

\$253,699,539



FannieMae®

**Guaranteed REMIC Pass-Through Certificates
Fannie Mae REMIC Trust 2009-74
(Group 2, Group 3 and R and RL Classes Only)**

The Certificates

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

Payments to Certificateholders

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

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

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

The Fannie Mae Guaranty

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

The Trust and its Assets

The trust will own Fannie Mae MBS.

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

Class	Group	Original Class Balance	Principal Type(1)	Interest Rate	Interest Type(1)	CUSIP Number	Final Distribution Date
TJ(2)	2	\$ 30,184,808	PAC	4.00%	FIX	31396Q2Y4	October 2033
TI(2)	2	6,036,961(3)	NLT	5.00	FIX/IO	31396Q2Z1	October 2033
TB	2	10,001,570	PAC	5.00	FIX	31396Q3A5	February 2037
TX	2	10,000,000	PAC	5.00	FIX	31396Q3B3	September 2039
NA	2	25,000,000	PAC	5.00	FIX	31396Q3C1	June 2038
NB	2	2,869,193	PAC	5.00	FIX	31396Q3D9	September 2039
XE	2	10,661,091	SUP	5.25	FIX	31396Q3E7	January 2039
XC	2	1,500,000	SUP	4.50	FIX	31396Q3F4	January 2039
XD	2	2,000,000	SUP	4.75	FIX	31396Q3G2	January 2039
FN	2	3,585,357	SUP	(4)	FLT	31396Q3H0	January 2039
SN	2	2,075,734	SUP	(4)	INV	31396Q3J6	January 2039
FT	2	1,957,536	SUP	(4)	FLT	31396Q3K3	September 2039
ST	2	1,957,536	SUP	(4)	INV	31396Q3L1	September 2039
XB	2	2,174,094	SUP	5.00	FIX	31396Q3M9	September 2039
HJ(2)	3	140,000,000	PAC/AD	6.00	FIX	31396Q3N7	June 2039
Z(2)	3	597,192	PAC	6.00	FIX/Z	31396Q3P2	September 2039
FV(2)	3	7,830,366	SUP	(4)	FLT	31396Q3Q0	September 2039
SV(2)	3	1,305,062	SUP	(4)	INV	31396Q3R8	September 2039
R		0	NPR	0	NPR	31396QRK7	September 2039
RL		0	NPR	0	NPR	31396QTB5	September 2039

- (1) See "Description of the Certificates—Class Definitions and Abbreviations" in the REMIC prospectus.
(2) Exchangeable classes.
(3) Notional balance. This class is an interest only class. See page S-7 for a description of how its notional balance is calculated.
(4) Based on LIBOR.

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

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

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

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

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 TG, TA, HT and HA 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.

Only the classes listed in the chart above are offered by this prospectus supplement. The Group 1 Classes will be offered by a separate prospectus supplement.

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.



**Amherst® Securities
Group, L.P.**

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AVAILABLE INFORMATION

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

- our Prospectus for Fannie Mae Guaranteed REMIC Pass-Through Certificates dated August 1, 2007 (the “REMIC Prospectus”);
- our Prospectus for Fannie Mae Guaranteed Pass-Through Certificates (Single-Family Residential Mortgage Loans) dated
 - June 1, 2009, for all MBS issued on or after January 1, 2009,
 - April 1, 2008, for all MBS issued on or after June 1, 2007 and prior to January 1, 2009, or
 - January 1, 2006, for all other MBS(as applicable, the “MBS Prospectus”);
- if you are purchasing the R or RL Class, our Prospectus Supplement for Fannie Mae Guaranteed REMIC Pass-Through Certificates, Fannie Mae REMIC Trust 2009-74 (Group 1 Classes Only), dated August 12, 2009 (the “Related Prospectus Supplement”); and
- any information incorporated by reference in this prospectus supplement as discussed below and under the heading “Incorporation by Reference” in the REMIC Prospectus.

For a description of current servicing policies generally applicable to existing Fannie Mae MBS pools, see “Yield, Maturity, and Prepayment Considerations” in the MBS Prospectus dated June 1, 2009.

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

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

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

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

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

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

RECENT DEVELOPMENTS

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

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

On September 7, 2008, Fannie Mae, through our conservator, entered into two agreements with Treasury. The first agreement is the Stock Purchase Agreement, which provided us with Treasury’s commitment (the “Commitment”) to provide up to \$100 billion in funding under specified conditions. This agreement was amended and restated on September 26, 2008 and was further amended on May 6, 2009 to increase the size of Treasury’s Commitment from \$100 billion to \$200 billion. We issued 1,000,000 shares of Senior Preferred Stock pursuant to the Stock Purchase Agreement. The other agreement is the Warrant, which allows Treasury to purchase, for a nominal price, shares of common stock equal to 79.9% of the outstanding common stock of Fannie Mae. The Senior Preferred Stock and the Warrant were issued to Treasury as an initial commitment fee for Treasury’s Commitment. Additional information about the conservatorship, the Stock Purchase Agreement, the Warrant and the Commitment is included in our Annual Report on Form 10-K for the year ended December 31, 2008 (the “2008 Form 10-K”) 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>
2	Group 2 MBS
3	Group 3 MBS

Group 2 and Group 3

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 2 MBS	\$103,966,919	5.00%	5.25% to 7.50%	241 to 360
Group 3 MBS	\$149,732,620	6.00%	6.25% to 8.50%	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 2 MBS	\$103,966,919	360	291	59	5.52%
Group 3 MBS	\$149,732,620	360	339	18	6.54%

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>
FN	1.07600%	7.50000%	0.8%	LIBOR + 80 basis points
SN	11.09599%	11.57272%	0.0%	$11.57272\% - (1.72727164 \times \text{LIBOR})$
FT	1.67600%	7.00000%	1.4%	LIBOR + 140 basis points
ST	8.32400%	8.60000%	3.0%	$8.6\% - \text{LIBOR}$
FV	1.68500%	7.00000%	1.4%	LIBOR + 140 basis points
SV	31.88997%	33.59997%	0.0%	$33.59997\% - (5.99999464 \times \text{LIBOR})$

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

Notional Class

The notional principal balance of the notional class will equal the percentage of the outstanding balance specified below immediately before the related distribution date:

<u>Class</u>
TI..... 20% of the TJ 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 2 Classes</u>	<u>PSA Prepayment Assumption</u>						
	<u>0%</u>	<u>75%</u>	<u>110%</u>	<u>185%</u>	<u>250%</u>	<u>450%</u>	<u>700%</u>
TJ, TI, TG and TA	13.2	3.9	3.0	3.0	3.0	1.9	1.2
TB.....	22.6	9.9	8.0	8.0	8.0	4.5	2.7
TX.....	25.4	14.6	14.0	14.0	14.0	8.4	5.1
NA	16.5	6.1	5.0	5.0	5.0	3.0	1.8
NB	26.0	16.6	16.5	16.5	16.5	10.3	6.3
XE, XC, XD, FN and SN	28.0	17.9	14.5	4.0	1.3	0.5	0.3
FT, ST and XB	29.7	23.0	22.2	17.9	4.3	1.2	0.6

<u>Group 3 Classes</u>	<u>PSA Prepayment Assumption</u>							
	<u>0%</u>	<u>100%</u>	<u>250%</u>	<u>400%</u>	<u>431%</u>	<u>465%</u>	<u>700%</u>	<u>1000%</u>
HJ.....	20.0	9.2	4.7	3.2	3.2	3.2	2.1	1.4
Z	29.2	23.9	16.3	16.3	16.3	16.3	10.8	6.9
FV, SV and HA	29.7	26.2	18.8	9.5	5.2	1.1	0.2	0.1
HT	20.2	9.4	4.8	3.3	3.3	3.3	2.1	1.4

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

DESCRIPTION OF THE CERTIFICATES

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

General

Structure. We will create the Fannie Mae REMIC Trust specified on the cover of this prospectus supplement (the “Trust”) pursuant to a trust agreement dated as of August 1, 2007 and a supplement thereto dated as of 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 two groups of Fannie Mae Guaranteed Mortgage Pass-Through Certificates (the “Group 2 MBS” and “Group 3 MBS,” and together, the “MBS”). The additional assets included in the Lower Tier REMIC (the “Group 1 MBS”) are described in the Related Prospectus Supplement.

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 30 years.

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

Distributions of Interest

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

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

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

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

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

Distributions of Principal

- *Group 2*

The Group 2 Principal Distribution Amount in the following priority:

1. To Aggregate Group I to its Planned Balance. } PAC Group
2. To XE, XC, XD, FN and SN, pro rata, until retired. } Support Classes
3. To FT, ST and XB, pro rata, until retired. } Support Classes
4. To Aggregate Group I to zero. } PAC Group

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

“Aggregate Group I” consists of the TJ, TB, TX, NA and NB Classes. On each Distribution Date, we will apply payments of principal of Aggregate Group I as follows:

- 64.2957028653% to TJ, TB and TX, in that order, until retired, and
- 35.7042971347% to NA and NB, in that order, until retired.

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

- *Group 3*

The Z Accrual Amount to HJ until retired, and thereafter to Z. } Accretion Directed Class and Accrual Class

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

1. To Aggregate Group II to its Planned Balance. } PAC Group
2. To FV and SV, pro rata, until retired. } Support Classes
3. To Aggregate Group II to zero. } PAC Group

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

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

“Aggregate Group II” consists of the HJ and Z Classes. On each Distribution Date, we will apply payments of principal of Aggregate Group II to HJ and Z, 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.

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 2 and Group 3—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, those Classes are designed to receive principal distributions in the same fashion as if separate schedules had been provided (with schedules based on the same underlying assumptions that apply to the related Aggregate Group schedule). If such separate schedules had been provided for the individual Classes included in each Aggregate Group, we expect that the effective ranges for those Classes would not be narrower than those shown below for the related Aggregate Groups.

<u>Groups</u>	<u>Structuring Ranges</u>	<u>Initial Effective Ranges</u>
Aggregate Group I Planned Balances	Between 110% and 250% PSA	Between 110% and 250% PSA
Aggregate Group II Planned Balances	Between 400% and 465% PSA	Between 400% and 465% PSA

The Aggregate Groups listed above consist of the following Classes:

Aggregate Group I	TJ, TB, TX, NA and NB
Aggregate Group II	HJ and Z

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 Groups to their scheduled balances each month if prepayments do not occur at a *constant* PSA rate.
- The actual Effective Ranges at any time will be based upon the actual characteristics of the related Mortgage Loans at that time, which are likely to vary (and may vary considerably) from the Pricing Assumptions. As a result, the actual Effective Ranges will likely differ from

the Initial Effective Ranges specified above. For the same reason, an Aggregate Group might not be reduced to its scheduled balance each month even if the related Mortgage Loans prepay at a *constant* PSA rate within the applicable Initial Effective Range. This is so particularly if the rate falls at the lower or higher end of that 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 will be supported by one or more other Classes. When the supporting Classes are 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 Class. The yield to investors in the Fixed Rate Interest Only Class 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 the Fixed Rate Interest Only Class would be 0% if prepayments of the related Mortgage Loans were to occur at the following constant rate:

<u>Class</u>	<u>% PSA</u>
TI	444%

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 table has been prepared on the basis of the Pricing Assumptions and the assumption that the aggregate purchase price of the Fixed Rate Interest Only Class (expressed as a percentage of the original principal balance) is as follows:

<u>Class</u>	<u>Price*</u>
TI	9.5%

* 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 TI Class to Prepayments

	PSA Prepayment Assumption						
	<u>50%</u>	<u>75%</u>	<u>110%</u>	<u>185%</u>	<u>250%</u>	<u>450%</u>	<u>700%</u>
Pre Tax Yields to Maturity	39.4%	33.3%	23.7%	23.7%	23.7%	(1.1)%	(51.8)%

The Inverse Floating Rate Classes. The yields on the Inverse Floating Rate Classes will be sensitive in varying degrees to the rate of principal payments, including prepayments, of the related Mortgage Loans and to the level of the Index. The Mortgage Loans generally can be prepaid at any time without penalty. In addition, the rate of principal payments (including prepayments) of the Mortgage Loans is likely to vary, and may vary considerably, from pool to pool.

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

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

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

<u>Class</u>	<u>Price*</u>
SN	100.0%
ST	100.0%
SV	100.0%

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

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

LIBOR	PSA Prepayment Assumption						
	50%	75%	110%	185%	250%	450%	700%
0.150%	11.5%	11.5%	11.5%	11.3%	10.9%	9.9%	8.5%
0.276%	11.3%	11.3%	11.2%	11.1%	10.7%	9.7%	8.3%
2.276%	7.7%	7.7%	7.7%	7.6%	7.4%	6.7%	5.8%
4.276%	4.2%	4.2%	4.2%	4.2%	4.0%	3.7%	3.3%
6.276%	0.7%	0.7%	0.7%	0.7%	0.8%	0.8%	0.9%
6.700%	0.0%	0.0%	0.0%	0.0%	0.1%	0.2%	0.4%

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

LIBOR	PSA Prepayment Assumption						
	50%	75%	110%	185%	250%	450%	700%
0.150%	8.5%	8.5%	8.5%	8.5%	8.4%	8.1%	7.6%
0.276%	8.4%	8.4%	8.4%	8.4%	8.3%	8.0%	7.5%
2.276%	6.4%	6.4%	6.4%	6.4%	6.3%	6.0%	5.7%
4.276%	4.3%	4.3%	4.3%	4.3%	4.3%	4.1%	3.9%
5.600%	3.0%	3.0%	3.0%	3.0%	3.0%	2.9%	2.7%

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

LIBOR	PSA Prepayment Assumption							
	50%	100%	250%	400%	431%	465%	700%	1000%
0.150%	34.2%	34.2%	34.2%	34.1%	33.7%	32.2%	24.5%	17.0%
0.285%	33.3%	33.3%	33.3%	33.3%	32.8%	31.4%	23.9%	16.6%
2.285%	20.5%	20.5%	20.5%	20.4%	20.2%	19.3%	15.1%	11.0%
4.285%	8.0%	8.0%	8.0%	8.0%	7.9%	7.7%	6.6%	5.5%
5.600%	0.0%	0.0%	0.0%	0.0%	0.1%	0.2%	1.1%	1.9%

Weighted Average Lives of the Certificates

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

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

- the timing of changes in the rate of principal distributions, and
- the priority sequences of distributions of principal of the Group 2 and Group 3 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 2 MBS	360 months	7.50%
Group 3 MBS	360 months	8.50%

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

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

Percent of Original Principal Balances Outstanding

Date	TJ, TI†, TG and TA Classes							TB Class							TX Class						
	PSA Prepayment Assumption							PSA Prepayment Assumption							PSA Prepayment Assumption						
	0%	75%	110%	185%	250%	450%	700%	0%	75%	110%	185%	250%	450%	700%	0%	75%	110%	185%	250%	450%	700%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
August 2010	98	86	81	81	81	81	60	100	100	100	100	100	100	100	100	100	100	100	100	100	100
August 2011	96	72	64	64	64	47	5	100	100	100	100	100	100	100	100	100	100	100	100	100	100
August 2012	93	59	47	47	47	14	0	100	100	100	100	100	100	22	100	100	100	100	100	100	100
August 2013	91	47	32	32	32	0	0	100	100	100	100	100	73	0	100	100	100	100	100	100	69
August 2014	88	35	18	18	18	0	0	100	100	100	100	100	23	0	100	100	100	100	100	100	39
August 2015	85	23	5	5	5	0	0	100	100	100	100	100	0	0	100	100	100	100	100	87	22
August 2016	82	12	0	0	0	0	0	100	100	78	78	78	0	0	100	100	100	100	100	61	12
August 2017	78	1	0	0	0	0	0	100	100	46	46	46	0	0	100	100	100	100	100	43	7
August 2018	75	0	0	0	0	0	0	100	74	19	19	19	0	0	100	100	100	100	100	30	4
August 2019	71	0	0	0	0	0	0	100	45	0	0	0	0	0	100	100	97	97	97	21	2
August 2020	66	0	0	0	0	0	0	100	17	0	0	0	0	0	100	100	79	79	79	15	1
August 2021	62	0	0	0	0	0	0	100	0	0	0	0	0	0	100	90	63	63	63	10	1
August 2022	57	0	0	0	0	0	0	100	0	0	0	0	0	0	100	64	51	51	51	7	*
August 2023	51	0	0	0	0	0	0	100	0	0	0	0	0	0	100	40	40	40	40	5	*
August 2024	46	0	0	0	0	0	0	100	0	0	0	0	0	0	100	32	32	32	32	3	*
August 2025	39	0	0	0	0	0	0	100	0	0	0	0	0	0	100	25	25	25	25	2	*
August 2026	33	0	0	0	0	0	0	100	0	0	0	0	0	0	100	19	19	19	19	1	*
August 2027	25	0	0	0	0	0	0	100	0	0	0	0	0	0	100	14	14	14	14	1	*
August 2028	17	0	0	0	0	0	0	100	0	0	0	0	0	0	100	10	10	10	10	1	*
August 2029	9	0	0	0	0	0	0	100	0	0	0	0	0	0	100	7	7	7	7	*	*
August 2030	0	0	0	0	0	0	0	100	0	0	0	0	0	0	100	5	5	5	5	*	*
August 2031	0	0	0	0	0	0	0	70	0	0	0	0	0	0	100	3	3	3	3	*	*
August 2032	0	0	0	0	0	0	0	38	0	0	0	0	0	0	100	1	1	1	1	*	*
August 2033	0	0	0	0	0	0	0	4	0	0	0	0	0	0	100	*	*	*	*	*	0
August 2034	0	0	0	0	0	0	0	0	0	0	0	0	0	0	67	0	0	0	0	0	0
August 2035	0	0	0	0	0	0	0	0	0	0	0	0	0	0	27	0	0	0	0	0	0
August 2036	0	0	0	0	0	0	0	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	0	0	0	0	0	0	0
August 2038	0	0	0	0	0	0	0	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	0	0	0	0	0	0	0
Weighted Average Life (years)**	13.2	3.9	3.0	3.0	3.0	1.9	1.2	22.6	9.9	8.0	8.0	8.0	4.5	2.7	25.4	14.6	14.0	14.0	14.0	8.4	5.1

Date	NA Class							NB Class							XE, XC, XD, FN and SN Classes						
	PSA Prepayment Assumption							PSA Prepayment Assumption							PSA Prepayment Assumption						
	0%	75%	110%	185%	250%	450%	700%	0%	75%	110%	185%	250%	450%	700%	0%	75%	110%	185%	250%	450%	700%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
August 2010	99	90	87	87	87	87	73	100	100	100	100	100	100	100	100	100	100	77	57	0	0
August 2011	97	81	76	76	76	64	36	100	100	100	100	100	100	100	100	100	100	59	25	0	0
August 2012	96	73	65	65	65	43	16	100	100	100	100	100	100	100	100	100	100	45	2	0	0
August 2013	94	64	55	55	55	27	4	100	100	100	100	100	100	100	100	100	100	35	0	0	0
August 2014	92	56	45	45	45	16	0	100	100	100	100	100	100	75	100	100	100	28	0	0	0
August 2015	90	48	36	36	36	8	0	100	100	100	100	100	100	42	100	100	100	23	0	0	0
August 2016	88	41	28	28	28	2	0	100	100	100	100	100	100	24	100	100	100	21	0	0	0
August 2017	86	34	21	21	21	0	0	100	100	100	100	100	84	13	100	100	98	19	0	0	0
August 2018	83	27	15	15	15	0	0	100	100	100	100	100	59	7	100	100	94	16	0	0	0
August 2019	80	21	10	10	10	0	0	100	100	100	100	100	41	4	100	100	89	12	0	0	0
August 2020	78	14	6	6	6	0	0	100	100	100	100	100	29	2	100	100	82	9	0	0	0
August 2021	74	8	3	3	3	0	0	100	100	100	100	100	20	1	100	100	74	5	0	0	0
August 2022	71	3	0	0	0	0	0	100	100	98	98	98	14	1	100	100	65	1	0	0	0
August 2023	67	0	0	0	0	0	0	100	78	78	78	78	9	*	100	99	56	0	0	0	0
August 2024	64	0	0	0	0	0	0	100	61	61	61	61	6	*	100	87	46	0	0	0	0
August 2025	59	0	0	0	0	0	0	100	48	48	48	48	4	*	100	74	37	0	0	0	0
August 2026	55	0	0	0	0	0	0	100	36	36	36	36	3	*	100	62	28	0	0	0	0
August 2027	50	0	0	0	0	0	0	100	27	27	27	27	2	*	100	49	19	0	0	0	0
August 2028	45	0	0	0	0	0	0	100	20	20	20	20	1	*	100	36	10	0	0	0	0
August 2029	39	0	0	0	0	0	0	100	14	14	14	14	1	*	100	23	1	0	0	0	0
August 2030	33	0	0	0	0	0	0	100	9	9	9	9	*	*	100	10	0	0	0	0	0
August 2031	26	0	0	0	0	0	0	100	6	6	6	6	*	*	100	0	0	0	0	0	0
August 2032	19	0	0	0	0	0	0	100	3	3	3	3	*	*	100	0	0	0	0	0	0
August 2033	12	0	0	0	0	0	0	100	*	*	*	*	*	*	100	0	0	0	0	0	0
August 2034	3	0	0	0	0	0	0	100	0	0	0	0	0	0	100	0	0	0	0	0	0
August 2035	0	0	0	0	0	0	0	52	0	0	0	0	0	0	100	0	0	0	0	0	0
August 2036	0	0	0	0	0	0	0	0	0	0	0	0	0	0	87	0	0	0	0	0	0
August 2037	0	0	0	0	0	0	0	0	0	0	0	0	0	0	51	0	0	0	0	0	0
August 2038	0	0	0	0	0	0	0	0	0	0	0	0	0	0	12	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	0
Weighted Average Life (years)**	16.5	6.1	5.0	5.0	5.0	3.0	1.8	26.0	16.6	16.5	16.5	16.5	10.3	6.3	28.0	17.9	14.5	4.0	1.3	0.5	0.3

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

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

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

Date	FT, ST and XB Classes							HJ Class							
	PSA Prepayment Assumption							PSA Prepayment Assumption							
	0%	75%	110%	185%	250%	450%	700%	0%	100%	250%	400%	431%	465%	700%	1000%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
August 2010	100	100	100	100	100	84	0	99	93	86	78	78	78	69	53
August 2011	100	100	100	100	100	0	0	98	86	71	57	57	57	39	21
August 2012	100	100	100	100	100	0	0	97	79	58	41	41	41	22	8
August 2013	100	100	100	100	53	0	0	96	73	47	29	29	29	12	3
August 2014	100	100	100	100	21	0	0	95	67	38	20	20	20	7	1
August 2015	100	100	100	100	4	0	0	94	61	31	14	14	14	4	0
August 2016	100	100	100	100	*	0	0	92	55	24	10	10	10	2	0
August 2017	100	100	100	100	*	0	0	91	50	19	7	7	7	1	0
August 2018	100	100	100	100	*	0	0	89	45	14	4	4	4	*	0
August 2019	100	100	100	100	*	0	0	87	41	11	3	3	3	0	0
August 2020	100	100	100	100	*	0	0	86	37	7	2	2	2	0	0
August 2021	100	100	100	100	*	0	0	83	33	5	1	1	1	0	0
August 2022	100	100	100	100	*	0	0	81	29	3	*	*	*	0	0
August 2023	100	100	100	90	*	0	0	79	25	1	0	0	0	0	0
August 2024	100	100	100	78	*	0	0	76	22	0	0	0	0	0	0
August 2025	100	100	100	66	*	0	0	73	19	0	0	0	0	0	0
August 2026	100	100	100	55	*	0	0	70	16	0	0	0	0	0	0
August 2027	100	100	100	45	*	0	0	66	13	0	0	0	0	0	0
August 2028	100	100	100	36	*	0	0	63	10	0	0	0	0	0	0
August 2029	100	100	100	27	*	0	0	58	8	0	0	0	0	0	0
August 2030	100	100	78	20	*	0	0	54	5	0	0	0	0	0	0
August 2031	100	90	53	13	*	0	0	49	3	0	0	0	0	0	0
August 2032	100	50	28	7	*	0	0	44	1	0	0	0	0	0	0
August 2033	100	10	6	1	*	0	0	38	0	0	0	0	0	0	0
August 2034	100	0	0	0	0	0	0	32	0	0	0	0	0	0	0
August 2035	100	0	0	0	0	0	0	25	0	0	0	0	0	0	0
August 2036	100	0	0	0	0	0	0	17	0	0	0	0	0	0	0
August 2037	100	0	0	0	0	0	0	9	0	0	0	0	0	0	0
August 2038	100	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
Weighted Average Life (years)**	29.7	23.0	22.2	17.9	4.3	1.2	0.6	20.0	9.2	4.7	3.2	3.2	3.2	2.1	1.4

Date	Z Class								FV, SV and HA Classes							
	PSA Prepayment Assumption								PSA Prepayment Assumption							
	0%	100%	250%	400%	431%	465%	700%	1000%	0%	100%	250%	400%	431%	465%	700%	1000%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
August 2010	106	106	106	106	106	106	106	106	100	100	100	100	75	48	0	0
August 2011	113	113	113	113	113	113	113	113	100	100	100	100	58	13	0	0
August 2012	120	120	120	120	120	120	120	120	100	100	100	100	52	1	0	0
August 2013	127	127	127	127	127	127	127	127	100	100	100	98	50	*	0	0
August 2014	135	135	135	135	135	135	135	135	100	100	100	91	45	*	0	0
August 2015	143	143	143	143	143	143	143	118	100	100	100	80	39	*	0	0
August 2016	152	152	152	152	152	152	152	46	100	100	100	68	33	*	0	0
August 2017	161	161	161	161	161	161	161	18	100	100	100	56	27	*	0	0
August 2018	171	171	171	171	171	171	171	7	100	100	100	46	22	*	0	0
August 2019	182	182	182	182	182	182	101	3	100	100	100	37	17	*	0	0
August 2020	193	193	193	193	193	193	57	1	100	100	100	29	14	*	0	0
August 2021	205	205	205	205	205	205	32	*	100	100	100	23	10	*	0	0
August 2022	218	218	218	218	218	218	18	*	100	100	100	18	8	*	0	0
August 2023	231	231	231	198	198	198	10	*	100	100	100	14	6	*	0	0
August 2024	245	245	136	136	136	136	6	*	100	100	93	11	5	*	0	0
August 2025	261	261	94	94	94	94	3	*	100	100	76	8	3	*	0	0
August 2026	277	277	64	64	64	64	2	*	100	100	62	6	2	*	0	0
August 2027	294	294	43	43	43	43	1	*	100	100	50	4	2	*	0	0
August 2028	312	312	29	29	29	29	*	*	100	100	40	3	1	*	0	0
August 2029	331	331	19	19	19	19	*	*	100	100	31	2	1	*	0	0
August 2030	351	351	12	12	12	12	*	*	100	100	24	2	1	*	0	0
August 2031	373	373	8	8	8	8	*	*	100	100	18	1	*	*	0	0
August 2032	396	396	5	5	5	5	*	*	100	100	14	1	*	*	0	0
August 2033	421	123	3	3	3	3	*	*	100	100	10	*	*	*	0	0
August 2034	446	2	2	2	2	2	*	0	100	80	6	*	*	*	0	0
August 2035	474	1	1	1	1	1	*	0	100	54	4	*	*	*	0	0
August 2036	503	*	*	*	*	*	*	0	100	29	2	*	*	*	0	0
August 2037	534	*	*	*	*	*	*	0	100	6	*	*	*	*	0	0
August 2038	567	0	0	0	0	0	0	0	100	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
Weighted Average Life (years)**	29.2	23.9	16.3	16.3	16.3	16.3	10.8	6.9	29.7	26.2	18.8	9.5	5.2	1.1	0.2	0.1

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

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

Date	HT Class							
	PSA Prepayment Assumption							
	0%	100%	250%	400%	431%	465%	700%	1000%
Initial Percent	100	100	100	100	100	100	100	100
August 2010	99	93	86	78	78	78	69	53
August 2011	98	86	71	57	57	57	39	21
August 2012	97	79	58	41	41	41	23	8
August 2013	96	73	48	29	29	29	13	3
August 2014	95	67	39	21	21	21	7	1
August 2015	94	61	31	15	15	15	4	1
August 2016	93	56	25	10	10	10	2	*
August 2017	91	51	20	7	7	7	1	*
August 2018	90	46	15	5	5	5	1	*
August 2019	88	41	11	4	4	4	*	*
August 2020	86	37	8	3	3	3	*	*
August 2021	84	33	6	2	2	2	*	*
August 2022	82	30	3	1	1	1	*	*
August 2023	79	26	2	1	1	1	*	*
August 2024	77	23	1	1	1	1	*	*
August 2025	74	20	*	*	*	*	*	*
August 2026	71	17	*	*	*	*	*	*
August 2027	67	14	*	*	*	*	*	*
August 2028	64	11	*	*	*	*	*	*
August 2029	60	9	*	*	*	*	*	0
August 2030	55	7	*	*	*	*	*	0
August 2031	50	4	*	*	*	*	*	0
August 2032	45	2	*	*	*	*	*	0
August 2033	40	1	*	*	*	*	*	0
August 2034	33	*	*	*	*	*	*	0
August 2035	27	*	*	*	*	*	*	0
August 2036	19	*	*	*	*	*	*	0
August 2037	12	*	*	*	*	*	0	0
August 2038	3	0	0	0	0	0	0	0
August 2039	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	20.2	9.4	4.8	3.3	3.3	3.3	2.1	1.4

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

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

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.

Since this prospectus supplement does not describe the Group 1 Classes, an investor in the R or RL Class should read the Related Prospectus Supplement for information about the Group 1 Classes and the related assets.

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

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

<u>Group</u>	<u>Prepayment Assumption</u>
2	185% PSA
3	431% 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

In addition to the Group 2 and Group 3 MBS described in this prospectus supplement, the assets of the Lower Tier REMIC include the Group 1 MBS. The Lower Tier REMIC will issue Lower Tier

Regular Interests in respect of the Group 1 MBS. Likewise, the assets of the REMIC constituted by the Trust will include the Lower Tier Regular Interests in respect of the Group 1 MBS, and the REMIC constituted by the Trust will issue the Group 1 Classes, in addition to the Group 2 and Group 3 Classes described in this prospectus supplement. Therefore, in considering the tax consequences of holding a Residual Certificate, you should take into account the Group 1 MBS, Group 1 Classes, and the Lower Tier Regular Interests issued in respect of the Group 1 MBS and the Group 1 Classes. See the Related Prospectus Supplement for a description of the Group 1 MBS and the Group 1 Classes, and see the discussion under “Material Federal Income Tax Consequences—*Taxation of Beneficial Owners of Residual Certificates*” in the REMIC Prospectus for a discussion of certain federal income tax consequences of holding a Residual Certificate.

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

LEGAL MATTERS

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

Available Recombinations(1)

REMIC Certificates		RCR Certificates						
Classes	Original Balances	RCR Classes	Original Balances	Principal Type(2)	Interest Rate	Interest Type(2)	CUSIP Number	Final Distribution Date
Recombination 2								
TJ	\$ 30,184,808	TG	\$ 30,184,808	PAC	4.5%	FIX	31396Q3S6	October 2033
TI	3,018,480(3)							
Recombination 3								
TJ	30,184,808	TA	30,184,808	PAC	5.0	FIX	31396Q3T4	October 2033
TI	6,036,961(3)							
Recombination 4								
HJ	140,000,000	HT(4)	140,597,192	PAC	6.0	FIX	31396Q3U1	September 2039
Z	597,192							
Recombination 5								
FV	7,830,366	HA	9,135,428	SUP	6.0	FIX	31396Q3V9	September 2039
SV	1,305,062							

(1) REMIC Certificates and RCR Certificates in any 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 balance. This Class is an Interest Only Class. See page S-7 for a description of how its notional balance is calculated.

(4) Principal payments on the REMIC Certificates in Recombination 4 from the Z Accrual Amount will be paid as interest on the related RCR Certificates, and thus will not reduce the principal balances of those RCR Certificates.

Principal Balance 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	\$78,055,571.00	December 2013	\$43,988,085.67	April 2018	\$19,871,206.32
September 2009	77,295,977.35	January 2014	43,431,221.15	May 2018	19,537,542.62
October 2009	76,540,880.10	February 2014	42,877,692.41	June 2018	19,208,958.85
November 2009	75,790,253.53	March 2014	42,327,480.34	July 2018	18,885,381.39
December 2009	75,044,072.07	April 2014	41,780,565.92	August 2018	18,566,737.68
January 2010	74,302,310.30	May 2014	41,236,930.24	September 2018	18,252,956.17
February 2010	73,564,942.93	June 2014	40,696,554.52	October 2018	17,943,966.32
March 2010	72,831,944.84	July 2014	40,159,420.07	November 2018	17,639,698.58
April 2010	72,103,291.01	August 2014	39,625,508.29	December 2018	17,340,084.40
May 2010	71,378,956.61	September 2014	39,094,800.72	January 2019	17,045,056.17
June 2010	70,658,916.91	October 2014	38,567,278.97	February 2019	16,754,547.26
July 2010	69,943,147.36	November 2014	38,042,924.79	March 2019	16,468,491.96
August 2010	69,231,623.52	December 2014	37,521,720.01	April 2019	16,186,825.50
September 2010	68,524,321.09	January 2015	37,003,646.57	May 2019	15,909,484.01
October 2010	67,821,215.93	February 2015	36,488,686.50	June 2019	15,636,404.55
November 2010	67,122,284.01	March 2015	35,976,821.96	July 2019	15,367,525.04
December 2010	66,427,501.45	April 2015	35,468,035.20	August 2019	15,102,784.30
January 2011	65,736,844.52	May 2015	34,962,308.54	September 2019	14,842,121.99
February 2011	65,050,289.60	June 2015	34,459,624.46	October 2019	14,585,478.65
March 2011	64,367,813.22	July 2015	33,959,965.48	November 2019	14,332,795.64
April 2011	63,689,392.03	August 2015	33,463,314.26	December 2019	14,084,015.16
May 2011	63,015,002.82	September 2015	32,969,653.54	January 2020	13,839,080.23
June 2011	62,344,622.52	October 2015	32,478,966.16	February 2020	13,597,934.66
July 2011	61,678,228.18	November 2015	31,991,235.07	March 2020	13,360,523.08
August 2011	61,015,796.99	December 2015	31,506,443.30	April 2020	13,126,790.89
September 2011	60,357,306.25	January 2016	31,024,573.99	May 2020	12,896,684.26
October 2011	59,702,733.42	February 2016	30,545,610.36	June 2020	12,670,150.14
November 2011	59,052,056.05	March 2016	30,069,535.74	July 2020	12,447,136.20
December 2011	58,405,251.86	April 2016	29,596,333.55	August 2020	12,227,590.89
January 2012	57,762,298.66	May 2016	29,125,987.30	September 2020	12,011,463.36
February 2012	57,123,174.41	June 2016	28,658,480.61	October 2020	11,798,703.51
March 2012	56,487,857.18	July 2016	28,193,797.17	November 2020	11,589,261.91
April 2012	55,856,325.18	August 2016	27,734,451.14	December 2020	11,383,089.88
May 2012	55,228,556.72	September 2016	27,281,998.07	January 2021	11,180,139.40
June 2012	54,604,530.26	October 2016	26,836,338.87	February 2021	10,980,363.13
July 2012	53,984,224.37	November 2016	26,397,375.85	March 2021	10,783,714.42
August 2012	53,367,617.74	December 2016	25,965,012.67	April 2021	10,590,147.28
September 2012	52,754,689.19	January 2017	25,539,154.36	May 2021	10,399,616.35
October 2012	52,145,417.64	February 2017	25,119,707.29	June 2021	10,212,076.95
November 2012	51,539,782.15	March 2017	24,706,579.11	July 2021	10,027,485.02
December 2012	50,937,761.90	April 2017	24,299,678.81	August 2021	9,845,797.11
January 2013	50,339,336.18	May 2017	23,898,916.62	September 2021	9,666,970.42
February 2013	49,744,484.39	June 2017	23,504,204.05	October 2021	9,490,962.72
March 2013	49,153,186.05	July 2017	23,115,453.85	November 2021	9,317,732.43
April 2013	48,565,420.83	August 2017	22,732,580.01	December 2021	9,147,238.52
May 2013	47,981,168.46	September 2017	22,355,497.69	January 2022	8,979,440.57
June 2013	47,400,408.82	October 2017	21,984,123.29	February 2022	8,814,298.71
July 2013	46,823,121.91	November 2017	21,618,374.36	March 2022	8,651,773.68
August 2013	46,249,287.82	December 2017	21,258,169.60	April 2022	8,491,826.73
September 2013	45,678,886.77	January 2018	20,903,428.88	May 2022	8,334,419.70
October 2013	45,111,899.08	February 2018	20,554,073.18	June 2022	8,179,514.96
November 2013	44,548,305.20	March 2018	20,210,024.59	July 2022	8,027,075.41

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	\$ 7,877,064.51	June 2026	\$ 3,067,562.14	April 2030	\$ 878,705.91
September 2022	7,729,446.20	July 2026	2,998,703.91	May 2030	848,607.43
October 2022	7,584,184.96	August 2026	2,931,017.92	June 2030	819,076.77
November 2022	7,441,245.77	September 2026	2,864,486.21	July 2030	790,104.82
December 2022	7,300,594.13	October 2026	2,799,091.08	August 2030	761,682.64
January 2023	7,162,196.00	November 2026	2,734,815.08	September 2030	733,801.40
February 2023	7,026,017.85	December 2026	2,671,641.04	October 2030	706,452.42
March 2023	6,892,026.62	January 2027	2,609,552.00	November 2030	679,627.13
April 2023	6,760,189.74	February 2027	2,548,531.28	December 2030	653,317.10
May 2023	6,630,475.07	March 2027	2,488,562.43	January 2031	627,514.02
June 2023	6,502,850.97	April 2027	2,429,629.24	February 2031	602,209.70
July 2023	6,377,286.23	May 2027	2,371,715.74	March 2031	577,396.10
August 2023	6,253,750.10	June 2027	2,314,806.18	April 2031	553,065.26
September 2023	6,132,212.26	July 2027	2,258,885.06	May 2031	529,209.36
October 2023	6,012,642.84	August 2027	2,203,937.10	June 2031	505,820.70
November 2023	5,895,012.37	September 2027	2,149,947.23	July 2031	482,891.69
December 2023	5,779,291.83	October 2027	2,096,900.61	August 2031	460,414.85
January 2024	5,665,452.61	November 2027	2,044,782.63	September 2031	438,382.82
February 2024	5,553,466.51	December 2027	1,993,578.87	October 2031	416,788.35
March 2024	5,443,305.72	January 2028	1,943,275.13	November 2031	395,624.29
April 2024	5,334,942.87	February 2028	1,893,857.43	December 2031	374,883.60
May 2024	5,228,350.93	March 2028	1,845,311.99	January 2032	354,559.36
June 2024	5,123,503.30	April 2028	1,797,625.20	February 2032	334,644.73
July 2024	5,020,373.75	May 2028	1,750,783.70	March 2032	315,132.99
August 2024	4,918,936.41	June 2028	1,704,774.30	April 2032	296,017.52
September 2024	4,819,165.82	July 2028	1,659,584.00	May 2032	277,291.80
October 2024	4,721,036.85	August 2028	1,615,200.00	June 2032	258,949.39
November 2024	4,624,524.76	September 2028	1,571,609.68	July 2032	240,983.98
December 2024	4,529,605.14	October 2028	1,528,800.62	August 2032	223,389.33
January 2025	4,436,253.95	November 2028	1,486,760.57	September 2032	206,159.30
February 2025	4,344,447.50	December 2028	1,445,477.46	October 2032	189,287.85
March 2025	4,254,162.42	January 2029	1,404,939.40	November 2032	172,769.02
April 2025	4,165,375.71	February 2029	1,365,134.69	December 2032	156,596.95
May 2025	4,078,064.66	March 2029	1,326,051.77	January 2033	140,765.86
June 2025	3,992,206.94	April 2029	1,287,679.28	February 2033	125,270.07
July 2025	3,907,780.49	May 2029	1,250,006.02	March 2033	110,103.98
August 2025	3,824,763.61	June 2029	1,213,020.94	April 2033	95,262.07
September 2025	3,743,134.89	July 2029	1,176,713.18	May 2033	80,738.90
October 2025	3,662,873.24	August 2029	1,141,072.02	June 2033	66,529.14
November 2025	3,583,957.87	September 2029	1,106,086.91	July 2033	52,627.51
December 2025	3,506,368.29	October 2029	1,071,747.43	August 2033	39,028.82
January 2026	3,430,084.32	November 2029	1,038,043.36	September 2033	25,727.96
February 2026	3,355,086.06	December 2029	1,004,964.60	October 2033	12,719.91
March 2026	3,281,353.89	January 2030	972,501.19	November 2033 and thereafter	0.00
April 2026	3,208,868.50	February 2030	940,643.35		
May 2026	3,137,610.84	March 2030	909,381.43		

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	\$140,597,192.00	December 2009	\$131,332,252.67	April 2010	\$120,922,949.81
September 2009 . . .	138,402,489.40	January 2010	128,826,672.94	May 2010	118,174,368.79
October 2009	136,124,202.60	February 2010	126,253,653.24	June 2010	115,376,526.58
November 2009	133,766,135.04	March 2010	123,617,578.75	July 2010	112,534,188.77

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>
August 2010	\$109,652,181.41	March 2015	\$ 23,660,681.82	October 2019	\$ 4,739,523.72
September 2010 . . .	106,837,601.51	April 2015	22,987,349.47	November 2019	4,600,912.05
October 2010	104,088,885.39	May 2015	22,332,924.12	December 2019	4,466,268.74
November 2010	101,404,505.39	June 2015	21,696,880.06	January 2020	4,335,481.90
December 2010	98,782,969.06	July 2015	21,078,706.07	February 2020	4,208,442.71
January 2011	96,222,818.34	August 2015	20,477,905.08	March 2020	4,085,045.43
February 2011	93,722,628.78	September 2015 . . .	19,893,993.72	April 2020	3,965,187.24
March 2011	91,281,008.78	October 2015	19,326,501.98	May 2020	3,848,768.21
April 2011	88,896,598.81	November 2015	18,774,972.82	June 2020	3,735,691.19
May 2011	86,568,070.70	December 2015	18,238,961.83	July 2020	3,625,861.75
June 2011	84,294,126.89	January 2016	17,718,036.87	August 2020	3,519,188.08
July 2011	82,073,499.78	February 2016	17,211,777.77	September 2020	3,415,580.98
August 2011	79,904,950.98	March 2016	16,719,775.94	October 2020	3,314,953.68
September 2011 . . .	77,787,270.68	April 2016	16,241,634.09	November 2020	3,217,221.88
October 2011	75,719,276.98	May 2016	15,776,965.93	December 2020	3,122,303.63
November 2011	73,699,815.24	June 2016	15,325,395.83	January 2021	3,030,119.27
December 2011	71,727,757.50	July 2016	14,886,558.56	February 2021	2,940,591.35
January 2012	69,802,001.79	August 2016	14,460,099.00	March 2021	2,853,644.61
February 2012	67,921,471.61	September 2016 . . .	14,045,671.83	April 2021	2,769,205.90
March 2012	66,085,115.30	October 2016	13,642,941.31	May 2021	2,687,204.10
April 2012	64,291,905.48	November 2016	13,251,580.97	June 2021	2,607,570.08
May 2012	62,540,838.49	December 2016	12,871,273.40	July 2021	2,530,236.67
June 2012	60,830,933.86	January 2017	12,501,709.96	August 2021	2,455,138.56
July 2012	59,161,233.75	February 2017	12,142,590.57	September 2021	2,382,212.29
August 2012	57,530,802.46	March 2017	11,793,623.44	October 2021	2,311,396.15
September 2012 . . .	55,938,725.91	April 2017	11,454,524.88	November 2021	2,242,630.18
October 2012	54,384,111.12	May 2017	11,125,019.04	December 2021	2,175,856.12
November 2012	52,866,085.76	June 2017	10,804,837.75	January 2022	2,111,017.30
December 2012	51,383,797.67	July 2017	10,493,720.24	February 2022	2,048,058.68
January 2013	49,936,414.38	August 2017	10,191,412.98	March 2022	1,986,926.74
February 2013	48,528,183.25	September 2017 . . .	9,897,669.47	April 2022	1,927,569.49
March 2013	47,159,232.69	October 2017	9,612,250.03	May 2022	1,869,936.36
April 2013	45,828,475.92	November 2017	9,334,921.65	June 2022	1,813,978.24
May 2013	44,534,856.05	December 2017	9,065,457.78	July 2022	1,759,647.38
June 2013	43,277,345.24	January 2018	8,803,638.15	August 2022	1,706,897.38
July 2013	42,054,943.95	February 2018	8,549,248.60	September 2022	1,655,683.14
August 2013	40,866,680.10	March 2018	8,302,080.91	October 2022	1,605,960.83
September 2013 . . .	39,711,608.37	April 2018	8,061,932.67	November 2022	1,557,687.84
October 2013	38,588,809.46	May 2018	7,828,607.05	December 2022	1,510,822.80
November 2013	37,497,389.34	June 2018	7,601,912.72	January 2023	1,465,325.46
December 2013	36,436,478.63	July 2018	7,381,663.65	February 2023	1,421,156.72
January 2014	35,405,231.83	August 2018	7,167,678.97	March 2023	1,378,278.59
February 2014	34,402,826.76	September 2018 . . .	6,959,782.86	April 2023	1,336,654.14
March 2014	33,428,463.85	October 2018	6,757,804.37	May 2023	1,296,247.48
April 2014	32,481,365.57	November 2018	6,561,577.31	June 2023	1,257,023.75
May 2014	31,560,775.79	December 2018	6,370,940.10	July 2023	1,218,949.05
June 2014	30,665,959.22	January 2019	6,185,735.67	August 2023	1,181,990.44
July 2014	29,796,200.80	February 2019	6,005,811.32	September 2023	1,146,115.93
August 2014	28,950,805.22	March 2019	5,831,018.58	October 2023	1,111,294.41
September 2014 . . .	28,129,096.29	April 2019	5,661,213.12	November 2023	1,077,495.67
October 2014	27,330,416.48	May 2019	5,496,254.65	December 2023	1,044,690.32
November 2014	26,554,126.38	June 2019	5,336,006.76	January 2024	1,012,849.84
December 2014	25,799,604.21	July 2019	5,180,336.84	February 2024	981,946.49
January 2015	25,066,245.33	August 2019	5,029,115.99	March 2024	951,953.33
February 2015	24,353,461.78	September 2019 . . .	4,882,218.89	April 2024	922,844.16

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 2024	\$ 894,593.56	December 2028	\$ 150,466.48	July 2033	\$ 18,757.41
June 2024	867,176.78	January 2029	145,408.60	August 2033	17,948.40
July 2024	840,569.82	February 2029	140,508.56	September 2033	17,167.71
August 2024	814,749.32	March 2029	135,761.66	October 2033	16,414.46
September 2024	789,692.61	April 2029	131,163.32	November 2033	15,687.76
October 2024	765,377.64	May 2029	126,709.09	December 2033	14,986.75
November 2024	741,783.01	June 2029	122,394.66	January 2034	14,310.62
December 2024	718,887.91	July 2029	118,215.82	February 2034	13,658.58
January 2025	696,672.12	August 2029	114,168.52	March 2034	13,029.83
February 2025	675,116.00	September 2029	110,248.81	April 2034	12,423.63
March 2025	654,200.47	October 2029	106,452.83	May 2034	11,839.26
April 2025	633,906.98	November 2029	102,776.89	June 2034	11,276.01
May 2025	614,217.53	December 2029	99,217.35	July 2034	10,733.19
June 2025	595,114.61	January 2030	95,770.71	August 2034	10,210.14
July 2025	576,581.21	February 2030	92,433.56	September 2034	9,706.21
August 2025	558,600.82	March 2030	89,202.60	October 2034	9,220.79
September 2025	541,157.39	April 2030	86,074.61	November 2034	8,753.26
October 2025	524,235.31	May 2030	83,046.48	December 2034	8,303.05
November 2025	507,819.45	June 2030	80,115.18	January 2035	7,869.58
December 2025	491,895.09	July 2030	77,277.78	February 2035	7,452.31
January 2026	476,447.92	August 2030	74,531.42	March 2035	7,050.69
February 2026	461,464.07	September 2030	71,873.34	April 2035	6,664.22
March 2026	446,930.03	October 2030	69,300.86	May 2035	6,292.39
April 2026	432,832.69	November 2030	66,811.37	June 2035	5,934.72
May 2026	419,159.33	December 2030	64,402.33	July 2035	5,590.73
June 2026	405,897.58	January 2031	62,071.29	August 2035	5,259.98
July 2026	393,035.41	February 2031	59,815.88	September 2035	4,942.01
August 2026	380,561.15	March 2031	57,633.77	October 2035	4,636.41
September 2026	368,463.47	April 2031	55,522.72	November 2035	4,342.75
October 2026	356,731.35	May 2031	53,480.56	December 2035	4,060.64
November 2026	345,354.09	June 2031	51,505.16	January 2036	3,789.68
December 2026	334,321.30	July 2031	49,594.49	February 2036	3,529.50
January 2027	323,622.89	August 2031	47,746.54	March 2036	3,279.73
February 2027	313,249.04	September 2031	45,959.39	April 2036	3,040.02
March 2027	303,190.24	October 2031	44,231.16	May 2036	2,810.03
April 2027	293,437.23	November 2031	42,560.03	June 2036	2,589.42
May 2027	283,981.03	December 2031	40,944.25	July 2036	2,377.88
June 2027	274,812.91	January 2032	39,382.08	August 2036	2,175.09
July 2027	265,924.40	February 2032	37,871.88	September 2036	1,980.75
August 2027	257,307.26	March 2032	36,412.03	October 2036	1,794.57
September 2027	248,953.49	April 2032	35,000.96	November 2036	1,616.26
October 2027	240,855.34	May 2032	33,637.17	December 2036	1,445.55
November 2027	233,005.25	June 2032	32,319.17	January 2037	1,282.19
December 2027	225,395.91	July 2032	31,045.54	February 2037	1,125.90
January 2028	218,020.20	August 2032	29,814.89	March 2037	976.44
February 2028	210,871.21	September 2032	28,625.88	April 2037	833.58
March 2028	203,942.22	October 2032	27,477.20	May 2037	697.08
April 2028	197,226.74	November 2032	26,367.60	June 2037	566.71
May 2028	190,718.42	December 2032	25,295.83	July 2037	442.25
June 2028	184,411.12	January 2033	24,260.71	August 2037	323.50
July 2028	178,298.89	February 2033	23,261.10	September 2037	210.25
August 2028	172,375.91	March 2033	22,295.85	October 2037	102.30
September 2028	166,636.56	April 2033	21,363.90	November 2037 and thereafter	0.00
October 2028	161,075.39	May 2033	20,464.19		
November 2028	155,687.08	June 2033	19,595.69		

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

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

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\$253,699,539



**Guaranteed REMIC
Pass-Through Certificates**

**Fannie Mae REMIC Trust 2009-74
(Group 2, Group 3 and R and RL Classes Only)**

PROSPECTUS SUPPLEMENT



August 24, 2009