

\$680,381,714



**Guaranteed REMIC Pass-Through Certificates
Fannie Mae REMIC Trust 2010-149**

The Certificates

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

Payments to Certificateholders

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

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

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

The Fannie Mae Guaranty

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

Class	Group	Original Class Balance	Principal Type(1)	Interest Rate	Interest Type(1)	CUSIP Number	Final Distribution Date
PA(2) . . .	1	\$ 27,865,000	PAC/AD	2.5%	FIX	31397Q2W7	November 2040
PI(2) . . .	1	4,644,166(3)	NTL	6.0	FIX/IO	31397Q2X5	November 2040
PZ	1	200,000	PAC/AD	3.5	FIX/Z	31397Q2Y3	January 2041
FJ	1	81,911,579	PT	(4)	FLT	31397Q2Z0	January 2041
SJ	1	81,911,579(3)	NTL	(4)	INV/IO	31397Q3A4	January 2041
ZJ	1	4,699,632	SUP	3.5	FIX/Z	31397Q3B2	January 2041
A	2	100,000,000	SEQ/AD	4.0	FIX	31397Q3C0	October 2036
AZ	2	11,316,799	SEQ	4.0	FIX/Z	31397Q3D8	January 2041
LG(2) . .	3	187,023,000	SEG(PAC)/PAC/AD	2.0	FIX	31397Q3E6	April 2038
LI(2) . .	3	103,901,666(3)	NTL	4.5	FIX/IO	31397Q3F3	April 2038
LJ(2) . .	3	37,907,000	SEG(PAC)/SUP/AD	4.0	FIX	31397Q3G1	September 2038
IL(2) . .	3	4,211,888(3)	NTL	4.5	FIX/IO	31397Q3H9	September 2038
VA(2) . .	3	14,341,000	PAC/AD	4.5	FIX	31397Q3J5	February 2022
VB(2) . .	3	10,608,000	PAC/AD	4.5	FIX	31397Q3K2	October 2027
ZC(2) . .	3	22,393,000	PAC/AD	4.5	FIX/Z	31397Q3L0	January 2041
ZL	3	27,728,000	SUP	4.5	FIX/Z	31397Q3M8	January 2041
J	4	51,395,704	SC/PT	5.0	FIX	31397Q3N6	February 2040
HA(2) . .	5	102,993,000	SC/PT	3.0	FIX	31397Q3P1	August 2040
HI(2) . .	5	34,331,000(3)	NTL	4.5	FIX/IO	31397Q3Q9	August 2040
R		0	NPR	0	NPR	31397Q3R7	January 2041
RL		0	NPR	0	NPR	31397Q3S5	January 2041

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

- (3) Notional balances. These classes are interest only classes. See page S-5 for a description of how their notional balances are calculated.
(4) Based on LIBOR.

The Trust and its Assets

The trust will own

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

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

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 PB, PQ, LM, LE, LD, LC, LB, L, LH, HB, HC, HD, HE, HG and H 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 (other than the J Class) from time to time in negotiated transactions at varying prices. We expect the settlement date to be December 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.

Nomura

December 22, 2010

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AVAILABLE INFORMATION

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

- our Prospectus for Fannie Mae Guaranteed REMIC Pass-Through Certificates dated May 1, 2010 (the “REMIC Prospectus”);
- our Prospectus for Fannie Mae Guaranteed Pass-Through Certificates (Single-Family Residential Mortgage Loans) dated
 - June 1, 2009, for all MBS issued on or after January 1, 2009,
 - April 1, 2008, for all MBS issued on or after June 1, 2007 and prior to January 1, 2009, or
 - January 1, 2006, for all other MBS(as applicable, the “MBS Prospectus”);
- if you are purchasing a Group 4 or Group 5 Class or the R or RL Class, the disclosure documents relating to the applicable underlying REMIC and RCR certificates (the “Underlying REMIC Disclosure Documents”); 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 Documents 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.

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

Nomura Securities International, Inc.
Prospectus Department
2 World Financial Center, Building B
New York, NY 10281
(telephone 1-212-667-1578).
mbstradesupport@us.nomura.com

SUMMARY

This summary contains only limited information about the certificates. Statistical information in this summary is provided as of December 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	Class 2010-5-KA REMIC Certificate Class 2010-5-KZ REMIC Certificate
5	Class 2010-81-EW RCR Certificate

Group 1, Group 2 and Group 3

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	\$114,676,211	6.00%	6.25% to 8.50%	241 to 360
Group 2 MBS	\$111,316,799	4.00%	4.25% to 6.50%	241 to 360
Group 3 MBS	\$300,000,000	4.50%	4.75% to 7.00%	241 to 360

Assumed Characteristics of the Underlying Mortgage Loans

	<u>Principal Balance</u>	<u>Original Term to Maturity (in months)</u>	<u>Remaining Term to Maturity (in months)</u>	<u>Loan Age (in months)</u>	<u>Interest Rate</u>
Group 1 MBS	\$114,676,211	360	311	39	6.564%
Group 2 MBS	\$111,316,799	360	359	1	4.500%
Group 3 MBS	\$300,000,000	360	335	11	4.990%

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 4 and Group 5

Exhibit A describes the underlying REMIC and RCR certificates in Group 4 and Group 5, including certain information about the related mortgage loans. To learn more about the underlying REMIC and RCR certificates, you should obtain from us the current class factors and the related disclosure documents as described on page S-3.

Settlement Date

We expect to issue the certificates on December 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:

Fed Book-Entry

All classes other than the R and RL Classes

Physical

R and RL Classes

Exchanging Certificates Through Combination and Recombination

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

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

Interest Rates

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

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

<u>Class</u>	<u>Initial Interest Rate</u>	<u>Maximum Interest Rate</u>	<u>Minimum Interest Rate</u>	<u>Formula for Calculation of Interest Rate(1)</u>
FJ	0.79%	7.00%	0.50%	LIBOR + 50 basis points
SJ	6.21%	6.50%	0.00%	6.5% – 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:

Class

PI	16.6666642742% of the PA Class
SJ	100% of the FJ Class
LI	55.5555551991% of the LG Class
IL	11.1111087662% of the LJ Class
HI	33.3333333333% of the HA 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)*

		PSA Prepayment Assumption								
Group 1 Classes		0%	100%	200%	250%	300%	600%	1300%	1900%	
PA, PI, PB and PQ		16.2	6.6	4.8	4.8	4.8	2.4	0.8	0.1	
PZ		25.4	21.1	21.1	21.1	21.1	12.2	3.9	0.1	
FJ and SJ		20.8	9.7	6.4	5.3	4.5	2.2	0.7	0.1	
ZJ		27.9	19.7	14.4	7.1	1.6	0.3	0.1	0.1	
		PSA Prepayment Assumption								
Group 2 Classes		0%	100%	200%	400%	800%				
A		16.0	8.0	5.4	3.4	2.1				
AZ		28.0	22.9	17.7	11.1	5.9				
		PSA Prepayment Assumption								
Group 3 Classes		0%	100%	110%	190%	220%	250%	400%	700%	1000%
LG, LI, LE, LD, LC, LB and L . . .		12.9	4.8	4.6	4.6	4.6	4.6	3.3	2.0	1.5
LJ, IL and LH		22.3	11.5	10.7	2.4	2.4	2.4	1.4	0.8	0.6
VA		6.0	6.0	6.0	6.0	6.0	6.0	5.1	3.4	2.5
VB		14.0	12.9	12.5	11.0	11.0	11.0	7.6	4.5	3.1
ZC		24.6	16.4	16.1	15.9	15.9	15.9	11.2	6.5	4.3
ZL		28.0	21.4	20.8	16.1	8.6	2.2	0.7	0.3	0.2
LM		24.6	16.0	15.6	14.8	14.8	14.8	10.0	5.6	3.7
		PSA Prepayment Assumption								
Group 4 Class		0%	100%	200%	400%	700%	1400%	2100%		
J		19.5	10.3	6.7	3.7	2.1	0.9	0.4		
		PSA Prepayment Assumption								
Group 5 Classes		0%	100%	200%	400%	700%	1000%			
HA, HI, HB, HC, HD, HE, HG and H		11.9	6.5	5.6	4.6	2.8	2.1			

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

ADDITIONAL RISK FACTORS

Our purchases of delinquent loans from our single-family MBS trusts may result in increased rates of principal payments on your certificates. On February 10, 2010, we announced that we intend to increase significantly our purchases of delinquent loans from our single-family MBS trusts. If the MBS directly or indirectly backing your certificates hold delinquent loans, those MBS could as a result experience increased prepayments. In turn, this may result in an increase in the rate of principal payments on your certificates. You should refer to the MBS Prospectus for further information about our option to purchase delinquent loans from MBS pools and to our Web site at www.fanniemae.com 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 backing the Group 2 MBS and the underlying REMIC and RCR certificates in Group 4 and Group 5 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, Group 4 and Group 5 Classes may receive payments of principal more quickly or more slowly than expected, and the weighted average lives and yields of those Classes may be affected, perhaps significantly.

Payments on the Group 5 Classes also will be affected by the applicable payment priority governing the related underlying RCR certificate. If you invest in a Group 5 Class, the rate at which you receive payments will be affected by the applicable priority sequence governing principal payments on the Group 5 Underlying RCR Certificate.

In particular, as described in the related Underlying Disclosure Document, the Group 5 Underlying RCR Certificate is a NAS class. The “NAS” designation refers to a “non-accelerated security” that is designed to receive limited or no principal payments prior to a designated date and thereafter to receive principal payments and an increasing percentage of principal prepayments.

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

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 December 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:

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

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

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

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

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

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

Fannie Mae Guaranty. For a description of our guaranties of the Certificates, the MBS and the Underlying REMIC Certificates, see the applicable discussions appearing under the heading “Fannie Mae Guaranty” in the REMIC Prospectus, the MBS Prospectus and the Underlying REMIC Disclosure Documents. 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 in Group 1, Group 2 and Group 3 provide that principal and interest on the related Mortgage Loans are passed through monthly. The Mortgage Loans underlying the Trust MBS are conventional, fixed-rate, fully-amortizing mortgage loans secured by first mortgages or deeds of trust on single-family residential properties. These Mortgage Loans have original maturities of up to 30 years.

In addition, the pools underlying the Group 2 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 periodic updates to that description, please refer to the Pool Prefix Glossary available on our Web site at www.fanniemae.com. For additional information about the particular pools underlying the Group 2 MBS see the Final Data Statement for the Trust and the related prospectus supplement for each MBS. See also “Additional Risk Factors—*“Jumbo-conforming” and “high-balance” mortgage loans, which have original principal balances that exceed our traditional conforming loan limits, may prepay at different rates than conforming balance mortgage loans generally*” in this prospectus supplement.

For additional information, see “Summary—Group 1, Group 2 and Group 3 —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 Underlying REMIC Certificates

The Underlying REMIC Certificates in Group 4 and Group 5 represent beneficial ownership interests in the related Underlying REMIC Trusts. The assets of those trusts 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 of mortgage loans backing the Underlying REMIC Certificates have been designated as pools that include “jumbo-conforming” or “high balance” mortgage loans as described further under “The Mortgage Loans—Special Feature Mortgage Loans—*Loans with Original Principal Balance that Exceed our Traditional Conforming Loan Limits*” in the MBS Prospectus dated June 1, 2009. For periodic updates to that description, please refer to the Pool Prefix Glossary available on our Web site at www.fanniemae.com. For additional information about the particular pools underlying the Underlying REMIC Certificates, see the Final Data Statements for the related trusts and the related prospectus supplement for each MBS. See also “Additional Risk Factors—*“Jumbo-conforming” and “high-balance” mortgage loans, which have original principal balances that exceed our traditional conforming loan limits, may prepay at different rates than conforming balance mortgage loans generally*” in this prospectus supplement.

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

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

Distributions of Interest

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

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

<u>Delay Classes</u>	<u>No-Delay Classes</u>
Fixed Rate Classes	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 PZ, ZJ, AZ, ZC and ZL Classes are Accrual Classes. Interest will accrue on the Accrual Classes at the applicable annual rates specified on the cover of this prospectus supplement. However, we will not pay any interest on the Accrual Classes. Instead, interest accrued on the Accrual Classes will be added as principal to their principal balances 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 PZ Accrual Amount to PA until retired, and thereafter to PZ.

} Accretion
Directed
Class and
Accrual Class

The ZJ Accrual Amount to Aggregate Group I to its Planned Balance, and thereafter to ZJ.

} Accretion
Directed/PAC
Group and
Accrual Class

The Group 1 Cash Flow Distribution Amount as follows:

— 28.5714288206% in the following priority:

first, to Aggregate Group I to its Planned Balance;

} PAC Group

second, to ZJ until retired; and

} Support
Class

third, to Aggregate Group I to zero, and

} PAC Group

— 71.4285711794% to FJ until retired.

} Pass-Through
Class

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

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

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

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

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

- *Group 2*

The AZ Accrual Amount to A until retired, and thereafter to AZ.

} Accretion
Directed
Class and
Accrual Class

The Group 2 Cash Flow Distribution Amount to A and AZ, in that order, until retired.

} Sequential
Pay Classes

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

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

- *Group 3*

The ZC Accrual Amount to VA and VB, in that order, until retired, and thereafter to ZC.

} Accretion
Directed
Classes and
Accrual Class

The ZL Accrual Amount to Aggregate Group II to its Planned Balance, and thereafter to ZL.

} Accretion
Directed/PAC
Group and
Accrual Class

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

1. To Aggregate Group II to its Planned Balance.

} PAC Group

2. To ZL until retired.

} Support
Class

3. To Aggregate Group II to zero.

} PAC Group

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

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

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

“Aggregate Group II” consists of the LG, LJ, VA, VB and ZC Classes. On each Distribution Date, we will apply payments of principal of Aggregate Group II as follows:

first, to LG to its Planned Balance;

second, to LJ until retired;

third, to LG until retired; and

fourth, to VA, VB and ZC, in that order, until retired.

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

- *Group 4*

The Group 4 Principal Distribution Amount to J until retired.

} Structured
Collateral/
Pass-Through
Class

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

- *Group 5*

The Group 5 Principal Distribution Amount to HA until retired.

} Structured
Collateral/
Pass-Through
Class

The “Group 5 Principal Distribution Amount” is the principal then paid on the Group 5 Underlying RCR 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 Underlying REMIC Certificates, the applicable priority sequence governing principal payments on the Group 5 Underlying RCR 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, Group 2 and Group 3—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 December 30, 2010; and
- each Distribution Date occurs on the 25th day of a month.

Prepayment Assumptions. The prepayment model used in this prospectus supplement is PSA. For a description of PSA, see “Yield, Maturity and Prepayment Considerations—Prepayment

Models” in the REMIC Prospectus. It is highly unlikely that prepayments will occur at any *constant* PSA rate or at any other *constant* rate.

Principal Balance Schedules. The Principal Balance Schedules are set forth beginning on page B-1 of this prospectus supplement. The Principal Balance Schedules were prepared based on the Pricing Assumptions and the assumption that the related Mortgage Loans prepay at a *constant* rate within the applicable “Structuring Ranges” specified in the chart below. The “Effective Range” for an Aggregate Group or a Class is the range of prepayment rates (measured by *constant* PSA rates) that would reduce that Aggregate Group or Class to its scheduled balance each month based on the Pricing Assumptions. We have not provided separate schedules for the individual Classes included in Aggregate Group I, or for the LJ, VA, VB and ZC Classes in Aggregate Group II. However, those Classes are designed to receive principal distributions in the same fashion as if separate schedules had been provided (with schedules based on the same underlying assumptions that apply to the related Aggregate Group schedules). If such separate schedules had been provided for those Classes, we expect that the effective ranges for those Classes would not be narrower than that shown below for the related Aggregate Group.

<u>Groups and Class</u>	<u>Structuring Ranges</u>	<u>Initial Effective Ranges</u>
Aggregate Group I Planned Balances	Between 200% and 300% PSA	Between 200% and 300% PSA
Aggregate Group II Planned Balances	Between 190% and 250% PSA	Between 190% and 250% PSA
LG Class Planned Balances	Between 110% and 250% PSA	Between 110% and 250% PSA

The Aggregate Groups listed above consist of the following Classes:

Aggregate Group I PA and PZ
Aggregate Group II LG, LJ, VA, VB and ZC

See “—Decrement Tables” below for the percentages of original principal balances of the individual Classes included in the Aggregate Groups that would be outstanding at various *constant* PSA rates, including the upper and lower bands of the Structuring Ranges, based on the Pricing Assumptions.

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

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

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

- The actual Effective Ranges may narrow, widen or shift upward or downward to reflect actual prepayment experience over time.
- The principal payment stability of each Aggregate Group or Class that has a scheduled balance will be supported by one or more other Classes. When the related supporting Classes are retired, the Aggregate Group or Class receiving the benefit of that support, if still outstanding, may no longer have an Effective Range and will be much more sensitive to prepayments of the related Mortgage Loans.

Yield Tables

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

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

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

We cannot assure you that

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

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

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

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>
SJ.....	15.25%

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

	PSA Prepayment Assumption							
<u>LIBOR</u>	<u>50%</u>	<u>100%</u>	<u>200%</u>	<u>250%</u>	<u>300%</u>	<u>600%</u>	<u>1300%</u>	<u>1900%</u>
0.145%	39.7%	36.0%	28.6%	24.8%	20.9%	(4.2)%	(83.4)%	*
0.290%	38.6%	35.0%	27.5%	23.7%	19.9%	(5.1)%	(84.0)%	*
2.290%	23.8%	20.4%	13.3%	9.8%	6.1%	(17.5)%	(92.2)%	*
4.290%	8.7%	5.5%	(1.1)%	(4.4)%	(7.9)%	(30.0)%	*	*
6.500%	*	*	*	*	*	*	*	*

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>
PI	461%
LI	365%
IL	314%
HI	794%

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

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

<u>Class</u>	<u>Price*</u>
PI	19.0%
LI	15.5%
IL	8.0%
HI	11.0%

* 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 PI Class to Prepayments

	<u>PSA Prepayment Assumption</u>							
	<u>50%</u>	<u>100%</u>	<u>200%</u>	<u>250%</u>	<u>300%</u>	<u>600%</u>	<u>1300%</u>	<u>1900%</u>
Pre-Tax Yields to Maturity . . .	24.7%	19.8%	11.8%	11.8%	11.8%	(12.7)%	*	*

Sensitivity of the LI Class to Prepayments

	<u>PSA Prepayment Assumption</u>								
	<u>50%</u>	<u>100%</u>	<u>110%</u>	<u>190%</u>	<u>220%</u>	<u>250%</u>	<u>400%</u>	<u>700%</u>	<u>1000%</u>
Pre-Tax Yields to Maturity . . .	18.4%	10.8%	9.4%	9.4%	9.4%	9.4%	(3.6)%	(36.8)%	(69.5)%

Sensitivity of the IL Class to Prepayments

	<u>PSA Prepayment Assumption</u>								
	<u>50%</u>	<u>100%</u>	<u>110%</u>	<u>190%</u>	<u>220%</u>	<u>250%</u>	<u>400%</u>	<u>700%</u>	<u>1000%</u>
Pre-Tax Yields to Maturity . . .	60.7%	60.5%	60.4%	18.6%	18.6%	18.6%	(29.6)%	*	*

Sensitivity of the HI Class to Prepayments

	<u>PSA Prepayment Assumption</u>					
	<u>50%</u>	<u>100%</u>	<u>200%</u>	<u>400%</u>	<u>700%</u>	<u>1000%</u>
Pre-Tax Yields to Maturity . . .	39.1%	37.3%	35.0%	26.6%	6.3%	(14.1)%

Weighted Average Lives of the Certificates

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

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

- the timing of changes in the rate of principal distributions,
- the priority sequences of distributions of principal of the Group 1, Group 2 and Group 3 Classes and

- in the case of the Group 5 Classes, the applicable priority sequence affecting principal payments on the Group 5 Underlying RCR Certificate.

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

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

Decrement Tables

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

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

<u>Mortgage Loans Backing Trust Assets Specified Below</u>	<u>Original Terms to Maturity</u>	<u>Remaining Terms to Maturity</u>	<u>Interest Rates</u>
Group 1 MBS	360 months	360 months	8.50%
Group 2 MBS	360 months	360 months	6.50%
Group 3 MBS	360 months	360 months	7.00%
Group 4 Underlying REMIC Certificates	360 months	349 months	7.50%
Group 5 Underlying RCR Certificate	360 months	(1)	7.00%

(1) The Group 5 Underlying RCR Certificate is backed in part by MBS and in part by the Class 2010-71-A RCR Certificate. We have assumed that the Mortgage Loans backing the related MBS and the related RCR Certificate have remaining terms to maturity of 355 months and 354 months, respectively.

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	PA, PI†, PB and PQ Classes								PZ Class							
	PSA Prepayment Assumption								PSA Prepayment Assumption							
	0%	100%	200%	250%	300%	600%	1300%	1900%	0%	100%	200%	250%	300%	600%	1300%	1900%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
December 2011	98	91	84	84	84	73	25	0	104	104	104	104	104	104	104	0
December 2012	97	82	71	71	71	46	5	0	107	107	107	107	107	107	107	0
December 2013	95	73	59	59	59	29	*	0	111	111	111	111	111	111	111	0
December 2014	93	65	48	48	48	18	0	0	115	115	115	115	115	115	36	0
December 2015	91	58	39	39	39	11	0	0	119	119	119	119	119	119	8	0
December 2016	89	51	31	31	31	6	0	0	123	123	123	123	123	123	2	0
December 2017	87	44	25	25	25	4	0	0	128	128	128	128	128	128	*	0
December 2018	85	37	19	19	19	2	0	0	132	132	132	132	132	132	*	0
December 2019	82	31	15	15	15	1	0	0	137	137	137	137	137	137	*	0
December 2020	79	25	12	12	12	*	0	0	142	142	142	142	142	142	*	0
December 2021	76	20	9	9	9	0	0	0	147	147	147	147	147	92	*	0
December 2022	73	14	7	7	7	0	0	0	152	152	152	152	152	57	*	0
December 2023	70	9	5	5	5	0	0	0	158	158	158	158	158	35	*	0
December 2024	66	4	4	4	4	0	0	0	163	163	163	163	163	21	*	0
December 2025	62	3	3	3	3	0	0	0	169	169	169	169	169	13	*	0
December 2026	58	2	2	2	2	0	0	0	175	175	175	175	175	8	0	0
December 2027	53	1	1	1	1	0	0	0	181	181	181	181	181	4	0	0
December 2028	48	*	*	*	*	0	0	0	188	188	188	188	188	3	0	0
December 2029	43	0	0	0	0	0	0	0	194	168	168	168	168	2	0	0
December 2030	38	0	0	0	0	0	0	0	201	122	122	122	122	1	0	0
December 2031	31	0	0	0	0	0	0	0	208	85	85	85	85	*	0	0
December 2032	25	0	0	0	0	0	0	0	216	58	58	58	58	*	0	0
December 2033	18	0	0	0	0	0	0	0	223	36	36	36	36	*	0	0
December 2034	10	0	0	0	0	0	0	0	231	20	20	20	20	*	0	0
December 2035	2	0	0	0	0	0	0	0	240	8	8	8	8	*	0	0
December 2036	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
December 2037	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
December 2038	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
December 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
December 2040	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	16.2	6.6	4.8	4.8	4.8	2.4	0.8	0.1	25.4	21.1	21.1	21.1	21.1	12.2	3.9	0.1

Date	FJ and SJ† Classes								ZJ Class								A Class				
	PSA Prepayment Assumption								PSA Prepayment Assumption								PSA Prepayment Assumption				
	0%	100%	200%	250%	300%	600%	1300%	1900%	0%	100%	200%	250%	300%	600%	1300%	1900%	0%	100%	200%	400%	800%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
December 2011	99	93	87	84	81	63	22	0	104	104	100	80	59	0	0	0	98	96	94	91	84
December 2012	98	86	75	70	65	40	5	0	107	107	100	65	31	0	0	0	96	90	84	73	53
December 2013	98	79	65	58	52	25	1	0	111	111	100	56	14	0	0	0	95	81	71	51	21
December 2014	97	73	56	49	42	16	*	0	115	115	100	50	4	0	0	0	93	74	59	35	4
December 2015	95	67	48	41	34	10	*	0	119	119	100	47	*	0	0	0	90	66	48	22	0
December 2016	94	62	41	34	27	6	*	0	123	123	100	45	*	0	0	0	88	59	39	12	0
December 2017	93	56	36	28	22	4	*	0	128	128	97	43	*	0	0	0	86	52	31	5	0
December 2018	92	52	30	23	17	2	*	0	132	132	92	40	*	0	0	0	83	46	24	0	0
December 2019	90	47	26	19	14	1	*	0	137	137	85	37	*	0	0	0	80	40	17	0	0
December 2020	89	43	22	16	11	1	*	0	142	142	78	33	*	0	0	0	77	35	12	0	0
December 2021	87	39	19	13	9	1	*	0	147	147	70	29	*	0	0	0	74	29	7	0	0
December 2022	85	35	16	10	7	*	0	0	152	152	63	25	*	0	0	0	71	24	3	0	0
December 2023	83	31	13	8	5	*	0	0	158	158	56	22	*	0	0	0	68	19	0	0	0
December 2024	81	28	11	7	4	*	0	0	163	163	48	19	*	0	0	0	64	15	0	0	0
December 2025	78	25	9	5	3	*	0	0	169	150	42	16	*	0	0	0	60	11	0	0	0
December 2026	75	22	8	4	2	*	0	0	175	134	36	13	*	0	0	0	56	6	0	0	0
December 2027	72	19	6	3	2	*	0	0	181	119	30	11	*	0	0	0	52	3	0	0	0
December 2028	69	16	5	3	1	*	0	0	188	104	25	9	*	0	0	0	47	0	0	0	0
December 2029	66	14	4	2	1	*	0	0	194	89	20	7	*	0	0	0	42	0	0	0	0
December 2030	62	11	3	2	1	*	0	0	201	74	16	5	*	0	0	0	37	0	0	0	0
December 2031	58	9	2	1	1	*	0	0	208	60	12	4	*	0	0	0	31	0	0	0	0
December 2032	53	7	2	1	*	*	0	0	216	47	9	3	*	0	0	0	25	0	0	0	0
December 2033	49	5	1	1	*	*	0	0	223	34	6	2	*	0	0	0	19	0	0	0	0
December 2034	43	3	1	*	*	*	0	0	231	22	4	1	*	0	0	0	12	0	0	0	0
December 2035	37	2	*	*	*	*	0	0	240	10	2	1	*	0	0	0	5	0	0	0	0
December 2036	31	0	0	0	0	0	0	0	217	0	0	0	0	0	0	0	0	0	0	0	0
December 2037	24	0	0	0	0	0	0	0	170	0	0	0	0	0	0	0	0	0	0	0	0
December 2038	17	0	0	0	0	0	0	0	118	0	0	0	0	0	0	0	0	0	0	0	0
December 2039	9	0	0	0	0	0	0	0	61	0	0	0	0	0	0	0	0	0	0	0	0
December 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)**	20.8	9.7	6.4	5.3	4.5	2.2	0.7	0.1	27.9	19.7	14.4	7.1	1.6	0.3	0.1	0.1	16.0	8.0	5.4	3.4	2.1

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

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

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

Date	AZ Class					LG, LI†, LE, LD, LC, LB and L Classes									
	PSA Prepayment Assumption					PSA Prepayment Assumption									
	0%	100%	200%	400%	800%	0%	100%	110%	190%	220%	250%	400%	700%	1000%	
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	
December 2011	104	104	104	104	104	98	91	91	91	91	91	91	91	77	
December 2012	108	108	108	108	108	95	79	78	78	78	78	78	45	18	
December 2013	113	113	113	113	113	93	67	65	65	65	65	51	15	0	
December 2014	117	117	117	117	117	90	56	54	54	54	54	32	0	0	
December 2015	122	122	122	122	78	87	46	43	43	43	43	17	0	0	
December 2016	127	127	127	127	40	84	36	32	32	32	32	6	0	0	
December 2017	132	132	132	132	20	80	26	23	23	23	23	0	0	0	
December 2018	138	138	138	128	10	77	18	14	14	14	14	0	0	0	
December 2019	143	143	143	95	5	73	9	7	7	7	7	0	0	0	
December 2020	149	149	149	70	3	69	2	2	2	2	2	0	0	0	
December 2021	155	155	155	52	1	64	0	0	0	0	0	0	0	0	
December 2022	161	161	161	38	1	60	0	0	0	0	0	0	0	0	
December 2023	168	168	156	28	*	55	0	0	0	0	0	0	0	0	
December 2024	175	175	132	20	*	50	0	0	0	0	0	0	0	0	
December 2025	182	182	111	15	*	44	0	0	0	0	0	0	0	0	
December 2026	189	189	93	11	*	38	0	0	0	0	0	0	0	0	
December 2027	197	197	77	8	*	32	0	0	0	0	0	0	0	0	
December 2028	205	194	64	5	*	25	0	0	0	0	0	0	0	0	
December 2029	214	171	53	4	*	18	0	0	0	0	0	0	0	0	
December 2030	222	149	43	3	*	10	0	0	0	0	0	0	0	0	
December 2031	231	129	35	2	*	2	0	0	0	0	0	0	0	0	
December 2032	241	110	28	1	*	0	0	0	0	0	0	0	0	0	
December 2033	251	92	22	1	*	0	0	0	0	0	0	0	0	0	
December 2034	261	75	17	1	*	0	0	0	0	0	0	0	0	0	
December 2035	271	60	13	*	*	0	0	0	0	0	0	0	0	0	
December 2036	262	46	9	*	*	0	0	0	0	0	0	0	0	0	
December 2037	203	33	6	*	*	0	0	0	0	0	0	0	0	0	
December 2038	140	21	4	*	*	0	0	0	0	0	0	0	0	0	
December 2039	72	10	2	*	0	0	0	0	0	0	0	0	0	0	
December 2040	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Weighted Average Life (years)**	28.0	22.9	17.7	11.1	5.9	12.9	4.8	4.6	4.6	4.6	4.6	3.3	2.0	1.5	

Date	LJ, IL† and LH Classes									VA Class								
	PSA Prepayment Assumption									PSA Prepayment Assumption								
	0%	100%	110%	190%	220%	250%	400%	700%	1000%	0%	100%	110%	190%	220%	250%	400%	700%	1000%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
December 2011	100	100	100	81	81	81	81	15	0	93	93	93	93	93	93	93	93	93
December 2012	100	100	100	54	54	54	0	0	0	85	85	85	85	85	85	85	85	85
December 2013	100	100	100	32	32	32	0	0	0	77	77	77	77	77	77	77	77	0
December 2014	100	100	100	17	17	17	0	0	0	69	69	69	69	69	69	69	36	0
December 2015	100	100	100	7	7	7	0	0	0	61	61	61	61	61	61	61	0	0
December 2016	100	100	100	1	1	1	0	0	0	52	52	52	52	52	52	52	0	0
December 2017	100	100	100	*	*	*	0	0	0	42	42	42	42	42	42	16	0	0
December 2018	100	100	96	*	*	*	0	0	0	32	32	32	32	32	32	0	0	0
December 2019	100	100	88	*	*	*	0	0	0	22	22	22	22	22	22	0	0	0
December 2020	100	98	77	*	*	*	0	0	0	11	11	11	11	11	11	0	0	0
December 2021	100	68	48	0	0	0	0	0	0	*	*	*	0	0	0	0	0	0
December 2022	100	33	12	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
December 2023	100	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
December 2024	100	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
December 2025	100	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
December 2026	100	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
December 2027	100	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
December 2028	100	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
December 2029	100	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
December 2030	100	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
December 2031	100	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
December 2032	65	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
December 2033	18	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
December 2034	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
December 2035	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
December 2036	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
December 2037	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
December 2038	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
December 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
December 2040	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	22.3	11.5	10.7	2.4	2.4	2.4	1.4	0.8	0.6	6.0	6.0	6.0	6.0	6.0	6.0	5.1	3.4	2.5

* 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	VB Class									ZC Class								
	PSA Prepayment Assumption									PSA Prepayment Assumption								
	0%	100%	110%	190%	220%	250%	400%	700%	1000%	0%	100%	110%	190%	220%	250%	400%	700%	1000%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
December 2011	100	100	100	100	100	100	100	100	100	105	105	105	105	105	105	105	105	105
December 2012	100	100	100	100	100	100	100	100	100	109	109	109	109	109	109	109	109	109
December 2013	100	100	100	100	100	100	100	100	58	114	114	114	114	114	114	114	114	114
December 2014	100	100	100	100	100	100	100	100	0	120	120	120	120	120	120	120	120	56
December 2015	100	100	100	100	100	100	100	0	0	125	125	125	125	125	125	125	108	22
December 2016	100	100	100	100	100	100	100	0	0	131	131	131	131	131	131	131	61	8
December 2017	100	100	100	100	100	100	100	0	0	137	137	137	137	137	137	137	34	3
December 2018	100	100	100	100	100	100	1	0	0	143	143	143	143	143	143	143	19	1
December 2019	100	100	100	100	100	100	0	0	0	150	150	150	150	150	150	106	11	*
December 2020	100	100	100	100	100	100	0	0	0	157	157	157	157	157	157	78	6	*
December 2021	100	100	100	43	43	43	0	0	0	164	164	164	164	164	164	57	3	*
December 2022	84	84	84	0	0	0	0	0	0	171	171	171	151	151	151	42	2	*
December 2023	68	63	0	0	0	0	0	0	0	179	179	176	123	123	123	30	1	*
December 2024	50	0	0	0	0	0	0	0	0	188	154	122	99	99	99	22	1	*
December 2025	32	0	0	0	0	0	0	0	0	196	102	80	80	80	80	16	*	*
December 2026	13	0	0	0	0	0	0	0	0	205	64	64	64	64	64	11	*	*
December 2027	0	0	0	0	0	0	0	0	0	211	51	51	51	51	51	8	*	*
December 2028	0	0	0	0	0	0	0	0	0	211	40	40	40	40	40	6	*	*
December 2029	0	0	0	0	0	0	0	0	0	211	32	32	32	32	32	4	*	*
December 2030	0	0	0	0	0	0	0	0	0	211	24	24	24	24	24	3	*	*
December 2031	0	0	0	0	0	0	0	0	0	211	19	19	19	19	19	2	*	*
December 2032	0	0	0	0	0	0	0	0	0	211	14	14	14	14	14	1	*	*
December 2033	0	0	0	0	0	0	0	0	0	211	10	10	10	10	10	1	*	0
December 2034	0	0	0	0	0	0	0	0	0	159	7	7	7	7	7	1	*	0
December 2035	0	0	0	0	0	0	0	0	0	70	4	4	4	4	4	*	*	0
December 2036	0	0	0	0	0	0	0	0	0	3	3	3	3	3	3	*	*	0
December 2037	0	0	0	0	0	0	0	0	0	1	1	1	1	1	1	*	*	0
December 2038	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
December 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
December 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	12.9	12.5	11.0	11.0	11.0	7.6	4.5	3.1	24.6	16.4	16.1	15.9	15.9	15.9	11.2	6.5	4.3

Date	ZL Class									LM Class								
	PSA Prepayment Assumption									PSA Prepayment Assumption								
	0%	100%	110%	190%	220%	250%	400%	700%	1000%	0%	100%	110%	190%	220%	250%	400%	700%	1000%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
December 2011	105	105	105	100	89	78	22	0	0	100	100	100	100	100	100	100	100	100
December 2012	109	109	109	100	74	48	0	0	0	100	100	100	100	100	100	100	100	100
December 2013	114	114	114	100	63	26	0	0	0	100	100	100	100	100	100	100	100	67
December 2014	120	120	120	100	55	12	0	0	0	100	100	100	100	100	100	100	90	26
December 2015	125	125	125	100	50	4	0	0	0	100	100	100	100	100	100	100	51	10
December 2016	131	131	131	100	48	*	0	0	0	100	100	100	100	100	100	100	29	4
December 2017	137	137	137	100	47	*	0	0	0	100	100	100	100	100	100	92	16	2
December 2018	143	143	143	97	45	*	0	0	0	100	100	100	100	100	100	68	9	1
December 2019	150	150	150	93	43	*	0	0	0	100	100	100	100	100	100	50	5	*
December 2020	157	157	157	88	40	*	0	0	0	100	100	100	100	100	100	37	3	*
December 2021	164	164	164	81	37	*	0	0	0	100	100	100	87	87	87	27	2	*
December 2022	171	171	171	74	33	*	0	0	0	100	100	100	71	71	71	20	1	*
December 2023	179	179	179	67	30	*	0	0	0	100	99	83	58	58	58	14	1	*
December 2024	188	188	188	60	26	*	0	0	0	100	73	58	47	47	47	10	*	*
December 2025	196	196	189	53	23	*	0	0	0	100	48	38	38	38	38	8	*	*
December 2026	205	195	172	47	20	*	0	0	0	100	30	30	30	30	30	5	*	*
December 2027	215	176	154	41	17	*	0	0	0	100	24	24	24	24	24	4	*	*
December 2028	224	157	137	35	14	*	0	0	0	100	19	19	19	19	19	3	*	*
December 2029	235	139	120	29	12	*	0	0	0	100	15	15	15	15	15	2	*	*
December 2030	246	121	104	25	10	*	0	0	0	100	12	12	12	12	12	1	*	*
December 2031	257	103	88	20	8	*	0	0	0	100	9	9	9	9	9	1	*	*
December 2032	269	86	73	16	6	*	0	0	0	100	7	7	7	7	7	1	*	0
December 2033	281	70	59	12	5	*	0	0	0	100	5	5	5	5	5	*	*	0
December 2034	294	54	46	9	4	*	0	0	0	75	3	3	3	3	3	*	*	0
December 2035	307	39	33	6	2	*	0	0	0	33	2	2	2	2	2	*	*	0
December 2036	299	25	21	4	1	*	0	0	0	1	1	1	1	1	1	*	*	0
December 2037	232	12	10	2	1	*	0	0	0	1	1	1	1	1	1	*	*	0
December 2038	161	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
December 2039	83	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
December 2040	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	28.0	21.4	20.8	16.1	8.6	2.2	0.7	0.3	0.2	24.6	16.0	15.6	14.8	14.8	14.8	10.0	5.6	3.7

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

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

Date	J Class							HA, HI†, HB, HC, HD, HE, HG and H Classes						
	PSA Prepayment Assumption							PSA Prepayment Assumption						
	0%	100%	200%	400%	700%	1400%	2100%	0%	100%	200%	400%	700%	1000%	
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	
December 2011	99	94	90	81	67	35	0	100	100	100	100	100	100	
December 2012	98	87	78	60	38	6	0	100	100	100	100	70	30	
December 2013	97	80	67	45	22	1	0	100	100	100	76	24	12	
December 2014	96	74	58	34	12	*	0	99	92	88	35	14	5	
December 2015	94	68	50	25	7	*	0	95	74	60	23	8	2	
December 2016	93	63	43	19	4	*	0	90	56	37	17	4	1	
December 2017	91	58	37	14	2	*	0	85	39	16	13	3	*	
December 2018	90	53	32	10	1	*	0	80	23	5	10	1	*	
December 2019	88	48	27	8	1	*	0	74	8	1	7	1	*	
December 2020	86	44	23	6	*	0	0	67	0	0	5	*	*	
December 2021	84	40	20	4	*	0	0	60	0	0	4	*	*	
December 2022	81	36	17	3	*	0	0	53	0	0	3	*	*	
December 2023	79	33	14	2	*	0	0	45	0	0	2	*	*	
December 2024	76	30	12	2	*	0	0	37	0	0	2	*	*	
December 2025	73	26	10	1	*	0	0	28	0	0	1	*	*	
December 2026	70	24	8	1	*	0	0	18	0	0	1	*	*	
December 2027	67	21	7	1	*	0	0	8	0	0	1	*	*	
December 2028	64	18	6	*	*	0	0	0	0	0	*	*	*	
December 2029	60	16	5	*	*	0	0	0	0	0	*	*	*	
December 2030	56	14	4	*	*	0	0	0	0	0	*	*	0	
December 2031	51	12	3	*	*	0	0	0	0	0	*	*	0	
December 2032	46	10	2	*	*	0	0	0	0	0	*	*	0	
December 2033	41	8	2	*	*	0	0	0	0	0	*	*	0	
December 2034	36	6	1	*	*	0	0	0	0	0	*	*	0	
December 2035	30	5	1	*	*	0	0	0	0	0	*	*	0	
December 2036	23	3	1	*	*	0	0	0	0	0	*	*	0	
December 2037	16	2	*	*	*	0	0	0	0	0	*	*	0	
December 2038	9	1	*	*	0	0	0	0	0	0	*	*	0	
December 2039	1	0	0	0	0	0	0	0	0	0	*	0	0	
December 2040	0	0	0	0	0	0	0	0	0	0	0	0	0	
Weighted Average														
Life (years)**	19.5	10.3	6.7	3.7	2.1	0.9	0.4	11.9	6.5	5.6	4.6	2.8	2.1	

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

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

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

Characteristics of the Residual Classes

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

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

CERTAIN ADDITIONAL FEDERAL INCOME TAX CONSEQUENCES

The Certificates and payments on the Certificates are not generally exempt from taxation. Therefore, you should consider the tax consequences of holding a Certificate before you acquire one. The following tax discussion supplements the discussion under the caption “Material Federal Income Tax Consequences” in the REMIC Prospectus. When read together, the two discussions describe the

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

U.S. Treasury Circular 230 Notice

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

REMIC Elections and Special Tax Attributes

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

Taxation of Beneficial Owners of Regular Certificates

The Notional Classes and the Accrual Classes will be issued with original issue discount (“OID”), and certain other Classes of REMIC Certificates may be issued with OID. If a Class is issued with OID, a beneficial owner of a Certificate of that Class generally must recognize some taxable income in advance of the receipt of the cash attributable to that income. See “Material Federal Income Tax Consequences—Taxation of Beneficial Owners of Regular Certificates—*Treatment of Original Issue Discount*” in the REMIC Prospectus. In addition, certain Classes of REMIC Certificates may be treated as having been issued at a premium. See “Material Federal Income Tax Consequences—Taxation of Beneficial Owners of Regular Certificates—*Regular Certificates Purchased at a Premium*” in the REMIC Prospectus.

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

<u>Group</u>	<u>Prepayment Assumption</u>
1	250% PSA
2	200% PSA
3	220% PSA
4	200% PSA
5	200% 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 Classes of RCR Certificates are Combination RCR Certificates. See “Material Federal Income Tax Consequences—Taxation of Beneficial Owners of RCR Certificates” in the REMIC Prospectus for a general discussion of the federal income tax treatment of beneficial owners of RCR Certificates.

PLAN OF DISTRIBUTION

We are obligated to deliver the Certificates (other than the J Class) to Nomura Securities International, Inc. (the “Dealer”) in exchange for the Trust MBS and the Underlying REMIC Certificates. The Dealer proposes to offer the Certificates (other than the J Class) directly to the public from time to time in negotiated transactions at varying prices to be determined at the time of sale. The Dealer may effect these transactions to or through other dealers.

On the Settlement Date, we expect to transfer the J Class to Fannie Mae Mega Trust Number 310069 (CUSIP Number 31374CMS2) and to deliver the related Mega certificates to the Dealer.

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 4 Underlying REMIC Certificates

Underlying REMIC Trust	Class	Date of Issue	CUSIP Number	Interest Rate	Interest Type(1)	Final Distribution Date	Principal Type(1)	Original Principal Balance of Class	December 2010 Class Factor	Principal Balance in the Lower Tier REMIC	Approximate Weighted Average WAC	Approximate Weighted Average WAM (in months)	Approximate Weighted Average WALA (in months)
2010-005	KA	January 2010	31398GG45	5.0%	FIX	November 2035	SEQ/AD	\$75,000,000	0.58757470	\$44,068,102.50	5.386%	342	16
2010-005	KZ	January 2010	31398GG52	5.0	FIX/Z	February 2040	SEQ	7,000,000	1.04680023	7,327,601.61	5.386	342	16

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

Group 5 Underlying RCR Certificate

Underlying REMIC Trust	Class	Date of Issue	CUSIP Number	Interest Rate	Interest Type(1)	Final Distribution Date	Principal Type(1)	Original Principal Balance of Class	December 2010 Class Factor	Principal Balance in the Lower Tier REMIC	Approximate Weighted Average WAC	Approximate Weighted Average WAM (in months)	Approximate Weighted Average WALA (in months)
2010-081	EW	July 2010	31398TJ36	4.5%	FIX	August 2040	SC/NAS	\$102,993,000	1.00000000	\$102,993,000.00	(2)	(2)	(2)

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

(2) The Group 5 Underlying RCR Certificate is backed by MBS and the designated Fannie Mae RCR certificate with the following characteristics:

MBS	Principal Balance	Approximate Weighted Average WAC	4.938%	Approximate Weighted Average WAM (in months)	353	Approximate Weighted Average WALA (in months)	6
2010-71-A	Principal Balance	Interest Type	Principal Type	Approximate Weighted Average WAC	5.014%	Approximate Weighted Average WAM (in months)	349
2010-71-A	Principal Balance	FIX	SEQ			Approximate Weighted Average WALA (in months)	9

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

Available Recombinations(1)

REMIC Certificates		RCR Certificates						
Classes	Original Balances	RCR Classes	Original Balances	Principal Type(2)	Interest Rate	Interest Type(2)	CUSIP Number	Final Distribution Date
Recombination 1								
PA	\$ 27,865,000	PB	\$ 27,865,000	PAC/AD	3.00%	FIX	31397Q3T3	November 2040
PI	2,322,083(3)							
Recombination 2								
PA	27,865,000	PQ	27,865,000	PAC/AD	3.50	FIX	31397Q3U0	November 2040
PI	4,644,166(3)							
Recombination 3								
VA	14,341,000	LM(4)	47,342,000	PAC/AD	4.50	FIX	31397Q3V8	January 2041
VB	10,608,000							
ZC	22,393,000							
Recombination 4								
LG	187,023,000	LE	187,023,000	SEG(PAC)/PAC/AD	2.50	FIX	31397Q3W6	April 2038
LI	20,780,333(3)							
Recombination 5								
LG	187,023,000	LD	187,023,000	SEG(PAC)/PAC/AD	3.00	FIX	31397Q3X4	April 2038
LI	41,560,667(3)							
Recombination 6								
LG	187,023,000	LC	187,023,000	SEG(PAC)/PAC/AD	3.50	FIX	31397Q3Y2	April 2038
LI	62,341,000(3)							
Recombination 7								
LG	187,023,000	LB	187,023,000	SEG(PAC)/PAC/AD	4.00	FIX	31397Q3Z9	April 2038
LI	83,121,333(3)							
Recombination 8								
LG	187,023,000	L	187,023,000	SEG(PAC)/PAC/AD	4.50	FIX	31397Q4A3	April 2038
LI	103,901,666(3)							
Recombination 9								
LJ	37,907,000	LH	37,907,000	SEG(PAC)/SUP/AD	4.50	FIX	31397Q4B1	September 2038
IL	4,211,888(3)							

REMIC Certificates		RCR Certificates						
Classes	Original Balances	RCR Classes	Original Balances	Principal Type(2)	Interest Rate	Interest Type(2)	CUSIP Number	Final Distribution Date
Recombination 10								
HA	\$102,993,000	HB	\$102,993,000	SC/PT	3.25%	FIX	31397Q4C9	August 2040
HI	5,721,833(3)							
Recombination 11								
HA	102,993,000	HC	102,993,000	SC/PT	3.50	FIX	31397Q4D7	August 2040
HI	11,443,667(3)							
Recombination 12								
HA	102,993,000	HD	102,993,000	SC/PT	3.75	FIX	31397Q4E5	August 2040
HI	17,165,500(3)							
Recombination 13								
HA	102,993,000	HE	102,993,000	SC/PT	4.00	FIX	31397Q4F2	August 2040
HI	22,887,333(3)							
Recombination 14								
HA	102,993,000	HG	102,993,000	SC/PT	4.25	FIX	31397Q4G0	August 2040
HI	28,609,167(3)							
Recombination 15								
HA	102,993,000	H	102,993,000	SC/PT	4.50	FIX	31397Q4H8	August 2040
HI	34,331,000(3)							

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

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

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

(4) Principal payments on the REMIC Certificates in Recombination 3 from the ZC Accrual Amount will be paid as interest on the related RCR Certificates and thus will not reduce the principal balances of those RCR Certificates.

Principal Balance Schedules

Aggregate Group I Planned Balances

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
Initial Balance	\$28,065,000.00	October 2015	\$11,474,352.68	August 2020	\$ 3,857,710.44
January 2011	27,664,308.26	November 2015	11,273,380.28	September 2020	3,783,493.63
February 2011	27,281,630.09	December 2015	11,074,690.08	October 2020	3,710,614.67
March 2011	26,903,212.15	January 2016	10,878,257.09	November 2020	3,639,050.30
April 2011	26,529,008.23	February 2016	10,684,056.62	December 2020	3,568,777.63
May 2011	26,158,972.62	March 2016	10,492,064.23	January 2021	3,499,774.18
June 2011	25,793,060.09	April 2016	10,302,255.73	February 2021	3,432,017.85
July 2011	25,431,225.92	May 2016	10,114,607.22	March 2021	3,365,486.92
August 2011	25,073,425.85	June 2016	9,929,454.50	April 2021	3,300,160.02
September 2011	24,719,616.08	July 2016	9,747,550.77	May 2021	3,236,016.16
October 2011	24,369,753.31	August 2016	9,568,840.41	June 2021	3,173,034.72
November 2011	24,023,794.69	September 2016	9,393,268.74	July 2021	3,111,195.41
December 2011	23,681,697.83	October 2016	9,220,781.98	August 2021	3,050,478.29
January 2012	23,343,420.78	November 2016	9,051,327.27	September 2021	2,990,863.77
February 2012	23,008,922.07	December 2016	8,884,852.65	October 2021	2,932,332.58
March 2012	22,678,160.66	January 2017	8,721,307.03	November 2021	2,874,865.81
April 2012	22,351,095.94	February 2017	8,560,640.17	December 2021	2,818,444.83
May 2012	22,027,687.75	March 2017	8,402,802.70	January 2022	2,763,051.36
June 2012	21,707,896.35	April 2017	8,247,746.07	February 2022	2,708,667.42
July 2012	21,391,682.43	May 2017	8,095,422.56	March 2022	2,655,275.33
August 2012	21,079,007.11	June 2017	7,945,785.24	April 2022	2,602,857.74
September 2012	20,769,831.92	July 2017	7,798,787.98	May 2022	2,551,397.56
October 2012	20,464,118.80	August 2017	7,654,385.44	June 2022	2,500,878.02
November 2012	20,161,830.09	September 2017	7,512,533.03	July 2022	2,451,282.63
December 2012	19,862,928.57	October 2017	7,373,186.93	August 2022	2,402,595.16
January 2013	19,567,377.37	November 2017	7,236,304.04	September 2022	2,354,799.70
February 2013	19,275,140.05	December 2017	7,101,842.02	October 2022	2,307,880.59
March 2013	18,986,180.55	January 2018	6,969,759.20	November 2022	2,261,822.42
April 2013	18,700,463.20	February 2018	6,840,014.66	December 2022	2,216,610.07
May 2013	18,417,952.71	March 2018	6,712,568.16	January 2023	2,172,228.67
June 2013	18,138,614.17	April 2018	6,587,380.11	February 2023	2,128,663.61
July 2013	17,862,413.04	May 2018	6,464,411.64	March 2023	2,085,900.53
August 2013	17,589,315.16	June 2018	6,343,624.49	April 2023	2,043,925.30
September 2013	17,319,286.73	July 2018	6,224,981.09	May 2023	2,002,724.06
October 2013	17,052,294.31	August 2018	6,108,444.48	June 2023	1,962,283.15
November 2013	16,788,304.84	September 2018	5,993,978.33	July 2023	1,922,589.19
December 2013	16,527,285.58	October 2018	5,881,546.93	August 2023	1,883,629.00
January 2014	16,269,204.18	November 2018	5,771,115.17	September 2023	1,845,389.63
February 2014	16,014,028.59	December 2018	5,662,648.55	October 2023	1,807,858.36
March 2014	15,761,727.16	January 2019	5,556,113.12	November 2023	1,771,022.68
April 2014	15,512,268.54	February 2019	5,451,475.55	December 2023	1,734,870.30
May 2014	15,265,621.73	March 2019	5,348,703.04	January 2024	1,699,389.14
June 2014	15,021,756.06	April 2019	5,247,763.36	February 2024	1,664,567.33
July 2014	14,780,641.19	May 2019	5,148,624.84	March 2024	1,630,393.21
August 2014	14,542,247.11	June 2019	5,051,256.32	April 2024	1,596,855.30
September 2014	14,306,544.14	July 2019	4,955,627.18	May 2024	1,563,942.34
October 2014	14,073,502.89	August 2019	4,861,707.34	June 2024	1,531,643.25
November 2014	13,843,094.32	September 2019	4,769,467.20	July 2024	1,499,947.14
December 2014	13,615,289.67	October 2019	4,678,877.67	August 2024	1,468,843.33
January 2015	13,390,060.53	November 2019	4,589,910.17	September 2024	1,438,321.29
February 2015	13,167,378.75	December 2019	4,502,536.59	October 2024	1,408,370.70
March 2015	12,947,216.51	January 2020	4,416,729.30	November 2024	1,378,981.39
April 2015	12,729,546.29	February 2020	4,332,461.15	December 2024	1,350,143.41
May 2015	12,514,340.86	March 2020	4,249,705.44	January 2025	1,321,846.93
June 2015	12,301,573.27	April 2020	4,168,435.93	February 2025	1,294,082.32
July 2015	12,091,216.87	May 2020	4,088,626.81	March 2025	1,266,840.12
August 2015	11,883,245.32	June 2020	4,010,252.74	April 2025	1,240,111.00
September 2015	11,677,632.52	July 2020	3,933,288.78	May 2025	1,213,885.84

Aggregate Group I (Continued)

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
June 2025	\$ 1,188,155.64	May 2029	\$ 402,389.89	April 2033	\$ 99,523.26
July 2025	1,162,911.56	June 2029	392,369.31	May 2033	95,857.57
August 2025	1,138,144.93	July 2029	382,550.75	June 2033	92,274.37
September 2025	1,113,847.22	August 2029	372,930.47	July 2033	88,772.07
October 2025	1,090,010.04	September 2029	363,504.81	August 2033	85,349.10
November 2025	1,066,625.17	October 2029	354,270.19	September 2033	82,003.90
December 2025	1,043,684.49	November 2029	345,223.05	October 2033	78,734.98
January 2026	1,021,180.07	December 2029	336,359.93	November 2033	75,540.83
February 2026	999,104.08	January 2030	327,677.43	December 2033	72,420.01
March 2026	977,448.85	February 2030	319,172.18	January 2034	69,371.08
April 2026	956,206.82	March 2030	310,840.89	February 2034	66,392.62
May 2026	935,370.58	April 2030	302,680.34	March 2034	63,483.27
June 2026	914,932.84	May 2030	294,687.35	April 2034	60,641.65
July 2026	894,886.44	June 2030	286,858.80	May 2034	57,866.45
August 2026	875,224.34	July 2030	279,191.61	June 2034	55,156.35
September 2026	855,939.63	August 2030	271,682.80	July 2034	52,510.07
October 2026	837,025.51	September 2030	264,329.38	August 2034	49,926.35
November 2026	818,475.30	October 2030	257,128.47	September 2034	47,403.96
December 2026	800,282.45	November 2030	250,077.21	October 2034	44,941.67
January 2027	782,440.51	December 2030	243,172.80	November 2034	42,538.29
February 2027	764,943.15	January 2031	236,412.48	December 2034	40,192.66
March 2027	747,784.13	February 2031	229,793.55	January 2035	37,903.63
April 2027	730,957.35	March 2031	223,313.35	February 2035	35,670.06
May 2027	714,456.79	April 2031	216,969.29	March 2035	33,490.86
June 2027	698,276.56	May 2031	210,758.79	April 2035	31,364.93
July 2027	682,410.85	June 2031	204,679.34	May 2035	29,291.20
August 2027	666,853.95	July 2031	198,728.47	June 2035	27,268.63
September 2027	651,600.27	August 2031	192,903.75	July 2035	25,296.20
October 2027	636,644.31	September 2031	187,202.81	August 2035	23,372.88
November 2027	621,980.66	October 2031	181,623.28	September 2035	21,497.70
December 2027	607,604.01	November 2031	176,162.89	October 2035	19,669.68
January 2028	593,509.13	December 2031	170,819.36	November 2035	17,887.86
February 2028	579,690.90	January 2032	165,590.49	December 2035	16,151.31
March 2028	566,144.29	February 2032	160,474.09	January 2036	14,459.11
April 2028	552,864.33	March 2032	155,468.03	February 2036	12,810.36
May 2028	539,846.17	April 2032	150,570.20	March 2036	11,204.16
June 2028	527,085.02	May 2032	145,778.54	April 2036	9,639.66
July 2028	514,576.20	June 2032	141,091.02	May 2036	8,116.00
August 2028	502,315.09	July 2032	136,505.66	June 2036	6,632.34
September 2028	490,297.15	August 2032	132,020.50	July 2036	5,187.86
October 2028	478,517.94	September 2032	127,633.62	August 2036	3,781.75
November 2028	466,973.09	October 2032	123,343.13	September 2036	2,413.23
December 2028	455,658.28	November 2032	119,147.20	October 2036	1,081.51
January 2029	444,569.31	December 2032	115,043.99	November 2036 and thereafter	0.00
February 2029	433,702.03	January 2033	111,031.73		
March 2029	423,052.36	February 2033	107,108.66		
April 2029	412,616.29	March 2033	103,273.07		

Aggregate Group II Planned Balances

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
Initial Balance	\$272,272,000.00	August 2011	\$257,036,133.85	April 2012	\$236,673,744.62
January 2011	270,591,381.77	September 2011	254,757,898.03	May 2012	233,810,503.06
February 2011	268,922,080.98	October 2011	252,399,359.21	June 2012	230,884,144.04
March 2011	267,161,360.12	November 2011	249,962,427.85	July 2012	227,897,085.37
April 2011	265,310,551.18	December 2011	247,449,087.95	August 2012	224,942,316.52
May 2011	263,371,074.59	January 2012	244,861,394.40	September 2012	222,019,499.75
June 2011	261,344,437.59	February 2012	242,201,470.18	October 2012	219,128,300.80
July 2011	259,232,232.32	March 2012	239,471,503.46	November 2012	216,268,388.83

Aggregate Group II (Continued)

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
December 2012	\$213,439,436.40	December 2017	\$ 89,858,383.01	December 2022	\$ 33,723,240.87
January 2013	210,641,119.43	January 2018	88,448,575.48	January 2023	33,155,176.46
February 2013	207,873,117.20	February 2018	87,059,612.19	February 2023	32,595,823.38
March 2013	205,135,112.27	March 2018	85,691,195.19	March 2023	32,045,054.46
April 2013	202,426,790.44	April 2018	84,343,030.66	April 2023	31,502,744.31
May 2013	199,747,840.79	May 2018	83,014,828.93	May 2023	30,968,769.33
June 2013	197,097,955.55	June 2018	81,706,304.38	June 2023	30,443,007.67
July 2013	194,476,830.15	July 2018	80,417,175.38	July 2023	29,925,339.21
August 2013	191,884,163.14	August 2018	79,147,164.26	August 2023	29,415,645.55
September 2013	189,319,656.16	September 2018	77,895,997.24	September 2023	28,913,809.94
October 2013	186,783,013.94	October 2018	76,663,404.37	October 2023	28,419,717.33
November 2013	184,273,944.24	November 2018	75,449,119.49	November 2023	27,933,254.26
December 2013	181,792,157.82	December 2018	74,252,880.18	December 2023	27,454,308.93
January 2014	179,337,368.43	January 2019	73,074,427.68	January 2024	26,982,771.10
February 2014	176,909,292.76	February 2019	71,913,506.89	February 2024	26,518,532.09
March 2014	174,507,650.41	March 2019	70,769,866.27	March 2024	26,061,484.80
April 2014	172,132,163.87	April 2019	69,643,257.81	April 2024	25,611,523.62
May 2014	169,782,558.50	May 2019	68,533,436.99	May 2024	25,168,544.47
June 2014	167,458,562.48	June 2019	67,440,162.72	June 2024	24,732,444.74
July 2014	165,159,906.78	July 2019	66,363,197.30	July 2024	24,303,123.28
August 2014	162,886,325.16	August 2019	65,302,306.35	August 2024	23,880,480.38
September 2014	160,637,554.10	September 2019	64,257,258.81	September 2024	23,464,417.76
October 2014	158,413,332.81	October 2019	63,227,826.86	October 2024	23,054,838.53
November 2014	156,213,403.19	November 2019	62,213,785.86	November 2024	22,651,647.19
December 2014	154,037,509.78	December 2019	61,214,914.36	December 2024	22,254,749.59
January 2015	151,885,399.78	January 2020	60,230,993.99	January 2025	21,864,052.95
February 2015	149,756,822.98	February 2020	59,261,809.49	February 2025	21,479,465.79
March 2015	147,651,531.74	March 2020	58,307,148.60	March 2025	21,100,897.94
April 2015	145,569,281.00	April 2020	57,366,802.04	April 2025	20,728,260.52
May 2015	143,509,828.20	May 2020	56,440,563.51	May 2025	20,361,465.91
June 2015	141,472,933.30	June 2020	55,528,229.58	June 2025	20,000,427.77
July 2015	139,458,358.72	July 2020	54,629,599.71	July 2025	19,645,060.97
August 2015	137,465,869.34	August 2020	53,744,476.15	August 2025	19,295,281.59
September 2015	135,495,232.47	September 2020	52,872,663.98	September 2025	18,951,006.94
October 2015	133,546,217.81	October 2020	52,013,970.98	October 2025	18,612,155.49
November 2015	131,618,597.45	November 2020	51,168,207.68	November 2025	18,278,646.88
December 2015	129,712,145.80	December 2020	50,335,187.24	December 2025	17,950,401.90
January 2016	127,826,639.64	January 2021	49,514,725.50	January 2026	17,627,342.48
February 2016	125,961,858.03	February 2021	48,706,640.85	February 2026	17,309,391.66
March 2016	124,117,582.32	March 2021	47,910,754.27	March 2026	16,996,473.60
April 2016	122,293,596.11	April 2021	47,126,889.27	April 2026	16,688,513.52
May 2016	120,489,685.23	May 2021	46,354,871.82	May 2026	16,385,437.73
June 2016	118,705,637.74	June 2021	45,594,530.37	June 2026	16,087,173.60
July 2016	116,941,243.88	July 2021	44,845,695.80	July 2026	15,793,649.53
August 2016	115,196,296.05	August 2021	44,108,201.34	August 2026	15,504,794.94
September 2016	113,470,588.80	September 2021	43,381,882.62	September 2026	15,220,540.30
October 2016	111,763,918.80	October 2021	42,666,577.56	October 2026	14,940,817.03
November 2016	110,076,084.83	November 2021	41,962,126.39	November 2026	14,665,557.58
December 2016	108,406,887.75	December 2021	41,268,371.58	December 2026	14,394,695.33
January 2017	106,756,130.45	January 2022	40,585,157.83	January 2027	14,128,164.65
February 2017	105,123,617.91	February 2022	39,912,332.06	February 2027	13,865,900.83
March 2017	103,509,157.07	March 2022	39,249,743.31	March 2027	13,607,840.10
April 2017	101,912,556.90	April 2022	38,597,242.81	April 2027	13,353,919.62
May 2017	100,333,628.35	May 2022	37,954,683.85	May 2027	13,104,077.44
June 2017	98,772,184.30	June 2022	37,321,921.82	June 2027	12,858,252.49
July 2017	97,230,812.80	July 2022	36,698,814.14	July 2027	12,616,384.61
August 2017	95,712,164.33	August 2022	36,085,220.26	August 2027	12,378,414.48
September 2017	94,215,914.60	September 2022	35,481,001.63	September 2027	12,144,283.64
October 2017	92,741,743.91	October 2022	34,886,021.65	October 2027	11,913,934.50
November 2017	91,289,336.99	November 2022	34,300,145.65	November 2027	11,687,310.26

Aggregate Group II (Continued)

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
December 2027	\$ 11,464,354.96	September 2031 . . .	\$ 4,460,732.92	June 2035	\$ 1,264,000.36
January 2028	11,245,013.45	October 2031	4,358,053.19	July 2035	1,219,033.32
February 2028	11,029,231.37	November 2031	4,257,153.66	August 2035	1,174,932.61
March 2028	10,816,955.14	December 2031	4,158,006.67	September 2035 . . .	1,131,684.12
April 2028	10,608,131.96	January 2032	4,060,584.93	October 2035	1,089,273.98
May 2028	10,402,709.81	February 2032	3,964,861.59	November 2035	1,047,688.50
June 2028	10,200,637.38	March 2032	3,870,810.17	December 2035	1,006,914.21
July 2028	10,001,864.15	April 2032	3,778,404.58	January 2036	966,937.86
August 2028	9,806,340.30	May 2032	3,687,619.13	February 2036	927,746.36
September 2028 . . .	9,614,016.73	June 2032	3,598,428.50	March 2036	889,326.87
October 2028	9,424,845.07	July 2032	3,510,807.74	April 2036	851,666.69
November 2028	9,238,777.64	August 2032	3,424,732.27	May 2036	814,753.35
December 2028	9,055,767.44	September 2032 . . .	3,340,177.87	June 2036	778,574.56
January 2029	8,875,768.18	October 2032	3,257,120.70	July 2036	743,118.21
February 2029	8,698,734.20	November 2032	3,175,537.25	August 2036	708,372.38
March 2029	8,524,620.55	December 2032	3,095,404.35	September 2036 . . .	674,325.32
April 2029	8,353,382.90	January 2033	3,016,699.20	October 2036	640,965.48
May 2029	8,184,977.56	February 2033	2,939,399.32	November 2036	608,281.47
June 2029	8,019,361.49	March 2033	2,863,482.57	December 2036	576,262.06
July 2029	7,856,492.28	April 2033	2,788,927.12	January 2037	544,896.23
August 2029	7,696,328.12	May 2033	2,715,711.49	February 2037	514,173.09
September 2029 . . .	7,538,827.82	June 2033	2,643,814.51	March 2037	484,081.93
October 2029	7,383,950.77	July 2033	2,573,215.32	April 2037	454,612.21
November 2029	7,231,656.98	August 2033	2,503,893.36	May 2037	425,753.54
December 2029	7,081,907.02	September 2033 . . .	2,435,828.39	June 2037	397,495.70
January 2030	6,934,662.05	October 2033	2,369,000.48	July 2037	369,828.61
February 2030	6,789,883.77	November 2033	2,303,389.97	August 2037	342,742.37
March 2030	6,647,534.46	December 2033	2,238,977.51	September 2037 . . .	316,227.19
April 2030	6,507,576.95	January 2034	2,175,744.03	October 2037	290,273.48
May 2030	6,369,974.61	February 2034	2,113,670.76	November 2037	264,871.77
June 2030	6,234,691.33	March 2034	2,052,739.20	December 2037	240,012.72
July 2030	6,101,691.55	April 2034	1,992,931.11	January 2038	215,687.16
August 2030	5,970,940.20	May 2034	1,934,228.54	February 2038	191,886.06
September 2030 . . .	5,842,402.76	June 2034	1,876,613.81	March 2038	168,600.52
October 2030	5,716,045.18	July 2034	1,820,069.50	April 2038	145,821.77
November 2030	5,591,833.92	August 2034	1,764,578.44	May 2038	123,541.18
December 2030	5,469,735.95	September 2034 . . .	1,710,123.73	June 2038	101,750.27
January 2031	5,349,718.69	October 2034	1,656,688.72	July 2038	80,440.66
February 2031	5,231,750.06	November 2034	1,604,257.02	August 2038	59,604.14
March 2031	5,115,798.44	December 2034	1,552,812.45	September 2038 . . .	39,232.58
April 2031	5,001,832.67	January 2035	1,502,339.11	October 2038	19,318.00
May 2031	4,889,822.07	February 2035	1,452,821.32	November 2038 and thereafter	0.00
June 2031	4,779,736.38	March 2035	1,404,243.65		
July 2031	4,671,545.79	April 2035	1,356,590.88		
August 2031	4,565,220.95	May 2035	1,309,848.03		

LG 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	\$187,023,000.00	October 2011	\$172,770,110.31	August 2012	\$153,664,354.75
January 2011	185,838,117.37	November 2011	171,062,490.21	September 2012 . . .	151,614,913.42
February 2011	184,598,315.95	December 2011	169,306,360.51	October 2012	149,576,678.58
March 2011	183,304,103.43	January 2012	167,502,515.79	November 2012	147,549,581.71
April 2011	181,956,018.29	February 2012	165,651,776.22	December 2012	145,533,554.65
May 2011	180,554,629.39	March 2012	163,754,986.98	January 2013	143,528,529.64
June 2011	179,100,535.54	April 2012	161,813,017.50	February 2013	141,534,439.28
July 2011	177,594,365.09	May 2012	159,826,760.83	March 2013	139,551,216.54
August 2011	176,036,775.44	June 2012	157,797,132.82	April 2013	137,578,794.76
September 2011 . . .	174,428,452.53	July 2012	155,725,071.46	May 2013	135,617,107.63

LG Class (Continued)

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
June 2013.	\$133,666,089.22	February 2016.	\$ 76,490,219.11	October 2018.	\$ 29,321,316.64
July 2013.	131,725,673.95	March 2016.	74,856,529.72	November 2018.	28,107,031.76
August 2013.	129,795,796.60	April 2016.	73,231,468.41	December 2018.	26,910,792.45
September 2013.	127,876,392.31	May 2016.	71,614,980.69	January 2019.	25,732,339.95
October 2013.	125,967,396.57	June 2016.	70,007,012.35	February 2019.	24,571,419.16
November 2013.	124,068,745.23	July 2016.	68,407,509.46	March 2019.	23,427,778.54
December 2013.	122,180,374.48	August 2016.	66,816,418.40	April 2019.	22,301,170.08
January 2014.	120,302,220.86	September 2016.	65,233,685.83	May 2019.	21,191,349.26
February 2014.	118,434,221.26	October 2016.	63,659,258.69	June 2019.	20,098,074.99
March 2014.	116,576,312.91	November 2016.	62,093,084.21	July 2019.	19,021,109.57
April 2014.	114,728,433.38	December 2016.	60,535,109.91	August 2019.	17,960,218.62
May 2014.	112,890,520.59	January 2017.	58,985,283.58	September 2019.	16,915,171.08
June 2014.	111,062,512.79	February 2017.	57,443,553.30	October 2019.	15,885,739.13
July 2014.	109,244,348.56	March 2017.	55,909,867.42	November 2019.	14,871,698.13
August 2014.	107,435,966.82	April 2017.	54,384,174.57	December 2019.	13,872,826.63
September 2014.	105,637,306.83	May 2017.	52,866,423.64	January 2020.	12,888,906.26
October 2014.	103,848,308.16	June 2017.	51,356,563.83	February 2020.	11,919,721.76
November 2014.	102,068,910.74	July 2017.	49,854,544.57	March 2020.	10,965,060.87
December 2014.	100,299,054.80	August 2017.	48,360,315.59	April 2020.	10,024,714.31
January 2015.	98,538,680.89	September 2017.	46,873,826.87	May 2020.	9,098,475.78
February 2015.	96,787,729.90	October 2017.	45,399,656.18	June 2020.	8,186,141.85
March 2015.	95,046,143.03	November 2017.	43,947,249.26	July 2020.	7,287,511.98
April 2015.	93,313,861.81	December 2017.	42,516,295.28	August 2020.	6,402,388.42
May 2015.	91,590,828.08	January 2018.	41,106,487.75	September 2020.	5,530,576.25
June 2015.	89,876,983.99	February 2018.	39,717,524.46	October 2020.	4,671,883.25
July 2015.	88,172,272.00	March 2018.	38,349,107.46	November 2020.	3,826,119.95
August 2015.	86,476,634.89	April 2018.	37,000,942.93	December 2020.	2,993,099.51
September 2015.	84,790,015.76	May 2018.	35,672,741.20	January 2021.	2,172,637.77
October 2015.	83,112,357.99	June 2018.	34,364,216.65	February 2021.	1,364,553.12
November 2015.	81,443,605.28	July 2018.	33,075,087.65	March 2021.	568,666.54
December 2015.	79,783,701.65	August 2018.	31,805,076.53	April 2021 and thereafter	0.00
January 2016.	78,132,591.39	September 2018.	30,553,909.51		

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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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\$680,381,714



**Guaranteed REMIC
Pass-Through Certificates**

Fannie Mae REMIC Trust 2010-149

PROSPECTUS SUPPLEMENT

Nomura

December 22, 2010