

\$670,249,118



FannieMae®

**Guaranteed REMIC Pass-Through Certificates
Fannie Mae REMIC Trust 2009-97**

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, 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.

<i>Class</i>	<i>Group</i>	<i>Original Class Balance</i>	<i>Principal Type(1)</i>	<i>Interest Rate</i>	<i>Interest Type(1)</i>	<i>CUSIP Number</i>	<i>Final Distribution Date</i>
FB	1	\$106,249,118	PT	(2)	FLT	31398FUB5	November 2039
SB	1	106,249,118(3)	NTL	(2)	INV/IO	31398FUC3	November 2039
PO(4)	2	164,992,000	PAC	0.0%	PO	31398FUD1	November 2039
FI(4)	2	117,851,428(3)	NTL	(2)	FLT/IO	31398FUE9	November 2039
SG(4)	2	117,851,428(3)	NTL	(2)	INV/IO	31398FUF6	November 2039
PL	2	200,000	PAC	5.0	FIX	31398FUG4	November 2039
FM	2	24,862,857	SUP	(2)	FLT	31398FUH2	November 2039
SN(4)	2	9,945,143	SUP	(2)	INV	31398FUJ8	November 2039
SI(4)	2	7,458,856(3)	NTL	(2)	INV/IO	31398FUK5	November 2039
FA	2	100,000,000	PT	(2)	FLT	31398FUL3	November 2039
SA	2	100,000,000(3)	NTL	(2)	INV/IO	31398FUM1	November 2039
FD	2	100,000,000	PT	(2)	FLT	31398FUN9	November 2039
SD	2	100,000,000(3)	NTL	(2)	INV/IO	31398FUP4	November 2039
AB(4)	3	87,354,667	SEQ	3.0	FIX	31398FUQ2	July 2027
FT(4)	3	43,677,333	SEQ	(2)	FLT	31398FUR0	July 2027
ST(4)	3	43,677,333(3)	NTL	(2)	INV/IO	31398FUS8	July 2027
AY	3	32,968,000	SEQ	4.5	FIX	31398FUT6	November 2029
R		0	NPR	0	NPR	31398FUU3	November 2039
RL		0	NPR	0	NPR	31398FUV1	November 2039

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

(2) Based on LIBOR.

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

(4) Exchangeable classes.

If you own certificates of certain classes, you can exchange them for certificates of the corresponding RCR classes to be delivered at the time of exchange. The SM, PI, FG, PA, PG, AC, AD, AE, AI, AG and AO 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.



Deutsche Bank Securities

The date of this Prospectus Supplement is October 23, 2009

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AVAILABLE INFORMATION

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

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

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

The MBS Prospectus is incorporated by reference in this prospectus supplement. This means that we are disclosing information in that document by referring you to it. That document is considered part of this prospectus supplement, so you should read this prospectus supplement, and any applicable supplements or amendments, together with that document.

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

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

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

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

Deutsche Bank Securities Inc.
Syndicate Operations
60 Wall Street
New York, New York 10005
(telephone 212-469-5000).

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	\$106,249,118	7.00%	7.25% to 9.50%	241 to 360
Group 2 MBS	\$400,000,000	6.00%	6.25% to 8.50%	241 to 360
Group 3 MBS	\$164,000,000	4.50%	4.75% to 7.00%	181 to 240

Assumed Characteristics of the Underlying Mortgage Loans

	<u>Principal Balance</u>	<u>Original Term to Maturity (in months)</u>	<u>Remaining Term to Maturity (in months)</u>	<u>Loan Age (in months)</u>	<u>Interest Rate</u>
Group 1 MBS	\$106,249,118	360	345	12	7.389%
Group 2 MBS	\$400,000,000	360	318	39	6.516%
Group 3 MBS	\$164,000,000	240	233	7	4.960%

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>
FB	1.09563%	7.000%	0.85%	LIBOR + 85 basis points
SB	5.90437%	6.150%	0.00%	6.15% – LIBOR
FI	0.95000%	7.000%	0.70%	LIBOR + 70 basis points
SG	6.05000%	6.300%	0.00%	6.30% – LIBOR
FM	1.55000%	7.000%	1.30%	LIBOR + 130 basis points
SN	9.53750%	9.975%	0.00%	9.975% – (1.75 × LIBOR)
SI	5.45000%	5.700%	0.00%	5.70% – LIBOR
FA	1.20000%	7.000%	0.95%	LIBOR + 95 basis points
SA	5.80000%	6.050%	0.00%	6.05% – LIBOR
FD	1.05000%	7.000%	0.80%	LIBOR + 80 basis points
SD	5.95000%	6.200%	0.00%	6.20% – LIBOR
FT	0.75000%	7.500%	0.50%	LIBOR + 50 basis points
ST	6.75000%	7.000%	0.00%	7.00% – LIBOR
SM	13.62500%	14.250%	0.00%	14.25% – (2.49999995 × LIBOR)
FG	0.95000%	7.000%	0.70%	LIBOR + 70 basis points

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

Notional Classes

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

<u>Class</u>	
SB	100% of the FB Class
FI	71.4285710822% of the PO Class
SG	71.4285710822% of the PO Class
SI	74.9999874311% of the SN Class
SA	100% of the FA Class
SD	100% of the FD Class
PI	83.3333325252% of the PO Class
ST	100% of the FT Class
AI	33.3333329517% of the AB Class

Distributions of Principal

For a description of the principal payment priorities, see “Description of the Certificates—Distributions of Principal” in this prospectus supplement.

Weighted Average Lives (years)*

<u>Group 1 Classes</u>	<u>PSA Prepayment Assumption</u>						
	<u>0%</u>	<u>100%</u>	<u>250%</u>	<u>492%</u>	<u>750%</u>	<u>1000%</u>	<u>1300%</u>
FB and SB.	21.3	10.9	5.9	3.2	2.1	1.6	1.2

<u>Group 2 Classes</u>	<u>PSA Prepayment Assumption</u>							
	<u>0%</u>	<u>100%</u>	<u>200%</u>	<u>275%</u>	<u>325%</u>	<u>600%</u>	<u>950%</u>	<u>1300%</u>
PO, FI, SG, PI, FG, PA and PG	19.0	7.4	4.8	4.8	4.8	2.6	1.4	0.8
PL	28.0	25.1	25.1	25.1	25.1	16.5	9.2	5.2
FM, SN, SI and SM	29.0	21.6	14.2	5.6	1.5	0.3	0.2	0.1
FA, SA, FD and SD	20.8	9.9	6.4	4.9	4.2	2.2	1.2	0.7

<u>Group 3 Classes</u>	<u>PSA Prepayment Assumption</u>				
	<u>0%</u>	<u>100%</u>	<u>259%</u>	<u>425%</u>	<u>600%</u>
AB, FT, ST, AC, AD, AE, AI, AG and AO	10.6	5.9	3.5	2.4	1.9
AY	18.9	16.1	11.6	8.2	6.1

* 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, Principal 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 20 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 on a Distribution Date will consist of one month’s interest on the outstanding balance of that Certificate immediately prior to that Distribution Date.

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.

The Dealer will treat the Principal Only Classes as delay Classes solely for the purpose of facilitating trading.

Distributions of Principal

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

- *Group 1*

The Group 1 Principal Distribution Amount to FB until retired.

} Pass-Through Class

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

- *Group 2*

The Group 2 Principal Distribution Amount as follows:

— 50% as follows:

first, to the Aggregate Group to its Planned Balance;

} PAC Group

second, to FM and SN, pro rata, until retired; and

} Support Classes

third, to the Aggregate Group to zero.

} PAC Group

— 50% to FA and FD, pro rata, until retired.

} Pass-Through Classes

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

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

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

- *Group 3*

The Group 3 Principal Distribution Amount in the following priority:

1. To AB and FT, pro rata, until retired.

2. To AY 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 Schedule. The Principal Balance Schedule for the Aggregate Group is set forth beginning on page B-1 of this prospectus supplement. The Principal Balance Schedule was prepared based on the Pricing Assumptions and the assumption that the related Mortgage Loans prepay at a *constant* rate within the “Structuring Range” specified in the chart below. The “Effective Range” for the Aggregate Group is the range of prepayment rates (measured by *constant* PSA rates) that would reduce the 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 Group. 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 Aggregate Group schedule). If such separate schedules had been provided for the individual Classes included in the Aggregate Group, we expect that the effective ranges for these Classes would not be narrower than that shown below for the Aggregate Group.

<u>Group</u>	<u>Structuring Range</u>	<u>Initial Effective Range</u>
Aggregate Group Planned Balances	Between 200% and 325% PSA	Between 200% and 325% PSA

The Aggregate Group consists of the following Classes:

Aggregate Group PO and PL

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

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

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

- We will distribute any excess of principal distributions over the amount necessary to reduce the Aggregate Group to its scheduled balance in any month. As a result, the likelihood of reducing the Aggregate Group to its scheduled balance each month will not be improved by the averaging of high and low principal distributions from month to month.
- Even if the related Mortgage Loans prepay at rates falling within the Structuring Range or the Effective Range, principal distributions may be insufficient to reduce the Aggregate Group to its scheduled balance each month if prepayments do not occur at a *constant* PSA rate.
- The actual Effective Range 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 Range will likely differ from the Initial Effective Range specified above. For the same reason, the Aggregate Group might not be reduced to its scheduled balance each month even if the related Mortgage Loans prepay at a *constant* PSA rate within the Initial Effective Range. This is so particularly if the rate falls at the lower or higher end of the range.
- The actual Effective Range may narrow, widen or shift upward or downward to reflect actual prepayment experience over time.
- The principal payment stability of the Aggregate Group will be supported by two other Classes. When the supporting Classes are retired, the Aggregate Group, 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 Inverse Floating Rate Classes and the FI Class. **The yields on the Inverse Floating Rate Classes and the FI Class 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 SB, FI, SG, SI, SA, SD, ST and SM Classes would lose money on their initial investments under certain Index and prepayment scenarios.**

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

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

- the interest rates for the Inverse Floating Rate Classes and the FI Class 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>Classes</u>	<u>Price*</u>
SB	8.625%
FI	13.500%
SG	13.500%
SN	99.250%
SI	3.000%
SA	8.875%
SD	9.125%
ST	10.000%
SM	101.500%

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption</u>						
	<u>50%</u>	<u>100%</u>	<u>250%</u>	<u>492%</u>	<u>750%</u>	<u>1000%</u>	<u>1300%</u>
0.12500%	76.0%	72.8%	63.0%	46.3%	27.0%	6.6%	(21.2)%
0.24563%	74.3%	71.1%	61.3%	44.6%	25.3%	4.9%	(22.9)%
2.24563%	46.0%	42.9%	33.3%	17.0%	(2.0)%	(22.3)%	(50.2)%
4.24563%	19.1%	16.1%	6.7%	(9.5)%	(28.4)%	(49.0)%	(78.0)%
6.15000%	*	*	*	*	*	*	*

**Sensitivity of the FI 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>200%</u>	<u>275%</u>	<u>325%</u>	<u>600%</u>	<u>950%</u>	<u>1300%</u>
0.125%	(5.7)%	(11.7)%	(19.0)%	(19.0)%	(19.0)%	(42.2)%	(79.8)%	*
0.250%	(4.1)%	(9.9)%	(17.6)%	(17.6)%	(17.6)%	(40.5)%	(77.8)%	*
2.250%	15.1%	10.2%	0.7%	0.7%	0.7%	(20.4)%	(56.0)%	*
4.250%	31.7%	26.9%	16.9%	16.9%	16.9%	(3.7)%	(39.6)%	(89.4)%
6.300%	48.7%	43.9%	33.5%	33.5%	33.5%	13.3%	(23.9)%	(75.8)%

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

LIBOR	PSA Prepayment Assumption							
	50%	100%	200%	275%	325%	600%	950%	1300%
0.125%	43.2%	38.3%	28.1%	28.1%	28.1%	7.8%	(28.9)%	(80.0)%
0.250%	42.1%	37.3%	27.0%	27.0%	27.0%	6.7%	(29.9)%	(80.8)%
2.250%	25.1%	20.3%	10.5%	10.5%	10.5%	(10.2)%	(45.8)%	(94.8)%
4.250%	7.8%	2.6%	(6.4)%	(6.4)%	(6.4)%	(28.0)%	(63.8)%	*
6.300%	*	*	*	*	*	*	*	*

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

LIBOR	PSA Prepayment Assumption							
	50%	100%	200%	275%	325%	600%	950%	1300%
0.125%	10.0%	10.0%	10.1%	10.2%	10.5%	12.3%	14.8%	17.8%
0.250%	9.8%	9.8%	9.8%	10.0%	10.3%	12.1%	14.6%	17.7%
2.250%	6.2%	6.2%	6.2%	6.4%	6.8%	9.2%	12.5%	16.5%
4.250%	2.6%	2.6%	2.7%	2.8%	3.4%	6.3%	10.4%	15.3%
5.700%	0.1%	0.1%	0.1%	0.3%	0.9%	4.2%	8.9%	14.5%

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

LIBOR	PSA Prepayment Assumption							
	50%	100%	200%	275%	325%	600%	950%	1300%
0.125%	272.9%	272.9%	272.9%	215.9%	168.9%	*	*	*
0.250%	265.4%	265.4%	265.4%	209.2%	162.7%	*	*	*
2.250%	154.3%	154.3%	154.3%	111.5%	69.7%	*	*	*
4.250%	59.2%	59.2%	58.9%	31.7%	(15.5)%	*	*	*
5.700%	*	*	*	*	*	*	*	*

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

LIBOR	PSA Prepayment Assumption							
	50%	100%	200%	275%	325%	600%	950%	1300%
0.125%	70.6%	66.5%	58.3%	51.9%	47.5%	21.8%	(16.5)%	(66.6)%
0.250%	68.8%	64.8%	56.6%	50.3%	45.9%	20.4%	(17.7)%	(67.5)%
2.250%	41.9%	38.2%	30.8%	25.0%	21.0%	(2.2)%	(36.9)%	(82.1)%
4.250%	16.0%	12.7%	5.9%	0.7%	(2.9)%	(23.9)%	(55.3)%	(96.8)%
6.050%	*	*	*	*	*	*	*	*

**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>200%</u>	<u>275%</u>	<u>325%</u>	<u>600%</u>	<u>950%</u>	<u>1300%</u>
0.125%	70.3%	66.3%	58.0%	51.7%	47.3%	21.7%	(16.6)%	(66.7)%
0.250%	68.7%	64.6%	56.4%	50.1%	45.7%	20.2%	(17.8)%	(67.6)%
2.250%	42.5%	38.8%	31.3%	25.5%	21.5%	(1.8)%	(36.5)%	(81.8)%
4.250%	17.3%	14.0%	7.1%	1.9%	(1.7)%	(22.9)%	(54.4)%	(96.0)%
6.200%	*	*	*	*	*	*	*	*

**Sensitivity of the ST 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>259%</u>	<u>425%</u>	<u>600%</u>
0.125%	69.9%	66.3%	53.9%	39.4%	23.2%
0.250%	68.4%	64.7%	52.3%	37.7%	21.5%
2.250%	43.8%	40.0%	26.3%	10.3%	(7.2)%
4.250%	19.5%	15.2%	(0.9)%	(19.4)%	(38.8)%
7.000%	*	*	*	*	*

**Sensitivity of the SM 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>200%</u>	<u>275%</u>	<u>325%</u>	<u>600%</u>	<u>950%</u>	<u>1300%</u>
0.125%	14.1%	14.1%	14.1%	13.8%	13.1%	9.5%	4.6%	(1.1)%
0.250%	13.8%	13.8%	13.8%	13.5%	12.8%	9.3%	4.4%	(1.2)%
2.250%	8.7%	8.7%	8.6%	8.5%	7.9%	5.2%	1.6%	(2.7)%
4.250%	3.6%	3.6%	3.6%	3.5%	3.1%	1.2%	(1.3)%	(4.2)%
5.700%	0.0%	0.0%	0.0%	(0.1)%	(0.4)%	(1.6)%	(3.3)%	(5.3)%

The Principal Only Classes. The Principal Only Classes will not bear interest. As indicated in the tables below, a low rate of principal payments (including prepayments) on the related Mortgage Loans will have a negative effect on the yields to investors in the Principal Only Classes.

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

<u>Class</u>	<u>Price</u>
PO	86.0%
AO	85.0%

Sensitivity of the PO Class to Prepayments

	<u>PSA Prepayment Assumption</u>							
	<u>50%</u>	<u>100%</u>	<u>200%</u>	<u>275%</u>	<u>325%</u>	<u>600%</u>	<u>950%</u>	<u>1300%</u>
Pre-Tax Yields to Maturity	1.5%	2.1%	3.4%	3.4%	3.4%	6.3%	11.7%	20.8%

Sensitivity of the AO Class to Prepayments

	PSA Prepayment Assumption				
	<u>50%</u>	<u>100%</u>	<u>259%</u>	<u>425%</u>	<u>600%</u>
Pre-Tax Yields to Maturity	2.3%	2.9%	4.9%	7.0%	9.0%

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>
PI	411%
AI	619%

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

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

<u>Class</u>	<u>Price*</u>
PI	22.7421875%
AI	8.0000000%

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

Sensitivity of the PI Class to Prepayments

	PSA Prepayment Assumption							
	<u>50%</u>	<u>100%</u>	<u>200%</u>	<u>275%</u>	<u>325%</u>	<u>600%</u>	<u>950%</u>	<u>1300%</u>
Pre-Tax Yields to Maturity	20.1%	15.2%	5.6%	5.6%	5.6%	(15.3)%	(50.9)%	(99.4)%

Sensitivity of the AI Class to Prepayments

	PSA Prepayment Assumption				
	<u>50%</u>	<u>100%</u>	<u>259%</u>	<u>425%</u>	<u>600%</u>
Pre-Tax Yields to Maturity	51.3%	47.6%	34.4%	18.9%	1.9%

Weighted Average Lives of the Certificates

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

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

- the timing of changes in the rate of principal distributions, and
- the priority sequences of distributions of principal of the Group 2 and Group 3 Classes.

See “—Distributions of Principal” above.

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

Decrement Tables

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

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

<u>Mortgage Loans Backing Trust Assets Specified Below</u>	<u>Original and Remaining Terms to Maturity</u>	<u>Interest Rates</u>
Group 1 MBS	360 months	9.50%
Group 2 MBS	360 months	8.50%
Group 3 MBS	240 months	7.00%

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

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

Percent of Original Principal Balances Outstanding

Date	FB and SB† Classes							PO, FI†, SG†, PI†, FG, PA and PG Classes							
	PSA Prepayment Assumption							PSA Prepayment Assumption							
	0%	100%	250%	492%	750%	1000%	1300%	0%	100%	200%	275%	325%	600%	950%	1300%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
October 2010	99	95	90	81	71	62	51	99	91	84	84	84	76	51	26
October 2011	99	89	76	57	40	26	12	98	83	70	70	70	48	22	6
October 2012	98	82	64	40	22	10	3	97	75	58	58	58	30	9	1
October 2013	97	76	53	28	12	4	1	96	67	47	47	47	19	4	*
October 2014	96	71	45	19	6	2	*	95	60	37	37	37	12	2	0
October 2015	95	65	37	13	3	1	*	93	54	29	29	29	7	1	0
October 2016	94	60	31	9	2	*	*	92	48	23	23	23	5	*	0
October 2017	93	56	26	6	1	*	*	90	42	18	18	18	3	0	0
October 2018	92	51	22	4	1	*	*	88	36	14	14	14	2	0	0
October 2019	90	47	18	3	*	*	*	86	31	11	11	11	1	0	0
October 2020	89	43	15	2	*	*	*	84	26	8	8	8	1	0	0
October 2021	87	39	12	1	*	*	*	82	22	7	7	7	*	0	0
October 2022	85	36	10	1	*	*	0	79	17	5	5	5	*	0	0
October 2023	83	33	8	1	*	*	0	76	13	4	4	4	*	0	0
October 2024	81	29	7	*	*	*	0	73	9	3	3	3	0	0	0
October 2025	78	26	6	*	*	*	0	70	6	2	2	2	0	0	0
October 2026	75	24	4	*	*	*	0	67	3	2	2	2	0	0	0
October 2027	72	21	4	*	*	*	0	63	1	1	1	1	0	0	0
October 2028	69	18	3	*	*	*	0	59	1	1	1	1	0	0	0
October 2029	65	16	2	*	*	0	0	54	1	1	1	1	0	0	0
October 2030	61	14	2	*	*	0	0	49	*	*	*	*	0	0	0
October 2031	56	12	1	*	*	0	0	44	*	*	*	*	0	0	0
October 2032	51	10	1	*	*	0	0	38	*	*	*	*	0	0	0
October 2033	46	8	1	*	*	0	0	31	*	*	*	*	0	0	0
October 2034	40	6	1	*	*	0	0	24	0	0	0	0	0	0	0
October 2035	33	4	*	*	*	0	0	17	0	0	0	0	0	0	0
October 2036	26	3	*	*	*	0	0	8	0	0	0	0	0	0	0
October 2037	18	1	*	*	0	0	0	0	0	0	0	0	0	0	0
October 2038	10	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
Weighted Average Life (years)**	21.3	10.9	5.9	3.2	2.1	1.6	1.2	19.0	7.4	4.8	4.8	4.8	2.6	1.4	0.8

Date	PL Class								FM, SN, SI† and SM Classes							
	PSA Prepayment Assumption								PSA Prepayment Assumption							
	0%	100%	200%	275%	325%	600%	950%	1300%	0%	100%	200%	275%	325%	600%	950%	1300%
Initial Percent	100	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	100	75	58	0	0	0
October 2011	100	100	100	100	100	100	100	100	100	100	100	57	30	0	0	0
October 2012	100	100	100	100	100	100	100	100	100	100	100	46	12	0	0	0
October 2013	100	100	100	100	100	100	100	100	100	100	100	39	3	0	0	0
October 2014	100	100	100	100	100	100	100	100	47	100	100	36	*	0	0	0
October 2015	100	100	100	100	100	100	100	10	100	100	99	34	0	0	0	0
October 2016	100	100	100	100	100	100	100	2	100	100	95	32	0	0	0	0
October 2017	100	100	100	100	100	100	100	*	100	100	90	29	0	0	0	0
October 2018	100	100	100	100	100	100	42	*	100	100	83	26	0	0	0	0
October 2019	100	100	100	100	100	100	17	*	100	100	76	23	0	0	0	0
October 2020	100	100	100	100	100	100	7	*	100	100	68	20	0	0	0	0
October 2021	100	100	100	100	100	100	3	*	100	100	60	17	0	0	0	0
October 2022	100	100	100	100	100	100	1	*	100	100	53	15	0	0	0	0
October 2023	100	100	100	100	100	100	1	*	100	100	46	12	0	0	0	0
October 2024	100	100	100	100	100	79	*	*	100	100	40	10	0	0	0	0
October 2025	100	100	100	100	100	48	*	*	100	100	34	9	0	0	0	0
October 2026	100	100	100	100	100	28	*	0	100	100	29	7	0	0	0	0
October 2027	100	100	100	100	100	17	*	0	100	92	24	6	0	0	0	0
October 2028	100	100	100	100	100	10	*	0	100	79	19	4	0	0	0	0
October 2029	100	100	100	100	100	6	*	0	100	67	16	3	0	0	0	0
October 2030	100	100	100	100	100	3	*	0	100	55	12	3	0	0	0	0
October 2031	100	100	100	100	100	2	*	0	100	44	9	2	0	0	0	0
October 2032	100	100	100	100	100	1	*	0	100	33	7	1	0	0	0	0
October 2033	100	100	100	100	100	*	*	0	100	23	4	1	0	0	0	0
October 2034	100	50	50	50	50	*	*	0	100	14	2	*	0	0	0	0
October 2035	100	14	14	14	14	*	*	0	100	4	1	*	0	0	0	0
October 2036	100	0	0	0	0	0	0	0	100	0	0	0	0	0	0	0
October 2037	0	0	0	0	0	0	0	0	97	0	0	0	0	0	0	0
October 2038	0	0	0	0	0	0	0	0	51	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
Weighted Average Life (years)**	28.0	25.1	25.1	25.1	25.1	16.5	9.2	5.2	29.0	21.6	14.2	5.6	1.5	0.3	0.2	0.1

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

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

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

FA, SA†, FD and SD† Classes								
Date	PSA Prepayment Assumption							
	0%	100%	200%	275%	325%	600%	950%	1300%
Initial Percent	100	100	100	100	100	100	100	100
October 2010	99	93	87	82	79	63	42	22
October 2011	98	86	75	68	63	40	18	5
October 2012	98	79	65	55	50	25	8	1
October 2013	97	73	56	45	39	16	3	*
October 2014	95	67	48	37	31	10	1	*
October 2015	94	62	42	30	24	6	1	*
October 2016	93	57	36	25	19	4	*	*
October 2017	92	52	31	20	15	2	*	*
October 2018	90	47	26	16	12	1	*	*
October 2019	89	43	22	13	9	1	*	*
October 2020	87	39	19	11	7	1	*	*
October 2021	85	35	16	9	6	*	*	0
October 2022	83	32	13	7	4	*	*	0
October 2023	81	28	11	5	3	*	*	0
October 2024	78	25	9	4	2	*	*	0
October 2025	75	22	8	3	2	*	*	0
October 2026	72	20	6	3	1	*	*	0
October 2027	69	17	5	2	1	*	*	0
October 2028	66	14	4	2	1	*	*	0
October 2029	62	12	3	1	1	*	*	0
October 2030	58	10	2	1	*	*	0	0
October 2031	53	8	2	1	*	*	0	0
October 2032	49	6	1	*	*	*	0	0
October 2033	43	4	1	*	*	*	0	0
October 2034	37	2	*	*	*	*	0	0
October 2035	31	1	*	*	*	*	0	0
October 2036	24	0	0	0	0	0	0	0
October 2037	17	0	0	0	0	0	0	0
October 2038	9	0	0	0	0	0	0	0
October 2039	0	0	0	0	0	0	0	0
Weighted Average								
Life (years)**	20.8	9.9	6.4	4.9	4.2	2.2	1.2	0.7

AB, FT, ST†, AC, AD, AE, AI†, AG and AO Classes						AY Class				
Date	PSA Prepayment Assumption					PSA Prepayment Assumption				
	0%	100%	259%	425%	600%	0%	100%	259%	425%	600%
Initial Percent	100	100	100	100	100	100	100	100	100	100
October 2010	97	93	88	82	76	100	100	100	100	100
October 2011	94	83	69	56	43	100	100	100	100	100
October 2012	90	73	52	33	17	100	100	100	100	100
October 2013	87	63	37	16	1	100	100	100	100	100
October 2014	83	54	25	4	0	100	100	100	100	63
October 2015	79	46	15	0	0	100	100	100	83	38
October 2016	74	38	7	0	0	100	100	100	59	23
October 2017	69	31	*	0	0	100	100	100	41	14
October 2018	64	24	0	0	0	100	100	80	29	8
October 2019	58	17	0	0	0	100	100	63	20	5
October 2020	52	11	0	0	0	100	100	48	13	3
October 2021	46	6	0	0	0	100	100	37	9	2
October 2022	39	1	0	0	0	100	100	28	6	1
October 2023	32	0	0	0	0	100	83	20	4	1
October 2024	24	0	0	0	0	100	65	14	2	*
October 2025	15	0	0	0	0	100	49	10	1	*
October 2026	6	0	0	0	0	100	33	6	1	*
October 2027	0	0	0	0	0	86	19	3	*	*
October 2028	0	0	0	0	0	45	5	1	*	*
October 2029	0	0	0	0	0	0	0	0	0	0
Weighted Average										
Life (years)**	10.6	5.9	3.5	2.4	1.9	18.9	16.1	11.6	8.2	6.1

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

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

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

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

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

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

<u>Group</u>	<u>Prepayment Assumption</u>
1	492% PSA
2	275% PSA
3	259% PSA

See “Material Federal Income Tax Consequences—Taxation of Beneficial Owners of Regular Certificates—*Treatment of Original Issue Discount*” in the REMIC Prospectus. No representation is made as to whether the Mortgage Loans underlying the MBS will prepay at any of those rates or any other rate. See “Description of the Certificates—Weighted Average Lives of the Certificates” in this prospectus supplement and “Yield, Maturity and Prepayment Considerations—Weighted Average Lives and Final Distribution Dates” in the REMIC Prospectus.

Taxation of Beneficial Owners of Residual Certificates

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

Taxation of Beneficial Owners of RCR Certificates

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

Generally, the ownership interest represented by an RCR certificate will be one of two types. A certificate of a Strip RCR Class (a “Strip RCR Certificate”) will represent the right to receive a disproportionate part of the principal or interest payments on one or more underlying Regular Certificates. A certificate of a Combination RCR Class (a “Combination RCR Certificate”) will represent beneficial ownership of undivided interests in two or more underlying Regular Certificates. The Classes of RCR Certificates (other than the AI, AO, AC, AD and AG Classes) are Combination RCR Certificates. The AI and AO Classes of RCR Certificates are Strip RCR Certificates. The AC and AD Classes each represent (i) the right to receive all of the principal and a portion of the interest on the FT Class, (ii) the right to receive a portion of the interest on the ST Class, and (iii) beneficial ownership of an undivided interest in the AB Class. The AG Class represents (i) the right to receive all of the interest and a portion of the principal on the FT Class, and (ii) beneficial ownership of an undivided interest in the AB and ST Classes. To the extent any such Class represents the right to

receive a portion of the payments on a Class, it will be treated as a Strip RCR Certificate. To the extent any such Class represents beneficial ownership of an undivided interest in a Class, it will be treated as a Combination RCR Certificate. 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 Deutsche Bank Securities Inc. (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. Sonnenschein Nath & Rosenthal 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								
SN	\$ 9,945,143	SM	\$ 9,945,143	SUP	(3)	INV	31398FUW9	November 2039
SI	7,458,856(4)							
Recombination 2								
FI	117,851,428(4)	PI	137,493,332(4)	NTL	6.0%	FIX/IO	31398FUX7	November 2039
SG	117,851,428(4)							
Recombination 3								
PO	117,851,428	FG	117,851,428	PAC	(3)	FLT	31398FUY5	November 2039
FI	117,851,428(4)							
Recombination 4								
PO	164,992,000	PA	164,992,000	PAC	5.0	FIX	31398FUZ2	November 2039
FI	117,851,428(4)							
SG	117,851,428(4)							
Recombination 5								
PO	164,992,000	PG	164,992,000	PAC	4.0	FIX	31398FVA6	November 2039
FI	94,281,142(4)							
SG	94,281,142(4)							
Recombination 6								
AB	87,354,667	AC	131,032,000	SEQ	3.5	FIX	31398FVB4	July 2027
FT	43,677,333	AI	29,118,222(4)	NTL	4.5	FIX/IO	31398FVE8	July 2027
ST	43,677,333(4)							
Recombination 7								
AB	87,354,667	AD	131,032,000	SEQ	4.0	FIX	31398FVC2	July 2027
FT	43,677,333	AI	14,559,110(4)	NTL	4.5	FIX/IO	31398FVE8	July 2027
ST	43,677,333(4)							
Recombination 8								
AB	87,354,667	AE	131,032,000	SEQ	4.5	FIX	31398FVD0	July 2027
FT	43,677,333							
ST	43,677,333(4)							

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 9								
AB	\$ 87,354,667	AG	\$117,928,800	SEQ	5.0	FIX	31398FVF5	July 2027
FT	43,677,333	AO	13,103,200	SEQ	0.0	PO	31398FVG3	July 2027
ST	43,677,333(4)							

- (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 Schedule

Aggregate Group 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	\$165,192,000.00	February 2014. . . .	\$ 71,994,673.73	June 2018.	\$ 25,498,620.73
November 2009	162,839,396.79	March 2014	70,684,924.23	July 2018	24,979,652.64
December 2009	160,512,519.26	April 2014	69,389,983.23	August 2018	24,470,763.64
January 2010	158,211,512.74	May 2014	68,109,688.96	September 2018 . . .	23,971,763.34
February 2010.	155,936,096.76	June 2014.	66,843,881.38	October 2018.	23,482,464.86
March 2010	153,685,993.82	July 2014	65,592,402.18	November 2018	23,002,684.82
April 2010	151,460,929.44	August 2014	64,355,094.76	December 2018	22,532,243.23
May 2010	149,260,632.04	September 2014 . . .	63,131,804.18	January 2019	22,070,963.45
June 2010.	147,084,832.98	October 2014.	61,922,377.19	February 2019.	21,618,672.10
July 2010	144,933,266.48	November 2014	60,726,662.17	March 2019	21,175,199.06
August 2010	142,805,669.63	December 2014	59,544,509.16	April 2019	20,740,377.34
September 2010 . . .	140,701,782.30	January 2015	58,375,769.78	May 2019	20,314,043.07
October 2010.	138,621,347.20	February 2015.	57,225,527.77	June 2019.	19,896,035.44
November 2010	136,564,109.75	March 2015	56,097,205.77	July 2019	19,486,196.59
December 2010	134,529,818.13	April 2015	54,990,394.55	August 2019	19,084,371.64
January 2011	132,518,223.20	May 2015	53,904,692.44	September 2019 . . .	18,690,408.56
February 2011.	130,529,078.51	June 2015.	52,839,705.18	October 2019.	18,304,158.18
March 2011	128,562,140.25	July 2015	51,795,045.75	November 2019	17,925,474.09
April 2011	126,617,167.20	August 2015	50,770,334.29	December 2019	17,554,212.61
May 2011	124,693,920.75	September 2015 . . .	49,765,197.93	January 2020	17,190,232.72
June 2011.	122,792,164.86	October 2015.	48,779,270.66	February 2020.	16,833,396.05
July 2011	120,911,665.98	November 2015	47,812,193.25	March 2020	16,483,566.81
August 2011	119,052,193.11	December 2015	46,863,613.08	April 2020	16,140,611.72
September 2011 . . .	117,213,517.70	January 2016	45,933,184.02	May 2020	15,804,400.00
October 2011.	115,395,413.66	February 2016.	45,020,566.35	June 2020.	15,474,803.31
November 2011	113,597,657.33	March 2016	44,125,426.61	July 2020	15,151,695.70
December 2011	111,820,027.44	April 2016	43,247,437.50	August 2020	14,834,953.56
January 2012	110,062,305.10	May 2016	42,386,277.75	September 2020 . . .	14,524,455.60
February 2012.	108,324,273.77	June 2016.	41,541,632.03	October 2020.	14,220,082.79
March 2012	106,605,719.23	July 2016	40,713,190.83	November 2020	13,921,718.33
April 2012	104,906,429.57	August 2016	39,900,650.36	December 2020	13,629,247.59
May 2012	103,226,195.13	September 2016 . . .	39,103,712.43	January 2021	13,342,558.09
June 2012.	101,564,808.53	October 2016.	38,322,084.39	February 2021.	13,061,539.44
July 2012	99,922,064.59	November 2016	37,555,478.96	March 2021	12,786,083.32
August 2012	98,297,760.36	December 2016	36,803,614.19	April 2021	12,516,083.44
September 2012 . . .	96,691,695.04	January 2017	36,066,213.34	May 2021	12,251,435.50
October 2012.	95,103,670.00	February 2017.	35,343,004.79	June 2021.	11,992,037.14
November 2012	93,533,488.75	March 2017	34,633,721.94	July 2021	11,737,787.91
December 2012	91,980,956.89	April 2017	33,938,103.12	August 2021	11,488,589.27
January 2013	90,445,882.13	May 2017	33,255,891.50	September 2021 . . .	11,244,344.49
February 2013.	88,928,074.23	June 2017.	32,586,835.01	October 2021.	11,004,958.66
March 2013	87,427,345.00	July 2017	31,930,686.23	November 2021	10,770,338.68
April 2013	85,943,508.27	August 2017	31,287,202.34	December 2021	10,540,393.14
May 2013	84,476,379.87	September 2017 . . .	30,656,145.01	January 2022	10,315,032.38
June 2013.	83,025,777.60	October 2017.	30,037,280.30	February 2022.	10,094,168.42
July 2013	81,591,521.24	November 2017	29,430,378.64	March 2022	9,877,714.92
August 2013	80,173,432.48	December 2017	28,835,214.69	April 2022	9,665,587.15
September 2013 . . .	78,771,334.94	January 2018	28,251,567.29	May 2022	9,457,701.99
October 2013.	77,385,054.13	February 2018.	27,679,219.38	June 2022.	9,253,977.87
November 2013	76,014,417.45	March 2018	27,117,957.92	July 2022	9,054,334.75
December 2013	74,659,254.13	April 2018	26,567,573.84	August 2022	8,858,694.09
January 2014	73,319,395.26	May 2018	26,027,861.90	September 2022 . . .	8,666,978.84

Aggregate Group (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>
October 2022	\$ 8,479,113.38	May 2027	\$ 2,362,359.94	December 2031	\$ 487,806.57
November 2022	8,295,023.53	June 2027	2,303,993.90	January 2032	471,070.02
December 2022	8,114,636.48	July 2027	2,246,875.29	February 2032	454,733.91
January 2023	7,937,880.81	August 2027	2,190,979.25	March 2032	438,789.80
February 2023	7,764,686.43	September 2027 . . .	2,136,281.35	April 2032	423,229.41
March 2023	7,594,984.58	October 2027	2,082,757.66	May 2032	408,044.64
April 2023	7,428,707.80	November 2027	2,030,384.71	June 2032	393,227.55
May 2023	7,265,789.88	December 2027	1,979,139.45	July 2032	378,770.33
June 2023	7,106,165.86	January 2028	1,928,999.31	August 2032	364,665.36
July 2023	6,949,772.02	February 2028	1,879,942.13	September 2032 . . .	350,905.15
August 2023	6,796,545.83	March 2028	1,831,946.20	October 2032	337,482.36
September 2023 . . .	6,646,425.93	April 2028	1,784,990.19	November 2032	324,389.82
October 2023	6,499,352.15	May 2028	1,739,053.23	December 2032	311,620.47
November 2023	6,355,265.41	June 2028	1,694,114.81	January 2033	299,167.41
December 2023	6,214,107.78	July 2028	1,650,154.84	February 2033	287,023.87
January 2024	6,075,822.41	August 2028	1,607,153.61	March 2033	275,183.22
February 2024	5,940,353.52	September 2028 . . .	1,565,091.79	April 2033	263,638.96
March 2024	5,807,646.39	October 2028	1,523,950.43	May 2033	252,384.72
April 2024	5,677,647.33	November 2028	1,483,710.92	June 2033	241,414.25
May 2024	5,550,303.67	December 2028	1,444,355.06	July 2033	230,721.45
June 2024	5,425,563.73	January 2029	1,405,864.95	August 2033	220,300.31
July 2024	5,303,376.81	February 2029	1,368,223.06	September 2033 . . .	210,144.97
August 2024	5,183,693.17	March 2029	1,331,412.22	October 2033	200,249.65
September 2024 . . .	5,066,464.01	April 2029	1,295,415.54	November 2033	190,608.73
October 2024	4,951,641.46	May 2029	1,260,216.51	December 2033	181,216.68
November 2024	4,839,178.55	June 2029	1,225,798.91	January 2034	172,068.08
December 2024	4,729,029.19	July 2029	1,192,146.85	February 2034	163,157.62
January 2025	4,621,148.19	August 2029	1,159,244.74	March 2034	154,480.10
February 2025	4,515,491.20	September 2029 . . .	1,127,077.29	April 2034	146,030.42
March 2025	4,412,014.70	October 2029	1,095,629.51	May 2034	137,803.61
April 2025	4,310,676.02	November 2029	1,064,886.71	June 2034	129,794.75
May 2025	4,211,433.29	December 2029	1,034,834.48	July 2034	121,999.07
June 2025	4,114,245.42	January 2030	1,005,458.69	August 2034	114,411.86
July 2025	4,019,072.13	February 2030	976,745.48	September 2034 . . .	107,028.52
August 2025	3,925,873.88	March 2030	948,681.26	October 2034	99,844.55
September 2025 . . .	3,834,611.90	April 2030	921,252.73	November 2034	92,855.54
October 2025	3,745,248.13	May 2030	894,446.81	December 2034	86,057.14
November 2025	3,657,745.28	June 2030	868,250.71	January 2035	79,445.14
December 2025	3,572,066.72	July 2030	842,651.86	February 2035	73,015.37
January 2026	3,488,176.54	August 2030	817,637.96	March 2035	66,763.77
February 2026	3,406,039.53	September 2030 . . .	793,196.95	April 2035	60,686.36
March 2026	3,325,621.12	October 2030	769,316.98	May 2035	54,779.23
April 2026	3,246,887.42	November 2030	745,986.46	June 2035	49,038.55
May 2026	3,169,805.17	December 2030	723,194.01	July 2035	43,460.59
June 2026	3,094,341.77	January 2031	700,928.49	August 2035	38,041.68
July 2026	3,020,465.21	February 2031	679,178.95	September 2035 . . .	32,778.22
August 2026	2,948,144.12	March 2031	657,934.70	October 2035	27,666.69
September 2026 . . .	2,877,347.70	April 2031	637,185.21	November 2035	22,703.66
October 2026	2,808,045.77	May 2031	616,920.19	December 2035	17,885.73
November 2026	2,740,208.71	June 2031	597,129.54	January 2036	13,209.60
December 2026	2,673,807.46	July 2031	577,803.37	February 2036	8,672.05
January 2027	2,608,813.53	August 2031	558,931.96	March 2036	4,269.88
February 2027	2,545,198.97	September 2031 . . .	540,505.81	April 2036 and thereafter	0.00
March 2027	2,482,936.36	October 2031	522,515.60		
April 2027	2,421,998.81	November 2031	504,952.17		

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

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

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\$670,249,118



**Guaranteed REMIC
Pass-Through Certificates
Fannie Mae REMIC Trust 2009-97**

PROSPECTUS SUPPLEMENT



October 23, 2009
