

\$247,781,671



FannieMae[®]

**Guaranteed REMIC Pass-Through Certificates
Fannie Mae REMIC Trust 2010-82**

The Certificates

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

Payments to Certificateholders

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

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

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

The Fannie Mae Guaranty

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

The Trust and its Assets

The trust will own Fannie Mae MBS.

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

Class	Original Class Balance	Principal Type(1)	Interest Rate	Interest Type(1)	CUSIP Number	Final Distribution Date
JH	\$100,000,000	PAC/AD	5.0%	FIX	31398R7A7	April 2039
HJ	121,665,743	PAC/AD	5.0	FIX	31398R7B5	April 2039
WZ	5,928,159	PAC/AD	5.0	FIX/Z	31398R7C3	August 2040
Z	20,187,769	SUP	5.0	FIX/Z	31398R7D1	August 2040
R	0	NPR	0	NPR	31398R7E9	August 2040

(1) See "Description of the Certificates—The Certificates—Class Definitions and Abbreviations" 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 July 30, 2010.

Carefully consider the risk factors on page S-6 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.



**Amherst[®] Securities
Group, L.P.**

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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”); and
- any information incorporated by reference in this prospectus supplement as discussed below and under the heading “Incorporation by Reference” in the REMIC Prospectus.

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

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

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

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

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

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

Amherst Securities Group, L.P.
c/o Broadridge Financial Solutions
Prospectus Department
1155 Long Island Avenue
Edgewood, New York 11717
(631) 274-2806.
amherstprospectus@broadridge.com

SUMMARY

This summary contains only limited information about the certificates. Statistical information in this summary is provided as of July 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.

Characteristics of the 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>
\$247,781,671	5.00%	5.25% to 7.50%	241 to 360

Assumed Characteristics of the Underlying Mortgage Loans

<u>Principal Balance</u>	<u>Original Term to Maturity (in months)</u>	<u>Remaining Term to Maturity (in months)</u>	<u>Loan Age (in months)</u>	<u>Interest Rate</u>
\$247,781,671	360	356	1	5.35%

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

Settlement Date

We expect to issue the certificates on July 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>Physical</u>
All classes other than the R Class	R Class

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.

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)*

	PSA Prepayment Assumption								
	0%	100%	280%	310%	350%	650%	1000%	1500%	2150%
JH and HJ	15.7	7.8	4.7	4.7	4.7	3.0	2.2	1.7	1.3
WZ	25.4	18.0	16.4	16.4	16.4	9.7	6.1	3.6	1.9
Z	28.1	23.1	13.6	8.3	2.3	0.8	0.6	0.4	0.3

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

ADDITIONAL RISK FACTOR

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 delinquent loans, those MBS could as a result experience increased prepayments. In

turn, this may result in an increase in the rate of principal payments on your certificates. You should refer to the MBS Prospectus for further information about our option to purchase delinquent loans from MBS pools and to our Web site at www.fanniemae.com for further information about our intention to increase our purchases of delinquent loans from our single-family MBS trusts.

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 July 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 “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 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	MBS	All Classes of Certificates other than the R Class	R

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

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

We will issue the Residual 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 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>
All Classes (except the R Class)	\$1,000 minimum plus whole dollar increments

The MBS

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

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

Distributions of Interest

General. The Certificates will bear interest at the rates specified in this prospectus supplement. 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	—

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

Accrual Classes. The WZ and Z 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.

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

The WZ Accrual Amount to JH and HJ, pro rata, until retired, and thereafter to WZ. } **Accretion Directed Classes and Accrual Class**

The Cash Flow Distribution Amount in the following priority:

1. To the Aggregate Group to its Planned Balance. } **PAC Group**
2. To Z until retired. } **Support Class**
3. To the Aggregate Group to zero. } **PAC Group**

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

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

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

The “Aggregate Group” consists of the JH, HJ and WZ Classes. On each Distribution Date we will apply payments of principal of the Aggregate Group as follows:

- first*, to JH and HJ, pro rata, until retired; and
- second*, to WZ until retired.

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

Structuring Assumptions

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

- the Mortgage Loans underlying the MBS have the original terms to maturity, remaining terms to maturity, loan ages and interest rates specified under “Summary—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 July 30, 2010; and
- each Distribution Date occurs on the 25th day of a month.

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

Principal Balance Schedule. The Principal Balance Schedule is set forth beginning on page B-1 of this prospectus supplement. The Principal Balance Schedule was prepared based on the Pricing Assumptions and the assumption that the Mortgage Loans prepay at a *constant* rate within the “Structuring Range” specified in the chart below. The “Effective Range” for the Aggregate Group is the range of prepayment rates (measured by *constant* PSA rates) that would reduce the Aggregate

Group to its scheduled balance each month based on the Pricing Assumptions. We have not provided separate schedules for the individual Classes included in the Aggregate Group. However, those Classes are designed to receive principal distributions in the same fashion as if separate schedules had been provided (with schedules based on the same underlying assumptions that apply to the Aggregate Group schedule). If such separate schedules had been provided for the individual Classes included in the Aggregate Group, we expect that the effective ranges for those Classes would not be narrower than that shown below for the Aggregate Group.

<u>Group</u>	<u>Structuring Range</u>	<u>Initial Effective Range</u>
Aggregate Group Planned Balances	Between 280% and 350% PSA	Between 280% and 350% PSA

The Aggregate Group listed above consists of the following Classes:

Aggregate Group JH, HJ and WZ

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

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

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

Weighted Average Lives of the Certificates

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

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

- the timing of changes in the rate of principal distributions, and
- the priority sequences of distributions of principal of the Classes.

See “—Distributions of Principal” above.

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

Decrement Tables

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

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

<u>Original Term to Maturity</u>	<u>Remaining Term to Maturity</u>	<u>Interest Rate</u>
360 months	360 months	7.50%

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

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

Percent of Original Principal Balances Outstanding

Date	JH and HJ Classes									WZ Class								
	PSA Prepayment Assumption									PSA Prepayment Assumption								
	0%	100%	280%	310%	350%	650%	1000%	1500%	2150%	0%	100%	280%	310%	350%	650%	1000%	1500%	2150%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
July 2011	98	96	94	94	94	94	91	82	70	105	105	105	105	105	105	105	105	105
July 2012	97	90	80	80	80	70	53	31	0	110	110	110	110	110	110	110	110	0
July 2013	95	81	64	64	64	41	20	1	0	116	116	116	116	116	116	116	116	0
July 2014	93	74	50	50	50	23	6	0	0	122	122	122	122	122	122	122	122	0
July 2015	91	66	38	38	38	13	*	0	0	128	128	128	128	128	128	128	128	0
July 2016	88	59	29	29	29	6	0	0	0	135	135	135	135	135	135	52	*	0
July 2017	86	52	21	21	21	2	0	0	0	142	142	142	142	142	142	20	*	0
July 2018	83	46	15	15	15	0	0	0	0	149	149	149	149	149	127	8	*	0
July 2019	81	39	11	11	11	0	0	0	0	157	157	157	157	157	75	3	*	0
July 2020	78	33	7	7	7	0	0	0	0	165	165	165	165	165	45	1	*	0
July 2021	74	28	4	4	4	0	0	0	0	173	173	173	173	173	27	*	*	0
July 2022	71	22	2	2	2	0	0	0	0	182	182	182	182	182	16	*	*	0
July 2023	67	17	0	0	0	0	0	0	0	191	191	191	191	191	9	*	*	0
July 2024	64	12	0	0	0	0	0	0	0	201	201	145	145	145	5	*	*	0
July 2025	59	7	0	0	0	0	0	0	0	211	211	110	110	110	3	*	*	0
July 2026	55	3	0	0	0	0	0	0	0	222	222	83	83	83	2	*	*	0
July 2027	50	0	0	0	0	0	0	0	0	234	173	62	62	62	1	*	*	0
July 2028	45	0	0	0	0	0	0	0	0	246	46	46	46	46	1	*	*	0
July 2029	40	0	0	0	0	0	0	0	0	258	34	34	34	34	*	*	*	0
July 2030	34	0	0	0	0	0	0	0	0	271	25	25	25	25	*	*	*	0
July 2031	28	0	0	0	0	0	0	0	0	285	18	18	18	18	*	*	*	0
July 2032	21	0	0	0	0	0	0	0	0	300	13	13	13	13	*	*	*	0
July 2033	14	0	0	0	0	0	0	0	0	315	9	9	9	9	*	*	*	0
July 2034	6	0	0	0	0	0	0	0	0	331	6	6	6	6	*	*	*	0
July 2035	0	0	0	0	0	0	0	0	0	273	4	4	4	4	*	*	*	0
July 2036	0	0	0	0	0	0	0	0	0	3	3	3	3	3	*	*	*	0
July 2037	0	0	0	0	0	0	0	0	0	2	2	2	2	2	*	*	*	0
July 2038	0	0	0	0	0	0	0	0	0	1	1	1	1	1	*	*	*	0
July 2039	0	0	0	0	0	0	0	0	0	*	*	*	*	*	*	*	*	0
July 2040	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	15.7	7.8	4.7	4.7	4.7	3.0	2.2	1.7	1.3	25.4	18.0	16.4	16.4	16.4	9.7	6.1	3.6	1.9

Date	Z Class								
	PSA Prepayment Assumption								
	0%	100%	280%	310%	350%	650%	1000%	1500%	2150%
Initial Percent	100	100	100	100	100	100	100	100	100
July 2011	105	105	100	95	88	32	0	0	0
July 2012	110	110	100	82	58	0	0	0	0
July 2013	116	116	100	68	27	0	0	0	0
July 2014	122	122	100	60	9	0	0	0	0
July 2015	128	128	100	56	1	0	0	0	0
July 2016	135	135	100	55	0	0	0	0	0
July 2017	142	142	96	52	0	0	0	0	0
July 2018	149	149	89	48	0	0	0	0	0
July 2019	157	157	81	43	0	0	0	0	0
July 2020	165	165	72	38	0	0	0	0	0
July 2021	173	173	63	33	0	0	0	0	0
July 2022	182	182	55	28	0	0	0	0	0
July 2023	191	191	47	24	0	0	0	0	0
July 2024	201	201	40	20	0	0	0	0	0
July 2025	211	211	34	16	0	0	0	0	0
July 2026	222	222	28	14	0	0	0	0	0
July 2027	234	234	23	11	0	0	0	0	0
July 2028	246	239	19	9	0	0	0	0	0
July 2029	258	212	15	7	0	0	0	0	0
July 2030	271	186	12	6	0	0	0	0	0
July 2031	285	162	10	4	0	0	0	0	0
July 2032	300	139	7	3	0	0	0	0	0
July 2033	315	117	6	2	0	0	0	0	0
July 2034	331	96	4	2	0	0	0	0	0
July 2035	348	77	3	1	0	0	0	0	0
July 2036	354	58	2	1	0	0	0	0	0
July 2037	275	41	1	1	0	0	0	0	0
July 2038	190	25	1	*	0	0	0	0	0
July 2039	99	10	*	*	0	0	0	0	0
July 2040	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	28.1	23.1	13.6	8.3	2.3	0.8	0.6	0.4	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.

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

The Accrual Classes will be issued with original issue discount (“OID”), and certain other Classes of 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 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 Assumption that will be used in determining the rate of accrual of OID will be 310% 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 that rate 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 to Amherst Securities Group, L.P. (the “Dealer”) in exchange for the MBS. The Dealer proposes to offer the Certificates directly to the public from time to time in negotiated transactions at varying prices to be determined at the time of sale. The Dealer may effect these transactions to or through other dealers.

LEGAL MATTERS

Sidley Austin LLP will provide legal representation for Fannie Mae. K&L Gates LLP will provide legal representation for the Dealer.

Principal Balance Schedule

Aggregate Group Planned Balances

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
Initial Balance	\$227,593,902.00	November 2014	\$108,803,482.39	March 2019	\$ 35,952,194.69
August 2010	226,992,340.59	December 2014	106,642,532.32	April 2019	35,176,854.89
September 2010	226,357,622.41	January 2015	104,516,589.50	May 2019	34,417,743.04
October 2010	225,605,865.38	February 2015	102,425,098.33	June 2019	33,674,526.17
November 2010	224,737,469.59	March 2015	100,367,511.90	July 2019	32,946,878.09
December 2010	223,753,002.24	April 2015	98,343,291.87	August 2019	32,234,479.17
January 2011	222,653,197.87	May 2015	96,351,908.34	September 2019	31,537,016.30
February 2011	221,438,958.22	June 2015	94,392,839.71	October 2019	30,854,182.65
March 2011	220,111,351.66	July 2015	92,465,572.53	November 2019	30,185,677.66
April 2011	218,671,612.30	August 2015	90,569,601.44	December 2019	29,531,206.82
May 2011	217,121,138.61	September 2015	88,704,428.97	January 2020	28,890,481.60
June 2011	215,461,491.68	October 2015	86,869,565.46	February 2020	28,263,219.32
July 2011	213,694,393.11	November 2015	85,064,528.91	March 2020	27,649,143.03
August 2011	211,821,722.43	December 2015	83,288,844.91	April 2020	27,047,981.38
September 2011	209,845,514.20	January 2016	81,542,046.46	May 2020	26,459,468.54
October 2011	207,767,954.66	February 2016	79,823,673.90	June 2020	25,883,344.06
November 2011	205,591,378.03	March 2016	78,137,603.67	July 2020	25,319,352.79
December 2011	203,318,262.41	April 2016	76,486,341.61	August 2020	24,767,244.72
January 2012	200,951,225.33	May 2016	74,869,180.30	September 2020	24,226,774.96
February 2012	198,493,018.94	June 2016	73,285,426.56	October 2020	23,697,703.57
March 2012	195,946,524.82	July 2016	71,734,401.13	November 2020	23,179,795.46
April 2012	193,314,748.48	August 2016	70,215,438.41	December 2020	22,672,820.36
May 2012	190,600,813.55	September 2016	68,727,886.18	January 2021	22,176,552.64
June 2012	187,807,955.63	October 2016	67,271,105.34	February 2021	21,690,771.26
July 2012	184,939,515.88	November 2016	65,844,469.65	March 2021	21,215,259.70
August 2012	181,998,934.29	December 2016	64,447,365.46	April 2021	20,749,805.80
September 2012	178,989,742.76	January 2017	63,079,191.47	May 2021	20,294,201.75
October 2012	175,915,557.87	February 2017	61,739,358.50	June 2021	19,848,243.93
November 2012	172,780,073.51	March 2017	60,427,289.20	July 2021	19,411,732.91
December 2012	169,587,053.23	April 2017	59,142,417.86	August 2021	18,984,473.26
January 2013	166,445,376.21	May 2017	57,884,190.16	September 2021	18,566,273.57
February 2013	163,354,231.46	June 2017	56,652,062.94	October 2021	18,156,946.32
March 2013	160,312,820.67	July 2017	55,445,503.98	November 2021	17,756,307.78
April 2013	157,320,357.98	August 2017	54,263,991.80	December 2021	17,364,178.00
May 2013	154,376,069.79	September 2017	53,107,015.39	January 2022	16,980,380.67
June 2013	151,479,194.61	October 2017	51,974,074.07	February 2022	16,604,743.08
July 2013	148,628,982.82	November 2017	50,864,677.25	March 2022	16,237,096.04
August 2013	145,824,696.53	December 2017	49,778,344.22	April 2022	15,877,273.81
September 2013	143,065,609.34	January 2018	48,714,603.97	May 2022	15,525,114.03
October 2013	140,351,006.25	February 2018	47,672,994.99	June 2022	15,180,457.65
November 2013	137,680,183.40	March 2018	46,653,065.07	July 2022	14,843,148.85
December 2013	135,052,447.94	April 2018	45,654,371.13	August 2022	14,513,035.02
January 2014	132,467,117.84	May 2018	44,676,479.04	September 2022	14,189,966.64
February 2014	129,923,521.75	June 2018	43,718,963.42	October 2022	13,873,797.26
March 2014	127,420,998.81	July 2018	42,781,407.48	November 2022	13,564,383.40
April 2014	124,958,898.49	August 2018	41,863,402.85	December 2022	13,261,584.53
May 2014	122,536,580.43	September 2018	40,964,549.40	January 2023	12,965,262.98
June 2014	120,153,414.29	October 2018	40,084,455.09	February 2023	12,675,283.89
July 2014	117,808,779.60	November 2018	39,222,735.79	March 2023	12,391,515.18
August 2014	115,502,065.59	December 2018	38,379,015.14	April 2023	12,113,827.45
September 2014	113,232,671.05	January 2019	37,552,924.40	May 2023	11,842,093.95
October 2014	111,000,004.16	February 2019	36,744,102.24	June 2023	11,576,190.51

Aggregate Group (Continued)

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
July 2023	\$ 11,315,995.54	February 2028	\$ 3,099,005.16	September 2032	\$ 730,145.50
August 2023	11,061,389.90	March 2028	3,023,770.98	October 2032	709,459.92
September 2023	10,812,256.91	April 2028	2,950,225.75	November 2032	689,274.49
October 2023	10,568,482.27	May 2028	2,878,333.19	December 2032	669,577.98
November 2023	10,329,954.02	June 2028	2,808,057.82	January 2033	650,359.44
December 2023	10,096,562.51	July 2028	2,739,364.88	February 2033	631,608.15
January 2024	9,868,200.32	August 2028	2,672,220.34	March 2033	613,313.61
February 2024	9,644,762.25	September 2028	2,606,590.88	April 2033	595,465.53
March 2024	9,426,145.23	October 2028	2,542,443.87	May 2033	578,053.88
April 2024	9,212,248.34	November 2028	2,479,747.39	June 2033	561,068.82
May 2024	9,002,972.70	December 2028	2,418,470.14	July 2033	544,500.72
June 2024	8,798,221.48	January 2029	2,358,581.52	August 2033	528,340.17
July 2024	8,597,899.83	February 2029	2,300,051.55	September 2033	512,577.96
August 2024	8,401,914.84	March 2029	2,242,850.88	October 2033	497,205.06
September 2024	8,210,175.53	April 2029	2,186,950.78	November 2033	482,212.67
October 2024	8,022,592.78	May 2029	2,132,323.11	December 2033	467,592.14
November 2024	7,839,079.29	June 2029	2,078,940.32	January 2034	453,335.04
December 2024	7,659,549.56	July 2029	2,026,775.47	February 2034	439,433.10
January 2025	7,483,919.87	August 2029	1,975,802.14	March 2034	425,878.25
February 2025	7,312,108.20	September 2029	1,925,994.50	April 2034	412,662.57
March 2025	7,144,034.22	October 2029	1,877,327.24	May 2034	399,778.33
April 2025	6,979,619.27	November 2029	1,829,775.59	June 2034	387,217.95
May 2025	6,818,786.28	December 2029	1,783,315.31	July 2034	374,974.05
June 2025	6,661,459.80	January 2030	1,737,922.66	August 2034	363,039.36
July 2025	6,507,565.93	February 2030	1,693,574.39	September 2034	351,406.82
August 2025	6,357,032.26	March 2030	1,650,247.76	October 2034	340,069.47
September 2025	6,209,787.92	April 2030	1,607,920.50	November 2034	329,020.54
October 2025	6,065,763.47	May 2030	1,566,570.81	December 2034	318,253.41
November 2025	5,924,890.92	June 2030	1,526,177.35	January 2035	307,761.57
December 2025	5,787,103.66	July 2030	1,486,719.22	February 2035	297,538.67
January 2026	5,652,336.49	August 2030	1,448,175.97	March 2035	287,578.52
February 2026	5,520,525.54	September 2030	1,410,527.59	April 2035	277,875.04
March 2026	5,391,608.24	October 2030	1,373,754.49	May 2035	268,422.27
April 2026	5,265,523.34	November 2030	1,337,837.47	June 2035	259,214.42
May 2026	5,142,210.85	December 2030	1,302,757.77	July 2035	250,245.80
June 2026	5,021,612.01	January 2031	1,268,497.00	August 2035	241,510.84
July 2026	4,903,669.30	February 2031	1,235,037.18	September 2035	233,004.12
August 2026	4,788,326.37	March 2031	1,202,360.70	October 2035	224,720.30
September 2026	4,675,528.03	April 2031	1,170,450.32	November 2035	216,654.20
October 2026	4,565,220.25	May 2031	1,139,289.17	December 2035	208,800.71
November 2026	4,457,350.12	June 2031	1,108,860.75	January 2036	201,154.87
December 2026	4,351,865.81	July 2031	1,079,148.89	February 2036	193,711.80
January 2027	4,248,716.59	August 2031	1,050,137.76	March 2036	186,466.76
February 2027	4,147,852.75	September 2031	1,021,811.90	April 2036	179,415.07
March 2027	4,049,225.64	October 2031	994,156.14	May 2036	172,552.20
April 2027	3,952,787.61	November 2031	967,155.66	June 2036	165,873.69
May 2027	3,858,491.99	December 2031	940,795.93	July 2036	159,375.18
June 2027	3,766,293.08	January 2032	915,062.76	August 2036	153,052.43
July 2027	3,676,146.16	February 2032	889,942.23	September 2036	146,901.26
August 2027	3,588,007.39	March 2032	865,420.75	October 2036	140,917.61
September 2027	3,501,833.89	April 2032	841,484.99	November 2036	135,097.49
October 2027	3,417,583.64	May 2032	818,121.92	December 2036	129,437.02
November 2027	3,335,215.50	June 2032	795,318.78	January 2037	123,932.39
December 2027	3,254,689.20	July 2032	773,063.10	February 2037	118,579.88
January 2028	3,175,965.29	August 2032	751,342.66	March 2037	113,375.84

Aggregate Group (Continued)

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
April 2037	\$ 108,316.73	May 2038	\$ 54,254.81	June 2039	\$ 17,691.57
May 2037	103,399.06	June 2038	50,892.56	July 2039	15,454.06
June 2037	98,619.43	July 2038	47,630.51	August 2039	13,288.62
July 2037	93,974.53	August 2038	44,466.17	September 2039	11,193.43
August 2037	89,461.09	September 2038	41,397.13	October 2039	9,166.68
September 2037	85,075.94	October 2038	38,421.02	November 2039	7,206.65
October 2037	80,815.99	November 2038	35,535.55	December 2039	5,311.61
November 2037	76,678.18	December 2038	32,738.44	January 2040	3,479.89
December 2037	72,659.55	January 2039	30,027.50	February 2040	1,709.87
January 2038	68,757.20	February 2039	27,400.58	March 2040 and thereafter	0.00
February 2038	64,968.29	March 2039	24,855.55		
March 2038	61,290.05	April 2039	22,390.38		
April 2038	57,719.78	May 2039	20,003.04		

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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\$247,781,671



**Guaranteed REMIC
Pass-Through Certificates**

Fannie Mae REMIC Trust 2010-82

PROSPECTUS SUPPLEMENT



July 23, 2010
