

\$170,429,086



FannieMae®

**Guaranteed REMIC Pass-Through Certificates
Fannie Mae REMIC Trust 2009-60**

The Certificates

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

Payments to Certificateholders

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

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

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

The Fannie Mae Guaranty

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

The Trust and its Assets

The trust will own Fannie Mae MBS.

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

Class	Group	Original Class Balance	Principal Type(1)	Interest Rate	Interest Type(1)	CUSIP Number	Final Distribution Date
HJ(2)	1	\$125,000,000	TAC/AD	6.0%	FIX	31396QPB9	August 2039
Z(2)	1	65,824	TAC	6.0	FIX/Z	31396QPC7	August 2039
CA	1	6,582,412	SUP	6.0	FIX	31396QPD5	August 2039
DA	2	25,000,000	SEQ	5.0	FIX	31396QPE3	January 2029
DG(2)	2	10,842,518	SEQ	5.0	FIX	31396QPF0	June 2028
DH(2)	2	611,481	SEQ	5.0	FIX	31396QPG8	January 2029
DB(2)	2	2,326,851	SEQ	5.0	FIX	31396QPH6	August 2029
R		0	NPR	0	NPR	31396QPJ2	August 2039

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

(2) Exchangeable classes.

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 HT, DC and DE Classes are the RCR classes. For a more detailed description of the RCR classes, see Schedule 1 attached to this prospectus supplement and “Description of the Certificates—Combination and Recombination” in the REMIC prospectus.

The dealer will offer the certificates from time to time in negotiated transactions at varying prices. We expect the settlement date to be July 30, 2009.

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

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

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

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



**Amherst® Securities
Group, L.P.**

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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”); 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 is 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 and the MBS Prospectus by writing or calling the dealer at:

Amherst Securities Group, L.P.
c/o Broadridge Financial Solutions
Prospectus Department
1155 Long Island Avenue
Edgewood, New York 11717
(631) 274-2806
amherstprospectus@broadridge.com

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 July 1, 2009. You should purchase the certificates only after reading this prospectus supplement and each of the additional disclosure documents listed on page S-3. In particular, please see the discussion of risk factors that appears in each of those additional disclosure documents.

Assets Underlying Each Group of Classes

<u>Group</u>	<u>Assets</u>
1	Group 1 MBS
2	Group 2 MBS

Group 1 and Group 2

Characteristics of the MBS

	<u>Approximate Principal Balance</u>	<u>Pass- Through Rate</u>	<u>Range of Weighted Average Coupons or WACs (annual percentages)</u>	<u>Range of Weighted Average Remaining Terms to Maturity or WAMs (in months)</u>
Group 1 MBS	\$131,648,236	6.00%	6.25% to 8.50%	241 to 360
Group 2 MBS	\$ 38,780,850	5.00%	5.25% to 7.50%	181 to 240

Assumed Characteristics of the Underlying Mortgage Loans

	<u>Principal Balance</u>	<u>Original Term to Maturity (in months)</u>	<u>Remaining Term to Maturity (in months)</u>	<u>Loan Age (in months)</u>	<u>Interest Rate</u>
Group 1 MBS	\$131,648,236	360	320	34	6.50%
Group 2 MBS	\$ 38,780,850	240	228	12	5.38%

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

Settlement Date

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

Distribution Dates

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

Record Date

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

Book-Entry and Physical Certificates

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

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

Exchanging Certificates Through Combination and Recombination

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

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

Interest Rates

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

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>300%</u>	<u>500%</u>	<u>800%</u>	<u>1100%</u>
HJ	20.3	9.1	3.9	2.8	1.6	1.0
Z	29.5	23.6	13.3	19.1	11.8	7.5
CA	29.8	25.1	16.9	0.2	0.1	0.1
HT	20.3	9.1	3.9	2.8	1.6	1.0

<u>Group 2 Classes</u>	<u>PSA Prepayment Assumption</u>				
	<u>0%</u>	<u>100%</u>	<u>275%</u>	<u>500%</u>	<u>800%</u>
DA and DC	12.0	7.1	4.1	2.5	1.6
DG	11.6	6.6	3.7	2.3	1.5
DH	19.1	16.1	10.9	6.7	4.1
DB	19.7	18.0	14.6	9.7	6.0
DE	19.6	17.6	13.8	9.1	5.6

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

DESCRIPTION OF THE CERTIFICATES

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

General

Structure. We will create the Fannie Mae REMIC Trust specified on the cover of this prospectus supplement (the “Trust”) pursuant to a trust agreement dated as of August 1, 2007 and a supplement thereto dated as of July 1, 2009 (the “Issue Date”). We will issue the Guaranteed REMIC Pass-Through Certificates (the “REMIC Certificates”) pursuant to that trust agreement and supplement. We will issue the Combinable and Recombinable REMIC Certificates (the “RCR Certificates” and, together with the REMIC Certificates, the “Certificates”) pursuant to a separate trust agreement dated as of August 1, 2007 and a supplement thereto dated as of the Issue Date (together with the trust agreement and supplement relating to the REMIC Certificates, the “Trust Agreement”). We will execute the Trust Agreement in our corporate capacity and as trustee (the “Trustee”). In general, the term “Classes” includes the Classes of REMIC Certificates and RCR Certificates.

The assets of the Trust will include two groups of Fannie Mae Guaranteed Mortgage Pass-Through Certificates (the “Group 1 MBS” and “Group 2 MBS” and together, the “MBS”).

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

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

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

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

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

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

We will issue the Residual Certificate in fully registered, certificated form. The “Holder” or “Certificateholder” of the Residual Certificate is its registered owner. The Residual Certificate can be transferred at the corporate trust office of the Transfer Agent, or at the office of the Transfer Agent in New York, New York. U.S. Bank National Association (“US Bank”) in Boston, Massachusetts will be the initial Transfer Agent. We may impose a service charge for any registration of transfer of the

Residual Certificate and may require payment to cover any tax or other governmental charge. See also “—Characteristics of the Residual Class” below.

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

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

The MBS

The MBS provide that principal and interest on the related Mortgage Loans are passed through monthly. The Mortgage Loans underlying the MBS are conventional, fixed-rate, fully-amortizing mortgage loans secured by first mortgages or deeds of trust on single-family residential properties. These Mortgage Loans have original maturities of up to 30 years in the case of the Group 1 MBS and up to 20 years in the case of the Group 2 MBS.

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

Distributions of Interest

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

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

<u>Delay Classes</u>	<u>No-Delay Classes</u>
Fixed Rate Classes	—

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

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

Distributions of Principal

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

- *Group 1*

The Z Accrual Amount to HJ until retired, and thereafter to Z.

} Accretion
Directed
Class and
Accrual Class

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

1. To the Aggregate Group to its Targeted Balance.

} TAC Group

2. To CA until retired.

3. To the Aggregate Group to zero.

} Support
Class
} TAC Group

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

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

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

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

- *Group 2*

The Group 2 Principal Distribution Amount in the following priority:

1. — 68.5795816256% to DA until retired, and
— 31.4204183744% to DG and DH, in that order, until retired.
2. To DB until retired.

} Sequential
Pay
Classes

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

Structuring Assumptions

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

- the Mortgage Loans underlying the MBS have the original terms to maturity, remaining terms to maturity, loan ages and interest rates specified under “Summary—Group 1 and Group 2—Assumed Characteristics of the Underlying Mortgage Loans” in this prospectus supplement;
- the Mortgage Loans prepay at the constant percentages of PSA specified in the related tables;
- the settlement date for the Certificates is July 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 Schedule. The Principal Balance Schedule is set forth on page B-1 of this prospectus supplement. The Principal Balance Schedule was prepared based on the Pricing Assumptions and the assumption that the related Mortgage Loans prepay at the applicable Structuring Speed specified in the chart below. We have not provided separate schedules for the individual Classes included in the Aggregate Group. However, those Classes are designed to receive principal distributions in the same fashion as if separate schedules had been provided (with schedules based on the same underlying assumptions that apply to the Aggregate Group schedule).

Group
Aggregate Group Targeted Balances

Structuring Speed
300% PSA

The Aggregate Group listed above consists of the following Classes:

Aggregate Group HJ and Z

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

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

If you are considering the purchase of a 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 the Aggregate Group to its scheduled balance in any month. As a result, the likelihood of reducing the Aggregate Group to its scheduled balance each month will not be improved by the averaging of high and low principal distributions from month to month.
- The principal payment stability of the Aggregate Group will be supported by one other Class. When the related supporting Class is retired, the Aggregate Group, if still outstanding, will be much more sensitive to prepayments of the related Mortgage Loans.

Weighted Average Lives of the Certificates

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

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

- the timing of changes in the rate of principal distributions, and
- the priority sequences of distributions of principal of the Group 1 and Group 2 Classes.

See “—Distributions of Principal” above.

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

Decrement Tables

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

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

<u>Mortgage Loans Backing Trust Assets Specified Below</u>	<u>Original Terms to Maturity</u>	<u>Remaining Terms to Maturity</u>	<u>Interest Rates</u>
Group 1 MBS	360 months	360 months	8.50%
Group 2 MBS	240 months	240 months	7.50%

It is unlikely that all of the Mortgage Loans will have the loan ages, interest rates or remaining terms to maturity 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	HJ Class						Z Class						CA Class					
	PSA Prepayment Assumption						PSA Prepayment Assumption						PSA Prepayment Assumption					
	0%	100%	300%	500%	800%	1100%	0%	100%	300%	500%	800%	1100%	0%	100%	300%	500%	800%	1100%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
July 2010	99	92	80	73	54	35	106	106	106	106	106	106	100	100	100	0	0	0
July 2011	98	85	63	50	28	12	113	113	113	113	113	113	100	100	100	0	0	0
July 2012	97	78	50	34	14	4	120	120	120	120	120	120	100	100	100	0	0	0
July 2013	96	72	39	24	7	1	127	127	127	127	127	127	100	100	100	0	0	0
July 2014	95	66	30	16	4	*	135	135	135	135	135	135	100	100	100	0	0	0
July 2015	94	60	23	11	2	*	143	143	143	143	143	143	100	100	100	0	0	0
July 2016	93	54	18	8	1	0	152	152	152	152	152	92	100	100	100	0	0	0
July 2017	91	49	13	5	*	0	161	161	161	161	161	30	100	100	100	0	0	0
July 2018	90	45	9	3	*	0	171	171	171	171	171	10	100	100	100	0	0	0
July 2019	88	40	6	2	*	0	182	182	182	182	182	3	100	100	100	0	0	0
July 2020	86	36	4	2	0	0	193	193	193	193	117	1	100	100	100	0	0	0
July 2021	84	32	2	1	0	0	205	205	205	205	58	*	100	100	100	0	0	0
July 2022	82	28	*	1	0	0	218	218	218	218	29	*	100	100	100	0	0	0
July 2023	79	25	0	*	0	0	231	231	0	231	14	*	100	100	85	0	0	0
July 2024	77	21	0	*	0	0	245	245	0	245	7	*	100	100	66	0	0	0
July 2025	74	18	0	*	0	0	261	261	0	261	3	*	100	100	51	0	0	0
July 2026	71	15	0	0	0	0	277	277	0	263	2	*	100	100	39	0	0	0
July 2027	68	13	0	0	0	0	294	294	0	170	1	*	100	100	29	0	0	0
July 2028	64	10	0	0	0	0	312	312	0	109	*	*	100	100	22	0	0	0
July 2029	60	8	0	0	0	0	331	331	0	68	*	*	100	100	16	0	0	0
July 2030	56	5	0	0	0	0	351	351	0	42	*	*	100	100	12	0	0	0
July 2031	51	3	0	0	0	0	373	373	0	25	*	*	100	100	8	0	0	0
July 2032	46	1	0	0	0	0	396	396	0	14	*	0	100	100	5	0	0	0
July 2033	40	0	0	0	0	0	421	0	0	7	*	0	100	87	3	0	0	0
July 2034	34	0	0	0	0	0	446	0	0	3	*	0	100	53	2	0	0	0
July 2035	27	0	0	0	0	0	474	0	0	1	*	0	100	21	1	0	0	0
July 2036	20	0	0	0	0	0	503	0	0	0	0	0	100	0	0	0	0	0
July 2037	12	0	0	0	0	0	534	0	0	0	0	0	100	0	0	0	0	0
July 2038	4	0	0	0	0	0	567	0	0	0	0	0	100	0	0	0	0	0
July 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	20.3	9.1	3.9	2.8	1.6	1.0	29.5	23.6	13.3	19.1	11.8	7.5	29.8	25.1	16.9	0.2	0.1	0.1

Date	HT Class					
	PSA Prepayment Assumption					
	0%	100%	300%	500%	800%	1100%
Initial Percent	100	100	100	100	100	100
July 2010	99	92	80	73	54	35
July 2011	98	85	63	50	28	12
July 2012	97	78	50	34	14	4
July 2013	96	72	39	24	7	1
July 2014	95	66	31	16	4	*
July 2015	94	60	23	11	2	*
July 2016	93	55	18	8	1	*
July 2017	91	49	13	5	*	*
July 2018	90	45	9	4	*	*
July 2019	88	40	6	2	*	*
July 2020	86	36	4	2	*	*
July 2021	84	32	2	1	*	*
July 2022	82	28	*	1	*	*
July 2023	80	25	0	*	*	*
July 2024	77	22	0	*	*	*
July 2025	74	18	0	*	*	*
July 2026	71	16	0	*	*	0
July 2027	68	13	0	*	*	0
July 2028	64	10	0	*	*	0
July 2029	60	8	0	*	*	0
July 2030	56	5	0	*	*	0
July 2031	51	3	0	*	*	0
July 2032	46	1	0	*	*	0
July 2033	40	0	0	*	*	0
July 2034	34	0	0	*	*	0
July 2035	28	0	0	*	0	0
July 2036	20	0	0	0	0	0
July 2037	13	0	0	0	0	0
July 2038	4	0	0	0	0	0
July 2039	0	0	0	0	0	0
Weighted Average Life (years)**	20.3	9.1	3.9	2.8	1.6	1.0

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

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

Date	DA and DC Classes					DG Class					DH Class				
	PSA Prepayment Assumption					PSA Prepayment Assumption					PSA Prepayment Assumption				
	0%	100%	275%	500%	800%	0%	100%	275%	500%	800%	0%	100%	275%	500%	800%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
July 2010	98	93	86	78	66	97	92	85	76	64	100	100	100	100	100
July 2011	95	84	69	51	31	95	83	67	49	27	100	100	100	100	100
July 2012	92	75	54	33	12	92	74	52	29	8	100	100	100	100	100
July 2013	89	67	42	20	3	89	66	39	15	0	100	100	100	100	57
July 2014	86	60	32	11	0	85	58	28	6	0	100	100	100	100	0
July 2015	83	53	24	5	0	82	50	20	0	0	100	100	100	98	0
July 2016	79	46	18	1	0	78	43	13	0	0	100	100	100	25	0
July 2017	75	40	13	0	0	73	37	8	0	0	100	100	100	0	0
July 2018	70	34	8	0	0	69	31	3	0	0	100	100	100	0	0
July 2019	66	29	5	0	0	64	25	0	0	0	100	100	94	0	0
July 2020	61	24	2	0	0	59	20	0	0	0	100	100	43	0	0
July 2021	55	19	*	0	0	53	15	0	0	0	100	100	2	0	0
July 2022	49	15	0	0	0	47	10	0	0	0	100	100	0	0	0
July 2023	43	11	0	0	0	40	5	0	0	0	100	100	0	0	0
July 2024	36	7	0	0	0	33	1	0	0	0	100	100	0	0	0
July 2025	29	3	0	0	0	25	0	0	0	0	100	57	0	0	0
July 2026	21	0	0	0	0	17	0	0	0	0	100	0	0	0	0
July 2027	13	0	0	0	0	8	0	0	0	0	100	0	0	0	0
July 2028	3	0	0	0	0	0	0	0	0	0	65	0	0	0	0
July 2029	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	12.0	7.1	4.1	2.5	1.6	11.6	6.6	3.7	2.3	1.5	19.1	16.1	10.9	6.7	4.1

Date	DB Class					DE Class				
	PSA Prepayment Assumption					PSA Prepayment Assumption				
	0%	100%	275%	500%	800%	0%	100%	275%	500%	800%
Initial Percent	100	100	100	100	100	100	100	100	100	100
July 2010	100	100	100	100	100	100	100	100	100	100
July 2011	100	100	100	100	100	100	100	100	100	100
July 2012	100	100	100	100	100	100	100	100	100	100
July 2013	100	100	100	100	100	100	100	100	100	91
July 2014	100	100	100	100	73	100	100	100	100	58
July 2015	100	100	100	100	36	100	100	100	100	29
July 2016	100	100	100	100	18	100	100	100	84	14
July 2017	100	100	100	79	9	100	100	100	63	7
July 2018	100	100	100	52	4	100	100	100	41	3
July 2019	100	100	100	33	2	100	100	99	26	2
July 2020	100	100	100	21	1	100	100	88	17	1
July 2021	100	100	100	13	*	100	100	80	11	*
July 2022	100	100	75	8	*	100	100	59	7	*
July 2023	100	100	53	5	*	100	100	42	4	*
July 2024	100	100	37	3	*	100	100	29	2	*
July 2025	100	100	23	2	*	100	91	19	1	*
July 2026	100	95	13	1	*	100	75	11	1	*
July 2027	100	46	6	*	*	100	36	5	*	*
July 2028	100	0	0	0	0	93	0	0	0	0
July 2029	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	19.7	18.0	14.6	9.7	6.0	19.6	17.6	13.8	9.1	5.6

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

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

Characteristics of the Residual Class

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

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

CERTAIN ADDITIONAL FEDERAL INCOME TAX CONSEQUENCES

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

U.S. Treasury Circular 230 Notice

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

REMIC Election and Special Tax Attributes

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

Taxation of Beneficial Owners of Regular Certificates

The Accrual Class will be issued with original issue discount (“OID”), and certain other Classes of REMIC Certificates may be issued with OID. If a Class is issued with OID, a beneficial owner of a Certificate of that Class generally must recognize some taxable income in advance of the receipt of the cash attributable to that income. See “Material Federal Income Tax Consequences—Taxation of

Beneficial Owners of Regular Certificates—*Treatment of Original Issue Discount*” in the REMIC Prospectus. In addition, certain Classes of REMIC Certificates may be treated as having been issued at a premium. See “Material Federal Income Tax Consequences—Taxation of Beneficial Owners of Regular Certificates—*Regular Certificates Purchased at a Premium*” in the REMIC Prospectus.

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

<u>Group</u>	<u>Prepayment Assumption</u>
1	500% PSA
2	275% 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 either of those rates or any other rate. See “Description of the Certificates—Weighted Average Lives of the Certificates” in this prospectus supplement and “Yield, Maturity and Prepayment Considerations—Weighted Average Lives and Final Distribution Dates” in the REMIC Prospectus.

Taxation of Beneficial Owners of Residual Certificates

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

Taxation of Beneficial Owners of RCR Certificates

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

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

PLAN OF DISTRIBUTION

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

LEGAL MATTERS

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

Available Recombinations(1)

REMIC Certificates		RCR Certificates						
Classes	Original Balances	RCR Classes	Original Balances	Principal Type(2)	Interest Rate	Interest Type(2)	CUSIP Number	Final Distribution Date
Recombination 1								
HJ	\$125,000,000	HT(3)	\$125,065,824	TAC	6.00%	FIX	31396QPL7	August 2039
Z	65,824							
Recombination 2								
DG	10,842,518	DC	11,453,999	SEQ	5.00%	FIX	31396QPM5	January 2029
DH	611,481							
Recombination 3								
DH	611,481	DE	2,938,332	SEQ	5.00%	FIX	31396QPN3	August 2029
DB	2,326,851							

(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) Principal payments on the REMIC Certificates in Recombination 1 from the Z Accrual Amount will be paid as interest on the related RCR Certificates, and thus will not reduce the principal balances of those RCR Certificates.

Principal Balance Schedule

Aggregate Group 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	\$125,065,824.00	January 2014	\$ 43,375,749.55	July 2018	\$ 11,711,440.33
August 2009	122,755,195.10	February 2014.	42,473,381.81	August 2018	11,365,914.67
September 2009 . . .	120,484,140.62	March 2014	41,586,733.19	September 2018 . . .	11,026,559.78
October 2009.	118,251,992.91	April 2014	40,715,535.67	October 2018.	10,693,268.87
November 2009	116,058,095.49	May 2014	39,859,525.77	November 2018	10,365,936.98
December 2009	113,901,802.83	June 2014.	39,018,444.45	December 2018	10,044,460.92
January 2010	111,782,480.20	July 2014	38,192,037.00	January 2019	9,728,739.23
February 2010.	109,699,503.47	August 2014	37,380,053.03	February 2019.	9,418,672.22
March 2010	107,652,258.96	September 2014 . . .	36,582,246.34	March 2019	9,114,161.86
April 2010	105,640,143.24	October 2014.	35,798,374.88	April 2019	8,815,111.79
May 2010	103,662,562.96	November 2014	35,028,200.68	May 2019	8,521,427.30
June 2010.	101,718,934.72	December 2014	34,271,489.78	June 2019.	8,233,015.28
July 2010	99,808,684.84	January 2015	33,528,012.15	July 2019	7,949,784.21
August 2010	97,931,249.26	February 2015.	32,797,541.65	August 2019	7,671,644.13
September 2010 . . .	96,086,073.35	March 2015	32,079,855.93	September 2019 . . .	7,398,506.60
October 2010.	94,272,611.76	April 2015	31,374,736.40	October 2019.	7,130,284.69
November 2010	92,490,328.26	May 2015	30,681,968.15	November 2019	6,866,892.96
December 2010	90,738,695.59	June 2015.	30,001,339.89	December 2019	6,608,247.41
January 2011	89,017,195.33	July 2015	29,332,643.91	January 2020	6,354,265.47
February 2011.	87,325,317.72	August 2015	28,675,675.97	February 2020.	6,104,865.99
March 2011	85,662,561.54	September 2015 . . .	28,030,235.31	March 2020	5,859,969.20
April 2011	84,028,433.96	October 2015.	27,396,124.51	April 2020	5,619,496.67
May 2011	82,422,450.40	November 2015	26,773,149.53	May 2020	5,383,371.34
June 2011.	80,844,134.39	December 2015	26,161,119.58	June 2020.	5,151,517.43
July 2011	79,293,017.45	January 2016	25,559,847.08	July 2020	4,923,860.47
August 2011	77,768,638.95	February 2016.	24,969,147.64	August 2020	4,700,327.27
September 2011 . . .	76,270,545.95	March 2016	24,388,839.95	September 2020 . . .	4,480,845.86
October 2011.	74,798,293.13	April 2016	23,818,745.80	October 2020.	4,265,345.54
November 2011. . . .	73,351,442.61	May 2016	23,258,689.96	November 2020	4,053,756.76
December 2011	71,929,563.86	June 2016.	22,708,500.17	December 2020	3,846,011.22
January 2012	70,532,233.54	July 2016	22,168,007.07	January 2021	3,642,041.73
February 2012.	69,159,035.45	August 2016	21,637,044.19	February 2021.	3,441,782.30
March 2012	67,809,560.33	September 2016 . . .	21,115,447.83	March 2021	3,245,168.02
April 2012	66,483,405.80	October 2016.	20,603,057.09	April 2021	3,052,135.12
May 2012	65,180,176.21	November 2016	20,099,713.77	May 2021	2,862,620.90
June 2012.	63,899,482.56	December 2016	19,605,262.37	June 2021.	2,676,563.76
July 2012	62,640,942.37	January 2017	19,119,549.99	July 2021	2,493,903.13
August 2012	61,404,179.58	February 2017.	18,642,426.33	August 2021	2,314,579.48
September 2012 . . .	60,188,824.42	March 2017	18,173,743.63	September 2021 . . .	2,138,534.31
October 2012.	58,994,513.35	April 2017	17,713,356.63	October 2021.	1,965,710.10
November 2012	57,820,888.92	May 2017	17,261,122.53	November 2021	1,796,050.33
December 2012	56,667,599.66	June 2017.	16,816,900.94	December 2021	1,629,499.45
January 2013	55,534,300.03	July 2017	16,380,553.86	January 2022	1,466,002.86
February 2013.	54,420,650.28	August 2017	15,951,945.62	February 2022.	1,305,506.89
March 2013	53,326,316.35	September 2017 . . .	15,530,942.84	March 2022	1,147,958.79
April 2013	52,250,969.81	October 2017.	15,117,414.39	April 2022	993,306.71
May 2013	51,194,287.72	November 2017	14,711,231.40	May 2022	841,499.71
June 2013.	50,155,952.60	December 2017	14,312,267.15	June 2022.	692,487.70
July 2013	49,135,652.27	January 2018	13,920,397.07	July 2022	546,221.46
August 2013	48,133,079.81	February 2018.	13,535,498.71	August 2022	402,652.62
September 2013 . . .	47,147,933.46	March 2018	13,157,451.70	September 2022 . . .	261,733.63
October 2013.	46,179,916.52	April 2018	12,786,137.71	October 2022.	123,417.76
November 2013	45,228,737.29	May 2018	12,421,440.39	November 2022 and thereafter	0.00
December 2013	44,294,108.96	June 2018.	12,063,245.41		

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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\$170,429,086



**Guaranteed REMIC
Pass-Through Certificates**

Fannie Mae REMIC Trust 2009-60

PROSPECTUS SUPPLEMENT



July 22, 2009
