

**\$208,670,187**



**FannieMae®**

**Guaranteed REMIC Pass-Through Certificates  
Fannie Mae REMIC Trust 2010-144**

**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 class), and
- principal to the extent available for payment on your class.

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

**The Fannie Mae Guaranty**

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

**The Trust and its Assets**

The trust will own

- Fannie Mae MBS and
- an underlying REMIC certificate backed by Fannie Mae MBS.

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

Class	Group	Original Class Balance	Principal Type (1)	Interest Rate	Interest Type (1)	CUSIP Number	Final Distribution Date
MG . . . .	1	\$14,906,000	SEQ	(2)	ARB	31398SPB3	July 2025
IG . . . .	1	14,906,000 (3)	NTL	(4)	FIX/IO	31398SPD9	November 2013
B . . . .	1	784,676	SEQ	4.0%	FIX	31398SPE7	December 2025
YH(5) . .	2	76,764,800	SEQ	2.0	FIX	31398SPF4	November 2023
FY(5) . .	2	19,191,200	SEQ	(6)	FLT	31398SA94	November 2023
SY(5) . .	2	19,191,200 (3)	NTL	(6)	INV/IO	31398SB28	November 2023
YB . . . .	2	22,910,471	SEQ	3.0	FIX	31398SB36	December 2025
DH(5) . .	3	70,206,403	SC/PAC/AD	2.0	FIX	31398SB44	March 2037
DI(5) . .	3	39,003,557 (3)	NTL	4.5	FIX/IO	31398SB51	March 2037
DZ . . . .	3	3,906,637	SC/SUP	4.5	FIX/Z	31398SB69	March 2037
R . . . .		0	NPR	0	NPR	31398SB77	March 2037
RL . . . .		0	NPR	0	NPR	31398SB85	March 2037

- (1) See "Description of the Certificates—The Certificates—Class Definitions and Abbreviations" in the REMIC prospectus.
- (2) The MG Class will bear interest during the first 36 interest accrual periods at the annual rate of 2.0%. Thereafter, the MG Class will bear interest at the annual rate of 4.0%.
- (3) Notional balances. These classes are interest only classes. See page S-5 for a description of how their notional balances are calculated.

- (4) The IG Class will bear interest during the first 36 interest accrual periods at the annual rate of 2.0%. Thereafter, the notional principal balance of the IG Class will be equal to zero. As a result, no distributions will be made on the IG Class following the distribution date in November 2013.
- (5) Exchangeable classes.
- (6) Based on LIBOR.

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 YG, YD, YC, YA, YJ, DG, DE, DC, DB and DA Classes are the RCR classes. For a more detailed description of the RCR classes, see Schedule 1 attached to this prospectus supplement and "Description of the Certificates—The Certificates—Combination and Recombination" in the REMIC prospectus.

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

**MORGAN STANLEY**

The date of this Prospectus Supplement is November 23, 2010

## 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-12
<b>ADDITIONAL RISK FACTORS</b> . . . .	S- 7	<i>The Inverse Floating Rate Class</i> . . .	S-13
<b>DESCRIPTION OF THE</b>		WEIGHTED AVERAGE LIVES OF THE	
<b>CERTIFICATES</b> . . . . .	S- 7	CERTIFICATES . . . . .	S-14
GENERAL . . . . .	S- 8	DECREMENT TABLES . . . . .	S-14
<i>Structure</i> . . . . .	S- 8	CHARACTERISTICS OF THE RESIDUAL	
<i>Fannie Mae Guaranty</i> . . . . .	S- 8	CLASSES . . . . .	S-16
<i>Characteristics of Certificates</i> . . . . .	S- 8	<b>CERTAIN ADDITIONAL FEDERAL</b>	
<i>Authorized Denominations</i> . . . . .	S- 9	<b>INCOME TAX CONSEQUENCES</b> . . .	S-16
THE TRUST MBS . . . . .	S- 9	U.S. TREASURY CIRCULAR 230 NOTICE . .	S-17
THE GROUP 3 UNDERLYING REMIC		REMIC ELECTIONS AND SPECIAL TAX	
CERTIFICATE . . . . .	S- 9	ATTRIBUTES . . . . .	S-17
DISTRIBUTIONS OF INTEREST . . . . .	S-10	TAXATION OF BENEFICIAL OWNERS OF	
<i>General</i> . . . . .	S-10	REGULAR CERTIFICATES . . . . .	S-17
<i>Delay Classes and No-Delay</i>		TAXATION OF BENEFICIAL OWNERS OF	
<i>Classes</i> . . . . .	S-10	RESIDUAL CERTIFICATES . . . . .	S-17
<i>Accrual Class</i> . . . . .	S-10	TAXATION OF BENEFICIAL OWNERS OF	
DISTRIBUTIONS OF PRINCIPAL . . . . .	S-10	RCR CERTIFICATES . . . . .	S-18
STRUCTURING ASSUMPTIONS . . . . .	S-11	<b>PLAN OF DISTRIBUTION</b> . . . . .	S-18
<i>Pricing Assumptions</i> . . . . .	S-11	<b>LEGAL MATTERS</b> . . . . .	S-18
<i>Prepayment Assumptions</i> . . . . .	S-11	<b>EXHIBIT A</b> . . . . .	A- 1
<i>Principal Balance Schedule</i> . . . . .	S-11	<b>SCHEDULE 1</b> . . . . .	A- 2
YIELD TABLES . . . . .	S-12	<b>PRINCIPAL BALANCE</b>	
<i>General</i> . . . . .	S-12	<b>SCHEDULE</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”);
- if you are purchasing a Group 3 Class or the R or RL Class, the disclosure document relating to the underlying REMIC certificate (the “Underlying REMIC Disclosure Document”); and
- any information incorporated by reference in this prospectus supplement as discussed below and under the heading “Incorporation by Reference” in the REMIC Prospectus.

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

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

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

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

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

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

Morgan Stanley & Co. Incorporated  
c/o Broadridge Financial Solutions  
Prospectus Department  
1155 Long Island Avenue  
Edgewood, NY 11717  
(telephone 631-274-2740).

## 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	Class 2009-106-DA REMIC Certificate

### Group 1 and Group 2

#### Characteristics of the Trust MBS

	<u>Approximate Principal Balance</u>	<u>Pass- Through Rate</u>	<u>Range of Weighted Average Coupons or WACs (annual percentages)</u>	<u>Range of Weighted Average Remaining Terms to Maturity or WAMs (in months)</u>
Group 1 MBS	\$ 15,690,676	4.00%	4.25% to 6.50%	121 to 180
Group 2 MBS	\$118,866,471	3.00%	3.25% to 5.50%	121 to 180

#### 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	\$ 15,690,676	180	178	1	4.46%
Group 2 MBS	\$118,866,471	180	178	1	3.58%

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

### Group 3

Exhibit A describes the underlying REMIC certificate in Group 3, including certain information about the related mortgage loans. To learn more about the underlying REMIC certificate, you should obtain from us the current class factor and the related disclosure document as described on page S-3.

### 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 and ascending rate classes will bear interest at the applicable annual interest rates described 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>
FY .....	0.50625%	7.00%	0.25%	LIBOR + 25 basis points
SY .....	6.49375%	6.75%	0.00%	6.75% – 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>	
IG .....	100% of the MG Class*
SY .....	100% of the FY Class
DI .....	55.5555552390% of the DH Class

\* After the first 36 interest accrual periods, the notional principal balance of the IG Class will be equal to zero. As a result, no distributions will be made on the IG Class following the distribution date in November 2013.

## Distributions of Principal

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

# **Weighted Average Lives (years)\***

<u>Group 1 Classes</u>	<u>PSA Prepayment Assumption</u>						
	<u>0%</u>	<u>100%</u>	<u>250%</u>	<u>455%</u>	<u>700%</u>	<u>950%</u>	<u>1200%</u>
MG .....	8.4	6.1	4.4	3.1	2.4	2.0	1.7
IG .....	2.8	2.7	2.5	2.3	2.1	1.9	1.7
B .....	14.8	14.2	13.0	10.4	7.5	5.6	4.3

<u>Group 2 Classes</u>	<u>PSA Prepayment Assumption</u>				
	<u>0%</u>	<u>100%</u>	<u>242%</u>	<u>450%</u>	<u>750%</u>
YH, FY, SY, YG, YD, YC, YA and YJ .....	7.2	4.9	3.5	2.5	1.9
YB .....	14.0	12.6	10.4	7.6	5.1

<u>Group 3 Classes</u>	<u>PSA Prepayment Assumption</u>								
	<u>0%</u>	<u>100%</u>	<u>300%</u>	<u>500%</u>	<u>530%</u>	<u>560%</u>	<u>800%</u>	<u>1100%</u>	<u>1500%</u>
DH, DI, DG, DE, DC, DB and DA .....	14.0	5.7	2.7	1.7	1.7	1.7	1.1	0.7	0.4
DZ .....	23.7	13.5	7.6	4.7	2.6	0.7	0.1	0.1	0.1

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

## ADDITIONAL RISK FACTORS

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

*Payments on the Group 3 Classes also will be affected by the payment priority governing the Group 3 Underlying REMIC Certificate.* If you invest in a Group 3 Class, the rate at which you receive payments also will be affected by the priority sequence governing principal payments on the Group 3 Underlying REMIC Certificate.

You may obtain additional information about the Group 3 Underlying REMIC Certificate by reviewing its current class factor in light of other information available in the Underlying REMIC Disclosure Document. You may obtain that document from us as described on page S-3.

*“Jumbo-conforming” and “high-balance” mortgage loans, which have original principal balances that exceed our traditional conforming loan limits, may prepay at different rates than conforming balance mortgage loans generally.* The pools underlying the Group 3 Underlying REMIC Certificate 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 3 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:

- two groups of Fannie Mae Guaranteed Mortgage Pass-Through Certificates (the “Group 1 MBS” and “Group 2 MBS,” and together, the “Trust MBS”), and
- a previously issued REMIC certificate (the “Group 3 Underlying REMIC Certificate”) issued from the related Fannie Mae REMIC trust (the “Underlying REMIC Trust”) as further described in Exhibit A.

The Group 3 Underlying REMIC Certificate evidences a direct or indirect beneficial ownership interest in certain Fannie Mae Guaranteed Mortgage Pass-Through Certificates (together with the Trust MBS, the “MBS”).

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

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

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

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

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

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



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

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

<u>Classes</u>	<u>Denominations</u>
Interest Only 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 Trust MBS**

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

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

### **The Group 3 Underlying REMIC Certificate**

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

In addition, the pools underlying the Group 3 Underlying REMIC Certificate 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 3 Underlying REMIC Certificate, see the Final Data Statement for the related 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.

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

For further information about the Group 3 Underlying REMIC Certificate, telephone us at 1-800-237-8627. Additional information about the Group 3 Underlying REMIC Certificate is also

available at <http://sls.fanniemae.com/slsSearch/Home.do>. There may have been material changes in facts and circumstances since the date we prepared the Underlying REMIC Disclosure Document. These may include changes in prepayment speeds, prevailing interest rates and other economic factors. As a result, the usefulness of the information set forth in that document may be limited.

## Distributions of Interest

**General.** The Certificates will bear interest at the rates specified in this prospectus supplement. Interest to be paid on each Certificate (or added to principal, in the case of the Accrual Class) 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 Class, see “*Accrual Class*” 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 and Ascending 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 Class.** The DZ Class is an Accrual Class. Interest will accrue on the Accrual Class at the applicable annual rate specified on the cover of this prospectus supplement. However, we will not pay any interest on the Accrual Class. Instead, interest accrued on the Accrual Class will be added as principal to its principal balance on each Distribution Date. We will pay principal on the Accrual Class 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 MG and B, 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 in following priority:

1. To YH and FY, pro rata, until retired.
2. To YB until retired.

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

- *Group 3*

The DZ Accrual Amount to DH to its Planned Balance, and thereafter to DZ. } Accretion Directed/ PAC Class and Accrual Class

The Group 3 Cash Flow Distribution Amount in the following priority:

1. To DH to its Planned Balance.
2. To DZ until retired.
3. To DH until retired.

} PAC Class  
} Support Class  
} PAC Class  
} Structured Collateral

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

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

## Structuring Assumptions

*Pricing Assumptions.* Except where otherwise noted, the information in the tables in this prospectus supplement has been prepared based on the actual characteristics of each pool of Mortgage Loans backing the Group 3 Underlying REMIC Certificate, the priority sequence governing principal payments on the Group 3 Underlying REMIC Certificate, and the following assumptions (such characteristics and assumptions, collectively, the “Pricing Assumptions”):

- the Mortgage Loans underlying the Trust MBS have the original terms to maturity, remaining terms to maturity, loan ages and interest rates specified under “Summary—Group 1 and Group 2—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 Schedule.* The Principal Balance Schedule is set forth beginning on page B-1 of this prospectus supplement. The Principal Balance Schedule was prepared based on the Pricing Assumptions and the assumption that the related Mortgage Loans prepay at a *constant* rate within the “Structuring Range” specified in the chart below. The “Effective Range” for the DH Class is the range of prepayment rates (measured by *constant* PSA rates) that would reduce the DH Class to its scheduled balance each month based on the Pricing Assumptions.

<u>Class</u>	<u>Structuring Range</u>	<u>Initial Effective Range</u>
DH Class Planned Balance	Between 500% and 560% PSA	Between 500% and 560% PSA

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

If you are considering the purchase of the DH 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 DH Class to its scheduled balance in any month. As a result, the likelihood of reducing the DH 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 the Structuring Range or the Effective Range, principal distributions may be insufficient to reduce the DH Class to its scheduled balance each month if prepayments do not occur at a *constant* PSA rate.
- The actual Effective Range at any time will be based upon the actual characteristics of the related Mortgage Loans at that time, which are likely to vary (and may vary considerably) from the Pricing Assumptions. As a result, the actual Effective Range will likely differ from the Initial Effective Range specified above. For the same reason, the DH Class might not be reduced to its scheduled balance each month even if the related Mortgage Loans prepay at a

constant PSA rate within the Initial Effective Range. This is so particularly if the rate falls at the lower or higher end of the range.

- The actual Effective Range may narrow, widen or shift upward or downward to reflect actual prepayment experience over time.
- The principal payment stability of the DH Class will be supported by one other Class. When the supporting Class is retired, the DH Class, 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>
IG .....	1046%
DI .....	916%

**For either Class listed above, 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>
IG .....	3.451202%
DI .....	4.000000%

\* 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 IG Class to Prepayments**

	<u>PSA Prepayment Assumption</u>						
	<u>50%</u>	<u>100%</u>	<u>250%</u>	<u>455%</u>	<u>700%</u>	<u>950%</u>	<u>1200%</u>
Pre-Tax Yields to Maturity . . .	32.4%	31.0%	26.6%	20.3%	12.3%	3.6%	(6.1)%

#### **Sensitivity of the DI Class to Prepayments**

	<u>PSA Prepayment Assumption</u>								
	<u>50%</u>	<u>100%</u>	<u>300%</u>	<u>500%</u>	<u>530%</u>	<u>560%</u>	<u>800%</u>	<u>1100%</u>	<u>1500%</u>
Pre-Tax Yields to Maturity . . .	118.7%	113.0%	88.0%	59.4%	59.4%	59.4%	22.4%	(39.9)%	*

***The Inverse Floating Rate Class.* The yield on the Inverse Floating Rate Class will be sensitive 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 table below, it is possible that investors in the Inverse Floating Rate Class 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 table has been prepared on the basis of the Pricing Assumptions and the assumptions that

- the interest rate for the Inverse Floating Rate Class for the initial Interest Accrual Period is the rate 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 price of that Class (expressed as a percentage of original principal balance) is as follows:

<u>Class</u>	<u>Price*</u>
SY .....	14.5%

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

In the following yield table, the symbol \* is used to represent a yield of less than (99.9)%.

**Sensitivity of the SY 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>242%</b>	<b>450%</b>	<b>750%</b>
0.13000% .....	37.0%	33.8%	24.1%	9.1%	(11.4)%
0.25625% .....	36.0%	32.8%	23.0%	7.9%	(12.7)%
2.25625% .....	18.9%	15.3%	4.1%	(13.0)%	(35.4)%
4.25625% .....	0.2%	(4.1)%	(17.5)%	(37.5)%	(62.3)%
6.75000% .....	*	*	*	*	*

**Weighted Average Lives of the Certificates**

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

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

- the timing of changes in the rate of principal distributions,
- the priority sequences of distributions of principal of the Classes, and
- in the case of the Group 3 Classes, the priority sequence affecting principal payments on the Group 3 Underlying REMIC Certificate.

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

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

**Decrement Tables**

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

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

<b><u>Mortgage Loans Backing Trust Assets Specified Below</u></b>	<b><u>Original Terms to Maturity</u></b>	<b><u>Remaining Terms to Maturity</u></b>	<b><u>Interest Rates</u></b>
Group 1 MBS	180 months	180 months	6.50%
Group 2 MBS	180 months	180 months	5.50%
Group 3 Underlying REMIC Certificate	360 months	349 months	7.00%

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	MG Class							IG† Class							B Class						
	PSA Prepayment Assumption							PSA Prepayment Assumption							PSA Prepayment Assumption						
	0%	100%	250%	455%	700%	950%	1200%	0%	100%	250%	455%	700%	950%	1200%	0%	100%	250%	455%	700%	950%	1200%
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 . . . . .	96	93	91	88	84	80	76	96	93	91	88	84	80	76	100	100	100	100	100	100	100
November 2012 . . . . .	91	84	77	67	56	45	35	91	84	77	67	56	45	35	100	100	100	100	100	100	100
November 2013 . . . . .	86	74	61	45	29	16	6	0	0	0	0	0	0	0	100	100	100	100	100	100	100
November 2014 . . . . .	81	65	47	29	13	3	0	0	0	0	0	0	0	0	100	100	100	100	100	100	57
November 2015 . . . . .	75	56	36	18	5	0	0	0	0	0	0	0	0	0	100	100	100	100	100	65	15
November 2016 . . . . .	70	47	27	10	*	0	0	0	0	0	0	0	0	0	100	100	100	100	100	25	4
November 2017 . . . . .	63	39	20	5	0	0	0	0	0	0	0	0	0	0	100	100	100	100	53	10	1
November 2018 . . . . .	56	32	14	1	0	0	0	0	0	0	0	0	0	0	100	100	100	100	27	4	*
November 2019 . . . . .	49	25	9	0	0	0	0	0	0	0	0	0	0	0	100	100	100	79	14	1	*
November 2020 . . . . .	42	19	5	0	0	0	0	0	0	0	0	0	0	0	100	100	100	48	7	1	*
November 2021 . . . . .	33	13	2	0	0	0	0	0	0	0	0	0	0	0	100	100	100	28	3	*	*
November 2022 . . . . .	25	8	0	0	0	0	0	0	0	0	0	0	0	0	100	100	84	16	1	*	*
November 2023 . . . . .	15	3	0	0	0	0	0	0	0	0	0	0	0	0	100	100	47	8	1	*	*
November 2024 . . . . .	5	0	0	0	0	0	0	0	0	0	0	0	0	0	100	68	19	3	*	*	*
November 2025 . . . . .	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average																					
Life (years)** . . . . .	8.4	6.1	4.4	3.1	2.4	2.0	1.7	2.8	2.7	2.5	2.3	2.1	1.9	1.7	14.8	14.2	13.0	10.4	7.5	5.6	4.3

Date	YH, FY, SY†, YG, YD, YC, YA and YJ Classes					YB Class				
	PSA Prepayment Assumption					PSA Prepayment Assumption				
	0%	100%	242%	450%	750%	0%	100%	242%	450%	750%
Initial Percent . . . . .	100	100	100	100	100	100	100	100	100	100
November 2011 . . . . .	95	92	89	86	80	100	100	100	100	100
November 2012 . . . . .	89	81	73	61	45	100	100	100	100	100
November 2013 . . . . .	83	69	54	35	13	100	100	100	100	100
November 2014 . . . . .	76	57	38	16	0	100	100	100	100	78
November 2015 . . . . .	69	46	25	3	0	100	100	100	100	40
November 2016 . . . . .	62	36	14	0	0	100	100	100	75	20
November 2017 . . . . .	55	27	6	0	0	100	100	100	50	10
November 2018 . . . . .	47	19	0	0	0	100	100	93	32	5
November 2019 . . . . .	38	11	0	0	0	100	100	69	20	2
November 2020 . . . . .	29	4	0	0	0	100	100	50	13	1
November 2021 . . . . .	20	0	0	0	0	100	88	34	7	*
November 2022 . . . . .	10	0	0	0	0	100	62	22	4	*
November 2023 . . . . .	0	0	0	0	0	96	38	12	2	*
November 2024 . . . . .	0	0	0	0	0	49	17	5	1	*
November 2025 . . . . .	0	0	0	0	0	0	0	0	0	0
Weighted Average										
Life (years)** . . . . .	7.2	4.9	3.5	2.5	1.9	14.0	12.6	10.4	7.6	5.1

\* 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	DH, DI†, DG, DE, DC, DB and DA Classes									DZ Class								
	PSA Prepayment Assumption									PSA Prepayment Assumption								
	0%	100%	300%	500%	530%	560%	800%	1100%	1500%	0%	100%	300%	500%	530%	560%	800%	1100%	1500%
Initial Percent . . . . .	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
November 2011 . . . . .	98	89	76	62	62	62	47	26	0	105	105	105	100	63	26	0	0	0
November 2012 . . . . .	96	80	56	36	36	36	17	0	0	109	109	109	100	50	2	0	0	0
November 2013 . . . . .	93	70	40	18	18	18	2	0	0	114	114	114	98	48	0	0	0	0
November 2014 . . . . .	91	61	27	6	6	6	0	0	0	120	120	120	86	41	0	0	0	0
November 2015 . . . . .	88	53	16	0	0	0	0	0	0	125	125	125	38	*	0	0	0	0
November 2016 . . . . .	85	45	7	0	0	0	0	0	0	131	131	131	0	0	0	0	0	0
November 2017 . . . . .	82	37	0	0	0	0	0	0	0	137	137	126	0	0	0	0	0	0
November 2018 . . . . .	79	30	0	0	0	0	0	0	0	143	143	21	0	0	0	0	0	0
November 2019 . . . . .	76	23	0	0	0	0	0	0	0	150	150	0	0	0	0	0	0	0
November 2020 . . . . .	72	16	0	0	0	0	0	0	0	157	157	0	0	0	0	0	0	0
November 2021 . . . . .	68	10	0	0	0	0	0	0	0	164	164	0	0	0	0	0	0	0
November 2022 . . . . .	64	3	0	0	0	0	0	0	0	171	171	0	0	0	0	0	0	0
November 2023 . . . . .	60	0	0	0	0	0	0	0	0	179	136	0	0	0	0	0	0	0
November 2024 . . . . .	55	0	0	0	0	0	0	0	0	188	43	0	0	0	0	0	0	0
November 2025 . . . . .	50	0	0	0	0	0	0	0	0	196	0	0	0	0	0	0	0	0
November 2026 . . . . .	45	0	0	0	0	0	0	0	0	205	0	0	0	0	0	0	0	0
November 2027 . . . . .	39	0	0	0	0	0	0	0	0	215	0	0	0	0	0	0	0	0
November 2028 . . . . .	34	0	0	0	0	0	0	0	0	224	0	0	0	0	0	0	0	0
November 2029 . . . . .	27	0	0	0	0	0	0	0	0	235	0	0	0	0	0	0	0	0
November 2030 . . . . .	20	0	0	0	0	0	0	0	0	246	0	0	0	0	0	0	0	0
November 2031 . . . . .	13	0	0	0	0	0	0	0	0	257	0	0	0	0	0	0	0	0
November 2032 . . . . .	6	0	0	0	0	0	0	0	0	269	0	0	0	0	0	0	0	0
November 2033 . . . . .	0	0	0	0	0	0	0	0	0	237	0	0	0	0	0	0	0	0
November 2034 . . . . .	0	0	0	0	0	0	0	0	0	94	0	0	0	0	0	0	0	0
November 2035 . . . . .	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2036 . . . . .	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2037 . . . . .	0	0	0	0	0	0	0	0	0	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
November 2039 . . . . .	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
Weighted Average Life (years)** . . . . .	14.0	5.7	2.7	1.7	1.7	1.7	1.1	0.7	0.4	23.7	13.5	7.6	4.7	2.6	0.7	0.1	0.1	0.1

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

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

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

## Characteristics of the Residual Classes

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

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

## CERTAIN ADDITIONAL FEDERAL INCOME TAX CONSEQUENCES

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

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

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

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

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

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

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

The Notional Classes and the Accrual Class 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	455% PSA
2	242% PSA
3	530% 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 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 Morgan Stanley & Co. Incorporated (the “Dealer”) in exchange for the Trust MBS and the Group 3 Underlying REMIC Certificate.

The Dealer proposes to offer the Certificates directly to the public from time to time in negotiated transactions at varying prices to be determined at the time of sale. The Dealer may effect these transactions to or through other dealers.

### **LEGAL MATTERS**

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

Group 3 Underlying REMIC Certificate

Underlying REMIC Trust	Class	Date of Issue	CUSIP Number	Interest Rate	Interest Type(1)	Final Distribution Date	Principal Type(1)	Original Principal Balance of Class	November 2010 Class Factor	Principal Balance in the Lower Tier REMIC	Approximate Weighted Average WAM (in months)	Approximate Weighted Average WALA (in months)
2009-106	DA	December 2009	31398GUW7	4.5%	FIX	March 2037	SEQ/AD	\$201,334,415	0.59545896	\$74,113,040.84	262	87

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

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

## Available Recombination(1)

REMIC Certificates		RCR Certificates						
Classes	Original Balances	RCR Class	Original Balance	Principal Type(2)	Interest Rate	Interest Type(2)	CUSIP Number	Final Distribution Date
Recombination 1								
YH	\$76,764,800	YG	\$80,805,052	SEQ	2.25%	FIX	31398SB93	November 2023
FY	4,040,252							
SY	4,040,252(3)							
Recombination 2								
YH	76,764,800	YD	85,294,222	SEQ	2.50	FIX	31398SC27	November 2023
FY	8,529,422							
SY	8,529,422(3)							
Recombination 3								
YH	76,764,800	YC	90,311,529	SEQ	2.75	FIX	31398SC35	November 2023
FY	13,546,729							
SY	13,546,729(3)							
Recombination 4								
YH	76,764,800	YA	95,956,000	SEQ	3.00	FIX	31398SC43	November 2023
FY	19,191,200							
SY	19,191,200(3)							
Recombination 5								
YH	28,786,800	YJ	47,978,000	SEQ	4.00	FIX	31398SC50	November 2023
FY	19,191,200							
SY	19,191,200(3)							
Recombination 6								
DH	70,206,403	DG	70,206,403	SC/PAC/AD	2.50	FIX	31398SC68	March 2037
DI	7,800,711(3)							
Recombination 7								
DH	70,206,403	DE	70,206,403	SC/PAC/AD	3.00	FIX	31398SC76	March 2037
DI	15,601,423(3)							



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 8								
DH	\$70,206,403	DC	\$70,206,403	SC/PAC/AD	3.50%	FIX	31398SC84	March 2037
DI	23,402,134(3)							
Recombination 9								
DH	70,206,403	DB	70,206,403	SC/PAC/AD	4.00	FIX	31398SC92	March 2037
DI	31,202,846(3)							
Recombination 10								
DH	70,206,403	DA	70,206,403	SC/PAC/AD	4.50	FIX	31398SD26	March 2037
DI	39,003,557(3)							

(1) REMIC Certificates and RCR Certificates may be exchanged only in the proportions of *original* 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—Class Definitions and Abbreviations” in the REMIC Prospectus.

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

## Principal Balance Schedule

### ***DH 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 . . . . .	\$70,206,403.00	July 2012 . . . . .	\$30,693,460.80	March 2014 . . . . .	\$ 9,502,458.99
December 2010 . . . . .	67,586,722.94	August 2012 . . . . .	29,285,473.51	April 2014 . . . . .	8,771,533.20
January 2011 . . . . .	65,060,827.78	September 2012 . . . .	27,919,951.56	May 2014 . . . . .	8,065,158.64
February 2011 . . . . .	62,611,649.99	October 2012 . . . . .	26,595,588.85	June 2014 . . . . .	7,382,466.02
March 2011 . . . . .	60,236,845.06	November 2012 . . . . .	25,311,118.94	July 2014 . . . . .	6,722,616.39
April 2011 . . . . .	57,934,139.49	December 2012 . . . . .	24,065,313.87	August 2014 . . . . .	6,084,800.03
May 2011 . . . . .	55,701,328.60	January 2013 . . . . .	22,856,983.02	September 2014 . . . .	5,468,235.51
June 2011 . . . . .	53,536,274.47	February 2013 . . . . .	21,684,971.92	October 2014 . . . . .	4,872,168.65
July 2011 . . . . .	51,436,903.92	March 2013 . . . . .	20,548,161.25	November 2014 . . . . .	4,295,871.61
August 2011 . . . . .	49,401,206.59	April 2013 . . . . .	19,445,465.68	December 2014 . . . . .	3,738,641.96
September 2011 . . . .	47,427,233.02	May 2013 . . . . .	18,377,259.32	January 2015 . . . . .	3,199,801.80
October 2011 . . . . .	45,513,092.83	June 2013 . . . . .	17,345,508.66	February 2015 . . . . .	2,678,696.91
November 2011 . . . . .	43,656,952.93	July 2013 . . . . .	16,348,929.71	March 2015 . . . . .	2,174,695.93
December 2011 . . . . .	41,857,035.80	August 2013 . . . . .	15,386,283.20	April 2015 . . . . .	1,687,189.56
January 2012 . . . . .	40,111,617.82	September 2013 . . . .	14,456,372.98	May 2015 . . . . .	1,215,589.81
February 2012 . . . . .	38,419,027.65	October 2013 . . . . .	13,558,044.54	June 2015 . . . . .	759,329.23
March 2012 . . . . .	36,777,644.61	November 2013 . . . . .	12,690,183.58	July 2015 . . . . .	317,860.22
April 2012 . . . . .	35,185,897.24	December 2013 . . . . .	11,851,714.61	August 2015 and	
May 2012 . . . . .	33,642,261.70	January 2014 . . . . .	11,041,599.61	thereafter . . . . .	0.00
June 2012 . . . . .	32,145,260.46	February 2014 . . . . .	10,258,836.72		

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

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

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## TABLE OF CONTENTS

	Page
<i>Table of Contents</i> . . . . .	<i>S- 2</i>
<i>Available Information</i> . . . . .	<i>S- 3</i>
<i>Summary</i> . . . . .	<i>S- 4</i>
<i>Additional Risk Factors</i> . . . . .	<i>S- 7</i>
<i>Description of the Certificates</i> . . . . .	<i>S- 7</i>
<i>Certain Additional Federal Income Tax Consequences</i> . . . . .	<i>S-16</i>
<i>Plan of Distribution</i> . . . . .	<i>S-18</i>
<i>Legal Matters</i> . . . . .	<i>S-18</i>
<i>Exhibit A</i> . . . . .	<i>A- 1</i>
<i>Schedule 1</i> . . . . .	<i>A- 2</i>
<i>Principal Balance Schedule</i> . . . . .	<i>B- 1</i>

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**\$208,670,187**



**Guaranteed REMIC  
Pass-Through Certificates  
Fannie Mae REMIC Trust 2010-144**

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## PROSPECTUS SUPPLEMENT

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**MORGAN STANLEY**

**November 23, 2010**

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