

**\$674,870,784**



**FannieMae®**

**Guaranteed REMIC Pass-Through Certificates  
Fannie Mae REMIC Trust 2010-80**

**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.

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

Class	Group	Original Class Balance	Principal Type(1)	Interest Rate	Interest Type(1)	CUSIP Number	Final Distribution Date
HJ . . . . .	1	\$200,000,000	PAC/AD	5.0%	FIX	31398RZ99	March 2039
JH . . . . .	1	179,590,319	PAC/AD	5.0	FIX	31398R2A2	March 2039
ZH(2) . . . . .	1	10,151,640	PAC/AD	5.0	FIX/Z	31398R2B0	July 2040
HZ . . . . .	1	34,570,437	SUP	5.0	FIX/Z	31398R2C8	July 2040
AD . . . . .	2	199,098,707	PAC/AD	5.0	FIX	31398R2D6	March 2039
ZD(2) . . . . .	2	5,324,630	PAC/AD	5.0	FIX/Z	31398R2E4	July 2040
AZ . . . . .	2	18,132,521	SUP	5.0	FIX/Z	31398R2F1	July 2040
D . . . . .	3	28,002,530	PT	2.5	FIX	31398R2M6	July 2020
IO . . . . .	3	10,500,948(3)	NTL	4.0	FIX/IO	31398R2H7	July 2020
R . . . . .		0	NPR	0	NPR	31398R2J3	July 2040

- (1) See “Description of the Certificates—The Certificates—*Class Definitions and Abbreviations*” in the REMIC prospectus.
- (2) Exchangeable classes.
- (3) Notional balance. This class is an interest only class. See page S-5 for a description of how its notional balance is calculated.

If you own certificates of certain classes, you can exchange them for certificates of the corresponding RCR class to be delivered at the time of exchange. The PZ Class is the RCR Class. For a more detailed description of the RCR class, 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-6 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.



**Amherst® Securities  
Group, L.P.**

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## AVAILABLE INFORMATION

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

- our Prospectus for Fannie Mae Guaranteed REMIC Pass-Through Certificates dated May 1, 2010 (the “REMIC Prospectus”);
- our Prospectus for Fannie Mae Guaranteed Pass-Through Certificates (Single-Family Residential Mortgage Loans) dated
  - 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”); 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 is incorporated by reference in this prospectus supplement. This means that we are disclosing information in that document by referring you to it. That document is considered part of this prospectus supplement, so you should read this prospectus supplement, and any applicable supplements or amendments, together with that document.

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 and the MBS Prospectus by writing or calling the dealer at:

Amherst Securities Group, L.P.  
c/o Broadridge Financial Solutions  
Prospectus Department  
1155 Long Island Avenue  
Edgewood, New York 11717  
(631) 274-2806.  
[amherstprospectus@broadridge.com](mailto:amherstprospectus@broadridge.com)

## 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

<u>Group</u>	<u>Assets</u>
1	Group 1 MBS
2	Group 2 MBS
3	Group 3 MBS

### Group 1, Group 2 and Group 3

#### Characteristics of the 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	\$424,312,396	5.00%	5.25% to 7.50%	241 to 360
Group 2 MBS	\$222,555,858	5.00%	5.25% to 7.50%	241 to 360
Group 3 MBS	\$ 28,002,530	4.00%	4.25% to 6.50%	95 to 120

#### 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	\$424,312,396	360	356	1	5.35%
Group 2 MBS	\$222,555,858	360	356	1	5.35%
Group 3 MBS	\$ 28,002,530	120	119	1	4.42%

The actual remaining terms to maturity, loan ages and interest rates of most of the mortgage loans underlying the MBS 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:

<u>Fed Book-Entry</u>	<u>Physical</u>
All classes other than the R Class	R Class

## 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 combination 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 certificate, 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.

## Notional Class

The notional principal balance of the notional class will equal the percentage of the outstanding balance specified below immediately before the related distribution date:

<u>Class</u>	
IO.....	37.4999973217% of the D 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)\*

PSA Prepayment Assumption									
Group 1 Classes	0%	100%	280%	311%	350%	600%	1000%	1500%	2000%
HJ and JH. ....	15.7	7.8	4.7	4.7	4.7	3.2	2.2	1.7	1.4
ZH.....	25.4	18.0	16.4	16.4	16.4	10.4	6.1	3.6	2.0
HZ.....	28.1	23.1	13.6	8.1	2.3	0.9	0.6	0.4	0.3
PSA Prepayment Assumption									
Group 2 Classes	0%	100%	280%	311%	350%	600%	1000%	1500%	2000%
AD.....	15.7	7.8	4.7	4.7	4.7	3.2	2.2	1.7	1.4
ZD.....	25.4	18.0	16.4	16.4	16.4	10.4	6.1	3.6	2.0
AZ.....	28.1	23.1	13.6	8.1	2.3	0.9	0.6	0.4	0.3
PSA Prepayment Assumption									
Group 3 Classes				0%	100%	200%	250%	500%	750%
D and IO .....				5.6	4.6	4.1	3.8	2.9	2.3
PSA Prepayment Assumption									
Group 1/Group 2 Class	0%	100%	280%	311%	350%	600%	1000%	1500%	2000%
PZ** .....	25.4	18.0	16.4	16.4	16.4	10.4	6.1	3.6	2.0

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

\*\* This class is an RCR class formed from a combination of REMIC classes in two different groups. For additional information, see Schedule 1 attached to this prospectus supplement.

## 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](http://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 three groups of Fannie Mae Guaranteed Mortgage Pass-Through Certificates (the “Group 1 MBS,” “Group 2 MBS” and “Group 3 MBS,” and together, 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 constitute a “real estate mortgage investment conduit” (“REMIC”) under the Internal Revenue Code of 1986, as amended (the “Code”).

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

	<u>Assets</u>	<u>Regular Interests</u>	<u>Residual Interest</u>
REMIC . . . . .	MBS	All Classes of REMIC Certificates other than the R Class	R

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

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

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

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

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

## The MBS

The MBS provide that principal and interest on the related Mortgage Loans are passed through monthly. The Mortgage Loans underlying the 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 and Group 2 MBS, and up to 10 years in the case of the Group 3 MBS.

For additional information, see “Summary—Group 1, Group 2 and Group 3—Characteristics of the 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.

## Distributions of Interest

*General.* The Certificates will bear interest at the rates specified in this prospectus supplement. Interest to be paid on each Certificate (or added to principal, in the case of the Accrual Classes) on a Distribution Date will consist of one month’s interest on the outstanding balance of that Certificate immediately prior to that Distribution Date. For a description of the Accrual Classes, see “—Accrual Classes” below.



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

<u>Delay Classes</u>	<u>No-Delay Classes</u>
Fixed Rate Classes	—

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

*Accrual Classes.* The ZH, HZ, ZD, AZ and PZ Classes are Accrual Classes. Interest will accrue on the Accrual Classes at the applicable annual rates specified on the cover of this prospectus supplement or on Schedule 1. However, we will not pay any interest on the Accrual Classes. Instead, interest accrued on the Accrual Classes will be added as principal to their principal balances on each Distribution Date. We will pay principal on the Accrual Classes as described under “—Distributions of Principal” below.

### **Distributions of Principal**

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

- *Group 1*

The HZ Accrual Amount to Aggregate Group I to its Planned Balance, and thereafter to HZ. } Accretion Directed/PAC Group and Accrual Class

The ZH Accrual Amount to HJ and JH, pro rata, until retired, and thereafter to ZH. } Accretion Directed Classes and Accrual Class

The Group 1 Cash Flow Distribution Amount in the following priority:

1. To Aggregate Group I to its Planned Balance. } PAC Group
2. To HZ until retired. } Support Class
3. To Aggregate Group I to zero. } PAC Group

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

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

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

“Aggregate Group I” consists of the HJ, JH and ZH Classes. On each Distribution Date we will apply payments of principal of Aggregate Group I as follows:

*first*, to HJ and JH, pro rata, until retired; and

*second*, to ZH until retired.

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

- *Group 2*

The AZ Accrual Amount to Aggregate Group II to its Planned Balance, and thereafter to AZ. } Accretion Directed/PAC Group and Accrual Class



The ZD Accrual Amount to AD until retired, and thereafter to ZD.

} Accretion  
Directed  
Class and  
Accrual Class

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

1. To Aggregate Group II to its Planned Balance.
2. To AZ until retired.
3. To Aggregate Group II to zero.

} PAC Group

} Support  
Class

} PAC Group

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

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

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

“Aggregate Group II” consists of the AD and ZD Classes. On each Distribution Date we will apply payments of principal of Aggregate Group II to AD and ZD, in that order, until retired.

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

- *Group 3*

The Group 3 Principal Distribution Amount to D until retired.

} Pass-Through  
Class

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

## Structuring Assumptions

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

- the Mortgage Loans underlying the MBS have the original terms to maturity, remaining terms to maturity, loan ages and interest rates specified under “Summary—Group 1, Group 2 and 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 Schedules.* The Principal Balance Schedules are set forth beginning on page B-1 of this prospectus supplement. The Principal Balance Schedules were prepared based on the Pricing Assumptions and the assumption that the related Mortgage Loans prepay at a *constant* rate within the applicable “Structuring Ranges” specified in the chart below. The “Effective Range” for an Aggregate Group is the range of prepayment rates (measured by *constant* PSA rates) that would reduce that Aggregate Group to its scheduled balance each month based on the Pricing Assumptions. We have not provided separate schedules for the individual Classes included in the Aggregate Groups. However, those Classes are designed to receive principal distributions in the same fashion as if separate schedules had been provided (with schedules based on the same underlying assumptions

that apply to the related Aggregate Group schedules). If such separate schedules had been provided for the individual Classes included in the Aggregate Groups, we expect that the effective ranges for those Classes would not be narrower than those shown below for the related Aggregate Groups.

<u>Groups</u>	<u>Structuring Ranges</u>	<u>Initial Effective Ranges</u>
Aggregate Group I Planned Balances	Between 280% and 350% PSA	Between 280% and 350% PSA
Aggregate Group II Planned Balances	Between 280% and 350% PSA	Between 280% and 350% PSA

The Aggregate Groups listed above consist of the following Classes:

Aggregate Group I . . . . .	HJ, JH and ZH
Aggregate Group II . . . . .	AD and ZD

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

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

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

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

#### **Yield Table for the Fixed Rate Interest Only Class**

*General.* The table below illustrates the sensitivity of the pre-tax corporate bond equivalent yield to maturity of the applicable Class to various constant percentages of PSA. **The table below is**

**provided for illustrative purposes only and is not intended as a forecast or prediction of the actual yield on the applicable Class.** We calculated the yields set forth in the table by

- determining the monthly discount rates that, when applied to the assumed streams of cash flows to be paid on the applicable Class, would cause the discounted present values of the assumed streams of cash flows to equal the assumed aggregate purchase price of that Class, 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 price of the applicable Certificates will be as assumed.

In addition, 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, or
- all of the Mortgage Loans will prepay at the same rate.

**The yield to investors in the Fixed Rate Interest Only Class 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 the Fixed Rate Interest Only Class would be 0% if prepayments of the related Mortgage Loans were to occur at the following constant rate:**

<u>Class</u>	<u>% PSA</u>
IO .....	409%

**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 table has been prepared on the basis of the Pricing Assumptions and the assumption that the aggregate purchase price of the Fixed Rate Interest Only Class (expressed as a percentage of the original principal balance) is as follows:

<u>Class</u>	<u>Price*</u>
IO .....	12.5%

\* The price does not include accrued interest. Accrued interest has been added to the price in calculating the yields set forth in the table below.

## Sensitivity of the IO Class to Prepayments

	PSA Prepayment Assumption					
	50%	100%	200%	250%	500%	750%
Pre-Tax Yields to Maturity . . . . .	15.7%	13.6%	9.3%	7.1%	(4.2)%	(16.0)%

## 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 2 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.

<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	7.50%
Group 2 MBS	360 months	360 months	7.50%
Group 3 MBS	120 months	120 months	6.50%

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	HJ and JH Classes									ZH Class								
	PSA Prepayment Assumption									PSA Prepayment Assumption								
	0%	100%	280%	311%	350%	600%	1000%	1500%	2000%	0%	100%	280%	311%	350%	600%	1000%	1500%	2000%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
June 2011	98	96	94	94	94	94	91	82	73	105	105	105	105	105	105	105	105	105
June 2012	97	90	80	80	80	73	53	31	0	110	110	110	110	110	110	110	110	0
June 2013	95	81	64	64	64	45	20	1	0	116	116	116	116	116	116	116	116	0
June 2014	93	74	50	50	50	27	6	0	0	122	122	122	122	122	122	122	14	0
June 2015	91	66	38	38	38	16	*	0	0	128	128	128	128	128	128	128	1	0
June 2016	88	59	29	29	29	8	0	0	0	135	135	135	135	135	135	52	*	0
June 2017	86	52	21	21	21	4	0	0	0	142	142	142	142	142	142	20	*	0
June 2018	83	46	15	15	15	1	0	0	0	149	149	149	149	149	149	8	*	0
June 2019	81	39	11	11	11	0	0	0	0	157	157	157	157	157	109	3	*	0
June 2020	78	33	7	7	7	0	0	0	0	165	165	165	165	165	68	1	*	0
June 2021	74	28	4	4	4	0	0	0	0	173	173	173	173	173	42	*	*	0
June 2022	71	22	2	2	2	0	0	0	0	182	182	182	182	182	26	*	0	0
June 2023	67	17	0	0	0	0	0	0	0	191	191	191	191	191	16	*	0	0
June 2024	64	12	0	0	0	0	0	0	0	201	201	145	145	145	10	*	0	0
June 2025	59	7	0	0	0	0	0	0	0	211	211	110	110	110	6	*	0	0
June 2026	55	3	0	0	0	0	0	0	0	222	222	83	83	83	4	*	0	0
June 2027	50	0	0	0	0	0	0	0	0	234	173	62	62	62	2	*	0	0
June 2028	45	0	0	0	0	0	0	0	0	246	46	46	46	46	1	*	0	0
June 2029	40	0	0	0	0	0	0	0	0	258	34	34	34	34	1	*	0	0
June 2030	34	0	0	0	0	0	0	0	0	271	25	25	25	25	*	*	0	0
June 2031	28	0	0	0	0	0	0	0	0	285	18	18	18	18	*	*	0	0
June 2032	21	0	0	0	0	0	0	0	0	300	13	13	13	13	*	*	0	0
June 2033	14	0	0	0	0	0	0	0	0	315	9	9	9	9	*	*	0	0
June 2034	6	0	0	0	0	0	0	0	0	331	6	6	6	6	*	*	0	0
June 2035	0	0	0	0	0	0	0	0	0	273	4	4	4	4	*	0	0	0
June 2036	0	0	0	0	0	0	0	0	0	3	3	3	3	3	*	0	0	0
June 2037	0	0	0	0	0	0	0	0	0	2	2	2	2	2	*	0	0	0
June 2038	0	0	0	0	0	0	0	0	0	1	1	1	1	1	*	0	0	0
June 2039	0	0	0	0	0	0	0	0	0	*	*	*	*	*	*	0	0	0
June 2040	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	15.7	7.8	4.7	4.7	4.7	3.2	2.2	1.7	1.4	25.4	18.0	16.4	16.4	16.4	10.4	6.1	3.6	2.0

  

Date	HZ Class									AD Class								
	PSA Prepayment Assumption									PSA Prepayment Assumption								
	0%	100%	280%	311%	350%	600%	1000%	1500%	2000%	0%	100%	280%	311%	350%	600%	1000%	1500%	2000%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
June 2011	105	105	100	95	88	41	0	0	0	98	96	94	94	94	94	91	82	73
June 2012	110	110	100	82	58	0	0	0	0	97	90	80	80	80	73	53	31	0
June 2013	116	116	100	67	27	0	0	0	0	95	81	64	64	64	45	20	1	0
June 2014	122	122	100	59	9	0	0	0	0	93	74	50	50	50	27	6	0	0
June 2015	128	128	100	55	1	0	0	0	0	91	66	38	38	38	16	*	0	0
June 2016	135	135	100	53	0	0	0	0	0	88	59	29	29	29	8	0	0	0
June 2017	142	142	96	50	0	0	0	0	0	86	52	21	21	21	4	0	0	0
June 2018	149	149	89	46	0	0	0	0	0	83	46	15	15	15	1	0	0	0
June 2019	157	157	81	42	0	0	0	0	0	81	39	11	11	11	0	0	0	0
June 2020	165	165	72	37	0	0	0	0	0	78	33	7	7	7	0	0	0	0
June 2021	173	173	63	32	0	0	0	0	0	74	28	4	4	4	0	0	0	0
June 2022	182	182	55	27	0	0	0	0	0	71	22	2	2	2	0	0	0	0
June 2023	191	191	47	23	0	0	0	0	0	67	17	0	0	0	0	0	0	0
June 2024	201	201	40	19	0	0	0	0	0	64	12	0	0	0	0	0	0	0
June 2025	211	211	34	16	0	0	0	0	0	59	7	0	0	0	0	0	0	0
June 2026	222	222	28	13	0	0	0	0	0	55	3	0	0	0	0	0	0	0
June 2027	234	234	23	11	0	0	0	0	0	50	0	0	0	0	0	0	0	0
June 2028	246	239	19	9	0	0	0	0	0	45	0	0	0	0	0	0	0	0
June 2029	258	212	15	7	0	0	0	0	0	40	0	0	0	0	0	0	0	0
June 2030	271	186	12	5	0	0	0	0	0	34	0	0	0	0	0	0	0	0
June 2031	285	162	10	4	0	0	0	0	0	28	0	0	0	0	0	0	0	0
June 2032	300	139	7	3	0	0	0	0	0	21	0	0	0	0	0	0	0	0
June 2033	315	117	6	2	0	0	0	0	0	14	0	0	0	0	0	0	0	0
June 2034	331	96	4	2	0	0	0	0	0	6	0	0	0	0	0	0	0	0
June 2035	348	77	3	1	0	0	0	0	0	0	0	0	0	0	0	0	0	0
June 2036	354	58	2	1	0	0	0	0	0	0	0	0	0	0	0	0	0	0
June 2037	275	41	1	1	0	0	0	0	0	0	0	0	0	0	0	0	0	0
June 2038	190	25	1	*	0	0	0	0	0	0	0	0	0	0	0	0	0	0
June 2039	99	10	*	*	0	0	0	0	0	0	0	0	0	0	0	0	0	0
June 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	23.1	13.6	8.1	2.3	0.9	0.6	0.4	0.3	15.7	7.8	4.7	4.7	4.7	3.2	2.2	1.7	1.4

\* 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	ZD Class									AZ Class								
	PSA Prepayment Assumption									PSA Prepayment Assumption								
	0%	100%	280%	311%	350%	600%	1000%	1500%	2000%	0%	100%	280%	311%	350%	600%	1000%	1500%	2000%
Initial Percent . . . . .	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
June 2011 . . . . .	105	105	105	105	105	105	105	105	105	105	105	100	95	88	41	0	0	0
June 2012 . . . . .	110	110	110	110	110	110	110	110	0	110	110	100	82	58	0	0	0	0
June 2013 . . . . .	116	116	116	116	116	116	116	116	0	116	116	100	67	27	0	0	0	0
June 2014 . . . . .	122	122	122	122	122	122	122	14	0	122	122	100	59	9	0	0	0	0
June 2015 . . . . .	128	128	128	128	128	128	128	1	0	128	128	100	55	1	0	0	0	0
June 2016 . . . . .	135	135	135	135	135	135	52	*	0	135	135	100	53	*	0	0	0	0
June 2017 . . . . .	142	142	142	142	142	142	20	*	0	142	142	96	50	*	0	0	0	0
June 2018 . . . . .	149	149	149	149	149	149	8	*	0	149	149	89	46	*	0	0	0	0
June 2019 . . . . .	157	157	157	157	157	109	3	*	0	157	157	81	42	*	0	0	0	0
June 2020 . . . . .	165	165	165	165	165	68	1	*	0	165	165	72	37	*	0	0	0	0
June 2021 . . . . .	173	173	173	173	173	42	*	*	0	173	173	63	32	*	0	0	0	0
June 2022 . . . . .	182	182	182	182	182	26	*	0	0	182	182	55	27	*	0	0	0	0
June 2023 . . . . .	191	191	191	191	191	16	*	0	0	191	191	47	23	*	0	0	0	0
June 2024 . . . . .	201	201	145	145	145	10	*	0	0	201	201	40	19	*	0	0	0	0
June 2025 . . . . .	211	211	110	110	110	6	*	0	0	211	211	34	16	*	0	0	0	0
June 2026 . . . . .	222	222	83	83	83	4	*	0	0	222	222	28	13	*	0	0	0	0
June 2027 . . . . .	234	173	62	62	62	2	*	0	0	234	234	23	11	*	0	0	0	0
June 2028 . . . . .	246	46	46	46	46	1	*	0	0	246	239	19	9	*	0	0	0	0
June 2029 . . . . .	258	34	34	34	34	1	*	0	0	258	212	15	7	*	0	0	0	0
June 2030 . . . . .	271	25	25	25	25	*	*	0	0	271	186	12	5	*	0	0	0	0
June 2031 . . . . .	285	18	18	18	18	*	*	0	0	285	162	10	4	*	0	0	0	0
June 2032 . . . . .	300	13	13	13	13	*	*	0	0	300	139	7	3	*	0	0	0	0
June 2033 . . . . .	315	9	9	9	9	*	*	0	0	315	117	6	2	*	0	0	0	0
June 2034 . . . . .	331	6	6	6	6	*	*	0	0	331	96	4	2	*	0	0	0	0
June 2035 . . . . .	273	4	4	4	4	*	0	0	0	348	77	3	1	*	0	0	0	0
June 2036 . . . . .	3	3	3	3	3	*	0	0	0	354	58	2	1	*	0	0	0	0
June 2037 . . . . .	2	2	2	2	2	*	0	0	0	275	41	1	1	*	0	0	0	0
June 2038 . . . . .	1	1	1	1	1	*	0	0	0	190	25	1	*	*	0	0	0	0
June 2039 . . . . .	*	*	*	*	*	*	0	0	0	99	10	*	*	*	0	0	0	0
June 2040 . . . . .	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average																		
Life (years)** . . . . .	25.4	18.0	16.4	16.4	16.4	10.4	6.1	3.6	2.0	28.1	23.1	13.6	8.1	2.3	0.9	0.6	0.4	0.3

Date	D and IO† Classes					
	PSA Prepayment Assumption					
	0%	100%	200%	250%	500%	750%
Initial Percent . . . . .	100	100	100	100	100	100
June 2011 . . . . .	93	90	89	88	85	81
June 2012 . . . . .	85	79	74	72	62	52
June 2013 . . . . .	76	66	59	55	39	26
June 2014 . . . . .	68	54	45	41	24	13
June 2015 . . . . .	58	43	34	29	14	6
June 2016 . . . . .	48	33	24	20	8	3
June 2017 . . . . .	37	24	16	13	4	1
June 2018 . . . . .	25	15	10	8	2	*
June 2019 . . . . .	13	7	4	3	1	*
June 2020 . . . . .	0	0	0	0	0	0
Weighted Average						
Life (years)** . . . . .	5.6	4.6	4.1	3.8	2.9	2.3

\* 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	PZ Class								
	PSA Prepayment Assumption								
	0%	100%	280%	311%	350%	600%	1000%	1500%	2000%
Initial Percent . . . . .	100	100	100	100	100	100	100	100	100
June 2011 . . . . .	105	105	105	105	105	105	105	105	105
June 2012 . . . . .	110	110	110	110	110	110	110	110	0
June 2013 . . . . .	116	116	116	116	116	116	116	116	0
June 2014 . . . . .	122	122	122	122	122	122	122	14	0
June 2015 . . . . .	128	128	128	128	128	128	128	1	0
June 2016 . . . . .	135	135	135	135	135	135	52	*	0
June 2017 . . . . .	142	142	142	142	142	142	20	*	0
June 2018 . . . . .	149	149	149	149	149	149	8	*	0
June 2019 . . . . .	157	157	157	157	157	109	3	*	0
June 2020 . . . . .	165	165	165	165	165	68	1	*	0
June 2021 . . . . .	173	173	173	173	173	42	*	*	0
June 2022 . . . . .	182	182	182	182	182	26	*	0	0
June 2023 . . . . .	191	191	191	191	191	16	*	0	0
June 2024 . . . . .	201	201	145	145	145	10	*	0	0
June 2025 . . . . .	211	211	110	110	110	6	*	0	0
June 2026 . . . . .	222	222	83	83	83	4	*	0	0
June 2027 . . . . .	234	173	62	62	62	2	*	0	0
June 2028 . . . . .	246	46	46	46	46	1	*	0	0
June 2029 . . . . .	258	34	34	34	34	1	*	0	0
June 2030 . . . . .	271	25	25	25	25	*	*	0	0
June 2031 . . . . .	285	18	18	18	18	*	*	0	0
June 2032 . . . . .	300	13	13	13	13	*	*	0	0
June 2033 . . . . .	315	9	9	9	9	*	*	0	0
June 2034 . . . . .	331	6	6	6	6	*	*	0	0
June 2035 . . . . .	273	4	4	4	4	*	0	0	0
June 2036 . . . . .	3	3	3	3	3	*	0	0	0
June 2037 . . . . .	2	2	2	2	2	*	0	0	0
June 2038 . . . . .	1	1	1	1	1	*	0	0	0
June 2039 . . . . .	*	*	*	*	*	*	0	0	0
June 2040 . . . . .	0	0	0	0	0	0	0	0	0
Weighted Average									
Life (years)** . . . . .	25.4	18.0	16.4	16.4	16.4	10.4	6.1	3.6	2.0

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

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

## Characteristics of the Residual Class

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 Election and Special Tax Attributes

We will make a REMIC election with respect to the REMIC set forth in the table under “Description of the Certificates—General—*Structure*.” The Regular Classes will be designated as “regular interests” and the Residual Class will be designated as the “residual interest” in the REMIC as set forth in that table. Thus, the 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 Class, as “qualified mortgages” for other REMICs. See “Material Federal Income Tax Consequences—REMIC Election and Special Tax Attributes” in the REMIC Prospectus.

## Taxation of Beneficial Owners of Regular Certificates

The Notional Class 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	311% PSA
2	311% 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 Class 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 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 Amherst Securities Group, L.P. (the “Dealer”) in exchange for the MBS. 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. K&L Gates LLP will provide legal representation for the Dealer.

Available Recombination (1)

REMIC Certificates		RCR Certificates						
Classes	Original Balances	RCR Class	Original Balance	Principal Type(2)	Interest Rate	Interest Type(2)	CUSIP Number	Final Distribution Date
Recombination 1								
ZH	\$10,151,640	PZ(3)	\$15,476,270	PAC/AD	5.0%	FIX/Z	31398R2K0	July 2040
ZD	5,324,630							

(1) REMIC Certificates and RCR Certificates 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) The PZ Class is an RCR Class formed from a combination of the ZH Class in Group 1 and the ZD Class in Group 2.

## Principal Balance Schedules

### *Aggregate Group I Planned Balances*

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
Initial Balance . . . .	\$389,741,959.00	October 2014. . . . .	\$186,319,940.89	February 2019. . . . .	\$ 61,566,143.27
July 2010 . . . . .	388,711,818.38	November 2014 . . . .	182,619,433.51	March 2019 . . . . .	60,238,416.79
August 2010 . . . . .	387,624,898.63	December 2014 . . . .	178,978,874.11	April 2019 . . . . .	58,938,479.76
September 2010 . . .	386,337,556.33	January 2015 . . . . .	175,397,311.25	May 2019 . . . . .	57,665,762.01
October 2010. . . . .	384,850,476.61	February 2015. . . . .	171,873,808.38	June 2019. . . . .	56,419,704.95
November 2010 . . . .	383,164,630.77	March 2015 . . . . .	168,407,443.63	July 2019 . . . . .	55,199,761.24
December 2010 . . . .	381,281,276.67	April 2015 . . . . .	164,997,309.56	August 2019 . . . . .	54,005,394.67
January 2011 . . . . .	379,201,958.47	May 2015 . . . . .	161,642,512.97	September 2019 . . .	52,836,079.85
February 2011. . . . .	376,928,505.73	June 2015. . . . .	158,342,174.62	October 2019. . . . .	51,691,302.06
March 2011 . . . . .	374,463,031.77	July 2015 . . . . .	155,095,429.07	November 2019 . . . .	50,570,556.97
April 2011 . . . . .	371,807,931.40	August 2015 . . . . .	151,901,424.46	December 2019 . . . .	49,473,350.50
May 2011 . . . . .	368,965,877.90	September 2015 . . .	148,759,322.26	January 2020 . . . . .	48,399,198.57
June 2011. . . . .	365,939,819.41	October 2015. . . . .	145,668,297.09	February 2020. . . . .	47,347,626.91
July 2011 . . . . .	362,732,974.54	November 2015 . . . .	142,627,536.52	March 2020 . . . . .	46,318,170.86
August 2011 . . . . .	359,348,827.34	December 2015 . . . .	139,636,240.87	April 2020 . . . . .	45,310,375.20
September 2011 . . .	355,791,121.62	January 2016 . . . . .	136,693,622.99	May 2020 . . . . .	44,323,793.92
October 2011. . . . .	352,063,854.62	February 2016. . . . .	133,806,321.04	June 2020. . . . .	43,357,990.08
November 2011 . . . .	348,171,269.94	March 2016 . . . . .	130,978,626.16	July 2020 . . . . .	42,412,535.58
December 2011 . . . .	344,117,849.97	April 2016 . . . . .	128,209,326.94	August 2020 . . . . .	41,487,011.04
January 2012 . . . . .	339,908,307.60	May 2016 . . . . .	125,497,236.33	September 2020 . . .	40,581,005.56
February 2012. . . . .	335,547,577.37	June 2016. . . . .	122,841,191.13	October 2020. . . . .	39,694,116.60
March 2012 . . . . .	331,040,806.06	July 2016 . . . . .	120,240,051.55	November 2020 . . . .	38,825,949.79
April 2012 . . . . .	326,393,342.72	August 2016 . . . . .	117,692,700.70	December 2020 . . . .	37,976,118.79
May 2012 . . . . .	321,610,728.13	September 2016 . . .	115,198,044.15	January 2021 . . . . .	37,144,245.08
June 2012. . . . .	316,698,683.84	October 2016. . . . .	112,755,009.49	February 2021. . . . .	36,329,957.84
July 2012 . . . . .	311,663,100.64	November 2016 . . . .	110,362,545.91	March 2021 . . . . .	35,532,893.81
August 2012 . . . . .	306,510,026.71	December 2016 . . . .	108,019,623.69	April 2021 . . . . .	34,752,697.09
September 2012 . . .	301,245,655.26	January 2017 . . . . .	105,725,233.89	May 2021 . . . . .	33,989,019.02
October 2012. . . . .	295,876,311.85	February 2017. . . . .	103,478,387.84	June 2021. . . . .	33,241,518.04
November 2012 . . . .	290,408,441.36	March 2017 . . . . .	101,278,116.80	July 2021 . . . . .	32,509,859.55
December 2012 . . . .	285,028,493.37	April 2017 . . . . .	99,123,471.51	August 2021 . . . . .	31,793,715.73
January 2013 . . . . .	279,735,079.10	May 2017 . . . . .	97,013,521.85	September 2021 . . .	31,092,765.46
February 2013. . . . .	274,526,831.47	June 2017. . . . .	94,947,356.42	October 2021. . . . .	30,406,694.15
March 2013 . . . . .	269,402,404.75	July 2017 . . . . .	92,924,082.20	November 2021 . . . .	29,735,193.60
April 2013 . . . . .	264,360,474.21	August 2017 . . . . .	90,942,824.14	December 2021 . . . .	29,077,961.92
May 2013 . . . . .	259,399,735.82	September 2017 . . .	89,002,724.85	January 2022 . . . . .	28,434,703.34
June 2013. . . . .	254,518,905.90	October 2017. . . . .	87,102,944.20	February 2022. . . . .	27,805,128.14
July 2013 . . . . .	249,716,720.84	November 2017 . . . .	85,242,659.02	March 2022 . . . . .	27,188,952.49
August 2013 . . . . .	244,991,936.76	December 2017 . . . .	83,421,062.72	April 2022 . . . . .	26,585,898.36
September 2013 . . .	240,343,329.23	January 2018 . . . . .	81,637,365.00	May 2022 . . . . .	25,995,693.37
October 2013. . . . .	235,769,692.94	February 2018. . . . .	79,890,791.46	June 2022. . . . .	25,418,070.73
November 2013 . . . .	231,269,841.41	March 2018 . . . . .	78,180,583.38	July 2022 . . . . .	24,852,769.07
December 2013 . . . .	226,842,606.73	April 2018 . . . . .	76,505,997.30	August 2022 . . . . .	24,299,532.36
January 2014 . . . . .	222,486,839.22	May 2018 . . . . .	74,866,304.80	September 2022 . . .	23,758,109.79
February 2014. . . . .	218,201,407.21	June 2018. . . . .	73,260,792.15	October 2022. . . . .	23,228,255.68
March 2014 . . . . .	213,985,196.69	July 2018 . . . . .	71,688,760.04	November 2022 . . . .	22,709,729.37
April 2014 . . . . .	209,837,111.10	August 2018 . . . . .	70,149,523.26	December 2022 . . . .	22,202,295.12
May 2014 . . . . .	205,756,071.01	September 2018 . . .	68,642,410.47	January 2023 . . . . .	21,705,721.99
June 2014. . . . .	201,741,013.89	October 2018. . . . .	67,166,763.87	February 2023. . . . .	21,219,783.79
July 2014 . . . . .	197,790,893.83	November 2018 . . . .	65,721,938.97	March 2023 . . . . .	20,744,258.91
August 2014 . . . . .	193,904,681.29	December 2018 . . . .	64,307,304.29	April 2023 . . . . .	20,278,930.33
September 2014 . . .	190,081,362.83	January 2019 . . . . .	62,922,241.12	May 2023 . . . . .	19,823,585.42

**Aggregate Group I (Continued)**

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
June 2023 . . . . .	\$ 19,378,015.93	January 2028 . . . . .	\$ 5,306,874.74	August 2032 . . . . .	\$ 1,250,333.70
July 2023 . . . . .	18,942,017.87	February 2028 . . . . .	5,178,040.38	September 2032 . . .	1,214,910.80
August 2023 . . . . .	18,515,391.41	March 2028 . . . . .	5,052,098.23	October 2032 . . . . .	1,180,344.35
September 2023 . . .	18,097,940.83	April 2028 . . . . .	4,928,986.21	November 2032 . . . .	1,146,615.17
October 2023 . . . . .	17,689,474.41	May 2028 . . . . .	4,808,643.53	December 2032 . . . .	1,113,704.50
November 2023 . . . .	17,289,804.37	June 2028 . . . . .	4,691,010.67	January 2033 . . . . .	1,081,593.95
December 2023 . . . .	16,898,746.76	July 2028 . . . . .	4,576,029.36	February 2033 . . . . .	1,050,265.55
January 2024 . . . . .	16,516,121.43	August 2028 . . . . .	4,463,642.54	March 2033 . . . . .	1,019,701.71
February 2024 . . . .	16,141,751.89	September 2028 . . .	4,353,794.35	April 2033 . . . . .	989,885.23
March 2024 . . . . .	15,775,465.30	October 2028 . . . . .	4,246,430.08	May 2033 . . . . .	960,799.25
April 2024 . . . . .	15,417,092.35	November 2028 . . . .	4,141,496.20	June 2033 . . . . .	932,427.30
May 2024 . . . . .	15,066,467.22	December 2028 . . . .	4,038,940.25	July 2033 . . . . .	904,753.25
June 2024 . . . . .	14,723,427.48	January 2029 . . . . .	3,938,710.92	August 2033 . . . . .	877,761.33
July 2024 . . . . .	14,387,814.04	February 2029 . . . .	3,840,757.94	September 2033 . . .	851,436.10
August 2024 . . . . .	14,059,471.09	March 2029 . . . . .	3,745,032.10	October 2033 . . . . .	825,762.45
September 2024 . . .	13,738,246.00	April 2029 . . . . .	3,651,485.24	November 2033 . . . .	800,725.60
October 2024 . . . . .	13,423,989.31	May 2029 . . . . .	3,560,070.18	December 2033 . . . .	776,311.11
November 2024 . . . .	13,116,554.59	June 2029 . . . . .	3,470,740.75	January 2034 . . . . .	752,504.81
December 2024 . . . .	12,815,798.47	July 2029 . . . . .	3,383,451.75	February 2034 . . . .	729,292.87
January 2025 . . . . .	12,521,580.49	August 2029 . . . . .	3,298,158.92	March 2034 . . . . .	706,661.75
February 2025 . . . .	12,233,763.10	September 2029 . . .	3,214,818.93	April 2034 . . . . .	684,598.20
March 2025 . . . . .	11,952,211.59	October 2029 . . . . .	3,133,389.37	May 2034 . . . . .	663,089.26
April 2025 . . . . .	11,676,794.01	November 2029 . . . .	3,053,828.71	June 2034 . . . . .	642,122.25
May 2025 . . . . .	11,407,381.13	December 2029 . . . .	2,976,096.30	July 2034 . . . . .	621,684.76
June 2025 . . . . .	11,143,846.38	January 2030 . . . . .	2,900,152.35	August 2034 . . . . .	601,764.67
July 2025 . . . . .	10,886,065.81	February 2030 . . . .	2,825,957.90	September 2034 . . .	582,350.09
August 2025 . . . . .	10,633,918.03	March 2030 . . . . .	2,753,474.81	October 2034 . . . . .	563,429.42
September 2025 . . .	10,387,284.13	April 2030 . . . . .	2,682,665.75	November 2034 . . . .	544,991.29
October 2025 . . . . .	10,146,047.68	May 2030 . . . . .	2,613,494.18	December 2034 . . . .	527,024.59
November 2025 . . . .	9,910,094.64	June 2030 . . . . .	2,545,924.31	January 2035 . . . . .	509,518.46
December 2025 . . . .	9,679,313.32	July 2030 . . . . .	2,479,921.14	February 2035 . . . .	492,462.25
January 2026 . . . . .	9,453,594.35	August 2030 . . . . .	2,415,450.37	March 2035 . . . . .	475,845.57
February 2026 . . . .	9,232,830.61	September 2030 . . .	2,352,478.46	April 2035 . . . . .	459,658.23
March 2026 . . . . .	9,016,917.20	October 2030 . . . . .	2,290,972.56	May 2035 . . . . .	443,890.30
April 2026 . . . . .	8,805,751.39	November 2030 . . . .	2,230,900.51	June 2035 . . . . .	428,532.03
May 2026 . . . . .	8,599,232.56	December 2030 . . . .	2,172,230.84	July 2035 . . . . .	413,573.90
June 2026 . . . . .	8,397,262.19	January 2031 . . . . .	2,114,932.75	August 2035 . . . . .	399,006.60
July 2026 . . . . .	8,199,743.80	February 2031 . . . .	2,058,976.09	September 2035 . . .	384,821.03
August 2026 . . . . .	8,006,582.89	March 2031 . . . . .	2,004,331.33	October 2035 . . . . .	371,008.27
September 2026 . . .	7,817,686.93	April 2031 . . . . .	1,950,969.60	November 2035 . . . .	357,559.61
October 2026 . . . . .	7,632,965.30	May 2031 . . . . .	1,898,862.60	December 2035 . . . .	344,466.52
November 2026 . . . .	7,452,329.26	June 2031 . . . . .	1,847,982.68	January 2036 . . . . .	331,720.69
December 2026 . . . .	7,275,691.93	July 2031 . . . . .	1,798,302.74	February 2036 . . . .	319,313.95
January 2027 . . . . .	7,102,968.19	August 2031 . . . . .	1,749,796.27	March 2036 . . . . .	307,238.33
February 2027 . . . .	6,934,074.72	September 2031 . . .	1,702,437.31	April 2036 . . . . .	295,486.04
March 2027 . . . . .	6,768,929.93	October 2031 . . . . .	1,656,200.47	May 2036 . . . . .	284,049.46
April 2027 . . . . .	6,607,453.89	November 2031 . . . .	1,611,060.90	June 2036 . . . . .	272,921.13
May 2027 . . . . .	6,449,568.38	December 2031 . . . .	1,566,994.27	July 2036 . . . . .	262,093.76
June 2027 . . . . .	6,295,196.76	January 2032 . . . . .	1,523,976.76	August 2036 . . . . .	251,560.23
July 2027 . . . . .	6,144,264.00	February 2032 . . . .	1,481,985.08	September 2036 . . .	241,313.56
August 2027 . . . . .	5,996,696.65	March 2032 . . . . .	1,440,996.41	October 2036 . . . . .	231,346.93
September 2027 . . .	5,852,422.76	April 2032 . . . . .	1,400,988.45	November 2036 . . . .	221,653.69
October 2027 . . . . .	5,711,371.88	May 2032 . . . . .	1,361,939.34	December 2036 . . . .	212,227.31
November 2027 . . . .	5,573,475.04	June 2032 . . . . .	1,323,827.72	January 2037 . . . . .	203,061.42
December 2027 . . . .	5,438,664.70	July 2032 . . . . .	1,286,632.67	February 2037 . . . .	194,149.80



### ***Aggregate Group I (Continued)***

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
March 2037 . . . . .	\$ 185,486.35	April 2038 . . . . .	\$ 92,908.30	May 2039 . . . . .	\$ 30,295.79
April 2037 . . . . .	177,065.11	May 2038 . . . . .	87,150.64	June 2039 . . . . .	26,464.17
May 2037 . . . . .	168,880.27	June 2038 . . . . .	81,564.55	July 2039 . . . . .	22,755.98
June 2037 . . . . .	160,926.12	July 2038 . . . . .	76,145.80	August 2039 . . . . .	19,168.07
July 2037 . . . . .	153,197.11	August 2038 . . . . .	70,890.24	September 2039 . . .	15,697.39
August 2037 . . . . .	145,687.79	September 2038 . . .	65,793.82	October 2039 . . . . .	12,340.93
September 2037 . . .	138,392.85	October 2038 . . . . .	60,852.61	November 2039 . . . .	9,095.78
October 2037 . . . . .	131,307.08	November 2038 . . . .	56,062.72	December 2039 . . . .	5,959.07
November 2037 . . . .	124,425.40	December 2038 . . . .	51,420.39	January 2040 . . . . .	2,928.00
December 2037 . . . .	117,742.84	January 2039 . . . . .	46,921.92	February 2040 and thereafter . . . . .	0.00
January 2038 . . . . .	111,254.55	February 2039 . . . . .	42,563.71		
February 2038 . . . . .	104,955.77	March 2039 . . . . .	38,342.23		
March 2038 . . . . .	98,841.87	April 2039 . . . . .	34,254.05		

### ***Aggregate Group II Planned Balances***

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
Initial Balance . . . .	\$204,423,337.00	July 2013 . . . . .	\$130,978,777.49	August 2016 . . . . .	\$ 61,730,932.37
July 2010 . . . . .	203,883,018.52	August 2013 . . . . .	128,500,583.63	September 2016 . . .	60,422,461.45
August 2010 . . . . .	203,312,918.85	September 2013 . . .	126,062,345.09	October 2016 . . . . .	59,141,066.71
September 2010 . . .	202,637,695.65	October 2013 . . . . .	123,663,429.67	November 2016 . . . .	57,886,196.97
October 2010 . . . . .	201,857,708.30	November 2013 . . . .	121,303,215.05	December 2016 . . . .	56,657,312.15
November 2010 . . . .	200,973,466.24	December 2013 . . . .	118,981,088.66	January 2017 . . . . .	55,453,883.03
December 2010 . . . .	199,985,629.23	January 2014 . . . . .	116,696,447.48	February 2017 . . . . .	54,275,391.07
January 2011 . . . . .	198,895,007.20	February 2014 . . . . .	114,448,697.92	March 2017 . . . . .	53,121,328.13
February 2011 . . . . .	197,702,559.78	March 2014 . . . . .	112,237,255.70	April 2017 . . . . .	51,991,196.33
March 2011 . . . . .	196,409,395.41	April 2014 . . . . .	110,061,545.64	May 2017 . . . . .	50,884,507.81
April 2011 . . . . .	195,016,770.19	May 2014 . . . . .	107,921,001.58	June 2017 . . . . .	49,800,784.54
May 2011 . . . . .	193,526,086.30	June 2014 . . . . .	105,815,066.21	July 2017 . . . . .	48,739,558.10
June 2011 . . . . .	191,938,890.05	July 2014 . . . . .	103,743,190.94	August 2017 . . . . .	47,700,369.55
July 2011 . . . . .	190,256,869.63	August 2014 . . . . .	101,704,835.77	September 2017 . . .	46,682,769.15
August 2011 . . . . .	188,481,852.47	September 2014 . . .	99,699,469.14	October 2017 . . . . .	45,686,316.26
September 2011 . . .	186,615,802.24	October 2014 . . . . .	97,726,567.82	November 2017 . . . .	44,710,579.12
October 2011 . . . . .	184,660,815.50	November 2014 . . . .	95,785,616.76	December 2017 . . . .	43,755,134.66
November 2011 . . . .	182,619,118.09	December 2014 . . . .	93,876,108.98	January 2018 . . . . .	42,819,568.36
December 2011 . . . .	180,493,061.04	January 2015 . . . . .	91,997,545.44	February 2018 . . . .	41,903,474.06
January 2012 . . . . .	178,285,116.32	February 2015 . . . . .	90,149,434.92	March 2018 . . . . .	41,006,453.77
February 2012 . . . . .	175,997,872.14	March 2015 . . . . .	88,331,293.88	April 2018 . . . . .	40,128,117.56
March 2012 . . . . .	173,634,028.04	April 2015 . . . . .	86,542,646.36	May 2018 . . . . .	39,268,083.36
April 2012 . . . . .	171,196,389.63	May 2015 . . . . .	84,783,023.87	June 2018 . . . . .	38,425,976.82
May 2012 . . . . .	168,687,863.12	June 2015 . . . . .	83,051,965.25	July 2018 . . . . .	37,601,431.13
June 2012 . . . . .	166,111,449.51	July 2015 . . . . .	81,349,016.55	August 2018 . . . . .	36,794,086.91
July 2012 . . . . .	163,470,238.58	August 2015 . . . . .	79,673,730.98	September 2018 . . .	36,003,592.02
August 2012 . . . . .	160,767,402.65	September 2015 . . .	78,025,668.71	October 2018 . . . . .	35,229,601.45
September 2012 . . .	158,006,190.12	October 2015 . . . . .	76,404,396.82	November 2018 . . . .	34,471,777.14
October 2012 . . . . .	155,189,918.80	November 2015 . . . .	74,809,489.19	December 2018 . . . .	33,729,787.90
November 2012 . . . .	152,321,969.11	December 2015 . . . .	73,240,526.38	January 2019 . . . . .	33,003,309.19
December 2012 . . . .	149,500,135.59	January 2016 . . . . .	71,697,095.51	February 2019 . . . .	32,292,023.06
January 2013 . . . . .	146,723,689.82	February 2016 . . . . .	70,182,678.38	March 2019 . . . . .	31,595,617.98
February 2013 . . . . .	143,991,914.77	March 2016 . . . . .	68,699,525.72	April 2019 . . . . .	30,913,788.74
March 2013 . . . . .	141,304,104.57	April 2016 . . . . .	67,247,002.13	May 2019 . . . . .	30,246,236.26
April 2013 . . . . .	138,659,564.39	May 2016 . . . . .	65,824,485.00	June 2019 . . . . .	29,592,667.57
May 2013 . . . . .	136,057,610.27	June 2016 . . . . .	64,431,364.21	July 2019 . . . . .	28,952,795.58
June 2013 . . . . .	133,497,568.89	July 2016 . . . . .	63,067,041.94	August 2019 . . . . .	28,326,339.03

**Aggregate Group II (Continued)**

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
September 2019 . . .	\$ 27,713,022.37	April 2024 . . . . .	\$ 8,086,410.12	November 2028 . . . .	\$ 2,172,253.47
October 2019 . . . . .	27,112,575.61	May 2024 . . . . .	7,902,503.93	December 2028 . . . .	2,118,461.91
November 2019 . . . .	26,524,734.23	June 2024 . . . . .	7,722,576.35	January 2029 . . . . .	2,065,890.68
December 2019 . . . .	25,949,239.07	July 2024 . . . . .	7,546,543.93	February 2029 . . . . .	2,014,513.42
January 2020 . . . . .	25,385,836.24	August 2024 . . . . .	7,374,324.95	March 2029 . . . . .	1,964,304.31
February 2020 . . . . .	24,834,276.98	September 2024 . . .	7,205,839.36	April 2029 . . . . .	1,915,238.10
March 2020 . . . . .	24,294,317.56	October 2024 . . . . .	7,041,008.75	May 2029 . . . . .	1,867,290.04
April 2020 . . . . .	23,765,719.22	November 2024 . . . .	6,879,756.34	June 2029 . . . . .	1,820,435.91
May 2020 . . . . .	23,248,248.03	December 2024 . . . .	6,722,006.92	July 2029 . . . . .	1,774,652.00
June 2020 . . . . .	22,741,674.79	January 2025 . . . . .	6,567,686.81	August 2029 . . . . .	1,729,915.11
July 2020 . . . . .	22,245,774.98	February 2025 . . . . .	6,416,723.87	September 2029 . . .	1,686,202.50
August 2020 . . . . .	21,760,328.62	March 2025 . . . . .	6,269,047.45	October 2029 . . . . .	1,643,491.92
September 2020 . . .	21,285,120.19	April 2025 . . . . .	6,124,588.32	November 2029 . . . .	1,601,761.61
October 2020 . . . . .	20,819,938.56	May 2025 . . . . .	5,983,278.72	December 2029 . . . .	1,560,990.22
November 2020 . . . .	20,364,576.87	June 2025 . . . . .	5,845,052.26	January 2030 . . . . .	1,521,156.91
December 2020 . . . .	19,918,832.49	July 2025 . . . . .	5,709,843.92	February 2030 . . . . .	1,482,241.22
January 2021 . . . . .	19,482,506.87	August 2025 . . . . .	5,577,590.03	March 2030 . . . . .	1,444,223.15
February 2021 . . . . .	19,055,405.53	September 2025 . . .	5,448,228.22	April 2030 . . . . .	1,407,083.13
March 2021 . . . . .	18,637,337.92	October 2025 . . . . .	5,321,697.42	May 2030 . . . . .	1,370,801.99
April 2021 . . . . .	18,228,117.37	November 2025 . . . .	5,197,937.82	June 2030 . . . . .	1,335,360.96
May 2021 . . . . .	17,827,561.01	December 2025 . . . .	5,076,890.84	July 2030 . . . . .	1,300,741.67
June 2021 . . . . .	17,435,489.69	January 2026 . . . . .	4,958,499.11	August 2030 . . . . .	1,266,926.14
July 2021 . . . . .	17,051,727.90	February 2026 . . . . .	4,842,706.44	September 2030 . . .	1,233,896.78
August 2021 . . . . .	16,676,103.71	March 2026 . . . . .	4,729,457.82	October 2030 . . . . .	1,201,636.35
September 2021 . . .	16,308,448.67	April 2026 . . . . .	4,618,699.36	November 2030 . . . .	1,170,128.00
October 2021 . . . . .	15,948,597.79	May 2026 . . . . .	4,510,378.29	December 2030 . . . .	1,139,355.20
November 2021 . . . .	15,596,389.42	June 2026 . . . . .	4,404,442.92	January 2031 . . . . .	1,109,301.81
December 2021 . . . .	15,251,665.19	July 2026 . . . . .	4,300,842.66	February 2031 . . . . .	1,079,952.01
January 2022 . . . . .	14,914,270.00	August 2026 . . . . .	4,199,527.94	March 2031 . . . . .	1,051,290.32
February 2022 . . . . .	14,584,051.86	September 2026 . . .	4,100,450.22	April 2031 . . . . .	1,023,301.59
March 2022 . . . . .	14,260,861.91	October 2026 . . . . .	4,003,561.98	May 2031 . . . . .	995,970.98
April 2022 . . . . .	13,944,554.32	November 2026 . . . .	3,908,816.68	June 2031 . . . . .	969,283.98
May 2022 . . . . .	13,634,986.24	December 2026 . . . .	3,816,168.73	July 2031 . . . . .	943,226.38
June 2022 . . . . .	13,332,017.71	January 2027 . . . . .	3,725,573.50	August 2031 . . . . .	917,784.28
July 2022 . . . . .	13,035,511.65	February 2027 . . . . .	3,636,987.28	September 2031 . . .	892,944.06
August 2022 . . . . .	12,745,333.77	March 2027 . . . . .	3,550,367.27	October 2031 . . . . .	868,692.40
September 2022 . . .	12,461,352.52	April 2027 . . . . .	3,465,671.57	November 2031 . . . .	845,016.27
October 2022 . . . . .	12,183,439.04	May 2027 . . . . .	3,382,859.12	December 2031 . . . .	821,902.90
November 2022 . . . .	11,911,467.09	June 2027 . . . . .	3,301,889.75	January 2032 . . . . .	799,339.82
December 2022 . . . .	11,645,313.04	July 2027 . . . . .	3,222,724.10	February 2032 . . . . .	777,314.78
January 2023 . . . . .	11,384,855.74	August 2027 . . . . .	3,145,323.63	March 2032 . . . . .	755,815.84
February 2023 . . . . .	11,129,976.57	September 2027 . . .	3,069,650.61	April 2032 . . . . .	734,831.28
March 2023 . . . . .	10,880,559.28	October 2027 . . . . .	2,995,668.09	May 2032 . . . . .	714,349.66
April 2023 . . . . .	10,636,490.04	November 2027 . . . .	2,923,339.90	June 2032 . . . . .	694,359.76
May 2023 . . . . .	10,397,657.34	December 2027 . . . .	2,852,630.60	July 2032 . . . . .	674,850.60
June 2023 . . . . .	10,163,951.94	January 2028 . . . . .	2,783,505.52	August 2032 . . . . .	655,811.45
July 2023 . . . . .	9,935,266.84	February 2028 . . . . .	2,715,930.69	September 2032 . . .	637,231.80
August 2023 . . . . .	9,711,497.23	March 2028 . . . . .	2,649,872.84	October 2032 . . . . .	619,101.37
September 2023 . . .	9,492,540.46	April 2028 . . . . .	2,585,299.42	November 2032 . . . .	601,410.10
October 2023 . . . . .	9,278,295.97	May 2028 . . . . .	2,522,178.55	December 2032 . . . .	584,148.14
November 2023 . . . .	9,068,665.26	June 2028 . . . . .	2,460,479.01	January 2033 . . . . .	567,305.85
December 2023 . . . .	8,863,551.85	July 2028 . . . . .	2,400,170.22	February 2033 . . . . .	550,873.81
January 2024 . . . . .	8,662,861.25	August 2028 . . . . .	2,341,222.27	March 2033 . . . . .	534,842.79
February 2024 . . . . .	8,466,500.89	September 2028 . . .	2,283,605.86	April 2033 . . . . .	519,203.76
March 2024 . . . . .	8,274,380.12	October 2028 . . . . .	2,227,292.29	May 2033 . . . . .	503,947.89



**Aggregate Group II (Continued)**

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
June 2033. . . . .	\$ 489,066.54	October 2035. . . . .	\$ 194,596.95	February 2038. . . . .	\$ 55,049.91
July 2033. . . . .	474,551.24	November 2035. . . . .	187,543.01	March 2038. . . . .	51,843.11
August 2033. . . . .	460,393.72	December 2035. . . . .	180,675.56	April 2038. . . . .	48,730.90
September 2033. . . . .	446,585.89	January 2036. . . . .	173,990.25	May 2038. . . . .	45,710.95
October 2033. . . . .	433,119.82	February 2036. . . . .	167,482.80	June 2038. . . . .	42,780.99
November 2033. . . . .	419,987.75	March 2036. . . . .	161,149.02	July 2038. . . . .	39,938.80
December 2033. . . . .	407,182.12	April 2036. . . . .	154,984.83	August 2038. . . . .	37,182.21
January 2034. . . . .	394,695.49	May 2036. . . . .	148,986.24	September 2038. . . . .	34,509.10
February 2034. . . . .	382,520.61	June 2036. . . . .	143,149.33	October 2038. . . . .	31,917.38
March 2034. . . . .	370,650.38	July 2036. . . . .	137,470.27	November 2038. . . . .	29,405.04
April 2034. . . . .	359,077.84	August 2036. . . . .	131,945.33	December 2038. . . . .	26,970.09
May 2034. . . . .	347,796.19	September 2036. . . . .	126,570.85	January 2039. . . . .	24,610.61
June 2034. . . . .	336,798.80	October 2036. . . . .	121,343.26	February 2039. . . . .	22,324.68
July 2034. . . . .	326,079.14	November 2036. . . . .	116,259.07	March 2039. . . . .	20,110.48
August 2034. . . . .	315,630.87	December 2036. . . . .	111,314.84	April 2039. . . . .	17,966.19
September 2034. . . . .	305,447.74	January 2037. . . . .	106,507.25	May 2039. . . . .	15,890.04
October 2034. . . . .	295,523.67	February 2037. . . . .	101,833.02	June 2039. . . . .	13,880.32
November 2034. . . . .	285,852.69	March 2037. . . . .	97,288.96	July 2039. . . . .	11,935.34
December 2034. . . . .	276,428.99	April 2037. . . . .	92,871.94	August 2039. . . . .	10,053.45
January 2035. . . . .	267,246.86	May 2037. . . . .	88,578.91	September 2039. . . . .	8,233.04
February 2035. . . . .	258,300.72	June 2037. . . . .	84,406.89	October 2039. . . . .	6,472.55
March 2035. . . . .	249,585.11	July 2037. . . . .	80,352.95	November 2039. . . . .	4,770.44
April 2035. . . . .	241,094.70	August 2037. . . . .	76,414.24	December 2039. . . . .	3,125.20
May 2035. . . . .	232,824.27	September 2037. . . . .	72,587.97	January 2040. . . . .	1,535.38
June 2035. . . . .	224,768.71	October 2037. . . . .	68,871.42	February 2040 and thereafter. . . . .	0.00
July 2035. . . . .	216,923.03	November 2037. . . . .	65,261.91		
August 2035. . . . .	209,282.35	December 2037. . . . .	61,756.85		
September 2035. . . . .	201,841.88	January 2038. . . . .	58,353.68		

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\$674,870,784



Guaranteed REMIC  
Pass-Through Certificates

Fannie Mae REMIC Trust 2010-80

PROSPECTUS SUPPLEMENT



June 24, 2010