

**\$1,124,017,351**



**FannieMae®**

**Guaranteed REMIC Pass-Through Certificates  
Fannie Mae REMIC Trust 2009-31**

**The Certificates**

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

**Payments to Certificateholders**

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

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

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

**The Fannie Mae Guaranty**

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

**The Trust and its Assets**

The trust will own

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

| <i>Class</i>    | <i>Group</i> | <i>Original<br/>Class<br/>Balance</i> | <i>Principal<br/>Type(1)</i> | <i>Interest<br/>Rate</i> | <i>Interest<br/>Type(1)</i> | <i>CUSIP<br/>Number</i> | <i>Final<br/>Distribution<br/>Date</i> |
|-----------------|--------------|---------------------------------------|------------------------------|--------------------------|-----------------------------|-------------------------|----------------------------------------|
| C . . . . .     | 1            | \$800,000,000                         | PAC/AD                       | 3.5%                     | FIX                         | 31397ND77               | November 2038                          |
| PI(2) . . . . . | 1            | 240,000,000(3)                        | NTL                          | 5.0                      | FIX/IO                      | 31397ND85               | November 2038                          |
| ZP . . . . .    | 1            | 8,080,800                             | PAC/AD                       | 5.0                      | FIX/Z                       | 31397ND93               | May 2039                               |
| Z . . . . .     | 1            | 91,865,867                            | SUP                          | 5.0                      | FIX/Z                       | 31397NE27               | May 2039                               |
| N . . . . .     | 2            | 95,204,705                            | PT                           | (4)                      | WAC                         | 31397NE35               | May 2039                               |
| IN . . . . .    | 2            | 38,686,543(3)                         | NTL                          | (5)                      | WAC/IO                      | 31397NE43               | June 2012                              |
| A(2) . . . . .  | 3            | 125,000,000                           | SEQ                          | 4.0                      | FIX                         | 31397NE50               | February 2024                          |
| B . . . . .     | 3            | 3,865,979                             | SEQ                          | 4.0                      | FIX                         | 31397NE68               | May 2024                               |
| R . . . . .     |              | 0                                     | NPR                          | 0                        | NPR                         | 31397NE76               | May 2039                               |
| RL . . . . .    |              | 0                                     | NPR                          | 0                        | NPR                         | 31397NE84               | May 2039                               |

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

(2) Exchangeable classes.

(3) Notional balances. These classes are interest only classes. See page S-8 for a description of how their notional balances are calculated.

(4) Calculated as described on page S-12.

(5) Calculated and otherwise subject to the limitations described on pages S-12 and S-13.

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 CF, CS, NE, NH and NI 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 April 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.

**Goldman Sachs & Co.**

The date of this Prospectus Supplement is April 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 Pass-Through Certificates (Single-Family Residential Mortgage Loans) dated
  - January 1, 2009, for all MBS issued on or after January 1, 2009,
  - April 1, 2008, for all MBS issued on or after June 1, 2007 and prior to January 1, 2009, or
  - January 1, 2006, 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.

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

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](http://www.fanniemae.com).

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

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

## RECENT DEVELOPMENTS

On September 6, 2008, the Federal Housing Finance Agency, or FHFA, placed Fannie Mae and Freddie Mac into conservatorship. As the conservator, FHFA succeeded to all rights, titles, powers and privileges of Fannie Mae, and of any stockholder, officer, or director of Fannie Mae with respect to Fannie Mae and the assets of Fannie Mae. The conservator selected Herbert M. Allison, former Vice Chairman of Merrill Lynch and Chairman of TIAA-CREF, as the new CEO of Fannie Mae. A copy of the statement issued by FHFA Director James B. Lockhart regarding FHFA's placement of Fannie Mae into conservatorship, the selection of Mr. Allison, and a copy of a Fact Sheet discussing questions and answers about the conservatorship are available on FHFA's website at [www.ofheo.gov](http://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](http://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 April 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   |
| 3            | Group 3 MBS   |

### Group 1 and Group 3

#### Characteristics of the Fixed-Rate MBS

|             | <u>Approximate<br/>Principal<br/>Balance</u> | <u>Pass-<br/>Through<br/>Rate</u> | <u>Range of Weighted<br/>Average Coupons<br/>or WACs<br/>(annual percentages)</u> | <u>Range of Weighted<br/>Average Remaining<br/>Terms to Maturity<br/>or WAMs<br/>(in months)</u> |
|-------------|----------------------------------------------|-----------------------------------|-----------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------|
| Group 1 MBS | \$899,946,667                                | 5.00%                             | 5.25% to 7.50%                                                                    | 200 to 360                                                                                       |
| Group 3 MBS | \$128,865,979                                | 4.00%                             | 4.25% to 6.50%                                                                    | 90 to 180                                                                                        |

#### Assumed Characteristics of the Underlying Mortgage Loans

|             | <u>Principal<br/>Balance</u> | <u>Original<br/>Term to<br/>Maturity<br/>(in months)</u> | <u>Remaining<br/>Term to<br/>Maturity<br/>(in months)</u> | <u>Loan Age<br/>(in months)</u> | <u>Interest<br/>Rate</u> |
|-------------|------------------------------|----------------------------------------------------------|-----------------------------------------------------------|---------------------------------|--------------------------|
| Group 1 MBS | \$899,946,667                | 360                                                      | 303                                                       | 50                              | 5.500%                   |
| Group 3 MBS | \$128,865,979                | 180                                                      | 119                                                       | 61                              | 4.620%                   |

The actual remaining terms to maturity, loan ages and interest rates of most of the mortgage loans underlying the Group 1 and Group 3 MBS will differ from those shown above, perhaps significantly.

### Group 2

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.

### Settlement Date

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

## Distribution Dates

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

## Record Date

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

## Book-Entry and Physical Certificates

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

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

## Exchanging Certificates Through Combination and Recombination

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

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

## Interest Rates

During each interest accrual period, the fixed rate classes will bear interest at the applicable annual interest rates listed on the cover of this prospectus supplement or on Schedule 1.

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

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

| <u>Class</u> | <u>Initial<br/>Interest<br/>Rate</u> | <u>Maximum<br/>Interest<br/>Rate</u> | <u>Minimum<br/>Interest<br/>Rate</u> | <u>Formula for<br/>Calculation of<br/>Interest Rate(1)</u> |
|--------------|--------------------------------------|--------------------------------------|--------------------------------------|------------------------------------------------------------|
| CF .....     | 1.39813%                             | 7.000%                               | 0.95%                                | LIBOR + 95 basis points                                    |
| CS .....     | 14.00467%                            | 15.125%                              | 0.00%                                | 15.125% – (2.5 × LIBOR)                                    |

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

## Notional Classes

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

| <u>Class</u> |                                |
|--------------|--------------------------------|
| PI .....     | 30% of the C Class             |
| NI .....     | 25% of the A Class             |
| CF .....     | 21.428571375% of the C Class   |
| CS .....     | 8.571428625% of the C Class    |
| IN .....     | 40.6351167203% of the N Class* |

\* After the 38th interest accrual period, the notional principal balance of the IN 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)\*

| <u>Group 1 Classes</u> | <u>PSA Prepayment Assumption</u> |             |             |             |             |             |             |
|------------------------|----------------------------------|-------------|-------------|-------------|-------------|-------------|-------------|
|                        | <u>0%</u>                        | <u>100%</u> | <u>265%</u> | <u>300%</u> | <u>350%</u> | <u>525%</u> | <u>700%</u> |
| C, PI, CF and CS ..... | 15.5                             | 6.6         | 3.9         | 3.9         | 3.9         | 2.6         | 1.9         |
| ZP .....               | 24.7                             | 17.5        | 17.5        | 17.5        | 17.5        | 12.6        | 9.3         |
| Z .....                | 27.6                             | 19.6        | 12.1        | 7.1         | 1.3         | 0.3         | 0.2         |

  

| <u>Group 2 Classes</u> | <u>CPR Prepayment Assumption</u> |            |            |            |            |            |
|------------------------|----------------------------------|------------|------------|------------|------------|------------|
|                        | <u>0%</u>                        | <u>10%</u> | <u>15%</u> | <u>20%</u> | <u>35%</u> | <u>50%</u> |
| N .....                | 18.9                             | 7.9        | 5.7        | 4.3        | 2.3        | 1.5        |
| IN .....               | 3.2                              | 2.7        | 2.5        | 2.3        | 1.7        | 1.3        |

  

| <u>Group 3 Classes</u> | <u>PSA Prepayment Assumption</u> |             |             |             |             |
|------------------------|----------------------------------|-------------|-------------|-------------|-------------|
|                        | <u>0%</u>                        | <u>100%</u> | <u>215%</u> | <u>350%</u> | <u>500%</u> |
| A, NH, NE and NI ..... | 8.5                              | 4.2         | 3.3         | 2.6         | 2.0         |
| B .....                | 14.9                             | 9.7         | 9.5         | 9.0         | 8.0         |

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

## DESCRIPTION OF THE CERTIFICATES

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

### General

*Structure.* We will create the Fannie Mae REMIC Trust specified on the cover of this prospectus supplement (the “Trust”) pursuant to a trust agreement dated as of August 1, 2007 and a supplement thereto dated as of April 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:

- two groups of Fannie Mae Guaranteed Mortgage Pass-Through Certificates having fixed pass-through rates (the “Group 1 MBS” and “Group 3 MBS”), and
- certain Fannie Mae Guaranteed Mortgage Pass-Through Certificates having variable pass-through rates (the “Group 2 MBS” and, together with the Group 1 and Group 3 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 residential mortgage loans (the “Mortgage Loans”) having the characteristics described in this prospectus supplement.

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

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

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

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

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

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

### **The Group 1 and Group 3 MBS (Backed by Fixed-Rate Loans)**

The Group 1 and Group 3 MBS provide that principal and interest on the related Mortgage Loans are passed through monthly. The Mortgage Loans underlying the Group 1 and Group 3 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 MBS, and up to 15 years in the case of the Group 3 MBS.

For additional information, see “Summary—Group 1 and Group 3—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.

### **The Group 2 MBS (Backed by Hybrid ARM Loans)**

#### *General*

The Mortgage Loans underlying the Group 2 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 2 MBS provide that principal and interest on the Hybrid ARM Loans are passed through monthly, beginning in the month after we issue the Group 2 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 40% and 60% of the Hybrid ARM Loans (by principal balance at the Issue Date) represent accrued interest only for a period of up to five 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 approximately 92% 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 five years from origination (such rate, 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.

##### Prepayment Premiums

Approximately 56% of the Hybrid ARM Loans (by principal balance at the Issue Date) are subject to prepayment premiums if the borrower makes a full or partial prepayment during prepayment periods of 30, 36 or 60 months.

The prepayment premium is generally equal to either (x) 6 months' interest on that portion of all prepayments during any 12-month period in excess of 20% of the original principal amount of the loan or (y) 1% of the principal amount of the loan at the date of prepayment.

## Distributions of Interest

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

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

| <u>Delay Classes</u>                                   | <u>No-Delay Classes</u>                         |
|--------------------------------------------------------|-------------------------------------------------|
| Fixed Rate Classes and Weighted Average Coupon Classes | Floating Rate and Inverse Floating Rate Classes |

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

*Accrual Classes.* The ZP and Z Classes are Accrual Classes. Interest will accrue on the Accrual Classes at the applicable annual rates specified on the cover of this prospectus supplement. However, we will not pay any interest on the Accrual Classes. Instead, interest accrued on each Accrual Class will be added as principal to its principal balance on each Distribution Date. We will pay principal on the Accrual Classes as described under "*Distributions of Principal*" below.

*The N Class.* On each Distribution Date through and including the Distribution Date in June 2012, we will pay interest on the N Class at an annual rate equal to the *lesser of* (i) 3.475% and (ii) the weighted average of the then current MBS pass-through rates of the Group 2 MBS. On each Distribution Date after the Distribution Date in June 2012, we will pay interest on the N Class at an annual rate equal to the weighted average of the then current MBS pass-through rates of the Group 2 MBS. On the initial Distribution Date, we expect to pay interest on the N Class at an annual rate of approximately 3.475%

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

*The IN Class.* On each Distribution Date through and including the Distribution Date in June 2012, we will pay interest on the IN 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 2 MBS*over*
  - the interest payable on the N Class on that Distribution Date,

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

*multiplied by*

- 12

On the initial Distribution Date, we expect to pay interest on the IN Class calculated at an annual rate of approximately 5.82768%.

The notional principal balance of the IN Class will be equal to zero following the 38th interest accrual period. As a result, no distributions will be made on that Class following the Distribution Date in June 2012.

Our determination of the interest rate for the IN 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.

## 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 ZP Accrual Amount to C until retired, and thereafter to ZP.

} Accretion  
Directed  
Class and  
Accrual Class

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

} Accretion  
Directed/PAC  
Group and  
Accrual Class

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

1. To the Aggregate Group to its Planned Balance.

} PAC Group

2. To Z until retired.

} Support Class

3. To the Aggregate Group to zero.

} PAC Group

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

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

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

The “Aggregate Group” consists of the C and ZP Classes. On each Distribution Date, we will apply payments of principal of the Aggregate Group to C and ZP, 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 2*

The Group 2 Principal Distribution Amount to N until retired.

} Pass-Through  
Class

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

- *Group 3*

The Group 3 Principal Distribution Amount to A and B, in that order, until retired.

} Sequential  
Pay  
Classes

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

## Structuring Assumptions

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

- the Mortgage Loans underlying the Group 1 and Group 3 MBS have the original terms to maturity, remaining terms to maturity, loan ages and interest rates specified under “Summary—Group 1 and Group 3—Assumed Characteristics of the Underlying Mortgage Loans” in this prospectus supplement;
- 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 1.97875%;
- 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 April 30, 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 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 2 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 separate schedules 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 that shown below for the Aggregate Group.

| <u>Group</u>                     | <u>Structuring Range</u>  | <u>Initial Effective Range</u> |
|----------------------------------|---------------------------|--------------------------------|
| Aggregate Group Planned Balances | Between 265% and 350% PSA | Between 258% and 350% PSA      |

The Aggregate Group consists of the C and ZP Classes.

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 rate falls 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 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 and, where specified, to changes in the Index. We calculated the yields set forth in the tables by

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

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

We cannot assure you that

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

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

Loans prepay at the indicated constant percentages of PSA. Moreover, it is unlikely that

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

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

| <u>Class</u> | <u>% PSA</u> |
|--------------|--------------|
| PI . . . . . | 556%         |
| NI . . . . . | 471%         |

**For either 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 . . . . . | 12.00%        |
| NI . . . . . | 8.00%         |

\* 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>265%</u> | <u>300%</u> | <u>350%</u> | <u>525%</u> <u>700%</u> |
| Pre-Tax Yields to Maturity . . . | 35.7%                            | 31.2%       | 17.1%       | 17.1%       | 17.1%       | 2.9%    (14.9%)         |

#### **Sensitivity of the NI Class to Prepayments**

|                                  | <u>PSA Prepayment Assumption</u> |             |             |             |             |
|----------------------------------|----------------------------------|-------------|-------------|-------------|-------------|
|                                  | <u>50%</u>                       | <u>100%</u> | <u>215%</u> | <u>350%</u> | <u>500%</u> |
| Pre-Tax Yields to Maturity . . . | 35.6%                            | 31.9%       | 22.8%       | 11.3%       | (2.9%)      |

***The CF and CS Classes.*** The yields on the CF and CS Classes will be sensitive in varying degrees to the rate of principal payments, including prepayments, of the related Mortgage Loans and to the level of the Index. The related Mortgage Loans generally can be prepaid at any time without penalty. In addition, the rate of principal payments (including prepayments) of the Mortgage Loans is likely to vary, and may vary considerably, from

**pool to pool. As illustrated in the tables below, it is possible that investors in the CF and CS Classes would lose money on their initial investments under certain Index and prepayment scenarios.**

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

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

- the interest rates for the CF and CS Classes for the initial Interest Accrual Period are the rates listed in the table under “Summary—Interest Rates” in this prospectus supplement and for each following Interest Accrual Period will be based on the specified level of the Index, and
- the aggregate purchase prices of these Classes (expressed in each case as a percentage of original principal balance) are as follows:

| <u>Class</u> | <u>Price*</u> |
|--------------|---------------|
| CF .....     | 3.21875%      |
| CS .....     | 9.25000%      |

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

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

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

| <u>LIBOR</u>   | <u>PSA Prepayment Assumption</u> |             |             |             |             |             |             |
|----------------|----------------------------------|-------------|-------------|-------------|-------------|-------------|-------------|
|                | <u>50%</u>                       | <u>100%</u> | <u>265%</u> | <u>300%</u> | <u>350%</u> | <u>525%</u> | <u>700%</u> |
| 0.22000% ..... | 31.0%                            | 26.4%       | 12.5%       | 12.5%       | 12.5%       | (1.8)%      | (19.6)%     |
| 0.44813% ..... | 39.2%                            | 34.6%       | 20.4%       | 20.4%       | 20.4%       | 6.3%        | (11.4)%     |
| 2.44813% ..... | 115.8%                           | 110.5%      | 93.0%       | 93.0%       | 93.0%       | 80.1%       | 60.1%       |
| 4.44813% ..... | 204.0%                           | 197.4%      | 175.9%      | 175.9%      | 175.9%      | 163.8%      | 140.7%      |
| 6.05000% ..... | 283.6%                           | 275.9%      | 250.8%      | 250.8%      | 250.8%      | 239.3%      | 213.6%      |

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

| <u>LIBOR</u>   | <u>PSA Prepayment Assumption</u> |             |             |             |             |             |             |
|----------------|----------------------------------|-------------|-------------|-------------|-------------|-------------|-------------|
|                | <u>50%</u>                       | <u>100%</u> | <u>265%</u> | <u>300%</u> | <u>350%</u> | <u>525%</u> | <u>700%</u> |
| 0.22000% ..... | 206.1%                           | 199.6%      | 178.2%      | 178.2%      | 178.2%      | 166.2%      | 143.1%      |
| 0.44813% ..... | 196.2%                           | 189.8%      | 168.8%      | 168.8%      | 168.8%      | 156.8%      | 134.0%      |
| 2.44813% ..... | 114.9%                           | 109.5%      | 92.2%       | 92.2%       | 92.2%       | 79.4%       | 59.5%       |
| 4.44813% ..... | 43.1%                            | 38.5%       | 24.2%       | 24.2%       | 24.2%       | 10.3%       | (7.5)%      |
| 6.05000% ..... | *                                | *           | *           | *           | *           | *           | *           |

***The IN Class.* The yield on the IN Class will be very sensitive to the rate of principal payments, including prepayments, of the related Mortgage Loans. Approximately 44% of the Hybrid ARM Loans (by principal balance at the Issue Date) can be prepaid at any time without penalty; the remainder provide for the payment of prepayment premiums as**

described under “The Group 2 MBS (Backed by Hybrid ARM Loans)—Prepayment Premiums” above. 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 IN 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, and
- the priority sequences of distributions of principal of the Group 1 and Group 3 Classes.

See “—Distributions of Principal” above.

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

### Decrement Tables

The following tables indicate the percentages of original principal balances of the specified Classes that would be outstanding after each date shown at various constant PSA 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 Group 1 and Group 3 Class under 0% PSA, however, we assumed that the Mortgage Loans have the original and remaining terms to maturity and bear interest at the annual rates specified in the table below.

| <u>Mortgage Loans Backing<br/>Trust Assets Specified Below</u> | <u>Original and Remaining<br/>Terms to Maturity</u> | <u>Interest<br/>Rates</u> |
|----------------------------------------------------------------|-----------------------------------------------------|---------------------------|
| Group 1 MBS                                                    | 360 months                                          | 7.50%                     |
| Group 3 MBS                                                    | 180 months                                          | 6.50%                     |

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 or other specified characteristics 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                            | C, PI†, CF† and CS† Classes |      |      |      |      |      |      | ZP Class                  |      |      |      |      |      |      | Z Class                   |      |      |      |      |      |      |
|---------------------------------|-----------------------------|------|------|------|------|------|------|---------------------------|------|------|------|------|------|------|---------------------------|------|------|------|------|------|------|
|                                 | PSA Prepayment Assumption   |      |      |      |      |      |      | PSA Prepayment Assumption |      |      |      |      |      |      | PSA Prepayment Assumption |      |      |      |      |      |      |
|                                 | 0%                          | 100% | 265% | 300% | 350% | 525% | 700% | 0%                        | 100% | 265% | 300% | 350% | 525% | 700% | 0%                        | 100% | 265% | 300% | 350% | 525% | 700% |
| Initial Percent                 | 100                         | 100  | 100  | 100  | 100  | 100  | 100  | 100                       | 100  | 100  | 100  | 100  | 100  | 100  | 100                       | 100  | 100  | 100  | 100  | 100  | 100  |
| April 2010                      | 98                          | 91   | 80   | 80   | 80   | 75   | 63   | 105                       | 105  | 105  | 105  | 105  | 105  | 105  | 105                       | 105  | 100  | 80   | 51   | 0    | 0    |
| April 2011                      | 97                          | 82   | 64   | 64   | 64   | 50   | 35   | 110                       | 110  | 110  | 110  | 110  | 110  | 110  | 110                       | 110  | 100  | 67   | 22   | 0    | 0    |
| April 2012                      | 95                          | 73   | 50   | 50   | 50   | 33   | 19   | 116                       | 116  | 116  | 116  | 116  | 116  | 116  | 116                       | 116  | 100  | 60   | 6    | 0    | 0    |
| April 2013                      | 93                          | 65   | 39   | 39   | 39   | 22   | 10   | 122                       | 122  | 122  | 122  | 122  | 122  | 122  | 122                       | 122  | 100  | 57   | *    | 0    | 0    |
| April 2014                      | 90                          | 58   | 30   | 30   | 30   | 14   | 5    | 128                       | 128  | 128  | 128  | 128  | 128  | 128  | 128                       | 128  | 100  | 55   | *    | 0    | 0    |
| April 2015                      | 88                          | 51   | 22   | 22   | 22   | 9    | 2    | 135                       | 135  | 135  | 135  | 135  | 135  | 135  | 135                       | 135  | 94   | 52   | *    | 0    | 0    |
| April 2016                      | 86                          | 44   | 17   | 17   | 17   | 5    | 1    | 142                       | 142  | 142  | 142  | 142  | 142  | 142  | 142                       | 142  | 87   | 47   | *    | 0    | 0    |
| April 2017                      | 83                          | 37   | 12   | 12   | 12   | 3    | 0    | 149                       | 149  | 149  | 149  | 149  | 149  | 116  | 149                       | 149  | 79   | 42   | *    | 0    | 0    |
| April 2018                      | 80                          | 31   | 9    | 9    | 9    | 1    | 0    | 157                       | 157  | 157  | 157  | 157  | 157  | 65   | 157                       | 157  | 70   | 37   | *    | 0    | 0    |
| April 2019                      | 77                          | 25   | 6    | 6    | 6    | *    | 0    | 165                       | 165  | 165  | 165  | 165  | 165  | 36   | 165                       | 165  | 61   | 32   | *    | 0    | 0    |
| April 2020                      | 74                          | 20   | 4    | 4    | 4    | 0    | 0    | 173                       | 173  | 173  | 173  | 173  | 126  | 20   | 173                       | 173  | 52   | 27   | *    | 0    | 0    |
| April 2021                      | 70                          | 14   | 3    | 3    | 3    | 0    | 0    | 182                       | 182  | 182  | 182  | 182  | 82   | 11   | 182                       | 182  | 45   | 22   | *    | 0    | 0    |
| April 2022                      | 67                          | 9    | 1    | 1    | 1    | 0    | 0    | 191                       | 191  | 191  | 191  | 191  | 53   | 6    | 191                       | 191  | 37   | 19   | *    | 0    | 0    |
| April 2023                      | 63                          | 4    | 1    | 1    | 1    | 0    | 0    | 201                       | 201  | 201  | 201  | 201  | 34   | 3    | 201                       | 201  | 31   | 15   | *    | 0    | 0    |
| April 2024                      | 58                          | 0    | 0    | 0    | 0    | 0    | 0    | 211                       | 186  | 186  | 186  | 186  | 22   | 2    | 211                       | 206  | 25   | 12   | *    | 0    | 0    |
| April 2025                      | 54                          | 0    | 0    | 0    | 0    | 0    | 0    | 222                       | 136  | 136  | 136  | 136  | 14   | 1    | 222                       | 181  | 21   | 10   | *    | 0    | 0    |
| April 2026                      | 49                          | 0    | 0    | 0    | 0    | 0    | 0    | 234                       | 98   | 98   | 98   | 98   | 9    | 1    | 234                       | 158  | 16   | 8    | *    | 0    | 0    |
| April 2027                      | 44                          | 0    | 0    | 0    | 0    | 0    | 0    | 246                       | 70   | 70   | 70   | 70   | 5    | *    | 246                       | 135  | 13   | 6    | *    | 0    | 0    |
| April 2028                      | 38                          | 0    | 0    | 0    | 0    | 0    | 0    | 258                       | 49   | 49   | 49   | 49   | 3    | *    | 258                       | 113  | 10   | 4    | *    | 0    | 0    |
| April 2029                      | 32                          | 0    | 0    | 0    | 0    | 0    | 0    | 271                       | 33   | 33   | 33   | 33   | 2    | *    | 271                       | 92   | 7    | 3    | *    | 0    | 0    |
| April 2030                      | 26                          | 0    | 0    | 0    | 0    | 0    | 0    | 285                       | 22   | 22   | 22   | 22   | 1    | *    | 285                       | 72   | 5    | 2    | *    | 0    | 0    |
| April 2031                      | 19                          | 0    | 0    | 0    | 0    | 0    | 0    | 300                       | 14   | 14   | 14   | 14   | 1    | *    | 300                       | 54   | 4    | 2    | *    | 0    | 0    |
| April 2032                      | 12                          | 0    | 0    | 0    | 0    | 0    | 0    | 315                       | 8    | 8    | 8    | 8    | *    | *    | 315                       | 36   | 2    | 1    | *    | 0    | 0    |
| April 2033                      | 4                           | 0    | 0    | 0    | 0    | 0    | 0    | 331                       | 3    | 3    | 3    | 3    | *    | *    | 331                       | 19   | 1    | *    | *    | 0    | 0    |
| April 2034                      | 0                           | 0    | 0    | 0    | 0    | 0    | 0    | 1                         | 1    | 1    | 1    | 1    | *    | *    | 342                       | 4    | *    | *    | *    | 0    | 0    |
| April 2035                      | 0                           | 0    | 0    | 0    | 0    | 0    | 0    | 0                         | 0    | 0    | 0    | 0    | 0    | 0    | 283                       | 0    | 0    | 0    | 0    | 0    | 0    |
| April 2036                      | 0                           | 0    | 0    | 0    | 0    | 0    | 0    | 0                         | 0    | 0    | 0    | 0    | 0    | 0    | 220                       | 0    | 0    | 0    | 0    | 0    | 0    |
| April 2037                      | 0                           | 0    | 0    | 0    | 0    | 0    | 0    | 0                         | 0    | 0    | 0    | 0    | 0    | 0    | 152                       | 0    | 0    | 0    | 0    | 0    | 0    |
| April 2038                      | 0                           | 0    | 0    | 0    | 0    | 0    | 0    | 0                         | 0    | 0    | 0    | 0    | 0    | 0    | 79                        | 0    | 0    | 0    | 0    | 0    | 0    |
| April 2039                      | 0                           | 0    | 0    | 0    | 0    | 0    | 0    | 0                         | 0    | 0    | 0    | 0    | 0    | 0    | 0                         | 0    | 0    | 0    | 0    | 0    | 0    |
| Weighted Average Life (years)** | 15.5                        | 6.6  | 3.9  | 3.9  | 3.9  | 2.6  | 1.9  | 24.7                      | 17.5 | 17.5 | 17.5 | 17.5 | 12.6 | 9.3  | 27.6                      | 19.6 | 12.1 | 7.1  | 1.3  | 0.3  | 0.2  |

| Date                            | N Class                   |     |     |     |     |     | IN† Class                 |     |     |     |     |     |
|---------------------------------|---------------------------|-----|-----|-----|-----|-----|---------------------------|-----|-----|-----|-----|-----|
|                                 | CPR Prepayment Assumption |     |     |     |     |     | CPR Prepayment Assumption |     |     |     |     |     |
|                                 | 0%                        | 10% | 15% | 20% | 35% | 50% | 0%                        | 10% | 15% | 20% | 35% | 50% |
| Initial Percent                 | 100                       | 100 | 100 | 100 | 100 | 100 | 100                       | 100 | 100 | 100 | 100 | 100 |
| April 2010                      | 100                       | 90  | 85  | 80  | 65  | 50  | 100                       | 90  | 85  | 80  | 65  | 50  |
| April 2011                      | 100                       | 81  | 72  | 64  | 42  | 25  | 100                       | 81  | 72  | 64  | 42  | 25  |
| April 2012                      | 100                       | 73  | 61  | 51  | 27  | 12  | 100                       | 73  | 61  | 51  | 27  | 12  |
| April 2013                      | 100                       | 65  | 52  | 41  | 18  | 6   | 0                         | 0   | 0   | 0   | 0   | 0   |
| April 2014                      | 99                        | 58  | 44  | 32  | 11  | 3   | 0                         | 0   | 0   | 0   | 0   | 0   |
| April 2015                      | 98                        | 52  | 37  | 26  | 7   | 2   | 0                         | 0   | 0   | 0   | 0   | 0   |
| April 2016                      | 98                        | 47  | 31  | 20  | 5   | 1   | 0                         | 0   | 0   | 0   | 0   | 0   |
| April 2017                      | 95                        | 41  | 26  | 16  | 3   | *   | 0                         | 0   | 0   | 0   | 0   | 0   |
| April 2018                      | 92                        | 36  | 21  | 12  | 2   | *   | 0                         | 0   | 0   | 0   | 0   | 0   |
| April 2019                      | 89                        | 31  | 17  | 10  | 1   | *   | 0                         | 0   | 0   | 0   | 0   | 0   |
| April 2020                      | 85                        | 27  | 14  | 7   | 1   | *   | 0                         | 0   | 0   | 0   | 0   | 0   |
| April 2021                      | 82                        | 23  | 12  | 6   | *   | *   | 0                         | 0   | 0   | 0   | 0   | 0   |
| April 2022                      | 78                        | 20  | 9   | 4   | *   | *   | 0                         | 0   | 0   | 0   | 0   | 0   |
| April 2023                      | 75                        | 17  | 8   | 3   | *   | *   | 0                         | 0   | 0   | 0   | 0   | 0   |
| April 2024                      | 71                        | 15  | 6   | 2   | *   | *   | 0                         | 0   | 0   | 0   | 0   | 0   |
| April 2025                      | 67                        | 12  | 5   | 2   | *   | *   | 0                         | 0   | 0   | 0   | 0   | 0   |
| April 2026                      | 62                        | 10  | 4   | 1   | *   | *   | 0                         | 0   | 0   | 0   | 0   | 0   |
| April 2027                      | 58                        | 9   | 3   | 1   | *   | *   | 0                         | 0   | 0   | 0   | 0   | 0   |
| April 2028                      | 53                        | 7   | 2   | 1   | *   | *   | 0                         | 0   | 0   | 0   | 0   | 0   |
| April 2029                      | 48                        | 6   | 2   | 1   | *   | *   | 0                         | 0   | 0   | 0   | 0   | 0   |
| April 2030                      | 43                        | 5   | 1   | *   | *   | *   | 0                         | 0   | 0   | 0   | 0   | 0   |
| April 2031                      | 38                        | 4   | 1   | *   | *   | *   | 0                         | 0   | 0   | 0   | 0   | 0   |
| April 2032                      | 32                        | 3   | 1   | *   | *   | *   | 0                         | 0   | 0   | 0   | 0   | 0   |
| April 2033                      | 27                        | 2   | 1   | *   | *   | *   | 0                         | 0   | 0   | 0   | 0   | 0   |
| April 2034                      | 21                        | 1   | *   | *   | *   | 0   | 0                         | 0   | 0   | 0   | 0   | 0   |
| April 2035                      | 14                        | 1   | *   | *   | *   | 0   | 0                         | 0   | 0   | 0   | 0   | 0   |
| April 2036                      | 8                         | *   | *   | *   | *   | 0   | 0                         | 0   | 0   | 0   | 0   | 0   |
| April 2037                      | 1                         | *   | *   | *   | *   | 0   | 0                         | 0   | 0   | 0   | 0   | 0   |
| April 2038                      | 0                         | 0   | 0   | 0   | 0   | 0   | 0                         | 0   | 0   | 0   | 0   | 0   |
| April 2039                      | 0                         | 0   | 0   | 0   | 0   | 0   | 0                         | 0   | 0   | 0   | 0   | 0   |
| Weighted Average Life (years)** | 18.9                      | 7.9 | 5.7 | 4.3 | 2.3 | 1.5 | 3.2                       | 2.7 | 2.5 | 2.3 | 1.7 | 1.3 |

\* 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                                         | A, NH, NE and NI† Classes |      |      |      |      | B Class                   |      |      |      |      |
|----------------------------------------------|---------------------------|------|------|------|------|---------------------------|------|------|------|------|
|                                              | PSA Prepayment Assumption |      |      |      |      | PSA Prepayment Assumption |      |      |      |      |
|                                              | 0%                        | 100% | 215% | 350% | 500% | 0%                        | 100% | 215% | 350% | 500% |
| Initial Percent . . . . .                    | 100                       | 100  | 100  | 100  | 100  | 100                       | 100  | 100  | 100  | 100  |
| April 2010 . . . . .                         | 96                        | 86   | 79   | 72   | 63   | 100                       | 100  | 100  | 100  | 100  |
| April 2011 . . . . .                         | 91                        | 73   | 62   | 51   | 39   | 100                       | 100  | 100  | 100  | 100  |
| April 2012 . . . . .                         | 87                        | 61   | 48   | 35   | 23   | 100                       | 100  | 100  | 100  | 100  |
| April 2013 . . . . .                         | 81                        | 49   | 36   | 23   | 13   | 100                       | 100  | 100  | 100  | 100  |
| April 2014 . . . . .                         | 76                        | 39   | 25   | 14   | 6    | 100                       | 100  | 100  | 100  | 100  |
| April 2015 . . . . .                         | 70                        | 29   | 17   | 8    | 2    | 100                       | 100  | 100  | 100  | 100  |
| April 2016 . . . . .                         | 64                        | 20   | 10   | 4    | 0    | 100                       | 100  | 100  | 100  | 94   |
| April 2017 . . . . .                         | 57                        | 11   | 5    | 1    | 0    | 100                       | 100  | 100  | 100  | 44   |
| April 2018 . . . . .                         | 50                        | 4    | *    | 0    | 0    | 100                       | 100  | 100  | 45   | 15   |
| April 2019 . . . . .                         | 43                        | 0    | 0    | 0    | 0    | 100                       | 0    | 0    | 0    | 0    |
| April 2020 . . . . .                         | 35                        | 0    | 0    | 0    | 0    | 100                       | 0    | 0    | 0    | 0    |
| April 2021 . . . . .                         | 26                        | 0    | 0    | 0    | 0    | 100                       | 0    | 0    | 0    | 0    |
| April 2022 . . . . .                         | 17                        | 0    | 0    | 0    | 0    | 100                       | 0    | 0    | 0    | 0    |
| April 2023 . . . . .                         | 7                         | 0    | 0    | 0    | 0    | 100                       | 0    | 0    | 0    | 0    |
| April 2024 . . . . .                         | 0                         | 0    | 0    | 0    | 0    | 0                         | 0    | 0    | 0    | 0    |
| Weighted Average<br>Life (years)** . . . . . | 8.5                       | 4.2  | 3.3  | 2.6  | 2.0  | 14.9                      | 9.7  | 9.5  | 9.0  | 8.0  |

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

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

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

## Characteristics of the Residual Classes

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

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

## CERTAIN ADDITIONAL FEDERAL INCOME TAX CONSEQUENCES

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

## U.S. Treasury Circular 230 Notice

The tax discussions contained in the REMIC Prospectus (including the sections entitled “Material Federal Income Tax Consequences” and “ERISA Considerations”) and this prospectus supplement were not intended or written to be used, and cannot be used, for the purpose of avoiding United

States federal tax penalties. These discussions were written to support the promotion or marketing of the transactions or matters addressed in this prospectus supplement. You should seek advice based on your particular circumstances from an independent tax advisor.

## **REMIC Elections and Special Tax Attributes**

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

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

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

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

| <u>Group</u> | <u>Prepayment Assumption</u> |
|--------------|------------------------------|
| 1            | 300% PSA                     |
| 2            | 15% CPR                      |
| 3            | 215% PSA                     |

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

## **Taxation of Beneficial Owners of Residual Certificates**

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

## **Taxation of Beneficial Owners of RCR Certificates**

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

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

## **PLAN OF DISTRIBUTION**

We are obligated to deliver the Certificates to Goldman Sachs & Co. (the “Dealer”) in exchange for the 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 also provide legal representation for the Dealer.

**Assumed Characteristics of the Mortgage Loans Underlying the Group 2 MBS**  
**(As of April 1, 2009)**

| Issue Date      | Weighted<br>Average<br>Net<br>Mortgage<br>Rate* (%) | Weighted<br>Average<br>Mortgage<br>Rate (%) | Weighted<br>Average<br>Original<br>Term<br>(in Months) | Weighted<br>Average<br>Remaining<br>Term to<br>Maturity<br>(in Months)<br>("WARMT") | Weighted<br>Average<br>Loan Age<br>(in Months)<br>("WALA") | Weighted<br>Average<br>Margin (%) | Weighted<br>Average<br>Initial<br>Reset<br>Cap (%) | Weighted<br>Average<br>Periodic<br>Rate<br>Cap (%) | Weighted<br>Average<br>Lifetime<br>Rate<br>Floor (%) | Weighted<br>Average<br>Months<br>to Rate<br>Change | Rate<br>Reset<br>Frequency<br>(in Months) | Payment<br>Reset<br>Frequency<br>(in Months) | Weighted<br>Average<br>Remaining<br>Interest<br>Only<br>Periods<br>(in Months) | Index**          |
|-----------------|-----------------------------------------------------|---------------------------------------------|--------------------------------------------------------|-------------------------------------------------------------------------------------|------------------------------------------------------------|-----------------------------------|----------------------------------------------------|----------------------------------------------------|------------------------------------------------------|----------------------------------------------------|-------------------------------------------|----------------------------------------------|--------------------------------------------------------------------------------|------------------|
| \$63,802,642.11 | 5.815                                               | 6.527                                       | 360                                                    | 337                                                                                 | 23                                                         | 2.288                             | 5.000                                              | 2.000                                              | 11.5271                                              | 2.288                                              | 12                                        | 12                                           | 83                                                                             | WSJ 1-YEAR LIBOR |
| 8,019,716.85    | 5.886                                               | 6.366                                       | 360                                                    | 341                                                                                 | 19                                                         | 2.252                             | 5.000                                              | 2.000                                              | 11.3655                                              | 2.252                                              | 12                                        | 12                                           | 101                                                                            | WSJ 1-YEAR LIBOR |
| 23,382,346.05   | 5.905                                               | 6.478                                       | 360                                                    | 339                                                                                 | 21                                                         | 2.250                             | 5.000                                              | 2.000                                              | 11.4777                                              | 2.250                                              | 12                                        | 12                                           | 39                                                                             | 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    |                   |                  |                   |                   |               |                  |              |                         |
| PI                 | \$240,000,000(3)  | CF               | \$171,428,571(3)  | NTL               | (4)           | FLT/IO           | 31397NE92    | November 2038           |
|                    |                   | CS               | 68,571,429(3)     | NTL               | (4)           | INV/IO           | 31397NF26    | November 2038           |
| Recombination 2    |                   |                  |                   |                   |               |                  |              |                         |
| A                  | 125,000,000       | NE               | 125,000,000       | SEQ               | 3.0%          | FIX              | 31397NF42    | February 2024           |
|                    |                   | NI               | 31,250,000(3)     | NTL               | 4.0           | FIX/IO           | 31397NF59    | February 2024           |
| Recombination 3    |                   |                  |                   |                   |               |                  |              |                         |
| A                  | 125,000,000       | NH               | 125,000,000       | SEQ               | 3.5           | FIX              | 31397NF34    | February 2024           |
|                    |                   | NI               | 15,625,000(3)     | NTL               | 4.0           | FIX/IO           | 31397NF59    | February 2024           |

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

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

(3) Notional balances. These Classes are Interest Only Classes. See page S-8 for a description of how their notional balances are calculated.

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

## 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 . . . .  | \$808,080,800.00       | August 2013 . . . . .    | \$295,018,515.15       | December 2017 . . . .    | \$ 92,971,031.83       |
| May 2009 . . . . .       | 793,831,031.41         | September 2013 . . .     | 288,663,525.56         | January 2018 . . . . .   | 90,881,078.48          |
| June 2009 . . . . .      | 779,798,720.84         | October 2013 . . . . .   | 282,441,371.18         | February 2018 . . . . .  | 88,835,989.09          |
| July 2009 . . . . .      | 765,980,622.33         | November 2013 . . . .    | 276,349,330.25         | March 2018 . . . . .     | 86,834,828.00          |
| August 2009 . . . . .    | 752,373,537.69         | December 2013 . . . .    | 270,384,735.97         | April 2018 . . . . .     | 84,876,678.69          |
| September 2009 . . .     | 738,974,315.81         | January 2014 . . . . .   | 264,544,975.48         | May 2018 . . . . .       | 82,960,643.38          |
| October 2009 . . . . .   | 725,779,851.99         | February 2014 . . . . .  | 258,827,488.73         | June 2018 . . . . .      | 81,085,842.69          |
| November 2009 . . . .    | 712,787,087.26         | March 2014 . . . . .     | 253,229,767.44         | July 2018 . . . . .      | 79,251,415.23          |
| December 2009 . . . .    | 699,993,007.70         | April 2014 . . . . .     | 247,749,354.07         | August 2018 . . . . .    | 77,456,517.26          |
| January 2010 . . . . .   | 687,394,643.78         | May 2014 . . . . .       | 242,383,840.80         | September 2018 . . .     | 75,700,322.32          |
| February 2010 . . . .    | 674,989,069.73         | June 2014 . . . . .      | 237,130,868.51         | October 2018 . . . . .   | 73,982,020.90          |
| March 2010 . . . . .     | 662,773,402.89         | July 2014 . . . . .      | 231,988,125.84         | November 2018 . . . .    | 72,300,820.07          |
| April 2010 . . . . .     | 650,744,803.07         | August 2014 . . . . .    | 226,953,348.22         | December 2018 . . . .    | 70,655,943.15          |
| May 2010 . . . . .       | 638,900,471.97         | September 2014 . . .     | 222,024,316.93         | January 2019 . . . . .   | 69,046,629.43          |
| June 2010 . . . . .      | 627,237,652.50         | October 2014 . . . . .   | 217,198,858.17         | February 2019 . . . . .  | 67,472,133.76          |
| July 2010 . . . . .      | 615,753,628.26         | November 2014 . . . .    | 212,474,842.20         | March 2019 . . . . .     | 65,931,726.31          |
| August 2010 . . . . .    | 604,445,722.88         | December 2014 . . . .    | 207,850,182.39         | April 2019 . . . . .     | 64,424,692.24          |
| September 2010 . . .     | 593,311,299.47         | January 2015 . . . . .   | 203,322,834.43         | May 2019 . . . . .       | 62,950,331.36          |
| October 2010 . . . . .   | 582,347,760.02         | February 2015 . . . . .  | 198,890,795.42         | June 2019 . . . . .      | 61,507,957.88          |
| November 2010 . . . .    | 571,552,544.85         | March 2015 . . . . .     | 194,552,103.09         | July 2019 . . . . .      | 60,096,900.11          |
| December 2010 . . . .    | 560,923,132.07         | April 2015 . . . . .     | 190,304,834.93         | August 2019 . . . . .    | 58,716,500.16          |
| January 2011 . . . . .   | 550,457,036.97         | May 2015 . . . . .       | 186,147,107.46         | September 2019 . . .     | 57,366,113.64          |
| February 2011 . . . .    | 540,151,811.51         | June 2015 . . . . .      | 182,077,075.37         | October 2019 . . . . .   | 56,045,109.46          |
| March 2011 . . . . .     | 530,005,043.82         | July 2015 . . . . .      | 178,092,930.82         | November 2019 . . . .    | 54,752,869.48          |
| April 2011 . . . . .     | 520,014,357.59         | August 2015 . . . . .    | 174,192,902.65         | December 2019 . . . .    | 53,488,788.28          |
| May 2011 . . . . .       | 510,177,411.63         | September 2015 . . .     | 170,375,255.67         | January 2020 . . . . .   | 52,252,272.93          |
| June 2011 . . . . .      | 500,491,899.31         | October 2015 . . . . .   | 166,638,289.91         | February 2020 . . . . .  | 51,042,742.68          |
| July 2011 . . . . .      | 490,955,548.05         | November 2015 . . . .    | 162,980,339.92         | March 2020 . . . . .     | 49,859,628.76          |
| August 2011 . . . . .    | 481,566,118.87         | December 2015 . . . .    | 159,399,774.10         | April 2020 . . . . .     | 48,702,374.11          |
| September 2011 . . .     | 472,321,405.85         | January 2016 . . . . .   | 155,894,993.99         | May 2020 . . . . .       | 47,570,433.16          |
| October 2011 . . . . .   | 463,219,235.66         | February 2016 . . . . .  | 152,464,433.63         | June 2020 . . . . .      | 46,463,271.59          |
| November 2011 . . . .    | 454,257,467.11         | March 2016 . . . . .     | 149,106,558.88         | July 2020 . . . . .      | 45,380,366.09          |
| December 2011 . . . .    | 445,433,990.62         | April 2016 . . . . .     | 145,819,866.79         | August 2020 . . . . .    | 44,321,204.16          |
| January 2012 . . . . .   | 436,746,727.83         | May 2016 . . . . .       | 142,602,885.00         | September 2020 . . .     | 43,285,283.87          |
| February 2012 . . . .    | 428,193,631.11         | June 2016 . . . . .      | 139,454,171.08         | October 2020 . . . . .   | 42,272,113.65          |
| March 2012 . . . . .     | 419,772,683.07         | July 2016 . . . . .      | 136,372,311.97         | November 2020 . . . .    | 41,281,212.08          |
| April 2012 . . . . .     | 411,481,896.19         | August 2016 . . . . .    | 133,355,923.35         | December 2020 . . . .    | 40,312,107.71          |
| May 2012 . . . . .       | 403,319,312.35         | September 2016 . . .     | 130,403,649.10         | January 2021 . . . . .   | 39,364,338.81          |
| June 2012 . . . . .      | 395,283,002.38         | October 2016 . . . . .   | 127,514,160.71         | February 2021 . . . . .  | 38,437,453.19          |
| July 2012 . . . . .      | 387,371,065.67         | November 2016 . . . .    | 124,686,156.71         | March 2021 . . . . .     | 37,531,008.04          |
| August 2012 . . . . .    | 379,581,629.72         | December 2016 . . . .    | 121,918,362.17         | April 2021 . . . . .     | 36,644,569.68          |
| September 2012 . . .     | 371,912,849.78         | January 2017 . . . . .   | 119,209,528.14         | May 2021 . . . . .       | 35,777,713.44          |
| October 2012 . . . . .   | 364,362,908.37         | February 2017 . . . . .  | 116,558,431.10         | June 2021 . . . . .      | 34,930,023.40          |
| November 2012 . . . .    | 356,930,014.95         | March 2017 . . . . .     | 113,963,872.51         | July 2021 . . . . .      | 34,101,092.29          |
| December 2012 . . . .    | 349,612,405.48         | April 2017 . . . . .     | 111,424,678.26         | August 2021 . . . . .    | 33,290,521.25          |
| January 2013 . . . . .   | 342,408,342.04         | May 2017 . . . . .       | 108,939,698.17         | September 2021 . . .     | 32,497,919.72          |
| February 2013 . . . .    | 335,316,112.47         | June 2017 . . . . .      | 106,507,805.56         | October 2021 . . . . .   | 31,722,905.20          |
| March 2013 . . . . .     | 328,334,029.98         | July 2017 . . . . .      | 104,127,896.73         | November 2021 . . . .    | 30,965,103.14          |
| April 2013 . . . . .     | 321,460,432.77         | August 2017 . . . . .    | 101,798,890.51         | December 2021 . . . .    | 30,224,146.78          |
| May 2013 . . . . .       | 314,693,683.66         | September 2017 . . .     | 99,519,727.82          | January 2022 . . . . .   | 29,499,676.93          |
| June 2013 . . . . .      | 308,032,169.76         | October 2017 . . . . .   | 97,289,371.18          | February 2022 . . . . .  | 28,791,341.90          |
| July 2013 . . . . .      | 301,474,302.06         | November 2017 . . . .    | 95,106,804.35          | March 2022 . . . . .     | 28,098,797.27          |

# **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> |
|--------------------------|------------------------|--------------------------|------------------------|---------------------------------------|------------------------|
| April 2022 . . . . .     | \$ 27,421,705.81       | June 2026 . . . . .      | \$ 7,517,136.19        | August 2030 . . . . .                 | \$ 1,519,686.74        |
| May 2022 . . . . .       | 26,759,737.26          | July 2026 . . . . .      | 7,310,398.04           | September 2030 . . .                  | 1,461,641.10           |
| June 2022 . . . . .      | 26,112,568.28          | August 2026 . . . . .    | 7,108,586.51           | October 2030 . . . . .                | 1,405,150.62           |
| July 2022 . . . . .      | 25,479,882.20          | September 2026 . . .     | 6,911,592.22           | November 2030 . . . .                 | 1,350,178.68           |
| August 2022 . . . . .    | 24,861,368.99          | October 2026 . . . . .   | 6,719,308.14           | December 2030 . . . .                 | 1,296,689.46           |
| September 2022 . . .     | 24,256,725.03          | November 2026 . . . .    | 6,531,629.50           | January 2031 . . . . .                | 1,244,647.94           |
| October 2022 . . . . .   | 23,665,653.05          | December 2026 . . . .    | 6,348,453.78           | February 2031 . . . . .               | 1,194,019.86           |
| November 2022 . . . .    | 23,087,861.98          | January 2027 . . . . .   | 6,169,680.64           | March 2031 . . . . .                  | 1,144,771.73           |
| December 2022 . . . .    | 22,523,066.80          | February 2027 . . . . .  | 5,995,211.88           | April 2031 . . . . .                  | 1,096,870.80           |
| January 2023 . . . . .   | 21,970,988.43          | March 2027 . . . . .     | 5,824,951.42           | May 2031 . . . . .                    | 1,050,285.04           |
| February 2023 . . . . .  | 21,431,353.63          | April 2027 . . . . .     | 5,658,805.20           | June 2031 . . . . .                   | 1,004,983.14           |
| March 2023 . . . . .     | 20,903,894.85          | May 2027 . . . . .       | 5,496,681.20           | July 2031 . . . . .                   | 960,934.47             |
| April 2023 . . . . .     | 20,388,350.13          | June 2027 . . . . .      | 5,338,489.35           | August 2031 . . . . .                 | 918,109.08             |
| May 2023 . . . . .       | 19,884,462.97          | July 2027 . . . . .      | 5,184,141.53           | September 2031 . . .                  | 876,477.71             |
| June 2023 . . . . .      | 19,391,982.25          | August 2027 . . . . .    | 5,033,551.48           | October 2031 . . . . .                | 836,011.72             |
| July 2023 . . . . .      | 18,910,662.08          | September 2027 . . .     | 4,886,634.81           | November 2031 . . . .                 | 796,683.13             |
| August 2023 . . . . .    | 18,440,261.72          | October 2027 . . . . .   | 4,743,308.94           | December 2031 . . . .                 | 758,464.58             |
| September 2023 . . .     | 17,980,545.47          | November 2027 . . . .    | 4,603,493.06           | January 2032 . . . . .                | 721,329.31             |
| October 2023 . . . . .   | 17,531,282.57          | December 2027 . . . .    | 4,467,108.08           | February 2032 . . . . .               | 685,251.16             |
| November 2023 . . . .    | 17,092,247.06          | January 2028 . . . . .   | 4,334,076.64           | March 2032 . . . . .                  | 650,204.58             |
| December 2023 . . . .    | 16,663,217.76          | February 2028 . . . . .  | 4,204,323.03           | April 2032 . . . . .                  | 616,164.55             |
| January 2024 . . . . .   | 16,243,978.08          | March 2028 . . . . .     | 4,077,773.15           | May 2032 . . . . .                    | 583,106.64             |
| February 2024 . . . . .  | 15,834,316.00          | April 2028 . . . . .     | 3,954,354.52           | June 2032 . . . . .                   | 551,006.96             |
| March 2024 . . . . .     | 15,434,023.94          | May 2028 . . . . .       | 3,833,996.23           | July 2032 . . . . .                   | 519,842.16             |
| April 2024 . . . . .     | 15,042,898.67          | June 2028 . . . . .      | 3,716,628.87           | August 2032 . . . . .                 | 489,589.40             |
| May 2024 . . . . .       | 14,660,741.24          | July 2028 . . . . .      | 3,602,184.54           | September 2032 . . .                  | 460,226.38             |
| June 2024 . . . . .      | 14,287,356.87          | August 2028 . . . . .    | 3,490,596.82           | October 2032 . . . . .                | 431,731.27             |
| July 2024 . . . . .      | 13,922,554.86          | September 2028 . . .     | 3,381,800.70           | November 2032 . . . .                 | 404,082.76             |
| August 2024 . . . . .    | 13,566,148.55          | October 2028 . . . . .   | 3,275,732.61           | December 2032 . . . .                 | 377,260.01             |
| September 2024 . . .     | 13,217,955.17          | November 2028 . . . .    | 3,172,330.31           | January 2033 . . . . .                | 351,242.65             |
| October 2024 . . . . .   | 12,877,795.84          | December 2028 . . . .    | 3,071,532.95           | February 2033 . . . . .               | 326,010.76             |
| November 2024 . . . .    | 12,545,495.40          | January 2029 . . . . .   | 2,973,280.97           | March 2033 . . . . .                  | 301,544.89             |
| December 2024 . . . .    | 12,220,882.41          | February 2029 . . . . .  | 2,877,516.12           | April 2033 . . . . .                  | 277,826.03             |
| January 2025 . . . . .   | 11,903,789.02          | March 2029 . . . . .     | 2,784,181.40           | May 2033 . . . . .                    | 254,835.59             |
| February 2025 . . . . .  | 11,594,050.95          | April 2029 . . . . .     | 2,693,221.05           | June 2033 . . . . .                   | 232,555.39             |
| March 2025 . . . . .     | 11,291,507.36          | May 2029 . . . . .       | 2,604,580.54           | July 2033 . . . . .                   | 210,967.71             |
| April 2025 . . . . .     | 10,996,000.81          | June 2029 . . . . .      | 2,518,206.50           | August 2033 . . . . .                 | 190,055.18             |
| May 2025 . . . . .       | 10,707,377.18          | July 2029 . . . . .      | 2,434,046.73           | September 2033 . . .                  | 169,800.86             |
| June 2025 . . . . .      | 10,425,485.61          | August 2029 . . . . .    | 2,352,050.18           | October 2033 . . . . .                | 150,188.18             |
| July 2025 . . . . .      | 10,150,178.44          | September 2029 . . .     | 2,272,166.89           | November 2033 . . . .                 | 131,200.96             |
| August 2025 . . . . .    | 9,881,311.12           | October 2029 . . . . .   | 2,194,348.01           | December 2033 . . . .                 | 112,823.38             |
| September 2025 . . .     | 9,618,742.15           | November 2029 . . . .    | 2,118,545.74           | January 2034 . . . . .                | 95,039.99              |
| October 2025 . . . . .   | 9,362,333.05           | December 2029 . . . .    | 2,044,713.33           | February 2034 . . . . .               | 77,835.69              |
| November 2025 . . . .    | 9,111,948.24           | January 2030 . . . . .   | 1,972,805.06           | March 2034 . . . . .                  | 61,195.72              |
| December 2025 . . . .    | 8,867,455.04           | February 2030 . . . . .  | 1,902,776.20           | April 2034 . . . . .                  | 45,105.69              |
| January 2026 . . . . .   | 8,628,723.57           | March 2030 . . . . .     | 1,834,583.00           | May 2034 . . . . .                    | 29,551.50              |
| February 2026 . . . . .  | 8,395,626.71           | April 2030 . . . . .     | 1,768,182.67           | June 2034 . . . . .                   | 14,519.39              |
| March 2026 . . . . .     | 8,168,040.04           | May 2030 . . . . .       | 1,703,533.37           | July 2034 and<br>thereafter . . . . . | 0.00                   |
| April 2026 . . . . .     | 7,945,841.77           | June 2030 . . . . .      | 1,640,594.16           |                                       |                        |
| May 2026 . . . . .       | 7,728,912.71           | July 2030 . . . . .      | 1,579,325.00           |                                       |                        |

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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.

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**\$1,124,017,351**



**Guaranteed REMIC  
Pass-Through Certificates  
Fannie Mae REMIC Trust 2009-31**

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**PROSPECTUS SUPPLEMENT**

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**Goldman Sachs & Co.**

**April 23, 2009**

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