

\$884,011,878



FannieMae®

**Guaranteed REMIC Pass-Through Certificates
Fannie Mae REMIC Trust 2009-95**

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
HE.....	1	\$100,000,000	PAC/AD	4.00%	FIX	31398FV V0	December 2038
HP.....	1	91,071,768	PAC/AD	4.00	FIX	31398FV W8	December 2038
HI.....	1	63,690,589 (2)	NTL	6.00	FIX/IO	31398FV X6	December 2038
PZ.....	1	2,784,626	PAC	6.00	FIX/Z	31398FV Y4	November 2039
FC.....	1	75,606,980	TAC/AD	(3)	FLT	31398FV Z1	November 2039
SC(4).....	1	12,601,164	TAC/AD	(3)	INV	31398FW A5	November 2039
SD(4).....	1	52,924,884 (2)	NTL	(3)	INV/IO	31398FW B3	November 2039
CZ.....	1	2,935,462	SUP	6.00	FIX/Z	31398FW C1	November 2039
FJ.....	2	100,000,000	PT	(3)	FLT	31398FW D9	November 2039
SJ.....	2	100,000,000 (2)	NTL	(3)	INV/IO	31398FW E7	November 2039
PA.....	2	100,000,000	PAC/AD	4.00	FIX	31398FW F4	November 2039
PB.....	2	97,201,566	PAC/AD	4.00	FIX	31398FW G2	November 2039
PI.....	2	41,740,998 (2)	NTL	6.00	FIX/IO	31398FW H0	November 2039
BZ.....	2	270,019	PAC	5.27	FIX/Z	31398FW J6	November 2039
CA.....	2	37,730,496	SUP	4.50	FIX	31398FW K3	November 2039
FG(4).....	2	34,112,502	SUP	(3)	FLT	31398FW L1	November 2039
SM(4).....	2	5,685,417	SUP	(3)	INV	31398FW M9	November 2039
SN(4).....	2	23,878,751 (2)	NTL	(3)	INV/IO	31398FW N7	November 2039
IO.....	2	125,000 (2)	NTL	6.00	FIX/IO	31398FW P2	November 2039
AY(4).....	3	191,443,780	SEQ	4.00	FIX	31398FW Q0	June 2023
CY(4).....	3	29,688,270	SEQ	4.00	FIX	31398FW R8	October 2024
EY(4).....	3	2,879,828	SEQ	4.00	FIX	31398FW S6	November 2024
R.....		0	NPR	0	NPR	31398FW T4	November 2039
RL.....		0	NPR	0	NPR	31398FW U1	November 2039

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

(2) Notional balances. These classes are interest only classes. See page S-8 for a description of how their notional balances are calculated.

(3) Based on LIBOR.

(4) Exchangeable classes.

If you own certificates of certain classes, you can exchange them for certificates of the corresponding RCR classes to be delivered at the time of exchange. The SE, SG, CB, SQ, ST, BY and DY 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 October 30, 2009.

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

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

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

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

MORGAN STANLEY

The date of this Prospectus Supplement is October 22, 2009

TABLE OF CONTENTS

	<u>Page</u>		<u>Page</u>
AVAILABLE INFORMATION	S- 3	<i>The Fixed Rate Interest Only</i>	
RECENT DEVELOPMENTS	S- 4	<i>Classes</i>	S-14
SUMMARY	S- 6	<i>The Inverse Floating Rate</i>	
DESCRIPTION OF THE		<i>Classes</i>	S-15
CERTIFICATES	S- 9	WEIGHTED AVERAGE LIVES OF THE	
GENERAL	S- 9	CERTIFICATES	S-18
<i>Structure</i>	S- 9	DECREMENT TABLES	S-19
<i>Fannie Mae Guaranty</i>	S- 9	CHARACTERISTICS OF THE RESIDUAL	
<i>Characteristics of Certificates</i>	S- 9	CLASSES	S-22
<i>Authorized Denominations</i>	S-10	CERTAIN ADDITIONAL FEDERAL	
THE MBS	S-10	INCOME TAX CONSEQUENCES	S-22
DISTRIBUTIONS OF INTEREST	S-10	U.S. TREASURY CIRCULAR 230 NOTICE	S-22
<i>General</i>	S-10	REMIC ELECTIONS AND SPECIAL TAX	
<i>Delay Classes and No-Delay</i>		ATTRIBUTES	S-23
<i>Classes</i>	S-10	TAXATION OF BENEFICIAL OWNERS OF	
<i>Accrual Classes</i>	S-10	REGULAR CERTIFICATES	S-23
DISTRIBUTIONS OF PRINCIPAL	S-11	TAXATION OF BENEFICIAL OWNERS OF	
STRUCTURING ASSUMPTIONS	S-12	RESIDUAL CERTIFICATES	S-23
<i>Pricing Assumptions</i>	S-12	TAXATION OF BENEFICIAL OWNERS OF	
<i>Prepayment Assumptions</i>	S-12	RCR CERTIFICATES	S-24
<i>Principal Balance Schedules</i>	S-12	PLAN OF DISTRIBUTION	S-24
YIELD TABLES	S-14	LEGAL MATTERS	S-24
<i>General</i>	S-14	SCHEDULE 1	A- 1
		PRINCIPAL BALANCE	
		SCHEDULES	B- 1

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.

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

Morgan Stanley & Co. Incorporated
c/o Broadridge Financial Solutions
Prospectus Department
1155 Long Island Avenue
Edgewood, NY 11717
(telephone 631-274-2740).

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 reports on Form 10-Q for the quarters ended March 31, 2009 and June 30, 2009, respectively, 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. Through September 30, 2009, we had received a total of \$44.9 billion from Treasury under the Commitment. 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. As of the date of this prospectus supplement, the aggregate liquidation preference of the Senior Preferred Stock is \$45.9 billion and the annualized dividend on the Senior Preferred Stock, based on the 10% dividend rate, is \$4.6 billion. If we do not pay the dividend quarterly and in cash, the dividend rate would increase to 12% annually, and the unpaid dividend would accrue and be added to the liquidation preference of the Senior Preferred Stock.

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 and our quarterly report on Form 10-Q for the quarter ended March 31, 2009, include prohibitions on the following activities unless we have prior written consent from Treasury: the issuance of equity securities (except in limited instances), the payment of dividends or other distributions on our equity securities (other than the Senior Preferred Stock or the Warrant), and the issuance of subordinated debt securities. The covenants also limit the amount of debt securities that 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 October 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

Group 1, 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 1 MBS	\$285,000,000	6.00%	6.25% to 8.50%	241 to 360
Group 2 MBS	\$375,000,000	6.00%	6.25% to 8.50%	241 to 360
Group 3 MBS	\$224,011,878	4.00%	4.25% to 6.50%	121 to 180

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	\$285,000,000	360	325	30	6.59%
Group 2 MBS	\$375,000,000	360	327	30	6.52%
Group 3 MBS	\$224,011,878	180	171	7	4.50%

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 October 30, 2009.

Distribution Dates

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

Record Date

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

Book-Entry and Physical Certificates

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

<u>Fed Book-Entry</u>	<u>Physical</u>
All classes other than the R and RL Classes	R and RL Classes

Exchanging Certificates Through Combination and Recombination

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

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

Interest Rates

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

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

<u>Class</u>	<u>Initial Interest Rate</u>	<u>Maximum Interest Rate</u>	<u>Minimum Interest Rate</u>	<u>Formula for Calculation of Interest Rate(1)</u>
FC	1.64500%	7.00000%	1.40%	LIBOR + 140 basis points
SC	9.63900%	10.08000%	0.00%	10.08% – (1.8 × LIBOR)
SD	5.35500%	5.60000%	0.00%	5.6% – LIBOR
FJ	0.84500%	8.00000%	0.60%	LIBOR + 60 basis points
SJ	7.15500%	7.40000%	0.00%	7.4% – LIBOR
FG	1.64500%	7.00000%	1.40%	LIBOR + 140 basis points
SM	9.63900%	10.08000%	0.00%	10.08% – (1.8 × LIBOR)
SN	5.35500%	5.60000%	0.00%	5.6% – LIBOR
SE	12.31650%	12.88000%	0.00%	12.88% – (2.30000155 × LIBOR)
SG	14.99399%	15.67999%	0.00%	15.67999% – (2.79999891 × LIBOR)
SQ	12.31650%	12.88000%	0.00%	12.88% – (2.30000159 × LIBOR)
ST	14.99399%	15.67999%	0.00%	15.67999% – (2.79999898 × 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>	
HI	33.3333331589% of the <i>sum</i> of the HE and HP Classes
SD	69.9999973547% of the FC Class
SJ	100% of the FJ Class
PI	21.1666665974% of the <i>sum</i> of the PA and PB Classes
SN	69.9999988274% of the FG Class
IO	0.0333333333% of the Group 2 MBS

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)*

PSA Prepayment Assumption										
Group 1 Classes	0%	100%	125%	250%	260%	325%	400%	500%	900%	1300%
HE, HP and HI	16.7	5.6	5.0	5.0	5.0	5.0	4.2	3.4	1.7	0.9
PZ	25.6	18.4	18.4	18.4	18.4	18.4	15.9	13.1	6.7	3.6
FC, SC, SD, SE and SG	26.3	17.2	15.0	4.4	3.8	1.8	1.2	0.8	0.3	0.2
CZ	29.7	25.7	25.1	20.0	19.3	0.1	0.1	0.1	0.1	0.1
PSA Prepayment Assumption										
Group 2 Classes	0%	100%	140%	250%	320%	400%	500%	900%	1300%	
FJ, SJ and IO	20.8	10.1	8.3	5.4	4.3	3.4	2.7	1.3	0.7	
PA, PB and PI	17.8	6.3	5.2	5.2	5.2	4.3	3.5	1.7	0.9	
BZ	26.5	24.0	24.0	24.0	24.0	21.4	18.1	9.4	5.1	
CA, FG, SM, SN, CB, SQ and ST	28.3	19.5	16.1	5.6	1.7	1.0	0.7	0.3	0.1	
PSA Prepayment Assumption										
Group 3 Classes	0%	100%	260%	400%	600%					
AY	7.8	5.1	3.4	2.6	2.0					
CY	14.2	12.5	10.2	8.1	5.9					
EY	15.0	14.1	13.7	12.6	10.3					
BY	14.3	12.7	10.5	8.5	6.3					
DY	8.6	6.1	4.3	3.3	2.5					

* 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 October 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 three groups of Fannie Mae Guaranteed Mortgage Pass-Through Certificates (the “Group 1 MBS,” “Group 2 MBS,” and “Group 3 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 30 years in the case of the Group 1 MBS and Group 2 MBS and up to 15 years in the case of the Group 3 MBS.

For additional information, see “Summary—Group 1, 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 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 PZ, CZ and BZ 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

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

- *Group 1*

The PZ Accrual Amount to HE and HP, pro rata, until retired, and thereafter to PZ. } **Accretion Directed Classes and Accrual Class**

The CZ Accrual Amount to Aggregate Group II to its Targeted Balance, and thereafter to CZ. } **Accretion Directed/TAC Group and Accrual Class**

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

1. To Aggregate Group I to its Planned Balance. } **PAC Group**
2. To Aggregate Group II to its Targeted Balance. } **TAC Group**
3. To CZ until retired. } **Support Class**
4. To Aggregate Group II to zero. } **TAC Group**
5. To Aggregate Group I to zero. } **PAC Group**

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

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

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

“Aggregate Group I” consists of the HE, HP and PZ Classes. On each Distribution Date, we will apply payments of principal of Aggregate Group I in the following priority:

- first*, to HE and HP, pro rata, until retired; and
- second*, to PZ 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 FC and SC Classes. On each Distribution Date, we will apply payments of principal of Aggregate Group II to FC and SC, pro rata, until retired.

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

- *Group 2*

The BZ Accrual Amount to PA and PB, pro rata, until retired, and thereafter to BZ. } **Accretion Directed Classes and Accrual Class**

The Group 2 Cash Flow Distribution Amount in the following priority:

- 26.6666666667% to FJ, until retired. } **Pass-through Class**
- 73.3333333333% as follows:
 - first*, to Aggregate Group III to its Planned Balance; } **PAC Group**
 - second*, to CA, FG and SM, pro rata, until retired; and } **Support Classes**
 - third*, to Aggregate Group III to zero. } **PAC Group**

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

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

“Aggregate Group III” consists of the PA, PB and BZ Classes. On each Distribution Date, we will apply payments of principal of Aggregate Group III in the following priority:

first, to PA and PB, pro rata, until retired; and

second, to BZ, until retired.

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

- *Group 3*

The Group 3 Principal Distribution Amount to AY, CY and EY, in that order, until retired. } Sequential Pay Classes

The “Group 3 Principal Distribution Amount” is the principal then paid on the Group 3 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 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 October 30, 2009; and
- each Distribution Date occurs on the 25th day of a month.

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

Principal Balance Schedules. The Principal Balance Schedules are set forth beginning on page B-1 of this prospectus supplement. The Principal Balance Schedules were prepared based on the Pricing Assumptions and the assumption that the related Mortgage Loans prepay at a *constant* rate within the applicable “Structuring Ranges” or at the “Structuring Speed” specified in the chart below. The “Effective Range” for each applicable 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 and Speed</u>	<u>Initial Effective Ranges</u>
Aggregate Group I Planned Balances	Between 125% and 325% PSA	Between 125% and 325% PSA
Aggregate Group II Targeted Balances	260% PSA	N/A
Aggregate Group III Planned Balances	Between 140% and 320% PSA	Between 140% and 320% PSA

The Aggregate Groups listed above consist of the following Classes:

Aggregate Group I	HE, HP and PZ
Aggregate Group II	FC and SC
Aggregate Group III	PA, PB and BZ

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

We cannot assure you that the balance of any Aggregate Group will conform on any Distribution Date to the balance specified in the Principal Balance Schedules or that distributions of principal of any 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 or TAC Class, you should first take into account the considerations set forth below.

- We will distribute any excess of principal distributions over the amount necessary to reduce an Aggregate Group 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, the applicable Aggregate Groups might not be reduced to their scheduled balances each month even if the related Mortgage Loans prepay at a *constant* PSA rate within the applicable Initial Effective Ranges. This is so particularly if the rate falls at the lower or higher end of the applicable ranges.
- The actual Effective Ranges may narrow, widen or shift upward or downward to reflect actual prepayment experience over time.
- The principal payment stability of each Aggregate Group that has scheduled balances will be supported by one or more other Classes. When the related 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. **The tables below are provided for illustrative purposes only and are not intended as a forecast or prediction of the actual yields on the applicable Classes.** 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>
HI	523%
PI	521%
IO	495%

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

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

<u>Class</u>	<u>Price*</u>
HI	19.0%
PI	19.5%
IO	16.0%

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

In the following yield tables, the symbol * is used to represent a yield of less than (99.9)%.

Sensitivity of the HI Class to Prepayments

	PSA Prepayment Assumption									
	<u>50%</u>	<u>100%</u>	<u>125%</u>	<u>250%</u>	<u>260%</u>	<u>325%</u>	<u>400%</u>	<u>500%</u>	<u>900%</u>	<u>1300%</u>
Pre-Tax Yields to Maturity . . .	23.7%	16.7%	13.5%	13.5%	13.5%	13.5%	9.5%	1.9%	(40.1)%	*

Sensitivity of the PI Class to Prepayments

	<u>PSA Prepayment Assumption</u>								
	<u>50%</u>	<u>100%</u>	<u>140%</u>	<u>250%</u>	<u>320%</u>	<u>400%</u>	<u>500%</u>	<u>900%</u>	<u>1300%</u>
Pre-Tax Yields to Maturity . . .	23.8%	17.7%	13.1%	13.1%	13.1%	8.8%	1.6%	(36.3)%	(91.3)%

Sensitivity of the IO Class to Prepayments

	<u>PSA Prepayment Assumption</u>								
	<u>50%</u>	<u>100%</u>	<u>140%</u>	<u>250%</u>	<u>320%</u>	<u>400%</u>	<u>500%</u>	<u>900%</u>	<u>1300%</u>
Pre-Tax Yields to Maturity . . .	34.0%	30.4%	27.5%	19.4%	14.0%	7.8%	(0.4)%	(37.4)%	(87.5)%

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. As illustrated in the applicable tables below, it is possible that investors in the SD, SJ, SN, SG, SQ and ST Classes would lose money on their initial investments under certain Index and prepayment scenarios.

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

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

- the interest rates for the Inverse Floating Rate Classes for the initial Interest Accrual Period are the rates listed in the table under “Summary—Interest Rates” in this prospectus supplement and for each following Interest Accrual Period will be based on the specified level of the Index, and

- the aggregate purchase prices of these Classes (expressed in each case as a percentage of original principal balance) are as follows:

<u>Class</u>	<u>Price*</u>
SC	99.500%
SD	4.250%
SJ	11.875%
SM	99.500%
SN	4.250%
SE	99.500%
SG	103.750%
SQ	101.625%
ST	103.750%

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

In the following yield tables, the symbol * is used to represent a yield of less than (99.9)%.

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption</u>									
	<u>50%</u>	<u>100%</u>	<u>125%</u>	<u>250%</u>	<u>260%</u>	<u>325%</u>	<u>400%</u>	<u>500%</u>	<u>900%</u>	<u>1300%</u>
0.120%	10.1%	10.1%	10.1%	10.2%	10.3%	10.4%	10.5%	10.8%	11.8%	13.3%
0.245%	9.9%	9.9%	9.9%	10.0%	10.0%	10.2%	10.3%	10.5%	11.6%	13.1%
2.245%	6.2%	6.2%	6.2%	6.3%	6.4%	6.6%	6.8%	7.1%	8.7%	11.0%
4.245%	2.5%	2.5%	2.5%	2.7%	2.7%	3.0%	3.4%	3.8%	5.8%	8.8%
5.600%	0.1%	0.1%	0.1%	0.3%	0.3%	0.6%	1.0%	1.5%	3.9%	7.4%

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption</u>									
	<u>50%</u>	<u>100%</u>	<u>125%</u>	<u>250%</u>	<u>260%</u>	<u>325%</u>	<u>400%</u>	<u>500%</u>	<u>900%</u>	<u>1300%</u>
0.120%	168.0%	168.0%	168.0%	125.1%	121.0%	100.0%	58.9%	(0.8)%	*	*
0.245%	163.6%	163.6%	163.6%	121.1%	117.1%	96.0%	54.9%	(4.4)%	*	*
2.245%	96.2%	96.2%	96.2%	61.6%	58.1%	34.8%	(6.9)%	(61.2)%	*	*
4.245%	36.2%	36.1%	35.7%	10.8%	7.7%	(25.8)%	(72.2)%	*	*	*
5.600%	*	*	*	*	*	*	*	*	*	*

**Sensitivity of the SJ 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>140%</u>	<u>250%</u>	<u>320%</u>	<u>400%</u>	<u>500%</u>	<u>900%</u>	<u>1300%</u>
0.120%	63.8%	59.8%	56.6%	47.6%	41.6%	34.6%	25.6%	(15.5)%	(70.3)%
0.245%	62.5%	58.6%	55.4%	46.4%	40.5%	33.5%	24.5%	(16.4)%	(71.0)%
2.245%	42.5%	38.9%	35.9%	27.5%	22.0%	15.5%	7.1%	(31.0)%	(81.8)%
4.245%	23.3%	19.9%	17.1%	9.3%	4.1%	(1.9)%	(9.7)%	(45.1)%	(92.5)%
6.245%	3.3%	0.2%	(2.4)%	(9.5)%	(14.3)%	(19.8)%	(27.0)%	(59.8)%	*
7.400%	*	*	*	*	*	*	*	*	*

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

LIBOR	PSA Prepayment Assumption								
	50%	100%	140%	250%	320%	400%	500%	900%	1300%
0.120%	10.1%	10.1%	10.1%	10.2%	10.4%	10.6%	10.9%	12.0%	13.7%
0.245%	9.9%	9.9%	9.9%	10.0%	10.2%	10.4%	10.6%	11.9%	13.6%
2.245%	6.2%	6.2%	6.2%	6.3%	6.6%	6.9%	7.3%	9.1%	11.7%
4.245%	2.5%	2.5%	2.5%	2.7%	3.1%	3.5%	4.0%	6.3%	9.7%
5.600%	0.1%	0.1%	0.1%	0.2%	0.7%	1.2%	1.8%	4.5%	8.4%

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

LIBOR	PSA Prepayment Assumption								
	50%	100%	140%	250%	320%	400%	500%	900%	1300%
0.120%	168.4%	168.4%	168.4%	127.5%	93.0%	41.5%	(25.0)%	*	*
0.245%	163.9%	163.9%	163.9%	123.5%	89.1%	37.8%	(28.3)%	*	*
2.245%	96.5%	96.5%	96.5%	64.1%	30.1%	(21.6)%	(80.5)%	*	*
4.245%	36.5%	36.4%	35.9%	14.4%	(29.1)%	(84.7)%	*	*	*
5.600%	*	*	*	*	*	*	*	*	*

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

LIBOR	PSA Prepayment Assumption									
	50%	100%	125%	250%	260%	325%	400%	500%	900%	1300%
0.120%	13.0%	13.0%	13.0%	13.1%	13.1%	13.3%	13.4%	13.6%	14.7%	16.2%
0.245%	12.7%	12.7%	12.7%	12.8%	12.8%	13.0%	13.1%	13.4%	14.4%	16.0%
2.245%	7.9%	7.9%	7.9%	8.1%	8.1%	8.4%	8.6%	9.0%	10.7%	13.2%
4.245%	3.2%	3.2%	3.2%	3.4%	3.5%	3.8%	4.2%	4.7%	7.0%	10.4%
5.600%	0.1%	0.1%	0.1%	0.3%	0.4%	0.7%	1.2%	1.8%	4.5%	8.6%

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

LIBOR	PSA Prepayment Assumption									
	50%	100%	125%	250%	260%	325%	400%	500%	900%	1300%
0.120%	15.2%	15.2%	15.2%	14.3%	14.2%	13.3%	12.0%	10.4%	2.9%	(7.6)%
0.245%	14.9%	14.8%	14.8%	14.0%	13.9%	12.9%	11.7%	10.1%	2.6%	(7.8)%
2.245%	9.2%	9.2%	9.1%	8.5%	8.4%	7.5%	6.4%	5.0%	(1.6)%	(10.8)%
4.245%	3.6%	3.6%	3.6%	3.0%	2.9%	2.1%	1.2%	0.0%	(5.7)%	(13.7)%
5.600%	(0.1)%	(0.2)%	(0.2)%	(0.6)%	(0.7)%	(1.4)%	(2.3)%	(3.4)%	(8.5)%	(15.7)%

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

LIBOR	PSA Prepayment Assumption								
	50%	100%	140%	250%	320%	400%	500%	900%	1300%
0.120%	12.7%	12.7%	12.7%	12.4%	11.8%	11.1%	10.3%	6.4%	1.0%
0.245%	12.4%	12.4%	12.4%	12.1%	11.5%	10.8%	10.0%	6.2%	0.8%
2.245%	7.7%	7.7%	7.7%	7.5%	7.0%	6.5%	5.8%	2.8%	(1.5)%
4.245%	3.1%	3.1%	3.1%	2.9%	2.5%	2.1%	1.6%	(0.6)%	(3.8)%
5.600%	0.0%	0.0%	0.0%	(0.1)%	(0.4)%	(0.7)%	(1.1)%	(2.9)%	(5.3)%

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

LIBOR	PSA Prepayment Assumption								
	50%	100%	140%	250%	320%	400%	500%	900%	1300%
0.120%	15.2%	15.2%	15.2%	14.5%	13.1%	11.6%	9.7%	1.1%	(10.7)%
0.245%	14.9%	14.9%	14.8%	14.1%	12.8%	11.3%	9.4%	0.8%	(10.8)%
2.245%	9.2%	9.2%	9.2%	8.6%	7.4%	6.0%	4.3%	(3.2)%	(13.5)%
4.245%	3.6%	3.6%	3.6%	3.2%	2.1%	0.9%	(0.6)%	(7.1)%	(16.1)%
5.600%	(0.1)%	(0.1)%	(0.2)%	(0.5)%	(1.5)%	(2.6)%	(3.9)%	(9.8)%	(17.8)%

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	360 months	8.50%
Group 2 MBS	360 months	8.50%
Group 3 MBS	180 months	6.50%

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	HE, HP and HI† Classes										PZ Class									
	PSA Prepayment Assumption										PSA Prepayment Assumption									
	0%	100%	125%	250%	260%	325%	400%	500%	900%	1300%	0%	100%	125%	250%	260%	325%	400%	500%	900%	1300%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
October 2010	99	89	87	87	87	87	87	87	66	31	106	106	106	106	106	106	106	106	106	106
October 2011	97	79	75	75	75	75	75	69	29	5	113	113	113	113	113	113	113	113	113	113
October 2012	96	69	63	63	63	63	61	47	12	0	120	120	120	120	120	120	120	120	120	104
October 2013	94	60	53	53	53	53	45	32	4	0	127	127	127	127	127	127	127	127	127	23
October 2014	93	51	43	43	43	43	33	21	1	0	135	135	135	135	135	135	135	135	135	5
October 2015	91	43	34	34	34	34	24	14	0	0	143	143	143	143	143	143	143	143	87	1
October 2016	89	35	27	27	27	27	17	9	0	0	152	152	152	152	152	152	152	152	39	*
October 2017	87	28	20	20	20	20	12	5	0	0	161	161	161	161	161	161	161	161	18	*
October 2018	84	21	15	15	15	15	8	3	0	0	171	171	171	171	171	171	171	171	8	*
October 2019	82	15	11	11	11	11	5	1	0	0	182	182	182	182	182	182	182	182	4	*
October 2020	79	9	8	8	8	8	3	0	0	0	193	193	193	193	193	193	193	159	2	*
October 2021	76	5	5	5	5	5	1	0	0	0	205	205	205	205	205	205	205	107	1	*
October 2022	73	3	3	3	3	3	0	0	0	0	218	218	218	218	218	218	210	72	*	*
October 2023	69	2	2	2	2	2	0	0	0	0	231	231	231	231	231	231	152	48	*	*
October 2024	65	*	*	*	*	*	0	0	0	0	245	245	245	245	245	245	110	32	*	0
October 2025	61	0	0	0	0	0	0	0	0	0	261	198	198	198	198	198	79	21	*	0
October 2026	56	0	0	0	0	0	0	0	0	0	277	149	149	149	149	149	56	14	*	0
October 2027	51	0	0	0	0	0	0	0	0	0	294	112	112	112	112	112	40	9	*	0
October 2028	46	0	0	0	0	0	0	0	0	0	312	82	82	82	82	82	28	6	*	0
October 2029	40	0	0	0	0	0	0	0	0	0	331	60	60	60	60	60	19	4	*	0
October 2030	34	0	0	0	0	0	0	0	0	0	351	43	43	43	43	43	13	2	*	0
October 2031	27	0	0	0	0	0	0	0	0	0	373	30	30	30	30	30	8	1	*	0
October 2032	19	0	0	0	0	0	0	0	0	0	396	20	20	20	20	20	5	1	*	0
October 2033	11	0	0	0	0	0	0	0	0	0	421	12	12	12	12	12	3	*	*	0
October 2034	2	0	0	0	0	0	0	0	0	0	446	7	7	7	7	7	2	*	*	0
October 2035	0	0	0	0	0	0	0	0	0	0	3	3	3	3	3	3	1	*	*	0
October 2036	0	0	0	0	0	0	0	0	0	0	*	*	*	*	*	*	*	*	0	0
October 2037	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
October 2038	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
October 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)**	16.7	5.6	5.0	5.0	5.0	5.0	4.2	3.4	1.7	0.9	25.6	18.4	18.4	18.4	18.4	18.4	15.9	13.1	6.7	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	FC, SC, SD†, SE and SG Classes										CZ Class									
	PSA Prepayment Assumption										PSA Prepayment Assumption									
	0%	100%	125%	250%	260%	325%	400%	500%	900%	1300%	0%	100%	125%	250%	260%	325%	400%	500%	900%	1300%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
October 2010	100	100	100	76	74	65	51	32	0	0	106	106	106	106	106	0	0	0	0	0
October 2011	100	100	100	58	55	38	16	0	0	0	113	113	113	113	113	0	0	0	0	0
October 2012	99	99	99	45	41	20	0	0	0	0	120	120	120	120	120	0	0	0	0	0
October 2013	99	99	99	35	31	9	0	0	0	0	127	127	127	127	127	0	0	0	0	0
October 2014	99	99	99	29	25	2	0	0	0	0	135	135	135	135	135	0	0	0	0	0
October 2015	99	99	99	26	21	*	0	0	0	0	143	143	143	143	143	0	0	0	0	0
October 2016	98	98	98	24	19	*	0	0	0	0	152	152	152	152	152	0	0	0	0	0
October 2017	98	98	95	21	17	*	0	0	0	0	161	161	161	161	161	0	0	0	0	0
October 2018	98	98	90	19	15	*	0	0	0	0	171	171	171	171	171	0	0	0	0	0
October 2019	97	97	84	16	12	*	0	0	0	0	182	182	182	182	182	0	0	0	0	0
October 2020	97	97	78	13	9	*	0	0	0	0	193	193	193	193	193	0	0	0	0	0
October 2021	97	91	71	10	7	*	0	0	0	0	205	205	205	205	205	0	0	0	0	0
October 2022	96	84	64	7	5	*	0	0	0	0	218	218	218	218	218	0	0	0	0	0
October 2023	96	76	57	5	2	*	0	0	0	0	231	231	231	231	231	0	0	0	0	0
October 2024	95	68	50	2	*	*	0	0	0	0	245	245	245	245	245	0	0	0	0	0
October 2025	95	60	43	*	0	*	0	0	0	0	261	261	261	261	213	0	0	0	0	0
October 2026	94	52	36	0	0	*	0	0	0	0	277	277	277	215	175	0	0	0	0	0
October 2027	94	44	30	0	0	*	0	0	0	0	294	294	294	176	142	0	0	0	0	0
October 2028	93	36	23	0	0	*	0	0	0	0	312	312	312	141	114	0	0	0	0	0
October 2029	92	29	18	0	0	*	0	0	0	0	331	331	331	112	89	0	0	0	0	0
October 2030	92	22	12	0	0	*	0	0	0	0	351	351	351	86	69	0	0	0	0	0
October 2031	91	15	7	0	0	*	0	0	0	0	373	373	373	65	51	0	0	0	0	0
October 2032	90	8	1	0	0	*	0	0	0	0	396	396	396	47	37	0	0	0	0	0
October 2033	89	2	0	0	0	*	0	0	0	0	421	421	318	32	25	0	0	0	0	0
October 2034	88	0	0	0	0	*	0	0	0	0	446	312	206	19	15	0	0	0	0	0
October 2035	85	0	0	0	0	*	0	0	0	0	474	158	103	9	7	0	0	0	0	0
October 2036	62	0	0	0	0	*	0	0	0	0	503	12	8	1	*	0	0	0	0	0
October 2037	37	0	0	0	0	0	0	0	0	0	534	0	0	0	0	0	0	0	0	0
October 2038	10	0	0	0	0	0	0	0	0	0	567	0	0	0	0	0	0	0	0	0
October 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)**	26.3	17.2	15.0	4.4	3.8	1.8	1.2	0.8	0.3	0.2	29.7	25.7	25.1	20.0	19.3	0.1	0.1	0.1	0.1	0.1

Date	FJ, SJ† and IO† Classes										PA, PB and PI† Classes									
	PSA Prepayment Assumption										PSA Prepayment Assumption									
	0%	100%	140%	250%	320%	400%	500%	900%	1300%		0%	100%	140%	250%	320%	400%	500%	900%	1300%	
Initial Percent	100	100	100	100	100	100	100	100	100		100	100	100	100	100	100	100	100	100	
October 2010	99	93	90	84	80	75	69	45	22		99	90	87	87	87	87	87	63	30	
October 2011	98	86	82	70	63	56	48	21	5		98	80	74	74	74	74	66	29	6	
October 2012	98	79	73	59	50	42	33	9	1		97	71	63	63	63	58	46	13	1	
October 2013	97	73	66	49	40	31	23	4	*		95	63	53	53	53	44	31	6	*	
October 2014	95	68	59	41	32	23	15	2	*		94	55	43	43	43	32	21	2	0	
October 2015	94	62	53	34	25	17	11	1	*		92	47	35	35	35	24	15	1	0	
October 2016	93	57	48	28	20	13	7	*	*		90	40	27	27	27	18	10	*	0	
October 2017	92	52	43	23	16	10	5	*	*		88	34	22	22	22	13	7	*	0	
October 2018	90	48	38	19	12	7	3	*	*		86	27	17	17	17	10	4	0	0	
October 2019	89	44	34	16	10	5	2	*	*		84	21	13	13	13	7	3	0	0	
October 2020	87	40	30	13	8	4	2	*	*		82	16	10	10	10	5	2	0	0	
October 2021	85	36	26	11	6	3	1	*	0		79	11	8	8	8	4	1	0	0	
October 2022	83	33	23	9	5	2	1	*	0		76	6	6	6	6	3	1	0	0	
October 2023	81	29	20	7	4	1	*	*	0		73	5	5	5	5	2	*	0	0	
October 2024	78	26	18	6	3	1	*	*	0		69	3	3	3	3	1	*	0	0	
October 2025	75	23	15	5	2	1	*	*	0		65	3	3	3	3	1	0	0	0	
October 2026	72	20	13	4	2	1	*	*	0		61	2	2	2	2	*	0	0	0	
October 2027	69	18	11	3	1	*	*	*	0		57	1	1	1	1	*	0	0	0	
October 2028	66	15	9	2	1	*	*	*	0		52	1	1	1	1	*	0	0	0	
October 2029	62	13	8	2	1	*	*	*	0		47	*	*	*	*	0	0	0	0	
October 2030	58	11	6	1	*	*	*	*	0		41	*	*	*	*	0	0	0	0	
October 2031	53	9	5	1	*	*	*	*	0		35	*	*	*	*	0	0	0	0	
October 2032	49	7	4	1	*	*	*	0	0		28	0	0	0	0	0	0	0	0	
October 2033	43	5	3	*	*	*	*	0	0		21	0	0	0	0	0	0	0	0	
October 2034	37	3	2	*	*	*	*	0	0		12	0	0	0	0	0	0	0	0	
October 2035	31	2	1	*	*	*	*	0	0		4	0	0	0	0	0	0	0	0	
October 2036	24	*	*	*	*	*	*	0	0		0	0	0	0	0	0	0	0	0	
October 2037	17	0	0	0	0	0	0	0	0		0	0	0	0	0	0	0	0	0	
October 2038	9	0	0	0	0	0	0	0	0		0	0	0	0	0	0	0	0	0	
October 2039	0	0	0	0	0	0	0	0	0		0	0	0	0	0	0	0	0	0	
Weighted Average Life (years)**	20.8	10.1	8.3	5.4	4.3	3.4	2.7	1.3	0.7		17.8	6.3	5.2	5.2	5.2	4.3	3.5	1.7	0.9	

* 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	BZ Class									CA, FG, SM, SN†, CB, SQ and ST Classes								
	PSA Prepayment Assumption									PSA Prepayment Assumption								
	0%	100%	140%	250%	320%	400%	500%	900%	1300%	0%	100%	140%	250%	320%	400%	500%	900%	1300%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
October 2010	105	105	105	105	105	105	105	105	105	100	100	100	77	62	45	24	0	0
October 2011	111	111	111	111	111	111	111	111	111	100	100	100	60	36	10	0	0	0
October 2012	117	117	117	117	117	117	117	117	117	100	100	100	48	18	0	0	0	0
October 2013	123	123	123	123	123	123	123	123	123	100	100	100	39	7	0	0	0	0
October 2014	130	130	130	130	130	130	130	130	48	100	100	100	34	2	0	0	0	0
October 2015	137	137	137	137	137	137	137	137	10	100	100	100	32	*	0	0	0	0
October 2016	144	144	144	144	144	144	144	144	2	100	100	99	30	0	0	0	0	0
October 2017	152	152	152	152	152	152	152	152	*	100	100	96	28	0	0	0	0	0
October 2018	161	161	161	161	161	161	161	79	*	100	100	91	25	0	0	0	0	0
October 2019	169	169	169	169	169	169	169	35	*	100	100	86	23	0	0	0	0	0
October 2020	178	178	178	178	178	178	178	16	*	100	100	79	20	0	0	0	0	0
October 2021	188	188	188	188	188	188	188	7	*	100	100	73	17	0	0	0	0	0
October 2022	198	198	198	198	198	198	198	3	*	100	99	66	15	0	0	0	0	0
October 2023	209	209	209	209	209	209	209	1	*	100	91	60	13	0	0	0	0	0
October 2024	220	220	220	220	220	220	220	1	*	100	83	53	11	0	0	0	0	0
October 2025	232	232	232	232	232	232	212	*	*	100	75	47	9	0	0	0	0	0
October 2026	244	244	244	244	244	244	139	*	0	100	67	41	8	0	0	0	0	0
October 2027	258	258	258	258	258	258	90	*	0	100	59	36	6	0	0	0	0	0
October 2028	272	272	272	272	272	272	58	*	0	100	52	30	5	0	0	0	0	0
October 2029	286	286	286	286	286	191	37	*	0	100	44	26	4	0	0	0	0	0
October 2030	302	302	302	302	302	129	23	*	0	100	37	21	3	0	0	0	0	0
October 2031	318	318	318	318	318	85	14	*	0	100	31	17	2	0	0	0	0	0
October 2032	335	220	220	220	220	54	8	*	0	100	24	13	2	0	0	0	0	0
October 2033	353	140	140	140	140	32	4	*	0	100	18	9	1	0	0	0	0	0
October 2034	372	81	81	81	81	18	2	*	0	100	12	6	1	0	0	0	0	0
October 2035	392	37	37	37	37	8	1	*	0	100	7	3	*	0	0	0	0	0
October 2036	6	6	6	6	6	1	*	*	0	86	1	1	*	0	0	0	0	0
October 2037	0	0	0	0	0	0	0	0	0	60	0	0	0	0	0	0	0	0
October 2038	0	0	0	0	0	0	0	0	0	31	0	0	0	0	0	0	0	0
October 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average																		
Life (years)**	26.5	24.0	24.0	24.0	24.0	21.4	18.1	9.4	5.1	28.3	19.5	16.1	5.6	1.7	1.0	0.7	0.3	0.1

Date	AY Class					CY Class				
	PSA Prepayment Assumption					PSA Prepayment Assumption				
	0%	100%	260%	400%	600%	0%	100%	260%	400%	600%
Initial Percent	100	100	100	100	100	100	100	100	100	100
October 2010	95	91	86	82	76	100	100	100	100	100
October 2011	90	80	67	57	44	100	100	100	100	100
October 2012	85	68	50	36	19	100	100	100	100	100
October 2013	79	58	35	20	5	100	100	100	100	100
October 2014	73	48	24	9	0	100	100	100	100	73
October 2015	66	38	14	1	0	100	100	100	100	38
October 2016	59	30	7	0	0	100	100	100	70	18
October 2017	52	22	1	0	0	100	100	100	44	6
October 2018	44	14	0	0	0	100	100	73	25	0
October 2019	35	7	0	0	0	100	100	48	12	0
October 2020	26	1	0	0	0	100	100	28	3	0
October 2021	16	0	0	0	0	100	67	13	0	0
October 2022	6	0	0	0	0	100	31	1	0	0
October 2023	0	0	0	0	0	66	0	0	0	0
October 2024	0	0	0	0	0	0	0	0	0	0
Weighted Average										
Life (years)**	7.8	5.1	3.4	2.6	2.0	14.2	12.5	10.2	8.1	5.9

* 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	EY Class					BY Class					DY Class				
	PSA Prepayment Assumption					PSA Prepayment Assumption					PSA Prepayment Assumption				
	0%	100%	260%	400%	600%	0%	100%	260%	400%	600%	0%	100%	260%	400%	600%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
October 2010	100	100	100	100	100	100	100	100	100	100	96	92	88	84	79
October 2011	100	100	100	100	100	100	100	100	100	100	91	82	72	63	51
October 2012	100	100	100	100	100	100	100	100	100	100	87	72	57	45	30
October 2013	100	100	100	100	100	100	100	100	100	100	82	63	44	31	18
October 2014	100	100	100	100	100	100	100	100	100	75	76	55	34	21	10
October 2015	100	100	100	100	100	100	100	100	100	44	71	47	26	14	5
October 2016	100	100	100	100	100	100	100	100	73	25	65	39	19	9	2
October 2017	100	100	100	100	100	100	100	100	49	14	58	32	14	6	1
October 2018	100	100	100	100	88	100	100	75	32	8	51	26	10	3	0
October 2019	100	100	100	100	47	100	100	53	20	4	44	20	6	2	0
October 2020	100	100	100	100	23	100	100	35	12	2	36	14	4	*	0
October 2021	100	100	100	72	11	100	70	21	6	1	27	9	2	0	0
October 2022	100	100	100	31	4	100	37	10	3	*	19	4	*	0	0
October 2023	100	81	19	5	1	69	7	2	*	*	9	0	0	0	0
October 2024	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	15.0	14.1	13.7	12.6	10.3	14.3	12.7	10.5	8.5	6.3	8.6	6.1	4.3	3.3	2.5

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

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

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	250% PSA
2	250% PSA
3	260% 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 Morgan Stanley & Co. Incorporated (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. Cleary Gottlieb Steen & Hamilton 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								
SC	\$ 12,601,164	SE	\$ 12,601,164	TAC/AD	(3)	INV	31398FWV9	November 2039
SD	6,300,582(4)							
Recombination 2								
SC	12,601,164	SG	12,601,164	TAC/AD	(3)	INV	31398FWW7	November 2039
SD	12,601,164(4)							
Recombination 3								
FG	34,112,502	CB	39,797,919	SUP	6.0%	FIX	31398FWX5	November 2039
SM	5,685,417							
SN	23,878,751(4)							
Recombination 4								
SM	5,685,417	SQ	5,685,417	SUP	(3)	INV	31398FWY3	November 2039
SN	2,842,708(4)							
Recombination 5								
SM	5,685,417	ST	5,685,417	SUP	(3)	INV	31398FWZ0	November 2039
SN	5,685,417(4)							
Recombination 6								
CY	29,688,270	BY	32,568,098	SEQ	4.0	FIX	31398FXA4	November 2024
EY	2,879,828							
Recombination 7								
AY	191,443,780	DY	221,132,050	SEQ	4.0	FIX	31398FXB2	October 2024
CY	29,688,270							

- (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) For a description of these interest rates, see "Summary—Interest Rates" in this prospectus supplement.
- (4) Notional balances. These Classes are Interest Only Classes. See page S-8 for a description of how their notional balances are calculated.

Principal Balance Schedules

Aggregate Group I Planned Balances

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
Initial Balance	\$193,856,394.00	January 2014	\$100,100,581.55	April 2018	\$ 38,248,092.66
November 2009	191,695,351.56	February 2014	98,562,669.96	May 2018	37,476,673.67
December 2009	189,548,625.11	March 2014	97,035,022.83	June 2018	36,720,153.58
January 2010	187,416,121.62	April 2014	95,517,573.37	July 2018	35,978,251.98
February 2010	185,297,748.65	May 2014	94,010,255.23	August 2018	35,250,693.65
March 2010	183,193,414.38	June 2014	92,513,002.50	September 2018 . . .	34,537,208.45
April 2010	181,103,027.56	July 2014	91,025,749.69	October 2018	33,837,531.26
May 2010	179,026,497.55	August 2014	89,548,431.72	November 2018	33,151,401.89
June 2010	176,963,734.29	September 2014 . . .	88,080,983.96	December 2018	32,478,564.93
July 2010	174,914,648.31	October 2014	86,623,342.17	January 2019	31,818,769.74
August 2010	172,879,150.70	November 2014	85,175,442.55	February 2019	31,171,770.31
September 2010 . . .	170,857,153.15	December 2014	83,737,221.70	March 2019	30,537,325.19
October 2010	168,848,567.91	January 2015	82,308,616.63	April 2019	29,915,197.43
November 2010	166,853,307.80	February 2015	80,889,564.77	May 2019	29,305,154.45
December 2010	164,871,286.20	March 2015	79,480,003.94	June 2019	28,706,967.99
January 2011	162,902,417.07	April 2015	78,079,872.38	July 2019	28,120,414.04
February 2011	160,946,614.90	May 2015	76,689,108.72	August 2019	27,545,272.74
March 2011	159,003,794.76	June 2015	75,307,651.98	September 2019 . . .	26,981,328.31
April 2011	157,073,872.26	July 2015	73,935,441.59	October 2019	26,428,368.98
May 2011	155,156,763.55	August 2015	72,572,417.37	November 2019	25,886,186.92
June 2011	153,252,385.32	September 2015 . . .	71,218,519.53	December 2019	25,354,578.15
July 2011	151,360,654.83	October 2015	69,873,688.65	January 2020	24,833,342.48
August 2011	149,481,489.83	November 2015	68,537,865.72	February 2020	24,322,283.45
September 2011 . . .	147,614,808.65	December 2015	67,210,992.10	March 2020	23,821,208.26
October 2011	145,760,530.11	January 2016	65,893,009.53	April 2020	23,329,927.67
November 2011	143,918,573.59	February 2016	64,591,417.09	May 2020	22,848,255.98
December 2011	142,088,858.96	March 2016	63,314,658.53	June 2020	22,376,010.94
January 2012	140,271,306.63	April 2016	62,062,269.96	July 2020	21,913,013.70
February 2012	138,465,837.53	May 2016	60,833,796.07	August 2020	21,459,088.71
March 2012	136,672,373.08	June 2016	59,628,789.93	September 2020 . . .	21,014,063.73
April 2012	134,890,835.22	July 2016	58,446,812.86	October 2020	20,577,769.69
May 2012	133,121,146.41	August 2016	57,287,434.24	November 2020	20,150,040.68
June 2012	131,363,229.60	September 2016 . . .	56,150,231.43	December 2020	19,730,713.91
July 2012	129,617,008.22	October 2016	55,034,789.54	January 2021	19,319,629.58
August 2012	127,882,406.24	November 2016	53,940,701.37	February 2021	18,916,630.89
September 2012 . . .	126,159,348.09	December 2016	52,867,567.22	March 2021	18,521,563.97
October 2012	124,447,758.69	January 2017	51,814,994.75	April 2021	18,134,277.81
November 2012	122,747,563.46	February 2017	50,782,598.89	May 2021	17,754,624.20
December 2012	121,058,688.30	March 2017	49,770,001.64	June 2021	17,382,457.74
January 2013	119,381,059.59	April 2017	48,776,832.02	July 2021	17,017,635.70
February 2013	117,714,604.18	May 2017	47,802,725.87	August 2021	16,660,018.03
March 2013	116,059,249.40	June 2017	46,847,325.76	September 2021 . . .	16,309,467.31
April 2013	114,414,923.05	July 2017	45,910,280.88	October 2021	15,965,848.66
May 2013	112,781,553.41	August 2017	44,991,246.88	November 2021	15,629,029.74
June 2013	111,159,069.19	September 2017 . . .	44,089,885.79	December 2021	15,298,880.67
July 2013	109,547,399.60	October 2017	43,205,865.86	January 2022	14,975,274.00
August 2013	107,946,474.29	November 2017	42,338,861.51	February 2022	14,658,084.67
September 2013 . . .	106,356,223.37	December 2017	41,488,553.16	March 2022	14,347,189.96
October 2013	104,776,577.40	January 2018	40,654,627.13	April 2022	14,042,469.44
November 2013	103,207,467.39	February 2018	39,836,775.55	May 2022	13,743,804.93
December 2013	101,648,824.80	March 2018	39,034,696.25	June 2022	13,451,080.46

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>
July 2022	\$ 13,164,182.24	January 2027	\$ 3,869,359.94	July 2031	\$ 905,579.86
August 2022	12,882,998.61	February 2027	3,777,071.47	August 2031	877,722.88
September 2022 . . .	12,607,420.01	March 2027	3,686,723.87	September 2031 . . .	850,510.60
October 2022	12,337,338.90	April 2027	3,598,278.76	October 2031	823,929.63
November 2022	12,072,649.79	May 2027	3,511,698.53	November 2031	797,966.88
December 2022	11,813,249.15	June 2027	3,426,946.23	December 2031	772,609.48
January 2023	11,559,035.40	July 2027	3,343,985.67	January 2032	747,844.83
February 2023	11,309,908.86	August 2027	3,262,781.32	February 2032	723,660.59
March 2023	11,065,771.73	September 2027 . . .	3,183,298.34	March 2032	700,044.64
April 2023	10,826,528.03	October 2027	3,105,502.55	April 2032	676,985.12
May 2023	10,592,083.58	November 2027	3,029,360.44	May 2032	654,470.38
June 2023	10,362,346.00	December 2027	2,954,839.12	June 2032	632,489.01
July 2023	10,137,224.61	January 2028	2,881,906.34	July 2032	611,029.84
August 2023	9,916,630.44	February 2028	2,810,530.47	August 2032	590,081.91
September 2023 . . .	9,700,476.22	March 2028	2,740,680.50	September 2032 . . .	569,634.45
October 2023	9,488,676.29	April 2028	2,672,325.97	October 2032	549,676.95
November 2023	9,281,146.60	May 2028	2,605,437.06	November 2032	530,199.08
December 2023	9,077,804.72	June 2028	2,539,984.48	December 2032	511,190.71
January 2024	8,878,569.72	July 2028	2,475,939.53	January 2033	492,641.93
February 2024	8,683,362.23	August 2028	2,413,274.04	February 2033	474,543.01
March 2024	8,492,104.35	September 2028 . . .	2,351,960.40	March 2033	456,884.42
April 2024	8,304,719.68	October 2028	2,291,971.52	April 2033	439,656.82
May 2024	8,121,133.22	November 2028	2,233,280.84	May 2033	422,851.05
June 2024	7,941,271.41	December 2028	2,175,862.29	June 2033	406,458.14
July 2024	7,765,062.07	January 2029	2,119,690.33	July 2033	390,469.30
August 2024	7,592,434.38	February 2029	2,064,739.89	August 2033	374,875.89
September 2024 . . .	7,423,318.85	March 2029	2,010,986.41	September 2033 . . .	359,669.48
October 2024	7,257,647.33	April 2029	1,958,405.76	October 2033	344,841.79
November 2024	7,095,352.91	May 2029	1,906,974.33	November 2033	330,384.69
December 2024	6,936,369.99	June 2029	1,856,668.92	December 2033	316,290.24
January 2025	6,780,634.17	July 2029	1,807,466.80	January 2034	302,550.64
February 2025	6,628,082.29	August 2029	1,759,345.67	February 2034	289,158.25
March 2025	6,478,652.39	September 2029 . . .	1,712,283.68	March 2034	276,105.59
April 2025	6,332,283.66	October 2029	1,666,259.38	April 2034	263,385.32
May 2025	6,188,916.46	November 2029	1,621,251.74	May 2034	250,990.25
June 2025	6,048,492.26	December 2029	1,577,240.15	June 2034	238,913.34
July 2025	5,910,953.65	January 2030	1,534,204.39	July 2034	227,147.69
August 2025	5,776,244.31	February 2030	1,492,124.63	August 2034	215,686.53
September 2025 . . .	5,644,308.98	March 2030	1,450,981.42	September 2034 . . .	204,523.23
October 2025	5,515,093.44	April 2030	1,410,755.71	October 2034	193,651.30
November 2025	5,388,544.52	May 2030	1,371,428.80	November 2034	183,064.38
December 2025	5,264,610.04	June 2030	1,332,982.35	December 2034	172,756.23
January 2026	5,143,238.81	July 2030	1,295,398.39	January 2035	162,720.73
February 2026	5,024,380.63	August 2030	1,258,659.29	February 2035	152,951.91
March 2026	4,907,986.22	September 2030 . . .	1,222,747.78	March 2035	143,443.90
April 2026	4,794,007.28	October 2030	1,187,646.89	April 2035	134,190.95
May 2026	4,682,396.38	November 2030	1,153,340.03	May 2035	125,187.44
June 2026	4,573,107.03	December 2030	1,119,810.89	June 2035	116,427.84
July 2026	4,466,093.60	January 2031	1,087,043.50	July 2035	107,906.75
August 2026	4,361,311.34	February 2031	1,055,022.19	August 2035	99,618.88
September 2026 . . .	4,258,716.34	March 2031	1,023,731.62	September 2035 . . .	91,559.05
October 2026	4,158,265.55	April 2031	993,156.72	October 2035	83,722.16
November 2026	4,059,916.72	May 2031	963,282.73	November 2035	76,103.24
December 2026	3,963,628.40	June 2031	934,095.17	December 2035	68,697.43

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>
January 2036	\$ 61,499.93	May 2036	\$ 34,700.99	September 2036 . . .	\$ 10,877.63
February 2036	54,506.07	June 2036	28,476.79	October 2036	5,355.56
March 2036	47,711.28	July 2036	22,434.24	November 2036 and thereafter	0.00
April 2036	41,111.05	August 2036	16,569.20		

Aggregate Group II Targeted Balances

<u>Distribution Date</u>	<u>Targeted Balance</u>	<u>Distribution Date</u>	<u>Targeted Balance</u>	<u>Distribution Date</u>	<u>Targeted Balance</u>
Initial Balance	\$88,208,144.00	August 2013	\$28,476,412.07	June 2017	\$15,837,992.25
November 2009	86,041,717.22	September 2013	27,871,577.24	July 2017	15,665,726.46
December 2009	83,924,125.87	October 2013	27,288,404.25	August 2017	15,491,792.79
January 2010	81,854,552.06	November 2013	26,726,491.87	September 2017	15,316,287.17
February 2010	79,832,190.26	December 2013	26,185,445.17	October 2017	15,139,302.75
March 2010	77,856,247.13	January 2014	25,664,875.35	November 2017	14,960,929.96
April 2010	75,925,941.38	February 2014	25,164,399.79	December 2017	14,781,256.60
May 2010	74,040,503.54	March 2014	24,683,641.78	January 2018	14,600,367.91
June 2010	72,199,175.79	April 2014	24,222,230.60	February 2018	14,418,346.59
July 2010	70,401,211.84	May 2014	23,779,801.32	March 2018	14,235,272.88
August 2010	68,645,876.74	June 2014	23,355,994.76	April 2018	14,051,224.61
September 2010	66,932,446.68	July 2014	22,950,457.38	May 2018	13,866,277.28
October 2010	65,260,208.87	August 2014	22,562,841.25	June 2018	13,680,504.11
November 2010	63,628,461.36	September 2014	22,192,803.89	July 2018	13,493,976.05
December 2010	62,036,512.89	October 2014	21,840,008.26	August 2018	13,306,761.89
January 2011	60,483,682.73	November 2014	21,504,122.63	September 2018	13,118,928.31
February 2011	58,969,300.52	December 2014	21,184,820.52	October 2018	12,930,539.87
March 2011	57,492,706.14	January 2015	20,881,780.64	November 2018	12,741,659.12
April 2011	56,053,249.52	February 2015	20,594,686.77	December 2018	12,552,346.65
May 2011	54,650,290.55	March 2015	20,323,227.72	January 2019	12,362,661.08
June 2011	53,283,198.90	April 2015	20,067,097.25	February 2019	12,172,659.18
July 2011	51,951,353.84	May 2015	19,825,993.97	March 2019	11,982,395.85
August 2011	50,654,144.20	June 2015	19,599,621.33	April 2019	11,791,924.21
September 2011	49,390,968.13	July 2015	19,387,687.47	May 2019	11,601,295.62
October 2011	48,161,233.02	August 2015	19,189,905.20	June 2019	11,410,559.76
November 2011	46,964,355.35	September 2015	19,005,991.90	July 2019	11,219,764.60
December 2011	45,799,760.54	October 2015	18,835,669.51	August 2019	11,028,956.51
January 2012	44,666,882.86	November 2015	18,678,664.39	September 2019	10,838,180.28
February 2012	43,565,165.25	December 2015	18,534,707.29	October 2019	10,647,479.14
March 2012	42,494,059.25	January 2016	18,403,533.28	November 2019	10,456,894.80
April 2012	41,453,024.82	February 2016	18,277,324.73	December 2019	10,266,467.53
May 2012	40,441,530.23	March 2016	18,147,323.91	January 2020	10,076,236.16
June 2012	39,459,051.98	April 2016	18,013,685.23	February 2020	9,886,238.09
July 2012	38,505,074.63	May 2016	17,876,558.94	March 2020	9,696,509.39
August 2012	37,579,090.68	June 2016	17,736,091.32	April 2020	9,507,084.80
September 2012	36,680,600.49	July 2016	17,592,424.67	May 2020	9,317,997.74
October 2012	35,809,112.17	August 2016	17,445,697.52	June 2020	9,129,280.39
November 2012	34,964,141.41	September 2016	17,296,044.58	July 2020	8,940,963.68
December 2012	34,145,211.39	October 2016	17,143,596.97	August 2020	8,753,077.39
January 2013	33,351,852.73	November 2016	16,988,482.16	September 2020	8,565,650.05
February 2013	32,583,603.28	December 2016	16,830,824.16	October 2020	8,378,709.12
March 2013	31,840,008.11	January 2017	16,670,743.56	November 2020	8,192,280.94
April 2013	31,120,619.32	February 2017	16,508,357.58	December 2020	8,006,390.73
May 2013	30,424,996.00	March 2017	16,343,780.24	January 2021	7,821,062.70
June 2013	29,752,704.10	April 2017	16,177,122.28	February 2021	7,636,320.03
July 2013	29,103,316.34	May 2017	16,008,491.41	March 2021	7,452,184.87

Aggregate Group II (Continued)

<u>Distribution Date</u>	<u>Targeted Balance</u>	<u>Distribution Date</u>	<u>Targeted Balance</u>	<u>Distribution Date</u>	<u>Targeted Balance</u>
April 2021	\$ 7,268,678.43	August 2022	\$ 4,431,988.16	December 2023	\$ 1,813,014.48
May 2021	7,085,820.98	September 2022	4,261,587.10	January 2024	1,657,097.76
June 2021	6,903,631.82	October 2022	4,092,056.69	February 2024	1,502,104.94
July 2021	6,722,129.40	November 2022	3,923,403.90	March 2024	1,348,035.82
August 2021	6,541,331.30	December 2022	3,755,635.19	April 2024	1,194,889.85
September 2021	6,361,254.20	January 2023	3,588,756.42	May 2024	1,042,666.17
October 2021	6,181,914.00	February 2023	3,422,772.97	June 2024	891,363.57
November 2021	6,003,325.78	March 2023	3,257,689.69	July 2024	740,980.57
December 2021	5,825,503.85	April 2023	3,093,510.93	August 2024	591,515.34
January 2022	5,648,461.73	May 2023	2,930,240.58	September 2024	442,965.81
February 2022	5,472,212.22	June 2023	2,767,882.03	October 2024	295,329.59
March 2022	5,296,767.40	July 2023	2,606,438.26	November 2024	148,604.06
April 2022	5,122,138.62	August 2023	2,445,911.79	December 2024	2,786.30
May 2022	4,948,336.60	September 2023	2,286,304.68	January 2025 and thereafter	0.00
June 2022	4,775,371.37	October 2023	2,127,618.64		
July 2022	4,603,252.30	November 2023	1,969,854.95		

Aggregate Group III Planned Balances

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
Initial Balance	\$197,471,585.00	August 2012	\$128,056,059.73	June 2015	\$ 74,473,071.84
November 2009	195,164,405.39	September 2012	126,273,504.63	July 2015	73,098,622.11
December 2009	192,874,607.96	October 2012	124,504,474.05	August 2015	71,734,690.32
January 2010	190,602,065.01	November 2012	122,748,868.46	September 2015	70,381,198.88
February 2010	188,346,649.75	December 2012	121,006,589.04	October 2015	69,038,070.79
March 2010	186,108,236.33	January 2013	119,277,537.69	November 2015	67,705,229.60
April 2010	183,886,699.80	February 2013	117,561,617.03	December 2015	66,390,917.57
May 2010	181,681,916.15	March 2013	115,858,730.41	January 2016	65,101,247.60
June 2010	179,493,762.25	April 2013	114,168,781.85	February 2016	63,835,767.40
July 2010	177,322,115.89	May 2013	112,491,676.10	March 2016	62,594,032.82
August 2010	175,166,855.73	June 2013	110,827,318.59	April 2016	61,375,607.81
September 2010	173,027,861.34	July 2013	109,175,615.46	May 2016	60,180,064.17
October 2010	170,905,013.14	August 2013	107,536,473.50	June 2016	59,006,981.50
November 2010	168,798,192.45	September 2013	105,909,800.22	July 2016	57,855,946.98
December 2010	166,707,281.46	October 2013	104,295,503.78	August 2016	56,726,555.29
January 2011	164,632,163.18	November 2013	102,693,493.03	September 2016	55,618,408.47
February 2011	162,572,721.52	December 2013	101,103,677.46	October 2016	54,531,115.75
March 2011	160,528,841.21	January 2014	99,525,967.25	November 2016	53,464,293.45
April 2011	158,500,407.84	February 2014	97,960,273.23	December 2016	52,417,564.86
May 2011	156,487,307.82	March 2014	96,406,506.85	January 2017	51,390,560.10
June 2011	154,489,428.39	April 2014	94,864,580.25	February 2017	50,382,915.99
July 2011	152,506,657.64	May 2014	93,334,406.19	March 2017	49,394,275.95
August 2011	150,538,884.43	June 2014	91,815,898.07	April 2017	48,424,289.87
September 2011	148,585,998.47	July 2014	90,308,969.92	May 2017	47,472,613.99
October 2011	146,647,890.27	August 2014	88,813,536.41	June 2017	46,538,910.80
November 2011	144,724,451.12	September 2014	87,329,512.82	July 2017	45,622,848.90
December 2011	142,815,573.13	October 2014	85,856,815.05	August 2017	44,724,102.93
January 2012	140,921,149.17	November 2014	84,395,359.63	September 2017	43,842,353.43
February 2012	139,041,072.92	December 2014	82,945,063.68	October 2017	42,977,286.75
March 2012	137,175,238.82	January 2015	81,505,844.93	November 2017	42,128,594.92
April 2012	135,323,542.08	February 2015	80,077,621.73	December 2017	41,295,975.58
May 2012	133,485,878.69	March 2015	78,660,313.00	January 2018	40,479,131.89
June 2012	131,662,145.38	April 2015	77,253,838.27	February 2018	39,677,772.36
July 2012	129,852,239.64	May 2015	75,858,117.65	March 2018	38,891,610.84

Aggregate Group III (Continued)

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
April 2018	\$ 38,120,366.37	November 2022	\$ 12,258,847.55	June 2027	\$ 3,554,719.45
May 2018	37,363,763.09	December 2022	11,999,709.00	July 2027	3,470,182.89
June 2018	36,621,530.17	January 2023	11,745,664.66	August 2027	3,387,404.19
July 2018	35,893,401.72	February 2023	11,496,618.32	September 2027	3,306,349.11
August 2018	35,179,116.68	March 2023	11,252,475.52	October 2027	3,226,984.02
September 2018	34,478,418.72	April 2023	11,013,143.57	November 2027	3,149,275.94
October 2018	33,791,056.22	May 2023	10,778,531.46	December 2027	3,073,192.52
November 2018	33,116,782.12	June 2023	10,548,549.89	January 2028	2,998,701.99
December 2018	32,455,353.85	July 2023	10,323,111.18	February 2028	2,925,773.20
January 2019	31,806,533.28	August 2023	10,102,129.29	March 2028	2,854,375.58
February 2019	31,170,086.62	September 2023	9,885,519.77	April 2028	2,784,479.14
March 2019	30,545,784.32	October 2023	9,673,199.71	May 2028	2,716,054.46
April 2019	29,933,401.03	November 2023	9,465,087.76	June 2028	2,649,072.65
May 2019	29,332,715.51	December 2023	9,261,104.04	July 2028	2,583,505.38
June 2019	28,743,510.56	January 2024	9,061,170.18	August 2028	2,519,324.88
July 2019	28,165,572.92	February 2024	8,865,209.24	September 2028	2,456,503.86
August 2019	27,598,693.26	March 2024	8,673,145.72	October 2028	2,395,015.57
September 2019	27,042,666.02	April 2024	8,484,905.50	November 2028	2,334,833.77
October 2019	26,497,289.44	May 2024	8,300,415.84	December 2028	2,275,932.71
November 2019	25,962,365.42	June 2024	8,119,605.34	January 2029	2,218,287.11
December 2019	25,437,699.47	July 2024	7,942,403.95	February 2029	2,161,872.20
January 2020	24,923,100.68	August 2024	7,768,742.89	March 2029	2,106,663.65
February 2020	24,418,381.59	September 2024	7,598,554.66	April 2029	2,052,637.61
March 2020	23,923,358.21	October 2024	7,431,773.02	May 2029	1,999,770.68
April 2020	23,437,849.88	November 2024	7,268,332.95	June 2029	1,948,039.89
May 2020	22,961,679.26	December 2024	7,108,170.65	July 2029	1,897,422.72
June 2020	22,494,672.24	January 2025	6,951,223.48	August 2029	1,847,897.08
July 2020	22,036,657.91	February 2025	6,797,430.00	September 2029	1,799,441.28
August 2020	21,587,468.46	March 2025	6,646,729.88	October 2029	1,752,034.07
September 2020	21,146,939.19	April 2025	6,499,063.92	November 2029	1,705,654.57
October 2020	20,714,908.38	May 2025	6,354,374.03	December 2029	1,660,282.32
November 2020	20,291,217.29	June 2025	6,212,603.18	January 2030	1,615,897.25
December 2020	19,875,710.09	July 2025	6,073,695.43	February 2030	1,572,479.67
January 2021	19,468,233.78	August 2025	5,937,595.84	March 2030	1,530,010.26
February 2021	19,068,638.18	September 2025	5,804,250.54	April 2030	1,488,470.06
March 2021	18,676,775.87	October 2025	5,673,606.63	May 2030	1,447,840.49
April 2021	18,292,502.12	November 2025	5,545,612.20	June 2030	1,408,103.32
May 2021	17,915,674.86	December 2025	5,420,216.33	July 2030	1,369,240.66
June 2021	17,546,154.61	January 2026	5,297,369.01	August 2030	1,331,234.97
July 2021	17,183,804.47	February 2026	5,177,021.20	September 2030	1,294,069.03
August 2021	16,828,490.04	March 2026	5,059,124.75	October 2030	1,257,725.97
September 2021	16,480,079.39	April 2026	4,943,632.42	November 2030	1,222,189.22
October 2021	16,138,443.00	May 2026	4,830,497.86	December 2030	1,187,442.56
November 2021	15,803,453.76	June 2026	4,719,675.56	January 2031	1,153,470.05
December 2021	15,474,986.85	July 2026	4,611,120.88	February 2031	1,120,256.07
January 2022	15,152,919.79	August 2026	4,504,790.02	March 2031	1,087,785.29
February 2022	14,837,132.30	September 2026	4,400,639.97	April 2031	1,056,042.69
March 2022	14,527,506.36	October 2026	4,298,628.55	May 2031	1,025,013.51
April 2022	14,223,926.09	November 2026	4,198,714.38	June 2031	994,683.31
May 2022	13,926,277.75	December 2026	4,100,856.81	July 2031	965,037.90
June 2022	13,634,449.68	January 2027	4,005,015.99	August 2031	936,063.37
July 2022	13,348,332.30	February 2027	3,911,152.80	September 2031	907,746.09
August 2022	13,067,818.03	March 2027	3,819,228.87	October 2031	880,072.67
September 2022	12,792,801.26	April 2027	3,729,206.52	November 2031	853,030.00
October 2022	12,523,178.35	May 2027	3,641,048.80	December 2031	826,605.21

Aggregate Group III (Continued)

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
January 2032	\$ 800,785.68	October 2033.	\$ 378,447.54	July 2035	\$ 127,132.61
February 2032.	775,559.03	November 2033	363,199.05	August 2035	118,270.29
March 2032	750,913.13	December 2033	348,324.42	September 2035 . . .	109,645.31
April 2032	726,836.08	January 2034	333,815.77	October 2035.	101,252.50
May 2032	703,316.20	February 2034.	319,665.39	November 2035	93,086.78
June 2032.	680,342.05	March 2034	305,865.69	December 2035	85,143.18
July 2032	657,902.40	April 2034	292,409.26	January 2036	77,416.82
August 2032	635,986.25	May 2034	279,288.82	February 2036.	69,902.93
September 2032 . . .	614,582.81	June 2034.	266,497.24	March 2036	62,596.84
October 2032.	593,681.48	July 2034	254,027.54	April 2036	55,493.95
November 2032	573,271.89	August 2034	241,872.85	May 2036	48,589.77
December 2032	553,343.87	September 2034 . . .	230,026.45	June 2036.	41,879.91
January 2033	533,887.44	October 2034.	218,481.77	July 2036	35,360.04
February 2033.	514,892.80	November 2034	207,232.35	August 2036	29,025.94
March 2033	496,350.37	December 2034	196,271.86	September 2036 . . .	22,873.46
April 2033	478,250.74	January 2035	185,594.09	October 2036.	16,898.56
May 2033	460,584.68	February 2035.	175,192.97	November 2036	11,097.25
June 2033.	443,343.14	March 2035	165,062.54	December 2036	5,465.63
July 2033	426,517.27	April 2035	155,196.96	January 2037 and thereafter	0.00
August 2033	410,098.37	May 2035	145,590.49		
September 2033 . . .	394,077.91	June 2035.	136,237.54		

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.

TABLE OF CONTENTS

	<i>Page</i>
<i>Table of Contents</i>	<i>S- 2</i>
<i>Available Information</i>	<i>S- 3</i>
<i>Recent Developments</i>	<i>S- 4</i>
<i>Summary</i>	<i>S- 6</i>
<i>Description of the Certificates</i>	<i>S- 9</i>
<i>Certain Additional Federal Income Tax Consequences</i>	<i>S-22</i>
<i>Plan of Distribution</i>	<i>S-24</i>
<i>Legal Matters</i>	<i>S-24</i>
<i>Schedule 1</i>	<i>A- 1</i>
<i>Principal Balance Schedules</i>	<i>B- 1</i>

\$884,011,878



**Guaranteed REMIC
Pass-Through Certificates
Fannie Mae REMIC Trust 2009-95**

PROSPECTUS SUPPLEMENT

MORGAN STANLEY

October 22, 2009
