

**\$2,607,276,175**



**FannieMae®**

**Guaranteed REMIC Pass-Through Certificates**

**Fannie Mae REMIC Trust 2010-16**

**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,
- Ginnie Mae fully modified pass-through mortgage-backed securities,
- underlying REMIC and RCR certificates backed by Fannie Mae MBS, and
- Fannie Mae Stripped MBS.

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

The mortgage loans underlying the Ginnie Mae securities are first lien, single-family, fixed-rate loans and are either insured or guaranteed by the Federal Housing Administration, the Department of Veterans Affairs or the Department of Agriculture.

Class	Group	Original Class Balance	Principal Type(1)	Interest Rate	Interest Type(1)	CUSIP Number	Final Distribution Date
WA . . . . .	1	\$ 24,325,263	PT	(2)	WAC	31398MRP3	March 2040
PA . . . . .	2	75,000,000	PAC	4.50%	FIX	31398MRQ1	February 2040
PL . . . . .	2	784,000	PAC	5.00	FIX	31398MRR9	March 2040
VH . . . . .	2	9,500,000	PAC/AD	5.00	FIX	31398MRS7	March 2040
VZ . . . . .	2	13,098,500	SUP	5.00	FIX/Z	31398MRT5	March 2040
PI . . . . .	2	7,500,000(3)	NTL	5.00	FIX/IO	31398MRU2	February 2040
WB . . . . .	3	32,876,944	PT	(2)	WAC	31398MRV0	March 2040
H(4) . . . . .	4	87,150,000	SEQ	3.50	FIX	31398MRW8	September 2037
HL . . . . .	4	20,000,000	SEQ	4.50	FIX	31398MRX6	March 2040
HI(4) . . . . .	4	19,366,666(3)	NTL	4.50	FIX/IO	31398MRY4	September 2037
PT . . . . .	5	12,386,158	SC/PT	6.50	FIX	31398MRZ1	March 2035
LB . . . . .	6	100,000,000	SEQ/AD	4.50	FIX	31398MSA5	November 2036
LF . . . . .	6	72,376,000	PT	(5)	FLT	31398MSB3	March 2040
LZ . . . . .	6	8,564,000	SEQ	4.50	FIX/Z	31398MSC1	March 2040
LS . . . . .	6	72,376,000(3)	NTL	(5)	INV/IO	31398MSD9	March 2040
E(4) . . . . .	7	250,000,000	SEQ	3.50	FIX	31398MSE7	February 2036
EK(4) . . . . .	7	20,000,000	SEQ	3.50	FIX	31398MSF4	January 2037
EZ(4) . . . . .	7	49,000,000	SEQ	4.50	FIX/Z	31398MSG2	March 2040
VE(4) . . . . .	7	31,000,000	SEQ/AD	4.00	FIX	31398MSH0	February 2021
EI(4) . . . . .	7	55,555,556(3)	NTL	4.50	FIX/IO	31398MSJ6	February 2036
IK(4) . . . . .	7	4,444,444(3)	NTL	4.50	FIX/IO	31398MSK3	January 2037
VI(4) . . . . .	7	3,444,444(3)	NTL	4.50	FIX/IO	31398MSL1	February 2021
FA . . . . .	8	100,000,000	PT	(5)	FLT	31398MSM9	March 2040
SA . . . . .	8	100,000,000(3)	NTL	(5)	INV/IO	31398MSN7	March 2040
GA . . . . .	9	120,000,000	SEQ	4.00	FIX	31398MSP2	October 2027
GM . . . . .	9	30,750,000	SEQ	4.00	FIX	31398MSQ0	March 2030

(Table continued on next page)

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 HC, HE, EB, ED, EG, EH, EJ, EL, EM, EN, EV and IE 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 (other than the AT, BT, CT, DT and ET Classes) from time to time in negotiated transactions at varying prices. We expect the settlement date to be February 26, 2010. Fannie Mae initially will retain the AT, BT, CT, DT and ET Classes.

**Carefully consider the risk factors on page S-14 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.



February 23, 2010

<i>Class</i>	<i>Group</i>	<i>Original Class Balance</i>	<i>Principal Type(1)</i>	<i>Interest Rate</i>	<i>Interest Type(1)</i>	<i>CUSIP Number</i>	<i>Final Distribution Date</i>
AT . . . . .	10	\$689,603,814	SC/PT	5.00%	FIX	31398MSR8	May 2018
BT . . . . .	11	32,388,186	SC/PT	6.00	FIX	31398MSS6	October 2014
CT . . . . .	12	133,318,856	SC/PT	5.50	FIX	31398MST4	November 2017
DT . . . . .	13	231,261,771	SC/PT	5.00	FIX	31398MSU1	June 2034
ET . . . . .	14	426,611,794	SC/PT	6.00	FIX	31398MSV9	September 2032
C . . . . .	15	37,280,889	PT	2.25	FIX	31398MSW7	March 2025
CI . . . . .	15	22,029,616(3)	NTL	5.50	FIX/IO	31398MSX5	March 2025
R . . . . .		0	NPR	0	NPR	31398MSY3	March 2040
RL . . . . .		0	NPR	0	NPR	31398MSZ0	March 2040

- (1) See “Description of the Certificates—Class Definitions and Abbreviations” in the REMIC prospectus.
- (2) These classes will bear interest at the applicable variable interest rates described under “Description of the Certificates—Distributions of Interest—*Weighted Average Coupon Classes*” in this prospectus supplement.
- (3) Notional balances. These classes are interest only classes. See page S-11 for a description of how their notional balances are calculated.
- (4) Exchangeable classes.
- (5) Based on LIBOR.

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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 the Group 5, Group 10, Group 11, Group 12, Group 13 or Group 14 Class or the R or RL Class, the disclosure documents relating to the applicable underlying REMIC and RCR certificates (the “Underlying REMIC Disclosure Documents”);
- if you are purchasing a Group 8 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”); 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 Underlying REMIC Disclosure Documents and the SMBS Prospectus are incorporated by reference in this prospectus supplement. This means that we are disclosing information in those documents by referring you to them. Those documents are considered part of this prospectus supplement, so you should read this prospectus supplement, and any applicable supplements or amendments, together with those documents.

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

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

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

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

RBS Securities Inc.  
Prospectus Department  
600 Washington Blvd.  
Stamford, Connecticut 06901  
(telephone 1-800-422-2006).

## 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 the receipt of the additional \$15.0 billion in funds from Treasury that have been requested, the aggregate liquidation preference of the Senior Preferred Stock, including the initial liquidation preference of \$1.0 billion, will be \$60.9 billion, and the annualized dividend on the Senior Preferred Stock, based on the 10% dividend rate, will be \$6.1 billion. If we do not pay the dividend quarterly and in cash, the dividend rate would increase to 12% annually, and the unpaid dividend would accrue and be added to the liquidation preference of the Senior Preferred Stock.

On September 19, 2008, we entered into a lending agreement with Treasury (the “Credit Facility”) under which we 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 February 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 Group 1 Ginnie Mae Certificates
2	Group 2 MBS
3	Group 3 MBS Group 3 Ginnie Mae Certificates
4	Group 4 MBS
5	Class 2005-13-FA REMIC Certificate Class 2005-13-SA REMIC Certificate
6	Group 6 MBS
7	Group 7 MBS
8	Group 8 SMBS
9	Group 9 MBS
10	Class 2002-74-PE REMIC Certificate Class 2002-96-HN REMIC Certificate Class 2003-14-QA REMIC Certificate Class 2003-18-BA REMIC Certificate Class 2003-22-QA REMIC Certificate Class 2003-25-TA REMIC Certificate Class 2003-33-TW REMIC Certificate Class 2003-36-Q REMIC Certificate Class 2003-38-NP REMIC Certificate
11	Class 1996-49-PA REMIC Certificate Class 1999-3-GD REMIC Certificate Class 1999-53-BF RCR Certificate
12	Class 2001-75-PC REMIC Certificate Class 2002-16-QG RCR Certificate Class 2002-47-PE RCR Certificate Class 2002-55-QE RCR Certificate Class 2002-70-C REMIC Certificate Class 2002-70-PG REMIC Certificate
13	Class 2004-41-B RCR Certificate



<u>Group</u>	<u>Assets</u>
14	Class 1994-109-A REMIC Certificate Class 1996-43-PA REMIC Certificate Class 1999-19-UC REMIC Certificate Class 1999-24-TM REMIC Certificate Class 1999-25-PB REMIC Certificate Class 1999-25-PH REMIC Certificate Class 1999-25-PQ REMIC Certificate Class 1999-26-KC REMIC Certificate Class 1999-26-PC REMIC Certificate Class 1999-27-CD REMIC Certificate Class 1999-28-PB REMIC Certificate Class 1999-29-PB REMIC Certificate Class 1999-30-PJ REMIC Certificate Class 1999-31-KC REMIC Certificate Class 1999-35-PD REMIC Certificate Class 2001-55-B REMIC Certificate Class 2002-57-JE REMIC Certificate Class 2002-60-AU REMIC Certificate
15	Group 15 MBS

**Group 1, Group 2, Group 3, Group 4, Group 6, Group 7, Group 9 and Group 15 MBS**

Characteristics of the Trust MBS

	<u>Approximate Principal Balance</u>	<u>Pass- Through Rate</u>	<u>Range of Weighted Average Coupons or WACs (annual percentages)</u>	<u>Range of Weighted Average Remaining Terms to Maturity or WAMs (in months)</u>
Group 1 MBS	\$ 2,412,312	6.240%†	6.00% to 9.62%	123 to 360
	\$ 2,299,898	6.623%††	6.42% to 9.99%	25 to 360
Group 2 MBS	\$ 98,382,500	5.000%	5.25% to 7.50%	241 to 360
Group 3 MBS	\$ 94,576	6.490%	6.74% to 8.99%	224 to 360
	\$ 483,177	6.522%†††	5.65% to 9.62%	181 to 360
Group 4 MBS	\$107,150,000	4.500%	4.75% to 7.00%	216 to 360
Group 6 MBS	\$180,940,000	5.500%	5.75% to 8.00%	241 to 360
Group 7 MBS	\$ 33,000,668	4.500%	4.75% to 7.00%	241 to 360
	\$316,999,332	4.500%	4.75% to 7.00%	241 to 360
Group 9 MBS	\$150,750,000	4.000%	4.25% to 6.50%	181 to 240
Group 15 MBS	\$ 37,280,889	5.500%	5.75% to 8.00%	97 to 180

† Represents the weighted average pass-through rate for the related MBS. The range of pass-through rates for the related MBS is 5.75% to 7.12%.

†† Represents the weighted average pass-through rate for the related MBS. The range of pass-through rates for the related MBS is 6.17% to 7.49%.

††† Represents the weighted average pass-through rate for the related MBS. The range of pass-through rates for the related MBS is 5.40% to 7.12%.

### 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	\$ 2,412,312	360	218	127	6.746%
	\$ 2,299,898	360	193	133	7.153%
Group 2 MBS	\$ 98,382,500	360	300	53	5.668%
Group 3 MBS	\$ 94,576	360	224	118	6.990%
	\$ 483,177	360	221	126	7.022%
Group 4 MBS	\$107,150,000	360	287	64	5.230%
Group 6 MBS	\$180,940,000	360	275	75	5.910%
Group 7 MBS	\$ 33,000,668	360	289	65	4.961%
	\$316,999,332	360	358	1	4.917%
Group 9 MBS	\$150,750,000	240	236	4	4.560%
Group 15 MBS	\$ 37,280,889	180	97	77	5.926%

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

### Group 1 and Group 3 Ginnie Mae Certificates

#### Characteristics of the Ginnie Mae Certificates

	<u>Approximate Principal Balance</u>	<u>Range of Pass-Through Rates</u>	<u>Weighted Average 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 Ginnie Mae	\$ 1,035,710	6.125% to 8.375%	6.729%	6.625% to 8.875%	55 to 360
Certificates	\$18,577,343	5.620% to 7.490%	6.412%	6.120% to 8.990%	114 to 360
Group 3 Ginnie Mae	\$27,998,409	4.900% to 7.120%	6.212%	5.400% to 7.620%	8 to 360
Certificates	\$ 4,300,782	5.375% to 7.950%	6.359%	5.875% to 9.450%	36 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 Ginnie Mae	\$ 1,035,710	360	213	127	7.229%
Certificates	\$18,577,343	360	214	133	6.912%
Group 3 Ginnie Mae	\$27,998,409	360	237	113	6.712%
Certificates	\$ 4,300,782	360	253	99	6.989%

### Group 5, Group 10, Group 11, Group 12, Group 13 and Group 14 Underlying REMIC and RCR Certificates

Exhibit A describes the underlying REMIC and RCR certificates in Group 5, Group 10, Group 11, Group 12, Group 13 and Group 14, 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.

## Group 8 SMBS

### Characteristics of the Group 8 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>
\$100,000,000*	—	4.75% to 7.00%	241 to 360
\$144,444,444†	4.50%		

\* 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>
\$100,000,000*	360	352	6	4.943%

\* In addition, we have assumed that monthly interest accrues on a notional principal balance initially equal to \$144,444,444 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 8 SMBS will differ from those shown above, perhaps significantly.

## Settlement Date

We expect to issue the certificates on February 26, 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>DTC Book-Entry</u>	<u>Physical</u>
All classes other than the WA, WB, R and RL Classes	WA and WB 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 weighted average coupon classes will bear interest at the applicable annual rates described under “Description of the Certificates—Distributions of Interest—*Weighted Average Coupon Classes*” in this prospectus supplement.

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

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

<u>Class</u>	<u>Initial Interest Rate</u>	<u>Maximum Interest Rate</u>	<u>Minimum Interest Rate</u>	<u>Formula for Calculation of Interest Rate(1)</u>
LF .....	0.931%	7.00%	0.70%	LIBOR + 70 basis points
LS .....	6.069%	6.30%	0.00%	6.3% – LIBOR
FA .....	1.278%	6.50%	1.05%	LIBOR + 105 basis points
SA .....	5.222%	5.45%	0.00%	5.45% – LIBOR

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

## Notional Classes

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

<u>Class</u>	
PI .....	10% of the PA Class
HI .....	22.2222214573% of the H Class
LS .....	100% of the LF Class
EI .....	22.2222224% of the E Class
IE .....	the sum of 22.2222224% of the E Class
	<i>plus</i>
	22.2222200% of the EK Class
IK .....	22.22222% of the EK Class
VI .....	11.1111096774% of the VE Class
SA .....	100% of the FA Class
CI .....	59.0909084813% of the C 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 Class</u>	<u>PSA Prepayment Assumption</u>						
	<u>0%</u>	<u>100%</u>	<u>388%</u>	<u>700%</u>	<u>1100%</u>	<u>1500%</u>	<u>2200%</u>
WA.....	21.1	7.4	3.3	1.8	0.9	0.5	0.1

<u>Group 2 Classes</u>	<u>PSA Prepayment Assumption</u>								
	<u>0%</u>	<u>100%</u>	<u>120%</u>	<u>175%</u>	<u>205%</u>	<u>250%</u>	<u>500%</u>	<u>700%</u>	<u>1000%</u>
PA and PI.....	17.6	6.5	6.0	6.0	6.0	6.0	3.2	2.2	1.3
PL.....	26.9	22.9	22.9	22.9	22.9	22.9	14.8	10.2	6.2
VH.....	6.0	6.0	5.7	1.5	1.5	1.5	0.7	0.5	0.3
VZ.....	28.6	18.3	17.1	13.1	9.0	2.4	0.3	0.2	0.1

<u>Group 3 Class</u>	<u>PSA Prepayment Assumption</u>						
	<u>0%</u>	<u>100%</u>	<u>388%</u>	<u>700%</u>	<u>1100%</u>	<u>1500%</u>	<u>2200%</u>
WB.....	20.4	8.1	3.4	1.8	0.9	0.5	0.1

<u>Group 4 Classes</u>	<u>PSA Prepayment Assumption</u>					
	<u>0%</u>	<u>100%</u>	<u>225%</u>	<u>500%</u>	<u>700%</u>	<u>1000%</u>
H, HI, HC and HE.....	17.9	6.5	3.6	1.7	1.1	0.7
HL.....	28.8	19.4	13.9	7.0	4.7	2.9

<u>Group 5 Class</u>	<u>PSA Prepayment Assumption</u>							
	<u>0%</u>	<u>100%</u>	<u>225%</u>	<u>500%</u>	<u>700%</u>	<u>1100%</u>	<u>1500%</u>	<u>2200%</u>
PT .....	16.9	8.4	5.4	2.6	1.8	0.9	0.5	0.1

<u>Group 6 Classes</u>	<u>PSA Prepayment Assumption</u>						
	<u>0%</u>	<u>100%</u>	<u>374%</u>	<u>700%</u>	<u>1000%</u>	<u>1400%</u>	<u>2000%</u>
LB.....	17.4	7.0	2.7	1.4	0.9	0.5	0.1
LF and LS.....	20.5	8.8	3.6	1.8	1.1	0.6	0.1
LZ.....	28.4	19.3	10.9	5.9	3.7	1.9	0.1

<u>Group 7 Classes</u>	<u>PSA Prepayment Assumption</u>						
	<u>0%</u>	<u>100%</u>	<u>298%</u>	<u>600%</u>	<u>900%</u>	<u>1200%</u>	<u>1400%</u>
E, EI, EB and ED.....	16.7	6.7	3.3	2.0	1.6	1.3	1.2
EK, IK and EL.....	26.4	15.7	7.3	4.1	2.9	2.4	2.2
EZ.....	28.5	22.2	12.5	7.0	4.8	3.5	3.0
VE, VI and EV.....	5.9	5.9	5.5	3.8	2.9	2.4	2.2
EG, EH, EJ and IE.....	17.4	7.4	3.6	2.2	1.7	1.4	1.2
EM.....	28.5	22.2	12.0	6.4	4.3	3.3	2.8
EN.....	28.1	20.9	11.1	6.0	4.1	3.1	2.7

<u>Group 8 Classes</u>	<u>PSA Prepayment Assumption</u>				
	<u>0%</u>	<u>100%</u>	<u>287%</u>	<u>600%</u>	<u>900%</u>
FA and SA.....	19.9	10.6	5.4	2.9	2.0

<u>Group 9 Classes</u>	<u>PSA Prepayment Assumption</u>					
	<u>0%</u>	<u>100%</u>	<u>196%</u>	<u>400%</u>	<u>600%</u>	<u>800%</u>
GA.....	10.4	6.0	4.3	2.7	2.1	1.7
GM.....	18.8	16.2	13.4	8.8	6.2	4.7

<u>Group 10 Class</u>	<u>PSA Prepayment Assumption</u>						
	<u>0%</u>	<u>100%</u>	<u>342%</u>	<u>600%</u>	<u>800%</u>	<u>1100%</u>	<u>1600%</u>
AT.....	4.5	3.5	2.4	1.7	1.3	0.9	0.3

<u>Group 11 Class</u>	<u>PSA Prepayment Assumption</u>						
	<u>0%</u>	<u>100%</u>	<u>275%</u>	<u>500%</u>	<u>800%</u>	<u>1100%</u>	<u>1600%</u>
BT.....	2.2	1.7	1.5	1.3	1.0	0.7	0.3

<u>Group 12 Class</u>	<u>PSA Prepayment Assumption</u>						
	<u>0%</u>	<u>100%</u>	<u>290%</u>	<u>600%</u>	<u>800%</u>	<u>1100%</u>	<u>1700%</u>
CT.....	4.1	3.0	2.3	1.6	1.2	0.8	0.1

		PSA Prepayment Assumption							
<u>Group 13 Class</u>		<u>0%</u>	<u>100%</u>	<u>307%</u>	<u>600%</u>	<u>800%</u>	<u>1000%</u>	<u>1500%</u>	
DT . . . . .		15.6	8.7	4.2	2.2	1.5	1.1	0.5	
		PSA Prepayment Assumption							
<u>Group 14 Class</u>		<u>0%</u>	<u>100%</u>	<u>380%</u>	<u>700%</u>	<u>1000%</u>	<u>1300%</u>	<u>1600%</u>	<u>2400%</u>
ET . . . . .	12.3	7.2	3.3	1.8	1.1	0.7	0.3	0.1	
		PSA Prepayment Assumption							
<u>Group 15 Classes</u>					<u>0%</u>	<u>100%</u>	<u>289%</u>	<u>600%</u>	<u>900%</u>
C and CI . . . . .					9.0	3.7	2.8	1.7	1.2

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

## ADDITIONAL RISK FACTORS

*Anticipated increases in our purchases of delinquent loans from our single-family MBS trusts may result in increased rates of principal payments on your certificates.* On February 10, 2010, we announced that we intend to increase significantly our purchases of delinquent loans from our single-family MBS trusts. If the MBS directly or indirectly backing your certificates hold a significant number of delinquent loans, those MBS could experience significant prepayments. In turn, this may result in an increase in the rate of principal payments on your certificates, particularly in the months following the settlement date specified on the cover of this prospectus supplement.

You should refer to the MBS Prospectus for further information about our option to purchase delinquent loans from MBS pools and to our Web site at [www.fanniemae.com](http://www.fanniemae.com) for further information about our intention to increase our purchases of delinquent loans from our single-family MBS trusts.

*Payments on the Group 10, Group 11, Group 12, Group 13 and Group 14 Classes also will be affected by the applicable payment priorities governing the related underlying REMIC and RCR certificates.* If you invest in any Group 10, Group 11, Group 12, Group 13 or Group 14 Class, the rate at which you receive payments also will be affected by the applicable priority sequences governing principal payments on the related underlying REMIC and RCR Certificates.

As described in the related Underlying REMIC Disclosure Documents, the underlying REMIC and RCR certificates in Group 10, Group 11, Group 12, Group 13 and Group 14 may be subsequent in payment priority to certain other classes issued from the related underlying REMIC trusts. As a result, such other classes may receive principal before principal is paid on the applicable underlying REMIC and RCR certificates, possibly for long periods.

In particular, as described in the related Underlying REMIC Disclosure Documents, most of the underlying REMIC and RCR certificates in Group 10, Group 11, Group 12 and Group 14 are governed by principal balance

schedules. As a result, those underlying REMIC and RCR certificates may receive principal balance payments faster or slower than would otherwise have been the case. Moreover, those underlying REMIC and RCR 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 case, the related underlying REMIC or RCR certificate would receive principal payments at rates that may vary widely from period to period. This prospectus supplement contains no information as to whether

- the applicable underlying REMIC and RCR certificates have adhered to the related principal balance schedules,
- any related support classes remain outstanding, or
- the applicable underlying REMIC and RCR certificates otherwise have performed as originally anticipated.

You may obtain additional information about the underlying REMIC and RCR 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.

*“Jumbo-conforming” and “high-balance” mortgage loans, which have original principal balances that exceed our traditional conforming loan limits, may prepay at different rates than conforming balance mortgage loans generally.* The pools underlying the Group 7 MBS have been designated as pools that include “jumbo-conforming” or “high-balance” mortgage loans. There is limited historical performance data regarding prepayment rates for jumbo-conforming and high-balance mortgage loans. If prevailing mortgage rates decline, borrowers with jumbo-conforming and high-balance mortgage loans may be more likely to refinance their mortgage loans than borrowers with conforming balance loans. This is because a relatively



small reduction in the interest rate of a jumbo-conforming and high-balance mortgage loan can have a greater impact on the borrower's monthly payment than a similar interest rate change for a conforming balance loan.

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

On the other hand, if any of the statutes authorizing our purchase of jumbo-conforming

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

As a result of these factors, the Group 7 Classes may receive payments of principal more quickly or more slowly than expected, and the weighted average lives and yields of those Classes may be affected, perhaps significantly.

## DESCRIPTION OF THE CERTIFICATES

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

### General

*Structure.* We will create the Fannie Mae REMIC Trust specified on the cover of this prospectus supplement (the "Trust") pursuant to a trust agreement dated as of August 1, 2007 and a supplement thereto dated as of February 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:

- eight groups of Fannie Mae Guaranteed Mortgage Pass-Through Certificates (the "Group 1 MBS," "Group 2 MBS," "Group 3 MBS," "Group 4 MBS," "Group 6 MBS," "Group 7 MBS," "Group 9 MBS" and "Group 15 MBS," and together, the "Trust MBS"),
- two groups of "fully modified pass-through" mortgage-backed securities guaranteed by Ginnie Mae as to timely payment of principal and interest (the "Group 1 Ginnie Mae Certificates" and "Group 3 Ginnie Mae Certificates," and together, the "Ginnie Mae Certificates"),
- six groups of previously issued REMIC and RCR certificates (the "Group 5 Underlying REMIC Certificates," "Group 10 Underlying REMIC Certificates," "Group 11 Underlying REMIC and RCR Certificates," "Group 12 Underlying REMIC and RCR Certificates," "Group 13 Underlying RCR Certificate" and "Group 14 Underlying REMIC Certificates," and together, the "Underlying REMIC Certificates"), issued from the related Fannie Mae REMIC trusts (the "Underlying REMIC Trusts") as further described in Exhibit A, and

- certain previously issued Fannie Mae Stripped Mortgage-Backed Securities (the “Group 8 SMBS”).

Each Ginnie Mae Certificate is based on and backed by a pool of mortgage loans which are either insured or guaranteed by the Federal Housing Administration (“FHA”), the Department of Veterans Affairs (“VA”) or the Department of Agriculture, through its Rural Development Housing and Community Facilities Program (“RD”).

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

The Group 8 SMBS represent beneficial ownership interests in certain interest and principal distributions on mortgage loans underlying certain Fannie Mae Guaranteed Mortgage Pass-Through Certificates (together with the Trust MBS and the Fannie Mae Guaranteed Mortgage Pass-Through Certificates backing the 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 residential mortgage loans (together with the mortgage loans underlying the Ginnie Mae Certificates, 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, Ginnie Mae Certificates, Underlying REMIC Certificates and Group 8 SMBS	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 Underlying REMIC Certificates and the Group 8 SMBS, see the applicable discussions appearing under the heading “Fannie Mae Guaranty” in the REMIC Prospectus, the MBS Prospectus, the SMBS Prospectus and the Underlying REMIC Disclosure 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.”

The WA and WB Classes each will be represented by a single certificate (together, the “DTC Certificates”) to be registered at all times in the name of the nominee of The Depository Trust Company (“DTC”), a New York-chartered limited purpose trust company, or any successor or depository selected or approved by us. We refer to the nominee of DTC as the “Holder” or

“Certificateholder” of the DTC Certificates. DTC will maintain the DTC Certificates through its book-entry facilities.

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 and Inverse Floating Rate Classes	\$100,000 minimum plus whole dollar increments
All other Classes (except the R and RL Classes)	\$1,000 minimum plus whole dollar increments

## **The Trust MBS**

The Trust MBS provide that principal and interest on the related Mortgage Loans are passed through monthly. The Mortgage Loans underlying the Trust MBS are conventional, fixed-rate, fully-amortizing mortgage loans secured by first mortgages or deeds of trust on single-family residential properties. These Mortgage Loans have original maturities of up to 30 years in the case of the Group 1 MBS, Group 2 MBS, Group 3 MBS, Group 4 MBS, Group 6 MBS and Group 7 MBS, up to 20 years in the case of the Group 9 MBS, and up to 15 years in the case of the Group 15 MBS.

In addition, approximately 51.19% of the Mortgage Loans underlying the Group 1 MBS and approximately 16.37% of the Mortgage Loans underlying the Group 3 MBS (in each case, by principal balance at the Issue Date) are assumable Mortgage Loans. Assumable Mortgage Loans contain a provision that allows the loan to be assumed by new borrowers that meet certain eligibility standards. See “Yield, Maturity and Prepayment Considerations—Maturity and Prepayment Considerations—*Due-on-Sale Clause*” in the MBS Prospectus.

Finally, the pools underlying the Group 7 MBS include “jumbo-conforming” or “high balance” mortgage loans as described further under “The Mortgage Loans—Special Feature Mortgage Loans—*Loans with Original Principal Balances that Exceed our Traditional Conforming Loan Limits*” in the MBS Prospectus dated June 1, 2009. For additional information about the pools underlying the Group 7 MBS, see the Final Data Statement for the Trust and the related prospectus supplement for each MBS. See also “Additional Risk Factors—*“Jumbo-conforming” and “high-balance” mortgage loans, which have original principal balances that exceed our traditional conforming loan limits, may prepay at different rates than conforming balance mortgage loans generally*” in this prospectus supplement.

For additional information, see “Summary—Group 1, Group 2, Group 3, Group 4, Group 6, Group 7, Group 9 and Group 15 MBS—Characteristics of the Trust MBS” and “—Assumed Characteristics of the Underlying Mortgage Loans” in this prospectus supplement and “The Mortgage Pools” and “Yield, Maturity, and Prepayment Considerations” in the MBS Prospectus.

## **The Ginnie Mae Certificates and Ginnie Mae**

### *The Ginnie Mae Certificates*

Each Ginnie Mae Certificate is a “fully modified pass-through” mortgage-backed security, guaranteed as to timely distribution of principal and interest by Ginnie Mae.

Approximately 5.28% of the Group 1 Ginnie Mae Certificates and approximately 86.68% of the Group 3 Ginnie Mae Certificates (in each case, by principal balance at the Issue Date) are issued under the Ginnie Mae I program. The remainder of the Ginnie Mae Certificates are issued under the Ginnie Mae II program.

For additional information about the Ginnie Mae Certificates, see “Summary—Group 1 and Group 3 Ginnie Mae Certificates—Characteristics of the Ginnie Mae Certificates” and “—Assumed Characteristics of the Underlying Mortgage Loans” in this prospectus supplement and the general information set forth below.

### *Ginnie Mae*

The Government National Mortgage Association (or Ginnie Mae) is a wholly-owned corporate instrumentality of the United States within HUD. Section 306(g) of Title III of the National Housing Act of 1934, as amended (the “Housing Act”), authorizes Ginnie Mae to guarantee the timely payment of principal and interest on certificates that are backed by a pool of mortgage loans insured or guaranteed by the FHA, VA or RD.

Section 306(g) of the Housing Act provides that “the full faith and credit of the United States is pledged to the payment of all amounts which may be required to be paid under any guaranty under this subsection.” To meet these guaranty obligations, Ginnie Mae may borrow from the United States Treasury without limitation.

### *Ginnie Mae Single Family Programs*

Each Ginnie Mae certificate represents ownership interests in a pool of single-family mortgage loans and will be a “fully modified pass-through” mortgage-backed security issued and serviced by a mortgage banking company or other financial concern approved by Ginnie Mae as a seller-servicer of FHA-insured mortgage loans. The mortgage loans backing each Ginnie Mae certificate will be insured or guaranteed by the FHA, VA or RD. Ginnie Mae certificates are issued under the Ginnie Mae I program (“Ginnie Mae I Certificates”) and the Ginnie Mae II program (“Ginnie Mae II Certificates”). Holders of Ginnie Mae I Certificates and Ginnie Mae II Certificates have essentially similar rights, although there are certain differences between the two programs.

### *Ginnie Mae I Program*

A single Ginnie Mae issuer assembles a pool of mortgage loans (originated within two years of issuance) against which it issues and markets Ginnie Mae I Certificates. All mortgage loans underlying a particular Ginnie Mae I Certificate must be of the same type (for example, level payment, single-family mortgage loans) and have the same fixed annual interest rate. The annual pass-through rate on each Ginnie Mae I Certificate will be 0.50% less than the annual interest rate on the mortgage loans included in the related pool. Registered holders of Ginnie Mae I Certificates receive payments of principal and interest on the 15th of each month or, if the 15th is not a business day, on the first business day after the 15th.

### *Ginnie Mae II Program*

Mortgage pools may be formed by aggregating packages of mortgage loans (originated within two years of issuance) of more than one Ginnie Mae issuer. Under this option, loan packages submitted by various Ginnie Mae issuers for a particular issue date and pass-through rate are aggregated into a single pool that backs a single issue of Ginnie Mae II Certificates. Each Ginnie Mae II Certificate issued under a multiple issuer pool is backed by a proportionate interest in the entire pool rather than solely by the loan package contributed by any one Ginnie Mae issuer. In addition, single issuer pools also may be formed under the Ginnie Mae II program. Each Ginnie Mae II Certificate pool consists entirely of fixed-rate mortgage loans or entirely of adjustable-rate mortgage loans. Registered holders of Ginnie Mae II Certificates receive payments of principal and interest on the 20th of each month or, if the 20th is not a business day, on the first business day after the 20th.

Fixed-rate mortgage loans backing any particular Ginnie Mae II Certificate must be of the same type, but may have annual interest rates that vary by up to 1.00%. For fixed-rate Ginnie Mae II Certificates issued before July 1, 2003, the annual pass-through rate will range from 0.50% to 1.50% less than the highest annual interest rate on any mortgage loan included in the pool of mortgage loans that backs the Ginnie Mae II Certificate. For fixed-rate Ginnie Mae II Certificates issued on or after July 1, 2003, the annual pass-through rate will range from 0.25% to 0.75% less than the highest annual interest rate on any mortgage loan included in the pool of mortgage loans that backs the Ginnie Mae II Certificate.

## **The Underlying REMIC Certificates**

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

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

## **The Group 8 SMBS**

The general characteristics of the Group 8 SMBS are described in the SMBS Prospectus. The Group 8 SMBS provide that certain interest and principal amounts on the Mortgage Loans underlying the related MBS are passed through monthly.

The general characteristics of the MBS are described in the MBS Prospectus. Each MBS evidences beneficial ownership interest in a pool of conventional, fixed-rate, fully-amortizing Mortgage Loans secured by first mortgages or deeds of trust on single-family residential properties. These Mortgage Loans have original maturities of up to 30 years. For additional information see “Summary—Group 8 SMBS—Characteristics of the Group 8 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.

## **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 and Weighted Average Coupon Classes	Floating Rate and Inverse Floating Rate Classes

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

*Accrual Classes.* The VZ, LZ and EZ 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 each Accrual Class will be added as principal to its principal balance on each Distribution Date. We will pay principal on the Accrual Classes as described under “—Distributions of Principal” below.

*Weighted Average Coupon Classes.*

*The WA Class.* On each Distribution Date, we will pay interest on the WA Class at an annual rate equal to the weighted average of (x) the pass-through rates of the Group 1 MBS and (y) the pass-through rates of the Group 1 Ginnie Mae Certificates, weighted in each case on the basis of their principal balances on that date (before giving effect to payments made in the month in which that date occurs).

During the initial Interest Accrual Period, the WA Class is expected to bear interest at an annual rate of approximately 6.42838%.

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

*The WB Class.* On each Distribution Date, we will pay interest on the WB Class at an annual rate equal to the weighted average of (x) the pass-through rates of the Group 3 MBS and (y) the pass-through rates of the Group 3 Ginnie Mae Certificates, weighted in each case on the basis of their principal balances on that date (before giving effect to payments made in the month in which that date occurs).

During the initial Interest Accrual Period, the WB Class is expected to bear interest at an annual rate of approximately 6.23658%.

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

## **Distributions of Principal**

*General.* 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 WA until retired.

} Pass-Through  
Class

The “Group 1 Principal Distribution Amount” is the *sum* of (x) the principal then paid on the Group 1 MBS *plus* (y) the principal payable on the Group 1 Ginnie Mae Certificates (calculated as described below) during the month in which the related Distribution Date occurs.

*Certain Calculations Relating to the Group 1 Ginnie Mae Certificates*

On or about the eighth business day of each month, we will aggregate the amount of principal reported to be payable on the Group 1 Ginnie Mae Certificates that month, based on published Ginnie Mae factors applicable to the Group 1 Ginnie Mae Certificates.

For any Group 1 Ginnie Mae Certificate for which a factor is not then available, we will calculate the amount of scheduled principal payments distributable in respect of that Ginnie Mae Certificate during that month based on the assumed amortization schedules of the related Mortgage Loans. The amortization schedules will be prepared on the assumptions that:

- each Mortgage Loan amortizes on a level installment basis, had an original term to maturity of 360 months, and a remaining term to maturity equal to the remaining term to maturity of the latest maturing Mortgage Loan underlying the related Group 1 Ginnie Mae Certificate at its origination, adjusted to the Issue Date; and
- each Mortgage Loan bears an annual interest rate that is equal to the weighted average coupon for the related Group 1 Ginnie Mae Certificate as made available by Ginnie Mae.

All such amounts (whether reported in Ginnie Mae factors or calculated by us) will be reflected in the class factors for the Distribution Date in that month. We will pay those amounts to Holders of Certificates of the Group 1 Class on that Distribution Date, whether or not we receive them.

The class factors will also reflect (and we will also pay) the *excess* of

- the distributions of principal of the Group 1 Ginnie Mae Certificates that we receive during the month prior to the month of that Distribution Date

*over*

- the amount of principal that we calculated and paid previously in accordance with the Ginnie Mae factors and the assumed distribution schedules specified above.

- *Group 2*

The VZ Accrual Amount to VH to its Planned Balance, and thereafter to VZ.

} Accretion  
Directed/PAC  
Class and  
Accrual Class

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

1. To the Aggregate Group to its Planned Balance.
2. To VH to its Planned Balance.
3. To VZ until retired.
4. To VH until retired.
5. To the Aggregate Group to zero.

} PAC Group  
and Class

} Support  
Class

} PAC Class  
and Group

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

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

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

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

- *Group 3*

The Group 3 Principal Distribution Amount to WB until retired.

} Pass-Through  
Class



The “Group 3 Principal Distribution Amount” is the *sum* of (x) the principal then paid on the Group 3 MBS *plus* (y) the principal payable on the Group 3 Ginnie Mae Certificates (calculated as described below) during the month in which the related Distribution Date occurs.

*Certain Calculations Relating to the Group 3 Ginnie Mae Certificates*

On or about the eighth business day of each month, we will aggregate the amount of principal reported to be payable on the Group 3 Ginnie Mae Certificates that month, based on published Ginnie Mae factors applicable to the Group 3 Ginnie Mae Certificates.

For any Group 3 Ginnie Mae Certificate for which a factor is not then available, we will calculate the amount of scheduled principal payments distributable in respect of that Ginnie Mae Certificate during that month based on the assumed amortization schedules of the related Mortgage Loans. The amortization schedules will be prepared on the assumptions that:

- each Mortgage Loan amortizes on a level installment basis, had an original term to maturity of 360 months, and a remaining term to maturity equal to the remaining term to maturity of the latest maturing Mortgage Loan underlying the related Group 3 Ginnie Mae Certificate at its origination, adjusted to the Issue Date; and
- each Mortgage Loan bears an annual interest rate that is equal to the weighted average coupon for the related Group 3 Ginnie Mae Certificate as made available by Ginnie Mae.

All such amounts (whether reported in Ginnie Mae factors or calculated by us) will be reflected in the class factors for the Distribution Date in that month. We will pay those amounts to Holders of Certificates of the Group 3 Class on that Distribution Date, whether or not we receive them.

The class factors will also reflect (and we will also pay) the *excess* of

- the distributions of principal of the Group 3 Ginnie Mae Certificates that we receive during the month prior to the month of that Distribution Date

*over*

- the amount of principal that we calculated and paid previously in accordance with the Ginnie Mae factors and the assumed distribution schedules specified above.

• *Group 4*

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

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

• *Group 5*

The Group 5 Principal Distribution Amount to PT until retired. } Structured Collateral/Pass-Through Class

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

• *Group 6*

The LZ Accrual Amount to LB until retired, and thereafter to LZ. } Accretion Directed Class and Accrual Class

The Group 6 Cash Flow Distribution Amount as follows:

- 40% to LF until retired, and } Pass-Through Class
- 60% to LB and LZ, in that order, until retired. } Sequential Pay Classes

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

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

- *Group 7*

The EZ Accrual Amount to VE until retired, and thereafter to EZ.

} Accretion  
Directed  
Class and  
Accrual Class

The Group 7 Cash Flow Distribution Amount to E, EK, VE and EZ, in that order,  
until retired.

} Sequential  
Pay Classes

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

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

- *Group 8*

The Group 8 Principal Distribution Amount to FA until retired.

} Pass-Through  
Class

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

- *Group 9*

The Group 9 Principal Distribution Amount to GA and GM, in that order, until  
retired.

} Sequential  
Pay Classes

The “Group 9 Principal Distribution Amount” is the principal then paid on the Group 9 MBS.

- *Group 10*

The Group 10 Principal Distribution Amount to AT until retired.

} Structured  
Collateral/  
Pass-Through  
Class

The “Group 10 Principal Distribution Amount” is the principal then paid on the Group 10 Underlying REMIC Certificates.

- *Group 11*

The Group 11 Principal Distribution Amount to BT until retired.

} Structured  
Collateral/  
Pass-Through  
Class

The “Group 11 Principal Distribution Amount” is the principal then paid on the Group 11 Underlying REMIC and RCR Certificates.

- *Group 12*

The Group 12 Principal Distribution Amount to CT until retired.

} Structured  
Collateral/  
Pass-Through  
Class

The “Group 12 Principal Distribution Amount” is the principal then paid on the Group 12 Underlying REMIC and RCR Certificates.

- *Group 13*

The Group 13 Principal Distribution Amount to DT until retired.

} Structured  
Collateral/  
Pass-Through  
Class

The “Group 13 Principal Distribution Amount” is the principal then paid on the Group 13 Underlying RCR Certificate.

- *Group 14*

The Group 14 Principal Distribution Amount to ET until retired.

} Structured  
Collateral/  
Pass-Through  
Class

The “Group 14 Principal Distribution Amount” is the principal then paid on the Group 14 Underlying REMIC Certificates.

- *Group 15*

The Group 15 Principal Distribution Amount to C until retired.

} Pass-Through  
Class

The “Group 15 Principal Distribution Amount” is the principal then paid on the Group 15 MBS.

## Structuring Assumptions

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

- the Mortgage Loans underlying the Trust MBS have the original terms to maturity, remaining terms to maturity, loan ages and interest rates specified under “Summary—Group 1, Group 2, Group 3, Group 4, Group 6, Group 7, Group 9 and Group 15 MBS—Assumed Characteristics of the Underlying Mortgage Loans” in this prospectus supplement;
- the Mortgage Loans underlying the Ginnie Mae Certificates have the original terms to maturity, remaining terms to maturity, loan ages and interest rates specified under “Summary—Group 1 and Group 3 Ginnie Mae Certificates—Assumed Characteristics of the Underlying Mortgage Loans” in this prospectus supplement;
- the Mortgage Loans underlying the Group 8 SMBS have the original term to maturity, remaining term to maturity, loan age and interest rate specified under “Summary—Group 8 SMBS—Assumed Characteristics of the Underlying Mortgage Loans” in this prospectus supplement;
- we distribute all payments (including prepayments) on the Mortgage Loans underlying the Ginnie Mae Certificates, together with any related payments under the Ginnie Mae guaranty, in the month we receive them;
- the Mortgage Loans prepay at the constant percentages of PSA specified in the related tables;
- the settlement date for the Certificates is February 26, 2010; and
- each Distribution Date occurs on the 25th day of a month.

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

*Principal Balance Schedules.* The Principal Balance Schedules are set forth beginning on page B-1 of this prospectus supplement. The Principal Balance Schedules were prepared based on the Pricing Assumptions and the assumption that the related Mortgage Loans prepay at a *constant* rate within the applicable “Structuring Ranges” specified in the chart below. The “Effective Range” for the Aggregate Group or the VH Class is the range of prepayment rates (measured by *constant* PSA rates) that would reduce the Aggregate Group or the VH Class to its scheduled balance each month based on the Pricing Assumptions. We have not provided separate schedules for the individual Classes included in the Aggregate Group. However, 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 Aggregate Group schedules). If such separate schedules had been provided for the individual Classes included in the Aggregate Group, we expect

that the effective ranges for those Classes would not be narrower than that shown below for the Aggregate Group.

<u>Group and Class</u>	<u>Structuring Ranges</u>	<u>Initial Effective Ranges</u>
Aggregate Group Planned Balances	Between 120% and 250% PSA	Between 120% and 250% PSA
VH Class Planned Balances	Between 175% and 250% PSA	Between 172% and 292% PSA

The Aggregate Group consists of the following Classes:

Aggregate Group . . . . . PA and PL

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

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

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

- We will distribute any excess of principal distributions over the amount necessary to reduce an Aggregate Group or a Class to its scheduled balance in any month. As a result, the likelihood of reducing an Aggregate Group or a Class to its scheduled balance each month will not be improved by the averaging of high and low principal distributions from month to month.
- Even if the related Mortgage Loans prepay at rates falling within a Structuring Range or an Effective Range, principal distributions may be insufficient to reduce the Aggregate Group and the VH Class to their scheduled balances each month if prepayments do not occur at a *constant* PSA rate.
- The actual Effective Ranges at any time will be based upon the actual characteristics of the related Mortgage Loans at that time, which are likely to vary (and may vary considerably) from the Pricing Assumptions. As a result, the actual Effective Ranges will likely differ from the Initial Effective Ranges specified above. For the same reason, the Aggregate Group and the VH Class 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 the Aggregate Group and the VH Class will be supported by one or more other Classes. When the related supporting Classes are retired, the Aggregate Group and the VH Class, if still outstanding, may no longer have Effective Ranges and will be much more sensitive to prepayments of the related Mortgage Loans.

## Yield Tables

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

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

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

We cannot assure you that

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

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

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

*The 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>
PI.....	423%
HI.....	261%
EI.....	353%
IK.....	528%
VI.....	647%
CI.....	389%
IE.....	375%

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

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

<u>Class</u>	<u>Price*</u>
PI .....	18.68750%
HI .....	14.00000%
EI .....	12.75000%
IK .....	20.00000%
VI .....	16.00000%
CI .....	12.68750%
IE .....	13.28125%

\* 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 PI Class to Prepayments**

	<u>PSA Prepayment Assumption</u>							
	<u>50%</u>	<u>100%</u>	<u>120%</u>	<u>175%</u>	<u>205%</u>	<u>250%</u>	<u>500%</u>	<u>1000%</u>
Pre-Tax Yields to Maturity . . .	18.8%	13.3%	11.5%	11.5%	11.5%	11.5%	(6.4)%	(25.7)% (61.6)%

#### **Sensitivity of the HI Class to Prepayments**

	<u>PSA Prepayment Assumption</u>					
	<u>50%</u>	<u>100%</u>	<u>225%</u>	<u>500%</u>	<u>700%</u>	<u>1000%</u>
Pre-Tax Yields to Maturity . . .	25.0%	20.0%	5.0%	(38.5)%	(74.5)%	*

#### **Sensitivity of the EI Class to Prepayments**

	<u>PSA Prepayment Assumption</u>					
	<u>50%</u>	<u>100%</u>	<u>298%</u>	<u>600%</u>	<u>900%</u>	<u>1200%</u> <u>1400%</u>
Pre-Tax Yields to Maturity . . .	30.0%	25.7%	5.7%	(24.2)%	(48.1)%	(67.5)% (79.1)%

#### **Sensitivity of the IK Class to Prepayments**

	<u>PSA Prepayment Assumption</u>					
	<u>50%</u>	<u>100%</u>	<u>298%</u>	<u>600%</u>	<u>900%</u>	<u>1200%</u> <u>1400%</u>
Pre-Tax Yields to Maturity . . .	22.9%	22.3%	14.7%	(4.9)%	(25.0)%	(41.6)% (51.0)%

#### **Sensitivity of the VI Class to Prepayments**

	<u>PSA Prepayment Assumption</u>					
	<u>50%</u>	<u>100%</u>	<u>298%</u>	<u>600%</u>	<u>900%</u>	<u>1200%</u> <u>1400%</u>
Pre-Tax Yields to Maturity . . .	15.2%	15.2%	13.9%	2.3%	(13.1)%	(28.1)% (36.8)%

### Sensitivity of the CI Class to Prepayments

	PSA Prepayment Assumption				
	50%	100%	289%	600%	900%
Pre-Tax Yields to Maturity . . .	24.0%	20.6%	7.4%	(16.6)%	(43.4)%

### Sensitivity of the IE Class to Prepayments

	PSA Prepayment Assumption						
	<u>50%</u>	<u>100%</u>	<u>298%</u>	<u>600%</u>	<u>900%</u>	<u>1200%</u>	<u>1400%</u>
Pre-Tax Yields to Maturity . . .	29.0%	25.2%	7.4%	(20.6)%	(44.0)%	(63.1)%	(74.2)%

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

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

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

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

Class	Price*
LS . . . . .	12.437500%
SA . . . . .	12.984375%

\* 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 LS Class to Prepayments and LIBOR  
(Pre-Tax Yields to Maturity)**

<u>LIBOR</u>	PSA Prepayment Assumption						
	<u>50%</u>	<u>100%</u>	<u>374%</u>	<u>700%</u>	<u>1000%</u>	<u>1400%</u>	<u>2000%</u>
0.120% . . . . .	48.4%	44.7%	23.1%	(6.0)%	(37.6)%	(95.4)%	*
0.231% . . . . .	47.3%	43.6%	22.1%	(6.8)%	(38.3)%	(95.9)%	*
2.231% . . . . .	28.9%	25.4%	5.3%	(21.7)%	(51.2)%	*	*
4.231% . . . . .	10.3%	7.1%	(11.6)%	(36.7)%	(64.1)%	*	*
6.300% . . . . .	*	*	*	*	*	*	*

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

<b>LIBOR</b>	<b>PSA Prepayment Assumption</b>				
	<b>50%</b>	<b>100%</b>	<b>287%</b>	<b>600%</b>	<b>900%</b>
0.120% . . . . .	39.9%	37.2%	26.8%	8.5%	(10.4)%
0.228% . . . . .	38.9%	36.2%	25.8%	7.5%	(11.5)%
2.228% . . . . .	21.4%	18.6%	7.9%	(11.3)%	(31.3)%
4.228% . . . . .	3.2%	0.3%	(10.7)%	(30.7)%	(52.5)%
5.450% . . . . .	*	*	*	*	*

**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 4, Group 6, Group 7 and Group 9 Classes, and
- in the case of the Group 10, Group 11, Group 12, Group 13 and Group 14 Classes, the applicable priority sequences affecting principal payments on the related Underlying REMIC Certificates.

See “—Distributions of Principal” above and “Description of the Certificates—Distributions of Principal” in the applicable 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 rates and the corresponding weighted average lives of those Classes. The tables have been prepared on the basis of the Pricing Assumptions.

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

<u>Mortgage Loans Backing Trust Assets Specified Below</u>	<u>Original Terms to Maturity</u>	<u>Remaining Terms to Maturity</u>	<u>Interest Rates</u>
Group 1 MBS	360 months	360 months	*
Group 1 Ginnie Mae Certificates	360 months	360 months	**
Group 2 MBS	360 months	360 months	7.50%
Group 3 MBS	360 months	360 months	†
Group 3 Ginnie Mae Certificates	360 months	360 months	††
Group 4 MBS	360 months	360 months	7.00%
Group 5 Underlying REMIC Certificates	360 months	300 months	9.00%
Group 6 MBS	360 months	360 months	8.00%
Group 7 MBS	360 months	360 months	7.00%
Group 8 SMBS	360 months	360 months	7.00%
Group 9 MBS	240 months	240 months	6.50%
Group 10 Underlying REMIC Certificates	180 months	(1)	7.50%
Group 11 Underlying REMIC and RCR Certificates	180 months	(2)	8.50%
Group 12 Underlying REMIC and RCR Certificates	180 months	(3)	8.00%
Group 13 Underlying RCR Certificate	360 months	291 months	7.50%
Group 14 Underlying REMIC Certificates	360 months	(4)	8.50%
Group 15 MBS	180 months	180 months	8.00%

\* The Mortgage Loans backing the Group 1 MBS in the following principal amounts are assumed to have the following annual interest rates:

<u>Principal Amounts</u>	<u>Interest Rates</u>
\$2,412,312	9.62%
\$2,299,898	9.99%

\*\* The Mortgage Loans backing the Group 1 Ginnie Mae Certificates in the following principal amounts are assumed to have the following annual interest rates:

<u>Principal Amounts</u>	<u>Interest Rates</u>
\$ 1,035,710	8.875%
\$18,577,343	8.990%

† The Mortgage Loans backing the Group 3 MBS in the following principal amounts are assumed to have the following annual interest rates:

<u>Principal Amounts</u>	<u>Interest Rates</u>
\$ 94,576	8.99%
\$483,177	9.62%

†† The Mortgage Loans backing the Group 3 Ginnie Mae Certificates in the following principal amounts are assumed to have the following annual interest rates:

<u>Principal Amounts</u>	<u>Interest Rates</u>
\$27,998,409	7.62%
\$ 4,300,782	9.45%

- (1) The Mortgage Loans backing the Group 10 Underlying REMIC Certificates are assumed to have the following remaining terms to maturity:

<u>Class</u>	<u>Remaining Terms to Maturity</u>
2002-74-PE	92 months
2002-96-HN	94 months
2003-14-QA	96 months
2003-18-BA	96 months
2003-22-QA	97 months
2003-25-TA	97 months
2003-33-TW	98 months
2003-36-Q	98 months
2003-38-NP	98 months

- (2) The Mortgage Loans backing the Group 11 Underlying REMIC and RCR Certificates are assumed to have the following remaining terms to maturity:

<u>Class</u>	<u>Remaining Terms to Maturity</u>
1996-49-PA	20 months
1999-3-GD	47 months
1999-53-BF	55 months

- (3) The Mortgage Loans backing the Group 12 Underlying REMIC and RCR Certificates are assumed to have the following remaining terms to maturity:

<u>Class</u>	<u>Remaining Terms to Maturity</u>
2001-75-PC	81 months
2002-16-QG	85 months
2002-47-PE	89 months
2002-55-QE	90 months
2002-70-C	92 months
2002-70-PG	92 months

- (4) The Mortgage Loans backing the Group 14 Underlying REMIC Certificates are assumed to have the following remaining terms to maturity:

<u>Class</u>	<u>Remaining Terms to Maturity</u>
1994-109-A	178 months
1996-43-PA	199 months
1999-19-UC	230 months
1999-24-TM	230 months
1999-25-PB	231 months
1999-25-PH	231 months
1999-25-PQ	231 months
1999-26-KC	231 months
1999-26-PC	231 months
1999-27-CD	231 months
1999-28-PB	231 months
1999-29-PB	231 months
1999-30-PJ	231 months
1999-31-KC	231 months
1999-35-PD	232 months
2001-55-B	259 months
2002-57-JE	270 months
2002-60-AU	270 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 level.

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

### Percent of Original Principal Balances Outstanding

Date	WA Class							PA and PI† Classes								
	PSA Prepayment Assumption							PSA Prepayment Assumption								
	0%	100%	388%	700%	1100%	1500%	2200%	0%	100%	120%	175%	205%	250%	500%	700%	1000%
Initial Percent . . . . .	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
February 2011 . . . . .	99	91	74	56	33	10	0	99	90	88	88	88	88	88	74	50
February 2012 . . . . .	99	83	55	32	11	1	0	97	80	77	77	77	77	61	41	19
February 2013 . . . . .	98	75	41	18	4	*	0	96	71	67	67	67	67	41	23	7
February 2014 . . . . .	97	68	30	10	1	*	0	95	63	58	58	58	58	28	13	2
February 2015 . . . . .	96	61	22	5	*	*	0	93	55	50	50	50	50	19	7	*
February 2016 . . . . .	95	54	16	3	*	*	0	91	48	42	42	42	42	12	3	0
February 2017 . . . . .	94	48	12	2	*	*	0	89	41	34	34	34	34	8	1	0
February 2018 . . . . .	93	42	8	1	*	0	0	87	34	28	28	28	28	5	*	0
February 2019 . . . . .	91	37	6	*	*	0	0	85	28	23	23	23	23	3	0	0
February 2020 . . . . .	90	31	4	*	*	0	0	83	22	18	18	18	18	2	0	0
February 2021 . . . . .	88	27	3	*	*	0	0	80	17	15	15	15	15	1	0	0
February 2022 . . . . .	86	22	2	*	*	0	0	77	12	12	12	12	12	*	0	0
February 2023 . . . . .	84	18	1	*	*	0	0	74	9	9	9	9	9	0	0	0
February 2024 . . . . .	82	13	1	*	*	0	0	71	7	7	7	7	7	0	0	0
February 2025 . . . . .	80	9	*	*	*	0	0	68	5	5	5	5	5	0	0	0
February 2026 . . . . .	77	6	*	*	0	0	0	64	4	4	4	4	4	0	0	0
February 2027 . . . . .	74	3	*	*	0	0	0	60	3	3	3	3	3	0	0	0
February 2028 . . . . .	71	*	*	*	0	0	0	56	2	2	2	2	2	0	0	0
February 2029 . . . . .	68	0	0	0	0	0	0	51	1	1	1	1	1	0	0	0
February 2030 . . . . .	64	0	0	0	0	0	0	46	1	1	1	1	1	0	0	0
February 2031 . . . . .	60	0	0	0	0	0	0	41	*	*	*	*	*	0	0	0
February 2032 . . . . .	55	0	0	0	0	0	0	35	0	0	0	0	0	0	0	0
February 2033 . . . . .	50	0	0	0	0	0	0	29	0	0	0	0	0	0	0	0
February 2034 . . . . .	45	0	0	0	0	0	0	22	0	0	0	0	0	0	0	0
February 2035 . . . . .	39	0	0	0	0	0	0	15	0	0	0	0	0	0	0	0
February 2036 . . . . .	33	0	0	0	0	0	0	7	0	0	0	0	0	0	0	0
February 2037 . . . . .	26	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
February 2038 . . . . .	18	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
February 2039 . . . . .	9	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
February 2040 . . . . .	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)** . . . . .	21.1	7.4	3.3	1.8	0.9	0.5	0.1	17.6	6.5	6.0	6.0	6.0	6.0	3.2	2.2	1.3

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

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

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

Date	PL Class									VH Class								
	PSA Prepayment Assumption									PSA Prepayment Assumption								
	0%	100%	120%	175%	205%	250%	500%	700%	1000%	0%	100%	120%	175%	205%	250%	500%	700%	1000%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
February 2011	100	100	100	100	100	100	100	100	100	93	93	93	62	62	62	6	0	0
February 2012	100	100	100	100	100	100	100	100	100	86	86	86	30	30	30	0	0	0
February 2013	100	100	100	100	100	100	100	100	100	78	78	78	4	4	4	0	0	0
February 2014	100	100	100	100	100	100	100	100	100	70	70	70	0	0	0	0	0	0
February 2015	100	100	100	100	100	100	100	100	100	61	61	61	0	0	0	0	0	0
February 2016	100	100	100	100	100	100	100	100	45	52	52	52	0	0	0	0	0	0
February 2017	100	100	100	100	100	100	100	100	17	42	42	42	0	0	0	0	0	0
February 2018	100	100	100	100	100	100	100	100	7	32	32	29	0	0	0	0	0	0
February 2019	100	100	100	100	100	100	100	73	3	22	22	11	0	0	0	0	0	0
February 2020	100	100	100	100	100	100	100	41	1	11	11	0	0	0	0	0	0	0
February 2021	100	100	100	100	100	100	100	23	*	0	0	0	0	0	0	0	0	0
February 2022	100	100	100	100	100	100	100	13	*	0	0	0	0	0	0	0	0	0
February 2023	100	100	100	100	100	100	79	7	*	0	0	0	0	0	0	0	0	0
February 2024	100	100	100	100	100	100	52	4	*	0	0	0	0	0	0	0	0	0
February 2025	100	100	100	100	100	100	34	2	*	0	0	0	0	0	0	0	0	0
February 2026	100	100	100	100	100	100	22	1	*	0	0	0	0	0	0	0	0	0
February 2027	100	100	100	100	100	100	14	1	*	0	0	0	0	0	0	0	0	0
February 2028	100	100	100	100	100	100	9	*	*	0	0	0	0	0	0	0	0	0
February 2029	100	100	100	100	100	100	5	*	*	0	0	0	0	0	0	0	0	0
February 2030	100	100	100	100	100	100	3	*	*	0	0	0	0	0	0	0	0	0
February 2031	100	100	100	100	100	100	2	*	*	0	0	0	0	0	0	0	0	0
February 2032	100	72	72	72	72	72	1	*	*	0	0	0	0	0	0	0	0	0
February 2033	100	42	42	42	42	42	*	*	*	0	0	0	0	0	0	0	0	0
February 2034	100	18	18	18	18	18	*	*	0	0	0	0	0	0	0	0	0	0
February 2035	100	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
February 2036	100	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
February 2037	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
February 2038	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
February 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
February 2040	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	26.9	22.9	22.9	22.9	22.9	22.9	14.8	10.2	6.2	6.0	6.0	5.7	1.5	1.5	1.5	0.7	0.5	0.3

Date	VZ Class									WB Class						
	PSA Prepayment Assumption									PSA Prepayment Assumption						
	0%	100%	120%	175%	205%	250%	500%	700%	1000%	0%	100%	388%	700%	1100%	1500%	2200%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
February 2011	105	105	105	103	90	70	0	0	0	99	92	75	57	33	10	0
February 2012	110	110	110	107	84	51	0	0	0	98	84	56	32	11	1	0
February 2013	116	116	116	112	82	39	0	0	0	97	76	42	18	4	*	0
February 2014	122	122	122	104	69	21	0	0	0	96	70	31	10	1	*	0
February 2015	128	128	128	96	59	8	0	0	0	95	63	23	6	*	*	0
February 2016	135	135	135	91	52	2	0	0	0	94	57	17	3	*	*	0
February 2017	142	142	142	88	50	*	0	0	0	92	51	12	2	*	*	0
February 2018	149	149	149	85	47	*	0	0	0	91	46	9	1	*	0	0
February 2019	157	157	157	81	44	*	0	0	0	89	40	6	1	*	0	0
February 2020	165	165	157	75	41	*	0	0	0	87	35	5	*	*	0	0
February 2021	173	173	148	69	37	*	0	0	0	86	31	3	*	*	0	0
February 2022	173	172	137	63	33	*	0	0	0	84	27	2	*	*	0	0
February 2023	173	160	126	56	30	*	0	0	0	81	23	2	*	*	0	0
February 2024	173	146	114	50	26	*	0	0	0	79	19	1	*	*	0	0
February 2025	173	132	102	44	22	*	0	0	0	76	15	1	*	*	0	0
February 2026	173	118	90	38	19	*	0	0	0	74	12	*	*	0	0	0
February 2027	173	103	79	32	16	*	0	0	0	71	8	*	*	0	0	0
February 2028	173	89	67	27	13	*	0	0	0	67	5	*	*	0	0	0
February 2029	173	75	56	22	11	*	0	0	0	64	2	*	*	0	0	0
February 2030	173	61	45	17	8	*	0	0	0	60	*	*	*	0	0	0
February 2031	173	48	35	13	6	*	0	0	0	56	*	*	*	0	0	0
February 2032	173	35	26	9	4	*	0	0	0	52	0	0	0	0	0	0
February 2033	173	23	17	6	3	*	0	0	0	47	0	0	0	0	0	0
February 2034	173	11	8	3	1	*	0	0	0	42	0	0	0	0	0	0
February 2035	173	0	0	0	0	0	0	0	0	36	0	0	0	0	0	0
February 2036	173	0	0	0	0	0	0	0	0	30	0	0	0	0	0	0
February 2037	169	0	0	0	0	0	0	0	0	23	0	0	0	0	0	0
February 2038	117	0	0	0	0	0	0	0	0	16	0	0	0	0	0	0
February 2039	61	0	0	0	0	0	0	0	0	8	0	0	0	0	0	0
February 2040	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	28.6	18.3	17.1	13.1	9.0	2.4	0.3	0.2	0.1	20.4	8.1	3.4	1.8	0.9	0.5	0.1

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

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

Date	H, HI†, HC and HE Classes						HL Class						PT Class							
	PSA Prepayment Assumption						PSA Prepayment Assumption						PSA Prepayment Assumption							
	0%	100%	225%	500%	700%	1000%	0%	100%	225%	500%	700%	1000%	0%	100%	225%	500%	700%	1100%	1500%	2200%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
February 2011	99	90	81	61	47	25	100	100	100	100	100	100	99	92	85	68	57	33	10	0
February 2012	97	81	65	35	17	0	100	100	100	100	100	82	98	84	71	47	32	11	1	0
February 2013	96	72	51	16	0	0	100	100	100	100	97	32	96	77	60	32	18	4	*	0
February 2014	94	64	39	4	0	0	100	100	100	100	55	12	95	70	50	22	10	1	*	0
February 2015	93	56	29	0	0	0	100	100	100	79	31	5	93	64	42	15	6	*	*	0
February 2016	91	49	21	0	0	0	100	100	100	54	17	2	92	58	35	10	3	*	*	0
February 2017	89	43	14	0	0	0	100	100	100	36	10	1	90	52	29	7	2	*	*	0
February 2018	87	36	8	0	0	0	100	100	100	24	5	*	88	47	24	4	1	*	0	0
February 2019	85	30	2	0	0	0	100	100	100	16	3	*	85	42	20	3	1	*	0	0
February 2020	83	25	0	0	0	0	100	100	91	11	2	*	83	37	16	2	*	*	0	0
February 2021	80	20	0	0	0	0	100	100	75	7	1	*	80	32	13	1	*	*	0	0
February 2022	77	15	0	0	0	0	100	100	61	5	1	*	77	28	10	1	*	*	0	0
February 2023	74	11	0	0	0	0	100	100	50	3	*	*	74	24	8	1	*	*	0	0
February 2024	71	6	0	0	0	0	100	100	40	2	*	*	70	20	6	*	*	*	0	0
February 2025	68	2	0	0	0	0	100	100	32	1	*	*	66	17	5	*	*	*	0	0
February 2026	64	0	0	0	0	0	100	94	25	1	*	*	62	13	4	*	*	0	0	0
February 2027	61	0	0	0	0	0	100	80	19	1	*	*	57	10	2	*	*	0	0	0
February 2028	57	0	0	0	0	0	100	66	15	*	*	*	52	7	2	*	*	0	0	0
February 2029	52	0	0	0	0	0	100	52	11	*	*	*	47	4	1	*	*	0	0	0
February 2030	48	0	0	0	0	0	100	40	8	*	*	*	40	2	*	*	*	0	0	0
February 2031	42	0	0	0	0	0	100	29	5	*	*	0	34	*	*	*	*	0	0	0
February 2032	37	0	0	0	0	0	100	18	3	*	*	0	26	*	*	*	0	0	0	0
February 2033	31	0	0	0	0	0	100	8	1	*	*	0	18	0	0	0	0	0	0	0
February 2034	25	0	0	0	0	0	100	0	0	0	0	0	10	0	0	0	0	0	0	0
February 2035	18	0	0	0	0	0	100	0	0	0	0	0	0	0	0	0	0	0	0	0
February 2036	11	0	0	0	0	0	100	0	0	0	0	0	0	0	0	0	0	0	0	0
February 2037	4	0	0	0	0	0	100	0	0	0	0	0	0	0	0	0	0	0	0	0
February 2038	0	0	0	0	0	0	80	0	0	0	0	0	0	0	0	0	0	0	0	0
February 2039	0	0	0	0	0	0	41	0	0	0	0	0	0	0	0	0	0	0	0	0
February 2040	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	6.5	3.6	1.7	1.1	0.7	28.8	19.4	13.9	7.0	4.7	2.9	16.9	8.4	5.4	2.6	1.8	0.9	0.5	0.1

Date	LB Class							LF and LS† Classes							LZ Class						
	PSA Prepayment Assumption							PSA Prepayment Assumption							PSA Prepayment Assumption						
	0%	100%	374%	700%	1000%	1400%	2000%	0%	100%	374%	700%	1000%	1400%	2000%	0%	100%	374%	700%	1000%	1400%	2000%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
February 2011	99	91	73	53	34	8	0	99	92	76	57	39	16	0	105	105	105	105	105	105	0
February 2012	97	82	53	26	7	0	0	98	84	58	32	15	2	0	109	109	109	109	109	31	0
February 2013	96	74	37	10	0	0	0	97	77	44	18	6	*	0	114	114	114	114	76	5	0
February 2014	94	67	25	1	0	0	0	96	71	33	10	2	*	0	120	120	120	120	29	1	0
February 2015	92	59	16	0	0	0	0	95	65	25	6	1	*	0	125	125	125	73	11	*	0
February 2016	91	53	9	0	0	0	0	94	59	19	3	*	*	0	131	131	131	41	4	*	0
February 2017	89	46	3	0	0	0	0	92	53	14	2	*	*	0	137	137	137	23	2	*	0
February 2018	87	40	0	0	0	0	0	91	48	10	1	*	*	0	143	143	131	13	1	*	0
February 2019	84	34	0	0	0	0	0	89	43	8	1	*	*	0	150	150	97	7	*	*	0
February 2020	82	29	0	0	0	0	0	88	39	6	*	*	0	0	157	157	72	4	*	*	0
February 2021	79	23	0	0	0	0	0	86	34	4	*	*	0	0	164	164	53	2	*	*	0
February 2022	76	18	0	0	0	0	0	84	30	3	*	*	0	0	171	171	38	1	*	0	0
February 2023	73	14	0	0	0	0	0	82	27	2	*	*	0	0	179	179	28	1	*	0	0
February 2024	70	9	0	0	0	0	0	79	23	2	*	*	0	0	188	188	20	*	*	0	0
February 2025	67	5	0	0	0	0	0	77	20	1	*	*	0	0	196	196	14	*	*	0	0
February 2026	63	1	0	0	0	0	0	74	17	1	*	*	0	0	205	205	10	*	*	0	0
February 2027	59	0	0	0	0	0	0	71	14	1	*	*	0	0	215	176	7	*	*	0	0
February 2028	54	0	0	0	0	0	0	68	11	*	*	*	0	0	224	141	4	*	*	0	0
February 2029	50	0	0	0	0	0	0	64	9	*	*	0	0	0	235	109	3	*	*	0	0
February 2030	45	0	0	0	0	0	0	60	6	*	*	0	0	0	246	78	2	*	*	0	0
February 2031	39	0	0	0	0	0	0	56	4	*	*	0	0	0	257	50	1	*	0	0	0
February 2032	33	0	0	0	0	0	0	52	2	*	*	0	0	0	269	23	*	*	0	0	0
February 2033	27	0	0	0	0	0	0	47	0	0	0	0	0	0	281	0	0	0	0	0	0
February 2034	20	0	0	0	0	0	0	42	0	0	0	0	0	0	294	0	0	0	0	0	0
February 2035	13	0	0	0	0	0	0	36	0	0	0	0	0	0	307	0	0	0	0	0	0
February 2036	5	0	0	0	0	0	0	30	0	0	0	0	0	0	321	0	0	0	0	0	0
February 2037	0	0	0	0	0	0	0	23	0	0	0	0	0	0	297	0	0	0	0	0	0
February 2038	0	0	0	0	0	0	0	16	0	0	0	0	0	0	206	0	0	0	0	0	0
February 2039	0	0	0	0	0	0	0	8	0	0	0	0	0	0	107	0	0	0	0	0	0
February 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)**	17.4	7.0	2.7	1.4	0.9	0.5	0.1	20.5	8.8	3.6	1.8	1.1	0.6	0.1	28.4	19.3	10.9	5.9	3.7	1.9	0.1

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

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

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

Date	E, EI†, EB and ED Classes							EK, IK† and EL Classes							EZ Class						
	PSA Prepayment Assumption							PSA Prepayment Assumption							PSA Prepayment Assumption						
	0%	100%	298%	600%	900%	1200%	1400%	0%	100%	298%	600%	900%	1200%	1400%	0%	100%	298%	600%	900%	1200%	1400%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
February 2011	99	95	90	82	74	65	60	100	100	100	100	100	100	100	105	105	105	105	105	105	105
February 2012	97	87	72	51	31	14	3	100	100	100	100	100	100	100	109	109	109	109	109	109	109
February 2013	95	78	51	18	0	0	0	100	100	100	100	14	0	0	114	114	114	114	114	80	39
February 2014	94	69	33	0	0	0	0	100	100	100	53	0	0	0	120	120	120	120	76	22	6
February 2015	92	60	19	0	0	0	0	100	100	100	0	0	0	0	125	125	125	116	34	6	1
February 2016	90	52	7	0	0	0	0	100	100	100	0	0	0	0	131	131	131	73	15	2	*
February 2017	88	44	0	0	0	0	0	100	100	75	0	0	0	0	137	137	137	45	7	*	*
February 2018	85	37	0	0	0	0	0	100	100	0	0	0	0	0	143	143	143	28	3	*	*
February 2019	83	31	0	0	0	0	0	100	100	0	0	0	0	0	150	150	124	18	1	*	*
February 2020	80	24	0	0	0	0	0	100	100	0	0	0	0	0	157	157	99	11	1	*	*
February 2021	77	19	0	0	0	0	0	100	100	0	0	0	0	0	163	163	78	7	*	*	*
February 2022	74	13	0	0	0	0	0	100	100	0	0	0	0	0	163	163	62	4	*	*	*
February 2023	71	8	0	0	0	0	0	100	100	0	0	0	0	0	163	163	49	3	*	*	0
February 2024	67	3	0	0	0	0	0	100	100	0	0	0	0	0	163	163	39	2	*	*	0
February 2025	64	0	0	0	0	0	0	100	86	0	0	0	0	0	163	163	30	1	*	*	0
February 2026	60	0	0	0	0	0	0	100	34	0	0	0	0	0	163	163	24	1	*	*	0
February 2027	55	0	0	0	0	0	0	100	0	0	0	0	0	0	163	157	18	*	*	0	0
February 2028	51	0	0	0	0	0	0	100	0	0	0	0	0	0	163	139	14	*	*	0	0
February 2029	46	0	0	0	0	0	0	100	0	0	0	0	0	0	163	122	11	*	*	0	0
February 2030	40	0	0	0	0	0	0	100	0	0	0	0	0	0	163	105	8	*	*	0	0
February 2031	34	0	0	0	0	0	0	100	0	0	0	0	0	0	163	90	6	*	*	0	0
February 2032	28	0	0	0	0	0	0	100	0	0	0	0	0	0	163	76	5	*	*	0	0
February 2033	22	0	0	0	0	0	0	100	0	0	0	0	0	0	163	63	3	*	*	0	0
February 2034	15	0	0	0	0	0	0	100	0	0	0	0	0	0	163	51	2	*	*	0	0
February 2035	7	0	0	0	0	0	0	100	0	0	0	0	0	0	163	41	2	*	*	0	0
February 2036	0	0	0	0	0	0	0	86	0	0	0	0	0	0	163	31	1	*	0	0	0
February 2037	0	0	0	0	0	0	0	0	0	0	0	0	0	0	154	22	1	*	0	0	0
February 2038	0	0	0	0	0	0	0	0	0	0	0	0	0	0	106	14	*	*	0	0	0
February 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	55	6	*	*	0	0	0
February 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)**	16.7	6.7	3.3	2.0	1.6	1.3	1.2	26.4	15.7	7.3	4.1	2.9	2.4	2.2	28.5	22.2	12.5	7.0	4.8	3.5	3.0

Date	VE, VI† and EV Classes							EG, EH, EJ and IE† Classes							EM Class						
	PSA Prepayment Assumption							PSA Prepayment Assumption							PSA Prepayment Assumption						
	0%	100%	298%	600%	900%	1200%	1400%	0%	100%	298%	600%	900%	1200%	1400%	0%	100%	298%	600%	900%	1200%	1400%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
February 2011	93	93	93	93	93	93	93	99	95	91	83	76	68	63	100	100	100	100	100	100	100
February 2012	85	85	85	85	85	85	85	97	88	74	54	36	20	10	100	100	100	100	100	100	100
February 2013	77	77	77	77	77	0	0	96	79	55	24	1	0	0	100	100	100	100	100	49	24
February 2014	69	69	69	69	0	0	0	94	71	38	4	0	0	0	100	100	100	100	47	13	4
February 2015	60	60	60	0	0	0	0	92	63	25	0	0	0	0	100	100	100	71	21	4	1
February 2016	51	51	51	0	0	0	0	91	55	14	0	0	0	0	100	100	100	45	9	1	*
February 2017	42	42	42	0	0	0	0	89	48	6	0	0	0	0	100	100	100	28	4	*	*
February 2018	32	32	19	0	0	0	0	86	42	0	0	0	0	0	100	100	95	17	2	*	*
February 2019	21	21	0	0	0	0	0	84	36	0	0	0	0	0	100	100	76	11	1	*	*
February 2020	10	10	0	0	0	0	0	82	30	0	0	0	0	0	100	100	60	7	*	*	*
February 2021	0	0	0	0	0	0	0	79	25	0	0	0	0	0	100	100	48	4	*	*	*
February 2022	0	0	0	0	0	0	0	76	20	0	0	0	0	0	100	100	38	3	*	*	*
February 2023	0	0	0	0	0	0	0	73	15	0	0	0	0	0	100	100	30	2	*	*	0
February 2024	0	0	0	0	0	0	0	70	11	0	0	0	0	0	100	100	24	1	*	*	0
February 2025	0	0	0	0	0	0	0	66	6	0	0	0	0	0	100	100	19	1	*	*	0
February 2026	0	0	0	0	0	0	0	63	3	0	0	0	0	0	100	100	15	*	*	*	0
February 2027	0	0	0	0	0	0	0	59	0	0	0	0	0	0	100	96	11	*	*	0	0
February 2028	0	0	0	0	0	0	0	54	0	0	0	0	0	0	100	85	9	*	*	0	0
February 2029	0	0	0	0	0	0	0	50	0	0	0	0	0	0	100	74	7	*	*	0	0
February 2030	0	0	0	0	0	0	0	45	0	0	0	0	0	0	100	65	5	*	*	0	0
February 2031	0	0	0	0	0	0	0	39	0	0	0	0	0	0	100	55	4	*	*	0	0
February 2032	0	0	0	0	0	0	0	34	0	0	0	0	0	0	100	47	3	*	*	0	0
February 2033	0	0	0	0	0	0	0	28	0	0	0	0	0	0	100	39	2	*	*	0	0
February 2034	0	0	0	0	0	0	0	21	0	0	0	0	0	0	100	31	1	*	*	0	0
February 2035	0	0	0	0	0	0	0	14	0	0	0	0	0	0	100	25	1	*	*	0	0
February 2036	0	0	0	0	0	0	0	6	0	0	0	0	0	0	100	19	1	*	0	0	0
February 2037	0	0	0	0	0	0	0	0	0	0	0	0	0	0	94	14	*	*	0	0	0
February 2038	0	0	0	0	0	0	0	0	0	0	0	0	0	0	65	8	*	*	0	0	0
February 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	34	4	*	*	0	0	0
February 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)**	5.9	5.9	5.5	3.8	2.9	2.4	2.2	17.4	7.4	3.6	2.2	1.7	1.4	1.2	28.5	22.2	12.0	6.4	4.3	3.3	2.8

\* 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.



Date	EN Class							FA and SA† Classes					GA Class					
	PSA Prepayment Assumption							PSA Prepayment Assumption					PSA Prepayment Assumption					
	0%	100%	298%	600%	900%	1200%	1400%	0%	100%	287%	600%	900%	0%	100%	196%	400%	600%	800%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
February 2011	100	100	100	100	100	100	100	99	96	91	84	76	97	93	91	86	81	75
February 2012	100	100	100	100	100	100	100	98	90	77	58	42	93	84	77	62	49	36
February 2013	100	100	100	100	83	39	19	97	83	63	36	19	90	74	62	39	20	6
February 2014	100	100	100	91	37	11	3	95	76	51	23	8	86	64	48	21	3	0
February 2015	100	100	100	57	17	3	*	94	70	41	14	4	82	55	37	8	0	0
February 2016	100	100	100	36	8	1	*	93	65	33	9	2	78	46	27	0	0	0
February 2017	100	100	95	22	3	*	*	91	59	27	6	1	73	38	18	0	0	0
February 2018	100	100	76	14	2	*	*	89	54	22	3	*	68	31	10	0	0	0
February 2019	100	100	61	9	1	*	*	88	50	18	2	*	63	24	4	0	0	0
February 2020	100	100	48	5	*	*	*	86	45	14	1	*	57	17	0	0	0	0
February 2021	100	100	38	3	*	*	*	84	41	11	1	*	51	11	0	0	0	0
February 2022	100	100	30	2	*	*	*	82	38	9	1	*	44	6	0	0	0	0
February 2023	100	100	24	1	*	*	0	79	34	7	*	*	37	1	0	0	0	0
February 2024	100	100	19	1	*	*	0	77	31	6	*	*	30	0	0	0	0	0
February 2025	100	97	15	*	*	*	0	74	27	5	*	*	22	0	0	0	0	0
February 2026	100	87	12	*	*	*	0	71	25	4	*	*	14	0	0	0	0	0
February 2027	100	77	9	*	*	0	0	68	22	3	*	*	5	0	0	0	0	0
February 2028	100	68	7	*	*	0	0	65	19	2	*	*	0	0	0	0	0	0
February 2029	100	60	5	*	*	0	0	61	17	2	*	*	0	0	0	0	0	0
February 2030	100	52	4	*	*	0	0	57	15	1	*	*	0	0	0	0	0	0
February 2031	100	44	3	*	*	0	0	53	13	1	*	*	0	0	0	0	0	0
February 2032	100	37	2	*	*	0	0	49	11	1	*	*	0	0	0	0	0	0
February 2033	100	31	2	*	*	0	0	44	9	1	*	*	0	0	0	0	0	0
February 2034	100	25	1	*	*	0	0	39	7	*	*	0	0	0	0	0	0	0
February 2035	100	20	1	*	0	0	0	34	6	*	*	0	0	0	0	0	0	0
February 2036	97	15	1	*	0	0	0	28	4	*	*	0	0	0	0	0	0	0
February 2037	75	11	*	*	0	0	0	22	3	*	*	0	0	0	0	0	0	0
February 2038	52	7	*	*	0	0	0	15	2	*	*	0	0	0	0	0	0	0
February 2039	27	3	*	*	0	0	0	8	*	*	*	0	0	0	0	0	0	0
February 2040	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	28.1	20.9	11.1	6.0	4.1	3.1	2.7	19.9	10.6	5.4	2.9	2.0	10.4	6.0	4.3	2.7	2.1	1.7

Date	GM Class						AT Class								BT Class							
	PSA Prepayment Assumption						PSA Prepayment Assumption								PSA Prepayment Assumption							
	0%	100%	196%	400%	600%	800%	0%	100%	342%	600%	800%	1100%	1600%	0%	100%	275%	500%	800%	1100%	1600%		
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100		
February 2011	100	100	100	100	100	100	91	84	71	57	46	30	4	78	68	61	51	38	25	3		
February 2012	100	100	100	100	100	100	80	68	49	32	21	9	*	54	39	31	22	12	5	*		
February 2013	100	100	100	100	100	100	70	54	32	17	9	3	*	28	12	8	5	2	1	*		
February 2014	100	100	100	100	100	61	58	40	21	9	4	1	*	2	0	0	0	0	0	0		
February 2015	100	100	100	100	67	30	45	28	12	4	1	*	*	0	0	0	0	0	0	0		
February 2016	100	100	100	96	41	15	31	16	6	2	*	*	0	0	0	0	0	0	0	0		
February 2017	100	100	100	69	25	7	17	5	2	*	*	*	0	0	0	0	0	0	0	0		
February 2018	100	100	100	49	15	4	1	*	*	*	*	0	0	0	0	0	0	0	0	0		
February 2019	100	100	100	35	9	2	0	0	0	0	0	0	0	0	0	0	0	0	0	0		
February 2020	100	100	95	25	5	1	0	0	0	0	0	0	0	0	0	0	0	0	0	0		
February 2021	100	100	77	17	3	*	0	0	0	0	0	0	0	0	0	0	0	0	0	0		
February 2022	100	100	61	12	2	*	0	0	0	0	0	0	0	0	0	0	0	0	0	0		
February 2023	100	100	48	8	1	*	0	0	0	0	0	0	0	0	0	0	0	0	0	0		
February 2024	100	84	37	5	1	*	0	0	0	0	0	0	0	0	0	0	0	0	0	0		
February 2025	100	66	27	3	*	*	0	0	0	0	0	0	0	0	0	0	0	0	0	0		
February 2026	100	50	19	2	*	*	0	0	0	0	0	0	0	0	0	0	0	0	0	0		
February 2027	100	35	13	1	*	*	0	0	0	0	0	0	0	0	0	0	0	0	0	0		
February 2028	82	21	7	1	*	*	0	0	0	0	0	0	0	0	0	0	0	0	0	0		
February 2029	42	8	3	*	*	*	0	0	0	0	0	0	0	0	0	0	0	0	0	0		
February 2030	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0		
February 2031	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0		
February 2032	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0		
February 2033	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0		
February 2034	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0		
February 2035	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0		
February 2036	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0		
February 2037	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0		
February 2038	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0		
February 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0		
February 2040	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0		
Weighted Average Life (years)**	18.8	16.2	13.4	8.8	6.2	4.7	4.5	3.5	2.4	1.7	1.3	0.9	0.3	2.2	1.7	1.5	1.3	1.0	0.7	0.3		

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

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

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

Date	CT Class							DT Class						
	PSA Prepayment Assumption							PSA Prepayment Assumption						
	0%	100%	290%	600%	800%	1100%	1700%	0%	100%	307%	600%	800%	1000%	1500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100
February 2011	90	81	71	55	45	29	0	98	92	80	63	51	39	10
February 2012	78	64	49	29	19	8	0	97	84	63	39	26	15	1
February 2013	66	47	32	15	8	2	0	95	77	50	24	13	6	*
February 2014	53	31	19	7	3	1	0	93	70	40	15	7	2	*
February 2015	38	17	9	2	1	*	0	91	64	32	9	3	1	*
February 2016	23	5	2	*	*	*	0	89	58	25	6	2	*	*
February 2017	7	*	*	*	*	*	0	87	53	19	4	1	*	*
February 2018	0	0	0	0	0	0	0	84	47	15	2	*	*	0
February 2019	0	0	0	0	0	0	0	81	42	12	1	*	*	0
February 2020	0	0	0	0	0	0	0	78	38	9	1	*	*	0
February 2021	0	0	0	0	0	0	0	75	34	7	*	*	*	0
February 2022	0	0	0	0	0	0	0	72	30	5	*	*	*	0
February 2023	0	0	0	0	0	0	0	68	26	4	*	*	*	0
February 2024	0	0	0	0	0	0	0	64	22	3	*	*	*	0
February 2025	0	0	0	0	0	0	0	60	19	2	*	*	*	0
February 2026	0	0	0	0	0	0	0	55	16	2	*	*	*	0
February 2027	0	0	0	0	0	0	0	50	13	1	*	*	*	0
February 2028	0	0	0	0	0	0	0	45	10	1	*	*	*	0
February 2029	0	0	0	0	0	0	0	39	8	1	*	*	0	0
February 2030	0	0	0	0	0	0	0	33	6	*	*	*	0	0
February 2031	0	0	0	0	0	0	0	26	3	*	*	*	0	0
February 2032	0	0	0	0	0	0	0	19	1	*	*	*	0	0
February 2033	0	0	0	0	0	0	0	11	0	0	0	0	0	0
February 2034	0	0	0	0	0	0	0	2	0	0	0	0	0	0
February 2035	0	0	0	0	0	0	0	0	0	0	0	0	0	0
February 2036	0	0	0	0	0	0	0	0	0	0	0	0	0	0
February 2037	0	0	0	0	0	0	0	0	0	0	0	0	0	0
February 2038	0	0	0	0	0	0	0	0	0	0	0	0	0	0
February 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0
February 2040	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average														
Life (years)**	4.1	3.0	2.3	1.6	1.2	0.8	0.1	15.6	8.7	4.2	2.2	1.5	1.1	0.5

Date	ET Class								C and CI† Classes				
	PSA Prepayment Assumption								PSA Prepayment Assumption				
	0%	100%	380%	700%	1000%	1300%	1600%	2400%	0%	100%	289%	600%	900%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100
February 2011	98	91	75	56	39	21	4	0	96	85	74	58	41
February 2012	96	82	55	31	15	5	*	0	93	70	54	33	17
February 2013	93	74	41	17	6	1	*	0	88	57	39	18	7
February 2014	90	67	30	10	2	*	*	0	84	44	26	9	3
February 2015	87	59	22	5	1	*	*	0	79	32	17	5	1
February 2016	84	53	16	3	*	*	0	0	73	21	10	2	*
February 2017	80	46	12	2	*	*	0	0	68	11	4	1	*
February 2018	77	40	8	1	*	*	0	0	61	1	*	*	*
February 2019	72	35	6	*	*	*	0	0	55	0	0	0	0
February 2020	68	29	4	*	*	*	0	0	47	0	0	0	0
February 2021	63	24	3	*	*	*	0	0	39	0	0	0	0
February 2022	57	20	2	*	*	0	0	0	30	0	0	0	0
February 2023	51	15	1	*	*	0	0	0	21	0	0	0	0
February 2024	45	12	1	*	*	0	0	0	11	0	0	0	0
February 2025	38	8	*	*	*	0	0	0	0	0	0	0	0
February 2026	31	5	*	*	*	0	0	0	0	0	0	0	0
February 2027	23	2	*	*	0	0	0	0	0	0	0	0	0
February 2028	15	1	*	*	0	0	0	0	0	0	0	0	0
February 2029	6	1	*	*	0	0	0	0	0	0	0	0	0
February 2030	3	*	*	*	0	0	0	0	0	0	0	0	0
February 2031	2	*	*	*	0	0	0	0	0	0	0	0	0
February 2032	1	*	*	0	0	0	0	0	0	0	0	0	0
February 2033	0	0	0	0	0	0	0	0	0	0	0	0	0
February 2034	0	0	0	0	0	0	0	0	0	0	0	0	0
February 2035	0	0	0	0	0	0	0	0	0	0	0	0	0
February 2036	0	0	0	0	0	0	0	0	0	0	0	0	0
February 2037	0	0	0	0	0	0	0	0	0	0	0	0	0
February 2038	0	0	0	0	0	0	0	0	0	0	0	0	0
February 2039	0	0	0	0	0	0	0	0	0	0	0	0	0
February 2040	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average													
Life (years)**	12.3	7.2	3.3	1.8	1.1	0.7	0.3	0.1	9.0	3.7	2.8	1.7	1.2

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

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

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

## **Characteristics of the Residual Classes**

A Residual Certificate will be subject to certain transfer restrictions. See “Description of the Certificates—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	388% PSA
2	205% PSA
3	388% PSA
4	225% PSA
5	225% PSA
6	374% PSA
7	298% PSA
8	287% PSA
9	196% PSA
10	342% PSA
11	275% PSA
12	290% PSA
13	307% PSA
14	380% PSA
15	289% 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 Group 1, Group 2, Group 3, Group 4, Group 5, Group 6, Group 7, Group 8, Group 9 and Group 15 Classes to RBS Securities Inc. (the “Dealer”) in exchange for the Trust MBS, the Ginnie Mae Certificates, the Group 5 Underlying REMIC Certificates and the Group 8 SMBS.

The Dealer proposes to offer the Certificates (other than the AT, BT, CT, DT and ET Classes) directly to the public from time to time in negotiated transactions at varying prices to be determined at the time of sale. The Dealer may effect these transactions to or through other dealers.

We will provide the underlying REMIC and RCR certificates in Group 10, Group 11, Group 12, Group 13 and Group 14 to the Trust in exchange for the Group 10, Group 11, Group 12, Group 13 and Group 14 Classes. On the Settlement Date, we expect to transfer the AT, BT, CT, DT and ET Classes to Fannie Mae Mega Trust Numbers 310043, 310044, 310045, 310046 and 310047, respectively. We will initially retain the related Mega certificates, and may sell the Mega certificates directly to the public from time to time in negotiated transactions at varying prices to be determined at the time of sale.

## **LEGAL MATTERS**

Sidley Austin LLP will provide legal representation for Fannie Mae. Sidley Austin LLP will also provide legal representation for the Dealer.

## 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 or Notional Principal Balance of Class	February 2010 Class Factor	Principal or Notional Principal Balance in the Lower Tier REMIC	Approximate Weighted Average WAC	Approximate Weighted Average WAM (in months)	Approximate Weighted Average WALA (in months)
2005-013	FA	February 2005	31394CDB5	(2)	FLT	March 2035	PT	\$300,000,000	0.24772316	\$12,386,158.00	7.032%	247	97
2005-013	SA	February 2005	31394CGN6	(2)	INV/IO	March 2035	NTL	300,000,000	0.24772316	12,386,158.00	7.032	247	97

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

(2) These classes bear interest as described in the related Underlying REMIC Disclosure Document.

## Group 10 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	February 2010 Class Factor	Principal Balance in the Lower Tier REMIC	Approximate Weighted Average WAC	Approximate Weighted Average WAM (in months)	Approximate Weighted Average WALA (in months)
2002-074	PE	October 2002	31392FPP6	5.0%	FIX	November 2017	PAC	\$170,011,800	0.95010125	\$ 45,129,809.37	5.579%	85	89
2002-096	HN	December 2002	31392GNC5	5.0	FIX	January 2018	SEQ	94,700,724	0.94693607	46,399,867.43	5.505	86	87
2003-014	QA	February 2003	31392JEM7	5.0	FIX	March 2018	PAC	128,317,000	0.29455718	37,794,127.32	5.557	88	85
2003-018	BA	February 2003	31392JUQ0	5.0	FIX	March 2018	PAC	351,052,000	0.29435662	103,334,480.16	5.469	89	85
2003-022	QA	March 2003	31393AMN4	5.0	FIX	April 2018	PAC	350,134,000	0.31190254	109,207,683.94	5.401	90	84
2003-025	TA	March 2003	31393AQU4	5.0	FIX	April 2018	PAC	172,866,000	0.31812293	54,992,638.41	5.532	89	84
2003-033	TW	April 2003	31393BJF3	5.0	FIX	May 2018	PAC	172,866,000	0.30826145	53,287,923.81	5.455	90	84
2003-036	Q	April 2003	31393BAB1	5.0	FIX	May 2018	SCH	347,326,800	0.33633530	116,818,263.47	5.466	92	82
2003-038	NP	April 2003	31393A2N6	5.0	FIX	May 2018	SCH	350,197,949	0.35019914	122,639,020.56	5.367	93	82

(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.



## Group 11 Underlying REMIC and RCR Certificates

Underlying REMIC Trust	Class	Date of Issue	CUSIP Number	Interest Rate	Interest Type(I)	Final Distribution Date	Principal Type(I)	Original Principal Balance of Class	February 2010 Class Factor	Principal Balance in the Lower Tier REMIC	Approximate Weighted Average WAC	Approximate Weighted Average WAM (in months)	Approximate Weighted Average WALA (in months)
1996-049	PA	October 1996	31359KYS0	6.0%	FIX	October 2011	PAC	\$230,819,000	0.00038138	\$ 88,029.75	6.724%	7	173
1999-003	GD	January 1999	31359VGV9	6.0	FIX	February 2014	PAC	458,302,000	0.06067252	27,806,337.26	6.546	42	134
1999-053	BF	September 1999	31359WS69	6.0	FIX	October 2014	SEQ	229,096,484	0.05932386	4,493,819.29	6.606	39	137

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

## Group 12 Underlying REMIC and RCR Certificates

Underlying REMIC Trust	Class	Date of Issue	CUSIP Number	Interest Rate	Interest Type(I)	Final Distribution Date	Principal Type(I)	Original Principal Balance of Class	February 2010 Class Factor	Principal Balance in the Lower Tier REMIC	Approximate Weighted Average WAC	Approximate Weighted Average WAM (in months)	Approximate Weighted Average WALA (in months)
2001-075	PC	November 2001	31392ATA6	5.5%	FIX	December 2016	PAC	\$131,115,000	0.31158929	\$22,423,211.66	6.097%	68	105
2002-016	QG	March 2002	31392CXC3	5.5	FIX	April 2017	PAC	25,000,000	0.71443022	17,146,325.28	6.012	74	98
2002-047	PE	July 2002	31392DVX7	5.5	FIX	August 2017	PAC	56,397,500	0.58431742	27,110,867.49	6.074	70	104
2002-055	QE	August 2002	31392EEV8	5.5	FIX	September 2017	PAC	66,228,800	0.83406226	20,938,298.97	5.899	77	97
2002-070	C	October 2002	31392FAF4	5.5	FIX	November 2017	SEQ	100,000,000	0.36392858	25,475,000.60	5.976	82	92
2002-070	PG	October 2002	31392FAS6	5.5	FIX	November 2017	PAC	130,022,947	0.65422770	20,225,152.32	5.965	82	91

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

## Group 13 Underlying RCR Certificate

Underlying REMIC Trust	Class	Date of Issue	CUSIP Number	Interest Rate	Interest Type(I)	Final Distribution Date	Principal Type(I)	Original Principal Balance of Class	February 2010 Class Factor	Principal Balance in the Lower Tier REMIC	Approximate Weighted Average WAC	Approximate Weighted Average WAM (in months)	Approximate Weighted Average WALA (in months)
2004-041	B	May 2004	31393YSW6	5.0%	FIX	June 2034	SEQ	\$340,000,000	0.68018168	\$231,261,771.20	5.502%	272	77

(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.



## Group 14 Underlying REMIC Certificates

Underlying REMIC Trust	Class	Date of Issue	CUSIP Number	Interest Rate	Interest Type(l)	Final Distribution Date	Principal Type(l)	Original Principal Balance of Class	February 2010 Class Factor	Principal Balance in the Lower Tier REMIC	Approximate Weighted Average WAC	Approximate Weighted Average WAM (in months)	Approximate Weighted Average WALA (in months)
1994-109	A	December 1994	31359LKE4	6.0%	FIX	December 2024	PAC	\$166,600,000	0.08190388	\$13,645,186.40	6.624%	147	194
1996-043	PA	September 1996	31359KTZ0	6.0	FIX	October 2026	PAC	143,329,000	0.09634663	13,809,266.13	6.660	148	195
1999-019	UC	April 1999	31359VN25	6.0	FIX	May 2029	PAC	19,016,000	0.92180930	14,763,697.74	6.631	204	135
1999-024	TM	April 1999	31359VZU0	6.0	FIX	May 2029	TAC	180,000,000	0.09344559	16,820,206.20	6.664	209	132
1999-025	PB	May 1999	31359VU50	6.0	FIX	June 2029	PAC	200,000,000	0.11500147	23,000,294.00	6.616	200	141
1999-025	PH	May 1999	31359VW58	6.0	FIX	June 2029	PAC	200,000,000	0.12249555	24,499,110.00	6.699	205	135
1999-025	PQ	May 1999	31359VY80	6.0	FIX	June 2029	PAC	200,000,000	0.12252852	24,505,704.00	6.699	205	135
1999-026	KC	May 1999	31359WCN9	6.0	FIX	June 2029	PAC	372,948,000	0.10545833	39,330,473.25	6.725	202	137
1999-026	PC	May 1999	31359WBZ3	6.0	FIX	June 2029	PAC	186,474,000	0.14991928	27,956,047.81	6.596	202	137
1999-027	CD	May 1999	31359V3C5	6.0	FIX	June 2029	PAC	437,730,000	0.10919590	47,798,321.30	6.662	211	132
1999-028	PB	May 1999	31359WAD3	6.0	FIX	June 2029	PAC	409,800,000	0.08905381	36,494,251.33	6.742	200	139
1999-029	PB	May 1999	31359VR54	6.0	FIX	June 2029	TAC	150,000,000	0.07891679	11,837,518.50	6.615	207	132
1999-030	PJ	May 1999	31359V4P5	6.0	FIX	June 2029	PAC	289,559,000	0.10906019	31,579,359.55	6.670	202	137
1999-031	KC	May 1999	31359V5R0	6.0	FIX	June 2029	PAC	140,311,440	0.13663931	19,158,027.20	6.573	201	137
1999-035	PD	June 1999	31359WDT5	6.0	FIX	July 2029	PAC	172,419,000	0.14361334	24,761,668.46	6.596	201	138
2001-055	B	September 2001	313921DB1	6.0	FIX	October 2031	SEQ	38,000,000	0.24331083	4,104,653.70	6.665	225	114
2002-057	JE	August 2002	31392DG6	6.0	FIX	September 2032	PAC	61,635,000	0.74278294	45,781,426.50	6.640	250	96
2002-060	AU	August 2002	31392EUY4	6.0	FIX	September 2032	SEQ	31,112,275	0.51604943	6,766,582.03	6.515	245	98

(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.

## 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								
H	\$ 87,150,000	HC	\$ 87,150,000	SEQ	4.0%	FIX	31398MTA4	September 2037
HI	9,683,333(3)							
Recombination 2								
H	87,150,000	HE	87,150,000	SEQ	4.5	FIX	31398MTB2	September 2037
HI	19,366,666(3)							
Recombination 3								
E	250,000,000	EB	250,000,000	SEQ	4.0	FIX	31398MTC0	February 2036
EI	27,777,778(3)							
Recombination 4								
E	250,000,000	ED	250,000,000	SEQ	4.5	FIX	31398MTD8	February 2036
EI	55,555,556(3)							
Recombination 5								
E	250,000,000	EG	270,000,000	SEQ	3.5	FIX	31398MTE6	January 2037
EK	20,000,000							
Recombination 6								
E	250,000,000	EH	270,000,000	SEQ	4.0	FIX	31398MTF3	January 2037
EI	27,777,778(3)							
EK	20,000,000							
IK	2,222,222(3)							
Recombination 7								
E	250,000,000	EJ	270,000,000	SEQ	4.5	FIX	31398MTG1	January 2037
EI	55,555,556(3)							
EK	20,000,000							
IK	4,444,444(3)							
Recombination 8								
EK	20,000,000	EL	20,000,000	SEQ	4.5	FIX	31398MTH9	January 2037
IK	4,444,444(3)							

REMIC Certificates			RCR Certificates					
Classes	Original Balances	RCR Classes	Original Balances	Principal Type(2)	Interest Rate	Interest Type(2)	CUSIP Number	Final Distribution Date
<b>Recombination 9</b>								
VE	\$ 31,000,000	EM(4)	\$ 80,000,000	SEQ	4.5%	FIX	31398MTJ5	March 2040
VI	3,444,444(3)							
EZ	49,000,000							
<b>Recombination 10</b>								
EK	20,000,000	EN(4)	100,000,000	SEQ	4.5	FIX	31398MTK2	March 2040
VE	31,000,000							
VI	3,444,444(3)							
EZ	49,000,000							
IK	4,444,444(3)							
<b>Recombination 11</b>								
VE	31,000,000	EV	31,000,000	SEQ	4.5	FIX	31398MTL0	February 2021
VI	3,444,444(3)							
<b>Recombination 12</b>								
EI	55,555,556(3)	IE	60,000,000(3)	NTL	4.5	FIX/IO	31398MTM8	January 2037
IK	4,444,444(3)							

(1) REMIC Certificates and RCR Certificates in any Recombination may be exchanged only in the proportions of *original* principal or notional 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-11 for a description of how their notional balances are calculated.

(4) Principal payments on the REMIC Certificates in Recombination 9 and Recombination 10 from the EZ 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

### *Aggregate Group Planned Balances*

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
Initial Balance . . . . .	\$75,784,000.00	June 2014 . . . . .	\$42,218,664.37	October 2018 . . . . .	\$19,165,256.34
March 2010 . . . . .	75,024,835.07	July 2014 . . . . .	41,679,103.98	November 2018 . . . . .	18,848,626.50
April 2010 . . . . .	74,270,607.43	August 2014 . . . . .	41,143,100.64	December 2018 . . . . .	18,536,773.10
May 2010 . . . . .	73,521,286.09	September 2014 . . . . .	40,610,631.96	January 2019 . . . . .	18,229,627.33
June 2010 . . . . .	72,776,840.26	October 2014 . . . . .	40,081,675.67	February 2019 . . . . .	17,927,121.36
July 2010 . . . . .	72,037,239.32	November 2014 . . . . .	39,556,209.67	March 2019 . . . . .	17,629,188.30
August 2010 . . . . .	71,302,452.87	December 2014 . . . . .	39,034,211.97	April 2019 . . . . .	17,335,762.23
September 2010 . . . . .	70,572,450.68	January 2015 . . . . .	38,515,660.73	May 2019 . . . . .	17,046,778.12
October 2010 . . . . .	69,847,202.72	February 2015 . . . . .	38,000,534.25	June 2019 . . . . .	16,762,171.86
November 2010 . . . . .	69,126,679.13	March 2015 . . . . .	37,488,810.94	July 2019 . . . . .	16,481,880.26
December 2010 . . . . .	68,410,850.26	April 2015 . . . . .	36,980,469.39	August 2019 . . . . .	16,205,841.00
January 2011 . . . . .	67,699,686.61	May 2015 . . . . .	36,475,488.28	September 2019 . . . . .	15,933,992.63
February 2011 . . . . .	66,993,158.91	June 2015 . . . . .	35,973,846.44	October 2019 . . . . .	15,666,274.60
March 2011 . . . . .	66,291,238.03	July 2015 . . . . .	35,475,522.84	November 2019 . . . . .	15,402,627.16
April 2011 . . . . .	65,593,895.04	August 2015 . . . . .	34,980,496.56	December 2019 . . . . .	15,142,991.44
May 2011 . . . . .	64,901,101.20	September 2015 . . . . .	34,488,746.83	January 2020 . . . . .	14,887,309.39
June 2011 . . . . .	64,212,827.92	October 2015 . . . . .	34,000,253.01	February 2020 . . . . .	14,635,523.76
July 2011 . . . . .	63,529,046.82	November 2015 . . . . .	33,514,994.57	March 2020 . . . . .	14,387,578.12
August 2011 . . . . .	62,849,729.67	December 2015 . . . . .	33,032,951.12	April 2020 . . . . .	14,143,416.84
September 2011 . . . . .	62,174,848.43	January 2016 . . . . .	32,554,102.39	May 2020 . . . . .	13,902,985.05
October 2011 . . . . .	61,504,375.24	February 2016 . . . . .	32,078,428.26	June 2020 . . . . .	13,666,228.69
November 2011 . . . . .	60,838,282.40	March 2016 . . . . .	31,605,908.71	July 2020 . . . . .	13,433,094.42
December 2011 . . . . .	60,176,542.39	April 2016 . . . . .	31,136,523.84	August 2020 . . . . .	13,203,529.68
January 2012 . . . . .	59,519,127.85	May 2016 . . . . .	30,670,253.90	September 2020 . . . . .	12,977,482.64
February 2012 . . . . .	58,866,011.62	June 2016 . . . . .	30,207,079.24	October 2020 . . . . .	12,754,902.21
March 2012 . . . . .	58,217,166.67	July 2016 . . . . .	29,746,980.35	November 2020 . . . . .	12,535,738.00
April 2012 . . . . .	57,572,566.16	August 2016 . . . . .	29,289,937.83	December 2020 . . . . .	12,319,940.35
May 2012 . . . . .	56,932,183.42	September 2016 . . . . .	28,835,932.41	January 2021 . . . . .	12,107,460.30
June 2012 . . . . .	56,295,991.94	October 2016 . . . . .	28,384,944.92	February 2021 . . . . .	11,898,249.58
July 2012 . . . . .	55,663,965.38	November 2016 . . . . .	27,936,956.33	March 2021 . . . . .	11,692,260.58
August 2012 . . . . .	55,036,077.54	December 2016 . . . . .	27,491,947.73	April 2021 . . . . .	11,489,446.39
September 2012 . . . . .	54,412,302.42	January 2017 . . . . .	27,050,694.55	May 2021 . . . . .	11,289,760.75
October 2012 . . . . .	53,792,614.16	February 2017 . . . . .	26,616,005.12	June 2021 . . . . .	11,093,158.06
November 2012 . . . . .	53,176,987.07	March 2017 . . . . .	26,187,785.63	July 2021 . . . . .	10,899,593.35
December 2012 . . . . .	52,565,395.60	April 2017 . . . . .	25,765,943.58	August 2021 . . . . .	10,709,022.30
January 2013 . . . . .	51,957,814.39	May 2017 . . . . .	25,350,387.74	September 2021 . . . . .	10,521,401.21
February 2013 . . . . .	51,354,218.22	June 2017 . . . . .	24,941,028.19	October 2021 . . . . .	10,336,687.01
March 2013 . . . . .	50,754,582.02	July 2017 . . . . .	24,537,776.23	November 2021 . . . . .	10,154,837.22
April 2013 . . . . .	50,158,880.90	August 2017 . . . . .	24,140,544.43	December 2021 . . . . .	9,975,809.97
May 2013 . . . . .	49,567,090.09	September 2017 . . . . .	23,749,246.57	January 2022 . . . . .	9,799,563.99
June 2013 . . . . .	48,979,185.02	October 2017 . . . . .	23,363,797.62	February 2022 . . . . .	9,626,058.58
July 2013 . . . . .	48,395,141.23	November 2017 . . . . .	22,984,113.78	March 2022 . . . . .	9,455,253.62
August 2013 . . . . .	47,814,934.43	December 2017 . . . . .	22,610,112.38	April 2022 . . . . .	9,287,109.57
September 2013 . . . . .	47,238,540.49	January 2018 . . . . .	22,241,711.93	May 2022 . . . . .	9,121,587.44
October 2013 . . . . .	46,665,935.42	February 2018 . . . . .	21,878,832.07	June 2022 . . . . .	8,958,648.79
November 2013 . . . . .	46,097,095.38	March 2018 . . . . .	21,521,393.58	July 2022 . . . . .	8,798,255.73
December 2013 . . . . .	45,531,996.68	April 2018 . . . . .	21,169,318.34	August 2022 . . . . .	8,640,370.91
January 2014 . . . . .	44,970,615.77	May 2018 . . . . .	20,822,529.32	September 2022 . . . . .	8,484,957.51
February 2014 . . . . .	44,412,929.26	June 2018 . . . . .	20,480,950.58	October 2022 . . . . .	8,331,979.22
March 2014 . . . . .	43,858,913.90	July 2018 . . . . .	20,144,507.22	November 2022 . . . . .	8,181,400.26
April 2014 . . . . .	43,308,546.58	August 2018 . . . . .	19,813,125.43	December 2022 . . . . .	8,033,185.35
May 2014 . . . . .	42,761,804.35	September 2018 . . . . .	19,486,732.39	January 2023 . . . . .	7,887,299.72

# **Aggregate Group (Continued)**

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
February 2023 . . . . .	\$ 7,743,709.07	March 2027 . . . . .	\$ 2,921,177.19	April 2031 . . . . .	\$ 812,330.62
March 2023 . . . . .	7,602,379.62	April 2027 . . . . .	2,857,773.20	May 2031 . . . . .	785,762.74
April 2023 . . . . .	7,463,278.05	May 2027 . . . . .	2,795,434.07	June 2031 . . . . .	759,689.77
May 2023 . . . . .	7,326,371.51	June 2027 . . . . .	2,734,143.61	July 2031 . . . . .	734,103.82
June 2023 . . . . .	7,191,627.64	July 2027 . . . . .	2,673,885.88	August 2031 . . . . .	708,997.16
July 2023 . . . . .	7,059,014.52	August 2027 . . . . .	2,614,645.15	September 2031 . . . .	684,362.14
August 2023 . . . . .	6,928,500.68	September 2027 . . . .	2,556,405.93	October 2031 . . . . .	660,191.24
September 2023 . . . .	6,800,055.12	October 2027 . . . . .	2,499,152.94	November 2031 . . . .	636,477.06
October 2023 . . . . .	6,673,647.26	November 2027 . . . .	2,442,871.14	December 2031 . . . .	613,212.28
November 2023 . . . .	6,549,246.97	December 2027 . . . .	2,387,545.68	January 2032 . . . . .	590,389.73
December 2023 . . . .	6,426,824.55	January 2028 . . . . .	2,333,161.97	February 2032 . . . . .	568,002.31
January 2024 . . . . .	6,306,350.70	February 2028 . . . . .	2,279,705.58	March 2032 . . . . .	546,043.05
February 2024 . . . . .	6,187,796.57	March 2028 . . . . .	2,227,162.33	April 2032 . . . . .	524,505.06
March 2024 . . . . .	6,071,133.70	April 2028 . . . . .	2,175,518.23	May 2032 . . . . .	503,381.58
April 2024 . . . . .	5,956,334.05	May 2028 . . . . .	2,124,759.49	June 2032 . . . . .	482,665.94
May 2024 . . . . .	5,843,369.96	June 2028 . . . . .	2,074,872.52	July 2032 . . . . .	462,351.55
June 2024 . . . . .	5,732,214.18	July 2028 . . . . .	2,025,843.94	August 2032 . . . . .	442,431.94
July 2024 . . . . .	5,622,839.85	August 2028 . . . . .	1,977,660.54	September 2032 . . . .	422,900.74
August 2024 . . . . .	5,515,220.50	September 2028 . . . .	1,930,309.34	October 2032 . . . . .	403,751.66
September 2024 . . . .	5,409,330.00	October 2028 . . . . .	1,883,777.51	November 2032 . . . .	384,978.51
October 2024 . . . . .	5,305,142.65	November 2028 . . . .	1,838,052.44	December 2032 . . . .	366,575.19
November 2024 . . . .	5,202,633.07	December 2028 . . . .	1,793,121.68	January 2033 . . . . .	348,535.70
December 2024 . . . .	5,101,776.27	January 2029 . . . . .	1,748,972.96	February 2033 . . . .	330,854.12
January 2025 . . . . .	5,002,547.61	February 2029 . . . . .	1,705,594.21	March 2033 . . . . .	313,524.62
February 2025 . . . . .	4,904,922.81	March 2029 . . . . .	1,662,973.52	April 2033 . . . . .	296,541.46
March 2025 . . . . .	4,808,877.91	April 2029 . . . . .	1,621,099.16	May 2033 . . . . .	279,898.99
April 2025 . . . . .	4,714,389.32	May 2029 . . . . .	1,579,959.57	June 2033 . . . . .	263,591.64
May 2025 . . . . .	4,621,433.79	June 2029 . . . . .	1,539,543.35	July 2033 . . . . .	247,613.91
June 2025 . . . . .	4,529,988.38	July 2029 . . . . .	1,499,839.28	August 2033 . . . . .	231,960.42
July 2025 . . . . .	4,440,030.50	August 2029 . . . . .	1,460,836.31	September 2033 . . . .	216,625.83
August 2025 . . . . .	4,351,537.88	September 2029 . . . .	1,422,523.53	October 2033 . . . . .	201,604.91
September 2025 . . . .	4,264,488.57	October 2029 . . . . .	1,384,890.19	November 2033 . . . .	186,892.48
October 2025 . . . . .	4,178,860.91	November 2029 . . . .	1,347,925.73	December 2033 . . . .	172,483.47
November 2025 . . . .	4,094,633.60	December 2029 . . . .	1,311,619.71	January 2034 . . . . .	158,372.87
December 2025 . . . .	4,011,785.59	January 2030 . . . . .	1,275,961.85	February 2034 . . . . .	144,555.73
January 2026 . . . . .	3,930,296.18	February 2030 . . . . .	1,240,942.04	March 2034 . . . . .	131,027.21
February 2026 . . . . .	3,850,144.94	March 2030 . . . . .	1,206,550.30	April 2034 . . . . .	117,782.51
March 2026 . . . . .	3,771,311.75	April 2030 . . . . .	1,172,776.79	May 2034 . . . . .	104,816.93
April 2026 . . . . .	3,693,776.76	May 2030 . . . . .	1,139,611.84	June 2034 . . . . .	92,125.81
May 2026 . . . . .	3,617,520.41	June 2030 . . . . .	1,107,045.90	July 2034 . . . . .	79,704.60
June 2026 . . . . .	3,542,523.45	July 2030 . . . . .	1,075,069.57	August 2034 . . . . .	67,548.78
July 2026 . . . . .	3,468,766.87	August 2030 . . . . .	1,043,673.58	September 2034 . . . .	55,653.92
August 2026 . . . . .	3,396,231.95	September 2030 . . . .	1,012,848.82	October 2034 . . . . .	44,015.66
September 2026 . . . .	3,324,900.25	October 2030 . . . . .	982,586.27	November 2034 . . . .	32,629.69
October 2026 . . . . .	3,254,753.57	November 2030 . . . .	952,877.10	December 2034 . . . . .	21,491.78
November 2026 . . . .	3,185,773.99	December 2030 . . . .	923,712.56	January 2035 . . . . .	10,597.76
December 2026 . . . .	3,117,943.84	January 2031 . . . . .	895,084.05	February 2035 and thereafter . . . . .	0.00
January 2027 . . . . .	3,051,245.73	February 2031 . . . . .	866,983.10		
February 2027 . . . . .	2,985,662.48	March 2031 . . . . .	839,401.37		

### ***VH 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 . . . . .	\$9,500,000.00	April 2011 . . . . .	\$5,317,107.67	June 2012 . . . . .	\$1,950,163.10
March 2010 . . . . .	9,170,718.54	May 2011 . . . . .	5,051,394.64	July 2012 . . . . .	1,736,928.48
April 2010 . . . . .	8,846,382.02	June 2011 . . . . .	4,789,778.26	August 2012 . . . . .	1,527,060.12
May 2010 . . . . .	8,526,925.57	July 2011 . . . . .	4,532,202.65	September 2012 . . . . .	1,320,509.93
June 2010 . . . . .	8,212,284.99	August 2011 . . . . .	4,278,612.53	October 2012 . . . . .	1,117,230.34
July 2010 . . . . .	7,902,396.79	September 2011 . . . . .	4,028,953.19	November 2012 . . . . .	917,174.28
August 2010 . . . . .	7,597,198.11	October 2011 . . . . .	3,783,170.53	December 2012 . . . . .	720,295.18
September 2010 . . . . .	7,296,626.78	November 2011 . . . . .	3,541,211.00	January 2013 . . . . .	526,546.99
October 2010 . . . . .	7,000,621.30	December 2011 . . . . .	3,303,021.64	February 2013 . . . . .	335,884.13
November 2010 . . . . .	6,709,120.80	January 2012 . . . . .	3,068,550.04	March 2013 . . . . .	148,261.52
December 2010 . . . . .	6,422,065.07	February 2012 . . . . .	2,837,744.35	April 2013 and thereafter . . . . .	0.00
January 2011 . . . . .	6,139,394.52	March 2012 . . . . .	2,610,553.29		
February 2011 . . . . .	5,861,050.22	April 2012 . . . . .	2,386,926.10		
March 2011 . . . . .	5,586,973.83	May 2012 . . . . .	2,166,812.60		

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

The Securities and Exchange Commission has not approved or disapproved the Certificates or determined if this Prospectus Supplement is truthful and complete. Any representation to the contrary is a criminal offense.

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**\$2,607,276,175**



**Guaranteed REMIC  
Pass-Through Certificates  
Fannie Mae REMIC Trust 2010-16**

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**PROSPECTUS SUPPLEMENT**

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**February 23, 2010**

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