

**\$2,501,115,309**



**FannieMae®**

**Guaranteed REMIC Pass-Through Certificates  
Fannie Mae REMIC Trust 2011-52**

**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 Certificateholder**

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

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

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

**The Fannie Mae Guaranty**

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

**The Trust and its Assets**

The trust will own Fannie Mae MBS.

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

Class	Group	Original Class Balance	Principal Type(1)	Interest Rate	Interest Type(1)	CUSIP Number	Final Distribution Date
PA(2) . . . . .	1	\$420,197,389	PAC	5.0%	FIX	31397UCE7	March 2041
PH(2) . . . . .	1	11,689,653	PAC	5.0	FIX	31397UCF4	June 2041
FC(2) . . . . .	1	165,094,131	SUP	(3)	FLT	31397UCG2	June 2041
SC(2) . . . . .	1	33,018,827	SUP	(3)	INV	31397UCH0	June 2041
AI(2) . . . . .	2	72,380,757(4)	NTL	4.0	FIX/IO	31397UCJ6	October 2018
AO(2) . . . . .	2	72,380,757	PT	0.0	PO	31397UCK3	October 2018
KD(2) . . . . .	3	215,201,815	SEQ	4.0	FIX	31397UCL1	April 2040
KF(2) . . . . .	3	322,802,722	SEQ	(3)	FLT	31397UCM9	April 2040
KS(2) . . . . .	3	322,802,722(4)	NTL	(3)	INV/IO	31397UCN7	April 2040
KI(2) . . . . .	3	59,778,282(4)	NTL	5.5	FIX/IO	31397UCP2	June 2041
KO(2) . . . . .	3	59,778,282	SEQ	0.0	PO	31397UCQ0	June 2041
LD(2) . . . . .	4	214,704,625	SEQ	4.0	FIX	31397UCR8	April 2040
LF(2) . . . . .	4	322,056,936	SEQ	(3)	FLT	31397UCS6	April 2040
LS(2) . . . . .	4	322,056,936(4)	NTL	(3)	INV/IO	31397UCT4	April 2040
LI(2) . . . . .	4	59,640,173(4)	NTL	5.5	FIX/IO	31397UCU1	June 2041
LO(2) . . . . .	4	59,640,173	SEQ	0.0	PO	31397UCV9	June 2041
GC(2) . . . . .	5	160,205,750	SEQ	4.0	FIX	31397UPM5	October 2038
GD(2) . . . . .	5	160,205,750	SEQ	4.0	FIX	31397UPN3	October 2038
GF(2) . . . . .	5	160,205,749	SEQ	(3)	FLT	31397UPP8	October 2038
GS(2) . . . . .	5	160,205,749(4)	NTL	(3)	INV/IO	31397UPQ6	October 2038
GV(2) . . . . .	5	52,064,787	SEQ/AD	5.0	FIX	31397Q7M4	June 2022
GZ(2) . . . . .	5	71,867,963	SEQ	5.0	FIX/Z	31397S7K4	June 2041
R . . . . .		0	NPR	0	NPR	31397UCW7	June 2041
RL . . . . .		0	NPR	0	NPR	31397UCX5	June 2041

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

- (3) Based on LIBOR.  
(4) Notional balances. These classes are interest only classes. See page S-7 for a description of how their notional balances are calculated.

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 P, PB, PC, PD, PE, PG, IP, C, AD, AH, AN, KA, KB, LA, LB, GB, GT, GU, GW, GY, IG and GA Classes are the RCR classes. For a more detailed description of the RCR classes, see Schedule 1 attached to this prospectus supplement and “Description of the Certificates—The Certificates—Combination and Recombination” in the REMIC prospectus.

The dealer will offer the certificates (other than the PA and PH Classes) from time to time in negotiated transactions at varying prices. We expect the settlement date to be May 27, 2011. Fannie Mae initially will retain the PA and PH Classes. See “Plan of Distribution” in this prospectus supplement.

**Carefully consider the risk factors on page S-8 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.

**Credit Suisse**

## TABLE OF CONTENTS

	<u>Page</u>		<u>Page</u>
<b>AVAILABLE INFORMATION</b> . . . . .	S- 3	<i>The Inverse Floating Rate</i>	
<b>RECENT DEVELOPMENTS</b> . . . . .	S- 4	<i>Classes</i> . . . . .	S-13
<b>SUMMARY</b> . . . . .	S- 5	<i>The Fixed Rate Interest Only</i>	
<b>ADDITIONAL RISK FACTOR</b> . . . . .	S- 8	<i>Classes</i> . . . . .	S-14
<b>DESCRIPTION OF THE</b>		<i>The Principal Only Classes</i> . . . . .	S-16
<b>CERTIFICATES</b> . . . . .	S- 8	WEIGHTED AVERAGE LIVES OF THE	
GENERAL . . . . .	S- 8	CERTIFICATES . . . . .	S-17
<i>Structure</i> . . . . .	S- 8	DECREMENT TABLES . . . . .	S-17
<i>Fannie Mae Guaranty</i> . . . . .	S- 9	CHARACTERISTICS OF THE RESIDUAL	
<i>Characteristics of Certificates</i> . . . . .	S- 9	CLASSES . . . . .	S-21
<i>Authorized Denominations</i> . . . . .	S- 9	<b>CERTAIN ADDITIONAL FEDERAL</b>	
THE MBS . . . . .	S- 9	<b>INCOME TAX CONSEQUENCES</b> . .	S-21
DISTRIBUTIONS OF INTEREST . . . . .	S- 9	U.S. TREASURY CIRCULAR 230 NOTICE . .	S-22
<i>General</i> . . . . .	S- 9	REMIC ELECTIONS AND SPECIAL TAX	
<i>Delay Classes and No-Delay</i>		ATTRIBUTES . . . . .	S-22
<i>Classes</i> . . . . .	S-10	TAXATION OF BENEFICIAL OWNERS OF	
<i>Accrual Class</i> . . . . .	S-10	REGULAR CERTIFICATES . . . . .	S-22
DISTRIBUTIONS OF PRINCIPAL . . . . .	S-10	TAXATION OF BENEFICIAL OWNERS OF	
STRUCTURING ASSUMPTIONS . . . . .	S-11	RESIDUAL CERTIFICATES . . . . .	S-23
<i>Pricing Assumptions</i> . . . . .	S-11	TAXATION OF BENEFICIAL OWNERS OF	
<i>Prepayment Assumptions</i> . . . . .	S-11	RCR CERTIFICATES . . . . .	S-23
<i>Principal Balance Schedule</i> . . . . .	S-11	<b>PLAN OF DISTRIBUTION</b> . . . . .	S-23
YIELD TABLES . . . . .	S-12	<b>LEGAL MATTERS</b> . . . . .	S-23
<i>General</i> . . . . .	S-12	<b>SCHEDULE 1</b> . . . . .	A- 1
		<b>PRINCIPAL BALANCE</b>	
		<b>SCHEDULE</b> . . . . .	B- 1

## AVAILABLE INFORMATION

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

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

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

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

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

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

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

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

Credit Suisse (USA) LLC  
Prospectus Department  
11 Madison Avenue  
New York, New York 10010-3629  
(telephone 212-325-2580).

## **RECENT DEVELOPMENTS**

On April 20, 2011, Standard and Poor's Ratings Services ("Standard & Poor's") announced that they had revised their outlook on Fannie Mae's debt issues from "stable" to "negative". Standard & Poor's indicated that this change reflects their revision of the outlook of the United States of America from "stable" to "negative" on April 18, 2011, and that pursuant to their government-related entity criteria, the ratings on Fannie Mae (and other government-related entities) are constrained by the long-term sovereign rating on the United States of America.

Standard & Poor's affirmed that their credit ratings remain "AAA" on Fannie Mae long term senior debt, "A-1+" on Fannie Mae short term senior debt, and "A" on Fannie Mae subordinated debt.

Standard & Poor's indicated that they would not raise their ratings and outlook on Fannie Mae (and other government-related entities) above those of the United States government as long as the ratings and outlook on the United States of America remain unchanged. Standard & Poor's also indicated that if they were to lower the ratings on the United States of America, the ratings on our debt and our issuer credit rating (and those of other government-related entities) would also likely be lowered.

## SUMMARY

This summary contains only limited information about the certificates. Statistical information in this summary is provided as of May 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 MBS
3	Group 3 MBS
4	Group 4 MBS
5	Group 5 MBS

### Group 1, Group 2, Group 3, Group 4 and Group 5

#### Characteristics of the MBS

	<u>Approximate Principal Balance</u>	<u>Pass- Through Rate</u>	<u>Range of Weighted Average Coupons or WACs (annual percentages)</u>	<u>Range of Weighted Average Remaining Terms to Maturity or WAMs (in months)</u>
Group 1 MBS	\$275,000,000	5.00%	5.25% to 7.50%	239 to 360
	\$355,000,000	5.00%	5.25% to 7.50%	239 to 360
Group 2 MBS	\$ 72,380,757	4.00%	4.25% to 6.50%	81 to 88
Group 3 MBS	\$597,782,819	5.50%	5.75% to 8.00%	241 to 360
Group 4 MBS	\$596,401,734	5.50%	5.75% to 8.00%	241 to 360
Group 5 MBS	\$314,862,212	5.00%	5.25% to 7.50%	241 to 360
	\$289,687,787	5.00%	5.25% to 7.50%	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	\$275,000,000	360	257	92	5.604%
	\$355,000,000	360	239	92	5.610%
Group 2 MBS	\$ 72,380,757	180	81	94	4.560%
Group 3 MBS	\$597,782,819	360	277	73	6.014%
Group 4 MBS	\$596,401,734	360	306	46	6.123%
Group 5 MBS	\$314,862,212	360	282	70	5.636%
	\$289,687,787	360	284	68	5.641%

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

### Settlement Date

We expect to issue the certificates on May 27, 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:

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

## Exchanging Certificates Through Combination and Recombination

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

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

## Interest Rates

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

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

<u>Class</u>	<u>Initial Interest Rate</u>	<u>Maximum Interest Rate</u>	<u>Minimum Interest Rate</u>	<u>Formula for Calculation of Interest Rate(1)</u>
FC .....	1.606%	6.00%	1.35%	LIBOR + 135 basis points
SC .....	21.970%	23.25%	0.00%	23.25% – (5 × LIBOR)
KF .....	0.736%	6.50%	0.48%	LIBOR + 48 basis points
KS .....	5.764%	6.02%	0.00%	6.02% – LIBOR
LF .....	0.736%	6.50%	0.48%	LIBOR + 48 basis points
LS .....	5.764%	6.02%	0.00%	6.02% – LIBOR
GF .....	0.606%	7.00%	0.35%	LIBOR + 35 basis points
GS .....	6.394%	6.65%	0.00%	6.65% – LIBOR

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

## Notional Classes

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

<u>Class</u>	
IP .....	49.9999998810% of the PA Class
AI .....	100% of the AO Class
KS .....	100% of the KF Class
KI .....	100% of the KO Class
LS .....	100% of the LF Class
LI .....	100% of the LO Class
GS .....	100% of the GF Class
IG .....	40.0000003841% of the GV 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)\*

<u>Group 1 Classes</u>	<u>PSA Prepayment Assumption</u>							
	<u>0%</u>	<u>100%</u>	<u>255%</u>	<u>300%</u>	<u>500%</u>	<u>700%</u>	<u>900%</u>	<u>1200%</u>
PA, PB, PC, PD, PE, PG and IP . . . .	16.4	5.0	5.0	5.0	3.2	2.2	1.6	1.0
PH .....	25.5	17.3	17.3	17.3	12.2	8.6	6.2	3.9
FC, SC and C .....	28.0	14.1	3.6	1.8	0.7	0.4	0.3	0.2
P .....	16.7	5.3	5.3	5.3	3.5	2.4	1.7	1.1
<u>Group 2 Classes</u>	<u>PSA Prepayment Assumption</u>							
	<u>0%</u>	<u>100%</u>	<u>235%</u>	<u>500%</u>	<u>750%</u>	<u>1000%</u>		
AI, AO, AD, AH and AN .....	4.0	3.1	2.6	1.8	1.3	1.0		
<u>Group 3 Classes</u>	<u>PSA Prepayment Assumption</u>							
	<u>0%</u>	<u>100%</u>	<u>311%</u>	<u>500%</u>	<u>750%</u>	<u>1000%</u>	<u>1300%</u>	
KD, KF, KS and KA .....	19.5	7.6	3.2	2.0	1.2	0.8	0.5	
KI, KO and KB .....	29.4	20.8	13.2	8.5	5.3	3.5	2.2	
<u>Group 4 Classes</u>	<u>PSA Prepayment Assumption</u>							
	<u>0%</u>	<u>100%</u>	<u>311%</u>	<u>500%</u>	<u>750%</u>	<u>1000%</u>	<u>1300%</u>	
LD, LF, LS and LA .....	19.5	8.1	3.3	2.0	1.2	0.8	0.5	
LI, LO and LB .....	29.4	22.7	13.7	8.7	5.4	3.6	2.2	
<u>Group 5 Classes</u>	<u>PSA Prepayment Assumption</u>							
	<u>0%</u>	<u>100%</u>	<u>307%</u>	<u>500%</u>	<u>700%</u>	<u>900%</u>	<u>1200%</u>	
GC, GD, GF, GS and GA. ....	18.0	6.4	2.6	1.6	1.1	0.8	0.5	
GV, GT, GU, GW, GY and IG. ....	6.0	6.0	5.2	3.8	2.8	2.1	1.4	
GZ .....	28.7	18.9	11.4	7.5	5.2	3.8	2.4	
GB .....	28.7	18.9	10.7	6.7	4.6	3.3	2.0	

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



## ADDITIONAL RISK FACTOR

*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](http://www.fanniemae.com) for further information about our intention to increase our purchases of delinquent loans from our single-family MBS trusts.

## 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 May 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 five groups of Fannie Mae Guaranteed Mortgage Pass-Through Certificates (the “Group 1 MBS,” “Group 2 MBS,” “Group 3 MBS,” “Group 4 MBS” and “Group 5 MBS,” and together, the “MBS”).

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

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

The following chart contains information about the assets, the “regular interests” and the “residual interests” of each REMIC. The REMIC Certificates other than the R and RL Classes



are collectively referred to as the “Regular Classes” or “Regular Certificates,” and the R and RL Classes are collectively referred to as the “Residual Classes” or “Residual Certificates.”

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

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

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

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

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

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

## The MBS

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

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

## Distributions of Interest

*General.* The Certificates will bear interest at the rates specified in this prospectus supplement. Interest to be paid on each Certificate (or added to principal, in the case of the Accrual Class) on a Distribution Date will consist of one month’s interest on the outstanding balance of that Certificate

immediately prior to that Distribution Date. For a description of the Accrual Class, see “—*Accrual Class*” below.

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

<u>Delay Classes</u>	<u>No-Delay Classes</u>
Fixed-Rate Classes	Floating Rate and Inverse Floating Rate Classes

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

The Dealer will treat the Principal Only Classes as delay Classes solely for the purpose of facilitating trading.

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

## Distributions of Principal

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

### • Group 1

The Group 1 Principal Distribution Amount in the following priority:

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

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

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

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

### • Group 2

The Group 2 Principal Distribution Amount to AO until retired.

} Pass-Through Class

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

### • Group 3

The Group 3 Principal Distribution Amount in the following priority:

- |   |                          |
|---|--------------------------|
| 1. To KD and KF, pro rata, until retired. | } Sequential Pay Classes |
| 2. To KO until retired.                   |                          |

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

- *Group 4*

The Group 4 Principal Distribution Amount in the following priority:

1. To LD and LF, pro rata, until retired.
2. To LO until retired.

} Sequential  
Pay Classes

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

- *Group 5*

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

} Accretion  
Directed  
Class and  
Accrual Class

The Group 5 Cash Flow Distribution Amount in the following priority:

1. To GC, GD and GF, pro rata, until retired.
2. To GV and GZ, in that order, until retired.

} Sequential  
Pay Classes

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

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

## Structuring Assumptions

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

- the Mortgage Loans underlying the MBS have the original terms to maturity, remaining terms to maturity, loan ages and interest rates specified under “Summary—Group 1, Group 2, Group 3, Group 4 and Group 5—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 May 27, 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 Schedule.* The Principal Balance Schedule is set forth beginning on page B-1 of this prospectus supplement. The Principal Balance Schedule was prepared based on the Pricing Assumptions and the assumption that the related Mortgage Loans prepay at a *constant* rate within the “Structuring Range” specified in the chart below. The “Effective Range” for the Aggregate Group is the range of prepayment rates (measured by *constant* PSA rates) that would reduce the Aggregate Group 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 Group. 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 Aggregate Group schedule). If such separate schedules had been provided for the individual Classes

included in the Aggregate Group, we expect that the effective ranges for those Classes would not be narrower than that shown below for the Aggregate Group.

<u>Group</u>	<u>Structuring Range</u>	<u>Initial Effective Range</u>
Aggregate Group Planned Balances	Between 100% and 300% PSA	Between 100% and 300% PSA

The Aggregate Group consists of the PA and PH Classes.

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

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

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 the Aggregate Group to its scheduled balance in any month. As a result, the likelihood of reducing the Aggregate Group to its scheduled balance each month will not be improved by the averaging of high and low principal distributions from month to month.
- Even if the related Mortgage Loans prepay at rates falling within the Structuring Range or the Effective Range, principal distributions may be insufficient to reduce the Aggregate Group to its scheduled balance each month if prepayments do not occur at a *constant* PSA rate.
- The actual Effective Range at any time will be based upon the actual characteristics of the related Mortgage Loans at that time, which are likely to vary (and may vary considerably) from the Pricing Assumptions. As a result, the actual Effective Range will likely differ from the Initial Effective Range specified above. For the same reason, the Aggregate Group might not be reduced to its scheduled balance each month even if the related Mortgage Loans prepay at a *constant* PSA rate within the Initial Effective Range. This is so particularly if the rate falls at the lower or higher end of the range.
- The actual Effective Range may narrow, widen or shift upward or downward to reflect actual prepayment experience over time.
- The principal payment stability of the Aggregate Group will be supported by other Classes. When the supporting Classes are retired, the Aggregate Group, 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 Inverse Floating Rate Classes would lose money on their initial investments under certain prepayment scenarios.**

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

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

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

<u>Class</u>	<u>Price*</u>
SC .....	114.65625%
KS .....	13.00000%
LS .....	12.50000%
GS .....	13.50000%

\* 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 SC 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>255%</u>	<u>300%</u>	<u>500%</u>	<u>700%</u>	<u>900%</u>	<u>1200%</u>
0.130% . . . . .	20.4%	20.3%	16.3%	13.1%	1.4%	(10.6)%	(23.3)%	(45.0)%
0.256% . . . . .	19.8%	19.7%	15.7%	12.6%	0.9%	(11.0)%	(23.7)%	(45.3)%
2.256% . . . . .	10.4%	10.3%	7.1%	3.8%	(7.1)%	(18.0)%	(29.7)%	(49.5)%
4.256% . . . . .	1.1%	1.0%	(1.4)%	(4.8)%	(14.8)%	(24.8)%	(35.5)%	(53.8)%
4.650% . . . . .	(0.7)%	(0.9)%	(3.1)%	(6.5)%	(16.3)%	(26.2)%	(36.6)%	(54.6)%

**Sensitivity of the KS 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>311%</u>	<u>500%</u>	<u>750%</u>	<u>1000%</u>	<u>1300%</u>
0.130% . . . . .	42.3%	38.1%	17.4%	(5.9)%	(43.2)%	(85.7)%	*
0.256% . . . . .	41.2%	37.0%	16.3%	(7.1)%	(44.3)%	(86.8)%	*
2.256% . . . . .	23.6%	19.5%	(1.9)%	(26.4)%	(64.3)%	*	*
4.256% . . . . .	5.2%	0.9%	(23.2)%	(50.4)%	(89.4)%	*	*
6.020% . . . . .	*	*	*	*	*	*	*

**Sensitivity of the LS 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>311%</u>	<u>500%</u>	<u>750%</u>	<u>1000%</u>	<u>1300%</u>
0.130% . . . . .	45.2%	40.9%	20.3%	(3.0)%	(40.3)%	(83.2)%	*
0.256% . . . . .	44.0%	39.7%	19.1%	(4.2)%	(41.5)%	(84.3)%	*
2.256% . . . . .	25.7%	21.6%	0.4%	(24.1)%	(62.0)%	*	*
4.256% . . . . .	7.0%	2.7%	(21.3)%	(48.5)%	(87.7)%	*	*
6.020% . . . . .	*	*	*	*	*	*	*

**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>307%</u>	<u>500%</u>	<u>700%</u>	<u>900%</u>	<u>1200%</u>
0.125% . . . . .	44.8%	39.7%	13.2%	(18.6)%	(56.0)%	(94.8)%	*
0.256% . . . . .	43.7%	38.5%	12.0%	(19.9)%	(57.2)%	(95.9)%	*
2.256% . . . . .	26.6%	21.4%	(6.6)%	(39.8)%	(76.9)%	*	*
4.256% . . . . .	8.9%	3.3%	(28.3)%	(63.5)%	*	*	*
6.650% . . . . .	*	*	*	*	*	*	*

*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>
AI .....	289%
KI .....	749%
LI .....	790%
IP .....	494%
IG .....	345%

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

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

<u>Class</u>	<u>Price*</u>
AI .....	9.4375000%
KI .....	29.0078125%
LI .....	27.2500000%
IP .....	16.0000000%
IG .....	24.2500000%

\* 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 AI Class to Prepayments

	<u>PSA Prepayment Assumption</u>					
	<u>50%</u>	<u>100%</u>	<u>235%</u>	<u>500%</u>	<u>750%</u>	<u>1000%</u>
Pre-Tax Yields to Maturity . . .	15.9%	12.7%	3.7%	(15.3)%	(35.5)%	(58.8)%

#### Sensitivity of the KI Class to Prepayments

	PSA Prepayment Assumption						
	<u>50%</u>	<u>100%</u>	<u>311%</u>	<u>500%</u>	<u>750%</u>	<u>1000%</u>	<u>1300%</u>
Pre-Tax Yields to Maturity . . .	19.1%	19.0%	16.8%	11.6%	(0.1)%	(18.0)%	(51.9)%

#### Sensitivity of the LI Class to Prepayments

	PSA Prepayment Assumption						
	<u>50%</u>	<u>100%</u>	<u>311%</u>	<u>500%</u>	<u>750%</u>	<u>1000%</u>	<u>1300%</u>
Pre-Tax Yields to Maturity . . .	20.6%	20.5%	18.6%	13.7%	2.3%	(15.4)%	(49.1)%



### Sensitivity of the IP Class to Prepayments

	PSA Prepayment Assumption							
	<u>50%</u>	<u>100%</u>	<u>255%</u>	<u>300%</u>	<u>500%</u>	<u>700%</u>	<u>900%</u>	<u>1200%</u>
Pre-Tax Yields to Maturity . . .	19.7%	13.3%	13.3%	13.3%	(0.5)%	(20.3)%	(44.6)%	(89.7)%

### Sensitivity of the IG Class to Prepayments

	PSA Prepayment Assumption						
	<u>50%</u>	<u>100%</u>	<u>307%</u>	<u>500%</u>	<u>700%</u>	<u>900%</u>	<u>1200%</u>
Pre-Tax Yields to Maturity . . .	5.4%	5.4%	2.0%	(10.9)%	(30.9)%	(56.4)%	*

*The Principal Only Classes.* **The Principal Only Classes will not bear interest. As indicated in the tables below, a low rate of principal payments (including prepayments) on the related Mortgage Loans will have a negative effect on the yields to investors in the Principal Only Classes.**

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 Principal Only Classes (expressed in each case as a percentage of original principal balance) are as follows:

<u>Class</u>	<u>Price</u>
AO . . . . .	96.546875%
KO . . . . .	81.125000%
LO . . . . .	82.156250%

### Sensitivity of the AO Class to Prepayments

	PSA Prepayment Assumption					
	<u>50%</u>	<u>100%</u>	<u>235%</u>	<u>500%</u>	<u>750%</u>	<u>1000%</u>
Pre-Tax Yields to Maturity . . .	1.1%	1.1%	1.4%	1.9%	2.7%	3.7%

### Sensitivity of the KO Class to Prepayments

	PSA Prepayment Assumption						
	<u>50%</u>	<u>100%</u>	<u>311%</u>	<u>500%</u>	<u>750%</u>	<u>1000%</u>	<u>1300%</u>
Pre-Tax Yields to Maturity . . .	1.0%	1.0%	1.6%	2.5%	4.0%	6.0%	9.9%

### Sensitivity of the LO Class to Prepayments

	PSA Prepayment Assumption						
	<u>50%</u>	<u>100%</u>	<u>311%</u>	<u>500%</u>	<u>750%</u>	<u>1000%</u>	<u>1300%</u>
Pre-Tax Yields to Maturity . . .	0.8%	0.9%	1.5%	2.3%	3.7%	5.6%	9.2%

## Weighted Average Lives of the Certificates

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

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

- the timing of changes in the rate of principal distributions, and
- the priority sequences of distributions of principal of the Group 1, Group 3, Group 4 and Group 5 Classes.

See “—Distributions of Principal” above.

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

## Decrement Tables

The following tables indicate the percentages of original principal balances of the specified Classes that would be outstanding after each date shown at various constant PSA 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 MBS	180 months	88 months	6.50%
Group 3 MBS	360 months	360 months	8.00%
Group 4 MBS	360 months	360 months	8.00%
Group 5 MBS	360 months	360 months	7.50%

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

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

## Percent of Original Principal Balances Outstanding

Date	PA, PB, PC, PD, PE, PG and IP† Classes								PH Class							
	PSA Prepayment Assumption								PSA Prepayment Assumption							
	0%	100%	255%	300%	500%	700%	900%	1200%	0%	100%	255%	300%	500%	700%	900%	1200%
Initial Percent . . . . .	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
May 2012 . . . . .	99	87	87	87	87	82	64	38	100	100	100	100	100	100	100	100
May 2013 . . . . .	97	75	75	75	67	45	27	8	100	100	100	100	100	100	100	100
May 2014 . . . . .	96	64	64	64	44	24	11	*	100	100	100	100	100	100	100	100
May 2015 . . . . .	94	54	54	54	29	12	3	0	100	100	100	100	100	100	100	29
May 2016 . . . . .	92	44	44	44	19	6	0	0	100	100	100	100	100	100	94	8
May 2017 . . . . .	90	34	34	34	12	2	0	0	100	100	100	100	100	100	42	2
May 2018 . . . . .	88	26	26	26	7	0	0	0	100	100	100	100	100	93	18	1
May 2019 . . . . .	85	20	20	20	4	0	0	0	100	100	100	100	100	51	8	*
May 2020 . . . . .	83	15	15	15	1	0	0	0	100	100	100	100	100	28	3	*
May 2021 . . . . .	80	11	11	11	0	0	0	0	100	100	100	100	99	15	1	*
May 2022 . . . . .	77	7	7	7	0	0	0	0	100	100	100	100	65	8	1	*
May 2023 . . . . .	74	5	5	5	0	0	0	0	100	100	100	100	41	4	*	*
May 2024 . . . . .	71	3	3	3	0	0	0	0	100	100	100	100	26	2	*	*
May 2025 . . . . .	67	1	1	1	0	0	0	0	100	100	100	100	16	1	*	*
May 2026 . . . . .	63	*	*	*	0	0	0	0	100	100	100	100	10	1	*	*
May 2027 . . . . .	59	0	0	0	0	0	0	0	100	74	74	74	6	*	*	*
May 2028 . . . . .	54	0	0	0	0	0	0	0	100	49	49	49	3	*	*	0
May 2029 . . . . .	49	0	0	0	0	0	0	0	100	29	29	29	2	*	*	0
May 2030 . . . . .	44	0	0	0	0	0	0	0	100	15	15	15	1	*	*	0
May 2031 . . . . .	38	0	0	0	0	0	0	0	100	5	5	5	*	*	*	0
May 2032 . . . . .	32	0	0	0	0	0	0	0	100	1	1	1	*	*	*	0
May 2033 . . . . .	26	0	0	0	0	0	0	0	100	0	0	0	0	0	0	0
May 2034 . . . . .	18	0	0	0	0	0	0	0	100	0	0	0	0	0	0	0
May 2035 . . . . .	11	0	0	0	0	0	0	0	100	0	0	0	0	0	0	0
May 2036 . . . . .	2	0	0	0	0	0	0	0	100	0	0	0	0	0	0	0
May 2037 . . . . .	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
May 2038 . . . . .	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
May 2039 . . . . .	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
May 2040 . . . . .	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
May 2041 . . . . .	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)** . . . . .	16.4	5.0	5.0	5.0	3.2	2.2	1.6	1.0	25.5	17.3	17.3	17.3	12.2	8.6	6.2	3.9

  

Date	FC, SC and C Classes								P Class							
	PSA Prepayment Assumption								PSA Prepayment Assumption							
	0%	100%	255%	300%	500%	700%	900%	1200%	0%	100%	255%	300%	500%	700%	900%	1200%
Initial Percent . . . . .	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
May 2012 . . . . .	100	100	71	63	26	0	0	0	99	88	88	88	88	82	65	40
May 2013 . . . . .	100	100	50	37	0	0	0	0	97	76	76	76	68	46	29	11
May 2014 . . . . .	100	100	35	19	0	0	0	0	96	65	65	65	46	26	13	3
May 2015 . . . . .	100	100	25	8	0	0	0	0	94	55	55	55	31	15	6	1
May 2016 . . . . .	100	100	19	2	0	0	0	0	92	45	45	45	21	8	3	*
May 2017 . . . . .	100	100	17	0	0	0	0	0	90	36	36	36	14	5	1	*
May 2018 . . . . .	100	99	16	0	0	0	0	0	88	28	28	28	9	3	*	*
May 2019 . . . . .	100	95	14	0	0	0	0	0	86	22	22	22	6	1	*	*
May 2020 . . . . .	100	90	13	0	0	0	0	0	83	17	17	17	4	1	*	*
May 2021 . . . . .	100	83	11	0	0	0	0	0	81	13	13	13	3	*	*	*
May 2022 . . . . .	100	76	9	0	0	0	0	0	78	10	10	10	2	*	*	*
May 2023 . . . . .	100	68	8	0	0	0	0	0	75	7	7	7	1	*	*	*
May 2024 . . . . .	100	60	6	0	0	0	0	0	72	6	6	6	1	*	*	*
May 2025 . . . . .	100	51	5	0	0	0	0	0	68	4	4	4	*	*	*	*
May 2026 . . . . .	100	43	4	0	0	0	0	0	64	3	3	3	*	*	*	0
May 2027 . . . . .	100	34	3	0	0	0	0	0	60	2	2	2	*	*	*	0
May 2028 . . . . .	100	26	2	0	0	0	0	0	56	1	1	1	*	*	*	0
May 2029 . . . . .	100	19	1	0	0	0	0	0	51	1	1	1	*	*	*	0
May 2030 . . . . .	100	11	1	0	0	0	0	0	46	*	*	*	*	*	*	0
May 2031 . . . . .	100	4	*	0	0	0	0	0	40	*	*	*	*	*	*	0
May 2032 . . . . .	100	1	*	0	0	0	0	0	34	*	*	*	*	*	0	0
May 2033 . . . . .	100	0	0	0	0	0	0	0	28	0	0	0	0	0	0	0
May 2034 . . . . .	100	0	0	0	0	0	0	0	21	0	0	0	0	0	0	0
May 2035 . . . . .	100	0	0	0	0	0	0	0	13	0	0	0	0	0	0	0
May 2036 . . . . .	100	0	0	0	0	0	0	0	5	0	0	0	0	0	0	0
May 2037 . . . . .	92	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
May 2038 . . . . .	71	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
May 2039 . . . . .	49	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
May 2040 . . . . .	26	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
May 2041 . . . . .	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)** . . . . .	28.0	14.1	3.6	1.8	0.7	0.4	0.3	0.2	16.7	5.3	5.3	5.3	3.5	2.4	1.7	1.1

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

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

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

AI†, AO, AD, AH and AN Classes						
Date	PSA Prepayment Assumption					
	0%	100%	235%	500%	750%	1000%
Initial Percent . . . . .	100	100	100	100	100	100
May 2012 . . . . .	89	82	75	61	48	35
May 2013 . . . . .	77	65	54	36	22	12
May 2014 . . . . .	65	49	38	20	10	4
May 2015 . . . . .	51	35	24	11	4	1
May 2016 . . . . .	37	21	14	5	1	*
May 2017 . . . . .	22	9	5	1	*	*
May 2018 . . . . .	6	0	0	0	0	0
May 2019 . . . . .	0	0	0	0	0	0
May 2020 . . . . .	0	0	0	0	0	0
May 2021 . . . . .	0	0	0	0	0	0
May 2022 . . . . .	0	0	0	0	0	0
May 2023 . . . . .	0	0	0	0	0	0
May 2024 . . . . .	0	0	0	0	0	0
May 2025 . . . . .	0	0	0	0	0	0
May 2026 . . . . .	0	0	0	0	0	0
Weighted Average Life (years)** . . . . .	4.0	3.1	2.6	1.8	1.3	1.0

KD, KF, KS† and KA Classes							
Date	PSA Prepayment Assumption						
	0%	100%	311%	500%	750%	1000%	1300%
Initial Percent . . . . .	100	100	100	100	100	100	100
May 2012 . . . . .	99	91	77	65	49	32	13
May 2013 . . . . .	98	83	59	41	21	6	0
May 2014 . . . . .	97	75	45	24	6	0	0
May 2015 . . . . .	96	68	33	13	0	0	0
May 2016 . . . . .	95	61	24	5	0	0	0
May 2017 . . . . .	93	54	16	*	0	0	0
May 2018 . . . . .	92	48	11	0	0	0	0
May 2019 . . . . .	90	43	6	0	0	0	0
May 2020 . . . . .	88	37	2	0	0	0	0
May 2021 . . . . .	86	32	0	0	0	0	0
May 2022 . . . . .	84	28	0	0	0	0	0
May 2023 . . . . .	82	23	0	0	0	0	0
May 2024 . . . . .	80	19	0	0	0	0	0
May 2025 . . . . .	77	15	0	0	0	0	0
May 2026 . . . . .	74	11	0	0	0	0	0
May 2027 . . . . .	71	8	0	0	0	0	0
May 2028 . . . . .	68	5	0	0	0	0	0
May 2029 . . . . .	64	2	0	0	0	0	0
May 2030 . . . . .	60	0	0	0	0	0	0
May 2031 . . . . .	56	0	0	0	0	0	0
May 2032 . . . . .	52	0	0	0	0	0	0
May 2033 . . . . .	47	0	0	0	0	0	0
May 2034 . . . . .	41	0	0	0	0	0	0
May 2035 . . . . .	35	0	0	0	0	0	0
May 2036 . . . . .	29	0	0	0	0	0	0
May 2037 . . . . .	22	0	0	0	0	0	0
May 2038 . . . . .	15	0	0	0	0	0	0
May 2039 . . . . .	7	0	0	0	0	0	0
May 2040 . . . . .	0	0	0	0	0	0	0
May 2041 . . . . .	0	0	0	0	0	0	0
Weighted Average Life (years)** . . . . .	19.5	7.6	3.2	2.0	1.2	0.8	0.5

KI†, KO and KB Classes							
Date	PSA Prepayment Assumption						
	0%	100%	311%	500%	750%	1000%	1300%
Initial Percent . . . . .	100	100	100	100	100	100	100
May 2012 . . . . .	100	100	100	100	100	100	100
May 2013 . . . . .	100	100	100	100	100	100	46
May 2014 . . . . .	100	100	100	100	100	60	10
May 2015 . . . . .	100	100	100	100	83	23	2
May 2016 . . . . .	100	100	100	100	44	9	*
May 2017 . . . . .	100	100	100	100	24	4	*
May 2018 . . . . .	100	100	100	68	13	1	*
May 2019 . . . . .	100	100	100	46	7	1	*
May 2020 . . . . .	100	100	100	31	4	*	*
May 2021 . . . . .	100	100	92	20	2	*	*
May 2022 . . . . .	100	100	71	14	1	*	*
May 2023 . . . . .	100	100	54	9	*	*	*
May 2024 . . . . .	100	100	41	6	*	*	*
May 2025 . . . . .	100	100	31	4	*	*	0
May 2026 . . . . .	100	100	23	2	*	*	0
May 2027 . . . . .	100	100	17	2	*	*	0
May 2028 . . . . .	100	100	12	1	*	*	0
May 2029 . . . . .	100	100	9	1	*	*	0
May 2030 . . . . .	100	89	6	*	*	*	0
May 2031 . . . . .	100	65	4	*	*	*	0
May 2032 . . . . .	100	43	2	*	*	0	0
May 2033 . . . . .	100	22	1	*	*	0	0
May 2034 . . . . .	100	2	*	*	*	0	0
May 2035 . . . . .	100	0	0	0	0	0	0
May 2036 . . . . .	100	0	0	0	0	0	0
May 2037 . . . . .	100	0	0	0	0	0	0
May 2038 . . . . .	100	0	0	0	0	0	0
May 2039 . . . . .	100	0	0	0	0	0	0
May 2040 . . . . .	84	0	0	0	0	0	0
May 2041 . . . . .	0	0	0	0	0	0	0
Weighted Average Life (years)** . . . . .	29.4	20.8	13.2	8.5	5.3	3.5	2.2

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

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

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

LD, LF, LS† and LA Classes								LI†, LO and LB Classes							
Date	PSA Prepayment Assumption							Date	PSA Prepayment Assumption						
	0%	100%	311%	500%	750%	1000%	1300%		0%	100%	311%	500%	750%	1000%	1300%
Initial Percent . . . . .	100	100	100	100	100	100	100	Initial Percent . . . . .	100	100	100	100	100	100	100
May 2012 . . . . .	99	92	78	65	49	33	13	May 2012 . . . . .	100	100	100	100	100	100	100
May 2013 . . . . .	98	84	60	41	21	6	0	May 2013 . . . . .	100	100	100	100	100	100	47
May 2014 . . . . .	97	76	45	25	6	0	0	May 2014 . . . . .	100	100	100	100	100	61	10
May 2015 . . . . .	96	69	34	14	0	0	0	May 2015 . . . . .	100	100	100	100	85	24	2
May 2016 . . . . .	95	63	25	6	0	0	0	May 2016 . . . . .	100	100	100	100	46	9	*
May 2017 . . . . .	93	56	17	*	0	0	0	May 2017 . . . . .	100	100	100	100	24	4	*
May 2018 . . . . .	92	51	11	0	0	0	0	May 2018 . . . . .	100	100	100	71	13	1	*
May 2019 . . . . .	90	45	7	0	0	0	0	May 2019 . . . . .	100	100	100	48	7	1	*
May 2020 . . . . .	88	40	3	0	0	0	0	May 2020 . . . . .	100	100	100	32	4	*	*
May 2021 . . . . .	86	35	0	0	0	0	0	May 2021 . . . . .	100	100	98	22	2	*	*
May 2022 . . . . .	84	31	0	0	0	0	0	May 2022 . . . . .	100	100	77	15	1	*	*
May 2023 . . . . .	82	27	0	0	0	0	0	May 2023 . . . . .	100	100	60	10	1	*	*
May 2024 . . . . .	80	23	0	0	0	0	0	May 2024 . . . . .	100	100	46	7	*	*	*
May 2025 . . . . .	77	19	0	0	0	0	0	May 2025 . . . . .	100	100	35	4	*	*	0
May 2026 . . . . .	74	15	0	0	0	0	0	May 2026 . . . . .	100	100	27	3	*	*	0
May 2027 . . . . .	71	12	0	0	0	0	0	May 2027 . . . . .	100	100	20	2	*	*	0
May 2028 . . . . .	68	9	0	0	0	0	0	May 2028 . . . . .	100	100	15	1	*	*	0
May 2029 . . . . .	64	6	0	0	0	0	0	May 2029 . . . . .	100	100	11	1	*	*	0
May 2030 . . . . .	60	3	0	0	0	0	0	May 2030 . . . . .	100	100	8	*	*	*	0
May 2031 . . . . .	56	1	0	0	0	0	0	May 2031 . . . . .	100	100	6	*	*	*	0
May 2032 . . . . .	52	0	0	0	0	0	0	May 2032 . . . . .	100	83	4	*	*	*	0
May 2033 . . . . .	47	0	0	0	0	0	0	May 2033 . . . . .	100	63	3	*	*	0	0
May 2034 . . . . .	41	0	0	0	0	0	0	May 2034 . . . . .	100	43	2	*	*	0	0
May 2035 . . . . .	35	0	0	0	0	0	0	May 2035 . . . . .	100	25	1	*	*	0	0
May 2036 . . . . .	29	0	0	0	0	0	0	May 2036 . . . . .	100	8	*	*	*	0	0
May 2037 . . . . .	22	0	0	0	0	0	0	May 2037 . . . . .	100	0	0	0	0	0	0
May 2038 . . . . .	15	0	0	0	0	0	0	May 2038 . . . . .	100	0	0	0	0	0	0
May 2039 . . . . .	7	0	0	0	0	0	0	May 2039 . . . . .	100	0	0	0	0	0	0
May 2040 . . . . .	0	0	0	0	0	0	0	May 2040 . . . . .	84	0	0	0	0	0	0
May 2041 . . . . .	0	0	0	0	0	0	0	May 2041 . . . . .	0	0	0	0	0	0	0
Weighted Average Life (years)** . . . . .	19.5	8.1	3.3	2.0	1.2	0.8	0.5	Weighted Average Life (years)** . . . . .	29.4	22.7	13.7	8.7	5.4	3.6	2.2

  

GC, GD, GE, GS† and GA Classes								GV, GT, GU, GW, GY and IG† Classes							
Date	PSA Prepayment Assumption							Date	PSA Prepayment Assumption						
	0%	100%	307%	500%	700%	900%	1200%		0%	100%	307%	500%	700%	900%	1200%
Initial Percent . . . . .	100	100	100	100	100	100	100	Initial Percent . . . . .	100	100	100	100	100	100	100
May 2012 . . . . .	99	90	75	60	46	31	9	May 2012 . . . . .	93	93	93	93	93	93	93
May 2013 . . . . .	98	81	54	33	15	0	0	May 2013 . . . . .	86	86	86	86	86	83	0
May 2014 . . . . .	96	72	38	14	0	0	0	May 2014 . . . . .	78	78	78	78	51	0	0
May 2015 . . . . .	95	63	25	2	0	0	0	May 2015 . . . . .	70	70	70	70	0	0	0
May 2016 . . . . .	93	56	14	0	0	0	0	May 2016 . . . . .	61	61	61	0	0	0	0
May 2017 . . . . .	92	48	6	0	0	0	0	May 2017 . . . . .	52	52	52	0	0	0	0
May 2018 . . . . .	90	42	0	0	0	0	0	May 2018 . . . . .	42	42	35	0	0	0	0
May 2019 . . . . .	88	35	0	0	0	0	0	May 2019 . . . . .	32	32	0	0	0	0	0
May 2020 . . . . .	86	29	0	0	0	0	0	May 2020 . . . . .	22	22	0	0	0	0	0
May 2021 . . . . .	83	23	0	0	0	0	0	May 2021 . . . . .	11	11	0	0	0	0	0
May 2022 . . . . .	81	18	0	0	0	0	0	May 2022 . . . . .	0	0	0	0	0	0	0
May 2023 . . . . .	78	13	0	0	0	0	0	May 2023 . . . . .	0	0	0	0	0	0	0
May 2024 . . . . .	75	9	0	0	0	0	0	May 2024 . . . . .	0	0	0	0	0	0	0
May 2025 . . . . .	72	4	0	0	0	0	0	May 2025 . . . . .	0	0	0	0	0	0	0
May 2026 . . . . .	69	*	0	0	0	0	0	May 2026 . . . . .	0	0	0	0	0	0	0
May 2027 . . . . .	66	0	0	0	0	0	0	May 2027 . . . . .	0	0	0	0	0	0	0
May 2028 . . . . .	62	0	0	0	0	0	0	May 2028 . . . . .	0	0	0	0	0	0	0
May 2029 . . . . .	58	0	0	0	0	0	0	May 2029 . . . . .	0	0	0	0	0	0	0
May 2030 . . . . .	53	0	0	0	0	0	0	May 2030 . . . . .	0	0	0	0	0	0	0
May 2031 . . . . .	48	0	0	0	0	0	0	May 2031 . . . . .	0	0	0	0	0	0	0
May 2032 . . . . .	43	0	0	0	0	0	0	May 2032 . . . . .	0	0	0	0	0	0	0
May 2033 . . . . .	38	0	0	0	0	0	0	May 2033 . . . . .	0	0	0	0	0	0	0
May 2034 . . . . .	32	0	0	0	0	0	0	May 2034 . . . . .	0	0	0	0	0	0	0
May 2035 . . . . .	25	0	0	0	0	0	0	May 2035 . . . . .	0	0	0	0	0	0	0
May 2036 . . . . .	18	0	0	0	0	0	0	May 2036 . . . . .	0	0	0	0	0	0	0
May 2037 . . . . .	11	0	0	0	0	0	0	May 2037 . . . . .	0	0	0	0	0	0	0
May 2038 . . . . .	2	0	0	0	0	0	0	May 2038 . . . . .	0	0	0	0	0	0	0
May 2039 . . . . .	0	0	0	0	0	0	0	May 2039 . . . . .	0	0	0	0	0	0	0
May 2040 . . . . .	0	0	0	0	0	0	0	May 2040 . . . . .	0	0	0	0	0	0	0
May 2041 . . . . .	0	0	0	0	0	0	0	May 2041 . . . . .	0	0	0	0	0	0	0
Weighted Average Life (years)** . . . . .	18.0	6.4	2.6	1.6	1.1	0.8	0.5	Weighted Average Life (years)** . . . . .	6.0	6.0	5.2	3.8	2.8	2.1	1.4

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

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

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

Date	GZ Class							GB Class						
	PSA Prepayment Assumption							PSA Prepayment Assumption						
	0%	100%	307%	500%	700%	900%	1200%	0%	100%	307%	500%	700%	900%	1200%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100
May 2012	105	105	105	105	105	105	105	100	100	100	100	100	100	100
May 2013	110	110	110	110	110	110	63	100	100	100	100	100	99	37
May 2014	116	116	116	116	116	76	17	100	100	100	100	89	44	10
May 2015	122	122	122	122	87	34	5	100	100	100	100	50	20	3
May 2016	128	128	128	125	49	15	1	100	100	100	72	28	9	1
May 2017	135	135	135	85	27	7	*	100	100	100	49	16	4	*
May 2018	142	142	142	57	15	3	*	100	100	97	33	9	2	*
May 2019	149	149	131	39	9	1	*	100	100	76	22	5	1	*
May 2020	157	157	103	26	5	1	*	100	100	59	15	3	*	*
May 2021	165	165	80	17	3	*	*	100	100	46	10	2	*	*
May 2022	172	172	62	11	1	*	*	100	100	36	7	1	*	*
May 2023	172	172	48	8	1	*	*	100	100	28	4	*	*	*
May 2024	172	172	36	5	*	*	*	100	100	21	3	*	*	*
May 2025	172	172	28	3	*	*	*	100	100	16	2	*	*	*
May 2026	172	172	21	2	*	*	*	100	100	12	1	*	*	*
May 2027	172	148	15	1	*	*	0	100	86	9	1	*	*	0
May 2028	172	124	11	1	*	*	0	100	72	6	*	*	*	0
May 2029	172	101	8	1	*	*	0	100	59	5	*	*	*	0
May 2030	172	80	5	*	*	*	0	100	47	3	*	*	*	0
May 2031	172	61	4	*	*	*	0	100	35	2	*	*	*	0
May 2032	172	42	2	*	*	*	0	100	24	1	*	*	*	0
May 2033	172	25	1	*	*	*	0	100	14	1	*	*	*	0
May 2034	172	9	*	*	*	0	0	100	5	*	*	*	0	0
May 2035	172	0	0	0	0	0	0	100	0	0	0	0	0	0
May 2036	172	0	0	0	0	0	0	100	0	0	0	0	0	0
May 2037	172	0	0	0	0	0	0	100	0	0	0	0	0	0
May 2038	172	0	0	0	0	0	0	100	0	0	0	0	0	0
May 2039	131	0	0	0	0	0	0	76	0	0	0	0	0	0
May 2040	68	0	0	0	0	0	0	39	0	0	0	0	0	0
May 2041	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average														
Life (years)**	28.7	18.9	11.4	7.5	5.2	3.8	2.4	28.7	18.9	10.7	6.7	4.6	3.3	2.0

\* 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 Principal Only Classes and the Accrual Class will be issued with original issue discount (“OID”), and certain other Classes of REMIC Certificates may be issued with OID. If a Class is issued with OID, a beneficial owner of a Certificate of that Class generally must recognize some taxable income in advance of the receipt of the cash attributable to that income. See “Material Federal Income Tax Consequences—Taxation of Beneficial Owners of Regular Certificates—*Treatment of Original Issue Discount*” in the REMIC Prospectus. In addition, the SC Class will be treated as having been issued at a premium, and certain other 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	255% PSA
2	235% PSA
3	311% PSA
4	311% PSA
5	307% PSA

See “Material Federal Income Tax Consequences—Taxation of Beneficial Owners of Regular Certificates—*Treatment of Original Issue Discount*” in the REMIC Prospectus. No representation is made as to whether the Mortgage Loans underlying the MBS will prepay at any of those rates or any other rate. See “Description of the Certificates—Weighted Average Lives of the Certificates” in this prospectus supplement and “Yield, Maturity and Prepayment Considerations—Weighted Average Lives and Final Distribution Dates” in the REMIC Prospectus.



## **Taxation of Beneficial Owners of Residual Certificates**

The Holder of a Residual Certificate will be considered to be the holder of the “residual interest” in the related REMIC. Such Holder generally will be required to report its daily portion of the taxable income or net loss of the REMIC to which that Certificate relates. In certain periods, a Holder of a Residual Certificate may be required to recognize taxable income without being entitled to receive a corresponding amount of cash. Pursuant to the Trust Agreement, we will be obligated to provide to the Holder of a Residual Certificate (i) information necessary to enable it to prepare its federal income tax returns and (ii) any reports regarding the Residual Class that may be required under the Code. See “Material Federal Income Tax Consequences—Taxation of Beneficial Owners of Residual Certificates” in the REMIC Prospectus.

## **Taxation of Beneficial Owners of RCR Certificates**

The RCR Classes will be created, sold and administered pursuant to an arrangement that will be classified as a grantor trust under subpart E, part I of subchapter J of the Code. The Regular Certificates that are exchanged for RCR Certificates set forth in Schedule 1 (including any exchanges effective on the Settlement Date) will be the assets of the trust, and the RCR Certificates will represent an ownership interest of the underlying Regular Certificates. For a general discussion of the federal income tax treatment of beneficial owners of Regular Certificates, see “Material Federal Income Tax Consequences” in the REMIC Prospectus.

Generally, the ownership interest represented by an RCR certificate will be one of two types. A certificate of a Combination RCR Class (a “Combination RCR Certificate”) will represent beneficial ownership of undivided interests in one or more underlying Regular Certificates. A certificate of a Strip RCR Class (a “Strip RCR Certificate”) will represent the right to receive a disproportionate part of the principal or interest payments on one or more underlying Regular Certificates. The P, C, AD, AH, AN, KA, KB, LA, LB, GB and GA Classes of RCR Certificates are Combination RCR Certificates. The remaining Classes of RCR Certificates are Strip RCR Certificates. See “Material Federal Income Tax Consequences—Taxation of Beneficial Owners of RCR Certificates” in the REMIC Prospectus for a general discussion of the federal income tax treatment of beneficial owners of RCR Certificates.

## **PLAN OF DISTRIBUTION**

We will deliver the Group 1 MBS to the Trust in exchange for the Group 1 Classes, and will sell the C Class of RCR Certificates to Credit Suisse (USA) LLC (the “Dealer”) for aggregate cash proceeds estimated to be approximately \$202,666,804. We are obligated to deliver the Group 2, Group 3, Group 4 and Group 5 Classes and the R and RL Classes to the Dealer in exchange for the Group 2, Group 3, Group 4 and Group 5 MBS.

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

## **LEGAL MATTERS**

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

## Available Recombinations(1)

REMIC Certificates		RCR Certificates						
Classes	Original Balances	RCR Classes	Original Balances	Principal Type(2)	Interest Rate	Interest Type(2)	CUSIP Number	Final Distribution Date
Recombination 1								
PA	\$420,197,389	P	\$431,887,042	PAC	5.00%	FIX	31397UCY3	June 2041
PH	11,689,653							
Recombination 2								
PA	420,197,389	PB	420,197,389	PAC	2.50	FIX	31397UCZ0	March 2041
		IP	210,098,694(3)	NTL	5.00	FIX/IO	31397UDE6	March 2041
Recombination 3								
PA	420,197,389	PC	420,197,389	PAC	3.00	FIX	31397UDA4	March 2041
		IP	168,078,956(3)	NTL	5.00	FIX/IO	31397UDE6	March 2041
Recombination 4								
PA	420,197,389	PD	420,197,389	PAC	3.50	FIX	31397UDB2	March 2041
		IP	126,059,217(3)	NTL	5.00	FIX/IO	31397UDE6	March 2041
Recombination 5								
PA	420,197,389	PE	420,197,389	PAC	4.00	FIX	31397UDC0	March 2041
		IP	84,039,478(3)	NTL	5.00	FIX/IO	31397UDE6	March 2041
Recombination 6								
PA	420,197,389	PG	420,197,389	PAC	4.50	FIX	31397UDD8	March 2041
		IP	42,019,739(3)	NTL	5.00	FIX/IO	31397UDE6	March 2041
Recombination 7								
FC	165,094,131	C	198,112,958	SUP	5.00	FIX	31397S7L2	June 2041
SC	33,018,827							
Recombination 8								
AI	36,190,378(3)	AD	72,380,757	PT	2.00	FIX	31397UDF3	October 2018
AO	72,380,757							

REMIC Certificates			RCR Certificates					
<u>Classes</u>	<u>Original Balances</u>	<u>RCR Classes</u>	<u>Original Balances</u>	<u>Principal Type(2)</u>	<u>Interest Rate</u>	<u>Interest Type(2)</u>	<u>CUSIP Number</u>	<u>Final Distribution Date</u>
<b>Recombination 9</b>								
AI	\$ 49,761,770(3)	AH	\$ 72,380,757	PT	2.75	FIX	31397UDG1	October 2018
AO	72,380,757							
<b>Recombination 10</b>								
AI	72,380,757(3)	AN	57,904,605	PT	5.00	FIX	31397UDH9	October 2018
AO	57,904,605							
<b>Recombination 11</b>								
KD	215,201,815	KA	538,004,537	SEQ	5.50	FIX	31397UDJ5	April 2040
KF	322,802,722							
KS	322,802,722(3)							
<b>Recombination 12</b>								
KI	59,778,282(3)	KB	59,778,282	SEQ	5.50	FIX	31397UDK2	June 2041
KO	59,778,282							
<b>Recombination 13</b>								
LD	214,704,625	LA	536,761,561	SEQ	5.50	FIX	31397UDL0	April 2040
LF	322,056,936							
LS	322,056,936(3)							
<b>Recombination 14</b>								
LI	59,640,173(3)	LB	59,640,173	SEQ	5.50	FIX	31397UDM8	June 2041
LO	59,640,173							
<b>Recombination 15</b>								
GV	52,064,787	GB	123,932,750	SEQ	5.00	FIX	31397S7M0	June 2041
GZ	71,867,963(4)							
<b>Recombination 16</b>								
GV	52,064,787	GT	52,064,787	SEQ/AD	3.00	FIX	31397UGN3	June 2022
		IG	20,825,915(3)	NTL	5.00	FIX/IO	31397UGS2	June 2022

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 17								
GV	\$ 52,064,787	GU	\$ 52,064,787	SEQ/AD	3.50	FIX	31397UGP8	June 2022
		IG	15,619,436(3)	NTL	5.00	FIX/IO	31397UGS2	June 2022
Recombination 18								
GV	52,064,787	GW	52,064,787	SEQ/AD	4.00	FIX	31397UGQ6	June 2022
		IG	10,412,957(3)	NTL	5.00	FIX/IO	31397UGS2	June 2022
Recombination 19								
GV	52,064,787	GY	52,064,787	SEQ/AD	4.50	FIX	31397UGR4	June 2022
		IG	5,206,479(3)	NTL	5.00	FIX/IO	31397UGS2	June 2022
Recombination 20								
GF	160,205,749	GA	480,617,249	SEQ	5.00	FIX	31397Q7L6	October 2038
GS	160,205,749(3)							
GC	160,205,750							
GD	160,205,750							

- (1) REMIC Certificates and RCR Certificates in each Recombination may be exchanged only in the proportions of *original* principal or notional principal balances for the related Classes shown in this Schedule 1 (disregarding any retired Classes). For example, if a particular Recombination includes two REMIC Classes and one RCR Class whose *original* principal balances shown in the schedule reflect a 1:1:2 relationship, the same 1:1:2 relationship among the *original* principal balances of those REMIC and RCR Classes must be maintained in any exchange. This is true even if, as a result of the applicable payment priority sequence, the relationship between their *current* principal balances has changed over time. Moreover, if as a result of a proposed exchange, a Certificateholder would hold a REMIC Certificate or RCR Certificate of a Class in an amount less than the applicable minimum denomination for that Class, the Certificateholder will be unable to effect the proposed exchange. See “Description of the Certificates—General—*Authorized Denominations*” in this prospectus supplement.
- (2) See “Description of the Certificates—The Certificates—*Class Definitions and Abbreviations*” in the REMIC Prospectus.
- (3) Notional balances. These Classes are Interest Only Classes. See page S-7 for a description of how their notional balances are calculated.
- (4) Principal payments on the REMIC Certificates in Recombination 15 from the GZ Accrual Amount will be paid as interest on the related RCR Certificates, and thus will not reduce the principal balances of those RCR Certificates.

## Principal Balance Schedule

### *Aggregate Group 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 . . . .	\$431,887,042.00	September 2015 . . .	\$222,398,505.58	January 2020 . . . . .	\$ 80,166,836.88
June 2011 . . . . .	427,288,292.47	October 2015 . . . . .	218,911,628.78	February 2020 . . . . .	78,461,322.67
July 2011 . . . . .	422,713,865.65	November 2015 . . . .	215,443,339.28	March 2020 . . . . .	76,788,393.34
August 2011 . . . . .	418,163,636.12	December 2015 . . . .	211,993,541.16	April 2020 . . . . .	75,147,459.99
September 2011 . . .	413,637,479.09	January 2016 . . . . .	208,562,139.01	May 2020 . . . . .	73,537,944.04
October 2011 . . . . .	409,135,270.44	February 2016 . . . . .	205,149,037.88	June 2020 . . . . .	71,959,277.03
November 2011 . . . .	404,656,886.66	March 2016 . . . . .	201,754,143.33	July 2020 . . . . .	70,410,900.45
December 2011 . . . .	400,202,204.89	April 2016 . . . . .	198,377,361.41	August 2020 . . . . .	68,892,265.58
January 2012 . . . . .	395,771,102.90	May 2016 . . . . .	195,018,598.63	September 2020 . . .	67,402,833.29
February 2012 . . . .	391,363,459.09	June 2016 . . . . .	191,677,762.01	October 2020 . . . . .	65,942,073.93
March 2012 . . . . .	386,979,152.49	July 2016 . . . . .	188,354,759.01	November 2020 . . . .	64,509,467.10
April 2012 . . . . .	382,618,062.73	August 2016 . . . . .	185,049,497.62	December 2020 . . . .	63,104,501.56
May 2012 . . . . .	378,280,070.08	September 2016 . . .	181,761,886.25	January 2021 . . . . .	61,726,675.03
June 2012 . . . . .	373,965,055.43	October 2016 . . . . .	178,491,833.81	February 2021 . . . . .	60,375,494.02
July 2012 . . . . .	369,672,900.27	November 2016 . . . .	175,239,249.68	March 2021 . . . . .	59,050,473.74
August 2012 . . . . .	365,403,486.71	December 2016 . . . .	172,004,043.69	April 2021 . . . . .	57,751,137.89
September 2012 . . .	361,156,697.44	January 2017 . . . . .	168,786,126.15	May 2021 . . . . .	56,477,018.57
October 2012 . . . . .	356,932,415.79	February 2017 . . . . .	165,585,407.81	June 2021 . . . . .	55,227,656.06
November 2012 . . . .	352,730,525.68	March 2017 . . . . .	162,401,799.91	July 2021 . . . . .	54,002,598.77
December 2012 . . . .	348,550,911.60	April 2017 . . . . .	159,235,214.12	August 2021 . . . . .	52,801,403.03
January 2013 . . . . .	344,393,458.67	May 2017 . . . . .	156,085,562.58	September 2021 . . .	51,623,632.97
February 2013 . . . .	340,258,052.58	June 2017 . . . . .	152,954,260.00	October 2021 . . . . .	50,468,860.42
March 2013 . . . . .	336,144,579.62	July 2017 . . . . .	149,881,059.52	November 2021 . . . .	49,336,664.74
April 2013 . . . . .	332,052,926.65	August 2017 . . . . .	146,864,928.56	December 2021 . . . .	48,226,632.69
May 2013 . . . . .	327,982,981.14	September 2017 . . .	143,904,852.42	January 2022 . . . . .	47,138,358.33
June 2013 . . . . .	323,934,631.09	October 2017 . . . . .	140,999,833.97	February 2022 . . . . .	46,071,442.87
July 2013 . . . . .	319,907,765.14	November 2017 . . . .	138,148,893.35	March 2022 . . . . .	45,025,494.57
August 2013 . . . . .	315,902,272.44	December 2017 . . . .	135,351,067.68	April 2022 . . . . .	44,000,128.59
September 2013 . . .	311,918,042.76	January 2018 . . . . .	132,605,410.76	May 2022 . . . . .	42,994,966.89
October 2013 . . . . .	307,954,966.41	February 2018 . . . . .	129,910,992.82	June 2022 . . . . .	42,009,638.10
November 2013 . . . .	304,012,934.27	March 2018 . . . . .	127,266,900.18	July 2022 . . . . .	41,043,777.43
December 2013 . . . .	300,091,837.78	April 2018 . . . . .	124,672,235.04	August 2022 . . . . .	40,097,026.53
January 2014 . . . . .	296,191,568.94	May 2018 . . . . .	122,126,115.17	September 2022 . . .	39,169,033.38
February 2014 . . . .	292,312,020.31	June 2018 . . . . .	119,627,673.64	October 2022 . . . . .	38,259,452.20
March 2014 . . . . .	288,453,085.00	July 2018 . . . . .	117,176,058.60	November 2022 . . . .	37,367,943.34
April 2014 . . . . .	284,614,656.67	August 2018 . . . . .	114,770,432.98	December 2022 . . . .	36,494,173.14
May 2014 . . . . .	280,796,629.52	September 2018 . . .	112,409,974.26	January 2023 . . . . .	35,637,813.87
June 2014 . . . . .	276,998,898.30	October 2018 . . . . .	110,093,874.20	February 2023 . . . . .	34,798,543.61
July 2014 . . . . .	273,221,358.31	November 2018 . . . .	107,821,338.64	March 2023 . . . . .	33,976,046.15
August 2014 . . . . .	269,463,905.38	December 2018 . . . .	105,591,587.21	April 2023 . . . . .	33,170,010.87
September 2014 . . .	265,726,435.87	January 2019 . . . . .	103,403,853.13	May 2023 . . . . .	32,380,132.70
October 2014 . . . . .	262,008,846.68	February 2019 . . . . .	101,257,382.96	June 2023 . . . . .	31,606,111.96
November 2014 . . . .	258,311,035.24	March 2019 . . . . .	99,151,436.37	July 2023 . . . . .	30,847,654.29
December 2014 . . . .	254,632,899.51	April 2019 . . . . .	97,085,285.92	August 2023 . . . . .	30,104,470.59
January 2015 . . . . .	250,974,337.97	May 2019 . . . . .	95,058,216.87	September 2023 . . .	29,376,276.88
February 2015 . . . .	247,335,249.63	June 2019 . . . . .	93,069,526.90	October 2023 . . . . .	28,662,794.24
March 2015 . . . . .	243,715,534.01	July 2019 . . . . .	91,118,525.96	November 2023 . . . .	27,963,748.71
April 2015 . . . . .	240,115,091.15	August 2019 . . . . .	89,204,536.01	December 2023 . . . .	27,278,871.22
May 2015 . . . . .	236,533,821.61	September 2019 . . .	87,326,890.85	January 2024 . . . . .	26,607,897.48
June 2015 . . . . .	232,971,626.45	October 2019 . . . . .	85,484,935.92	February 2024 . . . . .	25,950,567.92
July 2015 . . . . .	229,428,407.26	November 2019 . . . .	83,678,028.05	March 2024 . . . . .	25,306,627.60
August 2015 . . . . .	225,904,066.10	December 2019 . . . .	81,905,535.33	April 2024 . . . . .	24,675,826.13

**Aggregate Group (Continued)**

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
May 2024 . . . . .	\$ 24,057,917.58	April 2027 . . . . .	\$ 8,932,129.84	March 2030 . . . . .	\$ 2,001,868.93
June 2024 . . . . .	23,452,660.42	May 2027 . . . . .	8,646,604.73	April 2030 . . . . .	1,877,290.88
July 2024 . . . . .	22,859,817.44	June 2027 . . . . .	8,367,403.89	May 2030 . . . . .	1,755,839.18
August 2024 . . . . .	22,279,155.68	July 2027 . . . . .	8,094,404.23	June 2030 . . . . .	1,637,449.75
September 2024 . . .	21,710,446.31	August 2027 . . . . .	7,827,484.89	July 2030 . . . . .	1,522,059.74
October 2024 . . . . .	21,153,464.65	September 2027 . . .	7,566,527.22	August 2030 . . . . .	1,409,607.46
November 2024 . . . .	20,607,989.99	October 2027 . . . . .	7,311,414.75	September 2030 . . .	1,300,032.40
December 2024 . . . .	20,073,805.61	November 2027 . . . .	7,062,033.13	October 2030 . . . . .	1,193,275.18
January 2025 . . . . .	19,550,698.67	December 2027 . . . .	6,818,270.10	November 2030 . . . .	1,089,277.51
February 2025 . . . . .	19,038,460.13	January 2028 . . . . .	6,580,015.48	December 2030 . . . .	987,982.25
March 2025 . . . . .	18,536,884.72	February 2028 . . . . .	6,347,161.07	January 2031 . . . . .	889,333.29
April 2025 . . . . .	18,045,770.85	March 2028 . . . . .	6,119,600.70	February 2031 . . . . .	793,275.61
May 2025 . . . . .	17,564,920.54	April 2028 . . . . .	5,897,230.12	March 2031 . . . . .	699,755.22
June 2025 . . . . .	17,094,139.40	May 2028 . . . . .	5,679,947.01	April 2031 . . . . .	608,719.15
July 2025 . . . . .	16,633,236.50	June 2028 . . . . .	5,467,650.91	May 2031 . . . . .	566,772.98
August 2025 . . . . .	16,182,024.36	July 2028 . . . . .	5,260,243.24	June 2031 . . . . .	525,892.22
September 2025 . . .	15,740,318.88	August 2028 . . . . .	5,057,627.21	July 2031 . . . . .	486,054.92
October 2025 . . . . .	15,307,939.27	September 2028 . . .	4,859,707.82	August 2031 . . . . .	447,239.58
November 2025 . . . .	14,884,708.01	October 2028 . . . . .	4,666,391.83	September 2031 . . .	409,425.07
December 2025 . . . .	14,470,450.77	November 2028 . . . .	4,477,587.72	October 2031 . . . . .	372,590.68
January 2026 . . . . .	14,064,996.37	December 2028 . . . .	4,293,205.64	November 2031 . . . .	336,716.08
February 2026 . . . . .	13,668,176.72	January 2029 . . . . .	4,113,157.43	December 2031 . . . .	301,781.34
March 2026 . . . . .	13,279,826.76	February 2029 . . . . .	3,937,356.53	January 2032 . . . . .	267,766.88
April 2026 . . . . .	12,899,784.42	March 2029 . . . . .	3,765,718.02	February 2032 . . . . .	234,653.52
May 2026 . . . . .	12,527,890.58	April 2029 . . . . .	3,598,158.51	March 2032 . . . . .	202,422.42
June 2026 . . . . .	12,163,988.97	May 2029 . . . . .	3,434,596.20	April 2032 . . . . .	171,055.10
July 2026 . . . . .	11,807,926.16	June 2029 . . . . .	3,274,950.76	May 2032 . . . . .	140,533.45
August 2026 . . . . .	11,459,551.50	July 2029 . . . . .	3,119,143.40	June 2032 . . . . .	110,839.67
September 2026 . . .	11,118,717.09	August 2029 . . . . .	2,967,096.75	July 2032 . . . . .	81,956.34
October 2026 . . . . .	10,785,277.68	September 2029 . . .	2,818,734.92	August 2032 . . . . .	53,866.32
November 2026 . . . .	10,459,090.69	October 2029 . . . . .	2,673,983.41	September 2032 . . .	26,552.85
December 2026 . . . .	10,140,016.10	November 2029 . . . .	2,532,769.10	October 2032 and thereafter . . . . .	0.00
January 2027 . . . . .	9,827,916.46	December 2029 . . . .	2,395,020.25		
February 2027 . . . . .	9,522,656.80	January 2030 . . . . .	2,260,666.45		
March 2027 . . . . .	9,224,104.63	February 2030 . . . . .	2,129,638.61		

---

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.

---

## TABLE OF CONTENTS

	Page
Table of Contents . . . . .	S- 2
Available Information . . . . .	S- 3
Recent Developments . . . . .	S- 4
Summary . . . . .	S- 5
Additional Risk Factor . . . . .	S- 8
Description of the Certificates . . . . .	S- 8
Certain Additional Federal Income Tax Consequences . . . . .	S-21
Plan of Distribution . . . . .	S-23
Legal Matters . . . . .	S-23
Schedule 1 . . . . .	A- 1
Principal Balance Schedule . . . . .	B- 1

---

---

**\$2,501,115,309**



## **Guaranteed REMIC Pass-Through Certificates**

**Fannie Mae REMIC Trust 2011-52**

## *PROSPECTUS SUPPLEMENT*

**Credit Suisse**

---

May 23, 2011

---