

Supplement
(To Prospectus Supplement dated March 23, 2010)

\$1,139,403,743



**Guaranteed REMIC Pass-Through Certificates
Fannie Mae REMIC Trust 2010-28**

This is a supplement to the prospectus supplement dated March 23, 2010 (the "Prospectus Supplement"). If we use a capitalized term in this supplement without defining it, you will find the definition of that term in the Prospectus Supplement.

Notwithstanding anything set forth on page S-8 of the Prospectus Supplement, the initial interest rates for the FD and FE Classes are 0.79606% and 0.84606%, respectively.

Carefully consider the risk factors on page S-10 of the 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.

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

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



April 9, 2010

\$1,139,403,743



FannieMae®

**Guaranteed REMIC Pass-Through Certificates
Fannie Mae REMIC Trust 2010-28**

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 and
- an underlying REMIC certificate backed by 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
AE	1	\$200,000,000	SEQ	3.25%	FIX	31398MC87	October 2027
CE	1	100,000,000	SEQ	3.25	FIX	31398MC95	October 2027
FA(2)	1	150,000,000	SEQ	(3)	FLT	31398MD29	October 2027
SA(2)	1	150,000,000(4)	NTL	(3)	INV/IO	31398MD37	October 2027
AY	1	81,431,000	SEQ	4.50	FIX	31398MD45	April 2030
CY	1	40,715,000	SEQ	4.50	FIX	31398MD52	April 2030
BA	2	100,000,000	SEQ	4.50	FIX	31398MD60	July 2035
VB(2)	2	12,494,000	SEQ/AD	4.50	FIX	31398MD78	May 2021
VC(2)	2	16,487,000	SEQ/AD	4.50	FIX	31398MD86	August 2030
ZA(2)	2	19,510,000	SEQ	4.50	FIX/Z	31398MD94	April 2040
DA	3	37,422,000	PAC	5.00	FIX	31398ME28	September 2028
DB(2)	3	4,665,000	PAC	5.00	FIX	31398ME36	November 2029
DC(2)	3	1,875,000	PAC	5.00	FIX	31398ME44	April 2030
GD(2)	3	6,284,000	SEG(TAC)/SCH/AD	5.00	FIX	31398ME51	April 2030
DF(2)	3	3,873,076	SEG(TAC)/SUP/AD	(3)	FLT	31398ME69	April 2030
DS(2)	3	1,161,924	SEG(TAC)/SUP/AD	(3)	INV	31398ME77	April 2030
DZ(2)	3	1,691,423	SUP	5.00	FIX/Z	31398ME85	April 2030
NA(2)	4	81,036,000	SEQ	3.00	FIX	31398ME93	October 2038
NF(2)	4	81,036,000	SEQ	(3)	FLT	31398MF27	October 2038
NS(2)	4	81,036,000(4)	NTL	(3)	INV/IO	31398MF35	October 2038
DY	4	22,928,000	SEQ	5.00	FIX	31398MF43	April 2040
A	5	7,500,000	SEQ	4.50	FIX	31398MF50	June 2037
AB(2)	5	27,879,000	SEQ	4.50	FIX	31398MF68	October 2035
BF	5	10,092,261	SEQ/AD	(3)	FLT	31398MF76	April 2040
BS	5	4,485,450	SEQ/AD	(3)	INV	31398MF84	April 2040
AZ	5	1,000	SEQ	4.50	FIX/Z	31398MF92	April 2040
FD(2)	6	126,836,609	SC/PT	(3)	FLT	31398G7L7	October 2038
DI(2)	6	126,836,609(4)	NTL	(3)	INV/IO	31398G7M5	October 2038
IE(2)	6	126,836,609(4)	NTL	(3)	INV/IO	31398M5P7	October 2038
R		0	NPR	0	NPR	31398MG26	April 2040
RL		0	NPR	0	NPR	31398MG34	April 2040

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

If you own certificates of certain classes, you can exchange them for certificates of the corresponding RCR classes to be delivered at the time of exchange. The MB, VA, BY, DE, GE, CG, NB, NC, NE, NH, NK, BK, BC, BE, BG, BH, BO, BI, FE and ID 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 March 30, 2010.

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

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

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

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



Deutsche Bank Securities

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AVAILABLE INFORMATION

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

- our Prospectus for Fannie Mae Guaranteed REMIC Pass-Through Certificates dated August 1, 2007 (the “REMIC Prospectus”);
- our Prospectus for Fannie Mae Guaranteed Pass-Through Certificates (Single-Family Residential Mortgage Loans) dated
 - June 1, 2009, for all MBS issued on or after January 1, 2009,
 - April 1, 2008, for all MBS issued on or after June 1, 2007 and prior to January 1, 2009, or
 - January 1, 2006, for all other MBS(as applicable, the “MBS Prospectus”);
- if you are purchasing a Group 6 Class or the R or RL Class, the disclosure document relating to the underlying REMIC certificate (the “Underlying REMIC Disclosure Document”); 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 and the Underlying REMIC Disclosure Document are incorporated by reference in this prospectus supplement. This means that we are disclosing information in those documents by referring you to them. Those documents are considered part of this prospectus supplement, so you should read this prospectus supplement, and any applicable supplements or amendments, together with those documents.

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

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

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

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

Deutsche Bank Securities Inc.
Syndicate Operations
60 Wall Street
New York, NY 10005
(telephone 212-469-5000).

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 us with funding under specified conditions. Under the Stock Purchase Agreement, as amended through December 2009, Treasury’s Commitment is currently 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 on a fully diluted basis. The Senior Preferred Stock and the Warrant were issued to Treasury as an initial commitment fee for Treasury’s Commitment. We are required to pay a quarterly commitment fee, beginning on 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, 2009 (the “2009 Form 10-K”) which is 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 December 31, 2009, we had received a total of \$59.9 billion from Treasury under the Commitment. In February 2010, the Acting Director of FHFA submitted a request to Treasury on our behalf for an additional \$15.3 billion to eliminate our net worth deficit as of December 31, 2009, and requested receipt of those funds on or before March 31, 2010. If we have a negative net worth as of the end of future fiscal quarters, we expect that FHFA will request additional funds from Treasury under the Stock Purchase Agreement. All funds drawn on the Commitment are added to the liquidation preference on the Senior Preferred Stock, which currently has a 10% annual dividend rate. Upon the receipt of the additional \$15.3 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 \$76.2 billion, and the annualized dividend on the Senior Preferred Stock, based on the 10% dividend rate, will be \$7.6 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.

The Stock Purchase Agreement and the Warrant contain covenants that significantly restrict our business activities. These covenants, which are summarized in our 2009 Form 10-K, 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 is 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 March 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	Class 2008-88-FA REMIC Certificate

Group 1, Group 2, Group 3, Group 4 and Group 5

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	\$572,146,000	4.50%	4.75% to 7.00%	181 to 240
Group 2 MBS	\$148,491,000	4.50%	4.75% to 7.00%	241 to 360
Group 3 MBS	\$ 56,972,423	5.00%	5.25% to 7.50%	181 to 240
Group 4 MBS	\$185,000,000	5.00%	5.25% to 7.50%	181 to 360
Group 5 MBS	\$ 49,957,711	4.50%	4.75% to 7.00%	241 to 360

Assumed Characteristics of the Underlying Mortgage Loans

	<u>Principal Balance</u>	<u>Original Term to Maturity (in months)</u>	<u>Remaining Term to Maturity (in months)</u>	<u>Loan Age (in months)</u>	<u>Interest Rate</u>
Group 1 MBS	\$572,146,000	240	236	4	4.890%
Group 2 MBS	\$148,491,000	360	352	7	4.960%
Group 3 MBS	\$ 56,972,423	240	235	4	5.350%
Group 4 MBS	\$185,000,000	360	283	70	5.660%
Group 5 MBS	\$ 49,957,711	360	356	3	4.943%

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

Group 6

Exhibit A describes the underlying REMIC certificate in Group 6, including certain information about the related mortgage loans. To learn more about the underlying REMIC certificate, you should obtain from us the current class factor and the related disclosure document as described on page S-3.

Settlement Date

We expect to issue the certificates on March 30, 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>
FA	0.68000%	7.0000%	0.45%	LIBOR + 45 basis points
SA	6.32000%	6.5500%	0.00%	6.55% – LIBOR
DF	1.48000%	6.5000%	1.25%	LIBOR + 125 basis points
DS	16.73333%	17.5000%	0.00%	17.5% – (3.33332989 × LIBOR)
NF	0.68250%	7.0000%	0.45%	LIBOR + 45 basis points
NS	6.31750%	6.5500%	0.00%	6.55% – LIBOR
BF	1.58300%	6.5000%	1.35%	LIBOR + 135 basis points
BS	11.06325%	11.5875%	0.00%	11.5875% – (2.24999967 × LIBOR)
FD	0.78300%	7.0000%	0.55%	LIBOR + 55 basis points
DI	0.05000%	0.0500%	0.00%	6.45% – LIBOR
IE	0.62000%	0.6200%	0.00%	6.40% – LIBOR
FE	0.83300%	7.0000%	0.60%	LIBOR + 60 basis points
ID	0.67000%	0.6700%	0.00%	6.45% – 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>	
SA	100% of the FA Classes
NS	100% of the NF Class
BI	100% of the AB Class
DI	100% of the FD Class
IE	100% of the FD Class
ID	100% of the FD 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>297%</u>	<u>500%</u>	<u>700%</u>	<u>1000%</u>
AE, CE, FA, SA and MB.	10.5	5.9	3.2	2.3	1.8	1.4
AY and CY	18.8	16.1	10.7	7.2	5.3	3.7

<u>Group 2 Classes</u>	<u>PSA Prepayment Assumption</u>					
	<u>0%</u>	<u>100%</u>	<u>297%</u>	<u>500%</u>	<u>700%</u>	<u>1000%</u>
BA	16.1	6.1	2.8	1.9	1.5	1.1
VB	6.0	6.0	4.7	3.4	2.7	2.0
VC	16.0	13.9	7.4	4.8	3.6	2.6
ZA	27.7	21.3	12.6	8.1	5.9	4.0
VA	11.7	10.5	6.2	4.2	3.2	2.4
BY	27.7	19.9	10.2	6.4	4.6	3.1

PSA Prepayment Assumption												
Group 3 Classes	0%	100%	125%	165%	175%	200%	250%	275%	600%	900%	1200%	1500%
DA	9.6	5.1	4.6	4.6	4.6	4.6	4.6	4.6	2.8	2.1	1.7	1.5
DB	16.5	12.0	12.0	12.0	12.0	12.0	12.0	12.0	6.4	4.3	3.2	2.5
DC	17.5	16.4	16.4	16.4	16.4	16.4	16.4	16.4	9.8	6.4	4.5	3.2
GD	14.0	9.9	8.4	4.0	4.0	4.0	4.0	2.9	1.3	0.9	0.8	0.6
DE, DS and GE	18.7	15.2	14.0	11.0	9.2	11.3	4.3	2.4	0.9	0.6	0.5	0.4
DZ	19.6	18.2	17.7	16.8	16.5	5.1	1.0	0.8	0.3	0.2	0.2	0.1
DE	16.8	13.3	13.3	13.3	13.3	13.3	13.3	13.3	7.4	4.9	3.6	2.7
CG	18.3	14.5	13.2	9.5	8.7	6.9	3.7	2.4	1.0	0.7	0.6	0.5
PSA Prepayment Assumption												
Group 4 Classes	0%	100%	314%	550%	800%	1100%	1400%					
NA, NF, NS, NB, NC, NE, NH and NK	18.9	7.3	3.0	1.7	1.1	0.7	0.4					
DY	29.3	20.6	12.4	7.2	4.6	2.8	1.7					
PSA Prepayment Assumption												
Group 5 Classes	0%	100%	297%	500%	700%	1000%						
A	17.6	7.7	3.6	2.5	2.0	1.6						
AB, BK, BC, BE, BG, BH, BO and BI	16.3	6.5	3.1	2.2	1.7	1.4						
BF and BS	28.0	20.8	10.9	6.9	5.0	3.5						
AZ	30.0	29.7	29.5	26.3	20.0	13.1						
PSA Prepayment Assumption												
Group 6 Classes	0%	100%	200%	400%	700%	1100%	1500%	2100%				
FD, DI, IE, FE and ID . . .	20.0	9.9	6.5	3.4	1.8	0.9	0.5	0.1				

* 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 2 MBS and Group 5 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 2 Classes and Group 5 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 March 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:

- five groups of Fannie Mae Guaranteed Mortgage Pass-Through Certificates (the “Group 1 MBS,” “Group 2 MBS,” “Group 3 MBS,” “Group 4 MBS” and “Group 5 MBS,” and together, the “Trust MBS”), and
- a previously issued REMIC certificate (the “Group 6 Underlying REMIC Certificate”) issued from the related Fannie Mae REMIC trust (the “Underlying REMIC Trust”) as further described in Exhibit A.

The Group 6 Underlying REMIC Certificate evidences a direct or indirect beneficial ownership interest in certain Fannie Mae Guaranteed Mortgage Pass-Through Certificates (together with the Trust MBS, 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 . .	Trust MBS and Group 6 Underlying REMIC Certificate	Interests in the Lower Tier REMIC other than the RL Class (the “Lower Tier Regular Interests”)	RL
Upper Tier REMIC . .	Lower Tier Regular Interests	All Classes of REMIC Certificates other than the R and RL Classes	R

Fannie Mae Guaranty. For a description of our guaranties of the Certificates, the MBS and the Group 6 Underlying REMIC Certificate, see the applicable discussions appearing under the heading “Fannie Mae Guaranty” in the REMIC Prospectus, the MBS Prospectus and the Underlying REMIC Disclosure Document. 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 Trust MBS

The Trust MBS provide that principal and interest on the related Mortgage Loans are passed through monthly. The Mortgage Loans underlying the Trust MBS are conventional, fixed-rate, fully-amortizing mortgage loans secured by first mortgages or deeds of trust on single-family residential properties. These Mortgage Loans have original maturities of up to 20 years in the case of the Group 1 MBS and Group 3 MBS, and up to 30 years in the case of the Group 2 MBS, Group 4 MBS and Group 5 MBS.

In addition, the pools underlying the Group 2 MBS and Group 5 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 2 MBS and Group 5 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 and Group 5—Characteristics of the Trust MBS” and “—Assumed Characteristics of the Underlying Mortgage Loans” in this prospectus supplement and “The Mortgage Pools” and “Yield, Maturity, and Prepayment Considerations” in the MBS Prospectus.

The Group 6 Underlying REMIC Certificate

The Group 6 Underlying REMIC Certificate represents a beneficial ownership interest in the related Underlying REMIC Trust. The assets of that trust consist of MBS (or beneficial ownership interests in MBS) having the general characteristics set forth in the MBS Prospectus. Each MBS evidences beneficial ownership interests in a pool of conventional, fixed-rate, fully-amortizing mortgage loans secured by first mortgages or deeds of trust on single-family residential properties, as described under “The Mortgage Pools” and “Yield, Maturity, and Prepayment Considerations” in the MBS Prospectus.

Distributions on the Group 6 Underlying REMIC Certificate will be passed through monthly, beginning in the month after we issue the Certificates. The general characteristics of the Group 6 Underlying REMIC Certificate are described in the Underlying REMIC Disclosure Document. See Exhibit A for certain additional information about the Group 6 Underlying REMIC Certificate. Exhibit A is provided in lieu of a Final Data Statement with respect to the Group 6 Underlying REMIC Certificate.

For further information about the Group 6 Underlying REMIC Certificate telephone us at 1-800-237-8627. Additional information about the Group 6 Underlying REMIC Certificate is also

available at <http://sls.fanniemae.com/slsSearch/Home.do>. There may have been material changes in facts and circumstances since the date we prepared the Underlying REMIC Disclosure Document. These may include changes in prepayment speeds, prevailing interest rates and other economic factors. As a result, the usefulness of the information set forth in that document may be limited.

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 Class as a delay Class solely for the purpose of facilitating trading.

Accrual Classes. The ZA, DZ and AZ 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 Group 1 Principal Distribution Amount in the following priority:

1. To AE, CE and FA, pro rata, until retired.
2. To AY and CY, pro rata, until retired.

} Sequential Pay Classes

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

- *Group 2*

The ZA Accrual Amount to VB and VC, in that order, until retired, and thereafter to ZA.

} Accretion Directed Classes and Accrual Class

The Group 2 Cash Flow Distribution Amount to BA, VB, VC and ZA, in that order, until retired.

} Sequential Pay Classes

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

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

- *Group 3*

The DZ Accrual Amount to Aggregate Group II to its Targeted Balance, and thereafter to DZ. } **Accretion Directed/TAC Group and Accrual Class**

The Group 3 Cash Flow Distribution Amount in the following priority:

1. To Aggregate Group I to its Planned Balance. } **PAC Group**
2. To Aggregate Group II to its Targeted Balance. } **TAC Group**
3. To DZ until retired. } **Support Class**
4. To Aggregate Group II to zero. } **TAC Group**
5. To Aggregate Group I to zero. } **PAC Group**

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

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

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

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

“Aggregate Group II” consists of the GD, DF and DS Classes. On each Distribution Date, we will apply payments of principal of Aggregate Group II as follows:

- first*, to GD to its Scheduled Balance;
- second*, to DF and DS, pro rata, until retired; and
- third*, to GD until retired.

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

- *Group 4*

The Group 4 Principal Distribution Amount in the following priority:

1. To NA and NF, pro rata, until retired. } **Sequential Pay Classes**
2. To DY until retired. }

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

- *Group 5*

The AZ Accrual Amount to BF and BS, pro rata, until retired, and thereafter to AZ. } **Accretion Directed Classes and Accrual Class**

The Group 5 Cash Flow Distribution Amount as follows:

—80.9977158431% as follows:

- first*, to AB until retired;
- second*, to BF and BS, pro rata, until retired; and
- third*, to AZ until retired, and

—19.0022841569% as follows:

- first*, to A until retired;
- second*, to BF and BS, pro rata, until retired; and
- third*, to AZ until retired.

} Sequential
Pay Classes

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

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

- *Group 6*

The Group 6 Principal Distribution Amount to FD until retired.

} Structured
Collateral/
Pass-Through
Class

The “Group 6 Principal Distribution Amount” is the principal then paid on the Group 6 Underlying REMIC Certificate.

Structuring Assumptions

Pricing Assumptions. Except where otherwise noted, the information in the tables in this prospectus supplement has been prepared based on the actual characteristics of each pool of Mortgage Loans backing the Group 6 Underlying REMIC Certificate and the following assumptions (such characteristics and assumptions, collectively, the “Pricing Assumptions”):

- the Mortgage Loans underlying the Trust MBS have the original terms to maturity, remaining terms to maturity, loan ages and interest rates specified under “Summary—Group 1, Group 2, Group 3, Group 4 and Group 5—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 March 30, 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 Range” or at the “Structuring Speed” specified in the chart below. The “Effective Range” for an Aggregate Group or a Class is the range of prepayment rates (measured by *constant* PSA rates) that would reduce that Aggregate Group or Class 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 Aggregate Group I, we expect that the effective ranges for those Classes would not be narrower than that shown below for Aggregate Group I.

<u>Groups and Class</u>	<u>Structuring Ranges and Speed</u>	<u>Initial Effective Ranges</u>
Aggregate Group I Planned Balances	Between 125% and 275% PSA	Between 125% and 275% PSA
Aggregate Group II Targeted Balances	175% PSA	—
GD Class Scheduled Balances	Between 165% and 250% PSA	(1)

(1) The Scheduled Balances for the GD Class were structured between 165% and 250% PSA, but do not hold at certain percentages of PSA within that range.

The Aggregate Groups listed above consist of the following Classes:

Aggregate Group I	DA, DB and DC
Aggregate Group II	GD, DF and DS

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

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

If you are considering the purchase of a PAC, TAC or Scheduled 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 or a Class to its scheduled balance in any month. As a result, the likelihood of reducing an Aggregate Group or a Class 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 or Class 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 applicable Aggregate Group and Class 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 an Aggregate Group or a Class that has scheduled balances will be supported by one or more other Classes. When the supporting Classes are retired, the Aggregate Group and Class receiving the benefit of that support, if still outstanding, may no

longer have an Effective Range and will be much more sensitive to prepayments of the related Mortgage Loans.

Yield Tables

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

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

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

We cannot assure you that

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

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

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

The Inverse Floating Rate Classes. **The yields on the Inverse Floating Rate Classes will be sensitive in varying degrees to the rate of principal payments, including prepayments, of the related Mortgage Loans and to the level of the Index. The Mortgage Loans generally can be prepaid at any time without penalty. In addition, the rate of principal payments (including prepayments) of the Mortgage Loans is likely to vary, and may vary considerably, from pool to pool. As illustrated in the applicable tables below, it is possible that investors in the SA, NS, DI, IE and ID 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>
SA	11.50000%
DS	100.00000%
NS	10.00000%
BS	83.09375%
DI	0.06250%
IE	1.00000%
ID	1.06250%

* 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 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>297%</u>	<u>500%</u>	<u>700%</u>	<u>1000%</u>
0.12%.....	53.7%	50.2%	35.2%	18.2%	1.7%	(21.0)%
0.23%.....	52.5%	49.1%	33.9%	16.9%	0.3%	(22.5)%
2.23%.....	31.5%	27.7%	10.4%	(8.7)%	(26.6)%	(50.0)%
4.23%.....	10.0%	5.4%	(15.8)%	(38.2)%	(57.9)%	(82.1)%
6.55%.....	*	*	*	*	*	*

**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>125%</u>	<u>165%</u>	<u>175%</u>	<u>200%</u>	<u>250%</u>	<u>275%</u>	<u>600%</u>	<u>900%</u>	<u>1200%</u>	<u>1500%</u>
0.12%.....	17.7%	17.7%	17.7%	17.7%	17.7%	17.7%	17.7%	17.7%	17.7%	17.7%	17.7%	17.6%
0.23%.....	17.3%	17.3%	17.3%	17.3%	17.3%	17.3%	17.3%	17.3%	17.3%	17.3%	17.3%	17.3%
2.23%.....	10.3%	10.3%	10.3%	10.4%	10.4%	10.4%	10.4%	10.5%	10.8%	11.1%	11.3%	11.5%
4.23%.....	3.5%	3.5%	3.5%	3.5%	3.5%	3.5%	3.7%	3.8%	4.5%	5.0%	5.4%	5.8%
5.25%.....	0.1%	0.1%	0.1%	0.1%	0.1%	0.1%	0.3%	0.5%	1.3%	1.9%	2.4%	2.9%

**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>314%</u>	<u>550%</u>	<u>800%</u>	<u>1100%</u>	<u>1400%</u>
0.1200%.....	65.5%	60.8%	38.1%	6.4%	(35.0)%	(92.6)%	*
0.2325%.....	64.1%	59.4%	36.8%	5.1%	(36.3)%	(93.7)%	*
2.2325%.....	40.3%	35.9%	13.4%	(19.1)%	(60.1)%	*	*
4.2325%.....	17.0%	12.6%	(11.7)%	(46.4)%	(87.5)%	*	*
6.5500%.....	*	*	*	*	*	*	*

**Sensitivity of the BS 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>297%</u>	<u>500%</u>	<u>700%</u>	<u>1000%</u>
0.120%.....	14.1%	14.2%	15.0%	16.0%	17.0%	18.6%
0.233%.....	13.8%	13.9%	14.7%	15.7%	16.7%	18.3%
2.233%.....	8.3%	8.5%	9.3%	10.4%	11.4%	13.1%
4.233%.....	3.1%	3.3%	4.1%	5.2%	6.3%	7.9%
5.150%.....	0.8%	0.9%	1.8%	2.9%	4.0%	5.6%

**Sensitivity of the DI 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>400%</u>	<u>700%</u>	<u>1100%</u>	<u>1500%</u>	<u>2100%</u>
6.400% and below	88.4%	84.1%	75.4%	56.9%	26.1%	(24.3)%	*	*
6.425%	39.3%	35.7%	28.3%	12.6%	(13.5)%	(56.2)%	*	*
6.450%	*	*	*	*	*	*	*	*

**Sensitivity of the IE 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>400%</u>	<u>700%</u>	<u>1100%</u>	<u>1500%</u>	<u>2100%</u>
5.78%	64.8%	60.8%	52.7%	35.6%	7.0%	(39.7)%	*	*
6.09%	28.4%	24.9%	17.8%	2.7%	(22.3)%	(63.3)%	*	*
6.40% and above	*	*	*	*	*	*	*	*

**Sensitivity of the ID 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>400%</u>	<u>700%</u>	<u>1100%</u>	<u>1500%</u>	<u>2100%</u>
5.780%	66.1%	62.2%	54.0%	36.8%	8.1%	(38.8)%	*	*
6.115%	29.0%	25.5%	18.4%	3.3%	(21.8)%	(62.8)%	*	*
6.450%	*	*	*	*	*	*	*	*

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

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

<u>Class</u>	<u>Price</u>
BO.....	93.359375%

Sensitivity of the BO Class to Prepayments

	PSA Prepayment Assumption					
	<u>50%</u>	<u>100%</u>	<u>297%</u>	<u>500%</u>	<u>700%</u>	<u>1000%</u>
Pre-Tax Yields to Maturity	0.8%	1.1%	2.2%	3.2%	4.0%	5.0%

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

<u>Class</u>	<u>% PSA</u>
BI	467%

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 table has been prepared on the basis of the Pricing Assumptions and the assumption that the aggregate purchase price of the Fixed Rate Interest Only Class (expressed as a percentage of the original principal balance) is as follows:

<u>Class</u>	<u>Price*</u>
BI	9.921875%

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

Sensitivity of the BI Class to Prepayments

	PSA Prepayment Assumption					
	<u>50%</u>	<u>100%</u>	<u>297%</u>	<u>500%</u>	<u>700%</u>	<u>1000%</u>
Pre-Tax Yields to Maturity	41.3%	37.0%	17.5%	(3.2)%	(21.6)%	(44.8)%

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 2, Group 3, Group 4 and Group 5 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 Terms to Maturity</u>	<u>Remaining Terms to Maturity</u>	<u>Interest Rates</u>
Group 1 MBS	240 months	240 months	7.00%
Group 2 MBS	360 months	360 months	7.00%
Group 3 MBS	240 months	240 months	7.50%
Group 4 MBS	360 months	360 months	7.50%
Group 5 MBS	360 months	360 months	7.00%
Group 6 Underlying REMIC Certificate	360 months	342 months	9.50%

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	AE, CE, FA, SA† and MB Classes						AY and CY Classes					
	PSA Prepayment Assumption						PSA Prepayment Assumption					
	0%	100%	297%	500%	700%	1000%	0%	100%	297%	500%	700%	1000%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100
March 2011	97	93	88	83	78	70	100	100	100	100	100	100
March 2012	94	84	70	55	42	24	100	100	100	100	100	100
March 2013	90	74	49	29	12	0	100	100	100	100	100	73
March 2014	87	64	33	10	0	0	100	100	100	100	80	28
March 2015	83	55	20	0	0	0	100	100	100	92	44	11
March 2016	78	46	10	0	0	0	100	100	100	62	24	4
March 2017	74	38	2	0	0	0	100	100	100	41	13	2
March 2018	69	31	0	0	0	0	100	100	82	27	7	1
March 2019	63	24	0	0	0	0	100	100	63	18	4	*
March 2020	58	17	0	0	0	0	100	100	48	11	2	*
March 2021	52	11	0	0	0	0	100	100	36	7	1	*
March 2022	45	5	0	0	0	0	100	100	27	5	1	*
March 2023	38	0	0	0	0	0	100	100	20	3	*	*
March 2024	31	0	0	0	0	0	100	82	14	2	*	*
March 2025	23	0	0	0	0	0	100	65	10	1	*	*
March 2026	14	0	0	0	0	0	100	49	6	1	*	*
March 2027	5	0	0	0	0	0	100	34	4	*	*	*
March 2028	0	0	0	0	0	0	81	21	2	*	*	*
March 2029	0	0	0	0	0	0	42	8	1	*	*	*
March 2030	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	10.5	5.9	3.2	2.3	1.8	1.4	18.8	16.1	10.7	7.2	5.3	3.7

Date	BA Class						VB Class					
	PSA Prepayment Assumption						PSA Prepayment Assumption					
	0%	100%	297%	500%	700%	1000%	0%	100%	297%	500%	700%	1000%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100
March 2011	98	94	86	78	70	58	93	93	93	93	93	93
March 2012	97	84	64	44	26	2	85	85	85	85	85	85
March 2013	95	74	42	15	0	0	77	77	77	77	30	0
March 2014	93	65	25	0	0	0	69	69	69	31	0	0
March 2015	91	56	10	0	0	0	61	61	61	0	0	0
March 2016	89	47	0	0	0	0	52	52	42	0	0	0
March 2017	87	39	0	0	0	0	42	42	0	0	0	0
March 2018	84	32	0	0	0	0	32	32	0	0	0	0
March 2019	82	25	0	0	0	0	22	22	0	0	0	0
March 2020	79	19	0	0	0	0	11	11	0	0	0	0
March 2021	76	13	0	0	0	0	*	*	0	0	0	0
March 2022	73	7	0	0	0	0	0	0	0	0	0	0
March 2023	69	2	0	0	0	0	0	0	0	0	0	0
March 2024	65	0	0	0	0	0	0	0	0	0	0	0
March 2025	61	0	0	0	0	0	0	0	0	0	0	0
March 2026	57	0	0	0	0	0	0	0	0	0	0	0
March 2027	53	0	0	0	0	0	0	0	0	0	0	0
March 2028	48	0	0	0	0	0	0	0	0	0	0	0
March 2029	42	0	0	0	0	0	0	0	0	0	0	0
March 2030	37	0	0	0	0	0	0	0	0	0	0	0
March 2031	31	0	0	0	0	0	0	0	0	0	0	0
March 2032	24	0	0	0	0	0	0	0	0	0	0	0
March 2033	17	0	0	0	0	0	0	0	0	0	0	0
March 2034	9	0	0	0	0	0	0	0	0	0	0	0
March 2035	1	0	0	0	0	0	0	0	0	0	0	0
March 2036	0	0	0	0	0	0	0	0	0	0	0	0
March 2037	0	0	0	0	0	0	0	0	0	0	0	0
March 2038	0	0	0	0	0	0	0	0	0	0	0	0
March 2039	0	0	0	0	0	0	0	0	0	0	0	0
March 2040	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	16.1	6.1	2.8	1.9	1.5	1.1	6.0	6.0	4.7	3.4	2.7	2.0

* 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	VC Class						ZA Class					
	PSA Prepayment Assumption						PSA Prepayment Assumption					
	0%	100%	297%	500%	700%	1000%	0%	100%	297%	500%	700%	1000%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100
March 2011	100	100	100	100	100	100	105	105	105	105	105	105
March 2012	100	100	100	100	100	100	109	109	109	109	109	109
March 2013	100	100	100	100	100	0	114	114	114	114	114	103
March 2014	100	100	100	100	5	0	120	120	120	120	120	40
March 2015	100	100	100	34	0	0	125	125	125	125	71	16
March 2016	100	100	100	0	0	0	131	131	131	105	40	6
March 2017	100	100	68	0	0	0	137	137	137	72	23	2
March 2018	100	100	15	0	0	0	143	143	143	49	13	1
March 2019	100	100	0	0	0	0	150	150	125	33	7	*
March 2020	100	100	0	0	0	0	157	157	99	23	4	*
March 2021	100	100	0	0	0	0	164	164	79	15	2	*
March 2022	91	91	0	0	0	0	171	171	63	10	1	*
March 2023	82	82	0	0	0	0	179	179	50	7	1	*
March 2024	72	53	0	0	0	0	188	188	39	5	*	*
March 2025	62	15	0	0	0	0	196	196	31	3	*	*
March 2026	51	0	0	0	0	0	205	186	24	2	*	*
March 2027	40	0	0	0	0	0	215	166	19	1	*	*
March 2028	29	0	0	0	0	0	224	146	14	1	*	*
March 2029	16	0	0	0	0	0	235	128	11	1	*	*
March 2030	4	0	0	0	0	0	246	111	8	*	*	*
March 2031	0	0	0	0	0	0	249	96	6	*	*	*
March 2032	0	0	0	0	0	0	249	81	5	*	*	*
March 2033	0	0	0	0	0	0	249	67	3	*	*	0
March 2034	0	0	0	0	0	0	249	55	2	*	*	0
March 2035	0	0	0	0	0	0	249	43	2	*	*	0
March 2036	0	0	0	0	0	0	211	32	1	*	*	0
March 2037	0	0	0	0	0	0	164	21	1	*	*	0
March 2038	0	0	0	0	0	0	113	12	*	*	*	0
March 2039	0	0	0	0	0	0	59	3	*	*	*	0
March 2040	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	16.0	13.9	7.4	4.8	3.6	2.6	27.7	21.3	12.6	8.1	5.9	4.0

Date	VA Class						BY Class					
	PSA Prepayment Assumption						PSA Prepayment Assumption					
	0%	100%	297%	500%	700%	1000%	0%	100%	297%	500%	700%	1000%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100
March 2011	97	97	97	97	97	97	100	100	100	100	100	100
March 2012	94	94	94	94	94	94	100	100	100	100	100	100
March 2013	90	90	90	90	70	0	100	100	100	100	88	41
March 2014	87	87	87	70	3	0	100	100	100	90	50	16
March 2015	83	83	83	19	0	0	100	100	100	62	28	6
March 2016	79	79	75	0	0	0	100	100	97	42	16	2
March 2017	75	75	39	0	0	0	100	100	78	29	9	1
March 2018	71	71	8	0	0	0	100	100	63	20	5	*
March 2019	66	66	0	0	0	0	100	100	50	13	3	*
March 2020	62	62	0	0	0	0	100	100	40	9	2	*
March 2021	57	57	0	0	0	0	100	100	32	6	1	*
March 2022	52	52	0	0	0	0	100	100	25	4	1	*
March 2023	47	47	0	0	0	0	100	100	20	3	*	*
March 2024	41	30	0	0	0	0	100	93	16	2	*	*
March 2025	35	8	0	0	0	0	100	84	12	1	*	*
March 2026	29	0	0	0	0	0	100	75	10	1	*	*
March 2027	23	0	0	0	0	0	100	67	8	1	*	*
March 2028	16	0	0	0	0	0	100	59	6	*	*	*
March 2029	9	0	0	0	0	0	100	52	4	*	*	*
March 2030	2	0	0	0	0	0	100	45	3	*	*	*
March 2031	0	0	0	0	0	0	100	39	3	*	*	*
March 2032	0	0	0	0	0	0	100	33	2	*	*	0
March 2033	0	0	0	0	0	0	100	27	1	*	*	0
March 2034	0	0	0	0	0	0	100	22	1	*	*	0
March 2035	0	0	0	0	0	0	100	17	1	*	*	0
March 2036	0	0	0	0	0	0	85	13	*	*	*	0
March 2037	0	0	0	0	0	0	66	9	*	*	*	0
March 2038	0	0	0	0	0	0	46	5	*	*	*	0
March 2039	0	0	0	0	0	0	24	1	*	*	*	0
March 2040	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	11.7	10.5	6.2	4.2	3.2	2.4	27.7	19.9	10.2	6.4	4.6	3.1

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

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

Date	DA Class											
	PSA Prepayment Assumption											
	0%	100%	125%	165%	175%	200%	250%	275%	600%	900%	1200%	1500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100
March 2011	97	94	93	93	93	93	93	93	93	93	92	83
March 2012	94	83	81	81	81	81	81	81	73	51	31	12
March 2013	90	71	67	67	67	67	67	67	39	13	0	0
March 2014	85	59	54	54	54	54	54	54	17	0	0	0
March 2015	81	48	42	42	42	42	42	42	4	0	0	0
March 2016	76	38	31	31	31	31	31	31	0	0	0	0
March 2017	71	28	21	21	21	21	21	21	0	0	0	0
March 2018	65	19	13	13	13	13	13	13	0	0	0	0
March 2019	59	11	6	6	6	6	6	6	0	0	0	0
March 2020	52	3	1	1	1	1	1	1	0	0	0	0
March 2021	45	0	0	0	0	0	0	0	0	0	0	0
March 2022	37	0	0	0	0	0	0	0	0	0	0	0
March 2023	29	0	0	0	0	0	0	0	0	0	0	0
March 2024	20	0	0	0	0	0	0	0	0	0	0	0
March 2025	10	0	0	0	0	0	0	0	0	0	0	0
March 2026	0	0	0	0	0	0	0	0	0	0	0	0
March 2027	0	0	0	0	0	0	0	0	0	0	0	0
March 2028	0	0	0	0	0	0	0	0	0	0	0	0
March 2029	0	0	0	0	0	0	0	0	0	0	0	0
March 2030	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	9.6	5.1	4.6	4.6	4.6	4.6	4.6	4.6	2.8	2.1	1.7	1.5

Date	DB Class											
	PSA Prepayment Assumption											
	0%	100%	125%	165%	175%	200%	250%	275%	600%	900%	1200%	1500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100
March 2011	100	100	100	100	100	100	100	100	100	100	100	100
March 2012	100	100	100	100	100	100	100	100	100	100	100	100
March 2013	100	100	100	100	100	100	100	100	100	100	65	0
March 2014	100	100	100	100	100	100	100	100	100	68	0	0
March 2015	100	100	100	100	100	100	100	100	100	7	0	0
March 2016	100	100	100	100	100	100	100	100	100	64	0	0
March 2017	100	100	100	100	100	100	100	100	23	0	0	0
March 2018	100	100	100	100	100	100	100	100	0	0	0	0
March 2019	100	100	100	100	100	100	100	100	0	0	0	0
March 2020	100	100	100	100	100	100	100	100	0	0	0	0
March 2021	100	73	73	73	73	73	73	73	0	0	0	0
March 2022	100	45	45	45	45	45	45	45	0	0	0	0
March 2023	100	23	23	23	23	23	23	23	0	0	0	0
March 2024	100	6	6	6	6	6	6	6	0	0	0	0
March 2025	100	0	0	0	0	0	0	0	0	0	0	0
March 2026	94	0	0	0	0	0	0	0	0	0	0	0
March 2027	4	0	0	0	0	0	0	0	0	0	0	0
March 2028	0	0	0	0	0	0	0	0	0	0	0	0
March 2029	0	0	0	0	0	0	0	0	0	0	0	0
March 2030	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	16.5	12.0	12.0	12.0	12.0	12.0	12.0	12.0	6.4	4.3	3.2	2.5

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

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

Date	DC Class											
	PSA Prepayment Assumption											
	0%	100%	125%	165%	175%	200%	250%	275%	600%	900%	1200%	1500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100
March 2011	100	100	100	100	100	100	100	100	100	100	100	100
March 2012	100	100	100	100	100	100	100	100	100	100	100	100
March 2013	100	100	100	100	100	100	100	100	100	100	100	59
March 2014	100	100	100	100	100	100	100	100	100	100	70	6
March 2015	100	100	100	100	100	100	100	100	100	100	19	1
March 2016	100	100	100	100	100	100	100	100	100	100	52	5
March 2017	100	100	100	100	100	100	100	100	100	23	1	*
March 2018	100	100	100	100	100	100	100	100	95	10	*	*
March 2019	100	100	100	100	100	100	100	100	57	4	*	*
March 2020	100	100	100	100	100	100	100	100	34	2	*	*
March 2021	100	100	100	100	100	100	100	100	20	1	*	0
March 2022	100	100	100	100	100	100	100	100	11	*	*	0
March 2023	100	100	100	100	100	100	100	100	7	*	*	0
March 2024	100	100	100	100	100	100	100	100	4	*	*	0
March 2025	100	81	81	81	81	81	81	81	2	*	*	0
March 2026	100	54	54	54	54	54	54	54	1	*	*	0
March 2027	100	33	33	33	33	33	33	33	*	*	*	0
March 2028	18	18	18	18	18	18	18	18	*	*	0	0
March 2029	6	6	6	6	6	6	6	6	*	*	0	0
March 2030	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	17.5	16.4	16.4	16.4	16.4	16.4	16.4	16.4	9.8	6.4	4.5	3.2

Date	GD Class											
	PSA Prepayment Assumption											
	0%	100%	125%	165%	175%	200%	250%	275%	600%	900%	1200%	1500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100
March 2011	94	89	89	81	81	81	81	81	81	52	0	0
March 2012	92	88	87	66	66	66	66	66	0	0	0	0
March 2013	91	86	86	49	49	49	49	49	0	0	0	0
March 2014	89	85	84	36	36	36	36	31	0	0	0	0
March 2015	87	83	82	27	27	27	27	10	0	0	0	0
March 2016	86	81	81	20	20	20	20	1	0	0	0	0
March 2017	84	79	78	18	18	18	18	0	0	0	0	0
March 2018	82	77	71	16	16	16	16	0	0	0	0	0
March 2019	80	75	58	13	13	13	13	0	0	0	0	0
March 2020	78	73	42	11	11	11	11	0	0	0	0	0
March 2021	75	65	24	8	8	8	8	0	0	0	0	0
March 2022	73	42	5	5	5	5	5	0	0	0	0	0
March 2023	70	17	3	3	3	3	3	0	0	0	0	0
March 2024	68	1	1	1	0	1	1	0	0	0	0	0
March 2025	65	0	0	0	0	0	0	0	0	0	0	0
March 2026	62	0	0	0	0	0	0	0	0	0	0	0
March 2027	59	0	0	0	0	0	0	0	0	0	0	0
March 2028	11	0	0	0	0	0	0	0	0	0	0	0
March 2029	0	0	0	0	0	0	0	0	0	0	0	0
March 2030	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	14.0	9.9	8.4	4.0	4.0	4.0	4.0	2.9	1.3	0.9	0.8	0.6

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

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

DF, DS and GE Classes

Date	PSA Prepayment Assumption											
	0%	100%	125%	165%	175%	200%	250%	275%	600%	900%	1200%	1500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100
March 2011	100	100	100	100	98	98	98	98	34	0	0	0
March 2012	100	100	100	100	93	93	81	65	0	0	0	0
March 2013	100	100	100	100	89	89	46	20	0	0	0	0
March 2014	100	100	100	100	86	86	25	0	0	0	0	0
March 2015	100	100	100	100	84	84	14	0	0	0	0	0
March 2016	100	100	100	100	82	83	10	0	0	0	0	0
March 2017	100	100	100	97	79	81	10	0	0	0	0	0
March 2018	100	100	100	90	72	77	10	0	0	0	0	0
March 2019	100	100	100	79	62	72	10	0	0	0	0	0
March 2020	100	100	100	66	50	65	10	0	0	0	0	0
March 2021	100	100	100	52	37	58	10	0	0	0	0	0
March 2022	100	100	98	36	23	51	10	0	0	0	0	0
March 2023	100	100	75	20	9	44	10	0	0	0	0	0
March 2024	100	89	51	4	0	36	10	0	0	0	0	0
March 2025	100	57	25	0	0	28	9	0	0	0	0	0
March 2026	100	25	0	0	0	19	6	0	0	0	0	0
March 2027	100	0	0	0	0	11	4	0	0	0	0	0
March 2028	100	0	0	0	0	4	2	0	0	0	0	0
March 2029	16	0	0	0	0	0	1	0	0	0	0	0
March 2030	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	18.7	15.2	14.0	11.0	9.2	11.3	4.3	2.4	0.9	0.6	0.5	0.4

DZ Class

Date	PSA Prepayment Assumption											
	0%	100%	125%	165%	175%	200%	250%	275%	600%	900%	1200%	1500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100
March 2011	105	105	105	105	105	88	53	36	0	0	0	0
March 2012	110	110	110	110	110	61	0	0	0	0	0	0
March 2013	116	116	116	116	116	34	0	0	0	0	0	0
March 2014	122	122	122	122	122	17	0	0	0	0	0	0
March 2015	128	128	128	128	128	10	0	0	0	0	0	0
March 2016	135	135	135	135	135	9	0	0	0	0	0	0
March 2017	142	142	142	142	142	10	0	0	0	0	0	0
March 2018	149	149	149	149	149	10	0	0	0	0	0	0
March 2019	157	157	157	157	157	11	0	0	0	0	0	0
March 2020	165	165	165	165	165	12	0	0	0	0	0	0
March 2021	173	173	173	173	173	12	0	0	0	0	0	0
March 2022	182	182	182	182	182	13	0	0	0	0	0	0
March 2023	191	191	191	191	191	13	0	0	0	0	0	0
March 2024	201	201	201	201	187	14	0	0	0	0	0	0
March 2025	211	211	211	171	147	15	0	0	0	0	0	0
March 2026	222	222	219	128	110	16	0	0	0	0	0	0
March 2027	234	210	154	88	76	16	0	0	0	0	0	0
March 2028	246	127	92	52	44	17	0	0	0	0	0	0
March 2029	258	46	33	18	15	10	0	0	0	0	0	0
March 2030	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	19.6	18.2	17.7	16.8	16.5	5.1	1.0	0.8	0.3	0.2	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.

Date	DE Class											
	PSA Prepayment Assumption											
	0%	100%	125%	165%	175%	200%	250%	275%	600%	900%	1200%	1500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100
March 2011	100	100	100	100	100	100	100	100	100	100	100	100
March 2012	100	100	100	100	100	100	100	100	100	100	100	100
March 2013	100	100	100	100	100	100	100	100	100	100	75	17
March 2014	100	100	100	100	100	100	100	100	100	77	20	2
March 2015	100	100	100	100	100	100	100	100	100	34	5	*
March 2016	100	100	100	100	100	100	100	100	74	15	1	*
March 2017	100	100	100	100	100	100	100	100	45	6	*	*
March 2018	100	100	100	100	100	100	100	100	27	3	*	*
March 2019	100	100	100	100	100	100	100	100	16	1	*	*
March 2020	100	100	100	100	100	100	100	100	10	1	*	*
March 2021	100	80	80	80	80	80	80	80	6	*	*	0
March 2022	100	61	61	61	61	61	61	61	3	*	*	0
March 2023	100	45	45	45	45	45	45	45	2	*	*	0
March 2024	100	33	33	33	33	33	33	33	1	*	*	0
March 2025	100	23	23	23	23	23	23	23	1	*	*	0
March 2026	96	15	15	15	15	15	15	15	*	*	*	0
March 2027	31	10	10	10	10	10	10	10	*	*	0	0
March 2028	5	5	5	5	5	5	5	5	*	*	0	0
March 2029	2	2	2	2	2	2	2	2	*	*	0	0
March 2030	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	16.8	13.3	13.3	13.3	13.3	13.3	13.3	13.3	7.4	4.9	3.6	2.7

Date	CG Class											
	PSA Prepayment Assumption											
	0%	100%	125%	165%	175%	200%	250%	275%	600%	900%	1200%	1500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100
March 2011	98	96	95	92	91	88	84	82	52	25	0	0
March 2012	98	96	95	85	82	76	63	57	0	0	0	0
March 2013	98	96	95	77	73	62	41	31	0	0	0	0
March 2014	98	96	95	72	66	53	27	15	0	0	0	0
March 2015	98	96	95	68	62	46	18	5	0	0	0	0
March 2016	98	96	95	66	59	43	14	1	0	0	0	0
March 2017	98	96	95	65	58	41	13	0	0	0	0	0
March 2018	98	96	92	62	55	39	12	0	0	0	0	0
March 2019	98	96	87	57	51	36	10	0	0	0	0	0
March 2020	98	96	80	52	46	32	9	0	0	0	0	0
March 2021	98	93	73	46	41	28	8	0	0	0	0	0
March 2022	98	83	64	40	35	24	7	0	0	0	0	0
March 2023	98	72	55	34	30	20	5	0	0	0	0	0
March 2024	98	61	46	28	24	16	4	0	0	0	0	0
March 2025	98	50	37	22	19	13	3	0	0	0	0	0
March 2026	98	38	29	17	14	9	2	0	0	0	0	0
March 2027	98	27	20	11	10	6	2	0	0	0	0	0
March 2028	76	16	12	7	6	4	1	0	0	0	0	0
March 2029	40	6	4	2	2	1	*	0	0	0	0	0
March 2030	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	18.3	14.5	13.2	9.5	8.7	6.9	3.7	2.4	1.0	0.7	0.6	0.5

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

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

NA, NF, NS†, NB, NC, NE, NH and NK Classes

Date	PSA Prepayment Assumption						
	0%	100%	314%	550%	800%	1100%	1400%
Initial Percent	100	100	100	100	100	100	100
March 2011	99	91	77	61	44	24	4
March 2012	98	82	58	35	15	0	0
March 2013	97	74	43	18	1	0	0
March 2014	95	67	31	7	0	0	0
March 2015	94	60	21	0	0	0	0
March 2016	92	53	14	0	0	0	0
March 2017	91	47	8	0	0	0	0
March 2018	89	41	3	0	0	0	0
March 2019	87	36	0	0	0	0	0
March 2020	85	31	0	0	0	0	0
March 2021	83	26	0	0	0	0	0
March 2022	80	21	0	0	0	0	0
March 2023	78	17	0	0	0	0	0
March 2024	75	13	0	0	0	0	0
March 2025	72	9	0	0	0	0	0
March 2026	69	6	0	0	0	0	0
March 2027	65	3	0	0	0	0	0
March 2028	61	0	0	0	0	0	0
March 2029	57	0	0	0	0	0	0
March 2030	53	0	0	0	0	0	0
March 2031	48	0	0	0	0	0	0
March 2032	43	0	0	0	0	0	0
March 2033	38	0	0	0	0	0	0
March 2034	32	0	0	0	0	0	0
March 2035	26	0	0	0	0	0	0
March 2036	19	0	0	0	0	0	0
March 2037	12	0	0	0	0	0	0
March 2038	4	0	0	0	0	0	0
March 2039	0	0	0	0	0	0	0
March 2040	0	0	0	0	0	0	0
Weighted Average Life (years)**	18.9	7.3	3.0	1.7	1.1	0.7	0.4

DY Class

Date	PSA Prepayment Assumption						
	0%	100%	314%	550%	800%	1100%	1400%

A Class

Date	PSA Prepayment Assumption					
	0%	100%	297%	500%	700%	1000%

AB, BK, BC, BE, BG, BH, BO and BI† Classes

Date	PSA Prepayment Assumption					
	0%	100%	297%	500%	700%	1000%

Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
March 2011	100	100	100	100	100	100	100	99	96	91	86	81	74	99	95	90	84	79	70
March 2012	100	100	100	100	100	89	20	97	89	74	60	47	29	97	87	71	55	40	19
March 2013	100	100	100	100	100	30	3	96	80	55	33	16	0	95	77	48	24	4	0
March 2014	100	100	100	100	54	10	*	94	72	39	15	0	0	93	67	30	2	0	0
March 2015	100	100	100	96	27	3	*	93	64	26	2	0	0	91	59	16	0	0	0
March 2016	100	100	100	62	14	1	*	91	57	16	0	0	0	89	50	4	0	0	0
March 2017	100	100	100	40	7	*	*	89	50	8	0	0	0	87	42	0	0	0	0
March 2018	100	100	100	26	3	*	*	87	43	1	0	0	0	85	35	0	0	0	0
March 2019	100	100	94	17	2	*	*	84	38	0	0	0	0	82	28	0	0	0	0
March 2020	100	100	73	11	1	*	*	82	32	0	0	0	0	79	22	0	0	0	0
March 2021	100	100	56	7	*	*	0	79	27	0	0	0	0	76	16	0	0	0	0
March 2022	100	100	43	4	*	*	0	77	22	0	0	0	0	73	10	0	0	0	0
March 2023	100	100	33	3	*	*	0	74	17	0	0	0	0	70	5	0	0	0	0
March 2024	100	100	25	2	*	*	0	71	13	0	0	0	0	66	*	0	0	0	0
March 2025	100	100	18	1	*	*	0	67	9	0	0	0	0	62	0	0	0	0	0
March 2026	100	100	14	1	*	*	0	63	5	0	0	0	0	58	0	0	0	0	0
March 2027	100	100	10	*	*	*	0	60	2	0	0	0	0	54	0	0	0	0	0
March 2028	100	97	7	*	*	*	0	55	0	0	0	0	0	49	0	0	0	0	0
March 2029	100	77	5	*	*	0	0	51	0	0	0	0	0	44	0	0	0	0	0
March 2030	100	58	3	*	*	0	0	46	0	0	0	0	0	38	0	0	0	0	0
March 2031	100	41	2	*	*	0	0	41	0	0	0	0	0	32	0	0	0	0	0
March 2032	100	24	1	*	*	0	0	35	0	0	0	0	0	26	0	0	0	0	0
March 2033	100	9	*	*	*	0	0	29	0	0	0	0	0	19	0	0	0	0	0
March 2034	100	0	0	0	0	0	0	23	0	0	0	0	0	11	0	0	0	0	0
March 2035	100	0	0	0	0	0	0	16	0	0	0	0	0	4	0	0	0	0	0
March 2036	100	0	0	0	0	0	0	9	0	0	0	0	0	0	0	0	0	0	0
March 2037	100	0	0	0	0	0	0	1	0	0	0	0	0	0	0	0	0	0	0
March 2038	100	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
March 2039	65	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
March 2040	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	29.3	20.6	12.4	7.2	4.6	2.8	1.7	17.6	7.7	3.6	2.5	2.0	1.6	16.3	6.5	3.1	2.2	1.7	1.4

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

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

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

Date	BF and BS Classes						AZ Class					
	PSA Prepayment Assumption						PSA Prepayment Assumption					
	0%	100%	297%	500%	700%	1000%	0%	100%	297%	500%	700%	1000%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100
March 2011	100	100	100	100	100	100	105	105	105	105	105	105
March 2012	100	100	100	100	100	100	109	109	109	109	109	109
March 2013	100	100	100	100	100	60	114	114	114	114	114	114
March 2014	100	100	100	100	65	24	120	120	120	120	120	120
March 2015	100	100	100	76	37	9	125	125	125	125	125	125
March 2016	100	100	100	52	21	4	131	131	131	131	131	131
March 2017	100	100	89	36	12	1	137	137	137	137	137	137
March 2018	100	100	74	25	7	1	143	143	143	143	143	143
March 2019	100	100	59	17	4	*	150	150	150	150	150	150
March 2020	100	100	47	11	2	*	157	157	157	157	157	157
March 2021	100	100	38	8	1	*	164	164	164	164	164	164
March 2022	100	100	30	5	1	0	171	171	171	171	171	171
March 2023	100	100	24	4	*	*	179	179	179	179	179	179
March 2024	100	100	19	2	*	0	188	188	188	188	188	27
March 2025	100	92	15	2	*	0	196	196	196	196	196	10
March 2026	100	84	12	1	*	0	205	205	205	205	205	4
March 2027	100	76	9	1	*	0	215	215	215	215	215	1
March 2028	100	68	7	*	*	0	224	224	224	224	224	1
March 2029	100	60	5	*	0	0	235	235	235	235	154	*
March 2030	100	52	4	*	0	0	246	246	246	246	83	*
March 2031	100	45	3	*	0	0	257	257	257	257	44	*
March 2032	100	38	2	*	0	0	269	269	269	269	23	*
March 2033	100	32	2	*	0	0	281	281	281	281	12	*
March 2034	100	26	1	*	0	0	294	294	294	294	6	*
March 2035	100	21	1	0	0	0	307	307	307	260	3	*
March 2036	91	16	1	0	0	0	321	321	321	147	1	*
March 2037	73	11	*	0	0	0	336	336	336	76	1	*
March 2038	51	7	*	0	0	0	352	352	352	34	*	*
March 2039	26	3	*	0	0	0	368	368	368	10	*	*
March 2040	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	28.0	20.8	10.9	6.9	5.0	3.5	30.0	29.7	29.5	26.3	20.0	13.1

Date	FD, DI†, IE†, FE and ID† Classes							
	PSA Prepayment Assumption							
	0%	100%	200%	400%	700%	1100%	1500%	2100%
Initial Percent	100	100	100	100	100	100	100	100
March 2011	99	93	87	75	57	34	10	0
March 2012	98	86	75	56	33	11	1	0
March 2013	98	80	65	42	19	4	*	0
March 2014	97	74	56	31	11	1	*	0
March 2015	96	68	49	23	6	*	*	0
March 2016	94	62	42	17	3	*	*	0
March 2017	93	57	36	13	2	*	*	0
March 2018	92	53	31	10	1	*	0	0
March 2019	90	48	27	7	1	*	0	0
March 2020	89	44	23	5	*	*	0	0
March 2021	87	40	19	4	*	*	0	0
March 2022	85	36	16	3	*	*	0	0
March 2023	82	32	14	2	*	*	0	0
March 2024	80	29	12	1	*	*	0	0
March 2025	77	26	10	1	*	*	0	0
March 2026	74	23	8	1	*	*	0	0
March 2027	71	20	6	1	*	0	0	0
March 2028	68	17	5	*	*	0	0	0
March 2029	64	15	4	*	*	0	0	0
March 2030	59	12	3	*	*	0	0	0
March 2031	54	10	2	*	*	0	0	0
March 2032	49	8	2	*	*	0	0	0
March 2033	44	5	1	*	*	0	0	0
March 2034	37	3	1	*	*	0	0	0
March 2035	30	2	*	*	*	0	0	0
March 2036	23	0	0	0	0	0	0	0
March 2037	14	0	0	0	0	0	0	0
March 2038	5	0	0	0	0	0	0	0
March 2039	0	0	0	0	0	0	0	0
March 2040	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	20.0	9.9	6.5	3.4	1.8	0.9	0.5	0.1

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

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

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

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

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

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

<u>Group</u>	<u>Prepayment Assumption</u>
1	297% PSA
2	297% PSA
3	200% PSA
4	314% PSA
5	297% PSA
6	200% 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 MB, VA, BY, DE, GE, CG, NB, NC, NE, NH, NK, FE and ID 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 Deutsche Bank Securities Inc. (the “Dealer”) in exchange for the Trust MBS and the Group 6 Underlying REMIC Certificate. 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. Sonnenschein Nath & Rosenthal LLP will provide legal representation for the Dealer.

Group 6 Underlying REMIC Certificate

Underlying REMIC Trust	Class	Date of Issue	CUSIP Number	Interest Rate	Interest Type(1)	Final Distribution Date	Principal Type(1)	Original Principal Balance of Class	March 2010 Class Factor	Principal Balance in the Lower Tier REMIC	Approximate Weighted Average WAC	Approximate Weighted Average WAM	Approximate Weighted Average WALA
2008-088	FA	September 2008	31397MXL6	(2)	FLT	October 2038	PT	\$190,000,000	0.72894603	\$126,836,609.22	7.618%	310	45

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

(2) This Class bears interest as further described in the Underlying REMIC Disclosure Document.

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

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								
FA	\$150,000,000	MB	\$150,000,000	SEQ	7.00%	FIX	31398MG42	October 2027
SA	150,000,000(3)							
Recombination 2								
VB	12,494,000	VA	28,981,000	SEQ	4.50	FIX	31398MG59	August 2030
VC	16,487,000							
Recombination 3								
ZA	19,510,000	BY(4)	48,491,000	SEQ	4.50	FIX	31398MG67	April 2040
VB	12,494,000							
VC	16,487,000							
Recombination 4								
DC	1,875,000	DE	6,540,000	PAC	5.00	FIX	31398MG75	April 2030
DB	4,665,000							
Recombination 5								
DF	3,873,076	GE	5,035,000	SEG(TAC)/SUP/AD	5.00	FIX	31398MG83	April 2030
DS	1,161,924							
Recombination 6								
DZ	1,691,423	CG(5)	13,010,423	SUP	5.00	FIX	31398MG91	April 2030
GD	6,284,000							
DF	3,873,076							
DS	1,161,924							
Recombination 7								
NA	81,036,000	NB	86,438,400	SEQ	3.25	FIX	31398MH25	October 2038
NF	5,402,400							
NS	5,402,400(3)							
Recombination 8								
NA	81,036,000	NC	92,612,569	SEQ	3.50	FIX	31398MH33	October 2038
NF	11,576,569							
NS	11,576,569(3)							
Recombination 9								
NA	81,036,000	NE	108,047,997	SEQ	4.00	FIX	31398MH41	October 2038
NF	27,011,997							
NS	27,011,997(3)							
Recombination 10								
NA	81,036,000	NH	129,657,600	SEQ	4.50	FIX	31398MH58	October 2038
NF	48,621,600							
NS	48,621,600(3)							

REMIC Certificates		RCR Certificates						
Classes	Original Balances	RCR Classes	Original Balances	Principal Type(2)	Interest Rate	Interest Type(2)	CUSIP Number	Final Distribution Date
Recombination 11								
NA	\$ 81,036,000	NK	\$162,072,000	SEQ	5.00%	FIX	31398MH66	October 2038
NF	81,036,000							
NS	81,036,000(3)							
Recombination 12								
AB	27,879,000	BK BI	27,879,000 6,195,333(3)	SEQ NTL	3.50 4.50	FIX FIX/IO	31398MH74 31398MJ56	October 2035 October 2035
Recombination 13								
AB	27,879,000	BC BI	27,879,000 3,097,666(3)	SEQ NTL	4.00 4.50	FIX FIX/IO	31398MH82 31398MJ56	October 2035 October 2035
Recombination 14								
AB	27,879,000	BE BO	25,091,100 2,787,900	SEQ SEQ	5.00 0.00	FIX PO	31398MH90 31398MJ49	October 2035 October 2035
Recombination 15								
AB	27,879,000	BG BO	22,810,091 5,068,909	SEQ SEQ	5.50 0.00	FIX PO	31398MJ23 31398MJ49	October 2035 October 2035
Recombination 16								
AB	27,879,000	BH BO	20,909,250 6,969,750	SEQ SEQ	6.00 0.00	FIX PO	31398MJ31 31398MJ49	October 2035 October 2035
Recombination 17								
AB	27,879,000	BI BO	27,879,000(3) 27,879,000	NTL SEQ	4.50 0.00	FIX/IO PO	31398MJ56 31398MJ49	October 2035 October 2035
Recombination 18								
FD	126,836,609	FE	126,836,609	SC/PT	(6)	FLT	31398M5Q5	October 2038
DI	126,836,609(3)							
Recombination 19								
IE	126,836,609(3)	ID	126,836,609(3)	NTL	(6)	INV/IO	31398M5R3	October 2038
DI	126,836,609(3)							

- (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) Notional balances. These Classes are Interest Only Classes. See page S-8 for a description of how their notional principal balances are calculated.
- (4) Principal payments on the REMIC Certificates in Recombination 3 from the ZA Accrual Amount will be paid as interest on the related RCR Certificates and thus will not reduce the principal balances of those RCR Certificates.
- (5) Principal payments on the REMIC Certificates in Recombination 6 from the DZ Accrual Amount will be paid as interest on the related RCR Certificates and thus will not reduce the principal balances of those RCR Certificates.
- (6) For a description of these interest rates, see “Description of the Certificates—Distributions of Interest” in this prospectus supplement.

Principal Balance Schedules

Aggregate Group I Planned Balances

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
Initial Balance	\$43,962,000.00	October 2014	\$23,996,061.46	February 2019	\$ 9,048,795.93
July 2010	43,728,560.79	November 2014	23,629,176.81	March 2019	8,862,036.94
August 2010	43,483,098.80	December 2014	23,264,936.71	April 2019	8,678,608.46
September 2010	43,225,878.21	January 2015	22,903,323.47	May 2019	8,498,455.08
October 2010	42,957,032.13	February 2015	22,544,319.55	June 2019	8,321,522.29
November 2010	42,676,701.40	March 2015	22,187,907.49	July 2019	8,147,756.44
December 2010	42,385,034.44	April 2015	21,834,069.96	August 2019	7,977,104.73
January 2011	42,082,187.13	May 2015	21,482,789.76	September 2019	7,809,515.22
February 2011	41,768,322.69	June 2015	21,134,049.76	October 2019	7,644,936.81
March 2011	41,443,611.55	July 2015	20,787,832.99	November 2019	7,483,319.18
April 2011	41,108,231.17	August 2015	20,444,122.55	December 2019	7,324,612.87
May 2011	40,762,365.91	September 2015	20,102,901.67	January 2020	7,168,769.18
June 2011	40,406,206.83	October 2015	19,764,153.71	February 2020	7,015,740.20
July 2011	40,039,951.55	November 2015	19,427,862.09	March 2020	6,865,478.78
August 2011	39,663,804.07	December 2015	19,094,010.38	April 2020	6,717,938.56
September 2011	39,277,974.55	January 2016	18,762,582.25	May 2020	6,573,073.88
October 2011	38,882,679.15	February 2016	18,433,561.45	June 2020	6,430,839.85
November 2011	38,478,139.81	March 2016	18,106,931.88	July 2020	6,291,192.28
December 2011	38,064,584.04	April 2016	17,782,677.50	August 2020	6,154,087.71
January 2012	37,642,244.72	May 2016	17,460,782.41	September 2020	6,019,483.36
February 2012	37,211,359.86	June 2016	17,141,230.80	October 2020	5,887,337.16
March 2012	36,772,172.39	July 2016	16,824,006.96	November 2020	5,757,607.69
April 2012	36,324,929.94	August 2016	16,509,095.29	December 2020	5,630,254.23
May 2012	35,869,884.55	September 2016	16,196,480.28	January 2021	5,505,236.68
June 2012	35,418,071.65	October 2016	15,886,146.55	February 2021	5,382,515.63
July 2012	34,969,469.70	November 2016	15,579,553.76	March 2021	5,262,052.28
August 2012	34,524,057.35	December 2016	15,278,266.68	April 2021	5,143,808.45
September 2012	34,081,813.34	January 2017	14,982,198.45	May 2021	5,027,746.59
October 2012	33,642,716.58	February 2017	14,691,263.61	June 2021	4,913,829.76
November 2012	33,206,746.11	March 2017	14,405,378.03	July 2021	4,802,021.60
December 2012	32,773,881.11	April 2017	14,124,458.95	August 2021	4,692,286.36
January 2013	32,344,100.88	May 2017	13,848,424.89	September 2021	4,584,588.86
February 2013	31,917,384.88	June 2017	13,577,195.68	October 2021	4,478,894.48
March 2013	31,493,712.69	July 2017	13,310,692.43	November 2021	4,375,169.17
April 2013	31,073,064.02	August 2017	13,048,837.47	December 2021	4,273,379.42
May 2013	30,655,418.72	September 2017	12,791,554.40	January 2022	4,173,492.29
June 2013	30,240,756.76	October 2017	12,538,768.01	February 2022	4,075,475.36
July 2013	29,829,058.27	November 2017	12,290,404.31	March 2022	3,979,296.71
August 2013	29,420,303.48	December 2017	12,046,390.45	April 2022	3,884,924.99
September 2013	29,014,472.75	January 2018	11,806,654.78	May 2022	3,792,329.31
October 2013	28,611,546.59	February 2018	11,571,126.76	June 2022	3,701,479.31
November 2013	28,211,505.63	March 2018	11,339,736.99	July 2022	3,612,345.12
December 2013	27,814,330.60	April 2018	11,112,417.16	August 2022	3,524,897.35
January 2014	27,420,002.40	May 2018	10,889,100.06	September 2022	3,439,107.09
February 2014	27,028,502.01	June 2018	10,669,719.55	October 2022	3,354,945.90
March 2014	26,639,810.58	July 2018	10,454,210.54	November 2022	3,272,385.81
April 2014	26,253,909.35	August 2018	10,242,508.98	December 2022	3,191,399.30
May 2014	25,870,779.68	September 2018	10,034,551.83	January 2023	3,111,959.29
June 2014	25,490,403.09	October 2018	9,830,277.09	February 2023	3,034,039.17
July 2014	25,112,761.17	November 2018	9,629,623.70	March 2023	2,957,612.72
August 2014	24,737,835.67	December 2018	9,432,531.63	April 2023	2,882,654.20
September 2014	24,365,608.44	January 2019	9,238,941.75	May 2023	2,809,138.25

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>
June 2023	\$ 2,737,039.94	August 2025	\$ 1,287,365.30	October 2027	\$ 442,272.74
July 2023	2,666,334.75	September 2025	1,245,467.18	November 2027	418,436.71
August 2023	2,596,998.55	October 2025	1,204,432.80	December 2027	395,137.59
September 2023	2,529,007.63	November 2025	1,164,246.76	January 2028	372,365.47
October 2023	2,462,338.64	December 2025	1,124,893.92	February 2028	350,110.60
November 2023	2,396,968.62	January 2026	1,086,359.39	March 2028	328,363.39
December 2023	2,332,874.99	February 2026	1,048,628.54	April 2028	307,114.43
January 2024	2,270,035.56	March 2026	1,011,686.97	May 2028	286,354.46
February 2024	2,208,428.46	April 2026	975,520.52	June 2028	266,074.36
March 2024	2,148,032.23	May 2026	940,115.27	July 2028	246,265.20
April 2024	2,088,825.72	June 2026	905,457.54	August 2028	226,918.17
May 2024	2,030,788.15	July 2026	871,533.86	September 2028	208,024.63
June 2024	1,973,899.08	August 2026	838,331.01	October 2028	189,576.08
July 2024	1,918,138.40	September 2026	805,835.98	November 2028	171,564.16
August 2024	1,863,486.34	October 2026	774,035.96	December 2028	153,980.67
September 2024	1,809,923.44	November 2026	742,918.38	January 2029	136,817.53
October 2024	1,757,430.59	December 2026	712,470.87	February 2029	120,066.81
November 2024	1,705,988.96	January 2027	682,681.27	March 2029	103,720.72
December 2024	1,655,580.05	February 2027	653,537.63	April 2029	87,771.58
January 2025	1,606,185.67	March 2027	625,028.18	May 2029	72,211.86
February 2025	1,557,787.93	April 2027	597,141.37	June 2029	57,034.18
March 2025	1,510,369.22	May 2027	569,865.83	July 2029	42,231.23
April 2025	1,463,912.23	June 2027	543,190.39	August 2029	27,795.89
May 2025	1,418,399.95	July 2027	517,104.07	September 2029	13,721.12
June 2025	1,373,815.63	August 2027	491,596.07	October 2029 and thereafter	0.00
July 2025	1,330,142.81	September 2027	466,655.77		

GD Class Scheduled Balances

<u>Distribution Date</u>	<u>Scheduled Balance</u>	<u>Distribution Date</u>	<u>Scheduled Balance</u>	<u>Distribution Date</u>	<u>Scheduled Balance</u>
Initial Balance	\$6,284,000.00	April 2012	\$4,026,462.66	May 2014	\$2,152,584.50
April 2010	6,060,737.09	May 2012	3,929,674.65	June 2014	2,098,723.28
May 2010	5,821,250.31	June 2012	3,834,899.12	July 2014	2,046,286.68
June 2010	5,565,919.70	July 2012	3,742,109.39	August 2014	1,995,254.33
July 2010	5,528,339.20	August 2012	3,651,279.03	September 2014	1,945,606.11
August 2010	5,487,260.79	September 2012	3,562,381.96	October 2014	1,897,322.10
September 2010	5,442,602.21	October 2012	3,475,392.32	November 2014	1,850,382.62
October 2010	5,394,425.64	November 2012	3,390,284.54	December 2014	1,804,768.18
November 2010	5,342,798.67	December 2012	3,307,033.33	January 2015	1,760,459.53
December 2010	5,287,794.24	January 2013	3,225,613.68	February 2015	1,717,437.59
January 2011	5,229,490.51	February 2013	3,146,000.83	March 2015	1,675,683.55
February 2011	5,167,970.78	March 2013	3,068,170.30	April 2015	1,635,178.75
March 2011	5,103,323.25	April 2013	2,992,097.86	May 2015	1,595,904.75
April 2011	5,035,640.99	May 2013	2,917,759.56	June 2015	1,557,843.35
May 2011	4,965,021.73	June 2013	2,845,131.69	July 2015	1,520,976.48
June 2011	4,891,567.73	July 2013	2,774,190.79	August 2015	1,485,286.34
July 2011	4,815,385.55	August 2013	2,704,913.67	September 2015	1,450,755.29
August 2011	4,736,585.92	September 2013	2,637,277.40	October 2015	1,417,365.87
September 2011	4,655,283.55	October 2013	2,571,259.27	November 2015	1,385,100.86
October 2011	4,571,596.90	November 2013	2,506,836.81	December 2015	1,353,943.18
November 2011	4,485,648.00	December 2013	2,443,987.84	January 2016	1,323,875.97
December 2011	4,397,562.23	January 2014	2,382,690.38	February 2016	1,294,882.55
January 2012	4,307,468.09	February 2014	2,322,922.70	March 2016	1,266,946.42
February 2012	4,215,496.99	March 2014	2,264,663.29	April 2016	1,241,447.59
March 2012	4,121,783.02	April 2014	2,207,890.89	May 2016	1,219,038.17

GD Class (Continued)

<u>Distribution Date</u>	<u>Scheduled Balance</u>	<u>Distribution Date</u>	<u>Scheduled Balance</u>	<u>Distribution Date</u>	<u>Scheduled Balance</u>
June 2016	\$1,199,653.95	April 2019	\$ 830,101.07	February 2022	\$ 358,373.12
July 2016	1,183,231.75	May 2019	816,683.44	March 2022	344,856.45
August 2016	1,169,709.38	June 2019	803,180.44	April 2022	331,398.45
September 2016	1,159,025.71	July 2019	789,598.71	May 2022	318,001.38
October 2016	1,151,120.53	August 2019	775,944.75	June 2022	304,667.40
November 2016	1,144,459.68	September 2019	762,224.87	July 2022	291,398.56
December 2016	1,137,404.96	October 2019	748,445.16	August 2022	278,196.88
January 2017	1,129,970.84	November 2019	734,611.62	September 2022	265,064.26
February 2017	1,122,171.41	December 2019	720,730.01	October 2022	252,002.55
March 2017	1,114,020.45	January 2020	706,805.94	November 2022	239,013.50
April 2017	1,105,531.39	February 2020	692,844.89	December 2022	226,098.81
May 2017	1,096,717.34	March 2020	678,852.16	January 2023	213,260.11
June 2017	1,087,591.11	April 2020	664,832.87	February 2023	200,498.93
July 2017	1,078,165.16	May 2020	650,792.06	March 2023	187,816.77
August 2017	1,068,451.69	June 2020	636,734.55	April 2023	175,215.02
September 2017	1,058,462.56	July 2020	622,665.06	May 2023	162,695.06
October 2017	1,048,209.37	August 2020	608,588.15	June 2023	150,258.16
November 2017	1,037,703.41	September 2020	594,508.24	July 2023	137,905.56
December 2017	1,026,955.70	October 2020	580,429.62	August 2023	125,638.42
January 2018	1,015,976.98	November 2020	566,356.47	September 2023	113,457.85
February 2018	1,004,777.73	December 2020	552,292.81	October 2023	101,364.89
March 2018	993,368.14	January 2021	538,242.55	November 2023	89,360.57
April 2018	981,758.19	February 2021	524,209.47	December 2023	77,445.81
May 2018	969,957.55	March 2021	510,197.22	January 2024	65,621.49
June 2018	957,975.68	April 2021	496,209.36	February 2024	53,888.48
July 2018	945,821.79	May 2021	482,249.32	March 2024	42,247.54
August 2018	933,504.84	June 2021	468,320.41	April 2024	30,699.42
September 2018	921,033.58	July 2021	454,425.85	May 2024	19,244.83
October 2018	908,416.50	August 2021	440,568.74	June 2024	7,884.39
November 2018	895,661.91	September 2021	426,752.05	July 2024	0.01
December 2018	882,777.85	October 2021	412,978.71	August 2024 and thereafter	0.00
January 2019	869,772.21	November 2021	399,251.49		
February 2019	856,652.60	December 2021	385,573.11		
March 2019	843,426.47	January 2022	371,946.15		

Aggregate Group II Targeted Balances

<u>Distribution Date</u>	<u>Targeted Balance</u>	<u>Distribution Date</u>	<u>Targeted Balance</u>	<u>Distribution Date</u>	<u>Targeted Balance</u>
Initial Balance	\$11,319,000.00	August 2011	\$ 9,572,872.04	January 2013	\$ 7,726,850.31
April 2010	11,090,686.70	September 2011	9,473,302.32	February 2013	7,630,368.28
May 2010	10,845,450.35	October 2011	9,370,795.31	March 2013	7,536,162.69
June 2010	10,583,442.25	November 2011	9,265,507.26	April 2013	7,444,201.49
July 2010	10,538,268.45	December 2011	9,157,598.70	May 2013	7,354,452.99
August 2010	10,488,694.68	January 2012	9,047,234.15	June 2013	7,266,885.83
September 2010	10,434,654.09	February 2012	8,934,581.81	July 2013	7,181,469.02
October 2010	10,376,225.87	March 2012	8,819,813.24	August 2013	7,098,171.92
November 2010	10,313,496.21	April 2012	8,703,103.04	September 2013	7,016,964.25
December 2010	10,246,558.21	May 2012	8,584,628.61	October 2013	6,937,816.05
January 2011	10,175,511.72	June 2012	8,468,736.08	November 2013	6,860,697.70
February 2011	10,100,463.19	July 2012	8,355,389.98	December 2013	6,785,579.94
March 2011	10,021,525.46	August 2012	8,244,555.21	January 2014	6,712,433.82
April 2011	9,938,817.58	September 2012	8,136,197.06	February 2014	6,641,230.74
May 2011	9,852,464.64	October 2012	8,030,281.24	March 2014	6,571,942.39
June 2011	9,762,597.54	November 2012	7,926,773.81	April 2014	6,504,540.81
July 2011	9,669,352.74	December 2012	7,825,641.22	May 2014	6,438,998.37

Aggregate Group II (Continued)

<u>Distribution Date</u>	<u>Targeted Balance</u>	<u>Distribution Date</u>	<u>Targeted Balance</u>	<u>Distribution Date</u>	<u>Targeted Balance</u>
June 2014	\$ 6,375,287.70	September 2017	\$ 4,887,482.40	December 2020	\$ 2,583,983.68
July 2014	6,313,381.82	October 2017	4,846,534.85	January 2021	2,513,320.88
August 2014	6,253,253.99	November 2017	4,804,200.23	February 2021	2,442,390.69
September 2014	6,194,877.81	December 2017	4,760,520.64	March 2021	2,371,210.70
October 2014	6,138,227.18	January 2018	4,715,537.27	April 2021	2,299,798.10
November 2014	6,083,276.30	February 2018	4,669,290.49	May 2021	2,228,169.63
December 2014	6,029,999.64	March 2018	4,621,819.81	June 2021	2,156,341.61
January 2015	5,978,372.02	April 2018	4,573,163.95	July 2021	2,084,330.00
February 2015	5,928,368.47	May 2018	4,523,360.78	August 2021	2,012,150.32
March 2015	5,879,964.37	June 2018	4,472,447.41	September 2021	1,939,817.73
April 2015	5,833,135.38	July 2018	4,420,460.16	October 2021	1,867,347.01
May 2015	5,787,857.39	August 2018	4,367,434.59	November 2021	1,794,752.56
June 2015	5,744,106.63	September 2018	4,313,405.50	December 2021	1,722,048.44
July 2015	5,701,859.56	October 2018	4,258,406.94	January 2022	1,649,248.29
August 2015	5,661,092.94	November 2018	4,202,472.27	February 2022	1,576,365.45
September 2015	5,621,783.79	December 2018	4,145,634.10	March 2022	1,503,412.93
October 2015	5,583,909.38	January 2019	4,087,924.39	April 2022	1,430,403.34
November 2015	5,547,447.27	February 2019	4,029,374.34	May 2022	1,357,349.01
December 2015	5,512,375.26	March 2019	3,970,014.55	June 2022	1,284,261.92
January 2016	5,478,671.41	April 2019	3,909,874.91	July 2022	1,211,153.74
February 2016	5,446,314.07	May 2019	3,848,984.68	August 2022	1,138,035.83
March 2016	5,415,281.77	June 2019	3,787,372.48	September 2022	1,064,919.23
April 2016	5,385,553.37	July 2019	3,725,066.28	October 2022	991,814.69
May 2016	5,357,107.93	August 2019	3,662,093.47	November 2022	918,732.66
June 2016	5,329,924.75	September 2019	3,598,480.82	December 2022	845,683.30
July 2016	5,303,983.40	October 2019	3,534,254.48	January 2023	772,676.50
August 2016	5,279,263.68	November 2019	3,469,440.08	February 2023	699,721.83
September 2016	5,255,745.62	December 2019	3,404,062.61	March 2023	626,828.66
October 2016	5,233,409.47	January 2020	3,338,146.53	April 2023	554,006.00
November 2016	5,210,760.77	February 2020	3,271,715.75	May 2023	481,262.67
December 2016	5,186,200.28	March 2020	3,204,793.64	June 2023	408,607.21
January 2017	5,159,780.72	April 2020	3,137,403.02	July 2023	336,047.90
February 2017	5,131,553.73	May 2020	3,069,566.20	August 2023	263,592.79
March 2017	5,101,569.93	June 2020	3,001,304.99	September 2023	191,249.65
April 2017	5,069,878.91	July 2020	2,932,640.67	October 2023	119,026.06
May 2017	5,036,529.26	August 2020	2,863,594.04	November 2023	46,929.36
June 2017	5,001,568.61	September 2020	2,794,185.42	December 2023 and thereafter	0.00
July 2017	4,965,043.59	October 2020	2,724,434.64		
August 2017	4,926,999.94	November 2020	2,654,361.10		

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.

\$1,139,403,743



**Guaranteed REMIC
Pass-Through Certificates
Fannie Mae REMIC Trust 2010-28**

PROSPECTUS SUPPLEMENT

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March 23, 2010
