Prospectus Supplement
(To REMIC Prospectus dated August 1, 2007)

$1,490,496,522

FannieMae

Guaranteed REMIC Pass-Through Certificates
Fannie Mae REMIC Trust 2009-101

The Certificates

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

Payments to Certificateholders

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

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

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

The Fannie Mae Guaranty

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

The Trust and its Assets

The trust will own

- Fannie Mae MBS
- underlying REMIC certificate backed by Fannie Mae MBS and
- Fannie Mae Stripped MBS.

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

Carefully consider the risk factors on page S-12 of this prospectus supplement and starting on page 10 of the REMIC prospectus. Unless you understand and are able to tolerate these risks, you should not invest in the certificates.

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

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

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

Class	Group	Original Class Balance	Principal Type(1)	Interest Rate	Interest Type(1)	CUSIP Number	Final Distribution Date
L	1	$ 55,000,000	SEQ	4.5%	FIX	31398F5F4	October 2036
LV(2)	1	6,410,000	SEQ/AD	4.5	FIX	31398F5G2	January 2021
LZ(2)	1	10,000,000	SEQ	4.5	FIX/Z	31398F5H0	December 2039
FE(2)	2	67,910,641	PAC	(3)	FLT	31398F5J6	May 2039
TE(2)	2	67,910,641(4)	NTL	(3)	INV/IO	31398F5K3	May 2039
TJ(2)	2	67,910,641(4)	NTL	(3)	INV/IO	31398F5L1	May 2039
FL(2)	2	4,064,259	PAC	(3)	FLT	31398F5M9	December 2039
FC(2)	2	29,638,807	SUP	(3)	FLT	31398F5N7	December 2039
SI	2	101,613,707(4)	NTL	(3)	INV/IO	31398F5P2	December 2039
Q(2)	2	78,798,000	PAC	5.0	FIX	31398F5Q0	September 2039
QF(2) . . .	2	1,318,572	PAC	(3)	FLT	31398F5R8	December 2039
QS(2) . . .	2	527,428	PAC	(3)	INV	31398F5S6	December 2039
GF(2) . . .	2	14,978,362	SUP	(3)	FLT	31398F5T4	December 2039
GS(2) . . .	2	5,991,345	SUP	(3)	INV	31398F5U1	December 2039
JA	3	30,171,791	SC/SEQ	4.5	FIX	31398F5V9	March 2032
JM	3	85,687,317	SC/SEQ	4.0	FIX	31398F5W7	March 2032
IJ	3	9,520,813(4)	NTL	4.5	FIX/IO	31398F5X5	March 2032
TF	4	350,000,000	PT	(3)	FLT	31398F5Y3	December 2039
TS	4	350,000,000(4)	NTL	(3)	INV/IO	31398F5Z0	December 2039
NF	5	300,000,000	PT	(3)	FLT	31398F6A4	December 2039
NS	5	300,000,000(4)	NTL	(3)	INV/IO	31398F6B2	December 2039
N(2)	5	134,118,000	PAC	4.5	FIX	31398F6C0	December 2039
NW.	5	821,000	PAC	4.5	FIX	31398F6D8	December 2039
CF	5	41,824,929	SUP	(3)	FLT	31398F6E6	December 2039
CS	5	23,236,071	SUP	(3)	INV	31398F6F3	December 2039
AF	6	250,000,000	PT	(3)	FLT	31398F6G1	December 2039
AS	6	250,000,000(4)	NTL	(3)	INV/IO	31398F6H9	December 2039
R		0	NPR	0	NPR	31398F6J5	December 2039
RL		0	NPR	0	NPR	31398F6K2	December 2039

(1) See "Description of the Certificates—Class Definitions and Abbreviations" in the REMIC prospectus.
(2) Exchangeable classes.
(3) Based on LIBOR.
(4) Notional balances. These classes are interest only classes. See page S-10 for a description of how their notional balances are calculated.

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 LE, AQ, IQ, NQ, QE, HQ, FJ, FP, SG, FB, MJ, MI, MU and ME 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 November 30, 2009.

JPMorgan

November 19, 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");
- if you are purchasing any Group 3 Class or the R or RL Class, the disclosure document relating to the underlying REMIC certificate (the "Underlying REMIC Disclosure Document");
- if you are purchasing any Group 4 or Group 6 Class or the R or RL Class, our Prospectus for Fannie Mae Stripped Mortgage-Backed Securities dated
  - January 1, 2009, for all SMBS issued on or after January 1, 2009,
  - December 1, 2007, for all SMBS issued on or after December 1, 2007 and prior to January 1, 2009, or
  - May 1, 2002, for all other SMBS

  (as applicable, the "SMBS 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, the Underlying REMIC Disclosure Document and the SMBS Prospectus are incorporated by reference in this prospectus supplement. This means that we are disclosing information in those documents by referring you to them. Those documents are considered part of this prospectus supplement, so you should read this prospectus supplement, and any applicable supplements or amendments, together with those documents.

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

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

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

You also can obtain copies of the REMIC Prospectus, the MBS Prospectus, the Underlying REMIC Disclosure Document and the SMBS Prospectus by writing or calling the dealer at:

J.P. Morgan Securities, Inc.
c/o Broadridge Financial Solutions
Prospectus Department
1155 Long Island Avenue
Edgewood, NY 11717
(telephone 631-274-2635).

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. On November 4, 2009, the Acting Director of FHFA submitted a request to Treasury on our behalf for an additional $15.0 billion to eliminate our net worth deficit as of September 30, 2009, and requested receipt of those funds on or before December 31, 2009. If we have a negative net worth as of the end of future fiscal quarters, we expect that FHFA will request additional funds from Treasury under the Stock Purchase Agreement. All funds drawn on the Commitment are added to the liquidation preference on the Senior Preferred Stock, which currently has a 10% annual dividend rate. Upon the receipt of the additional $15.0 billion in funds from Treasury that have been requested, the aggregate liquidation preference of the Senior Preferred Stock, including the initial liquidation preference of $1.0 billion, will be $60.9 billion, and the annualized dividend on the Senior Preferred Stock, based on the 10% dividend rate, will be $6.1 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 November 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

Group	Assets
1	Group 1 MBS
2	Group 2 MBS
3	Class 2009-90-D REMIC Certificate
4	Group 4 SMBS
5	Group 5 MBS
6	Group 6 SMBS

Group 1, Group 2 and Group 5

Characteristics of the Trust MBS

	Approximate Principal Balance	Pass-Through Rate	Range of Weighted Average Coupons or WACs (annual percentages)	Range of Weighted Average Remaining Terms to Maturity or WAMs (in months)
Group 1 MBS	$ 71,410,000	4.50%	4.75% to 7.00%	241 to 360
Group 2 MBS	$203,227,414	6.00%	6.25% to 8.50%	241 to 360
Group 5 MBS	$500,000,000	6.00%	6.25% to 8.50%	241 to 360

Assumed Characteristics of the Underlying Mortgage Loans

	Principal Balance	Original Term to Maturity (in months)	Remaining Term to Maturity (in months)	Loan Age (in months)	Interest Rate
Group 1 MBS	$ 71,410,000	360	356	4	4.993%
Group 2 MBS	$203,227,414	360	331	26	6.586%
Group 5 MBS	$500,000,000	360	331	26	6.586%

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

Group 3

Exhibit A describes the underlying REMIC certificate in Group 3, including certain information about the related mortgage loans. To learn more about the underlying REMIC certificate, you should obtain from us the current class factor and the related disclosure document as described on page S-3.

Group 4 and Group 6

Characteristics of the SMBS

	Approximate Balance	Pass-Through Rate	Range of Weighted Average Coupons or WACs (annual percentages)	Range of Weighted Average Remaining Terms to Maturity or WAMs (in months)
Group 4 SMBS	$350,000,000*	—	5.75% to 8.00%	241 to 360
	$445,454,546†	5.5%		
Group 6 SMBS	$250,000,000*	—	5.75% to 8.00%	241 to 360
	$318,181,819†	5.5%		

* Principal balances. These are principal only SMBS certificates.
† Notional principal balances. These are interest only SMBS certificates.

Assumed Characteristics of the Underlying Mortgage Loans

	Principal Balance	Original Term to Maturity (in months)	Remaining Term to Maturity (in months)	Loan Age (in months)	Interest Rate
Group 4 SMBS	$350,000,000(1)	360	323	33	6.105%
Group 6 SMBS	$250,000,000(2)	360	343	17	5.989%

(1) In addition, we have assumed that monthly interest accrues on a notional principal balance initially equal to $445,454,546 and declining in proportion to the principal balance of the loan.
(2) In addition, we have assumed that monthly interest accrues on a notional principal balance initially equal to $318,181,819 and declining in proportion to the principal balance of the loan.

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

Settlement Date

We expect to issue the certificates on November 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:

Fed Book-Entry	Physical
All Classes of Certificates 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:

Class	Initial Interest Rate	Maximum Interest Rate	Minimum Interest Rate	Formula for Calculation of Interest Rate(1)
FE	0.94375%	7.000%	0.70%	LIBOR + 70 basis points
TE	0.10000%	0.100%	0.00%	6.3% − LIBOR
TJ	0.45000%	0.450%	0.00%	6.2% − LIBOR
FL	1.49375%	7.000%	1.25%	LIBOR + 125 basis points
FC	1.49375%	7.000%	1.25%	LIBOR + 125 basis points
SI	5.50625%	5.750%	0.00%	5.75% − LIBOR
QF	1.49375%	7.000%	1.25%	LIBOR + 125 basis points
QS	13.76562%	14.375%	0.00%	14.375% − (2.5 × LIBOR)
GF	1.49375%	7.000%	1.25%	LIBOR + 125 basis points
GS	13.76562%	14.375%	0.00%	14.375% − (2.5 × LIBOR)
TF	1.09156%	7.000%	0.85%	LIBOR + 85 basis points
TS	5.90844%	6.150%	0.00%	6.15% − LIBOR
NF	1.08156%	7.000%	0.84%	LIBOR + 84 basis points
NS	5.91844%	6.160%	0.00%	6.16% − LIBOR
CF	1.44156%	7.000%	1.20%	LIBOR + 120 basis points
CS	10.00519%	10.440%	0.00%	10.44% − (1.8 × LIBOR)
AF	1.05156%	7.000%	0.81%	LIBOR + 81 basis points
AS	5.94844%	6.190%	0.00%	6.19% − LIBOR
FJ	1.04375%	7.000%	0.80%	LIBOR + 80 basis points
FP	1.49375%	7.000%	1.25%	LIBOR + 125 basis points
SG	13.76562%	14.375%	0.00%	14.375% − (2.5 × LIBOR)
FB	1.49375%	7.000%	1.25%	LIBOR + 125 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:

Class	
TE	100% of the FE Class
TJ	100% of the FE Class
SI	100% of the *sum* of the FE, FL and FC Classes
IJ	11.1111111111% of the JM Class
TS	100% of the TF Class
NS	100% of the NF Class
AS	100% of the AF Class
IQ	33.3333333333% of the Q Class
MI	25% of the N 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)*

	PSA Prepayment Assumption				
Group 1 Classes	**0%**	**100%**	**297%**	**500%**	**700%**
L	17.4	7.4	3.5	2.4	1.9
LV	6.0	6.0	5.5	4.2	3.3
LZ	28.5	22.3	12.5	8.2	5.9
LE	28.5	22.3	12.0	7.5	5.4

	PSA Prepayment Assumption									
Group 2 Classes	**0%**	**100%**	**135%**	**215%**	**250%**	**500%**	**800%**	**1000%**	**1200%**	**1600%**
FE, TE, TJ, FJ and FP	17.2	5.9	5.9	5.9	5.9	3.1	1.8	1.3	1.0	0.5
FL	26.1	20.3	20.3	20.3	20.3	11.2	6.3	4.6	3.3	1.4
FC	28.3	18.5	13.1	4.8	2.2	0.6	0.3	0.2	0.2	0.1
SI	20.8	10.2	8.6	6.2	5.4	2.7	1.5	1.1	0.8	0.4
Q, AQ, NQ, QE, HQ and IQ	18.5	7.0	5.9	5.9	5.9	3.1	1.8	1.3	0.9	0.4
QF and QS	27.4	22.8	22.8	22.8	22.8	13.2	7.5	5.4	3.9	1.6
GF and GS	28.8	21.0	17.4	5.6	2.1	0.5	0.2	0.2	0.1	0.1
SG	28.7	21.2	17.9	7.0	3.7	1.5	0.8	0.6	0.5	0.2
FB	28.2	19.5	15.3	6.8	4.2	1.8	1.0	0.7	0.5	0.3

	PSA Prepayment Assumption				
Group 3 Classes	**0%**	**100%**	**297%**	**500%**	**700%**
JA	5.0	2.0	1.2	0.9	0.8
JM and IJ	16.6	8.2	4.3	3.0	2.4

	PSA Prepayment Assumption					
Group 4 Classes	**0%**	**100%**	**460%**	**700%**	**1000%**	**1200%**
TF and TS	20.5	9.9	3.0	1.8	1.1	0.8

Group 5 Classes	PSA Prepayment Assumption								
	0%	100%	135%	200%	350%	600%	900%	1200%	1600%
NF and NS	20.8	10.2	8.6	6.5	4.0	2.2	1.3	0.8	0.4
N, MJ, MU, ME and MI	17.2	5.8	5.0	5.0	5.0	2.9	1.8	1.1	0.5
NW	25.9	22.5	22.5	22.5	22.5	13.8	8.2	5.1	2.1
CF and CS	28.0	19.0	16.0	9.6	1.7	0.6	0.3	0.2	0.1

Group 6 Classes	PSA Prepayment Assumption							
	0%	100%	300%	633%	800%	1000%	1200%	1400%
AF and AS	20.5	10.4	4.8	2.3	1.8	1.3	1.1	0.9

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

ADDITIONAL RISK FACTORS

Payments on the Group 3 Classes also will be affected by the payment priority governing the related underlying REMIC certificate. If you invest in any Group 3 Class, the rate at which you receive payments also will be affected by the priority sequence governing principal payments on the Group 3 Underlying REMIC Certificate.

You may obtain additional information about the Group 3 Underlying REMIC Certificate by reviewing its current class factor in light of other information available in the Underlying REMIC Disclosure Document. You may obtain that document from us as described on page S-3.

"Jumbo-conforming" and "high-balance" mortgage loans, which have original principal balances that exceed our traditional conforming loan limits, may prepay at different rates than conforming balance mortgage loans generally. The pools of mortgage loans underlying the Group 1 MBS and the Group 3 Underlying REMIC Certificate have been designated as pools that include "jumbo-conforming" or "high-balance" mortgage loans. There is limited historical performance data regarding prepayment rates for jumbo-conforming and high-balance mortgage loans. If prevailing mortgage rates decline, borrowers with jumbo-conforming and high-balance mortgage loans may be more likely to refinance their mortgage loans than borrowers with conforming balance loans. This is because a relatively small reduction in the interest rate of a jumbo-conforming and high-balance mortgage loan can have a greater impact on the borrower's monthly payment than a similar interest rate change for a conforming balance loan.

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

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

As a result of these factors, the Group 1 and Group 3 Classes may receive payments of principal more quickly or more slowly than expected and the weighted average lives and yields of those Classes may be affected, perhaps significantly.

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 November 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 5 MBS" and together, the "Trust MBS"),
- a previously issued REMIC certificate (the "Group 3 Underlying REMIC Certificate") issued from the related Fannie Mae REMIC trust (the "Underlying REMIC Trust") as further described in Exhibit A, and
- two groups of Fannie Mae Stripped Mortgage-Backed Securities (the "Group 4 SMBS" and "Group 6 SMBS," and together, the "SMBS").

The Group 3 Underlying REMIC Certificate evidences direct or indirect beneficial ownership interests in certain Fannie Mae Guaranteed Mortgage Pass-Through Certificates.

The SMBS represent beneficial ownership interests in certain principal or interest distributions on mortgage loans underlying certain Fannie Guaranteed Mortgage Pass-Through Certificates (together with the Trust MBS and the Fannie Mae Guaranteed Mortgage Pass-Through Certificates backing the Group 3 Underlying REMIC Certificate, 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."

REMIC Designation	Assets	Regular Interests	Residual Interest
Lower Tier REMIC	Trust MBS, Group 3 Underlying REMIC Certificate and SMBS	Interests in the Lower Tier REMIC other than the RL Class (the "Lower Tier Regular Interests")	RL
Upper Tier REMIC	Lower Tier Regular Interests	All Classes of REMIC Certificates other than the R and RL Classes	R

Fannie Mae Guaranty. For a description of our guaranties of the Certificates, the MBS, the Group 3 Underlying REMIC Certificate and the SMBS, see the applicable discussions appearing under the heading "Fannie Mae Guaranty" in the REMIC Prospectus, the MBS Prospectus, the Underlying REMIC Disclosure Document and the SMBS 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:

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

The Trust MBS

The Trust MBS provide that principal and interest on the related Mortgage Loans are passed through monthly. The Mortgage Loans underlying the Trust MBS are conventional, fixed-rate, fully-amortizing mortgage loans secured by first mortgages or deeds of trust on single-family residential properties. These Mortgage Loans have original maturities of up to 30 years.

In addition, the pools underlying the Group 1 MBS have been designated as pools that include "jumbo-conforming" or "high balance" mortgage loans as described further under "The Mortgage Loans—Special Feature Mortgage Loans—*Loans with Original Principal Balances that Exceed our Traditional Conforming Loan Limits*" in the MBS Prospectus dated June 1, 2009. For additional information about the pools underlying the Group 1 MBS, see the Final Data Statement for the Trust and the related prospectus supplement for each MBS. See also "Additional Risk Factors—*"Jumbo-conforming" and "high-balance" mortgage loans, which have original principal balances that exceed our traditional conforming loan limits, may prepay at different rates than conforming balance mortgage loans generally*" in this prospectus supplement.

For additional information, see "Summary—Group 1, Group 2 and Group 5—Characteristics of the Trust MBS" and "—Assumed Characteristics of the Underlying Mortgage Loans" in this prospectus supplement and "The Mortgage Pools" and "Yield, Maturity, and Prepayment Considerations" in the MBS Prospectus.

The Group 3 Underlying REMIC Certificate

The Group 3 Underlying REMIC Certificate represents beneficial ownership interests in the Underlying REMIC Trust. The assets of that trust consist of MBS (or beneficial ownership interests in MBS) having the general characteristics set forth in the MBS Prospectus. Each MBS evidences beneficial ownership interests in a pool of conventional, fixed-rate, fully-amortizing mortgage loans secured by first mortgages or deeds of trust on single-family residential properties, as described under "The Mortgage Pools" and "Yield, Maturity, and Prepayment Considerations" in the MBS Prospectus.

In addition, the pools of Mortgage Loans backing the Group 3 Underlying REMIC Certificate have been designated as pools that include "jumbo-conforming" or "high balance" mortgage loans as described further under "The Mortgage Loans—Special Feature Mortgage Loans—*Loans with Original Principal Balances that Exceed our Traditional Conforming Loan Limits*" in the MBS Prospectus dated June 1, 2009. For additional information about the pools of Mortgage Loans backing the Group 3 Underlying REMIC Certificate, see the Final Data Statement for the related trust and the related prospectus supplement for each MBS. See also "Additional Risk Factors—*"Jumbo-conforming" and "high-balance" mortgage loans, which have original principal balances that exceed our* *traditional conforming loan limits, may prepay at different rates than conforming balance mortgage loans generally*" in this prospectus supplement.

Distributions on the Underlying REMIC Certificate will be passed through monthly, beginning in the month after we issue the Certificates. The general characteristics of the Group 3 Underlying REMIC Certificate are described in the Underlying REMIC Disclosure Document. See Exhibit A for certain additional information about the Group 3 Underlying REMIC Certificate. Exhibit A is being provided in lieu of a Final Data Statement with respect to the Group 3 Underlying REMIC Certificate.

For further information about the Group 3 Underlying REMIC Certificate telephone us at 1-800-237-8627. Additional information about the Group 3 Underlying REMIC Certificate is also available at http://sls.fanniemae.com/slsSearch/Home.do. There may have been material changes in facts and circumstances since the date we prepared the Underlying REMIC Disclosure Document. These may include changes in prepayment speeds, prevailing interest rates and other economic factors. As a result, the usefulness of the information set forth in that document may be limited.

The SMBS

The general characteristics of the SMBS are described in the SMBS Prospectus. The SMBS provide that certain interest or principal amounts on the Mortgage Loans underlying the related MBS are passed through monthly.

The general characteristics of the MBS are described in the MBS Prospectus. Each MBS evidences beneficial ownership interest in a pool of conventional, fixed-rate, fully-amortizing Mortgage Loans secured by first mortgages or deeds of trust on single-family residential properties. These Mortgage Loans have original maturities of up to 30 years. For additional information see "Summary—Group 4 and Group 6—Characteristics of the SMBS" and "—Assumed Characteristics of the Underlying Mortgage Loans" in this prospectus supplement, and "The Mortgage Pools" and "Yield, Maturity, and Prepayment Considerations" in the MBS Prospectus.

Distributions of Interest

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

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

Delay Classes	No-Delay Classes
Fixed Rate Classes and the CF and CS Classes	Floating Rate and Inverse Floating Rate Classes (other than the CF and CS Classes)

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

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

Distributions of Principal

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

- *Group 1*

The LZ Accrual Amount to LV until retired, and thereafter to LZ.

Accretion Directed Class and Accrual Class

The Group 1 Cash Flow Distribution Amount to L, LV and LZ, in that order, until retired.

Sequential Pay Classes

The "LZ Accrual Amount" is any interest then accrued and added to the principal balance of the LZ Class.

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

- *Group 2*

The Group 2 Principal Distribution Amount as follows:

— 50% in the following priority:

first, to Aggregate Group I to its Planned Balance; — PAC Group

second, to FC until retired; and — Support Class

third, to Aggregate Group I to zero and — PAC Group

— 50% in the following priority:

first, to Aggregate Group II to its Planned Balance; — PAC Group

second, to GF and GS, pro rata, until retired; and — Support Classes

third, to Aggregate Group II to zero. — PAC Group

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

"Aggregate Group I" consists of the FE and FL Classes. On each Distribution Date, we will apply payments of principal of Aggregate Group I to FE and FL, in that order, until retired.

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

"Aggregate Group II" consists of the Q, QF and QS Classes. On each Distribution Date, we will apply payments of principal of Aggregate Group II as follows:

first, to Q until retired; and

second, to QF and QS, 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 3*

The Group 3 Principal Distribution Amount to JA and JM, in that order, until retired.

Structured Collateral/ Sequential Pay Classes

The "Group 3 Principal Distribution Amount" is the principal then paid on the Group 3 Underlying REMIC Certificate.

- *Group 4*

The Group 4 Principal Distribution Amount to TF until retired.	**Pass-Through Class**

The "Group 4 Principal Distribution Amount" is the principal then paid on the Group 4 SMBS.

- *Group 5*

The Group 5 Principal Distribution Amount as follows:

— 60% to NF until retired, and	**Pass-Through Class**
— 40% in the following priority:	
first, to Aggregate Group III to its Planned Balance;	**PAC Group**
second, to CF and CS, pro rata, until retired; and	**Support Classes**
third, to Aggregate Group III to zero.	**PAC Group**

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

"Aggregate Group III" consists of the N and NW Classes. On each Distribution Date, we will apply payments of principal of Aggregate Group III to N and NW, in that order, until retired.

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

- *Group 6*

The Group 6 Principal Distribution Amount to AF until retired.	**Pass-Through Class**

The "Group 6 Principal Distribution Amount" is the principal then paid on the Group 6 SMBS.

Structuring Assumptions

Pricing Assumptions. Except where otherwise noted, the information in the tables in this prospectus supplement has been prepared based on the actual characteristics of each pool of Mortgage Loans backing the Group 3 Underlying REMIC Certificate, the applicable priority sequence governing principal payments on the Group 3 Underlying REMIC Certificate, and the following assumptions (such characteristics and assumptions, collectively, the "Pricing Assumptions"):

- the Mortgage Loans underlying the Trust MBS have the original terms to maturity, remaining terms to maturity, loan ages and interest rates specified under "Summary—Group 1, Group 2 and Group 5—Assumed Characteristics of the Underlying Mortgage Loans" in this prospectus supplement;
- the Mortgage Loans underlying the SMBS have the original terms to maturity, remaining terms to maturity, loan ages and interest rates specified under "Summary—Group 4 and Group 6—Assumed Characteristics of the Underlying Mortgage Loans" in this prospectus supplement;
- the Mortgage Loans prepay at the constant percentages of PSA specified in the related tables;
- the settlement date for the Certificates is November 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" specified in the chart below. The "Effective Range" for an Aggregate Group is the range of prepayment rates (measured by *constant* PSA rates) that would reduce that Aggregate Group to its scheduled balance each month based on the Pricing Assumptions. We have not provided separate schedules for the individual Classes included in the Aggregate Groups. However, these Classes are designed to receive principal distributions in the same fashion as if separate schedules had been provided (with schedules based on the same underlying assumptions that apply to the related Aggregate Group schedule). If such separate schedules had been provided for the individual Classes included in the Aggregate Groups we expect that the effective ranges for those Classes would not be narrower than those shown below for the related Aggregate Groups.

Groups	Structuring Ranges	Initial Effective Ranges
Aggregate Group I Planned Balances	Between 100% and 250% PSA	Between 100% and 250% PSA
Aggregate Group II Planned Balances	Between 135% and 250% PSA	Between 135% and 250% PSA
Aggregate Group III Planned Balances	Between 135% and 350% PSA	Between 135% and 350% PSA

The Aggregate Groups listed above consist of the following Classes:

Aggregate Group I	FE and FL
Aggregate Group II	Q, QF and QS
Aggregate Group III	N and NW

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 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 rates fall 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 will be supported by one or more other Classes. When the supporting Classes are retired, the Aggregate Group receiving the benefit of that support, if still outstanding, may no longer have an Effective Range and will be much more sensitive to prepayments of the related Mortgage Loans.

Yield Tables

General. The tables below illustrate the sensitivity of the pre-tax corporate bond equivalent yields to maturity of the applicable Classes to various constant percentages of PSA and, where specified, to changes in the index. **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. **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 TE, TJ, SI, TS, NS and AS Classes would lose money on their initial investments under certain Index and prepayment scenarios.**

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

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

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

Class	Price*
TE	0.250%
TJ	1.125%
SI	8.500%
QS	98.500%
GS	98.500%
TS	11.000%
NS	11.000%
CS	98.000%
AS	11.000%
SG	98.500%

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

	PSA Prepayment Assumption									
LIBOR	50%	100%	135%	215%	250%	500%	800%	1000%	1200%	1600%
6.20% and below	34.7%	28.2%	28.2%	28.2%	28.2%	11.3%	(23.1)%	(52.1)%	(86.0)%	*
6.25%	11.3%	4.5%	4.5%	4.5%	4.5%	(17.4)%	(54.4)%	(83.3)%	*	*
6.30%	*	*	*	*	*	*	*	*	*	*

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

	PSA Prepayment Assumption									
LIBOR	50%	100%	135%	215%	250%	500%	800%	1000%	1200%	1600%
5.75% and below	34.7%	28.2%	28.2%	28.2%	28.2%	11.3%	(23.1)%	(52.1)%	(86.0)%	*
6.00%	8.5%	1.6%	1.6%	1.6%	1.6%	(21.0)%	(58.5)%	(87.4)%	*	*
6.20% and above	*	*	*	*	*	*	*	*	*	*

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

	PSA Prepayment Assumption									
LIBOR	**50%**	**100%**	**135%**	**215%**	**250%**	**500%**	**800%**	**1000%**	**1200%**	**1600%**
0.12000%	70.1%	66.1%	63.3%	56.7%	53.8%	31.6%	1.5%	(21.7)%	(48.8)%	*
0.24375%	68.3%	64.4%	61.6%	55.0%	52.1%	30.0%	0.1%	(23.0)%	(49.9)%	*
2.24375%	40.3%	36.7%	34.1%	28.1%	25.5%	5.4%	(21.9)%	(42.9)%	(67.4)%	*
4.24375%	13.3%	10.1%	7.7%	2.3%	(0.1)%	(18.2)%	(42.9)%	(62.0)%	(84.6)%	*
5.75000%	*	*	*	*	*	*	*	*	*	*

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

	PSA Prepayment Assumption									
LIBOR	**50%**	**100%**	**135%**	**215%**	**250%**	**500%**	**800%**	**1000%**	**1200%**	**1600%**
0.12000%	14.7%	14.7%	14.7%	14.7%	14.7%	14.8%	14.8%	14.9%	15.0%	15.6%
0.24375%	14.4%	14.4%	14.4%	14.4%	14.4%	14.4%	14.5%	14.6%	14.7%	15.3%
2.24375%	9.1%	9.1%	9.1%	9.1%	9.1%	9.2%	9.3%	9.4%	9.5%	10.2%
4.24375%	3.9%	3.9%	3.9%	3.9%	3.9%	4.0%	4.1%	4.3%	4.4%	5.2%
5.75000%	0.1%	0.1%	0.1%	0.1%	0.1%	0.2%	0.3%	0.5%	0.6%	1.5%

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

	PSA Prepayment Assumption									
LIBOR	**50%**	**100%**	**135%**	**215%**	**250%**	**500%**	**800%**	**1000%**	**1200%**	**1600%**
0.12000%	14.7%	14.7%	14.7%	15.1%	15.5%	18.0%	21.1%	23.4%	26.0%	32.3%
0.24375%	14.4%	14.4%	14.4%	14.7%	15.1%	17.7%	20.9%	23.2%	25.8%	32.2%
2.24375%	9.1%	9.1%	9.2%	9.5%	10.0%	13.1%	17.0%	19.8%	22.9%	30.8%
4.24375%	3.9%	4.0%	4.0%	4.3%	5.0%	8.6%	13.1%	16.4%	20.1%	29.3%
5.75000%	0.1%	0.1%	0.1%	0.5%	1.2%	5.2%	10.2%	13.9%	18.0%	28.2%

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

	PSA Prepayment Assumption					
LIBOR	**50%**	**100%**	**460%**	**700%**	**1000%**	**1200%**
0.12078%	55.5%	51.6%	21.9%	(0.5)%	(33.2)%	(59.4)%
0.24156%	54.2%	50.4%	20.8%	(1.6)%	(34.1)%	(60.2)%
2.24156%	33.1%	29.6%	2.1%	(18.6)%	(48.6)%	(72.8)%
4.24156%	12.4%	9.2%	(16.1)%	(35.1)%	(62.9)%	(85.5)%
6.15000%	*	*	*	*	*	*

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

	PSA Prepayment Assumption								
LIBOR	**50%**	**100%**	**135%**	**200%**	**350%**	**600%**	**900%**	**1200%**	**1600%**
0.12078%	55.9%	52.1%	49.4%	44.3%	32.0%	9.9%	(20.4)%	(57.7)%	*
0.24156%	54.6%	50.8%	48.1%	43.0%	30.8%	8.8%	(21.4)%	(58.5)%	*
2.24156%	33.5%	29.9%	27.4%	22.7%	11.4%	(9.1)%	(37.1)%	(71.6)%	*
4.24156%	12.8%	9.6%	7.3%	2.9%	(7.6)%	(26.5)%	(52.4)%	(84.7)%	*
6.16000%	*	*	*	*	*	*	*	*	*

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

	PSA Prepayment Assumption								
LIBOR	**50%**	**100%**	**135%**	**200%**	**350%**	**600%**	**900%**	**1200%**	**1600%**
0.12078%	10.6%	10.6%	10.6%	10.7%	11.4%	12.9%	14.8%	17.2%	21.9%
0.24156%	10.4%	10.4%	10.4%	10.5%	11.2%	12.7%	14.6%	17.0%	21.8%
2.24156%	6.6%	6.6%	6.7%	6.8%	7.5%	9.3%	11.6%	14.5%	20.1%
4.24156%	2.9%	3.0%	3.0%	3.1%	4.0%	6.0%	8.7%	11.9%	18.3%
5.80000%	0.1%	0.1%	0.1%	0.2%	1.2%	3.4%	6.4%	9.9%	17.0%

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

	PSA Prepayment Assumption							
LIBOR	**50%**	**100%**	**300%**	**633%**	**800%**	**1000%**	**1200%**	**1400%**
0.12078%	56.5%	53.1%	38.7%	12.5%	(2.1)%	(21.2)%	(42.8)%	(68.4)%
0.24156%	55.2%	51.8%	37.4%	11.3%	(3.2)%	(22.3)%	(43.9)%	(69.4)%
2.24156%	34.0%	30.7%	17.0%	(8.1)%	(22.1)%	(40.5)%	(61.5)%	(86.7)%
4.24156%	13.3%	10.2%	(2.9)%	(27.0)%	(40.4)%	(58.3)%	(79.1)%	*
6.19000%	*	*	*	*	*	*	*	*

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

	PSA Prepayment Assumption									
LIBOR	**50%**	**100%**	**135%**	**215%**	**250%**	**500%**	**800%**	**1000%**	**1200%**	**1600%**
0.12000%	14.7%	14.7%	14.7%	15.0%	15.3%	16.3%	17.3%	18.0%	19.0%	22.7%
0.24375%	14.4%	14.4%	14.4%	14.7%	14.9%	16.0%	17.0%	17.7%	18.7%	22.4%
2.24375%	9.1%	9.1%	9.1%	9.4%	9.7%	10.9%	12.0%	12.9%	14.1%	18.7%
4.24375%	3.9%	4.0%	4.0%	4.2%	4.6%	5.7%	7.0%	8.1%	9.5%	15.0%
5.75000%	0.1%	0.1%	0.1%	0.4%	0.7%	1.8%	3.2%	4.4%	6.0%	12.2%

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:

Class	% PSA
IJ	419%
IQ	670%
MI	797%

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 original principal balance) are as follows:

Class	Price*
IJ	15.00%
IQ	12.75%
MI	12.00%

* 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 IJ Class to Prepayments

	PSA Prepayment Assumption				
	50%	100%	297%	500%	700%
Pre-Tax Yields to Maturity	28.4%	25.5%	10.3%	(6.7)%	(22.7)%

Sensitivity of the IQ Class to Prepayments

	PSA Prepayment Assumption									
	50%	100%	135%	215%	250%	500%	800%	1000%	1200%	1600%
Pre-Tax Yields to Maturity	42.8%	37.6%	33.8%	33.8%	33.8%	16.9%	(15.0)%	(41.7)%	(73.7)%	*

Sensitivity of the MI Class to Prepayments

	PSA Prepayment Assumption								
	50%	100%	135%	200%	350%	600%	900%	1200%	1600%
Pre-Tax Yields to Maturity	44.8%	38.3%	33.6%	33.6%	33.6%	18.5%	(11.5)%	(53.1)%	*

Weighted Average Lives of the Certificates

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

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

- the timing of changes in the rate of principal distributions,
- the priority sequences of distributions of principal of the Group 1, Group 2, Group 3 and Group 5 Classes, and
- in the case of the Group 3 Classes, the priority sequence affecting principal payments on the Group 3 Underlying REMIC Certificate.

See "—Distributions of Principal" above and "Description of the Certificates—Distributions of Principal" in the Underlying REMIC Disclosure Document.

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.

Mortgage Loans Backing Trust Assets Specified Below	Original Terms to Maturity	Remaining Terms to Maturity	Interest Rates
Group 1 MBS	360 months	360 months	7.00%
Group 2 MBS	360 months	360 months	8.50%
Group 3 Underlying REMIC Certificate	360 months	359 months	7.00%
Group 4 SMBS	360 months	360 months	8.00%
Group 5 MBS	360 months	360 months	8.50%
Group 6 SMBS	360 months	360 months	8.00%

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	L Class PSA Prepayment Assumption					LV Class PSA Prepayment Assumption					LZ Class PSA Prepayment Assumption					LE Class PSA Prepayment Assumption				
	0%	100%	297%	500%	700%	0%	100%	297%	500%	700%	0%	100%	297%	500%	700%	0%	100%	297%	500%	700%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
November 2010	99	95	90	85	79	93	93	93	93	93	105	105	105	105	105	100	100	100	100	100
November 2011	97	88	72	57	43	85	85	85	85	85	109	109	109	109	109	100	100	100	100	100
November 2012	96	79	53	30	12	77	77	77	77	77	114	114	114	114	114	100	100	100	100	100
November 2013	94	70	37	11	0	69	69	69	69	18	120	120	120	120	120	100	100	100	100	80
November 2014	92	63	24	0	0	61	61	61	47	0	125	125	125	125	74	100	100	100	95	45
November 2015	91	55	13	0	0	52	52	52	0	0	131	131	131	107	42	100	100	100	65	26
November 2016	89	48	5	0	0	42	42	42	0	0	137	137	137	73	24	100	100	100	44	15
November 2017	86	42	0	0	0	33	33	15	0	0	143	143	143	50	14	100	100	93	30	8
November 2018	84	36	0	0	0	22	22	0	0	0	150	150	122	34	8	100	100	75	21	5
November 2019	82	30	0	0	0	12	12	0	0	0	157	157	98	23	4	100	100	60	14	3
November 2020	79	25	0	0	0	*	*	0	0	0	164	164	78	16	2	100	100	47	10	1
November 2021	76	20	0	0	0	0	0	0	0	0	164	164	62	11	1	100	100	38	6	1
November 2022	73	15	0	0	0	0	0	0	0	0	164	164	49	7	1	100	100	30	4	*
November 2023	70	11	0	0	0	0	0	0	0	0	164	164	39	5	*	100	100	24	3	*
November 2024	66	7	0	0	0	0	0	0	0	0	164	164	30	3	*	100	100	19	2	*
November 2025	63	3	0	0	0	0	0	0	0	0	164	164	24	2	*	100	100	14	1	*
November 2026	58	0	0	0	0	0	0	0	0	0	164	160	19	1	*	100	98	11	1	*
November 2027	54	0	0	0	0	0	0	0	0	0	164	142	14	1	*	100	86	9	1	*
November 2028	50	0	0	0	0	0	0	0	0	0	164	125	11	1	*	100	76	7	*	*
November 2029	45	0	0	0	0	0	0	0	0	0	164	109	8	*	*	100	66	5	*	*
November 2030	39	0	0	0	0	0	0	0	0	0	164	94	6	*	*	100	57	4	*	*
November 2031	34	0	0	0	0	0	0	0	0	0	164	80	5	*	*	100	49	3	*	*
November 2032	27	0	0	0	0	0	0	0	0	0	164	67	3	*	*	100	41	2	*	*
November 2033	21	0	0	0	0	0	0	0	0	0	164	55	2	*	*	100	33	2	*	*
November 2034	14	0	0	0	0	0	0	0	0	0	164	43	2	*	*	100	26	1	*	*
November 2035	6	0	0	0	0	0	0	0	0	0	164	33	1	*	*	100	20	1	*	*
November 2036	0	0	0	0	0	0	0	0	0	0	154	23	1	*	*	94	14	*	*	*
November 2037	0	0	0	0	0	0	0	0	0	0	106	14	*	*	*	65	8	*	*	*
November 2038	0	0	0	0	0	0	0	0	0	0	55	5	*	*	*	33	3	*	*	*
November 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)**	17.4	7.4	3.5	2.4	1.9	6.0	6.0	5.5	4.2	3.3	28.5	22.3	12.5	8.2	5.9	28.5	22.3	12.0	7.5	5.4

Date	FE, TE†, TJ†, FJ and FP Classes PSA Prepayment Assumption										FL Class PSA Prepayment Assumption									
	0%	100%	135%	215%	250%	500%	800%	1000%	1200%	1600%	0%	100%	135%	215%	250%	500%	800%	1000%	1200%	1600%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
November 2010	99	89	89	89	89	89	72	54	37	1	100	100	100	100	100	100	100	100	100	100
November 2011	98	79	79	79	79	66	34	18	6	0	100	100	100	100	100	100	100	100	100	5
November 2012	96	69	69	69	69	44	14	3	0	0	100	100	100	100	100	100	100	100	55	*
November 2013	95	60	60	60	60	28	4	0	0	0	100	100	100	100	100	100	100	62	15	*
November 2014	93	52	52	52	52	17	0	0	0	0	100	100	100	100	100	100	89	24	4	*
November 2015	92	44	44	44	44	10	0	0	0	0	100	100	100	100	100	100	45	9	1	*
November 2016	90	36	36	36	36	5	0	0	0	0	100	100	100	100	100	100	23	4	*	0
November 2017	88	29	29	29	29	2	0	0	0	0	100	100	100	100	100	100	12	1	*	0
November 2018	85	23	23	23	23	0	0	0	0	0	100	100	100	100	100	86	6	1	*	0
November 2019	83	18	18	18	18	0	0	0	0	0	100	100	100	100	100	58	3	*	*	0
November 2020	80	14	14	14	14	0	0	0	0	0	100	100	100	100	100	39	2	*	*	0
November 2021	77	10	10	10	10	0	0	0	0	0	100	100	100	100	100	27	1	*	*	0
November 2022	74	7	7	7	7	0	0	0	0	0	100	100	100	100	100	18	*	*	*	0
November 2023	71	5	5	5	5	0	0	0	0	0	100	100	100	100	100	12	*	*	*	0
November 2024	67	3	3	3	3	0	0	0	0	0	100	100	100	100	100	8	*	*	*	0
November 2025	63	1	1	1	1	0	0	0	0	0	100	100	100	100	100	5	*	*	*	0
November 2026	59	0	0	0	0	0	0	0	0	0	100	95	95	95	95	4	*	*	0	0
November 2027	54	0	0	0	0	0	0	0	0	0	100	75	75	75	75	2	*	*	0	0
November 2028	49	0	0	0	0	0	0	0	0	0	100	59	59	59	59	1	*	*	0	0
November 2029	43	0	0	0	0	0	0	0	0	0	100	46	46	46	46	1	*	*	0	0
November 2030	37	0	0	0	0	0	0	0	0	0	100	35	35	35	35	1	*	*	0	0
November 2031	30	0	0	0	0	0	0	0	0	0	100	26	26	26	26	*	*	*	0	0
November 2032	23	0	0	0	0	0	0	0	0	0	100	19	19	19	19	*	*	0	0	0
November 2033	15	0	0	0	0	0	0	0	0	0	100	13	13	13	13	*	*	0	0	0
November 2034	6	0	0	0	0	0	0	0	0	0	100	8	8	8	8	*	*	0	0	0
November 2035	0	0	0	0	0	0	0	0	0	0	51	4	4	4	4	*	*	0	0	0
November 2036	0	0	0	0	0	0	0	0	0	0	1	1	1	1	1	*	*	0	0	0
November 2037	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2038	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 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)**	17.2	5.9	5.9	5.9	5.9	3.1	1.8	1.3	1.0	0.5	26.1	20.3	20.3	20.3	20.3	11.2	6.3	4.6	3.3	1.4

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

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

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

Date	FC Class PSA Prepayment Assumption									
	0%	100%	135%	215%	250%	500%	800%	1000%	1200%	1600%
Initial Percent	100	100	100	100	100	100	100	100	100	100
November 2010	100	100	93	77	70	20	0	0	0	0
November 2011	100	100	87	59	47	0	0	0	0	0
November 2012	100	100	82	45	29	0	0	0	0	0
November 2013	100	100	78	34	17	0	0	0	0	0
November 2014	100	100	75	26	8	0	0	0	0	0
November 2015	100	100	73	21	3	0	0	0	0	0
November 2016	100	100	71	19	*	0	0	0	0	0
November 2017	100	100	70	17	*	0	0	0	0	0
November 2018	100	99	68	16	*	0	0	0	0	0
November 2019	100	96	65	15	*	0	0	0	0	0
November 2020	100	92	62	14	*	0	0	0	0	0
November 2021	100	88	58	13	*	0	0	0	0	0
November 2022	100	82	54	11	*	0	0	0	0	0
November 2023	100	77	49	10	*	0	0	0	0	0
November 2024	100	71	45	9	*	0	0	0	0	0
November 2025	100	65	40	8	*	0	0	0	0	0
November 2026	100	59	36	7	*	0	0	0	0	0
November 2027	100	53	32	6	*	0	0	0	0	0
November 2028	100	46	27	5	*	0	0	0	0	0
November 2029	100	40	23	4	*	0	0	0	0	0
November 2030	100	35	20	3	*	0	0	0	0	0
November 2031	100	29	16	3	*	0	0	0	0	0
November 2032	100	23	13	2	*	0	0	0	0	0
November 2033	100	18	10	1	*	0	0	0	0	0
November 2034	100	13	7	1	*	0	0	0	0	0
November 2035	100	8	4	1	*	0	0	0	0	0
November 2036	83	3	1	*	*	0	0	0	0	0
November 2037	58	0	0	0	0	0	0	0	0	0
November 2038	30	0	0	0	0	0	0	0	0	0
November 2039	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	28.3	18.5	13.1	4.8	2.2	0.6	0.3	0.2	0.2	0.1

Date	SI† Class PSA Prepayment Assumption									
	0%	100%	135%	215%	250%	500%	800%	1000%	1200%	1600%
Initial Percent	100	100	100	100	100	100	100	100	100	100
November 2010	99	93	91	86	84	70	52	40	29	5
November 2011	98	86	82	74	70	48	27	16	8	*
November 2012	98	80	74	63	59	33	14	6	2	*
November 2013	97	74	67	54	49	23	7	2	1	*
November 2014	95	68	61	46	41	16	4	1	*	*
November 2015	94	63	55	40	34	11	2	*	*	0
November 2016	93	58	49	34	28	7	1	*	*	0
November 2017	92	53	44	29	24	5	*	*	*	0
November 2018	90	48	39	24	20	3	*	*	*	0
November 2019	89	44	35	21	16	2	*	*	*	0
November 2020	87	40	31	17	13	2	*	*	*	0
November 2021	85	36	28	15	11	1	*	*	*	0
November 2022	83	33	25	12	9	1	*	*	*	0
November 2023	81	30	22	10	7	*	*	*	*	0
November 2024	78	27	19	8	6	*	*	*	0	0
November 2025	75	24	17	7	5	*	*	*	0	0
November 2026	72	21	14	6	4	*	*	*	0	0
November 2027	69	18	12	5	3	*	*	*	0	0
November 2028	66	16	10	4	2	*	*	*	0	0
November 2029	62	14	9	3	2	*	*	0	0	0
November 2030	58	11	7	2	1	*	*	0	0	0
November 2031	53	9	6	2	1	*	*	0	0	0
November 2032	49	7	4	1	1	*	*	0	0	0
November 2033	43	6	3	1	1	*	*	0	0	0
November 2034	37	4	2	1	*	*	*	0	0	0
November 2035	31	2	1	*	*	*	0	0	0	0
November 2036	24	1	*	*	*	*	0	0	0	0
November 2037	17	0	0	0	0	0	0	0	0	0
November 2038	9	0	0	0	0	0	0	0	0	0
November 2039	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	20.8	10.2	8.6	6.2	5.4	2.7	1.5	1.1	0.8	0.4

Date	Q, AQ, NQ, QE, HQ and IQ† Classes PSA Prepayment Assumption									
	0%	100%	135%	215%	250%	500%	800%	1000%	1200%	1600%
Initial Percent	100	100	100	100	100	100	100	100	100	100
November 2010	99	91	88	88	88	87	65	50	35	4
November 2011	98	82	77	77	77	60	32	18	8	0
November 2012	97	74	67	67	67	40	15	6	*	0
November 2013	96	66	58	58	58	27	7	1	0	0
November 2014	94	59	49	49	49	18	2	0	0	0
November 2015	93	52	42	42	42	11	*	0	0	0
November 2016	91	45	34	34	34	7	0	0	0	0
November 2017	89	39	28	28	28	4	0	0	0	0
November 2018	87	33	23	23	23	2	0	0	0	0
November 2019	85	28	19	19	19	1	0	0	0	0
November 2020	83	23	15	15	15	0	0	0	0	0
November 2021	81	18	12	12	12	0	0	0	0	0
November 2022	78	14	9	9	9	0	0	0	0	0
November 2023	75	9	7	7	7	0	0	0	0	0
November 2024	72	5	5	5	5	0	0	0	0	0
November 2025	68	4	4	4	4	0	0	0	0	0
November 2026	64	3	3	3	3	0	0	0	0	0
November 2027	60	2	2	2	2	0	0	0	0	0
November 2028	56	1	1	1	1	0	0	0	0	0
November 2029	51	*	*	*	*	0	0	0	0	0
November 2030	46	0	0	0	0	0	0	0	0	0
November 2031	40	0	0	0	0	0	0	0	0	0
November 2032	34	0	0	0	0	0	0	0	0	0
November 2033	27	0	0	0	0	0	0	0	0	0
November 2034	19	0	0	0	0	0	0	0	0	0
November 2035	11	0	0	0	0	0	0	0	0	0
November 2036	2	0	0	0	0	0	0	0	0	0
November 2037	0	0	0	0	0	0	0	0	0	0
November 2038	0	0	0	0	0	0	0	0	0	0
November 2039	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	18.5	7.0	5.9	5.9	5.9	3.1	1.8	1.3	0.9	0.4

Date	QF and QS Classes PSA Prepayment Assumption									
	0%	100%	135%	215%	250%	500%	800%	1000%	1200%	1600%
Initial Percent	100	100	100	100	100	100	100	100	100	100
November 2010	100	100	100	100	100	100	100	100	100	100
November 2011	100	100	100	100	100	100	100	100	100	11
November 2012	100	100	100	100	100	100	100	100	100	*
November 2013	100	100	100	100	100	100	100	100	33	*
November 2014	100	100	100	100	100	100	100	53	9	*
November 2015	100	100	100	100	100	100	100	21	2	*
November 2016	100	100	100	100	100	100	51	8	1	*
November 2017	100	100	100	100	100	100	26	3	*	0
November 2018	100	100	100	100	100	100	13	1	*	0
November 2019	100	100	100	100	100	100	7	*	*	0
November 2020	100	100	100	100	100	87	3	*	*	0
November 2021	100	100	100	100	100	59	2	*	*	0
November 2022	100	100	100	100	100	40	1	*	*	0
November 2023	100	100	100	100	100	27	*	*	*	0
November 2024	100	100	100	100	100	18	*	*	*	0
November 2025	100	100	100	100	100	12	*	*	*	0
November 2026	100	100	100	100	100	8	*	*	*	0
November 2027	100	100	100	100	100	5	*	*	0	0
November 2028	100	100	100	100	100	3	*	*	0	0
November 2029	100	100	100	100	100	2	*	*	0	0
November 2030	100	76	76	76	76	1	*	*	0	0
November 2031	100	57	57	57	57	1	*	*	0	0
November 2032	100	41	41	41	41	*	*	*	0	0
November 2033	100	28	28	28	28	*	*	0	0	0
November 2034	100	18	18	18	18	*	*	0	0	0
November 2035	100	10	10	10	10	*	*	0	0	0
November 2036	100	3	3	3	3	*	*	0	0	0
November 2037	0	0	0	0	0	0	0	0	0	0
November 2038	0	0	0	0	0	0	0	0	0	0
November 2039	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	27.4	22.8	22.8	22.8	22.8	13.2	7.5	5.4	3.9	1.6

* 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	GF and GS Classes									
	PSA Prepayment Assumption									
	0%	100%	135%	215%	250%	500%	800%	1000%	1200%	1600%
Initial Percent	100	100	100	100	100	100	100	100	100	100
November 2010	100	100	100	77	68	0	0	0	0	0
November 2011	100	100	100	60	43	0	0	0	0	0
November 2012	100	100	100	47	25	0	0	0	0	0
November 2013	100	100	100	37	13	0	0	0	0	0
November 2014	100	100	100	31	5	0	0	0	0	0
November 2015	100	100	100	27	1	0	0	0	0	0
November 2016	100	100	100	26	*	0	0	0	0	0
November 2017	100	100	99	25	*	0	0	0	0	0
November 2018	100	100	96	23	*	0	0	0	0	0
November 2019	100	100	92	22	*	0	0	0	0	0
November 2020	100	100	87	20	*	0	0	0	0	0
November 2021	100	100	82	18	*	0	0	0	0	0
November 2022	100	100	76	16	*	0	0	0	0	0
November 2023	100	100	70	14	*	0	0	0	0	0
November 2024	100	100	63	13	*	0	0	0	0	0
November 2025	100	92	57	11	*	0	0	0	0	0
November 2026	100	83	51	9	*	0	0	0	0	0
November 2027	100	74	45	8	*	0	0	0	0	0
November 2028	100	66	39	7	*	0	0	0	0	0
November 2029	100	57	33	6	*	0	0	0	0	0
November 2030	100	49	28	4	*	0	0	0	0	0
November 2031	100	41	23	4	*	0	0	0	0	0
November 2032	100	33	18	3	*	0	0	0	0	0
November 2033	100	25	14	2	*	0	0	0	0	0
November 2034	100	18	9	1	*	0	0	0	0	0
November 2035	100	11	6	1	*	0	0	0	0	0
November 2036	100	4	2	*	*	0	0	0	0	0
November 2037	82	0	0	0	0	0	0	0	0	0
November 2038	43	0	0	0	0	0	0	0	0	0
November 2039	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	28.8	21.0	17.4	5.6	2.1	0.5	0.2	0.2	0.1	0.1

Date	SG Class									
	PSA Prepayment Assumption									
	0%	100%	135%	215%	250%	500%	800%	1000%	1200%	1600%
Initial Percent	100	100	100	100	100	100	100	100	100	100
November 2010	100	100	100	79	70	8	8	8	8	8
November 2011	100	100	100	63	48	8	8	8	8	1
November 2012	100	100	100	51	31	8	8	8	8	*
November 2013	100	100	100	42	20	8	8	8	3	*
November 2014	100	100	100	37	13	8	8	4	1	*
November 2015	100	100	100	33	9	8	8	2	*	*
November 2016	100	100	100	32	8	8	4	1	*	0
November 2017	100	100	99	31	8	8	2	*	*	0
November 2018	100	100	97	29	8	8	1	*	*	0
November 2019	100	100	93	28	8	8	1	*	*	0
November 2020	100	100	88	26	8	7	*	*	*	0
November 2021	100	100	83	25	8	5	*	*	*	0
November 2022	100	100	78	23	8	3	*	*	*	0
November 2023	100	100	72	21	8	2	*	*	*	0
November 2024	100	100	66	20	8	1	*	*	*	0
November 2025	100	92	60	18	8	1	*	*	0	0
November 2026	100	84	55	17	8	1	*	*	0	0
November 2027	100	76	49	15	8	*	*	*	0	0
November 2028	100	68	44	14	8	*	*	*	0	0
November 2029	100	61	39	13	8	*	*	*	0	0
November 2030	100	51	32	10	6	*	*	0	0	0
November 2031	100	42	26	8	5	*	*	0	0	0
November 2032	100	33	20	6	3	*	*	0	0	0
November 2033	100	25	15	4	2	*	*	0	0	0
November 2034	100	18	10	3	1	*	*	0	0	0
November 2035	100	11	6	1	1	*	*	0	0	0
November 2036	100	4	2	*	*	*	0	0	0	0
November 2037	75	0	0	0	0	0	0	0	0	0
November 2038	39	0	0	0	0	0	0	0	0	0
November 2039	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	28.7	21.2	17.9	7.0	3.7	1.5	0.8	0.6	0.5	0.2

Date	FB Class									
	PSA Prepayment Assumption									
	0%	100%	135%	215%	250%	500%	800%	1000%	1200%	1600%
Initial Percent	100	100	100	100	100	100	100	100	100	100
November 2010	100	100	96	80	73	23	11	11	11	11
November 2011	100	100	92	63	51	11	11	11	11	1
November 2012	100	100	89	51	36	11	11	11	7	*
November 2013	100	100	87	42	25	11	11	8	2	*
November 2014	100	100	85	36	17	11	10	3	1	*
November 2015	100	100	84	32	13	11	6	1	*	*
November 2016	100	100	83	29	11	11	3	1	*	0
November 2017	100	100	82	28	11	11	2	*	*	0
November 2018	100	99	80	27	11	10	1	*	*	0
November 2019	100	98	77	26	11	7	*	*	*	0
November 2020	100	95	74	25	11	6	*	*	*	0
November 2021	100	93	70	24	11	4	*	*	*	0
November 2022	100	90	65	22	11	3	*	*	*	0
November 2023	100	86	61	21	11	2	*	*	*	0
November 2024	100	83	56	20	11	1	*	*	*	0
November 2025	100	77	52	19	11	1	*	*	0	0
November 2026	100	70	47	17	10	*	*	*	0	0
November 2027	100	62	41	15	9	*	*	*	0	0
November 2028	100	55	35	12	7	*	*	*	0	0
November 2029	100	47	30	10	6	*	*	*	0	0
November 2030	100	40	25	8	5	*	*	0	0	0
November 2031	100	33	20	6	4	*	*	0	0	0
November 2032	100	26	16	5	3	*	*	0	0	0
November 2033	100	20	12	3	2	*	*	0	0	0
November 2034	100	14	8	2	1	*	*	0	0	0
November 2035	96	8	5	1	1	*	*	0	0	0
November 2036	82	3	2	*	*	*	0	0	0	0
November 2037	59	0	0	0	0	0	0	0	0	0
November 2038	31	0	0	0	0	0	0	0	0	0
November 2039	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	28.2	19.5	15.3	6.8	4.2	1.8	1.0	0.7	0.5	0.3

Date	JA Class					JM and IJ† Classes				
	PSA Prepayment Assumption					PSA Prepayment Assumption				
	0%	100%	297%	500%	700%	0%	100%	297%	500%	700%
Initial Percent	100	100	100	100	100	100	100	100	100	100
November 2010	92	81	63	46	28	100	100	100	100	100
November 2011	83	50	0	0	0	100	100	99	81	65
November 2012	73	14	0	0	0	100	100	73	45	22
November 2013	63	0	0	0	0	100	93	51	19	0
November 2014	52	0	0	0	0	100	81	33	1	0
November 2015	41	0	0	0	0	100	70	18	0	0
November 2016	29	0	0	0	0	100	60	5	0	0
November 2017	16	0	0	0	0	100	50	0	0	0
November 2018	2	0	0	0	0	100	40	0	0	0
November 2019	0	0	0	0	0	96	31	0	0	0
November 2020	0	0	0	0	0	90	22	0	0	0
November 2021	0	0	0	0	0	84	14	0	0	0
November 2022	0	0	0	0	0	78	6	0	0	0
November 2023	0	0	0	0	0	72	0	0	0	0
November 2024	0	0	0	0	0	65	0	0	0	0
November 2025	0	0	0	0	0	58	0	0	0	0
November 2026	0	0	0	0	0	50	0	0	0	0
November 2027	0	0	0	0	0	41	0	0	0	0
November 2028	0	0	0	0	0	33	0	0	0	0
November 2029	0	0	0	0	0	23	0	0	0	0
November 2030	0	0	0	0	0	13	0	0	0	0
November 2031	0	0	0	0	0	3	0	0	0	0
November 2032	0	0	0	0	0	0	0	0	0	0
November 2033	0	0	0	0	0	0	0	0	0	0
November 2034	0	0	0	0	0	0	0	0	0	0
November 2035	0	0	0	0	0	0	0	0	0	0
November 2036	0	0	0	0	0	0	0	0	0	0
November 2037	0	0	0	0	0	0	0	0	0	0
November 2038	0	0	0	0	0	0	0	0	0	0
November 2039	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	5.0	2.0	1.2	0.9	0.8	16.6	8.2	4.3	3.0	2.4

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

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

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

TF and TS† Classes

Date	PSA Prepayment Assumption 0%	100%	460%	700%	1000%	1200%
Initial Percent	100	100	100	100	100	100
November 2010	99	93	71	57	39	28
November 2011	98	86	51	33	16	8
November 2012	97	79	36	19	6	2
November 2013	96	73	26	11	2	1
November 2014	95	67	18	6	1	*
November 2015	94	62	13	3	*	*
November 2016	92	57	9	2	*	*
November 2017	91	52	6	1	*	*
November 2018	89	47	5	1	*	*
November 2019	88	43	3	*	*	*
November 2020	86	39	2	*	*	*
November 2021	84	35	2	*	*	*
November 2022	82	32	1	*	*	*
November 2023	79	28	1	*	*	*
November 2024	77	25	1	*	*	0
November 2025	74	22	*	*	*	0
November 2026	71	20	*	*	*	0
November 2027	68	17	*	*	*	0
November 2028	64	15	*	*	*	0
November 2029	60	12	*	*	0	0
November 2030	56	10	*	*	0	0
November 2031	52	8	*	*	0	0
November 2032	47	6	*	*	0	0
November 2033	42	5	*	*	0	0
November 2034	36	3	*	*	0	0
November 2035	30	1	*	*	0	0
November 2036	23	0	0	0	0	0
November 2037	16	0	0	0	0	0
November 2038	8	0	0	0	0	0
November 2039	0	0	0	0	0	0
Weighted Average Life (years)**	20.5	9.9	3.0	1.8	1.1	0.8

NF and NS† Classes

Date	PSA Prepayment Assumption 0%	100%	135%	200%	350%	600%	900%	1200%	1600%
Initial Percent	100	100	100	100	100	100	100	100	100
November 2010	99	93	91	87	78	64	46	29	5
November 2011	98	86	82	75	61	40	21	8	*
November 2012	98	80	74	65	47	25	9	2	*
November 2013	97	74	67	57	37	16	4	1	*
November 2014	95	68	61	49	29	10	2	*	*
November 2015	94	63	55	42	22	6	1	*	0
November 2016	93	58	49	36	17	4	*	*	0
November 2017	92	53	44	31	13	2	*	*	0
November 2018	90	48	39	27	10	2	*	*	0
November 2019	89	44	35	23	8	1	*	*	0
November 2020	87	40	31	19	6	1	*	*	0
November 2021	85	36	28	17	5	*	*	*	0
November 2022	83	33	25	14	3	*	*	*	0
November 2023	81	30	22	12	3	*	*	*	0
November 2024	78	27	19	10	2	*	*	0	0
November 2025	75	24	17	8	1	*	*	0	0
November 2026	72	21	14	7	1	*	*	0	0
November 2027	69	18	12	6	1	*	*	0	0
November 2028	66	16	10	5	1	*	*	0	0
November 2029	62	14	9	4	*	*	*	0	0
November 2030	58	11	7	3	*	*	*	0	0
November 2031	53	9	6	2	*	*	*	0	0
November 2032	49	7	4	2	*	*	0	0	0
November 2033	43	6	3	1	*	*	0	0	0
November 2034	37	4	2	1	*	*	0	0	0
November 2035	31	2	1	*	*	*	0	0	0
November 2036	24	1	*	*	*	*	0	0	0
November 2037	17	0	0	0	0	0	0	0	0
November 2038	9	0	0	0	0	0	0	0	0
November 2039	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	20.8	10.2	8.6	6.5	4.0	2.2	1.3	0.8	0.4

N, MJ, MU, ME and MI† Classes

Date	PSA Prepayment Assumption 0%	100%	135%	200%	350%	600%	900%	1200%	1600%
Initial Percent	100	100	100	100	100	100	100	100	100
November 2010	99	89	86	86	86	86	68	42	7
November 2011	98	79	74	74	74	59	31	11	0
November 2012	96	70	62	62	62	37	14	3	0
November 2013	95	61	51	51	51	23	6	*	0
November 2014	93	52	41	41	41	14	2	0	0
November 2015	92	44	32	32	32	9	1	0	0
November 2016	90	37	25	25	25	5	0	0	0
November 2017	88	30	19	19	19	3	0	0	0
November 2018	85	23	15	15	15	2	0	0	0
November 2019	83	17	11	11	11	1	0	0	0
November 2020	80	11	8	8	8	*	0	0	0
November 2021	78	6	6	6	6	0	0	0	0
November 2022	74	5	5	5	5	0	0	0	0
November 2023	71	3	3	3	3	0	0	0	0
November 2024	67	2	2	2	2	0	0	0	0
November 2025	63	2	2	2	2	0	0	0	0
November 2026	59	1	1	1	1	0	0	0	0
November 2027	54	1	1	1	1	0	0	0	0
November 2028	49	*	*	*	*	0	0	0	0
November 2029	43	*	*	*	*	0	0	0	0
November 2030	37	0	0	0	0	0	0	0	0
November 2031	31	0	0	0	0	0	0	0	0
November 2032	23	0	0	0	0	0	0	0	0
November 2033	15	0	0	0	0	0	0	0	0
November 2034	7	0	0	0	0	0	0	0	0
November 2035	0	0	0	0	0	0	0	0	0
November 2036	0	0	0	0	0	0	0	0	0
November 2037	0	0	0	0	0	0	0	0	0
November 2038	0	0	0	0	0	0	0	0	0
November 2039	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	17.2	5.8	5.0	5.0	5.0	2.9	1.8	1.1	0.5

NW Class

Date	PSA Prepayment Assumption 0%	100%	135%	200%	350%	600%	900%	1200%	1600%
Initial Percent	100	100	100	100	100	100	100	100	100
November 2010	100	100	100	100	100	100	100	100	100
November 2011	100	100	100	100	100	100	100	100	48
November 2012	100	100	100	100	100	100	100	100	2
November 2013	100	100	100	100	100	100	100	100	*
November 2014	100	100	100	100	100	100	100	40	*
November 2015	100	100	100	100	100	100	100	11	*
November 2016	100	100	100	100	100	100	96	3	*
November 2017	100	100	100	100	100	100	43	1	0
November 2018	100	100	100	100	100	100	19	*	0
November 2019	100	100	100	100	100	100	9	*	0
November 2020	100	100	100	100	100	100	4	*	0
November 2021	100	100	100	100	100	89	2	*	0
November 2022	100	100	100	100	100	55	1	*	0
November 2023	100	100	100	100	100	34	*	*	0
November 2024	100	100	100	100	100	20	*	*	0
November 2025	100	100	100	100	100	12	*	*	0
November 2026	100	100	100	100	100	7	*	*	0
November 2027	100	100	100	100	100	4	*	*	0
November 2028	100	100	100	100	100	3	*	0	0
November 2029	100	100	100	100	100	2	*	0	0
November 2030	100	73	73	73	73	1	*	0	0
November 2031	100	50	50	50	50	*	*	0	0
November 2032	100	34	34	34	34	*	*	0	0
November 2033	100	21	21	21	21	*	*	0	0
November 2034	100	13	13	13	13	*	*	0	0
November 2035	6	6	6	6	6	*	*	0	0
November 2036	2	2	2	2	2	*	0	0	0
November 2037	0	0	0	0	0	0	0	0	0
November 2038	0	0	0	0	0	0	0	0	0
November 2039	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	25.9	22.5	22.5	22.5	22.5	13.8	8.2	5.1	2.1

* 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.

CF and CS Classes

Date	PSA Prepayment Assumption 0%	100%	135%	200%	350%	600%	900%	1200%	1600%
Initial Percent	100	100	100	100	100	100	100	100	100
November 2010	100	100	100	88	62	17	0	0	0
November 2011	100	100	100	79	35	0	0	0	0
November 2012	100	100	100	72	17	0	0	0	0
November 2013	100	100	100	67	7	0	0	0	0
November 2014	100	100	100	64	1	0	0	0	0
November 2015	100	100	100	62	*	0	0	0	0
November 2016	100	100	98	59	*	0	0	0	0
November 2017	100	100	95	55	*	0	0	0	0
November 2018	100	100	90	51	*	0	0	0	0
November 2019	100	100	84	46	*	0	0	0	0
November 2020	100	100	78	42	*	0	0	0	0
November 2021	100	98	72	37	*	0	0	0	0
November 2022	100	91	65	32	*	0	0	0	0
November 2023	100	83	59	28	*	0	0	0	0
November 2024	100	76	52	24	*	0	0	0	0
November 2025	100	68	46	21	*	0	0	0	0
November 2026	100	61	40	18	*	0	0	0	0
November 2027	100	54	35	15	*	0	0	0	0
November 2028	100	47	30	12	*	0	0	0	0
November 2029	100	41	25	10	*	0	0	0	0
November 2030	100	34	21	8	*	0	0	0	0
November 2031	100	28	17	6	*	0	0	0	0
November 2032	100	23	13	5	*	0	0	0	0
November 2033	100	17	10	3	*	0	0	0	0
November 2034	100	12	7	2	*	0	0	0	0
November 2035	96	7	4	1	*	0	0	0	0
November 2036	75	3	1	*	*	0	0	0	0
November 2037	52	0	0	0	0	0	0	0	0
November 2038	27	0	0	0	0	0	0	0	0
November 2039	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	28.0	19.0	16.0	9.6	1.7	0.6	0.3	0.2	0.1

AF and AS† Classes

Date	PSA Prepayment Assumption 0%	100%	300%	633%	800%	1000%	1200%	1400%
Initial Percent	100	100	100	100	100	100	100	100
November 2010	99	94	85	69	61	52	42	32
November 2011	98	87	68	42	31	20	12	5
November 2012	97	81	55	26	16	8	3	1
November 2013	96	74	45	16	8	3	1	*
November 2014	95	69	36	10	4	1	*	*
November 2015	94	63	29	6	2	*	*	*
November 2016	92	58	23	4	1	*	*	*
November 2017	91	53	19	2	1	*	*	*
November 2018	89	49	15	1	*	*	*	*
November 2019	88	45	12	1	*	*	*	*
November 2020	86	41	9	*	*	*	*	0
November 2021	84	37	7	*	*	*	*	0
November 2022	82	34	6	*	*	*	*	0
November 2023	79	30	5	*	*	*	*	0
November 2024	77	27	4	*	*	*	0	0
November 2025	74	24	3	*	*	*	0	0
November 2026	71	22	2	*	*	*	0	0
November 2027	68	19	2	*	*	*	0	0
November 2028	64	17	1	*	*	*	0	0
November 2029	60	14	1	*	*	0	0	0
November 2030	56	12	1	*	*	0	0	0
November 2031	52	10	1	*	*	0	0	0
November 2032	47	8	*	*	*	0	0	0
November 2033	42	7	*	*	*	0	0	0
November 2034	36	5	*	*	*	0	0	0
November 2035	30	4	*	*	0	0	0	0
November 2036	23	2	*	*	0	0	0	0
November 2037	16	1	*	*	0	0	0	0
November 2038	8	0	0	0	0	0	0	0
November 2039	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	20.5	10.4	4.8	2.3	1.8	1.3	1.1	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.

Characteristics of the Residual Classes

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

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

CERTAIN ADDITIONAL FEDERAL INCOME TAX CONSEQUENCES

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

U.S. Treasury Circular 230 Notice

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

REMIC Elections and Special Tax Attributes

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

Taxation of Beneficial Owners of Regular Certificates

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

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

Group	Prepayment Assumption
1	297% PSA
2	215% PSA
3	297% PSA
4	460% PSA
5	200% PSA
6	633% 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 one or more underlying Regular Certificates. The LE, FJ, FP, SG and FB Classes of RCR Certificates are Combination RCR Certificates. The remaining Classes of RCR Certificates are Strip 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 J.P. Morgan Securities, Inc. (the "Dealer") in exchange for the Trust MBS, the Group 3 Underlying REMIC Certificate and the SMBS. 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 dealer.

LEGAL MATTERS

Sidley Austin LLP will provide legal representation for Fannie Mae. Cleary Gottlieb Steen & Hamilton LLP will provide legal representation for the Dealer.

Exhibit A

Group 3 Underlying REMIC Certificate

Underlying REMIC Trust	Class	Date of Issue	CUSIP Number	Interest Rate	Interest Type(1)	Final Distribution Date	Principal Type(1)	Original Principal Balance of Class	November 2009 Class Factor	Principal Balance in the Lower Tier REMIC	Approximate Weighted Average WAC	Approximate Weighted Average WAM (in months)	Approximate Weighted Average WALA (in months)
2009-90	D	October 2009	31398FZX2	4.5%	FIX	March 2032	SEQ/AD	$214,220,340	0.99689184	$115,859,108	4.955%	356	3

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

Note: For any pool of Mortgage Loans backing an underlying REMIC or RCR certificate, if a preliminary calculation indicated that the sum of the WAM and WALA for that pool exceeded the longest original term to maturity of any Mortgage Loan in the pool, the WALA used in determining the information shown in the related table was reduced as necessary to insure that the sum of the WAM and WALA does not exceed such original term to maturity.

Schedule 1

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								
LV	$ 6,410,000	LE(3)	$ 16,410,000	SEQ	4.5%	FIX	31398F6L0	December 2039
LZ	10,000,000							
Recombination 2								
Q	78,798,000	AQ	78,798,000	PAC	3.0	FIX	31398F6Q9	September 2039
		IQ	26,266,000(4)	NTL	6.0	FIX/IO	31398F6R7	September 2039
Recombination 3								
Q	78,798,000	NQ	78,798,000	PAC	3.5	FIX	31398F6P1	September 2039
		IQ	19,699,500(4)	NTL	6.0	FIX/IO	31398F6R7	September 2039
Recombination 4								
Q	78,798,000	QE	78,798,000	PAC	4.0	FIX	31398F6N6	September 2039
		IQ	13,133,000(4)	NTL	6.0	FIX/IO	31398F6R7	September 2039
Recombination 5								
Q	78,798,000	HQ	78,798,000	PAC	4.5	FIX	31398F6M8	September 2039
		IQ	6,566,500(4)	NTL	6.0	FIX/IO	31398F6R7	September 2039
Recombination 6								
FE	67,910,641	FJ	67,910,641	PAC	(5)	FLT	31398F6S5	May 2039
TE	67,910,641(4)							
Recombination 7								
TJ	67,910,641(4)	FP	67,910,641	PAC	(5)	FLT	31398F6T3	May 2039
FE	67,910,641							
TE	67,910,641(4)							
Recombination 8								
QS	527,428	SG	6,518,773	SUP	(5)	INV	31398F6U0	December 2039
GS	5,991,345							
Recombination 9								
FC	29,638,807	FB	50,000,000	SUP	(5)	FLT	31398F6V8	December 2039
FL	4,064,259							
QF	1,318,572							
GF	14,978,362							

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 10								
N	$134,118,000	MJ	$134,118,000	PAC	3.0%	FIX	31398F6Y2	December 2039
		MI	33,529,500(4)	NTL	6.0	FIX/IO	31398F6Z9	December 2039
Recombination 11								
N	134,118,000	MU	134,118,000	PAC	3.5	FIX	31398F6X4	December 2039
		MI	22,353,000(4)	NTL	6.0	FIX/IO	31398F6Z9	December 2039
Recombination 12								
N	134,118,000	ME	134,118,000	PAC	4.0	FIX	31398F6W6	December 2039
		MI	11,176,500(4)	NTL	6.0	FIX/IO	31398F6Z9	December 2039

(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) Principal payments on the REMIC Certificates in Recombination 1 from the LZ Accrual Amount will be paid as interest on the related RCR Certificates, and thus will not reduce the principal balances of those RCR Certificates.
(4) Notional balances. These Classes are Interest Only Classes. See page S-10 for a description of how their notional balances are calculated.
(5) For a description of these interest rates, see "Summary—Interest Rates" in this prospectus supplement.

Principal Balance Schedules

Aggregate Group I Planned Balances

Distribution Date	Planned Balance	Distribution Date	Planned Balance	Distribution Date	Planned Balance
Initial Balance	$71,974,900.00	March 2014	$43,156,749.09	July 2018	$21,186,393.72
December 2009	71,397,507.67	April 2014	42,672,093.12	August 2018	20,854,840.90
January 2010	70,804,971.81	May 2014	42,189,894.76	September 2018	20,528,122.29
February 2010	70,197,555.19	June 2014	41,710,141.39	October 2018	20,206,169.86
March 2010	69,575,527.79	July 2014	41,232,820.40	November 2018	19,888,916.50
April 2010	68,956,665.05	August 2014	40,757,919.28	December 2018	19,576,296.05
May 2010	68,340,950.69	September 2014	40,285,425.58	January 2019	19,268,243.24
June 2010	67,728,368.51	October 2014	39,815,326.90	February 2019	18,964,693.72
July 2010	67,118,902.39	November 2014	39,347,610.91	March 2019	18,665,584.04
August 2010	66,512,536.29	December 2014	38,882,265.34	April 2019	18,370,851.58
September 2010	65,909,254.26	January 2015	38,419,278.00	May 2019	18,080,434.64
October 2010	65,309,040.43	February 2015	37,958,636.75	June 2019	17,794,272.34
November 2010	64,711,879.00	March 2015	37,500,329.50	July 2019	17,512,304.65
December 2010	64,117,754.27	April 2015	37,044,344.25	August 2019	17,234,472.37
January 2011	63,526,650.60	May 2015	36,590,669.03	September 2019	16,960,717.11
February 2011	62,938,552.45	June 2015	36,139,291.96	October 2019	16,690,981.31
March 2011	62,353,444.35	July 2015	35,690,201.21	November 2019	16,425,208.19
April 2011	61,771,310.91	August 2015	35,243,385.01	December 2019	16,163,341.76
May 2011	61,192,136.83	September 2015	34,798,831.65	January 2020	15,905,326.79
June 2011	60,615,906.86	October 2015	34,356,529.47	February 2020	15,651,108.84
July 2011	60,042,605.86	November 2015	33,916,466.90	March 2020	15,400,634.20
August 2011	59,472,218.76	December 2015	33,478,632.39	April 2020	15,153,849.93
September 2011	58,904,730.55	January 2016	33,043,014.49	May 2020	14,910,703.79
October 2011	58,340,126.31	February 2016	32,609,601.78	June 2020	14,671,144.29
November 2011	57,778,391.21	March 2016	32,178,382.90	July 2020	14,435,120.65
December 2011	57,219,510.48	April 2016	31,749,346.57	August 2020	14,202,582.77
January 2012	56,663,469.42	May 2016	31,322,481.55	September 2020	13,973,481.28
February 2012	56,110,253.42	June 2016	30,897,776.65	October 2020	13,747,767.47
March 2012	55,559,847.93	July 2016	30,475,220.76	November 2020	13,525,393.31
April 2012	55,012,238.51	August 2016	30,054,802.82	December 2020	13,306,311.43
May 2012	54,467,410.74	September 2016	29,636,511.82	January 2021	13,090,475.13
June 2012	53,925,350.32	October 2016	29,220,336.80	February 2021	12,877,838.36
July 2012	53,386,043.00	November 2016	28,806,266.88	March 2021	12,668,355.68
August 2012	52,849,474.61	December 2016	28,394,291.21	April 2021	12,461,982.32
September 2012	52,315,631.05	January 2017	27,984,399.02	May 2021	12,258,674.10
October 2012	51,784,498.31	February 2017	27,576,579.57	June 2021	12,058,387.48
November 2012	51,256,062.42	March 2017	27,170,822.21	July 2021	11,861,079.49
December 2012	50,730,309.50	April 2017	26,767,116.30	August 2021	11,666,707.78
January 2013	50,207,225.76	May 2017	26,365,451.29	September 2021	11,475,230.59
February 2013	49,686,797.44	June 2017	25,965,816.67	October 2021	11,286,606.74
March 2013	49,169,010.87	July 2017	25,568,201.99	November 2021	11,100,795.60
April 2013	48,653,852.47	August 2017	25,172,971.51	December 2021	10,917,757.13
May 2013	48,141,308.71	September 2017	24,783,469.88	January 2022	10,737,451.84
June 2013	47,631,366.12	October 2017	24,399,616.72	February 2022	10,559,840.77
July 2013	47,124,011.31	November 2017	24,021,332.76	March 2022	10,384,885.54
August 2013	46,619,230.98	December 2017	23,648,539.82	April 2022	10,212,548.26
September 2013	46,117,011.85	January 2018	23,281,160.80	May 2022	10,042,791.60
October 2013	45,617,340.76	February 2018	22,919,119.68	June 2022	9,875,578.74
November 2013	45,120,204.59	March 2018	22,562,341.45	July 2022	9,710,873.35
December 2013	44,625,590.28	April 2018	22,210,752.18	August 2022	9,548,639.65
January 2014	44,133,484.86	May 2018	21,864,278.91	September 2022	9,388,842.31
February 2014	43,643,875.42	June 2018	21,522,849.74	October 2022	9,231,446.53

Aggregate Group I (Continued)

Distribution Date	Planned Balance	Distribution Date	Planned Balance	Distribution Date	Planned Balance
November 2022	$ 9,076,417.98	June 2027	$ 3,366,907.22	January 2032	$ 993,903.37
December 2022	8,923,722.79	July 2027	3,301,984.08	February 2032	967,938.43
January 2023	8,773,327.60	August 2027	3,238,092.06	March 2032	942,424.00
February 2023	8,625,199.48	September 2027	3,175,216.04	April 2032	917,353.20
March 2023	8,479,305.98	October 2027	3,113,341.09	May 2032	892,719.27
April 2023	8,335,615.09	November 2027	3,052,452.48	June 2032	868,515.52
May 2023	8,194,095.25	December 2027	2,992,535.73	July 2032	844,735.38
June 2023	8,054,715.35	January 2028	2,933,576.52	August 2032	821,372.35
July 2023	7,917,444.70	February 2028	2,875,560.76	September 2032	798,420.05
August 2023	7,782,253.04	March 2028	2,818,474.54	October 2032	775,872.17
September 2023	7,649,110.54	April 2028	2,762,304.17	November 2032	753,722.51
October 2023	7,517,987.77	May 2028	2,707,036.13	December 2032	731,964.94
November 2023	7,388,855.74	June 2028	2,652,657.11	January 2033	710,593.44
December 2023	7,261,685.84	July 2028	2,599,153.98	February 2033	689,602.06
January 2024	7,136,449.86	August 2028	2,546,513.80	March 2033	668,984.94
February 2024	7,013,120.00	September 2028	2,494,723.80	April 2033	648,736.32
March 2024	6,891,668.84	October 2028	2,443,771.41	May 2033	628,850.49
April 2024	6,772,069.33	November 2028	2,393,644.23	June 2033	609,321.85
May 2024	6,654,294.82	December 2028	2,344,330.03	July 2033	590,144.89
June 2024	6,538,319.03	January 2029	2,295,816.77	August 2033	571,314.14
July 2024	6,424,116.02	February 2029	2,248,092.56	September 2033	552,824.25
August 2024	6,311,660.25	March 2029	2,201,145.69	October 2033	534,669.92
September 2024	6,200,926.51	April 2029	2,154,964.61	November 2033	516,845.95
October 2024	6,091,889.96	May 2029	2,109,537.96	December 2033	499,347.20
November 2024	5,984,526.10	June 2029	2,064,854.50	January 2034	482,168.61
December 2024	5,878,810.78	July 2029	2,020,903.18	February 2034	465,305.18
January 2025	5,774,720.17	August 2029	1,977,673.10	March 2034	448,752.00
February 2025	5,672,230.79	September 2029	1,935,153.50	April 2034	432,504.24
March 2025	5,571,319.48	October 2029	1,893,333.80	May 2034	416,557.11
April 2025	5,471,963.42	November 2029	1,852,203.56	June 2034	400,905.91
May 2025	5,374,140.10	December 2029	1,811,752.47	July 2034	385,546.01
June 2025	5,277,827.31	January 2030	1,771,970.39	August 2034	370,472.83
July 2025	5,183,003.18	February 2030	1,732,847.32	September 2034	355,681.89
August 2025	5,089,646.12	March 2030	1,694,373.39	October 2034	341,168.74
September 2025	4,997,734.87	April 2030	1,656,538.89	November 2034	326,929.01
October 2025	4,907,248.45	May 2030	1,619,334.24	December 2034	312,958.39
November 2025	4,818,166.17	June 2030	1,582,749.99	January 2035	299,252.65
December 2025	4,730,467.65	July 2030	1,546,776.83	February 2035	285,807.60
January 2026	4,644,132.78	August 2030	1,511,405.59	March 2035	272,619.12
February 2026	4,559,141.74	September 2030	1,476,627.21	April 2035	259,683.16
March 2026	4,475,474.98	October 2030	1,442,432.79	May 2035	246,995.70
April 2026	4,393,113.24	November 2030	1,408,813.54	June 2035	234,552.81
May 2026	4,312,037.52	December 2030	1,375,760.78	July 2035	222,350.60
June 2026	4,232,229.08	January 2031	1,343,265.99	August 2035	210,385.26
July 2026	4,153,669.47	February 2031	1,311,320.75	September 2035	198,653.00
August 2026	4,076,340.47	March 2031	1,279,916.76	October 2035	187,150.11
September 2026	4,000,224.13	April 2031	1,249,045.84	November 2035	175,872.94
October 2026	3,925,302.75	May 2031	1,218,699.93	December 2035	164,817.87
November 2026	3,851,558.88	June 2031	1,188,871.10	January 2036	153,981.35
December 2026	3,778,975.33	July 2031	1,159,551.50	February 2036	143,359.88
January 2027	3,707,535.12	August 2031	1,130,733.42	March 2036	132,950.01
February 2027	3,637,221.54	September 2031	1,102,409.25	April 2036	122,748.34
March 2027	3,568,018.10	October 2031	1,074,571.50	May 2036	112,751.53
April 2027	3,499,908.55	November 2031	1,047,212.78	June 2036	102,956.27
May 2027	3,432,876.85	December 2031	1,020,325.79	July 2036	93,359.31

Aggregate Group I (Continued)

Distribution Date	Planned Balance	Distribution Date	Planned Balance	Distribution Date	Planned Balance
August 2036	$ 83,957.45	December 2036	$ 48,238.64	April 2037	$ 15,397.28
September 2036	74,747.54	January 2037	39,765.88	May 2037	7,614.83
October 2036	65,726.47	February 2037	31,469.99	June 2037 and thereafter	0.00
November 2036	56,891.17	March 2037	23,348.07		

Aggregate Group II Planned Balances

Distribution Date	Planned Balance	Distribution Date	Planned Balance	Distribution Date	Planned Balance
Initial Balance	$80,644,000.00	September 2013	$48,529,034.97	July 2017	$25,567,804.21
December 2009	79,896,831.51	October 2013	47,940,766.64	August 2017	25,172,573.74
January 2010	79,130,119.62	November 2013	47,356,782.32	September 2017	24,783,072.11
February 2010	78,344,318.90	December 2013	46,777,051.71	October 2017	24,399,218.95
March 2010	77,539,896.04	January 2014	46,201,544.73	November 2017	24,020,934.98
April 2010	76,741,284.36	February 2014	45,630,231.51	December 2017	23,648,142.05
May 2010	75,948,442.83	March 2014	45,063,082.38	January 2018	23,280,763.03
June 2010	75,161,330.72	April 2014	44,500,067.90	February 2018	22,918,721.90
July 2010	74,379,907.58	May 2014	43,941,158.81	March 2018	22,561,943.68
August 2010	73,604,133.23	June 2014	43,386,326.07	April 2018	22,210,354.40
September 2010	72,833,967.80	July 2014	42,835,540.84	May 2018	21,863,881.14
October 2010	72,069,371.67	August 2014	42,288,774.50	June 2018	21,522,451.97
November 2010	71,310,305.53	September 2014	41,745,998.61	July 2018	21,185,995.95
December 2010	70,556,730.32	October 2014	41,207,184.94	August 2018	20,854,443.13
January 2011	69,808,607.26	November 2014	40,672,305.44	September 2018	20,527,724.52
February 2011	69,065,897.86	December 2014	40,141,332.28	October 2018	20,205,772.09
March 2011	68,328,563.88	January 2015	39,614,237.83	November 2018	19,888,518.73
April 2011	67,596,567.34	February 2015	39,090,994.63	December 2018	19,575,898.27
May 2011	66,869,870.57	March 2015	38,571,575.42	January 2019	19,267,845.47
June 2011	66,148,436.12	April 2015	38,055,953.15	February 2019	18,964,295.95
July 2011	65,432,226.82	May 2015	37,544,100.94	March 2019	18,665,186.26
August 2011	64,721,205.76	June 2015	37,035,992.10	April 2019	18,370,453.81
September 2011	64,015,336.30	July 2015	36,531,600.14	May 2019	18,080,036.87
October 2011	63,314,582.04	August 2015	36,030,898.75	June 2019	17,793,874.57
November 2011	62,618,906.85	September 2015	35,533,861.81	July 2019	17,511,906.87
December 2011	61,928,274.84	October 2015	35,040,463.36	August 2019	17,234,074.59
January 2012	61,242,650.38	November 2015	34,550,677.65	September 2019	16,960,319.34
February 2012	60,561,998.09	December 2015	34,064,479.10	October 2019	16,690,583.54
March 2012	59,886,282.85	January 2016	33,581,842.32	November 2019	16,424,810.42
April 2012	59,215,469.76	February 2016	33,102,742.08	December 2019	16,162,943.98
May 2012	58,549,524.18	March 2016	32,627,153.34	January 2020	15,904,929.02
June 2012	57,888,411.73	April 2016	32,155,051.23	February 2020	15,650,711.06
July 2012	57,232,098.24	May 2016	31,686,411.06	March 2020	15,400,236.43
August 2012	56,580,549.80	June 2016	31,221,208.31	April 2020	15,153,452.15
September 2012	55,933,732.74	July 2016	30,759,418.64	May 2020	14,910,306.02
October 2012	55,291,613.61	August 2016	30,301,017.86	June 2020	14,670,746.52
November 2012	54,654,159.21	September 2016	29,845,981.98	July 2020	14,434,722.88
December 2012	54,021,336.56	October 2016	29,394,287.16	August 2020	14,202,185.00
January 2013	53,393,112.94	November 2016	28,945,909.72	September 2020	13,973,083.51
February 2013	52,769,455.82	December 2016	28,501,816.79	October 2020	13,747,369.70
March 2013	52,150,332.93	January 2017	28,064,137.48	November 2020	13,524,995.53
April 2013	51,535,712.21	February 2017	27,632,782.00	December 2020	13,305,913.66
May 2013	50,925,561.84	March 2017	27,207,661.77	January 2021	13,090,077.36
June 2013	50,319,850.20	April 2017	26,788,689.44	February 2021	12,877,440.58
July 2013	49,718,545.91	May 2017	26,375,778.85	March 2021	12,667,957.91
August 2013	49,121,617.82	June 2017	25,968,845.04	April 2021	12,461,584.55

Aggregate Group II (Continued)

Distribution Date	Planned Balance	Distribution Date	Planned Balance	Distribution Date	Planned Balance
May 2021	$12,258,276.33	December 2025	$ 4,730,069.88	July 2030	$ 1,546,379.06
June 2021	12,057,989.70	January 2026	4,643,735.01	August 2030	1,511,007.81
July 2021	11,860,681.71	February 2026	4,558,743.96	September 2030	1,476,229.44
August 2021	11,666,310.01	March 2026	4,475,077.21	October 2030	1,442,035.02
September 2021	11,474,832.82	April 2026	4,392,715.47	November 2030	1,408,415.76
October 2021	11,286,208.96	May 2026	4,311,639.75	December 2030	1,375,363.01
November 2021	11,100,397.83	June 2026	4,231,831.31	January 2031	1,342,868.22
December 2021	10,917,359.36	July 2026	4,153,271.70	February 2031	1,310,922.98
January 2022	10,737,054.06	August 2026	4,075,942.69	March 2031	1,279,518.98
February 2022	10,559,443.00	September 2026	3,999,826.35	April 2031	1,248,648.07
March 2022	10,384,487.76	October 2026	3,924,904.98	May 2031	1,218,302.16
April 2022	10,212,150.49	November 2026	3,851,161.11	June 2031	1,188,473.32
May 2022	10,042,393.83	December 2026	3,778,577.56	July 2031	1,159,153.72
June 2022	9,875,180.96	January 2027	3,707,137.35	August 2031	1,130,335.65
July 2022	9,710,475.58	February 2027	3,636,823.77	September 2031	1,102,011.48
August 2022	9,548,241.87	March 2027	3,567,620.33	October 2031	1,074,173.73
September 2022	9,388,444.54	April 2027	3,499,510.77	November 2031	1,046,815.00
October 2022	9,231,048.76	May 2027	3,432,479.08	December 2031	1,019,928.02
November 2022	9,076,020.20	June 2027	3,366,509.45	January 2032	993,505.59
December 2022	8,923,325.02	July 2027	3,301,586.30	February 2032	967,540.65
January 2023	8,772,929.83	August 2027	3,237,694.29	March 2032	942,026.22
February 2023	8,624,801.71	September 2027	3,174,818.27	April 2032	916,955.43
March 2023	8,478,908.21	October 2027	3,112,943.31	May 2032	892,321.50
April 2023	8,335,217.32	November 2027	3,052,054.71	June 2032	868,117.75
May 2023	8,193,697.48	December 2027	2,992,137.96	July 2032	844,337.60
June 2023	8,054,317.58	January 2028	2,933,178.75	August 2032	820,974.58
July 2023	7,917,046.92	February 2028	2,875,162.98	September 2032	798,022.28
August 2023	7,781,855.26	March 2028	2,818,076.77	October 2032	775,474.40
September 2023	7,648,712.76	April 2028	2,761,906.39	November 2032	753,324.74
October 2023	7,517,590.00	May 2028	2,706,638.36	December 2032	731,567.17
November 2023	7,388,457.97	June 2028	2,652,259.34	January 2033	710,195.67
December 2023	7,261,288.07	July 2028	2,598,756.21	February 2033	689,204.29
January 2024	7,136,052.09	August 2028	2,546,116.03	March 2033	668,587.17
February 2024	7,012,722.23	September 2028	2,494,326.03	April 2033	648,338.54
March 2024	6,891,271.06	October 2028	2,443,373.64	May 2033	628,452.71
April 2024	6,771,671.56	November 2028	2,393,246.46	June 2033	608,924.08
May 2024	6,653,897.05	December 2028	2,343,932.26	July 2033	589,747.11
June 2024	6,537,921.25	January 2029	2,295,419.00	August 2033	570,916.37
July 2024	6,423,718.25	February 2029	2,247,694.78	September 2033	552,426.48
August 2024	6,311,262.47	March 2029	2,200,747.91	October 2033	534,272.15
September 2024	6,200,528.74	April 2029	2,154,566.84	November 2033	516,448.18
October 2024	6,091,492.19	May 2029	2,109,140.19	December 2033	498,949.43
November 2024	5,984,128.33	June 2029	2,064,456.73	January 2034	481,770.83
December 2024	5,878,413.00	July 2029	2,020,505.41	February 2034	464,907.40
January 2025	5,774,322.39	August 2029	1,977,275.32	March 2034	448,354.23
February 2025	5,671,833.01	September 2029	1,934,755.73	April 2034	432,106.46
March 2025	5,570,921.71	October 2029	1,892,936.03	May 2034	416,159.33
April 2025	5,471,565.65	November 2029	1,851,805.78	June 2034	400,508.13
May 2025	5,373,742.32	December 2029	1,811,354.69	July 2034	385,148.23
June 2025	5,277,429.54	January 2030	1,771,572.62	August 2034	370,075.06
July 2025	5,182,605.40	February 2030	1,732,449.54	September 2034	355,284.12
August 2025	5,089,248.35	March 2030	1,693,975.62	October 2034	340,770.96
September 2025	4,997,337.10	April 2030	1,656,141.12	November 2034	326,531.23
October 2025	4,906,850.67	May 2030	1,618,936.47	December 2034	312,560.62
November 2025	4,817,768.40	June 2030	1,582,352.22	January 2035	298,854.88

Aggregate Group II (Continued)

Distribution Date	Planned Balance	Distribution Date	Planned Balance	Distribution Date	Planned Balance
February 2035	$ 285,409.83	December 2035	$ 164,420.09	October 2036	$ 65,328.70
March 2035	272,221.35	January 2036	153,583.57	November 2036	56,493.40
April 2035	259,285.38	February 2036	142,962.10	December 2036	47,840.86
May 2035	246,597.92	March 2036	132,552.24	January 2037	39,368.11
June 2035	234,155.03	April 2036	122,350.57	February 2037	31,072.22
July 2035	221,952.83	May 2036	112,353.75	March 2037	22,950.30
August 2035	209,987.48	June 2036	102,558.49	April 2037	14,999.51
September 2035	198,255.23	July 2036	92,961.54	May 2037	7,217.06
October 2035	186,752.34	August 2036	83,559.68	June 2037 and thereafter	0.00
November 2035	175,475.16	September 2036	74,349.77		

Aggregate Group III Planned Balances

Distribution Date	Planned Balance	Distribution Date	Planned Balance	Distribution Date	Planned Balance
Initial Balance	$134,939,000.00	March 2013	$ 78,856,670.34	July 2016	$ 37,252,051.49
December 2009	133,468,394.30	April 2013	77,646,950.24	August 2016	36,459,465.18
January 2010	131,959,322.50	May 2013	76,446,028.84	September 2016	35,683,252.22
February 2010	130,412,679.35	June 2013	75,253,843.94	October 2016	34,923,080.67
March 2010	128,829,383.39	July 2013	74,070,333.75	November 2016	34,178,625.24
April 2010	127,257,525.21	August 2013	72,895,436.96	December 2016	33,449,567.13
May 2010	125,697,024.07	September 2013	71,729,092.64	January 2017	32,735,593.96
June 2010	124,147,799.79	October 2013	70,571,240.32	February 2017	32,036,399.57
July 2010	122,609,772.76	November 2013	69,421,819.96	March 2017	31,351,683.97
August 2010	121,082,863.90	December 2013	68,280,771.92	April 2017	30,681,153.16
September 2010	119,566,994.72	January 2014	67,148,036.98	May 2017	30,024,519.03
October 2010	118,062,087.27	February 2014	66,023,556.36	June 2017	29,381,499.25
November 2010	116,568,064.14	March 2014	64,907,271.67	July 2017	28,751,817.17
December 2010	115,084,848.47	April 2014	63,799,124.94	August 2017	28,135,201.67
January 2011	113,612,363.95	May 2014	62,699,058.60	September 2017	27,531,387.05
February 2011	112,150,534.78	June 2014	61,607,015.50	October 2017	26,940,112.99
March 2011	110,699,285.72	July 2014	60,522,938.88	November 2017	26,361,124.34
April 2011	109,258,542.04	August 2014	59,446,772.37	December 2017	25,794,171.10
May 2011	107,828,229.54	September 2014	58,378,460.02	January 2018	25,239,008.29
June 2011	106,408,274.55	October 2014	57,317,946.25	February 2018	24,695,395.83
July 2011	104,998,603.90	November 2014	56,265,175.88	March 2018	24,163,098.48
August 2011	103,599,144.96	December 2014	55,220,094.13	April 2018	23,641,885.72
September 2011	102,209,825.58	January 2015	54,182,646.59	May 2018	23,131,531.64
October 2011	100,830,574.13	February 2015	53,152,779.22	June 2018	22,631,814.91
November 2011	99,461,319.51	March 2015	52,130,438.40	July 2018	22,142,518.60
December 2011	98,101,991.06	April 2015	51,115,570.84	August 2018	21,663,430.18
January 2012	96,752,518.68	May 2015	50,108,123.67	September 2018	21,194,341.37
February 2012	95,412,832.71	June 2015	49,108,044.34	October 2018	20,735,048.09
March 2012	94,082,864.02	July 2015	48,115,280.72	November 2018	20,285,350.35
April 2012	92,762,543.94	August 2015	47,129,781.02	December 2018	19,845,052.20
May 2012	91,451,804.29	September 2015	46,151,493.81	January 2019	19,413,961.63
June 2012	90,150,577.37	October 2015	45,180,368.04	February 2019	18,991,890.48
July 2012	88,858,795.96	November 2015	44,224,318.57	March 2019	18,578,654.38
August 2012	87,576,393.30	December 2015	43,287,952.17	April 2019	18,174,072.70
September 2012	86,303,303.12	January 2016	42,370,870.67	May 2019	17,777,968.40
October 2012	85,039,459.59	February 2016	41,472,683.89	June 2019	17,390,168.05
November 2012	83,784,797.36	March 2016	40,593,009.44	July 2019	17,010,501.69
December 2012	82,539,251.54	April 2016	39,731,472.56	August 2019	16,638,802.78
January 2013	81,302,757.67	May 2016	38,887,706.01	September 2019	16,274,908.16
February 2013	80,075,251.79	June 2016	38,061,349.89	October 2019	15,918,657.94

Aggregate Group III (Continued)

Distribution Date	Planned Balance	Distribution Date	Planned Balance	Distribution Date	Planned Balance
November 2019	$ 15,569,895.45	June 2024	$ 4,430,748.08	January 2029	$ 1,111,786.94
December 2019	15,228,467.20	July 2024	4,326,864.40	February 2029	1,082,035.12
January 2020	14,894,222.78	August 2024	4,225,250.26	March 2029	1,052,976.15
February 2020	14,567,014.82	September 2024	4,125,858.01	April 2029	1,024,594.96
March 2020	14,246,698.92	October 2024	4,028,640.98	May 2029	996,876.77
April 2020	13,933,133.61	November 2024	3,933,553.45	June 2029	969,807.13
May 2020	13,626,180.25	December 2024	3,840,550.65	July 2029	943,371.89
June 2020	13,325,703.02	January 2025	3,749,588.71	August 2029	917,557.18
July 2020	13,031,568.83	February 2025	3,660,624.68	September 2029	892,349.44
August 2020	12,743,647.30	March 2025	3,573,616.47	October 2029	867,735.39
September 2020	12,461,810.66	April 2025	3,488,522.88	November 2029	843,702.02
October 2020	12,185,933.74	May 2025	3,405,303.53	December 2029	820,236.61
November 2020	11,915,893.89	June 2025	3,323,918.89	January 2030	797,326.69
December 2020	11,651,570.95	July 2025	3,244,330.22	February 2030	774,960.07
January 2021	11,392,847.17	August 2025	3,166,499.60	March 2030	753,124.80
February 2021	11,139,607.22	September 2025	3,090,389.88	April 2030	731,809.20
March 2021	10,891,738.06	October 2025	3,015,964.67	May 2030	711,001.81
April 2021	10,649,128.98	November 2025	2,943,188.34	June 2030	690,691.44
May 2021	10,411,671.47	December 2025	2,872,025.97	July 2030	670,867.12
June 2021	10,179,259.25	January 2026	2,802,443.38	August 2030	651,518.12
July 2021	9,951,788.19	February 2026	2,734,407.10	September 2030	632,633.92
August 2021	9,729,156.25	March 2026	2,667,884.33	October 2030	614,204.25
September 2021	9,511,263.46	April 2026	2,602,842.96	November 2030	596,219.03
October 2021	9,298,011.91	May 2026	2,539,251.53	December 2030	578,668.41
November 2021	9,089,305.64	June 2026	2,477,079.24	January 2031	561,542.74
December 2021	8,885,050.64	July 2026	2,416,295.92	February 2031	544,832.58
January 2022	8,685,154.83	August 2026	2,356,872.03	March 2031	528,528.69
February 2022	8,489,527.97	September 2026	2,298,778.63	April 2031	512,622.03
March 2022	8,298,081.68	October 2026	2,241,987.38	May 2031	497,103.74
April 2022	8,110,729.34	November 2026	2,186,470.54	June 2031	481,965.15
May 2022	7,927,386.14	December 2026	2,132,200.92	July 2031	467,197.78
June 2022	7,747,968.93	January 2027	2,079,151.92	August 2031	452,793.34
July 2022	7,572,396.30	February 2027	2,027,297.46	September 2031	438,743.69
August 2022	7,400,588.48	March 2027	1,976,612.02	October 2031	425,040.89
September 2022	7,232,467.31	April 2027	1,927,070.61	November 2031	411,677.16
October 2022	7,067,956.22	May 2027	1,878,648.75	December 2031	398,644.88
November 2022	6,906,980.23	June 2027	1,831,322.47	January 2032	385,936.59
December 2022	6,749,465.84	July 2027	1,785,068.29	February 2032	373,545.00
January 2023	6,595,341.07	August 2027	1,739,863.22	March 2032	361,462.98
February 2023	6,444,535.42	September 2027	1,695,684.77	April 2032	349,683.54
March 2023	6,296,979.79	October 2027	1,652,510.88	May 2032	338,199.84
April 2023	6,152,606.52	November 2027	1,610,319.98	June 2032	327,005.19
May 2023	6,011,349.30	December 2027	1,569,090.93	July 2032	316,093.04
June 2023	5,873,143.21	January 2028	1,528,803.02	August 2032	305,457.00
July 2023	5,737,924.61	February 2028	1,489,436.00	September 2032	295,090.78
August 2023	5,605,631.19	March 2028	1,450,970.03	October 2032	284,988.26
September 2023	5,476,201.89	April 2028	1,413,385.67	November 2032	275,143.43
October 2023	5,349,576.92	May 2028	1,376,663.90	December 2032	265,550.42
November 2023	5,225,697.69	June 2028	1,340,786.08	January 2033	256,203.49
December 2023	5,104,506.81	July 2028	1,305,733.98	February 2033	247,097.00
January 2024	4,985,948.07	August 2028	1,271,489.74	March 2033	238,225.46
February 2024	4,869,966.41	September 2028	1,238,035.86	April 2033	229,583.49
March 2024	4,756,507.87	October 2028	1,205,355.24	May 2033	221,165.81
April 2024	4,645,519.64	November 2028	1,173,431.09	June 2033	212,967.27
May 2024	4,536,949.94	December 2028	1,142,247.02	July 2033	204,982.84

Aggregate Group III (Continued)

Distribution Date	Planned Balance	Distribution Date	Planned Balance	Distribution Date	Planned Balance
August 2033	$ 197,207.57	December 2034	$ 97,613.62	April 2036	$ 34,254.00
September 2033 . . .	189,636.64	January 2035	92,734.74	May 2036	31,209.24
October 2033.	182,265.33	February 2035.	87,992.50	June 2036.	28,256.96
November 2033	175,089.02	March 2035	83,383.64	July 2036	25,394.91
December 2033	168,103.19	April 2035	78,904.99	August 2036	22,620.86
January 2034	161,303.42	May 2035	74,553.46	September 2036 . . .	19,932.66
February 2034.	154,685.39	June 2035.	70,326.01	October 2036.	17,328.18
March 2034	148,244.85	July 2035	66,219.66	November 2036	14,805.35
April 2034	141,977.68	August 2035	62,231.52	December 2036	12,362.15
May 2034	135,879.82	September 2035 . . .	58,358.75	January 2037	9,996.60
June 2034.	129,947.32	October 2035.	54,598.56	February 2037.	7,706.76
July 2034	124,176.30	November 2035	50,948.25	March 2037	5,490.75
August 2034	118,562.97	December 2035	47,405.17	April 2037	3,346.71
September 2034 . . .	113,103.62	January 2036	43,966.71	May 2037	1,272.84
October 2034.	107,794.63	February 2036.	40,630.34		
November 2034	102,632.45	March 2036	37,393.58	June 2037 and thereafter	0.00

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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$1,490,496,522

FannieMae®

Guaranteed REMIC Pass-Through Certificates

Fannie Mae REMIC Trust 2009-101

PROSPECTUS SUPPLEMENT

JPMorgan

November 19, 2009