



**Guaranteed REMIC Pass-Through Certificates**  
**Fannie Mae REMIC Trust 2011-101**

**The Certificates**

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

**Payments to Certificateholder**

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

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

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

**The Fannie Mae Guaranty**

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

Class	Group	Original Class Balance	Principal Type(1)	Interest Rate	Interest Type(1)	CUSIP Number	Final Distribution Date
FD(2) . . . . .	1	\$202,087,245	PT	(3)	FLT	3136A1YF6	October 2041
SD(2) . . . . .	1	202,087,245(4)	NTL	(3)	INV/IO	3136A1YG4	October 2041
FC(2) . . . . .	1	39,435,496	SEQ	(3)	FLT	3136A1YH2	October 2040
SC(2) . . . . .	1	39,435,496(4)	NTL	(3)	INV/IO	3136A1YJ8	October 2040
LA . . . . .	1	75,000,000	SEQ	3.000%	FIX	3136A1YK5	October 2040
LD . . . . .	1	28,870,992	SEQ	2.500	FIX	3136A1YL3	October 2040
LB(2) . . . . .	1	13,232,337	SEQ	4.000	FIX	3136A1YM1	October 2041
BD . . . . .	1	25,000,000	PT	2.500	FIX	3136A1YN9	October 2041
FB . . . . .	1	21,900,000	SEQ	(3)	FLT	3136A1YP4	April 2040
SB . . . . .	1	21,900,000(4)	NTL	(3)	INV/IO	3136A1YQ2	April 2040
AG . . . . .	1	25,000,000	SEQ	3.000	FIX	3136A1YR0	April 2040
AE . . . . .	1	5,000,000	SEQ	2.750	FIX	3136A1YS8	April 2040
AU . . . . .	1	2,000,000	SEQ	2.750	FIX	3136A1YT6	April 2040
A . . . . .	1	6,192,044	SEQ	4.000	FIX	3136A1YU3	April 2040
AD . . . . .	1	14,000,000	SEQ	2.500	FIX	3136A1YV1	April 2040
B . . . . .	1	10,000,000	SEQ	4.000	FIX	3136A1YW9	October 2041
AF . . . . .	2	178,200,376	PT	(3)	FLT	3136A1YX7	October 2041
AS . . . . .	2	178,200,376(4)	NTL	(3)	INV/IO	3136A1YY5	October 2041
CA . . . . .	2	154,467,273	SEQ	2.375	FIX	3136A1YZ2	February 2039
CD . . . . .	2	15,732,778	SEQ	2.000	FIX	3136A1ZA6	February 2039
DF(2) . . . . .	2	112,989,949	SEQ	(3)	FLT	3136A1ZB4	February 2039
DS(2) . . . . .	2	112,989,949(4)	NTL	(3)	INV/IO	3136A1ZC2	February 2039
CB . . . . .	2	73,210,754	SEQ	4.000	FIX	3136A1ZD0	October 2041

(Table continued on next page)

**The Trust and its Assets**

The trust will own Fannie Mae MBS.

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

If you own certificates of certain classes, you can exchange them for certificates of the corresponding RCR classes to be delivered at the time of exchange. The FA, SA, FE, SE, CF, CS, BF, BS, FG, SG, CM, EB, MG, MA, DB, NF, NS, ND and NA Classes are the RCR classes. For a more detailed description of the RCR classes, see Schedule 1 attached to this prospectus supplement and “Description of the Certificates—The Certificates—Combination and Recombination” in the REMIC prospectus.

The dealer will offer the certificates from time to time in negotiated transactions at varying prices. We expect the settlement date to be September 30, 2011.

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

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

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

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

**Barclays Capital**

The date of this Prospectus Supplement is September 26, 2011

Class	Group	Original Class Balance	Principal Type(1)	Interest Rate	Interest Type(1)	CUSIP Number	Final Distribution Date
EA . . . . .	3	100,000,000	PT	2.000	FIX	3136A1ZE8	October 2026
EI . . . . .	3	42,857,142(4)	NTL	3.500	FIX/IO	3136A1ZF5	October 2026
QA . . . . .	4	19,353,761	SEQ	2.000	FIX	3136A1ZG3	May 2020
QI . . . . .	4	9,676,880(4)	NTL	4.000	FIX/IO	3136A1ZH1	May 2020
QB . . . . .	4	4,577,737	SEQ	4.000	FIX	3136A1ZJ7	October 2021
KA . . . . .	5	85,000,000	SEQ	3.000	FIX	3136A1ZK4	January 2030
KT . . . . .	5	15,454,545	SEQ	6.250	FIX	3136A1ZL2	January 2030
KB . . . . .	5	17,280,455	SEQ	3.500	FIX	3136A1ZM0	October 2031
HF . . . . .	6	17,012,000	PAC	(3)	FLT	3136A1ZN8	April 2039
HS . . . . .	6	17,012,000(4)	NTL	(3)	INV/IO	3136A1ZP3	April 2039
HA . . . . .	6	25,518,000	PAC	2.000	FIX	3136A1ZQ1	April 2039
HE . . . . .	6	10,100,000	PAC	4.000	FIX	3136A1ZR9	October 2041
JA . . . . .	6	2,816,000	PAC	4.000	FIX	3136A1ZS7	June 2041
JB . . . . .	6	459,000	PAC	4.000	FIX	3136A1ZT5	August 2041
JC . . . . .	6	784,000	PAC	4.000	FIX	3136A1ZU2	October 2041
JD . . . . .	6	348,000	PAC	4.000	FIX	3136A1ZV0	October 2041
UA . . . . .	6	10,624,000	SUP	4.000	FIX	3136A1ZW8	August 2041
UB . . . . .	6	556,000	SUP	4.000	FIX	3136A1ZX6	October 2041
UC . . . . .	6	449,667	SUP	4.000	FIX	3136A1ZY4	October 2041
FH(2) . . . . .	6	34,333,333	PT	(3)	FLT	3136A1ZZ1	October 2041
SH(2) . . . . .	6	34,333,333(4)	NTL	(3)	INV/IO	3136A1A21	October 2041
AM(2) . . . . .	7	29,576,212	PT	1.750	FIX	3136A1A39	October 2021
AN . . . . .	7	36,970,263	PT	4.000	FIX	3136A1A47	October 2021
EC . . . . .	8	100,000,000	PT	2.000	FIX	3136A1A54	October 2026
IE . . . . .	8	42,857,142(4)	NTL	3.500	FIX/IO	3136A1A62	October 2026
BM(2) . . . . .	9	30,423,788	PT	1.750	FIX	3136A1A70	October 2021
BN . . . . .	9	38,029,735	PT	4.000	FIX	3136A1A88	October 2021
ED(2) . . . . .	10	293,072,565	PT	2.000	FIX	3136A1A96	October 2026
IC . . . . .	10	125,602,527(4)	NTL	3.500	FIX/IO	3136A1B20	October 2026
EG(2) . . . . .	11	6,927,435	PT	2.000	FIX	3136A1B38	October 2026
IG . . . . .	11	2,968,900(4)	NTL	3.500	FIX/IO	3136A1B46	October 2026
MF . . . . .	12	26,289,481	PT	(3)	FLT	3136A1B53	October 2041
MS . . . . .	12	26,289,481(4)	NTL	(3)	INV/IO	3136A1B61	October 2041
ME(2) . . . . .	12	32,786,667	SEQ	2.500	FIX	3136A1B79	January 2041
FM(2) . . . . .	12	16,393,333	SEQ	(3)	FLT	3136A1B87	January 2041
SM(2) . . . . .	12	16,393,333(4)	NTL	(3)	INV/IO	3136A1B95	January 2041
MB(2) . . . . .	12	3,398,963	SEQ	4.000	FIX	3136A1C29	October 2041
QF(2) . . . . .	13	68,294,957	PT	(3)	FLT	3136A1C37	October 2041
QS(2) . . . . .	13	68,294,957(4)	NTL	(3)	INV/IO	3136A1C45	October 2041
NC(2) . . . . .	13	80,038,000	SEQ	2.500	FIX	3136A1C52	April 2040
FN(2) . . . . .	13	40,019,000	SEQ	(3)	FLT	3136A1C60	April 2040
SN(2) . . . . .	13	40,019,000(4)	NTL	(3)	INV/IO	3136A1C78	April 2040
NB . . . . .	13	16,532,915	SEQ	4.000	FIX	3136A1C86	October 2041
R . . . . .		0	NPR	0	NPR	3136A1C94	October 2041
RL . . . . .		0	NPR	0	NPR	3136A1D28	October 2041

- (1) See “Description of the Certificates—The Certificates—Class Definitions and Abbreviations” in the REMIC prospectus.  
(2) Exchangeable classes.  
(3) Based on LIBOR.  
(4) Notional balances. These classes are interest only classes. See page S-8 for a description of how their notional balances are calculated.

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## AVAILABLE INFORMATION

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

- our Prospectus for Fannie Mae Guaranteed REMIC Pass-Through Certificates dated May 1, 2010 (the “REMIC Prospectus”);
- our Prospectus for Fannie Mae Guaranteed Pass-Through Certificates (Single-Family Residential Mortgage Loans) dated
  - July 1, 2011, for all MBS issued on or after July 1, 2011,
  - June 1, 2009, for all MBS issued on or after January 1, 2009 and prior to July 1, 2011,
  - April 1, 2008, for all MBS issued on or after June 1, 2007 and prior to January 1, 2009, or
  - January 1, 2006, for all other MBS(as applicable, the “MBS Prospectus”); and
- any information incorporated by reference in this prospectus supplement as discussed below and under the heading “Incorporation by Reference” in the REMIC Prospectus.

For a description of current servicing policies generally applicable to existing Fannie Mae MBS pools, see “Yield, Maturity, and Prepayment Considerations” in the MBS Prospectus dated July 1, 2011.

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

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

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

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

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

Barclays Capital Inc.  
Attn: MBS Syndication Operations  
70 Hudson Street  
Jersey City, New Jersey 07302  
(telephone 201-499-8506).

## RECENT DEVELOPMENTS

### Ratings Matters

#### *Standard and Poor's Ratings Services*

On August 8, 2011, Standard and Poor's Ratings Services ("Standard & Poor's") announced that it had downgraded Fannie Mae senior unsecured long-term debt from "AAA" to "AA+" with a negative outlook. This announcement followed a similar action by Standard & Poor's taken on August 5, 2011 on the United States sovereign long-term debt rating. Standard & Poor's also announced that Fannie Mae's debt ratings were no longer on CreditWatch Negative, and that the ratings on Fannie Mae short term debt and subordinated debt remain unchanged at "A-1+" and "A", respectively.

The action taken by Standard & Poor's with respect to Fannie Mae's ratings was announced at the same time as similar ratings actions on other institutions with ties to the United States Government, including Freddie Mac, select Federal Home Loan Banks, and the Farm Credit System.

#### *Moody's Investors Service*

On August 2, 2011, Moody's Investors Service ("Moody's") confirmed the "Aaa" rating of institutions directly linked to the United States Government, including Fannie Mae. Moody's also announced that the rating outlook for Fannie Mae and other institutions directly linked to the United States Government was being revised to negative, following a similar revision on the outlook of the United States Government.

#### *Fitch Ratings Limited*

On August 16, 2011, Fitch Ratings Limited ("Fitch") affirmed the long-term issuer default rating and senior unsecured debt rating of Fannie Mae at "AAA", with a Ratings Outlook of Stable, following a similar affirmation of the United States sovereign rating. Fitch has previously indicated that the ratings of Fannie Mae and other issuers with ties to the United States Government would ultimately be aligned with the United States sovereign rating assigned by Fitch.

For additional information on the impacts of a credit rating downgrade on Fannie Mae and its securities, please refer to our Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2011, including the Risk Factors set forth in that Quarterly Report.

## SUMMARY

This summary contains only limited information about the certificates. Statistical information in this summary is provided as of September 1, 2011. You should purchase the certificates only after reading this prospectus supplement and each of the additional disclosure documents listed on page S-3. In particular, please see the discussion of risk factors that appears in each of those additional disclosure documents.

### Assets Underlying Each Group of Classes

<u>Group</u>	<u>Assets</u>
1	Group 1 MBS
2	Group 2 MBS
3	Group 3 MBS
4	Group 4 MBS
5	Group 5 MBS
6	Group 6 MBS
7	Group 7 MBS
8	Group 8 MBS
9	Group 9 MBS
10	Group 10 MBS
11	Group 11 MBS
12	Group 12 MBS
13	Group 13 MBS

**Group 1, Group 2, Group 3, Group 4, Group 5, Group 6, Group 7, Group 8, Group 9, Group 10, Group 11, Group 12 and Group 13**

### Characteristics of the MBS

	<u>Approximate Principal Balance</u>	<u>Pass- Through Rate</u>	<u>Range of Weighted Average Coupons or WACs (annual percentages)</u>	<u>Range of Weighted Average Remaining Terms to Maturity or WAMs (in months)</u>
Group 1 MBS . . . . .	\$467,718,114	5.00%	5.25% to 7.50%	241 to 360
Group 2 MBS . . . . .	\$534,601,130	5.00%	5.25% to 7.50%	241 to 360
Group 3 MBS . . . . .	\$100,000,000	3.50%	3.75% to 6.00%	121 to 180
Group 4 MBS . . . . .	\$ 23,931,498	4.00%	4.25% to 6.50%	85 to 120
Group 5 MBS . . . . .	\$117,735,000	3.50%	3.75% to 6.00%	181 to 240
Group 6 MBS . . . . .	\$ 32,000,000	5.00%	5.25% to 7.50%	241 to 360
	\$ 71,000,000	5.00%	5.25% to 7.50%	241 to 360
Group 7 MBS . . . . .	\$ 66,546,475	3.00%	3.25% to 5.50%	85 to 120
Group 8 MBS . . . . .	\$100,000,000	3.50%	3.75% to 6.00%	121 to 180
Group 9 MBS . . . . .	\$ 68,453,523	3.00%	3.25% to 5.50%	85 to 120
Group 10 MBS . . . . .	\$293,072,565	3.50%	3.75% to 6.00%	121 to 180
Group 11 MBS . . . . .	\$ 6,927,435	3.50%	3.75% to 6.00%	121 to 180
Group 12 MBS . . . . .	\$ 42,500,000	5.00%	5.25% to 7.50%	241 to 360
	\$ 36,368,444	5.00%	5.25% to 7.50%	241 to 360
Group 13 MBS . . . . .	\$204,884,872	5.00%	5.25% to 7.50%	241 to 360

### Assumed Characteristics of the Underlying Mortgage Loans

	<u>Principal Balance</u>	<u>Original Term to Maturity (in months)</u>	<u>Remaining Term to Maturity (in months)</u>	<u>Loan Age (in months)</u>	<u>Interest Rate</u>
Group 1 MBS. . . . .	\$467,718,114	360	350	4	5.411%
Group 2 MBS. . . . .	\$534,601,130	360	347	7	5.380%
Group 3 MBS. . . . .	\$100,000,000	180	169	9	3.863%
Group 4 MBS. . . . .	\$ 23,931,498	120	114	5	4.427%
Group 5 MBS. . . . .	\$117,735,000	240	232	8	3.982%
Group 6 MBS. . . . .	\$ 32,000,000	360	328	23	5.380%
	\$ 71,000,000	360	357	2	5.405%
Group 7 MBS. . . . .	\$ 66,546,475	120	119	1	3.427%
Group 8 MBS. . . . .	\$100,000,000	180	171	8	3.832%
Group 9 MBS. . . . .	\$ 68,453,523	120	119	1	3.427%
Group 10 MBS. . . . .	\$293,072,565	180	171	8	3.819%
Group 11 MBS. . . . .	\$ 6,927,435	180	171	8	3.819%
Group 12 MBS. . . . .	\$ 42,500,000	360	335	20	5.430%
	\$ 36,368,444	360	360	0	5.350%
Group 13 MBS. . . . .	\$204,884,872	360	349	6	5.360%

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

#### Settlement Date

We expect to issue the certificates on September 30, 2011.

#### Distribution Dates

We will make payments on the certificates on the 25th day of each calendar month, or on the next business day if the 25th day is not a business day.

#### Record Date

On each distribution date, we will make each monthly payment on the certificates to holders of record on the last day of the preceding month.

#### Book-Entry and Physical Certificates

We will issue the classes of certificates in the following forms:

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

#### Exchanging Certificates Through Combination and Recombination

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

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



## Interest Rates

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

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

<u>Class</u>	<u>Initial Interest Rate</u>	<u>Maximum Interest Rate</u>	<u>Minimum Interest Rate</u>	<u>Formula for Calculation of Interest Rate(1)</u>
FD .....	0.85%	6.50%	0.65%	LIBOR + 65 basis points
SD .....	5.65%	5.85%	0.00%	5.85% – LIBOR
FC .....	0.70%	7.00%	0.50%	LIBOR + 50 basis points
SC .....	6.30%	6.50%	0.00%	6.50% – LIBOR
FB .....	0.75%	6.50%	0.55%	LIBOR + 55 basis points
SB .....	5.75%	5.95%	0.00%	5.95% – LIBOR
AF .....	0.75%	7.00%	0.55%	LIBOR + 55 basis points
AS .....	6.25%	6.45%	0.00%	6.45% – LIBOR
DF .....	0.75%	6.50%	0.55%	LIBOR + 55 basis points
DS .....	5.75%	5.95%	0.00%	5.95% – LIBOR
HF .....	0.55%	7.00%	0.35%	LIBOR + 35 basis points
HS .....	6.45%	6.65%	0.00%	6.65% – LIBOR
FH .....	0.70%	7.00%	0.50%	LIBOR + 50 basis points
SH .....	6.30%	6.50%	0.00%	6.50% – LIBOR
MF .....	0.75%	7.00%	0.55%	LIBOR + 55 basis points
MS .....	6.25%	6.45%	0.00%	6.45% – LIBOR
FM .....	0.75%	7.00%	0.55%	LIBOR + 55 basis points
SM .....	6.25%	6.45%	0.00%	6.45% – LIBOR
QF .....	0.80%	7.00%	0.60%	LIBOR + 60 basis points
QS .....	6.20%	6.40%	0.00%	6.40% – LIBOR
FN .....	0.75%	7.00%	0.55%	LIBOR + 55 basis points
SN .....	6.25%	6.45%	0.00%	6.45% – LIBOR
FA .....	0.80%	6.50%	0.60%	LIBOR + 60 basis points
SA .....	5.70%	5.90%	0.00%	5.90% – LIBOR
FE .....	0.65%	7.00%	0.45%	LIBOR + 45 basis points
SE .....	6.35%	6.55%	0.00%	6.55% – LIBOR
CF .....	0.70%	6.50%	0.50%	LIBOR + 50 basis points
CS .....	5.80%	6.00%	0.00%	6.00% – LIBOR
BF .....	0.65%	6.50%	0.45%	LIBOR + 45 basis points
BS .....	5.85%	6.05%	0.00%	6.05% – LIBOR
FG .....	0.65%	7.00%	0.45%	LIBOR + 45 basis points
SG .....	6.35%	6.55%	0.00%	6.55% – LIBOR
NF .....	0.75%	7.00%	0.55%	LIBOR + 55 basis points
NS .....	6.25%	6.45%	0.00%	6.45% – LIBOR

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



## Notional Classes

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

<u>Class</u>	
SA .....	100% of the FD Class
SB .....	100% of the FB Class
SC .....	100% of the FC Class
SD .....	100% of the FD Class
SE .....	100% of the FC Class
AS .....	100% of the AF Class
BS .....	100% of the DF Class
CS .....	100% of the DF Class
DS .....	100% of the DF Class
EI .....	42.857142% of the EA Class
QI .....	49.9999974165% of the QA Class
HS .....	100% of the HF Class
SH .....	100% of the FH Class
SG .....	100% of the FH Class
IE .....	42.857142% of the EC Class
IC .....	42.8571425647% of the ED Class
IG .....	42.8571325462% of the EG Class
MS .....	100% of the MF Class
SM .....	100% of the FM Class
SN .....	100% of the FN Class
QS .....	100% of the QF Class
NS .....	100% of the QF Class

## Distributions of Principal

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

## Weighted Average Lives (years)\*

Group 1 Classes	PSA Prepayment Assumption					
	0%	100%	250%	600%	900%	
FD, SD, BD, FA and SA . . . . .	20.2	10.8	6.2	3.0	2.2	
FC, SC, LA, LD, FE and SE . . . . .	19.4	9.4	5.1	2.5	1.9	
LB . . . . .	29.5	26.1	18.2	8.4	5.4	
FB, SB, AG, AE, AU, A and AD . . . . .	19.0	8.9	4.8	2.4	1.8	
B . . . . .	29.3	25.0	16.7	7.7	5.0	
Group 2 Classes	PSA Prepayment Assumption					
	0%	100%	250%	600%	900%	
AF and AS . . . . .	20.2	10.6	6.0	2.9	2.0	
CA, CD, DF, DS, CF, CS, BF and BS . . . . .	18.0	7.5	3.9	2.0	1.4	
CB . . . . .	28.7	22.5	14.0	6.3	4.1	
Group 3 Classes	PSA Prepayment Assumption					
	0%	100%	250%	500%	900%	1300%
EA and EI . . . . .	8.6	6.0	4.3	2.8	1.8	1.3

		PSA Prepayment Assumption									
<u>Group 4 Classes</u>		<u>0%</u>	<u>100%</u>	<u>250%</u>	<u>508%</u>	<u>1100%</u>	<u>1600%</u>				
QA and QI . . . . .		4.7	3.5	2.7	1.9	1.2	1.0				
QB . . . . .		9.3	8.3	7.4	5.7	3.2	2.2				
		PSA Prepayment Assumption									
<u>Group 5 Classes</u>		<u>0%</u>	<u>100%</u>	<u>250%</u>	<u>500%</u>	<u>800%</u>					
KA and KT . . . . .		10.7	6.2	3.8	2.3	1.6					
KB . . . . .		19.1	16.7	12.7	7.8	4.9					
		PSA Prepayment Assumption									
<u>Group 6 Classes</u>		<u>0%</u>	<u>100%</u>	<u>120%</u>	<u>140%</u>	<u>175%</u>	<u>225%</u>	<u>250%</u>	<u>500%</u>	<u>1100%</u>	<u>1600%</u>
HF, HS and HA . . . . .		15.8	5.6	5.0	5.0	5.0	5.0	5.0	3.1	1.6	1.2
HE . . . . .		25.7	15.9	15.7	15.7	15.7	15.7	15.7	8.5	3.7	2.4
JA . . . . .		27.2	14.9	11.2	2.9	2.9	2.9	2.8	1.5	0.7	0.4
JB . . . . .		27.5	16.3	13.3	7.9	7.9	7.9	5.4	1.8	0.8	0.5
JC . . . . .		27.7	16.8	13.9	11.9	11.9	11.9	6.1	1.9	0.8	0.5
JD . . . . .		27.8	17.3	15.1	15.1	15.1	15.1	7.1	1.9	0.8	0.5
UA . . . . .		28.9	22.3	20.4	17.9	10.5	2.9	2.1	0.8	0.3	0.2
UB . . . . .		29.9	28.4	27.8	27.1	25.4	18.9	4.4	1.5	0.6	0.4
UC . . . . .		30.0	29.3	29.1	28.9	28.0	24.6	4.8	1.5	0.7	0.4
FH, SH, FG and SG . .		20.2	10.7	9.7	9.0	7.8	6.5	6.0	3.4	1.7	1.2
		PSA Prepayment Assumption									
<u>Group 7 Classes</u>		<u>0%</u>	<u>100%</u>	<u>300%</u>	<u>500%</u>	<u>1000%</u>	<u>1500%</u>				
AM and AN . . . . .		5.5	4.6	3.6	2.9	2.0	1.5				
		PSA Prepayment Assumption									
<u>Group 8 Classes</u>		<u>0%</u>	<u>100%</u>	<u>250%</u>	<u>400%</u>	<u>900%</u>	<u>1300%</u>				
EC and IE . . . . .		8.6	6.1	4.4	3.4	1.8	1.3				
		PSA Prepayment Assumption									
<u>Group 9 Classes</u>		<u>0%</u>	<u>100%</u>	<u>300%</u>	<u>500%</u>	<u>1000%</u>	<u>1500%</u>				
BM and BN . . . . .		5.5	4.6	3.6	2.9	2.0	1.5				
		PSA Prepayment Assumption									
<u>Group 10 Classes</u>		<u>0%</u>	<u>100%</u>	<u>250%</u>	<u>400%</u>	<u>900%</u>	<u>1300%</u>				
ED and IC . . . . .		8.6	6.1	4.4	3.4	1.8	1.3				
		PSA Prepayment Assumption									
<u>Group 11 Classes</u>		<u>0%</u>	<u>100%</u>	<u>250%</u>	<u>400%</u>	<u>900%</u>	<u>1300%</u>				
EG and IG . . . . .		8.6	6.1	4.4	3.4	1.8	1.3				
		PSA Prepayment Assumption									
<u>Group 12 Classes</u>		<u>0%</u>	<u>100%</u>	<u>250%</u>	<u>600%</u>	<u>900%</u>					
MF and MS . . . . .		20.2	10.6	5.9	2.8	1.9					
ME, FM, SM, MG and MA . . . . .		19.6	9.5	5.0	2.4	1.6					
MB . . . . .		29.6	26.6	19.1	8.8	5.6					
		PSA Prepayment Assumption									
<u>Group 13 Classes</u>		<u>0%</u>	<u>100%</u>	<u>250%</u>	<u>600%</u>	<u>900%</u>					
QF, QS, NF and NS . . . . .		20.2	10.7	6.1	2.9	2.0					
NC, FN, SN, ND and NA . . . . .		19.0	8.7	4.6	2.3	1.7					
NB . . . . .		29.3	24.9	16.5	7.5	4.8					
		PSA Prepayment Assumption									
<u>Group 7/Group 9 Class**</u>		<u>0%</u>	<u>100%</u>	<u>300%</u>	<u>500%</u>	<u>1000%</u>	<u>1500%</u>				
CM . . . . .		5.5	4.6	3.6	2.9	2.0	1.5				

<u>Group 10/Group 11 Class**</u>	<u>PSA Prepayment Assumption</u>					
	<u>0%</u>	<u>100%</u>	<u>250%</u>	<u>400%</u>	<u>900%</u>	<u>1300%</u>
EB . . . . .	8.6	6.1	4.4	3.4	1.8	1.3

  

<u>Group 1/Group 12 Class**</u>	<u>PSA Prepayment Assumption</u>					
	<u>0%</u>	<u>100%</u>	<u>250%</u>	<u>600%</u>	<u>900%</u>	
DB . . . . .	29.6	26.4	18.7	8.6	5.5	

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

\*\* These classes are RCR classes formed from combinations of two REMIC classes in different groups. For additional information, see Schedule 1 attached to this prospectus supplement.

## ADDITIONAL RISK FACTOR

*Mortgage loans with high loan-to-value ratios may have different prepayment and default characteristics than conforming mortgage loans generally.* The mortgage loans underlying the Group 1 MBS, Group 2 MBS, Group 12 MBS and Group 13 MBS have been refinanced under Fannie Mae's Home Affordable Refinance Program ("Fannie Mae Refi Plus") and are designated as "high loan-to-value ratio" loans, with loan-to-value ratios ranging from greater than 105% up to 125%. There is limited information regarding the default and prepayment rates for Fannie Mae Refi Plus high loan-to-value ratio loans. It is possible that these loans could experience higher rates of default

and lower rates of voluntary prepayment than other conforming loans generally, and could experience higher or lower rates of default and higher or lower rates of voluntary prepayment than other high loan-to-value ratio loans not refinanced through the Fannie Mae Refi Plus initiative. We are unable to predict how these factors will affect loan performance. Accordingly, the Group 1, Group 2, Group 12 and Group 13 Classes may receive payments of principal more quickly or more slowly than expected, and the weighted average lives of the Group 1, Group 2, Group 12 and Group 13 Classes may be affected, perhaps significantly.

## DESCRIPTION OF THE CERTIFICATES

The material under this heading describes the principal features of the Certificates. You will find additional information about the Certificates in the other sections of this prospectus supplement, as well as in the additional Disclosure Documents and the Trust Agreement. If we use a capitalized term in this prospectus supplement without defining it, you will find the definition of that term in the applicable Disclosure Document or in the Trust Agreement.

### General

**Structure.** We will create the Fannie Mae REMIC Trust specified on the cover of this prospectus supplement (the "Trust") pursuant to a trust agreement dated as of May 1, 2010 and a supplement thereto dated as of September 1, 2011 (the "Issue Date"). We will issue the Guaranteed REMIC Pass-Through Certificates (the "REMIC Certificates") pursuant to that trust agreement and supplement. We will issue the Combinable and Recombinable REMIC Certificates (the "RCR Certificates" and, together with the REMIC Certificates, the "Certificates") pursuant to a separate trust agreement dated as of May 1, 2010 and a supplement thereto dated as of the Issue Date (together with the trust agreement and supplement relating to the REMIC Certificates, the "Trust Agreement"). We will execute the Trust Agreement in our corporate capacity and as trustee (the "Trustee"). In general, the term "Classes" includes the Classes of REMIC Certificates and RCR Certificates.

The assets of the Trust will include thirteen groups of Fannie Mae Guaranteed Mortgage Pass-Through Certificates (the "Group 1 MBS," "Group 2 MBS," "Group 3 MBS," "Group 4 MBS," "Group 5 MBS," "Group 6 MBS," "Group 7 MBS," "Group 8 MBS," "Group 9 MBS," "Group 10 MBS," "Group 11 MBS," "Group 12 MBS" and "Group 13 MBS," and together, the "MBS").

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

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

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

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

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

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

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

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

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

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

## The MBS

The MBS provide that principal and interest on the related Mortgage Loans are passed through monthly. The Mortgage Loans underlying the MBS are conventional, fixed-rate, fully-amortizing mortgage loans secured by first mortgages or deeds of trust on single-family residential properties. These Mortgage Loans have original maturities of up to 30 years in the case of the Group 1 MBS, Group 2 MBS, Group 6 MBS, Group 12 MBS and Group 13 MBS; up to 10 years in the case of the Group 4 MBS, Group 7 MBS and Group 9 MBS; up to 15 years in the case of the Group 3 MBS, Group 8 MBS, Group 10 MBS and Group 11 MBS; and up to 20 years in the case of the Group 5 MBS.

In addition, the Mortgage Loans underlying the Group 1 MBS, Group 2 MBS, Group 12 MBS and Group 13 MBS have been refinanced under Fannie Mae Refi Plus and are designated as “high loan-to-value ratio” loans, with loan-to-value ratios ranging from greater than 105% up to 125% at the time of refinance. These loans are targeted at borrowers who have demonstrated an acceptable payment history on their mortgage loans but may have been unable to refinance due to a decline in home prices or the unavailability of mortgage insurance. Fannie Mae Refi Plus refinancing is available only if the new mortgage loan either reduces the monthly principal and interest payment for the borrower or provides a more stable loan product (such as movement from an adjustable-rate loan to a fixed rate

loan). For more information on Home Affordable Refinance Program, see “Yield, Maturity, and Prepayment Considerations—Maturity and Prepayment Considerations—Borrower Refinancings” in the MBS Prospectus dated July 1, 2011 and on our Web site at [www.fanniemae.com](http://www.fanniemae.com). See also “Additional Risk Factor—*Mortgage loans with high loan-to-value ratios may have different prepayment and default characteristics than conforming mortgage loans generally*” in this prospectus supplement.

For additional information, see “Summary—Group 1, Group 2, Group 3, Group 4, Group 5, Group 6, Group 7, Group 8, Group 9, Group 10, Group 11, Group 12 and Group 13—Characteristics of the MBS” and “—Assumed Characteristics of the Underlying Mortgage Loans” in this prospectus supplement and “The Mortgage Pools” and “Yield, Maturity, and Prepayment Considerations” in the MBS Prospectus.

## Distributions of Interest

*General.* The Certificates will bear interest at the rates specified in this prospectus supplement. Interest to be paid on each Certificate on a Distribution Date will consist of one month’s interest on the outstanding balance of that Certificate immediately prior to that Distribution Date.

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

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

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

## Distributions of Principal

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

### • Group 1

The Group 1 Principal Distribution Amount as follows:

- 43.2070597548% to FD until retired, } Pass-Through Class
- 33.4686257201% as follows:
  - first*, to FC, LA and LD, pro rata, until retired; and
  - second*, to LB until retired, } Sequential Pay Classes
- 5.3450998051% to BD until retired, and } Pass-Through Class
- 17.9792147200% as follows:
  - first*, to FB, AG, AE, AU, A and AD, pro rata, until retired; and
  - second*, to B until retired. } Sequential Pay Classes

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

### • Group 2

The Group 2 Principal Distribution Amount as follows:

- 33.3333332086% to AF until retired, and } Pass-Through Class

— 66.6666667914% as follows:

*first*, to CA, DF and CD, pro rata, until retired; and  
*second*, to CB until retired.

} Sequential  
Pay Classes

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

- *Group 3*

The Group 3 Principal Distribution Amount to EA until retired.

} Pass-Through  
Class

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

- *Group 4*

The Group 4 Principal Distribution Amount to QA and QB, in that order, until retired.

} Sequential  
Pay Classes

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

- *Group 5*

The Group 5 Principal Distribution Amount in the following priority:

1. To KA and KT, pro rata, until retired.
2. To KB until retired.

} Sequential  
Pay Classes

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

- *Group 6*

The Group 6 Principal Distribution Amount as follows:

— 66.6666669903% as follows:

*first*, to Aggregate Group I to its Planned Balance;  
*second*, to Aggregate Group II to its Planned Balance;  
*third*, to UA, UB and UC, in that order, until retired;  
*fourth*, to Aggregate Group II to zero; and  
*fifth*, to Aggregate Group I to zero, and

} PAC Groups

} Support  
Classes

} PAC Groups

— 33.3333330097% to FH until retired.

} Pass-Through  
Class

The “Group 6 Principal Distribution Amount” is the principal then paid on the Group 6 MBS.

“Aggregate Group I” consist of the HF, HA and HE Classes. On each Distribution Date we will apply payments of principal of Aggregate Group I as follows:

*first*, to HF and HA, pro rata, until retired; and  
*second*, to HE until retired.

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

“Aggregate Group II” consists of the JA, JB, JC and JD Classes. On each Distribution Date we will apply payments of principal of Aggregate Group II to JA, JB, JC and JD, in that order, until retired.



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

- *Group 7*

The Group 7 Principal Distribution Amount to AM and AN, pro rata, until retired. } Pass-Through Classes

The “Group 7 Principal Distribution Amount” is the principal then paid on the Group 7 MBS.

- *Group 8*

The Group 8 Principal Distribution Amount to EC until retired. } Pass-Through Class

The “Group 8 Principal Distribution Amount” is the principal then paid on the Group 8 MBS.

- *Group 9*

The Group 9 Principal Distribution Amount to BM and BN, pro rata, until retired. } Pass-Through Classes

The “Group 9 Principal Distribution Amount” is the principal then paid on the Group 9 MBS.

- *Group 10*

The Group 10 Principal Distribution Amount to ED until retired. } Pass-Through Class

The “Group 10 Principal Distribution Amount” is the principal then paid on the Group 10 MBS.

- *Group 11*

The Group 11 Principal Distribution Amount to EG until retired. } Pass-Through Class

The “Group 11 Principal Distribution Amount” is the principal then paid on the Group 11 MBS.

- *Group 12*

The Group 12 Principal Distribution Amount as follows:

— 33.3333329107% to MF until retired, and } Pass-Through Class

— 66.6666670893% as follows:

*first* to ME and FM, pro rata, until retired; and

*second*, to MB until retired. } Sequential Pay Classes

The “Group 12 Principal Distribution Amount” is the principal then paid on the Group 12 MBS.

- *Group 13*

The Group 13 Principal Distribution Amount as follows:

— 33.3333331706% to QF until retired, and } Pass-Through Class

— 66.6666668294% as follows:

*first*, to NC and FN, pro rata, until retired; and

*second*, to NB until retired. } Sequential Pay Classes

The “Group 13 Principal Distribution Amount” is the principal then paid on the Group 13 MBS.

## Structuring Assumptions

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

- the Mortgage Loans underlying the MBS have the original terms to maturity, remaining terms to maturity, loan ages and interest rates specified under “Summary—Group 1, Group 2, Group 3, Group 4, Group 5, Group 6, Group 7, Group 8, Group 9, Group 10, Group 11, Group 12 and Group 13—Assumed Characteristics of the Underlying Mortgage Loans” in this prospectus supplement;
- the Mortgage Loans prepay at the constant percentages of PSA specified in the related tables;
- the settlement date for the Certificates is September 30, 2011; and
- each Distribution Date occurs on the 25th day of a month.

*Prepayment Assumptions.* The prepayment model used in this prospectus supplement is PSA. For a description of PSA, see “Yield, Maturity and Prepayment Considerations—Prepayment Models” in the REMIC Prospectus. It is highly unlikely that prepayments will occur at any *constant* PSA rate or at any other *constant* rate.

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

<u>Groups</u>	<u>Structuring Ranges</u>	<u>Initial Effective Ranges</u>
Aggregate Group I Planned Balances	Between 120% and 250% PSA	Between 120% and 250% PSA
Aggregate Group II Planned Balances	Between 140% and 225% PSA	Between 140% and 225% PSA

The Aggregate Groups listed above consist of the following Classes:

Aggregate Group I . . . . .	HF, HA and HE
Aggregate Group II . . . . .	JA, JB, JC and JD

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

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

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

- We will distribute any excess of principal distributions over the amount necessary to reduce an Aggregate Group to its scheduled balance in any month. As a result, the likelihood of reducing an Aggregate Group to its scheduled balance each month will not be improved by the averaging of high and low principal distributions from month to month.
- Even if the related Mortgage Loans prepay at rates falling within a Structuring Range or an Effective Range, principal distributions may be insufficient to reduce the applicable Aggregate Groups to their scheduled balances each month if prepayments do not occur at a *constant* PSA rate.
- The actual Effective Ranges at any time will be based upon the actual characteristics of the related Mortgage Loans at that time, which are likely to vary (and may vary considerably) from the Pricing Assumptions. As a result, the actual Effective Ranges will likely differ from the Initial Effective Ranges specified above. For the same reason, the Aggregate Groups might not be reduced to their scheduled balances each month even if the related Mortgage Loans prepay at a *constant* PSA rate within the applicable Initial Effective Ranges. This is so particularly if the rates fall at the lower or higher end of the applicable ranges.
- The actual Effective Ranges may narrow, widen or shift upward or downward to reflect actual prepayment experience over time.
- The principal payment stability of each Aggregate Group will be supported by one or more other Classes. When the related supporting Classes are retired, the Aggregate Group receiving the benefit of that support, if still outstanding, may no longer have an Effective Range and will be much more sensitive to prepayments of the related Mortgage Loans.

## Yield Tables

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

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

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

We cannot assure you that

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

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

- the Mortgage Loans will prepay at a constant PSA 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 following yield tables has been prepared on the basis of the Pricing Assumptions and the assumptions that

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

<u>Class</u>	<u>Price*</u>
SD .....	17.75000%
SC .....	19.39063%
SB .....	17.00000%
AS .....	20.09375%
DS .....	15.05000%
HS .....	20.25000%
SH .....	21.71875%
MS .....	20.30000%
SM .....	19.50000%
QS .....	20.25000%
SN .....	18.90000%
SA .....	17.95313%
SE .....	20.10000%
CS .....	15.92188%
BS .....	16.68750%
SG .....	20.50000%
NS .....	20.45000%

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

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

**Sensitivity of the 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>250%</u>	<u>600%</u>	<u>900%</u>
0.10% . . . . .	30.0%	27.3%	19.2%	(0.6)%	(18.9)%
0.20% . . . . .	29.3%	26.7%	18.6%	(1.3)%	(19.6)%
2.20% . . . . .	16.6%	13.8%	5.4%	(15.5)%	(35.0)%
4.20% . . . . .	3.1%	0.3%	(8.4)%	(30.3)%	(51.5)%
5.85% . . . . .	*	*	*	*	*

**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>250%</u>	<u>600%</u>	<u>900%</u>
0.1% . . . . .	30.1%	27.1%	17.3%	(9.4)%	(32.6)%
0.2% . . . . .	29.6%	26.5%	16.6%	(10.1)%	(33.4)%
2.2% . . . . .	17.8%	14.6%	3.6%	(26.4)%	(51.4)%
4.2% . . . . .	5.5%	1.9%	(11.2)%	(46.2)%	(73.6)%
6.5% . . . . .	*	*	*	*	*

**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>250%</u>	<u>600%</u>	<u>900%</u>
0.10% . . . . .	31.6%	28.4%	17.8%	(10.7)%	(34.7)%
0.20% . . . . .	30.9%	27.7%	17.1%	(11.6)%	(35.6)%
2.20% . . . . .	17.4%	13.9%	1.7%	(30.7)%	(56.5)%
4.20% . . . . .	3.0%	(1.1)%	(16.4)%	(55.1)%	(83.4)%
5.95% . . . . .	*	*	*	*	*

**Sensitivity of the AS 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>250%</u>	<u>600%</u>	<u>900%</u>
0.10% . . . . .	28.8%	26.0%	17.4%	(4.2)%	(24.5)%
0.20% . . . . .	28.3%	25.4%	16.8%	(4.8)%	(25.1)%
2.20% . . . . .	17.0%	14.2%	5.4%	(16.6)%	(37.7)%
4.20% . . . . .	5.4%	2.5%	(6.4)%	(28.9)%	(50.8)%
6.45% . . . . .	*	*	*	*	*

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

<b>LIBOR</b>	<b>PSA Prepayment Assumption</b>				
	<b>50%</b>	<b>100%</b>	<b>250%</b>	<b>600%</b>	<b>900%</b>
0.10% . . . . .	35.8%	31.9%	18.3%	(18.7)%	(48.5)%
0.20% . . . . .	35.0%	31.1%	17.4%	(19.7)%	(49.5)%
2.20% . . . . .	19.7%	15.3%	(0.5)%	(41.6)%	(72.3)%
4.20% . . . . .	3.3%	(2.0)%	(22.0)%	(69.3)%	*
5.95% . . . . .	*	*	*	*	*

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

<b>LIBOR</b>	<b>PSA Prepayment Assumption</b>									
	<b>50%</b>	<b>100%</b>	<b>120%</b>	<b>140%</b>	<b>175%</b>	<b>225%</b>	<b>250%</b>	<b>500%</b>	<b>1100%</b>	<b>1600%</b>
0.10% . . . . .	25.7%	19.5%	16.9%	16.9%	16.9%	16.9%	16.9%	(0.7)%	(49.8)%	(84.7)%
0.20% . . . . .	25.1%	18.9%	16.2%	16.2%	16.2%	16.2%	16.2%	(1.5)%	(50.8)%	(85.5)%
2.20% . . . . .	13.2%	6.0%	3.0%	3.0%	3.0%	3.0%	3.0%	(18.3)%	(70.4)%	*
4.20% . . . . .	0.0%	(8.9)%	(12.4)%	(12.4)%	(12.4)%	(12.4)%	(12.4)%	(38.9)%	(94.3)%	*
6.65% . . . . .	*	*	*	*	*	*	*	*	*	*

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

<b>LIBOR</b>	<b>PSA Prepayment Assumption</b>									
	<b>50%</b>	<b>100%</b>	<b>120%</b>	<b>140%</b>	<b>175%</b>	<b>225%</b>	<b>250%</b>	<b>500%</b>	<b>1100%</b>	<b>1600%</b>
0.1% . . . . .	26.4%	23.6%	22.5%	21.3%	19.3%	16.4%	15.0%	0.0%	(39.9)%	(77.4)%
0.2% . . . . .	25.9%	23.1%	21.9%	20.8%	18.8%	15.9%	14.5%	(0.5)%	(40.5)%	(78.1)%
2.2% . . . . .	15.5%	12.7%	11.5%	10.4%	8.3%	5.4%	3.9%	(11.4)%	(53.0)%	(92.9)%
4.2% . . . . .	4.6%	1.8%	0.6%	(0.6)%	(2.6)%	(5.6)%	(7.1)%	(22.7)%	(66.6)%	*
6.5% . . . . .	*	*	*	*	*	*	*	*	*	*

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

<b>LIBOR</b>	<b>PSA Prepayment Assumption</b>				
	<b>50%</b>	<b>100%</b>	<b>250%</b>	<b>600%</b>	<b>900%</b>
0.10% . . . . .	28.4%	25.5%	16.5%	(5.5)%	(26.0)%
0.20% . . . . .	27.8%	24.9%	16.0%	(6.1)%	(26.6)%
2.20% . . . . .	16.7%	13.8%	4.9%	(17.5)%	(38.5)%
4.20% . . . . .	5.2%	2.3%	(6.7)%	(29.3)%	(51.1)%
6.45% . . . . .	*	*	*	*	*

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

<b>LIBOR</b>	<b>PSA Prepayment Assumption</b>				
	<b>50%</b>	<b>100%</b>	<b>250%</b>	<b>600%</b>	<b>900%</b>
0.10% . . . . .	29.4%	26.2%	15.7%	(13.3)%	(39.8)%
0.20% . . . . .	28.8%	25.6%	15.1%	(14.0)%	(40.6)%
2.20% . . . . .	17.2%	13.9%	2.7%	(29.1)%	(57.0)%
4.20% . . . . .	5.1%	1.5%	(11.4)%	(47.7)%	(77.5)%
6.45% . . . . .	*	*	*	*	*

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

<b>LIBOR</b>	<b>PSA Prepayment Assumption</b>				
	<b>50%</b>	<b>100%</b>	<b>250%</b>	<b>600%</b>	<b>900%</b>
0.1% . . . . .	28.3%	25.6%	17.1%	(4.0)%	(23.7)%
0.2% . . . . .	27.8%	25.0%	16.5%	(4.6)%	(24.3)%
2.2% . . . . .	16.6%	13.8%	5.2%	(16.5)%	(37.1)%
4.2% . . . . .	5.0%	2.1%	(6.7)%	(28.9)%	(50.6)%
6.4% . . . . .	*	*	*	*	*

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

<b>LIBOR</b>	<b>PSA Prepayment Assumption</b>				
	<b>50%</b>	<b>100%</b>	<b>250%</b>	<b>600%</b>	<b>900%</b>
0.10% . . . . .	30.4%	27.1%	15.8%	(15.4)%	(42.1)%
0.20% . . . . .	29.8%	26.4%	15.1%	(16.2)%	(42.9)%
2.20% . . . . .	17.7%	14.1%	1.4%	(33.3)%	(61.5)%
4.20% . . . . .	5.0%	0.9%	(14.4)%	(54.3)%	(84.4)%
6.45% . . . . .	*	*	*	*	*

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

<b>LIBOR</b>	<b>PSA Prepayment Assumption</b>				
	<b>50%</b>	<b>100%</b>	<b>250%</b>	<b>600%</b>	<b>900%</b>
0.1% . . . . .	29.9%	27.2%	19.1%	(0.7)%	(19.0)%
0.2% . . . . .	29.2%	26.6%	18.5%	(1.4)%	(19.8)%
2.2% . . . . .	16.6%	13.9%	5.5%	(15.4)%	(34.9)%
4.2% . . . . .	3.3%	0.5%	(8.2)%	(30.0)%	(51.2)%
5.9% . . . . .	*	*	*	*	*



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

<b>LIBOR</b>	<b>PSA Prepayment Assumption</b>				
	<b>50%</b>	<b>100%</b>	<b>250%</b>	<b>600%</b>	<b>900%</b>
0.10% . . . . .	29.1%	26.0%	16.1%	(10.8)%	(34.1)%
0.20% . . . . .	28.5%	25.5%	15.5%	(11.5)%	(34.9)%
2.20% . . . . .	17.2%	13.9%	2.8%	(27.3)%	(52.5)%
4.20% . . . . .	5.3%	1.6%	(11.5)%	(46.6)%	(74.0)%
6.55% . . . . .	*	*	*	*	*

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

<b>LIBOR</b>	<b>PSA Prepayment Assumption</b>				
	<b>50%</b>	<b>100%</b>	<b>250%</b>	<b>600%</b>	<b>900%</b>
0.1% . . . . .	33.7%	29.7%	15.9%	(21.6)%	(51.5)%
0.2% . . . . .	32.9%	29.0%	15.0%	(22.6)%	(52.5)%
2.2% . . . . .	18.4%	14.0%	(2.0)%	(43.5)%	(74.4)%
4.2% . . . . .	2.9%	(2.5)%	(22.6)%	(70.2)%	*
6.0% . . . . .	*	*	*	*	*

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

<b>LIBOR</b>	<b>PSA Prepayment Assumption</b>				
	<b>50%</b>	<b>100%</b>	<b>250%</b>	<b>600%</b>	<b>900%</b>
0.10% . . . . .	32.0%	28.0%	14.0%	(23.8)%	(53.8)%
0.20% . . . . .	31.3%	27.3%	13.2%	(24.8)%	(54.8)%
2.20% . . . . .	17.5%	13.0%	(3.2)%	(45.0)%	(75.9)%
4.20% . . . . .	2.6%	(2.9)%	(23.1)%	(70.8)%	*
6.05% . . . . .	*	*	*	*	*

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

<b>LIBOR</b>	<b>PSA Prepayment Assumption</b>									
	<b>50%</b>	<b>100%</b>	<b>120%</b>	<b>140%</b>	<b>175%</b>	<b>225%</b>	<b>250%</b>	<b>500%</b>	<b>1100%</b>	<b>1600%</b>
0.10% . . . . .	28.7%	25.9%	24.8%	23.6%	21.6%	18.8%	17.3%	2.4%	(37.2)%	(74.4)%
0.20% . . . . .	28.1%	25.3%	24.2%	23.1%	21.1%	18.2%	16.8%	1.8%	(37.8)%	(75.1)%
2.20% . . . . .	17.2%	14.3%	13.2%	12.0%	10.0%	7.1%	5.6%	(9.7)%	(50.9)%	(90.4)%
4.20% . . . . .	5.7%	2.9%	1.7%	0.6%	(1.5)%	(4.4)%	(5.9)%	(21.5)%	(65.2)%	*
6.55% . . . . .	*	*	*	*	*	*	*	*	*	*

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

<b>LIBOR</b>	<b>PSA Prepayment Assumption</b>				
	<b>50%</b>	<b>100%</b>	<b>250%</b>	<b>600%</b>	<b>900%</b>
0.10% . . . . .	28.3%	25.5%	17.0%	(4.0)%	(23.7)%
0.20% . . . . .	27.7%	24.9%	16.5%	(4.6)%	(24.4)%
2.20% . . . . .	16.7%	13.9%	5.2%	(16.5)%	(37.1)%
4.20% . . . . .	5.2%	2.3%	(6.5)%	(28.7)%	(50.4)%
6.45% . . . . .	*	*	*	*	*

*The Fixed Rate Interest Only Classes.* The yields to investors in the Fixed Rate Interest Only Classes will be very sensitive to the rate of principal payments (including prepayments) of the related Mortgage Loans. The Mortgage Loans generally can be prepaid at any time without penalty. On the basis of the assumptions described below, the yield to maturity on each Fixed Rate Interest Only Class would be 0% if prepayments of the related Mortgage Loans were to occur at the following constant rates:

<b>Class</b>	<b>% PSA</b>
EI . . . . .	441%
QI . . . . .	640%
IE . . . . .	413%
IC . . . . .	402%
IG . . . . .	421%

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

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

<b>Class</b>	<b>Price*</b>
EI . . . . .	10.62500%
QI . . . . .	6.50000%
IE . . . . .	11.31250%
IC . . . . .	11.50000%
IG . . . . .	11.15625%

\* 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 EI Class to Prepayments**

	<b>PSA Prepayment Assumption</b>					
	<b>50%</b>	<b>100%</b>	<b>250%</b>	<b>500%</b>	<b>900%</b>	<b>1300%</b>
Pre-Tax Yields to Maturity . . . . .	22.7%	20.0%	11.4%	(3.7)%	(30.6)%	(62.5)%

### Sensitivity of the QI Class to Prepayments

	PSA Prepayment Assumption					
	50%	100%	250%	508%	1100%	1600%
Pre-Tax Yields to Maturity . . . . .	45.0%	41.6%	30.7%	10.4%	(33.7)%	(65.1)%

### Sensitivity of the IE Class to Prepayments

	PSA Prepayment Assumption					
	50%	100%	250%	400%	900%	1300%
Pre-Tax Yields to Maturity . . . . .	20.6%	17.9%	9.5%	0.7%	(31.6)%	(62.4)%

### Sensitivity of the IC Class to Prepayments

	PSA Prepayment Assumption					
	50%	100%	250%	400%	900%	1300%
Pre-Tax Yields to Maturity . . . . .	20.0%	17.3%	8.9%	0.1%	(32.2)%	(63.1)%

### Sensitivity of the IG Class to Prepayments

	PSA Prepayment Assumption					
	50%	100%	250%	400%	900%	1300%
Pre-Tax Yields to Maturity . . . . .	21.1%	18.4%	10.0%	1.3%	(31.1)%	(61.8)%

### Weighted Average Lives of the Certificates

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

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

- the timing of changes in the rate of principal distributions, and
- the priority sequences of distributions of principal of the Group 1, Group 2, Group 4, Group 5, Group 6, Group 12 and Group 13 Classes.

See “—Distributions of Principal” above.

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

## Decrement Tables

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

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

<u>Mortgage Loans Backing Trust Assets Specified Below</u>	<u>Original and Remaining Terms to Maturity</u>	<u>Interest Rates</u>
Group 1 MBS	360 months	7.50%
Group 2 MBS	360 months	7.50%
Group 3 MBS	180 months	6.00%
Group 4 MBS	120 months	6.50%
Group 5 MBS	240 months	6.00%
Group 6 MBS	360 months	7.50%
Group 7 MBS	120 months	5.50%
Group 8 MBS	180 months	6.00%
Group 9 MBS	120 months	5.50%
Group 10 MBS	180 months	6.00%
Group 11 MBS	180 months	6.00%
Group 12 MBS	360 months	7.50%
Group 13 MBS	360 months	7.50%

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

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

## Percent of Original Principal Balances Outstanding

Date	FD, SD†, BD, FA and SA† Classes					FC, SC†, LA, LD, FE and SE† Classes					LB Class					FB, SB†, AG, AE, AU, A and AD Classes				
	PSA Prepayment Assumption					PSA Prepayment Assumption					PSA Prepayment Assumption					PSA Prepayment Assumption				
	0%	100%	250%	600%	900%	0%	100%	250%	600%	900%	0%	100%	250%	600%	900%	0%	100%	250%	600%	900%
Initial Percent . . . . .	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
September 2012 . . . . .	99	96	93	86	80	99	96	93	85	78	100	100	100	100	100	99	96	92	84	77
September 2013 . . . . .	98	91	82	62	46	98	90	80	58	41	100	100	100	100	100	98	89	79	57	39
September 2014 . . . . .	97	84	68	39	21	97	82	65	33	14	100	100	100	100	100	97	82	64	31	10
September 2015 . . . . .	96	77	57	24	10	95	75	53	17	1	100	100	100	100	100	95	74	51	14	0
September 2016 . . . . .	95	71	47	15	4	94	69	43	8	0	100	100	100	100	51	94	68	40	4	0
September 2017 . . . . .	93	66	40	10	2	93	63	34	1	0	100	100	100	100	23	92	61	31	0	0
September 2018 . . . . .	92	60	33	6	1	91	57	27	0	0	100	100	100	71	10	91	55	24	0	0
September 2019 . . . . .	90	55	27	4	*	89	51	21	0	0	100	100	100	44	5	89	49	17	0	0
September 2020 . . . . .	89	51	23	2	*	88	46	15	0	0	100	100	100	28	2	87	44	12	0	0
September 2021 . . . . .	87	46	19	1	*	86	41	11	0	0	100	100	100	17	1	85	39	8	0	0
September 2022 . . . . .	85	42	15	1	*	83	37	8	0	0	100	100	100	11	*	83	34	4	0	0
September 2023 . . . . .	83	38	13	1	*	81	33	5	0	0	100	100	100	7	*	80	30	1	0	0
September 2024 . . . . .	80	35	10	*	*	79	29	2	0	0	100	100	100	4	*	78	26	0	0	0
September 2025 . . . . .	78	31	8	*	*	76	25	0	0	0	100	100	100	3	*	75	22	0	0	0
September 2026 . . . . .	75	28	7	*	*	73	22	0	0	0	100	100	81	2	*	72	19	0	0	0
September 2027 . . . . .	73	25	6	*	*	70	18	0	0	0	100	100	66	1	*	69	15	0	0	0
September 2028 . . . . .	70	22	4	*	*	67	15	0	0	0	100	100	53	1	*	65	12	0	0	0
September 2029 . . . . .	66	20	4	*	*	63	12	0	0	0	100	100	42	*	*	62	9	0	0	0
September 2030 . . . . .	63	17	3	*	*	59	10	0	0	0	100	100	33	*	*	58	6	0	0	0
September 2031 . . . . .	59	15	2	*	*	55	7	0	0	0	100	100	26	*	*	53	4	0	0	0
September 2032 . . . . .	55	13	2	*	*	51	5	0	0	0	100	100	20	*	*	49	1	0	0	0
September 2033 . . . . .	50	11	1	*	*	46	3	0	0	0	100	100	16	*	*	44	0	0	0	0
September 2034 . . . . .	46	9	1	*	*	41	1	0	0	0	100	100	12	*	*	38	0	0	0	0
September 2035 . . . . .	40	7	1	*	0	35	0	0	0	0	100	87	9	*	*	32	0	0	0	0
September 2036 . . . . .	35	6	1	*	0	29	0	0	0	0	100	68	6	*	*	26	0	0	0	0
September 2037 . . . . .	29	4	*	*	0	22	0	0	0	0	100	50	4	*	0	19	0	0	0	0
September 2038 . . . . .	22	3	*	*	0	15	0	0	0	0	100	33	2	*	0	12	0	0	0	0
September 2039 . . . . .	16	1	*	*	0	8	0	0	0	0	100	17	1	*	0	4	0	0	0	0
September 2040 . . . . .	8	*	*	*	0	0	0	0	0	0	95	2	*	*	0	0	0	0	0	0
September 2041 . . . . .	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)** . . . . .	20.2	10.8	6.2	3.0	2.2	19.4	9.4	5.1	2.5	1.9	29.5	26.1	18.2	8.4	5.4	19.0	8.9	4.8	2.4	1.8

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

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

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

Date	B Class					AF and AS† Classes					CA, CD, DF, DS†, CF, CS†, BF and BS† Classes					CB Class				
	PSA Prepayment Assumption					PSA Prepayment Assumption					PSA Prepayment Assumption					PSA Prepayment Assumption				
	0%	100%	250%	600%	900%	0%	100%	250%	600%	900%	0%	100%	250%	600%	900%	0%	100%	250%	600%	900%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
September 2012	100	100	100	100	100	99	96	92	82	74	99	95	90	78	68	100	100	100	100	100
September 2013	100	100	100	100	100	98	90	79	56	39	98	87	73	45	24	100	100	100	100	100
September 2014	100	100	100	100	100	97	83	66	35	18	96	78	57	19	0	100	100	100	100	87
September 2015	100	100	100	100	80	96	76	55	22	8	95	70	43	2	0	100	100	100	100	39
September 2016	100	100	100	100	36	95	70	46	14	4	93	63	32	0	0	100	100	100	68	18
September 2017	100	100	100	81	16	93	65	38	9	2	92	56	22	0	0	100	100	100	43	8
September 2018	100	100	100	51	7	92	59	32	5	1	90	49	14	0	0	100	100	100	27	4
September 2019	100	100	100	32	3	90	55	26	3	*	88	43	7	0	0	100	100	100	17	2
September 2020	100	100	100	20	1	89	50	22	2	*	86	37	1	0	0	100	100	100	10	1
September 2021	100	100	100	12	1	87	46	18	1	*	83	31	0	0	0	100	100	87	6	*
September 2022	100	100	100	8	*	85	41	15	1	*	81	26	0	0	0	100	100	72	4	*
September 2023	100	100	100	5	*	83	38	12	1	*	78	22	0	0	0	100	100	59	2	*
September 2024	100	100	87	3	*	80	34	10	*	*	75	17	0	0	0	100	100	48	2	*
September 2025	100	100	71	2	*	78	31	8	*	*	72	13	0	0	0	100	100	39	1	*
September 2026	100	100	58	1	*	75	28	7	*	*	69	9	0	0	0	100	100	32	1	*
September 2027	100	100	47	1	*	73	25	5	*	*	66	5	0	0	0	100	100	26	*	*
September 2028	100	100	38	*	*	70	22	4	*	*	62	2	0	0	0	100	100	21	*	*
September 2029	100	100	30	*	*	66	19	3	*	*	58	0	0	0	0	100	94	17	*	*
September 2030	100	100	24	*	*	63	17	3	*	*	53	0	0	0	0	100	82	13	*	*
September 2031	100	100	19	*	*	59	15	2	*	*	48	0	0	0	0	100	71	10	*	*
September 2032	100	100	15	*	*	55	13	2	*	*	43	0	0	0	0	100	61	8	*	*
September 2033	100	92	11	*	*	50	11	1	*	*	38	0	0	0	0	100	51	6	*	*
September 2034	100	77	8	*	*	46	9	1	*	*	32	0	0	0	0	100	42	5	*	*
September 2035	100	62	6	*	*	40	7	1	*	0	25	0	0	0	0	100	34	3	*	*
September 2036	100	48	4	*	*	35	5	*	*	0	18	0	0	0	0	100	26	2	*	0
September 2037	100	35	3	*	0	29	4	*	*	0	11	0	0	0	0	100	19	1	*	0
September 2038	100	23	2	*	0	22	2	*	*	0	2	0	0	0	0	100	12	1	*	0
September 2039	100	12	1	*	0	16	1	*	*	0	0	0	0	0	0	76	5	*	*	0
September 2040	68	2	*	*	0	8	0	0	0	0	0	0	0	0	0	39	0	0	0	0
September 2041	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average																				
Life (years)**	29.3	25.0	16.7	7.7	5.0	20.2	10.6	6.0	2.9	2.0	18.0	7.5	3.9	2.0	1.4	28.7	22.5	14.0	6.3	4.1

Date	EA and EI† Classes					
	PSA Prepayment Assumption					
	0%	100%	250%	500%	900%	1300%
Initial Percent	100	100	100	100	100	100
September 2012	96	92	87	80	68	56
September 2013	91	81	71	55	33	15
September 2014	86	72	56	36	14	3
September 2015	81	62	44	23	6	1
September 2016	76	54	35	15	3	*
September 2017	70	46	27	9	1	*
September 2018	64	38	20	6	*	*
September 2019	58	32	15	4	*	*
September 2020	51	25	11	2	*	*
September 2021	44	19	8	1	*	*
September 2022	36	14	5	1	*	*
September 2023	28	9	3	*	*	0
September 2024	19	5	1	*	*	0
September 2025	10	*	*	*	*	0
September 2026	0	0	0	0	0	0
Weighted Average						
Life (years)**	8.6	6.0	4.3	2.8	1.8	1.3

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

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

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

Date	QA and QI† Classes						QB Class					
	PSA Prepayment Assumption						PSA Prepayment Assumption					
	0%	100%	250%	508%	1100%	1600%	0%	100%	250%	508%	1100%	1600%
Initial Percent . . . . .	100	100	100	100	100	100	100	100	100	100	100	100
September 2012 . . . . .	91	87	83	76	60	47	100	100	100	100	100	100
September 2013 . . . . .	81	71	61	45	12	0	100	100	100	100	100	59
September 2014 . . . . .	71	55	40	18	0	0	100	100	100	100	46	2
September 2015 . . . . .	60	40	23	2	0	0	100	100	100	100	13	*
September 2016 . . . . .	48	27	10	0	0	0	100	100	100	62	4	*
September 2017 . . . . .	36	14	0	0	0	0	100	100	95	34	1	*
September 2018 . . . . .	22	2	0	0	0	0	100	100	59	17	*	*
September 2019 . . . . .	8	0	0	0	0	0	100	63	31	7	*	0
September 2020 . . . . .	0	0	0	0	0	0	69	20	9	2	*	0
September 2021 . . . . .	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)** . . . . .	4.7	3.5	2.7	1.9	1.2	1.0	9.3	8.3	7.4	5.7	3.2	2.2

Date	KA and KT Classes					KB Class				
	PSA Prepayment Assumption					PSA Prepayment Assumption				
	0%	100%	250%	500%	800%	0%	100%	250%	500%	800%
Initial Percent . . . . .	100	100	100	100	100	100	100	100	100	100
September 2012 . . . . .	97	93	88	79	69	100	100	100	100	100
September 2013 . . . . .	94	83	70	51	31	100	100	100	100	100
September 2014 . . . . .	90	73	54	29	7	100	100	100	100	100
September 2015 . . . . .	86	64	41	14	0	100	100	100	100	69
September 2016 . . . . .	82	55	30	3	0	100	100	100	100	34
September 2017 . . . . .	78	47	21	0	0	100	100	100	79	17
September 2018 . . . . .	74	40	13	0	0	100	100	100	52	8
September 2019 . . . . .	69	33	7	0	0	100	100	100	34	4
September 2020 . . . . .	64	27	2	0	0	100	100	100	22	2
September 2021 . . . . .	58	21	0	0	0	100	100	86	14	1
September 2022 . . . . .	53	15	0	0	0	100	100	67	9	*
September 2023 . . . . .	47	10	0	0	0	100	100	51	6	*
September 2024 . . . . .	40	5	0	0	0	100	100	38	4	*
September 2025 . . . . .	33	1	0	0	0	100	100	28	2	*
September 2026 . . . . .	26	0	0	0	0	100	83	20	1	*
September 2027 . . . . .	19	0	0	0	0	100	61	13	1	*
September 2028 . . . . .	10	0	0	0	0	100	41	8	*	*
September 2029 . . . . .	2	0	0	0	0	100	22	4	*	*
September 2030 . . . . .	0	0	0	0	0	57	5	1	*	*
September 2031 . . . . .	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)** . . . . .	10.7	6.2	3.8	2.3	1.6	19.1	16.7	12.7	7.8	4.9

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

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

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



HF, HS† and HA Classes										
Date	PSA Prepayment Assumption									
	0%	100%	120%	140%	175%	225%	250%	500%	1100%	1600%
Initial Percent . . . . .	100	100	100	100	100	100	100	100	100	100
September 2012 . . . . .	99	93	92	92	92	92	92	92	84	59
September 2013 . . . . .	97	83	81	81	81	81	81	79	30	2
September 2014 . . . . .	95	73	69	69	69	69	69	47	0	0
September 2015 . . . . .	93	62	57	57	57	57	57	25	0	0
September 2016 . . . . .	91	53	47	47	47	47	47	10	0	0
September 2017 . . . . .	89	43	37	37	37	37	37	0	0	0
September 2018 . . . . .	87	35	28	28	28	28	28	0	0	0
September 2019 . . . . .	84	27	19	19	19	19	19	0	0	0
September 2020 . . . . .	82	19	12	12	12	12	12	0	0	0
September 2021 . . . . .	79	12	6	6	6	6	6	0	0	0
September 2022 . . . . .	76	6	*	*	*	*	*	0	0	0
September 2023 . . . . .	72	0	0	0	0	0	0	0	0	0
September 2024 . . . . .	68	0	0	0	0	0	0	0	0	0
September 2025 . . . . .	65	0	0	0	0	0	0	0	0	0
September 2026 . . . . .	60	0	0	0	0	0	0	0	0	0
September 2027 . . . . .	56	0	0	0	0	0	0	0	0	0
September 2028 . . . . .	51	0	0	0	0	0	0	0	0	0
September 2029 . . . . .	46	0	0	0	0	0	0	0	0	0
September 2030 . . . . .	40	0	0	0	0	0	0	0	0	0
September 2031 . . . . .	34	0	0	0	0	0	0	0	0	0
September 2032 . . . . .	27	0	0	0	0	0	0	0	0	0
September 2033 . . . . .	20	0	0	0	0	0	0	0	0	0
September 2034 . . . . .	12	0	0	0	0	0	0	0	0	0
September 2035 . . . . .	4	0	0	0	0	0	0	0	0	0
September 2036 . . . . .	0	0	0	0	0	0	0	0	0	0
September 2037 . . . . .	0	0	0	0	0	0	0	0	0	0
September 2038 . . . . .	0	0	0	0	0	0	0	0	0	0
September 2039 . . . . .	0	0	0	0	0	0	0	0	0	0
September 2040 . . . . .	0	0	0	0	0	0	0	0	0	0
September 2041 . . . . .	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)** . . . . .	15.8	5.6	5.0	5.0	5.0	5.0	5.0	3.1	1.6	1.2

Date	HE Class										JA Class									
	PSA Prepayment Assumption										PSA Prepayment Assumption									
	0%	100%	120%	140%	175%	225%	250%	500%	1100%	1600%	0%	100%	120%	140%	175%	225%	250%	500%	1100%	1600%
Initial Percent . . . . .	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
September 2012 . . . . .	100	100	100	100	100	100	100	100	100	100	100	100	100	86	86	86	86	86	0	0
September 2013 . . . . .	100	100	100	100	100	100	100	100	100	100	100	100	100	66	66	66	66	0	0	0
September 2014 . . . . .	100	100	100	100	100	100	100	100	78	5	100	100	100	44	44	44	44	0	0	0
September 2015 . . . . .	100	100	100	100	100	100	100	100	26	*	100	100	100	27	27	27	27	0	0	0
September 2016 . . . . .	100	100	100	100	100	100	100	100	9	*	100	100	100	13	13	13	11	0	0	0
September 2017 . . . . .	100	100	100	100	100	100	100	97	3	*	100	100	100	3	3	3	0	0	0	0
September 2018 . . . . .	100	100	100	100	100	100	100	66	1	*	100	100	100	0	0	0	0	0	0	0
September 2019 . . . . .	100	100	100	100	100	100	100	45	*	0	100	100	100	0	0	0	0	0	0	0
September 2020 . . . . .	100	100	100	100	100	100	100	31	*	0	100	100	94	0	0	0	0	0	0	0
September 2021 . . . . .	100	100	100	100	100	100	100	21	*	0	100	100	79	0	0	0	0	0	0	0
September 2022 . . . . .	100	100	100	100	100	100	100	14	*	0	100	100	57	0	0	0	0	0	0	0
September 2023 . . . . .	100	98	83	83	83	83	83	10	*	0	100	100	30	0	0	0	0	0	0	0
September 2024 . . . . .	100	74	68	68	68	68	68	7	*	0	100	100	0	0	0	0	0	0	0	0
September 2025 . . . . .	100	56	56	56	56	56	56	4	*	0	100	84	0	0	0	0	0	0	0	0
September 2026 . . . . .	100	45	45	45	45	45	45	3	*	0	100	45	0	0	0	0	0	0	0	0
September 2027 . . . . .	100	37	37	37	37	37	37	2	*	0	100	4	0	0	0	0	0	0	0	0
September 2028 . . . . .	100	29	29	29	29	29	29	1	*	0	100	0	0	0	0	0	0	0	0	0
September 2029 . . . . .	100	23	23	23	23	23	23	1	*	0	100	0	0	0	0	0	0	0	0	0
September 2030 . . . . .	100	19	19	19	19	19	19	1	*	0	100	0	0	0	0	0	0	0	0	0
September 2031 . . . . .	100	15	15	15	15	15	15	*	0	0	100	0	0	0	0	0	0	0	0	0
September 2032 . . . . .	100	11	11	11	11	11	11	*	0	0	100	0	0	0	0	0	0	0	0	0
September 2033 . . . . .	100	9	9	9	9	9	9	*	0	0	100	0	0	0	0	0	0	0	0	0
September 2034 . . . . .	100	6	6	6	6	6	6	*	0	0	100	0	0	0	0	0	0	0	0	0
September 2035 . . . . .	100	5	5	5	5	5	5	*	0	0	100	0	0	0	0	0	0	0	0	0
September 2036 . . . . .	78	3	3	3	3	3	3	*	0	0	100	0	0	0	0	0	0	0	0	0
September 2037 . . . . .	38	2	2	2	2	2	2	*	0	0	100	0	0	0	0	0	0	0	0	0
September 2038 . . . . .	1	1	1	1	1	1	1	*	0	0	74	0	0	0	0	0	0	0	0	0
September 2039 . . . . .	1	1	1	1	1	1	1	*	0	0	0	0	0	0	0	0	0	0	0	0
September 2040 . . . . .	*	*	*	*	*	*	*	*	0	0	0	0	0	0	0	0	0	0	0	0
September 2041 . . . . .	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)** . . . . .	25.7	15.9	15.7	15.7	15.7	15.7	8.5	3.7	2.4	27.2	14.9	11.2	2.9	2.9	2.9	2.8	1.5	0.7	0.4	

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

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

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

Date	JB Class										JC Class									
	PSA Prepayment Assumption										PSA Prepayment Assumption									
	0%	100%	120%	140%	175%	225%	250%	500%	1100%	1600%	0%	100%	120%	140%	175%	225%	250%	500%	1100%	1600%
Initial Percent . . . . .	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
September 2012 . . . . .	100	100	100	100	100	100	100	100	0	0	100	100	100	100	100	100	100	100	0	0
September 2013 . . . . .	100	100	100	100	100	100	100	100	0	0	100	100	100	100	100	100	100	100	0	0
September 2014 . . . . .	100	100	100	100	100	100	100	100	0	0	100	100	100	100	100	100	100	100	0	0
September 2015 . . . . .	100	100	100	100	100	100	100	100	0	0	100	100	100	100	100	100	100	100	0	0
September 2016 . . . . .	100	100	100	100	100	100	100	100	0	0	100	100	100	100	100	100	100	100	0	0
September 2017 . . . . .	100	100	100	100	100	100	100	0	0	0	100	100	100	100	100	100	53	0	0	0
September 2018 . . . . .	100	100	100	73	73	73	0	0	0	0	100	100	100	100	100	100	0	0	0	0
September 2019 . . . . .	100	100	100	45	45	45	0	0	0	0	100	100	100	100	100	100	0	0	0	0
September 2020 . . . . .	100	100	100	19	19	19	0	0	0	0	100	100	100	100	100	100	0	0	0	0
September 2021 . . . . .	100	100	100	0	0	0	0	0	0	0	100	100	100	92	92	92	0	0	0	0
September 2022 . . . . .	100	100	100	0	0	0	0	0	0	0	100	100	100	70	70	70	0	0	0	0
September 2023 . . . . .	100	100	100	0	0	0	0	0	0	0	100	100	100	47	47	47	0	0	0	0
September 2024 . . . . .	100	100	97	0	0	0	0	0	0	0	100	100	100	24	24	24	0	0	0	0
September 2025 . . . . .	100	100	0	0	0	0	0	0	0	0	100	100	38	1	1	1	0	0	0	0
September 2026 . . . . .	100	100	0	0	0	0	0	0	0	0	100	100	0	0	0	0	0	0	0	0
September 2027 . . . . .	100	100	0	0	0	0	0	0	0	0	100	100	0	0	0	0	0	0	0	0
September 2028 . . . . .	100	0	0	0	0	0	0	0	0	0	100	23	0	0	0	0	0	0	0	0
September 2029 . . . . .	100	0	0	0	0	0	0	0	0	0	100	0	0	0	0	0	0	0	0	0
September 2030 . . . . .	100	0	0	0	0	0	0	0	0	0	100	0	0	0	0	0	0	0	0	0
September 2031 . . . . .	100	0	0	0	0	0	0	0	0	0	100	0	0	0	0	0	0	0	0	0
September 2032 . . . . .	100	0	0	0	0	0	0	0	0	0	100	0	0	0	0	0	0	0	0	0
September 2033 . . . . .	100	0	0	0	0	0	0	0	0	0	100	0	0	0	0	0	0	0	0	0
September 2034 . . . . .	100	0	0	0	0	0	0	0	0	0	100	0	0	0	0	0	0	0	0	0
September 2035 . . . . .	100	0	0	0	0	0	0	0	0	0	100	0	0	0	0	0	0	0	0	0
September 2036 . . . . .	100	0	0	0	0	0	0	0	0	0	100	0	0	0	0	0	0	0	0	0
September 2037 . . . . .	100	0	0	0	0	0	0	0	0	0	100	0	0	0	0	0	0	0	0	0
September 2038 . . . . .	100	0	0	0	0	0	0	0	0	0	100	0	0	0	0	0	0	0	0	0
September 2039 . . . . .	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
September 2040 . . . . .	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
September 2041 . . . . .	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)** . . . . .	27.5	16.3	13.3	7.9	7.9	7.9	5.4	1.8	0.8	0.5	27.7	16.8	13.9	11.9	11.9	11.9	6.1	1.9	0.8	0.5

Date	JD Class										UA Class									
	PSA Prepayment Assumption										PSA Prepayment Assumption									
	0%	100%	120%	140%	175%	225%	250%	500%	1100%	1600%	0%	100%	120%	140%	175%	225%	250%	500%	1100%	1600%
Initial Percent . . . . .	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
September 2012 . . . . .	100	100	100	100	100	100	100	100	100	0	100	100	100	100	93	84	79	33	0	0
September 2013 . . . . .	100	100	100	100	100	100	100	100	0	0	100	100	100	100	84	62	52	0	0	0
September 2014 . . . . .	100	100	100	100	100	100	100	100	0	0	100	100	100	100	75	40	23	0	0	0
September 2015 . . . . .	100	100	100	100	100	100	100	100	0	0	100	100	100	100	67	24	3	0	0	0
September 2016 . . . . .	100	100	100	100	100	100	100	100	0	0	100	100	100	100	62	13	0	0	0	0
September 2017 . . . . .	100	100	100	100	100	100	100	100	0	0	100	100	100	100	58	6	0	0	0	0
September 2018 . . . . .	100	100	100	100	100	100	49	0	0	0	100	100	100	100	56	2	0	0	0	0
September 2019 . . . . .	100	100	100	100	100	100	*	0	0	0	100	100	100	100	55	1	0	0	0	0
September 2020 . . . . .	100	100	100	100	100	100	*	0	0	0	100	100	100	99	54	1	0	0	0	0
September 2021 . . . . .	100	100	100	100	100	100	*	0	0	0	100	100	100	96	51	1	0	0	0	0
September 2022 . . . . .	100	100	100	100	100	100	*	0	0	0	100	100	100	92	49	1	0	0	0	0
September 2023 . . . . .	100	100	100	100	100	100	*	0	0	0	100	100	100	87	46	1	0	0	0	0
September 2024 . . . . .	100	100	100	100	100	100	*	0	0	0	100	100	100	82	42	1	0	0	0	0
September 2025 . . . . .	100	100	100	100	100	100	*	0	0	0	100	100	100	76	39	1	0	0	0	0
September 2026 . . . . .	100	100	54	54	54	54	*	0	0	0	100	100	95	70	35	1	0	0	0	0
September 2027 . . . . .	100	100	7	7	7	7	*	0	0	0	100	100	87	64	32	1	0	0	0	0
September 2028 . . . . .	100	100	0	0	0	0	*	0	0	0	100	100	78	56	27	0	0	0	0	0
September 2029 . . . . .	100	0	0	0	0	0	*	0	0	0	100	94	69	49	22	0	0	0	0	0
September 2030 . . . . .	100	0	0	0	0	0	*	0	0	0	100	83	60	42	18	0	0	0	0	0
September 2031 . . . . .	100	0	0	0	0	0	*	0	0	0	100	72	51	35	14	0	0	0	0	0
September 2032 . . . . .	100	0	0	0	0	0	*	0	0	0	100	61	43	28	10	0	0	0	0	0
September 2033 . . . . .	100	0	0	0	0	0	*	0	0	0	100	51	35	22	7	0	0	0	0	0
September 2034 . . . . .	100	0	0	0	0	0	*	0	0	0	100	41	27	16	4	0	0	0	0	0
September 2035 . . . . .	100	0	0	0	0	0	*	0	0	0	100	32	20	11	1	0	0	0	0	0
September 2036 . . . . .	100	0	0	0	0	0	*	0	0	0	100	23	13	6	0	0	0	0	0	0
September 2037 . . . . .	100	0	0	0	0	0	*	0	0	0	100	14	7	2	0	0	0	0	0	0
September 2038 . . . . .	100	0	0	0	0	0	*	0	0	0	100	6	1	0	0	0	0	0	0	0
September 2039 . . . . .	0	0	0	0	0	0	*	0	0	0	90	0	0	0	0	0	0	0	0	0
September 2040 . . . . .	0	0	0	0	0	0	*	0	0	0	42	0	0	0	0	0	0	0	0	0
September 2041 . . . . .	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)** . . . . .	27.8	17.3	15.1	15.1	15.1	15.1	7.1	1.9	0.8	0.5	28.9	22.3	20.4	17.9	10.5	2.9	2.1	0.8	0.3	0.2

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

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

Date	UB Class										UC Class									
	PSA Prepayment Assumption										PSA Prepayment Assumption									
	0%	100%	120%	140%	175%	225%	250%	500%	1100%	1600%	0%	100%	120%	140%	175%	225%	250%	500%	1100%	1600%
Initial Percent . . . . .	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
September 2012 . . . . .	100	100	100	100	100	100	100	100	0	0	100	100	100	100	100	100	100	100	0	0
September 2013 . . . . .	100	100	100	100	100	100	100	100	0	0	100	100	100	100	100	100	100	100	0	0
September 2014 . . . . .	100	100	100	100	100	100	100	100	0	0	100	100	100	100	100	100	100	100	0	0
September 2015 . . . . .	100	100	100	100	100	100	100	100	0	0	100	100	100	100	100	100	100	100	0	0
September 2016 . . . . .	100	100	100	100	100	100	100	0	0	0	100	100	100	100	100	100	100	0	0	0
September 2017 . . . . .	100	100	100	100	100	100	100	0	0	0	100	100	100	100	100	100	100	0	0	0
September 2018 . . . . .	100	100	100	100	100	100	100	0	0	0	100	100	100	100	100	100	100	0	0	0
September 2019 . . . . .	100	100	100	100	100	100	100	0	0	0	100	100	100	100	100	100	100	0	0	0
September 2020 . . . . .	100	100	100	100	100	100	100	0	0	0	100	100	100	100	100	100	100	0	0	0
September 2021 . . . . .	100	100	100	100	100	100	100	0	0	0	100	100	100	100	100	100	100	0	0	0
September 2022 . . . . .	100	100	100	100	100	100	100	0	0	0	100	100	100	100	100	100	100	0	0	0
September 2023 . . . . .	100	100	100	100	100	100	100	0	0	0	100	100	100	100	100	100	100	0	0	0
September 2024 . . . . .	100	100	100	100	100	100	100	0	0	0	100	100	100	100	100	100	100	0	0	0
September 2025 . . . . .	100	100	100	100	100	100	100	0	0	0	100	100	100	100	100	100	100	0	0	0
September 2026 . . . . .	100	100	100	100	100	100	100	0	0	0	100	100	100	100	100	100	100	0	0	0
September 2027 . . . . .	100	100	100	100	100	100	100	0	0	0	100	100	100	100	100	100	100	0	0	0
September 2028 . . . . .	100	100	100	100	100	94	0	0	0	0	100	100	100	100	100	100	100	0	0	0
September 2029 . . . . .	100	100	100	100	100	68	0	0	0	0	100	100	100	100	100	100	100	0	0	0
September 2030 . . . . .	100	100	100	100	100	45	0	0	0	0	100	100	100	100	100	100	100	0	0	0
September 2031 . . . . .	100	100	100	100	100	25	0	0	0	0	100	100	100	100	100	100	100	0	0	0
September 2032 . . . . .	100	100	100	100	100	6	0	0	0	0	100	100	100	100	100	100	100	0	0	0
September 2033 . . . . .	100	100	100	100	100	0	0	0	0	0	100	100	100	100	100	87	0	0	0	0
September 2034 . . . . .	100	100	100	100	100	0	0	0	0	0	100	100	100	100	100	69	0	0	0	0
September 2035 . . . . .	100	100	100	100	100	0	0	0	0	0	100	100	100	100	100	53	0	0	0	0
September 2036 . . . . .	100	100	100	100	66	0	0	0	0	0	100	100	100	100	100	39	0	0	0	0
September 2037 . . . . .	100	100	100	100	22	0	0	0	0	0	100	100	100	100	100	27	0	0	0	0
September 2038 . . . . .	100	100	100	56	0	0	0	0	0	0	100	100	100	100	80	16	0	0	0	0
September 2039 . . . . .	100	88	35	0	0	0	0	0	0	0	100	100	100	97	45	9	0	0	0	0
September 2040 . . . . .	100	0	0	0	0	0	0	0	0	0	100	87	59	40	18	4	0	0	0	0
September 2041 . . . . .	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)** . . . . .	29.9	28.4	27.8	27.1	25.4	18.9	4.4	1.5	0.6	0.4	30.0	29.3	29.1	28.9	28.0	24.6	4.8	1.5	0.7	0.4

FH, SH†, FG and SG† Classes										
Date	PSA Prepayment Assumption									
	0%	100%	120%	140%	175%	225%	250%	500%	1100%	1600%
Initial Percent . . . . .	100	100	100	100	100	100	100	100	100	100
September 2012 . . . . .	99	96	95	94	93	92	91	84	66	51
September 2013 . . . . .	98	90	88	87	84	81	79	64	33	16
September 2014 . . . . .	97	83	81	78	74	69	67	44	11	1
September 2015 . . . . .	96	77	73	70	65	59	56	30	4	*
September 2016 . . . . .	95	71	67	63	57	50	46	21	1	*
September 2017 . . . . .	93	65	61	57	50	42	39	14	*	*
September 2018 . . . . .	92	60	55	51	44	36	32	10	*	*
September 2019 . . . . .	90	55	50	45	38	30	27	7	*	0
September 2020 . . . . .	89	50	45	41	33	25	22	5	*	0
September 2021 . . . . .	87	46	41	36	29	21	18	3	*	0
September 2022 . . . . .	85	42	37	32	25	18	15	2	*	0
September 2023 . . . . .	83	38	33	28	22	15	12	1	*	0
September 2024 . . . . .	80	34	29	25	19	12	10	1	*	0
September 2025 . . . . .	78	31	26	22	16	10	8	1	*	0
September 2026 . . . . .	75	28	23	19	14	9	7	*	*	0
September 2027 . . . . .	73	25	20	17	12	7	5	*	*	0
September 2028 . . . . .	70	22	18	14	10	6	4	*	*	0
September 2029 . . . . .	66	19	16	12	8	5	3	*	0	0
September 2030 . . . . .	63	17	13	11	7	4	3	*	0	0
September 2031 . . . . .	59	15	12	9	6	3	2	*	0	0
September 2032 . . . . .	55	13	10	7	5	2	2	*	0	0
September 2033 . . . . .	50	11	8	6	4	2	1	*	0	0
September 2034 . . . . .	46	9	7	5	3	1	1	*	0	0
September 2035 . . . . .	40	7	5	4	2	1	1	*	0	0
September 2036 . . . . .	35	5	4	3	2	1	*	*	0	0
September 2037 . . . . .	29	4	3	2	1	*	*	*	0	0
September 2038 . . . . .	22	3	2	1	1	*	*	*	0	0
September 2039 . . . . .	16	1	1	1	*	*	*	*	0	0
September 2040 . . . . .	8	1	*	*	*	*	*	*	0	0
September 2041 . . . . .	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)** . . . . .	20.2	10.7	9.7	9.0	7.8	6.5	6.0	3.4	1.7	1.2

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

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

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

AM and AN Classes						
PSA Prepayment Assumption						
Date	0%	100%	300%	500%	1000%	1500%
Initial Percent . . . . .	100	100	100	100	100	100
September 2012 . . . . .	92	90	87	84	77	70
September 2013 . . . . .	84	78	70	61	42	25
September 2014 . . . . .	76	65	51	39	16	3
September 2015 . . . . .	66	53	36	23	5	*
September 2016 . . . . .	57	42	25	14	2	*
September 2017 . . . . .	47	32	17	8	1	*
September 2018 . . . . .	36	23	10	4	*	*
September 2019 . . . . .	25	14	6	2	*	*
September 2020 . . . . .	13	7	2	1	*	0
September 2021 . . . . .	0	0	0	0	0	0
Weighted Average Life (years)** . . . . .	5.5	4.6	3.6	2.9	2.0	1.5

EC and IE† Classes						
PSA Prepayment Assumption						
Date	0%	100%	250%	400%	900%	1300%
Initial Percent . . . . .	100	100	100	100	100	100
September 2012 . . . . .	96	92	88	84	70	58
September 2013 . . . . .	91	82	72	62	34	17
September 2014 . . . . .	86	72	57	44	15	3
September 2015 . . . . .	81	63	45	31	6	1
September 2016 . . . . .	76	54	35	22	3	*
September 2017 . . . . .	70	46	27	15	1	*
September 2018 . . . . .	64	39	21	10	*	*
September 2019 . . . . .	58	32	15	7	*	*
September 2020 . . . . .	51	26	11	4	*	*
September 2021 . . . . .	44	20	8	3	*	*
September 2022 . . . . .	36	15	5	2	*	*
September 2023 . . . . .	28	10	3	1	*	0
September 2024 . . . . .	19	5	1	*	*	0
September 2025 . . . . .	10	1	*	*	*	0
September 2026 . . . . .	0	0	0	0	0	0
Weighted Average Life (years)** . . . . .	8.6	6.1	4.4	3.4	1.8	1.3

BM and BN Classes						
PSA Prepayment Assumption						
Date	0%	100%	300%	500%	1000%	1500%
Initial Percent . . . . .	100	100	100	100	100	100
September 2012 . . . . .	92	90	87	84	77	70
September 2013 . . . . .	84	78	70	61	42	25
September 2014 . . . . .	76	65	51	39	16	3
September 2015 . . . . .	66	53	36	23	5	*
September 2016 . . . . .	57	42	25	14	2	*
September 2017 . . . . .	47	32	17	8	1	*
September 2018 . . . . .	36	23	10	4	*	*
September 2019 . . . . .	25	14	6	2	*	*
September 2020 . . . . .	13	7	2	1	*	0
September 2021 . . . . .	0	0	0	0	0	0
Weighted Average Life (years)** . . . . .	5.5	4.6	3.6	2.9	2.0	1.5

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

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

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

Date	ED and IC† Classes						EG and IG† Classes					
	PSA Prepayment Assumption						PSA Prepayment Assumption					
	0%	100%	250%	400%	900%	1300%	0%	100%	250%	400%	900%	1300%
Initial Percent . . . . .	100	100	100	100	100	100	100	100	100	100	100	100
September 2012 . . . . .	96	92	88	84	70	58	96	92	88	84	70	58
September 2013 . . . . .	91	82	72	62	34	17	91	82	72	62	34	17
September 2014 . . . . .	86	72	57	44	15	3	86	72	57	44	15	3
September 2015 . . . . .	81	63	45	31	6	1	81	63	45	31	6	1
September 2016 . . . . .	76	54	35	22	3	*	76	54	35	22	3	*
September 2017 . . . . .	70	46	27	15	1	*	70	46	27	15	1	*
September 2018 . . . . .	64	39	21	10	*	*	64	39	21	10	*	*
September 2019 . . . . .	58	32	15	7	*	*	58	32	15	7	*	*
September 2020 . . . . .	51	26	11	4	*	*	51	26	11	4	*	*
September 2021 . . . . .	44	20	8	3	*	*	44	20	8	3	*	*
September 2022 . . . . .	36	15	5	2	*	*	36	15	5	2	*	*
September 2023 . . . . .	28	10	3	1	*	0	28	10	3	1	*	0
September 2024 . . . . .	19	5	1	*	*	0	19	5	1	*	*	0
September 2025 . . . . .	10	1	*	*	*	0	10	1	*	*	*	0
September 2026 . . . . .	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)** . . . . .	8.6	6.1	4.4	3.4	1.8	1.3	8.6	6.1	4.4	3.4	1.8	1.3

Date	MF and MS† Classes					ME, FM, SM†, MG and MA Classes					MB Class				
	PSA Prepayment Assumption					PSA Prepayment Assumption					PSA Prepayment Assumption				
	0%	100%	250%	600%	900%	0%	100%	250%	600%	900%	0%	100%	250%	600%	900%
Initial Percent . . . . .	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
September 2012 . . . . .	99	95	90	78	68	99	95	89	77	66	100	100	100	100	100
September 2013 . . . . .	98	89	78	55	39	98	88	76	52	35	100	100	100	100	100
September 2014 . . . . .	97	82	65	35	18	97	81	63	31	12	100	100	100	100	100
September 2015 . . . . .	96	76	54	22	8	96	74	51	17	2	100	100	100	100	100
September 2016 . . . . .	95	70	45	14	4	94	68	42	8	0	100	100	100	100	57
September 2017 . . . . .	93	64	38	9	2	93	62	33	2	0	100	100	100	100	26
September 2018 . . . . .	92	59	31	5	1	91	56	27	0	0	100	100	100	84	12
September 2019 . . . . .	90	54	26	3	*	90	51	21	0	0	100	100	100	52	5
September 2020 . . . . .	89	50	22	2	*	88	46	16	0	0	100	100	100	33	2
September 2021 . . . . .	87	45	18	1	*	86	42	12	0	0	100	100	100	20	1
September 2022 . . . . .	85	41	15	1	*	84	37	9	0	0	100	100	100	13	*
September 2023 . . . . .	83	37	12	1	*	82	33	6	0	0	100	100	100	8	*
September 2024 . . . . .	80	34	10	*	*	79	29	4	0	0	100	100	100	5	*
September 2025 . . . . .	78	31	8	*	*	77	26	2	0	0	100	100	100	3	*
September 2026 . . . . .	75	27	7	*	*	74	22	*	0	0	100	100	100	2	*
September 2027 . . . . .	73	24	5	*	*	71	19	0	0	0	100	100	81	1	*
September 2028 . . . . .	70	22	4	*	*	67	16	0	0	0	100	100	65	1	*
September 2029 . . . . .	66	19	3	*	*	64	14	0	0	0	100	100	52	*	*
September 2030 . . . . .	63	17	3	*	*	60	11	0	0	0	100	100	41	*	*
September 2031 . . . . .	59	15	2	*	*	56	9	0	0	0	100	100	32	*	*
September 2032 . . . . .	55	12	2	*	*	52	6	0	0	0	100	100	25	*	*
September 2033 . . . . .	50	10	1	*	*	47	4	0	0	0	100	100	19	*	*
September 2034 . . . . .	46	9	1	*	*	42	2	0	0	0	100	100	14	*	*
September 2035 . . . . .	40	7	1	*	0	36	*	0	0	0	100	100	10	*	*
September 2036 . . . . .	35	5	*	*	0	30	0	0	0	0	100	82	7	*	*
September 2037 . . . . .	29	4	*	*	0	24	0	0	0	0	100	58	5	*	*
September 2038 . . . . .	22	2	*	*	0	17	0	0	0	0	100	37	3	*	0
September 2039 . . . . .	16	1	*	*	0	10	0	0	0	0	100	17	1	*	0
September 2040 . . . . .	8	1	*	*	0	2	0	0	0	0	100	8	1	*	0
September 2041 . . . . .	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)** . . . . .	20.2	10.6	5.9	2.8	1.9	19.6	9.5	5.0	2.4	1.6	29.6	26.6	19.1	8.8	5.6

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

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

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

Date	QF, QS†, NF and NS† Classes					NC, FN, SN†, ND and NA Classes					NB Class				
	PSA Prepayment Assumption					PSA Prepayment Assumption					PSA Prepayment Assumption				
	0%	100%	250%	600%	900%	0%	100%	250%	600%	900%	0%	100%	250%	600%	900%
Initial Percent . . . . .	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
September 2012 . . . . .	99	96	92	84	76	99	96	91	81	73	100	100	100	100	100
September 2013 . . . . .	98	90	80	58	42	98	89	77	52	34	100	100	100	100	100
September 2014 . . . . .	97	83	67	37	19	97	81	62	28	8	100	100	100	100	100
September 2015 . . . . .	96	77	56	23	9	95	73	50	12	0	100	100	100	100	70
September 2016 . . . . .	95	71	46	14	4	94	67	39	3	0	100	100	100	100	32
September 2017 . . . . .	93	65	39	9	2	92	60	30	0	0	100	100	100	75	14
September 2018 . . . . .	92	60	32	6	1	91	54	23	0	0	100	100	100	47	6
September 2019 . . . . .	90	55	27	4	*	89	49	16	0	0	100	100	100	29	3
September 2020 . . . . .	89	50	22	2	*	87	43	11	0	0	100	100	100	18	1
September 2021 . . . . .	87	46	18	1	*	85	38	7	0	0	100	100	100	11	1
September 2022 . . . . .	85	42	15	1	*	83	34	3	0	0	100	100	100	7	*
September 2023 . . . . .	83	38	12	1	*	80	29	*	0	0	100	100	100	4	*
September 2024 . . . . .	80	34	10	*	*	78	25	0	0	0	100	100	83	3	*
September 2025 . . . . .	78	31	8	*	*	75	21	0	0	0	100	100	68	2	*
September 2026 . . . . .	75	28	7	*	*	72	18	0	0	0	100	100	55	1	*
September 2027 . . . . .	73	25	5	*	*	69	15	0	0	0	100	100	45	1	*
September 2028 . . . . .	70	22	4	*	*	65	11	0	0	0	100	100	36	*	*
September 2029 . . . . .	66	20	3	*	*	62	8	0	0	0	100	100	29	*	*
September 2030 . . . . .	63	17	3	*	*	58	6	0	0	0	100	100	23	*	*
September 2031 . . . . .	59	15	2	*	*	53	3	0	0	0	100	100	18	*	*
September 2032 . . . . .	55	13	2	*	*	49	1	0	0	0	100	100	14	*	*
September 2033 . . . . .	50	11	1	*	*	44	0	0	0	0	100	89	11	*	*
September 2034 . . . . .	46	9	1	*	*	38	0	0	0	0	100	74	8	*	*
September 2035 . . . . .	40	7	1	*	0	32	0	0	0	0	100	59	6	*	*
September 2036 . . . . .	35	6	*	*	0	26	0	0	0	0	100	46	4	*	*
September 2037 . . . . .	29	4	*	*	0	19	0	0	0	0	100	33	3	*	0
September 2038 . . . . .	22	3	*	*	0	12	0	0	0	0	100	22	2	*	0
September 2039 . . . . .	16	1	*	*	0	4	0	0	0	0	100	11	1	*	0
September 2040 . . . . .	8	*	*	*	0	0	0	0	0	0	67	1	*	*	0
September 2041 . . . . .	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)** . . . . .	20.2	10.7	6.1	2.9	2.0	19.0	8.7	4.6	2.3	1.7	29.3	24.9	16.5	7.5	4.8

Date	CM Class					
	PSA Prepayment Assumption					
	0%	100%	300%	500%	1000%	1500%
Initial Percent . . . . .	100	100	100	100	100	100
September 2012 . . . . .	92	90	87	84	77	70
September 2013 . . . . .	84	78	70	61	42	25
September 2014 . . . . .	76	65	51	39	16	3
September 2015 . . . . .	66	53	36	23	5	*
September 2016 . . . . .	57	42	25	14	2	*
September 2017 . . . . .	47	32	17	8	1	*
September 2018 . . . . .	36	23	10	4	*	*
September 2019 . . . . .	25	14	6	2	*	*
September 2020 . . . . .	13	7	2	1	*	0
September 2021 . . . . .	0	0	0	0	0	0
Weighted Average Life (years)** . . . . .	5.5	4.6	3.6	2.9	2.0	1.5

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

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

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

Date	EB Class					
	PSA Prepayment Assumption					
	0%	100%	250%	400%	900%	1300%
Initial Percent . . . . .	100	100	100	100	100	100
September 2012 . . . . .	96	92	88	84	70	58
September 2013 . . . . .	91	82	72	62	34	17
September 2014 . . . . .	86	72	57	44	15	3
September 2015 . . . . .	81	63	45	31	6	1
September 2016 . . . . .	76	54	35	22	3	*
September 2017 . . . . .	70	46	27	15	1	*
September 2018 . . . . .	64	39	21	10	*	*
September 2019 . . . . .	58	32	15	7	*	*
September 2020 . . . . .	51	26	11	4	*	*
September 2021 . . . . .	44	20	8	3	*	*
September 2022 . . . . .	36	15	5	2	*	*
September 2023 . . . . .	28	10	3	1	*	0
September 2024 . . . . .	19	5	1	*	*	0
September 2025 . . . . .	10	1	*	*	*	0
September 2026 . . . . .	0	0	0	0	0	0
Weighted Average						
Life (years)** . . . . .	8.6	6.1	4.4	3.4	1.8	1.3

Date	DB Class				
	PSA Prepayment Assumption				
	0%	100%	250%	600%	900%
Initial Percent . . . . .	100	100	100	100	100
September 2012 . . . . .	100	100	100	100	100
September 2013 . . . . .	100	100	100	100	100
September 2014 . . . . .	100	100	100	100	100
September 2015 . . . . .	100	100	100	100	100
September 2016 . . . . .	100	100	100	100	54
September 2017 . . . . .	100	100	100	100	24
September 2018 . . . . .	100	100	100	78	11
September 2019 . . . . .	100	100	100	49	5
September 2020 . . . . .	100	100	100	30	2
September 2021 . . . . .	100	100	100	19	1
September 2022 . . . . .	100	100	100	12	*
September 2023 . . . . .	100	100	100	7	*
September 2024 . . . . .	100	100	100	4	*
September 2025 . . . . .	100	100	100	3	*
September 2026 . . . . .	100	100	92	2	*
September 2027 . . . . .	100	100	74	1	*
September 2028 . . . . .	100	100	60	1	*
September 2029 . . . . .	100	100	48	*	*
September 2030 . . . . .	100	100	38	*	*
September 2031 . . . . .	100	100	30	*	*
September 2032 . . . . .	100	100	23	*	*
September 2033 . . . . .	100	100	17	*	*
September 2034 . . . . .	100	100	13	*	*
September 2035 . . . . .	100	94	10	*	*
September 2036 . . . . .	100	75	7	*	*
September 2037 . . . . .	100	54	4	*	0
September 2038 . . . . .	100	35	3	*	0
September 2039 . . . . .	100	17	1	*	0
September 2040 . . . . .	98	6	*	*	0
September 2041 . . . . .	0	0	0	0	0
Weighted Average					
Life (years)** . . . . .	29.6	26.4	18.7	8.6	5.5

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

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



## **Characteristics of the Residual Classes**

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

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

## **CERTAIN ADDITIONAL FEDERAL INCOME TAX CONSEQUENCES**

The Certificates and payments on the Certificates are not generally exempt from taxation. Therefore, you should consider the tax consequences of holding a Certificate before you acquire one. The following tax discussion supplements the discussion under the caption “Material Federal Income Tax Consequences” in the REMIC Prospectus. When read together, the two discussions describe the current federal income tax treatment of beneficial owners of Certificates. These two tax discussions do not purport to deal with all federal tax consequences applicable to all categories of beneficial owners, some of which may be subject to special rules. In addition, these discussions may not apply to your particular circumstances for one of the reasons explained in the REMIC Prospectus. You should consult your own tax advisors regarding the federal income tax consequences of holding and disposing of Certificates as well as any tax consequences arising under the laws of any state, local or foreign taxing jurisdiction.

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

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

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

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

Notwithstanding the foregoing, the Mortgage Loans underlying the Group 1 MBS, Group 2 MBS, Group 12 MBS and Group 13 MBS have loan-to-value ratios at origination ranging from greater than 105% up to 125%. See “Description of the Certificates—The MBS” in this prospectus supplement. A portion of the Group 1 Classes, Group 2 Classes, Group 12 Classes and Group 13 Classes may not be

treated as “real estate assets” within the meaning of section 856(c)(5)(B) of the Code. See “Material Federal Income Tax Consequences—Special Tax Attributes” in the MBS Prospectus dated July 1, 2011. Accordingly, special tax considerations may apply to a real estate investment trust that holds a REMIC Certificate of the Group 1 Classes, Group 2 Classes, Group 12 Classes or Group 13 Classes, and we may be obligated to provide additional information, pursuant to Regulations under section 6049 of the Code, on such Classes. See “Material Federal Income Tax Consequences—REMIC Election and Special Tax Attributes” in the REMIC Prospectus.

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

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

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

<u>Group</u>	<u>Prepayment Assumption</u>
1	250% PSA
2	250% PSA
3	250% PSA
4	508% PSA
5	250% PSA
6	175% PSA
7	300% PSA
8	250% PSA
9	300% PSA
10	250% PSA
11	250% PSA
12	250% PSA
13	250% PSA

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

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

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

See “Material Federal Income Tax Consequences—Taxation of Beneficial Owners of Residual Certificates” in the REMIC Prospectus.

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

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

Generally, the ownership interest represented by an RCR certificate will be one of two types. A certificate of a Combination RCR Class (a “Combination RCR Certificate”) will represent beneficial ownership of undivided interests in one or more underlying Regular Certificates. A certificate of a Strip RCR Class (a “Strip RCR Certificate”) will represent the right to receive a disproportionate part of the principal or interest payments on one or more underlying Regular Certificates. The FA, FE, CF, BF, FG and NF Classes of RCR Certificates are Strip RCR Certificates. The SA Class represents (i) the right to receive a portion of the interest on the FD Class and (ii) beneficial ownership of an undivided interest in the SD Class. The SE Class represents (i) the right to receive a portion of the interest on the FC Class and (ii) beneficial ownership of an undivided interest in the SC Class. The CS and BS Classes each represent (i) the right to receive a portion of the interest on the DF Class and (ii) beneficial ownership of an undivided interest in the DS Class. The SG Class represents (i) the right to receive a portion of the interest on the FH Class and (ii) beneficial ownership of an undivided interest in the SH Class. The NS Class represents (i) the right to receive a portion of the interest on the QF Class and (ii) beneficial ownership of an undivided interest in the QS Class. To the extent any such Class represents the right to receive a portion of the payments on a Class, it will be treated as a Strip RCR Certificate. To the extent any such Class represents beneficial ownership of an undivided interest in a Class, it will be treated as a Combination RCR Certificate. The remaining Classes of RCR Certificates are Combination RCR Certificates. See “Material Federal Income Tax Consequences—Taxation of Beneficial Owners of RCR Certificates” in the REMIC Prospectus for a general discussion of the federal income tax treatment of beneficial owners of RCR Certificates.

### **PLAN OF DISTRIBUTION**

We are obligated to deliver the Certificates to Barclays Capital Inc. (the “Dealer”) in exchange for the MBS. The Dealer proposes to offer the Certificates directly to the public from time to time in negotiated transactions at varying prices to be determined at the time of sale. The Dealer may effect these transactions to or through other dealers.

### **LEGAL MATTERS**

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

## Available Recombinations(1)

REMIC Certificates		RCR Certificates					Final Distribution Date	
Classes	Original Balances	RCR Classes	Original Balances	Principal Type(2)	Interest Rate	Interest Type(2)		CUSIP Number
Recombination 1								
FD	\$202,087,245	FA	\$202,087,245	PT	(3)	FLT	3136A1D36	October 2041
SD	202,087,245(4)	SA	202,087,245(4)	NTL	(3)	INV/IO	3136A1D44	October 2041
Recombination 2								
FC	39,435,496	FE	39,435,496	SEQ	(3)	FLT	3136A1D51	October 2040
SC	39,435,496(4)	SE	39,435,496(4)	NTL	(3)	INV/IO	3136A1D69	October 2040
Recombination 3								
DF	112,989,949	CF	112,989,949	SEQ	(3)	FLT	3136A1D77	February 2039
DS	112,989,949(4)	CS	112,989,949(4)	NTL	(3)	INV/IO	3136A1D85	February 2039
Recombination 4								
DF	112,989,949	BF	112,989,949	SEQ	(3)	FLT	3136A1D93	February 2039
DS	112,989,949(4)	BS	112,989,949(4)	NTL	(3)	INV/IO	3136A1E27	February 2039
Recombination 5								
FH	34,333,333	FG	34,333,333	PT	(3)	FLT	3136A1E35	October 2041
SH	34,333,333(4)	SG	34,333,333(4)	NTL	(3)	INV/IO	3136A1E43	October 2041
Recombination 6								
AM	29,576,212	CM(5)	60,000,000	PT	1.75%	FIX	3136A1F34	October 2021
BM	30,423,788							
Recombination 7								
ED	293,072,565	EB(6)	300,000,000	PT	2.00%	FIX	3136A1F42	October 2026
EG	6,927,435							
Recombination 8								
ME	32,786,667	MG	34,715,294	SEQ	2.75%	FIX	3136A1E50	January 2041
FM	1,928,627							
SM	1,928,627(4)							
Recombination 9								
ME	32,786,667	MA	36,885,000	SEQ	3.00%	FIX	3136A1E68	January 2041
FM	4,098,333							
SM	4,098,333(4)							

REMIC Certificates		RCR Certificates						
Classes	Original Balances	RCR Classes	Original Balances	Principal Type(2)	Interest Rate	Interest Type(2)	CUSIP Number	Final Distribution Date
Recombination 10								
LB	\$ 2,767,599	DB(7)	\$ 6,166,562	SEQ	4.00%	FIX	3136A1F59	October 2041
MB	3,398,963							
Recombination 11								
QF	68,294,957	NF	68,294,957	PT	(3)	FLT	3136A1E92	October 2041
QS	68,294,957(4)	NS	68,294,957(4)	NTL	(3)	INV/IO	3136A1F26	October 2041
Recombination 12								
NC	80,038,000	ND	84,746,117	SEQ	2.75%	FIX	3136A1E76	April 2040
FN	4,708,117							
SN	4,708,117(4)							
Recombination 13								
NC	80,038,000	NA	90,042,750	SEQ	3.00%	FIX	3136A1E84	April 2040
FN	10,004,750							
SN	10,004,750(4)							

- (1) REMIC Certificates and RCR Certificates in each Recombination may be exchanged only in the proportions of *original* principal or notional principal balances for the related Classes shown in this Schedule 1 (disregarding any retired Classes). For example, if a particular Recombination includes two REMIC Classes and one RCR Class whose *original* principal balances shown in the schedule reflect a 1:1:2 relationship, the same 1:1:2 relationship among the *original* principal balances of those REMIC and RCR Classes must be maintained in any exchange. This is true even if, as a result of the applicable payment priority sequence, the relationship between their *current* principal balances has changed over time. Moreover, if as a result of a proposed exchange, a Certificateholder would hold a REMIC Certificate or RCR Certificate of a Class in an amount less than the applicable minimum denomination for that Class, the Certificateholder will be unable to effect the proposed exchange. See “Description of the Certificates—General—*Authorized Denominations*,” in this prospectus supplement.
- (2) See “Description of the Certificates—The Certificates—*Class Definitions and Abbreviations*” in the REMIC Prospectus.
- (3) For a description of these interest rates, see “Summary—Interest Rates” in this prospectus supplement.
- (4) Notional balances. These Classes are Interest Only Classes. See page S-8 for a description of how their notional balances are calculated.
- (5) The CM Class is an RCR Class formed from a combination of the AM Class in Group 7 and the BM Class in Group 9.
- (6) The EB Class is an RCR Class formed from a combination of the ED Class in Group 10 and the EG Class in Group 11.
- (7) The DB Class is an RCR Class formed from a combination of the LB Class in Group 1 and the MB Class in Group 12.

## Principal Balance Schedules

### *Aggregate Group I Planned Balances*

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
Initial Balance . . . . .	\$52,630,000.00	January 2016 . . . . .	\$32,870,715.63	May 2020 . . . . .	\$16,066,053.54
October 2011 . . . . .	52,414,175.06	February 2016 . . . . .	32,488,253.51	June 2020 . . . . .	15,814,183.53
November 2011 . . . . .	52,184,874.58	March 2016 . . . . .	32,108,302.66	July 2020 . . . . .	15,566,023.87
December 2011 . . . . .	51,942,202.97	April 2016 . . . . .	31,730,847.25	August 2020 . . . . .	15,321,521.74
January 2012 . . . . .	51,686,272.76	May 2016 . . . . .	31,355,871.54	September 2020 . . . . .	15,080,625.08
February 2012 . . . . .	51,417,204.58	June 2016 . . . . .	30,983,359.91	October 2020 . . . . .	14,843,282.53
March 2012 . . . . .	51,135,127.03	July 2016 . . . . .	30,613,296.83	November 2020 . . . . .	14,609,443.44
April 2012 . . . . .	50,840,176.61	August 2016 . . . . .	30,245,666.85	December 2020 . . . . .	14,379,057.90
May 2012 . . . . .	50,536,848.79	September 2016 . . . . .	29,880,454.65	January 2021 . . . . .	14,152,076.66
June 2012 . . . . .	50,225,204.66	October 2016 . . . . .	29,517,644.96	February 2021 . . . . .	13,928,451.18
July 2012 . . . . .	49,905,311.12	November 2016 . . . . .	29,157,222.65	March 2021 . . . . .	13,708,133.60
August 2012 . . . . .	49,577,240.92	December 2016 . . . . .	28,799,172.66	April 2021 . . . . .	13,491,076.71
September 2012 . . . . .	49,241,072.53	January 2017 . . . . .	28,443,480.03	May 2021 . . . . .	13,277,233.98
October 2012 . . . . .	48,896,890.10	February 2017 . . . . .	28,090,129.89	June 2021 . . . . .	13,066,559.51
November 2012 . . . . .	48,544,783.40	March 2017 . . . . .	27,739,107.46	July 2021 . . . . .	12,859,008.06
December 2012 . . . . .	48,184,847.75	April 2017 . . . . .	27,390,398.07	August 2021 . . . . .	12,654,535.00
January 2013 . . . . .	47,817,183.91	May 2017 . . . . .	27,043,987.11	September 2021 . . . . .	12,453,096.36
February 2013 . . . . .	47,441,898.03	June 2017 . . . . .	26,699,860.10	October 2021 . . . . .	12,254,648.74
March 2013 . . . . .	47,059,101.53	July 2017 . . . . .	26,358,002.62	November 2021 . . . . .	12,059,149.38
April 2013 . . . . .	46,668,911.01	August 2017 . . . . .	26,018,400.35	December 2021 . . . . .	11,866,556.11
May 2013 . . . . .	46,271,448.17	September 2017 . . . . .	25,681,039.06	January 2022 . . . . .	11,676,827.34
June 2013 . . . . .	45,866,839.65	October 2017 . . . . .	25,345,904.61	February 2022 . . . . .	11,489,922.08
July 2013 . . . . .	45,455,216.99	November 2017 . . . . .	25,012,982.94	March 2022 . . . . .	11,305,799.89
August 2013 . . . . .	45,036,716.43	December 2017 . . . . .	24,682,260.09	April 2022 . . . . .	11,124,420.91
September 2013 . . . . .	44,611,478.85	January 2018 . . . . .	24,353,722.18	May 2022 . . . . .	10,945,745.84
October 2013 . . . . .	44,179,649.62	February 2018 . . . . .	24,027,355.41	June 2022 . . . . .	10,769,735.94
November 2013 . . . . .	43,741,378.44	March 2018 . . . . .	23,703,146.08	July 2022 . . . . .	10,596,352.98
December 2013 . . . . .	43,296,819.26	April 2018 . . . . .	23,381,080.57	August 2022 . . . . .	10,425,559.29
January 2014 . . . . .	42,846,130.07	May 2018 . . . . .	23,061,145.35	September 2022 . . . . .	10,257,317.73
February 2014 . . . . .	42,398,381.78	June 2018 . . . . .	22,743,326.95	October 2022 . . . . .	10,091,591.67
March 2014 . . . . .	41,953,555.86	July 2018 . . . . .	22,427,612.01	November 2022 . . . . .	9,928,344.99
April 2014 . . . . .	41,511,633.93	August 2018 . . . . .	22,113,987.26	December 2022 . . . . .	9,767,542.10
May 2014 . . . . .	41,072,597.72	September 2018 . . . . .	21,802,439.48	January 2023 . . . . .	9,609,147.88
June 2014 . . . . .	40,636,429.07	October 2018 . . . . .	21,492,955.55	February 2023 . . . . .	9,453,127.71
July 2014 . . . . .	40,203,109.92	November 2018 . . . . .	21,185,522.45	March 2023 . . . . .	9,299,447.48
August 2014 . . . . .	39,772,622.35	December 2018 . . . . .	20,880,127.21	April 2023 . . . . .	9,148,073.52
September 2014 . . . . .	39,344,948.52	January 2019 . . . . .	20,576,756.96	May 2023 . . . . .	8,998,972.66
October 2014 . . . . .	38,920,070.73	February 2019 . . . . .	20,275,398.90	June 2023 . . . . .	8,852,112.18
November 2014 . . . . .	38,497,971.38	March 2019 . . . . .	19,976,040.32	July 2023 . . . . .	8,707,459.84
December 2014 . . . . .	38,078,632.96	April 2019 . . . . .	19,678,668.58	August 2023 . . . . .	8,564,983.84
January 2015 . . . . .	37,662,038.11	May 2019 . . . . .	19,383,271.13	September 2023 . . . . .	8,424,652.81
February 2015 . . . . .	37,248,169.53	June 2019 . . . . .	19,089,835.49	October 2023 . . . . .	8,286,435.85
March 2015 . . . . .	36,837,010.07	July 2019 . . . . .	18,798,349.25	November 2023 . . . . .	8,150,302.48
April 2015 . . . . .	36,428,542.67	August 2019 . . . . .	18,508,800.09	December 2023 . . . . .	8,016,222.64
May 2015 . . . . .	36,022,750.36	September 2019 . . . . .	18,221,175.77	January 2024 . . . . .	7,884,166.72
June 2015 . . . . .	35,619,616.31	October 2019 . . . . .	17,937,629.67	February 2024 . . . . .	7,754,105.49
July 2015 . . . . .	35,219,123.77	November 2019 . . . . .	17,658,244.24	March 2024 . . . . .	7,626,010.16
August 2015 . . . . .	34,821,256.10	December 2019 . . . . .	17,382,960.38	April 2024 . . . . .	7,499,852.34
September 2015 . . . . .	34,425,996.76	January 2020 . . . . .	17,111,719.84	May 2024 . . . . .	7,375,604.02
October 2015 . . . . .	34,033,329.32	February 2020 . . . . .	16,844,465.15	June 2024 . . . . .	7,253,237.60
November 2015 . . . . .	33,643,237.45	March 2020 . . . . .	16,581,139.65	July 2024 . . . . .	7,132,725.88
December 2015 . . . . .	33,255,704.93	April 2020 . . . . .	16,321,687.47	August 2024 . . . . .	7,014,042.02



**Aggregate Group I (Continued)**

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
September 2024 . . . .	\$ 6,897,159.57	April 2029 . . . . .	\$ 2,605,843.79	November 2033 . . . .	\$ 830,639.33
October 2024 . . . . .	6,782,052.45	May 2029 . . . . .	2,557,218.93	December 2033 . . . .	811,215.35
November 2024 . . . .	6,668,694.95	June 2029 . . . . .	2,509,370.45	January 2034 . . . . .	792,126.95
December 2024 . . . .	6,557,061.72	July 2029 . . . . .	2,462,286.79	February 2034 . . . .	773,368.98
January 2025 . . . . .	6,447,127.77	August 2029 . . . . .	2,415,956.57	March 2034 . . . . .	754,936.30
February 2025 . . . .	6,338,868.45	September 2029 . . .	2,370,368.58	April 2034 . . . . .	736,823.90
March 2025 . . . . .	6,232,259.48	October 2029 . . . . .	2,325,511.77	May 2034 . . . . .	719,026.81
April 2025 . . . . .	6,127,276.90	November 2029 . . . .	2,281,375.22	June 2034 . . . . .	701,540.13
May 2025 . . . . .	6,023,897.11	December 2029 . . . .	2,237,948.21	July 2034 . . . . .	684,359.07
June 2025 . . . . .	5,922,096.82	January 2030 . . . . .	2,195,220.13	August 2034 . . . . .	667,478.87
July 2025 . . . . .	5,821,853.09	February 2030 . . . .	2,153,180.56	September 2034 . . . .	650,894.85
August 2025 . . . . .	5,723,143.28	March 2030 . . . . .	2,111,819.21	October 2034 . . . . .	634,602.41
September 2025 . . . .	5,625,945.10	April 2030 . . . . .	2,071,125.94	November 2034 . . . .	618,597.01
October 2025 . . . . .	5,530,236.56	May 2030 . . . . .	2,031,090.74	December 2034 . . . .	602,874.17
November 2025 . . . .	5,435,995.96	June 2030 . . . . .	1,991,703.79	January 2035 . . . . .	587,429.49
December 2025 . . . .	5,343,201.94	July 2030 . . . . .	1,952,955.36	February 2035 . . . .	572,258.63
January 2026 . . . . .	5,251,833.43	August 2030 . . . . .	1,914,835.88	March 2035 . . . . .	557,357.30
February 2026 . . . .	5,161,869.65	September 2030 . . . .	1,877,335.93	April 2035 . . . . .	542,721.30
March 2026 . . . . .	5,073,290.13	October 2030 . . . . .	1,840,446.20	May 2035 . . . . .	528,346.46
April 2026 . . . . .	4,986,074.66	November 2030 . . . .	1,804,157.55	June 2035 . . . . .	514,228.69
May 2026 . . . . .	4,900,203.36	December 2030 . . . .	1,768,460.92	July 2035 . . . . .	500,363.97
June 2026 . . . . .	4,815,656.59	January 2031 . . . . .	1,733,347.44	August 2035 . . . . .	486,748.31
July 2026 . . . . .	4,732,415.01	February 2031 . . . .	1,698,808.31	September 2035 . . . .	473,377.81
August 2026 . . . . .	4,650,459.56	March 2031 . . . . .	1,664,834.90	October 2035 . . . . .	460,248.60
September 2026 . . . .	4,569,771.42	April 2031 . . . . .	1,631,418.69	November 2035 . . . .	447,356.90
October 2026 . . . . .	4,490,332.07	May 2031 . . . . .	1,598,551.27	December 2035 . . . .	434,698.94
November 2026 . . . .	4,412,123.24	June 2031 . . . . .	1,566,224.37	January 2036 . . . . .	422,271.06
December 2026 . . . .	4,335,126.90	July 2031 . . . . .	1,534,429.83	February 2036 . . . .	410,069.60
January 2027 . . . . .	4,259,325.32	August 2031 . . . . .	1,503,159.62	March 2036 . . . . .	398,091.00
February 2027 . . . .	4,184,700.97	September 2031 . . . .	1,472,405.80	April 2036 . . . . .	386,331.72
March 2027 . . . . .	4,111,236.61	October 2031 . . . . .	1,442,160.57	May 2036 . . . . .	374,788.29
April 2027 . . . . .	4,038,915.22	November 2031 . . . .	1,412,416.22	June 2036 . . . . .	363,457.28
May 2027 . . . . .	3,967,720.03	December 2031 . . . .	1,383,165.19	July 2036 . . . . .	352,335.33
June 2027 . . . . .	3,897,634.51	January 2032 . . . . .	1,354,399.98	August 2036 . . . . .	341,419.11
July 2027 . . . . .	3,828,642.37	February 2032 . . . .	1,326,113.23	September 2036 . . . .	330,705.35
August 2027 . . . . .	3,760,727.53	March 2032 . . . . .	1,298,297.68	October 2036 . . . . .	320,190.82
September 2027 . . . .	3,693,874.16	April 2032 . . . . .	1,270,946.17	November 2036 . . . .	309,872.35
October 2027 . . . . .	3,628,066.66	May 2032 . . . . .	1,244,051.66	December 2036 . . . .	299,746.80
November 2027 . . . .	3,563,289.62	June 2032 . . . . .	1,217,607.19	January 2037 . . . . .	289,811.09
December 2027 . . . .	3,499,527.87	July 2032 . . . . .	1,191,605.90	February 2037 . . . .	280,062.20
January 2028 . . . . .	3,436,766.48	August 2032 . . . . .	1,166,041.06	March 2037 . . . . .	270,497.11
February 2028 . . . .	3,374,990.68	September 2032 . . . .	1,140,906.01	April 2037 . . . . .	261,112.89
March 2028 . . . . .	3,314,185.95	October 2032 . . . . .	1,116,194.19	May 2037 . . . . .	251,906.64
April 2028 . . . . .	3,254,337.96	November 2032 . . . .	1,091,899.14	June 2037 . . . . .	242,875.48
May 2028 . . . . .	3,195,432.59	December 2032 . . . .	1,068,014.50	July 2037 . . . . .	234,016.61
June 2028 . . . . .	3,137,455.93	January 2033 . . . . .	1,044,533.99	August 2037 . . . . .	225,327.25
July 2028 . . . . .	3,080,394.24	February 2033 . . . .	1,021,451.43	September 2037 . . . .	216,804.67
August 2028 . . . . .	3,024,234.01	March 2033 . . . . .	998,760.72	October 2037 . . . . .	208,446.17
September 2028 . . . .	2,968,961.89	April 2033 . . . . .	976,455.86	November 2037 . . . .	200,249.09
October 2028 . . . . .	2,914,564.76	May 2033 . . . . .	954,530.94	December 2037 . . . .	192,210.84
November 2028 . . . .	2,861,029.65	June 2033 . . . . .	932,980.12	January 2038 . . . . .	184,328.82
December 2028 . . . .	2,808,343.79	July 2033 . . . . .	911,797.65	February 2038 . . . .	176,600.51
January 2029 . . . . .	2,756,494.59	August 2033 . . . . .	890,977.88	March 2038 . . . . .	169,023.41
February 2029 . . . .	2,705,469.65	September 2033 . . . .	870,515.22	April 2038 . . . . .	161,595.06
March 2029 . . . . .	2,655,256.74	October 2033 . . . . .	850,404.18	May 2038 . . . . .	154,313.04

### ***Aggregate Group I (Continued)***

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
June 2038 . . . . .	\$ 147,174.95	July 2039 . . . . .	\$ 74,723.75	August 2040 . . . . .	\$ 27,692.71
July 2038 . . . . .	140,178.46	August 2039 . . . . .	70,639.09	September 2040 . . . .	24,581.65
August 2038 . . . . .	133,321.23	September 2039 . . . .	66,637.05	October 2040 . . . . .	21,537.04
September 2038 . . . .	126,601.00	October 2039 . . . . .	62,716.27	November 2040 . . . . .	18,557.77
October 2038 . . . . .	120,015.52	November 2039 . . . . .	58,875.41	December 2040 . . . . .	15,642.73
November 2038 . . . . .	113,562.57	December 2039 . . . . .	55,113.15	January 2041 . . . . .	12,790.85
December 2038 . . . . .	107,239.97	January 2040 . . . . .	51,428.19	February 2041 . . . . .	10,001.07
January 2039 . . . . .	101,045.59	February 2040 . . . . .	47,819.25	March 2041 . . . . .	7,272.32
February 2039 . . . . .	96,435.44	March 2040 . . . . .	44,285.06	April 2041 . . . . .	4,603.58
March 2039 . . . . .	91,916.53	April 2040 . . . . .	40,824.40	May 2041 . . . . .	1,993.84
April 2039 . . . . .	87,487.37	May 2040 . . . . .	37,436.02	June 2041 and thereafter . . . . .	0.00
May 2039 . . . . .	83,146.47	June 2040 . . . . .	34,118.74		
June 2039 . . . . .	78,892.41	July 2040 . . . . .	30,871.36		

### ***Aggregate Group II Planned Balances***

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
Initial Balance . . . . .	\$4,407,000.00	October 2014 . . . . .	\$2,787,761.69	November 2017 . . . . .	\$1,631,583.99
October 2011 . . . . .	4,384,157.12	November 2014 . . . . .	2,742,862.96	December 2017 . . . . .	1,612,826.48
November 2011 . . . . .	4,359,183.01	December 2014 . . . . .	2,698,826.58	January 2018 . . . . .	1,594,629.23
December 2011 . . . . .	4,332,106.12	January 2015 . . . . .	2,655,642.87	February 2018 . . . . .	1,576,985.49
January 2012 . . . . .	4,302,957.76	February 2015 . . . . .	2,613,302.31	March 2018 . . . . .	1,559,888.55
February 2012 . . . . .	4,271,771.96	March 2015 . . . . .	2,571,795.44	April 2018 . . . . .	1,543,331.77
March 2012 . . . . .	4,238,585.52	April 2015 . . . . .	2,531,112.88	May 2018 . . . . .	1,527,308.56
April 2012 . . . . .	4,203,437.90	May 2015 . . . . .	2,491,245.37	June 2018 . . . . .	1,511,812.45
May 2012 . . . . .	4,167,123.74	June 2015 . . . . .	2,452,183.70	July 2018 . . . . .	1,496,836.96
June 2012 . . . . .	4,129,657.30	July 2015 . . . . .	2,413,918.78	August 2018 . . . . .	1,482,375.71
July 2012 . . . . .	4,091,054.98	August 2015 . . . . .	2,376,441.57	September 2018 . . . . .	1,468,422.39
August 2012 . . . . .	4,051,335.20	September 2015 . . . . .	2,339,743.16	October 2018 . . . . .	1,454,970.74
September 2012 . . . . .	4,010,518.46	October 2015 . . . . .	2,303,814.69	November 2018 . . . . .	1,442,014.54
October 2012 . . . . .	3,968,627.23	November 2015 . . . . .	2,268,647.39	December 2018 . . . . .	1,429,547.67
November 2012 . . . . .	3,925,686.00	December 2015 . . . . .	2,234,232.57	January 2019 . . . . .	1,417,564.03
December 2012 . . . . .	3,881,721.15	January 2016 . . . . .	2,200,561.62	February 2019 . . . . .	1,406,057.63
January 2013 . . . . .	3,836,761.01	February 2016 . . . . .	2,167,626.05	March 2019 . . . . .	1,395,022.48
February 2013 . . . . .	3,790,835.74	March 2016 . . . . .	2,135,417.39	April 2019 . . . . .	1,384,452.68
March 2013 . . . . .	3,743,977.32	April 2016 . . . . .	2,103,927.29	May 2019 . . . . .	1,374,342.40
April 2013 . . . . .	3,696,219.48	May 2016 . . . . .	2,073,147.48	June 2019 . . . . .	1,364,685.83
May 2013 . . . . .	3,647,597.65	June 2016 . . . . .	2,043,069.74	July 2019 . . . . .	1,355,477.26
June 2013 . . . . .	3,598,148.97	July 2016 . . . . .	2,013,685.94	August 2019 . . . . .	1,346,711.01
July 2013 . . . . .	3,547,912.08	August 2016 . . . . .	1,984,988.05	September 2019 . . . . .	1,338,635.75
August 2013 . . . . .	3,496,927.24	September 2016 . . . . .	1,956,968.09	October 2019 . . . . .	1,330,367.43
September 2013 . . . . .	3,445,236.12	October 2016 . . . . .	1,929,618.17	November 2019 . . . . .	1,321,774.41
October 2013 . . . . .	3,392,881.82	November 2016 . . . . .	1,902,930.46	December 2019 . . . . .	1,312,867.22
November 2013 . . . . .	3,339,908.76	December 2016 . . . . .	1,876,897.22	January 2020 . . . . .	1,303,656.11
December 2013 . . . . .	3,286,362.62	January 2017 . . . . .	1,851,510.78	February 2020 . . . . .	1,294,151.18
January 2014 . . . . .	3,232,290.29	February 2017 . . . . .	1,826,763.54	March 2020 . . . . .	1,284,362.29
February 2014 . . . . .	3,179,181.76	March 2017 . . . . .	1,802,647.97	April 2020 . . . . .	1,274,299.09
March 2014 . . . . .	3,127,026.48	April 2017 . . . . .	1,779,156.62	May 2020 . . . . .	1,263,971.02
April 2014 . . . . .	3,075,813.95	May 2017 . . . . .	1,756,282.11	June 2020 . . . . .	1,253,387.32
May 2014 . . . . .	3,025,533.79	June 2017 . . . . .	1,734,017.12	July 2020 . . . . .	1,242,557.05
June 2014 . . . . .	2,976,175.70	July 2017 . . . . .	1,712,354.41	August 2020 . . . . .	1,231,489.07
July 2014 . . . . .	2,927,729.50	August 2017 . . . . .	1,691,286.82	September 2020 . . . . .	1,220,192.02
August 2014 . . . . .	2,880,185.08	September 2017 . . . . .	1,670,807.23	October 2020 . . . . .	1,208,674.38
September 2014 . . . . .	2,833,532.45	October 2017 . . . . .	1,650,908.61	November 2020 . . . . .	1,196,944.45



**Aggregate Group II (Continued)**

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
December 2020 . . . . .	\$1,185,010.33	June 2023 . . . . .	\$ 765,725.24	December 2025 . . . . .	\$ 315,924.73
January 2021 . . . . .	1,172,879.96	July 2023 . . . . .	750,637.29	January 2026 . . . . .	301,430.15
February 2021 . . . . .	1,160,561.11	August 2023 . . . . .	735,526.70	February 2026 . . . . .	286,989.47
March 2021 . . . . .	1,148,061.34	September 2023 . . . . .	720,397.19	March 2026 . . . . .	272,604.23
April 2021 . . . . .	1,135,388.09	October 2023 . . . . .	705,252.35	April 2026 . . . . .	258,275.93
May 2021 . . . . .	1,122,548.61	November 2023 . . . . .	690,095.70	May 2026 . . . . .	244,005.99
June 2021 . . . . .	1,109,550.00	December 2023 . . . . .	674,930.68	June 2026 . . . . .	229,795.82
July 2021 . . . . .	1,096,399.19	January 2024 . . . . .	659,760.61	July 2026 . . . . .	215,646.75
August 2021 . . . . .	1,083,102.97	February 2024 . . . . .	644,588.75	August 2026 . . . . .	201,560.08
September 2021 . . . . .	1,069,667.94	March 2024 . . . . .	629,418.25	September 2026 . . . . .	187,537.07
October 2021 . . . . .	1,056,100.61	April 2024 . . . . .	614,252.19	October 2026 . . . . .	173,578.90
November 2021 . . . . .	1,042,407.29	May 2024 . . . . .	599,093.58	November 2026 . . . . .	159,686.75
December 2021 . . . . .	1,028,594.17	June 2024 . . . . .	583,945.33	December 2026 . . . . .	145,861.74
January 2022 . . . . .	1,014,667.30	July 2024 . . . . .	568,810.26	January 2027 . . . . .	132,104.92
February 2022 . . . . .	1,000,632.56	August 2024 . . . . .	553,691.14	February 2027 . . . . .	118,417.35
March 2022 . . . . .	986,495.74	September 2024 . . . . .	538,590.64	March 2027 . . . . .	104,800.00
April 2022 . . . . .	972,262.47	October 2024 . . . . .	523,511.38	April 2027 . . . . .	91,253.83
May 2022 . . . . .	957,938.25	November 2024 . . . . .	508,455.88	May 2027 . . . . .	77,779.75
June 2022 . . . . .	943,528.44	December 2024 . . . . .	493,426.61	June 2027 . . . . .	64,378.64
July 2022 . . . . .	929,038.31	January 2025 . . . . .	478,425.95	July 2027 . . . . .	51,051.32
August 2022 . . . . .	914,472.96	February 2025 . . . . .	463,456.24	August 2027 . . . . .	37,798.62
September 2022 . . . . .	899,837.40	March 2025 . . . . .	448,519.71	September 2027 . . . . .	24,621.29
October 2022 . . . . .	885,136.51	April 2025 . . . . .	433,618.56	October 2027 . . . . .	11,520.05
November 2022 . . . . .	870,375.05	May 2025 . . . . .	418,754.92	November 2027 and thereafter . . . . .	0.00
December 2022 . . . . .	855,557.66	June 2025 . . . . .	403,930.83		
January 2023 . . . . .	840,688.88	July 2025 . . . . .	389,148.30		
February 2023 . . . . .	825,773.15	August 2025 . . . . .	374,409.28		
March 2023 . . . . .	810,814.75	September 2025 . . . . .	359,715.61		
April 2023 . . . . .	795,817.92	October 2025 . . . . .	345,069.13		
May 2023 . . . . .	780,786.75	November 2025 . . . . .	330,471.60		

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

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

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**\$2,165,739,056**



**Guaranteed REMIC  
Pass-Through Certificates  
Fannie Mae REMIC Trust 2011-101**

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## PROSPECTUS SUPPLEMENT

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**Barclays Capital**

**September 26, 2011**

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