### \$669,468,080



# **Guaranteed REMIC Pass-Through Certificates Fannie Mae REMIC Trust 2008-45**

#### The Certificates

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

#### Payments to Certificateholders

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

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

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

#### The Fannie Mae Guaranty

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

#### The Trust and its Assets

The trust will own Fannie Mae MBS.

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

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

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

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

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

Class	Group	Original Class Balance	Principal Type(1)	Interest Rate	Interest Type(1)	CUSIP Number	Final Distribution Date
AB	1	\$ 50,000,000	SEQ	5.0%	FIX	31397LSU4	October 2034
VA(2)	1	4,835,000	SEQ/ÀD	5.0	FIX	31397LSV2	May 2019
VB(2)	1	6,950,000	SEQ/AD	5.0	FIX	31397LTC3	October 2028
ZA(2)	1	6,716,325	SÈQ	5.0	FIX/Z	31397LTD1	June 2038
AC	2	50,000,000	SEQ	5.0	FIX	31397LTE9	October 2034
VD(2)	2	4,835,000	SEQ/AD	5.0	FIX	31397LTF6	May 2019
VE(2)	2	6,950,000	SEQ/AD	5.0	FIX	31397LTG4	October 2028
ZB(2)	2	6,716,325	SEQ	5.0	FIX/Z	31397LTH2	June 2038
AD	3	50,000,000	SEQ	5.0	FIX	31397L T J 8	October 2034
VG(2)	3	4,835,000	SEQ/AD	5.0	FIX	31397LTK5	May 2019
VH(2)	3	6,950,000	SEQ/AD	5.0	FIX	31397LTL3	October 2028
ZC(2)	3	6,716,325	SÉQ	5.0	FIX/Z	31397LTM1	June 2038
AE	4	50,000,000	SEQ	5.0	FIX	31397LTN9	October 2034
VJ(2)	4	4,835,000	SEQ/AD	5.0	FIX	31397LTP4	May 2019
VK(2)	4	6,950,000	SEQ/AD	5.0	FIX	31397LTQ2	October 2028
ZD(2)	4	6,716,325	SEQ	5.0	FIX/Z	31397LTR0	June 2038
AG	5	50,000,000	SEQ	5.0	FIX	31397LTS8	October 2034
VL(2)	5	4,835,000	SEQ/AD	5.0	FIX	31397LTT6	May 2019
VM(2)	5	6,950,000	SEQ/AD	5.0	FIX	31397LTU3	October 2028
ZE(2)	5	6,716,325	SEQ	5.0	FIX/Z	31397LTV1	June 2038
AH	6	50,000,000	SEQ	5.0	FIX	31397LTW9	October 2034
VN(2)	6	4,835,000	SEQ/AD	5.0	FIX	31397LTX7	May 2019
VT(2)	6	6,950,000	SEQ/AD	5.0	FIX	31397LTY5	October 2028
ZG(2)	6	6,716,325	SÉQ	5.0	FIX/Z	31397LTZ2	June 2038
EA	7	100,000,000	SEQ	4.0	FIX	31397LUA5	April 2020
EY	7	43,460,130	SEQ	4.0	FIX	31397LUB3	June 2023
FA	8	15,000,000	PT	(3)	FLT	31397LUC1	June 2023
SA(2)	8	15,000,000(4)	NTL	(3)	INV/IO	31397LUD9	June 2023
FB	8	45,000,000	PT	(3)	FLT	31397LUE7	June 2023
SC(2)	8	45,000,000(4)	NTL	(3)	INV/IO	31397LUF4	June 2023
ST(2)	8	45,000,000(4)	NTL	(3)	INV/IO	31397LUG2	June 2023
DE(2)	8	45,055,000	SEQ	4.5	FIX	31397LUH0	November 2021
DG(2)	8	8,005,000	SEQ	4.5	FIX	31397LUJ6	March 2023
DB(2)	8	1,940,000	SEQ	4.5	FIX	31397LUK3	June 2023
<u>R</u>		0	NPR	0	NPR	31397LUL1	June 2038

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

(3) Based on LIBOR.

Notional balances. These classes are interest only classes. See page S-7 for a description of how their notional balances are calculated.

If you own certificates of certain classes, you can exchange them for certificates of the corresponding RCR classes to be delivered at the time of exchange. The AY, AV, BV, ZH, VC, SD, SB, DA, DH and DJ 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 May 30, 2008.

### Credit Suisse

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#### AVAILABLE INFORMATION

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

- our Prospectus for Fannie Mae Guaranteed REMIC Pass-Through Certificates dated August 1, 2007 (the "REMIC Prospectus");
- our Prospectus for Fannie Mae Guaranteed Mortgage Pass-Through Certificates (Single-Family Residential Mortgage Loans) dated January 1, 2006 (for all MBS issued prior to June 1, 2007) or dated April 1, 2008 (for all other MBS) (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 MBS Prospectus is incorporated by reference in this prospectus supplement. This means that we are disclosing information in that document by referring you to it. That document is considered part of this prospectus supplement, so you should read this prospectus supplement, and any applicable supplements or amendments, together with that document.

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 and the MBS Prospectus by writing or calling the dealer at:

Credit Suisse Securities (USA) LLC Prospectus Department 11 Madison Avenue New York, NY 10010-3629 (telephone 212-325-2580).

#### RECENT DEVELOPMENTS

On May 19, 2008, Standard & Poor's Ratings Services ("S&P") lowered our "Risk-to-the-Government" rating from "AA—" to "A+" with a negative outlook, and affirmed the "AA—" ratings on our preferred stock and subordinated debt with a negative outlook. S&P also affirmed the "AAA/A-1+" rating on our senior unsecured debt with a stable outlook.

On May 6, 2008, Moody's Investors Service ("Moody's") downgraded our "Bank Financial Strength Rating" from "B+" to "B" with a negative outlook. Moody's also placed a negative outlook on the "Aa3" rating on our preferred stock, and affirmed the rating of "Aaa" on our senior debt and "Aa2" on our subordinated debt with a stable outlook. Also on May 6, 2008, Fitch Ratings placed the "AA—" rating on our preferred stock on "Rating Watch Negative," and affirmed the ratings of "AAA" on our senior unsecured debt and "AA—" on our subordinated debt with a stable outlook.

Although the certificates being offered hereby are not rated, the general market perception of our ability to satisfy our obligations, including our guaranty obligations on the certificates, will affect the liquidity and market value of the certificates. Accordingly, you should consider the potential effect of the recent announcements on the liquidity and market value of your certificates.

#### **SUMMARY**

This summary contains only limited information about the certificates. Statistical information in this summary is provided as of May 1, 2008. You should purchase the certificates only after reading this prospectus supplement and each of the additional disclosure documents listed on page S-3. In particular, please see the discussion of risk factors that appears in each of those additional disclosure documents.

#### **Assets Underlying Each Group of Classes**

Group	Assets
1	Group 1 MBS
2	Group 2 MBS
3	Group 3 MBS
4	Group 4 MBS
5	Group 5 MBS
6	Group 6 MBS
7	Group 7 MBS
8	Group 8 MBS

Group 1, Group 2, Group 3, Group 4, Group 5, Group 6, Group 7 and Group 8

#### Characteristics of the MBS

	Approximate Principal Balance	Pass- Through Rate	Range of Weighted Average Coupons or WACs (annual percentages)	Average Remaining Terms to Maturity or WAMs (in months)
Group 1 MBS	\$ 68,501,325	5.00%	5.25% to 7.50%	241 to 360
Group 2 MBS	\$ 68,501,325	5.00%	5.25% to 7.50%	241 to 360
Group 3 MBS	\$ 68,501,325	5.00%	5.25% to 7.50%	241 to 360
Group 4 MBS	\$ 68,501,325	5.00%	5.25% to 7.50%	241 to 360
Group 5 MBS	\$ 68,501,325	5.00%	5.25% to 7.50%	241 to 360
Group 6 MBS	\$ 68,501,325	5.00%	5.25% to 7.50%	241 to 360
Group 7 MBS	\$143,460,130	4.00%	4.25% to 6.50%	121 to 180
Group 8 MBS	\$115,000,000	6.00%	6.25% to 8.50%	7 to 180

#### Assumed Characteristics of the Underlying Mortgage Loans

	Principal Balance	Original Term to Maturity (in months)	Remaining Term to Maturity (in months)	Loan Age (in months)	Interest Rate
Group 1 MBS	\$ 68,501,325	360	315	40	5.50%
Group 2 MBS	\$ 68,501,325	360	315	40	5.50%
Group 3 MBS	\$ 68,501,325	360	315	40	5.50%
Group 4 MBS	\$ 68,501,325	360	315	40	5.50%
Group 5 MBS	\$ 68,501,325	360	315	40	5.50%
Group 6 MBS	\$ 68,501,325	360	315	40	5.50%
Group 7 MBS	\$143,460,130	180	129	47	4.56%
Group 8 MBS	\$115,000,000	180	157	20	6.45%

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

#### **Settlement Date**

We expect to issue the certificates on May 30, 2008.

#### **Distribution Dates**

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

#### **Record Date**

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

#### **Book-Entry and Physical Certificates**

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

Fed Book-Entry	Physical
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 classes will bear interest at the applicable annual interest rates listed on the cover of this prospectus supplement or on Schedule 1.

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

Class	Initial Interest Rate	Maximum Interest Rate	Minimum Interest Rate	Formula for Calculation of Interest Rate(1)
FA	3.2%	7.0%	0.5%	LIBOR + 50 basis points
SA	3.8%	6.5%	0.0%	$6.5\%-\mathrm{LIBOR}$
FB	3.1%	7.5%	0.4%	LIBOR $+$ 40 basis points
SC	3.8%	6.5%	0.0%	$6.5\%-{ m LIBOR}$
ST	0.6%	0.6%	0.0%	7.1% - LIBOR
SD	3.8%	6.5%	0.0%	$6.5\%-{ m LIBOR}$
SB	4.4%	7.1%	0.0%	7.1% - LIBOR

<sup>(1)</sup> 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:

Class	
SA	100% of the FA Class
SC	100% of the FB Class
ST	100% of the FB Class
SD	100% of the sum of the FA and FB Classes
SB	100% of the FR Class

#### Distributions of Principal

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

#### Weighted Average Lives (years)\*

	<b>PSA Prepayment Assumption</b>				
Group 1 Classes	0%	100%	$\textcolor{red}{202\%}$	350%	<b>500</b> %
AB	17.2 6.0 16.0 28.3	6.0 $6.0$ $14.2$ $20.4$	3.5 5.7 10.1 16.0	2.1 4.3 6.6 11.1	1.4 3.3 4.7 8.0
	I	PSA Prep	oayment .	Assumpti	ion
Group 2 Classes	0%	100%	202%	350%	500%
AC	17.2 6.0 16.0 28.3	6.0 $6.0$ $14.2$ $20.4$	3.5 5.7 10.1 16.0	2.1 4.3 6.6 11.1	1.4 3.3 4.7 8.0
	I	PSA Prep	oayment .	Assumpti	ion
Group 3 Classes	0%	100%	202%	350%	500%
AD	17.2 6.0 16.0 28.3	6.0 $6.0$ $14.2$ $20.4$	3.5 5.7 10.1 16.0	2.1 4.3 6.6 11.1	1.4 3.3 4.7 8.0
	I	PSA Prep	oayment	Assumpti	ion
Group 4 Classes	0%	100%	$\underline{202\%}$	350%	<b>500</b> %
AE VJ VK ZD	17.2 6.0 16.0 28.3	6.0 $6.0$ $14.2$ $20.4$	3.5 5.7 10.1 16.0	2.1 4.3 6.6 11.1	1.4 3.3 4.7 8.0
	PSA Prepayment Assumption				
Group 5 Classes	0%	100%	202%	350%	500%
AG VL VM ZE	17.2 6.0 16.0 28.3	6.0 $6.0$ $14.2$ $20.4$	3.5 5.7 10.1 16.0	2.1 4.3 6.6 11.1	1.4 3.3 4.7 8.0

	PSA Prepayment Assumption				ion
Group 6 Classes	0%	100%	202%	350%	500%
AH	17.2 6.0 16.0 28.3	6.0 6.0 14.2 20.4	3.5 5.7 10.1 16.0	2.1 4.3 6.6 11.1	1.4 3.3 4.7 8.0
G - G				Assumpti	
Group 7 Classes	0%	100%	$\underline{157\%}$	350%	500%
EA	6.7	3.0	2.5	1.5	1.1
EY	13.5	8.5	7.9	5.9	4.7
	I	SA Prep	oayment .	Assumpti	ion
Group 8 Classes	0%	100%	$\underline{412\%}$	600%	800%
FA, SA, FB, SC, ST, SD, SB and DJ	9.1	5.8	2.9	2.1	1.6
DE	7.9	4.5	2.0	1.4	1.0
DG	14.1	11.1	6.5	4.7	3.4
DB	14.9	12.8	10.4	8.1	6.1
DA	8.9	5.5	2.6	1.9	1.4
DH	14.2	11.4	7.3	5.3	3.9
	PSA Prepayment Assumption				
Group 1/Group 2/Group 3/Group 4/Group 5/Group 6 Classes	0%	100%	202%	350%	500%
AY(1)	28.3	19.3	13.8	8.8	6.1
AV(2)	6.0	6.0	5.7	4.3	3.3
BV(3)	16.0	14.2	10.1	6.6	4.7
ZH(4)	28.3	20.4	16.0	11.1	8.0
VC(5)	11.9	10.8	8.3	5.6	4.1

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

(1) The AY Class is an RCR class formed from a combination of the ZA, VA and VB Classes in Group 1, the ZB, VD and VE Classes in Group 2, the ZC, VG and VH Classes in Group 3, the ZD, VJ and VK Classes in Group 4, the ZE, VL and VM Classes in Group 5 and the ZG, VN and VT Classes in Group 6.

(2) The AV Class is an RCR class formed from a combination of the VA Class in Group 1, the VD Class in Group 2, the VG Class in Group 3, the VJ Class in Group 4, the VL Class in Group 5 and the VN Class in Group 6.

(3) The BV Class is an RCR class formed from a combination of the VB Class in Group 1, the VE Class in Group 2, the VH Class in Group 3, the VK Class in Group 4, the VM Class in Group 5 and the VT Class in Group 6.

(4) The ZH Class is an RCR class formed from a combination of the ZA Class in Group 1, the ZB Class in Group 6.

(5) The VC Class is an RCR Class formed from a combination of the VA and VB Classes in Group 1, the VD and VE Classes in Group 2, the VG and VH Classes in Group 3, the VJ and VK Classes in Group 4, the VL and VM Classes in Group 5 and the VN and VT Classes in Group 5 and the VN and VT Classes in Group 6.

#### 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 May 1, 2008 (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 eight groups of Fannie Mae Guaranteed Mortgage Pass-Through Certificates (the "Group 1 MBS," "Group 2 MBS," "Group 3 MBS," "Group 4 MBS," "Group 5 MBS," "Group 6 MBS," "Group 7 MBS" and "Group 8 MBS," and together, "MBS").

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

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

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

	Assets	Regular Interests	Interest
REMIC	MBS	All Classes of REMIC Certificates other than the R Class	R

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Fannie Mae Guaranty. For a description of our guaranties of the Certificates and the MBS, see "Description of the Certificates—Fannie Mae Guaranty" in the REMIC Prospectus 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 bookentry 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:

**Classes** Denominations

Interest Only and Inverse Floating \$100,000 minimum plus whole dollar increments

Rate Classes

All other Classes (except the R Class) \$1,000 minimum plus whole dollar increments

#### The MBS

The MBS provide that principal and interest on the related Mortgage Loans are passed through monthly. The Mortgage Loans underlying the MBS are conventional, fixed-rate, fully-amortizing mortgage loans secured by first mortgages or deeds of trust on single-family residential properties. These Mortgage Loans have original maturities of up to 30 years in the case of the Group 1, Group 2, Group 3, Group 4, Group 5 and Group 6 MBS, and up to 15 years in the case of the Group 7 and Group 8 MBS.

For additional information, see "Summary—Group 1, Group 2, Group 3, Group 4, Group 5, Group 6, Group 7 and Group 8—Characteristics of the MBS" and "—Assumed Characteristics of the Underlying Mortgage Loans" in this prospectus supplement and "The Mortgage Pools" and "Yield, Maturity, and Prepayment Considerations" in the MBS Prospectus.

#### **Distributions of Interest**

General. The certificates will bear interest at the rates specified in this prospectus supplement on a 30/360 basis. Interest to be paid on each Certificate (or added to principal, in the case of the Accrual Classes) on a Distribution Date will consist of one month's interest on the outstanding balance of that Certificate immediately prior to that Distribution Date. For a description of the Accrual Classes, see "—Accrual Classes" below.

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

Delay Classes No-Delay Classes

Fixed Rate Classes Floating Rate and Inverse Floating Rate Classes

See "Description of the Certificates—Distributions on Certificates—Interest Distributions" in the REMIC Prospectus.

Accrual Classes. The ZA, ZB, ZC, ZD, ZE, ZG and ZH 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.

#### **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 ZA Accrual Amount to VA and VB, in that order, until retired, and thereafter to ZA.

Accretion Directed Classes and Accrual Class The Group 1 Cash Flow Distribution Amount to AB, VA, VB and ZA, in that order, until retired.

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

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

#### • Group 2

The ZB Accrual Amount to VD and VE, in that order, until retired, and thereafter to ZB.

Accrual Amount to VD and VE, in that order, until retired, and thereafter Classes and Accrual Classes.

The Group 2 Cash Flow Distribution Amount to AC, VD, VE and ZB, in that order, until retired.

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

The "Group 2 Cash Flow Distribution Amount" is the principal then paid on the Group 2 MBS.

#### • Group 3

The ZC Accrual Amount to VG and VH, in that order, until retired, and thereafter to ZC.

Accrual Amount to VG and VH, in that order, until retired, and thereafter Classes Accrual

The Group 3 Cash Flow Distribution Amount to AD, VG, VH and ZC, in that order, until retired.

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

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

#### • Group 4

The ZD Accrual Amount to VJ and VK, in that order, until retired, and thereafter to ZD.

Accretion Directed Classes and Accrual Class

The Group 4 Cash Flow Distribution Amount to AE, VJ, VK and ZD, in that order, until retired.

The "ZD Accrual Amount" is the interest then accrued and added to the principal balance of the ZD Class.

The "Group 4 Cash Flow Distribution Amount" is the principal then paid on the Group 4 MBS.

#### • Group 5

The ZE Accrual Amount to VL and VM, in that order, until retired, and thereafter to ZE.

Accretion Directed Classes and Accrual Class

The Group 5 Cash Flow Distribution Amount to AG, VL, VM and ZE, in that order, until retired.

Sequential Pay Classes

The "ZE Accrual Amount" is the interest then accrued and added to the principal balance of the ZE Class.

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

• Group 6

The ZG Accrual Amount to VN and VT, in that order, until retired, and thereafter Classes and Accrual Class.

The Group 6 Cash Flow Distribution Amount to AH, VN, VT and ZG, in that order, until retired.

The "ZG Accrual Amount" is the interest then accrued and added to the principal balance of the ZG Class.

The "Group 6 Cash Flow Distribution Amount" is the principal then paid on the Group 6 MBS.

• Group 7

The Group 7 Principal Distribution Amount to EA and EY, in that order, until Pay Classes retired.

The "Group 7 Principal Distribution Amount" is the principal then paid on the Group 7 MBS.

• Group 8

The Group 8 Principal Distribution Amount as follows:

-13.0434782609% to FA until retired,
-39.1304347826% to FB until retired, and
-47.8260869565% to DE, DG and DB, in that order, until retired.

Sequential Pay Classes

The "Group 8 Principal Distribution Amount" is the principal then paid on the Group 8 MBS.

#### **Structuring Assumptions**

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

- the Mortgage Loans underlying the MBS have the original terms to maturity, remaining terms to maturity, loan ages and interest rates specified under "Summary—Group 1, Group 2, Group 3, Group 4, Group 5, Group 6, Group 7 and Group 8—Assumed Characteristics of the Underlying Mortgage Loans" in this prospectus supplement;
- the Mortgage Loans prepay at the constant percentages of PSA specified in the related tables;
- the settlement date for the Certificates is May 30, 2008; and
- each Distribution Date occurs on the 25th day of a month.

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

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

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

The information shown in the 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:

Class	Price*
SA	6.00000%
SC	6.00000%
ST	1.21875%
SD	6.00000%
SB	7.21875%

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

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

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

**PSA Prepayment Assumption** LIBOR **50**% 100% 800%  $\mathbf{412}\%$ 600%0.7% ...... 103.2% 99.1% 72.6%55.1%34.8% 2.7% ...... 60.9% 57.3% 33.3% 17.5% (0.8)%4.7% ...... 20.4% 17.2% (4.1)%(18.2)%(34.6)%6.5% ......

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

**PSA Prepayment Assumption** LIBOR 50%100%  $\mathbf{412}\%$  $\boldsymbol{600\,\%}$ 800% 0.7% ...... 103.2% 72.6%55.1%34.8% 99.1%2.7% ...... 60.9%57.3% 33.3%17.5%(0.8)%4.7% ...... 17.2% (4.1)%(18.2)%20.4%(34.6)%6.5% and above ......

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

**PSA Prepayment Assumption** LIBOR 50% $\boldsymbol{100\,\%}$ 600% 800%  $\mathbf{412}\%$ 6.5% and below ..... 43.2%39.7% 16.9%1.8% (15.7)%6.7% ...... 23.5% 20.3%(1.3)%(32.0)%(15.5)%7.1% .....

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

		PSA	Prepayment Ass	umption	
LIBOR	50%	100%	412%	600%	800%
0.7%	103.2%	99.1%	72.6%	55.1%	34.8%
2.7%	60.9%	57.3%	33.3%	17.5%	(0.8)%
4.7%	20.4%	17.2%	(4.1)%	(18.2)%	(34.6)%
6.5%	*	*	*	*	*

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

		PS.	A Prepayment Ass	sumption	
LIBOR	<b>50</b> %	100%	412%	600%	800%
0.7%	92.5%	88.6%	62.7%	45.6%	25.9%
2.7%	57.8%	54.3%	30.5%	14.8%	(3.4)%
4.7%	24.4%	21.1%	(0.5)%	(14.7)%	(31.3)%
7.1%	*	*	*	*	*

#### Weighted Average Lives of the Certificates

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

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

- · the timing of changes in the rate of principal distributions, and
- the priority sequences of distributions of principal of the Classes.

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.

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.

Mortgage Loans Relating to Trust Assets Specified Below	Original and Remaining Terms to Maturity	Interest Rates
Group 1 MBS	360 months	7.50%
Group 2 MBS	360 months	7.50%
Group 3 MBS	360 months	7.50%
Group 4 MBS	360 months	7.50%
Group 5 MBS	360 months	7.50%
Group 6 MBS	360 months	7.50%
Group 7 MBS	180 months	6.50%
Group 8 MBS	180 months	8.50%

It is unlikely that all of the Mortgage Loans will have the interest rates, loan ages or remaining terms to maturity 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

		Α	AB Cla	ss			1	A Cla	ss			,	VB Cla	ss			2	ZA Cla	SS	
			Prepay sumpt	yment ion				Prepay sumpt					Prepa					Prepa sumpt		,
Date	0%	100%	202%	350%	500%	0%	100%	202%	350%	500%	0%	100%	202%	350%	500%	0%	100%	202%	350%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
May 2009	99	90	81	69	57	93	93	93	93	93	100	100	100	100	100	105	105	105	105	105
May 2010	97	80	65	45	28	85	85	85	85	85	100	100	100	100	100	110	110	110	110	110
May 2011	96	70	51	27	7	78	78	78	78	78	100	100	100	100	100	116	116	116	116	116
May 2012	94	62	38	12	0	69	69	69	69	1	100	100	100	100	100	122	122	122	122	122
May 2013	93	54	28	1	0	61	61	61	61	0	100	100	100	100	25	128	128	128	128	128
May 2014	91	46	18	0	0	52	52	52	0	0	100	100	100	80	0	135	135	135	135	105
May 2015	89	39	10	0	0	42	42	42	0	0	100	100	100	25	0	142	142	142	142	72
May 2016	87	32	3	0	0	32	32	32	0	0	100	100	100	0	0	149	149	149	128	49
May 2017	84	26	0	0	0	21	21	0	0	0	100	100	96	0	0	157	157	157	98	33
May 2018	82	20	0	0	0	10	10	0	0	0	100	100	50	0	0	165	165	165	75	22
May 2019	79	15	0	0	0	0	0	0	0	0	99	99	9	0	0	173	173	173	57	15
May 2020	76	9	0	0	0	0	0	0	0	0	90	90	0	0	0	182	182	154	43	10
May 2021	73	4	0	0	0	0	0	0	0	0	81	81	0	0	0	191	191	129	32	7
May 2022	70	0	0	0	0	0	0	0	0	0	72	71	0	0	0	201	201	107	24	4
May 2023	66	0	0	0	0	0	0	0	0	0	62	31	0	0	0	211	211	89	18	3
May 2024	62	0	0	0	0	0	0	0	0	0	51	0	0	0	0	222	214	73	13	2
May 2025	58	0	0	0	0	0	0	0	0	0	41	0	0	0	0	234	186	59	10	1
May 2026	54	0	0	0	0	0	0	0	0	0	29	0	0	0	0	246	160	48	7	1
May 2027	49	0	0	0	0	0	0	0	0	0	17	0	0	0	0	258	135	38	5	1
May 2028	44	0	0	0	0	0	0	0	0	0	4	0	0	0	0	271	113	29	3	*
May 2029	38	0	0	0	0	0	0	0	0	0	0	0	0	0	0	275	91	22	2	*
May 2030	32	0	0	0	0	0	0	0	0	0	0	0	0	0	0	275	71	16	2	*
May 2031	25	0	0	0	0	0	0	0	0	0	0	0	0	0	0	275	53	11	1	*
May 2032	18	0	0	0	0	0	0	0	0	0	0	0	0	0	0	275	35	7	1	*
May 2033	11	0	0	0	0	0	0	0	0	0	0	0	0	0	0	275	19	4	*	*
May 2034	3	0	0	0	0	0	0	0	0	0	0	0	0	0	0	275	4	1	*	*
May 2035	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	229	0	0	0	0
May 2036	Õ	Õ	Ō	Ō	Õ	Õ	Ō	Ō	0	Õ	Ō	Ō	Õ	Õ	Õ	158	Õ	Õ	Õ	Ō
May 2037	Õ	Ō	Ō	Ō	Ō	Õ	Ō	Ō	Ō	Ō	Ō	Ō	Õ	Õ	Õ	82	Õ	Õ	Õ	Ō
May 2038	Õ	Õ	Õ	Õ	Õ	Õ	Ō	Ō	0	Õ	Ō	Ō	Õ	Õ	Õ	0	Õ	Õ	Õ	Ō
Weighted Average																				
Life (years)**	17.2	6.0	3.5	2.1	1.4	6.0	6.0	5.7	4.3	3.3	16.0	14.2	10.1	6.6	4.7	28.3	20.4	16.0	11.1	8.0

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

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

	AC Class						,	D Cla	ss			,	VE Cla	ss			2	ZB Cla	ss	
			Prepa sumpt					Prepa sumpt					Prepa ssumpt					Prepa sumpt	yment ion	
Date	0%	100%	202%	350%	500%	0%	100%	202%	350%	500%	0%	100%	202%	350%	500%	0%	100%	202%	350%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
May 2009	99	90	81	69	57	93	93	93	93	93	100	100	100	100	100	105	105	105	105	105
May 2010	97	80	65	45	28	85	85	85	85	85	100	100	100	100	100	110	110	110	110	110
May 2011	96	70	51	27	7	78	78	78	78	78	100	100	100	100	100	116	116	116	116	116
May 2012	94	62	38	12	0	69	69	69	69	1	100	100	100	100	100	122	122	122	122	122
May 2013	93	54	28	1	0	61	61	61	61	0	100	100	100	100	25	128	128	128	128	128
May 2014	91	46	18	0	0	52	52	52	0	0	100	100	100	80	0	135	135	135	135	105
May 2015	89	39	10	0	0	42	42	42	0	0	100	100	100	25	0	142	142	142	142	72
May 2016	87	32	3	0	0	32	32	32	0	0	100	100	100	0	0	149	149	149	128	49
May 2017	84	26	0	0	0	21	21	0	0	0	100	100	96	0	0	157	157	157	98	33
May 2018	82	20	0	0	0	10	10	0	0	0	100	100	50	0	0	165	165	165	75	22
May 2019	79	15	0	0	0	0	0	0	0	0	99	99	9	0	0	173	173	173	57	15
May 2020	76	9	0	0	0	0	0	0	0	0	90	90	0	0	0	182	182	154	43	10
May 2021	73	4	0	0	0	0	0	0	0	0	81	81	0	0	0	191	191	129	32	7
May 2022	70	0	0	0	0	0	0	0	0	0	72	71	0	0	0	201	201	107	24	4
May 2023	66	0	0	0	0	0	0	0	0	0	62	31	0	0	0	211	211	89	18	3
May 2024	62	0	0	0	0	0	0	0	0	0	51	0	0	0	0	222	214	73	13	2
May 2025	58	0	0	0	0	0	0	0	0	0	41	0	0	0	0	234	186	59	10	1
May 2026	54	0	0	0	0	0	0	0	0	0	29	0	0	0	0	246	160	48	7	1
May 2027	49	Õ	Õ	Õ	Õ	Õ	Õ	Õ	Õ	Õ	$\bar{17}$	Õ	Õ	Õ	Õ	258	135	38	5	1
May 2028	44	0	0	0	0	0	0	0	0	0	4	0	0	0	0	271	113	29	3	*
May 2029	38	0	0	0	0	0	0	0	0	0	0	0	0	0	0	275	91	22	2	*
May 2030	32	Õ	Õ	Õ	Õ	Õ	Õ	Õ	Õ	Õ	Ō	Õ	Õ	Õ	Õ	275	71	16	2	*
May 2031	25	0	0	0	0	0	0	0	0	0	0	0	0	0	0	275	53	11	1	*
May 2032	18	Õ	Õ	Õ	Õ	Õ	Ō	0	0	Ō	0	0	Õ	Ō	Õ	275	35	7	1	*
May 2033	11	Õ	Õ	Õ	Õ	Õ	Õ	Õ	Õ	Õ	Ō	Õ	Õ	Õ	Õ	275	19	4	*	*
May 2034	3	Õ	Õ	Õ	Õ	Õ	Ō	Ō	0	Õ	0	Ō	Ō	Ō	Õ	275	4	1	*	*
May 2035	ő	ő	ő	ő	ő	ő	ő	ő	Õ	ő	Ö	ő	ő	ő	ő	229	0	0	0	0
May 2036	ŏ	ő	ő	ő	ŏ	ő	ŏ	ŏ	ŏ	ŏ	ő	ŏ	ŏ	ŏ	ŏ	158	ŏ	ŏ	ŏ	ŏ
May 2037	ő	ő	ő	ő	ő	ő	ő	ő	ő	ő	ő	ő	ő	ő	ő	82	ő	ő	ő	ő
May 2038	ő	ő	ő	ő	ő	ő	ŏ	ő	ő	ő	ő	ő	ő	ŏ	ő	0	ŏ	ő	ŏ	ő
Weighted Average	O	O	O	Ü	Ü	Ü	Ü	O	O	O	0	0	O	Ü	Ü	Ü	Ü	O	Ü	O
Life (years)**	17.2	6.0	3.5	2.1	1.4	6.0	6.0	5.7	4.3	3.3	16.0	14.2	10.1	6.6	4.7	28.3	20.4	16.0	11.1	8.0

		Α	AD Cla	ss			1	/G Cla	SS			,	VH Cla	SS			2	ZC Cla	SS	
			Prepa; sumpt	yment ion				Prepa; sumpt				PSA A	Prepa ssumpt	yment ion				Prepa ssumpt	yment ion	
Date	0%	100%	202%	350%	500%	0%	100%	202%	350%	500%	0%	100%	202%	350%	500%	0%	100%	202%	350%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
May 2009	99	90	81	69	57	93	93	93	93	93	100	100	100	100	100	105	105	105	105	105
May 2010	97	80	65	45	28	85	85	85	85	85	100	100	100	100	100	110	110	110	110	110
May 2011	96	70	51	27	7	78	78	78	78	78	100	100	100	100	100	116	116	116	116	116
May 2012	94	62	38	12	0	69	69	69	69	1	100	100	100	100	100	122	122	122	122	122
May 2013	93	54	28	1	0	61	61	61	61	0	100	100	100	100	25	128	128	128	128	128
May 2014	91	46	18	0	0	52	52	52	0	0	100	100	100	80	0	135	135	135	135	105
May 2015	89	39	10	0	0	42	42	42	0	0	100	100	100	25	0	142	142	142	142	72
May 2016	87	32	3	0	0	32	32	32	0	0	100	100	100	0	0	149	149	149	128	49
May 2017	84	26	0	0	0	21	21	0	0	0	100	100	96	0	0	157	157	157	98	33
May 2018	82	20	0	0	0	10	10	0	0	0	100	100	50	0	0	165	165	165	75	22
May 2019	79	15	0	0	0	0	0	0	0	0	99	99	9	0	0	173	173	173	57	15
May 2020	76	9	0	0	0	0	0	0	0	0	90	90	0	0	0	182	182	154	43	10
May 2021	73	4	0	0	0	0	0	0	0	0	81	81	0	0	0	191	191	129	32	7
May 2022	70	0	0	0	0	0	0	0	0	0	72	71	0	0	0	201	201	107	24	4
May 2023	66	0	0	0	0	0	0	0	0	0	62	31	0	0	0	211	211	89	18	3
May 2024	62	0	0	0	0	0	0	0	0	0	51	0	0	0	0	222	214	73	13	2
May 2025	58	0	0	0	0	0	0	0	0	0	41	0	0	0	0	234	186	59	10	1
May 2026	54	0	0	0	0	0	0	0	0	0	29	0	0	0	0	246	160	48	7	1
May 2027	49	0	0	0	0	0	0	0	0	0	17	0	0	0	0	258	135	38	5	1
May 2028	44	0	0	0	0	0	0	0	0	0	4	0	0	0	0	271	113	29	3	*
May 2029	38	0	0	0	0	0	0	0	0	0	0	0	0	0	0	275	91	22	2	*
May 2030	32	0	0	0	0	0	0	0	0	0	0	0	0	0	0	275	71	16	2	*
May 2031	25	0	0	0	0	0	0	0	0	0	0	0	0	0	0	275	53	11	1	*
May 2032	18	0	0	0	0	0	0	0	0	0	0	0	0	0	0	275	35	7	1	*
May 2033	11	0	0	0	0	0	0	0	0	0	0	0	0	0	0	275	19	4	*	*
May 2034	3	0	0	0	0	0	0	0	0	0	0	0	0	0	0	275	4	1	*	*
May 2035	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	229	0	0	0	0
May 2036	Õ	Ō	Õ	Õ	Ō	Õ	Ō	Ō	Ō	Ō	Ō	Ō	0	Õ	Õ	158	Õ	Ō	Õ	Ō
May 2037	Õ	Ō	Õ	Õ	Ō	Ō	Ō	Ō	Ō	Ō	Ō	Õ	Ō	Õ	Õ	82	Õ	Ō	Õ	Ō
May 2038	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average																				
Life (years)**	17.2	6.0	3.5	2.1	1.4	6.0	6.0	5.7	4.3	3.3	16.0	14.2	10.1	6.6	4.7	28.3	20.4	16.0	11.1	8.0

<sup>\*</sup> 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.

	AE Class						,	/J Clas	ss			,	VK Cla	ss			2	ZD Cla	ss	
			Prepa	yment ion		-	PSA As	Prepay sumpt	yment ion				Prepa					Prepa		
Date	0%	100%	202%	350%	500%	0%	100%	202%	350%	500%	0%	100%	202%	350%	500%	0%	100%	202%	350%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
May 2009	99	90	81	69	57	93	93	93	93	93	100	100	100	100	100	105	105	105	105	105
May 2010	97	80	65	45	28	85	85	85	85	85	100	100	100	100	100	110	110	110	110	110
May 2011	96	70	51	27	7	78	78	78	78	78	100	100	100	100	100	116	116	116	116	116
May 2012	94	62	38	12	0	69	69	69	69	1	100	100	100	100	100	122	122	122	122	122
May 2013	93	54	28	1	0	61	61	61	61	0	100	100	100	100	25	128	128	128	128	128
May 2014	91	46	18	0	0	52	52	52	0	0	100	100	100	80	0	135	135	135	135	105
May 2015	89	39	10	0	0	42	42	42	0	0	100	100	100	25	0	142	142	142	142	72
May 2016	87	32	3	0	0	32	32	32	0	0	100	100	100	0	0	149	149	149	128	49
May 2017	84	26	0	0	0	21	21	0	0	0	100	100	96	0	0	157	157	157	98	33
May 2018	82	20	0	0	0	10	10	0	0	0	100	100	50	0	0	165	165	165	75	22
May 2019	79	15	0	0	0	0	0	0	0	0	99	99	9	0	0	173	173	173	57	15
May 2020	76	9	0	0	0	0	0	0	0	0	90	90	0	0	0	182	182	154	43	10
May 2021	73	4	0	0	0	0	0	0	0	0	81	81	0	0	0	191	191	129	32	7
May 2022	70	0	0	0	0	0	0	0	0	0	72	71	0	0	0	201	201	107	24	4
May 2023	66	0	0	0	0	0	0	0	0	0	62	31	0	0	0	211	211	89	18	3
May 2024	62	0	0	0	0	0	0	0	0	0	51	0	0	0	0	222	214	73	13	2
May 2025	58	0	0	0	0	0	0	0	0	0	41	0	0	0	0	234	186	59	10	1
May 2026	54	0	0	0	0	0	0	0	0	0	29	0	0	0	0	246	160	48	7	1
May 2027	49	0	0	0	0	0	0	0	0	0	17	0	0	0	0	258	135	38	5	1
May 2028	44	0	0	0	0	0	0	0	0	0	4	0	0	0	0	271	113	29	3	*
May 2029	38	0	0	0	0	0	0	0	0	0	0	0	0	0	0	275	91	22	2	*
May 2030	32	0	0	0	0	0	0	0	0	0	0	0	0	0	0	275	71	16	2	*
May 2031	25	0	0	0	0	0	0	0	0	0	0	0	0	0	0	275	53	11	1	*
May 2032	18	Õ	Õ	Õ	Õ	Õ	Õ	Õ	Õ	Õ	Õ	Õ	Õ	Õ	Õ	275	35	7	ī	*
May 2033	11	0	0	0	0	0	0	0	0	0	0	0	0	0	0	275	19	4	*	*
May 2034	3	Ō	Õ	Ō	Õ	Ō	Ō	Ō	Ō	Õ	Ō	Ō	Ō	Õ	Ō	275	4	1	*	*
May 2035	ŏ	ŏ	ŏ	ŏ	ŏ	ŏ	ŏ	ŏ	ŏ	ŏ	ŏ	ŏ	ŏ	ŏ	ŏ	229	Õ	Õ	0	0
May 2036	ő	ő	ő	ŏ	ő	ő	ő	ő	ő	ő	0	Ö	ő	ő	ő	158	ő	ő	ő	ő
May 2037	ő	ő	ő	ŏ	ő	ő	ő	ő	ő	ő	0	ő	ő	ő	ő	82	ő	ő	ő	ő
May 2038	ŏ	ŏ	ő	ŏ	ő	ő	ŏ	ŏ	ŏ	ŏ	ő	ŏ	ŏ	ő	ŏ	0	ŏ	ŏ	ŏ	ŏ
Weighted Average		Ü					Ü	Ü	Ü				Ü	Ü		Ü		Ü	Ü	
Life (years)**	17.2	6.0	3.5	2.1	1.4	6.0	6.0	5.7	4.3	3.3	16.0	14.2	10.1	6.6	4.7	28.3	20.4	16.0	11.1	8.0

		Α	AG Cla	ss				VL Cla	SS			7	VM Cla	ISS			- 2	ZE Cla	SS	
			Prepa; sumpt	yment ion				Prepa; sumpt				PSA As	Prepa; ssumpt	yment tion				Prepa ssumpt	yment ion	
Date	0%	100%	202%	350%	500%	0%	100%	202%	350%	500%	0%	100%	202%	350%	500%	0%	100%	202%	350%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
May 2009	99	90	81	69	57	93	93	93	93	93	100	100	100	100	100	105	105	105	105	105
May 2010	97	80	65	45	28	85	85	85	85	85	100	100	100	100	100	110	110	110	110	110
May 2011	96	70	51	27	7	78	78	78	78	78	100	100	100	100	100	116	116	116	116	116
May 2012	94	62	38	12	0	69	69	69	69	1	100	100	100	100	100	122	122	122	122	122
May 2013	93	54	28	1	0	61	61	61	61	0	100	100	100	100	25	128	128	128	128	128
May 2014	91	46	18	0	0	52	52	52	0	0	100	100	100	80	0	135	135	135	135	105
May 2015	89	39	10	0	0	42	42	42	0	0	100	100	100	25	0	142	142	142	142	72
May 2016	87	32	3	0	0	32	32	32	0	0	100	100	100	0	0	149	149	149	128	49
May 2017	84	26	0	0	0	21	21	0	0	0	100	100	96	0	0	157	157	157	98	33
May 2018	82	20	0	0	0	10	10	0	0	0	100	100	50	0	0	165	165	165	75	22
May 2019	79	15	0	0	0	0	0	0	0	0	99	99	9	0	0	173	173	173	57	15
May 2020	76	9	0	0	0	0	0	0	0	0	90	90	0	0	0	182	182	154	43	10
May 2021	73	4	0	0	0	0	0	0	0	0	81	81	0	0	0	191	191	129	32	7
May 2022	70	0	0	0	0	0	0	0	0	0	72	71	0	0	0	201	201	107	24	4
May 2023	66	0	0	0	0	0	0	0	0	0	62	31	0	0	0	211	211	89	18	3
May 2024	62	0	0	0	0	0	0	0	0	0	51	0	0	0	0	222	214	73	13	2
May 2025	58	0	0	0	0	0	0	0	0	0	41	0	0	0	0	234	186	59	10	1
May 2026	54	0	0	0	0	0	0	0	0	0	29	0	0	0	0	246	160	48	7	1
May 2027	49	0	0	0	0	0	0	0	0	0	17	0	0	0	0	258	135	38	5	1
May 2028	44	0	0	0	0	0	0	0	0	0	4	0	0	0	0	271	113	29	3	*
May 2029	38	0	0	0	0	0	0	0	0	0	0	0	0	0	0	275	91	22	2	*
May 2030	32	0	0	0	0	0	0	0	0	0	0	0	0	0	0	275	71	16	2	*
May 2031	25	0	0	0	0	0	0	0	0	0	0	0	0	0	0	275	53	11	1	*
May 2032	18	0	0	0	0	0	0	0	0	0	0	0	0	0	0	275	35	7	1	*
May 2033	11	0	0	0	0	0	0	0	0	0	0	0	0	0	0	275	19	4	*	*
May 2034	3	0	0	0	0	0	0	0	0	0	0	0	0	0	0	275	4	1	*	*
May 2035	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	229	0	0	0	0
May 2036	Õ	Ō	Õ	Õ	Õ	Õ	Ō	Ō	0	Õ	Ō	Õ	Õ	Ō	Õ	158	Õ	Ō	Õ	Õ
May 2037	Õ	Ō	Õ	Õ	Õ	Õ	Ō	Ō	Ō	Ō	Õ	Ō	Õ	Ō	Ō	82	Õ	Ō	Õ	Õ
May 2038	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average																				
Life (years)**	17.2	6.0	3.5	2.1	1.4	6.0	6.0	5.7	4.3	3.3	16.0	14.2	10.1	6.6	4.7	28.3	20.4	16.0	11.1	8.0

<sup>\*</sup> 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.

		Α	AH Cla	ss			1	/N Cla	SS			•	VT Cla	SS			7	ZG Cla	SS	
			Prepa; sumpt					Prepay sumpt					Prepa sumpt					Prepa sumpt		
Date	0%	100%	202%	350%	500%	0%	100%	202%	350%	500%	0%	100%	202%	350%	500%	0%	100%	202%	350%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
May 2009	99	90	81	69	57	93	93	93	93	93	100	100	100	100	100	105	105	105	105	105
May 2010	97	80	65	45	28	85	85	85	85	85	100	100	100	100	100	110	110	110	110	110
May 2011	96	70	51	27	7	78	78	78	78	78	100	100	100	100	100	116	116	116	116	116
May 2012	94	62	38	12	0	69	69	69	69	1	100	100	100	100	100	122	122	122	122	122
May 2013	93	54	28	1	0	61	61	61	61	0	100	100	100	100	25	128	128	128	128	128
May 2014	91	46	18	0	0	52	52	52	0	0	100	100	100	80	0	135	135	135	135	105
May 2015	89	39	10	0	0	42	42	42	0	0	100	100	100	25	0	142	142	142	142	72
May 2016	87	32	3	0	0	32	32	32	0	0	100	100	100	0	0	149	149	149	128	49
May 2017	84	26	0	0	0	21	21	0	0	0	100	100	96	0	0	157	157	157	98	33
May 2018	82	20	0	0	0	10	10	0	0	0	100	100	50	0	0	165	165	165	75	22
May 2019	79	15	0	0	0	0	0	0	0	0	99	99	9	0	0	173	173	173	57	15
May 2020	76	9	0	0	0	0	0	0	0	0	90	90	0	0	0	182	182	154	43	10
May 2021	73	4	0	0	0	0	0	0	0	0	81	81	0	0	0	191	191	129	32	7
May 2022	70	0	0	0	0	0	0	0	0	0	72	71	0	0	0	201	201	107	24	4
May 2023	66	0	0	0	0	0	0	0	0	0	62	31	0	0	0	211	211	89	18	3
May 2024	62	0	0	0	0	0	0	0	0	0	51	0	0	0	0	222	214	73	13	2
May 2025	58	0	0	0	0	0	0	0	0	0	41	0	0	0	0	234	186	59	10	1
May 2026	54	0	0	0	0	0	0	0	0	0	29	0	0	0	0	246	160	48	7	1
May 2027	49	0	0	0	0	0	0	0	0	0	17	0	0	0	0	258	135	38	5	1
May 2028	44	0	0	0	0	0	0	0	0	0	4	0	0	0	0	271	113	29	3	*
May 2029	38	0	0	0	0	0	0	0	0	0	0	0	0	0	0	275	91	22	2	*
May 2030	32	0	0	0	0	0	0	0	0	0	0	0	0	0	0	275	71	16	2	*
May 2031	25	0	0	0	0	0	0	0	0	0	0	0	0	0	0	275	53	11	1	*
May 2032	18	0	0	0	0	0	0	0	0	0	0	0	0	0	0	275	35	7	1	*
May 2033	11	0	0	0	0	0	0	0	0	0	0	0	0	0	0	275	19	4	*	*
May 2034	3	0	0	0	0	0	0	0	0	0	0	0	0	0	0	275	4	1	*	*
May 2035	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	229	0	0	0	0
May 2036	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	158	0	0	0	0
May 2037	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	82	0	0	0	0
May 2038	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average																				
Life (years)**	17.2	6.0	3.5	2.1	1.4	6.0	6.0	5.7	4.3	3.3	16.0	14.2	10.1	6.6	4.7	28.3	20.4	16.0	11.1	8.0

Date	0%	PSA	EA Clas Prepay sumpt	yment ion		0%	PSA	sumpt	yment ion		SD	†, SB† PSA As	and I Prepassumpt	SC†, S' OJ Clas yment ion	sses	0%	PSA	OE Cla Prepay sumpt	yment ion	
Initial Percent May 2009 May 2010 May 2011 May 2011 May 2012 May 2013 May 2014 May 2015 May 2016 May 2017 May 2017 May 2018 May 2019 May 2020 May 2020 May 2021 May 2021 May 2022	100 94 88 81 74 67 59 50 41 31 20 9 0	100 81 64 48 33 19 6 0 0 0 0 0	100 77 56 38 23 9 0 0 0 0 0 0	100 62 33 11 0 0 0 0 0 0 0 0 0	100 50 16 0 0 0 0 0 0 0 0 0 0	100 100 100 100 100 100 100 100 100 100	100 100 100 100 100 100 100 87 61 37 15 0	100 100 100 100 100 100 92 67 45 27 11 0 0	100 100 100 100 88 60 40 26 15 8 3 0 0	100 100 100 87 54 33 20 11 6 3 1 0 0	100 97 93 89 84 79 74 68 62 55 48 40 31 22 11	100 90 80 70 61 53 45 37 30 23 17 11 6 *	100 74 53 37 26 18 12 8 5 3 2 1 *	100 65 39 23 14 8 5 3 1 1 * *	100 55 27 13 6 3 1 1 * * * *	100 96 91 86 81 75 68 61 54 46 37 27 16 4	100 888 75 644 53 42 33 23 15 7 0 0 0	100 69 42 23 10 0 0 0 0 0 0 0	100 57 26 7 0 0 0 0 0 0 0 0 0	100 45 11 0 0 0 0 0 0 0 0 0 0 0
May 2023	0 6.7	3.0	0 2.5	0 1.5	0 1.1	0 13.5	0 8.5	0 7.9	0 5.9	0 4.7	9.1	0 5.8	0 2.9	0 2.1	0 1.6	0 7.9	0 4.5	2.0	0 1.4	1.0

<sup>\*</sup> 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.

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

		I	OG Cla	ss			1	OB Cla	ss			Ι	A Cla	ss			I	OH Cla	ıss	
			Prepa; sumpt	yment ion				Prepa sumpt					Prepay sumpt					Prepa sumpt	yment tion	
Date	0%	100%	412%	600%	800%	0%	100%	412%	600%	800%	0%	100%	112%	300%	800%	0%	100%	412%	600% 8	800%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
May 2009	100	100	100	100	100	100	100	100	100	100	96	90	73	64	53	100	100	100	100	100
May 2010	100	100	100	100	100	100	100	100	100	100	93	79	51	37	24	100	100	100	100	100
May 2011	100	100	100	100	66	100	100	100	100	100	88	69	35	21	10	100	100	100	100	72
May 2012	100	100	100	72	19	100	100	100	100	100	84	60	23	11	3	100	100	100	77	35
May 2013	100	100	99	32	0	100	100	100	100	85	79	51	15	5	0	100	100	99	45	17
May 2014		100	59	8	0	100	100	100	100	40	73	43	9	1	0	100	100	67	26	8
May 2015		100	32	0	0	100	100	100	76	18	67	35	5	0	0	100	100	45	15	4
May 2016		100	12	0	0	100	100	100	42	8	61	28	2	0	0	100	100	29	8	2
May 2017	100	100	0	0	0	100	100	93	22	4	54	21	0	0	0	100	100	18	4	1
May 2018	100	94	0	0	0	100	100	55	11	1	46	14	0	0	0	100	95	11	2	*
May 2019		53	0	0	0	100	100	29	5	1	38	8	0	0	0	100	62	6	1	*
May 2020		15	Õ	Õ	Õ	100	100	$\overline{12}$	2	*	29	$\tilde{2}$	Õ	Õ	Õ	100	31	$\tilde{2}$	*	*
May 2021		0	0	0	0	100	12	1	*	*	19	0	0	0	0	100	2	*	*	*
May 2022		Ō	Õ	Õ	Õ	100	0	ō	0	0	8	Õ	Õ	Õ	Õ	62	0	0	0	0
May 2023	0	Ŏ	Ŏ	Ŏ	ŏ	0	ŏ	ŏ	ŏ	Ŏ	ő	ŏ	ŏ	Ŏ	ŏ	0	Ŏ	ŏ	ŏ	ŏ
Weighted Average		Ü						Ü	Ü				Ü		Ü	Ü				Ü
Life (years)**	14.1	11.1	6.5	4.7	3.4	14.9	12.8	10.4	8.1	6.1	8.9	5.5	2.6	1.9	1.4	14.2	11.4	7.3	5.3	3.9

			AY Cla	SS				AV Cla	SS				BV Cla	SS	
			A Prepay Assumpt					A Prepa Assumpt					A Prepa Assumpt		
Date	0%	100%	202%	350%	500%	0%	100%	202%	350%	500%	0%	100%	202%	350%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
May 2009	100	100	100	100	100	93	93	93	93	93	100	100	100	100	100
May 2010	100	100	100	100	100	85	85	85	85	85	100	100	100	100	100
May 2011	100	100	100	100	100	78	78	78	78	78	100	100	100	100	100
May 2012	100	100	100	100	82	69	69	69	69	1	100	100	100	100	100
May 2013		100	100	100	56	61	61	61	61	0	100	100	100	100	25
May 2014	100	100	100	79	38	52	52	52	0	0	100	100	100	80	0
May 2015	100	100	100	61	26	42	42	42	0	0	100	100	100	25	0
May 2016	100	100	100	47	18	32	32	32	0	0	100	100	100	0	0
May 2017	100	100	93	36	12	21	21	0	0	0	100	100	96	0	0
May 2018	100	100	79	27	8	10	10	0	0	0	100	100	50	0	0
May 2019	100	100	66	21	5	0	0	0	0	0	99	99	9	0	0
May 2020		100	56	16	4	0	0	0	0	0	90	90	0	0	0
May 2021		100	47	12	2	0	0	0	0	0	81	81	0	0	0
May 2022	100	100	39	9	2	0	0	0	0	0	72	71	0	0	0
	100	88	32	7	1	0	0	0	0	0	62	31	0	0	0
May 2024	100	78	26	5	1	0	0	0	0	0	51	0	0	0	0
May 2025	100	67	21	4	*	0	0	0	0	0	41	0	0	0	0
May 2026	100	58	17	3	*	0	0	0	0	0	29	0	0	0	0
May 2027	100	49	14	2	*	0	0	0	0	0	17	0	0	0	0
May 2028	100	41	11	1	*	0	0	0	0	0	4	0	0	0	0
May 2029	100	33	8	1	*	0	0	0	0	0	0	0	0	0	0
May 2030	100	26	6	1	*	0	0	0	0	0	0	0	0	0	0
May 2031	100	19	4	*	*	0	Õ	Õ	Õ	Õ	0	Ō	Õ	Õ	Ō
May 2032	100	13	3	*	*	0	0	0	0	0	0	0	0	0	0
May 2033	100	7	ĩ	*	*	0	0	0	0	0	0	0	Õ	0	0
May 2034	100	i	*	*	*	0	Õ	Õ	Õ	Õ	Ō	0	Õ	Ō	Ō
May 2035	83	0	0	0	0	0	0	0	0	0	0	0	0	0	0
May 2036	58	0	Õ	Õ	0	0	0	0	0	0	0	Ō	Õ	0	0
May 2037	30	ŏ	ŏ	ŏ	ŏ	Ŏ	ŏ	ő	ŏ	ŏ	ŏ	ŏ	ŏ	ŏ	ŏ
May 2038	0	0	Õ	Õ	0	0	0	0	0	0	0	0	Õ	0	0
Weighted Average	-		,	,	,	· ·				-	· ·				,
Life (years)**	28.3	19.3	13.8	8.8	6.1	6.0	6.0	5.7	4.3	3.3	16.0	14.2	10.1	6.6	4.7

<sup>\*</sup> 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.

			ZH Class					VC Class		
		F	SA Prepayn Assumption				I	PSA Prepayn Assumption		
Date	0%	100%	202%	350%	500%	0%	100%	202%	350%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100
May 2009	105	105	105	105	105	97	97	97	97	97
May 2010		110	110	110	110	94	94	94	94	94
May 2011	116	116	116	116	116	91	91	91	91	91
May 2012	122	122	122	122	122	87	87	87	87	59
May 2013		128	128	128	128	84	84	84	84	15
May 2014		135	135	135	105	80	80	80	47	0
May 2015		142	142	142	72	76	76	76	15	0
May 2016		149	149	128	49	72	72	72	0	0
May 2017	157	157	157	98	33	68	68	56	0	0
May 2018	165	165	165	75	22	63	63	30	0	0
May 2019		173	173	57	15	58	58	6	0	0
May 2020		182	154	43	10	53	53	0	0	0
May 2021		191	129	32	7	48	48	0	0	0
May 2022	201	201	107	24	4	42	42	0	0	0
May 2023	211	211	89	18	3	37	18	0	0	0
May 2024		214	73	13	2	30	0	0	0	0
May 2025	234	186	59	10	1	24	0	0	0	0
May 2026	246	160	48	7	1	17	0	0	0	0
May 2027	258	135	38	5	1	10	0	0	0	0
May 2028	271	113	29	3	*	2	0	0	0	0
May 2029	275	91	22	2	*	0	0	0	0	0
May 2030	275	71	16	2	*	0	0	0	0	0
May 2031	275	53	11	1	*	0	0	0	0	0
May 2032	275	35	7	1	*	0	0	0	0	0
May 2033	275	19	4	*	*	0	0	0	0	0
May 2034	275	4	1	*	*	0	0	0	0	0
May 2035	229	0	0	0	0	0	0	0	0	0
May 2036	158	0	0	0	0	0	0	0	0	0
May 2037	82	0	0	0	0	0	0	0	0	0
May 2038	0	0	0	0	0	0	0	0	0	0
Weighted Average										
Life (years)**	28.3	20.4	16.0	11.1	8.0	11.9	10.8	8.3	5.6	4.1

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#### **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

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

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

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 the "regular interests" and the Residual Class will be designated as the "residual interest" in the REMIC as set forth in that table. Thus, the REMIC Certificates and any related RCR Certificates generally will be treated as "regular or residual interests in a REMIC" for domestic building and loan associations, as "real estate assets" for real estate investment trusts, and, except for the Residual Class, as "qualified mortgages" for other REMICs. See "Material Federal Income Tax Consequences—REMIC Election and Special Tax Attributes" in the REMIC Prospectus.

#### **Taxation of Beneficial Owners of Regular Certificates**

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

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

Group	<b>Prepayment Assumption</b>
1	202% PSA
2	202% PSA
3	202% PSA
4	202%  PSA
5	202%  PSA
6	202%  PSA
7	157% PSA
8	412% 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. The Classes of RCR Certificates are Combination RCR Certificates. See "Material Federal Income Tax Consequences—Taxation of Beneficial Owners of RCR Certificates" in the REMIC Prospectus for a general discussion of the federal income tax treatment of beneficial owners of RCR Certificates.

#### PLAN OF DISTRIBUTION

We are obligated to deliver the Certificates to Credit Suisse Securities (USA) LLC (the "Dealer") in exchange for the MBS. 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. McKee Nelson LLP will provide legal representation for the Dealer.

Available Recombinations (1)

	Final Distribution Date		June 2038																			June 2038					
	CUSIP Number		31397LUN7																			$31397 \mathrm{LUR8}$					
ates	$\frac{\text{Interest}}{\text{Type}\left(2\right)}$		FIX																			FIX/Z					
RCR Certificates	Interest Rate		5.0%																			5.0					
	$rac{ ext{Principal}}{ ext{Type}(2)}$		SEQ																			SEQ	•				
	Original Balances		\$111,007,950																			40,297,950	•				
	RCR Classes		AY(4)																			ZH(5)					
REMIC Certificates	Original Balances	tion 1	\$ 6,716,325	6,716,325	6,716,325	6,716,325	6,716,325	6,716,325	4,835,000	6,950,000	4,835,000	6,950,000	4,835,000	6,950,000	4,835,000	6,950,000	4,835,000	6,950,000	4,835,000	6,950,000	tion 2	6,716,325	6,716,325	6,716,325	6,716,325	6,716,325	6,716,325
REMIC	Classes	Recombination 1	ZA(3)	ZB(3)	ZC(3)	ZD(3)	ZE(3)	ZG(3)	VA	$^{\mathrm{VB}}$	VD	$\Lambda E$	NG	$\Lambda$	ſΛ	VK	$\Lambda$ L	$^{ m VM}$	$^{ m NN}$	$\Lambda$	Recombination 2	ZA	ZB	ZC	ZD	ZE	ZG

REMIC	REMIC Certificates				RCR Certificates	ates		
Classes	Original Balances	RCR Classes	Original Balances	Principal Type (2)	Interest Rate	Interest Type (2)	CUSIP Number	Final Distribution
Recombination 3 $\frac{1}{\sqrt{1-4}}$	ation 3	(3)/14	9000000	CA/OED	700 H	VIG	91907I IID	M 0010
VA VD	4,835,000	AV (0)	0 73,010,000	SEQ/AD	9.0%	FIA	919311015	May 2013
VG	4,835,000							
VJ	4,835,000							
$\Lambda\Gamma$	4,835,000							
NN	4,835,000							
Recombination 4	ation 4							
VB	6,950,000	BV(7)	41,700,000	SEQ/AD	5.0	FIX	$31397 \mathrm{LUQ}0$	October 2028
$\Lambda E$	6,950,000							
$\Lambda$	6,950,000							
VK	6,950,000							
VM	6,950,000							
$\Lambda$	6,950,000							
Recombination 5	ntion 5							
VA	4,835,000	VC(8)	70,710,000	SEQ/AD	5.0	FIX	$31397 \mathrm{LUS6}$	October 2028
VB	6,950,000							
VD	4,835,000							
$\Lambda E$	6,950,000							
VG	4,835,000							
$\Lambda$	6,950,000							
VJ	4,835,000							
m VK	6,950,000							
$\Lambda\Gamma$	4,835,000							
$^{ m NM}$	6,950,000							
N	4,835,000							
$\Lambda$	6,950,000							
Recombination 6	ation 6							
$_{ m SA}$	15,000,000(9)	$^{\mathrm{SD}}$	(6)000,000(9)	NTL	(10)	OI/ANI	31397 LUT4	June 2023
$_{ m SC}$	45,000,000(9)							
Recombination 7	tion 7							
$_{ m SC}$	45,000,000(9)	$_{ m SB}$	45,000,000(9)	NTL	(10)	INV/IO	$31397 \mathrm{LUU1}$	June 2023
$^{\mathrm{L}}$	45,000,000(9)							
Recombination 8	ation 8							
DE	45,055,000	DA	53,060,000	SEQ	4.5	FIX	31397 LUV9	March 2023
DG	8,005,000							

REMIC	REMIC Certificates				RCR Certificates	ates		
Classes	Original Balances	RCR Classes	Original Balances	$rac{ ext{Principal}}{ ext{Type}(2)}$	Interest Rate	$\frac{\text{Interest}}{\text{Type}(2)}$	CUSIP Number	Final Distribution Date
Recombin	Recombination 9			1		ļ		,
DB	\$ 1,940,000	DH	\$ 9,945,000	SEQ	4.5%	FIX	31397LUW7	June 2023
DG	8,005,000							
Recombin	ation 10							
DE	45,055,000	DJ	55,000,000	$\operatorname{PT}$	4.5	FIX	$31397 \mathrm{LUX5}$	June 2023
DB	1,940,000							
DG	8,005,000							

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 palances 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 (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

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Certificates—General—Authorized Denominations" in this prospectus supplement.

See "Description of the Certificates—Class Definitions and Abbrevations" in the REMIC Prospectus.

See "Description of the Certificates—Class Definitions and Abbrevations" in the REMIC Prospectus.

Principal payments on the REMIC Certificates in Recombination 1 from the ZA Accrual Amount, ZB Accrual Accrual Amount, ZB Accrual Amoun (4)

(2)

(9)

(-)

The VC Class is an RCR Class formed from a combination of the VA and VB Classes in Group 1, the VD and VE Classes in Group 2, the VG and VH Classes in Group 3, the VJ and VK Classes in Group 4, the VL and VM Classes in Group 5 and the VN and VT Classes in Group 6.

Notional balances. These Classes are Interest Only Classes. See page S-7 for a description of how their notional balances are calculated.

For a description of these interest rates, see "Summary—Interest Rates" in this prospectus supplement. (8)

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.

\$669,468,080



# **Guaranteed REMIC Pass-Through Certificates**

Fannie Mae REMIC Trust 2008-45

#### PROSPECTUS SUPPLEMENT

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Credit Suisse

May 22, 2008