

\$911,615,591



FannieMae®

**Guaranteed REMIC Pass-Through Certificates
Fannie Mae REMIC Trust 2007-74**

The Certificates

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

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
- Fannie Mae Stripped MBS.

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

Class	Group	Original Class Balance	Principal Type	Interest Rate	Interest Type	CUSIP Number	Final Distribution Date
A	1	\$337,561,000	SEQ	5.0%	FIX	31396WN77	April 2034
VA(1)	1	32,835,000	SEQ/AD	5.0	FIX	31396WN85	August 2018
VO(1)	1	35,038,000	SEQ/AD	(2)	PO	31396WN93	January 2026
VT(1)	1	35,038,000 (3)	NTL	5.0	FIX/IO	31396WP26	January 2026
Z(1)	1	45,248,591	SEQ	5.0	FIX/Z	31396WP34	August 2037
LG	2	50,000,000	SEQ	6.0	FIX	31396WP42	November 2035
LO(1)	2	100,000,000	SEQ	(2)	PO	31396WP59	November 2035
LI(1)	2	100,000,000 (3)	NTL	6.0	FIX/IO	31396WP67	November 2035
VJ(1)	2	9,102,000	SEQ/AD	6.0	FIX	31396WP75	June 2018
VK(1)	2	7,319,000	SEQ/AD	6.0	FIX	31396WP83	November 2023
ZL(1)	2	10,050,000	SEQ	6.0	FIX/Z	31396WP91	August 2037
BC(1)	3	105,000,000	SEQ	5.5	FIX	31396WQ25	September 2033
BG(1)	3	14,025,000	SEQ	5.5	FIX	31396WQ33	January 2035
VE	3	8,792,000	SEQ/AD	5.5	FIX	31396WQ41	July 2018
OG(1)	3	11,383,000	SEQ/AD	(2)	PO	31396WQ58	November 2026
IG(1)	3	11,383,000 (3)	NTL	5.5	FIX/IO	31396WQ66	November 2026
ZE	3	10,800,000	SEQ	5.5	FIX/Z	31396WQ74	August 2037
QA	4	17,629,000	PAC	6.0	FIX	31396WQ82	February 2021
QB	4	50,000,000	PAC	6.0	FIX	31396WQ90	December 2033
QC	4	14,652,000	PAC	6.0	FIX	31396WR24	February 2036
QI(1)	4	12,875,000 (3)	NTL	6.0	FIX/IO	31396WR32	August 2037
QO(1)	4	12,875,000	PAC	(2)	PO	31396WR40	August 2037
QW(1)	4	4,524,000	PAC	6.0	FIX	31396WR57	August 2037
QX(1)	4	3,920,000	PAC	6.0	FIX	31396WR65	August 2037
QJ	4	25,924,080	SUP	6.0	FIX	31396WR73	April 2037
QK	4	4,937,920	SUP	6.0	FIX	31396WR81	August 2037
R		0	NPR	0	NPR	31396WR99	August 2037
RL		0	NPR	0	NPR	31396WS23	August 2037

(1) Exchangeable classes.
(2) Principal only classes.

(3) Notional balances. These classes are interest only classes. See page S-6 for a description of how their notional balances are calculated.

If you own certificates of certain classes, you can exchange them for the corresponding RCR certificates to be issued at the time of the exchange. The VB, AC, VL, LE, LA, LB, LC, VG, BA, QD and QE Classes are the RCR classes, as further described in this prospectus supplement.

The dealer will offer the certificates from time to time in negotiated transactions at varying prices. We expect the settlement date to be July 30, 2007.

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

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

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

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

MORGAN STANLEY

The date of this Prospectus Supplement is June 14, 2007

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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 May 1, 2002 (the “REMIC Prospectus”);
- our Prospectus for Fannie Mae Guaranteed Mortgage Pass-Through Certificates (Single-Family Residential Mortgage Loans) dated January 1, 2006 (for all MBS issued prior to June 1, 2007) or dated June 1, 2007 (for all MBS issued on or after June 1, 2007) (as applicable, the “MBS Prospectus”);
- if you are purchasing any Group 1 Class or the R or RL Class, our Prospectus for Fannie Mae Stripped Mortgage-Backed Securities dated May 1, 2002 (the “SMBS Prospectus”); and
- any information incorporated by reference in this prospectus supplement as discussed below under the heading “Incorporation by Reference.”

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 SMBS Prospectus by writing or calling the dealer at:

Morgan Stanley & Co. Incorporated
c/o Broadridge Financial Solutions
Prospectus Department
1155 Long Island Avenue
Edgewood, New York 11717
(telephone 631-254-7106).

INCORPORATION BY REFERENCE

In this prospectus supplement, we are incorporating by reference the MBS Prospectus and the SMBS Prospectus described above. In addition, we are incorporating by reference the documents listed below. This means that we are disclosing information to you by referring you to these documents. These documents are considered part of this prospectus supplement, so you should read this prospectus supplement, and any applicable supplements or amendments, together with these documents.

You should rely only on the information provided or incorporated by reference in this prospectus supplement, the REMIC Prospectus, the MBS Prospectus, the SMBS Prospectus and any applicable supplements or amendments.

We incorporate by reference the following documents we have filed, or may file, with the Securities and Exchange Commission (“SEC”):

- our Annual Report on Form 10-K for the fiscal year ended December 31, 2005 (“2005 10-K”);
- all other reports we have filed pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 since the end of the fiscal year covered by the 2005 10-K until the date of this prospectus supplement, excluding any information “furnished” to the SEC on Form 8-K; and

- all proxy statements that we file with the SEC and all documents that we file with the SEC pursuant to Section 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934 subsequent to the date of this prospectus supplement and prior to the completion of the offering of the certificates, excluding any information we “furnish” to the SEC on Form 8-K.

Any information incorporated by reference in this prospectus supplement is deemed to be modified or superseded for purposes of this prospectus supplement to the extent information contained or incorporated by reference in this prospectus supplement modifies or supersedes such information. In such case, the information will constitute a part of this prospectus supplement only as so modified or superseded.

We file annual, quarterly and current reports, proxy statements and other information with the SEC. You can obtain copies of the periodic reports we file with the SEC without charge by calling or writing our Office of Investor Relations, Fannie Mae, 3900 Wisconsin Avenue, NW, Washington, DC 20016, telephone: (202) 752-7115. The periodic and current reports that we file with the SEC are also available on our Web site. Information appearing on our Web site is not incorporated in this prospectus supplement except as specifically stated in this prospectus supplement.

In addition, you may read our SEC filings and other information about Fannie Mae at the offices of the New York Stock Exchange, the Chicago Stock Exchange and the Pacific Exchange. Our SEC filings are also available at the SEC’s Web site at www.sec.gov. We are providing the address of the SEC’s Web site solely for the information of prospective investors. Information appearing on the SEC’s Web site is not incorporated in this prospectus supplement except as specifically stated in this prospectus supplement.

REFERENCE SHEET

This reference sheet is not a summary of the transaction and does not contain complete information about the certificates. You should purchase the certificates only after reading this prospectus supplement and each of the additional disclosure documents listed on page S-3.

Assets Underlying Each Group of Classes

<u>Group</u>	<u>Assets</u>
1	Group 1 MBS Group 1 SMBS
2	Group 2 MBS
3	Group 3 MBS
4	Group 4 MBS

Assumed Characteristics of the Mortgage Loans Underlying the Trust MBS (as of July 1, 2007)

	<u>Approximate Principal Balance</u>	<u>Original Term to Maturity (in months)</u>	<u>Approximate Weighted Average Remaining Term to Maturity (in months)</u>	<u>Approximate Weighted Average Loan Age (in months)</u>	<u>Approximate Weighted Average Coupon</u>
Group 1 MBS	\$316,667,743	360	305	48	5.437%
Group 2 MBS	\$176,471,000	360	346	12	6.630%
Group 3 MBS	\$150,000,000	360	335	22	5.960%
Group 4 MBS	\$134,462,000	360	346	12	6.560%

The actual remaining terms to maturity, loan ages and interest rates of most of the related mortgage loans will differ from the weighted averages shown above, perhaps significantly.

Assumed Characteristics of the Mortgage Loans Underlying the Group 1 SMBS (as of July 1, 2007)

<u>Approximate Principal Balance</u>	<u>Original Term to Maturity (in months)</u>	<u>Approximate Weighted Average Remaining Term to Maturity (in months)</u>	<u>Approximate Weighted Average Loan Age (in months)</u>	<u>Approximate Weighted Average Coupon</u>	<u>SMBS Trust and Class Designations</u>
\$131,940,782*	360	304	48	5.437%	340-1
\$131,940,782†	360	304	48	5.437%	340-2
\$ 2,074,066*	360	307	46	5.481%	347-1
\$ 2,074,066†	360	307	46	5.481%	347-2

* These are principal only SMBS certificates.

† Notional principal balances. These are interest only SMBS certificates.

The actual remaining terms to maturity, loan ages and interest rates of most of the related mortgage loans will differ from the weighted averages shown above, perhaps significantly.

Class Factors

The class factors are numbers that, when multiplied by the initial principal balance of a certificate, can be used to calculate the current principal balance of that certificate (after taking into account principal payments in the same month). We publish the class factors on or shortly after the 11th day of each month.

Settlement Date

We expect to issue the certificates on July 30, 2007.

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.

Book-Entry and Physical Certificates

We will issue the book-entry certificates through the U.S. Federal Reserve Banks, which will electronically track ownership of the certificates and payments on them. We will issue physical certificates in registered, certificated form.

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

<u>Fed Book-Entry</u>	<u>Physical</u>
All classes of certificates other than the R and RL Classes	R and RL Classes

Exchanging Certificates Through Combination and Recombination

If you own certain certificates, you will be able to exchange them for a proportionate interest in the related RCR certificates as shown on Schedule 1. We will issue the RCR certificates upon such exchange. You can exchange your certificates by notifying us and paying an exchange fee. We use the principal and interest of the certificates exchanged to pay principal and interest on the related RCR certificates. Schedule 1 lists the available combinations of the certificates eligible for exchange and the related RCR certificates.

Interest Rates

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

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

Notional Classes

A notional class will not receive any principal. Its notional principal balance is the balance used to calculate accrued interest. The notional principal balances will equal the percentages of the outstanding balances specified below immediately before the related distribution date:

<u>Class</u>	
VI	100% of the VO Class
LI	100% of the LO Class
IG	100% of the OG Class
QI	100% of the QO Class

Distributions of Principal

Group 1 Principal Distribution Amount

Z Accrual Amount

To the VA and VO Classes, in that order, to zero, and thereafter to the Z Class.

Group 1 Cash Flow Distribution Amount

To the A, VA, VO and Z Classes, in that order, to zero.

Group 2 Principal Distribution Amount

ZL Accrual Amount

To the VJ and VK Classes, in that order, to zero, and thereafter to the ZL Class.

Group 2 Cash Flow Distribution Amount

1. To the LG and LO Classes, pro rata, to zero.
2. To the VJ, VK and ZL Classes, in that order, to zero.

Group 3 Principal Distribution Amount

ZE Accrual Amount

To the VE and OG Classes, in that order, to zero, and thereafter to the ZE Class.

Group 3 Cash Flow Distribution Amount

To the BC, BG, VE, OG and ZE Classes, in that order, to zero.

Group 4 Principal Distribution Amount

1. To the Aggregate Group to its Planned Balance.
2. To the QW Class to its Planned Balance.
3. To the QX Class to its Planned Balance.
4. To the QJ and QK Classes, in that order, to zero.
5. To the QX Class to zero.
6. To the QW Class to zero.
7. To the Aggregate Group to zero.

For a description of the Aggregate Group, see “Description of the Certificates—Distributions of Principal—*Group 4 Principal Distribution Amount*” in this prospectus supplement.

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

Weighted Average Lives (years)*

Group 1 Classes		PSA Prepayment Assumption						
		0%	100%	142%	300%	500%		
A		17.5	6.1	4.8	2.5	1.5		
VA		6.0	6.0	6.0	4.9	3.4		
VO, VI and VB		14.9	14.0	12.4	7.6	4.8		
Z		28.4	19.9	18.1	12.3	7.9		
AC		28.4	19.2	16.9	10.3	6.3		
Group 2 Classes		PSA Prepayment Assumption						
		0%	100%	209%	350%	500%		
LG, LO, LI, LA, LB and LC		19.3	8.4	4.8	3.1	2.2		
VJ		6.0	6.0	6.0	5.6	4.6		
VK		13.7	13.7	12.7	8.9	6.6		
ZL		29.2	24.2	18.4	13.2	9.7		
VL		9.4	9.4	9.0	7.1	5.5		
LE		29.2	24.2	17.6	11.7	8.2		
Group 3 Classes		PSA Prepayment Assumption						
		0%	100%	165%	300%	500%		
BC		17.2	6.0	4.1	2.4	1.4		
BG		26.7	15.4	11.0	6.5	3.8		
VE		6.0	6.0	6.0	5.4	3.8		
OG, IG and VG		15.4	15.1	13.1	8.7	5.5		
ZE		28.8	22.3	19.2	13.7	8.8		
BA		18.4	7.1	4.9	2.8	1.7		
Group 4 Classes		PSA Prepayment Assumption						
		0%	100%	113%	125%	209%	250%	500%
QA		6.4	1.3	1.3	1.3	1.3	1.3	1.2
QB		17.9	5.5	5.5	5.5	5.5	5.5	3.1
QC		23.8	11.0	11.0	11.0	11.0	11.0	5.6
QI, QO and QD		25.6	17.5	17.5	17.5	17.5	17.5	9.4
QW		26.5	10.9	3.3	3.3	3.3	3.3	1.6
QX		27.0	13.4	10.5	3.1	3.1	3.1	1.4
QJ		28.5	20.1	18.6	16.9	3.8	2.0	0.7
QK		29.8	27.5	27.1	26.7	19.9	5.4	1.5
QE		26.7	12.1	6.7	3.2	3.2	3.2	1.5

* Determined as specified under “Description of the Certificates—Weighted Average Lives of the Certificates” in this prospectus supplement.

ADDITIONAL RISK FACTORS

The rate of principal payments on the certificates will be affected by the rate of principal payments on the underlying mortgage loans. The rate at which you receive principal payments on the certificates will be sensitive to the rate of principal payments on the mortgage loans underlying the related MBS, including prepayments. Because borrowers generally may prepay their mortgage loans at any time without penalty, the rate of principal payments on the mortgage loans is likely to vary over time. It is highly unlikely that the mortgage loans will prepay

- at any of the prepayment rates we assumed in this prospectus supplement, or
- at any constant prepayment rate until maturity.

Yields may be lower than expected due to unexpected rate of principal payments. The actual yield on your certificates probably will be lower than you expect:

- if you buy your certificates at a premium and principal payments are faster than you expect, or
- if you buy your certificates at a discount and principal payments are slower than you expect.

Furthermore, in the case of interest only certificates and certificates purchased at a premium, you could lose money on your investment if prepayments occur at a rapid rate.

You must make your own decisions about the various applicable assumptions, including prepayment assumptions, when deciding whether to purchase the certificates.

Weighted average lives and yields on the certificates are affected by actual characteristics of the underlying mortgage loans. We have assumed that the mortgage loans underlying the Trust MBS and the Group 1 SMBS have certain characteristics. However, the actual mortgage loans probably will have different characteristics from those we assumed. As a result, your yields could be lower than you expect, even if the mortgage loans prepay at the indicated constant prepayment rates. In addition, slight differences between the assumed mortgage loan characteristics and the actual

mortgage loans could affect the weighted average lives of the classes of certificates.

Delay classes have lower yields and market values. Since the interest-bearing classes do not receive interest immediately following each interest accrual period, they have lower yields and lower market values than they would if there were no such delay.

Reinvestment of certificate payments may not achieve same yields as certificates. The rate of principal payments of the certificates is uncertain. You may be unable to reinvest the payments on the certificates at the same yields provided by the certificates.

Unpredictable timing of last payment affects yields on certificates. The actual final payment of your class is likely to occur earlier, and could occur much earlier, than the final distribution date listed on the cover page of this prospectus supplement. If you assume that the actual final payment will occur on the final distribution date specified, your yield could be lower than you expect.

Some investors may be unable to buy certain classes. Investors whose investment activities are subject to legal investment laws and regulations, or to review by regulatory authorities, may be unable to buy certain certificates. You should obtain legal advice to determine whether you may purchase the certificates.

Uncertain market for the certificates could make them difficult to sell and cause their values to fluctuate. We cannot be sure that a market for resale of the certificates will develop. Further, if a market develops, it may not continue or be sufficiently liquid to allow you to sell your certificates. Even if you are able to sell your certificates, the sale price may not be comparable to similar investments that have a developed market. Moreover, you may not be able to sell small or large amounts of certificates at prices comparable to those available to other investors. You should purchase certificates only if you understand and can tolerate the risk that the value of your certificates will vary over time and that your certificates may not be easily sold.

Terrorist activities and related military and political actions by the U.S. government

could cause reductions in investor confidence and substantial market volatility in real estate and securities markets. It is impossible to predict the extent to which terrorist activities may occur or, if they do occur, the extent of the effect on the certificates. Moreover, it is uncertain what effects any past or future terrorist activities or any related military or political actions on the part of the United States government and others will have on the United States and world financial markets, local, regional and national economies, real estate

markets across the United States, or particular business sectors, including those affecting the performance of mortgage loan borrowers. Among other things, reduced investor confidence could result in substantial volatility in securities markets and a decline in real estate-related investments. In addition, defaults on the mortgage loans could increase, causing early payments of principal to you and, regardless of the performance of the underlying mortgage loans, the liquidity and market value of the certificates may be impaired.

DESCRIPTION OF THE CERTIFICATES

The material under this heading summarizes certain 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”) and a separate trust (the “Lower Tier REMIC”) pursuant to a trust agreement dated as of September 1, 2006 and a supplement thereto dated as of July 1, 2007 (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 September 1, 2006 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 Trust and the Lower Tier REMIC each will constitute a “real estate mortgage investment conduit” (“REMIC”) under the Internal Revenue Code of 1986, as amended (the “Code”).

- The REMIC Certificates (except the R and RL Classes) will be “regular interests” in the Trust.
- The R Class will be the “residual interest” in the Trust.
- The interests in the Lower Tier REMIC other than the RL Class (the “Lower Tier Regular Interests”) will be the “regular interests” in the Lower Tier REMIC.
- The RL Class will be the “residual interest” in the Lower Tier REMIC.

The assets of the Trust will consist of the Lower Tier Regular Interests.

The assets of the Lower Tier REMIC will consist of

- four groups of Fannie Mae Guaranteed Mortgage Pass-Through Certificates (the “Group 1 MBS,” “Group 2 MBS,” “Group 3 MBS” and “Group 4 MBS” and, together, the “Trust MBS”), and
- certain Fannie Mae Stripped Mortgage-Backed Securities (the “Group 1 SMBS”).

The Group 1 SMBS represent beneficial ownership interests in certain principal and interest distributions on mortgage loans underlying 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.

Fannie Mae Guaranty. We guarantee that the following amounts will be available for distribution to Certificateholders:

- required installments of principal and interest on the Certificates on time, and
- the principal balance of each Class of Certificates no later than its Final Distribution Date, whether or not we have received sufficient payments on the MBS.

In addition, we guarantee that the following amounts will be available for distribution to each holder of an MBS:

- scheduled installments of principal and interest on the underlying Mortgage Loans on time, whether or not the related borrowers pay us, and
- the full principal balance of any foreclosed Mortgage Loan, whether or not we recover it.

Our guaranties are not backed by the full faith and credit of the United States. See “Description of Certificates—The Fannie Mae Guaranty” in the REMIC Prospectus, “Description of the Certificates—Fannie Mae Guaranty” in the MBS Prospectus and “Description of the SMBS Certificates—Fannie Mae Obligations” in the SMBS Prospectus.

Characteristics of Certificates. We will issue the Certificates (except the R and RL Classes) 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.” A Holder is not necessarily the beneficial owner of a Certificate. Beneficial owners ordinarily will hold Certificates through one or more financial intermediaries, such as banks, brokerage firms and securities clearing organizations. See “Description of Certificates—Denominations and Form” in the REMIC Prospectus.

We will issue the R and RL Certificates in fully registered, certificated form. The “Holder” or “Certificateholder” of the R or RL Certificate is its registered owner. The R or RL 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 the R or RL Certificate and may require payment to cover any tax or other governmental charge. See also “—Characteristics of the R and RL Classes” below.

The Holder of the R Class will receive the proceeds of any remaining assets of the Trust, and the Holder of the RL Class will receive the proceeds of any remaining assets of the Lower Tier REMIC, in each case only by presenting and surrendering the related Certificate at the office of the Paying Agent. US Bank will be the initial Paying Agent.

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

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

We will issue the R and RL Classes as single Certificates with no principal balances.

Distribution Dates. We will make monthly payments on the Certificates on the 25th day of each month (or, if the 25th is not a business day, on the first business day after the 25th). We refer to each of these dates as a “Distribution Date.” We will make the first payments to Certificateholders the month after we issue the Certificates.

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.

Class Factors. On or shortly after the eleventh calendar day of each month, we will publish a factor (carried to eight decimal places) for each Class of Certificates. When the applicable class factor is multiplied by the original principal balance (or notional principal balance) of a Certificate of any Class, the product will equal the current principal balance (or notional principal balance) of that Certificate after taking into account payments on the Distribution Date in the same month (as well as any addition to principal in the case of the Accrual Classes).

No Optional Termination. We have no option to effect an early termination of the Lower Tier REMIC or the Trust. Further, we will not repurchase the Mortgage Loans underlying any MBS in a “clean-up call.” See “Description of the Certificates—Termination” in the MBS Prospectus.

Voting the Group 1 SMBS. Holders of the Group 1 SMBS may be asked to vote on issues arising under the related trust agreement. If so, the Trustee will vote the Group 1 SMBS, as instructed by Holders of Certificates of the related Classes. The Trustee must receive instructions from Holders of Certificates having principal balances totaling at least 51% of the aggregate principal balance of the related Classes.

Combination and Recombination

General. You are permitted to exchange all or a portion of the VA, VO, VI, Z, LO, LI, VJ, VK, ZL, BC, BG, OG, IG, QI, QO, QW and QX Classes of REMIC Certificates for a proportionate interest in the related RCR Certificates in the combinations shown on Schedule 1. You also may exchange all or a portion of the RCR Certificates for the related REMIC Certificates in the same manner. This process may occur repeatedly.

Holders of RCR Certificates will be the beneficial owners of a proportionate interest in the related REMIC Certificates and will receive a proportionate share of the distributions on the related REMIC Certificates.

The Classes of REMIC Certificates and RCR Certificates that are outstanding at any given time, and the outstanding principal balances (exclusive of any notional principal balance) of these Classes, will depend upon any related distributions of principal, as well as any exchanges that occur. REMIC Certificates and RCR Certificates may be exchanged only in the proportions shown on Schedule 1.

Procedures. If a Certificateholder wishes to exchange Certificates, the Certificateholder must notify our Structured Transactions Department through one of our “REMIC Dealer Group” dealers in writing or by telefax no later than two business days before the proposed exchange date. The exchange date can be any business day other than the first or last business day of the month subject to our approval. The notice must include the outstanding principal balance of both the Certificates to be exchanged and the Certificates to be received, and the proposed exchange date. After receiving the Holder’s notice, we will telephone the dealer with delivery and wire payment instructions. Notice becomes irrevocable on the second business day before the proposed exchange date.

In connection with each exchange, the Holder must pay us a fee equal to 1/32 of 1% of the outstanding principal balance of the Certificates to be exchanged. In no event, however, will our fee be less than \$2,000.

We will make the first distribution on a REMIC Certificate or an RCR Certificate received in an exchange transaction on the Distribution Date in the following month. We will make that distribution to the Holder of record as of the close of business on the last day of the month of the exchange.

Additional Considerations. The characteristics of RCR Certificates will reflect the characteristics of the REMIC Certificates used to form those RCR Certificates. You should also consider a

number of factors that will limit a Certificateholder's ability to exchange REMIC Certificates for RCR Certificates or vice versa:

- At the time of the proposed exchange, a Certificateholder must own Certificates of the related Class or Classes in the proportions necessary to make the desired exchange.
- A Certificateholder that does not own the Certificates may be unable to obtain the necessary REMIC Certificates or RCR Certificates.
- 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.
- The Certificateholder of needed Certificates may refuse to sell them at a reasonable price (or any price) or may be unable to sell them.
- Certain Certificates may have been purchased and placed into other financial structures and thus be unavailable.
- Principal distributions will decrease the amounts available for exchange over time.
- Only the combinations listed on Schedule 1 are permitted.

The Trust MBS

The following table contains certain information about the Trust MBS. The Trust MBS included in each specified Group will have the aggregate unpaid principal balance and Pass-Through Rate shown below and the general characteristics described in the MBS Prospectus. 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. See "The Mortgage Pools" and "Yield, Maturity, and Prepayment Considerations" in the MBS Prospectus.

We expect the characteristics of the Trust MBS and the related Mortgage Loans as of the Issue Date to be as follows:

Group 1 MBS

Aggregate Unpaid Principal Balance	\$316,667,743
MBS Pass-Through Rate	5.00%
Range of WACs (annual percentages)	5.25% to 7.50%
Range of WAMs	241 months to 360 months
Approximate Weighted Average WAM	305 months
Approximate Weighted Average WALA (weighted average loan age)	48 months

Group 2 MBS

Aggregate Unpaid Principal Balance	\$176,471,000
MBS Pass-Through Rate	6.00%
Range of WACs (annual percentages)	6.25% to 8.50%
Range of WAMs	241 months to 360 months
Approximate Weighted Average WAM	346 months
Approximate Weighted Average WALA	12 months

Group 3 MBS

Aggregate Unpaid Principal Balance	\$150,000,000
MBS Pass-Through Rate	5.50%
Range of WACs (annual percentages)	5.75% to 8.00%
Range of WAMs	241 months to 360 months
Approximate Weighted Average WAM	335 months
Approximate Weighted Average WALA	22 months

Group 4 MBS

Aggregate Unpaid Principal Balance	\$134,462,000
MBS Pass-Through Rate	6.00%
Range of WACs (annual percentages)	6.25% to 8.50%
Range of WAMs	241 months to 360 months
Approximate Weighted Average WAM	346 months
Approximate Weighted Average WALA	12 months

The Group 1 SMBS

The general characteristics of the Group 1 SMBS are described in the SMBS Prospectus. The Group 1 SMBS provide that principal and interest 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 interests in a pool of conventional, fixed-rate, fully-amortizing Mortgage Loans secured by first mortgages or deed of trust on single-family residential properties. These Mortgage Loans have original maturities of up to 30 years. See “The Mortgage Pools” and “Yield, Maturity, and Prepayment Considerations” in the MBS Prospectus.

We expect the characteristics of the Group 1 SMBS and the underlying Mortgage Loans as of the Issue Date to be as follows:

Group 1 SMBS

Aggregate Unpaid Principal Balance	\$134,014,848
SMBS Pass-Through Rate	5.00%

Related Mortgage Loans

Range of WACs (annual percentages)	5.25% to 7.50%
Range of WAMs	241 months to 360 months
Approximate Weighted Average WAM	304 months
Approximate Weighted Average WALA	48 months

Final Data Statement

After issuing the Certificates, we will prepare a Final Data Statement containing certain information, including the Pool number, the current WAC and the current WAM of the Mortgage Loans underlying each of the Trust MBS and the Group 1 SMBS as of the Issue Date. If the current WAC is not available, the Final Data Statement will contain the most recently published WAC. If the current WAM is not available, the Final Data Statement will contain a WAM that we have calculated by subtracting from the most recently published WAM the number of months that have elapsed between the month in which the WAM was most recently published and the month of the Issue Date. The Final Data Statement also will include the weighted averages of all the WACs and the weighted averages of all the WAMs, based on the current unpaid principal balances of the Mortgage Loans underlying each of the Trust MBS and the Group 1 SMBS as of the Issue Date. You may obtain the Final Data Statement by telephoning us at 1-800-237-8627. In addition, the Final Data Statement is available on our corporate Web site at www.fanniemae.com.

Distributions of Interest

Categories of Classes

For the purpose of interest payments, the Classes will be categorized as follows:

<u>Interest Type*</u>	<u>Classes</u>
Group 1 Classes	
Fixed Rate	A, VA, VI and Z
Accrual	Z
Interest Only	VI
Principal Only	VO
RCR**	VB and AC
Group 2 Classes	
Fixed Rate	LG, LI, VJ, VK and ZL
Accrual	ZL
Interest Only	LI
Principal Only	LO
RCR**	VL, LE, LA, LB and LC
Group 3 Classes	
Fixed Rate	BC, BG, VE, IG and ZE
Accrual	ZE
Interest Only	IG
Principal Only	OG
RCR**	VG and BA
Group 4 Classes	
Fixed Rate	QA, QB, QC, QI, QW, QX, QJ and QK
Interest Only	QI
Principal Only	QO
RCR**	QD and QE
No Payment Residual	R and RL

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

** See “—Combination and Recombination” above and Schedule 1 for a further description of the RCR Classes.

General. We will pay interest on the Certificates at the applicable annual interest rates specified on the cover or described in this prospectus supplement. We calculate interest based on an assumed 360-day year consisting of twelve 30-day months. We pay interest monthly (except in the case of the Accrual Classes) on each Distribution Date, beginning in the month after the Settlement Date specified in the Reference Sheet.

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.

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

Interest Accrual Periods. Interest to be paid on each Distribution Date will accrue on the Certificates during the applicable one-month period set forth below (each, an “Interest Accrual Period”).

<u>Classes</u>	<u>Interest Accrual Period</u>
All Fixed Rate Classes (collectively, the “Delay Classes”)	Calendar month preceding the month in which the Distribution Date occurs

See “Additional Risk Factors—*Delay classes have lower yields and market values*” in this prospectus supplement.

The Dealer will treat the Principal Only Classes as Delay Classes for the sole purpose of facilitating trading.

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

Notional Classes. The Notional Classes will not have principal balances. During each Interest Accrual Period, the Notional Classes will bear interest on their notional principal balances at their applicable interest rates. The notional principal balances of the Notional Classes will be calculated as specified under “Reference Sheet—Notional Classes” in this prospectus supplement.

We use the notional principal balance of a Notional Class to determine interest payments on that Class. Although a Notional Class will not have a principal balance and will not be entitled to any principal payments, we will publish a class factor for that Class. References in this prospectus supplement to the principal balances of the Certificates generally shall refer also to the notional principal balances of the Notional Classes.

Distributions of Principal

Categories of Classes

For the purpose of principal payments, the Classes fall into the following categories:

<u>Principal Type*</u>	<u>Classes</u>
Group 1 Classes	
Sequential Pay	A, VA, VO and Z
Accretion Directed	VA and VO
Notional	VI
RCR**	VB and AC
Group 2 Classes	
Sequential Pay	LG, LO, VJ, VK and ZL
Accretion Directed	VJ and VK
Notional	LI
RCR**	VL, LE, LA, LB and LC
Group 3 Classes	
Sequential Pay	BC, BG, VE, OG and ZE
Accretion Directed	VE and OG
Notional	IG
RCR**	VG and BA
Group 4 Classes	
PAC	QA, QB, QC, QO, QW and QX
Support	QJ and QK
Notional	QI
RCR**	QD and QE
No Payment Residual	R and RL

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

** See “—Combination and Recombination” above and Schedule 1 for a further description of the RCR Classes.

Principal Distribution Amount

On the Distribution Date in each month, we will pay principal on the Certificates in an aggregate amount (the “Principal Distribution Amount”) equal to the sum of

- the principal then paid on the Group 1 MBS and the Group 1 SMBS (the “Group 1 Cash Flow Distribution Amount”) plus any interest then accrued and added to the principal balance of the Z Class (the “Z Accrual Amount,” and together with the Group 1 Cash Flow Distribution Amount, the “Group 1 Principal Distribution Amount”),
- the principal then paid on the Group 2 MBS (the “Group 2 Cash Flow Distribution Amount”) plus any interest then accrued and added to the principal balance of the ZL Class (the “ZL Accrual Amount,” and together with the Group 2 Cash Flow Distribution Amount, the “Group 2 Principal Distribution Amount”),
- the principal then paid on the Group 3 MBS (the “Group 3 Cash Flow Distribution Amount”) plus any interest then accrued and added to the principal balance of the ZE Class (the “ZE Accrual Amount,” and together with the Group 3 Cash Flow Distribution Amount, the “Group 3 Principal Distribution Amount”), and
- the principal then paid on the Group 4 MBS (the “Group 4 Principal Distribution Amount”).

Group 1 Principal Distribution Amount

Z Accrual Amount

On each Distribution Date, we will pay the Z Accrual Amount, sequentially, as principal of the VA and VO Classes, in that order, until their principal balances are reduced to zero. Thereafter, we will pay the Z Accrual Amount as principal of the Z Class.

Accretion
Directed
Classes and
Accrual
Class

Group 1 Cash Flow Distribution Amount

On each Distribution Date, we will pay the Group 1 Cash Flow Distribution Amount, sequentially, as principal of the A, VA, VO and Z Classes, in that order, until their principal balances are reduced to zero.

Sequential
Pay Classes

Group 2 Principal Distribution Amount

ZL Accrual Amount

On each Distribution Date, we will pay the ZL Accrual Amount, sequentially, as principal of the VJ and VK Classes, in that order, until their principal balances are reduced to zero. Thereafter, we will pay the ZL Accrual Amount as principal of the ZL Class.

Accretion
Directed
Classes and
Accrual
Class

Group 2 Cash Flow Distribution Amount

On each Distribution Date, we will pay the Group 2 Cash Flow Distribution Amount as principal of the Group 2 Classes in the following priority;

- (i) concurrently, to LG and LO Classes, pro rata (or 33.3333333333% and 66.6666666667%, respectively), until their principal balances are reduced to zero; and
- (ii) sequentially, to the VJ, VK and ZL Classes, in that order, until their principal balances are reduced to zero.

Sequential
Pay Classes

Group 3 Principal Distribution Amount
ZE Accrual Amount

On each Distribution Date, we will pay the ZE Accrual Amount, sequentially, as principal of the VE and OG Classes, in that order, until their principal balances are reduced to zero. Thereafter, we will pay the ZE Accrual Amount as principal of the ZE Class.

Accretion
Directed
Classes and
Accrual
Class

Group 3 Cash Flow Distribution Amount

On each Distribution Date, we will pay the Group 3 Cash Flow Distribution Amount, sequentially, as principal of the BC, BG, VE, OG and ZE Classes, in that order, until their principal balances are reduced to zero.

Sequential
Pay Classes

Group 4 Principal Distribution Amount

On each Distribution Date, we will pay the Group 4 Principal Distribution Amount as principal of the Group 4 Classes in the following priority:

- (i) to the Aggregate Group (described below), until the Aggregate Balance (described below) is reduced to its Planned Balance for that Distribution Date;
- (ii) to the QW Class, until its principal balance is reduced to its Planned Balance for that Distribution Date;
- (iii) to the QX Class, until its principal balance is reduced to its Planned Balance for that Distribution Date;

PAC Group
and Classes

- (iv) sequentially, to the QJ and QK Classes, in that order, until their principal balances are reduced to zero;

Support
Classes

- (v) to the QX Class, without regard to its Planned Balance and until its principal balance is reduced to zero;
- (vi) to the QW Class, without regard to its Planned Balance and until its principal balance is reduced to zero; and
- (vii) to the Aggregate Group, without regard to its Planned Balance and until the Aggregate Balance is reduced to zero.

PAC Classes
and Group

The “Aggregate Group” consists of the QA, QB, QC and QO Classes. On each Distribution Date, we will apply payments of principal of the Aggregate Group, sequentially, to the QA, QB, QC and QO Classes, in that order, until their principal balances are reduced to zero.

The “Aggregate Balance” is equal to the aggregate principal balance of the Classes in the Aggregate Group.

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

Structuring Assumptions

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

- the Mortgage Loans underlying the Trust MBS and the Group 1 SMBS have the original terms to maturity, remaining terms to maturity, loan ages and interest rates specified under “Reference Sheet—Assumed Characteristics of the Mortgage Loans Underlying the Trust MBS” and “—Assumed Characteristics of the Mortgage Loans Underlying the Group 1 SMBS” 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 July 30, 2007; and
- each Distribution Date occurs on the 25th day of a month.

Prepayment Assumptions. Prepayments of mortgage loans commonly are measured relative to a prepayment standard or model. The model used in this prospectus supplement with respect to all Classes and the Principal Balance Schedules is the Securities Industry and Financial Markets Association's standard prepayment model ("PSA"). To assume a specified rate of PSA is to assume a specified rate of prepayment each month of the then-outstanding principal balance of a pool of new mortgage loans computed as described under "Description of Certificates—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.

Structuring Ranges. The Principal Balance Schedules are found beginning on page B-1 of this prospectus supplement. The Principal Balance Schedules have been prepared on the basis of the Pricing Assumptions and the assumption that the related Mortgage Loans will prepay at a constant PSA rate within the applicable Structuring Ranges set forth below.

<u>Principal Balance Schedule References</u>	<u>Related Group(1) and Classes</u>	<u>Structuring Ranges</u>
Planned Balances	Aggregate Group	Between 100% and 250% PSA
Planned Balances	QW Class	Between 113% and 250% PSA
Planned Balances	QX Class	Between 125% and 250% PSA

(1) The Structuring Range for the Aggregate Group is associated with the Aggregate Balance but not with the individual balances of the related Classes.

We cannot assure you that the balance of any Group or Class listed above will conform on any Distribution Date to the specified balance in the Principal Balance Schedule. As a result, we cannot assure you that payments of principal of any Group or Class listed above will begin or end on the Distribution Dates specified in the Principal Balance Schedule. We will distribute any excess of principal payments over the amount needed to reduce a Group or Class to its scheduled balance on a Distribution Date. Accordingly, the ability to reduce a Group or Class to its scheduled balance will not be improved by the averaging of high and low principal payments from month to month. In addition, even if the related Mortgage Loans prepay at rates falling within the applicable Structuring Ranges, principal distributions may be insufficient to reduce the applicable Group and Classes to their scheduled balances if the prepayments do not occur at a *constant* PSA rate. Moreover, because of the diverse remaining terms to maturity of the related Mortgage Loans, which may include recently originated Mortgage Loans, the Group and Classes specified above may not be reduced to their scheduled balances, even if prepayments occur at a *constant* rate within the applicable Structuring Ranges specified above.

Initial Effective Ranges. The Effective Range for a Group or Class is the range of prepayment rates (measured by *constant* PSA rates) which would reduce that Group or Class to its scheduled balance on each Distribution Date. The Initial Effective Ranges shown in the table below are based upon the assumed characteristics of the related Mortgage Loans specified in the Pricing Assumptions.

<u>Group and Classes</u>	<u>Initial Effective Ranges</u>
Aggregate Group	Between 100% and 250% PSA
QW Class	Between 113% and 250% PSA
QX Class	Between 125% and 250% PSA

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. The actual Effective Ranges calculated on the basis of the actual characteristics are likely to differ from the Initial Effective Ranges. As a result, the applicable Group and Classes might not be reduced to their scheduled balances even if prepayments were to occur at a *constant* PSA rate within the Initial Effective Ranges. This is so particularly if the rate were at the lower or higher end of these ranges. In addition, even if prepayments occur at rates falling within the actual Effective Ranges, principal distributions may be insufficient to reduce the applicable Group and Classes to their scheduled balances if such prepayments do not occur at a *constant* PSA rate. It is highly unlikely that the related Mortgage Loans will prepay at any *constant* PSA rate. In general, the actual Effective Ranges may narrow, widen or shift upward or downward to reflect actual prepayment experience over time.

The stability in principal payment of the Classes specified below will be supported by the corresponding supporting Classes as indicated in the following table:

<u>Classes</u>	<u>Supporting Classes</u>
Group 4	
Aggregate Group	QW, QX and Support
QW	QX and Support
QX	Support

When the supporting Classes are retired, the Classes they support, if still outstanding, may no longer have an Effective Range and will be more sensitive to prepayments.

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. We calculated the yields set forth in the tables by

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

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

We cannot assure you that

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

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

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

The Principal Only 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 Class.**

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>Classes</u>	<u>Price</u>
VO	48.687500%
LO	80.500000%
OG	55.468750%
QO	44.859375%

Sensitivity of the VO Class to Prepayments

	<u>PSA Prepayment Assumption</u>				
	<u>50%</u>	<u>100%</u>	<u>142%</u>	<u>300%</u>	<u>500%</u>
Pre-Tax Yields to Maturity	4.9%	5.2%	5.9%	9.7%	15.6%

Sensitivity of the LO Class to Prepayments

	<u>PSA Prepayment Assumption</u>				
	<u>50%</u>	<u>100%</u>	<u>209%</u>	<u>350%</u>	<u>500%</u>
Pre-Tax Yields to Maturity	1.9%	2.7%	4.8%	7.5%	10.4%

Sensitivity of the OG Class to Prepayments

	<u>PSA Prepayment Assumption</u>				
	<u>50%</u>	<u>100%</u>	<u>165%</u>	<u>300%</u>	<u>500%</u>
Pre-Tax Yields to Maturity	3.9%	4.0%	4.6%	6.9%	11.0%

Sensitivity of the QO Class to Prepayments

	<u>PSA Prepayment Assumption</u>						
	<u>50%</u>	<u>100%</u>	<u>113%</u>	<u>125%</u>	<u>209%</u>	<u>250%</u>	<u>500%</u>
Pre-Tax Yields to Maturity	4.2%	4.7%	4.7%	4.7%	4.7%	4.7%	9.0%

The Fixed Rate Interest Only Classes. The yields to investors in the Fixed Rate Interest Only Classes will be very sensitive to the rate of principal payments (including prepayments) of the related Mortgage Loans. The Mortgage Loans generally can be prepaid at any time without penalty. On the basis of the assumptions described below, the yield to maturity on the Fixed Rate Interest Only Classes would be 0% if prepayments of the related Mortgage Loans were to occur at the following constant rates:

<u>Class</u>	<u>% PSA</u>
VI	261% PSA
LI	333% PSA
IG	389% PSA
QI	534% PSA

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>
VI	42.0000%
LI	19.0000%
IG	38.0000%
QI	52.1875%

* 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 VI Class to Prepayments

	<u>PSA Prepayment Assumption</u>				
	<u>50%</u>	<u>100%</u>	<u>142%</u>	<u>300%</u>	<u>500%</u>
Pre-Tax Yields to Maturity	8.5%	7.9%	6.6%	(2.7)%	(20.4)%

Sensitivity of the LI Class to Prepayments

	<u>PSA Prepayment Assumption</u>				
	<u>50%</u>	<u>100%</u>	<u>209%</u>	<u>350%</u>	<u>500%</u>
Pre-Tax Yields to Maturity	27.1%	23.2%	13.2%	(2.0)%	(19.9)%

Sensitivity of the IG Class to Prepayments

	<u>PSA Prepayment Assumption</u>				
	<u>50%</u>	<u>100%</u>	<u>165%</u>	<u>300%</u>	<u>500%</u>
Pre-Tax Yields to Maturity	12.2%	12.1%	11.1%	5.3%	(8.0)%

Sensitivity of the QI Class to Prepayments

	<u>PSA Prepayment Assumption</u>						
	<u>50%</u>	<u>100%</u>	<u>113%</u>	<u>125%</u>	<u>209%</u>	<u>250%</u>	<u>500%</u>
Pre-Tax Yields to Maturity	9.7%	9.0%	9.0%	9.0%	9.0%	9.0%	1.4%

Weighted Average Lives of the Certificates

The weighted average life of a Certificate is determined by

- multiplying the amount of the reduction, if any, of the principal balance of the Certificate from one Distribution Date to the next Distribution Date by the number of years from the Settlement Date to the second such Distribution Date,
- summing the results, and
- dividing the sum by the aggregate amount of the reductions in principal balance of the Certificate referred to in clause (a).

For a description of the factors which may influence the weighted average life of a Certificate, see “Description of Certificates—Weighted Average Life and Final Distribution Date” 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 payments,
- the priority sequences of payments of principal of the Classes, and

- in the case of the Group 4 Classes, the payment of principal of certain Classes in accordance with the Principal Balance Schedules.

See “—Distributions of Principal” above.

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

Decrement Tables

The following tables indicate the percentages of original principal balances of the specified Classes that would be outstanding after each date shown at various constant PSA rates, and the corresponding weighted average lives of those Classes. The tables have been prepared on the basis of the Pricing Assumptions. However, in the case of the information set forth for each Class under 0% PSA, we assumed that the underlying 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 Relating to Trust Assets Specified Below</u>	<u>Original Terms to Maturity</u>	<u>Remaining Terms to Maturity</u>	<u>Interest Rates</u>
Group 1 MBS and Group 1 SMBS	360 months	360 months	7.50%
Group 2 MBS	360 months	360 months	8.50%
Group 3 MBS	360 months	360 months	8.00%
Group 4 MBS	360 months	360 months	8.50%

It is unlikely

- that all of the underlying Mortgage Loans will have the interest rates, loan ages or remaining terms to maturity assumed or
- that the underlying 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	A Class					VA Class					VO, VI† and VB Classes					Z Class				
	PSA Prepayment Assumption					PSA Prepayment Assumption					PSA Prepayment Assumption					PSA Prepayment Assumption				
	0%	100%	142%	300%	500%	0%	100%	142%	300%	500%	0%	100%	142%	300%	500%	0%	100%	142%	300%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
July 2008	99	90	86	74	58	93	93	93	93	93	100	100	100	100	100	105	105	105	105	105
July 2009	97	80	74	53	29	86	86	86	86	86	100	100	100	100	100	110	110	110	110	110
July 2010	96	71	63	36	10	78	78	78	78	78	100	100	100	100	100	116	116	116	116	116
July 2011	94	62	52	22	0	70	70	70	70	28	100	100	100	100	100	122	122	122	122	122
July 2012	93	54	43	11	0	61	61	61	61	0	100	100	100	100	28	128	128	128	128	128
July 2013	91	47	35	2	0	52	52	52	52	0	100	100	100	100	0	135	135	135	135	102
July 2014	89	40	27	0	0	42	42	42	0	0	100	100	100	88	0	142	142	142	142	69
July 2015	87	33	20	0	0	32	32	32	0	0	100	100	100	22	0	149	149	149	149	47
July 2016	85	27	14	0	0	22	22	22	0	0	100	100	100	0	0	157	157	157	132	32
July 2017	82	21	8	0	0	11	11	11	0	0	100	100	100	0	0	165	165	165	104	21
July 2018	80	15	3	0	0	0	0	0	0	0	99	99	99	0	0	173	173	173	81	14
July 2019	77	10	0	0	0	0	0	0	0	0	88	88	70	0	0	182	182	182	64	10
July 2020	74	6	0	0	0	0	0	0	0	0	76	76	18	0	0	191	191	191	49	6
July 2021	71	1	0	0	0	0	0	0	0	0	63	63	0	0	0	201	201	177	38	4
July 2022	67	0	0	0	0	0	0	0	0	0	50	20	0	0	0	211	211	151	29	3
July 2023	63	0	0	0	0	0	0	0	0	0	36	0	0	0	0	222	198	128	22	2
July 2024	59	0	0	0	0	0	0	0	0	0	21	0	0	0	0	234	170	107	17	1
July 2025	55	0	0	0	0	0	0	0	0	0	6	0	0	0	0	246	144	89	12	1
July 2026	50	0	0	0	0	0	0	0	0	0	0	0	0	0	0	250	120	72	9	*
July 2027	45	0	0	0	0	0	0	0	0	0	0	0	0	0	0	250	98	57	6	*
July 2028	40	0	0	0	0	0	0	0	0	0	0	0	0	0	0	250	77	44	4	*
July 2029	34	0	0	0	0	0	0	0	0	0	0	0	0	0	0	250	57	32	3	*
July 2030	27	0	0	0	0	0	0	0	0	0	0	0	0	0	0	250	39	21	2	*
July 2031	20	0	0	0	0	0	0	0	0	0	0	0	0	0	0	250	22	11	1	*
July 2032	13	0	0	0	0	0	0	0	0	0	0	0	0	0	0	250	6	3	*	*
July 2033	5	0	0	0	0	0	0	0	0	0	0	0	0	0	0	250	0	0	0	0
July 2034	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	224	0	0	0	0
July 2035	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	155	0	0	0	0
July 2036	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	80	0	0	0	0
July 2037	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	17.5	6.1	4.8	2.5	1.5	6.0	6.0	6.0	4.9	3.4	14.9	14.0	12.4	7.6	4.8	28.4	19.9	18.1	12.3	7.9

Date	AC Class					LG, LO, LI†, LA, LB and LC Classes					VJ Class					VK Class				
	PSA Prepayment Assumption					PSA Prepayment Assumption					PSA Prepayment Assumption					PSA Prepayment Assumption				
	0%	100%	142%	300%	500%	0%	100%	209%	350%	500%	0%	100%	209%	350%	500%	0%	100%	209%	350%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
July 2008	100	100	100	100	100	99	94	90	84	77	93	93	93	93	93	100	100	100	100	100
July 2009	100	100	100	100	100	98	86	75	62	49	86	86	86	86	86	100	100	100	100	100
July 2010	100	100	100	100	100	97	79	63	44	28	78	78	78	78	78	100	100	100	100	100
July 2011	100	100	100	100	88	96	72	52	31	14	70	70	70	70	70	100	100	100	100	100
July 2012	100	100	100	100	60	95	65	42	20	4	61	61	61	61	61	100	100	100	100	100
July 2013	100	100	100	100	41	93	59	33	11	0	52	52	52	52	9	100	100	100	100	100
July 2014	100	100	100	84	28	92	53	26	5	0	43	43	43	43	0	100	100	100	100	2
July 2015	100	100	100	67	19	90	47	20	0	0	32	32	32	29	0	100	100	100	100	0
July 2016	100	100	100	53	13	88	42	14	0	0	21	21	21	0	0	100	100	100	41	0
July 2017	100	100	100	41	9	87	37	10	0	0	10	10	10	0	0	100	100	100	0	0
July 2018	100	100	100	33	6	85	32	6	0	0	0	0	0	0	0	96	96	96	0	0
July 2019	100	100	95	25	4	82	28	2	0	0	0	0	0	0	0	80	80	80	0	0
July 2020	100	100	82	20	3	80	24	0	0	0	0	0	0	0	0	63	63	43	0	0
July 2021	100	100	71	15	2	77	20	0	0	0	0	0	0	0	0	44	44	0	0	0
July 2022	100	91	60	12	1	74	16	0	0	0	0	0	0	0	0	25	25	0	0	0
July 2023	100	79	51	9	1	71	13	0	0	0	0	0	0	0	0	4	4	0	0	0
July 2024	100	68	43	7	*	68	9	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2025	100	58	35	5	*	64	6	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2026	100	48	29	4	*	60	3	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2027	100	39	23	3	*	55	1	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2028	100	31	17	2	*	50	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2029	100	23	13	1	*	45	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2030	100	16	8	1	*	39	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2031	100	9	5	*	*	33	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2032	100	2	1	*	*	26	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2033	100	0	0	0	0	19	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2034	90	0	0	0	0	11	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2035	62	0	0	0	0	2	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2036	32	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2037	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	28.4	19.2	16.9	10.3	6.3	19.3	8.4	4.8	3.1	2.2	6.0	6.0	6.0	5.6	4.6	13.7	13.7	12.7	8.9	6.6

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

** Determined as specified under “—Weighted Average Lives of the Certificates” above.

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

Date	ZL Class					VL Class					LE Class					BC Class				
	PSA Prepayment Assumption					PSA Prepayment Assumption					PSA Prepayment Assumption					PSA Prepayment Assumption				
	0%	100%	209%	350%	500%	0%	100%	209%	350%	500%	0%	100%	209%	350%	500%	0%	100%	165%	300%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
July 2008	106	106	106	106	106	96	96	96	96	96	100	100	100	100	100	99	90	85	75	59
July 2009	113	113	113	113	113	92	92	92	92	92	100	100	100	100	100	98	80	71	52	27
July 2010	120	120	120	120	120	88	88	88	88	88	100	100	100	100	100	96	71	58	34	5
July 2011	127	127	127	127	127	83	83	83	83	83	100	100	100	100	100	95	62	46	19	0
July 2012	135	135	135	135	135	79	79	79	79	79	100	100	100	100	100	93	54	36	7	0
July 2013	143	143	143	143	143	74	74	74	74	49	100	100	100	100	85	91	46	26	0	0
July 2014	152	152	152	152	152	68	68	68	68	1	100	100	100	100	58	89	39	18	0	0
July 2015	161	161	161	161	105	62	62	62	61	0	100	100	100	99	40	87	32	11	0	0
July 2016	171	171	171	171	72	56	56	56	18	0	100	100	100	76	27	85	26	4	0	0
July 2017	182	182	182	155	49	50	50	50	0	0	100	100	100	59	19	82	20	0	0	0
July 2018	193	193	193	119	33	43	43	43	0	0	100	100	100	45	13	80	14	0	0	0
July 2019	205	205	205	91	23	36	36	36	0	0	100	100	100	35	9	77	9	0	0	0
July 2020	218	218	218	70	15	28	28	19	0	0	100	100	94	26	6	74	4	0	0	0
July 2021	231	231	210	53	10	20	20	0	0	0	100	100	80	20	4	70	0	0	0	0
July 2022	245	245	176	40	7	11	11	0	0	0	100	100	67	15	3	67	0	0	0	0
July 2023	261	261	147	30	5	2	2	0	0	0	100	100	56	11	2	63	0	0	0	0
July 2024	263	263	122	23	3	0	0	0	0	0	100	100	46	9	1	59	0	0	0	0
July 2025	263	263	100	17	2	0	0	0	0	0	100	100	38	6	1	54	0	0	0	0
July 2026	263	263	82	12	1	0	0	0	0	0	100	100	31	5	1	49	0	0	0	0
July 2027	263	263	66	9	1	0	0	0	0	0	100	100	25	3	*	44	0	0	0	0
July 2028	263	234	53	7	1	0	0	0	0	0	100	89	20	2	*	38	0	0	0	0
July 2029	263	197	42	5	*	0	0	0	0	0	100	75	16	2	*	31	0	0	0	0
July 2030	263	163	32	3	*	0	0	0	0	0	100	62	12	1	*	24	0	0	0	0
July 2031	263	131	24	2	*	0	0	0	0	0	100	50	9	1	*	17	0	0	0	0
July 2032	263	101	17	1	*	0	0	0	0	0	100	38	7	1	*	9	0	0	0	0
July 2033	263	72	11	1	*	0	0	0	0	0	100	27	4	*	*	*	0	0	0	0
July 2034	263	45	7	*	*	0	0	0	0	0	100	17	3	*	*	0	0	0	0	0
July 2035	263	20	3	*	*	0	0	0	0	0	100	8	1	*	*	0	0	0	0	0
July 2036	155	0	0	0	0	0	0	0	0	0	59	0	0	0	0	0	0	0	0	0
July 2037	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	29.2	24.2	18.4	13.2	9.7	9.4	9.4	9.0	7.1	5.5	29.2	24.2	17.6	11.7	8.2	17.2	6.0	4.1	2.4	1.4

Date	BG Class					VE Class					OG, IG† and VG Classes					ZE Class				
	PSA Prepayment Assumption					PSA Prepayment Assumption					PSA Prepayment Assumption					PSA Prepayment Assumption				
	0%	100%	165%	300%	500%	0%	100%	165%	300%	500%	0%	100%	165%	300%	500%	0%	100%	165%	300%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
July 2008	100	100	100	100	100	93	93	93	93	93	100	100	100	100	100	106	106	106	106	106
July 2009	100	100	100	100	100	86	86	86	86	86	100	100	100	100	100	112	112	112	112	112
July 2010	100	100	100	100	100	78	78	78	78	78	100	100	100	100	100	118	118	118	118	118
July 2011	100	100	100	100	28	70	70	70	70	70	100	100	100	100	100	125	125	125	125	125
July 2012	100	100	100	100	0	61	61	61	61	0	100	100	100	100	85	132	132	132	132	132
July 2013	100	100	100	76	0	52	52	52	52	0	100	100	100	100	12	139	139	139	139	139
July 2014	100	100	100	17	0	42	42	42	42	0	100	100	100	100	0	147	147	147	147	104
July 2015	100	100	100	0	0	32	32	32	0	0	100	100	100	88	0	155	155	155	155	71
July 2016	100	100	100	0	0	22	22	22	0	0	100	100	100	32	0	164	164	164	164	48
July 2017	100	100	87	0	0	10	10	10	0	0	100	100	100	0	0	173	173	173	157	33
July 2018	100	100	47	0	0	0	0	0	0	0	99	99	99	0	0	183	183	183	125	22
July 2019	100	100	12	0	0	0	0	0	0	0	89	89	89	0	0	193	193	193	99	15
July 2020	100	100	0	0	0	0	0	0	0	0	78	78	55	0	0	204	204	204	78	10
July 2021	100	93	0	0	0	0	0	0	0	0	68	68	10	0	0	216	216	216	61	7
July 2022	100	60	0	0	0	0	0	0	0	0	56	56	0	0	0	228	228	194	48	5
July 2023	100	29	0	0	0	0	0	0	0	0	44	44	0	0	0	241	241	166	37	3
July 2024	100	*	0	0	0	0	0	0	0	0	31	31	0	0	0	254	254	140	29	2
July 2025	100	0	0	0	0	0	0	0	0	0	17	0	0	0	0	269	252	118	22	1
July 2026	100	0	0	0	0	0	0	0	0	0	3	0	0	0	0	284	219	98	17	1
July 2027	100	0	0	0	0	0	0	0	0	0	0	0	0	0	0	287	188	81	12	1
July 2028	100	0	0	0	0	0	0	0	0	0	0	0	0	0	0	287	158	65	9	*
July 2029	100	0	0	0	0	0	0	0	0	0	0	0	0	0	0	287	131	52	7	*
July 2030	100	0	0	0	0	0	0	0	0	0	0	0	0	0	0	287	105	40	5	*
July 2031	100	0	0	0	0	0	0	0	0	0	0	0	0	0	0	287	81	29	3	*
July 2032	100	0	0	0	0	0	0	0	0	0	0	0	0	0	0	287	58	20	2	*
July 2033	100	0	0	0	0	0	0	0	0	0	0	0	0	0	0	287	37	12	1	*
July 2034	30	0	0	0	0	0	0	0	0	0	0	0	0	0	0	287	17	5	*	*
July 2035	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	225	0	0	0	0
July 2036	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	117	0	0	0	0
July 2037	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	26.7	15.4	11.0	6.5	3.8	6.0	6.0	6.0	5.4	3.8	15.4	15.1	13.1	8.7	5.5	28.8	22.3	19.2	13.7	8.8

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

** Determined as specified under “—Weighted Average Lives of the Certificates” above.

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

Date	BA Class					QA Class							QB Class						
	PSA Prepayment Assumption					PSA Prepayment Assumption							PSA Prepayment Assumption						
	0%	100%	165%	300%	500%	0%	100%	113%	125%	209%	250%	500%	0%	100%	113%	125%	209%	250%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
July 2008	99	91	87	78	64	94	63	63	63	63	63	63	100	100	100	100	100	100	100
July 2009	98	83	74	58	36	88	12	12	12	12	12	0	100	100	100	100	100	100	97
July 2010	97	74	63	41	17	81	0	0	0	0	0	0	100	87	87	87	87	87	50
July 2011	95	67	52	28	3	74	0	0	0	0	0	0	100	70	70	70	70	70	17
July 2012	94	59	43	18	0	66	0	0	0	0	0	0	100	55	55	55	55	55	0
July 2013	92	53	35	9	0	57	0	0	0	0	0	0	100	41	41	41	41	41	0
July 2014	91	46	28	2	0	47	0	0	0	0	0	0	100	27	27	27	27	27	0
July 2015	89	40	21	0	0	37	0	0	0	0	0	0	100	14	14	14	14	14	0
July 2016	87	34	15	0	0	25	0	0	0	0	0	0	100	2	2	2	2	2	0
July 2017	85	29	10	0	0	13	0	0	0	0	0	0	100	0	0	0	0	0	0
July 2018	82	24	6	0	0	0	0	0	0	0	0	0	100	0	0	0	0	0	0
July 2019	80	20	1	0	0	0	0	0	0	0	0	0	95	0	0	0	0	0	0
July 2020	77	15	0	0	0	0	0	0	0	0	0	0	89	0	0	0	0	0	0
July 2021	74	11	0	0	0	0	0	0	0	0	0	0	83	0	0	0	0	0	0
July 2022	71	7	0	0	0	0	0	0	0	0	0	0	76	0	0	0	0	0	0
July 2023	67	3	0	0	0	0	0	0	0	0	0	0	69	0	0	0	0	0	0
July 2024	63	*	0	0	0	0	0	0	0	0	0	0	61	0	0	0	0	0	0
July 2025	59	0	0	0	0	0	0	0	0	0	0	0	53	0	0	0	0	0	0
July 2026	55	0	0	0	0	0	0	0	0	0	0	0	43	0	0	0	0	0	0
July 2027	50	0	0	0	0	0	0	0	0	0	0	0	33	0	0	0	0	0	0
July 2028	45	0	0	0	0	0	0	0	0	0	0	0	22	0	0	0	0	0	0
July 2029	39	0	0	0	0	0	0	0	0	0	0	0	10	0	0	0	0	0	0
July 2030	33	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2031	27	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2032	20	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2033	12	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2034	3	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2035	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2036	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2037	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	18.4	7.1	4.9	2.8	1.7	6.4	1.3	1.3	1.3	1.3	1.3	1.2	17.9	5.5	5.5	5.5	5.5	5.5	3.1

Date	QC Class							QI†, QO and QD Classes							QW Class						
	PSA Prepayment Assumption							PSA Prepayment Assumption							PSA Prepayment Assumption						
	0%	100%	113%	125%	209%	250%	500%	0%	100%	113%	125%	209%	250%	500%	0%	100%	113%	125%	209%	250%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
July 2008	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	86	86	86	86	86
July 2009	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	66	66	66	66	0
July 2010	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	49	49	49	49	0
July 2011	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	34	34	34	34	0
July 2012	100	100	100	100	100	100	82	100	100	100	100	100	100	100	100	100	22	22	22	22	0
July 2013	100	100	100	100	100	100	29	100	100	100	100	100	100	100	100	100	13	13	13	13	0
July 2014	100	100	100	100	100	100	0	100	100	100	100	100	100	91	100	100	6	6	6	6	0
July 2015	100	100	100	100	100	100	0	100	100	100	100	100	100	63	100	100	*	*	*	*	0
July 2016	100	100	100	100	100	100	0	100	100	100	100	100	100	43	100	96	0	0	0	0	0
July 2017	100	74	74	74	74	74	0	100	100	100	100	100	100	29	100	79	0	0	0	0	0
July 2018	100	46	46	46	46	46	0	100	100	100	100	100	100	20	100	52	0	0	0	0	0
July 2019	100	23	23	23	23	23	0	100	100	100	100	100	100	13	100	17	0	0	0	0	0
July 2020	100	3	3	3	3	3	0	100	100	100	100	100	100	9	100	0	0	0	0	0	0
July 2021	100	0	0	0	0	0	0	100	84	84	84	84	84	6	100	0	0	0	0	0	0
July 2022	100	0	0	0	0	0	0	100	69	69	69	69	69	4	100	0	0	0	0	0	0
July 2023	100	0	0	0	0	0	0	100	56	56	56	56	56	3	100	0	0	0	0	0	0
July 2024	100	0	0	0	0	0	0	100	45	45	45	45	45	2	100	0	0	0	0	0	0
July 2025	100	0	0	0	0	0	0	100	36	36	36	36	36	1	100	0	0	0	0	0	0
July 2026	100	0	0	0	0	0	0	100	29	29	29	29	29	1	100	0	0	0	0	0	0
July 2027	100	0	0	0	0	0	0	100	23	23	23	23	23	1	100	0	0	0	0	0	0
July 2028	100	0	0	0	0	0	0	100	17	17	17	17	17	*	100	0	0	0	0	0	0
July 2029	100	0	0	0	0	0	0	100	13	13	13	13	13	*	100	0	0	0	0	0	0
July 2030	89	0	0	0	0	0	0	100	10	10	10	10	10	*	100	0	0	0	0	0	0
July 2031	41	0	0	0	0	0	0	100	7	7	7	7	7	*	100	0	0	0	0	0	0
July 2032	0	0	0	0	0	0	0	86	5	5	5	5	5	*	100	0	0	0	0	0	0
July 2033	0	0	0	0	0	0	0	21	3	3	3	3	3	*	100	0	0	0	0	0	0
July 2034	0	0	0	0	0	0	0	2	2	2	2	2	2	*	0	0	0	0	0	0	0
July 2035	0	0	0	0	0	0	0	1	1	1	1	1	1	*	0	0	0	0	0	0	0
July 2036	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2037	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	23.8	11.0	11.0	11.0	11.0	11.0	5.6	25.6	17.5	17.5	17.5	17.5	17.5	9.4	26.5	10.9	3.3	3.3	3.3	3.3	1.6

* Indicates an outstanding balance greater than 0% and less than 0.5% of the original principal balance.
 ** Determined as specified under “—Weighted Average Lives of the Certificates” above.
 † In the case of a Notional Class, the Decrement Table indicates the percentage of the original notional principal balance outstanding.

Date	QX Class							QJ Class						
	PSA Prepayment Assumption							PSA Prepayment Assumption						
	0%	100%	113%	125%	209%	250%	500%	0%	100%	113%	125%	209%	250%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100
July 2008	100	100	100	85	85	85	85	100	100	100	100	84	76	29
July 2009	100	100	100	64	64	64	0	100	100	100	100	63	45	0
July 2010	100	100	100	46	46	46	0	100	100	100	100	46	21	0
July 2011	100	100	100	31	31	31	0	100	100	100	100	33	4	0
July 2012	100	100	100	20	20	20	0	100	100	100	100	24	0	0
July 2013	100	100	100	11	11	11	0	100	100	100	100	18	0	0
July 2014	100	100	100	4	4	4	0	100	100	100	100	14	0	0
July 2015	100	100	100	0	0	0	0	100	100	100	100	13	0	0
July 2016	100	100	91	0	0	0	0	100	100	100	98	11	0	0
July 2017	100	100	70	0	0	0	0	100	100	100	95	10	0	0
July 2018	100	100	38	0	0	0	0	100	100	100	90	8	0	0
July 2019	100	100	0	0	0	0	0	100	100	100	84	5	0	0
July 2020	100	72	0	0	0	0	0	100	100	93	78	3	0	0
July 2021	100	20	0	0	0	0	0	100	100	85	71	1	0	0
July 2022	100	0	0	0	0	0	0	100	95	78	64	0	0	0
July 2023	100	0	0	0	0	0	0	100	86	70	56	0	0	0
July 2024	100	0	0	0	0	0	0	100	77	62	49	0	0	0
July 2025	100	0	0	0	0	0	0	100	68	53	42	0	0	0
July 2026	100	0	0	0	0	0	0	100	59	46	35	0	0	0
July 2027	100	0	0	0	0	0	0	100	50	38	28	0	0	0
July 2028	100	0	0	0	0	0	0	100	41	30	22	0	0	0
July 2029	100	0	0	0	0	0	0	100	32	23	15	0	0	0
July 2030	100	0	0	0	0	0	0	100	24	16	9	0	0	0
July 2031	100	0	0	0	0	0	0	100	16	9	4	0	0	0
July 2032	100	0	0	0	0	0	0	100	8	3	0	0	0	0
July 2033	100	0	0	0	0	0	0	100	1	0	0	0	0	0
July 2034	42	0	0	0	0	0	0	100	0	0	0	0	0	0
July 2035	0	0	0	0	0	0	0	68	0	0	0	0	0	0
July 2036	0	0	0	0	0	0	0	27	0	0	0	0	0	0
July 2037	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	27.0	13.4	10.5	3.1	3.1	3.1	1.4	28.5	20.1	18.6	16.9	3.8	2.0	0.7

Date	QK Class							QE Class						
	PSA Prepayment Assumption							PSA Prepayment Assumption						
	0%	100%	113%	125%	209%	250%	500%	0%	100%	113%	125%	209%	250%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100
July 2008	100	100	100	100	100	100	100	100	100	92	85	85	85	85
July 2009	100	100	100	100	100	100	0	100	100	82	65	65	65	0
July 2010	100	100	100	100	100	100	0	100	100	72	47	47	47	0
July 2011	100	100	100	100	100	100	0	100	100	65	33	33	33	0
July 2012	100	100	100	100	100	59	0	100	100	58	21	21	21	0
July 2013	100	100	100	100	100	21	0	100	100	53	12	12	12	0
July 2014	100	100	100	100	100	3	0	100	100	49	5	5	5	0
July 2015	100	100	100	100	100	*	0	100	100	47	*	*	*	0
July 2016	100	100	100	100	100	*	0	100	98	42	0	0	0	0
July 2017	100	100	100	100	100	*	0	100	89	32	0	0	0	0
July 2018	100	100	100	100	100	*	0	100	74	18	0	0	0	0
July 2019	100	100	100	100	100	*	0	100	55	0	0	0	0	0
July 2020	100	100	100	100	100	*	0	100	33	0	0	0	0	0
July 2021	100	100	100	100	100	*	0	100	9	0	0	0	0	0
July 2022	100	100	100	100	92	*	0	100	0	0	0	0	0	0
July 2023	100	100	100	100	81	*	0	100	0	0	0	0	0	0
July 2024	100	100	100	100	71	*	0	100	0	0	0	0	0	0
July 2025	100	100	100	100	61	*	0	100	0	0	0	0	0	0
July 2026	100	100	100	100	52	*	0	100	0	0	0	0	0	0
July 2027	100	100	100	100	44	*	0	100	0	0	0	0	0	0
July 2028	100	100	100	100	36	*	0	100	0	0	0	0	0	0
July 2029	100	100	100	100	30	*	0	100	0	0	0	0	0	0
July 2030	100	100	100	100	24	*	0	100	0	0	0	0	0	0
July 2031	100	100	100	100	18	*	0	100	0	0	0	0	0	0
July 2032	100	100	100	92	13	*	0	100	0	0	0	0	0	0
July 2033	100	100	82	65	9	*	0	100	0	0	0	0	0	0
July 2034	100	65	51	41	5	*	0	20	0	0	0	0	0	0
July 2035	100	29	23	18	2	*	0	0	0	0	0	0	0	0
July 2036	100	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2037	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	29.8	27.5	27.1	26.7	19.9	5.4	1.5	26.7	12.1	6.7	3.2	3.2	3.2	1.5

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

** Determined as specified under “—Weighted Average Lives of the Certificates” above.

Characteristics of the R and RL Classes

The R and RL Classes will not have principal balances and will not bear interest. If any assets of the Trust remain after the principal balances of all Classes are reduced to zero, we will pay the Holder of the R Class the proceeds from those assets. If any assets of the Lower Tier REMIC remain after the principal balances of the Lower Tier Regular Interests are reduced to zero, we will pay the proceeds of those assets to the Holder of the RL Class. Fannie Mae does not expect that any material assets will remain in either case.

A Residual Certificate will be subject to certain transfer restrictions. We will not permit transfer of record or beneficial ownership of a Residual Certificate to a “disqualified organization.” In addition, we will not permit transfer of record or beneficial ownership of a Residual Certificate to any person that is not a “U.S. Person” or a foreign person subject to United States income taxation on a net basis on income derived from that Certificate. Any transferee of a Residual Certificate must execute and deliver an affidavit and an Internal Revenue Service Form W-9 (or, if applicable, a Form W-8ECI) on which the transferee provides its taxpayer identification number. See “Description of Certificates—Special Characteristics of Residual Certificates” and “Certain Federal Income Tax Consequences—*Taxation of Beneficial Owners of Residual Certificates*” in the REMIC Prospectus. The affidavit must also state that the transferee is a “U.S. Person” or a foreign person subject to United States income taxation on a net basis on income derived from that Certificate and that, if the transferee is a partnership for U.S. federal income tax purposes, each person or entity that holds an interest (directly, or indirectly through a pass-through entity) in the partnership is a “U.S. Person” or a foreign person subject to United States income taxation on a net basis on income derived from that Certificate. In addition, the transferee must receive an affidavit containing these same representations from any new transferee. Transferors of a Residual Certificate should consult with their own tax advisors for further information regarding such transfers.

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. The R and RL Classes will constitute noneconomic residual interests under the Regulations. Having a significant purpose to impede the assessment or collection of tax means that the transferor of a Residual Certificate knew or should have known that the transferee would be unwilling or unable to pay taxes due on its share of the taxable income of the REMIC trust (that is, the transferor had “improper knowledge”).

As discussed under the caption “Special Characteristics of Residual Certificates” in the REMIC Prospectus, the Regulations presume that a transferor does not have improper knowledge if two conditions are met. The Treasury Department has amended the Regulations to provide additional requirements that a transferor must satisfy to avail itself of the safe harbor regarding the presumed lack of improper knowledge. For transfers occurring on or after August 19, 2002, a transferor of a Residual Certificate is presumed not to have improper knowledge if, in addition to meeting the two conditions discussed in the REMIC Prospectus, both (i) the transferee represents that it will not cause income from the Residual Certificate to be attributed to a foreign permanent establishment or fixed base of the transferee or another taxpayer and (ii) the transfer satisfies either the “asset test” or the “formula test.” The representation described in (i) will be included in the affidavit discussed above. See “Description of Certificates—Special Characteristics of Residual Certificates” and “Certain Federal Income Tax Consequences—*Taxation of Beneficial Owners of Residual Certificates*” in the REMIC Prospectus.

A transfer satisfies the asset test if (i) the transferee’s gross assets exceed \$100 million and its net assets exceed \$10 million (in each case, at the time of the transfer and at the close of each of the transferee’s two fiscal years preceding the year of transfer), (ii) the transferee is an “eligible corporation” and the transferee agrees in writing that any subsequent transfer of the Residual Certificate will be to an eligible corporation and will comply with the safe harbor and satisfy the asset test, and (iii) the facts and circumstances known to the transferor do not reasonably indicate

that the taxes associated with the Residual Certificate will not be paid. A transfer satisfies the formula test if the present value of the anticipated tax liabilities associated with holding the Residual Certificate is less than or equal to the present value of the sum of (i) any consideration given to the transferee to acquire the Residual Certificate, (ii) expected future distributions on the Residual Certificate, and (iii) anticipated tax savings associated with holding the Residual Certificate as the related REMIC trust generates losses. The Regulations contain additional details regarding their application and you should consult your own tax advisor regarding the application of the Regulations to a transfer of a Residual Certificate.

The Holder of the R Class will be considered to be the holder of the “residual interest” in the REMIC constituted by the Trust, and the Holder of the RL Class will be considered to be the holder of the “residual interest” in the Lower Tier REMIC. See “Certain Federal Income Tax Consequences” in the REMIC Prospectus. Pursuant to the Trust Agreement, we will be obligated to provide to these Holders (i) information necessary to enable them to prepare their federal income tax returns and (ii) any reports regarding the R or RL Class that may be required under the Code.

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 “Certain 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 “Certain 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 elect to treat the Lower Tier REMIC and the Trust as REMICs for federal income tax purposes. The REMIC Certificates, other than the R and RL Classes, will be designated as the “regular interests,” and the R Class will be designated as the “residual interest,” in the REMIC constituted by the Trust. The Lower Tier Regular Interests will be designated as the “regular interests” and the RL Class will be designated as the “residual interest” in the Lower Tier REMIC.

Because the Lower Tier REMIC and the Trust will qualify as REMICs, 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 R and RL Classes, as “qualified mortgages” for other REMICs. See “Certain Federal Income Tax Consequences—*REMIC Election and Special Tax Attributes*” in the REMIC Prospectus.

Taxation of Beneficial Owners of Regular Certificates

The Notional Classes, the Principal Only 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 “Certain 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 “Certain 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	142% PSA
2	209% PSA
3	165% PSA
4	209% PSA

See “Certain Federal Income Tax Consequences—*Taxation of Beneficial Owners of Regular Certificates—Treatment of Original Issue Discount—Daily Portions 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 “Description of Certificates—Weighted Average Life and Final Distribution Date” in the REMIC Prospectus.

Taxation of Beneficial Owners of Residual Certificates

Effective generally for Residual Certificates first held on or after August 1, 2006, Temporary Regulations issued by the Treasury Department have modified the general rule that the taxable income of the Trust (or the Lower Tier REMIC) is not includible in the income of a foreign person (or, if excess inclusions, subject to withholding tax) until paid or distributed. See “Certain Federal Income Tax Consequences—*Taxation of Beneficial Owners of Residual Certificates—Treatment of Excess Inclusions*” and “—*Foreign Investors—Residual Certificates*” in the REMIC Prospectus. Under the Temporary Regulations, the amount of taxable income allocable to a foreign partner in a domestic partnership that is the beneficial owner of a Residual Certificate must be taken into account by the foreign partner on the last day of the partnership’s taxable year, except to the extent that some or all of that amount is required to be taken into account at an earlier time as a result of a distribution to the foreign partner or a disposition of the foreign partner’s indirect interest in the Residual Certificate. Similar rules apply to excess inclusions allocable to a foreign person that holds an interest in a real estate investment trust, regulated investment company, common trust fund or certain cooperatives.

For purposes of determining the portion of the taxable income of the Trust (or the Lower Tier REMIC) that generally will not be treated as excess inclusions, the rate to be used is 120% of the “federal long-term rate.” The rate will be published on or about June 20, 2007. See “Certain Federal Income Tax Consequences—*Taxation of Beneficial Owners of Residual Certificates—Treatment of Excess Inclusions*” and “—*Foreign Investors—Residual Certificates*” in the REMIC Prospectus.

The Treasury Department has issued Regulations providing that, to clearly reflect income, an inducement fee paid to a transferee of a noneconomic residual interest in a REMIC must be included in income over a period that is reasonably related to the period during which the applicable REMIC is expected to generate taxable income or net loss allocable to the transferee. The Regulations set forth two safe harbor methods under which a taxpayer’s accounting for the inducement fee will be considered to clearly reflect income for these purposes. In addition, under the Regulations an inducement fee shall be treated as income from sources within the United States. You should consult your own tax advisor regarding the application of the Regulations to the transfer of a Residual Certificate.

Taxation of Beneficial Owners of RCR Certificates

General. 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 REMIC Certificates that are exchanged for RCR Certificates (including any exchanges effective on the Settlement Date) will be the assets of the trust, and the RCR Certificates will represent an ownership interest in those REMIC Certificates. For a general discussion of the federal income tax treatment of beneficial owners of REMIC Certificates, see “Certain Federal Income Tax Consequences” in the REMIC Prospectus.

The RCR Classes (each, a “Combination RCR Class”) will represent the beneficial ownership of the underlying REMIC Certificates set forth in Schedule 1. Each Certificate of a Combination RCR Class (a “Combination RCR Certificate”) will represent beneficial ownership of undivided interests in two or more underlying REMIC Certificates.

Combination RCR Classes. A beneficial owner of a Combination RCR Certificate will be treated as the beneficial owner of a proportionate interest in the REMIC Certificates underlying that Combination RCR Certificate. Except in the case of a beneficial owner that acquires a Combination RCR Certificate in an exchange described under “—*Exchanges*” below, a beneficial owner of a Combination RCR Certificate must allocate its cost to acquire that Certificate among the underlying REMIC Certificates in proportion to their relative fair market values at the time of acquisition. Such an owner should account for its ownership interest in each underlying REMIC Certificate as described under “—Taxation of Beneficial Owners of Regular Certificates” above and “Certain Federal Income Tax Consequences—*Taxation of Beneficial Owners of Regular Certificates*” in the REMIC Prospectus. When a beneficial owner sells a Combination RCR Certificate, the owner must allocate the sale proceeds among the underlying REMIC Certificates in proportion to their relative fair market values at the time of sale.

Exchanges. If a beneficial owner exchanges one or more REMIC Certificates for the related RCR Certificate or Certificates in the manner described under “Description of the Certificates—Combination and Recombination” in this prospectus supplement, the exchange will not be taxable. Likewise, if a beneficial owner exchanges one or more RCR Certificates for the related REMIC Certificate or Certificates in the manner described in that discussion, the exchange will not be a taxable exchange. In each of these cases, the beneficial owner will be treated as continuing to own after the exchange the same combination of interests in the related REMIC Certificates (or the same interest in the related REMIC Certificate) that it owned immediately prior to the exchange.

Tax Return Disclosure Requirements

Treasury Department Regulations that are directed at “tax shelters” could be read to apply to transactions generally not considered to be tax shelters. These Regulations require that taxpayers that participate in a “reportable transaction” disclose such transaction on their tax returns by attaching IRS Form 8886 and retain information related to the transaction. A transaction may be a “reportable transaction” based upon any of several indicia, one or more of which may be present with respect to the Certificates. You should consult your own tax advisor concerning any possible disclosure obligation with respect to your investment in the Certificates.

PLAN OF DISTRIBUTION

General. We are obligated to deliver the Certificates to Morgan Stanley & Co. Incorporated (the “Dealer”) in exchange for the Trust MBS and the Group 1 SMBS. 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.

Increase in Certificates. Before the Settlement Date, we and the Dealer may agree to offer Classes in addition to those contemplated as of the date of this prospectus supplement. In this event, we will increase the related Trust MBS or Group 1 SMBS in principal balance, but we expect

that all these additional Trust MBS or Group 1 SMBS will have the same characteristics as described under “Description of the Certificates—The Trust MBS” or “—The Group 1 SMBS” in this prospectus supplement. The proportion that the original principal balance of each Group 1, 2, 3 or 4 Class bears to the aggregate original principal balance of all Group 1, 2, 3 or 4 Classes, respectively, will remain the same. In addition, the dollar amounts shown in the Principal Balance Schedules will be increased to correspond to the increase of the principal balances of the applicable Classes.

LEGAL MATTERS

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

Available Recombinations(1)(2)

REMIC Certificates		RCR Certificates						
Classes	Original Principal or Notional Principal Balances	RCR Class	Original Principal Balance	Interest Rate	Interest Type(3)	Principal Type(3)	CUSIP Number	Final Distribution Date
Recombination 1								
VO	\$ 35,038,000	VB	\$ 35,038,000	5.00%	FIX	SEQ/AD	31396WS31	January 2026
VI	35,038,000(4)							
Recombination 2								
Z	45,248,591	AC(5)	113,121,591	5.00	FIX	SEQ	31396WS49	August 2037
VA	32,835,000							
VO	35,038,000							
VI	35,038,000(4)							
Recombination 3								
VJ	9,102,000	VL	16,421,000	6.00	FIX	SEQ/AD	31396WS56	November 2033
VK	7,319,000							
Recombination 4								
ZL	10,050,000	LE(6)	26,471,000	6.00	FIX	SEQ	31396WS64	August 2037
VJ	9,102,000							
VK	7,319,000							
Recombination 5								
LO	100,000,000	LA	100,000,000	6.00	FIX	SEQ	31396WS72	November 2035
LI	100,000,000(4)							
Recombination 6								
LO	100,000,000	LB	100,000,000	5.50	FIX	SEQ	31396WS80	November 2035
LI	91,666,667(4)							
Recombination 7								
LO	100,000,000	LC	100,000,000	5.75	FIX	SEQ	31396WS98	November 2035
LI	95,833,333(4)							
Recombination 8								
OG	11,383,000	VG	11,383,000	5.50	FIX	SEQ/AD	31396WT22	November 2026
IG	11,383,000(4)							

REMIC Certificates		RCR Certificates						
Classes	Original Principal or Notional Principal Balances	RCR Class	Original Principal Balance	Interest Rate	Interest Type(3)	Principal Type(3)	CUSIP Number	Final Distribution Date
Recombination 9								
BC	\$105,000,000	BA	\$119,025,000	5.50%	FIX	SEQ	31396WT30	January 2035
BG	14,025,000							
Recombination 10								
QI	12,875,000(4)	QD	12,875,000	6.00	FIX	PAC	31396WT48	August 2037
QO	12,875,000							
Recombination 11								
QW	4,524,000	QE	8,444,000	6.00	FIX	PAC	31396W2A3	August 2037
QX	3,920,000							

- (1) REMIC Certificates and RCR Certificates in Recombinations 1, 5, 6, 7, 8 and 10 may be exchanged only in the proportions shown in this Schedule 1. In any exchange under Recombination 2, 3, 4, 9 or 11, the relative proportions of the REMIC Certificates to be delivered (or if applicable, received) in such exchange will equal the proportions reflected by the outstanding principal or notional principal balances of the related REMIC Classes at the time of exchange.
- (2) 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.
- (3) See "Description of Certificates—Class Definitions and Abbreviations" in the REMIC Prospectus and "Description of the Certificates—Distributions of Interest" and "—Distributions of Principal" in this prospectus supplement.
- (4) Notional balances. These Classes are Interest Only Classes. See page S-6 for a description of how their notional balances are calculated.
- (5) Principal payments on the REMIC Certificates in Recombination 2 from the Z Accrual Amount will be paid as interest on the related RCR Certificates and thus will not reduce the principal balance of those RCR Certificates.
- (6) Principal payments on the REMIC Certificates in Recombination 4 from the ZL Accrual Amount will be paid as interest on the related RCR Certificates and thus will not reduce the principal balance of these RCR Certificates.

Principal Balance Schedules

Aggregate Group Planned Balances

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
Initial Balance	\$95,156,000.00	October 2011	\$60,788,174.91	January 2016	\$31,492,853.80
August 2007	94,730,045.99	November 2011	60,137,099.40	February 2016	31,008,156.08
September 2007	94,281,714.06	December 2011	59,489,332.10	March 2016	30,530,470.51
October 2007	93,811,184.83	January 2012	58,844,855.99	April 2016	30,059,698.79
November 2007	93,318,650.39	February 2012	58,203,654.12	May 2016	29,595,743.99
December 2007	92,804,314.25	March 2012	57,565,709.65	June 2016	29,138,510.50
January 2008	92,268,391.17	April 2012	56,931,005.81	July 2016	28,687,904.05
February 2008	91,711,107.01	May 2012	56,299,525.91	August 2016	28,243,831.64
March 2008	91,132,698.60	June 2012	55,671,253.38	September 2016	27,806,201.57
April 2008	90,533,413.57	July 2012	55,046,171.70	October 2016	27,374,923.40
May 2008	89,913,510.20	August 2012	54,424,264.45	November 2016	26,949,907.94
June 2008	89,273,257.17	September 2012	53,805,515.29	December 2016	26,531,067.24
July 2008	88,612,933.46	October 2012	53,189,907.97	January 2017	26,118,314.53
August 2008	87,932,828.09	November 2012	52,577,426.31	February 2017	25,711,564.27
September 2008	87,233,239.93	December 2012	51,968,054.23	March 2017	25,310,732.08
October 2008	86,514,477.50	January 2013	51,361,775.72	April 2017	24,915,734.76
November 2008	85,776,858.69	February 2013	50,758,574.87	May 2017	24,526,490.24
December 2008	85,020,710.62	March 2013	50,158,435.83	June 2017	24,142,917.61
January 2009	84,246,369.29	April 2013	49,561,342.84	July 2017	23,764,937.05
February 2009	83,475,970.54	May 2013	48,967,280.23	August 2017	23,392,469.85
March 2009	82,709,494.07	June 2013	48,376,232.40	September 2017	23,025,438.39
April 2009	81,946,919.70	July 2013	47,788,183.82	October 2017	22,663,766.12
May 2009	81,188,227.34	August 2013	47,203,119.07	November 2017	22,307,377.56
June 2009	80,433,397.03	September 2013	46,621,022.79	December 2017	21,956,198.25
July 2009	79,682,408.88	October 2013	46,041,879.69	January 2018	21,610,154.77
August 2009	78,935,243.13	November 2013	45,465,674.58	February 2018	21,269,174.72
September 2009	78,191,880.10	December 2013	44,892,392.34	March 2018	20,933,186.69
October 2009	77,452,300.23	January 2014	44,322,017.91	April 2018	20,602,120.26
November 2009	76,716,484.04	February 2014	43,754,536.34	May 2018	20,275,906.00
December 2009	75,984,412.17	March 2014	43,189,932.73	June 2018	19,954,475.41
January 2010	75,256,065.35	April 2014	42,628,192.27	July 2018	19,637,760.96
February 2010	74,531,424.41	May 2014	42,069,300.23	August 2018	19,325,696.05
March 2010	73,810,470.28	June 2014	41,513,241.93	September 2018	19,018,215.00
April 2010	73,093,183.98	July 2014	40,960,002.81	October 2018	18,715,253.03
May 2010	72,379,546.64	August 2014	40,409,568.33	November 2018	18,416,746.27
June 2010	71,669,539.48	September 2014	39,861,924.07	December 2018	18,122,631.72
July 2010	70,963,143.82	October 2014	39,317,055.67	January 2019	17,832,847.27
August 2010	70,260,341.08	November 2014	38,774,948.84	February 2019	17,547,331.66
September 2010	69,561,112.75	December 2014	38,235,589.36	March 2019	17,266,024.48
October 2010	68,865,440.46	January 2015	37,698,963.09	April 2019	16,988,866.14
November 2010	68,173,305.89	February 2015	37,165,055.96	May 2019	16,715,797.91
December 2010	67,484,690.84	March 2015	36,633,853.98	June 2019	16,446,761.84
January 2011	66,799,577.20	April 2015	36,105,343.22	July 2019	16,181,700.80
February 2011	66,117,946.95	May 2015	35,579,509.83	August 2019	15,920,558.46
March 2011	65,439,782.16	June 2015	35,056,340.02	September 2019	15,663,279.25
April 2011	64,765,064.99	July 2015	34,535,820.09	October 2019	15,409,808.39
May 2011	64,093,777.71	August 2015	34,017,936.39	November 2019	15,160,091.84
June 2011	63,425,902.66	September 2015	33,502,675.35	December 2019	14,914,076.32
July 2011	62,761,422.28	October 2015	32,990,023.48	January 2020	14,671,709.30
August 2011	62,100,319.10	November 2015	32,483,685.74	February 2020	14,432,938.96
September 2011	61,442,575.74	December 2015	31,984,663.34	March 2020	14,197,714.21

Aggregate Group (Continued)

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
April 2020	\$13,965,984.66	September 2024	\$ 5,588,273.00	February 2029	\$ 1,928,449.09
May 2020	13,737,700.63	October 2024	5,486,778.26	March 2029	1,885,364.14
June 2020	13,512,813.12	November 2024	5,386,860.90	April 2029	1,842,996.88
July 2020	13,291,273.83	December 2024	5,288,498.01	May 2029	1,801,336.57
August 2020	13,073,035.10	January 2025	5,191,666.98	June 2029	1,760,372.57
September 2020	12,858,049.95	February 2025	5,096,345.51	July 2029	1,720,094.43
October 2020	12,646,272.07	March 2025	5,002,511.64	August 2029	1,680,491.83
November 2020	12,437,655.75	April 2025	4,910,143.70	September 2029	1,641,554.62
December 2020	12,232,155.96	May 2025	4,819,220.32	October 2029	1,603,272.76
January 2021	12,029,728.27	June 2025	4,729,720.45	November 2029	1,565,636.39
February 2021	11,830,328.88	July 2025	4,641,623.32	December 2029	1,528,635.77
March 2021	11,633,914.58	August 2025	4,554,908.46	January 2030	1,492,261.30
April 2021	11,440,442.78	September 2025	4,469,555.69	February 2030	1,456,503.53
May 2021	11,249,871.48	October 2025	4,385,545.11	March 2030	1,421,353.14
June 2021	11,062,159.26	November 2025	4,302,857.10	April 2030	1,386,800.93
July 2021	10,877,265.28	December 2025	4,221,472.32	May 2030	1,352,837.84
August 2021	10,695,149.27	January 2026	4,141,371.69	June 2030	1,319,454.96
September 2021	10,515,771.51	February 2026	4,062,536.42	July 2030	1,286,643.48
October 2021	10,339,092.84	March 2026	3,984,947.98	August 2030	1,254,394.73
November 2021	10,165,074.66	April 2026	3,908,588.08	September 2030	1,222,700.17
December 2021	9,993,678.88	May 2026	3,833,438.71	October 2030	1,191,551.36
January 2022	9,824,867.95	June 2026	3,759,482.12	November 2030	1,160,940.00
February 2022	9,658,604.87	July 2026	3,686,700.78	December 2030	1,130,857.92
March 2022	9,494,853.12	August 2026	3,615,077.45	January 2031	1,101,297.03
April 2022	9,333,576.70	September 2026	3,544,595.09	February 2031	1,072,249.40
May 2022	9,174,740.12	October 2026	3,475,236.92	March 2031	1,043,707.19
June 2022	9,018,308.39	November 2026	3,406,986.42	April 2031	1,015,662.67
July 2022	8,864,246.98	December 2026	3,339,827.27	May 2031	988,108.23
August 2022	8,712,521.88	January 2027	3,273,743.38	June 2031	961,036.37
September 2022	8,563,099.52	February 2027	3,208,718.92	July 2031	934,439.70
October 2022	8,415,946.82	March 2027	3,144,738.26	August 2031	908,310.93
November 2022	8,271,031.16	April 2027	3,081,785.99	September 2031	882,642.88
December 2022	8,128,320.37	May 2027	3,019,846.93	October 2031	857,428.47
January 2023	7,987,782.73	June 2027	2,958,906.11	November 2031	832,660.72
February 2023	7,849,386.96	July 2027	2,898,948.77	December 2031	808,332.77
March 2023	7,713,102.23	August 2027	2,839,960.36	January 2032	784,437.82
April 2023	7,578,898.13	September 2027	2,781,926.54	February 2032	760,969.22
May 2023	7,446,744.68	October 2027	2,724,833.17	March 2032	737,920.37
June 2023	7,316,612.32	November 2027	2,668,666.30	April 2032	715,284.80
July 2023	7,188,471.89	December 2027	2,613,412.21	May 2032	693,056.11
August 2023	7,062,294.66	January 2028	2,559,057.34	June 2032	671,227.99
September 2023	6,938,052.29	February 2028	2,505,588.35	July 2032	649,794.26
October 2023	6,815,716.83	March 2028	2,452,992.06	August 2032	628,748.78
November 2023	6,695,260.74	April 2028	2,401,255.50	September 2032	608,085.54
December 2023	6,576,656.84	May 2028	2,350,365.88	October 2032	587,798.58
January 2024	6,459,878.37	June 2028	2,300,310.59	November 2032	567,882.06
February 2024	6,344,898.90	July 2028	2,251,077.21	December 2032	548,330.20
March 2024	6,231,692.40	August 2028	2,202,653.46	January 2033	529,137.33
April 2024	6,120,233.20	September 2028	2,155,027.29	February 2033	510,297.83
May 2024	6,010,495.99	October 2028	2,108,186.78	March 2033	491,806.19
June 2024	5,902,455.79	November 2028	2,062,120.19	April 2033	473,656.97
July 2024	5,796,088.02	December 2028	2,016,815.96	May 2033	455,844.81
August 2024	5,691,368.39	January 2029	1,972,262.67	June 2033	438,364.42

Aggregate Group (Continued)

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
July 2033	\$ 421,210.60	July 2034	\$ 239,042.76	July 2035	\$ 95,206.12
August 2033	404,378.22	August 2034	225,693.77	August 2035	84,729.31
September 2033	387,862.22	September 2034	212,605.98	September 2035	74,467.51
October 2033	371,657.62	October 2034	199,775.22	October 2035	64,417.24
November 2033	355,759.52	November 2034	187,197.37	November 2035	54,575.05
December 2033	340,163.07	December 2034	174,868.40	December 2035	44,937.56
January 2034	324,863.52	January 2035	162,784.31	January 2036	35,501.43
February 2034	309,856.16	February 2035	150,941.17	February 2036	26,263.37
March 2034	295,136.38	March 2035	139,335.10	March 2036	17,220.15
April 2034	280,699.61	April 2035	127,962.29	April 2036	8,368.58
May 2034	266,541.35	May 2035	116,818.99	May 2036 and thereafter	0.00
June 2034	252,657.19	June 2035	105,901.48		

QW Class 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	\$4,524,000.00	May 2010	\$2,320,888.05	March 2013	\$ 712,994.56
August 2007	4,485,176.93	June 2010	2,259,381.39	April 2013	679,371.44
September 2007	4,443,558.27	July 2010	2,198,816.89	May 2013	646,449.53
October 2007	4,399,184.98	August 2010	2,139,186.55	June 2013	614,222.64
November 2007	4,352,101.18	September 2010	2,080,482.44	July 2013	582,684.65
December 2007	4,302,353.98	October 2010	2,022,696.66	August 2013	551,829.43
January 2008	4,249,993.51	November 2010	1,965,821.41	September 2013	521,650.94
February 2008	4,195,072.82	December 2010	1,909,848.92	October 2013	492,143.18
March 2008	4,137,647.88	January 2011	1,854,771.47	November 2013	463,300.18
April 2008	4,077,777.45	February 2011	1,800,581.43	December 2013	435,116.02
May 2008	4,015,523.02	March 2011	1,747,271.19	January 2014	407,584.84
June 2008	3,950,948.81	April 2011	1,694,833.24	February 2014	380,700.81
July 2008	3,884,121.60	May 2011	1,643,260.08	March 2014	354,458.15
August 2008	3,815,110.72	June 2011	1,592,544.29	April 2014	328,851.12
September 2008	3,743,987.93	July 2011	1,542,678.51	May 2014	303,874.02
October 2008	3,670,827.34	August 2011	1,493,655.43	June 2014	279,521.22
November 2008	3,595,705.36	September 2011	1,445,467.78	July 2014	255,787.08
December 2008	3,518,700.51	October 2011	1,398,108.37	August 2014	232,666.07
January 2009	3,439,893.46	November 2011	1,351,570.04	September 2014	210,152.65
February 2009	3,362,174.07	December 2011	1,305,845.71	October 2014	188,241.34
March 2009	3,285,533.28	January 2012	1,260,928.32	November 2014	166,926.70
April 2009	3,209,962.07	February 2012	1,216,810.90	December 2014	146,203.34
May 2009	3,135,451.51	March 2012	1,173,486.50	January 2015	126,065.91
June 2009	3,061,992.70	April 2012	1,130,948.23	February 2015	106,509.08
July 2009	2,989,576.85	May 2012	1,089,189.29	March 2015	87,527.59
August 2009	2,918,195.20	June 2012	1,048,202.85	April 2015	69,116.19
September 2009	2,847,839.08	July 2012	1,007,982.21	May 2015	51,269.71
October 2009	2,778,499.86	August 2012	968,520.68	June 2015	33,982.99
November 2009	2,710,169.00	September 2012	929,811.64	July 2015	17,850.23
December 2009	2,642,837.99	October 2012	891,848.50	August 2015	6,820.96
January 2010	2,576,498.41	November 2012	854,624.74	September 2015	800.44
February 2010	2,511,141.90	December 2012	818,133.87	October 2015 and thereafter	0.00
March 2010	2,446,760.15	January 2013	782,369.47		
April 2010	2,383,344.93	February 2013	747,325.14		

QX Class 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	\$3,920,000.00	April 2010	\$1,966,476.12	December 2012	\$ 608,242.03
August 2007	3,884,053.17	May 2010	1,910,761.83	January 2013	578,498.97
September 2007	3,845,530.00	June 2010	1,855,989.96	February 2013	549,440.27
October 2007	3,804,471.89	July 2010	1,802,151.36	March 2013	521,058.92
November 2007	3,760,923.39	August 2010	1,749,236.92	April 2013	493,348.02
December 2007	3,714,932.22	September 2010	1,697,237.65	May 2013	466,300.68
January 2008	3,666,549.15	October 2010	1,646,144.60	June 2013	439,910.11
February 2008	3,615,827.97	November 2010	1,595,948.90	July 2013	414,169.54
March 2008	3,562,825.41	December 2010	1,546,641.78	August 2013	389,072.28
April 2008	3,507,601.08	January 2011	1,498,214.52	September 2013	364,611.70
May 2008	3,450,217.39	February 2011	1,450,658.46	October 2013	340,781.22
June 2008	3,390,739.47	March 2011	1,403,965.06	November 2013	317,574.30
July 2008	3,329,235.07	April 2011	1,358,125.81	December 2013	294,984.50
August 2008	3,265,774.49	May 2011	1,313,132.28	January 2014	273,005.40
September 2008	3,200,430.51	June 2011	1,268,976.12	February 2014	251,630.63
October 2008	3,133,278.22	July 2011	1,225,649.06	March 2014	230,853.90
November 2008	3,064,394.98	August 2011	1,183,142.86	April 2014	210,668.95
December 2008	2,993,860.32	September 2011	1,141,449.39	May 2014	191,069.61
January 2009	2,921,755.77	October 2011	1,100,560.58	June 2014	172,049.71
February 2009	2,850,751.23	November 2011	1,060,468.41	July 2014	153,603.19
March 2009	2,780,836.22	December 2011	1,021,164.95	August 2014	135,723.99
April 2009	2,712,000.34	January 2012	982,642.32	September 2014	118,406.15
May 2009	2,644,233.30	February 2012	944,892.70	October 2014	101,643.72
June 2009	2,577,524.87	March 2012	907,908.37	November 2014	85,430.83
July 2009	2,511,864.93	April 2012	871,681.66	December 2014	69,761.64
August 2009	2,447,243.41	May 2012	836,204.93	January 2015	54,630.38
September 2009	2,383,650.36	June 2012	801,470.67	February 2015	40,031.34
October 2009	2,321,075.88	July 2012	767,471.37	March 2015	25,958.80
November 2009	2,259,510.19	August 2012	734,199.63	April 2015	12,407.17
December 2009	2,198,943.57	September 2012	701,648.09	May 2015	3,623.93
January 2010	2,139,366.37	October 2012	669,809.45	June 2015 and thereafter	0.00
February 2010	2,080,769.03	November 2012	638,676.48		
March 2010	2,023,142.08				

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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\$911,615,591



***Guaranteed REMIC
Pass-Through Certificates
Fannie Mae REMIC Trust 2007-74***

PROSPECTUS SUPPLEMENT

MORGAN STANLEY

June 14, 2007
