

\$932,148,398



FannieMae®

**Guaranteed REMIC Pass-Through Certificates
Fannie Mae REMIC Trust 2009-64**

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 and
- underlying REMIC and RCR 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
TA.....	1	\$296,500,000	SEQ	4.00%	FIX	31396QUG2	January 2027
TB.....	1	81,207,201	SEQ	4.00	FIX	31396QUH0	August 2029
FD.....	2	35,000,000	SEQ/AD	(2)	FLT	31396QUJ6	September 2038
SD.....	2	35,000,000(3)	NTL	(2)	INV/IO	31396QUK3	September 2038
ZD.....	2	353,535	SEQ	8.00	FIX/Z	31396QUL1	August 2039
AB.....	3	150,000,000	PT	4.75	FIX	31396QUM9	August 2039
FC(4)....	3	41,666,667	PT	(2)	FLT	31396QUN7	August 2039
SK(4)....	3	41,666,667(3)	NTL	(2)	INV/IO	31396QU P2	August 2039
TD(4)....	3	4,166,667(3)	NTL	(2)	INV/IO	31396QUQ0	August 2039
TE(4)....	3	4,166,667(3)	NTL	(2)	INV/IO	31396QUR8	August 2039
TG(4)....	3	4,166,667(3)	NTL	(2)	INV/IO	31396QUS6	August 2039
TH(4)....	3	4,166,667(3)	NTL	(2)	INV/IO	31396QU T4	August 2039
TJ(4)....	3	4,166,667(3)	NTL	(2)	INV/IO	31396QUU1	August 2039
TK(4)....	3	4,166,667(3)	NTL	(2)	INV/IO	31396QUV9	August 2039
AT.....	3	50,000,000	PT	6.50	FIX	31396QUW7	August 2039
PT.....	4	77,390,597	SC/PT	6.00	FIX	31396QUX5	June 2037
GA.....	5	150,000,000	SEQ	4.50	FIX	31396QUY3	September 2026
GB.....	5	50,030,398	SEQ	4.50	FIX	31396QUZ0	August 2029
R.....		0	NPR	0	NPR	31396QVA4	August 2039
RL.....		0	NPR	0	NPR	31396QVB2	August 2039

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

- (3) Notional balances. These classes are interest only classes. See page S-9 for a description of how their notional balances are calculated.
(4) 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 AC, SC, FB, SB, FE, SE, FG, SG, FH, SH, FJ, SJ and FK 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 PT Class) 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 on page S-10 of this prospectus supplement and starting on page 10 of the REMIC prospectus. Unless you understand and are able to tolerate these risks, you should not invest in the certificates.

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

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

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

Credit Suisse

TABLE OF CONTENTS

	<u>Page</u>		<u>Page</u>
AVAILABLE INFORMATION	S- 3	<i>Prepayment Assumptions</i>	S-15
RECENT DEVELOPMENTS	S- 4	YIELD TABLES FOR THE INVERSE	
SUMMARY	S- 6	FLOATING RATE CLASSES	S-15
ADDITIONAL RISK FACTORS	S-10	WEIGHTED AVERAGE LIVES OF THE	
DESCRIPTION OF THE		CERTIFICATES	S-19
CERTIFICATES	S-11	DECREMENT TABLES	S-20
GENERAL	S-11	CHARACTERISTICS OF THE RESIDUAL	
<i>Structure</i>	S-11	CLASSES	S-23
<i>Fannie Mae Guaranty</i>	S-12	CERTAIN ADDITIONAL FEDERAL	
<i>Characteristics of Certificates</i>	S-12	INCOME TAX CONSEQUENCES	S-23
<i>Authorized Denominations</i>	S-12	U.S. TREASURY CIRCULAR 230 NOTICE	S-24
THE TRUST MBS	S-12	REMIC ELECTIONS AND SPECIAL TAX	
THE GROUP 4 UNDERLYING REMIC AND		ATTRIBUTES	S-24
RCR CERTIFICATES	S-13	TAXATION OF BENEFICIAL OWNERS OF	
DISTRIBUTIONS OF INTEREST	S-13	REGULAR CERTIFICATES	S-24
<i>General</i>	S-13	TAXATION OF BENEFICIAL OWNERS OF	
<i>Delay Classes and No-Delay</i>		RESIDUAL CERTIFICATES	S-24
<i>Classes</i>	S-13	TAXATION OF BENEFICIAL OWNERS OF	
<i>Accrual Class</i>	S-13	RCR CERTIFICATES	S-25
DISTRIBUTIONS OF PRINCIPAL	S-14	PLAN OF DISTRIBUTION	S-25
STRUCTURING ASSUMPTIONS	S-14	LEGAL MATTERS	S-25
<i>Pricing Assumptions</i>	S-14	EXHIBIT A	A- 1
		SCHEDULE 1	A- 2

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 the Group 4 Class or the R or RL Class, the disclosure documents relating to the applicable underlying REMIC and RCR 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:

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

RECENT DEVELOPMENTS

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

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

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

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

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

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

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

Certain rights provided to certificateholders under the trust documents may not be enforced against FHFA, or enforcement of such rights may be delayed, during the conservatorship or if we are placed into receivership. The trust documents provide that upon the occurrence of a guarantor event of default, which includes the appointment of a conservator or receiver, certificateholders have the right to replace Fannie Mae as trustee if the requisite percentage of certificateholders consent. The Regulatory Reform Act prevents certificateholders from enforcing their rights to replace Fannie Mae as trustee if the event of default arises solely because a conservator or receiver has been appointed.

We are continuing to operate as a going concern while in conservatorship and remain liable for all of our obligations, including our guaranty obligations, associated with mortgage-backed securities issued by us. The Stock Purchase Agreement and the Credit Facility are intended to enhance our ability to meet our obligations. However, certificateholders have certain limited rights to bring proceedings against Treasury if we fail to pay under our guaranty.

SUMMARY

This summary contains only limited information about the certificates. Statistical information in this summary is provided as of 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
3	Group 3 MBS
4	Class 2001-69-PQ RCR Certificate Class 2002-81-DB RCR Certificate Class 2007-57-FA REMIC Certificate Class 2007-57-SA REMIC Certificate
5	Group 5 MBS

Group 1, Group 2, Group 3 and Group 5

Characteristics of the Trust MBS

	<u>Approximate Principal Balance</u>	<u>Pass- Through Rate</u>	<u>Range of Weighted Average Coupons or WACs (annual percentages)</u>	<u>Range of Weighted Average Remaining Terms to Maturity or WAMs (in months)</u>
Group 1 MBS	\$377,707,201	4.00%	4.25% to 6.50%	181 to 240
Group 2 MBS	\$ 35,353,535	8.00%	8.25% to 10.50%	241 to 360
Group 3 MBS	\$241,666,667	5.50%	5.75% to 8.00%	241 to 360
Group 5 MBS	\$200,030,398	4.50%	4.75% to 7.00%	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	\$377,707,201	240	238	2	4.64%
Group 2 MBS	\$ 35,353,535	360	335	23	8.75%
Group 3 MBS	\$241,666,667	360	347	11	5.97%
Group 5 MBS	\$200,030,398	240	238	2	4.89%

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

Group 4

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

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 other than the R and RL Classes	R and RL Classes

Exchanging Certificates Through Combination and Recombination

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

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

Interest Rates

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

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

<u>Class</u>	<u>Initial Interest Rate</u>	<u>Maximum Interest Rate</u>	<u>Minimum Interest Rate</u>	<u>Formula for Calculation of Interest Rate(1)</u>
FD	0.830%	8.00%	0.50%	LIBOR + 50 basis points
SD	7.170%	7.50%	0.00%	7.5% – LIBOR
FC	1.221%	7.00%	0.90%	LIBOR + 90 basis points
SK	5.479%	5.80%	0.00%	5.8% – LIBOR
TD	0.500%	0.50%	0.00%	58.5% – (10 × LIBOR)
TE	0.500%	0.50%	0.00%	59% – (10 × LIBOR)
TG	0.500%	0.50%	0.00%	59.5% – (10 × LIBOR)
TH	0.500%	0.50%	0.00%	60% – (10 × LIBOR)
TJ	0.500%	0.50%	0.00%	60.5% – (10 × LIBOR)
TK	0.500%	0.50%	0.00%	61% – (10 × LIBOR)
SC	5.779%	6.10%	0.00%	6.1% – LIBOR
FB	1.271%	7.00%	0.95%	LIBOR + 95 basis points
SB	5.729%	6.05%	0.00%	6.05% – LIBOR
FE	1.321%	7.00%	1.00%	LIBOR + 100 basis points
SE	5.679%	6.00%	0.00%	6% – LIBOR
FG	1.371%	7.00%	1.05%	LIBOR + 105 basis points
SG	5.629%	5.95%	0.00%	5.95% – LIBOR
FH	1.421%	7.00%	1.10%	LIBOR + 110 basis points
SH	5.579%	5.90%	0.00%	5.9% – LIBOR
FJ	1.471%	7.00%	1.15%	LIBOR + 115 basis points
SJ	5.529%	5.85%	0.00%	5.85% – LIBOR
FK	1.521%	7.00%	1.20%	LIBOR + 120 basis points

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

Notional Classes

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

<u>Class</u>	
SD	100% of the FD Class
SK	100% of the FC Class
TD	10% of the FC Class
TE	10% of the FC Class
TG	10% of the FC Class
TH	10% of the FC Class
TJ	10% of the FC Class
TK	10% of the FC Class
SC	100% of the FC Class
SB	100% of the FC Class
SE	100% of the FC Class
SG	100% of the FC Class
SH	100% of the FC Class
SJ	100% of the FC 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>215%</u>	<u>350%</u>	<u>500%</u>
TA	10.3	6.0	4.1	3.0	2.4
TB	18.8	16.2	12.8	9.6	7.3

<u>Group 2 Classes</u>	<u>PSA Prepayment Assumption</u>						
	<u>0%</u>	<u>100%</u>	<u>350%</u>	<u>615%</u>	<u>850%</u>	<u>1100%</u>	<u>1300%</u>
FD and SD	20.8	10.0	3.8	2.1	1.4	1.0	0.7
ZD	29.5	26.0	17.2	10.5	7.2	5.0	3.7

<u>Group 3 Classes</u>	<u>PSA Prepayment Assumption</u>								
	<u>0%</u>	<u>100%</u>	<u>300%</u>	<u>600%</u>	<u>860%</u>	<u>1200%</u>	<u>1750%</u>	<u>2500%</u>	<u>3500%</u>
AB, FC, SK, TD, TE, TG, TH, TJ, TK, AT, AC, SC, FB, SB, FE, SE, FG, SG, FH, SH, FJ, SJ and FK	20.5	10.6	5.0	2.7	1.9	1.3	0.8	0.5	0.2

<u>Group 4 Class</u>	<u>PSA Prepayment Assumption</u>				
	<u>0%</u>	<u>100%</u>	<u>350%</u>	<u>575%</u>	<u>800%</u>
PT	17.6	8.6	3.8	2.3	1.5

<u>Group 5 Classes</u>	<u>PSA Prepayment Assumption</u>				
	<u>0%</u>	<u>100%</u>	<u>257%</u>	<u>400%</u>	<u>550%</u>
GA	10.2	5.7	3.5	2.6	2.2
GB	18.6	15.7	11.2	8.3	6.4

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

ADDITIONAL RISK FACTORS

“Jumbo-conforming” and “high-balance” mortgage loans, which have original principal balances that exceed our traditional conforming loan limits, may prepay at different rates than conforming balance mortgage loans generally. The mortgage loans underlying the Group 3 MBS are “jumbo-conforming” or “high-balance” mortgage loans. There is limited historical performance data regarding prepayment rates for jumbo-conforming and high-balance mortgage loans. If prevailing mortgage rates decline, borrowers with jumbo-conforming and high-balance mortgage loans may be more likely to refinance their mortgage loans than borrowers with conforming balance loans. This is because a relatively small reduction in the interest rate of a jumbo-conforming and high-balance mortgage loan can have a greater impact on the borrower’s monthly payment than a similar interest rate change for a conforming balance loan.

Furthermore, jumbo-conforming and high-balance mortgage loans tend to be concentrated in certain geographic areas, which may experience relatively high rates of default in the event of adverse economic conditions. Defaults on jumbo-conforming and high-balance mortgage loans will result in larger prepayments to investors than defaults on conforming balance loans.

On the other hand, if any of the statutes authorizing our purchase of jumbo-conforming and high-balance mortgage loans are allowed to expire, or new legislation is enacted by the federal government that removes this authority, borrowers with jumbo-conforming and high-balance mortgage loans may find refinancing these loans more difficult. In such event, borrowers with jumbo-conforming and high-balance mortgage loans may be less likely to refinance their mortgage loans than borrowers with conforming balance loans.

As a result of these factors, the Group 3 Classes may receive payments of principal more quickly or more slowly than expected and the weighted average lives and yields of those Classes may be affected, perhaps significantly. For additional information about jumbo-conforming and high-balance mortgage loans, see “The Mortgage Loans—Special Feature Mortgage Loans—*Loans with Original Principal*

Balances that Exceed our Traditional Conforming Loan Limits” in the MBS Prospectus dated June 1, 2009.

Payments on the Group 4 Class also will be affected by the applicable payment priorities governing the Group 4 Underlying REMIC and RCR Certificates. If you invest in the Group 4 Class, the rate at which you receive payments also will be affected by the applicable priority sequences governing principal payments on the Group 4 Underlying REMIC and RCR Certificates.

In particular, as described in the related underlying disclosure documents, certain of the Group 4 Underlying REMIC and RCR 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 Underlying REMIC and RCR Certificates, possibly for long periods.

In addition, as described in the related Underlying REMIC Disclosure Documents, the same Group 4 Underlying REMIC and RCR Certificates are governed by principal balance schedules. As a result, the applicable Group 4 Underlying REMIC and RCR Certificates may receive principal payments faster or slower than would otherwise have been the case. In some cases, they may receive no principal payments for extended periods. Prepayments on the related mortgage loans may have occurred at rates faster or slower than the rates initially assumed. In certain high prepayment scenarios, it is possible that the effect of a principal balance schedule on principal payments over time may be eliminated. In such a case, the applicable Group 4 Underlying REMIC and RCR Certificates would receive principal payments at rates that may vary widely from period to period. This prospectus supplement contains no information as to whether

- the applicable Group 4 Underlying REMIC and RCR Certificates have adhered to the related principal balance schedules,
- any related support classes remain outstanding, or

- the applicable Group 4 Underlying REMIC and RCR Certificates otherwise have performed as originally anticipated.

You may obtain additional information about the Group 4 Underlying REMIC and

RCR 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.

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:

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

The Group 4 Underlying REMIC and RCR 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.”

<u>REMIC Designation</u>	<u>Assets</u>	<u>Regular Interests</u>	<u>Residual Interest</u>
Lower Tier REMIC	Trust MBS and Group 4 Underlying REMIC and RCR 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 Group 4 Underlying REMIC and RCR 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.”

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

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

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

The 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 20 years in the case of the Group 1 and Group 5 MBS, and up to 30 years in the case of the Group 2 and Group 3 MBS.

In addition, the Mortgage Loans underlying the Group 3 MBS are “jumbo-conforming” or “high-balance” mortgage loans as described further under “The Mortgage Loans—Special Feature Mortgage Loans—*Loans with Original Principal Balances that Exceed our Traditional Conforming Loan Limits*” in the MBS Prospectus dated June 1, 2009. See also “Additional Risk Factors—*“Jumbo-conforming” and “high-balance” mortgage loans, which have original principal balances that exceed*

our traditional conforming loan limits, may prepay at different rates than conforming balance mortgage loans generally” in this prospectus supplement.

For additional information, see “Summary—Group 1, Group 2, Group 3 and Group 5—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 Group 4 Underlying REMIC and RCR Certificates

The Group 4 Underlying REMIC and RCR 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.

Distributions on the Group 4 Underlying REMIC and RCR Certificates will be passed through monthly, beginning in the month after we issue the Certificates. The general characteristics of the Group 4 Underlying REMIC and RCR Certificates are described in the related Underlying REMIC Disclosure Documents. See Exhibit A for certain additional information about the Group 4 Underlying REMIC and RCR Certificates.

For further information about the Group 4 Underlying REMIC and RCR Certificates telephone us at 1-800-237-8627. Additional information about the Group 4 Underlying REMIC and RCR 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 Class) on a Distribution Date will consist of one month’s interest on the outstanding balance of that Certificate immediately prior to that Distribution Date. For a description of the Accrual Class, see “—Accrual Class” below.

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

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

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

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

Distributions of Principal

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

- *Group 1*

The Group 1 Principal Distribution Amount to TA and TB, in that order, until retired. } Sequential Pay Classes

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

- *Group 2*

The ZD Accrual Amount to FD until retired, and thereafter to ZD. } Accretion Directed Class and Accrual Class

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

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

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

- *Group 3*

The Group 3 Principal Distribution Amount to AB, FC and AT, pro rata, until retired. } Pass-Through Classes

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

- *Group 4*

The Group 4 Principal Distribution Amount to PT until retired. } Structured Collateral/ Pass-Through Class

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

- *Group 5*

The Group 5 Principal Distribution Amount to GA and GB, in that order, until retired. } Sequential Pay Classes

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

Structuring Assumptions

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

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

- the settlement date for the Certificates is 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.

Yield Tables For the Inverse Floating Rate 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 and to changes in the Index. We calculated the yields set forth in the tables by

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

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

We cannot assure you that

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

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

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

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

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

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

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

<u>Class</u>	<u>Price*</u>
SD	10.000000%
SK	5.625000%
TD	0.453125%
TE	0.437500%
TG	0.421875%
TH	0.406250%
TJ	0.390625%
TK	0.375000%
SC	6.000000%
SB	5.937500%
SE	5.875000%
SG	5.812500%
SH	5.750000%
SJ	5.687500%

* 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 SD Class to Prepayments and LIBOR
(Pre-Tax Yields to Maturity)**

<u>LIBOR</u>	<u>PSA Prepayment Assumption</u>						
	<u>50%</u>	<u>100%</u>	<u>350%</u>	<u>615%</u>	<u>850%</u>	<u>1100%</u>	<u>1300%</u>
0.165%.....	79.9%	75.9%	54.4%	28.7%	2.1%	(31.9)%	(64.9)%
0.330%.....	77.9%	73.8%	52.5%	26.9%	0.3%	(33.5)%	(66.4)%
2.330%.....	53.3%	49.6%	29.5%	4.8%	(21.1)%	(53.9)%	(85.4)%
4.330%.....	29.9%	26.3%	7.0%	(17.7)%	(43.6)%	(75.9)%	*
6.330%.....	6.3%	2.8%	(17.9)%	(44.9)%	(72.1)%	*	*
7.500%.....	*	*	*	*	*	*	*

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption</u>								
	<u>50%</u>	<u>100%</u>	<u>300%</u>	<u>600%</u>	<u>860%</u>	<u>1200%</u>	<u>1750%</u>	<u>2500%</u>	<u>3500%</u>
0.1605%.....	118.0%	114.8%	101.5%	80.4%	60.5%	31.7%	(30.2)%	*	*
0.3210%.....	114.1%	110.9%	97.7%	76.6%	56.8%	28.1%	(33.8)%	*	*
2.3210%.....	67.3%	64.2%	51.5%	31.1%	11.9%	(16.4)%	(78.8)%	*	*
4.3210%.....	24.3%	21.3%	8.8%	(11.5)%	(30.9)%	(60.3)%	*	*	*
5.8000% and above ..	*	*	*	*	*	*	*	*	*

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption</u>								
	<u>50%</u>	<u>100%</u>	<u>300%</u>	<u>600%</u>	<u>860%</u>	<u>1200%</u>	<u>1750%</u>	<u>2500%</u>	<u>3500%</u>
5.800% and below ...	133.5%	130.2%	116.8%	95.3%	75.2%	46.1%	(15.9)%	*	*
5.825%.....	59.6%	56.6%	43.9%	23.6%	4.4%	(24.0)%	(86.7)%	*	*
5.850% and above ...	*	*	*	*	*	*	*	*	*

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption</u>								
	<u>50%</u>	<u>100%</u>	<u>300%</u>	<u>600%</u>	<u>860%</u>	<u>1200%</u>	<u>1750%</u>	<u>2500%</u>	<u>3500%</u>
5.850% and below ...	139.6%	136.3%	122.8%	101.2%	81.0%	51.8%	(10.4)%	*	*
5.875%.....	62.3%	59.2%	46.6%	26.2%	7.0%	(21.3)%	(83.8)%	*	*
5.900% and above ...	*	*	*	*	*	*	*	*	*

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption</u>								
	<u>50%</u>	<u>100%</u>	<u>300%</u>	<u>600%</u>	<u>860%</u>	<u>1200%</u>	<u>1750%</u>	<u>2500%</u>	<u>3500%</u>
5.900% and below ...	146.3%	143.0%	129.3%	107.6%	87.2%	57.9%	(4.4)%	*	*
5.925%.....	65.2%	62.1%	49.4%	29.1%	9.8%	(18.4)%	(80.8)%	*	*
5.950% and above ...	*	*	*	*	*	*	*	*	*

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption</u>								
	<u>50%</u>	<u>100%</u>	<u>300%</u>	<u>600%</u>	<u>860%</u>	<u>1200%</u>	<u>1750%</u>	<u>2500%</u>	<u>3500%</u>
5.950% and below ...	153.6%	150.2%	136.5%	114.6%	94.1%	64.6%	2.1%	(98.6)%	*
5.975%.....	68.4%	65.3%	52.6%	32.2%	12.9%	(15.3)%	(77.5)%	*	*
6.000% and above ...	*	*	*	*	*	*	*	*	*

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption</u>								
	<u>50%</u>	<u>100%</u>	<u>300%</u>	<u>600%</u>	<u>860%</u>	<u>1200%</u>	<u>1750%</u>	<u>2500%</u>	<u>3500%</u>
6.000% and below . . .	161.6%	158.2%	144.3%	122.2%	101.6%	71.9%	9.2%	(93.5)%	*
6.025%	71.8%	68.7%	56.0%	35.6%	16.3%	(11.9)%	(74.0)%	*	*
6.050% and above . . .	*	*	*	*	*	*	*	*	*

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption</u>								
	<u>50%</u>	<u>100%</u>	<u>300%</u>	<u>600%</u>	<u>860%</u>	<u>1200%</u>	<u>1750%</u>	<u>2500%</u>	<u>3500%</u>
6.050% and below . . .	170.4%	167.0%	153.0%	130.7%	109.9%	80.0%	17.0%	(87.8)%	*
6.075%	75.6%	72.5%	59.8%	39.3%	20.0%	(8.2)%	(70.1)%	*	*
6.100%	*	*	*	*	*	*	*	*	*

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption</u>								
	<u>50%</u>	<u>100%</u>	<u>300%</u>	<u>600%</u>	<u>860%</u>	<u>1200%</u>	<u>1750%</u>	<u>2500%</u>	<u>3500%</u>
0.1605%	116.2%	113.0%	99.7%	78.6%	58.7%	30.0%	(31.9)%	*	*
0.3210%	112.5%	109.3%	96.1%	75.0%	55.3%	26.6%	(35.2)%	*	*
2.3210%	68.7%	65.6%	52.9%	32.5%	13.2%	(15.1)%	(77.4)%	*	*
4.3210%	28.2%	25.2%	12.7%	(7.5)%	(27.0)%	(56.1)%	*	*	*
6.1000%	*	*	*	*	*	*	*	*	*

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption</u>								
	<u>50%</u>	<u>100%</u>	<u>300%</u>	<u>600%</u>	<u>860%</u>	<u>1200%</u>	<u>1750%</u>	<u>2500%</u>	<u>3500%</u>
0.1605%	116.5%	113.3%	100.0%	78.9%	59.0%	30.3%	(31.6)%	*	*
0.3210%	112.8%	109.6%	96.3%	75.3%	55.5%	26.8%	(35.0)%	*	*
2.3210%	68.5%	65.4%	52.7%	32.3%	13.0%	(15.3)%	(77.7)%	*	*
4.3210%	27.6%	24.6%	12.1%	(8.2)%	(27.6)%	(56.7)%	*	*	*
6.0500% and above . .	*	*	*	*	*	*	*	*	*

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption</u>								
	<u>50%</u>	<u>100%</u>	<u>300%</u>	<u>600%</u>	<u>860%</u>	<u>1200%</u>	<u>1750%</u>	<u>2500%</u>	<u>3500%</u>
0.1605%	116.8%	113.6%	100.3%	79.1%	59.3%	30.6%	(31.3)%	*	*
0.3210%	113.0%	109.8%	96.6%	75.5%	55.7%	27.1%	(34.8)%	*	*
2.3210%	68.3%	65.2%	52.5%	32.1%	12.8%	(15.5)%	(77.9)%	*	*
4.3210%	26.9%	23.9%	11.4%	(8.8)%	(28.2)%	(57.4)%	*	*	*
6.0000% and above . .	*	*	*	*	*	*	*	*	*

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

LIBOR	PSA Prepayment Assumption								
	50%	100%	300%	600%	860%	1200%	1750%	2500%	3500%
0.1605%.....	117.1%	113.9%	100.6%	79.4%	59.6%	30.9%	(31.0)%	*	*
0.3210%.....	113.3%	110.1%	96.9%	75.8%	56.0%	27.3%	(34.5)%	*	*
2.3210%.....	68.0%	65.0%	52.2%	31.8%	12.5%	(15.7)%	(78.1)%	*	*
4.3210%.....	26.3%	23.3%	10.8%	(9.4)%	(28.9)%	(58.1)%	*	*	*
5.9500% and above ..	*	*	*	*	*	*	*	*	*

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

LIBOR	PSA Prepayment Assumption								
	50%	100%	300%	600%	860%	1200%	1750%	2500%	3500%
0.1605%.....	117.4%	114.2%	100.9%	79.7%	59.9%	31.1%	(30.8)%	*	*
0.3210%.....	113.6%	110.3%	97.1%	76.0%	56.3%	27.6%	(34.3)%	*	*
2.3210%.....	67.8%	64.7%	52.0%	31.6%	12.3%	(16.0)%	(78.3)%	*	*
4.3210%.....	25.6%	22.6%	10.2%	(10.1)%	(29.5)%	(58.8)%	*	*	*
5.9000% and above ..	*	*	*	*	*	*	*	*	*

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

LIBOR	PSA Prepayment Assumption								
	50%	100%	300%	600%	860%	1200%	1750%	2500%	3500%
0.1605%.....	117.7%	114.5%	101.2%	80.0%	60.2%	31.4%	(30.5)%	*	*
0.3210%.....	113.8%	110.6%	97.4%	76.3%	56.5%	27.8%	(34.0)%	*	*
2.3210%.....	67.6%	64.5%	51.8%	31.4%	12.1%	(16.2)%	(78.6)%	*	*
4.3210%.....	25.0%	22.0%	9.5%	(10.8)%	(30.2)%	(59.5)%	*	*	*
5.8500% and above ..	*	*	*	*	*	*	*	*	*

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 and Group 5 Classes, and
- in the case of the Group 4 Class, the applicable priority sequences affecting principal payments on the Group 4 Underlying REMIC and RCR Certificates.

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

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

Decrement Tables

The following tables indicate the percentages of original principal balances of the specified Classes that would be outstanding after each date shown at various constant PSA 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	240 months	240 months	6.50%
Group 2 MBS	360 months	360 months	10.50%
Group 3 MBS	360 months	360 months	8.00%
Group 4 Underlying REMIC and RCR Certificates	360 months	(1)	8.50%
Group 5 MBS	240 months	240 months	7.00%

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

<u>Remaining Terms to Maturity</u>	
2001-69-PQ	268 months
2002-81-DB	280 months
2007-57-FA	334 months
2007-57-SA	334 months

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

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

Percent of Original Principal Balances Outstanding

Date	TA Class					TB Class				
	PSA Prepayment Assumption					PSA Prepayment Assumption				
	0%	100%	215%	350%	500%	0%	100%	215%	350%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100
July 2010	97	94	91	89	85	100	100	100	100	100
July 2011	93	85	77	69	59	100	100	100	100	100
July 2012	90	74	61	46	31	100	100	100	100	100
July 2013	86	64	46	28	12	100	100	100	100	100
July 2014	82	55	34	15	0	100	100	100	100	96
July 2015	77	46	23	4	0	100	100	100	100	64
July 2016	72	38	15	0	0	100	100	100	86	43
July 2017	67	31	7	0	0	100	100	100	64	28
July 2018	62	24	1	0	0	100	100	100	47	18
July 2019	56	17	0	0	0	100	100	83	35	12
July 2020	50	11	0	0	0	100	100	66	25	8
July 2021	44	5	0	0	0	100	100	52	18	5
July 2022	37	*	0	0	0	100	100	40	13	3
July 2023	29	0	0	0	0	100	82	31	9	2
July 2024	21	0	0	0	0	100	66	23	6	1
July 2025	13	0	0	0	0	100	50	16	4	1
July 2026	4	0	0	0	0	100	36	11	2	*
July 2027	0	0	0	0	0	78	22	6	1	*
July 2028	0	0	0	0	0	40	10	2	*	*
July 2029	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	10.3	6.0	4.1	3.0	2.4	18.8	16.2	12.8	9.6	7.3

Date	FD and SD† Classes							ZD Class						
	PSA Prepayment Assumption							PSA Prepayment Assumption						
	0%	100%	350%	615%	850%	1100%	1300%	0%	100%	350%	615%	850%	1100%	1300%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100
July 2010	99	93	79	64	51	37	25	108	108	108	108	108	108	108
July 2011	99	87	62	40	24	11	4	117	117	117	117	117	117	117
July 2012	98	81	48	24	11	3	0	127	127	127	127	127	127	122
July 2013	97	75	37	14	5	*	0	138	138	138	138	138	138	27
July 2014	96	69	28	8	1	0	0	149	149	149	149	149	149	48
July 2015	95	64	22	5	0	0	0	161	161	161	161	137	16	1
July 2016	94	59	16	2	0	0	0	175	175	175	175	66	5	*
July 2017	93	54	12	*	0	0	0	189	189	189	189	32	2	*
July 2018	92	49	9	0	0	0	0	205	205	205	145	15	1	*
July 2019	90	45	6	0	0	0	0	222	222	222	90	7	*	*
July 2020	89	41	4	0	0	0	0	240	240	240	55	3	*	*
July 2021	87	37	2	0	0	0	0	260	260	260	34	2	*	*
July 2022	85	33	1	0	0	0	0	282	282	282	21	1	*	*
July 2023	83	30	0	0	0	0	0	305	305	288	13	*	*	*
July 2024	80	26	0	0	0	0	0	331	331	219	8	*	*	*
July 2025	78	23	0	0	0	0	0	358	358	166	5	*	*	0
July 2026	75	20	0	0	0	0	0	388	388	124	3	*	*	0
July 2027	71	17	0	0	0	0	0	420	420	93	2	*	*	0
July 2028	68	14	0	0	0	0	0	455	455	68	1	*	*	0
July 2029	63	11	0	0	0	0	0	493	493	50	1	*	*	0
July 2030	59	8	0	0	0	0	0	534	534	36	*	*	0	0
July 2031	54	6	0	0	0	0	0	578	578	25	*	*	0	0
July 2032	48	3	0	0	0	0	0	626	626	17	*	*	0	0
July 2033	42	*	0	0	0	0	0	678	678	11	*	*	0	0
July 2034	36	0	0	0	0	0	0	734	526	7	*	*	0	0
July 2035	28	0	0	0	0	0	0	795	339	4	*	*	0	0
July 2036	20	0	0	0	0	0	0	861	159	1	*	*	0	0
July 2037	11	0	0	0	0	0	0	932	0	0	0	0	0	0
July 2038	*	0	0	0	0	0	0	1010	0	0	0	0	0	0
July 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	20.8	10.0	3.8	2.1	1.4	1.0	0.7	29.5	26.0	17.2	10.5	7.2	5.0	3.7

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

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

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

AB, FC, SK†, TD†, TE†, TG†, TH†, TJ†, TK†, AT, AC, SC†, FB, SB†, FE, SE†, FG, SG†, FH, SH†, FJ, SJ† and FK Classes

Date	PSA Prepayment Assumption								
	0%	100%	300%	600%	860%	1200%	1750%	2500%	3500%
Initial Percent	100	100	100	100	100	100	100	100	100
July 2010	99	95	88	78	69	57	36	0	0
July 2011	98	89	72	51	35	18	0	0	0
July 2012	97	82	58	32	17	5	0	0	0
July 2013	96	76	47	20	8	1	0	0	0
July 2014	95	70	38	13	4	*	0	0	0
July 2015	94	64	30	8	2	*	0	0	0
July 2016	92	59	24	5	1	*	0	0	0
July 2017	91	54	20	3	*	*	0	0	0
July 2018	89	50	16	2	*	*	0	0	0
July 2019	88	46	12	1	*	*	0	0	0
July 2020	86	42	10	1	*	*	0	0	0
July 2021	84	38	8	*	*	*	0	0	0
July 2022	82	34	6	*	*	*	0	0	0
July 2023	79	31	5	*	*	*	0	0	0
July 2024	77	28	4	*	*	0	0	0	0
July 2025	74	25	3	*	*	0	0	0	0
July 2026	71	22	2	*	*	0	0	0	0
July 2027	68	20	2	*	*	0	0	0	0
July 2028	64	17	1	*	*	0	0	0	0
July 2029	60	15	1	*	*	0	0	0	0
July 2030	56	13	1	*	*	0	0	0	0
July 2031	52	11	1	*	*	0	0	0	0
July 2032	47	9	*	*	*	0	0	0	0
July 2033	42	7	*	*	*	0	0	0	0
July 2034	36	6	*	*	0	0	0	0	0
July 2035	30	4	*	*	0	0	0	0	0
July 2036	23	3	*	*	0	0	0	0	0
July 2037	16	1	*	*	0	0	0	0	0
July 2038	8	0	0	0	0	0	0	0	0
July 2039	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	20.5	10.6	5.0	2.7	1.9	1.3	0.8	0.5	0.2

PT Class

Date	PSA Prepayment Assumption				
	0%	100%	350%	575%	800%
Initial Percent	100	100	100	100	100
July 2010	99	92	77	64	51
July 2011	98	84	60	41	26
July 2012	96	77	46	26	13
July 2013	95	71	35	17	7
July 2014	93	64	27	11	3
July 2015	92	59	21	7	2
July 2016	90	53	16	4	1
July 2017	88	48	12	3	*
July 2018	86	43	9	2	*
July 2019	83	38	7	1	*
July 2020	81	34	5	1	*
July 2021	78	30	4	*	*
July 2022	75	26	3	*	*
July 2023	72	22	2	*	*
July 2024	68	19	1	*	*
July 2025	64	16	1	*	*
July 2026	60	13	1	*	*
July 2027	55	10	*	*	*
July 2028	50	7	*	*	*
July 2029	44	5	*	*	*
July 2030	38	2	*	*	*
July 2031	32	*	*	*	0
July 2032	25	0	0	0	0
July 2033	20	0	0	0	0
July 2034	15	0	0	0	0
July 2035	10	0	0	0	0
July 2036	5	0	0	0	0
July 2037	0	0	0	0	0
July 2038	0	0	0	0	0
July 2039	0	0	0	0	0
Weighted Average Life (years)**	17.6	8.6	3.8	2.3	1.5

* 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	GA Class					GB Class				
	PSA Prepayment Assumption					PSA Prepayment Assumption				
	0%	100%	257%	400%	550%	0%	100%	257%	400%	550%
Initial Percent	100	100	100	100	100	100	100	100	100	100
July 2010	97	94	90	87	84	100	100	100	100	100
July 2011	93	84	74	64	54	100	100	100	100	100
July 2012	90	74	54	38	24	100	100	100	100	100
July 2013	86	63	38	19	3	100	100	100	100	100
July 2014	82	53	24	5	0	100	100	100	100	71
July 2015	77	44	13	0	0	100	100	100	83	45
July 2016	72	36	4	0	0	100	100	100	60	29
July 2017	67	28	0	0	0	100	100	89	43	18
July 2018	62	21	0	0	0	100	100	70	30	11
July 2019	56	14	0	0	0	100	100	55	21	7
July 2020	49	7	0	0	0	100	100	43	15	4
July 2021	42	1	0	0	0	100	100	33	10	3
July 2022	35	0	0	0	0	100	87	25	7	2
July 2023	27	0	0	0	0	100	72	18	5	1
July 2024	19	0	0	0	0	100	57	13	3	1
July 2025	10	0	0	0	0	100	44	9	2	*
July 2026	*	0	0	0	0	100	31	6	1	*
July 2027	0	0	0	0	0	69	19	3	1	*
July 2028	0	0	0	0	0	36	8	1	*	*
July 2029	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	10.2	5.7	3.5	2.6	2.2	18.6	15.7	11.2	8.3	6.4

* 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.

Characteristics of the Residual Classes

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

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

CERTAIN ADDITIONAL FEDERAL INCOME TAX CONSEQUENCES

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

U.S. Treasury Circular 230 Notice

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

REMIC Elections and Special Tax Attributes

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

Taxation of Beneficial Owners of Regular Certificates

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

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

<u>Group</u>	<u>Prepayment Assumption</u>
1	215% PSA
2	615% PSA
3	860% PSA
4	350% PSA
5	257% 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 PT Class) to Credit Suisse Securities (USA) LLC (the “Dealer”) in exchange for the Trust MBS and the Group 4 Underlying REMIC and RCR Certificates. The Dealer proposes to offer the Certificates (other than the PT Class) 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 PT Class to Fannie Mae Mega Trust Number 310036 and to deliver the related Mega certificates to the Dealer.

LEGAL MATTERS

Sidley Austin LLP will provide legal representation for Fannie Mae. McKee Nelson LLP will provide legal representation for the Dealer.

Group 4 Underlying REMIC and RCR 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	July 2009 Class Factor	Principal Balance in the Lower Tier REMIC	Approximate Weighted Average WAC	Approximate Weighted Average WALA (in months)
2001-69	PQ	November 2001	31392A4Q8	6.0%	FIX	December 2031	PAC	\$126,665,000	0.68909249	\$ 1,536,676.25	6.574%	94
2002-81	DB	November 2002	31392GD88	6.0	FIX	December 2032	PAC	49,678,000	0.82968800	26,282,856.46	6.309	81
2007-57	FA	May 2007	31396WJU1	(2)	FLT	June 2037	PT	184,784,998	0.66613602	42,489,484.70	6.515	84
2007-57	SA	May 2007	31396WJV9	(2)	INV	June 2037	PT	30,797,500	0.66613602	7,081,580.78	6.515	84

(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.

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								
FC	\$41,666,667	AC	\$41,666,667	PT	7.0%	FIX	31396QVC0	August 2039
TK	4,166,667(3)							
TJ	4,166,667(3)							
TH	4,166,667(3)							
TG	4,166,667(3)							
TE	4,166,667(3)							
TD	4,166,667(3)							
SK	41,666,667(3)							
Recombination 2								
TK	4,166,667(3)	SC	41,666,667(3)	NTL	(4)	INV/IO	31396QVD8	August 2039
TJ	4,166,667(3)							
TH	4,166,667(3)							
TG	4,166,667(3)							
TE	4,166,667(3)							
TD	4,166,667(3)							
SK	41,666,667(3)							
Recombination 3								
FC	41,666,667	FB	41,666,667	PT	(4)	FLT	31396QVE6	August 2039
TK	4,166,667(3)							
Recombination 4								
TJ	4,166,667(3)	SB	41,666,667(3)	NTL	(4)	INV/IO	31396QVF3	August 2039
TH	4,166,667(3)							
TG	4,166,667(3)							
TE	4,166,667(3)							
TD	4,166,667(3)							
SK	41,666,667(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 5								
FC	\$41,666,667	FE	\$41,666,667	PT	(4)	FLT	31396QVG1	August 2039
TK	4,166,667(3)							
TJ	4,166,667(3)							
Recombination 6								
TH	4,166,667(3)	SE	41,666,667(3)	NTL	(4)	INV/IO	31396QVH9	August 2039
TG	4,166,667(3)							
TE	4,166,667(3)							
TD	4,166,667(3)							
SK	41,666,667(3)							
Recombination 7								
FC	41,666,667	FG	41,666,667	PT	(4)	FLT	31396QVJ5	August 2039
TK	4,166,667(3)							
TJ	4,166,667(3)							
TH	4,166,667(3)							
Recombination 8								
TG	4,166,667(3)	SG	41,666,667(3)	NTL	(4)	INV/IO	31396QVK2	August 2039
TE	4,166,667(3)							
TD	4,166,667(3)							
SK	41,666,667(3)							
Recombination 9								
FC	41,666,667	FH	41,666,667	PT	(4)	FLT	31396QVL0	August 2039
TK	4,166,667(3)							
TJ	4,166,667(3)							
TH	4,166,667(3)							
TG	4,166,667(3)							
Recombination 10								
TE	4,166,667(3)	SH	41,666,667(3)	NTL	(4)	INV/IO	31396QVM8	August 2039
TD	4,166,667(3)							
SK	41,666,667(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 11								
FC	\$41,666,667	FJ	\$41,666,667	PT	(4)	FLT	31396QVN6	August 2039
TK	4,166,667(3)							
TJ	4,166,667(3)							
TH	4,166,667(3)							
TG	4,166,667(3)							
TE	4,166,667(3)							
Recombination 12								
TD	4,166,667(3)	SJ	41,666,667(3)	NTL	(4)	INV/IO	31396QVP1	August 2039
SK	41,666,667(3)							
Recombination 13								
FC	41,666,667	FK	41,666,667	PT	(4)	FLT	31396QVQ9	August 2039
TK	4,166,667(3)							
TJ	4,166,667(3)							
TH	4,166,667(3)							
TG	4,166,667(3)							
TE	4,166,667(3)							
TD	4,166,667(3)							

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

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

(3) Notional balances. These Classes are Interest Only Classes. See page S-9 for a description of how their notional balances are calculated.

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

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.

\$932,148,398



**Guaranteed REMIC
Pass-Through Certificates**

Fannie Mae REMIC Trust 2009-64

PROSPECTUS SUPPLEMENT

TABLE OF CONTENTS

	Page
Table of Contents	S- 2
Available Information	S- 3
Recent Developments	S- 4
Summary	S- 6
Additional Risk Factors	S-10
Description of the Certificates	S-11
Certain Additional Federal Income Tax Consequences	S-23
Plan of Distribution	S-25
Legal Matters	S-25
Exhibit A	A- 1
Schedule 1	A- 2

Credit Suisse

July 24, 2009
