

\$286,606,797



FannieMae®

Guaranteed REMIC Pass-Through Certificates
Fannie Mae REMIC Trust 2009-9

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, and
- principal to the extent available for payment on your class.

We will pay principal at rates that may vary from time to time.

The Fannie Mae Guaranty

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

The Trust and its Assets

The trust will own

- Fannie Mae MBS backed by first lien, single-family adjustable-rate loans and
- Fannie Mae MBS backed by first lien, single-family fixed-rate loans.

Class	Group	Original Class Balance	Principal Type(1)	Interest Rate	Interest Type(1)	CUSIP Number	Final Distribution Date
GA(2)	1	\$ 86,606,797	PT	(3)	WAC	31397MS81	February 2039
VM(2)	1	86,606,797(4)	NTL	3.18175%(5)	FIX/AFC/IO	31397MS99	April 2013
AB(2)	2	200,000,000	PT	2.5	FIX	31397MT23	February 2024
IO(2)	2	100,000,000(4)	NTL	5.0	FIX/IO	31397MT31	February 2024
R		0	NPR	0	NPR	31397MT49	February 2039

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

(2) Exchangeable classes.

(3) Based on the weighted average pass-through rate of the Group 1 MBS as further described in this prospectus supplement.

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

(5) Subject to the limitations described in this prospectus supplement.

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 GB, GC, GD, GE, GF, GH, GJ, GK, GL, BG, AF, AH, AK, AM, AT, AV, AX, BA, BD and BF 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 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.

Citi

TABLE OF CONTENTS

	<u>Page</u>		<u>Page</u>
AVAILABLE INFORMATION	S- 3	<i>The VM Class</i>	S-12
RECENT DEVELOPMENTS	S- 4	<i>The GB, GC, GD, GE, GF, GH, GJ,</i>	
SUMMARY	S- 6	<i>GK, GL and BG Classes</i>	S-12
DESCRIPTION OF THE		DISTRIBUTIONS OF PRINCIPAL	S-13
CERTIFICATES	S- 9	STRUCTURING ASSUMPTIONS	S-13
GENERAL	S- 9	<i>Pricing Assumptions</i>	S-13
<i>Structure</i>	S- 9	<i>Prepayment Assumptions</i>	S-13
<i>Fannie Mae Guaranty</i>	S- 9	YIELD TABLES	S-14
<i>Characteristics of Certificates</i>	S- 9	<i>General</i>	S-14
<i>Authorized Denominations</i>	S-10	<i>The VM Class</i>	S-14
THE GROUP 1 MBS (BACKED BY HYBRID		<i>The IO Class</i>	S-15
ARM LOANS)	S-10	WEIGHTED AVERAGE LIVES OF THE	
<i>General</i>	S-10	CERTIFICATES	S-15
<i>Characteristics of the Hybrid ARM</i>		DECREMENT TABLES	S-16
<i>Loans</i>	S-10	CHARACTERISTICS OF THE RESIDUAL	
Initial Fixed-Rate Period	S-10	CLASS	S-18
Applicable Index	S-10	CERTAIN ADDITIONAL FEDERAL	
ARM Rate Changes	S-11	INCOME TAX CONSEQUENCES	S-18
Initial ARM Rate Change Caps	S-11	U.S. TREASURY CIRCULAR 230 NOTICE	S-18
Subsequent ARM Rate Change		REMIC ELECTION AND SPECIAL TAX	
Caps	S-11	ATTRIBUTES	S-18
Lifetime Cap and Floor	S-11	TAXATION OF BENEFICIAL OWNERS OF	
Monthly Payments	S-11	REGULAR CERTIFICATES	S-18
No Prepayment Premiums	S-11	TAXATION OF BENEFICIAL OWNERS OF	
THE GROUP 2 MBS (BACKED BY FIXED-		RESIDUAL CERTIFICATES	S-19
RATE LOANS)	S-11	TAXATION OF BENEFICIAL OWNERS OF	
DISTRIBUTIONS OF INTEREST	S-11	RCR CERTIFICATES	S-19
<i>General</i>	S-11	PLAN OF DISTRIBUTION	S-20
<i>Delay Classes and No-Delay</i>		LEGAL MATTERS	S-20
<i>Classes</i>	S-12	EXHIBIT A	A- 1
<i>The GA Class</i>	S-12	SCHEDULE 1	A- 2

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
- any information incorporated by reference in this prospectus supplement as discussed below and under the heading “Incorporation by Reference” in the REMIC Prospectus.

The MBS Prospectus is incorporated by reference in this prospectus supplement. This means that we are disclosing information in that document by referring you to it. That document is considered part of this prospectus supplement, so you should read this prospectus supplement, and any applicable supplements or amendments, together with that document.

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

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

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

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

Citigroup Global Markets Inc.
Prospectus Department
Brooklyn Army Terminal
140 58th Street, Suite 8-G
Brooklyn, New York 11220
(telephone 1-800-831-9146).

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 MBS
2	Group 2 MBS

Group 1

The table in Exhibit A of this prospectus supplement lists certain assumed characteristics of the mortgage loans underlying the adjustable-rate MBS. The assumed characteristics appearing in Exhibit A are derived from multiple MBS pools on an aggregate basis and do not reflect the actual characteristics of the individual adjustable-rate mortgage loans included in the related pools. The actual characteristics of most of the related mortgage loans will differ from those specified in Exhibit A, perhaps significantly.

Group 2

Characteristics of the Fixed-Rate 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>
\$200,000,000	5.00%	5.25% to 7.50%	121 to 180

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>
\$200,000,000	180	130	45	5.46%

The actual remaining terms to maturity, loan ages and interest rates of most of the mortgage loans underlying the Group 2 MBS will differ from those shown above, perhaps significantly.

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 Class	R Class

Exchanging Certificates Through Combination and Recombination

If you own certificates of a class designated as “exchangeable” on the cover of this prospectus supplement, you will be able to exchange them for a proportionate interest in the related RCR certificates. Schedule 1 lists the available combinations of the certificates eligible for exchange and the related RCR certificates. You can exchange your certificates by notifying us and paying an exchange fee. We will deliver the RCR certificates upon such exchange.

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

Interest Rates

During each interest accrual period, the weighted average coupon classes will bear interest at the applicable variable rates described under the heading “Description of the Certificates—Distributions of Interest” in this prospectus supplement.

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 and, in the case of the VM Class, subject to the limitations set forth in this prospectus supplement.

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>	
VM	100% of the GA Class*
IO	50% of the AB Class

* After the 51st interest accrual period, the notional principal balance of the VM Class will be equal to zero.

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%	300%	400%	700%	1000%	1300%
GA, GB, GC, GD, GE, GF, GH, GJ, GK, GL and BG	18.3	10.6	6.8	4.8	3.6	1.9	1.1	0.7
VM	4.2	3.7	3.3	2.9	2.5	1.7	1.1	0.7
Group 2 Classes	PSA Prepayment Assumption							
	0%	100%	225%	347%	500%	700%	900%	
AB, IO, AF, AH, AK, AM, AT, AV, AX, BA, BD and BF.....	8.9	4.8	3.7	2.9	2.2	1.6	1.2	

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

DESCRIPTION OF THE CERTIFICATES

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

General

Structure. We will create the Fannie Mae REMIC Trust specified on the cover of this prospectus supplement (the “Trust”) pursuant to a trust agreement dated as of August 1, 2007 and a supplement thereto dated as of 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 Guaranteed Mortgage Pass-Through Certificates having variable pass-through rates (the “Group 1 MBS”), and
- certain Fannie Mae Guaranteed Mortgage Pass-Through Certificates having fixed pass-through rates (the “Group 2 MBS” and, together with the Group 1 MBS, the “MBS”).

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

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

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

	<u>Assets</u>	<u>Regular Interests</u>	<u>Residual Interest</u>
REMIC	MBS	All Classes of REMIC Certificates other than the R Class	R

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

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

We will issue the Residual Certificate in fully registered, certificated form. The “Holder” or “Certificateholder” of the Residual Certificate is its registered owner. The Residual Certificate can be

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

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

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

The Group 1 MBS (Backed by Hybrid ARM Loans)

General

The Mortgage Loans underlying the Group 1 MBS (the “Hybrid ARM Loans”) will have the general characteristics described in the MBS Prospectus. In addition, we assume the Hybrid ARM Loans will have the characteristics listed on Exhibit A to this prospectus supplement. The Group 1 MBS provide that principal and interest on the Hybrid ARM Loans are passed through monthly, beginning in the month after we issue the Group 1 MBS. The Hybrid ARM Loans are conventional, adjustable-rate mortgage loans secured by first mortgages or deeds of trust on single-family residential properties. The Hybrid ARM Loans have original maturities of up to 30 years. See “Description of the Certificates,” “The Mortgage Pools,” “The Mortgage Loans—Adjustable-Rate Mortgages (ARMs)” and “Yield, Maturity, and Prepayment Considerations” in the MBS Prospectus.

In addition, the scheduled monthly payments on approximately 52% and 48% of the Hybrid ARM Loans (by principal balance at the Issue Date) represent accrued interest only for a period of up to seven and ten years, respectively. Beginning with the first monthly payment following the expiration of the applicable interest only period, the scheduled monthly payment on each of those Hybrid ARM Loans will be increased by an amount sufficient to pay accrued interest at the then current rate and to fully amortize the Hybrid ARM Loan by its scheduled maturity date. 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.

Further we note that all of the Hybrid ARM Loans (by principal balance at the Issue Date) have a minimum annual servicing fee of 0.125%. See “The Mortgage Loans—Adjustable-Rate Mortgages (ARMs)—*Minimum servicing fee on ARM pools*” in the MBS Prospectus.

Characteristics of the Hybrid ARM Loans

Initial Fixed-Rate Period

For all of the Hybrid ARM Loans, the interest rate is fixed for an initial period of seven years from origination (the “Initial Fixed Rate”).

Applicable Index

After the initial fixed-rate period, the interest rate (the “ARM Rate”) on each Hybrid ARM Loan will adjust annually based on the One-Year WSJ LIBOR Index as available 45 days prior to the related interest rate adjustment date. See “The Mortgage Loans—Adjustable-Rate Mortgages (ARMs)—*ARM Indices*” in the MBS Prospectus for a description of the index. If the index becomes unavailable, an alternative index will be determined in accordance with the terms of the related mortgage note.

ARM Rate Changes

After the initial fixed-rate period, the ARM Rate of each Hybrid ARM Loan is set annually, subject to the caps and floor described below, to equal the *sum* of (i) the applicable index value *plus* (ii) a specified percentage amount (the “ARM Margin”) that the lender established when the Hybrid ARM Loan was originated.

Initial ARM Rate Change Caps

When, after the initial fixed-rate period, the ARM Rate for each ARM Hybrid Loan is first calculated to equal the applicable index value *plus* the ARM Margin, the ARM Rate generally may not deviate by more than 5 percentage points from the Initial Fixed Rate for that loan.

Subsequent ARM Rate Change Caps

On each annual ARM Rate adjustment date thereafter the ARM Rate generally may not deviate by more than 2 percentage points from the applicable ARM Rate in effect immediately prior to that adjustment date.

Lifetime Cap and Floor

The ARM Rate for each Hybrid ARM Loan, when adjusted on its annual adjustment date, may not be greater than the maximum ARM Rate (lifetime rate cap) or less than its minimum ARM Rate (lifetime floor), as specified in the related mortgage note.

Monthly Payments

After the initial fixed-rate period, the amount of a borrower’s monthly payment is subject to change on each anniversary of the date specified in the related mortgage note. Each new monthly payment amount will be calculated to equal an amount necessary to pay interest at the new ARM Rate, adjusted as described above, and, except in the case of any loan that may still be in its initial interest only payment period, to fully amortize the outstanding principal balance of the Hybrid ARM Loan on a level debt service basis over the remainder of its term.

No Prepayment Premiums

None of the Hybrid ARM Loans is currently subject to a prepayment premium.

The Group 2 MBS (Backed by Fixed-Rate Loans)

The Group 2 MBS provide that principal and interest on the related Mortgage Loans are passed through monthly. The Mortgage Loans underlying the Group 2 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 15 years. For additional information, see “Summary—Group 2—Characteristics of the Fixed-Rate MBS” and “—Assumed Characteristics of the Underlying Mortgage Loans” in this prospectus supplement and “The Mortgage Pools” and “Yield, Maturity, and Prepayment Considerations” in the MBS Prospectus.

Distributions of Interest

General. The certificates will bear interest at the rates specified in this prospectus supplement on a 30/360 basis. Interest to be paid on each Certificate on a Distribution Date will consist of one month’s interest on the outstanding balance of that Certificate immediately prior to that Distribution Date.

Delay 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 and Weighted Average Coupon Classes	—

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

The GA Class. On each Distribution Date, we will pay interest on the GA Class at an annual rate equal to the *product* of

- a fraction, expressed as a percentage, the numerator of which is the *excess* of
 - the aggregate amount of interest then paid on the Group 1 MBS

over

- the interest payable on the VM Class on that Distribution Date,

and the denominator of which is the principal balance of the GA Class immediately preceding that Distribution Date,

multiplied by

- 12.

On the initial Distribution Date, we expect to pay interest on the GA Class calculated at an annual rate of approximately 3.0%.

Our determination of the interest rate for the GA Class will be final and binding in the absence of manifest error. You may obtain each such interest rate by telephoning us at 1-800-237-8627.

The VM Class. On each Distribution Date through and including the Distribution Date in April 2013, we will pay interest on the VM Class at an annual rate equal to the *lesser* of (i) 3.18175% and (ii) the weighted average of the then current MBS pass-through rates of the Group 1 MBS.

The notional principal balance of the VM Class will be equal to zero following the 51st interest accrual period. As a result, no distributions will be made on that Class following the Distribution Date in April 2013.

Our determination of the interest rate for the VM Class will be final and binding in the absence of manifest error. You may obtain each such interest rate by telephoning us at 1-800-237-8627.

The GB, GC, GD, GE, GF, GH, GJ, GK, GL and BG Classes. On each Distribution Date, we will pay interest on the GB, GC, GD, GE, GF, GH, GJ, GK, GL and BG Classes (each, a “WAC RCR Class”) at annual rates equal in each case to the *product* of

- a fraction, expressed as a percentage, the *numerator* of which is the aggregate amount of interest that would have been paid on that Distribution Date on the Certificates of the GA and VM Classes exchanged for the Certificates of the applicable WAC RCR Class, and the *denominator* of which is the principal balance of the particular RCR Certificates received in that exchange immediately preceding that Distribution Date,

multiplied by

- 12.

On the initial Distribution Date, we expect to pay interest on the WAC RCR Classes calculated at the following approximate annual rates:

GB	3.1%
GC	3.2%
GD	3.3%
GE	3.4%
GF	3.5%
GH	3.6%
GJ	3.7%
GK	3.8%
GL	3.9%
BG	4.0%

Our determination of the interest rates for the WAC RCR Classes will be final and binding in the absence of manifest error. You may obtain each such interest rate by telephoning us at 1-800-237-8627.

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 Group 1 Principal Distribution Amount to GA until retired.

} Pass-Through Class

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

- *Group 2*

The Group 2 Principal Distribution Amount to AB until retired.

} Pass-Through Class

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

Structuring Assumptions

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

- the Hybrid ARM Loans have the characteristics set forth in Exhibit A to this prospectus supplement;
- with respect to the Hybrid ARM Loans, the One-Year WSJ LIBOR Index value is and remains 2.00%;
- the Mortgage Loans underlying the Group 2 MBS have the original term to maturity, remaining term to maturity, loan age and interest rate specified under “Summary—Group 2—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.

Yield Tables

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

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

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

We cannot assure you that

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

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, or
- all of the Mortgage Loans will prepay at the same rate.

***The VM Class.* The yield to investors in the VM Class will be very sensitive to the rate of principal payments (including prepayments) of the Hybrid ARM Loans. The Hybrid ARM Loans can be prepaid at any time without penalty. On the basis of the assumptions described below, the yield to maturity on the VM Class would be at or about 0% if prepayments of the Hybrid ARM Loans were to occur at the following constant rate:**

<u>Class</u>	<u>% PSA</u>
VM	700%

If the actual prepayment rate of the Hybrid ARM Loans were to exceed the level specified for as little as one month while equaling the level for the remaining months, the investors in the VM Class would lose money on their initial investments.

The information shown in the following yield table has been prepared on the basis of the Pricing Assumptions and the assumption that the aggregate purchase price of the VM Class (expressed as a percentage of original principal balance) is as follows:

<u>Class</u>	<u>Price*</u>
VM	5.125%

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

Sensitivity of the VM Class to Prepayments

	PSA Prepayment Assumption							
	50%	100%	200%	300%	400%	700%	1000%	1300%
Pre-Tax Yields to Maturity	55.4%	51.7%	43.9%	35.8%	27.5%	0.0%	(32.3)%	(73.7)%

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

<u>Class</u>	<u>% PSA</u>
IO	753%

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 IO Class would lose money on their initial investments.

The information shown in the following yield table has been prepared on the basis of the Pricing Assumptions and the assumption that the aggregate purchase price of the IO Class (expressed as a percentage of the original principal balance) is as follows:

<u>Class</u>	<u>Price*</u>
IO	7.09375%

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

Sensitivity of the IO Class to Prepayments

	PSA Prepayment Assumption						
	50%	100%	225%	347%	500%	700%	900%
Pre-Tax Yields to Maturity	62.5%	58.6%	48.6%	38.3%	24.7%	5.5%	(16.0)%

Weighted Average Lives of the Certificates

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

In general, the weighted average lives of the Certificates will be shortened if the level of prepayments of principal of the related Mortgage Loans increases. However, the weighted average lives will depend upon a variety of other factors, including the timing of changes in the rate of principal distributions. See “—Distributions of Principal” above.

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

Decrement Tables

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

In the case of the information set forth for each Group 2 Class under 0% PSA, however, we assumed that the related Mortgage Loans have the original and remaining terms to maturity and bear interest at the annual rates specified in the table below.

<u>Mortgage Loans Relating to Trust Assets Specified Below</u>	<u>Original and Remaining Terms to Maturity</u>	<u>Interest Rates</u>
Group 2 MBS	180 months	7.50%

It is unlikely that all of the Mortgage Loans will have the interest rates, loan ages or 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 rate, 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	GA, GB, GC, GD, GE, GF, GH, GJ, GK, GL and BG Classes								VM† Class							
	PSA Prepayment Assumption								PSA Prepayment Assumption							
	0%	100%	200%	300%	400%	700%	1000%	1300%	0%	100%	200%	300%	400%	700%	1000%	1300%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
January 2010	100	94	88	82	76	58	40	22	100	94	88	82	76	58	40	22
January 2011	100	88	77	67	58	34	16	5	100	88	77	67	58	34	16	5
January 2012	100	83	68	55	44	20	6	1	100	83	68	55	44	20	6	1
January 2013	100	78	60	45	33	11	3	*	100	78	60	45	33	11	3	*
January 2014	99	73	52	37	25	7	1	*	0	0	0	0	0	0	0	0
January 2015	98	68	46	30	19	4	*	*	0	0	0	0	0	0	0	0
January 2016	96	62	39	24	14	2	*	*	0	0	0	0	0	0	0	0
January 2017	94	57	34	19	10	1	*	*	0	0	0	0	0	0	0	0
January 2018	91	52	29	15	8	1	*	*	0	0	0	0	0	0	0	0
January 2019	87	47	24	12	6	*	*	*	0	0	0	0	0	0	0	0
January 2020	84	42	21	9	4	*	*	*	0	0	0	0	0	0	0	0
January 2021	80	38	17	7	3	*	*	0	0	0	0	0	0	0	0	0
January 2022	76	34	14	6	2	*	*	0	0	0	0	0	0	0	0	0
January 2023	72	30	12	5	2	*	*	0	0	0	0	0	0	0	0	0
January 2024	68	27	10	3	1	*	*	0	0	0	0	0	0	0	0	0
January 2025	64	24	8	3	1	*	*	0	0	0	0	0	0	0	0	0
January 2026	60	21	7	2	1	*	*	0	0	0	0	0	0	0	0	0
January 2027	55	18	6	2	*	*	*	0	0	0	0	0	0	0	0	0
January 2028	50	15	4	1	*	*	*	0	0	0	0	0	0	0	0	0
January 2029	45	13	3	1	*	*	0	0	0	0	0	0	0	0	0	0
January 2030	40	11	3	1	*	*	0	0	0	0	0	0	0	0	0	0
January 2031	34	9	2	*	*	*	0	0	0	0	0	0	0	0	0	0
January 2032	28	7	2	*	*	*	0	0	0	0	0	0	0	0	0	0
January 2033	22	5	1	*	*	*	0	0	0	0	0	0	0	0	0	0
January 2034	16	3	1	*	*	*	0	0	0	0	0	0	0	0	0	0
January 2035	10	2	*	*	*	*	0	0	0	0	0	0	0	0	0	0
January 2036	3	1	*	*	*	0	0	0	0	0	0	0	0	0	0	0
January 2037	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
January 2038	0	0	0	0	0	0	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)**	18.3	10.6	6.8	4.8	3.6	1.9	1.1	0.7	4.2	3.7	3.3	2.9	2.5	1.7	1.1	0.7

Date	AB, IO†, AF, AH, AK, AM, AT, AV, AX, BA, BD and BF Classes						
	PSA Prepayment Assumption						
	0%	100%	225%	347%	500%	700%	900%
Initial Percent	100	100	100	100	100	100	100
January 2010	96	87	80	74	65	54	43
January 2011	92	76	64	54	42	29	18
January 2012	88	65	50	39	27	15	8
January 2013	83	54	39	27	17	8	3
January 2014	78	45	30	19	10	4	1
January 2015	73	36	22	13	6	2	*
January 2016	67	27	15	8	3	1	*
January 2017	60	20	10	5	2	*	*
January 2018	54	12	6	3	1	*	*
January 2019	46	5	2	1	*	*	*
January 2020	38	0	0	0	0	0	0
January 2021	30	0	0	0	0	0	0
January 2022	21	0	0	0	0	0	0
January 2023	11	0	0	0	0	0	0
January 2024	0	0	0	0	0	0	0
Weighted Average Life (years)**	8.9	4.8	3.7	2.9	2.2	1.6	1.2

* 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.

Characteristics of the Residual Class

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

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

CERTAIN ADDITIONAL FEDERAL INCOME TAX CONSEQUENCES

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

U.S. Treasury Circular 230 Notice

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

REMIC Election and Special Tax Attributes

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

Taxation of Beneficial Owners of Regular Certificates

The Notional 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	200% PSA
2	347% PSA

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

Taxation of Beneficial Owners of Residual Certificates

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

Taxation of Beneficial Owners of RCR Certificates

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

Generally, the ownership interest represented by an RCR certificate will be one of two types. A certificate of a Strip RCR Class (a “Strip RCR Certificate”) will represent the right to receive a disproportionate part of the principal or interest payments on one or more underlying Regular Certificates. A certificate of a Combination RCR Class (a “Combination RCR Certificate”) will represent beneficial ownership of undivided interests in two or more underlying Regular Certificates. All of the RCR Certificates are Combination RCR Certificates. See “Material Federal Income Tax Consequences—Taxation of Beneficial Owners of RCR Certificates” in the REMIC Prospectus for a general discussion of the federal income tax treatment of beneficial owners of RCR Certificates.

PLAN OF DISTRIBUTION

We are obligated to deliver the Certificates to Citigroup Global Markets Inc. (the “Dealer”) in exchange for the MBS. The Dealer proposes to offer the Certificates directly to the public from time to time in negotiated transactions at varying prices to be determined at the time of sale. The Dealer may effect these transactions to or through other dealers.

LEGAL MATTERS

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

Assumed Characteristics of the Mortgage Loans Underlying the Group 1 MBS
(As of January 1, 2009)

Issue Date Unpaid Principal Balance	Weighted Average Net Mortgage Rate* (%)	Weighted Average Mortgage Rate (%)	Weighted Average Original Term (in Months)	Weighted Average Remaining Term to Maturity (in Months) ("WARMT")	Weighted Average Loan Age (in Months) ("WALA")	Weighted Average Margin (%)	Weighted Average Initial Reset Cap (%)	Weighted Average Periodic Rate Cap (%)	Weighted Average Lifetime Rate Cap (%)	Weighted Average Lifetime Rate Floor (%)	Weighted Average Months to Rate Change	Rate Reset Frequency (in Months)	Payment Reset Frequency (in Months)	Weighted Average Remaining Interest Only Periods (in Months)	Index**
\$19,306,715.91	6.255	6.850	360	329	31	2.250	5.000	2.000	11.8499	2.250	53	12	12	75	WSJ 1-YEAR LIBOR
21,701,353.22	6.086	6.706	360	328	32	2.250	5.000	2.000	11.7057	2.250	52	12	12	52	WSJ 1-YEAR LIBOR
15,886,372.57	6.164	6.722	360	328	32	2.250	5.000	2.000	11.7220	2.250	52	12	12	52	WSJ 1-YEAR LIBOR
16,727,576.35	6.162	6.686	360	329	31	2.250	5.000	2.000	11.6861	2.250	53	12	12	88	WSJ 1-YEAR LIBOR
12,984,779.22	6.280	6.817	360	330	30	2.250	5.000	2.000	11.8169	2.250	54	12	12	90	WSJ 1-YEAR LIBOR

* The "Net Mortgage Rate" of a Hybrid ARM Loan is equal to its then current interest rate *less* the sum of the related servicing fee and our guaranty fee (expressed in each case as an annual percentage).

** For a description of the index specified, see "The Mortgage Loans—Adjustable-Rate Mortgages (ARMs)—*ARM Indices*" in the MBS Prospectus.

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								
GA	\$ 86,606,797	GB	\$ 86,606,797	PT	(3)	WAC	31397MT64	February 2039
VM	2,721,987(4)							
Recombination 2								
GA	86,606,797	GC	86,606,797	PT	(3)	WAC	31397MT72	February 2039
VM	5,443,973(4)							
Recombination 3								
GA	86,606,797	GD	86,606,797	PT	(3)	WAC	31397MT80	February 2039
VM	8,165,959(4)							
Recombination 4								
GA	86,606,797	GE	86,606,797	PT	(3)	WAC	31397MT98	February 2039
VM	10,887,945(4)							
Recombination 5								
GA	86,606,797	GF	86,606,797	PT	(3)	WAC	31397MU21	February 2039
VM	13,609,932(4)							
Recombination 6								
GA	86,606,797	GH	86,606,797	PT	(3)	WAC	31397MU39	February 2039
VM	16,331,918(4)							
Recombination 7								
GA	86,606,797	GJ	86,606,797	PT	(3)	WAC	31397MU47	February 2039
VM	19,053,904(4)							
Recombination 8								
GA	86,606,797	GK	86,606,797	PT	(3)	WAC	31397MU54	February 2039
VM	21,775,890(4)							
Recombination 9								
GA	86,606,797	GL	86,606,797	PT	(3)	WAC	31397MU62	February 2039
VM	24,497,877(4)							

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 10		BG	\$ 86,606,797	PT	(3)	WAC	31397MU70	February 2039
GA	\$ 86,606,797							
VM	27,219,863(4)							
Recombination 11		AF	200,000,000	PT	2.75%	FIX	31397MU88	February 2024
AB	200,000,000							
IO	10,000,000(4)							
Recombination 12		AH	200,000,000	PT	3.00	FIX	31397MU96	February 2024
AB	200,000,000							
IO	20,000,000(4)							
Recombination 13		AK	200,000,000	PT	3.25	FIX	31397MV20	February 2024
AB	200,000,000							
IO	30,000,000(4)							
Recombination 14		AM	200,000,000	PT	3.50	FIX	31397MV38	February 2024
AB	200,000,000							
IO	40,000,000(4)							
Recombination 15		AT	200,000,000	PT	3.75	FIX	31397MV46	February 2024
AB	200,000,000							
IO	50,000,000(4)							
Recombination 16		AV	200,000,000	PT	4.00	FIX	31397MV53	February 2024
AB	200,000,000							
IO	60,000,000(4)							
Recombination 17		AX	200,000,000	PT	4.25	FIX	31397MV61	February 2024
AB	200,000,000							
IO	70,000,000(4)							
Recombination 18		BA	200,000,000	PT	4.50	FIX	31397MV79	February 2024
AB	200,000,000							
IO	80,000,000(4)							

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 19								
AB	\$200,000,000	BD	\$200,000,000	PT	4.75%	FIX	31397MV87	February 2024
IO	90,000,000(4)							
Recombination 20								
AB	200,000,000	BF	200,000,000	PT	5.00	FIX	31397MV95	February 2024
IO	100,000,000(4)							

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

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

(3) For a description of these interest rates, see “Description of the Certificates—Distributions of Interest—*The GB, GC, GD, GE, GF, GH, GJ, GK, GL and BG Classes*” in this prospectus supplement.

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

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.

\$286,606,797



Guaranteed REMIC
Pass-Through Certificates

Fannie Mae REMIC Trust 2009-9

TABLE OF CONTENTS

	Page
Table of Contents	S- 2
Available Information	S- 3
Recent Developments	S- 4
Summary	S- 6
Description of the Certificates	S- 9
Certain Additional Federal Income Tax Consequences	S-18
Plan of Distribution	S-20
Legal Matters	S-20
Exhibit A	A- 1
Schedule 1	A- 2

Citi

Prospectus Supplement
January 26, 2009