

\$1,436,552,347



FannieMae®

**Guaranteed REMIC Pass-Through Certificates
Fannie Mae REMIC Trust 2010-64**

The Certificates

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

Payments to Certificateholders

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

- interest accrued on the balance of your certificate (except in the case of the accrual classes), and
- principal to the extent available for payment on your class.

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

The Fannie Mae Guaranty

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

The Trust and its Assets

The trust will own

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

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

Class	Group	Original Class Balance	Principal Type(1)	Interest Rate	Interest Type(1)	CUSIP Number	Final Distribution Date
DM	1	\$181,000,000	PAC/AD	5.0%	FIX	31398RM85	June 2040
DA	1	50,000,000	PAC/AD	4.5	FIX	31398RM93	June 2040
QF(2)	1	12,500,000	PAC/AD	(3)	FLT	31398RN27	June 2040
QS(2)	1	12,500,000(4)	NTL	(3)	INV/IO	31398RN35	June 2040
EP	1	500,000	PAC/AD	5.0	FIX	31398RN43	June 2040
UZ	1	42,679,250	SUP	5.0	FIX/Z	31398RN50	June 2040
FQ(2)	1	95,559,750	PT	(3)	FLT	31398RN68	June 2040
FS(2)	1	95,559,750(4)	NTL	(3)	INV/IO	31398RN76	June 2040
AP	2	59,273,000	SC/PAC	5.0	FIX	31398RN84	April 2035
UA	2	4,000,000	SC/SUP	5.0	FIX	31398RN92	April 2035
UF	2	18,897,556	SC/SUP	(3)	FLT	31398RP25	April 2035
US	2	3,779,512	SC/SUP	(3)	INV	31398RP33	April 2035
KD(2)	3	61,984,286	PAC/AD	3.5	FIX	31398RP41	June 2040
FK(2)	3	82,645,714	PAC/AD	(3)	FLT	31398RP58	June 2040
SK(2)	3	82,645,714(4)	NTL	(3)	INV/IO	31398RP66	June 2040
KQ	3	536,000	PAC/AD	5.5	FIX	31398RP74	June 2040
KZ	3	26,105,790	SUP	5.5	FIX/Z	31398RP82	June 2040
A(2)	4	335,202,206	PT	5.0	FIX	31398RP90	December 2020
CF(2)	5	149,687,053	SC/PT	(3)	FLT	31398RQ24	June 2040
CS(2)	5	149,687,053(4)	NTL	(3)	INV/IO	31398RQ32	June 2040
BA	5	43,200,000	SC/PAC/AD	5.0	FIX	31398RQ40	May 2040
BE	5	400,000	SC/PAC/AD	5.0	FIX	31398RQ57	June 2040
BZ	5	6,295,685	SC/SUP	5.0	FIX/Z	31398RQ65	June 2040
EH(2)	6	202,750,000	SEQ/AD	5.0	FIX	31398RQ73	October 2035
EZ	6	21,186,545	SEQ	5.0	FIX/Z	31398RQ81	June 2040
FP	7	26,563,846	SC/PT	(3)	FLT	31398RQ99	May 2040
SP(2)	7	26,563,846(4)	NTL	(3)	INV/IO	31398RR23	May 2040
PO(2)	7	11,806,154	SC/PT	0.0	PO	31398RR31	May 2040
R		0	NPR	0	NPR	31398RR49	June 2040
RL		0	NPR	0	NPR	31398RR56	June 2040

- (1) See "Description of the Certificates—The Certificates—Class Definitions and Abbreviations" in the REMIC prospectus.
 (2) Exchangeable classes.
 (3) Based on LIBOR.

- (4) Notional balances. These classes are interest only classes. See page S-7 for a description of how their notional balances are calculated.

Carefully consider the risk factors starting on page S-9 of this prospectus supplement and starting on page 11 of the REMIC prospectus. Unless you understand and are able to tolerate these risks, you should not invest in the certificates.

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

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

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

If you own certificates of certain classes, you can exchange them for certificates of the corresponding RCR classes to be delivered at the time of exchange. The FC, SC, FB, SB, FA, SA, FL, SL, FM, SM, KG, KA, AB, AI, AD, AG, AJ, AL, BF, BS, AF, AS, EA, EI, EB, EC, ED, and PS 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—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 May 28, 2010.

Barclays Capital

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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 May 1, 2010 (the “REMIC Prospectus”);
- our Prospectus for Fannie Mae Guaranteed Pass-Through Certificates (Single-Family Residential Mortgage Loans) dated
 - June 1, 2009, for all MBS issued on or after January 1, 2009,
 - April 1, 2008, for all MBS issued on or after June 1, 2007 and prior to January 1, 2009, or
 - January 1, 2006, for all other MBS(as applicable, the “MBS Prospectus”);
- if you are purchasing a Group 2, Group 5 or Group 7 Class or the R or RL Class, the disclosure documents relating to the applicable underlying REMIC and 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:

Barclays Capital Inc.
Attn: MBS Syndication Operations
70 Hudson Street
Jersey City, New Jersey 07302
(telephone 201-499-8506).

SUMMARY

This summary contains only limited information about the certificates. Statistical information in this summary is provided as of May 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 2010-17-AB REMIC Certificate
3	Group 3 MBS
4	Group 4 MBS
5	Group 5 MBS Class 2006-71-EH RCR Certificate Class 2009-38-DG REMIC Certificate
6	Group 6 MBS
7	Class 2010-43-FQ RCR Certificate Class 2010-43-SQ RCR Certificate

Group 1, Group 3, Group 4, Group 5 and Group 6 MBS

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	\$198,474,000	5.50%	5.75% to 8.00%	241 to 360
	\$130,190,000	5.50%	5.75% to 8.00%	241 to 360
	\$ 20,176,000	5.50%	5.75% to 8.00%	241 to 360
	\$ 33,399,000	5.50%	5.75% to 8.00%	241 to 360
Group 3 MBS*	\$ 44,614,966	5.50%	5.75% to 8.00%	241 to 360
	\$ 76,698,266	5.50%	5.75% to 8.00%	241 to 360
	\$ 49,958,558	5.50%	5.75% to 8.00%	241 to 360
Group 4 MBS	\$335,202,206	5.00%	5.25% to 7.50%	70 to 127
Group 5 MBS**	\$ 1,296,309	6.50%	6.75% to 9.00%	241 to 360
	\$ 3,162,099	6.50%	6.75% to 9.00%	241 to 360
	\$ 814,530	6.50%	6.75% to 9.00%	241 to 360
	\$ 1,361,621	6.50%	6.75% to 9.00%	241 to 360
	\$ 28,360	6.50%	6.75% to 9.00%	241 to 360
Group 6 MBS	\$182,173,643	5.00%	5.25% to 7.50%	241 to 360
	\$ 41,762,902	5.00%	5.25% to 7.50%	241 to 360

* As further described in this prospectus supplement, the mortgage loans underlying the Group 3 MBS, provide for interest only periods that may range from at least 7 to no more than 10 years following origination. The assumed remaining terms to expiration of the interest only periods for those mortgage loans are set forth below.

** As further described in this prospectus supplement, approximately \$5,272,938 in principal amount of the mortgage loans underlying the Group 5 MBS provide for interest only periods that may range from more than 3 to no more than 5 years following origination, and approximately \$1,389,981 in principal amount of the mortgage loans underlying the Group 5 MBS provide for interest only periods that may range from at least 7 to no more than 10 years following origination. The assumed remaining terms to expiration of the interest only periods for those mortgage loans are set forth below.

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>	<u>Remaining Term to Expiration of Interest Only Period (in months)</u>
Group 1 MBS	\$198,474,000	360	346	8	5.880%	N/A
	\$130,190,000	360	329	24	6.020%	N/A
	\$ 20,176,000	360	318	35	6.040%	N/A
	\$ 33,399,000	360	286	63	6.050%	N/A
Group 3 MBS	\$ 44,614,966	360	334	26	6.160%	94
	\$ 76,698,266	360	324	36	6.240%	84
	\$ 49,958,558	360	318	42	6.240%	78
Group 4 MBS	\$335,202,206	180	107	68	5.448%	N/A
Group 5 MBS	\$ 1,296,309	360	324	36	7.352%	24
	\$ 3,162,099	360	323	37	7.563%	23
	\$ 814,530	360	319	41	7.613%	22
	\$ 1,361,621	360	317	43	7.430%	77
	\$ 28,360	360	325	35	7.793%	85
	\$182,173,643	360	296	57	5.650%	N/A
Group 6 MBS	\$ 41,762,902	360	277	73	5.500%	N/A

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

Group 2, Group 5 and Group 7 Underlying REMIC and RCR Certificates

Exhibit A describes the underlying REMIC and RCR certificates in Group 2, Group 5 and Group 7, including certain information about the related mortgage loans. To learn more about the underlying REMIC and 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 May 28, 2010.

Distribution Dates

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

Record Date

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

Book-Entry and Physical Certificates

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

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

Exchanging Certificates Through Combination and Recombination

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

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

Interest Rates

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

During the initial interest accrual period, the floating rate and inverse floating rate classes 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>
QF	0.95000%	7.00000%	0.60%	LIBOR + 60 basis points
QS	6.05000%	6.40000%	0.00%	6.4% – LIBOR
FQ	0.95000%	7.00000%	0.60%	LIBOR + 60 basis points
FS	6.05000%	6.40000%	0.00%	6.4% – LIBOR
UF	1.53000%	6.00000%	1.25%	LIBOR + 125 basis points
US	22.35000%	23.75000%	0.00%	23.75% – (5 × LIBOR)
FK	0.95000%	7.00000%	0.60%	LIBOR + 60 basis points
SK	6.05000%	6.40000%	0.00%	6.4% – LIBOR
CF	0.95000%	7.00000%	0.60%	LIBOR + 60 basis points
CS	6.05000%	6.40000%	0.00%	6.4% – LIBOR
FP	1.60000%	6.50000%	1.25%	LIBOR + 125 basis points
SP	4.90000%	5.25000%	0.00%	5.25% – LIBOR
FC	0.85000%	7.00000%	0.50%	LIBOR + 50 basis points
SC	6.15000%	6.50000%	0.00%	6.5% – LIBOR
FB	0.90000%	7.00000%	0.55%	LIBOR + 55 basis points
SB	6.10000%	6.45000%	0.00%	6.45% – LIBOR
FA	0.95000%	7.00000%	0.60%	LIBOR + 60 basis points
SA	6.05000%	6.40000%	0.00%	6.4% – LIBOR
FL	0.90000%	7.00000%	0.55%	LIBOR + 55 basis points
SL	6.10000%	6.45000%	0.00%	6.45% – LIBOR
FM	0.85000%	7.00000%	0.50%	LIBOR + 50 basis points
SM	6.15000%	6.50000%	0.00%	6.5% – LIBOR
BF	0.90000%	7.00000%	0.55%	LIBOR + 55 basis points
BS	6.10000%	6.45000%	0.00%	6.45% – LIBOR
AF	0.85000%	7.00000%	0.50%	LIBOR + 50 basis points
AS	6.15000%	6.50000%	0.00%	6.5% – LIBOR
PS	11.02499%	11.81249%	0.00%	11.81249% – (2.24999996 × 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>	
QS	100% of the QF Class
FS	100% of the FQ Class
SK	100% of the FK Class
CS	100% of the CF Class
SP	100% of the FP Class
SC	100% of the <i>sum</i> of the QF and FQ Classes
SB	100% of the <i>sum</i> of the QF and FQ Classes
SA	100% of the <i>sum</i> of the QF and FQ Classes
SL	100% of the FK Class
SM	100% of the FK Class
AI	50% of the A Class
BS	100% of the CF Class
AS	100% of the CF Class
EI	40% of the EH 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>250%</u>	<u>285%</u>	<u>375%</u>	<u>600%</u>	<u>1200%</u>	<u>1800%</u>
DM, DA, QF and QS	14.4	6.5	4.4	4.4	4.4	2.9	1.3	0.7
EP	24.0	23.6	23.6	23.6	23.6	15.9	6.3	1.7
UZ	26.9	19.8	12.9	9.0	1.6	0.5	0.2	0.1
FQ and FS	20.5	10.3	5.7	5.1	4.0	2.5	1.2	0.6
FC, SC, FB, SB, FA and SA	19.8	9.8	5.5	5.0	4.0	2.6	1.2	0.6
<u>Group 2 Classes</u>	<u>PSA Prepayment Assumption</u>							
	<u>0%</u>	<u>100%</u>	<u>135%</u>	<u>250%</u>	<u>500%</u>	<u>1000%</u>	<u>1500%</u>	
AP	12.4	4.6	4.6	4.6	2.9	1.5	1.0	
UA, UF and US	22.5	12.5	9.1	2.5	0.9	0.4	0.2	
<u>Group 3 Classes</u>	<u>PSA Prepayment Assumption</u>							
	<u>0%</u>	<u>100%</u>	<u>250%</u>	<u>285%</u>	<u>365%</u>	<u>600%</u>	<u>1200%</u>	<u>1800%</u>
KD, FK, SK, FL, SL, FM, SM, KG and KA	15.9	6.9	4.4	4.4	4.4	2.6	0.9	0.1
KQ	23.5	22.6	22.6	22.6	22.6	14.6	5.4	0.2
KZ	26.9	19.6	13.0	8.8	1.4	0.3	0.1	0.1
<u>Group 4 Classes</u>	<u>PSA Prepayment Assumption</u>							
		<u>0%</u>	<u>100%</u>	<u>300%</u>	<u>500%</u>	<u>1000%</u>	<u>1500%</u>	
A, AI, AB, AD, AG, AJ and AL		6.0	4.0	2.9	2.1	1.0	0.5	

PSA Prepayment Assumption									
Group 5 Classes	0%	100%	250%	285%	340%	600%	800%	1600%	2400%
CF, CS, BF, BS, AF and AS.....	21.0	11.0	5.9	5.2	4.4	2.3	1.6	0.4	0.1
BA.....	16.3	7.6	4.7	4.7	4.7	2.5	1.8	0.4	0.1
BE.....	23.6	21.2	21.2	21.2	21.2	12.7	8.9	1.9	0.3
BZ.....	26.1	20.4	13.2	8.0	1.5	0.3	0.2	0.1	0.1
PSA Prepayment Assumption									
Group 6 Classes	0%	100%	304%	500%	1000%	1500%			
EH, EI, EA, EB, EC and ED.....	16.1	6.8	3.1	1.9	0.8	0.4			
EZ.....	27.8	19.5	12.3	8.0	3.5	1.5			
PSA Prepayment Assumption									
Group 7 Classes	0%	100%	200%	300%	600%	900%			
FP, SP, PO and PS.....	29.0	23.5	17.6	13.1	6.7	4.2			

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

ADDITIONAL RISK FACTORS

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

You should refer to the MBS Prospectus for further information about our option to purchase delinquent loans from MBS pools and to our Website 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 7 Classes also will be affected by the payment priorities governing the related underlying REMIC and RCR certificates. If you invest in any Group 2 Class, Group 5 Class or Group 7 Class, the rate at which you receive payments will be affected by the applicable priority sequences governing principal payments on the related underlying REMIC and RCR certificates.

As described in the related Underlying REMIC Disclosure Documents, the underlying REMIC and RCR Certificates in Group 5 and Group 7, as applicable, may be subsequent in payment priority to certain other classes issued from the related underlying REMIC trusts. As a result, such other classes may receive principal before principal is paid on the underlying REMIC and RCR Certificates in Group 5 and Group 7, as applicable, possibly for long periods.

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 2 Underlying REMIC Certificate have been designated as pools that include “jumbo-conforming” or “high-balance” mortgage loans. There is limited historical performance data regarding prepayment rates for jumbo-conforming and high-balance mortgage loans. If prevailing mortgage rates decline, borrowers with jumbo-conforming and high-balance mortgage loans may be more likely to refinance their mortgage loans than borrowers with conforming balance loans. This is because a relatively small reduction in the interest rate of a jumbo-conforming and high-balance mortgage loan can have a greater impact on the borrower’s monthly payment than a similar interest rate change for a conforming balance loan.

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

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

As a result of these factors, the Group 2 Classes 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 May 1, 2010 and a supplement thereto dated as of May 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 May 1, 2010 and a supplement thereto dated as of the Issue Date (together with the trust agreement and supplement relating to the REMIC Certificates, the “Trust Agreement”). We will execute the Trust Agreement in our corporate capacity and as trustee (the “Trustee”). In general, the term “Classes” includes the Classes of REMIC Certificates and RCR Certificates.

The assets of the Trust will include:

- five groups of Fannie Mae Guaranteed Mortgage Pass-Through Certificates (the “Group 1 MBS,” “Group 3 MBS,” “Group 4 MBS,” “Group 5 MBS” and “Group 6 MBS,” and together, the “Trust MBS”), and
- three groups of previously issued REMIC and RCR certificates (the “Group 2 Underlying REMIC Certificate,” “Group 5 Underlying REMIC and RCR Certificates” and “Group 7 Underlying RCR Certificates,” and together, the “Underlying REMIC Certificates”) issued from the related Fannie Mae REMIC trusts (the “Underlying REMIC Trusts”) as further described in Exhibit A.

The Underlying REMIC Certificates evidence 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 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.”

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, Group 3 MBS, Group 5 MBS and Group 6 MBS, and up to 15 years in the case of the Group 4 MBS.

In addition, the scheduled monthly payments on the Mortgage Loans underlying the Group 3 MBS represent accrued interest only for periods that may range from at least seven to no more than ten years following origination. Furthermore, the scheduled monthly payments on approximately \$5,272,938 in principal amount of the Mortgage Loans underlying the Group 5 MBS represent accrued interest only for periods that may range from more than three to no more than five years following origination, and the scheduled monthly payments on approximately \$1,389,981 in principal amount of the Mortgage Loans underlying the Group 5 MBS represent accrued interest only for periods that may range from at least seven to no more than ten years following origination. See “Risk Factors—Prepayment Factors—*Refinance Environment*—Fixed-rate and adjustable-rate mortgage

loans with long initial interest-only payment periods may be more likely to be refinanced or become delinquent than other mortgage loans” in the MBS Prospectus.

For additional information, see “Summary—Group 1, Group 3, Group 4, Group 5 and Group 6 MBS—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 Underlying REMIC 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. 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.

In addition, the pools of Mortgage Loans backing the Group 2 Underlying REMIC Certificate have been designated as pools that 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 of Mortgage Loans backing the Group 2 Underlying REMIC Certificate, see the Final Data Statement for the related 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

Furthermore, the scheduled monthly payments on all of the Mortgage Loans backing the 2006-71-EH RCR Certificate in Group 5 represent accrued interest only for periods that may range from at least 7 to no more than 10 years following origination. The scheduled monthly payments on approximately 68% of the Mortgage Loans backing the Class 2009-38-DG REMIC Certificate in Group 5 (by principal balance at the Issue Date) represent accrued interest only for periods that may range from at least seven to no more than ten years following origination, and the scheduled monthly payments on approximately 3% of the Mortgage Loans backing that certificate (by principal balance at the Issue Date) represent accrued interest only for periods that may range from more than ten to no more than fifteen years following origination. The remaining mortgage loans backing the Class 2009-38-DG REMIC Certificate do not provide for interest only periods. See “Risk Factors—Prepayment Factors—*Refinance Environment*—Fixed-rate and adjustable-rate mortgage loans with long initial interest-only payment periods may be more likely to be refinanced or become delinquent than other mortgage loans” in the MBS Prospectus.

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 applicable Underlying REMIC Disclosure Documents. See Exhibit A for certain additional information about the Underlying REMIC Certificates. Exhibit A is being provided in lieu of a Final Data Statement with respect to the Group 2 Underlying REMIC Certificate and the Group 7 Underlying RCR 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 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. Interest to be paid on each Certificate (or added to principal, in the case of the Accrual Classes) on a Distribution Date will consist of one month’s interest on the outstanding balance of that Certificate immediately prior to that Distribution Date. For a description of the Accrual Classes, see “—*Accrual Classes*” below.

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

<u>Delay Classes</u>	<u>No-Delay Classes</u>
Fixed Rate Classes and the FP, SP and PS Classes	All other Floating Rate and Inverse Floating Rate Classes

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

The Dealer will treat the PO Class as a delay Class solely for the purpose of facilitating trading.

Accrual Classes. The UZ, KZ, BZ and EZ Classes are Accrual Classes. Interest will accrue on the Accrual Classes at the applicable annual rates specified on the cover of this prospectus supplement. However, we will not pay any interest on the Accrual Classes. Instead, interest accrued on the Accrual Classes will be added as principal to their principal balances on each Distribution Date. We will pay principal on the Accrual Classes as described under “—Distributions of Principal” below.

Distributions of Principal

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

- *Group 1*

The UZ Accrual Amount to Aggregate Group I to its Planned Balance, and thereafter to UZ. } **Accretion Directed/PAC Group and Accrual Class**

The Group 1 Cash Flow Distribution Amount as follows:

- 75% in the following priority:
 - first*, to Aggregate Group I to its Planned Balance; } **PAC Group**
 - second*, to UZ until retired; and } **Support Class**
 - third*, to Aggregate Group I to zero, and } **PAC Group**
- 25% to FQ until retired. } **Pass-Through Class**

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

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

“Aggregate Group I” consists of the DM, DA, QF and EP Classes. On each Distribution Date, we will apply payments of principal of Aggregate Group I as follows:

- first*, to DM, DA and QF, pro rata, until retired; and
- second*, to EP until retired.

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

- *Group 2*

The Group 2 Principal Distribution Amount in the following priority:

- | | | |
|---|-------------------|-------------------------|
| 1. To AP to its Planned Balance. | } PAC Class | } Structured Collateral |
| 2. To UA, UF and US, pro rata, until retired. | } Support Classes | |
| 3. To AP until retired. | } PAC Class | |

The “Group 2 Principal Distribution Amount” is the principal then paid on the Group 2 Underlying REMIC Certificate.

- *Group 3*

The KZ Accrual Amount to Aggregate Group II to its Planned Balance, and thereafter to KZ. } Accretion Directed/PAC Group and Accrual Class

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

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

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

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

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

- first*, to KD and FK, pro rata, until retired; and
- second*, to KQ until retired.

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

- *Group 4*

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

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

- *Group 5*

The BZ Accrual Amount to Aggregate Group III to its Planned Balance, and thereafter to BZ. } Accretion Directed/PAC Group and Accrual Class

The Group 5 Cash Flow Distribution Amount as follows:

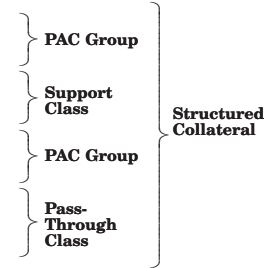
— 25.0000002505% in the following priority:

first, to Aggregate Group III to its Planned Balance;

second, to BZ until retired; and

third, to Aggregate Group III to zero, and

— 74.9999997495% to CF until retired.



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

The “Group 5 Cash Flow Distribution Amount” is the aggregate amount of principal then paid on the Group 5 MBS and the Group 5 Underlying REMIC and RCR Certificates.

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

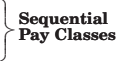
Aggregate Group III has a principal balance equal to the aggregate principal balance of the Classes included in Aggregate Group III.

- *Group 6*

The EZ Accrual Amount to EH until retired, and thereafter to EZ.



The Group 6 Cash Flow Distribution Amount to EH and EZ, in that order, until retired.



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

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

- *Group 7*

The Group 7 Principal Distribution Amount to FP and PO, pro rata, until retired.



The “Group 7 Principal Distribution Amount” is the principal then paid on the Group 7 Underlying RCR Certificates.

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

- the Mortgage Loans underlying the Trust MBS have the original terms to maturity, remaining terms to maturity, loan ages and interest rates specified under “Summary — Group 1, Group 3, Group 4, Group 5 and Group 6 MBS — Assumed Characteristics of the Underlying Mortgage Loans” in this prospectus supplement;
- the Mortgage Loans underlying the Group 3 MBS and Group 5 MBS have the remaining terms to expiration of their interest only periods specified under “Summary—Group 1, Group 3,

Group 4, Group 5 and Group 6 MBS—Assumed Characteristics of the Underlying Mortgage Loans” in this prospectus supplement;

- the Mortgage Loans prepay at the constant percentages of PSA specified in the related tables;
- the settlement date for the Certificates is May 28, 2010; and
- each Distribution Date occurs on the 25th day of a month.

Prepayment Assumptions. The prepayment model used in this prospectus supplement is PSA. For a description of PSA, see “Yield, Maturity and Prepayment Considerations—Prepayment Models” in the REMIC Prospectus.

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

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

<u>Groups and Class</u>	<u>Structuring Ranges</u>	<u>Initial Effective Ranges</u>
Aggregate Group I Planned Balances	Between 250% and 375% PSA	Between 250% and 375% PSA
AP Class Planned Balances	Between 100% and 250% PSA	Between 100% and 250% PSA
Aggregate Group II Planned Balances	Between 250% and 365% PSA	Between 250% and 365% PSA
Aggregate Group III Planned Balances	Between 250% and 340% PSA	(1)

(1) The Planned Balances for Aggregate Group III have been structured between 250% and 340% PSA, but only hold between 250% and 339% PSA.

The Aggregate Groups listed above consist of the following Classes:

Aggregate Group I	DM, DA, QF and EP
Aggregate Group II	KD, FK and KQ
Aggregate Group III	BA and BE

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

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

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

- We will distribute any excess of principal distributions over the amount necessary to reduce an Aggregate Group or a Class to its scheduled balance in any month. As a result, the likelihood of

reducing an Aggregate Group or a Class to its scheduled balance each month will not be improved by the averaging of high and low principal distributions from month to month.

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

Yield Tables

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

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

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

We cannot assure you that

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

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

- the Mortgage Loans will prepay at a constant PSA rate until maturity,

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

The Inverse Floating Rate Classes. **The yields on the Inverse Floating Rate Classes will be sensitive in varying degrees to the rate of principal payments, including prepayments, of the related Mortgage Loans and to the level of the Index. The Mortgage Loans generally can be prepaid at any time without penalty. In addition, the rate of principal payments (including prepayments) of the Mortgage Loans is likely to vary, and may vary considerably, from pool to pool. As illustrated in the applicable tables below, it is possible that investors in the Inverse Floating Rate Classes (other than the PS Class) 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>
QS	13.750000%
FS	13.437500%
US	105.000000%
SK	12.593750%
CS	9.750000%
SP	19.218750%
SA	13.406250%
SB	13.562500%
SC	13.703125%
SL	12.734375%
SM	12.875000%
BS	9.875000%
AS	10.000000%
PS	86.000000%

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

LIBOR	PSA Prepayment Assumption							
	50%	100%	250%	285%	375%	600%	1200%	1800%
0.175%	41.8%	37.5%	26.4%	26.4%	26.4%	12.9%	(39.2)%	*
0.350%	40.3%	36.0%	24.9%	24.9%	24.9%	11.3%	(40.8)%	*
2.350%	23.3%	18.6%	8.1%	8.1%	8.1%	(6.7)%	(60.0)%	*
4.350%	5.2%	(0.2)%	(9.3)%	(9.3)%	(9.3)%	(25.8)%	(82.0)%	*
6.400%	*	*	*	*	*	*	*	*

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

LIBOR	PSA Prepayment Assumption							
	50%	100%	250%	285%	375%	600%	1200%	1800%
0.175%	45.7%	42.5%	32.6%	30.2%	24.0%	7.6%	(44.0)%	*
0.350%	44.2%	41.0%	31.1%	28.7%	22.5%	6.1%	(45.4)%	*
2.350%	27.2%	24.1%	14.4%	12.1%	6.0%	(10.0)%	(61.1)%	*
4.350%	10.2%	7.2%	(2.2)%	(4.5)%	(10.4)%	(26.2)%	(77.6)%	*
6.400%	*	*	*	*	*	*	*	*

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

LIBOR	PSA Prepayment Assumption						
	50%	100%	135%	250%	500%	1000%	1500%
0.14%	22.9%	22.9%	22.6%	21.1%	17.6%	10.6%	(0.1)%
0.28%	22.2%	22.2%	21.9%	20.4%	16.9%	10.0%	(0.5)%
2.28%	12.0%	12.0%	11.8%	10.6%	7.6%	2.0%	(6.8)%
4.28%	2.1%	2.0%	1.9%	0.9%	(1.4)%	(5.9)%	(12.9)%
4.75%	(0.2)%	(0.3)%	(0.4)%	(1.3)%	(3.5)%	(7.7)%	(14.3)%

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

LIBOR	PSA Prepayment Assumption							
	50%	100%	250%	285%	365%	600%	1200%	1800%
0.175%	48.5%	43.5%	30.3%	30.3%	30.3%	12.5%	(61.6)%	*
0.350%	46.9%	41.9%	28.7%	28.7%	28.7%	10.9%	(63.0)%	*
2.350%	28.2%	23.2%	11.0%	11.0%	11.0%	(7.4)%	(79.5)%	*
4.350%	8.7%	3.2%	(7.2)%	(7.2)%	(7.2)%	(26.8)%	(98.8)%	*
6.400%	*	*	*	*	*	*	*	*

**Sensitivity of the CS 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>285%</u>	<u>340%</u>	<u>600%</u>	<u>800%</u>	<u>1600%</u>	<u>2400%</u>
0.175%	69.7%	66.3%	54.5%	51.5%	46.8%	22.7%	1.9%	*	*
0.350%	67.5%	64.1%	52.3%	49.4%	44.7%	20.8%	0.1%	*	*
2.350%	42.9%	39.6%	28.5%	25.8%	21.4%	(0.6)%	(19.6)%	*	*
4.350%	18.8%	15.6%	5.3%	2.8%	(1.2)%	(21.3)%	(38.6)%	*	*
6.400%	*	*	*	*	*	*	*	*	*

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption</u>					
	<u>50%</u>	<u>100%</u>	<u>200%</u>	<u>300%</u>	<u>600%</u>	<u>900%</u>
0.175%	27.4%	27.3%	26.9%	25.8%	18.0%	3.9%
0.350%	26.4%	26.3%	25.9%	24.7%	16.6%	2.3%
2.350%	15.0%	14.8%	13.7%	11.5%	0.1%	(17.1)%
4.350%	1.5%	0.8%	(2.0)%	(6.1)%	(22.7)%	(44.0)%
5.250%	*	*	*	*	*	*

**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>285%</u>	<u>375%</u>	<u>600%</u>	<u>1200%</u>	<u>1800%</u>
0.175%	45.6%	42.2%	32.2%	30.1%	24.5%	8.5%	(43.3)%	*
0.350%	44.1%	40.7%	30.7%	28.6%	23.1%	7.0%	(44.7)%	*
2.350%	27.0%	23.7%	14.0%	11.9%	6.4%	(9.5)%	(60.9)%	*
4.350%	9.9%	6.7%	(2.7)%	(4.8)%	(10.2)%	(26.1)%	(77.8)%	*
6.400%	*	*	*	*	*	*	*	*

**Sensitivity of the SB 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>285%</u>	<u>375%</u>	<u>600%</u>	<u>1200%</u>	<u>1800%</u>
0.175%	45.4%	42.0%	32.0%	29.9%	24.4%	8.3%	(43.4)%	*
0.350%	43.9%	40.6%	30.5%	28.4%	22.9%	6.8%	(44.8)%	*
2.350%	27.0%	23.7%	14.0%	11.9%	6.5%	(9.5)%	(60.8)%	*
4.350%	10.1%	6.9%	(2.5)%	(4.6)%	(10.0)%	(25.8)%	(77.6)%	*
6.450%	*	*	*	*	*	*	*	*

**Sensitivity of the SC 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>285%</u>	<u>375%</u>	<u>600%</u>	<u>1200%</u>	<u>1800%</u>
0.175%	45.2%	41.9%	31.9%	29.7%	24.2%	8.2%	(43.6)%	*
0.350%	43.8%	40.4%	30.4%	28.3%	22.8%	6.7%	(44.9)%	*
2.350%	27.1%	23.8%	14.0%	11.9%	6.5%	(9.4)%	(60.8)%	*
4.350%	10.3%	7.2%	(2.3)%	(4.4)%	(9.8)%	(25.6)%	(77.4)%	*
6.500%	*	*	*	*	*	*	*	*

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption</u>							
	<u>50%</u>	<u>100%</u>	<u>250%</u>	<u>285%</u>	<u>365%</u>	<u>600%</u>	<u>1200%</u>	<u>1800%</u>
0.175%	48.3%	43.3%	30.1%	30.1%	30.1%	12.3%	(61.8)%	*
0.350%	46.7%	41.7%	28.5%	28.5%	28.5%	10.7%	(63.2)%	*
2.350%	28.3%	23.3%	11.1%	11.1%	11.1%	(7.3)%	(79.4)%	*
4.350%	9.0%	3.5%	(7.0)%	(7.0)%	(7.0)%	(26.5)%	(98.5)%	*
6.450%	*	*	*	*	*	*	*	*

**Sensitivity of the SM 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>285%</u>	<u>365%</u>	<u>600%</u>	<u>1200%</u>	<u>1800%</u>
0.175%	48.1%	43.2%	29.9%	29.9%	29.9%	12.1%	(61.9)%	*
0.350%	46.5%	41.6%	28.4%	28.4%	28.4%	10.6%	(63.3)%	*
2.350%	28.3%	23.3%	11.1%	11.1%	11.1%	(7.3)%	(79.4)%	*
4.350%	9.2%	3.8%	(6.7)%	(6.7)%	(6.7)%	(26.2)%	(98.2)%	*
6.500%	*	*	*	*	*	*	*	*

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption</u>								
	<u>50%</u>	<u>100%</u>	<u>250%</u>	<u>285%</u>	<u>340%</u>	<u>600%</u>	<u>800%</u>	<u>1600%</u>	<u>2400%</u>
0.175%	69.4%	66.0%	54.1%	51.2%	46.4%	22.4%	1.6%	*	*
0.350%	67.2%	63.8%	52.0%	49.1%	44.4%	20.5%	(0.1)%	*	*
2.350%	42.9%	39.5%	28.4%	25.7%	21.4%	(0.7)%	(19.6)%	*	*
4.350%	19.1%	15.9%	5.6%	3.1%	(0.9)%	(21.1)%	(38.4)%	*	*
6.450%	*	*	*	*	*	*	*	*	*

**Sensitivity of the AS 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>285%</u>	<u>340%</u>	<u>600%</u>	<u>800%</u>	<u>1600%</u>	<u>2400%</u>
0.175%	69.0%	65.6%	53.7%	50.8%	46.1%	22.0%	1.3%	*	*
0.350%	66.8%	63.4%	51.7%	48.7%	44.0%	20.2%	(0.4)%	*	*
2.350%	42.8%	39.5%	28.4%	25.7%	21.3%	(0.7)%	(19.6)%	*	*
4.350%	19.4%	16.1%	5.8%	3.3%	(0.7)%	(20.8)%	(38.2)%	*	*
6.500%	*	*	*	*	*	*	*	*	*

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption</u>					
	<u>50%</u>	<u>100%</u>	<u>200%</u>	<u>300%</u>	<u>600%</u>	<u>900%</u>
0.175%	13.6%	13.6%	13.8%	14.0%	15.1%	16.4%
0.350%	13.1%	13.2%	13.3%	13.6%	14.6%	15.9%
2.350%	7.9%	7.9%	8.1%	8.4%	9.5%	10.8%
4.350%	2.8%	2.9%	3.1%	3.4%	4.5%	5.9%
5.250%	0.6%	0.6%	0.9%	1.2%	2.3%	3.7%

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

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

<u>Class</u>	<u>Price</u>
PO	45.0%

Sensitivity of the PO Class to Prepayments

	<u>PSA Prepayment Assumption</u>					
	<u>50%</u>	<u>100%</u>	<u>200%</u>	<u>300%</u>	<u>600%</u>	<u>900%</u>
Pre-Tax Yields to Maturity	3.1%	3.4%	4.7%	6.4%	12.7%	20.6%

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>
AI	429%
EI	377%

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

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

<u>Class</u>	<u>Price*</u>
AI	11.3125%
EI	12.4375%

* 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 AI Class to Prepayments

	<u>PSA Prepayment Assumption</u>					
	<u>50%</u>	<u>100%</u>	<u>300%</u>	<u>500%</u>	<u>1000%</u>	<u>1500%</u>
Pre-Tax Yields to Maturity	27.4%	24.0%	9.7%	(5.6)%	(51.5)%	*

Sensitivity of the EI Class to Prepayments

	<u>PSA Prepayment Assumption</u>					
	<u>50%</u>	<u>100%</u>	<u>304%</u>	<u>500%</u>	<u>1000%</u>	<u>1500%</u>
Pre-Tax Yields to Maturity	34.3%	29.9%	8.8%	(16.1)%	(94.6)%	*

Weighted Average Lives of the Certificates

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

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

- the timing of changes in the rate of principal distributions,
- the priority sequences of distributions of principal of the Group 1, Group 2, Group 3, Group 5 and Group 6 Classes and
- in the case of the Group 2, Group 5 and Group 7 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 Underlying REMIC Disclosure Documents.

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

Decrement Tables

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

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

<u>Mortgage Loans Backing Trust Assets Specified Below</u>	<u>Original Terms to Maturity</u>	<u>Remaining Terms to Maturity</u>	<u>Interest Rates</u>
Group 1 MBS	360 months	360 months	8.00%
Group 2 Underlying REMIC Certificate	360 months	357 months	7.50%
Group 3 MBS	360 months	360 months(1)	8.00%
Group 4 MBS	180 months	127 months	7.50%
Group 5 MBS	360 months	360 months(2)	9.00%
Group 5 Underlying REMIC and RCR Certificates	360 months	(3)	9.00%
Group 6 MBS	360 months	360 months	7.50%
Group 7 Underlying RCR Certificates	360 months	359 months	7.00%

(1) In addition, we have assumed that each Mortgage Loan backing the Group 3 MBS has a remaining interest only period of 120 months.

(2) In addition, we have assumed that approximately \$5,272,938 and \$1,389,981 in principal amounts of the Mortgage Loans backing the Group 5 MBS have remaining interest only periods of 60 months and 120 months, respectively.

(3) The Mortgage Loans backing the Group 5 Underlying REMIC and RCR Certificates are assumed to have the following remaining terms to maturity and remaining interest only periods:

<u>Class</u>	<u>Remaining Terms to Maturity</u>	<u>Remaining Interest Only Periods</u>
2006-71-EH	314 months	74 months
2009-38-DG	348 months	*

* Approximately 68% and 3% of the mortgage loans backing the Class 2009-38-DG REMIC Certificate (in each case, by principal balance at the Issue Date) are assumed to have remaining interest only periods of 108 months and 168 months, respectively.

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

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

Percent of Original Principal Balances Outstanding

Date	DM, DA, QF and QS† Classes								EP Class							
	PSA Prepayment Assumption								PSA Prepayment Assumption							
	0%	100%	250%	285%	375%	600%	1200%	1800%	0%	100%	250%	285%	375%	600%	1200%	1800%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
May 2011	98	92	86	86	86	86	55	28	100	100	100	100	100	100	100	100
May 2012	96	84	70	70	70	56	18	0	100	100	100	100	100	100	100	0
May 2013	94	75	55	55	55	35	5	0	100	100	100	100	100	100	100	0
May 2014	92	66	43	43	43	22	1	0	100	100	100	100	100	100	100	0
May 2015	89	58	33	33	33	14	*	0	100	100	100	100	100	100	100	0
May 2016	87	51	25	25	25	9	0	0	100	100	100	100	100	100	51	0
May 2017	84	43	19	19	19	5	0	0	100	100	100	100	100	100	14	0
May 2018	81	36	14	14	14	3	0	0	100	100	100	100	100	100	4	0
May 2019	78	30	11	11	11	2	0	0	100	100	100	100	100	100	1	0
May 2020	74	23	8	8	8	1	0	0	100	100	100	100	100	100	*	0
May 2021	71	17	6	6	6	1	0	0	100	100	100	100	100	100	*	0
May 2022	67	11	4	4	4	*	0	0	100	100	100	100	100	100	*	0
May 2023	62	5	3	3	3	*	0	0	100	100	100	100	100	100	*	0
May 2024	58	2	2	2	2	0	0	0	100	100	100	100	100	93	*	0
May 2025	53	2	2	2	2	0	0	0	100	100	100	100	100	56	*	0
May 2026	48	1	1	1	1	0	0	0	100	100	100	100	100	34	*	0
May 2027	42	1	1	1	1	0	0	0	100	100	100	100	100	21	*	0
May 2028	37	1	1	1	1	0	0	0	100	100	100	100	100	12	*	0
May 2029	30	*	*	*	*	0	0	0	100	100	100	100	100	7	*	0
May 2030	23	*	*	*	*	0	0	0	100	100	100	100	100	4	0	0
May 2031	16	*	*	*	*	0	0	0	100	100	100	100	100	2	0	0
May 2032	8	0	0	0	0	0	0	0	100	83	83	83	83	1	0	0
May 2033	0	0	0	0	0	0	0	0	99	55	55	55	55	1	0	0
May 2034	0	0	0	0	0	0	0	0	34	34	34	34	34	*	0	0
May 2035	0	0	0	0	0	0	0	0	21	21	21	21	21	*	0	0
May 2036	0	0	0	0	0	0	0	0	11	11	11	11	11	*	0	0
May 2037	0	0	0	0	0	0	0	0	5	5	5	5	5	*	0	0
May 2038	0	0	0	0	0	0	0	0	1	1	1	1	1	*	0	0
May 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
May 2040	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	14.4	6.5	4.4	4.4	4.4	2.9	1.3	0.7	24.0	23.6	23.6	23.6	23.6	15.9	6.3	1.7

Date	UZ Class								FQ and FS† Classes							
	PSA Prepayment Assumption								PSA Prepayment Assumption							
	0%	100%	250%	285%	375%	600%	1200%	1800%	0%	100%	250%	285%	375%	600%	1200%	1800%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
May 2011	105	105	100	90	65	*	0	0	99	94	88	86	83	73	47	24
May 2012	110	110	100	81	32	0	0	0	98	88	74	72	64	48	16	0
May 2013	116	116	100	74	12	0	0	0	97	81	62	58	49	30	4	0
May 2014	122	122	100	70	2	0	0	0	96	75	52	47	37	19	1	0
May 2015	128	128	100	69	*	0	0	0	95	69	43	39	28	12	*	0
May 2016	135	135	97	66	*	0	0	0	94	63	36	31	21	7	*	0
May 2017	142	142	91	61	*	0	0	0	92	58	30	25	16	5	*	0
May 2018	149	149	84	55	*	0	0	0	91	53	25	20	12	3	*	0
May 2019	157	157	75	49	*	0	0	0	89	49	20	16	9	2	*	0
May 2020	165	165	67	42	*	0	0	0	88	44	17	13	7	1	*	0
May 2021	173	173	58	36	*	0	0	0	86	40	14	11	5	1	*	0
May 2022	182	182	50	31	*	0	0	0	84	37	11	9	4	*	*	0
May 2023	191	191	43	26	*	0	0	0	82	33	9	7	3	*	*	0
May 2024	201	185	36	22	*	0	0	0	79	30	8	5	2	*	*	0
May 2025	211	168	30	18	*	0	0	0	77	27	6	4	2	*	0	0
May 2026	222	151	25	14	*	0	0	0	74	24	5	3	1	*	0	0
May 2027	234	134	21	12	*	0	0	0	71	21	4	3	1	*	0	0
May 2028	246	118	17	9	*	0	0	0	68	18	3	2	1	*	0	0
May 2029	258	103	13	7	*	0	0	0	64	16	2	2	*	*	0	0
May 2030	271	89	11	6	*	0	0	0	60	13	2	1	*	*	0	0
May 2031	285	75	8	4	*	0	0	0	56	11	1	1	*	*	0	0
May 2032	300	62	6	3	*	0	0	0	52	9	1	1	*	*	0	0
May 2033	315	49	5	2	*	0	0	0	47	7	1	*	*	*	0	0
May 2034	281	38	3	2	*	0	0	0	42	6	1	*	*	*	0	0
May 2035	243	28	2	1	*	0	0	0	36	4	*	*	*	*	0	0
May 2036	202	18	1	1	*	0	0	0	30	3	*	*	*	*	0	0
May 2037	157	10	1	*	*	0	0	0	23	1	*	*	*	*	0	0
May 2038	109	4	*	*	*	0	0	0	16	1	*	*	*	*	0	0
May 2039	57	0	0	0	0	0	0	0	8	0	0	0	0	0	0	0
May 2040	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	26.9	19.8	12.9	9.0	1.6	0.5	0.2	0.1	20.5	10.3	5.7	5.1	4.0	2.5	1.2	0.6

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

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

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

Date	FC, SC†, FB, SB†, FA and SA† Classes								AP Class						
	PSA Prepayment Assumption								PSA Prepayment Assumption						
	0%	100%	250%	285%	375%	600%	1200%	1800%	0%	100%	135%	250%	500%	1000%	1500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
May 2011	99	94	88	86	83	74	48	24	98	90	90	90	90	78	46
May 2012	98	87	74	71	65	49	16	0	95	78	78	78	72	23	0
May 2013	97	80	61	58	50	31	4	0	92	66	66	66	42	0	0
May 2014	96	74	51	47	38	19	1	0	89	54	54	54	22	0	0
May 2015	94	68	42	38	29	12	*	0	86	43	43	43	7	0	0
May 2016	93	62	35	31	22	8	*	0	83	33	33	33	0	0	0
May 2017	91	56	29	25	17	5	*	0	79	23	23	23	0	0	0
May 2018	90	51	24	20	13	3	*	0	75	14	14	14	0	0	0
May 2019	88	46	19	16	9	2	*	0	71	6	6	6	0	0	0
May 2020	86	42	16	13	7	1	*	0	67	0	0	0	0	0	0
May 2021	84	38	13	10	5	1	*	0	62	0	0	0	0	0	0
May 2022	82	34	11	8	4	*	*	0	57	0	0	0	0	0	0
May 2023	79	30	9	6	3	*	*	0	52	0	0	0	0	0	0
May 2024	77	27	7	5	2	*	*	0	46	0	0	0	0	0	0
May 2025	74	24	6	4	2	*	0	0	40	0	0	0	0	0	0
May 2026	71	21	4	3	1	*	0	0	33	0	0	0	0	0	0
May 2027	68	18	4	2	1	*	0	0	26	0	0	0	0	0	0
May 2028	64	16	3	2	1	*	0	0	19	0	0	0	0	0	0
May 2029	60	14	2	1	*	*	0	0	11	0	0	0	0	0	0
May 2030	56	12	2	1	*	*	0	0	2	0	0	0	0	0	0
May 2031	52	10	1	1	*	*	0	0	0	0	0	0	0	0	0
May 2032	47	8	1	1	*	*	0	0	0	0	0	0	0	0	0
May 2033	42	7	1	*	*	*	0	0	0	0	0	0	0	0	0
May 2034	37	5	*	*	*	*	0	0	0	0	0	0	0	0	0
May 2035	32	4	*	*	*	*	0	0	0	0	0	0	0	0	0
May 2036	27	2	*	*	*	*	0	0	0	0	0	0	0	0	0
May 2037	21	1	*	*	*	*	0	0	0	0	0	0	0	0	0
May 2038	14	*	*	*	*	*	0	0	0	0	0	0	0	0	0
May 2039	7	0	0	0	0	0	0	0	0	0	0	0	0	0	0
May 2040	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	19.8	9.8	5.5	5.0	4.0	2.6	1.2	0.6	12.4	4.6	4.6	4.6	2.9	1.5	1.0

Date	UA, UF and US Classes							KD, FK, SK†, FL, SL†, FM, SM†, KG and KA Classes							
	PSA Prepayment Assumption							PSA Prepayment Assumption							
	0%	100%	135%	250%	500%	1000%	1500%	0%	100%	250%	285%	365%	600%	1200%	1800%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
May 2011	100	100	95	79	44	0	0	99	92	82	82	82	76	33	0
May 2012	100	100	89	55	0	0	0	98	84	67	67	67	48	9	0
May 2013	100	100	84	34	0	0	0	97	77	54	54	54	31	2	0
May 2014	100	100	79	20	0	0	0	96	70	43	43	43	20	*	0
May 2015	100	100	76	10	0	0	0	94	63	34	34	34	12	0	0
May 2016	100	100	73	4	0	0	0	93	56	27	27	27	8	0	0
May 2017	100	100	72	1	0	0	0	92	50	21	21	21	5	0	0
May 2018	100	100	70	*	0	0	0	90	42	16	16	16	3	0	0
May 2019	100	99	69	*	0	0	0	88	34	12	12	12	2	0	0
May 2020	100	92	62	0	0	0	0	87	27	9	9	9	1	0	0
May 2021	100	74	44	0	0	0	0	83	20	7	7	7	*	0	0
May 2022	100	57	28	0	0	0	0	78	13	5	5	5	*	0	0
May 2023	100	40	12	0	0	0	0	73	6	4	4	4	0	0	0
May 2024	100	24	0	0	0	0	0	68	3	3	3	3	0	0	0
May 2025	100	9	0	0	0	0	0	62	2	2	2	2	0	0	0
May 2026	100	0	0	0	0	0	0	56	1	1	1	1	0	0	0
May 2027	100	0	0	0	0	0	0	50	1	1	1	1	0	0	0
May 2028	100	0	0	0	0	0	0	43	*	*	*	*	0	0	0
May 2029	100	0	0	0	0	0	0	35	*	*	*	*	0	0	0
May 2030	100	0	0	0	0	0	0	27	*	*	*	*	0	0	0
May 2031	85	0	0	0	0	0	0	19	0	0	0	0	0	0	0
May 2032	63	0	0	0	0	0	0	9	0	0	0	0	0	0	0
May 2033	39	0	0	0	0	0	0	0	0	0	0	0	0	0	0
May 2034	14	0	0	0	0	0	0	0	0	0	0	0	0	0	0
May 2035	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
May 2036	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
May 2037	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
May 2038	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
May 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
May 2040	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	22.5	12.5	9.1	2.5	0.9	0.4	0.2	15.9	6.9	4.4	4.4	4.4	2.6	0.9	0.1

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

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

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

Date	KQ Class								KZ Class							
	PSA Prepayment Assumption								PSA Prepayment Assumption							
	0%	100%	250%	285%	365%	600%	1200%	1800%	0%	100%	250%	285%	365%	600%	1200%	1800%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
May 2011	100	100	100	100	100	100	100	0	106	106	100	87	55	0	0	0
May 2012	100	100	100	100	100	100	100	0	112	112	100	77	27	0	0	0
May 2013	100	100	100	100	100	100	100	0	118	118	100	71	10	0	0	0
May 2014	100	100	100	100	100	100	100	0	125	125	100	68	2	0	0	0
May 2015	100	100	100	100	100	100	56	0	132	132	100	66	*	0	0	0
May 2016	100	100	100	100	100	100	16	0	139	139	99	64	*	0	0	0
May 2017	100	100	100	100	100	100	4	0	147	147	94	60	*	0	0	0
May 2018	100	100	100	100	100	100	1	0	155	155	86	54	*	0	0	0
May 2019	100	100	100	100	100	100	*	0	164	164	77	48	*	0	0	0
May 2020	100	100	100	100	100	100	*	0	173	173	68	42	*	0	0	0
May 2021	100	100	100	100	100	100	*	0	183	183	59	36	*	0	0	0
May 2022	100	100	100	100	100	100	*	0	193	193	51	30	*	0	0	0
May 2023	100	100	100	100	100	79	*	0	204	204	43	25	*	0	0	0
May 2024	100	100	100	100	100	48	*	0	216	199	37	21	*	0	0	0
May 2025	100	100	100	100	100	29	*	0	228	180	31	17	*	0	0	0
May 2026	100	100	100	100	100	18	*	0	241	162	25	14	*	0	0	0
May 2027	100	100	100	100	100	11	*	0	254	143	21	11	*	0	0	0
May 2028	100	100	100	100	100	6	*	0	269	126	17	9	*	0	0	0
May 2029	100	100	100	100	100	4	0	0	284	109	13	7	*	0	0	0
May 2030	100	100	100	100	100	2	0	0	300	93	10	5	*	0	0	0
May 2031	100	78	78	78	78	1	0	0	317	77	8	4	*	0	0	0
May 2032	100	53	53	53	53	1	0	0	334	63	6	3	*	0	0	0
May 2033	34	34	34	34	34	*	0	0	351	49	4	2	*	0	0	0
May 2034	21	21	21	21	21	*	0	0	313	36	3	1	*	0	0	0
May 2035	11	11	11	11	11	*	0	0	270	23	2	1	*	0	0	0
May 2036	5	5	5	5	5	*	0	0	225	12	1	*	*	0	0	0
May 2037	1	1	1	1	1	*	0	0	175	2	*	*	*	0	0	0
May 2038	0	0	0	0	0	0	0	0	121	0	0	0	0	0	0	0
May 2039	0	0	0	0	0	0	0	0	63	0	0	0	0	0	0	0
May 2040	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	23.5	22.6	22.6	22.6	22.6	14.6	5.4	0.2	26.9	19.6	13.0	8.8	1.4	0.3	0.1	0.1

Date	A, AI†, AB, AD, AG, AJ and AL Classes					
	PSA Prepayment Assumption					
	0%	100%	300%	500%	1000%	1500%
Initial Percent	100	100	100	100	100	100
May 2011	94	86	75	64	36	9
May 2012	87	72	55	40	13	1
May 2013	79	59	39	25	5	*
May 2014	71	48	28	15	2	*
May 2015	62	37	19	8	1	*
May 2016	53	26	12	4	*	*
May 2017	43	17	6	2	*	*
May 2018	32	8	3	1	*	0
May 2019	20	0	0	0	0	0
May 2020	8	0	0	0	0	0
May 2021	0	0	0	0	0	0
May 2022	0	0	0	0	0	0
May 2023	0	0	0	0	0	0
May 2024	0	0	0	0	0	0
May 2025	0	0	0	0	0	0
Weighted Average Life (years)**	6.0	4.0	2.9	2.1	1.0	0.5

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

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

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

CF, CS†, BF, BS†, AF and AS† Classes

Date	PSA Prepayment Assumption								
	0%	100%	250%	285%	340%	600%	800%	1600%	2400%
Initial Percent	100	100	100	100	100	100	100	100	100
May 2011	100	96	88	86	82	66	54	5	0
May 2012	100	91	75	71	65	42	28	*	0
May 2013	100	85	63	59	52	27	15	*	0
May 2014	99	80	54	48	41	17	8	*	0
May 2015	99	75	45	40	33	11	4	*	0
May 2016	99	70	38	33	26	7	2	0	0
May 2017	99	65	32	27	20	4	1	0	0
May 2018	98	60	27	22	16	3	1	0	0
May 2019	98	55	22	18	12	2	*	0	0
May 2020	97	50	18	14	9	1	*	0	0
May 2021	95	45	15	11	7	1	*	0	0
May 2022	93	41	12	9	6	*	*	0	0
May 2023	90	37	10	7	4	*	*	0	0
May 2024	87	33	8	6	3	*	*	0	0
May 2025	84	30	7	4	2	*	*	0	0
May 2026	80	26	5	3	2	*	*	0	0
May 2027	76	23	4	3	1	*	*	0	0
May 2028	72	20	3	2	1	*	*	0	0
May 2029	67	17	3	2	1	*	*	0	0
May 2030	62	14	2	1	1	*	*	0	0
May 2031	56	12	1	1	*	*	*	0	0
May 2032	50	9	1	1	*	*	*	0	0
May 2033	43	7	1	*	*	*	*	0	0
May 2034	36	5	*	*	*	*	*	0	0
May 2035	28	3	*	*	*	*	0	0	0
May 2036	19	1	*	*	*	*	0	0	0
May 2037	13	*	*	*	*	*	0	0	0
May 2038	7	*	*	*	*	0	0	0	0
May 2039	*	0	0	0	0	0	0	0	0
May 2040	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	21.0	11.0	5.9	5.2	4.4	2.3	1.6	0.4	0.1

BA Class

Date	PSA Prepayment Assumption								
	0%	100%	250%	285%	340%	600%	800%	1600%	2400%
Initial Percent	100	100	100	100	100	100	100	100	100
May 2011	99	95	86	86	86	76	61	4	0
May 2012	98	88	71	71	71	48	31	0	0
May 2013	97	81	57	57	57	30	16	0	0
May 2014	96	74	46	46	46	19	8	0	0
May 2015	95	67	37	37	37	12	4	0	0
May 2016	94	60	29	29	29	7	1	0	0
May 2017	92	54	23	23	23	4	*	0	0
May 2018	91	46	17	17	17	2	0	0	0
May 2019	90	39	13	13	13	1	0	0	0
May 2020	87	33	10	10	10	*	0	0	0
May 2021	84	26	7	7	7	0	0	0	0
May 2022	80	20	6	6	6	0	0	0	0
May 2023	75	14	4	4	4	0	0	0	0
May 2024	70	8	3	3	3	0	0	0	0
May 2025	65	2	2	2	2	0	0	0	0
May 2026	59	1	1	1	1	0	0	0	0
May 2027	53	1	1	1	1	0	0	0	0
May 2028	46	*	*	*	*	0	0	0	0
May 2029	39	0	0	0	0	0	0	0	0
May 2030	31	0	0	0	0	0	0	0	0
May 2031	22	0	0	0	0	0	0	0	0
May 2032	13	0	0	0	0	0	0	0	0
May 2033	3	0	0	0	0	0	0	0	0
May 2034	0	0	0	0	0	0	0	0	0
May 2035	0	0	0	0	0	0	0	0	0
May 2036	0	0	0	0	0	0	0	0	0
May 2037	0	0	0	0	0	0	0	0	0
May 2038	0	0	0	0	0	0	0	0	0
May 2039	0	0	0	0	0	0	0	0	0
May 2040	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	16.3	7.6	4.7	4.7	4.7	2.5	1.8	0.4	0.1

BE Class

Date	PSA Prepayment Assumption								
	0%	100%	250%	285%	340%	600%	800%	1600%	2400%
Initial Percent	100	100	100	100	100	100	100	100	100
May 2011	100	100	100	100	100	100	100	100	0
May 2012	100	100	100	100	100	100	100	23	0
May 2013	100	100	100	100	100	100	100	1	0
May 2014	100	100	100	100	100	100	100	*	0
May 2015	100	100	100	100	100	100	100	*	0
May 2016	100	100	100	100	100	100	100	*	0
May 2017	100	100	100	100	100	100	100	0	0
May 2018	100	100	100	100	100	100	100	66	0
May 2019	100	100	100	100	100	100	100	33	0
May 2020	100	100	100	100	100	100	100	17	0
May 2021	100	100	100	100	100	83	8	0	0
May 2022	100	100	100	100	100	51	4	0	0
May 2023	100	100	100	100	100	31	2	0	0
May 2024	100	100	100	100	100	19	1	0	0
May 2025	100	100	100	100	100	12	1	0	0
May 2026	100	100	100	100	100	7	*	0	0
May 2027	100	100	100	100	100	4	*	0	0
May 2028	100	100	100	100	100	2	*	0	0
May 2029	100	90	90	90	90	1	*	0	0
May 2030	100	64	64	64	64	1	*	0	0
May 2031	100	44	44	44	44	*	*	0	0
May 2032	100	30	30	30	30	*	*	0	0
May 2033	100	19	19	19	19	*	*	0	0
May 2034	11	11	11	11	11	*	*	0	0
May 2035	6	6	6	6	6	*	*	0	0
May 2036	2	2	2	2	2	*	*	0	0
May 2037	*	*	*	*	*	*	*	0	0
May 2038	0	0	0	0	*	0	0	0	0
May 2039	0	0	0	0	0	0	0	0	0
May 2040	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	23.6	21.2	21.2	21.2	21.2	12.7	8.9	1.9	0.3

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

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

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

Date	BZ Class									EH, EI†, EA, EB, EC and ED Classes						EZ Class					
	PSA Prepayment Assumption									PSA Prepayment Assumption						PSA Prepayment Assumption					
	0%	100%	250%	285%	340%	600%	800%	1600%	2400%	0%	100%	304%	500%	1000%	1500%	0%	100%	304%	500%	1000%	1500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
May 2011	105	105	100	83	56	0	0	0	0	98	91	78	65	32	0	105	105	105	105	105	104
May 2012	110	110	100	72	28	0	0	0	0	97	82	59	40	5	0	110	110	110	110	110	10
May 2013	116	116	100	64	11	0	0	0	0	95	74	44	23	0	0	116	116	116	116	63	1
May 2014	122	122	100	60	3	0	0	0	0	93	66	32	11	0	0	122	122	122	122	25	*
May 2015	128	128	100	58	0	0	0	0	0	91	59	22	3	0	0	128	128	128	128	10	*
May 2016	135	135	99	57	0	0	0	0	0	89	52	14	0	0	0	135	135	135	107	4	*
May 2017	142	142	94	53	0	0	0	0	0	87	45	8	0	0	0	142	142	142	73	1	*
May 2018	149	149	87	48	0	0	0	0	0	84	39	2	0	0	0	149	149	149	49	1	*
May 2019	157	157	78	43	0	0	0	0	0	81	33	0	0	0	0	157	157	134	33	*	0
May 2020	165	165	70	38	0	0	0	0	0	79	27	0	0	0	0	165	165	105	22	*	0
May 2021	173	173	61	33	0	0	0	0	0	76	21	0	0	0	0	173	173	82	15	*	0
May 2022	182	182	53	28	0	0	0	0	0	72	16	0	0	0	0	182	182	63	10	*	0
May 2023	191	191	45	23	0	0	0	0	0	69	11	0	0	0	0	191	191	49	6	*	0
May 2024	201	201	39	20	0	0	0	0	0	65	6	0	0	0	0	201	201	37	4	*	0
May 2025	211	211	32	16	0	0	0	0	0	61	2	0	0	0	0	211	211	28	3	*	0
May 2026	222	192	27	13	0	0	0	0	0	57	0	0	0	0	0	222	197	21	2	*	0
May 2027	234	171	22	11	0	0	0	0	0	52	0	0	0	0	0	234	168	16	1	*	0
May 2028	246	149	18	9	0	0	0	0	0	48	0	0	0	0	0	246	140	11	1	*	0
May 2029	258	129	14	7	0	0	0	0	0	42	0	0	0	0	0	258	114	8	*	*	0
May 2030	271	109	11	5	0	0	0	0	0	37	0	0	0	0	0	271	89	5	*	*	0
May 2031	285	90	8	4	0	0	0	0	0	31	0	0	0	0	0	285	66	4	*	*	0
May 2032	300	72	6	3	0	0	0	0	0	24	0	0	0	0	0	300	45	2	*	0	0
May 2033	315	54	4	2	0	0	0	0	0	17	0	0	0	0	0	315	25	1	*	0	0
May 2034	282	38	3	1	0	0	0	0	0	10	0	0	0	0	0	331	10	*	*	0	0
May 2035	218	23	2	1	0	0	0	0	0	2	0	0	0	0	0	348	0	0	0	0	0
May 2036	148	9	1	*	0	0	0	0	0	0	0	0	0	0	0	306	0	0	0	0	0
May 2037	100	2	*	*	0	0	0	0	0	0	0	0	0	0	0	238	0	0	0	0	0
May 2038	53	*	*	*	0	0	0	0	0	0	0	0	0	0	0	164	0	0	0	0	0
May 2039	3	0	0	0	0	0	0	0	0	0	0	0	0	0	0	85	0	0	0	0	0
May 2040	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	26.1	20.4	13.2	8.0	1.5	0.3	0.2	0.1	0.1	16.1	6.8	3.1	1.9	0.8	0.4	27.8	19.5	12.3	8.0	3.5	1.5

Date	FP, SP†, PO and PS Classes					
	PSA Prepayment Assumption					
	0%	100%	200%	300%	600%	900%
Initial Percent	100	100	100	100	100	100
May 2011	100	100	100	100	100	100
May 2012	100	100	100	100	100	100
May 2013	100	100	100	100	100	94
May 2014	100	100	100	100	100	42
May 2015	100	100	100	100	81	19
May 2016	100	100	100	100	51	9
May 2017	100	100	100	100	32	4
May 2018	100	100	100	100	20	2
May 2019	100	100	100	100	12	1
May 2020	100	100	100	80	8	*
May 2021	100	100	100	63	5	*
May 2022	100	100	100	50	3	*
May 2023	100	100	95	39	2	*
May 2024	100	100	80	31	1	*
May 2025	100	100	67	24	1	*
May 2026	100	100	56	19	*	*
May 2027	100	100	46	14	*	*
May 2028	100	100	38	11	*	*
May 2029	100	100	31	8	*	*
May 2030	100	91	25	6	*	*
May 2031	100	77	20	5	*	*
May 2032	100	64	16	3	*	*
May 2033	100	53	12	2	*	*
May 2034	100	41	9	2	*	*
May 2035	100	31	6	1	*	0
May 2036	100	22	4	1	*	0
May 2037	100	13	2	*	*	0
May 2038	96	4	1	*	*	0
May 2039	47	0	0	0	0	0
May 2040	0	0	0	0	0	0
Weighted Average Life (years)**	29.0	23.5	17.6	13.1	6.7	4.2

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

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

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

Characteristics of the Residual Classes

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

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

CERTAIN ADDITIONAL FEDERAL INCOME TAX CONSEQUENCES

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

U.S. Treasury Circular 230 Notice

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

REMIC Elections and Special Tax Attributes

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

Taxation of Beneficial Owners of Regular Certificates

The Notional Classes, the Principal Only Class and the Accrual Classes will be issued with original issue discount (“OID”), and certain other Classes of REMIC Certificates may be issued with OID. If a Class is issued with OID, a beneficial owner of a Certificate of that Class generally must

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

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

<u>Group</u>	<u>Prepayment Assumption</u>
1	285% PSA
2	135% PSA
3	285% PSA
4	300% PSA
5	285% PSA
6	304% PSA
7	200% PSA

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

Taxation of Beneficial Owners of Residual Certificates

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

Taxation of Beneficial Owners of RCR Certificates

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

Generally, the ownership interest represented by an RCR certificate will be one of two types. A certificate of a 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 FA, SA, KG, KA and PS Classes of RCR Certificates are Combination RCR Certificates. The SC and SB Classes each represent (i) the right to receive a portion of the interest on the FQ and QF Classes and (ii) beneficial ownership of an undivided interest in the FS Class and the QS Class.

The SL and SM Classes each represent (i) the right to receive a portion of the interest on the FK Class and (ii) beneficial ownership of an undivided interest in the SK Class. The BS and AS Classes each represent (i) the right to receive a portion of the interest on the CF Class and (ii) beneficial ownership of an undivided interest in the CS Class. To the extent any such Class represents the right to receive a portion of the interest on a Class, it will be treated as a Strip RCR Certificate. To the extent any such Class represents beneficial ownership of an undivided interest in a Class, it will be treated as a Combination RCR Certificate. The remaining Classes of RCR Certificates are Strip RCR Certificates. See “Material Federal Income Tax Consequences—Taxation of Beneficial Owners of RCR Certificates” in the REMIC Prospectus for a general discussion of the federal income tax treatment of beneficial owners of RCR Certificates.

PLAN OF DISTRIBUTION

We are obligated to deliver the Certificates to Barclays Capital Inc. (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. Cleary Gottlieb Steen & Hamilton LLP will provide legal representation for the Dealer.

Group 2 Underlying REMIC Certificate

Underlying REMIC Trust	Class	Date of Issue	CUSIP Number	Interest Rate	Interest Type(1)	Final Distribution Date	Principal Type(1)	Original Principal Balance of Class	May 2010 Lower Tier REMIC Factor	Principal Balance in the Lower Tier REMIC	Approximate Weighted Average WAC	Approximate Weighted Average WAM (in months)	Approximate Weighted Average WALA (in months)
2010-17	AB	February 2010	31398MGD2	5.0%	FIX	April 2035	SEQ/AD	\$92,585,000	0.92833686	\$85,950,068	5.463%	325	29

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

Group 5 Underlying REMIC and RCR Certificates

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	May 2010 Class Factor	Principal Balance in the Lower Tier REMIC	Approximate Weighted Average WAC	Approximate Weighted Average WAM (in months)	Approximate Weighted Average WALA (in months)	Approximate Weighted Average Remaining Term to Expiration of Interest Only Period (in months)
2006-71	EH	July 2006	31396KVV5	6.5%	FIX	August 2036	SEQ	\$ 71,544,300	1.00000000	\$ 71,544,300	6.929%	313	47	73
2009-38	DG	May 2009	31397N5Q4	6.5	FIX	June 2039	SEQ	150,000,000	0.80917013	121,375,519	7.074	320	37	(2)

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

(2) Approximately 68% and 3% of the Mortgage Loans backing the Class 2009-38-DG REMIC Certificate (in each case, by principal balance at the Issue Date) have approximate weighted average remaining interest only periods of 87 months and 133 months, respectively. The remaining Mortgage Loans backing the Class 2009-38-DG REMIC Certificate do not have interest only periods.

Group 7 Underlying RCR Certificates

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	May 2010 Class Factor	Principal Balance in the Lower Tier REMIC	Approximate Weighted Average WAC	Approximate Weighted Average WAM (in months)	Approximate Weighted Average WALA (in months)
2010-43	FQ	April 2010	31398REC5	(2)	FLT	May 2040	SEQ	\$26,563,846	1.00000000	\$26,563,846	4.935%	343	12
2010-43	SQ	April 2010	31398RED3	(2)	INV	May 2040	SEQ	11,806,154	1.00000000	11,806,154	4.935	343	12

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

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

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						Final Distribution Date
Classes	Original Balances	RCR Classes	Original Balances	Principal Type(2)	Interest Rate	Interest Type(2)	CUSIP Number	Final Distribution Date
Recombination 1								
FQ	\$ 95,559,750	FC	\$108,059,750	SEQ/AD	(3)	FLT	31398RS22	June 2040
FS	95,559,750(4)	SC	108,059,750(4)	NTL	(3)	INV/IO	31398RS30	June 2040
QF	12,500,000							
QS	12,500,000(4)							
Recombination 2								
FQ	95,559,750	FB	108,059,750	SEQ/AD	(3)	FLT	31398RRR80	June 2040
FS	95,559,750(4)	SB	108,059,750(4)	NTL	(3)	INV/IO	31398RRR98	June 2040
QF	12,500,000							
QS	12,500,000(4)							
Recombination 3								
FQ	95,559,750	FA	108,059,750	SEQ/AD	(3)	FLT	31398RRR64	June 2040
FS	95,559,750(4)	SA	108,059,750(4)	NTL	(3)	INV/IO	31398RRR72	June 2040
QF	12,500,000							
QS	12,500,000(4)							
Recombination 4								
FK	82,645,714	FL	82,645,714	PAC/AD	(3)	FLT	31398RS48	June 2040
SK	82,645,714(4)	SL	82,645,714(4)	NTL	(3)	INV/IO	31398RS55	June 2040
Recombination 5								
FK	82,645,714	FM	82,645,714	PAC/AD	(3)	FLT	31398RS63	June 2040
SK	82,645,714(4)	SM	82,645,714(4)	NTL	(3)	INV/IO	31398RS71	June 2040
Recombination 6								
KD	61,984,286	KG	72,315,000	PAC/AD	4.0%	FIX	31398RS89	June 2040
FK	10,330,714							
SK	10,330,714(4)							
Recombination 7								
KD	61,984,286	KA	86,778,000	PAC/AD	4.5	FIX	31398RS97	June 2040
FK	24,793,714							
SK	24,793,714(4)							

REMIC Certificates		RCR Certificates						
Classes	Original Balances	RCR Classes	Original Balances	Principal Type(2)	Interest Rate	Interest Type(2)	CUSIP Number	Final Distribution Date
Recombination 8								
A	\$335,202,206	AB	\$335,202,206	PT	2.5%	FIX	31398RT21	December 2020
		AI	167,601,103(4)	NTL	5.0	FIX/IO	31398RT70	December 2020
Recombination 9								
A	335,202,206	AD	335,202,206	PT	3.0	FIX	31398RT39	December 2020
		AI	134,080,882(4)	NTL	5.0	FIX/IO	31398RT70	December 2020
Recombination 10								
A	335,202,206	AG	335,202,206	PT	3.5	FIX	31398RT47	December 2020
		AI	100,560,662(4)	NTL	5.0	FIX/IO	31398RT70	December 2020
Recombination 11								
A	335,202,206	AJ	335,202,206	PT	4.0	FIX	31398RT54	December 2020
		AI	67,040,441(4)	NTL	5.0	FIX/IO	31398RT70	December 2020
Recombination 12								
A	335,202,206	AL	335,202,206	PT	4.5	FIX	31398RT62	December 2020
		AI	33,520,221(4)	NTL	5.0	FIX/IO	31398RT70	December 2020
Recombination 13								
CF	149,687,053	BF	149,687,053	SC/PT	(3)	FLT	31398RT88	June 2040
CS	149,687,053(4)	BS	149,687,053(4)	NTL	(3)	INV/IO	31398RT96	June 2040
Recombination 14								
CF	149,687,053	AF	149,687,053	SC/PT	(3)	FLT	31398RU29	June 2040
CS	149,687,053(4)	AS	149,687,053(4)	NTL	(3)	INV/IO	31398RU37	June 2040
Recombination 15								
EH	202,750,000	EA	202,750,000	SEQ/AD	3.0	FIX	31398RU45	October 2035
		EI	81,100,000(4)	NTL	5.0	FIX/IO	31398RU86	October 2035
Recombination 16								
EH	202,750,000	EB	202,750,000	SEQ/AD	3.5	FIX	31398RU52	October 2035
		EI	60,825,000(4)	NTL	5.0	FIX/IO	31398RU86	October 2035
Recombination 17								
EH	202,750,000	EC	202,750,000	SEQ/AD	4.0	FIX	31398RU60	October 2035
		EI	40,550,000(4)	NTL	5.0	FIX/IO	31398RU86	October 2035

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 18								
EH	\$202,750,000	ED	\$202,750,000	SEQ/AD	4.5%	FIX	31398RU78	October 2035
		EI	20,275,000(4)	NTL	5.0	FIX/IO	31398RU86	October 2035
Recombination 19								
PO	11,806,154	PS	11,806,154	SC/PT	(3)	INV	31398RU94	May 2040
SP	26,563,846(4)							

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

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

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

(4) Notional balances. These Classes are Interest Only Classes. See page S-7 for a description of how their notional balances are calculated.

Principal Balance Schedules

Aggregate Group I Planned Balances

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
Initial Balance	\$244,000,000.00	March 2015	\$ 84,953,260.50	January 2020	\$ 21,944,989.65
June 2010	241,293,411.90	April 2015	83,025,743.27	February 2020	21,428,532.78
July 2010	238,679,822.69	May 2015	81,141,031.84	March 2020	20,923,822.30
August 2010	235,983,305.32	June 2015	79,298,189.45	April 2020	20,430,596.92
September 2010	233,205,869.39	July 2015	77,496,299.65	May 2020	19,948,601.07
October 2010	230,349,636.82	August 2015	75,734,465.83	June 2020	19,477,584.78
November 2010	227,416,838.18	September 2015	74,011,810.82	July 2020	19,017,303.58
December 2010	224,453,405.74	October 2015	72,327,476.43	August 2020	18,567,518.32
January 2011	221,460,045.78	November 2015	70,680,623.08	September 2020	18,127,995.14
February 2011	218,437,543.13	December 2015	69,070,429.41	October 2020	17,698,505.27
March 2011	215,386,759.40	January 2016	67,496,091.83	November 2020	17,278,824.98
April 2011	212,308,630.85	February 2016	65,956,824.19	December 2020	16,868,735.46
May 2011	209,204,166.26	March 2016	64,451,857.40	January 2021	16,468,022.68
June 2011	206,074,444.53	April 2016	62,980,439.03	February 2021	16,076,477.33
July 2011	202,920,612.22	May 2016	61,541,833.00	March 2021	15,693,894.67
August 2011	199,743,880.88	June 2016	60,135,317.17	April 2021	15,320,074.48
September 2011	196,545,524.31	July 2016	58,760,193.05	May 2021	14,954,820.94
October 2011	193,326,875.58	August 2016	57,415,765.44	June 2021	14,597,942.53
November 2011	190,089,324.08	September 2016	56,101,362.09	July 2021	14,249,251.94
December 2011	186,834,312.27	October 2016	54,816,323.41	August 2021	13,908,565.96
January 2012	183,563,332.50	November 2016	53,560,004.11	September 2021	13,575,705.45
February 2012	180,277,923.61	December 2016	52,331,772.93	October 2021	13,250,495.18
March 2012	176,979,667.46	January 2017	51,131,012.33	November 2021	12,932,763.79
April 2012	173,728,318.01	February 2017	49,957,118.17	December 2021	12,622,343.69
May 2012	170,523,222.54	March 2017	48,809,499.47	January 2022	12,319,070.98
June 2012	167,363,737.30	April 2017	47,687,578.07	February 2022	12,022,785.36
July 2012	164,249,227.39	May 2017	46,590,788.39	March 2022	11,733,330.07
August 2012	161,179,066.64	June 2017	45,518,577.15	April 2022	11,450,551.83
September 2012	158,152,637.46	July 2017	44,470,403.09	May 2022	11,174,300.69
October 2012	155,169,330.77	August 2017	43,445,736.75	June 2022	10,904,430.04
November 2012	152,228,545.85	September 2017	42,444,060.17	July 2022	10,640,796.50
December 2012	149,329,690.24	October 2017	41,464,866.67	August 2022	10,383,259.85
January 2013	146,472,179.63	November 2017	40,507,660.59	September 2022	10,131,682.96
February 2013	143,655,437.74	December 2017	39,571,957.08	October 2022	9,885,931.73
March 2013	140,878,896.21	January 2018	38,657,281.83	November 2022	9,645,875.02
April 2013	138,141,994.50	February 2018	37,763,170.87	December 2022	9,411,384.60
May 2013	135,444,179.78	March 2018	36,889,170.33	January 2023	9,182,335.05
June 2013	132,784,906.83	April 2018	36,034,836.23	February 2023	8,958,603.74
July 2013	130,163,637.92	May 2018	35,199,734.27	March 2023	8,740,070.75
August 2013	127,579,842.72	June 2018	34,383,439.63	April 2023	8,526,618.81
September 2013	125,032,998.21	July 2018	33,585,536.71	May 2023	8,318,133.23
October 2013	122,522,588.54	August 2018	32,805,619.03	June 2023	8,114,501.88
November 2013	120,048,104.99	September 2018	32,043,288.92	July 2023	7,915,615.09
December 2013	117,609,045.84	October 2018	31,298,157.43	August 2023	7,721,365.65
January 2014	115,204,916.24	November 2018	30,569,844.06	September 2023	7,531,648.69
February 2014	112,835,228.21	December 2018	29,857,976.65	October 2023	7,346,361.69
March 2014	110,499,500.44	January 2019	29,162,191.13	November 2023	7,165,404.38
April 2014	108,197,258.28	February 2019	28,482,131.41	December 2023	6,988,678.73
May 2014	105,928,033.60	March 2019	27,817,449.16	January 2024	6,816,088.87
June 2014	103,691,364.73	April 2019	27,167,803.65	February 2024	6,647,541.08
July 2014	101,486,796.35	May 2019	26,532,861.62	March 2024	6,482,943.70
August 2014	99,313,879.42	June 2019	25,912,297.07	April 2024	6,322,207.10
September 2014	97,172,171.09	July 2019	25,305,791.13	May 2024	6,165,243.66
October 2014	95,061,234.61	August 2019	24,713,031.92	June 2024	6,011,967.69
November 2014	92,980,639.24	September 2019	24,133,714.35	July 2024	5,862,295.41
December 2014	90,929,960.20	October 2019	23,567,540.04	August 2024	5,716,144.91
January 2015	88,908,778.56	November 2019	23,014,217.10	September 2024	5,573,436.08
February 2015	86,916,681.14	December 2019	22,473,460.05	October 2024	5,434,090.63

Aggregate Group I (Continued)

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
November 2024	\$ 5,298,031.96	November 2029	\$ 1,052,739.51	November 2034	\$ 134,734.41
December 2024	5,165,185.22	December 2029	1,022,497.08	December 2034	129,147.12
January 2025	5,035,477.21	January 2030	993,020.69	January 2035	123,721.06
February 2025	4,908,836.35	February 2030	964,292.11	February 2035	118,452.13
March 2025	4,785,192.67	March 2030	936,293.56	March 2035	113,336.33
April 2025	4,664,477.76	April 2030	909,007.66	April 2035	108,369.76
May 2025	4,546,624.73	May 2030	882,417.43	May 2035	103,548.60
June 2025	4,431,568.17	June 2030	856,506.25	June 2035	98,869.15
July 2025	4,319,244.16	July 2030	831,257.93	July 2035	94,327.75
August 2025	4,209,590.17	August 2030	806,656.62	August 2035	89,920.88
September 2025	4,102,545.10	September 2030	782,686.83	September 2035	85,645.08
October 2025	3,998,049.19	October 2030	759,333.45	October 2035	81,496.96
November 2025	3,896,044.03	November 2030	736,581.71	November 2035	77,473.23
December 2025	3,796,472.51	December 2030	714,417.16	December 2035	73,570.68
January 2026	3,699,278.80	January 2031	692,825.70	January 2036	69,786.16
February 2026	3,604,408.31	February 2031	671,793.55	February 2036	66,116.62
March 2026	3,511,807.69	March 2031	651,307.26	March 2036	62,559.06
April 2026	3,421,424.78	April 2031	631,353.67	April 2036	59,110.57
May 2026	3,333,208.56	May 2031	611,919.94	May 2036	55,768.29
June 2026	3,247,109.19	June 2031	592,993.52	June 2036	52,529.46
July 2026	3,163,077.93	July 2031	574,562.14	July 2036	49,391.36
August 2026	3,081,067.14	August 2031	556,613.84	August 2036	46,351.35
September 2026	3,001,030.24	September 2031	539,136.90	September 2036	43,406.84
October 2026	2,922,921.69	October 2031	522,119.91	October 2036	40,555.32
November 2026	2,846,697.00	November 2031	505,551.70	November 2036	37,794.32
December 2026	2,772,312.66	December 2031	489,421.36	December 2036	35,230.44
January 2027	2,699,726.13	January 2032	473,718.24	January 2037	32,748.30
February 2027	2,628,895.83	February 2032	458,431.94	February 2037	30,345.75
March 2027	2,559,781.14	March 2032	443,552.30	March 2037	28,020.65
April 2027	2,492,342.33	April 2032	429,069.38	April 2037	25,770.96
May 2027	2,426,540.55	May 2032	414,973.50	May 2037	23,594.65
June 2027	2,362,337.87	June 2032	401,255.18	June 2037	21,489.77
July 2027	2,299,697.18	July 2032	387,905.17	July 2037	19,454.38
August 2027	2,238,582.20	August 2032	374,914.44	August 2037	17,486.64
September 2027	2,178,957.51	September 2032	362,274.17	September 2037	15,584.70
October 2027	2,120,788.44	October 2032	349,975.74	October 2037	13,746.80
November 2027	2,064,041.13	November 2032	338,010.73	November 2037	12,525.83
December 2027	2,008,682.48	December 2032	326,370.93	December 2037	11,344.87
January 2028	1,954,680.14	January 2033	315,048.31	January 2038	10,202.86
February 2028	1,902,002.49	February 2033	304,035.03	February 2038	9,098.74
March 2028	1,850,618.61	March 2033	293,323.43	March 2038	8,031.49
April 2028	1,800,498.31	April 2033	282,906.04	April 2038	7,000.12
May 2028	1,751,612.05	May 2033	272,775.56	May 2038	6,003.66
June 2028	1,703,930.98	June 2033	262,924.87	June 2038	5,041.15
July 2028	1,657,426.90	July 2033	253,346.99	July 2038	4,111.67
August 2028	1,612,072.24	August 2033	244,035.14	August 2038	3,214.32
September 2028	1,567,840.08	September 2033	234,982.67	September 2038	2,348.22
October 2028	1,524,704.07	October 2033	226,183.11	October 2038	1,512.51
November 2028	1,482,638.49	November 2033	217,630.13	November 2038	706.36
December 2028	1,441,618.20	December 2033	209,317.55	December 2038 and thereafter	0.00
January 2029	1,401,618.62	January 2034	201,239.33		
February 2029	1,362,615.73	February 2034	193,389.59		
March 2029	1,324,586.07	March 2034	185,762.58		
April 2029	1,287,506.70	April 2034	178,725.50		
May 2029	1,251,355.21	May 2034	171,886.22		
June 2029	1,216,109.70	June 2034	165,239.78		
July 2029	1,181,748.76	July 2034	158,781.32		
August 2029	1,148,251.48	August 2034	152,506.12		
September 2029	1,115,597.41	September 2034	146,409.56		
October 2029	1,083,766.60	October 2034	140,487.12		

AP 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	\$59,273,000.00	September 2013	\$36,704,217.28	January 2017	\$15,677,370.38
June 2010	58,836,157.00	October 2013	36,132,378.61	February 2017	15,196,439.73
July 2010	58,389,049.21	November 2013	35,563,091.27	March 2017	14,717,505.99
August 2010	57,931,747.22	December 2013	34,996,340.13	April 2017	14,240,556.51
September 2010	57,464,327.44	January 2014	34,432,110.12	May 2017	13,765,578.73
October 2010	56,986,872.01	February 2014	33,870,386.28	June 2017	13,292,560.12
November 2010	56,499,468.77	March 2014	33,311,153.66	July 2017	12,821,488.24
December 2010	56,002,211.21	April 2014	32,754,397.44	August 2017	12,352,350.66
January 2011	55,495,198.39	May 2014	32,200,102.81	September 2017	11,885,135.04
February 2011	54,978,534.87	June 2014	31,648,255.08	October 2017	11,419,829.06
March 2011	54,452,330.64	July 2014	31,098,839.59	November 2017	10,956,420.50
April 2011	53,916,701.03	August 2014	30,551,841.76	December 2017	10,494,897.14
May 2011	53,371,766.66	September 2014	30,007,247.08	January 2018	10,035,246.85
June 2011	52,817,653.30	October 2014	29,465,041.10	February 2018	9,577,457.55
July 2011	52,254,491.80	November 2014	28,925,209.44	March 2018	9,121,808.06
August 2011	51,682,418.01	December 2014	28,387,737.78	April 2018	8,671,725.64
September 2011	51,101,572.66	January 2015	27,852,611.88	May 2018	8,227,125.91
October 2011	50,512,101.24	February 2015	27,319,817.54	June 2018	7,787,925.64
November 2011	49,914,153.91	March 2015	26,789,340.65	July 2018	7,354,042.75
December 2011	49,307,885.39	April 2015	26,261,167.15	August 2018	6,925,396.29
January 2012	48,693,454.82	May 2015	25,735,283.04	September 2018	6,501,906.42
February 2012	48,074,545.33	June 2015	25,211,674.39	October 2018	6,083,494.38
March 2012	47,451,261.82	July 2015	24,690,327.33	November 2018	5,670,082.52
April 2012	46,830,830.82	August 2015	24,171,228.07	December 2018	5,261,594.24
May 2012	46,213,235.80	September 2015	23,654,362.85	January 2019	4,857,953.99
June 2012	45,598,460.30	October 2015	23,139,717.99	February 2019	4,459,087.27
July 2012	44,986,487.96	November 2015	22,627,279.88	March 2019	4,064,920.58
August 2012	44,377,302.47	December 2015	22,117,034.95	April 2019	3,675,381.46
September 2012	43,770,887.63	January 2016	21,608,969.70	May 2019	3,290,398.41
October 2012	43,167,227.27	February 2016	21,103,070.71	June 2019	2,909,900.94
November 2012	42,566,305.34	March 2016	20,599,324.58	July 2019	2,533,819.50
December 2012	41,968,105.84	April 2016	20,097,718.01	August 2019	2,162,085.53
January 2013	41,372,612.85	May 2016	19,598,237.74	September 2019	1,794,631.36
February 2013	40,779,810.53	June 2016	19,100,870.55	October 2019	1,431,390.30
March 2013	40,189,683.10	July 2016	18,605,603.32	November 2019	1,072,296.54
April 2013	39,602,214.87	August 2016	18,112,422.96	December 2019	717,285.17
May 2013	39,017,390.21	September 2016	17,621,316.45	January 2020	366,292.20
June 2013	38,435,193.56	October 2016	17,132,270.82	February 2020	19,254.49
July 2013	37,855,609.46	November 2016	16,645,273.15	March 2020 and thereafter	0.00
August 2013	37,278,622.47	December 2016	16,160,310.61		

Aggregate Group II Planned Balances

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
Initial Balance	\$145,166,000.00	August 2011	\$113,665,737.77	November 2012	\$ 87,947,710.14
June 2010	142,806,620.96	September 2011	111,783,929.06	December 2012	86,411,858.97
July 2010	140,575,215.86	October 2011	109,927,434.34	January 2013	84,896,668.00
August 2010	138,352,416.20	November 2011	108,095,913.09	February 2013	83,401,859.29
September 2010	136,138,523.59	December 2011	106,289,029.37	March 2013	81,927,158.67
October 2010	133,954,412.16	January 2012	104,506,451.75	April 2013	80,472,295.64
November 2010	131,799,681.28	February 2012	102,747,853.27	May 2013	79,037,003.36
December 2010	129,673,935.72	March 2012	101,012,911.36	June 2013	77,621,018.55
January 2011	127,576,785.58	April 2012	99,301,307.80	July 2013	76,224,081.49
February 2011	125,507,846.19	May 2012	97,612,728.65	August 2013	74,845,935.96
March 2011	123,466,738.07	June 2012	95,946,864.16	September 2013	73,486,329.16
April 2011	121,453,086.82	July 2012	94,303,408.80	October 2013	72,145,011.73
May 2011	119,466,523.10	August 2012	92,682,061.12	November 2013	70,821,737.62
June 2011	117,506,682.54	September 2012	91,082,523.71	December 2013	69,516,264.13
July 2011	115,573,205.64	October 2012	89,504,503.20	January 2014	68,228,351.80

Aggregate Group II (Continued)

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
February 2014	\$ 66,957,764.40	February 2019	\$ 18,836,191.66	February 2024	\$ 4,531,724.80
March 2014	65,704,268.87	March 2019	18,406,930.77	March 2024	4,421,404.78
April 2014	64,467,635.30	April 2019	17,987,113.95	April 2024	4,313,608.31
May 2014	63,247,636.86	May 2019	17,576,538.06	May 2024	4,208,279.74
June 2014	62,044,049.77	June 2019	17,175,004.24	June 2024	4,105,364.61
July 2014	60,856,653.27	July 2019	16,782,317.88	July 2024	4,004,809.65
August 2014	59,685,229.57	August 2019	16,398,288.48	August 2024	3,906,562.73
September 2014	58,529,563.80	September 2019	16,022,729.56	September 2024	3,810,572.85
October 2014	57,389,443.98	October 2019	15,655,458.64	October 2024	3,716,790.09
November 2014	56,264,660.99	November 2019	15,296,297.06	November 2024	3,625,165.64
December 2014	55,155,008.52	December 2019	14,945,069.98	December 2024	3,535,651.72
January 2015	54,060,283.04	January 2020	14,601,606.27	January 2025	3,448,201.58
February 2015	52,980,283.75	February 2020	14,265,738.42	February 2025	3,362,769.50
March 2015	51,914,812.55	March 2020	13,937,302.49	March 2025	3,279,310.74
April 2015	50,863,674.02	April 2020	13,616,138.00	April 2025	3,197,781.50
May 2015	49,826,676.30	May 2020	13,302,087.91	May 2025	3,118,138.98
June 2015	48,810,820.53	June 2020	12,994,998.48	June 2025	3,040,341.25
July 2015	47,815,675.66	July 2020	12,694,719.28	July 2025	2,964,347.34
August 2015	46,840,819.46	August 2020	12,401,103.03	August 2025	2,890,117.12
September 2015	45,885,838.28	September 2020	12,114,005.63	September 2025	2,817,611.36
October 2015	44,950,326.93	October 2020	11,833,286.00	October 2025	2,746,791.68
November 2015	44,033,888.44	November 2020	11,558,806.09	November 2025	2,677,620.50
December 2015	43,136,133.99	December 2020	11,290,430.77	December 2025	2,610,061.10
January 2016	42,256,682.63	January 2021	11,028,027.82	January 2026	2,544,077.52
February 2016	41,395,161.22	February 2021	10,771,467.78	February 2026	2,479,634.60
March 2016	40,551,204.20	March 2021	10,520,624.00	March 2026	2,416,697.93
April 2016	39,724,453.48	April 2021	10,275,372.49	April 2026	2,355,233.87
May 2016	38,914,558.27	May 2021	10,035,591.92	May 2026	2,295,209.49
June 2016	38,121,174.91	June 2021	9,801,163.54	June 2026	2,236,592.57
July 2016	37,343,966.77	July 2021	9,571,971.14	July 2026	2,179,351.62
August 2016	36,582,604.08	August 2021	9,347,900.98	August 2026	2,123,455.81
September 2016	35,836,763.78	September 2021	9,128,841.74	September 2026	2,068,874.99
October 2016	35,106,129.41	October 2021	8,914,684.48	October 2026	2,015,579.66
November 2016	34,390,390.95	November 2021	8,705,322.60	November 2026	1,963,540.97
December 2016	33,668,599.05	December 2021	8,500,651.75	December 2026	1,912,730.70
January 2017	32,961,838.53	January 2022	8,300,569.83	January 2027	1,863,121.24
February 2017	32,269,798.12	February 2022	8,104,976.91	February 2027	1,814,685.58
March 2017	31,592,172.95	March 2022	7,913,775.18	March 2027	1,767,397.31
April 2017	30,928,664.44	April 2022	7,726,868.96	April 2027	1,721,230.58
May 2017	30,278,980.18	May 2022	7,544,164.57	May 2027	1,676,160.12
June 2017	29,614,822.68	June 2022	7,365,570.37	June 2027	1,632,161.21
July 2017	28,964,922.04	July 2022	7,190,996.65	July 2027	1,589,209.65
August 2017	28,328,976.65	August 2022	7,020,355.65	August 2027	1,547,281.81
September 2017	27,706,691.20	September 2022	6,853,561.46	September 2027	1,506,354.53
October 2017	27,097,776.57	October 2022	6,690,530.03	October 2027	1,466,405.19
November 2017	26,501,949.71	November 2022	6,531,179.09	November 2027	1,427,411.65
December 2017	25,918,933.49	December 2022	6,375,428.14	December 2027	1,389,352.27
January 2018	25,348,456.59	January 2023	6,223,198.43	January 2028	1,352,205.86
February 2018	24,790,253.38	February 2023	6,074,412.85	February 2028	1,315,951.72
March 2018	24,244,063.78	March 2023	5,928,995.98	March 2028	1,280,569.59
April 2018	23,696,183.49	April 2023	5,786,874.01	April 2028	1,246,039.65
May 2018	23,160,293.71	May 2023	5,647,974.71	May 2028	1,212,342.53
June 2018	22,636,137.42	June 2023	5,512,227.39	June 2028	1,179,459.28
July 2018	22,123,463.04	July 2023	5,379,562.89	July 2028	1,147,371.36
August 2018	21,622,024.30	August 2023	5,249,913.54	August 2028	1,116,060.64
September 2018	21,131,580.13	September 2023	5,123,213.10	September 2028	1,085,509.40
October 2018	20,651,894.57	October 2023	4,999,396.78	October 2028	1,055,700.30
November 2018	20,182,736.64	November 2023	4,878,401.18	November 2028	1,026,616.38
December 2018	19,723,880.27	December 2023	4,760,164.23	December 2028	998,241.05
January 2019	19,275,104.14	January 2024	4,644,625.24	January 2029	970,558.11

Aggregate Group II (Continued)

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
February 2029	\$ 943,551.69	March 2032	\$ 302,550.58	April 2035	\$ 63,261.31
March 2029	917,206.28	April 2032	292,362.52	May 2035	59,697.13
April 2029	891,506.71	May 2032	282,443.61	June 2035	56,240.33
May 2029	866,438.16	June 2032	272,787.41	July 2035	52,888.19
June 2029	841,986.12	July 2032	263,387.65	August 2035	49,638.05
July 2029	818,136.41	August 2032	254,238.18	September 2035	46,487.32
August 2029	794,875.15	September 2032	245,333.01	October 2035	43,433.45
September 2029	772,188.78	October 2032	236,666.26	November 2035	40,473.99
October 2029	750,064.05	November 2032	228,232.21	December 2035	37,606.50
November 2029	728,487.99	December 2032	220,025.25	January 2036	34,828.64
December 2029	707,447.91	January 2033	212,039.92	February 2036	32,138.09
January 2030	686,931.41	February 2033	204,270.86	March 2036	29,532.61
February 2030	666,926.38	March 2033	196,712.84	April 2036	27,009.99
March 2030	647,420.96	April 2033	189,360.76	May 2036	24,568.11
April 2030	628,403.55	May 2033	182,209.62	June 2036	22,204.85
May 2030	609,862.83	June 2033	175,254.54	July 2036	19,918.18
June 2030	591,787.72	July 2033	168,490.76	August 2036	17,706.09
July 2030	574,167.38	August 2033	161,913.62	September 2036	15,566.65
August 2030	556,991.21	September 2033	155,518.57	October 2036	13,497.95
September 2030	540,248.87	October 2033	149,301.16	November 2036	11,498.13
October 2030	523,930.22	November 2033	143,257.05	December 2036	10,076.40
November 2030	508,025.38	December 2033	137,381.98	January 2037	8,701.73
December 2030	492,524.65	January 2034	131,671.82	February 2037	7,372.90
January 2031	477,418.58	February 2034	126,122.51	March 2037	6,088.68
February 2031	462,697.92	March 2034	120,730.08	April 2037	4,847.90
March 2031	448,353.63	April 2034	115,490.68	May 2037	3,649.42
April 2031	434,376.86	May 2034	110,400.52	June 2037	3,185.44
May 2031	420,758.97	June 2034	105,455.91	July 2037	2,736.80
June 2031	407,491.52	July 2034	100,653.24	August 2037	2,303.09
July 2031	394,566.24	August 2034	95,988.99	September 2037	1,883.92
August 2031	381,975.06	September 2034	91,459.72	October 2037	1,478.91
September 2031	369,710.09	October 2034	87,062.06	November 2037	1,087.67
October 2031	357,763.62	November 2034	82,792.73	December 2037	709.84
November 2031	346,128.10	December 2034	78,648.52	January 2038	345.08
December 2031	334,796.16	January 2035	74,626.30	February 2038 and thereafter	0.00
January 2032	323,760.59	February 2035	70,723.01		
February 2032	313,014.36	March 2035	66,935.65		

Aggregate Group III Planned Balances

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
Initial Balance	\$43,600,000.00	November 2011	\$34,102,488.55	May 2013	\$25,209,791.47
June 2010	43,142,336.19	December 2011	33,549,724.61	June 2013	24,776,824.89
July 2010	42,715,657.99	January 2012	33,004,465.20	July 2013	24,349,749.63
August 2010	42,293,751.48	February 2012	32,466,608.85	August 2013	23,928,485.91
September 2010	41,876,567.69	March 2012	31,936,055.45	September 2013	23,512,955.06
October 2010	41,464,057.26	April 2012	31,412,535.52	October 2013	23,103,079.45
November 2010	41,056,172.72	May 2012	30,895,481.38	November 2013	22,698,782.52
December 2010	40,652,868.33	June 2012	30,385,185.06	December 2013	22,299,988.72
January 2011	40,063,374.86	July 2012	29,881,826.73	January 2014	21,906,623.52
February 2011	39,431,249.44	August 2012	29,385,312.51	February 2014	21,518,613.43
March 2011	38,807,054.62	September 2012	28,895,549.78	March 2014	21,135,885.91
April 2011	38,190,747.39	October 2012	28,412,447.15	April 2014	20,758,369.43
May 2011	37,582,527.47	November 2012	27,935,914.50	May 2014	20,385,993.40
June 2011	36,982,526.22	December 2012	27,465,862.90	June 2014	20,018,688.22
July 2011	36,390,668.20	January 2013	27,002,204.62	July 2014	19,656,385.18
August 2011	35,806,843.30	February 2013	26,544,853.14	August 2014	19,299,016.55
September 2011	35,230,942.91	March 2013	26,093,723.07	September 2014	18,946,515.47
October 2011	34,662,859.89	April 2013	25,648,730.21	October 2014	18,598,816.02

Aggregate Group III (Continued)

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
November 2014	\$18,255,853.14	November 2019	\$ 5,376,906.89	November 2024	\$ 1,402,209.74
December 2014	17,917,562.66	December 2019	5,262,340.63	December 2024	1,369,608.82
January 2015	17,583,881.30	January 2020	5,150,105.81	January 2025	1,337,702.66
February 2015	17,254,746.58	February 2020	5,040,156.24	February 2025	1,306,477.12
March 2015	16,930,096.93	March 2020	4,932,446.64	March 2025	1,275,918.33
April 2015	16,609,871.55	April 2020	4,826,932.61	April 2025	1,246,012.71
May 2015	16,294,010.51	May 2020	4,723,570.60	May 2025	1,216,746.94
June 2015	15,982,454.66	June 2020	4,622,317.95	June 2025	1,188,107.97
July 2015	15,676,242.47	July 2020	4,523,132.78	July 2025	1,160,083.01
August 2015	15,375,864.92	August 2020	4,425,974.07	August 2025	1,132,659.51
September 2015	15,081,211.25	September 2020	4,330,801.57	September 2025	1,105,825.18
October 2015	14,792,172.77	October 2020	4,237,575.83	October 2025	1,079,567.97
November 2015	14,508,642.89	November 2020	4,146,258.17	November 2025	1,053,876.09
December 2015	14,230,517.01	December 2020	4,056,810.65	December 2025	1,028,737.95
January 2016	13,957,692.51	January 2021	3,969,105.53	January 2026	1,004,142.21
February 2016	13,690,068.73	February 2021	3,883,199.81	February 2026	980,077.75
March 2016	13,427,546.90	March 2021	3,799,057.68	March 2026	956,533.68
April 2016	13,170,030.14	April 2021	3,716,644.01	April 2026	933,499.32
May 2016	12,916,695.48	May 2021	3,635,924.38	May 2026	910,964.20
June 2016	12,666,539.11	June 2021	3,556,865.02	June 2026	888,918.06
July 2016	12,416,628.23	July 2021	3,479,432.82	July 2026	867,350.84
August 2016	12,169,155.44	August 2021	3,403,595.35	August 2026	846,252.71
September 2016	11,926,521.98	September 2021	3,329,320.77	September 2026	825,614.00
October 2016	11,688,634.36	October 2021	3,256,416.13	October 2026	805,425.23
November 2016	11,455,260.17	November 2021	3,185,017.77	November 2026	785,685.03
December 2016	11,226,099.27	December 2021	3,115,095.58	December 2026	766,376.15
January 2017	11,001,429.99	January 2022	3,046,620.04	January 2027	747,489.71
February 2017	10,781,165.45	February 2022	2,979,562.20	February 2027	729,016.98
March 2017	10,565,197.81	March 2022	2,913,893.68	March 2027	710,949.40
April 2017	10,353,290.30	April 2022	2,849,586.68	April 2027	693,278.60
May 2017	10,145,543.02	May 2022	2,786,613.90	May 2027	675,996.36
June 2017	9,941,840.89	June 2022	2,724,948.62	June 2027	659,094.85
July 2017	9,742,136.65	July 2022	2,664,564.62	July 2027	642,565.96
August 2017	9,544,845.41	August 2022	2,605,436.20	August 2027	626,401.97
September 2017	9,347,866.01	September 2022	2,547,538.16	September 2027	610,595.30
October 2017	9,153,700.65	October 2022	2,490,845.81	October 2027	595,138.53
November 2017	8,962,990.43	November 2022	2,435,334.93	November 2027	580,024.40
December 2017	8,776,053.67	December 2022	2,380,981.77	December 2027	565,245.77
January 2018	8,592,838.60	January 2023	2,327,763.07	January 2028	550,795.66
February 2018	8,413,308.44	February 2023	2,275,656.01	February 2028	536,667.22
March 2018	8,237,390.73	March 2023	2,224,638.23	March 2028	522,853.74
April 2018	8,065,014.40	April 2023	2,174,687.79	April 2028	509,348.66
May 2018	7,896,109.78	May 2023	2,125,783.20	May 2028	496,145.54
June 2018	7,730,608.53	June 2023	2,077,903.39	June 2028	483,238.06
July 2018	7,568,441.03	July 2023	2,031,027.70	July 2028	470,620.05
August 2018	7,409,544.28	August 2023	1,985,135.89	August 2028	458,285.44
September 2018	7,253,795.84	September 2023	1,940,208.09	September 2028	446,228.30
October 2018	7,101,192.39	October 2023	1,896,224.85	October 2028	434,442.82
November 2018	6,951,671.92	November 2023	1,853,167.10	November 2028	422,923.28
December 2018	6,805,173.65	December 2023	1,811,016.12	December 2028	411,664.12
January 2019	6,661,637.94	January 2024	1,769,753.59	January 2029	400,659.85
February 2019	6,521,006.35	February 2024	1,729,361.55	February 2029	389,905.12
March 2019	6,383,221.55	March 2024	1,689,822.36	March 2029	379,394.67
April 2019	6,248,227.33	April 2024	1,651,118.77	April 2029	369,123.36
May 2019	6,115,968.59	May 2024	1,613,233.85	May 2029	359,086.14
June 2019	5,986,391.26	June 2024	1,576,151.00	June 2029	349,278.07
July 2019	5,859,442.37	July 2024	1,539,853.96	July 2029	339,694.32
August 2019	5,735,069.94	August 2024	1,504,326.79	August 2029	330,330.13
September 2019	5,613,223.03	September 2024	1,469,553.86	September 2029	321,180.87
October 2019	5,493,851.68	October 2024	1,435,519.85	October 2029	312,241.98

Aggregate Group III (Continued)

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
November 2029	\$ 303,516.55	June 2032	\$ 114,621.91	January 2035	\$ 28,816.77
December 2029	294,992.41	July 2032	110,601.32	February 2035	27,092.87
January 2030	286,667.33	August 2032	106,680.56	March 2035	25,421.51
February 2030	278,535.19	September 2032	102,857.43	April 2035	23,796.68
March 2030	270,591.71	October 2032	99,129.80	May 2035	22,218.15
April 2030	262,832.88	November 2032	95,495.88	June 2035	20,686.50
May 2030	255,254.76	December 2032	91,953.28	July 2035	19,198.76
June 2030	247,853.49	January 2033	88,500.29	August 2035	17,754.49
July 2030	240,625.31	February 2033	85,179.48	September 2035	16,354.59
August 2030	233,566.52	March 2033	81,942.60	October 2035	14,996.96
September 2030	226,673.48	April 2033	78,791.38	November 2035	13,679.23
October 2030	219,943.58	May 2033	75,720.29	December 2035	12,401.97
November 2030	213,372.38	June 2033	72,727.56	January 2036	11,187.67
December 2030	206,956.46	July 2033	69,815.54	February 2036	10,011.06
January 2031	200,692.75	August 2033	66,978.33	March 2036	8,876.10
February 2031	194,577.79	September 2033	64,214.86	April 2036	7,777.45
March 2031	188,608.74	October 2033	61,522.83	May 2036	6,742.08
April 2031	182,784.46	November 2033	58,900.65	June 2036	5,810.03
May 2031	177,099.42	December 2033	56,346.76	July 2036	5,100.38
June 2031	171,553.22	January 2034	53,859.61	August 2036	4,513.68
July 2031	166,140.15	February 2034	51,439.21	September 2036	3,948.91
August 2031	160,858.28	March 2034	49,084.24	October 2036	3,416.57
September 2031	155,703.80	April 2034	46,792.51	November 2036	2,906.99
October 2031	150,674.00	May 2034	44,563.45	December 2036	2,433.47
November 2031	145,766.19	June 2034	42,393.76	January 2037	1,982.70
December 2031	140,978.72	July 2034	40,282.61	February 2037	1,545.61
January 2032	136,307.89	August 2034	38,229.95	March 2037	1,123.84
February 2032	131,751.14	September 2034	36,235.60	April 2037	722.59
March 2032	127,306.05	October 2034	34,299.84	May 2037	346.70
April 2032	122,971.65	November 2034	32,420.51	June 2037 and thereafter	0.00
May 2032	118,744.58	December 2034	30,592.46		

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

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

\$1,436,552,347



**Guaranteed REMIC
Pass-Through Certificates
Fannie Mae REMIC Trust 2010-64**

PROSPECTUS SUPPLEMENT

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Barclays Capital

May 24, 2010
