

\$1,042,046,386



# FannieMae®

## Guaranteed REMIC Pass-Through Certificates

### Fannie Mae REMIC Trust 2010-3

#### The Certificates

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

#### Payments to Certificateholders

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

- interest accrued on the balance of your certificate (except in the case of the accrual classes), 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 MBS backed by first lien, single-family adjustable-rate loans,
- Fannie Mae Stripped MBS and
- underlying REMIC and RCR certificates backed by Fannie Mae MBS.

The mortgage loans underlying the Fannie Mae Stripped MBS and underlying REMIC and RCR certificates 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
BA	1	\$ 25,000,000	PT	4.5%	FIX	31398G 2Y4	February 2025
BI	1	2,500,000(2)	NTL	5.0	FIX/IO	31398G 2Z1	February 2025
DK	2	60,000,000	SEQ	4.0	FIX	31398G 3A5	August 2023
DY	2	10,588,235	SEQ	4.0	FIX	31398G 3B3	February 2025
DB	3	105,295,611	PT	(3)	FLT/AFC	31398G 3C1	April 2034
DI	3	105,295,611(2)	NTL	(4)	WAC/IO	31398G 3D9	April 2034
FA	4	135,000,000	PT	(5)	FLT	31398G 3E7	February 2040
SA	4	135,000,000(2)	NTL	(5)	INV/IO	31398G 3F4	February 2040
NC(6)	5	105,379,000	SC/PAC	4.0	FIX	31398G 3G2	January 2040
NI(6)	5	11,708,778(2)	NTL	4.5	FIX/IO	31398G 3H0	January 2040
VF(6)	5	10,652,718	SC/PAC	(5)	FLT	31398G 3J6	January 2040
VS(6)	5	5,918,177	SC/PAC	(5)	INV	31398G 3K3	January 2040
UF	5	8,155,497	SC/SUP	(5)	FLT	31398G 3L1	January 2040
US	5	4,530,832	SC/SUP	(5)	INV	31398G 3M9	January 2040
UC	5	6,000,000	SC/SUP	4.5	FIX	31398G 3N7	January 2040
FD	6	180,000,000	PT	(5)	FLT	31398G 3P2	February 2040
SD	6	180,000,000(2)	NTL	(5)	INV/IO	31398G 3Q0	February 2040
DC(6)	6	95,531,000	PAC/AD	4.0	FIX	31398G 3R8	January 2040
ID(6)	6	10,614,556(2)	NTL	4.5	FIX/IO	31398G 3S6	January 2040
DZ	6	200,000	PAC	4.5	FIX/Z	31398G 3T4	February 2040
YF	6	3,600,000	SUP	(5)	FLT	31398G 3U1	February 2040
YS	6	2,000,000	SUP	(5)	INV	31398G 3V9	February 2040
YA	6	18,669,000	SUP	4.5	FIX	31398G 3W7	February 2040
LN(6)	7	105,000,000	PT	2.5	FIX	31398G 3X5	February 2025
LI(6)	7	52,500,000(2)	NTL	5.0	FIX/IO	31398G 3Y3	February 2025
GA(6)	8	50,000,000	PT	4.0	FIX	31398G 3Z0	February 2025
GI(6)	8	10,000,000(2)	NTL	5.0	FIX/IO	31398G 4A4	February 2025
HM(6)	9	105,000,000	SEQ/AD	5.5	FIX	31398G 4B2	May 2037
HZ(6)	9	5,526,316	SEQ	5.5	FIX/Z	31398G 4C0	February 2040
R		0	NPR	0	NPR	31398G 4D8	February 2040
RL		0	NPR	0	NPR	31398G 4E6	February 2040

- |  |  |
|--|--|
| (1) See "Description of the Certificates—Class Definitions and Abbreviations" in the REMIC prospectus.   | (3) Based on LIBOR and the weighted average pass-through rate of the related Fannie Mae MBS as further described on page S-16. |
| (2) Notional balances. These classes are interest only classes. See page S-10 for a description of how their notional balances are calculated. | (4) Calculated and subject to the limitations described on page S-16.  |
|  | (5) Based on LIBOR.  |
|  | (6) Exchangeable classes.  |

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

The dealer will offer the certificates from time to time in negotiated transactions at varying prices. We expect the settlement date to be January 29, 2010.

**Carefully consider the risk factor on page S-12 of this prospectus supplement and 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

January 25, 2010

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## AVAILABLE INFORMATION

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

- our Prospectus for Fannie Mae Guaranteed REMIC Pass-Through Certificates dated 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 any Group 4 Class or the R or RL Class, our Prospectus for Fannie Mae Stripped Mortgage-Backed Securities dated
  - January 1, 2009, for all SMBS issued on or after January 1, 2009,
  - December 1, 2007, for all SMBS issued on or after December 1, 2007 and prior to January 1, 2009, or
  - May 1, 2002, for all other SMBS(as applicable, the “SMBS Prospectus”);
- if you are purchasing any Group 5 Class or the R or RL Class, the disclosure documents relating to the applicable underlying REMIC and RCR certificates (the “Underlying REMIC Disclosure Documents”); and
- any information incorporated by reference in this prospectus supplement as discussed below and under the heading “Incorporation by Reference” in the REMIC Prospectus.

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

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

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

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

In addition, the Disclosure Documents, together with the class factors, are available on our corporate Web site at [www.fanniemae.com](http://www.fanniemae.com).

You also can obtain copies of the REMIC Prospectus, the MBS Prospectus, the SMBS Prospectus and the Underlying REMIC Disclosure Documents 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. On December 24, 2009, the Stock Purchase Agreement was amended (the “December 2009 Amendment”) to increase the Commitment from \$200 billion to the greater of (i) \$200 billion or (ii) \$200 billion plus the cumulative amount of our net worth deficit (the amount by which our total liabilities exceed our total assets) as of the end of any and each calendar quarter in 2010, 2011 and 2012, less any positive net worth as of December 31, 2012. 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. The December 2009 Amendment changed the date on which we are scheduled to begin paying a periodic commitment fee from March 31, 2010 to March 31, 2011. The amount of the commitment fee will be determined by the mutual agreement of Treasury and Fannie Mae on or before December 31, 2010, and will be reset every five years. 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, September 30, 2009, and our current report on Form 8-K, filed with the SEC on December 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 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 were permitted to request loans from Treasury until December 31, 2009. The Credit Facility terminated on December 31, 2009, in accordance with its terms. We did not borrow 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 January 1, 2010. You should purchase the certificates only after reading this prospectus supplement and each of the additional disclosure documents listed on page S-3. In particular, please see the discussion of risk factors that appears in each of those additional disclosure documents.**

### Assets Underlying Each Group of Classes

<u>Group</u>	<u>Assets</u>
1	Group 1 MBS
2	Group 2 MBS
3	Group 3 MBS
4	Group 4 SMBS
5	Class 2009-105-DA RCR Certificate Class 2009-110-CA REMIC Certificate
6	Group 6 MBS
7	Group 7 MBS
8	Group 8 MBS
9	Group 9 MBS

### Group 1, Group 2, Group 6, Group 7, Group 8 and Group 9

#### Characteristics of the Fixed-Rate MBS

	<u>Approximate Principal Balance</u>	<u>Pass- Through Rate</u>	<u>Range of Weighted Average Coupons or WACs (annual percentages)</u>	<u>Range of Weighted Average Remaining Terms to Maturity or WAMs (in months)</u>
Group 1 MBS	\$ 25,000,000	5.00%	5.25% to 7.50%	101 to 180
Group 2 MBS	\$ 70,588,235	4.00%	4.25% to 6.50%	121 to 180
Group 6 MBS	\$300,000,000	6.00%	6.25% to 8.50%	241 to 360
Group 7 MBS	\$105,000,000	5.00%	5.25% to 7.50%	98 to 180
Group 8 MBS	\$ 50,000,000	5.00%	5.25% to 7.50%	104 to 180
Group 9 MBS	\$110,526,316	5.50%	5.75% to 8.00%	241 to 360

#### Assumed Characteristics of the Underlying Mortgage Loans

	<u>Principal Balance</u>	<u>Original Term to Maturity (in months)</u>	<u>Remaining Term to Maturity (in months)</u>	<u>Loan Age (in months)</u>	<u>Interest Rate</u>
Group 1 MBS	\$ 25,000,000	180	111	66	5.422%
Group 2 MBS	\$ 70,588,235	180	176	4	4.480%
Group 6 MBS	\$300,000,000	360	313	43	6.571%
Group 7 MBS	\$105,000,000	180	97	78	5.482%
Group 8 MBS	\$ 50,000,000	180	105	75	5.463%
Group 9 MBS	\$110,526,316	360	358	2	5.900%

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

### Group 3

The table in Exhibit A-1 of this prospectus supplement lists certain assumed characteristics of the mortgage loans underlying the adjustable-rate MBS. The assumed characteristics appearing in Exhibit A-1 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-1, perhaps significantly.

### Group 4

#### Characteristics of the Group 4 SMBS

<u>Approximate Balance</u>	<u>Pass- Through Rate</u>	<u>Range of Weighted Average Coupons or WACs (annual percentages)</u>	<u>Range of Weighted Average Remaining Terms to Maturity or WAMs (in months)</u>
\$135,000,000*	—	6.75% to 9.00%	241 to 360
\$145,384,616†	6.50%		

\* Principal balance. These are principal only SMBS certificates.

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

#### Assumed Characteristics of the Underlying Mortgage Loans

<u>Principal Balance</u>	<u>Original Term to Maturity (in months)</u>	<u>Remaining Term to Maturity (in months)</u>	<u>Loan Age (in months)</u>	<u>Interest Rate</u>
\$135,000,000*	360	309	46	6.917%

\* In addition, we have assumed that monthly interest accrues on a notional principal balance initially equal to \$145,384,616 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 4 SMBS will differ from those shown above, perhaps significantly.

### Group 5

Exhibit A-2 describes the underlying REMIC and RCR certificates, including certain information about the related mortgage loans. To learn more about the underlying REMIC and RCR certificates, you should obtain from us the current class factors and the related disclosure documents as described on page S-3.

#### Settlement Date

We expect to issue the certificates on January 29, 2010.

#### Distribution Dates

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

#### Record Date

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



## Book-Entry and Physical Certificates

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

<u>Fed Book-Entry</u>	<u>Physical</u>
All Classes of Certificates other than the R and RL Classes	R and RL Classes

## Exchanging Certificates Through Combination and Recombination

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

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

## Interest Rates

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

During the initial interest accrual period, the floating rate and inverse floating rate classes (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:

<u>Class</u>	<u>Initial Interest Rate</u>	<u>Maximum Interest Rate</u>	<u>Minimum Interest Rate</u>	<u>Formula for Calculation of Interest Rate(1)</u>
FA .....	0.98656%	7.00%	0.75%	LIBOR + 75 basis points
SA .....	6.01344%	6.25%	0.00%	6.25% – LIBOR
VF .....	1.48094%	7.00%	1.25%	LIBOR +125 basis points
VS .....	9.93430%	10.35%	0.00%	10.35% – (1.8 x LIBOR)
UF .....	1.53094%	7.00%	1.30%	LIBOR + 130 basis points
US .....	9.84430%	10.26%	0.00%	10.26% – (1.8 x LIBOR)
FD .....	0.98219%	7.00%	0.75%	LIBOR + 75 basis points
SD .....	6.01781%	6.25%	0.00%	6.25% – LIBOR
YF .....	1.53219%	7.00%	1.30%	LIBOR + 130 basis points
YS .....	9.84205%	10.26%	0.00%	10.26% – (1.8 x 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

BI .....	10% of the BA Class
DI .....	100% of the DB Class
SA .....	100% of the FA Class
NI ..... 11.1111113220%	of the NC Class
SD .....	100% of the FD Class
ID ..... 11.1111115763%	of the DC Class
LI .....	50% of the LN Class
GI .....	20% of the GA Class

### Distributions of Principal

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

# **Weighted Average Lives (years)\***

<u>Group 1 Classes</u>	<u>PSA Prepayment Assumption</u>						
	<u>0%</u>	<u>100%</u>	<u>131%</u>	<u>250%</u>	<u>500%</u>	<u>750%</u>	<u>1000%</u>
BA and BI .....	8.9	4.2	3.9	3.2	2.1	1.4	1.0

<u>Group 2 Classes</u>	<u>PSA Prepayment Assumption</u>				
	<u>0%</u>	<u>100%</u>	<u>220%</u>	<u>500%</u>	<u>750%</u>
DK .....	7.7	5.2	3.8	2.4	1.8
DY .....	14.3	13.0	11.3	7.4	5.3

<u>Group 3 Classes</u>	<u>CPR Prepayment Assumption</u>						
	<u>0%</u>	<u>3%</u>	<u>6%</u>	<u>10%</u>	<u>20%</u>	<u>40%</u>	<u>60%</u>
DB and DI .....	13.4	10.6	8.5	6.5	3.9	1.9	1.1

<u>Group 4 Classes</u>	<u>PSA Prepayment Assumption</u>						
	<u>0%</u>	<u>100%</u>	<u>275%</u>	<u>475%</u>	<u>700%</u>	<u>950%</u>	<u>1200%</u>
FA and SA .....	21.1	9.8	4.9	2.9	1.8	1.2	0.8

<u>Group 5 Classes</u>	<u>PSA Prepayment Assumption</u>								
	<u>0%</u>	<u>100%</u>	<u>150%</u>	<u>190%</u>	<u>220%</u>	<u>250%</u>	<u>400%</u>	<u>700%</u>	<u>1000%</u>
NC, NI and NA ...	16.8	5.4	4.3	4.3	4.3	4.3	4.2	2.5	1.6
VF, VS and UB ...	26.0	13.3	9.0	4.9	4.9	4.9	2.3	0.9	0.5
UF, US and UC ...	27.5	17.2	13.1	9.5	6.4	4.9	1.3	0.6	0.3

<u>Group 6 Classes</u>	<u>PSA Prepayment Assumption</u>							
	<u>0%</u>	<u>100%</u>	<u>200%</u>	<u>300%</u>	<u>350%</u>	<u>550%</u>	<u>750%</u>	<u>1000%</u>
FD and SD . . . . .	20.8	9.8	6.4	4.5	3.9	2.4	1.7	1.1
DC, ID and DA . . . . .	18.7	6.9	4.5	4.5	4.5	2.9	2.0	1.3
DZ . . . . .	27.6	21.9	21.9	21.9	21.9	15.7	11.2	7.6
YF, YS and YA . . . . .	28.9	20.8	13.8	4.6	1.5	0.5	0.3	0.2

<u>Group 7 Classes</u>	<u>PSA Prepayment Assumption</u>					
	<u>0%</u>	<u>100%</u>	<u>250%</u>	<u>423%</u>	<u>700%</u>	<u>1000%</u>
LN, LI, LA and L .....	8.9	3.7	2.9	2.2	1.5	1.0

<u>Group 8 Classes</u>	<u>PSA Prepayment Assumption</u>						
	<u>0%</u>	<u>100%</u>	<u>131%</u>	<u>250%</u>	<u>500%</u>	<u>750%</u>	<u>1000%</u>
GA, GI, GD and GE .....	8.9	4.0	3.8	3.1	2.1	1.4	1.0

Group 9 Classes	PSA Prepayment Assumption						
	0%	100%	250%	500%	750%	1000%	1300%
HM .....	17.9	9.1	5.2	3.2	2.4	1.9	1.6
HZ .....	28.7	24.7	17.7	10.6	7.2	5.3	3.9
HT .....	20.5	11.2	6.4	3.7	2.7	2.1	1.7

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

## ADDITIONAL RISK FACTOR

*Payments on the Group 5 Classes also will be affected by the applicable payment priorities governing the Group 5 Underlying REMIC Certificates.* If you invest in any Group 5 Class, the rate at which you receive payments also will be affected by the applicable priority sequences governing principal payments on the Group 5 Underlying REMIC Certificates.

In particular, as described in the related Underlying REMIC Disclosure Documents, the Group 5 Underlying REMIC Certificates are governed by principal balance schedules. As a result, the Group 5 Underlying REMIC Certificates may receive principal payments faster or slower than would otherwise have been the case. Moreover, the Group 5 Underlying REMIC Certificates may receive no principal payments for extended periods. In general, prepayments on the related mortgage loans may have occurred at rates faster or slower than the rates initially assumed. In certain high prepayment scenarios, it is possible that the effect of a principal balance schedule on principal payments over time may be

eliminated. In such a case, the Group 5 Underlying REMIC Certificates would receive principal payments at rates that may vary widely from period to period. This prospectus supplement contains no information as to whether

- the Group 5 Underlying REMIC Certificates have adhered to the related principal balance schedules,
- any related support classes remain outstanding, or
- the Group 5 Underlying REMIC Certificates otherwise have performed as originally anticipated.

You may obtain additional information about the Group 5 Underlying REMIC Certificates by reviewing their current class factors in light of other information available in the related Underlying REMIC Disclosure Documents. You may obtain those documents from us as described on page S-3.

## DESCRIPTION OF THE CERTIFICATES

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

### General

*Structure.* We will create the Fannie Mae REMIC Trust specified on the cover of this prospectus supplement (the “Trust”) pursuant to a trust agreement dated as of August 1, 2007 and a supplement thereto dated as of January 1, 2010 (the “Issue Date”). We will issue the Guaranteed REMIC Pass-Through Certificates (the “REMIC Certificates”) pursuant to that trust agreement and supplement. We will issue the Combinable and Recombinable REMIC Certificates (the “RCR Certificates” and, together with the REMIC Certificates, the “Certificates”) pursuant to a separate trust agreement dated as of August 1, 2007 and a supplement thereto dated as of the Issue Date (together with the trust agreement and supplement relating to the REMIC Certificates, the “Trust Agreement”). We will execute the Trust Agreement in our corporate capacity and as trustee (the “Trustee”). In general, the term “Classes” includes the Classes of REMIC Certificates and RCR Certificates.

The assets of the Trust will include:

- six groups of Fannie Mae Guaranteed Mortgage Pass-Through Certificates having fixed pass-through rates (the “Group 1 MBS,” “Group 2 MBS,” “Group 6 MBS,” “Group 7 MBS,” “Group 8 MBS” and “Group 9 MBS,” and together, the “Fixed Rate MBS”),

- one group of Fannie Mae Guaranteed Mortgage Pass-Through Certificates having variable pass-through rates (the “Group 3 MBS” or the “ARM MBS”),
- certain Fannie Mae Stripped Mortgage-Backed Securities (the “Group 4 SMBS”), and
- certain previously issued REMIC and RCR certificates (the “Group 5 Underlying REMIC Certificates”) issued from the related Fannie Mae REMIC trusts (the “Underlying REMIC Trusts”) as further described in Exhibit A-2.

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

The Group 5 Underlying REMIC Certificates evidence direct or indirect beneficial ownership interests in certain Fannie Mae Guaranteed Mortgage Pass-Through Certificates.

The Group 4 SMBS represent beneficial ownership interests in certain principal or interest distributions on mortgage loans underlying certain Fannie Mae Guaranteed Mortgage Pass-Through Certificates (together with the Trust MBS and the Fannie Mae Guaranteed Mortgage Pass-Through Certificates backing the Group 5 Underlying REMIC Certificates, 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 residential mortgage loans (the “Mortgage Loans”) having the characteristics described in this prospectus supplement.

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

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

<b>REMIC Designation</b>	<b>Assets</b>	<b>Regular Interests</b>	<b>Residual Interest</b>
Lower Tier REMIC . . . . .	Trust MBS, Group 4 SMBS and Group 5 Underlying REMIC Certificates	Interests in the Lower Tier REMIC other than the RL Class (the “Lower Tier Regular Interests”)	RL
Upper Tier REMIC . . . . .	Lower Tier Regular Interests	All Classes of REMIC Certificates other than the R and RL Classes	R

*Fannie Mae Guaranty.* For a description of our guaranties of the Certificates, the MBS, the Group 4 SMBS and the Group 5 Underlying REMIC Certificates, see the applicable discussions appearing under the heading “Fannie Mae Guaranty” in the REMIC Prospectus, the MBS Prospectus, the SMBS Prospectus and the Underlying REMIC Disclosure Documents. Our guaranties are not backed by the full faith and credit of the United States.

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

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

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

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

## **The 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 15 years in the case of the Group 1 MBS, Group 2 MBS, Group 7 MBS and Group 8 MBS, and up to 30 years in the case of the Group 6 MBS and Group 9 MBS.

For additional information, see “Summary—Group 1, Group 2, Group 6, Group 7, Group 8 and Group 9—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 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-1 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.

## **The Group 4 SMBS**

The general characteristics of the Group 4 SMBS are described in the SMBS Prospectus. The Group 4 SMBS provide that certain interest or principal amounts on the Mortgage Loans underlying the related MBS are passed through monthly.

The general characteristics of the MBS are described in the MBS Prospectus. Each MBS evidences beneficial ownership interest in a pool of conventional, fixed-rate, fully-amortizing Mortgage Loans secured by first mortgages or deeds of trust on single-family residential properties. These Mortgage Loans have original maturities of up to 30 years. For additional information see "Summary—Group 4—Characteristics of the Group 4 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 Group 5 Underlying REMIC Certificates**

The Group 5 Underlying REMIC Certificates represent beneficial ownership interests in the related Underlying REMIC Trusts. The assets of those trusts consist of MBS (or beneficial ownership interests in MBS) having the general characteristics set forth in the MBS Prospectus. Each MBS evidences beneficial ownership interests in a pool of conventional, fixed-rate, fully-amortizing mortgage loans secured by first mortgages or deeds of trust on single-family residential properties, as described under "The Mortgage Pools" and "Yield, Maturity, and Prepayment Considerations" in the MBS Prospectus.

Distributions on the Group 5 Underlying REMIC Certificates will be passed through monthly, beginning in the month after we issue the Certificates. The general characteristics of the Group 5 Underlying REMIC Certificates are described in the Underlying REMIC Disclosure Documents. See Exhibit A-2 for certain additional information about the Group 5 Underlying REMIC Certificates. Exhibit A-2 is being provided in lieu of a Final Data Statement with respect to the Group 5 Underlying REMIC Certificates.

For further information about the Group 5 Underlying REMIC Certificates telephone us at 1-800-237-8627. Additional information about the Group 5 Underlying REMIC Certificates is also available at <http://sls.fanniemae.com/slsSearch/Home.do>. There may have been material changes in facts and circumstances since the dates we prepared the Underlying REMIC Disclosure Documents. These may include changes in prepayment speeds, prevailing interest rates and other economic factors. As a result, the usefulness of the information set forth in those documents may be limited.

## 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 (or added to principal, in the case of the Accrual Classes) on a Distribution Date will consist of one month's interest on the outstanding balance of that Certificate immediately prior to that Distribution Date. For a description of the Accrual Classes, see "*Accrual Classes*" below.

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

<u>Delay Classes</u>	<u>No-Delay Classes</u>
Fixed Rate Classes, VF, VS, UF, US, YF and YS Classes and Weighted Average Coupon Class	DB, FA, SA, FD and SD 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* 50 basis points, and
- the Weighted Average Group 3 MBS Pass-Through Rate.

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

The "Weighted Average Group 3 MBS Pass-Through Rate" for any Distribution Date is equal to the weighted average of the pass-through rates of the Group 3 MBS in effect for calculating distributions on that Distribution Date, weighted on the basis of the principal balances of the Group 3 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 0.73406% . 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 3 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 2.45094% . 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.

*Accrual Classes.* The DZ and HZ Classes are Accrual Classes. Interest will accrue on the Accrual Classes at the applicable annual rates specified on the cover of this prospectus supplement. However, we will not pay any interest on the Accrual Classes. Instead, interest accrued on the Accrual Classes will be added as principal to their principal balances on each Distribution Date. We will pay principal on the Accrual Classes as described under “—Distributions of Principal” below.

## Distributions of Principal

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

- *Group 1*

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

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

- *Group 2*

The Group 2 Principal Distribution Amount to DK and DY, in that order, until retired. } Sequential Pay Classes

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

- *Group 3*

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

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

- *Group 4*

The Group 4 Principal Distribution Amount to FA until retired. } Pass-Through Class

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

- *Group 5*

The Group 5 Principal Distribution Amount in the following priority:

- |   |   |
|---|---|
| 1. To NC to its Planned Balance.                | <div style="display: inline-block; vertical-align: middle;"> <div style="display: inline-block; vertical-align: middle;"> <div style="display: inline-block; vertical-align: middle;">PAC Class and Group</div> <div style="display: inline-block; vertical-align: middle;">Support Classes</div> <div style="display: inline-block; vertical-align: middle;">PAC Group and Class</div> </div> <div style="display: inline-block; vertical-align: middle; font-size: 3em; margin: 0 10px;">}</div> <div style="display: inline-block; vertical-align: middle;">Structured Collateral</div> </div> |
| 2. To Aggregate Group I to its Planned Balance. |   |
| 3. To UF, US and UC, pro rata, until retired.   |   |
| 4. To Aggregate Group I to zero.                |   |
| 5. To NC until retired.                         |   |

The “Group 5 Principal Distribution Amount” is the principal then paid on the Group 5 Underlying REMIC Certificates.

“Aggregate Group I” consists of the VF and VS Classes. On each Distribution Date, we will apply payments of principal of Aggregate Group I to VF and VS, pro rata, until retired.

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

- *Group 6*

The DZ Accrual Amount to DC until retired, and thereafter to DZ.

} Accretion  
Directed  
Class and  
Accrual Class

The Group 6 Cash Flow Distribution Amount as follows:

— 60% to FD until retired, and

} Pass-Through  
Class

— 40% in the following priority:

*first*, to Aggregate Group II to its Planned Balance;

} PAC Group

*second*, to YA, YF and YS, pro rata, until retired; and

} Support  
Classes

*third*, to Aggregate Group II to zero.

} PAC Group

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

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

“Aggregate Group II” consists of the DC and DZ Classes. On each Distribution Date, we will apply payments of principal of Aggregate Group II to DC and DZ, 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 7*

The Group 7 Principal Distribution Amount to LN until retired.

} Pass-Through  
Class

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

- *Group 8*

The Group 8 Principal Distribution Amount to GA until retired.

} Pass-Through  
Class

The “Group 8 Principal Distribution Amount” is the principal then paid on the Group 8 MBS.

- *Group 9*

The Group 9 Principal Distribution Amount to HM and HZ, in that order, until retired.

} Sequential  
Pay Classes

The “Group 9 Principal Distribution Amount” is the principal then paid on the Group 9 MBS *plus* any interest then accrued and added to the principal balance of the HZ Class.

## Structuring Assumptions

**Pricing Assumptions.** Except where otherwise noted, the information in the tables in this prospectus supplement has been prepared based on the actual characteristics of each pool of Mortgage Loans backing the Group 5 Underlying REMIC Certificates, the priority sequences governing principal payments on the Group 5 Underlying REMIC Certificates, and the following assumptions (such characteristics and 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, Group 2, Group 6, Group 7, Group 8 and Group 9—Assumed Characteristics of the Underlying Mortgage Loans” in this prospectus supplement;
- the Hybrid ARM Loans have the characteristics set forth in Exhibit A-1 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 underlying the Group 4 SMBS have the original term to maturity, remaining term to maturity, loan age and interest rate specified under “Summary—Group 4—Assumed Characteristics of the Underlying Mortgage Loans” in this prospectus supplement;
- 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 January 29, 2010; 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, Group 4, Group 5, Group 6, Group 7, Group 8 and Group 9 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 3 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 a Class or an Aggregate Group is the range of prepayment rates (measured by *constant* PSA rates) that would reduce that Class or 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, these 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 schedules). If such separate schedules had been provided for the individual Classes included in the Aggregate Groups, we expect that the effective ranges for those Classes would not be narrower than those shown below for the related Aggregate Groups.

<u>Class and Groups</u>	<u>Structuring Ranges</u>	<u>Initial Effective Ranges</u>
NC Class Planned Balances	Between 150% and 400% PSA	(1)
Aggregate Group I Planned Balances	Between 190% and 250% PSA	Between 188% and 253% PSA
Aggregate Group II Planned Balances	Between 200% and 350% PSA	Between 200% and 351% PSA

(1) The Planned Balances for the NC Class have been structured between 150% and 400% PSA, but only hold between 155% and 383% PSA.

The Aggregate Groups listed above consist of the following Classes:

Aggregate Group I .....	VF and VS
Aggregate Group II .....	DC and DZ

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 Class or Aggregate Group will conform on any Distribution Date to the balance specified in the Principal Balance Schedules or that distributions of principal of any Class or 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 a Class or an Aggregate Group to its scheduled balance in any month. As a result, the likelihood of reducing a Class or 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 Class and Aggregate Groups to their scheduled balances each month if prepayments do not occur at a *constant* PSA rate.
- The actual Effective Ranges at any time will be based upon the actual characteristics of the related Mortgage Loans at that time, which are likely to vary (and may vary considerably) from the Pricing Assumptions. As a result, the actual Effective Ranges will likely differ from the Initial Effective Ranges specified above. For the same reason, the applicable Class and 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 Class that has scheduled balances will be supported by one or more other Classes. When the supporting Classes are retired, the Classes receiving the benefit of that support, if still outstanding, may no longer have Effective Ranges 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 and, where specified, to changes in the Index. **The tables below are provided for illustrative purposes only and are not intended as a forecast or prediction of the actual yields on the applicable Classes.** We calculated the yields set forth in the tables by

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



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

We cannot assure you that

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

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

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

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

<u>Class</u>	<u>% PSA</u>
BI .....	378%
NI .....	819%
ID .....	726%
LI .....	548%
GI .....	567%

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

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

<u>Class</u>	<u>Price*</u>
BI .....	12.5%
NI .....	9.0%
ID .....	9.0%
LI .....	9.0%
GI .....	9.0%

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

### Sensitivity of the BI Class to Prepayments

	PSA Prepayment Assumption						
	50%	100%	131%	250%	500%	750%	1000%
Pre-Tax Yields to Maturity . . .	23.2%	19.8%	17.7%	9.4%	(9.4)%	(30.3)%	(54.5)%

### Sensitivity of the NI Class to Prepayments

	PSA Prepayment Assumption							
	50%	100%	150%	190%	220%	250%	400%	1000%
Pre-Tax Yields to Maturity . . .	44.3%	37.4%	30.2%	30.0%	30.0%	30.0%	29.9%	11.4% (20.5)%

### Sensitivity of the ID Class to Prepayments

	PSA Prepayment Assumption							
	<u>50%</u>	<u>100%</u>	<u>200%</u>	<u>300%</u>	<u>350%</u>	<u>550%</u>	<u>750%</u>	<u>1000%</u>
Pre-Tax Yields to Maturity ...	46.0%	40.9%	29.9%	29.9%	29.9%	16.5%	(2.5)%	(31.5)%

### Sensitivity of the LI Class to Prepayments

	PSA Prepayment Assumption					
	50%	100%	250%	423%	700%	1000%
Pre-Tax Yields to Maturity . . .	38.5%	35.0%	23.9%	10.4%	(13.5)%	(43.9)%

### Sensitivity of the GI Class to Prepayments

	PSA Prepayment Assumption						
	50%	100%	131%	250%	500%	750%	1000%
Pre-Tax Yields to Maturity . . .	40.6%	37.0%	34.7%	25.8%	5.8%	(16.7)%	(42.6)%

***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 SA and SD Classes would lose money on their initial investments under certain Index and prepayment scenarios.

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

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

- the interest rates for the Inverse Floating Rate Classes for the initial Interest Accrual Period are the rates listed in the table under “Summary—Interest Rates” in this prospectus supplement and for each following Interest Accrual Period will be based on the specified level of the Index, and

- the aggregate purchase prices of these Classes (expressed in each case as a percentage of original principal balance) are as follows:

<u>Class</u>	<u>Price*</u>
SA .....	9.5%
VS .....	100.0%
US .....	100.0%
SD .....	10.0%
YS .....	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 SA Class to Prepayments and LIBOR  
(Pre-Tax Yields to Maturity)**

<u>LIBOR</u>	<u>PSA Prepayment Assumption</u>						
	<u>50%</u>	<u>100%</u>	<u>275%</u>	<u>475%</u>	<u>700%</u>	<u>950%</u>	<u>1200%</u>
0.12000% .....	67.7%	63.7%	49.2%	31.4%	9.5%	(18.4)%	(51.9)%
0.23656% .....	66.2%	62.3%	47.8%	30.1%	8.2%	(19.4)%	(52.8)%
2.23656% .....	41.2%	37.6%	24.3%	8.1%	(12.0)%	(37.3)%	(67.8)%
4.23656% .....	17.0%	13.7%	1.6%	(13.2)%	(31.4)%	(54.5)%	(82.6)%
6.25000% .....	*	*	*	*	*	*	*

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption</u>								
	<u>50%</u>	<u>100%</u>	<u>150%</u>	<u>190%</u>	<u>220%</u>	<u>250%</u>	<u>400%</u>	<u>700%</u>	<u>1000%</u>
0.12000% .....	10.3%	10.3%	10.2%	10.1%	10.1%	10.1%	10.0%	9.5%	9.0%
0.23094% .....	10.1%	10.0%	10.0%	9.9%	9.9%	9.9%	9.8%	9.4%	8.8%
2.23094% .....	6.4%	6.4%	6.4%	6.3%	6.3%	6.3%	6.2%	6.0%	5.6%
4.23094% .....	2.7%	2.7%	2.7%	2.7%	2.7%	2.7%	2.7%	2.6%	2.5%
5.75000% .....	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.1%	0.1%

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption</u>								
	<u>50%</u>	<u>100%</u>	<u>150%</u>	<u>190%</u>	<u>220%</u>	<u>250%</u>	<u>400%</u>	<u>700%</u>	<u>1000%</u>
0.12000% .....	10.2%	10.2%	10.2%	10.1%	10.1%	10.0%	9.7%	9.0%	8.2%
0.23094% .....	10.0%	10.0%	10.0%	9.9%	9.9%	9.8%	9.5%	8.8%	8.0%
2.23094% .....	6.3%	6.3%	6.3%	6.3%	6.2%	6.2%	6.0%	5.6%	5.1%
4.23094% .....	2.7%	2.6%	2.6%	2.6%	2.6%	2.6%	2.5%	2.4%	2.2%
5.70000% .....	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.1%	0.2%

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

LIBOR	PSA Prepayment Assumption							
	50%	100%	200%	300%	350%	550%	750%	1000%
0.12000% .....	63.6%	59.6%	51.6%	43.2%	38.9%	20.8%	0.9%	(27.4)%
0.23219% .....	62.2%	58.3%	50.3%	42.0%	37.7%	19.7%	(0.1)%	(28.3)%
2.23219% .....	38.6%	35.0%	27.6%	20.0%	16.0%	(0.6)%	(18.8)%	(44.7)%
4.23219% .....	15.8%	12.5%	5.7%	(1.3)%	(4.9)%	(20.1)%	(36.7)%	(60.5)%
6.25000% .....	*	*	*	*	*	*	*	*

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

LIBOR	PSA Prepayment Assumption							
	50%	100%	200%	300%	350%	550%	750%	1000%
0.12000% .....	10.2%	10.2%	10.2%	10.0%	9.7%	8.7%	7.7%	6.3%
0.23219% .....	10.0%	10.0%	10.0%	9.8%	9.5%	8.6%	7.5%	6.1%
2.23219% .....	6.3%	6.3%	6.3%	6.2%	6.0%	5.4%	4.8%	4.0%
4.23219% .....	2.6%	2.6%	2.6%	2.6%	2.6%	2.4%	2.2%	1.9%
5.70000% .....	0.0%	0.0%	0.0%	0.0%	0.0%	0.1%	0.2%	0.3%

*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,
- the priority sequences of distributions of principal of the Group 2, Group 5, Group 6 and Group 9 Classes, and
- in the case of the Group 5 Classes, the priority sequences affecting principal payments on the Group 5 Underlying REMIC Certificates.

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

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 Class (other than the Group 3 Classes) under 0% PSA, however, we assumed that the Mortgage Loans have the original and remaining terms to maturity and bear interest at the annual rates specified in the table below.

<u>Mortgage Loans Backing Trust Assets Specified Below</u>	<u>Original Terms to Maturity</u>	<u>Remaining Terms to Maturity</u>	<u>Interest Rates</u>
Group 1 MBS	180 months	180 months	7.50%
Group 2 MBS	180 months	180 months	6.50%
Group 4 SMBS	360 months	360 months	9.00%
Group 5 Underlying REMIC Certificates	360 months	(1)	8.50%
Group 6 MBS	360 months	360 months	8.50%
Group 7 MBS	180 months	180 months	7.50%
Group 8 MBS	180 months	180 months	7.50%
Group 9 MBS	360 months	360 months	8.00%

(1) The Mortgage Loans backing the Group 5 Underlying REMIC Certificates listed below are assumed to have the following remaining terms to maturity:

	<u>Remaining Terms to Maturity</u>
2009-105-DA	358 months
2009-110-CA	359 months

It is unlikely that all of the Mortgage Loans will have the loan ages, interest rates or remaining terms to maturity assumed, or that the Mortgage Loans will prepay at any *constant* PSA 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, 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	BA and BI† Classes							DK Class					DY Class				
	PSA Prepayment Assumption							PSA Prepayment Assumption					PSA Prepayment Assumption				
	0%	100%	131%	250%	500%	750%	1000%	0%	100%	220%	500%	750%	0%	100%	220%	500%	750%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
January 2011	96	86	84	78	64	50	37	95	92	89	82	76	100	100	100	100	100
January 2012	92	73	70	60	40	25	13	90	81	73	56	41	100	100	100	100	100
January 2013	88	61	57	45	25	12	5	85	70	57	31	13	100	100	100	100	100
January 2014	83	49	45	33	15	6	2	79	59	42	14	0	100	100	100	100	89
January 2015	78	38	35	23	9	3	1	73	49	31	3	0	100	100	100	100	45
January 2016	73	28	25	15	5	1	*	66	40	21	0	0	100	100	100	74	23
January 2017	67	19	16	9	2	*	*	59	31	12	0	0	100	100	100	47	11
January 2018	60	10	9	5	1	*	*	51	23	6	0	0	100	100	100	29	6
January 2019	54	2	2	1	*	*	*	43	16	0	0	0	100	100	99	18	3
January 2020	46	0	0	0	0	0	0	35	9	0	0	0	100	100	72	10	1
January 2021	38	0	0	0	0	0	0	26	2	0	0	0	100	100	50	6	1
January 2022	30	0	0	0	0	0	0	16	0	0	0	0	100	78	33	3	*
January 2023	21	0	0	0	0	0	0	5	0	0	0	0	100	47	18	1	*
January 2024	11	0	0	0	0	0	0	0	0	0	0	0	67	18	6	*	*
January 2025	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average																	
Life (years)**	8.9	4.2	3.9	3.2	2.1	1.4	1.0	7.7	5.2	3.8	2.4	1.8	14.3	13.0	11.3	7.4	5.3

Date	DB and DI† Classes							FA and SA† Classes						
	CPR Prepayment Assumption							PSA Prepayment Assumption						
	0%	3%	6%	10%	20%	40%	60%	0%	100%	275%	475%	700%	950%	1200%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100
January 2011	97	94	91	88	78	58	39	99	93	82	70	57	42	28
January 2012	94	89	83	76	60	34	15	99	86	68	50	33	18	8
January 2013	91	83	76	67	47	20	6	98	79	55	35	19	8	2
January 2014	88	78	69	58	36	11	2	97	73	45	24	11	3	1
January 2015	85	73	62	50	28	7	1	96	67	37	17	6	1	*
January 2016	82	68	56	43	21	4	*	95	62	30	12	3	1	*
January 2017	78	63	51	37	16	2	*	94	57	25	8	2	*	*
January 2018	75	58	45	32	13	1	*	92	52	20	6	1	*	*
January 2019	71	54	41	27	10	1	*	91	47	16	4	1	*	*
January 2020	67	50	36	23	7	*	*	89	43	13	3	*	*	*
January 2021	63	45	32	20	5	*	*	88	39	11	2	*	*	*
January 2022	59	41	28	17	4	*	*	86	35	8	1	*	*	*
January 2023	55	37	25	14	3	*	*	84	32	7	1	*	*	*
January 2024	51	33	21	12	2	*	*	82	28	5	1	*	*	0
January 2025	46	29	18	9	2	*	*	79	25	4	*	*	*	0
January 2026	41	25	15	8	1	*	*	77	22	3	*	*	*	0
January 2027	37	22	13	6	1	*	*	74	19	3	*	*	*	0
January 2028	32	18	10	5	1	*	*	71	16	2	*	*	*	0
January 2029	27	15	8	4	*	*	0	67	14	1	*	*	*	0
January 2030	21	12	6	3	*	*	0	64	11	1	*	*	*	0
January 2031	16	8	4	2	*	*	0	59	9	1	*	*	0	0
January 2032	10	5	3	1	*	*	0	55	7	1	*	*	0	0
January 2033	4	2	1	*	*	*	0	50	5	*	*	*	0	0
January 2034	0	0	0	0	0	0	0	45	3	*	*	*	0	0
January 2035	0	0	0	0	0	0	0	39	1	*	*	*	0	0
January 2036	0	0	0	0	0	0	0	32	0	0	0	0	0	0
January 2037	0	0	0	0	0	0	0	25	0	0	0	0	0	0
January 2038	0	0	0	0	0	0	0	18	0	0	0	0	0	0
January 2039	0	0	0	0	0	0	0	9	0	0	0	0	0	0
January 2040	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average														
Life (years)**	13.4	10.6	8.5	6.5	3.9	1.9	1.1	21.1	9.8	4.9	2.9	1.8	1.2	0.8

\* 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.



NC, NI† and NA Classes										VF, VS and UB Classes								
Date	PSA Prepayment Assumption									PSA Prepayment Assumption								
	0%	100%	150%	190%	220%	250%	400%	700%	1000%	0%	100%	150%	190%	220%	250%	400%	700%	1000%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
January 2011	99	89	85	85	85	85	85	85	64	100	100	99	80	80	80	80	38	0
January 2012	98	78	70	70	70	70	70	52	25	100	100	99	64	64	64	64	0	0
January 2013	96	68	57	57	57	57	57	29	9	100	100	99	53	53	53	33	0	0
January 2014	95	59	45	45	45	45	45	16	3	100	100	99	45	45	45	5	0	0
January 2015	93	50	34	34	34	34	33	9	1	100	100	99	40	40	40	0	0	0
January 2016	91	41	25	25	25	25	24	5	*	100	100	99	35	35	35	0	0	0
January 2017	89	34	18	18	18	18	18	2	*	100	100	85	30	30	30	0	0	0
January 2018	87	26	13	13	13	13	13	1	0	100	100	66	24	24	24	0	0	0
January 2019	85	19	9	9	9	9	9	*	0	100	100	43	18	18	18	0	0	0
January 2020	82	13	7	7	7	7	6	*	0	100	100	19	12	12	12	0	0	0
January 2021	79	6	5	5	5	5	5	*	0	100	100	9	9	9	9	0	0	0
January 2022	76	3	3	3	3	3	3	*	0	100	84	7	7	7	7	0	0	0
January 2023	73	2	2	2	2	2	2	0	0	100	56	6	6	6	6	0	0	0
January 2024	69	1	1	1	1	1	1	0	0	100	28	5	5	5	5	0	0	0
January 2025	65	1	1	1	1	1	1	0	0	100	4	4	4	4	4	0	0	0
January 2026	61	*	*	*	*	*	*	0	0	100	3	3	3	3	3	0	0	0
January 2027	57	*	*	*	*	*	*	0	0	100	2	2	2	2	2	0	0	0
January 2028	52	*	*	*	*	*	*	0	0	100	1	1	1	1	1	0	0	0
January 2029	46	*	*	*	*	*	*	0	0	100	1	1	1	1	1	0	0	0
January 2030	40	0	0	0	0	0	0	0	0	100	0	0	0	0	0	0	0	0
January 2031	34	0	0	0	0	0	0	0	0	100	0	0	0	0	0	0	0	0
January 2032	27	0	0	0	0	0	0	0	0	100	0	0	0	0	0	0	0	0
January 2033	19	0	0	0	0	0	0	0	0	100	0	0	0	0	0	0	0	0
January 2034	11	0	0	0	0	0	0	0	0	100	0	0	0	0	0	0	0	0
January 2035	1	0	0	0	0	0	0	0	0	100	0	0	0	0	0	0	0	0
January 2036	0	0	0	0	0	0	0	0	0	47	0	0	0	0	0	0	0	0
January 2037	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
January 2038	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
January 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
January 2040	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average																		
Life (years)**	16.8	5.4	4.3	4.3	4.3	4.3	4.2	2.5	1.6	26.0	13.3	9.0	4.9	4.9	4.9	2.3	0.9	0.5

UF, US and UC Classes										FD and SD† Classes								
Date	PSA Prepayment Assumption									PSA Prepayment Assumption								
	0%	100%	150%	190%	220%	250%	400%	700%	1000%	0%	100%	200%	300%	350%	550%	750%	1000%	
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	
January 2011	100	100	100	98	85	80	59	0	0	99	93	87	81	78	66	54	39	
January 2012	100	100	100	96	75	64	19	0	0	98	86	75	65	60	44	29	16	
January 2013	100	100	100	95	66	53	0	0	0	98	79	65	52	47	29	16	6	
January 2014	100	100	100	94	60	45	0	0	0	97	73	56	42	36	19	9	2	
January 2015	100	100	100	93	57	40	0	0	0	95	67	48	34	28	12	5	1	
January 2016	100	100	100	90	52	36	0	0	0	94	62	41	27	22	8	2	*	
January 2017	100	100	100	81	46	30	0	0	0	93	57	36	22	17	5	1	*	
January 2018	100	100	100	69	39	25	0	0	0	92	52	30	17	13	3	1	*	
January 2019	100	100	100	55	33	19	0	0	0	90	47	26	14	10	2	*	*	
January 2020	100	100	100	41	26	13	0	0	0	89	43	22	11	8	1	*	*	
January 2021	100	100	86	32	18	9	0	0	0	87	39	19	9	6	1	*	*	
January 2022	100	100	66	23	9	7	0	0	0	85	35	16	7	4	1	*	*	
January 2023	100	100	46	14	6	6	0	0	0	83	31	13	5	3	*	*	*	
January 2024	100	100	27	6	5	5	0	0	0	81	28	11	4	2	*	*	*	
January 2025	100	97	17	4	4	4	0	0	0	78	25	9	3	2	*	*	*	
January 2026	100	74	9	3	3	3	0	0	0	75	22	8	2	1	*	*	*	
January 2027	100	52	2	2	2	2	0	0	0	72	19	6	2	1	*	*	*	
January 2028	100	31	1	1	1	1	0	0	0	69	16	5	1	1	*	*	*	
January 2029	100	12	1	1	1	1	0	0	0	66	14	4	1	1	*	*	*	
January 2030	100	4	0	0	0	0	0	0	0	62	12	3	1	*	*	*	0	
January 2031	100	0	0	0	0	0	0	0	0	58	9	2	1	*	*	*	0	
January 2032	100	0	0	0	0	0	0	0	0	53	7	2	*	*	*	*	0	
January 2033	100	0	0	0	0	0	0	0	0	49	5	1	*	*	*	*	0	
January 2034	100	0	0	0	0	0	0	0	0	43	4	1	*	*	*	*	0	
January 2035	100	0	0	0	0	0	0	0	0	37	2	*	*	*	*	*	0	
January 2036	100	0	0	0	0	0	0	0	0	31	*	*	*	*	*	*	0	
January 2037	81	0	0	0	0	0	0	0	0	24	0	0	0	0	0	0	0	
January 2038	16	0	0	0	0	0	0	0	0	17	0	0	0	0	0	0	0	
January 2039	0	0	0	0	0	0	0	0	0	9	0	0	0	0	0	0	0	
January 2040	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Weighted Average																		
Life (years)**	27.5	17.2	13.1	9.5	6.4	4.9	1.3	0.6	0.3	20.8	9.8	6.4	4.5	3.9	2.4	1.7	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.

Date	DC, ID† and DA Classes								DZ Class							
	PSA Prepayment Assumption								PSA Prepayment Assumption							
	0%	100%	200%	300%	350%	550%	750%	1000%	0%	100%	200%	300%	350%	550%	750%	1000%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
January 2011	99	91	83	83	83	83	68	49	105	105	105	105	105	105	105	105
January 2012	98	82	69	69	69	69	54	37	109	109	109	109	109	109	109	109
January 2013	97	74	56	56	56	36	20	7	114	114	114	114	114	114	114	114
January 2014	96	66	45	45	45	23	10	3	120	120	120	120	120	120	120	120
January 2015	94	59	35	35	35	15	6	1	125	125	125	125	125	125	125	125
January 2016	93	52	27	27	27	10	3	*	131	131	131	131	131	131	131	131
January 2017	91	45	21	21	21	6	1	0	137	137	137	137	137	137	137	86
January 2018	89	39	16	16	16	4	1	0	143	143	143	143	143	143	143	33
January 2019	88	33	12	12	12	2	*	0	150	150	150	150	150	150	150	13
January 2020	86	28	9	9	9	1	0	0	157	157	157	157	157	157	121	5
January 2021	83	23	7	7	7	1	0	0	164	164	164	164	164	164	64	2
January 2022	81	18	5	5	5	*	0	0	171	171	171	171	171	171	34	1
January 2023	78	14	4	4	4	*	0	0	179	179	179	179	179	179	18	*
January 2024	75	9	3	3	3	0	0	0	188	188	188	188	188	147	9	*
January 2025	72	5	2	2	2	0	0	0	196	196	196	196	196	93	5	*
January 2026	69	2	1	1	1	0	0	0	205	205	205	205	205	58	2	*
January 2027	65	1	1	1	1	0	0	0	215	215	215	215	215	36	1	*
January 2028	61	*	*	*	*	0	0	0	224	224	224	224	224	22	1	*
January 2029	57	*	*	*	*	0	0	0	235	235	235	235	235	13	*	*
January 2030	52	0	0	0	0	0	0	0	246	213	213	213	213	8	*	*
January 2031	47	0	0	0	0	0	0	0	257	145	145	145	145	5	*	*
January 2032	41	0	0	0	0	0	0	0	269	95	95	95	95	3	*	*
January 2033	35	0	0	0	0	0	0	0	281	58	58	58	58	1	*	*
January 2034	28	0	0	0	0	0	0	0	294	32	32	32	32	1	*	*
January 2035	21	0	0	0	0	0	0	0	307	14	14	14	14	*	*	0
January 2036	13	0	0	0	0	0	0	0	321	1	1	1	1	*	*	0
January 2037	4	0	0	0	0	0	0	0	336	0	0	0	0	0	0	0
January 2038	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
January 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
January 2040	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average																
Life (years)**	18.7	6.9	4.5	4.5	4.5	2.9	2.0	1.3	27.6	21.9	21.9	21.9	21.9	15.7	11.2	7.6

Date	YF, YS and YA Classes							
	PSA Prepayment Assumption							
	0%	100%	200%	300%	350%	550%	750%	1000%
Initial Percent	100	100	100	100	100	100	100	100
January 2011	100	100	100	71	56	0	0	0
January 2012	100	100	100	51	28	0	0	0
January 2013	100	100	100	39	11	0	0	0
January 2014	100	100	100	32	3	0	0	0
January 2015	100	100	100	29	1	0	0	0
January 2016	100	100	98	27	*	0	0	0
January 2017	100	100	94	25	*	0	0	0
January 2018	100	100	88	22	*	0	0	0
January 2019	100	100	80	20	*	0	0	0
January 2020	100	100	73	17	*	0	0	0
January 2021	100	100	65	15	*	0	0	0
January 2022	100	100	57	12	*	0	0	0
January 2023	100	100	50	10	*	0	0	0
January 2024	100	100	43	8	*	0	0	0
January 2025	100	100	37	7	*	0	0	0
January 2026	100	100	31	6	*	0	0	0
January 2027	100	90	26	4	*	0	0	0
January 2028	100	78	21	3	*	0	0	0
January 2029	100	67	17	3	*	0	0	0
January 2030	100	56	14	2	*	0	0	0
January 2031	100	45	10	1	*	0	0	0
January 2032	100	36	8	1	*	0	0	0
January 2033	100	26	5	1	*	0	0	0
January 2034	100	17	3	*	*	0	0	0
January 2035	100	9	2	*	*	0	0	0
January 2036	100	1	*	*	*	0	0	0
January 2037	100	0	0	0	0	0	0	0
January 2038	84	0	0	0	0	0	0	0
January 2039	44	0	0	0	0	0	0	0
January 2040	0	0	0	0	0	0	0	0
Weighted Average								
Life (years)**	28.9	20.8	13.8	4.6	1.5	0.5	0.3	0.2

\* Indicates an outstanding balance greater than 0% and less than 0.5% of the original principal balance.  
 \*\* Determined as specified under “Yield, Maturity and Prepayment Considerations—Weighted Average Lives and Final Distribution Dates” in the REMIC Prospectus.  
 † In the case of a Notional Class, the Decrement Table indicates the percentage of the original notional principal balance outstanding.

Date	LN, LI†, LA and L Classes						GA, GI†, GD and GE Classes						
	PSA Prepayment Assumption						PSA Prepayment Assumption						
	0%	100%	250%	423%	700%	1000%	0%	100%	131%	250%	500%	750%	1000%
Initial Percent . . . . .	100	100	100	100	100	100	100	100	100	100	100	100	100
January 2011 . . . . .	96	84	76	67	52	36	96	85	84	77	64	50	36
January 2012 . . . . .	92	70	57	44	27	13	92	72	69	59	40	25	13
January 2013 . . . . .	88	56	42	28	13	4	88	59	55	44	24	12	5
January 2014 . . . . .	83	44	29	17	6	1	83	47	43	31	14	6	2
January 2015 . . . . .	78	32	19	10	3	*	78	36	32	22	8	2	*
January 2016 . . . . .	73	21	11	5	1	*	73	25	22	14	4	1	*
January 2017 . . . . .	67	10	5	2	*	*	67	16	14	8	2	*	*
January 2018 . . . . .	60	1	*	*	*	*	60	6	5	3	1	*	*
January 2019 . . . . .	54	0	0	0	0	0	54	0	0	0	0	0	0
January 2020 . . . . .	46	0	0	0	0	0	46	0	0	0	0	0	0
January 2021 . . . . .	38	0	0	0	0	0	38	0	0	0	0	0	0
January 2022 . . . . .	30	0	0	0	0	0	30	0	0	0	0	0	0
January 2023 . . . . .	21	0	0	0	0	0	21	0	0	0	0	0	0
January 2024 . . . . .	11	0	0	0	0	0	11	0	0	0	0	0	0
January 2025 . . . . .	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average													
Life (years)** . . . . .	8.9	3.7	2.9	2.2	1.5	1.0	8.9	4.0	3.8	3.1	2.1	1.4	1.0

Date	HM Class							HZ Class							HT Class						
	PSA Prepayment Assumption							PSA Prepayment Assumption							PSA Prepayment Assumption						
	0%	100%	250%	500%	750%	1000%	1300%	0%	100%	250%	500%	750%	1000%	1300%	0%	100%	250%	500%	750%	1000%	1300%
Initial Percent . . . . .	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
January 2011 . . . . .	99	97	94	89	85	80	75	106	106	106	106	106	106	106	99	97	95	90	86	82	76
January 2012 . . . . .	98	91	82	69	56	44	30	112	112	112	112	112	112	112	98	92	84	71	59	47	35
January 2013 . . . . .	96	83	68	46	28	14	2	118	118	118	118	118	118	118	97	85	70	49	32	19	8
January 2014 . . . . .	95	76	55	29	12	1	0	125	125	125	125	125	125	34	96	79	59	34	17	7	2
January 2015 . . . . .	93	70	45	18	3	0	0	132	132	132	132	132	59	7	95	73	49	23	9	3	*
January 2016 . . . . .	91	63	36	10	0	0	0	139	139	139	139	102	23	2	94	67	41	16	5	1	*
January 2017 . . . . .	90	57	28	4	0	0	0	147	147	147	147	55	9	*	92	62	34	11	3	*	*
January 2018 . . . . .	88	52	22	0	0	0	0	155	155	155	150	30	4	*	91	57	28	8	1	*	*
January 2019 . . . . .	86	46	16	0	0	0	0	164	164	164	103	16	1	*	89	52	24	5	1	*	*
January 2020 . . . . .	83	41	11	0	0	0	0	173	173	173	70	8	1	*	88	48	20	4	*	*	*
January 2021 . . . . .	81	36	7	0	0	0	0	183	183	183	48	5	*	*	86	44	16	2	*	*	*
January 2022 . . . . .	78	32	4	0	0	0	0	193	193	193	32	2	*	*	84	40	13	2	*	*	*
January 2023 . . . . .	75	27	1	0	0	0	0	204	204	204	22	1	*	*	82	36	11	1	*	*	*
January 2024 . . . . .	72	23	0	0	0	0	0	216	216	180	15	1	*	*	79	33	9	1	*	*	0
January 2025 . . . . .	69	19	0	0	0	0	0	228	228	147	10	*	*	*	77	30	7	*	*	*	0
January 2026 . . . . .	65	15	0	0	0	0	0	241	241	119	7	*	*	0	74	27	6	*	*	*	0
January 2027 . . . . .	61	12	0	0	0	0	0	254	254	96	4	*	*	0	71	24	5	*	*	*	0
January 2028 . . . . .	57	8	0	0	0	0	0	269	269	78	3	*	*	0	68	21	4	*	*	*	0
January 2029 . . . . .	53	5	0	0	0	0	0	284	284	62	2	*	*	0	64	19	3	*	*	*	0
January 2030 . . . . .	48	2	0	0	0	0	0	300	300	49	1	*	*	0	60	16	2	*	*	*	0
January 2031 . . . . .	43	0	0	0	0	0	0	317	285	39	1	*	*	0	56	14	2	*	*	0	0
January 2032 . . . . .	37	0	0	0	0	0	0	334	244	30	1	*	*	0	52	12	1	*	*	0	0
January 2033 . . . . .	31	0	0	0	0	0	0	353	206	23	*	*	*	0	47	10	1	*	*	0	0
January 2034 . . . . .	24	0	0	0	0	0	0	373	170	17	*	*	0	0	42	8	1	*	*	0	0
January 2035 . . . . .	17	0	0	0	0	0	0	394	136	12	*	*	0	0	36	7	1	*	*	0	0
January 2036 . . . . .	10	0	0	0	0	0	0	417	104	9	*	*	0	0	30	5	*	*	*	0	0
January 2037 . . . . .	1	0	0	0	0	0	0	440	75	6	*	*	0	0	23	4	*	*	*	0	0
January 2038 . . . . .	0	0	0	0	0	0	0	324	47	3	*	*	0	0	16	2	*	*	*	0	0
January 2039 . . . . .	0	0	0	0	0	0	0	169	21	1	*	*	0	0	8	1	*	*	0	0	0
January 2040 . . . . .	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)** . . . . .	17.9	9.1	5.2	3.2	2.4	1.9	1.6	28.7	24.7	17.7	10.6	7.2	5.3	3.9	20.5	11.2	6.4	3.7	2.7	2.1	1.7

\* Indicates an outstanding balance greater than 0% and less than 0.5% of the original principal balance.  
 \*\* Determined as specified under “Yield, Maturity and Prepayment Considerations—Weighted Average Lives and Final Distribution Dates” in the REMIC Prospectus.  
 † In the case of a Notional Class, the Decrement Table indicates the percentage of the original notional principal balance outstanding.

## **Characteristics of the Residual Classes**

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 Elections and Special Tax Attributes**

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

## **Taxation of Beneficial Owners of Regular Certificates**

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

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

<u>Group</u>	<u>Prepayment Assumption</u>
1	131% PSA
2	220% PSA
3	6% CPR
4	475% PSA
5	220% PSA
6	300% PSA
7	423% PSA
8	131% PSA
9	250% PSA

See “Material Federal Income Tax Consequences—Taxation of Beneficial Owners of Regular Certificates—*Treatment of Original Issue Discount*” in the REMIC Prospectus. No representation is made as to whether the Mortgage Loans underlying the MBS will prepay at any of those rates or any other rate. See “Description of the Certificates—Weighted Average Lives of the Certificates” in this prospectus supplement and “Yield, Maturity and Prepayment Considerations—Weighted Average Lives and Final Distribution Dates” in the REMIC Prospectus.

## **Taxation of Beneficial Owners of Residual Certificates**

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

## **Taxation of Beneficial Owners of RCR Certificates**

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

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

## **PLAN OF DISTRIBUTION**

We are obligated to deliver the Certificates to Citigroup Global Markets, Inc. (the “Dealer”) in exchange for the Trust MBS, the Group 4 SMBS and the Group 5 Underlying REMIC Certificates. 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 dealer.

## **LEGAL MATTERS**

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



**Assumed Characteristics of the Mortgage Loans Underlying the ARM MBS  
(As of January 1, 2010)**

<b>Issue Date Unpaid Principal Balance</b>	<b>Weighted Average Net Mortgage Rate* (%)</b>	<b>Weighted Average Mortgage Rate (%)</b>	<b>Weighted Average Original Term (in months)</b>	<b>Weighted Average Remaining Term to Maturity (in months) ("WARM")</b>	<b>Weighted Average Loan Age (in months) ("WALA")</b>	<b>Weighted Average Margin (%)</b>	<b>Weighted Average Initial Reset Cap (%)</b>	<b>Weighted Average Periodic Rate Cap (%)</b>	<b>Weighted Average Lifetime Rate Cap (%)</b>	<b>Weighted Average Lifetime Rate Floor (%)</b>	<b>Weighted Average Months to Rate Change</b>	<b>Rate Reset Frequency (in months)</b>	<b>Payment Reset Frequency (in months)</b>	<b>Index**</b>
\$105,295,611.00	3.185	3.834	360	285	75	2.260	2.000	2.000	10.8416	2.260	8	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.

## Group 5 Underlying REMIC Certificates

Underlying REMIC Trust	Class	Date of Issue	CUSIP Number	Interest Rate	Interest Type(1)	Final Distribution Date	Principal Type(1)	Original Principal Balance of Class	January 2010 Class Factor	Principal Balance in the Lower Tier REMIC	Security Type	Approximate Weighted Average WAC	Approximate Weighted Average WAM (in months)	Approximate Weighted Average WALA (in months)
2009-105	DA	November 2009	31398GGB9	4.5%	FIX	December 2039	PAC	\$135,379,000	0.97368825	\$83,132,529.10	MBS	6.537%	330	27
2009-110	CA	December 2009	31398GNH8	4.5	FIX	January 2040	PAC	58,813,000	0.97773786	57,503,696.76	MBS	6.525	323	32

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

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

## Schedule 1

## Available Recombinations(1)

REMIC Certificates		RCR Certificates						
Classes	Original Balances	RCR Classes	Original Balances	Principal Type(2)	Interest Rate	Interest Type(2)	CUSIP Number	Final Distribution Date
Recombination 1								
NC	\$105,379,000	NA	\$105,379,000	SC/PAC	4.50%	FIX	31398G4G1	January 2040
NI	11,708,778(3)							
Recombination 2								
VF	10,652,718	UB	16,570,895	SC/PAC	4.50	FIX	31398G4F3	January 2040
VS	5,918,177							
Recombination 3								
DC	95,531,000	DA	95,531,000	PAC/AD	4.50	FIX	31398G4H9	January 2040
ID	10,614,556(3)							
Recombination 4								
LN	105,000,000	LA	105,000,000	PT	3.50	FIX	31398G4J5	February 2025
LI	21,000,000(3)							
Recombination 5								
LN	105,000,000	L	105,000,000	PT	5.00	FIX	31398G4K2	February 2025
LI	52,500,000(3)							
Recombination 6								
GA	50,000,000	GD	50,000,000	PT	4.50	FIX	31398G4L0	February 2025
GI	5,000,000(3)							
Recombination 7								
GA	50,000,000	GE	50,000,000	PT	5.00	FIX	31398G4M8	February 2025
GI	10,000,000(3)							
Recombination 8								
HM	105,000,000	HT	110,526,316	PT	5.50	FIX	31398G4N6	February 2040
HZ(4)	5,526,316							

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

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

(3) Notional balances. These Classes are Interest Only Classes. See page S-10 for a description of how their notional balances are calculated.

(4) Principal payments on the REMIC Certificates in Recombination 8 from the HZ Accrual Amount will be paid as interest on the related RCR Certificates, and thus will not reduce the principal balances of those RCR Certificates.

## Principal Balance Schedules

### *NC Class Planned Balances*

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
Initial Balance .....	\$105,379,000.00	April 2015 .....	\$ 32,834,868.17	July 2020 .....	\$ 5,826,985.16
February 2010 .....	104,053,417.72	May 2015 .....	31,985,128.65	August 2020 .....	5,657,188.33
March 2010 .....	102,713,136.09	June 2015 .....	31,156,653.46	September 2020 ....	5,491,724.01
April 2010 .....	101,363,269.26	July 2015 .....	30,348,914.87	October 2020 .....	5,330,483.48
May 2010 .....	100,008,652.77	August 2015 .....	29,561,398.19	November 2020 .....	5,173,360.71
June 2010 .....	98,651,306.00	September 2015 ....	28,793,601.44	December 2020 .....	5,020,252.31
July 2010 .....	97,293,805.88	October 2015 .....	28,045,035.05	January 2021 .....	4,871,057.46
August 2010 .....	95,936,487.49	November 2015 .....	27,315,221.56	February 2021 .....	4,725,677.85
September 2010 ....	94,579,761.99	December 2015 .....	26,603,695.29	March 2021 .....	4,584,017.62
October 2010 .....	93,223,800.21	January 2016 .....	25,910,002.07	April 2021 .....	4,445,983.27
November 2010 .....	91,868,741.20	February 2016 .....	25,233,698.96	May 2021 .....	4,311,483.65
December 2010 .....	90,515,226.12	March 2016 .....	24,574,353.95	June 2021 .....	4,180,429.87
January 2011 .....	89,163,580.68	April 2016 .....	23,931,545.74	July 2021 .....	4,052,735.24
February 2011 .....	87,819,141.97	May 2016 .....	23,304,863.42	August 2021 .....	3,928,315.25
March 2011 .....	86,484,549.43	June 2016 .....	22,693,906.24	September 2021 ....	3,807,087.46
April 2011 .....	85,160,201.50	July 2016 .....	22,098,283.36	October 2021 .....	3,688,971.51
May 2011 .....	83,846,056.96	August 2016 .....	21,517,613.60	November 2021 .....	3,573,889.04
June 2011 .....	82,542,446.96	September 2016 ....	20,951,525.21	December 2021 .....	3,461,763.62
July 2011 .....	81,249,336.97	October 2016 .....	20,399,655.63	January 2022 .....	3,352,520.74
August 2011 .....	79,966,760.87	November 2016 .....	19,861,651.25	February 2022 .....	3,246,087.74
September 2011 ....	78,694,635.37	December 2016 .....	19,337,167.23	March 2022 .....	3,142,393.77
October 2011 .....	77,432,882.76	January 2017 .....	18,825,867.24	April 2022 .....	3,041,369.75
November 2011 .....	76,181,420.95	February 2017 .....	18,327,423.26	May 2022 .....	2,942,948.33
December 2011 .....	74,940,168.51	March 2017 .....	17,841,515.41	June 2022 .....	2,847,063.81
January 2012 .....	73,709,044.65	April 2017 .....	17,367,831.70	July 2022 .....	2,753,652.15
February 2012 .....	72,487,980.47	May 2017 .....	16,906,067.88	August 2022 .....	2,662,650.90
March 2012 .....	71,276,896.19	June 2017 .....	16,455,927.20	September 2022 ....	2,573,999.17
April 2012 .....	70,075,712.66	July 2017 .....	16,017,120.27	October 2022 .....	2,487,637.59
May 2012 .....	68,884,351.35	August 2017 .....	15,589,364.86	November 2022 .....	2,403,508.26
June 2012 .....	67,702,734.35	September 2017 ....	15,172,385.71	December 2022 .....	2,321,554.74
July 2012 .....	66,530,784.35	October 2017 .....	14,765,914.39	January 2023 .....	2,241,721.99
August 2012 .....	65,368,424.66	November 2017 .....	14,369,689.10	February 2023 .....	2,163,956.34
September 2012 ....	64,215,579.19	December 2017 .....	13,983,454.52	March 2023 .....	2,088,205.48
October 2012 .....	63,072,172.45	January 2018 .....	13,606,961.66	April 2023 .....	2,014,418.38
November 2012 .....	61,938,129.54	February 2018 .....	13,239,967.69	May 2023 .....	1,942,545.30
December 2012 .....	60,813,376.15	March 2018 .....	12,882,235.79	June 2023 .....	1,872,537.73
January 2013 .....	59,697,838.56	April 2018 .....	12,533,535.01	July 2023 .....	1,804,348.40
February 2013 .....	58,591,443.61	May 2018 .....	12,193,640.10	August 2023 .....	1,737,931.18
March 2013 .....	57,494,118.74	June 2018 .....	11,862,331.41	September 2023 ....	1,673,241.12
April 2013 .....	56,405,791.95	July 2018 .....	11,539,394.71	October 2023 .....	1,610,234.40
May 2013 .....	55,326,391.80	August 2018 .....	11,224,621.11	November 2023 .....	1,548,868.28
June 2013 .....	54,255,847.42	September 2018 ....	10,917,806.85	December 2023 .....	1,489,101.09
July 2013 .....	53,194,088.49	October 2018 .....	10,618,753.26	January 2024 .....	1,430,892.21
August 2013 .....	52,141,045.26	November 2018 .....	10,327,266.55	February 2024 .....	1,374,202.04
September 2013 ....	51,096,648.50	December 2018 .....	10,043,157.77	March 2024 .....	1,318,991.96
October 2013 .....	50,060,829.55	January 2019 .....	9,766,242.64	April 2024 .....	1,265,224.32
November 2013 .....	49,033,520.28	February 2019 .....	9,496,341.43	May 2024 .....	1,212,862.41
December 2013 .....	48,014,653.09	March 2019 .....	9,233,278.89	June 2024 .....	1,161,870.45
January 2014 .....	47,004,160.92	April 2019 .....	8,976,884.10	July 2024 .....	1,112,213.54
February 2014 .....	46,001,977.24	May 2019 .....	8,726,990.38	August 2024 .....	1,063,857.68
March 2014 .....	45,008,036.03	June 2019 .....	8,483,435.18	September 2024 ....	1,016,769.70
April 2014 .....	44,022,271.81	July 2019 .....	8,246,060.00	October 2024 .....	970,917.27
May 2014 .....	43,044,619.59	August 2019 .....	8,014,710.24	November 2024 .....	926,268.87
June 2014 .....	42,075,014.91	September 2019 ....	7,789,235.15	December 2024 .....	882,793.76
July 2014 .....	41,113,393.80	October 2019 .....	7,569,487.73	January 2025 .....	840,462.00
August 2014 .....	40,159,692.81	November 2019 .....	7,355,324.61	February 2025 .....	799,244.36
September 2014 ....	39,213,848.99	December 2019 .....	7,146,605.98	March 2025 .....	759,112.39
October 2014 .....	38,275,799.87	January 2020 .....	6,943,195.51	April 2025 .....	720,038.32
November 2014 .....	37,345,483.47	February 2020 .....	6,744,960.25	May 2025 .....	681,995.09
December 2014 .....	36,422,838.32	March 2020 .....	6,551,770.54	June 2025 .....	644,956.31
January 2015 .....	35,507,803.42	April 2020 .....	6,363,499.95	July 2025 .....	608,896.28
February 2015 .....	34,600,318.24	May 2020 .....	6,180,025.18	August 2025 .....	573,789.91
March 2015 .....	33,706,413.10	June 2020 .....	6,001,226.00	September 2025 ....	539,612.77

## NC Class (Continued)

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
October 2025 .....	\$ 506,341.03	March 2027 .....	\$ 110,002.68	August 2028 .....	\$ 38,672.60
November 2025 .....	473,951.46	April 2027 .....	104,710.90	September 2028 ....	35,523.05
December 2025 .....	442,421.43	May 2027 .....	99,576.55	October 2028 .....	32,469.38
January 2026 .....	411,728.85	June 2027 .....	94,595.12	November 2028 .....	29,508.81
February 2026 .....	381,852.22	July 2027 .....	89,762.25	December 2028 .....	26,638.65
March 2026 .....	352,770.55	August 2027 .....	85,073.69	January 2029 .....	23,856.27
April 2026 .....	324,463.40	September 2027 ....	80,525.31	February 2029 .....	21,159.12
May 2026 .....	296,910.85	October 2027 .....	76,113.09	March 2029 .....	18,544.73
June 2026 .....	270,093.46	November 2027 .....	71,833.13	April 2029 .....	16,010.68
July 2026 .....	243,992.30	December 2027 .....	67,681.64	May 2029 .....	13,554.64
August 2026 .....	218,588.90	January 2028 .....	63,654.92	June 2029 .....	11,174.33
September 2026 ....	193,865.27	February 2028 .....	59,749.39	July 2029 .....	8,867.53
October 2026 .....	169,803.87	March 2028 .....	55,961.56	August 2029 .....	6,632.11
November 2026 .....	146,387.60	April 2028 .....	52,288.04	September 2029 ....	4,465.97
December 2026 .....	126,869.49	May 2028 .....	48,725.54	October 2029 .....	2,367.08
January 2027 .....	121,077.15	June 2028 .....	45,270.86	November 2029 .....	333.48
February 2027 .....	115,456.51	July 2028 .....	41,920.89	December 2029 and thereafter .....	0.00

## Aggregate Group I Planned Balances

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
Initial Balance .....	\$ 16,570,895.00	May 2013 .....	\$ 8,279,631.04	September 2016 ....	\$ 5,263,397.59
February 2010 .....	16,263,327.44	June 2013 .....	8,165,958.90	October 2016 .....	5,183,520.82
March 2010 .....	15,961,298.83	July 2013 .....	8,055,850.14	November 2016 .....	5,103,020.37
April 2010 .....	15,662,693.68	August 2013 .....	7,949,242.81	December 2016 .....	5,021,956.37
May 2010 .....	15,365,856.10	September 2013 ....	7,846,075.89	January 2017 .....	4,940,386.73
June 2010 .....	15,070,036.62	October 2013 .....	7,746,289.25	February 2017 .....	4,858,367.19
July 2010 .....	14,781,324.94	November 2013 .....	7,649,823.65	March 2017 .....	4,775,951.38
August 2010 .....	14,499,566.13	December 2013 .....	7,556,620.70	April 2017 .....	4,693,190.89
September 2010 ....	14,224,565.17	January 2014 .....	7,466,622.91	May 2017 .....	4,610,135.33
October 2010 .....	13,956,273.71	February 2014 .....	7,379,773.61	June 2017 .....	4,526,832.41
November 2010 .....	13,694,624.51	March 2014 .....	7,296,016.97	July 2017 .....	4,443,327.97
December 2010 .....	13,439,579.42	April 2014 .....	7,215,298.00	August 2017 .....	4,359,666.06
January 2011 .....	13,190,982.84	May 2014 .....	7,137,562.52	September 2017 ....	4,275,888.99
February 2011 .....	12,948,540.14	June 2014 .....	7,062,757.13	October 2017 .....	4,192,037.35
March 2011 .....	12,711,864.68	July 2014 .....	6,990,829.28	November 2017 .....	4,108,150.12
April 2011 .....	12,480,703.17	August 2014 .....	6,921,727.13	December 2017 ....	4,024,264.70
May 2011 .....	12,254,958.07	September 2014 ....	6,855,399.66	January 2018 .....	3,940,416.93
June 2011 .....	12,034,640.83	October 2014 .....	6,791,796.59	February 2018 .....	3,856,641.17
July 2011 .....	11,819,642.20	November 2014 .....	6,730,868.41	March 2018 .....	3,772,970.35
August 2011 .....	11,609,911.87	December 2014 .....	6,672,566.32	April 2018 .....	3,689,435.98
September 2011 ....	11,405,363.27	January 2015 .....	6,616,842.26	May 2018 .....	3,606,068.24
October 2011 .....	11,205,908.73	February 2015 .....	6,563,648.91	June 2018 .....	3,522,895.99
November 2011 .....	11,011,464.23	March 2015 .....	6,510,590.09	July 2018 .....	3,439,946.84
December 2011 .....	10,821,946.92	April 2015 .....	6,455,234.14	August 2018 .....	3,357,247.13
January 2012 .....	10,637,275.18	May 2015 .....	6,397,699.51	September 2018 ....	3,274,822.07
February 2012 .....	10,457,371.93	June 2015 .....	6,338,100.65	October 2018 .....	3,192,695.67
March 2012 .....	10,282,157.67	July 2015 .....	6,276,548.23	November 2018 .....	3,110,890.87
April 2012 .....	10,111,554.07	August 2015 .....	6,213,149.12	December 2018 .....	3,029,429.50
May 2012 .....	9,945,483.93	September 2015 ....	6,148,006.62	January 2019 .....	2,948,332.37
June 2012 .....	9,783,871.14	October 2015 .....	6,081,220.49	February 2019 .....	2,867,619.28
July 2012 .....	9,626,640.74	November 2015 .....	6,012,887.05	March 2019 .....	2,787,309.04
August 2012 .....	9,473,718.83	December 2015 .....	5,943,099.35	April 2019 .....	2,707,419.55
September 2012 ....	9,325,032.59	January 2016 .....	5,871,947.18	May 2019 .....	2,627,967.77
October 2012 .....	9,180,510.26	February 2016 .....	5,799,517.25	June 2019 .....	2,548,969.81
November 2012 .....	9,040,081.11	March 2016 .....	5,725,893.20	July 2019 .....	2,470,440.88
December 2012 .....	8,903,675.46	April 2016 .....	5,651,155.76	August 2019 .....	2,392,395.43
January 2013 .....	8,771,224.64	May 2016 .....	5,575,382.78	September 2019 ....	2,314,847.08
February 2013 .....	8,642,660.99	June 2016 .....	5,498,649.36	October 2019 .....	2,237,808.67
March 2013 .....	8,517,917.82	July 2016 .....	5,421,027.91	November 2019 .....	2,161,292.34
April 2013 .....	8,396,929.41	August 2016 .....	5,342,588.22	December 2019 .....	2,085,309.48

### Aggregate Group I (Continued)

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
January 2020 .....	\$ 2,009,870.80	June 2023 .....	\$ 894,339.48	November 2026 .....	\$ 404,921.45
February 2020 .....	1,934,986.35	July 2023 .....	878,484.55	December 2026 .....	394,998.38
March 2020 .....	1,860,665.51	August 2023 .....	862,850.08	January 2027 .....	379,053.08
April 2020 .....	1,786,917.08	September 2023 .....	847,434.34	February 2027 .....	363,446.64
May 2020 .....	1,713,749.23	October 2023 .....	832,235.59	March 2027 .....	348,172.27
June 2020 .....	1,641,169.55	November 2023 .....	817,252.04	April 2027 .....	333,223.29
July 2020 .....	1,597,787.63	December 2023 .....	802,481.89	May 2027 .....	318,593.14
August 2020 .....	1,573,569.31	January 2024 .....	787,923.31	June 2027 .....	304,275.43
September 2020 .....	1,549,589.89	February 2024 .....	773,574.44	July 2027 .....	290,263.84
October 2020 .....	1,525,850.75	March 2024 .....	759,433.42	August 2027 .....	276,552.22
November 2020 .....	1,502,353.12	April 2024 .....	745,498.35	September 2027 .....	263,134.51
December 2020 .....	1,479,098.07	May 2024 .....	731,767.32	October 2027 .....	250,004.78
January 2021 .....	1,456,086.49	June 2024 .....	718,238.41	November 2027 .....	237,157.22
February 2021 .....	1,433,319.14	July 2024 .....	704,909.69	December 2027 .....	224,586.11
March 2021 .....	1,410,796.62	August 2024 .....	691,779.19	January 2028 .....	212,285.87
April 2021 .....	1,388,519.40	September 2024 .....	678,844.96	February 2028 .....	200,251.02
May 2021 .....	1,366,487.82	October 2024 .....	666,105.03	March 2028 .....	188,476.18
June 2021 .....	1,344,702.07	November 2024 .....	653,557.42	April 2028 .....	176,956.07
July 2021 .....	1,323,162.25	December 2024 .....	641,200.14	May 2028 .....	165,685.55
August 2021 .....	1,301,868.32	January 2025 .....	629,031.20	June 2028 .....	154,659.52
September 2021 .....	1,280,820.12	February 2025 .....	617,048.60	July 2028 .....	143,873.04
October 2021 .....	1,260,017.40	March 2025 .....	605,250.34	August 2028 .....	133,321.23
November 2021 .....	1,239,459.81	April 2025 .....	593,634.41	September 2028 .....	122,999.31
December 2021 .....	1,219,146.87	May 2025 .....	582,198.81	October 2028 .....	112,902.60
January 2022 .....	1,199,078.04	June 2025 .....	570,941.54	November 2028 .....	103,026.52
February 2022 .....	1,179,252.67	July 2025 .....	559,860.58	December 2028 .....	93,366.56
March 2022 .....	1,159,670.04	August 2025 .....	548,953.93	January 2029 .....	83,918.32
April 2022 .....	1,140,329.33	September 2025 .....	538,219.59	February 2029 .....	74,677.46
May 2022 .....	1,121,229.63	October 2025 .....	527,655.57	March 2029 .....	65,639.76
June 2022 .....	1,102,370.00	November 2025 .....	517,259.85	April 2029 .....	56,801.05
July 2022 .....	1,083,749.39	December 2025 .....	507,030.47	May 2029 .....	48,157.26
August 2022 .....	1,065,366.69	January 2026 .....	496,965.41	June 2029 .....	39,704.39
September 2022 .....	1,047,220.74	February 2026 .....	487,062.72	July 2029 .....	31,438.54
October 2022 .....	1,029,310.30	March 2026 .....	477,320.40	August 2029 .....	23,355.85
November 2022 .....	1,011,634.08	April 2026 .....	467,736.50	September 2029 .....	15,452.58
December 2022 .....	994,190.73	May 2026 .....	458,309.06	October 2029 .....	7,725.02
January 2023 .....	976,978.86	June 2026 .....	449,036.13	November 2029 .....	323.65
February 2023 .....	959,997.03	July 2026 .....	439,915.76	December 2029 and thereafter .....	0.00
March 2023 .....	943,243.73	August 2026 .....	430,946.03		
April 2023 .....	926,717.43	September 2026 .....	422,125.00		
May 2023 .....	910,416.55	October 2026 .....	413,450.78		

### Aggregate Group II Planned Balances

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
Initial Balance .....	\$ 95,731,000.00	June 2011 .....	\$ 73,700,954.67	November 2012 .....	\$ 55,501,939.33
February 2010 .....	94,315,770.32	July 2011 .....	72,531,298.68	December 2012 .....	54,536,237.10
March 2010 .....	92,916,280.80	August 2011 .....	71,374,717.83	January 2013 .....	53,581,391.32
April 2010 .....	91,532,360.79	September 2011 .....	70,231,070.05	February 2013 .....	52,637,283.73
May 2010 .....	90,163,841.49	October 2011 .....	69,100,214.78	March 2013 .....	51,703,797.33
June 2010 .....	88,810,555.89	November 2011 .....	67,982,012.99	April 2013 .....	50,780,816.38
July 2010 .....	87,472,338.78	December 2011 .....	66,876,327.12	May 2013 .....	49,868,226.38
August 2010 .....	86,149,026.71	January 2012 .....	65,783,021.09	June 2013 .....	48,965,914.06
September 2010 .....	84,840,458.00	February 2012 .....	64,701,960.29	July 2013 .....	48,073,767.37
October 2010 .....	83,546,472.68	March 2012 .....	63,633,011.54	August 2013 .....	47,191,675.46
November 2010 .....	82,266,912.51	April 2012 .....	62,576,043.10	September 2013 .....	46,319,528.68
December 2010 .....	81,001,620.95	May 2012 .....	61,530,924.64	October 2013 .....	45,457,218.54
January 2011 .....	79,750,443.12	June 2012 .....	60,497,527.23	November 2013 .....	44,604,637.74
February 2011 .....	78,513,225.81	July 2012 .....	59,475,723.32	December 2013 .....	43,761,680.11
March 2011 .....	77,289,817.45	August 2012 .....	58,465,386.73	January 2014 .....	42,928,240.63
April 2011 .....	76,080,068.10	September 2012 .....	57,466,392.64	February 2014 .....	42,104,215.41
May 2011 .....	74,883,829.42	October 2012 .....	56,478,617.56	March 2014 .....	41,289,501.68



## Aggregate Group II (Continued)

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
April 2014 .....	\$ 40,483,997.77	July 2019 .....	\$ 10,268,709.86	October 2024 .....	\$ 2,346,754.44
May 2014 .....	39,687,603.10	August 2019 .....	10,040,259.48	November 2024 .....	2,289,518.21
June 2014 .....	38,900,218.17	September 2019 .....	9,816,664.03	December 2024 .....	2,233,560.68
July 2014 .....	38,121,744.56	October 2019 .....	9,597,823.16	January 2025 .....	2,178,854.62
August 2014 .....	37,352,084.90	November 2019 .....	9,383,638.56	February 2025 .....	2,125,373.34
September 2014 .....	36,591,142.87	December 2019 .....	9,174,013.90	March 2025 .....	2,073,090.72
October 2014 .....	35,838,823.19	January 2020 .....	8,968,854.83	April 2025 .....	2,021,981.18
November 2014 .....	35,095,031.59	February 2020 .....	8,768,068.89	May 2025 .....	1,972,019.67
December 2014 .....	34,359,674.83	March 2020 .....	8,571,565.52	June 2025 .....	1,923,181.65
January 2015 .....	33,632,660.66	April 2020 .....	8,379,256.00	July 2025 .....	1,875,443.09
February 2015 .....	32,915,783.13	May 2020 .....	8,191,053.41	August 2025 .....	1,828,780.47
March 2015 .....	32,213,751.44	June 2020 .....	8,006,872.59	September 2025 .....	1,783,170.76
April 2015 .....	31,526,263.78	July 2020 .....	7,826,630.12	October 2025 .....	1,738,591.39
May 2015 .....	30,853,024.38	August 2020 .....	7,650,244.28	November 2025 .....	1,695,020.27
June 2015 .....	30,193,743.43	September 2020 .....	7,477,635.02	December 2025 .....	1,652,435.77
July 2015 .....	29,548,136.94	October 2020 .....	7,308,723.90	January 2026 .....	1,610,816.71
August 2015 .....	28,915,926.61	November 2020 .....	7,143,434.09	February 2026 .....	1,570,142.34
September 2015 .....	28,296,839.75	December 2020 .....	6,981,690.33	March 2026 .....	1,530,392.36
October 2015 .....	27,690,609.14	January 2021 .....	6,823,418.88	April 2026 .....	1,491,546.88
November 2015 .....	27,096,972.94	February 2021 .....	6,668,547.52	May 2026 .....	1,453,586.43
December 2015 .....	26,515,674.56	March 2021 .....	6,517,005.49	June 2026 .....	1,416,491.94
January 2016 .....	25,946,462.59	April 2021 .....	6,368,723.47	July 2026 .....	1,380,244.74
February 2016 .....	25,389,090.66	May 2021 .....	6,223,633.57	August 2026 .....	1,344,826.55
March 2016 .....	24,843,317.37	June 2021 .....	6,081,669.27	September 2026 .....	1,310,219.48
April 2016 .....	24,308,906.17	July 2021 .....	5,942,765.42	October 2026 .....	1,276,405.99
May 2016 .....	23,785,625.27	August 2021 .....	5,806,858.19	November 2026 .....	1,243,368.93
June 2016 .....	23,273,247.54	September 2021 .....	5,673,885.06	December 2026 .....	1,211,091.50
July 2016 .....	22,771,550.44	October 2021 .....	5,543,784.78	January 2027 .....	1,179,557.25
August 2016 .....	22,280,315.89	November 2021 .....	5,416,497.36	February 2027 .....	1,148,750.08
September 2016 .....	21,799,330.22	December 2021 .....	5,291,964.04	March 2027 .....	1,118,654.21
October 2016 .....	21,328,384.05	January 2022 .....	5,170,127.25	April 2027 .....	1,089,254.21
November 2016 .....	20,867,272.23	February 2022 .....	5,050,930.60	May 2027 .....	1,060,534.96
December 2016 .....	20,415,793.74	March 2022 .....	4,934,318.85	June 2027 .....	1,032,481.67
January 2017 .....	19,973,751.61	April 2022 .....	4,820,237.90	July 2027 .....	1,005,079.85
February 2017 .....	19,540,952.84	May 2022 .....	4,708,634.76	August 2027 .....	978,315.31
March 2017 .....	19,117,208.32	June 2022 .....	4,599,457.51	September 2027 .....	952,174.16
April 2017 .....	18,702,332.76	July 2022 .....	4,492,655.31	October 2027 .....	926,642.81
May 2017 .....	18,296,144.60	August 2022 .....	4,388,178.35	November 2027 .....	901,707.95
June 2017 .....	17,898,465.95	September 2022 .....	4,285,977.85	December 2027 .....	877,356.56
July 2017 .....	17,509,122.51	October 2022 .....	4,186,006.02	January 2028 .....	853,575.87
August 2017 .....	17,127,943.50	November 2022 .....	4,088,216.05	February 2028 .....	830,353.40
September 2017 .....	16,754,761.57	December 2022 .....	3,992,562.10	March 2028 .....	807,676.92
October 2017 .....	16,389,412.77	January 2023 .....	3,898,999.27	April 2028 .....	785,534.46
November 2017 .....	16,031,736.45	February 2023 .....	3,807,483.58	May 2028 .....	763,914.31
December 2017 .....	15,681,575.20	March 2023 .....	3,717,971.94	June 2028 .....	742,805.00
January 2018 .....	15,338,774.81	April 2023 .....	3,630,422.17	July 2028 .....	722,195.31
February 2018 .....	15,003,184.17	May 2023 .....	3,544,792.93	August 2028 .....	702,074.24
March 2018 .....	14,674,655.23	June 2023 .....	3,461,043.75	September 2028 .....	682,431.04
April 2018 .....	14,353,042.93	July 2023 .....	3,379,134.99	October 2028 .....	663,255.17
May 2018 .....	14,038,205.15	August 2023 .....	3,299,027.81	November 2028 .....	644,536.33
June 2018 .....	13,730,002.63	September 2023 .....	3,220,684.18	December 2028 .....	626,264.43
July 2018 .....	13,428,298.95	October 2023 .....	3,144,066.86	January 2029 .....	608,429.59
August 2018 .....	13,132,960.43	November 2023 .....	3,069,139.37	February 2029 .....	591,022.15
September 2018 .....	12,843,856.10	December 2023 .....	2,995,865.97	March 2029 .....	574,032.64
October 2018 .....	12,560,857.65	January 2024 .....	2,924,211.67	April 2029 .....	557,451.80
November 2018 .....	12,283,839.36	February 2024 .....	2,854,142.20	May 2029 .....	541,270.56
December 2018 .....	12,012,678.06	March 2024 .....	2,785,624.00	June 2029 .....	525,480.05
January 2019 .....	11,747,253.07	April 2024 .....	2,718,624.19	July 2029 .....	510,071.58
February 2019 .....	11,487,446.17	May 2024 .....	2,653,110.58	August 2029 .....	495,036.66
March 2019 .....	11,233,141.51	June 2024 .....	2,589,051.64	September 2029 .....	480,366.96
April 2019 .....	10,984,225.61	July 2024 .....	2,526,416.48	October 2029 .....	466,054.34
May 2019 .....	10,740,587.29	August 2024 .....	2,465,174.87	November 2029 .....	452,090.83
June 2019 .....	10,502,117.61	September 2024 .....	2,405,297.19	December 2029 .....	438,468.63



**Aggregate Group II (Continued)**

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
January 2030 .....	\$ 425,180.11	February 2032 .....	\$ 182,108.08	March 2034 .....	\$ 56,848.20
February 2030 .....	412,217.79	March 2032 .....	175,286.04	April 2034 .....	53,448.87
March 2030 .....	399,574.37	April 2032 .....	168,643.31	May 2034 .....	50,148.22
April 2030 .....	387,242.69	May 2032 .....	162,175.74	June 2034 .....	46,943.87
May 2030 .....	375,215.74	June 2032 .....	155,879.27	July 2034 .....	43,833.49
June 2030 .....	363,486.67	July 2032 .....	149,749.92	August 2034 .....	40,814.80
July 2030 .....	352,048.78	August 2032 .....	143,783.81	September 2034 ....	37,885.58
August 2030 .....	340,895.50	September 2032 ....	137,977.13	October 2034 .....	35,043.64
September 2030 ....	330,020.41	October 2032 .....	132,326.17	November 2034 .....	32,286.86
October 2030 .....	319,417.23	November 2032 .....	126,827.29	December 2034 .....	29,613.15
November 2030 .....	309,079.80	December 2032 .....	121,476.92	January 2035 .....	27,020.48
December 2030 .....	299,002.11	January 2033 .....	116,271.59	February 2035 .....	24,506.86
January 2031 .....	289,178.27	February 2033 .....	111,207.89	March 2035 .....	22,070.34
February 2031 .....	279,602.51	March 2033 .....	106,282.49	April 2035 .....	19,709.03
March 2031 .....	270,269.20	April 2033 .....	101,492.14	May 2035 .....	17,421.06
April 2031 .....	261,172.82	May 2033 .....	96,833.65	June 2035 .....	15,204.62
May 2031 .....	252,307.97	June 2033 .....	92,303.90	July 2035 .....	13,057.93
June 2031 .....	243,669.36	July 2033 .....	87,899.84	August 2035 .....	10,979.25
July 2031 .....	235,251.83	August 2033 .....	83,618.50	September 2035 ....	8,966.89
August 2031 .....	227,050.33	September 2033 ....	79,456.96	October 2035 .....	7,019.19
September 2031 ....	219,059.90	October 2033 .....	75,412.37	November 2035 .....	5,134.53
October 2031 .....	211,275.71	November 2033 .....	71,481.94	December 2035 .....	3,311.33
November 2031 .....	203,693.01	December 2033 .....	67,662.94	January 2036 .....	1,548.03
December 2031 .....	196,307.18	January 2034 .....	63,952.71	February 2036 and	
January 2032 .....	189,113.68	February 2034 .....	60,348.65	thereafter .....	0.00

No one is authorized to give information or to make representations in connection with the Certificates other than the information and representations contained in 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.

**\$1,042,046,386**



## **Guaranteed REMIC Pass-Through Certificates**

**Fannie Mae REMIC Trust 2010-3**

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**Citi**

**Prospectus Supplement  
January 25, 2010**