

\$427,673,000



FannieMae®

**Guaranteed REMIC Pass-Through Certificates
Fannie Mae REMIC Trust 2010-143**

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.

Class	Group	Original Class Balance	Principal Type(1)	Interest Rate	Interest Type(1)	CUSIP Number	Final Distribution Date
B	1	\$100,000,000	PT	3.5%	FIX	31398SRG0	December 2025
IO	1	30,000,000(2)	NTL	5.0	FIX/IO	31398SRH8	December 2025
A	2	150,000,000	SEQ/AD	4.0	FIX	31398SRJ4	September 2036
Z	2	17,084,000	SEQ	4.0	FIX/Z	31398SRK1	December 2040
F	3	45,000,000	PT	(3)	FLT	31398SRL9	December 2040
S	3	45,000,000(2)	NTL	(3)	INV/IO	31398SRM7	December 2040
AC	4	25,000,000	TAC/AD	4.5	FIX	31398SRN5	December 2040
CZ	4	4,780,000	SUP	4.5	FIX/Z	31398SRP0	December 2040
AD	5	15,000,000	SEQ	4.5	FIX	31398SRQ8	August 2028
BD	5	3,750,000	SEQ	4.5	FIX	31398SRR6	December 2030
AE	6	20,000,000	PT	2.0	FIX	31398SRS4	December 2025
EI	6	12,000,000(2)	NTL	5.0	FIX/IO	31398SRT2	December 2025
AG	7	30,000,000	SEQ	4.0	FIX	31398SRU9	December 2038
BG	7	5,294,250	SEQ	4.0	FIX	31398SRV7	December 2040
FA(4) . . .	7	11,764,750	PT	(3)	FLT	31398SRW5	December 2040
SB(4) . . .	7	11,764,750(2)	NTL	(3)	INV/IO	31398SRX3	December 2040
ST(4) . . .	7	11,764,750(2)	NTL	(3)	INV/IO	31398SRY1	December 2040
R		0	NPR	0	NPR	31398SRZ8	December 2040

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

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

The Fannie Mae Guaranty

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

The Trust and its Assets

The trust will own Fannie Mae MBS.

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

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 FB and SA Classes are the RCR classes. For a more detailed description of the RCR classes, see Schedule 1 attached to this prospectus supplement and "Description of the Certificates—The Certificates—Combination and Recombination" in the REMIC prospectus.

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

Carefully consider the risk factors on page S-7 of this prospectus supplement and starting on page 11 of the REMIC prospectus. Unless you understand and are able to tolerate these risks, you should not invest in the certificates.

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

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

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

BNP PARIBAS

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AVAILABLE INFORMATION

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

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

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

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

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

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

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

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

Static Data NY Securities
BNP Paribas
525 Washington Boulevard
Jersey City, New Jersey 07310
(telephone (201) 850-5627).
StaticDataNYSEcurities@americas.bnpparibas.com

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

Group 1, Group 2, Group 3, Group 4, Group 5, Group 6 and Group 7

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	\$100,000,000	5.00%	5.25% to 7.50%	81 to 180
Group 2 MBS	\$167,084,000	4.00%	4.25% to 6.50%	241 to 360
Group 3 MBS	\$ 45,000,000	6.00%	6.25% to 8.50%	241 to 360
Group 4 MBS	\$ 29,780,000	4.50%	4.75% to 7.00%	241 to 360
Group 5 MBS	\$ 18,750,000	4.50%	4.75% to 7.00%	181 to 240
Group 6 MBS	\$ 20,000,000	5.00%	5.25% to 7.50%	101 to 180
Group 7 MBS	\$ 47,059,000	4.50%	4.75% to 7.00%	229 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	\$100,000,000	180	97	78	5.420%
Group 2 MBS	\$167,084,000	360	359	1	4.550%
Group 3 MBS	\$ 45,000,000	360	311	42	6.466%
Group 4 MBS	\$ 29,780,000	360	358	2	5.000%
Group 5 MBS	\$ 18,750,000	240	238	2	5.000%
Group 6 MBS	\$ 20,000,000	180	101	79	5.420%
Group 7 MBS	\$ 47,059,000	360	355	3	4.990%

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

Settlement Date

We expect to issue the certificates on 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 Class	R Class

Exchanging Certificates Through Combination and Recombination

If you own certificates of a class designated as “exchangeable” on the cover of this prospectus supplement, you will be able to exchange them for a proportionate interest in the related RCR certificates. Schedule 1 lists the available 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.

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>
F	0.85344%	6.00%	0.60%	LIBOR + 60 basis points
S	5.14656%	5.40%	0.00%	5.4% – LIBOR
FA	0.90344%	6.00%	0.65%	LIBOR + 65 basis points
SB	5.04656%	5.30%	0.00%	5.3% – LIBOR
ST	0.05000%	0.05%	0.00%	5.35% – LIBOR
FB	0.95344%	6.00%	0.70%	LIBOR + 70 basis points
SA	5.09656%	5.35%	0.00%	5.35% – 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>	
IO	30% of the B Class
S	100% of the F Class
EI	60% of the AE Class
SB	100% of the FA Class
ST	100% of the FA Class
SA	100% of the FA Class

Distributions of Principal

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

Weighted Average Lives (years)*

		CPR Prepayment Assumption						
<u>Group 1 Classes</u>		<u>0%</u>	<u>10%</u>	<u>15%</u>	<u>20%</u>	<u>40%</u>	<u>70%</u>	
B and IO		8.9	3.3	2.9	2.6	1.6	0.8	
		PSA Prepayment Assumption						
<u>Group 2 Classes</u>		<u>0%</u>	<u>100%</u>	<u>283%</u>	<u>500%</u>	<u>700%</u>	<u>1000%</u>	
A		16.0	8.0	4.3	2.9	2.3	1.9	
Z		28.0	22.9	14.4	9.1	6.7	4.7	
		CPR Prepayment Assumption						
<u>Group 3 Classes</u>		<u>0%</u>	<u>10%</u>	<u>15%</u>	<u>20%</u>	<u>25%</u>	<u>40%</u>	<u>70%</u>
F and S		20.8	7.3	5.3	4.1	3.3	1.9	0.8
		PSA Prepayment Assumption						
<u>Group 4 Classes</u>		<u>0%</u>	<u>100%</u>	<u>324%</u>	<u>444%</u>	<u>600%</u>	<u>800%</u>	<u>1300%</u>
AC.....		14.0	6.9	3.7	3.8	3.5	2.8	1.9
CZ.....		26.8	20.8	12.7	5.3	1.4	1.0	0.6
		PSA Prepayment Assumption						
<u>Group 5 Classes</u>		<u>0%</u>	<u>100%</u>	<u>200%</u>	<u>412%</u>	<u>700%</u>	<u>900%</u>	<u>1300%</u>
AD.....		10.6	6.2	4.4	2.8	2.0	1.7	1.4
BD.....		18.9	16.5	13.6	8.8	5.6	4.4	3.0
		CPR Prepayment Assumption						
<u>Group 6 Classes</u>		<u>0%</u>	<u>10%</u>	<u>15%</u>	<u>20%</u>	<u>40%</u>	<u>70%</u>	
AE and EI		8.9	3.4	3.0	2.6	1.6	0.8	
		PSA Prepayment Assumption						
<u>Group 7 Classes</u>		<u>0%</u>	<u>100%</u>	<u>293%</u>	<u>500%</u>	<u>700%</u>	<u>1000%</u>	<u>1400%</u>
AG.....		18.3	8.5	4.0	2.7	2.1	1.7	1.3
BG.....		29.0	24.3	14.0	8.7	6.2	4.3	2.9
FA, SB, ST, FB and SA.....		19.9	10.8	5.5	3.6	2.7	2.0	1.6

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

ADDITIONAL RISK FACTORS

Our purchases of delinquent loans from our single-family MBS trusts may result in increased rates of principal payments on your certificates. On February 10, 2010, we announced that we intend to increase significantly our purchases of delinquent loans from our single-family MBS trusts. If the MBS directly or indirectly backing your certificates hold delinquent loans, those MBS could as a result experience increased prepayments. In turn, this may result in an increase in the rate of principal payments on your certificates. You should refer to the MBS Prospectus for further information about our option to purchase delinquent loans from MBS pools and to our Web site at www.fanniemae.com for further information about our intention to increase our purchases of delinquent loans from our single-family MBS trusts.

“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 2 MBS and Group 4 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 2 Classes and Group 4 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.

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.

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 seven 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” and “Group 7 MBS,” and together, the “MBS”).

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

The Trust will constitute a “real estate mortgage investment conduit” (“REMIC”) under the Internal Revenue Code of 1986, as amended (the “Code”).

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

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

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

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

We will issue the Residual Certificate in fully registered, certificated form. The “Holder” or “Certificateholder” of the Residual Certificate is its registered owner. The Residual Certificate can be transferred at the corporate trust office of the Transfer Agent, or at the office of the Transfer Agent in New York, New York. U.S. Bank National Association in Boston, Massachusetts will be the initial Transfer Agent. We may impose a service charge for any registration of transfer of the Residual

Certificate and may require payment to cover any tax or other governmental charge. See also “—Characteristics of the Residual Class” below.

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

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

The MBS

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

In addition, the pools underlying the Group 2 MBS and Group 4 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 2 MBS and Group 4 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.

Furthermore, 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. 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.

For additional information, see “Summary—Group 1, Group 2, Group 3, Group 4, Group 5, Group 6 and Group 7—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	Floating Rate and Inverse Floating Rate Classes

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

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

Distributions of Principal

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

- *Group 1*

The Group 1 Principal Distribution Amount to B until retired. } Pass-Through Class

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

- *Group 2*

The Group 2 Principal Distribution Amount to A and Z, in that order, until retired. } Sequential Pay Classes

The “Group 2 Principal Distribution Amount” is the *sum* of the principal then paid on the Group 2 MBS *plus* any interest then accrued and added to the principal balance of the Z Class.

- *Group 3*

The Group 3 Principal Distribution Amount to F until retired. } Pass-Through Class

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

- *Group 4*

The CZ Accrual Amount to AC to its Targeted Balance, and thereafter to CZ. } Accretion Directed/TAC Class and Accrual Class

The Group 4 Cash Flow Distribution Amount in the following priority:

1. To AC to its Targeted Balance. } TAC Class
2. To CZ until retired. } Support Class
3. To AC until retired. } TAC Class

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

The “Group 4 Cash Flow Distribution Amount” is the principal then paid on the Group 4 MBS.

- *Group 5*

The Group 5 Principal Distribution Amount to AD and BD, 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 to AE until retired. } Pass-Through Class

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

- *Group 7*

The Group 7 Principal Distribution Amount as follows:

- 75% to AG and BG, in that order, until retired, and } Sequential Pay Classes
- 25% to FA until retired. } Pass-Through Class

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

Structuring Assumptions

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

- the Mortgage Loans underlying the MBS have the original terms to maturity, remaining terms to maturity, loan ages and interest rates specified under “Summary—Group 1, Group 2, Group 3, Group 4, Group 5, Group 6 and Group 7—Assumed Characteristics of the Underlying Mortgage Loans” in this prospectus supplement;
- the Mortgage Loans prepay at the constant percentages of CPR or PSA, as applicable, 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 with respect to the Group 1, Group 3 and Group 6 Classes is CPR. For a description of CPR, see “Yield, Maturity and Prepayment Considerations—Prepayment Models” in the REMIC Prospectus.

The prepayment model used in this prospectus supplement with respect to the Group 2, Group 4, Group 5 and Group 7 Classes 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* CPR or PSA rate or at any other *constant* rate.

Principal Balance Schedule. The Principal Balance Schedule for the AC Class is set forth on page B-1 of this prospectus supplement. The Principal Balance Schedule was prepared based on the Pricing Assumptions and the assumption that the related Mortgage Loans prepay at the “Structuring Speed” specified in the chart below.

<u>Class</u>	<u>Structuring Speed</u>
AC Class Targeted Balances	324% PSA

We cannot assure you that the balance of the AC Class will conform on any Distribution Date to the balance specified in the Principal Balance Schedule or that

distributions of principal of the AC Class will begin or end on the Distribution Dates specified in the Principal Balance Schedule.

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

- We will distribute any excess of principal distributions over the amount necessary to reduce the AC Class to its scheduled balance in any month. As a result, the likelihood of reducing the AC Class to its scheduled balance each month will not be improved by the averaging of high and low principal distributions from month to month.
- The principal payment stability of the AC Class will be supported by the CZ Class. When the CZ Class is retired, the AC Class, if still outstanding, 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 CPR or PSA, as applicable, 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 CPR or PSA, as applicable. Moreover, it is unlikely that

- the Mortgage Loans will prepay at a constant CPR or 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 the Fixed Rate Interest Only Classes would be 0% if prepayments of the related Mortgage Loans were to occur at the following constant rates:

<u>Class</u>	
IO	29.1% CPR
EI	27.4% CPR

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

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

<u>Class</u>	<u>Price*</u>
IO	9.875%
EI	10.500%

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

Sensitivity of the IO Class to Prepayments

	<u>CPR Prepayment Assumption</u>					
	<u>5%</u>	<u>10%</u>	<u>15%</u>	<u>20%</u>	<u>40%</u>	<u>70%</u>
Pre-Tax Yields to Maturity	30.2%	24.3%	18.2%	11.9%	(15.4)%	(67.7)%

Sensitivity of the EI Class to Prepayments

	<u>CPR Prepayment Assumption</u>					
	<u>5%</u>	<u>10%</u>	<u>15%</u>	<u>20%</u>	<u>40%</u>	<u>70%</u>
Pre-Tax Yields to Maturity	27.7%	21.8%	15.8%	9.6%	(17.5)%	(69.3)%

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 tables below, it is possible that investors in the Inverse Floating Rate Classes would lose money on their initial investments under certain Index and prepayment scenarios.

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

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

- the interest rates for the Inverse Floating Rate Classes for the initial Interest Accrual Period are the rates listed in the table under “Summary—Interest Rates” in this prospectus supplement and for each following Interest Accrual Period will be based on the specified levels of the Index, and

- the aggregate purchase prices of these Classes (expressed in each case as a percentage of original principal balance) are as follows:

<u>Class</u>	<u>Price*</u>
S	11.43750%
SB	12.68750%
ST	0.03125%
SA	12.71875%

* 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 S Class to Prepayments and LIBOR
(Pre-Tax Yields to Maturity)**

<u>LIBOR</u>	<u>CPR Prepayment Assumption</u>						
	<u>5%</u>	<u>10%</u>	<u>15%</u>	<u>20%</u>	<u>25%</u>	<u>40%</u>	<u>70%</u>
0.12000%	42.5%	36.2%	29.8%	23.1%	16.3%	(5.9)%	(61.2)%
0.25344%	41.1%	34.9%	28.5%	21.9%	15.0%	(7.0)%	(62.0)%
2.25344%	21.5%	15.7%	9.7%	3.6%	(2.8)%	(23.2)%	(74.3)%
4.25344%	1.0%	(4.3)%	(9.7)%	(15.4)%	(21.2)%	(39.9)%	(88.2)%
5.40000%	*	*	*	*	*	*	*

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption</u>						
	<u>50%</u>	<u>100%</u>	<u>293%</u>	<u>500%</u>	<u>700%</u>	<u>1000%</u>	<u>1400%</u>
0.12000%	39.8%	37.3%	27.5%	16.5%	5.6%	(11.4)%	(35.5)%
0.25344%	38.6%	36.1%	26.2%	15.2%	4.3%	(12.9)%	(37.1)%
2.25344%	20.6%	18.0%	7.4%	(4.4)%	(16.3)%	(35.2)%	(62.3)%
4.25344%	1.7%	(1.1)%	(12.2)%	(24.9)%	(38.1)%	(60.2)%	(93.7)%
5.30000% and above	*	*	*	*	*	*	*

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption</u>						
	<u>50%</u>	<u>100%</u>	<u>293%</u>	<u>500%</u>	<u>700%</u>	<u>1000%</u>	<u>1400%</u>
5.300% and below	218.4%	216.3%	207.9%	198.8%	189.7%	175.7%	156.0%
5.325%	96.1%	93.9%	85.2%	75.6%	66.1%	51.4%	30.7%
5.350%	*	*	*	*	*	*	*

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

LIBOR	PSA Prepayment Assumption						
	50%	100%	293%	500%	700%	1000%	1400%
0.12000%	40.2%	37.7%	27.8%	16.9%	6.0%	(11.0)%	(35.1)%
0.25344%	39.0%	36.5%	26.6%	15.6%	4.7%	(12.5)%	(36.7)%
2.25344%	21.0%	18.3%	7.8%	(3.9)%	(15.8)%	(34.7)%	(61.7)%
4.25344%	2.2%	(0.6)%	(11.7)%	(24.4)%	(37.6)%	(59.5)%	(92.7)%
5.35000%	*	*	*	*	*	*	*

Weighted Average Lives of the Certificates

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

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

- the timing of changes in the rate of principal distributions, and
- the priority sequences of distributions of principal of the Group 2, Group 4, Group 5 and Group 7 Classes.

See “—Distributions of Principal” above.

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

Decrement Tables

The following tables indicate the percentages of original principal balances of the specified Classes that would be outstanding after each date shown at various constant PSA or CPR rates, as applicable, 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 or CPR, 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	180 months	7.50%
Group 2 MBS	360 months	6.50%
Group 3 MBS	360 months	8.50%
Group 4 MBS	360 months	7.00%
Group 5 MBS	240 months	7.00%
Group 6 MBS	180 months	7.50%

**Mortgage Loans Backing
Trust Assets Specified Below**

Group 7 MBS

**Original and Remaining
Terms to Maturity**

360 months

**Interest
Rates**

7.00%

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

<u>Date</u>	<u>B and IO[†] Classes</u>					
	<u>CPR Prepayment Assumption</u>					
	<u>0%</u>	<u>10%</u>	<u>15%</u>	<u>20%</u>	<u>40%</u>	<u>70%</u>
Initial Percent	100	100	100	100	100	100
November 2011	96	81	76	72	54	27
November 2012	92	64	57	51	28	7
November 2013	88	49	42	35	15	2
November 2014	83	37	29	23	7	*
November 2015	78	26	19	14	3	*
November 2016	73	16	11	8	1	*
November 2017	67	8	5	3	*	*
November 2018	60	1	*	*	*	*
November 2019	54	0	0	0	0	0
November 2020	46	0	0	0	0	0
November 2021	38	0	0	0	0	0
November 2022	30	0	0	0	0	0
November 2023	21	0	0	0	0	0
November 2024	11	0	0	0	0	0
November 2025	0	0	0	0	0	0
Weighted Average Life (years)**	8.9	3.3	2.9	2.6	1.6	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.

Date	A Class						Z Class						F and S† Classes						
	PSA Prepayment Assumption						PSA Prepayment Assumption						CPR Prepayment Assumption						
	0%	100%	283%	500%	700%	1000%	0%	100%	283%	500%	700%	1000%	0%	10%	15%	20%	25%	40%	70%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
November 2011	98	96	93	89	86	81	104	104	104	104	104	104	99	89	84	79	74	59	30
November 2012	96	90	79	68	57	43	108	108	108	108	108	108	98	78	70	62	54	35	9
November 2013	95	81	62	43	28	10	113	113	113	113	113	113	98	69	58	49	40	21	3
November 2014	93	74	48	25	10	0	117	117	117	117	117	78	97	61	49	38	29	12	1
November 2015	90	66	36	12	0	0	122	122	122	122	115	30	95	54	40	30	22	7	*
November 2016	88	59	26	3	0	0	127	127	127	127	65	12	94	47	34	23	16	4	*
November 2017	86	52	18	0	0	0	132	132	132	108	37	5	93	42	28	18	12	2	*
November 2018	83	46	11	0	0	0	138	138	138	73	21	2	92	36	23	14	8	1	*
November 2019	80	40	5	0	0	0	143	143	143	50	12	1	90	32	19	11	6	1	*
November 2020	77	35	*	0	0	0	149	149	149	34	7	*	89	28	16	8	4	*	*
November 2021	74	29	0	0	0	0	155	155	122	23	4	*	87	24	13	7	3	*	*
November 2022	71	24	0	0	0	0	161	161	98	16	2	*	85	21	10	5	2	*	*
November 2023	68	19	0	0	0	0	168	168	78	10	1	*	83	18	8	4	2	*	*
November 2024	64	15	0	0	0	0	175	175	62	7	1	*	81	15	7	3	1	*	*
November 2025	60	11	0	0	0	0	182	182	49	5	*	*	78	13	5	2	1	*	0
November 2026	56	6	0	0	0	0	189	189	39	3	*	*	75	11	4	2	1	*	0
November 2027	52	2	0	0	0	0	197	197	31	2	*	*	72	9	3	1	*	*	0
November 2028	47	0	0	0	0	0	205	194	24	1	*	*	69	7	3	1	*	*	0
November 2029	42	0	0	0	0	0	214	170	19	1	*	*	66	6	2	1	*	*	0
November 2030	37	0	0	0	0	0	222	149	14	1	*	*	62	5	2	*	*	*	0
November 2031	31	0	0	0	0	0	231	128	11	*	*	*	58	4	1	*	*	*	0
November 2032	25	0	0	0	0	0	241	109	8	*	*	*	53	3	1	*	*	*	0
November 2033	19	0	0	0	0	0	251	92	6	*	*	0	49	2	1	*	*	*	0
November 2034	12	0	0	0	0	0	261	75	4	*	*	0	43	1	*	*	*	*	0
November 2035	5	0	0	0	0	0	271	60	3	*	*	0	37	1	*	*	*	*	0
November 2036	0	0	0	0	0	0	261	46	2	*	*	0	31	0	0	0	0	0	0
November 2037	0	0	0	0	0	0	202	33	1	*	*	0	24	0	0	0	0	0	0
November 2038	0	0	0	0	0	0	139	21	1	*	*	0	17	0	0	0	0	0	0
November 2039	0	0	0	0	0	0	72	10	*	*	*	0	9	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
Weighted Average Life (years)**	16.0	8.0	4.3	2.9	2.3	1.9	28.0	22.9	14.4	9.1	6.7	4.7	20.8	7.3	5.3	4.1	3.3	1.9	0.8

Date	AC Class							CZ Class						
	PSA Prepayment Assumption							PSA Prepayment Assumption						
	0%	100%	324%	444%	600%	800%	1300%	0%	100%	324%	444%	600%	800%	1300%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100
November 2011	98	95	92	92	92	92	91	105	105	100	88	71	50	0
November 2012	96	88	75	75	75	67	41	109	109	100	62	14	0	0
November 2013	93	79	56	56	50	35	9	114	114	100	38	0	0	0
November 2014	91	70	40	40	31	18	2	120	120	100	28	0	0	0
November 2015	88	62	28	28	20	9	*	125	125	100	26	0	0	0
November 2016	85	54	18	18	12	5	*	131	131	100	27	0	0	0
November 2017	82	46	10	11	8	2	*	137	137	100	29	0	0	0
November 2018	79	39	4	6	5	1	*	143	143	100	30	0	0	0
November 2019	76	32	0	3	3	1	*	150	150	94	31	0	0	0
November 2020	72	26	0	0	2	*	*	157	157	74	32	0	0	0
November 2021	68	19	0	0	1	*	*	164	164	58	23	0	0	0
November 2022	64	13	0	0	1	*	*	171	171	45	16	0	0	0
November 2023	60	7	0	0	*	*	*	179	179	35	12	0	0	0
November 2024	56	2	0	0	*	*	0	188	188	27	8	0	0	0
November 2025	51	0	0	0	*	*	0	196	178	21	6	0	0	0
November 2026	45	0	0	0	*	*	0	205	159	16	4	0	0	0
November 2027	40	0	0	0	*	*	0	215	142	12	3	0	0	0
November 2028	34	0	0	0	*	*	0	224	126	9	2	0	0	0
November 2029	28	0	0	0	*	*	0	235	111	7	1	0	0	0
November 2030	21	0	0	0	*	*	0	246	97	5	1	0	0	0
November 2031	14	0	0	0	*	*	0	257	84	4	1	0	0	0
November 2032	7	0	0	0	*	*	0	269	71	3	*	0	0	0
November 2033	0	0	0	0	*	*	0	275	60	2	*	0	0	0
November 2034	0	0	0	0	*	*	0	243	49	1	*	0	0	0
November 2035	0	0	0	0	*	*	0	209	39	1	*	0	0	0
November 2036	0	0	0	0	*	*	0	173	30	1	*	0	0	0
November 2037	0	0	0	0	*	0	0	134	21	*	*	0	0	0
November 2038	0	0	0	0	*	0	0	93	13	*	*	0	0	0
November 2039	0	0	0	0	*	0	0	48	6	*	*	0	0	0
November 2040	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	14.0	6.9	3.7	3.8	3.5	2.8	1.9	26.8	20.8	12.7	5.3	1.4	1.0	0.6

* 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	AD Class							BD Class						
	PSA Prepayment Assumption							PSA Prepayment Assumption						
	0%	100%	200%	412%	700%	900%	1300%	0%	100%	200%	412%	700%	900%	1300%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100
November 2011	97	94	92	88	82	77	69	100	100	100	100	100	100	100
November 2012	94	86	79	66	48	37	17	100	100	100	100	100	100	100
November 2013	90	75	63	41	17	3	0	100	100	100	100	100	100	37
November 2014	87	66	50	23	0	0	0	100	100	100	100	93	50	8
November 2015	83	57	38	9	0	0	0	100	100	100	100	51	22	2
November 2016	79	48	28	0	0	0	0	100	100	100	99	28	10	*
November 2017	74	40	19	0	0	0	0	100	100	100	71	16	4	*
November 2018	69	33	12	0	0	0	0	100	100	100	50	9	2	*
November 2019	64	26	5	0	0	0	0	100	100	100	35	5	1	*
November 2020	58	19	0	0	0	0	0	100	100	99	25	3	*	*
November 2021	52	13	0	0	0	0	0	100	100	80	17	1	*	*
November 2022	46	8	0	0	0	0	0	100	100	64	12	1	*	*
November 2023	39	2	0	0	0	0	0	100	100	50	8	*	*	*
November 2024	32	0	0	0	0	0	0	100	90	39	5	*	*	0
November 2025	24	0	0	0	0	0	0	100	72	29	3	*	*	0
November 2026	15	0	0	0	0	0	0	100	55	21	2	*	*	0
November 2027	6	0	0	0	0	0	0	100	39	14	1	*	*	0
November 2028	0	0	0	0	0	0	0	87	24	8	1	*	*	0
November 2029	0	0	0	0	0	0	0	45	11	3	*	*	*	0
November 2030	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	10.6	6.2	4.4	2.8	2.0	1.7	1.4	18.9	16.5	13.6	8.8	5.6	4.4	3.0

Date	AE and EI† Classes					
	CPR Prepayment Assumption					
	0%	10%	15%	20%	40%	70%
Initial Percent	100	100	100	100	100	100
November 2011	96	81	77	72	54	27
November 2012	92	65	58	51	29	7
November 2013	88	51	43	36	15	2
November 2014	83	38	30	24	8	*
November 2015	78	27	20	15	4	*
November 2016	73	18	13	9	2	*
November 2017	67	10	6	4	1	*
November 2018	60	3	2	1	*	*
November 2019	54	0	0	0	0	0
November 2020	46	0	0	0	0	0
November 2021	38	0	0	0	0	0
November 2022	30	0	0	0	0	0
November 2023	21	0	0	0	0	0
November 2024	11	0	0	0	0	0
November 2025	0	0	0	0	0	0
Weighted Average Life (years)**	8.9	3.4	3.0	2.6	1.6	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.

Date	AG Class							BG Class							FA, SB†, ST†, FB and SA† Classes							
	PSA Prepayment Assumption							PSA Prepayment Assumption							PSA Prepayment Assumption							
	0%	100%	293%	500%	700%	1000%	1400%	0%	100%	293%	500%	700%	1000%	1400%	0%	100%	293%	500%	700%	1000%	1400%	
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	92	87	83	76	67	100	100	100	100	100	100	100	99	97	93	89	85	79	72	
November 2012	98	89	76	63	51	34	14	100	100	100	100	100	100	100	98	91	80	69	58	44	27	
November 2013	96	81	59	38	22	3	0	100	100	100	100	100	100	30	97	84	65	47	34	18	4	
November 2014	95	74	44	21	5	0	0	100	100	100	100	100	46	5	95	78	52	33	19	7	1	
November 2015	93	66	32	9	0	0	0	100	100	100	100	72	18	1	94	71	42	22	11	3	*	
November 2016	91	60	23	*	0	0	0	100	100	100	100	41	7	*	93	66	34	15	6	1	*	
November 2017	90	53	15	0	0	0	0	100	100	100	70	23	3	*	91	60	28	10	3	*	*	
November 2018	88	47	8	0	0	0	0	100	100	100	48	13	1	*	89	55	22	7	2	*	*	
November 2019	86	42	3	0	0	0	0	100	100	100	33	7	*	*	88	51	18	5	1	*	*	
November 2020	83	37	0	0	0	0	0	100	100	95	22	4	*	*	86	46	14	3	1	*	*	
November 2021	81	32	0	0	0	0	0	100	100	76	15	2	*	*	84	42	11	2	*	*	*	
November 2022	78	27	0	0	0	0	0	100	100	60	10	1	*	*	82	38	9	2	*	*	0	
November 2023	76	23	0	0	0	0	0	100	100	48	7	1	*	0	79	35	7	1	*	*	0	
November 2024	73	19	0	0	0	0	0	100	100	38	5	*	*	0	77	31	6	1	*	*	0	
November 2025	69	15	0	0	0	0	0	100	100	30	3	*	*	0	74	28	4	*	*	*	0	
November 2026	66	12	0	0	0	0	0	100	100	23	2	*	*	0	71	25	4	*	*	*	0	
November 2027	62	9	0	0	0	0	0	100	100	18	1	*	*	0	68	22	3	*	*	*	0	
November 2028	58	6	0	0	0	0	0	100	100	14	1	*	*	0	65	20	2	*	*	*	0	
November 2029	54	3	0	0	0	0	0	100	100	11	1	*	*	0	61	17	2	*	*	*	0	
November 2030	50	*	0	0	0	0	0	100	100	8	*	*	*	0	57	15	1	*	*	*	0	
November 2031	45	0	0	0	0	0	0	100	87	6	*	*	*	0	53	13	1	*	*	0	0	
November 2032	40	0	0	0	0	0	0	100	74	5	*	*	*	0	49	11	1	*	*	0	0	
November 2033	34	0	0	0	0	0	0	100	62	3	*	*	0	0	44	9	1	*	*	0	0	
November 2034	28	0	0	0	0	0	0	100	51	2	*	*	0	0	39	8	*	*	*	0	0	
November 2035	22	0	0	0	0	0	0	100	40	2	*	*	0	0	34	6	*	*	*	0	0	
November 2036	15	0	0	0	0	0	0	100	30	1	*	*	0	0	28	5	*	*	*	0	0	
November 2037	8	0	0	0	0	0	0	100	21	1	*	*	0	0	22	3	*	*	*	0	0	
November 2038	0	0	0	0	0	0	0	99	12	*	*	*	0	0	15	2	*	*	*	0	0	
November 2039	0	0	0	0	0	0	0	51	4	*	*	*	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)**	18.3	8.5	4.0	2.7	2.1	1.7	1.3	29.0	24.3	14.0	8.7	6.2	4.3	2.9	19.9	10.8	5.5	3.6	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.

Characteristics of the Residual Class

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

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

CERTAIN ADDITIONAL FEDERAL INCOME TAX CONSEQUENCES

The Certificates and payments on the Certificates are not generally exempt from taxation. Therefore, you should consider the tax consequences of holding a Certificate before you acquire one. The following tax discussion supplements the discussion under the caption “Material Federal Income Tax Consequences” in the REMIC Prospectus. When read together, the two discussions describe the current federal income tax treatment of beneficial owners of Certificates. These two tax discussions do not purport to deal with all federal tax consequences applicable to all categories of beneficial

owners, some of which may be subject to special rules. In addition, these discussions may not apply to your particular circumstances for one of the reasons explained in the REMIC Prospectus. You should consult your own tax advisors regarding the federal income tax consequences of holding and disposing of Certificates as well as any tax consequences arising under the laws of any state, local or foreign taxing jurisdiction.

U.S. Treasury Circular 230 Notice

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

REMIC Election and Special Tax Attributes

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

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	20% CPR
2	283% PSA
3	25% CPR
4	444% PSA
5	412% PSA
6	20% CPR
7	293% 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 the Residual Certificate

The Holder of the 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 the 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 the 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 RCR Certificates are Combination RCR Certificates. See “Material Federal Income Tax Consequences—Taxation of Beneficial Owners of RCR Certificates” in the REMIC Prospectus for a general discussion of the federal income tax treatment of beneficial owners of RCR Certificates.

PLAN OF DISTRIBUTION

We are obligated to deliver the Certificates to BNP Paribas Securities Corp. (the “Dealer”) in exchange for the MBS. The Dealer proposes to offer the Certificates directly to the public from time to

time in negotiated transactions at varying prices to be determined at the time of sale. The Dealer may effect these transactions to or through other dealers.

LEGAL MATTERS

Sidley Austin LLP will provide legal representation for Fannie Mae. K&L Gates LLP will provide legal representation for the Dealer.

Available Recombinations(1)

REMIC Certificates		RCR Certificates						
Classes	Original Balances	RCR Class	Original Balance	Principal Type(2)	Interest Rate	Interest Type(2)	CUSIP Number	Final Distribution Date
Recombination 1								
FA	\$11,764,750	FB	\$11,764,750	PT	(3)	FLT	31398SSA2	December 2040
ST	11,764,750(4)							
Recombination 2								
SB	11,764,750(4)	SA	11,764,750(4)	NTL	(3)	INV/IO	31398SSB0	December 2040
ST	11,764,750(4)							

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

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

(3) For a description of these interest rates, see “Summary—Interest Rates” in this prospectus supplement.

(4) Notional balance. This Class is an Interest Only Class. See page S-6 for a description of how its notional balance is calculated.

Principal Balance Schedule

AC Class Targeted Balances

<u>Distribution Date</u>	<u>Targeted Balance</u>	<u>Distribution Date</u>	<u>Targeted Balance</u>	<u>Distribution Date</u>	<u>Targeted Balance</u>
Initial Balance	\$25,000,000.00	November 2013	\$13,998,071.99	November 2016	\$ 4,465,398.77
December 2010	24,897,289.97	December 2013	13,635,185.72	December 2016	4,283,429.19
January 2011	24,796,193.34	January 2014	13,279,154.00	January 2017	4,104,936.60
February 2011	24,678,846.21	February 2014	12,929,849.25	February 2017	3,929,855.79
March 2011	24,545,333.85	March 2014	12,587,146.30	March 2017	3,758,122.75
April 2011	24,395,768.53	April 2014	12,250,922.24	April 2017	3,589,674.65
May 2011	24,230,289.46	May 2014	11,921,056.44	May 2017	3,424,449.85
June 2011	24,049,062.75	June 2014	11,597,430.51	June 2017	3,262,387.81
July 2011	23,852,281.23	July 2014	11,279,928.20	July 2017	3,103,429.15
August 2011	23,640,164.22	August 2014	10,968,435.45	August 2017	2,947,515.56
September 2011	23,412,957.24	September 2014	10,662,840.25	September 2017	2,794,589.84
October 2011	23,170,931.62	October 2014	10,363,032.70	October 2017	2,644,595.83
November 2011	22,914,384.02	November 2014	10,068,904.91	November 2017	2,497,478.42
December 2011	22,643,635.94	December 2014	9,780,350.96	December 2017	2,353,183.52
January 2012	22,359,033.08	January 2015	9,497,266.91	January 2018	2,211,658.03
February 2012	22,060,944.67	February 2015	9,219,550.73	February 2018	2,072,849.87
March 2012	21,749,762.77	March 2015	8,947,102.25	March 2018	1,936,707.88
April 2012	21,425,901.38	April 2015	8,679,823.18	April 2018	1,803,181.89
May 2012	21,089,795.62	May 2015	8,417,617.03	May 2018	1,672,222.65
June 2012	20,741,900.75	June 2015	8,160,389.08	June 2018	1,543,781.80
July 2012	20,382,691.20	July 2015	7,908,046.37	July 2018	1,417,811.90
August 2012	20,012,659.44	August 2015	7,660,497.66	August 2018	1,294,266.41
September 2012	19,632,314.95	September 2015	7,417,653.37	September 2018	1,173,099.61
October 2012	19,242,182.94	October 2015	7,179,425.62	October 2018	1,054,266.66
November 2012	18,842,803.23	November 2015	6,945,728.09	November 2018	937,723.54
December 2012	18,434,728.92	December 2015	6,716,476.12	December 2018	823,427.07
January 2013	18,018,525.09	January 2016	6,491,586.56	January 2019	711,334.84
February 2013	17,594,767.48	February 2016	6,270,977.83	February 2019	601,405.25
March 2013	17,164,041.10	March 2016	6,054,569.84	March 2019	493,597.48
April 2013	16,741,430.32	April 2016	5,842,284.00	April 2019	387,871.44
May 2013	16,326,784.40	May 2016	5,634,043.14	May 2019	284,187.81
June 2013	15,919,955.36	June 2016	5,429,771.54	June 2019	182,508.00
July 2013	15,520,797.94	July 2016	5,229,394.89	July 2019	82,794.14
August 2013	15,129,169.58	August 2016	5,032,840.23	August 2019 and thereafter	0.00
September 2013	14,744,930.30	September 2016	4,840,035.95		
October 2013	14,367,942.72	October 2016	4,650,911.79		

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

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

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\$427,673,000



**Guaranteed REMIC
Pass-Through Certificates
Fannie Mae REMIC Trust 2010-143**

PROSPECTUS SUPPLEMENT

BNP PARIBAS

November 23, 2010
