Prospectus Supplement
(To REMIC Prospectus dated May 1, 2010)

$503,449,293

FannieMae®

Guaranteed REMIC Pass-Through Certificates
Fannie Mae REMIC Trust 2010-70

The Certificates

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

Payments to Certificateholders

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

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

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

The Fannie Mae Guaranty

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

The Trust and its Assets

The trust will own

- Fannie Mae MBS,
- an underlying REMIC certificate 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.

Class	*Group*	*Original Class Balance*	*Principal Type(1)*	*Interest Rate*	*Interest Type(1)*	*CUSIP Number*	*Final Distribution Date*
CA(2)	1	$140,869,998	SEQ	2.5%	FIX	31398TJT9	March 2026
CI(2)	1	62,608,887(3)	NTL	4.5	FIX/IO	31398TJU6	March 2026
CB(2)	1	25,323,426	SEQ	2.5	FIX	31398TJV4	November 2027
IC(2)	1	11,254,856(3)	NTL	4.5	FIX/IO	31398TJW2	November 2027
DB	1	50,000,000	SEQ	4.5	FIX	31398TJX0	July 2030
FA	2	159,481,899	SC/PT	(4)	FLT	31398TJY8	April 2038
SA	2	11,163,732(3)	NTL	(4)	INV/IO	31398TJZ5	April 2038
QF	3	100,000,000	PAC	(4)	FLT	31398TKA8	October 2039
QS	3	10,000,000(3)	NTL	(4)	INV/IO	31398TKB6	October 2039
BF(2)	3	6,266,354	PAC	(4)	FLT	31398TKC4	July 2040
UF(2)	3	21,507,616	SUP	(4)	FLT	31398TKD2	July 2040
SI	3	127,773,970(3)	NTL	(4)	INV/IO	31398TKE0	July 2040
R		0	NPR	0	NPR	31398TKF7	July 2040
RL		0	NPR	0	NPR	31398TKG5	July 2040

(1) See "Description of the Certificates—The Certificates—*Class Definitions and Abbreviations"* in the REMIC prospectus.
(2) Exchangeable classes.
(3) Notional balances. These classes are interest only classes. See page S-7 for a description of how their notional balances are calculated.
(4) Based on LIBOR.

If you own certificates of certain classes, you can exchange them for certificates of the corresponding RCR classes to be delivered at the time of exchange. The CE, CG, CH, CJ, DA, CM, CN, CQ, CT, CW and CF Classes are the RCR classes. For a more detailed description of the RCR classes, see Schedule 1 attached to this prospectus supplement and "Description of the Certificates—The Certificates—*Combination and Recombination"* in the REMIC prospectus.

The dealer will offer the certificates from time to time in negotiated transactions at varying prices. We expect the settlement date to be June 30, 2010.

Carefully consider the risk factors on page S-9 of this prospectus supplement and starting on page 11 of the REMIC prospectus. Unless you understand and are able to tolerate these risks, you should not invest in the certificates.

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

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

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

Goldman Sachs & Co.

The date of this Prospectus Supplement is June 24, 2010

TABLE OF CONTENTS

	Page
AVAILABLE INFORMATION	S- 3
SUMMARY	S- 5
ADDITIONAL RISK FACTOR	S- 9
DESCRIPTION OF THE CERTIFICATES	S- 9
General	S- 9
Structure	S- 9
Fannie Mae Guaranty	S-10
Characteristics of Certificates	S-10
Authorized Denominations	S-10
The Group 1 MBS	S-10
The Group 2 Underlying REMIC Certificate	S-11
The Group 3 SMBS	S-11
Distributions of Interest	S-11
General	S-11
Delay Classes and No-Delay Classes	S-11
Distributions of Principal	S-12
Structuring Assumptions	S-12
Pricing Assumptions	S-12
Prepayment Assumptions	S-13
Principal Balance Schedule	S-13
Yield Tables	S-14
General	S-14
The Fixed Rate Interest Only Classes	S-14
The Inverse Floating Rate Classes	S-15
Weighted Average Lives of the Certificates	S-16
Decrement Tables	S-17
Characteristics of the Residual Classes	S-20
CERTAIN ADDITIONAL FEDERAL INCOME TAX CONSEQUENCES	S-20
U.S. Treasury Circular 230 Notice	S-21
REMIC Elections and Special Tax Attributes	S-21
Taxation of Beneficial Owners of Regular Certificates	S-21
Taxation of Beneficial Owners of Residual Certificates	S-22
Taxation of Beneficial Owners of RCR Certificates	S-22
PLAN OF DISTRIBUTION	S-22
LEGAL MATTERS	S-22
EXHIBIT A	A- 1
SCHEDULE 1	A- 2
PRINCIPAL BALANCE SCHEDULE	B- 1

AVAILABLE INFORMATION

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

- our Prospectus for Fannie Mae Guaranteed REMIC Pass-Through Certificates dated May 1, 2010 (the "REMIC Prospectus");
- our Prospectus for Fannie Mae Guaranteed Pass-Through Certificates (Single-Family Residential Mortgage Loans) dated
  - June 1, 2009, for all MBS issued on or after January 1, 2009,
  - April 1, 2008, for all MBS issued on or after June 1, 2007 and prior to January 1, 2009, or
  - January 1, 2006, for all other MBS

  (as applicable, the "MBS Prospectus");
- if you are purchasing a Group 2 Class or the R or RL Class, the disclosure document relating to the underlying REMIC certificate (the "Underlying REMIC Disclosure Document");
- if you are purchasing a Group 3 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 Document and the SMBS Prospectus are incorporated by reference in this prospectus supplement. This means that we are disclosing information in those documents by referring you to them. Those documents are considered part of this prospectus supplement, so you should read this prospectus supplement, and any applicable supplements or amendments, together with those documents.

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

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

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

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

Goldman, Sachs & Co.
Prospectus Department
100 Burma Road
Jersey City, New Jersey 07305
(telephone 212-902-1171).

SUMMARY

This summary contains only limited information about the certificates. Statistical information in this summary is provided as of June 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

Group	Assets
1	Group 1 MBS
2	Class 2008-28-FA REMIC Certificate
3	Group 3 SMBS

Group 1

Characteristics of the Group 1 MBS

Approximate Principal Balance	Pass-Through Rate	Range of Weighted Average Coupons or WACs (annual percentages)	Range of Weighted Average Remaining Terms to Maturity or WAMs (in months)
$216,193,424	4.50	4.75% to 7.00%	181 to 240

Assumed Characteristics of the Underlying Mortgage Loans

Principal Balance	Original Term to Maturity (in months)	Remaining Term to Maturity (in months)	Loan Age (in months)	Interest Rate
$216,193,424	240	238	2	5.045%

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

Group 2

Exhibit A describes the underlying REMIC certificate in Group 2, including certain information about the related mortgage loans. To learn more about the underlying REMIC certificate, you should obtain from us the current class factor and the related disclosure document as described on page S-3.

Group 3

Characteristics of the Group 3 SMBS

Approximate Balance	Pass-Through Rate	Range of Weighted Average Coupons or WACs (annual percentages)	Range of Weighted Average Remaining Terms to Maturity or WAMs (in months)
$127,773,970*	—	4.75% to 7.00%	241 to 360
184,562,402†	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

Principal Balance	Original Term to Maturity (in months)	Remaining Term to Maturity (in months)	Loan Age (in months)	Interest Rate
$127,773,970*	360	342	14	4.939%

* In addition, we have assumed that monthly interest accrues on a notional principal balance initially equal to $184,562,402 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 3 SMBS will differ from those shown above, perhaps significantly.

Settlement Date

We expect to issue the certificates on June 30, 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:

Fed Book-Entry	Physical
All classes other than the R and RL Classes	R and RL Classes

Exchanging Certificates Through Combination and Recombination

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

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

Interest Rates

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

During the initial interest accrual period, the QF, QS, BF, UF, SI and CF Classes will bear interest at the initial interest rates listed below. The initial interest rates listed below for the FA and SA Classes are assumed rates. During each subsequent interest accrual period, the specified 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:

Class	Initial Interest Rate	Maximum Interest Rate	Minimum Interest Rate	Formula for Calculation of Interest Rate(1)
FA	0.851%(2)	7.0%	0.50%	LIBOR + 50 basis points
SA	6.000%(2)	6.0%	0.00%	92.85714% − (14.2857143 × LIBOR)
QF	0.900%	6.5%	0.55%	LIBOR + 55 basis points
QS	4.500%	4.5%	0.00%	59.5% − (10.0 × LIBOR)
BF	1.350%	6.5%	1.00%	LIBOR + 100 basis points
UF	1.350%	6.5%	1.00%	LIBOR + 100 basis points
SI	5.150%	5.5%	0.00%	5.50% − LIBOR
CF	1.350%	6.5%	1.00%	LIBOR + 100 basis points

(1) We will establish LIBOR on the basis of the "BBA Method."
(2) Assumed initial interest rates. We will calculate the actual rates for these classes on June 23, 2010 using the applicable formulas.

Notional Classes

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

Class	
CI	44.4444437346% of the CA Class
IC	44.4444444444% of the CB Class
SA	6.9999994169% of the FA Class
QS	10% of the QF Class
SI	100% of the *sum* of the QF, BF and UF Classes

Distributions of Principal

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

Weighted Average Lives (years)*

Group 1 Classes	PSA Prepayment Assumption 0%	100%	250%	350%	700%	1050%
CA, CI, CE, CG, CH and CJ	9.2	4.9	3.1	2.5	1.7	1.3
CB, IC and CW	16.5	11.4	7.0	5.5	3.3	2.5
DB	18.7	16.0	11.7	9.5	5.3	3.6
DA, CM, CN, CQ and CT	10.4	5.9	3.7	3.0	1.9	1.5

Group 2 Classes	PSA Prepayment Assumption 0%	100%	500%	760%	1150%	1520%	1900%	2280%
FA and SA	18.9	10.0	2.7	1.6	0.9	0.4	0.1	0.1

Group 3 Classes	PSA Prepayment Assumption 0%	100%	150%	200%	250%	350%	700%	1050%
QF and QS	17.5	7.0	5.5	5.5	5.5	4.2	2.2	1.4
BF	27.4	19.8	19.7	19.7	19.7	15.3	7.5	4.4
UF	28.9	22.3	17.2	8.6	2.2	1.0	0.4	0.3
SI	19.9	10.2	8.1	6.7	5.6	4.2	2.1	1.4
CF	28.6	21.7	17.8	11.1	6.2	4.3	2.0	1.2

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

ADDITIONAL RISK FACTOR

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 for further information about our intention to increase our purchases of delinquent loans from our single-family MBS trusts.

DESCRIPTION OF THE CERTIFICATES

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

General

Structure. We will create the Fannie Mae REMIC Trust specified on the cover of this prospectus supplement (the "Trust") pursuant to a trust agreement dated as of May 1, 2010 and a supplement thereto dated as of June 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 May 1, 2010 and a supplement thereto dated as of the Issue Date (together with the trust agreement and supplement relating to the REMIC Certificates, the "Trust Agreement"). We will execute the Trust Agreement in our corporate capacity and as trustee (the "Trustee"). In general, the term "Classes" includes the Classes of REMIC Certificates and RCR Certificates.

The assets of the Trust will include:

- certain Fannie Mae Guaranteed Mortgage Pass-Through Certificates (the "Group 1 MBS"),
- a previously issued REMIC certificate (the "Group 2 Underlying REMIC Certificate,") issued from the related Fannie Mae REMIC trust (the "Underlying REMIC Trust") as further described in Exhibit A, and
- certain previously issued Fannie Mae Stripped Mortgage-Backed Securities (the "Group 3 SMBS").

The Group 2 Underlying REMIC Certificate evidences direct or indirect beneficial ownership interests in certain Fannie Mae Guaranteed Mortgage Pass-Through Certificates.

The Group 3 SMBS represent beneficial ownership interests in certain interest or principal distributions on mortgage loans underlying certain Fannie Mae Guaranteed Mortgage Pass-Through Certificates (together with the Group 1 MBS and the Fannie Mae Guaranteed Mortgage Pass-Through Certificates backing the Group 2 Underlying REMIC Certificate, the "MBS").

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

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

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

REMIC Designation	Assets	Regular Interests	Residual Interest
Lower Tier REMIC	Group 1 MBS, Group 2 Underlying REMIC Certificate and Group 3 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 Group 2 Underlying REMIC Certificate and the Group 3 SMBS, see the applicable discussions appearing under the heading "Fannie Mae Guaranty" in the REMIC Prospectus, the MBS Prospectus, the Underlying REMIC Disclosure Document and the SMBS Prospectus. Our guaranties are not backed by the full faith and credit of the United States.

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

We will issue the Residual 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:

Classes	Denominations
Interest Only 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 Group 1 MBS

The Group 1 MBS provide that principal and interest on the related Mortgage Loans are passed through monthly. The Mortgage Loans underlying the Group 1 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 20 years.

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

The Group 2 Underlying REMIC Certificate

The Group 2 Underlying REMIC Certificate represents beneficial ownership interests in the Underlying REMIC Trust. The assets of that trust consist of MBS (or beneficial ownership interests in MBS) having the general characteristics set forth in the MBS Prospectus. Each MBS evidences beneficial ownership interests in a pool of conventional, fixed-rate, fully-amortizing mortgage loans secured by first mortgages or deeds of trust on single-family residential properties, as described under "The Mortgage Pools" and "Yield, Maturity, and Prepayment Considerations" in the MBS Prospectus.

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

For further information about the Group 2 Underlying REMIC Certificate, telephone us at 1-800-237-8627. Additional information about the Group 2 Underlying REMIC Certificate is also available at http://sls.fanniemae.com/slsSearch/Home.do. There may have been material changes in facts and circumstances since the date we prepared the Underlying REMIC Disclosure Document. These may include changes in prepayment speeds, prevailing interest rates and other economic factors. As a result, the usefulness of the information set forth in that document may be limited.

The Group 3 SMBS

The general characteristics of the Group 3 SMBS are described in the SMBS Prospectus. The Group 3 SMBS provide that certain interest or principal amounts on the Mortgage Loans underlying the related MBS are passed through monthly.

The general characteristics of the MBS are described in the MBS Prospectus. Each MBS evidences beneficial ownership interest in a pool of conventional, fixed-rate, fully-amortizing Mortgage Loans secured by first mortgages or deeds of trust on single-family residential properties. These Mortgage Loans have original maturities of up to 30 years. For additional information see "Summary-Group 3—Characteristics of the Group 3 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. Interest to be paid on each Certificate on a Distribution Date will consist of one month's interest on the outstanding balance of that Certificate immediately prior to that Distribution Date.

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

Delay Classes	No-Delay Classes
Fixed Rate Classes	Floating Rate and Inverse Floating Rate Classes

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

Distributions of Principal

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

- *Group 1*

The Group 1 Principal Distribution Amount to CA, CB and DB, in that order, until retired. } **Sequential Pay Classes**

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

- *Group 2*

The Group 2 Principal Distribution Amount to FA until retired. } **Structured Collateral/ Pass-Through Class**

The "Group 2 Principal Distribution Amount" is the principal then paid on the Group 2 Underlying REMIC Certificate.

- *Group 3*

The Group 3 Principal Distribution Amount in the following priority:

1. To the Aggregate Group to its Planned Balance. } **PAC Group**
2. To UF until retired. } **Support Class**
3. To the Aggregate Group to zero. } **PAC Group**

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

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

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

Structuring Assumptions

Pricing Assumptions. Except where otherwise noted, the information in the tables in this prospectus supplement has been prepared based on the actual characteristics of each pool of Mortgage Loans backing the Group 2 Underlying REMIC Certificate, and the following assumptions (such characteristics and assumptions, collectively, the "Pricing Assumptions"):

- the Mortgage Loans underlying the Group 1 MBS have the original terms to maturity, remaining terms to maturity, loan ages and interest rates specified under "Summary—Group 1—Assumed Characteristics of the Underlying Mortgage Loans" in this prospectus supplement;
- the Mortgage Loans underlying the Group 3 SMBS have the original terms to maturity, remaining terms to maturity, loan ages and interest rates specified under "Summary—Group 3—Assumed Characteristics of the Underlying Mortgage Loans" in this prospectus supplement;
- the Mortgage Loans prepay at the constant percentages of PSA specified in the related tables;
- the settlement date for the Certificates is June 30, 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 Schedule. The Principal Balance Schedule is set forth beginning on page B-1 of this prospectus supplement. The Principal Balance Schedule was prepared based on the Pricing Assumptions and the assumption that the related Mortgage Loans prepay at a *constant* rate within the "Structuring Range" specified in the chart below. The "Effective Range" for the Aggregate Group is the range of prepayment rates (measured by *constant* PSA rates) that would reduce the Aggregate Group to its scheduled balance each month based on the Pricing Assumptions. We have not provided separate schedules for the individual Classes included in the Aggregate Group. However, those Classes are designed to receive principal distributions in the same fashion as if separate schedules had been provided (with schedules based on the same underlying assumptions that apply to the Aggregate Group schedule). If such separate schedules had been provided for the individual Classes included in the Aggregate Group, we expect that the effective ranges for those Classes would not be narrower than that shown below for the Aggregate Group.

Group	Structuring Range	Initial Effective Range
Aggregate Group Planned Balances	Between 150% and 250% PSA	Between 150% and 250% PSA

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

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

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

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

- Even if the related Mortgage Loans prepay at rates falling within the Structuring Range or the Effective Range, principal distributions may be insufficient to reduce the Aggregate Group to its scheduled balance each month if prepayments do not occur at a *constant* PSA rate.

- The actual Effective Range at any time will be based upon the actual characteristics of the related Mortgage Loans at that time, which are likely to vary (and may vary considerably) from the Pricing Assumptions. As a result, the actual Effective Range will likely differ from the Initial Effective Range specified above. For the same reason, the Aggregate Group might not be reduced to its scheduled balance each month even if the related Mortgage Loans prepay at a *constant* PSA rate within the Initial Effective Range. This is so particularly if the rate falls at the lower or higher end of the range.

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

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

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:**

Class	% PSA
CI	348%
IC	362%

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

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

Class	Price*
CI	11.0%
IC	24.0%

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

Sensitivity of the CI Class to Prepayments

	PSA Prepayment Assumption					
	50%	100%	250%	350%	700%	1050%
Pre-Tax Yield to Maturity	31.6%	26.8%	10.6%	(0.2)%	(32.9)%	(57.7)%

Sensitivity of the IC Class to Prepayments

	PSA Prepayment Assumption					
	50%	100%	250%	350%	700%	1050%
Pre-Tax Yield to Maturity	17.1%	15.7%	7.9%	0.9%	(25.8)%	(48.8)%

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*
SA	17.84375%
QS	16.68750%
SI	12.87500%

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

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

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

	PSA Prepayment Assumption							
LIBOR	**50%**	**100%**	**500%**	**760%**	**1150%**	**1520%**	**1900%**	**2280%**
6.080% and below	30.5%	27.0%	(3.4)%	(26.2)%	(68.0)%	*	*	*
6.351%	5.8%	2.6%	(24.9)%	(45.5)%	(84.7)%	*	*	*
6.500%	*	*	*	*	*	*	*	*

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

	PSA Prepayment Assumption							
LIBOR	**50%**	**100%**	**150%**	**200%**	**250%**	**350%**	**700%**	**1050%**
5.50% and below	21.0%	16.1%	11.0%	11.0%	11.0%	4.3%	(28.9)%	(67.7)%
5.70%	6.8%	1.1%	(4.3)%	(4.3)%	(4.3)%	(12.7)%	(50.0)%	(90.2)%
5.95%	*	*	*	*	*	*	*	*

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

	PSA Prepayment Assumption							
LIBOR	**50%**	**100%**	**150%**	**200%**	**250%**	**350%**	**700%**	**1050%**
0.175%	39.6%	36.4%	33.2%	29.9%	26.6%	19.7%	(6.1)%	(36.1)%
0.350%	38.0%	34.9%	31.6%	28.4%	25.0%	18.2%	(7.6)%	(37.6)%
2.350%	20.5%	17.4%	14.2%	11.0%	7.8%	1.1%	(24.3)%	(54.1)%
4.350%	2.1%	(0.9)%	(3.9)%	(7.0)%	(10.2)%	(16.6)%	(41.4)%	(71.4)%
4.500%	0.5%	(2.5)%	(5.5)%	(8.6)%	(11.8)%	(18.2)%	(42.8)%	(73.0)%
5.500%	*	*	*	*	*	*	*	*

Weighted Average Lives of the Certificates

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

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

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

See "—Distributions of Principal" above.

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

Decrement Tables

The following tables indicate the percentages of original principal balances of the specified Classes that would be outstanding after each date shown at various constant PSA 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.

Mortgage Loans Backing Trust Assets Specified Below	Original Terms to Maturity	Remaining Terms to Maturity	Interest Rates
Group 1 MBS	240 months	240 months	7.00%
Group 2 Underlying REMIC Certificate	360 months	333 months	8.50%
Group 3 SMBS	360 months	360 months	7.00%

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

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

Percent of Original Principal Balances Outstanding

Date	CA, CI†, CE, CG, CH and CJ Classes PSA Prepayment Assumption						CB, IC† and CW Classes PSA Prepayment Assumption						DB Class PSA Prepayment Assumption					
	0%	100%	250%	350%	700%	1050%	0%	100%	250%	350%	700%	1050%	0%	100%	250%	350%	700%	1050%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
June 2011	96	93	89	86	77	68	100	100	100	100	100	100	100	100	100	100	100	100
June 2012	92	82	70	62	37	13	100	100	100	100	100	100	100	100	100	100	100	100
June 2013	88	70	48	35	0	0	100	100	100	100	86	0	100	100	100	100	100	69
June 2014	84	58	30	14	0	0	100	100	100	100	0	0	100	100	100	100	80	24
June 2015	79	47	14	0	0	0	100	100	100	86	0	0	100	100	100	100	44	9
June 2016	74	36	1	0	0	0	100	100	100	16	0	0	100	100	100	100	25	3
June 2017	68	27	0	0	0	0	100	100	48	0	0	0	100	100	100	81	14	1
June 2018	62	18	0	0	0	0	100	100	0	0	0	0	100	100	100	60	7	*
June 2019	56	9	0	0	0	0	100	100	0	0	0	0	100	100	79	45	4	*
June 2020	49	1	0	0	0	0	100	100	0	0	0	0	100	100	63	33	2	*
June 2021	42	0	0	0	0	0	100	65	0	0	0	0	100	100	49	24	1	*
June 2022	34	0	0	0	0	0	100	26	0	0	0	0	100	100	38	17	1	*
June 2023	25	0	0	0	0	0	100	0	0	0	0	0	100	95	29	12	*	*
June 2024	16	0	0	0	0	0	100	0	0	0	0	0	100	78	21	8	*	*
June 2025	7	0	0	0	0	0	100	0	0	0	0	0	100	62	15	6	*	*
June 2026	0	0	0	0	0	0	79	0	0	0	0	0	100	48	11	4	*	*
June 2027	0	0	0	0	0	0	17	0	0	0	0	0	100	34	7	2	*	*
June 2028	0	0	0	0	0	0	0	0	0	0	0	0	75	21	4	1	*	*
June 2029	0	0	0	0	0	0	0	0	0	0	0	0	39	9	2	*	*	0
June 2030	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	9.2	4.9	3.1	2.5	1.7	1.3	16.5	11.4	7.0	5.5	3.3	2.5	18.7	16.0	11.7	9.5	5.3	3.6

Date	DA, CM, CN, CQ and CT Classes PSA Prepayment Assumption					
	0%	100%	250%	350%	700%	1050%
Initial Percent	100	100	100	100	100	100
June 2011	97	94	91	89	81	73
June 2012	94	85	75	68	46	26
June 2013	90	74	56	45	13	0
June 2014	86	64	40	27	0	0
June 2015	82	55	27	13	0	0
June 2016	78	46	16	2	0	0
June 2017	73	38	7	0	0	0
June 2018	68	30	0	0	0	0
June 2019	63	23	0	0	0	0
June 2020	57	16	0	0	0	0
June 2021	51	10	0	0	0	0
June 2022	44	4	0	0	0	0
June 2023	37	0	0	0	0	0
June 2024	29	0	0	0	0	0
June 2025	21	0	0	0	0	0
June 2026	12	0	0	0	0	0
June 2027	3	0	0	0	0	0
June 2028	0	0	0	0	0	0
June 2029	0	0	0	0	0	0
June 2030	0	0	0	0	0	0
Weighted Average Life (years)**	10.4	5.9	3.7	3.0	1.9	1.5

* 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	FA and SA† Classes — PSA Prepayment Assumption							
	0%	100%	500%	760%	1150%	1520%	1900%	2280%
Initial Percent	100	100	100	100	100	100	100	100
June 2011	99	93	69	54	31	9	0	0
June 2012	98	86	48	29	9	1	0	0
June 2013	97	79	33	15	3	*	0	0
June 2014	96	73	23	8	1	*	0	0
June 2015	94	67	15	4	*	*	0	0
June 2016	93	62	11	2	*	*	0	0
June 2017	91	57	7	1	*	*	0	0
June 2018	90	52	5	1	*	0	0	0
June 2019	88	48	3	*	*	0	0	0
June 2020	86	43	2	*	*	0	0	0
June 2021	84	39	2	*	*	0	0	0
June 2022	81	36	1	*	*	0	0	0
June 2023	79	32	1	*	*	0	0	0
June 2024	76	29	*	*	*	0	0	0
June 2025	73	26	*	*	0	0	0	0
June 2026	70	23	*	*	0	0	0	0
June 2027	66	20	*	*	0	0	0	0
June 2028	62	17	*	*	0	0	0	0
June 2029	58	15	*	*	0	0	0	0
June 2030	53	13	*	*	0	0	0	0
June 2031	48	10	*	*	0	0	0	0
June 2032	43	8	*	*	0	0	0	0
June 2033	37	6	*	*	0	0	0	0
June 2034	30	5	*	*	0	0	0	0
June 2035	23	3	*	*	0	0	0	0
June 2036	15	1	*	0	0	0	0	0
June 2037	7	*	*	0	0	0	0	0
June 2038	0	0	0	0	0	0	0	0
June 2039	0	0	0	0	0	0	0	0
June 2040	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	18.9	10.0	2.7	1.6	0.9	0.4	0.1	0.1

Date	QF and QS† Classes — PSA Prepayment Assumption							
	0%	100%	150%	200%	250%	350%	700%	1050%
Initial Percent	100	100	100	100	100	100	100	100
June 2011	99	93	90	90	90	90	83	65
June 2012	97	84	78	78	78	78	45	20
June 2013	96	75	67	67	67	59	23	3
June 2014	94	67	56	56	56	44	10	0
June 2015	93	59	47	47	47	33	3	0
June 2016	91	52	39	39	39	24	0	0
June 2017	89	46	31	31	31	17	0	0
June 2018	87	39	25	25	25	12	0	0
June 2019	84	33	19	19	19	7	0	0
June 2020	82	28	15	15	15	4	0	0
June 2021	79	23	11	11	11	2	0	0
June 2022	76	18	8	8	8	0	0	0
June 2023	73	14	5	5	5	0	0	0
June 2024	70	9	3	3	3	0	0	0
June 2025	67	5	1	1	1	0	0	0
June 2026	63	2	0	0	0	0	0	0
June 2027	59	0	0	0	0	0	0	0
June 2028	55	0	0	0	0	0	0	0
June 2029	50	0	0	0	0	0	0	0
June 2030	45	0	0	0	0	0	0	0
June 2031	40	0	0	0	0	0	0	0
June 2032	35	0	0	0	0	0	0	0
June 2033	29	0	0	0	0	0	0	0
June 2034	22	0	0	0	0	0	0	0
June 2035	15	0	0	0	0	0	0	0
June 2036	8	0	0	0	0	0	0	0
June 2037	0	0	0	0	0	0	0	0
June 2038	0	0	0	0	0	0	0	0
June 2039	0	0	0	0	0	0	0	0
June 2040	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	17.5	7.0	5.5	5.5	5.5	4.2	2.2	1.4

Date	BF Class — PSA Prepayment Assumption							
	0%	100%	150%	200%	250%	350%	700%	1050%
Initial Percent	100	100	100	100	100	100	100	100
June 2011	100	100	100	100	100	100	100	100
June 2012	100	100	100	100	100	100	100	100
June 2013	100	100	100	100	100	100	100	100
June 2014	100	100	100	100	100	100	100	56
June 2015	100	100	100	100	100	100	100	20
June 2016	100	100	100	100	100	100	86	7
June 2017	100	100	100	100	100	100	48	3
June 2018	100	100	100	100	100	100	27	1
June 2019	100	100	100	100	100	100	15	*
June 2020	100	100	100	100	100	100	9	*
June 2021	100	100	100	100	100	100	5	*
June 2022	100	100	100	100	100	97	3	*
June 2023	100	100	100	100	100	73	2	*
June 2024	100	100	100	100	100	55	1	*
June 2025	100	100	100	100	100	42	*	*
June 2026	100	100	98	98	98	31	*	*
June 2027	100	78	78	78	78	23	*	*
June 2028	100	62	62	62	62	17	*	*
June 2029	100	49	49	49	49	12	*	*
June 2030	100	38	38	38	38	9	*	*
June 2031	100	29	29	29	29	6	*	*
June 2032	100	22	22	22	22	5	*	0
June 2033	100	16	16	16	16	3	*	0
June 2034	100	12	12	12	12	2	*	0
June 2035	100	8	8	8	8	1	*	0
June 2036	100	5	5	5	5	1	*	0
June 2037	96	3	3	3	3	*	*	0
June 2038	1	1	1	1	1	*	*	0
June 2039	0	0	0	0	0	0	0	0
June 2040	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	27.4	19.8	19.7	19.7	19.7	15.3	7.5	4.4

Date	UF Class — PSA Prepayment Assumption							
	0%	100%	150%	200%	250%	350%	700%	1050%
Initial Percent	100	100	100	100	100	100	100	100
June 2011	100	100	100	88	76	52	0	0
June 2012	100	100	100	74	48	0	0	0
June 2013	100	100	100	63	28	0	0	0
June 2014	100	100	100	55	14	0	0	0
June 2015	100	100	100	50	6	0	0	0
June 2016	100	100	100	47	1	0	0	0
June 2017	100	100	100	45	*	0	0	0
June 2018	100	100	99	44	*	0	0	0
June 2019	100	100	96	42	*	0	0	0
June 2020	100	100	91	39	*	0	0	0
June 2021	100	100	86	36	*	0	0	0
June 2022	100	100	80	33	*	0	0	0
June 2023	100	100	74	30	*	0	0	0
June 2024	100	100	67	26	*	0	0	0
June 2025	100	100	61	23	*	0	0	0
June 2026	100	100	54	20	*	0	0	0
June 2027	100	99	48	18	*	0	0	0
June 2028	100	89	42	15	*	0	0	0
June 2029	100	79	36	13	*	0	0	0
June 2030	100	69	31	11	*	0	0	0
June 2031	100	59	26	9	*	0	0	0
June 2032	100	50	22	7	*	0	0	0
June 2033	100	41	17	6	*	0	0	0
June 2034	100	33	13	4	*	0	0	0
June 2035	100	25	10	3	*	0	0	0
June 2036	100	17	7	2	*	0	0	0
June 2037	100	10	4	1	*	0	0	0
June 2038	88	3	1	*	*	0	0	0
June 2039	46	0	0	0	0	0	0	0
June 2040	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	28.9	22.3	17.2	8.6	2.2	1.0	0.4	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	SI† Class PSA Prepayment Assumption 0%	100%	150%	200%	250%	350%	700%	1050%
Initial Percent	100	100	100	100	100	100	100	100
June 2011	99	94	92	90	88	84	70	56
June 2012	98	87	83	78	74	66	40	21
June 2013	97	80	74	68	62	51	23	8
June 2014	95	74	66	58	51	39	13	3
June 2015	94	68	59	50	43	30	7	1
June 2016	93	63	52	43	35	23	4	*
June 2017	91	57	46	37	29	18	2	*
June 2018	89	52	41	32	24	14	1	*
June 2019	88	48	36	27	20	11	1	*
June 2020	86	44	32	23	17	8	*	*
June 2021	84	40	28	20	14	6	*	*
June 2022	82	36	25	17	11	5	*	*
June 2023	79	32	21	14	9	4	*	*
June 2024	77	29	19	12	7	3	*	*
June 2025	74	26	16	10	6	2	*	*
June 2026	71	23	14	8	5	2	*	*
June 2027	68	20	12	7	4	1	*	*
June 2028	65	18	10	6	3	1	*	*
June 2029	61	16	9	5	2	1	*	0
June 2030	57	13	7	4	2	*	*	0
June 2031	53	11	6	3	1	*	*	0
June 2032	49	10	5	2	1	*	*	0
June 2033	44	8	4	2	1	*	*	0
June 2034	39	6	3	1	1	*	*	0
June 2035	34	5	2	1	*	*	*	0
June 2036	28	3	1	1	*	*	*	0
June 2037	22	2	1	*	*	*	*	0
June 2038	15	1	*	*	*	*	0	0
June 2039	8	0	0	0	0	0	0	0
June 2040	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	19.9	10.2	8.1	6.7	5.6	4.2	2.1	1.4

Date	CF Class PSA Prepayment Assumption 0%	100%	150%	200%	250%	350%	700%	1050%
Initial Percent	100	100	100	100	100	100	100	100
June 2011	100	100	100	91	81	63	23	23
June 2012	100	100	100	80	60	23	23	23
June 2013	100	100	100	71	44	23	23	23
June 2014	100	100	100	65	33	23	23	13
June 2015	100	100	100	61	27	23	23	5
June 2016	100	100	100	59	23	23	19	2
June 2017	100	100	100	58	23	23	11	1
June 2018	100	100	99	56	23	23	6	*
June 2019	100	100	97	55	23	23	3	*
June 2020	100	100	93	53	23	23	2	*
June 2021	100	100	89	50	23	23	1	*
June 2022	100	100	84	48	23	22	1	*
June 2023	100	100	80	45	23	17	*	*
June 2024	100	100	75	43	23	12	*	*
June 2025	100	100	70	41	23	9	*	*
June 2026	100	100	64	38	22	7	*	*
June 2027	100	94	55	31	18	5	*	*
June 2028	100	83	47	26	14	4	*	*
June 2029	100	72	39	21	11	3	*	*
June 2030	100	62	33	17	9	2	*	0
June 2031	100	52	27	13	7	1	*	0
June 2032	100	44	22	10	5	1	*	0
June 2033	100	36	17	8	4	1	*	0
June 2034	100	28	13	6	3	*	*	0
June 2035	100	21	9	4	2	*	*	0
June 2036	100	14	6	3	1	*	*	0
June 2037	99	8	4	1	1	*	*	0
June 2038	68	3	1	*	*	*	*	0
June 2039	35	0	0	0	0	0	0	0
June 2040	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	28.6	21.7	17.8	11.1	6.2	4.3	2.0	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—The Certificates—*Special Characteristics of the Residual Certificates*" and "Material Federal Income Tax Consequences—Taxation of Beneficial Owners of Residual Certificates" in the REMIC Prospectus.

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

CERTAIN ADDITIONAL FEDERAL INCOME TAX CONSEQUENCES

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

U.S. Treasury Circular 230 Notice

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

REMIC Elections and Special Tax Attributes

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

Taxation of Beneficial Owners of Regular Certificates

The Notional Classes 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:

Group	Prepayment Assumption
1	250% PSA
2	500% PSA
3	200% 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 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. 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. The Classes of RCR Certificates are Combination RCR Certificates. See "Material Federal Income Tax Consequences—Taxation of Beneficial Owners of RCR Certificates" in the REMIC Prospectus for a general discussion of the federal income tax treatment of beneficial owners of RCR Certificates.

PLAN OF DISTRIBUTION

We are obligated to deliver the Certificates to Goldman, Sachs & Co. (the "Dealer") in exchange for the Group 1 MBS, the Group 2 Underlying REMIC Certificate and the Group 3 SMBS. The Dealer proposes to offer the Certificates directly to the public from time to time in negotiated transactions at varying prices to be determined at the time of sale. The Dealer may effect these transactions to or through other dealers.

LEGAL MATTERS

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

Exhibit A

Group 2 Underlying REMIC Certificate

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	June 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)
2008-28	FA	March 2008	31396YV82	(2)	FLT	April 2038	PT	$245,000,000	0.65094653	$159,481,899.85	6.543%	322	34

(1) See "Description of the Certificates—The Certificates—*Class Definitions and Abbreviations*" in the REMIC Prospectus.
(2) This class bears interest as further described in the Underlying REMIC Disclosure Document.

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

Schedule 1

Available Recombinations(1)

REMIC Certificates		RCR Certificates						
Classes	Original Balances	RCR Classes	Original Balances	Principal Type(2)	Interest Rate	Interest Type(2)	CUSIP Number	Final Distribution Date
Recombination 1								
CA	$140,869,998	DA	$166,193,424	SEQ	4.50%	FIX	31398TKM2	November 2027
CI	62,608,887(3)							
CB	25,323,426							
IC	11,254,856(3)							
Recombination 2								
CA	140,869,998	CT	166,193,424	SEQ	4.00	FIX	31398TKR1	November 2027
CI	46,956,665(3)							
CB	25,323,426							
IC	8,441,142(3)							
Recombination 3								
CA	140,869,998	CQ	166,193,424	SEQ	3.50	FIX	31398TKQ3	November 2027
CI	31,304,443(3)							
CB	25,323,426							
IC	5,627,428(3)							
Recombination 4								
CA	140,869,998	CN	166,193,424	SEQ	3.00	FIX	31398TKP5	November 2027
CI	15,652,221(3)							
CB	25,323,426							
IC	2,813,714(3)							
Recombination 5								
CA	140,869,998	CM	166,193,424	SEQ	2.50	FIX	31398TKN0	November 2027
CB	25,323,426							
Recombination 6								
CA	140,869,998	CJ	140,869,998	SEQ	4.50	FIX	31398TKL4	March 2026
CI	62,608,887(3)							
Recombination 7								
CA	140,869,998	CH	140,869,998	SEQ	4.00	FIX	31398TKK6	March 2026
CI	46,956,666(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
Recombination 8								
CA	$140,869,998	CG	$140,869,998	SEQ	3.50%	FIX	31398TKJ9	March 2026
CI	31,304,444(3)							
Recombination 9								
CA	140,869,998	CE	140,869,998	SEQ	3.00	FIX	31398TKH3	March 2026
CI	15,652,222(3)							
Recombination 10								
CB	25,323,426	CW	25,323,426	SEQ	4.50	FIX	31398TKS9	November 2027
IC	11,254,856(3)							
Recombination 11								
BF	6,266,354	CF	27,773,970	SUP	(4)	FLT	31398TKT7	July 2040
UF	21,507,616							

(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—The Certificates—*Class Definitions and Abbreviations*" in the REMIC Prospectus.

(3) Notional balances. These Classes are Interest Only Classes. See page S-7 for a description of how their notional balances are calculated.

(4) For a description of this interest rate, see "Summary—*Interest Rates*" in this prospectus supplement.

Principal Balance Schedule

Aggregate Group Planned Balances

Distribution Date	Planned Balance
Initial Balance	$106,266,354.00
July 2010	105,606,624.41
August 2010	104,916,223.59
September 2010	104,195,578.90
October 2010	103,445,140.92
November 2010	102,665,383.02
December 2010	101,856,800.85
January 2011	101,019,911.83
February 2011	100,155,254.64
March 2011	99,263,388.62
April 2011	98,344,893.17
May 2011	97,400,367.16
June 2011	96,430,428.27
July 2011	95,435,712.28
August 2011	94,416,872.43
September 2011	93,374,578.65
October 2011	92,309,516.87
November 2011	91,253,413.41
December 2011	90,206,195.83
January 2012	89,167,792.23
February 2012	88,138,131.33
March 2012	87,117,142.37
April 2012	86,104,755.18
May 2012	85,100,900.15
June 2012	84,105,508.20
July 2012	83,118,510.82
August 2012	82,139,840.05
September 2012	81,169,428.44
October 2012	80,207,209.10
November 2012	79,253,115.67
December 2012	78,307,082.32
January 2013	77,369,043.74
February 2013	76,438,935.13
March 2013	75,516,692.21
April 2013	74,602,251.23
May 2013	73,695,548.93
June 2013	72,796,522.55
July 2013	71,905,109.84
August 2013	71,021,249.03
September 2013	70,144,878.87
October 2013	69,275,938.57
November 2013	68,414,367.84
December 2013	67,560,106.85
January 2014	66,713,096.28
February 2014	65,873,277.25
March 2014	65,040,591.37
April 2014	64,214,980.69
May 2014	63,396,387.76
June 2014	62,584,755.55
July 2014	61,780,027.51
August 2014	60,982,147.52
September 2014	60,191,059.93
October 2014	59,406,709.50
November 2014	58,629,041.48
December 2014	57,858,001.50
January 2015	57,093,535.66
February 2015	56,335,590.48
March 2015	55,584,112.91
April 2015	$ 54,839,050.32
May 2015	54,100,350.49
June 2015	53,367,961.63
July 2015	52,641,832.35
August 2015	51,921,911.68
September 2015	51,208,149.06
October 2015	50,500,494.33
November 2015	49,798,897.71
December 2015	49,103,309.85
January 2016	48,413,681.77
February 2016	47,729,964.88
March 2016	47,052,111.00
April 2016	46,380,072.31
May 2016	45,713,801.39
June 2016	45,053,251.18
July 2016	44,398,375.01
August 2016	43,749,126.58
September 2016	43,105,459.95
October 2016	42,467,329.57
November 2016	41,834,690.22
December 2016	41,207,497.06
January 2017	40,585,705.61
February 2017	39,969,271.75
March 2017	39,358,151.69
April 2017	38,752,302.01
May 2017	38,151,679.64
June 2017	37,556,819.94
July 2017	36,970,729.03
August 2017	36,393,281.76
September 2017	35,824,354.71
October 2017	35,263,826.21
November 2017	34,711,576.28
December 2017	34,167,486.61
January 2018	33,631,440.58
February 2018	33,103,323.18
March 2018	32,583,021.00
April 2018	32,070,422.24
May 2018	31,565,416.66
June 2018	31,067,895.56
July 2018	30,577,751.77
August 2018	30,094,879.63
September 2018	29,619,174.93
October 2018	29,150,534.97
November 2018	28,688,858.45
December 2018	28,234,045.51
January 2019	27,785,997.69
February 2019	27,344,617.90
March 2019	26,909,810.43
April 2019	26,481,480.91
May 2019	26,059,536.28
June 2019	25,643,884.82
July 2019	25,234,436.06
August 2019	24,831,100.82
September 2019	24,433,791.19
October 2019	24,042,420.46
November 2019	23,656,903.18
December 2019	23,277,155.06
January 2020	22,903,093.02
February 2020	$ 22,534,635.15
March 2020	22,171,700.70
April 2020	21,814,210.02
May 2020	21,462,084.63
June 2020	21,115,247.11
July 2020	20,773,621.17
August 2020	20,437,131.57
September 2020	20,105,704.13
October 2020	19,779,265.74
November 2020	19,457,744.29
December 2020	19,141,068.70
January 2021	18,829,168.90
February 2021	18,521,975.80
March 2021	18,219,421.28
April 2021	17,921,438.20
May 2021	17,627,960.34
June 2021	17,338,922.44
July 2021	17,054,260.16
August 2021	16,773,910.04
September 2021	16,497,809.55
October 2021	16,225,897.04
November 2021	15,958,111.71
December 2021	15,694,393.64
January 2022	15,434,683.74
February 2022	15,178,923.78
March 2022	14,927,056.33
April 2022	14,679,024.79
May 2022	14,434,773.34
June 2022	14,194,246.98
July 2022	13,957,391.47
August 2022	13,724,153.34
September 2022	13,494,479.88
October 2022	13,268,319.13
November 2022	13,045,619.85
December 2022	12,826,331.55
January 2023	12,610,404.45
February 2023	12,397,789.46
March 2023	12,188,438.21
April 2023	11,982,303.00
May 2023	11,779,336.82
June 2023	11,579,493.31
July 2023	11,382,726.78
August 2023	11,188,992.20
September 2023	10,998,245.15
October 2023	10,810,441.88
November 2023	10,625,539.22
December 2023	10,443,494.65
January 2024	10,264,266.25
February 2024	10,087,812.66
March 2024	9,914,093.16
April 2024	9,743,067.58
May 2024	9,574,696.32
June 2024	9,408,940.36
July 2024	9,245,761.23
August 2024	9,085,121.00
September 2024	8,926,982.30
October 2024	8,771,308.26
November 2024	8,618,062.58

Aggregate Group (Continued)

Distribution Date	Planned Balance
December 2024	$ 8,467,209.44
January 2025	8,318,713.56
February 2025	8,172,540.13
March 2025	8,028,654.87
April 2025	7,887,023.98
May 2025	7,747,614.13
June 2025	7,610,392.49
July 2025	7,475,326.67
August 2025	7,342,384.77
September 2025	7,211,535.33
October 2025	7,082,747.35
November 2025	6,955,990.27
December 2025	6,831,233.97
January 2026	6,708,448.75
February 2026	6,587,605.35
March 2026	6,468,674.93
April 2026	6,351,629.04
May 2026	6,236,439.68
June 2026	6,123,079.21
July 2026	6,011,520.41
August 2026	5,901,736.44
September 2026	5,793,700.86
October 2026	5,687,387.59
November 2026	5,582,770.94
December 2026	5,479,825.59
January 2027	5,378,526.56
February 2027	5,278,849.27
March 2027	5,180,769.46
April 2027	5,084,263.24
May 2027	4,989,307.03
June 2027	4,895,877.65
July 2027	4,803,952.19
August 2027	4,713,508.10
September 2027	4,624,523.17
October 2027	4,536,975.49
November 2027	4,450,843.46
December 2027	4,366,105.81
January 2028	4,282,741.57
February 2028	4,200,730.06
March 2028	4,120,050.93
April 2028	4,040,684.08
May 2028	3,962,609.75
June 2028	3,885,808.43
July 2028	3,810,260.90
August 2028	3,735,948.23
September 2028	3,662,851.75
October 2028	3,590,953.07
November 2028	3,520,234.05
December 2028	3,450,676.85
January 2029	3,382,263.84
February 2029	3,314,977.69
March 2029	3,248,801.29
April 2029	3,183,717.79
May 2029	3,119,710.58
June 2029	3,056,763.31
July 2029	2,994,859.85
August 2029	2,933,984.30
September 2029	$ 2,874,121.01
October 2029	2,815,254.54
November 2029	2,757,369.68
December 2029	2,700,451.45
January 2030	2,644,485.07
February 2030	2,589,456.01
March 2030	2,535,349.90
April 2030	2,482,152.63
May 2030	2,429,850.27
June 2030	2,378,429.09
July 2030	2,327,875.58
August 2030	2,278,176.41
September 2030	2,229,318.45
October 2030	2,181,288.76
November 2030	2,134,074.59
December 2030	2,087,663.39
January 2031	2,042,042.77
February 2031	1,997,200.54
March 2031	1,953,124.69
April 2031	1,909,803.36
May 2031	1,867,224.89
June 2031	1,825,377.79
July 2031	1,784,250.73
August 2031	1,743,832.55
September 2031	1,704,112.24
October 2031	1,665,078.98
November 2031	1,626,722.08
December 2031	1,589,031.03
January 2032	1,551,995.46
February 2032	1,515,605.16
March 2032	1,479,850.08
April 2032	1,444,720.29
May 2032	1,410,206.03
June 2032	1,376,297.67
July 2032	1,342,985.75
August 2032	1,310,260.91
September 2032	1,278,113.95
October 2032	1,246,535.81
November 2032	1,215,517.55
December 2032	1,185,050.37
January 2033	1,155,125.61
February 2033	1,125,734.72
March 2033	1,096,869.29
April 2033	1,068,521.03
May 2033	1,040,681.77
June 2033	1,013,343.46
July 2033	986,498.17
August 2033	960,138.11
September 2033	934,255.57
October 2033	908,842.98
November 2033	883,892.87
December 2033	859,397.89
January 2034	835,350.80
February 2034	811,744.45
March 2034	788,571.82
April 2034	765,825.98
May 2034	743,500.11
June 2034	$ 721,587.49
July 2034	700,081.50
August 2034	678,975.62
September 2034	658,263.42
October 2034	637,938.59
November 2034	617,994.88
December 2034	598,426.16
January 2035	579,226.39
February 2035	560,389.60
March 2035	541,909.94
April 2035	523,781.61
May 2035	505,998.94
June 2035	488,556.31
July 2035	471,448.21
August 2035	454,669.20
September 2035	438,213.91
October 2035	422,077.08
November 2035	406,253.51
December 2035	390,738.08
January 2036	375,525.76
February 2036	360,611.57
March 2036	345,990.63
April 2036	331,658.12
May 2036	317,609.31
June 2036	303,839.52
July 2036	290,344.16
August 2036	277,118.69
September 2036	264,158.66
October 2036	251,459.66
November 2036	239,017.39
December 2036	226,827.57
January 2037	214,886.01
February 2037	203,188.58
March 2037	191,731.22
April 2037	180,509.91
May 2037	169,520.71
June 2037	158,759.73
July 2037	148,223.16
August 2037	137,907.22
September 2037	127,808.21
October 2037	117,922.47
November 2037	108,246.41
December 2037	98,776.49
January 2038	89,509.21
February 2038	80,441.16
March 2038	71,568.94
April 2038	62,889.23
May 2038	54,398.75
June 2038	46,094.28
July 2038	37,972.64
August 2038	30,030.70
September 2038	22,265.39
October 2038	14,673.67
November 2038	7,252.55
December 2038 and thereafter	0.00

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

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

TABLE OF CONTENTS

	Page
Table of Contents	S- 2
Available Information	S- 3
Summary	S- 5
Additional Risk Factor	S- 9
Description of the Certificates	S- 9
Certain Additional Federal Income Tax Consequences	S-20
Plan of Distribution	S-22
Legal Matters	S-22
Exhibit A	A- 1
Schedule 1	A- 2
Principal Balance Schedule	B- 1

$503,449,293

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PROSPECTUS SUPPLEMENT

Goldman, Sachs & Co.

June 24, 2010