

\$319,683,464



FannieMae®

**Guaranteed REMIC Pass-Through Certificates
Fannie Mae REMIC Trust 2007-97**

The Certificates

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

Payments to Certificateholders

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

- interest accrued on the balance of your certificate (except in the case of the accrual class), 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 underlying REMIC certificates backed by Fannie Mae MBS.

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

Class	Group	Original Class Balance	Principal Type (1)	Interest Rate	Interest Type (1)	CUSIP Number	Final Distribution Date
FA	1	\$ 65,000,000	SC/TAC/AD	(2)	FLT	31396XA87	June 2037
FZ	1	1,000,000	SC/SUP	(2)	FLT/Z (3)	31396XA95	June 2037
FE	2	30,000,000	SC/PT	(2)	FLT	31396XB29	July 2037
IE	2	30,000,000 (4)	NTL	(2)	INV/IO	31396XB37	July 2037
FC(5) ...	2	171,623,130	SC/PT	(2)	FLT	31396XB45	July 2037
IC(5) ...	2	171,623,130 (4)	NTL	(2)	INV/IO	31396XB52	July 2037
OK	2	9,689,746	SC/PT	0.0%	PO	31396XB60	July 2037
MO(5) ...	3	42,370,588	SC/PT	0.0	PO	31396XB78	December 2031
MI(5) ...	3	77,679,412 (4)	NTL	(2)	INV/IO	31396XB86	December 2031
KI	4	29,226,402 (4)	NTL	7.0	FIX/IO	31396XB94	May 2033
R		0	NPR	0	NPR	31396XC28	July 2037

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

(2) Based on LIBOR.

(3) Floating rate/accrual class.

(4) Notional balances. These classes are interest only classes. See page S-5 for a description of how their notional balances are calculated.

(5) Exchangeable classes.

If you own certificates of certain classes, you can exchange them for certificates of the corresponding RCR classes to be delivered at the time of exchange. The FB and MS Classes are the RCR classes. For a more detailed description of the RCR classes, see Schedule 1 attached to this prospectus supplement and "Description of the Certificates—Combination and Recombination" in the REMIC prospectus.

The dealer will offer the certificates from time to time in negotiated transactions at varying prices. We expect the settlement date to be September 28, 2007.

Carefully consider the risk factors starting on page S-7 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.

Goldman Sachs & Co.

The date of this Prospectus Supplement is September 21, 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 August 1, 2007 (the “REMIC Prospectus”);
- the disclosure documents relating to the applicable underlying REMIC certificates (the “Underlying REMIC Disclosure Documents”);
- 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”); and
- any information incorporated by reference in this prospectus supplement as discussed below and under the heading “Incorporation by Reference” in the REMIC Prospectus.

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

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

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

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

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

Goldman, Sachs & Co.
Prospectus Department
85 Broad Street, Concourse Level
New York, New York 10004
(telephone 212-902-1171).

SUMMARY

This summary contains only limited information about the certificates. Statistical information in this summary is provided as of September 1, 2007. You should purchase the certificates only after reading this prospectus supplement and each of the additional disclosure documents listed on page S-3. In particular, please see the discussion of risk factors that appears in each of those additional disclosure documents.

Assets Underlying Each Group of Classes

<u>Group</u>	<u>Assets</u>
1	Class 2007-58-FA REMIC Certificate Class 2007-58-FV REMIC Certificate
2	Class 2007-72-KF REMIC Certificate Class 2007-72-EK REMIC Certificate
3	Class 2003-24-MS REMIC Certificate
4	Class 2002-71-OI REMIC Certificate Class 2003-14-IO REMIC Certificate Class 2003-25-IK REMIC Certificate Class 2003-30-LI REMIC Certificate Class 2003-33-IU REMIC Certificate

Characteristics of the Underlying REMIC Certificates

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

Settlement Date

We expect to issue the certificates on September 28, 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.

Record Date

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

Book-Entry and Physical Certificates

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

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

Exchanging Certificates Through Combination and Recombination

If you own certificates of a class designated as “exchangeable” on the cover of this prospectus supplement, you will be able to exchange them for a proportionate interest in the related RCR certificates. Schedule 1 lists the available combinations of the certificates eligible for exchange and the

related RCR certificates. You can exchange your certificates by notifying us and paying an exchange fee. We will deliver the RCR certificates upon such exchange.

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

Interest Rates

During each interest accrual period, the fixed rate class will bear interest at the applicable annual interest rate listed on the cover of this prospectus supplement.

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

<u>Class</u>	<u>Assumed Initial Interest Rate (1)</u>	<u>Maximum Interest Rate</u>	<u>Minimum Interest Rate</u>	<u>Formula for Calculation of Interest Rate (2)</u>
FA	5.57000%	7.00000%	0.25%	LIBOR + 25 basis points
FZ	5.57000%	7.00000%	0.25%	LIBOR + 25 basis points
FE	6.25625%	7.50000%	0.45%	LIBOR + 45 basis points
IE	0.65000%	0.65000%	0.00%	7.05% – LIBOR
FC	6.30625%	7.00000%	0.50%	LIBOR + 50 basis points
IC	0.10000%	0.10000%	0.00%	6.5% – LIBOR
MI	2.49500%	8.00000%	0.00%	8% – LIBOR
FB	6.40625%	7.00000%	0.60%	LIBOR + 60 basis points
MS	4.57417%	14.66667%	0.00%	14.66667% – (1.83333333 × LIBOR)

(1) We will calculate the actual initial interest rates for these Classes on September 21, 2007 using the applicable formulas.

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

Notional Classes

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

<u>Class</u>	
IE	100% of the FE Class
IC	100% of the FC Class
MI	183.3333349068% of the MO Class
KI	100% of the aggregate notional principal balance of the Group 4 Underlying REMIC Certificates

Distributions of Principal

For a description of the principal payment priorities, see “Description of the Certificates—Distributions of Principal” in this prospectus supplement.

Weighted Average Lives (years) *

<u>Group 1 Classes</u>	<u>LIBOR</u>	<u>PSA Prepayment Assumption</u>					
		<u>0%</u>	<u>100%</u>	<u>113%</u>	<u>225%</u>	<u>350%</u>	<u>500%</u>
FA	1.32%	20.2	10.6	9.9	6.7	4.7	3.4
	3.32%	20.0	10.4	9.8	6.7	4.7	3.4
	5.32%	19.7	10.2	9.5	6.7	4.7	3.4
	6.75%	19.4	10.0	9.5	6.7	4.7	3.4
FZ	1.32%	29.6	28.4	28.2	0.3	0.2	0.1
	3.32%	29.5	27.9	27.6	0.3	0.2	0.1
	5.32%	29.3	27.2	26.8	0.3	0.2	0.1
	6.75%	29.1	26.8	26.8	0.3	0.2	0.1
<u>Group 2 Classes</u>		<u>PSA Prepayment Assumption</u>					
		<u>0%</u>	<u>100%</u>	<u>258%</u>	<u>350%</u>	<u>500%</u>	
FE, IE, FC, IC, OK and FB		20.6	11.1	6.1	4.7	3.5	
<u>Group 3 Classes</u>		<u>PSA Prepayment Assumption</u>					
		<u>0%</u>	<u>100%</u>	<u>183%</u>	<u>350%</u>	<u>500%</u>	
MO, MI and MS		16.8	7.2	4.6	2.5	1.7	
<u>Group 4 Classes</u>		<u>PSA Prepayment Assumption</u>					
		<u>0%</u>	<u>100%</u>	<u>278%</u>	<u>350%</u>	<u>500%</u>	
KI		17.2	9.4	4.8	3.9	2.7	

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

ADDITIONAL RISK FACTORS

The rates of principal payments on the FA and FZ Classes also may be sensitive to LIBOR. The rates of principal payments on the FA and FZ Classes in Group 1 will depend in part on the rate at which interest accrues on the FZ Class. The rate at which interest accrues on the FZ Class in turn will depend on the level of LIBOR in effect from time to time. In particular, during periods when the level of LIBOR is relatively high, principal of the FA and FZ Classes will be paid more rapidly than would otherwise be the case. Conversely, during periods when the level of LIBOR is relatively low, principal of the FA and FZ Classes will be paid more slowly than would otherwise be the case.

Payments on the Group 3 Classes also will be affected by the payment priority governing the Group 3 Underlying REMIC Certificate. If you invest in any Group 3 Classes, the rate at which you receive payments also will be affected by the applicable priority sequence governing principal payments on the Group 3 Underlying REMIC Certificate.

In particular, as described in the related underlying disclosure document, principal payments on the Group 3 Underlying REMIC Certificate are governed by a principal balance

schedule. As a result, the Group 3 Underlying REMIC Certificate may receive principal payments at a rate faster or slower than would otherwise have been the case. In some cases, the Group 3 Underlying REMIC Certificate may receive no principal payments for extended periods. Prepayments on the related mortgage loans may have occurred at a rate faster or slower than the rate initially assumed. This prospectus supplement contains no information as to whether

- the Group 3 Underlying REMIC Certificate has adhered to its principal balance schedule,
- any related support classes remain outstanding, or
- the Group 3 Underlying REMIC Certificate otherwise has performed as originally anticipated.

You may obtain additional information about the Group 3 Underlying REMIC Certificate by reviewing its current class factor in light of other information available in the related underlying disclosure document. You may obtain that document from us as described on page S-3.

DESCRIPTION OF THE CERTIFICATES

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

General

Structure. We will create the Fannie Mae REMIC Trust specified on the cover of this prospectus supplement (the “Trust”) pursuant to a trust agreement dated as of August 1, 2007 and a supplement thereto dated as of September 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 August 1, 2007 and a supplement thereto dated as of the Issue Date (together with the trust agreement and supplement relating to the REMIC Certificates, the “Trust Agreement”). We will execute the Trust Agreement in our corporate capacity and as trustee (the “Trustee”). In general, the term “Classes” includes the Classes of REMIC Certificates and RCR Certificates.

The assets of the Trust will include four groups of previously issued REMIC certificates (the “Group 1 Underlying REMIC Certificates,” “Group 2 Underlying REMIC Certificates,” “Group 3 Underlying REMIC Certificate” and “Group 4 Underlying REMIC Certificates” and, together, the “Underlying REMIC Certificates”) evidencing beneficial ownership interests in the related Fannie Mae REMIC trusts (the “Underlying REMIC Trusts”) as further described in Exhibit A.

The assets of the Underlying REMIC Trusts evidence direct or indirect beneficial ownership interests in certain Fannie Mae Guaranteed Mortgage Pass-Through Certificates (the “MBS”).

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

The Trust will constitute a “real estate mortgage investment conduit” (“REMIC”) under the Internal Revenue Code of 1986, as amended (the “Code”).

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

	<u>Assets</u>	<u>Regular Interests</u>	<u>Residual Interest</u>
REMIC	Underlying REMIC Certificates	Group 1, 2, 3 and 4 Classes	R

Fannie Mae Guaranty. For a description of our guaranties of the Certificates and the Underlying REMIC Certificates, see “Description of the Certificates—Fannie Mae Guaranty” in the REMIC Prospectus, “Description of the Certificates—General—*Fannie Mae Guaranty*” in the Underlying REMIC Disclosure Documents, and “Description of the Certificates—Fannie Mae Guaranty” in the MBS Prospectus. Our guaranties are not backed by the full faith and credit of the United States.

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

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

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

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

The Underlying REMIC Certificates

The Underlying REMIC Certificates represent beneficial ownership interests in the related Underlying REMIC Trusts. The assets of those trusts evidence direct or indirect beneficial ownership interests in certain MBS having the general characteristics set forth in the MBS Prospectus.

Distributions on the Underlying REMIC Certificates will be passed through monthly, beginning in the month after we issue the Certificates. The general characteristics of the Underlying REMIC Certificates are described in the related Underlying REMIC Disclosure Documents. See Exhibit A for additional information about the Underlying REMIC Certificates.

Each MBS evidences beneficial ownership interests in a pool of conventional, fixed-rate, fully-amortizing mortgage loans secured by first mortgages or deeds of trust on single-family residential properties, as described under “The Mortgage Pools” and “Yield, Maturity, and Prepayment Considerations” in the MBS Prospectus.

For further information about the Underlying REMIC Certificates, telephone us at 1-800-237-8627. There may have been material changes in facts and circumstances since the dates we prepared the Underlying REMIC Disclosure Documents. These may include changes in prepayment speeds, prevailing interest rates and other economic factors. As a result, the usefulness of the information set forth in those documents may be limited.

Distributions of Interest

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

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

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

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

The Dealer will treat the Principal Only Classes as no-delay Classes solely for the purpose of facilitating trading.

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

Distributions of Principal

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

- *Group 1*

The FZ Accrual Amount to FA to its Targeted Balance, and thereafter to FZ.

} Accretion
Directed/
TAC Class
and Accrual
Class

The Group 1 Cash Flow Distribution Amount in the following priority:

- | | |
|-----------------------------------|--|
| 1. To FA to its Targeted Balance. | $\left. \begin{array}{l} \text{TAC Class} \\ \text{Support Class} \\ \text{TAC Class} \end{array} \right\} \text{Structured Collateral Classes}$ |
| 2. To FZ until retired. | |
| 3. To FA until retired. | |

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

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

• *Group 2*

The Group 2 Principal Distribution Amount to FE, FC and OK, pro rata, until retired.

The “Group 2 Principal Distribution Amount” is the principal then paid on the Group 2 Underlying REMIC Certificates.

• *Group 3*

The Group 3 Principal Distribution Amount to MO until retired.

The “Group 3 Principal Distribution Amount” is the principal then paid on the Group 3 Underlying REMIC Certificate.

Structuring Assumptions

Pricing Assumptions. Except where otherwise noted, the information in the tables in this prospectus supplement has been prepared based on the actual characteristics of each pool of Mortgage Loans backing the Underlying REMIC Certificates, the priority sequence affecting principal payments on the Group 3 Underlying REMIC Certificate, and the following assumptions (such characteristics and assumptions, collectively, the “Pricing Assumptions”):

- the Mortgage Loans prepay at the constant percentages of PSA specified in the related tables;
- the settlement date for the Certificates is September 28, 2007; and
- each Distribution Date occurs on the 25th day of a month.

Prepayment Assumptions. The prepayment model used in this prospectus supplement is PSA. For a description of this model, see “Yield, Maturity and Prepayment Considerations—Prepayment Models” in the REMIC Prospectus.

Principal Balance Schedule. The Principal Balance Schedule for the FA Class is set forth beginning on page B-1 of this prospectus supplement. The Principal Balance Schedule for the FA

Class was prepared based on the Pricing Assumptions and the assumption that the related Mortgage Loans prepay at the “Structuring Speed” specified in the chart below.

<u>Class</u>	<u>Structuring Speed</u>
FA Class Targeted Balances	113% PSA(1)
(1) The Targeted Balances for the FA Class also were structured on the basis of an assumed constant LIBOR level of 5.32%.	

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

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

- We will distribute any excess of principal distributions over the amount necessary to reduce the FA Class to its scheduled balance in any month. As a result, the likelihood of reducing the FA Class to its scheduled balance each month will not be improved by the averaging of high and low principal distributions from month to month.
- The principal payment stability of the FA Class will be supported by the FZ Class. When the FZ Class is retired, the FA Class, if still outstanding, will be much more sensitive to prepayments of the related Mortgage Loans.

Yield Tables

General. The tables below illustrate the sensitivity of the pre-tax corporate bond equivalent yields to maturity of the applicable Classes to various constant percentages of PSA and, where specified, to changes in the Index. We calculated the yields set forth in the tables by

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

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

We cannot assure you that

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

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

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

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

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

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

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

<u>Class</u>	<u>Price*</u>
IE	2.0000%
IC	0.4375%
MI	9.2500%
MS	96.6875%

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

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

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption</u>				
	<u>50%</u>	<u>100%</u>	<u>258%</u>	<u>350%</u>	<u>500%</u>
6.40%	30.4%	27.6%	18.8%	13.4%	4.5%
6.75%	10.5%	7.7%	(1.5)%	(7.1)%	(16.6)%
7.05%	*	*	*	*	*

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption</u>				
	<u>50%</u>	<u>100%</u>	<u>258%</u>	<u>350%</u>	<u>500%</u>
6.40%	19.3%	16.5%	7.4%	2.0%	(7.2)%
6.45%	6.1%	3.3%	(6.0)%	(11.6)%	(21.2)%
6.50%	*	*	*	*	*

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption</u>				
	<u>50%</u>	<u>100%</u>	<u>183%</u>	<u>350%</u>	<u>500%</u>
1.505%	77.4%	74.4%	66.4%	42.5%	14.4%
3.505%	50.7%	46.9%	37.7%	11.8%	(17.0)%
5.505%	24.2%	19.1%	7.8%	(21.6)%	(51.9)%
7.505%	(8.7)%	(17.1)%	(34.1)%	(71.9)%	*
8.000%	*	*	*	*	*

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption</u>				
	<u>50%</u>	<u>100%</u>	<u>183%</u>	<u>350%</u>	<u>500%</u>
1.505%	12.7%	12.9%	13.1%	13.6%	14.2%
3.505%	8.9%	9.0%	9.3%	9.9%	10.5%
5.505%	5.1%	5.2%	5.5%	6.1%	6.8%
7.505%	1.3%	1.4%	1.7%	2.4%	3.1%
8.000%	0.4%	0.5%	0.8%	1.5%	2.2%

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

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

<u>Class</u>	<u>Price</u>
OK	73.0%
MO	80.0%

Sensitivity of the OK Class to Prepayments

	<u>PSA Prepayment Assumption</u>				
	<u>50%</u>	<u>100%</u>	<u>258%</u>	<u>350%</u>	<u>500%</u>
Pre-Tax Yields to Maturity	2.3%	3.1%	5.9%	7.6%	10.3%

Sensitivity of the MO Class to Prepayments

	PSA Prepayment Assumption				
	<u>50%</u>	<u>100%</u>	<u>183%</u>	<u>350%</u>	<u>500%</u>
Pre-Tax Yields to Maturity	2.3%	3.2%	5.1%	9.4%	13.9%

The Fixed Rate Interest Only Class. The yield to investors in the Fixed Rate Interest Only Class 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 Class would be 0% if prepayments of the related Mortgage Loans were to occur at the following constant rate:

<u>Class</u>	<u>% PSA</u>
KI	398% PSA

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 table has been prepared on the basis of the Pricing Assumptions and the assumption that the aggregate purchase price of the Fixed Rate Interest Only Class (expressed as a percentage of the original principal balance) is as follows:

<u>Class</u>	<u>Price*</u>
KI	23.5%

* The price does not include accrued interest. Accrued interest has been added to the price in calculating the yields set forth in the table below.

Sensitivity of the KI Class to Prepayments

	PSA Prepayment Assumption				
	<u>50%</u>	<u>100%</u>	<u>278%</u>	<u>350%</u>	<u>500%</u>
Pre-Tax Yields to Maturity . . .	25.2%	21.7%	9.0%	3.7%	(8.0)%

Weighted Average Lives of the Certificates

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

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

- the timing of changes in the rate of principal payments,
- the priority sequence of payments of principal of the Group 1 Classes, and
- in the case of the Group 3 Classes, the priority sequence affecting principal payments on the Group 3 Underlying REMIC Certificate.

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

The effect of these factors may differ as to various Classes and the effects on any Class may vary at different times during the life of that Class. Accordingly, we can give no assurance as to the

weighted average life of any Class. Further, to the extent the prices of the Certificates represent discounts or premiums to their original principal balances, variability in the weighted average lives of those Classes of Certificates could result in variability in the related yields to maturity. For an example of how the weighted average lives of the Classes may be affected at various constant prepayment rates, see the Decrement Tables below.

Decrement Tables

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

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

<u>Mortgage Loans 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 Underlying REMIC Certificates	360 months	356 months	8.50%
Group 2 Underlying REMIC Certificates	360 months	357 months	8.50%
Group 3 Underlying REMIC Certificate	360 months	306 months	8.25%
Group 4 Underlying REMIC Certificates	360 months	(1)	9.50%

(1) The Mortgage Loans underlying the Group 4 Underlying REMIC Certificates are assumed to have the following remaining terms to maturity:

2002-71-OI REMIC Certificate	301 months
2003-14-IO REMIC Certificate	305 months
2003-25-IK REMIC Certificate	306 months
2003-30-LI REMIC Certificate	294 months
2003-33-IU REMIC Certificate	307 months

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

In addition, the diverse remaining terms to maturity of the Mortgage Loans could produce slower or faster principal distributions than indicated in the tables at the specified constant PSA rates, even if the weighted average remaining term to maturity and the weighted average loan age of the Mortgage Loans are identical to the weighted averages specified in the Pricing Assumptions. This is the case because pools of loans with identical weighted averages are nonetheless likely to reflect differing dispersions of the related characteristics.

Percent of Original Principal Balances Outstanding

Date	FA Class						FA Class					
	LIBOR = 1.32%						LIBOR = 3.32%					
	PSA Prepayment Assumption						PSA Prepayment Assumption					
	0%	100%	113%	225%	350%	500%	0%	100%	113%	225%	350%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100
September 2008	99	96	95	94	90	86	99	96	95	94	90	86
September 2009	98	90	89	82	73	62	98	90	89	82	73	62
September 2010	97	83	81	70	57	43	97	83	81	70	57	43
September 2011	96	77	75	59	44	30	96	77	74	59	44	30
September 2012	95	71	68	51	34	20	95	71	68	51	34	20
September 2013	94	65	62	43	27	14	94	65	62	43	27	14
September 2014	93	60	57	36	21	10	92	60	57	36	21	10
September 2015	91	55	52	31	16	7	91	55	51	31	16	7
September 2016	90	51	47	26	12	5	89	50	47	26	12	5
September 2017	88	46	43	22	10	3	87	46	42	22	10	3
September 2018	86	42	38	19	7	2	85	42	38	19	7	2
September 2019	84	38	35	16	6	1	83	38	34	16	6	1
September 2020	82	35	31	13	4	1	81	34	30	13	4	1
September 2021	79	31	28	11	3	1	79	31	27	11	3	1
September 2022	77	28	25	9	2	*	76	27	24	9	2	*
September 2023	74	25	22	8	2	*	73	24	21	8	2	*
September 2024	71	22	19	6	1	*	70	21	18	6	1	*
September 2025	67	19	16	5	1	*	66	18	16	5	1	*
September 2026	64	17	14	4	1	*	63	16	13	4	1	*
September 2027	60	14	12	3	1	*	59	13	11	3	1	*
September 2028	55	12	10	3	*	*	54	11	9	3	*	*
September 2029	51	10	8	2	*	*	49	9	7	2	*	*
September 2030	45	8	6	2	*	*	44	7	5	2	*	*
September 2031	40	6	5	1	*	*	38	5	3	1	*	*
September 2032	34	4	3	1	*	*	32	3	2	1	*	*
September 2033	27	2	2	1	*	*	26	1	0	1	*	*
September 2034	20	1	*	*	*	*	18	0	0	*	*	*
September 2035	12	0	0	*	*	*	10	0	0	*	*	*
September 2036	4	0	0	*	*	*	2	0	0	*	*	*
September 2037	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	20.2	10.6	9.9	6.7	4.7	3.4	20.0	10.4	9.8	6.7	4.7	3.4

Date	FA Class						FA Class					
	LIBOR = 5.32%						LIBOR = 6.75%					
	PSA Prepayment Assumption						PSA Prepayment Assumption					
	0%	100%	113%	225%	350%	500%	0%	100%	113%	225%	350%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100
September 2008	99	96	95	94	90	86	99	96	95	94	90	86
September 2009	98	89	88	82	73	62	98	89	88	82	73	62
September 2010	97	83	81	70	57	43	97	83	81	70	57	43
September 2011	96	76	74	59	44	30	96	76	74	59	44	30
September 2012	95	70	68	51	34	20	95	70	68	51	34	20
September 2013	93	65	62	43	27	14	93	65	62	43	27	14
September 2014	92	59	56	36	21	10	92	59	56	36	21	10
September 2015	90	54	51	31	16	7	90	54	51	31	16	7
September 2016	89	50	46	26	12	5	88	49	46	26	12	5
September 2017	87	45	42	22	10	3	87	45	42	22	10	3
September 2018	85	41	37	19	7	2	84	41	37	19	7	2
September 2019	83	37	33	16	6	1	82	36	33	16	6	1
September 2020	80	33	30	13	4	1	80	33	30	13	4	1
September 2021	78	30	26	11	3	1	77	29	26	11	3	1
September 2022	75	26	23	9	2	*	74	25	23	9	2	*
September 2023	72	23	20	8	2	*	71	22	20	8	2	*
September 2024	69	20	17	6	1	*	68	19	17	6	1	*
September 2025	65	17	14	5	1	*	64	16	14	5	1	*
September 2026	61	14	12	4	1	*	60	13	12	4	1	*
September 2027	57	12	9	3	1	*	56	10	9	3	1	*
September 2028	53	9	7	3	*	*	51	8	7	3	*	*
September 2029	48	7	5	2	*	*	46	5	5	2	*	*
September 2030	42	5	3	2	*	*	40	3	3	2	*	*
September 2031	36	2	1	1	*	*	34	1	1	1	*	*
September 2032	30	*	0	1	*	*	27	0	0	1	*	*
September 2033	23	0	0	1	*	*	20	0	0	1	*	*
September 2034	15	0	0	*	*	*	12	0	0	*	*	*
September 2035	7	0	0	*	*	*	4	0	0	*	*	*
September 2036	0	0	0	*	*	*	0	0	0	*	*	*
September 2037	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	19.7	10.2	9.5	6.7	4.7	3.4	19.4	10.0	9.5	6.7	4.7	3.4

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

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

Date	FZ Class						FZ Class					
	LIBOR = 1.32%						LIBOR = 3.32%					
	PSA Prepayment Assumption						PSA Prepayment Assumption					
	0%	100%	113%	225%	350%	500%	0%	100%	113%	225%	350%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100
September 2008	102	102	102	0	0	0	104	104	104	0	0	0
September 2009	104	104	104	0	0	0	108	108	108	0	0	0
September 2010	105	105	105	0	0	0	111	111	111	0	0	0
September 2011	107	107	107	0	0	0	116	116	116	0	0	0
September 2012	109	109	109	0	0	0	120	120	120	0	0	0
September 2013	110	110	110	0	0	0	124	124	124	0	0	0
September 2014	112	112	112	0	0	0	129	129	129	0	0	0
September 2015	114	114	114	0	0	0	133	133	133	0	0	0
September 2016	116	116	116	0	0	0	138	138	138	0	0	0
September 2017	117	117	117	0	0	0	143	143	143	0	0	0
September 2018	119	119	119	0	0	0	148	148	148	0	0	0
September 2019	121	121	121	0	0	0	154	154	154	0	0	0
September 2020	123	123	123	0	0	0	159	159	159	0	0	0
September 2021	125	125	125	0	0	0	165	165	165	0	0	0
September 2022	127	127	127	0	0	0	171	171	171	0	0	0
September 2023	129	129	129	0	0	0	177	177	177	0	0	0
September 2024	131	131	131	0	0	0	184	184	184	0	0	0
September 2025	133	133	133	0	0	0	190	190	190	0	0	0
September 2026	135	135	135	0	0	0	197	197	197	0	0	0
September 2027	137	137	137	0	0	0	204	204	204	0	0	0
September 2028	139	139	139	0	0	0	212	212	212	0	0	0
September 2029	142	142	142	0	0	0	219	219	219	0	0	0
September 2030	144	144	144	0	0	0	227	227	227	0	0	0
September 2031	146	146	146	0	0	0	236	236	236	0	0	0
September 2032	149	149	149	0	0	0	244	244	244	0	0	0
September 2033	151	151	151	0	0	0	253	253	252	0	0	0
September 2034	153	153	153	0	0	0	262	209	168	0	0	0
September 2035	156	113	90	0	0	0	272	113	90	0	0	0
September 2036	158	24	19	0	0	0	282	24	19	0	0	0
September 2037	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average												
Life (years)**	29.6	28.4	28.2	0.3	0.2	0.1	29.5	27.9	27.6	0.3	0.2	0.1

Date	FZ Class						FZ Class					
	LIBOR = 5.32%						LIBOR = 6.75%					
	PSA Prepayment Assumption						PSA Prepayment Assumption					
	0%	100%	113%	225%	350%	500%	0%	100%	113%	225%	350%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100
September 2008	106	106	106	0	0	0	107	107	106	0	0	0
September 2009	112	112	112	0	0	0	115	115	112	0	0	0
September 2010	118	118	118	0	0	0	123	123	118	0	0	0
September 2011	125	125	125	0	0	0	132	132	125	0	0	0
September 2012	132	132	132	0	0	0	142	142	132	0	0	0
September 2013	140	140	140	0	0	0	152	152	140	0	0	0
September 2014	148	148	148	0	0	0	163	163	148	0	0	0
September 2015	156	156	156	0	0	0	175	175	156	0	0	0
September 2016	165	165	165	0	0	0	187	187	165	0	0	0
September 2017	174	174	174	0	0	0	201	201	174	0	0	0
September 2018	184	184	184	0	0	0	215	215	184	0	0	0
September 2019	195	195	195	0	0	0	231	231	195	0	0	0
September 2020	206	206	206	0	0	0	247	247	206	0	0	0
September 2021	218	218	218	0	0	0	265	265	218	0	0	0
September 2022	230	230	230	0	0	0	285	285	230	0	0	0
September 2023	243	243	243	0	0	0	305	305	243	0	0	0
September 2024	257	257	257	0	0	0	327	327	257	0	0	0
September 2025	272	272	272	0	0	0	351	351	272	0	0	0
September 2026	287	287	287	0	0	0	376	376	287	0	0	0
September 2027	304	304	304	0	0	0	403	403	304	0	0	0
September 2028	321	321	321	0	0	0	433	433	321	0	0	0
September 2029	340	340	340	0	0	0	464	464	340	0	0	0
September 2030	359	359	359	0	0	0	497	470	359	0	0	0
September 2031	380	380	380	0	0	0	533	474	380	0	0	0
September 2032	401	401	343	0	0	0	572	420	343	0	0	0
September 2033	424	311	252	0	0	0	613	311	252	0	0	0
September 2034	448	209	168	0	0	0	658	209	168	0	0	0
September 2035	474	113	90	0	0	0	705	113	90	0	0	0
September 2036	394	24	19	0	0	0	394	24	19	0	0	0
September 2037	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average												
Life (years)**	29.3	27.2	26.8	0.3	0.2	0.1	29.1	26.8	26.8	0.3	0.2	0.1

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

Date	FE, IE†, FC, IC†, OK and FB Classes					MO, MI† and MS Classes					KI† Class				
	PSA Prepayment Assumption					PSA Prepayment Assumption					PSA Prepayment Assumption				
	0%	100%	258%	350%	500%	0%	100%	183%	350%	500%	0%	100%	278%	350%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
September 2008	99	96	93	90	87	100	100	100	88	72	99	93	82	78	69
September 2009	98	91	80	74	65	100	100	86	57	35	98	86	67	60	47
September 2010	97	84	67	58	45	100	89	68	33	9	97	79	55	47	33
September 2011	96	78	56	45	31	100	78	53	15	0	95	73	45	36	22
September 2012	95	72	46	35	21	100	67	40	*	0	94	67	37	28	15
September 2013	94	67	38	27	15	100	57	28	0	0	92	61	30	22	10
September 2014	93	61	32	21	10	100	48	18	0	0	90	56	24	17	7
September 2015	92	57	26	16	7	100	39	9	0	0	88	51	19	13	5
September 2016	90	52	22	13	5	100	31	1	0	0	86	46	16	10	3
September 2017	88	48	18	10	3	96	24	0	0	0	84	42	13	7	2
September 2018	87	44	15	7	2	91	16	0	0	0	81	38	10	6	1
September 2019	85	40	12	6	1	86	9	0	0	0	78	34	8	4	1
September 2020	82	36	10	4	1	80	3	0	0	0	75	30	6	3	1
September 2021	80	33	8	3	1	74	0	0	0	0	72	27	5	2	*
September 2022	78	30	7	3	*	67	0	0	0	0	68	23	4	2	*
September 2023	75	27	5	2	*	60	0	0	0	0	64	20	3	1	*
September 2024	72	24	4	1	*	52	0	0	0	0	59	17	2	1	*
September 2025	69	21	3	1	*	44	0	0	0	0	54	14	2	1	*
September 2026	65	19	3	1	*	35	0	0	0	0	49	11	1	*	*
September 2027	61	17	2	1	*	25	0	0	0	0	42	9	1	*	*
September 2028	57	14	2	*	*	14	0	0	0	0	36	7	1	*	*
September 2029	52	12	1	*	*	2	0	0	0	0	28	4	*	*	*
September 2030	47	10	1	*	*	0	0	0	0	0	20	2	*	*	*
September 2031	42	8	1	*	*	0	0	0	0	0	11	1	*	*	*
September 2032	36	7	1	*	*	0	0	0	0	0	3	*	*	*	0
September 2033	30	5	*	*	*	0	0	0	0	0	0	0	0	0	0
September 2034	23	3	*	*	*	0	0	0	0	0	0	0	0	0	0
September 2035	15	2	*	*	*	0	0	0	0	0	0	0	0	0	0
September 2036	7	1	*	*	*	0	0	0	0	0	0	0	0	0	0
September 2037	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	20.6	11.1	6.1	4.7	3.5	16.8	7.2	4.6	2.5	1.7	17.2	9.4	4.8	3.9	2.7

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

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

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

Characteristics of the Residual Class

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

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

CERTAIN ADDITIONAL FEDERAL INCOME TAX CONSEQUENCES

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

U.S. Treasury Circular 230 Notice

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

REMIC Election and Special Tax Attributes

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

Taxation of Beneficial Owners of Regular Certificates

The Accrual Class, the Notional Classes and the Principal Only Classes will be issued with original issue discount (“OID”), and certain other Classes of REMIC Certificates may be issued with OID. If a Class is issued with OID, a beneficial owner of a Certificate of that Class generally must recognize some taxable income in advance of the receipt of the cash attributable to that income. See “Material Federal Income Tax Consequences—Taxation of Beneficial Owners of Regular Certificates—*Treatment of Original Issue Discount*” in the REMIC Prospectus. In addition, certain Classes of REMIC Certificates may be treated as having been issued at a premium. See “Material Federal Income Tax Consequences—Taxation of Beneficial Owners of Regular Certificates—*Regular Certificates Purchased at a Premium*” in the REMIC Prospectus.

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

<u>Group</u>	<u>Prepayment Assumption</u>
1	225% PSA
2	258% PSA
3	183% PSA
4	278% PSA

See “Material Federal Income Tax Consequences—Taxation of Beneficial Owners of Regular Certificates—*Treatment of Original Issue Discount*” in the REMIC Prospectus. No representation is made as to whether the Mortgage Loans underlying the MBS will prepay at any of those rates or any other rate. See “Description of the Certificates—Weighted Average Lives of the Certificates” in this prospectus supplement and “Yield, Maturity and Prepayment Considerations—Weighted Average Lives and Final Distribution Dates” in the REMIC Prospectus.

Taxation of Beneficial Owners of Residual Certificates

The Holder of a Residual Certificate will be considered to be the holder of the “residual interest” in the related REMIC. Such Holder generally will be required to report its daily portion of the taxable income or net loss of the REMIC to which that Certificate relates. In certain periods, a Holder of a Residual Certificate may be required to recognize taxable income without being entitled to receive a corresponding amount of cash. Pursuant to the Trust Agreement, we will be obligated to provide to the Holder of a Residual Certificate (i) information necessary to enable it to prepare its federal income tax returns and (ii) any reports regarding the Residual Class that may be required under the Code. See “Material Federal Income Tax Consequences—Taxation of Beneficial Owners of Residual Certificates” in the REMIC Prospectus.

Taxation of Beneficial Owners of RCR Certificates

The RCR Classes will be created, sold and administered pursuant to an arrangement that will be classified as a grantor trust under subpart E, part I of subchapter J of the Code. The Regular Certificates that are exchanged for RCR Certificates set forth in Schedule 1 (including any exchanges effective on the Settlement Date) will be the assets of the trust, and the RCR Certificates will represent an ownership interest of the underlying Regular Certificates. For a general discussion of the federal income tax treatment of beneficial owners of Regular Certificates, see “Material Federal Income Tax Consequences” in the REMIC Prospectus.

Generally, the ownership interest represented by an RCR certificate will be one of two types. A certificate of a Strip RCR Class (a “Strip RCR Certificate”) will represent the right to receive a disproportionate part of the principal or interest payments on one or more underlying Regular Certificates. A certificate of a Combination RCR Class (a “Combination RCR Certificate”) will represent beneficial ownership of undivided interests in two or more underlying Regular Certificates. All of the RCR Certificates are Combination RCR Certificates. See “Material Federal Income Tax

Consequences—Taxation of Beneficial Owners of RCR Certificates” in the REMIC Prospectus for a general discussion of the federal income tax treatment of beneficial owners of RCR Certificates.

PLAN OF DISTRIBUTION

We are obligated to deliver the Certificates to Goldman Sachs & Co. (the “Dealer”) in exchange for the Underlying REMIC Certificates. The Dealer proposes to offer the Certificates directly to the public from time to time in negotiated transactions at varying prices to be determined at the time of sale. The Dealer may effect these transactions to or through other dealers.

LEGAL MATTERS

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

Group 1 Underlying REMIC Certificates

Underlying REMIC Trust	Class	Date of Issue	CUSIP Number	Interest Rate	Interest Type (1)	Final Distribution Date	Principal Type (1)	Original Principal Balance of Class	September 2007 Class Factor	Principal Balance in the Trust	Approximate Weighted Average WAC	Approximate Weighted Average WAM (in months)	Approximate Weighted Average WALA (in months)
2007-058	FA	May 2007	31396V3X4	(2)	FLT	June 2037	PT	\$ 70,000,000	0.96219711	\$ 4,810,985	6.474%	348	9
2007-058	FV	May 2007	31396V4E5	(2)	FLT	June 2037	PT	230,000,000	0.97955063	61,189,015	6.682	351	8

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

(2) These Classes bear interest as further described in the related Underlying REMIC Disclosure Document.

Group 2 Underlying REMIC Certificates

Underlying REMIC Trust	Class	Date of Issue	CUSIP Number	Interest Rate	Interest Type (1)	Final Distribution Date	Principal Type (1)	Original Principal or Notional Principal Balance of Class	September 2007 Class Factor	Principal or Notional Principal Balance in the Trust	Approximate Weighted Average WAC	Approximate Weighted Average WAM (in months)	Approximate Weighted Average WALA (in months)
2007-072	KF	June 2007	31396WQG4	(2)	FLT	July 2037	PT	\$228,000,000	0.99207923	\$211,312,876	6.670%	354	6
2007-072	EK	June 2007	31396WQH2	(2)	INV/IO	July 2037	NTL	228,000,000	0.99207923	9,689,746	6.670	354	6

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

(2) These Classes bear interest as further described in the related Underlying REMIC Disclosure Document.

Group 3 Underlying REMIC Certificate

Underlying REMIC Trust	Class	Date of Issue	CUSIP Number	Interest Rate	Interest Type (1)	Final Distribution Date	Principal Type (1)	Original Principal Balance of Class	September 2007 Class Factor	Principal Balance in the Lower Tier REMIC	Approximate Weighted Average WAC	Approximate Weighted Average WAM (in months)	Approximate Weighted Average WALA (in months)
2003-024	MS	March 2003	31393AD95	(2)	INV	December 2031	PAC	\$42,370,588	1.00000000	\$42,370,588	6.086%	296	56

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

(2) This class bears interest as further described in the related Underlying REMIC Disclosure Document.

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

Group 4 Underlying REMIC Certificates

Underlying REMIC Trust	Class	Date of Issue	CUSIP Number	Interest Rate	Interest Type (1)	Final Distribution Date	Principal Type (1)	Original Notional Principal Balance of Class	September 2007 Class Factor	Notional Principal Balance in the Trust	Approximate Weighted Average WAC	Approximate Weighted Average WAM (in months)	Approximate Weighted Average WALA (in months)
2002-71	OI	October 2002	31392FDW4	7.0%	FIX/IO	November 2032	NTL	\$127,428,571	0.07800512	\$9,940,081	7.448%	289	63
2003-14	IO	February 2003	31392JFK0	7.0	FIX/IO	March 2033	NTL	91,428,571	0.09322858	8,523,756	7.704	295	58
2003-25	IK	March 2003	31393APX9	7.0	FIX/IO	April 2033	NTL	300,000,000	0.10076407	226,719	7.503	282	69
2003-30	LI(2)	March 2003	31393AVC8	7.0	FIX/IO	March 2032	NTL	59,346,593	0.09482971	5,627,820	7.500	282	69
2003-33	IU	April 2003	31393BHT5	7.0	FIX/IO	May 2033	NTL	51,072,568	0.09609906	4,908,026	7.489	280	69

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

(2) The Class 2003-30-LI REMIC Certificate is backed by the following Fannie Mae certificates:

Class	Interest Type	Principal Type
2002-39-FD	FLT	PT
2002-39-SD	INV/IO	NTL

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

Available Recombinations (1)

REMIC Certificates		RCR Certificates						
Classes	Original Balances	RCR Classes	Original Balances	Principal Type(2)	Interest Rate	Interest Type(2)	CUSIP Number	Final Distribution Date
Recombination 1								
FC	\$171,623,130	FB	\$171,623,130	SC/PT	(3)	FLT	31396XC36	July 2037
IC	171,623,130(4)							
Recombination 2								
MO	42,370,588	MS	42,370,588	SC/PT	(3)	INV	31396XC44	December 2031
MI	77,679,412(4)							

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

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

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

(4) Notional balances. These Classes are Interest Only Classes. See page S-5 for a description of how their notional balances are calculated.

Principal Balance Schedule

FA Class Targeted Balances

<u>Distribution Date</u>	<u>Targeted Balance</u>	<u>Distribution Date</u>	<u>Targeted Balance</u>	<u>Distribution Date</u>	<u>Targeted Balance</u>
Initial Balance	\$65,000,000.00	December 2011	\$47,199,268.06	March 2016	\$31,607,150.56
October 2007	64,818,242.79	January 2012	46,847,935.37	April 2016	31,344,230.48
November 2007	64,623,922.81	February 2012	46,498,610.18	May 2016	31,082,785.40
December 2007	64,417,127.25	March 2012	46,151,280.50	June 2016	30,822,806.34
January 2008	64,197,942.40	April 2012	45,805,934.38	July 2016	30,564,284.39
February 2008	63,966,485.36	May 2012	45,462,559.96	August 2016	30,307,210.68
March 2008	63,722,857.93	June 2012	45,121,145.44	September 2016	30,051,576.38
April 2008	63,467,171.94	July 2012	44,781,679.09	October 2016	29,797,372.72
May 2008	63,199,541.72	August 2012	44,444,149.25	November 2016	29,544,590.98
June 2008	62,920,088.55	September 2012	44,108,544.32	December 2016	29,293,222.48
July 2008	62,628,940.59	October 2012	43,774,852.76	January 2017	29,043,258.60
August 2008	62,326,232.75	November 2012	43,443,063.12	February 2017	28,794,690.76
September 2008	62,012,106.63	December 2012	43,113,164.00	March 2017	28,547,510.44
October 2008	61,686,716.50	January 2013	42,785,144.05	April 2017	28,301,709.16
November 2008	61,350,338.64	February 2013	42,458,992.01	May 2017	28,057,278.48
December 2008	61,003,196.89	March 2013	42,134,696.67	June 2017	27,814,210.02
January 2009	60,645,531.57	April 2013	41,812,246.90	July 2017	27,572,495.43
February 2009	60,277,958.58	May 2013	41,491,631.61	August 2017	27,332,126.45
March 2009	59,900,684.17	June 2013	41,172,839.80	September 2017	27,093,094.80
April 2009	59,514,297.94	July 2013	40,855,860.50	October 2017	26,855,392.31
May 2009	59,119,145.05	August 2013	40,540,682.83	November 2017	26,619,010.81
June 2009	58,717,874.84	September 2013	40,227,295.96	December 2017	26,383,942.20
July 2009	58,311,218.97	October 2013	39,915,689.13	January 2018	26,150,178.43
August 2009	57,901,549.02	November 2013	39,605,851.63	February 2018	25,917,711.47
September 2009	57,489,902.01	December 2013	39,297,772.81	March 2018	25,686,533.35
October 2009	57,079,566.81	January 2014	38,991,442.11	April 2018	25,456,636.15
November 2009	56,671,590.73	February 2014	38,686,848.99	May 2018	25,228,011.99
December 2009	56,265,959.75	March 2014	38,383,982.99	June 2018	25,000,653.03
January 2010	55,862,659.93	April 2014	38,082,833.71	July 2018	24,774,551.48
February 2010	55,461,677.40	May 2014	37,783,390.81	August 2018	24,549,699.58
March 2010	55,062,998.39	June 2014	37,485,643.99	September 2018	24,326,089.63
April 2010	54,666,609.19	July 2014	37,189,583.04	October 2018	24,103,713.97
May 2010	54,272,496.19	August 2014	36,895,197.79	November 2018	23,882,564.97
June 2010	53,880,645.83	September 2014	36,602,478.12	December 2018	23,662,635.06
July 2010	53,491,044.66	October 2014	36,311,413.99	January 2019	23,443,916.70
August 2010	53,103,679.27	November 2014	36,021,995.39	February 2019	23,226,402.40
September 2010	52,718,536.37	December 2014	35,734,212.39	March 2019	23,010,084.70
October 2010	52,335,602.71	January 2015	35,448,055.11	April 2019	22,794,956.20
November 2010	51,954,865.13	February 2015	35,163,513.71	May 2019	22,581,009.52
December 2010	51,576,310.56	March 2015	34,880,578.44	June 2019	22,368,237.34
January 2011	51,199,925.97	April 2015	34,599,239.57	July 2019	22,156,632.37
February 2011	50,825,698.44	May 2015	34,319,487.44	August 2019	21,946,187.36
March 2011	50,453,615.10	June 2015	34,041,312.45	September 2019	21,736,895.11
April 2011	50,083,663.18	July 2015	33,764,705.05	October 2019	21,528,748.45
May 2011	49,715,829.94	August 2015	33,489,655.74	November 2019	21,321,740.24
June 2011	49,350,102.77	September 2015	33,216,155.07	December 2019	21,115,863.41
July 2011	48,986,469.08	October 2015	32,944,193.66	January 2020	20,911,110.91
August 2011	48,624,916.38	November 2015	32,673,762.18	February 2020	20,707,475.73
September 2011	48,265,432.24	December 2015	32,404,851.33	March 2020	20,504,950.89
October 2011	47,908,004.32	January 2016	32,137,451.89	April 2020	20,303,529.46
November 2011	47,552,620.33	February 2016	31,871,554.68	May 2020	20,103,204.56

FA Class (Continued)

<u>Distribution Date</u>	<u>Targeted Balance</u>	<u>Distribution Date</u>	<u>Targeted Balance</u>	<u>Distribution Date</u>	<u>Targeted Balance</u>
June 2020	\$19,903,969.33	June 2024	\$11,496,715.72	June 2028	\$ 4,935,806.23
July 2020	19,705,816.94	July 2024	11,343,211.00	July 2028	4,814,850.74
August 2020	19,508,740.63	August 2024	11,190,497.02	August 2028	4,694,465.10
September 2020	19,312,733.64	September 2024	11,038,568.56	September 2028	4,574,645.25
October 2020	19,117,789.28	October 2024	10,887,420.48	October 2028	4,455,387.18
November 2020	18,923,900.87	November 2024	10,737,047.63	November 2028	4,336,686.87
December 2020	18,731,061.78	December 2024	10,587,444.91	December 2028	4,218,540.35
January 2021	18,539,265.42	January 2025	10,438,607.23	January 2029	4,100,943.64
February 2021	18,348,505.24	February 2025	10,290,529.54	February 2029	3,983,892.81
March 2021	18,158,774.70	March 2025	10,143,206.81	March 2029	3,867,383.92
April 2021	17,970,067.33	April 2025	9,996,634.03	April 2029	3,751,413.07
May 2021	17,782,376.66	May 2025	9,850,806.24	May 2029	3,635,976.38
June 2021	17,595,696.29	June 2025	9,705,718.48	June 2029	3,521,069.97
July 2021	17,410,019.84	July 2025	9,561,365.83	July 2029	3,406,690.00
August 2021	17,225,340.96	August 2025	9,417,743.40	August 2029	3,292,832.63
September 2021	17,041,653.34	September 2025	9,274,846.30	September 2029	3,179,494.07
October 2021	16,858,950.70	October 2025	9,132,669.71	October 2029	3,066,670.50
November 2021	16,677,226.80	November 2025	8,991,208.79	November 2029	2,954,358.17
December 2021	16,496,475.45	December 2025	8,850,458.75	December 2029	2,842,553.32
January 2022	16,316,690.45	January 2026	8,710,414.82	January 2030	2,731,252.20
February 2022	16,137,865.67	February 2026	8,571,072.26	February 2030	2,620,451.11
March 2022	15,959,995.02	March 2026	8,432,426.35	March 2030	2,510,146.34
April 2022	15,783,072.40	April 2026	8,294,472.38	April 2030	2,400,334.20
May 2022	15,607,091.79	May 2026	8,157,205.70	May 2030	2,291,011.05
June 2022	15,432,047.18	June 2026	8,020,621.65	June 2030	2,182,173.22
July 2022	15,257,932.59	July 2026	7,884,715.62	July 2030	2,073,817.09
August 2022	15,084,742.08	August 2026	7,749,482.99	August 2030	1,965,939.04
September 2022	14,912,469.74	September 2026	7,614,919.21	September 2030	1,858,535.49
October 2022	14,741,109.70	October 2026	7,481,019.72	October 2030	1,751,602.86
November 2022	14,570,656.10	November 2026	7,347,779.98	November 2030	1,645,137.59
December 2022	14,401,103.15	December 2026	7,215,195.50	December 2030	1,539,136.12
January 2023	14,232,445.04	January 2027	7,083,261.80	January 2031	1,433,594.95
February 2023	14,064,676.04	February 2027	6,951,974.42	February 2031	1,328,510.56
March 2023	13,897,790.42	March 2027	6,821,334.19	March 2031	1,223,879.45
April 2023	13,731,782.50	April 2027	6,691,331.41	April 2031	1,119,698.15
May 2023	13,566,646.61	May 2027	6,561,961.67	May 2031	1,015,963.21
June 2023	13,402,377.13	June 2027	6,433,220.62	June 2031	912,671.17
July 2023	13,238,968.46	July 2027	6,305,103.90	July 2031	809,818.62
August 2023	13,076,415.04	August 2027	6,177,607.21	August 2031	707,402.14
September 2023	12,914,711.32	September 2027	6,050,726.24	September 2031	605,418.33
October 2023	12,753,851.81	October 2027	5,924,456.71	October 2031	503,863.83
November 2023	12,593,831.02	November 2027	5,798,794.37	November 2031	402,735.25
December 2023	12,434,643.50	December 2027	5,673,734.98	December 2031	302,029.27
January 2024	12,276,283.84	January 2028	5,549,274.33	January 2032	201,742.54
February 2024	12,118,746.64	February 2028	5,425,408.23	February 2032	101,871.75
March 2024	11,962,026.55	March 2028	5,302,132.50	March 2032	2,413.60
April 2024	11,806,118.23	April 2028	5,179,443.01	April 2032 and thereafter	0.00
May 2024	11,651,016.38	May 2028	5,057,335.62		

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

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

\$319,683,464



**Guaranteed REMIC
Pass-Through Certificates
Fannie Mae REMIC Trust 2007-97**

PROSPECTUS SUPPLEMENT

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Goldman Sachs & Co.

September 21, 2007
