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

$767,243,308

FannieMae®

Guaranteed REMIC Pass-Through Certificates
Fannie Mae REMIC Trust 2009-105

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 backed by first lien, single-family fixed-rate loans and
- Fannie Mae MBS backed by first lien, single-family adjustable-rate loans.

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

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

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

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

Class	Group	Original Class Balance	Principal Type(1)	Interest Rate	Interest Type(1)	CUSIP Number	Final Distribution Date
FD	1	$150,000,000	PT	(2)	FLT	31398GFA2	December 2039
SD	1	150,000,000(3)	NTL	(2)	INV/IO	31398GFB0	December 2039
FE	1	100,000,000	PT	(2)	FLT	31398GFC8	December 2039
SE	1	100,000,000(3)	NTL	(2)	INV/IO	31398GFD6	December 2039
DC(4) . .	1	135,379,000	PAC	4.0%	FIX	31398GFE4	December 2039
DI(4). . .	1	11,281,583(3)	NTL	6.0	FIX/IO	31398GFF1	December 2039
DB	1	934,000	PAC	4.5	FIX	31398GFG9	December 2039
UF	1	11,706,429	SUP	(2)	FLT	31398GFH7	December 2039
US	1	6,503,571	SUP	(2)	INV	31398GFJ3	December 2039
VF	1	7,806,643	SUP	(2)	FLT	31398GFK0	December 2039
VS	1	4,337,024	SUP	(2)	INV	31398GFL8	December 2039
BA	2	25,000,000	SEQ	5.0	FIX	31398GFM6	January 2038
BC	2	4,536,164	SEQ	5.0	FIX	31398GFN4	December 2039
JT(4) . . .	3	73,666,667	SEQ	4.5	FIX	31398GFP9	January 2038
JI(4) . . .	3	7,366,667(3)	NTL	5.0	FIX/IO	31398GFQ7	January 2038
JV(4). . .	3	5,460,000	SEQ/AD	5.0	FIX	31398GFR5	December 2020
JZ(4) . . .	3	7,540,000	SEQ	5.0	FIX/Z	31398GFS3	December 2039
CA	4	40,629,381	SEQ	4.0	FIX	31398GFT1	January 2030
CI	4	13,543,127(3)	NTL	6.0	FIX/IO	31398GFU8	January 2030
CB	4	94,801,888	SEQ	6.0	FIX	31398GFV6	December 2039
TA	5	29,682,762	SEQ	(5)	WAC	31398GFW4	December 2039
TB	5	69,259,779	SEQ	(5)	WAC	31398GFX2	December 2039
TI	5	98,942,541(3)	NTL	1.94271(6)	FIX/AFC/IO	31398GFY0	December 2013
R		0	NPR	0	NPR	31398GFZ7	December 2039
RL		0	NPR	0	NPR	31398GGA1	December 2039

(1) See "Description of the Certificates—Class Definitions and Abbreviations" in the REMIC prospectus.
(2) Based on LIBOR.
(3) Notional balances. These classes are interest only classes. See page S-8 for a description of how their notional balances are calculated.
(4) Exchangeable classes.
(5) Based on the weighted average pass-through rate of the related Fannie Mae MBS as further described in this prospectus supplement.
(6) Subject to the limitations described on page S-14.

If you own certificates of certain classes, you can exchange them for certificates of the corresponding RCR class to be delivered at the time of exchange. The DA, DN, JB and JA 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.

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The date of this Prospectus Supplement is November 23, 2009

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AVAILABLE INFORMATION

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

- our Prospectus for Fannie Mae Guaranteed REMIC Pass-Through Certificates dated August 1, 2007 (the "REMIC Prospectus");
- our Prospectus for Fannie Mae Guaranteed Pass-Through Certificates (Single-Family Residential Mortgage Loans) dated
  - June 1, 2009, for all MBS issued on or after January 1, 2009,
  - April 1, 2008, for all MBS issued on or after June 1, 2007 and prior to January 1, 2009, or
  - January 1, 2006, for all other MBS

  (as applicable, the "MBS Prospectus"); and
- any information incorporated by reference in this prospectus supplement as discussed below and under the heading "Incorporation by Reference" in the REMIC Prospectus.

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

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

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

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

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

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

Citigroup Global Markets Inc.
Prospectus Department
540 Crosspoint Parkway
Building 2
Attn: Compliance Fulfillment Unit
Getzville, New York 14068
(telephone 1-800-831-9146).

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	Group 3 MBS
4	Group 4 MBS
5	Group 5 MBS

Group 1, Group 2, Group 3 and Group 4

Characteristics of the Fixed Rate 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				
Subgroup 1a MBS	$250,000,000	6.00%	6.25% to 8.50%	241 to 360
Subgroup 1b MBS	$166,666,667	6.00%	6.25% to 8.50%	241 to 360
Group 2 MBS	$ 29,536,164	5.00%	5.25% to 7.50%	241 to 360
Group 3 MBS	$ 86,666,667	5.00%	5.25% to 7.50%	241 to 360
Group 4 MBS*	$132,973,036	6.00%	6.25% to 8.50%	241 to 360
	$ 2,458,233	6.00%	6.25% to 8.50%	241 to 360

* As further described in this prospectus supplement, approximately $132,973,036 in principal amount of the mortgage loans underlying the Group 4 MBS provide for interest only periods that may range from at least 7 to no more than 10 years following origination. In addition, approximately $2,458,233 in principal amount of the mortgage loans underlying the Group 4 MBS provide for interest only periods that may range from more than 10 to no more than 15 years following origination. The assumed remaining terms to expiration of the interest only periods for those mortgage loans are set forth below.

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	Remaining Term to Expiration of Interest Only Period (in months)
Group 1 MBS						
Subgroup 1a MBS	$250,000,000	360	328	28	6.589%	N/A
Subgroup 1b MBS	$166,666,667	360	335	23	6.464%	N/A
Group 2 MBS	$ 29,536,164	360	290	62	5.531%	N/A
Group 3 MBS	$ 86,666,667	360	279	73	5.500%	N/A
Group 4 MBS	$132,973,036	360	331	29	6.667%	91
	$ 2,458,233	360	333	27	6.499%	153

The actual remaining terms to maturity, loan ages, interest rates and, if applicable, remaining terms to expiration of interest only period of most of the mortgage loans underlying the Group 1, Group 2, Group 3 and Group 4 MBS will differ from those shown above, perhaps significantly.

Group 5

The table in Exhibit A-1 of this prospectus supplement lists certain assumed characteristics of the mortgage loans underlying the adjustable-rate MBS. The assumed characteristics appearing in Exhibit A-1 are derived from multiple MBS pools on an aggregate basis and do not reflect the actual characteristics of the individual adjustable-rate mortgage loans included in the related pools. The actual characteristics of most of the related mortgage loans will differ from those specified in Exhibit A-1, 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 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 and, in the case of the TI Class, subject to the limitations set forth in this prospectus supplement.

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)
FD	1.09438%	7.00%	0.85%	LIBOR + 85 basis points
SD	5.90562%	6.15%	0.00%	6.15% − LIBOR
FE	1.09156%	7.00%	0.85%	LIBOR + 85 basis points
SE	5.90844%	6.15%	0.00%	6.15% − LIBOR
UF	1.54438%	7.00%	1.30%	LIBOR + 130 basis points
US	9.82012%	10.26%	0.00%	10.26% − (1.8 × LIBOR)
VF	1.59438%	7.00%	1.35%	LIBOR + 135 basis points
VS	9.73012%	10.17%	0.00%	10.17% − (1.8 × LIBOR)

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

During each interest accrual period, the weighted average coupon classes will bear interest at the applicable annual rates described under "Description of the Certificates—Distributions of Interest" in this prospectus supplement.

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	
SD	100% of the FD Class
SE	100% of the FE Class
DI	8.3333330871% of the DC Class
JI	10.0000004072% of the JT Class
CI	33.3333333333% of the CA Class
TI	100% of the *sum* of the TA and TB Classes*

* After the first 49 interest accrual periods, the notional principal balance of the TI Class will be equal to zero.

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%	200%	275%	331%	600%	900%	1300%
FD and SD	20.8	10.1	6.5	5.0	4.2	2.2	1.3	0.7
FE and SE	20.8	10.3	6.6	5.0	4.2	2.3	1.4	0.8
DC, DI, DA and DN	18.9	7.4	4.7	4.7	4.7	2.6	1.5	0.8
DB	27.8	22.5	22.5	22.5	22.5	13.2	7.8	4.1
UF, US, VF and VS	29.0	22.2	14.4	5.9	1.5	0.4	0.2	0.1

	PSA Prepayment Assumption				
Group 2 Classes	0%	100%	306%	550%	800%
BA	18.6	7.0	2.9	1.6	1.0
BC	29.1	20.4	11.9	6.7	4.3

Group 3 Classes	PSA Prepayment Assumption				
	0%	100%	306%	550%	800%
JT, JI and JA	18.6	6.9	2.9	1.6	1.0
JV	6.0	6.0	5.6	4.0	2.8
JZ	29.1	19.7	12.3	7.4	4.8
JB	29.1	19.7	11.8	6.8	4.3

Group 4 Classes	PSA Prepayment Assumption					
	0%	100%	350%	609%	900%	1300%
CA and CI	15.8	2.7	0.7	0.4	0.2	0.1
CB	25.7	14.7	5.6	3.0	1.8	0.9

Group 5 Classes	CPR Prepayment Assumption						
	0%	5%	10%	15%	20%	30%	50%
TA	8.8	2.9	1.5	1.0	0.8	0.5	0.3
TB	20.7	14.3	10.1	7.4	5.7	3.7	2.0
TI	4.0	3.6	3.3	3.0	2.7	2.2	1.4

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

DESCRIPTION OF THE CERTIFICATES

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

General

Structure. We will create the Fannie Mae REMIC Trust specified on the cover of this prospectus supplement (the "Trust") pursuant to a trust agreement dated as of August 1, 2007 and a supplement thereto dated as of 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:

- four groups of Fannie Mae Guaranteed Mortgage Pass-Through Certificates having fixed pass-through rates (the "Group 1 MBS," "Group 2 MBS," "Group 3 MBS" and "Group 4 MBS" and together, the "Fixed Rate MBS"), and

- one group of Fannie Mae Guaranteed Mortgage Pass-Through Certificates having variable pass-through rates (the "Group 5 MBS" or the "ARM MBS").

The Fixed Rate MBS and the ARM MBS are referred to collectively as the "MBS."

Each MBS represents a beneficial ownership interest in a pool of first lien, one- to four-family ("single-family"), fixed-rate or adjustable-rate 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	MBS	Interests in the Lower Tier REMIC other than the RL Class (the "Lower Tier Regular Interests")	RL
Upper Tier REMIC	Lower Tier Regular Interests	All Classes of REMIC Certificates other than the R and RL Classes	R

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

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

We will issue each Residual Certificate 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 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 Fixed Rate MBS

The Fixed Rate MBS provide that principal and interest on the related Mortgage Loans are passed through monthly. The Mortgage Loans underlying the Fixed Rate 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 scheduled monthly payments on approximately 98% of the Mortgage Loans underlying the Group 4 MBS (by principal balance at the Issue Date) represent accrued interest only for periods that may range from at least seven to no more than ten years following origination, and the scheduled monthly payments on approximately 2% of the Mortgage Loans underlying the Group 4 MBS (by principal balance at the Issue Date) represent accrued interest only for periods that may range from more than ten to no more than fifteen years following origination. See "Risk Factors—Prepayment Factors—*Refinance Environment*—Fixed-rate and adjustable-rate mortgage loans with long initial interest-only periods may be more likely to be refinanced or become delinquent than other mortgage loans" in the MBS Prospectus.

For additional information, see "Summary—Group 1, Group 2, Group 3 and Group 4—Characteristics of the Fixed Rate 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 ARM MBS

General

The Mortgage Loans underlying the ARM MBS (the "Hybrid ARM Loans") will have the general characteristics described in the MBS Prospectus. In addition, we assume the Hybrid ARM Loans will have the characteristics listed on Exhibit A-1 to this prospectus supplement. The ARM MBS provide that principal and interest on the Hybrid ARM Loans are passed through monthly, beginning in the month after we issue the ARM MBS. The Hybrid ARM Loans are conventional, adjustable-rate mortgage loans secured by first mortgages or deeds of trust on single-family residential properties. The Hybrid ARM Loans have original maturities of up to 30 years. See "Description of the Certificates," "The Mortgage Pools," "The Mortgage Loans—Adjustable Rate Mortgage Loans (ARMs)" and "Yield, Maturity, and Prepayment Considerations" in the MBS Prospectus.

Furthermore, the scheduled monthly payments on approximately 34% and 32% of the Hybrid ARM Loans (by principal balance of the MBS at the Issue Date) represent accrued interest only for periods of up to seven years and up to ten years, respectively.

Beginning with the first monthly payment following the expiration of the applicable interest only period, the scheduled monthly payment on each of those Hybrid ARM Loans will be increased by an amount sufficient to pay accrued interest at the then current rate and to fully amortize the Hybrid ARM Loan by its scheduled maturity date. See "Risk Factors—Prepayment Factors—*Refinance Environment*—Fixed-rate and adjustable-rate mortgage loans with long initial interest-only periods may be more likely to be refinanced or become delinquent than other mortgage loans" in the MBS Prospectus.

In addition, approximately 6% of the Hybrid ARM Loans (by principal balance at the Issue Date) permit the borrower to convert the loan to a fixed interest rate loan at certain times specified in the related mortgage note. If the borrower exercises the right to convert the loan to a fixed-rate loan, we will purchase the loan from the related pool. See "The Mortgage Loans—Adjustable-Rate Mortgage Loans (ARMS)—*How ARM loans work—Options to convert to fixed rate*" in the MBS Prospectus.

Finally, we note that approximately 70% of the Hybrid ARM Loans (by principal balance at the Issue Date) have a minimum annual servicing fee of 0.125%. See "The Mortgage Loans—Adjustable-Rate Mortgage Loans (ARMs)—*Minimum servicing fee on ARM pools*" in the MBS Prospectus.

Characteristics of the Hybrid ARM Loans

Initial Fixed-Rate Period

For approximately 2% and 98% of the Hybrid ARM Loans (by principal balance at the Issue Date), the interest rate is fixed for an initial period of five and seven years, respectively, from origination (the "Initial Fixed Rate").

Applicable Indices

After the initial fixed-rate period, the interest rate (the "ARM Rate") for the Hybrid ARM Loans will adjust

- in the case of approximately 86% of the Hybrid ARM Loans (by principal balance at the Issue Date), annually based on the One-Year WSJ LIBOR Index (the "One-Year LIBOR ARM Loans") as available 25 or 45 days prior to the related interest rate adjustment date; or
- in the case of approximately 14% of the Hybrid ARM Loans (by principal balance at the Issue Date), annually based on the One-Year Treasury Index (the "One-Year Treasury ARM Loans") as available 45 days prior to the related interest rate adjustment date.

See "The Mortgage Loans—Adjustable-Rate Mortgage Loans (ARMs)—*ARM Indices*" in the MBS Prospectus for descriptions of these indices. If any of these indices becomes unavailable, an alternative index will be determined in accordance with the terms of the related mortgage note.

ARM Rate Changes

After the initial fixed-rate period, the ARM Rate of each Hybrid ARM Loan is set annually, subject to the caps and floor described below, to equal the *sum* of (i) the applicable index value *plus* (ii) a specified percentage amount (the "ARM Margin") that the lender established when the Hybrid ARM Loan was originated.

Initial ARM Rate Change Caps

When, after the initial fixed-rate period, the ARM Rate for each ARM Hybrid Loan is first calculated to equal the applicable index value *plus* the ARM Margin, the ARM Rate generally may not deviate by more than 5 percentage points from the Initial Fixed Rate for that loan.

Subsequent ARM Rate Change Caps

On each annual ARM Rate adjustment date thereafter, the ARM Rate generally may not deviate by more than 2 percentage points from the applicable ARM Rate in effect immediately prior to that adjustment date.

Lifetime Cap and Floor

The ARM Rate for each Hybrid ARM Loan, when adjusted on its annual adjustment date, may not be greater than the maximum ARM Rate (lifetime rate cap) or less than its minimum ARM Rate (lifetime floor), as specified in the related mortgage note.

Monthly Payments

After the initial fixed rate period, the amount of a borrower's monthly payment is subject to change on each anniversary of the date specified in the related mortgage note. Each new monthly payment amount will be calculated to equal an amount necessary to pay interest at the new ARM Rate, adjusted as described above, and, except in the case of any loan that may still be in its initial interest only payment period, to fully amortize the outstanding principal balance of the Hybrid ARM Loan on a level debt service basis over the remainder of its term.

Prepayment Premiums

Approximately 14% of the Hybrid ARM Loans (by principal balance as of the Issue Date) are subject to prepayment premiums if the borrower makes a full or partial prepayment during prepayment premium periods of either 36 or 60 months from the applicable origination date. The prepayment premium is generally equal to six months' interest on that portion of all prepayments during any consecutive 12-month period in excess of 20% of the original principal amount of the loan.

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 Weighted Average Coupon Classes and the UF, US, VF and VS Classes	FD, SD, FE and SE Classes

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

Accrual Class. The JZ 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.

The TA and TB Classes. On each Distribution Date, we will pay interest on the TA and TB Classes at an annual rate equal to the *product* of

- a fraction, expressed as a percentage, the numerator of which is the *excess* of
  - the interest then paid on the Group 5 MBS

  over

  - the interest payable on the TI Class on that Distribution Date,

  and the denominator of which is the aggregate principal balance of the TA and TB Classes immediately preceding that Distribution Date,

multiplied by

- 12.

During the initial Interest Accrual Period, the TA and TB Classes are expected to bear interest at an annual rate of approximately 4.00000%.

Our determination of the interest rate for the TA and TB Classes will be final and binding in the absence of manifest error. You may obtain each such interest rate by telephoning us at 1-800-237-8627.

The TI Class. On each Distribution Date through and including the Distribution Date in December 2013, we will pay interest on the TI Class at an annual rate equal to the *lesser* of (i) the weighted average of the pass-through rates of the Group 5 MBS for that Distribution Date (weighted on the basis of the principal balances of the Group 5 MBS on the day immediately preceding that Distribution Date) and (ii) 1.94271%.

The notional principal balance of the TI Class will be equal to zero following the first 49 Interest Accrual Periods. As a result, no distributions will be made on that Class following the Distribution Date in December 2013.

Our determination of the interest rate for the TI Class will be final and binding in the absence of manifest error. You may obtain each such interest rate by telephoning us at 1-800-237-8627.

Distributions of Principal

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

- *Group 1*

60% of the Subgroup 1a Principal Distribution Amount to FD until retired. **Pass-Through Class**

59.99999988% of the Subgroup 1b Principal Distribution Amount to FE until retired. **Pass-Through Class**

The remaining Subgroup 1a Principal Distribution Amount and the remaining Subgroup 1b Principal Distribution Amount in the following priority:

1. To the Aggregate Group to its Planned Balance. **PAC Group**
2. To UF, US, VF and VS, pro rata, until retired. **Support Classes**
3. To the Aggregate Group to zero. **PAC Group**

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

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

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

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

- *Group 2*

The Group 2 Principal Distribution Amount to BA and BC, in that order, until retired. **Sequential Pay Classes**

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

- *Group 3*

The JZ Accrual Amount to JV until retired, and thereafter to JZ. **Accretion Directed Class and Accrual Class**

The Group 3 Cash Flow Distribution Amount to JT, JV and JZ, in that order, until retired. **Sequential Pay Classes**

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

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

- *Group 4*

The Group 4 Principal Distribution Amount to CA and CB, in that order, until retired. **Sequential Pay Classes**

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

- *Group 5*

The Group 5 Principal Distribution Amount to TA and TB, in that order, until retired. **Sequential Pay Classes**

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

Structuring Assumptions

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

- the Mortgage Loans underlying the Fixed Rate MBS have the original terms to maturity, remaining terms to maturity, loan ages and interest rates specified under “Summary—Group 1, Group 2, Group 3 and Group 4—Assumed Characteristics of the Underlying Mortgage Loans” in this prospectus supplement;
- the applicable Mortgage Loans underlying the Group 4 MBS have the remaining terms to expiration of their interest only periods specified under “Summary—Group 1, Group 2, Group 3 and Group 4—Assumed Characteristics of the Underlying Mortgage Loans” in this prospectus supplement;

- the Hybrid ARM Loans have the characteristics set forth in Exhibit A-1 to this prospectus supplement;
- with respect to the Hybrid ARM Loans, the One-Year Treasury Index and One-Year WSJ LIBOR Index values are and remain 0.37% and 2.10%, respectively;
- the Mortgage Loans prepay at the constant percentages of PSA or CPR, as applicable, 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 with respect to the Group 1, Group 2, Group 3 and Group 4 Classes is PSA. For a description of PSA, see "Yield, Maturity and Prepayment Considerations—Prepayment Models" in the REMIC Prospectus.

The prepayment model used in this prospectus supplement with respect to the Group 5 Classes is CPR. For a description of CPR, see "Yield, Maturity and Prepayment Considerations—Prepayment Models" in the REMIC Prospectus.

It is highly unlikely that prepayments will occur at any *constant* PSA or CPR rate, as applicable, or at any other *constant* rate.

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

Group	Structuring Range	Initial Effective Range
Aggregate Group Planned Balances	Between 200% and 331% PSA	Between 200% and 331% PSA

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

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

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

- We will distribute any excess of principal distributions over the amount necessary to reduce the Aggregate Group to its scheduled balance in any month. As a result, the likelihood of reducing the Aggregate Group to its scheduled balance each month will not be improved by the averaging of high and low principal distributions from month to month.

- Even if the related Mortgage Loans prepay at rates falling within a Structuring Range or an Effective Range, principal distributions may be insufficient to reduce the Aggregate Group to its scheduled balance each month if prepayments do not occur at a *constant* PSA rate.

- The actual Effective Range at any time will be based upon the actual characteristics of the related Mortgage Loans at that time, which are likely to vary (and may vary considerably) from the Pricing Assumptions. As a result, the actual Effective Range will likely differ from the Initial Effective Range specified above. For the same reason, the Aggregate Group might not be reduced to its scheduled balance each month even if the related Mortgage Loans prepay at a *constant* PSA rate within the Initial Effective Range. This is so particularly if the rate falls at the lower or higher end of the range.

- The actual Effective Range may narrow, widen or shift upward or downward to reflect actual prepayment experience over time.

- The principal payment stability of the Aggregate Group will be supported by other Classes. When the related supporting Classes are retired, the Aggregate Group, if still outstanding, may no longer have an Effective Range and will be much more sensitive to prepayments of the related Mortgage Loans.

Yield Tables

General. The tables below illustrate the sensitivity of the pre-tax corporate bond equivalent yields to maturity of the applicable Classes to various constant percentages of PSA or CPR, as applicable 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 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 or CPR, as applicable. Moreover, it is unlikely that

- the Mortgage Loans will prepay at a constant PSA or CPR rate, as applicable, 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 SD and SE 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*
SD	9.35%
SE	9.50%
US	99.00%
VS	99.00%

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

LIBOR	PSA Prepayment Assumption 50%	100%	200%	275%	331%	600%	900%	1300%
0.12000%	67.8%	63.8%	55.7%	49.3%	44.5%	19.6%	(12.3)%	(67.7)%
0.24438%	66.2%	62.2%	54.1%	47.8%	43.0%	18.3%	(13.5)%	(68.6)%
2.24438%	40.8%	37.1%	29.7%	23.9%	19.5%	(3.1)%	(32.2)%	(82.5)%
4.24438%	16.3%	13.0%	6.2%	0.9%	(3.1)%	(23.7)%	(50.1)%	(96.4)%
6.15000%	*	*	*	*	*	*	*	*

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

	PSA Prepayment Assumption							
LIBOR	50%	100%	200%	275%	331%	600%	900%	1300%
0.12000%	66.7%	62.9%	55.0%	48.9%	44.2%	20.4%	(10.0)%	(61.9)%
0.24156%	65.1%	61.3%	53.5%	47.4%	42.8%	19.0%	(11.3)%	(62.9)%
2.24156%	40.1%	36.6%	29.3%	23.7%	19.4%	(2.6)%	(30.7)%	(78.8)%
4.24156%	16.1%	12.8%	6.1%	0.9%	(3.0)%	(23.3)%	(49.3)%	(94.4)%
6.15000%	*	*	*	*	*	*	*	*

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

	PSA Prepayment Assumption							
LIBOR	50%	100%	200%	275%	331%	600%	900%	1300%
0.12000%	10.3%	10.3%	10.3%	10.4%	10.5%	11.2%	12.0%	13.2%
0.24438%	10.1%	10.1%	10.1%	10.1%	10.3%	11.0%	11.8%	13.2%
2.24438%	6.3%	6.4%	6.4%	6.4%	6.7%	7.9%	9.3%	11.6%
4.24438%	2.7%	2.7%	2.7%	2.8%	3.2%	4.9%	6.9%	10.1%
5.70000%	0.0%	0.0%	0.1%	0.2%	0.7%	2.7%	5.1%	9.0%

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

	PSA Prepayment Assumption							
LIBOR	50%	100%	200%	275%	331%	600%	900%	1300%
0.12000%	10.2%	10.2%	10.2%	10.3%	10.4%	11.1%	11.9%	13.2%
0.24438%	10.0%	10.0%	10.0%	10.0%	10.2%	10.9%	11.8%	13.1%
2.24438%	6.3%	6.3%	6.3%	6.4%	6.6%	7.9%	9.3%	11.6%
4.24438%	2.6%	2.6%	2.6%	2.7%	3.1%	4.8%	6.8%	10.0%
5.65000%	0.0%	0.0%	0.1%	0.2%	0.7%	2.7%	5.1%	9.0%

The Fixed Rate Interest Only Classes (other than the TI Class). **The yields to investors in the Fixed Rate Interest Only Classes (other than the TI Class) will be very sensitive to the rate of principal payments (including prepayments) of the related Mortgage Loans. The Mortgage Loans generally can be prepaid at any time without penalty. On the basis of the assumptions described below, the yield to maturity on each such 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
DI	938%
JI	629%
CI	696%

For any such 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 applicable Fixed Rate Interest Only Classes (expressed in each case as a percentage of the original principal balance) are as follows:

Class	Price*
DI	8.250%
JI	6.500%
CI	1.635%

* 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 DI Class to Prepayments

	PSA Prepayment Assumption							
	50%	100%	200%	275%	331%	600%	900%	1300%
Pre-Tax Yields to Maturity	72.8%	67.6%	56.6%	56.6%	56.6%	38.0%	4.9%	(57.5)%

Sensitivity of the JI Class to Prepayments

	PSA Prepayment Assumption				
	50%	100%	306%	550%	800%
Pre-Tax Yields to Maturity	76.6%	71.5%	48.3%	13.2%	(31.2)%

Sensitivity of the CI Class to Prepayments

	PSA Prepayment Assumption					
	50%	100%	350%	609%	900%	1300%
Pre-Tax Yields to Maturity	512.6%	479.5%	281.5%	61.8%	*	*

The TI Class. **The yields to investors in the TI Class will be very sensitive to the rate of principal payments (including prepayments) of the Hybrid ARM Loans. Approximately 86% of the Hybrid ARM Loans (by principal balance at the Issue Date) can be prepaid at any time without penalty. The remainder of the Hybrid ARM Loans provide for the payment of prepayment premiums as described under "The ARM MBS—Prepayment Premiums" above. On the basis of the assumptions described below, the yield to maturity on the TI Class would be at or about 0% if prepayments of the Hybrid ARM Loans were to occur at the following constant rate:**

Class	% CPR
TI	43.0%

If the actual prepayment rate of the Hybrid ARM Loans were to exceed the level specified for as little as one month while equaling the level for the remaining months, the investors in that Class would lose money on their initial investments.

The information shown in the following yield table has been prepared on the basis of the Pricing Assumptions and the assumption that the aggregate purchase price of the TI Class (expressed as a percentage of original principal balance) is as follows:

Class	Price*
TI	3.0%

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

Sensitivity of the TI Class to Prepayments

	CPR Prepayment Assumption						
	2.5%	5%	10%	15%	20%	30%	50%
Pre-Tax Yields to Maturity	58.1%	54.9%	48.5%	41.8%	35.0%	20.5%	(12.0)%

Weighted Average Lives of the Certificates

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

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

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

See "—Distributions of Principal" above.

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

Decrement Tables

The following tables indicate the percentages of original principal balances of the specified Classes that would be outstanding after each date shown at various constant PSA or CPR rates, as applicable, 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 Group 1, Group 2, Group 3 and Group 4 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	8.50%
Group 2 MBS	360 months	360 months	7.50%
Group 3 MBS	360 months	360 months	7.50%
Group 4 MBS	360 months	360 months(1)	8.50%

(1) In addition, we have assumed that $132,973,036 in principal amount of the Mortgage Loans underlying the Group 4 MBS have remaining interest only periods of 120 months and that $2,458,233 in principal amount of the Mortgage Loans underlying the Group 4 MBS have remaining interest only periods of 180 months.

It is unlikely that all of the Mortgage Loans will have the interest rates, loan ages, remaining terms to maturity or, if applicable, remaining interest only periods, or other specified characteristics assumed or that the Mortgage Loans will prepay at any *constant* PSA or CPR level, as applicable.

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 or CPR rates, as applicable, 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	FD and SD† Classes — PSA Prepayment Assumption 0%	100%	200%	275%	331%	600%	900%	1300%
Initial Percent	100	100	100	100	100	100	100	100
November 2010	99	93	87	82	79	63	46	22
November 2011	98	86	75	68	62	40	21	5
November 2012	98	79	65	56	49	25	9	1
November 2013	97	73	56	46	39	16	4	*
November 2014	95	68	49	37	31	10	2	*
November 2015	94	62	42	31	24	6	1	*
November 2016	93	57	36	25	19	4	*	*
November 2017	92	53	31	20	15	2	*	*
November 2018	90	48	27	17	11	2	*	*
November 2019	89	44	23	13	9	1	*	*
November 2020	87	40	19	11	7	1	*	*
November 2021	85	36	16	9	5	*	*	0
November 2022	83	33	14	7	4	*	*	0
November 2023	81	29	12	6	3	*	*	0
November 2024	78	26	10	4	2	*	*	0
November 2025	75	23	8	4	2	*	*	0
November 2026	72	21	7	3	1	*	*	0
November 2027	69	18	6	2	1	*	*	0
November 2028	66	16	4	2	1	*	*	0
November 2029	62	13	4	1	1	*	*	0
November 2030	58	11	3	1	*	*	*	0
November 2031	53	9	2	1	*	*	*	0
November 2032	49	7	2	*	*	*	0	0
November 2033	43	5	1	*	*	*	0	0
November 2034	37	4	1	*	*	*	0	0
November 2035	31	2	*	*	*	*	0	0
November 2036	24	*	*	*	*	*	0	0
November 2037	17	0	0	0	0	0	0	0
November 2038	9	0	0	0	0	0	0	0
November 2039	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	20.8	10.1	6.5	5.0	4.2	2.2	1.3	0.7

Date	FE and SE† Classes — PSA Prepayment Assumption 0%	100%	200%	275%	331%	600%	900%	1300%
Initial Percent	100	100	100	100	100	100	100	100
November 2010	99	93	88	83	80	65	48	26
November 2011	98	86	76	69	63	41	22	6
November 2012	98	80	66	56	50	26	10	1
November 2013	97	74	57	46	39	16	4	*
November 2014	95	68	49	38	31	10	2	*
November 2015	94	63	42	31	24	6	1	*
November 2016	93	58	37	25	19	4	*	*
November 2017	92	53	31	21	15	3	*	*
November 2018	90	49	27	17	12	2	*	*
November 2019	89	44	23	14	9	1	*	*
November 2020	87	40	20	11	7	1	*	*
November 2021	85	37	17	9	5	*	*	*
November 2022	83	33	14	7	4	*	*	0
November 2023	81	30	12	6	3	*	*	0
November 2024	78	27	10	5	2	*	*	0
November 2025	75	24	8	4	2	*	*	0
November 2026	72	21	7	3	1	*	*	0
November 2027	69	19	6	2	1	*	*	0
November 2028	66	16	5	2	1	*	*	0
November 2029	62	14	4	1	1	*	*	0
November 2030	58	12	3	1	*	*	*	0
November 2031	53	10	2	1	*	*	*	0
November 2032	49	8	2	1	*	*	0	0
November 2033	43	6	1	*	*	*	0	0
November 2034	37	4	1	*	*	*	0	0
November 2035	31	3	1	*	*	*	0	0
November 2036	24	1	*	*	*	*	0	0
November 2037	17	0	0	0	0	0	0	0
November 2038	9	0	0	0	0	0	0	0
November 2039	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	20.8	10.3	6.6	5.0	4.2	2.3	1.4	0.8

Date	DC, DI†, DA and DN Classes — PSA Prepayment Assumption 0%	100%	200%	275%	331%	600%	900%	1300%
Initial Percent	100	100	100	100	100	100	100	100
November 2010	99	91	84	84	84	78	57	28
November 2011	98	83	70	70	70	49	25	6
November 2012	97	75	57	57	57	31	11	1
November 2013	96	67	47	47	47	19	5	0
November 2014	94	60	37	37	37	12	2	0
November 2015	93	54	29	29	29	7	*	0
November 2016	91	48	23	23	23	4	0	0
November 2017	90	42	18	18	18	2	0	0
November 2018	88	36	14	14	14	1	0	0
November 2019	86	31	10	10	10	*	0	0
November 2020	84	26	8	8	8	*	0	0
November 2021	81	22	6	6	6	0	0	0
November 2022	79	17	4	4	4	0	0	0
November 2023	76	13	3	3	3	0	0	0
November 2024	73	10	2	2	2	0	0	0
November 2025	70	6	2	2	2	0	0	0
November 2026	66	3	1	1	1	0	0	0
November 2027	62	1	1	1	1	0	0	0
November 2028	58	*	*	*	*	0	0	0
November 2029	53	0	0	0	0	0	0	0
November 2030	48	0	0	0	0	0	0	0
November 2031	43	0	0	0	0	0	0	0
November 2032	37	0	0	0	0	0	0	0
November 2033	30	0	0	0	0	0	0	0
November 2034	23	0	0	0	0	0	0	0
November 2035	15	0	0	0	0	0	0	0
November 2036	7	0	0	0	0	0	0	0
November 2037	0	0	0	0	0	0	0	0
November 2038	0	0	0	0	0	0	0	0
November 2039	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	18.9	7.4	4.7	4.7	4.7	2.6	1.5	0.8

Date	DB Class — PSA Prepayment Assumption 0%	100%	200%	275%	331%	600%	900%	1300%
Initial Percent	100	100	100	100	100	100	100	100
November 2010	100	100	100	100	100	100	100	100
November 2011	100	100	100	100	100	100	100	100
November 2012	100	100	100	100	100	100	100	100
November 2013	100	100	100	100	100	100	100	42
November 2014	100	100	100	100	100	100	100	9
November 2015	100	100	100	100	100	100	100	2
November 2016	100	100	100	100	100	100	71	*
November 2017	100	100	100	100	100	100	32	*
November 2018	100	100	100	100	100	100	14	*
November 2019	100	100	100	100	100	100	6	*
November 2020	100	100	100	100	100	100	3	*
November 2021	100	100	100	100	100	65	1	*
November 2022	100	100	100	100	100	40	1	*
November 2023	100	100	100	100	100	25	*	*
November 2024	100	100	100	100	100	15	*	*
November 2025	100	100	100	100	100	9	*	0
November 2026	100	100	100	100	100	5	*	0
November 2027	100	100	100	100	100	3	*	0
November 2028	100	100	100	100	100	2	*	0
November 2029	100	100	100	100	100	1	*	0
November 2030	100	72	72	72	72	1	*	0
November 2031	100	50	50	50	50	*	*	0
November 2032	100	34	34	34	34	*	*	0
November 2033	100	22	22	22	22	*	*	0
November 2034	100	13	13	13	13	*	*	0
November 2035	100	6	6	6	6	*	*	0
November 2036	100	2	2	2	2	*	0	0
November 2037	0	0	0	0	0	0	0	0
November 2038	0	0	0	0	0	0	0	0
November 2039	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	27.8	22.5	22.5	22.5	22.5	13.2	7.8	4.1

* 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.

Date	UF, US, VF and VS Classes PSA Prepayment Assumption 0%	100%	200%	275%	331%	600%	900%	1300%
Initial Percent	100	100	100	100	100	100	100	100
November 2010	100	100	100	76	58	0	0	0
November 2011	100	100	100	59	30	0	0	0
November 2012	100	100	100	48	13	0	0	0
November 2013	100	100	100	42	4	0	0	0
November 2014	100	100	100	38	*	0	0	0
November 2015	100	100	99	37	*	0	0	0
November 2016	100	100	95	34	*	0	0	0
November 2017	100	100	90	31	*	0	0	0
November 2018	100	100	83	28	*	0	0	0
November 2019	100	100	76	25	*	0	0	0
November 2020	100	100	69	22	*	0	0	0
November 2021	100	100	61	19	*	0	0	0
November 2022	100	100	54	16	*	0	0	0
November 2023	100	100	47	14	*	0	0	0
November 2024	100	100	41	11	*	0	0	0
November 2025	100	100	35	9	*	0	0	0
November 2026	100	100	30	8	*	0	0	0
November 2027	100	95	25	6	*	0	0	0
November 2028	100	83	21	5	*	0	0	0
November 2029	100	71	17	4	*	0	0	0
November 2030	100	60	13	3	*	0	0	0
November 2031	100	50	11	2	*	0	0	0
November 2032	100	40	8	2	*	0	0	0
November 2033	100	30	6	1	*	0	0	0
November 2034	100	21	4	1	*	0	0	0
November 2035	100	13	2	*	*	0	0	0
November 2036	100	4	1	*	*	0	0	0
November 2037	93	0	0	0	0	0	0	0
November 2038	48	0	0	0	0	0	0	0
November 2039	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	29.0	22.2	14.4	5.9	1.5	0.4	0.2	0.1

Date	BA Class PSA Prepayment Assumption 0%	100%	306%	550%	800%	BC Class PSA Prepayment Assumption 0%	100%	306%	550%	800%
Initial Percent	100	100	100	100	100	100	100	100	100	100
November 2010	99	91	76	59	42	100	100	100	100	100
November 2011	98	82	57	33	12	100	100	100	100	100
November 2012	96	74	42	15	0	100	100	100	100	86
November 2013	95	66	30	4	0	100	100	100	100	43
November 2014	94	59	20	0	0	100	100	100	78	22
November 2015	92	52	12	0	0	100	100	100	51	11
November 2016	90	46	6	0	0	100	100	100	33	6
November 2017	89	40	1	0	0	100	100	100	21	3
November 2018	87	34	0	0	0	100	100	81	14	1
November 2019	84	29	0	0	0	100	100	63	9	1
November 2020	82	24	0	0	0	100	100	49	6	*
November 2021	80	19	0	0	0	100	100	38	4	*
November 2022	77	15	0	0	0	100	100	29	2	*
November 2023	74	11	0	0	0	100	100	22	1	*
November 2024	71	7	0	0	0	100	100	17	1	*
November 2025	68	3	0	0	0	100	100	12	1	*
November 2026	64	*	0	0	0	100	100	9	*	*
November 2027	60	0	0	0	0	100	84	7	*	*
November 2028	56	0	0	0	0	100	68	5	*	*
November 2029	51	0	0	0	0	100	53	3	*	*
November 2030	47	0	0	0	0	100	39	2	*	*
November 2031	41	0	0	0	0	100	26	1	*	*
November 2032	36	0	0	0	0	100	13	1	*	*
November 2033	30	0	0	0	0	100	2	*	*	*
November 2034	23	0	0	0	0	100	0	0	0	0
November 2035	16	0	0	0	0	100	0	0	0	0
November 2036	8	0	0	0	0	100	0	0	0	0
November 2037	*	0	0	0	0	100	0	0	0	0
November 2038	0	0	0	0	0	52	0	0	0	0
November 2039	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	18.6	7.0	2.9	1.6	1.0	29.1	20.4	11.9	6.7	4.3

Date	JT, JI† and JA Classes PSA Prepayment Assumption 0%	100%	306%	550%	800%	JV Class PSA Prepayment Assumption 0%	100%	306%	550%	800%
Initial Percent	100	100	100	100	100	100	100	100	100	100
November 2010	99	91	76	59	42	93	93	93	93	93
November 2011	98	82	57	33	13	86	86	86	86	86
November 2012	96	73	42	15	0	78	78	78	78	47
November 2013	95	65	30	4	0	69	69	69	69	0
November 2014	94	58	20	0	0	61	61	61	11	0
November 2015	92	51	12	0	0	52	52	52	0	0
November 2016	90	45	6	0	0	42	42	42	0	0
November 2017	89	39	1	0	0	32	32	32	0	0
November 2018	87	33	0	0	0	22	22	0	0	0
November 2019	84	28	0	0	0	11	11	0	0	0
November 2020	82	23	0	0	0	0	0	0	0	0
November 2021	80	18	0	0	0	0	0	0	0	0
November 2022	77	14	0	0	0	0	0	0	0	0
November 2023	74	10	0	0	0	0	0	0	0	0
November 2024	71	6	0	0	0	0	0	0	0	0
November 2025	68	2	0	0	0	0	0	0	0	0
November 2026	64	0	0	0	0	0	0	0	0	0
November 2027	60	0	0	0	0	0	0	0	0	0
November 2028	56	0	0	0	0	0	0	0	0	0
November 2029	52	0	0	0	0	0	0	0	0	0
November 2030	47	0	0	0	0	0	0	0	0	0
November 2031	42	0	0	0	0	0	0	0	0	0
November 2032	36	0	0	0	0	0	0	0	0	0
November 2033	30	0	0	0	0	0	0	0	0	0
November 2034	23	0	0	0	0	0	0	0	0	0
November 2035	16	0	0	0	0	0	0	0	0	0
November 2036	9	0	0	0	0	0	0	0	0	0
November 2037	1	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)**	18.6	6.9	2.9	1.6	1.0	6.0	6.0	5.6	4.0	2.8

Date	JZ Class PSA Prepayment Assumption 0%	100%	306%	550%	800%	JB Class PSA Prepayment Assumption 0%	100%	306%	550%	800%
Initial Percent	100	100	100	100	100	100	100	100	100	100
November 2010	105	105	105	105	105	100	100	100	100	100
November 2011	110	110	110	110	110	100	100	100	100	100
November 2012	116	116	116	116	116	100	100	100	100	87
November 2013	122	122	122	122	76	100	100	100	100	44
November 2014	128	128	128	128	38	100	100	100	79	22
November 2015	135	135	135	88	19	100	100	100	51	11
November 2016	142	142	142	57	10	100	100	100	33	6
November 2017	149	149	149	37	5	100	100	100	21	3
November 2018	157	157	139	24	2	100	100	81	14	1
November 2019	165	165	108	15	1	100	100	63	9	1
November 2020	172	172	84	10	1	100	100	49	6	*
November 2021	172	172	64	6	*	100	100	37	3	*
November 2022	172	172	49	4	*	100	100	28	2	*
November 2023	172	172	37	2	*	100	100	22	1	*
November 2024	172	172	28	1	*	100	100	16	1	*
November 2025	172	172	20	1	*	100	100	12	1	*
November 2026	172	162	15	1	*	100	94	9	*	*
November 2027	172	131	10	*	*	100	76	6	*	*
November 2028	172	102	7	*	*	100	59	4	*	*
November 2029	172	76	5	*	*	100	44	3	*	*
November 2030	172	51	3	*	*	100	29	2	*	*
November 2031	172	27	1	*	*	100	16	1	*	*
November 2032	172	5	*	*	*	100	3	*	*	*
November 2033	172	0	0	0	0	100	0	0	0	0
November 2034	172	0	0	0	0	100	0	0	0	0
November 2035	172	0	0	0	0	100	0	0	0	0
November 2036	172	0	0	0	0	100	0	0	0	0
November 2037	172	0	0	0	0	100	0	0	0	0
November 2038	93	0	0	0	0	54	0	0	0	0
November 2039	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	29.1	19.7	12.3	7.4	4.8	29.1	19.7	11.8	6.8	4.3

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

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

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

Date	CA and CI† Classes					
	PSA Prepayment Assumption					
	0%	100%	350%	609%	900%	1300%
Initial Percent	100	100	100	100	100	100
November 2010	100	80	30	0	0	0
November 2011	100	61	0	0	0	0
November 2012	100	44	0	0	0	0
November 2013	100	27	0	0	0	0
November 2014	100	11	0	0	0	0
November 2015	100	0	0	0	0	0
November 2016	100	0	0	0	0	0
November 2017	100	0	0	0	0	0
November 2018	100	0	0	0	0	0
November 2019	100	0	0	0	0	0
November 2020	93	0	0	0	0	0
November 2021	86	0	0	0	0	0
November 2022	79	0	0	0	0	0
November 2023	70	0	0	0	0	0
November 2024	61	0	0	0	0	0
November 2025	51	0	0	0	0	0
November 2026	40	0	0	0	0	0
November 2027	28	0	0	0	0	0
November 2028	15	0	0	0	0	0
November 2029	1	0	0	0	0	0
November 2030	0	0	0	0	0	0
November 2031	0	0	0	0	0	0
November 2032	0	0	0	0	0	0
November 2033	0	0	0	0	0	0
November 2034	0	0	0	0	0	0
November 2035	0	0	0	0	0	0
November 2036	0	0	0	0	0	0
November 2037	0	0	0	0	0	0
November 2038	0	0	0	0	0	0
November 2039	0	0	0	0	0	0
Weighted Average Life (years)**	15.8	2.7	0.7	0.4	0.2	0.1

Date	CB Class					
	PSA Prepayment Assumption					
	0%	100%	350%	609%	900%	1300%
Initial Percent	100	100	100	100	100	100
November 2010	100	100	100	91	66	31
November 2011	100	100	89	58	30	7
November 2012	100	100	70	37	14	2
November 2013	100	100	56	23	6	*
November 2014	100	100	44	15	3	*
November 2015	100	99	35	9	1	*
November 2016	100	93	27	6	1	*
November 2017	100	86	21	4	*	*
November 2018	100	79	17	2	*	*
November 2019	100	72	13	1	*	*
November 2020	100	66	10	1	*	*
November 2021	100	60	7	1	*	*
November 2022	100	54	6	*	*	0
November 2023	100	49	4	*	*	0
November 2024	100	44	3	*	*	0
November 2025	100	39	2	*	*	0
November 2026	100	34	2	*	*	0
November 2027	100	30	1	*	*	0
November 2028	100	26	1	*	*	0
November 2029	100	22	1	*	*	0
November 2030	94	19	*	*	*	0
November 2031	86	15	*	*	*	0
November 2032	78	12	*	*	0	0
November 2033	70	9	*	*	0	0
November 2034	61	7	*	*	0	0
November 2035	50	4	*	*	0	0
November 2036	39	1	*	*	0	0
November 2037	27	0	0	0	0	0
November 2038	14	0	0	0	0	0
November 2039	0	0	0	0	0	0
Weighted Average Life (years)**	25.7	14.7	5.6	3.0	1.8	0.9

Date	TA Class						
	CPR Prepayment Assumption						
	0%	5%	10%	15%	20%	30%	50%
Initial Percent	100	100	100	100	100	100	100
November 2010	98	82	65	49	32	0	0
November 2011	96	64	34	5	0	0	0
November 2012	94	48	6	0	0	0	0
November 2013	92	32	0	0	0	0	0
November 2014	87	14	0	0	0	0	0
November 2015	81	0	0	0	0	0	0
November 2016	72	0	0	0	0	0	0
November 2017	62	0	0	0	0	0	0
November 2018	51	0	0	0	0	0	0
November 2019	40	0	0	0	0	0	0
November 2020	29	0	0	0	0	0	0
November 2021	17	0	0	0	0	0	0
November 2022	4	0	0	0	0	0	0
November 2023	0	0	0	0	0	0	0
November 2024	0	0	0	0	0	0	0
November 2025	0	0	0	0	0	0	0
November 2026	0	0	0	0	0	0	0
November 2027	0	0	0	0	0	0	0
November 2028	0	0	0	0	0	0	0
November 2029	0	0	0	0	0	0	0
November 2030	0	0	0	0	0	0	0
November 2031	0	0	0	0	0	0	0
November 2032	0	0	0	0	0	0	0
November 2033	0	0	0	0	0	0	0
November 2034	0	0	0	0	0	0	0
November 2035	0	0	0	0	0	0	0
November 2036	0	0	0	0	0	0	0
November 2037	0	0	0	0	0	0	0
November 2038	0	0	0	0	0	0	0
November 2039	0	0	0	0	0	0	0
Weighted Average Life (years)**	8.8	2.9	1.5	1.0	0.8	0.5	0.3

Date	TB Class						
	CPR Prepayment Assumption						
	0%	5%	10%	15%	20%	30%	50%
Initial Percent	100	100	100	100	100	100	100
November 2010	100	100	100	100	100	99	71
November 2011	100	100	100	100	90	69	35
November 2012	100	100	100	86	72	48	18
November 2013	100	100	91	73	57	33	9
November 2014	100	100	81	61	45	23	4
November 2015	100	99	72	51	35	16	2
November 2016	100	91	63	42	27	11	1
November 2017	100	84	54	34	21	7	*
November 2018	100	77	47	28	16	5	*
November 2019	100	70	41	23	13	3	*
November 2020	100	64	35	19	10	2	*
November 2021	100	58	30	15	7	1	*
November 2022	100	52	26	12	6	1	*
November 2023	96	47	22	10	4	1	*
November 2024	90	42	19	8	3	*	*
November 2025	84	37	16	6	2	*	*
November 2026	78	33	13	5	2	*	*
November 2027	71	28	11	4	1	*	*
November 2028	64	24	9	3	1	*	*
November 2029	57	21	7	2	1	*	*
November 2030	50	17	5	2	*	*	*
November 2031	42	14	4	1	*	*	*
November 2032	34	10	3	1	*	*	*
November 2033	25	7	2	1	*	*	0
November 2034	16	5	1	*	*	*	0
November 2035	7	2	*	*	*	*	0
November 2036	1	*	*	*	*	*	0
November 2037	*	*	*	*	*	*	0
November 2038	*	*	*	*	*	0	0
November 2039	0	0	0	0	0	0	0
Weighted Average Life (years)**	20.7	14.3	10.1	7.4	5.7	3.7	2.0

Date	TI† Class						
	CPR Prepayment Assumption						
	0%	5%	10%	15%	20%	30%	50%
Initial Percent	100	100	100	100	100	100	100
November 2010	99	95	90	85	80	70	50
November 2011	99	89	80	71	63	48	25
November 2012	98	84	72	60	50	34	12
November 2013	98	79	64	51	40	23	6
November 2014	0	0	0	0	0	0	0
November 2015	0	0	0	0	0	0	0
November 2016	0	0	0	0	0	0	0
November 2017	0	0	0	0	0	0	0
November 2018	0	0	0	0	0	0	0
November 2019	0	0	0	0	0	0	0
November 2020	0	0	0	0	0	0	0
November 2021	0	0	0	0	0	0	0
November 2022	0	0	0	0	0	0	0
November 2023	0	0	0	0	0	0	0
November 2024	0	0	0	0	0	0	0
November 2025	0	0	0	0	0	0	0
November 2026	0	0	0	0	0	0	0
November 2027	0	0	0	0	0	0	0
November 2028	0	0	0	0	0	0	0
November 2029	0	0	0	0	0	0	0
November 2030	0	0	0	0	0	0	0
November 2031	0	0	0	0	0	0	0
November 2032	0	0	0	0	0	0	0
November 2033	0	0	0	0	0	0	0
November 2034	0	0	0	0	0	0	0
November 2035	0	0	0	0	0	0	0
November 2036	0	0	0	0	0	0	0
November 2037	0	0	0	0	0	0	0
November 2038	0	0	0	0	0	0	0
November 2039	0	0	0	0	0	0	0
Weighted Average Life (years)**	4.0	3.6	3.3	3.0	2.7	2.2	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.

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	275% PSA
2	306% PSA
3	306% PSA
4	609% PSA
5	15% CPR

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 Class 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. All of the RCR Certificates are Combination RCR Certificates. See "Material Federal Income Tax Consequences—Taxation of Beneficial Owners of RCR Certificates" in the REMIC Prospectus for a general discussion of the federal income tax treatment of beneficial owners of RCR Certificates.

PLAN OF DISTRIBUTION

We are obligated to deliver the Certificates to Citigroup Global Markets Inc. (the "Dealer") in exchange for the MBS. The Dealer proposes to offer the Certificates directly to the public from time to time in negotiated transactions at varying prices to be determined at the time of sale. The Dealer may effect these transactions to or through other dealers.

LEGAL MATTERS

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

Exhibit A-1

Assumed Characteristics of the Mortgage Loans Underlying the ARM MBS (As of November 1, 2009)

Issue Date Unpaid Principal Balance	Weighted Average Net Mortgage Rate* (%)	Weighted Average Mortgage Rate (%)	Weighted Average Original Term (in months)	Weighted Average Remaining Term to Maturity (in months) ("WARM")	Weighted Average Loan Age (in months) ("WALA")	Weighted Average Margin (%)	Weighted Average Initial Reset Cap (%)	Weighted Average Periodic Rate Cap (%)	Weighted Average Lifetime Rate Cap (%)	Weighted Average Lifetime Rate Floor (%)	Weighted Average Months to Rate Change	Rate Reset Frequency (in months)	Payment Reset Frequency (in months)	Weighted Average Remaining Interest Only Periods (in months)	Index**
$ 1,791,727.69	5.754	6.162	360	314	46	2.250	5.000	2.000	11.1616	2.250	38	12	12	N/A	WSJ 1-YEAR LIBOR
11,573,067.59	6.097	6.609	360	319	41	2.266	5.000	2.000	11.6085	2.266	43	12	12	69	WSJ 1-YEAR LIBOR
7,309,001.04	5.505	5.988	360	315	45	2.750	5.000	2.000	10.9877	2.750	39	12	12	75	1-YEAR CMT
6,422,008.22	5.584	6.14	360	326	34	2.750	5.000	2.000	11.1400	2.750	50	12	12	N/A	1-YEAR CMT
16,098,906.75	6.292	6.848	360	319	41	2.250	5.000	2.000	11.8476	2.250	43	12	12	45	WSJ 1-YEAR LIBOR
8,261,865.38	5.816	6.218	360	311	42	2.250	5.000	2.000	11.2181	2.250	42	12	12	N/A	WSJ 1-YEAR LIBOR
1,774,390.44	5.101	5.986	360	339	21	2.504	5.000	2.000	10.9863	2.504	63	12	12	N/A	WSJ 1-YEAR LIBOR
6,257,105.22	6.043	6.718	360	323	37	2.701	5.000	2.000	11.7182	2.701	47	12	12	83	WSJ 1-YEAR LIBOR
13,964,801.98	6.158	6.761	360	322	38	2.258	5.000	2.000	11.7614	2.258	46	12	12	71	WSJ 1-YEAR LIBOR
13,857,945.47	5.691	6.05	360	320	40	2.265	5.000	2.000	11.0495	2.265	44	12	12	N/A	WSJ 1-YEAR LIBOR
1,504,904.37	5.407	5.962	360	349	11	2.250	5.000	2.000	10.9620	2.250	49	12	12	N/A	WSJ 1-YEAR LIBOR
10,126,817.27	6.104	6.603	360	327	33	2.260	5.000	2.000	11.6034	2.260	51	12	12	51	WSJ 1-YEAR LIBOR

* The "Net Mortgage Rate" of a Hybrid ARM Loan is equal to its then current interest rate *less* the sum of the related servicing fee and our guaranty fee (expressed in each case as an annual percentage).

** For a description of the indices specified below, see "The Mortgage Loans—Adjustable-Rate Mortgages (ARMs)—*ARM Indices*" in the MBS Prospectus.

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								
DC	$135,379,000	DA	$135,379,000	PAC	4.5%	FIX	31398GGB9	December 2039
DI	11,281,583(3)							
Recombination 2								
DC	67,689,500	DN	67,689,500	PAC	5.0	FIX	31398GGC7	December 2039
DI	11,281,583(3)							
Recombination 3								
JV	5,460,000	JB(4)	13,000,000	SEQ	5.0	FIX	31398GGE3	December 2039
JZ	7,540,000							
Recombination 4								
JT	73,666,667	JA	73,666,667	SEQ	5.0	FIX	31398GGD5	January 2038
JI	7,366,667(3)							

(1) REMIC Certificates and RCR Certificates in each Recombination may be exchanged only in the proportions of *original* principal or notional principal balances for the related Classes shown in this Schedule 1 (disregarding any retired Classes). For example, if a particular Recombination includes two REMIC Classes and one RCR Class whose *original* principal balances shown in the schedule reflect a 1:1:2 relationship, the same 1:1:2 relationship among the *original* principal balances of those REMIC and RCR Classes must be maintained in any exchange. This is true even if, as a result of the applicable payment priority sequence, the relationship between their *current* principal balances has changed over time. Moreover, if as a result of a proposed exchange, a Certificateholder would hold a REMIC Certificate or RCR Certificate of a Class in an amount less than the applicable minimum denomination for that Class, the Certificateholder will be unable to effect the proposed exchange. See "Description of the Certificates—General—*Authorized Denominations*" in this prospectus supplement.

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

(3) Notional balances. These Classes are Interest Only Classes. See page S-8 for a description of how their notional balances are calculated.

(4) Principal payments on the REMIC Certificates in Recombination 3 from the JZ Accrual Amount will be paid as interest on the related RCR Certificates, and thus will not reduce the principal balances of these RCR Certificates.

Principal Balance Schedule

Aggregate Group Planned Balances

Distribution Date	Planned Balance	Distribution Date	Planned Balance	Distribution Date	Planned Balance
Initial Balance	$136,313,000.00	February 2014	$ 60,618,491.57	May 2018	$ 21,781,729.76
December 2009	134,553,746.63	March 2014	59,517,291.15	June 2018	21,336,294.70
January 2010	132,750,941.36	April 2014	58,428,473.54	July 2018	20,899,613.20
February 2010	130,942,802.77	May 2014	57,351,903.81	August 2018	20,471,517.35
March 2010	129,129,768.06	June 2014	56,287,448.48	September 2018	20,051,842.40
April 2010	127,312,292.30	July 2014	55,234,975.51	October 2018	19,640,426.71
May 2010	125,490,847.58	August 2014	54,194,354.26	November 2018	19,237,111.71
June 2010	123,665,922.08	September 2014	53,165,455.52	December 2018	18,841,741.82
July 2010	121,861,237.20	October 2014	52,148,151.44	January 2019	18,454,164.40
August 2010	120,076,573.77	November 2014	51,142,315.57	February 2019	18,074,229.69
September 2010	118,311,714.96	December 2014	50,147,822.80	March 2019	17,701,790.77
October 2010	116,566,446.26	January 2015	49,164,549.37	April 2019	17,336,703.49
November 2010	114,840,555.46	February 2015	48,192,372.85	May 2019	16,978,826.44
December 2010	113,133,832.63	March 2015	47,232,902.62	June 2019	16,628,020.88
January 2011	111,446,070.08	April 2015	46,291,986.66	July 2019	16,284,150.70
February 2011	109,777,062.34	May 2015	45,369,272.66	August 2019	15,947,082.35
March 2011	108,126,606.15	June 2015	44,464,414.94	September 2019	15,616,684.83
April 2011	106,494,500.42	July 2015	43,577,074.29	October 2019	15,292,829.61
May 2011	104,880,546.22	August 2015	42,706,917.87	November 2019	14,975,390.60
June 2011	103,284,546.75	September 2015	41,853,619.09	December 2019	14,664,244.09
July 2011	101,706,307.32	October 2015	41,016,857.49	January 2020	14,359,268.72
August 2011	100,145,635.32	November 2015	40,196,318.62	February 2020	14,060,345.43
September 2011	98,602,340.22	December 2015	39,391,693.95	March 2020	13,767,357.42
October 2011	97,076,233.51	January 2016	38,602,680.74	April 2020	13,480,190.10
November 2011	95,567,128.71	February 2016	37,828,981.93	May 2020	13,198,731.06
December 2011	94,074,841.34	March 2016	37,070,306.05	June 2020	12,922,870.01
January 2012	92,599,188.90	April 2016	36,326,367.11	July 2020	12,652,498.77
February 2012	91,139,990.84	May 2016	35,596,884.48	August 2020	12,387,511.20
March 2012	89,697,068.54	June 2016	34,881,582.81	September 2020	12,127,803.18
April 2012	88,270,245.31	July 2016	34,180,191.94	October 2020	11,873,272.57
May 2012	86,859,346.35	August 2016	33,492,446.77	November 2020	11,623,819.16
June 2012	85,464,198.73	September 2016	32,818,087.20	December 2020	11,379,344.66
July 2012	84,084,631.37	October 2016	32,156,858.02	January 2021	11,139,752.63
August 2012	82,720,475.03	November 2016	31,508,508.82	February 2021	10,904,948.48
September 2012	81,371,562.29	December 2016	30,872,793.91	March 2021	10,674,839.40
October 2012	80,037,727.52	January 2017	30,249,472.20	April 2021	10,449,334.36
November 2012	78,718,806.86	February 2017	29,638,307.17	May 2021	10,228,344.05
December 2012	77,414,638.22	March 2017	29,039,066.72	June 2021	10,011,780.87
January 2013	76,125,061.24	April 2017	28,451,523.15	July 2021	9,799,558.88
February 2013	74,849,917.29	May 2017	27,875,453.03	August 2021	9,591,593.78
March 2013	73,589,049.43	June 2017	27,310,637.14	September 2021	9,387,802.87
April 2013	72,342,302.41	July 2017	26,756,860.40	October 2021	9,188,105.03
May 2013	71,109,522.64	August 2017	26,213,911.77	November 2021	8,992,420.68
June 2013	69,890,558.19	September 2017	25,681,584.20	December 2021	8,800,671.76
July 2013	68,685,258.75	October 2017	25,159,674.53	January 2022	8,612,781.69
August 2013	67,493,475.62	November 2017	24,647,983.44	February 2022	8,428,675.36
September 2013	66,315,061.71	December 2017	24,146,315.36	March 2022	8,248,279.10
October 2013	65,149,871.50	January 2018	23,654,478.42	April 2022	8,071,520.62
November 2013	63,997,761.03	February 2018	23,172,284.36	May 2022	7,898,329.03
December 2013	62,858,587.89	March 2018	22,699,548.47	June 2022	7,728,634.78
January 2014	61,732,211.19	April 2018	22,236,089.54	July 2022	7,562,369.65

Aggregate Group (Continued)

Distribution Date	Planned Balance	Distribution Date	Planned Balance	Distribution Date	Planned Balance
August 2022	$ 7,399,466.73	January 2027	$ 2,211,706.97	June 2031	$ 544,913.98
September 2022	7,239,860.39	February 2027	2,159,056.05	July 2031	528,813.68
October 2022	7,083,486.24	March 2027	2,107,525.40	August 2031	513,086.86
November 2022	6,930,281.13	April 2027	2,057,092.50	September 2031	497,725.67
December 2022	6,780,183.11	May 2027	2,007,735.27	October 2031	482,722.42
January 2023	6,633,131.42	June 2027	1,959,432.06	November 2031	468,069.57
February 2023	6,489,066.46	July 2027	1,912,161.64	December 2031	453,759.72
March 2023	6,347,929.77	August 2027	1,865,903.19	January 2032	439,785.64
April 2023	6,209,664.02	September 2027	1,820,636.30	February 2032	426,140.23
May 2023	6,074,212.95	October 2027	1,776,340.96	March 2032	412,816.53
June 2023	5,941,521.41	November 2027	1,732,997.55	April 2032	399,807.72
July 2023	5,811,535.28	December 2027	1,690,586.82	May 2032	387,107.13
August 2023	5,684,201.49	January 2028	1,649,089.91	June 2032	374,708.22
September 2023	5,559,467.98	February 2028	1,608,488.33	July 2032	362,604.57
October 2023	5,437,283.69	March 2028	1,568,763.93	August 2032	350,789.89
November 2023	5,317,598.55	April 2028	1,529,898.94	September 2032	339,258.03
December 2023	5,200,363.43	May 2028	1,491,875.93	October 2032	328,002.95
January 2024	5,085,530.16	June 2028	1,454,677.80	November 2032	317,018.74
February 2024	4,973,051.48	July 2028	1,418,287.80	December 2032	306,299.61
March 2024	4,862,881.05	August 2028	1,382,689.49	January 2033	295,839.88
April 2024	4,754,973.42	September 2028	1,347,866.77	February 2033	285,633.99
May 2024	4,649,284.00	October 2028	1,313,803.85	March 2033	275,676.48
June 2024	4,545,769.06	November 2028	1,280,485.24	April 2033	265,962.02
July 2024	4,444,385.73	December 2028	1,247,895.76	May 2033	256,485.38
August 2024	4,345,091.94	January 2029	1,216,020.54	June 2033	247,241.43
September 2024	4,247,846.43	February 2029	1,184,844.98	July 2033	238,225.14
October 2024	4,152,608.75	March 2029	1,154,354.78	August 2033	229,431.60
November 2024	4,059,339.22	April 2029	1,124,535.92	September 2033	220,855.98
December 2024	3,967,998.93	May 2029	1,095,374.65	October 2033	212,493.57
January 2025	3,878,549.70	June 2029	1,066,857.50	November 2033	204,339.73
February 2025	3,790,954.11	July 2029	1,038,971.26	December 2033	196,389.93
March 2025	3,705,175.45	August 2029	1,011,702.98	January 2034	188,639.73
April 2025	3,621,177.71	September 2029	985,039.96	February 2034	181,084.78
May 2025	3,538,925.58	October 2029	958,969.75	March 2034	173,720.82
June 2025	3,458,384.44	November 2029	933,480.16	April 2034	166,543.68
July 2025	3,379,520.33	December 2029	908,559.23	May 2034	159,549.26
August 2025	3,302,299.94	January 2030	884,195.23	June 2034	152,733.56
September 2025	3,226,690.62	February 2030	860,376.67	July 2034	146,092.65
October 2025	3,152,660.33	March 2030	837,092.29	August 2034	139,622.69
November 2025	3,080,177.67	April 2030	814,331.05	September 2034	133,319.91
December 2025	3,009,211.83	May 2030	792,082.12	October 2034	127,180.62
January 2026	2,939,732.60	June 2030	770,334.89	November 2034	121,201.21
February 2026	2,871,710.36	July 2030	749,078.96	December 2034	115,378.15
March 2026	2,805,116.05	August 2030	728,304.14	January 2035	109,707.96
April 2026	2,739,921.19	September 2030	708,000.44	February 2035	104,187.25
May 2026	2,676,097.84	October 2030	688,158.07	March 2035	98,812.70
June 2026	2,613,618.61	November 2030	668,767.42	April 2035	93,581.05
July 2026	2,552,456.63	December 2030	649,819.09	May 2035	88,489.11
August 2026	2,492,585.56	January 2031	631,303.85	June 2035	83,533.75
September 2026	2,433,979.56	February 2031	613,212.67	July 2035	78,711.92
October 2026	2,376,613.30	March 2031	595,536.69	August 2035	74,020.62
November 2026	2,320,461.94	April 2031	578,267.23	September 2035	69,456.92
December 2026	2,265,501.13	May 2031	561,395.77	October 2035	65,017.94

Aggregate Group (Continued)

Distribution Date	Planned Balance
November 2035	$ 60,700.87
December 2035	56,502.95
January 2036	52,421.48
February 2036.	48,453.83
March 2036	44,597.40
April 2036	40,849.66
May 2036	37,208.13
June 2036.	33,670.38
July 2036	$ 30,234.04
August 2036	26,896.77
September 2036 . . .	23,656.30
October 2036.	20,510.39
November 2036	17,456.86
December 2036	14,493.56
January 2037	11,618.41
February 2037.	8,829.35
March 2037	$ 6,124.37
April 2037	5,024.21
May 2037	3,956.78
June 2037.	2,921.32
July 2037	1,917.09
August 2037	943.35
September 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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$767,243,308

FannieMae®

Guaranteed REMIC Pass-Through Certificates

Fannie Mae REMIC Trust 2009-105

Citi

Prospectus Supplement
November 23, 2009