

\$1,772,563,310



FannieMae®

Guaranteed REMIC Pass-Through Certificates
Fannie Mae REMIC Trust 2010-21

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 classes), and
- principal to the extent available for payment on your class.

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

The Fannie Mae Guaranty

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

The Trust and its Assets

The trust will own Fannie Mae MBS.

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

Class	Group	Original Class Balance	Principal Type(1)	Interest Rate	Interest Type(1)	CUSIP Number	Final Distribution Date
IP	1	\$ 60,000,000(2)	NTL	5.0%	FIX/IO	31398MTN6	September 2039
PA	1	100,000,000	PAC/AD	4.0	FIX	31398MTP1	September 2039
PB	1	100,000,000	PAC/AD	4.0	FIX	31398MTQ9	September 2039
PC	1	100,000,000	PAC/AD	4.0	FIX	31398MTR7	September 2039
PZ	1	3,196,093	PAC	5.0	FIX/Z	31398MTS5	March 2040
FD	1	69,405,647	SUP	(3)	FLT	31398MTT3	March 2040
SD(4)	1	21,255,480	SUP	(3)	INV	31398MTU0	March 2040
TD(4)	1	6,506,780	SUP	(3)	INV	31398MTV8	March 2040
JO(4)	2	68,181,819	PT	0.0	PO	31398MTW6	March 2040
FJ	2	250,000,000	PT	(3)	FLT	31398MTX4	March 2040
SJ(4)	2	250,000,000(2)	NTL	(3)	INV/IO	31398MTY2	March 2040
AB	3	276,422,365	SEQ/AD	4.5	FIX	31398MTZ9	November 2036
AZ	3	23,577,635	SEQ	4.5	FIX/Z	31398MUA2	March 2040
FA	3	200,000,000	PT	(3)	FLT	31398MUB0	March 2040
SA	3	200,000,000(2)	NTL	(3)	INV/IO	31398MUC8	March 2040
DA	4	50,000,000	SEQ/AD	5.0	FIX	31398MUD6	February 2037
DZ	4	3,242,603	SEQ	5.0	FIX/Z	31398MUE4	March 2040
PM	5	100,000,000	PAC	4.5	FIX	31398MUF1	February 2040
PI	5	10,000,000(2)	NTL	5.0	FIX/IO	31398MUG9	February 2040
MP	5	867,579	PAC	5.0	FIX	31398MUH7	March 2040
FG	5	21,362,363	SUP	(3)	FLT	31398MUJ3	March 2040
GS	5	8,544,946	SUP	(3)	INV	31398MUK0	March 2040
L(4)	6	50,000,000	PT	4.5	FIX	31398MUL8	March 2025
KO(4)	7	20,000,000	PT	0.0	PO	31398MUM6	March 2040
KF	7	100,000,000	PT	(3)	FLT	31398MUN4	March 2040
KS(4)	7	100,000,000(2)	NTL	(3)	INV/IO	31398MUP9	March 2040
CI	8	17,000,000(2)	NTL	5.0	FIX/IO	31398MUQ7	April 2038
CA	8	170,000,000	SEQ	4.5	FIX	31398MUR5	April 2038
VC(4)	8	9,437,323	SEQ/AD	5.0	FIX	31398MUS3	February 2021
VD(4)	8	7,528,564	SEQ/AD	5.0	FIX	31398MUT1	December 2026
CZ(4)	8	13,034,113	SEQ	5.0	FIX/Z	31398MUU8	March 2040
R		0	NPR	0	NPR	31398MUV6	March 2040
RL		0	NPR	0	NPR	31398MUW4	March 2040

- (1) See "Description of the Certificates—Class Definitions and Abbreviations" in the REMIC prospectus. (2) Notional balances. These classes are interest only classes. See page S-8 for a description of how their notional balances are calculated. (3) Based on LIBOR. (4) Exchangeable classes.

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 "exempt securities" under the Securities Exchange Act of 1934.

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 DS, LA, LI, LB, LH, LC, LD, LE, JS, HS, MS, NS and CB 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.

Credit Suisse

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AVAILABLE INFORMATION

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

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

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

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

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

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

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

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

Credit Suisse Securities (USA) LLC
Prospectus Department
11 Madison Avenue
New York, NY 10010-3629
(telephone 212-325-2580).

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 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. Unless otherwise specified, 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	Group 1 MBS
2	Group 2 MBS
3	Group 3 MBS
4	Group 4 MBS
5	Group 5 MBS
6	Group 6 MBS
7	Group 7 MBS
8	Group 8 MBS

Group 1, Group 2, Group 3, Group 4, Group 5, Group 6, Group 7 and Group 8

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 1 MBS	\$400,364,000	5.00%	5.25% to 7.50%	240 to 360
Group 2 MBS	\$318,181,819	5.50%	5.75% to 8.00%	241 to 360
Group 3 MBS	\$500,000,000	5.50%	5.75% to 8.00%	241 to 360
Group 4 MBS	\$ 53,242,603	5.00%	5.25% to 7.50%	241 to 360
Group 5 MBS	\$130,774,888	5.00%	5.25% to 7.50%	241 to 360
Group 6 MBS	\$ 50,000,000	4.50%	4.75% to 7.00%	80 to 180
Group 7 MBS	\$120,000,000	5.00%	5.25% to 7.50%	241 to 360
Group 8 MBS	\$200,000,000	5.00%	5.25% to 7.50%	220 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 1 MBS	\$400,364,000	360	280	69	5.58%
Group 2 MBS	318,181,819	360	354	5	6.00%
Group 3 MBS	500,000,000	360	275	75	5.92%
Group 4 MBS	53,242,603	360	297	56	5.62%
Group 5 MBS	130,774,888	360	297	56	5.62%
Group 6 MBS	50,000,000	180	102	72	4.97%
Group 7 MBS	120,000,000	360	356	4	5.41%
Group 8 MBS	200,000,000	360	270	78	5.48%

The actual remaining terms to maturity, loan ages and interest rates of most the mortgage loans underlying the 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:

Fed Book-Entry

All classes other than the R and RL Classes

Physical

R and RL Classes

Exchanging Certificates Through Combination and Recombination

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

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

Interest Rates

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

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

<u>Class</u>	<u>Initial Interest Rate</u>	<u>Maximum Interest Rate</u>	<u>Minimum Interest Rate</u>	<u>Formula for Calculation of Interest Rate(1)</u>
FD	1.48063%	7.00000%	1.25%	LIBOR + 125 basis points
SD	15.57345%	16.32653%	0.00%	16.32653% - (3.26530603 × LIBOR)
TD	8.00000%	8.00000%	0.00%	61.33333% - (10.66666569 × LIBOR)
FJ	0.90063%	7.00000%	0.67%	LIBOR + 67 basis points
SJ	6.09937%	6.33000%	0.00%	6.33% - LIBOR
FA	0.98063%	7.00000%	0.75%	LIBOR + 75 basis points
SA	6.01937%	6.25000%	0.00%	6.25% - LIBOR
FG	1.48063%	7.00000%	1.25%	LIBOR + 125 basis points
GS	13.79842%	14.37500%	0.00%	14.375% - (2.5 × LIBOR)
KF	1.28063%	6.00000%	1.05%	LIBOR + 105 basis points
KS	4.71937%	4.95000%	0.00%	4.95% - LIBOR
DS	13.79842%	14.37500%	0.00%	14.375% - (2.5 × LIBOR)
JS	12.19874%	12.66000%	0.00%	12.66% - (2 × LIBOR)
HS	22.36435%	23.21000%	0.00%	23.21% - (3.66666662 × LIBOR)
MS	11.79842%	12.37500%	0.00%	12.375% - (2.5 × LIBOR)
NS	23.59685%	24.75000%	0.00%	24.75% - (5 × LIBOR)

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

Notional Classes

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

<u>Class</u>	
IP	20% of the <i>sum</i> of the PA, PB and PC Classes
SJ	100% of the FJ Class
SA	100% of the FA Class
PI	10% of the PM Class
KS	100% of the KF Class
CI	10% of the CA Class
LI	33.333332% of the L 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>370%</u>	<u>400%</u>	<u>600%</u>	<u>1000%</u>	<u>1500%</u>
IP, PA, PB and PC	17.2	5.8	3.8	3.8	3.8	2.6	1.3	0.6
PZ	26.5	15.9	15.9	15.9	15.9	11.2	6.0	2.5
FD, SD, TD and DS	28.5	17.9	12.4	2.4	1.3	0.5	0.2	0.1

<u>Group 2 Classes</u>	<u>PSA Prepayment Assumption</u>							
	<u>0%</u>	<u>100%</u>	<u>375%</u>	<u>629%</u>	<u>975%</u>	<u>1400%</u>	<u>1750%</u>	<u>2100%</u>
JO, FJ, SJ, JS and HS	20.5	11.0	4.5	2.9	2.0	1.4	1.2	1.0

		PSA Prepayment Assumption								
Group 3 Classes	0%	100%	373%	675%	975%	1400%	1750%	2100%		
AB	17.4	7.0	2.7	1.4	0.9	0.5	0.1	0.1		
AZ	28.4	19.3	11.0	6.2	3.8	1.9	0.1	0.1		
FA and SA	20.5	8.8	3.6	1.9	1.1	0.6	0.1	0.1		
		PSA Prepayment Assumption								
Group 4 Classes	0%	100%	350%	600%	1000%	1500%				
DA	17.5	7.5	3.0	1.7	0.9	0.4				
DZ	28.5	21.0	12.4	7.5	3.9	1.6				
		PSA Prepayment Assumption								
Group 5 Classes	0%	100%	120%	220%	250%	500%	800%	1100%	1500%	
PM and PI	17.7	6.5	6.0	6.0	6.0	3.2	1.8	1.1	0.6	
MP	26.9	23.0	23.0	23.0	23.0	15.2	8.9	5.5	2.6	
FG and GS	28.6	18.2	16.4	4.4	2.0	0.5	0.3	0.2	0.1	
		PSA Prepayment Assumption								
Group 6 Classes	0%	100%	283%	417%	700%	1000%	1300%			
L, LA, LB, LH, LC, LD, LE and LI . .	8.8	3.9	2.9	2.3	1.5	1.0	0.7			
		PSA Prepayment Assumption								
Group 7 Classes	0%	100%	415%	729%	1000%	1500%	2000%	2500%		
KO, KF, KS, MS and NS	20.2	10.9	4.2	2.6	2.0	1.4	1.1	0.9		
		PSA Prepayment Assumption								
Group 8 Classes	0%	100%	307%	500%	800%	1100%	1500%			
CI and CA	18.7	6.8	2.9	1.8	1.0	0.6	0.3			
VC	6.0	6.0	5.6	4.2	2.7	1.8	0.9			
VD	14.0	14.0	9.0	5.9	3.5	2.2	1.1			
CZ	29.1	19.2	12.9	8.8	5.2	3.3	1.6			
CB	29.1	19.2	11.7	7.5	4.3	2.7	1.3			

* 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.

“Jumbo-conforming” and “high-balance” mortgage loans, which have original principal balances that exceed our traditional conforming loan limits, may prepay at different rates than conforming balance mortgage loans generally. The pools underlying the Group 7 MBS have been designated as pools that include “jumbo-conforming” or “high-balance” mortgage loans. There is limited historical performance data regarding prepayment rates for jumbo-conforming and high-balance mortgage loans. If prevailing mortgage rates decline, borrowers with jumbo-conforming and high-balance

mortgage loans may be more likely to refinance their mortgage loans than borrowers with conforming balance loans. This is because a relatively small reduction in the interest rate of a jumbo-conforming and high-balance mortgage loan can have a greater impact on the borrower’s monthly payment than a similar interest rate change for a conforming balance loan.

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

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

As a result of these factors, the Group 7 Classes may receive payments of principal more quickly or more slowly than expected, and the weighted average lives and yields of those Classes may be affected, perhaps significantly.

DESCRIPTION OF THE CERTIFICATES

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

General

Structure. We will create the Fannie Mae REMIC Trust specified on the cover of this prospectus supplement (the “Trust”) pursuant to a trust agreement dated as of August 1, 2007 and a supplement thereto dated as of 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 eight groups of Fannie Mae Guaranteed Mortgage Pass-Through Certificates (the “Group 1 MBS,” “Group 2 MBS,” “Group 3 MBS,” “Group 4 MBS,” “Group 5 MBS,” “Group 6 MBS,” “Group 7 MBS” and “Group 8 MBS,” and together, the “MBS”).

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

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

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

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

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

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

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

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

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

The MBS

The MBS provide that principal and interest on the related Mortgage Loans are passed through monthly. The Mortgage Loans underlying the MBS are conventional, fixed-rate, fully-amortizing mortgage loans secured by first mortgages or deeds of trust on single-family residential properties. These Mortgage Loans have original maturities of up to 30 years in the case of the Group 1 MBS, Group 2 MBS, Group 3 MBS, Group 4 MBS, Group 5 MBS, Group 7 MBS and Group 8 MBS and up to 15 years in the case of the Group 6 MBS.

In addition, the pools underlying the Group 7 MBS include “jumbo-conforming” or “high balance” mortgage loans as described further under “The Mortgage Loans—Special Feature Mortgage Loans—*Loans with Original Principal Balances that Exceed our Traditional Conforming Loan Limits*” in the MBS Prospectus dated June 1, 2009. For additional information about the pools underlying the Group 7 MBS, see the Final Data Statement for the Trust and the related prospectus supplement for each MBS. See also “Additional Risk Factors—“*Jumbo-conforming*” and “*high-balance*” mortgage loans, which have original principal balances that exceed our traditional conforming loan limits, may prepay at different rates than conforming balance mortgage loans generally” in this prospectus supplement.

For additional information, see “Summary—Group 1, Group 2, Group 3, Group 4, Group 5, Group 6, Group 7 and Group 8—Characteristics of the MBS” and “—Assumed Characteristics of the Underlying Mortgage Loans” in this prospectus supplement and “The Mortgage Pools” and “Yield, Maturity, and Prepayment Considerations” in the MBS Prospectus.

Distributions of Interest

General. The Certificates will bear interest at the rates specified in this prospectus supplement on a 30/360 basis. Interest to be paid on each Certificate (or added to principal, in the case of the Accrual Classes) 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 Classes, see “—*Accrual Classes*” 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.

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

Accrual Classes. The PZ, AZ, DZ and CZ Classes are Accrual Classes. Interest will accrue on the Accrual Classes at the applicable annual rates specified on the cover of this prospectus supplement. However, we will not pay any interest on the Accrual Classes. Instead, interest accrued on the

Accrual Classes will be added as principal to their principal balances on each Distribution Date. We will pay principal on the Accrual Classes as described under “—Distributions of Principal” below.

Distributions of Principal

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

- *Group 1*

The PZ Accrual Amount to PA, PB and PC, pro rata, until retired, and thereafter to PZ. } Accretion Directed Classes and Accrual Class

The Group 1 Cash Flow Distribution Amount in the following priority:

1. To Aggregate Group I to its Planned Balance. } PAC Group
2. To FD, SD and TD, pro rata, until retired. } Support Classes
3. To Aggregate Group I to zero. } PAC Group

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

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

“Aggregate Group I” consists of the PA, PB, PC and PZ Classes. On each Distribution Date, we will apply payments of principal of Aggregate Group I as follows:

- first*, to PA, PB and PC, pro rata, until retired; and
- second*, to PZ until retired.

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

- *Group 2*

The Group 2 Principal Distribution Amount to JO and FJ, pro rata, until retired. } Pass-Through Classes

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

- *Group 3*

The AZ Accrual Amount to AB until retired, and thereafter to AZ. } Accretion Directed Class and Accrual Class

The Group 3 Cash Flow Distribution Amount as follows:

- 60% to AB and AZ, in that order, until retired, and } Sequential Pay Classes
- 40% to FA until retired. } Pass-Through Class

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

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

- *Group 4*

The DZ Accrual Amount to DA until retired, and thereafter to DZ. } Accretion Directed Class and Accrual Class

The Group 4 Cash Flow Distribution Amount to DA and DZ, in that order, until retired. } Sequential Pay Classes

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

The “Group 4 Cash Flow 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
2. To FG and GS, pro rata, until retired. } Support Classes
3. To Aggregate Group II to zero. } PAC Group

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

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

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

- *Group 6*

The Group 6 Principal Distribution Amount to L until retired. } Pass-Through Class

The “Group 6 Principal Distribution Amount” is the principal then paid on the Group 6 MBS.

- *Group 7*

The Group 7 Principal Distribution Amount to KO and KF, pro rata, until retired. } Pass-Through Classes

The “Group 7 Principal Distribution Amount” is the principal then paid on the Group 7 MBS.

- *Group 8*

The CZ Accrual Amount to VC and VD, in that order, until retired, and thereafter to CZ. } Accretion Directed Classes and Accrual Class

The Group 8 Cash Flow Distribution Amount to CA, VC, VD and CZ, in that order, until retired. } Sequential Pay Classes

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

The “Group 8 Cash Flow Distribution Amount” is the principal then paid on the Group 8 MBS.

Structuring Assumptions

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

- the Mortgage Loans underlying the MBS have the original terms to maturity, remaining terms to maturity, loan ages and interest rates specified under “Summary—Group 1, Group 2, Group 3, Group 4, Group 5, Group 6, Group 7 and Group 8—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, those 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 400% PSA	Between 200% and 400% PSA
Aggregate Group II Planned Balances	Between 120% and 250% PSA	Between 120% and 250% PSA

The Aggregate Groups listed above consist of the following Classes:

Aggregate Group I PA, PB, PC and PZ
 Aggregate Group II PM and MP

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 either Aggregate Group will conform on any Distribution Date to the balance specified in the Principal Balance Schedules or that distributions of principal of either 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 Group to its scheduled balance 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 Aggregate Groups might not be reduced to their schedule 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 Class that has scheduled balances will be supported by one or more other Classes. When the supporting 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 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 SJ, SA, and KS 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	99.0%
TD	96.0%
SJ	13.0%
SA	12.5%
GS	99.0%
KS	7.5%
DS	99.0%
JS	93.0%
HS	99.0%
MS	93.0%
NS	99.0%

* 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 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>370%</u>	<u>400%</u>	<u>600%</u>	<u>1000%</u>	<u>1500%</u>
0.12000%	16.6%	16.7%	16.7%	17.1%	17.4%	18.7%	21.5%	26.5%
0.23063%	16.3%	16.3%	16.3%	16.8%	17.1%	18.4%	21.2%	26.4%
2.23063%	9.4%	9.4%	9.4%	10.1%	10.6%	12.5%	16.8%	24.6%
4.23063%	2.7%	2.7%	2.7%	3.5%	4.2%	6.8%	12.5%	22.8%
5.00000% and above	0.1%	0.1%	0.2%	1.0%	1.8%	4.6%	10.8%	22.1%

**Sensitivity of the TD 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>370%</u>	<u>400%</u>	<u>600%</u>	<u>1000%</u>	<u>1500%</u>
5.000% and below	8.6%	8.6%	8.7%	10.5%	11.7%	17.0%	29.0%	51.8%
5.375%	4.4%	4.4%	4.5%	6.3%	7.7%	13.4%	26.1%	50.5%
5.750%	0.2%	0.3%	0.4%	2.1%	3.7%	9.7%	23.3%	49.3%

**Sensitivity of the SJ 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>375%</u>	<u>629%</u>	<u>975%</u>	<u>1400%</u>	<u>1750%</u>	<u>2100%</u>
0.12000%	48.4%	45.8%	31.1%	16.8%	(4.0)%	(31.7)%	(58.8)%	(80.6)%
0.23063%	47.4%	44.8%	30.0%	15.7%	(5.1)%	(32.9)%	(60.1)%	(81.9)%
2.23063%	29.6%	26.9%	11.6%	(3.5)%	(25.6)%	(55.5)%	(84.6)%	*
4.23063%	12.0%	9.2%	(6.9)%	(23.0)%	(47.1)%	(81.0)%	*	*
6.33000%	*	*	*	*	*	*	*	*

**Sensitivity of the SA 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>373%</u>	<u>675%</u>	<u>975%</u>	<u>1400%</u>	<u>1750%</u>	<u>2100%</u>
0.12000%	47.6%	43.9%	22.5%	(4.2)%	(35.3)%	(95.7)%	*	*
0.23063%	46.6%	42.9%	21.5%	(5.0)%	(36.0)%	(96.2)%	*	*
2.23063%	28.3%	24.8%	4.8%	(20.0)%	(48.9)%	*	*	*
4.23063%	9.7%	6.5%	(12.1)%	(35.1)%	(62.0)%	*	*	*
6.25000%	*	*	*	*	*	*	*	*

**Sensitivity of the GS 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>120%</u>	<u>220%</u>	<u>250%</u>	<u>500%</u>	<u>800%</u>	<u>1100%</u>	<u>1500%</u>
0.12000%	14.6%	14.7%	14.7%	14.9%	15.1%	16.7%	18.6%	20.9%	25.0%
0.23063%	14.4%	14.4%	14.4%	14.6%	14.9%	16.4%	18.4%	20.8%	25.0%
2.23063%	9.1%	9.1%	9.1%	9.5%	9.8%	11.9%	14.7%	18.0%	23.8%
4.23063%	4.0%	4.0%	4.0%	4.3%	4.8%	7.5%	11.1%	15.2%	22.6%
5.75000%	0.1%	0.1%	0.1%	0.5%	1.1%	4.2%	8.3%	13.1%	21.7%

**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>415%</u>	<u>729%</u>	<u>1000%</u>	<u>1500%</u>	<u>2000%</u>	<u>2500%</u>
0.12000%	69.2%	66.8%	51.1%	34.7%	19.9%	(9.4)%	(42.1)%	(71.6)%
0.23063%	67.4%	65.0%	49.2%	32.8%	17.9%	(11.5)%	(44.2)%	(73.6)%
2.23063%	35.5%	32.9%	16.0%	(1.9)%	(18.3)%	(51.0)%	(85.0)%	*
4.23063%	4.0%	1.2%	(17.5)%	(38.1)%	(58.0)%	*	*	*
4.95000%	*	*	*	*	*	*	*	*

**Sensitivity of the DS 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>370%</u>	<u>400%</u>	<u>600%</u>	<u>1000%</u>	<u>1500%</u>
0.12000%	14.7%	14.7%	14.7%	15.1%	15.4%	16.7%	19.5%	24.5%
0.23063%	14.4%	14.4%	14.4%	14.9%	15.1%	16.4%	19.3%	24.5%
2.23063%	9.1%	9.1%	9.2%	9.8%	10.2%	12.0%	15.9%	23.1%
4.23063%	4.0%	4.0%	4.0%	4.7%	5.3%	7.6%	12.6%	21.7%
5.75000%	0.1%	0.1%	0.2%	0.9%	1.7%	4.3%	10.1%	20.7%

**Sensitivity of the JS 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>375%</u>	<u>629%</u>	<u>975%</u>	<u>1400%</u>	<u>1750%</u>	<u>2100%</u>
0.12000%	14.1%	14.3%	15.3%	16.3%	17.4%	18.9%	20.1%	21.3%
0.23063%	13.9%	14.0%	15.1%	16.0%	17.2%	18.6%	19.9%	21.1%
2.23063%	9.4%	9.6%	10.7%	11.7%	12.9%	14.4%	15.7%	17.0%
4.23063%	5.1%	5.3%	6.4%	7.4%	8.7%	10.2%	11.6%	12.9%
6.33000%	0.6%	0.8%	1.9%	3.0%	4.3%	5.9%	7.4%	8.7%

**Sensitivity of the HS 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>375%</u>	<u>629%</u>	<u>975%</u>	<u>1400%</u>	<u>1750%</u>	<u>2100%</u>
0.12000%	24.2%	24.2%	24.3%	24.4%	24.6%	24.8%	25.0%	25.1%
0.23063%	23.7%	23.8%	23.9%	24.0%	24.2%	24.4%	24.6%	24.7%
2.23063%	15.8%	15.9%	16.1%	16.3%	16.6%	16.9%	17.2%	17.4%
4.23063%	8.1%	8.2%	8.5%	8.8%	9.1%	9.5%	9.9%	10.3%
6.33000%	0.2%	0.3%	0.6%	1.0%	1.5%	2.0%	2.5%	2.9%

**Sensitivity of the MS 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>415%</u>	<u>729%</u>	<u>1000%</u>	<u>1500%</u>	<u>2000%</u>	<u>2500%</u>
0.12000%	13.7%	13.9%	15.1%	16.1%	17.0%	18.5%	20.2%	21.8%
0.23063%	13.4%	13.6%	14.8%	15.8%	16.7%	18.2%	19.9%	21.5%
2.23063%	7.9%	8.1%	9.3%	10.5%	11.4%	13.0%	14.7%	16.4%
4.23063%	2.5%	2.7%	4.0%	5.2%	6.1%	7.8%	9.6%	11.4%
4.95000%	0.6%	0.8%	2.1%	3.3%	4.3%	6.0%	7.8%	9.6%

**Sensitivity of the NS 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>415%</u>	<u>729%</u>	<u>1000%</u>	<u>1500%</u>	<u>2000%</u>	<u>2500%</u>
0.12000%	25.7%	25.7%	25.9%	26.0%	26.1%	26.3%	26.5%	26.8%
0.23063%	25.1%	25.1%	25.3%	25.4%	25.5%	25.8%	26.0%	26.2%
2.23063%	14.3%	14.4%	14.7%	14.9%	15.1%	15.5%	15.9%	16.3%
4.23063%	3.9%	3.9%	4.4%	4.7%	5.0%	5.6%	6.2%	6.7%
4.95000%	0.2%	0.3%	0.7%	1.1%	1.5%	2.1%	2.7%	3.3%

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

<u>Class</u>	<u>% PSA</u>
IP	578%
PI	440%
CI	365%
LI	492%

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 the original principal balance) are as follows:

<u>Class</u>	<u>Price*</u>
IP	13.0%
PI	18.0%
CI	12.0%
LI	9.0%

* 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 IP Class to Prepayments

	<u>PSA Prepayment Assumption</u>							
	<u>50%</u>	<u>100%</u>	<u>200%</u>	<u>370%</u>	<u>400%</u>	<u>600%</u>	<u>1000%</u>	<u>1500%</u>
Pre-Tax Yields to Maturity . . .	31.0%	25.3%	13.3%	13.3%	13.3%	(2.0)%	(47.6)%	*

Sensitivity of the PI Class to Prepayments

	PSA Prepayment Assumption								
	<u>50%</u>	<u>100%</u>	<u>120%</u>	<u>220%</u>	<u>250%</u>	<u>500%</u>	<u>800%</u>	<u>1100%</u>	<u>1500%</u>
Pre-Tax Yields to Maturity . . .	19.9%	14.5%	12.6%	12.6%	12.6%	(5.0)%	(34.8)%	(73.2)%	*

Sensitivity of the CI Class to Prepayments

	PSA Prepayment Assumption						
	<u>50%</u>	<u>100%</u>	<u>307%</u>	<u>500%</u>	<u>800%</u>	<u>1100%</u>	<u>1500%</u>
Pre-Tax Yields to Maturity . . .	35.8%	31.2%	7.9%	(20.0)%	(70.9)%	*	*

Sensitivity of the LI Class to Prepayments

	PSA Prepayment Assumption						
	<u>50%</u>	<u>100%</u>	<u>283%</u>	<u>417%</u>	<u>700%</u>	<u>1000%</u>	<u>1300%</u>
Pre-Tax Yields to Maturity . . .	33.0%	29.5%	16.3%	6.0%	(17.8)%	(47.4)%	(85.3)%

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

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

<u>Class</u>	<u>Price</u>
JO	83.0%
KO	84.0%

Sensitivity of the JO Class to Prepayments

	PSA Prepayment Assumption							
	<u>50%</u>	<u>100%</u>	<u>375%</u>	<u>629%</u>	<u>975%</u>	<u>1400%</u>	<u>1750%</u>	<u>2100%</u>
Pre-Tax Yields to Maturity . . .	1.4%	1.8%	4.5%	6.9%	10.1%	13.8%	17.1%	20.2%

Sensitivity of the KO Class to Prepayments

	PSA Prepayment Assumption							
	<u>50%</u>	<u>100%</u>	<u>415%</u>	<u>729%</u>	<u>1000%</u>	<u>1500%</u>	<u>2000%</u>	<u>2500%</u>
Pre-Tax Yields to Maturity . . .	1.3%	1.7%	4.5%	7.1%	9.3%	13.0%	17.0%	20.9%

Weighted Average Lives of the Certificates

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

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

- the timing of changes in the rate of principal distributions, and
- the priority sequences of distributions of principal of the Group 1, Group 3, Group 4, Group 5 and Group 8 Classes.

See “—Distributions of Principal” above.

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

Decrement Tables

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

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

<u>Mortgage Loans Backing Trust Assets Specified Below</u>	<u>Original and Remaining Terms to Maturity</u>	<u>Interest Rates</u>
Group 1 MBS	360 months	7.50%
Group 2 MBS	360 months	8.00%
Group 3 MBS	360 months	8.00%
Group 4 MBS	360 months	7.50%
Group 5 MBS	360 months	7.50%
Group 6 MBS	180 months	7.00%
Group 7 MBS	360 months	7.50%
Group 8 MBS	360 months	7.50%

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

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

Percent of Original Principal Balances Outstanding

Date	IP†, PA, PB and PC Classes								PZ Class								
	PSA Prepayment Assumption								PSA Prepayment Assumption								
	0%	100%	200%	370%	400%	600%	1000%	1500%	0%	100%	200%	370%	400%	600%	1000%	1500%	
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
February 2011	99	89	81	81	81	81	51	12	105	105	105	105	105	105	105	105	105
February 2012	97	79	65	65	65	51	19	*	110	110	110	110	110	110	110	110	110
February 2013	96	70	51	51	51	31	7	0	116	116	116	116	116	116	116	116	116
February 2014	94	61	39	39	39	19	2	0	122	122	122	122	122	122	122	122	122
February 2015	93	52	28	28	28	11	0	0	128	128	128	128	128	128	128	113	*
February 2016	91	45	20	20	20	6	0	0	135	135	135	135	135	135	135	44	*
February 2017	89	37	15	15	15	3	0	0	142	142	142	142	142	142	142	17	*
February 2018	87	30	10	10	10	1	0	0	149	149	149	149	149	149	149	6	*
February 2019	84	24	7	7	7	*	0	0	157	157	157	157	157	157	157	2	*
February 2020	82	18	4	4	4	0	0	0	165	165	165	165	165	165	104	1	0
February 2021	79	12	3	3	3	0	0	0	173	173	173	173	173	173	63	*	0
February 2022	76	7	1	1	1	0	0	0	182	182	182	182	182	182	38	*	0
February 2023	73	1	*	*	*	0	0	0	191	191	191	191	191	191	23	*	0
February 2024	70	0	0	0	0	0	0	0	201	150	150	150	150	150	14	*	0
February 2025	66	0	0	0	0	0	0	0	211	104	104	104	104	104	8	*	0
February 2026	62	0	0	0	0	0	0	0	222	72	72	72	72	72	5	*	0
February 2027	58	0	0	0	0	0	0	0	234	48	48	48	48	48	3	*	0
February 2028	53	0	0	0	0	0	0	0	246	32	32	32	32	32	1	*	0
February 2029	49	0	0	0	0	0	0	0	258	20	20	20	20	20	1	*	0
February 2030	43	0	0	0	0	0	0	0	271	12	12	12	12	12	*	*	0
February 2031	38	0	0	0	0	0	0	0	285	7	7	7	7	7	*	*	0
February 2032	32	0	0	0	0	0	0	0	300	3	3	3	3	3	*	*	0
February 2033	25	0	0	0	0	0	0	0	315	1	1	1	1	1	*	0	0
February 2034	18	0	0	0	0	0	0	0	331	0	0	0	0	0	0	0	0
February 2035	10	0	0	0	0	0	0	0	348	0	0	0	0	0	0	0	0
February 2036	2	0	0	0	0	0	0	0	366	0	0	0	0	0	0	0	0
February 2037	0	0	0	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	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)**	17.2	5.8	3.8	3.8	3.8	2.6	1.3	0.6	26.5	15.9	15.9	15.9	15.9	15.9	11.2	6.0	2.5

Date	FD, SD, TD and DS Classes								JO, FJ, SJ†, JS and HS Classes							
	PSA Prepayment Assumption								PSA Prepayment Assumption							
	0%	100%	200%	370%	400%	600%	1000%	1500%	0%	100%	375%	629%	975%	1400%	1750%	2100%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
February 2011	100	100	100	59	52	3	0	0	99	96	90	84	76	66	58	49
February 2012	100	100	100	33	22	0	0	0	98	91	73	58	40	21	0	0
February 2013	100	100	100	19	7	0	0	0	97	84	56	36	17	3	0	0
February 2014	100	100	100	13	1	0	0	0	96	78	43	22	7	1	0	0
February 2015	100	100	99	11	0	0	0	0	95	72	32	13	3	*	0	0
February 2016	100	100	95	10	0	0	0	0	94	66	25	8	1	*	0	0
February 2017	100	100	89	9	0	0	0	0	92	61	19	5	*	*	0	0
February 2018	100	100	81	7	0	0	0	0	91	56	14	3	*	*	0	0
February 2019	100	100	72	6	0	0	0	0	89	51	11	2	*	*	0	0
February 2020	100	100	64	5	0	0	0	0	88	47	8	1	*	*	0	0
February 2021	100	100	55	4	0	0	0	0	86	43	6	1	*	*	0	0
February 2022	100	100	47	3	0	0	0	0	84	39	5	*	*	0	0	0
February 2023	100	100	40	2	0	0	0	0	82	36	3	*	*	0	0	0
February 2024	100	92	33	2	0	0	0	0	79	32	3	*	*	0	0	0
February 2025	100	80	27	1	0	0	0	0	77	29	2	*	*	0	0	0
February 2026	100	68	22	1	0	0	0	0	74	26	1	*	*	0	0	0
February 2027	100	57	18	1	0	0	0	0	71	23	1	*	*	0	0	0
February 2028	100	47	14	1	0	0	0	0	68	21	1	*	*	0	0	0
February 2029	100	37	10	*	0	0	0	0	64	18	1	*	*	0	0	0
February 2030	100	27	7	*	0	0	0	0	60	16	*	*	*	0	0	0
February 2031	100	19	4	*	0	0	0	0	56	14	*	*	*	0	0	0
February 2032	100	10	2	*	0	0	0	0	52	12	*	*	0	0	0	0
February 2033	100	2	1	*	0	0	0	0	47	10	*	*	0	0	0	0
February 2034	100	0	0	0	0	0	0	0	42	8	*	*	0	0	0	0
February 2035	100	0	0	0	0	0	0	0	36	6	*	*	0	0	0	0
February 2036	100	0	0	0	0	0	0	0	30	5	*	*	0	0	0	0
February 2037	93	0	0	0	0	0	0	0	23	3	*	*	0	0	0	0
February 2038	64	0	0	0	0	0	0	0	16	2	*	*	0	0	0	0
February 2039	33	0	0	0	0	0	0	0	8	1	*	*	0	0	0	0
February 2040	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	28.5	17.9	12.4	2.4	1.3	0.5	0.2	0.1	20.5	11.0	4.5	2.9	2.0	1.4	1.2	1.0

* 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	AB Class								AZ Class							
	PSA Prepayment Assumption								PSA Prepayment Assumption							
	0%	100%	373%	675%	975%	1400%	1750%	2100%	0%	100%	373%	675%	975%	1400%	1750%	2100%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
February 2011	99	91	74	54	35	8	0	0	105	105	105	105	105	105	0	0
February 2012	97	82	53	27	9	0	0	0	109	109	109	109	109	31	0	0
February 2013	96	74	38	12	0	0	0	0	114	114	114	114	85	5	0	0
February 2014	94	67	26	2	0	0	0	0	120	120	120	120	34	1	0	0
February 2015	93	59	16	0	0	0	0	0	125	125	125	84	14	*	0	0
February 2016	91	53	9	0	0	0	0	0	131	131	131	48	6	*	0	0
February 2017	89	46	3	0	0	0	0	0	137	137	137	28	2	*	0	0
February 2018	87	40	0	0	0	0	0	0	143	143	132	16	1	*	0	0
February 2019	84	34	0	0	0	0	0	0	150	150	98	9	*	*	0	0
February 2020	82	29	0	0	0	0	0	0	157	157	73	5	*	*	0	0
February 2021	79	23	0	0	0	0	0	0	164	164	53	3	*	*	0	0
February 2022	76	18	0	0	0	0	0	0	171	171	39	2	*	0	0	0
February 2023	73	14	0	0	0	0	0	0	179	179	28	1	*	0	0	0
February 2024	70	9	0	0	0	0	0	0	188	188	20	*	*	0	0	0
February 2025	67	5	0	0	0	0	0	0	196	196	14	*	*	0	0	0
February 2026	63	1	0	0	0	0	0	0	205	205	10	*	*	0	0	0
February 2027	59	0	0	0	0	0	0	0	215	177	7	*	*	0	0	0
February 2028	54	0	0	0	0	0	0	0	224	142	5	*	*	0	0	0
February 2029	50	0	0	0	0	0	0	0	235	109	3	*	*	0	0	0
February 2030	45	0	0	0	0	0	0	0	246	79	2	*	*	0	0	0
February 2031	39	0	0	0	0	0	0	0	257	50	1	*	*	0	0	0
February 2032	33	0	0	0	0	0	0	0	269	23	*	*	0	0	0	0
February 2033	27	0	0	0	0	0	0	0	281	0	0	0	0	0	0	0
February 2034	20	0	0	0	0	0	0	0	294	0	0	0	0	0	0	0
February 2035	13	0	0	0	0	0	0	0	307	0	0	0	0	0	0	0
February 2036	5	0	0	0	0	0	0	0	321	0	0	0	0	0	0	0
February 2037	0	0	0	0	0	0	0	0	298	0	0	0	0	0	0	0
February 2038	0	0	0	0	0	0	0	0	206	0	0	0	0	0	0	0
February 2039	0	0	0	0	0	0	0	0	107	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
Weighted Average Life (years)**	17.4	7.0	2.7	1.4	0.9	0.5	0.1	0.1	28.4	19.3	11.0	6.2	3.8	1.9	0.1	0.1

Date	FA and SA† Classes								DA Class						DZ Class					
	PSA Prepayment Assumption								PSA Prepayment Assumption						PSA Prepayment Assumption					
	0%	100%	373%	675%	975%	1400%	1750%	2100%	0%	100%	350%	600%	1000%	1500%	0%	100%	350%	600%	1000%	1500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
February 2011	99	92	76	58	41	16	0	0	99	91	76	60	35	4	105	105	105	105	105	105
February 2012	98	85	58	34	16	2	0	0	97	83	57	35	9	0	110	110	110	110	110	16
February 2013	97	77	44	20	7	*	0	0	96	76	42	19	0	0	116	116	116	116	99	2
February 2014	96	71	33	11	3	*	0	0	94	68	30	8	0	0	122	122	122	122	39	*
February 2015	95	65	25	7	1	*	0	0	92	61	21	2	0	0	128	128	128	128	15	*
February 2016	94	59	19	4	*	*	0	0	91	55	14	0	0	0	135	135	135	98	6	*
February 2017	92	53	14	2	*	*	0	0	89	49	8	0	0	0	142	142	142	61	2	*
February 2018	91	48	10	1	*	*	0	0	86	43	3	0	0	0	149	149	149	38	1	*
February 2019	89	43	8	1	*	*	0	0	84	38	0	0	0	0	157	157	154	23	*	*
February 2020	88	39	6	*	*	0	0	0	82	32	0	0	0	0	165	165	117	14	*	0
February 2021	86	34	4	*	*	0	0	0	79	27	0	0	0	0	173	173	88	9	*	0
February 2022	84	30	3	*	*	0	0	0	76	23	0	0	0	0	182	182	66	5	*	0
February 2023	82	27	2	*	*	0	0	0	73	18	0	0	0	0	191	191	49	3	*	0
February 2024	79	23	2	*	*	0	0	0	70	14	0	0	0	0	201	201	37	2	*	0
February 2025	77	20	1	*	*	0	0	0	67	10	0	0	0	0	211	211	27	1	*	0
February 2026	74	17	1	*	*	0	0	0	63	6	0	0	0	0	222	222	20	1	*	0
February 2027	71	14	1	*	*	0	0	0	59	2	0	0	0	0	234	234	14	*	*	0
February 2028	68	11	*	*	*	0	0	0	55	0	0	0	0	0	246	226	10	*	*	0
February 2029	64	9	*	*	*	0	0	0	50	0	0	0	0	0	258	186	7	*	*	0
February 2030	60	6	*	*	0	0	0	0	45	0	0	0	0	0	271	148	5	*	*	0
February 2031	56	4	*	*	0	0	0	0	40	0	0	0	0	0	285	113	3	*	*	0
February 2032	52	2	*	*	0	0	0	0	34	0	0	0	0	0	300	80	2	*	0	0
February 2033	47	0	0	0	0	0	0	0	28	0	0	0	0	0	315	49	1	*	0	0
February 2034	42	0	0	0	0	0	0	0	22	0	0	0	0	0	331	20	*	*	0	0
February 2035	36	0	0	0	0	0	0	0	15	0	0	0	0	0	348	0	0	0	0	0
February 2036	30	0	0	0	0	0	0	0	7	0	0	0	0	0	366	0	0	0	0	0
February 2037	23	0	0	0	0	0	0	0	0	0	0	0	0	0	369	0	0	0	0	0
February 2038	16	0	0	0	0	0	0	0	0	0	0	0	0	0	255	0	0	0	0	0
February 2039	8	0	0	0	0	0	0	0	0	0	0	0	0	0	132	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	0	0
Weighted Average Life (years)**	20.5	8.8	3.6	1.9	1.1	0.6	0.1	0.1	17.5	7.5	3.0	1.7	0.9	0.4	28.5	21.0	12.4	7.5	3.9	1.6

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

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

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

Date	PM and PI† Classes									MP Class								
	PSA Prepayment Assumption									PSA Prepayment Assumption								
	0%	100%	120%	220%	250%	500%	800%	1100%	1500%	0%	100%	120%	220%	250%	500%	800%	1100%	1500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
February 2011	99	90	88	88	88	88	66	43	12	100	100	100	100	100	100	100	100	100
February 2012	97	80	77	77	77	61	33	14	*	100	100	100	100	100	100	100	100	100
February 2013	96	71	67	67	67	41	16	4	0	100	100	100	100	100	100	100	100	14
February 2014	95	63	58	58	58	28	8	1	0	100	100	100	100	100	100	100	100	1
February 2015	93	55	50	50	50	19	4	0	0	100	100	100	100	100	100	100	61	*
February 2016	91	47	42	42	42	12	1	0	0	100	100	100	100	100	100	100	20	*
February 2017	89	40	34	34	34	8	*	0	0	100	100	100	100	100	100	100	7	*
February 2018	87	34	28	28	28	5	0	0	0	100	100	100	100	100	100	65	2	*
February 2019	85	28	23	23	23	3	0	0	0	100	100	100	100	100	100	33	1	*
February 2020	83	22	18	18	18	2	0	0	0	100	100	100	100	100	100	16	*	*
February 2021	80	17	15	15	15	1	0	0	0	100	100	100	100	100	100	8	*	0
February 2022	77	12	12	12	12	*	0	0	0	100	100	100	100	100	100	4	*	0
February 2023	74	9	9	9	9	0	0	0	0	100	100	100	100	100	94	2	*	0
February 2024	71	7	7	7	7	0	0	0	0	100	100	100	100	100	62	1	*	0
February 2025	68	6	6	6	6	0	0	0	0	100	100	100	100	100	40	*	*	0
February 2026	64	4	4	4	4	0	0	0	0	100	100	100	100	100	26	*	*	0
February 2027	60	3	3	3	3	0	0	0	0	100	100	100	100	100	16	*	*	0
February 2028	56	2	2	2	2	0	0	0	0	100	100	100	100	100	10	*	*	0
February 2029	51	1	1	1	1	0	0	0	0	100	100	100	100	100	6	*	*	0
February 2030	46	1	1	1	1	0	0	0	0	100	100	100	100	100	4	*	*	0
February 2031	41	*	*	*	*	0	0	0	0	100	100	100	100	100	2	*	0	0
February 2032	35	0	0	0	0	0	0	0	0	100	80	80	80	80	1	*	0	0
February 2033	29	0	0	0	0	0	0	0	0	100	45	45	45	45	1	*	0	0
February 2034	22	0	0	0	0	0	0	0	0	100	17	17	17	17	*	*	0	0
February 2035	15	0	0	0	0	0	0	0	0	100	0	0	0	0	0	0	0	0
February 2036	7	0	0	0	0	0	0	0	0	100	0	0	0	0	0	0	0	0
February 2037	0	0	0	0	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	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)**	17.7	6.5	6.0	6.0	6.0	3.2	1.8	1.1	0.6	26.9	23.0	23.0	23.0	23.0	15.2	8.9	5.5	2.6

Date	FG and GS Classes								
	PSA Prepayment Assumption								
	0%	100%	120%	220%	250%	500%	800%	1100%	1500%
Initial Percent	100	100	100	100	100	100	100	100	100
February 2011	100	100	100	74	67	2	0	0	0
February 2012	100	100	100	55	42	0	0	0	0
February 2013	100	100	100	40	24	0	0	0	0
February 2014	100	100	100	30	12	0	0	0	0
February 2015	100	100	100	24	5	0	0	0	0
February 2016	100	100	100	20	1	0	0	0	0
February 2017	100	100	100	19	*	0	0	0	0
February 2018	100	100	99	18	*	0	0	0	0
February 2019	100	100	95	16	*	0	0	0	0
February 2020	100	100	91	15	*	0	0	0	0
February 2021	100	100	85	14	*	0	0	0	0
February 2022	100	99	79	12	*	0	0	0	0
February 2023	100	92	72	11	*	0	0	0	0
February 2024	100	84	66	9	*	0	0	0	0
February 2025	100	76	59	8	*	0	0	0	0
February 2026	100	67	52	7	*	0	0	0	0
February 2027	100	59	45	6	*	0	0	0	0
February 2028	100	50	38	5	*	0	0	0	0
February 2029	100	42	32	4	*	0	0	0	0
February 2030	100	34	25	3	*	0	0	0	0
February 2031	100	26	19	2	*	0	0	0	0
February 2032	100	19	14	1	*	0	0	0	0
February 2033	100	12	8	1	*	0	0	0	0
February 2034	100	5	4	*	*	0	0	0	0
February 2035	100	0	0	0	0	0	0	0	0
February 2036	100	0	0	0	0	0	0	0	0
February 2037	98	0	0	0	0	0	0	0	0
February 2038	68	0	0	0	0	0	0	0	0
February 2039	35	0	0	0	0	0	0	0	0
February 2040	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	28.6	18.2	16.4	4.4	2.0	0.5	0.3	0.2	0.1

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

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

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

L, LA, LB, LH, LC, LD, LE and LI† Classes

Date	PSA Prepayment Assumption						
	0%	100%	283%	417%	700%	1000%	1300%
Initial Percent	100	100	100	100	100	100	100
February 2011	96	85	75	68	52	36	20
February 2012	92	71	55	45	27	13	4
February 2013	87	58	40	29	14	4	1
February 2014	83	45	28	18	7	1	*
February 2015	77	34	18	11	3	*	*
February 2016	72	23	11	6	1	*	*
February 2017	66	14	6	3	*	*	*
February 2018	60	4	2	1	*	*	*
February 2019	53	0	0	0	0	0	0
February 2020	45	0	0	0	0	0	0
February 2021	38	0	0	0	0	0	0
February 2022	29	0	0	0	0	0	0
February 2023	20	0	0	0	0	0	0
February 2024	10	0	0	0	0	0	0
February 2025	0	0	0	0	0	0	0
Weighted Average Life (years)**	8.8	3.9	2.9	2.3	1.5	1.0	0.7

KO, KF, KS†, MS and NS Classes

Date	PSA Prepayment Assumption							
	0%	100%	415%	729%	1000%	1500%	2000%	2500%
Initial Percent	100	100	100	100	100	100	100	100
February 2011	99	97	90	83	78	67	56	43
February 2012	98	91	72	55	42	20	0	0
February 2013	97	84	53	31	16	2	0	0
February 2014	96	78	39	17	6	*	0	0
February 2015	95	72	29	9	3	*	0	0
February 2016	93	66	21	5	1	*	0	0
February 2017	92	61	16	3	*	*	0	0
February 2018	90	56	11	2	*	*	0	0
February 2019	89	51	8	1	*	*	0	0
February 2020	87	47	6	*	*	0	0	0
February 2021	85	43	4	*	*	0	0	0
February 2022	83	39	3	*	*	0	0	0
February 2023	80	35	2	*	*	0	0	0
February 2024	78	32	2	*	*	0	0	0
February 2025	75	29	1	*	*	0	0	0
February 2026	73	26	1	*	*	0	0	0
February 2027	70	23	1	*	*	0	0	0
February 2028	66	20	*	*	*	0	0	0
February 2029	63	18	*	*	*	0	0	0
February 2030	59	16	*	*	*	0	0	0
February 2031	55	14	*	*	0	0	0	0
February 2032	50	12	*	*	0	0	0	0
February 2033	46	10	*	*	0	0	0	0
February 2034	40	8	*	*	0	0	0	0
February 2035	35	6	*	*	0	0	0	0
February 2036	29	5	*	*	0	0	0	0
February 2037	22	3	*	*	0	0	0	0
February 2038	16	2	*	*	0	0	0	0
February 2039	8	1	*	0	0	0	0	0
February 2040	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	20.2	10.9	4.2	2.6	2.0	1.4	1.1	0.9

CI† and CA Classes

Date	PSA Prepayment Assumption							
	0%	100%	307%	500%	800%	1100%	1500%	
Initial Percent	100	100	100	100	100	100	100	
February 2011	99	90	76	63	42	21	0	
February 2012	98	81	57	37	13	0	0	
February 2013	96	73	42	20	0	0	0	
February 2014	95	65	29	8	0	0	0	
February 2015	94	57	19	0	0	0	0	
February 2016	92	51	11	0	0	0	0	
February 2017	90	44	5	0	0	0	0	
February 2018	89	38	*	0	0	0	0	
February 2019	87	32	0	0	0	0	0	
February 2020	84	27	0	0	0	0	0	
February 2021	82	22	0	0	0	0	0	
February 2022	80	17	0	0	0	0	0	
February 2023	77	12	0	0	0	0	0	
February 2024	74	8	0	0	0	0	0	
February 2025	71	4	0	0	0	0	0	
February 2026	68	1	0	0	0	0	0	
February 2027	64	0	0	0	0	0	0	
February 2028	60	0	0	0	0	0	0	
February 2029	56	0	0	0	0	0	0	
February 2030	52	0	0	0	0	0	0	
February 2031	47	0	0	0	0	0	0	
February 2032	42	0	0	0	0	0	0	
February 2033	36	0	0	0	0	0	0	
February 2034	30	0	0	0	0	0	0	
February 2035	23	0	0	0	0	0	0	
February 2036	16	0	0	0	0	0	0	
February 2037	9	0	0	0	0	0	0	
February 2038	1	0	0	0	0	0	0	
February 2039	0	0	0	0	0	0	0	
February 2040	0	0	0	0	0	0	0	
Weighted Average Life (years)**	18.7	6.8	2.9	1.8	1.0	0.6	0.3	

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

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

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

Date	VC Class							VD Class							CZ Class						
	PSA Prepayment Assumption							PSA Prepayment Assumption							PSA Prepayment Assumption						
	0%	100%	307%	500%	800%	1100%	1500%	0%	100%	307%	500%	800%	1100%	1500%	0%	100%	307%	500%	800%	1100%	1500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
February 2011	93	93	93	93	93	93	0	100	100	100	100	100	100	100	78	105	105	105	105	105	105
February 2012	86	86	86	86	86	1	0	100	100	100	100	100	100	100	0	110	110	110	110	110	110
February 2013	78	78	78	78	36	0	0	100	100	100	100	100	0	0	116	116	116	116	116	56	1
February 2014	69	69	69	69	0	0	0	100	100	100	100	0	0	0	122	122	122	122	101	18	*
February 2015	61	61	61	53	0	0	0	100	100	100	100	0	0	0	128	128	128	128	51	6	*
February 2016	52	52	52	0	0	0	0	100	100	100	29	0	0	0	135	135	135	135	25	2	*
February 2017	42	42	42	0	0	0	0	100	100	100	0	0	0	0	142	142	142	102	13	1	*
February 2018	32	32	32	0	0	0	0	100	100	100	0	0	0	0	149	149	149	68	6	*	*
February 2019	22	22	0	0	0	0	0	100	100	42	0	0	0	0	157	157	157	46	3	*	*
February 2020	11	11	0	0	0	0	0	100	100	0	0	0	0	0	165	165	140	30	2	*	*
February 2021	0	0	0	0	0	0	0	99	99	0	0	0	0	0	173	173	108	20	1	*	0
February 2022	0	0	0	0	0	0	0	83	83	0	0	0	0	0	182	182	82	13	*	*	0
February 2023	0	0	0	0	0	0	0	67	67	0	0	0	0	0	191	191	62	9	*	*	0
February 2024	0	0	0	0	0	0	0	50	50	0	0	0	0	0	201	201	47	5	*	*	0
February 2025	0	0	0	0	0	0	0	33	33	0	0	0	0	0	211	211	34	3	*	*	0
February 2026	0	0	0	0	0	0	0	14	14	0	0	0	0	0	222	222	25	2	*	*	0
February 2027	0	0	0	0	0	0	0	0	0	0	0	0	0	0	230	197	18	1	*	*	0
February 2028	0	0	0	0	0	0	0	0	0	0	0	0	0	0	230	155	12	1	*	*	0
February 2029	0	0	0	0	0	0	0	0	0	0	0	0	0	0	230	117	8	*	*	0	0
February 2030	0	0	0	0	0	0	0	0	0	0	0	0	0	0	230	80	5	*	*	0	0
February 2031	0	0	0	0	0	0	0	0	0	0	0	0	0	0	230	47	2	*	*	0	0
February 2032	0	0	0	0	0	0	0	0	0	0	0	0	0	0	230	15	1	*	*	0	0
February 2033	0	0	0	0	0	0	0	0	0	0	0	0	0	0	230	0	0	0	0	0	0
February 2034	0	0	0	0	0	0	0	0	0	0	0	0	0	0	230	0	0	0	0	0	0
February 2035	0	0	0	0	0	0	0	0	0	0	0	0	0	0	230	0	0	0	0	0	0
February 2036	0	0	0	0	0	0	0	0	0	0	0	0	0	0	230	0	0	0	0	0	0
February 2037	0	0	0	0	0	0	0	0	0	0	0	0	0	0	230	0	0	0	0	0	0
February 2038	0	0	0	0	0	0	0	0	0	0	0	0	0	0	230	0	0	0	0	0	0
February 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	124	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	0	0	0
Weighted Average Life (years)**	6.0	6.0	5.6	4.2	2.7	1.8	0.9	14.0	14.0	9.0	5.9	3.5	2.2	1.1	29.1	19.2	12.9	8.8	5.2	3.3	1.6

Date	CB Class						
	PSA Prepayment Assumption						
	0%	100%	307%	500%	800%	1100%	1500%
Initial Percent	100	100	100	100	100	100	100
February 2011	100	100	100	100	100	100	65
February 2012	100	100	100	100	100	73	6
February 2013	100	100	100	100	87	24	1
February 2014	100	100	100	100	44	8	*
February 2015	100	100	100	98	22	3	*
February 2016	100	100	100	66	11	1	*
February 2017	100	100	100	44	6	*	*
February 2018	100	100	100	30	3	*	*
February 2019	100	100	79	20	1	*	0
February 2020	100	100	61	13	1	*	0
February 2021	100	100	47	9	*	*	0
February 2022	100	100	36	6	*	*	0
February 2023	100	100	27	4	*	*	0
February 2024	100	100	20	2	*	*	0
February 2025	100	100	15	2	*	*	0
February 2026	100	100	11	1	*	*	0
February 2027	100	85	8	1	*	*	0
February 2028	100	67	5	*	*	0	0
February 2029	100	51	3	*	*	0	0
February 2030	100	35	2	*	*	0	0
February 2031	100	20	1	*	*	0	0
February 2032	100	7	*	*	*	0	0
February 2033	100	0	0	0	0	0	0
February 2034	100	0	0	0	0	0	0
February 2035	100	0	0	0	0	0	0
February 2036	100	0	0	0	0	0	0
February 2037	100	0	0	0	0	0	0
February 2038	100	0	0	0	0	0	0
February 2039	54	0	0	0	0	0	0
February 2040	0	0	0	0	0	0	0
Weighted Average Life (years)**	29.1	19.2	11.7	7.5	4.3	2.7	1.3

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

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

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

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

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

<u>Group</u>	<u>Prepayment Assumption</u>
1	370% PSA
2	629% PSA
3	373% PSA
4	350% PSA
5	220% PSA
6	283% PSA
7	729% PSA
8	307% 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 DS, JS, HS, MS, NS and CB 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 Credit Suisse Securities (USA) LLC (the “Dealer”) in exchange for the MBS. The Dealer proposes to offer the Certificates directly to the public from time to time in negotiated transactions at varying prices to be determined at the time of sale. The Dealer may effect these transactions to or through other dealers.

LEGAL MATTERS

Sidley Austin LLP will provide legal representation for Fannie Mae. Bingham McCutchen LLP will provide legal representation for the Dealer.

Available Recombinations(1)

REMIC Certificates		RCR Certificates						Final Distribution Date
Classes	Original Balances	RCR Classes	Original Balances	Principal Type(2)	Interest Rate	Interest Type(2)	CUSIP Number	
Recombination 1		DS	\$27,762,260	SUP	(3)	INV	31398MUX2	March 2040
SD	\$ 21,255,480	LA	50,000,000	PT	3.00%	FIX	31398MVA1	March 2025
TD	6,506,780	LJ	16,666,666(4)	NTL	4.50	FIX/IO	31398MVG8	March 2025
Recombination 2		LB	50,000,000	PT	3.25	FIX	31398MVB9	March 2025
L	50,000,000	LJ	13,888,888(4)	NTL	4.50	FIX/IO	31398MVG8	March 2025
Recombination 3		LH	50,000,000	PT	3.50	FIX	31398MVC7	March 2025
L	50,000,000	LJ	11,111,111(4)	NTL	4.50	FIX/IO	31398MVG8	March 2025
Recombination 4		LC	50,000,000	PT	3.75	FIX	31398MVD5	March 2025
L	50,000,000	LJ	8,333,333(4)	NTL	4.50	FIX/IO	31398MVG8	March 2025
Recombination 5		LD	50,000,000	PT	4.00	FIX	31398MVE3	March 2025
L	50,000,000	LJ	5,555,555(4)	NTL	4.50	FIX/IO	31398MVG8	March 2025
Recombination 6		LE	50,000,000	PT	4.25	FIX	31398MVF0	March 2025
L	50,000,000	LJ	2,777,777(4)	NTL	4.50	FIX/IO	31398MVG8	March 2025
Recombination 7		JS	68,181,819	PT	(3)	INV	31398MUY0	March 2040
JO	68,181,819	HS	68,181,819	PT	(3)	INV	31398MUZ7	March 2040
SJ	136,363,638(4)	MS	20,000,000	PT	(3)	INV	31398MVH6	March 2040
Recombination 8		NS	20,000,000	PT	(3)	INV	31398MVJ2	March 2040
JO	68,181,819							
SJ	250,000,000(4)							
Recombination 9								
JO	68,181,819							
SJ	250,000,000(4)							
Recombination 10								
KO	20,000,000							
KS	50,000,000(4)							
Recombination 11								
KO	20,000,000							
KS	100,000,000(4)							

REMIC Certificates		RCR Certificates					Final Distribution Date
Classes	Original Balances	RCR Classes	Original Balances	Principal Type(2)	Interest Rate	Interest Type(2)	CUSIP Number
Recombination 12							
VC	\$ 9,437,323	CB(5)	\$30,000,000	SEQ	5.00%	FIX	31398MVK9
VD	7,528,564						
CZ	13,034,113						

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

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

(3) For a description of these interest rates see "Summary—Interest Rates" in this prospectus supplement.

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

(5) Principal payments on the REMIC Certificates in Recombination 12 from the CZ Accrual Amount will be paid as interest on the related RCR Certificates and thus will not reduce the principal balances of those RCR Certificates.

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	\$303,196,093.00	June 2014.	\$109,363,441.67	October 2018.	\$ 28,478,157.07
March 2010	298,262,716.69	July 2014	106,669,526.24	November 2018	27,731,747.77
April 2010	293,385,758.65	August 2014	104,007,186.69	December 2018	27,004,066.85
May 2010	288,564,596.24	September 2014	101,400,500.27	January 2019	26,294,657.42
June 2010.	283,798,613.53	October 2014.	98,857,359.36	February 2019.	25,603,073.49
July 2010	279,087,201.29	November 2014	96,376,243.95	March 2019	24,928,879.77
August 2010	274,429,756.88	December 2014	93,955,669.88	April 2019	24,271,651.39
September 2010	269,825,684.19	January 2015	91,594,188.03	May 2019	23,630,973.66
October 2010.	265,274,393.57	February 2015.	89,290,383.53	June 2019.	23,006,441.82
November 2010	260,775,301.79	March 2015	87,042,874.87	July 2019	22,397,660.82
December 2010	256,327,831.91	April 2015	84,850,313.20	August 2019	21,804,245.08
January 2011	251,931,413.26	May 2015	82,711,381.56	September 2019	21,225,818.28
February 2011.	247,585,481.35	June 2015.	80,624,794.08	October 2019.	20,662,013.13
March 2011	243,289,477.84	July 2015	78,589,295.31	November 2019	20,112,471.13
April 2011	239,042,850.41	August 2015	76,603,659.48	December 2019	19,576,842.43
May 2011	234,845,052.75	September 2015	74,666,689.80	January 2020	19,054,785.56
June 2011.	230,695,544.49	October 2015.	72,777,217.81	February 2020.	18,545,967.26
July 2011	226,593,791.09	November 2015	70,934,102.69	March 2020	18,050,062.28
August 2011	222,539,263.85	December 2015	69,136,230.63	April 2020	17,566,753.20
September 2011	218,531,439.77	January 2016	67,382,514.17	May 2020	17,095,730.24
October 2011.	214,569,801.57	February 2016.	65,671,891.64	June 2020.	16,636,691.06
November 2011	210,653,837.54	March 2016	64,003,326.47	July 2020	16,189,340.60
December 2011	206,783,041.56	April 2016	62,375,806.70	August 2020	15,753,390.93
January 2012	202,956,912.99	May 2016	60,788,344.32	September 2020	15,328,561.04
February 2012.	199,174,956.63	June 2016.	59,239,974.75	October 2020.	14,914,576.69
March 2012	195,436,682.66	July 2016	57,729,756.28	November 2020	14,511,170.26
April 2012	191,741,606.58	August 2016	56,256,769.56	December 2020	14,118,080.58
May 2012	188,089,249.15	September 2016	54,820,117.01	January 2021	13,735,052.79
June 2012.	184,479,136.35	October 2016.	53,418,922.40	February 2021.	13,361,838.17
July 2012	180,910,799.29	November 2016	52,052,330.26	March 2021	12,998,194.04
August 2012	177,383,774.19	December 2016	50,719,505.45	April 2021	12,643,883.53
September 2012	173,897,602.32	January 2017	49,419,632.67	May 2021	12,298,675.54
October 2012.	170,451,829.91	February 2017.	48,151,915.98	June 2021.	11,962,344.55
November 2012	167,046,008.14	March 2017	46,915,578.36	July 2021	11,634,670.46
December 2012	163,679,693.08	April 2017	45,709,861.27	August 2021	11,315,438.55
January 2013	160,352,445.60	May 2017	44,534,024.20	September 2021	11,004,439.27
February 2013.	157,063,831.38	June 2017.	43,387,344.24	October 2021.	10,701,468.13
March 2013	153,813,420.79	July 2017	42,269,115.70	November 2021	10,406,325.62
April 2013	150,600,788.89	August 2017	41,178,649.68	December 2021	10,118,817.06
May 2013	147,425,515.38	September 2017	40,115,273.67	January 2022	9,838,752.49
June 2013.	144,287,184.50	October 2017.	39,078,331.19	February 2022.	9,565,946.56
July 2013	141,185,385.04	November 2017	38,067,181.38	March 2022	9,300,218.41
August 2013	138,119,710.26	December 2017	37,081,198.67	April 2022	9,041,391.58
September 2013	135,089,757.84	January 2018	36,119,772.38	May 2022	8,789,293.90
October 2013.	132,095,129.84	February 2018.	35,182,306.41	June 2022.	8,543,757.37
November 2013	129,135,432.67	March 2018	34,268,218.85	July 2022	8,304,618.09
December 2013	126,210,277.01	April 2018	33,376,941.71	August 2022	8,071,716.14
January 2014	123,319,277.78	May 2018	32,507,920.51	September 2022	7,844,895.49
February 2014.	120,462,054.11	June 2018.	31,660,614.05	October 2022.	7,624,003.91
March 2014	117,638,229.27	July 2018	30,834,494.02	November 2022	7,408,892.88
April 2014	114,847,430.62	August 2018	30,029,044.75	December 2022	7,199,417.50
May 2014	112,089,289.60	September 2018	29,243,762.87	January 2023	6,995,436.41

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	\$ 6,796,811.67	August 2026	\$ 1,881,477.62	February 2030	\$ 385,398.42
March 2023	6,603,408.74	September 2026	1,820,463.93	March 2030	368,094.17
April 2023	6,415,096.35	October 2026	1,761,163.50	April 2030	351,336.36
May 2023	6,231,746.43	November 2026	1,703,531.55	May 2030	335,109.84
June 2023	6,053,234.05	December 2026	1,647,524.45	June 2030	319,399.82
July 2023	5,879,437.33	January 2027	1,593,099.64	July 2030	304,191.95
August 2023	5,710,237.38	February 2027	1,540,215.64	August 2030	289,472.19
September 2023	5,545,518.21	March 2027	1,488,832.01	September 2030	275,226.93
October 2023	5,385,166.67	April 2027	1,438,909.32	October 2030	261,442.85
November 2023	5,229,072.39	May 2027	1,390,409.13	November 2030	248,107.03
December 2023	5,077,127.70	June 2027	1,343,293.97	December 2030	235,206.87
January 2024	4,929,227.57	July 2027	1,297,527.32	January 2031	222,730.08
February 2024	4,785,269.55	August 2027	1,253,073.56	February 2031	210,664.72
March 2024	4,645,153.70	September 2027	1,209,898.00	March 2031	198,999.15
April 2024	4,508,782.54	October 2027	1,167,966.80	April 2031	187,722.03
May 2024	4,376,060.99	November 2027	1,127,246.97	May 2031	176,822.33
June 2024	4,246,896.30	December 2027	1,087,706.38	June 2031	166,289.31
July 2024	4,121,198.01	January 2028	1,049,313.69	July 2031	156,112.50
August 2024	3,998,877.87	February 2028	1,012,038.35	August 2031	146,281.71
September 2024	3,879,849.81	March 2028	975,850.60	September 2031	136,787.03
October 2024	3,764,029.91	April 2028	940,721.43	October 2031	127,618.79
November 2024	3,651,336.27	May 2028	906,622.57	November 2031	118,767.61
December 2024	3,541,689.05	June 2028	873,526.44	December 2031	110,224.33
January 2025	3,435,010.36	July 2028	841,406.20	January 2032	101,980.04
February 2025	3,331,224.24	August 2028	810,235.66	February 2032	94,026.07
March 2025	3,230,256.61	September 2028	779,989.32	March 2032	86,353.97
April 2025	3,132,035.22	October 2028	750,642.32	April 2032	78,955.53
May 2025	3,036,489.60	November 2028	722,170.42	May 2032	71,822.76
June 2025	2,943,551.04	December 2028	694,550.03	June 2032	64,947.87
July 2025	2,853,152.52	January 2029	667,758.13	July 2032	58,323.28
August 2025	2,765,228.68	February 2029	641,772.32	August 2032	51,941.61
September 2025	2,679,715.79	March 2029	616,570.73	September 2032	45,795.71
October 2025	2,596,551.69	April 2029	592,132.10	October 2032	39,878.57
November 2025	2,515,675.78	May 2029	568,435.67	November 2032	34,183.41
December 2025	2,437,028.95	June 2029	545,461.24	December 2032	28,703.62
January 2026	2,360,553.57	July 2029	523,189.13	January 2033	23,432.76
February 2026	2,286,193.43	August 2029	501,600.15	February 2033	18,364.56
March 2026	2,213,893.74	September 2029	480,675.61	March 2033	13,492.95
April 2026	2,143,601.06	October 2029	460,397.30	April 2033	8,811.99
May 2026	2,075,263.28	November 2029	440,747.49	May 2033	4,315.92
June 2026	2,008,829.60	December 2029	421,708.89	June 2033 and thereafter	0.00
July 2026	1,944,250.48	January 2030	403,264.66		

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	\$100,867,579.00	October 2010	\$ 92,935,928.37	June 2011	\$ 85,409,204.35
March 2010	99,853,272.66	November 2010	91,973,361.52	July 2011	84,495,832.45
April 2010	98,845,577.30	December 2010	91,017,080.60	August 2011	83,588,437.25
May 2010	97,844,451.40	January 2011	90,067,046.10	September 2011	82,686,981.16
June 2010	96,849,853.69	February 2011	89,123,218.75	October 2011	81,791,426.86
July 2010	95,861,743.16	March 2011	88,185,559.56	November 2011	80,901,737.21
August 2010	94,880,079.06	April 2011	87,254,029.74	December 2011	80,017,875.35
September 2010	93,904,820.88	May 2011	86,328,590.76	January 2012	79,139,804.63

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>
February 2012	\$ 78,267,488.62	September 2016	\$ 38,176,773.22	April 2021	\$ 15,132,055.31
March 2012	77,400,891.12	October 2016	37,575,030.62	May 2021	14,867,262.10
April 2012	76,539,976.17	November 2016	36,977,301.61	June 2021	14,606,571.71
May 2012	75,684,708.03	December 2016	36,383,560.85	July 2021	14,349,924.16
June 2012	74,835,051.16	January 2017	35,797,001.62	August 2021	14,097,260.34
July 2012	73,990,970.27	February 2017	35,219,190.56	September 2021	13,848,521.96
August 2012	73,152,430.27	March 2017	34,650,002.41	October 2021	13,603,651.57
September 2012	72,319,396.30	April 2017	34,089,313.68	November 2021	13,362,592.53
October 2012	71,491,833.72	May 2017	33,537,002.59	December 2021	13,125,288.99
November 2012	70,669,708.09	June 2017	32,992,949.07	January 2022	12,891,685.91
December 2012	69,852,985.20	July 2017	32,457,034.72	February 2022	12,661,729.03
January 2013	69,041,631.04	August 2017	31,929,142.80	March 2022	12,435,364.84
February 2013	68,235,611.83	September 2017	31,409,158.23	April 2022	12,212,540.60
March 2013	67,434,893.98	October 2017	30,896,967.50	May 2022	11,993,204.33
April 2013	66,639,444.12	November 2017	30,392,458.72	June 2022	11,777,304.78
May 2013	65,849,229.09	December 2017	29,895,521.56	July 2022	11,564,791.42
June 2013	65,064,215.93	January 2018	29,406,047.24	August 2022	11,355,614.43
July 2013	64,284,371.89	February 2018	28,923,928.48	September 2022	11,149,724.74
August 2013	63,509,664.41	March 2018	28,449,059.54	October 2022	10,947,073.92
September 2013	62,740,061.17	April 2018	27,981,336.13	November 2022	10,747,614.27
October 2013	61,975,530.00	May 2018	27,520,655.46	December 2022	10,551,298.75
November 2013	61,216,038.97	June 2018	27,066,916.14	January 2023	10,358,081.00
December 2013	60,461,556.34	July 2018	26,620,018.22	February 2023	10,167,915.31
January 2014	59,712,050.56	August 2018	26,179,863.17	March 2023	9,980,756.62
February 2014	58,967,490.27	September 2018	25,746,353.82	April 2023	9,796,560.52
March 2014	58,227,844.33	October 2018	25,319,394.37	May 2023	9,615,283.23
April 2014	57,493,081.77	November 2018	24,898,890.37	June 2023	9,436,881.59
May 2014	56,763,171.83	December 2018	24,484,748.69	July 2023	9,261,313.05
June 2014	56,038,083.92	January 2019	24,076,877.51	August 2023	9,088,535.68
July 2014	55,317,787.67	February 2019	23,675,186.31	September 2023	8,918,508.14
August 2014	54,602,252.88	March 2019	23,279,585.82	October 2023	8,751,189.68
September 2014	53,891,449.54	April 2019	22,889,988.06	November 2023	8,586,540.13
October 2014	53,185,347.82	May 2019	22,506,306.25	December 2023	8,424,519.89
November 2014	52,483,918.10	June 2019	22,128,454.85	January 2024	8,265,089.94
December 2014	51,787,130.92	July 2019	21,756,349.53	February 2024	8,108,211.81
January 2015	51,094,957.02	August 2019	21,389,907.12	March 2024	7,953,847.56
February 2015	50,407,367.31	September 2019	21,029,045.64	April 2024	7,801,959.83
March 2015	49,724,332.88	October 2019	20,673,684.28	May 2024	7,652,511.76
April 2015	49,045,825.03	November 2019	20,323,743.32	June 2024	7,505,467.03
May 2015	48,371,815.19	December 2019	19,979,144.22	July 2024	7,360,789.85
June 2015	47,702,275.00	January 2020	19,639,809.50	August 2024	7,218,444.92
July 2015	47,037,176.28	February 2020	19,305,662.80	September 2024	7,078,397.46
August 2015	46,376,491.01	March 2020	18,976,628.81	October 2024	6,940,613.19
September 2015	45,720,191.36	April 2020	18,652,633.32	November 2024	6,805,058.31
October 2015	45,068,249.64	May 2020	18,333,603.13	December 2024	6,671,699.52
November 2015	44,420,638.38	June 2020	18,019,466.10	January 2025	6,540,503.98
December 2015	43,777,330.25	July 2020	17,710,151.07	February 2025	6,411,439.33
January 2016	43,138,298.10	August 2020	17,405,587.94	March 2025	6,284,473.67
February 2016	42,503,514.94	September 2020	17,105,707.54	April 2025	6,159,575.57
March 2016	41,872,953.96	October 2020	16,810,441.72	May 2025	6,036,714.03
April 2016	41,246,588.52	November 2020	16,519,723.28	June 2025	5,915,858.50
May 2016	40,624,392.13	December 2020	16,233,485.96	July 2025	5,796,978.90
June 2016	40,006,338.47	January 2021	15,951,664.44	August 2025	5,680,045.53
July 2016	39,392,401.40	February 2021	15,674,194.33	September 2025	5,565,029.17
August 2016	38,782,554.93	March 2021	15,401,012.15	October 2025	5,451,900.97

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 2025	\$ 5,340,632.53	December 2028	\$ 2,305,334.34	January 2032	\$ 726,668.70
December 2025	5,231,195.86	January 2029	2,247,247.21	February 2032	697,393.43
January 2026	5,123,563.34	February 2029	2,190,180.59	March 2032	668,684.19
February 2026	5,017,707.77	March 2029	2,134,118.64	April 2032	640,531.84
March 2026	4,913,602.36	April 2029	2,079,045.75	May 2032	612,927.38
April 2026	4,811,220.67	May 2029	2,024,946.54	June 2032	585,861.96
May 2026	4,710,536.66	June 2029	1,971,805.85	July 2032	559,326.82
June 2026	4,611,524.66	July 2029	1,919,608.77	August 2032	533,313.39
July 2026	4,514,159.38	August 2029	1,868,340.56	September 2032	507,813.17
August 2026	4,418,415.89	September 2029	1,817,986.74	October 2032	482,817.84
September 2026	4,324,269.60	October 2029	1,768,533.02	November 2032	458,319.16
October 2026	4,231,696.32	November 2029	1,719,965.32	December 2032	434,309.03
November 2026	4,140,672.16	December 2029	1,672,269.77	January 2033	410,779.49
December 2026	4,051,173.61	January 2030	1,625,432.72	February 2033	387,722.67
January 2027	3,963,177.48	February 2030	1,579,440.69	March 2033	365,130.84
February 2027	3,876,660.93	March 2030	1,534,280.43	April 2033	342,996.38
March 2027	3,791,601.45	April 2030	1,489,938.85	May 2033	321,311.76
April 2027	3,707,976.83	May 2030	1,446,403.09	June 2033	300,069.62
May 2027	3,625,765.22	June 2030	1,403,660.45	July 2033	279,262.65
June 2027	3,544,945.06	July 2030	1,361,698.43	August 2033	258,883.68
July 2027	3,465,495.11	August 2030	1,320,504.72	September 2033	238,925.65
August 2027	3,387,394.44	September 2030	1,280,067.17	October 2033	219,381.60
September 2027	3,310,622.42	October 2030	1,240,373.84	November 2033	200,244.68
October 2027	3,235,158.72	November 2030	1,201,412.95	December 2033	181,508.14
November 2027	3,160,983.32	December 2030	1,163,172.88	January 2034	163,165.32
December 2027	3,088,076.46	January 2031	1,125,642.20	February 2034	145,209.68
January 2028	3,016,418.69	February 2031	1,088,809.66	March 2034	127,634.77
February 2028	2,945,990.85	March 2031	1,052,664.14	April 2034	110,434.24
March 2028	2,876,774.03	April 2031	1,017,194.73	May 2034	93,601.84
April 2028	2,808,749.61	May 2031	982,390.64	June 2034	77,131.40
May 2028	2,741,899.26	June 2031	948,241.26	July 2034	61,016.87
June 2028	2,676,204.88	July 2031	914,736.14	August 2034	45,252.26
July 2028	2,611,648.66	August 2031	881,864.98	September 2034	29,831.69
August 2028	2,548,213.04	September 2031	849,617.64	October 2034	14,749.37
September 2028	2,485,880.73	October 2031	817,984.11	November 2034 and thereafter	0.00
October 2028	2,424,634.67	November 2031	786,954.56		
November 2028	2,364,458.06	December 2031	756,519.27		

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.

\$1,772,563,310



**Guaranteed REMIC
Pass-Through Certificates**

Fannie Mae REMIC Trust 2010-21

PROSPECTUS SUPPLEMENT

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Credit Suisse

February 22, 2010
