

**\$582,184,733**



**FannieMae®**

**Guaranteed REMIC Pass-Through Certificates  
Fannie Mae REMIC Trust 2010-128**

**The Certificates**

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

**Payments to Certificateholders**

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

- interest accrued on the balance of your certificate (except in the case of the accrual classes), and
- principal to the extent available for payment on your class.

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

**The Fannie Mae Guaranty**

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

**The Trust and its Assets**

The trust will own

- Fannie Mae MBS and
- underlying REMIC and RCR certificates backed by Fannie Mae MBS.

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

Class	Group	Original Class Balance	Principal Type(1)	Interest Rate	Interest Type(1)	CUSIP Number	Final Distribution Date
AE . . . . .	1	\$100,000,000	PT	2.00%	FIX	31398SHZ9	November 2020
AD . . . . .	1	25,000,000	PT	1.75	FIX	31398SJA2	November 2020
IO . . . . .	1	55,357,142(2)	NTL	3.50	FIX/IO	31398SJB0	November 2020
PL . . . . .	2	20,251,000	PAC	3.00	FIX	31398SJC8	November 2025
PI . . . . .	2	2,893,000(2)	NTL	3.50	FIX/IO	31398SJD6	November 2025
PB . . . . .	2	4,749,000	SUP	3.50	FIX	31398SJE4	November 2025
MA(3) . . . . .	3	117,922,706	SC/SEQ/AD	4.50	FIX	31398SJF1	April 2038
MZ . . . . .	3	1,961,082	SC/SEQ	4.50	FIX/Z	31398SJG9	April 2038
LA(3) . . . . .	4	162,429,270	PT	2.00	FIX	31398SJH7	November 2020
LI . . . . .	4	69,612,544(2)	NTL	3.50	FIX/IO	31398SJJ3	November 2020
HA . . . . .	5	100,000,000	SEQ/AD	4.00	FIX	31398SJK0	September 2036
HZ . . . . .	5	10,980,648	SEQ	4.00	FIX/Z	31398S JL8	November 2040
JB(3) . . . . .	6	38,891,027	PT	1.50	FIX	31398SJM6	November 2020
JL(3) . . . . .	6	22,223,444(2)	NTL	3.50	FIX/IO	31398SJN4	November 2020
R . . . . .		0	NPR	0	NPR	31398SJP9	November 2040
RL . . . . .		0	NPR	0	NPR	31398S JQ7	November 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-5 for a description of how their notional balances are calculated.

(3) Exchangeable classes.

If you own certificates of certain classes, you can exchange them for certificates of the corresponding RCR classes to be delivered at the time of exchange. The MD, ME, MI, LB, IL, JD, J and JA Classes are the RCR classes. For a more detailed description of the RCR classes, see Schedule 1 attached to this prospectus supplement and “Description of the Certificates—The Certificates—Combination and Recombination” in the REMIC prospectus.

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

**Carefully consider the risk factors on page S-7 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.

**UBS Investment Bank**

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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 Class or the R or RL Class, the disclosure document relating to the underlying REMIC and RCR certificates (the “Underlying REMIC Disclosure Document”); 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 and the Underlying REMIC Disclosure Document 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 and the Underlying REMIC Disclosure Document by writing or calling the dealer at:

UBS Securities LLC  
MBS Trade Support  
480 Washington Boulevard, 12<sup>th</sup> Floor  
Jersey City, New Jersey 07310  
(telephone 201-793-6918).

## SUMMARY

This summary contains only limited information about the certificates. Statistical information in this summary is provided as of October 1, 2010. You should purchase the certificates only after reading this prospectus supplement and each of the additional disclosure documents listed on page S-3. In particular, please see the discussion of risk factors that appears in each of those additional disclosure documents.

### Assets Underlying Each Group of Classes

<u>Group</u>	<u>Assets</u>
1	Group 1 MBS
2	Group 2 MBS
3	Class 2010-39-EA REMIC Certificate Class 2010-39-TA RCR Certificate
4	Group 4 MBS
5	Group 5 MBS
6	Group 6 MBS

### Group 1, Group 2, Group 4, Group 5 and Group 6

#### Characteristics of the Trust MBS

	<u>Approximate Principal Balance</u>	<u>Pass- Through Rate</u>	<u>Range of Weighted Average Coupons or WACs (annual percentages)</u>	<u>Range of Weighted Average Remaining Terms to Maturity or WAMs (in months)</u>
Group 1 MBS	\$125,000,000	3.50%	3.75% to 6.00%	85 to 120
Group 2 MBS	\$ 25,000,000	3.50%	3.75% to 6.00%	121 to 180
Group 4 MBS	\$162,429,270	3.50%	3.75% to 6.00%	85 to 120
Group 5 MBS	\$110,980,648	4.00%	4.25% to 6.50%	241 to 360
Group 6 MBS	\$ 38,891,027	3.50%	3.75% to 6.00%	85 to 120

#### Assumed Characteristics of the Underlying Mortgage Loans

	<u>Principal Balance</u>	<u>Original Term to Maturity (in months)</u>	<u>Remaining Term to Maturity (in months)</u>	<u>Loan Age (in months)</u>	<u>Interest Rate</u>
Group 1 MBS	\$125,000,000	120	119	1	4.000%
Group 2 MBS	\$ 25,000,000	180	179	1	3.950%
Group 4 MBS	\$162,429,270	120	119	1	4.000%
Group 5 MBS	\$110,980,648	360	358	2	4.495%
Group 6 MBS	\$ 38,891,027	120	119	1	3.920%

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

### Group 3

Exhibit A describes the underlying REMIC and RCR certificates in Group 3, including certain information about the related mortgage loans. To learn more about the underlying REMIC and RCR

certificates, you should obtain from us the current class factors and the related disclosure document as described on page S-3.

### **Settlement Date**

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

### **Distribution Dates**

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

### **Record Date**

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

### **Book-Entry and Physical Certificates**

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

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

### **Exchanging Certificates Through Combination and Recombination**

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

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

### **Interest Rates**

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

### **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>	
IO.....	55.3571420000% of the AE Class
PI.....	14.2857142857% of the PL Class
LI.....	42.8571426812% of the LA Class
JI.....	57.1428571429% of the JB Class
MI.....	19.9999998304% of the MA Class
IL.....	7.1428573188% of the LA Class

### **Distributions of Principal**

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

## Weighted Average Lives (years)\*

<u>Group 1 Classes</u>		<u>PSA Prepayment Assumption</u>							
		<u>0%</u>	<u>100%</u>	<u>258%</u>	<u>600%</u>	<u>900%</u>			
AE, AD and IO . . . . .		5.5	4.6	3.8	2.6	2.1			
<u>Group 2 Classes</u>		<u>PSA Prepayment Assumption</u>							
		<u>0%</u>	<u>100%</u>	<u>200%</u>	<u>250%</u>	<u>400%</u>	<u>800%</u>	<u>1200%</u>	
PL and PI . . . . .		7.4	5.3	5.3	5.3	4.3	2.8	2.1	
PB . . . . .		13.9	11.4	5.0	2.6	1.5	0.9	0.7	
<u>Group 3 Classes</u>		<u>PSA Prepayment Assumption</u>							
		<u>0%</u>	<u>100%</u>	<u>250%</u>	<u>430%</u>	<u>800%</u>	<u>1200%</u>	<u>1600%</u>	<u>2400%</u>
MA, MD, ME and									
MI . . . . .		16.9	6.0	3.0	1.8	0.9	0.5	0.2	0.1
MZ . . . . .		26.4	14.3	7.9	4.8	2.3	1.2	0.5	0.1
<u>Group 4 Classes</u>		<u>PSA Prepayment Assumption</u>							
		<u>0%</u>	<u>100%</u>	<u>258%</u>	<u>600%</u>	<u>900%</u>			
LA, LI, LB and IL . . . . .		5.5	4.6	3.8	2.6	2.1			
<u>Group 5 Classes</u>		<u>PSA Prepayment Assumption</u>							
		<u>0%</u>	<u>100%</u>	<u>250%</u>	<u>400%</u>	<u>600%</u>	<u>900%</u>		
HA . . . . .		16.1	8.0	4.6	3.4	2.5	1.9		
HZ . . . . .		28.0	23.0	15.6	11.1	7.7	5.2		
<u>Group 6 Classes</u>		<u>PSA Prepayment Assumption</u>							
		<u>0%</u>	<u>100%</u>	<u>250%</u>	<u>600%</u>	<u>900%</u>			
JB, JI, JD, J and JA . . . . .		5.5	4.6	3.8	2.6	2.1			

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

## 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 3 Classes also will be affected by the payment priorities governing the related underlying REMIC and RCR certificates.* If you invest in any Group 3 Class, the rate at which you receive payments will be affected by the priority sequences governing principal payments on the related underlying REMIC and RCR certificates.

You may obtain additional information about the underlying REMIC and RCR certificates by reviewing their current class factors in light of other information available in the Underlying REMIC Disclosure Document. You may obtain that document from us as described on page S-3.

*“Jumbo-conforming” and “high-balance” mortgage loans, which have original principal balances that exceed our traditional conforming loan limits, may prepay at different rates than conforming balance mortgage loans generally.* The pools underlying the Group 5 MBS have

been designated as pools that include “jumbo-conforming” or “high-balance” mortgage loans. There is limited historical performance data regarding prepayment rates for jumbo-conforming and high-balance mortgage loans. If prevailing mortgage rates decline, borrowers with jumbo-conforming and high-balance mortgage loans may be more likely to refinance their mortgage loans than borrowers with conforming balance loans. This is because a relatively small reduction in the interest rate of a jumbo-conforming and high-balance mortgage loan can have a greater impact on the borrower’s monthly payment than a similar interest rate change for a conforming balance loan.

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

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

As a result of these factors, the Group 5 Classes may receive payments of principal more quickly or more slowly than expected and the weighted average lives and yields of those Classes may be affected, perhaps significantly.

## DESCRIPTION OF THE CERTIFICATES

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



## General

**Structure.** We will create the Fannie Mae REMIC Trust specified on the cover of this prospectus supplement (the “Trust”) pursuant to a trust agreement dated as of May 1, 2010 and a supplement thereto dated as of October 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:

- five groups of Fannie Mae Guaranteed Mortgage Pass-Through Certificates (the “Group 1 MBS,” “Group 2 MBS,” “Group 4 MBS,” “Group 5 MBS” and “Group 6 MBS,” and together, the “Trust MBS”), and
- certain previously issued REMIC and RCR certificates (the “Group 3 Underlying REMIC and RCR Certificates”) issued from the related Fannie Mae REMIC trust (the “Underlying REMIC Trust”) as further described in Exhibit A.

The Group 3 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, the “MBS”).

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

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

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

<b>REMIC Designation</b>	<b>Assets</b>	<b>Regular Interests</b>	<b>Residual Interest</b>
Lower Tier REMIC . . . . .	Trust MBS and Group 3 Underlying REMIC and RCR Certificates	Interests in the Lower Tier REMIC other than the RL Class (the “Lower Tier Regular Interests”)	RL
Upper Tier REMIC . . . . .	Lower Tier Regular Interests	All Classes of REMIC Certificates other than the R and RL Classes	R

**Fannie Mae Guaranty.** For a description of our guaranties of the Certificates, the MBS and the Group 3 Underlying REMIC and RCR Certificates, see the applicable discussions appearing under the heading “Fannie Mae Guaranty” in the REMIC Prospectus, the MBS Prospectus and the Underlying REMIC Disclosure Document. Our guaranties are not backed by the full faith and credit of the United States.



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

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

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

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

## **The Trust MBS**

The Trust MBS provide that principal and interest on the related Mortgage Loans are passed through monthly. The Mortgage Loans underlying the Trust MBS are conventional, fixed-rate, fully-amortizing mortgage loans secured by first mortgages or deeds of trust on single-family residential properties. These Mortgage Loans have original maturities of up to 10 years in the case of the Group 1 MBS, Group 4 MBS and Group 6 MBS, up to 15 years in the case of the Group 2 MBS, and up to 30 years in the case of the Group 5 MBS.

In addition, the pools of mortgage loans underlying the Group 5 MBS have been designated as pools that include “jumbo-conforming” or “high balance” mortgage loans as described further under “The Mortgage Loans—Special Feature Mortgage Loans—*Loans with Original Principal Balance that Exceed our Traditional Conforming Loan Limits*” in the MBS Prospectus dated June 1, 2009. For additional information about the pools underlying the Group 5 MBS, see the Final Data Statement for the related trusts and the related prospectus supplement for each MBS. See also “Additional Risk Factors—*“Jumbo-conforming” and “high-balance” mortgage loans, which have original principal balances that exceed our traditional conforming loan limits, may prepay at different rates than conforming balance mortgage loans generally*” in this prospectus supplement.

For additional information, see “Summary—Group 1, Group 2, Group 4, Group 5 and Group 6—Characteristics of the Trust MBS” and “—Assumed Characteristics of the Underlying Mortgage Loans” in this prospectus supplement and “The Mortgage Pools” and “Yield, Maturity, and Prepayment Considerations” in the MBS Prospectus.

## **The Group 3 Underlying REMIC and RCR Certificates**

The Group 3 Underlying REMIC and RCR Certificates represent beneficial ownership interests in the Underlying REMIC Trust. The assets of that trust consist of MBS (or beneficial ownership interests in MBS) having the general characteristics set forth in the MBS Prospectus. Each MBS evidences beneficial ownership interests in a pool of conventional, fixed-rate, fully-amortizing mortgage loans secured by first mortgages or deeds of trust on single-family residential properties, as described under “The Mortgage Pools” and “Yield, Maturity, and Prepayment Considerations” in the MBS Prospectus.

Distributions on the Group 3 Underlying REMIC and RCR Certificates will be passed through monthly, beginning in the month after we issue the Certificates. The general characteristics of the Group 3 Underlying REMIC and RCR Certificates are described in the Underlying REMIC Disclosure Document. See Exhibit A for certain additional information about the Group 3 Underlying REMIC and RCR Certificates. Exhibit A is provided in lieu of a Final Data Statement with respect to the Group 3 Underlying REMIC and RCR Certificates.

For further information about the Group 3 Underlying REMIC and RCR Certificates telephone us at 1-800-237-8627. Additional information about the Group 3 Underlying REMIC and RCR Certificates is also available at <http://sls.fanniemae.com/slsSearch/Home.do>. There may have been material changes in facts and circumstances since the date we prepared the Underlying REMIC Disclosure Document. These may include changes in prepayment speeds, prevailing interest rates and other economic factors. As a result, the usefulness of the information set forth in that document may be limited.

## Distributions of Interest

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

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

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

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

*Accrual Classes.* The MZ and HZ Classes are Accrual Classes. Interest will accrue on the Accrual Classes at the applicable annual rates specified on the cover of this prospectus supplement. However, we will not pay any interest on the Accrual Classes. Instead, interest accrued on 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.

## Distributions of Principal

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

- *Group 1*

The Group 1 Principal Distribution Amount to AE and AD, pro rata, until retired. } **Pass-Through Classes**

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

- *Group 2*

The Group 2 Principal Distribution Amount in the following priority:

1. To PL to its Planned Balance. } **PAC Class**
2. To PB until retired. } **Support Class**
3. To PL until retired. } **PAC Class**

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

- *Group 3*

The MZ Accrual Amount to MA until retired, and thereafter to MZ.

} Accretion  
Directed  
Class and  
Accrual Class

The Group 3 Cash Flow Distribution Amount to MA and MZ, in that order, until retired.

} Structured  
Collateral/  
Sequential  
Pay Classes

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

The “Group 3 Cash Flow Distribution Amount” is the principal then paid on the Group 3 Underlying REMIC and RCR Certificates.

- *Group 4*

The Group 4 Principal Distribution Amount to LA until retired.

} Pass-Through  
Class

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

- *Group 5*

The HZ Accrual Amount to HA until retired, and thereafter to HZ.

} Accretion  
Directed  
Class and  
Accrual Class

The Group 5 Cash Flow Distribution Amount to HA and HZ, in that order, until retired.

} Sequential  
Pay Classes

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

The “Group 5 Cash Flow Distribution Amount” is the principal then paid on the Group 5 MBS.

- *Group 6*

The Group 6 Principal Distribution Amount to JB until retired.

} Pass-Through  
Class

The “Group 6 Principal Distribution Amount” is the principal then paid on the Group 6 MBS

## **Structuring Assumptions**

*Pricing Assumptions.* Except where otherwise noted, the information in the tables in this prospectus supplement has been prepared based on the actual characteristics of each pool of Mortgage Loans backing the Group 3 Underlying REMIC and RCR Certificates, the priority sequences governing principal payments on the Group 3 Underlying REMIC and 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 1, Group 2, Group 4, Group 5 and Group 6—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 October 29, 2010; and
- each Distribution Date occurs on the 25th day of a month.

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

*Principal Balance Schedule.* The Principal Balance Schedule is set forth beginning on page B-1 of this prospectus supplement. The Principal Balance Schedule was prepared based on the Pricing Assumptions and the assumption that the related Mortgage Loans prepay at a *constant* rate within the “Structuring Range” specified in the chart below. The “Effective Range” for the applicable Class is the range of prepayment rates (measured by *constant* PSA rates) that would reduce that Class to its scheduled balance each month based on the Pricing Assumptions.

<u>Class</u>	<u>Structuring Range</u>	<u>Initial Effective Range</u>
PL Class Planned Balances	Between 100% and 250% PSA	Between 100% and 250% PSA

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

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

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

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. **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, 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 until maturity, or
- all of the Mortgage Loans will prepay at the same rate.

**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>
IO .....	492%
PI .....	563%
LI .....	524%
JI .....	443%
MI .....	306%
IL .....	524%

**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>
IO .....	10.0000%
PI .....	12.0000%
LI .....	9.6875%
JI .....	10.5000%
MI .....	12.0000%
IL .....	9.6875%

\* 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 IO Class to Prepayments

	<u>PSA Prepayment Assumption</u>				
	<u>50%</u>	<u>100%</u>	<u>258%</u>	<u>600%</u>	<u>900%</u>
Pre-Tax Yields to Maturity . . .	19.3%	17.2%	10.4%	(5.0)%	(19.3)%

#### Sensitivity of the PI Class to Prepayments

	<u>PSA Prepayment Assumption</u>						
	<u>50%</u>	<u>100%</u>	<u>200%</u>	<u>250%</u>	<u>400%</u>	<u>800%</u>	<u>1200%</u>
Pre-Tax Yields to Maturity . . .	16.0%	13.1%	13.1%	13.1%	7.4%	(11.5)%	(32.2)%

#### Sensitivity of the LI Class to Prepayments

	<u>PSA Prepayment Assumption</u>				
	<u>50%</u>	<u>100%</u>	<u>258%</u>	<u>600%</u>	<u>900%</u>
Pre-Tax Yields to Maturity . . .	20.7%	18.6%	11.8%	(3.5)%	(17.8)%

#### Sensitivity of the JI Class to Prepayments

	<u>PSA Prepayment Assumption</u>				
	<u>50%</u>	<u>100%</u>	<u>250%</u>	<u>600%</u>	<u>900%</u>
Pre-Tax Yields to Maturity . . .	17.1%	15.0%	8.6%	(7.2)%	(21.7)%

#### Sensitivity of the MI Class to Prepayments

	<u>PSA Prepayment Assumption</u>								
	<u>50%</u>	<u>100%</u>	<u>250%</u>	<u>430%</u>	<u>800%</u>	<u>1200%</u>	<u>1600%</u>	<u>2000%</u>	<u>2400%</u>
Pre-Tax Yields to Maturity . . .	35.0%	29.5%	9.1%	(21.9)%	(94.1)%	*	*	*	*

## Sensitivity of the IL Class to Prepayments

	PSA Prepayment Assumption				
	50%	100%	258%	600%	900%
Pre-Tax Yields to Maturity . . .	20.7%	18.6%	11.8%	(3.5)%	(17.8)%

### Weighted Average Lives of the Certificates

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

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

- the timing of changes in the rate of principal distributions,
- the priority sequences of distributions of principal of the Group 2 Classes, Group 3 Classes and Group 5 Classes, and
- in the case of the Group 3 Classes, the priority sequences affecting principal payments on the Group 3 Underlying REMIC and RCR Certificates.

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

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

### Decrement Tables

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

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

<u>Mortgage Loans Backing Trust Assets Specified Below</u>	<u>Original Terms to Maturity</u>	<u>Remaining Terms to Maturity</u>	<u>Interest Rates</u>
Group 1 MBS	120 months	120 months	6.00%
Group 2 MBS	180 months	180 months	6.00%
Group 3 Underlying REMIC and RCR Certificates	360 months	354 months	7.50%
Group 4 MBS	120 months	120 months	6.00%
Group 5 MBS	360 months	360 months	6.50%
Group 6 MBS	120 months	120 months	6.00%

It is unlikely that all of the Mortgage Loans will have the loan ages, interest rates and 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

AE, AD and IO† Classes					
Date	PSA Prepayment Assumption				
	0%	100%	258%	600%	900%
Initial Percent . . . . .	100	100	100	100	100
October 2011 . . . . .	92	90	88	83	79
October 2012 . . . . .	84	78	72	58	46
October 2013 . . . . .	76	66	54	33	20
October 2014 . . . . .	67	54	40	19	8
October 2015 . . . . .	57	43	29	10	3
October 2016 . . . . .	47	33	20	5	1
October 2017 . . . . .	36	23	13	3	*
October 2018 . . . . .	25	15	7	1	*
October 2019 . . . . .	13	7	3	*	*
October 2020 . . . . .	0	0	0	0	0
Weighted Average Life (years)** . . . . .	5.5	4.6	3.8	2.6	2.1

  

PL and PI† Classes							
Date	PSA Prepayment Assumption						
	0%	100%	200%	250%	400%	800%	1200%
Initial Percent . . . . .	100	100	100	100	100	100	100
October 2011 . . . . .	95	92	92	92	92	92	92
October 2012 . . . . .	89	81	81	81	81	67	47
October 2013 . . . . .	83	69	69	69	63	33	13
October 2014 . . . . .	77	58	58	58	45	16	3
October 2015 . . . . .	70	47	47	47	32	8	1
October 2016 . . . . .	63	37	37	37	22	4	*
October 2017 . . . . .	56	29	29	29	15	2	*
October 2018 . . . . .	48	22	22	22	10	1	*
October 2019 . . . . .	39	16	16	16	7	*	*
October 2020 . . . . .	30	12	12	12	4	*	*
October 2021 . . . . .	21	8	8	8	3	*	*
October 2022 . . . . .	11	5	5	5	2	*	*
October 2023 . . . . .	3	3	3	3	1	*	*
October 2024 . . . . .	1	1	1	1	*	*	*
October 2025 . . . . .	0	0	0	0	0	0	0
Weighted Average Life (years)** . . . . .	7.4	5.3	5.3	5.3	4.3	2.8	2.1

  

PB Class							
Date	PSA Prepayment Assumption						
	0%	100%	200%	250%	400%	800%	1200%
Initial Percent . . . . .	100	100	100	100	100	100	100
October 2011 . . . . .	100	100	92	89	77	47	15
October 2012 . . . . .	100	100	75	63	27	0	0
October 2013 . . . . .	100	100	55	34	0	0	0
October 2014 . . . . .	100	100	41	14	0	0	0
October 2015 . . . . .	100	100	33	4	0	0	0
October 2016 . . . . .	100	100	29	*	0	0	0
October 2017 . . . . .	100	98	27	*	0	0	0
October 2018 . . . . .	100	92	25	*	0	0	0
October 2019 . . . . .	100	83	21	*	0	0	0
October 2020 . . . . .	100	71	18	*	0	0	0
October 2021 . . . . .	100	58	14	*	0	0	0
October 2022 . . . . .	100	44	10	*	0	0	0
October 2023 . . . . .	88	29	6	*	0	0	0
October 2024 . . . . .	46	14	3	*	0	0	0
October 2025 . . . . .	0	0	0	0	0	0	0
Weighted Average Life (years)** . . . . .	13.9	11.4	5.0	2.6	1.5	0.9	0.7

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

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

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

Date	MA, MD, ME and MI† Classes									MZ Class								
	PSA Prepayment Assumption									PSA Prepayment Assumption								
	0%	100%	250%	430%	800%	1200%	1600%	2000%	2400%	0%	100%	250%	430%	800%	1200%	1600%	2000%	2400%
Initial Percent . . . . .	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
October 2011 . . . . .	99	90	78	64	36	5	0	0	0	105	105	105	105	105	105	0	0	0
October 2012 . . . . .	97	80	60	38	3	0	0	0	0	109	109	109	109	109	0	0	0	0
October 2013 . . . . .	96	70	44	19	0	0	0	0	0	114	114	114	114	0	0	0	0	0
October 2014 . . . . .	94	62	31	5	0	0	0	0	0	120	120	120	120	0	0	0	0	0
October 2015 . . . . .	92	54	20	0	0	0	0	0	0	125	125	125	15	0	0	0	0	0
October 2016 . . . . .	90	46	11	0	0	0	0	0	0	131	131	131	0	0	0	0	0	0
October 2017 . . . . .	88	39	3	0	0	0	0	0	0	137	137	137	0	0	0	0	0	0
October 2018 . . . . .	86	32	0	0	0	0	0	0	0	143	143	54	0	0	0	0	0	0
October 2019 . . . . .	84	26	0	0	0	0	0	0	0	150	150	0	0	0	0	0	0	0
October 2020 . . . . .	81	20	0	0	0	0	0	0	0	157	157	0	0	0	0	0	0	0
October 2021 . . . . .	78	14	0	0	0	0	0	0	0	164	164	0	0	0	0	0	0	0
October 2022 . . . . .	75	9	0	0	0	0	0	0	0	171	171	0	0	0	0	0	0	0
October 2023 . . . . .	72	4	0	0	0	0	0	0	0	179	179	0	0	0	0	0	0	0
October 2024 . . . . .	69	0	0	0	0	0	0	0	0	188	149	0	0	0	0	0	0	0
October 2025 . . . . .	65	0	0	0	0	0	0	0	0	196	10	0	0	0	0	0	0	0
October 2026 . . . . .	61	0	0	0	0	0	0	0	0	205	0	0	0	0	0	0	0	0
October 2027 . . . . .	57	0	0	0	0	0	0	0	0	215	0	0	0	0	0	0	0	0
October 2028 . . . . .	52	0	0	0	0	0	0	0	0	224	0	0	0	0	0	0	0	0
October 2029 . . . . .	47	0	0	0	0	0	0	0	0	235	0	0	0	0	0	0	0	0
October 2030 . . . . .	42	0	0	0	0	0	0	0	0	246	0	0	0	0	0	0	0	0
October 2031 . . . . .	36	0	0	0	0	0	0	0	0	257	0	0	0	0	0	0	0	0
October 2032 . . . . .	30	0	0	0	0	0	0	0	0	269	0	0	0	0	0	0	0	0
October 2033 . . . . .	23	0	0	0	0	0	0	0	0	281	0	0	0	0	0	0	0	0
October 2034 . . . . .	16	0	0	0	0	0	0	0	0	294	0	0	0	0	0	0	0	0
October 2035 . . . . .	8	0	0	0	0	0	0	0	0	307	0	0	0	0	0	0	0	0
October 2036 . . . . .	0	0	0	0	0	0	0	0	0	287	0	0	0	0	0	0	0	0
October 2037 . . . . .	0	0	0	0	0	0	0	0	0	3	0	0	0	0	0	0	0	0
October 2038 . . . . .	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
October 2039 . . . . .	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
October 2040 . . . . .	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average																		
Life (years)** . . . . .	16.9	6.0	3.0	1.8	0.9	0.5	0.2	0.1	0.1	26.4	14.3	7.9	4.8	2.3	1.2	0.5	0.1	0.1

Date	LA, LI†, LB and IL† Classes				
	PSA Prepayment Assumption				
	0%	100%	258%	600%	900%
Initial Percent . . . . .	100	100	100	100	100
October 2011 . . . . .	92	90	88	83	79
October 2012 . . . . .	84	78	72	58	46
October 2013 . . . . .	76	66	54	33	20
October 2014 . . . . .	67	54	40	19	8
October 2015 . . . . .	57	43	29	10	3
October 2016 . . . . .	47	33	20	5	1
October 2017 . . . . .	36	23	13	3	*
October 2018 . . . . .	25	15	7	1	*
October 2019 . . . . .	13	7	3	*	*
October 2020 . . . . .	0	0	0	0	0
Weighted Average					
Life (years)** . . . . .	5.5	4.6	3.8	2.6	2.1

\* 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	HA Class						HZ Class					
	PSA Prepayment Assumption						PSA Prepayment Assumption					
	0%	100%	250%	400%	600%	900%	0%	100%	250%	400%	600%	900%
Initial Percent . . . . .	100	100	100	100	100	100	100	100	100	100	100	100
October 2011 . . . . .	98	96	93	90	87	81	104	104	104	104	104	104
October 2012 . . . . .	97	89	80	72	61	45	108	108	108	108	108	108
October 2013 . . . . .	95	81	65	50	34	14	113	113	113	113	113	113
October 2014 . . . . .	93	73	51	34	16	0	117	117	117	117	117	108
October 2015 . . . . .	90	66	40	21	5	0	122	122	122	122	122	48
October 2016 . . . . .	88	59	30	12	0	0	127	127	127	127	103	22
October 2017 . . . . .	86	52	22	5	0	0	132	132	132	132	64	10
October 2018 . . . . .	83	46	15	0	0	0	138	138	138	129	40	4
October 2019 . . . . .	81	40	10	0	0	0	143	143	143	95	25	2
October 2020 . . . . .	78	35	4	0	0	0	149	149	149	70	15	1
October 2021 . . . . .	75	29	*	0	0	0	155	155	155	52	10	*
October 2022 . . . . .	71	24	0	0	0	0	161	161	128	38	6	*
October 2023 . . . . .	68	20	0	0	0	0	168	168	105	28	4	*
October 2024 . . . . .	64	15	0	0	0	0	175	175	85	20	2	*
October 2025 . . . . .	61	11	0	0	0	0	182	182	69	15	1	*
October 2026 . . . . .	56	7	0	0	0	0	189	189	56	11	1	*
October 2027 . . . . .	52	3	0	0	0	0	197	197	45	8	1	*
October 2028 . . . . .	47	0	0	0	0	0	205	198	36	5	*	*
October 2029 . . . . .	43	0	0	0	0	0	214	174	29	4	*	*
October 2030 . . . . .	37	0	0	0	0	0	222	151	23	3	*	*
October 2031 . . . . .	32	0	0	0	0	0	231	131	18	2	*	*
October 2032 . . . . .	26	0	0	0	0	0	241	111	14	1	*	*
October 2033 . . . . .	20	0	0	0	0	0	251	93	10	1	*	*
October 2034 . . . . .	13	0	0	0	0	0	261	76	8	1	*	*
October 2035 . . . . .	6	0	0	0	0	0	271	61	5	*	*	*
October 2036 . . . . .	0	0	0	0	0	0	269	46	4	*	*	0
October 2037 . . . . .	0	0	0	0	0	0	208	33	2	*	*	0
October 2038 . . . . .	0	0	0	0	0	0	143	20	1	*	*	0
October 2039 . . . . .	0	0	0	0	0	0	74	9	1	*	*	0
October 2040 . . . . .	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average												
Life (years)** . . . . .	16.1	8.0	4.6	3.4	2.5	1.9	28.0	23.0	15.6	11.1	7.7	5.2

Date	JB, JI†, JD, J and JA Classes				
	PSA Prepayment Assumption				
	0%	100%	250%	600%	900%
Initial Percent . . . . .	100	100	100	100	100
October 2011 . . . . .	92	90	88	83	79
October 2012 . . . . .	84	78	72	58	46
October 2013 . . . . .	76	66	55	33	19
October 2014 . . . . .	67	54	41	19	8
October 2015 . . . . .	57	43	29	10	3
October 2016 . . . . .	47	33	20	5	1
October 2017 . . . . .	36	23	13	3	*
October 2018 . . . . .	25	15	7	1	*
October 2019 . . . . .	13	7	3	*	*
October 2020 . . . . .	0	0	0	0	0
Weighted Average					
Life (years)** . . . . .	5.5	4.6	3.8	2.6	2.1

\* 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.

## **Characteristics of the Residual Classes**

A Residual Certificate will be subject to certain transfer restrictions. See “Description of the Certificates—The Certificates—*Special Characteristics of the Residual Certificates*” and “Material Federal Income Tax Consequences—Taxation of Beneficial Owners of Residual Certificates” in the REMIC Prospectus.

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

## **CERTAIN ADDITIONAL FEDERAL INCOME TAX CONSEQUENCES**

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

### **U.S. Treasury Circular 230 Notice**

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

### **REMIC Elections and Special Tax Attributes**

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

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

The Notional Classes and the Accrual Classes will be issued with original issue discount (“OID”), and certain other Classes of REMIC Certificates may be issued with OID. If a Class is issued with OID, a beneficial owner of a Certificate of that Class generally must recognize some taxable income in advance of the receipt of the cash attributable to that income. See “Material Federal Income Tax

Consequences—Taxation of Beneficial Owners of Regular Certificates—*Treatment of Original Issue Discount*” in the REMIC Prospectus. In addition, certain Classes of REMIC Certificates may be treated as having been issued at a premium. See “Material Federal Income Tax Consequences—Taxation of Beneficial Owners of Regular Certificates—*Regular Certificates Purchased at a Premium*” in the REMIC Prospectus.

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

<u>Group</u>	<u>Prepayment Assumption</u>
1	258% PSA
2	200% PSA
3	430% PSA
4	258% PSA
5	250% PSA
6	250% PSA

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

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

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

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

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

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

### **PLAN OF DISTRIBUTION**

We are obligated to deliver the Certificates to UBS Securities LLC (the “Dealer”) in exchange for the Trust MBS and the Group 3 Underlying REMIC and RCR Certificates. The Dealer proposes to offer the Certificates directly to the public from time to time in negotiated transactions at varying prices to be determined at the time of sale. The Dealer may effect these transactions to or through other dealers.

### **LEGAL MATTERS**

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

## Group 3 Underlying REMIC and RCR Certificates

Underlying REMIC Trust	Class	Date of Issue	CUSIP Number	Interest Rate	Interest Type(1)	Final Distribution Date	Principal Type(1)	Original Principal Balance of Class	October 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	EA	April 2010	31398PX87	4.5%	FIX	April 2038	SEQ	\$254,296,000	0.85354669	\$38,495,686.78	5.545%	275	75
2010-039	TA	April 2010	31398PF40	4.5	FIX	October 2037	SEQ	119,889,000	0.81113128	81,388,101.50	5.642	291	62

(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.



## 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								
MA	\$117,922,706	MD	\$117,922,706	SC/SEQ/AD	3.50%	FIX	31398SJR5	April 2038
		MI	23,584,541(3)	NTL	5.00	FIX/IO	31398SJT1	April 2038
Recombination 2								
MA	117,922,706	ME	117,922,706	SC/SEQ/AD	4.00	FIX	31398SJS3	April 2038
		MI	11,792,270(3)	NTL	5.00	FIX/IO	31398SJT1	April 2038
Recombination 3								
LA	162,429,270	LB	162,429,270	PT	1.75	FIX	31398SJU8	November 2020
		IL	11,602,091(3)	NTL	3.50	FIX/IO	31398SJV6	November 2020
Recombination 4								
JB	38,891,027	JD	38,891,027	PT	2.00	FIX	31398SJV4	November 2020
JI	5,555,861(3)							
Recombination 5								
JB	38,891,027	J	38,891,027	PT	3.00	FIX	31398SJJ2	November 2020
JI	16,667,583(3)							
Recombination 6								
JB	38,891,027	JA	38,891,027	PT	3.50	FIX	31398SJJ0	November 2020
JI	22,223,444(3)							

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

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

(3) Notional balances. These Classes are Interest Only Classes. See page S-5 for a description of how their notional balances are calculated.

## Principal Balance Schedule

### *PL Class Planned Balances*

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
Initial Balance . . . . .	\$20,251,000.00	February 2015 . . . . .	\$10,994,652.23	June 2019 . . . . .	\$ 3,625,679.27
November 2010 . . . . .	20,139,926.09	March 2015 . . . . .	10,814,141.59	July 2019 . . . . .	3,534,761.36
December 2010 . . . . .	20,024,435.54	April 2015 . . . . .	10,634,745.29	August 2019 . . . . .	3,445,496.45
January 2011 . . . . .	19,904,577.40	May 2015 . . . . .	10,456,457.24	September 2019 . . . . .	3,357,857.89
February 2011 . . . . .	19,780,403.11	June 2015 . . . . .	10,279,271.42	October 2019 . . . . .	3,271,819.48
March 2011 . . . . .	19,651,966.53	July 2015 . . . . .	10,103,181.79	November 2019 . . . . .	3,187,355.39
April 2011 . . . . .	19,519,323.87	August 2015 . . . . .	9,928,182.37	December 2019 . . . . .	3,104,440.19
May 2011 . . . . .	19,382,533.65	September 2015 . . . . .	9,754,267.22	January 2020 . . . . .	3,023,048.83
June 2011 . . . . .	19,241,656.67	October 2015 . . . . .	9,581,430.41	February 2020 . . . . .	2,943,156.64
July 2011 . . . . .	19,096,755.98	November 2015 . . . . .	9,409,666.05	March 2020 . . . . .	2,864,739.33
August 2011 . . . . .	18,947,896.80	December 2015 . . . . .	9,238,968.29	April 2020 . . . . .	2,787,772.98
September 2011 . . . . .	18,795,146.49	January 2016 . . . . .	9,069,331.30	May 2020 . . . . .	2,712,234.03
October 2011 . . . . .	18,638,574.52	February 2016 . . . . .	8,900,749.27	June 2020 . . . . .	2,638,099.27
November 2011 . . . . .	18,478,252.37	March 2016 . . . . .	8,733,216.45	July 2020 . . . . .	2,565,345.86
December 2011 . . . . .	18,314,253.54	April 2016 . . . . .	8,566,727.09	August 2020 . . . . .	2,493,951.30
January 2012 . . . . .	18,146,653.44	May 2016 . . . . .	8,401,275.50	September 2020 . . . . .	2,423,893.42
February 2012 . . . . .	17,975,529.35	June 2016 . . . . .	8,236,855.99	October 2020 . . . . .	2,355,150.40
March 2012 . . . . .	17,800,960.39	July 2016 . . . . .	8,073,462.91	November 2020 . . . . .	2,287,700.77
April 2012 . . . . .	17,623,027.40	August 2016 . . . . .	7,911,090.66	December 2020 . . . . .	2,221,523.35
May 2012 . . . . .	17,441,812.93	September 2016 . . . . .	7,749,733.63	January 2021 . . . . .	2,156,597.31
June 2012 . . . . .	17,257,401.17	October 2016 . . . . .	7,589,386.29	February 2021 . . . . .	2,092,902.14
July 2012 . . . . .	17,069,877.85	November 2016 . . . . .	7,430,043.09	March 2021 . . . . .	2,030,417.61
August 2012 . . . . .	16,879,330.20	December 2016 . . . . .	7,272,176.85	April 2021 . . . . .	1,969,123.85
September 2012 . . . . .	16,685,846.90	January 2017 . . . . .	7,117,025.13	May 2021 . . . . .	1,909,001.25
October 2012 . . . . .	16,489,517.96	February 2017 . . . . .	6,964,545.39	June 2021 . . . . .	1,850,030.53
November 2012 . . . . .	16,290,434.70	March 2017 . . . . .	6,814,695.71	July 2021 . . . . .	1,792,192.69
December 2012 . . . . .	16,088,689.63	April 2017 . . . . .	6,667,434.81	August 2021 . . . . .	1,735,469.02
January 2013 . . . . .	15,884,376.43	May 2017 . . . . .	6,522,722.01	September 2021 . . . . .	1,679,841.11
February 2013 . . . . .	15,677,589.83	June 2017 . . . . .	6,380,517.26	October 2021 . . . . .	1,625,290.82
March 2013 . . . . .	15,468,425.57	July 2017 . . . . .	6,240,781.08	November 2021 . . . . .	1,571,800.30
April 2013 . . . . .	15,260,531.55	August 2017 . . . . .	6,103,474.60	December 2021 . . . . .	1,519,351.95
May 2013 . . . . .	15,053,900.87	September 2017 . . . . .	5,968,559.51	January 2022 . . . . .	1,467,928.48
June 2013 . . . . .	14,848,526.68	October 2017 . . . . .	5,835,998.11	February 2022 . . . . .	1,417,512.83
July 2013 . . . . .	14,644,402.15	November 2017 . . . . .	5,705,753.22	March 2022 . . . . .	1,368,088.22
August 2013 . . . . .	14,441,520.49	December 2017 . . . . .	5,577,788.25	April 2022 . . . . .	1,319,638.14
September 2013 . . . . .	14,239,874.94	January 2018 . . . . .	5,452,067.13	May 2022 . . . . .	1,272,146.30
October 2013 . . . . .	14,039,458.80	February 2018 . . . . .	5,328,554.35	June 2022 . . . . .	1,225,596.69
November 2013 . . . . .	13,840,265.38	March 2018 . . . . .	5,207,214.94	July 2022 . . . . .	1,179,973.54
December 2013 . . . . .	13,642,288.04	April 2018 . . . . .	5,088,014.42	August 2022 . . . . .	1,135,261.33
January 2014 . . . . .	13,445,520.15	May 2018 . . . . .	4,970,918.85	September 2022 . . . . .	1,091,444.77
February 2014 . . . . .	13,249,955.14	June 2018 . . . . .	4,855,894.81	October 2022 . . . . .	1,048,508.80
March 2014 . . . . .	13,055,586.48	July 2018 . . . . .	4,742,909.37	November 2022 . . . . .	1,006,438.61
April 2014 . . . . .	12,862,407.64	August 2018 . . . . .	4,631,930.07	December 2022 . . . . .	965,219.61
May 2014 . . . . .	12,670,412.16	September 2018 . . . . .	4,522,924.98	January 2023 . . . . .	924,837.45
June 2014 . . . . .	12,479,593.60	October 2018 . . . . .	4,415,862.64	February 2023 . . . . .	885,277.98
July 2014 . . . . .	12,289,945.54	November 2018 . . . . .	4,310,712.03	March 2023 . . . . .	846,527.28
August 2014 . . . . .	12,101,461.62	December 2018 . . . . .	4,207,442.64	April 2023 . . . . .	808,571.65
September 2014 . . . . .	11,914,135.50	January 2019 . . . . .	4,106,024.39	May 2023 . . . . .	771,397.61
October 2014 . . . . .	11,727,960.86	February 2019 . . . . .	4,006,427.67	June 2023 . . . . .	734,991.87
November 2014 . . . . .	11,542,931.44	March 2019 . . . . .	3,908,623.31	July 2023 . . . . .	699,341.36
December 2014 . . . . .	11,359,040.99	April 2019 . . . . .	3,812,582.58	August 2023 . . . . .	664,433.21
January 2015 . . . . .	11,176,283.31	May 2019 . . . . .	3,718,277.19	September 2023 . . . . .	630,254.75

***PL Class (Continued)***

<u>Distribution Date</u>		<u>Planned Balance</u>	<u>Distribution Date</u>		<u>Planned Balance</u>	<u>Distribution Date</u>		<u>Planned Balance</u>
October 2023 . . . . .	\$	596,793.52	July 2024 . . . . .	\$	325,954.15	April 2025 . . . . .	\$	104,030.06
November 2023 . . . . .		564,037.24	August 2024 . . . . .		299,020.76	May 2025 . . . . .		82,069.37
December 2023 . . . . .		531,973.83	September 2024 . . . . .		272,679.67	June 2025 . . . . .		60,613.80
January 2024 . . . . .		500,591.38	October 2024 . . . . .		246,920.56	July 2025 . . . . .		39,654.41
February 2024 . . . . .		469,878.20	November 2024 . . . . .		221,733.27	August 2025 . . . . .		19,182.42
March 2024 . . . . .		439,822.75	December 2024 . . . . .		197,107.83	September 2025 and thereafter . . . . .		0.00
April 2024 . . . . .		410,413.71	January 2025 . . . . .		173,034.38			
May 2024 . . . . .		381,639.89	February 2025 . . . . .		149,503.27			
June 2024 . . . . .		353,490.31	March 2025 . . . . .		126,504.95			

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

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

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**\$582,184,733**



**Guaranteed REMIC  
Pass-Through Certificates  
Fannie Mae REMIC Trust 2010-128**

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## PROSPECTUS SUPPLEMENT

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**UBS Investment Bank**

**October 25, 2010**

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