

\$1,273,493,859



**Guaranteed REMIC Pass-Through Certificates
Fannie Mae REMIC Trust 2009-106**

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
- an underlying REMIC certificate backed by Fannie Mae MBS.

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

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

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

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

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

Class	Group	Original Class Balance	Principal Type(1)	Interest Rate	Interest Type(1)	CUSIP Number	Final Distribution Date
FA	1	\$300,000,000	PT	(2)	FLT	31398GUJ6	January 2040
SA	1	300,000,000(3)	NTL	(2)	INV/IO	31398GUK3	January 2040
AP(4)	1	168,525,346	PAC	4.5%	FIX	31398GUL1	November 2039
BP	1	3,341,746	PAC	4.5	FIX	31398GUM9	January 2040
SU	1	28,132,908	SUP	4.5	FIX	31398GUN7	January 2040
FL(4)	2	39,077,128	PT	(2)	FLT	31398GUP2	January 2040
SL	2	39,077,128(3)	NTL	(2)	INV/IO	31398GUQ0	January 2040
FN(4)	3	90,211,883	PT	(2)	FLT	31398GUR8	January 2040
SN	3	90,211,883(3)	NTL	(2)	INV/IO	31398GUS6	January 2040
PO	3	6,939,376	PT	0.0	PO	31398GUT4	January 2040
LK	4	17,768,364	SC/PT	5.5	FIX	31398GUU1	August 2037
LI	4	1,480,697(3)	NTL	6.0	FIX/IO	31398GUV9	August 2037
DA	5	201,334,415	SEQ/AD	4.5	FIX	31398GUW7	March 2037
DZ	5	13,046,287	SEQ	4.5	FIX/Z	31398GUX5	January 2040
FC	6	50,000,000	PT	(2)	FLT	31398GUY3	January 2040
SC	6	50,000,000(3)	NTL	(2)	INV/IO	31398GUZ0	January 2040
CA(4)	6	31,222,732	SEQ	4.5	FIX	31398GVA4	May 2039
CB	6	2,110,602	SEQ	4.5	FIX	31398GVB2	January 2040
NA	7	22,839,058	XAC	4.5	FIX	31398GVC0	January 2040
NV	7	60,000,000	XAC/AD	4.5	FIX	31398GVD8	August 2035
ZA	7	8,884,067	XAC	4.5	FIX/Z	31398GVE6	January 2040
EA	8	200,000,000	SEQ/AD	4.5	FIX	31398GVF3	March 2034
EZ	8	30,059,947	SEQ	4.5	FIX/Z	31398GVG1	January 2040
R		0	NPR	0	NPR	31398GVH9	January 2040

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

(2) Based on LIBOR.

(3) Notional balances. These classes are interest only classes. See page S-8 for a description of how their notional balances are calculated.

(4) 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 AJ, AL, AI, FK, SK, FM, SM, FT, ST, FV, SV, CH and CI 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 December 30, 2009.

Goldman, Sachs & Co.

December 21, 2009

TABLE OF CONTENTS

	<u>Page</u>		<u>Page</u>
AVAILABLE INFORMATION	S- 3	<i>The Inverse Floating Rate</i>	
RECENT DEVELOPMENTS	S- 4	<i>Classes</i>	S-18
SUMMARY	S- 6	<i>The Principal Only Class</i>	S-21
ADDITIONAL RISK FACTORS	S-10	<i>The Fixed Rate Interest Only</i>	
DESCRIPTION OF THE		<i>Classes</i>	S-21
CERTIFICATES	S-11	WEIGHTED AVERAGE LIVES OF THE	
GENERAL	S-11	CERTIFICATES	S-23
<i>Structure</i>	S-11	DECREMENT TABLES	S-23
<i>Fannie Mae Guaranty</i>	S-11	CHARACTERISTICS OF THE RESIDUAL	
<i>Characteristics of Certificates</i>	S-12	CLASS	S-28
<i>Authorized Denominations</i>	S-12	CERTAIN ADDITIONAL FEDERAL	
THE TRUST MBS	S-12	INCOME TAX	
THE GROUP 4 UNDERLYING REMIC		CONSEQUENCES	S-28
CERTIFICATE	S-12	U.S. TREASURY CIRCULAR 230	
DISTRIBUTIONS OF INTEREST	S-13	NOTICE	S-28
<i>General</i>	S-13	REMIC ELECTION AND SPECIAL TAX	
<i>Delay Classes and No-Delay</i>		ATTRIBUTES	S-28
<i>Classes</i>	S-13	TAXATION OF BENEFICIAL OWNERS OF	
<i>Accrual Classes</i>	S-13	REGULAR CERTIFICATES	S-28
DISTRIBUTIONS OF PRINCIPAL	S-13	TAXATION OF BENEFICIAL OWNERS OF	
STRUCTURING ASSUMPTIONS	S-16	RESIDUAL CERTIFICATES	S-29
<i>Pricing Assumptions</i>	S-16	TAXATION OF BENEFICIAL OWNERS OF	
<i>Prepayment Assumptions</i>	S-16	RCR CERTIFICATES	S-29
<i>Principal Balance Schedule</i>	S-16	PLAN OF DISTRIBUTION	S-30
YIELD TABLES	S-18	LEGAL MATTERS	S-30
<i>General</i>	S-18	EXHIBIT A	A- 1
		SCHEDULE 1	A- 2
		PRINCIPAL BALANCE	
		SCHEDULE	B- 1

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 Class or the R Class, the disclosure document relating to the underlying REMIC certificate (the “Underlying REMIC Disclosure Document”); 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 Document 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 Document 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, June 30, 2009 and September 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 December 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 2007-75-ED REMIC Certificate
5	Group 5 MBS
6	Group 6 MBS
7	Group 7 MBS
8	Group 8 MBS

Group 1, Group 2, Group 3, Group 5, Group 6, Group 7 and Group 8

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	\$500,000,000	6.00%	6.25% to 8.50%	241 to 360
Group 2 MBS	\$ 39,077,128	7.00%	7.25% to 9.50%	185 to 360
Group 3 MBS	\$ 97,151,259	6.50%	6.75% to 9.00%	241 to 360
Group 5 MBS	\$214,380,702	4.50%	4.75% to 7.00%	241 to 360
Group 6 MBS	\$ 83,333,334	6.00%	6.25% to 8.50%	150 to 360
Group 7 MBS	\$ 91,723,125	4.50%	4.75% to 7.00%	241 to 360
Group 8 MBS	\$230,059,947	4.50%	4.75% to 7.00%	241 to 360

Assumed Characteristics of the Underlying Mortgage Loans

	Principal Balance	Original Term to Maturity (in months)	Remaining Term to Maturity (in months)	Loan Age (in months)	Interest Rate
Group 1 MBS	\$500,000,000	360	285	66	6.430%
Group 2 MBS	\$ 39,077,128	360	271	79	7.577%
Group 3 MBS	\$ 97,151,259	360	284	66	6.989%
Group 5 MBS	\$214,380,702	360	274	76	5.630%
Group 6 MBS	\$ 83,333,334	360	216	125	6.640%
Group 7 MBS	\$ 91,723,125	360	358	2	5.050%
Group 8 MBS	\$230,059,947	360	356	4	5.000%

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

Exhibit A describes the underlying REMIC certificate in Group 4, including certain information about the related mortgage loans. To learn more about the underlying REMIC certificate, you should obtain from us the current class factor and the related disclosure document as described on page S-3.

Settlement Date

We expect to issue the certificates on December 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:

<u>Fed Book-Entry</u>	<u>Physical</u>
All classes other than the R Class	R Class

Exchanging Certificates Through Combination and Recombination

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

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

Interest Rates

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

During the initial interest accrual period, the floating rate and inverse floating rate classes will bear interest at the initial interest rates listed below. During each subsequent interest accrual period, the floating rate and inverse floating rate classes will bear interest based on the formulas indicated below, but always subject to the specified maximum and minimum interest rates:

<u>Class</u>	<u>Initial Interest Rate</u>	<u>Maximum Interest Rate</u>	<u>Minimum Interest Rate</u>	<u>Formula for Calculation of Interest Rate(1)</u>
FA	0.987%	7.00%	0.75%	LIBOR + 75 basis points
SA	6.013%	6.25%	0.00%	6.25% – LIBOR
FL	0.987%	7.00%	0.75%	LIBOR + 75 basis points
SL	6.013%	6.25%	0.00%	6.25% – LIBOR
FN	0.986%	7.00%	0.75%	LIBOR + 75 basis points
SN	6.014%	6.25%	0.00%	6.25% – LIBOR
FC	0.735%	7.00%	0.50%	LIBOR + 50 basis points
SC	6.265%	6.50%	0.00%	6.50% – LIBOR
FK	0.787%	7.00%	0.55%	LIBOR + 55 basis points
SK	7.000%	7.00%	0.00%	225.75% – (35 × LIBOR)
FM	0.887%	7.00%	0.65%	LIBOR + 65 basis points
SM	7.000%	7.00%	0.00%	444.5% – (70 × LIBOR)
FT	0.786%	7.00%	0.55%	LIBOR + 55 basis points
ST	6.500%	6.50%	0.00%	209.625% – (32.5 × LIBOR)
FV	0.886%	7.00%	0.65%	LIBOR + 65 basis points
SV	6.500%	6.50%	0.00%	412.75% – (65 × LIBOR)

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

Notional Classes

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

<u>Class</u>	
SA	100% of the FA Class
AI	16.6666662711% of the AP Class
SL	100% of the FL Class
SK	2.8571419066% of the FL Class
SM	1.4285696738% of the FL Class
SN	100% of the FN Class
ST	3.0769228041% of the FN Class
SV	1.5384614020% of the FN Class
LI	8.3333333333% of the LK Class
SC	100% of the FC Class
CI	8.3333322657% of the CA 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)*

<u>Group 1 Classes</u>	<u>PSA Prepayment Assumption</u>							
	<u>0%</u>	<u>100%</u>	<u>200%</u>	<u>250%</u>	<u>300%</u>	<u>500%</u>	<u>750%</u>	<u>1000%</u>
FA and SA	20.8	9.1	6.1	5.2	4.4	2.7	1.6	1.1
AP, AJ, AL and AI	19.2	7.1	4.6	4.6	4.6	2.8	1.8	1.2
BP	28.3	19.2	19.2	19.2	19.2	13.0	8.2	5.4
SU	29.2	20.3	13.7	6.8	1.5	0.4	0.2	0.1
	<u>PSA Prepayment Assumption</u>							
<u>Group 2 Classes</u>	<u>0%</u>	<u>100%</u>	<u>240%</u>	<u>500%</u>	<u>750%</u>	<u>1000%</u>		
FL, SL, FK, SK, FM and SM	21.3	9.0	5.3	2.7	1.6	1.1		
	<u>PSA Prepayment Assumption</u>							
<u>Group 3 Classes</u>	<u>0%</u>	<u>100%</u>	<u>240%</u>	<u>500%</u>	<u>750%</u>	<u>1000%</u>		
FN, SN, PO, FT, ST, FV and SV	21.1	9.2	5.4	2.7	1.6	1.1		
	<u>PSA Prepayment Assumption</u>							
<u>Group 4 Classes</u>	<u>0%</u>	<u>100%</u>	<u>300%</u>	<u>600%</u>	<u>900%</u>	<u>1200%</u>		
LK and LI	22.6	14.2	14.2	7.1	4.1	2.5		
	<u>PSA Prepayment Assumption</u>							
<u>Group 5 Classes</u>	<u>0%</u>	<u>100%</u>	<u>300%</u>	<u>500%</u>	<u>750%</u>	<u>1000%</u>		
DA	17.4	7.3	3.4	2.1	1.3	0.9		
DZ	28.7	19.8	13.6	9.0	5.8	3.9		
	<u>PSA Prepayment Assumption</u>							
<u>Group 6 Classes</u>	<u>0%</u>	<u>100%</u>	<u>300%</u>	<u>500%</u>	<u>750%</u>	<u>1000%</u>		
FC and SC	20.8	7.5	4.1	2.6	1.6	1.1		
CA, CH and CI	20.2	6.8	3.4	2.1	1.3	0.9		
CB	29.7	17.1	13.4	9.2	5.9	4.0		
	<u>PSA Prepayment Assumption</u>							
<u>Group 7 Classes</u>	<u>0%</u>	<u>100%</u>	<u>300%</u>	<u>500%</u>	<u>750%</u>	<u>1000%</u>		
NA	11.2	7.1	5.7	5.4	4.7	3.6		
NV	18.0	8.4	3.5	2.3	1.7	1.5		
ZA	27.9	22.9	13.8	7.6	3.4	2.7		
	<u>PSA Prepayment Assumption</u>							
<u>Group 8 Classes</u>	<u>0%</u>	<u>100%</u>	<u>300%</u>	<u>500%</u>	<u>750%</u>	<u>1000%</u>		
EA	15.0	7.2	3.7	2.6	1.9	1.6		
EZ	27.3	21.5	12.7	8.3	5.7	4.2		

* 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 5 MBS, Group 7 MBS and Group 8 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 5 Classes, Group 7 Classes and Group 8 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 Classes also will be affected by the payment priority governing the related underlying REMIC certificate. If you invest in the Group 4 Class, the rate at which you receive payments will be affected by the applicable priority sequence governing principal payments on the related underlying REMIC certificate.

In particular, as described in the Underlying REMIC Disclosure Document, the Group 4 Underlying REMIC Certificate is governed by a principal balance schedule. As a result, the Group 4 Underlying REMIC 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 4 Underlying REMIC 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 4 Underlying REMIC Certificate has adhered to the related principal balance schedule,
- any related support classes remain outstanding, or
- the Group 4 Underlying REMIC Certificate otherwise has performed as originally anticipated.

You may obtain additional information about the underlying REMIC certificate in Group 4 by reviewing its current class factor in light of other information available in the Underlying REMIC Disclosure Document. You may obtain that document 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 December 1, 2009 (the “Issue Date”). We will issue the Guaranteed REMIC Pass-Through Certificates (the “REMIC Certificates”) pursuant to that trust agreement and supplement. We will issue the Combinable and Recombinable REMIC Certificates (the “RCR Certificates” and, together with the REMIC Certificates, the “Certificates”) pursuant to a separate trust agreement dated as of August 1, 2007 and a supplement thereto dated as of the Issue Date (together with the trust agreement and supplement relating to the REMIC Certificates, the “Trust Agreement”). We will execute the Trust Agreement in our corporate capacity and as trustee (the “Trustee”). In general, the term “Classes” includes the Classes of REMIC Certificates and RCR Certificates.

The assets of the Trust will include:

- seven groups of Fannie Mae Guaranteed Mortgage Pass-Through Certificates (the “Group 1 MBS,” “Group 2 MBS,” “Group 3 MBS,” “Group 5 MBS,” “Group 6 MBS,” “Group 7 MBS” and “Group 8 MBS,” and together, the “Trust MBS”), and
- a previously issued REMIC certificate (the “Group 4 Underlying REMIC Certificate”) issued from the related Fannie Mae REMIC trust (the “Underlying REMIC Trust”) as further described in Exhibit A.

The Group 4 Underlying REMIC Certificate evidences 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 constitute a “real estate mortgage investment conduit” (“REMIC”) under the Internal Revenue Code of 1986, as amended (the “Code”).

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

	Assets	Regular Interests	Residual Interest
REMIC	Trust MBS and Group 4 Underlying REMIC Certificate	All Classes of REMIC Certificates other than the R Class	R

Fannie Mae Guaranty. For a description of our guaranties of the Certificates, the MBS and the Group 4 Underlying REMIC Certificate, see the applicable discussions appearing under the heading “Fannie Mae Guaranty” in the REMIC Prospectus, the MBS Prospectus and the Under-

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

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

<u>Classes</u>	<u>Denominations</u>
Principal Only, Interest Only and Inverse Floating Rate Classes	\$100,000 minimum plus whole dollar increments
All other Classes (except the R Class)	\$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 addition, the pools underlying the Group 5 MBS, Group 7 MBS and Group 8 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 5 MBS, Group 7 MBS and Group 8 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, Group 5, Group 6, Group 7 and Group 8—Characteristics of the Trust MBS” and “—Assumed Characteristics of the Underlying Mortgage Loans” in this prospectus supplement and “The Mortgage Pools” and “Yield, Maturity, and Prepayment Considerations” in the MBS Prospectus.

The Group 4 Underlying REMIC Certificate

The Group 4 Underlying REMIC Certificate represents beneficial ownership interests in the Underlying REMIC Trust. The assets of that trust 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.

In addition, the scheduled monthly payments on substantially all of the Mortgage Loans backing the Group 4 Underlying REMIC Certificate represent accrued interest only for periods that may range from at least 7 to no more than 10 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.

Distributions on the Group 4 Underlying REMIC Certificate will be passed through monthly, beginning in the month after we issue the Certificates. The general characteristics of the Group 4 Underlying REMIC Certificate are described in the Underlying REMIC Disclosure Document. See Exhibit A for certain additional information about the Group 4 Underlying REMIC Certificate. Exhibit A is provided in lieu of a Final Data Statement with respect to the Group 4 Underlying REMIC Certificate.

For further information about the Group 4 Underlying REMIC Certificate telephone us at 1-800-237-8627. Additional information about the Group 4 Underlying REMIC Certificate is also available at <http://sls.fanniemae.com/slsSearch/Home.do>. There may have been material changes in facts and circumstances since the date we prepared the Underlying REMIC Disclosure Document. 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 that document 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:

<u>Delay Classes</u>	<u>No-Delay Classes</u>
Fixed Rate Classes	Floating Rate and Inverse Floating Rate Classes

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

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

Accrual Classes. The DZ, ZA and EZ Classes are Accrual Classes. Interest will accrue on each Accrual Class at the applicable annual rate specified on the cover of this prospectus supplement. However, we will not pay any interest on the Accrual 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 Group 1 Principal Distribution Amount as follows:

- 60% to FA until retired, and

} Pass-Through Class

– 40% as follows:

- first*, to the Aggregate Group to its Planned Balance; } PAC Group
- second*, to SU until retired; and } Support Class
- third*, to the Aggregate Group to zero. } PAC Group

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

The “Aggregate Group” consists of the AP and BP Classes. On each Distribution Date, we will apply payments of principal of the Aggregate Group to AP and BP, 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 2*

The Group 2 Principal Distribution Amount to FL until retired. } Pass-Through Class

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

• *Group 3*

The Group 3 Principal Distribution Amount to FN and PO, pro rata, until retired. } Pass-Through Classes

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

• *Group 4*

The Group 4 Principal Distribution Amount to LK, until retired. } Structured Collateral/Pass-Through Class

The “Group 4 Principal Distribution Amount” is the principal then paid on the Group 4 Underlying REMIC Certificate.

• *Group 5*

The DZ Accrual Amount to DA until retired, and thereafter to DZ. } Accretion Directed Class and Accrual Class

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

• *Group 6*

The Group 6 Principal Distribution Amount as follows:

- 59.99999952% to FC until retired, and } Pass-Through Class
- 40.00000048% to CA and CB, in that order, until retired. } Sequential Pay Classes

The “Group 6 Principal Distribution Amount” is the principal then paid on the Group 6 MBS.

• *Group 7*

The ZA Accrual Amount to NV until retired, and thereafter to ZA.

} Accretion
Directed
Class and
Accrual Class

The Group 7 Cash Flow Distribution Amount in the following priority:

1. To the NA Class until retired, in an amount equal to the *lesser* of
 - 99.0% of the Group 7 Cash Flow Distribution Amount for that Distribution Date
 - or*
 - the *sum* of
 - (x) the *product* of
 - the aggregate amount of scheduled payments of principal included in the Group 7 Cash Flow Distribution Amount on that Distribution Date
 - multiplied by*
 - the Basic Percentage (described below) for that Distribution Date
 - multiplied by*
 - 4.0
 - plus*
 - (y) the *product* of
 - the aggregate amount of unscheduled payments of principal included in the Group 7 Cash Flow Distribution Amount on that Distribution Date
 - multiplied by*
 - the Basic Percentage for that Distribution Date
 - multiplied by*
 - the Shift Percentage (described below) for that Distribution Date;
 - multiplied by*
 - 2.75
2. To NV and ZA, in that order, until retired.
3. To NA until retired.

} Index
Allocation
Classes

The “Basic Percentage” for any Distribution Date will be equal to a fraction, expressed as a percentage, the numerator of which is the principal balance of the NA Class, and the denominator of which is the aggregate principal balance of the NA, NV and ZA Classes, in each case before giving effect to any payments on that Distribution Date.

The “Shift Percentage” for any Distribution Date during the periods specified below will be as follows:

<u>Distribution Date in</u>	<u>Shift Percentage</u>
January 2010 through December 2014	0%
January 2015 through December 2015	50%
January 2016 through December 2016	75%
January 2017 and thereafter	100%

The “ZA Accrual Amount” is any interest then accrued and added to the principal balance of the ZA Class.

The “Group 7 Cash Flow Distribution Amount” is the principal then paid on the Group 7 MBS.

• *Group 8*

The EZ Accrual Amount to EA until retired, and thereafter to EZ.

} Accretion
Directed
Class and
Accrual Class

The Group 8 Cash Flow Distribution Amount to EA 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 8 Cash Flow Distribution Amount” is the principal then paid on the Group 8 MBS.

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 Group 4 Underlying REMIC Certificate, the priority sequence governing principal payments on the Group 4 Underlying REMIC Certificate, 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, Group 5, Group 6, Group 7 and Group 8—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 December 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 Aggregate Group to its scheduled balance each month based on the Pricing Assumptions. We have not provided separate schedules for the individual Classes included in the Aggregate Group. However, these Classes are designed to receive principal distributions in the same fashion as if separate schedules had been provided (with schedules based on the same underlying assumptions that apply to the Aggregate Group schedule). If such separate schedules had been provided for the individual Classes included in the Aggregate Group we expect that the effective ranges for those Classes would not be narrower than those shown below for the Aggregate Group.

<u>Group</u>	<u>Structuring Range</u>	<u>Initial Effective Range</u>
Aggregate Group Planned Balances	Between 200% and 300% PSA	Between 200% and 300% PSA

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

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

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

- We will distribute any excess of principal distributions over the amount necessary to reduce the Aggregate Group to its scheduled balance in any month. As a result, the likelihood of reducing the Aggregate Group to its scheduled balance each month will not be improved by the averaging of high and low principal distributions from month to month.
- Even if the related Mortgage Loans prepay at rates falling within the Structuring Range or the Effective Range, principal distributions may be insufficient to reduce the Aggregate Group to its scheduled balance each month if prepayments do not occur at a *constant* PSA rate.
- The actual Effective Range at any time will be based upon the actual characteristics of the related Mortgage Loans at that time, which are likely to vary (and may vary considerably) from the Pricing Assumptions. As a result, the actual Effective Range will likely differ from the Initial Effective Range specified above. For the same reason, the Aggregate Group might not be reduced to its scheduled balance each month even if the related Mortgage Loans prepay at a *constant* PSA rate within the Initial Effective Range. This is so particularly if the 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 the Aggregate Group will be supported by one other Class. When the supporting Class is 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 Inverse Floating Rate 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:

<u>Class</u>	<u>Price*</u>
SA	11.03125%
SL	10.96875%
SN	11.00000%
SC	11.75000%
SK	10.96875%
SM	10.96875%
ST	11.00000%
SV	11.00000%

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

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

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption</u>							
	<u>50%</u>	<u>100%</u>	<u>200%</u>	<u>250%</u>	<u>300%</u>	<u>500%</u>	<u>750%</u>	<u>1000%</u>
0.120%	55.9%	52.1%	44.2%	40.2%	36.0%	18.7%	(5.2)%	(32.8)%
0.237%	54.7%	50.8%	43.0%	39.0%	34.9%	17.6%	(6.2)%	(33.7)%
2.237%	33.5%	30.0%	22.7%	19.0%	15.2%	(0.8)%	(22.8)%	(48.2)%
4.237%	12.7%	9.4%	2.8%	(0.7)%	(4.2)%	(18.9)%	(39.1)%	(62.6)%
6.250%	*	*	*	*	*	*	*	*

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption</u>					
	<u>50%</u>	<u>100%</u>	<u>240%</u>	<u>500%</u>	<u>750%</u>	<u>1000%</u>
0.120%	56.4%	52.6%	41.4%	19.2%	(4.8)%	(32.5)%
0.237%	55.1%	51.3%	40.2%	18.1%	(5.8)%	(33.4)%
2.237%	33.9%	30.3%	20.0%	(0.5)%	(22.6)%	(48.0)%
4.237%	12.8%	9.5%	0.1%	(18.8)%	(39.1)%	(62.6)%
6.250%	*	*	*	*	*	*

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

LIBOR	PSA Prepayment Assumption					
	50%	100%	240%	500%	750%	1000%
0.120%	56.3%	52.4%	41.3%	19.1%	(4.9)%	(32.6)%
0.236%	55.0%	51.2%	40.1%	18.0%	(5.9)%	(33.5)%
2.236%	33.8%	30.3%	20.0%	(0.5)%	(22.6)%	(48.1)%
4.236%	12.9%	9.7%	0.2%	(18.7)%	(39.0)%	(62.5)%
6.250%	*	*	*	*	*	*

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

LIBOR	PSA Prepayment Assumption					
	50%	100%	300%	500%	750%	1000%
0.120%	52.6%	48.8%	33.0%	15.9%	(7.8)%	(35.0)%
0.235%	51.4%	47.7%	31.9%	14.9%	(8.7)%	(35.8)%
2.235%	31.5%	28.0%	13.3%	(2.5)%	(24.3)%	(49.5)%
4.235%	11.3%	8.1%	(5.4)%	(20.0)%	(40.1)%	(63.3)%
6.500%	*	*	*	*	*	*

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

LIBOR	PSA Prepayment Assumption					
	50%	100%	240%	500%	750%	1000%
6.250% and below ..	66.4%	62.5%	51.0%	27.9%	3.1%	(25.5)%
6.350%	28.7%	25.2%	15.2%	(4.9)%	(26.6)%	(51.7)%
6.450%	*	*	*	*	*	*

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

LIBOR	PSA Prepayment Assumption					
	50%	100%	240%	500%	750%	1000%
6.250% and below ..	66.4%	62.5%	51.0%	27.9%	3.1%	(25.5)%
6.300%	28.7%	25.2%	15.2%	(4.9)%	(26.6)%	(51.7)%
6.350%	*	*	*	*	*	*

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

LIBOR	PSA Prepayment Assumption					
	50%	100%	240%	500%	750%	1000%
6.250% and below ..	60.5%	56.6%	45.3%	22.8%	(1.6)%	(29.6)%
6.350%	26.0%	22.6%	12.6%	(7.3)%	(28.7)%	(53.5)%
6.450%	*	*	*	*	*	*

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption</u>					
	<u>50%</u>	<u>100%</u>	<u>240%</u>	<u>500%</u>	<u>750%</u>	<u>1000%</u>
6.250% and below ..	60.5%	56.6%	45.3%	22.8%	(1.6)%	(29.7)%
6.300%	26.0%	22.6%	12.6%	(7.3)%	(28.7)%	(53.6)%
6.350%	*	*	*	*	*	*

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 following 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 original principal balance) is as follows:

<u>Class</u>	<u>Price</u>
PO	84.0%

Sensitivity of the PO Class to Prepayments

	<u>PSA Prepayment Assumption</u>					
	<u>50%</u>	<u>100%</u>	<u>240%</u>	<u>500%</u>	<u>750%</u>	<u>1000%</u>
Pre-Tax Yields to Maturity ...	1.6%	2.0%	3.5%	7.2%	11.8%	18.0%

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:**

<u>Class</u>	<u>% PSA</u>
LI	626%
AI	517%
CI	304%

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:

<u>Class</u>	<u>Price*</u>
LI	40.0%
AI	16.0%
CI	20.0%

* 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.

Sensitivity of the LI Class to Prepayments

	<u>PSA Prepayment Assumption</u>					
	<u>50%</u>	<u>100%</u>	<u>300%</u>	<u>600%</u>	<u>900%</u>	<u>1200%</u>
Pre-Tax Yields to Maturity ...	13.6%	12.2%	12.2%	1.4%	(18.3)%	(48.6)%

Sensitivity of the AI Class to Prepayments

	<u>PSA Prepayment Assumption</u>							
	<u>50%</u>	<u>100%</u>	<u>200%</u>	<u>250%</u>	<u>300%</u>	<u>500%</u>	<u>750%</u>	<u>1000%</u>
Pre-Tax Yields to Maturity ...	31.8%	27.2%	17.3%	17.3%	17.3%	1.7%	(25.0)%	(57.9)%

Sensitivity of the CI Class to Prepayments

	<u>PSA Prepayment Assumption</u>					
	<u>50%</u>	<u>100%</u>	<u>300%</u>	<u>500%</u>	<u>750%</u>	<u>1000%</u>
Pre-Tax Yields to Maturity ...	22.1%	18.3%	0.4%	(22.1)%	(56.0)%	(94.4)%

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 5, Group 6, Group 7 and Group 8 Classes, and
- in the case of the Group 4 Classes, the priority sequence affecting principal payments on the Group 4 Underlying REMIC Certificate.

See “—Distributions of Principal” above and “Description of the Certificates—Distributions of Principal” in the Underlying REMIC Disclosure Document.

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.

<u>Mortgage Loans Backing Trust Assets Specified Below</u>	<u>Original Terms to Maturity</u>	<u>Remaining Terms to Maturity</u>	<u>Interest Rates</u>
Group 1 MBS	360 months	360 months	8.50%
Group 2 MBS	360 months	360 months	9.50%
Group 3 MBS	360 months	360 months	9.00%
Group 4 Underlying REMIC Certificate	360 months	331 months ⁽¹⁾	8.50%
Group 5 MBS	360 months	360 months	7.00%
Group 6 MBS	360 months	360 months	8.50%
Group 7 MBS	360 months	360 months	7.00%
Group 8 MBS	360 months	360 months	7.00%

(1) In addition, we have assumed that the Mortgage Loans backing the Group 4 Underlying REMIC Certificate have remaining interest only periods of 91 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

Date	FA and SA† Classes								AP, AJ, AL and AI† Classes							
	PSA Prepayment Assumption								PSA Prepayment Assumption							
	0%	100%	200%	250%	300%	500%	750%	1000%	0%	100%	200%	250%	300%	500%	750%	1000%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
December 2010	99	92	86	83	80	69	54	39	99	91	84	84	84	80	62	45
December 2011	98	85	74	69	65	47	29	15	98	82	70	70	70	54	33	16
December 2012	98	78	64	58	52	32	16	6	97	74	57	57	57	36	17	5
December 2013	97	72	55	48	42	22	8	2	96	66	47	47	47	24	8	1
December 2014	95	66	47	40	33	15	5	1	95	59	37	37	37	16	3	0
December 2015	94	60	40	33	26	10	2	*	93	52	29	29	29	10	1	0
December 2016	93	55	34	27	21	7	1	*	92	46	23	23	23	6	0	0
December 2017	92	50	29	22	17	5	1	*	90	40	18	18	18	4	0	0
December 2018	90	45	25	18	13	3	*	*	88	35	14	14	14	2	0	0
December 2019	89	40	21	15	10	2	*	*	86	29	10	10	10	1	0	0
December 2020	87	36	18	12	8	1	*	*	84	24	8	8	8	0	0	0
December 2021	85	32	15	10	6	1	*	*	82	20	5	5	5	0	0	0
December 2022	83	28	12	8	5	1	*	*	80	15	4	4	4	0	0	0
December 2023	81	25	10	6	4	*	*	*	77	11	2	2	2	0	0	0
December 2024	78	22	8	5	3	*	*	*	74	7	1	1	1	0	0	0
December 2025	75	19	6	4	2	*	*	*	71	3	1	1	1	0	0	0
December 2026	72	16	5	3	2	*	*	*	67	0	0	0	0	0	0	0
December 2027	69	13	4	2	1	*	*	*	64	0	0	0	0	0	0	0
December 2028	66	10	3	2	1	*	*	0	59	0	0	0	0	0	0	0
December 2029	62	8	2	1	1	*	*	0	55	0	0	0	0	0	0	0
December 2030	58	6	1	1	*	*	*	0	50	0	0	0	0	0	0	0
December 2031	53	3	1	*	*	*	*	0	45	0	0	0	0	0	0	0
December 2032	49	1	*	*	*	*	*	0	39	0	0	0	0	0	0	0
December 2033	43	0	0	0	0	0	0	0	33	0	0	0	0	0	0	0
December 2034	37	0	0	0	0	0	0	0	26	0	0	0	0	0	0	0
December 2035	31	0	0	0	0	0	0	0	18	0	0	0	0	0	0	0
December 2036	24	0	0	0	0	0	0	0	10	0	0	0	0	0	0	0
December 2037	17	0	0	0	0	0	0	0	1	0	0	0	0	0	0	0
December 2038	9	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
December 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	20.8	9.1	6.1	5.2	4.4	2.7	1.6	1.1	19.2	7.1	4.6	4.6	4.6	2.8	1.8	1.2

* 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	BP Class								SU Class							
	PSA Prepayment Assumption								PSA Prepayment Assumption							
	0%	100%	200%	250%	300%	500%	750%	1000%	0%	100%	200%	250%	300%	500%	750%	1000%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
December 2010	100	100	100	100	100	100	100	100	100	100	100	100	79	58	0	0
December 2011	100	100	100	100	100	100	100	100	100	100	100	100	65	30	0	0
December 2012	100	100	100	100	100	100	100	100	100	100	100	100	55	13	0	0
December 2013	100	100	100	100	100	100	100	100	100	100	100	100	49	4	0	0
December 2014	100	100	100	100	100	100	100	100	55	100	100	100	47	*	0	0
December 2015	100	100	100	100	100	100	100	21	100	100	99	45	0	0	0	0
December 2016	100	100	100	100	100	100	77	8	100	100	95	43	0	0	0	0
December 2017	100	100	100	100	100	100	41	3	100	100	90	39	0	0	0	0
December 2018	100	100	100	100	100	100	22	1	100	100	83	36	0	0	0	0
December 2019	100	100	100	100	100	100	11	*	100	100	75	32	0	0	0	0
December 2020	100	100	100	100	100	85	6	*	100	100	67	28	0	0	0	0
December 2021	100	100	100	100	100	56	3	*	100	100	59	24	0	0	0	0
December 2022	100	100	100	100	100	37	2	*	100	100	52	20	0	0	0	0
December 2023	100	100	100	100	100	24	1	*	100	100	44	17	0	0	0	0
December 2024	100	100	100	100	100	16	*	*	100	100	37	14	0	0	0	0
December 2025	100	100	100	100	100	10	*	*	100	100	31	12	0	0	0	0
December 2026	100	97	92	92	92	6	*	*	100	100	25	9	0	0	0	0
December 2027	100	66	66	66	66	4	*	*	100	84	20	7	0	0	0	0
December 2028	100	46	46	46	46	2	*	*	100	68	16	5	0	0	0	0
December 2029	100	31	31	31	31	1	*	*	100	53	11	4	0	0	0	0
December 2030	100	19	19	19	19	1	*	*	100	38	8	3	0	0	0	0
December 2031	100	10	10	10	10	*	*	*	100	24	5	1	0	0	0	0
December 2032	100	4	4	4	4	*	*	0	100	10	2	1	0	0	0	0
December 2033	100	0	0	0	0	0	0	0	100	0	0	0	0	0	0	0
December 2034	100	0	0	0	0	0	0	0	100	0	0	0	0	0	0	0
December 2035	100	0	0	0	0	0	0	0	100	0	0	0	0	0	0	0
December 2036	100	0	0	0	0	0	0	0	100	0	0	0	0	0	0	0
December 2037	100	0	0	0	0	0	0	0	100	0	0	0	0	0	0	0
December 2038	0	0	0	0	0	0	0	0	63	0	0	0	0	0	0	0
December 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	28.3	19.2	19.2	19.2	19.2	13.0	8.2	5.4	29.2	20.3	13.7	6.8	1.5	0.4	0.2	0.1

Date	FL, SL†, FK, SK†, FM and SM† Classes						FN, SN†, PO, FT, ST†, FV and SV† Classes						LK and LI† Classes					
	PSA Prepayment Assumption						PSA Prepayment Assumption						PSA Prepayment Assumption					
	0%	100%	240%	500%	750%	1000%	0%	100%	240%	500%	750%	1000%	0%	100%	300%	600%	900%	1200%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
December 2010	99	92	84	69	54	39	99	92	84	69	54	39	100	100	100	100	100	100
December 2011	99	85	71	47	29	15	99	85	71	47	29	15	100	100	100	100	100	69
December 2012	98	78	59	32	16	6	98	78	59	32	16	6	100	100	100	100	85	19
December 2013	97	72	49	22	8	2	97	72	50	22	8	2	100	100	100	100	39	5
December 2014	96	66	41	15	5	1	96	66	41	15	5	1	100	100	100	94	18	2
December 2015	95	60	34	10	2	*	95	60	34	10	2	*	100	100	100	60	8	*
December 2016	94	55	28	7	1	*	94	55	29	7	1	*	100	100	100	39	4	*
December 2017	93	50	24	5	1	*	92	50	24	5	1	*	100	100	100	24	2	*
December 2018	92	45	19	3	*	*	91	45	20	3	*	*	100	100	100	15	1	*
December 2019	90	40	16	2	*	*	89	41	16	2	*	*	100	100	100	9	*	*
December 2020	89	36	13	1	*	*	88	37	13	1	*	*	100	83	83	6	*	*
December 2021	87	32	10	1	*	*	86	33	11	1	*	*	100	66	66	4	*	*
December 2022	85	28	8	1	*	*	84	29	9	1	*	*	100	52	52	2	*	*
December 2023	83	25	7	*	*	*	82	26	7	*	*	*	100	41	41	1	*	*
December 2024	81	21	5	*	*	*	79	22	5	*	*	*	100	32	32	1	*	0
December 2025	78	18	4	*	*	*	77	19	4	*	*	*	100	25	25	1	*	0
December 2026	75	15	3	*	*	*	74	16	3	*	*	*	100	19	19	*	*	0
December 2027	72	12	2	*	*	*	71	13	2	*	*	*	100	15	15	*	*	0
December 2028	69	9	2	*	*	*	67	11	2	*	*	0	100	11	11	*	*	0
December 2029	65	6	1	*	*	0	64	8	1	*	*	0	100	8	8	*	*	0
December 2030	61	4	1	*	*	0	59	6	1	*	*	0	100	6	6	*	*	0
December 2031	56	1	*	*	*	0	55	3	*	*	0	80	4	4	*	*	0	0
December 2032	51	0	0	0	0	0	50	1	*	*	0	21	3	3	*	*	0	0
December 2033	46	0	0	0	0	0	45	0	0	0	0	2	2	2	*	0	0	0
December 2034	40	0	0	0	0	0	39	0	0	0	0	1	1	1	*	0	0	0
December 2035	33	0	0	0	0	0	32	0	0	0	0	1	1	1	*	0	0	0
December 2036	26	0	0	0	0	0	25	0	0	0	0	*	*	*	*	0	0	0
December 2037	18	0	0	0	0	0	18	0	0	0	0	0	0	0	0	0	0	0
December 2038	10	0	0	0	0	0	9	0	0	0	0	0	0	0	0	0	0	0
December 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	21.3	9.0	5.3	2.7	1.6	1.1	21.1	9.2	5.4	2.7	1.6	1.1	22.6	14.2	14.2	7.1	4.1	2.5

* 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	DA Class						DZ Class						FC and SC† Classes					
	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
December 2010	99	91	79	66	50	35	105	105	105	105	105	105	99	91	80	68	53	39
December 2011	97	83	61	43	24	9	109	109	109	109	109	109	98	83	63	46	28	15
December 2012	96	75	47	27	9	0	114	114	114	114	114	98	98	75	50	31	15	6
December 2013	94	67	36	15	1	0	120	120	120	120	120	38	97	68	39	21	8	2
December 2014	92	60	26	8	0	0	125	125	125	125	72	15	95	61	31	14	4	1
December 2015	90	54	19	2	0	0	131	131	131	131	38	6	94	54	24	9	2	*
December 2016	88	47	13	0	0	0	137	137	137	110	20	2	93	48	19	6	1	*
December 2017	86	41	8	0	0	0	143	143	143	74	11	1	92	42	14	4	1	*
December 2018	84	36	4	0	0	0	150	150	150	50	6	*	90	37	11	3	*	*
December 2019	81	31	*	0	0	0	157	157	157	33	3	*	89	32	8	2	*	*
December 2020	79	26	0	0	0	0	164	164	124	22	2	*	87	27	6	1	*	*
December 2021	76	21	0	0	0	0	171	171	96	14	1	*	85	22	4	1	*	*
December 2022	73	16	0	0	0	0	179	179	73	9	*	*	83	18	3	*	*	*
December 2023	70	12	0	0	0	0	188	188	55	6	*	*	81	14	2	*	*	*
December 2024	66	8	0	0	0	0	196	196	41	4	*	*	78	10	1	*	*	*
December 2025	62	4	0	0	0	0	205	205	30	2	*	*	75	7	1	*	*	*
December 2026	59	*	0	0	0	0	215	215	22	1	*	*	72	3	*	*	*	*
December 2027	54	0	0	0	0	0	224	177	15	1	*	*	69	0	0	0	0	0
December 2028	50	0	0	0	0	0	235	136	10	1	*	*	66	0	0	0	0	0
December 2029	45	0	0	0	0	0	246	97	6	*	*	*	62	0	0	0	0	0
December 2030	40	0	0	0	0	0	257	61	3	*	*	0	58	0	0	0	0	0
December 2031	35	0	0	0	0	0	269	27	1	*	*	0	53	0	0	0	0	0
December 2032	29	0	0	0	0	0	281	0	0	0	0	0	49	0	0	0	0	0
December 2033	23	0	0	0	0	0	294	0	0	0	0	0	43	0	0	0	0	0
December 2034	16	0	0	0	0	0	307	0	0	0	0	0	37	0	0	0	0	0
December 2035	9	0	0	0	0	0	321	0	0	0	0	0	31	0	0	0	0	0
December 2036	1	0	0	0	0	0	336	0	0	0	0	0	24	0	0	0	0	0
December 2037	0	0	0	0	0	0	244	0	0	0	0	0	17	0	0	0	0	0
December 2038	0	0	0	0	0	0	126	0	0	0	0	0	9	0	0	0	0	0
December 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	17.4	7.3	3.4	2.1	1.3	0.9	28.7	19.8	13.6	9.0	5.8	3.9	20.8	7.5	4.1	2.6	1.6	1.1

Date	CA, CH and C† Classes						CB Class						NA 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
December 2010	99	91	78	66	50	35	100	100	100	100	100	100	96	94	94	94	94	94
December 2011	98	82	61	42	24	9	100	100	100	100	100	100	92	88	88	88	88	88
December 2012	97	73	46	26	9	0	100	100	100	100	100	91	88	83	83	83	83	76
December 2013	96	66	35	15	2	0	100	100	100	100	100	35	83	77	77	77	69	30
December 2014	95	58	26	8	0	0	100	100	100	100	66	13	78	71	71	71	37	12
December 2015	94	51	19	3	0	0	100	100	100	100	34	5	74	60	50	42	20	5
December 2016	93	45	13	0	0	0	100	100	100	97	18	2	69	48	30	22	11	2
December 2017	91	38	8	0	0	0	100	100	100	63	9	1	64	37	16	9	6	1
December 2018	90	33	5	0	0	0	100	100	100	41	5	*	59	28	8	3	3	*
December 2019	88	27	2	0	0	0	100	100	100	26	2	*	54	21	4	1	2	*
December 2020	86	22	0	0	0	0	100	100	95	17	1	*	49	16	2	*	1	*
December 2021	84	17	0	0	0	0	100	100	69	10	1	*	44	11	1	*	*	*
December 2022	82	13	0	0	0	0	100	100	48	6	*	*	39	8	1	*	*	*
December 2023	79	8	0	0	0	0	100	100	33	4	*	*	35	6	*	*	*	*
December 2024	77	4	0	0	0	0	100	100	21	2	*	*	30	4	*	*	*	*
December 2025	74	*	0	0	0	0	100	100	12	1	*	*	25	3	*	*	*	*
December 2026	71	0	0	0	0	0	100	51	5	*	*	*	21	2	*	*	*	*
December 2027	67	0	0	0	0	0	100	0	0	0	0	0	17	1	*	*	*	*
December 2028	63	0	0	0	0	0	100	0	0	0	0	0	14	1	*	*	*	*
December 2029	59	0	0	0	0	0	100	0	0	0	0	0	11	1	*	*	*	*
December 2030	55	0	0	0	0	0	100	0	0	0	0	0	8	*	*	*	*	*
December 2031	50	0	0	0	0	0	100	0	0	0	0	0	6	*	*	0	*	0
December 2032	45	0	0	0	0	0	100	0	0	0	0	0	4	*	*	0	*	0
December 2033	39	0	0	0	0	0	100	0	0	0	0	0	2	*	*	0	*	0
December 2034	33	0	0	0	0	0	100	0	0	0	0	0	1	*	*	0	*	0
December 2035	27	0	0	0	0	0	100	0	0	0	0	0	1	*	*	0	*	0
December 2036	19	0	0	0	0	0	100	0	0	0	0	0	*	*	0	0	*	0
December 2037	11	0	0	0	0	0	100	0	0	0	0	0	*	*	0	0	*	0
December 2038	3	0	0	0	0	0	100	0	0	0	0	0	*	*	0	0	*	0
December 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	20.2	6.8	3.4	2.1	1.3	0.9	29.7	17.1	13.4	9.2	5.9	4.0	11.2	7.1	5.7	5.4	4.7	3.6

* 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	NV Class						ZA 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
December 2010	99	97	92	86	80	73	105	105	105	105	105	105
December 2011	98	90	73	58	39	22	109	109	109	109	109	109
December 2012	98	81	51	26	*	0	114	114	114	114	114	0
December 2013	97	72	33	4	0	0	120	120	120	120	0	0
December 2014	95	64	19	0	0	0	125	125	125	55	0	0
December 2015	94	59	14	0	0	0	131	131	131	55	0	0
December 2016	93	54	10	0	0	0	137	137	137	54	0	0
December 2017	91	50	6	0	0	0	143	143	143	53	0	0
December 2018	89	45	1	0	0	0	150	150	150	45	0	0
December 2019	87	40	0	0	0	0	157	157	133	33	0	0
December 2020	85	35	0	0	0	0	164	164	109	23	0	0
December 2021	83	29	0	0	0	0	171	171	88	16	0	0
December 2022	80	24	0	0	0	0	179	179	70	11	0	0
December 2023	76	18	0	0	0	0	188	188	56	7	0	0
December 2024	73	13	0	0	0	0	196	196	44	5	0	0
December 2025	69	8	0	0	0	0	205	205	34	3	0	0
December 2026	64	2	0	0	0	0	215	215	27	2	0	0
December 2027	59	0	0	0	0	0	224	206	21	1	0	0
December 2028	53	0	0	0	0	0	235	182	16	1	0	0
December 2029	47	0	0	0	0	0	246	159	12	1	0	0
December 2030	40	0	0	0	0	0	257	138	9	*	0	0
December 2031	33	0	0	0	0	0	269	118	7	*	0	0
December 2032	24	0	0	0	0	0	281	99	5	*	0	0
December 2033	15	0	0	0	0	0	294	82	4	*	0	0
December 2034	5	0	0	0	0	0	307	65	2	*	0	0
December 2035	0	0	0	0	0	0	285	50	2	*	0	0
December 2036	0	0	0	0	0	0	222	35	1	*	0	0
December 2037	0	0	0	0	0	0	153	22	1	*	0	0
December 2038	0	0	0	0	0	0	79	10	*	*	0	0
December 2039	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	18.0	8.4	3.5	2.3	1.7	1.5	27.9	22.9	13.8	7.6	3.4	2.7

Date	EA Class						EZ 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
December 2010	98	95	90	86	80	73	105	105	105	105	105	105
December 2011	96	88	74	61	45	31	109	109	109	109	109	109
December 2012	94	79	56	36	16	2	114	114	114	114	114	114
December 2013	92	71	41	19	*	0	120	120	120	120	120	49
December 2014	89	63	28	6	0	0	125	125	125	125	65	19
December 2015	87	56	18	0	0	0	131	131	131	114	35	8
December 2016	84	49	10	0	0	0	137	137	137	78	19	3
December 2017	81	42	3	0	0	0	143	143	143	53	10	1
December 2018	78	36	0	0	0	0	150	150	129	36	5	*
December 2019	75	30	0	0	0	0	157	157	103	25	3	*
December 2020	72	24	0	0	0	0	164	164	82	17	2	*
December 2021	68	18	0	0	0	0	171	171	65	11	1	*
December 2022	64	13	0	0	0	0	179	179	51	8	*	*
December 2023	60	8	0	0	0	0	188	188	40	5	*	*
December 2024	56	3	0	0	0	0	196	196	32	3	*	*
December 2025	51	0	0	0	0	0	205	193	25	2	*	*
December 2026	46	0	0	0	0	0	215	172	19	2	*	*
December 2027	41	0	0	0	0	0	224	152	15	1	*	*
December 2028	35	0	0	0	0	0	235	134	11	1	*	*
December 2029	29	0	0	0	0	0	246	116	9	*	*	*
December 2030	23	0	0	0	0	0	257	100	6	*	*	*
December 2031	16	0	0	0	0	0	269	85	5	*	*	*
December 2032	8	0	0	0	0	0	281	71	4	*	*	0
December 2033	1	0	0	0	0	0	294	58	3	*	*	0
December 2034	0	0	0	0	0	0	257	46	2	*	*	0
December 2035	0	0	0	0	0	0	213	35	1	*	*	0
December 2036	0	0	0	0	0	0	165	25	1	*	*	0
December 2037	0	0	0	0	0	0	114	15	*	*	*	0
December 2038	0	0	0	0	0	0	59	6	*	*	*	0
December 2039	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	15.0	7.2	3.7	2.6	1.9	1.6	27.3	21.5	12.7	8.3	5.7	4.2

* 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.

Characteristics of the Residual Class

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

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

CERTAIN ADDITIONAL FEDERAL INCOME TAX CONSEQUENCES

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

U.S. Treasury Circular 230 Notice

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

REMIC Election and Special Tax Attributes

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

Taxation of Beneficial Owners of Regular Certificates

The Notional Classes, 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:

<u>Group</u>	<u>Prepayment Assumption</u>
1	250% PSA
2	240% PSA
3	240% PSA
4	300% PSA
5	300% PSA
6	300% PSA
7	300% PSA
8	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 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 Trust MBS and the Group 4 Underlying REMIC Certificate. 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.

Group 4 Underlying REMIC Certificate

<u>Underlying REMIC Trust</u>	<u>Class</u>	<u>Date of Issue</u>	<u>CUSIP Number</u>	<u>Interest Rate</u>	<u>Interest Type(1)</u>	<u>Final Distribution Date</u>	<u>Principal Type(1)</u>	<u>Original Principal Balance of Class</u>	<u>December 2009 Class Factor</u>	<u>Principal Balance in the Trust</u>	<u>Approximate Weighted Average WAC</u>	<u>Approximate Weighted Average WAM (in months)</u>	<u>Approximate Weighted Average WALA (in months)</u>	<u>Approximate Weighted Average Remaining Term to Expiration of Interest Only Period (in months)</u>
2007-75	ED	July 2007	31396W2U9	6.0%	FIX	August 2037	PAC	\$23,968,364	1.0	\$17,768,364	6.615%	330	30	90

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

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

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								
AP	\$168,525,346	AJ	\$168,525,346	PAC	3.50%	FIX	31398GVK2	November 2039
		AI(3)	28,087,557	NTL	6.00	FIX/IO	31398GVM8	November 2039
Recombination 2								
AP	168,525,346	AL	168,525,346	PAC	4.00	FIX	31398GVL0	November 2039
		AI(3)	14,043,778(3)	NTL	6.00	FIX/IO	31398GVM8	November 2039
Recombination 3								
FL	39,077,128	FK	39,077,128	PT	(4)	FLT	31398GVN6	January 2040
		SK(3)	1,116,489	NTL	(4)	INV/IO	31398GVP1	January 2040
Recombination 4								
FL	39,077,128	FM	39,077,128	PT	(4)	FLT	31398GVQ9	January 2040
		SM(3)	558,244	NTL	(4)	INV/IO	31398GVR7	January 2040
Recombination 5								
FN	90,211,883	FT	90,211,883	PT	(4)	FLT	31398GVS5	January 2040
		ST(3)	2,775,750	NTL	(4)	INV/IO	31398GVT3	January 2040
Recombination 6								
FN	90,211,883	FV	90,211,883	PT	(4)	FLT	31398GVU0	January 2040
		SV(3)	1,387,875	NTL	(4)	INV/IO	31398GVV8	January 2040
Recombination 7								
CA	31,222,732	CH	31,222,732	SEQ	4.00	FIX	31398GVW6	May 2039
		CI(3)	2,601,894	NTL	6.00	FIX/IO	31398GVX4	May 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-8 for a description of how their notional balances are calculated.

(4) For a description of these interest rates, see “Summary—Interest Rates” in this prospectus supplement.

Principal Balance Schedule

Aggregate Group Planned Balances

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
Initial Balance	\$171,867,092.00	February 2015	\$ 63,871,036.14	April 2020	\$ 18,986,123.08
January 2010	169,452,178.19	March 2015	62,683,396.84	May 2020	18,601,363.15
February 2010	167,064,418.84	April 2015	61,510,084.29	June 2020	18,223,730.44
March 2010	164,703,517.94	May 2015	60,357,632.22	July 2020	17,853,098.97
April 2010	162,369,182.63	June 2015	59,225,680.51	August 2020	17,489,344.91
May 2010	160,061,123.23	July 2015	58,113,875.12	September 2020	17,132,346.59
June 2010	157,779,053.14	August 2015	57,021,868.03	October 2020	16,781,984.39
July 2010	155,522,688.87	September 2015	55,949,317.11	November 2020	16,438,140.81
August 2010	153,291,749.95	October 2015	54,895,886.05	December 2020	16,100,700.31
September 2010	151,085,958.96	November 2015	53,861,244.24	January 2021	15,769,549.38
October 2010	148,905,041.42	December 2015	52,845,066.69	February 2021	15,444,576.46
November 2010	146,748,725.82	January 2016	51,847,033.92	March 2021	15,125,671.91
December 2010	144,616,743.59	February 2016	50,866,831.87	April 2021	14,812,727.98
January 2011	142,508,829.01	March 2016	49,904,151.83	May 2021	14,505,638.78
February 2011	140,424,719.24	April 2016	48,958,690.31	June 2021	14,204,300.25
March 2011	138,364,154.26	May 2016	48,030,149.01	July 2021	13,908,610.12
April 2011	136,326,876.85	June 2016	47,118,234.68	August 2021	13,618,467.89
May 2011	134,312,632.55	July 2016	46,222,659.04	September 2021	13,333,774.79
June 2011	132,321,169.65	August 2016	45,343,138.74	October 2021	13,054,433.76
July 2011	130,352,239.14	September 2016	44,479,395.24	November 2021	12,780,349.43
August 2011	128,405,594.68	October 2016	43,631,154.73	December 2021	12,511,428.06
September 2011	126,480,992.58	November 2016	42,798,148.06	January 2022	12,247,577.54
October 2011	124,578,191.80	December 2016	41,980,110.67	February 2022	11,988,707.36
November 2011	122,696,953.87	January 2017	41,176,782.48	March 2022	11,734,728.55
December 2011	120,837,042.88	February 2017	40,387,907.87	April 2022	11,485,553.72
January 2012	118,998,225.48	March 2017	39,613,235.55	May 2022	11,241,096.95
February 2012	117,180,270.81	April 2017	38,852,518.51	June 2022	11,001,273.85
March 2012	115,382,950.52	May 2017	38,105,513.97	July 2022	10,766,001.47
April 2012	113,606,038.70	June 2017	37,371,983.25	August 2022	10,535,198.29
May 2012	111,849,311.87	July 2017	36,651,691.77	September 2022	10,308,784.21
June 2012	110,112,548.98	August 2017	35,944,408.94	October 2022	10,086,680.54
July 2012	108,395,531.32	September 2017	35,249,908.09	November 2022	9,868,809.93
August 2012	106,698,042.58	October 2017	34,567,966.43	December 2022	9,655,096.39
September 2012	105,019,868.74	November 2017	33,898,364.96	January 2023	9,445,465.22
October 2012	103,360,798.12	December 2017	33,240,888.43	February 2023	9,239,843.06
November 2012	101,720,621.30	January 2018	32,595,325.25	March 2023	9,038,157.80
December 2012	100,099,131.11	February 2018	31,961,467.45	April 2023	8,840,338.57
January 2013	98,496,122.63	March 2018	31,339,110.61	May 2023	8,646,315.77
February 2013	96,911,393.15	April 2018	30,728,053.79	June 2023	8,456,020.98
March 2013	95,344,742.11	May 2018	30,128,099.51	July 2023	8,269,386.97
April 2013	93,795,971.16	June 2018	29,539,053.63	August 2023	8,086,347.71
May 2013	92,264,884.06	July 2018	28,960,725.34	September 2023	7,906,838.29
June 2013	90,751,286.67	August 2018	28,392,927.12	October 2023	7,730,794.94
July 2013	89,254,986.99	September 2018	27,835,474.61	November 2023	7,558,155.00
August 2013	87,775,795.04	October 2018	27,288,186.64	December 2023	7,388,856.92
September 2013	86,313,522.92	November 2018	26,750,885.13	January 2024	7,222,840.19
October 2013	84,867,984.74	December 2018	26,223,395.03	February 2024	7,060,045.38
November 2013	83,438,996.63	January 2019	25,705,544.30	March 2024	6,900,414.09
December 2013	82,026,376.69	February 2019	25,197,163.85	April 2024	6,743,888.95
January 2014	80,629,944.98	March 2019	24,698,087.48	May 2024	6,590,413.58
February 2014	79,249,523.52	April 2019	24,208,151.84	June 2024	6,439,932.57
March 2014	77,884,936.23	May 2019	23,727,196.37	July 2024	6,292,391.52
April 2014	76,536,008.93	June 2019	23,255,063.28	August 2024	6,147,736.95
May 2014	75,202,569.34	July 2019	22,791,597.46	September 2024	6,005,916.32
June 2014	73,884,447.02	August 2019	22,336,646.47	October 2024	5,866,878.02
July 2014	72,581,473.38	September 2019	21,890,060.50	November 2024	5,730,571.33
August 2014	71,293,481.64	October 2019	21,451,692.30	December 2024	5,596,946.43
September 2014	70,020,306.82	November 2019	21,021,397.13	January 2025	5,465,954.36
October 2014	68,761,785.74	December 2019	20,599,032.77	February 2025	5,337,547.04
November 2014	67,517,756.96	January 2020	20,184,459.40	March 2025	5,211,677.21
December 2014	66,288,060.79	February 2020	19,777,539.63	April 2025	5,088,298.45
January 2015	65,072,539.27	March 2020	19,378,138.43	May 2025	4,967,365.16

Aggregate Group (Continued)

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
June 2025	\$ 4,848,832.53	April 2028	\$ 1,973,804.90	February 2031	\$ 585,232.89
July 2025	4,732,656.54	May 2028	1,916,384.14	March 2031	558,515.25
August 2025	4,618,793.95	June 2028	1,860,183.98	April 2031	532,426.38
September 2025	4,507,202.27	July 2028	1,805,181.28	May 2031	506,953.83
October 2025	4,397,839.77	August 2028	1,751,353.36	June 2031	482,085.41
November 2025	4,290,665.45	September 2028	1,698,677.89	July 2031	457,809.13
December 2025	4,185,639.02	October 2028	1,647,132.98	August 2031	434,113.23
January 2026	4,082,720.91	November 2028	1,596,697.11	September 2031	410,986.16
February 2026	3,981,872.25	December 2028	1,547,349.17	October 2031	388,416.59
March 2026	3,883,054.86	January 2029	1,499,068.41	November 2031	366,393.39
April 2026	3,786,231.21	February 2029	1,451,834.44	December 2031	344,905.63
May 2026	3,691,364.46	March 2029	1,405,627.28	January 2032	323,942.59
June 2026	3,598,418.41	April 2029	1,360,427.27	February 2032	303,493.76
July 2026	3,507,357.48	May 2029	1,316,215.11	March 2032	283,548.80
August 2026	3,418,146.76	June 2029	1,272,971.86	April 2032	264,097.56
September 2026	3,330,751.91	July 2029	1,230,678.92	May 2032	245,130.11
October 2026	3,245,139.24	August 2029	1,189,318.01	June 2032	226,636.66
November 2026	3,161,275.63	September 2029	1,148,871.20	July 2032	208,607.64
December 2026	3,079,128.55	October 2029	1,109,320.87	August 2032	191,033.63
January 2027	2,998,666.06	November 2029	1,070,649.71	September 2032	173,905.39
February 2027	2,919,856.76	December 2029	1,032,840.76	October 2032	157,213.87
March 2027	2,842,669.84	January 2030	995,877.32	November 2032	140,950.15
April 2027	2,767,075.01	February 2030	959,743.02	December 2032	125,105.52
May 2027	2,693,042.53	March 2030	924,421.78	January 2033	109,671.41
June 2027	2,620,543.19	April 2030	889,897.81	February 2033	94,639.39
July 2027	2,549,548.28	May 2030	856,155.61	March 2033	80,001.23
August 2027	2,480,029.64	June 2030	823,179.95	April 2033	65,748.81
September 2027	2,411,959.56	July 2030	790,955.90	May 2033	51,874.20
October 2027	2,345,310.86	August 2030	759,468.78	June 2033	38,369.59
November 2027	2,280,056.83	September 2030	728,704.18	July 2033	25,227.32
December 2027	2,216,171.25	October 2030	698,647.96	August 2033	12,439.90
January 2028	2,153,628.34	November 2030	669,286.23	September 2033 and thereafter	0.00
February 2028	2,092,402.81	December 2030	640,605.36		
March 2028	2,032,469.80	January 2031	612,591.96		

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.

\$1,273,493,859



**Guaranteed REMIC
Pass-Through Certificates**

Fannie Mae REMIC Trust 2009-106

TABLE OF CONTENTS

	<u>Page</u>
Table of Contents	S- 2
Available Information	S- 3
Recent Developments	S- 4
Summary	S- 6
Additional Risk Factors	S-10
Description of the Certificates	S-11
Certain Additional Federal Income Tax Consequences	S-28
Plan of Distribution	S-30
Legal Matters	S-30
Exhibit A.	A- 1
Schedule 1	A- 2
Principal Balance Schedule	B- 1

PROSPECTUS SUPPLEMENT

Goldman, Sachs & Co.

December 21, 2009
