

\$525,628,001



FannieMae®

**Guaranteed REMIC Pass-Through Certificates
Fannie Mae REMIC Trust 2009-2**

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

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

<i>Class</i>	<i>Group</i>	<i>Original Class Balance</i>	<i>Principal Type(1)</i>	<i>Interest Rate</i>	<i>Interest Type(1)</i>	<i>CUSIP Number</i>	<i>Final Distribution Date</i>
WJ	1	\$ 20,000,000	PAC/AD	3.875%	FIX	31397NAA3	January 2039
WI	1	1,923,076(2)	NTL	6.500	FIX/IO	31397NAB1	January 2039
WZ	1	50,000	PAC/AD	4.500	FIX/Z	31397NAC9	February 2039
Z	1	2,560,868	SUP	4.500	FIX/Z	31397NAD7	February 2039
GH(3)	2	79,878,858	SEQ	3.500	FIX	31397NAE5	November 2045
FJ(3)	2	106,505,142	SEQ	(4)	FLT	31397NAF2	November 2045
SJ(3)	2	106,505,142(2)	NTL	(4)	INV/IO	31397NAG0	November 2045
GV(3)	2	26,515,000	SEQ/AD	5.500	FIX	31397NAH8	January 2020
GZ	2	32,570,747	SEQ	5.500	FIX/Z	31397NAJ4	February 2049
AF	3	200,000,000	SC/PT	(4)	FLT	31397NAK1	February 2039
AS	3	200,000,000(2)	NTL	(4)	INV/IO	31397NAL9	February 2039
MA(3)	3	33,398,384	SC/PAC/AD	4.000	FIX	31397NAM7	February 2039
ZM(3)	3	100,000	SC/PAC/AD	4.000	FIX/Z	31397NAN5	February 2039
MZ(3)	3	6,501,616	SC/SUP	4.000	FIX/Z	31397NAP0	February 2039
VA	4	7,631,000	SC/SEQ/AD	5.250	FIX	31397NAQ8	January 2020
VZ	4	9,916,386	SC/SEQ	5.250	FIX/Z	31397NAR6	January 2049
IV	4	797,608(2)	NTL	5.500	FIX/IO	31397NAS4	January 2049
R		0	NPR	0	NPR	31397NAT2	February 2049
RL		0	NPR	0	NPR	31397NAU9	February 2049

- (1) See "Description of the Certificates—Class Definitions and Abbreviations" in the REMIC prospectus.
(2) Notional balances. These classes are interest only classes. See page S-8 for a description of how their notional balances are calculated.
(3) Exchangeable classes.
(4) Based on LIBOR.

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 GA, CG, GX, GU, GS, GP, GM, GK, FG, SG, FA, SA, DA, DI, DB, DC, DE, AM, MI, BM, CM, DM and TP 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 January 30, 2009.

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

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

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

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

Goldman Sachs & Co.

The date of this Prospectus Supplement is January 26, 2009

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AVAILABLE INFORMATION

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

- our Prospectus for Fannie Mae Guaranteed REMIC Pass-Through Certificates dated August 1, 2007 (the “REMIC Prospectus”);
- our Prospectus for Fannie Mae Guaranteed Mortgage Pass-Through Certificates (Single-Family Residential Mortgage Loans) dated January 1, 2006 (for all MBS issued prior to June 1, 2007), dated April 1, 2008 (for all MBS issued from and after June 1, 2007 and prior to January 1, 2009), or dated January 1, 2009 (for all other MBS) (as applicable, the “MBS Prospectus”); and
- if you are purchasing any Group 1 Class or the R or RL Class, our Prospectus for Fannie Mae Stripped Mortgage-Backed Securities dated May 1, 2002 (for all SMBS issued prior to December 1, 2007) or dated December 1, 2007 (for all other SMBS) (as applicable, the “SMBS Prospectus”);
- if you are purchasing any Group 3 or Group 4 Class or the R or RL Class, the disclosure documents relating to the applicable underlying REMIC certificates (the “Underlying REMIC Disclosure Documents”); and
- any information incorporated by reference in this prospectus supplement as discussed below and under the heading “Incorporation by Reference” in the REMIC Prospectus.

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

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

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

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

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

Goldman Sachs & Co.
Prospectus Department
100 Burma Road
Jersey City, New Jersey 07305
(telephone 212-902-1171).

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.

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.

SUMMARY

This summary contains only limited information about the certificates. Statistical information in this summary is provided as of January 1, 2009. You should purchase the certificates only after reading this prospectus supplement and each of the additional disclosure documents listed on page S-3. In particular, please see the discussion of risk factors that appears in each of those additional disclosure documents.

Assets Underlying Each Group of Classes

<u>Group</u>	<u>Assets</u>
1	Group 1 SMBS
2	Group 2 MBS
3	Group 3 MBS
	Class 2007-39-FY REMIC Certificate
	Class 2007-39-SY REMIC Certificate
4	Class 2008-94-DB REMIC Certificate

Group 1 SMBS

Characteristics of the Group 1 SMBS

<u>Approximate 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>
\$22,610,868*	—	6.75% to 9.00%	241 to 360
\$15,653,678†	6.50%		

* Principal balance. These are principal only SMBS certificates.

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

Assumed Characteristics of the Underlying Mortgage Loans

<u>Principal Balance</u>	<u>Original Term to Maturity (in months)</u>	<u>Remaining Term to Maturity (in months)</u>	<u>Loan Age (in months)</u>	<u>Interest Rate</u>
\$22,610,868*	360	323	34	6.92%

* In addition, we have assumed that monthly interest accrues on a notional principal balance initially equal to \$15,653,678 and declining in proportion to the principal balance of the loans.

The actual remaining terms to maturity, loan ages and interest rates of most of the mortgage loans underlying the Group 1 SMBS will differ from those shown above, perhaps significantly.

Group 2 and Group 3 MBS

Characteristics of the Trust MBS

	<u>Approximate Principal Balance</u>	<u>Pass- Through Rate</u>	<u>Range of Weighted Average Coupons or WACs (annual percentages)</u>	<u>Range of Weighted Average Remaining Terms to Maturity or WAMs (in months)</u>
Group 2 MBS	\$245,469,747	5.50%	5.75% to 8.00%	361 to 480
Group 3 MBS*	\$163,527,130	6.50%	6.75% to 9.00%	241 to 360

* As further described in this prospectus supplement, the mortgage loans underlying the Group 3 MBS provide for interest only periods that may range from at least 7 to no more than 10 years following origination. The assumed remaining term to expiration of the interest only periods for those mortgage loans is set forth below.

Assumed Characteristics of the Underlying Mortgage Loans

	<u>Principal Balance</u>	<u>Original Term to Maturity (in months)</u>	<u>Remaining Term to Maturity (in months)</u>	<u>Loan Age (in months)</u>	<u>Interest Rate</u>	<u>Remaining Term to Expiration of Interest Only Period (in months)</u>
Group 2 MBS	\$245,469,747	480	470	10	6.09%	N/A
Group 3 MBS	\$163,527,130	360	350	10	7.03%	110

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

Group 3 and Group 4 Underlying REMIC Certificates

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

Settlement Date

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

Distribution Dates

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

Record Date

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

Book-Entry and Physical Certificates

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

<u>Fed Book-Entry</u>	<u>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.

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

<u>Class</u>	<u>Initial Interest Rate</u>	<u>Maximum Interest Rate</u>	<u>Minimum Interest Rate</u>	<u>Formula for Calculation of Interest Rate(1)</u>
FJ	1.4425%	7.0%	1.1%	LIBOR + 110 basis points
SJ	5.5575%	5.9%	0.0%	5.9% – LIBOR
AF	1.6425%	7.0%	1.3%	LIBOR + 130 basis points
AS	5.3575%	5.7%	0.0%	5.7% – LIBOR
FG	1.0425%	7.0%	0.7%	LIBOR + 70 basis points
SG	5.9575%	6.3%	0.0%	6.3% – LIBOR
FA	1.2425%	7.0%	0.9%	LIBOR + 90 basis points
SA	5.7575%	6.1%	0.0%	6.1% – LIBOR

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

Notional Classes

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

<u>Class</u>	
WI	9.6153800000% of the WJ Class
SJ	100% of the FJ Class
AS	100% of the AF Class
IV	4.5454519551% of the <i>sum</i> of the VA and VZ Classes
SG	100% of the FJ Class
SA	100% of the FJ Class
DI	18.1818178390% of the GV Class
MI	15.3846126208% of the MA 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)*

Group 1 Classes		PSA Prepayment Assumption						
		0%	100%	200%	236%	275%	450%	650%
WJ and WI		16.6	7.1	5.3	5.3	5.3	3.3	2.2
WZ		25.6	24.1	24.1	24.1	24.1	18.2	12.8
Z		27.9	20.6	15.2	8.0	1.7	0.4	0.2

Group 2 Classes		PSA Prepayment Assumption						
		0%	100%	365%	575%	800%		
GH, FJ, SJ, GA, CG, GX, GU, GS, GP, GM, GK, FG, SG, FA and SA				26.3	8.1	2.7	1.8	1.4
GV, DA, DI, DB, DC and DE				6.0	6.0	4.9	3.6	2.8
GZ				38.5	27.3	10.8	7.0	4.9

Group 3 Classes		PSA Prepayment Assumption							
		0%	100%	290%	350%	432%	800%	1400%	2000%
AF, AS and TP		22.3	11.8	5.5	4.6	3.7	2.0	1.0	0.6
MA, AM, MI, BM, CM and DM		17.1	7.7	4.1	4.1	4.1	2.2	1.2	0.6
ZM		24.5	19.8	19.8	19.8	19.8	10.6	4.4	1.2
MZ		27.2	21.6	12.2	6.8	1.6	0.4	0.2	0.1

Group 4 Classes		PSA Prepayment Assumption						
		0%	100%	365%	575%	800%		
VA				6.0	6.0	4.7	3.4	2.5
VZ				38.2	26.4	10.4	6.7	4.6
IV				38.2	26.4	9.5	5.9	4.0

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

ADDITIONAL RISK FACTOR

Payments on the Group 4 Classes also will be affected by the applicable payment priority governing the related underlying REMIC certificate. If you invest in any Group 4 Class, the rate at which you receive payments also will be affected by the applicable priority sequence governing principal payments on the related underlying REMIC certificate.

As described in the related underlying disclosure document, the Group 4 Underlying REMIC Certificate may be subsequent in payment priority to another class issued from the

related underlying REMIC trust. As a result, such other class may receive principal before principal is paid on the Group 4 Underlying REMIC Certificate, possibly for long periods.

You may obtain additional information about the Group 4 Underlying REMIC Certificate by reviewing its current class factor in light of other information available in the related underlying disclosure document. You may obtain that document from us as described on page S-3.

DESCRIPTION OF THE CERTIFICATES

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

General

Structure. We will create the Fannie Mae REMIC Trust specified on the cover of this prospectus supplement (the “Trust”) pursuant to a trust agreement dated as of August 1, 2007 and a supplement thereto dated as of January 1, 2009 (the “Issue Date”). We will issue the Guaranteed REMIC Pass-Through Certificates (the “REMIC Certificates”) pursuant to that trust agreement and supplement. We will issue the Combinable and Recombinable REMIC Certificates (the “RCR Certificates” and, together with the REMIC Certificates, the “Certificates”) pursuant to a separate trust agreement dated as of August 1, 2007 and a supplement thereto dated as of the Issue Date (together with the trust agreement and supplement relating to the REMIC Certificates, the “Trust Agreement”). We will execute the Trust Agreement in our corporate capacity and as trustee (the “Trustee”). In general, the term “Classes” includes the Classes of REMIC Certificates and RCR Certificates.

The assets of the Trust will include:

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

The Group 1 SMBS represent beneficial ownership interests in certain principal and interest distributions on mortgage loans underlying certain Fannie Mae Guaranteed Mortgage Pass-Through Certificates.

The Underlying REMIC Certificates evidence direct or indirect beneficial ownership interests in certain Fannie Mae Guaranteed Mortgage Pass-Through Certificates (together with the Trust MBS and the Fannie Mae Guaranteed Mortgage Pass-Through Certificates backing the Group 1 SMBS, the “MBS”).

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

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

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

<u>REMIC Designation</u>	<u>Assets</u>	<u>Regular Interests</u>	<u>Residual Interest</u>
Lower Tier REMIC	Group 1 SMBS, Trust MBS and Underlying REMIC Certificates	Interests in the Lower Tier REMIC other than the RL Class (the “Lower Tier Regular Interests”)	RL
Upper Tier REMIC	Lower Tier Regular Interests	All Classes of Certificates other than the R and RL Classes	R

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

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

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 and Inverse Floating Rate Classes	\$100,000 minimum plus whole dollar increments
All other Classes (except the R and RL Classes)	\$1,000 minimum plus whole dollar increments

The Group 1 SMBS

The general characteristics of the Group 1 SMBS are described in the SMBS Prospectus. The Group 1 SMBS provide that principal and interest on the Mortgage Loans underlying the related MBS are passed through monthly. The general characteristics of the MBS are described in the MBS Prospectus. Each MBS evidences beneficial ownership interest in a pool of conventional, fixed-rate,

fully-amortizing Mortgage Loans secured by first mortgages or deeds of trust on single-family residential properties. These Mortgage Loans have original maturities of up to 30 years. For additional information see “Summary—Group 1 SMBS—Characteristics of the Group 1 SMBS” and “—Assumed Characteristics of the Underlying Mortgage Loans” in this prospectus supplement, and “The Mortgage Pools” and “Yield, Maturity, and Prepayment Considerations” in the MBS Prospectus.

The Trust MBS

The Trust MBS provide that principal and interest on the related Mortgage Loans are passed through monthly. The Mortgage Loans underlying the Trust MBS are conventional, fixed-rate, fully-amortizing mortgage loans secured by first mortgages or deeds of trust on single-family residential properties. These Mortgage Loans have original maturities of up to 40 years in the case of the Group 2 MBS, and up to 30 years in the case of the Group 3 MBS.

In addition, the scheduled monthly payments on the Mortgage Loans underlying the Group 3 MBS represent accrued interest only for periods that may range from at least seven to no more than ten years following origination. See “Risk Factors—Prepayment Factors—*Refinance Environment*—Fixed-rate and adjustable-rate mortgage loans with long initial interest-only periods may be more likely to be refinanced or become delinquent than other mortgage loans” in the MBS Prospectus.

For additional information, see “Summary—Group 2 and Group 3 MBS—Characteristics of the Trust MBS” and “—Assumed Characteristics of the Underlying Mortgage Loans” in this prospectus supplement and “The Mortgage Pools” and “Yield, Maturity, and Prepayment Considerations” in the MBS Prospectus.

The Underlying REMIC Certificates

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

In the case of the Group 3 Underlying REMIC Certificates, all of the related Mortgage Loans provide for interest only periods that may range from at least 7 to no more than 10 years following origination. See “Risk Factors—Prepayment Factors—*Refinance Environment*—Fixed-rate and adjustable-rate mortgage loans with long initial interest-only payment periods may be more likely to be refinanced or become delinquent than other mortgage loans” in the MBS Prospectus.

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

For further information about the Underlying REMIC Certificates telephone us at 1-800-237-8627. Additional information about the Underlying REMIC Certificates is also available at <http://sls.fanniemae.com/slsSearch/Home.do>. There may have been material changes in facts and circumstances since the dates we prepared the Underlying REMIC Disclosure Documents. These may include changes in prepayment speeds, prevailing interest rates and other economic factors. As a result, the usefulness of the information set forth in those documents may be limited.

Distributions of Interest

General. The Certificates will bear interest at the rates specified in this prospectus supplement on a 30/360 basis. Interest to be paid on each Certificate (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	Floating Rate and Inverse Floating Rate Classes

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

Accrual Classes. The WZ, Z, GZ, ZM, MZ and VZ Classes are Accrual Classes. Interest will accrue on the Accrual Classes at the applicable annual rates specified on the cover of this prospectus supplement. However, we will not pay any interest on the Accrual Classes. Instead, interest accrued on each Accrual Class will be added as principal to its principal balance on each Distribution Date. We will pay principal on the Accrual Classes 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 Z Accrual Amount to Aggregate Group I to its Planned Balance, and thereafter to Z. } Accretion
Directed/PAC
Group and
Accrual Class

The WZ Accrual Amount to WJ to zero, and thereafter to WZ. } Accretion
Directed
Class and
Accrual Class

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

1. To Aggregate Group I to its Planned Balance. } PAC Group
2. To Z to zero. } Support
Class
3. To Aggregate Group I to zero. } PAC Group

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

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

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

“Aggregate Group I” consists of the WJ and WZ Classes. On each Distribution Date, we will apply payments of principal of Aggregate Group I to WJ and WZ, in that order, until retired.

Aggregate Group I has a principal balance equal to the aggregate principal balance of the Classes included in Aggregate Group I.

- *Group 2*

The GZ Accrual Amount to GV to zero, and thereafter to GZ.

} Accretion
Directed
Class and
Accrual Class

The Group 2 Cash Flow Distribution Amount in the following priority:

1. To GH and FJ, pro rata, to zero.

2. To GV and GZ, in that order, to zero.

} Sequential
Pay Classes

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

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

- *Group 3*

The MZ Accrual Amount to Aggregate Group II to its Planned Balance, and thereafter to MZ.

} Accretion
Directed/PAC
Group and
Accrual Class

The ZM Accrual Amount to MA to zero, and thereafter to ZM.

} Accretion
Directed
Class and
Accrual Class

The Group 3 Cash Flow Distribution Amount as follows:

— 83.3333333333% to AF to zero, and

— 16.6666666667% in the following priority:

} Structured
Collateral/
Pass-Through
Class

first, to Aggregate Group II to its Planned Balance;

second, to MZ to zero; and

third, to Aggregate Group II to zero.

} PAC Group
}
} Support
Class
}
} PAC Group
} Structured
Collateral

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

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

The “Group 3 Cash Flow Distribution Amount” is the aggregate amount of principal then paid on the Group 3 MBS and the Group 3 Underlying REMIC Certificates.

“Aggregate Group II” consists of the MA and ZM Classes. On each Distribution Date, we will apply payments of principal of Aggregate Group II to MA and ZM, in that order, until retired.

Aggregate Group II has a principal balance equal to the aggregate principal balance of the Classes included in Aggregate Group II.

- *Group 4*

The VZ Accrual Amount to VA to zero, and thereafter to VZ.

} Accretion
Directed
Class and
Accrual Class

The Group 4 Cash Flow Distribution Amount to VA and VZ, in that order, to zero.

} Structured
Collateral/
Sequential
Pay Classes

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

The Group 4 Cash Flow Distribution Amount is the principal then paid on the Group 4 Underlying REMIC Certificate.

Structuring Assumptions

Pricing Assumptions. Except where otherwise noted, the information in the tables in this prospectus supplement has been prepared based on the actual characteristics of each pool of Mortgage Loans backing the Underlying REMIC Certificates, the priority sequence governing principal payments on the Group 4 Underlying REMIC Certificate and the following assumptions (such characteristics and assumptions, collectively, the “Pricing Assumptions”):

- the Mortgage Loans underlying the Group 1 SMBS have the original term to maturity, remaining term to maturity, loan age and interest rate specified under “Summary—Group 1 SMBS—Assumed Characteristics of the Underlying Mortgage Loans” in this prospectus supplement;
- the Mortgage Loans underlying the Trust MBS have the original terms to maturity, remaining terms to maturity, loan ages and interest rates specified under “Summary—Group 2 and Group 3 MBS—Assumed Characteristics of the Underlying Mortgage Loans” in this prospectus supplement;
- the Mortgage Loans underlying the Group 3 MBS have the remaining term to expiration of their interest only periods specified under “Summary—Group 2 and Group 3 MBS—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 January 30, 2009; 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.

Principal Balance Schedules. The Principal Balance Schedules are set forth beginning on page B-1 of this prospectus supplement. The Principal Balance Schedules were prepared based on the Pricing Assumptions and the assumption that the related Mortgage Loans prepay at a *constant* rate within the applicable “Structuring Ranges” specified in the chart below. The “Effective Range” for an Aggregate Group is the range of prepayment rates (measured by *constant* PSA rates) that would reduce that Aggregate Group to its scheduled balance each month based on the Pricing Assumptions. We have not provided separate schedules for the individual Classes included in the Aggregate Groups. However, these Classes are designed to receive principal distributions in the same fashion as if separate schedules had been provided (with schedules based on the same underlying assumptions that apply to the related Aggregate Group schedule). If such separate schedules had been provided for the individual Classes included in the Aggregate Groups, we expect that the effective ranges for those Classes would not be narrower than those shown below for the related Aggregate Groups.

<u>Groups</u>	<u>Structuring Ranges</u>	<u>Initial Effective Ranges</u>
Aggregate Group I Planned Balances	Between 200% and 275% PSA	Between 200% and 275% PSA
Aggregate Group II Planned Balances	Between 290% and 432% PSA	Between 290% and 432% PSA

The Aggregate Groups listed above consists of the following Classes:

Aggregate Group I	WJ and WZ
Aggregate Group II	MA and ZM

See “—Decrement Tables” below for the percentages of original principal balances of the individual Classes included in the Aggregate Groups that would be outstanding at various *constant* PSA rates, including the upper and lower bands of the applicable Structuring Ranges, based on the Pricing Assumptions.

We cannot assure you that the balance of an Aggregate Group will conform on any Distribution Date to the balance specified in the Principal Balance Schedules or that distributions of principal of an Aggregate Group will begin or end on the Distribution Dates specified in the Principal Balance Schedules.

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

- We will distribute any excess of principal distributions over the amount necessary to reduce an Aggregate Group to its scheduled balance in any month. As a result, the likelihood of reducing an Aggregate Group to its scheduled balance each month will not be improved by the averaging of high and low principal distributions from month to month.
- Even if the related Mortgage Loans prepay at rates falling within a Structuring Range or an Effective Range, principal distributions may be insufficient to reduce the applicable Aggregate Group to its scheduled balance each month if prepayments do not occur at a *constant* PSA rate.
- The actual Effective Ranges at any time will be based upon the actual characteristics of the related Mortgage Loans at that time, which are likely to vary (and may vary considerably) from the Pricing Assumptions. As a result, the actual Effective Ranges will likely differ from the Initial Effective Ranges specified above. For the same reason, the Aggregate Groups might not be reduced to their scheduled balances each month even if the related Mortgage Loans prepay at a *constant* PSA rate within the applicable Initial Effective Ranges. This is so particularly if the rates fall at the lower or higher end of these ranges.
- The actual Effective Ranges may narrow, widen or shift upward or downward to reflect actual prepayment experience over time.
- The principal payment stability of each Aggregate Group will be supported by one other Class. When the related supporting Class is retired, the Aggregate Group receiving the benefit of that support, if still outstanding, may no longer have an Effective Range and will be much more sensitive to prepayments of the related Mortgage Loans.

Yield Tables

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

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

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

We cannot assure you that

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

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

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

The 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>
WI	771%
IV	1261%
DI	1515%
MI	1070%

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>
WI	11.000%
IV	11.875%
DI	8.000%
MI	10.000%

* 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 WI Class to Prepayments

	PSA Prepayment Assumption						
	<u>50%</u>	<u>100%</u>	<u>200%</u>	<u>236%</u>	<u>275%</u>	<u>450%</u>	<u>650%</u>
Pre-Tax Yields to Maturity . . .	56.5%	51.8%	43.4%	43.4%	43.4%	31.5%	12.7%

Sensitivity of the IV Class to Prepayments

	PSA Prepayment Assumption				
	<u>50%</u>	<u>100%</u>	<u>365%</u>	<u>575%</u>	<u>800%</u>
Pre-Tax Yields to Maturity . . .	49.3%	49.3%	47.5%	42.0%	32.1%

Sensitivity of the DI Class to Prepayments

	PSA Prepayment Assumption				
	<u>50%</u>	<u>100%</u>	<u>365%</u>	<u>575%</u>	<u>800%</u>
Pre-Tax Yields to Maturity . . .	64.3%	64.3%	63.5%	58.9%	49.2%

Sensitivity of the MI Class to Prepayments

	PSA Prepayment Assumption							
	<u>50%</u>	<u>100%</u>	<u>290%</u>	<u>350%</u>	<u>432%</u>	<u>800%</u>	<u>1400%</u>	<u>2000%</u>
Pre-Tax Yields to Maturity . . .	65.8%	61.6%	46.1%	46.1%	46.1%	23.1%	(33.8)%	*

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

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

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

- the interest rates for the Inverse Floating Rate Classes for the initial Interest Accrual Period are the rates listed in the table under “Summary—Interest Rates” in this prospectus supplement and for each following Interest Accrual Period will be based on the specified level of the Index, and

- the aggregate purchase prices of these Classes (expressed in each case as a percentage of original principal balance) are as follows:

<u>Class</u>	<u>Price*</u>
SJ	5.3750%
AS	4.8500%
SG	5.5625%
SA	5.2500%

* 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 SJ Class to Prepayments and LIBOR
(Pre-Tax Yields to Maturity)**

<u>LIBOR</u>	<u>PSA Prepayment Assumption</u>				
	<u>50%</u>	<u>100%</u>	<u>365%</u>	<u>575%</u>	<u>800%</u>
0.1700%	127.4%	123.1%	98.3%	75.7%	49.7%
0.3425%	122.9%	118.6%	93.8%	71.1%	45.1%
2.3425%	73.0%	68.8%	42.8%	18.5%	(8.1)%
4.3425%	27.2%	22.6%	(9.8)%	(38.1)%	(66.1)%
5.9000%	*	*	*	*	*

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption</u>							
	<u>50%</u>	<u>100%</u>	<u>290%</u>	<u>350%</u>	<u>432%</u>	<u>800%</u>	<u>1400%</u>	<u>2000%</u>
0.1700%	140.7%	137.1%	122.8%	118.2%	111.7%	80.6%	19.1%	(70.5)%
0.3425%	135.6%	132.0%	117.8%	113.2%	106.8%	75.9%	14.8%	(73.7)%
2.3425%	79.2%	75.9%	62.9%	58.6%	52.7%	24.0%	(33.5)%	*
4.3425%	28.2%	25.1%	12.8%	8.8%	3.1%	(24.4)%	(81.6)%	*
5.7000%	*	*	*	*	*	*	*	*

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption</u>				
	<u>50%</u>	<u>100%</u>	<u>365%</u>	<u>575%</u>	<u>800%</u>
0.1700%	132.9%	128.6%	103.8%	81.2%	55.3%
0.3425%	128.5%	124.2%	99.4%	76.8%	50.8%
2.3425%	79.6%	75.4%	49.8%	25.8%	(0.6)%
4.3425%	34.7%	30.3%	(0.2)%	(27.6)%	(55.2)%
6.3000%	*	*	*	*	*

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

LIBOR	PSA Prepayment Assumption				
	50%	100%	365%	575%	800%
0.1700%	137.1%	132.8%	108.0%	85.5%	59.5%
0.3425%	132.4%	128.1%	103.3%	80.7%	54.8%
2.3425%	80.3%	76.1%	50.5%	26.6%	0.2%
4.3425%	32.7%	28.3%	(2.7)%	(30.3)%	(58.0)%
6.1000%	*	*	*	*	*

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, and
- in the case of the Group 4 Classes, the priority sequence affecting principal payments on the Group 4 Underlying REMIC Certificate.

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

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

Decrement Tables

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

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

<u>Mortgage Loans Backing Trust Assets Specified Below</u>	<u>Original Terms to Maturity</u>	<u>Remaining Terms to Maturity</u>	<u>Interest Rates</u>
Group 1 SMBS	360 months	360 months	9.00%
Group 2 MBS	480 months	480 months	8.00%
Group 3 MBS	360 months	360 months(1)	9.00%
Group 3 Underlying REMIC Certificates	360 months	339 months(2)	9.00%
Group 4 Underlying REMIC Certificate	480 months	479 months	8.00%

(1) In addition, we have assumed that each Mortgage Loan underlying the Group 3 MBS has a remaining interest only period of 120 months.

(2) In addition, we have assumed that each Mortgage Loan backing the Group 3 Underlying REMIC Certificates has a remaining interest only period of 99 months.

It is unlikely that all of the Mortgage Loans will have the loan ages, interest rates, remaining terms to maturity or, if applicable, remaining interest only periods 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	WJ and WI† Classes							WZ Class							Z Class							
	PSA Prepayment Assumption							PSA Prepayment Assumption							PSA Prepayment Assumption							
	0%	100%	200%	236%	275%	450%	650%	0%	100%	200%	236%	275%	450%	650%	0%	100%	200%	236%	275%	450%	650%	
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	
January 2010.	99	91	85	85	85	81	68	105	105	105	105	105	105	105	105	105	105	100	82	61	0	0
January 2011.	97	83	72	72	72	58	41	109	109	109	109	109	109	109	109	109	109	100	68	34	0	0
January 2012.	96	75	61	61	61	42	24	114	114	114	114	114	114	114	114	114	100	59	16	0	0	
January 2013.	94	67	51	51	51	30	14	120	120	120	120	120	120	120	120	120	100	53	6	0	0	
January 2014.	92	60	42	42	42	21	9	125	125	125	125	125	125	125	125	125	100	50	1	0	0	
January 2015.	90	54	34	34	34	15	5	131	131	131	131	131	131	131	131	131	100	49	*	0	0	
January 2016.	88	47	28	28	28	11	3	137	137	137	137	137	137	137	137	137	98	47	*	0	0	
January 2017.	86	41	23	23	23	8	2	143	143	143	143	143	143	143	143	143	94	45	*	0	0	
January 2018.	83	35	18	18	18	5	1	150	150	150	150	150	150	150	150	150	88	41	*	0	0	
January 2019.	81	29	15	15	15	4	*	157	157	157	157	157	157	157	157	157	82	38	*	0	0	
January 2020.	78	24	12	12	12	2	0	164	164	164	164	164	164	155	164	164	75	34	*	0	0	
January 2021.	75	19	9	9	9	2	0	171	171	171	171	171	171	91	171	171	68	30	*	0	0	
January 2022.	71	14	7	7	7	1	0	179	179	179	179	179	179	54	179	179	61	27	*	0	0	
January 2023.	68	9	6	6	6	*	0	188	188	188	188	188	188	31	188	188	54	23	*	0	0	
January 2024.	64	5	5	5	5	*	0	196	196	196	196	196	196	18	196	193	47	20	*	0	0	
January 2025.	60	3	3	3	3	0	0	205	205	205	205	205	184	10	205	175	41	17	*	0	0	
January 2026.	55	3	3	3	3	0	0	215	215	215	215	215	126	6	215	157	35	15	*	0	0	
January 2027.	51	2	2	2	2	0	0	224	224	224	224	224	85	3	224	139	29	12	*	0	0	
January 2028.	45	1	1	1	1	0	0	235	235	235	235	235	57	2	235	122	25	10	*	0	0	
January 2029.	40	1	1	1	1	0	0	246	246	246	246	246	38	1	246	104	20	8	*	0	0	
January 2030.	34	*	*	*	*	0	0	257	257	257	257	257	24	1	257	88	16	6	*	0	0	
January 2031.	27	*	*	*	*	0	0	269	269	269	269	269	15	*	269	71	12	5	*	0	0	
January 2032.	20	0	0	0	0	0	0	281	200	200	200	200	9	*	281	56	9	3	*	0	0	
January 2033.	12	0	0	0	0	0	0	294	128	128	128	128	5	*	294	41	6	2	*	0	0	
January 2034.	4	0	0	0	0	0	0	307	72	72	72	72	3	*	307	26	4	1	*	0	0	
January 2035.	0	0	0	0	0	0	0	29	29	29	29	29	1	*	285	12	2	1	*	0	0	
January 2036.	0	0	0	0	0	0	0	0	0	0	0	0	0	0	223	0	0	0	0	0	0	
January 2037.	0	0	0	0	0	0	0	0	0	0	0	0	0	0	156	0	0	0	0	0	0	
January 2038.	0	0	0	0	0	0	0	0	0	0	0	0	0	0	81	0	0	0	0	0	0	
January 2039.	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Weighted Average Life (years)**	16.6	7.1	5.3	5.3	5.3	3.3	2.2	25.6	24.1	24.1	24.1	24.1	18.2	12.8	27.9	20.6	15.2	8.0	1.7	0.4	0.2	

* 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	GH, FJ, SJ†, GA, CG, GX, GU, GS, GP, GM, GK, FG, SG†, FA and SA† Classes					GV, DA, DI†, DB, DC and DE Classes					GZ Class				
	PSA Prepayment Assumption					PSA Prepayment Assumption					PSA Prepayment Assumption				
	0%	100%	365%	575%	800%	0%	100%	365%	575%	800%	0%	100%	365%	575%	800%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
January 2010	100	95	83	74	64	93	93	93	93	93	106	106	106	106	106
January 2011	99	87	59	40	21	86	86	86	86	86	112	112	112	112	112
January 2012	98	79	39	15	0	78	78	78	78	48	118	118	118	118	118
January 2013	98	72	23	0	0	70	70	70	60	0	125	125	125	125	81
January 2014	97	65	11	0	0	61	61	61	0	0	132	132	132	113	42
January 2015	97	58	1	0	0	52	52	52	0	0	139	139	139	73	21
January 2016	96	52	0	0	0	42	42	0	0	0	147	147	145	47	11
January 2017	95	46	0	0	0	32	32	0	0	0	155	155	112	31	6
January 2018	94	41	0	0	0	22	22	0	0	0	164	164	87	20	3
January 2019	93	35	0	0	0	10	10	0	0	0	173	173	67	13	2
January 2020	92	31	0	0	0	0	0	0	0	0	181	181	52	8	1
January 2021	91	26	0	0	0	0	0	0	0	0	181	181	40	5	*
January 2022	90	22	0	0	0	0	0	0	0	0	181	181	31	3	*
January 2023	88	18	0	0	0	0	0	0	0	0	181	181	23	2	*
January 2024	87	14	0	0	0	0	0	0	0	0	181	181	18	1	*
January 2025	85	10	0	0	0	0	0	0	0	0	181	181	14	1	*
January 2026	84	7	0	0	0	0	0	0	0	0	181	181	11	1	*
January 2027	82	4	0	0	0	0	0	0	0	0	181	181	8	*	*
January 2028	80	1	0	0	0	0	0	0	0	0	181	181	6	*	*
January 2029	78	0	0	0	0	0	0	0	0	0	181	171	5	*	*
January 2030	75	0	0	0	0	0	0	0	0	0	181	156	4	*	*
January 2031	73	0	0	0	0	0	0	0	0	0	181	143	3	*	*
January 2032	70	0	0	0	0	0	0	0	0	0	181	129	2	*	*
January 2033	67	0	0	0	0	0	0	0	0	0	181	117	2	*	*
January 2034	64	0	0	0	0	0	0	0	0	0	181	105	1	*	*
January 2035	61	0	0	0	0	0	0	0	0	0	181	95	1	*	*
January 2036	57	0	0	0	0	0	0	0	0	0	181	84	1	*	*
January 2037	53	0	0	0	0	0	0	0	0	0	181	75	*	*	*
January 2038	49	0	0	0	0	0	0	0	0	0	181	66	*	*	*
January 2039	44	0	0	0	0	0	0	0	0	0	181	57	*	*	*
January 2040	39	0	0	0	0	0	0	0	0	0	181	49	*	*	0
January 2041	33	0	0	0	0	0	0	0	0	0	181	42	*	*	0
January 2042	27	0	0	0	0	0	0	0	0	0	181	35	*	*	0
January 2043	21	0	0	0	0	0	0	0	0	0	181	28	*	*	0
January 2044	13	0	0	0	0	0	0	0	0	0	181	22	*	*	0
January 2045	6	0	0	0	0	0	0	0	0	0	181	16	*	*	0
January 2046	0	0	0	0	0	0	0	0	0	0	167	11	*	*	0
January 2047	0	0	0	0	0	0	0	0	0	0	116	6	*	*	0
January 2048	0	0	0	0	0	0	0	0	0	0	60	1	*	0	0
January 2049	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	26.3	8.1	2.7	1.8	1.4	6.0	6.0	4.9	3.6	2.8	38.5	27.3	10.8	7.0	4.9

Date	AF, AS† and TP Classes								MA, AM, MI†, BM, CM and DM Classes							
	PSA Prepayment Assumption								PSA Prepayment Assumption							
	0%	100%	290%	350%	432%	800%	1400%	2000%	0%	100%	290%	350%	432%	800%	1400%	2000%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
January 2010	100	96	88	86	83	68	43	21	99	94	86	86	86	81	51	25
January 2011	100	91	74	69	62	37	9	0	98	87	68	68	68	44	10	0
January 2012	100	85	61	54	46	19	1	0	97	80	53	53	53	23	1	0
January 2013	100	80	50	43	34	10	*	0	97	73	40	40	40	12	0	0
January 2014	100	75	42	34	25	5	*	0	96	66	30	30	30	6	0	0
January 2015	100	71	34	27	19	3	*	0	95	60	22	22	22	3	0	0
January 2016	100	66	28	21	14	1	*	0	94	53	16	16	16	1	0	0
January 2017	100	62	23	17	10	1	*	0	93	48	12	12	12	*	0	0
January 2018	100	58	19	13	8	*	*	0	91	42	9	9	9	*	0	0
January 2019	99	54	16	10	5	*	*	0	89	35	6	6	6	0	0	0
January 2020	97	49	13	8	4	*	0	0	85	28	4	4	4	0	0	0
January 2021	95	45	10	6	3	*	0	0	82	22	3	3	3	0	0	0
January 2022	92	41	8	5	2	*	0	0	77	16	2	2	2	0	0	0
January 2023	90	37	6	3	1	*	0	0	73	10	1	1	1	0	0	0
January 2024	87	33	5	3	1	*	0	0	68	4	1	1	1	0	0	0
January 2025	84	30	4	2	1	*	0	0	63	*	*	*	*	0	0	0
January 2026	81	27	3	2	1	*	0	0	57	*	*	*	*	0	0	0
January 2027	77	24	2	1	*	*	0	0	51	0	0	0	0	0	0	0
January 2028	73	21	2	1	*	*	0	0	45	0	0	0	0	0	0	0
January 2029	68	18	1	1	*	*	0	0	38	0	0	0	0	0	0	0
January 2030	64	16	1	*	*	*	0	0	30	0	0	0	0	0	0	0
January 2031	58	13	1	*	*	*	0	0	22	0	0	0	0	0	0	0
January 2032	52	11	1	*	*	*	0	0	13	0	0	0	0	0	0	0
January 2033	46	9	*	*	*	*	0	0	4	0	0	0	0	0	0	0
January 2034	39	7	*	*	*	*	0	0	0	0	0	0	0	0	0	0
January 2035	32	5	*	*	*	*	0	0	0	0	0	0	0	0	0	0
January 2036	23	3	*	*	*	*	0	0	0	0	0	0	0	0	0	0
January 2037	14	1	*	*	*	*	0	0	0	0	0	0	0	0	0	0
January 2038	7	*	*	*	*	*	0	0	0	0	0	0	0	0	0	0
January 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	22.3	11.8	5.5	4.6	3.7	2.0	1.0	0.6	17.1	7.7	4.1	4.1	4.1	2.2	1.2	0.6

* 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	ZM Class								MZ Class							
	PSA Prepayment Assumption								PSA Prepayment Assumption							
	0%	100%	290%	350%	432%	800%	1400%	2000%	0%	100%	290%	350%	432%	800%	1400%	2000%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
January 2010	104	104	104	104	104	104	104	104	104	104	100	85	65	0	0	0
January 2011	108	108	108	108	108	108	108	0	108	108	100	70	30	0	0	0
January 2012	113	113	113	113	113	113	113	0	113	113	100	60	9	0	0	0
January 2013	117	117	117	117	117	117	90	0	117	117	100	55	1	0	0	0
January 2014	122	122	122	122	122	122	14	0	122	122	100	53	*	0	0	0
January 2015	127	127	127	127	127	127	2	0	127	127	96	49	*	0	0	0
January 2016	132	132	132	132	132	132	*	0	132	132	89	45	*	0	0	0
January 2017	138	138	138	138	138	138	*	0	138	138	81	40	*	0	0	0
January 2018	143	143	143	143	143	143	*	0	143	143	72	34	*	0	0	0
January 2019	149	149	149	149	149	77	*	0	149	149	62	29	*	0	0	0
January 2020	155	155	155	155	155	39	*	0	155	155	53	24	*	0	0	0
January 2021	161	161	161	161	161	20	*	0	161	161	44	19	*	0	0	0
January 2022	168	168	168	168	168	10	*	0	168	168	37	16	*	0	0	0
January 2023	175	175	175	175	175	5	0	0	175	175	30	12	*	0	0	0
January 2024	182	182	182	182	182	2	0	0	182	182	25	10	*	0	0	0
January 2025	189	189	189	189	189	1	0	0	189	180	20	8	*	0	0	0
January 2026	197	197	197	197	197	1	0	0	197	162	16	6	*	0	0	0
January 2027	205	145	145	145	145	*	0	0	205	144	13	5	*	0	0	0
January 2028	214	101	101	101	101	*	0	0	214	127	10	4	*	0	0	0
January 2029	222	69	69	69	69	*	0	0	222	111	8	3	*	0	0	0
January 2030	231	47	47	47	47	*	0	0	231	96	6	2	*	0	0	0
January 2031	241	31	31	31	31	*	0	0	241	81	5	1	*	0	0	0
January 2032	251	20	20	20	20	*	0	0	251	68	3	1	*	0	0	0
January 2033	261	13	13	13	13	*	0	0	261	54	2	1	*	0	0	0
January 2034	8	8	8	8	8	*	0	0	241	42	2	*	*	0	0	0
January 2035	4	4	4	4	4	*	0	0	194	30	1	*	*	0	0	0
January 2036	2	2	2	2	2	*	0	0	144	19	1	*	*	0	0	0
January 2037	1	1	1	1	1	*	0	0	88	8	*	*	*	0	0	0
January 2038	*	*	*	*	*	*	0	0	43	1	*	*	*	0	0	0
January 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	24.5	19.8	19.8	19.8	19.8	10.6	4.4	1.2	27.2	21.6	12.2	6.8	1.6	0.4	0.2	0.1

Date	VA Class					VZ Class					IV† Class				
	PSA Prepayment Assumption					PSA Prepayment Assumption					PSA Prepayment Assumption				
	0%	100%	365%	575%	800%	0%	100%	365%	575%	800%	0%	100%	365%	575%	800%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
January 2010	93	93	93	93	93	105	105	105	105	105	100	100	100	100	100
January 2011	86	86	86	86	86	111	111	111	111	111	100	100	100	100	100
January 2012	78	78	78	78	8	117	117	117	117	117	100	100	100	100	70
January 2013	70	70	70	26	0	123	123	123	123	64	100	100	100	81	36
January 2014	61	61	61	0	0	130	130	130	93	33	100	100	100	53	19
January 2015	52	52	31	0	0	137	137	137	60	17	100	100	91	34	10
January 2016	42	42	0	0	0	144	144	125	39	9	100	100	70	22	5
January 2017	32	32	0	0	0	152	152	96	25	4	100	100	54	14	3
January 2018	22	22	0	0	0	160	160	74	16	2	100	100	42	9	1
January 2019	11	11	0	0	0	169	169	57	11	1	100	100	32	6	1
January 2020	0	0	0	0	0	177	177	44	7	1	100	100	25	4	*
January 2021	0	0	0	0	0	177	177	34	4	*	100	100	19	3	*
January 2022	0	0	0	0	0	177	177	26	3	*	100	100	15	2	*
January 2023	0	0	0	0	0	177	177	20	2	*	100	100	11	1	*
January 2024	0	0	0	0	0	177	177	15	1	*	100	100	9	1	*
January 2025	0	0	0	0	0	177	177	12	1	*	100	100	7	*	*
January 2026	0	0	0	0	0	177	177	9	*	*	100	100	5	*	*
January 2027	0	0	0	0	0	177	177	7	*	*	100	100	4	*	*
January 2028	0	0	0	0	0	177	165	5	*	*	100	94	3	*	*
January 2029	0	0	0	0	0	177	151	4	*	*	100	86	2	*	*
January 2030	0	0	0	0	0	177	138	3	*	*	100	78	2	*	*
January 2031	0	0	0	0	0	177	126	2	*	*	100	71	1	*	*
January 2032	0	0	0	0	0	177	114	2	*	*	100	64	1	*	*
January 2033	0	0	0	0	0	177	103	1	*	*	100	58	1	*	*
January 2034	0	0	0	0	0	177	92	1	*	*	100	52	1	*	*
January 2035	0	0	0	0	0	177	83	1	*	*	100	47	*	*	*
January 2036	0	0	0	0	0	177	73	1	*	*	100	42	*	*	*
January 2037	0	0	0	0	0	177	65	*	*	0	100	37	*	*	0
January 2038	0	0	0	0	0	177	57	*	*	0	100	32	*	*	0
January 2039	0	0	0	0	0	177	49	*	*	0	100	28	*	*	0
January 2040	0	0	0	0	0	177	42	*	*	0	100	24	*	*	0
January 2041	0	0	0	0	0	177	35	*	*	0	100	20	*	*	0
January 2042	0	0	0	0	0	177	29	*	*	0	100	16	*	*	0
January 2043	0	0	0	0	0	177	23	*	*	0	100	13	*	*	0
January 2044	0	0	0	0	0	177	18	*	*	0	100	10	*	*	0
January 2045	0	0	0	0	0	177	12	*	*	0	100	7	*	*	0
January 2046	0	0	0	0	0	147	7	*	*	0	83	4	*	*	0
January 2047	0	0	0	0	0	101	3	*	0	0	57	2	*	0	0
January 2048	0	0	0	0	0	50	*	*	0	0	28	*	*	0	0
January 2049	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	6.0	6.0	4.7	3.4	2.5	38.2	26.4	10.4	6.7	4.6	38.2	26.4	9.5	5.9	4.0

* 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	236% PSA
2	365% PSA
3	350% PSA
4	365% 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 GA, CG, GX, GU, GS, GP, GM, GK and TP Classes of RCR Certificates are Combination RCR Certificates. The FG, FA, DA, DI, DB, DC, DE, AM, MI, BM, CM and DM Classes of RCR Certificates are Strip RCR Certificates. The SG and SA Classes of RCR Certificates will each represent (i) the right to receive a portion of the interest payments on the FJ Class and (ii) a beneficial ownership of undivided interests in the SJ Class. To the extent that the SG and SA Classes will each represent the right to receive a portion of the interest payments on the FJ Class, the SG and SA Classes will be

treated as Strip RCR Certificates. To the extent that the SG and SA Classes will each represent beneficial ownership of an undivided interest in the SJ Class, the SG and SA Classes will be treated as Combination RCR Certificates. See “Material Federal Income Tax Consequences—Taxation of Beneficial Owners of RCR Certificates” in the REMIC Prospectus for a general discussion of the federal income tax treatment of beneficial owners of RCR Certificates.

PLAN OF DISTRIBUTION

We are obligated to deliver the Certificates to Goldman Sachs & Co. (the “Dealer”) in exchange for the Group 1 SMBS, the Trust MBS and the Underlying REMIC Certificates. The Dealer proposes to offer the Certificates directly to the public from time to time in negotiated transactions at varying prices to be determined at the time of sale. The Dealer may effect these transactions to or through other dealers.

LEGAL MATTERS

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

Group 3 Underlying REMIC Certificates

Underlying REMIC Trust	Class	Date of Issue	CUSIP Number	Interest Rate	Interest Type(1)	Final Distribution Date	Principal Type(1)	Original Principal or Notional Balance of Class	January 2009 Class Factor	Principal or Notional Balance in the Lower Tier REMIC	Approximate Weighted Average WAC (in months)	Approximate Weighted Average WAM (in months)	Approximate Weighted Average WALA (in months)	Approximate Weighted Average Remaining Term to Expiration of Interest Only Period (in months)
2007-39	FY	April 2007	31396VTG3	(2)	FLT	May 2037	PT	\$130,000,000	0.76472870	\$76,472,870	7.275%	337	23	97
2007-39	SY	April 2007	31396VTH1	(2)	INV/IO	May 2037	NTL	130,000,000	0.76472870	76,472,870	7.275	337	23	97

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

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

Group 4 Underlying REMIC Certificate

Underlying REMIC Trust	Class	Date of Issue	CUSIP Number	Interest Rate	Interest Type(1)	Final Distribution Date	Principal Type(1)	Original Principal Balance of Class	January 2009 Class Factor	Principal Balance in the Lower Tier REMIC	Approximate Weighted Average WAC (in months)	Approximate Weighted Average WAM (in months)	Approximate Weighted Average WALA (in months)
2008-94	DB	December 2008	31397ML88	5.5%	FIX	January 2049	SEQ	\$17,547,386	1.00	\$17,547,386	6.140%	464	15

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

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

Available Recombinations(1)

REMIC Certificates			RCR Certificates					
Classes	Original Balances	RCR Classes	Original Balances	Principal Type(2)	Interest Rate	Interest Type(2)	CUSIP Number	Final Distribution Date
Recombination 1								
GH	\$ 79,878,858	GA	\$186,384,000	SEQ	5.50%	FIX	31397NBBG9	November 2045
FJ	106,505,142							
SJ	106,505,142(3)							
Recombination 2								
GH	79,878,858	CG	159,757,716	SEQ	5.25	FIX	31397NBBF1	November 2045
FJ	79,878,858							
SJ	79,878,858(3)							
Recombination 3								
GH	79,878,858	GX	139,788,001	SEQ	5.00	FIX	31397NBBE4	November 2045
FJ	59,909,143							
SJ	59,909,143(3)							
Recombination 4								
GH	79,878,858	GU	124,256,001	SEQ	4.75	FIX	31397NBBD6	November 2045
FJ	44,377,143							
SJ	44,377,143(3)							
Recombination 5								
GH	79,878,858	GS	111,830,401	SEQ	4.50	FIX	31397NBB C8	November 2045
FJ	31,951,543							
SJ	31,951,543(3)							
Recombination 6								
GH	79,878,858	GP	101,664,001	SEQ	4.25	FIX	31397NBBB0	November 2045
FJ	21,785,143							
SJ	21,785,143(3)							
Recombination 7								
GH	79,878,858	GM	93,192,001	SEQ	4.00	FIX	31397NBB A2	November 2045
FJ	13,313,143							
SJ	13,313,143(3)							

REMIC Certificates			RCR Certificates					Final Distribution Date
Classes	Original Balances	RCR Classes	Original Balances	Principal Type(2)	Interest Rate	Interest Type(2)	CUSIP Number	
Recombination 8								
GH	\$ 79,878,858	GK	\$ 86,023,385	SEQ	3.75%	FIX	31397NAZ8	November 2045
FJ	6,144,527							
SJ	6,144,527(3)							
Recombination 9								
FJ	106,505,142	FG	106,505,142	SEQ	(4)	FLT	31397NAV7	November 2045
SJ	106,505,142(3)	SG	106,505,142(3)	NTL	(4)	INV/IO	31397NAW5	November 2045
Recombination 10								
FJ	106,505,142	FA	106,505,142	SEQ	(4)	FLT	31397NAX3	November 2045
SJ	106,505,142(3)	SA	106,505,142(3)	NTL	(4)	INV/IO	31397NAY1	November 2045
Recombination 11								
GV	26,515,000	DA	26,515,000	SEQ/AD	4.50	FIX	31397NBH7	January 2020
		DI	4,820,909(3)	NTL	5.50	FIX/IO	31397NBM6	January 2020
Recombination 12								
GV	26,515,000	DB	26,515,000	SEQ/AD	4.75	FIX	31397NBj3	January 2020
		DI	3,615,682(3)	NTL	5.50	FIX/IO	31397NBM6	January 2020
Recombination 13								
GV	26,515,000	DC	26,515,000	SEQ/AD	5.00	FIX	31397NBK0	January 2020
		DI	2,410,455(3)	NTL	5.50	FIX/IO	31397NBM6	January 2020
Recombination 14								
GV	26,515,000	DE	26,515,000	SEQ/AD	5.25	FIX	31397NBL8	January 2020
		DI	1,205,227(3)	NTL	5.50	FIX/IO	31397NBM6	January 2020
Recombination 15								
MA	33,398,384	AM	33,398,384	SC/PAC/AD	3.00	FIX	31397NBN4	February 2039
		MI	5,138,212(3)	NTL	6.50	FIX/IO	31397NBS3	February 2039
Recombination 16								
MA	33,398,384	BM	33,398,384	SC/PAC/AD	3.25	FIX	31397NBP9	February 2039
		MI	3,853,659(3)	NTL	6.50	FIX/IO	31397NBS3	February 2039
Recombination 17								
MA	33,398,384	CM	33,398,384	SC/PAC/AD	3.50	FIX	31397NBQ7	February 2039
		MI	2,569,106(3)	NTL	6.50	FIX/IO	31397NBS3	February 2039

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 18								
MA	\$ 33,398,384	DM	\$ 33,398,384	SC/PAC/AD	3.75%	FIX	31397NBR5	February 2039
		MI	1,284,553(3)	NTL	6.50	FIX/IO	31397NBS3	February 2039
Recombination 19								
MA	33,398,384	TP(5)	40,000,000	SC/PT	4.00	FIX	31397NBT1	February 2039
ZM	100,000							
MZ	6,501,616							

- (1) REMIC Certificates and RCR Certificates in each Recombination may be exchanged only in the proportions of *original* 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-8 for a description of how their notional balances are calculated.
- (4) For a description of these interest rates, see “Summary—Interest Rates” in this prospectus supplement.
- (5) Principal payments on the REMIC Certificates in Recombination 19 from the ZM and MZ Accrual Amounts will be paid as interest on the related RCR Certificates, and thus will not reduce the principal balances of those RCR Certificates.

Principal Balance Schedules

Aggregate Group I Planned Balances

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
Initial Balance	\$20,050,000.00	August 2013	\$ 9,148,878.28	March 2018	\$ 3,622,585.63
February 2009	19,776,945.48	September 2013	9,006,474.72	April 2018	3,559,987.42
March 2009	19,516,401.15	October 2013	8,865,669.23	May 2018	3,498,401.91
April 2009	19,258,733.73	November 2013	8,726,444.42	June 2018	3,437,813.27
May 2009	19,003,912.19	December 2013	8,588,783.13	July 2018	3,378,205.91
June 2009	18,751,905.80	January 2014	8,452,668.35	August 2018	3,319,564.46
July 2009	18,502,684.17	February 2014	8,318,083.26	September 2018	3,261,873.83
August 2009	18,256,217.23	March 2014	8,185,011.23	October 2018	3,205,119.11
September 2009	18,012,475.23	April 2014	8,053,435.80	November 2018	3,149,285.67
October 2009	17,771,428.75	May 2014	7,923,340.69	December 2018	3,094,359.06
November 2009	17,533,048.67	June 2014	7,794,709.80	January 2019	3,040,325.07
December 2009	17,297,306.18	July 2014	7,667,527.18	February 2019	2,987,169.72
January 2010	17,064,172.80	August 2014	7,541,777.07	March 2019	2,934,879.23
February 2010	16,833,620.34	September 2014	7,417,443.88	April 2019	2,883,440.04
March 2010	16,605,620.90	October 2014	7,294,512.19	May 2019	2,832,838.78
April 2010	16,380,146.89	November 2014	7,173,185.54	June 2019	2,783,062.31
May 2010	16,157,171.03	December 2014	7,053,784.10	July 2019	2,734,097.68
June 2010	15,936,666.30	January 2015	6,936,278.09	August 2019	2,685,932.13
July 2010	15,718,605.99	February 2015	6,820,638.17	September 2019	2,638,553.13
August 2010	15,502,963.67	March 2015	6,706,835.47	October 2019	2,591,948.30
September 2010	15,289,713.19	April 2015	6,594,841.55	November 2019	2,546,105.47
October 2010	15,078,828.69	May 2015	6,484,628.40	December 2019	2,501,012.67
November 2010	14,870,284.58	June 2015	6,376,168.44	January 2020	2,456,658.10
December 2010	14,664,055.53	July 2015	6,269,434.52	February 2020	2,413,030.13
January 2011	14,460,116.51	August 2015	6,164,399.88	March 2020	2,370,117.33
February 2011	14,258,442.74	September 2015	6,061,038.20	April 2020	2,327,908.43
March 2011	14,059,009.70	October 2015	5,959,323.54	May 2020	2,286,392.36
April 2011	13,861,793.14	November 2015	5,859,230.37	June 2020	2,245,558.19
May 2011	13,666,769.07	December 2015	5,760,733.52	July 2020	2,205,395.17
June 2011	13,473,913.76	January 2016	5,663,808.25	August 2020	2,165,892.72
July 2011	13,283,203.72	February 2016	5,568,430.15	September 2020	2,127,040.41
August 2011	13,094,615.73	March 2016	5,474,575.23	October 2020	2,088,828.00
September 2011	12,908,126.80	April 2016	5,382,219.83	November 2020	2,051,245.37
October 2011	12,723,714.21	May 2016	5,291,340.67	December 2020	2,014,282.58
November 2011	12,541,355.45	June 2016	5,201,914.81	January 2021	1,977,929.85
December 2011	12,361,028.28	July 2016	5,113,919.68	February 2021	1,942,177.51
January 2012	12,182,710.69	August 2016	5,027,333.05	March 2021	1,907,016.10
February 2012	12,006,380.89	September 2016	4,942,133.01	April 2021	1,872,436.25
March 2012	11,832,017.35	October 2016	4,858,298.02	May 2021	1,838,428.77
April 2012	11,659,598.75	November 2016	4,775,806.84	June 2021	1,804,984.60
May 2012	11,489,104.00	December 2016	4,694,638.56	July 2021	1,772,094.82
June 2012	11,320,512.25	January 2017	4,614,772.59	August 2021	1,739,750.64
July 2012	11,153,802.87	February 2017	4,536,188.68	September 2021	1,707,943.42
August 2012	10,988,955.42	March 2017	4,458,866.86	October 2021	1,676,664.66
September 2012	10,825,949.73	April 2017	4,382,787.47	November 2021	1,645,905.95
October 2012	10,664,765.80	May 2017	4,307,931.15	December 2021	1,615,659.07
November 2012	10,505,383.88	June 2017	4,234,278.86	January 2022	1,585,915.88
December 2012	10,347,784.40	July 2017	4,161,811.83	February 2022	1,556,668.38
January 2013	10,191,948.03	August 2017	4,090,511.57	March 2022	1,527,908.71
February 2013	10,037,855.62	September 2017	4,020,359.89	April 2022	1,499,629.10
March 2013	9,885,488.24	October 2017	3,951,338.87	May 2022	1,471,821.93
April 2013	9,734,827.17	November 2017	3,883,430.88	June 2022	1,444,479.68
May 2013	9,585,853.87	December 2017	3,816,618.53	July 2022	1,417,594.96
June 2013	9,438,550.01	January 2018	3,750,884.73	August 2022	1,391,160.48
July 2013	9,292,897.46	February 2018	3,686,212.62	September 2022	1,365,169.07

Aggregate Group I (Continued)

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
October 2022	\$ 1,339,613.67	July 2027	\$ 419,580.99	April 2032	\$ 90,117.79
November 2022	1,314,487.34	August 2027	410,287.89	May 2032	86,982.74
December 2022	1,289,783.23	September 2027	401,161.38	June 2032	83,910.94
January 2023	1,265,494.60	October 2027	392,198.69	July 2032	80,901.29
February 2023	1,241,614.83	November 2027	383,397.15	August 2032	77,952.71
March 2023	1,218,137.39	December 2027	374,754.08	September 2032	75,064.15
April 2023	1,195,055.85	January 2028	366,266.88	October 2032	72,234.55
May 2023	1,172,363.88	February 2028	357,932.97	November 2032	69,462.89
June 2023	1,150,055.25	March 2028	349,749.82	December 2032	66,748.17
July 2023	1,128,123.83	April 2028	341,714.94	January 2033	64,089.38
August 2023	1,106,563.59	May 2028	333,825.87	February 2033	61,485.56
September 2023	1,085,368.59	June 2028	326,080.19	March 2033	58,935.74
October 2023	1,064,532.96	July 2028	318,475.54	April 2033	56,438.97
November 2023	1,044,050.95	August 2028	311,009.57	May 2033	53,994.33
December 2023	1,023,916.90	September 2028	303,679.98	June 2033	51,600.91
January 2024	1,004,125.22	October 2028	296,484.51	July 2033	49,257.79
February 2024	984,670.41	November 2028	289,420.92	August 2033	46,964.10
March 2024	965,547.07	December 2028	282,487.03	September 2033	44,718.96
April 2024	946,749.87	January 2029	275,680.67	October 2033	42,521.52
May 2024	928,273.57	February 2029	268,999.72	November 2033	40,370.94
June 2024	910,113.01	March 2029	262,442.08	December 2033	38,266.39
July 2024	892,263.11	April 2029	256,005.71	January 2034	36,207.04
August 2024	874,718.86	May 2029	249,688.57	February 2034	34,192.11
September 2024	857,475.35	June 2029	243,488.68	March 2034	32,220.79
October 2024	840,527.73	July 2029	237,404.06	April 2034	30,292.32
November 2024	823,871.22	August 2029	231,432.79	May 2034	28,405.93
December 2024	807,501.14	September 2029	225,572.98	June 2034	26,560.88
January 2025	791,412.85	October 2029	219,822.75	July 2034	24,756.41
February 2025	775,601.82	November 2029	214,180.26	August 2034	22,991.82
March 2025	760,063.55	December 2029	208,643.70	September 2034	21,266.37
April 2025	744,793.65	January 2030	203,211.30	October 2034	19,579.38
May 2025	729,787.76	February 2030	197,881.30	November 2034	17,930.14
June 2025	715,041.62	March 2030	192,651.97	December 2034	16,317.98
July 2025	700,551.02	April 2030	187,521.62	January 2035	14,742.24
August 2025	686,311.82	May 2030	182,488.57	February 2035	13,202.24
September 2025	672,319.94	June 2030	177,551.20	March 2035	11,697.36
October 2025	658,571.38	July 2030	172,707.86	April 2035	10,226.95
November 2025	645,062.18	August 2030	167,956.99	May 2035	8,790.38
December 2025	631,788.47	September 2030	163,297.00	June 2035	7,387.05
January 2026	618,746.40	October 2030	158,726.37	July 2035	6,016.34
February 2026	605,932.22	November 2030	154,243.57	August 2035	4,677.67
March 2026	593,342.22	December 2030	149,847.11	September 2035	3,370.44
April 2026	580,972.75	January 2031	145,535.53	October 2035	2,094.09
May 2026	568,820.22	February 2031	141,307.38	November 2035	848.04
June 2026	556,881.09	March 2031	137,161.24	December 2035 and thereafter	0.00
July 2026	545,151.89	April 2031	133,095.71		
August 2026	533,629.18	May 2031	129,109.41		
September 2026	522,309.60	June 2031	125,201.00		
October 2026	511,189.83	July 2031	121,369.14		
November 2026	500,266.61	August 2031	117,612.52		
December 2026	489,536.71	September 2031	113,929.85		
January 2027	478,996.98	October 2031	110,319.86		
February 2027	468,644.29	November 2031	106,781.31		
March 2027	458,475.59	December 2031	103,312.97		
April 2027	448,487.86	January 2032	99,913.62		
May 2027	438,678.12	February 2032	96,582.09		
June 2027	429,043.46	March 2032	93,317.19		

Aggregate Group II Planned Balances

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
Initial Balance	\$33,498,384.00	August 2013	\$11,479,792.98	March 2018	\$ 2,882,004.81
February 2009	33,171,912.25	September 2013	11,196,332.92	April 2018	2,805,354.46
March 2009	32,848,886.31	October 2013	10,919,872.08	May 2018	2,730,700.59
April 2009	32,507,991.25	November 2013	10,650,237.64	June 2018	2,657,991.93
May 2009	32,149,610.84	December 2013	10,387,261.04	July 2018	2,587,178.54
June 2009	31,774,154.88	January 2014	10,130,777.87	August 2018	2,518,211.72
July 2009	31,382,058.42	February 2014	9,880,627.81	September 2018	2,451,044.02
August 2009	30,974,747.80	March 2014	9,636,654.48	October 2018	2,385,629.19
September 2009	30,554,827.47	April 2014	9,398,705.36	November 2018	2,321,922.18
October 2009	30,126,178.93	May 2014	9,166,631.70	December 2018	2,259,879.05
November 2009	29,689,047.94	June 2014	8,940,288.42	January 2019	2,199,457.01
December 2009	29,243,698.01	July 2014	8,719,534.03	February 2019	2,140,614.34
January 2010	28,790,409.84	August 2014	8,504,230.53	March 2019	2,083,310.39
February 2010	28,329,480.63	September 2014	8,294,243.32	April 2019	2,027,505.54
March 2010	27,861,223.47	October 2014	8,089,441.13	May 2019	1,973,161.18
April 2010	27,385,966.56	November 2014	7,889,695.93	June 2019	1,920,239.69
May 2010	26,904,052.51	December 2014	7,694,882.86	July 2019	1,868,704.41
June 2010	26,415,837.47	January 2015	7,504,880.14	August 2019	1,818,519.60
July 2010	25,921,690.38	February 2015	7,319,568.97	September 2019	1,769,650.44
August 2010	25,421,992.03	March 2015	7,138,833.53	October 2019	1,722,063.00
September 2010	24,917,134.25	April 2015	6,962,560.82	November 2019	1,675,724.20
October 2010	24,420,255.15	May 2015	6,790,640.65	December 2019	1,630,601.84
November 2010	23,931,228.64	June 2015	6,622,965.55	January 2020	1,586,664.49
December 2010	23,449,930.62	July 2015	6,459,430.70	February 2020	1,543,881.57
January 2011	22,976,238.96	August 2015	6,299,933.86	March 2020	1,502,223.24
February 2011	22,510,033.44	September 2015	6,144,375.34	April 2020	1,461,660.46
March 2011	22,051,195.75	October 2015	5,992,657.88	May 2020	1,422,164.90
April 2011	21,599,609.45	November 2015	5,844,686.64	June 2020	1,383,708.98
May 2011	21,155,159.95	December 2015	5,700,369.12	July 2020	1,346,265.79
June 2011	20,717,734.45	January 2016	5,559,615.09	August 2020	1,309,809.15
July 2011	20,287,221.95	February 2016	5,422,336.58	September 2020	1,274,313.51
August 2011	19,863,513.20	March 2016	5,288,447.77	October 2020	1,239,754.00
September 2011	19,446,500.67	April 2016	5,157,864.94	November 2020	1,206,106.37
October 2011	19,036,078.53	May 2016	5,030,506.48	December 2020	1,173,347.00
November 2011	18,632,142.64	June 2016	4,906,292.77	January 2021	1,141,452.87
December 2011	18,234,590.47	July 2016	4,785,146.15	February 2021	1,110,401.56
January 2012	17,843,321.16	August 2016	4,666,990.90	March 2021	1,080,171.19
February 2012	17,458,235.40	September 2016	4,551,753.14	April 2021	1,050,740.48
March 2012	17,079,235.47	October 2016	4,439,360.84	May 2021	1,022,088.67
April 2012	16,706,225.19	November 2016	4,329,743.75	June 2021	994,195.55
May 2012	16,339,109.90	December 2016	4,222,833.33	July 2021	967,041.41
June 2012	15,977,796.44	January 2017	4,118,562.75	August 2021	940,607.05
July 2012	15,622,193.11	February 2017	4,016,561.32	September 2021	914,873.77
August 2012	15,272,209.68	March 2017	3,916,399.16	October 2021	889,823.34
September 2012	14,927,757.33	April 2017	3,817,651.15	November 2021	865,438.00
October 2012	14,588,748.65	May 2017	3,721,379.82	December 2021	841,700.46
November 2012	14,255,097.60	June 2017	3,627,523.30	January 2022	818,593.85
December 2012	13,926,719.51	July 2017	3,536,021.24	February 2022	796,101.74
January 2013	13,603,531.06	August 2017	3,446,814.82	March 2022	774,208.13
February 2013	13,285,450.22	September 2017	3,359,846.68	April 2022	752,897.42
March 2013	12,972,396.28	October 2017	3,275,060.87	May 2022	732,154.43
April 2013	12,664,289.79	November 2017	3,192,402.87	June 2022	711,964.35
May 2013	12,361,052.56	December 2017	3,111,819.47	July 2022	692,312.75
June 2013	12,062,607.64	January 2018	3,033,258.83	August 2022	673,185.58
July 2013	11,768,879.29	February 2018	2,956,670.38	September 2022	654,569.16

Aggregate Group II (Continued)

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
October 2022	\$ 636,450.14	May 2027	\$ 128,670.21	December 2031	\$ 21,255.44
November 2022	618,815.53	June 2027	124,821.75	January 2032	20,495.78
December 2022	601,652.67	July 2027	121,081.02	February 2032	19,759.32
January 2023	584,949.22	August 2027	117,445.12	March 2032	19,045.40
February 2023	568,693.16	September 2027	113,911.22	April 2032	18,353.39
March 2023	552,872.79	October 2027	110,476.57	May 2032	17,682.66
April 2023	537,476.69	November 2027	107,138.50	June 2032	17,032.61
May 2023	522,493.76	December 2027	103,894.39	July 2032	16,402.64
June 2023	507,913.17	January 2028	100,741.71	August 2032	15,792.19
July 2023	493,724.37	February 2028	97,677.99	September 2032	15,200.70
August 2023	479,917.09	March 2028	94,700.82	October 2032	14,627.63
September 2023	466,481.32	April 2028	91,807.85	November 2032	14,072.45
October 2023	453,407.30	May 2028	88,996.81	December 2032	13,534.64
November 2023	440,685.54	June 2028	86,265.48	January 2033	13,013.72
December 2023	428,306.77	July 2028	83,611.68	February 2033	12,509.19
January 2024	416,262.00	August 2028	81,033.33	March 2033	12,020.59
February 2024	404,542.42	September 2028	78,528.35	April 2033	11,547.44
March 2024	393,139.49	October 2028	76,094.77	May 2033	11,089.32
April 2024	382,044.87	November 2028	73,730.63	June 2033	10,645.78
May 2024	371,250.45	December 2028	71,434.05	July 2033	10,216.41
June 2024	360,748.31	January 2029	69,203.18	August 2033	9,800.78
July 2024	350,530.74	February 2029	67,036.22	September 2033	9,398.51
August 2024	340,590.26	March 2029	64,931.45	October 2033	9,009.21
September 2024	330,919.54	April 2029	62,887.15	November 2033	8,632.49
October 2024	321,511.46	May 2029	60,901.66	December 2033	8,267.99
November 2024	312,359.09	June 2029	58,973.39	January 2034	7,915.35
December 2024	303,455.67	July 2029	57,100.77	February 2034	7,574.23
January 2025	294,794.61	August 2029	55,282.26	March 2034	7,244.29
February 2025	286,369.52	September 2029	53,516.38	April 2034	6,925.20
March 2025	278,174.14	October 2029	51,801.69	May 2034	6,616.64
April 2025	270,202.39	November 2029	50,136.78	June 2034	6,318.30
May 2025	262,448.35	December 2029	48,520.27	July 2034	6,029.88
June 2025	254,906.24	January 2030	46,950.84	August 2034	5,751.09
July 2025	247,570.45	February 2030	45,427.19	September 2034	5,481.64
August 2025	240,435.51	March 2030	43,948.06	October 2034	5,221.25
September 2025	233,496.07	April 2030	42,512.21	November 2034	4,969.66
October 2025	226,746.95	May 2030	41,118.44	December 2034	4,726.60
November 2025	220,183.09	June 2030	39,765.60	January 2035	4,491.82
December 2025	213,799.56	July 2030	38,452.56	February 2035	4,265.07
January 2026	207,591.56	August 2030	37,178.19	March 2035	4,046.10
February 2026	201,554.42	September 2030	35,941.44	April 2035	3,834.70
March 2026	195,683.59	October 2030	34,741.26	May 2035	3,630.62
April 2026	189,974.64	November 2030	33,576.63	June 2035	3,433.66
May 2026	184,423.25	December 2030	32,446.56	July 2035	3,243.58
June 2026	179,025.21	January 2031	31,350.08	August 2035	3,060.19
July 2026	173,776.44	February 2031	30,286.27	September 2035	2,883.29
August 2026	168,672.94	March 2031	29,254.21	October 2035	2,712.66
September 2026	163,710.82	April 2031	28,253.00	November 2035	2,548.14
October 2026	158,886.31	May 2031	27,281.79	December 2035	2,389.52
November 2026	154,195.73	June 2031	26,339.74	January 2036	2,236.62
December 2026	149,635.48	July 2031	25,426.03	February 2036	2,089.28
January 2027	145,202.08	August 2031	24,539.86	March 2036	1,947.32
February 2027	140,892.12	September 2031	23,680.46	April 2036	1,810.57
March 2027	136,702.29	October 2031	22,847.08	May 2036	1,678.88
April 2027	132,629.37	November 2031	22,038.98	June 2036	1,552.08

Aggregate Group II (Continued)

<u>Distribution Date</u>		<u>Planned Balance</u>	<u>Distribution Date</u>		<u>Planned Balance</u>	<u>Distribution Date</u>		<u>Planned Balance</u>
July 2036	\$	1,430.03	March 2037	\$	621.01	November 2037	\$	173.21
August 2036		1,312.58	April 2037		556.77	December 2037		126.98
September 2036		1,199.58	May 2037		495.05	January 2038		82.69
October 2036		1,090.89	June 2037		435.76	February 2038		40.27
November 2036		986.39	July 2037		378.83	March 2038 and thereafter		0.00
December 2036		885.93	August 2037		324.18			
January 2037		789.39	September 2037		271.74			
February 2037		699.85	October 2037		221.44			

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.

\$525,628,001



**Guaranteed REMIC
Pass-Through Certificates
Fannie Mae REMIC Trust 2009-2**

PROSPECTUS SUPPLEMENT

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Goldman Sachs & Co.

January 26, 2009
