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

$936,073,709

FannieMae®

Guaranteed REMIC Pass-Through Certificates
Fannie Mae REMIC Trust 2009-94

The Certificates

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

Payments to Certificateholders

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

- interest accrued on the balance of your certificate, and
- principal to the extent available for payment on your class.

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

The Fannie Mae Guaranty

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

The Trust and its Assets

The trust will own

- Fannie Mae MBS
- Fannie Mae Stripped MBS and
- underlying REMIC certificates backed by Fannie Mae 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
AB	1	$ 50,000,000	SEQ	5.0%	FIX	31398FT68	July 2037
AC	1	10,975,610	SEQ	5.0	FIX	31398FT76	November 2039
BD(2)	2	39,621,819	SEQ	4.0	FIX	31398FT84	February 2038
BI(2)	2	7,924,364(3)	NTL	5.0	FIX/IO	31398FT92	February 2038
BC	2	6,450,063	SEQ	5.0	FIX	31398FU25	November 2039
FA	3	91,819,422	PT	(4)	FLT	31398FU33	November 2039
SA	3	58,467,416(3)	NTL	(4)	INV/IO	31398FU41	November 2039
SB	3	33,352,005(3)	NTL	(4)	INV/IO	31398FU58	November 2039
FD	4	250,000,000	PT	(4)	FLT	31398FU66	November 2039
SD	4	100,000,000(3)	NTL	(4)	INV/IO	31398FU74	November 2039
SE	4	150,000,000(3)	NTL	(4)	INV/IO	31398FU82	November 2039
DF(2)	4	137,299,000	PAC	4.0	FIX	31398FU90	October 2039
DI(2)	4	11,441,583(3)	NTL	6.0	FIX/IO	31398FV24	October 2039
DB	4	1,093,000	PAC	4.5	FIX	31398FV32	November 2039
UF	4	18,176,572	SUP	(4)	FLT	31398FV40	November 2039
US	4	10,098,095	SUP	(4)	INV	31398FV57	November 2039
FC	5	153,124,896	SC/PT	(4)	FLT	31398FV65	February 2038
FX	5	5,671,292	SC/PT	(4)(5)	T	31398FV73	February 2038
FB	6	155,967,371	SC/PT	(4)	FLT	31398FV81	January 2038
FT	6	5,776,569	SC/PT	(4)(5)	T	31398FV99	January 2038
R		0	NPR	0	NPR	31398FW23	November 2039
RL		0	NPR	0	NPR	31398FW31	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-10 for a description of how their notional balances are calculated.
(4) Based on LIBOR.
(5) These classes are toggle classes. See pages S-9 and S-10 for a description of their interest rates.

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 BG, BA, DA and DJ 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.

Carefully consider the risk factors on page S-12 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.

Citi

The date of this Prospectus Supplement is October 23, 2009

TABLE OF CONTENTS

AVAILABLE INFORMATION

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

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

  (as applicable, the "MBS Prospectus");
- if you are purchasing any Group 3 Class or the R or RL 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");
- if you are purchasing any Group 5 or Group 6 Class or the R or RL Class, the disclosure documents relating to the applicable underlying REMIC certificates (the "Underlying REMIC Disclosure Documents"); and
- any information incorporated by reference in this prospectus supplement as discussed below and under the heading "Incorporation by Reference" in the REMIC Prospectus.

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

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

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

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

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

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

Citigroup Global Markets Inc.
Prospectus Department
540 Crosspoint Parkway
Building 2
Attn: Compliance Fulfillment Unit
Getzville, New York 14068
(telephone 1-800-831-9146).

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 SMBS
4	Group 4 MBS
5	Class 2008-1-BF REMIC Certificate
6	Class 2007-116-FD REMIC Certificate Class 2007-116-FE REMIC Certificate

Group 1, Group 2 and Group 4

Characteristics of the Trust 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	$ 60,975,610	5.00%	5.25% to 7.50%	241 to 360
Group 2 MBS	$ 17,262,010	5.00%	5.25% to 7.50%	241 to 360
	$ 28,809,872	5.00%	5.25% to 7.50%	241 to 360
Group 4 MBS				
Subgroup 4a MBS	$166,666,667	6.00%	6.25% to 8.50%	241 to 360
Subgroup 4b MBS	$250,000,000	6.00%	6.25% to 8.50%	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
Group 1 MBS	$ 60,975,610	360	291	61	5.531%
Group 2 MBS	$ 17,262,010	360	273	68	5.565%
	$ 28,809,872	360	262	71	5.528%
Group 4 MBS					
Subgroup 4a MBS	$166,666,667	360	330	27	6.554%
Subgroup 4b MBS	$250,000,000	360	330	27	6.609%

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

Group 3

Characteristics of the SMBS

	Approximate 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 3 SMBS				
Subgroup 3a SMBS	$58,467,417*	—	6.25% to 8.50%	241 to 360
	$68,211,987†	6.00%		
Subgroup 3b SMBS	$33,352,005*	—	6.25% to 8.50%	241 to 360
	$38,910,674†	6.00%		

* Principal balances. These are principal only SMBS certificates.
† Notional principal balances. These are interest only SMBS certificates.

Assumed Characteristics of the Underlying Mortgage Loans

	Approximate Principal Balance	Original Term to Maturity (in months)	Remaining Term to Maturity (in months)	Loan Age (in months)	Interest Rate
Group 3 SMBS					
Subgroup 3a SMBS	$58,467,417*	360	314	41	6.471%
Subgroup 3b SMBS	$33,352,005**	360	312	43	6.432%

* In addition, we have assumed that monthly interest accrues on a notional principal balance initially equal to $68,211,987 and declining in proportion to the principal balance of the loan.
** In addition, we have assumed that monthly interest accrues on a notional principal balance initially equal to $38,910,674 and declining in proportion to the principal balance of the loan.

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

Group 5 and Group 6

Exhibit A describes the underlying REMIC certificates in Group 5 and Group 6, including certain information about the related mortgage loans. To learn more about the underlying REMIC certificates, you should obtain from us the current class factors and the related disclosure documents as described on page S-3.

Settlement Date

We expect to issue the certificates on 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 (other than the FC and FB Classes) will bear interest at the initial interest rates listed below. The initial rates listed below for the FC and FB Classes and the toggle classes are assumed rates. During each subsequent interest accrual period, the floating rate, inverse floating rate and toggle 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	1.09438%	7.00%	0.85000%	LIBOR + 85 basis points
SA	5.90562%	6.15%	0.00000%	6.15% − LIBOR
SB	5.90562%	6.15%	0.00000%	6.15% − LIBOR
FD	1.04438%	7.00%	0.80000%	LIBOR + 80 basis points
SD	5.95562%	6.20%	0.00000%	6.20% − LIBOR
SE	5.95562%	6.20%	0.00000%	6.20% − LIBOR
UF	1.54438%	7.00%	1.30000%	LIBOR + 130 basis points
US	9.82012%	10.26%	0.00000%	10.26% − (1.8 × LIBOR)
FC	1.09438%(2)	7.00%	0.85000%	LIBOR + 85 basis points
FX	0.81438%(2)	6.48%	0.00000%	(3)
FB	1.07981%(2)	7.00%	0.83481%	LIBOR + 83.481 basis points
FT	0.24500%(2)	5.94%	0.00000%	(4)

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

(2) Assumed initial interest rates. We will calculate the actual rates for these classes on October 22, 2009 using the applicable formulas.

(3) The applicable interest rate for the FX Class during each interest accrual period will be determined as follows:

If LIBOR is:	Applicable Formula
Less than or equal to 5.91%	LIBOR + 57 basis points
Greater than 5.91%	(6.15% − LIBOR) × 27

(4) The applicable interest rate for the FT Class during each interest accrual period will be determined as follows:

If LIBOR is:	Applicable Rate or Formula
Less than or equal to 5.94%	LIBOR
Greater than 5.94% and less than or equal to 5.95%	83.16% − (13 × LIBOR)
Greater than 5.95%	166.46% − (27 × LIBOR)

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	20.0000005048% of the BD Class
SA	100% of the principal balance of the Subgroup 3a SMBS
SB	100% of the principal balance of the Subgroup 3b SMBS
SD	60% of the principal balance of the Subgroup 4a MBS
SE	60% of the principal balance of the Subgroup 4b MBS
DI	8.3333330906% of the DF Class

Distributions of Principal

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

Weighted Average Lives (years)*

Group 1 Classes	PSA Prepayment Assumption				
	0%	100%	288%	600%	1000%
AB	18.3	6.7	3.0	1.4	0.7
AC	28.9	19.9	11.9	5.8	2.9

Group 2 Classes	PSA Prepayment Assumption					
	0%	100%	304%	600%	900%	1300%
BD, BI, BG and BA	18.8	6.8	3.0	1.5	0.9	0.5
BC	29.2	19.1	11.9	6.2	3.7	2.0

Group 3 Classes	PSA Prepayment Assumption					
	0%	100%	300%	560%	900%	1300%
FA	20.8	9.8	4.5	2.4	1.3	0.7
SA	20.8	9.8	4.5	2.4	1.3	0.7
SB	20.8	9.7	4.5	2.4	1.3	0.7

Group 4 Classes	PSA Prepayment Assumption							
	0%	100%	200%	250%	320%	600%	900%	1300%
FD	20.8	10.1	6.5	5.4	4.3	2.2	1.3	0.7
SD	20.8	10.1	6.5	5.4	4.3	2.2	1.3	0.7
SE	20.8	10.2	6.5	5.4	4.3	2.2	1.3	0.7
DF, DI, DA and DJ	19.0	7.5	4.7	4.7	4.7	2.5	1.5	0.8
DB	28.0	22.5	22.5	22.5	22.5	12.8	7.6	4.0
UF and US	29.1	22.5	14.5	8.1	1.6	0.3	0.2	0.1

Group 5 Classes	PSA Prepayment Assumption 0%	100%	300%	715%	1000%	1600%
FC and FX	19.6	10.3	4.7	1.8	1.2	0.5

Group 6 Classes	PSA Prepayment Assumption 0%	100%	300%	745%	1000%	1600%
FB and FT	19.5	10.3	4.7	1.7	1.2	0.4

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

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 2 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 2 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.

Slight changes in LIBOR may significantly affect the yields on the toggle classes. The yields on the toggle classes may be extremely sensitive to certain changes in monthly LIBOR values. In particular, the toggle classes may experience dramatic declines in their yields as a result of certain changes in LIBOR, even if those changes are slight. For an illustration of this sensitivity, see the related yield tables in this prospectus supplement.

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:

- three groups of Fannie Mae Guaranteed Mortgage Pass-Through Certificates (the "Group 1 MBS," "Group 2 MBS" and "Group 4 MBS" and together, the "Trust MBS"),
- certain previously issued Fannie Mae Stripped Mortgage-Backed Securities (the "Group 3 SMBS") and
- two groups of previously issued REMIC certificates (the "Group 5 Underlying REMIC Certificate" and "Group 6 Underlying REMIC Certificates," and together, the "Underlying REMIC Certificates") issued from the related Fannie Mae REMIC trusts (the "Underlying REMIC Trusts") as further described in Exhibit A.

The Underlying REMIC Certificates evidence direct or indirect beneficial ownership interests in certain Fannie Mae Guaranteed Mortgage Pass-Through Certificates.

The Group 3 SMBS represent beneficial ownership interests in certain principal or interest distributions on mortgage loans underlying certain Fannie Mae Guaranteed Mortgage Pass-Through Certificates (together with the Trust MBS and the Fannie Mae Guaranteed Mortgage Pass-Through Certificates backing the Underlying REMIC Certificates, 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 . . .	Trust MBS, Group 3 SMBS and Underlying REMIC Certificates	Interests in the Lower Tier REMIC other than the RL Class (the "Lower Tier Regular Interests")	RL
Upper Tier REMIC . . .	Lower Tier Regular Interests	All Classes of REMIC Certificates other than the R and RL Classes	R

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

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

We will issue the Residual Certificates in fully registered, certificated form. The "Holder" or "Certificateholder" of a Residual Certificate is its registered owner. A Residual Certificate can be transferred at the corporate trust office of the Transfer Agent, or at the office of the Transfer Agent in

New York, New York. U.S. Bank National Association ("US Bank") in Boston, Massachusetts will be the initial Transfer Agent. We may impose a service charge for any registration of transfer of a Residual Certificate and may require payment to cover any tax or other governmental charge. See also "—Characteristics of the Residual Classes" below.

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

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

The Trust MBS

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

Furthermore, the pools underlying the Group 2 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 2 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 and Group 4 MBS—Characteristics of the Trust MBS" and "—Assumed Characteristics of the Underlying Mortgage Loans" in this prospectus supplement and "The Mortgage Pools" and "Yield, Maturity, and Prepayment Considerations" in the MBS Prospectus.

The Group 3 SMBS

The general characteristics of the Group 3 SMBS are described in the SMBS Prospectus. The Group 3 SMBS provide that certain principal and 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 3—Characteristics of the 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.

The Underlying REMIC Certificates

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

Distributions on the Underlying REMIC Certificates will be passed through monthly, beginning in the month after we issue the Certificates. The general characteristics of the Underlying REMIC Certificates are described in the related Underlying REMIC Disclosure Documents. See Exhibit A for certain additional information about the Underlying REMIC Certificates. Exhibit A is being provided in lieu of a Final Data Statement with respect to the Underlying REMIC Certificates.

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

Distributions of Interest

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

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

Delay Classes	No-Delay Classes
Fixed Rate Classes and the UF and US Classes	Floating Rate, Inverse Floating Rate and Toggle Classes (other than the UF and US Classes)

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

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 AC, 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 BD and BC, 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 FA until retired. — **Pass-Through Class**

  The "Group 3 Principal Distribution Amount" is the principal then paid on the Group 3 SMBS.

- *Group 4*

  The Group 4 Principal Distribution Amount as follows:

  — 59.999999952% to FD until retired, and — **Pass-Through Class**

  — 40.000000048% as follows:

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

  second, to UF and US, pro rata, until retired; and — **Support Classes**

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

  The "Aggregate Group" consists of the DF and DB Classes. On each Distribution Date, we will apply payments of principal of the Aggregate Group to DF and DB, 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.

  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 FC and FX, pro rata, until retired. — **Structured Collateral/ Pass-Through Classes**

  The "Group 5 Principal Distribution Amount" is the principal then paid on the Group 5 Underlying REMIC Certificate.

- *Group 6*

  The Group 6 Principal Distribution Amount to FB and FT, pro rata, until retired. — **Structured Collateral/ Pass-Through Classes**

  The "Group 6 Principal Distribution Amount" is the principal then paid on the Group 6 Underlying REMIC Certificates.

Structuring Assumptions

Pricing Assumptions. Except where otherwise noted, the information in the tables in this prospectus supplement has been prepared based on the actual characteristics of each pool of Mortgage Loans backing the Underlying REMIC Certificates and the following assumptions (such characteristics and assumptions, collectively, the "Pricing Assumptions"):

- the Mortgage Loans underlying the Trust MBS have the original terms to maturity, remaining terms to maturity, loan ages and interest rates specified under "Summary—Group 1, Group 2 and Group 4—Assumed Characteristics of the Underlying Mortgage Loans" in this prospectus supplement;
- the Mortgage Loans underlying the Group 3 SMBS have the original terms to maturity, remaining terms to maturity, loan ages and interest rates specified under "Summary—Group 3—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 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 applicable "Structuring Range" specified in the chart below. The "Effective Range" for the Aggregate Group is the range of prepayment rates (measured by *constant* PSA rates) that would reduce the Aggregate Group to its scheduled balance each month based on the Pricing Assumptions. We have not provided separate schedules for the individual Classes included in the Aggregate Group. However, these Classes are designed to receive principal distributions in the same fashion as if separate schedules had been provided (with schedules based on the same underlying assumptions that apply to the Aggregate Group schedule). If such separate schedules had been provided for the individual Classes included in the Aggregate Group we expect that the effective ranges for those Classes would not be narrower than those shown below for the Aggregate Group.

Group	Structuring Range	Initial Effective Range
Aggregate Group Planned Balances	Between 200% and 320% PSA	Between 200% and 320% PSA

The Aggregate Group consists of the DF and DB 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 applicable 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 a Structuring Range or an Effective Range, principal distributions may be insufficient to reduce the Aggregate Group to its scheduled balance each month if prepayments do not occur at a *constant* PSA rate.
- The actual Effective Range at any time will be based upon the actual characteristics of the related Mortgage Loans at that time, which are likely to vary (and may vary considerably) from the Pricing Assumptions. As a result, the actual Effective Range will likely differ from the Initial Effective Range specified above. For the same reason, the Aggregate Group might not be reduced to its scheduled balance each month even if the related Mortgage Loans prepay at a *constant* PSA rate within the Initial Effective Range. This is so particularly if the rate falls at the lower or higher end of the range.
- The actual Effective Range may narrow, widen or shift upward or downward to reflect actual prepayment experience over time.

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

Yield Tables

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

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

- converting the monthly rates to corporate bond equivalent rates.

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

We cannot assure you that

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

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

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

- the Mortgage Loans will prepay at a constant PSA rate until maturity,

- all of the Mortgage Loans will prepay at the same rate, or

- the level of the Index will remain constant.

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

Class	% PSA
BI	659%
DI	1,113%

For either 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	6.25%
DI	6.00%

* 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%	304%	600%	900%	1300%
Pre-Tax Yields to Maturity	80.0%	75.0%	52.3%	9.8%	(45.0)%	*

Sensitivity of the DI Class to Prepayments

	PSA Prepayment Assumption							
	50%	100%	200%	250%	320%	600%	900%	1300%
Pre-Tax Yields to Maturity	106.1%	100.5%	88.8%	88.8%	88.8%	69.4%	33.2%	(36.5)%

The Inverse Floating Rate and Toggle Classes. **The yields on the Inverse Floating Rate and Toggle Classes will be sensitive in varying degrees to the rate of principal payments, including prepayments, of the related Mortgage Loans and to the level of the Index. The Mortgage Loans generally can be prepaid at any time without penalty. In addition, the rate of principal payments (including prepayments) of the Mortgage Loans is likely to vary, and may vary considerably, from pool to pool. As illustrated in the applicable tables below, it is possible that investors in the SA, SB, SD and SE Classes would lose money on their initial investments under certain Index and prepayment scenarios.**

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

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

- the interest rates for the Inverse Floating Rate and Toggle Classes for the initial Interest Accrual Period are the rates listed in the table under "Summary—Interest Rates" in this prospectus supplement and for each following Interest Accrual Period will be based on the specified level of the Index, and

- the aggregate purchase prices of these Classes (expressed in each case as a percentage of original principal balance) are as follows:

Class	Price*
SA	9.00%
SB	9.25%
SD	9.00%
SE	9.00%
US	99.0%
FX	87.0%
FT	85.0%

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

In the following yield tables, 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%	300%	560%	900%	1300%
0.12000%	70.8%	66.8%	49.9%	26.0%	(10.3)%	(66.5)%
0.24438%	69.1%	65.1%	48.3%	24.5%	(11.5)%	(67.4)%
2.24438%	42.5%	38.9%	23.6%	1.8%	(31.0)%	(81.8)%
4.24438%	17.0%	13.7%	(0.2)%	(19.9)%	(49.7)%	(96.3)%
6.15000%	*	*	*	*	*	*

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

	PSA Prepayment Assumption					
LIBOR	50%	100%	300%	560%	900%	1300%
0.12000%	68.4%	64.4%	47.7%	24.0%	(12.0)%	(67.8)%
0.24438%	66.8%	62.8%	46.2%	22.6%	(13.2)%	(68.7)%
2.24438%	41.0%	37.4%	22.2%	0.6%	(32.1)%	(82.6)%
4.24438%	16.2%	12.9%	(0.9)%	(20.5)%	(50.2)%	(96.8)%
6.15000%	*	*	*	*	*	*

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

	PSA Prepayment Assumption							
LIBOR	50%	100%	200%	250%	320%	600%	900%	1300%
0.12000%	71.8%	67.8%	59.5%	55.3%	49.2%	23.2%	(9.0)%	(64.7)%
0.24438%	70.1%	66.1%	57.9%	53.7%	47.6%	21.7%	(10.3)%	(65.7)%
2.24438%	43.4%	39.8%	32.3%	28.4%	22.9%	(0.8)%	(30.0)%	(80.6)%
4.24438%	17.9%	14.6%	7.8%	4.3%	(0.7)%	(22.3)%	(48.8)%	(95.3)%
6.20000%	*	*	*	*	*	*	*	*

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

	PSA Prepayment Assumption							
LIBOR	**50%**	**100%**	**200%**	**250%**	**320%**	**600%**	**900%**	**1300%**
0.12000%	71.8%	67.8%	59.5%	55.3%	49.2%	23.2%	(9.0)%	(64.7)%
0.24438%	70.1%	66.1%	57.9%	53.7%	47.7%	21.7%	(10.3)%	(65.7)%
2.24438%	43.5%	39.8%	32.3%	28.4%	22.9%	(0.8)%	(30.0)%	(80.5)%
4.24438%	18.0%	14.6%	7.8%	4.3%	(0.7)%	(22.2)%	(48.8)%	(95.2)%
6.20000%	*	*	*	*	*	*	*	*

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

	PSA Prepayment Assumption							
LIBOR	**50%**	**100%**	**200%**	**250%**	**320%**	**600%**	**900%**	**1300%**
0.12000%	10.3%	10.3%	10.3%	10.3%	10.5%	11.3%	12.2%	13.5%
0.24438%	10.1%	10.1%	10.1%	10.1%	10.3%	11.1%	12.0%	13.4%
2.24438%	6.3%	6.4%	6.4%	6.4%	6.7%	8.1%	9.7%	12.1%
4.24438%	2.7%	2.7%	2.7%	2.8%	3.2%	5.2%	7.4%	10.8%
5.70000%	0.0%	0.0%	0.1%	0.1%	0.7%	3.1%	5.7%	9.8%

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

	PSA Prepayment Assumption					
LIBOR	**50%**	**100%**	**300%**	**715%**	**1000%**	**1600%**
0.12000%	1.8%	2.2%	4.0%	9.1%	13.8%	34.5%
0.24438%	2.0%	2.3%	4.1%	9.2%	14.0%	34.7%
2.24438%	4.2%	4.6%	6.4%	11.5%	16.2%	36.8%
4.24438%	6.5%	6.9%	8.7%	13.8%	18.5%	39.0%
5.91000%	8.4%	8.8%	10.7%	15.7%	20.4%	40.8%
5.92000%	8.1%	8.5%	10.4%	15.4%	20.1%	40.5%
6.00000%	5.6%	6.0%	7.9%	12.9%	17.7%	38.2%
6.15000%	1.1%	1.4%	3.2%	8.3%	13.1%	33.8%

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

	PSA Prepayment Assumption					
LIBOR	**50%**	**100%**	**300%**	**745%**	**1000%**	**1600%**
0.12000%	1.4%	1.8%	3.9%	10.5%	15.8%	42.1%
0.24500%	1.5%	1.9%	4.1%	10.7%	15.9%	42.3%
2.24500%	3.8%	4.2%	6.4%	13.0%	18.3%	44.5%
4.24500%	6.1%	6.6%	8.8%	15.4%	20.6%	46.8%
5.94000%	8.1%	8.5%	10.8%	17.4%	22.6%	48.7%
5.94500%	8.0%	8.5%	10.7%	17.3%	22.5%	48.6%
5.95000%	7.9%	8.4%	10.6%	17.2%	22.4%	48.6%
6.00000%	6.3%	6.8%	9.0%	15.6%	20.9%	47.0%
6.16519%	1.3%	1.7%	3.8%	10.4%	15.6%	42.0%

Weighted Average Lives of the Certificates

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

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

- the timing of changes in the rate of principal distributions, and
- the priority sequences of distributions of principal of the Group 1, Group 2 and Group 4 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	7.50%
Group 2 MBS	360 months	360 months	7.50%
Group 3 SMBS	360 months	360 months	8.50%
Group 4 MBS	360 months	360 months	8.50%
Group 5 Underlying REMIC Certificate	360 months	339 months	9.00%
Group 6 Underlying REMIC Certificate	360 months	338 months	9.00%

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

Date	AB Class PSA Prepayment Assumption 0%	100%	288%	600%	1000%
Initial Percent	100	100	100	100	100
October 2010	99	90	77	55	26
October 2011	98	81	58	26	0
October 2012	96	73	43	8	0
October 2013	95	65	30	0	0
October 2014	93	57	20	0	0
October 2015	92	50	12	0	0
October 2016	90	44	5	0	0
October 2017	88	38	0	0	0
October 2018	86	32	0	0	0
October 2019	84	27	0	0	0
October 2020	82	21	0	0	0
October 2021	79	17	0	0	0
October 2022	76	12	0	0	0
October 2023	73	8	0	0	0
October 2024	70	4	0	0	0
October 2025	67	1	0	0	0
October 2026	63	0	0	0	0
October 2027	59	0	0	0	0
October 2028	55	0	0	0	0
October 2029	50	0	0	0	0
October 2030	45	0	0	0	0
October 2031	39	0	0	0	0
October 2032	34	0	0	0	0
October 2033	27	0	0	0	0
October 2034	21	0	0	0	0
October 2035	13	0	0	0	0
October 2036	5	0	0	0	0
October 2037	0	0	0	0	0
October 2038	0	0	0	0	0
October 2039	0	0	0	0	0
Weighted Average Life (years)**	18.3	6.7	3.0	1.4	0.7

Date	AC Class PSA Prepayment Assumption 0%	100%	288%	600%	1000%
Initial Percent	100	100	100	100	100
October 2010	100	100	100	100	100
October 2011	100	100	100	100	85
October 2012	100	100	100	100	33
October 2013	100	100	100	85	13
October 2014	100	100	100	53	5
October 2015	100	100	100	33	2
October 2016	100	100	100	20	1
October 2017	100	100	98	13	*
October 2018	100	100	78	8	*
October 2019	100	100	62	5	*
October 2020	100	100	48	3	*
October 2021	100	100	38	2	*
October 2022	100	100	30	1	*
October 2023	100	100	23	1	*
October 2024	100	100	17	*	*
October 2025	100	100	13	*	*
October 2026	100	87	10	*	*
October 2027	100	72	7	*	*
October 2028	100	58	5	*	*
October 2029	100	46	4	*	*
October 2030	100	34	2	*	0
October 2031	100	23	1	*	0
October 2032	100	12	1	*	0
October 2033	100	2	*	*	0
October 2034	100	0	0	0	0
October 2035	100	0	0	0	0
October 2036	100	0	0	0	0
October 2037	86	0	0	0	0
October 2038	45	0	0	0	0
October 2039	0	0	0	0	0
Weighted Average Life (years)**	28.9	19.9	11.9	5.8	2.9

Date	BD, BI†, BG and BA Classes PSA Prepayment Assumption 0%	100%	304%	600%	900%	1300%
Initial Percent	100	100	100	100	100	100
October 2010	99	90	77	56	36	9
October 2011	98	81	58	29	7	0
October 2012	97	73	43	12	0	0
October 2013	95	65	30	1	0	0
October 2014	94	58	21	0	0	0
October 2015	92	51	13	0	0	0
October 2016	91	44	7	0	0	0
October 2017	89	38	2	0	0	0
October 2018	87	32	0	0	0	0
October 2019	85	27	0	0	0	0
October 2020	82	22	0	0	0	0
October 2021	80	17	0	0	0	0
October 2022	77	13	0	0	0	0
October 2023	74	9	0	0	0	0
October 2024	71	5	0	0	0	0
October 2025	68	1	0	0	0	0
October 2026	65	0	0	0	0	0
October 2027	61	0	0	0	0	0
October 2028	57	0	0	0	0	0
October 2029	52	0	0	0	0	0
October 2030	47	0	0	0	0	0
October 2031	42	0	0	0	0	0
October 2032	37	0	0	0	0	0
October 2033	31	0	0	0	0	0
October 2034	24	0	0	0	0	0
October 2035	17	0	0	0	0	0
October 2036	10	0	0	0	0	0
October 2037	2	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)**	18.8	6.8	3.0	1.5	0.9	0.5

Date	BC Class PSA Prepayment Assumption 0%	100%	304%	600%	900%	1300%
Initial Percent	100	100	100	100	100	100
October 2010	100	100	100	100	100	100
October 2011	100	100	100	100	100	33
October 2012	100	100	100	100	64	7
October 2013	100	100	100	100	29	2
October 2014	100	100	100	67	13	*
October 2015	100	100	100	41	6	*
October 2016	100	100	100	25	3	*
October 2017	100	100	100	15	1	*
October 2018	100	100	85	9	*	*
October 2019	100	100	66	6	*	*
October 2020	100	100	51	3	*	*
October 2021	100	100	39	2	*	*
October 2022	100	100	29	1	*	*
October 2023	100	100	22	1	*	0
October 2024	100	100	16	*	*	0
October 2025	100	100	12	*	*	0
October 2026	100	88	8	*	*	0
October 2027	100	68	6	*	*	0
October 2028	100	50	4	*	*	0
October 2029	100	33	2	*	*	0
October 2030	100	17	1	*	*	0
October 2031	100	4	*	*	0	0
October 2032	100	0	0	0	0	0
October 2033	100	0	0	0	0	0
October 2034	100	0	0	0	0	0
October 2035	100	0	0	0	0	0
October 2036	100	0	0	0	0	0
October 2037	100	0	0	0	0	0
October 2038	58	0	0	0	0	0
October 2039	0	0	0	0	0	0
Weighted Average Life (years)**	29.2	19.1	11.9	6.2	3.7	2.0

Date	FA Class PSA Prepayment Assumption 0%	100%	300%	560%	900%	1300%
Initial Percent	100	100	100	100	100	100
October 2010	99	93	81	65	45	22
October 2011	98	86	65	43	20	5
October 2012	98	79	52	28	9	1
October 2013	97	73	42	18	4	*
October 2014	95	67	34	12	2	*
October 2015	94	62	27	8	1	*
October 2016	93	56	22	5	*	*
October 2017	92	52	17	3	*	*
October 2018	90	47	14	2	*	*
October 2019	89	43	11	1	*	*
October 2020	87	39	9	1	*	*
October 2021	85	35	7	1	*	0
October 2022	83	31	5	*	*	0
October 2023	81	28	4	*	*	0
October 2024	78	25	3	*	*	0
October 2025	75	22	2	*	*	0
October 2026	72	19	2	*	*	0
October 2027	69	16	1	*	*	0
October 2028	66	14	1	*	*	0
October 2029	62	12	1	*	*	0
October 2030	58	9	1	*	*	0
October 2031	53	7	*	*	0	0
October 2032	49	5	*	*	0	0
October 2033	43	4	*	*	0	0
October 2034	37	2	*	*	0	0
October 2035	31	*	*	*	0	0
October 2036	24	0	0	0	0	0
October 2037	17	0	0	0	0	0
October 2038	9	0	0	0	0	0
October 2039	0	0	0	0	0	0
Weighted Average Life (years)**	20.8	9.8	4.5	2.4	1.3	0.7

Date	SA† Class PSA Prepayment Assumption 0%	100%	300%	560%	900%	1300%
Initial Percent	100	100	100	100	100	100
October 2010	99	93	81	65	45	22
October 2011	98	86	65	43	20	5
October 2012	98	79	52	28	9	1
October 2013	97	73	42	18	4	*
October 2014	95	67	34	12	2	*
October 2015	94	62	27	8	1	*
October 2016	93	56	22	5	*	*
October 2017	92	52	17	3	*	*
October 2018	90	47	14	2	*	*
October 2019	89	43	11	1	*	*
October 2020	87	39	9	1	*	*
October 2021	85	35	7	1	*	0
October 2022	83	31	5	*	*	0
October 2023	81	28	4	*	*	0
October 2024	78	25	3	*	*	0
October 2025	75	22	2	*	*	0
October 2026	72	19	2	*	*	0
October 2027	69	16	1	*	*	0
October 2028	66	14	1	*	*	0
October 2029	62	12	1	*	*	0
October 2030	58	9	1	*	*	0
October 2031	53	7	*	*	*	0
October 2032	49	5	*	*	0	0
October 2033	43	4	*	*	0	0
October 2034	37	2	*	*	0	0
October 2035	31	*	*	*	0	0
October 2036	24	0	0	0	0	0
October 2037	17	0	0	0	0	0
October 2038	9	0	0	0	0	0
October 2039	0	0	0	0	0	0
Weighted Average Life (years)**	20.8	9.8	4.5	2.4	1.3	0.7

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

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

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

Date	SB† Class PSA Prepayment Assumption 0%	100%	300%	560%	900%	1300%
Initial Percent	100	100	100	100	100	100
October 2010	99	93	81	65	45	22
October 2011	98	86	65	43	20	5
October 2012	98	79	52	28	9	1
October 2013	97	73	42	18	4	*
October 2014	95	67	34	12	2	*
October 2015	94	61	27	8	1	*
October 2016	93	56	22	5	*	*
October 2017	92	51	17	3	*	*
October 2018	90	47	14	2	*	*
October 2019	89	43	11	1	*	*
October 2020	87	39	9	1	*	*
October 2021	85	35	7	1	*	0
October 2022	83	31	5	*	*	0
October 2023	81	28	4	*	*	0
October 2024	78	25	3	*	*	0
October 2025	75	22	2	*	*	0
October 2026	72	19	2	*	*	0
October 2027	69	16	1	*	*	0
October 2028	66	14	1	*	*	0
October 2029	62	11	1	*	*	0
October 2030	58	9	1	*	*	0
October 2031	53	7	*	*	*	0
October 2032	49	5	*	*	0	0
October 2033	43	3	*	*	0	0
October 2034	37	2	*	*	0	0
October 2035	31	0	0	0	0	0
October 2036	24	0	0	0	0	0
October 2037	17	0	0	0	0	0
October 2038	9	0	0	0	0	0
October 2039	0	0	0	0	0	0
Weighted Average Life (years)**	20.8	9.7	4.5	2.4	1.3	0.7

Date	FD Class PSA Prepayment Assumption 0%	100%	200%	250%	320%	600%	900%	1300%
Initial Percent	100	100	100	100	100	100	100	100
October 2010	99	93	87	84	80	63	46	22
October 2011	98	86	75	70	64	40	21	5
October 2012	98	80	65	59	51	25	9	1
October 2013	97	74	56	49	40	16	4	*
October 2014	95	68	49	41	32	10	2	*
October 2015	94	62	42	34	25	6	1	*
October 2016	93	57	36	28	20	4	*	*
October 2017	92	53	31	24	16	2	*	*
October 2018	90	48	27	20	12	2	*	*
October 2019	89	44	23	16	10	1	*	*
October 2020	87	40	19	13	8	1	*	*
October 2021	85	36	17	11	6	*	*	*
October 2022	83	33	14	9	5	*	*	0
October 2023	81	30	12	7	4	*	*	0
October 2024	78	27	10	6	3	*	*	0
October 2025	75	24	8	5	2	*	*	0
October 2026	72	21	7	4	2	*	*	0
October 2027	69	18	6	3	1	*	*	0
October 2028	66	16	5	2	1	*	*	0
October 2029	62	14	4	2	1	*	*	0
October 2030	58	11	3	1	*	*	*	0
October 2031	53	9	2	1	*	*	*	0
October 2032	49	7	2	1	*	*	0	0
October 2033	43	6	1	*	*	*	0	0
October 2034	37	4	1	*	*	*	0	0
October 2035	31	2	*	*	*	*	0	0
October 2036	24	1	*	*	*	*	0	0
October 2037	17	0	0	0	0	0	0	0
October 2038	9	0	0	0	0	0	0	0
October 2039	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	20.8	10.1	6.5	5.4	4.3	2.2	1.3	0.7

Date	SD† Class PSA Prepayment Assumption 0%	100%	200%	250%	320%	600%	900%	1300%
Initial Percent	100	100	100	100	100	100	100	100
October 2010	99	93	87	84	80	63	46	22
October 2011	98	86	75	70	64	40	21	5
October 2012	98	80	65	59	51	25	9	1
October 2013	97	73	56	49	40	16	4	*
October 2014	95	68	49	41	32	10	2	*
October 2015	94	62	42	34	25	6	1	*
October 2016	93	57	36	28	20	4	*	*
October 2017	92	53	31	24	16	2	*	*
October 2018	90	48	27	20	12	2	*	*
October 2019	89	44	23	16	10	1	*	*
October 2020	87	40	19	13	8	1	*	*
October 2021	85	36	16	11	6	*	*	*
October 2022	83	33	14	9	5	*	*	0
October 2023	81	30	12	7	4	*	*	0
October 2024	78	26	10	6	3	*	*	0
October 2025	75	24	8	5	2	*	*	0
October 2026	72	21	7	4	2	*	*	0
October 2027	69	18	6	3	1	*	*	0
October 2028	66	16	5	2	1	*	*	0
October 2029	62	13	4	2	1	*	*	0
October 2030	58	11	3	1	*	*	*	0
October 2031	53	9	2	1	*	*	*	0
October 2032	49	7	2	1	*	*	0	0
October 2033	43	6	1	*	*	*	0	0
October 2034	37	4	1	*	*	*	0	0
October 2035	31	2	*	*	*	*	0	0
October 2036	24	1	*	*	*	*	0	0
October 2037	17	0	0	0	0	0	0	0
October 2038	9	0	0	0	0	0	0	0
October 2039	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	20.8	10.1	6.5	5.4	4.3	2.2	1.3	0.7

Date	SE† Class PSA Prepayment Assumption 0%	100%	200%	250%	320%	600%	900%	1300%
Initial Percent	100	100	100	100	100	100	100	100
October 2010	99	93	87	84	80	63	46	22
October 2011	98	86	75	70	64	40	21	5
October 2012	98	80	65	59	51	25	9	1
October 2013	97	74	57	49	40	16	4	*
October 2014	95	68	49	41	32	10	2	*
October 2015	94	62	42	34	25	6	1	*
October 2016	93	57	36	28	20	4	*	*
October 2017	92	53	31	24	16	2	*	*
October 2018	90	48	27	20	12	2	*	*
October 2019	89	44	23	16	10	1	*	*
October 2020	87	40	19	13	8	1	*	*
October 2021	85	36	17	11	6	*	*	*
October 2022	83	33	14	9	5	*	*	0
October 2023	81	30	12	7	4	*	*	0
October 2024	78	27	10	6	3	*	*	0
October 2025	75	24	8	5	2	*	*	0
October 2026	72	21	7	4	2	*	*	0
October 2027	69	18	6	3	1	*	*	0
October 2028	66	16	5	2	1	*	*	0
October 2029	62	14	4	2	1	*	*	0
October 2030	58	11	3	1	*	*	*	0
October 2031	53	9	2	1	*	*	*	0
October 2032	49	7	2	1	*	*	0	0
October 2033	43	6	1	*	*	*	0	0
October 2034	37	4	1	*	*	*	0	0
October 2035	31	2	*	*	*	*	0	0
October 2036	24	1	*	*	*	*	0	0
October 2037	17	0	0	0	0	0	0	0
October 2038	9	0	0	0	0	0	0	0
October 2039	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	20.8	10.2	6.5	5.4	4.3	2.2	1.3	0.7

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

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

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

DF, DI†, DA and DJ Classes

Date	PSA Prepayment Assumption 0%	100%	200%	250%	320%	600%	900%	1300%
Initial Percent	100	100	100	100	100	100	100	100
October 2010	99	91	84	84	84	76	55	26
October 2011	98	83	70	70	70	48	24	5
October 2012	97	75	58	58	58	30	11	*
October 2013	96	68	47	47	47	18	4	0
October 2014	95	61	38	38	38	11	2	0
October 2015	93	54	30	30	30	7	*	0
October 2016	92	48	23	23	23	4	0	0
October 2017	90	43	18	18	18	2	0	0
October 2018	88	37	14	14	14	1	0	0
October 2019	86	32	11	11	11	*	0	0
October 2020	84	27	8	8	8	0	0	0
October 2021	82	23	6	6	6	0	0	0
October 2022	79	19	5	5	5	0	0	0
October 2023	76	15	4	4	4	0	0	0
October 2024	73	11	3	3	3	0	0	0
October 2025	70	7	2	2	2	0	0	0
October 2026	67	4	1	1	1	0	0	0
October 2027	63	1	1	1	1	0	0	0
October 2028	58	*	*	*	*	0	0	0
October 2029	54	0	0	0	0	0	0	0
October 2030	49	0	0	0	0	0	0	0
October 2031	43	0	0	0	0	0	0	0
October 2032	38	0	0	0	0	0	0	0
October 2033	31	0	0	0	0	0	0	0
October 2034	24	0	0	0	0	0	0	0
October 2035	16	0	0	0	0	0	0	0
October 2036	8	0	0	0	0	0	0	0
October 2037	0	0	0	0	0	0	0	0
October 2038	0	0	0	0	0	0	0	0
October 2039	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	19.0	7.5	4.7	4.7	4.7	2.5	1.5	0.8

DB Class

Date	PSA Prepayment Assumption 0%	100%	200%	250%	320%	600%	900%	1300%
Initial Percent	100	100	100	100	100	100	100	100
October 2010	100	100	100	100	100	100	100	100
October 2011	100	100	100	100	100	100	100	100
October 2012	100	100	100	100	100	100	100	100
October 2013	100	100	100	100	100	100	100	35
October 2014	100	100	100	100	100	100	100	7
October 2015	100	100	100	100	100	100	100	2
October 2016	100	100	100	100	100	100	59	*
October 2017	100	100	100	100	100	100	27	*
October 2018	100	100	100	100	100	100	12	*
October 2019	100	100	100	100	100	100	5	*
October 2020	100	100	100	100	100	89	2	*
October 2021	100	100	100	100	100	55	1	*
October 2022	100	100	100	100	100	34	*	*
October 2023	100	100	100	100	100	21	*	*
October 2024	100	100	100	100	100	13	*	*
October 2025	100	100	100	100	100	8	*	0
October 2026	100	100	100	100	100	5	*	0
October 2027	100	100	100	100	100	3	*	0
October 2028	100	100	100	100	100	2	*	0
October 2029	100	100	100	100	100	1	*	0
October 2030	100	72	72	72	72	1	*	0
October 2031	100	51	51	51	51	*	*	0
October 2032	100	35	35	35	35	*	*	0
October 2033	100	22	22	22	22	*	*	0
October 2034	100	13	13	13	13	*	*	0
October 2035	100	7	7	7	7	*	*	0
October 2036	100	2	2	2	2	*	0	0
October 2037	0	0	0	0	0	0	0	0
October 2038	0	0	0	0	0	0	0	0
October 2039	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	28.0	22.5	22.5	22.5	22.5	12.8	7.6	4.0

UF and US Classes

Date	PSA Prepayment Assumption 0%	100%	200%	250%	320%	600%	900%	1300%
Initial Percent	100	100	100	100	100	100	100	100
October 2010	100	100	100	83	58	0	0	0
October 2011	100	100	100	70	31	0	0	0
October 2012	100	100	100	62	13	0	0	0
October 2013	100	100	100	57	4	0	0	0
October 2014	100	100	100	54	*	0	0	0
October 2015	100	100	99	53	*	0	0	0
October 2016	100	100	96	50	*	0	0	0
October 2017	100	100	91	46	*	0	0	0
October 2018	100	100	84	42	*	0	0	0
October 2019	100	100	77	38	*	0	0	0
October 2020	100	100	70	33	*	0	0	0
October 2021	100	100	62	29	*	0	0	0
October 2022	100	100	55	25	*	0	0	0
October 2023	100	100	48	22	*	0	0	0
October 2024	100	100	42	18	*	0	0	0
October 2025	100	100	36	15	*	0	0	0
October 2026	100	100	31	13	*	0	0	0
October 2027	100	100	26	11	*	0	0	0
October 2028	100	88	21	9	*	0	0	0
October 2029	100	76	17	7	*	0	0	0
October 2030	100	64	14	5	*	0	0	0
October 2031	100	53	11	4	*	0	0	0
October 2032	100	42	8	3	*	0	0	0
October 2033	100	32	6	2	*	0	0	0
October 2034	100	22	4	1	*	0	0	0
October 2035	100	13	2	1	*	0	0	0
October 2036	100	4	1	*	*	0	0	0
October 2037	100	0	0	0	0	0	0	0
October 2038	52	0	0	0	0	0	0	0
October 2039	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	29.1	22.5	14.5	8.1	1.6	0.3	0.2	0.1

FC and FX Classes

Date	PSA Prepayment Assumption 0%	100%	300%	715%	1000%	1600%
Initial Percent	100	100	100	100	100	100
October 2010	99	93	82	59	43	7
October 2011	98	86	66	33	17	*
October 2012	97	80	54	19	7	*
October 2013	96	74	43	10	3	*
October 2014	95	68	35	6	1	*
October 2015	94	63	28	3	*	0
October 2016	92	58	23	2	*	0
October 2017	91	53	18	1	*	0
October 2018	89	49	14	1	*	0
October 2019	87	45	12	*	*	0
October 2020	85	41	9	*	*	0
October 2021	83	37	7	*	*	0
October 2022	81	34	6	*	*	0
October 2023	78	30	5	*	*	0
October 2024	76	27	4	*	*	0
October 2025	72	24	3	*	*	0
October 2026	69	22	2	*	*	0
October 2027	65	19	2	*	*	0
October 2028	61	17	1	*	*	0
October 2029	57	14	1	*	0	0
October 2030	52	12	1	*	0	0
October 2031	47	10	*	*	0	0
October 2032	41	8	*	*	0	0
October 2033	34	6	*	*	0	0
October 2034	27	4	*	*	0	0
October 2035	20	3	*	*	0	0
October 2036	12	1	*	*	0	0
October 2037	2	*	*	0	0	0
October 2038	0	0	0	0	0	0
October 2039	0	0	0	0	0	0
Weighted Average Life (years)**	19.6	10.3	4.7	1.8	1.2	0.5

FB and FT Classes

Date	PSA Prepayment Assumption 0%	100%	300%	745%	1000%	1600%
Initial Percent	100	100	100	100	100	100
October 2010	99	93	82	56	42	7
October 2011	98	86	66	31	17	*
October 2012	97	80	53	17	7	*
October 2013	96	74	43	9	3	*
October 2014	95	68	35	5	1	*
October 2015	94	63	28	3	*	0
October 2016	92	58	22	1	*	0
October 2017	91	53	18	1	*	0
October 2018	89	49	14	*	*	0
October 2019	87	45	12	*	*	0
October 2020	85	41	9	*	*	0
October 2021	83	37	7	*	*	0
October 2022	81	34	6	*	*	0
October 2023	78	30	5	*	*	0
October 2024	75	27	4	*	*	0
October 2025	72	24	3	*	*	0
October 2026	69	21	2	*	*	0
October 2027	65	19	2	*	*	0
October 2028	61	16	1	*	0	0
October 2029	56	14	1	*	0	0
October 2030	52	12	1	*	0	0
October 2031	46	10	*	*	0	0
October 2032	40	8	*	*	0	0
October 2033	34	6	*	*	0	0
October 2034	27	4	*	*	0	0
October 2035	19	2	*	*	0	0
October 2036	11	1	*	0	0	0
October 2037	2	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)**	19.5	10.3	4.7	1.7	1.2	0.4

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

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

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

Characteristics of the Residual Classes

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

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

CERTAIN ADDITIONAL FEDERAL INCOME TAX CONSEQUENCES

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

U.S. Treasury Circular 230 Notice

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

REMIC Elections and Special Tax Attributes

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

Taxation of Beneficial Owners of Regular Certificates

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

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

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

Group	Prepayment Assumption
1	288% PSA
2	304% PSA
3	560% PSA
4	250% PSA
5	715% PSA
6	745% PSA

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

Taxation of Beneficial Owners of Residual Certificates

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

Taxation of Beneficial Owners of RCR Certificates

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

Generally, the ownership interest represented by an RCR certificate will be one of two types. A certificate of a Strip RCR Class (a "Strip RCR Certificate") will represent the right to receive a disproportionate part of the principal or interest payments on one or more underlying Regular Certificates. A certificate of a Combination RCR Class (a "Combination RCR Certificate") will represent beneficial ownership of undivided interests in two or more underlying Regular Certificates. All of the 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 Citigroup Global Markets Inc. (the "Dealer") in exchange for the Trust MBS, the Group 3 SMBS and the Underlying REMIC Certificates. The Dealer proposes to offer the Certificates directly to the public from time to time in negotiated transactions at varying prices to be determined at the time of sale. The Dealer may effect these transactions to or through other dealers.

LEGAL MATTERS

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

Exhibit A

Group 5 Underlying REMIC Certificate

Underlying Trust Designation	Class	Date of Issue	CUSIP Number	Interest Rate	Interest Type(1)	Final Distribution Date	Principal Type(1)	Original Principal Balance of Class	October 2009 Class Factor	Principal Balance in the Lower Tier REMIC	Approximate Weighted Average WAC	Approximate Weighted Average WAM (in months)	Approximate Weighted Average WALA (in months)
2008-1	BF	January 2008	31396YCV2	(2)	FLT	February 2038	PT	$200,000,000	0.79398094	$158,796,188.46	6.977%	333	24

(1) See "Description of the Certificates—Definitions and Abbreviations" in the REMIC Prospectus.
(2) This class bears interest as further described in the related Underlying REMIC Disclosure Document.

Group 6 Underlying REMIC Certificates

Underlying Trust Designation	Class	Date of Issue	CUSIP Number	Interest Rate	Interest Type(1)	Final Distribution Date	Principal Type(1)	Original Principal Balance of Class	October 2009 Class Factor	Principal Balance in the Lower Tier REMIC	Approximate Weighted Average WAC	Approximate Weighted Average WAM (in months)	Approximate Weighted Average WALA (in months)
2007-116	FD	December 2007	31396X6K5	(2)	FLT	January 2038	PT	$100,000,000	0.80871970	$80,871,970.38	7.085%	331	24
2007-116	FE	December 2007	31396X6H2	(2)	FLT	January 2038	PT	100,000,000	0.80871970	80,871,970.38	7.085	331	24

(1) See "Description of the Certificates—Definitions and Abbreviations" in the REMIC Prospectus.
(2) This class bears interest as further described in the related Underlying REMIC Disclosure Document.

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

Available Recombinations(1)

REMIC Certificates		RCR Certificates						
Classes	Original Balances	RCR Classes	Original Balances	Principal Type(2)	Interest Rate	Interest Type(2)	CUSIP Number	Final Distribution Date
Recombination 1								
BD	$ 39,621,819	BG	$ 39,621,819	SEQ	4.5%	FIX	31398FW49	February 2038
BI	3,962,182(3)							
Recombination 2								
BD	39,621,819	BA	39,621,819	SEQ	5.0	FIX	31398FW56	February 2038
BI	7,924,364(3)							
Recombination 3								
DF	137,299,000	DA	137,299,000	PAC	4.5	FIX	31398FW64	October 2039
DI	11,441,583(3)							
Recombination 4								
DF	68,649,500	DJ	68,649,500	PAC	5.0	FIX	31398FW72	October 2039
DI	11,441,583(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-10 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	$138,392,000.00	January 2014	$ 62,507,275.89	April 2018	$ 23,262,941.15
November 2009	136,572,361.19	February 2014	61,408,588.78	May 2018	22,802,781.79
December 2009	134,710,101.10	March 2014	60,322,249.92	June 2018	22,351,342.52
January 2010	132,806,836.96	April 2014	59,248,124.83	July 2018	21,908,462.25
February 2010	130,924,650.60	May 2014	58,186,080.45	August 2018	21,473,982.81
March 2010	129,063,313.97	June 2014	57,135,985.17	September 2018	21,047,748.91
April 2010	127,222,601.46	July 2014	56,097,708.77	October 2018	20,629,608.10
May 2010	125,402,289.88	August 2014	55,071,122.45	November 2018	20,219,410.68
June 2010	123,602,158.43	September 2014	54,056,098.78	December 2018	19,817,009.69
July 2010	121,821,988.66	October 2014	53,052,511.71	January 2019	19,422,260.83
August 2010	120,061,564.48	November 2014	52,060,236.53	February 2019	19,035,022.44
September 2010	118,320,672.10	December 2014	51,079,149.87	March 2019	18,655,155.44
October 2010	116,599,100.02	January 2015	50,109,129.70	April 2019	18,282,523.27
November 2010	114,896,639.01	February 2015	49,150,055.29	May 2019	17,916,991.86
December 2010	113,213,082.07	March 2015	48,203,974.04	June 2019	17,558,429.60
January 2011	111,548,224.43	April 2015	47,275,536.94	July 2019	17,206,707.25
February 2011	109,901,863.50	May 2015	46,364,421.27	August 2019	16,861,697.95
March 2011	108,273,798.87	June 2015	45,470,310.13	September 2019	16,523,277.14
April 2011	106,663,832.27	July 2015	44,592,892.35	October 2019	16,191,322.53
May 2011	105,071,767.56	August 2015	43,731,862.38	November 2019	15,865,714.06
June 2011	103,497,410.69	September 2015	42,886,920.20	December 2019	15,546,333.87
July 2011	101,940,569.70	October 2015	42,057,771.20	January 2020	15,233,066.24
August 2011	100,401,054.68	November 2015	41,244,126.11	February 2020	14,925,797.56
September 2011	98,878,677.75	December 2015	40,445,700.88	March 2020	14,624,416.30
October 2011	97,373,253.05	January 2016	39,662,216.60	April 2020	14,328,812.97
November 2011	95,884,596.72	February 2016	38,893,399.40	May 2020	14,038,880.06
December 2011	94,412,526.85	March 2016	38,138,980.37	June 2020	13,754,512.05
January 2012	92,956,863.50	April 2016	37,398,695.47	July 2020	13,475,605.33
February 2012	91,517,428.64	May 2016	36,672,285.43	August 2020	13,202,058.18
March 2012	90,094,046.16	June 2016	35,959,495.68	September 2020	12,933,770.76
April 2012	88,686,541.84	July 2016	35,260,076.25	October 2020	12,670,645.03
May 2012	87,294,743.31	August 2016	34,573,781.69	November 2020	12,412,584.76
June 2012	85,918,480.06	September 2016	33,900,371.01	December 2020	12,159,495.47
July 2012	84,557,583.42	October 2016	33,239,607.57	January 2021	11,911,284.41
August 2012	83,211,886.50	November 2016	32,591,259.03	February 2021	11,667,860.53
September 2012	81,881,224.22	December 2016	31,955,097.25	March 2021	11,429,134.44
October 2012	80,565,433.27	January 2017	31,330,898.22	April 2021	11,195,018.40
November 2012	79,264,352.08	February 2017	30,718,442.00	May 2021	10,965,426.26
December 2012	77,977,820.82	March 2017	30,117,512.63	June 2021	10,740,273.46
January 2013	76,705,681.37	April 2017	29,527,898.07	July 2021	10,519,476.98
February 2013	75,447,777.31	May 2017	28,949,390.12	August 2021	10,302,955.33
March 2013	74,203,953.89	June 2017	28,381,784.35	September 2021	10,090,628.50
April 2013	72,974,058.03	July 2017	27,824,880.05	October 2021	9,882,417.96
May 2013	71,757,938.29	August 2017	27,278,480.15	November 2021	9,678,246.62
June 2013	70,555,444.86	September 2017	26,742,391.15	December 2021	9,478,038.79
July 2013	69,366,429.52	October 2017	26,216,423.06	January 2022	9,281,720.19
August 2013	68,190,745.65	November 2017	25,700,389.34	February 2022	9,089,217.88
September 2013	67,028,248.21	December 2017	25,194,106.84	March 2022	8,900,460.27
October 2013	65,878,793.70	January 2018	24,697,395.73	April 2022	8,715,377.08
November 2013	64,742,240.18	February 2018	24,210,079.46	May 2022	8,533,899.33
December 2013	63,618,447.22	March 2018	23,731,984.67	June 2022	8,355,959.30

Aggregate Group (Continued)

Distribution Date	Planned Balance	Distribution Date	Planned Balance	Distribution Date	Planned Balance
July 2022	$ 8,181,490.51	December 2026	$ 2,533,579.66	May 2031	$ 645,353.76
August 2022	8,010,427.71	January 2027	2,474,889.93	June 2031.	626,647.94
September 2022 . . .	7,842,706.85	February 2027.	2,417,405.52	July 2031	608,361.10
October 2022.	7,678,265.05	March 2027	2,361,103.11	August 2031	590,484.76
November 2022	7,517,040.59	April 2027	2,305,959.81	September 2031 . . .	573,010.61
December 2022	7,358,972.88	May 2027	2,251,953.16	October 2031.	555,930.49
January 2023	7,204,002.46	June 2027.	2,199,061.12	November 2031	539,236.42
February 2023.	7,052,070.95	July 2027	2,147,262.06	December 2031	522,920.56
March 2023	6,903,121.05	August 2027	2,096,534.77	January 2032	506,975.22
April 2023	6,757,096.52	September 2027 . . .	2,046,858.42	February 2032.	491,392.85
May 2023	6,613,942.15	October 2027.	1,998,212.58	March 2032	476,166.06
June 2023.	6,473,603.74	November 2027	1,950,577.20	April 2032	461,287.60
July 2023	6,336,028.11	December 2027	1,903,932.60	May 2032	446,750.35
August 2023	6,201,163.04	January 2028	1,858,259.49	June 2032.	432,547.34
September 2023 . . .	6,068,957.28	February 2028.	1,813,538.92	July 2032	418,671.73
October 2023.	5,939,360.53	March 2028	1,769,752.31	August 2032	405,116.80
November 2023	5,812,323.42	April 2028	1,726,881.42	September 2032 . . .	391,875.98
December 2023	5,687,797.48	May 2028	1,684,908.36	October 2032.	378,942.81
January 2024	5,565,735.14	June 2028.	1,643,815.57	November 2032	366,310.97
February 2024.	5,446,089.71	July 2028	1,603,585.83	December 2032	353,974.25
March 2024	5,328,815.37	August 2028	1,564,202.23	January 2033	341,926.57
April 2024	5,213,867.13	September 2028 . . .	1,525,648.20	February 2033.	330,161.96
May 2024	5,101,200.84	October 2028.	1,487,907.46	March 2033	318,674.57
June 2024.	4,990,773.17	November 2028	1,450,964.05	April 2033	307,458.66
July 2024	4,882,541.59	December 2028	1,414,802.31	May 2033	296,508.61
August 2024	4,776,464.36	January 2029	1,379,406.87	June 2033.	285,818.89
September 2024 . . .	4,672,500.50	February 2029.	1,344,762.66	July 2033	275,384.10
October 2024.	4,570,609.80	March 2029	1,310,854.88	August 2033	265,198.94
November 2024	4,470,752.79	April 2029	1,277,669.03	September 2033 . . .	255,258.20
December 2024	4,372,890.74	May 2029	1,245,190.86	October 2033.	245,556.79
January 2025	4,276,985.62	June 2029.	1,213,406.41	November 2033	236,089.71
February 2025.	4,183,000.12	July 2029	1,182,301.97	December 2033	226,852.05
March 2025	4,090,897.62	August 2029	1,151,864.10	January 2034	217,839.01
April 2025	4,000,642.17	September 2029 . . .	1,122,079.61	February 2034.	209,045.88
May 2025	3,912,198.50	October 2029.	1,092,935.56	March 2034	200,468.03
June 2025.	3,825,531.98	November 2029	1,064,419.25	April 2034	192,100.94
July 2025	3,740,608.64	December 2029	1,036,518.24	May 2034	183,940.17
August 2025	3,657,395.13	January 2030	1,009,220.30	June 2034.	175,981.36
September 2025 . . .	3,575,858.72	February 2030.	982,513.45	July 2034	168,220.24
October 2025.	3,495,967.29	March 2030	956,385.93	August 2034	160,652.63
November 2025	3,417,689.32	April 2030	930,826.21	September 2034 . . .	153,274.43
December 2025	3,340,993.88	May 2030	905,822.97	October 2034.	146,081.62
January 2026	3,265,850.60	June 2030.	881,365.12	November 2034	139,070.25
February 2026.	3,192,229.69	July 2030	857,441.77	December 2034	132,236.46
March 2026	3,120,101.90	August 2030	834,042.23	January 2035	125,576.47
April 2026	3,049,438.54	September 2030 . . .	811,156.03	February 2035.	119,086.56
May 2026	2,980,211.45	October 2030.	788,772.90	March 2035	112,763.08
June 2026.	2,912,392.99	November 2030	766,882.75	April 2035	106,602.47
July 2026	2,845,956.05	December 2030	745,475.69	May 2035	100,601.24
August 2026	2,780,874.00	January 2031	724,542.03	June 2035.	94,755.95
September 2026 . . .	2,717,120.73	February 2031.	704,072.25	July 2035	89,063.25
October 2026.	2,654,670.61	March 2031	684,057.02	August 2035	83,519.84
November 2026	2,593,498.48	April 2031	664,487.18	September 2035 . . .	78,122.49

Aggregate Group (Continued)

Distribution Date	Planned Balance
October 2035	$ 72,868.04
November 2035	67,753.39
December 2035	62,775.50
January 2036	57,931.39
February 2036	53,218.14
March 2036	48,632.89
April 2036	44,172.84
May 2036	$ 39,835.24
June 2036	35,617.40
July 2036	31,516.67
August 2036	27,530.47
September 2036	23,656.27
October 2036	19,891.59
November 2036	16,233.99
December 2036	$ 12,681.09
January 2037	9,230.55
February 2037	5,880.08
March 2037	2,627.44
April 2037 and thereafter	0.00

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.

TABLE OF CONTENTS

$936,073,709

FannieMae®

Guaranteed REMIC Pass-Through Certificates

Fannie Mae REMIC Trust 2009-94

Citi

Prospectus Supplement
October 23, 2009