

\$348,490,972



FannieMae®

**Guaranteed REMIC Pass-Through Certificates
Fannie Mae REMIC Trust 2010-145**

The Certificates

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

Payments to Certificateholders

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

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

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

The Fannie Mae Guaranty

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

The Trust and its Assets

The trust will own

- Fannie Mae MBS and
- an underlying RCR certificate backed by Fannie Mae MBS.

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

Class	Group	Original Class Balance	Principal Type(1)	Interest Rate	Interest Type(1)	CUSIP Number	Final Distribution Date
A	1	\$100,000,000	SEQ	3.5%	FIX	31398SUH4	August 2025
B	1	3,836,228	SEQ	3.5	FIX	31398SUJ0	December 2025
C	2	18,000,000	SEQ	4.0	FIX	31398SUK7	July 2030
D(2)	2	799,135	SEQ	4.0	FIX	31398SUL5	December 2030
AC	3	15,000,000	SEQ	4.0	FIX	31398SUM3	April 2030
AD(2)	3	957,447	SEQ	4.0	FIX	31398SUN1	December 2030
TP(2)	4	16,268,949	PT	3.5	FIX	31398SUP6	December 2020
PT(2)	5	45,000,000	PT	3.5	FIX	31398SUQ4	December 2020
MA	6	50,000,000	PT	2.0	FIX	31398SUR2	December 2020
MI	6	21,428,571(3)	NLT	3.5	FIX/IO	31398SUS0	December 2020
PA(2)	7	61,306,585	SC/PAC	4.0	FIX	31398SUT8	October 2024
CA	7	12,322,628	SC/SUP	4.0	FIX	31398SUU5	October 2024
GA	8	18,639,929	SEQ	4.0	FIX	31398SUV3	November 2027
GB	8	6,360,071	SEQ	4.0	FIX	31398SUW1	December 2030
R		0	NPR	0	NPR	31398SUX9	December 2030

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

(2) Exchangeable classes.

(3) Notional balance. This class is an interest only class. See page S-5 for a description of how its notional balance is calculated.

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 DA, TG, TH, TI, BD, BG, BI, PB, PC, PD, PE and PI 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 November 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.

UBS Investment Bank

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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 7 Class or the R Class, the disclosure document relating to the underlying RCR certificate (the “Underlying REMIC Disclosure Document”); and
- any information incorporated by reference in this prospectus supplement as discussed below and under the heading “Incorporation by Reference” in the REMIC Prospectus.

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

The MBS Prospectus and the Underlying REMIC Disclosure Document are incorporated by reference in this prospectus supplement. This means that we are disclosing information in those documents by referring you to them. Those documents are considered part of this prospectus supplement, so you should read this prospectus supplement, and any applicable supplements or amendments, together with those documents.

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

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

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

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

UBS Securities LLC
MBS Trade Support
480 Washington Boulevard, 12th Floor
Jersey City, New Jersey 07310
(telephone 201-793-6918).

SUMMARY

This summary contains only limited information about the certificates. Statistical information in this summary is provided as of November 1, 2010. You should purchase the certificates only after reading this prospectus supplement and each of the additional disclosure documents listed on page S-3. In particular, please see the discussion of risk factors that appears in each of those additional disclosure documents.

Assets Underlying Each Group of Classes

<u>Group</u>	<u>Assets</u>
1	Group 1 MBS
2	Group 2 MBS
3	Group 3 MBS
4	Group 4 MBS
5	Group 5 MBS
6	Group 6 MBS
7	Class 2009-95-DY RCR Certificate
8	Group 8 MBS

Group 1, Group 2, Group 3, Group 4, Group 5, Group 6 and Group 8

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	\$103,836,228	3.50%	3.75% to 6.00%	121 to 180
Group 2 MBS	\$ 18,799,135	4.00%	4.25% to 6.50%	181 to 240
Group 3 MBS	\$ 15,957,447	4.00%	4.25% to 6.50%	181 to 240
Group 4 MBS	\$ 16,268,949	3.50%	3.75% to 6.00%	85 to 120
Group 5 MBS	\$ 45,000,000	3.50%	3.75% to 6.00%	85 to 120
Group 6 MBS	\$ 50,000,000	3.50%	3.75% to 6.00%	85 to 120
Group 8 MBS	\$ 25,000,000	4.00%	4.25% to 6.50%	181 to 240

Assumed Characteristics of the Underlying Mortgage Loans

	<u>Principal Balance</u>	<u>Original Term to Maturity (in months)</u>	<u>Remaining Term to Maturity (in months)</u>	<u>Loan Age (in months)</u>	<u>Interest Rate</u>
Group 1 MBS	\$103,836,228	180	180	0	4.026%
Group 2 MBS	\$ 18,799,135	240	239	1	4.457%
Group 3 MBS	\$ 15,957,447	240	238	2	4.515%
Group 4 MBS	\$ 16,268,949	120	115	4	3.963%
Group 5 MBS	\$ 45,000,000	120	120	0	4.000%
Group 6 MBS	\$ 50,000,000	120	120	0	4.000%
Group 8 MBS	\$ 25,000,000	240	238	2	4.515%

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

Group 7

Exhibit A describes the underlying RCR certificate in Group 7, including certain information about the related mortgage loans. To learn more about the underlying RCR certificate, you should obtain from us the current class factor and the related disclosure document as described on page S-3.

Settlement Date

We expect to issue the certificates on November 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

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.

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>	
MI	42.8571420000% of the MA Class
TI	42.8571384667% of the TP Class
BI	42.8571422222% of the PT Class
PI	37.4999993883% of the PA 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)*

		PSA Prepayment Assumption							
<u>Group 1 Classes</u>		<u>0%</u>	<u>100%</u>	<u>169%</u>	<u>250%</u>	<u>350%</u>	<u>600%</u>	<u>1000%</u>	
A	8.4	6.2	5.3	4.5	3.8	2.8	2.0		
B	14.8	14.6	14.2	13.5	12.4	9.1	5.7		
		<u>PSA Prepayment Assumption</u>							
<u>Group 2 Classes</u>		<u>0%</u>	<u>100%</u>	<u>288%</u>	<u>450%</u>	<u>600%</u>	<u>900%</u>		
C	11.8	7.7	4.6	3.4	2.8	2.1			
D	19.8	19.1	15.7	12.1	9.5	6.3			
		<u>PSA Prepayment Assumption</u>							
<u>Group 3 Classes</u>		<u>0%</u>	<u>100%</u>	<u>288%</u>	<u>450%</u>	<u>600%</u>	<u>900%</u>		
AC	11.6	7.5	4.4	3.3	2.7	2.0			
AD	19.7	18.7	14.8	11.2	8.8	5.8			
		<u>PSA Prepayment Assumption</u>							
<u>Group 4 Classes</u>		<u>0%</u>	<u>100%</u>	<u>303%</u>	<u>450%</u>	<u>600%</u>	<u>1000%</u>		
TP, TG, TH and TI	5.5	4.4	3.4	2.9	2.5	1.8			
		<u>PSA Prepayment Assumption</u>							
<u>Group 5 Classes</u>		<u>0%</u>	<u>100%</u>	<u>303%</u>	<u>450%</u>	<u>600%</u>	<u>1000%</u>		
PT, BD, BG and BI	5.5	4.7	3.6	3.1	2.7	2.0			
		<u>PSA Prepayment Assumption</u>							
<u>Group 6 Classes</u>		<u>0%</u>	<u>100%</u>	<u>299%</u>	<u>450%</u>	<u>600%</u>	<u>1000%</u>		
MA and MI	5.5	4.7	3.6	3.1	2.7	2.0			
		<u>PSA Prepayment Assumption</u>							
<u>Group 7 Classes</u>		<u>0%</u>	<u>100%</u>	<u>120%</u>	<u>200%</u>	<u>250%</u>	<u>400%</u>	<u>800%</u>	<u>1200%</u>
PA, PB, PC, PD, PE and PI	6.9	4.4	4.3	4.3	4.3	3.2	1.7	1.0	
CA	13.0	10.4	9.7	4.3	1.6	0.6	0.3	0.2	
		<u>PSA Prepayment Assumption</u>							
<u>Group 8 Classes</u>		<u>0%</u>	<u>100%</u>	<u>288%</u>	<u>450%</u>	<u>600%</u>	<u>1000%</u>		
GA	10.0	5.6	3.2	2.4	2.0	1.5			
GB	18.5	15.6	10.4	7.5	5.9	3.7			
		<u>PSA Prepayment Assumption</u>							
<u>Group 2/Group 3 Class</u>		<u>0%</u>	<u>100%</u>	<u>288%</u>	<u>450%</u>	<u>600%</u>	<u>900%</u>		
DA**	19.7	18.9	15.2	11.6	9.1	6.1			

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

** This class is an RCR class formed from a combination of multiple REMIC classes in different groups. For additional information, see Schedule 1 attached to this prospectus supplement.

ADDITIONAL RISK FACTORS

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.

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

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

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

As a result of these factors, the Group 1 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.

Payments on the Group 7 Classes also will be affected by the payment priority governing the underlying RCR certificate. If you invest in any Group 7 Class, the rate at which you receive payments will be affected by the priority sequence governing principal payments on the underlying RCR certificate.

You may obtain additional information about the underlying RCR certificate by reviewing its current class factor in light of other information available in the Underlying REMIC Disclosure Document. You may obtain that document from us as described on page S-3.

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 November 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:

- seven groups of Fannie Mae Guaranteed Mortgage Pass-Through Certificates (the “Group 1 MBS,” “Group 2 MBS,” “Group 3 MBS,” “Group 4 MBS,” “Group 5 MBS,” “Group 6 MBS” and “Group 8 MBS,” and together, the “Trust MBS”), and
- a previously issued RCR certificate (the “Group 7 Underlying RCR Certificate”) issued from the related Fannie Mae REMIC trust (the “Underlying REMIC Trust”) as further described in Exhibit A.

The Group 7 Underlying RCR Certificate evidences 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 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 REMIC 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.	Trust MBS and Group 7 Underlying RCR Certificate	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 7 Underlying RCR Certificate, see the applicable discussions appearing under the heading “Fannie Mae Guaranty” in the REMIC Prospectus, the MBS Prospectus and the Underlying REMIC Disclosure Document. Our guaranties are not backed by the full faith and credit of the United States.

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

We will issue the Residual 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>
Interest Only Classes	\$100,000 minimum plus whole dollar increments
All other Classes (except the R Class)	\$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 15 years in the case of the Group 1 MBS, up to 20 years in the case of the Group 2 MBS, Group 3 MBS and Group 8 MBS, and up to 10 years in the case of the Group 4 MBS, Group 5 MBS and Group 6 MBS.

In addition, the pools of mortgage loans underlying the Group 1 MBS 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 Balance that Exceed our Traditional Conforming Loan Limits*” in the MBS Prospectus dated June 1, 2009. For additional information about the pools underlying the Group 1 MBS, see the Final Data Statement for the related trusts and the related prospectus supplement for each MBS. See also “Additional Risk Factors—*“Jumbo-conforming” and “high-balance” mortgage loans, which have original principal balances that exceed our traditional conforming loan limits, may prepay at different rates than conforming balance mortgage loans generally*” in this prospectus supplement.

For additional information, see “Summary—Group 1, Group 2, Group 3, Group 4, Group 5, Group 6 and Group 8—Characteristics of the Trust MBS” and “—Assumed Characteristics of the Underlying Mortgage Loans” in this prospectus supplement and “The Mortgage Pools” and “Yield, Maturity, and Prepayment Considerations” in the MBS Prospectus.

The Group 7 Underlying RCR Certificate

The Group 7 Underlying RCR Certificate represents beneficial ownership interests in the Underlying REMIC Trust. The assets of that trust consist of MBS (or beneficial ownership interests in MBS) having the general characteristics set forth in the MBS Prospectus. Each MBS evidences beneficial ownership interests in a pool of conventional, fixed-rate, fully-amortizing mortgage loans secured by first mortgages or deeds of trust on single-family residential properties, as described under “The Mortgage Pools” and “Yield, Maturity, and Prepayment Considerations” in the MBS Prospectus.

Distributions on the Group 7 Underlying RCR Certificate will be passed through monthly, beginning in the month after we issue the Certificates. The general characteristics of the Group 7 Underlying RCR Certificate are described in the Underlying REMIC Disclosure Document. See Exhibit A for certain additional information about the Group 7 Underlying RCR Certificate. Exhibit A is provided in lieu of a Final Data Statement with respect to the Group 7 Underlying RCR Certificate.

For further information about the Group 7 Underlying RCR Certificate telephone us at 1-800-237-8627. Additional information about the Group 7 Underlying RCR Certificate is also available at <http://sls.fanniemae.com/slsSearch/Home.do>. There may have been material changes in facts and circumstances since the date we prepared the Underlying REMIC Disclosure Document.

These may include changes in prepayment speeds, prevailing interest rates and other economic factors. As a result, the usefulness of the information set forth in that document may be limited.

Distributions of Interest

General. The Certificates will bear interest at the rates specified in this prospectus supplement. Interest to be paid on each Certificate on a Distribution Date will consist of one month's interest on the outstanding balance of that Certificate immediately prior to that Distribution Date.

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

<u>Delay Classes</u>	<u>No-Delay Classes</u>
Fixed Rate Classes	—

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

Distributions of Principal

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

- *Group 1*

The Group 1 Principal Distribution Amount to A and B, in that order, until retired. } Sequential Pay Classes

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

- *Group 2*

The Group 2 Principal Distribution Amount to C and D, in that order, until retired. } Sequential Pay Classes

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

- *Group 3*

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

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

- *Group 4*

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

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

- *Group 5*

The Group 5 Principal Distribution Amount to PT until retired. } Pass-Through Class

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

- *Group 6*

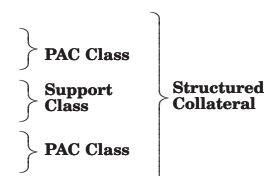
The Group 6 Principal Distribution Amount to MA until retired. } Pass-Through Class

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

- *Group 7*

The Group 7 Principal Distribution Amount in the following priority:

1. To PA to its Planned Balance.
2. To CA until retired.
3. To PA until retired.



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

- *Group 8*

The Group 8 Principal Distribution Amount to GA and GB, in that order, until retired. } Sequential Pay Classes

The “Group 8 Principal Distribution Amount” is the principal then paid on the Group 8 MBS.

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 7 Underlying RCR Certificate, the priority sequence governing principal payments on the Group 7 Underlying RCR Certificate, and the following assumptions (such characteristics and assumptions, collectively, the “Pricing Assumptions”):

- the Mortgage Loans underlying the Trust MBS have the original terms to maturity, remaining terms to maturity, loan ages and interest rates specified under “Summary—Group 1, Group 2, Group 3, Group 4, Group 5, Group 6 and Group 8—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 November 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 related Mortgage Loans prepay at a *constant* rate within the “Structuring Range” specified in the chart below. The “Effective Range” for the applicable Class is the range of prepayment rates (measured by *constant* PSA rates) that would reduce that Class to its scheduled balance each month based on the Pricing Assumptions.

<u>Class</u>	<u>Structuring Range</u>	<u>Initial Effective Range</u>
PA Class Planned Balances	Between 120% and 250% PSA	Between 120% and 250% PSA

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

If you are considering the purchase of the 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 PAC Class to its scheduled balance in any month. As a result, the likelihood of reducing that 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 PAC Class 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 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 Range will likely differ from the Initial Effective Range specified above. For the same reason, the PAC Class might not be reduced to its scheduled balance each month even if the related 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 Class that has a scheduled balance will be supported by one other Class. When the related supporting Class is retired, the 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 for the Fixed Rate Interest Only Classes

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. **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, 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 until maturity, or

- all of the Mortgage Loans will prepay at the same rate.

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>
MI	484%
TI	522%
BI	506%
PI	647%

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

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

<u>Class</u>	<u>Price*</u>
MI	10.28125%
TI	9.06250%
BI	10.06250%
PI	8.25000%

* 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.

Sensitivity of the MI Class to Prepayments

	<u>PSA Prepayment Assumption</u>					
	<u>50%</u>	<u>100%</u>	<u>299%</u>	<u>450%</u>	<u>600%</u>	<u>1000%</u>
Pre-Tax Yields to Maturity . . .	18.3%	16.3%	8.0%	1.5%	(5.1)%	(23.6)%

Sensitivity of the TI Class to Prepayments

	<u>PSA Prepayment Assumption</u>					
	<u>50%</u>	<u>100%</u>	<u>303%</u>	<u>450%</u>	<u>600%</u>	<u>1000%</u>
Pre-Tax Yields to Maturity . . .	22.7%	20.4%	10.8%	3.6%	(4.0)%	(25.8)%

Sensitivity of the BI Class to Prepayments

	<u>PSA Prepayment Assumption</u>					
	<u>50%</u>	<u>100%</u>	<u>303%</u>	<u>450%</u>	<u>600%</u>	<u>1000%</u>
Pre-Tax Yields to Maturity . . .	19.3%	17.2%	8.8%	2.5%	(4.1)%	(22.6)%

Sensitivity of the PI Class to Prepayments

	PSA Prepayment Assumption							
	50%	100%	120%	200%	250%	400%	800%	1200%
Pre-Tax Yields to Maturity . . .	35.8%	31.1%	29.5%	29.5%	29.5%	20.7%	(15.2)%	(63.7)%

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 Classes, Group 2 Classes, Group 3 Classes, Group 7 Classes and Group 8 Classes, and
- in the case of the Group 7 Classes, the priority sequence affecting principal payments on the Group 7 Underlying RCR Certificate.

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

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	180 months	180 months	6.00%
Group 2 MBS	240 months	240 months	6.50%
Group 3 MBS	240 months	240 months	6.50%
Group 4 MBS	120 months	120 months	6.00%
Group 5 MBS	120 months	120 months	6.00%
Group 6 MBS	120 months	120 months	6.00%
Group 7 Underlying RCR Certificate	180 months	167 months	6.50%
Group 8 MBS	240 months	240 months	6.50%

It is unlikely that all of the Mortgage Loans will have the loan ages, interest rates and 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	A Class							B Class						
	PSA Prepayment Assumption							PSA Prepayment Assumption						
	0%	100%	169%	250%	350%	600%	1000%	0%	100%	169%	250%	350%	600%	1000%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100
November 2011	96	94	93	92	90	87	82	100	100	100	100	100	100	100
November 2012	91	85	82	78	74	63	47	100	100	100	100	100	100	100
November 2013	86	75	69	62	54	37	16	100	100	100	100	100	100	100
November 2014	81	65	57	49	39	21	4	100	100	100	100	100	100	100
November 2015	75	56	47	37	28	11	0	100	100	100	100	100	100	73
November 2016	69	48	38	28	19	5	0	100	100	100	100	100	100	27
November 2017	63	40	30	21	12	1	0	100	100	100	100	100	100	10
November 2018	56	33	23	15	8	0	0	100	100	100	100	100	74	3
November 2019	49	27	18	10	4	0	0	100	100	100	100	100	41	1
November 2020	41	20	13	6	1	0	0	100	100	100	100	100	22	*
November 2021	33	15	8	3	0	0	0	100	100	100	100	89	12	*
November 2022	25	10	4	1	0	0	0	100	100	100	100	54	6	*
November 2023	16	5	1	0	0	0	0	100	100	100	68	29	2	*
November 2024	6	*	0	0	0	0	0	100	100	60	30	12	1	*
November 2025	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	8.4	6.2	5.3	4.5	3.8	2.8	2.0	14.8	14.6	14.2	13.5	12.4	9.1	5.7

Date	C Class						D Class					
	PSA Prepayment Assumption						PSA Prepayment Assumption					
	0%	100%	288%	450%	600%	900%	0%	100%	288%	450%	600%	900%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100
November 2011	97	95	92	90	87	83	100	100	100	100	100	100
November 2012	95	88	78	71	63	50	100	100	100	100	100	100
November 2013	92	79	62	49	38	20	100	100	100	100	100	100
November 2014	88	71	48	33	22	7	100	100	100	100	100	100
November 2015	85	63	37	22	12	*	100	100	100	100	100	100
November 2016	81	56	28	14	5	0	100	100	100	100	100	48
November 2017	77	50	21	8	1	0	100	100	100	100	100	21
November 2018	73	43	16	4	0	0	100	100	100	100	80	9
November 2019	69	38	11	1	0	0	100	100	100	100	48	4
November 2020	64	32	7	0	0	0	100	100	100	89	28	2
November 2021	59	27	5	0	0	0	100	100	100	60	17	1
November 2022	54	23	2	0	0	0	100	100	100	40	10	*
November 2023	48	18	1	0	0	0	100	100	100	26	6	*
November 2024	42	14	0	0	0	0	100	100	81	16	3	*
November 2025	35	10	0	0	0	0	100	100	57	10	2	*
November 2026	28	7	0	0	0	0	100	100	38	6	1	*
November 2027	21	4	0	0	0	0	100	100	24	3	*	*
November 2028	13	1	0	0	0	0	100	100	13	2	*	*
November 2029	5	0	0	0	0	0	100	53	5	1	*	*
November 2030	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	11.8	7.7	4.6	3.4	2.8	2.1	19.8	19.1	15.7	12.1	9.5	6.3

* 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.

Date	AC Class						AD Class					
	PSA Prepayment Assumption						PSA Prepayment Assumption					
	0%	100%	288%	450%	600%	900%	0%	100%	288%	450%	600%	900%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100
November 2011	97	95	92	89	86	81	100	100	100	100	100	100
November 2012	94	87	77	68	61	46	100	100	100	100	100	100
November 2013	91	79	60	46	35	17	100	100	100	100	100	100
November 2014	88	70	46	31	19	4	100	100	100	100	100	100
November 2015	85	62	35	19	9	0	100	100	100	100	100	72
November 2016	81	55	27	12	3	0	100	100	100	100	100	32
November 2017	77	48	19	6	0	0	100	100	100	100	91	14
November 2018	73	42	14	2	0	0	100	100	100	100	55	6
November 2019	68	36	9	0	0	0	100	100	100	91	33	3
November 2020	63	31	6	0	0	0	100	100	100	62	19	1
November 2021	58	26	3	0	0	0	100	100	100	41	11	*
November 2022	53	21	*	0	0	0	100	100	100	27	7	*
November 2023	47	16	0	0	0	0	100	100	78	18	4	*
November 2024	41	12	0	0	0	0	100	100	56	11	2	*
November 2025	34	8	0	0	0	0	100	100	39	7	1	*
November 2026	27	5	0	0	0	0	100	100	26	4	1	*
November 2027	19	2	0	0	0	0	100	100	17	2	*	*
November 2028	11	0	0	0	0	0	100	78	9	1	*	*
November 2029	3	0	0	0	0	0	100	34	3	*	*	*
November 2030	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	11.6	7.5	4.4	3.3	2.7	2.0	19.7	18.7	14.8	11.2	8.8	5.8

Date	TP, TG, TH and TI† Classes						PT, BD, BG and BI† Classes						MA and MI† Classes					
	PSA Prepayment Assumption						PSA Prepayment Assumption						PSA Prepayment Assumption					
	0%	100%	303%	450%	600%	1000%	0%	100%	303%	450%	600%	1000%	0%	100%	299%	450%	600%	1000%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
November 2011	92	89	85	83	80	72	92	91	88	86	84	80	92	91	88	86	84	80
November 2012	84	77	66	59	52	35	84	79	71	65	59	45	84	79	71	65	59	45
November 2013	76	64	48	38	30	13	76	66	52	43	35	17	76	66	52	43	35	17
November 2014	67	52	34	24	16	4	67	54	37	27	19	6	67	54	38	27	19	6
November 2015	57	41	23	15	9	1	57	44	26	17	11	2	57	44	26	17	11	2
November 2016	47	31	15	9	4	*	47	33	17	10	6	1	47	33	18	10	6	1
November 2017	36	21	9	5	2	*	36	24	11	6	3	*	36	24	11	6	3	*
November 2018	25	12	5	2	1	*	25	15	6	3	1	*	25	15	6	3	1	*
November 2019	13	4	1	1	*	*	13	7	3	1	*	*	13	7	3	1	*	*
November 2020	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	5.5	4.4	3.4	2.9	2.5	1.8	5.5	4.7	3.6	3.1	2.7	2.0	5.5	4.7	3.6	3.1	2.7	2.0

Date	PA, PB, PC, PD, PE and PI† Classes								CA Class							
	PSA Prepayment Assumption								PSA Prepayment Assumption							
	0%	100%	120%	200%	250%	400%	800%	1200%	0%	100%	120%	200%	250%	400%	800%	1200%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
November 2011	94	87	86	86	86	86	65	41	100	100	100	76	62	17	0	0
November 2012	88	74	72	72	72	63	31	9	100	100	100	56	30	0	0	0
November 2013	82	62	59	59	59	44	14	1	100	100	100	44	11	0	0	0
November 2014	75	50	47	47	47	30	6	0	100	100	100	37	2	0	0	0
November 2015	68	40	36	36	36	20	2	0	100	100	100	34	0	0	0	0
November 2016	60	30	27	27	27	13	0	0	100	100	96	32	0	0	0	0
November 2017	52	21	19	19	19	8	0	0	100	100	88	29	0	0	0	0
November 2018	43	14	14	14	14	5	0	0	100	93	76	24	0	0	0	0
November 2019	34	9	9	9	9	2	0	0	100	77	63	19	0	0	0	0
November 2020	24	5	5	5	5	*	0	0	100	59	48	14	0	0	0	0
November 2021	13	2	2	2	2	0	0	0	100	40	32	9	0	0	0	0
November 2022	2	0	0	0	0	0	0	0	100	19	15	4	0	0	0	0
November 2023	0	0	0	0	0	0	0	0	49	0	0	0	0	0	0	0
November 2024	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2025	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	6.9	4.4	4.3	4.3	4.3	3.2	1.7	1.0	13.0	10.4	9.7	4.3	1.6	0.6	0.3	0.2

* 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.

Date	GA Class						GB Class						DA Class					
	PSA Prepayment Assumption						PSA Prepayment Assumption						PSA Prepayment Assumption					
	0%	100%	288%	450%	600%	1000%	0%	100%	288%	450%	600%	1000%	0%	100%	288%	450%	600%	900%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
November 2011	97	94	89	86	82	73	100	100	100	100	100	100	100	100	100	100	100	100
November 2012	93	84	71	60	51	27	100	100	100	100	100	100	100	100	100	100	100	100
November 2013	89	73	50	33	19	0	100	100	100	100	100	70	100	100	100	100	100	100
November 2014	85	62	33	13	0	0	100	100	100	100	95	27	100	100	100	100	100	100
November 2015	81	53	19	0	0	0	100	100	100	95	58	10	100	100	100	100	100	85
November 2016	76	43	7	0	0	0	100	100	100	66	35	4	100	100	100	100	100	39
November 2017	71	35	0	0	0	0	100	100	95	46	21	1	100	100	100	100	95	17
November 2018	66	27	0	0	0	0	100	100	74	31	13	1	100	100	100	100	66	7
November 2019	60	20	0	0	0	0	100	100	57	21	8	*	100	100	100	95	40	3
November 2020	54	13	0	0	0	0	100	100	44	15	5	*	100	100	100	74	23	1
November 2021	47	6	0	0	0	0	100	100	33	10	3	*	100	100	100	50	14	1
November 2022	41	*	0	0	0	0	100	100	25	6	2	*	100	100	100	33	8	*
November 2023	33	0	0	0	0	0	100	84	18	4	1	*	100	100	88	21	5	*
November 2024	25	0	0	0	0	0	100	69	13	3	*	*	100	100	68	14	3	*
November 2025	17	0	0	0	0	0	100	55	9	2	*	*	100	100	47	8	1	*
November 2026	8	0	0	0	0	0	100	42	6	1	*	*	100	100	32	5	1	*
November 2027	0	0	0	0	0	0	96	30	4	1	*	*	100	100	20	3	*	*
November 2028	0	0	0	0	0	0	66	18	2	*	*	*	100	88	11	1	*	*
November 2029	0	0	0	0	0	0	34	8	1	*	*	*	100	43	4	*	*	*
November 2030	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	10.0	5.6	3.2	2.4	2.0	1.5	18.5	15.6	10.4	7.5	5.9	3.7	19.7	18.9	15.2	11.6	9.1	6.1

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

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

Characteristics of the Residual 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 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 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 Notional Class will be issued with original issue discount (“OID”), and certain other Classes of REMIC Certificates may be issued with OID. If a Class is issued with OID, a beneficial owner of a Certificate of that Class generally must recognize some taxable income in advance of the receipt of the cash attributable to that income. See “Material Federal Income Tax Consequences—Taxation of Beneficial Owners of Regular Certificates—*Treatment of Original Issue Discount*” in the REMIC Prospectus. In addition, certain Classes of REMIC Certificates may be treated as having been issued at a premium. See “Material Federal Income Tax Consequences—Taxation of Beneficial Owners of Regular Certificates—*Regular Certificates Purchased at a Premium*” in the REMIC Prospectus.

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

<u>Group</u>	<u>Prepayment Assumption</u>
1	169% PSA
2	288% PSA
3	288% PSA
4	303% PSA
5	303% PSA
6	299% PSA
7	200% PSA
8	288% 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 REMIC. Such Holder generally will be required to report its daily portion of the taxable income or net loss of the REMIC to which that Certificate relates. In certain periods, a Holder of a Residual Certificate may be required to recognize taxable income without being entitled to receive a corresponding amount of cash. Pursuant to the Trust Agreement, we will be obligated to provide to the

Holder of a Residual Certificate (i) information necessary to enable it to prepare its federal income tax returns and (ii) any reports regarding the Residual Class that may be required under the Code. See “Material Federal Income Tax Consequences—Taxation of Beneficial Owners of Residual Certificates” in the REMIC Prospectus.

Taxation of Beneficial Owners of RCR Certificates

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

Generally, the ownership interest represented by an RCR certificate will be one of two types. A certificate of a Combination RCR Class (a “Combination RCR Certificate”) will represent beneficial ownership of undivided interests in one or more underlying Regular Certificates. A certificate of a Strip RCR Class (a “Strip RCR Certificate”) will represent the right to receive a disproportionate part of the principal or interest payments on one or more underlying Regular Certificates. The DA Class RCR Certificates are Combination RCR Certificates. The remaining Classes of RCR Certificates are Strip RCR Certificates. See “Material Federal Income Tax Consequences—Taxation of Beneficial Owners of RCR Certificates” in the REMIC Prospectus for a general discussion of the federal income tax treatment of beneficial owners of RCR Certificates.

PLAN OF DISTRIBUTION

We are obligated to deliver the Certificates to UBS Securities LLC (the “Dealer”) in exchange for the Trust MBS and the Group 7 Underlying RCR Certificate. The Dealer proposes to offer the Certificates directly to the public from time to time in negotiated transactions at varying prices to be determined at the time of sale. The Dealer may effect these transactions to or through other dealers.

LEGAL MATTERS

Sidley Austin LLP will provide legal representation for Fannie Mae. Cleary Gottlieb Steen & Hamilton LLP will provide legal representation for the Dealer.

Group 7 Underlying RCR Certificate

Underlying REMIC Trust	Class	Date of Issue	CUSIP Number	Interest Rate	Interest Type(1)	Final Distribution Date	Principal Type(1)	Original Principal Balance of Class	November 2010 Class Factor	Principal Balance in the Trust	Approximate Weighted Average WAM (in months)	Approximate Weighted Average WALA (in months)
2009-095	DY	October 2009	31398FXB2	4.0%	FIX	October 2024	SEQ	\$221,132,050	0.82065199	\$73,629,213.31	156	19

(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.

Available Recombinations(1)

REMIC Certificates		RCR Certificates						
Classes	Original Balances	RCR Classes	Original Balances	Principal Type(2)	Interest Rate	Interest Type(2)	CUSIP Number	Final Distribution Date
Recombination 1								
AD	\$ 957,447	DA(3)	\$ 1,756,582	SEQ	4.00%	FIX	31398SUZ4	December 2030
D	799,135							
Recombination 2								
TP	16,268,949	TG	16,268,949	PT	2.00	FIX	31398SVA8	December 2020
		TI	6,972,406(4)	NTL	3.50	FIX/IO	31398SVC4	December 2020
Recombination 3								
TP	16,268,949	TH	16,268,949	PT	2.50	FIX	31398SVB6	December 2020
		TI	4,648,271(4)	NTL	3.50	FIX/IO	31398SVC4	December 2020
Recombination 4								
PT	45,000,000	BG	45,000,000	PT	2.00	FIX	31398SVE0	December 2020
		BI	19,285,714(4)	NTL	3.50	FIX/IO	31398SVF7	December 2020
Recombination 5								
PT	45,000,000	BD	45,000,000	PT	2.50	FIX	31398SVD2	December 2020
		BI	12,857,142(4)	NTL	3.50	FIX/IO	31398SVF7	December 2020
Recombination 6								
PA	61,306,585	PB	61,306,585	SC/PAC	2.50	FIX	31398SVG5	October 2024
		PI	22,989,969(4)	NTL	4.00	FIX/IO	31398SVL4	October 2024
Recombination 7								
PA	61,306,585	PC	61,306,585	SC/PAC	2.75	FIX	31398SVH3	October 2024
		PI	19,158,307(4)	NTL	4.00	FIX/IO	31398SVL4	October 2024

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								
PA	\$61,306,585	PD	\$61,306,585	SC/PAC	3.00%	FIX	31398SVJ9	October 2024
		PI	15,326,646(4)	NTL	4.00	FIX/IO	31398SVL4	October 2024
Recombination 9								
PA	61,306,585	PE	61,306,585	SC/PAC	3.25	FIX	31398SVK6	October 2024
		PI	11,494,984(4)	NTL	4.00	FIX/IO	31398SVL4	October 2024

- (1) REMIC Certificates and RCR Certificates in each Recombination may be exchanged only in the proportions of *original* principal balances for the related Classes shown in this Schedule 1 (disregarding any retired Classes). For example, if a particular Recombination includes two REMIC Classes and one RCR Class whose *original* principal balances shown in the schedule reflect a 1:1:2 relationship, the same 1:1:2 relationship among the *original* principal balances of those REMIC and RCR Classes must be maintained in any exchange. This is true even if, as a result of the applicable payment priority sequence, the relationship between their *current* principal balances has changed over time. Moreover, if as a result of a proposed exchange, a Certificateholder would hold a REMIC Certificate or RCR Certificate of a Class in an amount less than the applicable minimum denomination for that Class, the Certificateholder will be unable to effect the proposed exchange. See “Description of the Certificates—General—*Authorized Denominations*” in this prospectus supplement.
- (2) See “Description of the Certificates—The Certificates—*Class Definitions and Abbreviations*” in the REMIC Prospectus.
- (3) The DA Class is an RCR Class formed from a combination of the D Class in Group 2 and the AD Class in Group 3.
- (4) Notional balances. These Classes are Interest Only Classes. See page S-5 for a description of how their notional balances are calculated.

Principal Balance Schedule

PA 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	\$61,306,585.00	December 2014	\$28,078,514.25	January 2019	\$ 7,793,167.33
December 2010	60,640,335.91	January 2015	27,505,735.86	February 2019	7,535,785.02
January 2011	59,961,577.51	February 2015	26,937,296.24	March 2019	7,283,200.43
February 2011	59,270,685.30	March 2015	26,373,166.52	April 2019	7,035,335.99
March 2011	58,568,041.66	April 2015	25,813,317.99	May 2019	6,792,115.28
April 2011	57,854,035.51	May 2015	25,257,722.13	June 2019	6,553,463.07
May 2011	57,129,061.92	June 2015	24,706,350.62	July 2019	6,319,305.25
June 2011	56,393,521.76	July 2015	24,159,175.29	August 2019	6,089,568.82
July 2011	55,647,996.35	August 2015	23,616,168.17	September 2019	5,864,181.90
August 2011	54,892,894.89	September 2015	23,078,206.54	October 2019	5,643,073.68
September 2011	54,128,733.02	October 2015	22,549,478.02	November 2019	5,426,174.45
October 2011	53,363,899.84	November 2015	22,029,838.91	December 2019	5,213,415.53
November 2011	52,603,178.23	December 2015	21,519,147.66	January 2020	5,004,729.30
December 2011	51,847,765.57	January 2016	21,017,264.78	February 2020	4,800,049.15
January 2012	51,097,901.11	February 2016	20,524,052.87	March 2020	4,599,309.50
February 2012	50,353,548.26	March 2016	20,039,376.55	April 2020	4,402,445.74
March 2012	49,614,670.68	April 2016	19,563,102.44	May 2020	4,209,394.27
April 2012	48,881,232.24	May 2016	19,095,099.15	June 2020	4,020,092.45
May 2012	48,153,197.06	June 2016	18,635,237.22	July 2020	3,834,478.57
June 2012	47,430,529.49	July 2016	18,183,389.13	August 2020	3,652,491.90
July 2012	46,713,194.08	August 2016	17,739,429.22	September 2020	3,474,072.61
August 2012	46,001,155.64	September 2016	17,303,233.73	October 2020	3,299,161.78
September 2012	45,294,379.17	October 2016	16,874,680.71	November 2020	3,127,701.40
October 2012	44,592,829.93	November 2016	16,453,650.04	December 2020	2,959,634.34
November 2012	43,896,473.36	December 2016	16,040,023.36	January 2021	2,794,904.36
December 2012	43,205,275.14	January 2017	15,633,684.10	February 2021	2,633,456.04
January 2013	42,519,201.18	February 2017	15,234,517.41	March 2021	2,475,234.86
February 2013	41,838,217.59	March 2017	14,842,410.15	April 2021	2,320,187.09
March 2013	41,162,290.70	April 2017	14,457,250.86	May 2021	2,168,259.85
April 2013	40,491,387.06	May 2017	14,078,929.74	June 2021	2,019,401.06
May 2013	39,825,473.41	June 2017	13,707,338.63	July 2021	1,873,559.45
June 2013	39,164,516.74	July 2017	13,342,370.99	August 2021	1,730,684.52
July 2013	38,508,484.21	August 2017	12,983,921.86	September 2021	1,590,726.55
August 2013	37,857,343.22	September 2017	12,631,887.85	October 2021	1,453,636.61
September 2013	37,211,061.36	October 2017	12,286,167.11	November 2021	1,319,366.48
October 2013	36,569,606.44	November 2017	11,946,659.32	December 2021	1,187,868.73
November 2013	35,932,946.45	December 2017	11,613,265.65	January 2022	1,059,096.61
December 2013	35,301,049.62	January 2018	11,285,888.75	February 2022	933,004.13
January 2014	34,673,884.34	February 2018	10,964,432.75	March 2022	809,546.00
February 2014	34,051,419.25	March 2018	10,648,803.17	April 2022	688,677.62
March 2014	33,433,623.14	April 2018	10,338,906.99	May 2022	570,355.10
April 2014	32,820,465.03	May 2018	10,034,652.56	June 2022	454,535.19
May 2014	32,211,914.14	June 2018	9,735,949.61	July 2022	341,175.35
June 2014	31,607,939.86	July 2018	9,442,709.23	August 2022	230,233.69
July 2014	31,008,511.80	August 2018	9,154,843.82	September 2022	121,668.94
August 2014	30,413,599.75	September 2018	8,872,267.14	October 2022	15,440.52
September 2014	29,823,173.70	October 2018	8,594,894.22	November 2022 and thereafter	0.00
October 2014	29,237,203.82	November 2018	8,322,641.35		
November 2014	28,655,660.48	December 2018	8,055,426.12		

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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\$348,490,972



**Guaranteed REMIC
Pass-Through Certificates
Fannie Mae REMIC Trust 2010-145**

PROSPECTUS SUPPLEMENT

UBS Investment Bank

November 23, 2010