

\$496,888,276



FannieMae®

**Guaranteed REMIC Pass-Through Certificates
Fannie Mae REMIC Trust 2009-10**

The Certificates

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

Payments to Certificateholders

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

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

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

The Fannie Mae Guaranty

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

The Trust and its Assets

The trust will own

- Fannie Mae MBS,
- underlying RCR and REMIC certificates backed by Fannie Mae MBS, and
- Fannie Mae Stripped 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>
GT	1	\$165,201,872	SC/PT	(2)	WAC	31397NGS8	March 2039
AZ	2	52,955,000	SUP	5.5%	FIX/Z	31397NGT6	March 2039
PA(3)	2	176,555,000	PAC/AD	3.5	FIX	31397NGU3	March 2039
PG	2	530,000	PAC/AD	5.5	FIX	31397NGV1	March 2039
PI(3)	2	64,201,818(4)	NTL	5.5	FIX/IO	31397NGW9	March 2039
AE(3)	3	65,000,000	PT	4.5	FIX	31397NGX7	March 2024
IO(3)	3	6,500,000(4)	NTL	5.0	FIX/IO	31397NGY5	March 2024
PO(3)	4	36,646,404	SC/PT	0.0	PO	31397NGZ2	July 2037
OI(3)	5	20,979,140(4)	NTL	6.0	FIX/IO	31397NHA6	June 2037
IA(3)	6	23,421,797(4)	NTL	(5)	WAC/IO	31397NHB4	March 2039
R		0	NPR	0	NPR	31397NHC2	March 2039
RL		0	NPR	0	NPR	31397NHD0	March 2039

- (1) See “Description of the Certificates—Class Definitions and Abbreviations” in the REMIC prospectus.
(2) Based on the weighted average pass-through rate of the related MBS and underlying REMIC and RCR Certificates as further described in this prospectus supplement.
(3) Exchangeable classes.

- (4) Notional balances. These classes are interest only classes. See page S-8 for a description of how their notional balances are calculated.
(5) Based on the weighted average pass-through rate of the related SMBS as further 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 PB, PC, PD, PE, AB and TD 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 February 27, 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.

RBS Greenwich Capital

February 23, 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”);
- if you are purchasing any Group 1, Group 4 or Group 5 Class or the R or RL Class, the disclosure documents relating to the applicable underlying RCR and REMIC certificates (the “Underlying REMIC Disclosure Documents”);
- if you are purchasing the Group 6 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 the Group 6 Class or the R or RL Class, the additional disclosure documents relating to the Group 6 SMBS (the “Additional SMBS 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 Underlying REMIC Disclosure Documents, the SMBS Prospectus and the Additional SMBS 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 Underlying REMIC Disclosure Documents, the SMBS Prospectus and the Additional SMBS Disclosure Documents by writing or calling the dealer at:

Greenwich Capital Markets, Inc.
Prospectus Department
600 Steamboat Road
Greenwich, Connecticut 06380
(telephone 1-800-422-2006).

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 February 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 Class 2007-19-PO REMIC Certificate Class 2007-26-PO RCR Certificate Class 2007-42-OD RCR Certificate Class 2007-44-DE REMIC Certificate
2	Group 2 MBS
3	Group 3 MBS
4	Class 2007-65-KO RCR Certificate
5	Class 2007-2-IJ REMIC Certificate Class 2007-26-IO RCR Certificate Class 2007-42-YI REMIC Certificate Class 2007-52-JI REMIC Certificate Class 2007-77-JI REMIC Certificate
6	Group 6 SMBS

Group 1, 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 1 MBS	\$123,902,745	6.00%	6.25% to 8.50%	241 to 360
Group 2 MBS*	\$230,040,000	5.50%	5.75% to 8.00%	241 to 360
Group 3 MBS	\$ 65,000,000	5.00%	5.25% to 7.50%	116 to 180

* As further described in this prospectus supplement, the mortgage loans underlying the Group 2 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 1 MBS	\$123,902,745	360	357	3	6.40%	N/A
Group 2 MBS	\$230,040,000	360	336	23	6.20%	97
Group 3 MBS	\$ 65,000,000	180	116	61	5.46%	N/A

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 1, Group 4 and Group 5 Underlying REMIC and RCR Certificates

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

Group 6 SMBS

Characteristics of the Group 6 SMBS

Notional Principal Balance*	Pass- Through Rate	SMBS Trust and Class Designation
\$5,710,837.89	6.0%	323-4
\$5,110,771.44	6.0%	323-5
\$6,153,101.97	6.0%	334-9
\$6,447,086.00	6.0%	351-14

* These are interest only SMBS certificates.

Assumed Characteristics of the Underlying Mortgage Loans

Principal Balance	Original Term to Maturity (in months)	Remaining Term to Maturity (in months)	Loan Age (in months)	Interest Rate
\$5,710,837.89	360	253	91	6.76%
\$5,110,771.44	360	257	89	6.64%
\$6,153,101.97	360	273	77	6.71%
\$6,447,086.00	360	288	64	6.49%

The actual remaining terms to maturity, loan ages and interest rates of most of the mortgage loans underlying the Group 6 SMBS will differ from those shown above, perhaps significantly.

Settlement Date

We expect to issue the certificates on February 27, 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>DTC Book-Entry</u>	<u>Physical</u>
GT, AZ, PA, PG, PI, AE, IO, PB, PC, PD, PE and AB Classes	PO, OI, IA and TD 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 weighted average coupon classes will bear interest at the applicable annual rates described under “Description of the Certificates—Distributions of Interest—*Weighted Average Coupon Classes*” 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.

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>	
PI	36.3636362607% of the PA Class
IO	10% of the AE Class
OI	100% of the aggregate notional principal balance of the Group 5 Underlying REMIC and RCR Certificates
IA	100% of the aggregate notional principal balance of the Group 6 SMBS

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)*

		PSA Prepayment Assumption							
<u>Group 1 Class</u>	<u>0%</u>	<u>100%</u>	<u>300%</u>	<u>500%</u>	<u>700%</u>	<u>1083%</u>	<u>1400%</u>	<u>1700%</u>	<u>2100%</u>
GT	20.4	11.0	5.3	3.4	2.5	1.7	1.3	1.0	0.9
		PSA Prepayment Assumption							
<u>Group 2 Classes</u>	<u>0%</u>	<u>100%</u>	<u>300%</u>	<u>350%</u>	<u>500%</u>	<u>600%</u>	<u>750%</u>	<u>1000%</u>	<u>1200%</u>
AZ	25.7	18.5	10.1	9.3	3.3	1.0	0.5	0.3	0.2
PA, PI, PB, PC, PD and PE	13.4	5.8	2.8	2.7	2.7	2.7	2.1	1.5	1.1
PG.....	20.0	15.3	15.3	15.3	15.3	15.3	11.8	7.8	5.7
		PSA Prepayment Assumption							
<u>Group 3 Classes</u>	<u>0%</u>	<u>100%</u>	<u>356%</u>	<u>500%</u>	<u>700%</u>				
AE, IO and AB	8.9	4.3	2.7	2.2	1.6				
		CPR Prepayment Assumption							
<u>Group 4 Class</u>	<u>0%</u>	<u>10%</u>	<u>20%</u>	<u>30%</u>	<u>40%</u>	<u>60%</u>			
PO	21.1	8.2	4.4	2.8	2.0	1.1			
		CPR Prepayment Assumption							
<u>Group 5 Class</u>	<u>0%</u>	<u>10%</u>	<u>20%</u>	<u>30%</u>	<u>40%</u>	<u>60%</u>			
OI	18.1	4.8	3.0	2.4	1.7	1.0			
		CPR Prepayment Assumption							
<u>Group 6 Class</u>	<u>0%</u>	<u>10%</u>	<u>20%</u>	<u>30%</u>	<u>40%</u>	<u>60%</u>			
IA	20.8	6.8	4.0	2.7	1.9	1.1			
		CPR Prepayment Assumption							
<u>Group 4 / Group 5 / Group 6 Class</u>	<u>0%</u>	<u>10%</u>	<u>20%</u>	<u>30%</u>	<u>40%</u>	<u>60%</u>			
TD**†	21.1	8.2	4.4	2.8	2.0	1.1			

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

** This class is an RCR Class formed from a combination of two or more REMIC classes in different groups. For additional information, see Schedule 1 attached to this prospectus supplement.

† The weighted average life information set forth for this class is based solely on assumed principal distributions.

ADDITIONAL RISK FACTORS

Notional principal balance reductions of the Group 5 Class also will be affected by the payment priorities governing the notional principal balance reductions of certain of the Group 5 Underlying REMIC and RCR Certificates. If you invest in the Group 5 Class, the rate at which your notional principal balance is reduced also will be affected by the priority sequences governing the notional principal balance reductions of certain of the Group 5 Underlying REMIC and RCR Certificates.

In particular, as described in the related underlying disclosure document, the notional principal balance of the Class 2007-26-IO RCR Certificate is based on the principal balances of various classes with a wide range of payment characteristics.

In addition, as described in the related underlying disclosure documents, the notional principal balances of the Class 2007-52-JI and Class 2007-77-JI REMIC Certificates are based on the principal balances of classes governed by principal balance schedules. As a result, the principal balance reductions of those underlying certificates may be faster or slower than would otherwise have been the case. Prepayments on the related mortgage loans may have occurred at rates faster or slower than the rates originally assumed. This prospectus supplement contains no information as to whether

- the classes governed by principal balance schedules have adhered to their principal balance schedules,
- any related support classes remain outstanding, or

- those certificates otherwise have performed as originally anticipated.

You may obtain additional information about the Group 5 Underlying REMIC and RCR Certificates by reviewing their current class factors in light of other information available in the related underlying disclosure documents. You may obtain those documents from us as described on page S-3.

Principal and interest payments on the TD Class are derived from separate sources. Interest payments on the TD Class will be based solely on interest payable on the Group 5 Underlying REMIC and RCR Certificates and the Group 6 SMBS, while principal payments on the TD Class will be based solely on principal payable on the Group 4 Underlying RCR Certificate. The Group 5 Underlying REMIC and RCR Certificates, the Group 6 SMBS and the Group 4 Underlying RCR Certificate are independent of one another. Accordingly, the interest payment rate and principal payment rate on the TD Class are unrelated, are likely to differ and may differ sharply. In addition, there is a risk that the TD Class could in the future receive only interest payments in the event that the Group 4 Underlying RCR Certificate is retired while the Group 5 Underlying REMIC and RCR Certificates or the Group 6 SMBS remain outstanding. Similarly, there is a risk that the TD Class could in the future receive only principal payments in the event that the Group 5 Underlying REMIC and RCR Certificates and the Group 6 SMBS are retired while the Group 4 Underlying RCR Certificate remains outstanding.

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 February 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:

- three groups of Fannie Mae Guaranteed Mortgage Pass-Through Certificates (the “Group 1 MBS,” “Group 2 MBS” and “Group 3 MBS,” and together, the “Trust MBS”),
- three groups of previously issued REMIC and RCR certificates (the “Group 1 Underlying REMIC and RCR Certificates,” “Group 4 Underlying RCR Certificate” and “Group 5 Underlying REMIC and RCR Certificates,” and together, the “Underlying REMIC Certificates”) issued from the related Fannie Mae REMIC trusts (the “Underlying REMIC Trusts”) as further described in Exhibit A, and
- certain Fannie Mae Stripped Mortgage-Backed Securities (the “Group 6 SMBS”).

The Underlying REMIC Certificates evidence direct or indirect beneficial ownership interests in certain Fannie Mae Guaranteed Mortgage Pass-Through Certificates.

The Group 6 SMBS represent beneficial ownership interests in certain interest distributions on mortgage loans underlying certain Fannie Mae Guaranteed Mortgage Pass-Through Certificates (together with the Trust MBS and the Fannie Mae Guaranteed Mortgage Pass-Through Certificates backing the Underlying REMIC Certificates, the “MBS.”)

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

The Trust will 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	Trust MBS, Underlying REMIC Certificates and Group 6 SMBS	Interests in the Lower Tier REMIC other than the RL Class (the “Lower Tier Regular Interests”)	RL
Upper Tier REMIC	Lower Tier Regular Interests	All Classes of REMIC Certificates other than the R and RL Classes	R

Fannie Mae Guaranty. For a description of our guaranties of the Certificates, the MBS, the Underlying REMIC Certificates and the Group 6 SMBS, see the applicable discussions appearing under the heading “Fannie Mae Guaranty” in the REMIC Prospectus, the MBS Prospectus, the Underlying REMIC Disclosure Documents, the SMBS Prospectus and the Additional SMBS 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.”

Each of the PO, OI, IA and TD Classes will be represented by a single certificate (together, the “DTC Certificates”) to be registered at all times in the name of the nominee of The Depository Trust Company (“DTC”), a New York-chartered limited purpose trust company, or any successor or depository selected or approved by us. We refer to the nominee of DTC as the “Holder” or “Certificateholder” of the DTC Certificates. DTC will maintain the DTC Certificates through its book-entry facilities.

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 Principal Only Classes and the GT and TD 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 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 30 years in the case of the Group 1 and Group 2 MBS, and up to 15 years in the case of the Group 3 MBS.

In addition, the scheduled monthly payments on the Mortgage Loans underlying the Group 2 MBS represent accrued interest only for 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 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 1, 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. For a description of current servicing policies generally applicable to existing Fannie Mae pools, see “Yield, Maturity and Prepayment Considerations” in the MBS Prospectus dated January 1, 2009.

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. For a description of current servicing policies generally applicable to existing Fannie Mae pools, see “Yield, Maturity and Prepayment Considerations” in the MBS Prospectus dated January 1, 2009.

All of the Mortgage Loans backing the Group 4 Underlying RCR Certificate and substantially all of the Mortgage Loans backing the Group 5 Underlying REMIC and RCR Certificates 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.

The Group 6 SMBS

The general characteristics of the Group 6 SMBS are described in the SMBS Prospectus and the related Additional SMBS Disclosure Documents. The Group 6 SMBS provide that certain interest amounts 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 6 SMBS—Characteristics of the Group 6 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. For a description of current servicing policies generally applicable to existing Fannie Mae pools, see “Yield, Maturity and Prepayment Considerations” in the MBS Prospectus dated January 1, 2009.

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 Class) 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 Class, see “—*Accrual Class*” 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 and Weighted Average Coupon Classes	—

The Dealer will treat the PO Class as a delay Class solely for the purpose of facilitating trading. See “Description of the Certificates—Distributions on Certificates—*Interest Distributions*” in the REMIC Prospectus.

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

Weighted Average Coupon Classes

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

- a fraction, expressed as a percentage, the *numerator* of which is the amount of interest then payable on the Group 1 MBS, and the *denominator* of which is the *sum* of the aggregate principal balance of the Group 1 MBS *plus* the aggregate principal balance of the Group 1 Underlying REMIC and RCR Certificates on that date (in each case before giving effect to any distributions of principal on that date)

multiplied by

- 12.

On the initial Distribution Date, we expect to pay interest on the GT Class calculated at an annual rate of approximately 4.50005%. If the Group 1 Underlying REMIC and RCR Certificates remain outstanding after the principal balance of the Group 1 MBS has been reduced to zero, the GT Class will no longer bear interest.

Our determination of the interest rate for the GT Class for each Distribution Date 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 IA Class. On each Distribution Date, we will pay interest on the IA Class at an annual rate of 6.00%, which is equal to the *product* of

- a fraction, expressed as a percentage, the *numerator* of which is the amount of interest then payable on the Group 6 SMBS, and the *denominator* of which is the aggregate notional principal balance of the Group 6 SMBS on that date (before giving effect to any reductions in the aggregate notional principal balance on that date)

multiplied by

- 12.

Due to the methodology used to calculate the notional principal balance of Class 14 issued from SMBS Trust 351, changes in the notional principal balance of Class 14 generally do not directly correspond to reductions in the principal balances of the related Mortgage Loans. As a result, the notional principal balance of the IA Class may be higher or lower, and may be subject to wider fluctuations, than would otherwise be the case. See “Additional Risk Factors—*Changes in the weighted average excess yield rates will affect yields on the WAC Classes*” and “Description of the SMBS Certificates — General—*Changes in the Notional Principal Balances of the WAC Classes*” in the applicable Additional SMBS Disclosure Documents.

The TD Class. On each Distribution Date, we will pay interest on each Certificate of the TD Class in an amount equal to the interest accrued during the related interest accrual period on the Certificates of the OI and IA Classes exchanged for that TD Class Certificate. Accordingly, the amount of interest payable on the TD Class Certificates will not be determined based on their principal balances. If the Group 4 Underlying RCR Certificate remains outstanding after the aggregate notional principal balance of the Group 5 REMIC and RCR Certificates and the Group 6 SMBS has been reduced to zero, the TD Class will no longer bear interest.

On the initial Distribution Date, we expect to pay interest on the TD Class at an annual rate of approximately 7.26963%.

Our determination of the interest rate for the TD Class for each Distribution Date 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 GT until retired.

} Structured
Collateral/
Pass-Through
Class

The “Group 1 Principal Distribution Amount” is the aggregate amount of principal then paid on the Group 1 MBS and the Group 1 Underlying REMIC and RCR Certificates.

- *Group 2*

The AZ Accrual Amount to the Aggregate Group to its Planned Balance, and thereafter to AZ.

} Accretion
Directed/PAC
Group and
Accrual Class

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

1. To the Aggregate Group to its Planned Balance.

} PAC Group

2. To AZ until retired.

} Support
Class

3. To the Aggregate Group to zero.

} PAC Group

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

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

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

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

- *Group 3*

The Group 3 Principal Distribution Amount to AE until retired.

} Pass-Through
Class

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

- *Group 4*

The Group 4 Principal Distribution Amount to PO until retired.

} Structured
Collateral/
Pass-Through
Class

The “Group 4 Principal Distribution Amount” is the principal then paid on the Group 4 Underlying RCR 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 sequences governing reductions in the notional principal balances of the Group 5 Underlying REMIC and RCR Certificates, and the following assumptions (such characteristics and assumptions, collectively, the “Pricing Assumptions”):

- 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 1, Group 2 and Group 3 MBS—Assumed Characteristics of the Underlying Mortgage Loans” in this prospectus supplement;
- the Mortgage Loans underlying the Group 2 MBS have the remaining term to expiration of their interest only periods specified under “Summary—Group 1, Group 2 and Group 3 MBS—Assumed Characteristics of the Underlying Mortgage Loans” in this prospectus supplement;
- the Mortgage Loans underlying the Group 6 SMBS have the original term to maturity, remaining term to maturity, loan age and interest rate specified under “Summary—Group 6 SMBS—Assumed Characteristics of the Underlying Mortgage Loans” in this prospectus supplement;
- the Mortgage Loans prepay at the constant percentages of PSA or CPR, as applicable, specified in the related tables;
- the settlement date for the Certificates is February 27, 2009; and
- each Distribution Date occurs on the 25th day of a month.

Prepayment Assumptions. The prepayment model used in this prospectus supplement with respect to the Group 1, Group 2 and Group 3 Classes is PSA. For a description of PSA, see “Yield, Maturity and Prepayment Considerations—Prepayment Models” in the REMIC Prospectus.

The prepayment model used in this prospectus supplement with respect to the Group 4, Group 5 and Group 6 Classes is CPR. For a description of CPR, see “Yield, Maturity and Prepayment Considerations—Prepayment Models” in the REMIC Prospectus.

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

Principal Balance Schedule. The Principal Balance Schedule is set forth beginning on page B-1 of this prospectus supplement. The Principal Balance Schedule was prepared based on the Pricing Assumptions and the assumption that the related Mortgage Loans prepay at a *constant* rate within the “Structuring Range” specified in the chart below. The “Effective Range” for the Aggregate Group is the range of prepayment rates (measured by *constant* PSA rates) that would reduce the 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 Group. 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 Aggregate Group schedule). If such a separate schedule had been provided for the individual Classes included in the Aggregate Group, we expect that the effective ranges for those Classes would not be narrower than those shown below for the Aggregate Group.

<u>Group</u>	<u>Structuring Range</u>	<u>Initial Effective Range</u>
Aggregate Group Planned Balances	Between 350% and 600% PSA	Between 329% and 600% PSA

The Aggregate Group listed above consists of the following Classes:

Aggregate Group PA and PG

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

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

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 the Aggregate Group to its scheduled balance in any month. As a result, the likelihood of reducing the 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 the Structuring Range or the Effective Range, principal distributions may be insufficient to reduce the Aggregate Group to its scheduled balance each month if prepayments do not occur at a *constant* PSA rate.
- The actual Effective Range 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 Range will likely differ from the Initial Effective Range specified above. For the same reason, the Aggregate Group might not be reduced to its scheduled balance each month even if the related Mortgage Loans prepay at a *constant* PSA rate within the Initial Effective Range. This is so particularly if the rates fall at the lower or higher end of this range.
- The actual Effective Range may narrow, widen or shift upward or downward to reflect actual prepayment experience over time.
- The principal payment stability of the 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.

Additional Yield Considerations and 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 or CPR, as applicable. We calculated the yields set forth in the tables by

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

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

We cannot assure you that

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

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

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

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

<u>Class</u>	<u>Rate</u>
PI	769% PSA
IO	664% PSA
OI	35% CPR

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>
PI	11.00%
IO	8.00%
OI	11.75%

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

Sensitivity of the PI Class to Prepayments

	<u>PSA Prepayment Assumption</u>								
	<u>50%</u>	<u>100%</u>	<u>300%</u>	<u>350%</u>	<u>500%</u>	<u>600%</u>	<u>750%</u>	<u>1000%</u>	<u>1200%</u>
Pre-Tax Yields to Maturity . . .	45.8%	40.0%	15.0%	13.5%	13.5%	13.5%	1.7%	(25.0)%	(51.7)%

Sensitivity of the IO Class to Prepayments

	PSA Prepayment Assumption				
	50%	100%	356%	500%	700%
Pre-Tax Yields to Maturity . . .	51.1%	47.3%	27.2%	15.0%	(3.4)%

Sensitivity of the OI Class to Prepayments

	CPR Prepayment Assumption					
	3%	10%	20%	30%	40%	60%
Pre-Tax Yields to Maturity . . .	47.3%	31.9%	20.3%	9.1%	(11.4)%	(61.9)%

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

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

<u>Class</u>	<u>Price</u>
PO	84.25%

Sensitivity of the PO Class to Prepayments

	CPR Prepayment Assumption					
	3%	10%	20%	30%	40%	60%
Pre-Tax Yields to Maturity . . .	1.2%	2.2%	4.2%	6.7%	9.6%	17.2%

The IA Class. **The yield on the IA Class will be very sensitive to the rate of principal payments, including prepayments, of the related Mortgage Loans. The Mortgage Loans generally can be prepaid at any time without penalty. 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. Under certain high prepayment scenarios in particular, it is possible that investors in the IA Class would lose money on their initial investments.**

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 sequence of distributions of principal of the Group 2 Classes, and
- in the case of the Group 5 Class, the priority sequences affecting reductions in the notional principal balances of the Group 5 Underlying REMIC and RCR Certificates.

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

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 or CPR rates, as applicable, 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 or CPR, as applicable, 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 MBS	360 months	360 months	8.50%
Group 1 Underlying REMIC and RCR Certificates	360 months	(1)	8.50%
Group 2 MBS	360 months	360 months(2)	8.00%
Group 3 MBS	180 months	180 months	7.50%
Group 4 Underlying RCR Certificate	360 months	340 months(3)	8.50%
Group 5 Underlying REMIC and RCR Certificates	360 months	(4)	8.50%
Group 6 SMBS	360 months	360 months	8.50%

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

<u>Class</u>	<u>Remaining Terms to Maturity</u>
2007-19-PO	336
2007-26-PO	337
2007-42-OD	338
2007-44-DE	338

(2) In addition, we have assumed that each Mortgage Loan underlying the Group 2 MBS has a remaining interest only period of 120 months.

(3) In addition, we have assumed that each Mortgage Loan backing the Group 4 Underlying RCR Certificate has a remaining interest only period of 100 months.

(4) The Mortgage Loans backing the Group 5 Underlying REMIC and RCR Certificates are assumed to have the following remaining terms to maturity and remaining terms to expiration of interest only period:

<u>Class</u>	<u>Remaining Terms to Maturity</u>	<u>Remaining Terms to Expiration of Interest Only Period</u>
2007-2-IJ	335	95
2007-26-IO	337	97
2007-42-YI	338	98
2007-52-JI	339	*
2007-77-JI	341	101

* Approximately 84% and approximately 16% of the Mortgage Loans backing the 2007-52-JI REMIC Certificate (by principal balance at the Issue Date) are assumed to have remaining terms to expiration of interest only period of 99 months and 159 months, respectively.

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 or CPR level, as applicable.

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 or CPR rates, as applicable, 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	GT Class									AZ Class								
	PSA Prepayment Assumption									PSA Prepayment Assumption								
	0%	100%	300%	500%	700%	1083%	1400%	1700%	2100%	0%	100%	300%	350%	500%	600%	750%	1000%	1200%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
February 2010	99	96	90	84	79	67	58	49	43	106	106	106	100	63	38	2	0	0
February 2011	98	90	76	64	52	34	21	12	0	112	112	112	100	43	8	0	0	0
February 2012	97	84	62	44	30	12	3	0	0	118	118	118	100	35	*	0	0	0
February 2013	96	77	50	30	17	4	1	0	0	125	125	124	97	32	*	0	0	0
February 2014	95	72	40	21	10	1	*	0	0	132	132	115	88	27	*	0	0	0
February 2015	94	66	32	14	6	*	*	0	0	139	139	103	76	22	*	0	0	0
February 2016	93	61	26	10	3	*	*	0	0	147	147	90	65	17	*	0	0	0
February 2017	91	56	21	7	2	*	*	0	0	155	155	77	54	13	*	0	0	0
February 2018	90	51	17	5	1	*	*	0	0	164	164	64	44	10	*	0	0	0
February 2019	88	47	13	3	1	*	*	0	0	173	173	52	35	7	*	0	0	0
February 2020	86	43	11	2	*	*	*	0	0	183	183	43	27	5	*	0	0	0
February 2021	84	39	9	1	*	*	0	0	0	193	182	34	21	4	*	0	0	0
February 2022	82	36	7	1	*	*	0	0	0	204	165	27	16	3	*	0	0	0
February 2023	80	32	5	1	*	*	0	0	0	216	149	22	13	2	*	0	0	0
February 2024	77	29	4	*	*	*	0	0	0	228	134	17	10	1	*	0	0	0
February 2025	74	26	3	*	*	*	0	0	0	241	120	13	7	1	*	0	0	0
February 2026	71	23	3	*	*	*	0	0	0	254	106	10	5	1	*	0	0	0
February 2027	68	21	2	*	*	0	0	0	0	269	93	8	4	*	*	0	0	0
February 2028	64	18	2	*	*	0	0	0	0	284	81	6	3	*	*	0	0	0
February 2029	60	16	1	*	*	0	0	0	0	299	70	5	2	*	*	0	0	0
February 2030	56	14	1	*	*	0	0	0	0	279	59	3	2	*	*	0	0	0
February 2031	51	12	1	*	*	0	0	0	0	257	49	2	1	*	*	0	0	0
February 2032	46	10	*	*	*	0	0	0	0	233	39	2	1	*	*	0	0	0
February 2033	40	8	*	*	*	0	0	0	0	207	31	1	*	*	*	0	0	0
February 2034	34	6	*	*	*	0	0	0	0	179	22	1	*	*	*	0	0	0
February 2035	28	4	*	*	*	0	0	0	0	149	14	*	*	*	*	0	0	0
February 2036	21	3	*	*	*	0	0	0	0	116	7	*	*	*	*	0	0	0
February 2037	13	2	*	*	*	0	0	0	0	80	0	0	0	0	0	0	0	0
February 2038	7	1	*	*	0	0	0	0	0	42	0	0	0	0	0	0	0	0
February 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	20.4	11.0	5.3	3.4	2.5	1.7	1.3	1.0	0.9	25.7	18.5	10.1	9.3	3.3	1.0	0.5	0.3	0.2

Date	PA, PI†, PB, PC, PD and PE Classes									PG Class								
	PSA Prepayment Assumption									PSA Prepayment Assumption								
	0%	100%	300%	350%	500%	600%	750%	1000%	1200%	0%	100%	300%	350%	500%	600%	750%	1000%	1200%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
February 2010	98	91	76	74	74	74	74	56	41	100	100	100	100	100	100	100	100	100
February 2011	97	82	55	52	52	52	41	22	11	100	100	100	100	100	100	100	100	100
February 2012	95	73	37	35	35	35	22	9	3	100	100	100	100	100	100	100	100	100
February 2013	93	64	22	22	22	22	12	3	1	100	100	100	100	100	100	100	100	100
February 2014	91	56	14	14	14	14	7	1	0	100	100	100	100	100	100	100	100	85
February 2015	88	48	9	9	9	9	3	*	0	100	100	100	100	100	100	100	100	24
February 2016	86	40	6	6	6	6	2	0	0	100	100	100	100	100	100	100	77	7
February 2017	83	33	3	3	3	3	1	0	0	100	100	100	100	100	100	100	31	2
February 2018	81	24	2	2	2	2	*	0	0	100	100	100	100	100	100	100	12	1
February 2019	78	15	1	1	1	1	*	0	0	100	100	100	100	100	100	100	5	*
February 2020	72	6	1	1	1	1	0	0	0	100	100	100	100	100	100	58	2	*
February 2021	66	*	*	*	*	*	0	0	0	100	100	100	100	100	100	31	1	*
February 2022	60	*	*	*	*	*	0	0	0	100	100	100	100	100	100	16	*	*
February 2023	53	0	0	0	0	0	0	0	0	100	71	71	71	71	71	9	*	*
February 2024	45	0	0	0	0	0	0	0	0	100	43	43	43	43	43	5	*	*
February 2025	37	0	0	0	0	0	0	0	0	100	26	26	26	26	26	2	*	*
February 2026	29	0	0	0	0	0	0	0	0	100	15	15	15	15	15	1	*	*
February 2027	20	0	0	0	0	0	0	0	0	100	9	9	9	9	9	1	*	*
February 2028	10	0	0	0	0	0	0	0	0	100	5	5	5	5	5	*	*	0
February 2029	0	0	0	0	0	0	0	0	0	3	3	3	3	3	3	*	*	0
February 2030	0	0	0	0	0	0	0	0	0	2	2	2	2	2	2	*	*	0
February 2031	0	0	0	0	0	0	0	0	0	1	1	1	1	1	1	*	*	0
February 2032	0	0	0	0	0	0	0	0	0	*	*	*	*	*	*	*	*	0
February 2033	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	*	*	0
February 2034	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	*	*	0
February 2035	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	*	0	0
February 2036	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	*	0	0
February 2037	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
February 2038	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
February 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	13.4	5.8	2.8	2.7	2.7	2.7	2.1	1.5	1.1	20.0	15.3	15.3	15.3	15.3	15.3	11.8	7.8	5.7

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

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

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

AE, IO† and AB Classes					
Date	PSA Prepayment Assumption				
	0%	100%	356%	500%	700%
Initial Percent	100	100	100	100	100
February 2010	96	86	72	64	53
February 2011	92	74	52	41	28
February 2012	88	62	36	26	15
February 2013	83	51	25	16	7
February 2014	78	40	16	9	4
February 2015	73	31	10	5	2
February 2016	67	21	6	3	1
February 2017	60	13	3	1	*
February 2018	54	5	1	*	*
February 2019	46	0	0	0	0
February 2020	38	0	0	0	0
February 2021	30	0	0	0	0
February 2022	21	0	0	0	0
February 2023	11	0	0	0	0
February 2024	0	0	0	0	0
Weighted Average Life (years)**	8.9	4.3	2.7	2.2	1.6

Date	PO Class						OIt Class					
	CPR Prepayment Assumption						CPR Prepayment Assumption					
	0%	10%	20%	30%	40%	60%	0%	10%	20%	30%	40%	60%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100
February 2010	100	90	80	70	60	40	100	84	79	73	67	39
February 2011	100	81	64	49	36	16	100	69	59	50	34	9
February 2012	100	73	51	34	22	6	100	55	42	31	16	*
February 2013	100	66	41	24	13	3	100	45	29	18	5	*
February 2014	100	59	33	17	8	1	100	36	18	10	*	*
February 2015	100	53	26	12	5	*	100	28	10	3	*	*
February 2016	100	48	21	8	3	*	100	21	6	*	*	*
February 2017	100	43	17	6	2	*	100	18	4	*	*	*
February 2018	99	38	13	4	1	*	97	15	3	*	*	*
February 2019	97	33	10	3	1	*	93	12	1	*	*	*
February 2020	94	29	8	2	*	*	89	10	*	*	*	*
February 2021	92	25	6	1	*	*	85	8	*	*	*	*
February 2022	89	22	5	1	*	*	80	6	*	*	*	*
February 2023	86	19	4	1	*	*	74	5	*	*	*	*
February 2024	83	16	3	*	*	*	68	4	*	*	*	*
February 2025	79	14	2	*	*	*	62	3	*	*	*	*
February 2026	76	12	2	*	*	*	57	2	*	*	*	0
February 2027	71	10	1	*	*	*	52	1	*	*	*	0
February 2028	67	8	1	*	*	0	46	*	*	*	*	0
February 2029	62	7	1	*	*	0	39	*	*	*	*	0
February 2030	57	6	*	*	*	0	32	*	*	*	*	0
February 2031	51	5	*	*	*	0	24	*	*	*	*	0
February 2032	45	3	*	*	*	0	21	*	*	*	*	0
February 2033	38	3	*	*	*	0	17	*	*	*	*	0
February 2034	30	2	*	*	*	0	12	*	*	*	*	0
February 2035	22	1	*	*	*	0	7	*	*	*	*	0
February 2036	13	1	*	*	*	0	2	*	*	*	0	0
February 2037	3	*	*	*	0	0	*	*	*	*	0	0
February 2038	0	0	0	0	0	0	0	0	0	0	0	0
February 2039	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	21.1	8.2	4.4	2.8	2.0	1.1	18.1	4.8	3.0	2.4	1.7	1.0

* 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.

Date	IA† Class						TD†† Class					
	CPR Prepayment Assumption						CPR Prepayment Assumption					
	0%	10%	20%	30%	40%	60%	0%	10%	20%	30%	40%	60%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100
February 2010	99	88	78	69	59	39	100	90	80	70	60	40
February 2011	98	78	61	47	34	15	100	81	64	49	36	16
February 2012	98	68	48	32	20	6	100	73	51	34	22	6
February 2013	97	60	37	22	12	2	100	66	41	24	13	3
February 2014	95	52	29	15	7	1	100	59	33	17	8	1
February 2015	94	45	22	10	4	*	100	53	26	12	5	*
February 2016	93	40	17	7	2	*	100	48	21	8	3	*
February 2017	92	34	13	5	1	*	100	43	17	6	2	*
February 2018	90	29	10	3	1	*	99	38	13	4	1	*
February 2019	89	25	8	2	*	*	97	33	10	3	1	*
February 2020	87	21	6	1	*	*	94	29	8	2	*	*
February 2021	85	18	4	1	*	*	92	25	6	1	*	*
February 2022	83	15	3	1	*	*	89	22	5	1	*	*
February 2023	81	13	2	*	*	*	86	19	4	1	*	*
February 2024	78	10	2	*	*	*	83	16	3	*	*	*
February 2025	75	8	1	*	*	*	79	14	2	*	*	*
February 2026	72	6	1	*	*	*	76	12	2	*	*	*
February 2027	69	5	1	*	*	*	71	10	1	*	*	*
February 2028	66	3	*	*	*	0	67	8	1	*	*	0
February 2029	62	2	*	*	*	0	62	7	1	*	*	0
February 2030	58	1	*	*	*	0	57	6	*	*	*	0
February 2031	53	1	*	*	*	0	51	5	*	*	*	0
February 2032	49	*	*	*	*	0	45	3	*	*	*	0
February 2033	43	0	0	0	0	0	38	3	*	*	*	0
February 2034	37	0	0	0	0	0	30	2	*	*	*	0
February 2035	31	0	0	0	0	0	22	1	*	*	*	0
February 2036	24	0	0	0	0	0	13	1	*	*	*	0
February 2037	17	0	0	0	0	0	3	*	*	*	0	0
February 2038	9	0	0	0	0	0	0	0	0	0	0	0
February 2039	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	20.8	6.8	4.0	2.7	1.9	1.1	21.1	8.2	4.4	2.8	2.0	1.1

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

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

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

†† The weighted average life information set forth for this class is based solely on assumed principal distributions.

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 Accrual Class, the Notional Classes and the Principal Only Class 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	1083% PSA
2	500% PSA
3	356% PSA
4	20% CPR
5	20% CPR
6	20% CPR

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 Greenwich Capital Markets, Inc. (the “Dealer”) in exchange for the Trust MBS, the Underlying REMIC Certificates and the Group 6 SMBS. 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. Sidley Austin LLP also will provide legal representation for the Dealer.

Group 1 Underlying REMIC and RCR Certificates

Underlying REMIC Trust	Class	Date of Issue	CUSIP Number	Interest Rate	Interest Type(I)	Final Distribution Date	Principal Type(I)	Original Principal Balance of Class	February 2009 Class Factor	Principal Balance in the Lower Tier REMIC	Approximate Weighted Average WAC (in months)	Approximate Weighted Average WALA (in months)
2007-19	PO	February 2007	31396PQ87	0.0%	PO	March 2037	PT	\$27,777,778	0.76392649	\$21,220,180.45	6.531%	32
2007-26	PO	March 2007	31396VPS1	0.0	PO	April 2037	PT	8,333,334	0.82525807	6,877,151.13	6.586	26
2007-42	OD	April 2007	31396VU55	0.0	PO	May 2037	PT	8,333,334	0.79946058	6,662,172.03	6.620	25
2007-44	DE	April 2007	31396VUX3	0.0	PO	May 2037	PT	8,333,334	0.78475476	6,539,623.52	6.424	26

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

Group 4 Underlying RCR Certificate

Underlying REMIC Trust	Class	Date of Issue	CUSIP Number	Interest Rate	Interest Type(I)	Final Distribution Date	Principal Type(I)	Original Principal Balance of Class	February 2009 Class Factor	Principal Balance in the Lower Tier REMIC	Approximate Weighted Average WAC (in months)	Approximate Weighted Average WALA (in months)	Approximate Weighted Average Remaining Term to Expiration of Interest Only Period (in months)
2007-65	KO	June 2007	31396WLZ7	0.0%	PO	July 2037	PT	\$41,666,667	0.87951370	\$36,646,404.46	6.767%	22	98

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

Group 5 Underlying REMIC and RCR Certificates

Underlying REMIC Trust	Class	Date of Issue	CUSIP Number	Interest Rate	Interest Type(I)	Final Distribution Date	Principal Type(I)	Original Notional Principal Balance of Class	February 2009 Class Factor	Notional Principal Balance in the Lower Tier REMIC	Approximate Weighted Average WAC (in months)	Approximate Weighted Average WALA (in months)	Approximate Weighted Average Remaining Term to Expiration of Interest Only Period (in months)
2007-2	IJ	January 2007	31396PKR1	6.0%	FIX/IO	August 2036	NTL	\$ 1,166,666	0.75634900	\$ 882,406.66	6.697%	27	93
2007-26	IO	March 2007	31396VPR3	6.0	FIX/IO	September 2036	NTL	10,916,666	0.80229327	8,758,367.66	6.727	24	96
2007-42	YI	April 2007	31396VS41	6.0	FIX/IO	January 2036	NTL	10,833,333	0.76645335	8,303,244.37	6.683	28	92
2007-52	JI	May 2007	31396WAC0	6.0	FIX/IO	June 2037	NTL	1,000,000	0.88156894	881,568.94	6.687	23	107
2007-77	JI	July 2007	31396XGX6	6.0	FIX/IO	October 2028	NTL	2,626,416	0.81995870	2,153,552.65	6.603	20	100

(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 Class	Original Balance	Principal Type(2)	Interest Rate	Interest Type(2)	CUSIP Number	Final Distribution Date
Recombination 1								
PA	\$176,555,000	PB	\$176,555,000	PAC/AD	4.0%	FIX	31397NHE8	March 2039
PI	16,050,454(3)							
Recombination 2								
PA	176,555,000	PC	176,555,000	PAC/AD	4.5	FIX	31397NHF5	March 2039
PI	32,100,909(3)							
Recombination 3								
PA	176,555,000	PD	176,555,000	PAC/AD	5.0	FIX	31397NHG3	March 2039
PI	48,151,363(3)							
Recombination 4								
PA	176,555,000	PE	176,555,000	PAC/AD	5.5	FIX	31397NHH1	March 2039
PI	64,201,818(3)							
Recombination 5								
AE	65,000,000	AB	65,000,000	PT	5.0	FIX	31397NHJ7	March 2024
IO	6,500,000(3)							
Recombination 6								
PO	36,646,404	TD(4)	36,646,404	SC/PT	(5)	WAC	31397NHHK4	March 2039
OI	20,979,140(3)							
IA	23,421,797(3)							

(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) The TD Class is an RCR Class formed from a combination of the PO Class in Group 4, the OI Class in Group 5 and the IA Class in Group 6.

(5) Each TD Class Certificate will receive monthly interest equal to the amount of interest accrued on the Certificates of Interest—*Weighted Average Coupon Classes—The TD Class*” in this prospectus supplement. See “Description of the Certificates—Distributions of Interest—*Weighted Average Coupon Classes—The TD Class*” in this prospectus supplement. As a result of the foregoing, the amount of interest payable on the TD Class Certificates will not be determined on the basis of their principal balances.

Principal Balance Schedule

Aggregate Group 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	\$177,085,000.00	June 2013	\$ 34,323,831.39	October 2017	\$ 4,885,797.64
March 2009	173,586,081.48	July 2013	33,070,681.71	November 2017	4,696,803.66
April 2009	169,983,358.20	August 2013	31,863,281.41	December 2017	4,515,042.14
May 2009	166,282,196.79	September 2013 . . .	30,699,960.30	January 2018	4,340,238.54
June 2009	162,488,127.53	October 2013	29,579,109.15	February 2018	4,172,128.69
July 2009	158,606,830.35	November 2013	28,499,177.50	March 2018	4,010,458.38
August 2009	154,644,120.45	December 2013	27,458,671.46	April 2018	3,854,982.98
September 2009 . . .	150,605,933.32	January 2014	26,456,151.72	May 2018	3,705,467.10
October 2009	146,646,296.42	February 2014	25,490,231.48	June 2018	3,561,684.24
November 2009	142,763,681.77	March 2014	24,559,574.60	July 2018	3,423,416.44
December 2009	138,956,591.17	April 2014	23,662,893.68	August 2018	3,290,453.98
January 2010	135,223,555.53	May 2014	22,798,948.35	September 2018 . . .	3,162,595.06
February 2010	131,563,134.34	June 2014	21,966,543.53	October 2018	3,039,645.48
March 2010	127,973,915.12	July 2014	21,164,527.73	November 2018	2,921,418.41
April 2010	124,454,512.85	August 2014	20,391,791.54	December 2018	2,807,734.07
May 2010	121,003,569.47	September 2014 . . .	19,647,266.03	January 2019	2,698,419.47
June 2010	117,619,753.33	October 2014	18,929,921.30	February 2019	2,593,308.16
July 2010	114,301,758.67	November 2014	18,238,765.04	March 2019	2,492,239.99
August 2010	111,048,305.15	December 2014	17,572,841.18	April 2019	2,395,060.87
September 2010 . . .	107,858,137.33	January 2015	16,931,228.54	May 2019	2,301,622.53
October 2010	104,730,024.17	February 2015	16,313,039.59	June 2019	2,211,782.33
November 2010	101,662,758.60	March 2015	15,717,419.18	July 2019	2,125,403.00
December 2010	98,655,157.03	April 2015	15,143,543.39	August 2019	2,042,352.50
January 2011	95,706,058.87	May 2015	14,590,618.39	September 2019 . . .	1,962,503.77
February 2011	92,814,326.13	June 2015	14,057,879.30	October 2019	1,885,734.56
March 2011	89,978,842.94	July 2015	13,544,589.19	November 2019	1,811,927.27
April 2011	87,198,515.15	August 2015	13,050,038.03	December 2019	1,740,968.74
May 2011	84,472,269.88	September 2015 . . .	12,573,541.70	January 2020	1,672,750.10
June 2011	81,799,055.13	October 2015	12,114,441.07	February 2020	1,607,166.63
July 2011	79,177,839.35	November 2015	11,672,101.06	March 2020	1,544,117.55
August 2011	76,607,611.07	December 2015	11,245,909.79	April 2020	1,483,505.93
September 2011 . . .	74,087,378.49	January 2016	10,835,277.71	May 2020	1,425,238.50
October 2011	71,616,169.09	February 2016	10,439,636.78	June 2020	1,369,225.54
November 2011	69,193,029.29	March 2016	10,058,439.72	July 2020	1,315,380.72
December 2011	66,817,024.05	April 2016	9,691,159.21	August 2020	1,263,621.01
January 2012	64,487,236.51	May 2016	9,337,287.21	September 2020 . . .	1,213,866.53
February 2012	62,202,767.64	June 2016	8,996,334.19	October 2020	1,166,040.42
March 2012	59,962,735.92	July 2016	8,667,828.52	November 2020	1,120,068.75
April 2012	57,773,573.53	August 2016	8,351,315.78	December 2020	1,075,880.40
May 2012	55,664,332.01	September 2016 . . .	8,046,358.13	January 2021	1,033,406.96
June 2012	53,632,093.67	October 2016	7,752,533.73	February 2021	992,582.62
July 2012	51,674,047.29	November 2016	7,469,436.12	March 2021	953,344.06
August 2012	49,787,484.33	December 2016	7,196,673.71	April 2021	915,630.38
September 2012 . . .	47,969,795.09	January 2017	6,933,869.17	May 2021	879,383.00
October 2012	46,218,465.18	February 2017	6,680,658.98	June 2021	844,545.57
November 2012	44,531,071.97	March 2017	6,436,692.86	July 2021	811,063.89
December 2012	42,905,281.29	April 2017	6,188,426.36	August 2021	778,885.80
January 2013	41,338,844.19	May 2017	5,949,639.85	September 2021 . . .	747,961.17
February 2013	39,829,593.82	June 2017	5,719,974.14	October 2021	718,241.74
March 2013	38,375,442.43	July 2017	5,499,083.51	November 2021	689,681.12
April 2013	36,974,378.50	August 2017	5,286,635.30	December 2021	662,234.67
May 2013	35,624,463.93	September 2017 . . .	5,082,309.37	January 2022	635,859.46

Aggregate Group (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>
February 2022.	\$ 610,514.20	October 2025.	\$ 97,415.80	June 2029.	\$ 12,530.75
March 2022	586,159.18	November 2025	93,300.34	July 2029	11,882.44
April 2022	562,756.19	December 2025	89,350.48	August 2029	11,261.55
May 2022	540,268.51	January 2026	85,559.71	September 2029 . . .	10,666.96
June 2022.	518,660.78	February 2026.	81,921.73	October 2029.	10,097.60
July 2022	497,899.03	March 2026	78,430.52	November 2029	9,552.43
August 2022	477,950.57	April 2026	75,080.27	December 2029	9,030.46
September 2022 . . .	458,783.96	May 2026	71,865.43	January 2030	8,530.74
October 2022.	440,368.98	June 2026.	68,780.62	February 2030.	8,052.37
November 2022. . . .	422,676.54	July 2026	65,820.71	March 2030	7,594.45
December 2022	405,678.68	August 2026	62,980.75	April 2030	7,156.16
January 2023	389,348.51	September 2026 . . .	60,255.98	May 2030	6,736.68
February 2023.	373,660.17	October 2026.	57,641.83	June 2030.	6,335.24
March 2023	358,588.79	November 2026	55,133.92	July 2030	5,951.09
April 2023	344,110.45	December 2026	52,728.03	August 2030	5,583.52
May 2023	330,202.15	January 2027	50,420.09	September 2030 . . .	5,231.84
June 2023.	316,841.77	February 2027.	48,206.22	October 2030.	4,895.40
July 2023	304,008.04	March 2027	46,082.68	November 2030	4,573.56
August 2023	291,680.50	April 2027	44,045.86	December 2030	4,265.71
September 2023 . . .	279,839.50	May 2027	42,092.31	January 2031	3,971.28
October 2023.	268,466.12	June 2027.	40,218.71	February 2031.	3,689.71
November 2023. . . .	257,542.17	July 2027	38,421.86	March 2031	3,420.46
December 2023	247,050.16	August 2027	36,698.71	April 2031	3,163.01
January 2024	236,973.29	September 2027 . . .	35,046.31	May 2031	2,916.88
February 2024.	227,295.38	October 2027.	33,461.82	June 2031.	2,681.59
March 2024	218,000.89	November 2027	31,942.53	July 2031	2,456.68
April 2024	209,074.87	December 2027	30,485.82	August 2031	2,241.72
May 2024	200,502.95	January 2028	29,089.20	September 2031 . . .	2,036.30
June 2024.	192,271.32	February 2028.	27,750.23	October 2031.	1,840.00
July 2024	184,366.68	March 2028	26,466.62	November 2031	1,652.45
August 2024	176,776.27	April 2028	25,236.13	December 2031	1,473.28
September 2024 . . .	169,487.81	May 2028	24,056.63	January 2032	1,302.13
October 2024.	162,489.48	June 2028.	22,926.07	February 2032.	1,138.66
November 2024. . . .	155,769.95	July 2028	21,842.47	March 2032	982.55
December 2024	149,318.29	August 2028	20,803.94	April 2032	833.49
January 2025	143,124.01	September 2028 . . .	19,808.66	May 2032	691.17
February 2025.	137,177.04	October 2028.	18,854.89	June 2032.	555.31
March 2025	131,467.66	November 2028	17,940.94	July 2032	425.63
April 2025	125,986.58	December 2028	17,065.20	August 2032	301.87
May 2025	120,724.81	January 2029	16,226.13	September 2032 . . .	183.78
June 2025.	115,673.76	February 2029.	15,422.24	October 2032.	71.10
July 2025	110,825.13	March 2029	14,652.10	November 2032 and thereafter	0.00
August 2025	106,170.98	April 2029	13,914.34		
September 2025 . . .	101,703.66	May 2029	13,207.65		

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.

\$496,888,276



**Guaranteed REMIC
Pass-Through Certificates
Fannie Mae REMIC Trust 2009-10**

PROSPECTUS SUPPLEMENT

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RBS Greenwich Capital

February 23, 2009