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

$984,251,652

FannieMae®

Guaranteed REMIC Pass-Through Certificates
Fannie Mae REMIC Trust 2009-88

The Certificates

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

Payments to Certificateholders

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

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

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

The Fannie Mae Guaranty

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

The Trust and its Assets

The trust will own Fannie Mae MBS.

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

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

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

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

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

Class	Group	Original Class Balance	Principal Type(1)	Interest Rate	Interest Type(1)	CUSIP Number	Final Distribution Date
AB	1	$122,960,000	SEQ	4.5%	FIX	31398F2S9	March 2024
BC	1	10,040,000	SEQ	4.5	FIX	31398F2T7	November 2024
A	2	37,302,326	SEQ	6.0	FIX	31398F2U4	December 2029
BO(2)	2	87,038,760	SEQ	0.0	PO	31398F2V2	November 2039
BI(2)	2	87,038,760(3)	NTL	6.0	FIX/IO	31398F2W0	November 2039
CA	3	75,000,000	SEQ	4.5	FIX	31398F2X8	April 2036
OB(2)	3	25,395,000	SEQ	0.0	PO	31398F2Y6	November 2039
IB(2)	3	25,395,000(3)	NTL	4.5	FIX/IO	31398F2Z3	November 2039
DA(2)	4	259,632,565	PT	4.5	FIX	31398F3A7	October 2020
EA(2)	5	91,000,000	SEQ	4.5	FIX	31398F3B5	May 2023
OE(2)	5	17,367,057	SEQ	0.0	PO	31398F3C3	November 2024
IE(2)	5	17,367,057(3)	NTL	4.5	FIX/IO	31398F3D1	November 2024
FA	6	63,655,443	PT	(4)	FLT	31398F3E9	November 2039
SA	6	63,655,443(3)	NTL	(4)	INV/IO	31398F3F6	November 2039
MA(2)	6	34,350,000	PAC/AD	4.5	FIX	31398F3G4	October 2039
WZ	6	110,000	PAC	4.5	FIX/Z	31398F3H2	November 2039
UA	6	6,368,000	SUP	4.5	FIX	31398F3J8	June 2039
UB	6	1,608,962	SUP	4.5	FIX	31398F3K5	November 2039
HA(2)	7	152,413,539	SEQ	3.0	FIX	31398F3L3	November 2024
HI(2)	7	76,206,769(3)	NTL	6.0	FIX/IO	31398F3M1	November 2024
HB	7	10,000	SEQ	6.0	FIX	31398F3N9	November 2024
R		0	NPR	0.0	NPR	31398F3P4	November 2039
RL		0	NPR	0.0	NPR	31398F3Q2	November 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 B, CB, DB, DC, DE, DG, DH, DJ, DI, EC, ED, EG, EH, EJ, EK, EI, EB, MB, MC, MD, MI, HC, HD and HE 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 October 30, 2009.

Barclays Capital

October 26, 2009

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AVAILABLE INFORMATION

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

- our Prospectus for Fannie Mae Guaranteed REMIC Pass-Through Certificates dated August 1, 2007 (the "REMIC Prospectus");
- our Prospectus for Fannie Mae Guaranteed Pass-Through Certificates (Single-Family Residential Mortgage Loans) dated
  - June 1, 2009, for all MBS issued on or after January 1, 2009,
  - April 1, 2008, for all MBS issued on or after June 1, 2007 and prior to January 1, 2009, or
  - January 1, 2006, for all other MBS

  (as applicable, the "MBS Prospectus"); and
- any information incorporated by reference in this prospectus supplement as discussed below and under the heading "Incorporation by Reference" in the REMIC Prospectus.

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

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

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

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

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

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

Barclays Capital Inc.
Attn: MBS Syndication Operations
70 Hudson Street
Jersey City, New Jersey 07302
(telephone 201-499-8506).

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 reports on Form 10-Q for the quarters ended March 31, 2009 and June 30, 2009, respectively, 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. Through September 30, 2009, we had received a total of $44.9 billion from Treasury under the Commitment. 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. As of the date of this prospectus supplement, the aggregate liquidation preference of the Senior Preferred Stock is $45.9 billion and the annualized dividend on the Senior Preferred Stock, based on the 10% dividend rate, is $4.6 billion. If we do not pay the dividend quarterly and in cash, the dividend rate would increase to 12% annually, and the unpaid dividend would accrue and be added to the liquidation preference of the Senior Preferred Stock.

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 and our quarterly report on Form 10-Q for the quarter ended March 31, 2009, include prohibitions on the following activities unless we have prior written consent from Treasury: the issuance of equity securities (except in limited instances), the payment of dividends or other distributions on our equity securities (other than the Senior Preferred Stock or the Warrant), and the issuance of subordinated debt securities. The covenants also limit the amount of debt securities that 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 October 1, 2009. You should purchase the certificates only after reading this prospectus supplement and each of the additional disclosure documents listed on page S-3. In particular, please see the discussion of risk factors that appears in each of those additional disclosure documents.

Assets Underlying Each Group of Classes

Group	Assets
1	Group 1 MBS
2	Group 2 MBS
3	Group 3 MBS
4	Group 4 MBS
5	Group 5 MBS
6	Group 6 MBS
7	Group 7 MBS

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

Characteristics of the MBS

	Approximate Principal Balance	Pass-Through Rate	Range of Weighted Average Coupons or WACs (annual percentages)	Range of Weighted Average Remaining Terms to Maturity or WAMs (in months)
Group 1 MBS	$133,000,000	4.50%	4.75% to 7.00%	121 to 180
Group 2 MBS*	$120,242,373	6.00%	6.25% to 8.50%	241 to 360
	$ 4,098,713	6.00%	6.25% to 8.50%	241 to 360
Group 3 MBS	$100,395,000	4.50%	4.75% to 7.00%	241 to 360
Group 4 MBS	$259,632,565	4.50%	4.75% to 7.00%	95 to 180
Group 5 MBS	$108,367,057	4.50%	4.75% to 7.00%	100 to 180
Group 6 MBS	$ 15,603,635	6.00%	6.25% to 8.50%	241 to 360
	$ 49,509,617	6.00%	6.25% to 8.50%	241 to 360
	$ 19,888,940	6.00%	6.25% to 8.50%	241 to 360
	$ 21,090,213	6.00%	6.25% to 8.50%	241 to 360
Group 7 MBS	$116,954,674	6.00%	6.25% to 8.50%	121 to 180
	$ 35,468,865	6.00%	6.25% to 8.50%	121 to 180

* As further described in this prospectus supplement, approximately 97% of the mortgage loans underlying the Group 2 MBS (by principal balance at the Issue Date) provided for interest only periods that may range from at least 7 to no more than 10 years following origination. The remaining mortgage loans underlying the Group 2 MBS provide for interest only periods that may range from more than 10 to no more than 15 years following origination. The assumed remaining terms to expiration of the interest only periods for those mortgage loans are set forth below.

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	Remaining Term to Expiration of Interest Only Period (in months)
Group 1 MBS	$133,000,000	180	159	18	5.100%	N/A
Group 2 MBS	$120,242,373	360	340	20	6.616%	100
	$ 4,098,713	360	332	28	6.710%	152
Group 3 MBS	$100,395,000	360	359	1	5.000%	N/A
Group 4 MBS	$259,632,565	180	106	69	4.986%	N/A
Group 5 MBS	$108,367,057	180	147	30	5.225%	N/A
Group 6 MBS	$ 15,603,635	360	283	67	6.620%	N/A
	$ 49,509,617	360	327	28	6.650%	N/A
	$ 19,888,940	360	339	14	6.520%	N/A
	$ 21,090,213	360	355	3	6.440%	N/A
Group 7 MBS	$116,954,674	180	145	31	6.570%	N/A
	$ 35,468,865	180	163	13	6.541%	N/A

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

Settlement Date

We expect to issue the certificates on October 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	Physical
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:

Class	Initial Interest Rate	Maximum Interest Rate	Minimum Interest Rate	Formula for Calculation of Interest Rate(1)
FA	1.05%	7.0%	0.8%	LIBOR + 80 basis points
SA	5.95%	6.2%	0.0%	6.2% − LIBOR

(1) We will establish LIBOR on the basis of the "BBA Method."

Notional Classes

The notional principal balances of the notional classes will equal the percentages of the outstanding balances specified below immediately before the related distribution date:

Class	
BI	100% of the BO Class
IB	100% of the OB Class
DI	33.3333333333% of the DA Class
IE	100% of the OE Class
EI	33.3333333333% of the EA Class
MI	33.3333333333% of the MA Class
SA	100% of the FA Class
HI	50% of the HA Class

Distributions of Principal

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

Weighted Average Lives (years)*

	PSA Prepayment Assumption					
Group 1 Classes	0%	100%	250%	500%	750%	1000%
AB	8.3	5.2	3.5	2.1	1.4	1.0
BC	14.7	12.5	11.2	8.0	5.5	3.9

	PSA Prepayment Assumption					
Group 2 Classes	0%	100%	300%	500%	750%	1000%
A	15.8	2.9	1.0	0.6	0.4	0.3
BO, BI and B	25.7	15.1	6.8	4.0	2.4	1.7

	PSA Prepayment Assumption						
Group 3 Classes	0%	100%	150%	300%	500%	750%	1000%
CA	17.1	7.3	5.7	3.5	2.5	1.9	1.6
OB, IB and CB	28.3	22.0	18.6	11.7	7.5	5.1	3.9

	PSA Prepayment Assumption					
Group 4 Classes	0%	100%	200%	500%	750%	1000%
DA, DB, DC, DE, DG, DH, DJ and DI	6.2	4.0	3.4	2.1	1.4	1.0

Group 5 Classes	PSA Prepayment Assumption					
	0%	100%	200%	500%	750%	1000%
EA, EC, ED, EG, EH, EJ, EK and EI	7.8	4.3	3.1	1.6	1.0	0.7
OE, IE and EB	14.3	10.8	9.8	6.2	4.2	2.9

Group 6 Classes	PSA Prepayment Assumption							
	0%	100%	241%	275%	400%	600%	900%	1300%
FA and SA	20.8	10.3	5.8	5.2	3.7	2.4	1.5	1.0
MA, MB, MC, MD and MI	18.8	7.4	4.1	4.1	4.1	2.8	1.8	1.1
WZ	27.7	19.6	19.6	19.6	19.6	13.9	8.7	5.0
UA	28.7	21.0	10.8	7.2	1.1	0.4	0.2	0.1
UB	29.8	26.7	20.7	18.7	3.2	1.0	0.5	0.2

Group 7 Classes	PSA Prepayment Assumption					
	0%	100%	225%	500%	750%	1000%
HA, HI, HC, HD and HE	9.1	5.5	4.1	2.4	1.6	1.1
HB	15.0	13.6	13.6	13.5	12.4	10.2

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

ADDITIONAL RISK FACTOR

"Jumbo-conforming" and "high-balance" mortgage loans, which have original principal balances that exceed our traditional conforming loan limits, may prepay at different rates than conforming balance mortgage loans generally. The pools underlying the Group 3 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 3 Classes may receive payments of principal more quickly or more slowly than expected and the weighted average lives and yields of those Classes may be affected, perhaps significantly.

DESCRIPTION OF THE CERTIFICATES

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

General

Structure. We will create the Fannie Mae REMIC Trust specified on the cover of this prospectus supplement (the "Trust") pursuant to a trust agreement dated as of August 1, 2007 and a supplement thereto dated as of October 1, 2009 (the "Issue Date"). We will issue the Guaranteed REMIC Pass-Through Certificates (the "REMIC Certificates") pursuant to that trust agreement and supplement. We will issue the Combinable and Recombinable REMIC Certificates (the "RCR Certificates" and, together with the REMIC Certificates, the "Certificates") pursuant to a separate trust agreement dated as of August 1, 2007 and a supplement thereto dated as of the Issue Date (together with the trust agreement and supplement relating to the REMIC Certificates, the "Trust Agreement"). We will execute the Trust Agreement in our corporate capacity and as trustee (the "Trustee"). In general, the term "Classes" includes the Classes of REMIC Certificates and RCR Certificates.

The assets of the Trust will include seven groups of Fannie Mae Guaranteed Mortgage Pass-Through Certificates (the "Group 1 MBS," "Group 2 MBS," "Group 3 MBS," "Group 4 MBS," "Group 5 MBS," "Group 6 MBS" and "Group 7 MBS," and together, the "MBS").

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

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

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

REMIC Designation	Assets	Regular Interests	Residual Interest
Lower Tier REMIC	MBS	Interests in the Lower Tier REMIC other than the RL Class (the "Lower Tier Regular Interests")	RL
Upper Tier REMIC	Lower Tier Regular Interests	All Classes of REMIC Certificates other than the R and RL Classes	R

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

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

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

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

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

The MBS

The MBS provide that principal and interest on the related Mortgage Loans are passed through monthly. The Mortgage Loans underlying the MBS are conventional, fixed-rate, fully-amortizing mortgage loans secured by first mortgages or deeds of trust on single-family residential properties. These Mortgage Loans have original maturities of up to 15 years in the case of the Group 1 MBS, Group 4 MBS, Group 5 MBS and Group 7 MBS, and up to 30 years in the case of the Group 2 MBS, Group 3 MBS and Group 6 MBS.

In addition, the scheduled monthly payments on approximately 97% of the Mortgage Loans underlying the Group 2 MBS (by principal balance at the Issue Date) represent accrued interest only for periods that may range from at least seven to no more than ten years following origination. The scheduled monthly payments on the remaining Mortgage Loans underlying the Group 2 MBS represent accrued interest only for periods that may range from more than ten to no more than 15 years following origination. See "Risk Factors—Prepayment Factors—*Refinance Environment*—Fixed-rate and adjustable-rate mortgage loans with long initial interest-only periods may be more likely to be refinanced or become delinquent than other mortgage loans" in the MBS Prospectus.

Furthermore, the pools underlying the Group 3 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 3 MBS, see the Final Data Statement for the Trust and the related prospectus supplement for each MBS. See also "Additional Risk Factor—*"Jumbo-conforming" and "high-balance" mortgage loans, which have original principal balances that exceed our traditional conforming loan limits, may prepay at different rates than conforming balance mortgage loans generally*" in this prospectus supplement.

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

Distributions of Interest

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

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

Delay Classes	No-Delay Classes
Fixed Rate Classes	Floating Rate and Inverse Floating Rate Classes

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

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

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

Distributions of Principal

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

• *Group 1*

The Group 1 Principal Distribution Amount to AB and BC, in that order, until retired. **Sequential Pay Classes**

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

• *Group 2*

The Group 2 Principal Distribution Amount to A and BO, in that order, until retired. **Sequential Pay Classes**

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

• *Group 3*

The Group 3 Principal Distribution Amount to CA and OB, 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 DA until retired. **Pass-Through Class**

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 EA and OE, in that order, until retired. **Sequential Pay Classes**

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

• *Group 6*

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

The Group 6 Cash Flow Distribution Amount as follows:

—60% to FA until retired, and **Pass-Through Class**

—40% as follows:

first, to the Aggregate Group to its Planned Balance; **PAC Group**

second, to UA and UB, in that order, until retired; and **Support Classes**

third, to the Aggregate Group to zero. **PAC Group**

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

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

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

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

• *Group 7*

The Group 7 Principal Distribution Amount to HA and HB, in that order, until retired. **Sequential Pay Classes**

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

Structuring Assumptions

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

- the Mortgage Loans underlying the MBS have the original terms to maturity, remaining terms to maturity, loan ages and interest rates specified under "Summary—Group 1, Group 2, Group 3, Group 4, Group 5, Group 6 and Group 7—Assumed Characteristics of the Underlying Mortgage Loans" in this prospectus supplement;

- the Mortgage Loans underlying the Group 2 MBS have the remaining terms to expiration of their interest only periods specified under "Summary—Group 1, Group 2, Group 3, Group 4, Group 5, Group 6 and Group 7—Assumed Characteristics of the Underlying Mortgage Loans" in this prospectus supplement;

- the Mortgage Loans prepay at the constant percentages of PSA specified in the related tables;

- the settlement date for the Certificates is October 30, 2009; and

- each Distribution Date occurs on the 25th day of a month.

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

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

Group	Structuring Range	Initial Effective Range
Aggregate Group Planned Balances	Between 241% and 400% PSA	Between 241% and 400% PSA

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

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

If you are considering the purchase of a PAC Class, you should first take into account the considerations set forth below.

- We will distribute any excess of principal distributions over the amount necessary to reduce the Aggregate Group to its scheduled balance in any month. As a result, the likelihood of reducing the Aggregate Group to its scheduled balance each month will not be improved by the averaging of high and low principal distributions from month to month.

- Even if the related Mortgage Loans prepay at rates falling within the Structuring Range or the Effective Range, principal distributions may be insufficient to reduce the Aggregate Group to its scheduled balance each month if prepayments do not occur at a *constant* PSA rate.

- The actual Effective Range at any time will be based upon the actual characteristics of the related Mortgage Loans at that time, which are likely to vary (and may vary considerably) from the Pricing Assumptions. As a result, the actual Effective Range will likely differ from the Initial Effective Range specified above. For the same reason, the Aggregate Group might not be reduced to its scheduled balance each month even if the related Mortgage Loans prepay at a *constant* PSA rate within the Initial Effective Range. This is so particularly if the rate falls at the lower or higher end of the range.

- The actual Effective Range may narrow, widen or shift upward or downward to reflect actual prepayment experience over time.

- The principal payment stability of the Aggregate Group will be supported by two other Classes. When the supporting Classes are retired, the Aggregate Group, if still outstanding, may no longer have an Effective Range and will be much more sensitive to prepayments of the related Mortgage Loans.

Yield Tables

General. The tables below illustrate the sensitivity of the pre-tax corporate bond equivalent yields to maturity of the applicable Classes to various constant percentages of PSA and, where specified, to changes in the Index. **The tables below are provided for illustrative purposes only and are not intended as a forecast or prediction of the actual yields on the applicable Classes.** We calculated the yields set forth in the tables by

- determining the monthly discount rates that, when applied to the assumed streams of cash flows to be paid on the applicable Classes, would cause the discounted present values of the assumed streams of cash flows to equal the assumed aggregate purchase prices of those Classes, and

- converting the monthly rates to corporate bond equivalent rates.

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

We cannot assure you that

- the pre-tax yields on the applicable Certificates will correspond to any of the pre-tax yields shown here, or

- the aggregate purchase prices of the applicable Certificates will be as assumed.

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

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

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

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

Class	Price
BO	85.0%
OB	80.0%
OE	75.0%

Sensitivity of the BO Class to Prepayments

	PSA Prepayment Assumption					
	50%	100%	300%	500%	750%	1000%
Pre-Tax Yields to Maturity	0.9%	1.1%	2.5%	4.3%	7.0%	10.3%

Sensitivity of the OB Class to Prepayments

	PSA Prepayment Assumption						
	50%	100%	150%	300%	500%	750%	1000%
Pre-Tax Yields to Maturity	0.9%	1.0%	1.2%	1.9%	3.0%	4.5%	5.9%

Sensitivity of the OE Class to Prepayments

	PSA Prepayment Assumption					
	50%	100%	200%	500%	750%	1000%
Pre-Tax Yields to Maturity	2.6%	2.7%	3.0%	4.7%	7.1%	10.4%

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

Class	% PSA
BI	526%
IB	852%
IE	615%
HI	504%
DI	433%
EI	322%
MI	732%

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:

Class	Price*
BI	22.00%
IB	20.00%
IE	23.00%
HI	14.00%
DI	10.00%
EI	10.00%
MI	10.00%

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

In the following yield tables, the symbol * is used to represent a yield of less than (99.9)%.

Sensitivity of the BI Class to Prepayments

	PSA Prepayment Assumption					
	50%	100%	300%	500%	750%	1000%
Pre-Tax Yields to Maturity	27.9%	26.8%	16.1%	2.0%	(18.4)%	(42.2)%

Sensitivity of the IB Class to Prepayments

	PSA Prepayment Assumption						
	50%	100%	150%	300%	500%	750%	1000%
Pre-Tax Yields to Maturity	23.1%	22.9%	22.6%	20.0%	14.2%	4.5%	(6.9)%

Sensitivity of the IE Class to Prepayments

	PSA Prepayment Assumption					
	50%	100%	200%	500%	750%	1000%
Pre-Tax Yields to Maturity	16.6%	16.3%	15.0%	5.7%	(8.3)%	(28.4)%

Sensitivity of the HI Class to Prepayments

	PSA Prepayment Assumption					
	50%	100%	225%	500%	750%	1000%
Pre-Tax Yields to Maturity	33.1%	29.7%	20.9%	0.3%	(20.7)%	(45.0)%

Sensitivity of the DI Class to Prepayments

	PSA Prepayment Assumption					
	50%	100%	200%	500%	750%	1000%
Pre-Tax Yields to Maturity	27.9%	24.4%	17.4%	(5.3)%	(26.7)%	(51.4)%

Sensitivity of the EI Class to Prepayments

	PSA Prepayment Assumption					
	50%	100%	200%	500%	750%	1000%
Pre-Tax Yields to Maturity	31.2%	26.3%	15.4%	(26.2)%	(68.0)%	*

Sensitivity of the MI Class to Prepayments

	PSA Prepayment Assumption							
	50%	100%	241%	275%	400%	600%	900%	1300%
Pre-Tax Yields to Maturity	41.2%	36.7%	22.9%	22.9%	22.9%	10.5%	(14.9)%	(56.7)%

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. As illustrated in the table below, it is possible that investors in the Inverse Floating Rate Class would lose money on their initial investments under certain Index and prepayment scenarios.**

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

The information shown in the following yield 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 this Class (expressed as a percentage of original principal balance) is as follows:

Class	Price*
SA	10.50%

* 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.

In the following yield table, the symbol * is used to represent a yield of less than (99.9)%.

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

	PSA Prepayment Assumption							
LIBOR	50%	100%	241%	275%	400%	600%	900%	1300%
0.12%	59.9%	56.4%	46.4%	43.9%	34.5%	18.7%	(7.4)%	(48.3)%
0.25%	58.4%	55.0%	44.9%	42.5%	33.1%	17.4%	(8.6)%	(49.5)%
2.25%	36.0%	32.7%	23.2%	20.9%	12.0%	(3.1)%	(28.0)%	(67.4)%
4.25%	14.3%	11.1%	2.0%	(0.2)%	(8.7)%	(23.1)%	(47.2)%	(86.2)%
6.20%	*	*	*	*	*	*	*	*

Weighted Average Lives of the Certificates

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

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

- the timing of changes in the rate of principal distributions, and
- the priority sequences of distributions of principal of the Group 1, Group 2, Group 3, Group 5, Group 6 and Group 7 Classes.

See "—Distributions of Principal" above.

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

Decrement Tables

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

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

Mortgage Loans Backing Trust Assets Specified Below	Original Terms to Maturity	Remaining Terms to Maturity	Interest Rates
Group 1 MBS	180 months	180 months	7.00%
Group 2 MBS	360 months	360 months(1)	8.50%
Group 3 MBS	360 months	360 months	7.00%
Group 4 MBS	180 months	132 months	7.00%
Group 5 MBS	180 months	180 months	7.00%
Group 6 MBS	360 months	360 months	8.50%
Group 7 MBS	180 months	180 months	8.50%

(1) In addition, we have assumed that 97% of the Mortgage Loans underlying the Group 2 MBS (by principal balance at the Issue Date) have a remaining interest only period of 120 months, and the remaining Mortgage Loans underlying the Group 2 MBS have a remaining interest only period of 180 months.

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

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

Percent of Original Principal Balances Outstanding

	AB Class						BC Class					
	PSA Prepayment Assumption						PSA Prepayment Assumption					
Date	0%	100%	250%	500%	750%	1000%	0%	100%	250%	500%	750%	1000%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100
October 2010	96	89	82	69	56	44	100	100	100	100	100	100
October 2011	91	78	64	43	25	11	100	100	100	100	100	100
October 2012	86	67	49	25	9	0	100	100	100	100	100	89
October 2013	81	57	36	13	1	0	100	100	100	100	100	33
October 2014	76	48	26	6	0	0	100	100	100	100	53	12
October 2015	70	39	18	*	0	0	100	100	100	100	26	4
October 2016	63	31	12	0	0	0	100	100	100	65	13	2
October 2017	56	24	6	0	0	0	100	100	100	39	6	1
October 2018	49	17	2	0	0	0	100	100	100	23	3	*
October 2019	41	10	0	0	0	0	100	100	84	13	1	*
October 2020	32	4	0	0	0	0	100	100	50	6	*	*
October 2021	23	0	0	0	0	0	100	80	24	2	*	*
October 2022	14	0	0	0	0	0	100	15	4	*	*	*
October 2023	3	0	0	0	0	0	100	0	0	0	0	0
October 2024	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	8.3	5.2	3.5	2.1	1.4	1.0	14.7	12.5	11.2	8.0	5.5	3.9

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

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

A Class

Date	PSA Prepayment Assumption					
	0%	100%	300%	500%	750%	1000%
Initial Percent	100	100	100	100	100	100
October 2010	100	82	47	12	0	0
October 2011	100	63	0	0	0	0
October 2012	100	46	0	0	0	0
October 2013	100	29	0	0	0	0
October 2014	100	13	0	0	0	0
October 2015	100	0	0	0	0	0
October 2016	100	0	0	0	0	0
October 2017	100	0	0	0	0	0
October 2018	100	0	0	0	0	0
October 2019	100	0	0	0	0	0
October 2020	94	0	0	0	0	0
October 2021	87	0	0	0	0	0
October 2022	79	0	0	0	0	0
October 2023	71	0	0	0	0	0
October 2024	62	0	0	0	0	0
October 2025	52	0	0	0	0	0
October 2026	40	0	0	0	0	0
October 2027	28	0	0	0	0	0
October 2028	15	0	0	0	0	0
October 2029	1	0	0	0	0	0
October 2030	0	0	0	0	0	0
October 2031	0	0	0	0	0	0
October 2032	0	0	0	0	0	0
October 2033	0	0	0	0	0	0
October 2034	0	0	0	0	0	0
October 2035	0	0	0	0	0	0
October 2036	0	0	0	0	0	0
October 2037	0	0	0	0	0	0
October 2038	0	0	0	0	0	0
October 2039	0	0	0	0	0	0
Weighted Average Life (years)**	15.8	2.9	1.0	0.6	0.4	0.3

BO, BI† and B Classes

Date	PSA Prepayment Assumption					
	0%	100%	300%	500%	750%	1000%
Initial Percent	100	100	100	100	100	100
October 2010	100	100	100	100	86	67
October 2011	100	100	99	74	47	27
October 2012	100	100	81	51	26	11
October 2013	100	100	66	36	14	4
October 2014	100	100	54	25	8	2
October 2015	100	99	45	18	4	1
October 2016	100	93	37	12	2	*
October 2017	100	88	30	9	1	*
October 2018	100	81	24	6	1	*
October 2019	100	74	19	4	*	*
October 2020	100	68	15	3	*	*
October 2021	100	62	12	2	*	*
October 2022	100	56	10	1	*	*
October 2023	100	51	8	1	*	*
October 2024	100	46	6	1	*	*
October 2025	100	41	5	*	*	*
October 2026	100	36	4	*	*	*
October 2027	100	32	3	*	*	*
October 2028	100	28	2	*	*	*
October 2029	100	24	2	*	*	*
October 2030	94	21	1	*	*	0
October 2031	87	17	1	*	*	0
October 2032	79	14	1	*	*	0
October 2033	70	11	*	*	*	0
October 2034	61	8	*	*	*	0
October 2035	51	6	*	*	*	0
October 2036	39	3	*	*	*	0
October 2037	27	1	*	*	0	0
October 2038	14	0	0	0	0	0
October 2039	0	0	0	0	0	0
Weighted Average Life (years)**	25.7	15.1	6.8	4.0	2.4	1.7

CA Class

Date	PSA Prepayment Assumption						
	0%	100%	150%	300%	500%	750%	1000%
Initial Percent	100	100	100	100	100	100	100
October 2010	99	96	95	92	88	83	78
October 2011	97	89	86	76	63	47	33
October 2012	96	80	73	55	33	11	0
October 2013	94	71	62	38	12	0	0
October 2014	92	63	52	24	0	0	0
October 2015	90	55	42	12	0	0	0
October 2016	88	48	34	3	0	0	0
October 2017	86	41	26	0	0	0	0
October 2018	84	35	19	0	0	0	0
October 2019	81	29	13	0	0	0	0
October 2020	78	23	8	0	0	0	0
October 2021	75	18	3	0	0	0	0
October 2022	72	13	0	0	0	0	0
October 2023	69	9	0	0	0	0	0
October 2024	65	5	0	0	0	0	0
October 2025	61	1	0	0	0	0	0
October 2026	57	0	0	0	0	0	0
October 2027	53	0	0	0	0	0	0
October 2028	48	0	0	0	0	0	0
October 2029	43	0	0	0	0	0	0
October 2030	37	0	0	0	0	0	0
October 2031	31	0	0	0	0	0	0
October 2032	25	0	0	0	0	0	0
October 2033	18	0	0	0	0	0	0
October 2034	11	0	0	0	0	0	0
October 2035	3	0	0	0	0	0	0
October 2036	0	0	0	0	0	0	0
October 2037	0	0	0	0	0	0	0
October 2038	0	0	0	0	0	0	0
October 2039	0	0	0	0	0	0	0
Weighted Average Life (years)**	17.1	7.3	5.7	3.5	2.5	1.9	1.6

OB, IB† and CB Classes

Date	PSA Prepayment Assumption						
	0%	100%	150%	300%	500%	750%	1000%
Initial Percent	100	100	100	100	100	100	100
October 2010	100	100	100	100	100	100	100
October 2011	100	100	100	100	100	100	100
October 2012	100	100	100	100	100	100	80
October 2013	100	100	100	100	100	72	32
October 2014	100	100	100	100	94	39	12
October 2015	100	100	100	100	64	21	5
October 2016	100	100	100	100	44	11	2
October 2017	100	100	100	87	30	6	1
October 2018	100	100	100	70	20	3	*
October 2019	100	100	100	56	14	2	*
October 2020	100	100	100	44	9	1	*
October 2021	100	100	100	35	6	*	*
October 2022	100	100	95	28	4	*	*
October 2023	100	100	83	22	3	*	*
October 2024	100	100	72	17	2	*	*
October 2025	100	100	63	13	1	*	*
October 2026	100	91	54	10	1	*	*
October 2027	100	81	47	8	1	*	*
October 2028	100	71	40	6	*	*	*
October 2029	100	62	34	5	*	*	*
October 2030	100	54	28	4	*	*	*
October 2031	100	46	23	3	*	*	0
October 2032	100	38	19	2	*	*	0
October 2033	100	32	15	1	*	*	0
October 2034	100	25	12	1	*	*	0
October 2035	100	19	9	1	*	*	0
October 2036	85	14	6	*	*	*	0
October 2037	59	9	4	*	*	*	0
October 2038	30	4	2	*	*	*	0
October 2039	0	0	0	0	0	0	0
Weighted Average Life (years)**	28.3	22.0	18.6	11.7	7.5	5.1	3.9

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

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

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

Date	DA, DB, DC, DE, DG, DH, DJ and DI† Classes						EA, EC, ED, EG, EH, EJ, EK and EI† Classes						OE, IE† and EB Classes					
	PSA Prepayment Assumption						PSA Prepayment Assumption						PSA Prepayment Assumption					
	0%	100%	200%	500%	750%	1000%	0%	100%	200%	500%	750%	1000%	0%	100%	200%	500%	750%	1000%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
October 2010	94	85	80	64	50	36	95	86	79	59	42	26	100	100	100	100	100	100
October 2011	87	72	63	40	25	13	90	73	62	32	13	0	100	100	100	100	100	88
October 2012	80	59	48	24	12	5	85	61	47	14	0	0	100	100	100	100	84	32
October 2013	72	47	36	14	5	2	79	50	34	2	0	0	100	100	100	100	42	12
October 2014	64	36	26	8	2	*	73	39	23	0	0	0	100	100	100	70	21	4
October 2015	55	26	17	4	1	*	67	29	13	0	0	0	100	100	100	43	10	2
October 2016	45	16	10	2	*	*	59	20	6	0	0	0	100	100	100	26	5	1
October 2017	35	7	4	1	*	*	52	11	0	0	0	0	100	100	94	15	2	*
October 2018	24	0	0	0	0	0	44	3	0	0	0	0	100	100	65	8	1	*
October 2019	13	0	0	0	0	0	35	0	0	0	0	0	100	79	41	4	*	*
October 2020	0	0	0	0	0	0	26	0	0	0	0	0	100	42	20	2	*	*
October 2021	0	0	0	0	0	0	16	0	0	0	0	0	100	8	4	*	*	*
October 2022	0	0	0	0	0	0	5	0	0	0	0	0	100	0	0	0	0	0
October 2023	0	0	0	0	0	0	0	0	0	0	0	0	65	0	0	0	0	0
October 2024	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	6.2	4.0	3.4	2.1	1.4	1.0	7.8	4.3	3.1	1.6	1.0	0.7	14.3	10.8	9.8	6.2	4.2	2.9

Date	FA and SA† Classes								MA, MB, MC, MD and MI† Classes							
	PSA Prepayment Assumption								PSA Prepayment Assumption							
	0%	100%	241%	275%	400%	600%	900%	1300%	0%	100%	241%	275%	400%	600%	900%	1300%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
October 2010	99	94	87	86	80	70	56	37	99	92	84	84	84	84	69	45
October 2011	98	87	74	71	61	46	28	11	98	84	68	68	68	56	34	13
October 2012	98	81	63	59	46	29	13	2	97	76	54	54	54	35	15	3
October 2013	97	75	53	48	34	18	6	1	96	69	41	41	41	22	7	*
October 2014	95	69	44	39	25	11	3	*	94	61	31	31	31	14	3	0
October 2015	94	63	37	32	19	7	1	*	93	55	23	23	23	8	1	0
October 2016	93	58	31	26	14	5	1	*	91	48	17	17	17	5	*	0
October 2017	92	53	26	21	10	3	*	*	90	42	12	12	12	3	0	0
October 2018	90	49	21	17	8	2	*	*	88	37	9	9	9	2	0	0
October 2019	89	45	18	14	6	1	*	*	86	31	7	7	7	1	0	0
October 2020	87	41	15	11	4	1	*	*	84	26	5	5	5	*	0	0
October 2021	85	37	12	9	3	*	*	*	81	22	3	3	3	0	0	0
October 2022	83	33	10	7	2	*	*	0	79	17	2	2	2	0	0	0
October 2023	81	30	8	6	2	*	*	0	76	13	1	1	1	0	0	0
October 2024	78	27	7	5	1	*	*	0	73	9	1	1	1	0	0	0
October 2025	75	24	5	4	1	*	*	0	69	5	*	*	*	0	0	0
October 2026	72	21	4	3	1	*	*	0	66	2	*	*	*	0	0	0
October 2027	69	18	3	2	*	*	*	0	62	0	0	0	0	0	0	0
October 2028	66	16	3	2	*	*	*	0	57	0	0	0	0	0	0	0
October 2029	62	13	2	1	*	*	*	0	53	0	0	0	0	0	0	0
October 2030	58	11	2	1	*	*	*	0	47	0	0	0	0	0	0	0
October 2031	53	9	1	1	*	*	*	0	42	0	0	0	0	0	0	0
October 2032	49	7	1	*	*	*	0	0	36	0	0	0	0	0	0	0
October 2033	43	5	1	*	*	*	0	0	29	0	0	0	0	0	0	0
October 2034	37	4	*	*	*	*	0	0	22	0	0	0	0	0	0	0
October 2035	31	3	*	*	*	*	0	0	14	0	0	0	0	0	0	0
October 2036	24	1	*	*	*	*	0	0	6	0	0	0	0	0	0	0
October 2037	17	*	*	*	*	*	0	0	0	0	0	0	0	0	0	0
October 2038	9	*	*	*	*	*	0	0	0	0	0	0	0	0	0	0
October 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	20.8	10.3	5.8	5.2	3.7	2.4	1.5	1.0	18.8	7.4	4.1	4.1	4.1	2.8	1.8	1.1

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

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

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

Date	WZ Class PSA Prepayment Assumption 0%	100%	241%	275%	400%	600%	900%	1300%
Initial Percent	100	100	100	100	100	100	100	100
October 2010	105	105	105	105	105	105	105	105
October 2011	109	109	109	109	109	109	109	109
October 2012	114	114	114	114	114	114	114	114
October 2013	120	120	120	120	120	120	120	120
October 2014	125	125	125	125	125	125	125	44
October 2015	131	131	131	131	131	131	131	10
October 2016	137	137	137	137	137	137	137	2
October 2017	143	143	143	143	143	143	91	*
October 2018	150	150	150	150	150	150	41	*
October 2019	157	157	157	157	157	157	18	*
October 2020	164	164	164	164	164	164	8	*
October 2021	171	171	171	171	171	161	4	*
October 2022	179	179	179	179	179	99	2	*
October 2023	188	188	188	188	188	61	1	*
October 2024	196	196	196	196	196	37	*	*
October 2025	205	205	205	205	205	22	*	*
October 2026	215	215	215	215	215	13	*	0
October 2027	224	160	160	160	160	8	*	0
October 2028	235	111	111	111	111	5	*	0
October 2029	246	75	75	75	75	3	*	0
October 2030	257	49	49	49	49	2	*	0
October 2031	269	31	31	31	31	1	*	0
October 2032	281	18	18	18	18	*	*	0
October 2033	294	9	9	9	9	*	*	0
October 2034	307	4	4	4	4	*	*	0
October 2035	321	0	0	0	0	*	*	0
October 2036	336	0	0	0	0	*	*	0
October 2037	0	0	0	0	0	*	0	0
October 2038	0	0	0	0	0	*	0	0
October 2039	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	27.7	19.6	19.6	19.6	19.6	13.9	8.7	5.0

Date	UA Class PSA Prepayment Assumption 0%	100%	241%	275%	400%	600%	900%	1300%
Initial Percent	100	100	100	100	100	100	100	100
October 2010	100	100	100	89	50	0	0	0
October 2011	100	100	100	80	11	0	0	0
October 2012	100	100	100	74	0	0	0	0
October 2013	100	100	100	70	0	0	0	0
October 2014	100	100	100	68	0	0	0	0
October 2015	100	100	95	64	0	0	0	0
October 2016	100	100	87	57	0	0	0	0
October 2017	100	100	77	48	0	0	0	0
October 2018	100	100	67	40	0	0	0	0
October 2019	100	100	56	31	0	0	0	0
October 2020	100	100	45	23	0	0	0	0
October 2021	100	100	36	16	0	0	0	0
October 2022	100	100	27	9	0	0	0	0
October 2023	100	100	19	3	0	0	0	0
October 2024	100	100	11	0	0	0	0	0
October 2025	100	100	5	0	0	0	0	0
October 2026	100	100	0	0	0	0	0	0
October 2027	100	93	0	0	0	0	0	0
October 2028	100	78	0	0	0	0	0	0
October 2029	100	63	0	0	0	0	0	0
October 2030	100	48	0	0	0	0	0	0
October 2031	100	35	0	0	0	0	0	0
October 2032	100	22	0	0	0	0	0	0
October 2033	100	11	0	0	0	0	0	0
October 2034	100	1	0	0	0	0	0	0
October 2035	100	0	0	0	0	0	0	0
October 2036	100	0	0	0	0	0	0	0
October 2037	87	0	0	0	0	0	0	0
October 2038	33	0	0	0	0	0	0	0
October 2039	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	28.7	21.0	10.8	7.2	1.1	0.4	0.2	0.1

Date	UB Class PSA Prepayment Assumption 0%	100%	241%	275%	400%	600%	900%	1300%
Initial Percent	100	100	100	100	100	100	100	100
October 2010	100	100	100	100	100	45	0	0
October 2011	100	100	100	100	100	0	0	0
October 2012	100	100	100	100	48	0	0	0
October 2013	100	100	100	100	7	0	0	0
October 2014	100	100	100	100	*	0	0	0
October 2015	100	100	100	100	*	0	0	0
October 2016	100	100	100	100	*	0	0	0
October 2017	100	100	100	100	*	0	0	0
October 2018	100	100	100	100	*	0	0	0
October 2019	100	100	100	100	*	0	0	0
October 2020	100	100	100	100	*	0	0	0
October 2021	100	100	100	100	*	0	0	0
October 2022	100	100	100	100	*	0	0	0
October 2023	100	100	100	100	*	0	0	0
October 2024	100	100	100	93	*	0	0	0
October 2025	100	100	100	75	*	0	0	0
October 2026	100	100	98	61	*	0	0	0
October 2027	100	100	80	48	*	0	0	0
October 2028	100	100	64	38	*	0	0	0
October 2029	100	100	50	29	*	0	0	0
October 2030	100	100	39	22	*	0	0	0
October 2031	100	100	29	16	*	0	0	0
October 2032	100	100	21	12	*	0	0	0
October 2033	100	100	15	8	*	0	0	0
October 2034	100	100	10	5	*	0	0	0
October 2035	100	67	6	3	*	0	0	0
October 2036	100	32	3	1	*	0	0	0
October 2037	100	13	1	1	*	0	0	0
October 2038	100	4	*	*	*	0	0	0
October 2039	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	29.8	26.7	20.7	18.7	3.2	1.0	0.5	0.2

* 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.

	HA, HI†, HC, HD and HE Classes						HB Class					
	PSA Prepayment Assumption						PSA Prepayment Assumption					
Date	0%	100%	225%	500%	750%	1000%	0%	100%	225%	500%	750%	1000%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100
October 2010	97	89	83	69	55	42	100	100	100	100	100	100
October 2011	93	79	67	45	29	16	100	100	100	100	100	100
October 2012	89	69	54	29	15	6	100	100	100	100	100	100
October 2013	84	60	43	19	7	2	100	100	100	100	100	100
October 2014	79	51	34	12	4	1	100	100	100	100	100	100
October 2015	74	43	26	8	2	*	100	100	100	100	100	100
October 2016	68	35	20	5	1	*	100	100	100	100	100	100
October 2017	62	28	14	3	*	*	100	100	100	100	100	100
October 2018	55	21	10	2	*	*	100	100	100	100	100	100
October 2019	48	14	6	1	*	0	100	100	100	100	100	49
October 2020	40	8	3	*	*	0	100	100	100	100	100	12
October 2021	31	2	1	*	0	0	100	100	100	100	68	2
October 2022	22	1	*	*	0	0	100	100	100	100	12	*
October 2023	11	0	0	0	0	0	100	0	0	0	0	0
October 2024	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	9.1	5.5	4.1	2.4	1.6	1.1	15.0	13.6	13.6	13.5	12.4	10.2

* 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.

Characteristics of the Residual Classes

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

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

CERTAIN ADDITIONAL FEDERAL INCOME TAX CONSEQUENCES

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

U.S. Treasury Circular 230 Notice

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

REMIC Elections and Special Tax Attributes

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

Taxation of Beneficial Owners of Regular Certificates

The Notional Classes, the Principal Only Classes 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	250% PSA
2	300% PSA
3	150% PSA
4	200% PSA
5	200% PSA
6	275% PSA
7	225% 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 B, CB, EB, HC, HD and HE Classes of RCR Certificates are Combination RCR Certificates. The other Classes of RCR Certificates are Strip RCR Certificates. See "Material Federal Income Tax Consequences—Taxation of Beneficial Owners of RCR Certificates" in the REMIC Prospectus for a general discussion of the federal income tax treatment of beneficial owners of RCR Certificates.

PLAN OF DISTRIBUTION

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

LEGAL MATTERS

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

Schedule 1

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								
BO	$ 87,038,760	B	$ 87,038,760	SEQ	6.00%	FIX	31398F3R0	November 2039
BI	87,038,760(3)							
Recombination 2								
OB	25,395,000	CB	25,395,000	SEQ	4.50	FIX	31398F3S8	November 2039
IB	25,395,000(3)							
Recombination 3								
DA	259,632,565	DB	259,632,565	PT	3.00	FIX	31398F3T6	October 2020
		DI	86,544,188(3)	NTL	4.50	FIX/IO	31398F3Z2	October 2020
Recombination 4								
DA	259,632,565	DC	259,632,565	PT	3.25	FIX	31398F3U3	October 2020
		DI	72,120,157(3)	NTL	4.50	FIX/IO	31398F3Z2	October 2020
Recombination 5								
DA	259,632,565	DE	259,632,565	PT	3.50	FIX	31398F3V1	October 2020
		DI	57,696,126(3)	NTL	4.50	FIX/IO	31398F3Z2	October 2020
Recombination 6								
DA	259,632,565	DG	259,632,565	PT	3.75	FIX	31398F3W9	October 2020
		DI	43,272,094(3)	NTL	4.50	FIX/IO	31398F3Z2	October 2020
Recombination 7								
DA	259,632,565	DH	259,632,565	PT	4.00	FIX	31398F3X7	October 2020
		DI	28,848,063(3)	NTL	4.50	FIX/IO	31398F3Z2	October 2020
Recombination 8								
DA	259,632,565	DJ	259,632,565	PT	4.25	FIX	31398F3Y5	October 2020
		DI	14,424,031(3)	NTL	4.50	FIX/IO	31398F3Z2	October 2020
Recombination 9								
EA	91,000,000	EC	91,000,000	SEQ	3.00	FIX	31398F4A6	May 2023
		EI	30,333,333(3)	NTL	4.50	FIX/IO	31398F4G3	May 2023
Recombination 10								
EA	91,000,000	ED	91,000,000	SEQ	3.25	FIX	31398F4B4	May 2023
		EI	25,277,778(3)	NTL	4.50	FIX/IO	31398F4G3	May 2023

REMIC Certificates		RCR Certificates						
Classes	Original Balances	RCR Classes	Original Balances	Principal Type(2)	Interest Rate	Interest Type(2)	CUSIP Number	Final Distribution Date
Recombination 11								
EA	$ 91,000,000	EG	$ 91,000,000	SEQ	3.50%	FIX	31398F4C2	May 2023
		EI	20,222,222(3)	NTL	4.50	FIX/IO	31398F4G3	May 2023
Recombination 12								
EA	91,000,000	EH	91,000,000	SEQ	3.75	FIX	31398F4D0	May 2023
		EI	15,166,667(3)	NTL	4.50	FIX/IO	31398F4G3	May 2023
Recombination 13								
EA	91,000,000	EJ	91,000,000	SEQ	4.00	FIX	31398F4E8	May 2023
		EI	10,111,111(3)	NTL	4.50	FIX/IO	31398F4G3	May 2023
Recombination 14								
EA	91,000,000	EK	91,000,000	SEQ	4.25	FIX	31398F4F5	May 2023
		EI	5,055,556(3)	NTL	4.50	FIX/IO	31398F4G3	May 2023
Recombination 15								
OE	17,367,057	EB	17,367,057	SEQ	4.50	FIX	31398F4H1	November 2024
IE	17,367,057(3)							
Recombination 16								
MA	34,350,000	MB	34,350,000	PAC/AD	3.00	FIX	31398F4J7	October 2039
		MI	11,450,000(3)	NTL	4.50	FIX/IO	31398F4M0	October 2039
Recombination 17								
MA	34,350,000	MC	34,350,000	PAC/AD	3.50	FIX	31398F4K4	October 2039
		MI	7,633,333(3)	NTL	4.50	FIX/IO	31398F4M0	October 2039
Recombination 18								
MA	34,350,000	MD	34,350,000	PAC/AD	4.00	FIX	31398F4L2	October 2039
		MI	3,816,667(3)	NTL	4.50	FIX/IO	31398F4M0	October 2039
Recombination 19								
HA	152,413,539	HC	152,413,539	SEQ	3.50	FIX	31398F4N8	November 2024
HI	12,701,128(3)							
Recombination 20								
HA	152,413,539	HD	152,413,539	SEQ	4.00	FIX	31398F4P3	November 2024
HI	25,402,256(3)							

REMIC Certificates		RCR Certificates						
Classes	Original Balances	RCR Classes	Original Balances	Principal Type(2)	Interest Rate	Interest Type(2)	CUSIP Number	Final Distribution Date
Recombination 21								
HA	$152,413,539	HE	$152,413,539	SEQ	4.50%	FIX	31398F4Q1	November 2024
HI	38,103,385(3)							

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

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

(3) Notional balances. These Classes are Interest Only Classes. See page S-8 for a description of how their notional balances are calculated.

Principal Balance Schedule

Aggregate Group Planned Balances

Distribution Date	Planned Balance	Distribution Date	Planned Balance	Distribution Date	Planned Balance
Initial Balance	$34,460,000.00	September 2014	$11,032,973.45	August 2019	$ 2,533,508.92
November 2009	34,022,639.44	October 2014	10,765,769.45	September 2019	2,469,798.58
December 2009	33,574,503.75	November 2014	10,504,911.25	October 2019	2,407,637.71
January 2010	33,124,874.55	December 2014	10,250,250.10	November 2019	2,346,989.41
February 2010	32,673,767.03	January 2015	10,001,640.75	December 2019	2,287,817.61
March 2010	32,221,205.10	February 2015	9,758,941.28	January 2020	2,230,087.13
April 2010	31,767,221.27	March 2015	9,522,013.09	February 2020	2,173,763.58
May 2010	31,311,856.50	April 2015	9,290,720.80	March 2020	2,118,813.41
June 2010	30,855,160.05	May 2015	9,064,932.16	April 2020	2,065,203.83
July 2010	30,397,189.30	June 2015	8,844,518.01	May 2020	2,012,902.85
August 2010	29,938,009.58	July 2015	8,629,352.18	June 2020	1,961,879.22
September 2010	29,477,693.94	August 2015	8,419,311.43	July 2020	1,912,102.40
October 2010	29,016,322.94	September 2015	8,214,275.41	August 2020	1,863,542.62
November 2010	28,553,984.40	October 2015	8,014,126.54	September 2020	1,816,170.76
December 2010	28,090,773.21	November 2015	7,818,749.98	October 2020	1,769,958.42
January 2011	27,626,790.97	December 2015	7,628,033.58	November 2020	1,724,877.85
February 2011	27,162,145.83	January 2016	7,441,867.78	December 2020	1,680,901.98
March 2011	26,700,065.05	February 2016	7,260,145.58	January 2021	1,638,004.33
April 2011	26,240,550.59	March 2016	7,082,762.46	February 2021	1,596,159.10
May 2011	25,783,608.66	April 2016	6,909,616.34	March 2021	1,555,341.06
June 2011	25,329,249.57	May 2016	6,740,607.52	April 2021	1,515,525.58
July 2011	24,877,487.61	June 2016	6,575,638.61	May 2021	1,476,688.62
August 2011	24,428,340.88	July 2016	6,414,614.51	June 2021	1,438,806.72
September 2011	23,981,831.14	August 2016	6,257,442.30	July 2021	1,401,856.94
October 2011	23,537,983.63	September 2016	6,104,031.26	August 2021	1,365,816.91
November 2011	23,096,826.91	October 2016	5,954,292.77	September 2021	1,330,664.78
December 2011	22,658,392.68	November 2016	5,808,140.27	October 2021	1,296,379.20
January 2012	22,222,715.63	December 2016	5,665,489.22	November 2021	1,262,939.36
February 2012	21,792,969.54	January 2017	5,526,257.06	December 2021	1,230,324.90
March 2012	21,369,075.47	February 2017	5,390,363.15	January 2022	1,198,515.98
April 2012	20,950,955.55	March 2017	5,257,728.72	February 2022	1,167,493.20
May 2012	20,538,532.91	April 2017	5,128,276.87	March 2022	1,137,237.64
June 2012	20,131,731.68	May 2017	5,001,932.45	April 2022	1,107,730.81
July 2012	19,730,477.01	June 2017	4,878,622.09	May 2022	1,078,954.66
August 2012	19,334,695.02	July 2017	4,758,274.14	June 2022	1,050,891.59
September 2012	18,944,312.82	August 2017	4,640,818.60	July 2022	1,023,524.39
October 2012	18,559,258.44	September 2017	4,526,187.12	August 2022	996,836.27
November 2012	18,179,460.91	October 2017	4,414,312.95	September 2022	970,810.83
December 2012	17,804,850.15	November 2017	4,305,130.88	October 2022	945,432.07
January 2013	17,435,357.02	December 2017	4,198,577.24	November 2022	920,684.36
February 2013	17,070,913.29	January 2018	4,094,589.84	December 2022	896,552.45
March 2013	16,711,451.62	February 2018	3,993,107.96	January 2023	873,021.44
April 2013	16,356,905.57	March 2018	3,894,072.28	February 2023	850,076.79
May 2013	16,007,209.55	April 2018	3,797,424.87	March 2023	827,704.31
June 2013	15,662,298.86	May 2018	3,703,109.16	April 2023	805,890.14
July 2013	15,322,109.63	June 2018	3,611,069.90	May 2023	784,620.75
August 2013	14,986,578.86	July 2018	3,521,253.15	June 2023	763,882.94
September 2013	14,655,644.34	August 2018	3,433,606.20	July 2023	743,663.81
October 2013	14,329,244.71	September 2018	3,348,077.60	August 2023	723,950.77
November 2013	14,007,319.41	October 2018	3,264,617.10	September 2023	704,731.53
December 2013	13,689,808.66	November 2018	3,183,175.62	October 2023	685,994.12
January 2014	13,376,653.50	December 2018	3,103,705.22	November 2023	667,726.80
February 2014	13,067,795.72	January 2019	3,026,159.12	December 2023	649,918.15
March 2014	12,763,177.89	February 2019	2,950,491.59	January 2024	632,557.02
April 2014	12,462,743.33	March 2019	2,876,658.01	February 2024	615,632.52
May 2014	12,166,436.11	April 2019	2,804,614.79	March 2024	599,134.00
June 2014	11,874,201.04	May 2019	2,734,319.35	April 2024	583,051.09
July 2014	11,587,031.51	June 2019	2,665,730.12	May 2024	567,373.66
August 2014	11,306,675.51	July 2019	2,598,806.53	June 2024	552,091.82

Aggregate Group (Continued)

Distribution Date	Planned Balance	Distribution Date	Planned Balance	Distribution Date	Planned Balance
July 2024	$ 537,195.92	May 2028	$ 142,250.01	March 2032	$ 27,546.54
August 2024	522,676.52	June 2028	137,906.66	April 2032	26,356.33
September 2024	508,524.44	July 2028	133,679.04	May 2032	25,200.90
October 2024	494,730.70	August 2028	129,564.23	June 2032	24,079.32
November 2024	481,286.53	September 2028	125,559.39	July 2032	22,990.71
December 2024	468,183.37	October 2028	121,661.73	August 2032	21,934.19
January 2025	455,412.88	November 2028	117,868.54	September 2032	20,908.89
February 2025	442,966.92	December 2028	114,177.19	October 2032	19,913.99
March 2025	430,837.51	January 2029	110,585.09	November 2032	18,948.68
April 2025	419,016.90	February 2029	107,089.72	December 2032	18,012.16
May 2025	407,497.52	March 2029	103,688.63	January 2033	17,103.66
June 2025	396,271.96	April 2029	100,379.43	February 2033	16,222.44
July 2025	385,333.01	May 2029	97,159.77	March 2033	15,367.75
August 2025	374,673.61	June 2029	94,027.39	April 2033	14,538.89
September 2025	364,286.90	July 2029	90,980.05	May 2033	13,735.15
October 2025	354,166.16	August 2029	88,015.59	June 2033	13,021.79
November 2025	344,304.84	September 2029	85,131.90	July 2033	12,329.59
December 2025	334,696.55	October 2029	82,326.90	August 2033	11,657.99
January 2026	325,335.04	November 2029	79,598.60	September 2033	11,006.43
February 2026	316,214.23	December 2029	76,945.02	October 2033	10,374.39
March 2026	307,328.18	January 2030	74,364.25	November 2033	9,761.33
April 2026	298,671.08	February 2030	71,854.42	December 2033	9,166.74
May 2026	290,237.27	March 2030	69,413.72	January 2034	8,590.14
June 2026	282,021.24	April 2030	67,040.36	February 2034	8,031.03
July 2026	274,017.59	May 2030	64,732.62	March 2034	7,488.93
August 2026	266,221.05	June 2030	62,488.80	April 2034	6,963.40
September 2026	258,626.49	July 2030	60,307.26	May 2034	6,453.99
October 2026	251,228.91	August 2030	58,186.38	June 2034	5,960.24
November 2026	244,023.42	September 2030	56,124.61	July 2034	5,481.75
December 2026	237,005.23	October 2030	54,120.41	August 2034	5,018.09
January 2027	230,169.71	November 2030	52,172.29	September 2034	4,568.85
February 2027	223,512.29	December 2030	50,278.80	October 2034	4,133.66
March 2027	217,028.56	January 2031	48,438.52	November 2034	3,712.11
April 2027	210,714.18	February 2031	46,650.06	December 2034	3,303.83
May 2027	204,564.93	March 2031	44,912.09	January 2035	2,908.47
June 2027	198,576.69	April 2031	43,223.28	February 2035	2,525.67
July 2027	192,745.45	May 2031	41,582.36	March 2035	2,155.07
August 2027	187,067.27	June 2031	39,988.07	April 2035	1,796.34
September 2027	181,538.34	July 2031	38,439.19	May 2035	1,449.16
October 2027	176,154.91	August 2031	36,934.54	June 2035	1,113.20
November 2027	170,913.36	September 2031	35,472.96	July 2035	788.15
December 2027	165,810.11	October 2031	34,053.31	August 2035	473.71
January 2028	160,841.70	November 2031	32,674.50	September 2035	169.58
February 2028	156,004.75	December 2031	31,335.46	October 2035 and thereafter	0.00
March 2028	151,295.95	January 2032	30,035.12		
April 2028	146,712.09	February 2032	28,772.48		

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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$984,251,652

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Pass-Through Certificates

Fannie Mae REMIC Trust 2009-88

PROSPECTUS SUPPLEMENT

Barclays Capital

October 26, 2009