

**\$821,773,311**



**FannieMae®**

**Guaranteed REMIC Pass-Through Certificates  
Fannie Mae REMIC Trust 2009-65**

**The Certificates**

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

**Payments to Certificateholders**

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

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

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

**The Fannie Mae Guaranty**

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

**The Trust and its Assets**

The trust will own Fannie Mae MBS.

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
AB . . . . .	1	\$235,200,000	SEQ	4.0%	FIX	31396QH28	February 2027
AX . . . . .	1	64,439,000	SEQ	4.0	FIX	31396QH36	September 2029
DM(2) . . .	2	110,277,000	SEQ	4.5	FIX	31396QH44	March 2027
DN(2) . . .	2	4,032,000	SEQ	4.5	FIX	31396QH51	July 2027
DY . . . . .	2	26,600,000	SEQ	4.5	FIX	31396QH69	September 2029
MB(2) . . .	3	88,864,000	PAC	4.0	FIX	31396QH77	October 2037
MI(2) . . .	3	17,772,800(3)	NTL	5.0	FIX/IO	31396QH85	October 2037
MT . . . . .	3	15,734,000	PAC	5.0	FIX	31396QH93	September 2039
KM . . . . .	3	8,787,000	PAC/AD	5.0	FIX	31396QJ26	September 2039
ZM . . . . .	3	1,000	PAC	5.0	FIX/Z	31396QJ34	September 2039
FB . . . . .	3	33,298,576	SUP	(4)	FLT	31396QJ42	September 2039
SB . . . . .	3	13,319,431	SUP	(4)	INV	31396QJ59	September 2039
CK(2) . . .	4	16,606,716	SEQ	4.0	FIX	31396QJ67	January 2024
CL(2) . . .	4	16,606,716	SEQ	5.0	FIX	31396QJ75	January 2024
CN(2) . . .	4	2,692,980	SEQ	4.5	FIX	31396QJ83	September 2024
GA . . . . .	5	77,731,000	SEQ	4.5	FIX	31396QJ91	November 2023
GY(2) . . .	5	7,583,892	SEQ	4.5	FIX	31396QK24	September 2024
JB(2) . . .	6	70,393,000	SEQ	4.0	FIX	31396QK32	June 2035
JI(2) . . .	6	7,821,444(3)	NTL	4.5	FIX/IO	31396QK40	June 2035
JV(2) . . .	6	11,551,000	SEQ/AD	4.5	FIX	31396QK57	October 2020
JZ(2) . . .	6	18,056,000	SEQ	4.5	FIX/Z	31396QK65	September 2039
R . . . . .		0	NPR	0	NPR	31396QK73	September 2039
RL . . . . .		0	NPR	0	NPR	31396QK81	September 2039

- (1) See "Description of the Certificates—Class Definitions and Abbreviations" in the REMIC prospectus.  
(2) Exchangeable classes.  
(3) Notional balances. These classes are interest only classes. See page S-7 for a description of how their notional balances are calculated.  
(4) Based on LIBOR.

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 DA, MD, MA, CM, GX, JA and JY 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 August 28, 2009.

**Carefully consider the risk factors on page S-9 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.

**BofA Merrill Lynch**

August 24, 2009

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## AVAILABLE INFORMATION

You should purchase the certificates only if you have read and understood this prospectus supplement and the following documents (the “Disclosure Documents”):

- our Prospectus for Fannie Mae Guaranteed REMIC Pass-Through Certificates dated August 1, 2007 (the “REMIC Prospectus”);
- our Prospectus for Fannie Mae Guaranteed Pass-Through Certificates (Single-Family Residential Mortgage Loans) dated
  - June 1, 2009, for all MBS issued on or after January 1, 2009,
  - April 1, 2008, for all MBS issued on or after June 1, 2007 and prior to January 1, 2009, or
  - January 1, 2006, for all other MBS(as applicable, the “MBS Prospectus”); 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 that document by referring you to it. That document is considered part of this prospectus supplement, so you should read this prospectus supplement, and any applicable supplements or amendments, together with that document.

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

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

In addition, the Disclosure Documents, together with the class factors, are available on our corporate Web site at [www.fanniemae.com](http://www.fanniemae.com).

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

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

## RECENT DEVELOPMENTS

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

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

On September 7, 2008, Fannie Mae, through our conservator, entered into two agreements with Treasury. The first agreement is the Stock Purchase Agreement, which provided us with Treasury’s commitment (the “Commitment”) to provide up to \$100 billion in funding under specified conditions. This agreement was amended and restated on September 26, 2008 and was further amended on May 6, 2009 to increase the size of Treasury’s Commitment from \$100 billion to \$200 billion. We issued 1,000,000 shares of Senior Preferred Stock pursuant to the Stock Purchase Agreement. The other agreement is the Warrant, which allows Treasury to purchase, for a nominal price, shares of common stock equal to 79.9% of the outstanding common stock of Fannie Mae. The Senior Preferred Stock and the Warrant were issued to Treasury as an initial commitment fee for Treasury’s Commitment. Additional information about the conservatorship, the Stock Purchase Agreement, the Warrant and the Commitment is included in our Annual Report on Form 10-K for the year ended December 31, 2008 (the “2008 Form 10-K”) and our quarterly report on Form 10-Q for the quarter ended March 31, 2009 (the “First Quarter 2009 Form 10-Q”), which are 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. On March 31, 2009, we received \$15.2 billion from Treasury under the Commitment, which eliminated our net worth deficit as of December 31, 2008. We received an additional \$19.0 billion from Treasury on June 30, 2009, which eliminated our net worth deficit as of March 31, 2009. The Director of FHFA submitted a request to Treasury on August 6, 2009 for an additional \$10.7 billion on our behalf to eliminate our net worth deficit as of June 30, 2009, and requested receipt of those funds on or prior to September 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. Upon receipt of the additional \$10.7 billion in funds from Treasury that have been requested, the aggregate liquidation preference of the Senior Preferred Stock will total \$45.9 billion and the annualized dividend on the Senior Preferred Stock will be \$4.6 billion, based on the 10% 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 agency 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 August 1, 2009. You should purchase the certificates only after reading this prospectus supplement and each of the additional disclosure documents listed on page S-3. In particular, please see the discussion of risk factors that appears in each of those additional disclosure documents.

### Assets Underlying Each Group of Classes

<u>Group</u>	<u>Assets</u>
1	Group 1 MBS
2	Group 2 MBS
3	Group 3 MBS
4	Group 4 MBS
5	Group 5 MBS
6	Group 6 MBS

### Group 1, Group 2, Group 3, Group 4, Group 5 and Group 6

#### 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	\$299,639,000	4.00%	4.25% to 6.50%	161 to 240
Group 2 MBS	\$140,909,000	4.50%	4.75% to 7.00%	181 to 240
Group 3 MBS	\$160,004,007	5.00%	5.25% to 7.50%	241 to 360
Group 4 MBS	\$ 35,906,412	4.50%	4.75% to 7.00%	121 to 180
Group 5 MBS	\$ 85,314,892	4.50%	4.75% to 7.00%	121 to 180
Group 6 MBS	\$100,000,000	4.50%	4.75% to 7.00%	241 to 360

#### 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	\$299,639,000	240	237	2	4.600%
Group 2 MBS	\$140,909,000	240	235	3	4.950%
Group 3 MBS	\$160,004,007	360	350	8	5.600%
Group 4 MBS	\$ 35,906,412	180	157	19	5.179%
Group 5 MBS	\$ 85,314,892	180	161	17	5.110%
Group 6 MBS	\$100,000,000	360	357	2	5.050%

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 August 28, 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>
FB .....	1.670%	7.00%	1.40%	LIBOR + 140 basis points
SB .....	13.325%	14.00%	0.00%	14% – (2.5 × LIBOR)

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

## Notional Classes

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

<u>Class</u>	
MI .....	20% of the MB Class
JI .....	11.111104797% of the JB 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>200%</u>	<u>300%</u>	<u>400%</u>	<u>500%</u>				
AB.....		10.3	6.0	4.2	3.3	2.8	2.4				
AX.....		18.8	16.1	13.2	10.7	8.7	7.3				
<u>Group 2 Classes</u>		<u>PSA Prepayment Assumption</u>									
		<u>0%</u>	<u>100%</u>	<u>225%</u>	<u>350%</u>	<u>450%</u>	<u>600%</u>				
DM.....		10.5	5.9	3.9	3.0	2.5	2.1				
DN.....		17.7	13.3	9.1	6.7	5.5	4.3				
DY.....		19.0	16.4	12.9	10.0	8.3	6.5				
DA.....		10.7	6.2	4.1	3.1	2.6	2.2				
<u>Group 3 Classes</u>		<u>PSA Prepayment Assumption</u>									
		<u>0%</u>	<u>100%</u>	<u>118%</u>	<u>250%</u>	<u>290%</u>	<u>300%</u>	<u>500%</u>	<u>900%</u>	<u>1300%</u>	<u>1600%</u>
MB, MI, MD and MA.....	14.8	5.0	5.0	5.0	5.0	5.0	3.4	2.1	1.5	1.3	
MT.....	24.2	15.2	15.2	15.2	15.2	15.2	9.5	5.0	3.1	2.2	
KM.....	25.5	11.3	5.6	5.6	5.6	3.9	2.0	1.3	0.9	0.8	
ZM.....	29.0	29.0	29.0	29.0	29.0	21.4	2.5	1.4	1.0	0.8	
FB and SB.....	28.1	20.0	18.1	4.9	2.6	2.4	1.2	0.7	0.5	0.4	
<u>Group 4 Classes</u>		<u>PSA Prepayment Assumption</u>									
		<u>0%</u>	<u>100%</u>	<u>250%</u>	<u>375%</u>	<u>500%</u>	<u>700%</u>				
CK, CL and CM.....		8.3	5.1	3.4	2.6	2.0	1.5				
CN.....		14.7	12.4	11.1	9.5	8.0	5.9				
<u>Group 5 Classes</u>		<u>PSA Prepayment Assumption</u>									
		<u>0%</u>	<u>100%</u>	<u>250%</u>	<u>375%</u>	<u>500%</u>	<u>700%</u>				
GA.....		8.3	5.1	3.4	2.6	2.0	1.5				
GY.....		14.6	12.5	11.0	9.4	7.8	5.8				
<u>Group 6 Classes</u>		<u>PSA Prepayment Assumption</u>									
		<u>0%</u>	<u>100%</u>	<u>225%</u>	<u>350%</u>	<u>450%</u>	<u>600%</u>	<u>1000%</u>			
JB, JI and JA.....		16.5	6.7	3.9	2.9	2.5	2.0	1.5			
JV.....		6.0	6.0	5.7	4.8	4.1	3.5	2.5			
JZ.....		28.0	20.9	14.1	10.4	8.4	6.5	4.0			
JY.....		28.0	20.9	13.6	9.6	7.7	5.9	3.6			
<u>Group 4/Group 5 Class</u>		<u>PSA Prepayment Assumption</u>									
		<u>0%</u>	<u>100%</u>	<u>250%</u>	<u>375%</u>	<u>500%</u>	<u>700%</u>				
GX**.....		14.6	12.5	11.0	9.4	7.8	5.8				

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

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



## ADDITIONAL RISK FACTOR

*“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 pools underlying the Group 3 MBS and Group 6 MBS have been designated as pools that include “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 and Group 6 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.

## 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 August 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 six groups of Fannie Mae Guaranteed Mortgage Pass-Through Certificates (the “Group 1 MBS,” “Group 2 MBS,” “Group 3 MBS,” “Group 4 MBS,” “Group 5 MBS” and “Group 6 MBS,” and together, the “MBS”).

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

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

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

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

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

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

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

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

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

## The MBS

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

Group 2 MBS, up to 30 years in the case of the Group 3 MBS and Group 6 MBS, and up to 15 years in the case of the Group 4 MBS and Group 5 MBS.

Furthermore, the pools underlying the Group 3 MBS and Group 6 MBS have been designated as pools that include “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. For additional information about the pools underlying the Group 3 MBS and Group 6 MBS, see the Final Data Statement for the Trust and the related prospectus supplement for each MBS. See also “Additional Risk Factor—“*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, Group 4, Group 5 and Group 6—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 Classes) on a Distribution Date will consist of one month’s interest on the outstanding balance of that Certificate immediately prior to that Distribution Date. For a description of the Accrual Classes, see “—*Accrual Classes*” below.

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

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

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

**Accrual Classes.** The ZM and JZ Classes are Accrual Classes. Interest will accrue on the Accrual Classes at the applicable annual rates specified on the cover of this prospectus supplement. However, we will not pay any interest on the Accrual Classes. Instead, interest accrued on the Accrual Classes will be added as principal to their principal balances on each Distribution Date. We will pay principal on the Accrual Classes as described under “—Distributions of Principal” below.

## Distributions of Principal

- *Group 1*

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

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

- *Group 2*

The Group 2 Principal Distribution Amount to DM, DN and DY, in that order, until } Sequential  
retired. Pay Classes

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

- *Group 3*

The ZM Accrual Amount to KM until retired, and thereafter to ZM.

} Accretion  
Directed  
Class and  
Accrual Class

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

1. To Aggregate Group I to its Planned Balance.
2. To Aggregate Group II to its Planned Balance.
3. To FB and SB, pro rata, until retired.
4. To Aggregate Group II to zero.
5. To Aggregate Group I to zero.

} PAC Groups

} Support  
Classes

} PAC Groups

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

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

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

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

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

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

- *Group 4*

The Group 4 Principal Distribution Amount in the following priority:

1. To CK and CL, pro rata, until retired.
2. To CN until retired.

} Sequential  
Pay Classes

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

- *Group 5*

The Group 5 Principal Distribution Amount to GA and GY, in that order, until retired.

} Sequential  
Pay Classes

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

- *Group 6*

The JZ Accrual Amount to JV until retired, and thereafter to JZ.

} Accretion  
Directed  
Class and  
Accrual Class

The Group 6 Cash Flow Distribution Amount to JB, JV and JZ, in that order, until retired.

} Sequential  
Pay Classes

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

The “Group 6 Cash Flow Distribution Amount” is the principal then paid on the Group 6 MBS.

## Structuring Assumptions

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

- the Mortgage Loans underlying the MBS have the original terms to maturity, remaining terms to maturity, loan ages and interest rates specified under “Summary—Group 1, Group 2, Group 3, Group 4, Group 5 and Group 6—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 August 28, 2009; and
- each Distribution Date occurs on the 25th day of a month.

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

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

<u>Groups</u>	<u>Structuring Ranges</u>	<u>Initial Effective Ranges</u>
Aggregate Group I Planned Balances	Between 100% and 300% PSA	Between 100% and 300% PSA
Aggregate Group II Planned Balances	Between 118% and 290% PSA	Between 118% and 290% PSA

The Aggregate Groups listed above consist of the following Classes:

Aggregate Group I . . . . .	MB and MT
Aggregate Group II . . . . .	KM and ZM

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

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

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

- We will distribute any excess of principal distributions over the amount necessary to reduce an Aggregate Group to its scheduled balance in any month. As a result, the likelihood of reducing

an Aggregate Group to its scheduled balance each month will not be improved by the averaging of high and low principal distributions from month to month.

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

## Yield Tables

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

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

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

We cannot assure you that

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

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

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

*The Fixed Rate Interest Only Classes.* **The yields to investors in the Fixed Rate Interest Only Classes will be very sensitive to the rate of principal payments (including**



prepayments) of the related Mortgage Loans. The Mortgage Loans generally can be prepaid at any time without penalty. On the basis of the assumptions described below, the yield to maturity on each Fixed Rate Interest Only Class would be 0% if prepayments of the related Mortgage Loans were to occur at the following constant rates:

<u>Class</u>	<u>% PSA</u>
MI .....	448%
JI .....	361%

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

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

<u>Class</u>	<u>Price*</u>
MI .....	18.5%
JI .....	12.5%

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

#### Sensitivity of the MI Class to Prepayments

	PSA Prepayment Assumption									
	<u>50%</u>	<u>100%</u>	<u>118%</u>	<u>250%</u>	<u>290%</u>	<u>300%</u>	<u>500%</u>	<u>900%</u>	<u>1300%</u>	<u>1600%</u>
Pre-Tax Yields to Maturity. . .	17.3%	9.2%	9.2%	9.2%	9.2%	9.2%	(4.0)%	(38.5)%	(71.4)%	(93.0)%

#### Sensitivity of the JI Class to Prepayments

	<u>PSA Prepayment Assumption</u>						
	<u>50%</u>	<u>100%</u>	<u>225%</u>	<u>350%</u>	<u>450%</u>	<u>600%</u>	<u>1000%</u>
Pre-Tax Yields to Maturity. . .	30.9%	26.6%	14.3%	1.2%	(9.0)%	(23.1)%	(53.3)%

*The Inverse Floating Rate Class.* The yield on the Inverse Floating Rate Class will be sensitive 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.

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 table has been prepared on the basis of the Pricing Assumptions and the assumptions that

- the interest rate for the Inverse Floating Rate Class for the initial Interest Accrual Period is the rate 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 price of this Class (expressed as a percentage of original principal balance) is as follows:

<u>Class</u>	<u>Price*</u>
SB .....	96.5%

\* The price does not include accrued interest. Accrued interest has been added to the price in calculating the yields set forth in the table below.

### 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>118%</u>	<u>250%</u>	<u>290%</u>	<u>300%</u>	<u>500%</u>	<u>900%</u>	<u>1300%</u>	<u>1600%</u>
0.13% .....	14.6%	14.6%	14.7%	15.4%	15.9%	16.0%	17.5%	19.8%	22.0%	23.6%
0.27% .....	14.2%	14.3%	14.3%	15.0%	15.6%	15.7%	17.1%	19.4%	21.6%	23.3%
2.27% .....	8.9%	8.9%	8.9%	9.7%	10.3%	10.5%	12.1%	14.6%	17.0%	18.8%
4.27% .....	3.6%	3.7%	3.7%	4.4%	5.2%	5.3%	7.1%	9.8%	12.3%	14.3%
5.60% .....	0.2%	0.2%	0.3%	1.0%	1.8%	2.0%	3.8%	6.6%	9.3%	11.4%

### Weighted Average Lives of the Certificates

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

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

- the timing of changes in the rate of principal distributions, and
- the priority sequences of distributions of principal of the 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 and Remaining Terms to Maturity</u>	<u>Interest Rates</u>
Group 1 MBS	240 months	6.50%
Group 2 MBS	240 months	7.00%
Group 3 MBS	360 months	7.50%
Group 4 MBS	180 months	7.00%
Group 5 MBS	180 months	7.00%
Group 6 MBS	360 months	7.00%

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	AB Class						AX Class					
	PSA Prepayment Assumption						PSA Prepayment Assumption					
	0%	100%	200%	300%	400%	500%	0%	100%	200%	300%	400%	500%
Initial Percent . . . . .	100	100	100	100	100	100	100	100	100	100	100	100
August 2010 . . . . .	97	94	92	90	88	85	100	100	100	100	100	100
August 2011 . . . . .	93	85	78	72	65	59	100	100	100	100	100	100
August 2012 . . . . .	90	74	62	51	41	31	100	100	100	100	100	100
August 2013 . . . . .	86	64	48	34	22	12	100	100	100	100	100	100
August 2014 . . . . .	82	55	36	21	9	0	100	100	100	100	100	96
August 2015 . . . . .	77	46	26	10	0	0	100	100	100	100	95	64
August 2016 . . . . .	72	38	17	2	0	0	100	100	100	100	69	42
August 2017 . . . . .	67	31	9	0	0	0	100	100	100	83	49	28
August 2018 . . . . .	62	24	3	0	0	0	100	100	100	63	35	18
August 2019 . . . . .	56	17	0	0	0	0	100	100	90	48	25	12
August 2020 . . . . .	50	11	0	0	0	0	100	100	73	36	17	8
August 2021 . . . . .	44	5	0	0	0	0	100	100	58	27	12	5
August 2022 . . . . .	37	0	0	0	0	0	100	99	45	20	8	3
August 2023 . . . . .	29	0	0	0	0	0	100	81	35	14	5	2
August 2024 . . . . .	21	0	0	0	0	0	100	65	26	10	3	1
August 2025 . . . . .	13	0	0	0	0	0	100	49	18	6	2	1
August 2026 . . . . .	4	0	0	0	0	0	100	35	12	4	1	*
August 2027 . . . . .	0	0	0	0	0	0	78	21	7	2	1	*
August 2028 . . . . .	0	0	0	0	0	0	40	9	3	1	*	*
August 2029 . . . . .	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)** . . . . .	10.3	6.0	4.2	3.3	2.8	2.4	18.8	16.1	13.2	10.7	8.7	7.3

  

Date	DM Class						DN Class					
	PSA Prepayment Assumption						PSA Prepayment Assumption					
	0%	100%	225%	350%	450%	600%	0%	100%	225%	350%	450%	600%
Initial Percent . . . . .	100	100	100	100	100	100	100	100	100	100	100	100
August 2010 . . . . .	97	94	91	88	85	82	100	100	100	100	100	100
August 2011 . . . . .	94	85	76	67	60	51	100	100	100	100	100	100
August 2012 . . . . .	90	74	59	45	34	21	100	100	100	100	100	100
August 2013 . . . . .	86	64	44	27	16	2	100	100	100	100	100	100
August 2014 . . . . .	82	55	32	14	3	0	100	100	100	100	100	0
August 2015 . . . . .	78	46	21	3	0	0	100	100	100	100	0	0
August 2016 . . . . .	74	38	12	0	0	0	100	100	100	0	0	0
August 2017 . . . . .	69	30	5	0	0	0	100	100	100	0	0	0
August 2018 . . . . .	63	23	0	0	0	0	100	100	60	0	0	0
August 2019 . . . . .	58	17	0	0	0	0	100	100	0	0	0	0
August 2020 . . . . .	51	11	0	0	0	0	100	100	0	0	0	0
August 2021 . . . . .	45	5	0	0	0	0	100	100	0	0	0	0
August 2022 . . . . .	38	0	0	0	0	0	100	85	0	0	0	0
August 2023 . . . . .	30	0	0	0	0	0	100	0	0	0	0	0
August 2024 . . . . .	22	0	0	0	0	0	100	0	0	0	0	0
August 2025 . . . . .	14	0	0	0	0	0	100	0	0	0	0	0
August 2026 . . . . .	4	0	0	0	0	0	100	0	0	0	0	0
August 2027 . . . . .	0	0	0	0	0	0	0	0	0	0	0	0
August 2028 . . . . .	0	0	0	0	0	0	0	0	0	0	0	0
August 2029 . . . . .	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)** . . . . .	10.5	5.9	3.9	3.0	2.5	2.1	17.7	13.3	9.1	6.7	5.5	4.3

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

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

Date	DY Class						DA Class					
	PSA Prepayment Assumption						PSA Prepayment Assumption					
	0%	100%	225%	350%	450%	600%	0%	100%	225%	350%	450%	600%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100
August 2010	100	100	100	100	100	100	97	94	91	88	86	82
August 2011	100	100	100	100	100	100	94	85	77	68	62	52
August 2012	100	100	100	100	100	100	91	75	60	46	37	24
August 2013	100	100	100	100	100	100	87	65	46	30	19	6
August 2014	100	100	100	100	100	76	83	56	34	17	6	0
August 2015	100	100	100	100	88	46	79	48	24	7	0	0
August 2016	100	100	100	97	61	28	74	40	15	0	0	0
August 2017	100	100	100	72	42	17	70	33	8	0	0	0
August 2018	100	100	100	53	28	10	65	26	2	0	0	0
August 2019	100	100	87	39	19	6	59	20	0	0	0	0
August 2020	100	100	69	28	13	4	53	14	0	0	0	0
August 2021	100	100	54	20	8	2	47	8	0	0	0	0
August 2022	100	100	42	14	5	1	40	3	0	0	0	0
August 2023	100	92	31	10	3	1	33	0	0	0	0	0
August 2024	100	73	23	6	2	*	25	0	0	0	0	0
August 2025	100	55	16	4	1	*	17	0	0	0	0	0
August 2026	100	38	10	2	1	*	8	0	0	0	0	0
August 2027	92	22	5	1	*	*	0	0	0	0	0	0
August 2028	47	8	2	*	*	*	0	0	0	0	0	0
August 2029	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	19.0	16.4	12.9	10.0	8.3	6.5	10.7	6.2	4.1	3.1	2.6	2.2

Date	MB, MI†, MD and MA Classes										MT Class									
	PSA Prepayment Assumption										PSA Prepayment Assumption									
	0%	100%	118%	250%	290%	300%	500%	900%	1300%	1600%	0%	100%	118%	250%	290%	300%	500%	900%	1300%	1600%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
August 2010	98	92	92	92	92	92	92	92	92	75	100	100	100	100	100	100	100	100	100	100
August 2011	97	81	81	81	81	81	81	50	15	0	100	100	100	100	100	100	100	100	100	64
August 2012	95	69	69	69	69	69	58	13	0	0	100	100	100	100	100	100	100	40	3	
August 2013	93	57	57	57	57	57	34	0	0	0	100	100	100	100	100	100	100	78	9	*
August 2014	90	47	47	47	47	47	18	0	0	0	100	100	100	100	100	100	100	35	2	*
August 2015	88	37	37	37	37	37	7	0	0	0	100	100	100	100	100	100	100	16	*	*
August 2016	85	27	27	27	27	27	0	0	0	0	100	100	100	100	100	100	95	7	*	*
August 2017	82	19	19	19	19	19	0	0	0	0	100	100	100	100	100	100	65	3	*	0
August 2018	79	11	11	11	11	11	0	0	0	0	100	100	100	100	100	100	44	1	*	0
August 2019	76	5	5	5	5	5	0	0	0	0	100	100	100	100	100	100	30	1	*	0
August 2020	73	1	1	1	1	1	0	0	0	0	100	100	100	100	100	100	20	*	*	0
August 2021	69	0	0	0	0	0	0	0	0	0	100	82	82	82	82	82	14	*	*	0
August 2022	65	0	0	0	0	0	0	0	0	0	100	65	65	65	65	65	9	*	*	0
August 2023	60	0	0	0	0	0	0	0	0	0	100	51	51	51	51	51	6	*	*	0
August 2024	56	0	0	0	0	0	0	0	0	0	100	40	40	40	40	40	4	*	0	0
August 2025	51	0	0	0	0	0	0	0	0	0	100	31	31	31	31	31	3	*	0	0
August 2026	45	0	0	0	0	0	0	0	0	0	100	24	24	24	24	24	2	*	0	0
August 2027	39	0	0	0	0	0	0	0	0	0	100	19	19	19	19	19	1	*	0	0
August 2028	33	0	0	0	0	0	0	0	0	0	100	14	14	14	14	14	1	*	0	0
August 2029	26	0	0	0	0	0	0	0	0	0	100	11	11	11	11	11	1	*	0	0
August 2030	19	0	0	0	0	0	0	0	0	0	100	8	8	8	8	8	*	*	0	0
August 2031	11	0	0	0	0	0	0	0	0	0	100	6	6	6	6	6	*	*	0	0
August 2032	2	0	0	0	0	0	0	0	0	0	100	4	4	4	4	4	*	*	0	0
August 2033	0	0	0	0	0	0	0	0	0	0	59	3	3	3	3	3	*	*	0	0
August 2034	0	0	0	0	0	0	0	0	0	0	3	2	2	2	2	2	*	*	0	0
August 2035	0	0	0	0	0	0	0	0	0	0	1	1	1	1	1	1	*	0	0	0
August 2036	0	0	0	0	0	0	0	0	0	0	1	1	1	1	1	1	*	0	0	0
August 2037	0	0	0	0	0	0	0	0	0	0	*	*	*	*	*	*	*	0	0	0
August 2038	0	0	0	0	0	0	0	0	0	0	*	*	*	*	*	*	*	0	0	0
August 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	14.8	5.0	5.0	5.0	5.0	5.0	3.4	2.1	1.5	1.3	24.2	15.2	15.2	15.2	15.2	15.2	9.5	5.0	3.1	2.2

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

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

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

Date	KM Class										ZM Class									
	PSA Prepayment Assumption										PSA Prepayment Assumption									
	0%	100%	118%	250%	290%	300%	500%	900%	1300%	1600%	0%	100%	118%	250%	290%	300%	500%	900%	1300%	1600%
Initial Percent . . . . .	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
August 2010 . . . . .	100	100	91	91	91	91	91	91	0	0	105	105	105	105	105	105	105	105	0	0
August 2011 . . . . .	100	100	75	75	75	75	75	0	0	0	110	110	110	110	110	110	110	0	0	0
August 2012 . . . . .	100	100	60	60	60	60	0	0	0	0	116	116	116	116	116	116	0	0	0	0
August 2013 . . . . .	100	100	47	47	47	47	0	0	0	0	122	122	122	122	122	122	0	0	0	0
August 2014 . . . . .	100	100	37	37	37	37	0	0	0	0	128	128	128	128	128	128	0	0	0	0
August 2015 . . . . .	100	100	29	29	29	21	0	0	0	0	135	135	135	135	135	135	0	0	0	0
August 2016 . . . . .	100	100	23	23	23	3	0	0	0	0	142	142	142	142	142	142	0	0	0	0
August 2017 . . . . .	100	99	20	20	20	0	0	0	0	0	149	149	149	149	149	94	0	0	0	0
August 2018 . . . . .	100	89	18	18	18	0	0	0	0	0	157	157	157	157	157	94	0	0	0	0
August 2019 . . . . .	100	70	16	16	16	0	0	0	0	0	165	165	165	165	165	94	0	0	0	0
August 2020 . . . . .	100	45	14	14	14	0	0	0	0	0	173	173	173	173	173	94	0	0	0	0
August 2021 . . . . .	100	14	13	13	13	0	0	0	0	0	182	182	182	182	182	94	0	0	0	0
August 2022 . . . . .	100	11	11	11	11	0	0	0	0	0	191	191	191	191	191	94	0	0	0	0
August 2023 . . . . .	100	9	9	9	9	0	0	0	0	0	201	201	201	201	201	94	0	0	0	0
August 2024 . . . . .	100	8	8	8	8	0	0	0	0	0	211	211	211	211	211	94	0	0	0	0
August 2025 . . . . .	100	7	7	7	7	0	0	0	0	0	222	222	222	222	222	94	0	0	0	0
August 2026 . . . . .	100	5	5	5	5	0	0	0	0	0	234	234	234	234	234	94	0	0	0	0
August 2027 . . . . .	100	5	5	5	5	0	0	0	0	0	246	246	246	246	246	94	0	0	0	0
August 2028 . . . . .	100	4	4	4	4	0	0	0	0	0	258	258	258	258	258	94	0	0	0	0
August 2029 . . . . .	100	3	3	3	3	0	0	0	0	0	271	271	271	271	271	94	0	0	0	0
August 2030 . . . . .	100	2	2	2	2	0	0	0	0	0	285	285	285	285	285	94	0	0	0	0
August 2031 . . . . .	100	2	2	2	2	0	0	0	0	0	300	300	300	300	300	94	0	0	0	0
August 2032 . . . . .	100	1	1	1	1	0	0	0	0	0	315	315	315	315	315	94	0	0	0	0
August 2033 . . . . .	100	1	1	1	1	0	0	0	0	0	331	331	331	331	331	94	0	0	0	0
August 2034 . . . . .	100	1	1	1	1	0	0	0	0	0	348	348	348	348	348	94	0	0	0	0
August 2035 . . . . .	*	*	*	*	*	0	0	0	0	0	366	366	366	366	366	94	0	0	0	0
August 2036 . . . . .	*	*	*	*	*	0	0	0	0	0	385	385	385	385	385	94	0	0	0	0
August 2037 . . . . .	*	*	*	*	*	0	0	0	0	0	404	404	404	404	404	94	0	0	0	0
August 2038 . . . . .	0	0	0	0	0	0	0	0	0	0	157	157	157	157	157	94	0	0	0	0
August 2039 . . . . .	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)** . . . . .	25.5	11.3	5.6	5.6	5.6	3.9	2.0	1.3	0.9	0.8	29.0	29.0	29.0	29.0	29.0	21.4	2.5	1.4	1.0	0.8

Date	FB and SB Classes									
	PSA Prepayment Assumption									
	0%	100%	118%	250%	290%	300%	500%	900%	1300%	1600%
Initial Percent . . . . .	100	100	100	100	100	100	100	100	100	100
August 2010 . . . . .	100	100	100	87	83	82	62	22	0	0
August 2011 . . . . .	100	100	100	67	57	54	8	0	0	0
August 2012 . . . . .	100	100	100	48	34	31	0	0	0	0
August 2013 . . . . .	100	100	100	35	19	15	0	0	0	0
August 2014 . . . . .	100	100	100	27	8	4	0	0	0	0
August 2015 . . . . .	100	100	100	21	3	0	0	0	0	0
August 2016 . . . . .	100	100	100	18	*	0	0	0	0	0
August 2017 . . . . .	100	100	100	17	*	0	0	0	0	0
August 2018 . . . . .	100	100	98	16	*	0	0	0	0	0
August 2019 . . . . .	100	100	94	14	*	0	0	0	0	0
August 2020 . . . . .	100	100	90	13	*	0	0	0	0	0
August 2021 . . . . .	100	100	84	12	*	0	0	0	0	0
August 2022 . . . . .	100	94	78	10	*	0	0	0	0	0
August 2023 . . . . .	100	88	72	9	*	0	0	0	0	0
August 2024 . . . . .	100	81	66	8	*	0	0	0	0	0
August 2025 . . . . .	100	74	60	7	*	0	0	0	0	0
August 2026 . . . . .	100	67	54	6	*	0	0	0	0	0
August 2027 . . . . .	100	61	48	5	*	0	0	0	0	0
August 2028 . . . . .	100	54	43	4	*	0	0	0	0	0
August 2029 . . . . .	100	47	37	3	*	0	0	0	0	0
August 2030 . . . . .	100	41	32	3	*	0	0	0	0	0
August 2031 . . . . .	100	35	27	2	*	0	0	0	0	0
August 2032 . . . . .	100	29	22	2	*	0	0	0	0	0
August 2033 . . . . .	100	24	18	1	*	0	0	0	0	0
August 2034 . . . . .	100	19	14	1	*	0	0	0	0	0
August 2035 . . . . .	99	14	10	1	*	0	0	0	0	0
August 2036 . . . . .	77	9	7	*	*	0	0	0	0	0
August 2037 . . . . .	53	5	3	*	*	0	0	0	0	0
August 2038 . . . . .	28	1	*	*	*	0	0	0	0	0
August 2039 . . . . .	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)** . . . . .	28.1	20.0	18.1	4.9	2.6	2.4	1.2	0.7	0.5	0.4

\* 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.

Date	CK, CL and CM Classes						CN Class					
	PSA Prepayment Assumption						PSA Prepayment Assumption					
	0%	100%	250%	375%	500%	700%	0%	100%	250%	375%	500%	700%
Initial Percent . . . . .	100	100	100	100	100	100	100	100	100	100	100	100
August 2010 . . . . .	96	89	81	75	68	58	100	100	100	100	100	100
August 2011 . . . . .	91	77	63	52	42	28	100	100	100	100	100	100
August 2012 . . . . .	86	67	48	35	25	11	100	100	100	100	100	100
August 2013 . . . . .	81	57	36	23	13	2	100	100	100	100	100	100
August 2014 . . . . .	76	48	26	14	5	0	100	100	100	100	100	67
August 2015 . . . . .	70	39	18	7	*	0	100	100	100	100	100	35
August 2016 . . . . .	63	31	11	2	0	0	100	100	100	100	64	18
August 2017 . . . . .	56	23	6	0	0	0	100	100	100	85	38	9
August 2018 . . . . .	49	16	2	0	0	0	100	100	100	54	22	4
August 2019 . . . . .	41	10	0	0	0	0	100	100	81	33	12	2
August 2020 . . . . .	32	3	0	0	0	0	100	100	48	18	6	1
August 2021 . . . . .	23	0	0	0	0	0	100	71	22	7	2	*
August 2022 . . . . .	14	0	0	0	0	0	100	5	1	*	*	*
August 2023 . . . . .	3	0	0	0	0	0	100	0	0	0	0	0
August 2024 . . . . .	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)** . . . . .	8.3	5.1	3.4	2.6	2.0	1.5	14.7	12.4	11.1	9.5	8.0	5.9

Date	GA Class						GY Class					
	PSA Prepayment Assumption						PSA Prepayment Assumption					
	0%	100%	250%	375%	500%	700%	0%	100%	250%	375%	500%	700%
Initial Percent . . . . .	100	100	100	100	100	100	100	100	100	100	100	100
August 2010 . . . . .	96	89	82	76	70	60	100	100	100	100	100	100
August 2011 . . . . .	91	78	64	53	43	28	100	100	100	100	100	100
August 2012 . . . . .	86	67	48	35	24	11	100	100	100	100	100	100
August 2013 . . . . .	81	57	36	23	12	1	100	100	100	100	100	100
August 2014 . . . . .	75	48	26	13	4	0	100	100	100	100	100	60
August 2015 . . . . .	69	39	18	6	0	0	100	100	100	100	92	31
August 2016 . . . . .	63	31	11	1	0	0	100	100	100	100	57	16
August 2017 . . . . .	56	23	5	0	0	0	100	100	100	76	34	8
August 2018 . . . . .	48	16	1	0	0	0	100	100	100	49	20	4
August 2019 . . . . .	40	10	0	0	0	0	100	100	74	30	11	2
August 2020 . . . . .	31	3	0	0	0	0	100	100	46	17	6	1
August 2021 . . . . .	22	0	0	0	0	0	100	76	23	8	2	*
August 2022 . . . . .	12	0	0	0	0	0	100	22	6	2	1	*
August 2023 . . . . .	2	0	0	0	0	0	100	0	0	0	0	0
August 2024 . . . . .	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)** . . . . .	8.3	5.1	3.4	2.6	2.0	1.5	14.6	12.5	11.0	9.4	7.8	5.8

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

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

JB, JI† and JA Classes								JV Class						
Date	PSA Prepayment Assumption							PSA Prepayment Assumption						
	0%	100%	225%	350%	450%	600%	1000%	0%	100%	225%	350%	450%	600%	1000%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100
August 2010	99	96	93	90	87	83	74	93	93	93	93	93	93	93
August 2011	97	88	78	69	62	51	25	85	85	85	85	85	85	85
August 2012	95	78	60	44	33	17	0	77	77	77	77	77	77	0
August 2013	94	69	45	25	12	0	0	69	69	69	69	69	39	0
August 2014	92	60	32	10	0	0	0	61	61	61	61	38	0	0
August 2015	90	52	20	0	0	0	0	52	52	52	40	0	0	0
August 2016	87	44	11	0	0	0	0	42	42	42	0	0	0	0
August 2017	85	37	3	0	0	0	0	32	32	32	0	0	0	0
August 2018	83	31	0	0	0	0	0	22	22	0	0	0	0	0
August 2019	80	24	0	0	0	0	0	11	11	0	0	0	0	0
August 2020	77	18	0	0	0	0	0	*	*	0	0	0	0	0
August 2021	74	13	0	0	0	0	0	0	0	0	0	0	0	0
August 2022	71	8	0	0	0	0	0	0	0	0	0	0	0	0
August 2023	67	3	0	0	0	0	0	0	0	0	0	0	0	0
August 2024	63	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2025	59	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2026	55	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2027	50	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2028	45	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2029	39	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2030	34	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2031	27	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2032	21	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2033	13	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2034	6	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2035	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2036	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2037	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2038	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	16.5	6.7	3.9	2.9	2.5	2.0	1.5	6.0	6.0	5.7	4.8	4.1	3.5	2.5

JZ Class								JY Class						
Date	PSA Prepayment Assumption							PSA Prepayment Assumption						
	0%	100%	225%	350%	450%	600%	1000%	0%	100%	225%	350%	450%	600%	1000%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100
August 2010	105	105	105	105	105	105	105	100	100	100	100	100	100	100
August 2011	109	109	109	109	109	109	109	100	100	100	100	100	100	100
August 2012	114	114	114	114	114	114	105	100	100	100	100	100	100	64
August 2013	120	120	120	120	120	120	41	100	100	100	100	100	88	25
August 2014	125	125	125	125	125	91	16	100	100	100	100	91	55	10
August 2015	131	131	131	131	107	57	6	100	100	100	96	65	35	4
August 2016	137	137	137	121	76	36	2	100	100	100	74	47	22	2
August 2017	143	143	143	93	54	22	1	100	100	100	57	33	14	1
August 2018	150	150	147	72	39	14	*	100	100	89	44	24	8	*
August 2019	157	157	123	55	27	9	*	100	100	75	34	17	5	*
August 2020	164	164	103	42	19	5	*	100	100	63	26	12	3	*
August 2021	164	164	87	32	14	3	*	100	100	53	20	8	2	*
August 2022	164	164	72	25	10	2	*	100	100	44	15	6	1	*
August 2023	164	164	60	19	7	1	*	100	100	37	11	4	1	*
August 2024	164	158	50	14	5	1	*	100	96	30	9	3	*	*
August 2025	164	141	41	11	3	*	*	100	86	25	6	2	*	*
August 2026	164	126	34	8	2	*	*	100	77	20	5	1	*	*
August 2027	164	112	27	6	2	*	*	100	68	17	4	1	*	*
August 2028	164	98	22	4	1	*	*	100	60	14	3	1	*	*
August 2029	164	86	18	3	1	*	*	100	52	11	2	*	*	*
August 2030	164	74	14	2	*	*	*	100	45	9	1	*	*	*
August 2031	164	63	11	2	*	*	*	100	38	7	1	*	*	0
August 2032	164	53	9	1	*	*	0	100	32	5	1	*	*	0
August 2033	164	43	6	1	*	*	0	100	26	4	*	*	*	0
August 2034	164	35	5	1	*	*	0	100	21	3	*	*	*	0
August 2035	154	26	3	*	*	*	0	94	16	2	*	*	*	0
August 2036	119	19	2	*	*	*	0	73	11	1	*	*	*	0
August 2037	82	11	1	*	*	*	0	50	7	1	*	*	*	0
August 2038	43	5	*	*	*	*	0	26	3	*	*	*	*	0
August 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	28.0	20.9	14.1	10.4	8.4	6.5	4.0	28.0	20.9	13.6	9.6	7.7	5.9	3.6

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

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

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



Date	GX Class					
	PSA Prepayment Assumption					
	0%	100%	250%	375%	500%	700%
Initial Percent . . . . .	100	100	100	100	100	100
August 2010 . . . . .	100	100	100	100	100	100
August 2011 . . . . .	100	100	100	100	100	100
August 2012 . . . . .	100	100	100	100	100	100
August 2013 . . . . .	100	100	100	100	100	100
August 2014 . . . . .	100	100	100	100	100	62
August 2015 . . . . .	100	100	100	100	94	32
August 2016 . . . . .	100	100	100	100	59	17
August 2017 . . . . .	100	100	100	78	36	8
August 2018 . . . . .	100	100	100	50	21	4
August 2019 . . . . .	100	100	76	31	11	2
August 2020 . . . . .	100	100	46	17	6	1
August 2021 . . . . .	100	75	23	8	2	*
August 2022 . . . . .	100	17	5	1	*	*
August 2023 . . . . .	100	0	0	0	0	0
August 2024 . . . . .	0	0	0	0	0	0
Weighted Average Life (years)** . . . . .	14.6	12.5	11.0	9.4	7.8	5.8

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

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

## Characteristics of the Residual Classes

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

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

## CERTAIN ADDITIONAL FEDERAL INCOME TAX CONSEQUENCES

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

## U.S. Treasury Circular 230 Notice

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

the transactions or matters addressed in this prospectus supplement. You should seek advice based on your particular circumstances from an independent tax advisor.

## REMIC Elections and Special Tax Attributes

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

## Taxation of Beneficial Owners of Regular Certificates

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

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

<u>Group</u>	<u>Prepayment Assumption</u>
1	200% PSA
2	225% PSA
3	250% PSA
4	250% PSA
5	250% PSA
6	225% 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. All of 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 to Banc of America Securities LLC (the “Dealer”) in exchange for the MBS. The Dealer proposes to offer the Certificates directly to the public from time to time in negotiated transactions at varying prices to be determined at the time of sale. The Dealer may effect these transactions to or through other dealers.

## **LEGAL MATTERS**

Sidley Austin LLP will provide legal representation for Fannie Mae. 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								
DM	\$110,277,000	DA	\$114,309,000	SEQ	4.5%	FIX	31396QK99	July 2027
DN	4,032,000							
Recombination 2								
MB	88,864,000	MD	88,864,000	PAC	4.5	FIX	31396QL23	October 2037
MI	8,886,400(3)							
Recombination 3								
MB	88,864,000	MA	88,864,000	PAC	5.0	FIX	31396QL31	October 2037
MI	17,772,800(3)							
Recombination 4								
CK	16,606,716	CM	33,213,432	SEQ	4.5	FIX	31396QL49	January 2024
CL	16,606,716							
Recombination 5								
CN	2,692,980	GX(4)	10,276,872	SEQ	4.5	FIX	31396QL56	September 2024
GY	7,583,892							
Recombination 6								
JB	70,393,000	JA	70,393,000	SEQ	4.5	FIX	31396QL64	June 2035
JI	7,821,444(3)							
Recombination 7								
JV	11,551,000	JY(5)	29,607,000	SEQ	4.5	FIX	31396QL72	September 2039
JZ	18,056,000							

- (1) REMIC Certificates and RCR Certificates in each Recombination may be exchanged only in the proportions of *original* principal balances for the related Classes shown in this Schedule 1 (disregarding any retired Classes). For example, if a particular Recombination includes two REMIC Classes and one RCR Class whose *original* principal balances shown in the schedule reflect a 1:1:2 relationship, the same 1:1:2 relationship among the *original* principal balances of those REMIC and RCR Classes must be maintained in any exchange. This is true even if, as a result of the applicable payment priority sequence, the relationship between their *current* principal balances has changed over time. Moreover, if as a result of a proposed exchange, a Certificateholder would hold a REMIC Certificate or RCR Certificate of a Class in an amount less than the applicable minimum denomination for that Class, the Certificateholder will be unable to effect the proposed exchange. See "Description of the Certificates—General—*Authorized Denominations*" in this prospectus supplement.
- (2) See "Description of the Certificates—Class Definitions and Abbreviations" in the REMIC Prospectus.
- (3) Notional balances. These Classes are Interest Only Classes. See page S-7 for a description of how their notional balances are calculated.
- (4) The GX Class is an RCR Class formed from a combination of the CN Class in Group 4 and the GY Class in Group 5.
- (5) Principal payments on the REMIC Certificates in Recombination 7 from the JZ 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 Schedules

### *Aggregate Group I Planned Balances*

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
Initial Balance . . . .	\$104,598,000.00	December 2013 . . . .	\$ 63,495,766.28	April 2018 . . . . .	\$ 27,786,140.13
September 2009 . . .	104,174,214.32	January 2014 . . . . .	62,700,524.67	May 2018 . . . . .	27,270,883.75
October 2009 . . . . .	103,723,459.99	February 2014 . . . . .	61,909,464.92	June 2018 . . . . .	26,764,781.23
November 2009 . . . .	103,245,909.72	March 2014 . . . . .	61,122,565.49	July 2018 . . . . .	26,267,674.12
December 2009 . . . .	102,741,750.12	April 2014 . . . . .	60,339,804.93	August 2018 . . . . .	25,779,406.69
January 2010 . . . . .	102,211,181.68	May 2014 . . . . .	59,561,161.91	September 2018 . . .	25,299,825.83
February 2010 . . . . .	101,654,418.61	June 2014 . . . . .	58,786,615.20	October 2018 . . . . .	24,828,781.07
March 2010 . . . . .	101,071,688.68	July 2014 . . . . .	58,016,143.69	November 2018 . . . .	24,366,124.49
April 2010 . . . . .	100,463,233.13	August 2014 . . . . .	57,249,726.38	December 2018 . . . .	23,911,710.67
May 2010 . . . . .	99,829,306.48	September 2014 . . .	56,487,342.37	January 2019 . . . . .	23,465,396.71
June 2010 . . . . .	99,170,176.36	October 2014 . . . . .	55,728,970.87	February 2019 . . . . .	23,027,042.10
July 2010 . . . . .	98,486,123.34	November 2014 . . . .	54,974,591.20	March 2019 . . . . .	22,596,508.76
August 2010 . . . . .	97,777,440.74	December 2014 . . . .	54,224,182.79	April 2019 . . . . .	22,173,660.94
September 2010 . . .	97,044,434.40	January 2015 . . . . .	53,477,725.15	May 2019 . . . . .	21,758,365.21
October 2010 . . . . .	96,287,422.50	February 2015 . . . . .	52,735,197.94	June 2019 . . . . .	21,350,490.43
November 2010 . . . .	95,506,735.33	March 2015 . . . . .	51,996,580.88	July 2019 . . . . .	20,949,907.69
December 2010 . . . .	94,702,715.00	April 2015 . . . . .	51,261,853.83	August 2019 . . . . .	20,556,490.26
January 2011 . . . . .	93,875,715.29	May 2015 . . . . .	50,530,996.73	September 2019 . . .	20,170,113.59
February 2011 . . . . .	93,026,101.31	June 2015 . . . . .	49,803,989.63	October 2019 . . . . .	19,790,655.27
March 2011 . . . . .	92,154,249.27	July 2015 . . . . .	49,080,812.69	November 2019 . . . .	19,417,994.95
April 2011 . . . . .	91,260,546.18	August 2015 . . . . .	48,361,446.16	December 2019 . . . .	19,052,014.36
May 2011 . . . . .	90,345,389.60	September 2015 . . .	47,645,870.39	January 2020 . . . . .	18,692,597.22
June 2011 . . . . .	89,409,187.33	October 2015 . . . . .	46,934,065.86	February 2020 . . . . .	18,339,629.28
July 2011 . . . . .	88,477,893.33	November 2015 . . . .	46,226,013.11	March 2020 . . . . .	17,992,998.19
August 2011 . . . . .	87,551,482.30	December 2015 . . . .	45,521,692.81	April 2020 . . . . .	17,652,593.57
September 2011 . . .	86,629,929.09	January 2016 . . . . .	44,821,085.71	May 2020 . . . . .	17,318,306.90
October 2011 . . . . .	85,713,208.66	February 2016 . . . . .	44,124,172.67	June 2020 . . . . .	16,990,031.51
November 2011 . . . .	84,801,296.11	March 2016 . . . . .	43,430,934.65	July 2020 . . . . .	16,667,662.56
December 2011 . . . .	83,894,166.68	April 2016 . . . . .	42,741,352.71	August 2020 . . . . .	16,351,097.03
January 2012 . . . . .	82,991,795.70	May 2016 . . . . .	42,055,407.98	September 2020 . . .	16,040,233.62
February 2012 . . . . .	82,094,158.68	June 2016 . . . . .	41,373,081.73	October 2020 . . . . .	15,734,972.78
March 2012 . . . . .	81,201,231.20	July 2016 . . . . .	40,694,355.29	November 2020 . . . .	15,435,216.69
April 2012 . . . . .	80,312,989.01	August 2016 . . . . .	40,019,210.11	December 2020 . . . .	15,140,869.15
May 2012 . . . . .	79,429,407.95	September 2016 . . .	39,347,627.72	January 2021 . . . . .	14,851,835.67
June 2012 . . . . .	78,550,464.02	October 2016 . . . . .	38,679,589.75	February 2021 . . . . .	14,568,023.33
July 2012 . . . . .	77,676,133.31	November 2016 . . . .	38,015,077.94	March 2021 . . . . .	14,289,340.81
August 2012 . . . . .	76,806,392.06	December 2016 . . . .	37,354,074.10	April 2021 . . . . .	14,015,698.39
September 2012 . . .	75,941,216.61	January 2017 . . . . .	36,696,560.13	May 2021 . . . . .	13,747,007.84
October 2012 . . . . .	75,080,583.44	February 2017 . . . . .	36,042,518.06	June 2021 . . . . .	13,483,182.48
November 2012 . . . .	74,224,469.13	March 2017 . . . . .	35,391,929.98	July 2021 . . . . .	13,224,137.09
December 2012 . . . .	73,372,850.41	April 2017 . . . . .	34,744,778.07	August 2021 . . . . .	12,969,787.92
January 2013 . . . . .	72,525,704.10	May 2017 . . . . .	34,106,270.18	September 2021 . . .	12,720,052.67
February 2013 . . . . .	71,683,007.16	June 2017 . . . . .	33,479,045.36	October 2021 . . . . .	12,474,850.44
March 2013 . . . . .	70,844,736.65	July 2017 . . . . .	32,862,908.99	November 2021 . . . .	12,234,101.71
April 2013 . . . . .	70,010,869.77	August 2017 . . . . .	32,257,669.74	December 2021 . . . .	11,997,728.34
May 2013 . . . . .	69,181,383.81	September 2017 . . .	31,663,139.52	January 2022 . . . . .	11,765,653.54
June 2013 . . . . .	68,356,256.22	October 2017 . . . . .	31,079,133.46	February 2022 . . . . .	11,537,801.80
July 2013 . . . . .	67,535,464.51	November 2017 . . . .	30,505,469.82	March 2022 . . . . .	11,314,098.96
August 2013 . . . . .	66,718,986.35	December 2017 . . . .	29,941,969.93	April 2022 . . . . .	11,094,472.09
September 2013 . . .	65,906,799.51	January 2018 . . . . .	29,388,458.18	May 2022 . . . . .	10,878,849.55
October 2013 . . . . .	65,098,881.86	February 2018 . . . . .	28,844,761.95	June 2022 . . . . .	10,667,160.89
November 2013 . . . .	64,295,211.42	March 2018 . . . . .	28,310,711.53	July 2022 . . . . .	10,459,336.91

**Aggregate Group I (Continued)**

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
August 2022 . . . . .	\$ 10,255,309.59	March 2027 . . . . .	\$ 3,307,899.33	October 2031 . . . . .	\$ 904,246.78
September 2022 . . .	10,055,012.06	April 2027 . . . . .	3,236,941.02	November 2031 . . . .	880,718.77
October 2022 . . . . .	9,858,378.62	May 2027 . . . . .	3,167,343.65	December 2031 . . . .	857,679.20
November 2022 . . . .	9,665,344.71	June 2027 . . . . .	3,099,082.57	January 2032 . . . . .	835,118.84
December 2022 . . . .	9,475,846.86	July 2027 . . . . .	3,032,133.56	February 2032 . . . . .	813,028.64
January 2023 . . . . .	9,289,822.71	August 2027 . . . . .	2,966,472.83	March 2032 . . . . .	791,399.71
February 2023 . . . . .	9,107,210.95	September 2027 . . .	2,902,077.00	April 2032 . . . . .	770,223.31
March 2023 . . . . .	8,927,951.36	October 2027 . . . . .	2,838,923.11	May 2032 . . . . .	749,490.87
April 2023 . . . . .	8,751,984.74	November 2027 . . . .	2,776,988.59	June 2032 . . . . .	729,193.95
May 2023 . . . . .	8,579,252.91	December 2027 . . . .	2,716,251.27	July 2032 . . . . .	709,324.30
June 2023 . . . . .	8,409,698.70	January 2028 . . . . .	2,656,689.38	August 2032 . . . . .	689,873.78
July 2023 . . . . .	8,243,265.92	February 2028 . . . . .	2,598,281.53	September 2032 . . .	670,834.43
August 2023 . . . . .	8,079,899.34	March 2028 . . . . .	2,541,006.68	October 2032 . . . . .	652,198.40
September 2023 . . .	7,919,544.72	April 2028 . . . . .	2,484,844.19	November 2032 . . . .	633,958.02
October 2023 . . . . .	7,762,148.71	May 2028 . . . . .	2,429,773.78	December 2032 . . . .	616,105.72
November 2023 . . . .	7,607,658.91	June 2028 . . . . .	2,375,775.50	January 2033 . . . . .	598,634.09
December 2023 . . . .	7,456,023.83	July 2028 . . . . .	2,322,829.79	February 2033 . . . . .	581,535.85
January 2024 . . . . .	7,307,192.84	August 2028 . . . . .	2,270,917.41	March 2033 . . . . .	564,803.86
February 2024 . . . . .	7,161,116.22	September 2028 . . .	2,220,019.46	April 2033 . . . . .	548,431.08
March 2024 . . . . .	7,017,745.09	October 2028 . . . . .	2,170,117.37	May 2033 . . . . .	532,410.63
April 2024 . . . . .	6,877,031.41	November 2028 . . . .	2,121,192.92	June 2033 . . . . .	516,735.74
May 2024 . . . . .	6,738,927.98	December 2028 . . . .	2,073,228.18	July 2033 . . . . .	501,399.76
June 2024 . . . . .	6,603,388.43	January 2029 . . . . .	2,026,205.56	August 2033 . . . . .	486,396.17
July 2024 . . . . .	6,470,367.17	February 2029 . . . . .	1,980,107.77	September 2033 . . .	471,718.56
August 2024 . . . . .	6,339,819.41	March 2029 . . . . .	1,934,917.83	October 2033 . . . . .	457,360.65
September 2024 . . .	6,211,701.13	April 2029 . . . . .	1,890,619.05	November 2033 . . . .	443,316.24
October 2024 . . . . .	6,085,969.09	May 2029 . . . . .	1,847,195.06	December 2033 . . . .	429,579.29
November 2024 . . . .	5,962,580.78	June 2029 . . . . .	1,804,629.73	January 2034 . . . . .	416,143.83
December 2024 . . . .	5,841,494.43	July 2029 . . . . .	1,762,907.28	February 2034 . . . . .	403,004.03
January 2025 . . . . .	5,722,669.01	August 2029 . . . . .	1,722,012.15	March 2034 . . . . .	390,154.14
February 2025 . . . . .	5,606,064.18	September 2029 . . .	1,681,929.10	April 2034 . . . . .	377,588.54
March 2025 . . . . .	5,491,640.31	October 2029 . . . . .	1,642,643.13	May 2034 . . . . .	365,301.68
April 2025 . . . . .	5,379,358.45	November 2029 . . . .	1,604,139.52	June 2034 . . . . .	353,288.14
May 2025 . . . . .	5,269,180.36	December 2029 . . . .	1,566,403.81	July 2034 . . . . .	341,542.59
June 2025 . . . . .	5,161,068.42	January 2030 . . . . .	1,529,421.80	August 2034 . . . . .	330,059.79
July 2025 . . . . .	5,054,985.68	February 2030 . . . . .	1,493,179.52	September 2034 . . .	318,834.61
August 2025 . . . . .	4,950,895.84	March 2030 . . . . .	1,457,663.28	October 2034 . . . . .	307,862.01
September 2025 . . .	4,848,763.22	April 2030 . . . . .	1,422,859.60	November 2034 . . . .	297,137.03
October 2025 . . . . .	4,748,552.78	May 2030 . . . . .	1,388,755.28	December 2034 . . . .	286,654.81
November 2025 . . . .	4,650,230.06	June 2030 . . . . .	1,355,337.32	January 2035 . . . . .	276,410.58
December 2025 . . . .	4,553,761.22	July 2030 . . . . .	1,322,592.95	February 2035 . . . . .	266,399.65
January 2026 . . . . .	4,459,113.00	August 2030 . . . . .	1,290,509.66	March 2035 . . . . .	256,617.44
February 2026 . . . . .	4,366,252.74	September 2030 . . .	1,259,075.14	April 2035 . . . . .	247,059.42
March 2026 . . . . .	4,275,148.31	October 2030 . . . . .	1,228,277.29	May 2035 . . . . .	237,721.17
April 2026 . . . . .	4,185,768.17	November 2030 . . . .	1,198,104.24	June 2035 . . . . .	228,598.33
May 2026 . . . . .	4,098,081.33	December 2030 . . . .	1,168,544.34	July 2035 . . . . .	219,686.65
June 2026 . . . . .	4,012,057.33	January 2031 . . . . .	1,139,586.12	August 2035 . . . . .	210,981.92
July 2026 . . . . .	3,927,666.24	February 2031 . . . . .	1,111,218.34	September 2035 . . .	202,480.04
August 2026 . . . . .	3,844,878.65	March 2031 . . . . .	1,083,429.96	October 2035 . . . . .	194,176.96
September 2026 . . .	3,763,665.67	April 2031 . . . . .	1,056,210.12	November 2035 . . . .	186,068.74
October 2026 . . . . .	3,683,998.93	May 2031 . . . . .	1,029,548.16	December 2035 . . . .	178,151.48
November 2026 . . . .	3,605,850.52	June 2031 . . . . .	1,003,433.61	January 2036 . . . . .	170,421.35
December 2026 . . . .	3,529,193.05	July 2031 . . . . .	977,856.21	February 2036 . . . . .	162,874.63
January 2027 . . . . .	3,453,999.58	August 2031 . . . . .	952,805.85	March 2036 . . . . .	155,507.62
February 2027 . . . . .	3,380,243.68	September 2031 . . .	928,272.62	April 2036 . . . . .	148,316.72



### ***Aggregate Group I (Continued)***

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
May 2036 . . . . .	\$ 141,298.40	April 2037 . . . . .	\$ 74,537.13	March 2038 . . . . .	\$ 24,161.05
June 2036 . . . . .	134,449.16	May 2037 . . . . .	69,336.23	April 2038 . . . . .	20,271.94
July 2036 . . . . .	127,765.61	June 2037 . . . . .	64,267.44	May 2038 . . . . .	16,487.69
August 2036 . . . . .	121,244.40	July 2037 . . . . .	59,328.04	June 2038 . . . . .	12,806.09
September 2036 . . .	114,882.24	August 2037 . . . . .	54,515.36	July 2038 . . . . .	9,224.99
October 2036 . . . . .	108,675.90	September 2037 . . .	49,826.79	August 2038 . . . . .	5,742.26
November 2036 . . . .	102,622.23	October 2037 . . . . .	45,259.75	September 2038 . . .	2,355.82
December 2036 . . . .	96,718.11	November 2037 . . . .	40,811.74	October 2038 and thereafter . . . . .	0.00
January 2037 . . . . .	90,960.50	December 2037 . . . .	36,480.26		
February 2037 . . . . .	85,346.42	January 2038 . . . . .	32,262.90		
March 2037 . . . . .	79,872.92	February 2038 . . . . .	28,157.28		

### ***Aggregate Group II Planned Balances***

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
Initial Balance . . . . .	\$8,788,000.00	November 2012 . . . . .	\$4,972,151.77	February 2016 . . . . .	\$2,297,496.22
September 2009 . . . .	8,744,057.07	December 2012 . . . . .	4,876,916.03	March 2016 . . . . .	2,253,773.89
October 2009 . . . . .	8,695,399.32	January 2013 . . . . .	4,783,246.49	April 2016 . . . . .	2,211,139.05
November 2009 . . . . .	8,642,075.96	February 2013 . . . . .	4,691,128.94	May 2016 . . . . .	2,169,581.26
December 2009 . . . . .	8,584,141.58	March 2013 . . . . .	4,600,549.33	June 2016 . . . . .	2,129,090.15
January 2010 . . . . .	8,521,656.01	April 2013 . . . . .	4,511,493.71	July 2016 . . . . .	2,089,655.42
February 2010 . . . . .	8,454,684.35	May 2013 . . . . .	4,423,948.22	August 2016 . . . . .	2,051,266.87
March 2010 . . . . .	8,383,296.85	June 2013 . . . . .	4,337,899.11	September 2016 . . . .	2,013,914.38
April 2010 . . . . .	8,307,568.84	July 2013 . . . . .	4,253,332.77	October 2016 . . . . .	1,977,587.89
May 2010 . . . . .	8,227,580.64	August 2013 . . . . .	4,170,235.64	November 2016 . . . . .	1,942,277.44
June 2010 . . . . .	8,143,417.51	September 2013 . . . .	4,088,594.30	December 2016 . . . . .	1,907,973.13
July 2010 . . . . .	8,055,169.49	October 2013 . . . . .	4,008,395.44	January 2017 . . . . .	1,874,665.18
August 2010 . . . . .	7,962,931.36	November 2013 . . . . .	3,929,625.82	February 2017 . . . . .	1,844,396.55
September 2010 . . . .	7,866,802.47	December 2013 . . . . .	3,852,272.34	March 2017 . . . . .	1,822,326.37
October 2010 . . . . .	7,766,886.67	January 2014 . . . . .	3,776,321.97	April 2017 . . . . .	1,808,278.93
November 2010 . . . . .	7,663,292.13	February 2014 . . . . .	3,701,761.81	May 2017 . . . . .	1,796,855.99
December 2010 . . . . .	7,556,131.29	March 2014 . . . . .	3,628,579.02	June 2017 . . . . .	1,785,231.23
January 2011 . . . . .	7,445,520.62	April 2014 . . . . .	3,556,760.90	July 2017 . . . . .	1,773,415.07
February 2011 . . . . .	7,331,580.56	May 2014 . . . . .	3,486,294.83	August 2017 . . . . .	1,761,417.65
March 2011 . . . . .	7,214,435.32	June 2014 . . . . .	3,417,168.30	September 2017 . . . .	1,749,248.83
April 2011 . . . . .	7,094,212.77	July 2014 . . . . .	3,349,368.87	October 2017 . . . . .	1,736,918.16
May 2011 . . . . .	6,971,044.21	August 2014 . . . . .	3,282,884.22	November 2017 . . . . .	1,724,434.94
June 2011 . . . . .	6,845,064.28	September 2014 . . . .	3,217,702.13	December 2017 . . . . .	1,711,808.23
July 2011 . . . . .	6,720,925.23	October 2014 . . . . .	3,153,810.45	January 2018 . . . . .	1,699,046.78
August 2011 . . . . .	6,598,610.80	November 2014 . . . . .	3,091,197.14	February 2018 . . . . .	1,686,159.12
September 2011 . . . .	6,478,104.83	December 2014 . . . . .	3,029,850.26	March 2018 . . . . .	1,673,153.51
October 2011 . . . . .	6,359,391.30	January 2015 . . . . .	2,969,757.96	April 2018 . . . . .	1,660,037.97
November 2011 . . . . .	6,242,454.29	February 2015 . . . . .	2,910,908.47	May 2018 . . . . .	1,646,820.33
December 2011 . . . . .	6,127,278.01	March 2015 . . . . .	2,853,290.13	June 2018 . . . . .	1,633,508.12
January 2012 . . . . .	6,013,846.82	April 2015 . . . . .	2,796,891.34	July 2018 . . . . .	1,620,108.69
February 2012 . . . . .	5,902,145.14	May 2015 . . . . .	2,741,700.64	August 2018 . . . . .	1,606,629.15
March 2012 . . . . .	5,792,157.57	June 2015 . . . . .	2,687,706.61	September 2018 . . . .	1,593,076.42
April 2012 . . . . .	5,683,868.78	July 2015 . . . . .	2,634,897.96	October 2018 . . . . .	1,579,457.18
May 2012 . . . . .	5,577,263.59	August 2015 . . . . .	2,583,263.45	November 2018 . . . . .	1,565,777.91
June 2012 . . . . .	5,472,326.92	September 2015 . . . .	2,532,791.97	December 2018 . . . . .	1,552,044.92
July 2012 . . . . .	5,369,043.81	October 2015 . . . . .	2,483,472.45	January 2019 . . . . .	1,538,264.29
August 2012 . . . . .	5,267,399.41	November 2015 . . . . .	2,435,293.95	February 2019 . . . . .	1,524,441.93
September 2012 . . . .	5,167,379.00	December 2015 . . . . .	2,388,245.58	March 2019 . . . . .	1,510,583.56
October 2012 . . . . .	5,068,967.95	January 2016 . . . . .	2,342,316.58	April 2019 . . . . .	1,496,694.71



# **Aggregate Group II (Continued)**

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
May 2019 . . . . .	\$1,482,780.77	December 2023 . . . . .	\$ 778,823.78	July 2028 . . . . .	\$ 329,932.12
June 2019 . . . . .	1,468,846.90	January 2024 . . . . .	768,185.41	August 2028 . . . . .	324,139.03
July 2019 . . . . .	1,454,898.12	February 2024 . . . . .	757,641.52	September 2028 . . . . .	318,420.24
August 2019 . . . . .	1,440,939.32	March 2024 . . . . .	747,192.29	October 2028 . . . . .	312,775.14
September 2019 . . . . .	1,426,975.18	April 2024 . . . . .	736,837.85	November 2028 . . . . .	307,203.09
October 2019 . . . . .	1,413,010.23	May 2024 . . . . .	726,578.32	December 2028 . . . . .	301,703.47
November 2019 . . . . .	1,399,048.88	June 2024 . . . . .	716,413.74	January 2029 . . . . .	296,275.64
December 2019 . . . . .	1,385,095.36	July 2024 . . . . .	706,344.18	February 2029 . . . . .	290,918.98
January 2020 . . . . .	1,371,153.78	August 2024 . . . . .	696,369.62	March 2029 . . . . .	285,632.86
February 2020 . . . . .	1,357,228.09	September 2024 . . . . .	686,490.07	April 2029 . . . . .	280,416.64
March 2020 . . . . .	1,343,322.12	October 2024 . . . . .	676,705.45	May 2029 . . . . .	275,269.68
April 2020 . . . . .	1,329,439.53	November 2024 . . . . .	667,015.70	June 2029 . . . . .	270,191.38
May 2020 . . . . .	1,315,583.90	December 2024 . . . . .	657,420.73	July 2029 . . . . .	265,181.08
June 2020 . . . . .	1,301,758.66	January 2025 . . . . .	647,920.38	August 2029 . . . . .	260,238.16
July 2020 . . . . .	1,287,967.11	February 2025 . . . . .	638,514.53	September 2029 . . . . .	255,361.97
August 2020 . . . . .	1,274,212.41	March 2025 . . . . .	629,202.99	October 2029 . . . . .	250,551.91
September 2020 . . . . .	1,260,497.66	April 2025 . . . . .	619,985.58	November 2029 . . . . .	245,807.33
October 2020 . . . . .	1,246,825.80	May 2025 . . . . .	610,862.05	December 2029 . . . . .	241,127.60
November 2020 . . . . .	1,233,199.66	June 2025 . . . . .	601,832.17	January 2030 . . . . .	236,512.09
December 2020 . . . . .	1,219,621.99	July 2025 . . . . .	592,895.70	February 2030 . . . . .	231,960.18
January 2021 . . . . .	1,206,095.39	August 2025 . . . . .	584,052.33	March 2030 . . . . .	227,471.24
February 2021 . . . . .	1,192,622.40	September 2025 . . . . .	575,301.78	April 2030 . . . . .	223,044.66
March 2021 . . . . .	1,179,205.45	October 2025 . . . . .	566,643.72	May 2030 . . . . .	218,679.79
April 2021 . . . . .	1,165,846.83	November 2025 . . . . .	558,077.82	June 2030 . . . . .	214,376.03
May 2021 . . . . .	1,152,548.79	December 2025 . . . . .	549,603.73	July 2030 . . . . .	210,132.76
June 2021 . . . . .	1,139,313.46	January 2026 . . . . .	541,221.09	August 2030 . . . . .	205,949.35
July 2021 . . . . .	1,126,142.89	February 2026 . . . . .	532,929.48	September 2030 . . . . .	201,825.18
August 2021 . . . . .	1,113,039.04	March 2026 . . . . .	524,728.54	October 2030 . . . . .	197,759.66
September 2021 . . . . .	1,100,003.77	April 2026 . . . . .	516,617.85	November 2030 . . . . .	193,752.16
October 2021 . . . . .	1,087,038.87	May 2026 . . . . .	508,596.97	December 2030 . . . . .	189,802.08
November 2021 . . . . .	1,074,146.06	June 2026 . . . . .	500,665.46	January 2031 . . . . .	185,908.82
December 2021 . . . . .	1,061,326.95	July 2026 . . . . .	492,822.88	February 2031 . . . . .	182,071.77
January 2022 . . . . .	1,048,583.09	August 2026 . . . . .	485,068.76	March 2031 . . . . .	178,290.33
February 2022 . . . . .	1,035,915.99	September 2026 . . . . .	477,402.64	April 2031 . . . . .	174,563.89
March 2022 . . . . .	1,023,327.01	October 2026 . . . . .	469,824.00	May 2031 . . . . .	170,891.87
April 2022 . . . . .	1,010,817.51	November 2026 . . . . .	462,332.37	June 2031 . . . . .	167,273.69
May 2022 . . . . .	998,388.74	December 2026 . . . . .	454,927.23	July 2031 . . . . .	163,708.73
June 2022 . . . . .	986,041.92	January 2027 . . . . .	447,608.08	August 2031 . . . . .	160,196.43
July 2022 . . . . .	973,778.17	February 2027 . . . . .	440,374.37	September 2031 . . . . .	156,736.19
August 2022 . . . . .	961,598.55	March 2027 . . . . .	433,225.59	October 2031 . . . . .	153,327.44
September 2022 . . . . .	949,504.09	April 2027 . . . . .	426,161.19	November 2031 . . . . .	149,969.61
October 2022 . . . . .	937,495.74	May 2027 . . . . .	419,180.61	December 2031 . . . . .	146,662.11
November 2022 . . . . .	925,574.37	June 2027 . . . . .	412,283.31	January 2032 . . . . .	143,404.40
December 2022 . . . . .	913,740.84	July 2027 . . . . .	405,468.71	February 2032 . . . . .	140,195.88
January 2023 . . . . .	901,995.91	August 2027 . . . . .	398,736.26	March 2032 . . . . .	137,036.01
February 2023 . . . . .	890,340.33	September 2027 . . . . .	392,085.37	April 2032 . . . . .	133,924.22
March 2023 . . . . .	878,774.77	October 2027 . . . . .	385,515.46	May 2032 . . . . .	130,859.96
April 2023 . . . . .	867,299.86	November 2027 . . . . .	379,025.94	June 2032 . . . . .	127,842.69
May 2023 . . . . .	855,916.16	December 2027 . . . . .	372,616.24	July 2032 . . . . .	124,871.83
June 2023 . . . . .	844,624.23	January 2028 . . . . .	366,285.73	August 2032 . . . . .	121,946.88
July 2023 . . . . .	833,424.53	February 2028 . . . . .	360,033.83	September 2032 . . . . .	119,067.26
August 2023 . . . . .	822,317.54	March 2028 . . . . .	353,859.93	October 2032 . . . . .	116,232.47
September 2023 . . . . .	811,303.62	April 2028 . . . . .	347,763.42	November 2032 . . . . .	113,441.94
October 2023 . . . . .	800,383.15	May 2028 . . . . .	341,743.69	December 2032 . . . . .	110,695.17
November 2023 . . . . .	789,556.45	June 2028 . . . . .	335,800.14	January 2033 . . . . .	107,991.63

***Aggregate Group II (Continued)***

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
February 2033 . . . . .	\$ 105,330.80	February 2035 . . . . .	\$ 53,000.62	February 2037 . . . . .	\$ 18,650.40
March 2033 . . . . .	102,712.15	March 2035 . . . . .	51,250.19	March 2037 . . . . .	17,529.43
April 2033 . . . . .	100,135.18	April 2035 . . . . .	49,530.36	April 2037 . . . . .	16,430.31
May 2033 . . . . .	97,599.38	May 2035 . . . . .	47,840.73	May 2037 . . . . .	15,352.72
June 2033 . . . . .	95,104.25	June 2035 . . . . .	46,180.90	June 2037 . . . . .	14,296.36
July 2033 . . . . .	92,649.28	July 2035 . . . . .	44,550.45	July 2037 . . . . .	13,260.91
August 2033 . . . . .	90,233.98	August 2035 . . . . .	42,948.99	August 2037 . . . . .	12,246.08
September 2033 . . . . .	87,857.85	September 2035 . . . . .	41,376.13	September 2037 . . . . .	11,251.54
October 2033 . . . . .	85,520.41	October 2035 . . . . .	39,831.48	October 2037 . . . . .	10,277.01
November 2033 . . . . .	83,221.18	November 2035 . . . . .	38,314.65	November 2037 . . . . .	9,322.18
December 2033 . . . . .	80,959.67	December 2035 . . . . .	36,825.25	December 2037 . . . . .	8,386.77
January 2034 . . . . .	78,735.41	January 2036 . . . . .	35,362.93	January 2038 . . . . .	7,470.48
February 2034 . . . . .	76,547.92	February 2036 . . . . .	33,927.28	February 2038 . . . . .	6,573.04
March 2034 . . . . .	74,396.75	March 2036 . . . . .	32,517.96	March 2038 . . . . .	5,694.15
April 2034 . . . . .	72,281.41	April 2036 . . . . .	31,134.59	April 2038 . . . . .	4,833.54
May 2034 . . . . .	70,201.46	May 2036 . . . . .	29,776.80	May 2038 . . . . .	3,990.93
June 2034 . . . . .	68,156.45	June 2036 . . . . .	28,444.26	June 2038 . . . . .	3,166.06
July 2034 . . . . .	66,145.92	July 2036 . . . . .	27,136.58	July 2038 . . . . .	2,358.64
August 2034 . . . . .	64,169.42	August 2036 . . . . .	25,853.43	August 2038 . . . . .	1,568.41
September 2034 . . . . .	62,226.52	September 2036 . . . . .	24,594.46	September 2038 . . . . .	795.12
October 2034 . . . . .	60,316.75	October 2036 . . . . .	23,359.32	October 2038 and thereafter . . . . .	0.00
November 2034 . . . . .	58,439.71	November 2036 . . . . .	22,147.68		
December 2034 . . . . .	56,594.96	December 2036 . . . . .	20,959.20		
January 2035 . . . . .	54,782.07	January 2037 . . . . .	19,793.56		

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No one is authorized to give information or to make representations in connection with the Certificates other than the information and representations contained in this Prospectus Supplement and the additional Disclosure Documents. You must not rely on any unauthorized information or representation. This Prospectus Supplement and the additional Disclosure Documents do not constitute an offer or solicitation with regard to the Certificates if it is illegal to make such an offer or solicitation to you under state law. By delivering this Prospectus Supplement and the additional Disclosure Documents at any time, no one implies that the information contained herein or therein is correct after the date hereof or thereof.

The Securities and Exchange Commission has not approved or disapproved the Certificates or determined if this Prospectus Supplement is truthful and complete. Any representation to the contrary is a criminal offense.

**\$821,773,311**



**Guaranteed REMIC  
Pass-Through Certificates  
Fannie Mae REMIC Trust 2009-65**

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**PROSPECTUS SUPPLEMENT**

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**BofA Merrill Lynch**

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**August 24, 2009**

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