

**\$425,641,983**



**FannieMae®**

**Guaranteed REMIC Pass-Through Certificates  
Fannie Mae REMIC Trust 2009-113**

**The Certificates**

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

**Payments to Certificateholders**

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

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

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

**The Fannie Mae Guaranty**

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

**The Trust and its Assets**

The trust will own

- Fannie Mae Stripped MBS,
- Fannie Mae MBS and
- underlying REMIC certificates backed by Fannie Mae MBS.

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

Class	Group	Original Class Balance	Principal Type(1)	Interest Rate	Interest Type(1)	CUSIP Number	Final Distribution Date
IO . . . . .	1	\$ 25,737,265(2)	NTL	(3)	WAC/IO	31398GVY2	January 2025
XI . . . . .	2	38,556,347(2)	NTL	(3)	WAC/IO	31398GVZ9	January 2040
A(4) . . . . .	3	79,245,000	SEQ	3.5%	FIX	31398GWA3	December 2023
BO(4) . . . . .	3	10,000,000	SEQ	0.0	PO	31398GWB1	January 2025
BI(4) . . . . .	3	10,000,000(2)	NTL	3.5	FIX/IO	31398GWC9	January 2025
FA . . . . .	4	114,183,419	PT	(5)	FLT	31398GWD7	January 2040
SA . . . . .	4	114,183,419(2)	NTL	(5)	INV/IO	31398GWE5	January 2040
AO . . . . .	4	8,783,340	PT	0.0	PO	31398GWF2	January 2040
FB(4) . . . . .	5	36,557,400	PT	(5)	FLT	31398GWG0	January 2040
SQ(4) . . . . .	5	36,557,400(2)	NTL	(5)	INV/IO	31398GWH8	January 2040
SC(4) . . . . .	5	36,557,400(2)	NTL	(5)	INV/IO	31398GWJ4	January 2040
DA(4) . . . . .	6	159,905,824	PT	4.5	FIX	31398GWK1	December 2020
LB . . . . .	7	16,967,000	SC/PT	(6)	WAC	31398GWL9	January 2040
R . . . . .		0	NPR	0	NPR	31398GWM7	January 2040
RL . . . . .		0	NPR	0	NPR	31398GWN5	January 2040

- (1) See "Description of the Certificates—Class Definitions and Abbreviations" in the REMIC prospectus.
- (2) Notional balances. These classes are interest only classes. See page S-10 for a description of how their notional balances are calculated.

- (3) Based on the amount of interest accrued on the related underlying SMBS certificates as further described in this prospectus supplement.
- (4) Exchangeable classes.
- (5) Based on LIBOR.
- (6) Based on the amount of interest accrued on the related underlying REMIC and SMBS certificates, as further described in this prospectus supplement.

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 B, AB, AI, AC, FC, SB, DB, DC, DE, DG, DH, DJ and DI 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.

**Carefully consider the risk factors on page S-11 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.

**Barclays Capital**

December 22, 2009

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## AVAILABLE INFORMATION

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

- our Prospectus for Fannie Mae Guaranteed REMIC Pass-Through Certificates dated August 1, 2007 (the “REMIC Prospectus”);
- our Prospectus for Fannie Mae Guaranteed Pass-Through Certificates (Single-Family Residential Mortgage Loans) dated
  - June 1, 2009, for all MBS issued on or after January 1, 2009,
  - April 1, 2008, for all MBS issued on or after June 1, 2007 and prior to January 1, 2009, or
  - January 1, 2006, for all other MBS(as applicable, the “MBS Prospectus”);
- if you are purchasing the Group 1, Group 2 or Group 7 Class or the R or RL Class, our Prospectus for Fannie Mae Stripped Mortgage-Backed Securities dated
  - January 1, 2009, for all SMBS issued on or after January 1, 2009,
  - December 1, 2007, for all SMBS issued on or after December 1, 2007 and prior to January 1, 2009, or
  - May 1, 2002, for all other SMBS(as applicable, the “SMBS Prospectus”);
- if you are purchasing the Group 1, Group 2 or Group 7 Class or the R or RL Class, the additional disclosure documents relating to the applicable SMBS (the “Additional SMBS Disclosure Documents”);
- if you are purchasing the Group 7 Class or the R or RL Class, the disclosure documents relating to the applicable underlying REMIC certificates (the “Underlying REMIC Disclosure Documents”); and
- any information incorporated by reference in this prospectus supplement as discussed below and under the heading “Incorporation by Reference” in the REMIC Prospectus.

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

The MBS Prospectus, the SMBS Prospectus, the Additional SMBS Disclosure Documents 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](http://www.fanniemae.com).

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

Barclays Capital Inc.  
Attn: MBS Syndication Operations  
70 Hudson Street  
Jersey City, New Jersey 07302  
(telephone 201-499-8506).

## 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 SMBS
2	Group 2 SMBS
3	Group 3 MBS
4	Group 4 MBS
5	Group 5 MBS
6	Group 6 MBS
7	Group 7 SMBS
	Class 2003-71-IE REMIC Certificate
	Class 2008-95-PO REMIC Certificate

### Group 1, Group 2 and Group 7 SMBS

#### Characteristics of the SMBS

	<u>Notional Principal Balance*</u>	<u>Pass-Through Rate</u>	<u>SMBS Trust and Class Designation</u>
Group 1 SMBS	\$ 4,204,075.20	5.50%	383-97
	\$ 5,318,902.63	5.50%	383-96
	\$ 5,195,829.09	5.50%	383-94
	\$ 6,251,824.27	6.00%	383-98
	\$ 4,618,115.03	5.00%	383-92
Group 2 SMBS	\$10,537,698.40	5.00%	364-8
	\$14,314,184.02	5.00%	356-8
	\$13,704,464.82	5.00%	345-2
Group 7 SMBS	\$ 5,434,262.40	5.00%	359-6

\* These are interest only SMBS certificates.

#### 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>
Group 1 SMBS	\$ 4,204,075.20	180	142	33	5.94%
	\$ 5,318,902.63	180	141	34	6.04%
	\$ 5,195,829.09	180	143	32	5.88%
	\$ 6,251,824.27	180	140	35	6.31%
	\$ 4,618,115.03	180	141	33	5.52%



	<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>
Group 2 SMBS	\$10,537,698.40	360	273	66	5.53%
	\$14,314,184.02	360	290	61	5.67%
	\$13,704,464.82	360	270	78	5.51%
Group 7 SMBS	\$ 5,434,262.40	360	295	57	5.60%

### Group 3, Group 4, Group 5 and Group 6 MBS

#### 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 3 MBS	\$ 2,209,000	3.50%	3.75% to 6.00%	105 to 180
	\$ 26,880,000	3.50%	3.75% to 6.00%	105 to 180
	\$ 60,156,000	3.50%	3.75% to 6.00%	105 to 180
Group 4 MBS	\$122,966,759	6.50%	6.75% to 9.00%	195 to 360
Group 5 MBS*	\$ 36,557,400	7.50%	7.75% to 10.00%	241 to 360
Group 6 MBS	\$159,905,824	4.50%	4.75% to 7.00%	85 to 180

\* As further described in this prospectus supplement, the mortgage loans underlying the Group 5 MBS provide for interest only periods that may range from at least 7 to no more than 10 years following origination. The assumed remaining term to expiration of the interest only 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 3 MBS	\$ 2,209,000	180	141	22	4.073%	N/A
	\$ 26,880,000	180	168	8	4.031%	N/A
	\$ 60,156,000	180	173	4	3.996%	N/A
Group 4 MBS	\$122,966,759	360	276	72	7.020%	N/A
Group 5 MBS	\$ 36,557,400	360	331	29	8.523%	91
Group 6 MBS	\$159,905,824	180	98	78	5.074%	N/A

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

### Group 7 Underlying REMIC Certificates

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

### Settlement Date

We expect to issue the certificates on December 30, 2009.



## Distribution Dates

We will make payments on the certificates on the 25th day of each calendar month, or on the next business day if the 25th day is not a business day.

## Record Date

On each distribution date, we will make each monthly payment on the certificates to holders of record on the last day of the preceding month.

## Book-Entry and Physical Certificates

We will issue the classes of certificates in the following forms:

<u>Fed Book-Entry</u>	<u>DTC Book Entry</u>	<u>Physical</u>
All classes other than the LB, R and RL Classes	LB Class	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 weighted average coupon classes will bear interest at the applicable annual rates described under the heading “Description of the Certificates—Distributions of Interest—*Weighted Average Coupon Classes*.”

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

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

<u>Class</u>	<u>Initial Interest Rate</u>	<u>Maximum Interest Rate</u>	<u>Minimum Interest Rate</u>	<u>Formula for Calculation of Interest Rate(1)</u>
FA .....	1.05%	7.00%	0.80%	LIBOR + 80 basis points
SA .....	5.95%	6.20%	0.00%	6.2% – LIBOR
FB .....	0.80%	7.50%	0.55%	LIBOR + 55 basis points
SQ .....	0.10%	0.10%	0.00%	6.95% – LIBOR
SC .....	6.60%	6.85%	0.00%	6.85% – LIBOR
FC .....	0.90%	7.50%	0.65%	LIBOR + 65 basis points
SB .....	6.70%	6.95%	0.00%	6.95% – LIBOR

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

## Notional Classes

The notional principal balance of the IO Class will equal the aggregate notional principal balance of the Group 1 SMBS immediately before the related distribution date *multiplied by* a fraction, the numerator of which is the weighted average of the pass-through rates of the Group 1 SMBS and the denominator of which is 5.50%.

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

<u>Class</u>	
XI .....	100% of the aggregate notional principal balance of the Group 2 SMBS
BI .....	100% of the BO Class
SA .....	100% of the FA Class
SQ .....	100% of the FB Class
SC .....	100% of the FB Class
AI .....	28.5714278503% of the A Class
SB .....	100% of the FB Class
DI .....	33.3333331249% of the DA 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 Class</u>	<u>CPR Prepayment Assumption</u>					
	<u>0%</u>	<u>10%</u>	<u>15%</u>	<u>25%</u>	<u>40%</u>	<u>60%</u>
IO .....	9.0	4.5	3.7	2.7	1.7	1.0
<u>Group 2 Class</u>	<u>CPR Prepayment Assumption</u>					
	<u>0%</u>	<u>10%</u>	<u>15%</u>	<u>25%</u>	<u>40%</u>	<u>60%</u>
XI .....	20.2	6.8	5.1	3.2	1.9	1.1
<u>Group 3 Classes</u>	<u>PSA Prepayment Assumption</u>					
	<u>0%</u>	<u>100%</u>	<u>300%</u>	<u>500%</u>	<u>750%</u>	<u>1000%</u>
A, AB, AC and AI .....	7.9	5.3	3.3	2.4	1.8	1.5
BO, BI and B .....	14.5	13.0	10.5	7.8	5.6	4.2
<u>Group 4 Classes</u>	<u>PSA Prepayment Assumption</u>					
	<u>0%</u>	<u>100%</u>	<u>300%</u>	<u>500%</u>	<u>800%</u>	<u>1200%</u>
FA, SA and AO .....	21.1	9.0	4.4	2.7	1.5	0.8
<u>Group 5 Classes</u>	<u>PSA Prepayment Assumption</u>					
	<u>0%</u>	<u>100%</u>	<u>300%</u>	<u>600%</u>	<u>1000%</u>	<u>1500%</u>
FB, SQ, SC, FC and SB .....	23.1	11.3	4.9	2.3	1.1	0.5
<u>Group 6 Classes</u>	<u>PSA Prepayment Assumption</u>					
	<u>0%</u>	<u>100%</u>	<u>150%</u>	<u>300%</u>	<u>700%</u>	<u>1000%</u>
DA, DB, DC, DE, DG, DH, DJ and DI .....	6.2	3.7	3.4	2.7	1.5	1.0
<u>Group 7 Class</u>	<u>CPR Prepayment Assumption</u>					
	<u>0%</u>	<u>10%</u>	<u>15%</u>	<u>25%</u>	<u>40%</u>	<u>60%</u>
LB† .....	15.4	5.8	4.2	2.6	1.5	0.9

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

† The weighted average life information set forth for this class is based solely on assumed principal distributions.

## ADDITIONAL RISK FACTORS

*Payments on the LB Class also will be affected by the payment priority governing the Class 2008-95-PO REMIC Certificate.* If you invest in the LB Class, the rate at which you receive payments will be affected by the priority sequence governing principal payments on the Class 2008-95-PO REMIC Certificate.

In particular, as described in the related Underlying REMIC Disclosure Document, the Class 2008-95-PO REMIC Certificate is governed by a principal balance schedule. As a result, that underlying REMIC certificate may receive principal payments faster or slower than would otherwise have been the case. In some cases, it may receive no principal payments for extended periods. Prepayments on the related mortgage loans may have occurred at a rate faster or slower than the rate 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 Class 2008-95-PO REMIC Certificate would receive principal payments at rates that may vary widely from period to period. This prospectus supplement contains no information as to whether

- the Class 2008-95-PO REMIC Certificate has adhered to the related principal balance schedule,
- any related support classes remain outstanding, or

- the Class 2008-95-PO REMIC Certificate otherwise has performed as originally anticipated.

You may obtain additional information about the underlying REMIC certificates 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.

*Principal and interest payments on the LB Class are derived from separate sources.* Interest payments on the LB Class will be based on interest payable on the Group 7 SMBS and on the Class 2003-71-IE REMIC Certificate, while principal payments on the LB Class will be based solely on principal payable on the Class 2008-95-PO REMIC Certificate. The Group 7 SMBS and Group 7 Underlying REMIC Certificates are independent of one another. Accordingly, the interest payment rate and principal payment rate on the LB Class are unrelated, are likely to differ and may differ sharply. In addition, there is a risk that the LB Class could in the future receive only interest payments in the event that the Class 2008-95-PO REMIC Certificate is retired while the Group 7 SMBS or the Class 2003-71-IE REMIC Certificate remains outstanding. Similarly, there is a risk that the LB Class could in the future receive only principal payments in the event that the Group 7 SMBS and the Class 2003-71-IE REMIC Certificate are retired while the Class 2008-95-PO REMIC Certificate remains outstanding.

## 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:

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

The SMBS represent beneficial ownership interests in certain interest distributions on mortgage loans underlying certain Fannie Mae Guaranteed Mortgage Pass-Through Certificates.

The Group 7 Underlying REMIC Certificates evidence direct or indirect beneficial ownership interests in certain Fannie Mae Guaranteed Mortgage Pass-Through Certificates (together with the Trust MBS and the Fannie Mae Guaranteed Mortgage Pass-Through Certificates backing the SMBS, 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.”

<b>REMIC Designation</b>	<b>Assets</b>	<b>Regular Interests</b>	<b>Residual Interest</b>
Lower Tier REMIC . . . .	SMBS, Trust MBS and Group 7 Underlying REMIC Certificates	Interests in the Lower Tier REMIC other than the RL Class (the “Lower Tier Regular Interests”)	RL
Upper Tier REMIC . . . .	Lower Tier Regular Interests	All Classes of REMIC Certificates other than the R and RL Classes	R

*Fannie Mae Guaranty.* For a description of our guaranties of the Certificates, the MBS, the SMBS and the Group 7 Underlying REMIC Certificates, see the applicable discussions appearing under the heading “Fannie Mae Guaranty” in the REMIC Prospectus, the MBS Prospectus, the SMBS Prospectus and the Underlying REMIC Disclosure Documents. Our guaranties are not backed by the full faith and credit of the United States.

*Characteristics of Certificates.* Except as specified below, we will issue the Certificates in book-entry form on the book-entry system of the U.S. Federal Reserve Banks. Entities whose names appear

on the book-entry records of a Federal Reserve Bank as having had Certificates deposited in their accounts are “Holders” or “Certificateholders.”

The LB Class will be represented by a single certificate (the “DTC Certificate”) to be registered at all times in the name of the nominee of The Depository Trust Company (“DTC”), a New York-chartered limited purpose trust company, or any successor or depository selected or approved by us. We refer to the nominee of DTC as the “Holder” or “Certificateholder” of the DTC Certificate. DTC will maintain the DTC Certificate through its book-entry facilities.

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, Principal 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 SMBS**

The general characteristics of the SMBS are described in the SMBS Prospectus and the related Additional SMBS Disclosure Documents. The SMBS provide that certain interest amounts on the Mortgage Loans underlying the related MBS are passed through monthly.

The general characteristics of the MBS are described in the MBS Prospectus. Each MBS evidences beneficial ownership interest in a pool of conventional, fixed-rate, fully-amortizing Mortgage Loans secured by first mortgages or deeds of trust on single-family residential properties. These Mortgage Loans have original maturities of up to 15 years in the case of the Group 1 SMBS, and up to 30 years in the case of the Group 2 SMBS and Group 7 SMBS. For additional information see “Summary—Group 1, Group 2 and Group 7—Characteristics of the SMBS” and “—Assumed Characteristics of the Underlying Mortgage Loans,” in this prospectus supplement, and “The Mortgage Pools” and “Yield, Maturity, and Prepayment Considerations” in the MBS Prospectus.

## **The 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 15 years in the case of the Group 3 and Group 6 MBS, and up to 30 years in the case of the Group 4 and Group 5 MBS.

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

For additional information, see “Summary—Group 3, Group 4, 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 Group 7 Underlying REMIC Certificates**

The Group 7 Underlying REMIC Certificates represent beneficial ownership interests in the related Underlying REMIC Trusts. The assets of these trusts consist of MBS (or beneficial ownership interests in MBS) having the general characteristics set forth in the MBS Prospectus. Each MBS evidences beneficial ownership interests in a pool of conventional, fixed-rate, fully-amortizing mortgage loans secured by first mortgages or deeds of trust on single-family residential properties, as described under “The Mortgage Pools” and “Yield, Maturity, and Prepayment Considerations” in the MBS Prospectus.

Distributions on the Group 7 Underlying REMIC Certificates will be passed through monthly, beginning in the month after we issue the Certificates. The general characteristics of the Group 7 Underlying REMIC Certificates are described in the Underlying REMIC Disclosure Documents. See Exhibit A for certain additional information about the Group 7 Underlying REMIC Certificates. Exhibit A is being provided in lieu of a Final Data Statement with respect to the Group 7 Underlying REMIC Certificates.

For further information about the Group 7 Underlying REMIC Certificates, telephone us at 1-800-237-8627. Additional information about the Group 7 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 these documents may be limited.

### **Distributions of Interest**

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

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

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

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

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

#### *Weighted Average Coupon Classes*

*The IO Class.* On each Distribution Date, we will pay interest on the IO Class at an annual rate of 5.50%, which is equal to the *product* of

- a fraction, expressed as a percentage, the *numerator* of which is the amount of interest then payable on the Group 1 SMBS, and the *denominator* of which is the notional principal balance of the IO Class on that date (before giving effect to any reduction of its notional principal balance on that date)

*multiplied by*

- 12.

The Group 1 SMBS includes SMBS Class 383-97, which is a WAC certificate. Due to the methodology used to calculate the notional principal balance of SMBS Class 383-97, changes in its notional principal balance generally do not correspond directly to reductions in the principal balances of the related Mortgage Loans. As a result, its notional principal balance may be higher or lower, and may be subject to wider fluctuations, than would otherwise be the case. See “Additional Risk Factors—*Changes in the weighted average excess yield rates will affect yields on the WAC Classes*” and “Description of the SMBS Certificates—General—*Changes in the Notional Principal Balances of the WAC Classes*” in the applicable Additional SMBS Disclosure Document.

*The XI Class.* On each Distribution Date, we will pay interest on the XI Class at an annual rate of 5.0%, which is equal to the *product* of

- a fraction, expressed as a percentage, the *numerator* of which is the amount of interest then payable on the Group 2 SMBS, and the *denominator* of which is the aggregate notional principal balance of the Group 2 SMBS on that date (before giving effect to any reductions of the aggregate notional principal balance on that date)

*multiplied by*

- 12.

The Group 2 SMBS includes SMBS Class 364-8, which is a WAC certificate. Due to the methodology used to calculate the notional principal balance of SMBS Class 364-8, changes in its notional principal balance generally do not correspond directly to reductions in the principal balances of the related Mortgage Loans. As a result, its notional principal balance may be higher or lower, and may be subject to wider fluctuations, than would otherwise be the case. See “Additional Risk Factors—*Changes in the weighted average excess yield rates will affect yields on the WAC Classes*” and “Description of the SMBS Certificates—General—*Changes in the Notional Principal Balances of the WAC Classes*” in the applicable Additional SMBS Disclosure Document.

*The LB Class.* On each Distribution Date, we will pay interest on the LB Class in an amount equal to the aggregate amount of interest accrued during that interest accrual period on the Group 7 SMBS and the Class 2003-71-IE REMIC Certificate. Accordingly, the amount of interest payable on the LB Class will not be determined on the basis of its principal balance.

On the initial Distribution Date, we expect to pay interest on the LB Class at an annual rate of approximately 5.72447% (calculated based on the amount of interest payable on that date and the initial principal balance of the LB Class).

If the Class 2008-95-PO REMIC Certificate remains outstanding after the aggregate notional principal balance of the Group 7 SMBS and the Class 2003-71-IE REMIC Certificate has been reduced to zero, the LB Class will no longer bear interest.

Our determination of the interest rate for the LB Class for each Distribution Date will be final and binding in the absence of manifest error. You may obtain each such interest rate by telephoning us at 1-800-237-8627.

## **Distributions of Principal**

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

- *Group 3*

The Group 3 Principal Distribution Amount to A and BO, in that order, until retired. } **Sequential Pay Classes**



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

- *Group 4*

The Group 4 Principal Distribution Amount to FA and AO, pro rata, until retired. } **Pass-Through Classes**

The “Group 4 Principal Distribution Amount” is the principal then paid on the Group 4 MBS.

- *Group 5*

The Group 5 Principal Distribution Amount to FB until retired } **Pass-Through Class**

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

- *Group 6*

The Group 6 Principal Distribution Amount to DA until retired. } **Pass-Through Class**

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 LB, until retired. } **Structured Collateral/ Pass-Through Class**

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

## **Structuring Assumptions**

*Pricing Assumptions.* Except where otherwise noted, the information in the tables in this prospectus supplement has been prepared based on the actual characteristics of each pool of Mortgage Loans backing the Group 7 Underlying REMIC Certificates, the priority sequence affecting principal payments on the Class 2008-95-PO REMIC Certificate and the following assumptions (such characteristics and assumptions, collectively, the “Pricing Assumptions”):

- the Mortgage Loans underlying the Trust MBS have the original terms to maturity, remaining terms to maturity, loan ages and interest rates specified under “Summary—Group 3, Group 4, Group 5 and Group 6—Assumed Characteristics of the Underlying Mortgage Loans” in this prospectus supplement;
- the Mortgage Loans underlying the Group 5 MBS have the remaining term to expiration of their interest only periods specified under “Summary—Group 3, Group 4, Group 5 and Group 6—Assumed Characteristics of the Underlying Mortgage Loans” in this prospectus supplement;
- the Mortgage Loans underlying the SMBS have the original terms to maturity, remaining terms to maturity, loan ages and interest rates specified under “Summary—Group 1, Group 2 and Group 7—Assumed Characteristics of the Underlying Mortgage Loans” in this prospectus supplement;
- the Mortgage Loans prepay at the constant percentages of CPR or PSA, as applicable, 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 with respect to the Group 1, Group 2 and Group 7 Classes is CPR. For a description of CPR, see “Yield, Maturity and Prepayment Considerations—Prepayment Models” in the REMIC Prospectus.

The prepayment model used in this prospectus supplement with respect to the Group 3, Group 4, Group 5 and Group 6 Classes 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* CPR or PSA rate, as applicable, or at any other *constant* rate.

### **Additional Yield Considerations and 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 IO and XI Classes.* **The yields on the IO and XI Classes will be very sensitive to the rate of principal payments, including prepayments, of the Mortgage Loans backing the Group 1 SMBS and Group 2 SMBS, respectively, and to the amount of interest payable on the applicable SMBS. 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. Under certain high prepayment scenarios in particular, it is possible that investors in the IO and XI Classes would lose money on their initial investments.**

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

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

<u>Class</u>	<u>Price</u>
BO .....	70.00%
AO .....	80.00%

#### Sensitivity of the BO Class to Prepayments

	<u>PSA Prepayment Assumption</u>					
	<u>50%</u>	<u>100%</u>	<u>300%</u>	<u>500%</u>	<u>750%</u>	<u>1000%</u>
Pre-Tax Yields to Maturity .....	2.7%	2.8%	3.5%	4.6%	6.5%	8.8%

#### Sensitivity of the AO Class to Prepayments

	<u>PSA Prepayment Assumption</u>					
	<u>50%</u>	<u>100%</u>	<u>300%</u>	<u>500%</u>	<u>800%</u>	<u>1200%</u>
Pre-Tax Yields to Maturity .....	2.1%	2.6%	5.7%	9.6%	17.1%	33.4%

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

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

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

- the interest rates for the Inverse Floating Rate Classes for the initial Interest Accrual Period are the rates listed in the table under “Summary—Interest Rates” in this prospectus supplement and for each following Interest Accrual Period will be based on the specified level of the Index, and
- the aggregate purchase prices of these Classes (expressed in each case as a percentage of original principal balance) are as follows:

<u>Class</u>	<u>Price*</u>
SA .....	11.50%
SQ .....	0.25%
SC .....	15.00%
SB .....	15.25%

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

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

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption</u>					
	<u>50%</u>	<u>100%</u>	<u>300%</u>	<u>500%</u>	<u>800%</u>	<u>1200%</u>
0.12% .....	52.6%	48.8%	33.0%	15.9%	(12.9)%	(61.1)%
0.25% .....	51.3%	47.5%	31.7%	14.7%	(14.0)%	(61.9)%
2.25% .....	31.1%	27.6%	13.0%	(2.8)%	(29.4)%	(73.9)%
4.25% .....	11.1%	7.8%	(5.7)%	(20.3)%	(44.8)%	(86.3)%
6.20% .....	*	*	*	*	*	*

**Sensitivity of the SQ 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>600%</u>	<u>1000%</u>	<u>1500%</u>
6.85% .....	39.8%	36.1%	21.0%	(4.1)%	(44.2)%	*
6.90% .....	17.1%	13.8%	(0.1)%	(23.1)%	(60.3)%	*
6.95% .....	*	*	*	*	*	*

**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>300%</u>	<u>600%</u>	<u>1000%</u>	<u>1500%</u>
0.12% .....	45.5%	41.8%	26.3%	0.7%	(40.2)%	*
0.25% .....	44.5%	40.8%	25.4%	(0.2)%	(40.8)%	*
2.25% .....	29.3%	25.8%	11.2%	(12.9)%	(51.3)%	*
4.25% .....	14.1%	10.8%	(3.0)%	(25.6)%	(61.9)%	*
6.25% .....	(4.6)%	(7.6)%	(20.2)%	(41.1)%	(76.5)%	*
6.85% .....	*	*	*	*	*	*

**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>600%</u>	<u>1000%</u>	<u>1500%</u>
0.12% .....	45.4%	41.7%	26.2%	0.6%	(40.2)%	*
0.25% .....	44.4%	40.7%	25.3%	(0.2)%	(40.9)%	*
2.25% .....	29.4%	25.9%	11.3%	(12.8)%	(51.2)%	*
4.25% .....	14.5%	11.2%	(2.5)%	(25.3)%	(61.6)%	*
6.25% .....	(3.4)%	(6.4)%	(19.1)%	(40.1)%	(75.4)%	*
6.95% .....	*	*	*	*	*	*

*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>
BI .....	725%
AI .....	516%
DI .....	378%

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 original principal balance) are as follows:

<u>Class</u>	<u>Price*</u>
BI .....	20.00%
AI .....	8.00%
DI .....	10.50%

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

#### Sensitivity of the BI Class to Prepayments

	<u>PSA Prepayment Assumption</u>					
	<u>50%</u>	<u>100%</u>	<u>300%</u>	<u>500%</u>	<u>750%</u>	<u>1000%</u>
Pre-Tax Yields to Maturity .....	15.4%	15.1%	12.8%	8.0%	(1.1)%	(12.9)%

#### Sensitivity of the AI Class to Prepayments

	<u>PSA Prepayment Assumption</u>					
	<u>50%</u>	<u>100%</u>	<u>300%</u>	<u>500%</u>	<u>750%</u>	<u>1000%</u>
Pre-Tax Yields to Maturity .....	33.9%	30.7%	16.8%	1.3%	(18.6)%	(37.8)%

#### Sensitivity of the DI Class to Prepayments

	<u>PSA Prepayment Assumption</u>					
	<u>50%</u>	<u>100%</u>	<u>150%</u>	<u>300%</u>	<u>700%</u>	<u>1000%</u>
Pre-Tax Yields to Maturity .....	23.1%	19.8%	16.4%	5.7%	(25.9)%	(54.5)%

#### 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 sequence of distributions of principal of the Group 3 Classes, and
- in the case of the Group 7 Class, the priority sequence affecting principal payments on the Class 2008-95-PO REMIC Certificate.

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

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

### Decrement Tables

The following tables indicate the percentages of original principal balances of the specified Classes that would be outstanding after each date shown at various constant CPR or PSA rates, as applicable, 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% CPR or 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 SMBS	180 months	180 months	(1)
Group 2 SMBS	360 months	360 months	7.50%
Group 3 MBS	180 months	180 months	6.00%
Group 4 MBS	360 months	360 months	9.00%
Group 5 MBS	360 months	360 months(2)	10.00%
Group 6 MBS	180 months	132 months	7.00%
Group 7 SMBS	360 months	360 months	7.50%
Group 7 Underlying REMIC Certificates	360 months	(3)	8.00%

(1) Approximately 18%, 58% and 24% of the Mortgage Loans backing the Group 1 SMBS (in each case by principal balance at the Issue Date) are assumed to have interest rates of 7.50%, 8.00% and 8.50%, respectively.

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

(3) The Mortgage Loans backing the Group 7 Underlying REMIC Certificates are assumed to have the following remaining terms to maturity:

Class 2003-71-IE . . . . .	283 months
Class 2008-95-PO . . . . .	279 months

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

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 CPR or 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	IO† Class					
	CPR Prepayment Assumption					
	0%	10%	15%	25%	40%	60%
Initial Percent . . . . .	100	100	100	100	100	100
December 2010 . . . . .	96	85	80	70	56	38
December 2011 . . . . .	93	71	63	49	32	14
December 2012 . . . . .	88	59	50	34	17	5
December 2013 . . . . .	84	48	38	23	10	2
December 2014 . . . . .	79	39	29	16	5	1
December 2015 . . . . .	73	31	22	10	3	*
December 2016 . . . . .	68	23	16	7	1	*
December 2017 . . . . .	61	17	11	4	1	*
December 2018 . . . . .	55	12	7	2	*	*
December 2019 . . . . .	47	7	4	1	*	*
December 2020 . . . . .	39	3	1	*	*	*
December 2021 . . . . .	31	0	0	0	0	0
December 2022 . . . . .	21	0	0	0	0	0
December 2023 . . . . .	11	0	0	0	0	0
December 2024 . . . . .	0	0	0	0	0	0
Weighted Average Life (years)** . . . . .	9.0	4.5	3.7	2.7	1.7	1.0

Date	XI† Class					
	CPR Prepayment Assumption					
	0%	10%	15%	25%	40%	60%
Initial Percent . . . . .	100	100	100	100	100	100
December 2010 . . . . .	99	88	83	73	59	39
December 2011 . . . . .	98	77	69	54	34	15
December 2012 . . . . .	97	68	57	39	20	6
December 2013 . . . . .	96	59	47	29	12	2
December 2014 . . . . .	95	52	39	21	7	1
December 2015 . . . . .	93	45	32	15	4	*
December 2016 . . . . .	92	39	26	11	2	*
December 2017 . . . . .	90	34	21	8	1	*
December 2018 . . . . .	89	29	17	6	1	*
December 2019 . . . . .	87	25	14	4	*	*
December 2020 . . . . .	85	21	11	3	*	*
December 2021 . . . . .	83	18	9	2	*	*
December 2022 . . . . .	80	15	7	1	*	*
December 2023 . . . . .	78	13	6	1	*	*
December 2024 . . . . .	75	10	4	1	*	*
December 2025 . . . . .	73	8	3	*	*	*
December 2026 . . . . .	70	7	3	*	*	*
December 2027 . . . . .	66	5	2	*	*	*
December 2028 . . . . .	63	4	1	*	*	0
December 2029 . . . . .	59	3	1	*	*	0
December 2030 . . . . .	55	2	1	*	*	0
December 2031 . . . . .	50	1	*	*	*	0
December 2032 . . . . .	46	*	*	*	*	0
December 2033 . . . . .	40	*	*	*	*	0
December 2034 . . . . .	35	0	0	0	0	0
December 2035 . . . . .	29	0	0	0	0	0
December 2036 . . . . .	22	0	0	0	0	0
December 2037 . . . . .	16	0	0	0	0	0
December 2038 . . . . .	8	0	0	0	0	0
December 2039 . . . . .	0	0	0	0	0	0
Weighted Average Life (years)** . . . . .	20.2	6.8	5.1	3.2	1.9	1.1

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

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

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



Date	A, AB, AC and AI† Classes						BO, BI† and B Classes					
	PSA Prepayment Assumption						PSA Prepayment Assumption					
	0%	100%	300%	500%	750%	1000%	0%	100%	300%	500%	750%	1000%
Initial Percent . . . . .	100	100	100	100	100	100	100	100	100	100	100	100
December 2010 . . . . .	95	91	86	81	74	68	100	100	100	100	100	100
December 2011 . . . . .	90	81	67	55	40	27	100	100	100	100	100	100
December 2012 . . . . .	85	69	49	31	15	2	100	100	100	100	100	100
December 2013 . . . . .	79	59	34	16	1	0	100	100	100	100	100	44
December 2014 . . . . .	73	49	22	6	0	0	100	100	100	100	56	16
December 2015 . . . . .	67	40	14	0	0	0	100	100	100	93	28	6
December 2016 . . . . .	60	32	7	0	0	0	100	100	100	58	14	2
December 2017 . . . . .	52	24	1	0	0	0	100	100	100	36	7	1
December 2018 . . . . .	45	17	0	0	0	0	100	100	77	21	3	*
December 2019 . . . . .	37	10	0	0	0	0	100	100	52	12	1	*
December 2020 . . . . .	28	4	0	0	0	0	100	100	33	7	1	*
December 2021 . . . . .	19	0	0	0	0	0	100	88	19	3	*	*
December 2022 . . . . .	9	0	0	0	0	0	100	47	9	1	*	*
December 2023 . . . . .	0	0	0	0	0	0	88	10	2	*	*	*
December 2024 . . . . .	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)** . . . . .	7.9	5.3	3.3	2.4	1.8	1.5	14.5	13.0	10.5	7.8	5.6	4.2

Date	FA, SA† and AO Classes						FB, SQ†, SC†, FC and SB† Classes					
	PSA Prepayment Assumption						PSA Prepayment Assumption					
	0%	100%	300%	500%	800%	1200%	0%	100%	300%	600%	1000%	1500%
Initial Percent . . . . .	100	100	100	100	100	100	100	100	100	100	100	100
December 2010 . . . . .	99	92	81	69	51	27	100	94	82	64	40	10
December 2011 . . . . .	99	85	65	47	26	8	100	88	67	41	16	1
December 2012 . . . . .	98	78	52	32	13	2	100	83	55	26	6	*
December 2013 . . . . .	97	72	42	22	7	1	100	78	45	17	3	*
December 2014 . . . . .	96	66	33	15	3	*	100	73	37	11	1	*
December 2015 . . . . .	95	60	26	10	2	*	100	69	30	7	*	*
December 2016 . . . . .	94	55	21	7	1	*	100	65	25	4	*	*
December 2017 . . . . .	92	50	17	5	*	*	100	60	20	3	*	0
December 2018 . . . . .	91	45	13	3	*	*	100	56	16	2	*	0
December 2019 . . . . .	89	40	10	2	*	*	100	51	13	1	*	0
December 2020 . . . . .	88	36	8	1	*	*	98	47	10	1	*	0
December 2021 . . . . .	86	32	6	1	*	*	97	43	8	*	*	0
December 2022 . . . . .	84	28	5	1	*	*	94	39	7	*	*	0
December 2023 . . . . .	82	25	4	*	*	*	92	35	5	*	*	0
December 2024 . . . . .	79	21	3	*	*	0	90	32	4	*	*	0
December 2025 . . . . .	77	18	2	*	*	0	87	28	3	*	*	0
December 2026 . . . . .	74	15	1	*	*	0	84	25	2	*	*	0
December 2027 . . . . .	71	12	1	*	*	0	81	22	2	*	*	0
December 2028 . . . . .	67	9	1	*	*	0	77	20	1	*	*	0
December 2029 . . . . .	64	7	*	*	*	0	73	17	1	*	0	0
December 2030 . . . . .	59	4	*	*	*	0	69	14	1	*	0	0
December 2031 . . . . .	55	2	*	*	*	0	64	12	1	*	0	0
December 2032 . . . . .	50	0	0	0	0	0	58	10	*	*	0	0
December 2033 . . . . .	45	0	0	0	0	0	52	7	*	*	0	0
December 2034 . . . . .	39	0	0	0	0	0	45	5	*	*	0	0
December 2035 . . . . .	32	0	0	0	0	0	38	3	*	*	0	0
December 2036 . . . . .	25	0	0	0	0	0	30	1	*	*	0	0
December 2037 . . . . .	18	0	0	0	0	0	21	0	0	0	0	0
December 2038 . . . . .	9	0	0	0	0	0	11	0	0	0	0	0
December 2039 . . . . .	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)** . . . . .	21.1	9.0	4.4	2.7	1.5	0.8	23.1	11.3	4.9	2.3	1.1	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.

DA, DB, DC, DE, DG, DH, DJ and DI† Classes						
Date	PSA Prepayment Assumption					
	0%	100%	150%	300%	700%	1000%
Initial Percent . . . . .	100	100	100	100	100	100
December 2010 . . . . .	94	84	82	74	52	36
December 2011 . . . . .	87	70	66	53	27	13
December 2012 . . . . .	80	56	51	37	13	4
December 2013 . . . . .	72	44	39	25	6	1
December 2014 . . . . .	64	32	27	16	3	*
December 2015 . . . . .	55	21	17	9	1	*
December 2016 . . . . .	45	11	9	4	*	*
December 2017 . . . . .	35	2	1	1	*	*
December 2018 . . . . .	24	0	0	0	0	0
December 2019 . . . . .	13	0	0	0	0	0
December 2020 . . . . .	0	0	0	0	0	0
December 2021 . . . . .	0	0	0	0	0	0
December 2022 . . . . .	0	0	0	0	0	0
December 2023 . . . . .	0	0	0	0	0	0
December 2024 . . . . .	0	0	0	0	0	0
Weighted Average Life (years)** . . . . .	6.2	3.7	3.4	2.7	1.5	1.0

Date	LB†† Class CPR Prepayment Assumption					
	0%	10%	15%	25%	40%	60%
Initial Percent . . . . .	100	100	100	100	100	100
December 2010 . . . . .	100	96	90	78	59	35
December 2011 . . . . .	100	83	72	53	29	5
December 2012 . . . . .	100	71	57	35	11	0
December 2013 . . . . .	100	60	45	21	*	0
December 2014 . . . . .	100	51	34	12	0	0
December 2015 . . . . .	97	42	26	4	0	0
December 2016 . . . . .	94	34	18	0	0	0
December 2017 . . . . .	91	28	12	0	0	0
December 2018 . . . . .	87	22	7	0	0	0
December 2019 . . . . .	83	16	3	0	0	0
December 2020 . . . . .	79	12	0	0	0	0
December 2021 . . . . .	74	8	0	0	0	0
December 2022 . . . . .	69	4	0	0	0	0
December 2023 . . . . .	64	1	0	0	0	0
December 2024 . . . . .	58	0	0	0	0	0
December 2025 . . . . .	51	0	0	0	0	0
December 2026 . . . . .	44	0	0	0	0	0
December 2027 . . . . .	37	0	0	0	0	0
December 2028 . . . . .	29	0	0	0	0	0
December 2029 . . . . .	20	0	0	0	0	0
December 2030 . . . . .	10	0	0	0	0	0
December 2031 . . . . .	0	0	0	0	0	0
December 2032 . . . . .	0	0	0	0	0	0
December 2033 . . . . .	0	0	0	0	0	0
December 2034 . . . . .	0	0	0	0	0	0
December 2035 . . . . .	0	0	0	0	0	0
December 2036 . . . . .	0	0	0	0	0	0
December 2037 . . . . .	0	0	0	0	0	0
December 2038 . . . . .	0	0	0	0	0	0
December 2039 . . . . .	0	0	0	0	0	0
Weighted Average Life (years)** . . . . .	15.4	5.8	4.2	2.6	1.5	0.9

\* 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.

†† The weighted average life information set forth for this Class is based solely on assumed principal distributions.

## **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 Principal Only Classes will be issued with original issue discount (“OID”), and certain other Classes of REMIC Certificates may be issued with OID. In addition, because all payments will be treated as included in the stated redemption price at maturity, the LB Class will be treated as having been issued with OID. If a Class is issued with OID, a beneficial

owner of a Certificate of that Class generally must recognize some taxable income in advance of the receipt of the cash attributable to that income. See “Material Federal Income Tax Consequences—Taxation of Beneficial Owners of Regular Certificates—*Treatment of Original Issue Discount*” in the REMIC Prospectus. In addition, certain Classes of REMIC Certificates may be treated as having been issued at a premium. See “Material Federal Income Tax Consequences—Taxation of Beneficial Owners of Regular Certificates—*Regular Certificates Purchased at a Premium*” in the REMIC Prospectus.

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

<u>Group</u>	<u>Prepayment Assumption</u>
1	15% CPR
2	15% CPR
3	100% PSA
4	300% PSA
5	300% PSA
6	150% PSA
7	15% CPR

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 B, FC and SB Classes of RCR Certificates are Combination RCR Certificates. The remaining

Classes of RCR Certificates are Strip RCR Certificates. See “Material Federal Income Tax Consequences—Taxation of Beneficial Owners of RCR Certificates” in the REMIC Prospectus for a general discussion of the federal income tax treatment of beneficial owners of RCR Certificates.

### **PLAN OF DISTRIBUTION**

We are obligated to deliver the Certificates to Barclays Capital Inc. (the “Dealer”) in exchange for the SMBS, the Trust MBS and the Group 7 Underlying REMIC Certificates. The Dealer proposes to offer the Certificates directly to the public from time to time in negotiated transactions at varying prices to be determined at the time of sale. The Dealer may effect these transactions to or through other dealers.

### **LEGAL MATTERS**

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

## Group 7 Underlying REMIC Certificates

Underlying REMIC Trust	Class	Date of Issue	CUSIP Number	Interest Rate	Interest Type(1)	Final Distribution Date	Principal Type(1)	Original Principal or Notional Principal Balance of Class	December 2009 Class Factor	Principal or Notional Principal Balance in the Lower Tier REMIC	Approximate Weighted Average WAC	Approximate Weighted Average WAM (in months)	Approximate Weighted Average WALA (in months)
2003-071	IE	July 2003	31393EHB8	5.5%	FIX/IO	August 2033	NTL	\$44,145,454	0.28812127	\$12,719,244.27	5.899%	270	79
2008-095	PO(2)	December 2008	31397MN86	0.00	PO	November 2032	SC/PT	16,967,000	1.00000000	16,967,000.00	5.916	266	81

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

(2) The Class 2008-95-PO REMIC Certificate is backed by the Class 2005-107-SP REMIC Certificate, which is in turn backed by the following Fannie Mae REMIC certificate with the following characteristics:

Class	Interest Type	Principal Type
2003-26-PE	FIX	PAC

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						
Classes	Original Balances	RCR Classes	Original Balances	Principal Type(2)	Interest Rate	Interest Type(2)	CUSIP Number	Final Distribution Date
Recombination 1								
BI	\$ 10,000,000(3)	B	\$ 10,000,000	SEQ	3.50%	FIX	31398GWS4	January 2025
BO	10,000,000							
Recombination 2								
A	79,245,000	AB	79,245,000	SEQ	2.50	FIX	31398GWP0	December 2023
		AI	22,641,428(3)	NTL	3.50	FIX/IO	31398GWR6	December 2023
Recombination 3								
A	79,245,000	AC	79,245,000	SEQ	3.00	FIX	31398GWWQ8	December 2023
		AI	11,320,714(3)	NTL	3.50	FIX/IO	31398GWR6	December 2023
Recombination 4								
FB	36,557,400	FC	36,557,400	PT	(4)	FLT	31398GWT2	January 2040
SQ	36,557,400(3)							
Recombination 5								
SQ	36,557,400(3)	SB	36,557,400(3)	NTL	(4)	INV/IO	31398GWU9	January 2040
SC	36,557,400(3)							
Recombination 6								
DA	159,905,824	DB	159,905,824	PT	3.00	FIX	31398GWWV7	December 2020
		DI	53,301,941(3)	NTL	4.50	FIX/IO	31398GXB0	December 2020
Recombination 7								
DA	159,905,824	DC	159,905,824	PT	3.25	FIX	31398GWWV5	December 2020
		DI	44,418,284(3)	NTL	4.50	FIX/IO	31398GXB0	December 2020
Recombination 8								
DA	159,905,824	DE	159,905,824	PT	3.50	FIX	31398GWWX3	December 2020
		DI	35,534,628(3)	NTL	4.50	FIX/IO	31398GXB0	December 2020
Recombination 9								
DA	159,905,824	DG	159,905,824	PT	3.75	FIX	31398GWY1	December 2020
		DI	26,650,971(3)	NTL	4.50	FIX/IO	31398GXB0	December 2020



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								
DA	\$159,905,824	DH	\$159,905,824	PT	4.00%	FIX	31398GWZ8	December 2020
		DI	17,767,314(3)	NTL	4.50	FIX/IO	31398GXB0	December 2020
Recombination 11								
DA	\$159,905,824	DJ	159,905,824	PT	4.25	FIX	31398GXA2	December 2020
		DI	8,883,657(3)	NTL	4.50	FIX/IO	31398GXB0	December 2020

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

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

(3) Notional balances. These Classes are Interest Only Classes. See page S-10 for a description of how their notional balances are calculated.

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

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

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

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**\$425,641,983**



**Guaranteed REMIC  
Pass-Through Certificates**

**Fannie Mae REMIC Trust 2009-113**

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**PROSPECTUS SUPPLEMENT**

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**Barclays Capital**

**December 22, 2009**

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