

\$190,610,000



FannieMae®

**Guaranteed REMIC Pass-Through Certificates
Fannie Mae REMIC Trust 2011-7**

The Certificates

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

Payments to Certificateholders

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

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

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

Class	Group	Original Class Balance	Principal Type(1)	Interest Rate	Interest Type(1)	CUSIP Number	Final Distribution Date
CA	1	\$25,000,000	SEQ	3.5%	FIX	31398S6U2	May 2024
CB	1	5,154,871	SEQ	3.5	FIX	31398S6V0	February 2026
DA(2) . . .	1	95,212,749	SEQ	3.5	FIX	31398S6W8	May 2024
DB(2) . . .	1	15,143,101	SEQ	3.5	FIX	31398S6X6	October 2025
B(2)	1	4,489,279	SEQ	3.5	FIX	31398S6Y4	February 2026
PA	2	30,741,643	PAC	4.5	FIX	31398S6Z1	October 2039
PB	2	3,684,459	PAC	4.5	FIX	31398S7A5	February 2041
FW	2	604,591	SUP	(3)	FLT	31398S7B3	July 2040
SW	2	335,885	SUP	(3)	INV	31398S7C1	July 2040
WB	2	250,000	SUP	4.5	FIX	31398S7D9	February 2041
WF	2	6,424,343	SUP	(3)	FLT	31398S7E7	February 2041
WS	2	3,569,079	SUP	(3)	INV	31398S7F4	February 2041
R		0	NPR	0	NPR	31398S7G2	February 2041

(1) See "Description of the Certificates—The Certificates—Class Definitions and Abbreviations" in the REMIC prospectus. (2) Exchangeable classes. (3) Based on LIBOR.

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.

If you own certificates of certain classes, you can exchange them for certificates of the corresponding RCR classes to be delivered at the time of exchange. The A and BC Classes are the RCR classes. For a more detailed description of the RCR classes, see Schedule 1 attached to this prospectus supplement and "Description of the Certificates—The Certificates—Combination and Recombination" in the REMIC prospectus.

The Trust and its Assets

The trust will own Fannie Mae MBS.

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

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

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

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

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

UBS Investment Bank

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AVAILABLE INFORMATION

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

- our Prospectus for Fannie Mae Guaranteed REMIC Pass-Through Certificates dated May 1, 2010 (the “REMIC Prospectus”);
- our Prospectus for Fannie Mae Guaranteed Pass-Through Certificates (Single-Family Residential Mortgage Loans) dated
 - June 1, 2009, for all MBS issued on or after January 1, 2009,
 - April 1, 2008, for all MBS issued on or after June 1, 2007 and prior to January 1, 2009, or
 - January 1, 2006, for all other MBS(as applicable, the “MBS Prospectus”); and
- any information incorporated by reference in this prospectus supplement as discussed below and under the heading “Incorporation by Reference” in the REMIC Prospectus.

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

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

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

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

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

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

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

SUMMARY

This summary contains only limited information about the certificates. Statistical information in this summary is provided as of 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	Group 1 MBS
2	Group 2 MBS

Group 1 and Group 2

Characteristics of the MBS

	<u>Approximate Principal Balance</u>	<u>Pass- Through Rate</u>	<u>Range of Weighted Average Coupons or WACs (annual percentages)</u>	<u>Range of Weighted Average Remaining Terms to Maturity or WAMs (in months)</u>
Group 1 MBS	\$145,000,000	3.50%	3.75% to 6.00%	121 to 180
Group 2 MBS	\$ 45,610,000	4.50%	4.75% to 7.00%	240 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 1 MBS	\$145,000,000	180	179	1	4.000%
Group 2 MBS	\$ 45,610,000	360	357	2	4.884%

The actual remaining terms to maturity, loan ages and interest rates of most of the mortgage loans underlying the 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:

<u>Fed Book-Entry</u>	<u>Physical</u>
All classes other than the R Class	R Class

Exchanging Certificates Through Combination and Recombination

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

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

Interest Rates

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

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>
FW.....	0.9610%	7.00%	0.70%	LIBOR + 70 basis points
SW.....	10.8702%	11.34%	0.00%	11.34% – (1.8 × LIBOR)
WF.....	0.9610%	7.00%	0.70%	LIBOR + 70 basis points
WS.....	10.8702%	11.34%	0.00%	11.34% – (1.8 × LIBOR)

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

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>218%</u>	<u>300%</u>	<u>600%</u>	<u>1000%</u>
CA and DA	7.5	5.2	3.9	3.3	2.2	1.7
CB and BC	14.2	12.9	11.2	9.9	6.4	4.1
DB.....	14.0	12.5	10.4	9.0	5.6	3.7
B	14.8	14.4	13.7	12.8	9.0	5.6
A	8.4	6.2	4.8	4.1	2.7	1.9

<u>Group 2 Classes</u>	<u>PSA Prepayment Assumption</u>							
	<u>0%</u>	<u>100%</u>	<u>114%</u>	<u>145%</u>	<u>250%</u>	<u>300%</u>	<u>600%</u>	<u>1000%</u>
PA.....	16.1	6.4	6.0	6.0	6.0	5.4	3.2	2.2
PB.....	26.0	18.5	18.5	18.5	18.5	16.2	8.7	5.0
FW and SW	28.0	19.0	17.1	11.2	2.4	1.9	1.1	0.7
WB	29.7	27.5	26.9	25.2	5.7	3.7	1.9	1.3
WF and WS	28.4	20.8	19.2	14.1	3.1	2.3	1.2	0.9

* 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.

“Jumbo-conforming” and “high-balance” mortgage loans, which have original principal balances that exceed our traditional conforming loan limits, may prepay at different rates than conforming balance mortgage loans generally. The pools underlying the Group 1 MBS and Group 2 MBS have been designated as pools that include “jumbo-conforming” or “high-balance” mortgage loans. There is limited historical performance data regarding prepayment rates for jumbo-conforming and high-balance mortgage loans. If prevailing mortgage rates decline, borrowers with jumbo-conforming and high-balance mortgage loans may be more likely to refinance their mortgage loans than

borrowers with conforming balance loans. This is because a relatively small reduction in the interest rate of a jumbo-conforming and high-balance mortgage loan can have a greater impact on the borrower’s monthly payment than a similar interest rate change for a conforming balance loan.

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

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

As a result of these factors, the Group 1 Classes and Group 2 Classes may receive payments of principal more quickly or more slowly than expected and the weighted average lives and yields of those Classes may be affected, perhaps significantly.

DESCRIPTION OF THE CERTIFICATES

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

General

Structure. We will create the Fannie Mae REMIC Trust specified on the cover of this prospectus supplement (the “Trust”) pursuant to a trust agreement dated as of May 1, 2010 and a supplement thereto dated as of 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 two groups of Fannie Mae Guaranteed Mortgage Pass-Through Certificates (the “Group 1 MBS” and “Group 2 MBS,” and together, the “MBS”).

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

The Trust will constitute a “real estate mortgage investment conduit” (“REMIC”) under the Internal Revenue Code of 1986, as amended (the “Code”).

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

	<u>Assets</u>	<u>Regular Interests</u>	<u>Residual Interest</u>
REMIC	MBS	All Classes of Certificates other than the R Class	R

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

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

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

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

<u>Classes</u>	<u>Denominations</u>
Inverse Floating Rate Classes	\$100,000 minimum plus whole dollar increments
All other Classes (except the R Class)	\$1,000 minimum plus whole dollar increments

The MBS

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

In addition, the pools of mortgage loans underlying the Group 1 MBS and Group 2 MBS have been designated as pools that include “jumbo-conforming” or “high balance” mortgage loans as described further under “The Mortgage Loans—Special Feature Mortgage Loans—*Loans with Original Principal Balance that Exceed our Traditional Conforming Loan Limits*” in the MBS Prospectus dated June 1, 2009. For periodic updates to that description, please refer to the Pool Prefix Glossary available on our web site at www.fanniemae.com. For additional information about the particular pools underlying the Group 1 MBS and Group 2 MBS, see the Final Data Statement for the Trust and the related prospectus supplement for each MBS. See also “Additional Risk Factors—*“Jumbo-conforming” and “high-balance” mortgage loans, which have original principal balances that exceed our traditional conforming loan limits, may prepay at different rates than conforming balance mortgage loans generally*” in this prospectus supplement.

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

Distributions of Interest

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

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

<u>Delay Classes</u>	<u>No-Delay Classes</u>
All interest-bearing Classes	—

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

Distributions of Principal

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

• Group 1

The Group 1 Principal Distribution Amount as follows:

- 20.7964627586% to CA and CB, in that order, until retired, and
- 79.2035372414% to DA, DB and B, in that order, until retired.

} Sequential
Pay Classes

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

• Group 2

The Group 2 Principal Distribution Amount in the following priority:

1. To the Aggregate Group to its Planned Balance.

} PAC Group

2. — 10.6445534464% as follows:

first, to FW and SW, pro rata, until retired; and

second, to WB until retired, and

— 89.3554465536% to WF and WS, pro rata, until retired.

} Support
Classes

3. To the Aggregate Group to zero.

} PAC Group

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

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

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

Structuring Assumptions

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

- the Mortgage Loans underlying the MBS have the original terms to maturity, remaining terms to maturity, loan ages and interest rates specified under “Summary—Group 1 and 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 Schedule. The Principal Balance Schedule is set forth beginning on page B-1 of this prospectus supplement. The Principal Balance Schedule was prepared based on the Pricing Assumptions and the assumption that the related Mortgage Loans prepay at a *constant* rate within the “Structuring Range” specified in the chart below. The “Effective Range” for the Aggregate Group is the range of prepayment rates (measured by *constant* PSA rates) that would reduce the Aggregate Group to its scheduled balance each month based on the Pricing Assumptions. We have not provided separate schedules for the individual Classes included in the Aggregate Group. However, 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 Aggregate Group schedule). If such separate schedules had been provided for the individual Classes included in the Aggregate Group, we expect that the effective ranges for those Classes would not be narrower than that shown below for the Aggregate Group.

<u>Group</u>	<u>Structuring Range</u>	<u>Initial Effective Range</u>
Aggregate Group Planned Balances	Between 114% and 250% PSA	Between 114% and 250% PSA

The Aggregate Group consists of the PA and PB Classes.

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

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

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

Yield Tables for the Inverse Floating Rate Classes

The tables below illustrate the sensitivity of the pre-tax corporate bond equivalent yields to maturity of the applicable Classes to various constant percentages of PSA and 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 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.

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

<u>Class</u>	<u>Price*</u>
SW	99.0%
WS	98.0%

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

Sensitivity of the SW 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>114%</u>	<u>145%</u>	<u>250%</u>	<u>300%</u>	<u>600%</u>	<u>1000%</u>
0.130%	11.4%	11.4%	11.4%	11.4%	11.5%	11.5%	11.6%	11.7%
0.261%	11.2%	11.2%	11.2%	11.2%	11.3%	11.3%	11.4%	11.5%
2.261%	7.4%	7.4%	7.4%	7.5%	7.6%	7.7%	7.9%	8.2%
4.261%	3.8%	3.8%	3.8%	3.8%	4.1%	4.1%	4.5%	4.8%
6.300%	0.0%	0.1%	0.1%	0.1%	0.5%	0.6%	1.0%	1.5%

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

LIBOR	PSA Prepayment Assumption							
	50%	100%	114%	145%	250%	300%	600%	1000%
0.130%	11.5%	11.5%	11.5%	11.6%	11.9%	12.0%	12.5%	13.0%
0.261%	11.3%	11.3%	11.3%	11.3%	11.7%	11.8%	12.3%	12.8%
2.261%	7.5%	7.5%	7.5%	7.6%	8.0%	8.2%	8.8%	9.3%
4.261%	3.8%	3.8%	3.8%	3.9%	4.3%	4.5%	5.2%	5.9%
6.300%	0.1%	0.1%	0.1%	0.1%	0.7%	0.9%	1.7%	2.5%

Weighted Average Lives of the Certificates

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

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

- the timing of changes in the rate of principal distributions,
- the priority sequences of distributions of principal of the Group 1 Classes and Group 2 Classes.

See “—Distributions of Principal” above.

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

Decrement Tables

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

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

<u>Mortgage Loans Backing Trust Assets Specified Below</u>	<u>Original and Remaining Terms to Maturity</u>	<u>Interest Rates</u>
Group 1 MBS	180 months	6.00%
Group 2 MBS	360 months	7.00%

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

In addition, the diverse remaining terms to maturity of the Mortgage Loans could produce slower or faster principal distributions than indicated in the tables at the specified constant PSA rates, even

if the weighted average remaining term to maturity and the weighted average loan age of the Mortgage Loans are identical to the weighted averages specified in the Pricing Assumptions. This is the case because pools of loans with identical weighted averages are nonetheless likely to reflect differing dispersions of the related characteristics.

Percent of Original Principal Balances Outstanding

Date	CA and DA Classes						CB and BC Classes						DB Class					
	PSA Prepayment Assumption						PSA Prepayment Assumption						PSA Prepayment Assumption					
	0%	100%	218%	300%	600%	1000%	0%	100%	218%	300%	600%	1000%	0%	100%	218%	300%	600%	1000%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
January 2012	95	92	90	89	84	76	100	100	100	100	100	100	100	100	100	100	100	100
January 2013	89	82	75	71	55	35	100	100	100	100	100	100	100	100	100	100	100	100
January 2014	84	70	58	50	25	1	100	100	100	100	100	100	100	100	100	100	100	100
January 2015	78	59	43	34	7	0	100	100	100	100	100	39	100	100	100	100	100	21
January 2016	71	49	31	20	0	0	100	100	100	100	79	15	100	100	100	100	73	0
January 2017	64	39	20	10	0	0	100	100	100	100	46	5	100	100	100	100	30	0
January 2018	57	30	11	2	0	0	100	100	100	100	27	2	100	100	100	100	5	0
January 2019	49	22	4	0	0	0	100	100	100	81	15	1	100	100	100	75	0	0
January 2020	41	14	0	0	0	0	100	100	91	58	9	*	100	100	89	46	0	0
January 2021	32	7	0	0	0	0	100	100	67	40	5	*	100	100	58	23	0	0
January 2022	23	1	0	0	0	0	100	100	47	27	2	*	100	100	32	5	0	0
January 2023	13	0	0	0	0	0	100	73	31	17	1	*	100	65	11	0	0	0
January 2024	2	0	0	0	0	0	100	46	18	9	1	*	100	30	0	0	0	0
January 2025	0	0	0	0	0	0	57	21	8	4	*	*	45	0	0	0	0	0
January 2026	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	7.5	5.2	3.9	3.3	2.2	1.7	14.2	12.9	11.2	9.9	6.4	4.1	14.0	12.5	10.4	9.0	5.6	3.7

Date	B Class						A Class					
	PSA Prepayment Assumption						PSA Prepayment Assumption					
	0%	100%	218%	300%	600%	1000%	0%	100%	218%	300%	600%	1000%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100
January 2012	100	100	100	100	100	100	96	93	92	90	86	80
January 2013	100	100	100	100	100	100	91	84	79	75	61	44
January 2014	100	100	100	100	100	100	86	74	64	57	36	15
January 2015	100	100	100	100	100	100	81	65	51	43	20	3
January 2016	100	100	100	100	100	64	75	56	40	31	10	0
January 2017	100	100	100	100	100	23	69	47	31	23	4	0
January 2018	100	100	100	100	100	8	63	40	24	16	1	0
January 2019	100	100	100	100	67	3	56	33	17	10	0	0
January 2020	100	100	100	100	37	1	49	26	12	6	0	0
January 2021	100	100	100	100	20	*	41	20	8	3	0	0
January 2022	100	100	100	100	10	*	33	14	4	1	0	0
January 2023	100	100	100	73	5	*	25	9	2	0	0	0
January 2024	100	100	80	40	2	*	16	4	0	0	0	0
January 2025	100	92	34	16	1	*	6	0	0	0	0	0
January 2026	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	14.8	14.4	13.7	12.8	9.0	5.6	8.4	6.2	4.8	4.1	2.7	1.9

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

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

Date	PA Class								PB Class							
	PSA Prepayment Assumption								PSA Prepayment Assumption							
	0%	100%	114%	145%	250%	300%	600%	1000%	0%	100%	114%	145%	250%	300%	600%	1000%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
January 2012	98	95	95	95	95	95	95	95	100	100	100	100	100	100	100	100
January 2013	97	87	86	86	86	86	85	58	100	100	100	100	100	100	100	100
January 2014	95	77	75	75	75	75	50	16	100	100	100	100	100	100	100	100
January 2015	93	67	64	64	64	64	27	0	100	100	100	100	100	100	100	92
January 2016	91	58	54	54	54	51	12	0	100	100	100	100	100	100	100	36
January 2017	89	50	45	45	45	38	3	0	100	100	100	100	100	100	100	14
January 2018	87	42	37	37	37	28	0	0	100	100	100	100	100	100	79	6
January 2019	84	34	29	29	29	20	0	0	100	100	100	100	100	100	50	2
January 2020	82	27	22	22	22	14	0	0	100	100	100	100	100	100	31	1
January 2021	79	21	16	16	16	8	0	0	100	100	100	100	100	100	19	*
January 2022	76	14	11	11	11	4	0	0	100	100	100	100	100	100	12	*
January 2023	73	9	7	7	7	1	0	0	100	100	100	100	100	100	7	*
January 2024	69	4	4	4	4	0	0	0	100	100	100	100	100	85	5	*
January 2025	65	1	1	1	1	0	0	0	100	100	100	100	100	67	3	*
January 2026	61	0	0	0	0	0	0	0	100	86	86	86	86	52	2	*
January 2027	57	0	0	0	0	0	0	0	100	70	70	70	70	41	1	*
January 2028	53	0	0	0	0	0	0	0	100	56	56	56	56	32	1	*
January 2029	48	0	0	0	0	0	0	0	100	45	45	45	45	25	*	*
January 2030	42	0	0	0	0	0	0	0	100	36	36	36	36	19	*	*
January 2031	37	0	0	0	0	0	0	0	100	28	28	28	28	14	*	*
January 2032	31	0	0	0	0	0	0	0	100	22	22	22	22	11	*	*
January 2033	24	0	0	0	0	0	0	0	100	17	17	17	17	8	*	*
January 2034	17	0	0	0	0	0	0	0	100	13	13	13	13	6	*	0
January 2035	10	0	0	0	0	0	0	0	100	10	10	10	10	4	*	0
January 2036	1	0	0	0	0	0	0	0	100	7	7	7	7	3	*	0
January 2037	0	0	0	0	0	0	0	0	40	5	5	5	5	2	*	0
January 2038	0	0	0	0	0	0	0	0	3	3	3	3	3	1	*	0
January 2039	0	0	0	0	0	0	0	0	2	2	2	2	2	1	*	0
January 2040	0	0	0	0	0	0	0	0	1	1	1	1	1	*	*	0
January 2041	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	16.1	6.4	6.0	6.0	6.0	5.4	3.2	2.2	26.0	18.5	18.5	18.5	18.5	16.2	8.7	5.0

Date	FW and SW Classes								WB Class							
	PSA Prepayment Assumption								PSA Prepayment Assumption							
	0%	100%	114%	145%	250%	300%	600%	1000%	0%	100%	114%	145%	250%	300%	600%	1000%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
January 2012	100	100	100	97	88	84	58	22	100	100	100	100	100	100	100	100
January 2013	100	100	100	91	62	49	0	0	100	100	100	100	100	100	0	0
January 2014	100	100	100	84	31	8	0	0	100	100	100	100	100	100	0	0
January 2015	100	100	100	78	9	0	0	0	100	100	100	100	100	21	0	0
January 2016	100	100	100	73	0	0	0	0	100	100	100	100	72	0	0	0
January 2017	100	100	100	69	0	0	0	0	100	100	100	100	32	0	0	0
January 2018	100	100	100	67	0	0	0	0	100	100	100	100	10	0	0	0
January 2019	100	100	100	65	0	0	0	0	100	100	100	100	1	0	0	0
January 2020	100	100	99	63	0	0	0	0	100	100	100	100	*	0	0	0
January 2021	100	100	97	60	0	0	0	0	100	100	100	100	*	0	0	0
January 2022	100	100	93	56	0	0	0	0	100	100	100	100	*	0	0	0
January 2023	100	100	87	52	0	0	0	0	100	100	100	100	*	0	0	0
January 2024	100	99	81	46	0	0	0	0	100	100	100	100	*	0	0	0
January 2025	100	91	74	41	0	0	0	0	100	100	100	100	*	0	0	0
January 2026	100	83	66	35	0	0	0	0	100	100	100	100	*	0	0	0
January 2027	100	75	59	29	0	0	0	0	100	100	100	100	*	0	0	0
January 2028	100	66	51	23	0	0	0	0	100	100	100	100	*	0	0	0
January 2029	100	58	43	18	0	0	0	0	100	100	100	100	*	0	0	0
January 2030	100	49	36	12	0	0	0	0	100	100	100	100	*	0	0	0
January 2031	100	41	28	7	0	0	0	0	100	100	100	100	*	0	0	0
January 2032	100	32	21	2	0	0	0	0	100	100	100	100	*	0	0	0
January 2033	100	24	14	0	0	0	0	0	100	100	100	92	*	0	0	0
January 2034	100	17	8	0	0	0	0	0	100	100	100	76	*	0	0	0
January 2035	100	9	2	0	0	0	0	0	100	100	100	62	*	0	0	0
January 2036	100	2	0	0	0	0	0	0	100	100	85	49	*	0	0	0
January 2037	100	0	0	0	0	0	0	0	100	83	65	36	*	0	0	0
January 2038	83	0	0	0	0	0	0	0	100	59	46	25	*	0	0	0
January 2039	49	0	0	0	0	0	0	0	100	37	28	15	*	0	0	0
January 2040	13	0	0	0	0	0	0	0	100	15	12	6	*	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)**	28.0	19.0	17.1	11.2	2.4	1.9	1.1	0.7	29.7	27.5	26.9	25.2	5.7	3.7	1.9	1.3

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

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

Date	WF and WS Classes							
	PSA Prepayment Assumption							
	0%	100%	114%	145%	250%	300%	600%	1000%
Initial Percent	100	100	100	100	100	100	100	100
January 2012	100	100	100	98	91	87	66	38
January 2013	100	100	100	93	70	59	0	0
January 2014	100	100	100	87	46	27	0	0
January 2015	100	100	100	82	28	4	0	0
January 2016	100	100	100	79	15	0	0	0
January 2017	100	100	100	76	7	0	0	0
January 2018	100	100	100	74	2	0	0	0
January 2019	100	100	100	72	*	0	0	0
January 2020	100	100	100	71	*	0	0	0
January 2021	100	100	98	69	*	0	0	0
January 2022	100	100	94	66	*	0	0	0
January 2023	100	100	90	62	*	0	0	0
January 2024	100	99	85	57	*	0	0	0
January 2025	100	93	79	53	*	0	0	0
January 2026	100	87	73	48	*	0	0	0
January 2027	100	80	67	44	*	0	0	0
January 2028	100	73	61	39	*	0	0	0
January 2029	100	67	55	35	*	0	0	0
January 2030	100	60	49	31	*	0	0	0
January 2031	100	53	43	27	*	0	0	0
January 2032	100	47	38	23	*	0	0	0
January 2033	100	40	32	19	*	0	0	0
January 2034	100	34	27	16	*	0	0	0
January 2035	100	28	22	13	*	0	0	0
January 2036	100	23	18	10	*	0	0	0
January 2037	100	17	14	8	*	0	0	0
January 2038	87	12	10	5	*	0	0	0
January 2039	60	8	6	3	*	0	0	0
January 2040	31	3	2	1	*	0	0	0
January 2041	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	28.4	20.8	19.2	14.1	3.1	2.3	1.2	0.9

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

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

Characteristics of the Residual Class

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

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

CERTAIN ADDITIONAL FEDERAL INCOME TAX CONSEQUENCES

The Certificates and payments on the Certificates are not generally exempt from taxation. Therefore, you should consider the tax consequences of holding a Certificate before you acquire one. The following tax discussion supplements the discussion under the caption “Material Federal Income Tax Consequences” in the REMIC Prospectus. When read together, the two discussions describe the current federal income tax treatment of beneficial owners of Certificates. These two tax discussions do not purport to deal with all federal tax consequences applicable to all categories of beneficial

owners, some of which may be subject to special rules. In addition, these discussions may not apply to your particular circumstances for one of the reasons explained in the REMIC Prospectus. You should consult your own tax advisors regarding the federal income tax consequences of holding and disposing of Certificates as well as any tax consequences arising under the laws of any state, local or foreign taxing jurisdiction.

U.S. Treasury Circular 230 Notice

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

REMIC Election and Special Tax Attributes

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

Taxation of Beneficial Owners of Regular Certificates

The B 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	218% PSA
2	145% 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 either of those rates or any other rate. See “Description of the Certificates—Weighted Average Lives of the Certificates” in this prospectus supplement and “Yield, Maturity and Prepayment Considerations—Weighted Average Lives and Final Distribution Dates” in the REMIC Prospectus.

Taxation of Beneficial Owners of Residual Certificates

The Holder of a Residual Certificate will be considered to be the holder of the “residual interest” in the REMIC. Such Holder generally will be required to report its daily portion of the taxable income

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

Taxation of Beneficial Owners of RCR Certificates

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

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

PLAN OF DISTRIBUTION

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

LEGAL MATTERS

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

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								
DA	\$95,212,749	A	\$110,355,850	SEQ	3.5%	FIX	31398S7J6	October 2025
DB	15,143,101							
Recombination 2								
DB	15,143,101	BC	19,632,380	SEQ	3.5	FIX	31398S7K3	February 2026
B	4,489,279							

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

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

Principal Balance Schedule

Aggregate Group 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	\$34,426,102.00	May 2015	\$22,389,286.06	September 2019	\$11,156,580.89
February 2011	34,343,169.83	June 2015	22,136,234.92	October 2019	10,981,538.67
March 2011	34,251,383.34	July 2015	21,884,775.46	November 2019	10,809,086.69
April 2011	34,150,774.75	August 2015	21,634,898.14	December 2019	10,639,187.88
May 2011	34,041,381.45	September 2015	21,386,593.46	January 2020	10,471,805.70
June 2011	33,923,246.08	October 2015	21,139,851.96	February 2020	10,306,904.11
July 2011	33,796,416.41	November 2015	20,894,664.25	March 2020	10,144,447.58
August 2011	33,660,945.40	December 2015	20,651,021.01	April 2020	9,984,401.09
September 2011	33,516,891.11	January 2016	20,408,912.96	May 2020	9,826,730.08
October 2011	33,364,316.70	February 2016	20,168,330.87	June 2020	9,671,400.52
November 2011	33,203,290.35	March 2016	19,929,265.58	July 2020	9,518,378.81
December 2011	33,033,885.27	April 2016	19,691,707.96	August 2020	9,367,631.85
January 2012	32,856,179.61	May 2016	19,455,648.97	September 2020	9,219,127.01
February 2012	32,670,256.39	June 2016	19,221,079.59	October 2020	9,072,832.09
March 2012	32,476,203.48	July 2016	18,987,990.86	November 2020	8,928,715.37
April 2012	32,274,113.52	August 2016	18,756,373.90	December 2020	8,786,745.57
May 2012	32,064,083.83	September 2016	18,526,219.85	January 2021	8,646,891.83
June 2012	31,846,216.36	October 2016	18,297,519.92	February 2021	8,509,123.75
July 2012	31,620,617.59	November 2016	18,070,265.36	March 2021	8,373,411.35
August 2012	31,387,398.47	December 2016	17,844,447.49	April 2021	8,239,725.04
September 2012	31,146,674.31	January 2017	17,620,057.65	May 2021	8,108,035.71
October 2012	30,898,564.67	February 2017	17,397,087.28	June 2021	7,978,314.59
November 2012	30,643,193.31	March 2017	17,175,527.82	July 2021	7,850,533.36
December 2012	30,380,688.06	April 2017	16,955,370.79	August 2021	7,724,664.09
January 2013	30,111,180.72	May 2017	16,736,607.76	September 2021	7,600,679.24
February 2013	29,834,806.92	June 2017	16,519,230.33	October 2021	7,478,551.65
March 2013	29,551,706.07	July 2017	16,303,230.18	November 2021	7,358,254.54
April 2013	29,262,021.17	August 2017	16,088,599.01	December 2021	7,239,761.54
May 2013	28,965,898.76	September 2017	15,875,328.58	January 2022	7,123,046.60
June 2013	28,671,626.40	October 2017	15,663,410.71	February 2022	7,008,084.08
July 2013	28,379,193.01	November 2017	15,452,837.25	March 2022	6,894,848.69
August 2013	28,088,587.57	December 2017	15,243,600.11	April 2022	6,783,315.48
September 2013	27,799,799.12	January 2018	15,035,691.25	May 2022	6,673,459.87
October 2013	27,512,816.76	February 2018	14,829,102.67	June 2022	6,565,257.61
November 2013	27,227,629.68	March 2018	14,623,826.42	July 2022	6,458,684.82
December 2013	26,944,227.10	April 2018	14,419,854.59	August 2022	6,353,717.93
January 2014	26,662,598.33	May 2018	14,217,179.34	September 2022	6,250,333.71
February 2014	26,382,732.73	June 2018	14,015,792.85	October 2022	6,148,509.26
March 2014	26,104,619.73	July 2018	13,815,687.36	November 2022	6,048,222.01
April 2014	25,828,248.81	August 2018	13,616,855.15	December 2022	5,949,449.69
May 2014	25,553,609.53	September 2018	13,419,288.55	January 2023	5,852,170.36
June 2014	25,280,691.51	October 2018	13,222,979.94	February 2023	5,756,362.39
July 2014	25,009,484.41	November 2018	13,027,921.73	March 2023	5,662,004.45
August 2014	24,739,977.97	December 2018	12,834,106.39	April 2023	5,569,075.50
September 2014	24,472,161.99	January 2019	12,641,526.43	May 2023	5,477,554.84
October 2014	24,206,026.33	February 2019	12,450,174.41	June 2023	5,387,422.00
November 2014	23,941,560.90	March 2019	12,260,042.91	July 2023	5,298,656.85
December 2014	23,678,755.68	April 2019	12,071,124.59	August 2023	5,211,239.53
January 2015	23,417,600.70	May 2019	11,883,412.12	September 2023	5,125,150.45
February 2015	23,158,086.07	June 2019	11,697,627.62	October 2023	5,040,370.30
March 2015	22,900,201.94	July 2019	11,514,586.97	November 2023	4,956,880.06
April 2015	22,643,938.51	August 2019	11,334,250.95	December 2023	4,874,660.97

Aggregate Group (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	\$ 4,793,694.52	August 2028	\$ 1,824,695.85	March 2033	\$ 598,434.26
February 2024	4,713,962.49	September 2028	1,791,098.61	April 2033	585,010.80
March 2024	4,635,446.89	October 2028	1,758,038.74	May 2033	571,818.63
April 2024	4,558,130.01	November 2028	1,725,508.19	June 2033	558,854.14
May 2024	4,481,994.38	December 2028	1,693,499.06	July 2033	546,113.81
June 2024	4,407,022.77	January 2029	1,662,003.53	August 2033	533,594.14
July 2024	4,333,198.20	February 2029	1,631,013.92	September 2033	521,291.71
August 2024	4,260,503.94	March 2029	1,600,522.64	October 2033	509,203.13
September 2024	4,188,923.49	April 2029	1,570,522.22	November 2033	497,325.06
October 2024	4,118,440.59	May 2029	1,541,005.29	December 2033	485,654.23
November 2024	4,049,039.19	June 2029	1,511,964.61	January 2034	474,187.40
December 2024	3,980,703.49	July 2029	1,483,393.00	February 2034	462,921.37
January 2025	3,913,417.91	August 2029	1,455,283.43	March 2034	451,853.02
February 2025	3,847,167.09	September 2029	1,427,628.95	April 2034	440,979.24
March 2025	3,781,935.88	October 2029	1,400,422.70	May 2034	430,296.99
April 2025	3,717,709.36	November 2029	1,373,657.94	June 2034	419,803.26
May 2025	3,654,472.82	December 2029	1,347,328.01	July 2034	409,495.10
June 2025	3,592,211.73	January 2030	1,321,426.37	August 2034	399,369.58
July 2025	3,530,911.82	February 2030	1,295,946.55	September 2034	389,423.85
August 2025	3,470,558.97	March 2030	1,270,882.18	October 2034	379,655.06
September 2025	3,411,139.30	April 2030	1,246,226.99	November 2034	370,060.43
October 2025	3,352,639.10	May 2030	1,221,974.80	December 2034	360,637.21
November 2025	3,295,044.87	June 2030	1,198,119.51	January 2035	351,382.70
December 2025	3,238,343.31	July 2030	1,174,655.12	February 2035	342,294.24
January 2026	3,182,521.30	August 2030	1,151,575.70	March 2035	333,369.19
February 2026	3,127,565.89	September 2030	1,128,875.42	April 2035	324,604.98
March 2026	3,073,464.34	October 2030	1,106,548.54	May 2035	315,999.04
April 2026	3,020,204.08	November 2030	1,084,589.39	June 2035	307,548.88
May 2026	2,967,772.72	December 2030	1,062,992.39	July 2035	299,252.02
June 2026	2,916,158.06	January 2031	1,041,752.03	August 2035	291,106.02
July 2026	2,865,348.05	February 2031	1,020,862.90	September 2035	283,108.49
August 2026	2,815,330.83	March 2031	1,000,319.65	October 2035	275,257.05
September 2026	2,766,094.71	April 2031	980,117.02	November 2035	267,549.38
October 2026	2,717,628.15	May 2031	960,249.82	December 2035	259,983.19
November 2026	2,669,919.79	June 2031	940,712.93	January 2036	252,556.22
December 2026	2,622,958.42	July 2031	921,501.31	February 2036	245,266.24
January 2027	2,576,733.02	August 2031	902,610.01	March 2036	238,111.05
February 2027	2,531,232.69	September 2031	884,034.13	April 2036	231,088.51
March 2027	2,486,446.70	October 2031	865,768.85	May 2036	224,196.47
April 2027	2,442,364.49	November 2031	847,809.41	June 2036	217,432.85
May 2027	2,398,975.62	December 2031	830,151.14	July 2036	210,795.58
June 2027	2,356,269.83	January 2032	812,789.42	August 2036	204,282.62
July 2027	2,314,236.98	February 2032	795,719.70	September 2036	197,891.98
August 2027	2,272,867.10	March 2032	778,937.51	October 2036	191,621.68
September 2027	2,232,150.34	April 2032	762,438.43	November 2036	185,469.78
October 2027	2,192,077.02	May 2032	746,218.12	December 2036	179,434.36
November 2027	2,152,637.56	June 2032	730,272.28	January 2037	173,513.54
December 2027	2,113,822.56	July 2032	714,596.69	February 2037	167,705.46
January 2028	2,075,622.72	August 2032	699,187.19	March 2037	162,008.29
February 2028	2,038,028.88	September 2032	684,039.68	April 2037	156,420.24
March 2028	2,001,032.04	October 2032	669,150.12	May 2037	150,939.52
April 2028	1,964,623.29	November 2032	654,514.53	June 2037	145,564.40
May 2028	1,928,793.87	December 2032	640,128.99	July 2037	140,293.14
June 2028	1,893,535.15	January 2033	625,989.62	August 2037	135,124.05
July 2028	1,858,838.61	February 2033	612,092.63	September 2037	130,055.47

Aggregate Group (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	\$ 125,085.76	November 2038	\$ 68,771.27	December 2039	\$ 25,736.71
November 2037	120,213.28	December 2038	65,026.24	January 2040	22,897.59
December 2037	115,436.44	January 2039	61,358.20	February 2040	20,120.19
January 2038	110,753.68	February 2039	57,765.86	March 2040	17,403.46
February 2038	106,163.45	March 2039	54,247.96	April 2040	14,746.35
March 2038	101,664.23	April 2039	50,803.24	May 2040	12,147.85
April 2038	97,254.51	May 2039	47,430.49	June 2040	9,606.96
May 2038	92,932.81	June 2039	44,128.48	July 2040	7,122.68
June 2038	88,697.69	July 2039	40,896.03	August 2040	4,694.04
July 2038	84,547.71	August 2039	37,731.96	September 2040	2,320.09
August 2038	80,481.46	September 2039	34,635.12	October 2040 and thereafter	0.00
September 2038	76,497.54	October 2039	31,604.38		
October 2038	72,594.59	November 2039	28,638.61		

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

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

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\$190,610,000



**Guaranteed REMIC
Pass-Through Certificates
Fannie Mae REMIC Trust 2011-7**

PROSPECTUS SUPPLEMENT

UBS Investment Bank

January 24, 2011
