

\$1,045,162,019



FannieMae®

**Guaranteed REMIC Pass-Through Certificates
Fannie Mae REMIC Trust 2010-15**

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

- underlying REMIC certificates backed by Fannie Mae MBS or Fannie Mae Stripped MBS,
- Fannie Mae MBS and
- Fannie Mae Stripped MBS.

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

Class	Group	Original Class Balance	Principal Type(1)	Interest Rate	Interest Type(1)	CUSIP Number	Final Distribution Date
PA(2)	1	\$ 40,390,183	SC/SEQ	5.0%	FIX	31398MQF6	November 2037
PB	1	4,738,513	SC/SEQ	5.0	FIX	31398MQG4	November 2037
EA	2	133,000,000	PAC	4.0	FIX	31398MQH2	January 2040
EH	2	100,000,000	PAC	4.0	FIX	31398MQJ8	January 2040
EI	2	19,416,666(3)	NTL	6.0	FIX/IO	31398MQK5	January 2040
EB	2	3,842,103	PAC	4.5	FIX	31398MQL3	March 2040
HW	2	23,139,190	SUP	4.5	FIX	31398MQM1	August 2039
GW	2	15,271,866	SUP/AD	4.5	FIX	31398MQN9	March 2040
WZ	2	154,261	SUP	4.5	FIX/Z	31398MQP4	March 2040
FD	2	275,407,420	PT	(4)	FLT	31398MQQ2	March 2040
SD	2	275,407,420(3)	NTL	(4)	INV/IO	31398MQR0	March 2040
NI	2	22,950,618(3)	NTL	6.0	FIX/IO	31398MQS8	March 2040
KF(2)	3	151,738,903	SC/PT	(4)	FLT	31398MQT6	June 2036
KS(2)	3	151,738,903(3)	NTL	(4)	INV/IO	31398MQU3	June 2036
FL	4	230,000,000	PT	(4)	FLT	31398MQV1	March 2040
SL	4	230,000,000(3)	NTL	(4)	INV/IO	31398MQW9	March 2040
MU	5	289,911	SC/SUP	5.0	FIX	31398MQX7	March 2039
FG(2)	5	22,396,556	SC/PAC	(4)	FLT	31398MQY5	March 2039
SG(2)	5	22,396,556(3)	NTL	(4)	INV/IO	31398MQZ2	March 2039
KA(2)	5	44,793,113	SC/PAC	4.0	FIX	31398MRA6	March 2039
R		0	NPR	0	NPR	31398MRB4	March 2040
RL		0	NPR	0	NPR	31398MRC2	March 2040

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

(2) Exchangeable classes.

(3) Notional balances. These classes are interest only classes. See page S-9 for a description of how their notional balances are calculated.

(4) Based on LIBOR.

If you own certificates of certain classes, you can exchange them for certificates of the corresponding RCR classes to be delivered at the time of exchange. The DN, DQ, DI, FJ, YB, YC, YI, PT, YA and YD 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 February 26, 2010.

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

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

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

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

Goldman, Sachs & Co.

The date of this Prospectus Supplement is February 22, 2010

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AVAILABLE INFORMATION

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

- our Prospectus for Fannie Mae Guaranteed REMIC Pass-Through Certificates dated August 1, 2007 (the “REMIC Prospectus”);
- our Prospectus for Fannie Mae Guaranteed Pass-Through Certificates (Single-Family Residential Mortgage Loans) dated
 - June 1, 2009, for all MBS issued on or after January 1, 2009,
 - April 1, 2008, for all MBS issued on or after June 1, 2007 and prior to January 1, 2009, or
 - January 1, 2006, for all other MBS(as applicable, the “MBS Prospectus”);
- if you are purchasing a Group 1, Group 3 or Group 5 Class or the R or RL Class, the disclosure documents relating to the applicable underlying REMIC certificates (the “Underlying REMIC Disclosure Documents”);
- if you are purchasing a Group 3 Class or the R or RL Class, our Prospectus for Fannie Mae Stripped Mortgage-Backed Securities dated
 - January 1, 2009, for all SMBS issued on or after January 1, 2009,
 - December 1, 2007, for all SMBS issued on or after December 1, 2007 and prior to January 1, 2009, or
 - May 1, 2002, for all other SMBS(as applicable, the “SMBS Prospectus”); and
- any information incorporated by reference in this prospectus supplement as discussed below and under the heading “Incorporation by Reference” in the REMIC Prospectus.

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

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

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

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

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

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

Goldman, Sachs & Co.
Prospectus Department
100 Burma Road
Jersey City, New Jersey 07305
(telephone 212-902-1171).

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. On December 24, 2009, the Stock Purchase Agreement was amended (the “December 2009 Amendment”) to increase the Commitment from \$200 billion to the greater of (i) \$200 billion or (ii) \$200 billion plus the cumulative amount of our net worth deficit (the amount by which our total liabilities exceed our total assets) as of the end of any and each calendar quarter in 2010, 2011 and 2012, less any positive net worth as of December 31, 2012. 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. The December 2009 Amendment changed the date on which we are scheduled to begin paying a periodic commitment fee from March 31, 2010 to March 31, 2011. The amount of the commitment fee will be determined by the mutual agreement of Treasury and Fannie Mae on or before December 31, 2010, and will be reset every five years. 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, September 30, 2009, and our current report on Form 8-K, filed with the SEC on December 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 were permitted to request loans from Treasury until December 31, 2009. The Credit Facility terminated on December 31, 2009, in accordance with its terms. We did not borrow 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 February 1, 2010. You should purchase the certificates only after reading this prospectus supplement and each of the additional disclosure documents listed on page S-3. In particular, please see the discussion of risk factors that appears in each of those additional disclosure documents.

Assets Underlying Each Group of Classes

<u>Group</u>	<u>Assets</u>
1	Class 2009-98-WA REMIC Certificate
2	Group 2 MBS
3	Group 3 SMBS Class 2006-42-TF REMIC Certificate Class 2006-51-FA REMIC Certificate
4	Group 4 MBS
5	Class 2009-78-DJ REMIC Certificate

Group 1, Group 3 and Group 5

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

Group 2 and Group 4

Characteristics of the Trust MBS

	<u>Approximate Principal Balance</u>	<u>Pass- Through Rate</u>	<u>Range of Weighted Average Coupons or WACs (annual percentages)</u>	<u>Range of Weighted Average Remaining Terms to Maturity or WAMs (in months)</u>
Group 2 MBS	\$285,814,840	6.00%	6.25% to 8.50%	241 to 360
	\$265,000,000	6.00%	6.25% to 8.50%	215 to 360
Group 4 MBS	\$230,000,000	6.00%	6.25% to 8.50%	241 to 360

Assumed Characteristics of the Underlying Mortgage Loans

	<u>Principal Balance</u>	<u>Original Term to Maturity (in months)</u>	<u>Remaining Term to Maturity (in months)</u>	<u>Loan Age (in months)</u>	<u>Interest Rate</u>
Group 2 MBS	\$285,814,840	360	293	59	6.42%
	\$265,000,000	360	267	82	6.45%
Group 4 MBS	\$230,000,000	360	338	18	6.52%

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

Settlement Date

We expect to issue the certificates on February 26, 2010.

Distribution Dates

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

Record Date

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

Book-Entry and Physical Certificates

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

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

Exchanging Certificates Through Combination and Recombination

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

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

Interest Rates

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

During the initial interest accrual period, the floating rate and inverse floating rate classes (other than the KF, KS and FJ Classes) will bear interest at the initial interest rates listed below. The initial interest rates listed below for the KF, KS and FJ Classes are assumed rates. During each subsequent interest accrual period, the floating rate and inverse floating rate classes will bear interest based on the formulas indicated below, but always subject to the specified maximum and minimum interest rates:

<u>Class</u>	<u>Initial Interest Rate</u>	<u>Maximum Interest Rate</u>	<u>Minimum Interest Rate</u>	<u>Formula for Calculation of Interest Rate(1)</u>
FD	0.968%	7.00%	0.74%	LIBOR + 74 basis points
SD	6.032%	6.26%	0.00%	6.26% – LIBOR
KF	0.831%(2)	7.50%	0.60%	LIBOR + 60 basis points
KS	0.330%(2)	0.33%	0.00%	6.9% – LIBOR
FL	1.288%	6.00%	1.05%	LIBOR + 105 basis points
SL	4.712%	4.95%	0.00%	4.95% – LIBOR
FG	0.831%	7.00%	0.60%	LIBOR + 60 basis points
SG	6.169%	6.40%	0.00%	6.4% – LIBOR
FJ	1.161%(2)	7.50%	0.93%	LIBOR + 93 basis points

(1) We will establish LIBOR on the basis of the “BBA Method.”
 (2) Assumed initial interest rates. We will calculate the actual interest rates for these classes on February 23, 2010 using the applicable formulas.

Notional Classes

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

<u>Class</u>	
DI	19.9999985145% of the PA Class
EI	8.3333330472% of the <i>sum</i> of the EA and EH Classes
SD	100% of the FD Class
NI	8.3333332123% of the FD Class
KS	100% of the KF Class
SL	100% of the FL Class
SG	100% of the FG Class
YI	15.3846150412% of the KA Class

Distributions of Principal

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

Weighted Average Lives (years)*

<u>Group 1 Classes</u>	<u>PSA Prepayment Assumption</u>						
	<u>0%</u>	<u>100%</u>	<u>200%</u>	<u>500%</u>	<u>750%</u>	<u>1000%</u>	<u>1500%</u>
PA, DN, DQ and DI	17.9	5.1	4.3	2.3	1.4	0.9	0.4
PB	24.2	11.2	10.2	5.0	3.0	2.0	0.8

<u>Group 2 Classes</u>	<u>PSA Prepayment Assumption</u>								
	<u>0%</u>	<u>100%</u>	<u>200%</u>	<u>250%</u>	<u>300%</u>	<u>600%</u>	<u>1000%</u>	<u>1500%</u>	<u>2300%</u>
EA, EH and EI	19.3	7.0	4.6	4.6	4.6	2.3	1.2	0.5	0.1
EB	28.3	19.5	19.5	19.5	19.5	11.0	5.6	2.3	0.1
HW	28.9	18.7	10.5	2.2	0.8	0.2	0.1	0.1	0.1
GW	29.4	21.9	18.0	13.5	2.7	0.4	0.2	0.1	0.1
WZ	30.0	24.4	24.0	23.1	5.0	0.6	0.2	0.1	0.1
FD, SD and NI	20.8	9.0	6.1	5.2	4.4	2.2	1.1	0.5	0.1

<u>Group 3 Classes</u>	<u>PSA Prepayment Assumption</u>							
	<u>0%</u>	<u>100%</u>	<u>250%</u>	<u>500%</u>	<u>750%</u>	<u>1200%</u>	<u>1600%</u>	<u>2000%</u>
KF, KS and FJ	15.7	8.8	5.1	2.6	1.6	0.8	0.3	0.1

<u>Group 4 Classes</u>	<u>PSA Prepayment Assumption</u>						
	<u>0%</u>	<u>100%</u>	<u>350%</u>	<u>600%</u>	<u>1000%</u>	<u>1500%</u>	<u>2300%</u>
FL and SL	20.8	10.4	4.2	2.4	1.3	0.7	0.3

<u>Group 5 Classes</u>	<u>PSA Prepayment Assumption</u>								
	<u>0%</u>	<u>100%</u>	<u>300%</u>	<u>350%</u>	<u>400%</u>	<u>700%</u>	<u>1000%</u>	<u>1500%</u>	<u>2300%</u>
MU	27.7	18.7	4.6	1.0	1.0	0.4	0.2	0.2	0.1
FG, SG, KA, PT, YA, YB, YC, YI and YD	19.1	7.7	3.2	3.2	3.2	1.8	1.2	0.6	0.2

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

ADDITIONAL RISK FACTORS

Anticipated increases in our purchases of delinquent loans from our single-family MBS trusts may result in increased rates of principal payments on your certificates. On February 10, 2010, we announced that we intend to increase significantly our purchases of delinquent loans from our single-family MBS trusts. If the MBS directly or indirectly backing your certificates hold a significant number of delinquent loans, those MBS could experience significant prepayments. In turn, this may result in an increase in the rate of principal payments on your certificates, particularly in the months following the settlement date specified on the cover of this prospectus supplement.

You should refer to the MBS Prospectus for further information about our option to purchase delinquent loans from MBS pools and to our Web site at www.fanniemae.com for further information about our intention to increase our purchases of delinquent loans from our single-family MBS trusts.

Payments on the Group 1 Classes and Group 5 Classes also will be affected by the applicable payment priorities governing the related underlying REMIC certificates. If you invest in any Group 1 or Group 5 Class, the rate at which you receive payments will be affected by the applicable priority sequences governing principal payments on the related underlying REMIC certificates.

In particular, as described in the related Underlying REMIC Disclosure Documents, the Group 1 Underlying REMIC Certificate and Group 5 Underlying REMIC Certificate are governed by principal balance schedules. As a

result, those underlying REMIC certificates may receive principal payments faster or slower than would otherwise have been the case. In some cases, they may receive no principal payments for extended periods. Prepayments on the related mortgage loans may have occurred at a rate faster or slower than the rate initially assumed. In certain high prepayment scenarios, it is possible that the effect of a principal balance schedule on principal payments over time may be eliminated. In such a case, the Group 1 Underlying REMIC Certificate and Group 5 Underlying REMIC Certificate, as applicable, would receive principal payments at rates that may vary widely from period to period. This prospectus supplement contains no information as to whether

- the Group 1 Underlying REMIC Certificate and Group 5 Underlying REMIC Certificate have adhered to the related principal balance schedules,
- any related support classes remain outstanding, or
- the Group 1 Underlying REMIC Certificate and Group 5 Underlying REMIC Certificate otherwise have performed as originally anticipated.

You may obtain additional information about the applicable underlying REMIC certificates by reviewing their current class factors in light of other information available in the related Underlying REMIC Disclosure Documents. You may obtain those documents from us as described on page S-3.

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 February 1, 2010 (the “Issue Date”). We will issue the Guaranteed REMIC Pass-Through Certificates (the “REMIC Certificates”) pursuant to that trust agreement and supplement. We will issue the Combinable and Recombinable REMIC Certificates (the “RCR Certificates” and, together with the REMIC Certificates, the “Certificates”) pursuant to a separate trust agreement dated as of August 1, 2007 and a supplement thereto dated as of the Issue Date (together with the trust agreement and supplement relating to the REMIC Certificates, the “Trust Agreement”). We will execute the Trust Agreement in our corporate capacity and as trustee (the “Trustee”). In general, the term “Classes” includes the Classes of REMIC Certificates and RCR Certificates.

The assets of the Trust will include:

- three groups of previously issued REMIC certificates (the “Group 1 Underlying REMIC Certificate,” the “Group 3 Underlying REMIC Certificates” and the “Group 5 Underlying REMIC Certificate,” and together, the “Underlying REMIC Certificates”) issued from the related Fannie Mae REMIC trusts (the “Underlying REMIC Trusts”) as further described in Exhibit A,
- two groups of Fannie Mae Guaranteed Mortgage Pass-Through Certificates (the “Group 2 MBS” and “Group 4 MBS,” and together, the “Trust MBS”), and
- certain previously issued Fannie Mae Stripped Mortgage-Backed Securities (the “Group 3 SMBS”).

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

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

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

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

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

<u>REMIC Designation</u>	<u>Assets</u>	<u>Regular Interests</u>	<u>Residual Interest</u>
Lower Tier REMIC	Underlying REMIC Certificates, Trust MBS and Group 3 SMBS	Interests in the Lower Tier REMIC other than the RL Class (the “Lower Tier Regular Interests”)	RL
Upper Tier REMIC	Lower Tier Regular Interests	All Classes of REMIC Certificates other than the R and RL Classes	R

Fannie Mae Guaranty. For a description of our guaranties of the Certificates, the MBS, the Underlying REMIC Certificates and the Group 3 SMBS, see the applicable discussions appearing under the heading “Fannie Mae Guaranty” in the REMIC Prospectus, the MBS Prospectus, the Underlying REMIC Disclosure Documents and the SMBS Prospectus. Our guaranties are not backed by the full faith and credit of the United States.

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

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

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

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

The Underlying REMIC Certificates and the Group 3 SMBS

The Underlying REMIC Certificates

The Underlying REMIC Certificates represent beneficial ownership interests in the related Underlying REMIC Trusts. The assets of these trusts consist of MBS (or beneficial ownership interests in MBS) having the general characteristics set forth in the MBS Prospectus.

In addition, the scheduled monthly payments on the Mortgage Loans backing the Group 1 Underlying REMIC Certificate represent accrued interest only for periods that may range from at least 7 to no more than 10 years following origination. See “Risk Factors—Prepayment Factors—*Refinance Environment*—Fixed-rate and adjustable-rate mortgage loans with long initial interest-only payment periods may be more likely to be refinanced or become delinquent than other mortgage loans” in the MBS Prospectus.

The general characteristics of the Underlying REMIC Certificates are described in the Underlying REMIC Disclosure Documents. There may have been material changes in facts and circumstances since the dates we prepared the Underlying REMIC Disclosure Documents. These may include changes in prepayment speeds, prevailing interest rates and other economic factors. As a result, the usefulness of the information set forth in these documents may be limited.

The Group 3 SMBS

The Group 3 SMBS represent beneficial ownership interests in certain interest distributions on Mortgage Loans underlying the related MBS. The general characteristics of the SMBS are described in the SMBS Prospectus. The underlying Mortgage Loans have original maturities of up to 30 years.

General

The general characteristics of the MBS underlying the Underlying REMIC Certificates and the Group 3 SMBS are described in the MBS Prospectus. Each MBS evidences beneficial ownership

interests in a pool of conventional, fixed-rate, fully-amortizing mortgage loans secured by first mortgages or deeds of trust on single-family residential properties, as described under “The Mortgage Pools” and “Yield, Maturity, and Prepayment Considerations” in the MBS Prospectus.

Distributions on the Underlying REMIC Certificates and the Group 3 SMBS will be passed through monthly, beginning in the month after we issue the Certificates.

See Exhibit A for certain additional information about the Underlying REMIC Certificates and the Group 3 SMBS. Exhibit A is being provided in lieu of a Final Data Statement with respect to the Underlying REMIC Certificates and the Group 3 SMBS. For further information about the Underlying REMIC Certificates and the Group 3 SMBS, telephone us at 1-800-237-8627. Additional information about the Underlying REMIC Certificates and the Group 3 SMBS is also available at <http://sls.fanniemae.com/slsSearch/Home.do>.

The Trust MBS

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

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

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:

<u>Delay Classes</u>	<u>No-Delay Classes</u>
Fixed Rate Classes	Floating Rate and Inverse Floating Rate Classes

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

Accrual Class. The WZ 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 Principals” below.

Distributions of Principal

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

- *Group 1*

The Group 1 Principal Distribution Amount to PA and PB, in that order, until retired. } Structured Collateral/ Sequential Pay Classes

The “Group 1 Principal Distribution Amount” is the principal then paid on the Group 1 Underlying REMIC Certificate.

- *Group 2*

The WZ Accrual Amount to GW until retired, and thereafter to WZ. } Accretion Directed Class and Accrual Class

The Group 2 Cash Flow Distribution Amount as follows:

— 50% in the following priority:

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

second, to HW, GW and WZ, in that order, until retired; and } Support Classes

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

— 50% to FD until retired. } Pass-Through Class

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

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

“Aggregate Group I” consists of the EA, EH and EB Classes. On each Distribution Date, we will apply payments of principal of Aggregate Group I as follows:

first, to EA and EH, pro rata, until retired; and

second, to EB until retired.

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

- *Group 3*

The Group 3 Principal Distribution Amount to KF until retired. } Structured Collateral/ Pass-Through Class

The “Group 3 Principal Distribution Amount” is the principal then paid on the Group 3 Underlying REMIC Certificates.

- *Group 4*

The Group 4 Principal Distribution Amount to FL until retired. } Pass-Through Class

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

- *Group 5*

The Group 5 Principal Distribution Amount in the following priority:

- | | | |
|--|-----------------|-------------------------|
| 1. To Aggregate Group II to its Planned Balance. | } PAC Group | } Structured Collateral |
| 2. To MU until retired. | } Support Class | |
| 3. To Aggregate Group II to zero. | } PAC Group | |

The “Group 5 Principal Distribution Amount” is the principal then paid on the Group 5 Underlying REMIC Certificate.

“Aggregate Group II” consists of the FG and KA Classes. On each Distribution Date, we will apply payments of principal of Aggregate Group II to FG and KA, pro rata, until retired.

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

Structuring Assumptions

Pricing Assumptions. Except where otherwise noted, the information in the tables in this prospectus supplement has been prepared based on the actual characteristics of each pool of Mortgage Loans backing the Underlying REMIC Certificates and the Group 3 SMBS, the priority sequences affecting principal payments on the Group 1 Underlying REMIC Certificate and the Group 5 Underlying REMIC Certificate, and the following assumptions (such characteristics and assumptions, collectively, the “Pricing Assumptions”):

- the Mortgage Loans underlying the Trust MBS have the original terms to maturity, remaining terms to maturity, loan ages and interest rates specified under “Summary—Group 2 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 February 26, 2010; 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 schedules). 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.

<u>Groups</u>	<u>Structuring Ranges</u>	<u>Initial Effective Ranges</u>
Aggregate Group I Planned Balances	Between 200% and 300% PSA	Between 200% and 300% PSA
Aggregate Group II Planned Balances	Between 300% and 400% PSA	Between 300% and 401% PSA

The Aggregate Groups listed above consist of the following Classes:

Aggregate Group I	EA, EH and EB
Aggregate Group II	FG and KA

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 an Aggregate Group will conform on any Distribution Date to the balance specified in the Principal Balance Schedules or that distributions of principal of an 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 that has scheduled balances will be supported by one or more other Classes. When the related supporting Class or Classes are retired, the Classes receiving the benefit of that support, if still outstanding, may no longer have Effective Ranges and will be much more sensitive to prepayments of the related Mortgage Loans.

Yield Tables

General. The tables below illustrate the sensitivity of the pre-tax corporate bond equivalent yields to maturity of the applicable Classes to various constant percentages of PSA and, where specified, to changes in the Index. **The tables below are provided for illustrative purposes**

only and are not intended as a forecast or prediction of the actual yields on the applicable Classes. We calculated the yields set forth in the tables by

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

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

We cannot assure you that

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

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

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

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

<u>Class</u>	
EI	405% PSA
NI	368% PSA
DI	331% PSA
YI	444% PSA

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

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

<u>Class</u>	<u>Price*</u>
EI	21.0%
NI	21.5%
DI	17.0%
YI	19.0%

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

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

Sensitivity of the EI Class to Prepayments

	<u>PSA Prepayment Assumption</u>								
	<u>50%</u>	<u>100%</u>	<u>200%</u>	<u>250%</u>	<u>300%</u>	<u>600%</u>	<u>1000%</u>	<u>1500%</u>	<u>2300%</u>
Pre-Tax Yields to Maturity . . .	21.8%	17.2%	7.6%	7.6%	7.6%	(18.3)%	(66.9)%	*	*

Sensitivity of the NI Class to Prepayments

	<u>PSA Prepayment Assumption</u>								
	<u>50%</u>	<u>100%</u>	<u>200%</u>	<u>250%</u>	<u>300%</u>	<u>600%</u>	<u>1000%</u>	<u>1500%</u>	<u>2300%</u>
Pre-Tax Yields to Maturity . . .	22.6%	19.2%	12.3%	8.7%	5.1%	(18.3)%	(55.6)%	*	*

Sensitivity of the DI Class to Prepayments

	<u>PSA Prepayment Assumption</u>						
	<u>50%</u>	<u>100%</u>	<u>200%</u>	<u>500%</u>	<u>750%</u>	<u>1000%</u>	<u>1500%</u>
Pre-Tax Yields to Maturity . . .	22.2%	12.6%	7.5%	(25.3)%	(70.5)%	*	*

Sensitivity of the YI Class to Prepayments

	<u>PSA Prepayment Assumption</u>								
	<u>50%</u>	<u>100%</u>	<u>300%</u>	<u>350%</u>	<u>400%</u>	<u>700%</u>	<u>1000%</u>	<u>1500%</u>	<u>2300%</u>
Pre-Tax Yields to Maturity . . .	29.3%	24.8%	3.3%	3.3%	3.3%	(28.3)%	(68.5)%	*	*

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

<u>Class</u>	<u>Price*</u>
SD	12.05000%
KS	0.71875%
SL	7.46875%
SG	12.50000%

* 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)**

<u>LIBOR</u>	<u>PSA Prepayment Assumption</u>								
	<u>50%</u>	<u>100%</u>	<u>200%</u>	<u>250%</u>	<u>300%</u>	<u>600%</u>	<u>1000%</u>	<u>1500%</u>	<u>2300%</u>
0.120%	50.2%	46.5%	38.8%	34.8%	30.8%	5.0%	(36.4)%	*	*
0.228%	49.2%	45.4%	37.8%	33.8%	29.8%	4.1%	(37.1)%	*	*
2.228%	30.1%	26.6%	19.4%	15.8%	12.0%	(12.0)%	(50.4)%	*	*
4.228%	10.9%	7.7%	1.1%	(2.3)%	(5.8)%	(28.1)%	(63.6)%	*	*
6.260%	*	*	*	*	*	*	*	*	*

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption</u>							
	<u>50%</u>	<u>100%</u>	<u>250%</u>	<u>500%</u>	<u>750%</u>	<u>1200%</u>	<u>1600%</u>	<u>2000%</u>
6.570% and below	43.8%	40.2%	28.8%	8.4%	(14.5)%	(65.9)%	*	*
6.735%	17.6%	14.3%	4.0%	(14.5)%	(35.2)%	(82.2)%	*	*
6.900% and above	*	*	*	*	*	*	*	*

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption</u>						
	<u>50%</u>	<u>100%</u>	<u>350%</u>	<u>600%</u>	<u>1000%</u>	<u>1500%</u>	<u>2300%</u>
0.120%	68.6%	65.0%	46.2%	25.7%	(12.1)%	(77.6)%	*
0.238%	66.6%	63.1%	44.4%	24.0%	(13.7)%	(79.0)%	*
2.238%	34.9%	31.6%	14.2%	(4.9)%	(40.5)%	*	*
4.238%	3.5%	0.5%	(15.6)%	(33.3)%	(67.1)%	*	*
4.950%	*	*	*	*	*	*	*

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

LIBOR	PSA Prepayment Assumption								
	50%	100%	300%	350%	400%	700%	1000%	1500%	2300%
0.120%	49.2%	44.6%	23.7%	23.7%	23.7%	(5.5)%	(45.5)%	*	*
0.231%	48.1%	43.6%	22.6%	22.6%	22.6%	(6.6)%	(46.6)%	*	*
2.231%	29.7%	25.1%	3.7%	3.7%	3.7%	(27.8)%	(67.9)%	*	*
4.231%	11.1%	6.2%	(17.4)%	(17.4)%	(17.4)%	(52.5)%	(93.1)%	*	*
6.400%	*	*	*	*	*	*	*	*	*

Weighted Average Lives of the Certificates

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

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

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

See “—Distributions of Principal” above and “Description of the Certificates—Distributions of Principal” in the applicable Underlying REMIC Disclosure Documents.

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

Decrement Tables

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

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

<u>Mortgage Loans Backing Trust Assets Specified Below</u>	<u>Original Terms to Maturity</u>	<u>Remaining Terms to Maturity</u>	<u>Interest Rates</u>
Group 1 Underlying REMIC Certificate	360 months	357 months(1)	7.50%
Group 2 MBS	360 months	360 months	8.50%
Group 3 SMBS	360 months	288 months	8.00%
Group 3 Underlying REMIC Certificates	360 months	288 months	8.00%
Group 4 MBS	360 months	360 months	8.50%
Group 5 Underlying REMIC Certificate	360 months	355 months	9.00%

(1) In addition, we have assumed that each Mortgage Loan underlying the Group 1 Underlying REMIC Certificate has a remaining interest only period of 117 months.

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 rate.

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	PA, DN, DQ and DI† Classes							PB Class						
	PSA Prepayment Assumption							PSA Prepayment Assumption						
	0%	100%	200%	500%	750%	1000%	1500%	0%	100%	200%	500%	750%	1000%	1500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100
February 2011	100	89	86	86	66	38	0	100	100	100	100	100	100	100
February 2012	100	78	73	54	19	0	0	100	100	100	100	100	31	0
February 2013	100	68	61	26	0	0	0	100	100	100	100	40	0	0
February 2014	100	59	50	7	0	0	0	100	100	100	100	0	0	0
February 2015	100	50	40	0	0	0	0	100	100	100	41	0	0	0
February 2016	100	41	30	0	0	0	0	100	100	100	0	0	0	0
February 2017	100	33	21	0	0	0	0	100	100	100	0	0	0	0
February 2018	100	23	11	0	0	0	0	100	100	100	0	0	0	0
February 2019	100	13	2	0	0	0	0	100	100	100	0	0	0	0
February 2020	99	4	0	0	0	0	0	100	100	58	0	0	0	0
February 2021	95	0	0	0	0	0	0	100	61	6	0	0	0	0
February 2022	90	0	0	0	0	0	0	100	0	0	0	0	0	0
February 2023	85	0	0	0	0	0	0	100	0	0	0	0	0	0
February 2024	80	0	0	0	0	0	0	100	0	0	0	0	0	0
February 2025	74	0	0	0	0	0	0	100	0	0	0	0	0	0
February 2026	67	0	0	0	0	0	0	100	0	0	0	0	0	0
February 2027	61	0	0	0	0	0	0	100	0	0	0	0	0	0
February 2028	53	0	0	0	0	0	0	100	0	0	0	0	0	0
February 2029	46	0	0	0	0	0	0	100	0	0	0	0	0	0
February 2030	37	0	0	0	0	0	0	100	0	0	0	0	0	0
February 2031	28	0	0	0	0	0	0	100	0	0	0	0	0	0
February 2032	18	0	0	0	0	0	0	100	0	0	0	0	0	0
February 2033	7	0	0	0	0	0	0	100	0	0	0	0	0	0
February 2034	0	0	0	0	0	0	0	66	0	0	0	0	0	0
February 2035	0	0	0	0	0	0	0	0	0	0	0	0	0	0
February 2036	0	0	0	0	0	0	0	0	0	0	0	0	0	0
February 2037	0	0	0	0	0	0	0	0	0	0	0	0	0	0
February 2038	0	0	0	0	0	0	0	0	0	0	0	0	0	0
February 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0
February 2040	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	17.9	5.1	4.3	2.3	1.4	0.9	0.4	24.2	11.2	10.2	5.0	3.0	2.0	0.8

Date	EA, EH and EI† Classes									EB Class								
	PSA Prepayment Assumption									PSA Prepayment Assumption								
	0%	100%	200%	250%	300%	600%	1000%	1500%	2300%	0%	100%	200%	250%	300%	600%	1000%	1500%	2300%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
February 2011	99	91	84	84	84	73	45	10	0	100	100	100	100	100	100	100	100	0
February 2012	98	82	70	70	70	45	17	0	0	100	100	100	100	100	100	100	69	0
February 2013	97	74	57	57	57	27	5	0	0	100	100	100	100	100	100	100	7	0
February 2014	96	66	47	47	47	17	1	0	0	100	100	100	100	100	100	100	1	0
February 2015	95	59	37	37	37	10	0	0	0	100	100	100	100	100	100	65	*	0
February 2016	93	52	29	29	29	5	0	0	0	100	100	100	100	100	100	25	*	0
February 2017	92	46	23	23	23	3	0	0	0	100	100	100	100	100	100	10	*	0
February 2018	90	40	18	18	18	1	0	0	0	100	100	100	100	100	100	4	*	0
February 2019	88	34	14	14	14	0	0	0	0	100	100	100	100	100	100	1	*	0
February 2020	87	29	10	10	10	0	0	0	0	100	100	100	100	100	61	1	0	0
February 2021	84	24	8	8	8	0	0	0	0	100	100	100	100	100	37	*	0	0
February 2022	82	19	6	6	6	0	0	0	0	100	100	100	100	100	23	*	0	0
February 2023	80	15	4	4	4	0	0	0	0	100	100	100	100	100	14	*	0	0
February 2024	77	11	3	3	3	0	0	0	0	100	100	100	100	100	8	*	0	0
February 2025	74	7	2	2	2	0	0	0	0	100	100	100	100	100	5	*	0	0
February 2026	71	3	1	1	1	0	0	0	0	100	100	100	100	100	3	*	0	0
February 2027	67	*	*	*	*	0	0	0	0	100	100	100	100	100	2	*	0	0
February 2028	64	0	0	0	0	0	0	0	0	100	75	75	75	75	1	*	0	0
February 2029	60	0	0	0	0	0	0	0	0	100	51	51	51	51	*	*	0	0
February 2030	55	0	0	0	0	0	0	0	0	100	33	33	33	33	*	*	0	0
February 2031	50	0	0	0	0	0	0	0	0	100	20	20	20	20	*	*	0	0
February 2032	45	0	0	0	0	0	0	0	0	100	9	9	9	9	*	*	0	0
February 2033	39	0	0	0	0	0	0	0	0	100	4	4	4	4	*	*	0	0
February 2034	33	0	0	0	0	0	0	0	0	100	1	1	1	1	*	*	0	0
February 2035	26	0	0	0	0	0	0	0	0	100	0	0	0	0	0	0	0	0
February 2036	19	0	0	0	0	0	0	0	0	100	0	0	0	0	0	0	0	0
February 2037	11	0	0	0	0	0	0	0	0	100	0	0	0	0	0	0	0	0
February 2038	2	0	0	0	0	0	0	0	0	100	0	0	0	0	0	0	0	0
February 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
February 2040	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	19.3	7.0	4.6	4.6	4.6	2.3	1.2	0.5	0.1	28.3	19.5	19.5	19.5	19.5	11.0	5.6	2.3	0.1

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

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

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

Date	HW Class									GW Class								
	PSA Prepayment Assumption									PSA Prepayment Assumption								
	0%	100%	200%	250%	300%	600%	1000%	1500%	2300%	0%	100%	200%	250%	300%	600%	1000%	1500%	2300%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
February 2011	100	100	100	65	30	0	0	0	0	100	100	100	100	100	0	0	0	0
February 2012	100	100	100	41	0	0	0	0	0	100	100	100	100	75	0	0	0	0
February 2013	100	100	100	25	0	0	0	0	0	100	100	100	100	31	0	0	0	0
February 2014	100	100	100	15	0	0	0	0	0	100	100	100	100	8	0	0	0	0
February 2015	100	100	100	11	0	0	0	0	0	100	100	100	100	0	0	0	0	0
February 2016	100	100	98	9	0	0	0	0	0	100	100	100	100	0	0	0	0	0
February 2017	100	100	92	4	0	0	0	0	0	100	100	100	100	0	0	0	0	0
February 2018	100	100	82	0	0	0	0	0	0	100	100	100	98	0	0	0	0	0
February 2019	100	100	71	0	0	0	0	0	0	99	99	99	88	0	0	0	0	0
February 2020	100	100	58	0	0	0	0	0	0	99	99	99	78	0	0	0	0	0
February 2021	100	100	44	0	0	0	0	0	0	99	99	99	68	0	0	0	0	0
February 2022	100	100	31	0	0	0	0	0	0	99	99	99	58	0	0	0	0	0
February 2023	100	100	18	0	0	0	0	0	0	99	99	99	49	0	0	0	0	0
February 2024	100	100	6	0	0	0	0	0	0	99	99	99	41	0	0	0	0	0
February 2025	100	100	0	0	0	0	0	0	0	99	99	90	33	0	0	0	0	0
February 2026	100	100	0	0	0	0	0	0	0	99	99	74	26	0	0	0	0	0
February 2027	100	94	0	0	0	0	0	0	0	99	99	59	20	0	0	0	0	0
February 2028	100	66	0	0	0	0	0	0	0	99	99	46	15	0	0	0	0	0
February 2029	100	39	0	0	0	0	0	0	0	99	99	34	10	0	0	0	0	0
February 2030	100	13	0	0	0	0	0	0	0	99	99	24	6	0	0	0	0	0
February 2031	100	0	0	0	0	0	0	0	0	98	80	14	3	0	0	0	0	0
February 2032	100	0	0	0	0	0	0	0	0	98	43	6	*	0	0	0	0	0
February 2033	100	0	0	0	0	0	0	0	0	98	21	2	0	0	0	0	0	0
February 2034	100	0	0	0	0	0	0	0	0	98	4	0	0	0	0	0	0	0
February 2035	100	0	0	0	0	0	0	0	0	98	0	0	0	0	0	0	0	0
February 2036	100	0	0	0	0	0	0	0	0	98	0	0	0	0	0	0	0	0
February 2037	100	0	0	0	0	0	0	0	0	98	0	0	0	0	0	0	0	0
February 2038	100	0	0	0	0	0	0	0	0	97	0	0	0	0	0	0	0	0
February 2039	38	0	0	0	0	0	0	0	0	97	0	0	0	0	0	0	0	0
February 2040	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	28.9	18.7	10.5	2.2	0.8	0.2	0.1	0.1	0.1	29.4	21.9	18.0	13.5	2.7	0.4	0.2	0.1	0.1

Date	WZ Class									FD, SD† and NI† Classes								
	PSA Prepayment Assumption									PSA Prepayment Assumption								
	0%	100%	200%	250%	300%	600%	1000%	1500%	2300%	0%	100%	200%	250%	300%	600%	1000%	1500%	2300%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
February 2011	105	105	105	105	105	0	0	0	0	99	92	86	83	80	63	39	10	0
February 2012	109	109	109	109	109	0	0	0	0	98	85	74	69	65	39	15	1	0
February 2013	114	114	114	114	114	0	0	0	0	98	78	64	58	52	25	6	*	0
February 2014	120	120	120	120	120	0	0	0	0	97	71	55	48	41	15	2	*	0
February 2015	125	125	125	125	32	0	0	0	0	95	65	47	40	33	10	1	*	0
February 2016	131	131	131	131	*	0	0	0	0	94	60	40	33	26	6	*	*	0
February 2017	137	137	137	137	*	0	0	0	0	93	54	34	27	21	4	*	*	0
February 2018	143	143	143	143	*	0	0	0	0	92	49	29	22	16	2	*	0	0
February 2019	150	150	150	150	*	0	0	0	0	90	44	25	18	13	1	*	0	0
February 2020	157	157	157	157	*	0	0	0	0	89	40	21	15	10	1	*	0	0
February 2021	164	164	164	164	*	0	0	0	0	87	36	17	12	8	1	*	0	0
February 2022	171	171	171	171	*	0	0	0	0	85	32	14	9	6	*	*	0	0
February 2023	179	179	179	179	*	0	0	0	0	83	28	12	8	5	*	*	0	0
February 2024	188	188	188	188	*	0	0	0	0	81	24	10	6	4	*	*	0	0
February 2025	196	196	196	196	*	0	0	0	0	78	21	8	5	3	*	*	0	0
February 2026	205	205	205	205	*	0	0	0	0	75	18	6	4	2	*	*	0	0
February 2027	215	215	215	215	*	0	0	0	0	72	15	5	3	1	*	*	0	0
February 2028	224	224	224	224	*	0	0	0	0	69	12	4	2	1	*	*	0	0
February 2029	235	235	235	235	*	0	0	0	0	66	10	3	1	1	*	0	0	0
February 2030	246	246	246	246	*	0	0	0	0	62	7	2	1	*	*	0	0	0
February 2031	257	257	257	257	*	0	0	0	0	58	5	1	1	*	*	0	0	0
February 2032	269	269	269	269	*	0	0	0	0	53	3	1	*	*	*	0	0	0
February 2033	281	281	281	136	*	0	0	0	0	49	1	*	*	*	*	0	0	0
February 2034	294	294	117	36	*	0	0	0	0	43	*	*	*	*	*	0	0	0
February 2035	307	0	0	0	0	0	0	0	0	37	0	0	0	0	0	0	0	0
February 2036	321	0	0	0	0	0	0	0	0	31	0	0	0	0	0	0	0	0
February 2037	336	0	0	0	0	0	0	0	0	24	0	0	0	0	0	0	0	0
February 2038	352	0	0	0	0	0	0	0	0	17	0	0	0	0	0	0	0	0
February 2039	368	0	0	0	0	0	0	0	0	9	0	0	0	0	0	0	0	0
February 2040	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	30.0	24.4	24.0	23.1	5.0	0.6	0.2	0.1	0.1	20.8	9.0	6.1	5.2	4.4	2.2	1.1	0.5	0.1

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

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

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

Date	KF, KS† and FJ Classes								FL and SL† Classes						
	PSA Prepayment Assumption								PSA Prepayment Assumption						
	0%	100%	250%	500%	750%	1200%	1600%	2000%	0%	100%	350%	600%	1000%	1500%	2300%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
February 2011	99	92	83	68	54	27	4	0	99	94	82	70	50	24	0
February 2012	97	84	69	47	29	7	*	0	98	87	64	44	20	2	0
February 2013	95	77	57	32	15	2	*	0	98	81	50	28	8	*	0
February 2014	93	71	47	22	8	1	*	0	97	75	39	17	3	*	0
February 2015	92	64	39	15	4	*	*	0	95	69	30	11	1	*	0
February 2016	89	59	32	10	2	*	0	0	94	63	23	7	*	*	0
February 2017	87	53	26	7	1	*	0	0	93	58	18	4	*	*	0
February 2018	85	48	21	5	1	*	0	0	92	54	14	3	*	*	0
February 2019	82	43	17	3	*	*	0	0	90	49	11	2	*	0	0
February 2020	79	38	14	2	*	*	0	0	89	45	8	1	*	0	0
February 2021	76	34	11	1	*	*	0	0	87	41	6	1	*	0	0
February 2022	72	30	9	1	*	*	0	0	85	37	5	*	*	0	0
February 2023	69	26	7	1	*	*	0	0	83	34	4	*	*	0	0
February 2024	64	23	6	*	*	0	0	0	81	30	3	*	*	0	0
February 2025	60	20	4	*	*	0	0	0	78	27	2	*	*	0	0
February 2026	55	16	3	*	*	0	0	0	75	24	2	*	*	0	0
February 2027	50	13	2	*	*	0	0	0	72	22	1	*	*	0	0
February 2028	45	11	2	*	*	0	0	0	69	19	1	*	*	0	0
February 2029	39	8	1	*	*	0	0	0	66	17	1	*	*	0	0
February 2030	32	6	1	*	*	0	0	0	62	14	*	*	0	0	0
February 2031	25	3	*	*	*	0	0	0	58	12	*	*	0	0	0
February 2032	17	1	*	*	*	0	0	0	53	10	*	*	0	0	0
February 2033	9	0	0	0	0	0	0	0	49	8	*	*	0	0	0
February 2034	0	0	0	0	0	0	0	0	43	6	*	*	0	0	0
February 2035	0	0	0	0	0	0	0	0	37	5	*	*	0	0	0
February 2036	0	0	0	0	0	0	0	0	31	3	*	*	0	0	0
February 2037	0	0	0	0	0	0	0	0	24	2	*	*	0	0	0
February 2038	0	0	0	0	0	0	0	0	17	*	*	*	0	0	0
February 2039	0	0	0	0	0	0	0	0	9	0	0	0	0	0	0
February 2040	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	15.7	8.8	5.1	2.6	1.6	0.8	0.3	0.1	20.8	10.4	4.2	2.4	1.3	0.7	0.3

Date	MU Class								FG, SG†, KA, PT, YA, YB, YC, YI† and YD Classes									
	PSA Prepayment Assumption								PSA Prepayment Assumption									
	0%	100%	300%	350%	400%	700%	1000%	1500%	2300%	0%	100%	300%	350%	400%	700%	1000%	1500%	2300%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	
February 2011	100	100	100	36	36	0	0	0	99	92	79	79	79	68	48	16	0	
February 2012	100	100	100	17	17	0	0	0	98	84	60	60	60	36	15	0	0	
February 2013	100	100	100	7	7	0	0	0	97	76	45	45	45	18	2	0	0	
February 2014	100	100	97	*	*	0	0	0	96	69	32	32	32	8	0	0	0	
February 2015	100	100	*	*	*	0	0	0	95	62	22	22	22	2	0	0	0	
February 2016	100	100	*	*	*	0	0	0	94	55	15	15	15	0	0	0	0	
February 2017	100	100	*	*	*	0	0	0	92	49	10	10	10	0	0	0	0	
February 2018	100	100	*	*	*	0	0	0	90	44	6	6	6	0	0	0	0	
February 2019	100	100	*	*	*	0	0	0	89	38	3	3	3	0	0	0	0	
February 2020	100	100	*	*	*	0	0	0	87	33	*	*	*	0	0	0	0	
February 2021	100	100	0	0	0	0	0	0	85	28	0	0	0	0	0	0	0	
February 2022	100	100	0	0	0	0	0	0	82	24	0	0	0	0	0	0	0	
February 2023	100	100	0	0	0	0	0	0	80	20	0	0	0	0	0	0	0	
February 2024	100	100	0	0	0	0	0	0	77	16	0	0	0	0	0	0	0	
February 2025	100	100	0	0	0	0	0	0	74	12	0	0	0	0	0	0	0	
February 2026	100	100	0	0	0	0	0	0	71	8	0	0	0	0	0	0	0	
February 2027	100	100	0	0	0	0	0	0	67	5	0	0	0	0	0	0	0	
February 2028	100	100	0	0	0	0	0	0	63	2	0	0	0	0	0	0	0	
February 2029	100	0	0	0	0	0	0	0	59	0	0	0	0	0	0	0	0	
February 2030	100	0	0	0	0	0	0	0	54	0	0	0	0	0	0	0	0	
February 2031	100	0	0	0	0	0	0	0	49	0	0	0	0	0	0	0	0	
February 2032	100	0	0	0	0	0	0	0	44	0	0	0	0	0	0	0	0	
February 2033	100	0	0	0	0	0	0	0	37	0	0	0	0	0	0	0	0	
February 2034	100	0	0	0	0	0	0	0	31	0	0	0	0	0	0	0	0	
February 2035	100	0	0	0	0	0	0	0	23	0	0	0	0	0	0	0	0	
February 2036	100	0	0	0	0	0	0	0	15	0	0	0	0	0	0	0	0	
February 2037	100	0	0	0	0	0	0	0	6	0	0	0	0	0	0	0	0	
February 2038	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
February 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
February 2040	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Weighted Average Life (years)**	27.7	18.7	4.6	1.0	1.0	0.4	0.2	0.2	0.1	19.1	7.7	3.2	3.2	3.2	1.8	1.2	0.6	0.2

* 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:

<u>Group</u>	<u>Prepayment Assumption</u>
1	200% PSA
2	250% PSA
3	250% PSA
4	350% PSA
5	350% PSA

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

Taxation of Beneficial Owners of Residual Certificates

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

Taxation of Beneficial Owners of RCR Certificates

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

Generally, the ownership interest represented by an RCR certificate will be one of two types. A certificate of a 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 FJ, PT, YA and YD Classes of RCR Certificates are Combination RCR Certificates. The remaining Classes of RCR Certificates are Strip RCR Certificates. See “Material Federal Income Tax Consequences—Taxation of Beneficial Owners of RCR Certificates” in the REMIC Prospectus for a general discussion of the federal income tax treatment of beneficial owners of RCR Certificates.

PLAN OF DISTRIBUTION

We are obligated to deliver the Certificates to Goldman Sachs & Co. (the “Dealer”) in exchange for the Underlying REMIC Certificates, the Trust MBS and the Group 3 SMBS. The Dealer proposes to offer the Certificates directly to the public from time to time in negotiated transactions at varying prices to be determined at the time of sale. The Dealer may effect these transactions to or through other 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.

Group 1 Underlying REMIC Certificate

Underlying REMIC Trust	Class	Date of Issue	CUSIP Number	Interest Rate	Interest Type(1)	Final Distribution Date	Principal Type(1)	Original Principal Balance of Class	February 2010 Class Factor	Principal Balance in the Lower Tier REMIC	Approximate Weighted Average WAC	Approximate Weighted Average WAM (in months)	Approximate Weighted Average WALA (in months)	Approximate Weighted Average Remaining Term to Expiration of Interest Only Period (in months)
2009-098	WA	November 2009	31398GGX1	5.0%	FIX	November 2037	PAC	\$96,596,874	0.96849194	\$45,128,696.90	5.720%	325	35	85

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

Group 3 SMBS and Group 3 Underlying REMIC Certificates

Underlying REMIC Trust	Class	Date of Issue	CUSIP Number	Interest Rate	Interest Type(1)	Final Distribution Date	Principal Type(1)	Original Principal or Notional Principal Balance of Class	February 2010 Class Factor	Principal or Notional Balance in the Lower Tier REMIC	Approximate Weighted Average WAC	Approximate Weighted Average WAM (in months)	Approximate Weighted Average WALA (in months)
350	IO2	February 2004	3136FCGR1	5.5%	IO	March 2034	NTL	\$2,500,000,000	0.32180987	\$ 13,794,445.73	5.942%	272	77
2006-042	TF	May 2006	31395DVT3	(2)	FLT	June 2036	PT	73,500,000	0.55284419	40,634,047.97	5.942	272	77
2006-051	FA	May 2006	31395DU23	(2)	FLT	June 2036	PT	200,969,564	0.55284419	111,104,855.82	5.942	272	77

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

(2) These classes bear interest as described in the related Underlying REMIC Disclosure Documents.

Group 5 Underlying REMIC Certificate

Underlying REMIC Trust	Class	Date of Issue	CUSIP Number	Interest Rate	Interest Type(1)	Final Distribution Date	Principal Type(1)	Original Principal Balance of Class	February 2010 Class Factor	Principal Balance in the Lower Tier REMIC	Approximate Weighted Average WAC	Approximate Weighted Average WAM (in months)	Approximate Weighted Average WALA (in months)
2009-078	DJ	September 2009	31398FLR0	5.0%	FIX	March 2039	PAC	\$73,500,074	0.92071923	\$67,479,580.50	6.970%	326	29

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

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

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		DN	\$ 40,390,183	SC/SEQ	4.0%	FIX	31398MRD0	November 2037
PA	\$ 40,390,183	DI	8,078,036(3)	NTL	5.0	FIX/IO	31398MRF5	November 2037
Recombination 2		DQ	40,390,183	SC/SEQ	4.5	FIX	31398MRE8	November 2037
PA	40,390,183	DI	4,039,018(3)	NTL	5.0	FIX/IO	31398MRF5	November 2037
Recombination 3		FJ	151,738,903	SC/PT	(4)	FLT	31398MRG3	June 2036
KF	151,738,903							
KS	151,738,903(3)							
Recombination 4		YB	44,793,113	SC/PAC	3.0	FIX	31398MRK4	March 2039
KA	44,793,113	YI	6,891,248(3)	NTL	6.5	FIX/IO	31398MRM0	March 2039
Recombination 5		YC	44,793,113	SC/PAC	3.5	FIX	31398MRL2	March 2039
KA	44,793,113	YI	3,445,624(3)	NTL	6.5	FIX/IO	31398MRM0	March 2039
Recombination 6		PT	22,396,556	SC/PAC	7.0	FIX	31398MRH1	March 2039
FG	22,396,556							
SG	22,396,556(3)							
Recombination 7		YA	67,189,669	SC/PAC	5.0	FIX	31398MRJ7	March 2039
KA	44,793,113							
FG	22,396,556							
SG	22,396,556(3)							

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 8								
KA	\$ 44,793,113	YD	\$ 53,751,735	SC/PAC	4.5%	FIX	31398MRN8	March 2039
FG	8,958,622							
SG	8,958,622(3)							

(1) REMIC Certificates and RCR Certificates in any 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-9 for a description of how their notional balances are calculated.

(4) For a description of this interest rate, see "Summary—Interest Rates" in this prospectus supplement.

Principal Balance Schedules

Aggregate Group I Planned Balances

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
Initial Balance	\$236,842,103.00	June 2014.	\$105,060,534.44	October 2018.	\$ 38,729,928.28
March 2010	233,502,126.24	July 2014	103,218,592.28	November 2018	37,963,753.35
April 2010	230,199,771.41	August 2014	101,397,860.82	December 2018	37,211,601.82
May 2010	226,934,628.07	September 2014	99,598,106.34	January 2019	36,473,227.49
June 2010.	223,706,290.18	October 2014.	97,819,097.67	February 2019.	35,748,388.34
July 2010	220,514,356.05	November 2014	96,060,606.11	March 2019	35,036,846.54
August 2010	217,358,428.33	December 2014	94,322,405.44	April 2019	34,338,368.30
September 2010	214,238,113.94	January 2015	92,604,271.90	May 2019	33,652,723.87
October 2010.	211,153,024.02	February 2015.	90,905,984.11	June 2019.	32,979,687.42
November 2010	208,102,773.88	March 2015	89,227,323.13	July 2019	32,319,037.00
December 2010	205,086,982.99	April 2015	87,568,072.33	August 2019	31,670,554.47
January 2011	202,105,274.90	May 2015	85,928,017.48	September 2019	31,034,025.44
February 2011.	199,157,277.21	June 2015.	84,311,500.12	October 2019.	30,409,239.20
March 2011	196,242,621.53	July 2015	82,723,801.18	November 2019	29,795,988.64
April 2011	193,360,943.41	August 2015	81,164,422.33	December 2019	29,194,070.24
May 2011	190,511,882.36	September 2015	79,632,873.73	January 2020	28,603,283.95
June 2011.	187,695,081.74	October 2015.	78,128,673.83	February 2020.	28,023,433.17
July 2011	184,910,188.75	November 2015	76,651,349.28	March 2020	27,454,324.68
August 2011	182,156,854.39	December 2015	75,200,434.75	April 2020	26,895,768.60
September 2011	179,434,733.43	January 2016	73,775,472.82	May 2020	26,347,578.28
October 2011.	176,743,484.33	February 2016.	72,376,013.85	June 2020.	25,809,570.31
November 2011	174,082,769.24	March 2016	71,001,615.85	July 2020	25,281,564.43
December 2011	171,452,253.95	April 2016	69,651,844.31	August 2020	24,763,383.49
January 2012	168,851,607.83	May 2016	68,326,272.13	September 2020	24,254,853.38
February 2012.	166,280,503.84	June 2016.	67,024,479.48	October 2020.	23,755,802.99
March 2012	163,738,618.44	July 2016	65,746,053.66	November 2020	23,266,064.17
April 2012	161,225,631.57	August 2016	64,490,588.99	December 2020	22,785,471.66
May 2012	158,741,226.62	September 2016	63,257,686.70	January 2021	22,313,863.06
June 2012.	156,285,090.41	October 2016.	62,046,954.80	February 2021.	21,851,078.76
July 2012	153,856,913.11	November 2016	60,858,007.98	March 2021	21,396,961.91
August 2012	151,456,388.22	December 2016	59,690,467.48	April 2021	20,951,358.36
September 2012	149,083,212.58	January 2017	58,543,961.01	May 2021	20,514,116.64
October 2012.	146,737,086.26	February 2017.	57,418,122.60	June 2021.	20,085,087.87
November 2012	144,417,712.58	March 2017	56,312,592.54	July 2021	19,664,125.77
December 2012	142,124,798.04	April 2017	55,227,017.22	August 2021	19,251,086.57
January 2013	139,858,052.33	May 2017	54,161,049.09	September 2021	18,845,828.99
February 2013.	137,617,188.24	June 2017.	53,114,346.50	October 2021.	18,448,214.19
March 2013	135,401,921.67	July 2017	52,086,573.65	November 2021	18,058,105.73
April 2013	133,211,971.59	August 2017	51,077,400.44	December 2021	17,675,369.55
May 2013	131,047,059.99	September 2017	50,086,502.43	January 2022	17,299,873.90
June 2013.	128,906,911.84	October 2017.	49,113,560.70	February 2022.	16,931,489.29
July 2013	126,791,255.12	November 2017	48,158,261.79	March 2022	16,570,088.50
August 2013	124,699,820.71	December 2017	47,220,297.56	April 2022	16,215,546.52
September 2013	122,632,342.39	January 2018	46,299,365.17	May 2022	15,867,740.47
October 2013.	120,588,556.82	February 2018.	45,395,166.93	June 2022.	15,526,549.64
November 2013	118,568,203.52	March 2018	44,507,410.26	July 2022	15,191,855.39
December 2013	116,571,024.78	April 2018	43,635,807.54	August 2022	14,863,541.15
January 2014	114,596,765.71	May 2018	42,780,076.11	September 2022	14,541,492.37
February 2014.	112,645,174.15	June 2018.	41,939,938.12	October 2022.	14,225,596.48
March 2014	110,716,000.66	July 2018	41,115,120.47	November 2022	13,915,742.89
April 2014	108,808,998.49	August 2018	40,305,354.74	December 2022	13,611,822.90
May 2014	106,923,923.57	September 2018	39,510,377.12	January 2023	13,313,729.73

Aggregate Group I (Continued)

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
February 2023	\$ 13,021,358.43	January 2027	\$ 4,162,813.67	December 2030	\$ 836,255.49
March 2023	12,734,605.90	February 2027	4,051,283.66	January 2031	796,975.15
April 2023	12,453,370.81	March 2027	3,942,064.17	February 2031	758,623.51
May 2023	12,177,553.60	April 2027	3,835,111.95	March 2031	721,182.18
June 2023	11,907,056.47	May 2027	3,730,384.53	April 2031	684,633.08
July 2023	11,641,783.29	June 2027	3,627,840.16	May 2031	648,958.50
August 2023	11,381,639.61	July 2027	3,527,437.87	June 2031	614,141.03
September 2023	11,126,532.66	August 2027	3,429,137.41	July 2031	580,163.58
October 2023	10,876,371.24	September 2027	3,332,899.24	August 2031	547,009.39
November 2023	10,631,065.77	October 2027	3,238,684.53	September 2031	514,662.00
December 2023	10,390,528.23	November 2027	3,146,455.13	October 2031	483,105.23
January 2024	10,154,672.14	December 2027	3,056,173.59	November 2031	452,323.24
February 2024	9,923,412.51	January 2028	2,967,803.13	December 2031	422,300.46
March 2024	9,696,665.87	February 2028	2,881,307.60	January 2032	393,021.59
April 2024	9,474,350.17	March 2028	2,796,651.52	February 2032	364,471.65
May 2024	9,256,384.83	April 2028	2,713,800.04	March 2032	336,635.90
June 2024	9,042,690.65	May 2028	2,632,718.93	April 2032	309,499.91
July 2024	8,833,189.84	June 2028	2,553,374.58	May 2032	283,049.48
August 2024	8,627,805.96	July 2028	2,475,733.97	June 2032	268,397.93
September 2024	8,426,463.90	August 2028	2,399,764.68	July 2032	254,098.18
October 2024	8,229,089.90	September 2028	2,325,434.88	August 2032	240,143.22
November 2024	8,035,611.45	October 2028	2,252,713.29	September 2032	226,526.16
December 2024	7,845,957.35	November 2028	2,181,569.21	October 2032	213,240.26
January 2025	7,660,057.61	December 2028	2,111,972.48	November 2032	200,278.88
February 2025	7,477,843.51	January 2029	2,043,893.50	December 2032	187,635.51
March 2025	7,299,247.50	February 2029	1,977,303.17	January 2033	175,303.75
April 2025	7,124,203.25	March 2029	1,912,172.96	February 2033	163,277.35
May 2025	6,952,645.56	April 2029	1,848,474.80	March 2033	151,550.13
June 2025	6,784,510.42	May 2029	1,786,181.18	April 2033	140,116.06
July 2025	6,619,734.90	June 2029	1,725,265.04	May 2033	128,969.20
August 2025	6,458,257.21	July 2029	1,665,699.84	June 2033	118,103.74
September 2025	6,300,016.64	August 2029	1,607,459.50	July 2033	107,513.96
October 2025	6,144,953.54	September 2029	1,550,518.43	August 2033	97,194.26
November 2025	5,993,009.32	October 2029	1,494,851.48	September 2033	87,139.12
December 2025	5,844,126.42	November 2029	1,440,433.98	October 2033	77,343.16
January 2026	5,698,248.30	December 2029	1,387,241.68	November 2033	67,801.06
February 2026	5,555,319.41	January 2030	1,335,250.80	December 2033	58,507.63
March 2026	5,415,285.19	February 2030	1,284,437.96	January 2034	49,457.77
April 2026	5,278,092.04	March 2030	1,234,780.22	February 2034	40,646.45
May 2026	5,143,687.29	April 2030	1,186,255.07	March 2034	32,068.77
June 2026	5,012,019.24	May 2030	1,138,840.37	April 2034	23,719.91
July 2026	4,883,037.07	June 2030	1,092,514.43	May 2034	15,595.11
August 2026	4,756,690.87	July 2030	1,047,255.92	June 2034	7,689.75
September 2026	4,632,931.62	August 2030	1,003,043.91	July 2034 and thereafter	0.00
October 2026	4,511,711.15	September 2030	959,857.85		
November 2026	4,392,982.18	October 2030	917,677.57		
December 2026	4,276,698.23	November 2030	876,483.27		

Aggregate Group II Planned Balances

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
Initial Balance	\$67,189,669.00	May 2010	\$63,739,955.24	August 2010	\$60,259,324.82
March 2010	66,043,808.14	June 2010	62,582,679.86	September 2010	59,094,163.81
April 2010	64,893,791.20	July 2010	61,422,311.75	October 2010	57,927,498.15

Aggregate Group II (Continued)

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
November 2010	\$56,759,753.36	February 2014	\$21,603,300.39	May 2017	\$ 5,743,003.89
December 2010	55,591,812.05	March 2014	20,985,114.70	June 2017	5,500,526.63
January 2011	54,424,319.21	April 2014	20,381,501.83	July 2017	5,263,837.87
February 2011	53,258,346.19	May 2014	19,792,122.22	August 2017	5,032,801.56
March 2011	52,095,148.34	June 2014	19,216,644.14	September 2017	4,807,284.79
April 2011	50,949,353.14	July 2014	18,654,743.53	October 2017	4,587,157.76
May 2011	49,821,049.23	August 2014	18,106,103.83	November 2017	4,372,293.69
June 2011	48,710,050.63	September 2014	17,570,415.79	December 2017	4,162,568.75
July 2011	47,617,364.95	October 2014	17,047,377.31	January 2018	3,957,861.97
August 2011	46,543,141.00	November 2014	16,536,693.29	February 2018	3,758,055.23
September 2011	45,487,072.13	December 2014	16,038,075.46	March 2018	3,563,033.13
October 2011	44,448,857.13	January 2015	15,551,242.19	April 2018	3,372,682.98
November 2011	43,428,200.08	February 2015	15,075,918.39	May 2018	3,186,894.71
December 2011	42,424,810.29	March 2015	14,611,835.33	June 2018	3,005,560.79
January 2012	41,438,402.12	April 2015	14,158,730.51	July 2018	2,828,576.22
February 2012	40,468,888.07	May 2015	13,716,347.49	August 2018	2,655,838.44
March 2012	39,515,983.40	June 2015	13,284,435.77	September 2018	2,487,247.28
April 2012	38,579,408.11	July 2015	12,862,750.66	October 2018	2,322,704.91
May 2012	37,658,886.88	August 2015	12,451,053.13	November 2018	2,162,115.78
June 2012	36,754,149.02	September 2015	12,049,109.69	December 2018	2,005,386.55
July 2012	35,864,928.30	October 2015	11,656,692.27	January 2019	1,852,426.08
August 2012	34,990,962.98	November 2015	11,273,578.05	February 2019	1,703,145.35
September 2012	34,131,995.67	December 2015	10,899,549.40	March 2019	1,557,457.40
October 2012	33,287,773.29	January 2016	10,534,393.74	April 2019	1,415,277.35
November 2012	32,458,046.98	February 2016	10,177,903.40	May 2019	1,276,522.24
December 2012	31,642,572.03	March 2016	9,829,875.53	June 2019	1,141,111.07
January 2013	30,841,107.83	April 2016	9,490,112.00	July 2019	1,008,964.75
February 2013	30,053,417.78	May 2016	9,158,419.24	August 2019	880,006.01
March 2013	29,279,269.25	June 2016	8,834,608.19	September 2019	754,159.40
April 2013	28,518,433.48	July 2016	8,518,494.19	October 2019	631,351.24
May 2013	27,770,685.54	August 2016	8,209,896.85	November 2019	511,509.55
June 2013	27,035,804.25	September 2016	7,908,639.96	December 2019	394,564.06
July 2013	26,313,572.15	October 2016	7,614,551.42	January 2020	280,446.12
August 2013	25,603,775.39	November 2016	7,327,463.09	February 2020	169,088.69
September 2013	24,906,203.71	December 2016	7,047,210.77	March 2020	60,426.32
October 2013	24,220,650.36	January 2017	6,773,634.06	April 2020 and thereafter	0.00
November 2013	23,546,912.06	February 2017	6,506,576.29		
December 2013	22,884,788.91	March 2017	6,245,884.41		
January 2014	22,236,406.52	April 2017	5,991,408.94		

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.

\$1,045,162,019



**Guaranteed REMIC
Pass-Through Certificates
Fannie Mae REMIC Trust 2010-15**

PROSPECTUS SUPPLEMENT

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Goldman, Sachs & Co.

February 22, 2010
