**Prospectus Supplement**
**(To REMIC Prospectus dated August 1, 2007)**

# $702,666,667

# FannieMae®

## Guaranteed REMIC Pass-Through Certificates
## Fannie Mae REMIC Trust 2009-110

### 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.

### The Fannie Mae Guaranty

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

### The Trust and its Assets

The trust will own

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

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

| Class | Group | Original Class Balance | Principal Type(1) | Interest Rate | Interest Type(1) | CUSIP Number | Final Distribution Date |
|---|---|---|---|---|---|---|---|
| FG . . . . . | 1 | $148,800,000 | PT | (2) | FLT | 31398GMX4 | January 2040 |
| SD . . . . . | 1 | 148,800,000(3) | NTL | (2) | INV/IO | 31398GMY2 | January 2040 |
| DA . . . . . | 1 | 33,642,000 | PAC | 4.5% | FIX | 31398GMZ9 | January 2040 |
| DC . . . . . | 1 | 47,000 | PAC | 4.5 | FIX | 31398GNA3 | January 2040 |
| DF . . . . . | 1 | 2,257,071 | SUP | (2) | FLT | 31398GNB1 | January 2040 |
| DS . . . . . | 1 | 1,253,929 | SUP | (2) | INV | 31398GNC9 | January 2040 |
| FD . . . . . | 2 | 200,000,000 | PT | (2) | FLT | 31398GND7 | January 2040 |
| SA . . . . . | 2 | 200,000,000(3) | NTL | (2) | INV/IO | 31398GNE5 | January 2040 |
| FH . . . . . | 3 | 100,000,000 | PT | (2) | FLT | 31398GNF2 | January 2040 |
| SH . . . . . | 3 | 100,000,000(3) | NTL | (2) | INV/IO | 31398GNG0 | January 2040 |
| CA . . . . . | 3 | 58,813,000 | PAC | 4.5 | FIX | 31398GNH8 | January 2040 |
| CB . . . . . | 3 | 55,000 | PAC | 4.5 | FIX | 31398GNJ4 | January 2040 |
| CF . . . . . | 3 | 5,013,429 | SUP | (2) | FLT | 31398GNK1 | January 2040 |
| CS . . . . . | 3 | 2,785,238 | SUP | (2) | INV | 31398GNL9 | January 2040 |
| DB . . . . . | 4 | 150,000,000 | PT | (4)(5) | FLT/AFC | 31398GNM7 | May 2034 |
| DI . . . . . | 4 | 150,000,000(3) | NTL | (5) | WAC/IO | 31398GNN5 | May 2034 |
| R . . . . . | | 0 | NPR | 0 | NPR | 31398GNP0 | January 2040 |

(1) See “Description of the Certificates—Class Definitions and Abbreviations” in the REMIC prospectus.
(2) Based on LIBOR.
(3) Notional balances. These classes are interest only classes. See page S-9 for a description of how their notional balances are calculated.
(4) Based on LIBOR and the weighted average pass-through rate of the related Fannie Mae MBS as further described in this prospectus supplement.
(5) Calculated and subject to the limitations described on page S-14.

The dealer will offer the certificates from time to time in negotiated transactions at varying prices. We expect the settlement date to be December 29, 2009.

**Carefully consider the risk factors starting on page 10 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.

# Citi

The date of this Prospectus Supplement is December 18, 2009

## TABLE OF CONTENTS

## 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 August 1, 2007 (the "REMIC Prospectus");

- our Prospectus for Fannie Mae Guaranteed Pass-Through Certificates (Single-Family Residential Mortgage Loans) dated

  - June 1, 2009, for all MBS issued on or after January 1, 2009,

  - April 1, 2008, for all MBS issued on or after June 1, 2007 and prior to January 1, 2009, or

  - January 1, 2006, for all other MBS

  (as applicable, the "MBS Prospectus");

- if you are purchasing a Group 2 Class or the R Class, our Prospectus for Fannie Mae Stripped Mortgage-Backed Securities dated

  - January 1, 2009, for all SMBS issued on or after January 1, 2009,

  - December 1, 2007, for all SMBS issued on or after December 1, 2007 and prior to January 1, 2009, or

  - May 1, 2002, for all other SMBS

  (as applicable, the "SMBS Prospectus"); and

- any information incorporated by reference in this prospectus supplement as discussed below and under the heading "Incorporation by Reference" in the REMIC Prospectus.

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

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

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

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

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

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

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

## RECENT DEVELOPMENTS

The Regulatory Reform Act, which became effective on July 30, 2008, established the Federal Housing Finance Agency, or FHFA, as an independent agency with general supervisory and regulatory authority over Fannie Mae, Freddie Mac and the 12 Federal Home Loan Banks. FHFA assumed the duties of our former regulators, the Office of Federal Housing Enterprise Oversight and the U.S. Department of Housing and Urban Development, or HUD, with respect to safety, soundness and mission oversight of Fannie Mae and Freddie Mac. HUD remains our regulator with respect to fair lending matters.

On September 6, 2008, the Director of FHFA placed Fannie Mae into conservatorship and appointed FHFA as the conservator. Upon its appointment, FHFA immediately succeeded to all of our rights, titles, powers and privileges and those of any stockholder, officer, or director of Fannie Mae with respect to us and our assets. The conservator has the authority to take over our assets and operate our business with all the powers of our stockholders, directors and officers, and to conduct all business of the company. Under the Regulatory Reform Act, FHFA, as conservator, may take "such action as may be necessary to put the regulated entity in a sound and solvent condition." We have no control over FHFA's actions or the actions it may direct us to take. The conservatorship has no specified termination date; we do not know when or how it will be terminated. In addition, our board of directors does not have any duties to any person or entity except to the conservator. Accordingly, our board of directors is not obligated to consider the interests of Fannie Mae or the holders of the Certificates unless specifically directed to do so by the conservator.

On September 7, 2008, Fannie Mae, through our conservator, entered into two agreements with Treasury. The first agreement is the Stock Purchase Agreement, which provided us with Treasury's commitment (the "Commitment") to provide up to $100 billion in funding under specified conditions. This agreement was amended and restated on September 26, 2008 and was further amended on May 6, 2009 to increase the size of Treasury's Commitment from $100 billion to $200 billion. We issued 1,000,000 shares of Senior Preferred Stock pursuant to the Stock Purchase Agreement. The other agreement is the Warrant, which allows Treasury to purchase, for a nominal price, shares of common stock equal to 79.9% of the outstanding common stock of Fannie Mae. The Senior Preferred Stock and the Warrant were issued to Treasury as an initial commitment fee for Treasury's Commitment. Additional information about the conservatorship, the Stock Purchase Agreement, the Warrant and the Commitment is included in our Annual Report on Form 10-K for the year ended December 31, 2008 (the "2008 Form 10-K") and our quarterly reports on Form 10-Q for the quarters ended March 31, 2009, June 30, 2009 and September 30, 2009, respectively, which are incorporated by reference into this prospectus supplement.

We generally may draw funds under the Commitment on a quarterly basis when our total liabilities exceed our total assets on our consolidated balance sheet prepared in accordance with GAAP as of the end of the preceding quarter. Through September 30, 2009, we had received a total of $44.9 billion from Treasury under the Commitment. On November 4, 2009, the Acting Director of FHFA submitted a request to Treasury on our behalf for an additional $15.0 billion to eliminate our net worth deficit as of September 30, 2009, and requested receipt of those funds on or before December 31, 2009. If we have a negative net worth as of the end of future fiscal quarters, we expect that FHFA will request additional funds from Treasury under the Stock Purchase Agreement. All funds drawn on the Commitment are added to the liquidation preference on the Senior Preferred Stock, which currently has a 10% annual dividend rate. Upon the receipt of the additional $15.0 billion in funds from Treasury that have been requested, the aggregate liquidation preference of the Senior Preferred Stock, including the initial liquidation preference of $1.0 billion, will be $60.9 billion, and the annualized dividend on the Senior Preferred Stock, based on the 10% dividend rate, will be $6.1 billion. If we do not pay the dividend quarterly and in cash, the dividend rate would increase to 12% annually, and the unpaid dividend would accrue and be added to the liquidation preference of the Senior Preferred Stock.

On September 19, 2008, we entered into a lending agreement with Treasury (the "Credit Facility") under which we may request loans from Treasury until December 31, 2009. To borrow from Treasury under the Credit Facility, we must post collateral in the form of agency mortgage-backed securities to secure all such borrowings under the facility. Treasury is not obligated under the Credit Facility to make any loan to us. To date, we have not borrowed any funds under the Credit Facility.

The Stock Purchase Agreement, the Warrant, and the Credit Facility contain covenants that significantly restrict our business activities. These covenants, which are summarized in our 2008 Form 10-K and our quarterly report on Form 10-Q for the quarter ended March 31, 2009, include prohibitions on the following activities unless we have prior written consent from Treasury: the issuance of equity securities (except in limited instances), the payment of dividends or other distributions on our equity securities (other than the Senior Preferred Stock or the Warrant), and the issuance of subordinated debt securities. The covenants also limit the amount of debt securities that we may have outstanding.

Certain rights provided to certificateholders under the trust documents may not be enforced against FHFA, or enforcement of such rights may be delayed, during the conservatorship or if we are placed into receivership. The trust documents provide that upon the occurrence of a guarantor event of default, which includes the appointment of a conservator or receiver, certificateholders have the right to replace Fannie Mae as trustee if the requisite percentage of certificateholders consent. The Regulatory Reform Act prevents certificateholders from enforcing their rights to replace Fannie Mae as trustee if the event of default arises solely because a conservator or receiver has been appointed.

We are continuing to operate as a going concern while in conservatorship and remain liable for all of our obligations, including our guaranty obligations, associated with mortgage-backed securities issued by us. The Stock Purchase Agreement and the Credit Facility are intended to enhance our ability to meet our obligations. However, certificateholders have certain limited rights to bring proceedings against Treasury if we fail to pay under our guaranty.

## SUMMARY

**This summary contains only limited information about the certificates. Statistical information in this summary is provided as of December 1, 2009. You should purchase the certificates only after reading this prospectus supplement and each of the additional disclosure documents listed on page S-3. In particular, please see the discussion of risk factors that appears in each of those additional disclosure documents.**

### Assets Underlying Each Group of Classes

| Group | Assets |
|---|---|
| 1 | Group 1 MBS |
| 2 | Group 2 SMBS |
| 3 | Group 3 MBS |
| 4 | Group 4 MBS |

### Group 1 and Group 3

Characteristics of the Fixed Rate MBS

| | Approximate Principal Balance | Pass-Through Rate | Range of Weighted Average Coupons or WACs (annual percentages) | Range of Weighted Average Remaining Terms to Maturity or WAMs (in months) |
|---|---|---|---|---|
| Group 1 MBS | $186,000,000 | 6.50% | 6.75% to 9.00% | 25 to 360 |
| Group 3 MBS | $166,666,667 | 6.00% | 6.25% to 8.50% | 241 to 360 |

Assumed Characteristics of the Underlying Mortgage Loans

| | Principal Balance | Original Term to Maturity (in months) | Remaining Term to Maturity (in months) | Loan Age (in months) | Interest Rate |
|---|---|---|---|---|---|
| Group 1 MBS | $186,000,000 | 360 | 260 | 89 | 6.977% |
| Group 3 MBS | $166,666,667 | 360 | 324 | 31 | 6.521% |

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

### Group 2

Characteristics of the Group 2 SMBS

| Approximate Balance | Pass-Through Rate | Range of Weighted Average Coupons or WACs (annual percentages) | Range of Weighted Average Remaining Terms to Maturity or WAMs (in months) |
|---|---|---|---|
| $200,000,000.05* | — | 5.75% to 8.00% | 241 to 360 |
| $254,545,455.26† | 5.5% | | |

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

Assumed Characteristics of the Underlying Mortgage Loans

| Principal Balance | Original Term to Maturity (in months) | Remaining Term to Maturity (in months) | Loan Age (in months) | Interest Rate |
|---|---|---|---|---|
| $200,000,000.05(1) | 360 | 322 | 34 | 6.10524% |

(1) In addition, we have assumed that monthly interest accrues on a notional principal balance initially equal to $254,545,455.26 and declining in proportion to the principal balance of the loan.

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

**Group 4**

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

**Settlement Date**

We expect to issue the certificates on December 29, 2009.

**Distribution Dates**

We will make payments on the certificates on the 25th day of each calendar month, or on the next business day if the 25th day is not a business day.

**Record Date**

On each distribution date, we will make each monthly payment on the certificates to holders of record on the last day of the preceding month.

**Book-Entry and Physical Certificates**

We will issue the classes of certificates in the following forms:

| Fed Book-Entry | Physical |
|---|---|
| All classes other than the R Class | R Class |

**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.

During the initial interest accrual period, the floating rate and inverse floating rate classes (other than the DB Class) will bear interest at the initial interest rates listed below. During each subsequent interest accrual period, the floating rate and inverse floating rate classes (other than the

DB Class) will bear interest based on the formulas indicated below, but always subject to the specified maximum and minimum interest rates:

| Class | Initial Interest Rate | Maximum Interest Rate | Minimum Interest Rate | Formula for Calculation of Interest Rate(1) |
|---|---|---|---|---|
| FG | 0.98656% | 7.00% | 0.75% | LIBOR + 75 basis points |
| SD | 6.01344% | 6.25% | 0.00% | 6.25% − LIBOR |
| DF | 1.53656% | 7.00% | 1.30% | LIBOR + 130 basis points |
| DS | 9.83419% | 10.26% | 0.00% | 10.26% − (1.8 × LIBOR) |
| FD | 0.98656% | 7.00% | 0.75% | LIBOR + 75 basis points |
| SA | 6.01344% | 6.25% | 0.00% | 6.25% − LIBOR |
| FH | 0.98594% | 7.00% | 0.75% | LIBOR + 75 basis points |
| SH | 6.01406% | 6.25% | 0.00% | 6.25% − LIBOR |
| CF | 1.53469% | 7.00% | 1.30% | LIBOR + 130 basis points |
| CS | 9.83756% | 10.26% | 0.00% | 10.26% − (1.8 × LIBOR) |

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

During each interest accrual period, the DB and DI Classes will bear interest at the applicable annual rates described under the heading "Description of the Certificates—Distributions of Interest—*The DB Class*" and "—*The DI Class*", respectively, 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:

| Class | |
|---|---|
| SD | 100% of the FG Class |
| SA | 100% of the FD Class |
| SH | 100% of the FH Class |
| DI | 100% of the DB 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)*

| Group 1 Classes | PSA Prepayment Assumption 0% | 100% | 270% | 300% | 350% | 650% | 1000% |
|---|---|---|---|---|---|---|---|
| FG and SD | 21.1 | 8.6 | 4.7 | 4.3 | 3.8 | 2.0 | 1.1 |
| DA | 20.2 | 7.5 | 4.0 | 4.0 | 4.0 | 2.1 | 1.2 |
| DC | 29.0 | 20.8 | 20.8 | 20.8 | 20.8 | 14.2 | 8.1 |
| DF and DS | 29.5 | 19.7 | 11.5 | 7.2 | 1.2 | 0.2 | 0.1 |

| Group 2 Classes | PSA Prepayment Assumption 0% | 100% | 300% | 495% | 750% | 1000% |
|---|---|---|---|---|---|---|
| FD and SA | 20.5 | 9.9 | 4.5 | 2.7 | 1.7 | 1.1 |

| Group 3 Classes | PSA Prepayment Assumption | | | | | | |
|---|---|---|---|---|---|---|---|
| | 0% | 100% | 335% | 400% | 450% | 700% | 1000% |
| FH and SH | 20.8 | 10.0 | 4.1 | 3.4 | 3.0 | 1.8 | 1.1 |
| CA | 19.6 | 8.2 | 3.3 | 3.3 | 3.3 | 2.0 | 1.2 |
| CB | 28.7 | 22.0 | 22.0 | 22.0 | 22.0 | 14.2 | 8.7 |
| CF and CS | 29.4 | 23.6 | 10.2 | 4.5 | 1.0 | 0.2 | 0.1 |

| Group 4 Classes | CPR Prepayment Assumption | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| | 0% | 3% | 6% | 10% | 20% | 30% | 40% | 60% |
| DB and DI | 13.5 | 10.6 | 8.5 | 6.6 | 3.9 | 2.6 | 1.9 | 1.1 |

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

## 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 August 1, 2007 and a supplement thereto dated as of December 1, 2009 (the "Issue Date"). The trust agreement and supplement are collectively referred to as the "Trust Agreement." We will issue the Guaranteed REMIC Pass-Through Certificates (the "Certificates") pursuant to that trust agreement and supplement. We will execute the Trust Agreement in our corporate capacity and as trustee (the "Trustee").

The assets of the Trust will include:

- two groups of Fannie Mae Guaranteed Mortgage Pass-Through Certificates having fixed pass-through rates (the "Group 1 MBS" and "Group 3 MBS" and together, the "Fixed Rate MBS"),
- certain Fannie Mae Stripped Mortgage-Backed Securities (the "Group 2 SMBS"), and
- one group of Fannie Mae Guaranteed Mortgage Pass-Through Certificates having variable pass-through rates (the "Group 4 MBS" or the "ARM MBS").

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

The Group 2 SMBS represent beneficial ownership interests in certain principal and interest distributions on mortgage loans underlying certain Fannie Guaranteed Mortgage Pass-Through Certificates (together with the Trust MBS, the "MBS").

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

The Trust will 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 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."

| | Assets | Regular Interests | Residual Interest |
|---|---|---|---|
| REMIC ....... | Trust MBS and Group 2 SMBS | All Classes of Certificates other than the R Class | R |

*Fannie Mae Guaranty.* For a description of our guaranties of the Certificates, the MBS and the Group 2 SMBS, see the applicable discussions appearing under the heading "Fannie Mae Guaranty" in the REMIC Prospectus, the MBS Prospectus and the SMBS 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 ("US Bank") 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:

| Classes | Denominations |
|---|---|
| Interest Only and 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 Fixed Rate MBS

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

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

## The Group 2 SMBS

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

The general characteristics of the MBS are described in the MBS Prospectus. Each MBS evidences beneficial ownership interest in a pool of conventional, fixed-rate, fully-amortizing Mortgage Loans secured by first mortgages or deeds of trust on single-family residential properties. These Mortgage Loans have original maturities of up to 30 years. For additional information see "Summary—Group 2—Characteristics of the Group 2 SMBS" and "—Assumed Characteristics of the Underlying Mortgage Loans" in this prospectus supplement, and "The Mortgage Pools" and "Yield, Maturity, and Prepayment Considerations" in the MBS Prospectus.

## The ARM MBS

*General*

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

*Characteristics of the Hybrid ARM Loans*

Initial Fixed-Rate Period

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

Applicable Index

After the initial fixed-rate period, the interest rate (the “ARM Rate”) for the Hybrid ARM Loans will adjust annually based on the One-Year WSJ LIBOR Index as available 25, 30 or 45 days prior to the related interest rate adjustment date. See “The Mortgage Loans—Adjustable-Rate Mortgage Loans (ARMs)—*ARM Indices*” in the MBS Prospectus for descriptions of this index. If this index becomes unavailable, an alternative index will be determined in accordance with the terms of the related mortgage note.

ARM Rate Changes

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

Initial ARM Rate Change Caps

When, after the initial fixed-rate period, the ARM Rate for each ARM Hybrid Loan is first calculated to equal the applicable index value *plus* the ARM Margin, the ARM Rate generally may not deviate by more than 2 percentage points from the Initial Fixed Rate for that loan.

Subsequent ARM Rate Change Caps

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

Lifetime Cap and Floor

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

Monthly Payments

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

**Distributions of Interest**

*General.* The certificates will bear interest at the rates specified in this prospectus supplement on a 30/360 basis. 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:

| Delay Classes | No-Delay Classes |
| --- | --- |
| Fixed Rate Classes, Weighted Average Coupon Class and the DF, DS, CF and CS Classes | All other Floating Rate and Inverse Floating Rate Classes |

See "Description of the Certificates—Distributions on Certificates—*Interest Distributions*" in the REMIC Prospectus.

*The DB Class.* On each Distribution Date, we will pay interest on the DB Class in an amount equal to one month's interest at an annual rate equal to the *lesser* of

- LIBOR *plus* 55 basis points, and
- the Weighted Average Group 4 MBS Pass-Through Rate.

We will establish LIBOR for the DB Class on the basis of the "BBA Method."

The "Weighted Average Group 4 MBS Pass-Through Rate" for any Distribution Date is equal to the weighted average of the pass-through rates of the Group 4 MBS in effect for calculating distributions on that Distribution Date, weighted on the basis of the principal balances of the Group 4 MBS after giving effect to distributions of principal made on the immediately preceding Distribution Date.

During the initial Interest Accrual Period, the DB Class is expected to bear interest at an annual rate of approximately 0.78406%. Our determination of the interest rate for the DB Class will be final and binding in the absence of manifest error. You may obtain each such interest rate by telephoning us at 1-800-237-8627.

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

- a fraction, expressed as a percentage, the numerator of which is the *excess* of
  - the aggregate amount of interest then paid on the Group 4 MBS

  *over*

  - the interest payable on the DB Class on that Distribution Date,

and the denominator of which is the notional principal balance of the DI Class immediately preceding that Distribution Date,

*multiplied by*

- 12

During the initial Interest Accrual Period, the DI Class is expected to bear interest at an annual rate of approximately 2.61194%. Our determination of the interest rate for the DI Class will be final and binding in the absence of manifest error. You may obtain each such interest rate by telephoning us at 1-800-237-8627.

## Distributions of Principal

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

- *Group 1*

The Group 1 Principal Distribution Amount as follows:

—80% to FG until retired, and — **Pass-Through Class**

—20% in the following priority:

1. To Aggregate Group I to its Planned Balance. — **PAC Group**
2. To DF and DS, pro rata, until retired. — **Support Classes**
3. To Aggregate Group I to zero. — **PAC Group**

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

"Aggregate Group I" consists of the DA and DC Classes. On each Distribution Date, we will apply payments of principal of Aggregate Group I to DA and DC, in that order, until retired.

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

- *Group 2*

The Group 2 Principal Distribution Amount to FD until retired. — **Pass-Through Class**

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

- *Group 3*

The Group 3 Principal Distribution Amount as follows:

—59.99999988% to FH until retired, and — **Pass-Through Class**

—40.00000012% in the following priority:

1. To Aggregate Group II to its Planned Balance. — **PAC Group**
2. To CF and CS, pro rata, until retired. — **Support Classes**
3. To Aggregate Group II to zero. — **PAC Group**

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

"Aggregate Group II" consists of the CA and CB Classes. On each Distribution Date, we will apply payments of principal of Aggregate Group II to CA and CB, in that order, until retired.

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

- *Group 4*

The Group 4 Principal Distribution Amount to DB until retired. — **Pass-Through Class**

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

**Structuring Assumptions**

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

- the Mortgage Loans underlying the Fixed Rate MBS have the original terms to maturity, remaining terms to maturity, loan ages and interest rates specified under "Summary—Group 1 and Group 3—Assumed Characteristics of the Underlying Mortgage Loans" in this prospectus supplement;
- the Mortgage Loans underlying the Group 2 SMBS have the original term to maturity, remaining term to maturity, loan age and interest rate specified under "Summary—Group 2—Assumed Characteristics of the Underlying Mortgage Loans" in this prospectus supplement;
- the Hybrid ARM Loans have the characteristics set forth in Exhibit A to this prospectus supplement;
- with respect to the Hybrid ARM Loans, the One-Year WSJ LIBOR Index value is and remains equal to 1.0065%;
- the Mortgage Loans prepay at the constant percentages of PSA or CPR, as applicable, specified in the related tables;
- the settlement date for the Certificates is December 29, 2009; and
- each Distribution Date occurs on the 25th day of a month.

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

The prepayment model used in this prospectus supplement with respect to the Group 4 Classes is CPR. For a description of CPR, see "Yield, Maturity and Prepayment Considerations—Prepayment Models" in the REMIC Prospectus.

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

*Principal Balance Schedules.* The Principal Balance Schedules are set forth beginning on page B-1 of this prospectus supplement. The Principal Balance Schedules were prepared based on the Pricing Assumptions and the assumption that the related Mortgage Loans prepay at a *constant* rate within the applicable "Structuring Ranges" specified in the chart below. The "Effective Range" for an Aggregate Group is the range of prepayment rates (measured by *constant* PSA rates) that would reduce that Aggregate Group to its scheduled balance each month based on the Pricing Assumptions. We have not provided separate schedules for the individual Classes included in the Aggregate Groups. However, those Classes are designed to receive principal distributions in the same fashion as if separate schedules had been provided (with schedules based on the same underlying assumptions that apply to the related Aggregate Group schedule). If such separate schedules had been provided for the individual Classes included in the Aggregate Groups we expect that the effective ranges for those Classes would not be narrower than those shown below for the related Aggregate Groups.

| Groups | Structuring Ranges | Initial Effective Ranges |
|---|---|---|
| Aggregate Group I Planned Balances | Between 270% and 350% PSA | Between 270% and 350% PSA |
| Aggregate Group II Planned Balances | Between 335% and 450% PSA | Between 335% and 450% PSA |

The Aggregate Groups listed above consist of the following Classes:

| | |
|---|---|
| Aggregate Group I . . . . . . . . . . . . . . . . . . | DA and DC |
| Aggregate Group II . . . . . . . . . . . . . . . . . | CA and CB |

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

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

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

- We will distribute any excess of principal distributions over the amount necessary to reduce an Aggregate Group to its scheduled balance in any month. As a result, the likelihood of reducing an Aggregate Group to its scheduled balance each month will not be improved by the averaging of high and low principal distributions from month to month.

- Even if the related Mortgage Loans prepay at rates falling within a Structuring Range or an Effective Range, principal distributions may be insufficient to reduce the applicable Aggregate Group to its scheduled balance 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 Aggregate Groups might not be reduced to their scheduled balances each month even if the related Mortgage Loans prepay at a *constant* PSA rate within the applicable Initial Effective Ranges. This is so particularly if the rates fall at the lower or higher end of the applicable ranges.

- The actual Effective Ranges may narrow, widen or shift upward or downward to reflect actual prepayment experience over time.

- The principal payment stability of each Aggregate Group will be supported by one or more other Classes. When the supporting Classes are retired, the Aggregate Group receiving the benefit of that support, if still outstanding, may no longer have an Effective Range and will be much more sensitive to prepayments of the related Mortgage Loans.

### Additional Yield Considerations and Yield Tables

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

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

- converting the monthly rates to corporate bond equivalent rates.

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

We cannot assure you that

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

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

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

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

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

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

- the interest rates for the Inverse Floating Rate Classes for the initial Interest Accrual Period are the rates listed in the table under "Summary—Interest Rates" in this prospectus supplement and for each following Interest Accrual Period will be based on the specified level of the Index, and
- the aggregate purchase prices of these Classes (expressed in each case as a percentage of original principal balance) are as follows:

| Class | Price* |
|---|---|
| SD | 11.0% |
| DS | 100.0% |
| SA | 11.5% |
| SH | 10.5% |
| CS | 100.0% |

* 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.

In the following yield tables, the symbol * is used to represent a yield of less than (99.9)%.

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

| | PSA Prepayment Assumption | | | | | | |
|---|---|---|---|---|---|---|---|
| LIBOR | 50% | 100% | 270% | 300% | 350% | 650% | 1000% |
| 0.12000% | 55.8% | 52.0% | 38.4% | 36.0% | 31.8% | 4.7% | (32.8)% |
| 0.23656% | 54.5% | 50.7% | 37.2% | 34.8% | 30.6% | 3.7% | (33.7)% |
| 2.23656% | 33.3% | 29.8% | 17.3% | 15.0% | 11.2% | (13.8)% | (48.3)% |
| 4.23656% | 12.2% | 9.0% | (2.5)% | (4.6)% | (8.2)% | (31.1)% | (62.8)% |
| 6.25000% | * | * | * | * | * | * | * |

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

| | PSA Prepayment Assumption | | | | | | |
|---|---|---|---|---|---|---|---|
| LIBOR | 50% | 100% | 270% | 300% | 350% | 650% | 1000% |
| 0.12000% | 10.2% | 10.2% | 10.2% | 10.1% | 9.6% | 6.6% | 3.6% |
| 0.23656% | 10.0% | 10.0% | 9.9% | 9.9% | 9.4% | 6.5% | 3.5% |
| 2.23656% | 6.3% | 6.3% | 6.3% | 6.2% | 6.0% | 4.2% | 2.4% |
| 4.23656% | 2.6% | 2.6% | 2.6% | 2.6% | 2.5% | 1.9% | 1.3% |
| 5.70000% | 0.0% | 0.0% | 0.0% | 0.0% | 0.0% | 0.3% | 0.5% |

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

| | PSA Prepayment Assumption | | | | | |
|---|---|---|---|---|---|---|
| LIBOR | 50% | 100% | 300% | 495% | 750% | 1000% |
| 0.12000% | 53.6% | 49.8% | 33.9% | 17.2% | (6.9)% | (34.3)% |
| 0.23656% | 52.4% | 48.6% | 32.8% | 16.2% | (7.9)% | (35.2)% |
| 2.23656% | 32.3% | 28.8% | 14.1% | (1.4)% | (23.7)% | (49.0)% |
| 4.23656% | 12.6% | 9.3% | (4.3)% | (18.6)% | (39.2)% | (62.7)% |
| 6.25000% | * | * | * | * | * | * |

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

| | PSA Prepayment Assumption | | | | | | |
|---|---|---|---|---|---|---|---|
| LIBOR | 50% | 100% | 335% | 400% | 450% | 700% | 1000% |
| 0.12000% | 60.1% | 56.2% | 37.0% | 31.3% | 26.9% | 3.2% | (29.9)% |
| 0.23594% | 58.7% | 54.9% | 35.7% | 30.2% | 25.7% | 2.2% | (30.8)% |
| 2.23594% | 36.5% | 32.9% | 15.2% | 10.0% | 6.0% | (15.8)% | (46.2)% |
| 4.23594% | 14.8% | 11.5% | (4.8)% | (9.5)% | (13.3)% | (33.2)% | (61.3)% |
| 6.25000% | * | * | * | * | * | * | * |

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

| | PSA Prepayment Assumption | | | | | | |
|---|---|---|---|---|---|---|---|
| **LIBOR** | **50%** | **100%** | **335%** | **400%** | **450%** | **700%** | **1000%** |
| 0.12000% . . . . . . . . . . . . . | 10.2% | 10.2% | 10.1% | 10.0% | 9.5% | 7.3% | 4.7% |
| 0.23469% . . . . . . . . . . . . . | 10.0% | 10.0% | 9.9% | 9.8% | 9.3% | 7.1% | 4.6% |
| 2.23469% . . . . . . . . . . . . . | 6.3% | 6.3% | 6.3% | 6.2% | 5.9% | 4.6% | 3.1% |
| 4.23469% . . . . . . . . . . . . . | 2.6% | 2.6% | 2.6% | 2.6% | 2.5% | 2.1% | 1.6% |
| 5.70000% . . . . . . . . . . . . . | 0.0% | 0.0% | 0.0% | 0.0% | 0.1% | 0.2% | 0.4% |

*The DI Class.* **The yield to investors in the DI Class will be very sensitive to the rate of principal payments (including prepayments) of the Hybrid ARM Loans and to the level of LIBOR. The Hybrid ARM Loans can be prepaid at any time without penalty. In addition, the rate of principal payments (including prepayments) of the Hybrid ARM Loans is likely to vary, and may vary considerably, from pool to pool. Under certain high prepayment or high LIBOR scenarios in particular, it is possible that investors in the DI Class would lose money on their initial investments.**

### Weighted Average Lives of the Certificates

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

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

- the timing of changes in the rate of principal distributions, and
- the priority sequences of distributions of principal of the Group 1 and Group 3 Classes.

See "—Distributions of Principal" above.

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

## Decrement Tables

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

In the case of the information set forth for each Group 1, Group 2 and Group 3 Class under 0% PSA, however, we assumed that the Mortgage Loans have the original and remaining terms to maturity and bear interest at the annual rates specified in the table below.

| Mortgage Loans Backing Trust Assets Specified Below | Original and Remaining Terms to Maturity | Interest Rates |
|---|---|---|
| Group 1 MBS | 360 months | 9.00% |
| Group 2 SMBS | 360 months | 8.00% |
| Group 3 MBS | 360 months | 8.50% |

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

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

## Percent of Original Principal Balances Outstanding

| Date | FG and SD† Classes PSA Prepayment Assumption 0% | 100% | 270% | 300% | 350% | 650% | 1000% |
|---|---|---|---|---|---|---|---|
| Initial Percent | 100 | 100 | 100 | 100 | 100 | 100 | 100 |
| December 2010 | 99 | 92 | 82 | 80 | 77 | 60 | 39 |
| December 2011 | 99 | 85 | 67 | 64 | 60 | 36 | 15 |
| December 2012 | 98 | 78 | 55 | 51 | 46 | 21 | 6 |
| December 2013 | 97 | 71 | 45 | 41 | 35 | 13 | 2 |
| December 2014 | 96 | 65 | 36 | 33 | 27 | 7 | 1 |
| December 2015 | 95 | 59 | 30 | 26 | 21 | 4 | * |
| December 2016 | 94 | 53 | 24 | 20 | 16 | 3 | * |
| December 2017 | 92 | 48 | 19 | 16 | 12 | 2 | * |
| December 2018 | 91 | 43 | 15 | 13 | 9 | 1 | * |
| December 2019 | 89 | 38 | 12 | 10 | 7 | 1 | * |
| December 2020 | 88 | 34 | 10 | 8 | 5 | * | * |
| December 2021 | 86 | 30 | 8 | 6 | 4 | * | * |
| December 2022 | 84 | 26 | 6 | 4 | 3 | * | * |
| December 2023 | 82 | 22 | 4 | 3 | 2 | * | * |
| December 2024 | 79 | 19 | 3 | 2 | 1 | * | * |
| December 2025 | 77 | 16 | 2 | 2 | 1 | * | * |
| December 2026 | 74 | 12 | 2 | 1 | 1 | * | * |
| December 2027 | 71 | 9 | 1 | 1 | * | * | * |
| December 2028 | 67 | 7 | 1 | 1 | * | * | 0 |
| December 2029 | 64 | 4 | * | * | * | * | 0 |
| December 2030 | 59 | 2 | * | * | * | * | 0 |
| December 2031 | 55 | 0 | 0 | 0 | 0 | 0 | 0 |
| December 2032 | 50 | 0 | 0 | 0 | 0 | 0 | 0 |
| December 2033 | 45 | 0 | 0 | 0 | 0 | 0 | 0 |
| December 2034 | 39 | 0 | 0 | 0 | 0 | 0 | 0 |
| December 2035 | 32 | 0 | 0 | 0 | 0 | 0 | 0 |
| December 2036 | 25 | 0 | 0 | 0 | 0 | 0 | 0 |
| December 2037 | 18 | 0 | 0 | 0 | 0 | 0 | 0 |
| December 2038 | 9 | 0 | 0 | 0 | 0 | 0 | 0 |
| December 2039 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Weighted Average Life (years)** | 21.1 | 8.6 | 4.7 | 4.3 | 3.8 | 2.0 | 1.1 |

| Date | DA Class PSA Prepayment Assumption 0% | 100% | 270% | 300% | 350% | 650% | 1000% |
|---|---|---|---|---|---|---|---|
| Initial Percent | 100 | 100 | 100 | 100 | 100 | 100 | 100 |
| December 2010 | 99 | 91 | 80 | 80 | 80 | 66 | 43 |
| December 2011 | 98 | 83 | 64 | 64 | 64 | 39 | 17 |
| December 2012 | 98 | 75 | 50 | 50 | 50 | 23 | 6 |
| December 2013 | 97 | 68 | 39 | 39 | 39 | 14 | 2 |
| December 2014 | 95 | 61 | 30 | 30 | 30 | 8 | 1 |
| December 2015 | 94 | 54 | 23 | 23 | 23 | 5 | * |
| December 2016 | 93 | 48 | 17 | 17 | 17 | 3 | * |
| December 2017 | 92 | 43 | 13 | 13 | 13 | 2 | 0 |
| December 2018 | 90 | 37 | 10 | 10 | 10 | 1 | 0 |
| December 2019 | 88 | 32 | 7 | 7 | 7 | * | 0 |
| December 2020 | 86 | 27 | 5 | 5 | 5 | * | 0 |
| December 2021 | 84 | 23 | 4 | 4 | 4 | * | 0 |
| December 2022 | 82 | 18 | 3 | 3 | 3 | 0 | 0 |
| December 2023 | 80 | 14 | 2 | 2 | 2 | 0 | 0 |
| December 2024 | 77 | 10 | 1 | 1 | 1 | 0 | 0 |
| December 2025 | 74 | 7 | 1 | 1 | 1 | 0 | 0 |
| December 2026 | 71 | 3 | 1 | 1 | 1 | 0 | 0 |
| December 2027 | 68 | * | * | * | * | 0 | 0 |
| December 2028 | 64 | * | * | * | * | 0 | 0 |
| December 2029 | 60 | 0 | 0 | 0 | 0 | 0 | 0 |
| December 2030 | 55 | 0 | 0 | 0 | 0 | 0 | 0 |
| December 2031 | 50 | 0 | 0 | 0 | 0 | 0 | 0 |
| December 2032 | 45 | 0 | 0 | 0 | 0 | 0 | 0 |
| December 2033 | 39 | 0 | 0 | 0 | 0 | 0 | 0 |
| December 2034 | 32 | 0 | 0 | 0 | 0 | 0 | 0 |
| December 2035 | 25 | 0 | 0 | 0 | 0 | 0 | 0 |
| December 2036 | 17 | 0 | 0 | 0 | 0 | 0 | 0 |
| December 2037 | 9 | 0 | 0 | 0 | 0 | 0 | 0 |
| December 2038 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| December 2039 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Weighted Average Life (years)** | 20.2 | 7.5 | 4.0 | 4.0 | 4.0 | 2.1 | 1.2 |

| Date | DC Class PSA Prepayment Assumption 0% | 100% | 270% | 300% | 350% | 650% | 1000% |
|---|---|---|---|---|---|---|---|
| Initial Percent | 100 | 100 | 100 | 100 | 100 | 100 | 100 |
| December 2010 | 100 | 100 | 100 | 100 | 100 | 100 | 100 |
| December 2011 | 100 | 100 | 100 | 100 | 100 | 100 | 100 |
| December 2012 | 100 | 100 | 100 | 100 | 100 | 100 | 100 |
| December 2013 | 100 | 100 | 100 | 100 | 100 | 100 | 100 |
| December 2014 | 100 | 100 | 100 | 100 | 100 | 100 | 100 |
| December 2015 | 100 | 100 | 100 | 100 | 100 | 100 | 100 |
| December 2016 | 100 | 100 | 100 | 100 | 100 | 100 | 100 |
| December 2017 | 100 | 100 | 100 | 100 | 100 | 100 | 41 |
| December 2018 | 100 | 100 | 100 | 100 | 100 | 100 | 16 |
| December 2019 | 100 | 100 | 100 | 100 | 100 | 100 | 6 |
| December 2020 | 100 | 100 | 100 | 100 | 100 | 100 | 2 |
| December 2021 | 100 | 100 | 100 | 100 | 100 | 100 | 1 |
| December 2022 | 100 | 100 | 100 | 100 | 100 | 75 | * |
| December 2023 | 100 | 100 | 100 | 100 | 100 | 42 | * |
| December 2024 | 100 | 100 | 100 | 100 | 100 | 23 | * |
| December 2025 | 100 | 100 | 100 | 100 | 100 | 12 | * |
| December 2026 | 100 | 100 | 100 | 100 | 100 | 6 | * |
| December 2027 | 100 | 100 | 100 | 100 | 100 | 3 | * |
| December 2028 | 100 | 100 | 100 | 100 | 100 | 1 | * |
| December 2029 | 100 | 100 | 100 | 100 | 100 | 1 | * |
| December 2030 | 100 | 33 | 33 | 33 | 33 | * | * |
| December 2031 | 100 | 0 | 0 | 0 | 0 | 0 | 0 |
| December 2032 | 100 | 0 | 0 | 0 | 0 | 0 | 0 |
| December 2033 | 100 | 0 | 0 | 0 | 0 | 0 | 0 |
| December 2034 | 100 | 0 | 0 | 0 | 0 | 0 | 0 |
| December 2035 | 100 | 0 | 0 | 0 | 0 | 0 | 0 |
| December 2036 | 100 | 0 | 0 | 0 | 0 | 0 | 0 |
| December 2037 | 100 | 0 | 0 | 0 | 0 | 0 | 0 |
| December 2038 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| December 2039 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Weighted Average Life (years)** | 29.0 | 20.8 | 20.8 | 20.8 | 20.8 | 14.2 | 8.1 |

| Date | DF and DS Classes PSA Prepayment Assumption 0% | 100% | 270% | 300% | 350% | 650% | 1000% |
|---|---|---|---|---|---|---|---|
| Initial Percent | 100 | 100 | 100 | 100 | 100 | 100 | 100 |
| December 2010 | 100 | 100 | 100 | 81 | 50 | 0 | 0 |
| December 2011 | 100 | 100 | 100 | 70 | 21 | 0 | 0 |
| December 2012 | 100 | 100 | 100 | 63 | 6 | 0 | 0 |
| December 2013 | 100 | 100 | 100 | 61 | * | 0 | 0 |
| December 2014 | 100 | 100 | 99 | 59 | * | 0 | 0 |
| December 2015 | 100 | 100 | 93 | 55 | * | 0 | 0 |
| December 2016 | 100 | 100 | 85 | 50 | * | 0 | 0 |
| December 2017 | 100 | 100 | 76 | 44 | * | 0 | 0 |
| December 2018 | 100 | 100 | 67 | 38 | * | 0 | 0 |
| December 2019 | 100 | 100 | 58 | 32 | * | 0 | 0 |
| December 2020 | 100 | 100 | 49 | 27 | * | 0 | 0 |
| December 2021 | 100 | 100 | 41 | 22 | * | 0 | 0 |
| December 2022 | 100 | 100 | 33 | 18 | * | 0 | 0 |
| December 2023 | 100 | 100 | 27 | 14 | * | 0 | 0 |
| December 2024 | 100 | 100 | 21 | 11 | * | 0 | 0 |
| December 2025 | 100 | 100 | 16 | 8 | * | 0 | 0 |
| December 2026 | 100 | 100 | 12 | 6 | * | 0 | 0 |
| December 2027 | 100 | 96 | 8 | 4 | * | 0 | 0 |
| December 2028 | 100 | 69 | 5 | 3 | * | 0 | 0 |
| December 2029 | 100 | 42 | 3 | 1 | * | 0 | 0 |
| December 2030 | 100 | 16 | 1 | 1 | * | 0 | 0 |
| December 2031 | 100 | 0 | 0 | 0 | 0 | 0 | 0 |
| December 2032 | 100 | 0 | 0 | 0 | 0 | 0 | 0 |
| December 2033 | 100 | 0 | 0 | 0 | 0 | 0 | 0 |
| December 2034 | 100 | 0 | 0 | 0 | 0 | 0 | 0 |
| December 2035 | 100 | 0 | 0 | 0 | 0 | 0 | 0 |
| December 2036 | 100 | 0 | 0 | 0 | 0 | 0 | 0 |
| December 2037 | 100 | 0 | 0 | 0 | 0 | 0 | 0 |
| December 2038 | 97 | 0 | 0 | 0 | 0 | 0 | 0 |
| December 2039 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Weighted Average Life (years)** | 29.5 | 19.7 | 11.5 | 7.2 | 1.2 | 0.2 | 0.1 |

| Date | FD and SA† Classes PSA Prepayment Assumption 0% | 100% | 300% | 495% | 750% | 1000% |
|---|---|---|---|---|---|---|
| Initial Percent | 100 | 100 | 100 | 100 | 100 | 100 |
| December 2010 | 99 | 93 | 81 | 69 | 54 | 39 |
| December 2011 | 98 | 86 | 65 | 48 | 29 | 15 |
| December 2012 | 97 | 79 | 52 | 33 | 16 | 6 |
| December 2013 | 96 | 73 | 42 | 23 | 9 | 2 |
| December 2014 | 95 | 67 | 34 | 16 | 5 | 1 |
| December 2015 | 94 | 62 | 27 | 11 | 2 | * |
| December 2016 | 92 | 56 | 22 | 7 | 1 | * |
| December 2017 | 91 | 52 | 17 | 5 | 1 | * |
| December 2018 | 89 | 47 | 14 | 3 | * | * |
| December 2019 | 88 | 43 | 11 | 2 | * | * |
| December 2020 | 86 | 39 | 9 | 2 | * | * |
| December 2021 | 84 | 35 | 7 | 1 | * | * |
| December 2022 | 82 | 32 | 5 | 1 | * | * |
| December 2023 | 79 | 28 | 4 | * | * | * |
| December 2024 | 77 | 25 | 3 | * | * | * |
| December 2025 | 74 | 22 | 3 | * | * | * |
| December 2026 | 71 | 20 | 2 | * | * | * |
| December 2027 | 68 | 17 | 1 | * | * | * |
| December 2028 | 64 | 15 | 1 | * | * | * |
| December 2029 | 60 | 12 | 1 | * | * | 0 |
| December 2030 | 56 | 10 | 1 | * | * | 0 |
| December 2031 | 52 | 8 | * | * | * | 0 |
| December 2032 | 47 | 6 | * | * | * | 0 |
| December 2033 | 42 | 4 | * | * | * | 0 |
| December 2034 | 36 | 3 | * | * | * | 0 |
| December 2035 | 30 | 1 | * | * | * | 0 |
| December 2036 | 23 | 0 | 0 | 0 | 0 | 0 |
| December 2037 | 16 | 0 | 0 | 0 | 0 | 0 |
| December 2038 | 8 | 0 | 0 | 0 | 0 | 0 |
| December 2039 | 0 | 0 | 0 | 0 | 0 | 0 |
| Weighted Average Life (years)** | 20.5 | 9.9 | 4.5 | 2.7 | 1.7 | 1.1 |

| Date | FH and SH† Classes PSA Prepayment Assumption 0% | 100% | 335% | 400% | 450% | 700% | 1000% |
|---|---|---|---|---|---|---|---|
| Initial Percent | 100 | 100 | 100 | 100 | 100 | 100 | 100 |
| December 2010 | 99 | 93 | 79 | 75 | 72 | 57 | 39 |
| December 2011 | 98 | 86 | 62 | 56 | 52 | 33 | 16 |
| December 2012 | 98 | 79 | 49 | 42 | 37 | 19 | 6 |
| December 2013 | 97 | 73 | 38 | 31 | 27 | 11 | 2 |
| December 2014 | 95 | 68 | 30 | 23 | 19 | 6 | 1 |
| December 2015 | 94 | 62 | 23 | 17 | 14 | 3 | * |
| December 2016 | 93 | 57 | 18 | 13 | 10 | 2 | * |
| December 2017 | 92 | 52 | 14 | 10 | 7 | 1 | * |
| December 2018 | 90 | 48 | 11 | 7 | 5 | 1 | * |
| December 2019 | 89 | 44 | 9 | 5 | 3 | * | * |
| December 2020 | 87 | 40 | 7 | 4 | 2 | * | * |
| December 2021 | 85 | 36 | 5 | 3 | 2 | * | * |
| December 2022 | 83 | 32 | 4 | 2 | 1 | * | * |
| December 2023 | 81 | 29 | 3 | 1 | 1 | * | * |
| December 2024 | 78 | 26 | 2 | 1 | 1 | * | * |
| December 2025 | 75 | 23 | 2 | 1 | * | * | * |
| December 2026 | 72 | 20 | 1 | 1 | * | * | * |
| December 2027 | 69 | 18 | 1 | * | * | * | * |
| December 2028 | 66 | 15 | 1 | * | * | * | * |
| December 2029 | 62 | 13 | * | * | * | * | 0 |
| December 2030 | 58 | 11 | * | * | * | * | 0 |
| December 2031 | 53 | 9 | * | * | * | * | 0 |
| December 2032 | 49 | 7 | * | * | * | * | 0 |
| December 2033 | 43 | 5 | * | * | * | * | 0 |
| December 2034 | 37 | 3 | * | * | * | * | 0 |
| December 2035 | 31 | 2 | * | * | * | * | 0 |
| December 2036 | 24 | 0 | 0 | 0 | 0 | 0 | 0 |
| December 2037 | 17 | 0 | 0 | 0 | 0 | 0 | 0 |
| December 2038 | 9 | 0 | 0 | 0 | 0 | 0 | 0 |
| December 2039 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Weighted Average Life (years)** | 20.8 | 10.0 | 4.1 | 3.4 | 3.0 | 1.8 | 1.1 |

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

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

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

**CA Class**

| Date | PSA Prepayment Assumption 0% | 100% | 335% | 400% | 450% | 700% | 1000% |
|---|---|---|---|---|---|---|---|
| Initial Percent | 100 | 100 | 100 | 100 | 100 | 100 | 100 |
| December 2010 | 99 | 92 | 76 | 76 | 76 | 65 | 45 |
| December 2011 | 98 | 84 | 57 | 57 | 57 | 37 | 18 |
| December 2012 | 97 | 77 | 42 | 42 | 42 | 21 | 7 |
| December 2013 | 96 | 70 | 30 | 30 | 30 | 12 | 3 |
| December 2014 | 95 | 63 | 22 | 22 | 22 | 7 | 1 |
| December 2015 | 94 | 57 | 15 | 15 | 15 | 4 | * |
| December 2016 | 92 | 51 | 11 | 11 | 11 | 2 | * |
| December 2017 | 91 | 46 | 8 | 8 | 8 | 1 | 0 |
| December 2018 | 89 | 41 | 5 | 5 | 5 | 1 | 0 |
| December 2019 | 87 | 36 | 4 | 4 | 4 | * | 0 |
| December 2020 | 85 | 32 | 3 | 3 | 3 | * | 0 |
| December 2021 | 83 | 27 | 2 | 2 | 2 | * | 0 |
| December 2022 | 81 | 23 | 1 | 1 | 1 | 0 | 0 |
| December 2023 | 78 | 20 | 1 | 1 | 1 | 0 | 0 |
| December 2024 | 75 | 16 | 1 | 1 | 1 | 0 | 0 |
| December 2025 | 72 | 13 | * | * | * | 0 | 0 |
| December 2026 | 69 | 10 | * | * | * | 0 | 0 |
| December 2027 | 65 | 7 | * | * | * | 0 | 0 |
| December 2028 | 61 | 4 | * | * | * | 0 | 0 |
| December 2029 | 57 | 1 | 0 | 0 | 0 | 0 | 0 |
| December 2030 | 52 | 0 | 0 | 0 | 0 | 0 | 0 |
| December 2031 | 47 | 0 | 0 | 0 | 0 | 0 | 0 |
| December 2032 | 42 | 0 | 0 | 0 | 0 | 0 | 0 |
| December 2033 | 36 | 0 | 0 | 0 | 0 | 0 | 0 |
| December 2034 | 29 | 0 | 0 | 0 | 0 | 0 | 0 |
| December 2035 | 22 | 0 | 0 | 0 | 0 | 0 | 0 |
| December 2036 | 14 | 0 | 0 | 0 | 0 | 0 | 0 |
| December 2037 | 6 | 0 | 0 | 0 | 0 | 0 | 0 |
| December 2038 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| December 2039 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Weighted Average Life (years)** | 19.6 | 8.2 | 3.3 | 3.3 | 3.3 | 2.0 | 1.2 |

**CB Class**

| Date | PSA Prepayment Assumption 0% | 100% | 335% | 400% | 450% | 700% | 1000% |
|---|---|---|---|---|---|---|---|
| Initial Percent | 100 | 100 | 100 | 100 | 100 | 100 | 100 |
| December 2010 | 100 | 100 | 100 | 100 | 100 | 100 | 100 |
| December 2011 | 100 | 100 | 100 | 100 | 100 | 100 | 100 |
| December 2012 | 100 | 100 | 100 | 100 | 100 | 100 | 100 |
| December 2013 | 100 | 100 | 100 | 100 | 100 | 100 | 100 |
| December 2014 | 100 | 100 | 100 | 100 | 100 | 100 | 100 |
| December 2015 | 100 | 100 | 100 | 100 | 100 | 100 | 100 |
| December 2016 | 100 | 100 | 100 | 100 | 100 | 100 | 100 |
| December 2017 | 100 | 100 | 100 | 100 | 100 | 100 | 68 |
| December 2018 | 100 | 100 | 100 | 100 | 100 | 100 | 26 |
| December 2019 | 100 | 100 | 100 | 100 | 100 | 100 | 10 |
| December 2020 | 100 | 100 | 100 | 100 | 100 | 100 | 4 |
| December 2021 | 100 | 100 | 100 | 100 | 100 | 100 | 2 |
| December 2022 | 100 | 100 | 100 | 100 | 100 | 74 | 1 |
| December 2023 | 100 | 100 | 100 | 100 | 100 | 41 | * |
| December 2024 | 100 | 100 | 100 | 100 | 100 | 22 | * |
| December 2025 | 100 | 100 | 100 | 100 | 100 | 12 | * |
| December 2026 | 100 | 100 | 100 | 100 | 100 | 7 | * |
| December 2027 | 100 | 100 | 100 | 100 | 100 | 4 | * |
| December 2028 | 100 | 100 | 100 | 100 | 100 | 2 | * |
| December 2029 | 100 | 100 | 98 | 98 | 98 | 1 | * |
| December 2030 | 100 | 63 | 63 | 63 | 63 | 1 | * |
| December 2031 | 100 | 39 | 39 | 39 | 39 | * | * |
| December 2032 | 100 | 23 | 23 | 23 | 23 | * | * |
| December 2033 | 100 | 13 | 13 | 13 | 13 | * | * |
| December 2034 | 100 | 6 | 6 | 6 | 6 | * | * |
| December 2035 | 100 | 2 | 2 | 2 | 2 | * | 0 |
| December 2036 | 100 | 0 | 0 | 0 | 0 | 0 | 0 |
| December 2037 | 100 | 0 | 0 | 0 | 0 | 0 | 0 |
| December 2038 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| December 2039 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Weighted Average Life (years)** | 28.7 | 22.0 | 22.0 | 22.0 | 22.0 | 14.2 | 8.7 |

**CF and CS Classes**

| Date | PSA Prepayment Assumption 0% | 100% | 335% | 400% | 450% | 700% | 1000% |
|---|---|---|---|---|---|---|---|
| Initial Percent | 100 | 100 | 100 | 100 | 100 | 100 | 100 |
| December 2010 | 100 | 100 | 100 | 67 | 42 | 0 | 0 |
| December 2011 | 100 | 100 | 100 | 50 | 12 | 0 | 0 |
| December 2012 | 100 | 100 | 100 | 42 | 1 | 0 | 0 |
| December 2013 | 100 | 100 | 99 | 40 | * | 0 | 0 |
| December 2014 | 100 | 100 | 93 | 36 | * | 0 | 0 |
| December 2015 | 100 | 100 | 84 | 32 | * | 0 | 0 |
| December 2016 | 100 | 100 | 73 | 27 | * | 0 | 0 |
| December 2017 | 100 | 100 | 63 | 22 | * | 0 | 0 |
| December 2018 | 100 | 100 | 53 | 18 | * | 0 | 0 |
| December 2019 | 100 | 100 | 44 | 15 | * | 0 | 0 |
| December 2020 | 100 | 100 | 36 | 12 | * | 0 | 0 |
| December 2021 | 100 | 100 | 29 | 9 | * | 0 | 0 |
| December 2022 | 100 | 100 | 23 | 7 | * | 0 | 0 |
| December 2023 | 100 | 100 | 18 | 5 | * | 0 | 0 |
| December 2024 | 100 | 100 | 14 | 4 | * | 0 | 0 |
| December 2025 | 100 | 100 | 11 | 3 | * | 0 | 0 |
| December 2026 | 100 | 100 | 9 | 2 | * | 0 | 0 |
| December 2027 | 100 | 100 | 6 | 2 | * | 0 | 0 |
| December 2028 | 100 | 100 | 5 | 1 | * | 0 | 0 |
| December 2029 | 100 | 100 | 4 | 1 | * | 0 | 0 |
| December 2030 | 100 | 91 | 3 | 1 | * | 0 | 0 |
| December 2031 | 100 | 73 | 2 | * | * | 0 | 0 |
| December 2032 | 100 | 57 | 1 | * | * | 0 | 0 |
| December 2033 | 100 | 41 | 1 | * | * | 0 | 0 |
| December 2034 | 100 | 27 | * | * | * | 0 | 0 |
| December 2035 | 100 | 13 | * | * | * | 0 | 0 |
| December 2036 | 100 | 0 | 0 | 0 | 0 | 0 | 0 |
| December 2037 | 100 | 0 | 0 | 0 | 0 | 0 | 0 |
| December 2038 | 75 | 0 | 0 | 0 | 0 | 0 | 0 |
| December 2039 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Weighted Average Life (years)** | 29.4 | 23.6 | 10.2 | 4.5 | 1.0 | 0.2 | 0.1 |

**DB and DI† Classes**

| CPR Prepayment Assumption 0% | 3% | 6% | 10% | 20% | 30% | 40% | 60% |
|---|---|---|---|---|---|---|---|
| 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 |
| 97 | 94 | 91 | 88 | 78 | 68 | 58 | 39 |
| 94 | 89 | 83 | 76 | 60 | 46 | 34 | 15 |
| 91 | 83 | 76 | 67 | 47 | 31 | 20 | 6 |
| 88 | 78 | 69 | 58 | 36 | 21 | 11 | 2 |
| 85 | 73 | 62 | 50 | 28 | 14 | 7 | 1 |
| 82 | 68 | 56 | 43 | 21 | 10 | 4 | * |
| 78 | 63 | 51 | 37 | 16 | 6 | 2 | * |
| 75 | 59 | 46 | 32 | 13 | 4 | 1 | * |
| 71 | 54 | 41 | 28 | 10 | 3 | 1 | * |
| 67 | 50 | 36 | 23 | 7 | 2 | * | * |
| 63 | 45 | 32 | 20 | 5 | 1 | * | * |
| 59 | 41 | 28 | 17 | 4 | 1 | * | * |
| 55 | 37 | 25 | 14 | 3 | 1 | * | * |
| 51 | 33 | 21 | 12 | 2 | * | * | * |
| 46 | 29 | 18 | 10 | 2 | * | * | * |
| 42 | 26 | 16 | 8 | 1 | * | * | * |
| 37 | 22 | 13 | 6 | 1 | * | * | * |
| 32 | 19 | 11 | 5 | 1 | * | * | * |
| 27 | 15 | 8 | 4 | * | * | * | 0 |
| 22 | 12 | 6 | 3 | * | * | * | 0 |
| 16 | 9 | 4 | 2 | * | * | * | 0 |
| 11 | 6 | 3 | 1 | * | * | * | 0 |
| 5 | 2 | 1 | * | * | * | * | 0 |
| 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 13.5 | 10.6 | 8.5 | 6.6 | 3.9 | 2.6 | 1.9 | 1.1 |

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

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

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

### Characteristics of the Residual Class

A Residual Certificate will be subject to certain transfer restrictions. See "Description of 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—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 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 Notional Classes will be issued with original issue discount ("OID"), and certain other Classes of 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 Certificates may be treated as having been issued at a premium. See "Material Federal Income Tax Consequences—Taxation of Beneficial Owners of Regular Certificates—*Regular Certificates Purchased at a Premium*" in the REMIC Prospectus.

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

| Group | Prepayment Assumption |
|---|---|
| 1 | 300% PSA |
| 2 | 495% PSA |
| 3 | 400% PSA |
| 4 | 6% CPR |

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.

## PLAN OF DISTRIBUTION

We are obligated to deliver the Certificates to Citigroup Global Markets Inc. (the "Dealer") in exchange for the Trust MBS and the Group 2 SMBS. 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.

**Exhibit A**

## Assumed Characteristics of the Mortgage Loans Underlying the ARM MBS (As of December 1, 2009)

| Issue Date Unpaid Principal Balance | Weighted Average Net Mortgage Rate* (%) | Weighted Average Mortgage Rate (%) | Weighted Average Original Term (in months) | Weighted Average Remaining Term to Maturity (in months) ("WARM") | Weighted Average Loan Age (in months) ("WALA") | Weighted Average Margin (%) | Weighted Average Initial Reset Cap (%) | Weighted Average Periodic Rate Cap (%) | Weighted Average Lifetime Rate Cap (%) | Weighted Average Lifetime Rate Floor (%) | Weighted Average Months to Rate Change | Rate Reset Frequency (in months) | Payment Reset Frequency (in months) | Index** |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| $150,000,000.19 | 3.396 | 4.047 | 360 | 286 | 74 | 2.260 | 2.000 | 2.000 | 10.8443 | 2.260 | 7 | 12 | 12 | WSJ 1-YEAR LIBOR |

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

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

## Principal Balance Schedules

### *Aggregate Group I Planned Balances*

| Distribution Date | Planned Balance | Distribution Date | Planned Balance | Distribution Date | Planned Balance |
|---|---|---|---|---|---|
| Initial Balance | $33,689,000.00 | April 2014 | $12,053,575.76 | August 2018 | $ 3,687,391.16 |
| January 2010 | 33,084,488.96 | May 2014 | 11,789,738.25 | September 2018 | 3,601,366.68 |
| February 2010 | 32,489,355.14 | June 2014 | 11,531,436.76 | October 2018 | 3,517,212.13 |
| March 2010 | 31,903,456.64 | July 2014 | 11,278,558.05 | November 2018 | 3,434,888.43 |
| April 2010 | 31,326,653.68 | August 2014 | 11,030,991.15 | December 2018 | 3,354,357.30 |
| May 2010 | 30,758,808.59 | September 2014 | 10,788,627.35 | January 2019 | 3,275,581.25 |
| June 2010 | 30,199,785.72 | October 2014 | 10,551,360.10 | February 2019 | 3,198,523.54 |
| July 2010 | 29,649,451.48 | November 2014 | 10,319,085.01 | March 2019 | 3,123,148.19 |
| August 2010 | 29,107,674.24 | December 2014 | 10,091,699.80 | April 2019 | 3,049,419.95 |
| September 2010 | 28,574,324.36 | January 2015 | 9,869,104.23 | May 2019 | 2,977,304.30 |
| October 2010 | 28,049,274.13 | February 2015 | 9,651,200.10 | June 2019 | 2,906,767.41 |
| November 2010 | 27,532,397.74 | March 2015 | 9,437,891.18 | July 2019 | 2,837,776.15 |
| December 2010 | 27,023,571.26 | April 2015 | 9,229,083.17 | August 2019 | 2,770,298.07 |
| January 2011 | 26,522,672.62 | May 2015 | 9,024,683.70 | September 2019 | 2,704,301.39 |
| February 2011 | 26,029,581.57 | June 2015 | 8,824,602.24 | October 2019 | 2,639,754.96 |
| March 2011 | 25,544,179.65 | July 2015 | 8,628,750.09 | November 2019 | 2,576,628.29 |
| April 2011 | 25,066,350.18 | August 2015 | 8,437,040.34 | December 2019 | 2,514,891.50 |
| May 2011 | 24,595,978.22 | September 2015 | 8,249,387.85 | January 2020 | 2,454,515.33 |
| June 2011 | 24,132,950.54 | October 2015 | 8,065,709.18 | February 2020 | 2,395,471.12 |
| July 2011 | 23,677,155.62 | November 2015 | 7,885,922.58 | March 2020 | 2,337,730.79 |
| August 2011 | 23,228,483.59 | December 2015 | 7,709,947.95 | April 2020 | 2,281,266.84 |
| September 2011 | 22,786,826.24 | January 2016 | 7,537,706.82 | May 2020 | 2,226,052.34 |
| October 2011 | 22,352,076.96 | February 2016 | 7,369,122.29 | June 2020 | 2,172,060.90 |
| November 2011 | 21,924,130.74 | March 2016 | 7,204,119.03 | July 2020 | 2,119,266.69 |
| December 2011 | 21,502,884.15 | April 2016 | 7,042,623.22 | August 2020 | 2,067,644.39 |
| January 2012 | 21,088,235.30 | May 2016 | 6,884,562.54 | September 2020 | 2,017,169.22 |
| February 2012 | 20,680,083.83 | June 2016 | 6,729,866.13 | October 2020 | 1,967,816.89 |
| March 2012 | 20,278,330.87 | July 2016 | 6,578,464.56 | November 2020 | 1,919,563.63 |
| April 2012 | 19,882,879.05 | August 2016 | 6,430,289.82 | December 2020 | 1,872,386.14 |
| May 2012 | 19,493,632.44 | September 2016 | 6,285,275.26 | January 2021 | 1,826,261.62 |
| June 2012 | 19,110,496.55 | October 2016 | 6,143,355.59 | February 2021 | 1,781,167.72 |
| July 2012 | 18,733,378.31 | November 2016 | 6,004,466.84 | March 2021 | 1,737,082.56 |
| August 2012 | 18,362,186.04 | December 2016 | 5,868,546.34 | April 2021 | 1,693,984.70 |
| September 2012 | 17,996,829.43 | January 2017 | 5,735,532.68 | May 2021 | 1,651,853.16 |
| October 2012 | 17,637,219.53 | February 2017 | 5,605,365.70 | June 2021 | 1,610,667.38 |
| November 2012 | 17,283,268.73 | March 2017 | 5,477,986.46 | July 2021 | 1,570,407.23 |
| December 2012 | 16,934,890.71 | April 2017 | 5,353,337.22 | August 2021 | 1,531,052.99 |
| January 2013 | 16,592,000.46 | May 2017 | 5,231,361.41 | September 2021 | 1,492,585.35 |
| February 2013 | 16,254,514.24 | June 2017 | 5,112,003.61 | October 2021 | 1,454,985.40 |
| March 2013 | 15,922,349.57 | July 2017 | 4,995,209.51 | November 2021 | 1,418,234.62 |
| April 2013 | 15,595,425.21 | August 2017 | 4,880,925.92 | December 2021 | 1,382,314.88 |
| May 2013 | 15,273,661.12 | September 2017 | 4,769,100.72 | January 2022 | 1,347,208.41 |
| June 2013 | 14,956,978.48 | October 2017 | 4,659,682.86 | February 2022 | 1,312,897.81 |
| July 2013 | 14,645,299.64 | November 2017 | 4,552,622.32 | March 2022 | 1,279,366.05 |
| August 2013 | 14,338,548.12 | December 2017 | 4,447,870.09 | April 2022 | 1,246,596.45 |
| September 2013 | 14,036,648.58 | January 2018 | 4,345,378.17 | May 2022 | 1,214,572.67 |
| October 2013 | 13,739,526.83 | February 2018 | 4,245,099.53 | June 2022 | 1,183,278.72 |
| November 2013 | 13,447,109.78 | March 2018 | 4,146,988.10 | July 2022 | 1,152,698.92 |
| December 2013 | 13,159,325.44 | April 2018 | 4,050,998.75 | August 2022 | 1,122,817.94 |
| January 2014 | 12,876,102.89 | May 2018 | 3,957,087.25 | September 2022 | 1,093,620.75 |
| February 2014 | 12,597,372.30 | June 2018 | 3,865,210.30 | October 2022 | 1,065,092.64 |
| March 2014 | 12,323,064.86 | July 2018 | 3,775,325.46 | November 2022 | 1,037,219.21 |

## *Aggregate Group I (Continued)*

| Distribution Date | Planned Balance | Distribution Date | Planned Balance | Distribution Date | Planned Balance |
|---|---|---|---|---|---|
| December 2022 | $ 1,009,986.35 | December 2025 | $ 358,264.84 | December 2028 | $ 91,767.67 |
| January 2023 | 983,380.24 | January 2026 | 347,067.61 | January 2029 | 87,413.71 |
| February 2023 | 957,387.37 | February 2026 | 336,146.32 | February 2029 | 83,179.75 |
| March 2023 | 931,994.48 | March 2026 | 325,494.80 | March 2029 | 79,062.97 |
| April 2023 | 907,188.61 | April 2026 | 315,107.01 | April 2029 | 75,060.62 |
| May 2023 | 882,957.06 | May 2026 | 304,977.05 | May 2029 | 71,170.00 |
| June 2023 | 859,287.39 | June 2026 | 295,099.13 | June 2029 | 67,388.47 |
| July 2023 | 836,167.43 | July 2026 | 285,467.60 | July 2029 | 63,713.45 |
| August 2023 | 813,585.26 | August 2026 | 276,076.91 | August 2029 | 60,142.41 |
| September 2023 | 791,529.21 | September 2026 | 266,921.65 | September 2029 | 56,672.88 |
| October 2023 | 769,987.85 | October 2026 | 257,996.51 | October 2029 | 53,302.45 |
| November 2023 | 748,949.99 | November 2026 | 249,296.30 | November 2029 | 50,028.76 |
| December 2023 | 728,404.68 | December 2026 | 240,815.94 | December 2029 | 46,849.49 |
| January 2024 | 708,341.18 | January 2027 | 232,550.46 | January 2030 | 43,762.39 |
| February 2024 | 688,749.00 | February 2027 | 224,494.99 | February 2030 | 40,765.24 |
| March 2024 | 669,617.85 | March 2027 | 216,644.76 | March 2030 | 37,855.89 |
| April 2024 | 650,937.67 | April 2027 | 208,995.12 | April 2030 | 35,032.22 |
| May 2024 | 632,698.60 | May 2027 | 201,541.51 | May 2030 | 32,292.16 |
| June 2024 | 614,890.99 | June 2027 | 194,279.46 | June 2030 | 29,633.70 |
| July 2024 | 597,505.39 | July 2027 | 187,204.61 | July 2030 | 27,054.86 |
| August 2024 | 580,532.56 | August 2027 | 180,312.69 | August 2030 | 24,553.70 |
| September 2024 | 563,963.44 | September 2027 | 173,599.51 | September 2030 | 22,128.34 |
| October 2024 | 547,789.16 | October 2027 | 167,060.98 | October 2030 | 19,776.92 |
| November 2024 | 532,001.05 | November 2027 | 160,693.10 | November 2030 | 17,497.65 |
| December 2024 | 516,590.61 | December 2027 | 154,491.96 | December 2030 | 15,288.75 |
| January 2025 | 501,549.53 | January 2028 | 148,453.72 | January 2031 | 13,148.50 |
| February 2025 | 486,869.66 | February 2028 | 142,574.63 | February 2031 | 11,075.21 |
| March 2025 | 472,543.04 | March 2028 | 136,851.02 | March 2031 | 9,067.23 |
| April 2025 | 458,561.86 | April 2028 | 131,279.30 | April 2031 | 7,122.94 |
| May 2025 | 444,918.48 | May 2028 | 125,855.95 | May 2031 | 5,240.77 |
| June 2025 | 431,605.43 | June 2028 | 120,577.55 | June 2031 | 3,419.18 |
| July 2025 | 418,615.39 | July 2028 | 115,440.73 | July 2031 | 1,656.65 |
| August 2025 | 405,941.20 | August 2028 | 110,442.20 | August 2031 and thereafter | 0.00 |
| September 2025 | 393,575.84 | September 2028 | 105,578.74 | | |
| October 2025 | 381,512.45 | October 2028 | 100,847.21 | | |
| November 2025 | 369,744.31 | November 2028 | 96,244.52 | | |

## *Aggregate Group II Planned Balances*

| Distribution Date | Planned Balance | Distribution Date | Planned Balance | Distribution Date | Planned Balance |
|---|---|---|---|---|---|
| Initial Balance | $58,868,000.00 | February 2011 | $42,668,048.88 | April 2012 | $30,342,730.93 |
| January 2010 | 57,558,696.74 | March 2011 | 41,671,459.87 | May 2012 | 29,584,938.26 |
| February 2010 | 56,274,628.89 | April 2011 | 40,694,146.80 | June 2012 | 28,841,859.65 |
| March 2010 | 55,015,316.02 | May 2011 | 39,735,741.84 | July 2012 | 28,113,213.60 |
| April 2010 | 53,780,286.77 | June 2011 | 38,795,884.11 | August 2012 | 27,398,723.94 |
| May 2010 | 52,569,078.68 | July 2011 | 37,874,219.57 | September 2012 | 26,698,119.74 |
| June 2010 | 51,381,238.03 | August 2011 | 36,970,400.85 | October 2012 | 26,011,135.20 |
| July 2010 | 50,216,319.67 | September 2011 | 36,084,087.18 | November 2012 | 25,337,509.56 |
| August 2010 | 49,073,886.85 | October 2011 | 35,214,944.22 | December 2012 | 24,676,986.99 |
| September 2010 | 47,953,511.08 | November 2011 | 34,362,643.96 | January 2013 | 24,029,316.52 |
| October 2010 | 46,854,771.96 | December 2011 | 33,526,864.60 | February 2013 | 23,394,251.94 |
| November 2010 | 45,777,257.03 | January 2012 | 32,707,290.43 | March 2013 | 22,771,551.71 |
| December 2010 | 44,720,561.63 | February 2012 | 31,903,611.72 | April 2013 | 22,160,978.85 |
| January 2011 | 43,684,288.75 | March 2012 | 31,115,524.59 | May 2013 | 21,562,300.90 |

### *Aggregate Group II (Continued)*

| Distribution Date | Planned Balance |
|---|---|
| June 2013 | $20,975,289.80 |
| July 2013 | 20,401,579.64 |
| August 2013 | 19,843,353.26 |
| September 2013 | 19,300,196.82 |
| October 2013 | 18,771,707.45 |
| November 2013 | 18,257,493.00 |
| December 2013 | 17,757,171.70 |
| January 2014 | 17,270,371.94 |
| February 2014 | 16,796,731.95 |
| March 2014 | 16,335,899.59 |
| April 2014 | 15,887,532.06 |
| May 2014 | 15,451,295.66 |
| June 2014 | 15,026,865.57 |
| July 2014 | 14,613,925.59 |
| August 2014 | 14,212,167.92 |
| September 2014 | 13,821,292.96 |
| October 2014 | 13,441,009.05 |
| November 2014 | 13,071,032.30 |
| December 2014 | 12,711,086.36 |
| January 2015 | 12,360,902.24 |
| February 2015 | 12,020,218.10 |
| March 2015 | 11,688,779.07 |
| April 2015 | 11,366,337.05 |
| May 2015 | 11,052,650.55 |
| June 2015 | 10,747,484.52 |
| July 2015 | 10,450,610.15 |
| August 2015 | 10,161,804.73 |
| September 2015 | 9,880,851.48 |
| October 2015 | 9,607,539.39 |
| November 2015 | 9,341,663.09 |
| December 2015 | 9,083,022.66 |
| January 2016 | 8,831,423.52 |
| February 2016 | 8,586,676.27 |
| March 2016 | 8,348,596.56 |
| April 2016 | 8,117,004.97 |
| May 2016 | 7,891,726.85 |
| June 2016 | 7,672,592.21 |
| July 2016 | 7,459,435.60 |
| August 2016 | 7,252,095.98 |
| September 2016 | 7,050,416.62 |
| October 2016 | 6,854,244.96 |
| November 2016 | 6,663,432.52 |
| December 2016 | 6,477,834.78 |
| January 2017 | 6,297,311.09 |
| February 2017 | 6,121,724.54 |
| March 2017 | 5,950,941.90 |
| April 2017 | 5,784,833.49 |
| May 2017 | 5,623,273.10 |
| June 2017 | 5,466,137.89 |
| July 2017 | 5,313,308.30 |
| August 2017 | 5,164,667.98 |
| September 2017 | 5,020,103.69 |
| October 2017 | 4,879,505.21 |
| November 2017 | 4,742,765.28 |
| December 2017 | 4,609,779.51 |
| January 2018 | $ 4,480,446.30 |
| February 2018 | 4,354,666.78 |
| March 2018 | 4,232,344.72 |
| April 2018 | 4,113,386.48 |
| May 2018 | 3,997,700.91 |
| June 2018 | 3,885,199.32 |
| July 2018 | 3,775,795.38 |
| August 2018 | 3,669,405.10 |
| September 2018 | 3,565,946.72 |
| October 2018 | 3,465,340.69 |
| November 2018 | 3,367,509.58 |
| December 2018 | 3,272,378.05 |
| January 2019 | 3,179,872.78 |
| February 2019 | 3,089,922.41 |
| March 2019 | 3,002,457.51 |
| April 2019 | 2,917,410.51 |
| May 2019 | 2,834,715.65 |
| June 2019 | 2,754,308.94 |
| July 2019 | 2,676,128.12 |
| August 2019 | 2,600,112.59 |
| September 2019 | 2,526,203.38 |
| October 2019 | 2,454,343.12 |
| November 2019 | 2,384,475.98 |
| December 2019 | 2,316,547.62 |
| January 2020 | 2,250,505.18 |
| February 2020 | 2,186,297.21 |
| March 2020 | 2,123,873.66 |
| April 2020 | 2,063,185.81 |
| May 2020 | 2,004,186.27 |
| June 2020 | 1,946,828.92 |
| July 2020 | 1,891,068.88 |
| August 2020 | 1,836,862.49 |
| September 2020 | 1,784,167.26 |
| October 2020 | 1,732,941.85 |
| November 2020 | 1,683,146.03 |
| December 2020 | 1,634,740.67 |
| January 2021 | 1,587,687.68 |
| February 2021 | 1,541,950.01 |
| March 2021 | 1,497,491.61 |
| April 2021 | 1,454,277.40 |
| May 2021 | 1,412,273.25 |
| June 2021 | 1,371,445.96 |
| July 2021 | 1,331,763.22 |
| August 2021 | 1,293,193.60 |
| September 2021 | 1,255,706.51 |
| October 2021 | 1,219,272.20 |
| November 2021 | 1,183,861.72 |
| December 2021 | 1,149,446.91 |
| January 2022 | 1,116,000.36 |
| February 2022 | 1,083,495.42 |
| March 2022 | 1,051,906.15 |
| April 2022 | 1,021,207.32 |
| May 2022 | 991,374.39 |
| June 2022 | 962,383.47 |
| July 2022 | 934,211.33 |
| August 2022 | $ 906,835.37 |
| September 2022 | 880,233.60 |
| October 2022 | 854,384.63 |
| November 2022 | 829,267.65 |
| December 2022 | 804,862.42 |
| January 2023 | 781,149.25 |
| February 2023 | 758,108.98 |
| March 2023 | 735,722.98 |
| April 2023 | 713,973.12 |
| May 2023 | 692,841.77 |
| June 2023 | 672,311.77 |
| July 2023 | 652,366.44 |
| August 2023 | 632,989.54 |
| September 2023 | 614,165.29 |
| October 2023 | 595,878.33 |
| November 2023 | 578,113.73 |
| December 2023 | 560,856.95 |
| January 2024 | 544,093.86 |
| February 2024 | 527,810.72 |
| March 2024 | 511,994.15 |
| April 2024 | 496,631.15 |
| May 2024 | 481,709.06 |
| June 2024 | 467,215.59 |
| July 2024 | 453,138.76 |
| August 2024 | 439,466.94 |
| September 2024 | 426,188.81 |
| October 2024 | 413,293.36 |
| November 2024 | 400,769.88 |
| December 2024 | 388,607.95 |
| January 2025 | 376,797.45 |
| February 2025 | 365,328.52 |
| March 2025 | 354,191.59 |
| April 2025 | 343,377.34 |
| May 2025 | 332,876.71 |
| June 2025 | 322,680.88 |
| July 2025 | 312,781.29 |
| August 2025 | 303,169.60 |
| September 2025 | 293,837.71 |
| October 2025 | 284,777.74 |
| November 2025 | 275,982.02 |
| December 2025 | 267,443.11 |
| January 2026 | 259,153.75 |
| February 2026 | 251,106.90 |
| March 2026 | 243,295.70 |
| April 2026 | 235,713.49 |
| May 2026 | 228,353.80 |
| June 2026 | 221,210.32 |
| July 2026 | 214,276.93 |
| August 2026 | 207,547.67 |
| September 2026 | 201,016.74 |
| October 2026 | 194,678.52 |
| November 2026 | 188,527.53 |
| December 2026 | 182,558.45 |
| January 2027 | 176,766.10 |
| February 2027 | 171,145.45 |

*Aggregate Group II (Continued)*

| Distribution Date | Planned Balance | Distribution Date | Planned Balance | Distribution Date | Planned Balance |
|---|---|---|---|---|---|
| March 2027 | $ 165,691.61 | June 2030 | $ 43,460.50 | September 2033 | $ 8,332.03 |
| April 2027 | 160,399.82 | July 2030 | 41,884.57 | October 2033 | 7,910.57 |
| May 2027 | 155,265.46 | August 2030 | 40,358.52 | November 2033 | 7,504.06 |
| June 2027 | 150,284.02 | September 2030 | 38,880.87 | December 2033 | 7,112.02 |
| July 2027 | 145,451.14 | October 2030 | 37,450.18 | January 2034 | 6,734.00 |
| August 2027 | 140,762.57 | November 2030 | 36,065.06 | February 2034 | 6,369.56 |
| September 2027 | 136,214.18 | December 2030 | 34,724.15 | March 2034 | 6,018.26 |
| October 2027 | 131,801.95 | January 2031 | 33,426.13 | April 2034 | 5,679.69 |
| November 2027 | 127,521.98 | February 2031 | 32,169.73 | May 2034 | 5,353.45 |
| December 2027 | 123,370.48 | March 2031 | 30,953.70 | June 2034 | 5,039.14 |
| January 2028 | 119,343.75 | April 2031 | 29,776.84 | July 2034 | 4,736.38 |
| February 2028 | 115,438.21 | May 2031 | 28,637.98 | August 2034 | 4,444.81 |
| March 2028 | 111,650.37 | June 2031 | 27,535.97 | September 2034 | 4,164.06 |
| April 2028 | 107,976.84 | July 2031 | 26,469.71 | October 2034 | 3,893.79 |
| May 2028 | 104,414.33 | August 2031 | 25,438.13 | November 2034 | 3,633.66 |
| June 2028 | 100,959.64 | September 2031 | 24,440.18 | December 2034 | 3,383.34 |
| July 2028 | 97,609.66 | October 2031 | 23,474.85 | January 2035 | 3,142.51 |
| August 2028 | 94,361.36 | November 2031 | 22,541.16 | February 2035 | 2,910.87 |
| September 2028 | 91,211.80 | December 2031 | 21,638.15 | March 2035 | 2,688.12 |
| October 2028 | 88,158.12 | January 2032 | 20,764.89 | April 2035 | 2,473.97 |
| November 2028 | 85,197.54 | February 2032 | 19,920.48 | May 2035 | 2,268.14 |
| December 2028 | 82,327.37 | March 2032 | 19,104.05 | June 2035 | 2,070.35 |
| January 2029 | 79,544.98 | April 2032 | 18,314.74 | July 2035 | 1,880.34 |
| February 2029 | 76,847.82 | May 2032 | 17,551.73 | August 2035 | 1,697.86 |
| March 2029 | 74,233.42 | June 2032 | 16,814.22 | September 2035 | 1,522.65 |
| April 2029 | 71,699.36 | July 2032 | 16,101.43 | October 2035 | 1,354.48 |
| May 2029 | 69,243.31 | August 2032 | 15,412.60 | November 2035 | 1,193.11 |
| June 2029 | 66,862.99 | September 2032 | 14,747.00 | December 2035 | 1,038.32 |
| July 2029 | 64,556.18 | October 2032 | 14,103.92 | January 2036 | 889.88 |
| August 2029 | 62,320.75 | November 2032 | 13,482.66 | February 2036 | 747.59 |
| September 2029 | 60,154.60 | December 2032 | 12,882.56 | March 2036 | 611.23 |
| October 2029 | 58,055.70 | January 2033 | 12,302.96 | April 2036 | 480.61 |
| November 2029 | 56,022.09 | February 2033 | 11,743.23 | May 2036 | 355.53 |
| December 2029 | 54,051.85 | March 2033 | 11,202.75 | June 2036 | 235.81 |
| January 2030 | 52,143.11 | April 2033 | 10,680.93 | July 2036 | 121.26 |
| February 2030 | 50,294.07 | May 2033 | 10,177.19 | August 2036 | 11.71 |
| March 2030 | 48,502.97 | June 2033 | 9,690.97 | September 2036 and thereafter | 0.00 |
| April 2030 | 46,768.11 | July 2033 | 9,221.72 | | |
| May 2030 | 45,087.82 | August 2033 | 8,768.91 | | |

**No one is authorized to give information or to make representations in connection with the Certificates other than the information and representations contained in this Prospectus Supplement and the additional Disclosure Documents. You must not rely on 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.**

**The Securities and Exchange Commission has not 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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**TABLE OF CONTENTS**



# $702,666,667

FannieMae®

# Guaranteed REMIC Pass-Through Certificates

## Fannie Mae REMIC Trust 2009-110

## Citi

**Prospectus Supplement**
**December 18, 2009**