Prospectus Supplement
(To REMIC Prospectus dated May 1, 2010)

$194,174,757

FannieMae®

Guaranteed REMIC Pass-Through Certificates
Fannie Mae REMIC Trust 2010-146

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 class), 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*
PG(2)	$60,440,935	PAC	2.00%	FIX	31398STK9	August 2030
PI(2)	30,220,467(3)	NTL	4.00	FIX/IO	31398STL7	August 2030
PB	11,752,504	PAC	4.00	FIX	31398STM5	August 2032
PC	28,710,048	PAC	4.00	FIX	31398STN3	September 2036
PD	18,115,615	PAC	4.00	FIX	31398STP8	October 2038
PE	21,641,060	PAC	4.00	FIX	31398STQ6	December 2040
YA	50,000,000	TAC/AD	2.15	FIX	31398STR4	December 2040
YI	23,125,000(3)	NTL	4.00	FIX/IO	31398STS2	December 2040
YZ	3,514,595	SUP	4.00	FIX/Z	31398STT0	December 2040
R	0	NPR	0	NPR	31398STU7	December 2040
RL	0	NPR	0	NPR	31398STV5	December 2040

(1) See "Description of the Certificates—The Certificates—Class Definitions and Abbreviations" in the REMIC prospectus.
(2) Exchangeable classes.
(3) Notional balances. These classes are interest only classes. See page S-5 for a description of how their notional balances are 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 PK and PA 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-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.

Jefferies & Company

November 22, 2010

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AVAILABLE INFORMATION

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

- our Prospectus for Fannie Mae Guaranteed REMIC Pass-Through Certificates dated May 1, 2010 (the "REMIC Prospectus");
- our Prospectus for Fannie Mae Guaranteed Pass-Through Certificates (Single-Family Residential Mortgage Loans) dated
  - June 1, 2009, for all MBS issued on or after January 1, 2009,
  - April 1, 2008, for all MBS issued on or after June 1, 2007 and prior to January 1, 2009, or
  - January 1, 2006, for all other MBS

  (as applicable, the "MBS Prospectus"); 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:

Jefferies & Company, Inc.
The Metro Center
One Station Place, 3 North
Stamford, Connecticut 06902
(telephone 203-708-6550).

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.

Characteristics of the MBS

Approximate Principal Balance	Pass-Through Rate	Range of Weighted Average Coupons or WACs (annual percentages)	Range of Weighted Average Remaining Terms to Maturity or WAMs (in months)
$139,764,272	4.00%	4.25% to 6.50%	241 to 360
$ 54,410,485	4.00%	4.25% to 6.50%	241 to 360

Assumed Characteristics of the Underlying Mortgage Loans

Principal Balance	Original Term to Maturity (in months)	Remaining Term to Maturity (in months)	Loan Age (in months)	Interest Rate
$139,764,272	360	358	2	4.367%
$ 54,410,485	360	360	0	4.320%

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

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:

Fed Book-Entry	Physical
All classes other than the R and RL Classes	R and RL Classes

Exchanging Certificates Through Combination and Recombination

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

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

Interest Rates

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

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:

Class	
PI	49.9999991727% of the PG Class
YI	46.2500000000% of the YA 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								
	0%	100%	175%	250%	251%	350%	500%	800%	1200%
PG, PI, PK and PA	9.5	3.0	3.0	3.0	3.0	2.8	2.4	1.9	1.5
PB	17.2	6.0	6.0	6.0	6.0	4.9	3.7	2.7	2.1
PC	20.1	8.0	8.0	8.0	8.0	6.1	4.6	3.1	2.4
PD	22.8	11.0	11.0	11.0	11.0	8.3	6.1	4.0	2.8
PE	24.9	17.1	17.1	17.1	17.0	13.2	9.5	6.0	3.8
YA and YI	26.0	17.4	7.3	2.9	2.9	2.2	1.6	1.2	0.9
YZ	29.6	27.5	23.8	6.8	6.7	0.7	0.4	0.3	0.2

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

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.

The rate of prepayment of relocation mortgage loans may be higher than that of non-relocation mortgage loans. The mortgage loans underlying the MBS are relocation mortgage loans made to borrowers whose employers frequently relocate their employees. Accordingly, the rate of prepayment of these mortgage loans will be influenced by:

- the circumstances of individual employees and employers,
- the characteristics of the relocation programs and
- the occurrence and timing of the relocation of the borrowers.

It is possible that borrowers under relocation mortgage loans are more likely than other borrowers to be transferred by their employers. If so, relocation mortgage loans would experience a higher rate of prepayment than non-relocation mortgage loans. Because many unpredictable factors affect the prepayment rate of relocation mortgage loans, we cannot estimate the prepayment experience of such mortgage loans. We are unaware of any conclusive data on the prepayment rate of relocation mortgage loans. See “The Mortgage Loans—Special Feature Mortgage Loans—*Relocation Loans*” in the MBS Prospectus.

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 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 include the "Lower Tier REMIC" and "Upper Tier REMIC" as "real estate mortgage investment conduits" (each, a "REMIC") under the Internal Revenue Code of 1986, as amended (the "Code").

The following chart contains information about the assets, the "regular interests" and the "residual interests" of each REMIC. The REMIC Certificates other than the R and RL Classes are collectively referred to as the "Regular Classes" or "Regular Certificates," and the R and RL Classes are collectively referred to as the "Residual Classes" or "Residual Certificates."

REMIC Designation	Assets	Regular Interests	Residual Interest
Lower Tier REMIC	MBS	Interests in the Lower Tier REMIC other than the RL Class (the "Lower Tier Regular Interests")	RL
Upper Tier REMIC	Lower Tier Regular Interests	All Classes of REMIC Certificates other than the R and RL Classes	R

Fannie Mae Guaranty. For a description of our guaranties of the Certificates 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 Certificates in fully registered, certificated form. The "Holder" or "Certificateholder" of a Residual Certificate is its registered owner. A Residual Certificate can be transferred at the corporate trust office of the Transfer Agent, or at the office of the Transfer Agent in New York, New York. U.S. Bank National Association in Boston, Massachusetts will be the initial Transfer Agent. We may impose a service charge for any registration of transfer of a Residual Certificate and may require payment to cover any tax or other governmental charge. See also "—Characteristics of the Residual Classes" below.

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

Classes	Denominations
Interest Only Classes	$100,000 minimum plus whole dollar increments
All other Classes (except the R and RL Classes)	$1,000 minimum plus whole dollar increments

The 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.

In addition, the Mortgage Loans underlying the MBS are relocation mortgage loans made under agreements between lenders and employers that frequently relocate their employees. For additional information, see "Additional Risk Factor—*The rate of prepayment of relocation mortgage loans may be higher than that of nonrelocation mortgage loans*" in this prospectus supplement.

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 Class) 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 Class, see "*—Accrual Class*" below.

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

Delay Classes	No-Delay Classes
Fixed Rate Classes	—

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

Accrual Class. The YZ Class is an Accrual Class. Interest will accrue on the Accrual Class at the annual rate specified on the cover of this prospectus supplement. However, we will not pay any interest on the Accrual Class. Instead, interest accrued on the Accrual Class will be added as principal to its principal balance on each Distribution Date. We will pay principal on the Accrual Class 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 YZ Accrual Amount to YA to its Targeted Balance, and thereafter to YZ.	**Accretion Directed/ TAC Class 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 YA to its Targeted Balance.	**TAC Class**
3. To YZ until retired.	**Support Class**
4. To YA until retired.	**TAC Class**
5. To the Aggregate Group to zero.	**PAC Group**

The "YZ Accrual Amount" is any interest then accrued and added to the principal balance of the YZ Class.

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

The "Aggregate Group" consists of the PG, PB, PC, PD and PE Classes. On each Distribution Date, we will apply payments of principal of the Aggregate Group to PG, PB, PC, PD and PE, in that order, until retired.

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

Structuring Assumptions

Pricing Assumptions. Except where otherwise noted, the information in the tables in this prospectus supplement has been prepared based on the 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 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 Schedules. The Principal Balance Schedules are set forth beginning on page B-1 of this prospectus supplement. The Principal Balance Schedules were prepared based on the Pricing Assumptions and the assumption that the related Mortgage Loans prepay at a *constant* rate within the "Structuring Range" or at the "Structuring Speed" 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, these 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.

Group and Class	Structuring Range and Speed	Initial Effective Range
Aggregate Group Planned Balances	Between 100% and 250% PSA	Between 100% and 250% PSA
YA Class Targeted Balances	251% PSA	—

The Aggregate Group consist of the PG, PB, PC, PD and PE Classes.

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 or the YA Class will conform on any Distribution Date to the balance specified in the Principal Balance Schedules or that distributions of principal of the Aggregate Group or the YA Class will begin or end on the Distribution Dates specified in the Principal Balance Schedules.

If you are considering the purchase of a PAC or TAC 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 or the YA Class to its scheduled balance in any month. As a result, the likelihood of reducing the Aggregate Group or the YA 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 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 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 Aggregate Group 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 rate falls 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 and the YA Class will be supported by one or more other Classes. When the related supporting Classes are retired, the Aggregate Group, if still outstanding, may no longer have an Effective Range.

- In addition, when the related supporting classes are retired, the Aggregate Group and the YA Class 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 rate 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 yields to maturity on the Fixed Rate Interest Only Classes would be 0% if prepayments of the related Mortgage Loans were to occur at the following constant rates:

Class	% PSA
PI	672%
YI	296%

For either Fixed Rate Interest Only Class, if the actual prepayment rate of the related Mortgage Loans were to exceed the level specified for as little as one month while equaling that level for the remaining months, the investors in that 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:

Class	Price*
PI	8.0%
YI	10.0%

* The prices do not include accrued interest. Accrued interest has been added to the prices in calculating the yields set forth in the tables below.

In the following yield tables, the symbol * is used to represent a yield of less than (99.9)%.

Sensitivity of the PI Class to Prepayments

	PSA Prepayment Assumption								
	50%	100%	175%	250%	251%	350%	500%	800%	1200%
Pre-Tax Yields to Maturity	34.7%	22.8%	22.8%	22.8%	22.8%	20.5%	11.2%	(7.8)%	(30.3)%

Sensitivity of the YI Class to Prepayments

	PSA Prepayment Assumption								
	50%	100%	175%	250%	251%	350%	500%	800%	1200%
Pre-Tax Yields to Maturity	41.9%	41.7%	29.4%	6.7%	6.3%	(12.6)%	(40.3)%	(79.1)%	*

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 sequence 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 rates specified in the table below.

Original and Remaining Term to Maturity	Interest Rate
360 months	6.50%

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	PG, PI†, PK and PA Classes PSA Prepayment Assumption									PB Class PSA Prepayment Assumption								
	0%	100%	175%	250%	251%	350%	500%	800%	1200%	0%	100%	175%	250%	251%	350%	500%	800%	1200%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
November 2011	96	90	90	90	90	90	90	90	90	100	100	100	100	100	100	100	100	100
November 2012	93	72	72	72	72	72	72	51	0	100	100	100	100	100	100	100	100	80
November 2013	88	50	50	50	50	50	26	0	0	100	100	100	100	100	100	100	0	0
November 2014	84	28	28	28	28	19	0	0	0	100	100	100	100	100	100	0	0	0
November 2015	79	8	8	8	8	0	0	0	0	100	100	100	100	100	22	0	0	0
November 2016	75	0	0	0	0	0	0	0	0	100	46	46	46	46	0	0	0	0
November 2017	69	0	0	0	0	0	0	0	0	100	0	0	0	0	0	0	0	0
November 2018	64	0	0	0	0	0	0	0	0	100	0	0	0	0	0	0	0	0
November 2019	58	0	0	0	0	0	0	0	0	100	0	0	0	0	0	0	0	0
November 2020	51	0	0	0	0	0	0	0	0	100	0	0	0	0	0	0	0	0
November 2021	44	0	0	0	0	0	0	0	0	100	0	0	0	0	0	0	0	0
November 2022	37	0	0	0	0	0	0	0	0	100	0	0	0	0	0	0	0	0
November 2023	29	0	0	0	0	0	0	0	0	100	0	0	0	0	0	0	0	0
November 2024	21	0	0	0	0	0	0	0	0	100	0	0	0	0	0	0	0	0
November 2025	12	0	0	0	0	0	0	0	0	100	0	0	0	0	0	0	0	0
November 2026	2	0	0	0	0	0	0	0	0	100	0	0	0	0	0	0	0	0
November 2027	0	0	0	0	0	0	0	0	0	60	0	0	0	0	0	0	0	0
November 2028	0	0	0	0	0	0	0	0	0	4	0	0	0	0	0	0	0	0
November 2029	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2030	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2031	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2032	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2033	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2034	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2035	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2036	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2037	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2038	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2040	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	9.5	3.0	3.0	3.0	3.0	2.8	2.4	1.9	1.5	17.2	6.0	6.0	6.0	6.0	4.9	3.7	2.7	2.1

Date	PC Class PSA Prepayment Assumption									PD Class PSA Prepayment Assumption								
	0%	100%	175%	250%	251%	350%	500%	800%	1200%	0%	100%	175%	250%	251%	350%	500%	800%	1200%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
November 2011	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
November 2012	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
November 2013	100	100	100	100	100	100	100	63	0	100	100	100	100	100	100	100	100	5
November 2014	100	100	100	100	100	100	90	0	0	100	100	100	100	100	100	100	43	0
November 2015	100	100	100	100	100	100	18	0	0	100	100	100	100	100	100	100	0	0
November 2016	100	100	100	100	100	53	0	0	0	100	100	100	100	100	100	50	0	0
November 2017	100	82	82	82	82	9	0	0	0	100	100	100	100	100	100	0	0	0
November 2018	100	48	48	48	47	0	0	0	0	100	100	100	100	100	60	0	0	0
November 2019	100	16	16	16	15	0	0	0	0	100	100	100	100	100	19	0	0	0
November 2020	100	0	0	0	0	0	0	0	0	100	82	82	82	81	0	0	0	0
November 2021	100	0	0	0	0	0	0	0	0	100	46	46	46	45	0	0	0	0
November 2022	100	0	0	0	0	0	0	0	0	100	17	17	17	16	0	0	0	0
November 2023	100	0	0	0	0	0	0	0	0	100	0	0	0	0	0	0	0	0
November 2024	100	0	0	0	0	0	0	0	0	100	0	0	0	0	0	0	0	0
November 2025	100	0	0	0	0	0	0	0	0	100	0	0	0	0	0	0	0	0
November 2026	100	0	0	0	0	0	0	0	0	100	0	0	0	0	0	0	0	0
November 2027	100	0	0	0	0	0	0	0	0	100	0	0	0	0	0	0	0	0
November 2028	100	0	0	0	0	0	0	0	0	100	0	0	0	0	0	0	0	0
November 2029	78	0	0	0	0	0	0	0	0	100	0	0	0	0	0	0	0	0
November 2030	52	0	0	0	0	0	0	0	0	100	0	0	0	0	0	0	0	0
November 2031	24	0	0	0	0	0	0	0	0	100	0	0	0	0	0	0	0	0
November 2032	0	0	0	0	0	0	0	0	0	91	0	0	0	0	0	0	0	0
November 2033	0	0	0	0	0	0	0	0	0	41	0	0	0	0	0	0	0	0
November 2034	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2035	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2036	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2037	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2038	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2040	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	20.1	8.0	8.0	8.0	8.0	6.1	4.6	3.1	2.4	22.8	11.0	11.0	11.0	11.0	8.3	6.1	4.0	2.8

** 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.

PE Class

Date	PSA Prepayment Assumption								
	0%	100%	175%	250%	251%	350%	500%	800%	1200%
Initial Percent	100	100	100	100	100	100	100	100	100
November 2011	100	100	100	100	100	100	100	100	100
November 2012	100	100	100	100	100	100	100	100	100
November 2013	100	100	100	100	100	100	100	100	100
November 2014	100	100	100	100	100	100	100	100	29
November 2015	100	100	100	100	100	100	100	69	8
November 2016	100	100	100	100	100	100	100	35	2
November 2017	100	100	100	100	100	100	97	18	1
November 2018	100	100	100	100	100	100	66	9	*
November 2019	100	100	100	100	100	100	45	5	*
November 2020	100	100	100	100	100	89	31	2	*
November 2021	100	100	100	100	100	68	21	1	*
November 2022	100	100	100	100	100	52	14	1	*
November 2023	100	93	93	93	92	39	9	*	*
November 2024	100	76	76	76	75	30	6	*	*
November 2025	100	62	62	62	61	22	4	*	*
November 2026	100	50	50	50	49	17	3	*	*
November 2027	100	40	40	40	40	13	2	*	*
November 2028	100	32	32	32	32	9	1	*	0
November 2029	100	25	25	25	25	7	1	*	0
November 2030	100	20	20	20	20	5	1	*	0
November 2031	100	16	16	16	15	4	*	*	0
November 2032	100	12	12	12	12	3	*	*	0
November 2033	100	9	9	9	9	2	*	*	0
November 2034	90	7	7	7	7	1	*	*	0
November 2035	43	5	5	5	5	1	*	*	0
November 2036	3	3	3	3	3	1	*	*	0
November 2037	2	2	2	2	2	*	*	*	0
November 2038	1	1	1	1	1	*	*	*	0
November 2039	*	*	*	*	*	*	*	0	0
November 2040	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	24.9	17.1	17.1	17.1	17.0	13.2	9.5	6.0	3.8

YA and YI† Classes

Date	PSA Prepayment Assumption								
	0%	100%	175%	250%	251%	350%	500%	800%	1200%
Initial Percent	100	100	100	100	100	100	100	100	100
November 2011	100	100	95	91	91	91	83	64	39
November 2012	99	99	84	69	69	57	29	0	0
November 2013	99	99	70	43	43	17	0	0	0
November 2014	99	99	59	23	23	0	0	0	0
November 2015	98	98	50	9	9	0	0	0	0
November 2016	98	98	44	0	0	0	0	0	0
November 2017	98	98	39	0	0	0	0	0	0
November 2018	97	97	36	0	0	0	0	0	0
November 2019	97	97	34	0	0	0	0	0	0
November 2020	97	95	32	0	0	0	0	0	0
November 2021	96	91	29	0	0	0	0	0	0
November 2022	96	86	26	0	0	0	0	0	0
November 2023	95	81	22	0	0	0	0	0	0
November 2024	95	75	19	0	0	0	0	0	0
November 2025	94	68	15	0	0	0	0	0	0
November 2026	94	61	12	0	0	0	0	0	0
November 2027	93	54	8	0	0	0	0	0	0
November 2028	93	47	5	0	0	0	0	0	0
November 2029	92	40	2	0	0	0	0	0	0
November 2030	91	34	0	0	0	0	0	0	0
November 2031	91	27	0	0	0	0	0	0	0
November 2032	90	20	0	0	0	0	0	0	0
November 2033	89	14	0	0	0	0	0	0	0
November 2034	89	8	0	0	0	0	0	0	0
November 2035	88	2	0	0	0	0	0	0	0
November 2036	82	0	0	0	0	0	0	0	0
November 2037	58	0	0	0	0	0	0	0	0
November 2038	33	0	0	0	0	0	0	0	0
November 2039	6	0	0	0	0	0	0	0	0
November 2040	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	26.0	17.4	7.3	2.9	2.9	2.2	1.6	1.2	0.9

YZ Class

Date	PSA Prepayment Assumption								
	0%	100%	175%	250%	251%	350%	500%	800%	1200%
Initial Percent	100	100	100	100	100	100	100	100	100
November 2011	104	104	104	104	104	18	0	0	0
November 2012	108	108	108	108	108	0	0	0	0
November 2013	113	113	113	113	113	0	0	0	0
November 2014	117	117	117	117	117	0	0	0	0
November 2015	122	122	122	122	122	0	0	0	0
November 2016	127	127	127	120	113	0	0	0	0
November 2017	132	132	132	42	34	0	0	0	0
November 2018	138	138	138	5	0	0	0	0	0
November 2019	143	143	143	*	0	0	0	0	0
November 2020	149	149	149	*	0	0	0	0	0
November 2021	155	155	155	*	0	0	0	0	0
November 2022	161	161	161	*	0	0	0	0	0
November 2023	168	168	168	*	0	0	0	0	0
November 2024	175	175	175	*	0	0	0	0	0
November 2025	182	182	182	*	0	0	0	0	0
November 2026	189	189	189	*	0	0	0	0	0
November 2027	197	197	197	*	0	0	0	0	0
November 2028	205	205	205	*	0	0	0	0	0
November 2029	214	214	214	*	0	0	0	0	0
November 2030	222	222	203	*	0	0	0	0	0
November 2031	231	231	172	*	0	0	0	0	0
November 2032	241	241	143	*	0	0	0	0	0
November 2033	251	251	117	*	0	0	0	0	0
November 2034	261	261	94	*	0	0	0	0	0
November 2035	271	271	73	*	0	0	0	0	0
November 2036	282	232	54	*	0	0	0	0	0
November 2037	294	167	37	*	0	0	0	0	0
November 2038	306	105	23	*	0	0	0	0	0
November 2039	318	48	10	*	0	0	0	0	0
November 2040	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	29.6	27.5	23.8	6.8	6.7	0.7	0.4	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.

Characteristics of the Residual Classes

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 Elections and Special Tax Attributes

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

Taxation of Beneficial Owners of Regular Certificates

The Notional Classes and the Accrual 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 175% PSA. See "Material Federal Income Tax Consequences—Taxation of Beneficial Owners of Regular Certificates—*Treatment of Original Issue Discount*" in the REMIC Prospectus. No representation is made as to whether the Mortgage Loans underlying the MBS will prepay at 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.

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 Classes of RCR Certificates are Combination RCR Certificates. See "Material Federal Income Tax Consequences—Taxation of Beneficial Owners of RCR Certificates" in the REMIC Prospectus for a general discussion of the federal income tax treatment of beneficial owners of RCR Certificates.

PLAN OF DISTRIBUTION

We are obligated to deliver the Certificates to Jefferies & Company, Inc. (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.

Schedule 1

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								
PG	$60,440,935	PK	$60,440,935	PAC	2.5%	FIX	31398STW3	August 2030
PI	7,555,116(3)							
Recombination 2								
PG	60,440,935	PA	60,440,935	PAC	4.0	FIX	31398STX1	August 2030
PI	30,220,467(3)							

(1) REMIC Certificates and RCR Certificates in each Recombination may be exchanged only in the proportions of *original* principal balances of 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) Notional balance. This Class is an Interest Only Class. See page S-5 for a description of how its notional balance is calculated.

Principal Balance Schedules

Aggregate Group Planned Balances

Distribution Date	Planned Balance	Distribution Date	Planned Balance	Distribution Date	Planned Balance
Initial Balance	$140,660,162.00	March 2015	$ 93,152,278.46	July 2019	$ 47,239,948.51
December 2010	140,316,667.44	April 2015	92,137,833.99	August 2019	46,492,805.39
January 2011	139,940,030.44	May 2015	91,129,005.74	September 2019 . . .	45,756,815.33
February 2011.	139,530,373.07	June 2015.	90,125,764.23	October 2019.	45,031,817.41
March 2011	139,087,834.54	July 2015	89,128,080.10	November 2019	44,317,652.98
April 2011	138,612,571.19	August 2015	88,135,924.16	December 2019	43,614,165.65
May 2011	138,104,756.39	September 2015 . . .	87,149,267.38	January 2020	42,921,201.22
June 2011.	137,564,580.44	October 2015.	86,168,080.87	February 2020.	42,238,607.67
July 2011	136,992,250.52	November 2015	85,192,335.87	March 2020	41,566,235.14
August 2011	136,387,990.51	December 2015	84,222,003.81	April 2020	40,903,935.88
September 2011 . . .	135,752,040.91	January 2016	83,257,056.23	May 2020	40,251,564.23
October 2011.	135,084,658.66	February 2016.	82,297,464.84	June 2020.	39,608,976.58
November 2011	134,386,116.99	March 2016	81,343,201.49	July 2020	38,976,031.38
December 2011	133,656,705.25	April 2016	80,394,238.18	August 2020	38,352,589.06
January 2012	132,896,728.73	May 2016	79,450,547.04	September 2020 . . .	37,738,512.01
February 2012.	132,106,508.42	June 2016.	78,512,100.36	October 2020.	37,133,664.61
March 2012	131,286,380.85	July 2016	77,578,870.57	November 2020	36,537,913.11
April 2012	130,436,697.78	August 2016	76,650,830.23	December 2020	35,951,125.70
May 2012	129,557,826.05	September 2016 . . .	75,727,952.07	January 2021	35,373,172.41
June 2012.	128,650,147.24	October 2016.	74,810,208.93	February 2021.	34,803,925.12
July 2012	127,714,057.46	November 2016	73,897,573.81	March 2021	34,243,257.51
August 2012	126,749,967.02	December 2016	72,990,019.84	April 2021	33,691,045.07
September 2012 . . .	125,758,300.16	January 2017	72,087,520.29	May 2021	33,147,165.05
October 2012.	124,739,494.74	February 2017.	71,190,048.59	June 2021.	32,611,496.43
November 2012	123,694,001.90	March 2017	70,297,578.27	July 2021	32,083,919.92
December 2012	122,622,285.78	April 2017	69,410,083.03	August 2021	31,564,317.90
January 2013	121,524,823.10	May 2017	68,527,536.68	September 2021 . . .	31,052,574.45
February 2013.	120,402,102.88	June 2017.	67,649,913.19	October 2021.	30,548,575.28
March 2013	119,254,626.01	July 2017	66,777,186.64	November 2021	30,052,207.71
April 2013	118,104,767.71	August 2017	65,909,331.27	December 2021	29,563,360.67
May 2013	116,952,645.95	September 2017 . . .	65,046,321.43	January 2022	29,081,924.67
June 2013.	115,806,862.83	October 2017.	64,188,131.62	February 2022.	28,607,791.78
July 2013	114,667,385.11	November 2017	63,334,736.47	March 2022	28,140,855.58
August 2013	113,534,179.73	December 2017	62,486,110.72	April 2022	27,681,011.19
September 2013 . . .	112,407,213.80	January 2018	61,642,229.27	May 2022	27,228,155.21
October 2013.	111,286,454.60	February 2018.	60,803,067.14	June 2022.	26,782,185.70
November 2013	110,171,869.58	March 2018	59,968,599.46	July 2022	26,343,002.18
December 2013	109,063,426.35	April 2018	59,138,801.53	August 2022	25,910,505.60
January 2014	107,961,092.71	May 2018	58,313,648.73	September 2022 . . .	25,484,598.32
February 2014.	106,864,836.60	June 2018.	57,493,116.61	October 2022.	25,065,184.07
March 2014	105,774,626.14	July 2018	56,677,180.82	November 2022	24,652,167.98
April 2014	104,690,429.61	August 2018	55,865,817.14	December 2022	24,245,456.52
May 2014	103,612,215.46	September 2018 . . .	55,059,001.48	January 2023	23,844,957.47
June 2014.	102,539,952.29	October 2018.	54,256,709.88	February 2023.	23,450,579.96
July 2014	101,473,608.88	November 2018	53,458,918.50	March 2023	23,062,234.38
August 2014	100,413,154.16	December 2018	52,665,603.61	April 2023	22,679,832.43
September 2014 . . .	99,358,557.23	January 2019	51,876,741.62	May 2023	22,303,287.04
October 2014.	98,309,787.34	February 2019.	51,092,309.07	June 2023.	21,932,512.40
November 2014	97,266,813.90	March 2019	50,312,282.59	July 2023	21,567,423.91
December 2014	96,229,606.49	April 2019	49,536,638.95	August 2023	21,207,938.20
January 2015	95,198,134.83	May 2019	48,765,355.05	September 2023 . . .	20,853,973.05
February 2015.	94,172,368.80	June 2019.	47,998,407.90	October 2023.	20,505,447.45

Aggregate Group (Continued)

Distribution Date	Planned Balance	Distribution Date	Planned Balance	Distribution Date	Planned Balance
November 2023	$ 20,162,281.54	June 2028	$ 7,623,873.35	January 2033	$ 2,490,419.02
December 2023	19,824,396.58	July 2028	7,482,690.32	February 2033	2,434,536.01
January 2024	19,491,714.98	August 2028	7,343,787.83	March 2033	2,379,625.71
February 2024	19,164,160.23	September 2028	7,207,131.43	April 2033	2,325,672.84
March 2024	18,841,656.95	October 2028	7,072,687.20	May 2033	2,272,662.37
April 2024	18,524,130.82	November 2028	6,940,421.67	June 2033	2,220,579.49
May 2024	18,211,508.56	December 2028	6,810,301.88	July 2033	2,169,409.59
June 2024	17,903,717.97	January 2029	6,682,295.35	August 2033	2,119,138.31
July 2024	17,600,687.87	February 2029	6,556,370.07	September 2033	2,069,751.47
August 2024	17,302,348.10	March 2029	6,432,494.50	October 2033	2,021,235.13
September 2024	17,008,629.51	April 2029	6,310,637.56	November 2033	1,973,575.53
October 2024	16,719,463.92	May 2029	6,190,768.60	December 2033	1,926,759.15
November 2024	16,434,784.15	June 2029	6,072,857.44	January 2034	1,880,772.63
December 2024	16,154,523.98	July 2029	5,956,874.34	February 2034	1,835,602.85
January 2025	15,878,618.12	August 2029	5,842,789.99	March 2034	1,791,236.85
February 2025	15,607,002.24	September 2029	5,730,575.50	April 2034	1,747,661.89
March 2025	15,339,612.91	October 2029	5,620,202.41	May 2034	1,704,865.42
April 2025	15,076,387.61	November 2029	5,511,642.67	June 2034	1,662,835.05
May 2025	14,817,264.75	December 2029	5,404,868.65	July 2034	1,621,558.61
June 2025	14,562,183.59	January 2030	5,299,853.10	August 2034	1,581,024.09
July 2025	14,311,084.26	February 2030	5,196,569.20	September 2034	1,541,219.67
August 2025	14,063,907.78	March 2030	5,094,990.51	October 2034	1,502,133.70
September 2025	13,820,596.00	April 2030	4,995,090.96	November 2034	1,463,754.71
October 2025	13,581,091.58	May 2030	4,896,844.88	December 2034	1,426,071.40
November 2025	13,345,338.05	June 2030	4,800,226.97	January 2035	1,389,072.65
December 2025	13,113,279.72	July 2030	4,705,212.30	February 2035	1,352,747.49
January 2026	12,884,861.72	August 2030	4,611,776.32	March 2035	1,317,085.11
February 2026	12,660,029.95	September 2030	4,519,894.80	April 2035	1,282,074.90
March 2026	12,438,731.10	October 2030	4,429,543.92	May 2035	1,247,706.37
April 2026	12,220,912.63	November 2030	4,340,700.16	June 2035	1,213,969.20
May 2026	12,006,522.75	December 2030	4,253,340.38	July 2035	1,180,853.23
June 2026	11,795,510.41	January 2031	4,167,441.76	August 2035	1,148,348.46
July 2026	11,587,825.30	February 2031	4,082,981.82	September 2035	1,116,445.03
August 2026	11,383,417.86	March 2031	3,999,938.41	October 2035	1,085,133.22
September 2026	11,182,239.19	April 2031	3,918,289.71	November 2035	1,054,403.48
October 2026	10,984,241.16	May 2031	3,838,014.21	December 2035	1,024,246.38
November 2026	10,789,376.27	June 2031	3,759,090.74	January 2036	994,652.65
December 2026	10,597,597.76	July 2031	3,681,498.41	February 2036	965,613.16
January 2027	10,408,859.50	August 2031	3,605,216.66	March 2036	937,118.91
February 2027	10,223,116.07	September 2031	3,530,225.23	April 2036	909,161.03
March 2027	10,040,322.66	October 2031	3,456,504.15	May 2036	881,730.81
April 2027	9,860,435.14	November 2031	3,384,033.74	June 2036	854,819.64
May 2027	9,683,410.01	December 2031	3,312,794.64	July 2036	828,419.07
June 2027	9,509,204.40	January 2032	3,242,767.73	August 2036	802,520.75
July 2027	9,337,776.04	February 2032	3,173,934.22	September 2036	777,116.48
August 2027	9,169,083.30	March 2032	3,106,275.56	October 2036	752,198.18
September 2027	9,003,085.13	April 2032	3,039,773.49	November 2036	727,757.88
October 2027	8,839,741.10	May 2032	2,974,410.03	December 2036	703,787.74
November 2027	8,679,011.33	June 2032	2,910,167.44	January 2037	680,280.05
December 2027	8,520,856.55	July 2032	2,847,028.26	February 2037	657,227.19
January 2028	8,365,238.03	August 2032	2,784,975.29	March 2037	634,621.69
February 2028	8,212,117.64	September 2032	2,723,991.58	April 2037	612,456.17
March 2028	8,061,457.76	October 2032	2,664,060.43	May 2037	590,723.37
April 2028	7,913,221.34	November 2032	2,605,165.38	June 2037	569,416.14
May 2028	7,767,371.87	December 2032	2,547,290.24	July 2037	548,527.44

Aggregate Group (Continued)

Distribution Date	Planned Balance	Distribution Date	Planned Balance	Distribution Date	Planned Balance
August 2037	$ 528,050.34	October 2038	$ 280,949.86	December 2039	$ 96,745.44
September 2037	507,978.01	November 2038	265,883.45	January 2040	85,620.73
October 2037	488,303.74	December 2038	251,131.14	February 2040	74,742.66
November 2037	469,020.89	January 2039	236,687.61	March 2040	64,106.95
December 2037	450,122.96	February 2039	222,547.62	April 2040	53,709.38
January 2038	431,603.53	March 2039	208,706.01	May 2040	43,545.81
February 2038	413,456.27	April 2039	195,157.69	June 2040	33,612.18
March 2038	395,674.98	May 2039	181,897.66	July 2040	23,904.46
April 2038	378,253.51	June 2039	168,921.00	August 2040	14,418.70
May 2038	361,185.85	July 2039	156,222.85	September 2040	5,151.02
June 2038	344,466.05	August 2039	143,798.46	October 2040	2,545.41
July 2038	328,088.26	September 2039	131,643.10	November 2040 and thereafter	0.00
August 2038	312,046.73	October 2039	119,752.17		
September 2038	296,335.79	November 2039	108,121.11		

YA Class Targeted Balances

Distribution Date	Targeted Balance	Distribution Date	Targeted Balance	Distribution Date	Targeted Balance
Initial Balance	$50,000,000.00	December 2012	$33,403,961.19	January 2015	$10,091,720.88
December 2010	49,868,159.41	January 2013	32,283,109.53	February 2015	9,434,697.22
January 2011	49,687,203.41	February 2013	31,141,063.58	March 2015	8,796,390.27
February 2011	49,457,284.91	March 2013	29,979,750.36	April 2015	8,176,480.75
March 2011	49,178,644.75	April 2013	28,832,480.10	May 2015	7,574,654.12
April 2011	48,851,611.79	May 2013	27,699,475.91	June 2015	6,990,600.48
May 2011	48,476,602.92	June 2013	26,593,119.70	July 2015	6,424,014.60
June 2011	48,054,122.73	July 2013	25,512,975.17	August 2015	5,874,595.77
July 2011	47,584,763.04	August 2013	24,458,612.44	September 2015	5,342,047.74
August 2011	47,069,202.25	September 2013	23,429,607.89	October 2015	4,826,078.72
September 2011	46,508,204.37	October 2013	22,425,544.18	November 2015	4,326,401.27
October 2011	45,902,617.98	November 2013	21,446,010.04	December 2015	3,842,732.21
November 2011	45,253,374.87	December 2013	20,490,600.31	January 2016	3,374,792.62
December 2011	44,561,488.53	January 2014	19,558,915.73	February 2016	2,922,307.76
January 2012	43,828,052.39	February 2014	18,650,562.96	March 2016	2,485,006.99
February 2012	43,054,237.94	March 2014	17,765,154.43	April 2016	2,062,623.71
March 2012	42,241,292.52	April 2014	16,902,308.30	May 2016	1,654,895.35
April 2012	41,390,537.08	May 2014	16,061,648.34	June 2016	1,261,563.27
May 2012	40,503,363.58	June 2014	15,242,803.89	July 2016	882,372.71
June 2012	39,581,232.34	July 2014	14,445,409.76	August 2016	517,072.74
July 2012	38,625,669.15	August 2014	13,669,106.13	September 2016	165,416.19
August 2012	37,638,262.21	September 2014	12,913,538.54	October 2016 and thereafter	0.00
September 2012	36,620,658.93	October 2014	12,178,357.74		
October 2012	35,574,562.52	November 2014	11,463,219.68		
November 2012	34,501,728.55	December 2014	10,767,785.37		

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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PROSPECTUS SUPPLEMENT

Jefferies & Company

November 22, 2010