

**\$1,781,728,871**



**FannieMae®**

**Guaranteed REMIC Pass-Through Certificates  
Fannie Mae REMIC Trust 2010-141**

**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.

<i>Class</i>	<i>Group</i>	<i>Original Class Balance</i>	<i>Principal Type(1)</i>	<i>Interest Rate</i>	<i>Interest Type(1)</i>	<i>CUSIP Number</i>	<i>Final Distribution Date</i>
A . . . . .	1	\$ 93,938,778	SEQ	4.0%	FIX	31398SXG3	July 2038
AL . . . . .	1	22,035,000	SEQ	4.0	FIX	31398SXH1	December 2040
FA . . . . .	1	77,315,851	PT	(2)	FLT	31398SXJ7	December 2040
SA . . . . .	1	77,315,851(3)	NTL	(2)	INV/IO	31398SXX4	December 2040
CF(4) . . . . .	2	9,200,000	SUP	(2)	FLT	31398SXL2	December 2040
CS(4) . . . . .	2	4,600,000	SUP	(2)	INV	31398SXM0	December 2040
FB . . . . .	2	280,000,000	PT	(2)	FLT	31398SXN8	December 2040
MA(4) . . . . .	2	55,000,000	PAC	4.0	FIX	31398SXP3	October 2040
MN . . . . .	2	1,200,000	PAC	4.0	FIX	31398SXX1	December 2040
SB . . . . .	2	280,000,000(3)	NTL	(2)	INV/IO	31398SXR9	December 2040
AC(4) . . . . .	3	56,908,000	SUP	3.5	FIX	31398SXS7	December 2025
AP(4) . . . . .	3	10,584,000	PAC	3.5	FIX	31398SXT5	December 2025
PA(4) . . . . .	3	112,697,886	PAC	3.5	FIX	31398SXU2	July 2018
PB(4) . . . . .	3	58,986,936	PAC	3.5	FIX	31398SXX0	May 2021
PC(4) . . . . .	3	116,418,250	PAC	3.5	FIX	31398SXXW8	December 2025
GN . . . . .	4	11,000,000	SEQ	4.0	FIX	31398SXX6	December 2030
GT(4) . . . . .	4	149,500,000	AS	3.0	FIX	31398SXY4	May 2030
GU(4) . . . . .	4	38,000,000	NAS	3.0	FIX	31398SXZ1	May 2030
IA(4) . . . . .	4	9,500,000(3)	NTL	4.0	FIX/IO	31398SYA5	May 2030
IB(4) . . . . .	4	37,375,000(3)	NTL	4.0	FIX/IO	31398SYB3	May 2030

(Table continued on next page)

**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.

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 CA, MD, MI, MG, MJ, C, P, PE, PI, PG, PK, PL, IP, PM, PN, G, GA, GB, GC, GD, IC, GE, GH, GJ, GK, GL, GM, GQ, IO, L, LK, LI, LN and IL 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 Trust and its Assets**

The trust will own Fannie Mae MBS.

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

The dealer will offer the certificates (other than the PA, PB, PC and GN Classes) from time to time in negotiated transactions at varying prices. We expect the settlement date to be November 30, 2010. Fannie Mae initially will retain the PA, PB, PC and GN Classes. See “Plan of Distribution” in this prospectus supplement.

**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.



<i>Class</i>	<i>Group</i>	<i>Original Class Balance</i>	<i>Principal Type(1)</i>	<i>Interest Rate</i>	<i>Interest Type(1)</i>	<i>CUSIP Number</i>	<i>Final Distribution Date</i>
BA . . . . .	5	\$ 20,157,315	SEQ	4.0%	FIX	31398SYC1	January 2039
BL . . . . .	5	3,557,000	SEQ	4.0	FIX	31398SYD9	December 2040
FD . . . . .	5	47,428,629	PT	(2)	FLT	31398SYE7	December 2040
SD . . . . .	5	47,428,629(3)	NTL	(2)	INV/IO	31398SYF4	December 2040
LF(4) . . . . .	6	53,250,000	PAC/AD	(2)	FLT	31398SYG2	August 2038
LM(4) . . . . .	6	88,750,000	PAC/AD	3.0	FIX	31398SYH0	August 2038
LW . . . . .	6	30,075,000	PAC/AD	4.5	FIX	31398SYJ6	December 2040
LZ . . . . .	6	27,925,000	SUP	4.5	FIX/Z	31398SYK3	December 2040
LS(4) . . . . .	6	53,250,000(3)	NTL	(2)	INV/IO	31398SYL1	August 2038
DA . . . . .	7	78,590,076	SEQ	4.0	FIX	31398SYM9	December 2038
DF . . . . .	7	46,229,037	PT	(2)	FLT	31398SYN7	December 2040
DL . . . . .	7	13,868,000	SEQ	4.0	FIX	31398SY P2	December 2040
DS . . . . .	7	46,229,037(3)	NTL	(2)	INV/IO	31398SYQ0	December 2040
EF . . . . .	8	56,541,379	PT	(2)	FLT	31398SYR8	December 2040
ES . . . . .	8	56,541,379(3)	NTL	(2)	INV/IO	31398SYS6	December 2040
BE . . . . .	9	195,197,734	SEQ/AD	4.0	FIX	31398SYT4	August 2036
BZ . . . . .	9	22,775,000	SEQ	4.0	FIX/Z	31398SYU1	December 2040
R . . . . .		0	NPR	0	NPR	31398SYV9	December 2040
RL . . . . .		0	NPR	0	NPR	31398SYW7	December 2040

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

- (3) Notional balances. These classes are interest only classes. See page S-6 for a description of how their notional balances are calculated.  
(4) Exchangeable classes.

## TABLE OF CONTENTS

	<u>Page</u>		<u>Page</u>
<b>AVAILABLE INFORMATION</b> . . . . .	S- 3	<i>The Fixed Rate Interest Only</i>	
<b>SUMMARY</b> . . . . .	S- 4	<i>Classes</i> . . . . .	S-17
<b>ADDITIONAL RISK FACTORS</b> . . . .	S- 9	<i>The Inverse Floating Rate</i>	
<b>DESCRIPTION OF THE</b>		<i>Classes</i> . . . . .	S-19
<b>CERTIFICATES</b> . . . . .	S-10	WEIGHTED AVERAGE LIVES OF THE	
GENERAL . . . . .	S-10	CERTIFICATES . . . . .	S-21
<i>Structure</i> . . . . .	S-10	DECREMENT TABLES . . . . .	S-22
<i>Fannie Mae Guaranty</i> . . . . .	S-10	CHARACTERISTICS OF THE RESIDUAL	
<i>Characteristics of Certificates</i> . . . . .	S-10	CLASSES . . . . .	S-30
<i>Authorized Denominations</i> . . . . .	S-11	<b>CERTAIN ADDITIONAL FEDERAL</b>	
THE MBS . . . . .	S-11	<b>INCOME TAX CONSEQUENCES</b> . . .	S-30
DISTRIBUTIONS OF INTEREST . . . . .	S-12	U.S. TREASURY CIRCULAR 230 NOTICE . .	S-30
<i>General</i> . . . . .	S-12	REMIC ELECTIONS AND SPECIAL TAX	
<i>Delay Classes and No-Delay</i>		ATTRIBUTES . . . . .	S-30
<i>Classes</i> . . . . .	S-12	TAXATION OF BENEFICIAL OWNERS OF	
<i>Accrual Classes</i> . . . . .	S-12	REGULAR CERTIFICATES . . . . .	S-31
DISTRIBUTIONS OF PRINCIPAL . . . . .	S-12	TAXATION OF BENEFICIAL OWNERS OF	
STRUCTURING ASSUMPTIONS . . . . .	S-15	RESIDUAL CERTIFICATES . . . . .	S-31
<i>Pricing Assumptions</i> . . . . .	S-15	TAXATION OF BENEFICIAL OWNERS OF	
<i>Prepayment Assumptions</i> . . . . .	S-15	RCR CERTIFICATES . . . . .	S-32
<i>Principal Balance Schedules</i> . . . . .	S-15	<b>PLAN OF DISTRIBUTION</b> . . . . .	S-32
YIELD TABLES . . . . .	S-16	<b>LEGAL MATTERS</b> . . . . .	S-32
<i>General</i> . . . . .	S-16	<b>SCHEDULE 1</b> . . . . .	A- 1
		<b>PRINCIPAL BALANCE</b>	
		<b>SCHEDULES</b> . . . . .	B- 1

## AVAILABLE INFORMATION

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

- our Prospectus for Fannie Mae Guaranteed REMIC Pass-Through Certificates dated May 1, 2010 (the “REMIC Prospectus”);
- our Prospectus for Fannie Mae Guaranteed Pass-Through Certificates (Single-Family Residential Mortgage Loans) dated:
  - June 1, 2009, for all MBS issued on or after January 1, 2009,
  - April 1, 2008, for all MBS issued on or after June 1, 2007 and prior to January 1, 2009, or
  - January 1, 2006, for all other MBS(as applicable, the “MBS Prospectus”); and
- any information incorporated by reference in this prospectus supplement as discussed below and under the heading “Incorporation by Reference” in the REMIC Prospectus.

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

The MBS Prospectus is incorporated by reference in this prospectus supplement. This means that we are disclosing information in that document by referring you to it. That document is considered part of this prospectus supplement, so you should read this prospectus supplement, and any applicable supplements or amendments, together with that document.

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

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

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

You also can obtain copies of the REMIC Prospectus and the MBS Prospectus by writing or calling the dealer at:

RBS Securities Inc.  
Prospectus Department  
600 Washington Blvd.  
Stamford, Connecticut 06901  
(telephone 203-897-2318).

## SUMMARY

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

### Assets Underlying Each Group of Classes

<u>Group</u>	<u>Assets</u>
1	Group 1 MBS
2	Group 2 MBS
3	Group 3 MBS
4	Group 4 MBS
5	Group 5 MBS
6	Group 6 MBS
7	Group 7 MBS
8	Group 8 MBS
9	Group 9 MBS

### Group 1, Group 2, Group 3, Group 4, Group 5, Group 6, Group 7, Group 8 and Group 9

#### Characteristics of the MBS

	<u>Approximate Principal Balance</u>	<u>Pass- Through Rate</u>	<u>Range of Weighted Average Coupons or WACs (annual percentages)</u>	<u>Range of Weighted Average Remaining Terms to Maturity or WAMs (in months)</u>
Group 1 MBS	\$193,289,629	5.00%	5.25% to 7.50%	241 to 360
Group 2 MBS	\$350,000,000	6.00%	6.25% to 8.50%	241 to 360
Group 3 MBS	\$106,694,022	3.50%	3.75% to 6.00%	121 to 180
	\$248,901,050	3.50%	3.75% to 6.00%	121 to 180
Group 4 MBS	\$198,500,000	4.00%	4.25% to 6.50%	181 to 240
Group 5 MBS	\$ 71,142,944	5.00%	5.25% to 7.50%	241 to 360
Group 6 MBS	\$200,000,000	4.50%	4.75% to 7.00%	241 to 360
Group 7 MBS	\$138,687,113	4.50%	4.75% to 7.00%	241 to 360
Group 8 MBS	\$ 56,541,379	5.50%	5.75% to 8.00%	241 to 360
Group 9 MBS	\$217,972,734	4.00%	4.25% to 6.50%	241 to 360

### Assumed Characteristics of the Underlying Mortgage Loans

	<u>Principal Balance</u>	<u>Original Term to Maturity (in months)</u>	<u>Remaining Term to Maturity (in months)</u>	<u>Loan Age (in months)</u>	<u>Interest Rate</u>
Group 1 MBS	\$193,289,629	360	355	4	5.415%
Group 2 MBS	\$350,000,000	360	313	41	6.547%
Group 3 MBS	\$106,694,022	180	179	1	3.892%
	\$248,901,050	180	179	1	3.879%
Group 4 MBS	\$198,500,000	240	238	2	4.443%
Group 5 MBS	\$ 71,142,944	360	357	1	5.414%
Group 6 MBS	\$200,000,000	360	354	1	4.930%
Group 7 MBS	\$138,687,113	360	353	2	5.159%
Group 8 MBS	\$ 56,541,379	360	350	8	5.859%
Group 9 MBS	\$217,972,734	360	359	1	4.640%

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

#### Settlement Date

We expect to issue the certificates on November 30, 2010.

#### Distribution Dates

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

#### Record Date

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

#### Book-Entry and Physical Certificates

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

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

#### Exchanging Certificates Through Combination and Recombination

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

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

#### Interest Rates

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

During the initial interest accrual period, the 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 .....	0.756%	6.50%	0.50%	LIBOR + 50 basis points
SA .....	5.744%	6.00%	0.00%	6% – LIBOR
CF .....	1.255%	6.00%	1.00%	LIBOR + 100 basis points
CS .....	9.490%	10.00%	0.00%	10% – (2 × LIBOR)
FB .....	0.725%	6.50%	0.47%	LIBOR + 47 basis points
SB .....	5.775%	6.03%	0.00%	6.03% – LIBOR
FD .....	1.003%	5.50%	0.75%	LIBOR + 75 basis points
SD .....	4.497%	4.75%	0.00%	4.75% – LIBOR
LF .....	0.553%	7.00%	0.30%	LIBOR + 30 basis points
LS .....	6.447%	6.70%	0.00%	6.7% – LIBOR
DF .....	1.053%	5.50%	0.80%	LIBOR + 80 basis points
DS .....	4.447%	4.70%	0.00%	4.7% – LIBOR
EF .....	1.003%	5.50%	0.75%	LIBOR + 75 basis points
ES .....	4.497%	4.75%	0.00%	4.75% – LIBOR

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

## Notional Classes

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

<u>Class</u>	
SA .....	100% of the FA Class
SB .....	100% of the FB Class
IA .....	25% of the GU Class
IB .....	25% of the GT Class
SD .....	100% of the FD Class
LS .....	100% of the LF Class
DS .....	100% of the DF Class
ES .....	100% of the EF Class
MI .....	33.3333327273% of the MA Class
PI .....	42.8571428076% of the <i>sum</i> of the PA, PB and PC Classes
IP .....	42.8571421306% of the PB Class
IC .....	50% of the <i>sum</i> of the GT and GU Classes
IO .....	25% of the <i>sum</i> of the GT and GU Classes
LI .....	11.1111109859% of the LM Class
IL .....	42.2222218310% of the <i>sum</i> of the LF and LM Classes

## Distributions of Principal

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

# Weighted Average Lives (years)\*

Group 1 Classes	PSA Prepayment Assumption						
	0%	100%	350%	615%	900%	1250%	1800%
A .....	18.2	8.0	3.3	2.1	1.6	1.3	1.0
AL .....	28.8	23.4	11.2	6.5	4.4	3.1	1.9
FA and SA .....	20.2	10.9	4.8	3.0	2.2	1.6	1.2

Group 2 Classes	PSA Prepayment Assumption									
	0%	100%	170%	225%	300%	450%	750%	1100%	1400%	2000%
CF, CS and CA .....	28.9	20.7	15.1	8.2	1.7	0.6	0.3	0.1	0.1	0.1
FB and SB .....	20.8	9.8	7.2	5.8	4.5	3.0	1.7	0.9	0.6	0.1
MA, MD, MI, MG and MJ .....	18.6	6.8	4.9	4.9	4.9	3.4	1.9	1.1	0.6	0.1
MN .....	27.5	20.2	20.2	20.2	20.2	14.6	8.2	4.6	2.8	0.1

Group 3 Classes	PSA Prepayment Assumption							
	0%	100%	120%	200%	250%	400%	700%	1000%
AC .....	14.1	12.1	11.3	5.4	2.5	1.5	0.9	0.7
AP .....	12.9	7.9	2.8	2.8	2.8	2.0	1.4	1.2
PA .....	3.4	2.0	2.0	2.0	2.0	1.9	1.6	1.4
PB, PL, IP, PM and PN .....	7.7	4.7	4.7	4.7	4.7	3.7	2.6	2.2
PC .....	11.1	8.8	8.8	8.8	8.8	6.9	4.6	3.4
C .....	13.9	11.4	10.0	5.0	2.6	1.5	1.0	0.8
P, PE, PI, PG and PK .....	7.4	5.3	5.3	5.3	5.3	4.3	3.0	2.4

Group 4 Classes	PSA Prepayment Assumption					
	0%	100%	309%	475%	650%	900%
GN .....	19.7	18.8	14.5	10.9	8.3	5.9
GT, IB, G and GB .....	12.8	8.0	4.1	2.7	2.0	1.6
GU, IA, GA and GQ .....	7.1	5.7	5.0	4.9	4.8	3.6
GC, GD, IC, GE, GH, GJ, GK, GL, GM and IO .....	11.7	7.5	4.2	3.2	2.5	2.0

Group 5 Classes	PSA Prepayment Assumption						
	0%	100%	350%	615%	900%	1250%	1800%
BA .....	18.6	8.7	3.7	2.5	1.9	1.6	1.2
BL .....	29.1	24.6	12.2	7.3	4.9	3.5	2.2
FD and SD .....	20.2	11.1	5.0	3.2	2.4	1.9	1.4

Group 6 Classes	PSA Prepayment Assumption								
	0%	100%	200%	250%	300%	500%	700%	900%	1400%
LF, LM, LS, L, LK, LI, LN and IL . . . . .	13.0	5.9	4.4	4.4	4.4	3.2	2.5	2.1	1.6
LW . . . . .	22.7	14.7	13.8	13.8	13.8	8.8	6.4	4.9	3.1
LZ . . . . .	27.1	20.9	15.9	8.3	2.6	1.2	0.9	0.8	0.6

Group 7 Classes	PSA Prepayment Assumption						
	0%	100%	293%	450%	600%	900%	1400%
DA .....	18.3	8.5	4.1	3.0	2.4	1.8	1.4
DF and DS .....	19.9	10.9	5.6	4.0	3.2	2.3	1.6
DL .....	29.0	24.3	14.0	9.7	7.3	4.9	3.0



<u>Group 8 Classes</u>	<u>PSA Prepayment Assumption</u>						
	<u>0%</u>	<u>100%</u>	<u>350%</u>	<u>629%</u>	<u>950%</u>	<u>1300%</u>	<u>2000%</u>
EF and ES . . . . .	20.5	10.8	4.5	2.7	1.8	1.4	0.8

<u>Group 9 Classes</u>	<u>PSA Prepayment Assumption</u>					
	<u>0%</u>	<u>100%</u>	<u>288%</u>	<u>450%</u>	<u>600%</u>	<u>1000%</u>
BE . . . . .	15.9	8.0	4.2	3.1	2.6	1.8
BZ . . . . .	27.9	22.9	14.1	10.0	7.7	4.7

\* 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 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.

*Mortgage loans with high loan-to-value ratios may have different prepayment and default characteristics than conforming mortgage loans generally.* The mortgage loans underlying the Group 7 MBS have been refinanced under Fannie Mae's Home Affordable Refinance Program ("Fannie Mae Refi Plus") and are designated as "high loan-to-value ratio" loans, with loan-to-value ratios ranging from greater than 105% up to 125%. There is limited information regarding the default and prepayment rates for Fannie Mae Refi Plus high loan-to-value ratio loans. It is possible that these loans could experience higher rates of default and lower rates of voluntary prepayment than other conforming loans generally, and could experience higher or lower rates of default and higher or lower rates of voluntary prepayment than other high loan-to-value ratio loans not refinanced through the Fannie Mae Refi Plus initiative. We are unable to predict how these factors will affect loan performance. Accordingly, the Group 7 Classes may receive payments of principal more quickly or more slowly than expected, and the weighted average lives of the Group 7 Classes may be affected, perhaps significantly.

*"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 9 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 9 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 November 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 nine groups of Fannie Mae Guaranteed Mortgage Pass-Through Certificates (the “Group 1 MBS,” “Group 2 MBS,” “Group 3 MBS,” “Group 4 MBS,” “Group 5 MBS,” “Group 6 MBS,” “Group 7 MBS,” “Group 8 MBS” and “Group 9 MBS,” and together, the “MBS”).

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

The Trust will 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 . . . . .	MBS	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 and the MBS, see the applicable discussions appearing under the heading “Fannie Mae Guaranty” in the REMIC Prospectus and the MBS Prospectus. Our guaranties are not backed by the full faith and credit of the United States.

*Characteristics of Certificates.* Except as specified below, we will issue the Certificates in book-entry form on the book-entry system of the U.S. Federal Reserve Banks. Entities whose names appear

on the book-entry records of a Federal Reserve Bank as having had Certificates deposited in their accounts are “Holders” or “Certificateholders.”

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

## The MBS

The MBS provide that principal and interest on the related Mortgage Loans are passed through monthly. The Mortgage Loans underlying the MBS are conventional, fixed-rate, fully-amortizing mortgage loans secured by first mortgages or deeds of trust on single-family residential properties. These Mortgage Loans have original maturities of up to 30 years in the case of the Group 1 MBS, Group 2 MBS, Group 5 MBS, Group 6 MBS, Group 7 MBS, Group 8 MBS and Group 9 MBS, up to 15 years in the case of the Group 3 MBS, and up to 20 years in the case of the Group 4 MBS.

In addition, the Mortgage Loans underlying the Group 7 MBS have been refinanced under Fannie Mae’s Home Affordable Refinance Program (“Fannie Mae Refi Plus”) and are designated as “high loan-to-value ratio” loans, with loan-to-value ratios ranging from greater than 105% up to 125% at the time of refinance. These loans are targeted at borrowers who have demonstrated an acceptable payment history on their mortgage loans but may have been unable to refinance due to a decline in home prices or the unavailability of mortgage insurance. Fannie Mae Refi Plus refinancing is available only if the new mortgage loan either reduces the monthly principal and interest payment for the borrower or provides a more stable loan product (such as movement from an adjustable-rate loan to a fixed rate loan). For more information on the Home Affordable Refinance Program, see “Fannie Mae—Making Home Affordable Program” in the MBS Prospectus dated June 1, 2009 and on our Web site at [www.fanniemae.com](http://www.fanniemae.com). See also “Additional Risk Factors—*Mortgage loans with high loan-to-value ratios may have different prepayment and default characteristics than conforming mortgage loans generally*” in this prospectus supplement.

Finally, the pools underlying the Group 9 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 Balances that Exceed our Traditional Conforming Loan Limits*” in the MBS Prospectus dated June 1, 2009. For additional information about the pools underlying the Group 9 MBS see the Final Data Statement for the Trust and the related prospectus supplement for each MBS. See also “Additional Risk Factors—*“Jumbo-conforming” and “high-balance” mortgage loans, which have original principal balances that exceed our traditional conforming loan limits, may prepay at different rates than conforming balance mortgage loans generally*” in this prospectus supplement.

For additional information, see “Summary—Group 1, Group 2, Group 3, Group 4, Group 5, Group 6, Group 7, Group 8 and Group 9—Characteristics of the MBS” and “—Assumed Characteristics of the Underlying Mortgage Loans” in this prospectus supplement and “The Mortgage Pools” and “Yield, Maturity, and Prepayment Considerations” in the MBS Prospectus.

## Distributions of Interest

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

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

<u>Delay Classes</u>	<u>No-Delay Classes</u>
Fixed Rate Classes and the CF and CS Classes	Floating Rate and Inverse Floating Rate Classes other than the CF and CS Classes

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

**Accrual Classes.** The LZ and BZ 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 as follows:

- 39.9999996896% to FA until retired, and } Pass-Through Class
- 60.0000003104% to A and AL, in that order, until retired. } Sequential Pay Classes

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

- **Group 2**

The Group 2 Principal Distribution Amount as follows:

- 80% to FB until retired, and } Pass-Through Class
- 20% in the following priority:
  - first*, to Aggregate Group I to its Planned Balance; } PAC Group
  - second*, to CF and CS, pro rata, until retired; and } Support Classes
  - third*, to Aggregate Group I to zero. } PAC Group

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

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

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

- *Group 3*

The Group 3 Principal Distribution Amount in the following priority:

- |                                                  |                       |
|--------------------------------------------------|-----------------------|
| 1. To Aggregate Group II to its Planned Balance. | } PAC Group and Class |
| 2. To AP to its Planned Balance.                 |                       |
| 3. To AC until retired.                          | } Support Class       |
| 4. To AP until retired.                          |                       |
| 5. To Aggregate Group II to zero.                | } PAC Class and Group |

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

“Aggregate Group II” consists of the PA, PB and PC Classes. On each Distribution Date, we will apply payments of principal of Aggregate Group II to PA, PB and PC, 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 4*

The Group 4 Principal Distribution Amount in the following priority:

- |                                                                                                                 |                        |
|-----------------------------------------------------------------------------------------------------------------|------------------------|
| 1. To GU until retired, in an amount equal to the <i>product</i> of                                             | } NAS Class            |
| • the Group 4 Principal Distribution Amount for that Distribution Date <i>multiplied by</i>                     |                        |
| • the <i>lesser</i> of (i) 99.0% and (ii) the Priority Percentage (described below) for that Distribution Date. |                        |
| 2. To GT until retired.                                                                                         | } AS Class             |
| 3. To GU until retired.                                                                                         | } NAS Class            |
| 4. To GN until retired.                                                                                         | } Sequential Pay Class |

The “Priority Percentage” for any Distribution Date will be equal to the *product* of

- a fraction, expressed as a percentage, the numerator of which is the *sum* of \$37,500,000 and the principal balance of the GU Class (before giving effect to any payments on that Distribution Date), and the denominator of which is the *sum* of the principal balances of the GU and GT Classes (before giving effect to any payments on that Distribution Date) *multiplied by*
- the Shift Percentage (described below) for that Distribution Date.

The “Shift Percentage” for any Distribution Date during the periods specified below will be as follows:

<u>Distribution Date in</u>	<u>Shift Percentage</u>
December 2010 through October 2014 .....	0%
November 2014 through October 2015 .....	100%
November 2015 through October 2016 .....	250%
November 2016 and thereafter .....	400%

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

- *Group 5*

The Group 5 Principal Distribution Amount as follows:

- 66.6666661981% to FD until retired, and } Pass-Through Class
- 33.3333338019% to BA and BL, in that order, until retired. } Sequential Pay Classes

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

- *Group 6*

The Group 6 Principal Distribution Amount in the following priority:

1. To Aggregate Group III to its Planned Balance; } PAC Group
2. To LZ until retired; and } Support Class
3. To Aggregate Group III to zero. } PAC Group

The “Group 6 Principal Distribution Amount” is the *sum of* the principal then paid on the Group 6 MBS *plus* any interest then accrued and added to the principal balance of the LZ Class.

“Aggregate Group III” consists of the LF, LM and LW Classes. On each Distribution Date, we will apply payments of principal of Aggregate Group III as follows:

- first*, to LF and LM, pro rata, until retired; and
- second*, to LW until retired.

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

- *Group 7*

The Group 7 Principal Distribution Amount as follows:

- 33.3333328526% to DF until retired, and } Pass-Through Class
- 66.6666671474% to DA and DL, 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 to EF until retired. } Pass-Through Class

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 BE and BZ, in that order, until retired. } Sequential Pay Classes

The “Group 9 Principal Distribution Amount” is the *sum of* the principal then paid on the Group 9 MBS *plus* any interest then accrued and added to the principal balance of the BZ Class.



## Structuring Assumptions

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

- the Mortgage Loans underlying the MBS have the original terms to maturity, remaining terms to maturity, loan ages and interest rates specified under “Summary—Group 1, Group 2, Group 3, Group 4, Group 5, Group 6, Group 7, Group 8 and Group 9—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 November 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 or a Class is the range of prepayment rates (measured by *constant* PSA rates) that would reduce that Aggregate Group or Class to its scheduled balance each month based on the Pricing Assumptions. We have not provided separate schedules for the individual Classes included in the Aggregate 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 each Aggregate Group, we expect that the effective ranges for those Classes would not be narrower than that shown below for the related Aggregate Group.

<u>Groups and Class</u>	<u>Structuring Ranges</u>	<u>Initial Effective Ranges</u>
Aggregate Group I Planned Balances	Between 170% and 300% PSA	Between 170% and 300% PSA
Aggregate Group II Planned Balances	Between 100% and 250% PSA	Between 100% and 250% PSA
AP Class Planned Balances	Between 120% and 250% PSA	Between 120% and 250% PSA
Aggregate Group III Planned Balances	Between 200% and 300% PSA	Between 186% and 300% PSA

The Aggregate Groups listed above consist of the following Classes:

Aggregate Group I . . . . .	MA and MN
Aggregate Group II . . . . .	PA, PB and PC
Aggregate Group III . . . . .	LF, LM and LW

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 any Aggregate Group or Class will conform on any Distribution Date to the balance specified in the Principal Balance Schedules or that distributions of principal of any Aggregate Group or Class will begin or end on the Distribution Dates specified in the Principal Balance Schedules.**



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

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

*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>
IA .....	797%
IB .....	440%
MI .....	511%
PI .....	439%
IP .....	350%
IC .....	495%
IO .....	455%
LI .....	418%
IL .....	418%

**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>
IA .....	15.75%
IB .....	11.50%
MI .....	17.25%
PI .....	14.00%
IP .....	13.75%
IC .....	12.00%
IO .....	12.75%
LI .....	15.75%
IL .....	15.75%

\* 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 IA Class to Prepayments

	PSA Prepayment Assumption					
	<u>50%</u>	<u>100%</u>	<u>309%</u>	<u>475%</u>	<u>650%</u>	<u>900%</u>
Pre-Tax Yields to Maturity . . .	14.9%	13.2%	8.9%	8.4%	7.5%	(5.5)%

#### Sensitivity of the IB Class to Prepayments

	PSA Prepayment Assumption					
	<u>50%</u>	<u>100%</u>	<u>309%</u>	<u>475%</u>	<u>650%</u>	<u>900%</u>
Pre-Tax Yields to Maturity . . .	28.7%	25.8%	11.4%	(3.7)%	(28.0)%	(46.5)%

#### Sensitivity of the MI Class to Prepayments

	PSA Prepayment Assumption									
	<u>50%</u>	<u>100%</u>	<u>170%</u>	<u>225%</u>	<u>300%</u>	<u>450%</u>	<u>750%</u>	<u>1100%</u>	<u>1400%</u>	<u>2000%</u>
Pre-Tax Yields to Maturity . . .	28.9%	23.7%	16.1%	16.1%	16.1%	5.5%	(25.3)%	(73.5)%	*	*

#### Sensitivity of the PI Class to Prepayments

	PSA Prepayment Assumption							
	<u>50%</u>	<u>100%</u>	<u>120%</u>	<u>200%</u>	<u>250%</u>	<u>400%</u>	<u>700%</u>	<u>1000%</u>
Pre-Tax Yields to Maturity . . .	10.8%	7.8%	7.8%	7.8%	7.8%	1.8%	(12.8)%	(28.5)%

#### Sensitivity of the IP Class to Prepayments

	PSA Prepayment Assumption							
	<u>50%</u>	<u>100%</u>	<u>120%</u>	<u>200%</u>	<u>250%</u>	<u>400%</u>	<u>700%</u>	<u>1000%</u>
Pre-Tax Yields to Maturity . . .	13.2%	7.1%	7.1%	7.1%	7.1%	(4.1)%	(26.4)%	(43.8)%

#### Sensitivity of the IC Class to Prepayments

	PSA Prepayment Assumption					
	<u>50%</u>	<u>100%</u>	<u>309%</u>	<u>475%</u>	<u>650%</u>	<u>900%</u>
Pre-Tax Yields to Maturity . . .	27.1%	24.4%	12.1%	1.4%	(10.3)%	(26.7)%

#### Sensitivity of the IO Class to Prepayments

	PSA Prepayment Assumption					
	<u>50%</u>	<u>100%</u>	<u>309%</u>	<u>475%</u>	<u>650%</u>	<u>900%</u>
Pre-Tax Yields to Maturity . . .	24.8%	22.1%	9.6%	(1.3)%	(13.2)%	(29.9)%

### Sensitivity of the LI Class to Prepayments

	PSA Prepayment Assumption								
	50%	100%	200%	250%	300%	500%	700%	900%	1400%
Pre-Tax Yields to Maturity . . .	20.3%	15.3%	7.7%	7.7%	7.7%	(6.0)%	(20.6)%	(33.9)%	(61.2)%

### Sensitivity of the IL Class to Prepayments

	PSA Prepayment Assumption								
	50%	100%	200%	250%	300%	500%	700%	900%	1400%
Pre-Tax Yields to Maturity . . .	20.3%	15.3%	7.7%	7.7%	7.7%	(6.0)%	(20.6)%	(33.9)%	(61.2)%

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

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

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

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

Class	Price*
SA . . . . .	16.9375%
CS . . . . .	100.2500%
SB . . . . .	11.7500%
SD . . . . .	11.7500%
LS . . . . .	17.0000%
DS . . . . .	13.0000%
ES . . . . .	10.2500%

\* 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>350%</b>	<b>615%</b>	<b>900%</b>	<b>1250%</b>	<b>1800%</b>
0.120%.....	32.7%	30.1%	16.6%	1.5%	(15.7)%	(38.3)%	(78.4)%
0.256%.....	31.8%	29.2%	15.6%	0.5%	(16.8)%	(39.4)%	(79.7)%
2.256%.....	18.4%	15.7%	1.6%	(14.3)%	(32.8)%	(57.4)%	*
4.256%.....	4.5%	1.7%	(12.9)%	(29.8)%	(49.8)%	(77.9)%	*
6.000%.....	*	*	*	*	*	*	*

**Sensitivity of the CS 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>170%</b>	<b>225%</b>	<b>300%</b>	<b>450%</b>	<b>750%</b>	<b>1100%</b>	<b>1400%</b>	<b>2000%</b>
0.120%.....	9.9%	9.9%	9.8%	9.8%	9.3%	8.3%	6.2%	3.4%	0.4%	(3.2)%
0.255%.....	9.6%	9.6%	9.6%	9.5%	9.1%	8.1%	6.0%	3.3%	0.4%	(3.2)%
2.255%.....	5.5%	5.5%	5.5%	5.4%	5.2%	4.5%	3.1%	1.2%	(0.8)%	(3.2)%
4.255%.....	1.5%	1.5%	1.5%	1.5%	1.3%	0.9%	0.2%	(0.8)%	(1.9)%	(3.2)%
5.000%.....	0.0%	0.0%	0.0%	0.0%	(0.1)%	(0.4)%	(0.9)%	(1.6)%	(2.3)%	(3.2)%

**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>170%</b>	<b>225%</b>	<b>300%</b>	<b>450%</b>	<b>750%</b>	<b>1100%</b>	<b>1400%</b>	<b>2000%</b>
0.120%.....	50.0%	46.2%	40.8%	36.5%	30.5%	17.9%	(9.9)%	(49.3)%	(95.2)%	*
0.255%.....	48.6%	44.9%	39.5%	35.2%	29.2%	16.7%	(11.0)%	(50.1)%	(95.8)%	*
2.255%.....	29.1%	25.6%	20.6%	16.6%	11.0%	(0.6)%	(26.3)%	(62.7)%	*	*
4.255%.....	9.6%	6.4%	1.8%	(1.9)%	(7.1)%	(17.8)%	(41.6)%	(75.5)%	*	*
6.030%.....	*	*	*	*	*	*	*	*	*	*

**Sensitivity of the SD 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>350%</b>	<b>615%</b>	<b>900%</b>	<b>1250%</b>	<b>1800%</b>
0.120%.....	38.4%	36.1%	24.0%	10.8%	(3.9)%	(22.4)%	(53.5)%
0.253%.....	37.1%	34.8%	22.6%	9.3%	(5.5)%	(24.1)%	(55.4)%
2.253%.....	17.7%	15.1%	1.7%	(13.1)%	(30.0)%	(51.6)%	(87.1)%
4.253%.....	(4.5)%	(7.2)%	(21.6)%	(38.4)%	(59.0)%	(88.0)%	*
4.750%.....	*	*	*	*	*	*	*

**Sensitivity of the LS 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>200%</b>	<b>250%</b>	<b>300%</b>	<b>500%</b>	<b>700%</b>	<b>900%</b>	<b>1400%</b>
0.120%.....	33.5%	29.2%	22.4%	22.4%	22.4%	11.2%	(1.7)%	(14.0)%	(40.4)%
0.253%.....	32.5%	28.2%	21.4%	21.4%	21.4%	10.0%	(3.0)%	(15.3)%	(41.8)%
2.253%.....	18.3%	13.1%	5.3%	5.3%	5.3%	(8.9)%	(23.7)%	(37.2)%	(64.7)%
4.253%.....	2.7%	(3.8)%	(13.3)%	(13.3)%	(13.3)%	(31.4)%	(48.6)%	(63.6)%	(92.0)%
6.253%.....	(21.8)%	(31.7)%	(44.5)%	(44.5)%	(44.5)%	(70.4)%	(91.9)%	*	*
6.700%.....	*	*	*	*	*	*	*	*	*

**Sensitivity of the DS 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>293%</b>	<b>450%</b>	<b>600%</b>	<b>900%</b>	<b>1400%</b>
0.120%.....	33.3%	30.8%	21.1%	12.9%	4.9%	(11.7)%	(40.8)%
0.253%.....	32.2%	29.7%	19.8%	11.6%	3.6%	(13.1)%	(42.4)%
2.253%.....	14.7%	12.0%	1.4%	(7.5)%	(16.4)%	(35.1)%	(68.8)%
4.253%.....	(6.4)%	(9.1)%	(20.2)%	(29.7)%	(39.4)%	(61.5)%	*
4.700%.....	*	*	*	*	*	*	*

**Sensitivity of the ES 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>350%</b>	<b>629%</b>	<b>950%</b>	<b>1300%</b>	<b>2000%</b>
0.120%.....	44.9%	42.1%	27.3%	9.8%	(12.2)%	(39.1)%	*
0.253%.....	43.4%	40.5%	25.8%	8.2%	(13.8)%	(40.8)%	*
2.253%.....	21.1%	18.2%	3.1%	(15.0)%	(38.1)%	(67.1)%	*
4.253%.....	(3.5)%	(6.4)%	(21.5)%	(40.0)%	(65.4)%	(99.4)%	*
4.750%.....	*	*	*	*	*	*	*

**Weighted Average Lives of the Certificates**

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

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

- the timing of changes in the rate of principal distributions, and
- the priority sequences of distributions of principal of the Classes (other than the Group 8 Class).

See “—Distributions of Principal” above.

The effect of these factors may differ as to various Classes and the effects on any Class may vary at different times during the life of that Class. Accordingly, we can give no assurance as to the weighted average life of any Class. Further, to the extent the prices of the Certificates represent discounts or premiums to their original principal balances, variability in the weighted average lives

of those Classes of Certificates could result in variability in the related yields to maturity. For an example of how the weighted average lives of the Classes may be affected at various constant prepayment rates, see the Decrement Tables below.

### Decrement Tables

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

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

<u>Mortgage Loans Backing Trust Assets Specified Below</u>	<u>Original and Remaining Terms to Maturity</u>	<u>Interest Rates</u>
Group 1 MBS	360 months	7.50%
Group 2 MBS	360 months	8.50%
Group 3 MBS	180 months	6.00%
Group 4 MBS	240 months	6.50%
Group 5 MBS	360 months	7.50%
Group 6 MBS	360 months	7.00%
Group 7 MBS	360 months	7.00%
Group 8 MBS	360 months	8.00%
Group 9 MBS	360 months	6.50%

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

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

## Percent of Original Principal Balances Outstanding

Date	A Class							AL Class							FA and SA† Classes						
	PSA Prepayment Assumption							PSA Prepayment Assumption							PSA Prepayment Assumption						
	0%	100%	350%	615%	900%	1250%	1800%	0%	100%	350%	615%	900%	1250%	1800%	0%	100%	350%	615%	900%	1250%	1800%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
November 2011	99	96	89	82	75	66	51	100	100	100	100	100	100	100	99	97	91	86	80	72	60
November 2012	98	89	70	52	34	14	0	100	100	100	100	100	100	0	98	91	76	61	46	30	0
November 2013	96	80	49	23	3	0	0	100	100	100	100	100	40	0	97	84	59	38	21	8	0
November 2014	95	72	33	6	0	0	0	100	100	100	100	50	10	0	96	78	46	24	10	2	0
November 2015	93	65	20	0	0	0	0	100	100	100	77	23	2	0	95	72	35	15	4	*	0
November 2016	92	58	10	0	0	0	0	100	100	100	47	10	1	0	93	66	27	9	2	*	0
November 2017	90	51	3	0	0	0	0	100	100	100	29	5	*	0	92	61	21	6	1	*	0
November 2018	88	45	0	0	0	0	0	100	100	86	18	2	*	0	90	56	16	3	*	*	0
November 2019	86	40	0	0	0	0	0	100	100	66	11	1	*	0	89	51	13	2	*	*	0
November 2020	84	34	0	0	0	0	0	100	100	51	7	*	*	0	87	47	10	1	*	*	0
November 2021	81	29	0	0	0	0	0	100	100	39	4	*	*	0	85	43	7	1	*	*	0
November 2022	79	24	0	0	0	0	0	100	100	30	3	*	*	0	83	39	6	*	*	*	0
November 2023	76	20	0	0	0	0	0	100	100	23	2	*	*	0	80	35	4	*	*	*	0
November 2024	73	16	0	0	0	0	0	100	100	17	1	*	*	0	78	32	3	*	*	*	0
November 2025	70	12	0	0	0	0	0	100	100	13	1	*	*	0	75	29	2	*	*	*	0
November 2026	66	8	0	0	0	0	0	100	100	10	*	*	*	0	73	26	2	*	*	*	0
November 2027	62	5	0	0	0	0	0	100	100	7	*	*	*	0	70	23	1	*	*	*	0
November 2028	58	2	0	0	0	0	0	100	100	6	*	*	*	0	66	20	1	*	*	*	0
November 2029	54	0	0	0	0	0	0	100	94	4	*	*	*	0	63	18	1	*	*	*	0
November 2030	49	0	0	0	0	0	0	100	82	3	*	*	*	0	59	16	1	*	*	*	0
November 2031	44	0	0	0	0	0	0	100	71	2	*	*	*	0	55	13	*	*	*	*	0
November 2032	39	0	0	0	0	0	0	100	60	2	*	*	*	0	50	11	*	*	*	*	0
November 2033	33	0	0	0	0	0	0	100	50	1	*	*	*	0	46	10	*	*	*	*	0
November 2034	26	0	0	0	0	0	0	100	41	1	*	*	*	0	40	8	*	*	*	0	0
November 2035	20	0	0	0	0	0	0	100	33	*	*	*	*	0	35	6	*	*	*	0	0
November 2036	12	0	0	0	0	0	0	100	25	*	*	*	*	0	29	5	*	*	*	0	0
November 2037	4	0	0	0	0	0	0	100	17	*	*	*	*	0	22	3	*	*	*	0	0
November 2038	0	0	0	0	0	0	0	82	10	*	*	*	*	0	16	2	*	*	*	0	0
November 2039	0	0	0	0	0	0	0	42	4	*	*	*	*	0	8	1	*	*	*	0	0
November 2040	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	18.2	8.0	3.3	2.1	1.6	1.3	1.0	28.8	23.4	11.2	6.5	4.4	3.1	1.9	20.2	10.9	4.8	3.0	2.2	1.6	1.2

Date	CF, CS and CA Classes										FB and SB† Classes									
	PSA Prepayment Assumption										PSA Prepayment Assumption									
	0%	100%	170%	225%	300%	450%	750%	1100%	1400%	2000%	0%	100%	170%	225%	300%	450%	750%	1100%	1400%	2000%
Initial Percent . . . . .	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
November 2011 . . . . .	100	100	100	84	61	16	0	0	0	0	99	93	88	85	81	72	54	33	16	0
November 2012 . . . . .	100	100	100	71	34	0	0	0	0	0	98	86	78	72	65	52	29	11	2	0
November 2013 . . . . .	100	100	100	63	17	0	0	0	0	0	98	79	69	62	52	37	16	4	*	0
November 2014 . . . . .	100	100	100	57	6	0	0	0	0	0	97	73	61	52	42	27	9	1	*	0
November 2015 . . . . .	100	100	100	54	1	0	0	0	0	0	95	67	53	44	34	19	5	*	*	0
November 2016 . . . . .	100	100	100	52	*	0	0	0	0	0	94	62	47	37	27	14	2	*	*	0
November 2017 . . . . .	100	100	98	50	*	0	0	0	0	0	93	56	41	32	22	10	1	*	*	0
November 2018 . . . . .	100	100	94	47	*	0	0	0	0	0	92	52	36	27	17	7	1	*	*	0
November 2019 . . . . .	100	100	88	43	*	0	0	0	0	0	90	47	31	22	14	5	*	*	*	0
November 2020 . . . . .	100	100	82	39	*	0	0	0	0	0	89	43	27	19	11	3	*	*	0	0
November 2021 . . . . .	100	100	75	35	*	0	0	0	0	0	87	39	23	16	9	2	*	*	0	0
November 2022 . . . . .	100	100	68	31	*	0	0	0	0	0	85	35	20	13	7	2	*	*	0	0
November 2023 . . . . .	100	100	61	27	*	0	0	0	0	0	83	31	17	11	5	1	*	*	0	0
November 2024 . . . . .	100	100	54	23	*	0	0	0	0	0	81	28	15	9	4	1	*	*	0	0
November 2025 . . . . .	100	100	47	20	*	0	0	0	0	0	78	25	13	7	3	1	*	*	0	0
November 2026 . . . . .	100	99	41	17	*	0	0	0	0	0	75	22	11	6	2	*	*	*	0	0
November 2027 . . . . .	100	87	35	14	*	0	0	0	0	0	72	19	9	5	2	*	*	0	0	0
November 2028 . . . . .	100	76	30	12	*	0	0	0	0	0	69	16	7	4	1	*	*	0	0	0
November 2029 . . . . .	100	66	24	9	*	0	0	0	0	0	66	14	6	3	1	*	*	0	0	0
November 2030 . . . . .	100	55	20	7	*	0	0	0	0	0	62	12	5	2	1	*	*	0	0	0
November 2031 . . . . .	100	45	16	6	*	0	0	0	0	0	58	9	4	2	1	*	*	0	0	0
November 2032 . . . . .	100	35	12	4	*	0	0	0	0	0	53	7	3	1	*	*	*	0	0	0
November 2033 . . . . .	100	26	8	3	*	0	0	0	0	0	49	5	2	1	*	*	*	0	0	0
November 2034 . . . . .	100	17	5	2	*	0	0	0	0	0	43	4	1	*	*	*	*	0	0	0
November 2035 . . . . .	100	9	3	1	*	0	0	0	0	0	37	2	1	*	*	*	*	0	0	0
November 2036 . . . . .	100	1	*	*	*	0	0	0	0	0	31	*	*	*	*	*	0	0	0	0
November 2037 . . . . .	100	0	0	0	0	0	0	0	0	0	24	0	0	0	0	0	0	0	0	0
November 2038 . . . . .	86	0	0	0	0	0	0	0	0	0	17	0	0	0	0	0	0	0	0	0
November 2039 . . . . .	45	0	0	0	0	0	0	0	0	0	9	0	0	0	0	0	0	0	0	0
November 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)**	28.9	20.7	15.1	8.2	1.7	0.6	0.3	0.1	0.1	0.1	20.8	9.8	7.2	5.8	4.5	3.0	1.7	0.9	0.6	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	MA, MD, MI†, MG and MJ Classes										MN Class									
	PSA Prepayment Assumption										PSA Prepayment Assumption									
	0%	100%	170%	225%	300%	450%	750%	1100%	1400%	2000%	0%	100%	170%	225%	300%	450%	750%	1100%	1400%	2000%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
November 2011	99	91	85	85	85	85	67	40	18	0	100	100	100	100	100	100	100	100	100	0
November 2012	98	82	72	72	72	64	35	12	1	0	100	100	100	100	100	100	100	100	100	0
November 2013	97	73	60	60	60	45	18	3	0	0	100	100	100	100	100	100	100	100	23	0
November 2014	96	65	50	50	50	32	9	0	0	0	100	100	100	100	100	100	100	73	4	0
November 2015	94	58	41	41	41	22	4	0	0	0	100	100	100	100	100	100	100	24	1	0
November 2016	93	51	32	32	32	15	1	0	0	0	100	100	100	100	100	100	100	8	*	0
November 2017	91	45	25	25	25	10	0	0	0	0	100	100	100	100	100	100	77	3	*	0
November 2018	89	38	20	20	20	7	0	0	0	0	100	100	100	100	100	100	41	1	*	0
November 2019	88	33	15	15	15	4	0	0	0	0	100	100	100	100	100	100	22	*	*	0
November 2020	85	27	12	12	12	2	0	0	0	0	100	100	100	100	100	100	12	*	*	0
November 2021	83	22	9	9	9	1	0	0	0	0	100	100	100	100	100	100	6	*	*	0
November 2022	81	17	6	6	6	0	0	0	0	0	100	100	100	100	100	98	3	*	*	0
November 2023	78	13	5	5	5	0	0	0	0	0	100	100	100	100	100	68	2	*	0	0
November 2024	75	8	3	3	3	0	0	0	0	0	100	100	100	100	100	47	1	*	0	0
November 2025	72	4	2	2	2	0	0	0	0	0	100	100	100	100	100	33	*	*	0	0
November 2026	69	1	1	1	1	0	0	0	0	0	100	100	100	100	100	22	*	*	0	0
November 2027	65	*	*	*	*	0	0	0	0	0	100	100	100	100	100	15	*	*	0	0
November 2028	61	0	0	0	0	0	0	0	0	0	100	82	82	82	82	10	*	*	0	0
November 2029	56	0	0	0	0	0	0	0	0	0	100	61	61	61	61	7	*	*	0	0
November 2030	52	0	0	0	0	0	0	0	0	0	100	44	44	44	44	4	*	0	0	0
November 2031	46	0	0	0	0	0	0	0	0	0	100	31	31	31	31	3	*	0	0	0
November 2032	41	0	0	0	0	0	0	0	0	0	100	21	21	21	21	2	*	0	0	0
November 2033	35	0	0	0	0	0	0	0	0	0	100	14	14	14	14	1	*	0	0	0
November 2034	28	0	0	0	0	0	0	0	0	0	100	8	8	8	8	*	*	0	0	0
November 2035	20	0	0	0	0	0	0	0	0	0	100	3	3	3	3	*	*	0	0	0
November 2036	12	0	0	0	0	0	0	0	0	0	100	*	*	*	*	*	*	0	0	0
November 2037	4	0	0	0	0	0	0	0	0	0	100	0	0	0	0	0	0	0	0	0
November 2038	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2040	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	18.6	6.8	4.9	4.9	4.9	3.4	1.9	1.1	0.6	0.1	27.5	20.2	20.2	20.2	20.2	14.6	8.2	4.6	2.8	0.1

Date	AC Class								AP Class							
	PSA Prepayment Assumption								PSA Prepayment Assumption							
	0%	100%	120%	200%	250%	400%	700%	1000%	0%	100%	120%	200%	250%	400%	700%	1000%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
November 2011	100	100	100	93	88	75	48	20	100	100	90	90	90	90	90	90
November 2012	100	100	100	77	62	20	0	0	100	100	68	68	68	68	0	0
November 2013	100	100	100	58	32	0	0	0	100	100	41	41	41	0	0	0
November 2014	100	100	100	45	13	0	0	0	100	100	21	21	21	0	0	0
November 2015	100	100	100	37	3	0	0	0	100	100	7	7	7	0	0	0
November 2016	100	100	100	35	*	0	0	0	100	100	*	*	*	0	0	0
November 2017	100	100	97	33	*	0	0	0	100	87	0	0	0	0	0	0
November 2018	100	100	90	29	*	0	0	0	100	48	0	0	0	0	0	0
November 2019	100	98	81	26	*	0	0	0	100	0	0	0	0	0	0	0
November 2020	100	84	69	21	*	0	0	0	100	0	0	0	0	0	0	0
November 2021	100	69	56	17	*	0	0	0	100	0	0	0	0	0	0	0
November 2022	100	52	42	12	*	0	0	0	100	0	0	0	0	0	0	0
November 2023	100	34	27	8	*	0	0	0	23	0	0	0	0	0	0	0
November 2024	55	16	13	4	*	0	0	0	0	0	0	0	0	0	0	0
November 2025	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	14.1	12.1	11.3	5.4	2.5	1.5	0.9	0.7	12.9	7.9	2.8	2.8	2.8	2.0	1.4	1.2

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

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

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

Date	PA Class								PB, PL, IP†, PM and PN Classes							
	PSA Prepayment Assumption								PSA Prepayment Assumption							
	0%	100%	120%	200%	250%	400%	700%	1000%	0%	100%	120%	200%	250%	400%	700%	1000%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
November 2011	87	80	80	80	80	80	80	80	100	100	100	100	100	100	100	100
November 2012	72	52	52	52	52	52	28	0	100	100	100	100	100	100	100	80
November 2013	57	21	21	21	21	6	0	0	100	100	100	100	100	100	0	0
November 2014	41	0	0	0	0	0	0	0	100	85	85	85	85	21	0	0
November 2015	24	0	0	0	0	0	0	0	100	33	33	33	33	0	0	0
November 2016	6	0	0	0	0	0	0	0	100	0	0	0	0	0	0	0
November 2017	0	0	0	0	0	0	0	0	75	0	0	0	0	0	0	0
November 2018	0	0	0	0	0	0	0	0	36	0	0	0	0	0	0	0
November 2019	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2020	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2021	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2022	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2023	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2024	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2025	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	3.4	2.0	2.0	2.0	2.0	1.9	1.6	1.4	7.7	4.7	4.7	4.7	4.7	3.7	2.6	2.2

Date	PC Class								C Class							
	PSA Prepayment Assumption								PSA Prepayment Assumption							
	0%	100%	120%	200%	250%	400%	700%	1000%	0%	100%	120%	200%	250%	400%	700%	1000%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
November 2011	100	100	100	100	100	100	100	100	100	100	98	92	89	77	54	31
November 2012	100	100	100	100	100	100	100	100	100	100	95	75	63	27	0	0
November 2013	100	100	100	100	100	100	99	55	100	100	91	55	34	0	0	0
November 2014	100	100	100	100	100	100	53	20	100	100	88	41	14	0	0	0
November 2015	100	100	100	100	100	78	29	8	100	100	85	33	4	0	0	0
November 2016	100	93	93	93	93	54	15	3	100	100	84	29	*	0	0	0
November 2017	100	71	71	71	71	37	8	1	100	98	82	28	*	0	0	0
November 2018	100	54	54	54	54	25	4	*	100	92	76	25	*	0	0	0
November 2019	98	40	40	40	40	17	2	*	100	83	68	22	*	0	0	0
November 2020	75	29	29	29	29	11	1	*	100	71	58	18	*	0	0	0
November 2021	52	20	20	20	20	7	*	*	100	58	47	14	*	0	0	0
November 2022	27	13	13	13	13	4	*	*	100	44	35	10	*	0	0	0
November 2023	7	7	7	7	7	2	*	*	88	29	23	6	*	0	0	0
November 2024	3	3	3	3	3	1	*	*	47	14	11	3	*	0	0	0
November 2025	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	11.1	8.8	8.8	8.8	8.8	6.9	4.6	3.4	13.9	11.4	10.0	5.0	2.6	1.5	1.0	0.8

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

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

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

P, PE, PI†, PG and PK Classes								
Date	PSA Prepayment Assumption							
	0%	100%	120%	200%	250%	400%	700%	1000%
Initial Percent . . . . .	100	100	100	100	100	100	100	100
November 2011 . . . . .	95	92	92	92	92	92	92	92
November 2012 . . . . .	89	81	81	81	81	81	72	57
November 2013 . . . . .	83	69	69	69	69	63	40	22
November 2014 . . . . .	77	58	58	58	58	45	22	8
November 2015 . . . . .	70	47	47	47	47	31	12	3
November 2016 . . . . .	63	37	37	37	37	22	6	1
November 2017 . . . . .	56	29	29	29	29	15	3	*
November 2018 . . . . .	48	22	22	22	22	10	2	*
November 2019 . . . . .	39	16	16	16	16	7	1	*
November 2020 . . . . .	30	12	12	12	12	4	*	*
November 2021 . . . . .	21	8	8	8	8	3	*	*
November 2022 . . . . .	11	5	5	5	5	2	*	*
November 2023 . . . . .	3	3	3	3	3	1	*	*
November 2024 . . . . .	1	1	1	1	1	*	*	*
November 2025 . . . . .	0	0	0	0	0	0	0	0
Weighted Average Life (years)** . . . . .	7.4	5.3	5.3	5.3	5.3	4.3	3.0	2.4

Date	GN Class						GT, IB†, G and GB Classes					
	PSA Prepayment Assumption						PSA Prepayment Assumption					
	0%	100%	309%	475%	650%	900%	0%	100%	309%	475%	650%	900%
Initial Percent . . . . .	100	100	100	100	100	100	100	100	100	100	100	100
November 2011 . . . . .	100	100	100	100	100	100	97	94	89	85	81	76
November 2012 . . . . .	100	100	100	100	100	100	93	84	70	59	48	33
November 2013 . . . . .	100	100	100	100	100	100	89	73	48	31	15	0
November 2014 . . . . .	100	100	100	100	100	100	85	63	31	12	0	0
November 2015 . . . . .	100	100	100	100	100	78	83	59	30	12	0	0
November 2016 . . . . .	100	100	100	100	100	34	83	59	30	12	0	0
November 2017 . . . . .	100	100	100	100	74	15	83	59	22	6	0	0
November 2018 . . . . .	100	100	100	100	43	6	83	53	15	2	0	0
November 2019 . . . . .	100	100	100	84	24	3	83	46	10	0	0	0
November 2020 . . . . .	100	100	100	55	14	1	80	39	6	0	0	0
November 2021 . . . . .	100	100	100	36	8	*	73	32	2	0	0	0
November 2022 . . . . .	100	100	97	24	4	*	67	26	0	0	0	0
November 2023 . . . . .	100	100	70	15	2	*	59	21	0	0	0	0
November 2024 . . . . .	100	100	50	9	1	*	52	16	0	0	0	0
November 2025 . . . . .	100	100	34	6	1	*	43	11	0	0	0	0
November 2026 . . . . .	100	100	23	3	*	*	34	7	0	0	0	0
November 2027 . . . . .	100	100	14	2	*	*	25	3	0	0	0	0
November 2028 . . . . .	100	84	8	1	*	*	15	0	0	0	0	0
November 2029 . . . . .	100	37	3	*	*	*	4	0	0	0	0	0
November 2030 . . . . .	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)** . . . . .	19.7	18.8	14.5	10.9	8.3	5.9	12.8	8.0	4.1	2.7	2.0	1.6

\* 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	GU, IA†, GA and GQ Classes						GC, GD, IC†, GE, GH, GJ, GK, GL, GM and IO† Classes					
	PSA Prepayment Assumption						PSA Prepayment Assumption					
	0%	100%	309%	475%	650%	900%	0%	100%	309%	475%	650%	900%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100
November 2011	100	100	100	100	100	100	97	95	91	88	85	81
November 2012	100	100	100	100	100	100	94	87	76	67	58	47
November 2013	100	100	100	100	100	88	91	79	58	45	32	18
November 2014	99	98	95	95	81	23	88	70	44	29	16	5
November 2015	91	75	46	41	35	0	85	62	33	18	7	0
November 2016	73	40	3	4	8	0	81	55	24	10	2	0
November 2017	54	7	0	0	0	0	77	49	18	5	0	0
November 2018	33	0	0	0	0	0	73	42	12	1	0	0
November 2019	11	0	0	0	0	0	68	36	8	0	0	0
November 2020	0	0	0	0	0	0	64	31	4	0	0	0
November 2021	0	0	0	0	0	0	59	26	2	0	0	0
November 2022	0	0	0	0	0	0	53	21	0	0	0	0
November 2023	0	0	0	0	0	0	47	17	0	0	0	0
November 2024	0	0	0	0	0	0	41	13	0	0	0	0
November 2025	0	0	0	0	0	0	34	9	0	0	0	0
November 2026	0	0	0	0	0	0	27	5	0	0	0	0
November 2027	0	0	0	0	0	0	20	2	0	0	0	0
November 2028	0	0	0	0	0	0	12	0	0	0	0	0
November 2029	0	0	0	0	0	0	3	0	0	0	0	0
November 2030	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	7.1	5.7	5.0	4.9	4.8	3.6	11.7	7.5	4.2	3.2	2.5	2.0

Date	BA Class							BL Class							FD and SD† Classes						
	PSA Prepayment Assumption							PSA Prepayment Assumption							PSA Prepayment Assumption						
	0%	100%	350%	615%	900%	1250%	1800%	0%	100%	350%	615%	900%	1250%	1800%	0%	100%	350%	615%	900%	1250%	1800%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
November 2011	99	97	92	88	82	76	66	100	100	100	100	100	100	100	99	97	93	89	85	80	71
November 2012	98	91	76	61	46	29	4	100	100	100	100	100	100	100	98	92	79	67	54	40	19
November 2013	96	83	56	32	12	0	0	100	100	100	100	100	70	0	97	85	62	42	25	10	0
November 2014	95	75	39	13	0	0	0	100	100	100	100	76	17	0	96	79	48	26	11	3	0
November 2015	94	68	26	1	0	0	0	100	100	100	100	34	4	0	95	73	37	16	5	1	0
November 2016	92	61	16	0	0	0	0	100	100	100	67	16	1	0	93	67	29	10	2	*	0
November 2017	90	55	9	0	0	0	0	100	100	100	41	7	*	0	92	62	22	6	1	*	0
November 2018	89	49	3	0	0	0	0	100	100	100	25	3	*	0	90	57	17	4	*	*	0
November 2019	87	43	0	0	0	0	0	100	100	89	16	1	*	0	89	52	13	2	*	*	0
November 2020	84	38	0	0	0	0	0	100	100	68	10	1	*	0	87	47	10	1	*	*	0
November 2021	82	33	0	0	0	0	0	100	100	52	6	*	*	0	85	43	8	1	*	*	0
November 2022	80	29	0	0	0	0	0	100	100	40	4	*	*	0	83	39	6	1	*	*	0
November 2023	77	24	0	0	0	0	0	100	100	31	2	*	*	0	80	36	5	*	*	*	0
November 2024	74	20	0	0	0	0	0	100	100	23	1	*	*	0	78	32	3	*	*	*	0
November 2025	71	17	0	0	0	0	0	100	100	18	1	*	*	0	75	29	3	*	*	0	0
November 2026	68	13	0	0	0	0	0	100	100	13	*	*	0	0	73	26	2	*	*	0	0
November 2027	64	10	0	0	0	0	0	100	100	10	*	*	0	0	70	23	1	*	*	0	0
November 2028	60	7	0	0	0	0	0	100	100	7	*	*	0	0	66	21	1	*	*	0	0
November 2029	56	4	0	0	0	0	0	100	100	6	*	*	0	0	63	18	1	*	*	0	0
November 2030	52	1	0	0	0	0	0	100	100	4	*	*	0	0	59	16	1	*	*	0	0
November 2031	47	0	0	0	0	0	0	100	92	3	*	*	0	0	55	14	*	*	*	0	0
November 2032	42	0	0	0	0	0	0	100	78	2	*	*	0	0	50	12	*	*	*	0	0
November 2033	36	0	0	0	0	0	0	100	66	1	*	*	0	0	46	10	*	*	*	0	0
November 2034	30	0	0	0	0	0	0	100	54	1	*	*	0	0	40	8	*	*	0	0	0
November 2035	23	0	0	0	0	0	0	100	43	1	*	*	0	0	35	6	*	*	0	0	0
November 2036	16	0	0	0	0	0	0	100	33	*	*	0	0	0	29	5	*	*	0	0	0
November 2037	9	0	0	0	0	0	0	100	23	*	*	0	0	0	22	3	*	*	0	0	0
November 2038	1	0	0	0	0	0	0	100	14	*	*	0	0	0	16	2	*	*	0	0	0
November 2039	0	0	0	0	0	0	0	54	6	*	*	0	0	0	8	1	*	*	0	0	0
November 2040	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	18.6	8.7	3.7	2.5	1.9	1.6	1.2	29.1	24.6	12.2	7.3	4.9	3.5	2.2	20.2	11.1	5.0	3.2	2.4	1.9	1.4

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

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

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

Date	LF, LM, LS†, L, LK, LI†, LN and IL† Classes									LW Class								
	PSA Prepayment Assumption									PSA Prepayment Assumption								
	0%	100%	200%	250%	300%	500%	700%	900%	1400%	0%	100%	200%	250%	300%	500%	700%	900%	1400%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
November 2011	98	95	94	94	94	94	94	94	88	100	100	100	100	100	100	100	100	100
November 2012	95	86	81	81	81	80	67	55	26	100	100	100	100	100	100	100	100	100
November 2013	93	76	65	65	65	49	30	14	0	100	100	100	100	100	100	100	100	40
November 2014	90	65	51	51	51	27	8	0	0	100	100	100	100	100	100	100	76	6
November 2015	87	56	38	38	38	12	0	0	0	100	100	100	100	100	100	100	78	34
November 2016	84	46	27	27	27	2	0	0	0	100	100	100	100	100	100	45	15	*
November 2017	80	38	18	18	18	0	0	0	0	100	100	100	100	100	73	25	7	*
November 2018	77	29	10	10	10	0	0	0	0	100	100	100	100	100	50	14	3	*
November 2019	73	21	4	4	4	0	0	0	0	100	100	100	100	100	34	8	1	*
November 2020	69	14	0	0	0	0	0	0	0	100	100	93	93	93	23	5	1	*
November 2021	65	6	0	0	0	0	0	0	0	100	100	74	74	74	16	3	*	*
November 2022	60	0	0	0	0	0	0	0	0	100	97	58	58	58	11	1	*	*
November 2023	55	0	0	0	0	0	0	0	0	100	66	46	46	46	7	1	*	0
November 2024	50	0	0	0	0	0	0	0	0	100	36	36	36	36	5	*	*	0
November 2025	44	0	0	0	0	0	0	0	0	100	28	28	28	28	3	*	*	0
November 2026	39	0	0	0	0	0	0	0	0	100	22	22	22	22	2	*	*	0
November 2027	32	0	0	0	0	0	0	0	0	100	17	17	17	17	1	*	*	0
November 2028	26	0	0	0	0	0	0	0	0	100	13	13	13	13	1	*	*	0
November 2029	19	0	0	0	0	0	0	0	0	100	10	10	10	10	1	*	*	0
November 2030	11	0	0	0	0	0	0	0	0	100	8	8	8	8	*	*	*	0
November 2031	3	0	0	0	0	0	0	0	0	100	6	6	6	6	*	*	*	0
November 2032	0	0	0	0	0	0	0	0	0	75	4	4	4	4	*	*	*	0
November 2033	0	0	0	0	0	0	0	0	0	32	3	3	3	3	*	*	*	0
November 2034	0	0	0	0	0	0	0	0	0	2	2	2	2	2	*	*	*	0
November 2035	0	0	0	0	0	0	0	0	0	2	2	2	2	2	*	*	*	0
November 2036	0	0	0	0	0	0	0	0	0	1	1	1	1	1	*	*	0	0
November 2037	0	0	0	0	0	0	0	0	0	1	1	1	1	1	*	*	0	0
November 2038	0	0	0	0	0	0	0	0	0	*	*	*	*	*	*	*	0	0
November 2039	0	0	0	0	0	0	0	0	0	*	*	*	*	*	*	*	0	0
November 2040	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	13.0	5.9	4.4	4.4	4.4	3.2	2.5	2.1	1.6	22.7	14.7	13.8	13.8	13.8	8.8	6.4	4.9	3.1

Date	LZ Class									DA Class						
	PSA Prepayment Assumption									PSA Prepayment Assumption						
	0%	100%	200%	250%	300%	500%	700%	900%	1400%	0%	100%	293%	450%	600%	900%	1400%
Initial Percent . . . . .	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
November 2011 . . . . .	105	104	100	95	89	68	46	24	0	99	96	92	89	86	80	70
November 2012 . . . . .	109	109	100	82	64	0	0	0	0	98	90	78	68	59	43	18
November 2013 . . . . .	114	114	100	67	36	0	0	0	0	96	82	60	44	31	10	0
November 2014 . . . . .	120	120	100	57	16	0	0	0	0	95	74	45	27	13	0	0
November 2015 . . . . .	125	125	100	50	6	0	0	0	0	93	67	33	14	2	0	0
November 2016 . . . . .	131	131	100	47	1	0	0	0	0	91	60	23	5	0	0	0
November 2017 . . . . .	137	137	100	46	*	0	0	0	0	90	54	15	0	0	0	0
November 2018 . . . . .	143	143	97	44	*	0	0	0	0	88	48	9	0	0	0	0
November 2019 . . . . .	150	150	92	41	*	0	0	0	0	86	42	4	0	0	0	0
November 2020 . . . . .	157	156	86	37	*	0	0	0	0	83	37	0	0	0	0	0
November 2021 . . . . .	164	164	79	34	*	0	0	0	0	81	32	0	0	0	0	0
November 2022 . . . . .	171	171	72	30	*	0	0	0	0	78	28	0	0	0	0	0
November 2023 . . . . .	179	179	65	26	*	0	0	0	0	76	23	0	0	0	0	0
November 2024 . . . . .	188	186	57	23	*	0	0	0	0	73	19	0	0	0	0	0
November 2025 . . . . .	196	172	51	20	*	0	0	0	0	69	16	0	0	0	0	0
November 2026 . . . . .	205	157	44	17	*	0	0	0	0	66	12	0	0	0	0	0
November 2027 . . . . .	215	142	38	14	*	0	0	0	0	62	9	0	0	0	0	0
November 2028 . . . . .	224	128	33	12	*	0	0	0	0	58	6	0	0	0	0	0
November 2029 . . . . .	235	114	28	10	*	0	0	0	0	54	3	0	0	0	0	0
November 2030 . . . . .	246	100	23	8	*	0	0	0	0	50	*	0	0	0	0	0
November 2031 . . . . .	257	87	19	6	*	0	0	0	0	45	0	0	0	0	0	0
November 2032 . . . . .	269	75	15	5	*	0	0	0	0	40	0	0	0	0	0	0
November 2033 . . . . .	281	63	12	4	*	0	0	0	0	34	0	0	0	0	0	0
November 2034 . . . . .	277	52	10	3	*	0	0	0	0	28	0	0	0	0	0	0
November 2035 . . . . .	239	41	7	2	*	0	0	0	0	22	0	0	0	0	0	0
November 2036 . . . . .	198	31	5	2	*	0	0	0	0	15	0	0	0	0	0	0
November 2037 . . . . .	154	21	3	1	*	0	0	0	0	8	0	0	0	0	0	0
November 2038 . . . . .	106	12	2	1	*	0	0	0	0	0	0	0	0	0	0	0
November 2039 . . . . .	55	4	1	*	*	0	0	0	0	0	0	0	0	0	0	0
November 2040 . . . . .	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)** . . . . .	27.1	20.9	15.9	8.3	2.6	1.2	0.9	0.8	0.6	18.3	8.5	4.1	3.0	2.4	1.8	1.4

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

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

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

Date	DF and DS† Classes							DL Class							EF and ES† Classes						
	PSA Prepayment Assumption							PSA Prepayment Assumption							PSA Prepayment Assumption						
	0%	100%	293%	450%	600%	900%	1400%	0%	100%	293%	450%	600%	900%	1400%	0%	100%	350%	629%	950%	1300%	2000%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
November 2011	99	97	94	91	88	83	74	100	100	100	100	100	100	100	99	96	89	81	71	61	39
November 2012	98	91	81	73	65	51	30	100	100	100	100	100	100	100	98	89	71	53	35	18	0
November 2013	97	85	66	53	42	24	5	100	100	100	100	100	100	34	97	83	55	33	15	4	0
November 2014	95	78	53	38	26	11	1	100	100	100	100	100	71	5	96	77	43	20	6	1	0
November 2015	94	72	43	27	16	5	*	100	100	100	100	100	32	1	95	71	33	12	3	*	0
November 2016	93	66	35	19	10	2	*	100	100	100	100	68	14	*	94	65	26	7	1	*	0
November 2017	91	61	28	14	6	1	*	100	100	100	92	43	7	*	92	60	20	5	*	*	0
November 2018	89	56	23	10	4	*	*	100	100	100	65	27	3	*	91	55	15	3	*	*	0
November 2019	88	51	18	7	2	*	*	100	100	100	46	17	1	*	89	50	12	2	*	*	0
November 2020	86	47	14	5	2	*	*	100	100	96	33	10	1	*	88	46	9	1	*	*	0
November 2021	84	42	12	3	1	*	*	100	100	77	23	6	*	*	86	42	7	1	*	*	0
November 2022	82	39	9	2	1	*	0	100	100	61	16	4	*	*	84	38	5	*	*	*	0
November 2023	79	35	7	2	*	*	0	100	100	49	12	2	*	0	82	35	4	*	*	*	0
November 2024	77	32	6	1	*	*	0	100	100	39	8	2	*	0	79	31	3	*	*	*	0
November 2025	74	28	5	1	*	*	0	100	100	30	6	1	*	0	77	28	2	*	*	*	0
November 2026	71	25	4	1	*	*	0	100	100	24	4	1	*	0	74	25	2	*	*	*	0
November 2027	68	23	3	*	*	*	0	100	100	19	3	*	*	0	71	23	1	*	*	*	0
November 2028	65	20	2	*	*	*	0	100	100	14	2	*	*	0	68	20	1	*	*	*	0
November 2029	61	18	2	*	*	*	0	100	100	11	1	*	*	0	64	18	1	*	*	*	0
November 2030	57	15	1	*	*	*	0	100	100	8	1	*	*	0	60	15	1	*	*	*	0
November 2031	53	13	1	*	*	*	0	100	88	6	1	*	*	0	56	13	*	*	*	*	0
November 2032	49	11	1	*	*	*	0	100	74	5	*	*	*	0	52	11	*	*	*	*	0
November 2033	44	9	1	*	*	*	0	100	62	3	*	*	*	0	47	9	*	*	*	*	0
November 2034	39	8	*	*	*	0	0	100	50	2	*	*	*	0	42	8	*	*	*	*	0
November 2035	34	6	*	*	*	0	0	100	40	2	*	*	*	0	36	6	*	*	*	*	0
November 2036	28	4	*	*	*	0	0	100	29	1	*	*	0	0	30	4	*	*	*	*	0
November 2037	22	3	*	*	*	0	0	100	20	1	*	*	0	0	23	3	*	*	*	*	0
November 2038	15	2	*	*	*	0	0	99	11	*	*	*	0	0	16	1	*	*	*	*	0
November 2039	8	*	*	*	*	0	0	51	3	*	*	*	0	0	8	*	*	*	*	*	0
November 2040	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	19.9	10.9	5.6	4.0	3.2	2.3	1.6	29.0	24.3	14.0	9.7	7.3	4.9	3.0	20.5	10.8	4.5	2.7	1.8	1.4	0.8

Date	BE Class						BZ Class					
	PSA Prepayment Assumption						PSA Prepayment Assumption					
	0%	100%	288%	450%	600%	1000%	0%	100%	288%	450%	600%	1000%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100
November 2011	98	96	93	90	88	81	104	104	104	104	104	104
November 2012	96	90	79	70	62	43	108	108	108	108	108	108
November 2013	95	81	62	47	35	10	113	113	113	113	113	113
November 2014	92	74	47	29	16	0	117	117	117	117	117	76
November 2015	90	66	35	17	5	0	122	122	122	122	122	30
November 2016	88	59	25	7	0	0	127	127	127	127	101	12
November 2017	86	52	17	*	0	0	132	132	132	132	63	5
November 2018	83	46	10	0	0	0	138	138	138	96	39	2
November 2019	80	40	4	0	0	0	143	143	143	68	25	1
November 2020	77	34	0	0	0	0	149	149	144	48	15	*
November 2021	74	29	0	0	0	0	155	155	115	34	9	*
November 2022	71	24	0	0	0	0	161	161	92	24	6	*
November 2023	67	19	0	0	0	0	168	168	73	17	4	*
November 2024	64	15	0	0	0	0	175	175	58	12	2	*
November 2025	60	10	0	0	0	0	182	182	46	8	1	*
November 2026	56	6	0	0	0	0	189	189	36	6	1	*
November 2027	51	2	0	0	0	0	197	197	29	4	1	*
November 2028	47	0	0	0	0	0	205	191	22	3	*	*
November 2029	42	0	0	0	0	0	214	168	17	2	*	*
November 2030	36	0	0	0	0	0	222	146	13	1	*	*
November 2031	31	0	0	0	0	0	231	126	10	1	*	*
November 2032	25	0	0	0	0	0	241	108	8	1	*	*
November 2033	18	0	0	0	0	0	251	90	6	*	*	0
November 2034	12	0	0	0	0	0	261	74	4	*	*	0
November 2035	4	0	0	0	0	0	271	59	3	*	*	0
November 2036	0	0	0	0	0	0	255	45	2	*	*	0
November 2037	0	0	0	0	0	0	197	33	1	*	*	0
November 2038	0	0	0	0	0	0	136	21	1	*	*	0
November 2039	0	0	0	0	0	0	70	9	*	*	*	0
November 2040	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	15.9	8.0	4.2	3.1	2.6	1.8	27.9	22.9	14.1	10.0	7.7	4.7

\* 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.

## **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.

Notwithstanding the foregoing, the Mortgage Loans underlying the Group 7 MBS have loan-to-value ratios at origination ranging from greater than 105% up to 125%. See “Description of the Certificates—The MBS” in this prospectus supplement. A portion of the Group 7 Classes may not be treated as “real estate assets” within the meaning of section 856(c)(5)(B) of the Code. See



“Material Federal Income Tax Consequences—Special Tax Attributes” in the MBS Prospectus dated June 1, 2009. Accordingly, special tax considerations may apply to a real estate investment trust that holds a REMIC Certificate of the Group 7 Classes and we may be obligated to provide additional information, pursuant to Regulations under section 6049 of the Code, on such Classes. 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	615% PSA
2	225% PSA
3	200% PSA
4	309% PSA
5	615% PSA
6	250% PSA
7	293% PSA
8	629% PSA
9	288% 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 CA, C, P, G, GA, GB, GC, GQ, IO and L 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 Classes (other than the Group 3 Classes and Group 4 Classes) to RBS Securities Inc. (the “Dealer”) in exchange for the MBS (other than the Group 3 MBS and the Group 4 MBS). We will deliver the Group 3 MBS and Group 4 MBS to the Trust in exchange for the Group 3 Classes and Group 4 Classes, and will sell the AC, AP, GT, GU, IA and IB Classes to the Dealer for cash proceeds estimated to be approximately \$253,935,941.

The Dealer proposes to offer the Certificates (other than the PA, PB, PC and GN Classes) directly to the public from time to time in negotiated transactions at varying prices to be determined at the time of sale. The Dealer may effect these transactions to or through other dealers. The PA, PB, PC and GN Classes initially will be retained by Fannie Mae, which may sell some or all of the Certificates of the PA, PB, PC and GN Classes at any time in negotiated transactions at varying prices to be determined at the time of sale.

## **LEGAL MATTERS**

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

## 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
<b>Recombination 1</b>								
CF	\$ 9,200,000	CA	\$ 13,800,000	SUP	4.00%	FIX	31398SYX5	December 2040
CS	4,600,000							
<b>Recombination 2</b>								
MA	55,000,000	MD	55,000,000	PAC	2.00	FIX	31398SYY3	October 2040
		MI	18,333,333(3)	NTL	6.00	FIX/IO	31398SYZ0	October 2040
<b>Recombination 3</b>								
MA	55,000,000	MG	55,000,000	PAC	2.50	FIX	31398SZA4	October 2040
		MI	13,750,000(3)	NTL	6.00	FIX/IO	31398SYZ0	October 2040
<b>Recombination 4</b>								
MA	55,000,000	MJ	55,000,000	PAC	3.00	FIX	31398SZB2	October 2040
		MI	9,166,667(3)	NTL	6.00	FIX/IO	31398SYZ0	October 2040
<b>Recombination 5</b>								
AC	56,908,000	C	67,492,000	SUP	3.50	FIX	31398SZC0	December 2025
AP	10,584,000							
<b>Recombination 6</b>								
PA	112,697,886	P	288,103,072	PAC	3.50	FIX	31398SZD8	December 2025
PB	58,986,936							
PC	116,418,250							
<b>Recombination 7</b>								
PA	112,697,886	PE	288,103,072	PAC	2.00	FIX	31398SZE6	December 2025
PB	58,986,936	PI	123,472,745(3)	NTL	3.50	FIX/IO	31398SZF3	December 2025
PC	116,418,250							
<b>Recombination 8</b>								
PA	112,697,886	PG	288,103,072	PAC	2.50	FIX	31398SZG1	December 2025
PB	58,986,936	PI	82,315,163(3)	NTL	3.50	FIX/IO	31398SZF3	December 2025
PC	116,418,250							

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 9								
PA	\$112,697,886	PK	\$288,103,072	PAC	3.00%	FIX	31398SZH9	December 2025
PB	58,986,936	PI	41,157,581(3)	NTL	3.50	FIX/IO	31398SZF3	December 2025
PC	116,418,250							
Recombination 10								
PB	58,986,936	PL IP	58,986,936 25,280,115(3)	PAC NTL	2.00 3.50	FIX FIX/IO	31398SZJ5 31398SZK2	May 2021 May 2021
Recombination 11								
PB	58,986,936	PM IP	58,986,936 16,853,410(3)	PAC NTL	2.50 3.50	FIX FIX/IO	31398SZL0 31398SZK2	May 2021 May 2021
Recombination 12								
PB	58,986,936	PN IP	58,986,936 8,426,705(3)	PAC NTL	3.00 3.50	FIX FIX/IO	31398SZM8 31398SZK2	May 2021 May 2021
Recombination 13								
GT IB	149,500,000 18,687,500(3)	G	149,500,000	AS	3.50	FIX	31398SZN6	May 2030
Recombination 14								
GU IA	38,000,000 9,500,000(3)	GA	38,000,000	NAS	4.00	FIX	31398SZP1	May 2030
Recombination 15								
GT IB	149,500,000 37,375,000(3)	GB	149,500,000	AS	4.00	FIX	31398SZQ9	May 2030
Recombination 16								
GT GU IA IB	149,500,000 38,000,000 9,500,000(3) 37,375,000(3)	GC	187,500,000	SEQ	4.00	FIX	31398SZR7	May 2030
Recombination 17								
GT GU IA IB	149,500,000 38,000,000 9,500,000(3) 37,375,000(3)	GD IC	187,500,000 93,750,000(3)	SEQ NTL	2.00 4.00	FIX FIX/IO	31398SZS5 31398SZT3	May 2030 May 2030

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 18								
GT	\$149,500,000	GE	\$187,500,000	SEQ	2.25%	FIX	31398SZU0	May 2030
GU	38,000,000	IC	82,031,250(3)	NTL	4.00	FIX/IO	31398SZZT3	May 2030
IA	9,500,000(3)							
IB	37,375,000(3)							
Recombination 19								
GT	149,500,000	GH	187,500,000	SEQ	2.50	FIX	31398SZV8	May 2030
GU	38,000,000	IC	70,312,500(3)	NTL	4.00	FIX/IO	31398SZZT3	May 2030
IA	9,500,000(3)							
IB	37,375,000(3)							
Recombination 20								
GT	149,500,000	GJ	187,500,000	SEQ	2.75	FIX	31398SZW6	May 2030
GU	38,000,000	IC	58,593,750(3)	NTL	4.00	FIX/IO	31398SZZT3	May 2030
IA	9,500,000(3)							
IB	37,375,000(3)							
Recombination 21								
GT	149,500,000	GK	187,500,000	SEQ	3.00	FIX	31398SZZX4	May 2030
GU	38,000,000	IC	46,875,000(3)	NTL	4.00	FIX/IO	31398SZZT3	May 2030
IA	9,500,000(3)							
IB	37,375,000(3)							
Recombination 22								
GT	149,500,000	GL	187,500,000	SEQ	3.25	FIX	31398SZZY2	May 2030
GU	38,000,000	IC	35,156,250(3)	NTL	4.00	FIX/IO	31398SZZT3	May 2030
IA	9,500,000(3)							
IB	37,375,000(3)							
Recombination 23								
GT	149,500,000	GM	187,500,000	SEQ	3.50	FIX	31398SZZZ9	May 2030
GU	38,000,000	IC	23,437,500(3)	NTL	4.00	FIX/IO	31398SZZT3	May 2030
IA	9,500,000(3)							
IB	37,375,000(3)							
Recombination 24								
GU	38,000,000	GQ	38,000,000	NAS	3.50	FIX	31398SA29	May 2030
IA	4,750,000(3)							

REMIC Certificates			RCR Certificates					
Classes	Original Balances	RCR Classes	Original Balances	Principal Type(2)	Interest Rate	Interest Type(2)	CUSIP Number	Final Distribution Date
<b>Recombination 25</b>								
IA	\$ 9,500,000(3)	IO	\$ 46,875,000(3)	NTL	4.00%	FIX/IO	31398SA37	May 2030
IB	37,375,000(3)							
<b>Recombination 26</b>								
LF	53,250,000	L	142,000,000	PAC/AD	4.50	FIX	31398SA45	August 2038
LM	88,750,000							
LS	53,250,000(3)							
<b>Recombination 27</b>								
LM	88,750,000	LK	88,750,000	PAC/AD	2.50	FIX	31398SA52	August 2038
		LI	9,861,111(3)	NTL	4.50	FIX/IO	31398SA60	August 2038
<b>Recombination 28</b>								
LF	53,250,000	LN	142,000,000	PAC/AD	2.60	FIX	31398SA78	August 2038
LM	88,750,000	IL	59,955,555(3)	NTL	4.50	FIX/IO	31398SA86	August 2038
LS	53,250,000(3)							

- (1) REMIC Certificates and RCR Certificates in any Recombination may be exchanged only in the proportions of *original* principal or notional principal balances for the related Classes shown in this Schedule 1 (disregarding any retired Classes). For example, if a particular Recombination includes two REMIC Classes and one RCR Class whose *original* principal balances shown in the schedule reflect a 1:1:2 relationship, the same 1:1:2 relationship among the *original* principal balances of those REMIC and RCR Classes must be maintained in any exchange. This is true even if, as a result of the applicable payment priority sequence, the relationship between their *current* principal balances has changed over time. Moreover, if as a result of a proposed exchange, a Certificateholder would hold a REMIC Certificate or RCR Certificate of a Class in an amount less than the applicable minimum denomination for that Class, the Certificateholder will be unable to effect the proposed exchange. See “Description of the Certificates—General—*Authorized Denominations*” in this prospectus supplement.
- (2) See “Description of the Certificates—The Certificates—*Class Definitions and Abbreviations*” in the REMIC Prospectus.
- (3) Notional balances. These Classes are Interest Only Classes. See page S-6 for a description of how their notional balances are calculated.

## 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 . . . . .	\$56,200,000.00	March 2015 . . . . .	\$26,924,227.12	July 2019 . . . . .	\$10,408,915.71
December 2010 . . . . .	55,491,075.80	April 2015 . . . . .	26,490,711.63	August 2019 . . . . .	10,211,809.23
January 2011 . . . . .	54,788,775.50	May 2015 . . . . .	26,061,312.25	September 2019 . . . . .	10,018,226.66
February 2011 . . . . .	54,093,038.92	June 2015 . . . . .	25,635,991.39	October 2019 . . . . .	9,828,106.99
March 2011 . . . . .	53,403,806.45	July 2015 . . . . .	25,214,711.77	November 2019 . . . . .	9,641,390.26
April 2011 . . . . .	52,721,018.99	August 2015 . . . . .	24,797,436.47	December 2019 . . . . .	9,458,017.50
May 2011 . . . . .	52,044,617.99	September 2015 . . . . .	24,384,128.88	January 2020 . . . . .	9,277,930.76
June 2011 . . . . .	51,374,545.43	October 2015 . . . . .	23,974,752.74	February 2020 . . . . .	9,101,073.08
July 2011 . . . . .	50,710,743.79	November 2015 . . . . .	23,569,272.10	March 2020 . . . . .	8,927,388.45
August 2011 . . . . .	50,053,156.07	December 2015 . . . . .	23,167,651.34	April 2020 . . . . .	8,756,821.83
September 2011 . . . . .	49,401,725.81	January 2016 . . . . .	22,769,855.17	May 2020 . . . . .	8,589,319.10
October 2011 . . . . .	48,756,397.03	February 2016 . . . . .	22,375,848.61	June 2020 . . . . .	8,424,827.08
November 2011 . . . . .	48,117,114.26	March 2016 . . . . .	21,985,596.98	July 2020 . . . . .	8,263,293.47
December 2011 . . . . .	47,483,822.54	April 2016 . . . . .	21,599,065.94	August 2020 . . . . .	8,104,666.88
January 2012 . . . . .	46,856,467.38	May 2016 . . . . .	21,216,221.44	September 2020 . . . . .	7,948,896.79
February 2012 . . . . .	46,234,994.80	June 2016 . . . . .	20,837,029.76	October 2020 . . . . .	7,795,933.52
March 2012 . . . . .	45,619,351.29	July 2016 . . . . .	20,461,457.45	November 2020 . . . . .	7,645,728.28
April 2012 . . . . .	45,009,483.85	August 2016 . . . . .	20,089,471.38	December 2020 . . . . .	7,498,233.06
May 2012 . . . . .	44,405,339.93	September 2016 . . . . .	19,721,071.09	January 2021 . . . . .	7,353,400.71
June 2012 . . . . .	43,806,867.45	October 2016 . . . . .	19,359,142.33	February 2021 . . . . .	7,211,184.86
July 2012 . . . . .	43,214,014.82	November 2016 . . . . .	19,003,574.22	March 2021 . . . . .	7,071,539.93
August 2012 . . . . .	42,626,730.89	December 2016 . . . . .	18,654,257.76	April 2021 . . . . .	6,934,421.13
September 2012 . . . . .	42,044,964.99	January 2017 . . . . .	18,311,085.78	May 2021 . . . . .	6,799,784.41
October 2012 . . . . .	41,468,666.90	February 2017 . . . . .	17,973,952.92	June 2021 . . . . .	6,667,586.51
November 2012 . . . . .	40,897,786.84	March 2017 . . . . .	17,642,755.60	July 2021 . . . . .	6,537,784.88
December 2012 . . . . .	40,332,275.50	April 2017 . . . . .	17,317,391.98	August 2021 . . . . .	6,410,337.69
January 2013 . . . . .	39,772,083.98	May 2017 . . . . .	16,997,761.95	September 2021 . . . . .	6,285,203.84
February 2013 . . . . .	39,217,163.86	June 2017 . . . . .	16,683,767.09	October 2021 . . . . .	6,162,342.93
March 2013 . . . . .	38,667,467.13	July 2017 . . . . .	16,375,310.63	November 2021 . . . . .	6,041,715.24
April 2013 . . . . .	38,122,946.21	August 2017 . . . . .	16,072,297.46	December 2021 . . . . .	5,923,281.74
May 2013 . . . . .	37,583,553.96	September 2017 . . . . .	15,774,634.06	January 2022 . . . . .	5,807,004.06
June 2013 . . . . .	37,049,243.66	October 2017 . . . . .	15,482,228.49	February 2022 . . . . .	5,692,844.49
July 2013 . . . . .	36,519,969.02	November 2017 . . . . .	15,194,990.37	March 2022 . . . . .	5,580,765.96
August 2013 . . . . .	35,995,684.14	December 2017 . . . . .	14,912,830.84	April 2022 . . . . .	5,470,732.04
September 2013 . . . . .	35,476,343.55	January 2018 . . . . .	14,635,662.55	May 2022 . . . . .	5,362,706.90
October 2013 . . . . .	34,961,902.21	February 2018 . . . . .	14,363,399.63	June 2022 . . . . .	5,256,655.36
November 2013 . . . . .	34,452,315.44	March 2018 . . . . .	14,095,957.65	July 2022 . . . . .	5,152,542.82
December 2013 . . . . .	33,947,538.99	April 2018 . . . . .	13,833,253.63	August 2022 . . . . .	5,050,335.27
January 2014 . . . . .	33,447,529.02	May 2018 . . . . .	13,575,205.97	September 2022 . . . . .	4,949,999.28
February 2014 . . . . .	32,952,242.05	June 2018 . . . . .	13,321,734.47	October 2022 . . . . .	4,851,502.01
March 2014 . . . . .	32,461,635.02	July 2018 . . . . .	13,072,760.28	November 2022 . . . . .	4,754,811.18
April 2014 . . . . .	31,975,665.25	August 2018 . . . . .	12,828,205.88	December 2022 . . . . .	4,659,895.03
May 2014 . . . . .	31,494,290.43	September 2018 . . . . .	12,587,995.07	January 2023 . . . . .	4,566,722.39
June 2014 . . . . .	31,017,468.65	October 2018 . . . . .	12,352,052.94	February 2023 . . . . .	4,475,262.60
July 2014 . . . . .	30,545,158.37	November 2018 . . . . .	12,120,305.84	March 2023 . . . . .	4,385,485.52
August 2014 . . . . .	30,077,318.43	December 2018 . . . . .	11,892,681.39	April 2023 . . . . .	4,297,361.54
September 2014 . . . . .	29,613,908.01	January 2019 . . . . .	11,669,108.42	May 2023 . . . . .	4,210,861.55
October 2014 . . . . .	29,154,886.71	February 2019 . . . . .	11,449,516.96	June 2023 . . . . .	4,125,956.95
November 2014 . . . . .	28,700,214.45	March 2019 . . . . .	11,233,838.24	July 2023 . . . . .	4,042,619.62
December 2014 . . . . .	28,249,851.53	April 2019 . . . . .	11,022,004.66	August 2023 . . . . .	3,960,821.93
January 2015 . . . . .	27,803,758.61	May 2019 . . . . .	10,813,949.75	September 2023 . . . . .	3,880,536.71
February 2015 . . . . .	27,361,896.69	June 2019 . . . . .	10,609,608.17	October 2023 . . . . .	3,801,737.28

**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>
November 2023 . . . . .	\$ 3,724,397.40	April 2028 . . . . .	\$ 1,165,928.80	September 2032 . . . . .	\$ 271,731.31
December 2023 . . . . .	3,648,491.29	May 2028 . . . . .	1,138,571.21	October 2032 . . . . .	262,697.43
January 2024 . . . . .	3,573,993.61	June 2028 . . . . .	1,111,753.10	November 2032 . . . . .	253,862.12
February 2024 . . . . .	3,500,879.45	July 2028 . . . . .	1,085,464.63	December 2032 . . . . .	245,221.59
March 2024 . . . . .	3,429,124.34	August 2028 . . . . .	1,059,696.11	January 2033 . . . . .	236,772.08
April 2024 . . . . .	3,358,704.22	September 2028 . . . . .	1,034,438.04	February 2033 . . . . .	228,509.92
May 2024 . . . . .	3,289,595.45	October 2028 . . . . .	1,009,681.07	March 2033 . . . . .	220,431.50
June 2024 . . . . .	3,221,774.81	November 2028 . . . . .	985,416.03	April 2033 . . . . .	212,533.27
July 2024 . . . . .	3,155,219.45	December 2028 . . . . .	961,633.90	May 2033 . . . . .	204,811.75
August 2024 . . . . .	3,089,906.93	January 2029 . . . . .	938,325.83	June 2033 . . . . .	197,263.52
September 2024 . . . . .	3,025,815.21	February 2029 . . . . .	915,483.11	July 2033 . . . . .	189,885.22
October 2024 . . . . .	2,962,922.61	March 2029 . . . . .	893,097.20	August 2033 . . . . .	182,673.56
November 2024 . . . . .	2,901,207.82	April 2029 . . . . .	871,159.69	September 2033 . . . . .	175,625.30
December 2024 . . . . .	2,840,649.92	May 2029 . . . . .	849,662.33	October 2033 . . . . .	168,737.27
January 2025 . . . . .	2,781,228.34	June 2029 . . . . .	828,597.02	November 2033 . . . . .	162,006.34
February 2025 . . . . .	2,722,922.85	July 2029 . . . . .	807,955.79	December 2033 . . . . .	155,429.44
March 2025 . . . . .	2,665,713.60	August 2029 . . . . .	787,730.83	January 2034 . . . . .	149,003.58
April 2025 . . . . .	2,609,581.06	September 2029 . . . . .	767,914.44	February 2034 . . . . .	142,725.80
May 2025 . . . . .	2,554,506.04	October 2029 . . . . .	748,499.08	March 2034 . . . . .	136,593.19
June 2025 . . . . .	2,500,469.68	November 2029 . . . . .	729,477.33	April 2034 . . . . .	130,602.92
July 2025 . . . . .	2,447,453.46	December 2029 . . . . .	710,841.91	May 2034 . . . . .	124,752.18
August 2025 . . . . .	2,395,439.16	January 2030 . . . . .	692,585.65	June 2034 . . . . .	119,038.23
September 2025 . . . . .	2,344,408.90	February 2030 . . . . .	674,701.54	July 2034 . . . . .	113,458.38
October 2025 . . . . .	2,294,345.09	March 2030 . . . . .	657,182.66	August 2034 . . . . .	108,009.98
November 2025 . . . . .	2,245,230.45	April 2030 . . . . .	640,022.22	September 2034 . . . . .	102,690.43
December 2025 . . . . .	2,197,048.00	May 2030 . . . . .	623,213.57	October 2034 . . . . .	97,497.20
January 2026 . . . . .	2,149,781.05	June 2030 . . . . .	606,750.16	November 2034 . . . . .	92,427.76
February 2026 . . . . .	2,103,413.20	July 2030 . . . . .	590,625.56	December 2034 . . . . .	87,479.68
March 2026 . . . . .	2,057,928.34	August 2030 . . . . .	574,833.46	January 2035 . . . . .	82,650.53
April 2026 . . . . .	2,013,310.64	September 2030 . . . . .	559,367.64	February 2035 . . . . .	77,937.94
May 2026 . . . . .	1,969,544.53	October 2030 . . . . .	544,222.02	March 2035 . . . . .	73,339.61
June 2026 . . . . .	1,926,614.73	November 2030 . . . . .	529,390.60	April 2035 . . . . .	68,853.23
July 2026 . . . . .	1,884,506.22	December 2030 . . . . .	514,867.52	May 2035 . . . . .	64,476.57
August 2026 . . . . .	1,843,204.22	January 2031 . . . . .	500,646.99	June 2035 . . . . .	60,207.44
September 2026 . . . . .	1,802,694.24	February 2031 . . . . .	486,723.34	July 2035 . . . . .	56,043.67
October 2026 . . . . .	1,762,962.02	March 2031 . . . . .	473,091.01	August 2035 . . . . .	51,983.15
November 2026 . . . . .	1,723,993.54	April 2031 . . . . .	459,744.51	September 2035 . . . . .	48,023.80
December 2026 . . . . .	1,685,775.06	May 2031 . . . . .	446,678.47	October 2035 . . . . .	44,163.58
January 2027 . . . . .	1,648,293.03	June 2031 . . . . .	433,887.61	November 2035 . . . . .	40,400.48
February 2027 . . . . .	1,611,534.19	July 2031 . . . . .	421,366.76	December 2035 . . . . .	36,732.54
March 2027 . . . . .	1,575,485.46	August 2031 . . . . .	409,110.81	January 2036 . . . . .	33,157.83
April 2027 . . . . .	1,540,134.01	September 2031 . . . . .	397,114.76	February 2036 . . . . .	29,674.46
May 2027 . . . . .	1,505,467.25	October 2031 . . . . .	385,373.70	March 2036 . . . . .	26,280.56
June 2027 . . . . .	1,471,472.77	November 2031 . . . . .	373,882.81	April 2036 . . . . .	22,974.31
July 2027 . . . . .	1,438,138.42	December 2031 . . . . .	362,637.35	May 2036 . . . . .	19,753.92
August 2027 . . . . .	1,405,452.24	January 2032 . . . . .	351,632.66	June 2036 . . . . .	16,617.63
September 2027 . . . . .	1,373,402.46	February 2032 . . . . .	340,864.17	July 2036 . . . . .	13,563.73
October 2027 . . . . .	1,341,977.56	March 2032 . . . . .	330,327.39	August 2036 . . . . .	10,590.51
November 2027 . . . . .	1,311,166.18	April 2032 . . . . .	320,017.92	September 2036 . . . . .	7,696.31
December 2027 . . . . .	1,280,957.18	May 2032 . . . . .	309,931.43	October 2036 . . . . .	4,879.51
January 2028 . . . . .	1,251,339.60	June 2032 . . . . .	300,063.66	November 2036 . . . . .	2,138.51
February 2028 . . . . .	1,222,302.70	July 2032 . . . . .	290,410.44	December 2036 and thereafter . . . . .	0.00
March 2028 . . . . .	1,193,835.89	August 2032 . . . . .	280,967.66		



## 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 . . . .	\$288,103,072.00	June 2015 . . . . .	\$148,510,204.99	January 2020 . . . . .	\$ 43,980,475.61
December 2010 . . . .	286,515,204.47	July 2015 . . . . .	145,988,023.66	February 2020 . . . . .	42,824,744.17
January 2011 . . . . .	284,864,579.53	August 2015 . . . . .	143,481,529.12	March 2020 . . . . .	41,690,337.38
February 2011 . . . . .	283,151,898.91	September 2015 . . .	140,990,635.44	April 2020 . . . . .	40,576,909.11
March 2011 . . . . .	281,377,898.82	October 2015 . . . . .	138,515,257.20	May 2020 . . . . .	39,484,118.48
April 2011 . . . . .	279,543,349.44	November 2015 . . . .	136,055,309.38	June 2020 . . . . .	38,411,629.80
May 2011 . . . . .	277,649,054.45	December 2015 . . . .	133,610,707.44	July 2020 . . . . .	37,359,112.51
June 2011 . . . . .	275,695,850.40	January 2016 . . . . .	131,181,367.27	August 2020 . . . . .	36,326,241.07
July 2011 . . . . .	273,684,606.19	February 2016 . . . .	128,767,205.20	September 2020 . . .	35,312,694.89
August 2011 . . . . .	271,616,222.39	March 2016 . . . . .	126,368,138.01	October 2020 . . . . .	34,318,158.31
September 2011 . . .	269,491,630.63	April 2016 . . . . .	123,984,082.90	November 2020 . . . .	33,342,320.44
October 2011 . . . . .	267,311,792.90	May 2016 . . . . .	121,614,957.54	December 2020 . . . .	32,384,875.18
November 2011 . . . .	265,077,700.87	June 2016 . . . . .	119,260,680.00	January 2021 . . . . .	31,445,521.08
December 2011 . . . .	262,790,375.10	July 2016 . . . . .	116,921,168.79	February 2021 . . . . .	30,523,961.31
January 2012 . . . . .	260,450,864.34	August 2016 . . . . .	114,596,342.86	March 2021 . . . . .	29,619,903.58
February 2012 . . . . .	258,060,244.68	September 2016 . . .	112,286,121.58	April 2021 . . . . .	28,733,060.07
March 2012 . . . . .	255,619,618.80	October 2016 . . . . .	109,990,424.73	May 2021 . . . . .	27,863,147.38
April 2012 . . . . .	253,130,115.06	November 2016 . . . .	107,709,172.55	June 2021 . . . . .	27,009,886.45
May 2012 . . . . .	250,592,886.67	December 2016 . . . .	105,442,285.65	July 2021 . . . . .	26,173,002.50
June 2012 . . . . .	248,009,110.81	January 2017 . . . . .	103,198,141.00	August 2021 . . . . .	25,352,224.95
July 2012 . . . . .	245,379,987.70	February 2017 . . . .	100,992,646.56	September 2021 . . .	24,547,287.41
August 2012 . . . . .	242,706,739.67	March 2017 . . . . .	98,825,195.58	October 2021 . . . . .	23,757,927.56
September 2012 . . .	239,990,610.22	April 2017 . . . . .	96,695,190.38	November 2021 . . . .	22,983,887.11
October 2012 . . . . .	237,232,863.04	May 2017 . . . . .	94,602,042.19	December 2021 . . . .	22,224,911.77
November 2012 . . . .	234,434,781.01	June 2017 . . . . .	92,545,171.05	January 2022 . . . . .	21,480,751.13
December 2012 . . . .	231,597,665.22	July 2017 . . . . .	90,524,005.63	February 2022 . . . . .	20,751,158.67
January 2013 . . . . .	228,722,833.91	August 2017 . . . . .	88,537,983.18	March 2022 . . . . .	20,035,891.65
February 2013 . . . . .	225,811,621.48	September 2017 . . .	86,586,549.35	April 2022 . . . . .	19,334,711.09
March 2013 . . . . .	222,865,377.38	October 2017 . . . . .	84,669,158.07	May 2022 . . . . .	18,647,381.70
April 2013 . . . . .	219,885,465.10	November 2017 . . . .	82,785,271.47	June 2022 . . . . .	17,973,671.80
May 2013 . . . . .	216,923,738.62	December 2017 . . . .	80,934,359.72	July 2022 . . . . .	17,313,353.32
June 2013 . . . . .	213,980,098.92	January 2018 . . . . .	79,115,900.93	August 2022 . . . . .	16,666,201.70
July 2013 . . . . .	211,054,447.48	February 2018 . . . .	77,329,381.04	September 2022 . . .	16,031,995.88
August 2013 . . . . .	208,146,686.31	March 2018 . . . . .	75,574,293.70	October 2022 . . . . .	15,410,518.20
September 2013 . . .	205,256,717.92	April 2018 . . . . .	73,850,140.15	November 2022 . . . .	14,801,554.38
October 2013 . . . . .	202,384,445.34	May 2018 . . . . .	72,156,429.12	December 2022 . . . .	14,204,893.47
November 2013 . . . .	199,529,772.13	June 2018 . . . . .	70,492,676.73	January 2023 . . . . .	13,620,327.79
December 2013 . . . .	196,692,602.32	July 2018 . . . . .	68,858,406.36	February 2023 . . . . .	13,047,652.89
January 2014 . . . . .	193,872,840.46	August 2018 . . . . .	67,253,148.56	March 2023 . . . . .	12,486,667.51
February 2014 . . . . .	191,070,391.61	September 2018 . . .	65,676,440.96	April 2023 . . . . .	11,937,173.49
March 2014 . . . . .	188,285,161.32	October 2018 . . . . .	64,127,828.11	May 2023 . . . . .	11,398,975.79
April 2014 . . . . .	185,517,055.63	November 2018 . . . .	62,606,861.47	June 2023 . . . . .	10,871,882.38
May 2014 . . . . .	182,765,981.09	December 2018 . . . .	61,113,099.20	July 2023 . . . . .	10,355,704.24
June 2014 . . . . .	180,031,844.73	January 2019 . . . . .	59,646,106.18	August 2023 . . . . .	9,850,255.31
July 2014 . . . . .	177,314,554.06	February 2019 . . . .	58,205,453.82	September 2023 . . .	9,355,352.40
August 2014 . . . . .	174,614,017.10	March 2019 . . . . .	56,790,719.99	October 2023 . . . . .	8,870,815.22
September 2014 . . .	171,930,142.33	April 2019 . . . . .	55,401,488.95	November 2023 . . . .	8,396,466.28
October 2014 . . . . .	169,262,838.72	May 2019 . . . . .	54,037,351.26	December 2023 . . . .	7,932,130.87
November 2014 . . . .	166,612,015.73	June 2019 . . . . .	52,697,903.62	January 2024 . . . . .	7,477,637.02
December 2014 . . . .	163,977,583.28	July 2019 . . . . .	51,382,748.87	February 2024 . . . . .	7,032,815.46
January 2015 . . . . .	161,359,451.76	August 2019 . . . . .	50,091,495.84	March 2024 . . . . .	6,597,499.57
February 2015 . . . . .	158,757,532.05	September 2019 . . .	48,823,759.30	April 2024 . . . . .	6,171,525.34
March 2015 . . . . .	156,171,735.48	October 2019 . . . . .	47,579,159.83	May 2024 . . . . .	5,754,731.34
April 2015 . . . . .	153,601,973.86	November 2019 . . . .	46,357,323.79	June 2024 . . . . .	5,346,958.69
May 2015 . . . . .	151,048,159.45	December 2019 . . . .	45,157,883.19	July 2024 . . . . .	4,948,051.00



### ***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>
August 2024 . . . . .	\$ 4,557,854.34	February 2025 . . . . .	\$ 2,391,287.49	July 2025 . . . . .	\$ 798,954.44
September 2024 . . . . .	4,176,217.22	March 2025 . . . . .	2,057,957.47	August 2025 . . . . .	502,131.93
October 2024 . . . . .	3,802,990.52	April 2025 . . . . .	1,732,191.45	September 2025 . . . . .	212,227.53
November 2024 . . . . .	3,438,027.50	May 2025 . . . . .	1,413,856.08	October 2025 and thereafter . . . . .	0.00
December 2024 . . . . .	3,081,183.71	June 2025 . . . . .	1,102,820.13		
January 2025 . . . . .	2,732,317.01				

### ***AP 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 . . . . .	\$10,584,000.00	December 2012 . . . . .	\$ 6,974,338.52	January 2015 . . . . .	\$ 1,900,774.93
December 2010 . . . . .	10,560,296.01	January 2013 . . . . .	6,729,156.83	February 2015 . . . . .	1,766,574.03
January 2011 . . . . .	10,524,940.93	February 2013 . . . . .	6,479,258.47	March 2015 . . . . .	1,637,331.96
February 2011 . . . . .	10,478,071.47	March 2013 . . . . .	6,225,028.81	April 2015 . . . . .	1,512,993.78
March 2011 . . . . .	10,419,838.39	April 2013 . . . . .	5,966,857.02	May 2015 . . . . .	1,393,505.01
April 2011 . . . . .	10,350,406.33	May 2013 . . . . .	5,714,976.57	June 2015 . . . . .	1,278,811.66
May 2011 . . . . .	10,269,953.57	June 2013 . . . . .	5,469,321.46	July 2015 . . . . .	1,168,860.15
June 2011 . . . . .	10,178,671.81	July 2013 . . . . .	5,229,826.23	August 2015 . . . . .	1,063,597.39
July 2011 . . . . .	10,076,765.89	August 2013 . . . . .	4,996,425.96	September 2015 . . . . .	962,970.71
August 2011 . . . . .	9,964,453.52	September 2013 . . . . .	4,769,056.27	October 2015 . . . . .	866,927.90
September 2011 . . . . .	9,841,965.01	October 2013 . . . . .	4,547,653.29	November 2015 . . . . .	775,417.19
October 2011 . . . . .	9,709,542.88	November 2013 . . . . .	4,332,153.69	December 2015 . . . . .	688,387.24
November 2011 . . . . .	9,567,441.59	December 2013 . . . . .	4,122,494.68	January 2016 . . . . .	605,787.16
December 2011 . . . . .	9,415,927.14	January 2014 . . . . .	3,918,613.97	February 2016 . . . . .	527,566.46
January 2012 . . . . .	9,255,276.70	February 2014 . . . . .	3,720,449.80	March 2016 . . . . .	453,675.12
February 2012 . . . . .	9,085,778.23	March 2014 . . . . .	3,527,940.90	April 2016 . . . . .	384,063.51
March 2012 . . . . .	8,907,730.06	April 2014 . . . . .	3,341,026.54	May 2016 . . . . .	318,682.43
April 2012 . . . . .	8,721,440.45	May 2014 . . . . .	3,159,646.46	June 2016 . . . . .	257,483.12
May 2012 . . . . .	8,527,227.17	June 2014 . . . . .	2,983,740.94	July 2016 . . . . .	200,417.21
June 2012 . . . . .	8,325,417.00	July 2014 . . . . .	2,813,250.72	August 2016 . . . . .	147,436.75
July 2012 . . . . .	8,116,345.30	August 2014 . . . . .	2,648,117.06	September 2016 . . . . .	98,494.19
August 2012 . . . . .	7,900,355.52	September 2014 . . . . .	2,488,281.69	October 2016 . . . . .	53,542.42
September 2012 . . . . .	7,677,798.66	October 2014 . . . . .	2,333,686.85	November 2016 . . . . .	12,534.69
October 2012 . . . . .	7,449,032.80	November 2014 . . . . .	2,184,275.23	December 2016 and thereafter . . . . .	0.00
November 2012 . . . . .	7,214,422.54	December 2014 . . . . .	2,039,990.04		

### ***Aggregate Group III 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 . . . . .	\$172,075,000.00	February 2012 . . . . .	\$159,371,674.91	May 2013 . . . . .	\$133,723,544.85
December 2010 . . . . .	171,689,998.39	March 2012 . . . . .	158,021,990.70	June 2013 . . . . .	131,773,943.56
January 2011 . . . . .	171,237,323.40	April 2012 . . . . .	156,614,498.92	July 2013 . . . . .	129,846,547.26
February 2011 . . . . .	170,717,158.76	May 2012 . . . . .	155,150,370.23	August 2013 . . . . .	127,941,110.54
March 2011 . . . . .	170,129,757.31	June 2012 . . . . .	153,630,832.71	September 2013 . . . . .	126,057,390.70
April 2011 . . . . .	169,475,440.94	July 2012 . . . . .	152,057,170.26	October 2013 . . . . .	124,195,147.64
May 2011 . . . . .	168,754,600.58	August 2012 . . . . .	150,430,720.76	November 2013 . . . . .	122,354,143.88
June 2011 . . . . .	167,967,695.97	September 2012 . . . . .	148,752,874.26	December 2013 . . . . .	120,534,144.53
July 2011 . . . . .	167,115,255.39	October 2012 . . . . .	147,025,070.96	January 2014 . . . . .	118,734,917.24
August 2011 . . . . .	166,197,875.19	November 2012 . . . . .	145,248,799.22	February 2014 . . . . .	116,956,232.20
September 2011 . . . . .	165,216,219.26	December 2012 . . . . .	143,425,593.38	March 2014 . . . . .	115,197,862.09
October 2011 . . . . .	164,171,018.39	January 2013 . . . . .	141,557,031.56	April 2014 . . . . .	113,459,582.06
November 2011 . . . . .	163,063,069.45	February 2013 . . . . .	139,644,733.35	May 2014 . . . . .	111,741,169.70
December 2011 . . . . .	161,893,234.53	March 2013 . . . . .	137,690,357.44	June 2014 . . . . .	110,042,405.05
January 2012 . . . . .	160,662,439.90	April 2013 . . . . .	135,695,599.21	July 2014 . . . . .	108,363,070.50

### Aggregate Group III (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 2014 . . . . .	\$106,702,950.83	March 2019 . . . . .	\$ 40,772,399.20	October 2023 . . . . .	\$ 14,152,901.97
September 2014 . . .	105,061,833.16	April 2019 . . . . .	40,013,773.62	November 2023 . . . .	13,875,408.98
October 2014 . . . . .	103,439,506.92	May 2019 . . . . .	39,268,701.69	December 2023 . . . .	13,603,027.86
November 2014 . . . .	101,835,763.85	June 2019 . . . . .	38,536,947.38	January 2024 . . . . .	13,335,667.85
December 2014 . . . .	100,250,397.93	July 2019 . . . . .	37,818,278.68	February 2024 . . . . .	13,073,239.75
January 2015 . . . . .	98,683,205.39	August 2019 . . . . .	37,112,467.57	March 2024 . . . . .	12,815,655.92
February 2015 . . . . .	97,133,984.70	September 2019 . . .	36,419,289.95	April 2024 . . . . .	12,562,830.22
March 2015 . . . . .	95,602,536.50	October 2019 . . . . .	35,738,525.54	May 2024 . . . . .	12,314,678.01
April 2015 . . . . .	94,088,663.61	November 2019 . . . .	35,069,957.84	June 2024 . . . . .	12,071,116.15
May 2015 . . . . .	92,592,170.98	December 2019 . . . .	34,413,374.05	July 2024 . . . . .	11,832,062.90
June 2015 . . . . .	91,112,865.72	January 2020 . . . . .	33,768,565.04	August 2024 . . . . .	11,597,437.97
July 2015 . . . . .	89,650,557.01	February 2020 . . . .	33,135,325.25	September 2024 . . .	11,367,162.45
August 2015 . . . . .	88,205,056.12	March 2020 . . . . .	32,513,452.64	October 2024 . . . . .	11,141,158.81
September 2015 . . .	86,776,176.38	April 2020 . . . . .	31,902,748.65	November 2024 . . . .	10,919,350.87
October 2015 . . . . .	85,363,733.15	May 2020 . . . . .	31,303,018.13	December 2024 . . . .	10,701,663.76
November 2015 . . . .	83,967,543.79	June 2020 . . . . .	30,714,069.25	January 2025 . . . . .	10,488,023.94
December 2015 . . . .	82,587,427.68	July 2020 . . . . .	30,135,713.50	February 2025 . . . . .	10,278,359.12
January 2016 . . . . .	81,223,206.14	August 2020 . . . . .	29,567,765.61	March 2025 . . . . .	10,072,598.29
February 2016 . . . .	79,874,702.44	September 2020 . . .	29,010,043.46	April 2025 . . . . .	9,870,671.67
March 2016 . . . . .	78,541,741.81	October 2020 . . . . .	28,462,368.09	May 2025 . . . . .	9,672,510.69
April 2016 . . . . .	77,224,151.34	November 2020 . . . .	27,924,563.59	June 2025 . . . . .	9,478,047.97
May 2016 . . . . .	75,921,760.03	December 2020 . . . .	27,396,457.10	July 2025 . . . . .	9,287,217.33
June 2016 . . . . .	74,634,398.76	January 2021 . . . . .	26,877,878.71	August 2025 . . . . .	9,099,953.72
July 2016 . . . . .	73,361,900.21	February 2021 . . . .	26,368,661.42	September 2025 . . .	8,916,193.24
August 2016 . . . . .	72,104,098.94	March 2021 . . . . .	25,868,641.14	October 2025 . . . . .	8,735,873.08
September 2016 . . .	70,860,831.27	April 2021 . . . . .	25,377,656.57	November 2025 . . . .	8,558,931.56
October 2016 . . . . .	69,631,935.33	May 2021 . . . . .	24,895,549.19	December 2025 . . . .	8,385,308.05
November 2016 . . . .	68,417,251.01	June 2021 . . . . .	24,422,163.21	January 2026 . . . . .	8,214,942.99
December 2016 . . . .	67,216,619.94	July 2021 . . . . .	23,957,345.54	February 2026 . . . .	8,047,777.86
January 2017 . . . . .	66,029,885.50	August 2021 . . . . .	23,500,945.69	March 2026 . . . . .	7,883,755.17
February 2017 . . . .	64,856,892.76	September 2021 . . .	23,052,815.78	April 2026 . . . . .	7,722,818.41
March 2017 . . . . .	63,697,488.50	October 2021 . . . . .	22,612,810.49	May 2026 . . . . .	7,564,912.09
April 2017 . . . . .	62,551,521.14	November 2021 . . . .	22,180,786.97	June 2026 . . . . .	7,409,981.67
May 2017 . . . . .	61,418,840.80	December 2021 . . . .	21,756,604.86	July 2026 . . . . .	7,257,973.57
June 2017 . . . . .	60,299,299.20	January 2022 . . . . .	21,340,126.22	August 2026 . . . . .	7,108,835.14
July 2017 . . . . .	59,193,574.33	February 2022 . . . .	20,931,215.46	September 2026 . . .	6,962,514.67
August 2017 . . . . .	58,107,427.69	March 2022 . . . . .	20,529,739.36	October 2026 . . . . .	6,818,961.33
September 2017 . . .	57,040,520.33	April 2022 . . . . .	20,135,566.97	November 2026 . . . .	6,678,125.22
October 2017 . . . . .	55,992,519.07	May 2022 . . . . .	19,748,569.61	December 2026 . . . .	6,539,957.26
November 2017 . . . .	54,963,096.45	June 2022 . . . . .	19,368,620.84	January 2027 . . . . .	6,404,409.29
December 2017 . . . .	53,951,930.56	July 2022 . . . . .	18,995,596.37	February 2027 . . . .	6,271,433.94
January 2018 . . . . .	52,958,705.00	August 2022 . . . . .	18,629,374.08	March 2027 . . . . .	6,140,984.70
February 2018 . . . .	51,983,108.76	September 2022 . . .	18,269,833.93	April 2027 . . . . .	6,013,015.89
March 2018 . . . . .	51,024,836.14	October 2022 . . . . .	17,916,858.00	May 2027 . . . . .	5,887,482.60
April 2018 . . . . .	50,083,586.67	November 2022 . . . .	17,570,330.36	June 2027 . . . . .	5,764,340.72
May 2018 . . . . .	49,159,064.99	December 2022 . . . .	17,230,137.11	July 2027 . . . . .	5,643,546.92
June 2018 . . . . .	48,250,980.80	January 2023 . . . . .	16,896,166.30	August 2027 . . . . .	5,525,058.63
July 2018 . . . . .	47,359,048.75	February 2023 . . . .	16,568,307.95	September 2027 . . .	5,408,834.03
August 2018 . . . . .	46,482,988.38	March 2023 . . . . .	16,246,453.94	October 2027 . . . . .	5,294,832.03
September 2018 . . .	45,622,524.00	April 2023 . . . . .	15,930,498.05	November 2027 . . . .	5,183,012.27
October 2018 . . . . .	44,777,384.64	May 2023 . . . . .	15,620,335.89	December 2027 . . . .	5,073,335.09
November 2018 . . . .	43,947,303.97	June 2023 . . . . .	15,315,864.86	January 2028 . . . . .	4,965,761.54
December 2018 . . . .	43,132,020.20	July 2023 . . . . .	15,016,984.17	February 2028 . . . .	4,860,253.35
January 2019 . . . . .	42,331,276.03	August 2023 . . . . .	14,723,594.74	March 2028 . . . . .	4,756,772.92
February 2019 . . . .	41,544,818.56	September 2023 . . .	14,435,599.23	April 2028 . . . . .	4,655,283.31

**Aggregate Group III (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 2028 . . . . .	\$ 4,555,748.26	June 2032 . . . . .	\$ 1,465,254.05	July 2036 . . . . .	\$ 346,574.46
June 2028 . . . . .	4,458,132.11	July 2032 . . . . .	1,428,768.96	August 2036 . . . . .	334,114.33
July 2028 . . . . .	4,362,399.85	August 2032 . . . . .	1,393,036.04	September 2036 . . .	321,942.15
August 2028 . . . . .	4,268,517.09	September 2032 . . .	1,358,041.06	October 2036 . . . . .	310,052.18
September 2028 . . .	4,176,450.05	October 2032 . . . . .	1,323,770.03	November 2036 . . . .	298,438.77
October 2028 . . . . .	4,086,165.52	November 2032 . . . .	1,290,209.24	December 2036 . . . .	287,096.36
November 2028 . . . .	3,997,630.91	December 2032 . . . .	1,257,345.20	January 2037 . . . . .	276,019.53
December 2028 . . . .	3,910,814.18	January 2033 . . . . .	1,225,164.67	February 2037 . . . . .	265,202.92
January 2029 . . . . .	3,825,683.88	February 2033 . . . . .	1,193,654.66	March 2037 . . . . .	254,641.31
February 2029 . . . . .	3,742,209.11	March 2033 . . . . .	1,162,802.41	April 2037 . . . . .	244,329.55
March 2029 . . . . .	3,660,359.50	April 2033 . . . . .	1,132,595.38	May 2037 . . . . .	234,262.60
April 2029 . . . . .	3,580,105.23	May 2033 . . . . .	1,103,021.28	June 2037 . . . . .	224,435.49
May 2029 . . . . .	3,501,417.02	June 2033 . . . . .	1,074,068.02	July 2037 . . . . .	214,843.39
June 2029 . . . . .	3,424,266.08	July 2033 . . . . .	1,045,723.73	August 2037 . . . . .	205,481.52
July 2029 . . . . .	3,348,624.17	August 2033 . . . . .	1,017,976.79	September 2037 . . .	196,345.20
August 2029 . . . . .	3,274,463.50	September 2033 . . .	990,815.74	October 2037 . . . . .	187,429.84
September 2029 . . .	3,201,756.83	October 2033 . . . . .	964,229.37	November 2037 . . . .	178,730.95
October 2029 . . . . .	3,130,477.35	November 2033 . . . .	938,206.65	December 2037 . . . .	170,244.09
November 2029 . . . .	3,060,598.77	December 2033 . . . .	912,736.76	January 2038 . . . . .	161,964.95
December 2029 . . . .	2,992,095.23	January 2034 . . . . .	887,809.08	February 2038 . . . . .	153,889.25
January 2030 . . . . .	2,924,941.37	February 2034 . . . . .	863,413.17	March 2038 . . . . .	146,012.84
February 2030 . . . . .	2,859,112.24	March 2034 . . . . .	839,538.79	April 2038 . . . . .	138,331.61
March 2030 . . . . .	2,794,583.35	April 2034 . . . . .	816,175.89	May 2038 . . . . .	130,841.55
April 2030 . . . . .	2,731,330.66	May 2034 . . . . .	793,314.60	June 2038 . . . . .	123,538.72
May 2030 . . . . .	2,669,330.55	June 2034 . . . . .	770,945.22	July 2038 . . . . .	116,419.25
June 2030 . . . . .	2,608,559.80	July 2034 . . . . .	749,058.24	August 2038 . . . . .	109,479.34
July 2030 . . . . .	2,548,995.63	August 2034 . . . . .	727,644.33	September 2038 . . .	102,715.28
August 2030 . . . . .	2,490,615.66	September 2034 . . .	706,694.31	October 2038 . . . . .	96,123.42
September 2030 . . .	2,433,397.89	October 2034 . . . . .	686,199.18	November 2038 . . . .	89,700.17
October 2030 . . . . .	2,377,320.75	November 2034 . . . .	666,150.11	December 2038 . . . .	83,442.02
November 2030 . . . .	2,322,363.01	December 2034 . . . .	646,538.41	January 2039 . . . . .	77,345.52
December 2030 . . . .	2,268,503.86	January 2035 . . . . .	627,355.59	February 2039 . . . . .	71,407.30
January 2031 . . . . .	2,215,722.84	February 2035 . . . . .	608,593.26	March 2039 . . . . .	65,624.03
February 2031 . . . . .	2,163,999.85	March 2035 . . . . .	590,243.24	April 2039 . . . . .	59,992.47
March 2031 . . . . .	2,113,315.17	April 2035 . . . . .	572,297.47	May 2039 . . . . .	54,509.42
April 2031 . . . . .	2,063,649.42	May 2035 . . . . .	554,748.03	June 2039 . . . . .	49,171.76
May 2031 . . . . .	2,014,983.57	June 2035 . . . . .	537,587.17	July 2039 . . . . .	43,976.40
June 2031 . . . . .	1,967,298.92	July 2035 . . . . .	520,807.28	August 2039 . . . . .	38,920.35
July 2031 . . . . .	1,920,577.12	August 2035 . . . . .	504,400.86	September 2039 . . .	34,000.65
August 2031 . . . . .	1,874,800.15	September 2035 . . .	488,360.58	October 2039 . . . . .	29,214.40
September 2031 . . .	1,829,950.31	October 2035 . . . . .	472,679.24	November 2039 . . . .	24,558.76
October 2031 . . . . .	1,786,010.19	November 2035 . . . .	457,349.76	December 2039 . . . .	20,030.95
November 2031 . . . .	1,742,962.74	December 2035 . . . .	442,365.20	January 2040 . . . . .	15,628.22
December 2031 . . . .	1,700,791.19	January 2036 . . . . .	427,718.76	February 2040 . . . . .	11,347.91
January 2032 . . . . .	1,659,479.07	February 2036 . . . . .	413,403.73	March 2040 . . . . .	7,187.39
February 2032 . . . . .	1,619,010.21	March 2036 . . . . .	399,413.57	April 2040 . . . . .	3,144.07
March 2032 . . . . .	1,579,368.73	April 2036 . . . . .	385,741.82	May 2040 and thereafter . . . . .	0.00
April 2032 . . . . .	1,540,539.04	May 2036 . . . . .	372,382.17		
May 2032 . . . . .	1,502,505.83	June 2036 . . . . .	359,328.41		

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.

\$1,781,728,871



Guaranteed REMIC  
Pass-Through Certificates  
Fannie Mae REMIC Trust 2010-141

PROSPECTUS SUPPLEMENT

TABLE OF CONTENTS

	Page
Table of Contents . . . . .	S- 2
Available Information . . . . .	S- 3
Summary . . . . .	S- 4
Additional Risk Factors . . . . .	S- 9
Description of the Certificates . . . . .	S-10
Certain Additional Federal Income Tax Consequences . . . . .	S-30
Plan of Distribution . . . . .	S-32
Legal Matters . . . . .	S-32
Schedule 1 . . . . .	A- 1
Principal Balance Schedules . . . . .	B- 1



November 23, 2010