

\$1,526,209,393



FannieMae®

**Guaranteed REMIC Pass-Through Certificates
Fannie Mae REMIC Trust 2009-50**

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 and
- underlying REMIC certificates backed by 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
AH	1	\$ 69,689,000	PAC/AD	5.000%	FIX	31396Q L J 6	July 2039
AX	1	350,000	PAC/AD	5.000	FIX	31396Q L K 3	July 2039
AI	1	6,367,181(2)	NTL	5.500	FIX/IO	31396Q L L 1	July 2039
ZH	1	14,740,000	SUP	5.500	FIX/Z	31396Q L M 9	July 2039
AE(3) . . .	2	202,643,000	SEQ	4.000	FIX	31396Q L N 7	February 2037
IA(3) . . .	2	40,528,600(2)	NTL	5.000	FIX/IO	31396Q L P 2	February 2037
VB(3) . . .	2	19,914,000	SEQ/AD	4.000	FIX	31396Q L Q 0	July 2020
VI(3) . . .	2	3,982,800(2)	NTL	5.000	FIX/IO	31396Q L R 8	July 2020
AZ	2	27,443,000	SEQ	5.000	FIX/Z	31396Q L S 6	July 2039
GN	3	500,000,000	PAC/AD	3.625	FIX	31396Q L T 4	May 2039
GI	3	137,500,000(2)	NTL	5.000	FIX/IO	31396Q L U 1	May 2039
GX	3	7,547,000	PAC/AD	5.000	FIX	31396Q L V 9	July 2039
ZD(3) . . .	3	112,581,000	TAC/AD	5.000	FIX/Z	31396Q L W 7	July 2039
ZE(3) . . .	3	15,716,000	SUP/AD	5.000	FIX/Z	31396Q L X 5	July 2039
HZ	4	92,117,606	SC/PT	(5)	WAC/Z	31396Q L Y 3	February 2049
DT	5	89,203,491	SC/PT	6.500	FIX	31396Q L Z 0	September 2035
ET	6	178,465,892	SC/PT	6.500	FIX	31396Q M A 4	April 2037
EI	6	13,728,145(2)	NTL	6.500	FIX/IO	31396Q M B 2	April 2037
MJ	7	21,000,000	PAC/AD	4.000	FIX	31396Q M C 0	June 2039
MI	7	4,200,000(2)	NTL	5.000	FIX/IO	31396Q M D 8	June 2039
MX	7	173,000	PAC/AD	5.000	FIX	31396Q M E 6	July 2039
ZM	7	4,855,000	SUP	5.000	FIX/Z	31396Q M F 3	July 2039
HT	8	45,699,564	SC/PT	6.000	FIX	31396Q M G 1	March 2036
IH	8	7,616,594(2)	NTL	6.000	FIX/IO	31396Q M H 9	March 2036
CT	9	38,513,739	SC/PT	6.500	FIX	31396Q M J 5	November 2036
CF	9	9,000,841	SC/PT	(4)	FLT	31396Q M K 2	November 2036
IC	9	2,270,222(2)	NTL	6.500	FIX/IO	31396Q M L 0	November 2036
ZW	10	56,001,994	SC/PT	(5)	WAC/Z	31396Q M M 8	August 2038
PT	11	20,555,266	SC/PT	(6)	WAC	31396Q M N 6	May 2037
R		0	NPR	0	NPR	31396Q M P 1	February 2049
RL		0	NPR	0	NPR	31396Q M Q 9	February 2049

Carefully consider the risk factors on page S-11 of this prospectus supplement and starting on page 10 of the REMIC prospectus. Unless you understand and are able to tolerate these risks, you should not invest in the certificates.

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

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

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

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

- (5) Based on the weighted average pass-through rate of the related underlying REMIC certificates as further described in this prospectus supplement.
- (6) Based on the amount of interest accrued on the related underlying REMIC certificates as further described in this prospectus supplement.

If you own certificates of certain classes, you can exchange them for certificates of the corresponding RCR classes to be delivered at the time of exchange. The AB, VA, CK, CL, CM, CN, CA and GZ 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 (other than the DT, ET, HT and CT Classes) from time to time in negotiated transactions at varying prices. We expect the settlement date to be June 30, 2009.

Banc of America Securities LLC

June 24, 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
 - June 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”);
- if you are purchasing any Group 4, Group 5, Group 6, Group 8, Group 9, Group 10 or Group 11 Class or the R or RL Class, the disclosure documents relating to the applicable underlying REMIC certificates (the “Underlying REMIC Disclosure Documents”); and
- any information incorporated by reference in this prospectus supplement as discussed below and under the heading “Incorporation by Reference” in the REMIC Prospectus.

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 June 1, 2009.

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

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

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

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

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

Banc of America Securities LLC
Capital Markets Operations
100 W. 33rd Street, 3rd Floor
New York, New York 10001
(telephone 646-733-4166).

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 June 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	Class 2007-24-GZ REMIC Certificate Class 2007-98-Z REMIC Certificate Class 2009-2-GZ REMIC Certificate Class 2009-8-ZT REMIC Certificate
5	Class 2005-82-FD REMIC Certificate Class 2005-82-SI REMIC Certificate
6	Class 2007-30-WF REMIC Certificate Class 2007-30-WI REMIC Certificate
7	Group 7 MBS
8	Class 2006-17-FN REMIC Certificate Class 2006-17-SI REMIC Certificate
9	Class 2006-104-FG REMIC Certificate Class 2006-104-SG REMIC Certificate
10	Class 2005-4-Z REMIC Certificate Class 2007-B2-ZA REMIC Certificate Class 2007-13-AZ REMIC Certificate Class 2008-71-TZ REMIC Certificate
11	Class 2006-108-GO REMIC Certificate Class 2006-108-PO REMIC Certificate Class 2008-52-OP REMIC Certificate Class 2009-28-DI REMIC Certificate Class 2009-36-LI REMIC Certificate

Group 1, Group 2, Group 3 and Group 7

Characteristics of the Trust MBS

	Approximate Principal Balance	Pass- Through Rate	Range of Weighted Average Coupons or WACs (annual percentages)	Range of Weighted Average Remaining Terms to Maturity or WAMs (in months)
Group 1 MBS*	\$ 84,779,000	5.50%	5.75% to 8.00%	241 to 360
Group 2 MBS	\$250,000,000	5.00%	5.25% to 7.50%	241 to 360
Group 3 MBS	\$635,844,000	5.00%	5.25% to 7.50%	241 to 360
Group 7 MBS	\$ 26,028,000	5.00%	5.25% to 7.50%	241 to 360

* As further described in this prospectus supplement, the mortgage loans underlying the Group 1 MBS provide for interest only periods that may range from at least 7 to no more than 10 years following origination. The assumed remaining term to expiration of the interest only period for those mortgage loans is set forth below.

Assumed Characteristics of the Underlying Mortgage Loans

	Principal Balance	Original Term to Maturity (in months)	Remaining Term to Maturity (in months)	Loan Age (in months)	Interest Rate	Remaining Term to Expiration of Interest Only Period (in months)
Group 1 MBS	\$ 84,779,000	360	346	14	6.13%	106
Group 2 MBS	\$250,000,000	360	287	63	5.50%	N/A
Group 3 MBS	\$635,844,000	360	290	59	5.55%	N/A
Group 7 MBS	\$ 26,028,000	360	350	8	5.60%	N/A

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

Group 4, Group 5, Group 6, Group 8, Group 9, Group 10 and Group 11

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

Settlement Date

We expect to issue the certificates on June 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>DTC Book-Entry</u>	<u>Physical</u>
All classes other than the PT, R and RL Classes	PT Class	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.

The initial interest rate listed below for the floating rate class is an assumed rate. During each subsequent interest accrual period, the floating rate class will bear interest based on the formula indicated below, but always subject to the specified maximum and minimum interest rates:

<u>Class</u>	<u>Assumed Initial Interest Rate(1)</u>	<u>Maximum Interest Rate</u>	<u>Minimum Interest Rate</u>	<u>Formula for Calculation of Interest Rate(2)</u>
CF	1.25%	7.5%	0.90%	LIBOR + 90 basis points

(1) We will calculate the actual interest rate for this Class on June 23, 2009 using the applicable formula.

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

During each interest accrual period, the weighted average coupon classes will bear interest at the applicable annual rates described under “Description of the Certificates—Distributions of Interest—*Weighted Average Coupon Classes*” in this prospectus supplement.

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>	
AI	9.0909079227% of the <i>sum</i> of the AH and AX Classes
IA	20% of the AE Class
VI	20% of the VB Class
GI	27.5% of the GN Class
EI	7.6923073906% of the ET Class
MI	20% of the MJ Class
IH	16.6666666667% of the HT Class
IC	5.8945769976% of the CT 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)*

<u>Group 1 Classes</u>	<u>PSA Prepayment Assumption</u>						
	<u>0%</u>	<u>100%</u>	<u>375%</u>	<u>450%</u>	<u>600%</u>	<u>900%</u>	<u>1200%</u>
AH	15.1	6.9	2.9	2.9	2.9	1.9	1.4
AX	22.1	14.8	14.5	14.5	14.5	8.8	5.6
AI	15.2	6.9	2.9	2.9	2.9	1.9	1.4
ZH	26.5	20.2	9.3	6.4	1.1	0.5	0.3

<u>Group 2 Classes</u>	<u>PSA Prepayment Assumption</u>					
	<u>0%</u>	<u>100%</u>	<u>250%</u>	<u>400%</u>	<u>700%</u>	<u>1000%</u>
AE, IA and AB	18.2	6.6	3.3	2.1	1.1	0.7
VB, VI and VA	6.0	6.0	5.8	4.6	2.9	1.9
AZ	28.8	19.4	13.3	9.4	5.3	3.3
CK, CL, CM, CN and CA	17.1	6.5	3.5	2.3	1.3	0.8

<u>Group 3 Classes</u>	<u>PSA Prepayment Assumption</u>								
	<u>0%</u>	<u>100%</u>	<u>155%</u>	<u>275%</u>	<u>305%</u>	<u>325%</u>	<u>500%</u>	<u>800%</u>	<u>1000%</u>
GN and GI	12.4	5.3	4.5	4.5	4.5	4.5	3.0	1.7	1.3
GX	20.9	19.3	19.3	19.3	19.3	19.3	13.7	8.0	5.8
ZD	25.1	15.0	12.3	2.5	1.4	1.4	0.6	0.3	0.2
GZ	25.9	16.5	14.3	4.7	2.6	1.4	0.5	0.2	0.2
ZE	29.4	22.3	20.7	14.5	11.3	1.4	0.1	0.1	0.1

<u>Group 4 Class</u>	<u>PSA Prepayment Assumption</u>						
	<u>0%</u>	<u>100%</u>	<u>250%</u>	<u>450%</u>	<u>600%</u>	<u>900%</u>	<u>1300%</u>
HZ	33.5	24.8	14.5	8.7	6.5	4.0	2.3

<u>Group 5 Class</u>	<u>PSA Prepayment Assumption</u>						
	<u>0%</u>	<u>100%</u>	<u>250%</u>	<u>500%</u>	<u>750%</u>	<u>1000%</u>	<u>1400%</u>
DT	17.8	8.6	5.0	2.6	1.6	1.1	0.6

<u>Group 6 Classes</u>	<u>PSA Prepayment Assumption</u>						
	<u>0%</u>	<u>100%</u>	<u>250%</u>	<u>500%</u>	<u>750%</u>	<u>1000%</u>	<u>1400%</u>
ET and EI	19.1	8.9	5.1	2.7	1.6	1.1	0.6

<u>Group 7 Classes</u>	<u>PSA Prepayment Assumption</u>							
	<u>0%</u>	<u>100%</u>	<u>150%</u>	<u>250%</u>	<u>300%</u>	<u>500%</u>	<u>800%</u>	<u>1000%</u>
MJ and MI	12.9	6.4	5.7	5.7	5.7	3.7	2.4	2.0
MX	24.2	24.2	24.2	24.2	24.2	16.3	9.7	7.2
ZM	26.1	19.4	17.0	6.6	2.2	1.0	0.6	0.5

<u>Group 8 Classes</u>	<u>PSA Prepayment Assumption</u>						
	<u>0%</u>	<u>100%</u>	<u>250%</u>	<u>450%</u>	<u>750%</u>	<u>1000%</u>	<u>1400%</u>
HT and IH	18.0	9.7	5.3	3.0	1.7	1.1	0.6

<u>Group 9 Classes</u>	<u>PSA Prepayment Assumption</u>						
	<u>0%</u>	<u>100%</u>	<u>250%</u>	<u>500%</u>	<u>750%</u>	<u>1000%</u>	<u>1400%</u>
CT, CF and IC	18.8	9.3	5.2	2.7	1.6	1.1	0.6

<u>Group 10 Class</u>	<u>PSA Prepayment Assumption</u>						
	<u>0%</u>	<u>100%</u>	<u>250%</u>	<u>475%</u>	<u>750%</u>	<u>1000%</u>	<u>1400%</u>
ZW.	24.9	19.2	12.7	7.4	4.6	3.2	1.9

<u>Group 11 Class</u>	<u>PSA Prepayment Assumption</u>						
	<u>0%</u>	<u>100%</u>	<u>250%</u>	<u>475%</u>	<u>750%</u>	<u>1000%</u>	<u>1400%</u>
PT [†]	18.9	10.1	5.4	2.9	1.7	1.1	0.6

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

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

ADDITIONAL RISK FACTORS

Payments on the Group 4 and Group 10 Classes also will be affected by the applicable payment priorities governing the related underlying REMIC certificates. If you invest in the Group 4 or Group 10 Class, the rate at which you receive payments also will be affected by the applicable priority sequences governing principal payments on the related underlying REMIC certificates.

In particular, as described in the related underlying disclosure documents, the Group 4 and Group 10 Underlying REMIC Certificates may be subsequent in payment priority to certain other classes issued from the related underlying REMIC trusts. As a result, such other classes may receive principal before principal is paid on the related Group 4 or Group 10 Underlying REMIC Certificates, possibly for long periods.

In addition, as described in the related underlying disclosure document, the Class 2007-13-AZ REMIC certificate in Group 10 is an AS class. The “AS” designation refers to an “accelerated security” that is generally expected to receive principal payments more rapidly than the related NAS class during the period in which the NAS class is receiving limited or no principal payments.

You may obtain additional information about the Group 4 and Group 10 Underlying REMIC Certificates by reviewing their current

class factors in light of other information available in the related Underlying REMIC Disclosure Documents. You may obtain those documents from us as described on page S-3.

Principal and interest payments on the PT Class are derived from separate sources. Interest payments on the PT Class will be based solely on interest payable on the interest only Group 11 Underlying REMIC Certificates, while principal payments on that class will be based solely on principal payable on the principal only Group 11 Underlying REMIC Certificates. The interest only Group 11 Underlying REMIC Certificates and the principal only Group 11 Underlying REMIC Certificates are independent of one another. Accordingly, the interest payment rate and principal payment rate on the PT Class are unrelated, are likely to differ and may differ sharply. In addition, there is a risk that the PT Class could in the future receive only interest payments in the event that the principal only Group 11 Underlying REMIC Certificates are retired while either of the interest only Group 11 Underlying REMIC Certificates remains outstanding. Similarly, there is a risk that the PT Class could in the future receive only principal payments in the event that the interest only Group 11 Underlying REMIC Certificates are retired while any of the principal only Group 11 Underlying REMIC Certificates remains outstanding.

DESCRIPTION OF THE CERTIFICATES

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

General

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

- four groups of Fannie Mae Guaranteed Mortgage Pass-Through Certificates (the “Group 1 MBS,” “Group 2 MBS,” “Group 3 MBS” and “Group 7 MBS,” and together, the “Trust MBS”), and
- seven groups of previously issued REMIC certificates (the “Group 4 Underlying REMIC Certificates,” “Group 5 Underlying REMIC Certificates,” “Group 6 Underlying REMIC Certificates,” “Group 8 Underlying REMIC Certificates,” “Group 9 Underlying REMIC Certificates,” “Group 10 Underlying REMIC Certificates” and “Group 11 Underlying REMIC Certificates,” and together, the “Underlying REMIC Certificates”) issued from the related Fannie Mae REMIC trusts (the “Underlying REMIC Trusts”) as further described in Exhibit A.

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

REMIC Designation	Assets	Regular Interests	Residual Interest
Lower Tier REMIC. . . .	Trust MBS and Underlying REMIC Certificates	Interests in the Lower Tier REMIC other than the RL Class (the “Lower Tier Regular Interests”)	RL
Upper Tier REMIC	Lower Tier Regular Interests	All Classes of REMIC Certificates other than the R and RL Classes	R

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

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

The PT Class will be represented by a single certificate (the “DTC Certificate”) to be registered at all times in the name of the nominee of The Depository Trust Company (“DTC”), a New York-chartered limited purpose trust company, or any successor or depository selected or approved by us.

We refer to the nominee of DTC as the “Holder” or “Certificateholder” of the DTC Certificate. DTC will maintain the DTC Certificate through its book-entry facilities.

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

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

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

The Trust MBS

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

In addition, the scheduled monthly payments on the Mortgage Loans underlying the Group 1 MBS represent accrued interest only for periods that may range from at least seven to no more than ten years following origination. See “Risk Factors—Prepayment Factors—*Refinance Environment*—Fixed-rate and adjustable-rate mortgage loans with long initial interest-only periods may be more likely to be refinanced or become delinquent than other mortgage loans” in the MBS Prospectus.

For additional information, see “Summary—Group 1, Group 2, Group 3 and Group 7—Characteristics of the Trust MBS” and “—Assumed Characteristics of the Underlying Mortgage Loans” in this prospectus supplement and “The Mortgage Pools” and “Yield, Maturity, and Prepayment Considerations” in the MBS Prospectus.

The Underlying REMIC Certificates

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

In addition, approximately 90.0% of the Mortgage Loans backing the Class 2007-98-Z REMIC Certificate in Group 4 (by principal balance at the Issue Date) provide for interest only periods that may range from at least 7 to no more than 10 years following origination, with the remaining Mortgage Loans backing the Class 2007-98-Z REMIC Certificate providing for interest only periods that may range from more than 10 to no more than 15 years following origination.

Further, less than 1% of the Mortgage Loans backing the Class 2009-8-ZT REMIC Certificate in Group 4 (by principal balance at the Issue Date) provide for interest only periods that may range from at least 7 to no more than 10 years following origination.

Finally, all of the Mortgage Loans backing the Class 2007-13-AZ REMIC Certificate in Group 10 provide for interest only periods that may range from at least 7 to no more than 10 years following origination. See “Risk Factors—Prepayment Factors—*Refinance Environment*—Fixed-rate and adjustable-rate mortgage loans with long initial interest-only payment periods may be more likely to be refinanced or become delinquent than other mortgage loans” in the MBS Prospectus.

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

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

Distributions of Interest

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

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

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

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

Accrual Classes. The ZH, AZ, ZD, ZE, HZ, ZM, ZW and GZ Classes are Accrual Classes. Interest will accrue on the Accrual Classes (other than the HZ and ZW Classes) at the applicable annual rates specified on the cover of this prospectus supplement or on Schedule 1. Interest will accrue on the HZ and ZW Classes at the applicable annual rates described below. However, we will not pay any interest on the Accrual Classes. Instead, interest accrued on the Accrual Classes will be added as principal to their principal balances on each Distribution Date. We will pay principal on the Accrual Classes as described under “—Distributions of Principal” below.

Weighted Average Coupon Classes.

The HZ Class. During each Interest Accrual Period, interest will accrue on the HZ Class at an annual rate equal to the weighted average of the interest rates of the Group 4 Underlying REMIC Certificates, weighted on the basis of their principal balances (before giving effect to payments made on the related Distribution Date).

During the initial Interest Accrual Period, the HZ Class is expected to bear interest at an annual rate of approximately 5.57796%.

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

The ZW Class. During each Interest Accrual Period, interest will accrue on the ZW Class at an annual rate equal to the weighted average of the interest rates of the Group 10 Underlying REMIC

Certificates, weighted on the basis of their principal balances (before giving effect to payments made on the related Distribution Date).

During the initial Interest Accrual Period, the ZW Class is expected to bear interest at an annual rate of approximately 5.81206%.

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

The PT Class. On each Distribution Date, we will pay interest on the PT Class in an amount equal to the aggregate amount of interest payable on the interest only Group 11 Underlying REMIC Certificates on that Distribution Date. Accordingly, the amount of interest payable on the PT Class will not be determined on the basis of its principal balance.

On the initial Distribution Date, we expect to pay interest on the PT Class at an annual rate of approximately 5.50000% (calculated based on the amount of interest payable on that date and the initial principal balance of the PT Class).

If any of the principal only Group 11 Underlying REMIC Certificates remains outstanding after the aggregate notional principal balance of the interest only Group 11 Underlying REMIC Certificates has been reduced to zero, the PT Class will no longer bear interest.

Our determination of the amount of interest payable on the PT Class on each Distribution Date will be final and binding in the absence of manifest error. You may obtain each such interest rate by telephoning us at 1-800-237-8627.

Distributions of Principal

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

- *Group 1*

The ZH Accrual Amount to Aggregate Group I to its Planned Balance, and thereafter to ZH. } Accretion Directed/PAC Group and Accrual Class

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

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

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

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

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

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

- *Group 2*

The AZ Accrual Amount to VB until retired, and thereafter to AZ. } Accretion Directed Class and Accrual Class

The Group 2 Cash Flow Distribution Amount to AE, VB and AZ, in that order, until retired. } Sequential Pay Classes

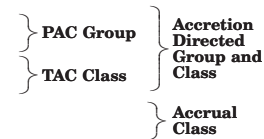
The “AZ Accrual Amount” is any interest then accrued and added to the principal balance of the AZ Class.

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

- *Group 3*

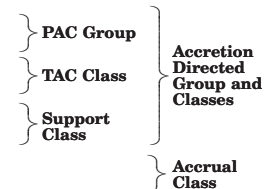
The ZE Accrual Amount in the following priority:

1. To Aggregate Group II to its Planned Balance.
2. To ZD to its Targeted Balance.
3. Thereafter to ZE.



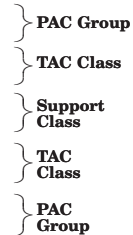
The ZD Accrual Amount in the following priority:

1. To Aggregate Group II to its Planned Balance.
2. To ZD to its Targeted Balance.
3. To ZE until retired.
4. Thereafter to ZD.



The Group 3 Cash Flow Distribution Amount in the following priority:

1. To Aggregate Group II to its Planned Balance;
2. To ZD to its Targeted Balance.
3. To ZE until retired.
4. To ZD until retired.
5. To Aggregate Group II to zero.



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

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

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

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

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

- *Group 4*

The Group 4 Principal Distribution Amount to HZ until retired.



The “Group 4 Principal Distribution Amount” is the principal then paid on the Group 4 Underlying REMIC Certificates.

- *Group 5*

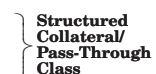
The Group 5 Principal Distribution Amount to DT until retired.



The “Group 5 Principal Distribution Amount” is the principal then paid on the Group 5 Underlying REMIC Certificates.

- *Group 6*

The Group 6 Principal Distribution Amount to ET until retired.



The “Group 6 Principal Distribution Amount” is the principal then paid on the Group 6 Underlying REMIC Certificates.

- *Group 7*

The ZM Accrual Amount to Aggregate Group III to its Planned Balance, and thereafter to ZM. } Accretion Directed/PAC Group and Accrual Class

The Group 7 Cash Flow Distribution Amount in the following priority:

1. To Aggregate Group III to its Planned Balance. } PAC Group
2. To ZM until retired. } Support Class
3. To Aggregate Group III to zero. } PAC Group

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

The “Group 7 Cash Flow Distribution Amount” is the principal then paid on the Group 7 MBS.

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

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

- *Group 8*

The Group 8 Principal Distribution Amount to HT until retired. } Structured Collateral/Pass-Through Class

The “Group 8 Principal Distribution Amount” is the principal then paid on the Group 8 Underlying REMIC Certificates.

- *Group 9*

The Group 9 Principal Distribution Amount to CT and CF, pro rata, until retired. } Structured Collateral/Pass-Through Classes

The “Group 9 Principal Distribution Amount” is the principal then paid on the Group 9 Underlying REMIC Certificates.

- *Group 10*

The Group 10 Principal Distribution Amount to ZW until retired. } Structured Collateral/Pass-Through Class

The “Group 10 Principal Distribution Amount” is the principal then paid on the Group 10 Underlying REMIC Certificates.

- *Group 11*

The Group 11 Principal Distribution Amount to PT until retired. } Structured Collateral/Pass-Through Class

The “Group 11 Principal Distribution Amount” is the principal then paid on the Group 11 Underlying REMIC Certificates.

Structuring Assumptions

Pricing Assumptions. Except where otherwise noted, the information in the tables in this prospectus supplement has been prepared based on the actual characteristics of each pool of Mortgage Loans backing the Underlying REMIC Certificates, the priority sequences governing principal payments on the Group 4 and Group 10 Underlying REMIC Certificates, and the following assumptions (such characteristics and assumptions, collectively, the “Pricing Assumptions”):

- the Mortgage Loans underlying the Trust MBS have the original terms to maturity, remaining terms to maturity, loan ages and interest rates specified under “Summary—Group 1, Group 2,

Group 3 and Group 7—Assumed Characteristics of the Underlying Mortgage Loans” in this prospectus supplement;

- the Mortgage Loans underlying the Group 1 MBS have the remaining term to expiration of their interest only periods specified under “Summary—Group 1, Group 2, Group 3 and Group 7—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 June 30, 2009; and
- each Distribution Date occurs on the 25th day of a month.

Prepayment Assumptions. The prepayment model used in this prospectus supplement is PSA. For a description of PSA, see “Yield, Maturity and Prepayment Considerations—Prepayment Models” in the REMIC Prospectus.

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

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

<u>Groups and Class</u>	<u>Structuring Ranges and Speed</u>	<u>Initial Effective Ranges</u>
Aggregate Group I Planned Balances	Between 375% and 600% PSA	Between 375% and 600% PSA
Aggregate Group II Planned Balances	Between 155% and 325% PSA	Between 155% and 325% PSA
ZD Class Targeted Balances	305% PSA	—
Aggregate Group III Planned Balances	Between 150% and 300% PSA	Between 150% and 300% PSA

The Aggregate Groups listed above consist of the following Classes:

Aggregate Group I	AH and AX
Aggregate Group II	GN and GX
Aggregate Group III	MJ and MX

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

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

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

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

Yield Tables For the Fixed Rate Interest Only Classes

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

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

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

We cannot assure you that

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

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

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

The 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>
AI	269%
IA	391%
VI	476%
GI	415%
EI	586%
MI	497%
IH	509%
IC	555%

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>
AI	18.96875%
IA	10.34375%
VI	20.09375%
GI	18.00000%
EI	14.00000%
MI	18.50000%
IH	15.40625%
IC	15.00000%

* 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 AI Class to Prepayments

	PSA Prepayment Assumption						
	<u>50%</u>	<u>100%</u>	<u>375%</u>	<u>450%</u>	<u>600%</u>	<u>900%</u>	<u>1200%</u>
Pre-Tax Yields to Maturity . . .	23.6%	18.6%	(6.9)%	(6.9)%	(6.9)%	(29.8)%	(58.0)%

Sensitivity of the IA Class to Prepayments

	<u>PSA Prepayment Assumption</u>					
	<u>50%</u>	<u>100%</u>	<u>250%</u>	<u>400%</u>	<u>700%</u>	<u>1000%</u>
Pre-Tax Yields to Maturity . . .	43.2%	38.2%	20.5%	(1.5)%	(54.7)%	*

Sensitivity of the VI Class to Prepayments

	PSA Prepayment Assumption					
	50%	100%	250%	400%	700%	1000%
Pre-Tax Yields to Maturity . . .	11.2%	11.2%	10.5%	4.7%	(19.4)%	(57.5)%

Sensitivity of the GI Class to Prepayments

	PSA Prepayment Assumption								
	50%	100%	155%	275%	305%	325%	500%	800%	1000%
Pre-Tax Yields to Maturity . . .	16.6%	10.7%	6.3%	6.3%	6.3%	6.3%	(7.3)%	(38.8)%	(64.6)%

Sensitivity of the EI Class to Prepayments

	PSA Prepayment Assumption						
	50%	100%	250%	500%	750%	1000%	1400%
Pre-Tax Yields to Maturity . . .	43.1%	39.4%	28.0%	7.5%	(15.3)%	(41.7)%	(98.6)%

Sensitivity of the MI Class to Prepayments

	PSA Prepayment Assumption							
	50%	100%	150%	250%	300%	500%	800%	1000%
Pre-Tax Yields to Maturity . . .	18.8%	14.2%	11.2%	11.2%	11.2%	(0.2)%	(21.4)%	(37.0)%

Sensitivity of the IH Class to Prepayments

	PSA Prepayment Assumption						
	50%	100%	250%	450%	750%	1000%	1400%
Pre-Tax Yields to Maturity . . .	35.3%	31.7%	20.6%	4.9%	(21.5)%	(47.1)%	*

Sensitivity of the IC Class to Prepayments

	PSA Prepayment Assumption						
	50%	100%	250%	500%	750%	1000%	1400%
Pre-Tax Yields to Maturity . . .	39.9%	36.3%	25.0%	4.8%	(17.8)%	(43.9)%	*

Weighted Average Lives of the Certificates

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

In general, the weighted average lives of the Certificates will be shortened if the level of prepayments of principal of the related Mortgage Loans increases. However, the weighted average lives will depend upon a variety of other factors, including

- the timing of changes in the rate of principal distributions,
- the priority sequences of distributions of principal of the Group 1, Group 2, Group 3 and Group 7 Classes, and
- in the case of the Group 4 and Group 10 Classes, the applicable priority sequences affecting principal payments on the related Underlying REMIC Certificates.

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

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

Decrement Tables

The following tables indicate the percentages of original principal balances of the specified Classes that would be outstanding after each date shown at various constant PSA 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(1)	8.00%
Group 2 MBS	360 months	360 months	7.50%
Group 3 MBS	360 months	360 months	7.50%
Group 4 Underlying REMIC Certificates	(2)	(2)	(2)
Group 5 Underlying REMIC Certificates	360 months	314 months	9.00%
Group 6 Underlying REMIC Certificates	360 months	333 months	9.00%
Group 7 MBS	360 months	360 months	7.50%
Group 8 Underlying REMIC Certificates	360 months	320 months	8.50%
Group 9 Underlying REMIC Certificates	360 months	328 months	9.00%
Group 10 Underlying REMIC Certificates	360 months	(3)	(3)
Group 11 Underlying REMIC Certificates	360 months	(4)	9.00%

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

(2) The Mortgage Loans backing the Group 4 Underlying REMIC Certificates listed below are assumed to have the following original terms to maturity, remaining terms to maturity, interest rates and remaining interest only periods:

	<u>Original Terms to Maturity</u>	<u>Remaining Terms to Maturity</u>	<u>Interest Rates</u>
2007-24-GZ	360 months	332 months	8.00%
2007-98-Z	360 months	340 months*	8.50%
2009-2-GZ	480 months	475 months	8.00%
2009-8-ZT	480 months	475 months**	8.00%

* In addition, we have assumed that 90% and 10% of the Mortgage Loans underlying the Class 2007-98-Z REMIC Certificate (by principal balance at the Issue Date) have remaining interest only periods of 100 months and 160 months, respectively.

** In addition, we have assumed that less than 1% of the Mortgage Loans underlying the Class 2009-8-ZT REMIC Certificate (by principal balance at the Issue Date) have remaining interest only periods of 115 months.

(3) The Mortgage Loans backing the Group 10 Underlying REMIC Certificates listed below are assumed to have the following remaining terms to maturity, interest rates and remaining interest only periods:

	<u>Remaining Terms to Maturity</u>	<u>Interest Rates</u>
2005-4-Z	307 months	8.00%
2007-B2-ZA	335 months	8.00%
2007-13-AZ	332 months*	8.50%
2008-71-TZ	349 months	8.50%

* In addition, we have assumed that the Mortgage Loans underlying the Class 2007-13-AZ REMIC Certificate have a remaining interest only period of 92 months.

- (4) The Mortgage Loans backing the Group 11 Underlying REMIC Certificates listed below are assumed to have the following remaining terms to maturity:

	Remaining Terms to Maturity
2006-108-GO	328 months
2006-108-PO	328 months
2008-52-OP	333 months

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

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

Percent of Original Principal Balances Outstanding

Date	AH Class							AX Class							AI† Class						
	PSA Prepayment Assumption							PSA Prepayment Assumption							PSA Prepayment Assumption						
	0%	100%	375%	450%	600%	900%	1200%	0%	100%	375%	450%	600%	900%	1200%	0%	100%	375%	450%	600%	900%	1200%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
June 2010	99	94	80	80	80	76	60	100	100	100	100	100	100	100	99	94	80	80	80	76	61
June 2011	98	86	56	56	56	35	17	100	100	100	100	100	100	100	98	86	57	57	57	36	18
June 2012	96	78	37	37	37	16	4	100	100	100	100	100	100	100	96	78	38	38	38	16	5
June 2013	95	70	24	24	24	7	1	100	100	100	100	100	100	100	95	70	24	24	24	8	1
June 2014	93	63	15	15	15	3	0	100	100	100	100	100	100	78	93	63	15	15	15	3	*
June 2015	92	56	9	9	9	1	0	100	100	100	100	100	100	22	92	56	10	10	10	2	*
June 2016	90	49	6	6	6	*	0	100	100	100	100	100	100	6	90	49	6	6	6	1	*
June 2017	88	42	4	4	4	0	0	100	100	100	100	100	68	2	88	43	4	4	4	*	*
June 2018	86	36	2	2	2	0	0	100	100	100	100	100	31	*	87	36	3	3	3	*	*
June 2019	85	28	1	1	1	0	0	100	100	100	100	100	14	*	85	28	2	2	2	*	*
June 2020	80	20	*	*	*	0	0	100	100	100	100	100	6	*	80	20	1	1	1	*	*
June 2021	75	12	*	*	*	0	0	100	100	100	100	100	3	*	75	13	1	1	1	*	*
June 2022	70	5	0	0	0	0	0	100	100	76	76	76	1	*	70	6	*	*	*	*	*
June 2023	64	0	0	0	0	0	0	100	47	47	47	47	1	*	64	*	*	*	*	*	*
June 2024	58	0	0	0	0	0	0	100	28	28	28	28	*	*	58	*	*	*	*	*	0
June 2025	51	0	0	0	0	0	0	100	17	17	17	17	*	*	51	*	*	*	*	*	0
June 2026	44	0	0	0	0	0	0	100	10	10	10	10	*	*	45	*	*	*	*	*	0
June 2027	37	0	0	0	0	0	0	100	6	6	6	6	*	*	37	*	*	*	*	*	0
June 2028	29	0	0	0	0	0	0	100	3	3	3	3	*	0	29	*	*	*	*	*	0
June 2029	20	0	0	0	0	0	0	100	2	2	2	2	*	0	20	*	*	*	*	*	0
June 2030	11	0	0	0	0	0	0	100	1	1	1	1	*	0	11	*	*	*	*	*	0
June 2031	1	0	0	0	0	0	0	100	*	*	*	*	*	0	1	*	*	*	*	*	0
June 2032	0	0	0	0	0	0	0	*	*	*	*	*	*	0	*	*	*	*	*	*	0
June 2033	0	0	0	0	0	0	0	0	0	0	0	0	*	0	0	0	0	0	0	0	0
June 2034	0	0	0	0	0	0	0	0	0	0	0	0	*	0	0	0	0	0	0	0	0
June 2035	0	0	0	0	0	0	0	0	0	0	0	0	*	0	0	0	0	0	0	0	0
June 2036	0	0	0	0	0	0	0	0	0	0	0	0	*	0	0	0	0	0	0	0	0
June 2037	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
June 2038	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
June 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)**	15.1	6.9	2.9	2.9	2.9	1.9	1.4	22.1	14.8	14.5	14.5	14.5	8.8	5.6	15.2	6.9	2.9	2.9	2.9	1.9	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	ZH Class							AE, IA† and AB Classes							VB, VI† and VA Classes						
	PSA Prepayment Assumption							PSA Prepayment Assumption							PSA Prepayment Assumption						
	0%	100%	375%	450%	600%	900%	1200%	0%	100%	250%	400%	700%	1000%	0%	100%	250%	400%	700%	1000%	0%	100%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
June 2010	106	106	105	87	51	0	0	99	90	79	68	47	25	93	93	93	93	93	93	93	93
June 2011	112	112	110	75	11	0	0	98	81	62	45	16	0	86	86	86	86	86	86	40	40
June 2012	118	118	115	72	*	0	0	96	72	47	27	0	0	78	78	78	78	69	0	0	0
June 2013	125	125	113	69	*	0	0	95	64	35	14	0	0	70	70	70	70	0	0	0	0
June 2014	132	132	103	61	*	0	0	93	57	25	4	0	0	61	61	61	61	0	0	0	0
June 2015	139	139	90	51	*	0	0	92	50	16	0	0	0	52	52	52	21	0	0	0	0
June 2016	147	147	76	41	*	0	0	90	43	9	0	0	0	42	42	42	0	0	0	0	0
June 2017	155	155	63	33	*	0	0	88	37	3	0	0	0	32	32	32	0	0	0	0	0
June 2018	164	164	51	26	*	0	0	86	31	0	0	0	0	22	22	6	0	0	0	0	0
June 2019	173	173	40	19	*	0	0	84	25	0	0	0	0	11	11	0	0	0	0	0	0
June 2020	183	183	31	14	*	0	0	81	20	0	0	0	0	0	0	0	0	0	0	0	0
June 2021	193	193	24	11	*	0	0	79	15	0	0	0	0	0	0	0	0	0	0	0	0
June 2022	204	204	18	8	*	0	0	76	11	0	0	0	0	0	0	0	0	0	0	0	0
June 2023	216	208	14	6	*	0	0	73	6	0	0	0	0	0	0	0	0	0	0	0	0
June 2024	228	187	10	4	*	0	0	70	2	0	0	0	0	0	0	0	0	0	0	0	0
June 2025	241	168	8	3	*	0	0	66	0	0	0	0	0	0	0	0	0	0	0	0	0
June 2026	254	149	6	2	*	0	0	62	0	0	0	0	0	0	0	0	0	0	0	0	0
June 2027	269	132	4	1	*	0	0	58	0	0	0	0	0	0	0	0	0	0	0	0	0
June 2028	284	116	3	1	*	0	0	54	0	0	0	0	0	0	0	0	0	0	0	0	0
June 2029	300	101	2	1	*	0	0	49	0	0	0	0	0	0	0	0	0	0	0	0	0
June 2030	317	86	2	*	*	0	0	44	0	0	0	0	0	0	0	0	0	0	0	0	0
June 2031	334	73	1	*	*	0	0	39	0	0	0	0	0	0	0	0	0	0	0	0	0
June 2032	309	60	1	*	*	0	0	33	0	0	0	0	0	0	0	0	0	0	0	0	0
June 2033	274	48	1	*	*	0	0	27	0	0	0	0	0	0	0	0	0	0	0	0	0
June 2034	237	37	*	*	*	0	0	20	0	0	0	0	0	0	0	0	0	0	0	0	0
June 2035	197	27	*	*	*	0	0	12	0	0	0	0	0	0	0	0	0	0	0	0	0
June 2036	154	17	*	*	*	0	0	4	0	0	0	0	0	0	0	0	0	0	0	0	0
June 2037	106	7	*	*	*	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
June 2038	55	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
June 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)**	26.5	20.2	9.3	6.4	1.1	0.5	0.3	18.2	6.6	3.3	2.1	1.1	0.7	6.0	6.0	5.8	4.6	2.9	1.9		

Date	AZ Class						CK, CL, CM, CN and CA Classes						GN and GI† Classes									
	PSA Prepayment Assumption						PSA Prepayment Assumption						PSA Prepayment Assumption									
	0%	100%	250%	400%	700%	1000%	0%	100%	250%	400%	700%	1000%	0%	100%	155%	275%	305%	325%	500%	800%	1000%	
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	
June 2010	105	105	105	105	105	105	98	90	81	71	51	31	98	89	85	85	85	85	85	63	48	
June 2011	110	110	110	110	110	110	97	81	64	48	23	4	95	78	71	71	71	71	58	31	18	
June 2012	116	116	116	116	116	54	95	73	50	32	6	0	92	68	58	58	58	58	39	15	6	
June 2013	122	122	122	122	94	21	93	65	38	19	0	0	89	58	47	47	47	47	26	7	1	
June 2014	128	128	128	128	53	8	90	57	28	9	0	0	86	48	37	37	37	37	17	3	0	
June 2015	135	135	135	135	30	3	88	50	20	2	0	0	82	39	28	28	28	28	11	1	0	
June 2016	142	142	142	110	17	1	86	43	12	0	0	0	79	31	22	22	22	22	7	0	0	
June 2017	149	149	149	81	9	*	83	36	6	0	0	0	75	22	16	16	16	16	4	0	0	
June 2018	157	157	157	59	5	*	80	30	1	0	0	0	71	14	12	12	12	12	2	0	0	
June 2019	165	165	131	43	3	*	77	24	0	0	0	0	67	9	9	9	9	9	1	0	0	
June 2020	173	173	106	31	2	*	74	18	0	0	0	0	62	7	7	7	7	7	*	0	0	
June 2021	173	173	85	22	1	*	72	14	0	0	0	0	57	5	5	5	5	5	0	0	0	
June 2022	173	173	68	16	*	*	69	10	0	0	0	0	52	3	3	3	3	3	0	0	0	
June 2023	173	173	54	11	*	*	66	6	0	0	0	0	46	2	2	2	2	2	0	0	0	
June 2024	173	173	42	8	*	*	63	2	0	0	0	0	40	1	1	1	1	1	0	0	0	
June 2025	173	163	33	5	*	*	60	0	0	0	0	0	34	*	*	*	*	*	0	0	0	
June 2026	173	138	25	4	*	*	57	0	0	0	0	0	27	0	0	0	0	0	0	0	0	
June 2027	173	113	19	2	*	*	53	0	0	0	0	0	20	0	0	0	0	0	0	0	0	
June 2028	173	91	13	2	*	*	49	0	0	0	0	0	12	0	0	0	0	0	0	0	0	
June 2029	173	70	9	1	*	*	45	0	0	0	0	0	4	0	0	0	0	0	0	0	0	
June 2030	173	50	6	1	*	0	40	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
June 2031	173	32	3	*	*	0	35	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
June 2032	173	15	1	*	*	0	30	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
June 2033	173	0	0	0	0	0	24	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
June 2034	173	0	0	0	0	0	18	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
June 2035	173	0	0	0	0	0	11	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
June 2036	173	0	0	0	0	0	4	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
June 2037	142	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
June 2038	73	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
June 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)**	28.8	19.4	13.3	9.4	5.3	3.3	17.1	6.5	3.5	2.3	1.3	0.8	12.4	5.3	4.5	4.5	4.5	4.5	3.0	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	GX Class									ZD Class								
	PSA Prepayment Assumption									PSA Prepayment Assumption								
	0%	100%	155%	275%	305%	325%	500%	800%	1000%	0%	100%	155%	275%	305%	325%	500%	800%	1000%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
June 2010	100	100	100	100	100	100	100	100	100	105	105	104	65	55	55	5	0	0
June 2011	100	100	100	100	100	100	100	100	100	110	110	109	41	26	26	0	0	0
June 2012	100	100	100	100	100	100	100	100	100	116	116	114	27	10	10	0	0	0
June 2013	100	100	100	100	100	100	100	100	100	122	122	118	20	2	2	0	0	0
June 2014	100	100	100	100	100	100	100	100	76	128	128	120	16	0	0	0	0	0
June 2015	100	100	100	100	100	100	100	100	30	135	135	119	14	0	0	0	0	0
June 2016	100	100	100	100	100	100	100	72	11	142	142	114	10	0	0	0	0	0
June 2017	100	100	100	100	100	100	100	36	4	149	149	107	6	0	0	0	0	0
June 2018	100	100	100	100	100	100	100	18	2	157	157	97	2	0	0	0	0	0
June 2019	100	100	100	100	100	100	100	9	1	165	154	86	0	0	0	0	0	0
June 2020	100	100	100	100	100	100	100	4	*	173	140	75	0	0	0	0	0	0
June 2021	100	100	100	100	100	100	77	2	*	182	125	63	0	0	0	0	0	0
June 2022	100	100	100	100	100	100	51	1	*	191	110	52	0	0	0	0	0	0
June 2023	100	100	100	100	100	100	33	1	*	201	95	40	0	0	0	0	0	0
June 2024	100	100	100	100	100	100	22	*	*	211	79	29	0	0	0	0	0	0
June 2025	100	100	100	100	100	100	14	*	*	222	64	19	0	0	0	0	0	0
June 2026	100	94	94	94	94	94	9	*	*	234	49	9	0	0	0	0	0	0
June 2027	100	67	67	67	67	67	5	*	*	246	34	0	0	0	0	0	0	0
June 2028	100	46	46	46	46	46	3	*	*	258	20	0	0	0	0	0	0	0
June 2029	100	31	31	31	31	31	2	*	*	271	6	0	0	0	0	0	0	0
June 2030	19	19	19	19	19	19	1	*	*	268	0	0	0	0	0	0	0	0
June 2031	11	11	11	11	11	11	1	*	*	242	0	0	0	0	0	0	0	0
June 2032	5	5	5	5	5	5	*	*	0	213	0	0	0	0	0	0	0	0
June 2033	1	1	1	1	1	1	*	*	0	182	0	0	0	0	0	0	0	0
June 2034	0	0	0	0	0	0	0	0	0	148	0	0	0	0	0	0	0	0
June 2035	0	0	0	0	0	0	0	0	0	112	0	0	0	0	0	0	0	0
June 2036	0	0	0	0	0	0	0	0	0	73	0	0	0	0	0	0	0	0
June 2037	0	0	0	0	0	0	0	0	0	31	0	0	0	0	0	0	0	0
June 2038	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
June 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	20.9	19.3	19.3	19.3	19.3	19.3	13.7	8.0	5.8	25.1	15.0	12.3	2.5	1.4	1.4	0.6	0.3	0.2

Date	GZ Class									ZE Class								
	PSA Prepayment Assumption									PSA Prepayment Assumption								
	0%	100%	155%	275%	305%	325%	500%	800%	1000%	0%	100%	155%	275%	305%	325%	500%	800%	1000%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
June 2010	105	105	105	70	61	55	4	0	0	105	105	105	105	100	52	0	0	0
June 2011	110	110	109	50	35	26	0	0	0	110	110	110	110	100	25	0	0	0
June 2012	116	116	114	38	21	10	0	0	0	116	116	116	116	100	10	0	0	0
June 2013	122	122	118	32	14	2	0	0	0	122	122	122	122	100	6	0	0	0
June 2014	128	128	121	30	11	*	0	0	0	128	128	128	128	93	*	0	0	0
June 2015	135	135	121	28	11	*	0	0	0	135	135	135	135	88	*	0	0	0
June 2016	142	142	118	26	10	*	0	0	0	142	142	142	142	80	*	0	0	0
June 2017	149	149	112	24	9	*	0	0	0	149	149	149	149	72	*	0	0	0
June 2018	157	157	104	21	8	*	0	0	0	157	157	157	157	63	*	0	0	0
June 2019	165	155	96	18	7	*	0	0	0	165	165	165	151	54	*	0	0	0
June 2020	173	144	87	16	6	*	0	0	0	173	173	173	129	46	*	0	0	0
June 2021	182	132	78	13	5	*	0	0	0	182	182	182	110	39	*	0	0	0
June 2022	191	120	69	11	4	*	0	0	0	191	191	191	92	32	*	0	0	0
June 2023	201	108	60	9	3	*	0	0	0	201	201	201	76	26	*	0	0	0
June 2024	211	95	52	8	3	*	0	0	0	211	211	211	62	21	*	0	0	0
June 2025	222	83	44	6	2	*	0	0	0	222	222	222	49	17	*	0	0	0
June 2026	234	71	36	5	2	*	0	0	0	234	234	234	39	13	*	0	0	0
June 2027	246	60	30	4	1	*	0	0	0	246	246	242	30	10	*	0	0	0
June 2028	258	49	23	3	1	*	0	0	0	258	258	191	22	7	*	0	0	0
June 2029	271	38	18	2	1	*	0	0	0	271	271	146	16	5	*	0	0	0
June 2030	270	28	13	1	*	*	0	0	0	285	231	104	11	3	*	0	0	0
June 2031	249	19	8	1	*	*	0	0	0	300	154	67	6	2	*	0	0	0
June 2032	226	10	4	*	*	*	0	0	0	315	80	34	3	1	*	0	0	0
June 2033	200	1	1	*	*	*	0	0	0	331	11	5	*	*	*	0	0	0
June 2034	173	0	0	0	0	0	0	0	0	348	0	0	0	0	0	0	0	0
June 2035	143	0	0	0	0	0	0	0	0	366	0	0	0	0	0	0	0	0
June 2036	111	0	0	0	0	0	0	0	0	385	0	0	0	0	0	0	0	0
June 2037	77	0	0	0	0	0	0	0	0	404	0	0	0	0	0	0	0	0
June 2038	40	0	0	0	0	0	0	0	0	326	0	0	0	0	0	0	0	0
June 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	25.9	16.5	14.3	4.7	2.6	1.4	0.5	0.2	0.2	29.4	22.3	20.7	14.5	11.3	1.4	0.1	0.1	0.1

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

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

Date	HZ Class						
	PSA Prepayment Assumption						
	0%	100%	250%	450%	600%	900%	1300%
Initial Percent	100	100	100	100	100	100	100
June 2010	106	106	106	106	106	106	106
June 2011	112	112	112	112	112	112	64
June 2012	118	118	118	118	118	91	14
June 2013	125	125	125	125	125	42	3
June 2014	132	132	132	132	90	19	1
June 2015	140	140	140	115	57	9	*
June 2016	148	148	148	87	36	4	*
June 2017	156	156	156	63	23	2	*
June 2018	165	165	157	45	14	1	*
June 2019	174	174	137	33	9	*	*
June 2020	180	180	120	23	6	*	*
June 2021	184	184	100	17	4	*	*
June 2022	187	187	83	12	2	*	0
June 2023	190	190	69	8	1	*	0
June 2024	194	191	57	6	1	*	0
June 2025	198	191	47	4	1	*	0
June 2026	202	190	38	3	*	*	0
June 2027	204	185	31	2	*	*	0
June 2028	206	169	25	1	*	*	0
June 2029	207	151	21	1	*	*	0
June 2030	207	134	17	1	*	*	0
June 2031	207	119	13	*	*	*	0
June 2032	207	104	11	*	*	*	0
June 2033	202	91	8	*	*	0	0
June 2034	194	78	6	*	*	0	0
June 2035	183	66	5	*	*	0	0
June 2036	158	56	4	*	*	0	0
June 2037	134	47	3	*	*	0	0
June 2038	128	41	2	*	*	0	0
June 2039	128	35	2	*	*	0	0
June 2040	128	30	1	*	*	0	0
June 2041	128	25	1	*	*	0	0
June 2042	128	21	1	*	*	0	0
June 2043	128	16	1	*	*	0	0
June 2044	128	12	*	*	*	0	0
June 2045	126	9	*	*	*	0	0
June 2046	96	5	*	*	0	0	0
June 2047	61	2	*	*	0	0	0
June 2048	23	*	*	0	0	0	0
June 2049	0	0	0	0	0	0	0
Weighted Average							
Life (years)**	33.5	24.8	14.5	8.7	6.5	4.0	2.3

Date	DT Class						
	PSA Prepayment Assumption						
	0%	100%	250%	500%	750%	1000%	1400%
Initial Percent	100	100	100	100	100	100	100
June 2010	99	92	83	69	54	39	16
June 2011	98	84	69	47	29	15	2
June 2012	97	77	57	32	16	6	*
June 2013	95	71	47	22	8	2	*
June 2014	94	64	39	15	4	1	*
June 2015	92	59	32	10	2	*	*
June 2016	91	53	26	7	1	*	*
June 2017	89	48	21	5	1	*	*
June 2018	87	43	17	3	*	*	*
June 2019	85	38	14	2	*	*	0
June 2020	82	34	11	1	*	*	0
June 2021	80	29	9	1	*	*	0
June 2022	77	25	7	1	*	*	0
June 2023	73	22	5	*	*	*	0
June 2024	70	18	4	*	*	*	0
June 2025	66	15	3	*	*	*	0
June 2026	62	12	2	*	*	*	0
June 2027	57	9	1	*	*	0	0
June 2028	52	6	1	*	*	0	0
June 2029	47	3	*	*	*	0	0
June 2030	41	1	*	*	*	0	0
June 2031	34	*	*	*	0	0	0
June 2032	27	0	0	0	0	0	0
June 2033	20	0	0	0	0	0	0
June 2034	11	0	0	0	0	0	0
June 2035	2	0	0	0	0	0	0
June 2036	0	0	0	0	0	0	0
June 2037	0	0	0	0	0	0	0
June 2038	0	0	0	0	0	0	0
June 2039	0	0	0	0	0	0	0
Weighted Average							
Life (years)**	17.8	8.6	5.0	2.6	1.6	1.1	0.6

ET and ET† Classes						
PSA Prepayment Assumption						
0%	100%	250%	500%	750%	1000%	1400%
Initial Percent	100	100	100	100	100	100
June 2010	99	92	83	69	54	39
June 2011	98	85	69	47	29	15
June 2012	97	78	58	32	16	6
June 2013	96	71	48	22	8	2
June 2014	95	65	39	15	4	1
June 2015	94	60	33	10	2	*
June 2016	92	54	27	7	1	*
June 2017	90	49	22	5	1	*
June 2018	89	44	18	3	*	*
June 2019	87	40	14	2	*	*
June 2020	85	35	12	1	*	*
June 2021	82	31	9	1	*	*
June 2022	80	27	7	1	*	*
June 2023	77	24	6	*	*	*
June 2024	74	20	4	*	*	*
June 2025	71	17	3	*	*	*
June 2026	67	14	3	*	*	*
June 2027	64	11	2	*	*	*
June 2028	59	8	1	*	*	0
June 2029	55	6	1	*	*	0
June 2030	50	3	*	*	*	0
June 2031	44	1	*	*	*	0
June 2032	38	*	*	*	0	0
June 2033	31	*	*	*	0	0
June 2034	24	*	*	0	0	0
June 2035	16	0	0	0	0	0
June 2036	7	0	0	0	0	0
June 2037	0	0	0	0	0	0
June 2038	0	0	0	0	0	0
June 2039	0	0	0	0	0	0
Weighted Average						
Life (years)**	19.1	8.9	5.1	2.7	1.6	1.1

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

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

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

Date	MJ and MI† Classes								MX Class							
	PSA Prepayment Assumption								PSA Prepayment Assumption							
	0%	100%	150%	250%	300%	500%	800%	1000%	0%	100%	150%	250%	300%	500%	800%	1000%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
June 2010	98	94	92	92	92	92	92	86	100	100	100	100	100	100	100	100
June 2011	95	84	80	80	80	75	52	39	100	100	100	100	100	100	100	100
June 2012	93	75	68	68	68	51	26	15	100	100	100	100	100	100	100	100
June 2013	90	66	57	57	57	35	13	5	100	100	100	100	100	100	100	100
June 2014	87	57	47	47	47	24	6	2	100	100	100	100	100	100	100	100
June 2015	84	48	38	38	38	16	3	*	100	100	100	100	100	100	100	100
June 2016	80	40	30	30	30	11	1	0	100	100	100	100	100	100	100	45
June 2017	77	33	24	24	24	7	*	0	100	100	100	100	100	100	100	18
June 2018	73	25	19	19	19	5	0	0	100	100	100	100	100	100	58	7
June 2019	69	18	15	15	15	3	0	0	100	100	100	100	100	100	29	3
June 2020	64	12	12	12	12	2	0	0	100	100	100	100	100	100	15	1
June 2021	60	9	9	9	9	1	0	0	100	100	100	100	100	100	7	*
June 2022	55	7	7	7	7	*	0	0	100	100	100	100	100	100	4	*
June 2023	49	5	5	5	5	0	0	0	100	100	100	100	100	93	2	*
June 2024	44	4	4	4	4	0	0	0	100	100	100	100	100	62	1	*
June 2025	38	3	3	3	3	0	0	0	100	100	100	100	100	42	*	*
June 2026	31	2	2	2	2	0	0	0	100	100	100	100	100	28	*	*
June 2027	25	1	1	1	1	0	0	0	100	100	100	100	100	18	*	*
June 2028	17	1	1	1	1	0	0	0	100	100	100	100	100	12	*	*
June 2029	9	1	1	1	1	0	0	0	100	100	100	100	100	8	*	*
June 2030	1	*	*	*	*	0	0	0	100	100	100	100	100	5	*	*
June 2031	0	0	0	0	0	0	0	0	89	89	89	89	89	3	*	*
June 2032	0	0	0	0	0	0	0	0	65	65	65	65	65	2	*	*
June 2033	0	0	0	0	0	0	0	0	45	45	45	45	45	1	*	*
June 2034	0	0	0	0	0	0	0	0	31	31	31	31	31	1	*	0
June 2035	0	0	0	0	0	0	0	0	19	19	19	19	19	*	*	0
June 2036	0	0	0	0	0	0	0	0	11	11	11	11	11	*	*	0
June 2037	0	0	0	0	0	0	0	0	5	5	5	5	5	*	*	0
June 2038	0	0	0	0	0	0	0	0	*	*	*	*	*	*	*	0
June 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	12.9	6.4	5.7	5.7	5.7	3.7	2.4	2.0	24.2	24.2	24.2	24.2	24.2	16.3	9.7	7.2

Date	ZM Class								HT and IH† Classes						
	PSA Prepayment Assumption								PSA Prepayment Assumption						
	0%	100%	150%	250%	300%	500%	800%	1000%	0%	100%	250%	450%	750%	1000%	1400%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
June 2010	105	105	104	88	81	50	3	0	99	93	84	72	54	39	16
June 2011	110	110	108	68	49	0	0	0	98	86	70	52	29	15	2
June 2012	116	116	112	52	24	0	0	0	97	79	58	37	16	6	*
June 2013	122	122	116	42	9	0	0	0	95	73	49	26	9	2	*
June 2014	128	128	120	37	2	0	0	0	94	67	40	19	5	1	*
June 2015	135	135	124	35	*	0	0	0	92	61	34	13	2	*	*
June 2016	142	142	125	34	*	0	0	0	91	56	28	10	1	*	*
June 2017	149	149	123	32	*	0	0	0	89	51	23	7	1	*	*
June 2018	157	157	119	30	*	0	0	0	87	47	19	5	*	*	*
June 2019	165	165	113	27	*	0	0	0	84	42	16	3	*	*	0
June 2020	173	169	106	25	*	0	0	0	82	38	13	2	*	*	0
June 2021	182	160	98	22	*	0	0	0	79	35	10	2	*	*	0
June 2022	191	150	89	19	*	0	0	0	77	31	8	1	*	*	0
June 2023	201	140	81	17	*	0	0	0	73	28	7	1	*	*	0
June 2024	211	129	73	14	*	0	0	0	70	24	5	1	*	*	0
June 2025	222	118	65	12	*	0	0	0	66	21	4	*	*	*	0
June 2026	234	107	58	10	*	0	0	0	62	19	3	*	*	*	0
June 2027	246	96	50	9	*	0	0	0	58	16	3	*	*	*	0
June 2028	258	85	44	7	*	0	0	0	53	13	2	*	*	0	0
June 2029	271	75	37	6	*	0	0	0	48	11	1	*	*	0	0
June 2030	285	65	32	5	*	0	0	0	43	9	1	*	*	0	0
June 2031	267	56	26	4	*	0	0	0	36	7	1	*	*	0	0
June 2032	242	46	21	3	*	0	0	0	30	5	*	*	*	0	0
June 2033	215	38	17	2	*	0	0	0	23	3	*	*	*	0	0
June 2034	186	30	13	2	*	0	0	0	15	1	*	*	0	0	0
June 2035	154	22	9	1	*	0	0	0	6	*	*	*	0	0	0
June 2036	120	14	6	1	*	0	0	0	0	0	0	0	0	0	0
June 2037	83	8	3	*	*	0	0	0	0	0	0	0	0	0	0
June 2038	43	1	*	*	*	0	0	0	0	0	0	0	0	0	0
June 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	26.1	19.4	17.0	6.6	2.2	1.0	0.6	0.5	18.0	9.7	5.3	3.0	1.7	1.1	0.6

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

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

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

Date	CT, CF and IC† Classes							ZW Class							PT†† Class						
	PSA Prepayment Assumption							PSA Prepayment Assumption							PSA Prepayment Assumption						
	0%	100%	250%	500%	750%	1000%	1400%	0%	100%	250%	475%	750%	1000%	1400%	0%	100%	250%	475%	750%	1000%	1400%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
June 2010	99	92	84	69	54	39	16	106	106	106	106	106	106	94	99	93	84	71	54	39	16
June 2011	98	85	70	47	29	15	2	112	112	112	112	110	99	33	98	86	70	50	29	16	2
June 2012	97	78	58	32	16	6	*	119	119	119	119	102	48	5	97	80	59	35	16	6	*
June 2013	96	72	48	22	8	2	*	126	126	126	120	60	19	1	96	74	49	25	9	2	*
June 2014	95	66	40	15	5	1	*	134	134	134	103	32	7	*	95	68	41	17	5	1	*
June 2015	93	61	33	10	2	*	*	142	142	142	77	17	3	*	93	62	34	12	3	*	*
June 2016	92	55	27	7	1	*	*	150	150	145	54	9	1	*	92	57	28	8	1	*	*
June 2017	90	50	22	5	1	*	*	159	159	132	37	5	*	*	90	53	24	6	1	*	*
June 2018	88	45	18	3	*	*	*	169	169	117	26	3	*	*	88	48	19	4	*	*	*
June 2019	86	41	15	2	*	*	0	179	179	101	18	1	*	*	86	44	16	3	*	*	0
June 2020	84	37	12	1	*	*	0	189	186	83	12	1	*	0	84	40	13	2	*	*	0
June 2021	82	33	10	1	*	*	0	201	192	67	9	*	*	0	82	36	11	1	*	*	0
June 2022	79	29	8	1	*	*	0	213	179	55	6	*	*	0	79	33	9	1	*	*	0
June 2023	76	26	6	*	*	*	0	225	167	45	4	*	*	0	77	29	7	1	*	*	0
June 2024	73	22	5	*	*	*	0	238	157	36	3	*	*	0	74	26	6	*	*	*	0
June 2025	70	19	4	*	*	*	0	250	142	29	2	*	*	0	70	23	5	*	*	*	0
June 2026	66	16	3	*	*	*	0	261	124	23	1	*	*	0	66	20	4	*	*	*	0
June 2027	62	14	2	*	*	*	0	271	108	18	1	*	*	0	62	18	3	*	*	*	0
June 2028	58	11	2	*	*	0	0	283	93	14	1	*	*	0	58	15	2	*	*	0	0
June 2029	53	9	1	*	*	0	0	280	78	11	*	*	0	0	53	13	2	*	*	0	0
June 2030	47	7	1	*	*	0	0	259	65	8	*	*	0	0	48	11	1	*	*	0	0
June 2031	42	5	1	*	*	0	0	237	52	6	*	*	0	0	42	9	1	*	*	0	0
June 2032	35	3	*	*	*	0	0	213	40	4	*	*	0	0	36	7	1	*	*	0	0
June 2033	28	1	*	*	*	0	0	186	30	3	*	*	0	0	29	5	*	*	*	0	0
June 2034	21	*	*	*	0	0	0	156	21	2	*	*	0	0	22	3	*	*	*	0	0
June 2035	12	*	*	*	0	0	0	113	13	1	*	*	0	0	13	1	*	*	0	0	0
June 2036	3	0	0	0	0	0	0	72	8	1	*	0	0	0	4	*	*	*	0	0	0
June 2037	0	0	0	0	0	0	0	29	3	*	*	0	0	0	0	0	0	0	0	0	0
June 2038	0	0	0	0	0	0	0	2	*	*	0	0	0	0	0	0	0	0	0	0	0
June 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)**	18.8	9.3	5.2	2.7	1.6	1.1	0.6	24.9	19.2	12.7	7.4	4.6	3.2	1.9	18.9	10.1	5.4	2.9	1.7	1.1	0.6

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

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

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

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

Characteristics of the Residual Classes

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

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

CERTAIN ADDITIONAL FEDERAL INCOME TAX CONSEQUENCES

The Certificates and payments on the Certificates are not generally exempt from taxation. Therefore, you should consider the tax consequences of holding a Certificate before you acquire one. The following tax discussion supplements the discussion under the caption “Material Federal Income Tax Consequences” in the REMIC Prospectus. When read together, the two discussions describe the current federal income tax treatment of beneficial owners of Certificates. These two tax discussions do not purport to deal with all federal tax consequences applicable to all categories of beneficial owners, some of which may be subject to special rules. In addition, these discussions may not apply to

your particular circumstances for one of the reasons explained in the REMIC Prospectus. You should consult your own tax advisors regarding the federal income tax consequences of holding and disposing of Certificates as well as any tax consequences arising under the laws of any state, local or foreign taxing jurisdiction.

U.S. Treasury Circular 230 Notice

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

REMIC Elections and Special Tax Attributes

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

Taxation of Beneficial Owners of Regular Certificates

The 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. In addition, because all payments will be treated as included in the stated redemption price at maturity, the PT Class will be treated as having been 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	450% PSA
2	400% PSA
3	275% PSA
4	450% PSA
5	500% PSA
6	500% PSA
7	250% PSA
8	450% PSA
9	500% PSA
10	475% PSA
11	475% 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 Classes of RCR Certificates are Combination RCR Certificates. See “Material Federal Income Tax Consequences—Taxation of Beneficial Owners of RCR Certificates” in the REMIC Prospectus for a general discussion of the federal income tax treatment of beneficial owners of RCR Certificates.

PLAN OF DISTRIBUTION

We are obligated to deliver the Certificates (other than the DT, ET, HT and CT Classes) to Banc of America Securities LLC (the “Dealer”) in exchange for the Trust MBS and the Underlying REMIC Certificates. The Dealer proposes to offer the Certificates (other than the DT, ET, HT and CT Classes) 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. On the Settlement Date, we expect to transfer the DT, ET, HT and CT Classes to Fannie Mae Mega Trust Numbers 310026, 310027, 310028 and 310029, respectively, and to deliver the related Mega certificates to the Dealer.

LEGAL MATTERS

Sidley Austin LLP will provide legal representation for Fannie Mae. K & L Gates LLP will provide legal representation for the Dealer.

Group 4 Underlying REMIC Certificates

Underlying REMIC Trust	Class	Date of Issue	CUSIP Number	Interest Rate	Interest Type(I)	Final Distribution Date	Principal Type(I)	Original Principal Balance of Class	June 2009 Class Factor	Principal Balance in the Lower Tier REMIC	Approximate Weighted Average WAC	Approximate Weighted Average WAM (in months)	Approximate Weighted Average WALA (in months)	Approximate Weighted Average Remaining Term to Expiration of Interest Only Period (in months)
2007-24	GZ	February 2007	31396P4H1	5.5%	FIX/Z	March 2037	SEQ	\$10,000,000	1.13659862	\$11,365,986.20	6.010%	309	46	N/A
2007-98	Z	October 2007	31396XJ62	6.0	FIX/Z	November 2037	SEQ	13,000,000	1.10489558	14,363,642.54	6.623	338	22	(2)
2009-2	GZ	January 2009	31397NAJ4	5.5	FIX/Z	February 2049	SEQ	32,570,747	1.02312770	33,324,033.47	6.110	462	17	N/A
2009-8	ZT	January 2009	31397M4A2	5.5	FIX/Z	February 2049	SEQ	32,316,537	1.02312770	33,063,944.17	6.146	463	16	(3)

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

(2) Approximately 90% of the Mortgage Loans backing the Class 2007-98-Z REMIC Certificate (by principal balance at the Issue Date) have an approximate weighted average remaining interest only period of 99 months, and the remaining Mortgage Loans backing the Class 2007-98-Z REMIC Certificate have an approximate weighted average remaining interest only period of 156 months.

(3) Less than 1% of the Mortgage Loans backing the Class 2009-8-ZT REMIC Certificate (by principal balance at the Issue Date) have an approximate weighted average remaining interest only period of 100 months.

Group 5 Underlying REMIC Certificates

Underlying REMIC Trust	Class	Date of Issue	CUSIP Number	Interest Rate	Interest Type(I)	Final Distribution Date	Principal Type(I)	Original Principal Balance of Class	June 2009 Class Factor	Principal or Notional Principal Balance in the Lower Tier REMIC	Approximate Weighted Average WAC	Approximate Weighted Average WAM (in months)	Approximate Weighted Average WALA (in months)
2005-82	FD	August 2005	31394E7C6	(2)	FLT	September 2035	PT	\$200,234,973	0.44549406	\$89,203,491.08	6.954%	257	90
2005-82	SI	August 2005	31394E7D4	(2)	INV/IO	September 2035	NTL	200,234,973	0.44549406	89,203,491.08	6.954	257	90

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

(2) For a description of these interest rates, see “Description of the Certificates—Distributions of Interest” in the applicable Underlying REMIC Disclosure Document.

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

Group 6 Underlying REMIC Certificates

Underlying REMIC Trust	Class	Date of Issue	CUSIP Number	Interest Rate	Interest Type(1)	Final Distribution Date	Principal Type(1)	Original Principal or Notional Principal Balance of Class	June 2009 Class Factor	Principal or Notional Principal Balance in the Lower Tier REMIC	Approximate Weighted Average WAC	Approximate Weighted Average WALA
2007-30	WF	March 2007	31396VHY7	(2)	FLT	April 2037	PT	\$464,285,714	0.67527635	\$178,465,892.31	7.011%	80
2007-30	WI	March 2007	31396VHZ4	(2)	INV/O	April 2037	NTL	464,285,714	0.67527635	178,465,892.31	7.011	80

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

(2) For a description of these interest rates, see “Description of the Certificates—Distributions of Interest” in the applicable Underlying REMIC Disclosure Document.

Group 8 Underlying REMIC Certificates

Underlying REMIC Trust	Class	Date of Issue	CUSIP Number	Interest Rate	Interest Type(1)	Final Distribution Date	Principal Type(1)	Original Principal or Notional Principal Balance of Class	June 2009 Class Factor	Principal or Notional Principal Balance in the Lower Tier REMIC	Approximate Weighted Average WAC	Approximate Weighted Average WALA
2006-17	FN	February 2006	31394V2V1	(2)	FLT	March 2036	PT	\$214,285,714	0.60932753	\$45,699,564.75	6.558%	46
2006-17	SI	February 2006	31394V2X7	(2)	INV/O	March 2036	NTL	214,285,714	0.60932753	45,699,564.75	6.558	46

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

(2) For a description of these interest rates, see “Description of the Certificates—Distributions of Interest” in the applicable Underlying REMIC Disclosure Document.

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

Group 9 Underlying REMIC Certificates

Underlying REMIC Trust	Class	Date of Issue	CUSIP Number	Interest Rate	Interest Type(1)	Final Distribution Date	Principal Type(1)	Original or Notional Principal Balance of Class	June 2009 Class Factor	Principal or Notional Principal Balance in the Lower Tier REMIC	Approximate Weighted Average WAC	Approximate Weighted Average WAM (in months)	Approximate Weighted Average WALA (in months)
2006-104	FG	October 2006	31396LLV0	(2)	FLT	November 2036	PT	\$190,000,000	0.59842041	\$47,514,580.55	6.985%	289	63
2006-104	SG	October 2006	31396LLW8	(2)	INV/IO	November 2036	NTL	190,000,000	0.59842041	38,513,739.17	6.985	289	63

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

(2) For a description of these interest rates, see “Description of the Certificates—Distributions of Interest” in the applicable Underlying REMIC Disclosure Document.

Group 10 Underlying REMIC Certificates

Underlying REMIC Trust	Class	Date of Issue	CUSIP Number	Interest Rate	Interest Type(1)	Final Distribution Date	Principal Type(1)	Original Principal Balance of Class	June 2009 Class Factor	Principal Balance in the Lower Tier REMIC	Approximate Weighted Average WAC	Approximate Weighted Average WAM (in months)	Approximate Weighted Average WALA (in months)	Approximate Weighted Average Remaining Term to Expiration of Interest Only Period (in months)
2005-4	Z	January 2005	31394CAE2	5.5%	FIX/Z	February 2035	SEQ	\$ 7,809,200	1.27425498	\$ 9,950,911.99	5.910%	277	72	N/A
2007-B2	ZA	May 2007	31396V2L1	5.5	FIX/Z	June 2037	SEQ	79,507,195	1.12111256	11,099,014.34	5.995	310	44	N/A
2007-13	AZ	February 2007	31396PK34	6.0	FIX/Z	March 2037	SEQ/AS	2,835,265	1.14987261	3,260,193.57	6.786	327	33	87
2008-71	TZ	July 2008	31397MEV5	6.0	FIX/Z	August 2038	SEQ	60,000,000	1.05639583	31,691,874.90	6.475	345	12	N/A

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

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

Group 11 Underlying REMIC and RCR Certificates

Underlying REMIC Trust	Class	Date of Issue	CUSIP Number	Interest Rate	Interest Type(I)	Final Distribution Date	Principal Type(I)	Original Principal or Notional Balance of Class	June 2009 Class Factor	Principal or Notional Principal Balance in the Lower Tier REMIC	Approximate Weighted Average WAC (in months)	Approximate Weighted Average WALA (in months)
2006-108	GO	October 2006	31396LTH3	0.0%	PO	November 2036	PT	\$12,500,000	0.66368947	\$ 6,381,629.11	6.972%	34
2006-108	PO	October 2006	31396LTC4	0.0	PO	November 2036	PT	13,076,924	0.65300307	8,539,271.52	7.041	35
2008-52	OP(2)	May 2008	31397LWR6	0.0	PO	April 2037	SC/PT	6,411,763	0.87875448	5,634,365.46	7.033	31
2009-28	DI(3)	April 2009	31397NB53	6.0	FIX/O	May 2037	NTL	5,235,588	0.96768434	5,066,396.52	6.475	27
2009-36	LI(4)	May 2009	31397NR72	6.0	FIX/O	April 2037	NTL	15,819,376	0.97866645	13,775,931.11	6.633	31

- (1) See “Description of the Certificates—Definitions and Abbreviations” in the REMIC Prospectus.
(2) The Class 2008-52-OP REMIC Certificate is backed by the Fannie Mae REMIC Certificates listed below having the following characteristics:

Class	Interest Type	Principal Type
2007-32-FA	FLT	PT
2007-32-SA	INV/O	NTL

- (3) The Class 2009-28-DI REMIC Certificate is backed by the Fannie Mae REMIC Certificates listed below having the following characteristics:

Class	Interest Type	Principal Type
2007-43-LF	FLT	PT
2007-43-LS	INV/O	NTL

- (4) The Class 2009-36-LI REMIC Certificate is backed by the Fannie Mae REMIC Certificates listed below having the following characteristics:

Class	Interest Type	Principal Type
2007-30-JF	FLT	PT
2007-30-JI	INV/O	NTL

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

Available Recombinations(1)

REMIC Certificates		RCR Certificates						
Classes	Original Balances	RCR Classes	Original Balances	Principal Type(2)	Interest Rate	Interest Type(2)	CUSIP Number	Final Distribution Date
Recombination 1		AB	\$202,643,000	SEQ	5.00%	FIX	31396QMR7	February 2037
AE	\$202,643,000							
IA	40,528,600(3)							
Recombination 2		VA	19,914,000	SEQ/AD	5.00	FIX	31396QMS5	July 2020
VB	19,914,000							
VI	3,982,800(3)							
Recombination 3		CA	222,557,000	SEQ/AD	5.00	FIX	31396QMX4	February 2037
VB	19,914,000							
VI	3,982,800(3)							
AE	202,643,000							
IA	40,528,600(3)							
Recombination 4		CL	222,557,000	SEQ/AD	4.25	FIX	31396QMU0	February 2037
VB	19,914,000							
VI	995,700(3)							
AE	202,643,000							
IA	10,132,150(3)							
Recombination 5		CM	222,557,000	SEQ/AD	4.50	FIX	31396QMV8	February 2037
VB	19,914,000							
VI	1,991,400(3)							
AE	202,643,000							
IA	20,264,300(3)							
Recombination 6		CN	222,557,000	SEQ/AD	4.75	FIX	31396QMW6	February 2037
VB	19,914,000							
VI	2,987,100(3)							
AE	202,643,000							
IA	30,396,450(3)							

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 7								
VB	\$ 19,914,000	CK	\$222,557,000	SEQ/AD	4.00%	FIX	31396QMT3	February 2037
AE	202,643,000							
Recombination 8								
ZD	112,581,000	GZ	128,297,000	SUP	5.00	FIX/Z	31396QMY2	July 2039
ZE	15,716,000							

- (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.

Principal Balance Schedules

Aggregate Group I Planned Balances

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
Initial Balance	\$70,039,000.00	October 2013	\$14,550,550.40	February 2018	\$ 2,102,554.52
July 2009	69,132,448.90	November 2013	14,019,295.23	March 2018	2,025,744.77
August 2009	68,184,847.56	December 2013	13,507,434.88	April 2018	1,951,739.14
September 2009	67,187,815.54	January 2014	13,014,261.27	May 2018	1,876,424.78
October 2009	66,142,738.61	February 2014	12,539,092.20	June 2018	1,803,986.64
November 2009	65,051,097.94	March 2014	12,081,270.38	July 2018	1,734,315.70
December 2009	63,914,466.61	April 2014	11,640,162.50	August 2018	1,667,307.07
January 2010	62,734,505.85	May 2014	11,215,158.36	September 2018	1,602,859.81
February 2010	61,512,960.95	June 2014	10,805,670.08	October 2018	1,540,876.77
March 2010	60,251,656.83	July 2014	10,411,131.19	November 2018	1,481,264.47
April 2010	58,952,493.39	August 2014	10,030,995.94	December 2018	1,423,932.96
May 2010	57,617,440.53	September 2014	9,664,738.48	January 2019	1,368,795.66
June 2010	56,248,532.90	October 2014	9,311,852.17	February 2019	1,315,769.27
July 2010	54,847,864.51	November 2014	8,971,848.87	March 2019	1,264,773.64
August 2010	53,417,582.96	December 2014	8,644,258.24	April 2019	1,215,731.64
September 2010	51,959,883.62	January 2015	8,328,627.13	May 2019	1,168,569.02
October 2010	50,477,003.55	February 2015	8,024,518.93	June 2019	1,123,214.38
November 2010	49,023,702.04	March 2015	7,731,512.96	July 2019	1,079,598.99
December 2010	47,599,350.16	April 2015	7,449,203.92	August 2019	1,037,656.71
January 2011	46,203,332.18	May 2015	7,177,201.27	September 2019	997,323.92
February 2011	44,835,045.25	June 2015	6,915,128.77	October 2019	958,539.37
March 2011	43,493,899.17	July 2015	6,662,623.88	November 2019	921,244.15
April 2011	42,179,316.12	August 2015	6,419,337.32	December 2019	885,381.58
May 2011	40,890,730.38	September 2015	6,184,932.55	January 2020	850,897.10
June 2011	39,627,588.09	October 2015	5,959,085.31	February 2020	817,738.24
July 2011	38,389,346.99	November 2015	5,741,483.19	March 2020	785,854.48
August 2011	37,175,476.18	December 2015	5,531,825.19	April 2020	755,197.24
September 2011	35,985,455.89	January 2016	5,329,821.28	May 2020	725,719.77
October 2011	34,818,777.25	February 2016	5,135,192.03	June 2020	697,377.08
November 2011	33,674,942.03	March 2016	4,947,668.21	July 2020	670,125.90
December 2011	32,553,462.44	April 2016	4,766,990.43	August 2020	643,924.58
January 2012	31,457,136.00	May 2016	4,592,908.73	September 2020	618,733.06
February 2012	30,387,376.28	June 2016	4,425,182.33	October 2020	594,512.79
March 2012	29,343,539.49	July 2016	4,263,579.20	November 2020	571,226.68
April 2012	28,324,997.45	August 2016	4,107,875.80	December 2020	548,839.05
May 2012	27,331,137.22	September 2016	3,957,856.75	January 2021	527,315.58
June 2012	26,361,360.70	October 2016	3,813,314.52	February 2021	506,623.23
July 2012	25,415,084.26	November 2016	3,674,049.16	March 2021	486,730.24
August 2012	24,491,738.46	December 2016	3,539,868.04	April 2021	467,606.02
September 2012	23,597,555.21	January 2017	3,410,585.54	May 2021	449,221.18
October 2012	22,736,016.37	February 2017	3,286,022.82	June 2021	431,547.41
November 2012	21,905,930.18	March 2017	3,166,007.58	July 2021	414,557.51
December 2012	21,106,148.37	April 2017	3,050,373.79	August 2021	398,225.27
January 2013	20,335,564.61	May 2017	2,938,961.51	September 2021	382,525.51
February 2013	19,593,112.94	June 2017	2,831,616.61	October 2021	367,434.00
March 2013	18,877,766.35	July 2017	2,728,190.61	November 2021	352,927.42
April 2013	18,188,535.28	August 2017	2,628,540.43	December 2021	338,983.35
May 2013	17,524,466.32	September 2017	2,532,528.24	January 2022	325,580.20
June 2013	16,884,640.87	October 2017	2,440,021.21	February 2022	312,697.23
July 2013	16,268,173.86	November 2017	2,350,891.38	March 2022	300,314.47
August 2013	15,674,212.53	December 2017	2,265,015.47	April 2022	288,412.71
September 2013	15,101,935.25	January 2018	2,182,274.66	May 2022	276,973.48

Aggregate Group I (Continued)

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
June 2022	\$ 265,979.01	December 2025	\$ 46,488.32	June 2029	\$ 6,523.12
July 2022	255,412.21	January 2026	44,531.10	July 2029	6,179.89
August 2022	245,256.62	February 2026	42,651.95	August 2029	5,850.90
September 2022	235,496.44	March 2026	40,847.81	September 2029	5,535.59
October 2022	226,116.46	April 2026	39,115.73	October 2029	5,233.41
November 2022	217,102.03	May 2026	37,452.89	November 2029	4,943.81
December 2022	208,439.08	June 2026	35,856.57	December 2029	4,666.30
January 2023	200,114.07	July 2026	34,324.16	January 2030	4,400.38
February 2023	192,113.98	August 2026	32,853.15	February 2030	4,145.58
March 2023	184,426.29	September 2026	31,441.12	March 2030	3,901.46
April 2023	177,038.95	October 2026	30,085.76	April 2030	3,667.59
May 2023	169,940.37	November 2026	28,784.83	May 2030	3,443.53
June 2023	163,119.40	December 2026	27,536.19	June 2030	3,228.90
July 2023	156,565.34	January 2027	26,337.78	July 2030	3,023.32
August 2023	150,267.86	February 2027	25,187.62	August 2030	2,826.40
September 2023	144,217.06	March 2027	24,083.81	September 2030	2,637.81
October 2023	138,403.40	April 2027	23,024.51	October 2030	2,457.20
November 2023	132,817.71	May 2027	22,007.97	November 2030	2,284.24
December 2023	127,451.17	June 2027	21,032.50	December 2030	2,118.63
January 2024	122,295.30	July 2027	20,096.47	January 2031	1,960.05
February 2024	117,341.95	August 2027	19,198.33	February 2031	1,808.23
March 2024	112,583.26	September 2027	18,336.56	March 2031	1,662.89
April 2024	108,011.69	October 2027	17,509.74	April 2031	1,523.76
May 2024	103,619.99	November 2027	16,716.47	May 2031	1,390.58
June 2024	99,401.19	December 2027	15,955.43	June 2031	1,263.11
July 2024	95,348.57	January 2028	15,225.33	July 2031	1,141.11
August 2024	91,455.68	February 2028	14,524.94	August 2031	1,024.37
September 2024	87,716.32	March 2028	13,853.09	September 2031	912.65
October 2024	84,124.53	April 2028	13,208.63	October 2031	805.76
November 2024	80,674.57	May 2028	12,590.49	November 2031	703.49
December 2024	77,360.91	June 2028	11,997.60	December 2031	605.66
January 2025	74,178.27	July 2028	11,428.96	January 2032	512.08
February 2025	71,121.53	August 2028	10,883.61	February 2032	422.56
March 2025	68,185.80	September 2028	10,360.61	March 2032	336.95
April 2025	65,366.36	October 2028	9,859.07	April 2032	255.08
May 2025	62,658.68	November 2028	9,378.13	May 2032	176.80
June 2025	60,058.39	December 2028	8,916.97	June 2032	101.95
July 2025	57,561.31	January 2029	8,474.80	July 2032	30.39
August 2025	55,163.41	February 2029	8,050.85	August 2032 and thereafter	0.00
September 2025	52,860.81	March 2029	7,644.40		
October 2025	50,649.80	April 2029	7,254.74		
November 2025	48,526.78	May 2029	6,881.19		

Aggregate Group II Planned Balances

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
Initial Balance	\$507,547,000.00	February 2010	\$455,675,765.50	October 2010	\$406,993,605.99
July 2009	500,823,882.53	March 2010	449,424,443.57	November 2010	401,116,813.73
August 2009	494,222,236.80	April 2010	443,221,413.09	December 2010	395,284,980.86
September 2009	487,671,978.21	May 2010	437,066,245.83	January 2011	389,497,705.63
October 2009	481,172,653.83	June 2010	430,958,516.93	February 2011	383,754,589.50
November 2009	474,723,814.33	July 2010	424,897,804.94	March 2011	378,055,237.07
December 2009	468,325,013.98	August 2010	418,883,691.75	April 2011	372,399,256.10
January 2010	461,975,810.58	September 2010	412,915,762.59	May 2011	366,786,257.46

Aggregate Group II (Continued)

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
June 2011	\$361,215,855.10	January 2016	\$128,617,469.92	August 2020	\$ 39,245,821.61
July 2011	355,687,666.03	February 2016	125,958,849.23	September 2020 . . .	38,373,656.44
August 2011	350,201,310.30	March 2016	123,352,595.72	October 2020	37,519,376.29
September 2011 . . .	344,756,410.97	April 2016	120,797,707.91	November 2020	36,682,630.54
October 2011	339,352,594.09	May 2016	118,293,203.09	December 2020	35,863,075.25
November 2011	333,989,488.66	June 2016	115,838,117.00	January 2021	35,060,373.04
December 2011	328,666,726.63	July 2016	113,431,503.46	February 2021	34,274,192.97
January 2012	323,383,942.85	August 2016	111,072,434.10	March 2021	33,504,210.42
February 2012	318,140,775.06	September 2016 . . .	108,759,997.94	April 2021	32,750,106.96
March 2012	312,936,863.88	October 2016	106,493,301.12	May 2021	32,011,570.24
April 2012	307,771,852.74	November 2016	104,271,466.58	June 2021	31,288,293.89
May 2012	302,645,387.92	December 2016	102,093,633.75	July 2021	30,579,977.40
June 2012	297,557,118.45	January 2017	99,958,958.24	August 2021	29,886,325.98
July 2012	292,506,696.18	February 2017	97,866,611.51	September 2021 . . .	29,207,050.50
August 2012	287,496,936.01	March 2017	95,815,780.63	October 2021	28,541,867.36
September 2012 . . .	282,543,654.64	April 2017	93,805,667.95	November 2021	27,890,498.39
October 2012	277,646,241.89	May 2017	91,835,490.84	December 2021	27,252,670.74
November 2012	272,804,094.07	June 2017	89,904,481.39	January 2022	26,628,116.79
December 2012	268,016,613.86	July 2017	88,011,886.16	February 2022	26,016,574.05
January 2013	263,283,210.25	August 2017	86,156,965.89	March 2022	25,417,785.07
February 2013	258,603,298.49	September 2017 . . .	84,338,995.25	April 2022	24,831,497.33
March 2013	253,976,300.02	October 2017	82,557,262.59	May 2022	24,257,463.15
April 2013	249,401,642.40	November 2017	80,811,069.64	June 2022	23,695,439.61
May 2013	244,878,759.25	December 2017	79,099,731.33	July 2022	23,145,188.46
June 2013	240,407,090.17	January 2018	77,422,575.50	August 2022	22,606,476.02
July 2013	235,986,080.70	February 2018	75,778,942.66	September 2022 . . .	22,079,073.10
August 2013	231,615,182.27	March 2018	74,168,185.77	October 2022	21,562,754.92
September 2013 . . .	227,293,852.08	April 2018	72,589,670.00	November 2022	21,057,301.02
October 2013	223,021,553.10	May 2018	71,042,772.52	December 2022	20,562,495.19
November 2013	218,797,754.00	June 2018	69,526,882.25	January 2023	20,078,125.37
December 2013	214,621,929.05	July 2018	68,041,399.66	February 2023	19,603,983.59
January 2014	210,493,558.10	August 2018	66,585,736.53	March 2023	19,139,865.89
February 2014	206,412,126.51	September 2018 . . .	65,159,315.78	April 2023	18,685,572.24
March 2014	202,377,125.11	October 2018	63,761,571.24	May 2023	18,240,906.46
April 2014	198,388,050.09	November 2018	62,391,947.45	June 2023	17,805,676.15
May 2014	194,444,403.02	December 2018	61,049,899.44	July 2023	17,379,692.65
June 2014	190,545,690.72	January 2019	59,734,892.57	August 2023	16,962,770.91
July 2014	186,691,425.26	February 2019	58,446,402.32	September 2023 . . .	16,554,729.47
August 2014	182,895,259.13	March 2019	57,183,914.10	October 2023	16,155,390.38
September 2014 . . .	179,173,137.89	April 2019	55,946,923.07	November 2023	15,764,579.12
October 2014	175,523,654.34	May 2019	54,734,933.95	December 2023	15,382,124.55
November 2014	171,945,427.55	June 2019	53,547,460.85	January 2024	15,007,858.84
December 2014	168,437,102.43	July 2019	52,384,027.08	February 2024	14,641,617.41
January 2015	164,997,349.19	August 2019	51,244,165.03	March 2024	14,283,238.87
February 2015	161,624,862.91	September 2019 . . .	50,127,415.92	April 2024	13,932,564.96
March 2015	158,318,363.04	October 2019	49,033,329.69	May 2024	13,589,440.48
April 2015	155,076,593.04	November 2019	47,961,464.82	June 2024	13,253,713.24
May 2015	151,898,319.81	December 2019	46,911,388.19	July 2024	12,925,234.00
June 2015	148,782,333.37	January 2020	45,882,674.90	August 2024	12,603,856.43
July 2015	145,727,446.35	February 2020	44,874,908.12	September 2024 . . .	12,289,437.03
August 2015	142,732,493.64	March 2020	43,887,678.94	October 2024	11,981,835.10
September 2015 . . .	139,796,331.91	April 2020	42,920,586.23	November 2024	11,680,912.66
October 2015	136,917,839.29	May 2020	41,973,236.50	December 2024	11,386,534.43
November 2015	134,095,914.87	June 2020	41,045,243.73	January 2025	11,098,567.74
December 2015	131,329,478.42	July 2020	40,136,229.25	February 2025	10,816,882.53

Aggregate Group II (Continued)

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
March 2025	\$ 10,541,351.26	February 2028	\$ 3,945,764.94	January 2031	\$ 1,063,499.79
April 2025	10,271,848.87	March 2028	3,824,717.83	February 2031	1,013,002.77
May 2025	10,008,252.75	April 2028	3,706,512.39	March 2031	963,830.64
June 2025	9,750,442.67	May 2028	3,591,088.72	April 2031	915,954.06
July 2025	9,498,300.75	June 2028	3,478,388.10	May 2031	869,344.27
August 2025	9,251,711.42	July 2028	3,368,352.99	June 2031	823,973.10
September 2025	9,010,561.36	August 2028	3,260,926.99	July 2031	779,812.97
October 2025	8,774,739.47	September 2028	3,156,054.84	August 2031	736,836.87
November 2025	8,544,136.82	October 2028	3,053,682.36	September 2031	695,018.32
December 2025	8,318,646.61	November 2028	2,953,756.47	October 2031	654,331.40
January 2026	8,098,164.14	December 2028	2,856,225.16	November 2031	614,750.73
February 2026	7,882,586.75	January 2029	2,761,037.45	December 2031	576,251.45
March 2026	7,671,813.79	February 2029	2,668,143.37	January 2032	538,809.20
April 2026	7,465,746.59	March 2029	2,577,493.97	February 2032	502,400.14
May 2026	7,264,288.43	April 2029	2,489,041.28	March 2032	467,000.91
June 2026	7,067,344.46	May 2029	2,402,738.29	April 2032	432,588.64
July 2026	6,874,821.72	June 2029	2,318,538.92	May 2032	399,140.94
August 2026	6,686,629.06	July 2029	2,236,398.05	June 2032	366,635.87
September 2026	6,502,677.13	August 2029	2,156,271.43	July 2032	335,051.95
October 2026	6,322,878.34	September 2029	2,078,115.73	August 2032	304,368.14
November 2026	6,147,146.82	October 2029	2,001,888.48	September 2032	274,563.86
December 2026	5,975,398.38	November 2029	1,927,548.06	October 2032	245,618.94
January 2027	5,807,550.51	December 2029	1,855,053.71	November 2032	217,513.62
February 2027	5,643,522.32	January 2030	1,784,365.48	December 2032	190,228.58
March 2027	5,483,234.52	February 2030	1,715,444.24	January 2033	163,744.89
April 2027	5,326,609.37	March 2030	1,648,251.62	February 2033	138,044.01
May 2027	5,173,570.69	April 2030	1,582,750.06	March 2033	113,107.79
June 2027	5,024,043.79	May 2030	1,518,902.75	April 2033	88,918.48
July 2027	4,877,955.46	June 2030	1,456,673.63	May 2033	65,458.67
August 2027	4,735,233.94	July 2030	1,396,027.36	June 2033	42,711.33
September 2027	4,595,808.88	August 2030	1,336,929.33	July 2033	20,659.80
October 2027	4,459,611.36	September 2030	1,279,345.63	August 2033 and thereafter	0.00
November 2027	4,326,573.78	October 2030	1,223,243.04		
December 2027	4,196,629.92	November 2030	1,168,589.01		
January 2028	4,069,714.85	December 2030	1,115,351.67		

ZD Class Targeted Balances

<u>Distribution Date</u>	<u>Targeted Balance</u>	<u>Distribution Date</u>	<u>Targeted Balance</u>	<u>Distribution Date</u>	<u>Targeted Balance</u>
Initial Balance	\$112,581,000.00	September 2010	\$ 52,668,708.11	December 2011	\$ 18,986,559.83
July 2009	107,655,949.62	October 2010	49,696,214.22	January 2012	17,487,830.45
August 2009	102,816,473.25	November 2010	46,837,317.97	February 2012	16,071,409.95
September 2009	98,129,045.51	December 2010	44,089,642.89	March 2012	14,735,516.05
October 2009	93,590,571.50	January 2011	41,450,857.29	April 2012	13,478,400.74
November 2009	89,198,013.78	February 2011	38,918,673.45	May 2012	12,298,349.55
December 2009	84,948,391.37	March 2011	36,490,846.87	June 2012	11,193,681.06
January 2010	80,838,778.74	April 2011	34,165,175.47	July 2012	10,162,746.21
February 2010	76,866,304.83	May 2011	31,939,498.83	August 2012	9,200,767.47
March 2010	73,028,152.13	June 2011	29,811,697.52	September 2012	8,289,999.49
April 2010	69,321,555.67	July 2011	27,779,692.29	October 2012	7,429,157.20
May 2010	65,743,802.13	August 2011	25,841,443.40	November 2012	6,616,981.86
June 2010	62,292,228.96	September 2011	23,994,949.90	December 2012	5,852,240.63
July 2010	58,964,223.41	October 2011	22,238,248.95	January 2013	5,133,726.10
August 2010	55,757,221.69	November 2011	20,569,415.15	February 2013	4,460,255.73

ZD Class (Continued)

<u>Distribution Date</u>	<u>Targeted Balance</u>	<u>Distribution Date</u>	<u>Targeted Balance</u>	<u>Distribution Date</u>	<u>Targeted Balance</u>
March 2013	\$ 3,830,671.44	July 2013	\$ 1,728,863.81	November 2013	\$ 242,638.21
April 2013	3,243,839.15	August 2013	1,302,162.77	December 2013 and thereafter	0.00
May 2013	2,698,648.31	September 2013 . . .	912,887.57		
June 2013	2,194,011.46	October 2013	560,038.86		

Aggregate Group III 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	\$21,173,000.00	April 2013	\$12,573,020.70	February 2017	\$ 5,651,336.95
July 2009	21,063,924.22	May 2013	12,386,237.47	March 2017	5,547,470.28
August 2009	20,953,980.34	June 2013	12,200,791.92	April 2017	5,445,439.04
September 2009	20,837,509.06	July 2013	12,016,672.40	May 2017	5,345,211.56
October 2009	20,714,567.66	August 2013	11,833,867.40	June 2017	5,246,756.73
November 2009	20,585,218.42	September 2013	11,652,365.46	July 2017	5,150,043.95
December 2009	20,449,528.56	October 2013	11,472,155.20	August 2017	5,055,043.14
January 2010	20,307,570.18	November 2013	11,293,225.37	September 2017	4,961,724.75
February 2010	20,159,420.18	December 2013	11,115,564.76	October 2017	4,870,059.70
March 2010	20,005,160.19	January 2014	10,939,162.26	November 2017	4,780,019.43
April 2010	19,844,876.51	February 2014	10,764,006.86	December 2017	4,691,575.86
May 2010	19,678,660.00	March 2014	10,590,087.61	January 2018	4,604,701.39
June 2010	19,506,606.01	April 2014	10,417,393.66	February 2018	4,519,368.87
July 2010	19,328,814.25	May 2014	10,245,914.22	March 2018	4,435,551.64
August 2010	19,145,388.73	June 2014	10,075,638.62	April 2018	4,353,223.47
September 2010	18,956,437.62	July 2014	9,906,556.23	May 2018	4,272,358.60
October 2010	18,762,073.14	August 2014	9,738,950.42	June 2018	4,192,931.68
November 2010	18,562,411.44	September 2014	9,573,304.20	July 2018	4,114,917.82
December 2010	18,357,572.49	October 2014	9,409,595.42	August 2018	4,038,292.53
January 2011	18,147,679.92	November 2014	9,247,802.14	September 2018	3,963,031.76
February 2011	17,932,860.92	December 2014	9,087,902.68	October 2018	3,889,111.84
March 2011	17,713,246.07	January 2015	8,929,875.61	November 2018	3,816,509.54
April 2011	17,488,969.20	February 2015	8,773,699.72	December 2018	3,745,201.99
May 2011	17,266,351.52	March 2015	8,619,354.05	January 2019	3,675,166.73
June 2011	17,045,378.97	April 2015	8,466,817.88	February 2019	3,606,381.68
July 2011	16,826,037.56	May 2015	8,316,070.69	March 2019	3,538,825.14
August 2011	16,608,313.44	June 2015	8,167,092.21	April 2019	3,472,475.77
September 2011	16,392,192.83	July 2015	8,019,862.40	May 2019	3,407,312.61
October 2011	16,177,662.10	August 2015	7,874,361.44	June 2019	3,343,315.03
November 2011	15,964,707.69	September 2015	7,731,371.68	July 2019	3,280,462.78
December 2011	15,753,316.16	October 2015	7,590,890.47	August 2019	3,218,735.94
January 2012	15,543,474.16	November 2015	7,452,874.74	September 2019	3,158,114.94
February 2012	15,335,168.46	December 2015	7,317,282.14	October 2019	3,098,580.54
March 2012	15,128,385.91	January 2016	7,184,071.05	November 2019	3,040,113.82
April 2012	14,923,113.47	February 2016	7,053,200.54	December 2019	2,982,696.20
May 2012	14,719,338.21	March 2016	6,924,630.40	January 2020	2,926,309.40
June 2012	14,517,047.29	April 2016	6,798,321.06	February 2020	2,870,935.47
July 2012	14,316,227.96	May 2016	6,674,233.66	March 2020	2,816,556.74
August 2012	14,116,867.58	June 2016	6,552,329.98	April 2020	2,763,155.88
September 2012	13,918,953.60	July 2016	6,432,572.44	May 2020	2,710,715.83
October 2012	13,722,473.57	August 2016	6,314,924.11	June 2020	2,659,219.82
November 2012	13,527,415.12	September 2016	6,199,348.69	July 2020	2,608,651.38
December 2012	13,333,766.00	October 2016	6,085,810.49	August 2020	2,558,994.32
January 2013	13,141,514.02	November 2016	5,974,274.41	September 2020	2,510,232.71
February 2013	12,950,647.13	December 2016	5,864,705.97	October 2020	2,462,350.93
March 2013	12,761,153.32	January 2017	5,757,071.26	November 2020	2,415,333.58

Aggregate Group III (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>
December 2020	\$ 2,369,165.57	July 2025	\$ 788,124.53	February 2030	\$ 230,829.61
January 2021	2,323,832.03	August 2025	771,823.20	March 2030	225,281.83
February 2021	2,279,318.36	September 2025	755,828.95	April 2030	219,845.70
March 2021	2,235,610.22	October 2025	740,136.28	May 2030	214,519.14
April 2021	2,192,693.50	November 2025	724,739.76	June 2030	209,300.12
May 2021	2,150,554.35	December 2025	709,634.10	July 2030	204,186.64
June 2021	2,109,179.13	January 2026	694,814.06	August 2030	199,176.73
July 2021	2,068,554.47	February 2026	680,274.51	September 2030	194,268.45
August 2021	2,028,667.19	March 2026	666,010.41	October 2030	189,459.91
September 2021	1,989,504.38	April 2026	652,016.80	November 2030	184,749.25
October 2021	1,951,053.30	May 2026	638,288.83	December 2030	180,134.64
November 2021	1,913,301.48	June 2026	624,821.69	January 2031	175,614.28
December 2021	1,876,236.63	July 2026	611,610.70	February 2031	171,186.40
January 2022	1,839,846.68	August 2026	598,651.24	March 2031	166,849.27
February 2022	1,804,119.77	September 2026	585,938.77	April 2031	162,601.20
March 2022	1,769,044.25	October 2026	573,468.82	May 2031	158,440.50
April 2022	1,734,608.66	November 2026	561,237.03	June 2031	154,365.53
May 2022	1,700,801.74	December 2026	549,239.09	July 2031	150,374.69
June 2022	1,667,612.43	January 2027	537,470.77	August 2031	146,466.38
July 2022	1,635,029.84	February 2027	525,927.92	September 2031	142,639.06
August 2022	1,603,043.30	March 2027	514,606.45	October 2031	138,891.19
September 2022	1,571,642.30	April 2027	503,502.35	November 2031	135,221.28
October 2022	1,540,816.51	May 2027	492,611.70	December 2031	131,627.84
November 2022	1,510,555.78	June 2027	481,930.60	January 2032	128,109.45
December 2022	1,480,850.16	July 2027	471,455.27	February 2032	124,664.66
January 2023	1,451,689.84	August 2027	461,181.97	March 2032	121,292.09
February 2023	1,423,065.19	September 2027	451,107.03	April 2032	117,990.38
March 2023	1,394,966.74	October 2027	441,226.83	May 2032	114,758.16
April 2023	1,367,385.20	November 2027	431,537.84	June 2032	111,594.13
May 2023	1,340,311.42	December 2027	422,036.58	July 2032	108,496.98
June 2023	1,313,736.43	January 2028	412,719.63	August 2032	105,465.44
July 2023	1,287,651.40	February 2028	403,583.63	September 2032	102,498.26
August 2023	1,262,047.64	March 2028	394,625.27	October 2032	99,594.21
September 2023	1,236,916.64	April 2028	385,841.32	November 2032	96,752.08
October 2023	1,212,250.02	May 2028	377,228.59	December 2032	93,970.70
November 2023	1,188,039.55	June 2028	368,783.96	January 2033	91,248.89
December 2023	1,164,277.13	July 2028	360,504.34	February 2033	88,585.51
January 2024	1,140,954.81	August 2028	352,386.72	March 2033	85,979.45
February 2024	1,118,064.79	September 2028	344,428.14	April 2033	83,429.60
March 2024	1,095,599.38	October 2028	336,625.67	May 2033	80,934.89
April 2024	1,073,551.03	November 2028	328,976.46	June 2033	78,494.24
May 2024	1,051,912.34	December 2028	321,477.69	July 2033	76,106.62
June 2024	1,030,676.02	January 2029	314,126.60	August 2033	73,771.00
July 2024	1,009,834.90	February 2029	306,920.47	September 2033	71,486.39
August 2024	989,381.95	March 2029	299,856.65	October 2033	69,251.78
September 2024	969,310.26	April 2029	292,932.51	November 2033	67,066.22
October 2024	949,613.03	May 2029	286,145.48	December 2033	64,928.76
November 2024	930,283.59	June 2029	279,493.03	January 2034	62,838.46
December 2024	911,315.37	July 2029	272,972.69	February 2034	60,794.40
January 2025	892,701.94	August 2029	266,582.00	March 2034	58,795.68
February 2025	874,436.94	September 2029	260,318.58	April 2034	56,841.43
March 2025	856,514.17	October 2029	254,180.08	May 2034	54,930.77
April 2025	838,927.50	November 2029	248,164.18	June 2034	53,062.85
May 2025	821,670.92	December 2029	242,268.62	July 2034	51,236.84
June 2025	804,738.53	January 2030	236,491.16	August 2034	49,451.92

Aggregate Group III (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>
September 2034	\$ 47,707.28	January 2036	\$ 24,668.29	May 2037	\$ 9,022.67
October 2034	46,002.12	February 2036	23,498.54	June 2037	8,239.79
November 2034	44,335.69	March 2036	22,356.86	July 2037	7,477.09
December 2034	42,707.20	April 2036	21,242.69	August 2037	6,734.17
January 2035	41,115.92	May 2036	20,155.47	September 2037	6,010.60
February 2035	39,561.11	June 2036	19,094.66	October 2037	5,306.00
March 2035	38,042.04	July 2036	18,059.72	November 2037	4,619.96
April 2035	36,558.02	August 2036	17,050.13	December 2037	3,952.09
May 2035	35,108.35	September 2036	16,065.37	January 2038	3,302.02
June 2035	33,692.35	October 2036	15,104.95	February 2038	2,669.38
July 2035	32,309.34	November 2036	14,168.35	March 2038	2,053.79
August 2035	30,958.67	December 2036	13,255.10	April 2038	1,454.90
September 2035	29,639.70	January 2037	12,364.72	May 2038	872.36
October 2035	28,351.79	February 2037	11,496.75	June 2038	305.82
November 2035	27,094.32	March 2037	10,650.71	July 2038 and thereafter	0.00
December 2035	25,866.69	April 2037	9,826.16		

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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\$1,526,209,393



**Guaranteed REMIC
Pass-Through Certificates**

Fannie Mae REMIC Trust 2009-50

PROSPECTUS SUPPLEMENT

Banc of America Securities LLC

June 24, 2009
