

\$1,263,922,279



FannieMae[®]

**Guaranteed REMIC Pass-Through Certificates
Fannie Mae REMIC Trust 2011-3**

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

- an underlying REMIC certificate backed by Fannie Mae MBS,
- Fannie Mae Stripped MBS, and
- Fannie Mae MBS.

The mortgage loans underlying the Fannie Mae MBS and Fannie Mae Stripped 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
PT	1	\$150,000,000	SC/PAC	3.0%	FIX	31397QQZ4	January 2041
TP	1	140,000,000	SC/PAC	3.0	FIX	31397QRA8	January 2041
AB	1	4,650,611	SC/PAC	3.0	FIX	31397QRB6	January 2041
AI	1	88,395,183(2)	NTL	5.0	FIX/IO	31397QRC4	January 2041
AC	1	38,902,223	SC/SUP	4.5	FIX	31397QRD2	January 2041
FA	2	273,647,495	PT	(3)	FLT	31397QRE0	February 2041
SA	2	273,647,495(2)	NTL	(3)	INV/IO	31397QRF7	February 2041
ET(4)	3	322,558,416	PT	4.5	FIX	31397QRG5	May 2020
BA(4)	4	111,725,000	SEQ	4.0	FIX	31397QRH3	March 2025
BE	4	12,381,047	SEQ	4.0	FIX	31397QRJ9	February 2026
KB(4)	5	166,803,000	PAC/AD	2.5	FIX	31397QRK6	April 2040
KI(4)	5	83,401,500(2)	NTL	5.0	FIX/IO	31397QRL4	April 2040
KE	5	12,266,000	PAC/AD	5.0	FIX	31397QRM2	February 2041
KZ	5	30,988,487	SUP	5.0	FIX/Z	31397QRN0	February 2041
R		0	NPR	0	NPR	31397QRP5	February 2041
RL		0	NPR	0	NPR	31397QRQ3	February 2041

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

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 EA, EB, EC, ED, EG, EH, EJ, EK, EL, EM, EN, EP, EQ, EU, EI, BC, BD, BG, BH, BJ, BK, BI, KC, KD, KH, KL, KN, KA, LF, LS, KF, KS, MF and MS 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.

Except as described in this prospectus supplement under "Plan of Distribution," the dealer will offer the certificates from time to time in negotiated transactions at varying prices. We expect the settlement date to be January 28, 2011.

Carefully consider the risk factors 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.

Barclays Capital

TABLE OF CONTENTS

	<u>Page</u>		<u>Page</u>
AVAILABLE INFORMATION	S- 3	<i>The Inverse Floating Rate</i>	
SUMMARY	S- 4	<i>Classes</i>	S-14
ADDITIONAL RISK FACTORS	S- 8	<i>The Fixed Rate Interest Only</i>	
DESCRIPTION OF THE		<i>Classes</i>	S-16
CERTIFICATES	S- 8	WEIGHTED AVERAGE LIVES OF THE	
GENERAL	S- 8	CERTIFICATES	S-17
<i>Structure</i>	S- 8	DECREMENT TABLES	S-18
<i>Fannie Mae Guaranty</i>	S- 9	CHARACTERISTICS OF THE RESIDUAL	
<i>Characteristics of Certificates</i>	S- 9	CLASSES	S-22
<i>Authorized Denominations</i>	S-10	CERTAIN ADDITIONAL FEDERAL	
THE GROUP 1 UNDERLYING REMIC		INCOME TAX CONSEQUENCES	S-22
CERTIFICATE	S-10	U.S. TREASURY CIRCULAR 230 NOTICE	S-22
THE GROUP 2 SMBS	S-10	REMIC ELECTIONS AND SPECIAL TAX	
THE TRUST MBS	S-11	ATTRIBUTES	S-22
DISTRIBUTIONS OF INTEREST	S-11	TAXATION OF BENEFICIAL OWNERS OF	
<i>General</i>	S-11	REGULAR CERTIFICATES	S-22
<i>Delay Classes and No-Delay</i>		TAXATION OF BENEFICIAL OWNERS OF	
<i>Classes</i>	S-11	RESIDUAL CERTIFICATES	S-23
<i>Accrual Class</i>	S-11	TAXATION OF BENEFICIAL OWNERS OF	
DISTRIBUTIONS OF PRINCIPAL	S-11	RCR CERTIFICATES	S-23
STRUCTURING ASSUMPTIONS	S-12	PLAN OF DISTRIBUTION	S-24
<i>Pricing Assumptions</i>	S-12	LEGAL MATTERS	S-24
<i>Prepayment Assumptions</i>	S-13	EXHIBIT A	A- 1
<i>Principal Balance Schedules</i>	S-13	SCHEDULE 1	A- 2
YIELD TABLES	S-14	PRINCIPAL BALANCE	
<i>General</i>	S-14	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 Class or the R or RL Class
 - our Prospectus for Fannie Mae Stripped Mortgage-Backed Securities dated
 - January 1, 2009, for all SMBS issued on or after January 1, 2009,
 - December 1, 2007, for all SMBS issued on or after December 1, 2007 and prior to January 1, 2009, or
 - May 1, 2002, for all other SMBS(as applicable, the “SMBS Prospectus”);
- if you are purchasing a Group 1 Class or the R or RL Class, the disclosure document relating to the underlying REMIC certificate (the “Underlying REMIC Disclosure Document”); and
- any information incorporated by reference in this prospectus supplement as discussed below and under the heading “Incorporation by Reference” in the REMIC Prospectus.

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

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

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

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

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

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

Barclays Capital Inc.
Attn: MBS Syndication Operations
70 Hudson Street
Jersey City, New Jersey 07302
(telephone 201-499-8506).

SUMMARY

This summary contains only limited information about the certificates. Statistical information in this summary is provided as of January 1, 2011. 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	Class 2010-152-AP REMIC Certificate
2	Group 2 SMBS
3	Group 3 MBS
4	Group 4 MBS
5	Group 5 MBS

Group 1

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

Group 2

Characteristics of the Group 2 SMBS

<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>
\$355,741,744*	5.00%	5.25% to 7.50%	241 to 360
\$273,647,495†	—		

* Notional principal balance. These are interest only SMBS certificates.

† Principal balance. These are principal only SMBS certificates.

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>
\$273,647,495†	360	336	20	5.477%

† In addition, we have assumed that monthly interest accrues solely on a notional principal balance initially equal to \$355,741,744 and declining in proportion to the principal balance of the loans.

The actual remaining terms to maturity, loan ages and interest rates of most of the mortgage loans underlying the Group 2 SMBS will differ from those shown above, perhaps significantly.

Group 3, Group 4 and Group 5

Characteristics of the Trust MBS

	<u>Approximate Principal Balance</u>	<u>Pass- Through Rate</u>	<u>Range of Weighted Average Coupons or WACs (annual percentages)</u>	<u>Range of Weighted Average Remaining Terms to Maturity or WAMs (in months)</u>
Group 3 MBS	\$322,558,416	4.50%	4.75% to 7.00%	85 to 112
Group 4 MBS	\$124,106,047	4.00%	4.25% to 6.50%	121 to 180
Group 5 MBS	\$160,101,325	5.00%	5.25% to 7.50%	241 to 360
	\$ 36,056,156	5.00%	5.25% to 7.50%	241 to 360
	\$ 13,900,006	5.00%	5.25% to 7.50%	241 to 360

Assumed Characteristics of the Underlying Mortgage Loans

	<u>Principal Balance</u>	<u>Original Term to Maturity (in months)</u>	<u>Remaining Term to Maturity (in months)</u>	<u>Loan Age (in months)</u>	<u>Interest Rate</u>
Group 3 MBS	\$322,558,416	180	87	88	5.015%
Group 4 MBS	\$124,106,047	180	170	8	4.400%
Group 5 MBS	\$160,101,325	360	350	6	5.380%
	\$ 36,056,156	360	337	19	5.420%
	\$ 13,900,006	360	326	23	5.410%

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

Settlement Date

We expect to issue the certificates on January 28, 2011.

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

All classes of certificates other than the R and RL Classes

Physical

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:

<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	0.94%	6.50%	0.68%	LIBOR + 68 basis points
SA	5.56%	5.82%	0.00%	5.82% – LIBOR
LF	0.71%	7.00%	0.45%	LIBOR + 45 basis points
LS	6.29%	6.55%	0.00%	6.55% – LIBOR
KF	0.76%	7.00%	0.50%	LIBOR + 50 basis points
KS	6.24%	6.50%	0.00%	6.50% – LIBOR
MF	0.81%	7.00%	0.55%	LIBOR + 55 basis points
MS	6.19%	6.45%	0.00%	6.45% – LIBOR

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

Notional Classes

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

<u>Class</u>	
AI	29.9999998982% of the <i>sum</i> of the PT, TP and AB Classes
SA	100% of the FA Class
EI	77.777777778% of the ET Class
BI	37.5% of the BA Class
MS	55.5555553557% of the KB Class
LS	55.5555553557% of the KB Class
KS	55.5555553557% of the KB Class
KI	50% of the KB 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>390%</u>	<u>425%</u>	<u>500%</u>	<u>750%</u>	<u>1000%</u>	<u>1500%</u>
PT, TP, AB and AI	13.5	5.7	3.7	3.7	3.7	2.5	1.8	1.1
AC	22.8	14.8	9.5	6.6	1.7	0.9	0.7	0.4

Group 2 Classes	PSA Prepayment Assumption								
	0%	100%	250%	500%	750%	1000%	1500%		
FA and SA	20.2	10.1	5.5	2.8	1.8	1.3	0.7		
Group 3 Classes									
	0%	100%	200%	400%	800%	1200%			
ET, EA, EB, EC, ED, EG, EH, EJ, EK, EL, EM, EN, EP, EQ, EU and EI	5.2	3.3	2.9	2.2	1.3	0.7			
Group 4 Classes									
	0%	100%	150%	300%	600%	1000%			
BA, BC, BD, BG, BH, BJ, BK and BI	8.1	5.4	4.7	3.3	2.0	1.4			
BE	14.5	13.1	12.6	10.6	6.9	4.1			
Group 5 Classes									
	0%	100%	175%	210%	300%	500%	750%	1000%	1500%
KB, KI, KC, KD, KH, KL, KN, KA, LF, LS, KF, KS, MF and MS	13.6	6.1	4.8	4.8	4.8	3.2	2.2	1.7	1.2
KE	22.7	17.1	17.1	17.1	17.1	10.8	7.0	4.9	2.8
KZ	26.8	20.1	16.1	13.3	2.2	0.8	0.5	0.4	0.2

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

ADDITIONAL RISK FACTORS

Our purchases of delinquent loans from our single-family MBS trusts may result in increased rates of principal payments on your certificates. On February 10, 2010, we announced that we intend to increase significantly our purchases of delinquent loans from our single-family MBS trusts. If the MBS directly or indirectly backing your certificates hold delinquent loans, those MBS could as a result experience increased prepayments. In turn, this may result in an increase in the rate of principal payments on your certificates. You should refer to the MBS Prospectus for further information about our option to purchase delinquent loans from MBS pools and to our Web site at www.fanniemae.com for further information about our intention to increase our purchases of delinquent loans from our single-family MBS trusts.

Payments on the Group 1 Classes also will be affected by the payment priority governing the Group 1 Underlying REMIC Certificate. If you invest in a Group 1 Class, the rate at which you receive payments also will be affected by the priority sequence governing principal payments on the Group 1 Underlying REMIC Certificate.

In particular, as described in the Underlying REMIC Disclosure Document, principal payments on the Group 1 Underlying REMIC Certificate are governed by a principal balance

schedule. As a result, that underlying certificate may experience principal payments faster or slower than would otherwise have been the case. In some cases, it may receive no principal payments for extended periods. Prepayments on the related mortgage loans may have occurred at a rate faster or slower than the rate initially assumed. In certain high prepayment scenarios, it is possible that the effect of a principal balance schedule over time may be eliminated. In such a case, the Group 1 Underlying REMIC Certificate would experience principal payments at rates that may vary widely from period to period. This prospectus supplement contains no information as to whether

- the Group 1 Underlying REMIC Certificate has adhered to the related principal balance schedule,
- any related support classes remain outstanding, or
- the Group 1 Underlying REMIC Certificate otherwise has performed as originally anticipated.

You may obtain additional information about the Group 1 Underlying REMIC Certificate by reviewing its current class factor in light of other information available in the Underlying REMIC Disclosure Document. You may obtain that document from us as described on page S-3.

DESCRIPTION OF THE CERTIFICATES

The material under this heading describes the principal features of the Certificates. You will find additional information about the Certificates in the other sections of this prospectus supplement, as well as in the additional Disclosure Documents and the Trust Agreement. If we use a capitalized term in this prospectus supplement without defining it, you will find the definition of that term in the applicable Disclosure Document or in the Trust Agreement.

General

Structure. We will create the Fannie Mae REMIC Trust specified on the cover of this prospectus supplement (the “Trust”) pursuant to a trust agreement dated as of May 1, 2010 and a supplement thereto dated as of January 1, 2011 (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:

- a previously issued REMIC certificate (the “Group 1 Underlying REMIC Certificate,”) issued from the related Fannie Mae REMIC trust (the “Underlying REMIC Trust”) as further described in Exhibit A,
- certain previously issued Fannie Mae Stripped Mortgage-Backed Securities (the “Group 2 SMBS”), and
- three groups of Fannie Mae Guaranteed Mortgage Pass-Through Certificates (the “Group 3 MBS,” “Group 4 MBS” and “Group 5 MBS,” and together, the “Trust MBS”).

The Group 1 Underlying REMIC Certificate evidences a direct or indirect beneficial ownership interest in certain Fannie Mae Guaranteed Mortgage Pass-Through Certificates.

The Group 2 SMBS represent beneficial ownership interests in certain interest or principal distributions on mortgage loans underlying certain Fannie Mae Guaranteed Mortgage Pass-Through Certificates (together with the Trust MBS and the Fannie Mae Guaranteed Mortgage Pass-Through Certificates backing the Group 1 Underlying REMIC Certificate, 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.”

<u>REMIC Designation</u>	<u>Assets</u>	<u>Regular Interests</u>	<u>Residual Interest</u>
Lower Tier REMIC	Group 1 Underlying REMIC Certificate, Group 2 SMBS and Trust 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, the MBS, the Group 1 Underlying REMIC Certificate and the Group 2 SMBS, see the applicable discussions appearing under the heading “Fannie Mae Guaranty” in the REMIC Prospectus, the MBS Prospectus, the SMBS Prospectus, and the Underlying REMIC Disclosure Document. Our guaranties are not backed by the full faith and credit of the United States.

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

We will issue the Residual 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:

<u>Classes</u>	<u>Denominations</u>
Interest 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 Group 1 Underlying REMIC Certificate

The Group 1 Underlying REMIC Certificate represents a beneficial ownership interest in the related Underlying REMIC Trust. The assets of that trust consists of MBS (or beneficial ownership interests in MBS) having the general characteristics set forth in the MBS Prospectus. Each MBS evidences beneficial ownership interests in a pool of conventional, fixed-rate, fully-amortizing mortgage loans secured by first mortgages or deeds of trust on single-family residential properties, as described under “The Mortgage Pools” and “Yield, Maturity, and Prepayment Considerations” in the MBS Prospectus.

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

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

The Group 2 SMBS

The general characteristics of the Group 2 SMBS are described in the SMBS Prospectus. The Group 2 SMBS provide that certain interest or principal amounts on the Mortgage Loans underlying the related MBS are passed through monthly.

The general characteristics of the MBS are described in the MBS Prospectus. Each MBS evidences beneficial ownership interest in a pool of conventional, fixed-rate, fully-amortizing Mortgage Loans secured by first mortgages or deeds of trust on single-family residential properties. These Mortgage Loans have original maturities of up to 30 years. For additional information see “Summary—Group 2—Characteristics of the Group 2 SMBS” 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 Trust MBS

The Trust MBS provide that principal and interest on the related Mortgage Loans are passed through monthly. The Mortgage Loans underlying the Trust MBS are conventional, fixed-rate, fully-amortizing mortgage loans secured by first mortgages or deeds of trust on single-family residential properties. These Mortgage Loans have original maturities of up to 15 years in the case of the Group 3 MBS and Group 4 MBS, and up to 30 years in the case of the Group 5 MBS.

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

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:

<u>Delay Classes</u>	<u>No-Delay Classes</u>
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.

Accrual Class. The KZ 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 Principals” 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:

- | | | | | | | | | | |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---|-----------------------|---|-----------------------|---|---------------|---|-----------|
| <ol style="list-style-type: none"> 1. To Aggregate Group I to its Planned Balance. 2. To AC until retired. 3. To Aggregate Group I to zero. | <table border="0"> <tr> <td style="font-size: 2em;">}</td> <td style="padding-left: 5px;">PAC Group</td> <td rowspan="3" style="font-size: 3em; padding-left: 10px;">}</td> <td rowspan="3" style="padding-left: 5px;">Structured Collateral</td> </tr> <tr> <td style="font-size: 2em;">}</td> <td style="padding-left: 5px;">Support Class</td> </tr> <tr> <td style="font-size: 2em;">}</td> <td style="padding-left: 5px;">PAC Group</td> </tr> </table> | } | PAC Group | } | Structured Collateral | } | Support Class | } | PAC Group |
| } | PAC Group | } | Structured Collateral | | | | | | |
| } | Support Class | | | | | | | | |
| } | PAC Group | | | | | | | | |

The “Group 1 Principal Distribution Amount” is the principal then paid on the Group 1 Underlying REMIC Certificate.

“Aggregate Group I” consists of PT, TP and AB Classes. On each Distribution Date, we will apply payments of principal of Aggregate Group I to PT, TP and AB, pro rata, 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 FA until retired. } Pass-Through Class

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

- *Group 3*

The Group 3 Principal Distribution Amount to ET until retired. } Pass-Through Class

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

- *Group 4*

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

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

- *Group 5*

The KZ Accrual Amount to Aggregate Group II to its Planned Balance, and thereafter to KZ. } Accretion Directed/PAC Group and Accrual Class

The Group 5 Cash Flow Distribution Amount in the following priority:

1. To Aggregate Group II to its Planned Balance. } PAC Group

2. To KZ until retired. } Support Class

3. To Aggregate Group II to zero. } PAC Group

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

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

“Aggregate Group II” consists of the KB and KE Classes. On each Distribution Date, we will apply payments of principal of Aggregate Group II to KB and KE, 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.

Structuring Assumptions

Pricing Assumptions. Except where otherwise noted, the information in the tables in this prospectus supplement has been prepared based on the actual characteristics of each pool of Mortgage Loans backing the Group 1 Underlying REMIC Certificate, the priority sequence governing principal payments on the Group 1 Underlying REMIC Certificate, and the following assumptions (such characteristics and assumptions, collectively, the “Pricing Assumptions”):

- the Mortgage Loans underlying the Trust MBS have the original terms to maturity, remaining terms to maturity, loan ages and interest rates specified under “Summary—Group 3, Group 4 and Group 5—Assumed Characteristics of the Underlying Mortgage Loans” in this prospectus supplement;
- the Mortgage Loans underlying the Group 2 SMBS have the original term to maturity, remaining term to maturity, loan age and interest rate specified under “Summary—Group 2—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 January 28, 2011; and
- each Distribution Date occurs on the 25th day of a month.

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

Principal Balance Schedules. The Principal Balance Schedules are set forth beginning on page B-1 of this prospectus supplement. The Principal Balance Schedules were prepared based on the Pricing Assumptions and the assumption that the related Mortgage Loans prepay at a *constant* rate within the 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 schedule). 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 390% and 500% PSA	Between 390% and 500% PSA
Aggregate Group II Planned Balances	Between 175% and 300% PSA	Between 175% and 300% PSA

The Aggregate Groups listed above consist of the following Classes:

Aggregate Group I	PT, TP and AB
Aggregate Group II	KB and KE

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 the applicable Structuring Ranges or Effective Ranges, principal distributions may be insufficient to reduce the applicable 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 listed

above 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 other Class. When the related supporting Class is retired, the Aggregate Group receiving the benefit of that support, if still outstanding, may no longer have an Effective Range, and will be much more sensitive to prepayments of the related Mortgage Loans.

Yield Tables

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 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:

<u>Class</u>	<u>Price*</u>
SA	11.2500%
LS	16.0000%
KS	15.8125%
MS	15.6250%

* 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>250%</u>	<u>500%</u>	<u>750%</u>	<u>1000%</u>	<u>1500%</u>
0.13%	50.5%	46.9%	36.0%	16.3%	(5.4)%	(30.2)%	(98.8)%
0.26%	49.1%	45.6%	34.7%	15.1%	(6.6)%	(31.2)%	(99.7)%
2.26%	28.7%	25.4%	15.0%	(3.5)%	(24.1)%	(47.6)%	*
4.26%	8.4%	5.3%	(4.5)%	(21.9)%	(41.3)%	(63.7)%	*
5.82%	*	*	*	*	*	*	*

**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>100%</u>	<u>175%</u>	<u>210%</u>	<u>300%</u>	<u>500%</u>	<u>750%</u>	<u>1000%</u>	<u>1500%</u>
0.13%	35.4%	30.9%	24.7%	24.7%	24.7%	12.5%	(7.1)%	(28.1)%	(69.2)%
0.26%	34.4%	30.0%	23.7%	23.7%	23.7%	11.4%	(8.3)%	(29.4)%	(70.4)%
2.26%	19.6%	14.6%	8.2%	8.2%	8.2%	(6.4)%	(28.2)%	(50.4)%	(91.3)%
4.26%	3.5%	(2.5)%	(9.0)%	(9.0)%	(9.0)%	(27.1)%	(51.8)%	(75.6)%	*
6.55%	*	*	*	*	*	*	*	*	*

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

LIBOR	PSA Prepayment Assumption								
	50%	100%	175%	210%	300%	500%	750%	1000%	1500%
0.13%	35.6%	31.1%	24.9%	24.9%	24.9%	12.8%	(6.9)%	(27.8)%	(68.9)%
0.26%	34.6%	30.1%	23.9%	23.9%	23.9%	11.6%	(8.1)%	(29.1)%	(70.2)%
2.26%	19.6%	14.6%	8.2%	8.2%	8.2%	(6.4)%	(28.2)%	(50.4)%	(91.3)%
4.26%	3.3%	(2.8)%	(9.2)%	(9.2)%	(9.2)%	(27.4)%	(52.1)%	(75.9)%	*
6.50%	*	*	*	*	*	*	*	*	*

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

LIBOR	PSA Prepayment Assumption								
	50%	100%	175%	210%	300%	500%	750%	1000%	1500%
0.13%	35.8%	31.3%	25.1%	25.1%	25.1%	13.0%	(6.6)%	(27.6)%	(68.6)%
0.26%	34.8%	30.3%	24.1%	24.1%	24.1%	11.8%	(7.9)%	(28.9)%	(69.9)%
2.26%	19.6%	14.6%	8.2%	8.2%	8.2%	(6.4)%	(28.1)%	(50.4)%	(91.3)%
4.26%	3.1%	(3.0)%	(9.4)%	(9.4)%	(9.4)%	(27.7)%	(52.4)%	(76.3)%	*
6.45%	*	*	*	*	*	*	*	*	*

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>	<u>% PSA</u>
AI	540%
KI	420%
EI	366%
BI	316%

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 original principal balance) are as follows:

<u>Class</u>	<u>Price*</u>
AI	17.00000%
KI	18.15625%
EI	10.00000%
BI	12.50000%

* 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 AI Class to Prepayments

	PSA Prepayment Assumption							
	<u>50%</u>	<u>100%</u>	<u>390%</u>	<u>425%</u>	<u>500%</u>	<u>750%</u>	<u>1000%</u>	<u>1500%</u>
Pre-Tax Yields to Maturity	20.9%	15.2%	2.4%	2.4%	2.4%	(14.8)%	(35.0)%	(86.7)%

Sensitivity of the KI Class to Prepayments

	PSA Prepayment Assumption								
	<u>50%</u>	<u>100%</u>	<u>175%</u>	<u>210%</u>	<u>300%</u>	<u>500%</u>	<u>750%</u>	<u>1000%</u>	<u>1500%</u>
Pre-Tax Yields to Maturity	19.6%	14.6%	8.2%	8.2%	8.2%	(6.5)%	(28.2)%	(50.5)%	(91.4)%

Sensitivity of the EI Class to Prepayments

	PSA Prepayment Assumption					
	<u>50%</u>	<u>100%</u>	<u>200%</u>	<u>400%</u>	<u>800%</u>	<u>1200%</u>
Pre-Tax Yields to Maturity	22.0%	18.7%	11.9%	(2.5)%	(35.4)%	(77.6)%

Sensitivity of the BI Class to Prepayments

	PSA Prepayment Assumption					
	<u>50%</u>	<u>100%</u>	<u>150%</u>	<u>300%</u>	<u>600%</u>	<u>1000%</u>
Pre-Tax Yields to Maturity	20.2%	16.8%	13.2%	1.4%	(25.6)%	(61.7)%

Weighted Average Lives of the Certificates

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

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

- the timing of changes in the rate of principal distributions,
- the priority sequences of distributions of principal of the Group 1, Group 4 and Group 5 Classes, and
- in the case of the Group 1 Classes, the applicable priority sequence affecting principal payments on the Group 1 Underlying REMIC Certificate.

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

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

Decrement Tables

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

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

<u>Mortgage Loans Backing Trust Assets Specified Below</u>	<u>Original Terms to Maturity</u>	<u>Remaining Terms to Maturity</u>	<u>Interest Rates</u>
Group 1 Underlying REMIC Certificate	360 months	359 months	7.50%
Group 2 SMBS	360 months	360 months	7.50%
Group 3 MBS	180 months	112 months	7.00%
Group 4 MBS	180 months	180 months	6.50%
Group 5 MBS	360 months	360 months	7.50%

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

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

Percent of Original Principal Balances Outstanding

Date	PT, TP, AB and AI† Classes								AC Class							
	PSA Prepayment Assumption								PSA Prepayment Assumption							
	0%	100%	390%	425%	500%	750%	1000%	1500%	0%	100%	390%	425%	500%	750%	1000%	1500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
January 2012	98	92	88	88	88	88	78	51	100	100	100	100	100	27	0	0
January 2013	96	82	71	71	71	51	33	7	100	100	100	73	17	0	0	0
January 2014	93	72	50	50	50	28	13	1	100	100	100	67	2	0	0	0
January 2015	91	62	35	35	35	15	5	*	100	100	99	65	0	0	0	0
January 2016	88	53	24	24	24	8	2	*	100	100	91	59	0	0	0	0
January 2017	85	45	16	16	16	4	1	*	100	100	80	51	0	0	0	0
January 2018	82	37	11	11	11	2	*	*	100	100	68	42	0	0	0	0
January 2019	78	29	8	8	8	1	*	*	100	100	56	34	0	0	0	0
January 2020	75	22	5	5	5	1	*	0	100	100	45	27	0	0	0	0
January 2021	71	15	4	4	4	*	*	0	100	100	36	22	0	0	0	0
January 2022	67	8	2	2	2	*	*	0	100	100	29	17	0	0	0	0
January 2023	63	2	2	2	2	*	*	0	100	97	22	13	0	0	0	0
January 2024	58	1	1	1	1	*	*	0	100	54	17	10	0	0	0	0
January 2025	53	1	1	1	1	*	*	0	100	41	13	7	0	0	0	0
January 2026	48	*	*	*	*	*	*	0	100	33	10	5	0	0	0	0
January 2027	42	*	*	*	*	*	*	0	100	26	7	4	0	0	0	0
January 2028	36	*	*	*	*	*	*	0	100	20	6	3	0	0	0	0
January 2029	30	*	*	*	*	*	*	0	100	16	4	2	0	0	0	0
January 2030	23	*	*	*	*	*	*	0	100	12	3	1	0	0	0	0
January 2031	16	*	*	*	*	*	*	0	100	9	2	1	0	0	0	0
January 2032	8	*	*	*	*	*	*	0	100	7	1	1	0	0	0	0
January 2033	*	*	*	*	*	*	*	0	99	5	1	*	0	0	0	0
January 2034	*	*	*	*	*	*	*	0	32	4	1	*	0	0	0	0
January 2035	*	*	*	*	*	*	*	0	2	2	*	*	0	0	0	0
January 2036	*	*	*	*	*	*	*	0	2	2	*	*	0	0	0	0
January 2037	*	*	*	*	*	*	*	0	1	1	*	*	0	0	0	0
January 2038	*	*	*	*	*	*	*	0	*	*	*	*	0	0	0	0
January 2039	*	*	*	*	*	0	0	0	*	*	*	*	0	0	0	0
January 2040	0	0	*	*	*	0	0	0	0	0	*	*	0	0	0	0
January 2041	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	13.5	5.7	3.7	3.7	3.7	2.5	1.8	1.1	22.8	14.8	9.5	6.6	1.7	0.9	0.7	0.4

Date	FA and SA† Classes						
	PSA Prepayment Assumption						
	0%	100%	250%	500%	750%	1000%	1500%
Initial Percent	100	100	100	100	100	100	100
January 2012	99	93	86	73	60	46	19
January 2013	98	86	71	50	32	18	2
January 2014	97	80	60	34	17	7	*
January 2015	96	73	50	24	9	3	*
January 2016	95	68	41	16	5	1	*
January 2017	93	62	34	11	3	*	*
January 2018	92	57	29	8	1	*	*
January 2019	90	52	24	5	1	*	*
January 2020	89	48	20	4	*	*	0
January 2021	87	43	16	2	*	*	0
January 2022	85	39	13	2	*	*	0
January 2023	83	36	11	1	*	*	0
January 2024	80	32	9	1	*	*	0
January 2025	78	29	7	*	*	*	0
January 2026	75	26	6	*	*	*	0
January 2027	73	23	5	*	*	*	0
January 2028	70	20	4	*	*	*	0
January 2029	66	18	3	*	*	*	0
January 2030	63	15	2	*	*	*	0
January 2031	59	13	2	*	*	0	0
January 2032	55	11	1	*	*	0	0
January 2033	50	9	1	*	*	0	0
January 2034	46	7	1	*	*	0	0
January 2035	40	6	1	*	*	0	0
January 2036	35	4	*	*	*	0	0
January 2037	29	3	*	*	*	0	0
January 2038	22	1	*	*	0	0	0
January 2039	16	0	0	0	0	0	0
January 2040	8	0	0	0	0	0	0
January 2041	0	0	0	0	0	0	0
Weighted Average Life (years)**	20.2	10.1	5.5	2.8	1.8	1.3	0.7

* 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.

ET, EA, EB, EC, ED, EG, EH, EJ, EK, EL, EM, EN, EP, EQ,
EU and EI† Classes

Date	PSA Prepayment Assumption					
	0%	100%	200%	400%	800%	1200%
Initial Percent	100	100	100	100	100	100
January 2012	92	83	78	67	46	25
January 2013	84	67	59	44	21	6
January 2014	75	52	43	28	9	1
January 2015	65	39	30	16	4	*
January 2016	55	26	18	9	1	*
January 2017	43	14	9	4	*	*
January 2018	31	3	2	1	*	*
January 2019	19	0	0	0	0	0
January 2020	5	0	0	0	0	0
January 2021	0	0	0	0	0	0
January 2022	0	0	0	0	0	0
January 2023	0	0	0	0	0	0
January 2024	0	0	0	0	0	0
January 2025	0	0	0	0	0	0
January 2026	0	0	0	0	0	0
Weighted Average Life (years)**	5.2	3.3	2.9	2.2	1.3	0.7

BA, BC, BD, BG, BH, BJ, BK and BI† Classes

Date	PSA Prepayment Assumption					
	0%	100%	150%	300%	600%	1000%
Initial Percent	100	100	100	100	100	100
January 2012	95	91	90	85	76	63
January 2013	91	80	76	65	45	22
January 2014	85	69	63	48	22	1
January 2015	80	59	52	34	9	0
January 2016	74	50	42	23	1	0
January 2017	68	41	33	14	0	0
January 2018	61	33	25	7	0	0
January 2019	54	25	17	2	0	0
January 2020	46	18	11	0	0	0
January 2021	38	11	6	0	0	0
January 2022	30	5	1	0	0	0
January 2023	20	0	0	0	0	0
January 2024	11	0	0	0	0	0
January 2025	*	0	0	0	0	0
January 2026	0	0	0	0	0	0
Weighted Average Life (years)**	8.1	5.4	4.7	3.3	2.0	1.4

BE Class

Date	PSA Prepayment Assumption					
	0%	100%	150%	300%	600%	1000%
Initial Percent	100	100	100	100	100	100
January 2012	100	100	100	100	100	100
January 2013	100	100	100	100	100	100
January 2014	100	100	100	100	100	100
January 2015	100	100	100	100	100	41
January 2016	100	100	100	100	100	15
January 2017	100	100	100	100	62	6
January 2018	100	100	100	100	35	2
January 2019	100	100	100	100	20	1
January 2020	100	100	100	84	11	*
January 2021	100	100	100	57	6	*
January 2022	100	100	100	36	3	*
January 2023	100	97	67	21	1	*
January 2024	100	50	34	9	*	*
January 2025	100	7	4	1	*	*
January 2026	0	0	0	0	0	0
Weighted Average Life (years)**	14.5	13.1	12.6	10.6	6.9	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.

**KB, KI†, KC, KD, KH, KL, KN, KA, LF, LS†, KF, KS†, MF
and MS† Classes**

Date	PSA Prepayment Assumption								
	0%	100%	175%	210%	300%	500%	750%	1000%	1500%
Initial Percent	100	100	100	100	100	100	100	100	100
January 2012	98	93	90	90	90	90	87	77	57
January 2013	96	84	77	77	77	69	50	33	7
January 2014	93	75	64	64	64	45	24	9	0
January 2015	91	66	51	51	51	29	9	0	0
January 2016	88	57	41	41	41	17	2	0	0
January 2017	85	49	32	32	32	10	0	0	0
January 2018	82	41	24	24	24	4	0	0	0
January 2019	79	33	18	18	18	1	0	0	0
January 2020	75	26	13	13	13	0	0	0	0
January 2021	71	19	9	9	9	0	0	0	0
January 2022	67	12	5	5	5	0	0	0	0
January 2023	63	6	3	3	3	0	0	0	0
January 2024	58	1	1	1	1	0	0	0	0
January 2025	54	0	0	0	0	0	0	0	0
January 2026	48	0	0	0	0	0	0	0	0
January 2027	43	0	0	0	0	0	0	0	0
January 2028	37	0	0	0	0	0	0	0	0
January 2029	30	0	0	0	0	0	0	0	0
January 2030	24	0	0	0	0	0	0	0	0
January 2031	16	0	0	0	0	0	0	0	0
January 2032	9	0	0	0	0	0	0	0	0
January 2033	*	0	0	0	0	0	0	0	0
January 2034	0	0	0	0	0	0	0	0	0
January 2035	0	0	0	0	0	0	0	0	0
January 2036	0	0	0	0	0	0	0	0	0
January 2037	0	0	0	0	0	0	0	0	0
January 2038	0	0	0	0	0	0	0	0	0
January 2039	0	0	0	0	0	0	0	0	0
January 2040	0	0	0	0	0	0	0	0	0
January 2041	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	13.6	6.1	4.8	4.8	4.8	3.2	2.2	1.7	1.2

KE Class

Date	PSA Prepayment Assumption								
	0%	100%	175%	210%	300%	500%	750%	1000%	1500%
Initial Percent	100	100	100	100	100	100	100	100	100
January 2012	100	100	100	100	100	100	100	100	100
January 2013	100	100	100	100	100	100	100	100	100
January 2014	100	100	100	100	100	100	100	100	19
January 2015	100	100	100	100	100	100	85	2	
January 2016	100	100	100	100	100	100	33	*	
January 2017	100	100	100	100	100	66	13	*	
January 2018	100	100	100	100	100	35	5	*	
January 2019	100	100	100	100	100	19	2	*	
January 2020	100	100	100	100	73	10	1	*	
January 2021	100	100	100	100	50	5	*	*	
January 2022	100	100	100	100	34	3	*	0	
January 2023	100	100	100	100	23	2	*	0	
January 2024	100	100	100	100	15	1	*	0	
January 2025	100	85	85	85	10	*	*	0	
January 2026	100	66	66	66	7	*	*	0	
January 2027	100	52	52	52	5	*	*	0	
January 2028	100	40	40	40	3	*	*	0	
January 2029	100	31	31	31	2	*	*	0	
January 2030	100	23	23	23	1	*	*	0	
January 2031	100	18	18	18	1	*	*	0	
January 2032	100	13	13	13	1	*	*	0	
January 2033	100	10	10	10	*	*	*	0	
January 2034	7	7	7	7	*	*	0	0	
January 2035	5	5	5	5	*	*	0	0	
January 2036	3	3	3	3	*	*	0	0	
January 2037	2	2	2	2	*	*	0	0	
January 2038	1	1	1	1	*	*	0	0	
January 2039	*	*	*	*	*	*	0	0	
January 2040	*	*	*	*	*	0	0	0	
January 2041	0	0	0	0	0	0	0	0	
Weighted Average Life (years)**	22.7	17.1	17.1	17.1	17.1	10.8	7.0	4.9	2.8

KZ Class

Date	PSA Prepayment Assumption								
	0%	100%	175%	210%	300%	500%	750%	1000%	1500%
Initial Percent	100	100	100	100	100	100	100	100	100
January 2012	105	105	105	97	78	36	0	0	0
January 2013	110	110	110	92	48	0	0	0	0
January 2014	116	116	115	89	24	0	0	0	0
January 2015	122	122	120	87	10	0	0	0	0
January 2016	128	128	123	86	2	0	0	0	0
January 2017	135	135	125	85	*	0	0	0	0
January 2018	142	142	125	84	*	0	0	0	0
January 2019	149	149	121	80	*	0	0	0	0
January 2020	157	157	115	75	*	0	0	0	0
January 2021	165	165	108	70	*	0	0	0	0
January 2022	173	173	100	63	*	0	0	0	0
January 2023	182	182	91	57	*	0	0	0	0
January 2024	191	187	83	51	*	0	0	0	0
January 2025	201	173	74	45	*	0	0	0	0
January 2026	211	159	66	39	*	0	0	0	0
January 2027	222	145	58	34	*	0	0	0	0
January 2028	234	131	50	29	*	0	0	0	0
January 2029	246	118	43	25	*	0	0	0	0
January 2030	258	104	37	21	*	0	0	0	0
January 2031	271	91	31	17	*	0	0	0	0
January 2032	285	79	26	14	*	0	0	0	0
January 2033	300	67	21	11	*	0	0	0	0
January 2034	306	55	17	9	*	0	0	0	0
January 2035	272	45	13	7	*	0	0	0	0
January 2036	235	34	9	5	*	0	0	0	0
January 2037	195	25	7	3	*	0	0	0	0
January 2038	152	15	4	2	*	0	0	0	0
January 2039	105	7	2	1	*	0	0	0	0
January 2040	55	1	*	*	*	0	0	0	0
January 2041	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	26.8	20.1	16.1	13.3	2.2	0.8	0.5	0.4	0.2

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

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

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

Characteristics of the Residual Classes

A Residual Certificate will be subject to certain transfer restrictions. See “Description of the Certificates—The Certificates—*Special Characteristics of the Residual Certificates*” and “Material Federal Income Tax Consequences—Taxation of Beneficial Owners of Residual Certificates” in the REMIC Prospectus.

Treasury Department regulations (the “Regulations”) provide that a transfer of a “noneconomic residual interest” will be disregarded for all federal tax purposes unless no significant purpose of the transfer is to impede the assessment or collection of tax. A Residual Certificate will constitute a noneconomic residual interest under the Regulations. Having a significant purpose to impede the assessment or collection of tax means that the transferor of a Residual Certificate had “improper knowledge” at the time of the transfer. See “Description of the Certificates—The Certificates—*Special Characteristics of the Residual Certificates*” in the REMIC Prospectus. You should consult your own tax advisor regarding the application of the Regulations to a transfer of a Residual Certificate.

CERTAIN ADDITIONAL FEDERAL INCOME TAX CONSEQUENCES

The Certificates and payments on the Certificates are not generally exempt from taxation. Therefore, you should consider the tax consequences of holding a Certificate before you acquire one. The following tax discussion supplements the discussion under the caption “Material Federal Income Tax Consequences” in the REMIC Prospectus. When read together, the two discussions describe the current federal income tax treatment of beneficial owners of Certificates. These two tax discussions do not purport to deal with all federal tax consequences applicable to all categories of beneficial owners, some of which may be subject to special rules. In addition, these discussions may not apply to your particular circumstances for one of the reasons explained in the REMIC Prospectus. You should consult your own tax advisors regarding the federal income tax consequences of holding and disposing of Certificates as well as any tax consequences arising under the laws of any state, local or foreign taxing jurisdiction.

U.S. Treasury Circular 230 Notice

The tax discussions contained in the REMIC Prospectus (including the sections entitled “Material Federal Income Tax Consequences” and “ERISA Considerations”) and this prospectus supplement were not intended or written to be used, and cannot be used, for the purpose of avoiding United States federal tax penalties. These discussions were written to support the promotion or marketing of the transactions or matters addressed in this prospectus supplement. You should seek advice based on your particular circumstances from an independent tax advisor.

REMIC Elections and Special Tax Attributes

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

Taxation of Beneficial Owners of Regular Certificates

The Notional Classes and the Accrual Class will be issued with original issue discount (“OID”), and certain other Classes of REMIC Certificates may be issued with OID. If a Class is issued with

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

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

<u>Group</u>	<u>Prepayment Assumption</u>
1	425% PSA
2	250% PSA
3	200% PSA
4	150% PSA
5	210% 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 KC, KD, KH, KL, KN and KA Classes of RCR Certificates are Combination RCR Certificates. The remaining Classes of RCR Certificates are Strip RCR Certificates. See “Material Federal Income Tax

Consequences—Taxation of Beneficial Owners of RCR Certificates” in the REMIC Prospectus for a general discussion of the federal income tax treatment of beneficial owners of RCR Certificates.

PLAN OF DISTRIBUTION

We are obligated to deliver the Group 1, Group 2, Group 4 and Group 5 Classes and the R and RL Classes to Barclays Capital Inc. (the “Dealer”) in exchange for the Group 1 Underlying REMIC Certificate, Group 2 SMBS, Group 4 MBS and Group 5 MBS.

We will deliver the Group 3 MBS to the Trust in exchange for the EK and EI RCR Classes. We are obligated to deliver \$322,558,416 initial principal amount of the EK Class to the Dealer for cash proceeds estimated to be approximately \$330,506,457. We initially will retain \$125,439,384 initial notional principal amount of the EI Class and may sell some or all of the retained Certificates from time to time in negotiated transactions at varying prices to be determined at the time of sale.

The Dealer proposes to offer the Certificates (other than the EI Class Certificates initially retained by us) 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.

Exhibit A

Group 1 Underlying REMIC Certificate

Underlying REMIC Trust	Class	Date of Issue	CUSIP Number	Interest Rate	Interest Type(t)	Final Distribution Date	Principal Type(l)	Original Principal Balance of Class	January 2011 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)
2010-152	AP	December 2010	31398S2M4	4.5%	FIX	January 2041	PAC/AD	\$335,798,000	0.99331394	\$333,552,834.42	5.385%	342	13

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

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

Available Recombinations(1)

REMIC Certificates		RCR Certificates						
Classes	Original Balances	RCR Classes	Original Balances	Principal Type(2)	Interest Rate	Interest Type(2)	CUSIP Number	Final Distribution Date
Recombination 1								
ET	\$322,558,416	EA	\$322,558,416	PT	1.00%	FIX	31397QRR1	May 2020
		EI	250,878,768(3)	NTL	4.50	FIX/IO	31397QSF6	May 2020
Recombination 2								
ET	322,558,416	EB	322,558,416	PT	1.25	FIX	31397QRS9	May 2020
		EI	232,958,856(3)	NTL	4.50	FIX/IO	31397QSF6	May 2020
Recombination 3								
ET	322,558,416	EC	322,558,416	PT	1.50	FIX	31397QRT7	May 2020
		EI	215,038,944(3)	NTL	4.50	FIX/IO	31397QSF6	May 2020
Recombination 4								
ET	322,558,416	ED	322,558,416	PT	1.75	FIX	31397QRU4	May 2020
		EI	197,119,032(3)	NTL	4.50	FIX/IO	31397QSF6	May 2020
Recombination 5								
ET	322,558,416	EG	322,558,416	PT	2.00	FIX	31397QRV2	May 2020
		EI	179,199,120(3)	NTL	4.50	FIX/IO	31397QSF6	May 2020
Recombination 6								
ET	322,558,416	EH	322,558,416	PT	2.25	FIX	31397QRW0	May 2020
		EI	161,279,208(3)	NTL	4.50	FIX/IO	31397QSF6	May 2020
Recombination 7								
ET	322,558,416	EJ	322,558,416	PT	2.50	FIX	31397QRX8	May 2020
		EI	143,359,296(3)	NTL	4.50	FIX/IO	31397QSF6	May 2020
Recombination 8								
ET	322,558,416	EK	322,558,416	PT	2.75	FIX	31397QRY6	May 2020
		EI	125,439,384(3)	NTL	4.50	FIX/IO	31397QSF6	May 2020
Recombination 9								
ET	322,558,416	EL	322,558,416	PT	3.00	FIX	31397QRZ3	May 2020
		EI	107,519,472(3)	NTL	4.50	FIX/IO	31397QSF6	May 2020
Recombination 10								
ET	322,558,416	EM	322,558,416	PT	3.25	FIX	31397QSA7	May 2020
		EI	89,599,560(3)	NTL	4.50	FIX/IO	31397QSF6	May 2020

<u>REMIC Certificates</u>		<u>RCR Certificates</u>						
<u>Classes</u>	<u>Original Balances</u>	<u>RCR Classes</u>	<u>Original Balances</u>	<u>Principal Type(2)</u>	<u>Interest Rate</u>	<u>Interest Type(2)</u>	<u>CUSIP Number</u>	<u>Final Distribution Date</u>
Recombination 11		EN	\$322,558,416	PT	3.50%	FIX	31397QSB5	May 2020
ET	\$322,558,416	EI	71,679,648(3)	NTL	4.50	FIX/IO	31397QSF6	May 2020
Recombination 12		EP	322,558,416	PT	3.75	FIX	31397QSC3	May 2020
ET	322,558,416	EI	53,759,736(3)	NTL	4.50	FIX/IO	31397QSF6	May 2020
Recombination 13		EQ	322,558,416	PT	4.00	FIX	31397QSD1	May 2020
ET	322,558,416	EI	35,839,824(3)	NTL	4.50	FIX/IO	31397QSF6	May 2020
Recombination 14		EU	322,558,416	PT	4.25	FIX	31397QSE9	May 2020
ET	322,558,416	EI	17,919,912(3)	NTL	4.50	FIX/IO	31397QSF6	May 2020
Recombination 15		BC	111,725,000	SEQ	2.50	FIX	31397QSG4	March 2025
BA	111,725,000	BI	41,896,875(3)	NTL	4.00	FIX/IO	31397QSN9	March 2025
Recombination 16		BD	111,725,000	SEQ	2.75	FIX	31397QSH2	March 2025
BA	111,725,000	BI	34,914,062(3)	NTL	4.00	FIX/IO	31397QSN9	March 2025
Recombination 17		BG	111,725,000	SEQ	3.00	FIX	31397QSJ8	March 2025
BA	111,725,000	BI	27,931,250(3)	NTL	4.00	FIX/IO	31397QSN9	March 2025
Recombination 18		BH	111,725,000	SEQ	3.25	FIX	31397QSK5	March 2025
BA	111,725,000	BI	20,948,437(3)	NTL	4.00	FIX/IO	31397QSN9	March 2025
Recombination 19		BJ	111,725,000	SEQ	3.50	FIX	31397QSL3	March 2025
BA	111,725,000	BI	13,965,625(3)	NTL	4.00	FIX/IO	31397QSN9	March 2025
Recombination 20		BK	111,725,000	SEQ	3.75	FIX	31397QSM1	March 2025
BA	111,725,000	BI	6,982,812(3)	NTL	4.00	FIX/IO	31397QSN9	March 2025
Recombination 21		KC	166,803,000	PAC/AD	2.75	FIX	31397QSP4	April 2040
KB	166,803,000	KI	8,340,150(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 22								
KB	\$166,803,000	KD	\$166,803,000	PAC/AD	3.00%	FIX	31397QSQ2	April 2040
KI	16,680,300(3)							
Recombination 23								
KB	166,803,000	KH	166,803,000	PAC/AD	3.50	FIX	31397QSR0	April 2040
KI	33,360,600(3)							
Recombination 24								
KB	166,803,000	KL	166,803,000	PAC/AD	4.00	FIX	31397QSS8	April 2040
KI	50,040,900(3)							
Recombination 25								
KB	166,803,000	KN	166,803,000	PAC/AD	4.50	FIX	31397QST6	April 2040
KI	66,721,200(3)							
Recombination 26								
KB	166,803,000	KA	166,803,000	PAC/AD	5.00	FIX	31397QSU3	April 2040
KI	83,401,500(3)							
Recombination 27								
KB	92,668,333	LF	92,668,333	PAC/AD	(4)	FLT	31397QSV1	April 2040
KI	83,401,500(3)	LS	92,668,333(3)	NTL	(4)	INV/IO	31397QSW9	April 2040
Recombination 28								
KB	92,668,333	KF	92,668,333	PAC/AD	(4)	FLT	31397QSX7	April 2040
KI	83,401,500(3)	KS	92,668,333(3)	NTL	(4)	INV/IO	31397QSY5	April 2040
Recombination 29								
KB	92,668,333	MF	92,668,333	PAC/AD	(4)	FLT	31397QSZ2	April 2040
KI	83,401,500(3)	MS	92,668,333(3)	NTL	(4)	INV/IO	31397QTA6	April 2040

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

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

(3) Notional balances. These Classes are Interest Only Classes. See page S-6 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.

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	\$294,650,611.00	May 2015	\$ 90,068,665.04	September 2019	\$ 17,308,745.65
February 2011	292,307,389.20	June 2015	87,283,441.43	October 2019	16,762,159.09
March 2011	289,852,411.57	July 2015	84,583,462.18	November 2019	16,232,569.12
April 2011	287,287,256.54	August 2015	81,966,139.18	December 2019	15,719,453.29
May 2011	284,613,601.19	September 2015	79,428,962.39	January 2020	15,222,305.12
June 2011	281,833,219.33	October 2015	76,969,497.53	February 2020	14,740,633.52
July 2011	278,947,979.51	November 2015	74,585,383.75	March 2020	14,273,962.39
August 2011	275,959,842.77	December 2015	72,274,331.48	April 2020	13,821,830.12
September 2011	272,870,860.33	January 2016	70,034,120.28	May 2020	13,383,789.21
October 2011	269,683,171.14	February 2016	67,862,596.72	June 2020	12,959,405.77
November 2011	266,398,999.19	March 2016	65,757,672.41	July 2020	12,548,259.16
December 2011	263,020,650.83	April 2016	63,717,322.05	August 2020	12,149,941.58
January 2012	259,550,511.87	May 2016	61,739,581.51	September 2020	11,764,057.67
February 2012	255,991,044.56	June 2016	59,822,545.98	October 2020	11,390,224.15
March 2012	252,344,784.49	July 2016	57,964,368.26	November 2020	11,028,069.41
April 2012	248,614,337.35	August 2016	56,163,256.92	December 2020	10,677,233.22
May 2012	244,802,375.58	September 2016	54,417,474.72	January 2021	10,337,366.35
June 2012	240,911,634.95	October 2016	52,725,336.93	February 2021	10,008,130.22
July 2012	237,056,013.44	November 2016	51,085,209.77	March 2021	9,689,196.63
August 2012	233,235,166.43	December 2016	49,495,508.85	April 2021	9,380,247.37
September 2012	229,448,752.46	January 2017	47,954,697.73	May 2021	9,080,974.00
October 2012	225,696,433.24	February 2017	46,461,286.45	June 2021	8,791,077.49
November 2012	221,601,368.41	March 2017	45,013,830.12	July 2021	8,510,267.97
December 2012	215,519,233.66	April 2017	43,610,927.59	August 2021	8,238,264.43
January 2013	209,577,032.11	May 2017	42,251,220.13	September 2021	7,974,794.47
February 2013	203,771,578.55	June 2017	40,933,390.13	October 2021	7,719,594.01
March 2013	198,099,759.66	July 2017	39,656,159.89	November 2021	7,472,407.08
April 2013	192,558,532.45	August 2017	38,418,290.41	December 2021	7,232,985.55
May 2013	187,144,922.67	September 2017	37,218,580.20	January 2022	7,001,088.87
June 2013	181,856,023.26	October 2017	36,055,864.21	February 2022	6,776,483.87
July 2013	176,688,992.85	November 2017	34,929,012.65	March 2022	6,558,944.55
August 2013	171,641,054.26	December 2017	33,836,930.01	April 2022	6,348,251.81
September 2013	166,709,493.10	January 2018	32,778,553.97	May 2022	6,144,193.28
October 2013	161,891,656.32	February 2018	31,752,854.42	June 2022	5,946,563.12
November 2013	157,184,950.86	March 2018	30,758,832.50	July 2022	5,755,161.78
December 2013	152,586,842.29	April 2018	29,795,519.65	August 2022	5,569,795.85
January 2014	148,094,853.48	May 2018	28,861,976.67	September 2022	5,390,277.87
February 2014	143,706,563.35	June 2018	27,957,292.87	October 2022	5,216,426.11
March 2014	139,419,605.57	July 2018	27,080,585.22	November 2022	5,048,064.43
April 2014	135,231,667.35	August 2018	26,230,997.47	December 2022	4,885,022.13
May 2014	131,140,488.23	September 2018	25,407,699.36	January 2023	4,727,133.72
June 2014	127,143,858.92	October 2018	24,609,885.88	February 2023	4,574,238.83
July 2014	123,239,620.12	November 2018	23,836,776.43	March 2023	4,426,181.98
August 2014	119,440,602.17	December 2018	23,087,614.14	April 2023	4,282,812.53
September 2014	115,757,574.26	January 2019	22,361,665.15	May 2023	4,143,984.42
October 2014	112,187,021.56	February 2019	21,658,217.90	June 2023	4,009,556.13
November 2014	108,725,535.10	March 2019	20,976,582.43	July 2023	3,879,390.46
December 2014	105,369,808.59	April 2019	20,316,089.79	August 2023	3,753,354.47
January 2015	102,116,635.41	May 2019	19,676,091.37	September 2023	3,631,319.29
February 2015	98,962,905.55	June 2019	19,055,958.28	October 2023	3,513,160.03
March 2015	95,905,602.73	July 2019	18,455,080.77	November 2023	3,398,755.66
April 2015	92,941,801.61	August 2019	17,872,867.63	December 2023	3,287,988.87

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>
January 2024	\$ 3,180,745.97	August 2028	\$ 486,755.52	March 2033	\$ 61,619.44
February 2024	3,076,916.78	September 2028	469,836.76	April 2033	59,150.39
March 2024	2,976,394.52	October 2028	453,479.89	May 2033	56,770.21
April 2024	2,879,075.71	November 2028	437,666.79	June 2033	54,475.89
May 2024	2,784,860.07	December 2028	422,379.93	July 2033	52,264.51
June 2024	2,693,650.39	January 2029	407,602.31	August 2033	50,133.25
July 2024	2,605,352.51	February 2029	393,317.50	September 2033	48,079.38
August 2024	2,519,875.14	March 2029	379,509.56	October 2033	46,100.25
September 2024	2,437,129.83	April 2029	366,163.07	November 2033	44,193.33
October 2024	2,357,030.88	May 2029	353,263.09	December 2033	42,356.13
November 2024	2,279,495.21	June 2029	340,795.16	January 2034	40,586.26
December 2024	2,204,442.35	July 2029	328,745.26	February 2034	38,881.43
January 2025	2,131,794.28	August 2029	317,099.85	March 2034	37,239.40
February 2025	2,061,475.43	September 2029	305,845.79	April 2034	35,658.00
March 2025	1,993,412.55	October 2029	294,970.36	May 2034	34,135.15
April 2025	1,927,534.69	November 2029	284,461.26	June 2034	32,668.83
May 2025	1,863,773.06	December 2029	274,306.56	July 2034	31,257.08
June 2025	1,802,061.03	January 2030	264,494.71	August 2034	29,898.02
July 2025	1,742,334.03	February 2030	255,014.55	September 2034	28,589.82
August 2025	1,684,529.50	March 2030	245,855.26	October 2034	27,330.72
September 2025	1,628,586.82	April 2030	237,006.37	November 2034	26,119.00
October 2025	1,574,447.25	May 2030	228,457.72	December 2034	24,953.03
November 2025	1,522,053.87	June 2030	220,199.51	January 2035	23,831.20
December 2025	1,471,351.54	July 2030	212,222.22	February 2035	22,751.97
January 2026	1,422,286.83	August 2030	204,516.66	March 2035	21,713.85
February 2026	1,374,807.97	September 2030	197,073.92	April 2035	20,715.40
March 2026	1,328,864.82	October 2030	189,885.38	May 2035	19,755.23
April 2026	1,284,408.76	November 2030	182,942.69	June 2035	18,832.00
May 2026	1,241,392.72	December 2030	176,237.77	July 2035	17,944.39
June 2026	1,199,771.09	January 2031	169,762.79	August 2035	17,091.15
July 2026	1,159,499.67	February 2031	163,510.18	September 2035	16,271.08
August 2026	1,120,535.66	March 2031	157,472.63	October 2035	15,482.98
September 2026	1,082,837.55	April 2031	151,643.02	November 2035	14,725.73
October 2026	1,046,365.19	May 2031	146,014.50	December 2035	13,998.23
November 2026	1,011,079.62	June 2031	140,580.42	January 2036	13,299.43
December 2026	976,943.14	July 2031	135,334.35	February 2036	12,628.28
January 2027	943,919.21	August 2031	130,270.06	March 2036	11,983.82
February 2027	911,972.44	September 2031	125,381.52	April 2036	11,365.07
March 2027	881,068.53	October 2031	120,662.91	May 2036	10,771.12
April 2027	851,174.28	November 2031	116,108.59	June 2036	10,201.07
May 2027	822,257.50	December 2031	111,713.08	July 2036	9,654.06
June 2027	794,287.02	January 2032	107,471.11	August 2036	9,129.26
July 2027	767,232.66	February 2032	103,377.56	September 2036	8,625.87
August 2027	741,065.17	March 2032	99,427.48	October 2036	8,143.10
September 2027	715,756.21	April 2032	95,616.07	November 2036	7,680.20
October 2027	691,278.35	May 2032	91,938.72	December 2036	7,236.46
November 2027	667,605.01	June 2032	88,390.92	January 2037	6,811.17
December 2027	644,710.43	July 2032	84,968.35	February 2037	6,403.65
January 2028	622,569.68	August 2032	81,666.80	March 2037	6,013.25
February 2028	601,158.61	September 2032	78,482.21	April 2037	5,639.34
March 2028	580,453.83	October 2032	75,410.65	May 2037	5,281.31
April 2028	560,432.66	November 2032	72,448.32	June 2037	4,938.57
May 2028	541,073.17	December 2032	69,591.53	July 2037	4,610.56
June 2028	522,354.10	January 2033	66,836.73	August 2037	4,296.73
July 2028	504,254.86	February 2033	64,180.48	September 2037	3,996.54

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>
October 2037	\$ 3,709.49	September 2038	\$ 1,289.54	August 2039	\$ 124.38
November 2037	3,435.09	October 2038	1,127.10	September 2039	90.08
December 2037	3,172.85	November 2038	972.53	October 2039	66.13
January 2038	2,922.32	December 2038	825.51	November 2039	43.85
February 2038	2,683.06	January 2039	685.75	December 2039	24.72
March 2038	2,454.64	February 2039	554.18	January 2040	17.16
April 2038	2,236.64	March 2039	443.72	February 2040	10.14
May 2038	2,028.66	April 2039	340.04	March 2040	4.94
June 2038	1,830.33	May 2039	270.27	April 2040	0.82
July 2038	1,641.27	June 2039	204.02	May 2040 and thereafter	0.00
August 2038	1,461.12	July 2039	160.99		

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	\$179,069,000.00	May 2014	\$111,217,675.78	September 2017	\$ 56,300,066.19
February 2011	178,037,369.99	June 2014	109,510,906.54	October 2017	55,268,442.99
March 2011	176,971,464.98	July 2014	107,823,532.03	November 2017	54,255,036.66
April 2011	175,838,119.10	August 2014	106,155,338.67	December 2017	53,259,532.85
May 2011	174,638,192.07	September 2014	104,506,115.22	January 2018	52,281,622.61
June 2011	173,374,236.02	October 2014	102,875,652.70	February 2018	51,321,002.18
July 2011	172,052,640.94	November 2014	101,263,744.41	March 2018	50,377,373.00
August 2011	170,674,244.97	December 2014	99,670,185.88	April 2018	49,450,441.59
September 2011	169,244,132.78	January 2015	98,094,774.87	May 2018	48,539,919.43
October 2011	167,763,120.28	February 2015	96,537,311.30	June 2018	47,645,522.94
November 2011	166,232,069.46	March 2015	94,997,597.31	July 2018	46,766,973.36
December 2011	164,651,887.40	April 2015	93,475,437.12	August 2018	45,903,996.64
January 2012	163,034,081.31	May 2015	91,970,637.13	September 2018	45,056,323.45
February 2012	161,379,341.92	June 2015	90,483,005.79	October 2018	44,223,688.98
March 2012	159,688,396.88	July 2015	89,012,353.67	November 2018	43,405,832.99
April 2012	157,962,009.86	August 2015	87,558,493.36	December 2018	42,602,499.63
May 2012	156,200,979.56	September 2015	86,121,239.50	January 2019	41,813,437.42
June 2012	154,406,138.65	October 2015	84,700,408.72	February 2019	41,038,399.16
July 2012	152,578,352.72	November 2015	83,295,819.67	March 2019	40,277,141.88
August 2012	150,718,519.14	December 2015	81,907,292.95	April 2019	39,529,426.74
September 2012	148,827,565.84	January 2016	80,534,651.09	May 2019	38,795,018.95
October 2012	146,906,450.09	February 2016	79,177,718.58	June 2019	38,073,687.75
November 2012	144,956,157.25	March 2016	77,836,321.77	July 2019	37,365,206.30
December 2012	142,977,699.40	April 2016	76,510,288.94	August 2019	36,669,351.64
January 2013	140,972,114.02	May 2016	75,199,450.21	September 2019	35,985,904.60
February 2013	138,984,315.32	June 2016	73,903,637.53	October 2019	35,314,649.77
March 2013	137,014,126.60	July 2016	72,622,684.71	November 2019	34,655,375.39
April 2013	135,061,372.79	August 2016	71,356,427.32	December 2019	34,007,873.33
May 2013	133,125,880.40	September 2016	70,104,702.77	January 2020	33,371,939.02
June 2013	131,207,477.56	October 2016	68,867,350.18	February 2020	32,747,371.35
July 2013	129,305,993.95	November 2016	67,644,210.44	March 2020	32,133,972.69
August 2013	127,421,260.83	December 2016	66,435,126.19	April 2020	31,531,548.75
September 2013	125,553,110.99	January 2017	65,239,941.74	May 2020	30,939,908.57
October 2013	123,701,378.76	February 2017	64,058,503.12	June 2020	30,358,864.47
November 2013	121,865,899.98	March 2017	62,890,658.01	July 2020	29,788,231.96
December 2013	120,046,512.02	April 2017	61,742,821.99	August 2020	29,227,829.70
January 2014	118,243,053.69	May 2017	60,615,206.18	September 2020	28,677,479.47
February 2014	116,456,522.74	June 2017	59,507,462.23	October 2020	28,137,006.08
March 2014	114,690,264.41	July 2017	58,419,247.71	November 2020	27,606,237.35
April 2014	112,944,055.65	August 2017	57,350,226.00	December 2020	27,085,004.03

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>
January 2021	\$ 26,573,139.79	August 2025	\$ 8,998,345.23	March 2030	\$ 2,745,934.62
February 2021	26,070,481.13	September 2025	8,816,319.76	April 2030	2,683,141.03
March 2021	25,576,867.35	October 2025	8,637,692.24	May 2030	2,621,589.86
April 2021	25,092,140.51	November 2025	8,462,401.97	June 2030	2,561,258.17
May 2021	24,616,145.36	December 2025	8,290,389.36	July 2030	2,502,123.46
June 2021	24,148,729.35	January 2026	8,121,595.80	August 2030	2,444,163.59
July 2021	23,689,742.48	February 2026	7,955,963.73	September 2030	2,387,356.85
August 2021	23,239,037.38	March 2026	7,793,436.60	October 2030	2,331,681.89
September 2021	22,796,469.18	April 2026	7,633,958.82	November 2030	2,277,117.76
October 2021	22,361,895.50	May 2026	7,477,475.78	December 2030	2,223,643.87
November 2021	21,935,176.39	June 2026	7,323,933.82	January 2031	2,171,239.99
December 2021	21,516,174.31	July 2026	7,173,280.21	February 2031	2,119,886.26
January 2022	21,104,754.10	August 2026	7,025,463.14	March 2031	2,069,563.17
February 2022	20,700,782.88	September 2026	6,880,431.71	April 2031	2,020,251.57
March 2022	20,304,130.09	October 2026	6,738,135.90	May 2031	1,971,932.63
April 2022	19,914,667.38	November 2026	6,598,526.56	June 2031	1,924,587.86
May 2022	19,532,268.63	December 2026	6,461,555.42	July 2031	1,878,199.11
June 2022	19,156,809.87	January 2027	6,327,175.01	August 2031	1,832,748.55
July 2022	18,788,169.28	February 2027	6,195,338.72	September 2031	1,788,218.67
August 2022	18,426,227.10	March 2027	6,066,000.76	October 2031	1,744,592.26
September 2022	18,070,865.66	April 2027	5,939,116.11	November 2031	1,701,852.43
October 2022	17,721,969.30	May 2027	5,814,640.57	December 2031	1,659,982.60
November 2022	17,379,424.37	June 2027	5,692,530.68	January 2032	1,618,966.46
December 2022	17,043,119.13	July 2027	5,572,743.76	February 2032	1,578,788.02
January 2023	16,712,943.82	August 2027	5,455,237.87	March 2032	1,539,431.55
February 2023	16,388,790.52	September 2027	5,339,971.82	April 2032	1,500,881.63
March 2023	16,070,553.20	October 2027	5,226,905.11	May 2032	1,463,123.09
April 2023	15,758,127.64	November 2027	5,115,997.98	June 2032	1,426,141.04
May 2023	15,451,411.42	December 2027	5,007,211.34	July 2032	1,389,920.87
June 2023	15,150,303.90	January 2028	4,900,506.81	August 2032	1,354,448.23
July 2023	14,854,706.14	February 2028	4,795,846.67	September 2032	1,319,709.00
August 2023	14,564,520.94	March 2028	4,693,193.85	October 2032	1,285,689.34
September 2023	14,279,652.76	April 2028	4,592,511.95	November 2032	1,252,375.66
October 2023	14,000,007.71	May 2028	4,493,765.20	December 2032	1,219,754.61
November 2023	13,725,493.51	June 2028	4,396,918.47	January 2033	1,187,813.06
December 2023	13,456,019.50	July 2028	4,301,937.22	February 2033	1,156,538.15
January 2024	13,191,496.57	August 2028	4,208,787.54	March 2033	1,125,917.23
February 2024	12,931,837.13	September 2028	4,117,436.10	April 2033	1,095,937.89
March 2024	12,676,955.13	October 2028	4,027,850.18	May 2033	1,066,587.92
April 2024	12,426,766.00	November 2028	3,939,997.61	June 2033	1,037,855.36
May 2024	12,181,186.62	December 2028	3,853,846.80	July 2033	1,009,728.45
June 2024	11,940,135.32	January 2029	3,769,366.72	August 2033	982,195.65
July 2024	11,703,531.85	February 2029	3,686,526.86	September 2033	955,245.61
August 2024	11,471,297.31	March 2029	3,605,297.28	October 2033	928,867.22
September 2024	11,243,354.21	April 2029	3,525,648.55	November 2033	903,049.54
October 2024	11,019,626.37	May 2029	3,447,551.76	December 2033	877,781.84
November 2024	10,800,038.96	June 2029	3,370,978.52	January 2034	853,053.58
December 2024	10,584,518.40	July 2029	3,295,900.93	February 2034	828,854.42
January 2025	10,372,992.43	August 2029	3,222,291.58	March 2034	805,174.19
February 2025	10,165,390.02	September 2029	3,150,123.56	April 2034	782,002.94
March 2025	9,961,641.37	October 2029	3,079,370.42	May 2034	759,330.85
April 2025	9,761,677.89	November 2029	3,010,006.18	June 2034	737,148.32
May 2025	9,565,432.20	December 2029	2,942,005.33	July 2034	715,445.90
June 2025	9,372,838.05	January 2030	2,875,342.79	August 2034	694,214.33
July 2025	9,183,830.38	February 2030	2,809,993.95	September 2034	673,444.52

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>
October 2034	\$ 653,127.51	September 2036 . . .	\$ 292,522.03	August 2038	\$ 84,922.91
November 2034	633,254.55	October 2036	280,776.00	September 2038 . . .	78,606.56
December 2034	613,817.03	November 2036	269,305.59	October 2038	72,452.52
January 2035	594,806.48	December 2036	258,105.29	November 2038	66,457.42
February 2035	576,214.61	January 2037	247,169.68	December 2038	60,617.96
March 2035	558,033.27	February 2037	236,493.46	January 2039	54,930.89
April 2035	540,254.47	March 2037	226,071.40	February 2039	49,393.05
May 2035	522,870.34	April 2037	215,898.40	March 2039	44,806.28
June 2035	505,873.18	May 2037	205,969.43	April 2039	40,339.72
July 2035	489,255.43	June 2037	196,279.57	May 2039	35,990.86
August 2035	473,009.66	July 2037	186,823.97	June 2039	31,757.25
September 2035	457,128.56	August 2037	177,597.90	July 2039	27,636.46
October 2035	441,604.99	September 2037	168,596.70	August 2039	23,626.12
November 2035	426,431.92	October 2037	159,815.79	September 2039 . . .	19,723.91
December 2035	411,602.44	November 2037	151,250.70	October 2039	15,927.55
January 2036	397,109.79	December 2037	142,897.02	November 2039	12,234.79
February 2036	382,947.33	January 2038	134,750.43	December 2039	8,643.45
March 2036	369,108.52	February 2038	126,806.71	January 2040	5,151.37
April 2036	355,586.96	March 2038	119,061.68	February 2040	1,756.44
May 2036	342,376.38	April 2038	111,881.00	March 2040 and thereafter	0.00
June 2036	329,470.59	May 2038	104,880.45		
July 2036	316,863.55	June 2038	98,056.32		
August 2036	304,549.31	July 2038	91,405.00		

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.

TABLE OF CONTENTS

	Page
Table of Contents	S- 2
Available Information	S- 3
Summary	S- 4
Additional Risk Factors	S- 8
Description of the Certificates	S- 8
Certain Additional Federal Income Tax Consequences	S-22
Plan of Distribution	S-24
Legal Matters	S-24
Exhibit A	A- 1
Schedule 1	A- 2
Principal Balance Schedules	B- 1

\$1,263,922,279



**Guaranteed REMIC
Pass-Through Certificates
Fannie Mae REMIC Trust 2011-3**

PROSPECTUS SUPPLEMENT

Barclays Capital

January 25, 2011
