

\$1,226,871,742



FannieMae®

**Guaranteed REMIC Pass-Through Certificates
Fannie Mae REMIC Trust 2009-111**

The Certificates

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

Payments to Certificateholders

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

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

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

The Fannie Mae Guaranty

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

The Trust and its Assets

The trust will own

- Fannie Mae MBS and
- underlying REMIC and RCR certificates backed by Fannie Mae MBS.

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

Class	Group	Original Class Balance	Principal Type(1)	Interest Rate	Interest Type(1)	CUSIP Number	Final Distribution Date
BA . . .	1	\$190,818,392	SEQ	4.5%	FIX	31398GQP7	July 2036
VB(2) . .	1	25,052,190	SEQ/AD	4.5	FIX	31398GQQ5	February 2021
ZB(2) . .	1	39,119,788	SEQ	4.5	FIX/Z	31398GQR3	January 2040
FC . . .	2	62,500,000	SC/PT	(3)	FLT	31398GQS1	March 2038
SC . . .	2	62,500,000(4)	NTL	(3)	INV/IO	31398GQT9	March 2038
CB(2) . .	2	128,615,000	SC/PAC/AD	3.0	FIX	31398GQU6	March 2038
CI(2) . .	2	42,871,666(4)	NTL	6.0	FIX/IO	31398GQV4	March 2038
CY . . .	2	1,151,000	SC/PAC/AD	5.0	FIX	31398GQW2	March 2038
WZ . . .	2	1,000	SC/PAC/AD	5.0	FIX/Z	31398GQX0	March 2038
CZ . . .	2	40,000,000	SC/SUP	5.0	FIX/Z	31398GQY8	March 2038
ZC . . .	2	17,733,000	SC/SUP	5.0	FIX/Z	31398GQZ5	March 2038
FE . . .	3	159,740,526	PT	(3)	FLT	31398GRA9	January 2040
SE . . .	3	159,740,526(4)	NTL	(3)	INV/IO	31398GRB7	January 2040
DE(2) . .	3	127,778,000	PAC/AD	3.0	FIX	31398GRC5	December 2039
DI(2) . .	3	42,592,666(4)	NTL	6.0	FIX/IO	31398GRD3	December 2039
DX(2) . .	3	1,159,000	PAC/AD	5.0	FIX	31398GRE1	January 2040
DZ(2) . .	3	30,803,526	SUP	5.0	FIX/Z	31398GRF8	January 2040
JB(2) . .	4	105,821,000	SC/SEQ	3.0	FIX	31398GRG6	April 2039
JJ(2) . . .	4	28,860,272(4)	NTL	5.5	FIX/IO	31398GRH4	April 2039
JY(2) . .	4	5,040,356	SC/SEQ	3.0	FIX	31398GRJ0	April 2039
IJ(2) . . .	4	1,374,642(4)	NTL	5.5	FIX/IO	31398GRK7	April 2039
EA . . .	5	167,208,058	SEQ	4.5	FIX	31398GRL5	September 2037
EI . . .	5	16,720,805(4)	NTL	5.0	FIX/IO	31398GRM3	September 2037
VE(2) . .	5	15,806,644	SEQ/AD	4.0	FIX	31398GRN1	January 2021
VI(2) . .	5	3,161,328(4)	NTL	5.0	FIX/IO	31398GRP6	January 2021
EZ(2) . .	5	21,781,183	SEQ	5.0	FIX/Z	31398GRQ4	January 2040
AH(2) . .	6	50,000,000	SEQ	4.0	FIX	31398GRR2	November 2027
AI(2) . .	6	5,555,555(4)	NTL	4.5	FIX/IO	31398GRS0	November 2027
AY . . .	6	11,514,000	SEQ	4.5	FIX	31398GRT8	January 2030
FB . . .	7	15,525,588	SC/PT	(3)	FLT	31398GRU5	April 2035
SB . . .	7	9,703,491	SC/PT	(3)	INV	31398GRV3	April 2035
R . . .		0	NPR	0	NPR	31398GRW1	January 2040
RL . . .		0	NPR	0	NPR	31398GRX9	January 2040

Carefully consider the risk factors starting 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.

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

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 BY, CE, CH, CL, CA, DH, DL, DN, DA, DT, PF, PS, FP, SP, FA, SA, JD, JG, JL, NG, NJ, NM, NT, JX, NI, VG, EV, EY, AB and AC 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.

BofA Merrill Lynch

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AVAILABLE INFORMATION

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

- our Prospectus for Fannie Mae Guaranteed REMIC Pass-Through Certificates dated August 1, 2007 (the “REMIC Prospectus”);
- our Prospectus for Fannie Mae Guaranteed Pass-Through Certificates (Single-Family Residential Mortgage Loans) dated
 - June 1, 2009, for all MBS issued on or after January 1, 2009,
 - April 1, 2008, for all MBS issued on or after June 1, 2007 and prior to January 1, 2009, or
 - January 1, 2006, for all other MBS(as applicable, the “MBS Prospectus”);
- if you are purchasing any Group 2, Group 4 or Group 7 Class or the R or RL Class, the disclosure documents relating to the applicable underlying REMIC and RCR certificates (together, the “Underlying REMIC Disclosure Documents”); and
- any information incorporated by reference in this prospectus supplement as discussed below and under the heading “Incorporation by Reference” in the REMIC Prospectus.

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

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

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

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

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

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

Banc of America Securities LLC
Capital Markets Operations
100 W. 33rd Street, 3rd Floor
New York, New York 10001
(telephone 646-733-4166).

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 the receipt of the additional \$15.0 billion in funds from Treasury that have been requested, the aggregate liquidation preference of the Senior Preferred Stock, including the initial liquidation preference of \$1.0 billion, will be \$60.9 billion, and the annualized dividend on the Senior Preferred Stock, based on the 10% dividend rate, will be \$6.1 billion. If we do not pay the dividend quarterly and in cash, the dividend rate would increase to 12% annually, and the unpaid dividend would accrue and be added to the liquidation preference of the Senior Preferred Stock.

On September 19, 2008, we entered into a lending agreement with Treasury (the “Credit Facility”) under which we may request loans from Treasury until December 31, 2009. To borrow from Treasury under the Credit Facility, we must post collateral in the form of agency mortgage-backed securities to secure all such borrowings under the facility. Treasury is not obligated under the Credit Facility to make any loan to us. To date, we have not borrowed any funds under the Credit Facility.

The Stock Purchase Agreement, the Warrant, and the Credit Facility contain covenants that significantly restrict our business activities. These covenants, which are summarized in our 2008 Form 10-K and our quarterly report on Form 10-Q for the quarter ended March 31, 2009, include prohibitions on the following activities unless we have prior written consent from Treasury: the issuance of equity securities (except in limited instances), the payment of dividends or other distributions on our equity securities (other than the Senior Preferred Stock or the Warrant), and the issuance of subordinated debt securities. The covenants also limit the amount of debt securities that we may have outstanding.

Certain rights provided to certificateholders under the trust documents may not be enforced against FHFA, or enforcement of such rights may be delayed, during the conservatorship or if we are placed into receivership. The trust documents provide that upon the occurrence of a guarantor event of default, which includes the appointment of a conservator or receiver, certificateholders have the right to replace Fannie Mae as trustee if the requisite percentage of certificateholders consent. The Regulatory Reform Act prevents certificateholders from enforcing their rights to replace Fannie Mae as trustee if the event of default arises solely because a conservator or receiver has been appointed.

We are continuing to operate as a going concern while in conservatorship and remain liable for all of our obligations, including our guaranty obligations, associated with mortgage-backed securities issued by us. The Stock Purchase Agreement and the Credit Facility are intended to enhance our ability to meet our obligations. However, certificateholders have certain limited rights to bring proceedings against Treasury if we fail to pay under our guaranty.

SUMMARY

This summary contains only limited information about the certificates. Statistical information in this summary is provided as of 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

<u>Group</u>	<u>Assets</u>
1	Group 1 MBS
2	Class 2008-16-B REMIC Certificate
3	Group 3 MBS
4	Class 2009-77-NC RCR Certificate
5	Group 5 MBS
6	Group 6 MBS
7	Class 2005-29-QG REMIC Certificate

Group 1, Group 3, Group 5 and Group 6

Characteristics of the Trust MBS

	<u>Approximate Principal Balance</u>	<u>Pass- Through Rate</u>	<u>Range of Weighted Average Coupons or WACs (annual percentages)</u>	<u>Range of Weighted Average Remaining Terms to Maturity or WAMs (in months)</u>
Group 1 MBS	\$254,990,370	4.50%	4.75% to 7.00%	241 to 360
Group 3 MBS*	\$319,481,052	6.00%	6.25% to 8.50%	241 to 360
Group 5 MBS	\$204,795,885	5.00%	5.25% to 7.50%	241 to 360
Group 6 MBS	\$ 61,514,000	4.50%	4.75% to 7.00%	181 to 240

* As further described in this prospectus supplement, the mortgage loans underlying the Group 3 MBS provide for interest only periods that may range from at least 7 to no more than 10 years following origination. The assumed remaining term to expiration of the interest only periods for those mortgage loans is set forth below.

Assumed Characteristics of the Underlying Mortgage Loans

	<u>Principal Balance</u>	<u>Original Term to Maturity (in months)</u>	<u>Remaining Term to Maturity (in months)</u>	<u>Loan Age (in months)</u>	<u>Interest Rate</u>	<u>Remaining Term to Expiration of Interest Only Period (in months)</u>
Group 1 MBS	\$254,990,370	360	357	2	5.000%	N/A
Group 3 MBS	\$319,481,052	360	336	24	6.608%	96
Group 5 MBS	\$204,795,885	360	357	2	5.410%	N/A
Group 6 MBS	\$ 61,514,000	240	238	2	4.900%	N/A

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

Group 2, Group 4 and Group 7

Exhibit A describes the underlying REMIC and RCR certificates in Group 2, Group 4 and Group 7, including certain information about the related mortgage loans. To learn more about the underlying REMIC and RCR certificates, you should obtain from us the current class factors and the related disclosure documents as described on page S-3.

Settlement Date

We expect to issue the certificates on 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:

Fed Book-Entry

All classes other than the R and RL Classes

Physical

R and RL Classes

Exchanging Certificates Through Combination and Recombination

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

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

Interest Rates

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

During the initial interest accrual period, the floating rate and inverse floating rate classes will bear interest at the initial interest rates listed below. During each subsequent interest accrual period,

the floating rate and inverse floating rate classes will bear interest based on the formulas indicated below, but always subject to the specified maximum and minimum interest rates:

<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>
FC	0.9800%	7.00%	0.75%	LIBOR + 75 basis points
SC	6.0200%	6.25%	0.00%	6.25% – LIBOR
FE	0.9900%	7.00%	0.75%	LIBOR + 75 basis points
SE	6.0100%	6.25%	0.00%	6.25% – LIBOR
FB	1.7325%	6.50%	1.50%	LIBOR + 150 basis points
SB	7.6280%	8.00%	0.00%	8.00% – (1.6 × LIBOR)
PF	0.8400%	7.00%	0.60%	LIBOR + 60 basis points
PS	6.1600%	6.40%	0.00%	6.40% – LIBOR
FP	0.8900%	7.00%	0.65%	LIBOR + 65 basis points
SP	6.1100%	6.35%	0.00%	6.35% – LIBOR
FA	0.9400%	7.00%	0.70%	LIBOR + 70 basis points
SA	6.0600%	6.30%	0.00%	6.30% – 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>	
CI	33.3333328150% of the CB Class
SC	100% of the FC Class
SE	100% of the FE Class
DI	33.3333328116% of the DE Class
PS	50% of the DE Class
SP	50% of the DE Class
SA	50% of the DE Class
JJ	27.2727265855% of the JB Class
IJ	27.2727164510% of the JY Class
NI	27.2727261247% of the <i>sum</i> of the JB and JY Classes
EI	10% of the EA Class
VI	20% of the VE Class
AI	11.1111111111% of the AH 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>250%</u>	<u>400%</u>	<u>600%</u>
BA	17.1	7.2	3.9	2.8	2.1
VB	6.0	6.0	5.7	4.7	3.7
ZB	28.3	21.9	13.8	9.8	6.8
BY	28.3	21.9	13.4	9.1	6.2

Group 2 Classes	PSA Prepayment Assumption								
	0%	100%	255%	350%	500%	700%	1000%	1200%	1500%
FC and SC	22.3	12.6	6.5	4.7	3.2	2.1	1.3	1.0	0.6
CB, CI, CE, CH, CL and CA	12.6	6.4	3.9	3.9	3.9	2.7	1.7	1.2	0.7
CY	18.7	14.6	14.6	14.6	14.6	11.3	6.8	5.0	2.8
WZ	18.7	16.6	16.6	16.6	16.6	21.2	13.7	10.1	5.8
CZ and ZC	24.1	18.1	11.7	6.3	1.4	0.6	0.4	0.3	0.2

Group 3 Classes	PSA Prepayment Assumption									
	0%	100%	281%	350%	450%	700%	1000%	1200%	1500%	1700%
FE, SE and DT	22.7	11.3	5.3	4.2	3.2	1.9	1.2	0.9	0.6	0.3
DE, DI, DH, DL, DN, DA, PF, PS, FP, SP, FA and SA	15.2	6.5	3.6	3.6	3.6	2.2	1.4	1.0	0.6	0.4
DX	22.4	17.5	17.5	17.5	17.5	10.8	6.6	4.8	2.7	0.5
DZ	26.6	19.6	11.7	6.4	1.2	0.4	0.2	0.2	0.1	0.1

Group 4 Classes	PSA Prepayment Assumption				
	0%	100%	225%	400%	700%
JB, JI, JD, JG and JL	12.5	5.2	5.0	3.8	2.0
JY, IJ and JX	18.9	13.8	13.8	10.5	5.5
NG, NJ, NM, NT and NI	12.8	5.6	5.4	4.1	2.2

Group 5 Classes	PSA Prepayment Assumption						
	0%	100%	300%	600%	900%	1200%	1650%
EA and EI	18.3	8.2	3.9	2.3	1.8	1.5	1.2
VE, VI, VG and EV	6.0	6.0	5.8	4.1	3.1	2.5	2.0
EZ	28.9	23.7	13.4	7.5	5.1	3.7	2.5
EY	28.9	23.7	13.0	6.9	4.6	3.4	2.4

Group 6 Classes	PSA Prepayment Assumption				
	0%	100%	275%	400%	700%
AH, AI, AB and AC	10.7	6.3	3.7	2.9	2.0
AY	19.0	16.6	11.8	9.2	5.7

Group 7 Classes	PSA Prepayment Assumption				
	0%	100%	300%	500%	800%
FB and SB	23.9	17.3	1.4	0.5	0.2

* 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 1 MBS and Group 5 MBS have been designated as pools that include “jumbo-conforming” or “high-balance” mortgage loans. There is limited historical performance data regarding prepayment rates for jumbo-conforming and high-balance mortgage loans. If prevailing mortgage rates decline, borrowers with jumbo-conforming and high-balance mortgage loans may be more likely to refinance their mortgage loans than borrowers with conforming balance loans. This is because a relatively small reduction in the interest rate of a jumbo-conforming and high-balance mortgage loan can have a greater impact on the borrower’s monthly payment than a similar interest rate change for a conforming balance loan.

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

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

As a result of these factors, the Group 1 Classes and Group 5 Classes may receive payments of principal more quickly or more slowly than expected, and the weighted average lives and yields of those Classes may be affected, perhaps significantly.

Payments on the Group 2, Group 4 and Group 7 Classes also will be affected by the payment priorities governing the related underlying REMIC and RCR certificates. If you invest in any Group 2, Group 4 or Group 7 Class, the rate at which you receive payments will be affected by the applicable priority sequences governing principal payments on the related underlying REMIC and RCR certificates.

As described in the related Underlying REMIC Disclosure Documents, the Group 2 Underlying REMIC Certificate may be subsequent in payment priority to certain other classes issued from the related underlying REMIC trust. As a result, such other classes may receive principal before principal is paid on the Group 2 Underlying REMIC Certificate, possibly for long periods.

In addition, as described in the related Underlying REMIC Disclosure Documents, the Group 4 Underlying RCR Certificate and the Group 7 Underlying REMIC Certificate are governed by the related principal balance schedules. As a result, the Group 4 Underlying RCR Certificate and the Group 7 Underlying REMIC Certificate each may receive principal payments faster or slower than would otherwise have been the case. In some cases, they 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 RCR Certificate and the Group 7 Underlying REMIC Certificate, as applicable, 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 RCR Certificate or the Group 7 Underlying REMIC Certificate has adhered to the related principal balance schedule,
- any related support classes remain outstanding, or

- the Group 4 Underlying RCR Certificate or the Group 7 Underlying REMIC Certificate otherwise has performed as originally anticipated.

Furthermore, as described in the related Underlying REMIC Disclosure Document, the Group 7 Underlying REMIC Certificate is a jump class. See “Additional Risk Factors—*Weighted average lives of the Jump Classes are especially sensitive to prepayments under certain scenarios*” and “—*Any change in principal priority of the Jump Classes may remain*

in effect for an extended period” in the related Underlying REMIC Disclosure Documents.

You may obtain additional information about the underlying REMIC and RCR certificates in Group 2, Group 4 and Group 7 by reviewing their current class factors in light of other information available in the related Underlying REMIC Disclosure Documents. You may obtain those documents from us as described on page S-3.

DESCRIPTION OF THE CERTIFICATES

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

General

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

- four groups of Fannie Mae Guaranteed Mortgage Pass-Through Certificates (the “Group 1 MBS,” “Group 3 MBS,” “Group 5 MBS” and “Group 6 MBS,” and together, the “Trust MBS”), and
- three groups of previously issued REMIC and RCR certificates (the “Group 2 Underlying REMIC Certificate,” “Group 4 Underlying RCR Certificate” and “Group 7 Underlying REMIC Certificate” and, together, the “Underlying REMIC Certificates”) issued from the related Fannie Mae REMIC trusts (the “Underlying REMIC Trusts”) as further described in Exhibit A.

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

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

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

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

<u>REMIC Designation</u>	<u>Assets</u>	<u>Regular Interests</u>	<u>Residual Interest</u>
Lower Tier REMIC	Trust MBS and Underlying REMIC Certificates	Interests in the Lower Tier REMIC other than the RL Class (the “Lower Tier Regular Interests”)	RL
Upper Tier REMIC	Lower Tier Regular Interests	All Classes of REMIC Certificates other than the R and RL Classes	R

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

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

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

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

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

The Trust MBS

The Trust MBS provide that principal and interest on the related Mortgage Loans are passed through monthly. The Mortgage Loans underlying the Trust MBS are conventional, fixed-rate, fully-amortizing mortgage loans secured by first mortgages or deeds of trust on single-family residential properties. These Mortgage Loans have original maturities of up to 30 years in the case of the Group 1, Group 3 and Group 5 MBS, and 20 years in the case of the Group 6 MBS.

In addition, the pools underlying the Group 1 MBS and Group 5 MBS include “jumbo-conforming” or “high balance” mortgage loans as described further under “The Mortgage Loans—Special Feature Mortgage Loans—*Loans with Original Principal Balances that Exceed our Traditional*

Conforming Loan Limits” in the MBS Prospectus dated June 1, 2009. For additional information about the pools underlying the Group 1 MBS and Group 5 MBS, see the Final Data Statement for the Trust and the related prospectus supplement for each MBS. See also “Additional Risk Factors—*“Jumbo-conforming” and “high-balance” mortgage loans, which have original principal balances that exceed our traditional conforming loan limits, may prepay at different rates than conforming balance mortgage loans generally*” in this prospectus supplement.

Furthermore, the scheduled monthly payments on the Mortgage Loans underlying the Group 3 MBS represent accrued interest only for periods that may range from at least seven to no more than ten years following origination. See “Risk Factors—Prepayment Factors—*Refinance Environment*—Fixed-rate and adjustable-rate mortgage loans with long initial interest-only payment periods may be more likely to be refinanced or become delinquent than other mortgage loans” in the MBS Prospectus.

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

The Underlying REMIC Certificates

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

The scheduled monthly payments on the Mortgage Loans backing the Group 2 Underlying REMIC Certificate and the Group 4 Underlying RCR 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 Underlying REMIC Certificates will be passed through monthly, beginning in the month after we issue the Certificates. The general characteristics of the Underlying REMIC Certificates are described in the applicable Underlying REMIC Disclosure Documents. See Exhibit A for certain additional information about the Underlying REMIC Certificates. Exhibit A is provided in lieu of a Final Data Statement with respect to the Underlying REMIC Certificates.

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

Distributions of Interest

General. The Certificates will bear interest at the rates specified in this prospectus supplement on a 30/360 basis. Interest to be paid on each Certificate (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.

Accrual Classes. The ZB, WZ, CZ, ZC, DZ and EZ Classes are Accrual Classes. Interest will accrue on the Accrual Classes at the applicable annual rates specified on the cover of this prospectus supplement. However, we will not pay any interest on the Accrual Classes. Instead, interest accrued on each Accrual Class will be added as principal to its principal balance on each Distribution Date. We will pay principal on the Accrual Classes as described under “—Distributions of Principal” below.

Distributions of Principal

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

- *Group 1*

The ZB Accrual Amount to VB until retired, and thereafter to ZB. } Accretion Directed Class and Accrual Class

The Group 1 Cash Flow Distribution Amount to BA, VB and ZB, in that order, until retired. } Sequential Pay Classes

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

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

- *Group 2*

The CZ Accrual Amount and ZC Accrual Amount to Aggregate Group I to its Planned Balance, and thereafter to CZ and ZC, pro rata. } Accretion Directed/PAC Group and Accrual Classes

The WZ Accrual Amount to CB and CY, in that order, until retired, and thereafter to WZ. } Accretion Directed Classes and Accrual Class

The Group 2 Cash Flow Distribution Amount as follows:

- 25% to FC until retired, and } Pass-Through Class
- 75% as follows: } Structured Collateral
 - first*, to Aggregate Group I to its Planned Balance; } PAC Group
 - second*, to CZ and ZC, pro rata, until retired; and } Support Classes
 - third*, to Aggregate Group I to zero. } PAC Group

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

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

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

The “Group 2 Cash Flow Distribution Amount” is the principal then paid on the Group 2 Underlying REMIC Certificate.

“Aggregate Group I” consists of the CB, CY and WZ Classes. On each Distribution Date, we will apply payments of principal of Aggregate Group I to CB, CY and WZ, in that order, until retired.

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

- *Group 3*

The DZ Accrual Amount to Aggregate Group II to its Planned Balance, and thereafter to the DZ Class. } Accretion Directed/
PAC Group
and Accrual
Class

The Group 3 Cash Flow Distribution Amount as follows:

- 50% to FE until retired, and } Pass-Through
Class
- 50% as follows:
 - first*, to Aggregate Group II to its Planned Balance; } PAC Group
 - second*, to DZ until retired; and } Support
Class
 - third*, to Aggregate Group II to zero. } PAC Group

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

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

“Aggregate Group II” consists of the DE and DX Classes. On each Distribution Date, we will apply payments of principal of Aggregate Group II to DE and DX, in that order, until retired.

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

- *Group 4*

The Group 4 Principal Distribution Amount to JB and JY, in that order, until retired. } Structured
Collateral/
Sequential
Pay Classes

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

- *Group 5*

The EZ Accrual Amount to VE until retired, and thereafter to EZ. } Accretion
Directed
Class and
Accrual Class

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

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

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

- *Group 6*

The Group 6 Principal Distribution Amount to AH and AY, 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 Group 7 Principal Distribution Amount to FB and SB, pro rata, until retired. } **Structured Collateral/Pass-Through Classes**

The “Group 7 Principal Distribution Amount” is the principal then paid on the Group 7 Underlying REMIC Certificate.

Structuring Assumptions

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

- the Mortgage Loans underlying the Trust MBS have the original terms to maturity, remaining terms to maturity, loan ages and interest rates specified under “Summary—Group 1, Group 3, Group 5 and Group 6—Assumed Characteristics of the Underlying Mortgage Loans” in this prospectus supplement;
- the Mortgage Loans underlying the Group 3 MBS have the remaining term to expiration of their interest only periods specified under “Summary—Group 1, Group 3, Group 5 and Group 6 MBS—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 Schedules. The Principal Balance Schedules are set forth beginning on page B-1 of this prospectus supplement. The Principal Balance Schedules were prepared based on the Pricing Assumptions and the assumption that the related Mortgage Loans prepay at a *constant* rate within the applicable “Structuring Ranges” specified in the chart below. The “Effective Range” for an Aggregate Group is the range of prepayment rates (measured by *constant* PSA rates) that would reduce that 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 Groups. 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 applicable Aggregate Group schedule). If such separate schedules had been provided for the individual Classes included in the Aggregate Groups we expect that the effective ranges for those Classes would not be narrower than that shown below for the related Aggregate Groups.

<u>Groups</u>	<u>Structuring Ranges</u>	<u>Initial Effective Ranges</u>
Aggregate Group I Planned Balances	Between 255% and 500% PSA	Between 253% and 500% PSA
Aggregate Group II Planned Balances	Between 281% and 450% PSA	Between 281% and 450% PSA

The Aggregate Groups listed above consist of the following Classes:

Aggregate Group I CB, CY and WZ
Aggregate Group II DE and DX

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

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

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

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

Yield Tables

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

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

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

We cannot assure you that

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

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

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

The Inverse Floating Rate Classes. **The yields on the Inverse Floating Rate Classes will be sensitive in varying degrees to the rate of principal payments, including prepayments, of the related Mortgage Loans and to the level of the Index. The Mortgage Loans generally can be prepaid at any time without penalty. In addition, the rate of principal payments (including prepayments) of the Mortgage Loans is likely to vary, and may vary considerably, from pool to pool. As illustrated in the applicable tables below, it is possible that investors in the SC, SE, PS, SP and SA 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>
SC	9.50000%
SE	8.50000%
SB	90.59175%
PS	10.50000%
SP	10.25000%
SA	10.00000%

* 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 SC 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>255%</u>	<u>350%</u>	<u>500%</u>	<u>700%</u>	<u>1000%</u>	<u>1200%</u>	<u>1500%</u>
0.115%.....	73.5%	71.8%	61.4%	53.7%	40.4%	20.8%	(13.4)%	(41.0)%	(97.6)%
0.230%.....	72.0%	70.2%	59.8%	52.1%	38.9%	19.4%	(14.6)%	(42.1)%	(98.4)%
2.230%.....	46.3%	43.9%	33.4%	26.1%	13.7%	(4.3)%	(35.5)%	(60.6)%	*
4.230%.....	21.0%	18.2%	7.8%	1.0%	(10.4)%	(26.9)%	(55.4)%	(78.4)%	*
6.250%.....	*	*	*	*	*	*	*	*	*

**Sensitivity of the SE 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>281%</u>	<u>350%</u>	<u>450%</u>	<u>700%</u>	<u>1000%</u>	<u>1200%</u>	<u>1500%</u>	<u>1700%</u>
0.12%.....	79.8%	75.7%	60.5%	54.5%	45.4%	20.9%	(13.0)%	(40.2)%	(95.4)%	*
0.24%.....	78.0%	74.0%	58.8%	52.8%	43.8%	19.5%	(14.3)%	(41.3)%	(96.3)%	*
2.24%.....	49.3%	45.6%	31.7%	26.2%	17.9%	(4.4)%	(35.4)%	(60.2)%	*	*
4.24%.....	21.9%	18.5%	5.9%	0.8%	(6.7)%	(27.0)%	(55.4)%	(78.1)%	*	*
6.25%.....	*	*	*	*	*	*	*	*	*	*

**Sensitivity of the SB 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>300%</u>	<u>500%</u>	<u>800%</u>
0.1200%.....	9.0%	9.0%	16.1%	31.1%	57.3%
0.2325%.....	8.8%	8.9%	15.9%	30.9%	57.1%
2.2325%.....	5.3%	5.3%	12.5%	27.7%	54.2%
4.2325%.....	1.8%	1.9%	9.0%	24.4%	51.2%
5.0000%.....	0.5%	0.6%	7.7%	23.2%	50.1%

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

LIBOR	PSA Prepayment Assumption									
	50%	100%	281%	350%	450%	700%	1000%	1200%	1500%	1700%
0.12%.....	60.9%	55.5%	37.3%	37.3%	37.3%	17.8%	(17.2)%	(47.0)%	*	*
0.24%.....	59.5%	54.2%	36.0%	36.0%	36.0%	16.4%	(18.6)%	(48.2)%	*	*
2.24%.....	36.8%	31.4%	14.2%	14.2%	14.2%	(6.6)%	(41.2)%	(69.9)%	*	*
4.24%.....	13.9%	7.9%	(8.2)%	(8.2)%	(8.2)%	(30.9)%	(66.2)%	(94.2)%	*	*
6.40%.....	*	*	*	*	*	*	*	*	*	*

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

LIBOR	PSA Prepayment Assumption									
	50%	100%	281%	350%	450%	700%	1000%	1200%	1500%	1700%
0.12%.....	62.1%	56.7%	38.5%	38.5%	38.5%	19.0%	(16.0)%	(45.8)%	*	*
0.24%.....	60.7%	55.3%	37.1%	37.1%	37.1%	17.6%	(17.4)%	(47.1)%	*	*
2.24%.....	37.4%	32.0%	14.7%	14.7%	14.7%	(6.0)%	(40.6)%	(69.3)%	*	*
4.24%.....	13.9%	7.9%	(8.1)%	(8.1)%	(8.1)%	(30.9)%	(66.1)%	(94.2)%	*	*
6.35%.....	*	*	*	*	*	*	*	*	*	*

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

LIBOR	PSA Prepayment Assumption									
	50%	100%	281%	350%	450%	700%	1000%	1200%	1500%	1700%
0.12%.....	63.4%	58.0%	39.7%	39.7%	39.7%	20.3%	(14.8)%	(44.6)%	*	*
0.24%.....	61.9%	56.6%	38.3%	38.3%	38.3%	18.9%	(16.2)%	(46.0)%	*	*
2.24%.....	38.0%	32.7%	15.4%	15.4%	15.4%	(5.3)%	(39.9)%	(68.7)%	*	*
4.24%.....	13.9%	8.0%	(8.1)%	(8.1)%	(8.1)%	(30.8)%	(66.1)%	(94.1)%	*	*
6.30%.....	*	*	*	*	*	*	*	*	*	*

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>
CI.....	666%
DI.....	607%
JI.....	379%
IJ.....	395%
EI.....	634%
VI.....	509%
AI.....	347%
NI.....	383%

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>
CI	17.0000%
DI	15.2500%
JI	22.0000%
IJ	58.0000%
EI	10.9375%
VI	22.5000%
AI	14.0000%
NI	23.5000%

* 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 CI Class to Prepayments

	<u>PSA Prepayment Assumption</u>								
	<u>50%</u>	<u>100%</u>	<u>255%</u>	<u>350%</u>	<u>500%</u>	<u>700%</u>	<u>1000%</u>	<u>1200%</u>	<u>1500%</u>
Pre-Tax Yields to Maturity . . .	32.2%	27.3%	12.1%	12.1%	12.1%	(3.2)%	(36.8)%	(65.3)%	*

Sensitivity of the DI Class to Prepayments

	<u>PSA Prepayment Assumption</u>									
	<u>50%</u>	<u>100%</u>	<u>281%</u>	<u>350%</u>	<u>450%</u>	<u>700%</u>	<u>1000%</u>	<u>1200%</u>	<u>1500%</u>	<u>1700%</u>
Pre-Tax Yields to Maturity . . .	34.7%	29.3%	12.1%	12.1%	12.1%	(8.8)%	(43.5)%	(72.1)%	*	*

Sensitivity of the JI Class to Prepayments

	<u>PSA Prepayment Assumption</u>				
	<u>50%</u>	<u>100%</u>	<u>225%</u>	<u>400%</u>	<u>700%</u>
Pre-Tax Yields to Maturity . . .	14.7%	7.1%	6.1%	(2.0)%	(38.4)%

Sensitivity of the IJ Class to Prepayments

	<u>PSA Prepayment Assumption</u>				
	<u>50%</u>	<u>100%</u>	<u>225%</u>	<u>400%</u>	<u>700%</u>
Pre-Tax Yields to Maturity . . .	4.0%	4.0%	4.0%	(0.2)%	(20.5)%

Sensitivity of the EI 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>	<u>1650%</u>
Pre-Tax Yields to Maturity . . .	43.2%	40.1%	25.9%	2.6%	(18.9)%	(37.5)%	(61.0)%

Sensitivity of the VI Class to Prepayments

	PSA Prepayment Assumption						
	<u>50%</u>	<u>100%</u>	<u>300%</u>	<u>600%</u>	<u>900%</u>	<u>1200%</u>	<u>1650%</u>
Pre-Tax Yields to Maturity . . .	7.7%	7.7%	6.9%	(4.1)%	(19.7)%	(36.1)%	(57.1)%

Sensitivity of the AI Class to Prepayments

	PSA Prepayment Assumption				
	<u>50%</u>	<u>100%</u>	<u>275%</u>	<u>400%</u>	<u>700%</u>
Pre-Tax Yields to Maturity . . .	24.2%	20.6%	6.3%	(4.7)%	(29.6)%

Sensitivity of the NI Class to Prepayments

	PSA Prepayment Assumption				
	<u>50%</u>	<u>100%</u>	<u>225%</u>	<u>400%</u>	<u>700%</u>
Pre-Tax Yields to Maturity . . .	13.4%	6.7%	5.9%	(1.5)%	(34.0)%

Weighted Average Lives of the Certificates

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

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

- the timing of changes in the rate of principal distributions,
- the priority sequences of distributions of principal of the Group 1, Group 2, Group 3, Group 4, Group 5 and Group 6 Classes, and
- in the case of the Group 2, Group 4 and Group 7 Classes, the priority sequences affecting principal payments on the related Underlying REMIC Certificates.

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

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

Decrement Tables

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

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

<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	7.00%
Group 2 Underlying REMIC Certificate	360 months	338 months(1)	8.50%
Group 3 MBS	360 months	360 months(2)	8.50%
Group 4 Underlying RCR Certificate	360 months	357 months(3)	8.00%
Group 5 MBS	360 months	360 months	7.50%
Group 6 MBS	240 months	240 months	7.00%
Group 7 Underlying REMIC Certificate	360 months	303 months	7.50%

- (1) In addition, each Mortgage Loan backing the Group 2 Underlying REMIC Certificate is assumed to have a remaining interest only period of 98 months.
- (2) In addition, each Mortgage Loan backing the Group 3 MBS is assumed to have a remaining interest only period of 120 months.
- (3) In addition, each Mortgage Loan backing the Group 4 Underlying RCR Certificate is assumed to have a remaining interest only period of 117 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	BA Class					VB Class					ZB Class					BY Class				
	PSA Prepayment Assumption					PSA Prepayment Assumption					PSA Prepayment Assumption					PSA Prepayment Assumption				
	0%	100%	250%	400%	600%	0%	100%	250%	400%	600%	0%	100%	250%	400%	600%	0%	100%	250%	400%	600%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
December 2010	99	96	92	89	84	93	93	93	93	93	105	105	105	105	105	100	100	100	100	100
December 2011	97	88	78	67	54	85	85	85	85	85	109	109	109	109	109	100	100	100	100	100
December 2012	96	79	60	42	22	77	77	77	77	77	114	114	114	114	114	100	100	100	100	100
December 2013	94	71	44	23	1	69	69	69	69	69	120	120	120	120	120	100	100	100	100	100
December 2014	92	62	31	8	0	61	61	61	61	0	125	125	125	125	107	100	100	100	100	65
December 2015	90	55	20	0	0	52	52	52	34	0	131	131	131	131	67	100	100	100	93	41
December 2016	88	48	11	0	0	42	42	42	0	0	137	137	137	113	42	100	100	100	69	26
December 2017	86	41	4	0	0	32	32	32	0	0	143	143	143	84	26	100	100	100	51	16
December 2018	84	35	0	0	0	22	22	*	0	0	150	150	150	62	16	100	100	92	38	10
December 2019	81	29	0	0	0	11	11	0	0	0	157	157	124	46	10	100	100	76	28	6
December 2020	78	23	0	0	0	*	*	0	0	0	164	164	102	34	6	100	100	62	21	4
December 2021	75	18	0	0	0	0	0	0	0	0	164	164	84	25	4	100	100	51	15	2
December 2022	72	13	0	0	0	0	0	0	0	0	164	164	69	18	2	100	100	42	11	1
December 2023	69	9	0	0	0	0	0	0	0	0	164	164	56	13	1	100	100	34	8	1
December 2024	65	4	0	0	0	0	0	0	0	0	164	164	46	10	1	100	100	28	6	1
December 2025	61	*	0	0	0	0	0	0	0	0	164	164	37	7	1	100	100	23	4	*
December 2026	57	0	0	0	0	0	0	0	0	0	164	148	30	5	*	100	90	18	3	*
December 2027	53	0	0	0	0	0	0	0	0	0	164	131	24	4	*	100	80	15	2	*
December 2028	48	0	0	0	0	0	0	0	0	0	164	115	19	3	*	100	70	12	2	*
December 2029	43	0	0	0	0	0	0	0	0	0	164	101	15	2	*	100	61	9	1	*
December 2030	37	0	0	0	0	0	0	0	0	0	164	87	12	1	*	100	53	7	1	*
December 2031	32	0	0	0	0	0	0	0	0	0	164	74	9	1	*	100	45	6	1	*
December 2032	25	0	0	0	0	0	0	0	0	0	164	62	7	1	*	100	38	4	*	*
December 2033	19	0	0	0	0	0	0	0	0	0	164	51	5	*	*	100	31	3	*	*
December 2034	11	0	0	0	0	0	0	0	0	0	164	40	4	*	*	100	25	2	*	*
December 2035	3	0	0	0	0	0	0	0	0	0	164	31	3	*	*	100	19	2	*	*
December 2036	0	0	0	0	0	0	0	0	0	0	140	22	2	*	*	86	13	1	*	*
December 2037	0	0	0	0	0	0	0	0	0	0	97	13	1	*	*	59	8	1	*	*
December 2038	0	0	0	0	0	0	0	0	0	0	50	5	*	*	*	31	3	*	*	*
December 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	17.1	7.2	3.9	2.8	2.1	6.0	6.0	5.7	4.7	3.7	28.3	21.9	13.8	9.8	6.8	28.3	21.9	13.4	9.1	6.2

* 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.

Date	FC and SC† Classes									CB, CI†, CE, CH, CL and CA Classes								
	PSA Prepayment Assumption									PSA Prepayment Assumption								
	0%	100%	255%	350%	500%	700%	1000%	1200%	1500%	0%	100%	255%	350%	500%	700%	1000%	1200%	1500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	
December 2010	100	100	97	91	81	67	47	34	14	98	98	95	95	95	95	68	49	19
December 2011	100	100	82	72	56	39	19	10	1	96	96	73	73	73	56	27	13	1
December 2012	100	95	70	57	40	23	8	3	*	94	86	55	55	55	32	10	3	0
December 2013	100	89	59	45	28	13	3	1	*	91	75	39	39	39	18	4	*	0
December 2014	100	84	50	35	19	8	1	*	*	88	64	27	27	27	10	1	0	0
December 2015	100	79	42	28	14	4	*	*	*	85	54	19	19	19	6	0	0	0
December 2016	100	74	36	22	9	3	*	*	*	82	44	13	13	13	3	0	0	0
December 2017	100	69	30	17	7	1	*	*	*	79	34	8	8	8	1	0	0	0
December 2018	100	63	25	13	5	1	*	*	0	76	22	5	5	5	*	0	0	0
December 2019	100	58	20	10	3	*	*	*	0	72	11	3	3	3	0	0	0	0
December 2020	100	53	17	8	2	*	*	*	0	68	2	2	2	2	0	0	0	0
December 2021	100	48	14	6	1	*	*	*	0	65	1	1	1	1	0	0	0	0
December 2022	100	43	11	5	1	*	*	*	0	60	*	*	*	*	0	0	0	0
December 2023	97	39	9	3	1	*	*	*	0	52	0	0	0	0	0	0	0	0
December 2024	94	35	7	3	*	*	*	0	0	42	0	0	0	0	0	0	0	0
December 2025	90	31	6	2	*	*	*	0	0	32	0	0	0	0	0	0	0	0
December 2026	85	28	5	1	*	*	*	0	0	20	0	0	0	0	0	0	0	0
December 2027	80	24	4	1	*	*	*	0	0	8	0	0	0	0	0	0	0	0
December 2028	75	21	3	1	*	*	*	0	0	0	0	0	0	0	0	0	0	0
December 2029	70	18	2	1	*	*	0	0	0	0	0	0	0	0	0	0	0	0
December 2030	63	15	2	*	*	*	0	0	0	0	0	0	0	0	0	0	0	0
December 2031	57	13	1	*	*	*	0	0	0	0	0	0	0	0	0	0	0	0
December 2032	49	10	1	*	*	*	0	0	0	0	0	0	0	0	0	0	0	0
December 2033	41	8	1	*	*	*	0	0	0	0	0	0	0	0	0	0	0	0
December 2034	33	5	*	*	*	*	0	0	0	0	0	0	0	0	0	0	0	0
December 2035	23	3	*	*	*	*	0	0	0	0	0	0	0	0	0	0	0	0
December 2036	13	1	*	*	*	*	0	0	0	0	0	0	0	0	0	0	0	0
December 2037	2	*	*	*	*	0	0	0	0	0	0	0	0	0	0	0	0	0
December 2038	0	0	0	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	0	0
Weighted Average Life (years)**	22.3	12.6	6.5	4.7	3.2	2.1	1.3	1.0	0.6	12.6	6.4	3.9	3.9	3.9	2.7	1.7	1.2	0.7

Date	CY Class									WZ Class								
	PSA Prepayment Assumption									PSA Prepayment Assumption								
	0%	100%	255%	350%	500%	700%	1000%	1200%	1500%	0%	100%	255%	350%	500%	700%	1000%	1200%	1500%
Initial Percent	100	100	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	105	105	105	105	105	105	105	105	105
December 2011	100	100	100	100	100	100	100	100	100	110	110	110	110	110	110	110	110	110
December 2012	100	100	100	100	100	100	100	100	22	116	116	116	116	116	116	116	116	116
December 2013	100	100	100	100	100	100	100	100	2	122	122	122	122	122	122	122	122	122
December 2014	100	100	100	100	100	100	100	34	*	128	128	128	128	128	128	128	128	128
December 2015	100	100	100	100	100	100	79	9	0	135	135	135	135	135	135	135	135	26
December 2016	100	100	100	100	100	100	32	3	0	142	142	142	142	142	142	142	142	3
December 2017	100	100	100	100	100	100	12	1	0	149	149	149	149	149	149	149	149	*
December 2018	100	100	100	100	100	100	5	*	0	157	157	157	157	157	157	157	157	*
December 2019	100	100	100	100	100	77	2	0	0	165	165	165	165	165	165	165	64	0
December 2020	100	100	100	100	100	43	1	0	0	173	173	173	173	173	173	173	17	0
December 2021	100	100	100	100	100	24	*	0	0	182	182	182	182	182	182	182	5	0
December 2022	100	100	100	100	100	13	0	0	0	191	191	191	191	191	191	127	1	0
December 2023	100	67	67	67	67	7	0	0	0	201	201	201	201	201	201	49	*	0
December 2024	100	33	33	33	33	4	0	0	0	211	211	211	211	211	211	19	*	0
December 2025	100	10	10	10	10	2	0	0	0	222	222	222	222	222	222	7	*	0
December 2026	100	0	0	0	0	1	0	0	0	234	0	0	0	0	234	3	0	0
December 2027	100	0	0	0	0	*	0	0	0	246	0	0	0	0	246	1	0	0
December 2028	0	0	0	0	0	*	0	0	0	0	0	0	0	0	258	*	0	0
December 2029	0	0	0	0	0	0	0	0	0	0	0	0	0	0	221	*	0	0
December 2030	0	0	0	0	0	0	0	0	0	0	0	0	0	0	115	*	0	0
December 2031	0	0	0	0	0	0	0	0	0	0	0	0	0	0	59	*	0	0
December 2032	0	0	0	0	0	0	0	0	0	0	0	0	0	0	29	0	0	0
December 2033	0	0	0	0	0	0	0	0	0	0	0	0	0	0	14	0	0	0
December 2034	0	0	0	0	0	0	0	0	0	0	0	0	0	0	6	0	0	0
December 2035	0	0	0	0	0	0	0	0	0	0	0	0	0	0	2	0	0	0
December 2036	0	0	0	0	0	0	0	0	0	0	0	0	0	0	1	0	0	0
December 2037	0	0	0	0	0	0	0	0	0	0	0	0	0	0	*	0	0	0
December 2038	0	0	0	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	0	0
Weighted Average Life (years)**	18.7	14.6	14.6	14.6	14.6	11.3	6.8	5.0	2.8	18.7	16.6	16.6	16.6	16.6	21.2	13.7	10.1	5.8

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

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

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

Date	CZ and ZC Classes									FE, SE† and DT Classes									
	PSA Prepayment Assumption									PSA Prepayment Assumption									
	0%	100%	255%	350%	500%	700%	1000%	1200%	1500%	0%	100%	281%	350%	450%	700%	1000%	1200%	1500%	1700%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
December 2010	103	103	102	82	49	6	0	0	0	100	94	84	80	74	60	42	31	13	0
December 2011	109	109	102	68	19	0	0	0	0	100	89	70	63	54	35	17	9	1	0
December 2012	114	114	102	60	5	0	0	0	0	100	83	58	50	39	20	7	2	*	0
December 2013	120	120	102	56	1	0	0	0	0	100	78	48	39	29	12	3	1	*	0
December 2014	126	126	100	52	1	0	0	0	0	100	74	40	31	21	7	1	*	*	0
December 2015	133	133	94	47	1	0	0	0	0	100	69	33	25	15	4	*	*	*	0
December 2016	139	139	86	41	1	0	0	0	0	100	65	28	19	11	2	*	*	*	0
December 2017	147	147	77	35	1	0	0	0	0	100	61	23	15	8	1	*	*	*	0
December 2018	154	154	67	29	1	0	0	0	0	100	56	19	12	6	1	*	*	*	0
December 2019	162	162	57	24	1	0	0	0	0	100	51	15	9	4	*	*	*	0	0
December 2020	170	165	49	19	1	0	0	0	0	98	47	12	7	3	*	*	*	0	0
December 2021	179	152	41	16	1	0	0	0	0	96	42	10	5	2	*	*	*	0	0
December 2022	188	138	34	12	1	0	0	0	0	93	38	8	4	1	*	*	*	0	0
December 2023	198	125	28	10	1	0	0	0	0	91	35	6	3	1	*	*	*	0	0
December 2024	208	113	23	8	1	0	0	0	0	88	31	5	2	1	*	*	*	0	0
December 2025	219	101	19	6	1	0	0	0	0	85	28	4	2	*	*	*	0	0	0
December 2026	230	90	15	5	1	0	0	0	0	82	25	3	1	*	*	*	0	0	0
December 2027	241	79	12	3	*	0	0	0	0	78	22	2	1	*	*	*	0	0	0
December 2028	244	68	9	3	*	0	0	0	0	74	19	2	1	*	*	*	0	0	0
December 2029	226	59	7	2	*	0	0	0	0	70	16	1	1	*	*	0	0	0	0
December 2030	206	50	6	1	*	0	0	0	0	65	14	1	*	*	0	0	0	0	0
December 2031	184	41	4	1	*	0	0	0	0	60	11	1	*	*	0	0	0	0	0
December 2032	160	33	3	1	*	0	0	0	0	55	9	1	*	*	0	0	0	0	0
December 2033	135	25	2	*	*	0	0	0	0	49	7	*	*	*	0	0	0	0	0
December 2034	107	18	1	*	*	0	0	0	0	42	5	*	*	*	0	0	0	0	0
December 2035	76	11	1	*	*	0	0	0	0	35	3	*	*	*	0	0	0	0	0
December 2036	43	5	*	*	*	0	0	0	0	27	2	*	*	*	0	0	0	0	0
December 2037	6	*	*	*	*	0	0	0	0	19	0	0	0	0	0	0	0	0	0
December 2038	0	0	0	0	0	0	0	0	0	10	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	0
Weighted Average Life (years)**	24.1	18.1	11.7	6.3	1.4	0.6	0.4	0.3	0.2	22.7	11.3	5.3	4.2	3.2	1.9	1.2	0.9	0.6	0.3

Date	DE, DI†, DH, DL, DN, DA, PE, PS†, FP, SP†, FA and SA† Classes										DX Class									
	PSA Prepayment Assumption										PSA Prepayment Assumption									
	0%	100%	281%	350%	450%	700%	1000%	1200%	1500%	1700%	0%	100%	281%	350%	450%	700%	1000%	1200%	1500%	1700%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	
December 2010	99	92	80	80	80	74	52	38	15	0	100	100	100	100	100	100	100	100	0	
December 2011	97	83	62	62	62	42	20	10	1	0	100	100	100	100	100	100	100	100	0	
December 2012	96	75	47	47	47	24	8	2	0	0	100	100	100	100	100	100	100	100	18	0
December 2013	95	68	35	35	35	14	2	0	0	0	100	100	100	100	100	100	93	2	0	
December 2014	93	60	25	25	25	8	*	0	0	0	100	100	100	100	100	100	26	*	0	
December 2015	92	53	18	18	18	4	0	0	0	0	100	100	100	100	100	60	7	*	0	
December 2016	90	46	13	13	13	2	0	0	0	0	100	100	100	100	100	24	2	*	0	
December 2017	88	40	9	9	9	1	0	0	0	0	100	100	100	100	100	10	1	*	0	
December 2018	86	31	6	6	6	*	0	0	0	0	100	100	100	100	100	4	*	*	0	
December 2019	84	23	4	4	4	0	0	0	0	0	100	100	100	100	58	1	*	*	0	
December 2020	80	16	3	3	3	0	0	0	0	0	100	100	100	100	33	1	*	0	0	
December 2021	75	8	2	2	2	0	0	0	0	0	100	100	100	100	18	*	*	0	0	
December 2022	70	1	1	1	1	0	0	0	0	0	100	100	100	100	10	*	*	0	0	
December 2023	64	*	*	*	*	0	0	0	0	0	100	100	100	100	6	*	*	0	0	
December 2024	58	0	0	0	0	0	0	0	0	0	100	98	98	98	3	*	*	0	0	
December 2025	52	0	0	0	0	0	0	0	0	0	100	68	68	68	2	*	*	0	0	
December 2026	45	0	0	0	0	0	0	0	0	0	100	47	47	47	1	*	*	0	0	
December 2027	38	0	0	0	0	0	0	0	0	0	100	32	32	32	1	*	*	0	0	
December 2028	30	0	0	0	0	0	0	0	0	0	100	22	22	22	22	*	*	0	0	
December 2029	21	0	0	0	0	0	0	0	0	0	100	14	14	14	14	*	*	0	0	
December 2030	12	0	0	0	0	0	0	0	0	0	100	9	9	9	9	*	*	0	0	
December 2031	2	0	0	0	0	0	0	0	0	0	100	6	6	6	6	*	*	0	0	
December 2032	0	0	0	0	0	0	0	0	0	0	4	4	4	4	4	*	*	0	0	
December 2033	0	0	0	0	0	0	0	0	0	0	2	2	2	2	2	*	*	0	0	
December 2034	0	0	0	0	0	0	0	0	0	0	1	1	1	1	1	*	0	0	0	
December 2035	0	0	0	0	0	0	0	0	0	0	1	1	1	1	1	*	0	0	0	
December 2036	0	0	0	0	0	0	0	0	0	0	*	*	*	*	*	0	0	0	0	
December 2037	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
December 2038	0	0	0	0	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	0	0	0	
Weighted Average Life (years)**	15.2	6.5	3.6	3.6	3.6	2.2	1.4	1.0	0.6	0.4	22.4	17.5	17.5	17.5	17.5	10.8	6.6	4.8	2.7	0.5

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

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

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

Date	DZ Class										JB, JI†, JD, JG and JL Classes					JY, IJ† and JX Classes				
	PSA Prepayment Assumption										PSA Prepayment Assumption					PSA Prepayment Assumption				
	0%	100%	281%	350%	450%	700%	1000%	1200%	1500%	1700%	0%	100%	225%	400%	700%	0%	100%	225%	400%	700%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
December 2010	105	105	100	80	50	0	0	0	0	0	98	89	88	88	81	100	100	100	100	100
December 2011	110	110	100	66	20	0	0	0	0	0	96	79	77	77	43	100	100	100	100	100
December 2012	116	116	100	58	5	0	0	0	0	0	94	68	66	58	20	100	100	100	100	100
December 2013	122	122	100	55	*	0	0	0	0	0	92	58	56	41	7	100	100	100	100	100
December 2014	128	128	99	52	*	0	0	0	0	0	89	49	45	29	0	100	100	100	100	95
December 2015	135	135	93	48	*	0	0	0	0	0	87	40	36	19	0	100	100	100	100	3
December 2016	142	142	85	43	*	0	0	0	0	0	84	30	28	12	0	100	100	100	100	0
December 2017	149	149	77	37	*	0	0	0	0	0	82	21	21	6	0	100	100	100	100	0
December 2018	157	157	67	31	*	0	0	0	0	0	79	14	14	2	0	100	100	100	100	0
December 2019	165	165	57	26	*	0	0	0	0	0	75	9	9	0	0	100	100	100	73	0
December 2020	173	173	48	21	*	0	0	0	0	0	68	5	5	0	0	100	100	100	21	0
December 2021	182	182	40	17	*	0	0	0	0	0	61	2	2	0	0	100	100	100	0	0
December 2022	191	191	33	13	*	0	0	0	0	0	54	0	0	0	0	100	81	81	0	0
December 2023	201	175	27	11	*	0	0	0	0	0	46	0	0	0	0	100	37	37	0	0
December 2024	211	158	22	8	*	0	0	0	0	0	37	0	0	0	0	100	2	2	0	0
December 2025	222	142	18	6	*	0	0	0	0	0	28	0	0	0	0	100	0	0	0	0
December 2026	234	126	14	5	*	0	0	0	0	0	18	0	0	0	0	100	0	0	0	0
December 2027	246	111	11	4	*	0	0	0	0	0	7	0	0	0	0	100	0	0	0	0
December 2028	258	97	9	3	*	0	0	0	0	0	0	0	0	0	0	13	0	0	0	0
December 2029	271	84	7	2	*	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
December 2030	285	71	5	2	*	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
December 2031	300	59	4	1	*	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
December 2032	284	48	3	1	*	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
December 2033	253	37	2	*	*	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
December 2034	219	27	1	*	*	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
December 2035	183	18	1	*	*	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
December 2036	143	9	*	*	*	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
December 2037	99	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
December 2038	52	0	0	0	0	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	0	0	0	0
Weighted Average Life (years)**	26.6	19.6	11.7	6.4	1.2	0.4	0.2	0.2	0.1	0.1	12.5	5.2	5.0	3.8	2.0	18.9	13.8	13.8	10.5	5.5

Date	NG, NJ, NM, NT and NI† Classes					EA and EI† Classes							VE, VI†, VG and EV Classes						
	PSA Prepayment Assumption					PSA Prepayment Assumption							PSA Prepayment Assumption						
	0%	100%	225%	400%	700%	0%	100%	300%	600%	900%	1200%	1650%	0%	100%	300%	600%	900%	1200%	1650%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
December 2010	98	90	89	89	82	99	96	92	86	80	73	63	93	93	93	93	93	93	93
December 2011	96	80	78	78	45	98	90	76	58	41	25	3	86	86	86	86	86	86	86
December 2012	94	70	68	60	24	96	81	58	29	7	0	0	78	78	78	78	78	0	0
December 2013	92	60	58	44	11	95	73	42	10	0	0	0	70	70	70	70	0	0	0
December 2014	90	51	48	32	4	93	66	30	0	0	0	0	61	61	61	37	0	0	0
December 2015	88	42	39	23	*	92	59	19	0	0	0	0	52	52	52	0	0	0	0
December 2016	85	34	31	16	0	90	53	11	0	0	0	0	42	42	42	0	0	0	0
December 2017	82	24	24	11	0	88	46	4	0	0	0	0	32	32	32	0	0	0	0
December 2018	80	18	18	7	0	86	41	0	0	0	0	0	22	22	11	0	0	0	0
December 2019	76	13	13	3	0	84	35	0	0	0	0	0	11	11	0	0	0	0	0
December 2020	70	9	9	1	0	81	30	0	0	0	0	0	0	0	0	0	0	0	0
December 2021	63	6	6	0	0	79	26	0	0	0	0	0	0	0	0	0	0	0	0
December 2022	56	4	4	0	0	76	21	0	0	0	0	0	0	0	0	0	0	0	0
December 2023	48	2	2	0	0	73	17	0	0	0	0	0	0	0	0	0	0	0	0
December 2024	40	*	*	0	0	70	13	0	0	0	0	0	0	0	0	0	0	0	0
December 2025	31	0	0	0	0	66	9	0	0	0	0	0	0	0	0	0	0	0	0
December 2026	22	0	0	0	0	63	6	0	0	0	0	0	0	0	0	0	0	0	0
December 2027	11	0	0	0	0	59	3	0	0	0	0	0	0	0	0	0	0	0	0
December 2028	1	0	0	0	0	54	0	0	0	0	0	0	0	0	0	0	0	0	0
December 2029	0	0	0	0	0	50	0	0	0	0	0	0	0	0	0	0	0	0	0
December 2030	0	0	0	0	0	45	0	0	0	0	0	0	0	0	0	0	0	0	0
December 2031	0	0	0	0	0	39	0	0	0	0	0	0	0	0	0	0	0	0	0
December 2032	0	0	0	0	0	33	0	0	0	0	0	0	0	0	0	0	0	0	0
December 2033	0	0	0	0	0	27	0	0	0	0	0	0	0	0	0	0	0	0	0
December 2034	0	0	0	0	0	20	0	0	0	0	0	0	0	0	0	0	0	0	0
December 2035	0	0	0	0	0	13	0	0	0	0	0	0	0	0	0	0	0	0	0
December 2036	0	0	0	0	0	5	0	0	0	0	0	0	0	0	0	0	0	0	0
December 2037	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
December 2038	0	0	0	0	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	0	0	0
Weighted Average Life (years)**	12.8	5.6	5.4	4.1	2.2	18.3	8.2	3.9	2.3	1.8	1.5	1.2	6.0	6.0	5.8	4.1	3.1	2.5	2.0

* 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	EZ Class							EY Class						
	PSA Prepayment Assumption							PSA Prepayment Assumption						
	0%	100%	300%	600%	900%	1200%	1650%	0%	100%	300%	600%	900%	1200%	1650%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100
December 2010	105	105	105	105	105	105	105	100	100	100	100	100	100	100
December 2011	110	110	110	110	110	110	110	100	100	100	100	100	100	100
December 2012	116	116	116	116	116	104	3	100	100	100	100	100	60	2
December 2013	122	122	122	122	101	29	*	100	100	100	100	59	17	*
December 2014	128	128	128	128	46	8	*	100	100	100	90	26	5	*
December 2015	135	135	135	97	21	2	*	100	100	100	56	12	1	*
December 2016	142	142	142	61	9	1	0	100	100	100	35	5	*	0
December 2017	149	149	149	38	4	*	0	100	100	100	22	2	*	0
December 2018	157	157	157	24	2	*	0	100	100	96	14	1	*	0
December 2019	165	165	132	15	1	*	0	100	100	76	9	*	*	0
December 2020	173	173	105	9	*	*	0	100	100	61	5	*	*	0
December 2021	173	173	83	6	*	*	0	100	100	48	3	*	*	0
December 2022	173	173	66	4	*	*	0	100	100	38	2	*	*	0
December 2023	173	173	52	2	*	*	0	100	100	30	1	*	*	0
December 2024	173	173	41	1	*	*	0	100	100	24	1	*	*	0
December 2025	173	173	32	1	*	*	0	100	100	19	*	*	*	0
December 2026	173	173	25	*	*	*	0	100	100	14	*	*	0	0
December 2027	173	173	19	*	*	0	0	100	100	11	*	*	0	0
December 2028	173	171	15	*	*	0	0	100	99	9	*	*	0	0
December 2029	173	149	11	*	*	0	0	100	86	7	*	*	0	0
December 2030	173	129	9	*	*	0	0	100	75	5	*	*	0	0
December 2031	173	110	6	*	*	0	0	100	64	4	*	*	0	0
December 2032	173	92	5	*	*	0	0	100	54	3	*	*	0	0
December 2033	173	76	3	*	*	0	0	100	44	2	*	*	0	0
December 2034	173	60	2	*	*	0	0	100	35	1	*	*	0	0
December 2035	173	46	2	*	0	0	0	100	27	1	*	0	0	0
December 2036	173	33	1	*	0	0	0	100	19	1	*	0	0	0
December 2037	146	20	1	*	0	0	0	85	12	*	*	0	0	0
December 2038	76	8	*	*	0	0	0	44	5	*	*	0	0	0
December 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	28.9	23.7	13.4	7.5	5.1	3.7	2.5	28.9	23.7	13.0	6.9	4.6	3.4	2.4

Date	AH, AI†, AB and AC Classes					AY Class				
	PSA Prepayment Assumption					PSA Prepayment Assumption				
	0%	100%	275%	400%	700%	0%	100%	275%	400%	700%
Initial Percent	100	100	100	100	100	100	100	100	100	100
December 2010	97	94	91	88	82	100	100	100	100	100
December 2011	94	86	74	67	49	100	100	100	100	100
December 2012	91	76	56	43	18	100	100	100	100	100
December 2013	87	66	40	25	0	100	100	100	100	99
December 2014	83	57	27	12	0	100	100	100	100	55
December 2015	79	49	17	2	0	100	100	100	100	30
December 2016	74	41	9	0	0	100	100	100	80	17
December 2017	70	34	2	0	0	100	100	100	57	9
December 2018	65	27	0	0	0	100	100	85	41	5
December 2019	59	20	0	0	0	100	100	66	29	3
December 2020	53	15	0	0	0	100	100	51	20	1
December 2021	47	9	0	0	0	100	100	38	14	1
December 2022	40	4	0	0	0	100	100	29	9	*
December 2023	33	0	0	0	0	100	96	21	6	*
December 2024	25	0	0	0	0	100	76	15	4	*
December 2025	17	0	0	0	0	100	58	10	2	*
December 2026	8	0	0	0	0	100	42	6	1	*
December 2027	0	0	0	0	0	93	26	3	1	*
December 2028	0	0	0	0	0	48	11	1	*	*
December 2029	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	10.7	6.3	3.7	2.9	2.0	19.0	16.6	11.8	9.2	5.7

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

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

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

Date	FB and SB Classes				
	PSA Prepayment Assumption				
	0%	100%	300%	500%	800%
Initial Percent	100	100	100	100	100
December 2010	100	100	56	*	0
December 2011	100	100	27	0	0
December 2012	100	100	10	0	0
December 2013	100	100	*	0	0
December 2014	100	100	0	0	0
December 2015	100	100	0	0	0
December 2016	100	100	0	0	0
December 2017	100	100	0	0	0
December 2018	100	100	0	0	0
December 2019	100	100	0	0	0
December 2020	100	100	0	0	0
December 2021	100	100	0	0	0
December 2022	100	93	0	0	0
December 2023	99	83	0	0	0
December 2024	99	73	0	0	0
December 2025	99	62	0	0	0
December 2026	99	52	0	0	0
December 2027	99	42	0	0	0
December 2028	99	32	0	0	0
December 2029	99	23	0	0	0
December 2030	99	14	0	0	0
December 2031	99	5	0	0	0
December 2032	84	0	0	0	0
December 2033	48	0	0	0	0
December 2034	9	0	0	0	0
December 2035	0	0	0	0	0
December 2036	0	0	0	0	0
December 2037	0	0	0	0	0
December 2038	0	0	0	0	0
December 2039	0	0	0	0	0
Weighted Average Life (years)**	23.9	17.3	1.4	0.5	0.2

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

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

Characteristics of the Residual Classes

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

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

CERTAIN ADDITIONAL FEDERAL INCOME TAX CONSEQUENCES

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

consult your own tax advisors regarding the federal income tax consequences of holding and disposing of Certificates as well as any tax consequences arising under the laws of any state, local or foreign taxing jurisdiction.

U.S. Treasury Circular 230 Notice

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

REMIC Elections and Special Tax Attributes

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

Taxation of Beneficial Owners of Regular Certificates

The Notional Classes and the Accrual Classes will be issued with original issue discount (“OID”), and certain other Classes of REMIC Certificates may be issued with OID. If a Class is issued with OID, a beneficial owner of a Certificate of that Class generally must recognize some taxable income in advance of the receipt of the cash attributable to that income. See “Material Federal Income Tax Consequences—Taxation of Beneficial Owners of Regular Certificates—*Treatment of Original Issue Discount*” in the REMIC Prospectus. In addition, the CY and DX Classes will be treated as having been issued at a premium, and certain other 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	350% PSA
3	350% PSA
4	225% PSA
5	300% PSA
6	275% PSA
7	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. The PF, PS, FP, SP, FA and SA Classes of RCR Certificates are Strip RCR Certificates. The remaining Classes of RCR Certificates are Combination RCR Certificates. See “Material Federal Income Tax Consequences—Taxation of Beneficial Owners of RCR Certificates” in the REMIC Prospectus for a general discussion of the federal income tax treatment of beneficial owners of RCR Certificates.

PLAN OF DISTRIBUTION

We are obligated to deliver the Certificates to Banc of America Securities LLC (the “Dealer”) in exchange for the Trust MBS and the Underlying REMIC Certificates. The Dealer proposes to offer the Certificates directly to the public from time to time in negotiated transactions at varying prices to be determined at the time of sale. The Dealer may effect these transactions to or through other dealer.

LEGAL MATTERS

Sidley Austin LLP will provide legal representation for Fannie Mae. K&L Gates LLP will provide legal representation for the Dealer.

Group 2 Underlying REMIC Certificate

Underlying REMIC Trust	Class	Date of Issue	CUSIP Number	Interest Rate	Interest Type(1)	Final Distribution Date	Principal Type(1)	Original Principal Balance of Class	December 2009 Class Factor	Principal Balance in the Lower Tier REMIC	Approximate Weighted Average WAC	Approximate Weighted Average WAM (in months)	Approximate Weighted Average WALA (in months)	Approximate Weighted Average Remaining Term to Expiration of Interest Only Period (in months)
2008-016	B	February 2008	31396YSP8	5.5%	FIX	March 2038	SEQ	\$250,000,000	1.00000000	\$250,000,000.00	6.654%	333	27	93

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

Group 4 Underlying RCR Certificate

Underlying REMIC Trust	Class	Date of Issue	CUSIP Number	Interest Rate	Interest Type(1)	Final Distribution Date	Principal Type(1)	Original Principal Balance of Class	December 2009 Class Factor	Principal Balance in the Lower Tier REMIC	Approximate Weighted Average WAC	Approximate Weighted Average WAM (in months)	Approximate Weighted Average WALA (in months)	Approximate Weighted Average Remaining Term to Expiration of Interest Only Period (in months)
2009-077	NC	September 2009	31398FFN6	4.5%	FIX	April 2039	PAC/AD	\$128,955,000	0.97285206	\$110,861,356.50	6.140%	332	28	92

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

Group 7 Underlying REMIC Certificate

Underlying REMIC Trust	Class	Date of Issue	CUSIP Number	Interest Rate	Interest Type(1)	Final Distribution Date	Principal Type(1)	Original Principal Balance of Class	December 2009 Class Factor	Principal Balance in the Lower Tier REMIC	Approximate Weighted Average WAC	Approximate Weighted Average WAM (in months)	Approximate Weighted Average WALA (in months)
2005-029	QG	March 2005	31394DGZ7	4.0%	FIX	April 2035	JMP/TAC/AD	\$42,891,000	0.58821384	\$25,229,079.81	5.523%	275	74

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

Available Recombinations(1)

REMIC Certificates		RCR Certificates						Final
Classes	Original Balances	RCR Classes	Original Balances	Principal Type(2)	Interest Rate	Interest Type(2)	CUSIP Number	Distribution Date
Recombination 1								
VB	\$ 25,052,190	BY(3)	\$ 64,171,978	SEQ	4.5%	FIX	31398GRY7	January 2040
ZB	39,119,788							
Recombination 2								
CB	128,615,000	CE	128,615,000	SC/PAC/AD	3.5	FIX	31398GRZ4	March 2038
CI	10,717,917(4)							
Recombination 3								
CB	128,615,000	CH	128,615,000	SC/PAC/AD	4.0	FIX	31398GSA8	March 2038
CI	21,435,833(4)							
Recombination 4								
CB	128,615,000	CL	128,615,000	SC/PAC/AD	4.5	FIX	31398GSB6	March 2038
CI	32,153,750(4)							
Recombination 5								
CB	128,615,000	CA	128,615,000	SC/PAC/AD	5.0	FIX	31398GSC4	March 2038
CI	42,871,666(4)							
Recombination 6								
DE	127,778,000	DH	127,778,000	PAC/AD	3.5	FIX	31398GSE0	December 2039
DI	10,648,167(4)							
Recombination 7								
DE	127,778,000	DL	127,778,000	PAC/AD	4.0	FIX	31398GSF7	December 2039
DI	21,296,333(4)							
Recombination 8								
DE	127,778,000	DN	127,778,000	PAC/AD	4.5	FIX	31398GSG5	December 2039
DI	31,944,500(4)							
Recombination 9								
DE	127,778,000	DA	127,778,000	PAC/AD	5.0	FIX	31398GSH3	December 2039
DI	42,592,666(4)							

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 10								
DZ	\$ 30,803,526	DT(5)	\$159,740,526	PT	5.0%	FIX	31398GSD2	January 2040
DX	1,159,000							
DE	127,778,000							
DI	42,592,666(4)							
Recombination 11								
DE	63,889,000	PF	63,889,000	PAC/AD	(6)	FLT	31398GSJ9	December 2039
DI	42,592,666(4)	PS	63,889,000(4)	NTL	(6)	INV/IO	31398GSK6	December 2039
Recombination 12								
DE	63,889,000	FP	63,889,000	PAC/AD	(6)	FLT	31398GSL4	December 2039
DI	42,592,666(4)	SP	63,889,000(4)	NTL	(6)	INV/IO	31398GSM2	December 2039
Recombination 13								
DE	63,889,000	FA	63,889,000	PAC/AD	(6)	FLT	31398GSN0	December 2039
DI	42,592,666(4)	SA	63,889,000(4)	NTL	(6)	INV/IO	31398GSP5	December 2039
Recombination 14								
JB	105,821,000	JD	105,821,000	SC/SEQ	3.5	FIX	31398GSQ3	April 2039
JI	9,620,091(4)							
Recombination 15								
JB	105,821,000	JG	105,821,000	SC/SEQ	4.0	FIX	31398GSR1	April 2039
JI	19,240,181(4)							
Recombination 16								
JB	105,821,000	JL	105,821,000	SC/SEQ	4.5	FIX	31398GSS9	April 2039
JI	28,860,272(4)							
Recombination 17								
JB	105,821,000	NG	110,861,356	SC/PT	3.0	FIX	31398GST7	April 2039
JY	5,040,356							
Recombination 18								
JB	105,821,000	NJ	110,861,356	SC/PT	3.5	FIX	31398GSU4	April 2039
JI	9,620,091(4)							
JY	5,040,356							
IJ	458,214(4)							

<u>REMIC Certificates</u>		<u>RCR Certificates</u>						
<u>Classes</u>	<u>Original Balances</u>	<u>RCR Classes</u>	<u>Original Balances</u>	<u>Principal Type(2)</u>	<u>Interest Rate</u>	<u>Interest Type(2)</u>	<u>CUSIP Number</u>	<u>Final Distribution Date</u>
Recombination 19								
JB	\$105,821,000	NM	\$110,861,356	SC/PT	4.0%	FIX	31398GSV2	April 2039
JJ	19,240,181(4)							
JY	5,040,356							
Ij	916,428(4)							
Recombination 20								
JB	105,821,000	NT	110,861,356	SC/PT	4.5	FIX	31398GSW0	April 2039
JJ	28,860,272(4)							
JY	5,040,356							
Ij	1,374,642(4)							
Recombination 21								
JY	5,040,356	JX	5,040,356	SC/SEQ	4.5	FIX	31398GSY6	April 2039
Ij	1,374,642(4)							
Recombination 22								
JJ	28,860,272(4)	NI	30,234,914(4)	NTL	5.5	FIX/IO	31398GSX8	April 2039
Ij	1,374,642(4)							
Recombination 23								
VE	15,806,644	VG	15,806,644	SEQ/AD	4.5	FIX	31398GSZ3	January 2021
VI	1,580,664(4)							
Recombination 24								
VE	15,806,644	EV	15,806,644	SEQ/AD	5.0	FIX	31398GTA7	January 2021
VI	3,161,328(4)							
Recombination 25								
EZ	21,781,183	EY(7)	37,587,827	SEQ	5.0	FIX	31398GTB5	January 2040
VE	15,806,644							
VI	3,161,328(4)							

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 26								
AH	\$ 50,000,000	AB	\$ 50,000,000	SEQ	4.5%	FIX	31398GTC3	November 2027
AI	5,555,555(4)							
Recombination 27								
AH	25,000,000	AC	25,000,000	SEQ	5.0	FIX	31398GTD1	November 2027
AI	5,555,555(4)							

- (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) Principal payments on the REMIC Certificates in Recombination 1 from the ZB Accrual Amount will be paid as interest on the related RCR Certificates, and thus will not reduce the principal balances of these RCR Certificates.
- (4) Notional balances. These Classes are Interest Only Classes. See page S-8 for a description of how their notional balances are calculated.
- (5) Principal payments on the REMIC Certificates in Recombination 10 from the DZ Accrual Amount will be paid as interest on the related RCR Certificates, and thus will not reduce the principal balances of these RCR Certificates.
- (6) For a description of these interest rates, see “Summary—Interest Rates” in this prospectus supplement.
- (7) Principal payments on the REMIC Certificates in Recombination 25 from the EZ Accrual Amount will be paid as interest on the related RCR Certificates, and thus will not reduce the principal balances of these RCR Certificates.

Principal Balance Schedules

Aggregate Group I 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	\$129,767,000.00	April 2014	\$ 45,647,985.01	August 2018	\$ 9,179,641.72
January 2010	129,526,445.83	May 2014	44,298,994.36	September 2018	8,878,352.11
February 2010	129,284,889.36	June 2014	42,989,509.61	October 2018	8,586,371.02
March 2010	129,042,326.40	July 2014	41,718,373.83	November 2018	8,303,414.26
April 2010	128,798,752.76	August 2014	40,484,463.92	December 2018	8,029,206.22
May 2010	128,554,164.23	September 2014	39,286,689.73	January 2019	7,763,479.64
June 2010	128,554,164.23	October 2014	38,123,992.98	February 2019	7,505,975.36
July 2010	128,554,164.23	November 2014	36,995,346.43	March 2019	7,256,442.06
August 2010	128,554,164.23	December 2014	35,899,752.89	April 2019	7,014,636.03
September 2010	128,554,164.23	January 2015	34,836,244.39	May 2019	6,780,320.93
October 2010	127,849,757.19	February 2015	33,803,881.29	June 2019	6,553,267.61
November 2010	125,282,704.06	March 2015	32,801,751.50	July 2019	6,333,253.85
December 2010	122,750,928.86	April 2015	31,828,969.61	August 2019	6,120,064.15
January 2011	120,253,946.78	May 2015	30,884,676.16	September 2019	5,913,489.58
February 2011	117,791,279.67	June 2015	29,968,036.84	October 2019	5,713,327.51
March 2011	115,362,455.96	July 2015	29,078,241.79	November 2019	5,519,381.49
April 2011	112,967,010.55	August 2015	28,214,504.85	December 2019	5,331,460.99
May 2011	110,604,484.74	September 2015	27,376,062.92	January 2020	5,149,381.31
June 2011	108,274,426.12	October 2015	26,562,175.20	February 2020	4,972,963.31
July 2011	105,976,388.52	November 2015	25,772,122.61	March 2020	4,802,033.33
August 2011	103,709,931.88	December 2015	25,005,207.13	April 2020	4,636,422.95
September 2011	101,474,622.20	January 2016	24,260,751.18	May 2020	4,475,968.89
October 2011	99,270,031.44	February 2016	23,538,097.01	June 2020	4,320,512.82
November 2011	97,095,737.44	March 2016	22,836,606.16	July 2020	4,169,901.22
December 2011	94,951,323.84	April 2016	22,154,854.26	August 2020	4,023,985.24
January 2012	92,836,380.02	May 2016	21,493,087.01	September 2020	3,882,620.56
February 2012	90,750,500.98	June 2016	20,849,576.64	October 2020	3,745,667.25
March 2012	88,693,287.30	July 2016	20,224,957.49	November 2020	3,612,989.63
April 2012	86,664,345.04	August 2016	19,618,675.24	December 2020	3,484,456.14
May 2012	84,663,285.67	September 2016	19,030,191.79	January 2021	3,359,939.25
June 2012	82,689,726.03	October 2016	18,458,984.88	February 2021	3,239,315.29
July 2012	80,743,288.18	November 2016	17,904,460.88	March 2021	3,122,464.37
August 2012	78,823,599.40	December 2016	17,366,211.69	April 2021	3,009,270.23
September 2012	76,930,292.10	January 2017	16,843,706.06	May 2021	2,899,620.19
October 2012	75,063,003.73	February 2017	16,335,471.42	June 2021	2,793,404.97
November 2012	73,221,376.71	March 2017	15,842,187.36	July 2021	2,690,518.63
December 2012	71,405,058.39	April 2017	15,360,721.07	August 2021	2,590,858.47
January 2013	69,613,700.98	May 2017	14,891,128.67	September 2021	2,494,324.91
February 2013	67,846,961.43	June 2017	14,435,309.35	October 2021	2,400,821.42
March 2013	66,104,501.44	July 2017	13,992,724.02	November 2021	2,310,254.40
April 2013	64,385,987.34	August 2017	13,562,986.55	December 2021	2,222,533.13
May 2013	62,691,090.06	September 2017	13,146,018.48	January 2022	2,137,569.64
June 2013	61,019,485.04	October 2017	12,737,774.44	February 2022	2,055,278.65
July 2013	59,370,852.18	November 2017	12,338,763.32	March 2022	1,975,577.50
August 2013	57,744,875.79	December 2017	11,951,197.15	April 2022	1,898,386.03
September 2013	56,141,244.51	January 2018	11,571,550.93	May 2022	1,823,626.55
October 2013	54,559,651.25	February 2018	11,199,926.22	June 2022	1,751,223.75
November 2013	52,999,793.17	March 2018	10,836,300.99	July 2022	1,681,104.61
December 2013	51,461,371.56	April 2018	10,483,885.61	August 2022	1,613,198.34
January 2014	49,944,091.83	May 2018	10,142,338.38	September 2022	1,547,436.33
February 2014	48,469,287.41	June 2018	9,811,327.94	October 2022	1,483,752.07
March 2014	47,037,673.42	July 2018	9,490,532.93	November 2022	1,422,081.07

Aggregate Group I (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>
December 2022	\$ 1,362,360.84	March 2024	\$ 663,540.28	June 2025	\$ 234,154.21
January 2023	1,304,530.78	April 2024	627,930.86	July 2025	212,340.66
February 2023	1,248,532.17	May 2024	593,460.18	August 2025	191,232.65
March 2023	1,194,308.08	June 2024	560,092.61	September 2025	170,807.92
April 2023	1,141,803.31	July 2024	527,793.59	October 2025	151,044.90
May 2023	1,090,964.39	August 2024	496,529.66	November 2025	131,922.69
June 2023	1,041,739.45	September 2024	466,268.37	December 2025	113,421.05
July 2023	994,078.25	October 2024	436,978.27	January 2026	95,520.36
August 2023	947,932.06	November 2024	408,628.89	February 2026	78,201.59
September 2023	903,253.68	December 2024	381,190.69	March 2026	61,446.34
October 2023	859,997.32	January 2025	354,635.07	April 2026	45,236.74
November 2023	818,118.64	February 2025	328,934.28	May 2026	29,555.52
December 2023	777,574.63	March 2025	304,061.45	June 2026	14,385.90
January 2024	738,323.62	April 2025	279,990.52	July 2026 and thereafter	0.00
February 2024	700,325.22	May 2025	256,696.26		

Aggregate Group II 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	\$128,937,000.00	November 2012	\$ 63,073,491.78	October 2015	\$ 25,862,182.99
January 2010	126,805,864.18	December 2012	61,638,100.80	November 2015	25,192,720.59
February 2010	124,743,056.10	January 2013	60,224,627.17	December 2015	24,540,587.21
March 2010	122,622,701.54	February 2013	58,832,736.21	January 2016	23,905,334.29
April 2010	120,447,347.66	March 2013	57,462,098.37	February 2016	23,286,524.89
May 2010	118,219,613.05	April 2013	56,112,389.14	March 2016	22,683,733.35
June 2010	115,942,182.40	May 2013	54,783,288.96	April 2016	22,096,545.07
July 2010	113,699,526.40	June 2013	53,474,483.13	May 2016	21,524,556.14
August 2010	111,491,114.07	July 2013	52,185,661.77	June 2016	20,967,373.14
September 2010	109,316,422.53	August 2013	50,916,519.75	July 2016	20,424,612.80
October 2010	107,174,936.89	September 2013	49,666,756.57	August 2016	19,895,901.82
November 2010	105,066,150.12	October 2013	48,436,076.33	September 2016	19,380,876.50
December 2010	102,989,562.93	November 2013	47,224,187.65	October 2016	18,879,182.61
January 2011	100,944,683.66	December 2013	46,030,803.60	November 2016	18,390,475.06
February 2011	98,931,028.15	January 2014	44,855,641.61	December 2016	17,914,417.69
March 2011	96,948,119.65	February 2014	43,698,423.47	January 2017	17,450,683.06
April 2011	94,995,488.66	March 2014	42,567,270.28	February 2017	16,998,952.20
May 2011	93,072,672.88	April 2014	41,465,396.97	March 2017	16,558,914.37
June 2011	91,179,217.04	May 2014	40,392,045.64	April 2017	16,130,266.93
July 2011	89,314,672.84	June 2014	39,346,477.98	May 2017	15,712,715.01
August 2011	87,478,598.83	July 2014	38,327,974.83	June 2017	15,305,971.42
September 2011	85,670,560.28	August 2014	37,335,835.61	July 2017	14,909,756.38
October 2011	83,890,129.12	September 2014	36,369,377.90	August 2017	14,523,797.35
November 2011	82,136,883.79	October 2014	35,427,936.94	September 2017	14,147,828.88
December 2011	80,410,409.21	November 2014	34,510,865.15	October 2017	13,781,592.33
January 2012	78,710,296.58	December 2014	33,617,531.76	November 2017	13,424,835.82
February 2012	77,036,143.39	January 2015	32,747,322.28	December 2017	13,077,313.94
March 2012	75,387,553.26	February 2015	31,899,638.16	January 2018	12,713,145.67
April 2012	73,764,135.86	March 2015	31,073,896.33	February 2018	12,358,930.09
May 2012	72,165,506.82	April 2015	30,269,528.82	March 2018	12,014,398.76
June 2012	70,591,287.63	May 2015	29,485,982.34	April 2018	11,679,290.45
July 2012	69,041,105.59	June 2015	28,722,717.95	May 2018	11,353,350.87
August 2012	67,514,593.65	July 2015	27,979,210.65	June 2018	11,036,332.54
September 2012	66,011,390.41	August 2015	27,254,949.02	July 2018	10,727,994.61
October 2012	64,531,139.94	September 2015	26,549,434.90	August 2018	10,428,102.64

Aggregate Group II (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>
September 2018	\$ 10,136,428.47	April 2023	\$ 2,064,617.00	November 2027	\$ 381,701.62
October 2018	9,852,750.06	May 2023	2,004,352.08	December 2027	369,626.46
November 2018	9,576,851.27	June 2023	1,945,786.70	January 2028	357,908.48
December 2018	9,308,521.79	July 2023	1,888,874.01	February 2028	346,537.53
January 2019	9,047,556.89	August 2023	1,833,568.41	March 2028	335,503.73
February 2019	8,793,757.35	September 2023	1,779,825.57	April 2028	324,797.47
March 2019	8,546,929.28	October 2023	1,727,602.34	May 2028	314,409.42
April 2019	8,306,883.97	November 2023	1,676,856.74	June 2028	304,330.49
May 2019	8,073,437.77	December 2023	1,627,547.95	July 2028	294,551.86
June 2019	7,846,411.96	January 2024	1,579,636.24	August 2028	285,064.95
July 2019	7,625,632.60	February 2024	1,533,082.98	September 2028	275,861.41
August 2019	7,410,930.39	March 2024	1,487,850.57	October 2028	266,933.12
September 2019	7,202,140.61	April 2024	1,443,902.44	November 2028	258,272.22
October 2019	6,999,102.93	May 2024	1,401,203.04	December 2028	249,871.03
November 2019	6,801,661.31	June 2024	1,359,717.74	January 2029	241,722.10
December 2019	6,609,663.93	July 2024	1,319,412.90	February 2029	233,818.18
January 2020	6,422,963.01	August 2024	1,280,255.76	March 2029	226,152.24
February 2020	6,241,414.76	September 2024	1,242,214.48	April 2029	218,717.42
March 2020	6,064,879.23	October 2024	1,205,258.07	May 2029	211,507.09
April 2020	5,893,220.23	November 2024	1,169,356.40	June 2029	204,514.76
May 2020	5,726,305.25	December 2024	1,134,480.15	July 2029	197,734.15
June 2020	5,564,005.30	January 2025	1,100,600.80	August 2029	191,159.15
July 2020	5,406,194.90	February 2025	1,067,690.63	September 2029	184,783.82
August 2020	5,252,751.90	March 2025	1,035,722.64	October 2029	178,602.39
September 2020	5,103,557.47	April 2025	1,004,670.60	November 2029	172,609.25
October 2020	4,958,495.95	May 2025	974,508.99	December 2029	166,798.93
November 2020	4,817,454.80	June 2025	945,212.97	January 2030	161,166.15
December 2020	4,680,324.50	July 2025	916,758.40	February 2030	155,705.75
January 2021	4,546,998.49	August 2025	889,121.80	March 2030	150,412.71
February 2021	4,417,373.06	September 2025	862,280.31	April 2030	145,282.18
March 2021	4,291,347.32	October 2025	836,211.73	May 2030	140,309.43
April 2021	4,168,823.05	November 2025	810,894.44	June 2030	135,489.85
May 2021	4,049,704.73	December 2025	786,307.42	July 2030	130,818.99
June 2021	3,933,899.38	January 2026	762,430.23	August 2030	126,292.50
July 2021	3,821,316.52	February 2026	739,243.00	September 2030	121,906.15
August 2021	3,711,868.14	March 2026	716,726.39	October 2030	117,655.87
September 2021	3,605,468.57	April 2026	694,861.59	November 2030	113,537.65
October 2021	3,502,034.46	May 2026	673,630.32	December 2030	109,547.62
November 2021	3,401,484.73	June 2026	653,014.79	January 2031	105,682.04
December 2021	3,303,740.46	July 2026	632,997.71	February 2031	101,937.23
January 2022	3,208,724.88	August 2026	613,562.25	March 2031	98,309.66
February 2022	3,116,363.26	September 2026	594,692.06	April 2031	94,795.86
March 2022	3,026,582.94	October 2026	576,371.22	May 2031	91,392.49
April 2022	2,939,313.17	November 2026	558,584.28	June 2031	88,096.28
May 2022	2,854,485.15	December 2026	541,316.18	July 2031	84,904.08
June 2022	2,772,031.93	January 2027	524,552.30	August 2031	81,812.80
July 2022	2,691,888.34	February 2027	508,278.40	September 2031	78,819.46
August 2022	2,613,991.02	March 2027	492,480.67	October 2031	75,921.16
September 2022	2,538,278.29	April 2027	477,145.63	November 2031	73,115.08
October 2022	2,464,690.15	May 2027	462,260.22	December 2031	70,398.47
November 2022	2,393,168.23	June 2027	447,811.71	January 2032	67,768.67
December 2022	2,323,655.73	July 2027	433,787.74	February 2032	65,223.10
January 2023	2,256,097.39	August 2027	420,176.28	March 2032	62,759.25
February 2023	2,190,439.46	September 2027	406,965.63	April 2032	60,374.68
March 2023	2,126,629.62	October 2027	394,144.43	May 2032	58,067.01

Aggregate Group II (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 2032	\$ 55,833.95	April 2034	\$ 21,666.95	February 2036	\$ 5,902.40
July 2032	53,673.25	May 2034	20,645.31	March 2036	5,450.20
August 2032	51,582.75	June 2034	19,659.16	April 2036	5,015.43
September 2032	49,560.34	July 2034	18,707.38	May 2036	4,597.53
October 2032	47,603.96	August 2034	17,788.92	June 2036	4,195.94
November 2032	45,711.63	September 2034	16,902.73	July 2036	3,810.13
December 2032	43,881.41	October 2034	16,047.80	August 2036	3,439.58
January 2033	42,111.43	November 2034	15,223.15	September 2036	3,083.79
February 2033	40,399.87	December 2034	14,427.83	October 2036	2,742.26
March 2033	38,744.94	January 2035	13,660.91	November 2036	2,414.54
April 2033	37,144.94	February 2035	12,921.51	December 2036	2,100.15
May 2033	35,598.20	March 2035	12,208.74	January 2037	1,798.65
June 2033	34,103.08	April 2035	11,521.78	February 2037	1,509.61
July 2033	32,658.03	May 2035	10,859.79	March 2037	1,232.61
August 2033	31,261.50	June 2035	10,221.99	April 2037	967.25
September 2033	29,912.02	July 2035	9,607.60	May 2037	713.14
October 2033	28,608.14	August 2035	9,015.88	June 2037	469.89
November 2033	27,348.46	September 2035	8,446.10	July 2037	237.13
December 2033	26,131.63	October 2035	7,897.56	August 2037	14.51
January 2034	24,956.33	November 2035	7,369.57	September 2037 and thereafter	0.00
February 2034	23,821.27	December 2035	6,861.47		
March 2034	22,725.21	January 2036	6,372.62		

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.

\$1,226,871,742



**Guaranteed REMIC
Pass-Through Certificates
Fannie Mae REMIC Trust 2009-111**

PROSPECTUS SUPPLEMENT

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BofA Merrill Lynch

December 21, 2009
