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

$578,688,171

FannieMae®

Guaranteed REMIC Pass-Through Certificates
Fannie Mae REMIC Trust 2009-102

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 and*
- *underlying RCR certificates backed by 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
DC(2)	1	$157,319,014	SEQ	4.0%	FIX	31398GBC2	June 2036
DI(2)	1	17,479,890(3)	NTL	4.5	FIX/IO	31398GBD0	June 2036
DV	1	29,434,182	SEQ/AD	4.5	FIX	31398GBE8	March 2028
DZ	1	23,246,804	SEQ	4.5	FIX/Z	31398GBF5	December 2039
BA	1	73,984,767	SEQ/AD	4.5	FIX	31398GBG3	January 2032
BZ	1	16,350,231	SEQ	4.5	FIX/Z	31398GBH1	December 2039
AQ	2	10,000,000	SEQ	3.0	FIX	31398GBJ7	June 2023
AI	2	2,500,000(3)	NTL	4.0	FIX/IO	31398GBK4	June 2023
AW	2	30,022,000	SEQ	4.0	FIX	31398GBL2	June 2023
BW	2	7,037,000	SEQ	4.0	FIX	31398GBM0	December 2024
KA	3	78,404,448	PAC	4.0	FIX	31398GBN8	July 2039
KB	3	3,489,542	PAC	4.0	FIX	31398GBP3	December 2039
KI	3	27,297,996(3)	NTL	6.0	FIX/IO	31398GBQ1	December 2039
CA	3	16,553,005	SUP	5.0	FIX	31398GBR9	December 2039
FC	3	16,553,005	SUP	(4)	FLT	31398GBS7	December 2039
SC	3	16,553,005(3)	NTL	(4)	INV/IO	31398GBT5	December 2039
CE	4	12,425,551	SC/PT	5.0	FIX	31398GBU2	November 2039
FE	4	24,851,101	SC/PT	(4)	FLT	31398GBV0	November 2039
SE	4	24,851,101(3)	NTL	(4)	INV/IO	31398GBW8	November 2039
EN(2)	5	64,506,000	SEQ/AD	4.0	FIX	31398GBX6	March 2033
EI(2)	5	12,901,200(3)	NTL	5.0	FIX/IO	31398GBY4	March 2033
EZ	5	10,494,000	SEQ	5.0	FIX/Z	31398GBZ1	December 2039
TA	6	1,343,861	SC/PT	(4)	INV	31398GCA5	July 2034
TS	6	2,673,660	SC/PT	(4)	INV	31398GCB3	July 2034
TI	6	15,146,054(3)	NTL	(4)	INV/IO	31398GCC1	July 2034
R		0	NPR	0	NPR	31398GCD9	December 2039
RL		0	NPR	0	NPR	31398GCE7	December 2039

(1) See "Description of the Certificates—Class Definitions and Abbreviations" in the REMIC prospectus.
(2) Exchangeable classes.
(3) Notional balances. These classes are interest only classes. See page S-8 for a description of how their notional balances are calculated.
(4) Based on LIBOR.

If you own certificates of certain classes, you can exchange them for certificates of the corresponding RCR classes to be delivered at the time of exchange. The DA, EL and EM 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.

Morgan Stanley

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");
- if you are purchasing any Group 4 or Group 6 Class or the R or RL Class, the disclosure documents relating to the applicable underlying RCR certificates (the "Underlying REMIC Disclosure Documents"); and
- any information incorporated by reference in this prospectus supplement as discussed below and under the heading "Incorporation by Reference" in the REMIC Prospectus.

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

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

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

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

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

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

Morgan Stanley & Co. Incorporated
c/o Broadridge Financial Solutions
Prospectus Department
1155 Long Island Avenue
Edgewood, NY 11717
(telephone 631-274-2740).

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 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	Class 2009-95-CB RCR Certificate
5	Group 5 MBS
6	Class 2005-123-SE RCR Certificate

Group 1, Group 2, Group 3 and Group 5

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	$300,334,998	4.50%	4.75% to 7.00%	241 to 360
Group 2 MBS	$ 47,059,000	4.00%	4.25% to 6.50%	121 to 180
Group 3 MBS	$115,000,000	6.00%	6.25% to 8.50%	241 to 360
Group 5 MBS	$ 75,000,000	5.00%	5.25% to 7.50%	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	$300,334,998	360	357	2	5.05%
Group 2 MBS	$ 47,059,000	180	171	7	4.50%
Group 3 MBS	$115,000,000	360	327	30	6.62%
Group 5 MBS	$ 75,000,000	360	357	2	5.42%

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 4 and Group 6

Exhibit A describes the underlying RCR certificates in Group 4 and Group 6, including certain information about the related mortgage loans. To learn more about the underlying RCR 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 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.

During the initial interest accrual period, the floating rate and inverse floating rate classes (other than the TA, TS and TI Classes) will bear interest at the initial interest rates listed below. The initial rates listed below for the TA, TS and TI Classes are assumed rates. During each subsequent interest accrual period, the floating rate and inverse floating rate classes will bear interest based on the formulas indicated below, but always subject to the specified maximum and minimum interest rates:

Class	Initial Interest Rate	Maximum Interest Rate	Minimum Interest Rate	Formula for Calculation of Interest Rate(1)
FC	1.58875%	7.00000%	1.35%	LIBOR + 135 basis points
SC	5.41125%	5.65000%	0.00%	5.65% − LIBOR
FE	1.88875%	6.50000%	1.65%	LIBOR + 165 basis points
SE	4.61125%	4.85000%	0.00%	4.85% − LIBOR
TA	7.00000%(2)	7.00000%	0.00%	43.66666% − (6.66666667 × LIBOR)
TS	17.62973%(2)	18.42975%	0.00%	18.42975% − (3.35086401 × LIBOR)
TI	6.31125%(2)	6.55000%	0.00%	6.55% − LIBOR

(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 November 23, 2009 using the applicable formulas.

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	
DI	11.1111108286% of the DC Class
AI	25% of the AQ Class
KI	33.3333325193% of the *sum* of the KA and KB Classes
SC	100% of the FC Class
SE	100% of the FE Class
EI	20% of the EN Class
TI	376.9999957685% of the *sum* of the TA and TS Classes

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%	300%	500%	750%	1000%
DC, DI and DA	17.1	7.3	3.5	2.4	1.9	1.6
DV	10.4	10.2	6.9	4.9	3.6	2.9
DZ	28.3	22.3	13.3	8.8	6.0	4.5
BA	13.4	6.5	3.5	2.5	1.9	1.6
BZ	26.4	20.2	11.6	7.7	5.3	4.0

Group 2 Classes	PSA Prepayment Assumption				
	0%	100%	240%	400%	550%
AQ, AI and AW	7.7	5.0	3.5	2.6	2.1
BW	14.3	12.6	10.7	8.4	6.7

Group 3 Classes	PSA Prepayment Assumption							
	0%	100%	140%	275%	325%	550%	775%	1000%
KA	17.4	5.8	4.7	4.7	4.7	2.8	1.9	1.3
KB	26.2	17.7	17.7	17.7	17.7	10.7	7.0	4.8
KI	17.7	6.3	5.3	5.3	5.3	3.2	2.1	1.5
CA, FC and SC	28.3	19.5	16.0	4.2	1.7	0.6	0.3	0.2

Group 4 Classes	PSA Prepayment Assumption				
	0%	100%	275%	425%	600%
CE, FE and SE	28.3	19.7	4.1	0.9	0.5

Group 5 Classes	PSA Prepayment Assumption						
	0%	100%	350%	600%	800%	1000%	1600%
EN, EI, EL and EM	14.5	7.1	3.4	2.4	2.0	1.7	1.3
EZ	26.9	21.1	11.1	7.0	5.3	4.3	2.5

Group 6 Classes	PSA Prepayment Assumption				
	0%	100%	300%	450%	600%
TA, TS and TI	23.5	18.5	3.3	0.6	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 1 MBS and Group 5 MBS have been designated as pools that include "jumbo-conforming" or "high-balance" mortgage loans. There is limited historical performance data regarding prepayment rates for jumbo-conforming and high-balance mortgage loans. If prevailing mortgage rates decline, borrowers with jumbo-conforming and high-balance mortgage loans may be more likely to refinance their mortgage loans than borrowers with conforming balance loans. This is because a relatively small reduction in the interest rate of a jumbo-conforming and high-balance mortgage loan can have a greater impact on the borrower's monthly payment than a similar interest rate change for a conforming balance loan.

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

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

As a result of these factors, the Group 1 Classes and Group 5 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.

Payments on the Group 4 and Group 6 Classes also will be affected by the payment priorities governing the related underlying RCR certificates. If you invest in any Group 4 or Group 6 Class, the rate at which you receive payments will be affected by the applicable priority sequences governing principal payments on the related underlying RCR certificates.

In particular, as described in the related Underlying REMIC Disclosure Document, the Group 4 Underlying RCR Certificate is a support class. A support class is entitled to receive payments on a distribution date only if scheduled payments of principal have been made on certain other classes in the related underlying REMIC trust. Accordingly, a support class may receive no principal payments for extended periods or may receive principal payments that may vary widely from period to period.

In addition, as described in the related Underlying REMIC Disclosure Document, the Group 6 Underlying RCR Certificate is governed by principal balance schedules. As a result, the Group 6 Underlying RCR Certificate may receive principal payments faster or slower than would otherwise have been the case. In some cases, it may receive no principal payments for extended periods. Prepayments on the related mortgage loans may have occurred at rates faster or slower than the rates initially assumed. In certain high prepayment scenarios, it is possible that the effect of a principal balance schedule on principal payments over time may be eliminated. In such a case, the Group 6 Underlying RCR Certificate would receive principal payments at rates that may vary widely from period to period. This prospectus supplement contains no information as to whether

- the Group 6 Underlying RCR Certificate has adhered to the related principal balance schedule,
- any related support classes remain outstanding, or
- the Group 6 Underlying RCR Certificate otherwise has performed as originally anticipated.

You may obtain additional information about the underlying RCR certificates in Group 4 and Group 6 by reviewing their current class factors in light of other information available in the related Underlying REMIC Disclosure Documents. You may obtain those documents from us as described on page S-3.

DESCRIPTION OF THE CERTIFICATES

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

General

Structure. We will create the Fannie Mae REMIC Trust specified on the cover of this prospectus supplement (the "Trust") pursuant to a trust agreement dated as of August 1, 2007 and a supplement thereto dated as of 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:

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

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

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

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

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

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

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

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

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

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

The Trust MBS

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

In addition, the pools underlying the Group 1 MBS and Group 5 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 1 MBS and Group 5 MBS, see the Final Data Statement for the Trust and the related prospectus supplement for each MBS. See also "Additional Risk Factors—*"Jumbo-conforming" and "high-balance" mortgage loans, which have original principal balances that exceed our traditional conforming loan limits, may prepay at different rates than conforming balance mortgage loans generally*" in this prospectus supplement.

For additional information, see "Summary—Group 1, Group 2, Group 3 and Group 5—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 Underlying RCR Certificates

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

For further information about the Underlying RCR Certificates telephone us at 1-800-237-8627. Additional information about the Underlying RCR 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 (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	Floating Rate and Inverse Floating Rate Classes

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

Accrual Classes. The DZ, BZ and EZ 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 each Accrual Class will be added as principal to its principal balance 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 DZ Accrual Amount to DV until retired, and thereafter to DZ. **Accretion Directed Class and Accrual Class**

The BZ Accrual Amount to BA until retired, and thereafter to BZ. **Accretion Directed Class and Accrual Class**

The Group 1 Cash Flow Distribution Amount as follows:

—69.9219209877% to DC, DV and DZ, in that order, until retired, and

—30.0780790123% to BA and BZ, 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 "BZ Accrual Amount" is any interest then accrued and added to the principal balance of the BZ Class.

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

- *Group 2*

The Group 2 Principal Distribution Amount in the following priority:

1. To AQ and AW, pro rata, until retired.
2. To BW, 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 in the following priority:

1. To the Aggregate Group to its Planned Balance. **PAC Group**
2. To CA and FC, pro rata, until retired. **Support Classes**
3. To the Aggregate Group to zero. **PAC Group**

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

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

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

- *Group 4*

The Group 4 Principal Distribution Amount to CE and FE, pro rata, until retired. **Structured Collateral/ Pass-Through Classes**

The "Group 4 Principal Distribution Amount" is the principal then paid on the Group 4 Underlying RCR Certificate.

• *Group 5*

The EZ Accrual Amount to EN until retired, and thereafter to EZ. **Accretion Directed Class and Accrual Class**

The Group 5 Cash Flow Distribution Amount to EN and EZ, in that order, until retired. **Sequential Pay Classes**

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

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

• *Group 6*

The Group 6 Principal Distribution Amount to TA and TS, 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 RCR Certificate.

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 RCR Certificates, the priority sequences governing principal payments on the Underlying RCR 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, Group 3 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 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 "Structuring Range" specified in the chart below. The "Effective Range" for the Aggregate Group is the range of prepayment rates (measured by *constant* PSA rates) that would reduce the Aggregate Group to its scheduled balance each month based on the Pricing Assumptions. We have not provided separate schedules for the individual Classes included in the Aggregate Group. However, these Classes are designed to receive principal distributions in the same fashion as if separate schedules had been provided (with schedules based on the same underlying assumptions that apply to the Aggregate Group schedule). If such separate schedules had been provided for the individual Classes included in the Aggregate Group we expect that the effective ranges for those Classes would not be narrower than that shown below for the Aggregate Group.

Group	Structuring Range	Initial Effective Range
Aggregate Group Planned Balances	Between 140% and 325% PSA	Between 140% and 325% PSA

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

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

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

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

- Even if the related Mortgage Loans prepay at rates falling within the Structuring Range or 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 rates fall 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 each Class that has scheduled balances will be supported by one or more other Classes. When the supporting Classes are retired, the Classes receiving the benefit of that support, if still outstanding, may no longer have an Effective Range and will be much more sensitive to prepayments of the related Mortgage Loans.

Yield Tables

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

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

- converting the monthly rates to corporate bond equivalent rates.

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

We cannot assure you that

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

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

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

The Inverse Floating Rate Classes. **The yields on the Inverse Floating Rate 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 SC, SE, TS and TI 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 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 price of these Classes (expressed in each case as a percentage of original principal balance) are as follows:

Class	Price*
SC	4.53125%
SE	3.06250%
TA	99.00000%
TS	102.00000%
TI	7.25000%

* 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 SC Class to Prepayments and LIBOR
(Pre-Tax Yields to Maturity)

	PSA Prepayment Assumption							
LIBOR	**50%**	**100%**	**140%**	**275%**	**325%**	**550%**	**775%**	**1000%**
0.12000%	157.2%	157.2%	157.2%	107.9%	82.7%	(58.4)%	*	*
0.23875%	153.3%	153.3%	153.3%	104.5%	79.3%	(61.1)%	*	*
2.23875%	91.1%	91.1%	91.1%	51.2%	24.6%	*	*	*
4.23875%	35.5%	35.4%	34.8%	7.6%	(30.9)%	*	*	*
5.65000%	*	*	*	*	*	*	*	*

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

	PSA Prepayment Assumption				
LIBOR	**50%**	**100%**	**275%**	**425%**	**600%**
0.12000%	212.6%	212.6%	155.5%	58.1%	(58.8)%
0.23875%	206.2%	206.2%	149.9%	52.9%	(62.5)%
2.23875%	107.2%	107.2%	63.6%	(30.5)%	*
4.23875%	22.7%	22.4%	(1.9)%	*	*
4.85000%	*	*	*	*	*

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

	PSA Prepayment Assumption				
LIBOR	**50%**	**100%**	**300%**	**450%**	**600%**
5.50000% and below	7.2%	7.2%	7.5%	8.8%	9.9%
6.02500%	3.6%	3.6%	4.0%	5.6%	7.0%
6.55000%	0.1%	0.1%	0.5%	2.4%	4.0%

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

	PSA Prepayment Assumption				
LIBOR	**50%**	**100%**	**300%**	**450%**	**600%**
0.12000%	18.3%	18.3%	17.6%	15.1%	12.7%
0.23875%	17.9%	17.9%	17.2%	14.7%	12.4%
2.23875%	11.0%	11.0%	10.5%	8.6%	6.8%
4.23875%	4.2%	4.2%	3.9%	2.5%	1.4%
5.50000% and above	0%	0%	(0.2)%	(1.2)%	(2.0)%

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

	PSA Prepayment Assumption				
LIBOR	**50%**	**100%**	**300%**	**450%**	**600%**
0.12000%	106.6%	106.6%	56.9%	(81.0)%	*
0.23875%	104.4%	104.4%	55.2%	(82.7)%	*
2.23875%	68.7%	68.7%	27.7%	*	*
4.23875%	35.4%	35.4%	2.8%	*	*
6.55000%	*	*	*	*	*

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
DI	338%
AI	349%
KI	561%
EI	737%

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*
DI	14.0000%
AI	10.9375%
KI	18.1875%
EI	10.0000%

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

Sensitivity of the DI Class to Prepayments

	PSA Prepayment Assumption					
	50%	100%	300%	500%	750%	1000%
Pre-Tax Yields to Maturity	27.0%	23.0%	3.8%	(15.9)%	(37.5)%	(55.3)%

Sensitivity of the AI Class to Prepayments

	PSA Prepayment Assumption				
	50%	100%	240%	400%	550%
Pre-Tax Yields to Maturity	24.9%	21.2%	9.8%	(4.8)%	(19.1)%

Sensitivity of the KI Class to Prepayments

	PSA Prepayment Assumption							
	50%	100%	140%	275%	325%	550%	775%	1000%
Pre-Tax Yields to Maturity	26.2%	20.1%	15.4%	15.4%	15.4%	0.9%	(18.8)%	(42.1)%

Sensitivity of the EI Class to Prepayments

	PSA Prepayment Assumption						
	50%	100%	350%	600%	800%	1000%	1600%
Pre-Tax Yields to Maturity	47.1%	44.0%	27.1%	9.4%	(4.2)%	(16.8)%	(49.1)%

Weighted Average Lives of the Certificates

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

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

- the timing of changes in the rate of principal distributions,
- the priority sequences of distributions of principal of the Group 1, Group 2, Group 3 and Group 5 Classes, and
- in the case of the Group 4 and Group 6 Classes, the priority sequences affecting principal payments on the related Underlying RCR Certificates.

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

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

Decrement Tables

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

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

Mortgage Loans Backing Trust Assets Specified Below	Original Terms to Maturity	Remaining Terms to Maturity	Interest Rates
Group 1 MBS	360 months	360 months	7.00%
Group 2 MBS	180 months	180 months	6.50%
Group 3 MBS	360 months	360 months	8.50%
Group 4 Underlying RCR Certificate	360 months	359 months	8.50%
Group 5 MBS	360 months	360 months	7.50%
Group 6 Underlying RCR Certificate	360 months	(1)	8.50%

(1) The Mortgage Loans backing the Group 6 Underlying RCR Certificates are assumed to have the following remaining terms to maturity:

Class 2004-50-PA	295 months
Class 2004-37 YW	294 months

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

	DC, DI† and DA Classes						DV Class						DZ Class					
	PSA Prepayment Assumption						PSA Prepayment Assumption						PSA Prepayment Assumption					
Date	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	99	96	91	87	81	75	96	96	96	96	96	96	105	105	105	105	105	105
November 2011	97	89	74	60	44	29	93	93	93	93	93	93	109	109	109	109	109	109
November 2012	96	79	54	32	9	0	89	89	89	89	89	45	114	114	114	114	114	114
November 2013	94	71	37	11	0	0	84	84	84	84	29	0	120	120	120	120	120	67
November 2014	92	63	23	0	0	0	80	80	80	65	0	0	125	125	125	125	84	26
November 2015	90	55	12	0	0	0	76	76	76	9	0	0	131	131	131	131	45	10
November 2016	88	48	3	0	0	0	71	71	71	0	0	0	137	137	137	98	24	4
November 2017	86	41	0	0	0	0	66	66	42	0	0	0	143	143	143	67	13	2
November 2018	84	35	0	0	0	0	61	61	6	0	0	0	150	150	150	45	7	1
November 2019	81	29	0	0	0	0	55	55	0	0	0	0	157	157	125	31	4	*
November 2020	78	23	0	0	0	0	50	50	0	0	0	0	164	164	99	21	2	*
November 2021	75	18	0	0	0	0	44	44	0	0	0	0	171	171	79	14	1	*
November 2022	72	13	0	0	0	0	37	37	0	0	0	0	179	179	62	10	1	*
November 2023	69	9	0	0	0	0	31	31	0	0	0	0	188	188	49	6	*	*
November 2024	65	5	0	0	0	0	24	24	0	0	0	0	196	196	39	4	*	*
November 2025	61	1	0	0	0	0	17	17	0	0	0	0	205	205	30	3	*	*
November 2026	57	0	0	0	0	0	9	0	0	0	0	0	215	206	23	2	*	*
November 2027	53	0	0	0	0	0	2	0	0	0	0	0	224	182	18	1	*	*
November 2028	48	0	0	0	0	0	0	0	0	0	0	0	227	160	14	1	*	*
November 2029	43	0	0	0	0	0	0	0	0	0	0	0	227	140	11	1	*	*
November 2030	38	0	0	0	0	0	0	0	0	0	0	0	227	121	8	*	*	*
November 2031	32	0	0	0	0	0	0	0	0	0	0	0	227	103	6	*	*	*
November 2032	25	0	0	0	0	0	0	0	0	0	0	0	227	86	4	*	*	0
November 2033	19	0	0	0	0	0	0	0	0	0	0	0	227	71	3	*	*	0
November 2034	11	0	0	0	0	0	0	0	0	0	0	0	227	56	2	*	*	0
November 2035	4	0	0	0	0	0	0	0	0	0	0	0	227	43	1	*	*	0
November 2036	0	0	0	0	0	0	0	0	0	0	0	0	195	30	1	*	*	0
November 2037	0	0	0	0	0	0	0	0	0	0	0	0	134	19	*	*	*	0
November 2038	0	0	0	0	0	0	0	0	0	0	0	0	69	8	*	*	*	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)**	17.1	7.3	3.5	2.4	1.9	1.6	10.4	10.2	6.9	4.9	3.6	2.9	28.3	22.3	13.3	8.8	6.0	4.5

* Indicates an outstanding balance greater than 0% and less than 0.5% of the original principal balance.
** Determined as specified under "Yield, Maturity and Prepayment Considerations—Weighted Average Lives and Final Distribution Dates" in the REMIC Prospectus.
† In the case of a Notional Class, the Decrement Table indicates the percentage of the original notional principal balance outstanding.

Date	BA Class						BZ Class					
	PSA Prepayment Assumption						PSA Prepayment Assumption					
	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
November 2010	98	95	91	87	82	76	105	105	105	105	105	105
November 2011	95	87	74	62	47	33	109	109	109	109	109	109
November 2012	93	78	54	34	14	0	114	114	114	114	114	105
November 2013	90	69	38	14	0	0	120	120	120	120	95	41
November 2014	87	60	24	*	0	0	125	125	125	125	51	16
November 2015	84	52	12	0	0	0	131	131	131	87	28	6
November 2016	81	44	3	0	0	0	137	137	137	60	15	2
November 2017	78	36	0	0	0	0	143	143	120	41	8	1
November 2018	74	29	0	0	0	0	150	150	96	28	4	*
November 2019	70	22	0	0	0	0	157	157	77	19	2	*
November 2020	66	16	0	0	0	0	164	164	61	13	1	*
November 2021	62	9	0	0	0	0	171	171	48	9	1	*
November 2022	57	3	0	0	0	0	179	179	38	6	*	*
November 2023	52	0	0	0	0	0	188	175	30	4	*	*
November 2024	47	0	0	0	0	0	196	157	24	3	*	*
November 2025	42	0	0	0	0	0	205	141	18	2	*	*
November 2026	36	0	0	0	0	0	215	126	14	1	*	*
November 2027	29	0	0	0	0	0	224	111	11	1	*	*
November 2028	23	0	0	0	0	0	235	98	9	1	*	*
November 2029	16	0	0	0	0	0	246	86	6	*	*	*
November 2030	8	0	0	0	0	0	257	74	5	*	*	*
November 2031	*	0	0	0	0	0	269	63	4	*	*	*
November 2032	0	0	0	0	0	0	244	53	3	*	*	0
November 2033	0	0	0	0	0	0	216	43	2	*	*	0
November 2034	0	0	0	0	0	0	186	34	1	*	*	0
November 2035	0	0	0	0	0	0	154	26	1	*	*	0
November 2036	0	0	0	0	0	0	119	18	1	*	*	0
November 2037	0	0	0	0	0	0	82	11	*	*	*	0
November 2038	0	0	0	0	0	0	42	5	*	*	*	0
November 2039	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	13.4	6.5	3.5	2.5	1.9	1.6	26.4	20.2	11.6	7.7	5.3	4.0

Date	AQ, AI† and AW Classes					BW Class				
	PSA Prepayment Assumption					PSA Prepayment Assumption				
	0%	100%	240%	400%	550%	0%	100%	240%	400%	550%
Initial Percent	100	100	100	100	100	100	100	100	100	100
November 2010	95	91	87	82	77	100	100	100	100	100
November 2011	90	80	69	57	47	100	100	100	100	100
November 2012	85	68	52	36	23	100	100	100	100	100
November 2013	79	57	38	20	8	100	100	100	100	100
November 2014	73	47	26	9	0	100	100	100	100	89
November 2015	66	38	16	1	0	100	100	100	100	54
November 2016	59	29	8	0	0	100	100	100	71	32
November 2017	51	21	2	0	0	100	100	100	47	19
November 2018	43	14	0	0	0	100	100	82	31	11
November 2019	35	7	0	0	0	100	100	58	19	6
November 2020	26	*	0	0	0	100	100	39	12	3
November 2021	16	0	0	0	0	100	68	24	6	2
November 2022	5	0	0	0	0	100	36	11	3	1
November 2023	0	0	0	0	0	68	7	2	*	*
November 2024	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	7.7	5.0	3.5	2.6	2.1	14.3	12.6	10.7	8.4	6.7

* 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	KA Class								KB Class							
	PSA Prepayment Assumption								PSA Prepayment Assumption							
	0%	100%	140%	275%	325%	550%	775%	1000%	0%	100%	140%	275%	325%	550%	775%	1000%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
November 2010	99	89	86	86	86	86	73	53	100	100	100	100	100	100	100	100
November 2011	98	79	73	73	73	60	36	18	100	100	100	100	100	100	100	100
November 2012	96	70	61	61	61	38	17	5	100	100	100	100	100	100	100	100
November 2013	95	61	50	50	50	23	7	0	100	100	100	100	100	100	100	79
November 2014	93	53	41	41	41	14	1	0	100	100	100	100	100	100	100	31
November 2015	92	45	32	32	32	8	0	0	100	100	100	100	100	100	70	12
November 2016	90	37	24	24	24	3	0	0	100	100	100	100	100	100	37	5
November 2017	88	30	18	18	18	1	0	0	100	100	100	100	100	100	19	2
November 2018	86	24	13	13	13	0	0	0	100	100	100	100	100	75	10	1
November 2019	83	18	9	9	9	0	0	0	100	100	100	100	100	49	5	*
November 2020	81	12	6	6	6	0	0	0	100	100	100	100	100	32	3	*
November 2021	78	6	4	4	4	0	0	0	100	100	100	100	100	21	1	*
November 2022	75	2	2	2	2	0	0	0	100	100	100	100	100	13	1	*
November 2023	71	*	*	*	*	0	0	0	100	100	100	100	100	8	*	*
November 2024	68	0	0	0	0	0	0	0	100	85	85	85	85	5	*	*
November 2025	64	0	0	0	0	0	0	0	100	64	64	64	64	3	*	*
November 2026	60	0	0	0	0	0	0	0	100	49	49	49	49	2	*	*
November 2027	55	0	0	0	0	0	0	0	100	36	36	36	36	1	*	*
November 2028	50	0	0	0	0	0	0	0	100	27	27	27	27	1	*	*
November 2029	44	0	0	0	0	0	0	0	100	20	20	20	20	*	*	*
November 2030	38	0	0	0	0	0	0	0	100	14	14	14	14	*	*	*
November 2031	32	0	0	0	0	0	0	0	100	10	10	10	10	*	*	*
November 2032	25	0	0	0	0	0	0	0	100	7	7	7	7	*	*	0
November 2033	17	0	0	0	0	0	0	0	100	4	4	4	4	*	*	0
November 2034	8	0	0	0	0	0	0	0	100	2	2	2	2	*	*	0
November 2035	0	0	0	0	0	0	0	0	79	1	1	1	1	*	*	0
November 2036	0	0	0	0	0	0	0	0	*	*	*	*	*	*	*	0
November 2037	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2038	0	0	0	0	0	0	0	0	0	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
Weighted Average Life (years)**	17.4	5.8	4.7	4.7	4.7	2.8	1.9	1.3	26.2	17.7	17.7	17.7	17.7	10.7	7.0	4.8

Date	KI† Class								CA, FC and SC† Classes							
	PSA Prepayment Assumption								PSA Prepayment Assumption							
	0%	100%	140%	275%	325%	550%	775%	1000%	0%	100%	140%	275%	325%	550%	775%	1000%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
November 2010	99	90	86	86	86	86	74	55	100	100	100	72	62	16	0	0
November 2011	98	80	74	74	74	61	39	22	100	100	100	52	35	0	0	0
November 2012	97	71	63	63	63	40	21	9	100	100	100	38	18	0	0	0
November 2013	95	63	53	53	53	27	11	3	100	100	100	29	7	0	0	0
November 2014	94	55	43	43	43	17	6	1	100	100	100	23	2	0	0	0
November 2015	92	47	35	35	35	11	3	1	100	100	100	21	*	0	0	0
November 2016	90	40	27	27	27	8	2	*	100	100	99	20	*	0	0	0
November 2017	88	33	21	21	21	5	1	*	100	100	96	18	*	0	0	0
November 2018	86	27	17	17	17	3	*	*	100	100	91	16	*	0	0	0
November 2019	84	21	13	13	13	2	*	*	100	100	85	14	*	0	0	0
November 2020	82	16	10	10	10	1	*	*	100	100	79	12	*	0	0	0
November 2021	79	10	8	8	8	1	*	*	100	100	73	11	*	0	0	0
November 2022	76	6	6	6	6	1	*	*	100	98	66	9	*	0	0	0
November 2023	73	5	5	5	5	*	*	*	100	90	59	8	*	0	0	0
November 2024	69	4	4	4	4	*	*	*	100	82	53	7	*	0	0	0
November 2025	65	3	3	3	3	*	*	*	100	74	47	5	*	0	0	0
November 2026	61	2	2	2	2	*	*	*	100	66	41	4	*	0	0	0
November 2027	57	2	2	2	2	*	*	*	100	59	35	4	*	0	0	0
November 2028	52	1	1	1	1	*	*	*	100	51	30	3	*	0	0	0
November 2029	47	1	1	1	1	*	*	0	100	44	25	2	*	0	0	0
November 2030	41	1	1	1	1	*	*	0	100	37	21	2	*	0	0	0
November 2031	35	*	*	*	*	*	*	0	100	30	17	1	*	0	0	0
November 2032	28	*	*	*	*	*	*	0	100	24	13	1	*	0	0	0
November 2033	20	*	*	*	*	*	*	0	100	18	9	1	*	0	0	0
November 2034	12	*	*	*	*	*	*	0	100	12	6	*	*	0	0	0
November 2035	3	*	*	*	*	*	*	0	100	6	3	*	*	0	0	0
November 2036	*	*	*	*	*	*	0	0	85	1	1	*	*	0	0	0
November 2037	0	0	0	0	0	0	0	0	59	0	0	0	0	0	0	0
November 2038	0	0	0	0	0	0	0	0	31	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
Weighted Average Life (years)**	17.7	6.3	5.3	5.3	5.3	3.2	2.1	1.5	28.3	19.5	16.0	4.2	1.7	0.6	0.3	0.2

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

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

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

Date	CE, FE and SE† Classes					EN, EI†, EL and EM Classes							EZ Class						
	PSA Prepayment Assumption					PSA Prepayment Assumption							PSA Prepayment Assumption						
	0%	100%	275%	425%	600%	0%	100%	350%	600%	800%	1000%	1600%	0%	100%	350%	600%	800%	1000%	1600%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
November 2010	100	100	72	39	1	98	96	91	86	82	78	65	105	105	105	105	105	105	105
November 2011	100	100	51	*	0	96	88	73	58	47	37	8	110	110	110	110	110	110	110
November 2012	100	100	36	0	0	94	80	52	30	15	3	0	116	116	116	116	116	116	8
November 2013	100	100	27	0	0	92	71	35	11	0	0	0	122	122	122	122	106	53	*
November 2014	100	100	22	0	0	89	63	22	0	0	0	0	128	128	128	118	54	21	*
November 2015	100	100	20	0	0	87	56	11	0	0	0	0	135	135	135	74	28	8	*
November 2016	100	100	18	0	0	84	48	3	0	0	0	0	142	142	142	46	14	3	*
November 2017	100	100	17	0	0	81	41	0	0	0	0	0	149	149	121	29	7	1	0
November 2018	100	100	15	0	0	78	34	0	0	0	0	0	157	157	94	18	4	*	0
November 2019	100	100	14	0	0	74	28	0	0	0	0	0	165	165	72	11	2	*	0
November 2020	100	100	12	0	0	70	22	0	0	0	0	0	173	173	55	7	1	*	0
November 2021	100	100	10	0	0	67	16	0	0	0	0	0	182	182	42	4	*	*	0
November 2022	100	100	9	0	0	62	10	0	0	0	0	0	191	191	32	3	*	*	0
November 2023	100	94	7	0	0	58	5	0	0	0	0	0	201	201	24	2	*	*	0
November 2024	100	86	6	0	0	53	0	0	0	0	0	0	211	207	19	1	*	*	0
November 2025	100	77	5	0	0	48	0	0	0	0	0	0	222	186	14	1	*	*	0
November 2026	100	69	4	0	0	43	0	0	0	0	0	0	234	166	10	*	*	*	0
November 2027	100	61	3	0	0	37	0	0	0	0	0	0	246	147	8	*	*	*	0
November 2028	100	53	3	0	0	31	0	0	0	0	0	0	258	130	6	*	*	*	0
November 2029	100	45	2	0	0	24	0	0	0	0	0	0	271	113	4	*	*	*	0
November 2030	100	38	2	0	0	17	0	0	0	0	0	0	285	98	3	*	*	*	0
November 2031	100	31	1	0	0	10	0	0	0	0	0	0	300	84	2	*	*	*	0
November 2032	100	24	1	0	0	2	0	0	0	0	0	0	315	70	2	*	*	0	0
November 2033	100	18	1	0	0	0	0	0	0	0	0	0	289	58	1	*	*	0	0
November 2034	100	12	*	0	0	0	0	0	0	0	0	0	249	46	1	*	*	0	0
November 2035	100	6	*	0	0	0	0	0	0	0	0	0	207	35	*	*	*	0	0
November 2036	88	2	*	0	0	0	0	0	0	0	0	0	161	25	*	*	*	0	0
November 2037	60	0	0	0	0	0	0	0	0	0	0	0	111	15	*	*	*	0	0
November 2038	30	0	0	0	0	0	0	0	0	0	0	0	58	6	*	*	0	0	0
November 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	28.3	19.7	4.1	0.9	0.5	14.5	7.1	3.4	2.4	2.0	1.7	1.3	26.9	21.1	11.1	7.0	5.3	4.3	2.5

Date	TA, TS and TI† Classes				
	PSA Prepayment Assumption				
	0%	100%	300%	450%	600%
Initial Percent	100	100	100	100	100
November 2010	100	100	66	21	0
November 2011	100	100	45	0	0
November 2012	100	100	34	0	0
November 2013	100	100	30	0	0
November 2014	100	100	25	0	0
November 2015	100	100	20	0	0
November 2016	100	100	16	0	0
November 2017	100	100	12	0	0
November 2018	100	100	10	0	0
November 2019	100	100	7	0	0
November 2020	100	100	6	0	0
November 2021	100	100	4	0	0
November 2022	100	100	3	0	0
November 2023	100	100	2	0	0
November 2024	100	91	2	0	0
November 2025	100	78	1	0	0
November 2026	100	66	1	0	0
November 2027	100	54	1	0	0
November 2028	100	42	*	0	0
November 2029	100	31	*	0	0
November 2030	100	20	*	0	0
November 2031	100	10	0	0	0
November 2032	70	2	0	0	0
November 2033	26	*	0	0	0
November 2034	0	0	0	0	0
November 2035	0	0	0	0	0
November 2036	0	0	0	0	0
November 2037	0	0	0	0	0
November 2038	0	0	0	0	0
November 2039	0	0	0	0	0
Weighted Average Life (years)**	23.5	18.5	3.3	0.6	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 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	300% PSA
2	240% PSA
3	275% PSA
4	275% PSA
5	600% PSA
6	300% 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. All Classes of RCR Certificates are Combination RCR Certificates. See "Material Federal Income Tax Consequences—Taxation of Beneficial Owners of RCR Certificates" in the REMIC Prospectus for a general discussion of the federal income tax treatment of beneficial owners of RCR Certificates.

PLAN OF DISTRIBUTION

We are obligated to deliver the Certificates to Morgan Stanley & Co. Incorporated (the "Dealer") in exchange for the Trust MBS and the Underlying RCR 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 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.

Exhibit A

Group 4 Underlying RCR Certificate

Underlying REMIC Trust	Class	Date of Issue	CUSIP Number	Interest Rate	Interest Type(1)	Final Distribution Date	Principal Type(1)	Original Principal Balance of Class	November 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)
2009-95	CB	October 2009	31398FWX5	6.0%	FIX	November 2039	SUP	$39,797,919	0.93664828	$37,276,652.38	6.525%	325	31

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

Group 6 Underlying RCR Certificate

Underlying REMIC Trust	Class	Date of Issue	CUSIP Number	Interest Rate	Interest Type(1)	Final Distribution Date	Principal Type(1)	Original Principal Balance of Class	November 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)
2005-123	SE	December 2005	31394VNK2	(2)	INV	July 2034	SC/TAC/AD	$19,848,000	0.40175211	$4,017,521.10	(3)	(3)	(3)

(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.
(3) The Group 6 Underlying RCR Certificate is backed by the following Fannie Mae REMIC Certificates with the following characteristics:

Class	Interest Type	Principal Type	Approximate Weighted Average WAC	Approximate Weighted Average WAM (in months)	Approximate Weighted Average WALA (in months)
2004-37-YW	FIX	PAC	6.481%	274	77
2004-50-PA	FIX	PAC	6.479	277	74

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

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								
DC	$157,319,014	DA	$157,319,014	SEQ	4.5%	FIX	31398GCF4	June 2036
DI	17,479,890(3)							
Recombination 2								
EN	64,506,000	EL	64,506,000	SEQ/AD	5.0	FIX	31398GCG2	March 2033
EI	12,901,200(3)							
Recombination 3								
EN	64,506,000	EM	64,506,000	SEQ/AD	4.5	FIX	31398GCH0	March 2033
EI	6,450,600(3)							

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

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

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

Principal Balance Schedule

Aggregate Group Planned Balances

Distribution Date	Planned Balance	Distribution Date	Planned Balance	Distribution Date	Planned Balance
Initial Balance	$81,893,990.00	January 2015	$34,088,127.79	March 2020	$ 9,854,102.50
December 2009	80,931,353.90	February 2015	33,487,009.05	April 2020	9,651,600.59
January 2010	79,975,956.34	March 2015	32,890,471.25	May 2020	9,453,050.86
February 2010	79,027,744.19	April 2015	32,298,480.66	June 2020	9,258,378.46
March 2010	78,086,664.68	May 2015	31,711,003.80	July 2020	9,067,509.92
April 2010	77,152,665.44	June 2015	31,128,007.40	August 2020	8,880,373.15
May 2010	76,225,694.51	July 2015	30,549,458.47	September 2020	8,696,897.38
June 2010	75,305,700.26	August 2015	29,975,324.26	October 2020	8,517,013.19
July 2010	74,392,631.47	September 2015	29,405,572.23	November 2020	8,340,652.42
August 2010	73,486,437.28	October 2015	28,840,170.10	December 2020	8,167,748.19
September 2010	72,587,067.21	November 2015	28,279,085.82	January 2021	7,998,234.87
October 2010	71,694,471.15	December 2015	27,722,546.67	February 2021	7,832,048.06
November 2010	70,808,599.34	January 2016	27,176,601.44	March 2021	7,669,124.52
December 2010	69,929,402.40	February 2016	26,641,052.55	April 2021	7,509,402.24
January 2011	69,056,831.30	March 2016	26,115,706.06	May 2021	7,352,820.33
February 2011	68,190,837.37	April 2016	25,600,371.60	June 2021	7,199,319.04
March 2011	67,331,372.30	May 2016	25,094,862.31	July 2021	7,048,839.76
April 2011	66,478,388.14	June 2016	24,598,994.77	August 2021	6,901,324.94
May 2011	65,631,837.26	July 2016	24,112,588.92	September 2021	6,756,718.11
June 2011	64,791,672.41	August 2016	23,635,468.04	October 2021	6,614,963.87
July 2011	63,957,846.66	September 2016	23,167,458.67	November 2021	6,476,007.85
August 2011	63,130,313.45	October 2016	22,708,390.52	December 2021	6,339,796.67
September 2011	62,309,026.54	November 2016	22,258,096.46	January 2022	6,206,277.98
October 2011	61,493,940.04	December 2016	21,816,412.44	February 2022	6,075,400.39
November 2011	60,685,008.37	January 2017	21,383,177.42	March 2022	5,947,113.46
December 2011	59,882,186.31	February 2017	20,958,233.35	April 2022	5,821,367.73
January 2012	59,085,428.95	March 2017	20,541,425.07	May 2022	5,698,114.63
February 2012	58,294,691.74	April 2017	20,132,600.31	June 2022	5,577,306.50
March 2012	57,509,930.41	May 2017	19,731,609.59	July 2022	5,458,896.58
April 2012	56,731,101.06	June 2017	19,338,306.19	August 2022	5,342,838.99
May 2012	55,958,160.06	July 2017	18,952,546.11	September 2022	5,229,088.71
June 2012	55,191,064.15	August 2017	18,574,188.01	October 2022	5,117,601.54
July 2012	54,429,770.35	September 2017	18,203,093.13	November 2022	5,008,334.13
August 2012	53,674,236.01	October 2017	17,839,125.30	December 2022	4,901,243.93
September 2012	52,924,418.78	November 2017	17,482,150.86	January 2023	4,796,289.20
October 2012	52,180,276.63	December 2017	17,132,038.62	February 2023	4,693,428.96
November 2012	51,441,767.83	January 2018	16,788,659.81	March 2023	4,592,623.03
December 2012	50,708,850.96	February 2018	16,451,888.04	April 2023	4,493,831.94
January 2013	49,981,484.91	March 2018	16,121,599.26	May 2023	4,397,017.00
February 2013	49,259,628.84	April 2018	15,797,671.70	June 2023	4,302,140.23
March 2013	48,543,242.24	May 2018	15,479,985.87	July 2023	4,209,164.37
April 2013	47,832,284.89	June 2018	15,168,424.45	August 2023	4,118,052.83
May 2013	47,126,716.84	July 2018	14,862,872.33	September 2023	4,028,769.75
June 2013	46,426,498.47	August 2018	14,563,216.51	October 2023	3,941,279.91
July 2013	45,731,590.41	September 2018	14,269,346.07	November 2023	3,855,548.76
August 2013	45,041,953.61	October 2018	13,981,152.17	December 2023	3,771,542.43
September 2013	44,357,549.29	November 2018	13,698,527.97	January 2024	3,689,227.63
October 2013	43,678,338.95	December 2018	13,421,368.60	February 2024	3,608,571.74
November 2013	43,004,284.37	January 2019	13,149,571.16	March 2024	3,529,542.73
December 2013	42,335,347.63	February 2019	12,883,034.61	April 2024	3,452,109.20
January 2014	41,671,491.06	March 2019	12,621,659.83	May 2024	3,376,240.30
February 2014	41,012,677.29	April 2019	12,365,349.51	June 2024	3,301,905.80
March 2014	40,358,869.19	May 2019	12,114,008.15	July 2024	3,229,076.02
April 2014	39,710,029.94	June 2019	11,867,542.03	August 2024	3,157,721.84
May 2014	39,066,122.96	July 2019	11,625,859.14	September 2024	3,087,814.68
June 2014	38,427,111.95	August 2019	11,388,869.21	October 2024	3,019,326.53
July 2014	37,792,960.88	September 2019	11,156,483.62	November 2024	2,952,229.87
August 2014	37,163,633.96	October 2019	10,928,615.41	December 2024	2,886,497.72
September 2014	36,539,095.68	November 2019	10,705,179.22	January 2025	2,822,103.61
October 2014	35,919,310.79	December 2019	10,486,091.29	February 2025	2,759,021.56
November 2014	35,304,244.30	January 2020	10,271,269.40	March 2025	2,697,226.09
December 2014	34,693,861.46	February 2020	10,060,632.86	April 2025	2,636,692.19

Aggregate Group (Continued)

Distribution Date	Planned Balance	Distribution Date	Planned Balance	Distribution Date	Planned Balance
May 2025	$ 2,577,395.33	May 2029	$ 803,272.28	May 2033	$ 184,713.56
June 2025	2,519,311.45	June 2029	782,367.95	June 2033	177,842.05
July 2025	2,462,416.93	July 2029	761,919.50	July 2033	171,138.16
August 2025	2,406,688.61	August 2029	741,917.75	August 2033	164,598.32
September 2025	2,352,103.76	September 2029	722,353.69	September 2033	158,219.04
October 2025	2,298,640.07	October 2029	703,218.49	October 2033	151,996.91
November 2025	2,246,275.68	November 2029	684,503.49	November 2033	145,928.57
December 2025	2,194,989.13	December 2029	666,200.18	December 2033	140,010.75
January 2026	2,144,759.35	January 2030	648,300.25	January 2034	134,240.22
February 2026	2,095,565.70	February 2030	630,795.52	February 2034	128,613.82
March 2026	2,047,387.90	March 2030	613,677.98	March 2034	123,128.47
April 2026	2,000,206.09	April 2030	596,939.77	April 2034	117,781.14
May 2026	1,954,000.75	May 2030	580,573.20	May 2034	112,568.86
June 2026	1,908,752.75	June 2030	564,570.70	June 2034	107,488.71
July 2026	1,864,443.33	July 2030	548,924.87	July 2034	102,537.86
August 2026	1,821,054.07	August 2030	533,628.45	August 2034	97,713.49
September 2026	1,778,566.90	September 2030	518,674.31	September 2034	93,012.88
October 2026	1,736,964.12	October 2030	504,055.46	October 2034	88,433.34
November 2026	1,696,228.32	November 2030	489,765.07	November 2034	83,972.23
December 2026	1,656,342.47	December 2030	475,796.41	December 2034	79,627.00
January 2027	1,617,289.84	January 2031	462,142.89	January 2035	75,395.10
February 2027	1,579,054.01	February 2031	448,798.07	February 2035	71,274.07
March 2027	1,541,618.89	March 2031	435,755.61	March 2035	67,261.48
April 2027	1,504,968.69	April 2031	423,009.30	April 2035	63,354.95
May 2027	1,469,087.92	May 2031	410,553.05	May 2035	59,552.17
June 2027	1,433,961.38	June 2031	398,380.91	June 2035	55,850.84
July 2027	1,399,574.18	July 2031	386,487.01	July 2035	52,248.74
August 2027	1,365,911.68	August 2031	374,865.63	August 2035	48,743.68
September 2027	1,332,959.56	September 2031	363,511.13	September 2035	45,333.51
October 2027	1,300,703.74	October 2031	352,418.01	October 2035	42,016.12
November 2027	1,269,130.42	November 2031	341,580.85	November 2035	38,789.47
December 2027	1,238,226.08	December 2031	330,994.35	December 2035	35,651.54
January 2028	1,207,977.43	January 2032	320,653.33	January 2036	32,600.34
February 2028	1,178,371.46	February 2032	310,552.68	February 2036	29,633.95
March 2028	1,149,395.39	March 2032	300,687.40	March 2036	26,750.47
April 2028	1,121,036.69	April 2032	291,052.61	April 2036	23,948.04
May 2028	1,093,283.08	May 2032	281,643.50	May 2036	21,224.84
June 2028	1,066,122.50	June 2032	272,455.37	June 2036	18,579.10
July 2028	1,039,543.14	July 2032	263,483.60	July 2036	16,009.06
August 2028	1,013,533.39	August 2032	254,723.66	August 2036	13,513.01
September 2028	988,081.89	September 2032	246,171.14	September 2036	11,089.28
October 2028	963,177.49	October 2032	237,821.67	October 2036	8,736.23
November 2028	938,809.23	November 2032	229,671.00	November 2036	6,452.26
December 2028	914,966.40	December 2032	221,714.95	December 2036	4,235.78
January 2029	891,638.47	January 2033	213,949.43	January 2037	2,085.26
February 2029	868,815.11	February 2033	206,370.43	February 2037 and thereafter	0.00
March 2029	846,486.22	March 2033	198,974.00		
April 2029	824,641.85	April 2033	191,756.31		

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

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

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$578,688,171

FannieMae®

Guaranteed REMIC Pass-Through Certificates

Fannie Mae REMIC Trust 2009-102

PROSPECTUS SUPPLEMENT

MORGAN STANLEY

November 20, 2009