

**\$615,174,009**



**Guaranteed REMIC Pass-Through Certificates  
Fannie Mae REMIC Trust 2011-75**

**The Certificates**

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

**Payments to Certificateholders**

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

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

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

**The Fannie Mae Guaranty**

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

**The Trust and its Assets**

The trust will own

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

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

Class	Group	Original Class Balance	Principal Type(1)	Interest Rate	Interest Type(1)	CUSIP Number	Final Distribution Date
FA . . . . .	1	\$ 23,860,390	PT	(4)	FLT	3136A0GK7	August 2041
SK(2) . . . . .	1	23,860,390(3)	NTL	(4)	INV/IO	3136A0GL5	August 2041
TK(2) . . . . .	1	4,121,340(3)	NTL	(4)	INV/IO	3136A0GM3	August 2041
MC(2) . . . . .	2	113,261,000	PAC	2.50%	FIX	3136A0GN1	August 2026
MI(2) . . . . .	2	32,360,285(3)	NTL	3.50	FIX/IO	3136A0GP6	August 2026
CT . . . . .	2	23,000,000	TAC/AD	3.50	FIX	3136A0GQ4	August 2026
CZ . . . . .	2	4,089,877	SUP	3.50	FIX/Z	3136A0GR2	August 2026
HP(2) . . . . .	3	20,874,960	SC/PAC	2.50	FIX	3136A0GS0	July 2040
HC(2) . . . . .	3	12,625,040	SC/SUP	2.50	FIX	3136A0GT8	July 2040
DA . . . . .	4	122,297,054	SEQ	3.00	FIX	3136A0GU5	January 2025
DB . . . . .	4	21,679,253	SEQ	3.00	FIX	3136A0GV3	August 2026
BA(2) . . . . .	5	44,932,000	SEQ	2.00	FIX	3136A0GW1	November 2020
BI(2) . . . . .	5	19,256,571(3)	NTL	3.50	FIX/IO	3136A0GX9	November 2020
BL . . . . .	5	5,068,000	SEQ	3.50	FIX	3136A0GY7	August 2021
AG . . . . .	6	150,000,000	SEQ	2.25	FIX	3136A0GZ4	January 2025
AI(2) . . . . .	6	53,571,428(3)	NTL	3.50	FIX/IO	3136A0HA8	January 2025
AL(2) . . . . .	6	28,486,435	SEQ	3.50	FIX	3136A0HB6	August 2026
CA . . . . .	7	40,000,000	SEQ	3.00	FIX	3136A0HC4	July 2025
CI . . . . .	7	5,714,285(3)	NTL	3.50	FIX/IO	3136A0HD2	July 2025
CB . . . . .	7	5,000,000	SEQ	3.50	FIX	3136A0HE0	August 2026
R . . . . .		0	NPR	0	NPR	3136A0HF7	August 2041
RL . . . . .		0	NPR	0	NPR	3136A0HG5	August 2041

- (1) See "Description of the Certificates—The Certificates—Class Definitions and Abbreviations" in the REMIC prospectus.
- (2) Exchangeable classes.
- (3) Notional balances. These classes are interest only classes. See page S-8 for a description of how their notional balances are calculated.
- (4) Based on LIBOR.

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

The dealer will offer the certificates from time to time in negotiated transactions at varying prices. We expect the settlement date to be July 29, 2011.

**Carefully consider the risk factors on page S-10 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.

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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
  - July 1, 2011, for all MBS issued on or after July 1, 2011,
  - June 1, 2009, for all MBS issued on or after January 1, 2009 and prior to July 1, 2011,
  - 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 3 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 July 1, 2011.

The MBS 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](http://www.fanniemae.com).

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

J.P. Morgan Securities LLC  
c/o Broadridge Financial Solutions  
Prospectus Department  
1155 Long Island Avenue  
Edgewood, NY 11717  
(telephone 631-274-2635).

## RECENT DEVELOPMENTS

### Ratings Outlook Revised

#### *Standard and Poor's Ratings Services*

On April 20, 2011, Standard and Poor's Ratings Services ("Standard & Poor's") announced that they had revised their outlook on Fannie Mae's debt issues from "stable" to "negative". Standard & Poor's indicated that this change reflects their revision of the outlook of the United States of America from "stable" to "negative" on April 18, 2011, and that pursuant to their government-related entity criteria, the ratings on Fannie Mae (and other government-related entities) are constrained by the long-term sovereign rating on the United States of America.

On April 20, 2011, Standard & Poor's affirmed that their credit ratings remain "AAA" on Fannie Mae long term senior debt, "A-1+" on Fannie Mae short term senior debt, and "A" on Fannie Mae subordinated debt.

Standard & Poor's also indicated in their April announcement that they would not raise their ratings and outlook on Fannie Mae (and other government-related entities) above those of the United States Government as long as the ratings and outlook on the United States of America remain unchanged. Standard & Poor's further indicated that if they were to lower the ratings on the United States of America, the ratings on our debt and our issuer credit rating (and those of other government-related entities) would also likely be lowered.

On July 15, 2011, Standard & Poor's announced that they were placing Fannie Mae's ratings for short term senior debt and long term senior debt on CreditWatch with negative implications, following a similar action taken by Standard & Poor's on the long term and short term sovereign credit rating on the United States of America on July 14, 2011. Standard & Poor's indicated that this action reflects the direct reliance of Fannie Mae on the United States Government.

The action taken by Standard & Poor's with respect to Fannie Mae's ratings was announced at the same time as similar ratings actions on other institutions with ties to the United States Government, including Freddie Mac, select Federal Home Loan Banks, the Farm Credit System Banks, and U.S. based clearing houses.

#### *Moody's Investors Service*

On July 13, 2011, Moody's Investors Service ("Moody's") announced that they had placed on review for possible downgrade the "Aaa" rating of institutions directly linked to the United States Government, including Fannie Mae.

Moody's announced that this review was in conjunction with the review for possible downgrade of the "Aaa" bond rating of the United States Government, given the rising possibility that the statutory debt limit of the United States will not be raised on a timely basis, leading to a default on United States Treasury debt obligations.

Moody's indicated that they consider the probability of a default by the United States Treasury on interest payments to be low, but no longer de minimis. Moody's further indicated that an actual default by the United States Treasury on interest payments, regardless of duration, would fundamentally alter Moody's assessment of the timeliness of future payments by the United States Government, and an "Aaa" rating would likely no longer be appropriate.

#### *Fitch, Inc.*

On July 18, 2011, Fitch, Inc. ("Fitch") announced that they expect the United States Administration and Congress to conclude their negotiations with an agreement to increase the debt ceiling before August 2, 2011, and that they did not anticipate any developments before August 2, 2011 that would result in the United States Government's "AAA" sovereign rating being placed on Rating Watch Negative or downgraded.

Fitch indicated that if the debt ceiling was not raised and the United States sovereign rating was placed on Ratings Watch Negative, Fitch would immediately place Fannie Mae's "AAA" issuer and issue ratings on Ratings Watch Negative. Fitch indicated that following resolution of the debt ceiling situation, their ratings of Fannie Mae and other issuers with ties to the United States Government would ultimately be aligned with whatever Fitch determines the United States sovereign rating should be at that point.

For additional information on the impact of a credit rating downgrade on Fannie Mae and the MBS, please refer to our Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2011 (the "1st Quarter 10-Q"), including the Risk Factors set forth in Part II, Item 1A of the 1st Quarter 10-Q.

## SUMMARY

This summary contains only limited information about the certificates. Statistical information in this summary is provided as of July 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
3	Class 2010-95-KA REMIC Certificate
4	Group 4 MBS
5	Group 5 MBS
6	Group 6 MBS
7	Group 7 MBS

### Group 1, Group 2, Group 4, Group 5, Group 6 and Group 7

#### 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 1 MBS	\$ 23,860,390	6.50%	6.75% to 9.00%	95 to 360
Group 2 MBS	\$140,350,877	3.50%	3.75% to 6.00%	121 to 180
Group 4 MBS	\$143,976,307	3.00%	3.25% to 5.50%	121 to 180
Group 5 MBS	\$ 50,000,000	3.50%	3.75% to 6.00%	85 to 120
Group 6 MBS	\$178,486,435	3.50%	3.75% to 6.00%	121 to 180
Group 7 MBS	\$ 45,000,000	3.50%	3.75% to 6.00%	121 to 180

#### Assumed Characteristics of the Underlying Mortgage Loans

	<u>Principal Balance</u>	<u>Original Term to Maturity (in months)</u>	<u>Remaining Term to Maturity (in months)</u>	<u>Loan Age (in months)</u>	<u>Interest Rate</u>
Group 1 MBS	\$ 23,860,390	360	174	107	6.882%
Group 2 MBS	\$140,350,877	180	171	8	3.882%
Group 4 MBS	\$143,976,307	180	169	7	3.494%
Group 5 MBS	\$ 50,000,000	120	117	2	3.950%
Group 6 MBS	\$178,486,435	180	172	7	3.882%
Group 7 MBS	\$ 45,000,000	180	167	12	4.000%

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.

**Group 3**

Exhibit A describes the underlying REMIC certificate in Group 3, 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.

**Settlement Date**

We expect to issue the certificates on July 29, 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 and RL Classes	R and RL Classes

**Exchanging Certificates Through Combination and Recombination**

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

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

**Interest Rates**

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

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

<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 .....	0.80%	6.50%	0.55%	LIBOR + 55 basis points
SK .....	4.75%	5.00%	0.00%	5% – LIBOR
TK .....	5.50%	5.50%	0.00%	34.44736% – (5.78947368 × LIBOR)
SA .....	5.70%	5.95%	0.00%	5.95% – LIBOR

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

During each interest accrual period, the AW Class will bear interest at the applicable annual rate described under “Description of the Certificates—Distributions of Interest—*The AW Class*” in this prospectus supplement.

### Notional Classes

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

<u>Class</u>	
SK .....	100% of the FA Class
TK .....	17.2727268917% of the FA Class
SA .....	100% of the FA Class
MI .....	28.5714279408% of the MC Class
BI .....	42.8571419033% of the BA Class
AI .....	35.7142853333% of the AG Class
CI .....	14.2857125000% of the CA 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>285%</u>	<u>500%</u>	<u>700%</u>	<u>900%</u>	<u>1400%</u>	
FA, SK, TK and SA .....	21.1	6.3	3.9	2.4	1.7	1.2	0.6	
<u>Group 2 Classes</u>	<u>PSA Prepayment Assumption</u>							
	<u>0%</u>	<u>100%</u>	<u>148%</u>	<u>210%</u>	<u>250%</u>	<u>500%</u>	<u>700%</u>	<u>900%</u>
MC, MI, ME and M .....	7.4	5.0	5.0	5.0	5.0	3.4	2.6	2.1
CT .....	13.0	9.7	6.0	4.6	2.3	1.0	0.7	0.6
CZ .....	14.8	13.5	13.0	0.9	0.6	0.2	0.2	0.1
<u>Group 3 Classes</u>	<u>PSA Prepayment Assumption</u>							
	<u>0%</u>	<u>100%</u>	<u>250%</u>	<u>400%</u>	<u>500%</u>	<u>800%</u>	<u>1200%</u>	
HP .....	9.8	3.8	3.8	3.8	3.8	2.4	1.4	
HC .....	19.4	9.8	3.5	3.3	1.7	0.8	0.5	
HA .....	13.5	6.1	3.7	3.6	3.0	1.8	1.0	
<u>Group 4 Classes</u>	<u>PSA Prepayment Assumption</u>							
	<u>0%</u>	<u>100%</u>	<u>185%</u>	<u>300%</u>	<u>600%</u>	<u>900%</u>		
DA .....	7.5	4.9	3.9	3.0	1.9	1.4		
DB .....	14.2	12.4	11.3	9.6	6.2	4.2		
<u>Group 5 Classes</u>	<u>PSA Prepayment Assumption</u>							
	<u>0%</u>	<u>100%</u>	<u>331%</u>	<u>500%</u>	<u>700%</u>	<u>1000%</u>		
BA, BI, BG, B and BQ .....	5.1	4.0	2.9	2.4	2.0	1.6		
BL .....	9.6	9.1	8.0	6.9	5.7	4.3		

<b>Group 6 Classes</b>	<b>PSA Prepayment Assumption</b>					
	<b>0%</b>	<b>100%</b>	<b>268%</b>	<b>500%</b>	<b>700%</b>	<b>900%</b>
AG and AI .....	7.6	4.9	3.2	2.2	1.7	1.4
AL and AW.....	14.2	12.5	10.1	7.1	5.3	4.2
<b>Group 7 Classes</b>	<b>PSA Prepayment Assumption</b>					
	<b>0%</b>	<b>100%</b>	<b>268%</b>	<b>500%</b>	<b>700%</b>	<b>900%</b>
CA and CI .....	7.9	5.1	3.3	2.1	1.6	1.3
CB.....	14.5	12.7	10.6	7.5	5.6	4.3

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

## ADDITIONAL RISK FACTOR

*Payments on the Group 3 Classes will be affected by the payment priority governing the Group 3 Underlying REMIC Certificate.* If you invest in a Group 3 Class, the rate at which you receive payments also will be affected by the priority sequence governing principal payments on the Group 3 Underlying REMIC Certificate.

In particular, as described in the Underlying REMIC Disclosure Document, payments on the Group 3 Underlying REMIC Certificate are governed by a principal balance schedule. As a result, the Group 3 Underlying REMIC 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 3 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 3 Underlying REMIC Certificate has adhered to the related principal balance schedule,
- any related support classes remain outstanding, or
- the Group 3 Underlying REMIC Certificate otherwise has performed as originally anticipated.

You may obtain additional information about the Group 3 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 July 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:

- six groups of Fannie Mae Guaranteed Mortgage Pass-Through Certificates (the “Group 1 MBS,” “Group 2 MBS,” “Group 4 MBS,” “Group 5 MBS,” “Group 6 MBS” and “Group 7 MBS,” and together, the “Trust MBS”), and

- a previously issued REMIC certificate (the “Group 3 Underlying REMIC Certificate”) issued from the related Fannie Mae REMIC trust (the “Underlying REMIC Trust”) as further described in Exhibit A.

The Group 3 Underlying REMIC Certificate evidences direct or indirect beneficial ownership interests in certain Fannie Mae Guaranteed Mortgage Pass-Through Certificates (together with the Trust MBS, the “MBS”).

Each MBS represents a beneficial ownership interest in a pool of first lien, one- to four-family (“single-family”), fixed-rate 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 . . .	Trust MBS and Group 3 Underlying REMIC Certificate	Interests in the Lower Tier REMIC other than the RL Class (the “Lower Tier Regular Interests”)	RL
Upper Tier REMIC . . .	Lower Tier Regular Interests	All Classes of REMIC Certificates other than the R and RL Classes	R

*Fannie Mae Guaranty.* For a description of our guaranties of the Certificates, the MBS and the Group 3 Underlying REMIC Certificate, see the applicable discussions appearing under the heading “Fannie Mae Guaranty” in the REMIC Prospectus, the MBS 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 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 30 years in the case of the Group 1 MBS, up to 15 years in the case of the Group 2 MBS, Group 4 MBS, Group 6 MBS and Group 7 MBS, and up to 10 years in the case of the Group 5 MBS.

In addition, the Mortgage Loans underlying the Group 1 MBS are biweekly mortgage loans, which provide for payments by the borrower every 14 days. See “The Mortgage Loans—Fixed Rate Mortgage Loans” in the MBS Prospectus.

For additional information, see “Summary—Group 1, Group 2, Group 4, Group 5, Group 6 and Group 7—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.

## The Group 3 Underlying REMIC Certificate

The Group 3 Underlying REMIC Certificate represents beneficial ownership interests in the Underlying REMIC Trust. The assets of that trust consist of MBS (or beneficial ownership interests in MBS) having the general characteristics set forth in the MBS Prospectus. Each MBS evidences beneficial ownership interests in a pool of conventional, fixed-rate, fully-amortizing mortgage loans secured by first mortgages or deeds of trust on single-family residential properties, as described under “The Mortgage Pools” and “Yield, Maturity, and Prepayment Considerations” in the MBS Prospectus.

Distributions on the Group 3 Underlying REMIC Certificate will be passed through monthly, beginning in the month after we issue the Certificates. The general characteristics of the Group 3 Underlying REMIC Certificate are described in the Underlying REMIC Disclosure Document. See Exhibit A for certain additional information about the Group 3 Underlying REMIC Certificate. Exhibit A is provided in lieu of a Final Data Statement with respect to the Group 3 Underlying REMIC Certificate.

For further information about the Group 3 Underlying REMIC Certificate, telephone us at 1-800-237-8627. Additional information about the Group 3 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.

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

**The AW Class.** On each Distribution Date, we will pay interest on the AW Class at the annual rate equal to the *product* of

- a fraction, expressed as a percentage, the numerator of which is the aggregate amount of interest accrued during the related interest accrual period on the Certificates of the AL and AI Classes that were exchanged for the Certificates of the AW Class, and the denominator of which is the aggregate principal balance of the related Certificates of the AW Class immediately preceding that Distribution Date,

*multiplied by*

- 12.

During the initial interest accrual period, the AW Class is expected to bear interest at the annual rate of approximately 7.50%.

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

### Distributions of Principal

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

- *Group 1*

The Group 1 Principal Distribution Amount to FA until retired. } Pass-Through Class

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

- *Group 2*

The CZ Accrual Amount to CT to its Targeted Balance, and thereafter to CZ. } Accretion Directed/TAC Class and Accrual Class

The Group 2 Cash Flow Distribution Amount in the following priority:

1. To MC to its Planned Balance. } PAC Class
2. To CT to its Targeted Balance. } TAC Class
3. To CZ until retired. } Support Class
4. To CT until retired. } TAC Class
5. To MC until retired. } PAC Class

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

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

- *Group 3*

The Group 3 Principal Distribution Amount in the following priority:

- |                                  |             |                         |                 |
|----------------------------------|-------------|-------------------------|-----------------|
| 1. To HP to its Planned Balance. | } PAC Class | } Structured Collateral |                 |
| 2. To HC until retired.          |             |                         | } Support Class |
| 3. To HP until retired.          |             |                         | } PAC Class     |

The “Group 3 Principal Distribution Amount” is the principal then paid on the Group 3 Underlying REMIC Certificate.

- *Group 4*

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

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

- *Group 5*

The Group 5 Principal Distribution Amount to BA and BL, in that order, until } Sequential Pay Classes retired.

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

- *Group 6*

The Group 6 Principal Distribution Amount to AG and AL, in that order, until } Sequential Pay Classes retired.

The “Group 6 Principal Distribution Amount” is the principal then paid on the Group 6 MBS.

- *Group 7*

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

The “Group 7 Principal Distribution Amount” is the principal then paid on the Group 7 MBS.

### Structuring Assumptions

*Pricing Assumptions.* Except where otherwise noted, the information in the tables in this prospectus supplement has been prepared based on the actual characteristics of each pool of Mortgage Loans backing the Group 3 Underlying REMIC Certificate, the priority sequence governing principal payments on the Group 3 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 1, Group 2, Group 4, Group 5, Group 6 and Group 7—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 July 29, 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 Range” or at the “Structuring Speed” specified in the chart below. The “Effective Range” for a Class is the range of prepayment rates (measured by *constant* PSA rates) that would reduce that Class to its scheduled balance each month based on the Pricing Assumptions.

<u>Classes</u>	<u>Structuring Ranges and Speed</u>	<u>Initial Effective Ranges</u>
MC Class Planned Balances	Between 100% and 250% PSA	Between 100% and 250% PSA
CT Class Targeted Balances	148% PSA	N/A
HP Class Planned Balances	Between 100% and 500% PSA	Between 100% and 500% PSA

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

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

- We will distribute any excess of principal distributions over the amount necessary to reduce a Class to its scheduled balance in any month. As a result, the likelihood of reducing a Class to its scheduled balance each month will not be improved by the averaging of high and low principal distributions from month to month.
- Even if the related Mortgage Loans prepay at rates falling within the applicable Structuring Range or Effective Range, principal distributions may be insufficient to reduce the applicable Classes 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 applicable Classes 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 Range. This is so particularly if the rate falls at the lower or higher end of the applicable range.
- 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 Class that has scheduled balances will be supported by one or more other Classes. When the related supporting Classes are retired, the Class receiving the benefit of that support, if still outstanding, may no longer have an Effective Range (if applicable) 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 until maturity,
- all of the Mortgage Loans will prepay at the same rate, or
- the level of the Index will remain constant.

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

<u>Class</u>	<u>% PSA</u>
MI .....	416%
BI .....	280%
AI .....	230%
CI .....	363%

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

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

<u>Class</u>	<u>Price*</u>
MI .....	13.12500%
BI .....	10.50000%
AI .....	12.00000%
CI .....	9.14063%

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

### Sensitivity of the MI Class to Prepayments

	<u>PSA Prepayment Assumption</u>							
	<u>50%</u>	<u>100%</u>	<u>148%</u>	<u>210%</u>	<u>250%</u>	<u>500%</u>	<u>700%</u>	<u>900%</u>
Pre-Tax Yields to Maturity .....	11.4%	8.0%	8.0%	8.0%	8.0%	(4.8)%	(16.9)%	(30.2)%

### Sensitivity of the BI Class to Prepayments

	<u>PSA Prepayment Assumption</u>					
	<u>50%</u>	<u>100%</u>	<u>331%</u>	<u>500%</u>	<u>700%</u>	<u>1000%</u>
Pre-Tax Yields to Maturity .....	13.7%	10.9%	(3.3)%	(14.4)%	(27.7)%	(46.1)%

### Sensitivity of the AI Class to Prepayments

	<u>PSA Prepayment Assumption</u>					
	<u>50%</u>	<u>100%</u>	<u>268%</u>	<u>500%</u>	<u>700%</u>	<u>900%</u>
Pre-Tax Yields to Maturity .....	15.4%	11.4%	(3.7)%	(26.9)%	(46.6)%	(64.8)%

### Sensitivity of the CI Class to Prepayments

	<u>PSA Prepayment Assumption</u>					
	<u>50%</u>	<u>100%</u>	<u>268%</u>	<u>500%</u>	<u>700%</u>	<u>900%</u>
Pre-Tax Yields to Maturity .....	26.7%	23.0%	9.0%	(13.9)%	(35.3)%	(56.9)%

*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 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 the applicable Classes (expressed in each case as a percentage of original principal balance) are as follows:

<u>Class</u>	<u>Price*</u>
SK .....	10.98125%
TK .....	11.68750%
SA .....	13.00000%

\* 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 SK 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>285%</u>	<u>500%</u>	<u>700%</u>	<u>900%</u>	<u>1400%</u>
0.125% .....	38.5%	34.9%	21.1%	3.7%	(14.0)%	(33.7)%	*
0.250% .....	37.2%	33.6%	19.8%	2.5%	(15.1)%	(34.7)%	*
2.250% .....	15.5%	12.2%	(0.5)%	(16.3)%	(32.4)%	(50.4)%	*
4.250% .....	(11.6)%	(14.5)%	(25.7)%	(39.6)%	(53.9)%	(69.7)%	*
5.000% .....	*	*	*	*	*	*	*

**Sensitivity of the TK 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>285%</u>	<u>500%</u>	<u>700%</u>	<u>900%</u>	<u>1400%</u>
5.000% .....	41.8%	38.2%	24.1%	6.6%	(11.3)%	(31.3)%	(98.8)%
5.475% .....	13.7%	10.4%	(2.1)%	(17.9)%	(33.9)%	(51.7)%	*
5.950% .....	*	*	*	*	*	*	*

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

<b>LIBOR</b>	<b>PSA Prepayment Assumption</b>						
	<b>50%</b>	<b>100%</b>	<b>285%</b>	<b>500%</b>	<b>700%</b>	<b>900%</b>	
0.125% . . . . .	39.0%	35.4%	21.5%	4.2%	(13.6)%	(33.3)%	*
0.250% . . . . .	37.9%	34.3%	20.5%	3.2%	(14.5)%	(34.1)%	*
2.250% . . . . .	19.7%	16.3%	3.5%	(12.7)%	(29.1)%	(47.4)%	*
4.250% . . . . .	(0.6)%	(3.6)%	(15.4)%	(30.2)%	(45.2)%	(61.9)%	*
5.950% . . . . .	*	*	*	*	*	*	*

**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 2, Group 3, Group 4, Group 5, Group 6 and Group 7 Classes,
- in the case of the Group 3 Classes, the priority sequence affecting principal payments on the Group 3 Underlying REMIC Certificate, and
- in the case of the Group 1 Classes, the payment frequency and rate of amortization of the biweekly Mortgage Loans underlying the Group 1 MBS.

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 MBS	360 months	360 months	9.00%
Group 2 MBS	180 months	180 months	6.00%
Group 3 Underlying REMIC Certificate	360 months	349 months	7.50%
Group 4 MBS	180 months	180 months	5.50%
Group 5 MBS	120 months	120 months	6.00%
Group 6 MBS	180 months	180 months	6.00%
Group 7 MBS	180 months	180 months	6.00%

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	FA, SK†, TK† and SA† Classes						
	PSA Prepayment Assumption						
	0%	100%	285%	500%	700%	900%	1400%
Initial Percent . . . . .	100	100	100	100	100	100	100
July 2012 . . . . .	99	90	79	67	56	44	15
July 2013 . . . . .	99	81	63	45	31	19	2
July 2014 . . . . .	98	72	49	30	17	8	*
July 2015 . . . . .	97	64	38	20	9	4	*
July 2016 . . . . .	96	56	30	13	5	2	*
July 2017 . . . . .	95	48	23	8	3	1	*
July 2018 . . . . .	94	41	17	5	1	*	*
July 2019 . . . . .	92	35	13	3	1	*	*
July 2020 . . . . .	91	29	9	2	*	*	*
July 2021 . . . . .	89	23	6	1	*	*	0
July 2022 . . . . .	88	17	4	1	*	*	0
July 2023 . . . . .	86	12	3	*	*	*	0
July 2024 . . . . .	84	7	1	*	*	*	0
July 2025 . . . . .	82	2	*	*	*	*	0
July 2026 . . . . .	79	0	0	0	0	0	0
July 2027 . . . . .	77	0	0	0	0	0	0
July 2028 . . . . .	74	0	0	0	0	0	0
July 2029 . . . . .	71	0	0	0	0	0	0
July 2030 . . . . .	67	0	0	0	0	0	0
July 2031 . . . . .	64	0	0	0	0	0	0
July 2032 . . . . .	59	0	0	0	0	0	0
July 2033 . . . . .	55	0	0	0	0	0	0
July 2034 . . . . .	50	0	0	0	0	0	0
July 2035 . . . . .	45	0	0	0	0	0	0
July 2036 . . . . .	39	0	0	0	0	0	0
July 2037 . . . . .	32	0	0	0	0	0	0
July 2038 . . . . .	25	0	0	0	0	0	0
July 2039 . . . . .	18	0	0	0	0	0	0
July 2040 . . . . .	9	0	0	0	0	0	0
July 2041 . . . . .	0	0	0	0	0	0	0
Weighted Average Life (years)** . . . . .	21.1	6.3	3.9	2.4	1.7	1.2	0.6

\* 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.

**MC, MI†, ME and M Classes**

Date	PSA Prepayment Assumption							
	0%	100%	148%	210%	250%	500%	700%	900%
Initial Percent . . . . .	100	100	100	100	100	100	100	100
July 2012 . . . . .	95	90	90	90	90	90	90	86
July 2013 . . . . .	89	78	78	78	78	69	55	43
July 2014 . . . . .	83	65	65	65	65	45	30	18
July 2015 . . . . .	77	54	54	54	54	30	16	8
July 2016 . . . . .	70	43	43	43	43	19	9	3
July 2017 . . . . .	63	34	34	34	34	12	5	1
July 2018 . . . . .	56	26	26	26	26	8	2	1
July 2019 . . . . .	48	19	19	19	19	5	1	*
July 2020 . . . . .	39	14	14	14	14	3	1	*
July 2021 . . . . .	30	10	10	10	10	2	*	*
July 2022 . . . . .	21	6	6	6	6	1	*	*
July 2023 . . . . .	10	4	4	4	4	*	*	*
July 2024 . . . . .	2	2	2	2	2	*	*	*
July 2025 . . . . .	*	*	*	*	*	*	*	*
July 2026 . . . . .	0	0	0	0	0	0	0	0
Weighted Average Life (years)** . . . . .	7.4	5.0	5.0	5.0	5.0	3.4	2.6	2.1

**CT Class**

Date	PSA Prepayment Assumption							
	0%	100%	148%	210%	250%	500%	700%	900%
Initial Percent . . . . .	100	100	100	100	100	100	100	100
July 2012 . . . . .	99	99	91	91	91	50	16	0
July 2013 . . . . .	99	99	78	72	56	0	0	0
July 2014 . . . . .	98	98	67	49	26	0	0	0
July 2015 . . . . .	97	97	60	35	9	0	0	0
July 2016 . . . . .	97	97	55	28	1	0	0	0
July 2017 . . . . .	96	95	52	26	*	0	0	0
July 2018 . . . . .	95	89	47	24	*	0	0	0
July 2019 . . . . .	94	79	39	21	*	0	0	0
July 2020 . . . . .	93	65	29	18	*	0	0	0
July 2021 . . . . .	93	49	18	14	*	0	0	0
July 2022 . . . . .	92	32	7	11	*	0	0	0
July 2023 . . . . .	91	13	0	7	*	0	0	0
July 2024 . . . . .	79	0	0	4	*	0	0	0
July 2025 . . . . .	29	0	0	1	*	0	0	0
July 2026 . . . . .	0	0	0	0	0	0	0	0
Weighted Average Life (years)** . . . . .	13.0	9.7	6.0	4.6	2.3	1.0	0.7	0.6

**CZ Class**

Date	PSA Prepayment Assumption							
	0%	100%	148%	210%	250%	500%	700%	900%
Initial Percent . . . . .	100	100	100	100	100	100	100	100
July 2012 . . . . .	104	104	104	45	7	0	0	0
July 2013 . . . . .	107	107	107	0	0	0	0	0
July 2014 . . . . .	111	111	111	0	0	0	0	0
July 2015 . . . . .	115	115	115	0	0	0	0	0
July 2016 . . . . .	119	119	119	0	0	0	0	0
July 2017 . . . . .	123	123	123	0	0	0	0	0
July 2018 . . . . .	128	128	128	0	0	0	0	0
July 2019 . . . . .	132	132	132	0	0	0	0	0
July 2020 . . . . .	137	137	137	0	0	0	0	0
July 2021 . . . . .	142	142	142	0	0	0	0	0
July 2022 . . . . .	147	147	147	0	0	0	0	0
July 2023 . . . . .	152	152	128	0	0	0	0	0
July 2024 . . . . .	158	127	70	0	0	0	0	0
July 2025 . . . . .	163	25	14	0	0	0	0	0
July 2026 . . . . .	0	0	0	0	0	0	0	0
Weighted Average Life (years)** . . . . .	14.8	13.5	13.0	0.9	0.6	0.2	0.2	0.1

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

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

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

Date	HP Class							HC Class							HA Class						
	PSA Prepayment Assumption							PSA Prepayment Assumption							PSA Prepayment Assumption						
	0%	100%	250%	400%	500%	800%	1200%	0%	100%	250%	400%	500%	800%	1200%	0%	100%	250%	400%	500%	800%	1200%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
July 2012	97	85	85	85	85	85	64	100	100	75	70	70	33	0	98	91	81	80	80	66	40
July 2013	93	70	70	70	70	53	16	100	100	53	49	38	0	0	96	81	64	62	58	33	10
July 2014	89	56	56	56	56	26	3	100	100	37	34	13	0	0	93	72	48	48	39	16	2
July 2015	85	42	42	42	42	12	0	100	100	25	25	2	0	0	90	64	35	35	27	8	0
July 2016	80	29	29	29	29	5	0	100	100	22	22	*	0	0	88	56	26	26	18	3	0
July 2017	76	19	19	19	19	2	0	100	95	19	19	*	0	0	85	48	19	19	12	1	0
July 2018	70	12	12	12	12	*	0	100	86	16	16	*	0	0	82	40	14	14	8	*	0
July 2019	65	8	8	8	8	0	0	100	75	13	13	*	0	0	78	33	10	10	5	0	0
July 2020	59	5	5	5	5	0	0	100	62	11	11	*	0	0	75	26	7	7	3	0	0
July 2021	53	2	2	2	2	0	0	100	48	9	9	*	0	0	71	20	5	5	2	0	0
July 2022	47	1	1	1	1	0	0	100	34	7	7	*	0	0	67	13	3	3	1	0	0
July 2023	40	0	0	0	0	0	0	100	19	5	5	0	0	0	62	7	2	2	0	0	0
July 2024	32	0	0	0	0	0	0	100	3	3	3	0	0	0	58	1	1	1	0	0	0
July 2025	24	0	0	0	0	0	0	100	1	1	1	0	0	0	53	*	*	*	0	0	0
July 2026	16	0	0	0	0	0	0	100	0	0	0	0	0	0	47	0	0	0	0	0	0
July 2027	6	0	0	0	0	0	0	100	0	0	0	0	0	0	42	0	0	0	0	0	0
July 2028	0	0	0	0	0	0	0	95	0	0	0	0	0	0	36	0	0	0	0	0	0
July 2029	0	0	0	0	0	0	0	77	0	0	0	0	0	0	29	0	0	0	0	0	0
July 2030	0	0	0	0	0	0	0	59	0	0	0	0	0	0	22	0	0	0	0	0	0
July 2031	0	0	0	0	0	0	0	39	0	0	0	0	0	0	15	0	0	0	0	0	0
July 2032	0	0	0	0	0	0	0	18	0	0	0	0	0	0	7	0	0	0	0	0	0
July 2033	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2034	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2035	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2036	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2037	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2038	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2040	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2041	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	9.8	3.8	3.8	3.8	3.8	2.4	1.4	19.4	9.8	3.5	3.3	1.7	0.8	0.5	13.5	6.1	3.7	3.6	3.0	1.8	1.0

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

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

Date	DA Class						DB Class					
	PSA Prepayment Assumption						PSA Prepayment Assumption					
	0%	100%	185%	300%	600%	900%	0%	100%	185%	300%	600%	900%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100
July 2012	95	90	88	84	75	66	100	100	100	100	100	100
July 2013	89	79	72	63	43	25	100	100	100	100	100	100
July 2014	84	67	57	44	18	*	100	100	100	100	100	100
July 2015	77	56	43	29	4	0	100	100	100	100	100	44
July 2016	71	45	32	18	0	0	100	100	100	100	71	18
July 2017	64	36	22	9	0	0	100	100	100	100	41	8
July 2018	57	27	14	1	0	0	100	100	100	100	23	3
July 2019	49	19	7	0	0	0	100	100	100	77	13	1
July 2020	41	12	1	0	0	0	100	100	100	54	7	*
July 2021	33	5	0	0	0	0	100	100	76	36	4	*
July 2022	24	0	0	0	0	0	100	92	52	23	2	*
July 2023	14	0	0	0	0	0	100	60	32	13	1	*
July 2024	4	0	0	0	0	0	100	30	15	6	*	*
July 2025	0	0	0	0	0	0	63	2	1	*	*	*
July 2026	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	7.5	4.9	3.9	3.0	1.9	1.4	14.2	12.4	11.3	9.6	6.2	4.2

Date	BA, BI†, BG, B and BQ Classes						BL Class					
	PSA Prepayment Assumption						PSA Prepayment Assumption					
	0%	100%	331%	500%	700%	1000%	0%	100%	331%	500%	700%	1000%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100
July 2012	92	89	85	82	78	73	100	100	100	100	100	100
July 2013	83	75	64	55	46	33	100	100	100	100	100	100
July 2014	73	61	42	30	19	5	100	100	100	100	100	100
July 2015	63	48	26	14	4	0	100	100	100	100	100	50
July 2016	53	35	14	4	0	0	100	100	100	100	65	17
July 2017	41	24	5	0	0	0	100	100	100	75	30	5
July 2018	29	14	0	0	0	0	100	100	86	39	13	2
July 2019	17	4	0	0	0	0	100	100	45	18	5	*
July 2020	3	0	0	0	0	0	100	55	16	5	1	*
July 2021	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	5.1	4.0	2.9	2.4	2.0	1.6	9.6	9.1	8.0	6.9	5.7	4.3

Date	AG and AI† Classes						AL and AW Classes					
	PSA Prepayment Assumption						PSA Prepayment Assumption					
	0%	100%	268%	500%	700%	900%	0%	100%	268%	500%	700%	900%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100
July 2012	95	91	85	78	72	66	100	100	100	100	100	100
July 2013	90	79	66	49	36	24	100	100	100	100	100	100
July 2014	84	67	48	26	11	0	100	100	100	100	100	98
July 2015	78	56	33	10	0	0	100	100	100	100	85	42
July 2016	71	46	21	0	0	0	100	100	100	99	45	18
July 2017	65	37	12	0	0	0	100	100	100	63	24	7
July 2018	57	28	4	0	0	0	100	100	100	39	12	3
July 2019	50	20	0	0	0	0	100	100	90	24	6	1
July 2020	42	12	0	0	0	0	100	100	64	15	3	*
July 2021	33	5	0	0	0	0	100	100	45	8	2	*
July 2022	24	0	0	0	0	0	100	94	29	5	1	*
July 2023	14	0	0	0	0	0	100	63	18	2	*	*
July 2024	4	0	0	0	0	0	100	35	9	1	*	*
July 2025	0	0	0	0	0	0	61	8	2	*	*	*
July 2026	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	7.6	4.9	3.2	2.2	1.7	1.4	14.2	12.5	10.1	7.1	5.3	4.2

\* 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.

Date	CA and CI† Classes						CB Class					
	PSA Prepayment Assumption						PSA Prepayment Assumption					
	0%	100%	268%	500%	700%	900%	0%	100%	268%	500%	700%	900%
Initial Percent . . . . .	100	100	100	100	100	100	100	100	100	100	100	100
July 2012 . . . . .	95	90	83	74	66	58	100	100	100	100	100	100
July 2013 . . . . .	90	78	64	45	32	19	100	100	100	100	100	100
July 2014 . . . . .	85	67	47	25	11	1	100	100	100	100	100	100
July 2015 . . . . .	79	57	34	12	*	0	100	100	100	100	100	47
July 2016 . . . . .	73	47	23	3	0	0	100	100	100	100	54	20
July 2017 . . . . .	67	38	15	0	0	0	100	100	100	80	29	8
July 2018 . . . . .	60	30	8	0	0	0	100	100	100	50	15	3
July 2019 . . . . .	52	22	2	0	0	0	100	100	100	30	7	1
July 2020 . . . . .	45	15	0	0	0	0	100	100	84	18	4	1
July 2021 . . . . .	37	9	0	0	0	0	100	100	57	10	2	*
July 2022 . . . . .	28	3	0	0	0	0	100	100	36	5	1	*
July 2023 . . . . .	19	0	0	0	0	0	100	76	21	3	*	*
July 2024 . . . . .	9	0	0	0	0	0	100	35	8	1	*	*
July 2025 . . . . .	0	0	0	0	0	0	88	0	0	0	0	0
July 2026 . . . . .	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)** . . . . .	7.9	5.1	3.3	2.1	1.6	1.3	14.5	12.7	10.6	7.5	5.6	4.3

\* 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.

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

### Characteristics of the Residual Classes

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

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

### CERTAIN ADDITIONAL FEDERAL INCOME TAX CONSEQUENCES

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

## U.S. Treasury Circular 230 Notice

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

### REMIC Elections and Special Tax Attributes

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

### Taxation of Beneficial Owners of Regular Certificates

The Notional Classes, the Accrual Class and the DB 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	285% PSA
2	210% PSA
3	400% PSA
4	185% PSA
5	331% PSA
6	268% PSA
7	268% 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. All of the 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 J.P. Morgan Securities LLC (the “Dealer”) in exchange for the Trust MBS and the Group 3 Underlying REMIC Certificate. The Dealer proposes to offer the Certificates directly to the public from time to time in negotiated transactions at varying prices to be determined at the time of sale. The Dealer may effect these transactions to or through other dealers.

### **LEGAL MATTERS**

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

**Group 3 Underlying REMIC Certificate**

<u>Underlying REMIC Trust</u>	<u>Class</u>	<u>Date of Issue</u>	<u>CUSIP Number</u>	<u>Interest Rate</u>	<u>Interest Type(1)</u>	<u>Final Distribution Date</u>	<u>Principal Type(1)</u>	<u>Original Principal Balance of Class</u>	<u>July 2011 Class Factor</u>	<u>Principal Balance in the Lower Tier REMIC</u>	<u>Approximate Weighted Average WAC</u>	<u>Approximate Weighted Average WAM (in months)</u>	<u>Approximate Weighted Average WALA (in months)</u>
2010-95	KA	August 2010	31398NEZ3	2.5%	FIX	July 2040	PAC/AD	\$150,150,000	0.90630347	\$33,500,000.00	5.408%	332	21

(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.

## Schedule 1

## Available Recombinations(1)

REMIC Certificates		RCR Certificates						Final
Classes	Original Balances	RCR Classes	Original Balances	Principal Type(2)	Interest Rate	Interest Type(2)	CUSIP Number	Distribution Date
<b>Recombination 1</b>								
SK	\$ 23,860,390(3)	SA	\$ 23,860,390(3)	NTL	(4)	INV/IO	3136A0HH3	August 2041
TK	4,121,340(3)							
<b>Recombination 2</b>								
MC	113,261,000	ME	113,261,000	PAC	3.00%	FIX	3136A0HJ9	August 2026
MI	16,180,143(3)							
<b>Recombination 3</b>								
MC	113,261,000	M	113,261,000	PAC	3.50	FIX	3136A0HK6	August 2026
MI	32,360,285(3)							
<b>Recombination 4</b>								
HP	20,874,960	HA	33,500,000	SC/PT	2.50	FIX	3136A0HL4	July 2040
HC	12,625,040							
<b>Recombination 5</b>								
BA	44,932,000	BG	44,932,000	SEQ	3.00	FIX	3136A0HM2	November 2020
BI	12,837,714(3)							
<b>Recombination 6</b>								
BA	44,932,000	B	44,932,000	SEQ	3.50	FIX	3136A0HN0	November 2020
BI	19,256,571(3)							
<b>Recombination 7</b>								
BA	33,699,000	BQ	33,699,000	SEQ	4.00	FIX	3136A0HP5	November 2020
BI	19,256,571(3)							

REMIC Certificates		RCR Certificates						Final
<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>Distribution Date</u>
<b>Recombination 8</b>								
AL	\$ 28,486,435	AW	\$ 28,486,435	SEQ	(5)	WAC	3136A0HQ3	August 2026
AI	32,555,926(3)							

- (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.
- (3) Notional balances. These Classes are Interest Only Classes. See page S-8 for a description of how their notional balances are calculated.
- (4) For a description of this interest rate, see “Summary—Interest Rates” in this prospectus supplement.
- (5) For a description of this interest rate, see “Description of the Certificates—Distributions of Interest—*The AW Class*” in this prospectus supplement.

## Principal Balance Schedules

### MC Class 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 . . . . .	\$113,261,000.00	May 2016 . . . . .	\$ 50,986,090.54	March 2021 . . . . .	\$ 12,472,205.81
August 2011 . . . . .	112,433,782.22	June 2016 . . . . .	50,014,062.34	April 2021 . . . . .	12,099,664.22
September 2011 . . . . .	111,583,197.59	July 2016 . . . . .	49,048,131.29	May 2021 . . . . .	11,734,235.04
October 2011 . . . . .	110,709,629.51	August 2016 . . . . .	48,088,263.89	June 2021 . . . . .	11,375,801.02
November 2011 . . . . .	109,813,473.77	September 2016 . . . . .	47,134,426.86	July 2021 . . . . .	11,024,246.73
December 2011 . . . . .	108,895,138.32	October 2016 . . . . .	46,186,587.08	August 2021 . . . . .	10,679,458.52
January 2012 . . . . .	107,955,042.93	November 2016 . . . . .	45,244,711.60	September 2021 . . . . .	10,341,324.46
February 2012 . . . . .	106,993,618.88	December 2016 . . . . .	44,308,767.66	October 2021 . . . . .	10,009,734.35
March 2012 . . . . .	106,011,308.64	January 2017 . . . . .	43,378,722.64	November 2021 . . . . .	9,684,579.70
April 2012 . . . . .	105,008,565.53	February 2017 . . . . .	42,454,544.13	December 2021 . . . . .	9,365,753.67
May 2012 . . . . .	103,985,853.39	March 2017 . . . . .	41,544,031.54	January 2022 . . . . .	9,053,151.07
June 2012 . . . . .	102,943,646.19	April 2017 . . . . .	40,649,249.68	February 2022 . . . . .	8,746,668.33
July 2012 . . . . .	101,882,427.71	May 2017 . . . . .	39,769,951.21	March 2022 . . . . .	8,446,203.49
August 2012 . . . . .	100,802,691.12	June 2017 . . . . .	38,905,892.48	April 2022 . . . . .	8,151,656.15
September 2012 . . . . .	99,704,938.62	July 2017 . . . . .	38,056,833.48	May 2022 . . . . .	7,862,927.46
October 2012 . . . . .	98,589,681.06	August 2017 . . . . .	37,222,537.80	June 2022 . . . . .	7,579,920.10
November 2012 . . . . .	97,457,437.51	September 2017 . . . . .	36,402,772.55	July 2022 . . . . .	7,302,538.25
December 2012 . . . . .	96,308,734.88	October 2017 . . . . .	35,597,308.33	August 2022 . . . . .	7,030,687.59
January 2013 . . . . .	95,144,107.49	November 2017 . . . . .	34,805,919.18	September 2022 . . . . .	6,764,275.23
February 2013 . . . . .	93,964,096.67	December 2017 . . . . .	34,028,382.51	October 2022 . . . . .	6,503,209.76
March 2013 . . . . .	92,769,250.30	January 2018 . . . . .	33,264,479.08	November 2022 . . . . .	6,247,401.14
April 2013 . . . . .	91,560,122.41	February 2018 . . . . .	32,513,992.93	December 2022 . . . . .	5,996,760.76
May 2013 . . . . .	90,337,272.72	March 2018 . . . . .	31,776,711.34	January 2023 . . . . .	5,751,201.38
June 2013 . . . . .	89,121,891.26	April 2018 . . . . .	31,052,424.79	February 2023 . . . . .	5,510,637.11
July 2013 . . . . .	87,913,937.35	May 2018 . . . . .	30,340,926.89	March 2023 . . . . .	5,274,983.40
August 2013 . . . . .	86,713,370.54	June 2018 . . . . .	29,642,014.35	April 2023 . . . . .	5,044,157.00
September 2013 . . . . .	85,520,150.56	July 2018 . . . . .	28,955,486.97	May 2023 . . . . .	4,818,075.97
October 2013 . . . . .	84,334,237.38	August 2018 . . . . .	28,281,147.51	June 2023 . . . . .	4,596,659.66
November 2013 . . . . .	83,155,591.16	September 2018 . . . . .	27,618,801.73	July 2023 . . . . .	4,379,828.65
December 2013 . . . . .	81,984,172.28	October 2018 . . . . .	26,968,258.30	August 2023 . . . . .	4,167,504.77
January 2014 . . . . .	80,819,941.34	November 2018 . . . . .	26,329,328.79	September 2023 . . . . .	3,959,611.08
February 2014 . . . . .	79,662,859.11	December 2018 . . . . .	25,701,827.59	October 2023 . . . . .	3,756,071.84
March 2014 . . . . .	78,512,886.61	January 2019 . . . . .	25,085,571.89	November 2023 . . . . .	3,556,812.48
April 2014 . . . . .	77,369,985.03	February 2019 . . . . .	24,480,381.64	December 2023 . . . . .	3,361,759.61
May 2014 . . . . .	76,234,115.79	March 2019 . . . . .	23,886,079.52	January 2024 . . . . .	3,170,840.99
June 2014 . . . . .	75,105,240.50	April 2019 . . . . .	23,302,490.87	February 2024 . . . . .	2,983,985.50
July 2014 . . . . .	73,983,320.96	May 2019 . . . . .	22,729,443.67	March 2024 . . . . .	2,801,123.15
August 2014 . . . . .	72,868,319.19	June 2019 . . . . .	22,166,768.52	April 2024 . . . . .	2,622,185.04
September 2014 . . . . .	71,760,197.41	July 2019 . . . . .	21,614,298.55	May 2024 . . . . .	2,447,103.36
October 2014 . . . . .	70,658,918.02	August 2019 . . . . .	21,071,869.45	June 2024 . . . . .	2,275,811.37
November 2014 . . . . .	69,564,443.64	September 2019 . . . . .	20,539,319.37	July 2024 . . . . .	2,108,243.36
December 2014 . . . . .	68,476,737.06	October 2019 . . . . .	20,016,488.92	August 2024 . . . . .	1,944,334.67
January 2015 . . . . .	67,395,761.30	November 2019 . . . . .	19,503,221.13	September 2024 . . . . .	1,784,021.66
February 2015 . . . . .	66,321,479.54	December 2019 . . . . .	18,999,361.42	October 2024 . . . . .	1,627,241.69
March 2015 . . . . .	65,253,855.18	January 2020 . . . . .	18,504,757.53	November 2024 . . . . .	1,473,933.11
April 2015 . . . . .	64,192,851.79	February 2020 . . . . .	18,019,259.54	December 2024 . . . . .	1,324,035.24
May 2015 . . . . .	63,138,433.16	March 2020 . . . . .	17,542,719.78	January 2025 . . . . .	1,177,488.37
June 2015 . . . . .	62,090,563.24	April 2020 . . . . .	17,074,992.85	February 2025 . . . . .	1,034,233.73
July 2015 . . . . .	61,049,206.19	May 2020 . . . . .	16,615,935.54	March 2025 . . . . .	894,213.48
August 2015 . . . . .	60,014,326.34	June 2020 . . . . .	16,165,406.84	April 2025 . . . . .	757,370.69
September 2015 . . . . .	58,985,888.23	July 2020 . . . . .	15,723,267.87	May 2025 . . . . .	623,649.34
October 2015 . . . . .	57,963,856.58	August 2020 . . . . .	15,289,381.88	June 2025 . . . . .	492,994.32
November 2015 . . . . .	56,948,196.28	September 2020 . . . . .	14,863,614.19	July 2025 . . . . .	365,351.35
December 2015 . . . . .	55,938,872.41	October 2020 . . . . .	14,445,832.18	August 2025 . . . . .	240,667.06
January 2016 . . . . .	54,935,850.26	November 2020 . . . . .	14,035,905.26	September 2025 . . . . .	118,888.90
February 2016 . . . . .	53,939,095.28	December 2020 . . . . .	13,633,704.84	October 2025 and thereafter . . . . .	0.00
March 2016 . . . . .	52,948,573.09	January 2021 . . . . .	13,239,104.26		
April 2016 . . . . .	51,964,249.51	February 2021 . . . . .	12,851,978.85		

**CT Class Targeted Balances**

<u>Distribution Date</u>	<u>Targeted Balance</u>	<u>Distribution Date</u>	<u>Targeted Balance</u>	<u>Distribution Date</u>	<u>Targeted Balance</u>
Initial Balance . . . . .	\$23,000,000.00	July 2015 . . . . .	\$13,705,012.04	July 2019 . . . . .	\$ 8,919,988.70
August 2011 . . . . .	22,885,357.93	August 2015 . . . . .	13,589,864.38	August 2019 . . . . .	8,748,223.29
September 2011 . . . . .	22,760,390.25	September 2015 . . . . .	13,479,364.80	September 2019 . . . . .	8,573,822.50
October 2011 . . . . .	22,625,335.23	October 2015 . . . . .	13,373,451.93	October 2019 . . . . .	8,396,880.77
November 2011 . . . . .	22,480,444.70	November 2015 . . . . .	13,272,064.99	November 2019 . . . . .	8,217,490.62
December 2011 . . . . .	22,325,983.58	December 2015 . . . . .	13,175,143.82	December 2019 . . . . .	8,035,742.75
January 2012 . . . . .	22,162,229.53	January 2016 . . . . .	13,082,628.82	January 2020 . . . . .	7,851,726.06
February 2012 . . . . .	21,989,472.48	February 2016 . . . . .	12,994,461.02	February 2020 . . . . .	7,665,527.63
March 2012 . . . . .	21,808,014.19	March 2016 . . . . .	12,910,582.01	March 2020 . . . . .	7,477,232.80
April 2012 . . . . .	21,618,167.79	April 2016 . . . . .	12,830,933.99	April 2020 . . . . .	7,286,925.19
May 2012 . . . . .	21,420,257.23	May 2016 . . . . .	12,755,459.70	May 2020 . . . . .	7,094,686.72
June 2012 . . . . .	21,214,616.78	June 2016 . . . . .	12,684,102.48	June 2020 . . . . .	6,900,597.61
July 2012 . . . . .	21,001,590.53	July 2016 . . . . .	12,616,806.21	July 2020 . . . . .	6,704,736.49
August 2012 . . . . .	20,781,531.77	August 2016 . . . . .	12,553,515.35	August 2020 . . . . .	6,507,180.32
September 2012 . . . . .	20,554,802.48	September 2016 . . . . .	12,494,174.91	September 2020 . . . . .	6,308,004.51
October 2012 . . . . .	20,321,772.70	October 2016 . . . . .	12,438,730.46	October 2020 . . . . .	6,107,282.91
November 2012 . . . . .	20,082,819.95	November 2016 . . . . .	12,387,128.08	November 2020 . . . . .	5,905,087.81
December 2012 . . . . .	19,838,328.59	December 2016 . . . . .	12,339,314.44	December 2020 . . . . .	5,701,489.99
January 2013 . . . . .	19,588,689.24	January 2017 . . . . .	12,295,236.71	January 2021 . . . . .	5,496,558.79
February 2013 . . . . .	19,334,298.08	February 2017 . . . . .	12,254,842.62	February 2021 . . . . .	5,290,362.02
March 2013 . . . . .	19,075,556.24	March 2017 . . . . .	12,210,248.71	March 2021 . . . . .	5,082,966.12
April 2013 . . . . .	18,812,869.17	April 2017 . . . . .	12,159,306.87	April 2021 . . . . .	4,874,436.09
May 2013 . . . . .	18,546,645.91	May 2017 . . . . .	12,102,181.79	May 2021 . . . . .	4,664,835.53
June 2013 . . . . .	18,286,978.59	June 2017 . . . . .	12,039,035.17	June 2021 . . . . .	4,454,226.72
July 2013 . . . . .	18,033,787.22	July 2017 . . . . .	11,970,025.72	July 2021 . . . . .	4,242,670.56
August 2013 . . . . .	17,786,992.58	August 2017 . . . . .	11,895,309.26	August 2021 . . . . .	4,030,226.64
September 2013 . . . . .	17,546,516.21	September 2017 . . . . .	11,815,038.71	September 2021 . . . . .	3,816,953.27
October 2013 . . . . .	17,312,280.43	October 2017 . . . . .	11,729,364.20	October 2021 . . . . .	3,602,907.49
November 2013 . . . . .	17,084,208.29	November 2017 . . . . .	11,638,433.04	November 2021 . . . . .	3,388,145.05
December 2013 . . . . .	16,862,223.59	December 2017 . . . . .	11,542,389.83	December 2021 . . . . .	3,172,720.51
January 2014 . . . . .	16,646,250.86	January 2018 . . . . .	11,441,376.48	January 2022 . . . . .	2,956,687.22
February 2014 . . . . .	16,436,215.38	February 2018 . . . . .	11,335,532.23	February 2022 . . . . .	2,740,097.32
March 2014 . . . . .	16,232,043.14	March 2018 . . . . .	11,224,993.74	March 2022 . . . . .	2,523,001.80
April 2014 . . . . .	16,033,660.85	April 2018 . . . . .	11,109,895.08	April 2022 . . . . .	2,305,450.49
May 2014 . . . . .	15,840,995.94	May 2018 . . . . .	10,990,367.81	May 2022 . . . . .	2,087,492.10
June 2014 . . . . .	15,653,976.53	June 2018 . . . . .	10,866,541.02	June 2022 . . . . .	1,869,174.24
July 2014 . . . . .	15,472,531.46	July 2018 . . . . .	10,738,541.33	July 2022 . . . . .	1,650,543.42
August 2014 . . . . .	15,296,590.25	August 2018 . . . . .	10,606,492.98	August 2022 . . . . .	1,431,645.07
September 2014 . . . . .	15,126,083.12	September 2018 . . . . .	10,470,517.84	September 2022 . . . . .	1,212,523.59
October 2014 . . . . .	14,960,940.95	October 2018 . . . . .	10,330,735.46	October 2022 . . . . .	993,222.33
November 2014 . . . . .	14,801,095.32	November 2018 . . . . .	10,187,263.07	November 2022 . . . . .	773,783.64
December 2014 . . . . .	14,646,478.47	December 2018 . . . . .	10,040,215.70	December 2022 . . . . .	554,248.87
January 2015 . . . . .	14,497,023.28	January 2019 . . . . .	9,889,706.12	January 2023 . . . . .	334,658.36
February 2015 . . . . .	14,352,663.34	February 2019 . . . . .	9,735,844.96	February 2023 . . . . .	115,051.54
March 2015 . . . . .	14,213,332.84	March 2019 . . . . .	9,578,740.68	March 2023 and thereafter . . . . .	0.00
April 2015 . . . . .	14,078,966.65	April 2019 . . . . .	9,418,499.64		
May 2015 . . . . .	13,949,500.26	May 2019 . . . . .	9,255,226.13		
June 2015 . . . . .	13,824,869.80	June 2019 . . . . .	9,089,022.40		

**HP Class 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 . . . . .	\$20,874,960.00	August 2015 . . . . .	\$ 8,479,095.29	September 2019 . . . . .	\$ 1,501,507.92
August 2011 . . . . .	20,645,390.26	September 2015 . . . . .	8,246,775.73	October 2019 . . . . .	1,440,523.69
September 2011 . . . . .	20,409,583.35	October 2015 . . . . .	8,015,385.87	November 2019 . . . . .	1,381,410.80
October 2011 . . . . .	20,167,631.33	November 2015 . . . . .	7,784,919.67	December 2019 . . . . .	1,324,111.62
November 2011 . . . . .	19,919,726.01	December 2015 . . . . .	7,555,371.13	January 2020 . . . . .	1,268,570.27
December 2011 . . . . .	19,665,968.34	January 2016 . . . . .	7,326,734.26	February 2020 . . . . .	1,214,732.58
January 2012 . . . . .	19,406,666.94	February 2016 . . . . .	7,099,003.10	March 2020 . . . . .	1,162,546.02
February 2012 . . . . .	19,141,937.81	March 2016 . . . . .	6,872,171.72	April 2020 . . . . .	1,111,959.68
March 2012 . . . . .	18,872,865.01	April 2016 . . . . .	6,646,515.47	May 2020 . . . . .	1,062,924.17
April 2012 . . . . .	18,602,236.50	May 2016 . . . . .	6,427,765.50	June 2020 . . . . .	1,015,391.66
May 2012 . . . . .	18,330,760.28	June 2016 . . . . .	6,215,711.49	July 2020 . . . . .	969,315.72
June 2012 . . . . .	18,058,555.01	July 2016 . . . . .	6,010,149.48	August 2020 . . . . .	924,651.39
July 2012 . . . . .	17,786,160.88	August 2016 . . . . .	5,810,881.67	September 2020 . . . . .	881,355.05
August 2012 . . . . .	17,514,946.68	September 2016 . . . . .	5,617,716.26	October 2020 . . . . .	839,384.42
September 2012 . . . . .	17,244,905.26	October 2016 . . . . .	5,430,467.24	November 2020 . . . . .	798,698.52
October 2012 . . . . .	16,976,029.52	November 2016 . . . . .	5,248,954.23	December 2020 . . . . .	759,257.62
November 2012 . . . . .	16,708,312.36	December 2016 . . . . .	5,073,002.30	January 2021 . . . . .	721,023.21
December 2012 . . . . .	16,441,746.75	January 2017 . . . . .	4,902,441.82	February 2021 . . . . .	683,957.93
January 2013 . . . . .	16,176,325.67	February 2017 . . . . .	4,737,108.31	March 2021 . . . . .	648,025.59
February 2013 . . . . .	15,912,042.13	March 2017 . . . . .	4,576,842.25	April 2021 . . . . .	613,191.10
March 2013 . . . . .	15,648,889.17	April 2017 . . . . .	4,421,488.95	May 2021 . . . . .	579,420.44
April 2013 . . . . .	15,386,859.89	May 2017 . . . . .	4,270,898.43	June 2021 . . . . .	546,680.64
May 2013 . . . . .	15,125,947.38	June 2017 . . . . .	4,124,925.22	July 2021 . . . . .	514,939.74
June 2013 . . . . .	14,866,144.79	July 2017 . . . . .	3,983,428.29	August 2021 . . . . .	484,166.73
July 2013 . . . . .	14,607,445.28	August 2017 . . . . .	3,846,270.85	September 2021 . . . . .	454,331.59
August 2013 . . . . .	14,349,842.07	September 2017 . . . . .	3,713,320.28	October 2021 . . . . .	425,405.20
September 2013 . . . . .	14,093,328.37	October 2017 . . . . .	3,584,447.99	November 2021 . . . . .	397,359.33
October 2013 . . . . .	13,837,897.46	November 2017 . . . . .	3,459,529.25	December 2021 . . . . .	370,166.62
November 2013 . . . . .	13,583,542.62	December 2017 . . . . .	3,338,443.15	January 2022 . . . . .	343,800.56
December 2013 . . . . .	13,330,257.18	January 2018 . . . . .	3,221,072.42	February 2022 . . . . .	318,235.42
January 2014 . . . . .	13,078,034.49	February 2018 . . . . .	3,107,303.38	March 2022 . . . . .	293,446.29
February 2014 . . . . .	12,826,867.93	March 2018 . . . . .	2,997,025.78	April 2022 . . . . .	269,409.03
March 2014 . . . . .	12,576,750.92	April 2018 . . . . .	2,890,132.70	May 2022 . . . . .	246,100.20
April 2014 . . . . .	12,327,676.88	May 2018 . . . . .	2,786,520.50	June 2022 . . . . .	223,497.13
May 2014 . . . . .	12,079,639.29	June 2018 . . . . .	2,686,088.66	July 2022 . . . . .	201,577.81
June 2014 . . . . .	11,832,631.65	July 2018 . . . . .	2,588,739.72	August 2022 . . . . .	180,320.92
July 2014 . . . . .	11,586,647.49	August 2018 . . . . .	2,494,379.20	September 2022 . . . . .	159,705.79
August 2014 . . . . .	11,341,680.36	September 2018 . . . . .	2,402,915.46	October 2022 . . . . .	139,712.40
September 2014 . . . . .	11,097,723.84	October 2018 . . . . .	2,314,259.66	November 2022 . . . . .	120,321.32
October 2014 . . . . .	10,854,771.54	November 2018 . . . . .	2,228,325.66	December 2022 . . . . .	101,513.74
November 2014 . . . . .	10,612,817.11	December 2018 . . . . .	2,145,029.93	January 2023 . . . . .	83,271.42
December 2014 . . . . .	10,371,854.20	January 2019 . . . . .	2,064,291.50	February 2023 . . . . .	65,576.69
January 2015 . . . . .	10,131,876.53	February 2019 . . . . .	1,986,031.84	March 2023 . . . . .	48,412.40
February 2015 . . . . .	9,892,877.81	March 2019 . . . . .	1,910,174.82	April 2023 . . . . .	31,761.94
March 2015 . . . . .	9,654,851.78	April 2019 . . . . .	1,836,646.62	May 2023 . . . . .	15,609.24
April 2015 . . . . .	9,417,792.23	May 2019 . . . . .	1,765,375.67	June 2023 and thereafter . . . . .	0.00
May 2015 . . . . .	9,181,692.96	June 2019 . . . . .	1,696,292.59		
June 2015 . . . . .	8,946,547.81	July 2019 . . . . .	1,629,330.10		
July 2015 . . . . .	8,712,350.62	August 2019 . . . . .	1,564,422.95		

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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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**\$615,174,009**



**Guaranteed REMIC  
Pass-Through Certificates  
Fannie Mae REMIC Trust 2011-75**

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**PROSPECTUS SUPPLEMENT**

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**J.P. Morgan**

**July 25, 2011**

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