	
<i>Delay Classes and No-Delay</i>		RESIDUAL CERTIFICATES . . . . .	S-23
<i>Classes</i> . . . . .	S-12	TAXATION OF BENEFICIAL OWNERS OF	
<i>Accrual Classes</i> . . . . .	S-12	RCR CERTIFICATES . . . . .	S-23
DISTRIBUTIONS OF PRINCIPAL . . . . .	S-12	<b>PLAN OF DISTRIBUTION</b> . . . . .	S-24
STRUCTURING ASSUMPTIONS . . . . .	S-13	<b>LEGAL MATTERS</b> . . . . .	S-24
<i>Pricing Assumptions</i> . . . . .	S-13	<b>EXHIBIT A</b> . . . . .	A- 1
<i>Prepayment Assumptions</i> . . . . .	S-13	<b>SCHEDULE 1</b> . . . . .	A- 2
<i>Principal Balance Schedule</i> . . . . .	S-13	<b>PRINCIPAL BALANCE</b>	
YIELD TABLES . . . . .	S-14	<b>SCHEDULE</b> . . . . .	B- 1
<i>General</i> . . . . .	S-14		

## AVAILABLE INFORMATION

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

- our Prospectus for Fannie Mae Guaranteed REMIC Pass-Through Certificates dated August 1, 2007 (the “REMIC Prospectus”);
- our Prospectus for Fannie Mae Guaranteed Pass-Through Certificates (Single-Family Residential Mortgage Loans) dated
  - June 1, 2009, for all MBS issued on or after January 1, 2009,
  - April 1, 2008, for all MBS issued on or after June 1, 2007 and prior to January 1, 2009, or
  - January 1, 2006, for all other MBS(as applicable, the “MBS Prospectus”);
- if you are purchasing any Group 1 or Group 7 Class or the R or RL Class, the disclosure documents relating to the applicable underlying REMIC and RCR certificates (the “Underlying REMIC Disclosure Documents”); and
- any information incorporated by reference in this prospectus supplement as discussed below and under the heading “Incorporation by Reference” in the REMIC Prospectus.

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

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

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

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

In addition, the Disclosure Documents, together with the class factors, are available on our corporate Web site at [www.fanniemae.com](http://www.fanniemae.com).

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

J.P. Morgan Securities, Inc.  
c/o Broadridge Financial Solutions  
Prospectus Department  
1155 Long Island Avenue  
Edgewood, NY 11717  
(telephone 631-274-2635).

## 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	Class 2008-65-ZV REMIC Certificate
2	Group 2 MBS
3	Group 3 MBS
4	Group 4 MBS
5	Group 5 MBS
6	Group 6 MBS
7	Class 2009-42-KP RCR Certificate Class 2009-42-YF REMIC Certificate Class 2009-42-YS REMIC Certificate

### Group 1 and Group 7

Exhibit A describes the underlying REMIC and RCR certificates in Group 1 and Group 7, including certain information about the related mortgage loans. To learn more about the underlying REMIC and RCR certificates, you should obtain from us the current class factors and the related disclosure documents as described on page S-3.

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

#### Characteristics of the Trust MBS

	<u>Approximate Principal Balance</u>	<u>Pass- Through Rate</u>	<u>Range of Weighted Average Coupons or WACs (annual percentages)</u>	<u>Range of Weighted Average Remaining Terms to Maturity or WAMs (in months)</u>
Group 2 MBS	\$299,358,742	5.00%	5.25% to 7.50%	241 to 360
Group 3 MBS	\$ 30,000,000	5.00%	5.25% to 7.50%	241 to 360
Group 4 MBS	\$ 31,750,000	5.00%	5.25% to 7.50%	121 to 180
Group 5 MBS	\$ 35,000,000	5.50%	5.75% to 8.00%	44 to 123
Group 6 MBS	\$ 50,000,000	5.00%	5.25% to 7.50%	77 to 122

#### 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 2 MBS	\$299,358,742	360	307	48	5.643%
Group 3 MBS	\$ 30,000,000	360	306	47	5.730%
Group 4 MBS	\$ 31,750,000	180	126	49	5.455%
Group 5 MBS	\$ 35,000,000	180	86	88	6.017%
Group 6 MBS	\$ 50,000,000	180	93	80	5.480%

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

### 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>
AF .....	1.64%	7.0%	1.4%	LIBOR + 140 basis points
AS .....	13.40%	14.0%	0.0%	14.0% – (2.5 × 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>	
IE.....	20% of the EC Class
AI.....	10% of the AD Class
CI.....	30% of the CA Class
IG.....	36.36363636% of the GC Class
GI.....	30% of the GE 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)\*

Group 1 Classes		PSA Prepayment Assumption							
		0%	100%	205%	350%	600%			
ZW		24.7	17.8	13.6	9.5	5.8			
WZ		28.1	20.9	18.1	13.7	8.5			
ZC		27.9	19.5	16.1	11.8	7.2			
Group 2 Classes		PSA Prepayment Assumption							
		0%	100%	120%	210%	250%	350%	600%	750%
EC and IE		16.4	5.3	4.7	4.7	4.7	3.6	2.1	1.6
GW		26.1	16.0	16.0	16.0	16.0	12.3	7.0	5.3
AF, AS and C		28.5	18.7	16.7	5.4	2.0	0.9	0.4	0.3
Group 3 Classes		PSA Prepayment Assumption							
		0%	100%	354%	600%	750%			
AI and AD		18.5	7.1	2.5	1.4	1.1			
B		29.0	21.1	10.4	6.0	4.5			
Group 4 Classes		PSA Prepayment Assumption							
		0%	100%	397%	650%	900%			
CI and CA		8.6	4.3	2.3	1.5	1.0			
CB		14.8	10.1	8.5	6.3	4.5			
Group 5 Classes		PSA Prepayment Assumption							
		0%	100%	280%	350%	650%			
IG and GC		5.8	3.3	2.6	2.3	1.6			
Group 6 Classes		PSA Prepayment Assumption							
		0%	100%	284%	500%	700%			
GI and GE		5.7	3.6	2.7	2.0	1.5			
Group 7 Classes		PSA Prepayment Assumption							
		0%	100%	300%	601%	850%	1250%		
U, UD and UQ		15.5	6.8	3.0	2.6	1.8	1.0		

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



## ADDITIONAL RISK FACTOR

*Payments on the Group 1 and Group 7 Classes also will be affected by the applicable payment priorities governing the related underlying REMIC and RCR certificates.* If you invest in any Group 1 or Group 7 Class, the rate at which you receive payments also will be affected by the applicable priority sequences governing principal payments on the related underlying REMIC and RCR certificates.

As described in the related Underlying REMIC Disclosure Documents, the underlying REMIC certificate in Group 1 and the underlying REMIC and RCR certificates in Group 7 may be subsequent in payment priority to certain other classes issued from the related underlying REMIC trusts. As a result, such other classes may receive principal before principal is paid on the related underlying REMIC and RCR certificates, as applicable, possibly for long periods.

In particular, as described in the related Underlying REMIC Disclosure Document, the Group 7 Underlying REMIC and RCR Certificates are governed by a principal balance schedule. As a result, the Underlying Group 7 REMIC and RCR Certificates may receive principal payments faster or slower than would otherwise have been the case. In some cases, they may receive no principal payments for

extended periods. Prepayments on the related mortgage loans may have occurred at a rate faster or slower than the rate initially assumed. In certain high prepayment scenarios, it is possible that the effect of a principal balance schedule on principal payments over time may be eliminated. In such a case, the Group 7 Underlying REMIC and RCR Certificates would receive principal payments at rates that may vary widely from period to period. This prospectus supplement contains no information as to whether

- the Group 7 Underlying REMIC and RCR Certificates have adhered to the related principal balance schedule,
- any related support classes remain outstanding, or
- the Group 7 Underlying REMIC and RCR Certificates otherwise have performed as originally anticipated.

You may obtain additional information about the Group 1 Underlying REMIC Certificate and the Group 7 Underlying REMIC and RCR Certificates by reviewing their current class factors in light of other information available in the related Underlying REMIC Disclosure Documents. You may obtain these documents from us as described on page S-3.

## 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:

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

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

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

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

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

<b>REMIC Designation</b>	<b>Assets</b>	<b>Regular Interests</b>	<b>Residual Interest</b>
Lower Tier REMIC . . . . .	Underlying REMIC Certificates and Trust 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, the MBS and the Underlying REMIC Certificates, see the applicable discussions appearing under the heading “Fannie Mae Guaranty” in the REMIC Prospectus, the MBS Prospectus and the Underlying REMIC Disclosure Documents. Our guaranties are not backed by the full faith and credit of the United States.

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

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

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

<u>Classes</u>	<u>Denominations</u>
Interest Only 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 Underlying REMIC Certificates**

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

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

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

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

### **The Trust MBS**

The Trust MBS provide that principal and interest on the related Mortgage Loans are passed through monthly. The Mortgage Loans underlying the Trust MBS are conventional, fixed-rate, fully-amortizing mortgage loans secured by first mortgages or deeds of trust on single-family residential properties. These Mortgage Loans have original maturities of up to 30 years in the case of the Group 2 MBS and Group 3 MBS and up to 15 years in the case of the Group 4 MBS, Group 5 MBS and Group 6 MBS.

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

### **Distributions of Interest**

*General.* The Certificates will bear interest at the rates specified in this prospectus supplement on a 30/360 basis. Interest to be paid on each Certificate (or added to principal, in the case of the Accrual Classes) on a Distribution Date will consist of one month’s interest on the outstanding

balance of that Certificate immediately prior to that Distribution Date. For a description of the Accrual Classes, see “—*Accrual Classes*” below.

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

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

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

*Accrual Classes.* The ZW, WZ and ZC Classes are Accrual Classes. Interest will accrue on the Accrual Classes at the applicable annual rates specified on the cover of this prospectus supplement or on Schedule 1. However, we will not pay any interest on the Accrual Classes. Instead, interest accrued on the Accrual Classes will be added as principal to their principal balances on each Distribution Date. We will pay principal on the Accrual Classes as described under “—Distributions of Principal” below.

## Distributions of Principal

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

- *Group 1*

The Group 1 Principal Distribution Amount to ZW and WZ, in that order, until retired. } Structured Collateral/ Sequential Pay Classes

The “Group 1 Principal Distribution Amount” is the principal then paid on the Group 1 Underlying REMIC Certificate.

- *Group 2*

The Group 2 Principal Distribution Amount in the following priority:

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

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

The “Aggregate Group” consists of the EC and GW Classes. On each Distribution Date, we will apply payments of principal of the Aggregate Group to EC and GW, 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 3*

The Group 3 Principal Distribution Amount to AD and B, 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 CA and CB, in that order, until retired. } Sequential Pay Classes

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

- *Group 5*

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

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

- *Group 6*

The Group 6 Principal Distribution Amount to GE until retired. } Pass-Through Class

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

- *Group 7*

The Group 7 Principal Distribution Amount to UD and UQ, pro rata, until retired. } Structured Collateral/Pass-Through Classes

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

## Structuring Assumptions

*Pricing Assumptions.* Except where otherwise noted, the information in the tables in this prospectus supplement has been prepared based on the actual characteristics of each pool of Mortgage Loans backing the Underlying REMIC Certificates, the applicable priority sequences governing principal payments on the Underlying REMIC Certificates, and the following assumptions (such characteristics and assumptions, collectively, the “Pricing Assumptions”):

- the Mortgage Loans underlying the Trust MBS have the original terms to maturity, remaining terms to maturity, loan ages and interest rates specified under “Summary—Group 2, Group 3, Group 4, Group 5 and Group 6—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 those Classes would not be narrower than that shown below for the Aggregate Group.

<u>Group</u>	<u>Structuring Range</u>	<u>Initial Effective Range</u>
Aggregate Group Planned Balances	Between 120% and 250% PSA	Between 120% and 250% PSA

The Aggregate Group listed above consists of the following Classes:

Aggregate Group . . . . . EC and GW

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 other Classes. When the supporting Classes are retired, the Aggregate Group receiving the benefit of that support, if still outstanding, may no longer have an Effective Range and will be much more sensitive to prepayments of the related Mortgage Loans.

## Yield Tables

*General.* The tables below illustrate the sensitivity of the pre-tax corporate bond equivalent yields to maturity of the applicable Classes to various constant percentages of PSA and, where specified, to changes in the index. **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>
IE.....	788%
AI.....	390%
CI.....	403%
IG.....	440%
GI.....	464%

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>
IE.....	7.00000%
AI.....	11.00000%
CI.....	11.00000%
IG.....	10.98438%
GI.....	10.00000%

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

#### **Sensitivity of the IE Class to Prepayments**

	<u>PSA Prepayment Assumption</u>							
	<u>50%</u>	<u>100%</u>	<u>120%</u>	<u>210%</u>	<u>250%</u>	<u>350%</u>	<u>600%</u>	<u>750%</u>
Pre-Tax Yields to Maturity .....	68.3%	61.6%	58.7%	58.7%	58.7%	54.4%	28.2%	6.2%

#### **Sensitivity of the AI Class to Prepayments**

	<u>PSA Prepayment Assumption</u>				
	<u>50%</u>	<u>100%</u>	<u>354%</u>	<u>600%</u>	<u>750%</u>
Pre-Tax Yields to Maturity .....	40.8%	36.0%	5.3%	(34.3)%	(61.4)%

#### **Sensitivity of the CI Class to Prepayments**

	<u>PSA Prepayment Assumption</u>				
	<u>50%</u>	<u>100%</u>	<u>397%</u>	<u>650%</u>	<u>900%</u>
Pre-Tax Yields to Maturity .....	31.3%	27.4%	0.6%	(28.6)%	(63.3)%

#### **Sensitivity of the IG Class to Prepayments**

	<u>PSA Prepayment Assumption</u>				
	<u>50%</u>	<u>100%</u>	<u>280%</u>	<u>350%</u>	<u>650%</u>
Pre-Tax Yields to Maturity .....	28.4%	25.0%	12.2%	7.0%	(17.2)%

#### **Sensitivity of the GI Class to Prepayments**

	<u>PSA Prepayment Assumption</u>				
	<u>50%</u>	<u>100%</u>	<u>284%</u>	<u>500%</u>	<u>700%</u>
Pre-Tax Yields to Maturity .....	30.5%	27.1%	13.8%	(2.9)%	(19.9)%

***The Inverse Floating Rate Class.*** The yield on the Inverse Floating Rate Class will be sensitive 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.

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 table has been prepared on the basis of the Pricing Assumptions and the assumptions that

- the interest rate for the Inverse Floating Rate Class for the initial Interest Accrual Period is the rate 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 price of that Class (expressed as a percentage of original principal balance) is as follows:

<u>Class</u>	<u>Price*</u>
AS .....	100.0%

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

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption</u>							
	<u>50%</u>	<u>100%</u>	<u>120%</u>	<u>210%</u>	<u>250%</u>	<u>350%</u>	<u>600%</u>	<u>750%</u>
0.12% .....	14.1%	14.1%	14.1%	14.1%	14.1%	14.1%	14.0%	14.0%
0.24% .....	13.8%	13.8%	13.8%	13.8%	13.8%	13.8%	13.8%	13.8%
2.24% .....	8.6%	8.6%	8.6%	8.7%	8.8%	9.0%	9.5%	9.9%
4.24% .....	3.5%	3.5%	3.5%	3.6%	3.8%	4.2%	5.3%	6.0%
5.60% .....	0.0%	0.1%	0.1%	0.2%	0.5%	1.0%	2.4%	3.4%

#### **Weighted Average Lives of the Certificates**

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

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

- the timing of changes in the rate of principal distributions,
- the priority sequences of distributions of principal of the Group 1, Group 2, Group 3 and Group 4 Classes, and
- in the case of the Group 1 and Group 7 Classes, the applicable priority sequences affecting principal payments on the related Underlying REMIC Certificates.

See “—Distributions of Principal” above and “Description of the Certificates—Distributions of Principal” in the applicable Underlying REMIC Disclosure Documents.

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

## Decrement Tables

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

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

<u>Mortgage Loans Backing Trust Assets Specified Below</u>	<u>Original Terms to Maturity</u>	<u>Remaining Terms to Maturity</u>	<u>Interest Rates</u>
Group 1 Underlying REMIC Certificate	360 months	346 months	7.00%
Group 2 MBS	360 months	360 months	7.50%
Group 3 MBS	360 months	360 months	7.50%
Group 4 MBS	180 months	180 months	7.50%
Group 5 MBS	180 months	123 months	8.00%
Group 6 MBS	180 months	122 months	7.50%
Group 7 Underlying REMIC and RCR Certificates	360 months	356 months(1)	8.00%

(1) In addition, we have assumed that approximately 6.97% and 93.03% of the Mortgage Loans backing the Group 7 Underlying REMIC and RCR Certificates (by principal balance at the Issue Date) have remaining interest only periods of 115 months and 116 months, respectively.

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

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

## Percent of Original Principal Balances Outstanding

Date	ZW Class					WZ Class					ZC Class				
	PSA Prepayment Assumption					PSA Prepayment Assumption					PSA Prepayment Assumption				
	0%	100%	205%	350%	600%	0%	100%	205%	350%	600%	0%	100%	205%	350%	600%
Initial Percent . . . . .	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
September 2010 . . . . .	105	105	105	105	105	105	105	105	105	105	105	105	105	105	105
September 2011 . . . . .	109	109	109	109	109	109	109	109	109	109	109	109	109	109	109
September 2012 . . . . .	114	114	114	114	114	114	114	114	114	114	114	114	114	114	114
September 2013 . . . . .	120	120	120	120	120	120	120	120	120	120	120	120	120	120	120
September 2014 . . . . .	125	125	125	125	125	125	125	125	125	125	125	125	125	125	125
September 2015 . . . . .	131	131	131	131	37	131	131	131	131	131	131	131	131	131	84
September 2016 . . . . .	137	137	137	137	0	137	137	137	137	103	137	137	137	137	52
September 2017 . . . . .	143	143	143	143	0	143	143	143	143	63	143	143	143	143	32
September 2018 . . . . .	150	150	150	108	0	150	150	150	150	39	150	150	150	129	19
September 2019 . . . . .	157	157	157	36	0	157	157	157	157	24	157	157	157	97	12
September 2020 . . . . .	164	164	164	0	0	164	164	164	144	14	164	164	164	72	7
September 2021 . . . . .	171	171	171	0	0	171	171	171	107	9	171	171	171	53	4
September 2022 . . . . .	179	179	125	0	0	179	179	179	78	5	179	179	152	39	3
September 2023 . . . . .	188	188	59	0	0	188	188	188	57	3	188	188	123	28	1
September 2024 . . . . .	196	196	*	0	0	196	196	196	41	2	196	196	98	20	1
September 2025 . . . . .	205	205	0	0	0	205	205	154	29	1	205	205	77	14	*
September 2026 . . . . .	215	171	0	0	0	215	215	118	20	1	215	193	59	10	*
September 2027 . . . . .	212	84	0	0	0	224	224	88	13	*	218	154	44	7	*
September 2028 . . . . .	202	2	0	0	0	235	235	63	9	*	218	118	32	4	*
September 2029 . . . . .	191	0	0	0	0	246	170	43	5	*	218	85	21	3	*
September 2030 . . . . .	179	0	0	0	0	257	108	25	3	*	218	54	13	1	*
September 2031 . . . . .	168	0	0	0	0	269	50	11	1	*	218	25	5	1	*
September 2032 . . . . .	155	0	0	0	0	281	5	1	*	*	218	3	1	*	*
September 2033 . . . . .	142	0	0	0	0	294	0	0	0	0	218	0	0	0	0
September 2034 . . . . .	129	0	0	0	0	307	0	0	0	0	218	0	0	0	0
September 2035 . . . . .	115	0	0	0	0	321	0	0	0	0	218	0	0	0	0
September 2036 . . . . .	68	0	0	0	0	336	0	0	0	0	202	0	0	0	0
September 2037 . . . . .	0	0	0	0	0	190	0	0	0	0	95	0	0	0	0
September 2038 . . . . .	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
Weighted Average															
Life (years)** . . . . .	24.7	17.8	13.6	9.5	5.8	28.1	20.9	18.1	13.7	8.5	27.9	19.5	16.1	11.8	7.2

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

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

Date	EC and IE† Classes								GW Class							
	PSA Prepayment Assumption								PSA Prepayment Assumption							
	0%	100%	120%	210%	250%	350%	600%	750%	0%	100%	120%	210%	250%	350%	600%	750%
Initial Percent . . . . .	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
September 2010 . . . . .	99	88	87	87	87	87	79	66	100	100	100	100	100	100	100	100
September 2011 . . . . .	97	78	74	74	74	74	44	29	100	100	100	100	100	100	100	100
September 2012 . . . . .	96	68	63	63	63	55	22	8	100	100	100	100	100	100	100	100
September 2013 . . . . .	94	58	53	53	53	39	8	0	100	100	100	100	100	100	100	84
September 2014 . . . . .	92	49	43	43	43	26	0	0	100	100	100	100	100	100	96	45
September 2015 . . . . .	90	41	34	34	34	17	0	0	100	100	100	100	100	100	60	24
September 2016 . . . . .	88	33	26	26	26	9	0	0	100	100	100	100	100	100	37	13
September 2017 . . . . .	85	25	19	19	19	4	0	0	100	100	100	100	100	100	23	7
September 2018 . . . . .	83	19	13	13	13	0	0	0	100	100	100	100	100	95	14	4
September 2019 . . . . .	80	12	8	8	8	0	0	0	100	100	100	100	100	72	9	2
September 2020 . . . . .	77	6	3	3	3	0	0	0	100	100	100	100	100	55	5	1
September 2021 . . . . .	74	*	0	0	0	0	0	0	100	100	99	99	99	41	3	1
September 2022 . . . . .	71	0	0	0	0	0	0	0	100	80	80	80	80	31	2	*
September 2023 . . . . .	67	0	0	0	0	0	0	0	100	64	64	64	64	23	1	*
September 2024 . . . . .	63	0	0	0	0	0	0	0	100	51	51	51	51	17	1	*
September 2025 . . . . .	59	0	0	0	0	0	0	0	100	40	40	40	40	13	*	*
September 2026 . . . . .	54	0	0	0	0	0	0	0	100	32	32	32	32	9	*	*
September 2027 . . . . .	50	0	0	0	0	0	0	0	100	24	24	24	24	7	*	*
September 2028 . . . . .	44	0	0	0	0	0	0	0	100	18	18	18	18	5	*	*
September 2029 . . . . .	38	0	0	0	0	0	0	0	100	14	14	14	14	3	*	*
September 2030 . . . . .	32	0	0	0	0	0	0	0	100	10	10	10	10	2	*	*
September 2031 . . . . .	26	0	0	0	0	0	0	0	100	7	7	7	7	1	*	*
September 2032 . . . . .	19	0	0	0	0	0	0	0	100	4	4	4	4	1	*	*
September 2033 . . . . .	11	0	0	0	0	0	0	0	100	2	2	2	2	*	*	*
September 2034 . . . . .	3	0	0	0	0	0	0	0	100	1	1	1	1	*	*	*
September 2035 . . . . .	0	0	0	0	0	0	0	0	58	0	0	0	0	0	0	0
September 2036 . . . . .	0	0	0	0	0	0	0	0	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
September 2038 . . . . .	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
Weighted Average Life (years)** . . . . .	16.4	5.3	4.7	4.7	4.7	3.6	2.1	1.6	26.1	16.0	16.0	16.0	16.0	12.3	7.0	5.3

Date	AF, AS and C Classes								AI† and AD Classes					B Class				
	PSA Prepayment Assumption								PSA Prepayment Assumption					PSA Prepayment Assumption				
	0%	100%	120%	210%	250%	350%	600%	750%	0%	100%	354%	600%	750%	0%	100%	354%	600%	750%
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	77	67	41	0	0	99	91	73	55	45	100	100	100	100	100
September 2011 . . . . .	100	100	100	59	42	1	0	0	98	82	52	27	15	100	100	100	100	100
September 2012 . . . . .	100	100	100	46	25	0	0	0	96	74	35	10	0	100	100	100	100	94
September 2013 . . . . .	100	100	100	37	13	0	0	0	95	66	23	0	0	100	100	100	93	51
September 2014 . . . . .	100	100	100	31	5	0	0	0	94	59	13	0	0	100	100	100	58	27
September 2015 . . . . .	100	100	100	27	1	0	0	0	92	53	5	0	0	100	100	100	36	15
September 2016 . . . . .	100	100	100	25	0	0	0	0	90	46	0	0	0	100	100	96	22	8
September 2017 . . . . .	100	100	99	24	0	0	0	0	88	40	0	0	0	100	100	73	14	4
September 2018 . . . . .	100	100	96	23	0	0	0	0	86	35	0	0	0	100	100	56	9	2
September 2019 . . . . .	100	100	92	21	0	0	0	0	84	30	0	0	0	100	100	42	5	1
September 2020 . . . . .	100	100	86	19	0	0	0	0	82	25	0	0	0	100	100	32	3	1
September 2021 . . . . .	100	100	80	17	0	0	0	0	79	20	0	0	0	100	100	24	2	*
September 2022 . . . . .	100	94	74	15	0	0	0	0	77	16	0	0	0	100	100	18	1	*
September 2023 . . . . .	100	86	67	13	0	0	0	0	74	12	0	0	0	100	100	13	1	*
September 2024 . . . . .	100	78	61	12	0	0	0	0	71	8	0	0	0	100	100	10	*	*
September 2025 . . . . .	100	70	54	10	0	0	0	0	67	4	0	0	0	100	100	7	*	*
September 2026 . . . . .	100	62	47	8	0	0	0	0	63	1	0	0	0	100	100	5	*	*
September 2027 . . . . .	100	54	41	7	0	0	0	0	60	0	0	0	0	100	90	4	*	*
September 2028 . . . . .	100	46	34	6	0	0	0	0	55	0	0	0	0	100	75	3	*	*
September 2029 . . . . .	100	38	28	4	0	0	0	0	51	0	0	0	0	100	61	2	*	*
September 2030 . . . . .	100	31	23	3	0	0	0	0	46	0	0	0	0	100	48	1	*	*
September 2031 . . . . .	100	24	17	2	0	0	0	0	40	0	0	0	0	100	36	1	*	*
September 2032 . . . . .	100	17	12	2	0	0	0	0	35	0	0	0	0	100	25	*	*	*
September 2033 . . . . .	100	10	7	1	0	0	0	0	29	0	0	0	0	100	15	*	*	*
September 2034 . . . . .	100	4	3	*	0	0	0	0	22	0	0	0	0	100	5	*	*	*
September 2035 . . . . .	100	0	0	0	0	0	0	0	15	0	0	0	0	100	0	0	0	0
September 2036 . . . . .	97	0	0	0	0	0	0	0	7	0	0	0	0	100	0	0	0	0
September 2037 . . . . .	67	0	0	0	0	0	0	0	0	0	0	0	0	93	0	0	0	0
September 2038 . . . . .	35	0	0	0	0	0	0	0	0	0	0	0	0	48	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)** . . . . .	28.5	18.7	16.7	5.4	2.0	0.9	0.4	0.3	18.5	7.1	2.5	1.4	1.1	29.0	21.1	10.4	6.0	4.5

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

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

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

Date	CI† and CA Classes					CB Class					IG† and GC Classes					GI† and GE Classes				
	PSA Prepayment Assumption					PSA Prepayment Assumption					PSA Prepayment Assumption					PSA Prepayment Assumption				
	0%	100%	397%	650%	900%	0%	100%	397%	650%	900%	0%	100%	280%	350%	650%	0%	100%	284%	500%	700%
Initial Percent . . . . .	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
September 2010 . . . . .	96	86	69	54	39	100	100	100	100	100	93	83	74	70	54	93	84	74	63	52
September 2011 . . . . .	92	74	46	28	13	100	100	100	100	100	86	67	53	48	28	86	69	54	38	26
September 2012 . . . . .	87	62	30	13	2	100	100	100	100	100	79	53	36	31	14	78	55	38	23	13
September 2013 . . . . .	82	51	19	4	0	100	100	100	100	56	70	39	24	19	7	69	42	25	13	6
September 2014 . . . . .	77	40	10	0	0	100	100	100	91	22	61	26	14	11	3	60	30	16	7	3
September 2015 . . . . .	71	31	4	0	0	100	100	100	47	9	51	13	6	5	1	50	18	9	3	1
September 2016 . . . . .	65	22	*	0	0	100	100	100	23	3	41	2	1	1	*	40	8	3	1	*
September 2017 . . . . .	58	13	0	0	0	100	100	60	10	1	29	0	0	0	0	28	0	0	0	0
September 2018 . . . . .	51	5	0	0	0	100	100	28	4	*	17	0	0	0	0	16	0	0	0	0
September 2019 . . . . .	43	0	0	0	0	100	60	7	1	*	4	0	0	0	0	2	0	0	0	0
September 2020 . . . . .	35	0	0	0	0	100	0	0	0	0	0	0	0	0	0	0	0	0	0	0
September 2021 . . . . .	26	0	0	0	0	100	0	0	0	0	0	0	0	0	0	0	0	0	0	0
September 2022 . . . . .	16	0	0	0	0	100	0	0	0	0	0	0	0	0	0	0	0	0	0	0
September 2023 . . . . .	5	0	0	0	0	100	0	0	0	0	0	0	0	0	0	0	0	0	0	0
September 2024 . . . . .	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)** . . . . .	8.6	4.3	2.3	1.5	1.0	14.8	10.1	8.5	6.3	4.5	5.8	3.3	2.6	2.3	1.6	5.7	3.6	2.7	2.0	1.5

Date	U, UD and UQ Classes					
	PSA Prepayment Assumption					
	0%	100%	300%	601%	850%	1250%
Initial Percent . . . . .	100	100	100	100	100	100
September 2010 . . . . .	99	92	79	72	66	40
September 2011 . . . . .	98	84	60	49	32	10
September 2012 . . . . .	97	77	44	32	16	2
September 2013 . . . . .	95	69	30	20	8	1
September 2014 . . . . .	94	62	18	13	4	*
September 2015 . . . . .	92	55	9	8	2	0
September 2016 . . . . .	91	49	5	5	1	0
September 2017 . . . . .	89	42	3	3	*	0
September 2018 . . . . .	88	35	2	2	*	0
September 2019 . . . . .	85	27	1	1	*	0
September 2020 . . . . .	81	19	1	1	0	0
September 2021 . . . . .	76	12	*	*	0	0
September 2022 . . . . .	71	5	*	*	0	0
September 2023 . . . . .	65	*	*	*	0	0
September 2024 . . . . .	59	0	0	0	0	0
September 2025 . . . . .	53	0	0	0	0	0
September 2026 . . . . .	47	0	0	0	0	0
September 2027 . . . . .	39	0	0	0	0	0
September 2028 . . . . .	32	0	0	0	0	0
September 2029 . . . . .	23	0	0	0	0	0
September 2030 . . . . .	14	0	0	0	0	0
September 2031 . . . . .	5	0	0	0	0	0
September 2032 . . . . .	0	0	0	0	0	0
September 2033 . . . . .	0	0	0	0	0	0
September 2034 . . . . .	0	0	0	0	0	0
September 2035 . . . . .	0	0	0	0	0	0
September 2036 . . . . .	0	0	0	0	0	0
September 2037 . . . . .	0	0	0	0	0	0
September 2038 . . . . .	0	0	0	0	0	0
September 2039 . . . . .	0	0	0	0	0	0
Weighted Average Life (years)** . . . . .	15.5	6.8	3.0	2.6	1.8	1.0

\* 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.

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



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

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

<u>Group</u>	<u>Prepayment Assumption</u>
1	205% PSA
2	210% PSA
3	354% PSA
4	397% PSA
5	280% PSA
6	284% PSA
7	601% PSA

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

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

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

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

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

Generally, the ownership interest represented by an RCR certificate will be one of two types. A certificate of a Strip RCR Class (a “Strip RCR Certificate”) will represent the right to receive a disproportionate part of the principal or interest payments on one or more underlying Regular Certificates. A certificate of a Combination RCR Class (a “Combination RCR Certificate”) will represent beneficial ownership of undivided interests in two or more underlying Regular Certificates. The 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 J.P. Morgan Securities, Inc. (the “Dealer”) in exchange for the Underlying REMIC Certificates and the Trust 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. Cleary Gottlieb Steen & Hamilton LLP will provide legal representation for the Dealer.

## Group 1 Underlying REMIC Certificate

Underlying REMIC Trust	Class	Date of Issue	CUSIP Number	Interest Rate	Interest Type(1)	Final Distribution Date	Principal Type(1)	Original Principal Balance of Class	September 2009 Class Factor	Principal Balance in the Lower Tier REMIC	Approximate Weighted Average WAC	Approximate Weighted Average WAM (in months)	Approximate Weighted Average WALA (in months)
2008-065	ZV	July 2008	31397MLK1	4.5%	FIX/Z	August 2038	SEQ	\$16,384,000	1.05379908	\$17,265,444.13	5.085%	275	72

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

## Group 7 Underlying REMIC and RCR Certificates

Underlying REMIC Trust	Class	Date of Issue	CUSIP Number	Interest Rate	Interest Type(1)	Final Distribution Date	Principal Type(1)	Original Principal Balance of Class	September 2009 Class Factor	Principal or Notional Principal Balance in the Lower Tier REMIC	Approximate Weighted Average WAC	Approximate Weighted Average WAM (in months)	Approximate Weighted Average WALA (in months)	Approximate Weighted Average Term to Expiration of Interest Only Period (in months)
2009-042	KP	May 2009	31397NY82	4.5%	FIX	June 2039	PAC/AD	\$151,296,160	0.92817849	\$84,739,131.93	6.188%	337	23	96
2009-042	YF	May 2009	31397NV85	(2)	FLT	June 2039	PAC/AD	37,824,040	0.92817849	35,107,460.33	6.188	337	23	96
2009-042	YS	May 2009	31397NV93	(2)	INV/IO	June 2039	NTL	37,824,040	0.92817849	35,107,460.33	6.188	337	23	96

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

(2) For a description of these interest rates, see “Description of the Certificates—Distributions of Interest” in the applicable Underlying REMIC Disclosure Document.

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

## Available Recombinations(1)

REMIC Certificates		RCR Certificates						
Classes	Original Balances	RCR Classes	Original Balances	Principal Type(2)	Interest Rate	Interest Type(2)	CUSIP Number	Final Distribution Date
Recombination 1								
ZW	\$ 8,632,722	ZC	\$ 17,265,444	SC/PT	4.50000%	FIX/Z	31398FGV7	August 2038
WZ	8,632,722							
Recombination 2								
AF	49,467,672	C	69,254,742	SUP	5.00000	FIX	31398FGW5	October 2039
AS	19,787,070							
Recombination 3								
UD	21,385,426	U	119,846,591	SC/PT	5.23234	FIX	31398FGX3	June 2039
UQ	98,461,165							

- (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.

## 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 . . . .	\$230,104,000.00	February 2014. . . .	\$127,099,217.52	July 2018 . . . . .	\$ 56,994,644.49
October 2009. . . . .	227,811,510.24	March 2014 . . . . .	125,480,049.62	August 2018 . . . . .	56,059,286.71
November 2009 . . . .	225,533,888.33	April 2014 . . . . .	123,871,547.04	September 2018 . . .	55,137,997.74
December 2009 . . . .	223,271,070.22	May 2014 . . . . .	122,273,642.63	October 2018. . . . .	54,230,575.23
January 2010 . . . . .	221,022,962.99	June 2014. . . . .	120,686,269.66	November 2018 . . . .	53,336,819.67
February 2010. . . . .	218,789,474.30	July 2014 . . . . .	119,109,361.82	December 2018 . . . .	52,456,534.33
March 2010 . . . . .	216,570,512.38	August 2014 . . . . .	117,542,853.20	January 2019 . . . . .	51,589,525.26
April 2010 . . . . .	214,365,986.06	September 2014 . . .	115,986,678.32	February 2019. . . . .	50,735,601.23
May 2010 . . . . .	212,175,804.69	October 2014. . . . .	114,440,772.09	March 2019 . . . . .	49,894,573.68
June 2010. . . . .	209,999,878.22	November 2014 . . . .	112,905,069.84	April 2019 . . . . .	49,066,256.72
July 2010 . . . . .	207,838,117.15	December 2014 . . . .	111,379,507.28	May 2019 . . . . .	48,250,467.04
August 2010 . . . . .	205,690,432.54	January 2015 . . . . .	109,864,020.56	June 2019. . . . .	47,447,023.92
September 2010 . . .	203,556,736.00	February 2015. . . . .	108,358,546.18	July 2019 . . . . .	46,655,749.19
October 2010. . . . .	201,436,939.68	March 2015 . . . . .	106,863,021.06	August 2019 . . . . .	45,876,467.16
November 2010 . . . .	199,330,956.29	April 2015 . . . . .	105,377,382.53	September 2019 . . .	45,109,004.62
December 2010 . . . .	197,238,699.10	May 2015 . . . . .	103,901,568.29	October 2019. . . . .	44,353,190.81
January 2011 . . . . .	195,160,081.88	June 2015. . . . .	102,435,516.41	November 2019 . . . .	43,608,857.34
February 2011. . . . .	193,095,018.96	July 2015 . . . . .	100,979,165.39	December 2019 . . . .	42,875,838.22
March 2011 . . . . .	191,043,425.22	August 2015 . . . . .	99,532,454.08	January 2020 . . . . .	42,153,969.77
April 2011 . . . . .	189,005,216.03	September 2015 . . .	98,095,321.72	February 2020. . . . .	41,443,090.62
May 2011 . . . . .	186,980,307.31	October 2015. . . . .	96,667,707.94	March 2020 . . . . .	40,743,041.68
June 2011. . . . .	184,968,615.52	November 2015 . . . .	95,249,552.72	April 2020 . . . . .	40,053,666.08
July 2011 . . . . .	182,970,057.60	December 2015 . . . .	93,840,796.44	May 2020 . . . . .	39,374,809.19
August 2011 . . . . .	180,984,551.04	January 2016 . . . . .	92,441,379.83	June 2020. . . . .	38,706,318.52
September 2011 . . .	179,012,013.83	February 2016. . . . .	91,051,244.02	July 2020 . . . . .	38,048,043.76
October 2011. . . . .	177,052,364.47	March 2016 . . . . .	89,670,330.47	August 2020 . . . . .	37,399,836.70
November 2011 . . . .	175,105,521.97	April 2016 . . . . .	88,298,581.03	September 2020 . . .	36,761,551.23
December 2011 . . . .	173,171,405.86	May 2016 . . . . .	86,935,937.90	October 2020. . . . .	36,133,043.28
January 2012 . . . . .	171,249,936.14	June 2016. . . . .	85,582,343.66	November 2020 . . . .	35,514,170.83
February 2012. . . . .	169,341,033.32	July 2016 . . . . .	84,237,741.21	December 2020 . . . .	34,904,793.86
March 2012 . . . . .	167,444,618.42	August 2016 . . . . .	82,902,073.84	January 2021 . . . . .	34,304,774.32
April 2012 . . . . .	165,560,612.94	September 2016 . . .	81,580,125.90	February 2021. . . . .	33,713,976.11
May 2012 . . . . .	163,688,938.87	October 2016. . . . .	80,277,782.79	March 2021 . . . . .	33,132,265.05
June 2012. . . . .	161,829,518.68	November 2016 . . . .	78,994,764.73	April 2021 . . . . .	32,559,508.87
July 2012 . . . . .	159,982,275.33	December 2016 . . . .	77,730,795.86	May 2021 . . . . .	31,995,577.13
August 2012 . . . . .	158,147,132.26	January 2017 . . . . .	76,485,604.13	June 2021. . . . .	31,440,341.28
September 2012 . . .	156,324,013.37	February 2017. . . . .	75,258,921.33	July 2021 . . . . .	30,893,674.54
October 2012. . . . .	154,512,843.07	March 2017 . . . . .	74,050,482.98	August 2021 . . . . .	30,355,451.95
November 2012 . . . .	152,713,546.21	April 2017 . . . . .	72,860,028.29	September 2021 . . .	29,825,550.33
December 2012 . . . .	150,926,048.12	May 2017 . . . . .	71,687,300.12	October 2021. . . . .	29,303,848.19
January 2013 . . . . .	149,150,274.58	June 2017. . . . .	70,532,044.92	November 2021 . . . .	28,790,225.81
February 2013. . . . .	147,386,151.85	July 2017 . . . . .	69,394,012.68	December 2021 . . . .	28,284,565.15
March 2013 . . . . .	145,633,606.66	August 2017 . . . . .	68,272,956.90	January 2022 . . . . .	27,786,749.81
April 2013 . . . . .	143,892,566.16	September 2017 . . .	67,168,634.52	February 2022. . . . .	27,296,665.08
May 2013 . . . . .	142,162,957.97	October 2017. . . . .	66,080,805.86	March 2022 . . . . .	26,814,197.86
June 2013. . . . .	140,444,710.19	November 2017 . . . .	65,009,234.62	April 2022 . . . . .	26,339,236.63
July 2013 . . . . .	138,737,751.31	December 2017 . . . .	63,953,687.79	May 2022 . . . . .	25,871,671.48
August 2013 . . . . .	137,042,010.33	January 2018 . . . . .	62,913,935.62	June 2022. . . . .	25,411,394.03
September 2013 . . .	135,357,416.63	February 2018. . . . .	61,889,751.59	July 2022 . . . . .	24,958,297.47
October 2013. . . . .	133,683,900.08	March 2018 . . . . .	60,880,912.34	August 2022 . . . . .	24,512,276.48
November 2013 . . . .	132,021,390.95	April 2018 . . . . .	59,887,197.64	September 2022 . . .	24,073,227.23
December 2013 . . . .	130,369,819.98	May 2018 . . . . .	58,908,390.33	October 2022. . . . .	23,641,047.37
January 2014 . . . . .	128,729,118.31	June 2018. . . . .	57,944,276.32	November 2022 . . . .	23,215,636.02

**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>
December 2022 . . . .	\$ 22,796,893.70	July 2027 . . . . .	\$ 7,645,065.02	February 2032. . . . .	\$ 1,676,299.77
January 2023 . . . . .	22,384,722.37	August 2027 . . . . .	7,477,382.47	March 2032 . . . . .	1,613,901.19
February 2023. . . . .	21,979,025.36	September 2027 . . .	7,312,527.00	April 2032 . . . . .	1,552,693.17
March 2023 . . . . .	21,579,707.39	October 2027. . . . .	7,150,455.55	May 2032 . . . . .	1,492,656.61
April 2023 . . . . .	21,186,674.52	November 2027 . . . .	6,991,125.68	June 2032. . . . .	1,433,772.66
May 2023 . . . . .	20,799,834.16	December 2027 . . . .	6,834,495.56	July 2032 . . . . .	1,376,022.80
June 2023 . . . . .	20,419,095.03	January 2028 . . . . .	6,680,523.98	August 2032 . . . . .	1,319,388.75
July 2023 . . . . .	20,044,367.14	February 2028. . . . .	6,529,170.30	September 2032 . . .	1,263,852.50
August 2023 . . . . .	19,675,561.80	March 2028 . . . . .	6,380,394.49	October 2032. . . . .	1,209,396.35
September 2023 . . .	19,312,591.56	April 2028 . . . . .	6,234,157.11	November 2032 . . . .	1,156,002.81
October 2023. . . . .	18,955,370.22	May 2028 . . . . .	6,090,419.27	December 2032 . . . .	1,103,654.69
November 2023 . . . .	18,603,812.82	June 2028. . . . .	5,949,142.65	January 2033 . . . . .	1,052,335.04
December 2023 . . . .	18,257,835.61	July 2028 . . . . .	5,810,289.50	February 2033. . . . .	1,002,027.17
January 2024 . . . . .	17,917,356.01	August 2028 . . . . .	5,673,822.61	March 2033 . . . . .	952,714.63
February 2024. . . . .	17,582,292.64	September 2028 . . .	5,539,705.31	April 2033 . . . . .	904,381.24
March 2024 . . . . .	17,252,565.27	October 2028. . . . .	5,407,901.46	May 2033 . . . . .	857,011.02
April 2024 . . . . .	16,928,094.82	November 2028 . . . .	5,278,375.46	June 2033. . . . .	810,588.28
May 2024 . . . . .	16,608,803.34	December 2028 . . . .	5,151,092.21	July 2033 . . . . .	765,097.52
June 2024. . . . .	16,294,613.97	January 2029 . . . . .	5,026,017.14	August 2033 . . . . .	720,523.51
July 2024 . . . . .	15,985,450.98	February 2029. . . . .	4,903,116.17	September 2033 . . .	676,851.22
August 2024 . . . . .	15,681,239.71	March 2029 . . . . .	4,782,355.72	October 2033. . . . .	634,065.86
September 2024 . . .	15,381,906.55	April 2029 . . . . .	4,663,702.71	November 2033 . . . .	592,152.86
October 2024. . . . .	15,087,378.95	May 2029 . . . . .	4,547,124.53	December 2033 . . . .	551,097.87
November 2024 . . . .	14,797,585.42	June 2029. . . . .	4,432,589.04	January 2034 . . . . .	510,886.77
December 2024 . . . .	14,512,455.46	July 2029 . . . . .	4,320,064.60	February 2034. . . . .	471,505.61
January 2025 . . . . .	14,231,919.59	August 2029 . . . . .	4,209,520.00	March 2034 . . . . .	432,940.70
February 2025. . . . .	13,955,909.33	September 2029 . . .	4,100,924.50	April 2034 . . . . .	395,178.53
March 2025 . . . . .	13,684,357.18	October 2029. . . . .	3,994,247.81	May 2034 . . . . .	358,205.79
April 2025 . . . . .	13,417,196.60	November 2029 . . . .	3,889,460.08	June 2034. . . . .	322,009.39
May 2025 . . . . .	13,154,362.00	December 2029 . . . .	3,786,531.91	July 2034 . . . . .	286,576.43
June 2025. . . . .	12,895,788.74	January 2030 . . . . .	3,685,434.31	August 2034 . . . . .	251,894.20
July 2025 . . . . .	12,641,413.10	February 2030. . . . .	3,586,138.73	September 2034 . . .	217,950.18
August 2025 . . . . .	12,391,172.28	March 2030 . . . . .	3,488,617.02	October 2034. . . . .	184,732.05
September 2025 . . .	12,145,004.36	April 2030 . . . . .	3,392,841.47	November 2034 . . . .	152,227.67
October 2025. . . . .	11,902,848.34	May 2030 . . . . .	3,298,784.77	December 2034 . . . .	120,425.10
November 2025 . . . .	11,664,644.07	June 2030. . . . .	3,206,419.99	January 2035 . . . . .	89,312.55
December 2025 . . . .	11,430,332.28	July 2030 . . . . .	3,115,720.61	February 2035. . . . .	58,878.43
January 2026 . . . . .	11,199,854.54	August 2030 . . . . .	3,026,660.51	March 2035 . . . . .	29,111.33
February 2026. . . . .	10,973,153.26	September 2030 . . .	2,939,213.94	April 2035 and thereafter . . . . .	0.00
March 2026 . . . . .	10,750,171.68	October 2030. . . . .	2,853,355.53		
April 2026 . . . . .	10,530,853.87	November 2030 . . . .	2,769,060.29		
May 2026 . . . . .	10,315,144.68	December 2030 . . . .	2,686,303.60		
June 2026. . . . .	10,102,989.76	January 2031 . . . . .	2,605,061.19		
July 2026 . . . . .	9,894,335.57	February 2031. . . . .	2,525,309.15		
August 2026 . . . . .	9,689,129.29	March 2031 . . . . .	2,447,023.94		
September 2026 . . .	9,487,318.91	April 2031 . . . . .	2,370,182.36		
October 2026. . . . .	9,288,853.14	May 2031 . . . . .	2,294,761.54		
November 2026 . . . .	9,093,681.43	June 2031. . . . .	2,220,738.95		
December 2026 . . . .	8,901,753.98	July 2031 . . . . .	2,148,092.41		
January 2027 . . . . .	8,713,021.70	August 2031 . . . . .	2,076,800.06		
February 2027. . . . .	8,527,436.18	September 2031 . . .	2,006,840.35		
March 2027 . . . . .	8,344,949.75	October 2031. . . . .	1,938,192.07		
April 2027 . . . . .	8,165,515.41	November 2031 . . . .	1,870,834.32		
May 2027 . . . . .	7,989,086.83	December 2031 . . . .	1,804,746.49		
June 2027. . . . .	7,815,618.36	January 2032 . . . . .	1,739,908.31		

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

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

**\$583,220,777**



**Guaranteed REMIC  
Pass-Through Certificates**

**Fannie Mae REMIC Trust 2009-81**

**TABLE OF CONTENTS**

	Page
Table of Contents . . . . .	S- 2
Available Information . . . . .	S- 3
Recent Developments . . . . .	S- 4
Summary . . . . .	S- 6
Additional Risk Factor . . . . .	S- 9
Description of the Certificates . . . . .	S- 9
Certain Additional Federal Income Tax Consequences . . . . .	S-22
Plan of Distribution . . . . .	S-24
Legal Matters . . . . .	S-24
Exhibit A . . . . .	A- 1
Schedule 1 . . . . .	A- 2
Principal Balance Schedule . . . . .	B- 1

**PROSPECTUS SUPPLEMENT**

**JPMorgan**

**September 22, 2009**