

\$805,411,068



FannieMae®

**Guaranteed REMIC Pass-Through Certificates
Fannie Mae REMIC Trust 2011-14**

The Certificates

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

Payments to Certificateholders

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

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

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

The Fannie Mae Guaranty

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

The Trust and its Assets

The trust will own

- Fannie Mae MBS,
- Fannie Mae Stripped MBS, and
- underlying REMIC certificates backed by Fannie Mae MBS.

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

<i>Class</i>	<i>Group</i>	<i>Original Class Balance</i>	<i>Principal Type(1)</i>	<i>Interest Rate</i>	<i>Interest Type(1)</i>	<i>CUSIP Number</i>	<i>Final Distribution Date</i>
PE(2)	1	\$105,924,616	PAC/AD	2.50%	FIX	31397SBG8	June 2040
PI(2)	1	21,184,923(3)	NTL	5.00	FIX/IO	31397SBH6	June 2040
PF	1	63,554,769	PAC/AD	(4)	FLT	31397SBJ2	June 2040
PS	1	63,554,769(3)	NTL	(4)	INV/IO	31397SBK9	June 2040
PB	1	11,038,423	PAC/AD	5.00	FIX	31397SBL7	March 2041
PZ	1	30,000,000	SUP	5.00	FIX/Z	31397SBM5	March 2041
BI	2	12,176,954(3)	NTL	6.00	FIX/IO	31397SBN3	March 2041
LP	3	10,301,137	SC/PAC	4.50	FIX	31397SBP8	October 2040
LU	3	10,234	SC/SUP	4.50	FIX	31397SBQ6	October 2040
GF	4	79,080,508	PAC	(4)	FLT	31397SBR4	March 2037
GS	4	79,080,508(3)	NTL	(4)	INV/IO	31397SBS2	March 2037
GP	4	249,727,923	PAC	3.05	FIX	31397SBT0	March 2037
GB(2)	4	40,337,019	PAC	4.00	FIX	31397SBU7	August 2038
GC(2)	4	48,196,133	PAC	4.00	FIX	31397SBV5	April 2040
GV(2)	4	13,021,312	PAC/AD	4.00	FIX	31397SBW3	January 2024
GZ(2)	4	19,451,819	PAC	4.00	FIX/Z	31397SBX1	March 2041
UF	4	82,933,646	SUP	(4)	FLT	31397SBY9	March 2041
US	4	51,833,529	SUP	(4)	INV	31397SBZ6	March 2041
R		0	NPR	0	NPR	31397SCA0	March 2041
RL		0	NPR	0	NPR	31397SCB8	March 2041

- (1) 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-7 for a description of how their notional balances are calculated.
(2) Exchangeable classes. (4) Based on LIBOR.

If you own certificates of certain classes, you can exchange them for certificates of the corresponding RCR classes to be delivered at the time of exchange. The PA, PH, GD and GE Classes are the RCR classes. For a more detailed description of the RCR classes, see Schedule 1 attached to this prospectus supplement and "Description of the Certificates—The Certificates—*Combination and Recombination*" in the REMIC prospectus.

The dealer will offer the certificates from time to time in negotiated transactions at varying prices. We expect the settlement date to be February 28, 2011.

Carefully consider the risk factors on page S-9 of this prospectus supplement and starting on page 11 of the REMIC prospectus. Unless you understand and are able to tolerate these risks, you should not invest in the certificates.

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

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

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

Goldman, Sachs & Co.

The date of this Prospectus Supplement is February 22, 2011

TABLE OF CONTENTS

	<u>Page</u>		<u>Page</u>
AVAILABLE INFORMATION	S- 3	<i>The Inverse Floating Rate</i>	
SUMMARY	S- 5	<i>Classes</i>	S-15
ADDITIONAL RISK FACTORS	S- 9	<i>The Fixed Rate Interest Only</i>	
DESCRIPTION OF THE		<i>Classes</i>	S-17
CERTIFICATES	S- 9	WEIGHTED AVERAGE LIVES OF THE	
GENERAL	S- 9	CERTIFICATES	S-17
<i>Structure</i>	S- 9	DECREMENT TABLES	S-18
<i>Fannie Mae Guaranty</i>	S-10	CHARACTERISTICS OF THE RESIDUAL	
<i>Characteristics of Certificates</i>	S-10	CLASSES	S-22
<i>Authorized Denominations</i>	S-11	CERTAIN ADDITIONAL FEDERAL	
THE TRUST MBS	S-11	INCOME TAX CONSEQUENCES . .	S-22
THE GROUP 2 SMBS	S-11	U.S. TREASURY CIRCULAR 230 NOTICE . .	S-22
THE GROUP 3 UNDERLYING REMIC		REMIC ELECTIONS AND SPECIAL TAX	
CERTIFICATES	S-11	ATTRIBUTES	S-22
DISTRIBUTIONS OF INTEREST	S-12	TAXATION OF BENEFICIAL OWNERS OF	
<i>General</i>	S-12	REGULAR CERTIFICATES	S-22
<i>Delay Classes and No-Delay</i>		TAXATION OF BENEFICIAL OWNERS OF	
<i>Classes</i>	S-12	RESIDUAL CERTIFICATES	S-23
<i>Accrual Classes</i>	S-12	TAXATION OF BENEFICIAL OWNERS OF	
DISTRIBUTIONS OF PRINCIPAL	S-12	RCR CERTIFICATES	S-23
STRUCTURING ASSUMPTIONS	S-13	PLAN OF DISTRIBUTION	S-24
<i>Pricing Assumptions</i>	S-13	LEGAL MATTERS	S-24
<i>Prepayment Assumptions</i>	S-13	EXHIBIT A	A- 1
<i>Principal Balance Schedules</i>	S-14	SCHEDULE 1	A- 2
YIELD TABLES	S-15	PRINCIPAL BALANCE	
<i>General</i>	S-15	SCHEDULES	B- 1

AVAILABLE INFORMATION

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

- our Prospectus for Fannie Mae Guaranteed REMIC Pass-Through Certificates dated May 1, 2010 (the “REMIC Prospectus”);
- our Prospectus for Fannie Mae Guaranteed Pass-Through Certificates (Single-Family Residential Mortgage Loans) dated
 - June 1, 2009, for all MBS issued on or after January 1, 2009,
 - April 1, 2008, for all MBS issued on or after June 1, 2007 and prior to January 1, 2009, or
 - January 1, 2006, for all other MBS(as applicable, the “MBS Prospectus”);
- if you are purchasing the Group 2 Class or the R or RL Class
 - our Prospectus for Fannie Mae Stripped Mortgage-Backed Securities dated
 - January 1, 2009, for all SMBS issued on or after January 1, 2009,
 - December 1, 2007, for all SMBS issued on or after December 1, 2007 and prior to January 1, 2009, or
 - May 1, 2002, for all other SMBS(as applicable, the “SMBS Prospectus”); and
 - the preliminary data statements or prospectus supplements, as applicable, relating to the Group 2 SMBS (the “SMBS Supplements”);
- if you are purchasing a Group 3 Class or the R or RL Class, the disclosure documents relating to the underlying REMIC 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, the SMBS Prospectus, the SMBS Supplements 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, the SMBS Prospectus, the SMBS Supplements and the Underlying REMIC Disclosure Documents by writing or calling the dealer at:

Goldman, Sachs & Co.
Global Operations
Mortgage-Backed Securities
30 Hudson Street
36th Floor
Jersey City, New Jersey 07302
(telephone 212 902-3089).

SUMMARY

This summary contains only limited information about the certificates. Statistical information in this summary is provided as of February 1, 2011. 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 SMBS
3	Class 2010-100-KB REMIC Certificate Class 2010-100-LB REMIC Certificate Class 2010-118-LB REMIC Certificate
4	Group 4 MBS

Group 1 and Group 4

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 Weighed Average Remaining Terms to Maturity or WAMs (in months)</u>
Group 1 MBS	\$210,517,808	5.00%	5.25% to 7.50%	241 to 360
Group 4 MBS	\$410,809,406	4.00%	4.25% to 6.50%	241 to 360
	\$173,772,483	4.00%	4.25% to 6.50%	241 to 360

Assumed Characteristics of the Underlying Mortgage Loans

	<u>Principal Balance</u>	<u>Original Term to Maturity (in months)</u>	<u>Remaining Term to Maturity (in months)</u>	<u>Loan Age (in months)</u>	<u>Interest Rate</u>
Group 1 MBS	\$210,517,808	360	345	12	5.380%
Group 4 MBS	\$410,809,406	360	349	8	4.579%
	\$173,772,483	360	341	15	4.528%

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 2

Characteristics of the Group 2 SMBS

<u>Notional Principal Balance*</u>	<u>Pass-Through Rate</u>	<u>SMBS Trust and Class Designation</u>
\$ 258,680.07	6.00%	339-12
\$ 537,453.37	6.00%	362-13
\$ 139,748.04	6.00%	365-16
\$1,209,788.30	6.00%	383-38
\$1,109,063.01	6.00%	383-53
\$ 699,921.38	6.00%	383-54
\$ 588,823.87	6.00%	383-55
\$ 398,605.44	6.00%	383-56
\$1,466,697.51	6.00%	386-10
\$5,451,824.89	6.00%	394-6
\$ 316,348.58	6.00%	394-7

* These are interest only SMBS certificates.

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>
\$ 258,680.07	360	253	96	6.43%
\$ 537,453.37	360	251	96	6.44%
\$ 139,748.04	360	288	66	6.35%
\$1,209,788.30	360	309	46	6.42%
\$1,109,063.01	360	304	51	6.40%
\$ 699,921.38	360	304	51	6.40%
\$ 588,823.87	360	304	51	6.38%
\$ 398,605.44	360	304	51	6.37%
\$1,466,697.51	360	314	42	6.48%
\$5,451,824.89	360	312	44	6.59%
\$ 316,348.58	360	311	45	6.63%

The actual remaining terms to maturity, loan ages and interest rates of most of the mortgage loans underlying the Group 2 SMBS will differ from those shown above, perhaps significantly.

Group 3

Exhibit A describes the underlying REMIC certificates in Group 3, including certain information about the related mortgage loans. To learn more about the underlying REMIC 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 February 28, 2011.

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 of certificates 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>
PF.....	0.7100%	7.50%	0.45%	LIBOR + 45 basis points
PS.....	6.7900%	7.05%	0.00%	7.05% – LIBOR
GF.....	0.7160%	7.00%	0.45%	LIBOR + 45 basis points
GS.....	6.2840%	6.55%	0.00%	6.55% – LIBOR
UF.....	1.6660%	6.50%	1.40%	LIBOR + 140 basis points
US.....	7.7344%	8.16%	0.00%	8.16% – (1.59999999 × LIBOR)

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

Notional Classes

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

<u>Class</u>	
PI.....	19.9999998112% of the PE Class
PS.....	100% of the PF Class
BI.....	100% of the aggregate notional principal balance of the Group 2 SMBS
GS.....	100% of the GF 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								
<u>Group 1 Classes</u>		<u>0%</u>	<u>100%</u>	<u>200%</u>	<u>250%</u>	<u>300%</u>	<u>550%</u>	<u>850%</u>	<u>1300%</u>	
PE, PI, PF, PS, PA and PH		13.8	6.1	4.7	4.7	4.7	2.8	1.8	1.2	
PB		22.9	17.3	17.3	17.3	17.3	9.8	5.9	3.2	
PZ		26.9	20.2	15.3	7.7	2.0	0.6	0.4	0.2	
		PSA Prepayment Assumption								
<u>Group 2 Class</u>		<u>0%</u>	<u>100%</u>	<u>400%</u>	<u>700%</u>	<u>1000%</u>	<u>1400%</u>			
BI		20.8	9.6	3.4	1.8	1.1	0.6			
		PSA Prepayment Assumption								
<u>Group 3 Classes</u>		<u>0%</u>	<u>85%</u>	<u>100%</u>	<u>250%</u>	<u>285%</u>	<u>500%</u>	<u>800%</u>	<u>1100%</u>	<u>1500%</u>
LP		24.1	19.3	19.3	19.3	19.3	12.8	7.4	4.6	2.4
LU		26.3	26.3	26.3	26.4	26.5	9.5	5.5	3.5	1.9
		PSA Prepayment Assumption								
<u>Group 4 Classes</u>		<u>0%</u>	<u>100%</u>	<u>120%</u>	<u>150%</u>	<u>250%</u>	<u>500%</u>	<u>750%</u>		
GF, GS and GP		14.1	4.7	4.2	4.2	4.2	2.6	1.8		
GB		23.5	10.9	10.0	10.0	10.0	5.3	3.5		
GC		24.9	13.2	13.0	13.0	13.0	6.9	4.5		
GV		7.0	7.0	7.0	7.0	7.0	6.1	4.6		
GZ		26.2	19.4	19.4	19.4	19.4	11.2	7.4		
UF and US		28.4	20.4	18.2	13.4	2.6	0.9	0.6		
GD		24.3	12.2	11.6	11.6	11.6	6.1	4.0		
GE		26.2	19.4	19.4	19.4	19.4	10.8	6.9		

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

ADDITIONAL RISK FACTORS

General

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.

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

In particular, as described in the Underlying REMIC Disclosure Documents, principal payments on the Group 3 Underlying REMIC Certificates are governed by principal balance

schedules. As a result, the Group 3 Underlying REMIC Certificates may experience principal payments faster or slower than would otherwise have been the case. In some cases, they may receive no principal payments for extended periods. Prepayments on the related mortgage loans may have occurred at rates faster or slower than the rates initially assumed. In certain high prepayment scenarios, it is possible that the effect of a principal balance schedule over time may be eliminated. In such a case, the Group 3 Underlying REMIC Certificates would experience principal payments at rates that may vary widely from period to period. This prospectus supplement contains no information as to whether

- the Group 3 Underlying REMIC Certificates have adhered to the related principal balance schedules,
- any related support classes remain outstanding, or
- the Group 3 Underlying REMIC Certificates otherwise have performed as originally anticipated.

You may obtain additional information about the Group 3 Underlying REMIC Certificates by reviewing their current class factors in light of other information available in the 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 February 1, 2011 (the “Issue Date”). We will issue the Guaranteed REMIC Pass-Through Certificates (the “REMIC Certificates”) pursuant to that trust agreement and supplement. We will issue the Combinable and Recombinable REMIC Certificates (the “RCR Certificates” and, together with the REMIC Certificates, the “Certificates”) pursuant to a separate trust agreement dated as of May 1, 2010 and a supplement thereto dated as of the Issue Date (together with the trust agreement and supplement relating to the REMIC Certificates, the “Trust Agreement”). We will

execute the Trust Agreement in our corporate capacity and as trustee (the “Trustee”). In general, the term “Classes” includes the Classes of REMIC Certificates and RCR Certificates.

The assets of the Trust will include:

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

The Group 2 SMBS represent beneficial ownership interests in certain interest distributions on mortgage loans underlying certain Fannie Mae Guaranteed Mortgage Pass-Through Certificates.

The Group 3 Underlying REMIC Certificates evidence direct or indirect beneficial ownership interests in certain Fannie Mae Guaranteed Mortgage Pass-Through Certificates (together with the Trust MBS and the Fannie Mae Guaranteed Mortgage Pass-Through Certificates related to the Group 2 SMBS, 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.”

REMIC Designation	Assets	Regular Interests	Residual Interest
Lower Tier REMIC	Trust MBS, Group 2 SMBS and Group 3 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, the Group 2 SMBS and the Group 3 Underlying REMIC Certificates, see the applicable discussions appearing under the heading “Fannie Mae Guaranty” in the REMIC Prospectus, the MBS Prospectus, the SMBS Prospectus, the SMBS Supplements 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 (“US Bank”) in Boston, Massachusetts will be

the initial Transfer Agent. We may impose a service charge for any registration of transfer of a Residual Certificate and may require payment to cover any tax or other governmental charge. See also “—Characteristics of the Residual Classes” below.

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

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

The Trust MBS

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

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

The Group 2 SMBS

The general characteristics of the Group 2 SMBS are described in the SMBS Prospectus and in the SMBS Supplements. The Group 2 SMBS provide that certain interest amounts on the Mortgage Loans underlying the related MBS are passed through monthly.

The general characteristics of the related MBS are described in the MBS Prospectus. Each related MBS evidences beneficial ownership interest in a pool of 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. For additional information see “Summary—Group 2—Characteristics of the Group 2 SMBS” and “—Assumed Characteristics of the Underlying Mortgage Loans” in this prospectus supplement, and “The Mortgage Pools” and “Yield, Maturity, and Prepayment Considerations” in the MBS Prospectus.

The Group 3 Underlying REMIC Certificates

The Group 3 Underlying REMIC Certificates 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.

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

For further information about the Group 3 Underlying REMIC Certificates telephone us at 1-800-237-8627. Additional information about the Group 3 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 and the UF and US Classes	Floating Rate and Inverse Floating Rate Classes other than the UF and US Classes

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

Accrual Classes. The PZ and GZ Classes are Accrual Classes. Interest will accrue on each Accrual Class at the applicable annual rate specified on the cover of this prospectus supplement. However, we will not pay any interest on the Accrual Classes. Instead, interest accrued on each Accrual Class will be added as principal to its principal balance on each Distribution Date. We will pay principal on the Accrual Classes as described under “—Distributions of Principals” 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 Aggregate Group I to its Planned Balance, and thereafter to PZ. } **Accretion
Directed/PAC
Group and
Accrual Class**

The Group 1 Cash Flow Distribution Amount in the following priority:

1. To Aggregate Group I to its Planned Balance. } **PAC Group**
2. To PZ until retired. } **Support Class**
3. To Aggregate Group I to zero. } **PAC Group**

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

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

“Aggregate Group I” consists of the PE, PF and PB Classes. On each Distribution Date, we will apply payments of principal of Aggregate Group I as follows:

- first*, to PE and PF, pro rata, until retired; and
- second*, to PB until retired.

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

- *Group 3*

The Group 3 Principal Distribution Amount in the following priority:

- | | | |
|----------------------------------|---|-------------------------|
| 1. To LP to its Planned Balance. | } PAC Class
} Support Class
} PAC Class | } Structured Collateral |
| 2. To LU until retired. | | |
| 3. To LP until retired. | | |

The “Group 3 Principal Distribution Amount” is the principal then paid on the Group 3 Underlying REMIC Certificates.

- *Group 4*

The GZ Accrual Amount to GV until retired, and thereafter to GZ.

} Accretion Directed Class and Accrual Class

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

- | | |
|--|-------------------|
| 1. To Aggregate Group II to its Planned Balance. | } PAC Group |
| 2. To US and UF, pro rata, until retired. | |
| 3. To Aggregate Group II to zero. | } Support Classes |
| | } PAC Group |

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

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

“Aggregate Group II” consists of the GF, GP, GB, GC, GV and GZ Classes. On each Distribution Date, we will apply payments of principal of Aggregate Group II as follows:

first, to GF and GP, pro rata, until retired; and

second, to GB, GC, GV and GZ, 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.

Structuring Assumptions

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

- the Mortgage Loans underlying the Trust MBS have the original terms to maturity, remaining terms to maturity, loan ages and interest rates specified under “Summary—Group 1 and Group 4—Assumed Characteristics of the Underlying Mortgage Loans” in this prospectus supplement;
- the Mortgage Loans underlying the Group 2 SMBS have the original terms to maturity, remaining terms to maturity, loan ages and interest rates specified under “Summary—Group 2—Assumed Characteristics of the Underlying Mortgage Loans” in this prospectus supplement;
- the Mortgage Loans prepay at the constant percentages of PSA specified in the related tables;
- the settlement date for the Certificates is February 28, 2011; and
- each Distribution Date occurs on the 25th day of a month.

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

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

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

<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 186% and 300% PSA
LP Class Planned Balances	Between 85% and 285% PSA	Between 82% and 285% PSA
Aggregate Group II Planned Balances	Between 120% and 250% PSA	Between 120% and 250% PSA

The Aggregate Groups listed above consist of the following Classes:

Aggregate Group I PE, PF and PB
Aggregate Group II GF, GP, GB, GC, GV and GZ

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 applicable Structuring Ranges, based on the Pricing Assumptions.

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

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

- We will distribute any excess of principal distributions over the amount necessary to reduce an Aggregate Group or a Class to its scheduled balance in any month. As a result, the likelihood of reducing an Aggregate Group or a Class to its scheduled balance each month will not be improved by the averaging of high and low principal distributions from month to month.
- Even if the related Mortgage Loans prepay at rates falling within the applicable Structuring Ranges or Effective Ranges, principal distributions may be insufficient to reduce the applicable Aggregate Groups and the LP 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 LP 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 and the LP Class will be supported by one or more other Classes. When the related supporting Class or Classes are retired, the related Aggregate Group or the LP Class, if still outstanding, may no longer have an Effective Range, and will be much more sensitive to prepayments of the related Mortgage Loans.

Yield Tables

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

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

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

We cannot assure you that

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

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

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

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

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

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

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

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

<u>Class</u>	<u>Price*</u>
PS	15.50000%
GS	15.04688%
US	73.25000%

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption</u>							
	<u>50%</u>	<u>100%</u>	<u>200%</u>	<u>250%</u>	<u>300%</u>	<u>550%</u>	<u>850%</u>	<u>1300%</u>
0.13%	40.9%	36.3%	29.2%	29.2%	29.2%	12.2%	(15.3)%	(61.3)%
0.26%	39.9%	35.3%	28.2%	28.2%	28.2%	11.0%	(16.5)%	(62.6)%
2.26%	24.6%	19.7%	12.5%	12.5%	12.5%	(7.0)%	(36.3)%	(83.0)%
4.26%	8.7%	3.0%	(4.1)%	(4.1)%	(4.1)%	(27.2)%	(59.0)%	*
6.26%	(12.3)%	(20.1)%	(26.8)%	(26.8)%	(26.8)%	(56.6)%	(92.6)%	*
7.05%	*	*	*	*	*	*	*	*

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption</u>						
	<u>50%</u>	<u>100%</u>	<u>120%</u>	<u>150%</u>	<u>250%</u>	<u>500%</u>	<u>750%</u>
0.130%	36.2%	29.0%	25.9%	25.9%	25.9%	6.1%	(19.8)%
0.266%	35.1%	27.9%	24.7%	24.7%	24.7%	4.7%	(21.3)%
2.266%	19.1%	10.8%	7.1%	7.1%	7.1%	(17.2)%	(45.4)%
4.266%	1.6%	(8.7)%	(13.1)%	(13.1)%	(13.1)%	(43.7)%	(74.3)%
6.550%	*	*	*	*	*	*	*

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption</u>						
	<u>50%</u>	<u>100%</u>	<u>120%</u>	<u>150%</u>	<u>250%</u>	<u>500%</u>	<u>750%</u>
0.130%	11.3%	11.6%	11.8%	13.0%	23.9%	48.5%	70.9%
0.266%	11.0%	11.3%	11.5%	12.7%	23.6%	48.2%	70.6%
2.266%	6.9%	7.1%	7.3%	8.4%	19.4%	43.9%	66.2%
4.266%	2.9%	3.1%	3.4%	4.2%	15.2%	39.7%	61.8%
5.100%	1.3%	1.5%	1.7%	2.5%	13.4%	37.9%	60.0%

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	426%
BI	423%

For either 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 original principal balance) are as follows:

<u>Class</u>	<u>Price*</u>
PI	17.18750%
BI	18.91683%

* 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>550%</u>	<u>1300%</u>
Yield to Maturity	21.4%	16.4%	9.2%	9.2%	9.2%	(11.0)%	(40.8)% (87.6)%

Sensitivity of the BI Class to Prepayments

	<u>PSA Prepayment Assumption</u>					
	<u>50%</u>	<u>100%</u>	<u>400%</u>	<u>700%</u>	<u>1000%</u>	<u>1400%</u>
Yield to Maturity	27.4%	23.9%	1.8%	(23.2)%	(52.6)%	*

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 3 and Group 4 Classes, and
- in the case of the Group 3 Classes, the applicable priority sequences affecting principal payments on the Group 3 Underlying REMIC Certificates.

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

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	7.50%
Group 2 SMBS	360 months	360 months	8.50%
Group 3 Underlying REMIC Certificates	360 months	(1)	8.00%
Group 4 MBS	360 months	360 months	6.50%

(1) The Mortgage Loans backing the Group 3 Underlying REMIC Certificates listed below are assumed to have the following remaining terms to maturity:

	<u>Remaining Terms to Maturity</u>
2010-100-KB	354 months
2010-100-LB	354 months
2010-118-LB	355 months

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	PE, PI†, PF, PS†, PA and PH Classes								PB Class							
	PSA Prepayment Assumption								PSA Prepayment Assumption							
	0%	100%	200%	250%	300%	550%	850%	1300%	0%	100%	200%	250%	300%	550%	850%	1300%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
February 2012	98	93	89	89	89	89	77	56	100	100	100	100	100	100	100	100
February 2013	96	83	74	74	74	59	35	9	100	100	100	100	100	100	100	100
February 2014	93	74	61	61	61	37	14	0	100	100	100	100	100	100	100	51
February 2015	91	65	49	49	49	22	3	0	100	100	100	100	100	100	100	11
February 2016	88	57	39	39	39	12	0	0	100	100	100	100	100	100	72	2
February 2017	85	49	31	31	31	6	0	0	100	100	100	100	100	100	34	1
February 2018	82	41	23	23	23	1	0	0	100	100	100	100	100	100	16	*
February 2019	79	34	17	17	17	0	0	0	100	100	100	100	100	80	8	*
February 2020	76	27	12	12	12	0	0	0	100	100	100	100	100	52	4	*
February 2021	72	20	9	9	9	0	0	0	100	100	100	100	100	34	2	*
February 2022	68	13	5	5	5	0	0	0	100	100	100	100	100	22	1	*
February 2023	64	7	3	3	3	0	0	0	100	100	100	100	100	14	*	*
February 2024	60	1	1	1	1	0	0	0	100	100	100	100	100	9	*	*
February 2025	55	0	0	0	0	0	0	0	100	90	90	90	90	6	*	*
February 2026	50	0	0	0	0	0	0	0	100	71	71	71	71	4	*	0
February 2027	44	0	0	0	0	0	0	0	100	55	55	55	55	2	*	0
February 2028	39	0	0	0	0	0	0	0	100	43	43	43	43	2	*	0
February 2029	32	0	0	0	0	0	0	0	100	33	33	33	33	1	*	0
February 2030	26	0	0	0	0	0	0	0	100	25	25	25	25	1	*	0
February 2031	19	0	0	0	0	0	0	0	100	19	19	19	19	*	*	0
February 2032	11	0	0	0	0	0	0	0	100	14	14	14	14	*	*	0
February 2033	3	0	0	0	0	0	0	0	100	10	10	10	10	*	*	0
February 2034	0	0	0	0	0	0	0	0	13	7	7	7	7	*	*	0
February 2035	0	0	0	0	0	0	0	0	5	5	5	5	5	*	*	0
February 2036	0	0	0	0	0	0	0	0	3	3	3	3	3	*	*	0
February 2037	0	0	0	0	0	0	0	0	2	2	2	2	2	*	*	0
February 2038	0	0	0	0	0	0	0	0	1	1	1	1	1	*	*	0
February 2039	0	0	0	0	0	0	0	0	*	*	*	*	*	*	0	0
February 2040	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
February 2041	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	13.8	6.1	4.7	4.7	4.7	2.8	1.8	1.2	22.9	17.3	17.3	17.3	17.3	9.8	5.9	3.2

Date	PZ Class								BI† Class					
	PSA Prepayment Assumption								PSA Prepayment Assumption					
	0%	100%	200%	250%	300%	550%	850%	1300%	0%	100%	400%	700%	1000%	1400%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100
February 2012	105	105	100	87	74	10	0	0	99	92	75	57	39	16
February 2013	110	110	100	71	43	0	0	0	98	85	56	33	15	2
February 2014	116	116	100	59	21	0	0	0	98	79	42	19	6	*
February 2015	122	122	100	52	8	0	0	0	97	73	31	11	2	*
February 2016	128	128	100	48	2	0	0	0	95	67	23	6	1	*
February 2017	135	135	100	46	0	0	0	0	94	61	17	3	*	*
February 2018	142	142	98	44	0	0	0	0	93	56	13	2	*	*
February 2019	149	149	94	42	0	0	0	0	92	51	9	1	*	*
February 2020	157	157	88	38	0	0	0	0	90	46	7	1	*	*
February 2021	165	165	82	35	0	0	0	0	89	42	5	*	*	0
February 2022	173	173	75	31	0	0	0	0	87	38	4	*	*	0
February 2023	182	182	67	27	0	0	0	0	85	34	3	*	*	0
February 2024	191	191	60	24	0	0	0	0	83	31	2	*	*	0
February 2025	201	178	53	21	0	0	0	0	81	27	1	*	*	0
February 2026	211	163	46	18	0	0	0	0	78	24	1	*	*	0
February 2027	222	149	40	15	0	0	0	0	75	21	1	*	*	0
February 2028	234	134	35	13	0	0	0	0	72	18	*	*	*	0
February 2029	246	120	29	11	0	0	0	0	69	16	*	*	*	0
February 2030	258	106	25	9	0	0	0	0	66	13	*	*	*	0
February 2031	271	93	21	7	0	0	0	0	62	11	*	*	*	0
February 2032	285	80	17	6	0	0	0	0	58	8	*	*	*	0
February 2033	300	68	13	4	0	0	0	0	53	6	*	*	*	0
February 2034	315	56	11	3	0	0	0	0	49	5	*	*	*	0
February 2035	282	45	8	2	0	0	0	0	43	3	*	*	*	0
February 2036	244	34	6	2	0	0	0	0	37	1	*	*	*	0
February 2037	202	24	4	1	0	0	0	0	31	*	*	*	0	0
February 2038	157	15	2	1	0	0	0	0	24	0	0	0	0	0
February 2039	109	6	1	*	0	0	0	0	17	0	0	0	0	0
February 2040	57	0	0	0	0	0	0	0	9	0	0	0	0	0
February 2041	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	26.9	20.2	15.3	7.7	2.0	0.6	0.4	0.2	20.8	9.6	3.4	1.8	1.1	0.6

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

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

† The weighted average life information set forth for this Class is based solely on assumed principal distributions.

Date	LP Class									LU Class								
	PSA Prepayment Assumption									PSA Prepayment Assumption								
	0%	85%	100%	250%	285%	500%	800%	1100%	1500%	0%	85%	100%	250%	285%	500%	800%	1100%	1500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
February 2012	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
February 2013	100	100	100	100	100	100	100	100	78	100	100	100	100	100	100	100	100	0
February 2014	100	100	100	100	100	100	100	100	8	100	100	100	100	100	100	100	100	0
February 2015	100	100	100	100	100	100	100	71	1	100	100	100	100	100	100	100	0	0
February 2016	100	100	100	100	100	100	100	24	*	100	100	100	100	100	100	100	0	0
February 2017	100	100	100	100	100	100	89	8	*	100	100	100	100	100	100	0	0	0
February 2018	100	100	100	100	100	100	48	3	*	100	100	100	100	100	100	0	0	0
February 2019	100	100	100	100	100	100	24	1	*	100	100	100	100	100	100	0	0	0
February 2020	100	100	100	100	100	100	12	*	*	100	100	100	100	100	100	0	0	0
February 2021	100	100	100	100	100	94	6	*	0	100	100	100	100	100	0	0	0	0
February 2022	100	100	100	100	100	78	3	*	0	100	100	100	100	100	0	0	0	0
February 2023	100	100	100	100	100	53	2	*	0	100	100	100	100	100	0	0	0	0
February 2024	100	100	100	100	100	35	1	*	0	100	100	100	100	100	0	0	0	0
February 2025	100	100	100	100	100	23	*	*	0	100	100	100	100	100	0	0	0	0
February 2026	100	100	100	100	100	15	*	*	0	100	100	100	100	100	0	0	0	0
February 2027	100	95	95	95	95	10	*	*	0	100	100	100	100	100	0	0	0	0
February 2028	100	79	79	79	79	7	*	*	0	100	100	100	100	100	0	0	0	0
February 2029	100	63	63	63	63	4	*	*	0	100	100	100	100	100	0	0	0	0
February 2030	100	47	47	47	47	3	*	0	0	100	100	100	100	100	0	0	0	0
February 2031	100	34	34	34	34	2	*	0	0	100	100	100	100	100	0	0	0	0
February 2032	100	24	24	24	24	1	*	0	0	100	100	100	100	100	0	0	0	0
February 2033	100	17	17	17	17	1	*	0	0	100	100	100	100	100	0	0	0	0
February 2034	90	11	11	11	11	*	*	0	0	100	100	100	100	100	0	0	0	0
February 2035	68	7	7	7	7	*	*	0	0	100	100	100	100	100	0	0	0	0
February 2036	3	3	3	3	3	*	*	0	0	100	100	100	100	100	0	0	0	0
February 2037	1	1	1	1	1	*	*	0	0	100	100	100	100	100	0	0	0	0
February 2038	*	*	*	*	*	*	*	0	0	*	*	*	*	*	0	0	0	0
February 2039	0	0	0	0	0	*	0	0	0	0	0	0	0	0	0	0	0	0
February 2040	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
February 2041	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	24.1	19.3	19.3	19.3	19.3	12.8	7.4	4.6	2.4	26.3	26.3	26.3	26.4	26.5	9.5	5.5	3.5	1.9

Date	GF, GS† and GP Classes							GB Class							GC Class							
	PSA Prepayment Assumption							PSA Prepayment Assumption							PSA Prepayment Assumption							
	0%	100%	120%	150%	250%	500%	750%	0%	100%	120%	150%	250%	500%	750%	0%	100%	120%	150%	250%	500%	750%	
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
February 2012	98	91	90	90	90	90	90	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
February 2013	96	79	76	76	76	67	39	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
February 2014	94	67	62	62	62	35	4	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
February 2015	91	55	50	50	50	12	0	100	100	100	100	100	100	100	0	100	100	100	100	100	100	83
February 2016	89	45	38	38	38	0	0	100	100	100	100	100	100	73	0	100	100	100	100	100	100	14
February 2017	86	34	27	27	27	0	0	100	100	100	100	100	100	0	0	100	100	100	100	100	89	0
February 2018	83	25	17	17	17	0	0	100	100	100	100	100	100	0	0	100	100	100	100	100	39	0
February 2019	80	16	8	8	8	0	0	100	100	100	100	100	100	0	0	100	100	100	100	100	5	0
February 2020	76	8	0	0	0	0	0	100	100	100	100	100	100	0	0	100	100	100	100	100	0	0
February 2021	73	*	0	0	0	0	0	100	100	47	47	47	0	0	0	100	100	100	100	100	0	0
February 2022	69	0	0	0	0	0	0	100	44	2	2	2	0	0	0	100	100	100	100	100	0	0
February 2023	65	0	0	0	0	0	0	100	0	0	0	0	0	0	0	100	91	71	71	71	0	0
February 2024	61	0	0	0	0	0	0	100	0	0	0	0	0	0	0	100	48	46	46	46	0	0
February 2025	56	0	0	0	0	0	0	100	0	0	0	0	0	0	0	100	25	25	25	25	0	0
February 2026	51	0	0	0	0	0	0	100	0	0	0	0	0	0	0	100	7	7	7	7	0	0
February 2027	46	0	0	0	0	0	0	100	0	0	0	0	0	0	0	100	0	0	0	0	0	0
February 2028	40	0	0	0	0	0	0	100	0	0	0	0	0	0	0	100	0	0	0	0	0	0
February 2029	34	0	0	0	0	0	0	100	0	0	0	0	0	0	0	100	0	0	0	0	0	0
February 2030	28	0	0	0	0	0	0	100	0	0	0	0	0	0	0	100	0	0	0	0	0	0
February 2031	21	0	0	0	0	0	0	100	0	0	0	0	0	0	0	100	0	0	0	0	0	0
February 2032	14	0	0	0	0	0	0	100	0	0	0	0	0	0	0	100	0	0	0	0	0	0
February 2033	6	0	0	0	0	0	0	100	0	0	0	0	0	0	0	100	0	0	0	0	0	0
February 2034	0	0	0	0	0	0	0	83	0	0	0	0	0	0	0	100	0	0	0	0	0	0
February 2035	0	0	0	0	0	0	0	11	0	0	0	0	0	0	0	100	0	0	0	0	0	0
February 2036	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	45	0	0	0	0	0	0
February 2037	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
February 2038	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
February 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
February 2040	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
February 2041	0	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)**	14.1	4.7	4.2	4.2	4.2	2.6	1.8	23.5	10.9	10.0	10.0	10.0	5.3	3.5	24.9	13.2	13.0	13.0	13.0	6.9	4.5	

* 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	GV Class							GZ Class							UF and US Classes						
	PSA Prepayment Assumption							PSA Prepayment Assumption							PSA Prepayment Assumption						
	0%	100%	120%	150%	250%	500%	750%	0%	100%	120%	150%	250%	500%	750%	0%	100%	120%	150%	250%	500%	750%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
February 2012	94	94	94	94	94	94	94	104	104	104	104	104	104	104	100	100	100	96	82	46	10
February 2013	88	88	88	88	88	88	88	108	108	108	108	108	108	108	100	100	100	90	56	0	0
February 2014	81	81	81	81	81	81	81	113	113	113	113	113	113	113	100	100	100	84	34	0	0
February 2015	74	74	74	74	74	74	74	117	117	117	117	117	117	117	100	100	100	80	19	0	0
February 2016	67	67	67	67	67	67	67	122	122	122	122	122	122	122	100	100	100	77	9	0	0
February 2017	60	60	60	60	60	60	0	127	127	127	127	127	127	108	100	100	100	74	3	0	0
February 2018	52	52	52	52	52	52	0	132	132	132	132	132	132	58	100	100	100	73	*	0	0
February 2019	44	44	44	44	44	44	0	138	138	138	138	138	138	31	100	100	100	72	0	0	0
February 2020	35	35	35	35	35	0	0	143	143	143	143	143	122	17	100	100	98	70	0	0	0
February 2021	27	27	27	27	27	0	0	149	149	149	149	149	83	9	100	100	95	67	0	0	0
February 2022	18	18	18	18	18	0	0	155	155	155	155	155	56	5	100	100	91	63	0	0	0
February 2023	8	8	8	8	8	0	0	161	161	161	161	161	38	2	100	100	86	58	0	0	0
February 2024	0	0	0	0	0	0	0	167	167	167	167	167	25	1	100	100	80	54	0	0	0
February 2025	0	0	0	0	0	0	0	167	167	167	167	167	17	1	100	94	74	49	0	0	0
February 2026	0	0	0	0	0	0	0	167	167	167	167	167	11	*	100	87	68	45	0	0	0
February 2027	0	0	0	0	0	0	0	167	148	148	148	148	8	*	100	80	62	40	0	0	0
February 2028	0	0	0	0	0	0	0	167	119	119	119	119	5	*	100	72	55	35	0	0	0
February 2029	0	0	0	0	0	0	0	167	94	94	94	94	3	*	100	65	49	31	0	0	0
February 2030	0	0	0	0	0	0	0	167	74	74	74	74	2	*	100	58	43	27	0	0	0
February 2031	0	0	0	0	0	0	0	167	58	58	58	58	1	*	100	51	38	23	0	0	0
February 2032	0	0	0	0	0	0	0	167	45	45	45	45	1	*	100	44	32	20	0	0	0
February 2033	0	0	0	0	0	0	0	167	34	34	34	34	1	*	100	37	27	16	0	0	0
February 2034	0	0	0	0	0	0	0	167	25	25	25	25	*	*	100	31	22	13	0	0	0
February 2035	0	0	0	0	0	0	0	167	18	18	18	18	*	*	100	25	18	10	0	0	0
February 2036	0	0	0	0	0	0	0	167	13	13	13	13	*	*	100	19	14	8	0	0	0
February 2037	0	0	0	0	0	0	0	108	8	8	8	8	*	*	100	14	10	5	0	0	0
February 2038	0	0	0	0	0	0	0	5	5	5	5	5	*	*	89	9	6	3	0	0	0
February 2039	0	0	0	0	0	0	0	2	2	2	2	2	*	*	61	4	3	1	0	0	0
February 2040	0	0	0	0	0	0	0	*	*	*	*	*	*	0	32	*	*	*	0	0	0
February 2041	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)**	7.0	7.0	7.0	7.0	7.0	6.1	4.6	26.2	19.4	19.4	19.4	19.4	11.2	7.4	28.4	20.4	18.2	13.4	2.6	0.9	0.6

Date	GD Class							GE Class						
	PSA Prepayment Assumption							PSA Prepayment Assumption						
	0%	100%	120%	150%	250%	500%	750%	0%	100%	120%	150%	250%	500%	750%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100
February 2012	100	100	100	100	100	100	100	100	100	100	100	100	100	100
February 2013	100	100	100	100	100	100	100	100	100	100	100	100	100	100
February 2014	100	100	100	100	100	100	100	100	100	100	100	100	100	100
February 2015	100	100	100	100	100	100	100	100	100	100	100	100	100	100
February 2016	100	100	100	100	100	100	88	100	100	100	100	100	100	100
February 2017	100	100	100	100	100	100	48	100	100	100	100	100	100	65
February 2018	100	100	100	100	100	100	21	100	100	100	100	100	100	35
February 2019	100	100	100	100	100	100	3	100	100	100	100	100	100	19
February 2020	100	100	100	100	100	100	0	100	100	100	100	100	73	10
February 2021	100	100	76	76	76	0	0	100	100	100	100	100	50	5
February 2022	100	74	56	56	56	0	0	100	100	100	100	100	34	3
February 2023	100	49	39	39	39	0	0	100	100	100	100	100	23	1
February 2024	100	26	25	25	25	0	0	100	100	100	100	100	15	1
February 2025	100	13	13	13	13	0	0	100	100	100	100	100	10	*
February 2026	100	4	4	4	4	0	0	100	100	100	100	100	7	*
February 2027	100	0	0	0	0	0	0	100	89	89	89	89	4	*
February 2028	100	0	0	0	0	0	0	100	71	71	71	71	3	*
February 2029	100	0	0	0	0	0	0	100	57	57	57	57	2	*
February 2030	100	0	0	0	0	0	0	100	45	45	45	45	1	*
February 2031	100	0	0	0	0	0	0	100	35	35	35	35	1	*
February 2032	100	0	0	0	0	0	0	100	27	27	27	27	1	*
February 2033	100	0	0	0	0	0	0	100	20	20	20	20	*	*
February 2034	92	0	0	0	0	0	0	100	15	15	15	15	*	*
February 2035	59	0	0	0	0	0	0	100	11	11	11	11	*	*
February 2036	24	0	0	0	0	0	0	100	8	8	8	8	*	*
February 2037	0	0	0	0	0	0	0	65	5	5	5	5	*	*
February 2038	0	0	0	0	0	0	0	3	3	3	3	3	*	*
February 2039	0	0	0	0	0	0	0	1	1	1	1	1	*	*
February 2040	0	0	0	0	0	0	0	*	*	*	*	*	*	0
February 2041	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	24.3	12.2	11.6	11.6	11.6	6.1	4.0	26.2	19.4	19.4	19.4	19.4	10.8	6.9

* 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.

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, the Accrual Classes and the LU and US 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	400% PSA
3	250% PSA
4	150% 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. All 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 to Goldman, Sachs & Co. (the “Dealer”) in exchange for the Trust MBS, the Group 2 SMBS, and the Group 3 Underlying REMIC Certificates. The Dealer proposes to offer the Certificates directly to the public from time to time in negotiated transactions at varying prices to be determined at the time of sale. The Dealer may effect these transactions to or through other dealers.

LEGAL MATTERS

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

Group 3 Underlying REMIC 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	February 2011 Class Factor	Principal Balance in the Lower Tier REMIC	Approximate Weighted Average WAC	Approximate Weighted Average WALA (in months)
2010-100	KB	August 2010	31398NHY3	4.5%	FIX	September 2040	PAC/AD	\$2,697,603	1.0	\$2,697,603.00	6.039%	36
2010-100	LB	August 2010	31398NJK1	4.5	FIX	September 2040	PAC/AD	4,056,550	1.0	4,056,550.00	6.039	36
2010-118	LB	September 2010	31398NUH5	4.5	FIX	October 2040	PAC/AD	3,557,218	1.0	3,557,218.00	5.989	25

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

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

Available Recombinations(1)

REMIC Certificates		RCR Certificates						
Classes	Original Balances	RCR Classes	Original Balances	Principal Type(2)	Interest Rate	Interest Type(2)	CUSIP Number	Final Distribution Date
Recombination 1								
PE	\$105,924,616	PA	\$105,924,616	PAC/AD	3.50%	FIX	31397SCC6	June 2040
PI	21,184,923(3)							
Recombination 2								
PE	105,924,616	PH	105,924,616	PAC/AD	3.00	FIX	31397SCD4	June 2040
PI	10,592,461(3)							
Recombination 3								
GB	40,337,019	GD	88,533,152	PAC	4.00	FIX	31397SCE2	April 2040
GC	48,196,133							
Recombination 4								
GV	13,021,312	GE(4)	32,473,131	PAC	4.00	FIX	31397SCF9	March 2041
GZ	19,451,819							

(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 balance. This Class is an Interest Only Class. See page S-7 for a description of how its notional balance is calculated.

(4) Principal payments on the REMIC Certificates in Recombination 4 from the GZ Accrual Amount will be paid as interest on the related RCR Certificates, and thus will not reduce the principal balance 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	\$180,517,808.00	June 2015	\$ 88,899,156.53	October 2019	\$ 34,594,639.92
March 2011	179,327,735.39	July 2015	87,444,560.35	November 2019	33,948,555.57
April 2011	178,069,612.38	August 2015	86,006,576.93	December 2019	33,314,011.51
May 2011	176,744,429.88	September 2015 . . .	84,585,022.85	January 2020	32,690,807.15
June 2011	175,353,248.32	October 2015	83,179,716.67	February 2020	32,078,745.31
July 2011	173,897,196.28	November 2015	81,790,478.92	March 2020	31,477,632.21
August 2011	172,377,469.04	December 2015	80,417,132.10	April 2020	30,887,277.34
September 2011	170,795,327.09	January 2016	79,059,500.60	May 2020	30,307,493.49
October 2011	169,152,094.37	February 2016	77,717,410.74	June 2020	29,738,096.61
November 2011	167,449,156.55	March 2016	76,390,690.72	July 2020	29,178,905.81
December 2011	165,687,959.09	April 2016	75,079,170.59	August 2020	28,629,743.32
January 2012	163,870,005.22	May 2016	73,782,682.26	September 2020	28,090,434.36
February 2012	161,996,853.88	June 2016	72,501,059.46	October 2020	27,560,807.18
March 2012	160,070,117.45	July 2016	71,234,137.73	November 2020	27,040,692.96
April 2012	158,091,459.44	August 2016	69,981,754.38	December 2020	26,529,925.75
May 2012	156,062,592.14	September 2016 . . .	68,743,748.50	January 2021	26,028,342.46
June 2012	153,985,274.08	October 2016	67,519,960.93	February 2021	25,535,782.80
July 2012	151,861,307.50	November 2016	66,310,234.22	March 2021	25,052,089.20
August 2012	149,692,535.65	December 2016	65,114,412.66	April 2021	24,577,106.80
September 2012	147,548,233.75	January 2017	63,932,342.20	May 2021	24,110,683.40
October 2012	145,428,133.35	February 2017	62,766,597.92	June 2021	23,652,669.40
November 2012	143,331,968.89	March 2017	61,621,378.56	July 2021	23,202,917.77
December 2012	141,259,477.67	April 2017	60,496,330.64	August 2021	22,761,283.99
January 2013	139,210,399.84	May 2017	59,391,106.66	September 2021	22,327,626.04
February 2013	137,184,478.35	June 2017	58,305,365.04	October 2021	21,901,804.31
March 2013	135,181,458.94	July 2017	57,238,769.98	November 2021	21,483,681.60
April 2013	133,201,090.10	August 2017	56,190,991.40	December 2021	21,073,123.06
May 2013	131,243,123.03	September 2017 . . .	55,161,704.81	January 2022	20,669,996.16
June 2013	129,307,311.63	October 2017	54,150,591.26	February 2022	20,274,170.64
July 2013	127,393,412.44	November 2017	53,157,337.19	March 2022	19,885,518.47
August 2013	125,501,184.66	December 2017	52,181,634.38	April 2022	19,503,913.84
September 2013	123,630,390.08	January 2018	51,223,179.84	May 2022	19,129,233.08
October 2013	121,780,793.07	February 2018	50,281,675.75	June 2022	18,761,354.66
November 2013	119,952,160.56	March 2018	49,356,829.34	July 2022	18,400,159.13
December 2013	118,144,261.98	April 2018	48,448,352.82	August 2022	18,045,529.09
January 2014	116,356,869.27	May 2018	47,555,963.29	September 2022	17,697,349.17
February 2014	114,589,756.84	June 2018	46,679,382.69	October 2022	17,355,505.97
March 2014	112,842,701.53	July 2018	45,818,337.65	November 2022	17,019,888.07
April 2014	111,115,482.61	August 2018	44,972,559.47	December 2022	16,690,385.94
May 2014	109,407,881.72	September 2018 . . .	44,141,784.05	January 2023	16,366,891.94
June 2014	107,719,682.88	October 2018	43,325,751.74	February 2023	16,049,300.28
July 2014	106,050,672.44	November 2018	42,524,207.34	March 2023	15,737,507.01
August 2014	104,400,639.08	December 2018	41,736,899.99	April 2023	15,431,409.96
September 2014	102,769,373.75	January 2019	40,963,583.11	May 2023	15,130,908.72
October 2014	101,156,669.66	February 2019	40,204,014.31	June 2023	14,835,904.60
November 2014	99,562,322.29	March 2019	39,457,955.33	July 2023	14,546,300.63
December 2014	97,986,129.30	April 2019	38,725,171.98	August 2023	14,262,001.50
January 2015	96,427,890.56	May 2019	38,005,434.07	September 2023	13,982,913.56
February 2015	94,887,408.11	June 2019	37,298,515.30	October 2023	13,708,944.75
March 2015	93,364,486.13	July 2019	36,604,193.27	November 2023	13,440,004.61
April 2015	91,858,930.93	August 2019	35,922,249.34	December 2023	13,176,004.27
May 2015	90,370,550.90	September 2019 . . .	35,252,468.64	January 2024	12,916,856.34

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>
February 2024.	\$ 12,662,474.98	September 2028 . . .	\$ 4,028,942.20	April 2033	\$ 1,071,256.97
March 2024	12,412,775.82	October 2028.	3,941,222.53	May 2033	1,042,542.16
April 2024	12,167,675.96	November 2028	3,855,201.08	June 2033.	1,014,431.96
May 2024	11,927,093.91	December 2028	3,770,846.90	July 2033	986,914.85
June 2024.	11,690,949.60	January 2029	3,688,129.56	August 2033	959,979.52
July 2024	11,459,164.35	February 2029.	3,607,019.17	September 2033 . . .	933,614.87
August 2024	11,231,660.84	March 2029	3,527,486.39	October 2033.	907,809.98
September 2024 . . .	11,008,363.08	April 2029	3,449,502.37	November 2033	882,554.15
October 2024.	10,789,196.41	May 2029	3,373,038.77	December 2033	857,836.87
November 2024	10,574,087.45	June 2029.	3,298,067.77	January 2034	833,647.82
December 2024	10,362,964.09	July 2029	3,224,562.02	February 2034.	809,976.85
January 2025	10,155,755.47	August 2029	3,152,494.68	March 2034	786,814.01
February 2025.	9,952,391.98	September 2029 . . .	3,081,839.34	April 2034	764,149.53
March 2025	9,752,805.18	October 2029.	3,012,570.11	May 2034	741,973.82
April 2025	9,556,927.84	November 2029	2,944,661.51	June 2034.	720,277.46
May 2025	9,364,693.90	December 2029	2,878,088.54	July 2034	699,051.19
June 2025.	9,176,038.43	January 2030	2,812,826.63	August 2034	678,285.94
July 2025	8,990,897.64	February 2030.	2,748,851.66	September 2034 . . .	657,972.80
August 2025	8,809,208.83	March 2030	2,686,139.91	October 2034.	638,103.01
September 2025 . . .	8,630,910.42	April 2030	2,624,668.10	November 2034	618,667.97
October 2025.	8,455,941.86	May 2030	2,564,413.36	December 2034	599,659.26
November 2025	8,284,243.69	June 2030.	2,505,353.22	January 2035	581,068.58
December 2025	8,115,757.45	July 2030	2,447,465.63	February 2035.	562,887.81
January 2026	7,950,425.73	August 2030	2,390,728.89	March 2035	545,108.97
February 2026.	7,788,192.08	September 2030 . . .	2,335,121.72	April 2035	527,724.22
March 2026	7,629,001.08	October 2030.	2,280,623.21	May 2035	510,725.86
April 2026	7,472,798.23	November 2030	2,227,212.81	June 2035.	494,106.36
May 2026	7,319,530.00	December 2030	2,174,870.35	July 2035	477,858.28
June 2026.	7,169,143.79	January 2031	2,123,576.01	August 2035	461,974.36
July 2026	7,021,587.91	February 2031.	2,073,310.33	September 2035 . . .	446,447.45
August 2026	6,876,811.58	March 2031	2,024,054.18	October 2035.	431,270.53
September 2026 . . .	6,734,764.91	April 2031	1,975,788.80	November 2035	416,436.73
October 2026.	6,595,398.86	May 2031	1,928,495.73	December 2035	401,939.29
November 2026	6,458,665.25	June 2031.	1,882,156.87	January 2036	387,771.58
December 2026	6,324,516.77	July 2031	1,836,754.42	February 2036.	373,927.07
January 2027	6,192,906.89	August 2031	1,792,270.90	March 2036	360,399.40
February 2027.	6,063,789.93	September 2031 . . .	1,748,689.16	April 2036	347,182.27
March 2027	5,937,120.99	October 2031.	1,705,992.35	May 2036	334,269.53
April 2027	5,812,855.95	November 2031	1,664,163.89	June 2036.	321,655.15
May 2027	5,690,951.47	December 2031	1,623,187.55	July 2036	309,333.18
June 2027.	5,571,364.98	January 2032	1,583,047.35	August 2036	297,297.82
July 2027	5,454,054.63	February 2032.	1,543,727.61	September 2036 . . .	285,543.33
August 2027	5,338,979.32	March 2032	1,505,212.93	October 2036.	274,064.13
September 2027 . . .	5,226,098.66	April 2032	1,467,488.18	November 2036	262,854.69
October 2027.	5,115,372.96	May 2032	1,430,538.52	December 2036	251,909.62
November 2027	5,006,763.25	June 2032.	1,394,349.35	January 2037	241,223.62
December 2027	4,900,231.22	July 2032	1,358,906.34	February 2037.	230,791.49
January 2028	4,795,739.24	August 2032	1,324,195.44	March 2037	220,608.12
February 2028.	4,693,250.35	September 2032 . . .	1,290,202.82	April 2037	210,668.49
March 2028	4,592,728.21	October 2032.	1,256,914.91	May 2037	200,967.69
April 2028	4,494,137.14	November 2032	1,224,318.40	June 2037.	191,500.89
May 2028	4,397,442.09	December 2032	1,192,400.20	July 2037	182,263.36
June 2028.	4,302,608.62	January 2033	1,161,147.46	August 2037	173,250.45
July 2028	4,209,602.87	February 2033.	1,130,547.56	September 2037 . . .	164,457.60
August 2028	4,118,391.62	March 2033	1,100,588.12	October 2037.	155,880.34

Aggregate Group I (Continued)

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
November 2037	\$ 147,514.26	August 2038	\$ 81,038.14	May 2039	\$ 28,495.94
December 2037	139,355.06	September 2038 . . .	74,559.82	June 2039	23,409.20
January 2038	131,398.52	October 2038	68,249.51	July 2039	18,461.29
February 2038	123,640.48	November 2038	62,103.71	August 2039	13,649.27
March 2038	116,076.88	December 2038	56,118.98	September 2039 . . .	8,970.24
April 2038	108,703.71	January 2039	50,291.97	October 2039	4,421.39
May 2038	101,517.07	February 2039	44,619.36	November 2039 and thereafter	0.00
June 2038	94,513.09	March 2039	39,097.93		
July 2038	87,688.01	April 2039	33,724.49		

LP 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 through		October 2029	\$ 5,339,990.31	April 2033	\$ 1,606,905.69
June 2026	\$10,301,137.00	November 2029	5,206,408.55	May 2033	1,553,662.49
July 2026	10,266,974.16	December 2029	5,075,607.57	June 2033	1,501,630.80
August 2026	10,192,364.23	January 2030	4,947,533.89	July 2033	1,450,786.35
September 2026	10,119,171.38	February 2030	4,822,135.08	August 2033	1,401,105.31
October 2026	10,047,370.16	March 2030	4,699,359.63	September 2033	1,352,564.33
November 2026	9,976,935.53	April 2030	4,579,157.00	October 2033	1,305,140.48
December 2026	9,907,842.91	May 2030	4,461,477.59	November 2033	1,258,811.25
January 2027	9,840,068.15	June 2030	4,346,272.68	December 2033	1,213,554.59
February 2027	9,773,587.51	July 2030	4,233,494.50	January 2034	1,169,348.85
March 2027	9,671,175.79	August 2030	4,123,096.11	February 2034	1,126,172.77
April 2027	9,512,208.94	September 2030	4,015,031.48	March 2034	1,084,005.52
May 2027	9,356,467.69	October 2030	3,909,255.43	April 2034	1,042,826.66
June 2027	9,203,890.25	November 2030	3,805,723.56	May 2034	1,002,616.12
July 2027	9,054,415.92	December 2030	3,704,392.38	June 2034	963,354.25
August 2027	8,907,985.15	January 2031	3,605,219.14	July 2034	925,021.71
September 2027	8,764,539.49	February 2031	3,508,161.88	August 2034	887,599.59
October 2027	8,624,021.59	March 2031	3,413,179.45	September 2034	851,069.29
November 2027	8,486,375.17	April 2031	3,320,231.48	October 2034	815,412.62
December 2027	8,351,544.96	May 2031	3,229,278.27	November 2034	780,611.68
January 2028	8,219,476.75	June 2031	3,140,280.95	December 2034	746,648.94
February 2028	8,090,117.35	July 2031	3,053,201.32	January 2035	713,507.20
March 2028	7,963,414.51	August 2031	2,968,001.87	February 2035	681,169.58
April 2028	7,839,316.99	September 2031	2,884,645.88	March 2035	649,619.53
May 2028	7,717,774.50	October 2031	2,803,097.18	April 2035	618,840.84
June 2028	7,598,737.70	November 2031	2,723,320.38	May 2035	588,817.55
July 2028	7,482,158.15	December 2031	2,645,280.71	June 2035	559,534.05
August 2028	7,367,988.30	January 2032	2,568,944.06	July 2035	530,975.03
September 2028	7,256,181.53	February 2032	2,494,276.92	August 2035	503,125.45
October 2028	7,146,692.04	March 2032	2,421,246.45	September 2035	475,970.60
November 2028	7,009,246.47	April 2032	2,349,820.41	October 2035	449,496.00
December 2028	6,841,248.69	May 2032	2,279,967.15	November 2035	423,687.46
January 2029	6,676,689.92	June 2032	2,211,655.61	December 2035	398,531.12
February 2029	6,515,504.64	July 2032	2,144,855.32	January 2036	374,013.29
March 2029	6,357,628.52	August 2032	2,079,536.40	February 2036	350,120.62
April 2029	6,202,998.40	September 2032	2,015,669.48	March 2036	326,840.00
May 2029	6,051,552.30	October 2032	1,953,225.78	April 2036	304,158.55
June 2029	5,903,229.32	November 2032	1,892,177.05	May 2036	282,063.67
July 2029	5,757,969.74	December 2032	1,832,495.58	June 2036	260,542.99
August 2029	5,615,714.91	January 2033	1,774,154.14	July 2036	239,584.35
September 2029	5,476,407.27	February 2033	1,717,126.05	August 2036	219,175.88
		March 2033	1,661,385.15	September 2036	199,305.90

LP Class Planned Balances (Continued)

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
October 2036	\$ 179,962.97	May 2037	\$ 59,116.06	December 2037	\$ 17,730.98
November 2036	161,135.88	June 2037	48,452.83	January 2038	13,986.43
December 2036	142,813.61	July 2037	38,047.22	February 2038	10,342.99
January 2037	124,985.40	August 2037	33,763.97	March 2038	6,798.53
February 2037	107,640.66	September 2037	29,593.03	April 2038	3,351.00
March 2037	91,030.13	October 2037	25,532.06	May 2038 and thereafter	0.00
April 2037	74,858.34	November 2037	21,578.80		

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	\$449,814,714.00	October 2014	\$297,487,444.20	June 2018	\$166,161,731.29
March 2011	447,688,259.27	November 2014	294,045,809.66	July 2018	163,612,251.08
April 2011	445,446,219.83	December 2014	290,627,380.94	August 2018	161,080,251.71
May 2011	443,089,671.57	January 2015	287,232,009.51	September 2018	158,565,620.64
June 2011	440,619,761.33	February 2015	283,859,547.78	October 2018	156,069,722.78
July 2011	438,037,705.95	March 2015	280,509,849.09	November 2018	153,610,919.48
August 2011	435,344,791.42	April 2015	277,182,767.68	December 2018	151,188,677.61
September 2011	432,542,371.77	May 2015	273,878,158.75	January 2019	148,802,471.53
October 2011	429,631,868.05	June 2015	270,595,878.35	February 2019	146,451,783.02
November 2011	426,614,767.13	July 2015	267,335,783.49	March 2019	144,136,101.12
December 2011	423,492,620.50	August 2015	264,097,732.04	April 2019	141,854,922.10
January 2012	420,267,042.93	September 2015	260,881,582.79	May 2019	139,607,749.32
February 2012	416,939,711.12	October 2015	257,687,195.40	June 2019	137,394,093.10
March 2012	413,512,362.30	November 2015	254,514,430.41	July 2019	135,213,470.71
April 2012	409,986,792.67	December 2015	251,363,149.24	August 2019	133,065,406.19
May 2012	406,364,855.91	January 2016	248,233,214.20	September 2019	130,949,430.30
June 2012	402,682,343.14	February 2016	245,124,488.44	October 2019	128,865,080.42
July 2012	398,940,493.76	March 2016	242,036,835.97	November 2019	126,811,900.44
August 2012	395,140,586.77	April 2016	238,970,121.68	December 2019	124,789,440.69
September 2012	391,283,939.65	May 2016	235,924,211.28	January 2020	122,797,257.84
October 2012	387,371,907.11	June 2016	232,898,971.34	February 2020	120,834,914.84
November 2012	383,405,879.84	July 2016	229,894,269.27	March 2020	118,901,980.76
December 2012	379,387,283.25	August 2016	226,909,973.30	April 2020	116,998,030.81
January 2013	375,395,579.94	September 2016	223,945,952.51	May 2020	115,122,646.14
February 2013	371,430,598.24	October 2016	221,002,076.78	June 2020	113,275,413.87
March 2013	367,492,167.56	November 2016	218,078,216.82	July 2020	111,455,926.90
April 2013	363,580,118.37	December 2016	215,174,244.15	August 2020	109,663,783.92
May 2013	359,694,282.21	January 2017	212,290,031.11	September 2020	107,898,589.28
June 2013	355,834,491.69	February 2017	209,425,450.82	October 2020	106,159,952.92
July 2013	352,000,580.43	March 2017	206,580,377.21	November 2020	104,447,490.29
August 2013	348,192,383.15	April 2017	203,754,685.00	December 2020	102,760,822.27
September 2013	344,409,735.55	May 2017	200,948,249.72	January 2021	101,099,575.14
October 2013	340,652,474.42	June 2017	198,160,947.64	February 2021	99,463,380.42
November 2013	336,920,437.52	July 2017	195,392,655.84	March 2021	97,851,874.86
December 2013	333,213,463.66	August 2017	192,643,252.16	April 2021	96,264,700.38
January 2014	329,531,392.65	September 2017	189,912,615.23	May 2021	94,701,503.92
February 2014	325,874,065.32	October 2017	187,200,624.40	June 2021	93,161,937.46
March 2014	322,241,323.48	November 2017	184,507,159.83	July 2021	91,645,657.88
April 2014	318,633,009.95	December 2017	181,832,102.39	August 2021	90,152,326.94
May 2014	315,048,968.52	January 2018	179,175,333.73	September 2021	88,681,611.19
June 2014	311,489,043.97	February 2018	176,536,736.23	October 2021	87,233,181.88
July 2014	307,953,082.06	March 2018	173,916,193.01	November 2021	85,806,714.96
August 2014	304,440,929.51	April 2018	171,313,587.94	December 2021	84,401,890.95
September 2014	300,952,434.01	May 2018	168,728,805.59	January 2022	83,018,394.90

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>
February 2022	\$ 81,655,916.34	September 2026 . . .	\$ 31,620,405.97	April 2031	\$ 10,830,633.19
March 2022	80,314,149.19	October 2026	31,052,691.00	May 2031	10,601,655.71
April 2022	78,992,791.73	November 2026	30,493,993.75	June 2031	10,376,566.27
May 2022	77,691,546.52	December 2026	29,944,179.52	July 2031	10,155,304.72
June 2022	76,410,120.33	January 2027	29,403,115.55	August 2031	9,937,811.81
July 2022	75,148,224.10	February 2027	28,870,671.00	September 2031 . . .	9,724,029.16
August 2022	73,905,572.89	March 2027	28,346,716.91	October 2031	9,513,899.25
September 2022 . . .	72,681,885.80	April 2027	27,831,126.19	November 2031	9,307,365.40
October 2022	71,476,885.90	May 2027	27,323,773.58	December 2031	9,104,371.79
November 2022	70,290,300.24	June 2027	26,824,535.62	January 2032	8,904,863.39
December 2022	69,121,859.71	July 2027	26,333,290.65	February 2032	8,708,786.01
January 2023	67,971,299.06	August 2027	25,849,918.76	March 2032	8,516,086.24
February 2023	66,838,356.78	September 2027 . . .	25,374,301.77	April 2032	8,326,711.46
March 2023	65,722,775.13	October 2027	24,906,323.21	May 2032	8,140,609.85
April 2023	64,624,299.98	November 2027	24,445,868.29	June 2032	7,957,730.34
May 2023	63,542,680.86	December 2027	23,992,823.90	July 2032	7,778,022.60
June 2023	62,477,670.85	January 2028	23,547,078.55	August 2032	7,601,437.08
July 2023	61,429,026.56	February 2028	23,108,522.37	September 2032 . . .	7,427,924.92
August 2023	60,396,508.05	March 2028	22,677,047.07	October 2032	7,257,438.03
September 2023 . . .	59,379,878.81	April 2028	22,252,545.94	November 2032	7,089,929.00
October 2023	58,378,905.70	May 2028	21,834,913.83	December 2032	6,925,351.13
November 2023	57,393,358.90	June 2028	21,424,047.08	January 2033	6,763,658.42
December 2023	56,423,011.88	July 2028	21,019,843.57	February 2033	6,604,805.55
January 2024	55,467,641.33	August 2028	20,622,202.63	March 2033	6,448,747.86
February 2024	54,527,027.13	September 2028 . . .	20,231,025.08	April 2033	6,295,441.38
March 2024	53,600,952.31	October 2028	19,846,213.15	May 2033	6,144,842.76
April 2024	52,689,202.98	November 2028	19,467,670.52	June 2033	5,996,909.32
May 2024	51,791,568.31	December 2028	19,095,302.26	July 2033	5,851,599.01
June 2024	50,907,840.51	January 2029	18,729,014.79	August 2033	5,708,870.40
July 2024	50,037,814.71	February 2029	18,368,715.94	September 2033 . . .	5,568,682.68
August 2024	49,181,289.02	March 2029	18,014,314.85	October 2033	5,430,995.64
September 2024 . . .	48,338,064.39	April 2029	17,665,721.99	November 2033	5,295,769.69
October 2024	47,507,944.64	May 2029	17,322,849.13	December 2033	5,162,965.81
November 2024	46,690,736.41	June 2029	16,985,609.32	January 2034	5,032,545.57
December 2024	45,886,249.08	July 2029	16,653,916.89	February 2034	4,904,471.11
January 2025	45,094,294.76	August 2029	16,327,687.41	March 2034	4,778,705.14
February 2025	44,314,688.28	September 2029 . . .	16,006,837.69	April 2034	4,655,210.92
March 2025	43,547,247.08	October 2029	15,691,285.74	May 2034	4,533,952.28
April 2025	42,791,791.25	November 2029	15,380,950.77	June 2034	4,414,893.57
May 2025	42,048,143.44	December 2029	15,075,753.18	July 2034	4,297,999.67
June 2025	41,316,128.85	January 2030	14,775,614.51	August 2034	4,183,236.01
July 2025	40,595,575.18	February 2030	14,480,457.47	September 2034 . . .	4,070,568.52
August 2025	39,886,312.60	March 2030	14,190,205.89	October 2034	3,959,963.63
September 2025 . . .	39,188,173.72	April 2030	13,904,784.71	November 2034	3,851,388.31
October 2025	38,500,993.57	May 2030	13,624,119.97	December 2034	3,744,809.99
November 2025	37,824,609.50	June 2030	13,348,138.78	January 2035	3,640,196.61
December 2025	37,158,861.25	July 2030	13,076,769.35	February 2035	3,537,516.57
January 2026	36,503,590.84	August 2030	12,809,940.91	March 2035	3,436,738.78
February 2026	35,858,642.53	September 2030 . . .	12,547,583.74	April 2035	3,337,832.59
March 2026	35,223,862.87	October 2030	12,289,629.13	May 2035	3,240,767.82
April 2026	34,599,100.59	November 2030	12,036,009.39	June 2035	3,145,514.73
May 2026	33,984,206.59	December 2030	11,786,657.83	July 2035	3,052,044.06
June 2026	33,379,033.92	January 2031	11,541,508.71	August 2035	2,960,326.96
July 2026	32,783,437.75	February 2031	11,300,497.27	September 2035 . . .	2,870,335.04
August 2026	32,197,275.33	March 2031	11,063,559.72	October 2035	2,782,040.32

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>
November 2035	\$ 2,695,415.24	May 2037	\$ 1,392,639.46	November 2038	\$ 487,509.88
December 2035	2,610,432.68	June 2037	1,333,022.35	December 2038	446,647.41
January 2036	2,527,065.91	July 2037	1,274,603.77	January 2039	406,667.37
February 2036	2,445,288.61	August 2037	1,217,363.74	February 2039	367,554.65
March 2036	2,365,074.86	September 2037 . . .	1,161,282.60	March 2039	329,294.39
April 2036	2,286,399.13	October 2037	1,106,340.99	April 2039	291,871.97
May 2036	2,209,236.28	November 2037	1,052,519.85	May 2039	255,272.96
June 2036	2,133,561.54	December 2037	999,800.40	June 2039	219,483.21
July 2036	2,059,350.55	January 2038	948,164.16	July 2039	184,488.73
August 2036	1,986,579.27	February 2038	897,592.93	August 2039	159,558.19
September 2036 . . .	1,915,224.07	March 2038	848,068.80	September 2039 . . .	135,180.49
October 2036	1,845,261.64	April 2038	799,574.11	October 2039	111,346.07
November 2036	1,776,669.07	May 2038	752,091.49	November 2039	88,045.56
December 2036	1,709,423.76	June 2038	705,603.85	December 2039	65,269.69
January 2037	1,643,503.47	July 2038	660,094.35	January 2040	43,009.37
February 2037	1,578,886.30	August 2038	615,546.39	February 2040	21,255.64
March 2037	1,515,550.68	September 2038 . . .	571,943.67	March 2040 and thereafter	0.00
April 2037	1,453,475.37	October 2038	529,270.11		

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

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

\$805,411,068



**Guaranteed REMIC
Pass-Through Certificates
Fannie Mae REMIC Trust 2011-14**

PROSPECTUS SUPPLEMENT

TABLE OF CONTENTS

	<u>Page</u>
Table of Contents	S- 2
Available Information	S- 3
Summary	S- 5
Additional Risk Factors	S- 9
Description of the Certificates	S- 9
Certain Additional Federal Income Tax Consequences	S-22
Plan of Distribution	S-24
Legal Matters	S-24
Exhibit A	A- 1
Schedule 1	A- 2
Principal Balance Schedules	B- 1

Goldman, Sachs & Co.

February 22, 2011
