

Third Supplement
(To Prospectus Supplement dated August 22, 2008)

\$494,632,232



Guaranteed REMIC Pass-Through Certificates
Fannie Mae REMIC Trust 2008-77

This is a supplement to the prospectus supplement dated August 22, 2008 (the "Prospectus Supplement"). If we use a capitalized term in this supplement without defining it, you will find the definition of that term in the Prospectus Supplement.

The section of the Prospectus Supplement titled "Recent Developments" is replaced in its entirety with the following:

RECENT DEVELOPMENTS

On September 6, 2008, the Federal Housing Finance Agency, or FHFA, placed Fannie Mae and Freddie Mac into conservatorship. As the conservator, FHFA succeeded to all rights, titles, powers and privileges of Fannie Mae, and of any stockholder, officer, or director of Fannie Mae with respect to Fannie Mae and the assets of Fannie Mae. The conservator selected Herbert M. Allison, former Vice Chairman of Merrill Lynch and Chairman of TIAA-CREF, as the new CEO of Fannie Mae. A copy of the statement issued by FHFA Director James B. Lockhart regarding FHFA's placement of Fannie Mae into conservatorship, the selection of Mr. Allison, and a copy of a Fact Sheet discussing questions and answers about the conservatorship are available on FHFA's website at www.ofheo.gov.

On September 7, 2008, the U.S. Department of the Treasury, or U.S. Treasury, announced three additional steps taken by it in connection with the conservatorship.

First, the U.S. Treasury entered into a Senior Preferred Stock Purchase Agreement with us pursuant to which the U.S. Treasury will purchase up to an aggregate of \$100 billion to maintain a positive net worth on a U.S. GAAP basis. This agreement contains covenants that significantly restrict our operations. In exchange for entering into this agreement, the U.S. Treasury received \$1 billion of our senior preferred stock and warrants to purchase 79.9% of our common stock.

(continued on the next page)

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.

The certificates, together with any interest thereon, are not guaranteed by the United States and do not constitute a debt or obligation of the United States or any of its agencies or instrumentalities 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.

Merrill Lynch & Co.

The date of this Supplement is September 29, 2008

Second, the U.S. Treasury announced the establishment of a new secured lending credit facility which will be available to Fannie Mae, Freddie Mac, and the Federal Home Loan Banks as a liquidity backstop.

Third, the U.S. Treasury announced that it is initiating a temporary program to purchase mortgage-backed securities issued by Fannie Mae and Freddie Mac. The secured lending credit facility and the mortgage-backed securities purchase program are currently scheduled to expire in December 2009.

Details regarding these steps are available on the U.S. Treasury's website at www.ustreas.gov.

We are continuing to operate as a going concern while in conservatorship and remain liable for all of our obligations, including our guaranty obligations, associated with mortgage-backed securities issued by us. The secured lending credit facility and the Senior Preferred Stock Purchase Agreement described above are intended to enhance our ability to meet our obligations.

Under the Federal Housing Finance Regulatory Reform Act of 2008 (the "Regulatory Reform Act"), FHFA, as conservator or receiver, has the power to repudiate any contract entered into by Fannie Mae prior to FHFA's appointment as conservator or receiver, as applicable, if FHFA determines, in its sole discretion, that performance of the contract is burdensome and that repudiation of the contract promotes the orderly administration of Fannie Mae's affairs. The Regulatory Reform Act requires FHFA to exercise its right to repudiate any contract within a reasonable period of time after its appointment as conservator or receiver.

FHFA as conservator has advised us that it has no intention to repudiate our guaranty obligation under the trust documents because it views repudiation as incompatible with the goals of the conservatorship. In the event that FHFA, as conservator or receiver, were to repudiate our guaranty obligation under the related trust documents, the conservatorship or receivership estate, as applicable, would be liable for actual direct compensatory damages in accordance with the provisions of the Regulatory Reform Act. Any such liability could be satisfied only to the extent of our assets available therefor.

In the event of repudiation, the payments of principal and/or interest to certificateholders would be reduced if payments on the underlying mortgage loans are not made by the related borrowers or a direct servicer fails to remit borrower payments to us. Any actual direct compensatory damages for repudiating our guaranty obligation may not be sufficient to offset any shortfalls experienced by certificateholders.

Further, in its capacity as conservator or receiver, FHFA has the right to transfer or sell any asset or liability of Fannie Mae without any approval, assignment or consent. Although we have been advised that it has no present intention to do so, if FHFA, as conservator or receiver, were to transfer our guaranty obligation to another party, certificateholders would have to rely on that party for satisfaction of the guaranty obligation and would be exposed to the credit risk of that party.

In addition, certain rights provided to certificateholders under the trust documents may not be enforced against FHFA, or enforcement of such rights may be delayed, during the conservatorship or if we are placed into receivership. The trust documents provide that upon the occurrence of a guarantor event of default, which includes the appointment of a conservator or receiver, certificateholders have the right to replace Fannie Mae as trustee if the requisite percentage of certificateholders consent. The Regulatory Reform Act prevents certificateholders from enforcing their rights to replace Fannie Mae as trustee if the event of default arises solely because a conservator or receiver has been appointed. The Regulatory Reform Act also provides that no person may exercise any right or power to terminate, accelerate or declare an event of default under certain contracts to which Fannie Mae is a party, or obtain possession of or exercise control over any property of Fannie Mae, or affect any contractual rights of Fannie Mae, without the approval of FHFA, as conservator or receiver, for a period of 45 or 90 days following the appointment of FHFA as conservator or receiver, respectively.

**Second Supplement
(To Prospectus Supplement dated August 22, 2008)**

\$494,632,232



**Guaranteed REMIC Pass-Through Certificates
Fannie Mae REMIC Trust 2008-77**

This is a supplement to the prospectus supplement dated August 22, 2008 (the "Prospectus Supplement"). If we use a capitalized term in this supplement without defining it, you will find the definition of that term in the Prospectus Supplement.

The third paragraph of the section of the Prospectus Supplement titled "Recent Developments" is replaced in its entirety with the following:

On September 2, 2008, Fitch Ratings ("Fitch") announced that our preferred stock rating was reduced to "BBB-". Our preferred stock rating remains on Rating Watch Negative. Fitch affirmed ratings of "AAA" on our senior unsecured debt and "AA-" on our subordinated debt.

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.

The certificates, together with any interest thereon, are not guaranteed by the United States and do not constitute a debt or obligation of the United States or any of its agencies or instrumentalities 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.

Merrill Lynch & Co.

The date of this Supplement is September 3, 2008

Supplement
(To Prospectus Supplement dated August 22, 2008)

\$494,632,232



Guaranteed REMIC Pass-Through Certificates
Fannie Mae REMIC Trust 2008-77

This is a supplement to the prospectus supplement dated August 22, 2008 (the "Prospectus Supplement"). If we use a capitalized term in this supplement without defining it, you will find the definition of that term in the Prospectus Supplement.

The second paragraph of the section of the Prospectus Supplement titled "Recent Developments" is replaced in its entirety with the following:

On August 26, 2008, Standard & Poor's Ratings Services ("S&P") announced that our "Risk-to-the-Government" rating was reduced from "A" to "A-" with a negative outlook, our preferred stock rating was reduced from "A-" to "BBB-" with a negative outlook, and our subordinated debt rating was reduced from "A-" to "BBB+" with a negative outlook. S&P also announced that our Risk-to-the-Government, preferred stock, and subordinated debt ratings have been placed on CreditWatch Negative. S&P also affirmed the "AAA/A-1+" rating on our senior unsecured debt with a stable outlook.

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.

The certificates, together with any interest thereon, are not guaranteed by the United States and do not constitute a debt or obligation of the United States or any of its agencies or instrumentalities 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.

Merrill Lynch & Co.

The date of this Supplement is August 27, 2008

\$494,632,232



FannieMae®

**Guaranteed REMIC Pass-Through Certificates
Fannie Mae REMIC Trust 2008-77**

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.

Class	Group	Original Class Balance	Principal Type(1)	Interest Rate	Interest Type(1)	CUSIP Number	Final Distribution Date
A	1	\$ 36,661,876	SEQ	5.50%	FIX	31397MVB0	January 2036
B	1	10,000,000	SEQ	5.50	FIX	31397MVC8	September 2038
AJ(2) . . .	2	40,689,655	SEQ/AD	5.00	FIX	31397MVD6	May 2023
IJ(2)	2	6,781,609(3)	NTL	6.00	FIX/IO	31397MVE4	May 2023
BZ	2	20,000,000	SEQ	6.00	FIX/Z	31397MVF1	September 2038
GC(2) . . .	3	63,157,894	SEQ	4.50	FIX	31397MVG9	October 2021
GI(2)	3	6,315,789(3)	NTL	5.00	FIX/IO	31397MVH7	October 2021
HC(2) . . .	3	11,842,106	SEQ	4.50	FIX	31397MVJ3	April 2023
HI(2)	3	1,184,210(3)	NTL	5.00	FIX/IO	31397MVK0	April 2023
DB(2) . . .	3	3,947,368	SEQ	5.00	FIX	31397MVL8	September 2023
EC(2) . . .	4	100,000,000	SEQ	4.25	FIX	31397MVM6	March 2021
EI(2)	4	5,555,555(3)	NTL	4.50	FIX/IO	31397MVN4	March 2021
EB	4	33,333,333	SEQ	4.50	FIX	31397MVP9	September 2023
AG	5	151,323,348	SEQ	5.70	FIX	31397MVQ7	March 2037
AI	5	7,566,167(3)	NTL	6.00	FIX/IO	31397MVR5	March 2037
VA(2) . . .	5	11,249,117	SEQ/AD	6.00	FIX	31397MVS3	July 2019
Z(2)	5	12,427,535	SEQ	6.00	FIX/Z	31397MVT1	September 2038
R		0	NPR	0	NPR	31397MVU8	September 2038
RL		0	NPR	0	NPR	31397MVB6	September 2038

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

(2) Exchangeable classes.

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

If you own certificates of certain classes, you can exchange them for certificates of the corresponding RCR classes to be delivered at the time of exchange. The BJ, CJ, DJ, BA, GD, GA, HD, HA, DC, DE, DA, DG, EA and BE 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 August 29, 2008.

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.

Merrill Lynch & Co.

The date of this Prospectus Supplement is August 22, 2008

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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:

Merrill Lynch, Pierce, Fenner & Smith Incorporated
Prospectus Department
4413 Colonial Drive
Piscataway, New Jersey 08854
(telephone 732-885-2760).

RECENT DEVELOPMENTS

Ratings Announcements

On August 22, 2008, Moody's Investors Service ("Moody's") announced that our Bank Financial Strength Rating was being reduced from "B—" to "D+" and our preferred stock rating was being reduced from "A1" to "Baa3", and that these ratings remain under review for possible further downgrade. Moody's also lowered its outlook on our subordinated debt rating of "Aa2" from "stable" to "negative" and affirmed the ratings of "Aaa" on our senior long-term debt and "Prime-1" on our short-term debt with stable outlooks.

On August 11, 2008, Standard & Poor's Ratings Services ("S&P") announced that our "Risk-to-the-Government" rating was being reduced from "A+" to "A" with a negative outlook, our preferred stock rating was being reduced from "AA—" to "A—" with a negative outlook, and our subordinated debt rating was being reduced from "AA—" to "A—" with a negative outlook. S&P also affirmed the "AAA/A-1+" rating on our senior unsecured debt with a stable outlook.

On July 17, 2008, Fitch Ratings ("Fitch") downgraded our preferred stock rating one notch to "A+" from "AA—". Our preferred stock rating remains on Rating Watch Negative until further evaluation. Fitch affirmed ratings of "AAA" on our senior unsecured debt and "AA—" on our subordinated debt.

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.

Recent Legislation

On July 30, 2008, President Bush signed into law the Housing and Economic Recovery Act of 2008 that included GSE regulatory reform legislation. The legislation establishes the Federal Housing Finance Agency ("FHFA") as our new safety, soundness and mission regulator, replacing OFHEO and HUD for this purpose. In general, the legislation strengthens the existing safety and soundness oversight of the GSEs, providing FHFA with safety and soundness authority that is comparable to and in some respects broader than that of the federal bank regulatory agencies. For example, FHFA will have enhanced powers to raise capital levels above statutory minimum levels, to regulate the size and content of our portfolio, and to approve new mortgage products. The legislation also increases the financial and administrative cost of our affordable housing mission.

In addition, the legislation includes provisions that were initially proposed by the Treasury Secretary that (i) authorize the U.S. Treasury to buy Fannie Mae's debt, equity and other securities, subject to our agreement; and (ii) give the Chairman of the Board of Governors of the Federal Reserve System a consultative role in our regulator's process for setting capital requirements and other safety and soundness standards. Both of these provisions lapse at the end of 2009.

SUMMARY

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

<u>Group</u>	<u>Assets</u>
1	Group 1 MBS
2	Group 2 MBS
3	Group 3 MBS
4	Group 4 MBS
5	Group 5 MBS

Group 1, Group 2, Group 3, Group 4 and Group 5

Characteristics of the MBS

	<u>Approximate Principal Balance</u>	<u>Pass- Through Rate</u>	<u>Range of Weighted Average Coupons or WACs (annual percentages)</u>	<u>Range of Weighted Average Remaining Terms to Maturity or WAMs (in months)</u>
Group 1 MBS	\$ 46,661,876	5.50%	5.75% to 8.00%	241 to 360
Group 2 MBS	\$ 60,689,655	6.00%	6.25% to 8.50%	241 to 360
Group 3 MBS	\$ 78,947,368	5.00%	5.25% to 7.50%	96 to 180
Group 4 MBS	\$133,333,333	4.50%	4.75% to 7.00%	121 to 180
Group 5 MBS	\$175,000,000	6.00%	6.25% to 8.50%	241 to 360

Assumed Characteristics of the Underlying Mortgage Loans

	<u>Principal Balance</u>	<u>Original Term to Maturity (in months)</u>	<u>Remaining Term to Maturity (in months)</u>	<u>Loan Age (in months)</u>	<u>Interest Rate</u>
Group 1 MBS	\$ 46,661,876	360	320	33	6.009%
Group 2 MBS	\$ 60,689,655	360	345	15	6.640%
Group 3 MBS	\$ 78,947,368	180	114	62	5.460%
Group 4 MBS	\$133,333,333	180	131	44	5.041%
Group 5 MBS	\$175,000,000	360	326	29	6.550%

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 August 29, 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:

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

Exchanging Certificates Through Combination and Recombination

If you own 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.

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>	
IJ	16.6666662571% of the AJ Class
GI	9.9999993667% of the GC Class
HI	9.9999949333% of the HC Class
EI	5.5555550000% of the EC Class
AI	4.9999997357% of the AG Class

Distributions of Principal

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

Weighted Average Lives (years)*

<u>Group 1 Classes</u>	<u>PSA Prepayment Assumption</u>				
	<u>0%</u>	<u>100%</u>	<u>184%</u>	<u>300%</u>	<u>500%</u>
A	18.3	6.8	4.3	2.7	1.6
B	28.7	20.9	16.1	11.2	6.7
<u>Group 2 Classes</u>	<u>PSA Prepayment Assumption</u>				
	<u>0%</u>	<u>100%</u>	<u>254%</u>	<u>375%</u>	<u>500%</u>
AJ, IJ, BJ, CJ, DJ and BA	8.5	4.1	2.3	1.7	1.4
BZ	24.0	16.4	10.0	7.3	5.6
<u>Group 3 Classes</u>	<u>PSA Prepayment Assumption</u>				
	<u>0%</u>	<u>100%</u>	<u>169%</u>	<u>300%</u>	<u>500%</u>
GC, GI, GD and GA	7.6	3.3	2.7	2.0	1.4
HC, HI, HD and HA	13.8	8.0	7.4	6.2	4.5
DB	14.8	9.2	9.0	8.5	7.3
DC, DE and DA	8.6	4.0	3.5	2.7	1.9
DG	14.1	8.3	7.8	6.8	5.2
<u>Group 4 Classes</u>	<u>PSA Prepayment Assumption</u>				
	<u>0%</u>	<u>100%</u>	<u>144%</u>	<u>300%</u>	<u>500%</u>
EC, EI and EA	7.2	3.4	2.9	1.9	1.3
EB	13.8	9.1	8.6	7.0	5.1
<u>Group 5 Classes</u>	<u>PSA Prepayment Assumption</u>				
	<u>0%</u>	<u>100%</u>	<u>226%</u>	<u>300%</u>	<u>500%</u>
AG and AI	19.5	8.0	4.2	3.2	1.9
VA	6.0	6.0	6.0	5.9	4.5
Z	29.3	23.2	16.5	13.5	8.7
BE	29.3	23.2	16.5	13.2	8.0

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

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 August 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 five groups of Fannie Mae Guaranteed Mortgage Pass-Through Certificates (the “Group 1 MBS,” “Group 2 MBS,” “Group 3 MBS,” “Group 4 MBS” and “Group 5 MBS,” and together, the “MBS”).

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

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

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

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

Fannie Mae Guaranty. For a description of our guaranties of the Certificates 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 book-entry form on the book-entry system of the U.S. Federal Reserve Banks. Entities whose names appear on the book-entry records of a Federal Reserve Bank as having had Certificates deposited in their accounts are “Holders” or “Certificateholders.”

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

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

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

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

For additional information, see “Summary—Group 1, Group 2, Group 3, Group 4, and Group 5—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:

<u>Delay Classes</u>	<u>No-Delay Classes</u>
Fixed Rate Classes	—

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

Accrual Classes. The BZ and Z 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 each Distribution Date in each month, we will make payments of principal on the certificates described below.

- *Group 1*

The Group 1 Principal Distribution Amount to A and B, in that order, until retired. } Sequential Pay Classes

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

- *Group 2*

The Group 2 Principal Distribution Amount to AJ and BZ, in that order, until retired. } Sequential Pay Classes

The “Group 2 Principal Distribution Amount” is the *sum* of the principal then paid on the Group 2 MBS *plus* any interest then accrued and added to the principal balance of the BZ Class.

- *Group 3*

The Group 3 Principal Distribution Amount to GC, HC and DB, in that order, until retired. } Sequential Pay Classes

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

- *Group 4*

The Group 4 Principal Distribution Amount to EC and EB, in that order, until retired. } Sequential Pay Classes

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

- *Group 5*

The Z Accrual Amount to VA until retired, and thereafter to Z. } Accretion Directed Class and Accrual Class

The Group 5 Cash Flow Distribution Amount to AG, VA and Z, in that order, until retired. } Sequential Pay Classes

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

The “Group 5 Cash Flow Distribution Amount” is the principal then paid on the Group 5 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 and Group 5—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 August 29, 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.

It is highly unlikely that prepayments will occur at any *constant* PSA rate or at any other *constant* rate.

Yield Tables

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

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

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

We cannot assure you that

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

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

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

***The Fixed Rate Interest Only Classes.* The yields to investors in the Fixed Rate Interest Only Classes will be very sensitive to the rate of principal payments (including prepayments) of the related Mortgage Loans. The Mortgage Loans generally can be prepaid at any time without penalty. On the basis of the assumptions described below, the yield to**

maturity on each Fixed Rate Interest Only Class would be 0% if prepayments of the related Mortgage Loans were to occur at the following constant rates:

<u>Class</u>	<u>% PSA</u>
IJ	291%
GI	248%
HI	570%
EI	221%
AI	310%

For any Fixed Rate Interest Only Class, if the actual prepayment rate of the related Mortgage Loans were to exceed the level specified for as little as one month while equaling that level for the remaining months, the investors in the applicable Class would lose money on their initial investments.

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

<u>Class</u>	<u>Price*</u>
IJ	12.265625%
GI	11.015625%
HI	20.000000%
EI	10.359375%
AI	18.328125%

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

Sensitivity of the IJ Class to Prepayments

	<u>PSA Prepayment Assumption</u>				
	<u>50%</u>	<u>100%</u>	<u>254%</u>	<u>375%</u>	<u>500%</u>
Pre-Tax Yields to Maturity	38.3%	31.2%	6.4%	(14.6)%	(36.2)%

Sensitivity of the GI Class to Prepayments

	<u>PSA Prepayment Assumption</u>				
	<u>50%</u>	<u>100%</u>	<u>169%</u>	<u>300%</u>	<u>500%</u>
Pre-Tax Yields to Maturity	23.9%	18.5%	10.3%	(7.3)%	(38.7)%

Sensitivity of the HI Class to Prepayments

	<u>PSA Prepayment Assumption</u>				
	<u>50%</u>	<u>100%</u>	<u>169%</u>	<u>300%</u>	<u>500%</u>
Pre-Tax Yields to Maturity	20.6%	19.9%	18.7%	14.9%	4.8%

Sensitivity of the EI Class to Prepayments

	<u>PSA Prepayment Assumption</u>				
	<u>50%</u>	<u>100%</u>	<u>144%</u>	<u>300%</u>	<u>500%</u>
Pre-Tax Yields to Maturity	23.3%	17.1%	11.3%	(12.7)%	(48.4)%

Sensitivity of the AI Class to Prepayments

	PSA Prepayment Assumption				
	50%	100%	226%	300%	500%
Pre-Tax Yields to Maturity	27.7%	23.3%	10.3%	1.3%	(27.3)%

Weighted Average Lives of the Certificates

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

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

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

<u>Mortgage Loans Relating to Trust Assets Specified Below</u>	<u>Original and Remaining Terms to Maturity</u>	<u>Interest Rates</u>
Group 1 MBS	360 months	8.00%
Group 2 MBS	360 months	8.50%
Group 3 MBS	180 months	7.50%
Group 4 MBS	180 months	7.00%
Group 5 MBS	360 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

Date	A Class					B Class					AJ, IJ†, BJ, CJ, DJ and BA Classes					BZ Class				
	PSA Prepayment Assumption					PSA Prepayment Assumption					PSA Prepayment Assumption					PSA Prepayment Assumption				
	0%	100%	184%	300%	500%	0%	100%	184%	300%	500%	0%	100%	254%	375%	500%	0%	100%	254%	375%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
August 2009	99	90	84	75	60	100	100	100	100	100	96	89	79	71	63	106	106	106	106	106
August 2010	98	82	70	56	33	100	100	100	100	100	91	76	55	39	25	113	113	113	113	113
August 2011	97	73	58	39	14	100	100	100	100	100	87	63	33	14	0	120	120	120	120	113
August 2012	95	65	47	26	1	100	100	100	100	100	82	50	14	0	0	127	127	127	112	78
August 2013	94	58	37	16	0	100	100	100	100	71	76	38	0	0	0	135	135	130	86	53
August 2014	92	51	29	7	0	100	100	100	100	49	70	25	0	0	0	143	143	108	65	37
August 2015	90	44	21	*	0	100	100	100	100	33	64	14	0	0	0	152	152	90	50	25
August 2016	89	38	15	0	0	100	100	100	81	23	57	2	0	0	0	161	161	75	38	17
August 2017	87	32	9	0	0	100	100	100	64	15	50	0	0	0	0	171	152	62	28	12
August 2018	84	27	4	0	0	100	100	100	51	10	43	0	0	0	0	182	139	51	21	8
August 2019	82	22	0	0	0	100	100	98	40	7	35	0	0	0	0	193	127	42	16	5
August 2020	79	17	0	0	0	100	100	84	32	5	26	0	0	0	0	205	116	35	12	4
August 2021	77	13	0	0	0	100	100	71	25	3	17	0	0	0	0	218	105	28	9	3
August 2022	74	8	0	0	0	100	100	60	19	2	7	0	0	0	0	231	95	23	7	2
August 2023	70	4	0	0	0	100	100	51	15	1	0	0	0	0	0	237	86	19	5	1
August 2024	67	1	0	0	0	100	100	43	12	1	0	0	0	0	0	229	77	15	4	1
August 2025	63	0	0	0	0	100	90	35	9	1	0	0	0	0	0	220	69	12	3	1
August 2026	59	0	0	0	0	100	78	29	7	*	0	0	0	0	0	210	61	10	2	*
August 2027	55	0	0	0	0	100	67	23	5	*	0	0	0	0	0	200	53	8	1	*
August 2028	50	0	0	0	0	100	56	19	4	*	0	0	0	0	0	188	46	6	1	*
August 2029	44	0	0	0	0	100	46	14	3	*	0	0	0	0	0	176	40	5	1	*
August 2030	39	0	0	0	0	100	37	11	2	*	0	0	0	0	0	162	34	4	1	*
August 2031	33	0	0	0	0	100	28	8	1	*	0	0	0	0	0	147	28	3	*	*
August 2032	26	0	0	0	0	100	20	5	1	*	0	0	0	0	0	131	22	2	*	*
August 2033	19	0	0	0	0	100	12	3	*	*	0	0	0	0	0	114	17	1	*	*
August 2034	11	0	0	0	0	100	5	1	*	*	0	0	0	0	0	95	12	1	*	*
August 2035	3	0	0	0	0	100	0	0	0	0	0	0	0	0	0	74	7	*	*	*
August 2036	0	0	0	0	0	76	0	0	0	0	0	0	0	0	0	51	3	*	*	*
August 2037	0	0	0	0	0	39	0	0	0	0	0	0	0	0	0	27	0	0	0	0
August 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)**	18.3	6.8	4.3	2.7	1.6	28.7	20.9	16.1	11.2	6.7	8.5	4.1	2.3	1.7	1.4	24.0	16.4	10.0	7.3	5.6

Date	GC, GI†, GD and GA Classes					HC, HI†, HD and HA Classes				
	PSA Prepayment Assumption					PSA Prepayment Assumption				
	0%	100%	169%	300%	500%	0%	100%	169%	300%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100
August 2009	95	83	78	69	55	100	100	100	100	100
August 2010	90	67	59	45	26	100	100	100	100	100
August 2011	85	52	42	26	7	100	100	100	100	100
August 2012	79	38	27	11	0	100	100	100	100	69
August 2013	73	24	14	0	0	100	100	100	100	27
August 2014	66	12	3	0	0	100	100	100	54	*
August 2015	58	1	0	0	0	100	100	66	19	0
August 2016	51	0	0	0	0	100	46	22	0	0
August 2017	42	0	0	0	0	100	0	0	0	0
August 2018	33	0	0	0	0	100	0	0	0	0
August 2019	23	0	0	0	0	100	0	0	0	0
August 2020	12	0	0	0	0	100	0	0	0	0
August 2021	1	0	0	0	0	100	0	0	0	0
August 2022	0	0	0	0	0	38	0	0	0	0
August 2023	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	7.6	3.3	2.7	2.0	1.4	13.8	8.0	7.4	6.2	4.5

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

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

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

Date	DB Class					DE, DC and DA Classes					DG Class				
	PSA Prepayment Assumption					PSA Prepayment Assumption					PSA Prepayment Assumption				
	0%	100%	169%	300%	500%	0%	100%	169%	300%	500%	0%	100%	169%	300%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
August 2009	100	100	100	100	100	96	86	82	74	62	100	100	100	100	100
August 2010	100	100	100	100	100	92	72	65	53	38	100	100	100	100	100
August 2011	100	100	100	100	100	87	59	51	38	21	100	100	100	100	100
August 2012	100	100	100	100	100	82	47	39	25	11	100	100	100	100	77
August 2013	100	100	100	100	100	77	36	28	16	4	100	100	100	100	45
August 2014	100	100	100	100	100	71	26	19	8	*	100	100	100	65	25
August 2015	100	100	100	100	52	65	16	10	3	0	100	100	75	39	13
August 2016	100	100	100	79	22	58	7	3	0	0	100	59	41	20	6
August 2017	100	76	51	22	5	51	0	0	0	0	100	19	13	6	1
August 2018	100	0	0	0	0	43	0	0	0	0	100	0	0	0	0
August 2019	100	0	0	0	0	35	0	0	0	0	100	0	0	0	0
August 2020	100	0	0	0	0	26	0	0	0	0	100	0	0	0	0
August 2021	100	0	0	0	0	16	0	0	0	0	100	0	0	0	0
August 2022	100	0	0	0	0	6	0	0	0	0	53	0	0	0	0
August 2023	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average															
Life (years)**	14.8	9.2	9.0	8.5	7.3	8.6	4.0	3.5	2.7	1.9	14.1	8.3	7.8	6.8	5.2

Date	EC, EI† and EA Classes					EB Class				
	PSA Prepayment Assumption					PSA Prepayment Assumption				
	0%	100%	144%	300%	500%	0%	100%	144%	300%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100
August 2009	95	83	80	68	53	100	100	100	100	100
August 2010	89	67	62	43	23	100	100	100	100	100
August 2011	83	53	46	24	2	100	100	100	100	100
August 2012	77	39	31	9	0	100	100	100	100	67
August 2013	70	26	18	0	0	100	100	100	90	41
August 2014	62	14	7	0	0	100	100	100	63	24
August 2015	55	3	0	0	0	100	100	90	42	14
August 2016	46	0	0	0	0	100	79	63	26	7
August 2017	37	0	0	0	0	100	50	39	15	4
August 2018	27	0	0	0	0	100	23	17	6	1
August 2019	17	0	0	0	0	100	0	0	0	0
August 2020	5	0	0	0	0	100	0	0	0	0
August 2021	0	0	0	0	0	80	0	0	0	0
August 2022	0	0	0	0	0	42	0	0	0	0
August 2023	0	0	0	0	0	0	0	0	0	0
Weighted Average										
Life (years)**	7.2	3.4	2.9	1.9	1.3	13.8	9.1	8.6	7.0	5.1

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

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

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

Date	AG and AI† Classes					VA Class					Z Class					BE Class				
	PSA Prepayment Assumption					PSA Prepayment Assumption					PSA Prepayment Assumption					PSA Prepayment Assumption				
	0%	100%	226%	300%	500%	0%	100%	226%	300%	500%	0%	100%	226%	300%	500%	0%	100%	226%	300%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
August 2009	99	92	83	78	64	93	93	93	93	93	106	106	106	106	106	100	100	100	100	100
August 2010	98	84	68	60	39	86	86	86	86	86	113	113	113	113	113	100	100	100	100	100
August 2011	97	76	56	45	22	78	78	78	78	78	120	120	120	120	120	100	100	100	100	100
August 2012	96	69	45	33	10	70	70	70	70	70	127	127	127	127	127	100	100	100	100	100
August 2013	95	63	36	24	2	61	61	61	61	61	135	135	135	135	135	100	100	100	100	100
August 2014	93	56	28	16	0	52	52	52	52	7	143	143	143	143	143	100	100	100	100	78
August 2015	92	50	21	10	0	43	43	43	43	0	152	152	152	152	102	100	100	100	100	54
August 2016	90	45	15	5	0	32	32	32	32	0	161	161	161	161	70	100	100	100	100	37
August 2017	89	40	10	1	0	21	21	21	21	0	171	171	171	171	48	100	100	100	100	25
August 2018	87	35	6	0	0	9	9	9	0	0	182	182	182	157	32	100	100	100	82	17
August 2019	85	30	3	0	0	0	0	0	0	0	191	191	191	125	22	100	100	100	65	11
August 2020	83	26	0	0	0	0	0	0	0	0	191	191	186	99	15	100	100	97	52	8
August 2021	80	22	0	0	0	0	0	0	0	0	191	191	154	78	10	100	100	81	41	5
August 2022	78	18	0	0	0	0	0	0	0	0	191	191	127	61	7	100	100	67	32	3
August 2023	75	15	0	0	0	0	0	0	0	0	191	191	104	47	4	100	100	55	25	2
August 2024	72	11	0	0	0	0	0	0	0	0	191	191	85	37	3	100	100	45	19	2
August 2025	68	8	0	0	0	0	0	0	0	0	191	191	69	28	2	100	100	36	15	1
August 2026	64	5	0	0	0	0	0	0	0	0	191	191	55	21	1	100	100	29	11	1
August 2027	60	2	0	0	0	0	0	0	0	0	191	191	44	16	1	100	100	23	8	*
August 2028	56	0	0	0	0	0	0	0	0	0	191	184	34	12	1	100	97	18	6	*
August 2029	51	0	0	0	0	0	0	0	0	0	191	153	26	9	*	100	80	14	5	*
August 2030	46	0	0	0	0	0	0	0	0	0	191	125	20	6	*	100	65	10	3	*
August 2031	41	0	0	0	0	0	0	0	0	0	191	97	14	4	*	100	51	7	2	*
August 2032	34	0	0	0	0	0	0	0	0	0	191	72	10	3	*	100	38	5	1	*
August 2033	28	0	0	0	0	0	0	0	0	0	191	48	6	2	*	100	25	3	1	*
August 2034	20	0	0	0	0	0	0	0	0	0	191	25	3	1	*	100	13	1	*	*
August 2035	13	0	0	0	0	0	0	0	0	0	191	3	*	*	*	100	2	*	*	*
August 2036	4	0	0	0	0	0	0	0	0	0	191	0	0	0	0	100	0	0	0	0
August 2037	0	0	0	0	0	0	0	0	0	0	124	0	0	0	0	65	0	0	0	0
August 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)**	19.5	8.0	4.2	3.2	1.9	6.0	6.0	6.0	5.9	4.5	29.3	23.2	16.5	13.5	8.7	29.3	23.2	16.5	13.2	8.0

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

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

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

Characteristics of the Residual Classes

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

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

CERTAIN ADDITIONAL FEDERAL INCOME TAX CONSEQUENCES

The Certificates and payments on the Certificates are not generally exempt from taxation. Therefore, you should consider the tax consequences of holding a Certificate before you acquire one. The following tax discussion supplements the discussion under the caption “Material Federal Income Tax Consequences” in the REMIC Prospectus. When read together, the two discussions describe the current federal income tax treatment of beneficial owners of Certificates. These two tax discussions do not purport to deal with all federal tax consequences applicable to all categories of beneficial

owners, some of which may be subject to special rules. In addition, these discussions may not apply to your particular circumstances for one of the reasons explained in the REMIC Prospectus. You should consult your own tax advisors regarding the federal income tax consequences of holding and disposing of Certificates as well as any tax consequences arising under the laws of any state, local or foreign taxing jurisdiction.

U.S. Treasury Circular 230 Notice

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

REMIC Elections and Special Tax Attributes

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

Taxation of Beneficial Owners of Regular Certificates

The Notional Classes and the Accrual Classes will be issued with original issue discount (“OID”), and certain other Classes of REMIC Certificates may be issued with OID. If a Class is issued with OID, a beneficial owner of a Certificate of that Class generally must recognize some taxable income in advance of the receipt of the cash attributable to that income. See “Material Federal Income Tax Consequences—Taxation of Beneficial Owners of Regular Certificates—*Treatment of Original Issue Discount*” in the REMIC Prospectus. In addition, 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	184% PSA
2	254% PSA
3	169% PSA
4	144% PSA
5	226% 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 Merrill Lynch, Pierce, Fenner & Smith Incorporated (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. Milbank, Tweed, Hadley & McCloy LLP will provide legal representation for the Dealer.

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								
AJ	\$ 40,689,655	BJ	\$ 40,689,655	SEQ/AD	5.25%	FIX	31397MVW4	May 2023
IJ	1,695,402(3)							
Recombination 2								
AJ	40,689,655	CJ	40,689,655	SEQ/AD	5.50	FIX	31397MVX2	May 2023
IJ	3,390,804(3)							
Recombination 3								
AJ	40,689,655	DJ	40,689,655	SEQ/AD	5.75	FIX	31397MVY0	May 2023
IJ	5,086,206(3)							
Recombination 4								
AJ	40,689,655	BA	40,689,655	SEQ/AD	6.00	FIX	31397MVZ7	May 2023
IJ	6,781,609(3)							
Recombination 5								
GC	63,157,894	GD	63,157,894	SEQ	4.75	FIX	31397MWA1	October 2021
GI	3,157,894(3)							
Recombination 6								
GC	63,157,894	GA	63,157,894	SEQ	5.00	FIX	31397MWB9	October 2021
GI	6,315,789(3)							
Recombination 7								
HC	11,842,106	HD	11,842,106	SEQ	4.75	FIX	31397MWC7	April 2023
HI	592,105(3)							
Recombination 8								
HC	11,842,106	HA	11,842,106	SEQ	5.00	FIX	31397MWD5	April 2023
HI	1,184,210(3)							
Recombination 9								
GC	63,157,894	DC	75,000,000	SEQ	4.50	FIX	31397MWF0	April 2023
HC	11,842,106							

REMIC Certificates			RCR Certificates					
<u>Classes</u>	<u>Original Balances</u>	<u>RCR Classes</u>	<u>Original Balances</u>	<u>Principal Type(2)</u>	<u>Interest Rate</u>	<u>Interest Type(2)</u>	<u>CUSIP Number</u>	<u>Final Distribution Date</u>
Recombination 10								
GC	\$ 63,157,894	DE	\$ 75,000,000	SEQ	4.75%	FIX	31397MWE3	April 2023
GI	3,157,894(3)							
HC	11,842,106							
HI	592,105(3)							
Recombination 11								
GC	63,157,894	DA	75,000,000	SEQ	5.00	FIX	31397MWG8	April 2023
GI	6,315,789(3)							
HC	11,842,106							
HI	1,184,210(3)							
Recombination 12								
DB	3,947,368	DG	15,789,474	SEQ	5.00	FIX	31397MWH6	September 2023
HC	11,842,106							
HI	1,184,210(3)							
Recombination 13								
EC	100,000,000	EA	100,000,000	SEQ	4.50	FIX	31397MWJ2	March 2021
EI	5,555,555(3)							
Recombination 14								
VA	11,249,117	BE(4)	23,676,652	SEQ	6.00	FIX	31397MWK9	September 2038
Z	12,427,535							

(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) Notional balances. These Classes are Interest Only Classes. See page S-6 for a description of how their notional balances are calculated.

(4) Principal payments on the REMIC Certificates in Recombination 14 from the Z Accrual Amount will be paid as interest on the related RCR Certificates, and thus will not reduce the principal balances of those RCR Certificates.

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.

\$494,632,232



**Guaranteed REMIC
Pass-Through Certificates**

Fannie Mae REMIC Trust 2008-77

PROSPECTUS SUPPLEMENT

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Merrill Lynch & Co.

August 22, 2008
