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

$522,567,046

FannieMae®

Guaranteed REMIC Pass-Through Certificates
Fannie Mae REMIC Trust 2009-98

The Certificates

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

Payments to Certificateholders

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

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

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

The Fannie Mae Guaranty

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

The Trust and its Assets

The trust will own Fannie Mae MBS.

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

Class	*Group*	*Original Class Balance*	*Principal Type(1)*	*Interest Rate*	*Interest Type(1)*	*CUSIP Number*	*Final Distribution Date*
MA.	1	$100,000,000	SEQ	4.0%	FIX	31398GGM5	January 2039
IA	1	11,111,111(2)	NTL	4.5	FIX/IO	31398GGN3	January 2039
MB.	1	7,656,975	SEQ	4.5	FIX	31398GGP8	December 2039
LA(3)	2	71,966,930	SEQ	4.5	FIX	31398GGQ6	April 2027
LB	2	21,000,000	SEQ	4.5	FIX	31398GGR4	December 2029
DA	3	75,000,000	SEQ/AD	4.5	FIX	31398GGS2	May 2032
DZ	3	15,622,057	SEQ	4.5	FIX/Z	31398GGT0	December 2039
AJ	4	50,000,000	SEQ	4.5	FIX	31398GGU7	June 2036
CV(3)	4	7,342,020	SEQ/AD	4.5	FIX	31398GGV5	September 2022
CZ(3)	4	9,527,715	SEQ	4.5	FIX/Z	31398GGW3	December 2039
WA(3)	5	96,596,874	PAC	5.0	FIX	31398GGX1	November 2037
WB(3)	5	11,894,008	PAC	5.0	FIX	31398GGY9	January 2039
WC(3)	5	10,827,095	PAC	5.0	FIX	31398GGZ6	December 2039
PO.	5	4,103,034	SUP	0.0	PO	31398GHA0	December 2039
VA(3)	5	18,407,393	PAC/AD	5.5	FIX	31398GHB8	December 2039
VZ	5	22,622,945	SUP	5.5	FIX/Z	31398GHC6	December 2039
R		0	NPR	0	NPR	31398GHD4	December 2039
RL		0	NPR	0	NPR	31398GHE2	December 2039

(1) See "Description of the Certificates—Class Definitions and Abbreviations" in the REMIC prospectus.
(2) Notional balance. This class is an interest only class. See page S-7 for a description of how its notional balance is calculated.
(3) Exchangeable classes.

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 LH, LI, CJ, WD, WI, WE, WG, WJ, IW, WK, KI, VB, VI and VC 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 November 30, 2009.

Carefully consider the risk factors on page S-9 of this prospectus supplement and starting on page 10 of the REMIC prospectus. Unless you understand and are able to tolerate these risks, you should not invest in the certificates.

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

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

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

Goldman Sachs & Co.

The date of this Prospectus Supplement is November 20, 2009

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AVAILABLE INFORMATION

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

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

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

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

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

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

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

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

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

Goldman Sachs & Co.
Prospectus Department
100 Burma Road
Jersey City, New Jersey 07305
(telephone 212-902-1171).

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. On November 4, 2009, the Acting Director of FHFA submitted a request to Treasury on our behalf for an additional $15.0 billion to eliminate our net worth deficit as of September 30, 2009, and requested receipt of those funds on or before December 31, 2009. If we have a negative net worth as of the end of future fiscal quarters, we expect that FHFA will request additional funds from Treasury under the Stock Purchase Agreement. All funds drawn on the Commitment are added to the liquidation preference on the Senior Preferred Stock, which currently has a 10% annual dividend rate. Upon the receipt of the additional $15.0 billion in funds from Treasury that have been requested, the aggregate liquidation preference of the Senior Preferred Stock, including the initial liquidation preference of $1.0 billion, will be $60.9 billion, and the annualized dividend on the Senior Preferred Stock, based on the 10% dividend rate, will be $6.1 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 November 1, 2009. You should purchase the certificates only after reading this prospectus supplement and each of the additional disclosure documents listed on page S-3. In particular, please see the discussion of risk factors that appears in each of those additional disclosure documents.

Assets Underlying Each Group of Classes

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

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

Characteristics of the MBS

	Approximate Principal Balance	Pass-Through Rate	Range of Weighted Average Coupons or WACs (annual percentages)	Range of Weighted Average Remaining Terms to Maturity or WAMs (in months)
Group 1 MBS	$107,656,975	4.50%	4.75% to 7.00%	241 to 360
Group 2 MBS	$ 92,966,930	4.50%	4.75% to 7.00%	181 to 240
Group 3 MBS	$ 90,622,057	4.50%	4.75% to 7.00%	241 to 360
Group 4 MBS	$ 66,869,735	4.50%	4.75% to 7.00%	241 to 360
Group 5 MBS*	$164,451,349	5.00%	5.25% to 7.50%	241 to 360

* As further described in this prospectus supplement, the mortgage loans underlying the Group 5 MBS provide for interest only periods that may range from at least 7 to no more than 10 years following origination. The assumed remaining term to expiration of the interest only period for those mortgage loans is set forth below.

Assumed Characteristics of the Underlying Mortgage Loans

	Principal Balance	Original Term to Maturity (in months)	Remaining Term to Maturity (in months)	Loan Age (in months)	Interest Rate	Remaining Term to Expiration of Interest Only Period (in months)
Group 1 MBS	$107,656,975	360	290	60	5.21%	N/A
Group 2 MBS	$ 92,966,930	240	237	3	5.08%	N/A
Group 3 MBS	$ 90,622,057	360	356	4	5.00%	N/A
Group 4 MBS	$ 66,869,735	360	358	2	5.00%	N/A
Group 5 MBS	$164,451,349	360	328	32	5.73%	88

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

Settlement Date

We expect to issue the certificates on November 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.

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:

IA	11.1111110000% of the MA Class
LI	11.1111103392% of the LA Class
WI	29.9999997930% of the WA Class
IW	4.9999966370% of the WB Class
KI	4.9999930729% of the WC Class
VI	20% of the VA 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%	225%	400%	550%
MA and IA	19.2	8.0	4.6	2.7	1.9
MB	29.6	22.2	17.7	11.7	8.5

Group 2 Classes	PSA Prepayment Assumption 0%	100%	270%	435%	600%
LA, LH and LI	10.4	5.9	3.5	2.5	2.1
LB	18.7	16.0	11.2	8.0	6.1

Group 3 Classes	PSA Prepayment Assumption 0%	100%	300%	500%	750%	1000%
DA	13.7	6.6	3.4	2.4	1.8	1.5
DZ	26.6	20.3	11.7	7.7	5.2	3.9

Group 4 Classes	PSA Prepayment Assumption 0%	100%	300%	500%	750%	1000%
AJ	17.1	7.2	3.4	2.4	1.9	1.6
CV	7.0	7.0	5.8	4.4	3.3	2.7
CZ	28.3	21.9	12.5	8.2	5.7	4.3
CJ	28.3	21.9	11.6	7.4	5.0	3.8

Group 5 Classes	PSA Prepayment Assumption 0%	100%	120%	170%	200%	250%	251%	425%	600%
WA, WD, WE, WG and WI	18.8	5.7	5.0	5.0	5.0	5.0	5.0	3.1	2.1
WB, WJ and IW	25.4	13.1	13.0	13.0	13.0	13.0	12.9	7.8	5.2
WC, WK and KI	26.4	18.8	18.8	18.8	18.8	18.8	18.7	12.1	8.3
PO	28.5	19.7	17.5	10.2	6.8	2.4	2.4	0.8	0.5
VA, VB, VC and VI	6.0	6.0	5.8	2.7	2.7	2.7	2.7	1.1	0.7
VZ	28.5	19.7	18.1	16.2	10.2	2.2	2.1	0.5	0.3

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

ADDITIONAL RISK FACTOR

"Jumbo-conforming" and "high-balance" mortgage loans, which have original principal balances that exceed our traditional conforming loan limits, may prepay at different rates than conforming balance mortgage loans generally. The pools underlying the Group 3 MBS and Group 4 MBS have been designated as pools that include "jumbo-conforming" or "high-balance" mortgage loans. There is limited historical performance data regarding prepayment rates for jumbo-conforming and high-balance mortgage loans. If prevailing mortgage rates decline, borrowers with jumbo-conforming and high-balance mortgage loans may be more likely to refinance their mortgage loans than borrowers with conforming balance loans. This is because a relatively small reduction in the interest rate of a jumbo-conforming and high-balance mortgage loan can have a greater impact on the borrower's monthly payment than a similar interest rate change for a conforming balance loan.

Furthermore, jumbo-conforming and high-balance mortgage loans tend to be concentrated in certain geographic areas, which may experience relatively high rates of default in the event of adverse economic conditions. Defaults on jumbo-conforming and high-balance mortgage loans will result in larger prepayments to investors than defaults on conforming balance loans.

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

As a result of these factors, the Group 3 Classes and Group 4 Classes may receive payments of principal more quickly or more slowly than expected, and the weighted average lives and yields of those Classes may be affected, perhaps significantly.

DESCRIPTION OF THE CERTIFICATES

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

General

Structure. We will create the Fannie Mae REMIC Trust specified on the cover of this prospectus supplement (the "Trust") pursuant to a trust agreement dated as of August 1, 2007 and a supplement thereto dated as of November 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 five groups of Fannie Mae Guaranteed Mortgage Pass-Through Certificates (the "Group 1 MBS," "Group 2 MBS," "Group 3 MBS," "Group 4 MBS" and "Group 5 MBS," and together, the "MBS").

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

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

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

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

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

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

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

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

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

The MBS

The MBS provide that principal and interest on the related Mortgage Loans are passed through monthly. The Mortgage Loans underlying the MBS are conventional, fixed-rate, fully-amortizing mortgage loans secured by first mortgages or deeds of trust on single-family residential properties. These Mortgage Loans have original maturities of up to 30 years in the case of the Group 1, Group 3, Group 4 and Group 5 MBS and up to 20 years in the case of the Group 2 MBS.

In addition, the pools underlying the Group 3 MBS and Group 4 MBS include "jumbo-conforming" or "high balance" mortgage loans as described further under "The Mortgage Loans—Special Feature Mortgage Loans—*Loans with Original Principal Balances that Exceed our Traditional Conforming Loan Limits*" in the MBS Prospectus dated June 1, 2009. For additional information about the pools underlying the Group 3 and Group 4 MBS, see the Final Data Statement for the Trust and the related prospectus supplement for each MBS. See also "Additional Risk Factors—*"Jumbo-conforming" and "high-balance" mortgage loans, which have original principal balances that exceed our traditional conforming loan limits, may prepay at different rates than conforming balance mortgage loans generally*" in this prospectus supplement.

Furthermore, the scheduled monthly payments on the Mortgage Loans underlying the Group 5 MBS represent accrued interest only for periods that may range from at least seven to no more than ten years following origination. See "Risk Factors—Prepayment Factors—*Refinance Environment*—Fixed-rate and adjustable-rate mortgage loans with long initial interest-only payment periods may be more likely to be refinanced or become delinquent than other mortgage loans" in the MBS Prospectus.

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

Distributions of Interest

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

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

Delay Classes	No-Delay Classes
Fixed Rate Classes	—

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

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

Accrual Classes. The DZ, CZ and VZ Classes are Accrual Classes. Interest will accrue on the Accrual Classes at the applicable annual rates specified on the cover of this prospectus supplement. However, we will not pay any interest on the Accrual Classes. Instead, interest accrued on the Accrual Classes will be added as principal to their principal balances on each Distribution Date. We will pay principal on the Accrual Classes as described under "—Distributions of Principal" below.

Distributions of Principal

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

- *Group 1*

The Group 1 Principal Distribution Amount to MA and MB, 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 LA and LB, 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 DZ Accrual Amount to DA until retired, and thereafter to DZ.	**Accretion Directed Class and Accrual Class**
The Group 3 Cash Flow Distribution Amount to DA and DZ, in that order, until retired.	**Sequential Pay Classes**

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

The "Group 3 Cash Flow Distribution Amount" is the principal then paid on the Group 3 MBS.

- *Group 4*

The CZ Accrual Amount to CV until retired, and thereafter to CZ.	**Accretion Directed Class and Accrual Class**
The Group 4 Cash Flow Distribution Amount to AJ, CV and CZ, in that order, until retired.	**Sequential Pay Classes**

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

The "Group 4 Cash Flow Distribution Amount" is the principal then paid on the Group 4 MBS.

- *Group 5*

The VZ Accrual Amount to VA to its Planned Balance, and thereafter to VZ.	**Accretion Directed Class and Accrual Class**
The Group 5 Cash Flow Distribution Amount in the following priority:	
1. To the Aggregate Group to its Planned Balance;	**PAC Group**
2. — 9.0909094938% to PO, until retired, and	**Support Class**
— 90.9090905062% as follows:	
first, to VA to its Planned Balance;	**PAC Class**
second, to VZ until retired; and	**Support Class**
third, to VA until retired.	**PAC Class**
3. To the Aggregate Group to zero.	**PAC Group**

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

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

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

Structuring Assumptions

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

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

- the Mortgage Loans underlying the Group 5 MBS have the remaining term to expiration of their interest only period specified under "Summary—Group 1, Group 2, Group 3, Group 4 and Group 5—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 November 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 Schedules. The Principal Balance Schedules are set forth beginning on page B-1 of this prospectus supplement. The Principal Balance Schedules were prepared based on the Pricing Assumptions and the assumption that the related Mortgage Loans prepay at a *constant* rate within the applicable "Structuring Ranges" specified in the chart below. The "Effective Range" for an Aggregate Group or a Class is the range of prepayment rates (measured by *constant* PSA rates) that would reduce that Aggregate Group or Class to its scheduled balance each month based on the Pricing Assumptions. We have not provided separate schedules for the individual Classes included in the Aggregate Group. However, these Classes are designed to receive principal distributions in the same fashion as if separate schedules had been provided (with schedules based on the same underlying assumptions that apply to the Aggregate Group schedule). If such separate schedules had been provided for the individual Classes included in the Aggregate Group, we expect that the effective ranges for those Classes would not be narrower than that shown below for the Aggregate Group.

Group and Class	Structuring and Initial Effective Ranges
Aggregate Group Planned Balances	Between 120% and 250% PSA
VA Class Planned Balances	Between 170% and 251% PSA

The Aggregate Group consists of the following Classes:

Aggregate Group	WA, WB and WC

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

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

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 an Aggregate Group or a Class to its scheduled balance in any month. As a result, the likelihood of reducing an Aggregate Group or a Class 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 or the VA Class to their scheduled balances each month if prepayments do not occur at a *constant* PSA rate.
- The actual Effective Ranges 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 Ranges will likely differ from the Initial Effective Ranges specified above. For the same reason, the Aggregate Group or the VA Class might not be reduced to their scheduled balances each month even if the related Mortgage Loans prepay at a *constant* PSA rate within the applicable Initial Effective Ranges. This is so particularly if the rates fall at the lower or higher end of these ranges.
- The actual Effective Ranges may narrow, widen or shift upward or downward to reflect actual prepayment experience over time.
- The principal payment stability of each Class that has scheduled balances will be supported by one or more other Classes. When the related supporting Classes are retired, the Class receiving the benefit of that support, if still outstanding, may no longer have an Effective Range and will be much more sensitive to prepayments of the related Mortgage Loans.

Yield Tables

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

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

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

We cannot assure you that

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

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

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

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

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

Class	Price
PO	84.0%

Sensitivity of the PO Class to Prepayments

	PSA Prepayment Assumption								
	50%	100%	120%	170%	200%	250%	251%	425%	600%
Pre-Tax Yields to Maturity	0.7%	0.9%	1.0%	1.8%	2.8%	7.8%	7.9%	24.4%	43.3%

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
IA	316%
LI	388%
WI	426%
IW	675%
KI	784%
VI	280%

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

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

Class	Price*
IA	15.0%
LI	12.0%
WI	15.0%
IW	22.0%
KI	29.0%
VI	11.0%

* 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 IA Class to Prepayments

	PSA Prepayment Assumption				
	50%	100%	225%	400%	550%
Pre-Tax Yields to Maturity	24.1%	20.1%	9.2%	(9.4)%	(28.3)%

Sensitivity of the LI Class to Prepayments

	PSA Prepayment Assumption				
	50%	100%	270%	435%	600%
Pre-Tax Yields to Maturity	29.8%	26.0%	11.1%	(4.3)%	(19.2)%

Sensitivity of the WI Class to Prepayments

	PSA Prepayment Assumption								
	50%	100%	120%	170%	200%	250%	251%	425%	600%
Pre-Tax Yields to Maturity	27.7%	19.8%	16.4%	16.4%	16.4%	16.4%	16.3%	0.2%	(24.8)%

Sensitivity of the IW Class to Prepayments

	PSA Prepayment Assumption								
	50%	100%	120%	170%	200%	250%	251%	425%	600%
Pre-Tax Yields to Maturity . . .	22.9%	21.8%	21.7%	21.7%	21.7%	21.7%	21.7%	16.3%	5.9%

Sensitivity of the KI Class to Prepayments

	PSA Prepayment Assumption								
	50%	100%	120%	170%	200%	250%	251%	425%	600%
Pre-Tax Yields to Maturity . . .	16.9%	16.7%	16.7%	16.7%	16.7%	16.7%	16.6%	13.8%	8.6%

Sensitivity of the VI Class to Prepayments

	PSA Prepayment Assumption								
	50%	100%	120%	170%	200%	250%	251%	425%	600%
Pre-Tax Yields to Maturity . . .	36.7%	36.7%	36.5%	8.4%	8.4%	8.4%	8.4%	(71.2)%	*

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 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 and Remaining Terms to Maturity	Interest Rates
Group 1 MBS	360 months	7.00%
Group 2 MBS	240 months	7.00%
Group 3 MBS	360 months	7.00%
Group 4 MBS	360 months	7.00%
Group 5 MBS	360 months*	7.50%

* In addition, we have assumed that each Mortgage Loan backing the Group 5 MBS has a remaining interest only period of 120 months.

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

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

Percent of Original Principal Balances Outstanding

	MA and IA† Classes					MB Class				
	PSA Prepayment Assumption					PSA Prepayment Assumption				
Date	0%	100%	225%	400%	550%	0%	100%	225%	400%	550%
Initial Percent	100	100	100	100	100	100	100	100	100	100
November 2010	99	91	83	72	63	100	100	100	100	100
November 2011	98	83	69	52	39	100	100	100	100	100
November 2012	96	76	57	36	23	100	100	100	100	100
November 2013	95	69	47	25	12	100	100	100	100	100
November 2014	94	62	38	16	5	100	100	100	100	100
November 2015	92	56	31	10	1	100	100	100	100	100
November 2016	90	50	25	5	0	100	100	100	100	70
November 2017	89	44	19	2	0	100	100	100	100	45
November 2018	87	39	15	0	0	100	100	100	91	29
November 2019	85	35	11	0	0	100	100	100	66	19
November 2020	83	30	7	0	0	100	100	100	48	12
November 2021	80	26	5	0	0	100	100	100	34	8
November 2022	78	22	2	0	0	100	100	100	24	5
November 2023	75	18	*	0	0	100	100	100	17	3
November 2024	72	15	0	0	0	100	100	85	12	2
November 2025	69	12	0	0	0	100	100	67	8	1
November 2026	66	9	0	0	0	100	100	52	6	1
November 2027	62	6	0	0	0	100	100	40	4	*
November 2028	58	3	0	0	0	100	100	29	3	*
November 2029	54	1	0	0	0	100	100	21	2	*
November 2030	50	0	0	0	0	100	81	14	1	*
November 2031	45	0	0	0	0	100	54	9	*	*
November 2032	40	0	0	0	0	100	28	4	*	*
November 2033	34	0	0	0	0	100	4	1	*	*
November 2034	29	0	0	0	0	100	0	0	0	0
November 2035	22	0	0	0	0	100	0	0	0	0
November 2036	16	0	0	0	0	100	0	0	0	0
November 2037	8	0	0	0	0	100	0	0	0	0
November 2038	1	0	0	0	0	100	0	0	0	0
November 2039	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	19.2	8.0	4.6	2.7	1.9	29.6	22.2	17.7	11.7	8.5

	LA, LH and LI† Classes					LB Class				
	PSA Prepayment Assumption					PSA Prepayment Assumption				
Date	0%	100%	270%	435%	600%	0%	100%	270%	435%	600%
Initial Percent	100	100	100	100	100	100	100	100	100	100
November 2010	97	94	90	86	82	100	100	100	100	100
November 2011	94	85	72	61	50	100	100	100	100	100
November 2012	90	74	53	35	20	100	100	100	100	100
November 2013	86	64	37	17	1	100	100	100	100	100
November 2014	82	55	24	3	0	100	100	100	100	64
November 2015	78	46	13	0	0	100	100	100	78	39
November 2016	73	38	5	0	0	100	100	100	55	24
November 2017	68	30	0	0	0	100	100	91	38	14
November 2018	63	23	0	0	0	100	100	72	26	9
November 2019	57	16	0	0	0	100	100	56	18	5
November 2020	51	10	0	0	0	100	100	43	12	3
November 2021	44	4	0	0	0	100	100	33	8	2
November 2022	37	0	0	0	0	100	96	24	5	1
November 2023	30	0	0	0	0	100	79	18	4	1
November 2024	21	0	0	0	0	100	63	13	2	*
November 2025	13	0	0	0	0	100	48	9	1	*
November 2026	3	0	0	0	0	100	34	5	1	*
November 2027	0	0	0	0	0	77	21	3	*	*
November 2028	0	0	0	0	0	40	9	1	*	*
November 2029	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	10.4	5.9	3.5	2.5	2.1	18.7	16.0	11.2	8.0	6.1

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

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

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

Date	DA Class						DZ Class						AJ Class					
	PSA Prepayment Assumption						PSA Prepayment Assumption						PSA Prepayment Assumption					
	0%	100%	300%	500%	750%	1000%	0%	100%	300%	500%	750%	1000%	0%	100%	300%	500%	750%	1000%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
November 2010	98	95	90	85	78	72	105	105	105	105	105	105	99	96	91	87	81	75
November 2011	95	87	72	58	42	27	109	109	109	109	109	109	97	88	74	60	44	29
November 2012	93	77	53	32	11	0	114	114	114	114	114	95	96	79	54	32	9	0
November 2013	90	68	37	13	0	0	120	120	120	120	91	37	94	71	37	11	0	0
November 2014	88	60	23	*	0	0	125	125	125	125	49	15	92	62	23	0	0	0
November 2015	85	52	12	0	0	0	131	131	131	87	27	6	90	55	12	0	0	0
November 2016	82	44	3	0	0	0	137	137	137	59	14	2	88	48	3	0	0	0
November 2017	78	37	0	0	0	0	143	143	122	40	8	1	86	41	0	0	0	0
November 2018	75	30	0	0	0	0	150	150	98	28	4	*	84	35	0	0	0	0
November 2019	71	23	0	0	0	0	157	157	78	19	2	*	81	29	0	0	0	0
November 2020	67	17	0	0	0	0	164	164	62	13	1	*	78	23	0	0	0	0
November 2021	63	10	0	0	0	0	171	171	49	9	1	*	75	18	0	0	0	0
November 2022	58	4	0	0	0	0	179	179	39	6	*	*	72	13	0	0	0	0
November 2023	54	0	0	0	0	0	188	181	31	4	*	*	69	9	0	0	0	0
November 2024	49	0	0	0	0	0	196	163	24	3	*	*	65	4	0	0	0	0
November 2025	43	0	0	0	0	0	205	146	19	2	*	*	61	*	0	0	0	0
November 2026	37	0	0	0	0	0	215	130	15	1	*	*	57	0	0	0	0	0
November 2027	31	0	0	0	0	0	224	115	11	1	*	*	53	0	0	0	0	0
November 2028	25	0	0	0	0	0	235	101	9	*	*	*	48	0	0	0	0	0
November 2029	18	0	0	0	0	0	246	88	7	*	*	*	43	0	0	0	0	0
November 2030	11	0	0	0	0	0	257	76	5	*	*	*	37	0	0	0	0	0
November 2031	3	0	0	0	0	0	269	65	4	*	*	*	32	0	0	0	0	0
November 2032	0	0	0	0	0	0	256	54	3	*	*	0	25	0	0	0	0	0
November 2033	0	0	0	0	0	0	226	44	2	*	*	0	18	0	0	0	0	0
November 2034	0	0	0	0	0	0	195	35	1	*	*	0	11	0	0	0	0	0
November 2035	0	0	0	0	0	0	161	27	1	*	*	0	3	0	0	0	0	0
November 2036	0	0	0	0	0	0	125	19	1	*	*	0	0	0	0	0	0	0
November 2037	0	0	0	0	0	0	86	11	*	*	*	0	0	0	0	0	0	0
November 2038	0	0	0	0	0	0	45	4	*	*	*	0	0	0	0	0	0	0
November 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	13.7	6.6	3.4	2.4	1.8	1.5	26.6	20.3	11.7	7.7	5.2	3.9	17.1	7.2	3.4	2.4	1.9	1.6

Date	CV Class						CZ Class						CJ Class					
	PSA Prepayment Assumption						PSA Prepayment Assumption						PSA Prepayment Assumption					
	0%	100%	300%	500%	750%	1000%	0%	100%	300%	500%	750%	1000%	0%	100%	300%	500%	750%	1000%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
November 2010	94	94	94	94	94	94	105	105	105	105	105	105	100	100	100	100	100	100
November 2011	88	88	88	88	88	88	109	109	109	109	109	109	100	100	100	100	100	100
November 2012	81	81	81	81	81	24	114	114	114	114	114	114	100	100	100	100	100	75
November 2013	74	74	74	74	2	0	120	120	120	120	120	52	100	100	100	100	68	29
November 2014	67	67	67	47	0	0	125	125	125	125	65	20	100	100	100	91	37	12
November 2015	60	60	60	0	0	0	131	131	131	111	35	8	100	100	100	63	20	5
November 2016	52	52	52	0	0	0	137	137	137	76	19	3	100	100	100	43	11	2
November 2017	44	44	12	0	0	0	143	143	143	52	10	1	100	100	86	29	6	1
November 2018	35	35	0	0	0	0	150	150	122	35	5	*	100	100	69	20	3	*
November 2019	26	26	0	0	0	0	157	157	97	24	3	*	100	100	55	14	2	*
November 2020	17	17	0	0	0	0	164	164	77	16	2	*	100	100	44	9	1	*
November 2021	7	7	0	0	0	0	171	171	61	11	1	*	100	100	35	6	*	*
November 2022	0	0	0	0	0	0	177	177	48	7	*	*	100	100	27	4	*	*
November 2023	0	0	0	0	0	0	177	177	38	5	*	*	100	100	22	3	*	*
November 2024	0	0	0	0	0	0	177	177	30	3	*	*	100	100	17	2	*	*
November 2025	0	0	0	0	0	0	177	177	23	2	*	*	100	100	13	1	*	*
November 2026	0	0	0	0	0	0	177	160	18	1	*	*	100	90	10	1	*	*
November 2027	0	0	0	0	0	0	177	142	14	1	*	*	100	80	8	1	*	*
November 2028	0	0	0	0	0	0	177	125	11	1	*	*	100	70	6	*	*	*
November 2029	0	0	0	0	0	0	177	109	8	*	*	*	100	62	5	*	*	*
November 2030	0	0	0	0	0	0	177	94	6	*	*	*	100	53	4	*	*	*
November 2031	0	0	0	0	0	0	177	80	5	*	*	*	100	45	3	*	*	0
November 2032	0	0	0	0	0	0	177	67	3	*	*	0	100	38	2	*	*	0
November 2033	0	0	0	0	0	0	177	55	2	*	*	0	100	31	1	*	*	0
November 2034	0	0	0	0	0	0	177	44	2	*	*	0	100	25	1	*	*	0
November 2035	0	0	0	0	0	0	177	34	1	*	*	0	100	19	1	*	*	0
November 2036	0	0	0	0	0	0	151	24	1	*	*	0	85	14	*	*	*	0
November 2037	0	0	0	0	0	0	104	15	*	*	*	0	59	8	*	*	*	0
November 2038	0	0	0	0	0	0	54	7	*	*	*	0	30	4	*	*	*	0
November 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	7.0	7.0	5.8	4.4	3.3	2.7	28.3	21.9	12.5	8.2	5.7	4.3	28.3	21.9	11.6	7.4	5.0	3.8

* 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.

WA, WD, WE, WG and WI† Classes

Date	PSA Prepayment Assumption 0%	100%	120%	170%	200%	250%	251%	425%	600%
Initial Percent	100	100	100	100	100	100	100	100	100
November 2010	100	90	88	88	88	88	88	88	85
November 2011	100	80	76	76	76	76	76	71	46
November 2012	100	71	66	66	66	66	66	47	21
November 2013	100	63	56	56	56	56	56	29	5
November 2014	100	55	47	47	47	47	47	16	0
November 2015	100	47	38	38	38	38	38	6	0
November 2016	100	40	31	31	31	31	31	0	0
November 2017	100	32	22	22	22	22	22	0	0
November 2018	100	23	14	14	14	14	14	0	0
November 2019	100	14	7	7	7	7	7	0	0
November 2020	96	7	2	2	2	2	2	0	0
November 2021	92	0	0	0	0	0	0	0	0
November 2022	88	0	0	0	0	0	0	0	0
November 2023	83	0	0	0	0	0	0	0	0
November 2024	78	0	0	0	0	0	0	0	0
November 2025	72	0	0	0	0	0	0	0	0
November 2026	66	0	0	0	0	0	0	0	0
November 2027	60	0	0	0	0	0	0	0	0
November 2028	53	0	0	0	0	0	0	0	0
November 2029	45	0	0	0	0	0	0	0	0
November 2030	37	0	0	0	0	0	0	0	0
November 2031	29	0	0	0	0	0	0	0	0
November 2032	19	0	0	0	0	0	0	0	0
November 2033	9	0	0	0	0	0	0	0	0
November 2034	0	0	0	0	0	0	0	0	0
November 2035	0	0	0	0	0	0	0	0	0
November 2036	0	0	0	0	0	0	0	0	0
November 2037	0	0	0	0	0	0	0	0	0
November 2038	0	0	0	0	0	0	0	0	0
November 2039	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	18.8	5.7	5.0	5.0	5.0	5.0	5.0	3.1	2.1

WB, WJ and IW† Classes

Date	PSA Prepayment Assumption 0%	100%	120%	170%	200%	250%	251%	425%	600%
Initial Percent	100	100	100	100	100	100	100	100	100
November 2010	100	100	100	100	100	100	100	100	100
November 2011	100	100	100	100	100	100	100	100	100
November 2012	100	100	100	100	100	100	100	100	100
November 2013	100	100	100	100	100	100	100	100	100
November 2014	100	100	100	100	100	100	100	100	57
November 2015	100	100	100	100	100	100	100	100	4
November 2016	100	100	100	100	100	100	100	85	0
November 2017	100	100	100	100	100	100	100	38	0
November 2018	100	100	100	100	100	100	100	2	0
November 2019	100	100	100	100	100	100	100	0	0
November 2020	100	100	100	100	100	100	100	0	0
November 2021	100	93	78	78	78	78	76	0	0
November 2022	100	46	46	46	46	46	45	0	0
November 2023	100	20	20	20	20	20	19	0	0
November 2024	100	0	0	0	0	0	0	0	0
November 2025	100	0	0	0	0	0	0	0	0
November 2026	100	0	0	0	0	0	0	0	0
November 2027	100	0	0	0	0	0	0	0	0
November 2028	100	0	0	0	0	0	0	0	0
November 2029	100	0	0	0	0	0	0	0	0
November 2030	100	0	0	0	0	0	0	0	0
November 2031	100	0	0	0	0	0	0	0	0
November 2032	100	0	0	0	0	0	0	0	0
November 2033	100	0	0	0	0	0	0	0	0
November 2034	85	0	0	0	0	0	0	0	0
November 2035	0	0	0	0	0	0	0	0	0
November 2036	0	0	0	0	0	0	0	0	0
November 2037	0	0	0	0	0	0	0	0	0
November 2038	0	0	0	0	0	0	0	0	0
November 2039	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	25.4	13.1	13.0	13.0	13.0	13.0	12.9	7.8	5.2

WC, WK and KI† Classes

Date	PSA Prepayment Assumption 0%	100%	120%	170%	200%	250%	251%	425%	600%
Initial Percent	100	100	100	100	100	100	100	100	100
November 2010	100	100	100	100	100	100	100	100	100
November 2011	100	100	100	100	100	100	100	100	100
November 2012	100	100	100	100	100	100	100	100	100
November 2013	100	100	100	100	100	100	100	100	100
November 2014	100	100	100	100	100	100	100	100	100
November 2015	100	100	100	100	100	100	100	100	100
November 2016	100	100	100	100	100	100	100	100	67
November 2017	100	100	100	100	100	100	100	100	42
November 2018	100	100	100	100	100	100	100	100	26
November 2019	100	100	100	100	100	100	100	74	16
November 2020	100	100	100	100	100	100	100	53	10
November 2021	100	100	100	100	100	100	100	38	6
November 2022	100	100	100	100	100	100	100	27	4
November 2023	100	100	100	100	100	100	100	19	2
November 2024	100	99	99	99	99	99	97	14	1
November 2025	100	79	79	79	79	79	78	10	1
November 2026	100	63	63	63	63	63	62	7	1
November 2027	100	49	49	49	49	49	49	5	*
November 2028	100	39	39	39	39	39	38	3	*
November 2029	100	30	30	30	30	30	29	2	*
November 2030	100	22	22	22	22	22	22	1	*
November 2031	100	16	16	16	16	16	16	1	*
November 2032	100	12	12	12	12	12	11	1	*
November 2033	100	8	8	8	8	8	8	*	*
November 2034	100	5	5	5	5	5	5	*	*
November 2035	89	2	2	2	2	2	2	*	*
November 2036	1	1	1	1	1	1	1	*	*
November 2037	0	0	0	0	0	0	0	0	0
November 2038	0	0	0	0	0	0	0	0	0
November 2039	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	26.4	18.8	18.8	18.8	18.8	18.8	18.7	12.1	8.3

PO Class

Date	PSA Prepayment Assumption 0%	100%	120%	170%	200%	250%	251%	425%	600%
Initial Percent	100	100	100	100	100	100	100	100	100
November 2010	100	100	100	89	83	72	71	33	0
November 2011	100	100	100	80	68	49	49	0	0
November 2012	100	100	100	73	57	33	32	0	0
November 2013	100	100	100	67	48	20	19	0	0
November 2014	100	100	100	62	42	11	10	0	0
November 2015	100	100	100	58	36	5	4	0	0
November 2016	100	100	100	56	33	1	*	0	0
November 2017	100	100	99	54	31	0	0	0	0
November 2018	100	100	97	51	29	0	0	0	0
November 2019	100	100	93	48	27	0	0	0	0
November 2020	100	100	88	45	25	0	0	0	0
November 2021	100	100	83	41	23	0	0	0	0
November 2022	100	98	77	38	21	0	0	0	0
November 2023	100	91	71	34	18	0	0	0	0
November 2024	100	83	65	30	16	0	0	0	0
November 2025	100	76	58	27	14	0	0	0	0
November 2026	100	68	52	23	12	0	0	0	0
November 2027	100	61	46	20	10	0	0	0	0
November 2028	100	53	40	17	9	0	0	0	0
November 2029	100	46	34	14	7	0	0	0	0
November 2030	100	39	28	12	6	0	0	0	0
November 2031	100	32	23	9	5	0	0	0	0
November 2032	100	25	18	7	3	0	0	0	0
November 2033	100	19	14	5	2	0	0	0	0
November 2034	100	13	9	3	2	0	0	0	0
November 2035	100	7	5	2	1	0	0	0	0
November 2036	94	2	1	*	*	0	0	0	0
November 2037	65	0	0	0	0	0	0	0	0
November 2038	34	0	0	0	0	0	0	0	0
November 2039	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	28.5	19.7	17.5	10.2	6.8	2.4	2.4	0.8	0.5

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

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

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

VA, VB, VC and VI† Classes

Date	PSA Prepayment Assumption								
	0%	100%	120%	170%	200%	250%	251%	425%	600%
Initial Percent	100	100	100	100	100	100	100	100	100
November 2010	93	93	93	75	75	75	75	74	0
November 2011	86	86	86	55	55	55	55	0	0
November 2012	78	78	78	39	39	39	39	0	0
November 2013	70	70	70	25	25	25	25	0	0
November 2014	61	61	61	15	15	15	15	0	0
November 2015	52	52	52	7	7	7	7	0	0
November 2016	42	42	42	1	1	1	1	0	0
November 2017	32	32	31	0	0	0	0	0	0
November 2018	22	22	14	0	0	0	0	0	0
November 2019	10	10	0	0	0	0	0	0	0
November 2020	0	0	0	0	0	0	0	0	0
November 2021	0	0	0	0	0	0	0	0	0
November 2022	0	0	0	0	0	0	0	0	0
November 2023	0	0	0	0	0	0	0	0	0
November 2024	0	0	0	0	0	0	0	0	0
November 2025	0	0	0	0	0	0	0	0	0
November 2026	0	0	0	0	0	0	0	0	0
November 2027	0	0	0	0	0	0	0	0	0
November 2028	0	0	0	0	0	0	0	0	0
November 2029	0	0	0	0	0	0	0	0	0
November 2030	0	0	0	0	0	0	0	0	0
November 2031	0	0	0	0	0	0	0	0	0
November 2032	0	0	0	0	0	0	0	0	0
November 2033	0	0	0	0	0	0	0	0	0
November 2034	0	0	0	0	0	0	0	0	0
November 2035	0	0	0	0	0	0	0	0	0
November 2036	0	0	0	0	0	0	0	0	0
November 2037	0	0	0	0	0	0	0	0	0
November 2038	0	0	0	0	0	0	0	0	0
November 2039	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	6.0	6.0	5.8	2.7	2.7	2.7	2.7	1.1	0.7

VZ Class

Date	PSA Prepayment Assumption								
	0%	100%	120%	170%	200%	250%	251%	425%	600%
Initial Percent	100	100	100	100	100	100	100	100	100
November 2010	106	106	106	100	89	69	68	0	0
November 2011	112	112	112	100	79	45	44	0	0
November 2012	118	118	118	100	72	28	27	0	0
November 2013	125	125	125	100	67	16	15	0	0
November 2014	132	132	132	100	63	8	7	0	0
November 2015	139	139	139	100	61	3	2	0	0
November 2016	147	147	147	100	59	1	*	0	0
November 2017	155	155	155	98	57	0	0	0	0
November 2018	164	164	164	93	53	0	0	0	0
November 2019	173	173	169	88	50	0	0	0	0
November 2020	181	181	160	82	46	0	0	0	0
November 2021	181	181	150	75	42	0	0	0	0
November 2022	181	177	140	68	37	0	0	0	0
November 2023	181	164	129	62	33	0	0	0	0
November 2024	181	151	117	55	29	0	0	0	0
November 2025	181	138	106	48	25	0	0	0	0
November 2026	181	124	94	42	22	0	0	0	0
November 2027	181	110	83	36	19	0	0	0	0
November 2028	181	97	72	31	16	0	0	0	0
November 2029	181	83	62	26	13	0	0	0	0
November 2030	181	71	52	21	10	0	0	0	0
November 2031	181	58	42	17	8	0	0	0	0
November 2032	181	46	33	13	6	0	0	0	0
November 2033	181	35	25	9	4	0	0	0	0
November 2034	181	24	17	6	3	0	0	0	0
November 2035	181	13	9	3	2	0	0	0	0
November 2036	171	3	2	1	*	0	0	0	0
November 2037	118	0	0	0	0	0	0	0	0
November 2038	61	0	0	0	0	0	0	0	0
November 2039	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	28.5	19.7	18.1	16.2	10.2	2.2	2.1	0.5	0.3

* 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 Class, the Principal Only Class and the Accrual Classes will be issued with original issue discount ("OID"), and certain other Classes of REMIC Certificates may be issued with OID. If a Class is issued with OID, a beneficial owner of a Certificate of that Class generally must recognize some taxable income in advance of the receipt of the cash attributable to that income. See "Material Federal Income Tax Consequences—Taxation of Beneficial Owners of Regular Certificates—*Treatment of Original Issue Discount*" in the REMIC Prospectus. In addition, certain Classes of REMIC Certificates may be treated as having been issued at a premium. See "Material Federal Income Tax Consequences—Taxation of Beneficial Owners of Regular Certificates—*Regular Certificates Purchased at a Premium*" in the REMIC Prospectus.

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

Group	Prepayment Assumption
1	225% PSA
2	270% PSA
3	300% PSA
4	300% PSA
5	200% 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 one or more underlying Regular Certificates. The CJ Class of RCR Certificates are Combination RCR Certificates. All other Classes of RCR Certificates are Strip RCR Certificates. See "Material Federal Income Tax Consequences—Taxation of Beneficial Owners of RCR Certificates" in the REMIC Prospectus for a general discussion of the federal income tax treatment of beneficial owners of RCR Certificates.

PLAN OF DISTRIBUTION

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

LEGAL MATTERS

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

Schedule 1

Available Recombinations(1)

REMIC Certificates		RCR Certificates						
Classes	Original Balances	RCR Classes	Original Balances	Principal Type(2)	Interest Rate	Interest Type(2)	CUSIP Number	Final Distribution Date
Recombination 1								
LA	$71,966,930	LH	$71,966,930	SEQ	4.00%	FIX	31398GHF9	April 2027
		LI	7,996,325(3)	NTL	4.50	FIX/IO	31398GHG7	April 2027
Recombination 2								
CV	7,342,020	CJ(4)	16,869,735	SEQ	4.50	FIX	31398GHH5	December 2039
CZ	9,527,715							
Recombination 3								
WA	96,596,874	WD	96,596,874	PAC	3.50	FIX	31398GHJ1	November 2037
		WI	28,979,062(3)	NTL	5.00	FIX/IO	31398GHM4	November 2037
Recombination 4								
WA	96,596,874	WE	96,596,874	PAC	4.00	FIX	31398GHK8	November 2037
		WI	19,319,374(3)	NTL	5.00	FIX/IO	31398GHM4	November 2037
Recombination 5								
WA	96,596,874	WG	96,596,874	PAC	4.50	FIX	31398GHL6	November 2037
		WI	9,659,687(3)	NTL	5.00	FIX/IO	31398GHM4	November 2037
Recombination 6								
WB	11,894,008	WJ	11,894,008	PAC	4.75	FIX	31398GHN2	January 2039
		IW	594,700(3)	NTL	5.00	FIX/IO	31398GHP7	January 2039
Recombination 7								
WC	10,827,095	WK	10,827,095	PAC	4.75	FIX	31398GHQ5	December 2039
		KI	541,354(3)	NTL	5.00	FIX/IO	31398GHR3	December 2039
Recombination 8								
VA	18,407,393	VB	18,407,393	PAC/AD	4.50	FIX	31398GHS1	December 2039
		VI	3,681,478(3)	NTL	5.00	FIX/IO	31398GHU6	December 2039
Recombination 9								
VA	18,407,393	VC	18,407,393	PAC/AD	5.00	FIX	31398GHT9	December 2039
		VI	1,840,739(3)	NTL	5.00	FIX/IO	31398GHU6	December 2039

(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-7 for a description of how their notional balances are calculated.

(4) Principal payments on the REMIC Certificates in Recombination 2 from the CZ Accrual Amount will be paid as interest on the related RCR Certificates and thus will not reduce the principal balance of those RCR Certificates.

Principal Balance Schedules

Aggregate Group Planned Balances

Distribution Date	Planned Balance	Distribution Date	Planned Balance	Distribution Date	Planned Balance
Initial Balance	$119,317,977.00	March 2014	$ 73,829,654.39	July 2018	$ 38,719,879.40
December 2009	118,297,126.37	April 2014	73,091,177.74	August 2018	38,103,364.05
January 2010	117,282,612.78	May 2014	72,357,285.27	September 2018 . . .	37,495,978.19
February 2010.	116,274,396.90	June 2014.	71,627,948.52	October 2018.	36,897,591.70
March 2010	115,272,439.64	July 2014	70,903,139.22	November 2018	36,308,076.28
April 2010	114,276,702.15	August 2014	70,182,829.25	December 2018	35,727,305.42
May 2010	113,287,145.81	September 2014 . . .	69,466,990.69	January 2019	35,155,154.36
June 2010.	112,303,732.25	October 2014.	68,755,595.78	February 2019.	34,591,500.09
July 2010	111,326,423.35	November 2014	68,048,616.93	March 2019	34,036,221.33
August 2010	110,355,181.20	December 2014	67,346,026.74	April 2019	33,489,198.46
September 2010 . . .	109,389,968.15	January 2015	66,647,797.95	May 2019	32,950,313.57
October 2010.	108,430,746.77	February 2015.	65,953,903.50	June 2019.	32,419,450.35
November 2010	107,477,479.87	March 2015	65,264,316.49	July 2019	31,896,494.16
December 2010	106,530,130.48	April 2015	64,579,010.16	August 2019	31,381,331.93
January 2011	105,588,661.88	May 2015	63,897,957.95	September 2019 . . .	30,873,852.19
February 2011.	104,653,037.54	June 2015.	63,221,133.44	October 2019.	30,373,945.01
March 2011	103,723,221.21	July 2015	62,548,510.41	November 2019	29,881,502.00
April 2011	102,799,176.81	August 2015	61,880,062.76	December 2019	29,396,416.29
May 2011	101,880,868.53	September 2015 . . .	61,215,764.57	January 2020	28,918,582.51
June 2011.	100,968,260.75	October 2015.	60,555,590.10	February 2020.	28,447,896.75
July 2011	100,061,318.08	November 2015	59,899,513.73	March 2020	27,984,256.56
August 2011	99,160,005.37	December 2015	59,247,510.03	April 2020	27,527,560.93
September 2011 . . .	98,264,287.66	January 2016	58,599,553.72	May 2020	27,077,710.25
October 2011.	97,374,130.22	February 2016.	57,955,619.67	June 2020.	26,634,606.31
November 2011	96,489,498.54	March 2016	57,315,682.91	July 2020	26,198,152.27
December 2011	95,610,358.31	April 2016	56,679,718.64	August 2020	25,768,252.66
January 2012	94,736,675.44	May 2016	56,047,702.19	September 2020 . . .	25,344,813.33
February 2012.	93,868,416.06	June 2016.	55,419,609.05	October 2020.	24,927,741.47
March 2012	93,005,546.49	July 2016	54,795,414.88	November 2020	24,516,945.54
April 2012	92,148,033.30	August 2016	54,175,095.46	December 2020	24,112,335.30
May 2012	91,295,843.21	September 2016 . . .	53,558,626.74	January 2021	23,713,821.78
June 2012.	90,448,943.19	October 2016.	52,945,984.83	February 2021.	23,321,317.26
July 2012	89,607,300.40	November 2016	52,337,145.96	March 2021	22,934,735.23
August 2012	88,770,882.20	December 2016	51,732,086.52	April 2021	22,553,990.40
September 2012 . . .	87,939,656.17	January 2017	51,130,783.06	May 2021	22,178,998.69
October 2012.	87,113,590.06	February 2017.	50,533,212.27	June 2021.	21,809,677.19
November 2012	86,292,651.86	March 2017	49,939,350.96	July 2021	21,445,944.15
December 2012	85,476,809.72	April 2017	49,157,484.90	August 2021	21,087,718.97
January 2013	84,666,032.02	May 2017	48,387,098.74	September 2021 . . .	20,734,922.19
February 2013.	83,860,287.32	June 2017.	47,628,029.62	October 2021.	20,387,475.45
March 2013	83,059,544.36	July 2017	46,880,116.98	November 2021	20,045,301.51
April 2013	82,263,772.11	August 2017	46,143,202.48	December 2021	19,708,324.20
May 2013	81,472,939.71	September 2017 . . .	45,417,129.97	January 2022	19,376,468.43
June 2013.	80,687,016.49	October 2017.	44,701,745.50	February 2022.	19,049,660.15
July 2013	79,905,971.98	November 2017	43,996,897.23	March 2022	18,727,826.37
August 2013	79,129,775.90	December 2017	43,302,435.45	April 2022	18,410,895.12
September 2013 . . .	78,358,398.14	January 2018	42,618,212.53	May 2022	18,098,795.43
October 2013.	77,591,808.79	February 2018.	41,944,082.91	June 2022.	17,791,457.35
November 2013	76,829,978.14	March 2018	41,279,903.03	July 2022	17,488,811.90
December 2013	76,072,876.64	April 2018	40,625,531.35	August 2022	17,190,791.08
January 2014	75,320,474.93	May 2018	39,980,828.28	September 2022 . . .	16,897,327.83
February 2014.	74,572,743.85	June 2018.	39,345,656.21	October 2022.	16,608,356.06

Aggregate Group (Continued)

Distribution Date	Planned Balance	Distribution Date	Planned Balance	Distribution Date	Planned Balance
November 2022	$ 16,323,810.58	June 2027	$ 5,921,077.45	January 2032	$ 1,682,570.21
December 2022	16,043,627.15	July 2027	5,804,039.16	February 2032	1,636,867.62
January 2023	15,767,742.42	August 2027	5,688,902.08	March 2032	1,591,981.47
February 2023	15,496,093.93	September 2027	5,575,637.78	April 2032	1,547,899.01
March 2023	15,228,620.10	October 2027	5,464,218.24	May 2032	1,504,607.69
April 2023	14,965,260.23	November 2027	5,354,615.82	June 2032	1,462,095.12
May 2023	14,705,954.47	December 2027	5,246,803.32	July 2032	1,420,349.12
June 2023	14,450,643.81	January 2028	5,140,753.88	August 2032	1,379,357.67
July 2023	14,199,270.08	February 2028	5,036,441.06	September 2032	1,339,108.93
August 2023	13,951,775.93	March 2028	4,933,838.78	October 2032	1,299,591.25
September 2023	13,708,104.81	April 2028	4,832,921.36	November 2032	1,260,793.13
October 2023	13,468,200.99	May 2028	4,733,663.46	December 2032	1,222,703.25
November 2023	13,232,009.50	June 2028	4,636,040.13	January 2033	1,185,310.45
December 2023	12,999,476.17	July 2028	4,540,026.74	February 2033	1,148,603.74
January 2024	12,770,547.58	August 2028	4,445,599.06	March 2033	1,112,572.29
February 2024	12,545,171.08	September 2028	4,352,733.19	April 2033	1,077,205.43
March 2024	12,323,294.76	October 2028	4,261,405.55	May 2033	1,042,492.65
April 2024	12,104,867.42	November 2028	4,171,592.95	June 2033	1,008,423.59
May 2024	11,889,838.63	December 2028	4,083,272.48	July 2033	974,988.05
June 2024	11,678,158.64	January 2029	3,996,421.60	August 2033	942,175.97
July 2024	11,469,778.41	February 2029	3,911,018.08	September 2033	909,977.45
August 2024	11,264,649.60	March 2029	3,827,040.01	October 2033	878,382.72
September 2024	11,062,724.56	April 2029	3,744,465.79	November 2033	847,382.19
October 2024	10,863,956.30	May 2029	3,663,274.15	December 2033	816,966.36
November 2024	10,668,298.51	June 2029	3,583,444.11	January 2034	787,125.92
December 2024	10,475,705.53	July 2029	3,504,954.99	February 2034	757,851.67
January 2025	10,286,132.35	August 2029	3,427,786.43	March 2034	729,134.54
February 2025	10,099,534.60	September 2029	3,351,918.35	April 2034	700,965.63
March 2025	9,915,868.53	October 2029	3,277,330.97	May 2034	673,336.14
April 2025	9,735,091.02	November 2029	3,204,004.77	June 2034	646,237.41
May 2025	9,557,159.56	December 2029	3,131,920.54	July 2034	619,660.91
June 2025	9,382,032.25	January 2030	3,061,059.33	August 2034	593,598.24
July 2025	9,209,667.78	February 2030	2,991,402.50	September 2034	568,041.12
August 2025	9,040,025.42	March 2030	2,922,931.62	October 2034	542,981.39
September 2025	8,873,065.02	April 2030	2,855,628.58	November 2034	518,411.02
October 2025	8,708,747.02	May 2030	2,789,475.52	December 2034	494,322.10
November 2025	8,547,032.40	June 2030	2,724,454.81	January 2035	470,706.83
December 2025	8,387,882.71	July 2030	2,660,549.11	February 2035	447,557.53
January 2026	8,231,260.04	August 2030	2,597,741.33	March 2035	424,866.63
February 2026	8,077,127.02	September 2030	2,536,014.60	April 2035	402,626.69
March 2026	7,925,446.81	October 2030	2,475,352.32	May 2035	380,830.37
April 2026	7,776,183.10	November 2030	2,415,738.13	June 2035	359,470.43
May 2026	7,629,300.10	December 2030	2,357,155.90	July 2035	338,539.76
June 2026	7,484,762.53	January 2031	2,299,589.73	August 2035	318,031.33
July 2026	7,342,535.60	February 2031	2,243,023.97	September 2035	297,938.25
August 2026	7,202,585.02	March 2031	2,187,443.18	October 2035	278,253.69
September 2026	7,064,877.01	April 2031	2,132,832.15	November 2035	258,970.97
October 2026	6,929,378.25	May 2031	2,079,175.90	December 2035	240,083.46
November 2026	6,796,055.90	June 2031	2,026,459.66	January 2036	221,584.69
December 2026	6,664,877.59	July 2031	1,974,668.88	February 2036	203,468.22
January 2027	6,535,811.41	August 2031	1,923,789.21	March 2036	185,727.76
February 2027	6,408,825.93	September 2031	1,873,806.53	April 2036	168,357.10
March 2027	6,283,890.13	October 2031	1,824,706.91	May 2036	151,350.10
April 2027	6,160,973.46	November 2031	1,776,476.63	June 2036	134,700.74
May 2027	6,040,045.79	December 2031	1,729,102.17	July 2036	118,403.09

Aggregate Group (Continued)

Distribution Date	Planned Balance	Distribution Date	Planned Balance	Distribution Date	Planned Balance
August 2036	$ 102,451.30	November 2036	$ 56,613.90	February 2037	$ 13,687.04
September 2036	86,839.60	December 2036	41,988.81	March 2037 and thereafter	0.00
October 2036	71,562.33	January 2037	27,681.64		

VA Class Planned Balances

Distribution Date	Planned Balance	Distribution Date	Planned Balance	Distribution Date	Planned Balance
Initial Balance	$18,407,393.00	May 2012	$ 8,521,723.02	November 2014	$ 2,713,438.75
December 2009	17,897,397.59	June 2012	8,271,957.63	December 2014	2,572,950.90
January 2010	17,497,239.31	July 2012	8,026,513.90	January 2015	2,435,452.84
February 2010	17,103,159.13	August 2012	7,785,340.28	February 2015	2,300,907.10
March 2010	16,715,087.24	September 2012	7,548,385.74	March 2015	2,169,276.61
April 2010	16,332,954.54	October 2012	7,315,599.81	April 2015	2,040,524.73
May 2010	15,956,692.67	November 2012	7,086,932.52	May 2015	1,914,615.18
June 2010	15,586,233.96	December 2012	6,862,334.45	June 2015	1,791,512.09
July 2010	15,221,511.43	January 2013	6,641,756.68	July 2015	1,671,179.94
August 2010	14,862,458.80	February 2013	6,425,150.82	August 2015	1,553,583.65
September 2010	14,509,010.47	March 2013	6,212,468.99	September 2015	1,438,688.47
October 2010	14,161,101.53	April 2013	6,003,663.81	October 2015	1,326,460.03
November 2010	13,818,667.74	May 2013	5,798,688.38	November 2015	1,216,864.35
December 2010	13,481,645.51	June 2013	5,597,496.33	December 2015	1,109,867.82
January 2011	13,149,971.92	July 2013	5,400,041.76	January 2016	1,005,437.16
February 2011	12,823,584.72	August 2013	5,206,279.24	February 2016	903,539.48
March 2011	12,502,422.26	September 2013	5,016,163.87	March 2016	804,142.23
April 2011	12,186,423.58	October 2013	4,829,651.18	April 2016	707,213.21
May 2011	11,875,528.32	November 2013	4,646,697.18	May 2016	612,720.58
June 2011	11,569,676.76	December 2013	4,467,258.34	June 2016	520,632.85
July 2011	11,268,809.81	January 2014	4,291,291.63	July 2016	430,918.85
August 2011	10,972,868.97	February 2014	4,118,754.42	August 2016	343,547.76
September 2011	10,681,796.36	March 2014	3,949,604.58	September 2016	258,489.12
October 2011	10,395,534.72	April 2014	3,783,800.40	October 2016	175,712.74
November 2011	10,114,027.36	May 2014	3,621,300.62	November 2016	95,188.81
December 2011	9,837,218.20	June 2014	3,462,064.44	December 2016	16,887.85
January 2012	9,565,051.74	July 2014	3,306,051.44	January 2017 and thereafter	0.00
February 2012	9,297,473.05	August 2014	3,153,221.69		
March 2012	9,034,427.80	September 2014	3,003,535.66		
April 2012	8,775,862.19	October 2014	2,856,954.24		

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

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

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$522,567,046

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Guaranteed REMIC Pass-Through Certificates Fannie Mae REMIC Trust 2009-98

PROSPECTUS SUPPLEMENT

Goldman Sachs & Co.

November 20, 2009