

**\$236,983,349**



**FannieMae®**

**Guaranteed REMIC Pass-Through Certificates**

**Fannie Mae REMIC Trust 2010-73**

**The Certificates**

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

**Payments to Certificateholders**

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

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

We will pay principal at rates that may vary from time to time.

**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,
- Ginnie Mae fully modified pass-through mortgage-backed securities, and
- underlying RCR certificates backed by Fannie Mae MBS and Fannie Mae Stripped MBS.

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

The mortgage loans underlying the Ginnie Mae securities are first lien, single-family, fixed-rate loans and are either insured or guaranteed by the Federal Housing Administration, the Department of Veterans Affairs or the Department of Agriculture.

<i>Class</i>	<i>Group</i>	<i>Original Class Balance</i>	<i>Principal Type(1)</i>	<i>Interest Rate</i>	<i>Interest Type(1)</i>	<i>CUSIP Number</i>	<i>Final Distribution Date</i>
WA . . . . .	1	\$ 9,076,754	PT	(2)	WAC	31398P7J2	July 2040
PT . . . . .	2	227,906,595	SC/PT	5.0%	FIX	31398P7K9	June 2040
R . . . . .		0	NPR	0	NPR	31398P7L7	July 2040

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

(2) This class will bear interest at the variable interest rate described under "Description of the Certificates—Distributions of Interest—The WA Class" in this prospectus supplement.

The dealer will offer the certificates of the WA and R Classes from time to time in negotiated transactions at varying prices. We expect the settlement date to be June 30, 2010.

**Carefully consider the risk factors on page S-7 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 "exempted securities" under the Securities Exchange Act of 1934.



June 24, 2010

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## AVAILABLE INFORMATION

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

- our Prospectus for Fannie Mae Guaranteed REMIC Pass-Through Certificates dated 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 the R Class, the disclosure documents relating to the underlying 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](http://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:

RBS Securities Inc.  
Prospectus Department  
600 Washington Blvd.  
Stamford, Connecticut 06901  
(telephone 1-800-422-2006).

## SUMMARY

This summary contains only limited information about the certificates. Statistical information in this summary is provided as of June 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 Group 1 Ginnie Mae Certificates
2	Class 2010-42-TE RCR Certificate Class 2010-42-TL RCR Certificate Class 2010-61-ME RCR Certificate Class 2010-61-ML RCR Certificate

### Group 1 MBS

#### Characteristics of the Group 1 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>
\$ 249,175	7.868%†	5.70% to 12.00%	127 to 360
\$1,788,210	8.141%††	5.74% to 13.00%	2 to 360
\$ 15,455	9.424%†††	9.25% to 14.75%	1 to 360

† Represents the weighted average pass-through rate for the related MBS. The range of pass-through rates for the related MBS is 5.45% to 9.50%.

†† Represents the weighted average pass-through rate for the related MBS. The range of pass-through rates for the related MBS is 5.49% to 10.50%.

††† Represents the weighted average pass-through rate for the related MBS. The range of pass-through rates for the related MBS is 9.00% to 12.25%.

#### 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>
\$ 249,175	360	179	175	8.395%
\$1,788,210	360	211	138	8.873%
\$ 15,455	360	67	293	10.041%

The actual remaining terms to maturity, loan ages and interest rates of most the mortgage loans underlying the Group 1 MBS will differ from those shown above, perhaps significantly.

## Group 1 Ginnie Mae Certificates

### Characteristics of the Group 1 Ginnie Mae Certificates

<u>Approximate Principal Balance</u>	<u>Range of Pass-Through Rates</u>	<u>Weighted Average 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>
\$5,101,466	6.52% to 15.00%	9.123%	7.02% to 15.50%	1 to 360
\$1,922,448	5.49% to 13.50%	6.956%	5.99% to 15.00%	15 to 360

### Assumed Characteristics of the Underlying Mortgage Loans

<u>Principal Balance</u>	<u>Original Term to Maturity (in months)</u>	<u>Remaining Term to Maturity (in months)</u>	<u>Loan Age (in months)</u>	<u>Interest Rate</u>
\$5,101,466	360	139	212	9.623%
\$1,922,448	360	210	139	7.472%

## Group 2 Underlying RCR Certificates

Exhibit A describes the underlying RCR certificates in Group 2, including certain information about the related mortgage loans. To learn more about the underlying RCR certificates, you should obtain from us the current class factors and the related disclosure documents as described on page S-3.

### Settlement Date

We expect to issue the certificates on June 30, 2010.

### Distribution Dates

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

### Record Date

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

### Book-Entry and Physical Certificates

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

<u>Fed Book-Entry</u>	<u>DTC Book-Entry</u>	<u>Physical</u>
PT Class	WA Class	R Class

### Interest Rates

During each interest accrual period, the WA Class will bear interest at the applicable annual rate described under “Description of the Certificates—Distributions of Interest—*The WA Class*” in this prospectus supplement.

During each interest accrual period, the PT Class will bear interest at the applicable annual interest rate listed on the cover of this prospectus supplement.

## 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 Class</u>	<u>PSA Prepayment Assumption</u>							
	<u>0%</u>	<u>100%</u>	<u>327%</u>	<u>500%</u>	<u>700%</u>	<u>1000%</u>	<u>1500%</u>	<u>2000%</u>
WA.....	23.6	6.3	3.5	2.4	1.7	1.1	0.5	0.1
<u>Group 2 Class</u>	<u>PSA Prepayment Assumption</u>							
	<u>0%</u>	<u>100%</u>	<u>375%</u>	<u>500%</u>	<u>800%</u>	<u>1100%</u>	<u>1500%</u>	
PT.....	20.1	9.3	3.6	2.7	1.5	0.9	0.5	

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

## ADDITIONAL RISK FACTOR

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

certificates, particularly in the months following the settlement date specified on the cover of this prospectus supplement.

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

## 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 June 1, 2010 (the “Issue Date”). The trust agreement and supplement are collectively referred to as the “Trust Agreement.” We will issue the Guaranteed REMIC Pass-Through Certificates (the “Certificates”) pursuant to the Trust Agreement. We will execute the Trust Agreement in our corporate capacity and as trustee (the “Trustee”).

The assets of the Trust will include:

- certain Fannie Mae Guaranteed Mortgage Pass-Through Certificates (the “Group 1 MBS”),
- certain “fully modified pass-through” mortgage-backed securities guaranteed by Ginnie Mae as to timely payment of principal and interest (the “Group 1 Ginnie Mae Certificates”), and
- certain previously issued RCR certificates (the “Group 2 Underlying RCR Certificates”), issued from the related Fannie Mae REMIC trusts (the “Underlying REMIC Trusts”) as further described in Exhibit A,

Each Group 1 Ginnie Mae Certificate is based on and backed by a pool of mortgage loans which are either insured or guaranteed by the Federal Housing Administration, the Department of Veterans Affairs, or the Department of Agriculture through its Rural Development Housing and Community Facilities Program.

The Group 2 Underlying RCR Certificates evidence direct or indirect beneficial ownership interests in certain Fannie Mae Guaranteed Mortgage Pass-Through Certificates (together with the Group 1 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 (together with the mortgage loans underlying the Ginnie Mae Certificates, the “Mortgage Loans”) having the characteristics described in this prospectus supplement.

The Trust will constitute a “real estate mortgage investment conduit” (“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 interest” of the REMIC. The Certificates other than the R Class are collectively referred to as the “Regular Classes” or “Regular Certificates,” and the R Class is referred to as the “Residual Class” or “Residual Certificate.”

	<u>Assets</u>	<u>Regular Interests</u>	<u>Residual Interest</u>
REMIC . . . . .	Group 1 MBS, Group 1 Ginnie Mae Certificates and Group 2 Underlying RCR Certificates	All Classes of Certificates other than the R Class	R

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

We will issue the Certificates of the PT Class 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 Certificate in fully registered, certificated form. The “Holder” or “Certificateholder” of the Residual Certificate is its registered owner. The 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 the Residual Certificate and may require payment to cover any tax or other governmental charge. See also “—Characteristics of the Residual Class” below.

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

<u>Classes</u>	<u>Denominations</u>
The WA and PT Classes	\$1,000 minimum plus whole dollar increments

## The Group 1 MBS

The Group 1 MBS provide that principal and interest on the related Mortgage Loans are passed through monthly. Substantially all of the Mortgage Loans underlying the Group 1 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 addition, approximately 12.14% of the Mortgage Loans underlying the Group 1 MBS (by principal balance at the Issue Date) are assumable Mortgage Loans. Assumable Mortgage Loans contain a provision that allows the loan to be assumed by new borrowers that meet certain eligibility standards. See “Yield, Maturity and Prepayment Considerations—Maturity and Prepayment Considerations—*Due-on-Sale Clause*” in the MBS Prospectus.

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

### **The Group 1 Ginnie Mae Certificates**

Each Group 1 Ginnie Mae Certificate is a “fully modified pass-through” mortgage-backed security, guaranteed as to timely distribution of principal and interest by Ginnie Mae.

Approximately 72.63% of the Group 1 Ginnie Mae Certificates (by principal balance at the Issue Date) are issued under the Ginnie Mae I program. The remainder of the Ginnie Mae Certificates are issued under the Ginnie Mae II program.

For additional information about the Group 1 Ginnie Mae Certificates, see “Summary—Group 1 Ginnie Mae Certificates—Characteristics of the Group 1 Ginnie Mae Certificates” and “—Assumed Characteristics of the Underlying Mortgage Loans” in this prospectus supplement, and “The Series Trust Assets—Ginnie Mae Securities” in the REMIC Prospectus.

### **The Group 2 Underlying RCR Certificates**

The Group 2 Underlying RCR Certificates represent beneficial ownership interests in the related Underlying REMIC Trusts. The assets of those trusts consist of MBS (or beneficial ownership interests in MBS) having the general characteristics set forth in the MBS Prospectus. Each MBS evidences beneficial ownership interests in a pool of conventional, fixed-rate, fully-amortizing mortgage loans secured by first mortgages or deeds of trust on single-family residential properties, as described under “The Mortgage Pools” and “Yield, Maturity, and Prepayment Considerations” in the MBS Prospectus.

Distributions on the Group 2 Underlying RCR Certificates will be passed through monthly, beginning in the month after we issue the Certificates. The general characteristics of the Group 2 Underlying RCR Certificates are described in the applicable Underlying REMIC Disclosure Documents. See Exhibit A for certain additional information about the Group 2 Underlying RCR Certificates. Exhibit A is being provided in lieu of a Final Data Statement with respect to the Group 2 Underlying RCR Certificates.

For further information about the Group 2 Underlying RCR Certificates, telephone us at 1-800-237-8627. Additional information about the Group 2 Underlying RCR 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 on a Distribution Date will consist of one month’s interest on the outstanding balance of that Certificate immediately prior to that Distribution Date.

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

<u>Delay Classes</u>	<u>No-Delay Classes</u>
WA and PT	—

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

*The WA Class.* On each Distribution Date, we will pay interest on the WA Class at an annual rate equal to the weighted average of (x) the pass-through rates of the Group 1 MBS and (y) the pass-through rates of the Group 1 Ginnie Mae Certificates, weighted in each case on the basis of their principal balances on that date (before giving effect to payments made in the month in which that date occurs).

During the initial Interest Accrual Period, the WA Class is expected to bear interest at an annual rate of approximately 8.43663%.

Our determination of the interest rate for the WA Class for each Interest Accrual Period will be final and binding in the absence of manifest error. You may obtain each such interest rate by telephoning us at 1-800-237-8627.

## **Distributions of Principal**

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

- *Group 1*

The Group 1 Principal Distribution Amount to WA until retired.

} Pass-Through Class

The “Group 1 Principal Distribution Amount” is the *sum* of (x) the principal then paid on the Group 1 MBS *plus* (y) the principal payable on the Group 1 Ginnie Mae Certificates (calculated as described below) during the month in which the related Distribution Date occurs.

### *Certain Calculations Relating to the Group 1 Ginnie Mae Certificates*

On or about the eighth business day of each month, we will aggregate the amount of principal reported to be payable on the Group 1 Ginnie Mae Certificates that month, based on published Ginnie Mae factors applicable to the Group 1 Ginnie Mae Certificates.

For any Group 1 Ginnie Mae Certificate for which a factor is not then available, we will calculate the amount of scheduled principal payments distributable in respect of that Group 1 Ginnie Mae Certificate during that month based on the assumed amortization schedules of the related Mortgage Loans. The amortization schedules will be prepared on the assumptions that:

- each Mortgage Loan amortizes on a level installment basis, had an original term to maturity of 360 months, and a remaining term to maturity equal to the remaining term to maturity of the latest maturing Mortgage Loan underlying the related Group 1 Ginnie Mae Certificate at its origination, adjusted to the Issue Date; and
- each Mortgage Loan bears an annual interest rate that is equal to the weighted average coupon for the related Group 1 Ginnie Mae Certificate as made available by Ginnie Mae.

All such amounts (whether reported in Ginnie Mae factors or calculated by us) will be reflected in the class factors for the Distribution Date in that month. We will pay those amounts to Holders of Certificates of the WA Class on that Distribution Date, whether or not we receive them.

The class factors will also reflect (and we will also pay) the *excess* of

- the distributions of principal of the Group 1 Ginnie Mae Certificates that we receive during the month prior to the month of that Distribution Date

*over*

- the amount of principal that we calculated and paid previously in accordance with the Ginnie Mae factors and the assumed distribution schedules specified above.
- *Group 2*

The Group 2 Principal Distribution Amount to PT until retired.

} Structured  
Collateral/  
Pass-Through  
Class

The “Group 2 Principal Distribution Amount” is the principal then paid on the Group 2 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 Group 2 Underlying RCR Certificates and the following assumptions (such characteristics and assumptions, collectively, the “Pricing Assumptions”):

- the Mortgage Loans underlying the Group 1 MBS have the original terms to maturity, remaining terms to maturity, loan ages and interest rates specified under “Summary—Group 1 MBS—Assumed Characteristics of the Underlying Mortgage Loans” in this prospectus supplement;
- the Mortgage Loans underlying the Group 1 Ginnie Mae Certificates have the original terms to maturity, remaining terms to maturity, loan ages and interest rates specified under “Summary—Group 1 Ginnie Mae Certificates—Assumed Characteristics of the Underlying Mortgage Loans” in this prospectus supplement;
- we distribute all payments (including prepayments) on the Mortgage Loans underlying the Group 1 Ginnie Mae Certificates, together with any related payments under the Ginnie Mae guaranty, in the month we receive them;
- the Mortgage Loans prepay at the constant percentages of PSA specified in the related tables;
- the settlement date for the Certificates is June 30, 2010; and
- each Distribution Date occurs on the 25th day of a month.

*Prepayment Assumptions.* The prepayment model used in this prospectus supplement is PSA. For a description of PSA, see “Yield, Maturity and Prepayment Considerations—Prepayment Models” in the REMIC Prospectus. It is highly unlikely that prepayments will occur at any *constant* PSA rate or at any other *constant* rate.

## 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. See “—Distributions of Principal” above.

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

## Decrement Tables

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

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

<u>Mortgage Loans Backing Trust Assets Specified Below</u>	<u>Original Terms to Maturity</u>	<u>Remaining Terms to Maturity</u>	<u>Interest Rates</u>
Group 1 MBS	360 months	360 months	†
Group 1 Ginnie Mae Certificates	360 months	360 months	††
Group 2 Underlying RCR Certificates	360 months	*	7.50%

† The Mortgage Loans backing the Group 1 MBS in the following principal amounts are assumed to have the following annual interest rates:

<u>Principal Amounts</u>	<u>Interest Rates</u>
\$ 249,175	12.00%
\$1,788,210	13.00%
\$ 15,455	14.75%

†† The Mortgage Loans backing the Group 1 Ginnie Mae Certificates in the following principal amounts are assumed to have the following annual interest rates:

<u>Principal Amounts</u>	<u>Interest Rates</u>
\$5,101,466	15.50%
\$1,922,448	15.00%

\* The Mortgage Loans backing the Group 2 Underlying RCR Certificates specified below are assumed to have the following remaining terms to maturity:

<u>Class</u>	<u>Remaining Terms to Maturity</u>
2010-42-TE	358 months
2010-42-TL	358 months
2010-61-ME	359 months
2010-61-ML	359 months

It is unlikely that all of the Mortgage Loans will have the loan ages, interest rates or remaining terms to maturity assumed, or that the Mortgage Loans will prepay at any *constant* PSA 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	WA Class								PT Class						
	PSA Prepayment Assumption								PSA Prepayment Assumption						
	0%	100%	327%	500%	700%	1000%	1500%	2000%	0%	100%	375%	500%	800%	1100%	1500%
Initial Percent . . . . .	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
June 2011 . . . . .	100	90	77	67	56	38	10	0	99	92	76	69	51	33	10
June 2012 . . . . .	100	81	59	45	31	15	1	0	98	85	58	47	26	11	1
June 2013 . . . . .	99	72	45	30	17	6	*	0	97	78	44	32	13	4	*
June 2014 . . . . .	99	64	34	20	9	2	*	0	96	72	33	22	7	1	*
June 2015 . . . . .	99	56	25	13	5	1	*	0	95	66	25	15	3	*	*
June 2016 . . . . .	98	48	19	8	3	*	*	0	93	60	19	10	2	*	*
June 2017 . . . . .	98	41	14	5	1	*	*	0	92	55	14	7	1	*	*
June 2018 . . . . .	97	34	10	3	1	*	0	0	90	50	11	5	*	*	0
June 2019 . . . . .	97	27	7	2	*	*	0	0	89	45	8	3	*	*	0
June 2020 . . . . .	96	20	4	1	*	*	0	0	87	41	6	2	*	*	0
June 2021 . . . . .	95	14	3	1	*	*	0	0	85	36	4	1	*	*	0
June 2022 . . . . .	94	10	1	*	*	*	0	0	83	33	3	1	*	*	0
June 2023 . . . . .	93	8	1	*	*	*	0	0	80	29	2	1	*	*	0
June 2024 . . . . .	92	6	1	*	*	*	0	0	78	26	2	*	*	*	0
June 2025 . . . . .	90	4	*	*	*	*	0	0	75	22	1	*	*	*	0
June 2026 . . . . .	88	2	*	*	*	*	0	0	72	19	1	*	*	*	0
June 2027 . . . . .	86	1	*	*	*	0	0	0	69	17	1	*	*	0	0
June 2028 . . . . .	84	0	0	0	0	0	0	0	66	14	*	*	*	0	0
June 2029 . . . . .	81	0	0	0	0	0	0	0	62	11	*	*	*	0	0
June 2030 . . . . .	78	0	0	0	0	0	0	0	59	9	*	*	*	0	0
June 2031 . . . . .	74	0	0	0	0	0	0	0	54	7	*	*	*	0	0
June 2032 . . . . .	70	0	0	0	0	0	0	0	50	5	*	*	*	0	0
June 2033 . . . . .	65	0	0	0	0	0	0	0	45	3	*	*	*	0	0
June 2034 . . . . .	59	0	0	0	0	0	0	0	40	1	*	*	0	0	0
June 2035 . . . . .	53	0	0	0	0	0	0	0	34	*	0	0	0	0	0
June 2036 . . . . .	45	0	0	0	0	0	0	0	28	0	0	0	0	0	0
June 2037 . . . . .	36	0	0	0	0	0	0	0	22	0	0	0	0	0	0
June 2038 . . . . .	26	0	0	0	0	0	0	0	15	0	0	0	0	0	0
June 2039 . . . . .	14	0	0	0	0	0	0	0	7	0	0	0	0	0	0
June 2040 . . . . .	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average															
Life (years)** . . . . .	23.6	6.3	3.5	2.4	1.7	1.1	0.5	0.1	20.1	9.3	3.6	2.7	1.5	0.9	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.

### Characteristics of the Residual Class

A Residual Certificate will be subject to certain transfer restrictions. See “Description of the Certificates—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 Election and Special Tax Attributes

We will make a REMIC election with respect to the 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 Class will be designated as the “residual interest” in the REMIC as set forth in that table. Thus, the 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 Class, 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

Certain Classes of Certificates may be issued with original issue discount (“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, the WA Class will be treated as having been issued at a premium, and certain other Classes of 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	327% PSA
2	375% 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 and the Ginnie Mae Certificates will prepay at either 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.

### **PLAN OF DISTRIBUTION**

We are obligated to deliver the Certificates of the WA and R Classes to RBS Securities, Inc. (the “Dealer”) in exchange for the Group 1 MBS, the Group 1 Ginnie Mae Certificates and the Group 2 Underlying RCR Certificates. The Dealer proposes to offer the Certificates of the WA and R Classes 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. On the Settlement Date, we expect to transfer the PT Class to Fannie Mae Mega Trust Number 310049 and to deliver the related Mega certificates to the Dealer.

### **LEGAL MATTERS**

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

## Group 2 Underlying RCR Certificates

Underlying REMIC Trust	Class	Date of Issue	CUSIP Number	Interest Rate	Interest Type(t)	Final Distribution Date	Principal Type(t)	Original Principal Balance of Class	June 2010 Class Factor	Principal Balance in the Trust	Approximate Weighted Average WAC	Approximate Weighted Average WAM (in months)	Approximate Weighted Average WALA (in months)
2010-42	TE	April 2010	31398PTR0	5.0%	FIX	February 2037	SEQ	\$200,564,000	0.91865163	\$ 13,083,282.18	5.642%	296	57
2010-42	TL	April 2010	31398PTS8	5.0	FIX	May 2040	SEQ	65,436,000	1.00000000	4,646,539.00	5.642	296	57
2010-61	ME	May 2010	31398RSH9	5.0	FIX	April 2038	SEQ	183,775,000	0.93884136	172,535,570.93	5.665	298	55
2010-61	ML	May 2010	31398RSJ5	5.0	FIX	June 2040	SEQ	37,641,203	1.00000000	37,641,203.00	5.665	298	55

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

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



No one is authorized to give information or to make representations in connection with the Certificates other than the information and representations contained in or incorporated into this Prospectus Supplement and the additional Disclosure Documents. We take no responsibility for 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.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved the Certificates or determined if this Prospectus Supplement is truthful and complete. Any representation to the contrary is a criminal offense.

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**\$236,983,349**



**Guaranteed REMIC  
Pass-Through Certificates  
Fannie Mae REMIC Trust 2010-73**

## PROSPECTUS SUPPLEMENT



**June 24, 2010**