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

$278,365,591

FannieMae®

Guaranteed REMIC Pass-Through Certificates
Fannie Mae REMIC Trust 2009-116

The Certificates

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

Payments to Certificateholders

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

- interest accrued on the balance of your certificate, and
- principal to the extent available for payment on your class.

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

The Fannie Mae Guaranty

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

The Trust and its Assets

The trust will own Fannie Mae MBS.

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

Class	*Group*	*Original Class Balance*	*Principal Type(1)*	*Interest Rate*	*Interest Type(1)*	*CUSIP Number*	*Final Distribution Date*
QA(2)	1	$44,092,000	PAC	4.5%	FIX	31398GLJ6	July 2036
QB(2).	1	13,151,000	PAC	4.5	FIX	31398GLK3	May 2039
QC	1	3,757,000	PAC	4.5	FIX	31398GLL1	January 2040
YF	1	9,032,258	SUP	(3)	FLT	31398GLM9	February 2036
JF	1	20,000,000	SUP	(3)	FLT	31398GLN7	January 2040
JS	1	20,000,000	SUP	(3)	INV	31398GLP2	January 2040
JT	1	29,032,258(4)	NTL	(3)	INV/IO	31398GLQ0	January 2040
IO	1	27,508,064(4)	NTL	6.0	FIX/IO	31398GLR8	January 2040
DA	2	18,701,000	PAC	4.5	FIX	31398GLS6	March 2039
DB	2	1,540,000	PAC	4.5	FIX	31398GLT4	January 2040
C	2	13,092,333	SUP	4.5	FIX	31398GLU1	January 2040
BF	2	50,000,000	PT	(3)	FLT	31398GLV9	January 2040
BS	2	50,000,000(4)	NTL	(3)	INV/IO	31398GLW7	January 2040
A	3	50,000,000	SEQ	5.5	FIX	31398GLX5	April 2024
B	3	5,000,000	SEQ	5.5	FIX	31398GLY3	January 2025
D	4	22,500,000	SEQ	4.5	FIX	31398GLZ0	February 2027
E	4	7,500,000	SEQ	4.5	FIX	31398GMA4	January 2030
R		0	NPR	0	NPR	31398GMB2	January 2040
RL		0	NPR	0	NPR	31398GMC0	January 2040

(1) See "Description of the Certificates—Class Definitions and Abbreviations" in the REMIC prospectus.
(2) Exchangeable classes.
(3) Based on LIBOR.
(4) Notional balances. These classes are interest only classes. See page S-7 for a description of how their notional balances are calculated.

If you own certificates of certain classes, you can exchange them for certificates of the corresponding RCR class to be delivered at the time of exchange. The TA Class is the RCR class. For a more detailed description of the RCR class, 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 December 30, 2009.

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

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

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

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

BNP PARIBAS

The date of this Prospectus Supplement is December 21, 2009

TABLE OF CONTENTS

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:

Static Data NY Securities
BNP Paribas
525 Washington Boulevard
Jersey City, New Jersey 07310
(telephone (201) 850-5627).
StaticDataNYSecurities@americas.bnpparibas.com

RECENT DEVELOPMENTS

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

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

On September 7, 2008, Fannie Mae, through our conservator, entered into two agreements with Treasury. The first agreement is the Stock Purchase Agreement, which provided us with Treasury's commitment (the "Commitment") to provide up to $100 billion in funding under specified conditions. This agreement was amended and restated on September 26, 2008 and was further amended on May 6, 2009 to increase the size of Treasury's Commitment from $100 billion to $200 billion. We issued 1,000,000 shares of Senior Preferred Stock pursuant to the Stock Purchase Agreement. The other agreement is the Warrant, which allows Treasury to purchase, for a nominal price, shares of common stock equal to 79.9% of the outstanding common stock of Fannie Mae. The Senior Preferred Stock and the Warrant were issued to Treasury as an initial commitment fee for Treasury's Commitment. Additional information about the conservatorship, the Stock Purchase Agreement, the Warrant and the Commitment is included in our Annual Report on Form 10-K for the year ended December 31, 2008 (the "2008 Form 10-K") and our quarterly reports on Form 10-Q for the quarters ended March 31, 2009, June 30, 2009 and September 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 December 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

Group 1, Group 2, Group 3 and Group 4

Characteristics of the 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	$110,032,258	6.00%	6.25% to 8.50%	241 to 360
Group 2 MBS	$ 83,333,333	6.00%	6.25% to 8.50%	241 to 360
Group 3 MBS	$ 55,000,000	5.50%	5.75% to 8.00%	112 to 180
Group 4 MBS	$ 30,000,000	4.50%	4.75% to 7.00%	181 to 240

Assumed Characteristics of the Underlying Mortgage Loans

	Principal Balance	Original Term to Maturity (in months)	Remaining Term to Maturity (in months)	Loan Age (in months)	Interest Rate
Group 1 MBS	$110,032,258	360	327	30	6.575%
Group 2 MBS	$ 83,333,333	360	331	25	6.475%
Group 3 MBS	$ 55,000,000	180	112	63	5.964%
Group 4 MBS	$ 30,000,000	240	232	7	4.900%

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

Settlement Date

We expect to issue the certificates on December 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 combination of the certificates eligible for exchange and the related RCR certificates. You can exchange your certificates by notifying us and paying an exchange fee. We will deliver the RCR certificates upon such exchange.

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

Interest Rates

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

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

Class	Initial Interest Rate	Maximum Interest Rate	Minimum Interest Rate	Formula for Calculation of Interest Rate(1)
YF	1.34350%	7.60000%	1.10%	LIBOR + 110 basis points
JF	1.34350%	7.60000%	1.10%	LIBOR + 110 basis points
JS	8.79169%	9.14516%	0.00%	9.14516% − (1.4516129 × LIBOR)
JT	0.20000%	0.20000%	0.00%	6.5% − LIBOR
BF	0.96156%	7.00000%	0.72%	LIBOR + 72 basis points
BS	6.03844%	6.28000%	0.00%	6.28% − LIBOR

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

Notional Classes

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

Class	
JT	100% of the *sum* of the YF and JF Classes
IO	24.9999995456% of the *sum* of the QA, QB, QC, YF, JF and JS Classes
BS	100% of the BF Class

Distributions of Principal

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

Weighted Average Lives (years)*

	PSA Prepayment Assumption									
Group 1 Classes	**0%**	**75%**	**102%**	**200%**	**300%**	**400%**	**600%**	**900%**	**1200%**	**1500%**
QA	13.1	3.8	3.0	3.0	3.0	3.0	2.2	1.4	0.9	0.5
QB	21.9	9.4	8.3	8.3	8.3	8.3	5.3	3.1	1.9	1.1
QC	23.5	14.0	14.0	14.0	14.0	14.0	9.4	5.5	3.4	1.9
YF	25.0	13.2	10.1	1.3	0.6	0.4	0.2	0.1	0.1	0.1
JF	28.2	21.2	19.2	11.9	5.9	2.3	1.1	0.6	0.3	0.2
JS and JT	27.2	18.7	16.4	8.6	4.3	1.7	0.8	0.4	0.3	0.2
IO	20.8	11.4	10.0	6.5	4.6	3.4	2.2	1.3	0.8	0.5
TA	15.1	5.1	4.2	4.2	4.2	4.2	2.9	1.8	1.1	0.6

	PSA Prepayment Assumption									
Group 2 Classes	**0%**	**100%**	**125%**	**200%**	**300%**	**400%**	**600%**	**900%**	**1200%**	**1500%**
DA	15.7	4.6	3.9	3.9	3.9	3.9	2.7	1.7	1.1	0.7
DB	24.3	13.6	13.6	13.6	13.6	13.6	8.8	5.2	3.2	1.9
C	27.6	17.8	15.7	9.4	4.5	1.6	0.8	0.4	0.3	0.2
BF and BS	20.8	10.2	9.0	6.5	4.6	3.5	2.2	1.3	0.8	0.5

	PSA Prepayment Assumption						
Group 3 Classes	**0%**	**100%**	**287%**	**450%**	**600%**	**750%**	**900%**
A	8.4	3.8	2.5	1.8	1.4	1.1	0.9
B	14.6	8.8	7.9	6.8	5.7	4.7	3.8

	PSA Prepayment Assumption				
Group 4 Classes	**0%**	**100%**	**275%**	**450%**	**600%**
D	10.2	5.5	3.1	2.2	1.8
E	18.6	15.3	10.4	7.3	5.6

* 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 December 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 (the "Group 1 MBS," "Group 2 MBS," "Group 3 MBS" and "Group 4 MBS," and together, the "MBS").

Each MBS represents a beneficial ownership interest in a pool of first lien, one- to four-family ("single-family"), fixed-rate residential mortgage loans (the "Mortgage Loans") having the characteristics described in this prospectus supplement.

The Trust will include the "Lower Tier REMIC" and "Upper Tier REMIC" as "real estate mortgage investment conduits" (each, a "REMIC") under the Internal Revenue Code of 1986, as amended (the "Code").

The following chart contains information about the assets, the "regular interests" and the "residual interests" of each REMIC. The REMIC Certificates other than the R and RL Classes are collectively referred to as the "Regular Classes" or "Regular Certificates," and the R and RL Classes are collectively referred to as the "Residual Classes" or "Residual Certificates."

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 the Residual Certificates in fully registered, certificated form. The "Holder" or "Certificateholder" of a Residual Certificate is its registered owner. A Residual Certificate can be transferred at the corporate trust office of the Transfer Agent, or at the office of the Transfer Agent in New York, New York. U.S. Bank National Association ("US Bank") in Boston, Massachusetts will be the initial Transfer Agent. We may impose a service charge for any registration of transfer of a Residual Certificate and may require payment to cover any tax or other governmental charge. See also "—Characteristics of the Residual Classes" below.

Authorized Denominations. We will issue the Certificates in the following denominations:

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

The MBS

The MBS provide that principal and interest on the related Mortgage Loans are passed through monthly. The Mortgage Loans underlying the MBS are conventional, fixed-rate, fully-amortizing mortgage loans secured by first mortgages or deeds of trust on single-family residential properties. These Mortgage Loans have original maturities of up to 30 years in the case of the Group 1 MBS and Group 2 MBS, up to 15 years in the case of the Group 3 MBS, and up to 20 years in the case of the Group 4 MBS.

For additional information, see "Summary—Group 1, Group 2, Group 3 and Group 4—Characteristics of the MBS" and "—Assumed Characteristics of the Underlying Mortgage Loans" in this prospectus supplement and "The Mortgage Pools" and "Yield, Maturity, and Prepayment Considerations" in the MBS Prospectus.

Distributions of Interest

General. The Certificates will bear interest at the rates specified in this prospectus supplement on a 30/360 basis. Interest to be paid on each Certificate on a Distribution Date will consist of one month's interest on the outstanding balance of that Certificate immediately prior to that Distribution Date.

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

Delay Classes	No-Delay Classes
Fixed Rate Classes	Floating Rate and Inverse Floating Rate Classes

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

Distributions of Principal

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

- *Group 1*

The Group 1 Principal Distribution Amount in the following priority:

1. To Aggregate Group I to its Planned Balance.	**PAC Group**
2. — 59.2105262621% to YF and JF, in that order, until retired, and — 40.7894737379% to JS until retired.	**Support Classes**
3. To Aggregate Group I to zero.	**PAC Group**

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

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

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

- *Group 2*

The Group 2 Principal Distribution Amount as follows:

— 39.99999976% as follows:	
first, to Aggregate Group II to its Planned Balance;	**PAC Group**
second, to C until retired; and	**Support Class**
third, to Aggregate Group II to zero, and	**PAC Group**
— 60.00000024% to BF until retired.	**Pass-Through Class**

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

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

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

- *Group 3*

The Group 3 Principal Distribution Amount to A and B, in that order, until retired. **Sequential Pay Classes**

The "Group 3 Principal Distribution Amount" is the principal then paid on the Group 3 MBS.

- *Group 4*

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

The "Group 4 Principal Distribution Amount" is the principal then paid on the Group 4 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 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 Mortgage Loans prepay at the constant percentages of PSA specified in the related tables;

- the settlement date for the Certificates is December 30, 2009; and

- each Distribution Date occurs on the 25th day of a month.

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

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

Groups	Structuring Ranges	Initial Effective Ranges
Aggregate Group I Planned Balances	Between 102% and 400% PSA	Between 102% and 400% PSA
Aggregate Group II Planned Balances	Between 125% and 400% PSA	Between 125% and 400% PSA

The Aggregate Groups listed above consist of the following Classes:

Aggregate Group I	QA, QB and QC
Aggregate Group II	DA and DB

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

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

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

- We will distribute any excess of principal distributions over the amount necessary to reduce an Aggregate Group to its scheduled balance in any month. As a result, the likelihood of reducing an Aggregate Group to its scheduled balance each month will not be improved by the averaging of high and low principal distributions from month to month.
- Even if the related Mortgage Loans prepay at rates falling within a Structuring Range or an Effective Range, principal distributions may be insufficient to reduce the applicable Aggregate Groups to their scheduled balances each month if prepayments do not occur at a *constant* PSA rate.
- The actual Effective Ranges at any time will be based upon the actual characteristics of the related Mortgage Loans at that time, which are likely to vary (and may vary considerably) from the Pricing Assumptions. As a result, the actual Effective Ranges will likely differ from the Initial Effective Ranges specified above. For the same reason, the applicable Aggregate Groups might not be reduced to their scheduled balances each month even if the related Mortgage Loans prepay at a *constant* PSA rate within the applicable Initial Effective Ranges. This is so particularly if the rates fall at the lower or higher end of the applicable ranges.
- The actual Effective Ranges may narrow, widen or shift upward or downward to reflect actual prepayment experience over time.
- The principal payment stability of each Aggregate Group will be supported by one or more other Classes. When the supporting Classes are retired, the Aggregate Group receiving the benefit of that support, if still outstanding, may no longer have an Effective Range and will be much more sensitive to prepayments of the related Mortgage Loans.

Yield Tables

General. The tables below illustrate the sensitivity of the pre-tax corporate bond equivalent yields to maturity of the applicable Classes to various constant percentages of PSA and, where specified, to changes in the index. **The tables below are provided for illustrative purposes only and are not intended as a forecast or prediction of the actual yields on the applicable Classes.** We calculated the yields set forth in the tables by

- determining the monthly discount rates that, when applied to the assumed streams of cash flows to be paid on the applicable Classes, would cause the discounted present values of the assumed streams of cash flows to equal the assumed aggregate purchase prices of those Classes, and
- converting the monthly rates to corporate bond equivalent rates.

These calculations do not take into account variations in the interest rates at which you could reinvest distributions on the Certificates. Accordingly, these calculations do not illustrate the return on any investment in the Certificates when reinvestment rates are taken into account.

We cannot assure you that

- the pre-tax yields on the applicable Certificates will correspond to any of the pre-tax yields shown here, or
- the aggregate purchase prices of the applicable Certificates will be as assumed.

In addition, it is unlikely that the Index will correspond to the levels shown here. Furthermore, because some of the Mortgage Loans are likely to have remaining terms to maturity shorter or longer than those assumed and interest rates higher or lower than those assumed, the principal payments on the Certificates are likely to differ from those assumed. This would be the case even if all Mortgage Loans prepay at the indicated constant percentages of PSA. Moreover, it is unlikely that

- the Mortgage Loans will prepay at a constant PSA rate until maturity,
- all of the Mortgage Loans will prepay at the same rate, or
- the level of the Index will remain constant.

The Inverse Floating Rate Classes. **The yields on the Inverse Floating Rate Classes will be sensitive in varying degrees to the rate of principal payments, including prepayments, of the related Mortgage Loans and to the level of the Index. The Mortgage Loans generally can be prepaid at any time without penalty. In addition, the rate of principal payments (including prepayments) of the Mortgage Loans is likely to vary, and may vary considerably, from pool to pool. As illustrated in the applicable tables below, it is possible that investors in the JT and BS 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 class balance) are as follows:

Class	Price*
JS	99.0000%
JT	0.3125%
BS	11.0000%

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

	PSA Prepayment Assumption									
LIBOR	50%	75%	102%	200%	300%	400%	600%	900%	1200%	1500%
0.1200%	9.3%	9.3%	9.3%	9.3%	9.5%	9.8%	10.5%	11.7%	13.3%	16.1%
0.2435%	9.1%	9.1%	9.1%	9.2%	9.3%	9.6%	10.3%	11.5%	13.1%	16.0%
2.2435%	6.1%	6.1%	6.1%	6.2%	6.3%	6.8%	7.6%	9.0%	10.9%	14.4%
4.2435%	3.1%	3.1%	3.1%	3.2%	3.4%	3.9%	4.8%	6.5%	8.7%	12.7%
6.3000% and above	0.1%	0.1%	0.1%	0.2%	0.4%	0.9%	2.0%	3.9%	6.4%	11.0%

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

LIBOR	PSA Prepayment Assumption									
	50%	75%	102%	200%	300%	400%	600%	900%	1200%	1500%
6.3% and below	73.1%	73.1%	73.1%	57.5%	38.3%	6.5%	(74.5)%	*	*	*
6.4%	34.9%	34.8%	34.4%	22.6%	8.0%	(16.3)%	*	*	*	*
6.5%	*	*	*	*	*	*	*	*	*	*

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

LIBOR	PSA Prepayment Assumption									
	50%	100%	125%	200%	300%	400%	600%	900%	1200%	1500%
0.12000%	57.2%	53.4%	51.5%	45.6%	37.6%	29.2%	11.4%	(18.9)%	(55.9)%	*
0.24156%	55.9%	52.1%	50.2%	44.4%	36.3%	28.0%	10.3%	(19.9)%	(56.8)%	*
2.24156%	34.7%	31.2%	29.4%	24.0%	16.5%	8.7%	(7.8)%	(35.8)%	(70.3)%	*
4.24156%	14.1%	10.8%	9.2%	4.1%	(2.8)%	(10.0)%	(25.3)%	(51.4)%	(83.8)%	*
6.28000%	*	*	*	*	*	*	*	*	*	*

The Fixed Rate Interest Only Class. **The yield to investors in the Fixed Rate Interest Only Class will be very sensitive to the rate of principal payments (including prepayments) of the related Mortgage Loans. The Mortgage Loans generally can be prepaid at any time without penalty. On the basis of the assumptions described below, the yield to maturity on the Fixed Rate Interest Only Class would be 0% if prepayments of the related Mortgage Loans were to occur at the following constant rate:**

Class	% PSA
IO	446%

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 price of the Fixed Rate Interest Only Class (expressed as a percentage of original principal balance) is as follows:

Class	Price*
IO	18.0%

* 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.

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

Sensitivity of the IO Class to Prepayments

	PSA Prepayment Assumption									
	50%	75%	102%	200%	300%	400%	600%	900%	1200%	1500%
Pre-Tax Yields to Maturity	29.4%	27.7%	25.8%	18.8%	11.4%	3.6%	(12.7)%	(40.6)%	(75.1)%	*

Weighted Average Lives of the Certificates

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

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

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

See "—Distributions of Principal" above.

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

Decrement Tables

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

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

Mortgage Loans Backing Trust Assets Specified Below	Original and Remaining Terms to Maturity	Interest Rates
Group 1 MBS	360 months	8.50%
Group 2 MBS	360 months	8.50%
Group 3 MBS	180 months	8.00%
Group 4 MBS	240 months	7.00%

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

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

Percent of Original Principal Balances Outstanding

Date	QA Class PSA Prepayment Assumption 0%	75%	102%	200%	300%	400%	600%	900%	1200%	1500%
Initial Percent	100	100	100	100	100	100	100	100	100	100
December 2010	98	86	82	82	82	82	82	75	31	0
December 2011	96	72	64	64	64	64	61	13	0	0
December 2012	94	58	48	48	48	48	24	0	0	0
December 2013	91	45	33	33	33	33	1	0	0	0
December 2014	89	33	18	18	18	18	0	0	0	0
December 2015	86	21	5	5	5	5	0	0	0	0
December 2016	83	10	0	0	0	0	0	0	0	0
December 2017	79	0	0	0	0	0	0	0	0	0
December 2018	76	0	0	0	0	0	0	0	0	0
December 2019	72	0	0	0	0	0	0	0	0	0
December 2020	67	0	0	0	0	0	0	0	0	0
December 2021	62	0	0	0	0	0	0	0	0	0
December 2022	57	0	0	0	0	0	0	0	0	0
December 2023	51	0	0	0	0	0	0	0	0	0
December 2024	45	0	0	0	0	0	0	0	0	0
December 2025	39	0	0	0	0	0	0	0	0	0
December 2026	31	0	0	0	0	0	0	0	0	0
December 2027	23	0	0	0	0	0	0	0	0	0
December 2028	15	0	0	0	0	0	0	0	0	0
December 2029	5	0	0	0	0	0	0	0	0	0
December 2030	0	0	0	0	0	0	0	0	0	0
December 2031	0	0	0	0	0	0	0	0	0	0
December 2032	0	0	0	0	0	0	0	0	0	0
December 2033	0	0	0	0	0	0	0	0	0	0
December 2034	0	0	0	0	0	0	0	0	0	0
December 2035	0	0	0	0	0	0	0	0	0	0
December 2036	0	0	0	0	0	0	0	0	0	0
December 2037	0	0	0	0	0	0	0	0	0	0
December 2038	0	0	0	0	0	0	0	0	0	0
December 2039	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	13.1	3.8	3.0	3.0	3.0	3.0	2.2	1.4	0.9	0.5

Date	QB Class PSA Prepayment Assumption 0%	75%	102%	200%	300%	400%	600%	900%	1200%	1500%
Initial Percent	100	100	100	100	100	100	100	100	100	100
December 2010	100	100	100	100	100	100	100	100	100	54
December 2011	100	100	100	100	100	100	100	100	35	0
December 2012	100	100	100	100	100	100	100	49	0	0
December 2013	100	100	100	100	100	100	100	7	0	0
December 2014	100	100	100	100	100	100	54	0	0	0
December 2015	100	100	100	100	100	100	23	0	0	0
December 2016	100	100	78	78	78	78	4	0	0	0
December 2017	100	97	50	50	50	50	0	0	0	0
December 2018	100	62	30	30	30	30	0	0	0	0
December 2019	100	28	14	14	14	14	0	0	0	0
December 2020	100	2	2	2	2	2	0	0	0	0
December 2021	100	0	0	0	0	0	0	0	0	0
December 2022	100	0	0	0	0	0	0	0	0	0
December 2023	100	0	0	0	0	0	0	0	0	0
December 2024	100	0	0	0	0	0	0	0	0	0
December 2025	100	0	0	0	0	0	0	0	0	0
December 2026	100	0	0	0	0	0	0	0	0	0
December 2027	100	0	0	0	0	0	0	0	0	0
December 2028	100	0	0	0	0	0	0	0	0	0
December 2029	100	0	0	0	0	0	0	0	0	0
December 2030	83	0	0	0	0	0	0	0	0	0
December 2031	46	0	0	0	0	0	0	0	0	0
December 2032	5	0	0	0	0	0	0	0	0	0
December 2033	0	0	0	0	0	0	0	0	0	0
December 2034	0	0	0	0	0	0	0	0	0	0
December 2035	0	0	0	0	0	0	0	0	0	0
December 2036	0	0	0	0	0	0	0	0	0	0
December 2037	0	0	0	0	0	0	0	0	0	0
December 2038	0	0	0	0	0	0	0	0	0	0
December 2039	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	21.9	9.4	8.3	8.3	8.3	8.3	5.3	3.1	1.9	1.1

Date	QC Class PSA Prepayment Assumption 0%	75%	102%	200%	300%	400%	600%	900%	1200%	1500%
Initial Percent	100	100	100	100	100	100	100	100	100	100
December 2010	100	100	100	100	100	100	100	100	100	100
December 2011	100	100	100	100	100	100	100	100	100	28
December 2012	100	100	100	100	100	100	100	100	61	3
December 2013	100	100	100	100	100	100	100	100	17	*
December 2014	100	100	100	100	100	100	100	56	5	*
December 2015	100	100	100	100	100	100	100	25	1	*
December 2016	100	100	100	100	100	100	100	11	*	*
December 2017	100	100	100	100	100	100	71	5	*	*
December 2018	100	100	100	100	100	100	44	2	*	*
December 2019	100	100	100	100	100	100	27	1	*	0
December 2020	100	100	100	100	100	100	17	*	*	0
December 2021	100	79	79	79	79	79	11	*	*	0
December 2022	100	56	56	56	56	56	6	*	*	0
December 2023	100	40	40	40	40	40	4	*	*	0
December 2024	100	28	28	28	28	28	2	*	*	0
December 2025	100	19	19	19	19	19	1	*	*	0
December 2026	100	12	12	12	12	12	1	*	0	0
December 2027	100	7	7	7	7	7	1	*	0	0
December 2028	100	4	4	4	4	4	*	*	0	0
December 2029	100	1	1	1	1	1	*	*	0	0
December 2030	100	0	0	0	0	0	*	*	0	0
December 2031	100	0	0	0	0	0	*	*	0	0
December 2032	100	0	0	0	0	0	*	*	0	0
December 2033	0	0	0	0	0	0	*	*	0	0
December 2034	0	0	0	0	0	0	*	*	0	0
December 2035	0	0	0	0	0	0	*	0	0	0
December 2036	0	0	0	0	0	0	*	0	0	0
December 2037	0	0	0	0	0	0	0	0	0	0
December 2038	0	0	0	0	0	0	0	0	0	0
December 2039	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	23.5	14.0	14.0	14.0	14.0	14.0	9.4	5.5	3.4	1.9

Date	YF Class PSA Prepayment Assumption 0%	75%	102%	200%	300%	400%	600%	900%	1200%	1500%
Initial Percent	100	100	100	100	100	100	100	100	100	100
December 2010	100	100	100	58	15	0	0	0	0	0
December 2011	100	100	100	25	0	0	0	0	0	0
December 2012	100	100	100	0	0	0	0	0	0	0
December 2013	100	100	100	0	0	0	0	0	0	0
December 2014	100	100	100	0	0	0	0	0	0	0
December 2015	100	100	100	0	0	0	0	0	0	0
December 2016	100	100	96	0	0	0	0	0	0	0
December 2017	100	100	85	0	0	0	0	0	0	0
December 2018	100	100	71	0	0	0	0	0	0	0
December 2019	100	100	54	0	0	0	0	0	0	0
December 2020	100	94	35	0	0	0	0	0	0	0
December 2021	100	74	16	0	0	0	0	0	0	0
December 2022	100	54	0	0	0	0	0	0	0	0
December 2023	100	33	0	0	0	0	0	0	0	0
December 2024	100	12	0	0	0	0	0	0	0	0
December 2025	100	0	0	0	0	0	0	0	0	0
December 2026	100	0	0	0	0	0	0	0	0	0
December 2027	100	0	0	0	0	0	0	0	0	0
December 2028	100	0	0	0	0	0	0	0	0	0
December 2029	100	0	0	0	0	0	0	0	0	0
December 2030	100	0	0	0	0	0	0	0	0	0
December 2031	100	0	0	0	0	0	0	0	0	0
December 2032	100	0	0	0	0	0	0	0	0	0
December 2033	91	0	0	0	0	0	0	0	0	0
December 2034	49	0	0	0	0	0	0	0	0	0
December 2035	4	0	0	0	0	0	0	0	0	0
December 2036	0	0	0	0	0	0	0	0	0	0
December 2037	0	0	0	0	0	0	0	0	0	0
December 2038	0	0	0	0	0	0	0	0	0	0
December 2039	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	25.0	13.2	10.1	1.3	0.6	0.4	0.2	0.1	0.1	0.1

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

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

Date	JF Class PSA Prepayment Assumption 0%	75%	102%	200%	300%	400%	600%	900%	1200%	1500%
Initial Percent	100	100	100	100	100	100	100	100	100	100
December 2010	100	100	100	100	100	88	49	0	0	0
December 2011	100	100	100	100	79	49	0	0	0	0
December 2012	100	100	100	100	59	24	0	0	0	0
December 2013	100	100	100	91	46	10	0	0	0	0
December 2014	100	100	100	85	37	2	0	0	0	0
December 2015	100	100	100	80	33	*	0	0	0	0
December 2016	100	100	100	76	30	*	0	0	0	0
December 2017	100	100	100	70	27	*	0	0	0	0
December 2018	100	100	100	64	23	*	0	0	0	0
December 2019	100	100	100	57	20	*	0	0	0	0
December 2020	100	100	100	51	17	*	0	0	0	0
December 2021	100	100	100	45	14	*	0	0	0	0
December 2022	100	100	98	39	12	*	0	0	0	0
December 2023	100	100	89	34	10	*	0	0	0	0
December 2024	100	100	81	29	8	*	0	0	0	0
December 2025	100	96	72	24	6	*	0	0	0	0
December 2026	100	86	64	20	5	*	0	0	0	0
December 2027	100	77	56	17	4	*	0	0	0	0
December 2028	100	68	49	14	3	*	0	0	0	0
December 2029	100	59	42	11	3	*	0	0	0	0
December 2030	100	50	35	9	2	*	0	0	0	0
December 2031	100	41	28	7	1	*	0	0	0	0
December 2032	100	33	22	5	1	*	0	0	0	0
December 2033	100	25	16	3	1	*	0	0	0	0
December 2034	100	17	11	2	*	*	0	0	0	0
December 2035	100	9	6	1	*	*	0	0	0	0
December 2036	79	2	1	*	*	*	0	0	0	0
December 2037	55	0	0	0	0	0	0	0	0	0
December 2038	29	0	0	0	0	0	0	0	0	0
December 2039	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	28.2	21.2	19.2	11.9	5.9	2.3	1.1	0.6	0.3	0.2

Date	JS and JT† Classes PSA Prepayment Assumption 0%	75%	102%	200%	300%	400%	600%	900%	1200%	1500%
Initial Percent	100	100	100	100	100	100	100	100	100	100
December 2010	100	100	100	87	74	60	34	0	0	0
December 2011	100	100	100	77	54	34	0	0	0	0
December 2012	100	100	100	69	41	17	0	0	0	0
December 2013	100	100	100	63	32	7	0	0	0	0
December 2014	100	100	100	58	26	2	0	0	0	0
December 2015	100	100	100	55	23	*	0	0	0	0
December 2016	100	100	99	52	21	*	0	0	0	0
December 2017	100	100	95	48	18	*	0	0	0	0
December 2018	100	100	91	44	16	*	0	0	0	0
December 2019	100	100	86	39	14	*	0	0	0	0
December 2020	100	98	80	35	12	*	0	0	0	0
December 2021	100	92	74	31	10	*	0	0	0	0
December 2022	100	86	68	27	8	*	0	0	0	0
December 2023	100	79	62	23	7	*	0	0	0	0
December 2024	100	72	56	20	5	*	0	0	0	0
December 2025	100	66	50	17	4	*	0	0	0	0
December 2026	100	59	44	14	4	*	0	0	0	0
December 2027	100	53	39	12	3	*	0	0	0	0
December 2028	100	47	34	10	2	*	0	0	0	0
December 2029	100	40	29	8	2	*	0	0	0	0
December 2030	100	34	24	6	1	*	0	0	0	0
December 2031	100	29	20	5	1	*	0	0	0	0
December 2032	100	23	15	3	1	*	0	0	0	0
December 2033	97	17	11	2	*	*	0	0	0	0
December 2034	84	12	8	2	*	*	0	0	0	0
December 2035	70	6	4	1	*	*	0	0	0	0
December 2036	55	1	1	*	*	*	0	0	0	0
December 2037	38	0	0	0	0	0	0	0	0	0
December 2038	20	0	0	0	0	0	0	0	0	0
December 2039	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	27.2	18.7	16.4	8.6	4.3	1.7	0.8	0.4	0.3	0.2

Date	IO† Class PSA Prepayment Assumption 0%	75%	102%	200%	300%	400%	600%	900%	1200%	1500%
Initial Percent	100	100	100	100	100	100	100	100	100	100
December 2010	99	94	93	87	81	75	63	45	28	10
December 2011	98	89	86	75	65	56	40	21	8	1
December 2012	98	83	79	65	53	42	25	9	2	*
December 2013	97	78	73	56	42	31	16	4	1	*
December 2014	95	73	67	49	34	23	10	2	*	*
December 2015	94	69	62	42	27	17	6	1	*	*
December 2016	93	64	57	36	22	13	4	*	*	*
December 2017	92	60	52	31	18	10	2	*	*	0
December 2018	90	55	47	27	14	7	2	*	*	0
December 2019	89	51	43	23	11	5	1	*	*	0
December 2020	87	47	39	19	9	4	1	*	*	0
December 2021	85	44	36	16	7	3	*	*	*	0
December 2022	83	40	32	14	6	2	*	*	*	0
December 2023	81	37	29	12	4	1	*	*	*	0
December 2024	78	33	26	10	3	1	*	*	0	0
December 2025	75	30	23	8	3	1	*	*	0	0
December 2026	72	27	20	7	2	1	*	*	0	0
December 2027	69	24	18	5	2	*	*	*	0	0
December 2028	66	21	15	4	1	*	*	*	0	0
December 2029	62	18	13	4	1	*	*	*	0	0
December 2030	58	15	11	3	1	*	*	*	0	0
December 2031	53	13	9	2	*	*	*	*	0	0
December 2032	49	10	7	2	*	*	*	0	0	0
December 2033	43	8	5	1	*	*	*	0	0	0
December 2034	37	5	3	1	*	*	*	0	0	0
December 2035	31	3	2	*	*	*	*	0	0	0
December 2036	24	1	*	*	*	*	*	0	0	0
December 2037	17	0	0	0	0	0	0	0	0	0
December 2038	9	0	0	0	0	0	0	0	0	0
December 2039	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	20.8	11.4	10.0	6.5	4.6	3.4	2.2	1.3	0.8	0.5

Date	TA Class PSA Prepayment Assumption 0%	75%	102%	200%	300%	400%	600%	900%	1200%	1500%
Initial Percent	100	100	100	100	100	100	100	100	100	100
December 2010	99	89	86	86	86	86	86	81	47	12
December 2011	97	78	72	72	72	72	70	33	8	0
December 2012	95	68	60	60	60	60	42	11	0	0
December 2013	93	58	48	48	48	48	24	2	0	0
December 2014	91	49	37	37	37	37	12	0	0	0
December 2015	89	39	27	27	27	27	5	0	0	0
December 2016	87	31	18	18	18	18	1	0	0	0
December 2017	84	22	12	12	12	12	0	0	0	0
December 2018	81	14	7	7	7	7	0	0	0	0
December 2019	78	6	3	3	3	3	0	0	0	0
December 2020	75	1	1	1	1	1	0	0	0	0
December 2021	71	0	0	0	0	0	0	0	0	0
December 2022	67	0	0	0	0	0	0	0	0	0
December 2023	63	0	0	0	0	0	0	0	0	0
December 2024	58	0	0	0	0	0	0	0	0	0
December 2025	53	0	0	0	0	0	0	0	0	0
December 2026	47	0	0	0	0	0	0	0	0	0
December 2027	41	0	0	0	0	0	0	0	0	0
December 2028	34	0	0	0	0	0	0	0	0	0
December 2029	27	0	0	0	0	0	0	0	0	0
December 2030	19	0	0	0	0	0	0	0	0	0
December 2031	10	0	0	0	0	0	0	0	0	0
December 2032	1	0	0	0	0	0	0	0	0	0
December 2033	0	0	0	0	0	0	0	0	0	0
December 2034	0	0	0	0	0	0	0	0	0	0
December 2035	0	0	0	0	0	0	0	0	0	0
December 2036	0	0	0	0	0	0	0	0	0	0
December 2037	0	0	0	0	0	0	0	0	0	0
December 2038	0	0	0	0	0	0	0	0	0	0
December 2039	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	15.1	5.1	4.2	4.2	4.2	4.2	2.9	1.8	1.1	0.6

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

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

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

Date	DA Class: PSA Prepayment Assumption 0%	100%	125%	200%	300%	400%	600%	900%	1200%	1500%
Initial Percent	100	100	100	100	100	100	100	100	100	100
December 2010	99	87	85	85	85	85	85	75	44	13
December 2011	97	75	70	70	70	70	64	30	6	0
December 2012	96	64	57	57	57	57	37	9	0	0
December 2013	94	53	45	45	45	45	20	0	0	0
December 2014	92	43	33	33	33	33	10	0	0	0
December 2015	90	33	23	23	23	23	3	0	0	0
December 2016	88	24	15	15	15	15	0	0	0	0
December 2017	85	16	9	9	9	9	0	0	0	0
December 2018	83	8	5	5	5	5	0	0	0	0
December 2019	80	1	1	1	1	1	0	0	0	0
December 2020	77	0	0	0	0	0	0	0	0	0
December 2021	73	0	0	0	0	0	0	0	0	0
December 2022	69	0	0	0	0	0	0	0	0	0
December 2023	65	0	0	0	0	0	0	0	0	0
December 2024	61	0	0	0	0	0	0	0	0	0
December 2025	56	0	0	0	0	0	0	0	0	0
December 2026	51	0	0	0	0	0	0	0	0	0
December 2027	45	0	0	0	0	0	0	0	0	0
December 2028	39	0	0	0	0	0	0	0	0	0
December 2029	32	0	0	0	0	0	0	0	0	0
December 2030	25	0	0	0	0	0	0	0	0	0
December 2031	17	0	0	0	0	0	0	0	0	0
December 2032	8	0	0	0	0	0	0	0	0	0
December 2033	0	0	0	0	0	0	0	0	0	0
December 2034	0	0	0	0	0	0	0	0	0	0
December 2035	0	0	0	0	0	0	0	0	0	0
December 2036	0	0	0	0	0	0	0	0	0	0
December 2037	0	0	0	0	0	0	0	0	0	0
December 2038	0	0	0	0	0	0	0	0	0	0
December 2039	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	15.7	4.6	3.9	3.9	3.9	3.9	2.7	1.7	1.1	0.7

Date	DB Class: PSA Prepayment Assumption 0%	100%	125%	200%	300%	400%	600%	900%	1200%	1500%
Initial Percent	100	100	100	100	100	100	100	100	100	100
December 2010	100	100	100	100	100	100	100	100	100	100
December 2011	100	100	100	100	100	100	100	100	100	25
December 2012	100	100	100	100	100	100	100	100	48	2
December 2013	100	100	100	100	100	100	100	94	13	*
December 2014	100	100	100	100	100	100	100	42	4	*
December 2015	100	100	100	100	100	100	100	19	1	*
December 2016	100	100	100	100	100	100	85	9	*	*
December 2017	100	100	100	100	100	100	53	4	*	*
December 2018	100	100	100	100	100	100	33	2	*	*
December 2019	100	100	100	100	100	100	21	1	*	0
December 2020	100	84	84	84	84	84	13	*	*	0
December 2021	100	62	62	62	62	62	8	*	*	0
December 2022	100	45	45	45	45	45	5	*	*	0
December 2023	100	33	33	33	33	33	3	*	*	0
December 2024	100	24	24	24	24	24	2	*	*	0
December 2025	100	17	17	17	17	17	1	*	*	0
December 2026	100	12	12	12	12	12	1	*	0	0
December 2027	100	9	9	9	9	9	*	*	0	0
December 2028	100	6	6	6	6	6	*	*	0	0
December 2029	100	4	4	4	4	4	*	*	0	0
December 2030	100	3	3	3	3	3	*	*	0	0
December 2031	100	2	2	2	2	2	*	*	0	0
December 2032	100	1	1	1	1	1	*	*	0	0
December 2033	86	1	1	1	1	1	*	*	0	0
December 2034	*	*	*	*	*	*	*	*	0	0
December 2035	*	*	*	*	*	*	*	0	0	0
December 2036	*	*	*	*	*	*	*	0	0	0
December 2037	0	0	0	0	0	0	0	0	0	0
December 2038	0	0	0	0	0	0	0	0	0	0
December 2039	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	24.3	13.6	13.6	13.6	13.6	13.6	8.8	5.2	3.2	1.9

Date	C Class: PSA Prepayment Assumption 0%	100%	125%	200%	300%	400%	600%	900%	1200%	1500%
Initial Percent	100	100	100	100	100	100	100	100	100	100
December 2010	100	100	100	89	74	60	30	0	0	0
December 2011	100	100	100	80	55	32	0	0	0	0
December 2012	100	100	100	73	42	15	0	0	0	0
December 2013	100	100	100	68	33	5	0	0	0	0
December 2014	100	100	100	65	28	1	0	0	0	0
December 2015	100	100	100	63	26	*	0	0	0	0
December 2016	100	100	97	59	23	*	0	0	0	0
December 2017	100	100	93	55	21	*	0	0	0	0
December 2018	100	100	88	50	18	*	0	0	0	0
December 2019	100	99	82	45	15	*	0	0	0	0
December 2020	100	92	76	40	13	*	0	0	0	0
December 2021	100	85	69	35	11	*	0	0	0	0
December 2022	100	78	63	30	9	*	0	0	0	0
December 2023	100	71	56	26	7	*	0	0	0	0
December 2024	100	65	50	22	6	*	0	0	0	0
December 2025	100	58	44	19	5	*	0	0	0	0
December 2026	100	52	39	16	4	*	0	0	0	0
December 2027	100	45	34	13	3	*	0	0	0	0
December 2028	100	40	29	11	2	*	0	0	0	0
December 2029	100	34	24	9	2	*	0	0	0	0
December 2030	100	29	20	7	1	*	0	0	0	0
December 2031	100	24	16	5	1	*	0	0	0	0
December 2032	100	19	13	4	1	*	0	0	0	0
December 2033	100	14	10	3	*	*	0	0	0	0
December 2034	95	10	7	2	*	*	0	0	0	0
December 2035	79	6	4	1	*	*	0	0	0	0
December 2036	62	2	1	*	*	*	0	0	0	0
December 2037	43	0	0	0	0	0	0	0	0	0
December 2038	22	0	0	0	0	0	0	0	0	0
December 2039	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	27.6	17.8	15.7	9.4	4.5	1.6	0.8	0.4	0.3	0.2

Date	BF and BS† Classes: PSA Prepayment Assumption 0%	100%	125%	200%	300%	400%	600%	900%	1200%	1500%
Initial Percent	100	100	100	100	100	100	100	100	100	100
December 2010	99	93	91	87	81	76	64	47	29	12
December 2011	98	86	83	76	66	57	40	21	8	1
December 2012	98	80	76	65	53	42	25	10	2	*
December 2013	97	74	69	57	43	32	16	4	1	*
December 2014	95	68	63	49	34	24	10	2	*	*
December 2015	94	62	57	42	28	18	6	1	*	*
December 2016	93	57	51	36	22	13	4	*	*	*
December 2017	92	53	46	31	18	10	2	*	*	*
December 2018	90	48	42	27	14	7	2	*	*	0
December 2019	89	44	38	23	11	5	1	*	*	0
December 2020	87	40	34	19	9	4	1	*	*	0
December 2021	85	36	30	17	7	3	*	*	*	0
December 2022	83	33	27	14	6	2	*	*	*	0
December 2023	81	30	24	12	4	2	*	*	*	0
December 2024	78	26	21	10	3	1	*	*	0	0
December 2025	75	24	18	8	3	1	*	*	0	0
December 2026	72	21	16	7	2	1	*	*	0	0
December 2027	69	18	14	6	2	*	*	*	0	0
December 2028	66	16	12	5	1	*	*	*	0	0
December 2029	62	14	10	4	1	*	*	*	0	0
December 2030	58	11	8	3	1	*	*	*	0	0
December 2031	53	9	7	2	*	*	*	*	0	0
December 2032	49	7	5	2	*	*	*	0	0	0
December 2033	43	6	4	1	*	*	*	0	0	0
December 2034	37	4	3	1	*	*	*	0	0	0
December 2035	31	2	2	*	*	*	*	0	0	0
December 2036	24	1	1	*	*	*	*	0	0	0
December 2037	17	0	0	0	0	0	0	0	0	0
December 2038	9	0	0	0	0	0	0	0	0	0
December 2039	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	20.8	10.2	9.0	6.5	4.6	3.5	2.2	1.3	0.8	0.5

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

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

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

	A Class — PSA Prepayment Assumption						
Date	**0%**	**100%**	**287%**	**450%**	**600%**	**750%**	**900%**
Initial Percent	100	100	100	100	100	100	100
December 2010	96	85	74	64	55	46	36
December 2011	92	71	53	39	27	18	9
December 2012	87	57	36	22	11	3	0
December 2013	82	45	23	10	2	0	0
December 2014	77	33	13	2	0	0	0
December 2015	71	22	5	0	0	0	0
December 2016	64	12	0	0	0	0	0
December 2017	57	2	0	0	0	0	0
December 2018	50	0	0	0	0	0	0
December 2019	42	0	0	0	0	0	0
December 2020	33	0	0	0	0	0	0
December 2021	24	0	0	0	0	0	0
December 2022	13	0	0	0	0	0	0
December 2023	2	0	0	0	0	0	0
December 2024	0	0	0	0	0	0	0
Weighted Average Life (years)**	8.4	3.8	2.5	1.8	1.4	1.1	0.9

	B Class — PSA Prepayment Assumption						
Date	**0%**	**100%**	**287%**	**450%**	**600%**	**750%**	**900%**
Initial Percent	100	100	100	100	100	100	100
December 2010	100	100	100	100	100	100	100
December 2011	100	100	100	100	100	100	100
December 2012	100	100	100	100	100	100	79
December 2013	100	100	100	100	100	64	31
December 2014	100	100	100	100	63	30	12
December 2015	100	100	100	70	32	13	4
December 2016	100	100	89	37	15	5	1
December 2017	100	100	43	16	6	2	*
December 2018	100	29	9	3	1	*	*
December 2019	100	0	0	0	0	0	0
December 2020	100	0	0	0	0	0	0
December 2021	100	0	0	0	0	0	0
December 2022	100	0	0	0	0	0	0
December 2023	100	0	0	0	0	0	0
December 2024	0	0	0	0	0	0	0
Weighted Average Life (years)**	14.6	8.8	7.9	6.8	5.7	4.7	3.8

	D Class — PSA Prepayment Assumption				
Date	**0%**	**100%**	**275%**	**450%**	**600%**
Initial Percent	100	100	100	100	100
December 2010	97	92	86	80	75
December 2011	93	82	66	51	39
December 2012	90	71	46	26	11
December 2013	86	61	31	8	0
December 2014	82	51	18	0	0
December 2015	77	42	7	0	0
December 2016	72	34	0	0	0
December 2017	67	26	0	0	0
December 2018	62	18	0	0	0
December 2019	56	12	0	0	0
December 2020	49	5	0	0	0
December 2021	42	0	0	0	0
December 2022	35	0	0	0	0
December 2023	27	0	0	0	0
December 2024	19	0	0	0	0
December 2025	10	0	0	0	0
December 2026	*	0	0	0	0
December 2027	0	0	0	0	0
December 2028	0	0	0	0	0
December 2029	0	0	0	0	0
Weighted Average Life (years)**	10.2	5.5	3.1	2.2	1.8

	E Class — PSA Prepayment Assumption				
Date	**0%**	**100%**	**275%**	**450%**	**600%**
Initial Percent	100	100	100	100	100
December 2010	100	100	100	100	100
December 2011	100	100	100	100	100
December 2012	100	100	100	100	100
December 2013	100	100	100	100	82
December 2014	100	100	100	87	50
December 2015	100	100	100	60	31
December 2016	100	100	96	42	18
December 2017	100	100	75	28	11
December 2018	100	100	58	19	7
December 2019	100	100	45	13	4
December 2020	100	100	34	9	2
December 2021	100	98	26	6	1
December 2022	100	81	19	4	1
December 2023	100	66	14	2	*
December 2024	100	52	10	1	*
December 2025	100	38	6	1	*
December 2026	100	26	4	*	*
December 2027	69	14	2	*	*
December 2028	36	3	*	*	*
December 2029	0	0	0	0	0
Weighted Average Life (years)**	18.6	15.3	10.4	7.3	5.6

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

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

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 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	200% PSA
2	200% PSA
3	287% PSA
4	275% PSA

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

Taxation of Beneficial Owners of Residual Certificates

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

Taxation of Beneficial Owners of RCR Certificates

The RCR 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 Combination RCR Class (a "Combination RCR Certificate") will represent beneficial ownership of undivided interests in one or more underlying Regular Certificates. 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. 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 BNP Paribas Securities Corp. (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 dealer.

LEGAL MATTERS

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

Schedule 1

Available Recombination(1)

REMIC Certificates		RCR Certificates						
Classes	Original Balances	RCR Class	Original Balance	Principal Type(2)	Interest Rate	Interest Type(2)	CUSIP Number	Final Distribution Date
Recombination 1								
QA	$44,092,000	TA	$57,243,000	PAC	4.50%	FIX	31398GMD8	May 2039
QB	13,151,000							

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

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

Principal Balance Schedules

Aggregate Group I Planned Balances

Distribution Date	Planned Balance	Distribution Date	Planned Balance	Distribution Date	Planned Balance
Initial Balance	$61,000,000.00	April 2014	$29,123,837.73	August 2018	$ 8,476,387.34
January 2010	60,301,789.62	May 2014	28,591,671.70	September 2018	8,261,884.41
February 2010	59,607,219.77	June 2014	28,062,274.39	October 2018	8,052,566.15
March 2010	58,916,271.34	July 2014	27,535,631.27	November 2018	7,848,309.57
April 2010	58,228,925.32	August 2014	27,011,727.87	December 2018	7,648,994.55
May 2010	57,545,162.78	September 2014	26,490,549.81	January 2019	7,454,503.77
June 2010	56,864,964.92	October 2014	25,972,082.78	February 2019	7,264,722.67
July 2010	56,188,313.03	November 2014	25,456,312.54	March 2019	7,079,539.39
August 2010	55,515,188.47	December 2014	24,943,224.94	April 2019	6,898,844.68
September 2010	54,845,572.74	January 2015	24,432,805.88	May 2019	6,722,531.83
October 2010	54,179,447.41	February 2015	23,925,041.36	June 2019	6,550,496.66
November 2010	53,516,794.15	March 2015	23,419,917.44	July 2019	6,382,637.44
December 2010	52,857,594.74	April 2015	22,917,420.25	August 2019	6,218,854.80
January 2011	52,201,831.05	May 2015	22,417,536.00	September 2019	6,059,051.71
February 2011	51,549,485.02	June 2015	21,920,250.96	October 2019	5,903,133.43
March 2011	50,900,538.73	July 2015	21,425,551.50	November 2019	5,751,007.44
April 2011	50,254,974.32	August 2015	20,933,424.04	December 2019	5,602,583.38
May 2011	49,612,774.02	September 2015	20,443,855.06	January 2020	5,457,773.03
June 2011	48,973,920.19	October 2015	19,956,831.14	February 2020	5,316,490.24
July 2011	48,338,395.26	November 2015	19,472,338.91	March 2020	5,178,650.86
August 2011	47,706,181.73	December 2015	18,994,161.26	April 2020	5,044,172.75
September 2011	47,077,262.23	January 2016	18,527,389.78	May 2020	4,912,975.69
October 2011	46,451,619.46	February 2016	18,071,756.32	June 2020	4,784,981.35
November 2011	45,829,236.22	March 2016	17,626,998.96	July 2020	4,660,113.22
December 2011	45,210,095.39	April 2016	17,192,861.90	August 2020	4,538,296.63
January 2012	44,594,179.95	May 2016	16,769,095.25	September 2020	4,419,458.63
February 2012	43,981,472.96	June 2016	16,355,454.99	October 2020	4,303,528.01
March 2012	43,371,957.59	July 2016	15,951,702.75	November 2020	4,190,435.23
April 2012	42,765,617.06	August 2016	15,557,605.71	December 2020	4,080,112.38
May 2012	42,162,434.72	September 2016	15,172,936.49	January 2021	3,972,493.18
June 2012	41,562,393.98	October 2016	14,797,473.00	February 2021	3,867,512.86
July 2012	40,965,478.34	November 2016	14,430,998.33	March 2021	3,765,108.23
August 2012	40,371,671.40	December 2016	14,073,300.62	April 2021	3,665,217.55
September 2012	39,780,956.83	January 2017	13,724,172.95	May 2021	3,567,780.57
October 2012	39,193,318.40	February 2017	13,383,413.23	June 2021	3,472,738.43
November 2012	38,608,739.96	March 2017	13,050,824.06	July 2021	3,380,033.68
December 2012	38,027,205.44	April 2017	12,726,212.69	August 2021	3,289,610.22
January 2013	37,448,698.86	May 2017	12,409,390.82	September 2021	3,201,413.27
February 2013	36,873,204.31	June 2017	12,100,174.56	October 2021	3,115,389.35
March 2013	36,300,705.99	July 2017	11,798,384.34	November 2021	3,031,486.24
April 2013	35,731,188.17	August 2017	11,503,844.73	December 2021	2,949,652.95
May 2013	35,164,635.18	September 2017	11,216,384.45	January 2022	2,869,839.71
June 2013	34,601,031.48	October 2017	10,935,836.16	February 2022	2,791,997.91
July 2013	34,040,361.56	November 2017	10,662,036.49	March 2022	2,716,080.09
August 2013	33,482,610.03	December 2017	10,394,825.84	April 2022	2,642,039.93
September 2013	32,927,761.57	January 2018	10,134,048.37	May 2022	2,569,832.20
October 2013	32,375,800.93	February 2018	9,879,551.86	June 2022	2,499,412.72
November 2013	31,826,712.94	March 2018	9,631,187.67	July 2022	2,430,738.38
December 2013	31,280,482.53	April 2018	9,388,810.60	August 2022	2,363,767.09
January 2014	30,737,094.69	May 2018	9,152,278.89	September 2022	2,298,457.73
February 2014	30,196,534.49	June 2018	8,921,454.07	October 2022	2,234,770.20
March 2014	29,658,787.10	July 2018	8,696,200.91	November 2022	2,172,665.31

Aggregate Group I (Continued)

Distribution Date	Planned Balance	Distribution Date	Planned Balance	Distribution Date	Planned Balance
December 2022	$ 2,112,104.82	August 2025	$ 802,084.89	April 2028	$ 229,443.80
January 2023	2,053,051.38	September 2025	776,002.38	May 2028	218,228.79
February 2023	1,995,468.56	October 2025	750,587.17	June 2028	207,311.80
March 2023	1,939,320.75	November 2025	725,822.84	July 2028	196,685.33
April 2023	1,884,573.22	December 2025	701,693.35	August 2028	186,342.04
May 2023	1,831,192.06	January 2026	678,183.07	September 2028	176,274.80
June 2023	1,779,144.14	February 2026	655,276.71	October 2028	166,476.65
July 2023	1,728,397.16	March 2026	632,959.38	November 2028	156,940.77
August 2023	1,678,919.54	April 2026	611,216.54	December 2028	147,660.53
September 2023	1,630,680.48	May 2026	590,033.97	January 2029	138,629.47
October 2023	1,583,649.92	June 2026	569,397.85	February 2029	129,841.28
November 2023	1,537,798.50	July 2026	549,294.63	March 2029	121,289.78
December 2023	1,493,097.55	August 2026	529,711.14	April 2029	112,968.99
January 2024	1,449,519.11	September 2026	510,634.48	May 2029	104,873.03
February 2024	1,407,035.85	October 2026	492,052.11	June 2029	96,996.19
March 2024	1,365,621.14	November 2026	473,951.76	July 2029	89,332.89
April 2024	1,325,248.93	December 2026	456,321.45	August 2029	81,877.69
May 2024	1,285,893.84	January 2027	439,149.52	September 2029	74,625.29
June 2024	1,247,531.05	February 2027	422,424.57	October 2029	67,570.51
July 2024	1,210,136.37	March 2027	406,135.47	November 2029	60,708.30
August 2024	1,173,686.18	April 2027	390,271.39	December 2029	54,033.73
September 2024	1,138,157.40	May 2027	374,821.73	January 2030	47,542.01
October 2024	1,103,527.53	June 2027	359,776.15	February 2030	41,228.45
November 2024	1,069,774.59	July 2027	345,124.59	March 2030	35,088.48
December 2024	1,036,877.14	August 2027	330,857.19	April 2030	29,117.64
January 2025	1,004,814.23	September 2027	316,964.37	May 2030	23,311.58
February 2025	973,565.44	October 2027	303,436.75	June 2030	17,666.07
March 2025	943,110.81	November 2027	290,265.20	July 2030	12,176.97
April 2025	913,430.88	December 2027	277,440.79	August 2030	6,840.25
May 2025	884,506.65	January 2028	264,954.84	September 2030	1,651.97
June 2025	856,319.57	February 2028	252,798.84	October 2030 and thereafter	0.00
July 2025	828,851.54	March 2028	240,964.53		

Aggregate Group II Planned Balances

Distribution Date	Planned Balance	Distribution Date	Planned Balance	Distribution Date	Planned Balance
Initial Balance	$20,241,000.00	June 2011	$16,016,518.56	December 2012	$12,203,841.86
January 2010	20,018,603.75	July 2011	15,792,462.46	January 2013	12,005,182.42
February 2010	19,790,120.17	August 2011	15,569,896.93	February 2013	11,807,848.30
March 2010	19,555,674.77	September 2011	15,348,812.28	March 2013	11,611,830.87
April 2010	19,315,396.63	October 2011	15,129,198.85	April 2013	11,417,121.56
May 2010	19,069,418.27	November 2011	14,911,047.10	May 2013	11,223,711.85
June 2010	18,825,073.06	December 2011	14,694,347.49	June 2013	11,031,593.30
July 2010	18,582,350.38	January 2012	14,479,090.60	July 2013	10,840,757.48
August 2010	18,341,239.69	February 2012	14,265,267.02	August 2013	10,651,196.06
September 2010	18,101,730.49	March 2012	14,052,867.44	September 2013	10,462,900.74
October 2010	17,863,812.37	April 2012	13,841,882.59	October 2013	10,275,863.27
November 2010	17,627,474.99	May 2012	13,632,303.26	November 2013	10,090,075.48
December 2010	17,392,708.06	June 2012	13,424,120.32	December 2013	9,905,529.21
January 2011	17,159,501.36	July 2012	13,217,324.66	January 2014	9,722,216.39
February 2011	16,927,844.76	August 2012	13,011,907.27	February 2014	9,540,128.99
March 2011	16,697,728.16	September 2012	12,807,859.18	March 2014	9,359,259.04
April 2011	16,469,141.55	October 2012	12,605,171.47	April 2014	9,179,598.59
May 2011	16,242,074.98	November 2012	12,403,835.30	May 2014	9,001,139.79

Aggregate Group II (Continued)

Distribution Date	Planned Balance	Distribution Date	Planned Balance	Distribution Date	Planned Balance
June 2014	$ 8,823,874.80	January 2019	$ 2,330,010.72	August 2023	$ 562,790.13
July 2014	8,647,795.86	February 2019	2,271,976.10	September 2023	548,010.94
August 2014	8,472,895.23	March 2019	2,215,346.21	October 2023	533,601.29
September 2014	8,299,165.25	April 2019	2,160,087.68	November 2023	519,552.20
October 2014	8,126,598.29	May 2019	2,106,167.92	December 2023	505,854.92
November 2014	7,955,186.78	June 2019	2,053,555.12	January 2024	492,500.90
December 2014	7,784,923.19	July 2019	2,002,218.20	February 2024	479,481.79
January 2015	7,615,800.05	August 2019	1,952,126.82	March 2024	466,789.46
February 2015	7,447,809.94	September 2019	1,903,251.34	April 2024	454,415.96
March 2015	7,280,945.46	October 2019	1,855,562.84	May 2024	442,353.52
April 2015	7,115,199.30	November 2019	1,809,033.05	June 2024	430,594.56
May 2015	6,950,564.16	December 2019	1,763,634.38	July 2024	419,131.70
June 2015	6,787,032.81	January 2020	1,719,339.89	August 2024	407,957.71
July 2015	6,624,598.06	February 2020	1,676,123.25	September 2024	397,065.54
August 2015	6,463,672.54	March 2020	1,633,958.78	October 2024	386,448.33
September 2015	6,306,578.50	April 2020	1,592,821.39	November 2024	376,099.35
October 2015	6,153,225.96	May 2020	1,552,686.58	December 2024	366,012.05
November 2015	6,003,527.04	June 2020	1,513,530.41	January 2025	356,180.04
December 2015	5,857,395.90	July 2020	1,475,329.54	February 2025	346,597.07
January 2016	5,714,748.70	August 2020	1,438,061.14	March 2025	337,257.04
February 2016	5,575,503.54	September 2020	1,401,702.94	April 2025	328,154.02
March 2016	5,439,580.44	October 2020	1,366,233.20	May 2025	319,282.18
April 2016	5,306,901.29	November 2020	1,331,630.66	June 2025	310,635.87
May 2016	5,177,389.76	December 2020	1,297,874.60	July 2025	302,209.56
June 2016	5,050,971.34	January 2021	1,264,944.77	August 2025	293,997.84
July 2016	4,927,573.23	February 2021	1,232,821.38	September 2025	285,995.44
August 2016	4,807,124.34	March 2021	1,201,485.14	October 2025	278,197.23
September 2016	4,689,555.21	April 2021	1,170,917.18	November 2025	270,598.18
October 2016	4,574,798.03	May 2021	1,141,099.12	December 2025	263,193.40
November 2016	4,462,786.56	June 2021	1,112,012.96	January 2026	255,978.09
December 2016	4,353,456.09	July 2021	1,083,641.16	February 2026	248,947.61
January 2017	4,246,743.44	August 2021	1,055,966.58	March 2026	242,097.38
February 2017	4,142,586.89	September 2021	1,028,972.51	April 2026	235,422.97
March 2017	4,040,926.15	October 2021	1,002,642.59	May 2026	228,920.03
April 2017	3,941,702.36	November 2021	976,960.88	June 2026	222,584.35
May 2017	3,844,858.02	December 2021	951,911.81	July 2026	216,411.77
June 2017	3,750,336.97	January 2022	927,480.17	August 2026	210,398.27
July 2017	3,658,084.37	February 2022	903,651.11	September 2026	204,539.92
August 2017	3,568,046.64	March 2022	880,410.15	October 2026	198,832.87
September 2017	3,480,171.47	April 2022	857,743.13	November 2026	193,273.38
October 2017	3,394,407.78	May 2022	835,636.23	December 2026	187,857.79
November 2017	3,310,705.65	June 2022	814,075.96	January 2027	182,582.53
December 2017	3,229,016.35	July 2022	793,049.16	February 2027	177,444.12
January 2018	3,149,292.29	August 2022	772,542.96	March 2027	172,439.16
February 2018	3,071,486.98	September 2022	752,544.80	April 2027	167,564.32
March 2018	2,995,555.02	October 2022	733,042.45	May 2027	162,816.39
April 2018	2,921,452.09	November 2022	714,023.91	June 2027	158,192.19
May 2018	2,849,134.87	December 2022	695,477.52	July 2027	153,688.64
June 2018	2,778,561.09	January 2023	677,391.87	August 2027	149,302.75
July 2018	2,709,689.44	February 2023	659,755.82	September 2027	145,031.57
August 2018	2,642,479.60	March 2023	642,558.50	October 2027	140,872.24
September 2018	2,576,892.17	April 2023	625,789.30	November 2027	136,821.96
October 2018	2,512,888.70	May 2023	609,437.86	December 2027	132,878.02
November 2018	2,450,431.61	June 2023	593,494.06	January 2028	129,037.74
December 2018	2,389,484.22	July 2023	577,948.03	February 2028	125,298.55

Aggregate Group II (Continued)

Distribution Date	Planned Balance	Distribution Date	Planned Balance	Distribution Date	Planned Balance
March 2028	$ 121,657.89	April 2031	$ 37,864.81	May 2034	$ 8,571.78
April 2028	118,113.31	May 2031	36,586.30	June 2034	8,150.09
May 2028	114,662.39	June 2031	35,343.77	July 2034	7,741.64
June 2028	111,302.78	July 2031	34,136.29	August 2034	7,346.07
July 2028	108,032.19	August 2031	32,962.95	September 2034	6,963.02
August 2028	104,848.37	September 2031	31,822.85	October 2034	6,592.15
September 2028	101,749.14	October 2031	30,715.13	November 2034	6,233.12
October 2028	98,732.37	November 2031	29,638.94	December 2034	5,885.60
November 2028	95,795.98	December 2031	28,593.45	January 2035	5,549.27
December 2028	92,937.95	January 2032	27,577.87	February 2035	5,223.83
January 2029	90,156.29	February 2032	26,591.40	March 2035	4,908.97
February 2029	87,449.07	March 2032	25,633.29	April 2035	4,604.39
March 2029	84,814.42	April 2032	24,702.78	May 2035	4,309.82
April 2029	82,250.48	May 2032	23,799.14	June 2035	4,024.96
May 2029	79,755.48	June 2032	22,921.68	July 2035	3,749.54
June 2029	77,327.66	July 2032	22,069.69	August 2035	3,483.30
July 2029	74,965.31	August 2032	21,242.51	September 2035	3,225.99
August 2029	72,666.77	September 2032	20,439.48	October 2035	2,977.34
September 2029	70,430.43	October 2032	19,659.95	November 2035	2,737.12
October 2029	68,254.69	November 2032	18,903.31	December 2035	2,505.08
November 2029	66,138.01	December 2032	18,168.94	January 2036	2,280.99
December 2029	64,078.88	January 2033	17,456.25	February 2036	2,064.63
January 2030	62,075.84	February 2033	16,764.66	March 2036	1,855.77
February 2030	60,127.46	March 2033	16,093.61	April 2036	1,654.20
March 2030	58,232.32	April 2033	15,442.56	May 2036	1,459.70
April 2030	56,389.08	May 2033	14,810.95	June 2036	1,272.09
May 2030	54,596.40	June 2033	14,198.28	July 2036	1,091.15
June 2030	52,852.98	July 2033	13,604.04	August 2036	916.70
July 2030	51,157.56	August 2033	13,027.72	September 2036	748.54
August 2030	49,508.90	September 2033	12,468.84	October 2036	586.50
September 2030	47,905.81	October 2033	11,926.94	November 2036	430.39
October 2030	46,347.10	November 2033	11,401.55	December 2036	280.04
November 2030	44,831.63	December 2033	10,892.24	January 2037	135.29
December 2030	43,358.29	January 2034	10,398.55	February 2037 and thereafter	0.00
January 2031	41,925.99	February 2034	9,920.07		
February 2031	40,533.66	March 2034	9,456.38		
March 2031	39,180.27	April 2034	9,007.08		

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

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

TABLE OF CONTENTS

$278,365,591

FannieMae®

Guaranteed REMIC
Pass-Through Certificates
Fannie Mae REMIC Trust 2009-116

PROSPECTUS SUPPLEMENT

BNP PARIBAS

December 21, 2009