

\$317,386,602



FannieMae®

**Guaranteed REMIC Pass-Through Certificates
Fannie Mae REMIC Trust 2009-43**

The Certificates

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

Payments to Certificateholders

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

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

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

The Fannie Mae Guaranty

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

The Trust and its Assets

The trust will own Fannie Mae MBS.

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

Class	Group	Original Class Balance	Principal Type(1)	Interest Rate	Interest Type(1)	CUSIP Number	Final Distribution Date
AD(2)	1	\$14,606,077	SEQ	4.5%	FIX	31397N3D5	June 2037
AE(2)	1	3,178,825	SEQ	4.5	FIX	31397N3E3	June 2039
FW(2)	1	71,139,605	PT	(3)	FLT	31397N3F0	June 2039
SA	1	71,139,605(4)	NTL	(3)	INV/IO	31397N3G8	June 2039
BD(2)	2	5,925,492	SEQ	4.5	FIX	31397N3H6	June 2037
BE(2)	2	1,289,607	SEQ	4.5	FIX	31397N3J2	June 2039
FY(2)	2	28,860,395	PT	(3)	FLT	31397N3K9	June 2039
SB	2	28,860,395(4)	NTL	(3)	INV/IO	31397N3L7	June 2039
IC	3	3,333,333(4)	NTL	4.5	FIX/IO	31397N3M5	February 2024
CA	3	30,000,000	SEQ	4.0	FIX	31397N3N3	February 2024
CB	3	1,103,309	SEQ	4.5	FIX	31397N3P8	June 2024
GJ	4	88,521,728	PT	4.0	FIX	31397N3Q6	June 2024
GI	4	9,835,747(4)	NTL	4.5	FIX/IO	31397N3R4	June 2024
ED	5	62,238,592	SEQ/AD	4.5	FIX	31397N3S2	January 2037
EI	5	11,316,107(4)	NTL	5.5	FIX/IO	31397N3T0	January 2037
EZ	5	10,522,972	SEQ	5.5	FIX/Z	31397N3U7	June 2049
R		0	NPR	0	NPR	31397N3V5	June 2049
RL		0	NPR	0	NPR	31397N3W3	June 2049

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

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

If you own certificates of certain classes, you can exchange them for certificates of the corresponding RCR classes to be delivered at the time of exchange. The A, AG, IA, AH, B, BG, IB, BH, AB, DA, DC, DG, ID, DH and FA 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 May 29, 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.

Credit Suisse

The date of this Prospectus Supplement is May 21, 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.

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

Credit Suisse Securities (USA) LLC
Prospectus Department
11 Madison Avenue
New York, NY 10010-3629
(telephone 212-325-2580).

RECENT DEVELOPMENTS

The Regulatory Reform Act, which became effective on July 30, 2008, established the Federal Housing Finance Agency, or FHFA, as an independent agency with general supervisory and regulatory authority over Fannie Mae, Freddie Mac and the 12 Federal Home Loan Banks. FHFA assumed the duties of our former regulators, the Office of Federal Housing Enterprise Oversight and the U.S. Department of Housing and Urban Development, or HUD, with respect to safety, soundness and mission oversight of Fannie Mae and Freddie Mac. HUD remains our regulator with respect to fair lending matters.

On September 6, 2008, the Director of FHFA placed Fannie Mae into conservatorship and appointed FHFA as the conservator. Upon its appointment, FHFA immediately succeeded to all of our rights, titles, powers and privileges and those of any stockholder, officer, or director of Fannie Mae with respect to us and our assets. The conservator has the authority to take over our assets and operate our business with all the powers of our stockholders, directors and officers, and to conduct all business of the company. Under the Regulatory Reform Act, FHFA, as conservator, may take “such action as may be necessary to put the regulated entity in a sound and solvent condition.” We have no control over FHFA’s actions or the actions it may direct us to take. The conservatorship has no specified termination date; we do not know when or how it will be terminated. In addition, our board of directors does not have any duties to any person or entity except to the conservator. Accordingly, our board of directors is not obligated to consider the interests of Fannie Mae or the holders of the Certificates unless specifically directed to do so by the conservator.

On September 7, 2008, Fannie Mae, through our conservator, entered into two agreements with Treasury. The first agreement is the Stock Purchase Agreement, which provided us with Treasury’s commitment (the “Commitment”) to provide up to \$100 billion in funding under specified conditions. This agreement was amended and restated on September 26, 2008 and was further amended on May 6, 2009 to increase the size of Treasury’s Commitment from \$100 billion to \$200 billion. We issued 1,000,000 shares of Senior Preferred Stock pursuant to the Stock Purchase Agreement. The other agreement is the Warrant, which allows Treasury to purchase, for a nominal price, shares of common stock equal to 79.9% of the outstanding common stock of Fannie Mae. The Senior Preferred Stock and the Warrant were issued to Treasury as an initial commitment fee for Treasury’s Commitment. Additional information about the conservatorship, the Stock Purchase Agreement, the Warrant and the Commitment is included in our Annual Report on Form 10-K for the year ended December 31, 2008 (the “2008 Form 10-K”), which is incorporated by reference into this prospectus supplement.

We generally may draw funds under the Commitment on a quarterly basis when our total liabilities exceed our total assets on our consolidated balance sheet prepared in accordance with GAAP as of the end of the preceding quarter. At March 31, 2009, our total liabilities exceeded our total assets by \$18.9 billion. The Director of FHFA has submitted a request on our behalf to draw \$19.0 billion in funds under the Commitment and has requested receipt of those funds on or before June 30, 2009. If we have a negative net worth as of the end of future fiscal quarters, we expect that FHFA will request additional funds from Treasury under the Stock Purchase Agreement. All funds drawn on the Commitment are added to the liquidation preference on the Senior Preferred Stock, which currently has a 10% annual dividend rate.

On September 19, 2008, we entered into a lending agreement with Treasury (the “Credit Facility”) under which we may request loans from Treasury until December 31, 2009. To borrow from Treasury under the Credit Facility, we must post collateral in the form of our MBS certificates or Freddie Mac mortgage-backed securities to secure all such borrowings under the facility. Treasury is not obligated under the Credit Facility to make any loan to us. To date, we have not borrowed any funds under the Credit Facility.

The Stock Purchase Agreement, the Warrant, and the Credit Facility contain covenants that significantly restrict our business activities. These covenants, which are summarized in our 2008

Form 10-K, include a prohibition on the issuance of equity securities (except in limited instances), a prohibition on the payment of dividends or other distributions on our equity securities (other than the Senior Preferred Stock or the Warrant), a prohibition on our issuance of subordinated debt securities, and a limitation on the amount of debt securities we may have outstanding.

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.

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 Stock Purchase Agreement and the Credit Facility are intended to enhance our ability to meet our obligations. However, certificateholders have certain limited rights to bring proceedings against Treasury if we fail to pay under our guaranty.

SUMMARY

This summary contains only limited information about the certificates. Statistical information in this summary is provided as of May 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
4	Group 4 MBS
5	Group 5 MBS

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

Characteristics of the MBS

	<u>Approximate Principal Balance</u>	<u>Pass- Through Rate</u>	<u>Range of Weighted Average Coupons or WACs (annual percentages)</u>	<u>Range of Weighted Average Remaining Terms to Maturity or WAMs (in months)</u>
Group 1 MBS	\$88,924,507	6.50%	6.75% to 9.00%	241 to 360
Group 2 MBS	\$36,075,494	6.50%	6.75% to 9.00%	241 to 360
Group 3 MBS	\$31,103,309	4.50%	4.75% to 7.00%	121 to 180
Group 4 MBS	\$88,521,728	4.50%	4.75% to 7.00%	98 to 180
Group 5 MBS	\$72,761,564	5.50%	5.75% to 8.00%	361 to 480

Assumed Characteristics of the Underlying Mortgage Loans

	<u>Principal Balance</u>	<u>Original Term to Maturity (in months)</u>	<u>Remaining Term to Maturity (in months)</u>	<u>Loan Age (in months)</u>	<u>Interest Rate</u>
Group 1 MBS	\$88,924,507	360	350	10	6.95%
Group 2 MBS	\$36,075,494	360	350	10	6.95%
Group 3 MBS	\$31,103,309	180	178	2	5.05%
Group 4 MBS	\$88,521,728	180	115	60	5.00%
Group 5 MBS	\$72,761,564	480	454	23	6.15%

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

Settlement Date

We expect to issue the certificates on May 29, 2009.

Distribution Dates

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

Record Date

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

Book-Entry and Physical Certificates

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

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

Exchanging Certificates Through Combination and Recombination

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

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

Interest Rates

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

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

<u>Class</u>	<u>Initial Interest Rate</u>	<u>Maximum Interest Rate</u>	<u>Minimum Interest Rate</u>	<u>Formula for Calculation of Interest Rate(1)</u>
FW	1.0975%	7.00%	0.67%	LIBOR + 67 basis points
SA	5.9025%	6.33%	0.00%	6.33% – LIBOR
FY	1.0975%	7.00%	0.67%	LIBOR + 67 basis points
SB	5.9025%	6.33%	0.00%	6.33% – LIBOR
FA	1.0975%	7.00%	0.67%	LIBOR + 67 basis points

(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>	
SA	100% of the FW Class
IA	15.3846101181% of the AD Class
SB	100% of the FY Class
IB	15.3846127883% of the BD Class
ID	15.3846108887% of the <i>sum</i> of the AD and BD Classes
IC	11.1111100000% of the CA Class
GI	11.1111104835% of the GJ Class
EI	18.1818171594% of the ED Class

Distributions of Principal

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

Weighted Average Lives (years)*

		PSA Prepayment Assumption							
Group 1 Classes	0%	100%	250%	377%	600%	800%	1100%	1400%	1700%
AD, AG, IA and AH	19.3	8.2	4.1	2.8	1.9	1.5	1.1	0.9	0.8
AE	29.0	23.8	14.9	10.4	6.5	4.7	3.2	2.3	1.6
FW, SA and A	21.1	11.0	6.0	4.2	2.7	2.1	1.5	1.2	0.9
		PSA Prepayment Assumption							
Group 2 Classes	0%	100%	250%	377%	600%	800%	1100%	1400%	1700%
BD, BG, IB and BH	19.3	8.2	4.1	2.8	1.9	1.5	1.1	0.9	0.8
BE	29.0	23.8	14.9	10.4	6.5	4.7	3.2	2.3	1.6
FY, SB and B	21.1	11.0	6.0	4.2	2.7	2.1	1.5	1.2	0.9
		PSA Prepayment Assumption							
Group 3 Classes	0%	100%	250%	399%	600%	800%			
IC and CA			8.6	6.3	4.5	3.5	2.7	2.2	
CB			14.9	14.4	13.5	11.7	9.1	7.1	
		PSA Prepayment Assumption							
Group 4 Classes	0%	100%	250%	381%	600%	800%			
GJ and GI			8.8	4.3	3.2	2.6	1.8	1.4	
		PSA Prepayment Assumption							
Group 5 Classes	0%	100%	250%	468%	600%	800%	1000%		
ED and EI		17.7	6.9	3.5	1.9	1.5	1.1	0.8	
EZ		34.8	23.9	14.1	8.0	6.1	4.3	3.2	
		PSA Prepayment Assumption							
Group 1/Group 2 Classes	0%	100%	250%	377%	600%	800%	1100%	1400%	1700%
AB** and FA**	21.1	11.0	6.0	4.2	2.7	2.1	1.5	1.2	0.9
DA**, DG**, ID** and DH**	19.3	8.2	4.1	2.8	1.9	1.5	1.1	0.9	0.8
DC**	29.0	23.8	14.9	10.4	6.5	4.7	3.2	2.3	1.6

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

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

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

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

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

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

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

Fannie Mae Guaranty. For a description of our guaranties of the Certificate 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 and Inverse Floating Rate Classes	\$100,000 minimum plus whole dollar increments
All other Classes (except the R and RL Classes)	\$1,000 minimum plus whole dollar increments

The MBS

The MBS provide that principal and interest on the related Mortgage Loans are passed through monthly. The Mortgage Loans underlying the MBS are conventional, fixed-rate, fully-amortizing mortgage loans secured by first mortgages or deeds of trust on single-family residential properties. These Mortgage Loans have original maturities of up to 30 years in the case of the Group 1 MBS and Group 2 MBS, up to 15 years in the case of the Group 3 MBS and Group 4 MBS, and up to 40 years in the case of the Group 5 MBS.

For additional information, see “Summary—Group 1, Group 2, Group 3, Group 4 and Group 5—Characteristics of the MBS” and “—Assumed Characteristics of the Underlying Mortgage Loans” in this prospectus supplement and “The Mortgage Pools” and “Yield, Maturity, and Prepayment Considerations” in the MBS Prospectus.

Distributions of Interest

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

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

<u>Delay Classes</u>	<u>No-Delay Classes</u>
Fixed Rate Classes	Floating Rate and Inverse Floating Rate Classes

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

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

Distributions of Principal

On the Distribution Date in each month, we will make payments of principal on the Certificates as described below.

- *Group 1*

The Group 1 Principal Distribution Amount as follows:

- 20.0000006747% to AD and AE, in that order, until retired, and } Sequential Pay Classes
- 79.9999993253% to FW until retired. } Pass-Through Class

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

- *Group 2*

The Group 2 Principal Distribution Amount as follows:

- 20.0000005544% to BD and BE, in that order, until retired, and } Sequential Pay Classes
- 79.9999994456% to FY 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 CA and CB, in that order, until retired. } Sequential Pay Classes

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

- *Group 4*

The Group 4 Principal Distribution Amount to GJ until retired. } Pass-Through Class

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

- *Group 5*

The EZ Accrual Amount to ED until retired, and thereafter to EZ. } Accretion Directed Class and Accrual Class

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

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

The “Group 5 Cash Flow Distribution Amount” is the principal then paid on the Group 5 MBS.

Structuring Assumptions

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

- the Mortgage Loans underlying the MBS have the original terms to maturity, remaining terms to maturity, loan ages and interest rates specified under “Summary—Group 1, Group 2, Group 3, Group 4 and Group 5—Assumed Characteristics of the Underlying Mortgage Loans” in this prospectus supplement;
- the Mortgage Loans prepay at the constant percentages of PSA specified in the related tables;

- the settlement date for the Certificates is May 29, 2009; and
- each Distribution Date occurs on the 25th day of a month.

Prepayment Assumptions. The prepayment model used in this prospectus supplement is PSA. For a description of PSA, see “Yield, Maturity and Prepayment Considerations—Prepayment Models” in the REMIC Prospectus. It is highly unlikely that prepayments will occur at any *constant* PSA rate or at any other *constant* rate.

Yield Tables

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

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

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

We cannot assure you that

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

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

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

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

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

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

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

<u>Class</u>	<u>Price*</u>
SA	8.3750%
SB	8.3125%

* 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 SA 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>250%</u>	<u>377%</u>	<u>600%</u>	<u>800%</u>	<u>1100%</u>	<u>1400%</u>	<u>1700%</u>
0.21375%	80.3%	77.3%	68.0%	59.9%	45.0%	30.9%	7.8%	(18.2)%	(52.8)%
0.42750%	77.1%	74.1%	64.8%	56.7%	41.9%	27.7%	4.6%	(21.4)%	(56.1)%
2.42750%	47.8%	44.8%	35.7%	27.6%	12.8%	(1.4)%	(24.8)%	(51.5)%	(87.9)%
4.42750%	19.9%	17.0%	7.8%	(0.3)%	(15.3)%	(29.9)%	(54.3)%	(83.2)%	*
6.33000%	*	*	*	*	*	*	*	*	*

**Sensitivity of the SB 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>250%</u>	<u>377%</u>	<u>600%</u>	<u>800%</u>	<u>1100%</u>	<u>1400%</u>	<u>1700%</u>
0.21375%	81.0%	78.0%	68.7%	60.6%	45.7%	31.6%	8.5%	(17.5)%	(52.1)%
0.42750%	77.8%	74.8%	65.5%	57.4%	42.5%	28.4%	5.3%	(20.7)%	(55.4)%
2.42750%	48.2%	45.3%	36.1%	28.1%	13.2%	(1.0)%	(24.3)%	(51.0)%	(87.4)%
4.42750%	20.2%	17.2%	8.0%	(0.1)%	(15.1)%	(29.7)%	(54.1)%	(83.0)%	*
6.33000%	*	*	*	*	*	*	*	*	*

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>
IC	810%
GI	536%
EI	538%
IA	512%
IB	522%
ID	533%

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

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

<u>Class</u>	<u>Price*</u>
IC.....	9.500%
GI.....	8.750%
EI.....	8.875%
IA.....	13.750%
IB.....	13.500%
ID.....	13.250%

* 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 IC Class to Prepayments

	<u>PSA Prepayment Assumption</u>					
	<u>50%</u>	<u>100%</u>	<u>250%</u>	<u>399%</u>	<u>600%</u>	<u>800%</u>
Pre-Tax Yields to Maturity . . .	40.7%	38.3%	30.8%	23.0%	11.9%	0.6%

Sensitivity of the GI Class to Prepayments

	<u>PSA Prepayment Assumption</u>					
	<u>50%</u>	<u>100%</u>	<u>250%</u>	<u>381%</u>	<u>600%</u>	<u>800%</u>
Pre-Tax Yields to Maturity . . .	37.5%	34.0%	22.9%	12.8%	(5.5)%	(24.0)%

Sensitivity of the EI Class to Prepayments

	PSA Prepayment Assumption						
	<u>50%</u>	<u>100%</u>	<u>250%</u>	<u>468%</u>	<u>600%</u>	<u>800%</u>	<u>1000%</u>
Pre-Tax Yields to Maturity . . .	60.3%	55.4%	39.2%	10.5%	(9.6)%	(42.6)%	(77.5)%

Sensitivity of the IA Class to Prepayments

	PSA Prepayment Assumption								
	<u>50%</u>	<u>100%</u>	<u>250%</u>	<u>377%</u>	<u>600%</u>	<u>800%</u>	<u>1100%</u>	<u>1400%</u>	<u>1700%</u>
Pre-Tax Yields to Maturity . . .	44.8%	40.9%	27.8%	14.8%	(10.0)%	(32.4)%	(63.7)%	(90.8)%	*

Sensitivity of the IB Class to Prepayments

	PSA Prepayment Assumption								
	<u>50%</u>	<u>100%</u>	<u>250%</u>	<u>377%</u>	<u>600%</u>	<u>800%</u>	<u>1100%</u>	<u>1400%</u>	<u>1700%</u>
Pre-Tax Yields to Maturity . . .	45.8%	41.9%	28.8%	16.0%	(8.7)%	(31.2)%	(62.5)%	(89.6)%	*

Sensitivity of the ID Class to Prepayments

	PSA Prepayment Assumption								
	<u>50%</u>	<u>100%</u>	<u>250%</u>	<u>377%</u>	<u>600%</u>	<u>800%</u>	<u>1100%</u>	<u>1400%</u>	<u>1700%</u>
Pre-Tax Yields to Maturity . . .	46.8%	43.0%	29.9%	17.1%	(7.5)%	(29.9)%	(61.2)%	(88.4)%	*

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, Group 2, Group 3 and Group 5 Classes.

See “—Distributions of Principal” above.

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

Decrement Tables

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

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

<u>Mortgage Loans Backing Trust Assets Specified Below</u>	<u>Original Terms to Maturity</u>	<u>Remaining Terms to Maturity</u>	<u>Interest Rates</u>
Group 1 MBS	360 months	360 months	9.00%
Group 2 MBS	360 months	360 months	9.00%
Group 3 MBS	180 months	180 months	7.00%
Group 4 MBS	180 months	180 months	7.00%
Group 5 MBS	480 months	480 months	8.00%

It is unlikely that all of the Mortgage Loans will have the loan ages, interest rates or remaining terms to maturity, or that the Mortgage Loans will prepay at any *constant* PSA level.

In addition, the diverse remaining terms to maturity of the Mortgage Loans could produce slower or faster principal distributions than indicated in the tables at the specified constant PSA rates, even if the weighted average remaining term to maturity and the weighted average loan age of the Mortgage Loans are identical to the weighted averages specified in the Pricing Assumptions. This is the case because pools of loans with identical weighted averages are nonetheless likely to reflect differing dispersions of the related characteristics.

Percent of Original Principal Balances Outstanding

Date	AD, AG, IA† and AH Classes									AE Class								
	PSA Prepayment Assumption									PSA Prepayment Assumption								
	0%	100%	250%	377%	600%	800%	1100%	1400%	1700%	0%	100%	250%	377%	600%	800%	1100%	1400%	1700%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
May 2010	99	95	89	84	75	67	54	42	29	100	100	100	100	100	100	100	100	100
May 2011	98	87	72	61	42	27	7	0	0	100	100	100	100	100	100	100	62	0
May 2012	97	79	57	41	18	3	0	0	0	100	100	100	100	100	100	45	10	0
May 2013	96	72	44	26	4	0	0	0	0	100	100	100	100	100	59	15	2	0
May 2014	95	65	34	15	0	0	0	0	0	100	100	100	100	73	30	5	*	0
May 2015	94	58	25	6	0	0	0	0	0	100	100	100	100	46	15	2	*	0
May 2016	92	52	17	0	0	0	0	0	0	100	100	100	97	29	8	1	*	0
May 2017	91	46	10	0	0	0	0	0	0	100	100	100	74	18	4	*	*	0
May 2018	89	41	5	0	0	0	0	0	0	100	100	100	56	11	2	*	*	0
May 2019	87	36	*	0	0	0	0	0	0	100	100	100	42	7	1	*	*	0
May 2020	85	31	0	0	0	0	0	0	0	100	100	85	32	4	1	*	*	0
May 2021	83	26	0	0	0	0	0	0	0	100	100	70	24	3	*	*	0	0
May 2022	80	22	0	0	0	0	0	0	0	100	100	57	18	2	*	*	0	0
May 2023	78	18	0	0	0	0	0	0	0	100	100	47	13	1	*	*	0	0
May 2024	75	14	0	0	0	0	0	0	0	100	100	39	10	1	*	*	0	0
May 2025	72	11	0	0	0	0	0	0	0	100	100	31	7	*	*	*	0	0
May 2026	68	7	0	0	0	0	0	0	0	100	100	25	5	*	*	*	0	0
May 2027	64	4	0	0	0	0	0	0	0	100	100	20	4	*	*	*	0	0
May 2028	60	1	0	0	0	0	0	0	0	100	100	16	3	*	*	0	0	0
May 2029	56	0	0	0	0	0	0	0	0	100	91	13	2	*	*	0	0	0
May 2030	51	0	0	0	0	0	0	0	0	100	79	10	1	*	*	0	0	0
May 2031	45	0	0	0	0	0	0	0	0	100	67	8	1	*	*	0	0	0
May 2032	39	0	0	0	0	0	0	0	0	100	56	6	1	*	*	0	0	0
May 2033	33	0	0	0	0	0	0	0	0	100	45	4	*	*	*	0	0	0
May 2034	25	0	0	0	0	0	0	0	0	100	36	3	*	*	*	0	0	0
May 2035	18	0	0	0	0	0	0	0	0	100	26	2	*	*	*	0	0	0
May 2036	9	0	0	0	0	0	0	0	0	100	17	1	*	*	*	0	0	0
May 2037	0	0	0	0	0	0	0	0	0	99	9	1	*	*	*	0	0	0
May 2038	0	0	0	0	0	0	0	0	0	51	1	*	*	*	0	0	0	0
May 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	19.3	8.2	4.1	2.8	1.9	1.5	1.1	0.9	0.8	29.0	23.8	14.9	10.4	6.5	4.7	3.2	2.3	1.6

Date	FW, SA† and A Classes									BD, BG, IB† and BH Classes								
	PSA Prepayment Assumption									PSA Prepayment Assumption								
	0%	100%	250%	377%	600%	800%	1100%	1400%	1700%	0%	100%	250%	377%	600%	800%	1100%	1400%	1700%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
May 2010	99	96	91	87	79	73	63	52	42	99	95	89	84	75	67	54	42	29
May 2011	99	89	77	68	52	40	24	11	0	98	87	72	61	42	27	7	0	0
May 2012	98	83	65	52	33	20	8	2	0	97	79	57	41	18	3	0	0	0
May 2013	97	77	54	39	21	10	3	*	0	96	72	44	26	4	0	0	0	0
May 2014	96	71	45	30	13	5	1	*	0	95	65	34	15	0	0	0	0	0
May 2015	95	66	38	23	8	3	*	*	0	94	58	25	6	0	0	0	0	0
May 2016	94	61	32	17	5	1	*	*	0	92	52	17	0	0	0	0	0	0
May 2017	92	56	26	13	3	1	*	*	0	91	46	10	0	0	0	0	0	0
May 2018	91	51	22	10	2	*	*	*	0	89	41	5	0	0	0	0	0	0
May 2019	89	47	18	8	1	*	*	*	0	87	36	*	0	0	0	0	0	0
May 2020	88	43	15	6	1	*	*	0	0	85	31	0	0	0	0	0	0	0
May 2021	86	39	12	4	*	*	*	0	0	83	26	0	0	0	0	0	0	0
May 2022	84	36	10	3	*	*	*	0	0	80	22	0	0	0	0	0	0	0
May 2023	82	33	8	2	*	*	*	0	0	78	18	0	0	0	0	0	0	0
May 2024	79	29	7	2	*	*	*	0	0	75	14	0	0	0	0	0	0	0
May 2025	77	26	6	1	*	*	*	0	0	72	11	0	0	0	0	0	0	0
May 2026	74	24	5	1	*	*	*	0	0	68	7	0	0	0	0	0	0	0
May 2027	71	21	4	1	*	*	0	0	0	64	4	0	0	0	0	0	0	0
May 2028	67	19	3	1	*	*	0	0	0	60	1	0	0	0	0	0	0	0
May 2029	64	16	2	*	*	*	0	0	0	56	0	0	0	0	0	0	0	0
May 2030	59	14	2	*	*	*	0	0	0	51	0	0	0	0	0	0	0	0
May 2031	55	12	1	*	*	*	0	0	0	45	0	0	0	0	0	0	0	0
May 2032	50	10	1	*	*	*	0	0	0	39	0	0	0	0	0	0	0	0
May 2033	45	8	1	*	*	*	0	0	0	33	0	0	0	0	0	0	0	0
May 2034	39	6	1	*	*	*	0	0	0	25	0	0	0	0	0	0	0	0
May 2035	32	5	*	*	*	*	0	0	0	18	0	0	0	0	0	0	0	0
May 2036	25	3	*	*	*	0	0	0	0	9	0	0	0	0	0	0	0	0
May 2037	18	2	*	*	*	0	0	0	0	0	0	0	0	0	0	0	0	0
May 2038	9	*	*	*	*	0	0	0	0	0	0	0	0	0	0	0	0	0
May 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	21.1	11.0	6.0	4.2	2.7	2.1	1.5	1.2	0.9	19.3	8.2	4.1	2.8	1.9	1.5	1.1	0.9	0.8

* 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	BE Class									FY, SB† and B Classes								
	PSA Prepayment Assumption									PSA Prepayment Assumption								
	0%	100%	250%	377%	600%	800%	1100%	1400%	1700%	0%	100%	250%	377%	600%	800%	1100%	1400%	1700%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
May 2010	100	100	100	100	100	100	100	100	100	99	96	91	87	79	73	63	52	42
May 2011	100	100	100	100	100	100	100	62	0	99	89	77	68	52	40	24	11	0
May 2012	100	100	100	100	100	100	45	10	0	98	83	65	52	33	20	8	2	0
May 2013	100	100	100	100	100	59	15	2	0	97	77	54	39	21	10	3	*	0
May 2014	100	100	100	100	73	30	5	*	0	96	71	45	30	13	5	1	*	0
May 2015	100	100	100	100	46	15	2	*	0	95	66	38	23	8	3	*	*	0
May 2016	100	100	100	97	29	8	1	*	0	94	61	32	17	5	1	*	*	0
May 2017	100	100	100	74	18	4	*	*	0	92	56	26	13	3	1	*	*	0
May 2018	100	100	100	56	11	2	*	*	0	91	51	22	10	2	*	*	*	0
May 2019	100	100	100	42	7	1	*	*	0	89	47	18	8	1	*	*	*	0
May 2020	100	100	85	32	4	1	*	*	0	88	43	15	6	1	*	*	0	0
May 2021	100	100	70	24	3	*	*	0	0	86	39	12	4	*	*	*	0	0
May 2022	100	100	57	18	2	*	*	0	0	84	36	10	3	*	*	*	0	0
May 2023	100	100	47	13	1	*	*	0	0	82	33	8	2	*	*	*	0	0
May 2024	100	100	39	10	1	*	*	0	0	79	29	7	2	*	*	*	0	0
May 2025	100	100	31	7	*	*	*	0	0	77	26	6	1	*	*	*	0	0
May 2026	100	100	25	5	*	*	*	0	0	74	24	5	1	*	*	*	0	0
May 2027	100	100	20	4	*	*	*	0	0	71	21	4	1	*	*	0	0	0
May 2028	100	100	16	3	*	*	0	0	0	67	19	3	1	*	*	0	0	0
May 2029	100	91	13	2	*	*	0	0	0	64	16	2	*	*	*	0	0	0
May 2030	100	79	10	1	*	*	0	0	0	59	14	2	*	*	*	0	0	0
May 2031	100	67	8	1	*	*	0	0	0	55	12	1	*	*	*	0	0	0
May 2032	100	56	6	1	*	*	0	0	0	50	10	1	*	*	*	0	0	0
May 2033	100	45	4	*	*	*	0	0	0	45	8	1	*	*	*	0	0	0
May 2034	100	36	3	*	*	*	0	0	0	39	6	1	*	*	*	0	0	0
May 2035	100	26	2	*	*	*	0	0	0	32	5	*	*	*	*	0	0	0
May 2036	100	17	1	*	*	*	0	0	0	25	3	*	*	*	0	0	0	0
May 2037	99	9	1	*	*	0	0	0	0	18	2	*	*	*	0	0	0	0
May 2038	51	1	*	*	*	0	0	0	0	9	*	*	*	*	0	0	0	0
May 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average																		
Life (years)**	29.0	23.8	14.9	10.4	6.5	4.7	3.2	2.3	1.6	21.1	11.0	6.0	4.2	2.7	2.1	1.5	1.2	0.9

Date	IC† and CA Classes						CB Class						GJ and GI† Classes					
	PSA Prepayment Assumption						PSA Prepayment Assumption						PSA Prepayment Assumption					
	0%	100%	250%	399%	600%	800%	0%	100%	250%	399%	600%	800%	0%	100%	250%	381%	600%	800%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
May 2010	96	93	91	88	85	82	100	100	100	100	100	100	96	86	78	71	59	48
May 2011	92	85	77	69	60	50	100	100	100	100	100	100	92	73	60	49	34	22
May 2012	87	75	61	49	35	23	100	100	100	100	100	100	87	61	45	34	19	10
May 2013	82	65	48	34	19	9	100	100	100	100	100	100	83	50	33	23	11	5
May 2014	77	57	37	23	10	3	100	100	100	100	100	100	77	39	24	15	6	2
May 2015	71	48	28	15	4	0	100	100	100	100	100	82	72	30	16	9	3	1
May 2016	65	41	21	9	1	0	100	100	100	100	100	39	66	21	10	5	1	*
May 2017	58	34	15	5	0	0	100	100	100	100	73	18	60	12	5	3	1	*
May 2018	51	27	10	2	0	0	100	100	100	100	41	8	53	4	2	1	*	*
May 2019	43	21	6	*	0	0	100	100	100	100	22	4	45	0	0	0	0	0
May 2020	35	15	3	0	0	0	100	100	100	63	12	2	38	0	0	0	0	0
May 2021	27	10	1	0	0	0	100	100	100	36	6	1	29	0	0	0	0	0
May 2022	17	5	0	0	0	0	100	100	68	18	2	*	20	0	0	0	0	0
May 2023	7	0	0	0	0	0	100	99	27	6	1	*	10	0	0	0	0	0
May 2024	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average																		
Life (years)**	8.6	6.3	4.5	3.5	2.7	2.2	14.9	14.4	13.5	11.7	9.1	7.1	8.8	4.3	3.2	2.6	1.8	1.4

* 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	ED and EI† Classes							EZ Class						
	PSA Prepayment Assumption							PSA Prepayment Assumption						
	0%	100%	250%	468%	600%	800%	1000%	0%	100%	250%	468%	600%	800%	1000%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100
May 2010	99	92	82	68	59	46	32	106	106	106	106	106	106	106
May 2011	97	83	65	42	30	14	1	112	112	112	112	112	112	112
May 2012	96	75	51	24	11	0	0	118	118	118	118	118	100	47
May 2013	94	68	39	10	0	0	0	125	125	125	125	116	52	19
May 2014	92	61	28	0	0	0	0	132	132	132	131	74	27	7
May 2015	90	54	19	0	0	0	0	139	139	139	93	47	14	3
May 2016	88	47	11	0	0	0	0	147	147	147	66	30	7	1
May 2017	86	40	4	0	0	0	0	155	155	155	47	19	4	*
May 2018	84	34	0	0	0	0	0	164	164	149	33	12	2	*
May 2019	82	28	0	0	0	0	0	173	173	125	24	7	1	*
May 2020	79	22	0	0	0	0	0	183	183	105	17	5	*	*
May 2021	76	17	0	0	0	0	0	193	193	88	12	3	*	*
May 2022	73	11	0	0	0	0	0	204	204	73	8	2	*	*
May 2023	70	6	0	0	0	0	0	216	216	61	6	1	*	*
May 2024	67	*	0	0	0	0	0	228	228	51	4	1	*	*
May 2025	63	0	0	0	0	0	0	241	211	42	3	*	*	*
May 2026	59	0	0	0	0	0	0	254	194	35	2	*	*	*
May 2027	55	0	0	0	0	0	0	269	178	29	1	*	*	*
May 2028	51	0	0	0	0	0	0	284	163	24	1	*	*	*
May 2029	47	0	0	0	0	0	0	300	148	20	1	*	*	*
May 2030	42	0	0	0	0	0	0	317	135	16	*	*	*	*
May 2031	36	0	0	0	0	0	0	334	123	13	*	*	*	0
May 2032	31	0	0	0	0	0	0	353	111	11	*	*	*	0
May 2033	25	0	0	0	0	0	0	373	100	9	*	*	*	0
May 2034	18	0	0	0	0	0	0	394	89	7	*	*	*	0
May 2035	12	0	0	0	0	0	0	417	79	6	*	*	*	0
May 2036	4	0	0	0	0	0	0	440	70	5	*	*	*	0
May 2037	0	0	0	0	0	0	0	444	62	4	*	*	*	0
May 2038	0	0	0	0	0	0	0	421	54	3	*	*	*	0
May 2039	0	0	0	0	0	0	0	396	46	2	*	*	0	0
May 2040	0	0	0	0	0	0	0	369	39	2	*	*	0	0
May 2041	0	0	0	0	0	0	0	340	32	1	*	*	0	0
May 2042	0	0	0	0	0	0	0	308	26	1	*	*	0	0
May 2043	0	0	0	0	0	0	0	274	20	1	*	*	0	0
May 2044	0	0	0	0	0	0	0	237	14	*	*	*	0	0
May 2045	0	0	0	0	0	0	0	197	9	*	*	*	0	0
May 2046	0	0	0	0	0	0	0	153	4	*	*	*	0	0
May 2047	0	0	0	0	0	0	0	106	0	0	0	0	0	0
May 2048	0	0	0	0	0	0	0	55	0	0	0	0	0	0
May 2049	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	17.7	6.9	3.5	1.9	1.5	1.1	0.8	34.8	23.9	14.1	8.0	6.1	4.3	3.2

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

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

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

Date	AB and FA Classes									DA, DG, ID† and DH Classes								
	PSA Prepayment Assumption									PSA Prepayment Assumption								
	0%	100%	250%	377%	600%	800%	1100%	1400%	1700%	0%	100%	250%	377%	600%	800%	1100%	1400%	1700%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
May 2010	99	96	91	87	79	73	63	52	42	99	95	89	84	75	67	54	42	29
May 2011	99	89	77	68	52	40	24	11	0	98	87	72	61	42	27	7	0	0
May 2012	98	83	65	52	33	20	8	2	0	97	79	57	41	18	3	0	0	0
May 2013	97	77	54	39	21	10	3	*	0	96	72	44	26	4	0	0	0	0
May 2014	96	71	45	30	13	5	1	*	0	95	65	34	15	0	0	0	0	0
May 2015	95	66	38	23	8	3	*	*	0	94	58	25	6	0	0	0	0	0
May 2016	94	61	32	17	5	1	*	*	0	92	52	17	0	0	0	0	0	0
May 2017	92	56	26	13	3	1	*	*	0	91	46	10	0	0	0	0	0	0
May 2018	91	51	22	10	2	*	*	*	0	89	41	5	0	0	0	0	0	0
May 2019	89	47	18	8	1	*	*	*	0	87	36	*	0	0	0	0	0	0
May 2020	88	43	15	6	1	*	*	0	0	85	31	0	0	0	0	0	0	0
May 2021	86	39	12	4	*	*	*	0	0	83	26	0	0	0	0	0	0	0
May 2022	84	36	10	3	*	*	*	0	0	80	22	0	0	0	0	0	0	0
May 2023	82	33	8	2	*	*	*	0	0	78	18	0	0	0	0	0	0	0
May 2024	79	29	7	2	*	*	*	0	0	75	14	0	0	0	0	0	0	0
May 2025	77	26	6	1	*	*	*	0	0	72	11	0	0	0	0	0	0	0
May 2026	74	24	5	1	*	*	*	0	0	68	7	0	0	0	0	0	0	0
May 2027	71	21	4	1	*	*	0	0	0	64	4	0	0	0	0	0	0	0
May 2028	67	19	3	1	*	*	0	0	0	60	1	0	0	0	0	0	0	0
May 2029	64	16	2	*	*	*	0	0	0	56	0	0	0	0	0	0	0	0
May 2030	59	14	2	*	*	*	0	0	0	51	0	0	0	0	0	0	0	0
May 2031	55	12	1	*	*	*	0	0	0	45	0	0	0	0	0	0	0	0
May 2032	50	10	1	*	*	*	0	0	0	39	0	0	0	0	0	0	0	0
May 2033	45	8	1	*	*	*	0	0	0	33	0	0	0	0	0	0	0	0
May 2034	39	6	1	*	*	*	0	0	0	25	0	0	0	0	0	0	0	0
May 2035	32	5	*	*	*	*	0	0	0	18	0	0	0	0	0	0	0	0
May 2036	25	3	*	*	*	0	0	0	0	9	0	0	0	0	0	0	0	0
May 2037	18	2	*	*	*	0	0	0	0	0	0	0	0	0	0	0	0	0
May 2038	9	*	*	*	*	0	0	0	0	0	0	0	0	0	0	0	0	0
May 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average																		
Life (years)**	21.1	11.0	6.0	4.2	2.7	2.1	1.5	1.2	0.9	19.3	8.2	4.1	2.8	1.9	1.5	1.1	0.9	0.8

* 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	DC Class								
	PSA Prepayment Assumption								
	0%	100%	250%	377%	600%	800%	1100%	1400%	1700%
Initial Percent	100	100	100	100	100	100	100	100	100
May 2010	100	100	100	100	100	100	100	100	100
May 2011	100	100	100	100	100	100	100	62	0
May 2012	100	100	100	100	100	100	45	10	0
May 2013	100	100	100	100	100	59	15	2	0
May 2014	100	100	100	100	73	30	5	*	0
May 2015	100	100	100	100	46	15	2	*	0
May 2016	100	100	100	97	29	8	1	*	0
May 2017	100	100	100	74	18	4	*	*	0
May 2018	100	100	100	56	11	2	*	*	0
May 2019	100	100	100	42	7	1	*	*	0
May 2020	100	100	85	32	4	1	*	*	0
May 2021	100	100	70	24	3	*	*	0	0
May 2022	100	100	57	18	2	*	*	0	0
May 2023	100	100	47	13	1	*	*	0	0
May 2024	100	100	39	10	1	*	*	0	0
May 2025	100	100	31	7	*	*	*	0	0
May 2026	100	100	25	5	*	*	*	0	0
May 2027	100	100	20	4	*	*	*	0	0
May 2028	100	100	16	3	*	*	0	0	0
May 2029	100	91	13	2	*	*	0	0	0
May 2030	100	79	10	1	*	*	0	0	0
May 2031	100	67	8	1	*	*	0	0	0
May 2032	100	56	6	1	*	*	0	0	0
May 2033	100	45	4	*	*	*	0	0	0
May 2034	100	36	3	*	*	*	0	0	0
May 2035	100	26	2	*	*	*	0	0	0
May 2036	100	17	1	*	*	*	0	0	0
May 2037	99	9	1	*	*	0	0	0	0
May 2038	51	1	*	*	*	0	0	0	0
May 2039	0	0	0	0	0	0	0	0	0
Weighted Average									
Life (years)**	29.0	23.8	14.9	10.4	6.5	4.7	3.2	2.3	1.6

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

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

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

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

<u>Group</u>	<u>Prepayment Assumption</u>
1	377% PSA
2	377% PSA
3	399% PSA
4	381% PSA
5	468% 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 A, B, AB, DA, DC and FA Classes of RCR Certificates are Combination RCR Certificates, and the AG, IA, AH, BG, IB, BH, DG, ID and DH Classes of 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 Credit Suisse Securities (USA) LLC (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. McKee Nelson LLP will provide legal representation for the Dealer.

Available Recombinations(1)

REMIC Certificates		RCR Certificates						
Classes	Original Balances	RCR Classes	Original Balances	Principal Type(2)	Interest Rate	Interest Type(2)	CUSIP Number	Final Distribution Date
Recombination 1								
AD	\$14,606,077	A	\$ 17,784,902	PT	4.5%	FIX	31397N3X1	June 2039
AE	3,178,825							
Recombination 2								
AD	14,606,077	AG IA	14,606,077 2,247,088(3)	SEQ NTL	3.5 6.5	FIX FIX/IO	31397N3Y9 31397N3Z6	June 2037 June 2037
Recombination 3								
AD	14,606,077	AH IA	14,606,077 1,123,544(3)	SEQ NTL	4.0 6.5	FIX FIX/IO	31397N4A0 31397N3Z6	June 2037 June 2037
Recombination 4								
BD	5,925,492	B	7,215,099	PT	4.5	FIX	31397N4B8	June 2039
BE	1,289,607							
Recombination 5								
BD	5,925,492	BG IB	5,925,492 911,614(3)	SEQ NTL	3.5 6.5	FIX FIX/IO	31397N4C6 31397N4D4	June 2037 June 2037
Recombination 6								
BD	5,925,492	BH IB	5,925,492 455,807(3)	SEQ NTL	4.0 6.5	FIX FIX/IO	31397N4E2 31397N4D4	June 2037 June 2037
Recombination 7								
AD	14,606,077	AB(4)	25,000,001	PT	4.5	FIX	31397N4F9	June 2039
AE	3,178,825							
BD	5,925,492							
BE	1,289,607							
Recombination 8								
AD	14,606,077	DA(5)	20,531,569	SEQ	4.5	FIX	31397N4G7	June 2037
BD	5,925,492							
Recombination 9								
AE	3,178,825	DC(6)	4,468,432	SEQ	4.5	FIX	31397N4H5	June 2039
BE	1,289,607							

REMIC Certificates		RCR Certificates						
Classes	Original Balances	RCR Classes	Original Balances	Principal Type(2)	Interest Rate	Interest Type(2)	CUSIP Number	Final Distribution Date
Recombination 10								
AD	\$14,606,077	DG(7)	\$ 20,531,569	SEQ	3.5%	FIX	31397N4J1	June 2037
BD	5,925,492	ID(7)	3,158,702(3)	NTL	6.5	FIX/IO	31397N4K8	June 2037
Recombination 11								
AD	14,606,077	DH(8)	20,531,569	SEQ	4.0	FIX	31397N4L6	June 2037
BD	5,925,492	ID(8)	1,579,351(3)	NTL	6.5	FIX/IO	31397N4K8	June 2037
Recombination 12								
FW	71,139,605	FA(9)	100,000,000	PT	(10)	FLT	31397N4M4	June 2039
FY	28,860,395							

- (1) REMIC Certificates and RCR Certificates in each Recombination may be exchanged only in the proportions of *original* principal balances for the related Classes shown in this Schedule 1 (disregarding any retired Classes). For example, if a particular Recombination includes two REMIC Classes and one RCR Class whose *original* principal balances shown in the schedule reflect a 1:1:2 relationship, the same 1:1:2 relationship among the *original* principal balances of those REMIC and RCR Classes must be maintained in any exchange. This is true even if, as a result of the applicable payment priority sequence, the relationship between their *current* principal balances has changed over time. Moreover, if as a result of a proposed exchange, a Certificateholder would hold a REMIC Certificate or RCR Certificate of a Class in an amount less than the applicable minimum denomination for that Class, the Certificateholder will be unable to effect the proposed exchange. See “Description of the Certificates—General—*Authorized Denominations*” in this prospectus supplement.
- (2) See “Description of the Certificates—Class Definitions and Abbreviations” in the REMIC Prospectus.
- (3) Notional balances. These Classes are Interest Only Classes. See page S-8 for a description of how their notional balances are calculated.
- (4) The AB Class is an RCR Class formed from a combination of the AD and AE Classes in Group 1 and the BD and BE Classes in Group 2.
- (5) The DA Class is an RCR Class formed from a combination of the AD Class in Group 1 and the BD Class in Group 2.
- (6) The DC Class is an RCR Class formed from a combination of the AE Class in Group 1 and the BE Class in Group 2.
- (7) The DG and ID Classes are RCR Classes formed from a combination of the AD Class in Group 1 and the BD Class in Group 2.
- (8) The DH and ID Classes are RCR Classes formed from a combination of the AD Class in Group 1 and the BD Class in Group 2.
- (9) The FA Class is an RCR Class formed from a combination of the FW Class in Group 1 and the FY Class in Group 2.
- (10) For a description of this interest rate, see “Summary—Interest Rates” in this prospectus supplement.

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.

\$317,386,602



**Guaranteed REMIC
Pass-Through Certificates**

Fannie Mae REMIC Trust 2009-43

PROSPECTUS SUPPLEMENT

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Credit Suisse

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