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

$684,442,316

FannieMae®

Guaranteed REMIC Pass-Through Certificates
Fannie Mae REMIC Trust 2010-153

The Certificates

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

Payments to Certificateholders

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

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

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

The Fannie Mae Guaranty

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

The Trust and its Assets

The trust will own Fannie Mae MBS.

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

Class	*Group*	*Original Class Balance*	*Principal Type(1)*	*Interest Rate*	*Interest Type(1)*	*CUSIP Number*	*Final Distribution Date*
B(2)	1	$140,000,000	SEQ	1.5%	FIX	31398S2Y8	November 2017
BC(2)	1	260,000,000	SEQ	1.5	FIX	31398S2Z5	November 2018
AI	1	200,000,000(3)	NTL	4.0	FIX/IO	31398S3A9	November 2018
IB(2)	1	17,500,000(3)	NTL	4.0	FIX/IO	31398S3B7	November 2017
IC(2)	1	32,500,000(3)	NTL	4.0	FIX/IO	31398S3C5	November 2018
FA(2)	2	130,664,842	PT	(4)	FLT	31398S3D3	January 2041
FD	2	7,000,000	PT	(4)	FLT	31398S3E1	January 2041
PO(2).	2	21,777,474	PT	0.0	PO	31398S3F8	January 2041
SD	2	7,000,000(3)	NTL	(4)	INV/IO	31398S3G6	January 2041
SI(2)	2	130,664,842(3)	NTL	(4)	INV/IO	31398S3H4	January 2041
GH(2)	3	100,000,000	SEQ	4.0	FIX	31398S3J0	March 2038
GZ	3	13,061,000	SEQ	4.0	FIX/Z	31398S3K7	January 2041
VA(2)	3	7,265,000	SEQ/AD	4.0	FIX	31398S3L5	February 2022
VB(2)	3	4,674,000	SEQ/AD	4.0	FIX	31398S3M3	May 2027
R		0	NPR	0	NPR	31398S3N1	January 2041
RL		0	NPR	0	NPR	31398S3P6	January 2041

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

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 A, AB, AC, AD, AE, BA, BD, BE, BG, BH, BI, AT, BT, S, SA, SB and GE 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 (other than the AI Class) from time to time in negotiated transactions at varying prices. We expect the settlement date to be December 30, 2010. Fannie Mae initially will retain the AI Class. See "Plan of Distribution" in this prospectus supplement.

Carefully consider the risk factors on page S-7 of this prospectus supplement and starting on page 11 of the REMIC prospectus. Unless you understand and are able to tolerate these risks, you should not invest in the certificates.

You should read the REMIC prospectus as well as this prospectus supplement.

The certificates, together with interest thereon, are not guaranteed by the United States and do not constitute a debt or obligation of the United States or any agency or instrumentality thereof other than Fannie Mae.

The certificates are exempt from registration under the Securities Act of 1933 and are "exempted securities" under the Securities Exchange Act of 1934.

RBS®
The Royal Bank of Scotland

December 22, 2010

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AVAILABLE INFORMATION

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

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

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

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

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

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

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

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

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

RBS Securities Inc.
Prospectus Department
600 Washington Blvd.
Stamford, Connecticut 06901
(telephone 203-897-2318).

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

Group	Assets
1	Group 1 MBS
2	Group 2 MBS
3	Group 3 MBS

Group 1, Group 2 and Group 3

Characteristics of the MBS

	Approximate Principal Balance	Pass-Through Rate	Range of Weighted Average Coupons or WACs (annual percentages)	Range of Weighted Average Remaining Terms to Maturity or WAMs (in months)
Group 1 MBS	$400,000,000	4.00%	4.25% to 6.50%	85 to 95
Group 2 MBS	$159,442,316	6.00%	6.25% to 8.50%	241 to 360
Group 3 MBS	$125,000,000	4.00%	4.25% to 6.50%	241 to 360

Assumed Characteristics of the Underlying Mortgage Loans

	Principal Balance	Original Term to Maturity (in months)	Remaining Term to Maturity (in months)	Loan Age (in months)	Interest Rate
Group 1 MBS	$400,000,000	180	87	88	4.497%
Group 2 MBS	$159,442,316	360	321	37	6.650%
Group 3 MBS	$125,000,000	360	359	1	4.640%

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

Settlement Date

We expect to issue the certificates on 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:

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

Exchanging Certificates Through Combination and Recombination

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

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

Interest Rates

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

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

Class	Initial Interest Rate	Maximum Interest Rate	Minimum Interest Rate	Formula for Calculation of Interest Rate(1)
FA	0.75300%	7.00%	0.5%	LIBOR + 50 basis points
FD	0.95300%	6.00%	0.7%	LIBOR + 70 basis points
SD	5.04700%	5.30%	0.0%	5.3% − LIBOR
SI	6.24700%	6.50%	0.0%	6.5% − LIBOR
S	37.48200%	39.00%	0.0%	39% − (6 × LIBOR)
SA	9.37050%	9.75%	0.0%	9.75% − (1.5 × LIBOR)
SB	11.24460%	11.70%	0.0%	11.7% − (1.8 × LIBOR)

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

Notional Classes

The notional principal balances of the notional classes will equal the percentages of the outstanding balances specified below immediately before the related distribution date:

Class	
AI	50% of the *sum* of the B and BC Classes
IB	12.5% of the B Class
IC	12.5% of the BC Class
SD	100% of the FD Class
SI	100% of the FA Class
BI	12.5% of the *sum* of the B and BC Classes

Distributions of Principal

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

Weighted Average Lives (years)*

	PSA Prepayment Assumption					
Group 1 Classes	**0%**	**100%**	**275%**	**450%**	**600%**	**1000%**
B, IB, BA, BD and BE	3.7	2.7	1.9	1.4	1.1	0.6
BC, IC, AB, BG and BH	4.7	3.7	2.9	2.3	1.9	1.2
AI, A, AC, AD, AE and BI	4.3	3.3	2.6	2.0	1.7	1.0

	PSA Prepayment Assumption							
Group 2 Classes	**0%**	**100%**	**275%**	**470%**	**725%**	**1000%**	**1300%**	**1900%**
FA, FD, PO, SD, SI, AT, BT, S, SA and SB	20.8	10.0	4.9	2.9	1.7	1.1	0.7	0.1

	PSA Prepayment Assumption					
Group 3 Classes	**0%**	**100%**	**277%**	**450%**	**600%**	**900%**
GH	17.4	7.9	4.0	2.9	2.4	1.8
GZ	28.6	23.1	14.5	10.0	7.7	5.2
VA	6.0	6.0	5.8	4.7	4.0	3.0
VB	13.8	13.8	9.7	6.7	5.3	3.8
GE	16.5	8.0	4.4	3.1	2.6	2.0

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

"Jumbo-conforming" and "high-balance" mortgage loans, which have original principal balances that exceed our traditional conforming loan limits, may prepay at different rates than conforming balance mortgage loans generally. The pools underlying the Group 3 MBS have been designated as pools that include "jumbo-conforming" or "high-balance" mortgage loans. There is limited historical performance data regarding prepayment rates for jumbo-conforming and high-balance mortgage loans. If prevailing mortgage rates decline, borrowers with jumbo-conforming and high-balance mortgage loans may be more likely to refinance their mortgage loans than borrowers with conforming balance loans. This is because a relatively small reduction in the interest rate of a jumbo-conforming and high-balance mortgage loan can have a greater impact on the borrower's monthly payment than a similar interest rate change for a conforming balance loan.

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

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

As a result of these factors, the Group 3 Classes may receive payments of principal more quickly or more slowly than expected, and the weighted average lives and yields of those Classes may be affected, perhaps significantly.

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 three groups of Fannie Mae Guaranteed Mortgage Pass-Through Certificates (the “Group 1 MBS,” “Group 2 MBS” and “Group 3 MBS,” and together, the “MBS”).

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

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

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

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

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

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

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

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

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

The MBS

The MBS provide that principal and interest on the related Mortgage Loans are passed through monthly. The Mortgage Loans underlying the MBS are conventional, fixed-rate, fully-amortizing mortgage loans secured by first mortgages or deeds of trust on single-family residential properties. These Mortgage Loans have original maturities of up to 15 years in the case of the Group 1 MBS, and up to 30 years in the case of the Group 2 MBS and Group 3 MBS.

In addition, the pools underlying the Group 3 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 3 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 2 and Group 3—Characteristics of the MBS" and "—Assumed Characteristics of the Underlying Mortgage Loans" in this prospectus supplement and "The Mortgage Pools" and "Yield, Maturity, and Prepayment Considerations" in the MBS Prospectus.

Distributions of Interest

General. The Certificates will bear interest at the rates specified in this prospectus supplement. Interest to be paid on each Certificate (or added to principal, in the case of the Accrual Class) on a Distribution Date will consist of one month's interest on the outstanding balance of that Certificate immediately prior to that Distribution Date. For a description of the Accrual Class, see "*—Accrual Class"* below.

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

Delay Classes	No-Delay Classes
Fixed Rate Classes	Floating Rate and Inverse Floating Rate 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 Class. The GZ Class is an Accrual Class. Interest will accrue on the Accrual Class at the applicable annual rate specified on the cover of this prospectus supplement. However, we will not pay any interest on the Accrual Class. Instead, interest accrued on the Accrual Class will be added as principal to its principal balance on each Distribution Date. We will pay principal on the Accrual Class as described under "—Distributions of Principal" below.

Distributions of Principal

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

- *Group 1*

The Group 1 Principal Distribution Amount in the following priority:

1. To B and BC, in the proportions of 42% and 58%, respectively, until B is retired.
2. To BC until retired.

Sequential Pay Classes

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

- *Group 2*

The Group 2 Principal Distribution Amount to FA, FD and PO, pro rata, until retired.

Pass Through Classes

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

- *Group 3*

The GZ Accrual Amount to VA and VB, in that order, until retired, and thereafter to GZ.

Accretion Directed Classes and Accrual Class

The Group 3 Cash Flow Distribution Amount to GH, VA, VB and GZ, in that order, until retired.

Sequential Pay Classes

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

The "Group 3 Cash Flow Distribution Amount" is the principal then paid on the Group 3 MBS.

Structuring Assumptions

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

- the Mortgage Loans underlying the MBS have the original terms to maturity, remaining terms to maturity, loan ages and interest rates specified under "Summary—Group 1, Group 2 and Group 3—Assumed Characteristics of the Underlying Mortgage Loans" in this prospectus supplement;
- the Mortgage Loans prepay at the constant percentages of PSA specified in the related tables;
- the settlement date for the Certificates is 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 is PSA. For a description of PSA, see "Yield, Maturity and Prepayment Considerations—Prepayment Models" in the REMIC Prospectus. It is highly unlikely that prepayments will occur at any *constant* PSA rate or at any other *constant* rate.

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 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. Moreover, it is unlikely that

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

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:**

Class	% PSA
AI	419%
IB	353%
IC	419%
BI	398%

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

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

Class	Price*
AI	8.18750%
IB	6.46875%
IC	9.50000%
BI	8.43750%

* 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 AI Class to Prepayments

	PSA Prepayment Assumption					
	50%	100%	275%	450%	600%	1000%
Pre-Tax Yields to Maturity	26.5%	23.1%	10.8%	(2.4)%	(14.5)%	(52.0)%

Sensitivity of the IB Class to Prepayments

	PSA Prepayment Assumption					
	50%	100%	275%	450%	600%	1000%
Pre-Tax Yields to Maturity	35.4%	30.3%	10.1%	(13.7)%	(36.7)%	*

Sensitivity of the IC Class to Prepayments

	PSA Prepayment Assumption					
	50%	100%	275%	450%	600%	1000%
Pre-Tax Yields to Maturity	21.4%	18.7%	8.8%	(2.0)%	(12.4)%	(47.0)%

Sensitivity of the BI Class to Prepayments

	PSA Prepayment Assumption					
	50%	100%	275%	450%	600%	1000%
Pre-Tax Yields to Maturity	24.7%	21.4%	9.1%	(4.0)%	(16.0)%	(53.2)%

The Inverse Floating Rate Classes. **The yields on the Inverse Floating Rate 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 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 Inverse Floating Rate 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 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 these Classes (expressed in each case as a percentage of original principal balance) are as follows:

Class	Price*
SD	10.37500%
SI	14.25000%
S	170.50000%
SA	106.37500%
SB	110.65625%

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

	PSA Prepayment Assumption							
LIBOR	50%	100%	275%	470%	725%	1000%	1300%	1900%
0.120%	49.7%	45.9%	32.2%	15.9%	(7.7)%	(37.2)%	(78.0)%	*
0.253%	48.2%	44.4%	30.8%	14.6%	(8.9)%	(38.2)%	(78.9)%	*
2.253%	26.1%	22.7%	10.1%	(4.8)%	(26.4)%	(53.5)%	(91.3)%	*
4.253%	3.6%	0.4%	(11.0)%	(24.6)%	(44.4)%	(70.1)%	*	*
5.300%	*	*	*	*	*	*	*	*

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

	PSA Prepayment Assumption							
LIBOR	50%	100%	275%	470%	725%	1000%	1300%	1900%
0.120%	43.5%	39.8%	26.4%	10.5%	(12.6)%	(41.5)%	(81.3)%	*
0.253%	42.4%	38.8%	25.4%	9.5%	(13.5)%	(42.2)%	(81.9)%	*
2.253%	26.5%	23.0%	10.5%	(4.5)%	(26.1)%	(53.2)%	(90.6)%	*
4.253%	10.6%	7.3%	(4.5)%	(18.5)%	(38.7)%	(64.2)%	*	*
6.253%	(12.2)%	(15.2)%	(25.7)%	(38.3)%	(56.8)%	(82.4)%	*	*
6.500%	*	*	*	*	*	*	*	*

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

	PSA Prepayment Assumption							
LIBOR	50%	100%	275%	470%	725%	1000%	1300%	1900%
0.120%	21.2%	19.8%	14.7%	8.3%	(1.4)%	(14.6)%	(35.0)%	*
0.253%	20.7%	19.3%	14.2%	7.8%	(1.9)%	(15.0)%	(35.3)%	*
2.253%	13.1%	11.8%	6.9%	0.8%	(8.5)%	(21.1)%	(40.8)%	*
4.253%	5.4%	4.3%	(0.3)%	(6.1)%	(15.0)%	(27.2)%	(46.1)%	*
6.253%	(2.6)%	(3.6)%	(7.5)%	(12.9)%	(21.4)%	(33.1)%	(51.3)%	*
6.500%	(3.7)%	(4.6)%	(8.4)%	(13.7)%	(22.2)%	(33.9)%	(52.0)%	*

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

	PSA Prepayment Assumption							
LIBOR	**50%**	**100%**	**275%**	**470%**	**725%**	**1000%**	**1300%**	**1900%**
0.120%	8.8%	8.6%	7.9%	7.0%	5.6%	3.6%	0.2%	(65.6)%
0.253%	8.6%	8.4%	7.7%	6.8%	5.4%	3.4%	0.0%	(65.6)%
2.253%	5.7%	5.5%	4.9%	4.0%	2.7%	0.7%	(2.5)%	(65.6)%
4.253%	2.8%	2.7%	2.1%	1.2%	(0.1)%	(1.9)%	(5.0)%	(65.6)%
6.253%	(0.1)%	(0.2)%	(0.8)%	(1.5)%	(2.8)%	(4.5)%	(7.5)%	(65.6)%
6.500%	(0.4)%	(0.5)%	(1.1)%	(1.9)%	(3.1)%	(4.9)%	(7.8)%	(65.6)%

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

	PSA Prepayment Assumption							
LIBOR	**50%**	**100%**	**275%**	**470%**	**725%**	**1000%**	**1300%**	**1900%**
0.120%	10.0%	9.7%	8.6%	7.2%	4.9%	1.6%	(3.7)%	(97.9)%
0.253%	9.8%	9.5%	8.4%	6.9%	4.6%	1.4%	(3.9)%	(97.9)%
2.253%	6.4%	6.2%	5.1%	3.7%	1.5%	(1.6)%	(6.8)%	(97.9)%
4.253%	3.1%	2.8%	1.8%	0.5%	(1.6)%	(4.6)%	(9.6)%	(97.9)%
6.253%	(0.3)%	(0.5)%	(1.4)%	(2.7)%	(4.7)%	(7.6)%	(12.4)%	(97.9)%
6.500%	(0.7)%	(0.9)%	(1.8)%	(3.1)%	(5.1)%	(8.0)%	(12.8)%	(97.9)%

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 yields 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:

Class	**Price**
PO	85.0%

Sensitivity of the PO Class to Prepayments

	PSA Prepayment Assumption							
	50%	**100%**	**275%**	**470%**	**725%**	**1000%**	**1300%**	**1900%**
Pre-Tax Yields to Maturity	1.3%	1.7%	3.6%	6.2%	10.4%	16.6%	27.4%	444.5%

Weighted Average Lives of the Certificates

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

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

- the timing of changes in the rate of principal distributions, and

- the priority sequences of distributions of principal of the Group 1 and Group 3 Classes.

See "—Distributions of Principal" above.

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

Decrement Tables

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

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

Mortgage Loans Backing Trust Assets Specified Below	Original Terms to Maturity	Remaining Terms to Maturity	Interest Rates
Group 1 MBS	180 months	95 months	6.50%
Group 2 MBS	360 months	360 months	8.50%
Group 3 MBS	360 months	360 months	6.50%

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

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

Percent of Original Principal Balances Outstanding

Date	B, IB†, BA, BD and BE Classes — PSA Prepayment Assumption					
	0%	100%	275%	450%	600%	1000%
Initial Percent	100	100	100	100	100	100
December 2011	88	79	68	57	48	22
December 2012	75	60	43	28	17	0
December 2013	62	42	24	9	0	0
December 2014	47	26	9	0	0	0
December 2015	31	10	0	0	0	0
December 2016	15	0	0	0	0	0
December 2017	0	0	0	0	0	0
December 2018	0	0	0	0	0	0
December 2019	0	0	0	0	0	0
December 2020	0	0	0	0	0	0
December 2021	0	0	0	0	0	0
December 2022	0	0	0	0	0	0
December 2023	0	0	0	0	0	0
December 2024	0	0	0	0	0	0
December 2025	0	0	0	0	0	0
Weighted Average Life (years)**	3.7	2.7	1.9	1.4	1.1	0.6

Date	BC, IC†, AB, BG and BH Classes — PSA Prepayment Assumption					
	0%	100%	275%	450%	600%	1000%
Initial Percent	100	100	100	100	100	100
December 2011	91	85	76	68	61	42
December 2012	82	70	58	47	38	19
December 2013	71	57	43	32	25	6
December 2014	61	45	32	21	13	2
December 2015	49	33	22	11	6	1
December 2016	37	21	10	5	2	*
December 2017	22	4	2	1	*	*
December 2018	0	0	0	0	0	0
December 2019	0	0	0	0	0	0
December 2020	0	0	0	0	0	0
December 2021	0	0	0	0	0	0
December 2022	0	0	0	0	0	0
December 2023	0	0	0	0	0	0
December 2024	0	0	0	0	0	0
December 2025	0	0	0	0	0	0
Weighted Average Life (years)**	4.7	3.7	2.9	2.3	1.9	1.2

Date	AI†, A, AC, AD, AE and BI† Classes — PSA Prepayment Assumption					
	0%	100%	275%	450%	600%	1000%
Initial Percent	100	100	100	100	100	100
December 2011	90	83	74	64	56	35
December 2012	79	67	53	40	31	12
December 2013	68	52	36	24	16	4
December 2014	56	38	24	14	8	1
December 2015	43	25	14	7	4	*
December 2016	29	14	7	3	1	*
December 2017	14	3	1	*	*	*
December 2018	0	0	0	0	0	0
December 2019	0	0	0	0	0	0
December 2020	0	0	0	0	0	0
December 2021	0	0	0	0	0	0
December 2022	0	0	0	0	0	0
December 2023	0	0	0	0	0	0
December 2024	0	0	0	0	0	0
December 2025	0	0	0	0	0	0
Weighted Average Life (years)**	4.3	3.3	2.6	2.0	1.7	1.0

Date	FA, FD, PO, SD†, SI†, AT, BT, S, SA and SB Classes — PSA Prepayment Assumption							
	0%	100%	275%	470%	725%	1000%	1300%	1900%
Initial Percent	100	100	100	100	100	100	100	100
December 2011	99	93	82	71	56	39	22	0
December 2012	98	86	68	50	31	16	5	0
December 2013	98	79	56	35	17	6	1	0
December 2014	97	73	46	25	10	2	*	0
December 2015	95	67	37	18	5	1	*	0
December 2016	94	62	31	12	3	*	*	0
December 2017	93	57	25	9	2	*	*	0
December 2018	92	52	20	6	1	*	*	0
December 2019	90	48	16	4	*	*	*	0
December 2020	89	44	13	3	*	*	*	0
December 2021	87	40	11	2	*	*	*	0
December 2022	85	36	9	1	*	*	0	0
December 2023	83	32	7	1	*	*	0	0
December 2024	81	29	6	1	*	*	0	0
December 2025	78	26	4	*	*	*	0	0
December 2026	75	23	3	*	*	*	0	0
December 2027	72	20	3	*	*	*	0	0
December 2028	69	17	2	*	*	*	0	0
December 2029	66	15	2	*	*	*	0	0
December 2030	62	13	1	*	*	0	0	0
December 2031	58	10	1	*	*	0	0	0
December 2032	53	8	1	*	*	0	0	0
December 2033	49	6	*	*	*	0	0	0
December 2034	43	5	*	*	*	0	0	0
December 2035	37	3	*	*	*	0	0	0
December 2036	31	1	*	*	*	0	0	0
December 2037	24	0	0	0	0	0	0	0
December 2038	17	0	0	0	0	0	0	0
December 2039	9	0	0	0	0	0	0	0
December 2040	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	20.8	10.0	4.9	2.9	1.7	1.1	0.7	0.1

Date	GH Class — PSA Prepayment Assumption					
	0%	100%	277%	450%	600%	900%
Initial Percent	100	100	100	100	100	100
December 2011	99	96	93	90	87	81
December 2012	97	89	78	68	59	42
December 2013	96	81	60	42	29	6
December 2014	94	73	45	23	9	0
December 2015	92	65	32	9	0	0
December 2016	90	58	21	0	0	0
December 2017	88	51	13	0	0	0
December 2018	86	45	6	0	0	0
December 2019	83	39	0	0	0	0
December 2020	81	33	0	0	0	0
December 2021	78	28	0	0	0	0
December 2022	75	23	0	0	0	0
December 2023	72	18	0	0	0	0
December 2024	69	14	0	0	0	0
December 2025	66	10	0	0	0	0
December 2026	62	7	0	0	0	0
December 2027	58	3	0	0	0	0
December 2028	54	0	0	0	0	0
December 2029	49	0	0	0	0	0
December 2030	45	0	0	0	0	0
December 2031	39	0	0	0	0	0
December 2032	34	0	0	0	0	0
December 2033	28	0	0	0	0	0
December 2034	22	0	0	0	0	0
December 2035	15	0	0	0	0	0
December 2036	8	0	0	0	0	0
December 2037	1	0	0	0	0	0
December 2038	0	0	0	0	0	0
December 2039	0	0	0	0	0	0
December 2040	0	0	0	0	0	0
Weighted Average Life (years)**	17.4	7.9	4.0	2.9	2.4	1.8

Date	GZ Class — PSA Prepayment Assumption					
	0%	100%	277%	450%	600%	900%
Initial Percent	100	100	100	100	100	100
December 2011	104	104	104	104	104	104
December 2012	108	108	108	108	108	108
December 2013	113	113	113	113	113	113
December 2014	117	117	117	117	117	109
December 2015	122	122	122	122	122	49
December 2016	127	127	127	127	101	22
December 2017	132	132	132	132	63	10
December 2018	138	138	138	96	39	4
December 2019	143	143	143	68	25	2
December 2020	149	149	149	48	15	1
December 2021	155	155	125	34	9	*
December 2022	161	161	100	24	6	*
December 2023	168	168	81	17	4	*
December 2024	175	175	65	12	2	*
December 2025	182	182	52	8	1	*
December 2026	189	189	41	6	1	*
December 2027	191	191	32	4	1	*
December 2028	191	191	25	3	*	*
December 2029	191	168	20	2	*	*
December 2030	191	146	15	1	*	*
December 2031	191	126	12	1	*	*
December 2032	191	108	9	1	*	*
December 2033	191	90	7	*	*	*
December 2034	191	74	5	*	*	*
December 2035	191	59	3	*	*	*
December 2036	191	45	2	*	*	0
December 2037	191	33	1	*	*	0
December 2038	136	21	1	*	*	0
December 2039	70	9	*	*	*	0
December 2040	0	0	0	0	0	0
Weighted Average Life (years)**	28.6	23.1	14.5	10.0	7.7	5.2

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

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

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

	VA Class						VB Class						GE Class					
	PSA Prepayment Assumption						PSA Prepayment Assumption						PSA Prepayment Assumption					
Date	0%	100%	277%	450%	600%	900%	0%	100%	277%	450%	600%	900%	0%	100%	277%	450%	600%	900%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
December 2011	93	93	93	93	93	93	100	100	100	100	100	100	98	96	93	90	88	83
December 2012	85	85	85	85	85	85	100	100	100	100	100	100	96	90	80	70	62	48
December 2013	77	77	77	77	77	77	100	100	100	100	100	100	95	81	63	47	35	15
December 2014	69	69	69	69	69	0	100	100	100	100	100	0	92	74	48	29	16	0
December 2015	60	60	60	60	7	0	100	100	100	100	100	0	90	66	37	17	5	0
December 2016	51	51	51	46	0	0	100	100	100	100	0	0	88	59	27	7	0	0
December 2017	42	42	42	0	0	0	100	100	100	6	0	0	86	52	18	*	0	0
December 2018	32	32	32	0	0	0	100	100	100	0	0	0	83	46	11	0	0	0
December 2019	22	22	21	0	0	0	100	100	100	0	0	0	80	40	6	0	0	0
December 2020	12	12	0	0	0	0	100	100	15	0	0	0	77	34	1	0	0	0
December 2021	1	1	0	0	0	0	100	100	0	0	0	0	74	29	0	0	0	0
December 2022	0	0	0	0	0	0	84	84	0	0	0	0	71	24	0	0	0	0
December 2023	0	0	0	0	0	0	65	65	0	0	0	0	67	19	0	0	0	0
December 2024	0	0	0	0	0	0	46	46	0	0	0	0	64	15	0	0	0	0
December 2025	0	0	0	0	0	0	26	26	0	0	0	0	60	10	0	0	0	0
December 2026	0	0	0	0	0	0	5	5	0	0	0	0	56	6	0	0	0	0
December 2027	0	0	0	0	0	0	0	0	0	0	0	0	52	3	0	0	0	0
December 2028	0	0	0	0	0	0	0	0	0	0	0	0	48	0	0	0	0	0
December 2029	0	0	0	0	0	0	0	0	0	0	0	0	44	0	0	0	0	0
December 2030	0	0	0	0	0	0	0	0	0	0	0	0	40	0	0	0	0	0
December 2031	0	0	0	0	0	0	0	0	0	0	0	0	35	0	0	0	0	0
December 2032	0	0	0	0	0	0	0	0	0	0	0	0	30	0	0	0	0	0
December 2033	0	0	0	0	0	0	0	0	0	0	0	0	25	0	0	0	0	0
December 2034	0	0	0	0	0	0	0	0	0	0	0	0	20	0	0	0	0	0
December 2035	0	0	0	0	0	0	0	0	0	0	0	0	14	0	0	0	0	0
December 2036	0	0	0	0	0	0	0	0	0	0	0	0	7	0	0	0	0	0
December 2037	0	0	0	0	0	0	0	0	0	0	0	0	1	0	0	0	0	0
December 2038	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
December 2039	0	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)**	6.0	6.0	5.8	4.7	4.0	3.0	13.8	13.8	9.7	6.7	5.3	3.8	16.5	8.0	4.4	3.1	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.

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

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

Group	Prepayment Assumption
1	275% PSA
2	470% PSA
3	277% 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 Classes (other than the Group 1 Classes) to RBS Securities Inc. (the "Dealer") in exchange for the Group 2 MBS and the Group 3 MBS. We will deliver the Group 1 MBS to the Trust in exchange for the Group 1 Classes, and will sell the Group 1 Classes (other than the AI Class) to the Dealer for aggregate cash proceeds estimated to be approximately $400,769,444.44.

The Dealer proposes to offer the Certificates (other than the AI Class) 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. The AI Class initially will be retained by Fannie Mae, which may sell some or all of the Certificates of the AI Class at any time in negotiated transactions at varying prices to be determined at the time of sale.

LEGAL MATTERS

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

Schedule 1

Available Recombinations(1)

REMIC Certificates		RCR Certificates						
Classes	Original Balances	RCR Classes	Original Balances	Principal Type(2)	Interest Rate	Interest Type(2)	CUSIP Number	Final Distribution Date
Recombination 1								
B	$140,000,000	A	$400,000,000	PT	1.5%	FIX	31398S3Q4	November 2018
BC	260,000,000							
Recombination 2								
BC	260,000,000	AB	260,000,000	SEQ	2.0	FIX	31398S3R2	November 2018
IC	32,500,000(3)							
Recombination 3								
B	140,000,000	AC	400,000,000	PT	2.0	FIX	31398S3S0	November 2018
BC	260,000,000							
IB	17,500,000(3)							
IC	32,500,000(3)							
Recombination 4								
B	70,000,000	AD	200,000,000	PT	2.5	FIX	31398S3T8	November 2018
BC	130,000,000							
IB	17,500,000(3)							
IC	32,500,000(3)							
Recombination 5								
B	35,000,000	AE	100,000,000	PT	3.5	FIX	31398S3U5	November 2018
BC	65,000,000							
IB	17,500,000(3)							
IC	32,500,000(3)							
Recombination 6								
B	140,000,000	BA	140,000,000	SEQ	2.0	FIX	31398S3V3	November 2017
IB	17,500,000(3)							
Recombination 7								
B	70,000,000	BD	70,000,000	SEQ	2.5	FIX	31398S3W1	November 2017
IB	17,500,000(3)							
Recombination 8								
B	35,000,000	BE	35,000,000	SEQ	3.5	FIX	31398S3X9	November 2017
IB	17,500,000(3)							

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 9								
BC	$130,000,000	BG	$130,000,000	SEQ	2.5%	FIX	31398S3Y7	November 2018
IC	32,500,000(3)							
Recombination 10								
BC	65,000,000	BH	65,000,000	SEQ	3.5	FIX	31398S3Z4	November 2018
IC	32,500,000(3)							
Recombination 11								
IB	17,500,000(3)	BI	50,000,000(3)	NTL	4.0	FIX/IO	31398S4A8	November 2018
IC	32,500,000(3)							
Recombination 12								
FA	29,036,631	AT	50,814,105	PT	4.0	FIX	31398S4B6	January 2041
PO	21,777,474							
SI	29,036,631(3)							
Recombination 13								
FA	39,199,452	BT	60,976,926	PT	4.5	FIX	31398S4C4	January 2041
PO	21,777,474							
SI	39,199,452(3)							
Recombination 14								
PO	21,777,474	S	21,777,474	PT	(4)	INV	31398S4D2	January 2041
SI	130,664,842(3)							
Recombination 15								
PO	21,777,474	SA	21,777,474	PT	(4)	INV	31398S4E0	January 2041
SI	32,666,210(3)							
Recombination 16								
PO	21,777,474	SB	21,777,474	PT	(4)	INV	31398S4F7	January 2041
SI	39,199,452(3)							

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 17								
GH	$100,000,000	GE	$111,939,000	SEQ/AD	4.0%	FIX	31398S4G5	March 2038
VA	7,265,000							
VB	4,674,000							

(1) REMIC Certificates and RCR Certificates in any 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-5 for a description of how their notional balances are calculated.
(4) For a description of these interest rates, see "Summary—Interest Rates" in this prospectus supplement.

No one is authorized to give information or to make representations in connection with the Certificates other than the information and representations contained in or incorporated into this Prospectus Supplement and the additional Disclosure Documents. We take no responsibility for any unauthorized information or representation. This Prospectus Supplement and the additional Disclosure Documents do not constitute an offer or solicitation with regard to the Certificates if it is illegal to make such an offer or solicitation to you under state law. By delivering this Prospectus Supplement and the additional Disclosure Documents at any time, no one implies that the information contained herein or therein is correct after the date hereof or thereof.

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

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$684,442,316

FannieMae®

Guaranteed REMIC
Pass-Through Certificates
Fannie Mae REMIC Trust 2010-153

PROSPECTUS SUPPLEMENT

RBS®
The Royal Bank of Scotland

December 22, 2010