

Supplement
(To Prospectus Supplement dated March 23, 2010)

\$799,039,825



FannieMae®

Guaranteed REMIC Pass-Through Certificates
Fannie Mae REMIC Trust 2010-37

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 the cover of the Prospectus Supplement, the original class balance of the Class A1 Certificates as of March 1, 2010 is \$43,697,354.

Carefully consider the risk factors starting 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 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.

The date of this Supplement is March 24, 2010

\$799,040,250



FannieMae®

**Guaranteed REMIC Pass-Through Certificates
Fannie Mae REMIC Trust 2010-37**

The Certificates

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

Payments to Certificateholders

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

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

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

The Fannie Mae Guaranty

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

The Trust and its Assets

The trust will own

- Fannie Mae MBS,
- underlying REMIC certificates backed by first lien, single-family, fixed-rate mortgage loans, and
- underlying RCR certificates backed by Fannie Mae MBS.

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

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.

Class	Group	Original Class Balance	Principal Type(1)	Interest Rate	Interest Type(1)	CUSIP Number	Final Distribution Date
CK	1	\$ 50,000,000	SEQ	4.50%	FIX	31398MJ64	November 2037
CI	1	5,000,000(2)	NTL	5.00	FIX/IO	31398MJ72	November 2037
CY	1	11,757,000	SEQ	5.00	FIX	31398MJ80	April 2040
A1	2	43,697,779	SC/PT	5.41	FIX	31398MJ98	May 2035
NB(3)	3	208,250,000	SEQ	3.00	FIX	31398MK21	January 2028
NI(3)	3	69,416,666(2)	NTL	4.50	FIX/IO	31398MK39	January 2028
NY	3	50,250,000	SEQ	4.50	FIX	31398MK47	April 2030
GA	4	81,485,832	PT	2.00	FIX	31398MK54	April 2025
GI	4	48,891,499(2)	NTL	5.00	FIX/IO	31398MK62	April 2025
FA	5	32,810,200	SC/PT	(4)	FLT	31398MK70	August 2037
SA	5	32,810,200(2)	NTL	(4)	INV/IO	31398MK88	August 2037
JB(3)	6	24,890,000	SC/PAC	4.00	FIX	31398MK96	March 2040
JI(3)	6	4,978,000(2)	NTL	5.00	FIX/IO	31398ML20	March 2040
FE	6	38,249,532	SC/SUP	(4)	FLT	31398ML38	March 2040
SE	6	7,649,907	SC/SUP	(4)	INV	31398ML46	March 2040
PV(3)	7	79,862,000	PAC	2.00	FIX	31398ML53	September 2030
PI(3)	7	44,367,777(2)	NTL	4.50	FIX/IO	31398ML61	September 2030
PB(3)	7	14,711,000	PAC	4.50	FIX	31398ML79	August 2032
PC(3)	7	31,559,000	PAC	4.50	FIX	31398ML87	December 2035
PU(3)	7	13,296,000	PAC	4.50	FIX	31398ML95	March 2037
PY(3)	7	17,008,000	PAC	4.50	FIX	31398MM29	August 2038
PE(3)	7	23,411,000	PAC	4.50	FIX	31398MM37	April 2040
KA	7	18,836,000	PAC	4.50	FIX	31398MM45	April 2040
FC	7	38,487,749	SUP	(4)	FLT	31398MM52	April 2040
SC	7	10,128,356	SUP	(4)	INV	31398MM60	April 2040
PO	7	2,700,895	SUP	0.00	PO	31398MM78	April 2040
R		0	NPR	0	NPR	31398MM86	April 2040
RL		0	NPR	0	NPR	31398MM94	April 2040

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

If you own certificates of certain classes, you can exchange them for certificates of the corresponding RCR classes to be delivered at the time of exchange. The NC, ND, NG, NA, JA, MA, MY, PX, PG, PJ, PL, PA, PH and PD 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.

BofA Merrill Lynch

March 23, 2010

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AVAILABLE INFORMATION

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

- our Prospectus for Fannie Mae Guaranteed REMIC Pass-Through Certificates dated August 1, 2007 (the “REMIC Prospectus”);
- if you are purchasing any Group 1, Group 3, Group 4, Group 5, Group 6 or Group 7 Class or the R or RL Class, 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 any Group 2, Group 5 or Group 6 Class or the R or RL Class, the disclosure documents relating to the applicable underlying REMIC or RCR certificates (the “Underlying REMIC Disclosure Documents”); 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 Documents 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 Documents by writing or calling the dealer at:

Banc of America Securities LLC
Capital Markets Operations
100 W. 33rd Street, 3rd Floor
New York, New York 10001
(telephone 646-733-4166).

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	Class 2005-W2-A5 REMIC Certificate Class 2005-W2-A6 REMIC Certificate
3	Group 3 MBS
4	Group 4 MBS
5	Class 2007-76-PE RCR Certificate
6	Class 2010-19-ML RCR Certificate
7	Group 7 MBS

Group 1, Group 3, Group 4 and Group 7

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	\$ 61,757,000	5.00%	5.25% to 7.50%	241 to 360
Group 3 MBS	\$258,500,000	4.50%	4.75% to 7.00%	181 to 240
Group 4 MBS	\$ 81,485,832	5.00%	5.25% to 7.50%	81 to 180
Group 7 MBS	\$135,000,000	4.50%	4.75% to 7.00%	241 to 360
	\$115,000,000	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	\$ 61,757,000	360	283	68	5.540%
Group 3 MBS	\$258,500,000	240	233	6	4.890%
Group 4 MBS	\$ 81,485,832	180	81	91	5.567%
Group 7 MBS	\$135,000,000	360	349	9	4.940%
	\$115,000,000	360	357	2	4.970%

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 2

Exhibit A-1 describes the Group 2 Underlying REMIC Certificates. As further described in the related Underlying REMIC Disclosure Document, the Group 2 Underlying REMIC Certificates are backed directly by mortgage loans. For modeling purposes, we have assumed that those mortgage

loans have the characteristics set forth in Exhibit A-2 of this prospectus supplement as of February 1, 2010.

Group 5 and Group 6

Exhibit B describes the Underlying RCR Certificates in Group 5 and Group 6, including certain information about the related mortgage loans. To learn more about the Group 5 and Group 6 Underlying RCR Certificates, you should obtain from us the current class factors and the related disclosure documents 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:

<u>Fed Book-Entry</u>	<u>DTC Book-Entry</u>	<u>Physical</u>
All classes other than the A1, R and RL Classes	A1 Class	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	1.53000%	6.00000%	1.30%	LIBOR + 130 basis points
SA	4.47000%	4.70000%	0.00%	4.7% – LIBOR
FE	1.53000%	6.00000%	1.30%	LIBOR + 130 basis points
SE	22.35000%	23.50000%	0.00%	23.5% – (5 × LIBOR)
FC	1.58000%	6.00000%	1.35%	LIBOR + 135 basis points
SC	16.79599%	17.66999%	0.00%	17.66999% – (3.7999996 × 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>	
CI	10% of the CK Class
NI	33.3333330132% of the NB Class
GI	59.9999997546% of the GA Class
SA	100% of the FA Class
JI	20% of the JB Class
PI	55.5555545817% of the PV Class

Distributions of Principal

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

Weighted Average Lives (years)*

<u>Group 1 Classes</u>	<u>PSA Prepayment Assumption</u>						
	<u>0%</u>	<u>100%</u>	<u>200%</u>	<u>500%</u>	<u>800%</u>	<u>1000%</u>	<u>1400%</u>
CK and CI	18.2	6.5	4.0	1.6	0.9	0.7	0.4
CY	28.8	19.2	14.8	6.9	3.9	2.9	1.5
<u>Group 2 Class</u>	<u>CPR Prepayment Assumption</u>						
	<u>0%</u>	<u>10%</u>	<u>20%</u>	<u>30%</u>	<u>40%</u>	<u>50%</u>	
A1	19.3	8.1	3.8	2.0	1.1	0.7	
<u>Group 3 Classes</u>	<u>PSA Prepayment Assumption</u>						
	<u>0%</u>	<u>100%</u>	<u>175%</u>	<u>500%</u>	<u>800%</u>	<u>1000%</u>	
NB and NI	10.7	6.0	4.5	2.2	1.6	1.4	
NY	18.9	16.2	14.0	7.3	4.7	3.7	
NC, ND, NG and NA	10.7	6.0	4.5	2.2	1.6	1.4	
<u>Group 4 Classes</u>	<u>PSA Prepayment Assumption</u>						
	<u>0%</u>	<u>100%</u>	<u>200%</u>	<u>500%</u>	<u>800%</u>	<u>1100%</u>	<u>1500%</u>
GA and GI	8.9	3.1	2.7	1.8	1.3	0.8	0.4

		PSA Prepayment Assumption								
Group 5 Classes		0%	100%	250%	600%	1000%	1400%	1800%	2200%	
FA and SA	26.4	21.6	14.0	5.9	3.0	1.5	0.1	0.1		
		PSA Prepayment Assumption								
Group 6 Classes		0%	100%	165%	200%	252%	600%	1000%	1400%	
JB, JI and JA	27.7	14.5	2.1	2.1	2.1	0.6	0.3	0.2		
FE and SE	29.1	20.1	14.9	8.8	1.8	0.2	0.1	0.1		
		PSA Prepayment Assumption								
Group 7 Classes		0%	100%	132%	175%	250%	600%	1000%	1200%	1500%
PV, PI, PX, PG, PJ, PL and PA . .	10.2	2.9	2.9	2.9	2.9	2.0	1.4	1.3	1.1	
PB	17.9	6.0	6.0	6.0	6.0	3.0	2.1	1.8	1.5	
PC	20.4	7.8	7.8	7.8	7.8	3.7	2.4	2.1	1.7	
PU	22.4	9.9	9.9	9.9	9.9	4.5	2.8	2.4	2.0	
PY	23.7	11.9	11.9	11.9	11.9	5.3	3.2	2.7	2.2	
PE	25.2	17.7	17.7	17.7	17.7	8.1	4.6	3.7	2.7	
KA	26.5	12.7	3.4	3.4	3.4	1.6	1.1	0.9	0.8	
FC, SC and PO . . .	28.6	21.8	18.3	11.3	2.8	0.9	0.6	0.5	0.4	
MA	14.5	5.0	5.0	5.0	5.0	2.7	1.9	1.6	1.4	
MY	24.6	15.2	15.2	15.2	15.2	6.9	4.0	3.3	2.5	
PH	15.5	5.7	5.7	5.7	5.7	3.0	2.0	1.7	1.5	
PD	23.1	11.0	11.0	11.0	11.0	5.0	3.0	2.6	2.1	

* 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.

Payments on the Group 2, Group 5 and Group 6 Classes also will be affected by the applicable payment priorities governing the related underlying REMIC or RCR certificates. If you invest in any Group 2, Group 5 or Group 6 Class, the rate at which you receive payments also will be affected by the applicable priority sequence governing principal payments on the related underlying REMIC or RCR certificates.

In particular, as described in the related Underlying REMIC Disclosure Document, the Class 2005-W2-A5 REMIC certificate in Group 2 is an AS class. The “AS” designation refers to an “accelerated security” that is generally expected to receive principal payments more rapidly than the related NAS class during the period in which the NAS class is receiving limited or no principal payments.

In addition, as described in the related Underlying REMIC Disclosure Document, the Group 5 Underlying RCR Certificate is governed by a principal balance schedule. As a result, that underlying RCR certificate may receive principal payments faster or slower than would otherwise have been the case. In some cases, it may receive no principal payments for extended periods. Prepayments on

the related mortgage loans may have occurred at a rate faster or slower than the rate initially assumed. In certain high prepayment scenarios, it is possible that the effect of a principal balance schedule on principal payments over time may be eliminated. In such a case, the Group 5 Underlying RCR Certificate would receive principal payments at rates that may vary widely from period to period. This prospectus supplement contains no information as to whether

- the Group 5 Underlying RCR Certificate has adhered to the related principal balance schedule,
- any related support classes remain outstanding, or
- the Group 5 Underlying RCR Certificate otherwise has performed as originally anticipated.

Finally, as described in the related Underlying REMIC Disclosure Document, the Group 6 Underlying RCR Certificate is a support class. A support class is entitled to receive payments on a distribution date only if scheduled payments of principal have been made on certain other classes in the related underlying REMIC trust. Accordingly, a support class may receive no principal payments for extended periods or may receive principal payments that may vary widely from period to period.

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

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

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

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

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

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

DESCRIPTION OF THE CERTIFICATES

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

General

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

- four groups of Fannie Mae Guaranteed Mortgage Pass-Through Certificates (the "Group 1 MBS," "Group 3 MBS," "Group 4 MBS" and "Group 7 MBS," and together, the "Trust MBS"), and
- three groups of previously issued REMIC certificates (the "Group 2 Underlying REMIC Certificates," "Group 5 Underlying RCR Certificate" and "Group 6 Underlying RCR Certificate" and, together, the "Underlying REMIC Certificates") evidencing beneficial ownership interests in the related Fannie Mae REMIC trusts (each, an "Underlying REMIC Trust") as further described in Exhibit A-1 and Exhibit B, as applicable.

The assets of the Underlying REMIC Trust related to the Group 2 Class consist primarily of first lien, single-family, fixed-rate residential mortgage loans having the characteristics described in the related Underlying REMIC Disclosure Document and further described in Exhibit A-3.

The assets of the Underlying REMIC Trusts related to the Group 5 and Group 6 Classes consist primarily of direct or indirect beneficial ownership interests 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 Underlying REMIC Certificates	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 Underlying REMIC Certificates, see the applicable discussions appearing under the heading “Fannie Mae Guaranty” in the REMIC Prospectus, the MBS Prospectus and the applicable Underlying REMIC Disclosure Documents. 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.”

The Group 2 Class will be represented by a single certificate (the “DTC Certificate”) to be registered at all times in the name of the nominee of The Depository Trust Company (“DTC”), a New York-chartered limited purpose trust company, or any successor or depository selected or approved by us. We refer to the nominee of DTC as the “Holder” or “Certificateholder” of the DTC Certificate. DTC will maintain the DTC Certificate through its book-entry facilities.

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 30 years in the case of the Group 1 MBS and Group 7 MBS, up to 20 years in the case of the Group 3 MBS, and up to 15 years in the case of the Group 4 MBS.

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

For additional information, see “Summary—Group 1, Group 3, Group 4 and Group 7—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 Underlying REMIC Certificates

The Group 2 Underlying REMIC Certificates

The Group 2 Underlying REMIC Certificates represent beneficial ownership interests in the related Underlying REMIC Trust. The assets of that trust consist primarily of certain 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 Loans” in the related Underlying REMIC Disclosure Document. For modeling purposes, we have assumed that those Mortgage Loans have the characteristics set forth on Exhibit A-2 of this prospectus supplement as of February 1, 2010.

The Group 5 and Group 6 Underlying RCR Certificates

The Group 5 and Group 6 Underlying RCR Certificates represent beneficial ownership interests in the related Underlying REMIC Trusts. The assets of those trusts consist of MBS (or beneficial ownership interests in MBS) having the general characteristics set forth in the MBS Prospectus.

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

General

Distributions on the Underlying REMIC Certificates will be passed through monthly, beginning in the month after we issue the Certificates. The general characteristics of the Underlying REMIC Certificates are described in the related Underlying REMIC Disclosure Documents. See Exhibits A-1 and B for certain additional information about the Underlying REMIC Certificates. Exhibits A-1 and B are being provided in lieu of Final Data Statements with respect to the Underlying REMIC Certificates.

For further information about the Underlying REMIC Certificates telephone us at 1-800-237-8627. Additional information about the Underlying REMIC Certificates is also available at <http://sls.fanniemae.com/slsSearch/Home.do>. There may have been material changes in facts and circumstances since the dates we prepared the applicable Underlying REMIC Disclosure Documents. These may include changes in prepayment speeds, prevailing interest rates and other economic factors. As a result, the usefulness of the information set forth in those documents 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 on a Distribution Date will consist of one month's interest on the outstanding balance of that Certificate immediately prior to that Distribution Date.

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

<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.

Distributions of Principal

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

- *Group 1*

The Group 1 Principal Distribution Amount to CK and CY, in that order, until retired. } **Sequential
Pay Classes**

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

- *Group 2*

The Group 2 Principal Distribution Amount to A1 until retired.

} **Structured
Collateral/
Pass-Through
Class**

The "Group 2 Principal Distribution Amount" is the principal then paid on the Group 2 Underlying REMIC Certificates.

- *Group 3*

The Group 3 Principal Distribution Amount to NB and NY, in that order, until retired. } Sequential Pay Classes

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

- *Group 4*

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

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

- *Group 5*

The Group 5 Principal Distribution Amount to FA until retired. } Structured Collateral/Pass-Through Class

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

- *Group 6*

The Group 6 Principal Distribution Amount in the following priority:

- | | | | | |
|---|---|-----------------|---|-----------------------|
| 1. To JB to its Planned Balance. | } | PAC Class | | |
| 2. To FE and SE, pro rata, until retired. | } | Support Classes | | |
| 3. To JB until retired. | } | PAC Class | | |
| | | | } | Structured Collateral |

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

- *Group 7*

The Group 7 Principal Distribution Amount in the following priority:

- | | | | | |
|---|---|---------------------|---|---------------------|
| 1. To the Aggregate Group to its Planned Balance. | } | PAC Group and Class | | |
| 2. To KA to its Planned Balance. | | | | |
| 3. To FC, SC and PO, pro rata, until retired. | | | } | Support Classes |
| 4. To KA until retired. | | | | |
| 5. To the Aggregate Group to zero. | | | } | PAC Class and Group |

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

The “Aggregate Group” consists of the PV, PB, PC, PU, PY, and PE Classes. On each Distribution Date, we will apply payments of principal of the Aggregate Group to PV, PB, PC, PU, PY, and PE Classes, in that order, until retired.

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

Structuring Assumptions

Pricing Assumptions. Except where otherwise noted, the information in the tables in this prospectus supplement has been prepared based on the actual characteristics of each pool of Mortgage Loans backing the Underlying REMIC Certificates, the priority sequences affecting

principal payments on the Underlying REMIC Certificates and the following assumptions (such characteristics and assumptions, collectively, the “Pricing Assumptions”):

- with respect to the Mortgage Loans backing the Group 2 Underlying REMIC Certificates:
 - the related Mortgage Loans have the characteristics set forth in Exhibit A-2 to this prospectus supplement;
 - payments on the related Mortgage Loans are due and received on the first day of each month;
 - each year consists of twelve 30-day months;
 - there are no substitutions of the related Mortgage Loans after March 1, 2005; and
 - the related Servicer does not exercise its optional clean-up call;
- 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 3, Group 4 and Group 7—Assumed Characteristics of the Underlying Mortgage Loans” in this prospectus supplement;
- the Mortgage Loans prepay at the constant percentages of PSA or CPR, as applicable, specified in the related tables;
- the settlement date for the Group 2 Class is February 26, 2010;
- the settlement date for all other Classes 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 with respect to the Group 1, Group 3, Group 4, Group 5, Group 6 and Group 7 Classes is PSA. For a description of PSA, see “Yield, Maturity and Prepayment Considerations—Prepayment Models” in the REMIC Prospectus.

The prepayment model used in this prospectus supplement with respect to the Group 2 Class is CPR. For a description of CPR, see “Yield, Maturity and Prepayment Considerations—Prepayment Models” in the REMIC Prospectus.

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

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

<u>Classes and Group</u>	<u>Structuring Ranges</u>	<u>Initial Effective Ranges</u>
JB Class Planned Balances	Between 165% and 252% PSA	Between 165% and 252% PSA
Aggregate Group Planned Balances	Between 100% and 250% PSA	Between 100% and 250% PSA
KA Class Planned Balances	Between 132% and 250% PSA	Between 132% and 250% PSA

The Aggregate Group listed above consist of the following Classes:

Aggregate Group. PV, PB, PC, PU, PY and PE

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

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

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

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

Yield Tables

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

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

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

We cannot assure you that

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

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

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

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

<u>Class</u>	<u>% PSA</u>
CI.....	272%
NI.....	268%
GI.....	324%
JI.....	156%
PI.....	370%

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

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

<u>Class</u>	<u>Price*</u>
CI	14.83000000%
NI	15.27000000%
GI	11.30078125%
JI	16.73000000%
PI	11.44000000%

* 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 CI Class to Prepayments

	<u>PSA Prepayment Assumption</u>						
	<u>50%</u>	<u>100%</u>	<u>200%</u>	<u>500%</u>	<u>800%</u>	<u>1000%</u>	<u>1400%</u>
Pre-Tax Yields to Maturity	26.7%	21.7%	9.9%	(37.4)%	(92.2)%	*	*

Sensitivity of the NI Class to Prepayments

	<u>PSA Prepayment Assumption</u>					
	<u>50%</u>	<u>100%</u>	<u>175%</u>	<u>500%</u>	<u>800%</u>	<u>1000%</u>
Pre-Tax Yields to Maturity	20.4%	16.3%	9.4%	(24.6)%	(54.3)%	(71.3)%

Sensitivity of the GI Class to Prepayments

	<u>PSA Prepayment Assumption</u>						
	<u>50%</u>	<u>100%</u>	<u>200%</u>	<u>500%</u>	<u>800%</u>	<u>1100%</u>	<u>1500%</u>
Pre-Tax Yields to Maturity	18.7%	15.4%	8.7%	(13.1)%	(38.0)%	(67.9)%	*

Sensitivity of the JI Class to Prepayments

	<u>PSA Prepayment Assumption</u>							
	<u>50%</u>	<u>100%</u>	<u>165%</u>	<u>200%</u>	<u>252%</u>	<u>600%</u>	<u>1000%</u>	<u>1400%</u>
Pre-Tax Yields to Maturity	31.0%	30.6%	(25.1)%	(25.1)%	(25.1)%	*	*	*

Sensitivity of the PI Class to Prepayments

	<u>PSA Prepayment Assumption</u>								
	<u>50%</u>	<u>100%</u>	<u>132%</u>	<u>175%</u>	<u>250%</u>	<u>600%</u>	<u>1000%</u>	<u>1200%</u>	<u>1500%</u>
Pre-Tax Yields to Maturity	20.8%	5.7%	5.7%	5.7%	5.7%	(21.5)%	(55.7)%	(70.8)%	(91.6)%

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 and SE Classes would lose money on their initial investments under certain Index and prepayment scenarios.

Changes in the Index may not correspond to changes in prevailing mortgage interest rates. It is possible that lower prevailing mortgage interest rates, which might be expected to result in faster prepayments, could occur while the level of the Index increased.

The information shown in the following yield tables has been prepared on the basis of the Pricing Assumptions and the assumptions that

- the interest rates for the Inverse Floating Rate Classes for the initial Interest Accrual Period are the rates listed in the table under “Summary—Interest Rates” in this prospectus supplement and for each following Interest Accrual Period will be based on the specified level of the Index, and
- the aggregate purchase prices of these Classes (expressed in each case as a percentage of original principal balance) are as follows:

<u>Class</u>	<u>Price*</u>
SA	8.5008%
SE	103.4500%
SC	91.7500%

* 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>250%</u>	<u>600%</u>	<u>1000%</u>	<u>1400%</u>	<u>1800%</u>	<u>2200%</u>
0.12%	60.2%	60.2%	60.1%	55.1%	33.7%	(20.4)%	*	*
0.23%	58.7%	58.7%	58.5%	53.4%	31.7%	(22.5)%	*	*
2.23%	31.4%	31.3%	30.5%	20.4%	(7.1)%	(61.7)%	*	*
4.23%	2.7%	2.0%	(2.8)%	(23.2)%	(56.9)%	*	*	*
4.70%	*	*	*	*	*	*	*	*

Sensitivity of the SE 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>165%</u>	<u>200%</u>	<u>252%</u>	<u>600%</u>	<u>1000%</u>	<u>1400%</u>
0.12%	23.2%	23.2%	23.1%	22.8%	21.2%	8.8%	(5.4)%	(23.0)%
0.23%	22.6%	22.6%	22.5%	22.2%	20.7%	8.4%	(5.7)%	(23.1)%
2.23%	12.3%	12.3%	12.2%	12.0%	10.8%	1.3%	(9.7)%	(23.4)%
4.23%	2.2%	2.2%	2.2%	2.1%	1.2%	(5.7)%	(13.7)%	(23.8)%
4.70%	(0.1)%	(0.1)%	(0.1)%	(0.2)%	(1.1)%	(7.3)%	(14.7)%	(23.9)%

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

LIBOR	PSA Prepayment Assumption								
	50%	100%	132%	175%	250%	600%	1000%	1200%	1500%
0.12%	19.5%	19.5%	19.6%	20.2%	22.5%	29.5%	35.8%	38.9%	43.7%
0.23%	19.0%	19.1%	19.1%	19.7%	22.0%	29.0%	35.3%	38.5%	43.2%
2.23%	10.4%	10.4%	10.5%	11.1%	13.6%	20.9%	27.4%	30.7%	35.6%
4.23%	2.1%	2.1%	2.2%	2.6%	5.4%	12.9%	19.7%	23.0%	28.1%
4.65%	0.4%	0.5%	0.5%	0.9%	3.7%	11.3%	18.1%	21.4%	26.5%

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 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:

Class	Price
PO	67.0%

Sensitivity of the PO Class to Prepayments

	PSA Prepayment Assumption								
	50%	100%	132%	175%	250%	600%	1000%	1200%	1500%
Pre-Tax Yields to Maturity	1.6%	1.9%	2.2%	4.1%	16.2%	51.8%	87.9%	107.1%	138.2%

Weighted Average Lives of the Certificates

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

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

- the timing of changes in the rate of principal distributions,
- the priority sequences of distributions of principal of the Group 1, Group 3, Group 6 and Group 7 Classes, and
- in the case of the Group 2, Group 5 and Group 6 Classes, the applicable priority sequences affecting principal payments on the related Underlying REMIC Certificates.

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

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

Decrement Tables

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

In the case of the information set forth for each Group 1, Group 3, Group 4, Group 5, Group 6 and Group 7 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	360 months	360 months	7.50%
Group 3 MBS	240 months	240 months	7.00%
Group 4 MBS	180 months	180 months	7.50%
Group 5 Underlying RCR Certificate	360 months	328 months	8.50%
Group 6 Underlying RCR Certificate	360 months	359 months	7.50%
Group 7 MBS	360 months	360 months	7.00%

It is unlikely that all of the Mortgage Loans will have the loan ages, interest rates or remaining terms to maturity assumed, or that the Mortgage Loans will prepay at any *constant* PSA or CPR 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 or CPR 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	CK and CI† Classes							CY Class						
	PSA Prepayment Assumption							PSA Prepayment Assumption						
	0%	100%	200%	500%	800%	1000%	1400%	0%	100%	200%	500%	800%	1000%	1400%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100
March 2011	99	90	83	61	39	25	0	100	100	100	100	100	100	82
March 2012	98	81	68	34	8	0	0	100	100	100	100	100	80	13
March 2013	96	72	55	16	0	0	0	100	100	100	100	69	31	2
March 2014	95	64	44	3	0	0	0	100	100	100	100	35	12	*
March 2015	93	56	34	0	0	0	0	100	100	100	78	18	5	*
March 2016	92	49	25	0	0	0	0	100	100	100	53	9	2	*
March 2017	90	42	18	0	0	0	0	100	100	100	36	4	1	*
March 2018	88	36	12	0	0	0	0	100	100	100	24	2	*	*
March 2019	86	30	6	0	0	0	0	100	100	100	16	1	*	*
March 2020	84	25	1	0	0	0	0	100	100	100	11	1	*	*
March 2021	81	20	0	0	0	0	0	100	100	89	7	*	*	0
March 2022	79	15	0	0	0	0	0	100	100	74	5	*	*	0
March 2023	76	10	0	0	0	0	0	100	100	61	3	*	*	0
March 2024	73	6	0	0	0	0	0	100	100	50	2	*	*	0
March 2025	70	2	0	0	0	0	0	100	100	40	1	*	*	0
March 2026	66	0	0	0	0	0	0	100	92	32	1	*	*	0
March 2027	62	0	0	0	0	0	0	100	77	25	1	*	*	0
March 2028	58	0	0	0	0	0	0	100	63	19	*	*	*	0
March 2029	54	0	0	0	0	0	0	100	50	14	*	*	*	0
March 2030	49	0	0	0	0	0	0	100	38	10	*	*	*	0
March 2031	44	0	0	0	0	0	0	100	26	7	*	*	0	0
March 2032	39	0	0	0	0	0	0	100	15	4	*	*	0	0
March 2033	33	0	0	0	0	0	0	100	6	1	*	*	0	0
March 2034	26	0	0	0	0	0	0	100	0	0	0	0	0	0
March 2035	20	0	0	0	0	0	0	100	0	0	0	0	0	0
March 2036	12	0	0	0	0	0	0	100	0	0	0	0	0	0
March 2037	4	0	0	0	0	0	0	100	0	0	0	0	0	0
March 2038	0	0	0	0	0	0	0	82	0	0	0	0	0	0
March 2039	0	0	0	0	0	0	0	42	0	0	0	0	0	0
March 2040	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	18.2	6.5	4.0	1.6	0.9	0.7	0.4	28.8	19.2	14.8	6.9	3.9	2.9	1.5

Date	A1 Class					
	CPR Prepayment Assumption					
	0%	10%	20%	30%	40%	50%
Initial Percent	100	100	100	100	100	100
February 2011	100	100	83	62	41	21
February 2012	100	100	78	48	23	3
February 2013	100	97	56	26	4	0
February 2014	100	83	40	12	0	0
February 2015	100	71	28	4	0	0
February 2016	100	61	20	0	0	0
February 2017	100	52	13	0	0	0
February 2018	100	44	7	0	0	0
February 2019	100	37	3	0	0	0
February 2020	100	30	0	0	0	0
February 2021	100	24	0	0	0	0
February 2022	100	19	0	0	0	0
February 2023	100	15	0	0	0	0
February 2024	95	11	0	0	0	0
February 2025	88	7	0	0	0	0
February 2026	80	4	0	0	0	0
February 2027	72	1	0	0	0	0
February 2028	64	0	0	0	0	0
February 2029	55	0	0	0	0	0
February 2030	45	0	0	0	0	0
February 2031	35	0	0	0	0	0
February 2032	25	0	0	0	0	0
February 2033	13	0	0	0	0	0
February 2034	1	0	0	0	0	0
February 2035	0	0	0	0	0	0
February 2036	0	0	0	0	0	0
February 2037	0	0	0	0	0	0
February 2038	0	0	0	0	0	0
February 2039	0	0	0	0	0	0
February 2040	0	0	0	0	0	0
Weighted Average Life (years)**	19.3	8.1	3.8	2.0	1.1	0.7

* 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.

NB and NI† Classes							NY Class					
Date	PSA Prepayment Assumption						PSA Prepayment Assumption					
	0%	100%	175%	500%	800%	1000%	0%	100%	175%	500%	800%	1000%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100
March 2011	97	93	91	81	72	66	100	100	100	100	100	100
March 2012	94	83	77	52	32	20	100	100	100	100	100	100
March 2013	90	73	63	27	4	0	100	100	100	100	100	70
March 2014	87	64	51	11	0	0	100	100	100	100	58	27
March 2015	83	55	40	0	0	0	100	100	100	96	29	10
March 2016	79	46	30	0	0	0	100	100	100	64	14	4
March 2017	74	39	22	0	0	0	100	100	100	42	7	1
March 2018	69	31	15	0	0	0	100	100	100	28	3	1
March 2019	64	24	8	0	0	0	100	100	100	18	2	*
March 2020	59	18	3	0	0	0	100	100	100	12	1	*
March 2021	53	12	0	0	0	0	100	100	91	8	*	*
March 2022	46	7	0	0	0	0	100	100	74	5	*	*
March 2023	40	1	0	0	0	0	100	100	58	3	*	*
March 2024	32	0	0	0	0	0	100	86	45	2	*	*
March 2025	24	0	0	0	0	0	100	68	34	1	*	*
March 2026	16	0	0	0	0	0	100	50	24	1	*	*
March 2027	7	0	0	0	0	0	100	34	15	*	*	*
March 2028	0	0	0	0	0	0	89	19	8	*	*	*
March 2029	0	0	0	0	0	0	46	5	2	*	*	*
March 2030	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	10.7	6.0	4.5	2.2	1.6	1.4	18.9	16.2	14.0	7.3	4.7	3.7

NC, ND, NG and NA Classes						
Date	PSA Prepayment Assumption					
	0%	100%	175%	500%	800%	1000%
Initial Percent	100	100	100	100	100	100
March 2011	97	93	91	81	72	66
March 2012	94	83	77	52	32	20
March 2013	90	73	63	27	4	0
March 2014	87	64	51	11	0	0
March 2015	83	55	40	0	0	0
March 2016	79	46	30	0	0	0
March 2017	74	39	22	0	0	0
March 2018	69	31	15	0	0	0
March 2019	64	24	8	0	0	0
March 2020	59	18	3	0	0	0
March 2021	53	12	0	0	0	0
March 2022	46	7	0	0	0	0
March 2023	40	1	0	0	0	0
March 2024	32	0	0	0	0	0
March 2025	24	0	0	0	0	0
March 2026	16	0	0	0	0	0
March 2027	7	0	0	0	0	0
March 2028	0	0	0	0	0	0
March 2029	0	0	0	0	0	0
March 2030	0	0	0	0	0	0
Weighted Average Life (years)**	10.7	6.0	4.5	2.2	1.6	1.4

GA and GI† Classes							
Date	PSA Prepayment Assumption						
	0%	100%	200%	500%	800%	1100%	1500%
Initial Percent	100	100	100	100	100	100	100
March 2011	96	82	77	61	45	30	9
March 2012	92	66	57	36	20	9	1
March 2013	88	50	41	21	8	2	*
March 2014	83	35	27	11	3	1	*
March 2015	78	22	16	5	1	*	*
March 2016	73	9	6	2	*	*	*
March 2017	67	0	0	0	0	0	0
March 2018	60	0	0	0	0	0	0
March 2019	54	0	0	0	0	0	0
March 2020	46	0	0	0	0	0	0
March 2021	38	0	0	0	0	0	0
March 2022	30	0	0	0	0	0	0
March 2023	21	0	0	0	0	0	0
March 2024	11	0	0	0	0	0	0
March 2025	0	0	0	0	0	0	0
Weighted Average Life (years)**	8.9	3.1	2.7	1.8	1.3	0.8	0.4

* 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	FA and SA† Classes								JB, JI† and JA Classes							
	PSA Prepayment Assumption								PSA Prepayment Assumption							
	0%	100%	250%	600%	1000%	1400%	1800%	2200%	0%	100%	165%	200%	252%	600%	1000%	1400%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
March 2011	100	100	100	100	100	91	0	0	100	100	69	69	69	0	0	0
March 2012	100	100	100	100	90	14	0	0	100	100	45	45	45	0	0	0
March 2013	100	100	100	100	35	2	0	0	100	100	27	27	27	0	0	0
March 2014	100	100	100	90	14	*	0	0	100	100	13	13	13	0	0	0
March 2015	100	100	100	57	5	*	0	0	100	100	4	4	4	0	0	0
March 2016	100	100	100	35	2	*	0	0	100	100	0	0	0	0	0	0
March 2017	100	100	100	22	1	*	0	0	100	100	0	0	0	0	0	0
March 2018	100	100	100	14	*	*	0	0	100	100	0	0	0	0	0	0
March 2019	100	100	100	9	*	*	0	0	100	100	0	0	0	0	0	0
March 2020	100	100	90	5	*	*	0	0	100	100	0	0	0	0	0	0
March 2021	100	100	74	3	*	0	0	0	100	100	0	0	0	0	0	0
March 2022	100	100	60	2	*	0	0	0	100	100	0	0	0	0	0	0
March 2023	100	100	49	1	*	0	0	0	100	87	0	0	0	0	0	0
March 2024	100	100	40	1	*	0	0	0	100	61	0	0	0	0	0	0
March 2025	100	100	32	*	*	0	0	0	100	35	0	0	0	0	0	0
March 2026	100	100	25	*	*	0	0	0	100	9	0	0	0	0	0	0
March 2027	100	100	20	*	*	0	0	0	100	0	0	0	0	0	0	0
March 2028	100	96	16	*	*	0	0	0	100	0	0	0	0	0	0	0
March 2029	100	81	12	*	*	0	0	0	100	0	0	0	0	0	0	0
March 2030	100	68	9	*	*	0	0	0	100	0	0	0	0	0	0	0
March 2031	100	55	7	*	0	0	0	0	100	0	0	0	0	0	0	0
March 2032	100	43	5	*	0	0	0	0	100	0	0	0	0	0	0	0
March 2033	100	32	3	*	0	0	0	0	100	0	0	0	0	0	0	0
March 2034	100	21	2	*	0	0	0	0	100	0	0	0	0	0	0	0
March 2035	100	11	1	*	0	0	0	0	100	0	0	0	0	0	0	0
March 2036	68	2	*	*	0	0	0	0	100	0	0	0	0	0	0	0
March 2037	18	*	*	0	0	0	0	0	100	0	0	0	0	0	0	0
March 2038	0	0	0	0	0	0	0	0	15	0	0	0	0	0	0	0
March 2039	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
Weighted Average																
Life (years)**	26.4	21.6	14.0	5.9	3.0	1.5	0.1	0.1	27.7	14.5	2.1	2.1	2.1	0.6	0.3	0.2

Date	FE and SE Classes								PV, PI†, PX, PG, PJ, PL and PA Classes								
	PSA Prepayment Assumption								PSA Prepayment Assumption								
	0%	100%	165%	200%	252%	600%	1000%	1400%	0%	100%	132%	175%	250%	600%	1000%	1200%	1500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
March 2011	100	100	100	85	63	0	0	0	97	88	88	88	88	88	88	88	67
March 2012	100	100	100	74	37	0	0	0	93	68	68	68	68	59	0	0	0
March 2013	100	100	100	66	19	0	0	0	90	47	47	47	47	0	0	0	0
March 2014	100	100	100	61	8	0	0	0	86	27	27	27	27	0	0	0	0
March 2015	100	100	100	58	2	0	0	0	82	8	8	8	8	0	0	0	0
March 2016	100	100	99	55	0	0	0	0	77	0	0	0	0	0	0	0	0
March 2017	100	100	97	53	0	0	0	0	72	0	0	0	0	0	0	0	0
March 2018	100	100	94	51	0	0	0	0	67	0	0	0	0	0	0	0	0
March 2019	100	100	89	47	0	0	0	0	62	0	0	0	0	0	0	0	0
March 2020	100	100	83	44	0	0	0	0	56	0	0	0	0	0	0	0	0
March 2021	100	100	76	39	0	0	0	0	49	0	0	0	0	0	0	0	0
March 2022	100	100	69	35	0	0	0	0	42	0	0	0	0	0	0	0	0
March 2023	100	100	62	31	0	0	0	0	35	0	0	0	0	0	0	0	0
March 2024	100	100	54	27	0	0	0	0	27	0	0	0	0	0	0	0	0
March 2025	100	100	47	23	0	0	0	0	19	0	0	0	0	0	0	0	0
March 2026	100	100	40	19	0	0	0	0	10	0	0	0	0	0	0	0	0
March 2027	100	91	34	16	0	0	0	0	0	0	0	0	0	0	0	0	0
March 2028	100	76	28	13	0	0	0	0	0	0	0	0	0	0	0	0	0
March 2029	100	63	22	10	0	0	0	0	0	0	0	0	0	0	0	0	0
March 2030	100	49	17	8	0	0	0	0	0	0	0	0	0	0	0	0	0
March 2031	100	36	12	5	0	0	0	0	0	0	0	0	0	0	0	0	0
March 2032	100	23	7	3	0	0	0	0	0	0	0	0	0	0	0	0	0
March 2033	100	12	4	2	0	0	0	0	0	0	0	0	0	0	0	0	0
March 2034	100	4	1	1	0	0	0	0	0	0	0	0	0	0	0	0	0
March 2035	100	*	*	*	0	0	0	0	0	0	0	0	0	0	0	0	0
March 2036	100	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
March 2037	100	0	0	0	0	0	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
March 2039	54	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
Weighted Average																	
Life (years)**	29.1	20.1	14.9	8.8	1.8	0.2	0.1	0.1	10.2	2.9	2.9	2.9	2.9	2.0	1.4	1.3	1.1

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

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

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

Date	PB Class									PC Class								
	PSA Prepayment Assumption									PSA Prepayment Assumption								
	0%	100%	132%	175%	250%	600%	1000%	1200%	1500%	0%	100%	132%	175%	250%	600%	1000%	1200%	1500%
Initial Percent	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	100	100	100	100	100	100	100	100	100	100	100
March 2012	100	100	100	100	100	100	66	0	0	100	100	100	100	100	100	100	59	0
March 2013	100	100	100	100	100	51	0	0	0	100	100	100	100	100	100	0	0	0
March 2014	100	100	100	100	100	0	0	0	0	100	100	100	100	100	15	0	0	0
March 2015	100	100	100	100	100	0	0	0	0	100	100	100	100	100	0	0	0	0
March 2016	100	46	46	46	46	0	0	0	0	100	100	100	100	100	0	0	0	0
March 2017	100	0	0	0	0	0	0	0	0	100	79	79	79	79	0	0	0	0
March 2018	100	0	0	0	0	0	0	0	0	100	40	40	40	40	0	0	0	0
March 2019	100	0	0	0	0	0	0	0	0	100	4	4	4	4	0	0	0	0
March 2020	100	0	0	0	0	0	0	0	0	100	0	0	0	0	0	0	0	0
March 2021	100	0	0	0	0	0	0	0	0	100	0	0	0	0	0	0	0	0
March 2022	100	0	0	0	0	0	0	0	0	100	0	0	0	0	0	0	0	0
March 2023	100	0	0	0	0	0	0	0	0	100	0	0	0	0	0	0	0	0
March 2024	100	0	0	0	0	0	0	0	0	100	0	0	0	0	0	0	0	0
March 2025	100	0	0	0	0	0	0	0	0	100	0	0	0	0	0	0	0	0
March 2026	100	0	0	0	0	0	0	0	0	100	0	0	0	0	0	0	0	0
March 2027	99	0	0	0	0	0	0	0	0	100	0	0	0	0	0	0	0	0
March 2028	43	0	0	0	0	0	0	0	0	100	0	0	0	0	0	0	0	0
March 2029	0	0	0	0	0	0	0	0	0	92	0	0	0	0	0	0	0	0
March 2030	0	0	0	0	0	0	0	0	0	61	0	0	0	0	0	0	0	0
March 2031	0	0	0	0	0	0	0	0	0	29	0	0	0	0	0	0	0	0
March 2032	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
March 2033	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
March 2034	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
March 2035	0	0	0	0	0	0	0	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	0	0	0	0	0	0
March 2037	0	0	0	0	0	0	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	0	0	0	0	0	0
March 2039	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
Weighted Average Life (years)**	17.9	6.0	6.0	6.0	6.0	3.0	2.1	1.8	1.5	20.4	7.8	7.8	7.8	7.8	3.7	2.4	2.1	1.7

Date	PU Class									PY Class								
	PSA Prepayment Assumption									PSA Prepayment Assumption								
	0%	100%	132%	175%	250%	600%	1000%	1200%	1500%	0%	100%	132%	175%	250%	600%	1000%	1200%	1500%
Initial Percent	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	100	100	100	100	100	100	100	100	100	100	100
March 2012	100	100	100	100	100	100	100	100	13	100	100	100	100	100	100	100	100	100
March 2013	100	100	100	100	100	100	0	0	0	100	100	100	100	100	100	85	0	0
March 2014	100	100	100	100	100	100	0	0	0	100	100	100	100	100	100	0	0	0
March 2015	100	100	100	100	100	0	0	0	0	100	100	100	100	100	77	0	0	0
March 2016	100	100	100	100	100	0	0	0	0	100	100	100	100	100	0	0	0	0
March 2017	100	100	100	100	100	0	0	0	0	100	100	100	100	100	0	0	0	0
March 2018	100	100	100	100	100	0	0	0	0	100	100	100	100	100	0	0	0	0
March 2019	100	100	100	100	100	0	0	0	0	100	100	100	100	100	0	0	0	0
March 2020	100	37	37	37	37	0	0	0	0	100	100	100	100	100	0	0	0	0
March 2021	100	0	0	0	0	0	0	0	0	100	82	82	82	82	0	0	0	0
March 2022	100	0	0	0	0	0	0	0	0	100	43	43	43	43	0	0	0	0
March 2023	100	0	0	0	0	0	0	0	0	100	10	10	10	10	0	0	0	0
March 2024	100	0	0	0	0	0	0	0	0	100	0	0	0	0	0	0	0	0
March 2025	100	0	0	0	0	0	0	0	0	100	0	0	0	0	0	0	0	0
March 2026	100	0	0	0	0	0	0	0	0	100	0	0	0	0	0	0	0	0
March 2027	100	0	0	0	0	0	0	0	0	100	0	0	0	0	0	0	0	0
March 2028	100	0	0	0	0	0	0	0	0	100	0	0	0	0	0	0	0	0
March 2029	100	0	0	0	0	0	0	0	0	100	0	0	0	0	0	0	0	0
March 2030	100	0	0	0	0	0	0	0	0	100	0	0	0	0	0	0	0	0
March 2031	100	0	0	0	0	0	0	0	0	100	0	0	0	0	0	0	0	0
March 2032	86	0	0	0	0	0	0	0	0	100	0	0	0	0	0	0	0	0
March 2033	0	0	0	0	0	0	0	0	0	98	0	0	0	0	0	0	0	0
March 2034	0	0	0	0	0	0	0	0	0	23	0	0	0	0	0	0	0	0
March 2035	0	0	0	0	0	0	0	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	0	0	0	0	0	0
March 2037	0	0	0	0	0	0	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	0	0	0	0	0	0
March 2039	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
Weighted Average Life (years)**	22.4	9.9	9.9	9.9	9.9	4.5	2.8	2.4	2.0	23.7	11.9	11.9	11.9	11.9	5.3	3.2	2.7	2.2

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

Date	PE Class									KA Class								
	PSA Prepayment Assumption									PSA Prepayment Assumption								
	0%	100%	132%	175%	250%	600%	1000%	1200%	1500%	0%	100%	132%	175%	250%	600%	1000%	1200%	1500%
Initial Percent	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	100	100	100	100	90	90	90	90	79	13	0
March 2012	100	100	100	100	100	100	100	100	100	100	100	71	71	71	0	0	0	0
March 2013	100	100	100	100	100	100	100	87	19	100	100	52	52	52	0	0	0	0
March 2014	100	100	100	100	100	100	63	24	2	100	100	36	36	36	0	0	0	0
March 2015	100	100	100	100	100	100	25	7	*	100	100	23	23	23	0	0	0	0
March 2016	100	100	100	100	100	98	10	2	*	100	100	13	13	13	0	0	0	0
March 2017	100	100	100	100	100	61	4	*	*	100	100	5	5	5	0	0	0	0
March 2018	100	100	100	100	100	38	1	*	*	100	100	*	*	*	0	0	0	0
March 2019	100	100	100	100	100	24	1	*	*	100	99	0	0	0	0	0	0	0
March 2020	100	100	100	100	100	15	*	*	*	100	92	0	0	0	0	0	0	0
March 2021	100	100	100	100	100	9	*	*	0	100	80	0	0	0	0	0	0	0
March 2022	100	100	100	100	100	6	*	*	0	100	65	0	0	0	0	0	0	0
March 2023	100	100	100	100	100	3	*	*	0	100	47	0	0	0	0	0	0	0
March 2024	100	87	87	87	87	2	*	*	0	100	27	0	0	0	0	0	0	0
March 2025	100	71	71	71	71	1	*	*	0	100	6	0	0	0	0	0	0	0
March 2026	100	57	57	57	57	1	*	*	0	100	0	0	0	0	0	0	0	0
March 2027	100	46	46	46	46	*	*	*	0	100	0	0	0	0	0	0	0	0
March 2028	100	37	37	37	37	*	*	0	0	100	0	0	0	0	0	0	0	0
March 2029	100	29	29	29	29	*	*	0	0	100	0	0	0	0	0	0	0	0
March 2030	100	23	23	23	23	*	*	0	0	100	0	0	0	0	0	0	0	0
March 2031	100	18	18	18	18	*	*	0	0	100	0	0	0	0	0	0	0	0
March 2032	100	14	14	14	14	*	*	0	0	100	0	0	0	0	0	0	0	0
March 2033	100	10	10	10	10	*	0	0	0	100	0	0	0	0	0	0	0	0
March 2034	100	8	8	8	8	*	0	0	0	100	0	0	0	0	0	0	0	0
March 2035	59	5	5	5	5	*	0	0	0	100	0	0	0	0	0	0	0	0
March 2036	4	4	4	4	4	*	0	0	0	92	0	0	0	0	0	0	0	0
March 2037	2	2	2	2	2	*	0	0	0	11	0	0	0	0	0	0	0	0
March 2038	1	1	1	1	1	*	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	0	0	0	0	0	0
Weighted Average Life (years)**	25.2	17.7	17.7	17.7	17.7	8.1	4.6	3.7	2.7	26.5	12.7	3.4	3.4	3.4	1.6	1.1	0.9	0.8

Date	FC, SC and PO Classes									MA Class								
	PSA Prepayment Assumption									PSA Prepayment Assumption								
	0%	100%	132%	175%	250%	600%	1000%	1200%	1500%	0%	100%	132%	175%	250%	600%	1000%	1200%	1500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
March 2011	100	100	100	95	86	44	0	0	0	98	93	93	93	93	93	93	93	81
March 2012	100	100	100	86	62	0	0	0	0	96	82	82	82	82	76	39	23	1
March 2013	100	100	100	77	39	0	0	0	0	94	70	70	70	70	38	0	0	0
March 2014	100	100	100	70	22	0	0	0	0	92	58	58	58	58	13	0	0	0
March 2015	100	100	100	65	11	0	0	0	0	89	47	47	47	47	0	0	0	0
March 2016	100	100	100	61	4	0	0	0	0	87	37	37	37	37	0	0	0	0
March 2017	100	100	100	59	1	0	0	0	0	84	28	28	28	28	0	0	0	0
March 2018	100	100	100	58	*	0	0	0	0	81	19	19	19	19	0	0	0	0
March 2019	100	100	98	56	*	0	0	0	0	78	10	10	10	10	0	0	0	0
March 2020	100	100	95	53	*	0	0	0	0	75	4	4	4	4	0	0	0	0
March 2021	100	100	91	50	*	0	0	0	0	71	0	0	0	0	0	0	0	0
March 2022	100	100	86	46	*	0	0	0	0	67	0	0	0	0	0	0	0	0
March 2023	100	100	80	43	*	0	0	0	0	63	0	0	0	0	0	0	0	0
March 2024	100	100	74	39	*	0	0	0	0	58	0	0	0	0	0	0	0	0
March 2025	100	100	68	35	*	0	0	0	0	53	0	0	0	0	0	0	0	0
March 2026	100	94	62	31	*	0	0	0	0	48	0	0	0	0	0	0	0	0
March 2027	100	86	56	27	*	0	0	0	0	43	0	0	0	0	0	0	0	0
March 2028	100	78	49	24	*	0	0	0	0	37	0	0	0	0	0	0	0	0
March 2029	100	70	44	21	*	0	0	0	0	30	0	0	0	0	0	0	0	0
March 2030	100	62	38	18	*	0	0	0	0	23	0	0	0	0	0	0	0	0
March 2031	100	54	33	15	*	0	0	0	0	16	0	0	0	0	0	0	0	0
March 2032	100	46	28	12	*	0	0	0	0	8	0	0	0	0	0	0	0	0
March 2033	100	39	23	10	*	0	0	0	0	0	0	0	0	0	0	0	0	0
March 2034	100	32	19	8	*	0	0	0	0	0	0	0	0	0	0	0	0	0
March 2035	100	25	14	6	*	0	0	0	0	0	0	0	0	0	0	0	0	0
March 2036	100	19	11	4	*	0	0	0	0	0	0	0	0	0	0	0	0	0
March 2037	100	13	7	3	*	0	0	0	0	0	0	0	0	0	0	0	0	0
March 2038	72	7	4	2	*	0	0	0	0	0	0	0	0	0	0	0	0	0
March 2039	37	2	1	*	*	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
Weighted Average Life (years)**	28.6	21.8	18.3	11.3	2.8	0.9	0.6	0.5	0.4	14.5	5.0	5.0	5.0	5.0	2.7	1.9	1.6	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.

Date	MY Class									PH Class								
	PSA Prepayment Assumption									PSA Prepayment Assumption								
	0%	100%	132%	175%	250%	600%	1000%	1200%	1500%	0%	100%	132%	175%	250%	600%	1000%	1200%	1500%
Initial Percent	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	100	100	98	94	94	94	94	94	94	94	83
March 2012	100	100	100	100	100	100	100	100	100	97	84	84	84	84	79	46	31	12
March 2013	100	100	100	100	100	100	94	50	11	95	73	73	73	73	44	9	0	0
March 2014	100	100	100	100	100	100	37	14	1	93	63	63	63	63	22	0	0	0
March 2015	100	100	100	100	100	90	14	4	*	91	53	53	53	53	8	0	0	0
March 2016	100	100	100	100	100	57	6	1	*	88	44	44	44	44	0	0	0	0
March 2017	100	100	100	100	100	35	2	*	*	86	35	35	35	35	0	0	0	0
March 2018	100	100	100	100	100	22	1	*	*	83	27	27	27	27	0	0	0	0
March 2019	100	100	100	100	100	14	*	*	*	80	20	20	20	20	0	0	0	0
March 2020	100	100	100	100	100	9	*	*	0	77	14	14	14	14	0	0	0	0
March 2021	100	92	92	92	92	5	*	*	0	74	9	9	9	9	0	0	0	0
March 2022	100	76	76	76	76	3	*	*	0	71	5	5	5	5	0	0	0	0
March 2023	100	62	62	62	62	2	*	*	0	67	1	1	1	1	0	0	0	0
March 2024	100	51	51	51	51	1	*	*	0	63	0	0	0	0	0	0	0	0
March 2025	100	41	41	41	41	1	*	*	0	58	0	0	0	0	0	0	0	0
March 2026	100	33	33	33	33	*	*	*	0	54	0	0	0	0	0	0	0	0
March 2027	100	27	27	27	27	*	*	0	0	49	0	0	0	0	0	0	0	0
March 2028	100	21	21	21	21	*	*	0	0	44	0	0	0	0	0	0	0	0
March 2029	100	17	17	17	17	*	*	0	0	38	0	0	0	0	0	0	0	0
March 2030	100	13	13	13	13	*	*	0	0	32	0	0	0	0	0	0	0	0
March 2031	100	10	10	10	10	*	*	0	0	25	0	0	0	0	0	0	0	0
March 2032	100	8	8	8	8	*	*	0	0	18	0	0	0	0	0	0	0	0
March 2033	99	6	6	6	6	*	0	0	0	11	0	0	0	0	0	0	0	0
March 2034	68	4	4	4	4	*	0	0	0	3	0	0	0	0	0	0	0	0
March 2035	34	3	3	3	3	*	0	0	0	0	0	0	0	0	0	0	0	0
March 2036	2	2	2	2	2	*	0	0	0	0	0	0	0	0	0	0	0	0
March 2037	1	1	1	1	1	*	0	0	0	0	0	0	0	0	0	0	0	0
March 2038	1	1	1	1	1	*	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	0	0	0	0	0	0
Weighted Average Life (years)**	24.6	15.2	15.2	15.2	15.2	6.9	4.0	3.3	2.5	15.5	5.7	5.7	5.7	5.7	3.0	2.0	1.7	1.5

Date	PD Class								
	PSA Prepayment Assumption								
	0%	100%	132%	175%	250%	600%	1000%	1200%	1500%
Initial Percent	100	100	100	100	100	100	100	100	100
March 2011	100	100	100	100	100	100	100	100	100
March 2012	100	100	100	100	100	100	100	100	62
March 2013	100	100	100	100	100	100	48	0	0
March 2014	100	100	100	100	100	100	0	0	0
March 2015	100	100	100	100	100	43	0	0	0
March 2016	100	100	100	100	100	0	0	0	0
March 2017	100	100	100	100	100	0	0	0	0
March 2018	100	100	100	100	100	0	0	0	0
March 2019	100	100	100	100	100	0	0	0	0
March 2020	100	72	72	72	72	0	0	0	0
March 2021	100	46	46	46	46	0	0	0	0
March 2022	100	24	24	24	24	0	0	0	0
March 2023	100	6	6	6	6	0	0	0	0
March 2024	100	0	0	0	0	0	0	0	0
March 2025	100	0	0	0	0	0	0	0	0
March 2026	100	0	0	0	0	0	0	0	0
March 2027	100	0	0	0	0	0	0	0	0
March 2028	100	0	0	0	0	0	0	0	0
March 2029	100	0	0	0	0	0	0	0	0
March 2030	100	0	0	0	0	0	0	0	0
March 2031	100	0	0	0	0	0	0	0	0
March 2032	94	0	0	0	0	0	0	0	0
March 2033	55	0	0	0	0	0	0	0	0
March 2034	13	0	0	0	0	0	0	0	0
March 2035	0	0	0	0	0	0	0	0	0
March 2036	0	0	0	0	0	0	0	0	0
March 2037	0	0	0	0	0	0	0	0	0
March 2038	0	0	0	0	0	0	0	0	0
March 2039	0	0	0	0	0	0	0	0	0
March 2040	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	23.1	11.0	11.0	11.0	11.0	5.0	3.0	2.6	2.1

* 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.

Characteristics of the Residual Classes

A Residual Certificate will be subject to certain transfer restrictions. See “Description of the Certificates—Special Characteristics of the Residual Certificates” and “Material Federal Income Tax Consequences—Taxation of Beneficial Owners of Residual Certificates” in the REMIC Prospectus.

Treasury Department regulations (the “Regulations”) provide that a transfer of a “noneconomic residual interest” will be disregarded for all federal tax purposes unless no significant purpose of the transfer is to impede the assessment or collection of tax. A Residual Certificate will constitute a noneconomic residual interest under the Regulations. Having a significant purpose to impede the assessment or collection of tax means that the transferor of a Residual Certificate had “improper knowledge” at the time of the transfer. See “Description of the Certificates—Special Characteristics of the Residual Certificates” in the REMIC Prospectus. You should consult your own tax advisor regarding the application of the Regulations to a transfer of a Residual Certificate.

CERTAIN ADDITIONAL FEDERAL INCOME TAX CONSEQUENCES

The Certificates and payments on the Certificates are not generally exempt from taxation. Therefore, you should consider the tax consequences of holding a Certificate before you acquire one. The following tax discussion supplements the discussion under the caption “Material Federal Income Tax Consequences” in the REMIC Prospectus. When read together, the two discussions describe the current federal income tax treatment of beneficial owners of Certificates. These two tax discussions do not purport to deal with all federal tax consequences applicable to all categories of beneficial owners, some of which may be subject to special rules. In addition, these discussions may not apply to your particular circumstances for one of the reasons explained in the REMIC Prospectus. You should consult your own tax advisors regarding the federal income tax consequences of holding and disposing of Certificates as well as any tax consequences arising under the laws of any state, local or foreign taxing jurisdiction.

U.S. Treasury Circular 230 Notice

The tax discussions contained in the REMIC Prospectus (including the sections entitled “Material Federal Income Tax Consequences” and “ERISA Considerations”) and this prospectus supplement were not intended or written to be used, and cannot be used, for the purpose of avoiding United States federal tax penalties. These discussions were written to support the promotion or marketing of the transactions or matters addressed in this prospectus supplement. You should seek advice based on your particular circumstances from an independent tax advisor.

REMIC Elections and Special Tax Attributes

We will make a REMIC election with respect to each REMIC set forth in the table under “Description of the Certificates—General—*Structure*.” The Regular Classes will be designated as “regular interests” and the Residual Classes will be designated as the “residual interests” in the REMICs as set forth in that table. Thus, the REMIC Certificates and any related RCR Certificates generally will be treated as “regular or residual interests in a REMIC” for domestic building and loan associations, as “real estate assets” for real estate investment trusts, and, except for the Residual Classes, as “qualified mortgages” for other REMICs. See “Material Federal Income Tax Consequences—REMIC Election and Special Tax Attributes” in the REMIC Prospectus.

Taxation of Beneficial Owners of Regular Certificates

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

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

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

<u>Group</u>	<u>Prepayment Assumption</u>
1	200% PSA
2	10% CPR
3	175% PSA
4	200% PSA
5	250% PSA
6	200% PSA
7	175% 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 Strip RCR Class (a “Strip RCR Certificate”) will represent the right to receive a disproportionate part of the principal or interest payments on one or more underlying Regular Certificates. A certificate of a Combination RCR Class (a “Combination RCR Certificate”) will represent beneficial ownership of undivided interests in one or more underlying Regular Certificates. The Classes of RCR Certificates are Combination RCR Certificates. See “Material Federal Income Tax Consequences—Taxation of Beneficial Owners of RCR Certificates” in the REMIC Prospectus for a general discussion of the federal income tax treatment of beneficial owners of RCR Certificates.

PLAN OF DISTRIBUTION

We are obligated to deliver the Certificates to Banc of America Securities LLC (the “Dealer”) in exchange for the Trust MBS and the Underlying REMIC Certificates. 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. K&L Gates LLP will provide legal representation for the Dealer.

Group 2 Underlying REMIC Certificates

Underlying REMIC Trust	Class	Date of Issue	CUSIP Number	Interest Rate	Interest Type(1)	Final Distribution Date	Principal Type(1)	Original or Notional Principal Balance of Class	February 2010 Class Factor	Principal or Notional Principal Balance in the Lower Tier REMIC
2005-W2	A5	March 2005	31394DJT8	(2)	FLT	May 2035	SR/AS/SEQ	\$200,000,000	0.51409152	\$43,697,779
2005-W2	A6	March 2005	31394DJU5	(2)	INV/IO	May 2035	NTL	200,000,000	0.51409152	\$43,697,779

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

(2) For a description of these interest rates, see “Description of the Senior and Mezzanine Certificates—Interest Payments on the Senior and Mezzanine Certificates” in the applicable 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 insure that the sum of the WAM and WALA does not exceed such original term to maturity.

Assumed Characteristics of the Mortgage Loans Related to the Group 2 Underlying REMIC Certificates
(As of February 1, 2010)

Unpaid Principal Balance	Weighted Average Net Mortgage Rate	Weighted Average Mortgage Rate	Weighted Average Original Term (in Months)	Weighted Average Remaining Term (in Months)	Weighted Average Age (in Months)	Weighted Average Remaining IO Term (in Months)
\$ 30,305,935.59	5.319187766	5.577883747	360	301	59	0
249,712,734.14	5.682693298	5.937261738	360	300	59	0
376,970.15	5.311987551	5.561987551	360	300	60	60
10,957,777.28	5.786280196	6.036280196	360	300	60	60
567,082.79	5.980671303	6.230671303	360	301	59	121

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 insure that the sum of the WAM and WALA does not exceed such original term to maturity.

**Additional Information About the Mortgage Loans
Backing the Group 2 Underlying REMIC Certificates
(As of February 1, 2010)**

The following tables set forth certain information about the Mortgage Loans backing the Group 2 Underlying REMIC Certificates as of February 1, 2010. The sum of the percentage columns may not equal 100% due to rounding. The information in the following tables has been provided to us by the Dealer, which obtained the information from the servicer of the Mortgage Loans.

Mortgage Loan Principal Balances(1)

Mortgage Loan Principal Balances (\$)	Number of Mortgage Loans	Principal Balance	Percentage by Principal Balance	Weighted Average Mortgage Interest Rate	WAM (months)	Weighted Average Mortgage Loan Age (months)
0.01 - 50,000.00	40	1,522,857.61	0.52%	6.06%	300	60
50,000.01 - 100,000.00	268	22,011,335.06	7.54%	5.95%	300	59
100,000.01 - 150,000.00	509	63,882,711.56	21.88%	5.94%	300	59
150,000.01 - 200,000.00	401	70,376,248.49	24.11%	5.92%	301	59
200,000.01 - 250,000.00	234	52,273,871.37	17.91%	5.88%	300	59
250,000.01 - 300,000.00	155	42,317,807.75	14.50%	5.86%	300	59
300,000.01 - 350,000.00	110	35,477,456.35	12.15%	5.83%	300	59
350,000.01 - 400,000.00	5	1,875,889.69	0.64%	6.00%	301	59
400,000.01 - 450,000.00	3	1,259,373.92	0.43%	6.16%	300	60
450,000.01 - 500,000.00	2	922,948.15	0.32%	6.01%	301	59
Total:	1,727	291,920,499.95	100.00%	5.90%	300	59

(1) As of February 1, 2010, the average principal balance of the Mortgage Loans is expected to be approximately \$169,033.29.

Mortgage Interest Rates(1)

Mortgage Interest Rates (%)	Number of Mortgage Loans	Principal Balance	Percentage by Principal Balance	Weighted Average Mortgage Interest Rate	WAM (months)	Weighted Average Mortgage Loan Age (months)
5.000 <=	3	290,180.54	0.10%	5.00%	300	60
5.001 - 5.500	46	8,195,685.17	2.81%	5.44%	301	59
5.501 - 6.000	1,276	223,001,855.05	76.39%	5.83%	300	59
6.001 - 6.500	396	59,389,752.01	20.34%	6.23%	300	59
6.501 - 7.000	5	826,731.38	0.28%	6.70%	301	59
7.001 - 7.500	1	216,295.80	0.07%	7.13%	300	60
Total:	1,727	291,920,499.95	100.00%	5.90%	300	59

(1) As of February 1, 2010, the weighted average mortgage interest rate of the Mortgage Loans is expected to be approximately 5.904%.

Net Mortgage Rates(1)

Net Mortgage Interest Rates (%)	Number of Mortgage Loans	Principal Balance	Percentage by Principal Balance	Weighted Average Mortgage Interest Rate	WAM (months)	Weighted Average Mortgage Loan Age (months)
5.000 <=	5	713,358.26	0.24%	5.15%	300	60
5.001 - 5.500	556	102,048,472.27	34.96%	5.70%	300	59
5.501 - 6.000	1,093	178,682,166.93	61.21%	5.99%	300	59
6.001 - 6.500	73	10,476,502.49	3.59%	6.39%	300	60
Total:	1,727	291,920,499.95	100.00%	5.90%	300	59

(1) As of February 1, 2010, the weighted average net mortgage interest rate of the Mortgage Loans is expected to be approximately 5.649%.

Original Terms to Stated Maturity(1)

Original Terms to Stated Maturity (months)	Number of Mortgage Loans	Principal Balance	Percentage by Principal Balance	Weighted Average Mortgage Interest Rate	WAM (months)	Weighted Average Mortgage Loan Age (months)
300	18	3,161,207.71	1.08%	5.92%	241	59
349	1	144,744.44	0.05%	5.75%	289	60
350	1	270,030.55	0.09%	5.88%	290	60
360	1,707	288,344,517.25	98.78%	5.90%	301	59
Total:	1,727	291,920,499.95	100.00%	5.90%	300	59

(1) As of February 1, 2010, the weighted average original term to stated maturity of the Mortgage Loans is expected to be approximately 359 months.

Remaining Terms to Stated Maturity(1)

Remaining Terms to Stated Maturity (months)	Number of Mortgage Loans	Principal Balance	Percentage by Principal Balance	Weighted Average Mortgage Interest Rate	WAM (months)	Weighted Average Mortgage Loan Age (months)
238	1	191,514.08	0.07%	5.75%	238	62
239	1	202,291.34	0.07%	5.75%	239	61
240	3	531,508.81	0.18%	5.90%	240	60
241	11	2,027,450.46	0.69%	5.97%	241	59
242	2	208,443.02	0.07%	5.81%	242	58
289	1	144,744.44	0.05%	5.75%	289	60
290	1	270,030.55	0.09%	5.88%	290	60
293	1	182,246.94	0.06%	6.38%	293	67
296	1	247,330.80	0.08%	5.88%	296	64
297	6	1,168,346.21	0.40%	6.14%	297	63
298	11	2,024,334.47	0.69%	5.98%	298	62
299	52	9,496,699.02	3.25%	5.91%	299	61
300	426	73,419,985.94	25.15%	5.91%	300	60
301	1,103	183,402,345.25	62.83%	5.90%	301	59
302	107	18,403,228.62	6.30%	5.89%	302	58
Total:	1,727	291,920,499.95	100.00%	5.90%	300	59

(1) As of February 1, 2010, the weighted average remaining term to stated maturity of the Mortgage Loans is expected to be approximately 300 months.

Remaining Term to Expiration of Interest Only Period(1)

Remaining Terms to Expiration of Interest Only Period (months)	Number of Mortgage Loans	Principal Balance	Percentage by Principal Balance	Weighted Average Mortgage Interest Rate	WAM (months)	Weighted Average Mortgage Loan Age (months)
0	1,668	280,018,669.73	95.92%	5.90%	300	59
57	1	280,160.00	0.10%	6.25%	297	63
59	2	527,196.61	0.18%	6.04%	299	61
60	22	4,223,590.15	1.45%	6.04%	300	60
61	30	6,236,939.70	2.14%	6.00%	301	59
62	1	66,860.97	0.02%	6.00%	302	58
121	3	567,082.79	0.19%	6.23%	301	59
Total:	1,727	291,920,499.95	100.00%	5.90%	300	59

(1) As of February 1, 2010, the weighted average remaining term to expiration of interest only period of the Mortgage Loans that have interest only periods is expected to be approximately 63 months.

Mortgage Loan Ages(1)

Mortgage Loan Ages (months)	Number of Mortgage Loans	Principal Balance	Percentage by Principal Balance	Weighted Average Mortgage Interest Rate	WAM (months)	Weighted Average Mortgage Loan Age (months)
58.	109	18,611,671.64	6.38%	5.89%	301	58
59.	1,114	185,429,795.71	63.52%	5.90%	300	59
60.	431	74,366,269.74	25.47%	5.91%	300	60
61.	53	9,698,990.36	3.32%	5.91%	298	61
62.	12	2,215,848.55	0.76%	5.96%	293	62
63.	6	1,168,346.21	0.40%	6.14%	297	63
64.	1	247,330.80	0.08%	5.88%	296	64
67.	1	182,246.94	0.06%	6.38%	293	67
Total:	1,727	291,920,499.95	100.00%	5.90%	300	59

(1) As of February 1, 2010, the weighted average mortgage loan age of the Mortgage Loans is expected to be approximately 59 months.

Original Loan-to-Value Ratios(1)(2)

Original Loan-to-Value Ratios (%)	Number of Mortgage Loans	Principal Balance	Percentage by Principal Balance	Weighted Average Mortgage Interest Rate	WAM (months)	Weighted Average Mortgage Loan Age (months)
0.01 - 5.00	1	84,868.93	0.03%	6.25%	300	60
5.01 - 10.00	1	149,992.45	0.05%	5.88%	241	59
10.01 - 15.00	2	83,587.22	0.03%	6.08%	298	62
15.01 - 20.00	5	511,581.50	0.18%	5.80%	288	59
20.01 - 25.00	9	1,137,429.11	0.39%	5.86%	301	59
25.01 - 30.00	17	2,998,652.51	1.03%	5.84%	301	59
30.01 - 35.00	27	4,002,063.59	1.37%	5.86%	301	59
35.01 - 40.00	30	5,416,885.95	1.86%	5.78%	300	60
40.01 - 45.00	41	7,116,745.30	2.44%	5.88%	300	60
45.01 - 50.00	65	12,295,973.78	4.21%	5.85%	298	59
50.01 - 55.00	95	16,420,147.98	5.62%	5.87%	300	59
55.01 - 60.00	95	17,526,669.14	6.00%	5.85%	300	59
60.01 - 65.00	101	18,307,628.74	6.27%	5.86%	299	59
65.01 - 70.00	154	28,873,292.97	9.89%	5.87%	301	59
70.01 - 75.00	201	35,617,856.21	12.20%	5.88%	300	59
75.01 - 80.00	676	109,672,344.59	37.57%	5.93%	300	59
80.01 - 85.00	28	4,549,139.97	1.56%	5.98%	297	59
85.01 - 90.00	148	22,433,082.89	7.68%	5.99%	301	59
90.01 - 95.00	30	4,462,897.77	1.53%	6.03%	301	59
95.01 - 100.00	1	259,659.35	0.09%	6.13%	301	59
Total:	1,727	291,920,499.95	100.00%	5.90%	300	59

- (1) The loan-to-value ratio of a Mortgage Loan is equal to its principal balance at origination divided by the *lesser* of the appraised value of the related Mortgaged Property at origination and, if applicable, the sales price at origination.
(2) As of February 1, 2010, the weighted average original loan-to-value of the Mortgage Loans is expected to be approximately 70.23%.

Documentation Program

Documentation Program	Number of Mortgage Loans	Principal Balance	Percentage by Principal Balance	Weighted Average Mortgage Interest Rate	WAM (months)	Weighted Average Mortgage Loan Age (months)
Full Documentation	1,080	179,341,118.50	61.43%	5.88%	300	59
Stated Income/Stated Assets	341	60,260,508.98	20.64%	5.89%	300	59
Reduced Documentation	241	41,836,383.57	14.33%	5.99%	301	59
No Documentation	65	10,482,488.90	3.59%	6.04%	301	59
Total:	1,727	291,920,499.95	100.00%	5.90%	300	59

Types of Mortgaged Properties

Types of Mortgaged Properties	Number of Mortgage Loans	Principal Balance	Percentage by Principal Balance	Weighted Average Mortgage Interest Rate	WAM (months)	Weighted Average Mortgage Loan Age (months)
Single-Family	1,327	221,865,864.86	76.00%	5.89%	300	59
Planned Unit Development	243	42,816,839.78	14.67%	5.91%	300	59
Condo	81	12,198,446.77	4.18%	5.97%	300	59
2-Family	58	10,792,984.65	3.70%	6.04%	300	59
4-Family	10	2,131,125.68	0.73%	5.96%	300	60
3-Family	7	1,990,342.35	0.68%	6.05%	301	59
Co-op	1	124,895.86	0.04%	6.38%	301	59
Total:	1,727	291,920,499.95	100.00%	5.90%	300	59

Geographic Distribution of Mortgaged Properties

Geographic Distribution of Mortgaged Properties	Number of Mortgage Loans	Principal Balance	Percentage by Principal Balance	Weighted Average Mortgage Interest Rate	WAM (months)	Weighted Average Mortgage Loan Age (months)
California	356	77,585,667.68	26.58%	5.85%	299	59
Florida	144	22,641,478.16	7.76%	5.96%	301	59
New York	90	18,013,894.91	6.17%	5.93%	300	59
New Jersey	71	13,738,363.61	4.71%	5.94%	301	59
Texas	83	11,631,239.56	3.98%	5.92%	301	59
Nevada	58	10,886,218.03	3.73%	5.91%	300	59
Arizona	77	10,492,631.20	3.59%	5.95%	301	59
Massachusetts	43	9,539,224.60	3.27%	5.89%	299	59
Washington	55	8,866,731.49	3.04%	5.87%	301	59
Michigan	57	7,953,919.26	2.72%	5.91%	300	59
Illinois	41	7,168,397.07	2.46%	5.98%	300	59
Ohio	49	6,273,460.27	2.15%	5.91%	300	59
Virginia	31	6,171,884.83	2.11%	5.83%	301	59
Colorado	36	5,889,025.26	2.02%	5.91%	301	59
Minnesota	33	5,135,070.21	1.76%	6.01%	301	59
Connecticut	25	4,964,547.76	1.70%	5.88%	299	59
Oregon	35	4,858,511.56	1.66%	5.89%	301	59
Pennsylvania	42	4,805,715.68	1.65%	5.96%	298	59
Georgia	30	4,440,545.87	1.52%	5.92%	301	59
North Carolina	32	3,710,352.45	1.27%	6.00%	300	59
Wisconsin	20	3,185,655.29	1.09%	5.86%	301	59
Maryland	16	3,096,159.17	1.06%	5.86%	301	59
Missouri	27	3,066,138.69	1.05%	5.99%	301	59
New Hampshire	15	2,841,673.14	0.97%	5.86%	296	59
Oklahoma	21	2,674,333.67	0.92%	5.90%	294	59
Hawaii	11	2,664,901.62	0.91%	5.78%	301	59
Alabama	28	2,590,811.31	0.89%	5.91%	301	59
Kentucky	21	2,555,206.17	0.88%	5.94%	301	59
Indiana	16	2,495,935.47	0.86%	5.88%	301	59
Utah	17	2,193,169.78	0.75%	5.87%	298	59
Rhode Island	10	2,081,308.76	0.71%	5.88%	301	59
Louisiana	14	2,020,989.40	0.69%	6.06%	301	59
Idaho	14	1,854,806.14	0.64%	5.97%	301	59
Tennessee	16	1,555,058.94	0.53%	5.89%	301	59
South Carolina	13	1,352,627.81	0.46%	5.93%	301	59
Delaware	7	1,286,452.33	0.44%	5.94%	301	59
Mississippi	8	1,130,740.91	0.39%	5.90%	301	59
Maine	7	1,119,335.16	0.38%	5.89%	300	60
West Virginia	7	1,016,079.10	0.35%	5.84%	301	59
Alaska	6	1,004,626.48	0.34%	5.91%	300	60
New Mexico	8	976,491.67	0.33%	6.05%	301	59
Montana	7	970,984.63	0.33%	5.89%	300	60
Kansas	9	944,023.24	0.32%	5.94%	301	59
Arkansas	8	886,259.98	0.30%	5.98%	301	59
Iowa	7	836,134.61	0.29%	5.94%	301	59
Wyoming	3	376,337.71	0.13%	5.88%	301	59
Nebraska	2	286,976.74	0.10%	5.80%	300	60
South Dakota	1	90,402.57	0.03%	5.63%	301	59
Total:	1,727	291,920,499.95	100.00%	5.90%	300	59

Loan Purpose

Loan Purpose	Number of Mortgage Loans	Principal Balance	Percentage by Principal Balance	Weighted Average Mortgage Interest Rate	WAM (months)	Weighted Average Mortgage Loan Age (months)
Cash Out Refinance	871	156,113,335.34	53.48%	5.88%	300	59
Purchase	613	94,277,745.02	32.30%	5.96%	301	59
Rate/Term Refinance	243	41,529,419.59	14.23%	5.88%	299	59
Total:	1,727	291,920,499.95	100.00%	5.90%	300	59

Occupancy Types(1)

Occupancy Type	Number of Mortgage Loans	Principal Balance	Percentage by Principal Balance	Weighted Average Mortgage Interest Rate	WAM (months)	Weighted Average Mortgage Loan Age (months)
Primary	1,459	255,694,125.74	87.59%	5.89%	300	59
Investor	235	30,771,486.86	10.54%	6.03%	300	59
Secondary	33	5,454,887.35	1.87%	5.94%	301	59
Total:	1,727	291,920,499.95	100.00%	5.90%	300	59

(1) Based upon representation of the related borrowers at the time of origination.

Credit Score(1)

Credit Score	Number of Mortgage Loans	Principal Balance	Percentage by Principal Balance	Weighted Average Mortgage Interest Rate	WAM (months)	Weighted Average Mortgage Loan Age (months)
821 - 840	6	938,852.46	0.32%	5.88%	301	59
801 - 820	42	5,650,517.72	1.94%	5.90%	301	59
781 - 800	133	21,284,997.39	7.29%	5.87%	300	59
761 - 780	212	38,937,745.61	13.34%	5.86%	300	59
741 - 760	194	30,433,361.41	10.43%	5.91%	301	59
721 - 740	217	37,339,140.91	12.79%	5.89%	299	59
701 - 720	269	45,691,297.06	15.65%	5.94%	299	59
681 - 700	222	37,564,564.80	12.87%	5.91%	301	59
661 - 680	214	35,948,084.41	12.31%	5.92%	301	59
641 - 660	111	19,398,889.82	6.65%	5.93%	300	59
621 - 640	72	12,804,115.55	4.39%	5.90%	300	59
601 - 620	29	4,944,647.99	1.69%	5.88%	301	59
Less than or equal to 600	6	984,284.82	0.34%	5.92%	301	59
Total:	1,727	291,920,499.95	100.00%	5.90%	300	59

(1) As of February 1, 2010, the weighted average credit score of the Mortgage Loans is expected to be approximately 716.

Amortization Type

Amortization Type	Number of Mortgage Loans	Principal Balance	Percentage by Principal Balance	Weighted Average Mortgage Interest Rate	WAM (months)	Weighted Average Mortgage Loan Age (months)
Interest Only	59	11,901,830.22	4.08%	6.03%	300	60
Fully Amortizing	1,668	280,018,669.73	95.92%	5.90%	300	59
Total:	1,727	291,920,499.95	100.00%	5.90%	300	59

Prepayment Premium Period

Prepayment Premium Period (months)	Number of Mortgage Loans	Principal Balance	Percentage by Principal Balance	Weighted Average Mortgage Interest Rate	WAM (months)	Weighted Average Mortgage Loan Age (months)
0	1,708	288,375,073.78	98.79%	5.90%	300	59
36	2	355,388.59	0.12%	5.99%	300	60
60	17	3,190,037.58	1.09%	5.89%	300	60
Total:	1,727	291,920,499.95	100.00%	5.90%	300	59

Delinquency Information

Delinquency Information	Number of Mortgage Loans	Principal Balance	Percentage by Principal Balance	Weighted Average Mortgage Interest Rate	WAM (months)	Weighted Average Mortgage Loan Age (months)
Current	1,461	244,401,126.40	83.72%	5.90%	300	59
30 days	71	12,383,929.98	4.24%	5.87%	301	59
60 days	26	4,673,612.49	1.60%	5.88%	300	59
90+ days	83	15,404,607.31	5.28%	5.95%	300	59
In foreclosure	70	12,474,655.47	4.27%	6.00%	301	59
REO	16	2,582,568.30	0.88%	5.92%	301	59
Total:	1,727	291,920,499.95	100.00%	5.90%	300	59

Historical Delinquency Information

Number of Times 30 Days Delinquent Since October 1, 2006	Number of Mortgage Loans	Principal Balance	Percentage by Principal Balance	Weighted Average Mortgage Interest Rate	WAM (months)	Weighted Average Mortgage Loan Age (months)
0	1,287	214,599,926.38	73.51%	5.90%	300	59
1	186	32,801,426.83	11.24%	5.91%	300	59
2	56	10,756,325.90	3.68%	5.88%	299	59
3	44	8,661,700.22	2.97%	5.95%	301	59
4	33	5,910,450.45	2.02%	5.95%	300	60
5	26	3,710,648.68	1.27%	5.97%	301	59
6	16	2,503,795.88	0.86%	5.91%	301	59
7	18	3,257,383.26	1.12%	5.98%	299	59
8	10	1,315,867.63	0.45%	5.97%	301	59
9	10	1,685,109.78	0.58%	6.01%	300	60
10	5	922,661.93	0.32%	5.83%	301	59
11	5	951,676.38	0.33%	5.94%	301	59
12	7	965,268.52	0.33%	5.87%	301	59
13	5	899,343.07	0.31%	5.92%	301	59
14	2	317,277.57	0.11%	5.84%	300	60
15	6	1,104,045.25	0.38%	5.85%	301	59
16	3	467,737.86	0.16%	5.83%	301	59
17	2	336,653.68	0.12%	5.88%	301	59
20	1	93,556.03	0.03%	5.75%	302	58
21	1	106,393.57	0.04%	6.13%	301	59
22	2	369,327.65	0.13%	5.56%	301	59
23	1	38,638.70	0.01%	5.88%	301	59
25	1	145,284.73	0.05%	5.95%	301	59
Total:	1,727	291,920,499.95	100.00%	5.90%	300	59

Group 5 Underlying RCR 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 WALA (in months)
2007-076	PE	July 2007	31396WZ41	6.0%	FIX	August 2037	PAC	\$49,127,000	1.00000000	\$32,810,200.00	6.546%	41

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

Group 6 Underlying RCR Certificate

Underlying Trust Designation	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 WALA (in months)
2010-019	ML	February 2010	31398MYR1	5.0%	FIX	March 2040	SUP	\$82,722,000	0.97342536	\$70,789,439.00	5.591%	64

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

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

Available Recombinations(1)

REMIC Certificates		RCR Certificates						
Classes	Original Balances	RCR Classes	Original Balances	Principal Type(2)	Interest Rate	Interest Type(2)	CUSIP Number	Final Distribution Date
Recombination 1								
NB	\$208,250,000	NC	\$208,250,000	SEQ	3.25%	FIX	31398MN28	January 2028
NI	11,569,444(3)							
Recombination 2								
NB	208,250,000	ND	208,250,000	SEQ	3.50	FIX	31398MN36	January 2028
NI	23,138,889(3)							
Recombination 3								
NB	208,250,000	NG	208,250,000	SEQ	4.00	FIX	31398MN44	January 2028
NI	46,277,777(3)							
Recombination 4								
NB	208,250,000	NA	208,250,000	SEQ	4.50	FIX	31398MN51	January 2028
NI	69,416,666(3)							
Recombination 5								
JB	24,890,000	JA	24,890,000	SC/PAC	5.00	FIX	31398MN69	March 2040
JI	4,978,000(3)							
Recombination 6								
PB	14,711,000	MA	139,428,000	PAC	4.50	FIX	31398MN77	March 2037
PC	31,559,000							
PU	13,296,000							
PV	79,862,000							
PI	44,367,777(3)							
Recombination 7								
PE	23,411,000	MY	40,419,000	PAC	4.50	FIX	31398MN85	April 2040
PY	17,008,000							
Recombination 8								
PV	79,862,000	PX	79,862,000	PAC	2.50	FIX	31398MN93	September 2030
PI	8,873,555(3)							
Recombination 9								
PV	79,862,000	PG	79,862,000	PAC	3.00	FIX	31398MP26	September 2030
PI	17,747,111(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 10								
PV	\$ 79,862,000	PJ	\$ 79,862,000	PAC	3.50%	FIX	31398MP34	September 2030
PI	26,620,666(3)							
Recombination 11								
PV	79,862,000	PL	79,862,000	PAC	4.00	FIX	31398MP42	September 2030
PI	35,494,222(3)							
Recombination 12								
PV	79,862,000	PA	79,862,000	PAC	4.50	FIX	31398MP59	September 2030
PI	44,367,777(3)							
Recombination 13								
PB	14,711,000	PH	156,436,000	PAC	4.50	FIX	31398MP67	August 2038
PC	31,559,000							
PU	13,296,000							
PY	17,008,000							
PV	79,862,000							
PI	44,367,777(3)							
Recombination 14								
PU	13,296,000	PD	30,304,000	PAC	4.50	FIX	31398MP75	August 2038
PY	17,008,000							

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

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

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

Principal Balance Schedules

JB Class 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	\$24,890,000.00	March 2012	\$11,247,017.62	March 2014	\$ 3,343,794.11
April 2010	24,182,430.75	April 2012	10,815,337.14	April 2014	3,114,624.22
May 2010	23,488,082.52	May 2012	10,393,429.07	May 2014	2,892,562.24
June 2010	22,806,793.39	June 2012	9,981,168.03	June 2014	2,677,511.57
July 2010	22,138,403.16	July 2012	9,578,429.97	July 2014	2,469,376.65
August 2010	21,482,753.31	August 2012	9,185,092.16	August 2014	2,268,063.02
September 2010	20,839,686.98	September 2012	8,801,033.20	September 2014	2,073,477.21
October 2010	20,209,048.98	October 2012	8,426,132.98	October 2014	1,885,526.79
November 2010	19,590,685.72	November 2012	8,060,272.70	November 2014	1,704,120.34
December 2010	18,984,445.26	December 2012	7,703,334.82	December 2014	1,529,167.45
January 2011	18,390,177.24	January 2013	7,355,203.06	January 2015	1,360,578.72
February 2011	17,807,732.91	February 2013	7,015,762.41	February 2015	1,198,265.71
March 2011	17,236,965.06	March 2013	6,684,899.09	March 2015	1,042,140.97
April 2011	16,677,728.07	April 2013	6,362,500.55	April 2015	892,118.01
May 2011	16,129,877.83	May 2013	6,048,455.43	May 2015	748,111.29
June 2011	15,593,271.77	June 2013	5,742,653.62	June 2015	610,036.23
July 2011	15,067,768.85	July 2013	5,444,986.17	July 2015	477,809.19
August 2011	14,553,229.49	August 2013	5,155,345.31	August 2015	351,347.44
September 2011	14,049,515.60	September 2013	4,873,624.45	September 2015	230,569.16
October 2011	13,556,490.57	October 2013	4,599,718.15	October 2015	115,393.48
November 2011	13,074,019.24	November 2013	4,333,522.11	November 2015	5,740.41
December 2011	12,601,967.88	December 2013	4,074,933.17	December 2015 and thereafter	0.00
January 2012	12,140,204.18	January 2014	3,823,849.30		
February 2012	11,688,597.26	February 2014	3,580,169.55		

Aggregate Group 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	\$179,847,000.00	March 2012	\$154,632,096.89	March 2014	\$121,377,981.58
April 2010	179,247,449.15	April 2012	153,210,068.56	April 2014	120,079,371.54
May 2010	178,605,659.40	May 2012	151,776,971.98	May 2014	118,787,765.18
June 2010	177,921,868.51	June 2012	150,333,073.11	June 2014	117,503,126.14
July 2010	177,196,336.06	July 2012	148,878,645.12	July 2014	116,225,418.26
August 2010	176,429,343.34	August 2012	147,432,029.33	August 2014	114,954,605.55
September 2010	175,621,193.17	September 2012	145,993,185.23	September 2014	113,690,652.21
October 2010	174,772,209.71	October 2012	144,562,072.50	October 2014	112,433,522.63
November 2010	173,882,738.26	November 2012	143,138,651.03	November 2014	111,183,181.38
December 2010	172,953,145.05	December 2012	141,722,880.92	December 2014	109,939,593.21
January 2011	171,983,817.01	January 2013	140,314,722.49	January 2015	108,702,723.06
February 2011	170,975,161.49	February 2013	138,914,136.24	February 2015	107,472,536.04
March 2011	169,927,606.03	March 2013	137,521,082.88	March 2015	106,248,997.45
April 2011	168,841,598.01	April 2013	136,135,523.33	April 2015	105,032,072.77
May 2011	167,717,604.38	May 2013	134,757,418.72	May 2015	103,821,727.63
June 2011	166,556,111.34	June 2013	133,386,730.35	June 2015	102,617,927.88
July 2011	165,357,623.96	July 2013	132,023,419.75	July 2015	101,420,639.51
August 2011	164,122,665.86	August 2013	130,667,448.63	August 2015	100,229,828.71
September 2011	162,851,778.81	September 2013	129,318,778.91	September 2015	99,045,461.83
October 2011	161,545,522.35	October 2013	127,977,372.68	October 2015	97,867,505.40
November 2011	160,204,473.37	November 2013	126,643,192.27	November 2015	96,695,926.12
December 2011	158,829,225.70	December 2013	125,316,200.17	December 2015	95,530,690.86
January 2012	157,441,922.40	January 2014	123,996,359.06	January 2016	94,371,766.66
February 2012	156,042,798.46	February 2014	122,683,631.84	February 2016	93,219,120.74

Aggregate Group (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>
March 2016	\$ 92,072,720.47	October 2020.	\$ 40,498,991.54	May 2025	\$ 16,042,806.33
April 2016	90,932,533.41	November 2020	39,846,745.73	June 2025.	15,763,004.28
May 2016	89,798,527.27	December 2020	39,204,281.71	July 2025	15,487,566.30
June 2016.	88,670,669.94	January 2021	38,571,458.44	August 2025	15,216,428.06
July 2016	87,548,929.46	February 2021.	37,948,136.88	September 2025 . . .	14,949,526.15
August 2016	86,433,274.05	March 2021	37,334,179.93	October 2025.	14,686,798.05
September 2016 . . .	85,323,672.08	April 2021	36,729,452.44	November 2025	14,428,182.16
October 2016.	84,220,092.10	May 2021	36,133,821.13	December 2025	14,173,617.72
November 2016	83,122,502.80	June 2021.	35,547,154.65	January 2026	13,923,044.87
December 2016	82,030,873.05	July 2021	34,969,323.45	February 2026.	13,676,404.59
January 2017	80,945,171.88	August 2021	34,400,199.84	March 2026	13,433,638.72
February 2017.	79,865,368.47	September 2021 . . .	33,839,657.91	April 2026	13,194,689.91
March 2017	78,791,432.15	October 2021.	33,287,573.55	May 2026	12,959,501.65
April 2017	77,723,332.43	November 2021	32,743,824.38	June 2026.	12,728,018.22
May 2017	76,661,038.97	December 2021	32,208,289.76	July 2026	12,500,184.72
June 2017.	75,604,521.59	January 2022	31,680,850.73	August 2026	12,275,947.01
July 2017	74,553,750.24	February 2022.	31,161,390.05	September 2026 . . .	12,055,251.76
August 2017	73,508,695.06	March 2022	30,649,792.09	October 2026.	11,838,046.36
September 2017 . . .	72,469,326.32	April 2022	30,145,942.88	November 2026	11,624,279.00
October 2017.	71,435,614.46	May 2022	29,649,730.06	December 2026	11,413,898.57
November 2017	70,407,530.05	June 2022.	29,161,042.85	January 2027	11,206,854.72
December 2017	69,385,043.85	July 2022	28,679,772.04	February 2027.	11,003,097.82
January 2018	68,368,126.72	August 2022	28,205,809.96	March 2027	10,802,578.95
February 2018.	67,356,749.71	September 2022 . . .	27,739,050.46	April 2027	10,605,249.88
March 2018	66,350,884.00	October 2022.	27,279,388.90	May 2027	10,411,063.09
April 2018	65,350,500.93	November 2022	26,826,722.12	June 2027.	10,219,971.73
May 2018	64,355,571.98	December 2022	26,380,948.42	July 2027	10,031,929.63
June 2018.	63,366,068.78	January 2023	25,941,967.52	August 2027	9,846,891.28
July 2018	62,381,963.10	February 2023.	25,509,680.58	September 2027 . . .	9,664,811.83
August 2018	61,404,216.52	March 2023	25,083,990.17	October 2027.	9,485,647.06
September 2018 . . .	60,440,922.35	April 2023	24,664,800.21	November 2027	9,309,353.42
October 2018.	59,491,873.97	May 2023	24,252,015.99	December 2027	9,135,887.94
November 2018	58,556,867.68	June 2023.	23,845,544.17	January 2028	8,965,208.31
December 2018	57,635,702.63	July 2023	23,445,292.69	February 2028.	8,797,272.80
January 2019	56,728,180.77	August 2023	23,051,170.83	March 2028	8,632,040.29
February 2019.	55,834,106.83	September 2023 . . .	22,663,089.13	April 2028	8,469,470.27
March 2019	54,953,288.28	October 2023.	22,280,959.43	May 2028	8,309,522.79
April 2019	54,085,535.30	November 2023	21,904,694.79	June 2028.	8,152,158.49
May 2019	53,230,660.70	December 2023	21,534,209.52	July 2028	7,997,338.57
June 2019.	52,388,479.94	January 2024	21,169,419.14	August 2028	7,845,024.80
July 2019	51,558,811.08	February 2024.	20,810,240.37	September 2028 . . .	7,695,179.48
August 2019	50,741,474.70	March 2024	20,456,591.13	October 2028.	7,547,765.49
September 2019 . . .	49,936,293.92	April 2024	20,108,390.48	November 2028	7,402,746.21
October 2019.	49,143,094.32	May 2024	19,765,558.64	December 2028	7,260,085.57
November 2019	48,361,703.97	June 2024.	19,428,016.98	January 2029	7,119,748.02
December 2019	47,591,953.32	July 2024	19,095,687.96	February 2029.	6,981,698.51
January 2020	46,833,675.19	August 2024	18,768,495.16	March 2029	6,845,902.52
February 2020.	46,086,704.80	September 2024 . . .	18,446,363.24	April 2029	6,712,326.01
March 2020	45,350,879.62	October 2024.	18,129,217.95	May 2029	6,580,935.44
April 2020	44,626,039.46	November 2024	17,816,986.06	June 2029.	6,451,697.76
May 2020	43,912,026.34	December 2024	17,509,595.43	July 2029	6,324,580.39
June 2020.	43,208,684.54	January 2025	17,206,974.90	August 2029	6,199,551.23
July 2020	42,515,860.48	February 2025.	16,909,054.37	September 2029 . . .	6,076,578.64
August 2020	41,833,402.79	March 2025	16,615,764.69	October 2029.	5,955,631.45
September 2020 . . .	41,161,162.20	April 2025	16,327,037.74	November 2029	5,836,678.91

Aggregate Group (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>
December 2029	\$ 5,719,690.76	May 2033	\$ 2,294,318.75	October 2036	\$ 645,144.09
January 2030	5,604,637.16	June 2033	2,237,556.38	November 2036	618,865.59
February 2030	5,491,488.69	July 2033	2,181,800.46	December 2036	593,105.65
March 2030	5,380,216.37	August 2033	2,127,035.17	January 2037	567,855.73
April 2030	5,270,791.65	September 2033 . . .	2,073,244.95	February 2037	543,107.44
May 2030	5,163,186.38	October 2033	2,020,414.42	March 2037	518,852.51
June 2030	5,057,372.84	November 2033	1,968,528.48	April 2037	495,082.80
July 2030	4,953,323.68	December 2033	1,917,572.21	May 2037	471,790.30
August 2030	4,851,011.97	January 2034	1,867,530.94	June 2037	448,967.10
September 2030 . . .	4,750,411.18	February 2034	1,818,390.21	July 2037	426,605.44
October 2030	4,651,495.15	March 2034	1,770,135.77	August 2037	404,697.64
November 2030	4,554,238.11	April 2034	1,722,753.59	September 2037 . . .	383,236.18
December 2030	4,458,614.66	May 2034	1,676,229.84	October 2037	362,213.63
January 2031	4,364,599.78	June 2034	1,630,550.90	November 2037	341,622.67
February 2031	4,272,168.80	July 2034	1,585,703.35	December 2037	321,456.10
March 2031	4,181,297.43	August 2034	1,541,673.97	January 2038	301,706.83
April 2031	4,091,961.72	September 2034 . . .	1,498,449.74	February 2038	282,367.88
May 2031	4,004,138.07	October 2034	1,456,017.83	March 2038	263,432.37
June 2031	3,917,803.23	November 2034	1,414,365.62	April 2038	244,893.52
July 2031	3,832,934.30	December 2034	1,373,480.64	May 2038	226,744.69
August 2031	3,749,508.69	January 2035	1,333,350.64	June 2038	208,979.29
September 2031 . . .	3,667,504.17	February 2035	1,293,963.54	July 2038	191,590.86
October 2031	3,586,898.81	March 2035	1,255,307.45	August 2038	174,573.04
November 2031	3,507,671.01	April 2035	1,217,370.63	September 2038 . . .	157,919.56
December 2031	3,429,799.49	May 2035	1,180,141.55	October 2038	141,624.25
January 2032	3,353,263.29	June 2035	1,143,608.84	November 2038	125,681.03
February 2032	3,278,041.74	July 2035	1,107,761.29	December 2038	110,083.92
March 2032	3,204,114.48	August 2035	1,072,587.87	January 2039	94,827.03
April 2032	3,131,461.46	September 2035 . . .	1,038,077.71	February 2039	79,904.56
May 2032	3,060,062.90	October 2035	1,004,220.10	March 2039	65,310.80
June 2032	2,989,899.34	November 2035	971,004.51	April 2039	51,040.13
July 2032	2,920,951.59	December 2035	938,420.54	May 2039	44,126.70
August 2032	2,853,200.73	January 2036	906,457.97	June 2039	37,364.58
September 2032 . . .	2,786,628.15	February 2036	875,106.71	July 2039	30,751.17
October 2032	2,721,215.49	March 2036	844,356.85	August 2039	24,283.93
November 2032	2,656,944.67	April 2036	814,198.61	September 2039 . . .	17,960.37
December 2032	2,593,797.86	May 2036	784,622.37	October 2039	11,778.01
January 2033	2,531,757.52	June 2036	755,618.63	November 2039	5,734.44
February 2033	2,470,806.36	July 2036	727,178.06	December 2039 and thereafter	0.00
March 2033	2,410,927.33	August 2036	699,291.46		
April 2033	2,352,103.64	September 2036 . . .	671,949.78		

KA Class 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	\$18,836,000.00	December 2010	\$17,546,513.57	September 2011	\$15,307,860.51
April 2010	18,744,033.10	January 2011	17,341,595.06	October 2011	15,008,755.60
May 2010	18,638,922.78	February 2011	17,125,096.06	November 2011	14,700,768.48
June 2010	18,520,781.03	March 2011	16,897,264.29	December 2011	14,384,258.11
July 2010	18,389,735.66	April 2011	16,658,361.30	January 2012	14,066,360.94
August 2010	18,245,930.08	May 2011	16,408,662.22	February 2012	13,747,203.50
September 2010	18,089,523.23	June 2011	16,148,455.32	March 2012	13,426,917.66
October 2010	17,920,689.40	July 2011	15,878,041.72	April 2012	13,105,640.39
November 2010	17,739,618.05	August 2011	15,597,734.93	May 2012	12,783,513.53

KA Class (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 2012	\$12,460,683.58	July 2014	\$ 5,831,215.81	August 2016	\$ 1,781,020.94
July 2012	12,137,301.45	August 2014	5,624,052.05	September 2016	1,663,856.52
August 2012	11,819,144.51	September 2014	5,420,954.78	October 2016	1,549,821.43
September 2012	11,506,161.59	October 2014	5,221,882.54	November 2016	1,438,882.20
October 2012	11,198,301.94	November 2014	5,026,794.24	December 2016	1,331,005.67
November 2012	10,895,515.25	December 2014	4,835,649.12	January 2017	1,226,158.93
December 2012	10,597,751.61	January 2015	4,648,406.77	February 2017	1,124,309.39
January 2013	10,304,961.54	February 2015	4,465,027.12	March 2017	1,025,424.73
February 2013	10,017,095.96	March 2015	4,285,470.45	April 2017	929,472.91
March 2013	9,734,106.23	April 2015	4,109,697.36	May 2017	836,422.15
April 2013	9,455,944.08	May 2015	3,937,668.81	June 2017	746,240.95
May 2013	9,182,561.64	June 2015	3,769,346.06	July 2017	658,898.12
June 2013	8,913,911.49	July 2015	3,604,690.74	August 2017	574,362.69
July 2013	8,649,946.55	August 2015	3,443,664.76	September 2017	492,603.99
August 2013	8,390,620.18	September 2015	3,286,230.39	October 2017	413,591.60
September 2013	8,135,886.10	October 2015	3,132,350.21	November 2017	337,295.38
October 2013	7,885,698.44	November 2015	2,981,987.11	December 2017	263,685.41
November 2013	7,640,011.68	December 2015	2,835,104.30	January 2018	195,652.50
December 2013	7,398,780.72	January 2016	2,691,665.33	February 2018	138,062.60
January 2014	7,161,960.84	February 2016	2,551,634.01	March 2018	90,716.50
February 2014	6,929,507.66	March 2016	2,414,974.53	April 2018	53,418.03
March 2014	6,701,377.21	April 2016	2,281,651.31	May 2018	25,974.01
April 2014	6,477,525.86	May 2016	2,151,629.13	June 2018	8,194.23
May 2014	6,257,910.37	June 2016	2,024,873.05	July 2018 and thereafter	0.00
June 2014	6,042,487.87	July 2016	1,901,348.43		

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

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

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\$799,040,250



**Guaranteed REMIC
Pass-Through Certificates
Fannie Mae REMIC Trust 2010-37**

PROSPECTUS SUPPLEMENT

BofA Merrill Lynch

March 23, 2010
