

**\$1,837,450,733**



**FannieMae®**

**Guaranteed REMIC Pass-Through Certificates  
Fannie Mae REMIC Trust 2010-97  
(Group 3, Group 4, Group 5, Group 6, Group 7, Group 8,  
Group 9, Group 10 and R and RL Classes Only)**

**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

- underlying REMIC and RCR certificates backed by Fannie Mae MBS,
- 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
PT . . . .	3	\$ 10,081,167	SC/PT	6.5%	FIX	31398NFS8	April 2037
AH . . . .	4	105,303,090	SC/PT	4.0	FIX	31398NFT6	October 2032
AI . . . .	4	21,060,618(2)	NTL	5.0	FIX/IO	31398NFU3	October 2032
UY . . . .	5	15,917,400	SC/PT	4.5	FIX	31398NFV1	May 2040
FA(3) . . .	5	10,611,600	SC/PT	(4)	FLT	31398NFW9	May 2040
SA(3) . . .	5	10,611,600(2)	NTL	(4)	INV/IO	31398NFX7	May 2040
PD(3) . . .	6	500,000,000	PAC/AD	3.0	FIX	31398NFY5	October 2038
PI(3) . . .	6	200,000,000(2)	NTL	5.0	FIX/IO	31398NFZ2	October 2038
PX . . . .	6	26,756,000	PAC/AD	4.5	FIX	31398NGA6	November 2039
PY . . . .	6	25,611,400	PAC/AD	4.5	FIX	31398NGB4	September 2040
FB(3) . . .	6	34,911,600	PAC/AD	(4)	FLT	31398NGC2	September 2040
SB(3) . . .	6	34,911,600(2)	NTL	(4)	INV/IO	31398NGD0	September 2040
KA . . . .	6	66,226,000	PAC/AD	5.0	FIX	31398NGE8	September 2040
KZ . . . .	6	1,000	PAC/AD	5.0	FIX/Z	31398NGF5	September 2040
ZA . . . .	6	136,364,000	SUP	5.0	FIX/Z	31398NGG3	September 2040
CA . . . .	7	200,000,000	SEQ	2.0	FIX	31398NGH1	August 2025
CI . . . .	7	111,111,111(2)	NTL	4.5	FIX/IO	31398NGJ7	August 2025
CY(3) . . .	7	2,790,000	SEQ	4.5	FIX	31398NGK4	September 2025
TD . . . .	7	200,000,000	SEQ	2.0	FIX	31398NGL2	July 2025
TI . . . .	7	111,111,111(2)	NTL	4.5	FIX/IO	31398NGM0	July 2025
TY(3) . . .	7	4,505,000	SEQ	4.5	FIX	31398NGN8	September 2025

*(Table continued on next page)*

If you own certificates of certain classes, you can exchange them for certificates of the corresponding RCR classes to be delivered at the time of exchange. The PE, PG, PH, FC, SC and CX 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.

Only the classes listed in the chart above are offered by this prospectus supplement. The Group 1 and Group 2 Classes are described in a separate prospectus supplement.

The dealer will offer the certificates (other than the PT Class) from time to time in negotiated transactions at varying prices. We expect the settlement date to be August 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.

**BofA Merrill Lynch**

August 24, 2010

Class	Group	Original Class Balance	Principal Type(1)	Interest Rate	Interest Type(1)	CUSIP Number	Final Distribution Date
LD . . . . .	8	200,000,000	SEQ	2.0	FIX	31398NGP3	May 2025
LI . . . . .	8	111,111,111(2)	NTL	4.5	FIX/IO	31398NGQ1	May 2025
LY(3) . . .	8	8,509,000	SEQ	4.5	FIX	31398NGR9	September 2025
MD . . . . .	8	200,000,000	SEQ	2.0	FIX	31398NGS7	May 2025
MI . . . . .	8	111,111,111(2)	NTL	4.5	FIX/IO	31398NGT5	May 2025
MY(3) . . .	8	8,509,000	SEQ	4.5	FIX	31398NGU2	September 2025
BH . . . . .	9	50,000,000	SEQ	4.0	FIX	31398NGV0	July 2030
BI . . . . .	9	5,555,555(2)	NTL	4.5	FIX/IO	31398NGW8	July 2030
BY . . . . .	9	930,000	SEQ	4.5	FIX	31398NGX6	September 2030
BW . . . . .	10	30,424,476	SC/PT	(5)	WAC	31398NGY4	August 2038
R . . . . .		0	NPR	0	NPR	31398NGZ1	September 2040
RL . . . . .		0	NPR	0	NPR	31398NHA5	September 2040

(1) See “Description of the Certificates—The Certificates—*Class Definitions and Abbreviations*” in the REMIC prospectus.

(2) Notional balances. These classes are interest only classes. See page S-7 for a description of how their notional balances are calculated.

(3) Exchangeable classes.

(4) Based on LIBOR.

(5) Based on the amount of interest accrued on the related interest only SMBS as further described in this prospectus supplement.

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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”);
- if you are purchasing a Group 3, Group 4, Group 5 or Group 10 Class or the R or RL Class, the disclosure documents relating to the applicable underlying REMIC and RCR certificates (the “Underlying REMIC Disclosure Documents”);
- if you are purchasing the Group 10 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
  - the preliminary data statement relating to the Group 10 SMBS (the “SMBS Preliminary Data Statement”);
- if you are purchasing the R or RL Class, our Prospectus Supplement for Fannie Mae Guaranteed REMIC Pass-Through Certificates, Fannie Mae REMIC Trust 2010-97 (Group 1 and Group 2 Classes Only), dated August 23, 2010 (the “Related Prospectus Supplement”); and
- any information incorporated by reference in this prospectus supplement as discussed below and under the heading “Incorporation by Reference” in the REMIC Prospectus.

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

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

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

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

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

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

Banc of America Securities LLC  
Capital Markets Operations  
100 W. 33<sup>rd</sup> Street, 3<sup>rd</sup> Floor  
New York, New York 10001  
(telephone 646-733-4166).

## SUMMARY

This summary contains only limited information about the certificates. Statistical information in this summary is provided as of August 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>
3	Class 2007-30-WO REMIC Certificate Class 2009-50-EI REMIC Certificate
4	Class 2005-22-KC RCR Certificate
5	Class 2010-39-JY RCR Certificate Class 2010-39-PY RCR Certificate
6	Group 6 MBS
7	Group 7 MBS
8	Group 8 MBS
9	Group 9 MBS
10	Class 359-15 SMBS Certificate Class 2008-29-DO REMIC Certificate Class 2008-78-PO REMIC Certificate Class 2008-94-KO REMIC Certificate Class 2009-89-OW REMIC Certificate

### Group 3, Group 4, Group 5 and Group 10

Exhibit A describes the underlying REMIC and RCR certificates and the Group 10 SMBS, including certain information about the related mortgage loans. To learn more about the underlying REMIC and RCR certificates and the Group 10 SMBS, you should obtain from us the current class factors and the related disclosure documents as described on page S-3.

### Group 6, Group 7, Group 8 and Group 9 MBS

#### Characteristics of the Trust MBS

	<u>Approximate Principal Balance</u>	<u>Pass- Through Rate</u>	<u>Range of Weighted Average Coupons or WACs (annual percentages)</u>	<u>Range of Weighted Average Remaining Terms to Maturity or WAMs (in months)</u>
Group 6 MBS	\$789,870,000	5.00%	5.25% to 7.50%	241 to 360
Group 7 MBS	\$407,295,000	4.50%	4.75% to 7.00%	121 to 180
Group 8 MBS	\$417,018,000	4.50%	4.75% to 7.00%	121 to 180
Group 9 MBS	\$ 50,930,000	4.50%	4.75% to 7.00%	181 to 240

### 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 6 MBS	\$789,870,000	360	293	60	5.65%
Group 7 MBS	\$407,295,000	180	146	29	5.03%
Group 8 MBS	\$417,018,000	180	160	16	4.93%
Group 9 MBS	\$ 50,930,000	240	237	2	4.90%

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

#### Settlement Date

We expect to issue the certificates on August 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>DTC Book-Entry</u>	<u>Physical</u>
All classes other than the BW, R and RL Classes	BW Class	R and RL Classes

#### Exchanging Certificates Through Combination and Recombination

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

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

#### Interest Rates

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

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

<u>Class</u>	<u>Initial Interest Rate</u>	<u>Maximum Interest Rate</u>	<u>Minimum Interest Rate</u>	<u>Formula for Calculation of Interest Rate(1)</u>
FA .....	1.43%	5.75%	1.1%	LIBOR + 110 basis points
SA .....	4.32%	4.65%	0.0%	4.65% – LIBOR
FB .....	1.43%	5.75%	1.1%	LIBOR + 110 basis points
SB .....	4.32%	4.65%	0.0%	4.65% – LIBOR
FC .....	1.43%	5.75%	1.1%	LIBOR + 110 basis points
SC .....	4.32%	4.65%	0.0%	4.65% – LIBOR

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

During each interest accrual period, the weighted average coupon class will bear interest at the applicable annual rate described under “Description of the Certificates—Distributions of Interest—*Weighted Average Coupon Class*” in this prospectus supplement.

### Notional Classes

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

<u>Class</u>	
AI .....	20% of the AH Class
SA .....	100% of the FA Class
PI .....	40% of the PD Class
SB .....	100% of the FB Class
CI .....	55.5555555% of the CA Class
TI .....	55.5555555% of the TD Class
LI .....	55.5555555% of the LD Class
MI .....	55.5555555% of the MD Class
BI .....	11.1111100% of the BH Class
SC .....	100% of the <i>sum</i> of the FA and FB 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)\*

	PSA Prepayment Assumption									
<u>Group 3 Class</u>	<u>0%</u>	<u>100%</u>	<u>325%</u>	<u>550%</u>	<u>900%</u>	<u>1300%</u>	<u>1700%</u>	<u>2100%</u>		
PT.....	18.2	8.5	4.0	2.4	1.3	0.7	0.1	0.1		
	PSA Prepayment Assumption									
<u>Group 4 Classes</u>	<u>0%</u>	<u>100%</u>	<u>200%</u>	<u>400%</u>	<u>700%</u>	<u>1100%</u>	<u>1600%</u>	<u>2400%</u>		
AH and AI .....	12.0	5.8	3.8	2.1	1.2	0.6	0.2	0.1		
	PSA Prepayment Assumption									
<u>Group 5 Classes</u>	<u>0%</u>	<u>100%</u>	<u>109%</u>	<u>180%</u>	<u>225%</u>	<u>300%</u>	<u>600%</u>	<u>1000%</u>	<u>1500%</u>	<u>2400%</u>
UY, FA and SA.....	21.1	15.7	15.7	15.7	15.7	15.6	8.2	4.2	1.7	0.1



	PSA Prepayment Assumption									
<u>Group 6 Classes</u>	<u>0%</u>	<u>100%</u>	<u>109%</u>	<u>180%</u>	<u>225%</u>	<u>300%</u>	<u>600%</u>	<u>1000%</u>	<u>1500%</u>	<u>2400%</u>
PD, PI, PE, PG and PH . . . .	11.3	4.1	4.0	4.0	4.0	4.0	2.0	1.0	0.4	0.1
PX . . . . .	19.3	11.0	11.0	11.0	11.0	11.0	5.4	2.7	1.1	0.1
PY . . . . .	20.3	15.9	15.9	15.9	15.9	15.9	8.3	4.2	1.7	0.1
FB and SB . . . . .	19.8	13.4	13.4	13.4	13.4	13.4	6.8	3.4	1.4	0.1
KA . . . . .	21.2	9.0	8.1	1.6	1.6	1.6	0.7	0.3	0.1	0.1
KZ . . . . .	21.8	10.5	9.8	4.9	4.9	4.9	0.9	0.4	0.2	0.1
ZA . . . . .	26.4	17.1	16.7	14.2	8.5	1.6	0.3	0.1	0.1	0.1

		PSA Prepayment Assumption						
<u>Group 7 Classes</u>		<u>0%</u>	<u>100%</u>	<u>200%</u>	<u>400%</u>	<u>700%</u>	<u>1100%</u>	<u>1500%</u>
CA and CI . . . . .		8.7	5.2	4.1	2.7	1.6	0.9	0.4
CY . . . . .		15.0	12.1	11.9	11.0	8.0	4.6	2.3
TD and TI . . . . .		8.7	5.1	4.0	2.6	1.5	0.8	0.4
TY . . . . .		14.9	12.0	11.7	10.5	7.4	4.2	2.1

		PSA Prepayment Assumption						
<u>Group 8 Classes</u>		<u>0%</u>	<u>100%</u>	<u>200%</u>	<u>400%</u>	<u>700%</u>	<u>1100%</u>	<u>1500%</u>
LD, LI, MD and MI . . . . .		8.6	5.4	4.2	2.7	1.7	1.1	0.7
LY and MY . . . . .		14.8	12.9	12.4	10.4	6.9	4.0	2.3

		PSA Prepayment Assumption						
<u>Group 9 Classes</u>		<u>0%</u>	<u>100%</u>	<u>310%</u>	<u>500%</u>	<u>750%</u>	<u>1000%</u>	<u>1400%</u>
BH and BI . . . . .		12.1	8.0	4.6	3.3	2.4	2.0	1.6
BY . . . . .		19.9	19.4	16.9	12.9	8.9	6.4	4.1

		PSA Prepayment Assumption							
<u>Group 10 Class</u>		<u>0%</u>	<u>100%</u>	<u>250%</u>	<u>450%</u>	<u>700%</u>	<u>1100%</u>	<u>1600%</u>	<u>2400%</u>
BW† . . . . .		18.7	9.9	5.4	3.0	1.8	0.9	0.3	0.1

	PSA Prepayment Assumption									
<u>Group 5/Group 6 Classes**</u>	<u>0%</u>	<u>100%</u>	<u>109%</u>	<u>180%</u>	<u>225%</u>	<u>300%</u>	<u>600%</u>	<u>1000%</u>	<u>1500%</u>	<u>2400%</u>
FC and SC . . . . .	20.1	13.9	13.9	13.9	13.9	13.9	7.1	3.6	1.5	0.1

		PSA Prepayment Assumption						
<u>Group 7/Group 8 Class**</u>		<u>0%</u>	<u>100%</u>	<u>200%</u>	<u>400%</u>	<u>700%</u>	<u>1100%</u>	<u>1500%</u>
CX . . . . .		14.9	12.6	12.2	10.5	7.1	4.1	2.2

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

\*\* These classes are RCR classes formed from combinations of two or more REMIC classes in different groups. For additional information, see Schedule 1 attached to this prospectus supplement.

† The weighted average life information set forth for this class is based solely on assumed principal distributions.

## ADDITIONAL RISK FACTORS

*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 delinquent loans, those MBS could as a result experience increased prepayments. In turn, this may result in an increase in the rate of principal payments on your certificates. You should refer to the MBS Prospectus for further information about our option to purchase delinquent loans from MBS pools and to our Web site at [www.fanniemae.com](http://www.fanniemae.com) for further information about our intention to increase our purchases of delinquent loans from our single-family MBS trusts.

*Payments on the Group 4 and Group 5 Classes also will be affected by the payment priorities governing the related underlying RCR certificates.* If you invest in any of the Group 4 and Group 5 Classes, the rate at which you receive payments also will be affected by the priority sequences governing principal payments of the related underlying RCR certificates.

In particular, as described in the applicable Underlying REMIC Disclosure Documents, principal payments on the Group 5 Underlying RCR Certificates are governed by principal balance schedules. As a result, those underlying RCR certificates may experience principal payments faster or slower than would otherwise have been the case. Prepayments on the related mortgage loans may have occurred at rates faster or slower than the rate initially assumed. In certain high prepayment scenarios, it is possible that the effect of a principal balance schedule over time may be eliminated. In such a case, the Group 5 Underlying RCR Certificate would experience principal payments at rates that may vary widely from period to period. This

prospectus supplement contains no information as to whether

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

You may obtain additional information about the underlying RCR certificates in Group 4 and Group 5 by reviewing their current class factors in light of other information available in the related Underlying REMIC Disclosure Documents. You may obtain those documents from us as described on page S-3.

*Principal and interest payments on the BW Class are derived from separate sources.* Interest payable on the BW Class will be based solely on interest payable on the related interest only SMBS, while principal payments on the BW Class will be based solely on principal payable on the related principal only underlying REMIC certificates. The related interest only SMBS and the related principal only underlying REMIC certificates are independent of one another. Accordingly, the interest payment rate and principal payment rate on the BW Class are unrelated, are likely to differ and may differ sharply. In addition, there is a risk that the BW Class could in the future receive only interest payments in the event that the related principal only underlying REMIC certificates are retired while the related interest only SMBS remain outstanding. Similarly, there is a risk that the BW Class could in the future receive only principal payments in the event that the related interest only SMBS are retired while the related principal only underlying REMIC certificates remain outstanding.

## 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 August 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:

- four groups of previously issued REMIC and RCR certificates (the “Group 3 Underlying REMIC Certificates,” “Group 4 Underlying RCR Certificate,” “Group 5 Underlying RCR Certificates” and “Group 10 Underlying REMIC Certificates,” and together the “Underlying REMIC and RCR Certificates”) issued from the related Fannie Mae REMIC trusts (the “Underlying REMIC Trusts”) as further described in Exhibit A,
- four groups of Fannie Mae Guaranteed Mortgage Pass-Through Certificates (the “Group 6 MBS,” “Group 7 MBS,” “Group 8 MBS” and “Group 9 MBS,” and together, the “Trust MBS”), and
- certain previously issued Fannie Mae Stripped Mortgage-Backed Securities (the “Group 10 SMBS”).

The Group 10 SMBS represent beneficial ownership interests in certain interest distributions on mortgage loans underlying certain Fannie Mae Guaranteed Mortgage Pass-Through Certificates.

The Underlying REMIC and RCR Certificates evidence direct or indirect beneficial ownership interests in certain Fannie Mae Guaranteed Mortgage Pass-Through Certificates (together with the Trust MBS and the Fannie Mae Guaranteed Mortgage Pass-Through Certificates related to the Group 10 SMBS, the “MBS”).

The additional assets included in the Lower Tier REMIC (the “Group 1 Underlying REMIC and RCR Certificates” and “Group 2 Underlying REMIC and RCR Certificates”) are described in the Related Prospectus Supplement.

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.”

<u>REMIC Designation</u>	<u>Assets</u>	<u>Regular Interests</u>	<u>Residual Interest</u>
Lower Tier REMIC. . . . .	Group 1 Underlying REMIC and RCR Certificates, Group 2 Underlying REMIC and RCR Certificates, Group 3 Underlying REMIC Certificates, Group 4 Underlying RCR Certificate, Group 5 Underlying RCR Certificates, Trust MBS, Group 10 Underlying REMIC Certificates and Group 10 SMBS	Interests in the Lower Tier REMIC other than the RL Class (the “Lower Tier Regular Interests”)	RL
Upper Tier REMIC. . . . .	Lower Tier Regular Interests	All Classes of REMIC Certificates other than the R and RL Classes	R

*Fannie Mae Guaranty.* For a description of our guaranties of the Certificates, the MBS, the Underlying REMIC and RCR Certificates and the Group 10 SMBS, see the applicable discussions appearing under the heading “Fannie Mae Guaranty” in the REMIC Prospectus, the MBS Prospectus, the Underlying REMIC Disclosure Documents, the SMBS Prospectus and the SMBS Preliminary Data Statement. Our guaranties are not backed by the full faith and credit of the United States.

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

The BW Class will be represented by a single certificate (the “DTC Certificate”) to be registered at all times in the name of the nominee of The Depository Trust Company (“DTC”), a New York-chartered limited purpose trust company, or any successor or depository selected or approved by us. We refer to the nominee of DTC as the “Holder” or “Certificateholder” of the DTC Certificate. DTC will maintain the DTC Certificate through its book-entry facilities.

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

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

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

## **The Underlying REMIC and RCR Certificates and the Group 10 SMBS**

### *The Underlying REMIC and RCR Certificates*

The Underlying REMIC and RCR Certificates represent beneficial ownership interests in the related Underlying REMIC Trusts. The assets of these trusts consist of MBS (or beneficial ownership interests in MBS) having the general characteristics set forth in the MBS Prospectus.

The general characteristics of the Underlying REMIC and RCR Certificates are described in the Underlying REMIC Disclosure Documents. There may have been material changes in facts and circumstances since the dates we prepared the Underlying REMIC Disclosure Documents. These may include changes in prepayment speeds, prevailing interest rates and other economic factors. As a result, the usefulness of the information set forth in these documents may be limited.

### *The Group 10 SMBS*

The Group 10 SMBS represent beneficial ownership interests in certain interest distributions on Mortgage Loans underlying the related MBS. The general characteristics of the Group 10 SMBS are described in the SMBS Prospectus and the SMBS Preliminary Data Statement. The underlying Mortgage Loans have original maturities of up to 30 years.

### *General*

The general characteristics of the MBS underlying the Underlying REMIC and RCR Certificates and the MBS related to the Group 10 SMBS are described in the MBS Prospectus. Each MBS evidences beneficial ownership interests in a pool of conventional, fixed-rate, fully-amortizing mortgage loans secured by first mortgages or deeds of trust on single-family residential properties, as described under “The Mortgage Pools” and “Yield, Maturity, and Prepayment Considerations” in the MBS Prospectus.

Distributions on the Underlying REMIC and RCR Certificates and the Group 10 SMBS will be passed through monthly, beginning in the month after we issue the Certificates.

See Exhibit A for certain additional information about the Underlying REMIC and RCR Certificates and the Group 10 SMBS. Exhibit A is being provided in lieu of a Final Data Statement with respect to the Underlying REMIC and RCR Certificates and the Group 10 SMBS. For further information about the Underlying REMIC and RCR Certificates and the Group 10 SMBS, telephone us at 1-800-237-8627. Additional information about the Underlying REMIC and RCR Certificates and the Group 10 SMBS is also available at <http://sls.fanniemae.com/slsSearch/Home.do>.

## **The Trust MBS**

The Trust MBS provide that principal and interest on the related Mortgage Loans are passed through monthly. The Mortgage Loans underlying the Trust MBS are conventional, fixed-rate, fully-amortizing mortgage loans secured by first mortgages or deeds of trust on single-family residential properties. These Mortgage Loans have original maturities of up to 30 years in the case of the Group 6 MBS, up to 15 years in the case of the Group 7 MBS and Group 8 MBS, and up to 20 years in the case of the Group 9 MBS.

For additional information, see “Summary—Group 6, Group 7, Group 8 and Group 9 MBS—Characteristics of the Trust MBS” and “—Assumed Characteristics of the Underlying Mortgage

Loans” in this prospectus supplement and “The Mortgage Pools” and “Yield, Maturity, and Prepayment Considerations” in the MBS Prospectus.

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

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

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

### *Weighted Average Coupon Class.*

On each Distribution Date, we will pay interest on the BW Class in an amount equal to the aggregate amount of interest accrued during that interest accrual period on the Group 10 SMBS. Accordingly, the amount of interest payable on the BW Class will not be determined on the basis of its principal balance.

On the initial Distribution Date, we expect to pay interest on the BW Class at an annual rate of approximately 5.0% (calculated based on the amount of interest payable on that date and the initial principal balance of the BW Class).

If the principal only Group 10 Underlying REMIC Certificates remain outstanding after the aggregate notional principal balance of the Group 10 SMBS has been reduced to zero, the BW Class will no longer bear interest.

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

## Distributions of Principal

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

- *Group 3*

The Group 3 Principal Distribution Amount to PT until retired.

} Structured  
Collateral/  
Pass-Through  
Class

The “Group 3 Principal Distribution Amount” is the principal then paid on the Group 3 Underlying REMIC Certificates.



- *Group 4*

The Group 4 Principal Distribution Amount to AH until retired.

} Structured  
Collateral/  
Pass-Through  
Class

The “Group 4 Principal Distribution Amount” is the principal then paid on the Group 4 Underlying RCR Certificate.

- *Group 5*

The Group 5 Principal Distribution Amount to UY and FA, pro rata, until retired.

} Structured  
Collateral/  
Pass Through  
Classes

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

- *Group 6*

The ZA Accrual Amount in the following priority:

1. To Aggregate Group I to its Planned Balance.
2. To Aggregate Group II to its Planned Balance.
3. Thereafter to ZA.

} Accretion  
Directed/ PAC  
Groups

} Accrual Class

The KZ Accrual Amount to KA until retired, and thereafter to KZ.

} Accretion  
Directed  
Class and  
Accrual Class

The Group 6 Cash Flow Distribution Amount in the following priority:

1. To Aggregate Group I to its Planned Balance.
2. To Aggregate Group II to its Planned Balance.
3. to ZA until retired.
4. To Aggregate Group II to zero.
5. To Aggregate Group I to zero.

} PAC Groups

} Support  
Class

} PAC Groups

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

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

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

“Aggregate Group I” consists of the PD, PX, PY and FB Classes. On each Distribution Date, we will apply payments of principal of Aggregate Group I as follows:

*first*, to PD until retired; and

*second*, — 60% to PX and PY, in that order, until retired, and

— 40% to FB until retired.

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

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

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

- *Group 7*

The Group 7 Principal Distribution Amount as follows:

- 49.7894646387% to CA and CY, in that order, until retired, and
- 50.2105353613% to TD and TY, in that order, until retired.

} Sequential  
Pay Classes

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

- *Group 8*

The Group 8 Principal Distribution Amount as follows:

- 50% to LD and LY, in that order, until retired, and
- 50% MD and MY, in that order, until retired.

} Sequential  
Pay Classes

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

- *Group 9*

The Group 9 Principal Distribution Amount to BH and BY, in that order, until retired.

} Sequential  
Pay Classes

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

- *Group 10*

The Group 10 Principal Distribution Amount to BW until retired.

} Structured  
Collateral/  
Pass-Through  
Class

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

## Structuring Assumptions

*Pricing Assumptions.* Except where otherwise noted, the information in the tables in this prospectus supplement has been prepared based on the actual characteristics of each pool of Mortgage Loans backing the Underlying REMIC and RCR Certificates, the priority sequences governing principal payments on the Group 4 Underlying RCR Certificate and Group 5 Underlying RCR Certificates, and the following assumptions (such characteristics and assumptions, collectively, the “Pricing Assumptions”):

- the Mortgage Loans underlying the Trust MBS have the original terms to maturity, remaining terms to maturity, loan ages and interest rates specified under “Summary—Group 6, Group 7, Group 8 and Group 9 MBS—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 August 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 that 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 109% and 300% PSA	Between 109% and 300% PSA
Aggregate Group II Planned Balances	Between 180% and 300% PSA	Between 180% and 300% PSA

The Aggregate Groups listed above consist of the following Classes:

Aggregate Group I . . . . .	PD, PX, PY and FB
Aggregate Group II . . . . .	KA and KZ

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 Structuring Ranges, based on the Pricing Assumptions.

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

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

- We will distribute any excess of principal distributions over the amount necessary to reduce an Aggregate Group to its scheduled balance in any month. As a result, the likelihood of reducing an Aggregate Group to its scheduled balance each month will not be improved by the averaging of high and low principal distributions from month to month.
- Even if the related Mortgage Loans prepay at rates falling within a Structuring Range or an Effective Range, principal distributions may be insufficient to reduce the applicable Aggregate Group to its scheduled balance each month if prepayments do not occur at a *constant* PSA rate.
- The actual Effective Ranges at any time will be based upon the actual characteristics of the related Mortgage Loans at that time, which are likely to vary (and may vary considerably) from the Pricing Assumptions. As a result, the actual Effective Ranges will likely differ from the Initial Effective Ranges specified above. For the same reason, the applicable Aggregate Groups might not be reduced to their scheduled balances each month even if the related Mortgage Loans prepay at a *constant* PSA rate within the applicable Initial Effective Ranges. This is so particularly if the rates fall at the lower or higher end of the applicable ranges.
- The actual Effective Ranges may narrow, widen or shift upward or downward to reflect actual prepayment experience over time.
- The principal payment stability of each Aggregate Group that has a scheduled balance 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 Tables

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

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

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

We cannot assure you that

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

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

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

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

<u>Class</u>	<u>% PSA</u>
AI .....	422%
PI .....	446%
CI .....	361%
TI .....	360%
LI .....	370%
MI .....	370%
BI .....	555%

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

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

<u>Class</u>	<u>Price*</u>
AI .....	9.82%
PI .....	13.75%
CI .....	12.62%
TI .....	12.36%
LI .....	12.78%
MI .....	12.78%
BI .....	13.44%

\* 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 AI Class to Prepayments

	<u>PSA Prepayment Assumption</u>							
	<u>50%</u>	<u>100%</u>	<u>200%</u>	<u>400%</u>	<u>700%</u>	<u>1100%</u>	<u>1600%</u>	<u>2400%</u>
Pre-Tax Yields to Maturity. . .	44.6%	39.7%	28.9%	3.1%	(44.4)%	*	*	*

#### Sensitivity of the PI Class to Prepayments

	<u>PSA Prepayment Assumption</u>									
	<u>50%</u>	<u>100%</u>	<u>109%</u>	<u>180%</u>	<u>225%</u>	<u>300%</u>	<u>600%</u>	<u>1000%</u>	<u>1500%</u>	<u>2400%</u>
Pre-Tax Yields to Maturity. . .	23.5%	15.1%	13.9%	13.9%	13.9%	13.9%	(20.3)%	(86.3)%	*	*

#### Sensitivity of the CI Class to Prepayments

	<u>PSA Prepayment Assumption</u>						
	<u>50%</u>	<u>100%</u>	<u>200%</u>	<u>400%</u>	<u>700%</u>	<u>1100%</u>	<u>1500%</u>
Pre-Tax Yields to Maturity. . .	23.3%	19.8%	12.5%	(3.3)%	(32.4)%	(83.5)%	*

#### Sensitivity of the TI Class to Prepayments

	<u>PSA Prepayment Assumption</u>						
	<u>50%</u>	<u>100%</u>	<u>200%</u>	<u>400%</u>	<u>700%</u>	<u>1100%</u>	<u>1500%</u>
Pre-Tax Yields to Maturity. . .	24.0%	20.4%	13.0%	(3.5)%	(34.3)%	(87.9)%	*

#### Sensitivity of the LI Class to Prepayments

	<u>PSA Prepayment Assumption</u>						
	<u>50%</u>	<u>100%</u>	<u>200%</u>	<u>400%</u>	<u>700%</u>	<u>1100%</u>	<u>1500%</u>
Pre-Tax Yields to Maturity. . .	24.0%	20.6%	13.5%	(2.6)%	(31.8)%	(77.1)%	*

### Sensitivity of the MI Class to Prepayments

	PSA Prepayment Assumption						
	<u>50%</u>	<u>100%</u>	<u>200%</u>	<u>400%</u>	<u>700%</u>	<u>1100%</u>	<u>1500%</u>
Pre-Tax Yields to Maturity. . .	24.0%	20.6%	13.5%	(2.6)%	(31.8)%	(77.1)%	*

### Sensitivity of the BI Class to Prepayments

	PSA Prepayment Assumption						
	<u>50%</u>	<u>100%</u>	<u>310%</u>	<u>500%</u>	<u>750%</u>	<u>1000%</u>	<u>1400%</u>
Pre-Tax Yields to Maturity. . .	27.8%	25.2%	14.1%	3.3%	(11.8)%	(27.0)%	(50.7)%

***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 levels of the Index, and
- the aggregate purchase prices of those Classes (expressed in each case as a percentage of original principal balance) are as follows:

<u>Class</u>	<u>Price*</u>
SA . . . . .	20.35%
SB . . . . .	17.61%
SC . . . . .	18.04%

\* 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)**

<b>LIBOR</b>	<b>PSA Prepayment Assumption</b>									
	<b>50%</b>	<b>100%</b>	<b>109%</b>	<b>180%</b>	<b>225%</b>	<b>300%</b>	<b>600%</b>	<b>1000%</b>	<b>1500%</b>	<b>2400%</b>
0.17%.....	22.0%	22.0%	22.0%	22.0%	22.0%	22.0%	16.0%	(3.8)%	(70.4)%	*
0.33%.....	21.1%	21.1%	21.1%	21.1%	21.1%	21.0%	14.9%	(5.3)%	(72.1)%	*
2.33%.....	8.4%	8.4%	8.4%	8.4%	8.4%	8.3%	(1.4)%	(26.4)%	(95.3)%	*
4.33%.....	(13.5)%	(13.5)%	(13.5)%	(13.5)%	(13.5)%	(13.7)%	(30.5)%	(62.8)%	*	*
4.65%.....	*	*	*	*	*	*	*	*	*	*

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

<b>LIBOR</b>	<b>PSA Prepayment Assumption</b>									
	<b>50%</b>	<b>100%</b>	<b>109%</b>	<b>180%</b>	<b>225%</b>	<b>300%</b>	<b>600%</b>	<b>1000%</b>	<b>1500%</b>	<b>2400%</b>
0.17%.....	25.6%	25.4%	25.4%	25.4%	25.4%	25.4%	17.5%	(6.6)%	(80.2)%	*
0.33%.....	24.5%	24.3%	24.3%	24.3%	24.3%	24.3%	16.2%	(8.3)%	(81.8)%	*
2.33%.....	9.8%	9.5%	9.5%	9.5%	9.5%	9.5%	(2.6)%	(31.4)%	*	*
4.33%.....	(14.7)%	(15.0)%	(15.0)%	(15.0)%	(15.0)%	(15.0)%	(33.6)%	(67.0)%	*	*
4.65%.....	*	*	*	*	*	*	*	*	*	*

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

<b>LIBOR</b>	<b>PSA Prepayment Assumption</b>									
	<b>50%</b>	<b>100%</b>	<b>109%</b>	<b>180%</b>	<b>225%</b>	<b>300%</b>	<b>600%</b>	<b>1000%</b>	<b>1500%</b>	<b>2400%</b>
0.17%.....	25.0%	24.8%	24.8%	24.8%	24.8%	24.8%	17.5%	(5.3)%	(76.7)%	*
0.33%.....	23.9%	23.7%	23.7%	23.7%	23.7%	23.7%	16.2%	(6.9)%	(78.4)%	*
2.33%.....	9.7%	9.4%	9.4%	9.4%	9.4%	9.4%	(2.0)%	(29.6)%	*	*
4.33%.....	(14.2)%	(14.5)%	(14.5)%	(14.5)%	(14.5)%	(14.5)%	(32.6)%	(65.6)%	*	*
4.65%.....	*	*	*	*	*	*	*	*	*	*

**Weighted Average Lives of the Certificates**

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

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

- the timing of changes in the rate of principal distributions,
- the priority sequences of distributions of principal of the Group 6, Group 7, Group 8 and Group 9 Classes, and
- in the case of the Group 4 and Group 5 Classes, the applicable priority sequences affecting principal payments on the Group 4 and Group 5 Underlying RCR Certificates, as applicable.

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

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

### Decrement Tables

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

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

<u>Mortgage Loans Backing Trust Assets Specified Below</u>	<u>Original Terms to Maturity</u>	<u>Remaining Terms to Maturity</u>	<u>Interest Rates</u>
Group 3 Underlying REMIC Certificates	360 months	319 months	9.00%
Group 4 Underlying RCR Certificate	360 months	295 months	7.50%
Group 5 Underlying RCR Certificates	360 months	356 months	7.50%
Group 6 MBS	360 months	360 months	7.50%
Group 7 MBS	180 months	180 months	7.00%
Group 8 MBS	180 months	180 months	7.00%
Group 9 MBS	240 months	240 months	7.00%
Group 10 SMBS	360 months	296 months	8.00%
Group 10 Underlying REMIC Certificates	360 months	(1)	9.00%

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

	<u>Remaining Terms to Maturity</u>
2008-29-DO	331 months
2008-78-PO	318 months
2008-94-KO	*
2009-89-OW	318 months

\* The Mortgage Loans backing the specified REMIC certificates underlying the Class 2008-94-KO REMIC Certificate are assumed to have the following remaining terms to maturity:

	<u>Remaining Terms to Maturity</u>
2008-66-ON	335 months
2008-66-OM	335 months
2008-27-GO	331 months
2008-4-PO	329 months

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

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

## Percent of Original Principal Balances Outstanding

Date	PT Class								AH and AI† Classes							
	PSA Prepayment Assumption								PSA Prepayment Assumption							
	0%	100%	325%	550%	900%	1300%	1700%	2100%	0%	100%	200%	400%	700%	1100%	1600%	2400%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
August 2011	99	92	79	66	45	22	0	0	97	90	83	69	49	22	0	0
August 2012	98	84	62	43	20	5	0	0	95	80	68	46	19	0	0	0
August 2013	97	77	49	28	9	1	0	0	92	71	55	29	2	0	0	0
August 2014	96	71	38	18	4	*	0	0	89	62	43	15	0	0	0	0
August 2015	94	64	30	12	2	*	0	0	86	53	33	5	0	0	0	0
August 2016	93	58	23	8	1	*	0	0	82	45	23	0	0	0	0	0
August 2017	91	53	18	5	*	*	0	0	78	38	15	0	0	0	0	0
August 2018	89	48	14	3	*	*	0	0	74	30	8	0	0	0	0	0
August 2019	87	43	11	2	*	*	0	0	70	24	2	0	0	0	0	0
August 2020	85	38	8	1	*	*	0	0	65	17	0	0	0	0	0	0
August 2021	83	33	6	1	*	0	0	0	60	11	0	0	0	0	0	0
August 2022	80	29	5	1	*	0	0	0	55	4	0	0	0	0	0	0
August 2023	78	25	3	*	*	0	0	0	49	0	0	0	0	0	0	0
August 2024	75	21	2	*	*	0	0	0	43	0	0	0	0	0	0	0
August 2025	71	18	2	*	*	0	0	0	37	0	0	0	0	0	0	0
August 2026	68	15	1	*	*	0	0	0	30	0	0	0	0	0	0	0
August 2027	64	11	1	*	*	0	0	0	22	0	0	0	0	0	0	0
August 2028	59	9	1	*	*	0	0	0	14	0	0	0	0	0	0	0
August 2029	54	6	*	*	0	0	0	0	6	0	0	0	0	0	0	0
August 2030	49	3	*	*	0	0	0	0	0	0	0	0	0	0	0	0
August 2031	43	1	*	*	0	0	0	0	0	0	0	0	0	0	0	0
August 2032	37	*	*	*	0	0	0	0	0	0	0	0	0	0	0	0
August 2033	30	*	*	*	0	0	0	0	0	0	0	0	0	0	0	0
August 2034	23	*	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2035	15	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2036	6	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2037	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2038	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2040	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	18.2	8.5	4.0	2.4	1.3	0.7	0.1	0.1	12.0	5.8	3.8	2.1	1.2	0.6	0.2	0.1

  

Date	UY, FA and SA† Classes										PD, PI†, PE, PG and PH Classes									
	PSA Prepayment Assumption										PSA Prepayment Assumption									
	0%	100%	109%	180%	225%	300%	600%	1000%	1500%	2400%	0%	100%	109%	180%	225%	300%	600%	1000%	1500%	2400%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
August 2011	100	100	100	100	100	100	100	100	100	0	97	86	85	85	85	85	82	44	0	0
August 2012	100	100	100	100	100	100	100	100	100	17	94	73	72	72	72	72	45	7	0	0
August 2013	100	100	100	100	100	100	100	100	100	2	91	61	59	59	59	59	21	0	0	0
August 2014	100	100	100	100	100	100	100	100	42	*	87	49	46	46	46	46	7	0	0	0
August 2015	100	100	100	100	100	100	100	16	*	0	84	37	35	35	35	35	0	0	0	0
August 2016	100	100	100	100	100	100	100	6	*	0	80	27	24	24	24	24	0	0	0	0
August 2017	100	100	100	100	100	100	65	2	*	0	76	16	15	15	15	15	0	0	0	0
August 2018	100	100	100	100	100	100	40	1	*	0	71	9	9	9	9	9	0	0	0	0
August 2019	100	100	100	100	100	100	25	*	0	0	67	3	3	3	3	3	0	0	0	0
August 2020	100	100	100	100	100	100	15	*	0	0	61	0	0	0	0	0	0	0	0	0
August 2021	100	100	100	100	100	100	9	*	0	0	56	0	0	0	0	0	0	0	0	0
August 2022	100	100	100	100	100	100	6	*	0	0	50	0	0	0	0	0	0	0	0	0
August 2023	100	85	85	85	85	83	3	*	0	0	44	0	0	0	0	0	0	0	0	0
August 2024	100	65	65	65	65	63	2	*	0	0	38	0	0	0	0	0	0	0	0	0
August 2025	100	49	49	49	49	48	1	*	0	0	31	0	0	0	0	0	0	0	0	0
August 2026	100	37	37	37	37	35	1	*	0	0	23	0	0	0	0	0	0	0	0	0
August 2027	100	27	27	27	27	26	*	*	0	0	15	0	0	0	0	0	0	0	0	0
August 2028	100	19	19	19	19	18	*	*	0	0	7	0	0	0	0	0	0	0	0	0
August 2029	100	13	13	13	13	13	*	*	0	0	0	0	0	0	0	0	0	0	0	0
August 2030	100	9	9	9	9	8	*	*	0	0	0	0	0	0	0	0	0	0	0	0
August 2031	58	5	5	5	5	5	*	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2032	3	3	3	3	3	3	*	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2033	1	1	1	1	1	1	*	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2034	*	*	*	*	*	*	*	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2035	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2036	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2037	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2038	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2040	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	21.1	15.7	15.7	15.7	15.7	15.6	8.2	4.2	1.7	0.1	11.3	4.1	4.0	4.0	4.0	4.0	2.0	1.0	0.4	0.1

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

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

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



Date	PX Class										PY Class									
	PSA Prepayment Assumption										PSA Prepayment Assumption									
	0%	100%	109%	180%	225%	300%	600%	1000%	1500%	2400%	0%	100%	109%	180%	225%	300%	600%	1000%	1500%	2400%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
August 2011	100	100	100	100	100	100	100	100	78	0	100	100	100	100	100	100	100	100	100	0
August 2012	100	100	100	100	100	100	100	100	0	0	100	100	100	100	100	100	100	100	18	0
August 2013	100	100	100	100	100	100	100	11	0	0	100	100	100	100	100	100	100	100	2	0
August 2014	100	100	100	100	100	100	100	0	0	0	100	100	100	100	100	100	100	43	*	0
August 2015	100	100	100	100	100	100	74	0	0	0	100	100	100	100	100	100	100	17	*	0
August 2016	100	100	100	100	100	100	9	0	0	0	100	100	100	100	100	100	100	7	*	0
August 2017	100	100	100	100	100	100	0	0	0	0	100	100	100	100	100	100	68	3	*	0
August 2018	100	100	100	100	100	100	0	0	0	0	100	100	100	100	100	100	42	1	*	0
August 2019	100	100	100	100	100	100	0	0	0	0	100	100	100	100	100	100	26	*	*	0
August 2020	100	85	85	85	85	85	0	0	0	0	100	100	100	100	100	100	16	*	0	0
August 2021	100	46	46	46	46	46	0	0	0	0	100	100	100	100	100	100	10	*	0	0
August 2022	100	15	15	15	15	15	0	0	0	0	100	100	100	100	100	100	6	*	0	0
August 2023	100	0	0	0	0	0	0	0	0	0	100	89	89	89	89	89	4	*	0	0
August 2024	100	0	0	0	0	0	0	0	0	0	100	68	68	68	68	68	2	*	0	0
August 2025	100	0	0	0	0	0	0	0	0	0	100	52	52	52	52	52	1	*	0	0
August 2026	100	0	0	0	0	0	0	0	0	0	100	39	39	39	39	39	1	*	0	0
August 2027	100	0	0	0	0	0	0	0	0	0	100	29	29	29	29	29	*	*	0	0
August 2028	100	0	0	0	0	0	0	0	0	0	100	21	21	21	21	21	*	*	0	0
August 2029	78	0	0	0	0	0	0	0	0	0	100	15	15	15	15	15	*	*	0	0
August 2030	0	0	0	0	0	0	0	0	0	0	68	10	10	10	10	10	*	*	0	0
August 2031	0	0	0	0	0	0	0	0	0	0	7	7	7	7	7	7	*	*	0	0
August 2032	0	0	0	0	0	0	0	0	0	0	4	4	4	4	4	4	*	0	0	0
August 2033	0	0	0	0	0	0	0	0	0	0	2	2	2	2	2	2	*	0	0	0
August 2034	0	0	0	0	0	0	0	0	0	0	*	*	*	*	*	*	*	0	0	0
August 2035	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2036	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2037	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2038	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2040	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	19.3	11.0	11.0	11.0	11.0	11.0	5.4	2.7	1.1	0.1	20.3	15.9	15.9	15.9	15.9	15.9	8.3	4.2	1.7	0.1

Date	FB and SB† Classes										KA Class									
	PSA Prepayment Assumption										PSA Prepayment Assumption									
	0%	100%	109%	180%	225%	300%	600%	1000%	1500%	2400%	0%	100%	109%	180%	225%	300%	600%	1000%	1500%	2400%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
August 2011	100	100	100	100	100	100	100	100	89	0	100	100	100	60	60	60	0	0	0	0
August 2012	100	100	100	100	100	100	100	100	9	0	100	100	100	32	32	32	0	0	0	0
August 2013	100	100	100	100	100	100	100	54	1	0	100	100	100	13	13	13	0	0	0	0
August 2014	100	100	100	100	100	100	100	21	*	0	100	100	100	3	3	3	0	0	0	0
August 2015	100	100	100	100	100	100	86	8	*	0	100	100	100	0	0	0	0	0	0	0
August 2016	100	100	100	100	100	100	54	3	*	0	100	100	96	0	0	0	0	0	0	0
August 2017	100	100	100	100	100	100	33	1	*	0	100	100	81	0	0	0	0	0	0	0
August 2018	100	100	100	100	100	100	21	*	*	0	100	83	57	0	0	0	0	0	0	0
August 2019	100	100	100	100	100	100	13	*	0	0	100	53	26	0	0	0	0	0	0	0
August 2020	100	93	93	93	93	93	8	*	0	0	100	17	0	0	0	0	0	0	0	0
August 2021	100	72	72	72	72	72	5	*	0	0	100	0	0	0	0	0	0	0	0	0
August 2022	100	56	56	56	56	56	3	*	0	0	100	0	0	0	0	0	0	0	0	0
August 2023	100	44	44	44	44	44	2	*	0	0	100	0	0	0	0	0	0	0	0	0
August 2024	100	33	33	33	33	33	1	*	0	0	100	0	0	0	0	0	0	0	0	0
August 2025	100	25	25	25	25	25	1	*	0	0	100	0	0	0	0	0	0	0	0	0
August 2026	100	19	19	19	19	19	*	*	0	0	100	0	0	0	0	0	0	0	0	0
August 2027	100	14	14	14	14	14	*	*	0	0	100	0	0	0	0	0	0	0	0	0
August 2028	100	10	10	10	10	10	*	*	0	0	100	0	0	0	0	0	0	0	0	0
August 2029	89	7	7	7	7	7	*	*	0	0	100	0	0	0	0	0	0	0	0	0
August 2030	33	5	5	5	5	5	*	*	0	0	100	0	0	0	0	0	0	0	0	0
August 2031	3	3	3	3	3	3	*	0	0	0	62	0	0	0	0	0	0	0	0	0
August 2032	2	2	2	2	2	2	*	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2033	1	1	1	1	1	1	*	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2034	*	*	*	*	*	*	*	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2035	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2036	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2037	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2038	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2040	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	19.8	13.4	13.4	13.4	13.4	13.4	6.8	3.4	1.4	0.1	21.2	9.0	8.1	1.6	1.6	1.6	0.7	0.3	0.1	0.1

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

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

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



Date	KZ Class										ZA Class									
	PSA Prepayment Assumption										PSA Prepayment Assumption									
	0%	100%	109%	180%	225%	300%	600%	1000%	1500%	2400%	0%	100%	109%	180%	225%	300%	600%	1000%	1500%	2400%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
August 2011	105	105	105	105	105	105	0	0	0	0	105	105	105	100	85	60	0	0	0	0
August 2012	110	110	110	110	110	110	0	0	0	0	110	110	110	100	74	32	0	0	0	0
August 2013	116	116	116	116	116	116	0	0	0	0	116	116	116	100	66	14	0	0	0	0
August 2014	122	122	122	122	122	122	0	0	0	0	122	122	122	100	62	5	0	0	0	0
August 2015	128	128	128	*	*	*	0	0	0	0	128	128	128	100	59	*	0	0	0	0
August 2016	135	135	135	*	*	*	0	0	0	0	135	135	135	100	57	*	0	0	0	0
August 2017	142	142	142	*	*	*	0	0	0	0	142	142	142	97	55	*	0	0	0	0
August 2018	149	149	149	*	*	*	0	0	0	0	149	149	149	92	51	*	0	0	0	0
August 2019	157	157	157	*	*	*	0	0	0	0	157	157	157	85	47	*	0	0	0	0
August 2020	165	165	*	*	*	*	0	0	0	0	165	165	160	78	42	*	0	0	0	0
August 2021	173	*	*	*	*	*	0	0	0	0	173	162	149	71	37	*	0	0	0	0
August 2022	182	*	*	*	*	*	0	0	0	0	182	150	137	63	32	*	0	0	0	0
August 2023	191	*	*	*	*	*	0	0	0	0	191	137	125	55	28	*	0	0	0	0
August 2024	201	*	*	*	*	*	0	0	0	0	201	123	112	48	24	*	0	0	0	0
August 2025	211	*	*	*	*	*	0	0	0	0	211	110	99	41	20	*	0	0	0	0
August 2026	222	*	*	*	*	*	0	0	0	0	222	97	87	35	17	*	0	0	0	0
August 2027	234	*	*	*	*	*	0	0	0	0	234	83	75	29	13	*	0	0	0	0
August 2028	246	*	*	*	*	*	0	0	0	0	246	71	63	23	11	*	0	0	0	0
August 2029	258	*	*	*	*	*	0	0	0	0	258	58	52	19	8	*	0	0	0	0
August 2030	271	*	*	*	*	*	0	0	0	0	271	46	41	14	6	*	0	0	0	0
August 2031	285	*	*	*	*	*	0	0	0	0	285	35	31	10	4	*	0	0	0	0
August 2032	*	*	*	*	*	*	0	0	0	0	290	24	21	7	3	*	0	0	0	0
August 2033	*	*	*	*	*	*	0	0	0	0	263	14	12	4	1	*	0	0	0	0
August 2034	*	*	*	*	*	*	0	0	0	0	234	4	3	1	*	*	0	0	0	0
August 2035	0	0	0	0	0	0	0	0	0	0	202	0	0	0	0	0	0	0	0	0
August 2036	0	0	0	0	0	0	0	0	0	0	168	0	0	0	0	0	0	0	0	0
August 2037	0	0	0	0	0	0	0	0	0	0	130	0	0	0	0	0	0	0	0	0
August 2038	0	0	0	0	0	0	0	0	0	0	90	0	0	0	0	0	0	0	0	0
August 2039	0	0	0	0	0	0	0	0	0	0	47	0	0	0	0	0	0	0	0	0
August 2040	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average																				
Life (years)**	21.8	10.5	9.8	4.9	4.9	4.9	0.9	0.4	0.2	0.1	26.4	17.1	16.7	14.2	8.5	1.6	0.3	0.1	0.1	0.1

Date	CA and CI† Classes							CY Class							TD and TI† Classes						
	PSA Prepayment Assumption							PSA Prepayment Assumption							PSA Prepayment Assumption						
	0%	100%	200%	400%	700%	1100%	1500%	0%	100%	200%	400%	700%	1100%	1500%	0%	100%	200%	400%	700%	1100%	1500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
August 2011	96	88	82	71	54	31	8	100	100	100	100	100	100	100	96	88	82	71	53	30	7
August 2012	92	77	67	50	28	9	0	100	100	100	100	100	100	64	92	77	67	49	28	8	0
August 2013	87	67	54	35	15	2	0	100	100	100	100	100	100	6	87	66	54	34	14	1	0
August 2014	82	57	43	23	7	0	0	100	100	100	100	100	71	1	82	56	43	23	6	0	0
August 2015	77	48	34	16	3	0	0	100	100	100	100	100	22	*	77	47	33	15	2	0	0
August 2016	71	39	26	10	1	0	0	100	100	100	100	100	7	*	71	39	25	9	*	0	0
August 2017	65	31	19	6	0	0	0	100	100	100	100	80	2	*	65	31	19	5	0	0	0
August 2018	59	24	14	3	0	0	0	100	100	100	100	38	1	*	59	23	13	2	0	0	0
August 2019	52	17	9	1	0	0	0	100	100	100	100	17	*	*	52	17	8	1	0	0	0
August 2020	45	11	5	*	0	0	0	100	100	100	100	7	*	0	44	10	4	0	0	0	0
August 2021	37	5	2	0	0	0	0	100	100	100	44	2	*	0	36	4	1	0	0	0	0
August 2022	28	0	0	0	0	0	0	100	63	29	5	*	*	0	28	0	0	0	0	0	0
August 2023	19	0	0	0	0	0	0	100	0	0	0	0	0	0	18	0	0	0	0	0	0
August 2024	9	0	0	0	0	0	0	100	0	0	0	0	0	0	8	0	0	0	0	0	0
August 2025	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average																					
Life (years)**	8.7	5.2	4.1	2.7	1.6	0.9	0.4	15.0	12.1	11.9	11.0	8.0	4.6	2.3	8.7	5.1	4.0	2.6	1.5	0.8	0.4

\* 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.

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

		TY Class							LD, LI†, MD and MI† Classes							
		PSA Prepayment Assumption							PSA Prepayment Assumption							
Date		0%	100%	200%	400%	700%	1100%	1500%	0%	100%	200%	400%	700%	1100%	1500%	
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
August 2011	100	100	100	100	100	100	100	100	96	90	85	77	63	45	26	
August 2012	100	100	100	100	100	100	100	40	92	79	70	53	33	12	0	
August 2013	100	100	100	100	100	100	100	4	87	69	57	37	16	1	0	
August 2014	100	100	100	100	100	100	45	*	82	59	45	24	6	0	0	
August 2015	100	100	100	100	100	100	14	*	76	50	36	16	1	0	0	
August 2016	100	100	100	100	100	100	4	*	71	42	27	9	0	0	0	
August 2017	100	100	100	100	50	1	*	*	64	34	20	5	0	0	0	
August 2018	100	100	100	100	24	*	*	*	58	27	14	2	0	0	0	
August 2019	100	100	100	100	11	*	*	*	51	20	9	0	0	0	0	
August 2020	100	100	100	66	4	*	0	0	43	14	5	0	0	0	0	
August 2021	100	100	100	28	1	*	0	0	35	8	2	0	0	0	0	
August 2022	100	39	18	3	*	*	0	0	26	2	0	0	0	0	0	
August 2023	100	0	0	0	0	0	0	0	17	0	0	0	0	0	0	
August 2024	100	0	0	0	0	0	0	0	7	0	0	0	0	0	0	
August 2025	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Weighted Average Life (years)**	14.9	12.0	11.7	10.5	7.4	4.2	2.1		8.6	5.4	4.2	2.7	1.7	1.1	0.7	

		LY and MY Classes						
		PSA Prepayment Assumption						
Date		0%	100%	200%	400%	700%	1100%	1500%
Initial Percent	100	100	100	100	100	100	100	100
August 2011	100	100	100	100	100	100	100	100
August 2012	100	100	100	100	100	100	100	68
August 2013	100	100	100	100	100	100	100	6
August 2014	100	100	100	100	100	100	37	1
August 2015	100	100	100	100	100	11	*	*
August 2016	100	100	100	100	69	4	*	*
August 2017	100	100	100	100	36	1	*	*
August 2018	100	100	100	100	18	*	*	*
August 2019	100	100	100	89	9	*	*	*
August 2020	100	100	100	53	4	*	0	0
August 2021	100	100	100	29	2	*	0	0
August 2022	100	100	72	13	1	*	0	0
August 2023	100	38	16	3	*	*	0	0
August 2024	100	0	0	0	0	0	0	0
August 2025	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	14.8	12.9	12.4	10.4	6.9	4.0	2.3	

		BH and BI† Classes							BY Class							
		PSA Prepayment Assumption							PSA Prepayment Assumption							
Date		0%	100%	310%	500%	750%	1000%	1400%	0%	100%	310%	500%	750%	1000%	1400%	
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
August 2011	98	95	92	88	84	80	73		100	100	100	100	100	100	100	
August 2012	95	88	77	67	56	44	28		100	100	100	100	100	100	100	
August 2013	92	80	60	45	29	16	3		100	100	100	100	100	100	100	
August 2014	89	72	47	30	14	5	0		100	100	100	100	100	100	41	
August 2015	86	64	36	19	7	1	0		100	100	100	100	100	100	6	
August 2016	83	57	27	12	3	0	0		100	100	100	100	100	55	1	
August 2017	79	51	21	8	*	0	0		100	100	100	100	100	21	*	
August 2018	75	45	15	4	0	0	0		100	100	100	100	65	8	*	
August 2019	71	39	11	2	0	0	0		100	100	100	100	34	3	*	
August 2020	66	34	8	1	0	0	0		100	100	100	100	17	1	*	
August 2021	61	29	6	0	0	0	0		100	100	100	91	9	*	*	
August 2022	56	25	4	0	0	0	0		100	100	100	58	4	*	*	
August 2023	50	20	2	0	0	0	0		100	100	100	36	2	*	*	
August 2024	44	16	1	0	0	0	0		100	100	100	22	1	*	0	
August 2025	38	13	*	0	0	0	0		100	100	100	13	*	*	0	
August 2026	31	9	0	0	0	0	0		100	100	69	7	*	*	0	
August 2027	24	6	0	0	0	0	0		100	100	42	4	*	*	0	
August 2028	16	3	0	0	0	0	0		100	100	22	2	*	*	0	
August 2029	7	*	0	0	0	0	0		100	100	8	1	*	*	0	
August 2030	0	0	0	0	0	0	0		0	0	0	0	0	0	0	
Weighted Average Life (years)**	12.1	8.0	4.6	3.3	2.4	2.0	1.6		19.9	19.4	16.9	12.9	8.9	6.4	4.1	

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

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

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

Date	BW Class††							
	PSA Prepayment Assumption							
	0%	100%	250%	450%	700%	1100%	1600%	2400%
Initial Percent . . . . .	100	100	100	100	100	100	100	100
August 2011 . . . . .	99	93	84	72	57	34	4	0
August 2012 . . . . .	98	86	70	52	33	11	*	0
August 2013 . . . . .	97	79	59	37	19	4	*	0
August 2014 . . . . .	96	73	49	27	11	1	*	0
August 2015 . . . . .	95	67	41	19	6	*	*	0
August 2016 . . . . .	93	62	34	14	3	*	0	0
August 2017 . . . . .	92	57	28	10	2	*	0	0
August 2018 . . . . .	90	52	23	7	1	*	0	0
August 2019 . . . . .	88	48	19	5	1	*	0	0
August 2020 . . . . .	86	43	16	3	*	*	0	0
August 2021 . . . . .	84	39	13	2	*	*	0	0
August 2022 . . . . .	82	36	11	2	*	*	0	0
August 2023 . . . . .	79	32	9	1	*	*	0	0
August 2024 . . . . .	76	29	7	1	*	*	0	0
August 2025 . . . . .	73	25	6	1	*	*	0	0
August 2026 . . . . .	70	22	4	*	*	0	0	0
August 2027 . . . . .	66	20	4	*	*	0	0	0
August 2028 . . . . .	62	17	3	*	*	0	0	0
August 2029 . . . . .	57	14	2	*	*	0	0	0
August 2030 . . . . .	52	12	2	*	*	0	0	0
August 2031 . . . . .	47	10	1	*	*	0	0	0
August 2032 . . . . .	41	8	1	*	*	0	0	0
August 2033 . . . . .	35	6	1	*	*	0	0	0
August 2034 . . . . .	28	4	*	*	*	0	0	0
August 2035 . . . . .	20	2	*	*	*	0	0	0
August 2036 . . . . .	12	1	*	*	0	0	0	0
August 2037 . . . . .	4	*	*	*	0	0	0	0
August 2038 . . . . .	0	0	0	0	0	0	0	0
August 2039 . . . . .	0	0	0	0	0	0	0	0
August 2040 . . . . .	0	0	0	0	0	0	0	0
Weighted Average Life (years)** . . . . .	18.7	9.9	5.4	3.0	1.8	0.9	0.3	0.1

Date	FC and SC† Classes									
	PSA Prepayment Assumption									
	0%	100%	109%	180%	225%	300%	600%	1000%	1500%	2400%
Initial Percent . . . . .	100	100	100	100	100	100	100	100	100	100
August 2011 . . . . .	100	100	100	100	100	100	100	100	91	0
August 2012 . . . . .	100	100	100	100	100	100	100	100	11	0
August 2013 . . . . .	100	100	100	100	100	100	100	65	1	0
August 2014 . . . . .	100	100	100	100	100	100	100	26	*	0
August 2015 . . . . .	100	100	100	100	100	100	90	10	*	0
August 2016 . . . . .	100	100	100	100	100	100	65	4	*	0
August 2017 . . . . .	100	100	100	100	100	100	41	2	*	0
August 2018 . . . . .	100	100	100	100	100	100	25	1	*	0
August 2019 . . . . .	100	100	100	100	100	100	15	*	0	0
August 2020 . . . . .	100	94	94	94	94	94	9	*	0	0
August 2021 . . . . .	100	79	79	79	79	79	6	*	0	0
August 2022 . . . . .	100	67	67	67	67	67	3	*	0	0
August 2023 . . . . .	100	53	53	53	53	53	2	*	0	0
August 2024 . . . . .	100	41	41	41	41	40	1	*	0	0
August 2025 . . . . .	100	31	31	31	31	31	1	*	0	0
August 2026 . . . . .	100	23	23	23	23	23	*	*	0	0
August 2027 . . . . .	100	17	17	17	17	17	*	*	0	0
August 2028 . . . . .	100	12	12	12	12	12	*	*	0	0
August 2029 . . . . .	91	9	9	9	9	9	*	*	0	0
August 2030 . . . . .	49	6	6	6	6	6	*	*	0	0
August 2031 . . . . .	16	4	4	4	4	4	*	0	0	0
August 2032 . . . . .	2	2	2	2	2	2	*	0	0	0
August 2033 . . . . .	1	1	1	1	1	1	*	0	0	0
August 2034 . . . . .	*	*	*	*	*	*	*	0	0	0
August 2035 . . . . .	0	0	0	0	0	0	0	0	0	0
August 2036 . . . . .	0	0	0	0	0	0	0	0	0	0
August 2037 . . . . .	0	0	0	0	0	0	0	0	0	0
August 2038 . . . . .	0	0	0	0	0	0	0	0	0	0
August 2039 . . . . .	0	0	0	0	0	0	0	0	0	0
August 2040 . . . . .	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)** . . . . .	20.1	13.9	13.9	13.9	13.9	13.9	7.1	3.6	1.5	0.1

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

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

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

†† The weighted average life information set forth for this class is based solely on assumed principal distributions.

Date	CX Class						
	PSA Prepayment Assumption						
	0%	100%	200%	400%	700%	1100%	1500%
Initial Percent . . . . .	100	100	100	100	100	100	100
August 2011 . . . . .	100	100	100	100	100	100	100
August 2012 . . . . .	100	100	100	100	100	100	63
August 2013 . . . . .	100	100	100	100	100	100	6
August 2014 . . . . .	100	100	100	100	100	42	1
August 2015 . . . . .	100	100	100	100	100	13	*
August 2016 . . . . .	100	100	100	100	79	4	*
August 2017 . . . . .	100	100	100	100	43	1	*
August 2018 . . . . .	100	100	100	100	21	*	*
August 2019 . . . . .	100	100	100	93	10	*	*
August 2020 . . . . .	100	100	100	61	4	*	0
August 2021 . . . . .	100	100	100	31	2	*	0
August 2022 . . . . .	100	85	57	10	*	*	0
August 2023 . . . . .	100	26	11	2	*	*	0
August 2024 . . . . .	100	0	0	0	0	0	0
August 2025 . . . . .	0	0	0	0	0	0	0
Weighted Average							
Life (years)** . . . . .	14.9	12.6	12.2	10.5	7.1	4.1	2.2

\* 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.

## 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.

This prospectus supplement does not describe the Group 1 and Group 2 Classes. An investor in the R or RL Class should read the Related Prospectus Supplement for information about the Group 1 and Group 2 Classes and the related assets.

## CERTAIN ADDITIONAL FEDERAL INCOME TAX CONSEQUENCES

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

## U.S. Treasury Circular 230 Notice

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

### REMIC Elections and Special Tax Attributes

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

### Taxation of Beneficial Owners of Regular Certificates

The Notional Classes and the Accrual Classes will be issued with original issue discount (“OID”), and certain other Classes of REMIC Certificates may be issued with OID. In addition, because all payments will be treated as included in the stated redemption price at maturity, the BW Class will be treated as having been 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, the CY, TY, LY and MY Classes will be treated as having been issued at a premium, and certain other 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>
3	325% PSA
4	200% PSA
5	225% PSA
6	225% PSA
7	200% PSA
8	200% PSA
9	310% PSA
10	250% PSA

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

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

In addition to the Underlying REMIC and RCR Certificates, Trust MBS and Group 10 SMBS described in this prospectus supplement, the assets of the Lower Tier REMIC include the Group 1 Underlying REMIC and RCR Certificates and the Group 2 Underlying REMIC and RCR Certificates. The Lower Tier REMIC will issue Lower Tier Regular Interests in respect of the Group 1 Underlying REMIC and RCR Certificates and the Group 2 Underlying REMIC and RCR Certificates. Likewise, the assets of the REMIC constituted by the Trust will include the Lower Tier Regular Interests in respect of the Group 1 Underlying REMIC and RCR Certificates and the Group 2 Underlying REMIC and RCR Certificates, and the REMIC constituted by the Trust will issue the Group 1 and Group 2 Classes, in addition to the Group 3, Group 4, Group 5, Group 6, Group 7, Group 8, Group 9 and Group 10 Classes described in this prospectus supplement. Therefore, in considering the tax consequences of holding a Residual Certificate, you should take into account the Group 1 Underlying REMIC and RCR Certificates, Group 2 Underlying REMIC and RCR Certificates, Group 1 and Group 2 Classes, and the Lower Tier Regular Interests issued in respect of the Group 1 Underlying REMIC and RCR Certificates, Group 2 Underlying REMIC and RCR Certificates, and the Group 1 and Group 2 Classes. See the Related Prospectus Supplement for a description of the Group 1 Underlying REMIC and RCR Certificates, Group 2 Underlying REMIC and RCR Certificates, and the Group 1 and Group 2 Classes, and see the discussion under “Material Federal Income Tax Consequences—*Taxation of Beneficial Owners of Residual Certificates*” in the REMIC Prospectus for a discussion of certain federal income tax consequences of holding a Residual Certificate.

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

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

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

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

## **PLAN OF DISTRIBUTION**

We are obligated to deliver the Certificates (other than the PT Class) to Banc of America Securities LLC (the “Dealer”) in exchange for the Underlying REMIC and RCR Certificates, the Trust MBS and the Group 10 SMBS.

The Dealer proposes to offer the Certificates (other than the PT Class) 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. On the Settlement Date, we expect to transfer the PT Class to Fannie Mae Mega Trust Number 310055 (CUSIP Number 31374CMC7) and to deliver the related Mega certificates to the Dealer.

## **LEGAL MATTERS**

Sidley Austin LLP will provide legal representation for Fannie Mae. Orrick, Herrington & Sutcliffe LLP will provide legal representation for the Dealer.



## Group 3 Underlying REMIC Certificates

Underlying REMIC Trust	Class	Date of Issue	CUSIP Number	Interest Rate	Interest Type(1)	Final Distribution Date	Principal Type(1)	Original Principal or Notional Balance of Class	August 2010 Class Factor	Principal or Notional Balance in the Lower Tier REMIC	Approximate Weighted Average WAC	Approximate Weighted Average WAM (in months)	Approximate Weighted Average WALA (in months)
2007-030	WO	March 2007	31396VJA7	0.0%	PO	April 2037	PT	\$35,714,286	0.49588450	\$10,081,167.75	7.008%	255	94
2009-050	EI(2)	June 2009	31396QMB2	6.5	FIX/IO	April 2037	NTL	13,728,145	0.73434305	10,081,167.87	7.008	255	94

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

(2) The Class 2009-50-EI REMIC Certificate is backed by the following Fannie Mae REMIC certificates:

Class	Interest Type	Principal Type
2007-30-WF	FLT	PT
2007-30-WI	INV/IO	NTL

## Group 4 Underlying RCR Certificate

Underlying REMIC Trust	Class	Date of Issue	CUSIP Number	Interest Rate	Interest Type(1)	Final Distribution Date	Principal Type(1)	Original Principal or Notional Balance of Class	August 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)
2005-022	KC	March 2005	31394DDZ0	5.0%	FIX	October 2032	SEQ/AD	\$250,000,000	0.42121236	\$105,303,090.00	5.501%	266	83

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

## Group 5 Underlying RCR Certificates

Underlying REMIC Trust	Class	Date of Issue	CUSIP Number	Interest Rate	Interest Type(1)	Final Distribution Date	Principal Type(1)	Original Principal or Notional Balance of Class	August 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)
2010-039	JY	April 2010	31398P4E6	5.0%	FIX	May 2040	PAC/AD	\$11,566,000	1.00000000	\$11,566,000.00	5.642%	293	60
2010-039	PY	April 2010	31398P3S6	5.0%	FIX	May 2040	PAC/AD	\$14,963,000	1.00000000	\$14,963,000.00	5.545	277	73

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

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



## Group 10 SMBS and Group 10 Underlying REMIC Certificates

Underlying SMBS or REMIC Trust	Class	Date of Issue	CUSIP Number	Interest Rate	Interest Type(I)	Final Distribution Date	Principal Type(I)	Original Principal or Notional Balance of Class	August 2010 Class Factor	Principal or Notional Balance in the Lower Tier REMIC	Approximate Weighted Average WAC	Approximate Weighted Average WAM (in months)	Approximate Weighted Average WALA (in months)
SMBS 359	15	June 2005	31366FCUG9	5.5%	FIX/IO	October 2035	NTL	\$74,711,887	0.44237601	\$27,658,614.67	5.910%	288	(2)
2008-029	DO	March 2008	31396YG22	0.0	PO	April 2038	PT	7,692,308	0.58451620	4,496,278.64	6.896	309	45
2008-078	PO(3)	August 2008	31397MTA5	0.0	PO	March 2037	SC/PT	15,655,616	0.61409776	9,614,078.72	7.202	298	56
2008-094	KO(4)	December 2008	31397MK48	0.0	PO	August 2038	SC/PT	24,052,112	0.62802419	15,129,360.27	(4)	(4)	(4)
2009-089	OW(5)	October 2009	31398FX30	0.0	PO	March 2037	SC/PT	1,464,489	0.80899118	1,184,758.68	7.058	308	45

(1) See "Description of the Certificates—The Certificates—*Class Definitions and Abbreviations*" in the REMIC Prospectus.

(2) We have assumed that the Mortgage Loans related to the Group 10 SMBS have a WALA of 64 months.

(3) The Class 2008-78-PO REMIC Certificate is backed by the following Fannie Mae REMIC certificates:

Class	Interest Type	Principal Type
2007-15-AF	FLT	PT
2007-15-AI	INV/IO	NTL

(4) The Class 2008-94-KO REMIC Certificate is backed by the Fannie Mae REMIC and RCR certificates listed below having the following characteristics:

Class	Interest Type	Principal Type	Approximate Weighted Average WAC	Approximate Weighted Average WAM (in months)	Approximate Weighted Average WALA (in months)
2008-4-PO	PO	PT	7.126%	323	33
2008-27-GO	PO	PT	7.012	325	32
2008-66-OM	PO	PT	6.952	330	28
2008-66-ON	PO	PT	6.922	328	30

(5) The Class 2009-89-OW REMIC Certificate is backed by the following Fannie Mae REMIC certificates:

Class	Interest Type	Principal Type
2007-22-F	FLT	PT
2007-22-S	INV/IO	NTL

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

## Available Recombinations(1)

REMIC Certificates		RCR Certificates						
Classes	Original Balances	RCR Classes	Original Balances	Principal Type(2)	Interest Rate	Interest Type(2)	CUSIP Number	Final Distribution Date
Recombination 1								
PD	\$500,000,000	PE	\$500,000,000	PAC/AD	3.5%	FIX	31398NHB3	October 2038
PI	50,000,000(3)							
Recombination 2								
PD	500,000,000	PG	500,000,000	PAC/AD	4.0	FIX	31398NHC1	October 2038
PI	100,000,000(3)							
Recombination 3								
PD	500,000,000	PH	500,000,000	PAC/AD	5.0	FIX	31398NHD9	October 2038
PI	200,000,000(3)							
Recombination 4								
FA	10,611,600	FC(4)	45,523,200	SC/PT/PAC/AD	(5)	FLT	31398NHE7	September 2040
FB	34,911,600							
Recombination 5								
SA	10,611,600(3)	SC(6)	45,523,200(3)	NTL	(5)	INV/IO	31398NHF4	September 2040
SB	34,911,600(3)							
Recombination 6								
CY	2,790,000	CX(7)	24,313,000	SEQ	4.5	FIX	31398NHG2	September 2025
TY	4,505,000							
LY	8,509,000							
MY	8,509,000							

- (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) The FC Class is an RCR Class formed from a combination of the FA Class in Group 5 and the FB Class in Group 6. The FA Class is an SC/PT Class and the FB Class is a PAC/AD Class.
- (5) For a description of these interest rates, see “Summary—Interest Rates” in this prospectus supplement.
- (6) The SC Class is an RCR Class formed from a combination of the SA Class in Group 5 and the SB Class in Group 6.
- (7) The CX Class is an RCR Class formed from a combination of the CY and TY Classes in Group 7 and the LY and MY Classes in Group 8.

## 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 . . . .	\$587,279,000.00	December 2014 . . . .	\$298,631,520.50	April 2019 . . . . .	\$111,352,578.50
September 2010 . . .	581,022,079.40	January 2015 . . . . .	293,734,352.70	May 2019 . . . . .	109,165,529.30
October 2010 . . . . .	574,795,937.80	February 2015 . . . . .	288,858,923.30	June 2019 . . . . .	107,018,596.70
November 2010 . . . .	568,600,377.80	March 2015 . . . . .	284,005,080.10	July 2019 . . . . .	104,911,072.60
December 2010 . . . .	562,435,203.20	April 2015 . . . . .	279,172,671.90	August 2019 . . . . .	102,842,261.30
January 2011 . . . . .	556,300,218.80	May 2015 . . . . .	274,361,548.10	September 2019 . . .	100,811,479.10
February 2011 . . . . .	550,195,230.30	June 2015 . . . . .	269,571,559.10	October 2019 . . . . .	98,818,053.96
March 2011 . . . . .	544,120,044.50	July 2015 . . . . .	264,802,555.70	November 2019 . . . .	96,861,325.55
April 2011 . . . . .	538,074,469.10	August 2015 . . . . .	260,058,547.80	December 2019 . . . .	94,940,644.87
May 2011 . . . . .	532,058,312.80	September 2015 . . .	255,364,014.90	January 2020 . . . . .	93,055,374.15
June 2011 . . . . .	526,071,385.40	October 2015 . . . . .	250,718,466.30	February 2020 . . . . .	91,204,886.61
July 2011 . . . . .	520,113,497.40	November 2015 . . . .	246,121,416.10	March 2020 . . . . .	89,388,566.28
August 2011 . . . . .	514,184,460.60	December 2015 . . . .	241,572,383.00	April 2020 . . . . .	87,605,807.87
September 2011 . . .	508,284,087.60	January 2016 . . . . .	237,070,890.60	May 2020 . . . . .	85,856,016.50
October 2011 . . . . .	502,412,191.80	February 2016 . . . . .	232,616,466.90	June 2020 . . . . .	84,138,607.60
November 2011 . . . .	496,568,587.90	March 2016 . . . . .	228,235,555.40	July 2020 . . . . .	82,453,006.69
December 2011 . . . .	490,753,091.10	April 2016 . . . . .	223,933,155.40	August 2020 . . . . .	80,798,649.23
January 2012 . . . . .	484,965,518.00	May 2016 . . . . .	219,707,901.00	September 2020 . . .	79,174,980.44
February 2012 . . . . .	479,205,685.80	June 2016 . . . . .	215,558,449.30	October 2020 . . . . .	77,581,455.13
March 2012 . . . . .	473,473,412.70	July 2016 . . . . .	211,483,480.50	November 2020 . . . .	76,017,537.56
April 2012 . . . . .	467,768,517.90	August 2016 . . . . .	207,481,697.50	December 2020 . . . .	74,482,701.26
May 2012 . . . . .	462,090,821.50	September 2016 . . .	203,551,825.00	January 2021 . . . . .	72,976,428.87
June 2012 . . . . .	456,440,144.40	October 2016 . . . . .	199,692,609.80	February 2021 . . . . .	71,498,211.99
July 2012 . . . . .	450,816,308.50	November 2016 . . . .	195,902,819.90	March 2021 . . . . .	70,047,551.02
August 2012 . . . . .	445,219,136.60	December 2016 . . . .	192,181,244.70	April 2021 . . . . .	68,623,955.05
September 2012 . . .	439,648,452.40	January 2017 . . . . .	188,526,693.90	May 2021 . . . . .	67,226,941.65
October 2012 . . . . .	434,104,080.40	February 2017 . . . . .	184,937,997.80	June 2021 . . . . .	65,856,036.77
November 2012 . . . .	428,585,846.00	March 2017 . . . . .	181,414,006.60	July 2021 . . . . .	64,510,774.57
December 2012 . . . .	423,093,575.60	April 2017 . . . . .	177,953,590.40	August 2021 . . . . .	63,190,697.31
January 2013 . . . . .	417,627,096.30	May 2017 . . . . .	174,555,638.40	September 2021 . . .	61,895,355.19
February 2013 . . . . .	412,186,236.20	June 2017 . . . . .	171,219,058.90	October 2021 . . . . .	60,624,306.20
March 2013 . . . . .	406,770,824.10	July 2017 . . . . .	167,942,778.90	November 2021 . . . .	59,377,116.04
April 2013 . . . . .	401,380,689.90	August 2017 . . . . .	164,725,743.80	December 2021 . . . .	58,153,357.94
May 2013 . . . . .	396,015,664.10	September 2017 . . .	161,566,917.10	January 2022 . . . . .	56,952,612.54
June 2013 . . . . .	390,675,578.20	October 2017 . . . . .	158,465,279.80	February 2022 . . . . .	55,774,467.78
July 2013 . . . . .	385,360,264.50	November 2017 . . . .	155,419,830.80	March 2022 . . . . .	54,618,518.75
August 2013 . . . . .	380,069,556.10	December 2017 . . . .	152,429,585.90	April 2022 . . . . .	53,484,367.62
September 2013 . . .	374,803,286.90	January 2018 . . . . .	149,493,577.80	May 2022 . . . . .	52,371,623.44
October 2013 . . . . .	369,561,291.70	February 2018 . . . . .	146,610,855.80	June 2022 . . . . .	51,279,902.09
November 2013 . . . .	364,343,406.20	March 2018 . . . . .	143,780,485.50	July 2022 . . . . .	50,208,826.14
December 2013 . . . .	359,149,466.70	April 2018 . . . . .	141,001,548.70	August 2022 . . . . .	49,158,024.73
January 2014 . . . . .	353,979,310.40	May 2018 . . . . .	138,273,142.70	September 2022 . . .	48,127,133.44
February 2014 . . . . .	348,832,775.30	June 2018 . . . . .	135,594,380.50	October 2022 . . . . .	47,115,794.25
March 2014 . . . . .	343,709,700.30	July 2018 . . . . .	132,964,390.20	November 2022 . . . .	46,123,655.34
April 2014 . . . . .	338,609,925.00	August 2018 . . . . .	130,382,315.00	December 2022 . . . .	45,150,371.04
May 2014 . . . . .	333,533,289.70	September 2018 . . .	127,847,312.70	January 2023 . . . . .	44,195,601.72
June 2014 . . . . .	328,479,635.60	October 2018 . . . . .	125,358,555.70	February 2023 . . . . .	43,259,013.67
July 2014 . . . . .	323,448,804.70	November 2018 . . . .	122,915,230.50	March 2023 . . . . .	42,340,279.01
August 2014 . . . . .	318,440,639.80	December 2018 . . . .	120,516,537.80	April 2023 . . . . .	41,439,075.58
September 2014 . . .	313,454,984.20	January 2019 . . . . .	118,161,691.80	May 2023 . . . . .	40,555,086.86
October 2014 . . . . .	308,491,682.40	February 2019 . . . . .	115,849,920.30	June 2023 . . . . .	39,688,001.86
November 2014 . . . .	303,550,579.20	March 2019 . . . . .	113,580,464.50	July 2023 . . . . .	38,837,515.02

### ***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>
August 2023 . . . . .	\$ 38,003,326.13	July 2027 . . . . .	\$ 12,690,370.95	June 2031 . . . . .	\$ 3,094,207.25
September 2023 . . .	37,185,140.24	August 2027 . . . . .	12,370,523.17	July 2031 . . . . .	2,979,423.53
October 2023 . . . . .	36,382,667.55	September 2027 . . .	12,057,236.16	August 2031 . . . . .	2,867,276.08
November 2023 . . . .	35,595,623.35	October 2027 . . . . .	11,750,386.84	September 2031 . . .	2,757,712.80
December 2023 . . . .	34,823,727.90	November 2027 . . . .	11,449,854.32	October 2031 . . . . .	2,650,682.54
January 2024 . . . . .	34,066,706.37	December 2027 . . . .	11,155,519.90	November 2031 . . . .	2,546,135.08
February 2024 . . . . .	33,324,288.75	January 2028 . . . . .	10,867,266.96	December 2031 . . . .	2,444,021.14
March 2024 . . . . .	32,596,209.76	February 2028 . . . . .	10,584,981.02	January 2032 . . . . .	2,344,292.36
April 2024 . . . . .	31,882,208.80	March 2028 . . . . .	10,308,549.60	February 2032 . . . . .	2,246,901.24
May 2024 . . . . .	31,182,029.79	April 2028 . . . . .	10,037,862.29	March 2032 . . . . .	2,151,801.19
June 2024 . . . . .	30,495,421.21	May 2028 . . . . .	9,772,810.61	April 2032 . . . . .	2,058,946.45
July 2024 . . . . .	29,822,135.90	June 2028 . . . . .	9,513,288.07	May 2032 . . . . .	1,968,292.15
August 2024 . . . . .	29,161,931.08	July 2028 . . . . .	9,259,190.05	June 2032 . . . . .	1,879,794.21
September 2024 . . .	28,514,568.23	August 2028 . . . . .	9,010,413.86	July 2032 . . . . .	1,793,409.38
October 2024 . . . . .	27,879,813.01	September 2028 . . .	8,766,858.60	August 2032 . . . . .	1,709,095.21
November 2024 . . . .	27,257,435.22	October 2028 . . . . .	8,528,425.22	September 2032 . . .	1,626,810.06
December 2024 . . . .	26,647,208.71	November 2028 . . . .	8,295,016.46	October 2032 . . . . .	1,546,513.04
January 2025 . . . . .	26,048,911.29	December 2028 . . . .	8,066,536.79	November 2032 . . . .	1,468,164.01
February 2025 . . . . .	25,462,324.72	January 2029 . . . . .	7,842,892.39	December 2032 . . . .	1,391,723.61
March 2025 . . . . .	24,887,234.57	February 2029 . . . . .	7,623,991.18	January 2033 . . . . .	1,317,153.19
April 2025 . . . . .	24,323,430.22	March 2029 . . . . .	7,409,742.69	February 2033 . . . . .	1,244,414.83
May 2025 . . . . .	23,770,704.73	April 2029 . . . . .	7,200,058.10	March 2033 . . . . .	1,173,471.31
June 2025 . . . . .	23,228,854.84	May 2029 . . . . .	6,994,850.21	April 2033 . . . . .	1,104,286.10
July 2025 . . . . .	22,697,680.88	June 2029 . . . . .	6,794,033.38	May 2033 . . . . .	1,036,823.37
August 2025 . . . . .	22,176,986.67	July 2029 . . . . .	6,597,523.52	June 2033 . . . . .	971,047.95
September 2025 . . .	21,666,579.54	August 2029 . . . . .	6,405,238.06	July 2033 . . . . .	906,925.33
October 2025 . . . . .	21,166,270.19	September 2029 . . .	6,217,095.93	August 2033 . . . . .	844,421.64
November 2025 . . . .	20,675,872.69	October 2029 . . . . .	6,033,017.52	September 2033 . . .	783,503.65
December 2025 . . . .	20,195,204.39	November 2029 . . . .	5,852,924.67	October 2033 . . . . .	724,138.77
January 2026 . . . . .	19,724,085.87	December 2029 . . . .	5,676,740.64	November 2033 . . . .	666,294.98
February 2026 . . . . .	19,262,340.88	January 2030 . . . . .	5,504,390.08	December 2033 . . . .	609,940.91
March 2026 . . . . .	18,809,796.31	February 2030 . . . . .	5,335,798.99	January 2034 . . . . .	555,045.75
April 2026 . . . . .	18,366,282.10	March 2030 . . . . .	5,170,894.75	February 2034 . . . . .	501,579.28
May 2026 . . . . .	17,931,631.22	April 2030 . . . . .	5,009,606.04	March 2034 . . . . .	449,511.85
June 2026 . . . . .	17,505,679.59	May 2030 . . . . .	4,851,862.83	April 2034 . . . . .	398,814.37
July 2026 . . . . .	17,088,266.04	June 2030 . . . . .	4,697,596.37	May 2034 . . . . .	349,458.29
August 2026 . . . . .	16,679,232.28	July 2030 . . . . .	4,546,739.18	June 2034 . . . . .	301,415.61
September 2026 . . .	16,278,422.81	August 2030 . . . . .	4,399,224.99	July 2034 . . . . .	254,658.86
October 2026 . . . . .	15,885,684.89	September 2030 . . .	4,254,988.73	August 2034 . . . . .	209,161.09
November 2026 . . . .	15,500,868.53	October 2030 . . . . .	4,113,966.56	September 2034 . . .	164,895.85
December 2026 . . . .	15,123,826.36	November 2030 . . . .	3,976,095.75	October 2034 . . . . .	121,837.21
January 2027 . . . . .	14,754,413.66	December 2030 . . . .	3,841,314.76	November 2034 . . . .	79,959.71
February 2027 . . . . .	14,392,488.30	January 2031 . . . . .	3,709,563.16	December 2034 . . . .	39,238.40
March 2027 . . . . .	14,037,910.64	February 2031 . . . . .	3,580,781.62	January 2035 and thereafter . . . . .	0.00
April 2027 . . . . .	13,690,543.56	March 2031 . . . . .	3,454,911.91		
May 2027 . . . . .	13,350,252.38	April 2031 . . . . .	3,331,896.85		
June 2027 . . . . .	13,016,904.82	May 2031 . . . . .	3,211,680.33		

### ***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 . . . . .	\$66,227,000.00	November 2010 . . . . .	\$58,408,380.59	February 2011 . . . . .	\$51,667,741.56
September 2010 . . . .	63,184,252.07	December 2010 . . . . .	56,105,736.73	March 2011 . . . . .	49,531,095.40
October 2010 . . . . .	60,767,663.85	January 2011 . . . . .	53,859,074.05	April 2011 . . . . .	47,448,498.80

**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>
May 2011 . . . . .	\$45,419,322.01	December 2015 . . . . .	\$ 2.67	July 2020 . . . . .	\$ 2.67
June 2011 . . . . .	43,442,942.21	January 2016 . . . . .	2.67	August 2020 . . . . .	2.67
July 2011 . . . . .	41,518,743.46	February 2016 . . . . .	2.67	September 2020 . . . . .	2.67
August 2011 . . . . .	39,646,116.63	March 2016 . . . . .	2.67	October 2020 . . . . .	2.67
September 2011 . . . . .	37,824,459.29	April 2016 . . . . .	2.67	November 2020 . . . . .	2.67
October 2011 . . . . .	36,053,175.69	May 2016 . . . . .	2.67	December 2020 . . . . .	2.67
November 2011 . . . . .	34,331,676.70	June 2016 . . . . .	2.67	January 2021 . . . . .	2.67
December 2011 . . . . .	32,659,379.70	July 2016 . . . . .	2.67	February 2021 . . . . .	2.67
January 2012 . . . . .	31,035,708.54	August 2016 . . . . .	2.67	March 2021 . . . . .	2.67
February 2012 . . . . .	29,460,093.47	September 2016 . . . . .	2.67	April 2021 . . . . .	2.67
March 2012 . . . . .	27,931,971.08	October 2016 . . . . .	2.67	May 2021 . . . . .	2.67
April 2012 . . . . .	26,450,784.22	November 2016 . . . . .	2.67	June 2021 . . . . .	2.67
May 2012 . . . . .	25,015,981.98	December 2016 . . . . .	2.67	July 2021 . . . . .	2.67
June 2012 . . . . .	23,627,019.56	January 2017 . . . . .	2.67	August 2021 . . . . .	2.67
July 2012 . . . . .	22,283,358.28	February 2017 . . . . .	2.67	September 2021 . . . . .	2.67
August 2012 . . . . .	20,984,465.44	March 2017 . . . . .	2.67	October 2021 . . . . .	2.67
September 2012 . . . . .	19,729,814.35	April 2017 . . . . .	2.67	November 2021 . . . . .	2.67
October 2012 . . . . .	18,518,884.20	May 2017 . . . . .	2.67	December 2021 . . . . .	2.67
November 2012 . . . . .	17,351,160.00	June 2017 . . . . .	2.67	January 2022 . . . . .	2.67
December 2012 . . . . .	16,226,132.60	July 2017 . . . . .	2.67	February 2022 . . . . .	2.67
January 2013 . . . . .	15,143,298.53	August 2017 . . . . .	2.67	March 2022 . . . . .	2.67
February 2013 . . . . .	14,102,160.00	September 2017 . . . . .	2.67	April 2022 . . . . .	2.67
March 2013 . . . . .	13,102,224.83	October 2017 . . . . .	2.67	May 2022 . . . . .	2.67
April 2013 . . . . .	12,143,006.40	November 2017 . . . . .	2.67	June 2022 . . . . .	2.67
May 2013 . . . . .	11,224,023.61	December 2017 . . . . .	2.67	July 2022 . . . . .	2.67
June 2013 . . . . .	10,344,800.75	January 2018 . . . . .	2.67	August 2022 . . . . .	2.67
July 2013 . . . . .	9,504,867.53	February 2018 . . . . .	2.67	September 2022 . . . . .	2.67
August 2013 . . . . .	8,703,758.99	March 2018 . . . . .	2.67	October 2022 . . . . .	2.67
September 2013 . . . . .	7,941,015.46	April 2018 . . . . .	2.67	November 2022 . . . . .	2.67
October 2013 . . . . .	7,216,182.48	May 2018 . . . . .	2.67	December 2022 . . . . .	2.67
November 2013 . . . . .	6,528,810.75	June 2018 . . . . .	2.67	January 2023 . . . . .	2.67
December 2013 . . . . .	5,878,456.14	July 2018 . . . . .	2.67	February 2023 . . . . .	2.67
January 2014 . . . . .	5,264,679.54	August 2018 . . . . .	2.67	March 2023 . . . . .	2.67
February 2014 . . . . .	4,687,046.88	September 2018 . . . . .	2.67	April 2023 . . . . .	2.67
March 2014 . . . . .	4,145,129.04	October 2018 . . . . .	2.67	May 2023 . . . . .	2.67
April 2014 . . . . .	3,638,501.85	November 2018 . . . . .	2.67	June 2023 . . . . .	2.67
May 2014 . . . . .	3,166,745.98	December 2018 . . . . .	2.67	July 2023 . . . . .	2.67
June 2014 . . . . .	2,729,446.93	January 2019 . . . . .	2.67	August 2023 . . . . .	2.67
July 2014 . . . . .	2,326,194.96	February 2019 . . . . .	2.67	September 2023 . . . . .	2.67
August 2014 . . . . .	1,956,585.04	March 2019 . . . . .	2.67	October 2023 . . . . .	2.67
September 2014 . . . . .	1,620,216.86	April 2019 . . . . .	2.67	November 2023 . . . . .	2.67
October 2014 . . . . .	1,316,694.68	May 2019 . . . . .	2.67	December 2023 . . . . .	2.67
November 2014 . . . . .	1,045,627.38	June 2019 . . . . .	2.67	January 2024 . . . . .	2.67
December 2014 . . . . .	806,628.34	July 2019 . . . . .	2.67	February 2024 . . . . .	2.67
January 2015 . . . . .	599,315.45	August 2019 . . . . .	2.67	March 2024 . . . . .	2.67
February 2015 . . . . .	423,311.04	September 2019 . . . . .	2.67	April 2024 . . . . .	2.67
March 2015 . . . . .	278,241.82	October 2019 . . . . .	2.67	May 2024 . . . . .	2.67
April 2015 . . . . .	163,738.87	November 2019 . . . . .	2.67	June 2024 . . . . .	2.67
May 2015 . . . . .	79,437.56	December 2019 . . . . .	2.67	July 2024 . . . . .	2.67
June 2015 . . . . .	24,977.54	January 2020 . . . . .	2.67	August 2024 . . . . .	2.67
July 2015 . . . . .	2.67	February 2020 . . . . .	2.67	September 2024 . . . . .	2.67
August 2015 . . . . .	2.67	March 2020 . . . . .	2.67	October 2024 . . . . .	2.67
September 2015 . . . . .	2.67	April 2020 . . . . .	2.67	November 2024 . . . . .	2.67
October 2015 . . . . .	2.67	May 2020 . . . . .	2.67	December 2024 . . . . .	2.67
November 2015 . . . . .	2.67	June 2020 . . . . .	2.67	January 2025 . . . . .	2.67



**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>
February 2025 . . . . .	\$ 2.67	July 2028 . . . . .	\$ 2.67	December 2031 . . . . .	\$ 2.67
March 2025 . . . . .	2.67	August 2028 . . . . .	2.67	January 2032 . . . . .	2.67
April 2025 . . . . .	2.67	September 2028 . . . . .	2.67	February 2032 . . . . .	2.67
May 2025 . . . . .	2.67	October 2028 . . . . .	2.67	March 2032 . . . . .	2.67
June 2025 . . . . .	2.67	November 2028 . . . . .	2.67	April 2032 . . . . .	2.67
July 2025 . . . . .	2.67	December 2028 . . . . .	2.67	May 2032 . . . . .	2.67
August 2025 . . . . .	2.67	January 2029 . . . . .	2.67	June 2032 . . . . .	2.67
September 2025 . . . . .	2.67	February 2029 . . . . .	2.67	July 2032 . . . . .	2.67
October 2025 . . . . .	2.67	March 2029 . . . . .	2.67	August 2032 . . . . .	2.67
November 2025 . . . . .	2.67	April 2029 . . . . .	2.67	September 2032 . . . . .	2.67
December 2025 . . . . .	2.67	May 2029 . . . . .	2.67	October 2032 . . . . .	2.67
January 2026 . . . . .	2.67	June 2029 . . . . .	2.67	November 2032 . . . . .	2.67
February 2026 . . . . .	2.67	July 2029 . . . . .	2.67	December 2032 . . . . .	2.67
March 2026 . . . . .	2.67	August 2029 . . . . .	2.67	January 2033 . . . . .	2.67
April 2026 . . . . .	2.67	September 2029 . . . . .	2.67	February 2033 . . . . .	2.67
May 2026 . . . . .	2.67	October 2029 . . . . .	2.67	March 2033 . . . . .	2.67
June 2026 . . . . .	2.67	November 2029 . . . . .	2.67	April 2033 . . . . .	2.67
July 2026 . . . . .	2.67	December 2029 . . . . .	2.67	May 2033 . . . . .	2.67
August 2026 . . . . .	2.67	January 2030 . . . . .	2.67	June 2033 . . . . .	2.67
September 2026 . . . . .	2.67	February 2030 . . . . .	2.67	July 2033 . . . . .	2.67
October 2026 . . . . .	2.67	March 2030 . . . . .	2.67	August 2033 . . . . .	2.67
November 2026 . . . . .	2.67	April 2030 . . . . .	2.67	September 2033 . . . . .	2.67
December 2026 . . . . .	2.67	May 2030 . . . . .	2.67	October 2033 . . . . .	2.67
January 2027 . . . . .	2.67	June 2030 . . . . .	2.67	November 2033 . . . . .	2.67
February 2027 . . . . .	2.67	July 2030 . . . . .	2.67	December 2033 . . . . .	2.67
March 2027 . . . . .	2.67	August 2030 . . . . .	2.67	January 2034 . . . . .	2.67
April 2027 . . . . .	2.67	September 2030 . . . . .	2.67	February 2034 . . . . .	2.67
May 2027 . . . . .	2.67	October 2030 . . . . .	2.67	March 2034 . . . . .	2.67
June 2027 . . . . .	2.67	November 2030 . . . . .	2.67	April 2034 . . . . .	2.67
July 2027 . . . . .	2.67	December 2030 . . . . .	2.67	May 2034 . . . . .	2.67
August 2027 . . . . .	2.67	January 2031 . . . . .	2.67	June 2034 . . . . .	2.67
September 2027 . . . . .	2.67	February 2031 . . . . .	2.67	July 2034 . . . . .	2.67
October 2027 . . . . .	2.67	March 2031 . . . . .	2.67	August 2034 . . . . .	2.67
November 2027 . . . . .	2.67	April 2031 . . . . .	2.67	September 2034 . . . . .	2.67
December 2027 . . . . .	2.67	May 2031 . . . . .	2.67	October 2034 . . . . .	2.67
January 2028 . . . . .	2.67	June 2031 . . . . .	2.67	November 2034 . . . . .	2.67
February 2028 . . . . .	2.67	July 2031 . . . . .	2.67	December 2034 . . . . .	2.67
March 2028 . . . . .	2.67	August 2031 . . . . .	2.67	January 2035 and thereafter . . . . .	0.00
April 2028 . . . . .	2.67	September 2031 . . . . .	2.67		
May 2028 . . . . .	2.67	October 2031 . . . . .	2.67		
June 2028 . . . . .	2.67	November 2031 . . . . .	2.67		

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**\$1,837,450,733**



**Guaranteed REMIC  
Pass-Through Certificates  
Fannie Mae REMIC Trust 2010-97  
(Group 3, Group 4, Group 5, Group 6, Group 7,  
Group 8, Group 9 and Group 10  
and R and RL Classes Only)**

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## PROSPECTUS SUPPLEMENT

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**BofA Merrill Lynch**

**August 24, 2010**

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