

\$257,432,882



FannieMae®

Guaranteed REMIC Pass-Through Certificates
Fannie Mae REMIC Trust 2006-127

The Certificates

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

Payments to Certificateholders

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

- interest accrued on the balance of your certificate, and
- principal to the extent available for payment on your class.

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

The Fannie Mae Guaranty

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

The Trust and its Assets

The trust will own

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

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

Class	Group	Original Class Balance	Principal Type	Interest Rate	Interest Type	CUSIP Number	Final Distribution Date
F	1	\$122,000,000	PT	(1)	FLT	31396PDN8	January 2037
S	1	122,000,000(2)	NTL	(1)	INV/IO	31396PDP3	January 2037
FD(3)	2	135,432,882	SC/PT	(1)	FLT	31396PDQ1	July 2036
SD(3)	2	135,432,882(2)	NTL	(1)	INV/IO	31396PDR9	July 2036
SC(3)	2	135,432,882(2)	NTL	(1)	INV/IO	31396PDS7	July 2036
SB(3)	2	135,432,882(2)	NTL	(1)	INV/IO	31396PDT5	July 2036
SM(3)	3	89,041,000(2)	NTL	(1)	INV/IO	31396PDU2	May 2036
SN(3)	3	89,041,000(2)	NTL	(1)	INV/IO	31396PDV0	May 2036
SQ(3)	3	47,641,325(2)	NTL	(1)	INV/IO	31396PDW8	May 2036
SU(3)	3	47,641,325(2)	NTL	(1)	INV/IO	31396PDX6	May 2036
R		0	NPR	0	NPR	31396PDY4	January 2037
RL		0	NPR	0	NPR	31396PDZ1	January 2037

(1) Based on LIBOR.

(3) Exchangeable classes.

(2) Notional balances. These classes are interest only classes. See page S-8 for a description of how their notional balances are calculated.

If you own certificates of certain classes, you can exchange them for the corresponding RCR certificates to be issued at the time of the exchange. The FC, FB, SG, SE, SJ, SK, SW, SX and SL Classes are the RCR classes, as further described in this prospectus supplement.

The dealer will offer the certificates from time to time in negotiated transactions at varying prices. We expect the settlement date to be December 29, 2006.

Carefully consider the risk factors starting on page S-10 of this prospectus supplement and on page 10 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.

UBS Investment Bank

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AVAILABLE INFORMATION

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

- our Prospectus for Fannie Mae Guaranteed REMIC Pass-Through Certificates dated May 1, 2002 (the “REMIC Prospectus”);
- our Prospectus for Fannie Mae Guaranteed Mortgage Pass-Through Certificates (Single-Family Residential Mortgage Loans) dated January 1, 2006 (the “MBS Prospectus”);
- if you are purchasing any Group 2 or 3 Class or the R or RL Class, the disclosure documents relating to the applicable underlying REMIC and RCR certificates (the “Underlying REMIC Disclosure Documents”); and
- any information incorporated by reference in this prospectus supplement as discussed below under the heading “Incorporation by Reference.”

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

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

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

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

UBS Securities LLC
Prospectus Department
1000 Harbor Boulevard
Weehawken, New Jersey 07086
(telephone 201-352-6858).

INCORPORATION BY REFERENCE

In this prospectus supplement, we are incorporating by reference the MBS Prospectus described above. In addition, we are incorporating by reference the documents listed below. This means that we are disclosing information to you by referring you to these documents. These documents are considered part of this prospectus supplement, so you should read this prospectus supplement, and any applicable supplements or amendments, together with these documents.

You should rely only on the information provided or incorporated by reference in this prospectus supplement, the REMIC Prospectus, the MBS Prospectus and any applicable supplements or amendments.

We incorporate by reference the following documents we have filed, or may file, with the Securities and Exchange Commission (“SEC”):

- our Annual Report on Form 10-K for the fiscal year ended December 31, 2004 (“2004 10-K”), which includes consolidated financial statements for 2004 and a restatement of previously issued financial information for 2002, 2003, and the first two quarters of 2004;
- all other reports we have filed pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 since the end of the fiscal year covered by the 2004 10-K until the date of this prospectus supplement, excluding any information “furnished” to the SEC on Form 8-K; and

- all proxy statements that we file with the SEC and all documents that we file with the SEC pursuant to Section 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934 subsequent to the date of this prospectus supplement and prior to the completion of the offering of the certificates, excluding any information we “furnish” to the SEC on Form 8-K.

Any information incorporated by reference in this prospectus supplement is deemed to be modified or superseded for purposes of this prospectus supplement to the extent information contained or incorporated by reference in this prospectus supplement modifies or supersedes such information. In such case, the information will constitute a part of this prospectus supplement only as so modified or superseded.

We file annual, quarterly and current reports, proxy statements and other information with the SEC. You can obtain copies of the periodic reports we file with the SEC without charge by calling or writing our Office of Investor Relations, Fannie Mae, 3900 Wisconsin Avenue, NW, Washington, DC 20016, telephone: (202) 752-7115. The periodic and current reports that we file with the SEC are also available on our Web site. Information appearing on our Web site is not incorporated in this prospectus supplement except as specifically stated in this prospectus supplement.

In addition, you may read our SEC filings and other information about Fannie Mae at the offices of the New York Stock Exchange, the Chicago Stock Exchange and the Pacific Exchange. Our SEC filings are also available at the SEC’s Web site at www.sec.gov. We are providing the address of the SEC’s Web site solely for the information of prospective investors. Information appearing on the SEC’s Web site is not incorporated in this prospectus supplement except as specifically stated in this prospectus supplement.

RECENT DEVELOPMENTS

Our safety and soundness regulator, the Office of Federal Housing Enterprise Oversight (“OFHEO”), announced in July 2003 that it was conducting a special examination of our accounting policies and practices, and in September 2004 issued a preliminary report of its findings to date. OFHEO subsequently identified additional accounting and internal control issues in February 2005, and issued its Report of the Special Examination of Fannie Mae (the “OFHEO Report”) on May 23, 2006.

On December 22, 2004, we reported that the Audit Committee of our Board of Directors (the “Board”) had determined that our previously filed interim and audited financial statements and the independent auditor’s reports thereon for the period from January 2001 through the second quarter of 2004 should no longer be relied upon because such financial statements were prepared using accounting principles that did not comply with U.S. generally accepted accounting principles (“GAAP”). We subsequently initiated an extensive restatement and re-audit of our financial statements with our new independent auditor, Deloitte & Touche LLP.

On December 6, 2006, we filed our 2004 10-K, which includes consolidated financial statements for 2004 and a restatement of previously issued financial information for 2002, 2003, and the first two quarters of 2004. Restatement adjustments relating to periods prior to January 1, 2002 are presented in our 2004 10-K as adjustments to retained earnings as of December 31, 2001.

Our Board and management initiated numerous internal and external reviews of our accounting processes and controls, our financial reporting processes, and our application of GAAP, including an external investigation conducted by the law firm of Paul, Weiss, Rifkind, Wharton & Garrison LLP (“Paul Weiss”), under the direction of former U.S. Senator Warren Rudman. On February 23, 2006, the Paul Weiss report to the Special Committee of the Board was publicly released, and included numerous findings about Fannie Mae’s accounting policies, practices and systems, compensation practices, corporate governance, and internal controls. On February 24, 2006, we filed a Form 8-K with the U.S. Securities and Exchange Commission (the “SEC”) that includes the Paul Weiss report.

The OFHEO Report presents OFHEO's findings about Fannie Mae's corporate culture, executive compensation programs, accounting policies and internal controls, internal and external auditors, senior management, and the Board. In conjunction with the release of the OFHEO Report, Fannie Mae entered into settlement agreements with both OFHEO and the SEC on May 23, 2006. The settlement agreements require Fannie Mae to pay civil penalties totaling \$400 million. In addition, the settlement agreement with OFHEO requires Fannie Mae to undertake certain remedial actions within a specified time frame to address the recommendations contained in the OFHEO Report, including an undertaking by Fannie Mae not to increase its "mortgage portfolio" assets except as permitted by a plan to be submitted by Fannie Mae for approval by OFHEO. The settlement agreements constitute comprehensive settlements between Fannie Mae and both OFHEO and the SEC relating to the activities of Fannie Mae during the time period in question. Please refer to our Form 8-K filed with the SEC on May 30, 2006 for further information about the OFHEO Report and the settlement agreements. A complete copy of the OFHEO Report is available on OFHEO's website at www.ofheo.gov.

On July 20, 2006, the Federal Reserve Board implemented revisions to its payment systems risk policy requiring all government sponsored enterprises, including Fannie Mae, to fully fund their accounts with the Federal Reserve Banks before making payments to debt and mortgage-backed securities investors. Fannie Mae complied with this policy by entering into various funding agreements with market participants. In connection with this policy change, Fannie Mae also entered into a new fiscal agency agreement with the Federal Reserve Bank of New York. In addition, Fannie Mae, as trustee for its mortgage-backed securities, invests collections on mortgage loans underlying our mortgage-backed securities in highly rated financial instruments, which may include Fannie Mae's senior debt securities or other debt securities if certain rating requirements are satisfied.

On August 24, 2006, we announced that we had been advised by the United States Attorney's Office for the District of Columbia that it was discontinuing its investigation of Fannie Mae's accounting policies and practices, and did not plan to file charges against Fannie Mae. Please refer to our Form 8-K filed with the SEC on August 24, 2006 for further information.

We filed our 2004 10-K with the SEC on December 6, 2006. We have not filed Quarterly Reports on Form 10-Q for the first, second and third quarters of 2005 or the first, second and third quarters of 2006, nor have we filed our Annual Report on Form 10-K for the year ended December 31, 2005. Subject to the foregoing, see "Risk Factors—There is a lack of financial information about us available in the market" in the MBS Prospectus.

Forms 8-K that we file with the SEC prior to the completion of the offering of the certificates are incorporated by reference in this prospectus supplement. This means that we are disclosing information to you by referring you to those documents. You should refer to "Incorporation by Reference" above for further details on the information that we incorporate by reference in this prospectus supplement and where to find it.

REFERENCE SHEET

This reference sheet is not a summary of the transaction and does not contain complete information about the certificates. You should purchase the certificates only after reading this prospectus supplement and each of the additional disclosure documents listed on page S-3.

Assets Underlying Each Group of Classes

<u>Group</u>	<u>Assets</u>
1	Group 1 MBS
2	Class 2006-59-FL REMIC Certificate
	Class 2006-59-SL RCR Certificate
3	Class 2006-33-SN REMIC Certificate

Assumed Characteristics of the Mortgage Loans Underlying the Group 1 MBS (as of December 1, 2006)

<u>Approximate Principal Balance</u>	<u>Original Term to Maturity (in months)</u>	<u>Approximate Weighted Average Remaining Term to Maturity (in months)</u>	<u>Approximate Weighted Average Loan Age (in months)</u>	<u>Approximate Weighted Average Coupon</u>
\$38,000,000	360	355	4	7.617%
\$84,000,000	360	356	4	7.541%

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

Characteristics of the Underlying REMIC and RCR Certificates

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

Class Factors

The class factors are numbers that, when multiplied by the initial principal balance of a certificate, can be used to calculate the current principal balance of that certificate (after taking into account principal payments in the same month). We publish the class factors on or shortly after the 11th day of each month.

Settlement Date

We expect to issue the certificates on December 29, 2006.

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.

Book-Entry and Physical Certificates

We will issue the book-entry certificates through the U.S. Federal Reserve Banks, which will electronically track ownership of the certificates and payments on them. We will issue physical certificates in registered, certificated form.

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 certain certificates, you will be able to exchange them for a proportionate interest in the related RCR certificates as shown on Schedule 1. We will issue the RCR certificates upon such exchange. You can exchange your certificates by notifying us and paying an exchange fee. We use the principal and interest of the certificates exchanged to pay principal and interest on the related RCR certificates. Schedule 1 lists the available combinations of the certificates eligible for exchange and the related RCR certificates.

Interest Rates

During the initial interest accrual period, the F and S Classes will bear interest at the initial interest rates listed below. The initial interest rates listed for all other classes are assumed rates. During subsequent interest accrual periods, the floating rate and inverse floating rate classes will bear interest based on the formulas indicated below, but always subject to the specified maximum and minimum interest rates:

<u>Class</u>	<u>Initial Interest Rate</u>	<u>Maximum Interest Rate</u>	<u>Minimum Interest Rate</u>	<u>Formula for Calculation of Interest Rate (1)</u>
F	5.62%	7.00%	0.30%	LIBOR + 30 basis points
S	1.38%	6.70%	0.00%	6.70% – LIBOR
FD	5.60%*	7.00%	0.28%	LIBOR + 28 basis points
SD	0.02%*	0.02%	0.00%	6.72% – LIBOR
SC	0.13%*	0.13%	0.00%	6.70% – LIBOR
SB	1.25%*	6.57%	0.00%	6.57% – LIBOR
SM	1.28%*	6.60%	0.00%	6.60% – LIBOR
SN	0.60%*	0.60%	0.00%	7.20% – LIBOR
SQ	1.28%*	6.60%	0.00%	6.60% – LIBOR
SU	0.60%*	0.60%	0.00%	7.20% – LIBOR
FC	5.62%*	7.00%	0.30%	LIBOR + 30 basis points
FB	5.75%*	7.00%	0.43%	LIBOR + 43 basis points
SG	1.40%*	6.72%	0.00%	6.72% – LIBOR
SE	1.38%*	6.70%	0.00%	6.70% – LIBOR
SJ	1.88%*	7.20%	0.00%	7.20% – LIBOR
SK	1.88%*	7.20%	0.00%	7.20% – LIBOR
SW	1.28%*	6.60%	0.00%	6.60% – LIBOR
SX	0.60%*	0.60%	0.00%	7.20% – LIBOR
SL	1.88%*	7.20%	0.00%	7.20% – LIBOR

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

* Assumed initial interest rate. We will calculate the actual initial interest rate for this class on December 21, 2006 using the applicable formula.

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

Notional Classes

A notional class will not receive any principal. Its notional principal balance is the balance used to calculate accrued interest. The notional principal balances will equal the percentages of the outstanding balances specified below immediately before the related distribution date:

<u>Class</u>	
S	100% of the F Class
SD	100% of the FD Class
SC	100% of the FD Class
SB	100% of the FD Class
SM, SN, SQ and SU(1)	200% of the Group 3 Underlying REMIC Certificate
SE	100% of the FD Class
SG	100% of the FD Class
SJ	100% of the SM Class
SK	100% of the SQ Class
SL	100% of the <i>sum</i> of the SM and SQ Classes
SW	100% of the <i>sum</i> of the SM and SQ Classes
SX	100% of the <i>sum</i> of the SM and SQ Classes

- (1) The sum of these notional principal balances will equal the applicable percentage of the specified balance. On each distribution date, an amount equal to two times the reduction in the notional principal balance of the Group 3 Underlying REMIC Certificate on that date will be allocated in reduction of the notional principal balances of the SM, SN, SQ and SU Classes as follows:

first, concurrently, to the SM and SN Classes, pro rata (or 50% and 50%, respectively), until the notional principal balance of each such class is reduced to its Planned Balance for that distribution date;

second, concurrently, to the SQ and SU Classes, pro rata (or 50% and 50%, respectively), until their notional principal balances are reduced to zero; and

third, concurrently, to the SM and SN Classes, pro rata, without regard to the Planned Balance of either class and until the notional principal balance of each such class is reduced to zero.

Distributions of Principal

Group 1 Principal Distribution Amount

To the F Class to zero.

Group 2 Principal Distribution Amount

To the FD Class to zero.

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

Weighted Average Lives (years) *

<u>Group 1 Classes</u>	<u>PSA Prepayment Assumption</u>				
	<u>0%</u>	<u>100%</u>	<u>225%</u>	<u>300%</u>	<u>500%</u>
F and S	21.3	11.5	6.9	5.5	3.6
<u>Group 2 Classes</u>	<u>PSA Prepayment Assumption</u>				
	<u>0%</u>	<u>100%</u>	<u>209%</u>	<u>300%</u>	<u>500%</u>
FD, SD, SC, SB, FC, FB, SG and SE	18.5	9.9	6.2	4.5	2.7
<u>Group 3 Classes</u>	<u>PSA Prepayment Assumption</u>				
	<u>0%</u>	<u>100%</u>	<u>246%</u>	<u>300%</u>	<u>500%</u>
SM, SN and SJ	15.1	5.9	5.9	5.9	3.7
SQ, SU and SK	25.7	17.5	4.5	2.0	0.8
SW, SX and SL	18.8	10.0	5.5	4.6	2.7

* Determined as specified under “Description of the Certificates—Weighted Average Lives of the Certificates” in this prospectus supplement.

ADDITIONAL RISK FACTORS

The rate of principal payments on the certificates will be affected by the rate of principal payments on the underlying mortgage loans. The rate at which you receive principal payments on the certificates will be sensitive to the rate of principal payments on the mortgage loans underlying the related MBS, including prepayments. Because borrowers generally may prepay their mortgage loans at any time without penalty, the rate of principal payments on the mortgage loans is likely to vary over time. It is highly unlikely that the mortgage loans will prepay

- at any of the prepayment rates we assumed in this prospectus supplement, or
- at any constant prepayment rate until maturity.

Payments on the Group 2 and Group 3 Classes also will be affected by the payment priorities governing the related underlying REMIC and RCR certificates. If you invest in any Group 2 or Group 3 Classes, the rate at which you receive payments also will be affected by the applicable priority sequences affecting payments on the related underlying REMIC and RCR certificates.

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

Yields may be lower than expected due to unexpected rate of principal payments. The actual yield on your certificates probably will be lower than you expect:

- if you buy your certificates at a premium and principal payments are faster than you expect, or
- if you buy your certificates at a discount and principal payments are slower than you expect.

Furthermore, in the case of interest only certificates and certificates purchased at a premium, you could lose money on your investment if prepayments occur at a rapid rate.

Hurricanes in the Gulf Coast region may present risk of increased mortgage loan prepayments. In August and September 2005, Hurricane Katrina and Hurricane Rita resulted in catastrophic damage to the Gulf Coast of the United States, including portions of coastal and inland Alabama, Florida, Louisiana, Mississippi and Texas. Hundreds of thousands of people were displaced and interruptions in the regional economy remain significant. A prolonged economic downturn in the Gulf Coast region could lead to increased borrower defaults on mortgage loans in the affected areas, in turn resulting in early payments of principal of the certificates backed by those mortgage loans. Additionally, casualty losses on mortgage properties with hurricane or flood damage may result in early payments of principal of the related certificates.

You must make your own decisions about the various applicable assumptions, including prepayment assumptions, when deciding whether to purchase the certificates.

Weighted average lives and yields on the certificates are affected by actual characteristics of the underlying mortgage loans. We have assumed that the mortgage loans underlying the Group 1 MBS have certain characteristics. However, the actual mortgage loans probably will have different characteristics from those we assumed. As a result, your yields could be lower than you expect, even if the mortgage loans prepay at the indicated constant prepayment rates. In addition, slight differences between the assumed mortgage loan characteristics and the actual mortgage loans could affect the weighted average lives of the classes of certificates.

Level of floating rate index affects yields on certain certificates. The yield on any floating rate or inverse floating rate certificate will be affected by the level of its interest rate index. If the level of the index differs from the level you expect, then your actual yield may be lower than you expect.

Reinvestment of certificate payments may not achieve same yields as certificates. The rate of principal payments of the certificates is uncertain. You may be unable to reinvest the pay-

ments on the certificates at the same yields provided by the certificates.

Unpredictable timing of last payment affects yields on certificates. The actual final payment of your class is likely to occur earlier, and could occur much earlier, than the final distribution date listed on the cover page of this prospectus supplement. If you assume that the actual final payment will occur on the final distribution date specified, your yield could be lower than you expect.

Some investors may be unable to buy certain classes. Investors whose investment activities are subject to legal investment laws and regulations, or to review by regulatory authorities, may be unable to buy certain certificates. You should obtain legal advice to determine whether you may purchase the certificates.

Uncertain market for the certificates could make them difficult to sell and cause their values to fluctuate. We cannot be sure that a market for resale of the certificates will develop. Further, if a market develops, it may not continue or be sufficiently liquid to allow you to sell your certificates. Even if you are able to sell your certificates, the sale price may not be comparable to similar investments that have a developed market. Moreover, you may not be able to sell small or large amounts of certificates at prices compa-

rable to those available to other investors. You should purchase certificates only if you understand and can tolerate the risk that the value of your certificates will vary over time and that your certificates may not be easily sold.

Terrorist activities and related military and political actions by the U.S. government could cause reductions in investor confidence and substantial market volatility in real estate and securities markets. It is impossible to predict the extent to which terrorist activities may occur or, if they do occur, the extent of the effect on the certificates. Moreover, it is uncertain what effects any past or future terrorist activities or any related military or political actions on the part of the United States government and others will have on the United States and world financial markets, local, regional and national economies, real estate markets across the United States, or particular business sectors, including those affecting the performance of mortgage loan borrowers. Among other things, reduced investor confidence could result in substantial volatility in securities markets and a decline in real estate-related investments. In addition, defaults on the mortgage loans could increase, causing early payments of principal to you and, regardless of the performance of the underlying mortgage loans, the liquidity and market value of the certificates may be impaired.

DESCRIPTION OF THE CERTIFICATES

The material under this heading summarizes certain 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”) and a separate trust (the “Lower Tier REMIC”) pursuant to a trust agreement dated as of September 1, 2006 and a supplement thereto dated as of December 1, 2006 (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 September 1, 2006 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 Trust and the Lower Tier REMIC each will constitute a “real estate mortgage investment conduit” (“REMIC”) under the Internal Revenue Code of 1986, as amended (the “Code”).

- The REMIC Certificates (except the R and RL Classes) will be “regular interests” in the Trust.
- The R Class will be the “residual interest” in the Trust.
- The interests in the Lower Tier REMIC other than the RL Class (the “Lower Tier Regular Interests”) will be the “regular interests” in the Lower Tier REMIC.
- The RL Class will be the “residual interest” in the Lower Tier REMIC.

The assets of the Trust will consist of the Lower Tier Regular Interests.

The assets of the Lower Tier REMIC will consist of

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

The assets of the Underlying REMIC Trusts evidence direct or indirect beneficial ownership interests in certain Fannie Mae Guaranteed Mortgage Pass-Through Certificates (together with the Group 1 MBS, the “MBS”).

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

Fannie Mae Guaranty. We guarantee that the following amounts will be available for distribution to Certificateholders:

- required installments of principal and interest on the Certificates on time, and
- the principal balance of each other Class of Certificates no later than its Final Distribution Date, whether or not we have received sufficient payments on the MBS.

In addition, we guarantee that the following amounts will be available for distribution to each holder of an MBS:

- scheduled installments of principal and interest on the underlying Mortgage Loans on time, whether or not the related borrowers pay us, and
- the full principal balance of any foreclosed Mortgage Loan, whether or not we recover it.

Our guaranty obligations with respect to the Underlying REMIC Certificates are described in the Underlying REMIC Disclosure Documents. Our guarantees are not backed by the full faith and credit of the United States. See “Description of Certificates—The Fannie Mae Guaranty” in the REMIC Prospectus, “Description of the Certificates—Fannie Mae Guaranty” in the MBS Prospectus, and “Description of the Certificates—General—*Fannie Mae Guaranty*” in the Underlying REMIC Disclosure Documents.

Characteristics of Certificates. We will issue the Certificates (except the R and RL Classes) 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.” A Holder is not necessarily the beneficial owner of a Certificate. Beneficial owners ordinarily will hold Certificates through one or more financial

intermediaries, such as banks, brokerage firms and securities clearing organizations. See “Description of Certificates—Denominations and Form” in the REMIC Prospectus.

We will issue the R and RL Certificates in fully registered, certificated form. The “Holder” or “Certificateholder” of the R or RL Certificate is its registered owner. The R or RL 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 the R or RL Certificate and may require payment to cover any tax or other governmental charge. See also “—Characteristics of the R and RL Classes” below.

The Holder of the R Class will receive the proceeds of any remaining assets of the Trust, and the Holder of the RL Class will receive the proceeds of any remaining assets of the Lower Tier REMIC, in each case only by presenting and surrendering the related Certificate at the office of the Paying Agent. US Bank will be the initial Paying Agent.

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

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

We will issue the R and RL Classes as single Certificates with no principal balances.

Distribution Dates. We will make monthly payments on the Certificates on the 25th day of each month (or, if the 25th is not a business day, on the first business day after the 25th). We refer to each of these dates as a “Distribution Date.” We will make the first payments to Certificateholders the month after we issue the Certificates.

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.

Class Factors. On or shortly after the eleventh calendar day of each month, we will publish a factor (carried to eight decimal places) for each Class of Certificates. When the applicable class factor is multiplied by the original principal balance (or notional principal balance) of a Certificate of any Class, the product will equal the current principal balance (or notional principal balance) of that Certificate after taking into account payments on the Distribution Date in the same month.

No Optional Termination. We have no option to effect an early termination of the Lower Tier REMIC or the Trust. Further, we will not repurchase the Mortgage Loans underlying any MBS in a “clean-up call.” See “Description of the Certificates—Termination” in the MBS Prospectus.

Voting the Underlying REMIC Certificates. Holders of the Underlying REMIC Certificates may be asked to vote on issues arising under the related trust agreements. If so, the Trustee will vote the Underlying REMIC Certificates as instructed by Holders of Certificates of the related Classes. The Trustee must receive instructions from Holders of Certificates having principal balances totaling at least 51% of the aggregate principal balance of the related Classes.

Combination and Recombination

General. You are permitted to exchange all or a portion of the Group 2 and Group 3 Classes of REMIC Certificates for a proportionate interest in the related RCR Certificates in the combinations shown on Schedule 1. You also may exchange all or a portion of the RCR Certificates for the related REMIC Certificates in the same manner. This process may occur repeatedly.

Holders of RCR Certificates will be the beneficial owners of a proportionate interest in the related REMIC Certificates and will receive a proportionate share of the distributions on the related REMIC Certificates.

The Classes of REMIC Certificates and RCR Certificates that are outstanding at any given time, and the outstanding principal balances (or notional principal balances) of these Classes, will depend upon any related distributions of principal, as well as any exchanges that occur. REMIC Certificates and RCR Certificates may be exchanged only in the proportions shown on Schedule 1.

Procedures. If a Certificateholder wishes to exchange Certificates, the Certificateholder must notify our Structured Transactions Department through one of our “REMIC Dealer Group” dealers in writing or by telefax no later than two business days before the proposed exchange date. The exchange date can be any business day other than the first or last business day of the month subject to our approval. The notice must include the outstanding principal balance of both the Certificates to be exchanged and the Certificates to be received, and the proposed exchange date. After receiving the Holder’s notice, we will telephone the dealer with delivery and wire payment instructions. Notice becomes irrevocable on the second business day before the proposed exchange date.

In connection with each exchange, the Holder must pay us a fee equal to 1/32 of 1% of the outstanding principal balance (exclusive of any notional principal balance) of the Certificates to be exchanged. In no event, however, will our fee be less than \$2,000.

We will make the first distribution on a REMIC Certificate or an RCR Certificate received in an exchange transaction on the Distribution Date in the following month. We will make that distribution to the Holder of record as of the close of business on the last day of the month of the exchange.

Additional Considerations. The characteristics of RCR Certificates will reflect the characteristics of the REMIC Certificates used to form those RCR Certificates. You should also consider a number of factors that will limit a Certificateholder’s ability to exchange REMIC Certificates for RCR Certificates or vice versa:

- At the time of the proposed exchange, a Certificateholder must own Certificates of the related Class or Classes in the proportions necessary to make the desired exchange.
- A Certificateholder that does not own the Certificates may be unable to obtain the necessary REMIC Certificates or RCR Certificates.
- 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.
- The Certificateholder of needed Certificates may refuse to sell them at a reasonable price (or any price) or may be unable to sell them.
- Certain Certificates may have been purchased and placed into other financial structures and thus be unavailable.
- Principal distributions will decrease the amounts available for exchange over time.
- Only the combinations listed on Schedule 1 are permitted.

The Group 1 MBS

The following table contains certain information about the Group 1 MBS. The Group 1 MBS will have the aggregate unpaid principal balance and Pass-Through Rate shown below and the general characteristics described in the MBS Prospectus. The Group 1 MBS provide that principal and interest on the related Mortgage Loans are passed through monthly. The Mortgage Loans underlying the Group 1 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. See “The Mortgage Pools” and “Yield, Maturity, and Prepayment Considerations” in the MBS Prospectus.

We expect the characteristics of the Group 1 MBS and the related Mortgage Loans as of the Issue Date to be as follows:

Aggregate Unpaid Principal Balance	\$122,000,000
MBS Pass-Through Rate	7.00%
Range of WACs (annual percentages)	7.25% to 9.50%
Range of WAMs	241 months to 360 months
Approximate Weighted Average WAM	356 months
Approximate Weighted Average WALA (weighted average loan age)	4 months

The Underlying REMIC Certificates

The Underlying REMIC Certificates represent beneficial ownership interests in the related Underlying REMIC Trusts. The assets of those trusts evidence direct or indirect beneficial ownership interests in certain MBS having the general characteristics set forth in the MBS Prospectus. Distributions on the Underlying REMIC Certificates will be passed through monthly, beginning in the month after we issue the Certificates. The general characteristics of the Underlying REMIC Certificates are described in the related Underlying REMIC Disclosure Documents. See Exhibit A for additional information about the Underlying REMIC Certificates.

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.

For further information about the Underlying REMIC Certificates, telephone us at 1-800-237-8627. 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.

Final Data Statement

After issuing the Certificates, we will prepare a Final Data Statement containing certain information, including the principal or notional principal balances of the Underlying REMIC Certificates as of the Issue Date and, with respect to the Group 1 MBS, the Pool number, the current WAC (or original WAC, if the current WAC is not available) and the current WAM (or Adjusted WAM, if the current WAM is not available) of the Mortgage Loans underlying each of the Group 1 MBS as of the Issue Date. The Final Data Statement also will include the weighted averages of all the current or original WACs and the weighted averages of all the current or Adjusted WAMs, based on the current unpaid principal balances of the Mortgage Loans underlying each of the Group 1 MBS as of the Issue Date. You may obtain the Final Data Statement by telephoning us at 1-800-237-8627. In addition, the Final Data Statement is available on our corporate Web site at www.fanniemae.com.

Distributions of Interest

Categories of Classes

For the purpose of interest payments, the Classes will be categorized as follows:

<u>Interest Type*</u>	<u>Classes</u>
Group 1 Classes	
Floating Rate	F
Inverse Floating Rate	S
Interest Only	S

<u>Interest Type*</u>	<u>Classes</u>
Group 2 Classes	
Floating Rate	FD
Inverse Floating Rate	SD, SC and SB
Interest Only	SD, SC and SB
RCR**	FC, FB, SG and SE
Group 3 Classes	
Inverse Floating Rate	SM, SN, SQ and SU
Interest Only	SM, SN, SQ and SU
RCR**	SJ, SK, SW, SX and SL
No Payment Residual	R and RL

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

** See “—Combination and Recombination” above and Schedule 1 for a further description of the RCR Classes.

General. We will pay interest on the Certificates at the applicable annual interest rates specified on the cover or described in this prospectus supplement. We calculate interest based on an assumed 360-day year consisting of twelve 30-day months. We pay interest monthly on each Distribution Date, beginning in the month after the Settlement Date specified in the Reference Sheet.

Interest to be paid on each Certificate on a Distribution Date will consist of one month’s interest on the outstanding balance of that Certificate immediately prior to that Distribution Date.

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

Interest Accrual Period. Interest to be paid on each Distribution Date will accrue on the Certificates during the one-month period set forth below (the “Interest Accrual Period”).

<u>Classes</u>	<u>Interest Accrual Period</u>
All interest-bearing Classes	One-month period beginning on the 25th day of the month preceding the month in which the Distribution Date occurs

Notional Classes. The Notional Classes will not have principal balances. During each Interest Accrual Period, the Notional Classes will bear interest on their notional principal balances at their applicable interest rates. The notional principal balances of the Notional Classes will be calculated as specified under “Reference Sheet—Notional Classes” in this prospectus supplement.

We use the notional principal balance of a Notional Class to determine interest payments on that Class. Although a Notional Class will not have a principal balance and will not be entitled to any principal payments, we will publish a class factor for that Class. References in this prospectus supplement to the principal balances of the Certificates generally shall refer also to the notional principal balances of the Notional Classes.

Floating Rate and Inverse Floating Rate Classes. During each Interest Accrual Period, the Floating Rate and Inverse Floating Rate Classes will bear interest at rates determined as described under “Reference Sheet—Interest Rates” in this prospectus supplement.

Changes in the specified interest rate index (the “Index”) will affect the yields with respect to the related Classes. These changes may not correspond to changes in mortgage interest rates. Lower mortgage interest rates could occur while an increase in the level of the Index occurs. Similarly, higher mortgage interest rates could occur while a decrease in the level of the Index occurs.

Our establishment of each Index value and our determination of the interest rate for each applicable Class for the related Interest Accrual Period will be final and binding in the absence of manifest error. You may obtain each such interest rate by telephoning us at 1-800-237-8627.

Calculation of LIBOR

On each Index Determination Date, we will calculate LIBOR for the related Interest Accrual Period. We will calculate LIBOR on the basis of the “BBA Method,” as described in the REMIC Prospectus under “Description of Certificates—Indexes for Floating Rate Classes and Inverse Floating Rate Classes—*LIBOR*.”

If we are unable to calculate LIBOR on the initial Index Determination Date, LIBOR for the following Interest Accrual Period will be equal to 5.32% in the case of the F and S Classes, and will be equal to LIBOR as determined for the related Underlying REMIC Certificates in the case of all other Floating Rate and Inverse Floating Rate Classes.

Distributions of Principal

Categories of Classes

For the purpose of principal payments, the Classes fall into the following categories:

<u>Principal Type*</u>	<u>Classes</u>
Group 1 Classes	
Pass-Through	F
Notional	S
Group 2 Classes	
Structured Collateral/Pass-Through	FD
Notional	SD, SC and SB
RCR**	FC, FB, SG and SE
Group 3 Classes	
Notional	SM, SN, SQ and SU
RCR**	SJ, SK, SW, SX and SL
No Payment Residual	R and RL

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

** See “—Combination and Recombination” above and Schedule 1 for a further description of the RCR Classes.

Principal Distribution Amount

On the Distribution Date in each month, we will pay principal on the Certificates in an aggregate amount (the “Principal Distribution Amount”) equal to the sum of

- the principal then paid on the Group 1 MBS (the “Group 1 Principal Distribution Amount”), and
- the principal then paid on the Group 2 Underlying REMIC and RCR Certificates (the “Group 2 Principal Distribution Amount”).

Group 1 Principal Distribution Amount

On each Distribution Date, we will pay the Group 1 Principal Distribution Amount as principal of the F Class, until its principal balance is reduced to zero. } **Pass-Through Class**

Group 2 Principal Distribution Amount

On each Distribution Date, we will pay the Group 2 Principal Distribution Amount as principal of the FD Class, until its principal balance is reduced to zero. } **Structured Collateral / Pass-Through Class**

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

Structuring Assumptions

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

- the Mortgage Loans underlying the Group 1 MBS have the original term to maturity, remaining terms to maturity, WALA and interest rates specified under “Reference Sheet—Assumed Characteristics of the Mortgage Loans Underlying the Group 1 MBS” in this prospectus supplement;
- the Mortgage Loans prepay at the constant percentages of PSA specified in the related tables;
- the settlement date for the sale of the Certificates is December 29, 2006; and
- each Distribution Date occurs on the 25th day of a month.

Prepayment Assumptions. Prepayments of mortgage loans commonly are measured relative to a prepayment standard or model. The model used in this prospectus supplement is The Bond Market Association’s standard prepayment model (“PSA”). To assume a specified rate of PSA is to assume a specified rate of prepayment each month of the then-outstanding principal balance of a pool of new mortgage loans computed as described under “Description of Certificates—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.

Structuring Range. The Notional Principal Balance Schedule is found beginning on page B-1 of this prospectus supplement. The Notional Principal Balance Schedule has been prepared on the basis of the Pricing Assumptions and the assumption that the related Mortgage Loans will prepay at a constant PSA rate within the Structuring Range set forth below.

<u>Notional Principal Balance Schedule References</u>	<u>Related Classes</u>	<u>Structuring Range</u>
Planned Notional Balances	SM and SN	Between 100% and 300% PSA

We cannot assure you that the notional principal balances of the Classes listed above will conform on any Distribution Date to the specified balance in the Notional Principal Balance Schedule. As a result, we cannot assure you that notional principal balance reductions of the Classes listed above will begin or end on the Distribution Dates specified in the Notional Principal Balance Schedule. We will allocate any excess notional principal balance reductions over the amount needed to reduce a Class to its scheduled balance on a Distribution Date. Accordingly, the ability to reduce a Class to its scheduled balance will not be improved by the averaging of high and low notional principal balance reductions from month to month. In addition, even if the related Mortgage Loans prepay at rates falling within the Structuring Range, notional principal balance reductions may be insufficient to reduce the applicable Classes to their scheduled balances if the prepayments do not occur at a *constant* PSA rate. Moreover, because of the diverse remaining terms to maturity of the related Mortgage Loans, which may include recently originated Mortgage Loans, the Classes specified above may not be reduced to their scheduled balances, even if prepayments occur at a *constant* rate within the Structuring Range specified above.

Initial Effective Range. The Effective Range for a Class is the range of prepayment rates (measured by *constant* PSA rates) which would reduce that Class to its scheduled balance on each

Distribution Date. The Initial Effective Range shown in the table below is based upon the assumed characteristics of the related Mortgage Loans specified in the Pricing Assumptions.

<u>Classes</u>	<u>Initial Effective Range</u>
SM and SN	Between 100% and 300% PSA

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. The actual Effective Range calculated on the basis of the actual characteristics is likely to differ from the Initial Effective Range. As a result, the applicable Classes might not be reduced to their scheduled balances even if prepayments were to occur at a *constant* PSA rate within the Initial Effective Range. This is so particularly if the rate were at the lower or higher end of this range. In addition, even if prepayments occur at rates falling within the actual Effective Range, notional principal balance reductions may be insufficient to reduce the applicable Classes to their scheduled balances if such prepayments do not occur at a *constant* PSA rate. It is highly unlikely that the related Mortgage Loans will prepay at any *constant* PSA rate. In general, the actual Effective Range may narrow, widen or shift upward or downward to reflect actual prepayment experience over time.

The stability in notional principal balance reduction of the Classes specified below will be supported by the corresponding supporting Classes as indicated in the following table:

<u>Classes</u>	<u>Supporting Classes</u>
Group 3 SM and SN	SQ and SU

When the supporting Classes are retired, the Classes they support, if still outstanding, may no longer have Effective Ranges and will be more sensitive to prepayments.

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. 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 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 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 “Reference Sheet—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 those Classes (expressed in each case as a percentage of original principal balance) are as follows:

<u>Class</u>	<u>Price*</u>
S	3.5000%
SD	0.0500%
SC	0.4375%
SB	5.5000%
SM	5.5000%
SN	2.0000%
SQ	6.0000%
SU	3.0000%
SG	6.5000%
SE	6.0000%
SJ	7.5000%
SK	9.5000%
SW	5.5000%
SX	2.0000%
SL	8.0000%

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

**Sensitivity of the S 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>225%</u>	<u>300%</u>	<u>500%</u>
1.320%	189.1%	186.7%	180.9%	177.3%	167.7%
3.320%	109.2%	106.8%	100.9%	97.3%	87.5%
5.320%	38.9%	36.3%	29.7%	25.7%	14.7%
6.700%	*	*	*	*	*

* The pre-tax yield to maturity would be less than (99.9)%.

**Sensitivity of the SD 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>209%</u>	<u>300%</u>	<u>500%</u>
6.700% and below	37.7%	34.1%	26.1%	19.1%	2.9%
6.710%	15.2%	11.9%	4.5%	(1.8)%	(16.7)%
6.720%	*	*	*	*	*

* The pre-tax yield to maturity would be 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>209%</u>	<u>300%</u>	<u>500%</u>
6.570% and below	25.9%	22.4%	14.7%	8.1%	(7.4)%
6.635%	9.1%	5.9%	(1.3)%	(7.5)%	(22.0)%
6.700% and above	*	*	*	*	*

* The pre-tax yield to maturity would be less than (99.9)%.

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption</u>				
	<u>50%</u>	<u>100%</u>	<u>209%</u>	<u>300%</u>	<u>500%</u>
1.320%	103.3%	98.8%	88.9%	80.2%	60.2%
3.320%	59.0%	55.1%	46.4%	38.9%	21.4%
5.320%	18.0%	14.7%	7.2%	0.7%	(14.3)%
6.570% and above	*	*	*	*	*

* The pre-tax yield to maturity would be less than (99.9)%.

**Sensitivity of the SM 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>246%</u>	<u>300%</u>	<u>500%</u>
1.320%	100.3%	93.1%	93.1%	93.1%	87.3%
3.320%	56.1%	49.4%	49.4%	49.4%	40.9%
5.320%	14.2%	7.8%	7.8%	7.8%	(4.4)%
6.600% and above	*	*	*	*	*

* The pre-tax yield to maturity would be less than (99.9)%.

**Sensitivity of the SN 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>246%</u>	<u>300%</u>	<u>500%</u>
6.600% and below	22.2%	15.7%	15.7%	15.7%	4.2%
6.900%	4.0%	(2.1)%	(2.1)%	(2.1)%	(15.0)%
7.200%	*	*	*	*	*

* The pre-tax yield to maturity would be less than (99.9)%.

**Sensitivity of the SQ 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>246%</u>	<u>300%</u>	<u>500%</u>
1.320%	100.4%	100.4%	63.5%	42.6%	(54.5)%
3.320%	59.7%	59.7%	28.6%	4.3%	(92.1)%
5.320%	22.0%	21.2%	(0.5)%	(38.0)%	*
6.600% and above	*	*	*	*	*

* The pre-tax yield to maturity would be less than (99.9)%.

**Sensitivity of the SU 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>246%</u>	<u>300%</u>	<u>500%</u>
6.600% and below	20.5%	19.6%	(1.6)%	(40.1)%	*
6.900%	8.5%	6.9%	(10.3)%	(58.2)%	*
7.200%	*	*	*	*	*

* The pre-tax yield to maturity would be less than (99.9)%.

**Sensitivity of the SG 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>209%</u>	<u>300%</u>	<u>500%</u>
1.320%	87.7%	83.4%	73.9%	65.7%	46.5%
3.320%	51.1%	47.3%	38.8%	31.5%	14.5%
5.320%	16.6%	13.3%	5.9%	(0.5)%	(15.5)%
6.720%	*	*	*	*	*

* The pre-tax yield to maturity would be less than (99.9)%.

**Sensitivity of the SE 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>209%</u>	<u>300%</u>	<u>500%</u>
1.320%	96.0%	91.6%	81.9%	73.4%	53.8%
3.320%	55.8%	51.9%	43.4%	35.9%	18.6%
5.320%	18.3%	15.0%	7.5%	1.0%	(14.0)%
6.700% and above	*	*	*	*	*

* The pre-tax yield to maturity would be less than (99.9)%.

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

LIBOR	PSA Prepayment Assumption				
	50%	100%	246%	300%	500%
1.320%	78.6%	71.6%	71.6%	71.6%	64.7%
3.320%	47.0%	40.3%	40.3%	40.3%	31.1%
5.320%	16.4%	9.9%	9.9%	9.9%	(2.1)%
7.200%	*	*	*	*	*

* The pre-tax yield to maturity would be less than (99.9)%.

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

LIBOR	PSA Prepayment Assumption				
	50%	100%	246%	300%	500%
1.320%	68.2%	68.1%	35.6%	12.5%	(83.9)%
3.320%	43.8%	43.5%	15.7%	(12.2)%	*
5.320%	20.2%	19.3%	(1.8)%	(40.4)%	*
7.200%	*	*	*	*	*

* The pre-tax yield to maturity would be less than (99.9)%.

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

LIBOR	PSA Prepayment Assumption				
	50%	100%	246%	300%	500%
1.320%	104.2%	99.8%	86.5%	81.4%	61.5%
3.320%	59.8%	55.9%	44.3%	39.8%	22.5%
5.320%	18.7%	15.4%	5.3%	1.5%	(13.5)%
6.600% and above	*	*	*	*	*

* The pre-tax yield to maturity would be less than (99.9)%.

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

LIBOR	PSA Prepayment Assumption				
	50%	100%	246%	300%	500%
6.600% and below	26.3%	22.9%	12.5%	8.6%	(6.9)%
6.900%	9.4%	6.2%	(3.5)%	(7.2)%	(21.6)%
7.200%	*	*	*	*	*

* The pre-tax yield to maturity would be less than (99.9)%.

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

LIBOR	PSA Prepayment Assumption				
	50%	100%	246%	300%	500%
1.320%	76.3%	72.2%	59.9%	55.2%	37.0%
3.320%	46.9%	43.2%	32.1%	27.8%	11.2%
5.320%	19.0%	15.6%	5.6%	1.7%	(13.3)%
7.200%	*	*	*	*	*

* The pre-tax yield to maturity would be less than (99.9)%.

Weighted Average Lives of the Certificates

The weighted average life of a Certificate is determined by

- (a) multiplying the amount of the reduction, if any, of the principal balance of the Certificate from one Distribution Date to the next Distribution Date by the number of years from the Settlement Date to the second such Distribution Date,
- (b) summing the results, and
- (c) dividing the sum by the aggregate amount of the reductions in principal balance of the Certificate referred to in clause (a).

For a description of the factors which may influence the weighted average life of a Certificate, see “Description of Certificates—Weighted Average Life and Final Distribution Date” 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 payments,
- the priority sequence of notional principal balance reductions of the Group 3 Classes, and
- in the case of the Group 3 Classes, the notional principal balance reductions of certain Classes in accordance with the Notional Principal Balance Schedule.

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. However, in the case of the information set forth for each Class under 0% PSA, we assumed that the underlying 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 Relating to 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	9.50%
Group 2 Underlying REMIC and RCR Certificates	360 months	331 months	8.00%
Group 3 Underlying REMIC Certificate	360 months	335 months	8.00%

It is unlikely

- that all of the underlying Mortgage Loans will have the interest rates, WALAs or remaining terms to maturity assumed or
- that the underlying 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	F and S† Classes					FD, SD†, SC†, SB†, FC, FB, SG† and SE† Classes					SM†, SN† and SJ† Classes				
	PSA Prepayment Assumption					PSA Prepayment Assumption					PSA Prepayment Assumption				
	0%	100%	225%	300%	500%	0%	100%	209%	300%	500%	0%	100%	246%	300%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
December 2007	99	97	94	93	89	99	93	86	81	69	98	89	89	89	89
December 2008	99	92	84	79	68	98	86	74	65	47	97	78	78	78	73
December 2009	98	85	72	64	47	97	79	64	52	33	95	68	68	68	50
December 2010	97	79	61	52	33	95	73	55	42	22	93	59	59	59	35
December 2011	96	73	52	42	22	94	67	47	34	15	91	50	50	50	24
December 2012	95	68	45	34	16	92	61	40	27	10	89	41	41	41	16
December 2013	94	63	38	28	11	91	56	34	22	7	86	34	34	34	11
December 2014	93	58	32	22	7	89	52	29	17	5	83	27	27	27	8
December 2015	92	54	27	18	5	87	47	25	14	3	81	21	21	21	5
December 2016	90	49	23	14	3	85	43	21	11	2	77	17	17	17	3
December 2017	89	45	20	11	2	82	39	18	9	2	74	13	13	13	2
December 2018	87	41	17	9	2	80	35	15	7	1	70	11	11	11	2
December 2019	85	38	14	7	1	77	32	12	5	1	66	8	8	8	1
December 2020	83	35	12	6	1	74	28	10	4	*	62	7	7	7	1
December 2021	81	31	10	5	1	71	25	9	3	*	57	5	5	5	*
December 2022	78	28	8	4	*	68	22	7	2	*	52	4	4	4	*
December 2023	75	25	7	3	*	64	19	6	2	*	47	3	3	3	*
December 2024	72	23	6	2	*	60	17	5	1	*	41	2	2	2	*
December 2025	69	20	4	2	*	56	15	4	1	*	34	2	2	2	*
December 2026	65	18	4	1	*	51	12	3	1	*	27	1	1	1	*
December 2027	61	15	3	1	*	46	10	2	1	*	19	1	1	1	*
December 2028	56	13	2	1	*	40	8	2	*	*	11	1	1	1	*
December 2029	51	11	2	1	*	34	6	1	*	*	2	*	*	*	*
December 2030	46	9	1	*	*	28	5	1	*	*	*	*	*	*	*
December 2031	40	7	1	*	*	21	3	*	*	*	*	*	*	*	*
December 2032	33	6	1	*	*	13	1	*	*	*	*	*	*	*	*
December 2033	26	4	*	*	*	5	*	*	*	*	*	*	*	*	*
December 2034	18	2	*	*	*	0	0	0	0	0	0	0	0	0	0
December 2035	10	1	*	*	*	0	0	0	0	0	0	0	0	0	0
December 2036	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average															
Life (years)**	21.3	11.5	6.9	5.5	3.6	18.5	9.9	6.2	4.5	2.7	15.1	5.9	5.9	5.9	3.7

Date	SQ†, SU† and SK† Classes					SW†, SX† and SL† Classes				
	PSA Prepayment Assumption					PSA Prepayment Assumption				
	0%	100%	246%	300%	500%	0%	100%	246%	300%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100
December 2007	100	100	76	67	33	99	93	84	81	69
December 2008	100	100	57	42	0	98	86	71	65	48
December 2009	100	100	43	24	0	97	79	59	53	33
December 2010	100	100	32	12	0	95	73	49	42	23
December 2011	100	100	26	5	0	94	67	41	34	15
December 2012	100	100	21	1	0	93	62	34	27	11
December 2013	100	100	19	0	0	91	57	29	22	7
December 2014	100	99	18	0	0	89	52	24	17	5
December 2015	100	96	17	0	0	87	47	20	14	3
December 2016	100	92	15	0	0	85	43	16	11	2
December 2017	100	87	13	0	0	83	39	13	9	2
December 2018	100	82	12	0	0	81	35	11	7	1
December 2019	100	76	10	0	0	78	32	9	5	1
December 2020	100	70	9	0	0	75	29	7	4	*
December 2021	100	64	7	0	0	72	26	6	3	*
December 2022	100	58	6	0	0	69	23	5	3	*
December 2023	100	52	5	0	0	65	20	4	2	*
December 2024	100	46	4	0	0	61	17	3	1	*
December 2025	100	40	4	0	0	57	15	2	1	*
December 2026	100	34	3	0	0	52	13	2	1	*
December 2027	100	29	2	0	0	48	11	1	1	*
December 2028	100	24	2	0	0	42	9	1	*	*
December 2029	100	19	1	0	0	36	7	1	*	*
December 2030	86	14	1	0	0	30	5	*	*	*
December 2031	66	10	1	0	0	23	4	*	*	*
December 2032	45	6	*	0	0	16	2	*	*	*
December 2033	23	2	*	0	0	8	1	*	*	*
December 2034	0	0	0	0	0	0	0	0	0	0
December 2035	0	0	0	0	0	0	0	0	0	0
December 2036	0	0	0	0	0	0	0	0	0	0
Weighted Average										
Life (years)**	25.7	17.5	4.5	2.0	0.8	18.8	10.0	5.5	4.6	2.7

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

** Determined as specified under “—Weighted Average Lives of the Certificates” above.

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

Characteristics of the R and RL Classes

The R and RL Classes will not have principal balances and will not bear interest. If any assets of the Trust remain after the principal balances of all Classes are reduced to zero, we will pay the Holder of the R Class the proceeds from those assets. If any assets of the Lower Tier REMIC remain after the principal balances of the Lower Tier Regular Interests are reduced to zero, we will pay the proceeds of those assets to the Holder of the RL Class. Fannie Mae does not expect that any material assets will remain in either case.

A Residual Certificate will be subject to certain transfer restrictions. We will not permit transfer of record or beneficial ownership of a Residual Certificate to a “disqualified organization.” In addition, we will not permit transfer of record or beneficial ownership of a Residual Certificate to any person that is not a “U.S. Person” or a foreign person subject to United States income taxation on a net basis on income derived from that Certificate. Any transferee of a Residual Certificate must execute and deliver an affidavit and an Internal Revenue Service Form W-9 (or, if applicable, a Form W-8ECI) on which the transferee provides its taxpayer identification number. See “Description of Certificates—Special Characteristics of Residual Certificates” and “Certain Federal Income Tax Consequences—*Taxation of Beneficial Owners of Residual Certificates*” in the REMIC Prospectus. The affidavit must also state that the transferee is a “U.S. Person” or a foreign person subject to United States income taxation on a net basis on income derived from that Certificate and that, if the transferee is a partnership for U.S. federal income tax purposes, each person or entity that holds an interest (directly, or indirectly through a pass-through entity) in the partnership is a “U.S. Person” or a foreign person subject to United States income taxation on a net basis on income derived from that Certificate. In addition, the transferee must receive an affidavit containing these same representations from any new transferee. Transferors of a Residual Certificate should consult with their own tax advisors for further information regarding such transfers.

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. The R and RL Classes will constitute noneconomic residual interests under the Regulations. Having a significant purpose to impede the assessment or collection of tax means that the transferor of a Residual Certificate knew or should have known that the transferee would be unwilling or unable to pay taxes due on its share of the taxable income of the REMIC trust (that is, the transferor had “improper knowledge”).

As discussed under the caption “Special Characteristics of Residual Certificates” in the REMIC Prospectus, the Regulations presume that a transferor does not have improper knowledge if two conditions are met. The Treasury Department has amended the Regulations to provide additional requirements that a transferor must satisfy to avail itself of the safe harbor regarding the presumed lack of improper knowledge. For transfers occurring on or after August 19, 2002, a transferor of a Residual Certificate is presumed not to have improper knowledge if, in addition to meeting the two conditions discussed in the REMIC Prospectus, both (i) the transferee represents that it will not cause income from the Residual Certificate to be attributed to a foreign permanent establishment or fixed base of the transferee or another taxpayer and (ii) the transfer satisfies either the “asset test” or the “formula test.” The representation described in (i) will be included in the affidavit discussed above. See “Description of Certificates—Special Characteristics of Residual Certificates” and “Certain Federal Income Tax Consequences—*Taxation of Beneficial Owners of Residual Certificates*” in the REMIC Prospectus.

A transfer satisfies the asset test if (i) the transferee’s gross assets exceed \$100 million and its net assets exceed \$10 million (in each case, at the time of the transfer and at the close of each of the transferee’s two fiscal years preceding the year of transfer), (ii) the transferee is an “eligible corporation” and the transferee agrees in writing that any subsequent transfer of the Residual Certificate will be to an eligible corporation and will comply with the safe harbor and satisfy the asset test, and (iii) the facts and circumstances known to the transferor do not reasonably indicate that the

taxes associated with the Residual Certificate will not be paid. A transfer satisfies the formula test if the present value of the anticipated tax liabilities associated with holding the Residual Certificate is less than or equal to the present value of the sum of (i) any consideration given to the transferee to acquire the Residual Certificate, (ii) expected future distributions on the Residual Certificate, and (iii) anticipated tax savings associated with holding the Residual Certificate as the related REMIC trust generates losses. The Regulations contain additional details regarding their application and you should consult your own tax advisor regarding the application of the Regulations to a transfer of a Residual Certificate.

The Holder of the R Class will be considered to be the holder of the “residual interest” in the REMIC constituted by the Trust, and the Holder of the RL Class will be considered to be the holder of the “residual interest” in the REMIC constituted by the Lower Tier REMIC. See “Certain Federal Income Tax Consequences” in the REMIC Prospectus. Pursuant to the Trust Agreement, we will be obligated to provide to these Holders (i) information necessary to enable them to prepare their federal income tax returns and (ii) any reports regarding the R or RL Class that may be required under the Code.

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 “Certain 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 “Certain 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 elect to treat the Lower Tier REMIC and the Trust as REMICs for federal income tax purposes. The REMIC Certificates, other than the R and RL Classes, will be designated as the “regular interests,” and the R Class will be designated as the “residual interest,” in the REMIC constituted by the Trust. The Lower Tier Regular Interests will be designated as the “regular interests” and the RL Class will be designated as the “residual interest” in the Lower Tier REMIC.

Because the Lower Tier REMIC and the Trust will qualify as REMICs, 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 R and RL Classes, as “qualified mortgages” for other REMICs. See “Certain Federal Income Tax Consequences—*REMIC Election and Special Tax Attributes*” in the REMIC Prospectus.

Taxation of Beneficial Owners of Regular Certificates

The Notional 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 “Certain 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 “Certain 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	225% PSA
2	209% PSA
3	246% PSA

See “Certain Federal Income Tax Consequences—*Taxation of Beneficial Owners of Regular Certificates*—Treatment of Original Issue Discount—*Daily Portions 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 the rates reflected in the Prepayment Assumptions or at any other rate. See “Description of the Certificates—Weighted Average Lives of the Certificates” in this prospectus supplement and “Description of Certificates—Weighted Average Life and Final Distribution Date” in the REMIC Prospectus.

Taxation of Beneficial Owners of Residual Certificates

Effective generally for Residual Certificates first held on or after August 1, 2006, Temporary Regulations issued by the Treasury Department have modified the general rule that the taxable income of the Trust (or the Lower Tier REMIC) is not includible in the income of a foreign person (or, if excess inclusions, subject to withholding tax) until paid or distributed. See “Certain Federal Income Tax Consequences—*Taxation of Beneficial Owners of Residual Certificates*—Treatment of Excess Inclusions” and “—*Foreign Investors*—Residual Certificates” in the REMIC Prospectus. Under the Temporary Regulations, the amount of taxable income allocable to a foreign partner in a domestic partnership that is the beneficial owner of a Residual Certificate must be taken into account by the foreign partner on the last day of the partnership’s taxable year, except to the extent that some or all of that amount is required to be taken into account at an earlier time as a result of a distribution to the foreign partner or a disposition of the foreign partner’s indirect interest in the Residual Certificate. Similar rules apply to excess inclusions allocable to a foreign person that holds an interest in a real estate investment trust, regulated investment company, common trust fund or certain cooperatives.

For purposes of determining the portion of the taxable income of the Trust (or the Lower Tier REMIC) that generally will not be treated as excess inclusions, the rate to be used is 5.77% (which is 120% of the “federal long-term rate”). See “Certain Federal Income Tax Consequences—*Taxation of Beneficial Owners of Residual Certificates*—Treatment of Excess Inclusions” and “—*Foreign Investors*—Residual Certificates” in the REMIC Prospectus.

The Treasury Department has issued Regulations providing that, to clearly reflect income, an inducement fee paid to a transferee of a noneconomic residual interest in a REMIC must be included in income over a period that is reasonably related to the period during which the applicable REMIC is expected to generate taxable income or net loss allocable to the transferee. The Regulations set forth two safe harbor methods under which a taxpayer’s accounting for the inducement fee will be

considered to clearly reflect income for these purposes. In addition, under the Regulations an inducement fee shall be treated as income from sources within the United States. You should consult your own tax advisor regarding the application of the Regulations to the transfer of a Residual Certificate.

Taxation of Beneficial Owners of RCR Certificates

General. 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 REMIC Certificates that are exchanged for RCR Certificates (including any exchanges effective on the Settlement Date) will be the assets of the trust, and the RCR Certificates will represent an ownership interest in those REMIC Certificates. For a general discussion of the federal income tax treatment of beneficial owners of REMIC Certificates, see “Certain Federal Income Tax Consequences” in the REMIC Prospectus.

The RCR Classes (each, a “Combination RCR Class”) will represent the beneficial ownership of the underlying REMIC Certificates set forth in Schedule 1. Each Certificate of a Combination RCR Class (a “Combination RCR Certificate”) will represent beneficial ownership of undivided interests in two or more underlying REMIC Certificates.

Combination RCR Classes. A beneficial owner of a Combination RCR Certificate will be treated as the beneficial owner of a proportionate interest in the REMIC Certificates underlying that Combination RCR Certificate. Except in the case of a beneficial owner that acquires a Combination RCR Certificate in an exchange described under “—*Exchanges*” below, a beneficial owner of a Combination RCR Certificate must allocate its cost to acquire that Certificate among the underlying REMIC Certificates in proportion to their relative fair market values at the time of acquisition. Such an owner should account for its ownership interest in each underlying REMIC Certificate as described under “—Taxation of Beneficial Owners of Regular Certificates” above and “Certain Federal Income Tax Consequences—*Taxation of Beneficial Owners of Regular Certificates*” in the REMIC Prospectus. When a beneficial owner sells a Combination RCR Certificate, the owner must allocate the sale proceeds among the underlying REMIC Certificates in proportion to their relative fair market values at the time of sale.

Exchanges. If a beneficial owner exchanges one or more REMIC Certificates for the related RCR Certificate or Certificates in the manner described under “Description of the Certificates—Combination and Recombination” in this prospectus supplement, the exchange will not be taxable. Likewise, if a beneficial owner exchanges one or more RCR Certificates for the related REMIC Certificate or Certificates in the manner described in that discussion, the exchange will not be a taxable exchange. In each of these cases, the beneficial owner will be treated as continuing to own after the exchange the same combination of interests in the related REMIC Certificates (or the same interest in the related REMIC Certificate) that it owned immediately prior to the exchange.

Tax Return Disclosure Requirements

Treasury Department Regulations that are directed at “tax shelters” could be read to apply to transactions generally not considered to be tax shelters. These Regulations require that taxpayers that participate in a “reportable transaction” disclose such transaction on their tax returns by attaching IRS Form 8886 and retain information related to the transaction. A transaction may be a “reportable transaction” based upon any of several indicia, one or more of which may be present with respect to the Certificates. You should consult your own tax advisor concerning any possible disclosure obligation with respect to your investment in the Certificates.

PLAN OF DISTRIBUTION

General. We are obligated to deliver the Certificates to UBS Securities LLC (the “Dealer”) in exchange for the Group 1 MBS and the 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.

Increase in Certificates. Before the Settlement Date, we and the Dealer may agree to offer Group 1 Classes in addition to those contemplated as of the date of this prospectus supplement. In this event, we will increase the Group 1 MBS in principal balance, but we expect that all these additional Group 1 MBS will have the same characteristics as described under “Description of the Certificates—The Group 1 MBS” in this prospectus supplement. The proportion that the original principal balance of each Group 1 Class bears to the aggregate original principal balance of all Group 1 Classes will remain the same.

LEGAL MATTERS

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

Underlying REMIC Certificates

Group	Underlying REMIC Trust	Class	Date of Issue	CUSIP Number	Interest Rate	Interest Type (1)	Final Distribution Date	Principal Type (1)	Original Principal or Notional Balance of Class	December 2006 Class Factor	Principal or Notional Balance in the Lower Priced REMIC	Approximate Weighted Average WAC	Approximate Weighted Average WAL (in months)	Approximate Weighted Average WALA (in months)
2	2006-059	FL	June 2006	31395NR25	(2)	FLT	July 2036	PT	\$175,000,000	0.93401988	\$135,432,882	5.893%	324	31
2	2006-059	SL	June 2006	31395N2K2	(2)	INV/IO	July 2036	NTL	175,000,000	0.93401988	135,432,882	5.893	324	31
3	2006-033	SN	April 2006	31395DJC4	(2)	INV/IO	May 2036	NTL	150,000,000	0.91121550	136,682,325	5.927	329	27

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

(2) These classes bear interest during their respective interest accrual periods, subject to their applicable maximum and minimum interest rates, as further described in the related Underlying REMIC Disclosure Documents.

Available Recombinations (1) (2)

REMIC Certificates			RCR Certificates					
Classes	Original Principal or Notional Principal Balances	RCR Classes	Original Principal or Notional Principal Balances	Interest Rate	Interest Type (3)	Principal Type (3)	CUSIP Number	Final Distribution Date
Recombination 1								
FD	\$135,432,882	FC	\$135,432,882	(4)	FLT	SC/PT	31396PEB3	July 2036
SD	135,432,882 (5)							
Recombination 2								
FD	135,432,882	FB	135,432,882	(4)	FLT	SC/PT	31396PEA5	July 2036
SD	135,432,882 (5)							
SC	135,432,882 (5)							
Recombination 3								
SD	135,432,882 (5)	SG	135,432,882 (5)	(4)	INV/IO	NTL	31396PED9	July 2036
SC	135,432,882 (5)							
SB	135,432,882 (5)							
Recombination 4								
SC	135,432,882 (5)	SE	135,432,882 (5)	(4)	INV/IO	NTL	31396PEC1	July 2036
SB	135,432,882 (5)							
Recombination 5								
SM	89,041,000 (5)	SJ	89,041,000 (5)	(4)	INV/IO	NTL	31396PEF4	May 2036
SN	89,041,000 (5)							
Recombination 6								
SQ	47,641,325 (5)	SK	47,641,325 (5)	(4)	INV/IO	NTL	31396PEG2	May 2036
SU	47,641,325 (5)							
Recombination 7								
SM	89,041,000 (5)	SW	136,682,325 (5)	(4)	INV/IO	NTL	31396PEH0	May 2036
SQ	47,641,325 (5)							
Recombination 8								
SN	89,041,000 (5)	SX	136,682,325 (5)	(4)	INV/IO	NTL	31396PEJ6	May 2036
SU	47,641,325 (5)							

REMIC Certificates		RCR Certificates						
Classes	Original Principal or Notional Principal Balances	RCR Classes	Original Principal or Notional Principal Balances	Interest Rate	Interest Type (3)	Principal Type (3)	CUSIP Number	Final Distribution Date
Recombination 9								
SM	\$ 89,041,000 (5)	SL	\$136,682,325 (5)	(4)	INV/IO	NTL	31396PEE7	May 2036
SN	89,041,000 (5)							
SQ	47,641,325 (5)							
SU	47,641,325 (5)							

- (1) REMIC Certificates and RCR Certificates in Recombinations 1, 2, 3, 4, 5 and 6 may be exchanged only in the proportions shown in this Schedule 1. In any exchange under Recombination 7, 8 or 9, the relative proportions of the REMIC Certificates to be delivered (or if applicable, received) in such exchange will equal the proportions reflected by the outstanding notional principal balances of the related REMIC Classes at the time of exchange.
- (2) 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.
- (3) See “Description of Certificates—Class Definitions and Abbreviations” in the REMIC Prospectus and “Description of the Certificates—Distributions of Interest” and “—Distributions of Principal” in this prospectus supplement.
- (4) For a description of these interest rates, see “Description of the Certificates—Distributions of Interest” in this prospectus supplement.
- (5) Notional balances. These classes are Interest Only Classes. See page S-8 for a description of how their notional balances are calculated.

Notional Principal Balance Schedule

SM and SN Classes 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	\$89,041,000.00	March 2011	\$50,125,350.11	June 2015	\$21,295,557.82
January 2007	88,235,938.73	April 2011	49,458,613.63	July 2015	20,895,990.67
February 2007	87,412,852.59	May 2011	48,795,343.91	August 2015	20,503,557.56
March 2007	86,573,338.19	June 2011	48,135,523.12	September 2015	20,118,134.79
April 2007	85,723,423.78	July 2011	47,479,133.51	October 2015	19,739,600.75
May 2007	84,871,829.47	August 2011	46,826,157.43	November 2015	19,367,835.91
June 2007	84,024,645.64	September 2011	46,176,577.31	December 2015	19,002,722.77
July 2007	83,181,857.05	October 2011	45,530,375.68	January 2016	18,644,145.84
August 2007	82,343,441.08	November 2011	44,887,535.15	February 2016	18,291,991.58
September 2007	81,509,375.24	December 2011	44,248,038.42	March 2016	17,946,148.41
October 2007	80,679,637.14	January 2012	43,611,868.29	April 2016	17,606,506.63
November 2007	79,854,204.52	February 2012	42,979,007.64	May 2016	17,272,958.42
December 2007	79,033,055.22	March 2012	42,349,439.45	June 2016	16,945,397.81
January 2008	78,216,167.21	April 2012	41,723,146.76	July 2016	16,623,720.61
February 2008	77,403,518.56	May 2012	41,100,112.73	August 2016	16,307,824.44
March 2008	76,595,087.46	June 2012	40,480,320.58	September 2016	15,997,608.64
April 2008	75,790,852.21	July 2012	39,863,753.64	October 2016	15,692,974.29
May 2008	74,990,791.22	August 2012	39,250,395.30	November 2016	15,393,824.15
June 2008	74,194,883.01	September 2012	38,640,229.06	December 2016	15,100,062.63
July 2008	73,403,106.21	October 2012	38,033,238.49	January 2017	14,811,595.79
August 2008	72,615,439.57	November 2012	37,429,407.25	February 2017	14,528,331.28
September 2008	71,831,861.94	December 2012	36,828,719.08	March 2017	14,250,178.35
October 2008	71,052,352.28	January 2013	36,231,157.80	April 2017	13,977,047.77
November 2008	70,276,889.66	February 2013	35,636,707.33	May 2017	13,708,851.86
December 2008	69,505,453.26	March 2013	35,045,351.65	June 2017	13,445,504.44
January 2009	68,738,022.36	April 2013	34,457,074.85	July 2017	13,186,920.79
February 2009	67,974,576.35	May 2013	33,871,861.07	August 2017	12,933,017.64
March 2009	67,215,094.73	June 2013	33,289,694.56	September 2017	12,683,713.16
April 2009	66,459,557.10	July 2013	32,710,559.63	October 2017	12,438,926.90
May 2009	65,707,943.16	August 2013	32,134,440.68	November 2017	12,198,579.81
June 2009	64,960,232.73	September 2013	31,561,322.20	December 2017	11,962,594.18
July 2009	64,216,405.72	October 2013	30,991,188.74	January 2018	11,730,893.63
August 2009	63,476,442.15	November 2013	30,424,024.94	February 2018	11,503,403.09
September 2009	62,740,322.14	December 2013	29,862,323.57	March 2018	11,280,048.79
October 2009	62,008,025.91	January 2014	29,310,558.80	April 2018	11,060,758.20
November 2009	61,279,533.79	February 2014	28,768,559.31	May 2018	10,845,460.06
December 2009	60,554,826.21	March 2014	28,236,156.67	June 2018	10,634,084.31
January 2010	59,833,883.69	April 2014	27,713,185.31	July 2018	10,426,562.10
February 2010	59,116,686.86	May 2014	27,199,482.47	August 2018	10,222,825.77
March 2010	58,403,216.44	June 2014	26,694,888.16	September 2018	10,022,808.81
April 2010	57,693,453.26	July 2014	26,199,245.10	October 2018	9,826,445.85
May 2010	56,987,378.25	August 2014	25,712,398.68	November 2018	9,633,672.65
June 2010	56,284,972.43	September 2014	25,234,196.92	December 2018	9,444,426.08
July 2010	55,586,216.91	October 2014	24,764,490.42	January 2019	9,258,644.07
August 2010	54,891,092.92	November 2014	24,303,132.31	February 2019	9,076,265.65
September 2010	54,199,581.77	December 2014	23,849,978.23	March 2019	8,897,230.87
October 2010	53,511,664.87	January 2015	23,404,886.27	April 2019	8,721,480.82
November 2010	52,827,323.72	February 2015	22,967,716.92	May 2019	8,548,957.61
December 2010	52,146,539.93	March 2015	22,538,333.05	June 2019	8,379,604.34
January 2011	51,469,295.19	April 2015	22,116,599.87	July 2019	8,213,365.09
February 2011	50,795,571.29	May 2015	21,702,384.88	August 2019	8,050,184.90

SM and SN Classes (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>
September 2019	\$ 7,890,009.76	February 2024	\$ 2,573,036.36	July 2028	\$ 686,696.04
October 2019	7,732,786.58	March 2024	2,515,802.64	August 2028	667,309.37
November 2019	7,578,463.20	April 2024	2,459,681.17	September 2028	648,334.45
December 2019	7,426,988.36	May 2024	2,404,651.70	October 2028	629,763.45
January 2020	7,278,311.66	June 2024	2,350,694.35	November 2028	611,588.67
February 2020	7,132,383.60	July 2024	2,297,789.57	December 2028	593,802.55
March 2020	6,989,155.51	August 2024	2,245,918.16	January 2029	576,397.67
April 2020	6,848,579.57	September 2024	2,195,061.26	February 2029	559,366.75
May 2020	6,710,608.78	October 2024	2,145,200.34	March 2029	542,702.63
June 2020	6,575,196.95	November 2024	2,096,317.20	April 2029	526,398.29
July 2020	6,442,298.70	December 2024	2,048,393.95	May 2029	510,446.82
August 2020	6,311,869.42	January 2025	2,001,413.03	June 2029	494,841.45
September 2020	6,183,865.28	February 2025	1,955,357.17	July 2029	479,575.53
October 2020	6,058,243.20	March 2025	1,910,209.42	August 2029	464,642.53
November 2020	5,934,960.85	April 2025	1,865,953.12	September 2029	450,036.04
December 2020	5,813,976.63	May 2025	1,822,571.91	October 2029	435,749.76
January 2021	5,695,249.66	June 2025	1,780,049.71	November 2029	421,777.50
February 2021	5,578,739.76	July 2025	1,738,370.73	December 2029	408,113.20
March 2021	5,464,407.46	August 2025	1,697,519.45	January 2030	394,750.89
April 2021	5,352,213.97	September 2025	1,657,480.64	February 2030	381,684.73
May 2021	5,242,121.16	October 2025	1,618,239.33	March 2030	368,908.96
June 2021	5,134,091.57	November 2025	1,579,780.81	April 2030	356,417.95
July 2021	5,028,088.38	December 2025	1,542,090.64	May 2030	344,206.16
August 2021	4,924,075.42	January 2026	1,505,154.62	June 2030	332,268.15
September 2021	4,822,017.15	February 2026	1,468,958.82	July 2030	320,598.58
October 2021	4,721,878.63	March 2026	1,433,489.54	August 2030	309,192.20
November 2021	4,623,625.54	April 2026	1,398,733.34	September 2030	298,043.88
December 2021	4,527,224.15	May 2026	1,364,677.00	October 2030	287,148.56
January 2022	4,432,641.31	June 2026	1,331,307.54	November 2030	276,501.28
February 2022	4,339,844.46	July 2026	1,298,612.22	December 2030	266,097.17
March 2022	4,248,801.59	August 2026	1,266,578.52	January 2031	255,931.46
April 2022	4,159,481.26	September 2026	1,235,194.14	February 2031	245,999.45
May 2022	4,071,852.57	October 2026	1,204,447.00	March 2031	236,296.53
June 2022	3,985,885.16	November 2026	1,174,325.23	April 2031	226,818.19
July 2022	3,901,549.19	December 2026	1,144,817.18	May 2031	217,559.98
August 2022	3,818,815.35	January 2027	1,115,911.40	June 2031	208,517.55
September 2022	3,737,654.84	February 2027	1,087,596.64	July 2031	199,686.62
October 2022	3,658,039.35	March 2027	1,059,861.87	August 2031	191,062.99
November 2022	3,579,941.07	April 2027	1,032,696.23	September 2031	182,642.54
December 2022	3,503,332.68	May 2027	1,006,089.08	October 2031	174,421.23
January 2023	3,428,187.33	June 2027	980,029.95	November 2031	166,395.09
February 2023	3,354,478.64	July 2027	954,508.56	December 2031	158,560.21
March 2023	3,282,180.68	August 2027	929,514.82	January 2032	150,912.78
April 2023	3,211,267.99	September 2027	905,038.81	February 2032	143,449.03
May 2023	3,141,715.55	October 2027	881,070.80	March 2032	136,165.29
June 2023	3,073,498.77	November 2027	857,601.23	April 2032	129,057.93
July 2023	3,006,593.49	December 2027	834,620.70	May 2032	122,123.41
August 2023	2,940,975.98	January 2028	812,120.00	June 2032	115,358.24
September 2023	2,876,622.92	February 2028	790,090.06	July 2032	108,759.00
October 2023	2,813,511.40	March 2028	768,521.99	August 2032	102,322.33
November 2023	2,751,618.91	April 2028	747,407.06	September 2032	96,044.95
December 2023	2,690,923.33	May 2028	726,736.68	October 2032	89,923.62
January 2024	2,631,402.93	June 2028	706,502.43	November 2032	83,955.16

SM and SN Classes (Continued)

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
December 2032	\$ 78,136.47	September 2033.....	\$ 32,189.62	May 2034	\$ 3,313.68
January 2033	72,464.48	October 2033	27,834.89	June 2034	1,452.37
February 2033	66,936.20	November 2033	23,635.52	July 2034	546.55
March 2033	61,551.08	December 2033	19,664.81	August 2034	199.77
April 2033.....	56,304.48	January 2034	15,870.20	September 2034.....	12.42
May 2033	51,195.24	February 2034	12,279.32	October 2034	1.30
June 2033	46,221.53	March 2034	8,844.40	November 2034 and thereafter	0.00
July 2033	41,403.70	April 2034.....	5,917.01		
August 2033	36,728.32				

No one is authorized to give information or to make representations in connection with the Certificates other than the information and representations contained in this Prospectus Supplement and the additional Disclosure Documents. You must not rely on 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.

The Securities and Exchange Commission has not approved or disapproved the Certificates or determined if this Prospectus Supplement is truthful and complete. Any representation to the contrary is a criminal offense.

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\$257,432,882



**Guaranteed
REMIC Pass-Through Certificates
Fannie Mae REMIC Trust 2006-127**

PROSPECTUS SUPPLEMENT

UBS Investment Bank

November 22, 2006
