

\$900,444,245



**Guaranteed REMIC Pass-Through Certificates
Fannie Mae REMIC Trust 2010-147**

The Certificates

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

Payments to Certificateholders

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

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

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

The Fannie Mae Guaranty

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

The Trust and its Assets

The trust will own

- Fannie Mae MBS backed by first lien, single-family fixed-rate loans,
- Fannie Mae MBS backed by first lien, single-family adjustable-rate loans and
- underlying REMIC certificates backed by Fannie Mae MBS.

The mortgage loans underlying the underlying REMIC certificates 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
FA	1	\$ 81,000,000	PT	(2)	FLT	31397QW87	January 2041
SA	1	81,000,000(3)	NTL	(2)	INV/IO	31397QW95	January 2041
MA	1	112,200,000	PAC	2.625%	FIX	31397QX29	December 2039
MI	1	30,855,000(3)	NTL	5.000	FIX/IO	31397QX37	December 2039
MO(4)	1	11,114,000	PAC	0.000	PO	31397QX45	January 2041
MV(4)	1	11,114,000(3)	NTL	(5)	T/IO	31397QX52	January 2041
MW(4)	1	11,114,000(3)	NTL	(5)	T/IO	31397QX60	January 2041
UF	1	25,790,667	SUP	(2)	FLT	31397QX78	January 2041
UT	1	2,848,600	SUP	(2)	INV	31397QX86	January 2041
UW	1	6,646,733	SUP	(2)	INV	31397QX94	January 2041
US	1	3,400,000	SUP	(2)	INV	31397QY28	January 2041
CV	2	17,356,322	SC/SEQ/AD	4.500	FIX	31397QY36	December 2024
CZ	2	20,000,000	SC/SEQ	4.500	FIX/Z	31397QY44	September 2040
LF(4)	3	45,882,500	PT	(2)	FLT	31397QY51	January 2041
LS(4)	3	45,882,500(3)	NTL	(2)	INV/IO	31397QY69	January 2041
AL	3	137,303,000	PAC	3.000	FIX	31397QY77	February 2038
LI	3	30,511,778(3)	NTL	4.500	FIX/IO	31397QY85	February 2038
LB	3	37,594,405	PAC	4.000	FIX	31397QY93	January 2041
QF(4)	3	36,343,397	SUP	(2)	FLT	31397QZ27	January 2041
QS(4)	3	18,171,698	SUP	(2)	INV	31397QZ35	January 2041
DA	4	132,085,681	SEQ/AD	4.000	FIX	31397QZ43	December 2036
DZ	4	14,190,000	SEQ	4.000	FIX/Z	31397QZ50	January 2041
KL	5	94,660,494	PT	(6)	WAC	31397QZ68	January 2041
KI	5	94,660,494(3)	NTL	1.180	FIX/IO	31397QZ76	January 2041
KF	6	51,222,026	SC/PT	(2)	FLT	31397QZ84	January 2041
KS	6	51,222,026(3)	NTL	(2)	INV/IO	31397QZ92	January 2041
NA	7	51,774,400	SEQ	4.000	FIX	31397Q2A5	December 2025
NB	7	860,322	SEQ	4.000	FIX	31397Q2B3	January 2026
R		0	NPR	0	NPR	31397Q2C1	January 2041
RL		0	NPR	0	NPR	31397Q2D9	January 2041

Carefully consider the risk factors starting on page S-8 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.

- (1) See "Description of the Certificates—The Certificates—Class Definitions and Abbreviations" in the REMIC prospectus.
 (2) Based on LIBOR.
 (3) Notional balances. These classes are interest only classes. See page S-7 for a description of how their notional balances are calculated.
 (4) Exchangeable classes.
 (5) These classes are toggle classes. See page S-6 for a description of their interest rates.
 (6) Calculated as described on page S-13.

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 MB, QU and LP 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 December 30, 2010.



TABLE OF CONTENTS

	<u>Page</u>		<u>Page</u>
AVAILABLE INFORMATION	S- 3	STRUCTURING ASSUMPTIONS	S-15
SUMMARY	S- 4	<i>Pricing Assumptions</i>	S-15
ADDITIONAL RISK FACTORS	S- 8	<i>Prepayment Assumptions</i>	S-15
DESCRIPTION OF THE		<i>Principal Balance Schedules</i>	S-15
CERTIFICATES	S- 9	YIELD TABLES	S-16
GENERAL	S- 9	<i>General</i>	S-16
<i>Structure</i>	S- 9	<i>The Inverse Floating Rate and</i>	
<i>Fannie Mae Guaranty</i>	S-10	<i>Toggle Classes</i>	S-17
<i>Characteristics of Certificates</i>	S-10	<i>The Fixed Rate Interest Only</i>	
<i>Authorized Denominations</i>	S-10	<i>Classes</i>	S-20
THE FIXED RATE MBS	S-10	<i>The Principal Only Class</i>	S-21
THE UNDERLYING REMIC		WEIGHTED AVERAGE LIVES OF THE	
CERTIFICATES	S-11	CERTIFICATES	S-21
THE ARM MBS	S-11	DECREMENT TABLES	S-22
<i>General</i>	S-11	CHARACTERISTICS OF THE RESIDUAL	
<i>Characteristics of the Hybrid ARM</i>		CLASSES	S-26
<i>Loans</i>	S-12	CERTAIN ADDITIONAL FEDERAL	
Initial Fixed-Rate Period	S-12	INCOME TAX CONSEQUENCES	S-27
Applicable Index	S-12	U.S. TREASURY CIRCULAR 230 NOTICE	S-27
ARM Rate Changes	S-12	REMIC ELECTIONS AND SPECIAL TAX	
Initial ARM Rate Change Caps	S-12	ATTRIBUTES	S-27
Subsequent ARM Rate Change		TAXATION OF BENEFICIAL OWNERS OF	
Caps	S-12	REGULAR CERTIFICATES	S-27
Lifetime Cap and Floor	S-12	TAXATION OF BENEFICIAL OWNERS OF	
Monthly Payments	S-12	RESIDUAL CERTIFICATES	S-28
DISTRIBUTIONS OF INTEREST	S-12	TAXATION OF BENEFICIAL OWNERS OF	
<i>General</i>	S-12	RCR CERTIFICATES	S-28
<i>Delay Classes and No-Delay</i>		PLAN OF DISTRIBUTION	S-29
<i>Classes</i>	S-13	LEGAL MATTERS	S-29
<i>Accrual Classes</i>	S-13	EXHIBIT A-1	A- 1
<i>Weighted Average Coupon Class</i>	S-13	EXHIBIT A-2	A- 2
DISTRIBUTIONS OF PRINCIPAL	S-13	SCHEDULE 1	A- 3
		PRINCIPAL BALANCE	
		SCHEDULES	B- 1

AVAILABLE INFORMATION

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

- our Prospectus for Fannie Mae Guaranteed REMIC Pass-Through Certificates dated May 1, 2010 (the “REMIC Prospectus”);
- our Prospectus for Fannie Mae Guaranteed Pass-Through Certificates (Single-Family Residential Mortgage Loans) dated
 - June 1, 2009, for all MBS issued on or after January 1, 2009,
 - April 1, 2008, for all MBS issued on or after June 1, 2007 and prior to January 1, 2009, or
 - January 1, 2006, for all other MBS(as applicable, the “MBS Prospectus”);
- if you are purchasing a Group 2 or Group 6 Class or the R or RL Class, the disclosure documents relating to the applicable underlying REMIC certificates (the “Underlying REMIC Disclosure Documents”); and
- any information incorporated by reference in this prospectus supplement as discussed below and under the heading “Incorporation by Reference” in the REMIC Prospectus.

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

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

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

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

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

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

Citigroup Global Markets Inc.
Prospectus Department
540 Crosspoint Parkway
Building 2
Attn: Compliance Fulfillment Unit
Getzville, NY 14068
(telephone 1-800-831-9146).

SUMMARY

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

Assets Underlying Each Group of Classes

<u>Group</u>	<u>Assets</u>
1	Group 1 MBS
2	Class 2010-96-CB REMIC Certificate
3	Group 3 MBS
4	Group 4 MBS
5	Group 5 MBS
6	Group 6 MBS Class 2007-36-FG REMIC Certificate Class 2007-36-GO REMIC Certificate Class 2007-36-SG REMIC Certificate
7	Group 7 MBS

Group 1, Group 3, Group 4, Group 6 and Group 7

Characteristics of the Fixed Rate 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	\$243,000,000	5.00%	5.25% to 7.50%	241 to 360
Group 3 MBS	\$150,000,000	4.50%	4.75% to 7.00%	241 to 360
	\$ 47,400,000	4.50%	4.75% to 7.00%	241 to 360
	\$ 76,801,000	4.50%	4.75% to 7.00%	241 to 360
	\$ 1,094,000	4.50%	4.75% to 7.00%	241 to 360
Group 4 MBS	\$ 46,275,681	4.00%	4.25% to 6.50%	241 to 360
	\$100,000,000	4.00%	4.25% to 6.50%	241 to 360
Group 6 MBS	\$ 24,182,270	6.50%	6.75% to 9.00%	195 to 360
Group 7 MBS	\$ 52,634,722	4.00%	4.25% to 6.50%	121 to 180

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	\$243,000,000	360	342	11	5.399%
Group 3 MBS	\$150,000,000	360	351	2	4.921%
	\$ 47,400,000	360	344	11	4.926%
	\$ 76,801,000	360	359	1	4.910%
	\$ 1,094,000	360	357	1	4.836%
Group 4 MBS	\$ 46,275,681	360	352	7	4.570%
	\$100,000,000	360	359	1	4.550%
Group 6 MBS	\$ 24,182,270	360	197	144	7.020%
Group 7 MBS	\$ 52,634,722	180	178	2	4.310%

The actual remaining terms to maturity, loan ages and interest rates of most of the mortgage loans underlying the Group 1, Group 3, Group 4, Group 6 and Group 7 MBS will differ from those shown above, perhaps significantly.

Group 2 and Group 6

Exhibit A-1 describes the underlying REMIC certificates in Group 2 and Group 6, including certain information about the related mortgage loans. To learn more about the underlying REMIC certificates, you should obtain from us the current class factors and the related disclosure documents as described on page S-3.

Group 5

The table in Exhibit A-2 of this prospectus supplement lists certain assumed characteristics of the mortgage loans underlying the adjustable-rate MBS. The assumed characteristics appearing in Exhibit A-2 are derived from multiple MBS pools on an aggregate basis and do not reflect the actual characteristics of the individual adjustable-rate mortgage loans included in the related pools. The actual characteristics of most of the related mortgage loans may differ from those specified in Exhibit A-2, perhaps significantly.

Settlement Date

We expect to issue the certificates on December 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 and RL Classes	R and RL Classes

Exchanging Certificates Through Combination and Recombination

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

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

Interest Rates

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

During each interest accrual period, the weighted average coupon class will bear interest at the applicable annual rate described under “Description of the Certificates—Distributions of Interest—*Weighted Average Coupon Class*” in this prospectus supplement.

During the initial interest accrual period, the floating rate, inverse floating rate and toggle classes will bear interest at the initial interest rates listed below. During each subsequent interest accrual period, the floating rate, inverse floating rate and toggle classes will bear interest based on the formulas indicated below, but always subject to the specified maximum and minimum interest rates:

<u>Class</u>	<u>Initial Interest Rate</u>	<u>Maximum Interest Rate</u>	<u>Minimum Interest Rate</u>	<u>Formula for Calculation of Interest Rate(1)</u>
FA	0.72344%	7.00000%	0.47%	LIBOR + 47 basis points
SA	6.27656%	6.53000%	0.00%	6.53% – LIBOR
MV	4.00000%	4.00000%	0.00%	(2)
MW	0.00000%	4.00000%	0.00%	(3)
UF	1.35344%	6.00000%	1.10%	LIBOR + 110 basis points
UT	6.00000%	6.00000%	0.00%	32.66667% – (6.6666667 × LIBOR)
UW	10.70446%	11.42857%	0.00%	11.42857% – (2.85714286 × LIBOR)
US	9.29312%	9.80000%	0.00%	9.8% – (2 × LIBOR)
LF	0.81500%	7.00000%	0.55%	LIBOR + 55 basis points
LS	6.18500%	6.45000%	0.00%	6.45% – LIBOR
QF	1.46500%	6.00000%	1.20%	LIBOR + 120 basis points
QS	9.07000%	9.60000%	0.00%	9.6% – (2 × LIBOR)
KF	0.80000%	6.50000%	0.55%	LIBOR + 55 basis points
KS	5.70000%	5.95000%	0.00%	5.95% – LIBOR

(1) We will establish LIBOR on the basis of the “BBA Method.”

(2) The applicable interest rate for the MV Class during each interest accrual period will be determined as follows:

<u>If LIBOR is:</u>	<u>Applicable Rate or Formula</u>
Less than or equal to 9.00%	4.00%
Greater than 9.00% and less than 9.25% . . .	148% – (16 × LIBOR)
Equal to or greater than 9.25%	0.00%

(3) The applicable interest rate for the MW Class during each interest accrual period will be determined as follows:

<u>If LIBOR is:</u>	<u>Applicable Rate or Formula</u>
Less than or equal to 9.00%	0.00%
Greater than 9.00% and less than 9.25% . . .	(16 × LIBOR) – 144%
Equal to or greater than 9.25%	4.00%

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>	
SA	100% of the FA Class
MI	27.5% of the MA Class
MV	100% of the MO Class
MW	100% of the MO Class
LS	100% of the LF Class
LI	22.2222223841% of the AL Class
KI	100% of the KL Class
KS	100% of the KF Class

Distributions of Principal

For a description of the principal payment priorities, see “Description of the Certificates—Distributions of Principal” in this prospectus supplement.

Weighted Average Lives (years)*

<u>Group 1 Classes</u>	<u>PSA Prepayment Assumption</u>								
	<u>0%</u>	<u>100%</u>	<u>147%</u>	<u>200%</u>	<u>300%</u>	<u>500%</u>	<u>800%</u>	<u>1100%</u>	<u>1500%</u>
FA and SA	20.2	10.4	8.4	6.9	5.0	3.1	2.0	1.4	1.0
MA and MI	16.8	6.1	4.8	4.8	4.8	3.2	2.1	1.5	1.1
MO, MV, MW and MB	26.3	16.6	16.3	16.3	16.3	10.2	6.1	4.0	2.4
UF, UT, UW and US	28.5	20.9	16.7	10.1	2.2	1.0	0.6	0.4	0.3

<u>Group 2 Classes</u>	<u>PSA Prepayment Assumption</u>							
	<u>0%</u>	<u>100%</u>	<u>384%</u>	<u>600%</u>	<u>850%</u>	<u>1150%</u>	<u>1500%</u>	
CV	7.7	7.7	5.7	4.0	2.7	1.8	0.9	
CZ	28.8	20.0	10.7	7.0	4.6	2.9	1.5	

<u>Group 3 Classes</u>	<u>PSA Prepayment Assumption</u>							
	<u>0%</u>	<u>117%</u>	<u>200%</u>	<u>250%</u>	<u>500%</u>	<u>750%</u>	<u>1000%</u>	
LF, LS and LP	19.9	10.0	7.3	6.2	3.6	2.6	2.0	
AL and LI	15.1	5.0	5.0	5.0	3.2	2.4	2.0	
LB	25.3	15.3	15.3	15.3	8.4	5.7	4.2	
QF, QS and QU	28.4	18.9	7.5	3.0	1.3	1.0	0.8	

<u>Group 4 Classes</u>	<u>PSA Prepayment Assumption</u>						
	<u>0%</u>	<u>100%</u>	<u>275%</u>	<u>500%</u>	<u>750%</u>	<u>1000%</u>	
DA	16.2	8.0	4.3	2.8	2.1	1.7	
DZ	28.1	23.0	14.7	9.1	6.2	4.6	

<u>Group 5 Classes</u>	<u>CPR Prepayment Assumption</u>								
	<u>0%</u>	<u>5%</u>	<u>8%</u>	<u>15%</u>	<u>20%</u>	<u>30%</u>	<u>40%</u>	<u>60%</u>	
KL and KI	15.5	10.3	8.3	5.4	4.2	2.8	2.0	1.1	

<u>Group 6 Classes</u>	<u>PSA Prepayment Assumption</u>						
	<u>0%</u>	<u>100%</u>	<u>369%</u>	<u>650%</u>	<u>1000%</u>	<u>1400%</u>	<u>1900%</u>
KF and KS	19.4	7.4	3.4	1.9	1.1	0.6	0.1

<u>Group 7 Classes</u>	<u>PSA Prepayment Assumption</u>						
	<u>0%</u>	<u>100%</u>	<u>394%</u>	<u>700%</u>	<u>1000%</u>	<u>1400%</u>	
NA	8.6	6.3	3.6	2.5	1.9	1.5	
NB	14.9	14.7	12.9	9.1	6.4	4.1	

* 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.

Slight changes in LIBOR may significantly affect the yields on the toggle classes in Group 1. The yields on the toggle classes may be extremely sensitive to certain changes in monthly LIBOR values. In particular, the toggle classes may experience dramatic declines in their yields as a result of certain changes in LIBOR, even if those changes are slight. For an illustration of this sensitivity, see the related yield tables in this prospectus supplement.

In addition, the initial interest rate of the MW Class is expected to be 0%, and this rate may continue in effect for an indefinite period of time. As a result, it is possible that the MW Class will receive no distributions for an extended period or will never receive distributions.

Payments on the Group 2 Classes also will be affected by the payment priority governing the related underlying REMIC certificate. If you invest in any Group 2 Class, the rate at which you receive payments will be affected by the applicable priority sequence governing principal payments on the related underlying REMIC certificate.

In particular, as described in the related Underlying REMIC Disclosure Document, the Group 2 Underlying REMIC Certificate may be subsequent in payment priority to another class issued from the related underlying REMIC

trust. As a result, such other class may receive principal before principal is paid on the Group 2 Underlying REMIC Certificate, possibly for long periods.

You may obtain additional information about the underlying REMIC certificates by reviewing their current class factors in light of other information available in the related Underlying REMIC Disclosure Documents. You may obtain those documents from us as described on page S-3.

“Jumbo-conforming” and “high-balance” mortgage loans, which have original principal balances that exceed our traditional conforming loan limits, may prepay at different rates than conforming balance mortgage loans generally. The pools underlying the Group 4 MBS and Group 7 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.

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.

As a result of these factors, the Group 4 Classes and Group 7 Classes may receive

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 December 1, 2010 (the “Issue Date”). We will issue the Guaranteed REMIC Pass-Through Certificates (the “REMIC Certificates”) pursuant to that trust agreement and supplement. We will issue the Combinable and Recombinable REMIC Certificates (the “RCR Certificates” and, together with the REMIC Certificates, the “Certificates”) pursuant to a separate trust agreement dated as of May 1, 2010 and a supplement thereto dated as of the Issue Date (together with the trust agreement and supplement relating to the REMIC Certificates, the “Trust Agreement”). We will execute the Trust Agreement in our corporate capacity and as trustee (the “Trustee”). In general, the term “Classes” includes the Classes of REMIC Certificates and RCR Certificates.

The assets of the Trust will include:

- five groups of Fannie Mae Guaranteed Mortgage Pass-Through Certificates having fixed pass-through rates (the “Group 1 MBS,” “Group 3 MBS,” “Group 4 MBS,” “Group 6 MBS” and “Group 7 MBS” and together, the “Fixed Rate MBS”),
- two groups of previously issued REMIC certificates (the “Group 2 Underlying REMIC Certificate” and “Group 6 Underlying REMIC Certificates,” and together, the “Underlying REMIC Certificates”) issued from the related Fannie Mae REMIC trusts (the “Underlying REMIC Trusts”) as further described in Exhibit A-1, and
- one group of Fannie Mae Guaranteed Mortgage Pass-Through Certificates having variable pass-through rates (the “Group 5 MBS” or “ARM MBS”).

The Fixed Rate MBS and the ARM MBS are referred to collectively as the “Trust MBS.”

The Underlying REMIC Certificates evidence direct or indirect beneficial ownership interests in certain Fannie Mae Guaranteed Mortgage Pass-Through Certificates (together with the Trust MBS, the “MBS”).

Each MBS represents a beneficial ownership interest in a pool of first lien, one- to four-family (“single-family”), fixed-rate or adjustable-rate mortgage loans (the “Mortgage Loans”) having the characteristics described in this prospectus supplement.

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

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

<u>REMIC Designation</u>	<u>Assets</u>	<u>Regular Interests</u>	<u>Residual Interest</u>
Lower Tier REMIC	Trust MBS and Underlying REMIC Certificates	Interests in the Lower Tier REMIC other than the RL Class (the “Lower Tier Regular Interests”)	RL
Upper Tier REMIC	Lower Tier Regular Interests	All Classes of REMIC Certificates other than the R and RL Classes	R

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

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

We will issue each Residual Certificate 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:

<u>Classes</u>	<u>Denominations</u>
Interest Only, Principal Only, Inverse Floating Rate and Toggle 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 Fixed Rate MBS

The Fixed Rate MBS in Group 1, Group 3, Group 4, Group 6 and Group 7 provide that principal and interest on the related Mortgage Loans are passed through monthly. The Mortgage Loans underlying the Fixed Rate MBS are conventional, fixed-rate, fully-amortizing mortgage loans secured by first mortgages or deeds of trust on single-family residential properties. These Mortgage Loans have original maturities of up to 30 years in the case of the Group 1 MBS, Group 3 MBS, Group 4 MBS and Group 6 MBS, and up to 15 years in the case of the Group 7 MBS.

In addition, the pools underlying the Group 4 MBS and the Group 7 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 Balances that Exceed our Traditional Conforming Loan Limits*” in the MBS Prospectus dated June 1, 2009. For periodic updates to that description, please refer to the Pool Prefix Glossary available on our Web site at www.fanniemae.com. For additional information about the particular pools underlying the Group 4 MBS and the Group 7 MBS, see the Final Data Statement for the Trust and the

related prospectus supplement for each MBS. See also “Additional Risk Factors—*“Jumbo-conforming” and “high-balance” mortgage loans, which have original principal balances that exceed our traditional conforming loan limits, may prepay at different rates than conforming balance mortgage loans generally*” in this prospectus supplement.

For additional information, see “Summary—Group 1, Group 3, Group 4, Group 6 and Group 7—Characteristics of the Fixed Rate MBS” and “—Assumed Characteristics of the Underlying Mortgage Loans” in this prospectus supplement and “The Mortgage Pools” and “Yield, Maturity, and Prepayment Considerations” in the MBS Prospectus.

The Underlying REMIC Certificates

The Underlying REMIC Certificates in Group 2 and Group 6 represent beneficial ownership interests in the related Underlying REMIC Trusts. The assets of these trusts consist of MBS (or beneficial ownership interests in MBS) having the general characteristics set forth in the MBS Prospectus. Each MBS evidences beneficial ownership interests in a pool of conventional, fixed-rate, fully-amortizing mortgage loans secured by first mortgages or deeds of trust on single-family residential properties, as described under “The Mortgage Pools” and “Yield, Maturity, and Prepayment Considerations” in the MBS Prospectus.

Distributions on the Underlying REMIC Certificates will be passed through monthly, beginning in the month after we issue the Certificates. The general characteristics of the Underlying REMIC Certificates are described in the applicable Underlying REMIC Disclosure Documents. See Exhibit A-1 for certain additional information about the Underlying REMIC Certificates. Exhibit A-1 is being provided in lieu of a Final Data Statement with respect to the Underlying REMIC Certificates.

For further information about the Underlying REMIC Certificates, telephone us at 1-800-237-8627. Additional information about the Underlying REMIC Certificates is also available at <http://sls.fanniemae.com/slsSearch/Home.do>. There may have been material changes in facts and circumstances since the dates we prepared the Underlying REMIC Disclosure Documents. These may include changes in prepayment speeds, prevailing interest rates and other economic factors. As a result, the usefulness of the information set forth in those documents may be limited.

The ARM MBS

General

The Mortgage Loans underlying the ARM MBS in Group 5 (the “Hybrid ARM Loans”) will have the general characteristics described in the MBS Prospectus. In addition, we assume the Hybrid ARM Loans will have the characteristics listed on Exhibit A-2 to this prospectus supplement. The ARM MBS provide that principal and interest on the Hybrid ARM Loans are passed through monthly, beginning in the month after we issue the ARM MBS. The Hybrid ARM Loans are conventional, adjustable-rate mortgage loans secured by first mortgages or deeds of trust on single-family residential properties. The Hybrid ARM Loans have original maturities of up to 30 years. See “Description of the Certificates,” “The Mortgage Pools,” “The Mortgage Loans—Adjustable-Rate Mortgage Loans (ARMs)” and “Yield, Maturity, and Prepayment Considerations” in the MBS Prospectus.

In addition, the scheduled monthly payments on the Hybrid ARM Loans represent accrued interest only for a period of 10 years following origination. Beginning with the first monthly payment following the expiration of the applicable interest only period, the scheduled monthly payment on each of those Hybrid ARM Loans will be increased by an amount sufficient to pay accrued interest at the then current rate and to fully amortize the Hybrid ARM Loan by its scheduled maturity date. See “Risk Factors—Prepayment Factors—*Refinance Environment*—Fixed-rate and adjustable-rate mortgage loans with long initial interest-only payment periods may be more likely to be refinanced or become delinquent than other mortgage loans” in the MBS Prospectus.

Characteristics of the Hybrid ARM Loans

Initial Fixed-Rate Period

The interest rate of each Hybrid ARM Loan is fixed for an initial period of five years from origination (the “Initial Fixed Rate”).

Applicable Index

After the initial fixed-rate period, the interest rate (the “ARM Rate”) for the Hybrid ARM Loans will adjust semi-annually, based on the Six-Month WSJ LIBOR Index as available 25 days prior to the related interest rate adjustment date. See “The Mortgage Loans—Adjustable-Rate Mortgage Loans (ARMs)—*ARM Indices*” in the MBS Prospectus for a description of this index. If this index becomes unavailable, an alternative index will be determined in accordance with the terms of the related mortgage note.

ARM Rate Changes

After the initial fixed-rate period, the ARM Rate of each Hybrid ARM Loan is set semi-annually, subject to the caps and floor described below, to equal the *sum* of (i) the applicable index value *plus* (ii) a specified percentage amount (the “ARM Margin”) that the lender established when the Hybrid ARM Loan was originated.

Initial ARM Rate Change Caps

When, after the initial fixed-rate period, the ARM Rate for each Hybrid ARM Loan is first calculated to equal the applicable index value *plus* the ARM Margin, the ARM Rate generally may not deviate by more than 6 percentage points from the Initial Fixed Rate for that loan.

Subsequent ARM Rate Change Caps

On each semi-annual ARM Rate adjustment date thereafter, the ARM Rate generally may not deviate by more than 2 percentage points from the applicable ARM Rate in effect immediately prior to that adjustment date.

Lifetime Cap and Floor

The ARM Rate for each Hybrid ARM Loan, when adjusted on its semi-annual adjustment date, may not be greater than the maximum ARM Rate (lifetime rate cap) or less than its minimum ARM Rate (lifetime floor), as specified in the related mortgage note.

Monthly Payments

After the initial fixed rate period, the amount of a borrower’s monthly payment is subject to change at six-month intervals after the date specified in the related mortgage note. Each new monthly payment amount will be calculated to equal an amount necessary to pay interest at the new ARM Rate, adjusted as described above, and to fully amortize the outstanding principal balance of the Hybrid ARM Loan on a level debt service basis over the remainder of its term.

Prepayment Premium Periods Have Expired

Approximately 68% of the Hybrid ARM Loans (by principal balance as of the Issue Date) were subject to prepayment premiums if the borrowers made full or partial prepayments during prepayment premium periods of up to 36 months from the applicable origination dates. As of the Issue Date, all of those prepayment premiums have expired.

Distributions of Interest

General. The Certificates will bear interest at the rates specified in this prospectus supplement. Interest to be paid on each Certificate (or added to principal, in the case of the Accrual Classes) on a Distribution Date will consist of one month’s interest on the outstanding balance of that

Certificate immediately prior to that Distribution Date. For a description of the Accrual Classes, see “—Accrual Classes” below.

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

<u>Delay Classes</u>	<u>No-Delay Classes</u>
All interest-bearing Classes other than the FA, SA, LF, LS, KF and KS Classes	FA, SA, LF, LS, KF and KS Classes

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

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

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

Weighted Average Coupon Class. On each Distribution Date, we will pay interest on the KL Class at an annual rate equal to

- the Weighted Average Group 5 MBS Pass-Through Rate for that Distribution Date, *minus*
- the interest rate payable on the KI Class on that Distribution Date.

During the initial Interest Accrual Period, the KL Class is expected to bear interest at an annual rate of approximately 1.01208%.

The “Weighted Average Group 5 MBS Pass-Through Rate” for any Distribution Date is equal to the weighted average of the pass-through rates of the Group 5 MBS for that Distribution Date, weighted on the basis of the principal balances of the Group 5 MBS on the day immediately preceding that Distribution Date.

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

Distributions of Principal

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 as follows:

- 33.3333333333% to FA until retired, and } Pass-Through Class
- 66.6666666667% as follows:
 - first*, to Aggregate Group I to its Planned Balance; } PAC Group
 - second*, to UF, UT, UW and US, pro rata, until retired; and } Support Classes
 - third*, to Aggregate Group I to zero. } PAC Group

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

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

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

- *Group 2*

The Group 2 Principal Distribution Amount to CV and CZ, in that order, until retired. } Structured Collateral/ Sequential Pay Classes

The “Group 2 Principal Distribution Amount” is the principal then paid on the Group 2 Underlying REMIC Certificate *plus* any interest then accrued and added to the principal balance of the CZ Class.

- *Group 3*

The Group 3 Principal Distribution Amount as follows:

- 16.6666666667% to LF until retired, and } Pass-Through Class
- 83.3333333333% as follows:
 - first*, to Aggregate Group II to its Planned Balance; } PAC Group
 - second*, to QF and QS, pro rata, until retired; and } Support Classes
 - third*, to Aggregate Group II to zero. } PAC Group

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

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

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

- *Group 4*

The Group 4 Principal Distribution Amount to DA and DZ, in that order, until retired. } Sequential Pay Classes

The “Group 4 Principal Distribution Amount” is the principal then paid on the Group 4 MBS *plus* any interest then accrued and added to the principal balance of the DZ Class.

- *Group 5*

The Group 5 Principal Distribution Amount to KL 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 KF until retired. } Structured Collateral/ Pass-Through Class

The “Group 6 Principal Distribution Amount” is the aggregate amount of principal then paid on the Group 6 MBS and the Group 6 Underlying REMIC Certificates.

- *Group 7*

The Group 7 Principal Distribution Amount to NA and NB, in that order, until } Sequential
retired. Pay Classes

The “Group 7 Principal Distribution Amount” is the principal then paid on the Group 7 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 Underlying REMIC Certificates, the applicable priority sequence affecting principal payments on the Group 2 Underlying REMIC Certificate, and the following assumptions (such characteristics and assumptions, collectively, the “Pricing Assumptions”):

- the Mortgage Loans underlying the Fixed Rate MBS have the original terms to maturity, remaining terms to maturity, loan ages and interest rates specified under “Summary—Group 1, Group 3, Group 4, Group 6 and Group 7—Assumed Characteristics of the Underlying Mortgage Loans” in this prospectus supplement;
- the Hybrid ARM Loans have the characteristics set forth in Exhibit A-2 to this prospectus supplement;
- with respect to the Hybrid ARM Loans, the Six-Month WSJ LIBOR Index value is and remains 0.4428%;
- the Mortgage Loans prepay at the constant percentages of PSA or CPR, as applicable, specified in the related tables;
- the settlement date for the Certificates is December 30, 2010; and
- each Distribution Date occurs on the 25th day of a month.

Prepayment Assumptions. The prepayment model used in this prospectus supplement with respect to the Group 1, Group 2, Group 3, Group 4, Group 6 and Group 7 Classes is PSA. For a description of PSA, see “Yield, Maturity and Prepayment Considerations—Prepayment Models” in the REMIC Prospectus.

The prepayment model used in this prospectus supplement with respect to the Group 5 Classes is CPR. For a description of CPR, see “Yield, Maturity and Prepayment Considerations—Prepayment Models” in the REMIC Prospectus.

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

Principal Balance Schedules. The Principal Balance Schedules are set forth beginning on page B-1 of this prospectus supplement. The Principal Balance Schedules were prepared based on the Pricing Assumptions and the assumption that the related Mortgage Loans prepay at a *constant* rate within the applicable “Structuring Ranges” specified in the chart below. The “Effective Range” for an Aggregate Group is the range of prepayment rates (measured by *constant* PSA rates) that would reduce that 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 Groups. However, those Classes are designed to receive principal distributions in the same fashion as if separate schedules had been provided (with schedules based on the same underlying assumptions that apply to the related Aggregate Group schedules). If such separate schedules had been provided

for the individual Classes included in the Aggregate Groups, we expect that the effective ranges for those Classes would not be narrower than those shown below for the related Aggregate Groups.

<u>Groups</u>	<u>Structuring Ranges</u>	<u>Initial Effective Ranges</u>
Aggregate Group I Planned Balances	Between 147% and 300% PSA	Between 147% and 300% PSA
Aggregate Group II Planned Balances	Between 117% and 250% PSA	Between 117% and 250% PSA

The Aggregate Groups listed above consist of the following Classes:

Aggregate Group I	MA and MO
Aggregate Group II	AL and LB

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

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

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

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

Yield Tables

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

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

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

We cannot assure you that

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

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

- the Mortgage Loans will prepay at a constant PSA or CPR rate, as applicable, until maturity,
- all of the Mortgage Loans will prepay at the same rate, or
- the level of the Index will remain constant.

The Inverse Floating Rate and Toggle Classes. **The yields on the Inverse Floating Rate and Toggle Classes will be sensitive in varying degrees to the rate of principal payments, including prepayments, of the related Mortgage Loans and to the level of the Index. The related Mortgage Loans generally can be prepaid at any time without penalty. In addition, the rate of principal payments (including prepayments) of the Mortgage Loans is likely to vary, and may vary considerably, from pool to pool. As illustrated in the applicable tables below, it is possible that investors in the SA, MV, MW, LS, QS and KS Classes would lose money on their initial investments under certain Index and prepayment scenarios.**

Changes in the Index may not correspond to changes in prevailing mortgage interest rates. It is possible that lower prevailing mortgage interest rates, which might be expected to result in faster prepayments, could occur while the level of the Index increased.

The information shown in the following yield tables has been prepared on the basis of the Pricing Assumptions and the assumptions that

- the interest rates for the Inverse Floating Rate and Toggle Classes for the initial Interest Accrual Period are the rates listed in the table under “Summary—Interest Rates” in this prospectus supplement and for each following Interest Accrual Period will be based on the specified level of the Index, and

- the aggregate purchase prices of those Classes (expressed in each case as a percentage of original principal balance) are as follows:

<u>Class</u>	<u>Price*</u>
SA	18.00%
MV	35.00%
MW.....	25.00%
UT	100.00%
UW.....	100.00%
US	100.00%
LS	19.00%
QS	105.00%
KS	13.50%

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption</u>								
	<u>50%</u>	<u>100%</u>	<u>147%</u>	<u>200%</u>	<u>300%</u>	<u>500%</u>	<u>800%</u>	<u>1100%</u>	<u>1500%</u>
0.12500%	33.2%	30.1%	27.3%	24.0%	17.6%	4.4%	(17.3)%	(41.9)%	(81.8)%
0.25344%	32.4%	29.3%	26.5%	23.2%	16.8%	3.6%	(18.1)%	(42.7)%	(82.8)%
2.25344%	19.8%	16.8%	14.0%	10.7%	4.4%	(8.9)%	(30.7)%	(55.7)%	(97.4)%
4.25344%	7.0%	4.0%	1.2%	(2.0)%	(8.3)%	(21.5)%	(43.5)%	(69.3)%	*
6.53000%	*	*	*	*	*	*	*	*	*

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption</u>								
	<u>50%</u>	<u>100%</u>	<u>147%</u>	<u>200%</u>	<u>300%</u>	<u>500%</u>	<u>800%</u>	<u>1100%</u>	<u>1500%</u>
9.000% and below	9.8%	8.6%	8.4%	8.4%	8.4%	2.8%	(10.5)%	(29.4)%	(67.6)%
9.125%	1.3%	(0.6)%	(0.9)%	(0.9)%	(0.9)%	(8.7)%	(25.2)%	(46.9)%	(88.3)%
9.250% and above	*	*	*	*	*	*	*	*	*

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption</u>								
	<u>50%</u>	<u>100%</u>	<u>147%</u>	<u>200%</u>	<u>300%</u>	<u>500%</u>	<u>800%</u>	<u>1100%</u>	<u>1500%</u>
9.000% and below	*	*	*	*	*	*	*	*	*
9.125%	5.1%	3.4%	3.2%	3.2%	3.2%	(3.6)%	(18.6)%	(39.1)%	(79.1)%
9.250% and above	15.5%	14.6%	14.5%	14.5%	14.5%	10.1%	(1.3)%	(18.5)%	(54.8)%

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption</u>								
	<u>50%</u>	<u>100%</u>	<u>147%</u>	<u>200%</u>	<u>300%</u>	<u>500%</u>	<u>800%</u>	<u>1100%</u>	<u>1500%</u>
4.00% and below	6.0%	6.0%	6.0%	6.0%	5.9%	5.6%	5.4%	5.1%	4.7%
4.45%	3.0%	3.0%	3.0%	3.0%	2.9%	2.8%	2.7%	2.6%	2.4%
4.90%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.1%

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption</u>								
	<u>50%</u>	<u>100%</u>	<u>147%</u>	<u>200%</u>	<u>300%</u>	<u>500%</u>	<u>800%</u>	<u>1100%</u>	<u>1500%</u>
0.12500%	11.2%	11.2%	11.2%	11.2%	10.9%	10.5%	10.0%	9.4%	8.7%
0.25344%	10.9%	10.9%	10.8%	10.8%	10.6%	10.1%	9.6%	9.1%	8.4%
2.25344%	5.0%	5.0%	5.0%	5.0%	4.9%	4.7%	4.5%	4.3%	4.0%
4.00000% and above	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.1%	0.1%	0.1%

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption</u>								
	<u>50%</u>	<u>100%</u>	<u>147%</u>	<u>200%</u>	<u>300%</u>	<u>500%</u>	<u>800%</u>	<u>1100%</u>	<u>1500%</u>
0.12500%	9.7%	9.7%	9.7%	9.6%	9.4%	9.0%	8.6%	8.1%	7.5%
0.25344%	9.4%	9.4%	9.4%	9.4%	9.1%	8.8%	8.3%	7.9%	7.3%
2.25344%	5.3%	5.3%	5.3%	5.3%	5.2%	5.0%	4.7%	4.5%	4.2%
4.25344%	1.3%	1.3%	1.3%	1.3%	1.3%	1.2%	1.2%	1.1%	1.1%
4.90000%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.1%	0.1%

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption</u>							
	<u>50%</u>	<u>117%</u>	<u>200%</u>	<u>250%</u>	<u>500%</u>	<u>750%</u>	<u>1000%</u>	
0.130%	30.9%	27.4%	23.1%	20.4%	6.9%	(7.3)%	(22.1)%	
0.265%	30.1%	26.6%	22.3%	19.6%	6.0%	(8.3)%	(23.1)%	
2.265%	18.2%	14.6%	10.0%	7.3%	(7.0)%	(22.2)%	(38.2)%	
4.265%	5.8%	2.1%	(2.6)%	(5.5)%	(20.5)%	(36.8)%	(54.5)%	
6.450%	*	*	*	*	*	*	*	

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption</u>						
	<u>50%</u>	<u>117%</u>	<u>200%</u>	<u>250%</u>	<u>500%</u>	<u>750%</u>	<u>1000%</u>
0.130%	8.9%	8.9%	8.3%	7.3%	5.0%	3.3%	1.9%
0.265%	8.7%	8.6%	8.0%	7.0%	4.7%	3.1%	1.7%
2.265%	4.8%	4.7%	4.2%	3.2%	1.0%	(0.5)%	(1.8)%
4.265%	0.8%	0.8%	0.4%	(0.6)%	(2.7)%	(4.1)%	(5.3)%
4.800%	(0.2)%	(0.3)%	(0.6)%	(1.6)%	(3.6)%	(5.0)%	(6.2)%

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption</u>						
	<u>50%</u>	<u>100%</u>	<u>369%</u>	<u>650%</u>	<u>1000%</u>	<u>1400%</u>	<u>1900%</u>
0.125%	39.0%	35.4%	14.8%	(9.1)%	(44.4)%	*	*
0.250%	37.9%	34.3%	13.8%	(10.0)%	(45.2)%	*	*
2.250%	20.7%	17.4%	(1.8)%	(24.1)%	(56.9)%	*	*
4.250%	2.2%	(1.0)%	(18.6)%	(39.2)%	(69.6)%	*	*
5.950%	*	*	*	*	*	*	*

The Fixed Rate Interest Only Classes. **The yields to investors in the Fixed Rate Interest Only Classes will be very sensitive to the rate of principal payments (including prepayments) of the related Mortgage Loans. The Mortgage Loans generally can be prepaid at any time without penalty. On the basis of the assumptions described below, the yield to maturity on each Fixed Rate Interest Only Class would be 0% if prepayments of the related Mortgage Loans were to occur at the following constant rates:**

<u>Class</u>	
MI	695.0% PSA
LI	525.0% PSA
KI	20.1% CPR

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 applicable 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	11.50%
LI	13.50%
KI	4.85%

* 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>147%</u>	<u>200%</u>	<u>300%</u>	<u>500%</u>	<u>800%</u>	<u>1100%</u>	<u>1500%</u>
Pre-Tax Yields to Maturity . . .	38.3%	33.1%	27.8%	27.8%	27.8%	16.1%	(9.5)%	(38.1)%	(76.5)%

Sensitivity of the LI Class to Prepayments

	<u>PSA Prepayment Assumption</u>						
	<u>50%</u>	<u>117%</u>	<u>200%</u>	<u>250%</u>	<u>500%</u>	<u>750%</u>	<u>1000%</u>
Pre-Tax Yields to Maturity . . .	25.9%	17.7%	17.7%	17.7%	1.9%	(16.5)%	(33.5)%

Sensitivity of the KI Class to Prepayments

	CPR Prepayment Assumption						
	<u>5%</u>	<u>8%</u>	<u>15%</u>	<u>20%</u>	<u>30%</u>	<u>40%</u>	<u>60%</u>
Pre-Tax Yields to Maturity . . .	17.8%	14.4%	6.2%	0.2%	(12.5)%	(26.2)%	(57.6)%

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

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

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

Sensitivity of the MO Class to Prepayments

	PSA Prepayment Assumption								
	<u>50%</u>	<u>100%</u>	<u>147%</u>	<u>200%</u>	<u>300%</u>	<u>500%</u>	<u>800%</u>	<u>1100%</u>	<u>1500%</u>
Pre-Tax Yields to Maturity . . .	4.1%	4.9%	5.0%	5.0%	5.0%	8.2%	13.9%	21.4%	36.3%

Weighted Average Lives of the Certificates

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

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

- the timing of changes in the rate of principal distributions,
- the priority sequences of distributions of principal of the Group 1, Group 2, Group 3, Group 4 and Group 7 Classes, and
- in the case of the Group 2 Classes, the applicable priority sequence affecting principal payments on the related Underlying REMIC Certificate.

See “—Distributions of Principal” above and “Description of the Certificates—Distributions of Principal” in the applicable 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 or CPR rates, as applicable, 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 Group 1, Group 2, Group 3, Group 4, Group 6 and Group 7 Class under 0% PSA, however, we assumed that the Mortgage Loans have the original and remaining terms to maturity and bear interest at the annual rates specified in the table below.

<u>Mortgage Loans Backing Trust Assets Specified Below</u>	<u>Original Terms to Maturity</u>	<u>Remaining Terms to Maturity</u>	<u>Interest Rates</u>
Group 1 MBS	360 months	360 months	7.50%
Group 2 Underlying REMIC Certificate	360 months	356 months	7.50%
Group 3 MBS	360 months	360 months	7.00%
Group 4 MBS	360 months	360 months	6.50%
Group 6 Underlying REMIC Certificates	360 months	315 months	9.00%
Group 6 MBS	360 months	360 months	9.00%
Group 7 MBS	180 months	180 months	6.50%

It is unlikely that all of the Mortgage Loans will have the interest rates, loan ages or remaining terms to maturity assumed, or that the Mortgage Loans will prepay at any *constant* PSA or CPR 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 or CPR rates, as applicable, 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	FA and SA† Classes									MA and MI† Classes								
	PSA Prepayment Assumption									PSA Prepayment Assumption								
	0%	100%	147%	200%	300%	500%	800%	1100%	1500%	0%	100%	147%	200%	300%	500%	800%	1100%	1500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
December 2011	99	95	93	92	88	81	71	60	46	99	93	90	90	90	90	90	77	56
December 2012	98	88	84	80	72	57	38	22	6	97	83	77	77	77	73	45	22	0
December 2013	97	81	75	69	58	39	19	7	1	96	73	65	65	65	47	18	1	0
December 2014	96	75	68	60	47	27	10	2	*	94	64	53	53	53	29	4	0	0
December 2015	95	69	60	51	37	19	5	1	*	92	56	43	43	43	17	0	0	0
December 2016	93	64	54	44	30	13	3	*	*	90	47	33	33	33	8	0	0	0
December 2017	92	58	48	38	24	9	1	*	*	88	40	25	25	25	3	0	0	0
December 2018	90	54	43	33	19	6	1	*	*	86	33	18	18	18	0	0	0	0
December 2019	89	49	38	28	15	4	*	*	0	84	26	12	12	12	0	0	0	0
December 2020	87	45	33	24	12	3	*	*	0	81	20	8	8	8	0	0	0	0
December 2021	85	41	29	20	10	2	*	*	0	78	14	4	4	4	0	0	0	0
December 2022	83	37	26	17	8	1	*	*	0	75	9	1	1	1	0	0	0	0
December 2023	80	33	23	15	6	1	*	*	0	72	4	0	0	0	0	0	0	0
December 2024	78	30	20	12	5	1	*	*	0	68	0	0	0	0	0	0	0	0
December 2025	75	27	17	10	4	*	*	*	0	65	0	0	0	0	0	0	0	0
December 2026	73	24	15	9	3	*	*	*	0	60	0	0	0	0	0	0	0	0
December 2027	70	21	13	7	2	*	*	*	0	56	0	0	0	0	0	0	0	0
December 2028	66	19	11	6	2	*	*	0	0	51	0	0	0	0	0	0	0	0
December 2029	63	16	9	5	1	*	*	0	0	46	0	0	0	0	0	0	0	0
December 2030	59	14	8	4	1	*	*	0	0	41	0	0	0	0	0	0	0	0
December 2031	55	12	6	3	1	*	*	0	0	35	0	0	0	0	0	0	0	0
December 2032	50	10	5	2	1	*	*	0	0	28	0	0	0	0	0	0	0	0
December 2033	46	8	4	2	*	*	*	0	0	21	0	0	0	0	0	0	0	0
December 2034	40	6	3	1	*	*	*	0	0	14	0	0	0	0	0	0	0	0
December 2035	35	5	2	1	*	*	*	0	0	6	0	0	0	0	0	0	0	0
December 2036	29	3	2	1	*	*	0	0	0	0	0	0	0	0	0	0	0	0
December 2037	22	2	1	*	*	*	0	0	0	0	0	0	0	0	0	0	0	0
December 2038	16	1	*	*	*	*	0	0	0	0	0	0	0	0	0	0	0	0
December 2039	8	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
December 2040	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	20.2	10.4	8.4	6.9	5.0	3.1	2.0	1.4	1.0	16.8	6.1	4.8	4.8	4.8	3.2	2.1	1.5	1.1

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

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

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

Date	MO, MV†, MW† and MB Classes									UF, UT, UW and US Classes								
	PSA Prepayment Assumption									PSA Prepayment Assumption								
	0%	100%	147%	200%	300%	500%	800%	1100%	1500%	0%	100%	147%	200%	300%	500%	800%	1100%	1500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
December 2011	100	100	100	100	100	100	100	100	100	100	100	100	92	78	49	5	0	0
December 2012	100	100	100	100	100	100	100	100	100	100	100	100	82	49	0	0	0	
December 2013	100	100	100	100	100	100	100	100	100	100	100	73	27	0	0	0	0	
December 2014	100	100	100	100	100	100	100	36	1	100	100	67	13	0	0	0	0	
December 2015	100	100	100	100	100	100	74	12	*	100	100	63	4	0	0	0	0	
December 2016	100	100	100	100	100	100	37	4	*	100	100	60	1	0	0	0	0	
December 2017	100	100	100	100	100	100	19	1	*	100	100	59	*	0	0	0	0	
December 2018	100	100	100	100	100	86	10	*	*	100	100	98	56	*	0	0	0	
December 2019	100	100	100	100	100	59	5	*	*	100	100	94	53	*	0	0	0	
December 2020	100	100	100	100	100	40	2	*	0	100	100	89	49	*	0	0	0	
December 2021	100	100	100	100	100	27	1	*	0	100	100	83	44	*	0	0	0	
December 2022	100	100	100	100	100	18	1	*	0	100	100	76	40	*	0	0	0	
December 2023	100	100	88	88	88	12	*	*	0	100	100	70	36	*	0	0	0	
December 2024	100	88	69	69	69	8	*	*	0	100	100	63	32	*	0	0	0	
December 2025	100	54	54	54	54	5	*	*	0	100	97	57	28	*	0	0	0	
December 2026	100	42	42	42	42	4	*	*	0	100	88	50	24	*	0	0	0	
December 2027	100	32	32	32	32	2	*	*	0	100	79	44	21	*	0	0	0	
December 2028	100	25	25	25	25	2	*	*	0	100	71	39	17	*	0	0	0	
December 2029	100	19	19	19	19	1	*	*	0	100	63	33	15	*	0	0	0	
December 2030	100	14	14	14	14	1	*	0	0	100	55	28	12	*	0	0	0	
December 2031	100	11	11	11	11	*	*	0	0	100	47	24	10	*	0	0	0	
December 2032	100	8	8	8	8	*	*	0	0	100	39	19	8	*	0	0	0	
December 2033	100	5	5	5	5	*	*	0	0	100	32	16	6	*	0	0	0	
December 2034	100	4	4	4	4	*	*	0	0	100	26	12	5	*	0	0	0	
December 2035	100	2	2	2	2	*	*	0	0	100	19	9	3	*	0	0	0	
December 2036	73	1	1	1	1	*	*	0	0	100	13	6	2	*	0	0	0	
December 2037	1	1	1	1	1	*	*	0	0	94	8	3	1	*	0	0	0	
December 2038	*	*	*	*	*	*	*	0	0	65	3	1	*	*	0	0	0	
December 2039	0	0	0	0	0	0	0	0	0	34	0	0	0	0	0	0	0	
December 2040	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Weighted Average Life (years)**	26.3	16.6	16.3	16.3	16.3	10.2	6.1	4.0	2.4	28.5	20.9	16.7	10.1	2.2	1.0	0.6	0.4	0.3

Date	CV Class							CZ Class						LF, LS† and LP Classes							
	PSA Prepayment Assumption							PSA Prepayment Assumption						PSA Prepayment Assumption							
	0%	100%	384%	600%	850%	1150%	1500%	0%	100%	384%	600%	850%	1150%	1500%	0%	117%	200%	250%	500%	750%	1000%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
December 2011	95	95	95	95	95	95	23	105	105	105	105	105	105	105	99	96	95	94	89	84	79
December 2012	89	89	89	89	89	9	0	109	109	109	109	109	109	12	98	90	85	82	69	56	44
December 2013	83	83	83	83	29	0	0	114	114	114	114	114	35	1	97	82	74	69	47	31	18
December 2014	77	77	77	77	0	0	0	120	120	120	120	67	11	*	95	75	64	57	33	17	7
December 2015	71	71	71	0	0	0	0	125	125	125	120	32	3	*	94	68	55	48	22	9	3
December 2016	64	64	64	0	0	0	0	131	131	131	75	15	1	*	93	62	47	40	15	5	1
December 2017	57	57	35	0	0	0	0	137	137	137	46	7	*	*	91	56	41	33	10	3	*
December 2018	50	50	0	0	0	0	0	143	143	124	28	3	*	*	89	51	35	27	7	1	*
December 2019	43	43	0	0	0	0	0	150	150	91	17	2	*	0	88	46	30	23	5	1	*
December 2020	35	35	0	0	0	0	0	157	157	67	11	1	*	0	86	42	25	19	3	*	*
December 2021	26	26	0	0	0	0	0	164	164	49	6	*	*	0	84	38	22	15	2	*	*
December 2022	18	18	0	0	0	0	0	171	171	36	4	*	*	0	82	34	18	13	2	*	*
December 2023	9	9	0	0	0	0	0	179	179	26	2	*	*	0	79	30	16	10	1	*	*
December 2024	0	0	0	0	0	0	0	187	187	18	1	*	*	0	77	27	13	8	1	*	*
December 2025	0	0	0	0	0	0	0	187	187	13	1	*	*	0	74	24	11	7	*	*	*
December 2026	0	0	0	0	0	0	0	187	187	9	*	*	*	0	71	21	9	6	*	*	*
December 2027	0	0	0	0	0	0	0	187	184	6	*	*	0	0	68	19	8	4	*	*	*
December 2028	0	0	0	0	0	0	0	187	150	4	*	*	0	0	65	16	6	4	*	*	*
December 2029	0	0	0	0	0	0	0	187	118	3	*	*	0	0	61	14	5	3	*	*	*
December 2030	0	0	0	0	0	0	0	187	88	2	*	*	0	0	57	12	4	2	*	*	*
December 2031	0	0	0	0	0	0	0	187	60	1	*	*	0	0	53	10	3	2	*	*	0
December 2032	0	0	0	0	0	0	0	187	35	*	*	*	0	0	49	9	3	1	*	*	0
December 2033	0	0	0	0	0	0	0	187	15	*	*	*	0	0	44	7	2	1	*	*	0
December 2034	0	0	0	0	0	0	0	187	*	*	*	0	0	0	39	6	2	1	*	*	0
December 2035	0	0	0	0	0	0	0	187	0	0	0	0	0	0	34	4	1	1	*	*	0
December 2036	0	0	0	0	0	0	0	187	0	0	0	0	0	0	28	3	1	*	*	*	0
December 2037	0	0	0	0	0	0	0	187	0	0	0	0	0	0	22	2	1	*	*	*	0
December 2038	0	0	0	0	0	0	0	167	0	0	0	0	0	0	15	1	*	*	*	0	0
December 2039	0	0	0	0	0	0	0	69	0	0	0	0	0	0	8	*	*	*	*	0	0
December 2040	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	7.7	7.7	5.7	4.0	2.7	1.8	0.9	28.8	20.0	10.7	7.0	4.6	2.9	1.5	19.9	10.0	7.3	6.2	3.6	2.6	2.0

* 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	AL and LI† Classes							LB Class							QF, QS and QU Classes							
	PSA Prepayment Assumption							PSA Prepayment Assumption							PSA Prepayment Assumption							
	0%	117%	200%	250%	500%	750%	1000%	0%	117%	200%	250%	500%	750%	1000%	0%	117%	200%	250%	500%	750%	1000%	
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	
December 2011	98	94	94	94	94	94	94	100	100	100	100	100	100	100	100	100	100	93	89	69	48	27
December 2012	96	83	83	83	83	66	47	100	100	100	100	100	100	100	100	100	100	80	68	10	0	0
December 2013	95	70	70	70	52	24	2	100	100	100	100	100	100	100	100	100	100	64	44	0	0	0
December 2014	92	58	58	58	27	*	0	100	100	100	100	100	100	43	100	100	52	26	0	0	0	
December 2015	90	47	47	47	10	0	0	100	100	100	100	100	54	17	100	100	43	14	0	0	0	
December 2016	88	37	37	37	0	0	0	100	100	100	100	93	29	7	100	100	37	6	0	0	0	
December 2017	85	27	27	27	0	0	0	100	100	100	100	64	16	3	100	100	33	2	0	0	0	
December 2018	82	18	18	18	0	0	0	100	100	100	100	44	8	1	100	100	31	*	0	0	0	
December 2019	79	10	10	10	0	0	0	100	100	100	100	30	5	*	100	99	30	0	0	0	0	
December 2020	76	4	4	4	0	0	0	100	100	100	100	20	2	*	100	97	29	0	0	0	0	
December 2021	73	0	0	0	0	0	0	100	94	94	94	14	1	*	100	93	27	0	0	0	0	
December 2022	69	0	0	0	0	0	0	100	77	77	77	9	1	*	100	89	24	0	0	0	0	
December 2023	65	0	0	0	0	0	0	100	63	63	63	6	*	*	100	84	22	0	0	0	0	
December 2024	61	0	0	0	0	0	0	100	51	51	51	4	*	*	100	78	20	0	0	0	0	
December 2025	57	0	0	0	0	0	0	100	42	42	42	3	*	*	100	72	18	0	0	0	0	
December 2026	52	0	0	0	0	0	0	100	34	34	34	2	*	*	100	66	16	0	0	0	0	
December 2027	47	0	0	0	0	0	0	100	27	27	27	1	*	*	100	59	14	0	0	0	0	
December 2028	41	0	0	0	0	0	0	100	22	22	22	1	*	*	100	53	12	0	0	0	0	
December 2029	35	0	0	0	0	0	0	100	17	17	17	1	*	*	100	47	10	0	0	0	0	
December 2030	29	0	0	0	0	0	0	100	13	13	13	*	*	*	100	42	9	0	0	0	0	
December 2031	22	0	0	0	0	0	0	100	10	10	10	*	*	*	100	36	7	0	0	0	0	
December 2032	14	0	0	0	0	0	0	100	8	8	8	*	*	*	100	31	6	0	0	0	0	
December 2033	7	0	0	0	0	0	0	100	6	6	6	*	*	*	100	26	5	0	0	0	0	
December 2034	0	0	0	0	0	0	0	93	4	4	4	*	*	*	100	21	4	0	0	0	0	
December 2035	0	0	0	0	0	0	0	60	3	3	3	*	*	*	100	16	3	0	0	0	0	
December 2036	0	0	0	0	0	0	0	25	2	2	2	*	*	*	100	12	2	0	0	0	0	
December 2037	0	0	0	0	0	0	0	1	1	1	1	*	*	*	90	8	1	0	0	0	0	
December 2038	0	0	0	0	0	0	0	1	1	1	1	*	*	*	62	4	1	0	0	0	0	
December 2039	0	0	0	0	0	0	0	*	*	*	*	*	*	*	32	1	*	0	0	0	0	
December 2040	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Weighted Average Life (years)**	15.1	5.0	5.0	5.0	3.2	2.4	2.0	25.3	15.3	15.3	15.3	8.4	5.7	4.2	28.4	18.9	7.5	3.0	1.3	1.0	0.8	

Date	DA Class					DZ Class					KL and KI† Classes										
	PSA Prepayment Assumption					PSA Prepayment Assumption					CPR Prepayment Assumption										
	0%	100%	275%	500%	750%	1000%	0%	100%	275%	500%	750%	1000%	0%	5%	8%	15%	20%	30%	40%	60%	
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
December 2011	98	96	92	87	82	77	104	104	104	104	104	104	100	95	92	85	80	70	60	40	
December 2012	97	89	78	65	51	38	108	108	108	108	108	108	100	90	85	72	64	49	36	16	
December 2013	95	81	62	41	22	8	113	113	113	113	113	113	100	86	78	61	51	34	22	6	
December 2014	93	73	48	24	6	0	117	117	117	117	117	73	100	81	72	52	41	24	13	3	
December 2015	91	66	36	12	0	0	122	122	122	122	93	29	98	76	65	44	32	17	8	1	
December 2016	88	59	27	3	0	0	127	127	127	127	50	11	94	69	57	36	25	11	4	*	
December 2017	86	52	19	0	0	0	132	132	132	108	27	4	90	63	50	29	19	7	3	*	
December 2018	83	46	12	0	0	0	138	138	138	74	14	2	86	57	44	24	14	5	1	*	
December 2019	81	40	6	0	0	0	143	143	143	50	8	1	82	52	39	19	11	3	1	*	
December 2020	78	35	2	0	0	0	149	149	149	34	4	*	78	47	34	15	8	2	*	*	
December 2021	75	29	0	0	0	0	155	155	132	23	2	*	73	42	29	12	6	1	*	*	
December 2022	72	25	0	0	0	0	161	161	107	16	1	*	69	37	25	10	5	1	*	*	
December 2023	68	20	0	0	0	0	168	168	86	11	1	*	64	33	22	8	4	1	*	*	
December 2024	65	15	0	0	0	0	175	175	69	7	*	*	59	29	18	6	3	*	*	*	
December 2025	61	11	0	0	0	0	182	182	55	5	*	*	54	25	16	5	2	*	*	*	
December 2026	57	7	0	0	0	0	189	189	43	3	*	*	49	22	13	4	1	*	*	*	
December 2027	52	3	0	0	0	0	197	197	34	2	*	*	44	18	11	3	1	*	*	*	
December 2028	48	0	0	0	0	0	205	201	27	1	*	*	39	15	9	2	1	*	*	*	
December 2029	43	0	0	0	0	0	214	176	21	1	*	*	33	13	7	2	*	*	*	*	0
December 2030	38	0	0	0	0	0	222	154	16	1	*	*	28	10	5	1	*	*	*	*	0
December 2031	32	0	0	0	0	0	231	132	12	*	*	*	22	7	4	1	*	*	*	*	0
December 2032	26	0	0	0	0	0	241	112	9	*	*	*	16	5	3	*	*	*	*	*	0
December 2033	20	0	0	0	0	0	251	94	7	*	*	0	10	3	1	*	*	*	*	*	0
December 2034	14	0	0	0	0	0	261	77	5	*	*	0	4	1	*	*	*	*	*	*	0
December 2035	7	0	0	0	0	0	271	61	4	*	*	0	0	0	0	0	0	0	0	0	0
December 2036	0	0	0	0	0	0	275	46	2	*	*	0	0	0	0	0	0	0	0	0	0
December 2037	0	0	0	0	0	0	213	33	2	*	*	0	0	0	0	0	0	0	0	0	0
December 2038	0	0	0	0	0	0	146	20	1	*	*	0	0	0	0	0	0	0	0	0	0
December 2039	0	0	0	0	0	0	76	8	*	*	*	0	0	0	0	0	0	0	0	0	0
December 2040	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	16.2	8.0	4.3	2.8	2.1	1.7	28.1	23.0	14.7	9.1	6.2	4.6	15.5	10.3	8.3	5.4	4.2	2.8	2.0	1.1	

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

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

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

KF and KS† Classes							
PSA Prepayment Assumption							
Date	0%	100%	369%	650%	1000%	1400%	1900%
Initial Percent	100	100	100	100	100	100	100
December 2011	99	91	76	59	39	16	0
December 2012	98	83	57	35	15	2	0
December 2013	97	75	43	20	6	*	0
December 2014	96	68	32	12	2	*	0
December 2015	95	61	24	7	1	*	0
December 2016	94	54	17	4	*	*	0
December 2017	92	48	13	2	*	*	0
December 2018	91	42	9	1	*	*	0
December 2019	89	36	7	1	*	*	0
December 2020	87	31	5	*	*	0	0
December 2021	85	26	3	*	*	0	0
December 2022	83	21	2	*	*	0	0
December 2023	80	17	1	*	*	0	0
December 2024	77	13	1	*	*	0	0
December 2025	75	9	1	*	*	0	0
December 2026	71	5	*	*	*	0	0
December 2027	68	3	*	*	0	0	0
December 2028	64	2	*	*	0	0	0
December 2029	60	1	*	*	0	0	0
December 2030	55	*	*	*	0	0	0
December 2031	50	*	*	0	0	0	0
December 2032	44	0	0	0	0	0	0
December 2033	38	0	0	0	0	0	0
December 2034	32	0	0	0	0	0	0
December 2035	24	0	0	0	0	0	0
December 2036	17	0	0	0	0	0	0
December 2037	12	0	0	0	0	0	0
December 2038	8	0	0	0	0	0	0
December 2039	4	0	0	0	0	0	0
December 2040	0	0	0	0	0	0	0
Weighted Average							
Life (years)**	19.4	7.4	3.4	1.9	1.1	0.6	0.1

Date	NA Class						NB Class					
	PSA Prepayment Assumption						PSA Prepayment Assumption					
	0%	100%	394%	700%	1000%	1400%	0%	100%	394%	700%	1000%	1400%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100
December 2011	96	93	88	83	78	71	100	100	100	100	100	100
December 2012	91	85	70	56	43	27	100	100	100	100	100	100
December 2013	87	75	50	30	15	3	100	100	100	100	100	100
December 2014	82	65	35	15	5	0	100	100	100	100	100	42
December 2015	76	57	24	8	1	0	100	100	100	100	100	6
December 2016	71	49	17	3	0	0	100	100	100	100	52	1
December 2017	64	41	11	1	0	0	100	100	100	100	19	*
December 2018	58	34	7	0	0	0	100	100	100	80	7	*
December 2019	51	28	4	0	0	0	100	100	100	40	2	*
December 2020	44	22	2	0	0	0	100	100	100	20	1	*
December 2021	36	16	1	0	0	0	100	100	100	9	*	*
December 2022	27	11	0	0	0	0	100	100	79	4	*	*
December 2023	18	6	0	0	0	0	100	100	40	2	*	0
December 2024	9	2	0	0	0	0	100	100	14	*	*	0
December 2025	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average												
Life (years)**	8.6	6.3	3.6	2.5	1.9	1.5	14.9	14.7	12.9	9.1	6.4	4.1

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

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

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

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, the Principal Only Class and the Accrual Classes will be issued with original issue discount (“OID”), and certain other Classes of REMIC Certificates may be issued with OID. If a Class is issued with OID, a beneficial owner of a Certificate of that Class generally must recognize some taxable income in advance of the receipt of the cash attributable to that income. See “Material Federal Income Tax Consequences—Taxation of Beneficial Owners of Regular Certificates—*Treatment of Original Issue Discount*” in the REMIC Prospectus. In addition, certain other 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	200% PSA
2	384% PSA
3	200% PSA
4	275% PSA
5	8% CPR
6	369% PSA
7	394% PSA

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

Taxation of Beneficial Owners of Residual Certificates

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

Taxation of Beneficial Owners of RCR Certificates

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

Generally, the ownership interest represented by an RCR certificate will be one of two types. A certificate of a 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 Citigroup Global Markets Inc. (the “Dealer”) in exchange for the Trust MBS and the Underlying REMIC Certificates. The Dealer proposes to offer the Certificates directly to the public from time to time in negotiated transactions at varying prices to be determined at the time of sale. The Dealer may effect these transactions to or through other dealers.

LEGAL MATTERS

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

Group 2 Underlying REMIC Certificate

Underlying REMIC Trust	Class	Date of Issue	CUSIP Number	Interest Rate	Interest Type(I)	Final Distribution Date	Principal Type(I)	Original Principal Balance of Class	December 2010 Class Factor	Principal Balance in the Lower Tier REMIC	Approximate Weighted Average WAC	Approximate Weighted Average WAM (in months)	Approximate Weighted Average WALA (in months)
2010-096	CB	August 2010	31398TM57	4.5%	FIX	September 2040	SEQ	\$37,356,322	1.00000000	\$37,356,322.00	5.615%	281	70

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

Group 6 Underlying REMIC Certificates

Underlying REMIC Trust	Class	Date of Issue	CUSIP Number	Interest Rate	Interest Type(I)	Final Distribution Date	Principal Type(I)	Original Principal Balance of Class	December 2010 Class Factor	Principal or Notional Principal Balance in the Lower Tier REMIC	Approximate Weighted Average WAC	Approximate Weighted Average WAM (in months)	Approximate Weighted Average WALA (in months)
2007-036	FG	March 2007	31396VRE0	(2)	FLT	April 2037	PT	\$115,778,765	0.45014165	\$25,108,345.31	6.984%	225	120
2007-036	GO	March 2007	31396VRG5	0.0%	PO	April 2037	PT	8,906,059	0.45014165	1,931,411.07	6.984	225	120
2007-036	SG	March 2007	31396VRF7	(2)	INV/IO	April 2037	NTL	115,778,765	0.45014165	25,108,345.31	6.984	225	120

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

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

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

**Assumed Characteristics of the Mortgage Loans Underlying the ARM MBS
(As of December 1, 2010)**

Issue Date	Weighted Average Net Mortgage Rate (%)	Weighted Average Mortgage Rate (%)	Weighted Average Original Term (in months)	Weighted Average Remaining Term to Maturity (in months) ("WARMF")	Weighted Average Loan Age (in months) ("WALLA")	Weighted Average Margin (%)	Weighted Average Initial Reset Cap (%)	Weighted Average Periodic Rate Cap (%)	Weighted Average Lifetime Rate Cap (%)	Weighted Average Lifetime Rate Floor (%)	Weighted Average Months to Rate Change	Rate Reset Frequency (in months)	Payment Reset Frequency (in months)	Weighted Average Remaining Interest Only Periods (in months)	Index**
\$30,144,780.99	2.158	2.843	360	294	66	2.250	6.000	2.000	11.7107	2.250	4	6	6	54	WSJ 6-MONTH LIBOR
64,515,713.56	2.208	2.893	360	295	65	2.250	6.000	2.000	11.7376	2.250	3	6	6	55	WSJ 6-MONTH LIBOR

* The "Net Mortgage Rate" of a Hybrid ARM Loan is equal to its then current interest rate less the sum of the related servicing fee and our guaranty fee (expressed in each case as an annual percentage).

** For a description of the Index, see "The Mortgage Loans—Adjustable-Rate Mortgages (ARMs)—ARM Indices" in the MBS Prospectus.

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									
MO	\$11,114,000	MB	\$11,114,000	PAC	4.0%	FIX	31397Q2E7	January 2041	
MV	11,114,000(3)								
MW	11,114,000(3)								
Recombination 2									
QF	36,343,397	QU	54,515,095	SUP	4.0	FIX	31397Q2F4	January 2041	
QS	18,171,698								
Recombination 3									
LF	45,882,500	LP	45,882,500	PT	7.0	FIX	31397Q2G2	January 2041	
LS	45,882,500(3)								

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

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

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

Principal Balance Schedules

Aggregate Group I Planned Balances

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
Initial Balance	\$123,314,000.00	April 2015	\$ 66,698,985.83	August 2019	\$ 26,821,119.73
January 2011	122,630,340.96	May 2015	65,715,383.09	September 2019	26,319,083.19
February 2011	121,907,574.70	June 2015	64,739,882.39	October 2019	25,826,024.81
March 2011	121,146,121.07	July 2015	63,772,419.82	November 2019	25,341,788.43
April 2011	120,346,429.36	August 2015	62,812,931.98	December 2019	24,866,220.55
May 2011	119,508,977.88	September 2015	61,861,355.95	January 2020	24,399,170.30
June 2011	118,634,273.52	October 2015	60,917,629.30	February 2020	23,940,489.38
July 2011	117,722,851.26	November 2015	59,981,690.09	March 2020	23,490,032.03
August 2011	116,775,273.65	December 2015	59,053,476.85	April 2020	23,047,654.98
September 2011	115,792,130.26	January 2016	58,132,928.60	May 2020	22,613,217.41
October 2011	114,774,037.07	February 2016	57,219,984.83	June 2020	22,186,580.92
November 2011	113,721,635.85	March 2016	56,314,585.49	July 2020	21,767,609.46
December 2011	112,635,593.49	April 2016	55,416,671.00	August 2020	21,356,169.32
January 2012	111,516,601.32	May 2016	54,526,182.25	September 2020	20,952,129.07
February 2012	110,365,374.37	June 2016	53,643,060.58	October 2020	20,555,359.54
March 2012	109,182,650.62	July 2016	52,767,247.80	November 2020	20,165,733.77
April 2012	107,969,190.21	August 2016	51,898,686.15	December 2020	19,783,126.97
May 2012	106,725,774.62	September 2016	51,037,318.32	January 2021	19,407,416.50
June 2012	105,453,205.83	October 2016	50,183,087.46	February 2021	19,038,481.80
July 2012	104,152,305.44	November 2016	49,335,937.16	March 2021	18,676,204.40
August 2012	102,862,003.98	December 2016	48,495,811.44	April 2021	18,320,467.84
September 2012	101,582,218.19	January 2017	47,662,654.75	May 2021	17,971,157.67
October 2012	100,312,865.47	February 2017	46,836,411.98	June 2021	17,628,161.40
November 2012	99,053,863.86	March 2017	46,017,028.45	July 2021	17,291,368.47
December 2012	97,805,132.02	April 2017	45,204,449.90	August 2021	16,960,670.22
January 2013	96,566,589.25	May 2017	44,398,622.49	September 2021	16,635,959.85
February 2013	95,338,155.48	June 2017	43,599,492.80	October 2021	16,317,132.40
March 2013	94,119,751.25	July 2017	42,807,007.82	November 2021	16,004,084.70
April 2013	92,911,297.73	August 2017	42,021,114.96	December 2021	15,696,715.37
May 2013	91,712,716.68	September 2017	41,248,944.66	January 2022	15,394,924.76
June 2013	90,523,930.48	October 2017	40,490,432.61	February 2022	15,098,614.93
July 2013	89,344,862.10	November 2017	39,745,342.89	March 2022	14,807,689.63
August 2013	88,175,435.12	December 2017	39,013,443.61	April 2022	14,522,054.26
September 2013	87,015,573.71	January 2018	38,294,506.80	May 2022	14,241,615.85
October 2013	85,865,202.62	February 2018	37,588,308.38	June 2022	13,966,283.03
November 2013	84,724,247.18	March 2018	36,894,628.09	July 2022	13,695,966.00
December 2013	83,592,633.31	April 2018	36,213,249.40	August 2022	13,430,576.51
January 2014	82,470,287.50	May 2018	35,543,959.49	September 2022	13,170,027.82
February 2014	81,357,136.81	June 2018	34,886,549.14	October 2022	12,914,234.70
March 2014	80,253,108.86	July 2018	34,240,812.70	November 2022	12,663,113.36
April 2014	79,158,131.84	August 2018	33,606,548.03	December 2022	12,416,581.48
May 2014	78,072,134.48	September 2018	32,983,556.43	January 2023	12,174,558.15
June 2014	76,995,046.08	October 2018	32,371,642.58	February 2023	11,936,963.85
July 2014	75,926,796.48	November 2018	31,770,614.49	March 2023	11,703,720.44
August 2014	74,867,316.07	December 2018	31,180,283.45	April 2023	11,474,751.11
September 2014	73,816,535.77	January 2019	30,600,463.95	May 2023	11,249,980.40
October 2014	72,774,387.04	February 2019	30,030,973.66	June 2023	11,029,334.13
November 2014	71,740,801.87	March 2019	29,471,633.35	July 2023	10,812,739.41
December 2014	70,715,712.78	April 2019	28,922,266.85	August 2023	10,600,124.61
January 2015	69,699,052.81	May 2019	28,382,701.00	September 2023	10,391,419.33
February 2015	68,690,755.53	June 2019	27,852,765.59	October 2023	10,186,554.39
March 2015	67,690,755.01	July 2019	27,332,293.32	November 2023	9,985,461.81

Aggregate Group I (Continued)

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
December 2023	\$ 9,788,074.78	July 2028	\$ 3,095,319.35	February 2033	\$ 810,099.91
January 2024	9,594,327.64	August 2028	3,027,430.39	March 2033	787,984.29
February 2024	9,404,155.88	September 2028	2,960,859.88	April 2033	766,337.05
March 2024	9,217,496.09	October 2028	2,895,583.73	May 2033	745,149.25
April 2024	9,034,285.96	November 2028	2,831,578.29	June 2033	724,412.10
May 2024	8,854,464.26	December 2028	2,768,820.33	July 2033	704,116.97
June 2024	8,677,970.83	January 2029	2,707,287.01	August 2033	684,255.39
July 2024	8,504,746.54	February 2029	2,646,955.92	September 2033	664,819.05
August 2024	8,334,733.29	March 2029	2,587,805.02	October 2033	645,799.78
September 2024	8,167,873.98	April 2029	2,529,812.67	November 2033	627,189.56
October 2024	8,004,112.50	May 2029	2,472,957.61	December 2033	608,980.52
November 2024	7,843,393.72	June 2029	2,417,218.96	January 2034	591,164.94
December 2024	7,685,663.46	July 2029	2,362,576.21	February 2034	573,735.22
January 2025	7,530,868.49	August 2029	2,309,009.20	March 2034	556,683.91
February 2025	7,378,956.49	September 2029	2,256,498.15	April 2034	540,003.70
March 2025	7,229,876.06	October 2029	2,205,023.61	May 2034	523,687.40
April 2025	7,083,576.68	November 2029	2,154,566.48	June 2034	507,727.97
May 2025	6,940,008.71	December 2029	2,105,107.99	July 2034	492,118.48
June 2025	6,799,123.38	January 2030	2,056,629.73	August 2034	476,852.14
July 2025	6,660,872.77	February 2030	2,009,113.58	September 2034	461,922.28
August 2025	6,525,209.78	March 2030	1,962,541.77	October 2034	447,322.34
September 2025	6,392,088.13	April 2030	1,916,896.84	November 2034	433,045.90
October 2025	6,261,462.36	May 2030	1,872,161.63	December 2034	419,086.64
November 2025	6,133,287.79	June 2030	1,828,319.29	January 2035	405,438.37
December 2025	6,007,520.51	July 2030	1,785,353.27	February 2035	392,095.00
January 2026	5,884,117.40	August 2030	1,743,247.31	March 2035	379,050.57
February 2026	5,763,036.06	September 2030	1,701,985.45	April 2035	366,299.21
March 2026	5,644,234.85	October 2030	1,661,552.00	May 2035	353,835.16
April 2026	5,527,672.85	November 2030	1,621,931.56	June 2035	341,652.78
May 2026	5,413,309.84	December 2030	1,583,109.00	July 2035	329,746.52
June 2026	5,301,106.33	January 2031	1,545,069.46	August 2035	318,110.94
July 2026	5,191,023.49	February 2031	1,507,798.35	September 2035	306,740.70
August 2026	5,083,023.19	March 2031	1,471,281.33	October 2035	295,630.56
September 2026	4,977,067.95	April 2031	1,435,504.33	November 2035	284,775.36
October 2026	4,873,120.95	May 2031	1,400,453.52	December 2035	274,170.05
November 2026	4,771,146.01	June 2031	1,366,115.31	January 2036	263,809.68
December 2026	4,671,107.59	July 2031	1,332,476.37	February 2036	253,689.38
January 2027	4,572,970.77	August 2031	1,299,523.61	March 2036	243,804.37
February 2027	4,476,701.23	September 2031	1,267,244.15	April 2036	234,149.96
March 2027	4,382,265.26	October 2031	1,235,625.37	May 2036	224,721.54
April 2027	4,289,629.74	November 2031	1,204,654.85	June 2036	215,514.60
May 2027	4,198,762.13	December 2031	1,174,320.41	July 2036	206,524.71
June 2027	4,109,630.45	January 2032	1,144,610.08	August 2036	197,747.52
July 2027	4,022,203.29	February 2032	1,115,512.11	September 2036	189,178.76
August 2027	3,936,449.79	March 2032	1,087,014.96	October 2036	180,814.23
September 2027	3,852,339.62	April 2032	1,059,107.30	November 2036	172,649.83
October 2027	3,769,843.00	May 2032	1,031,777.99	December 2036	164,681.51
November 2027	3,688,930.66	June 2032	1,005,016.10	January 2037	156,905.32
December 2027	3,609,573.84	July 2032	978,810.90	February 2037	149,317.37
January 2028	3,531,744.30	August 2032	953,151.85	March 2037	141,913.85
February 2028	3,455,414.28	September 2032	928,028.60	April 2037	134,691.01
March 2028	3,380,556.52	October 2032	903,430.98	May 2037	127,645.18
April 2028	3,307,144.23	November 2032	879,349.02	June 2037	120,772.76
May 2028	3,235,151.10	December 2032	855,772.91	July 2037	114,070.20
June 2028	3,164,551.27	January 2033	832,693.02	August 2037	107,534.04

Aggregate Group I (Continued)

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
September 2037	\$ 101,160.87	May 2038	\$ 55,655.20	January 2039	\$ 18,813.43
October 2037	94,947.35	June 2038	50,605.90	February 2039	14,747.85
November 2037	88,890.21	July 2038	45,688.88	March 2039	10,793.87
December 2037	82,986.22	August 2038	40,901.37	April 2039	6,949.11
January 2038	77,232.23	September 2038	36,240.66	May 2039	3,211.26
February 2038	71,625.14	October 2038	31,704.09	June 2039 and thereafter	0.00
March 2038	66,161.92	November 2038	27,289.06		
April 2038	60,839.58	December 2038	22,993.01		

Aggregate Group II Planned Balances

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
Initial Balance	\$174,897,405.00	June 2014	\$125,456,198.53	December 2017	\$ 74,746,042.58
January 2011	174,413,200.12	July 2014	124,080,844.34	January 2018	73,700,189.45
February 2011	173,883,525.70	August 2014	122,714,373.47	February 2018	72,661,182.02
March 2011	173,308,586.06	September 2014	121,356,731.07	March 2018	71,628,977.85
April 2011	172,688,612.93	October 2014	120,007,862.65	April 2018	70,603,534.78
May 2011	172,023,865.40	November 2014	118,667,714.04	May 2018	69,584,810.90
June 2011	171,314,629.68	December 2014	117,336,231.39	June 2018	68,572,764.56
July 2011	170,561,219.01	January 2015	116,013,361.19	July 2018	67,567,354.36
August 2011	169,763,973.39	February 2015	114,699,050.26	August 2018	66,568,539.14
September 2011	168,923,259.42	March 2015	113,393,245.72	September 2018	65,576,278.02
October 2011	168,039,470.00	April 2015	112,095,895.05	October 2018	64,590,530.34
November 2011	167,113,024.03	May 2015	110,806,946.02	November 2018	63,611,255.70
December 2011	166,144,366.17	June 2015	109,526,346.72	December 2018	62,638,413.96
January 2012	165,133,966.44	July 2015	108,254,045.57	January 2019	61,671,965.19
February 2012	164,082,319.87	August 2015	106,989,991.29	February 2019	60,711,869.74
March 2012	162,989,946.15	September 2015	105,734,132.92	March 2019	59,760,851.14
April 2012	161,857,389.16	October 2015	104,486,419.82	April 2019	58,823,889.38
May 2012	160,685,216.57	November 2015	103,246,801.63	May 2019	57,900,783.47
June 2012	159,474,019.38	December 2015	102,015,228.33	June 2019	56,991,335.25
July 2012	158,224,411.41	January 2016	100,791,650.18	July 2019	56,095,349.33
August 2012	156,944,428.92	February 2016	99,576,017.76	August 2019	55,212,633.06
September 2012	155,634,576.84	March 2016	98,368,281.93	September 2019	54,342,996.49
October 2012	154,295,378.47	April 2016	97,168,393.86	October 2019	53,486,252.32
November 2012	152,927,375.10	May 2016	95,976,305.04	November 2019	52,642,215.90
December 2012	151,531,125.51	June 2016	94,791,967.22	December 2019	51,810,705.15
January 2013	150,107,205.51	July 2016	93,615,332.46	January 2020	50,991,540.56
February 2013	148,656,207.39	August 2016	92,446,353.11	February 2020	50,184,545.12
March 2013	147,178,739.45	September 2016	91,284,981.81	March 2020	49,389,544.32
April 2013	145,675,425.44	October 2016	90,131,171.50	April 2020	48,606,366.08
May 2013	144,169,755.22	November 2016	88,984,875.39	May 2020	47,834,840.77
June 2013	142,673,772.23	December 2016	87,846,046.97	June 2020	47,074,801.10
July 2013	141,187,416.74	January 2017	86,714,640.04	July 2020	46,326,082.16
August 2013	139,710,629.39	February 2017	85,590,608.66	August 2020	45,588,521.34
September 2013	138,243,351.17	March 2017	84,473,907.18	September 2020	44,861,958.33
October 2013	136,785,523.44	April 2017	83,364,490.21	October 2020	44,146,235.05
November 2013	135,337,087.91	May 2017	82,262,312.67	November 2020	43,441,195.67
December 2013	133,897,986.64	June 2017	81,167,329.72	December 2020	42,746,686.52
January 2014	132,468,162.06	July 2017	80,079,496.82	January 2021	42,062,556.12
February 2014	131,047,556.94	August 2017	78,998,769.68	February 2021	41,388,655.09
March 2014	129,636,114.38	September 2017	77,925,104.30	March 2021	40,724,836.18
April 2014	128,233,777.87	October 2017	76,858,456.93	April 2021	40,070,954.20
May 2014	126,840,491.20	November 2017	75,798,784.09	May 2021	39,426,866.00

Aggregate Group II (Continued)

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
June 2021	\$ 38,792,430.44	January 2026	\$ 15,364,571.25	August 2030	\$ 5,479,286.14
July 2021	38,167,508.37	February 2026	15,096,594.20	September 2030	5,369,135.45
August 2021	37,551,962.63	March 2026	14,832,798.63	October 2030	5,260,809.37
September 2021	36,945,657.93	April 2026	14,573,122.88	November 2030	5,154,280.15
October 2021	36,348,460.95	May 2026	14,317,506.14	December 2030	5,049,520.40
November 2021	35,760,240.20	June 2026	14,065,888.49	January 2031	4,946,503.16
December 2021	35,180,866.07	July 2026	13,818,210.87	February 2031	4,845,201.86
January 2022	34,610,210.77	August 2026	13,574,415.04	March 2031	4,745,590.30
February 2022	34,048,148.31	September 2026	13,334,443.62	April 2031	4,647,642.68
March 2022	33,494,554.48	October 2026	13,098,240.04	May 2031	4,551,333.57
April 2022	32,949,306.81	November 2026	12,865,748.52	June 2031	4,456,637.90
May 2022	32,412,284.58	December 2026	12,636,914.10	July 2031	4,363,530.99
June 2022	31,883,368.75	January 2027	12,411,682.62	August 2031	4,271,988.50
July 2022	31,362,441.97	February 2027	12,190,000.65	September 2031	4,181,986.44
August 2022	30,849,388.56	March 2027	11,971,815.57	October 2031	4,093,501.19
September 2022	30,344,094.46	April 2027	11,757,075.50	November 2031	4,006,509.47
October 2022	29,846,447.21	May 2027	11,545,729.29	December 2031	3,920,988.32
November 2022	29,356,335.96	June 2027	11,337,726.53	January 2032	3,836,915.15
December 2022	28,873,651.42	July 2027	11,133,017.55	February 2032	3,754,267.68
January 2023	28,398,285.84	August 2027	10,931,553.36	March 2032	3,673,023.95
February 2023	27,930,132.98	September 2027	10,733,285.70	April 2032	3,593,162.33
March 2023	27,469,088.14	October 2027	10,538,167.00	May 2032	3,514,661.52
April 2023	27,015,048.07	November 2027	10,346,150.36	June 2032	3,437,500.50
May 2023	26,567,910.98	December 2027	10,157,189.56	July 2032	3,361,658.59
June 2023	26,127,576.54	January 2028	9,971,239.05	August 2032	3,287,115.40
July 2023	25,693,945.83	February 2028	9,788,253.92	September 2032	3,213,850.83
August 2023	25,266,921.32	March 2028	9,608,189.92	October 2032	3,141,845.09
September 2023	24,846,406.88	April 2028	9,431,003.43	November 2032	3,071,078.68
October 2023	24,432,307.73	May 2028	9,256,651.46	December 2032	3,001,532.38
November 2023	24,024,530.43	June 2028	9,085,091.63	January 2033	2,933,187.25
December 2023	23,622,982.88	July 2028	8,916,282.18	February 2033	2,866,024.64
January 2024	23,227,574.27	August 2028	8,750,181.96	March 2033	2,800,026.15
February 2024	22,838,215.07	September 2028	8,586,750.38	April 2033	2,735,173.69
March 2024	22,454,817.05	October 2028	8,425,947.48	May 2033	2,671,449.40
April 2024	22,077,293.20	November 2028	8,267,733.83	June 2033	2,608,835.70
May 2024	21,705,557.77	December 2028	8,112,070.60	July 2033	2,547,315.27
June 2024	21,339,526.20	January 2029	7,958,919.51	August 2033	2,486,871.04
July 2024	20,979,115.16	February 2029	7,808,242.83	September 2033	2,427,486.19
August 2024	20,624,242.48	March 2029	7,660,003.38	October 2033	2,369,144.16
September 2024	20,274,827.16	April 2029	7,514,164.51	November 2033	2,311,828.62
October 2024	19,930,789.37	May 2029	7,370,690.10	December 2033	2,255,523.49
November 2024	19,592,050.39	June 2029	7,229,544.57	January 2034	2,200,212.92
December 2024	19,258,532.63	July 2029	7,090,692.83	February 2034	2,145,881.32
January 2025	18,930,159.61	August 2029	6,954,100.31	March 2034	2,092,513.28
February 2025	18,606,855.92	September 2029	6,819,732.92	April 2034	2,040,093.68
March 2025	18,288,547.24	October 2029	6,687,557.11	May 2034	1,988,607.57
April 2025	17,975,160.29	November 2029	6,557,539.76	June 2034	1,938,040.26
May 2025	17,666,622.85	December 2029	6,429,648.27	July 2034	1,888,377.25
June 2025	17,362,863.73	January 2030	6,303,850.49	August 2034	1,839,604.27
July 2025	17,063,812.73	February 2030	6,180,114.74	September 2034	1,791,707.26
August 2025	16,769,400.67	March 2030	6,058,409.81	October 2034	1,744,672.37
September 2025	16,479,559.36	April 2030	5,938,704.93	November 2034	1,698,485.96
October 2025	16,194,221.56	May 2030	5,820,969.79	December 2034	1,653,134.57
November 2025	15,913,321.00	June 2030	5,705,174.50	January 2035	1,608,604.97
December 2025	15,636,792.36	July 2030	5,591,289.62	February 2035	1,564,884.10

Aggregate Group II (Continued)

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
March 2035	\$ 1,521,959.13	March 2037	\$ 700,258.48	March 2039	\$ 187,639.38
April 2035	1,479,817.37	April 2037	673,568.36	April 2039	171,350.43
May 2035	1,438,446.38	May 2037	647,399.76	May 2039	155,410.10
June 2035	1,397,833.84	June 2037	621,744.14	June 2039	139,812.48
July 2035	1,357,967.68	July 2037	596,593.07	July 2039	124,551.76
August 2035	1,318,835.95	August 2037	571,938.28	August 2039	109,622.21
September 2035	1,280,426.92	September 2037	547,771.60	September 2039	97,193.52
October 2035	1,242,729.02	October 2037	524,084.99	October 2039	85,035.09
November 2035	1,205,730.86	November 2037	500,870.53	November 2039	73,142.31
December 2035	1,169,421.20	December 2037	478,120.44	December 2039	61,510.66
January 2036	1,133,789.00	January 2038	455,827.04	January 2040	50,135.67
February 2036	1,098,823.36	February 2038	433,982.75	February 2040	39,012.95
March 2036	1,064,513.54	March 2038	412,580.14	March 2040	28,138.16
April 2036	1,030,849.00	April 2038	391,611.88	April 2040	24,326.84
May 2036	997,819.31	May 2038	371,070.74	May 2040	20,599.12
June 2036	965,414.22	June 2038	350,949.62	June 2040	16,953.56
July 2036	933,623.64	July 2038	331,241.51	July 2040	13,388.75
August 2036	902,437.62	August 2038	311,939.51	August 2040	9,903.33
September 2036	871,846.36	September 2038	293,036.84	September 2040	6,495.91
October 2036	841,840.21	October 2038	274,526.82	October 2040	3,210.80
November 2036	812,409.67	November 2038	256,402.85	November 2040 and thereafter	0.00
December 2036	783,545.38	December 2038	238,658.46		
January 2037	755,238.12	January 2039	221,287.26		
February 2037	727,478.80	February 2039	204,282.96		

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.

\$900,444,245



Guaranteed REMIC Pass-Through Certificates

Fannie Mae REMIC Trust 2010-147

TABLE OF CONTENTS

	<u>Page</u>
Table of Contents	S- 2
Available Information	S- 3
Summary	S- 4
Additional Risk Factors	S- 8
Description of the Certificates	S- 9
Certain Additional Federal Income Tax Consequences	S-27
Plan of Distribution	S-29
Legal Matters	S-29
Exhibit A-1	A- 1
Exhibit A-2	A- 2
Schedule 1	A- 3
Principal Balance Schedules	B- 1

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Prospectus Supplement
December 22, 2010