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

$140,704,736

FannieMae®

Guaranteed REMIC Pass-Through Certificates
Fannie Mae REMIC Trust 2009-83

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 and partial accrual classes), and
- principal to the extent available for payment on your class.

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

The Fannie Mae Guaranty

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

The Trust and its Assets

The trust will own

- Fannie Mae MBS and
- Fannie Mae Stripped MBS.

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

Class	*Group*	*Original Class Balance*	*Principal Type(1)*	*Interest Rate*	*Interest Type(1)*	*CUSIP Number*	*Final Distribution Date*
A	1	$100,190,120	SEQ	4.5%	FIX	31396Q6Z7	August 2035
VA(2) . . .	1	13,245,792	SEQ/AD	4.5	FIX	31396Q7A1	August 2018
Z(2)	1	27,268,824	SEQ	4.5	FIX/Z	31396Q7B9	October 2039
IO(2). . . .	2	6,324,937(3)	NTL	5.5	FIX/IO	31396Q7C7	October 2039
R		0	NPR	0	NPR	31396Q7D5	October 2039

(1) See "Description of the Certificates—Class Definitions and Abbreviations" in the REMIC prospectus.
(2) Exchangeable classes.
(3) Notional balance. This class is an interest only class. See page S-8 for a description of how its notional balance is calculated.

If you own certificates of certain classes, you can exchange them for certificates of the corresponding RCR classes to be delivered at the time of exchange. The B and GZ 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-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.

RBC Capital Markets

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");
- if you are purchasing a Group 2 Class or the R Class, our Prospectus for Fannie Mae Stripped Mortgage-Backed Securities dated
  - January 1, 2009, for all SMBS issued on or after January 1, 2009,
  - December 1, 2007, for all SMBS issued on or after December 1, 2007 and prior to January 1, 2009, or
  - May 1, 2002, for all other SMBS

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

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

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

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

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

RBC Capital Markets Corporation
Three World Financial Center
200 Vesey Street, 8th Floor
New York, New York 10281
(telephone 212-428-7940).

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

Group	Assets
1	Group 1 MBS
2	Group 2 SMBS

Group 1

Characteristics of the Group 1 MBS

Approximate Principal Balance	Pass-Through Rate	Range of Weighted Average Coupons or WACs (annual percentages)	Range of Weighted Average Remaining Terms to Maturity or WAMs (in months)
$103,198,242	4.50%	4.75% to 7.00%	241 to 360
$ 24,251,445	4.50%	4.75% to 7.00%	241 to 360
$ 13,255,049	4.50%	4.75% to 7.00%	241 to 360

Assumed Characteristics of the Underlying Mortgage Loans

Principal Balance	Original Term to Maturity (in months)	Remaining Term to Maturity (in months)	Loan Age (in months)	Interest Rate
$103,198,242	360	355	4	4.967%
$ 24,251,445	360	358	0	4.945%
$ 13,255,049	360	360	0	4.953%

The actual remaining terms to maturity, loan ages and interest rates of most of the mortgage loans underlying the Group 1 MBS will differ from those shown above, perhaps significantly.

Group 2

Characteristics of the Group 2 SMBS

Approximate Notional Principal Balance*	Pass-Through Rate	Range of Weighted Average Coupons or WACs (annual percentages)	Range of Weighted Average Remaining Terms to Maturity or WAMs (in months)
$6,324,937	5.50%	5.75% to 8.00%	241 to 360

* These are interest only SMBS certificates.

Assumed Characteristics of the Underlying Mortgage Loans

Principal Balance	Original Term to Maturity (in months)	Remaining Term to Maturity (in months)	Loan Age (in months)	Interest Rate
$6,324,937	360	307	48	5.919%

The actual remaining terms to maturity, loan ages and interest rates of most of the mortgage loans underlying the Group 2 SMBS 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:

Fed Book-Entry	DTC Book-Entry	Physical
A Class	VA, Z, IO, B and GZ Classes	R Class

Exchanging Certificates Through Combination and Recombination

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

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

Interest Rates

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

During each interest accrual period, the GZ Class will bear interest as described under "Description of the Certificates—Distributions of Interest—*Weighted Average Coupon/Partial Accrual Class*" in this prospectus supplement.

Notional Class

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

Class	
IO	100% of the notional principal balance of the Group 2 SMBS

Distributions of Principal

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

Weighted Average Lives (years)*

	PSA Prepayment Assumption							
Group 1 Classes	0%	100%	280%	400%	600%	800%	1000%	1200%
A	16.6	6.7	3.4	2.6	2.0	1.7	1.4	1.3
VA	4.7	4.7	4.6	4.0	3.2	2.7	2.3	2.1
Z	28.0	21.0	11.9	9.0	6.3	4.8	3.9	3.2
B	28.0	21.0	11.6	8.6	5.9	4.5	3.6	3.0

	PSA Prepayment Assumption							
Group 2 Class	0%	100%	280%	400%	600%	800%	1000%	1200%
IO	20.5	9.5	4.8	3.4	2.2	1.5	1.1	0.8

	PSA Prepayment Assumption							
Group 1/Group 2 Class	0%	100%	280%	400%	600%	800%	1000%	1200%
GZ**†	28.0	21.0	11.9	9.0	6.3	4.8	3.9	3.2

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

** This class is an RCR class formed from a combination of two REMIC classes in different groups. For additional information, see Schedule 1 attached to this prospectus supplement.

† The weighted average life information for this class is based solely on assumed principal distributions.

ADDITIONAL RISK FACTORS

"Jumbo-conforming" and "high-balance" mortgage loans, which have original principal balances that exceed our traditional conforming loan limits, may prepay at different rates than conforming balance mortgage loans generally. The pools underlying the Group 1 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 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.

Principal and interest payments on the GZ Class are derived from separate sources. Interest payable on the GZ Class of RCR Certificates will be based solely on interest payable on the IO Class of REMIC Certificates, while principal payments on the GZ Class will be based solely on principal payable on the Z Class of REMIC Certificates. The IO and Z Classes are independent of one another. Accordingly, the interest payment rate and principal payment rate on the GZ Class are unrelated, are likely to differ and may differ sharply. In addition, there is a risk that the GZ Class could in the future receive only interest payments in the event that the Z Class is retired while the IO Class remains outstanding. Similarly, there is a risk that the GZ Class could in the future become an accrual class in the event that the IO Class is retired while the Z Class remains outstanding.

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:

- certain Fannie Mae Guaranteed Mortgage Pass-Through Certificates (the "Group 1 MBS"), and
- certain Fannie Mae Stripped Mortgage-Backed Securities (the "Group 2 SMBS").

The Group 2 SMBS represent beneficial ownership interests in certain interest distributions on mortgage loans underlying certain Fannie Mae Guaranteed Mortgage Pass-Through Certificates (together with the Group 1 MBS, the "MBS").

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

The Trust will constitute a "real estate mortgage investment conduit" ("REMIC") under the Internal Revenue Code of 1986, as amended (the "Code").

The following chart contains information about the assets, the "regular interests" and the "residual interest" of the REMIC. The REMIC Certificates other than the R Class are collectively referred to as the "Regular Classes" or "Regular Certificates," and the R Class is referred to as the "Residual Class" or "Residual Certificate."

	Assets	Regular Interests	Residual Interest
REMIC	Group 1 MBS and Group 2 SMBS	All Classes of REMIC Certificates other than the R Class	R

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

Characteristics of Certificates. We will issue the A Class 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."

Each of the VA, Z, IO, B and GZ Classes will be represented by a single certificate (together, the "DTC Certificates") to be registered at all times in the name of the nominee of The Depository Trust Company ("DTC"), a New York-chartered limited purpose trust company, or any successor or depository selected or approved by us. We refer to the nominee of DTC as the "Holder" or "Certificateholder" of the DTC Certificates. DTC will maintain the DTC Certificates through its book-entry facilities.

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

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

Classes	Denominations
IO and GZ Classes	$100,000 minimum plus whole dollar increments
A, VA, Z and B Classes	$1,000 minimum plus whole dollar increments

The Group 1 MBS

The Group 1 MBS provides that principal and interest on the related Mortgage Loans are passed through monthly. The Mortgage Loans underlying the Group 1 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 addition, the pools underlying the Group 1 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, see the Final Data Statement for the Trust and the related prospectus supplement for each MBS. See also "Additional Risk Factors—*"Jumbo-conforming" and "high-balance" mortgage loans, which have original principal balances that exceed our traditional conforming loan limits, may prepay at different rates than conforming balance mortgage loans generally*" in this prospectus supplement.

For additional information, see "Summary—Group 1—Characteristics of the Group 1 MBS" and "—Assumed Characteristics of the Underlying Mortgage Loans" in this prospectus supplement and "The Mortgage Pools" and "Yield, Maturity, and Prepayment Considerations" in the MBS Prospectus.

The Group 2 SMBS

The general characteristics of the Group 2 SMBS are described in the SMBS Prospectus. The Group 2 SMBS provide that certain interest amounts on the Mortgage Loans underlying the related MBS are passed through monthly.

The general characteristics of the MBS are described in the MBS Prospectus. Each MBS evidences beneficial ownership interest in a pool of 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. For additional information see "Summary—Group 2—Characteristics of the Group 2 SMBS" 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 and the Partial 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 and the Partial Accrual Class, see "*—Accrual Class*" and "*—Weighted Average Coupon/Partial Accrual Class*" below.

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

Delay Classes	No-Delay Classes
All Fixed Rate Classes and the GZ Class	—

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

Accrual Class. The Z 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.

Weighted Average Coupon/Partial Accrual Class. The GZ Class is an RCR Class that is a Partial Accrual Class and a Weighted Average Coupon Class. Accordingly, on each Distribution Date a portion of the interest on the GZ Class will accrete and a portion will be paid to Certificateholders. In particular, interest will accrue on the principal balance of the GZ Class at an annual rate of 4.5%. However, we will not pay that accrued interest on the GZ Class. Instead, that accrued interest will be added as principal to its principal balance on each Distribution Date. In addition, on each Distribution Date we will pay interest on the GZ Class to Certificateholders in an amount equal to the interest accrued on the IO Class during the related interest accrual period. Accordingly, the amount of interest payable on the GZ Class on each Distribution Date will not be determined on the basis of its principal balance.

If the IO Class remains outstanding after the principal balance of the Z Class has been reduced to zero, the GZ Class will become an Interest Only Class. If the Z Class remains outstanding after the notional principal balance of the IO Class has been reduced to zero, the GZ Class will become an Accrual Class.

During the initial interest accrual period, we expect interest to accrue on the GZ Class at an annual rate of approximately 6.23935%. This includes interest at an annual rate of 4.5% to be added to the principal balance of the GZ Class on the initial Distribution Date and interest at an annual rate of approximately 1.73935% to be paid to Holders of the GZ Class on that date (calculated based on the amount of interest payable on that date on the IO Class and the initial principal balance of the GZ Class).

Our determination of the interest rate for the GZ Class for each Distribution Date will be final and binding in the absence of manifest error. You may obtain each such interest rate by telephoning us at 1-800-237-8627.

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 Z Accrual Amount to VA until retired, and thereafter to Z.	**Accretion Directed Class and Accrual Class**
The Group 1 Cash Flow Distribution Amount to A, VA and Z, in that order, until retired.	**Sequential Pay Classes**

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

The "Group 1 Cash Flow Distribution Amount" is the principal then paid on the Group 1 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 Group 1 MBS have the original terms to maturity, remaining terms to maturity, loan ages and interest rates specified under "Summary—Group 1—Assumed Characteristics of the Underlying Mortgage Loans" in this prospectus supplement;
- the Mortgage Loans underlying the Group 2 SMBS have the original term to maturity, remaining term to maturity, loan age and interest rate specified under "Summary—Group 2—Assumed Characteristics of the Underlying Mortgage Loans" in this prospectus supplement;
- the Mortgage Loans prepay at the constant percentages of PSA specified in the related tables;
- the settlement date for the Certificates is 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.

Yield Table for the Fixed Rate Interest Only Class

The table below illustrates the sensitivity of the pre-tax corporate bond equivalent yield to maturity of the applicable Class to various constant percentages of PSA. **The table below is provided for illustrative purposes only and is not intended as a forecast or prediction of the actual yield on the applicable Class.** We calculated the yields set forth in the table by

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

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

We cannot assure you that

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

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

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

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

Class	% PSA
IO	402%

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

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

Class	Price*
IO	18.1875%

* 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 IO Class to Prepayments

	PSA Prepayment Assumption							
	50%	100%	280%	400%	600%	800%	1000%	1200%
Pre-Tax Yields to Maturity	25.5%	22.1%	9.2%	0.1%	(16.0)%	(33.8)%	(53.9)%	(77.6)%

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 sequence of distributions of principal of the Group 1 Classes.

See "—Distributions of Principal" above.

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

Decrement Tables

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

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

Mortgage Loans Backing Trust Assets Specified Below	Original Terms to Maturity	Remaining Terms to Maturity	Interest Rates
Group 1 MBS	360 months	360 months	7.00%
Group 2 SMBS	360 months	360 months	8.00%

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

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

Percent of Original Principal Balances Outstanding

	A Class							
	PSA Prepayment Assumption							
Date	0%	100%	280%	400%	600%	800%	1000%	1200%
Initial Percent	100	100	100	100	100	100	100	100
September 2010	99	95	91	87	82	77	71	66
September 2011	97	87	73	64	49	35	22	10
September 2012	95	78	53	38	16	0	0	0
September 2013	94	69	35	18	0	0	0	0
September 2014	92	60	21	3	0	0	0	0
September 2015	90	52	10	0	0	0	0	0
September 2016	88	44	1	0	0	0	0	0
September 2017	85	37	0	0	0	0	0	0
September 2018	83	31	0	0	0	0	0	0
September 2019	80	25	0	0	0	0	0	0
September 2020	77	19	0	0	0	0	0	0
September 2021	74	13	0	0	0	0	0	0
September 2022	71	8	0	0	0	0	0	0
September 2023	67	4	0	0	0	0	0	0
September 2024	64	0	0	0	0	0	0	0
September 2025	59	0	0	0	0	0	0	0
September 2026	55	0	0	0	0	0	0	0
September 2027	50	0	0	0	0	0	0	0
September 2028	45	0	0	0	0	0	0	0
September 2029	40	0	0	0	0	0	0	0
September 2030	34	0	0	0	0	0	0	0
September 2031	28	0	0	0	0	0	0	0
September 2032	21	0	0	0	0	0	0	0
September 2033	14	0	0	0	0	0	0	0
September 2034	7	0	0	0	0	0	0	0
September 2035	0	0	0	0	0	0	0	0
September 2036	0	0	0	0	0	0	0	0
September 2037	0	0	0	0	0	0	0	0
September 2038	0	0	0	0	0	0	0	0
September 2039	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	16.6	6.7	3.4	2.6	2.0	1.7	1.4	1.3

	VA Class							
	PSA Prepayment Assumption							
Date	0%	100%	280%	400%	600%	800%	1000%	1200%
Initial Percent	100	100	100	100	100	100	100	100
September 2010	91	91	91	91	91	91	91	91
September 2011	81	81	81	81	81	81	81	81
September 2012	70	70	70	70	70	60	0	0
September 2013	59	59	59	59	23	0	0	0
September 2014	48	48	48	48	0	0	0	0
September 2015	36	36	36	0	0	0	0	0
September 2016	24	24	24	0	0	0	0	0
September 2017	11	11	0	0	0	0	0	0
September 2018	0	0	0	0	0	0	0	0
September 2019	0	0	0	0	0	0	0	0
September 2020	0	0	0	0	0	0	0	0
September 2021	0	0	0	0	0	0	0	0
September 2022	0	0	0	0	0	0	0	0
September 2023	0	0	0	0	0	0	0	0
September 2024	0	0	0	0	0	0	0	0
September 2025	0	0	0	0	0	0	0	0
September 2026	0	0	0	0	0	0	0	0
September 2027	0	0	0	0	0	0	0	0
September 2028	0	0	0	0	0	0	0	0
September 2029	0	0	0	0	0	0	0	0
September 2030	0	0	0	0	0	0	0	0
September 2031	0	0	0	0	0	0	0	0
September 2032	0	0	0	0	0	0	0	0
September 2033	0	0	0	0	0	0	0	0
September 2034	0	0	0	0	0	0	0	0
September 2035	0	0	0	0	0	0	0	0
September 2036	0	0	0	0	0	0	0	0
September 2037	0	0	0	0	0	0	0	0
September 2038	0	0	0	0	0	0	0	0
September 2039	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	4.7	4.7	4.6	4.0	3.2	2.7	2.3	2.1

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

	Z Class							
	PSA Prepayment Assumption							
Date	**0%**	**100%**	**280%**	**400%**	**600%**	**800%**	**1000%**	**1200%**
Initial Percent	100	100	100	100	100	100	100	100
September 2010	105	105	105	105	105	105	105	105
September 2011	109	109	109	109	109	109	109	109
September 2012	114	114	114	114	114	114	92	53
September 2013	120	120	120	120	120	73	36	14
September 2014	125	125	125	125	82	37	14	4
September 2015	131	131	131	119	51	19	6	1
September 2016	137	137	137	88	32	10	2	*
September 2017	143	143	122	65	20	5	1	*
September 2018	149	149	99	48	13	2	*	*
September 2019	149	149	80	36	8	1	*	*
September 2020	149	149	65	26	5	1	*	*
September 2021	149	149	52	19	3	*	*	*
September 2022	149	149	42	14	2	*	*	*
September 2023	149	149	33	10	1	*	*	*
September 2024	149	145	26	8	1	*	*	*
September 2025	149	130	21	5	*	*	*	*
September 2026	149	116	17	4	*	*	*	0
September 2027	149	103	13	3	*	*	*	0
September 2028	149	90	10	2	*	*	*	0
September 2029	149	79	8	1	*	*	*	0
September 2030	149	68	6	1	*	*	*	0
September 2031	149	58	4	1	*	*	*	0
September 2032	149	48	3	*	*	*	0	0
September 2033	149	40	2	*	*	*	0	0
September 2034	149	31	2	*	*	*	0	0
September 2035	143	24	1	*	*	*	0	0
September 2036	111	17	1	*	*	*	0	0
September 2037	77	10	*	*	*	*	0	0
September 2038	40	4	*	*	*	0	0	0
September 2039	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	28.0	21.0	11.9	9.0	6.3	4.8	3.9	3.2

	B Class							
	PSA Prepayment Assumption							
Date	**0%**	**100%**	**280%**	**400%**	**600%**	**800%**	**1000%**	**1200%**
Initial Percent	100	100	100	100	100	100	100	100
September 2010	100	100	100	100	100	100	100	100
September 2011	100	100	100	100	100	100	100	100
September 2012	100	100	100	100	100	97	62	36
September 2013	100	100	100	100	88	49	24	10
September 2014	100	100	100	100	55	25	10	3
September 2015	100	100	100	80	35	13	4	1
September 2016	100	100	100	59	22	7	1	*
September 2017	100	100	82	44	14	3	1	*
September 2018	100	100	67	33	8	2	*	*
September 2019	100	100	54	24	5	1	*	*
September 2020	100	100	43	18	3	*	*	*
September 2021	100	100	35	13	2	*	*	*
September 2022	100	100	28	10	1	*	*	*
September 2023	100	100	22	7	1	*	*	*
September 2024	100	98	18	5	*	*	*	*
September 2025	100	88	14	4	*	*	*	*
September 2026	100	78	11	3	*	*	*	0
September 2027	100	69	9	2	*	*	*	0
September 2028	100	61	7	1	*	*	*	0
September 2029	100	53	5	1	*	*	*	0
September 2030	100	46	4	1	*	*	*	0
September 2031	100	39	3	*	*	*	0	0
September 2032	100	33	2	*	*	*	0	0
September 2033	100	27	2	*	*	*	0	0
September 2034	100	21	1	*	*	*	0	0
September 2035	96	16	1	*	*	*	0	0
September 2036	75	11	*	*	*	*	0	0
September 2037	52	7	*	*	*	0	0	0
September 2038	27	3	*	*	*	0	0	0
September 2039	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	28.0	21.0	11.6	8.6	5.9	4.5	3.6	3.0

	IO† Class							
	PSA Prepayment Assumption							
Date	**0%**	**100%**	**280%**	**400%**	**600%**	**800%**	**1000%**	**1200%**
Initial Percent	100	100	100	100	100	100	100	100
September 2010	99	92	82	75	63	51	39	28
September 2011	98	85	67	56	40	26	15	8
September 2012	97	78	54	41	25	13	6	2
September 2013	96	72	44	31	16	7	2	1
September 2014	95	66	36	23	10	3	1	*
September 2015	94	61	29	17	6	2	*	*
September 2016	92	55	24	13	4	1	*	*
September 2017	91	51	19	9	2	*	*	*
September 2018	89	46	15	7	1	*	*	*
September 2019	88	42	12	5	1	*	*	*
September 2020	86	38	10	4	1	*	*	*
September 2021	84	34	8	3	*	*	*	*
September 2022	82	30	6	2	*	*	*	*
September 2023	79	27	5	1	*	*	*	*
September 2024	77	24	4	1	*	*	*	0
September 2025	74	21	3	1	*	*	*	0
September 2026	71	18	2	*	*	*	*	0
September 2027	68	15	2	*	*	*	*	0
September 2028	64	13	1	*	*	*	*	0
September 2029	60	10	1	*	*	*	0	0
September 2030	56	8	1	*	*	*	0	0
September 2031	52	6	*	*	*	*	0	0
September 2032	47	4	*	*	*	*	0	0
September 2033	42	3	*	*	*	*	0	0
September 2034	36	1	*	*	*	0	0	0
September 2035	30	0	0	0	0	0	0	0
September 2036	23	0	0	0	0	0	0	0
September 2037	16	0	0	0	0	0	0	0
September 2038	8	0	0	0	0	0	0	0
September 2039	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	20.5	9.5	4.8	3.4	2.2	1.5	1.1	0.8

	GZ†† Class							
	PSA Prepayment Assumption							
Date	**0%**	**100%**	**280%**	**400%**	**600%**	**800%**	**1000%**	**1200%**
Initial Percent	100	100	100	100	100	100	100	100
September 2010	105	105	105	105	105	105	105	105
September 2011	109	109	109	109	109	109	109	109
September 2012	114	114	114	114	114	114	92	53
September 2013	120	120	120	120	120	73	36	14
September 2014	125	125	125	125	82	37	14	4
September 2015	131	131	131	119	51	19	6	1
September 2016	137	137	137	88	32	10	2	*
September 2017	143	143	122	65	20	5	1	*
September 2018	149	149	99	48	13	2	*	*
September 2019	149	149	80	36	8	1	*	*
September 2020	149	149	65	26	5	1	*	*
September 2021	149	149	52	19	3	*	*	*
September 2022	149	149	42	14	2	*	*	*
September 2023	149	149	33	10	1	*	*	*
September 2024	149	145	26	8	1	*	*	*
September 2025	149	130	21	5	*	*	*	*
September 2026	149	116	17	4	*	*	*	0
September 2027	149	103	13	3	*	*	*	0
September 2028	149	90	10	2	*	*	*	0
September 2029	149	79	8	1	*	*	*	0
September 2030	149	68	6	1	*	*	*	0
September 2031	149	58	4	1	*	*	*	0
September 2032	149	48	3	*	*	*	0	0
September 2033	149	40	2	*	*	*	0	0
September 2034	149	31	2	*	*	*	0	0
September 2035	143	24	1	*	*	*	0	0
September 2036	111	17	1	*	*	*	0	0
September 2037	77	10	*	*	*	*	0	0
September 2038	40	4	*	*	*	0	0	0
September 2039	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	28.0	21.0	11.9	9.0	6.3	4.8	3.9	3.2

* 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.

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

†† The weighted average life information set forth for this class is based solely on assumed principal distributions.

Characteristics of the Residual Class

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

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

CERTAIN ADDITIONAL FEDERAL INCOME TAX CONSEQUENCES

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

U.S. Treasury Circular 230 Notice

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

REMIC Election and Special Tax Attributes

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

Taxation of Beneficial Owners of Regular Certificates

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

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

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

Group	Prepayment Assumption
1	280% PSA
2	280% 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 RBC Capital Markets Corporation (the "Dealer") in exchange for the Group 1 MBS and the Group 2 SMBS. 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.

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								
VA	$13,245,792	B(3)	$40,514,616	SEQ	4.5%	FIX	31396Q7F0	October 2039
Z	27,268,824							
Recombination 2								
Z	20,000,000	GZ(4)	20,000,000	SEQ	(5)	WAC/PZ	31396Q7G8	October 2039
IO	6,324,937(6)							

(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) Principal payments on the REMIC Certificates in Recombination 1 from the Z Accrual Amount will be paid as interest on the related RCR Certificates, and thus will not reduce the principal balances of those RCR Certificates.
(4) The GZ Class is an RCR Class formed from a combination of the Z Class in Group 1 and the IO Class in Group 2.
(5) For a description of the interest accrued and distributable on the GZ Class, see "Description of the Certificates—Distributions of Interest—*Weighted Average Coupon/Partial Accrual Class*" in this prospectus supplement.
(6) Notional balance. This Class is an Interest Only Class. See page S-8 for a description of how its notional balance is calculated.

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

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

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$140,704,736

FannieMae

Guaranteed REMIC Pass-Through Certificates Fannie Mae REMIC Trust 2009-83

PROSPECTUS SUPPLEMENT

RBC Capital Markets

September 22, 2009