

**\$802,953,145**



**FannieMae®**

**Guaranteed REMIC Pass-Through Certificates  
Fannie Mae REMIC Trust 2011-132**

**The Certificates**

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

**Payments to Certificateholders**

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

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

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

**The Fannie Mae Guaranty**

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

**The Trust and its Assets**

The trust will own

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

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

Class	Group	Original Class Balance	Principal Type(1)	Interest Rate	Interest Type(1)	CUSIP Number	Final Distribution Date
AL . . . . .	1	\$ 49,341,768	PT	2.0%	FIX	3136A2QM8	December 2021
AM . . . . .	1	49,341,767	PT	4.0	FIX	3136A2QN6	December 2021
PA . . . . .	2	96,038,000	PAC/AD	4.5	FIX	3136A2QP1	August 2039
PE . . . . .	2	19,978,000	PAC/AD	4.5	FIX	3136A2QQ9	December 2041
UZ . . . . .	2	20,367,215	SUP	4.5	FIX/Z	3136A2QR7	December 2041
A . . . . .	3	150,000,000	SEQ	3.0	FIX	3136A2QS5	March 2030
FB . . . . .	3	25,000,000	SEQ	(2)	FLT	3136A2QT3	March 2030
SB . . . . .	3	25,000,000(3)	NTL	(2)	INV/IO	3136A2QU0	March 2030
B . . . . .	3	30,076,522	SEQ	3.5	FIX	3136A2QV8	December 2031
KL . . . . .	4	150,000,000	SEQ	3.5	FIX	3136A2QW6	April 2029
KB . . . . .	4	40,985,875	SEQ	3.5	FIX	3136A2QX4	December 2031
PT . . . . .	5	171,823,998	SC/PT	4.0	FIX	3136A2QY2	August 2026
R . . . . .		0	NPR	0	NPR	3136A2QZ9	December 2041
RL . . . . .		0	NPR	0	NPR	3136A2RA3	December 2041

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

- (3) Notional balance. This class is an interest only class. See page S-6 for a description of how its notional balance is calculated.

The dealer will offer the certificates (other than the PT Class) from time to time in negotiated transactions at varying prices. We expect the settlement date to be November 30, 2011. See “Plan of Distribution” in this prospectus supplement.

**Carefully consider the risk factors 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**

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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”);
- if you are purchasing the Group 5 Class or the R or RL Class, the disclosure document relating to the underlying REMIC certificates (the “Underlying REMIC Disclosure Document”); 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 and the Underlying REMIC Disclosure Document are incorporated by reference in this prospectus supplement. This means that we are disclosing information in those documents by referring you to them. Those documents are considered part of this prospectus supplement, so you should read this prospectus supplement, and any applicable supplements or amendments, together with those documents.

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

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

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

You also can obtain copies of the REMIC Prospectus, the MBS Prospectus and the Underlying REMIC Disclosure Document 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 September 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 November 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	Class 2011-80-CA REMIC Certificate Class 2011-80-CB REMIC Certificate

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

#### Characteristics of the Trust MBS

	<u>Approximate Principal Balance</u>	<u>Pass- Through Rate</u>	<u>Range of Weighted Average Coupons or WACs (annual percentages)</u>	<u>Range of Weighted Average Remaining Terms to Maturity or WAMs (in months)</u>
Group 1 MBS	\$ 98,683,535	3.00%	3.25% to 5.50%	85 to 120
Group 2 MBS	\$ 37,356,312	4.50%	4.75% to 7.00%	241 to 360
	\$ 23,505,551	4.50%	4.75% to 7.00%	241 to 360
	\$ 75,521,352	4.50%	4.75% to 7.00%	241 to 360
Group 3 MBS	\$205,076,522	3.50%	3.75% to 6.00%	181 to 240
Group 4 MBS	\$190,985,875	3.50%	3.75% to 6.00%	181 to 240

#### 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	\$ 98,683,535	120	119	1	3.365%
Group 2 MBS	\$ 37,356,312	360	358	3	4.990%
	\$ 23,505,551	360	342	15	4.930%
	\$ 75,521,352	360	349	10	4.890%
Group 3 MBS	\$205,076,522	240	239	1	3.900%
Group 4 MBS	\$190,985,875	240	239	1	3.889%

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

### Group 5

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

## Settlement Date

We expect to issue the certificates on November 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:

### Fed Book-Entry

All classes other than the R and RL Classes

### Physical

R and RL Classes

## Interest Rates

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

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>
FB .....	0.64%	6.50%	0.40%	LIBOR + 40 basis points
SB .....	5.86%	6.10%	0.00%	6.1% – LIBOR

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

## Notional Class

The notional principal balance of the notional class will equal the percentage of the outstanding balance specified below immediately before the related distribution date:

### Class

SB ..... 100% of the FB Class

## Distributions of Principal

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

# **Weighted Average Lives (years)\***

<u>Group 1 Classes</u>	<u>PSA Prepayment Assumption</u>					
	<u>0%</u>	<u>100%</u>	<u>200%</u>	<u>300%</u>	<u>600%</u>	<u>900%</u>
AL and AM.....	5.5	4.6	4.0	3.6	2.6	2.1

<u>Group 2 Classes</u>	<u>PSA Prepayment Assumption</u>							
	<u>0%</u>	<u>100%</u>	<u>175%</u>	<u>210%</u>	<u>300%</u>	<u>500%</u>	<u>1100%</u>	<u>1600%</u>
PA.....	12.7	5.4	4.0	4.0	4.0	2.7	1.4	1.0
PE.....	22.3	14.2	13.4	13.4	13.4	8.4	3.5	2.1
UZ.....	26.9	20.4	16.1	13.1	2.1	0.8	0.3	0.2

<u>Group 3 Classes</u>	<u>PSA Prepayment Assumption</u>				
	<u>0%</u>	<u>100%</u>	<u>200%</u>	<u>500%</u>	<u>900%</u>
A, FB and SB.....	10.7	6.5	4.7	2.7	1.9
B.....	19.1	17.2	14.5	8.3	4.8

<u>Group 4 Classes</u>	<u>PSA Prepayment Assumption</u>				
	<u>0%</u>	<u>100%</u>	<u>200%</u>	<u>500%</u>	<u>900%</u>
KL.....	10.1	5.9	4.2	2.5	1.7
KB.....	18.7	16.1	13.2	7.4	4.4

<u>Group 5 Class</u>	<u>PSA Prepayment Assumption</u>				
	<u>0%</u>	<u>100%</u>	<u>350%</u>	<u>700%</u>	<u>1300%</u>
PT.....	8.5	5.2	3.1	1.7	0.7

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

## 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 November 1, 2011 (the “Issue Date”). The trust agreement and supplement are collectively referred to as the “Trust Agreement.” We will issue the Guaranteed REMIC Pass-Through Certificates (the “Certificates”) pursuant to the Trust Agreement. We will execute the Trust Agreement in our corporate capacity and as trustee (the “Trustee”).

The assets of the Trust will include:

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

The Group 5 Underlying REMIC Certificates evidence direct or indirect beneficial ownership interests in certain Fannie Mae Guaranteed Mortgage Pass-Through Certificates (together with the Trust MBS, the “MBS”).

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

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

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

<u>REMIC Designation</u>	<u>Assets</u>	<u>Regular Interests</u>	<u>Residual Interest</u>
Lower Tier REMIC . . .	Trust MBS and Group 5 Underlying REMIC Certificates	Interests in the Lower Tier REMIC other than the RL Class (the “Lower Tier Regular Interests”)	RL
Upper Tier REMIC . . .	Lower Tier Regular Interests	All Classes of Certificates other than the R and RL Classes	R

*Fannie Mae Guaranty.* For a description of our guaranties of the Certificates, the MBS and the Group 5 Underlying REMIC Certificates, see the applicable discussions appearing under the heading



“Fannie Mae Guaranty” in the REMIC Prospectus, the MBS Prospectus and the Underlying REMIC Disclosure Document. 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 Class	\$100,000 minimum plus whole dollar increments
All other Classes (except the R and RL Classes)	\$1,000 minimum plus whole dollar increments

## **The Trust MBS**

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

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

## **The Group 5 Underlying REMIC Certificates**

The Group 5 Underlying REMIC Certificates represent beneficial ownership interests in the Underlying REMIC Trust. The assets of that trust consist of MBS (or beneficial ownership interests in MBS) having the general characteristics set forth in the MBS Prospectus. Each MBS evidences beneficial ownership interests in a pool of conventional, fixed-rate, fully-amortizing mortgage loans secured by first mortgages or deeds of trust on single-family residential properties, as described under “The Mortgage Pools” and “Yield, Maturity, and Prepayment Considerations” in the MBS Prospectus.

Distributions on the Group 5 Underlying REMIC Certificates will be passed through monthly, beginning in the month after we issue the Certificates. The general characteristics of the Group 5 Underlying REMIC Certificates are described in the Underlying REMIC Disclosure Document. See Exhibit A for certain additional information about the Group 5 Underlying REMIC Certificates. Exhibit A is provided in lieu of a Final Data Statement with respect to the Group 5 Underlying REMIC Certificates.

For further information about the Group 5 Underlying REMIC Certificates, telephone us at 1-800-237-8627. Additional information about the Group 5 Underlying REMIC Certificates is also

available at <http://sls.fanniemae.com/slsSearch/Home.do>. There may have been material changes in facts and circumstances since the date we prepared the Underlying REMIC Disclosure Document. These may include changes in prepayment speeds, prevailing interest rates and other economic factors. As a result, the usefulness of the information set forth in that document may be limited.

## Distributions of Interest

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

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

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

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

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

## Distributions of Principal

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

- *Group 1*

The Group 1 Principal Distribution Amount to AL and AM, pro rata, until retired. } **Pass-Through Classes**

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

- *Group 2*

The UZ Accrual Amount to the Aggregate Group to its Planned Balance, and } **Accretion Directed/PAC Group and Accrual Class**  
thereafter to UZ.

The Group 2 Cash Flow Distribution Amount in the following priority:

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

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

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

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

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

- *Group 3*

The Group 3 Principal Distribution Amount in the following priority:

1. To A and FB, pro rata, until retired.
2. To B until retired.

} Sequential  
Pay Classes

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 KL and KB, 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 to PT until retired.

} Structural  
Collateral/  
Pass-Through  
Class

The “Group 5 Principal Distribution Amount” is the principal then paid on the Group 5 Underlying REMIC Certificates.

## Structuring Assumptions

*Pricing Assumptions.* Except where otherwise noted, the information in the tables in this prospectus supplement has been prepared based on the actual characteristics of each pool of Mortgage Loans backing the Group 5 Underlying REMIC Certificates and the following assumptions (such characteristics and assumptions, collectively, the “Pricing Assumptions”):

- the Mortgage Loans underlying the Trust MBS have the original terms to maturity, remaining terms to maturity, loan ages and interest rates specified under “Summary—Group 1, Group 2, Group 3 and Group 4—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 November 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 Schedule.* The Principal Balance Schedule for the Aggregate Group is set forth beginning on page B-1 of this prospectus supplement. The Principal Balance Schedule was prepared based on the Pricing Assumptions and the assumption that the related Mortgage Loans prepay at a *constant* rate within the “Structuring Range” specified in the chart below. The “Effective Range” for the Aggregate Group is the range of prepayment rates (measured by *constant* PSA rates) that would reduce the Aggregate Group to its scheduled balance each month based on the Pricing Assumptions. We have not provided separate schedules for the individual Classes included in the Aggregate Group. However, those Classes are designed to receive principal distributions in the same fashion as if separate schedules had been provided (with schedules based on the same underlying

assumptions that apply to the Aggregate Group schedule). If such separate schedules had been provided for the individual Classes included in the Aggregate Group, we expect that the effective ranges for those Classes would not be narrower than shown below for the Aggregate Group.

<u>Group</u>	<u>Structuring Range</u>	<u>Initial Effective Range</u>
Aggregate Group Planned Balances	Between 175% and 300% PSA	Between 175% and 300% PSA

The Aggregate Group consists of the PA and PE Classes.

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

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

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

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

### **Yield Table for the Inverse Floating Rate Class**

The table below illustrates the sensitivity of the pre-tax corporate bond equivalent yield to maturity of the SB Class to various constant percentages of PSA and to changes in the Index. **The table below is provided for illustrative purposes only and is not intended as a forecast or prediction of the actual yield on the SB Class.** We calculated the yields set forth in the table by

- determining the monthly discount rates that, when applied to the assumed streams of cash flows to be paid on the SB Class, would cause the discounted present values of the assumed streams of cash flows to equal the assumed aggregate purchase price of that Class, 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 yield on the SB Class will be sensitive to the rate of principal payments (including prepayments) of the related Mortgage Loans and to the level of the Index. The Mortgage Loans generally can be prepaid at any time without penalty. In addition, the rate of principal payments (including prepayments) of the Mortgage Loans is likely to vary, and may vary considerably, from pool to pool. As illustrated in the table below, it is possible that investors in the SB Class would lose money on their initial investments under certain Index and prepayment scenarios.**

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

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

- the interest rate for the SB Class for the initial Interest Accrual Period is the rate listed in the table under “Summary—Interest Rates” in this prospectus supplement and for each following Interest Accrual Period will be based on the specified level of the Index, and
- the aggregate purchase price of that Class (expressed as a percentage of original principal balance) is as follows:

<u>Class</u>	<u>Price*</u>
SB .....	15.0%

\* The price does not include accrued interest. Accrued interest has been added to the price in calculating the yields set forth in the table below.

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

**Sensitivity of the SB 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>200%</b>	<b>500%</b>	<b>900%</b>
0.12% . . . . .	34.6%	31.6%	25.1%	4.1%	(22.5)%
0.24% . . . . .	33.6%	30.6%	24.1%	2.9%	(23.8)%
2.24% . . . . .	17.7%	14.3%	6.8%	(17.8)%	(47.1)%
4.24% . . . . .	0.2%	(4.0)%	(13.3)%	(43.4)%	(76.2)%
6.10% . . . . .	*	*	*	*	*

**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 2, Group 3 and Group 4 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.

<b><u>Mortgage Loans Backing Trust Assets Specified Below</u></b>	<b><u>Original Terms to Maturity</u></b>	<b><u>Remaining Terms to Maturity</u></b>	<b><u>Interest Rates</u></b>
Group 1 MBS	120 months	120 months	5.50%
Group 2 MBS	360 months	360 months	7.00%
Group 3 MBS	240 months	240 months	6.00%
Group 4 MBS	240 months	240 months	6.00%
Group 5 Underlying REMIC Certificates	180 months	176 months	6.50%



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 rates, even if the weighted average remaining term to maturity and the weighted average loan age of the Mortgage Loans are identical to the weighted averages specified in the Pricing Assumptions. This is the case because pools of loans with identical weighted averages are nonetheless likely to reflect differing dispersions of the related characteristics.

### Percent of Original Principal Balances Outstanding

Date	AL and AM Classes					
	PSA Prepayment Assumption					
	0%	100%	200%	300%	600%	900%
Initial Percent . . . . .	100	100	100	100	100	100
November 2012 . . . . .	92	90	89	87	83	79
November 2013 . . . . .	84	78	74	69	57	46
November 2014 . . . . .	76	65	58	51	33	19
November 2015 . . . . .	66	53	44	36	18	8
November 2016 . . . . .	57	42	33	25	10	3
November 2017 . . . . .	47	32	23	17	5	1
November 2018 . . . . .	36	23	16	10	2	*
November 2019 . . . . .	25	14	9	6	1	*
November 2020 . . . . .	13	7	4	2	*	*
November 2021 . . . . .	0	0	0	0	0	0
Weighted Average Life (years)** . . . . .	5.5	4.6	4.0	3.6	2.6	2.1

Date	PA Class							
	PSA Prepayment Assumption							
	0%	100%	175%	210%	300%	500%	1100%	1600%
Initial Percent . . . . .	100	100	100	100	100	100	100	100
November 2012 . . . . .	98	92	89	89	89	89	71	48
November 2013 . . . . .	95	82	74	74	74	65	18	0
November 2014 . . . . .	92	71	59	59	59	38	0	0
November 2015 . . . . .	89	61	45	45	45	20	0	0
November 2016 . . . . .	86	52	33	33	33	7	0	0
November 2017 . . . . .	83	42	23	23	23	0	0	0
November 2018 . . . . .	80	34	14	14	14	0	0	0
November 2019 . . . . .	76	25	7	7	7	0	0	0
November 2020 . . . . .	72	17	2	2	2	0	0	0
November 2021 . . . . .	68	10	0	0	0	0	0	0
November 2022 . . . . .	63	2	0	0	0	0	0	0
November 2023 . . . . .	59	0	0	0	0	0	0	0
November 2024 . . . . .	54	0	0	0	0	0	0	0
November 2025 . . . . .	48	0	0	0	0	0	0	0
November 2026 . . . . .	43	0	0	0	0	0	0	0
November 2027 . . . . .	37	0	0	0	0	0	0	0
November 2028 . . . . .	30	0	0	0	0	0	0	0
November 2029 . . . . .	23	0	0	0	0	0	0	0
November 2030 . . . . .	16	0	0	0	0	0	0	0
November 2031 . . . . .	8	0	0	0	0	0	0	0
November 2032 . . . . .	*	0	0	0	0	0	0	0
November 2033 . . . . .	0	0	0	0	0	0	0	0
November 2034 . . . . .	0	0	0	0	0	0	0	0
November 2035 . . . . .	0	0	0	0	0	0	0	0
November 2036 . . . . .	0	0	0	0	0	0	0	0
November 2037 . . . . .	0	0	0	0	0	0	0	0
November 2038 . . . . .	0	0	0	0	0	0	0	0
November 2039 . . . . .	0	0	0	0	0	0	0	0
November 2040 . . . . .	0	0	0	0	0	0	0	0
November 2041 . . . . .	0	0	0	0	0	0	0	0
Weighted Average Life (years)** . . . . .	12.7	5.4	4.0	4.0	4.0	2.7	1.4	1.0

Date	PE Class							
	PSA Prepayment Assumption							
	0%	100%	175%	210%	300%	500%	1100%	1600%
Initial Percent . . . . .	100	100	100	100	100	100	100	100
November 2012 . . . . .	100	100	100	100	100	100	100	100
November 2013 . . . . .	100	100	100	100	100	100	100	52
November 2014 . . . . .	100	100	100	100	100	100	62	2
November 2015 . . . . .	100	100	100	100	100	100	21	*
November 2016 . . . . .	100	100	100	100	100	100	7	*
November 2017 . . . . .	100	100	100	100	100	91	2	*
November 2018 . . . . .	100	100	100	100	100	62	1	*
November 2019 . . . . .	100	100	100	100	100	43	*	0
November 2020 . . . . .	100	100	100	100	100	29	*	0
November 2021 . . . . .	100	100	86	86	86	20	*	0
November 2022 . . . . .	100	100	68	68	68	13	*	0
November 2023 . . . . .	100	78	54	54	54	9	*	0
November 2024 . . . . .	100	46	42	42	42	6	*	0
November 2025 . . . . .	100	33	33	33	33	4	*	0
November 2026 . . . . .	100	26	26	26	26	3	*	0
November 2027 . . . . .	100	20	20	20	20	2	*	0
November 2028 . . . . .	100	16	16	16	16	1	*	0
November 2029 . . . . .	100	12	12	12	12	1	*	0
November 2030 . . . . .	100	9	9	9	9	1	*	0
November 2031 . . . . .	100	7	7	7	7	*	0	0
November 2032 . . . . .	100	5	5	5	5	*	0	0
November 2033 . . . . .	59	4	4	4	4	*	0	0
November 2034 . . . . .	14	3	3	3	3	*	0	0
November 2035 . . . . .	2	2	2	2	2	*	0	0
November 2036 . . . . .	1	1	1	1	1	*	0	0
November 2037 . . . . .	1	1	1	1	1	*	0	0
November 2038 . . . . .	*	*	*	*	*	*	0	0
November 2039 . . . . .	*	*	*	*	*	*	0	0
November 2040 . . . . .	*	*	*	*	*	*	0	0
November 2041 . . . . .	0	0	0	0	0	0	0	0
Weighted Average Life (years)** . . . . .	22.3	14.2	13.4	13.4	13.4	8.4	3.5	2.1

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

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

Date	UZ Class							
	PSA Prepayment Assumption							
	0%	100%	175%	210%	300%	500%	1100%	1600%
Initial Percent	100	100	100	100	100	100	100	100
November 2012	105	105	104	97	79	38	0	0
November 2013	109	109	109	91	47	0	0	0
November 2014	114	114	114	87	23	0	0	0
November 2015	120	120	118	85	9	0	0	0
November 2016	125	125	121	84	2	0	0	0
November 2017	131	131	123	84	*	0	0	0
November 2018	137	137	122	82	*	0	0	0
November 2019	143	143	119	79	*	0	0	0
November 2020	150	150	113	74	*	0	0	0
November 2021	157	157	106	68	*	0	0	0
November 2022	164	164	98	62	*	0	0	0
November 2023	171	171	89	56	*	0	0	0
November 2024	179	179	81	50	*	0	0	0
November 2025	188	169	72	44	*	0	0	0
November 2026	196	156	64	38	*	0	0	0
November 2027	205	142	56	33	*	0	0	0
November 2028	215	128	49	28	*	0	0	0
November 2029	224	115	42	24	*	0	0	0
November 2030	235	102	36	20	*	0	0	0
November 2031	246	89	30	17	*	0	0	0
November 2032	257	77	25	14	*	0	0	0
November 2033	269	66	21	11	*	0	0	0
November 2034	281	55	17	9	*	0	0	0
November 2035	259	45	13	7	*	0	0	0
November 2036	224	35	10	5	*	0	0	0
November 2037	185	26	7	3	*	0	0	0
November 2038	144	17	4	2	*	0	0	0
November 2039	99	9	2	1	*	0	0	0
November 2040	51	2	*	*	*	0	0	0
November 2041	0	0	0	0	0	0	0	0
Weighted Average								
Life (years)**	26.9	20.4	16.1	13.1	2.1	0.8	0.3	0.2

Date	A, FB and SB† Classes					B Class				
	PSA Prepayment Assumption					PSA Prepayment Assumption				
	0%	100%	200%	500%	900%	0%	100%	200%	500%	900%
Initial Percent	100	100	100	100	100	100	100	100	100	100
November 2012	97	94	93	87	80	100	100	100	100	100
November 2013	94	86	80	64	44	100	100	100	100	100
November 2014	90	76	66	38	11	100	100	100	100	100
November 2015	86	67	53	20	0	100	100	100	100	71
November 2016	82	58	41	7	0	100	100	100	100	31
November 2017	78	50	32	0	0	100	100	100	95	14
November 2018	74	43	23	0	0	100	100	100	63	6
November 2019	69	36	16	0	0	100	100	100	42	3
November 2020	64	29	10	0	0	100	100	100	27	1
November 2021	58	23	5	0	0	100	100	100	18	*
November 2022	53	17	1	0	0	100	100	100	11	*
November 2023	47	12	0	0	0	100	100	84	7	*
November 2024	40	7	0	0	0	100	100	66	4	*
November 2025	33	3	0	0	0	100	100	50	3	*
November 2026	26	0	0	0	0	100	93	38	2	*
November 2027	19	0	0	0	0	100	71	27	1	*
November 2028	10	0	0	0	0	100	51	18	*	*
November 2029	2	0	0	0	0	100	32	11	*	*
November 2030	0	0	0	0	0	57	15	5	*	*
November 2031	0	0	0	0	0	0	0	0	0	0
Weighted Average										
Life (years)**	10.7	6.5	4.7	2.7	1.9	19.1	17.2	14.5	8.3	4.8

\* 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	KL Class					KB Class				
	PSA Prepayment Assumption					PSA Prepayment Assumption				
	0%	100%	200%	500%	900%	0%	100%	200%	500%	900%
Initial Percent . . . . .	100	100	100	100	100	100	100	100	100	100
November 2012 . . . . .	97	94	92	86	79	100	100	100	100	100
November 2013 . . . . .	93	85	79	61	39	100	100	100	100	100
November 2014 . . . . .	89	74	63	33	3	100	100	100	100	100
November 2015 . . . . .	85	64	48	13	0	100	100	100	100	49
November 2016 . . . . .	81	55	36	0	0	100	100	100	98	21
November 2017 . . . . .	76	46	26	0	0	100	100	100	65	9
November 2018 . . . . .	71	38	17	0	0	100	100	100	43	4
November 2019 . . . . .	66	30	9	0	0	100	100	100	28	2
November 2020 . . . . .	61	23	3	0	0	100	100	100	19	1
November 2021 . . . . .	55	16	0	0	0	100	100	89	12	*
November 2022 . . . . .	49	10	0	0	0	100	100	72	8	*
November 2023 . . . . .	42	5	0	0	0	100	100	57	5	*
November 2024 . . . . .	35	0	0	0	0	100	98	45	3	*
November 2025 . . . . .	28	0	0	0	0	100	80	34	2	*
November 2026 . . . . .	20	0	0	0	0	100	64	26	1	*
November 2027 . . . . .	12	0	0	0	0	100	49	18	1	*
November 2028 . . . . .	3	0	0	0	0	100	35	12	*	*
November 2029 . . . . .	0	0	0	0	0	75	22	7	*	*
November 2030 . . . . .	0	0	0	0	0	39	10	3	*	*
November 2031 . . . . .	0	0	0	0	0	0	0	0	0	0
Weighted Average										
Life (years)** . . . . .	10.1	5.9	4.2	2.5	1.7	18.7	16.1	13.2	7.4	4.4

Date	PT Class				
	PSA Prepayment Assumption				
	0%	100%	350%	700%	1300%
Initial Percent . . . . .	100	100	100	100	100
November 2012 . . . . .	96	88	74	55	22
November 2013 . . . . .	91	77	55	30	4
November 2014 . . . . .	86	67	40	16	1
November 2015 . . . . .	81	57	29	8	*
November 2016 . . . . .	76	48	20	4	*
November 2017 . . . . .	70	40	14	2	*
November 2018 . . . . .	64	32	10	1	*
November 2019 . . . . .	57	25	6	1	*
November 2020 . . . . .	50	18	4	*	*
November 2021 . . . . .	43	12	2	*	*
November 2022 . . . . .	34	6	1	*	0
November 2023 . . . . .	26	1	*	*	0
November 2024 . . . . .	17	*	*	*	0
November 2025 . . . . .	7	0	0	0	0
November 2026 . . . . .	0	0	0	0	0
Weighted Average					
Life (years)** . . . . .	8.5	5.2	3.1	1.7	0.7

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

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

## **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 Certificates generally will be treated as “regular or residual interests in a REMIC” for domestic building and loan associations, as “real estate assets” for real estate investment trusts, and, except for the Residual Classes, as “qualified mortgages” for other REMICs. See “Material Federal Income Tax Consequences—REMIC Election and Special Tax Attributes” in the REMIC Prospectus.

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

The Notional Class and the Accrual Class will be issued with original issue discount (“OID”), and certain other Classes of Certificates may be issued with OID. If a Class is issued with OID, a

beneficial owner of a Certificate of that Class generally must recognize some taxable income in advance of the receipt of the cash attributable to that income. See “Material Federal Income Tax Consequences—Taxation of Beneficial Owners of Regular Certificates—*Treatment of Original Issue Discount*” in the REMIC Prospectus. In addition, certain Classes of 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	200% PSA
2	210% PSA
3	200% PSA
4	200% PSA
5	350% 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.

### **PLAN OF DISTRIBUTION**

We are obligated to deliver the Certificates (other than the PT Class) to Barclays Capital Inc. (the “Dealer”) in exchange for the Trust MBS and the Group 5 Underlying REMIC Certificates. The Dealer proposes to offer the Certificates (other than the PT Class) directly to the public from time to time in negotiated transactions at varying prices to be determined at the time of sale. The Dealer may effect these transactions to or through other dealers.

On the Settlement Date, we are obligated to transfer the PT Class to Fannie Mae Mega Trust number 310101 (CUSIP Number 31374CNS1) and to deliver the related Mega certificates to the Dealer.

### **LEGAL MATTERS**

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

Group 5 Underlying REMIC Certificates

Underlying REMIC Trust	Class	Date of Issue	CUSIP Number	Interest Rate	Interest Type(1)	Final Distribution Date	Principal Type(1)	Original Principal Balance of Class	November 2011 Class Factor	Principal Balance in the Lower Tier REMIC	Approximate Weighted Average WAC	Approximate Weighted Average WAM (in months)	Approximate Weighted Average WALA (in months)
2011-80	CA	July 2011	3136A0RY5	4.0%	FIX	April 2026	SEQ	\$242,791,000	0.87135774	\$163,929,402.98	4.481%	147	28
2011-80	CB	July 2011	3136A0RZ2	4.0%	FIX	August 2026	SEQ	10,188,309	1.00000000	7,894,596.00	4.481	147	28

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

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

## Principal Balance Schedule

### *Aggregate Group Planned Balances*

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
Initial Balance . . . .	\$116,016,000.00	March 2016 . . . . .	\$ 59,448,687.65	July 2020 . . . . .	\$ 23,160,109.69
December 2011 . . . .	115,361,829.06	April 2016 . . . . .	58,481,494.60	August 2020 . . . . .	22,726,608.53
January 2012 . . . . .	114,680,551.70	May 2016 . . . . .	57,525,422.61	September 2020 . . .	22,300,880.43
February 2012 . . . .	113,955,095.78	June 2016 . . . . .	56,580,348.12	October 2020 . . . . .	21,882,789.69
March 2012 . . . . .	113,188,259.98	July 2016 . . . . .	55,646,148.94	November 2020 . . . .	21,472,202.96
April 2012 . . . . .	112,383,261.09	August 2016 . . . . .	54,722,704.21	December 2020 . . . .	21,068,989.16
May 2012 . . . . .	111,540,607.01	September 2016 . . .	53,809,894.38	January 2021 . . . . .	20,673,019.47
June 2012 . . . . .	110,660,839.19	October 2016 . . . . .	52,907,601.20	February 2021 . . . .	20,284,167.27
July 2012 . . . . .	109,744,532.08	November 2016 . . . .	52,015,707.71	March 2021 . . . . .	19,902,308.13
August 2012 . . . . .	108,792,292.43	December 2016 . . . .	51,134,098.24	April 2021 . . . . .	19,527,319.73
September 2012 . . .	107,804,758.62	January 2017 . . . . .	50,262,658.37	May 2021 . . . . .	19,159,081.88
October 2012 . . . . .	106,782,599.91	February 2017 . . . .	49,401,274.92	June 2021 . . . . .	18,797,476.43
November 2012 . . . .	105,726,515.62	March 2017 . . . . .	48,549,835.96	July 2021 . . . . .	18,442,387.27
December 2012 . . . .	104,637,234.31	April 2017 . . . . .	47,708,230.78	August 2021 . . . . .	18,093,700.29
January 2013 . . . . .	103,515,512.89	May 2017 . . . . .	46,876,349.87	September 2021 . . .	17,751,303.32
February 2013 . . . .	102,362,135.64	June 2017 . . . . .	46,054,084.91	October 2021 . . . . .	17,415,086.16
March 2013 . . . . .	101,184,606.71	July 2017 . . . . .	45,241,328.78	November 2021 . . . .	17,084,940.46
April 2013 . . . . .	99,983,567.89	August 2017 . . . . .	44,437,975.52	December 2021 . . . .	16,760,759.75
May 2013 . . . . .	98,759,682.40	September 2017 . . .	43,643,920.33	January 2022 . . . . .	16,442,439.40
June 2013 . . . . .	97,513,634.06	October 2017 . . . . .	42,859,059.53	February 2022 . . . .	16,129,876.57
July 2013 . . . . .	96,246,126.38	November 2017 . . . .	42,083,290.62	March 2022 . . . . .	15,822,970.19
August 2013 . . . . .	94,978,837.34	December 2017 . . . .	41,316,512.17	April 2022 . . . . .	15,521,620.94
September 2013 . . .	93,711,898.93	January 2018 . . . . .	40,559,983.39	May 2022 . . . . .	15,225,731.20
October 2013 . . . . .	92,445,450.85	February 2018 . . . .	39,816,837.84	June 2022 . . . . .	14,935,205.03
November 2013 . . . .	91,179,640.28	March 2018 . . . . .	39,086,843.96	July 2022 . . . . .	14,649,948.16
December 2013 . . . .	89,914,621.50	April 2018 . . . . .	38,369,774.15	August 2022 . . . . .	14,369,867.91
January 2014 . . . . .	88,650,555.63	May 2018 . . . . .	37,665,404.65	September 2022 . . .	14,094,873.23
February 2014 . . . .	87,387,610.30	June 2018 . . . . .	36,973,515.57	October 2022 . . . . .	13,824,874.63
March 2014 . . . . .	86,136,095.91	July 2018 . . . . .	36,293,890.72	November 2022 . . . .	13,559,784.16
April 2014 . . . . .	84,895,899.13	August 2018 . . . . .	35,626,317.62	December 2022 . . . .	13,299,515.37
May 2014 . . . . .	83,666,907.70	September 2018 . . .	34,970,587.43	January 2023 . . . . .	13,043,983.34
June 2014 . . . . .	82,449,010.38	October 2018 . . . . .	34,326,494.84	February 2023 . . . .	12,793,104.59
July 2014 . . . . .	81,242,096.98	November 2018 . . . .	33,693,838.07	March 2023 . . . . .	12,546,797.08
August 2014 . . . . .	80,046,058.32	December 2018 . . . .	33,072,418.78	April 2023 . . . . .	12,304,980.18
September 2014 . . .	78,860,786.22	January 2019 . . . . .	32,462,042.00	May 2023 . . . . .	12,067,574.68
October 2014 . . . . .	77,686,173.54	February 2019 . . . .	31,862,516.11	June 2023 . . . . .	11,834,502.72
November 2014 . . . .	76,522,114.09	March 2019 . . . . .	31,273,652.76	July 2023 . . . . .	11,605,687.77
December 2014 . . . .	75,368,502.69	April 2019 . . . . .	30,695,266.81	August 2023 . . . . .	11,381,054.66
January 2015 . . . . .	74,225,235.13	May 2019 . . . . .	30,127,176.27	September 2023 . . .	11,160,529.48
February 2015 . . . .	73,092,208.14	June 2019 . . . . .	29,569,202.30	October 2023 . . . . .	10,944,039.63
March 2015 . . . . .	71,969,319.45	July 2019 . . . . .	29,021,169.08	November 2023 . . . .	10,731,513.74
April 2015 . . . . .	70,858,526.76	August 2019 . . . . .	28,482,903.81	December 2023 . . . .	10,522,881.69
May 2015 . . . . .	69,760,448.17	September 2019 . . .	27,954,236.64	January 2024 . . . . .	10,318,074.57
June 2015 . . . . .	68,674,942.79	October 2019 . . . . .	27,435,000.64	February 2024 . . . .	10,117,024.66
July 2015 . . . . .	67,601,871.25	November 2019 . . . .	26,925,031.71	March 2024 . . . . .	9,919,665.41
August 2015 . . . . .	66,541,095.72	December 2019 . . . .	26,424,168.58	April 2024 . . . . .	9,725,931.44
September 2015 . . .	65,492,479.86	January 2020 . . . . .	25,932,252.73	May 2024 . . . . .	9,535,758.47
October 2015 . . . . .	64,455,888.81	February 2020 . . . .	25,449,128.36	June 2024 . . . . .	9,349,083.37
November 2015 . . . .	63,431,189.19	March 2020 . . . . .	24,974,642.33	July 2024 . . . . .	9,165,844.08
December 2015 . . . .	62,418,249.05	April 2020 . . . . .	24,508,644.12	August 2024 . . . . .	8,985,979.62
January 2016 . . . . .	61,416,937.90	May 2020 . . . . .	24,050,985.80	September 2024 . . .	8,809,430.06
February 2016 . . . .	60,427,126.65	June 2020 . . . . .	23,601,521.96	October 2024 . . . . .	8,636,136.54

# **Aggregate Group (Continued)**

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
November 2024 . . . .	\$ 8,466,041.19	June 2029 . . . . .	\$ 2,700,834.94	January 2034 . . . . .	\$ 729,844.85
December 2024 . . . .	8,299,087.15	July 2029 . . . . .	2,642,351.95	February 2034 . . . . .	710,707.27
January 2025 . . . . .	8,135,218.56	August 2029 . . . . .	2,585,003.28	March 2034 . . . . .	691,971.91
February 2025 . . . . .	7,974,380.52	September 2029 . . .	2,528,768.16	April 2034 . . . . .	673,631.08
March 2025 . . . . .	7,816,519.07	October 2029 . . . . .	2,473,626.20	May 2034 . . . . .	655,677.24
April 2025 . . . . .	7,661,581.23	November 2029 . . . .	2,419,557.34	June 2034 . . . . .	638,102.96
May 2025 . . . . .	7,509,514.89	December 2029 . . . .	2,366,541.91	July 2034 . . . . .	620,900.97
June 2025 . . . . .	7,360,268.88	January 2030 . . . . .	2,314,560.56	August 2034 . . . . .	604,064.12
July 2025 . . . . .	7,213,792.90	February 2030 . . . . .	2,263,594.30	September 2034 . . .	587,585.40
August 2025 . . . . .	7,070,037.54	March 2030 . . . . .	2,213,624.47	October 2034 . . . . .	571,457.93
September 2025 . . .	6,928,954.25	April 2030 . . . . .	2,164,632.74	November 2034 . . . .	555,674.94
October 2025 . . . . .	6,790,495.31	May 2030 . . . . .	2,116,601.12	December 2034 . . . .	540,229.78
November 2025 . . . .	6,654,613.83	June 2030 . . . . .	2,069,511.91	January 2035 . . . . .	525,115.95
December 2025 . . . .	6,521,263.77	July 2030 . . . . .	2,023,347.75	February 2035 . . . . .	510,327.05
January 2026 . . . . .	6,390,399.84	August 2030 . . . . .	1,978,091.58	March 2035 . . . . .	495,856.79
February 2026 . . . . .	6,261,977.58	September 2030 . . .	1,933,726.65	April 2035 . . . . .	481,699.00
March 2026 . . . . .	6,135,953.30	October 2030 . . . . .	1,890,236.48	May 2035 . . . . .	467,847.64
April 2026 . . . . .	6,012,284.04	November 2030 . . . .	1,847,604.92	June 2035 . . . . .	454,296.75
May 2026 . . . . .	5,890,927.64	December 2030 . . . .	1,805,816.08	July 2035 . . . . .	441,040.51
June 2026 . . . . .	5,771,842.63	January 2031 . . . . .	1,764,854.37	August 2035 . . . . .	428,073.19
July 2026 . . . . .	5,654,988.28	February 2031 . . . . .	1,724,704.48	September 2035 . . .	415,389.15
August 2026 . . . . .	5,540,324.58	March 2031 . . . . .	1,685,351.34	October 2035 . . . . .	402,982.90
September 2026 . . .	5,427,812.22	April 2031 . . . . .	1,646,780.20	November 2035 . . . .	390,848.99
October 2026 . . . . .	5,317,412.55	May 2031 . . . . .	1,608,976.53	December 2035 . . . .	378,982.13
November 2026 . . . .	5,209,087.62	June 2031 . . . . .	1,571,926.08	January 2036 . . . . .	367,377.08
December 2026 . . . .	5,102,800.13	July 2031 . . . . .	1,535,614.84	February 2036 . . . . .	356,028.72
January 2027 . . . . .	4,998,513.46	August 2031 . . . . .	1,500,029.07	March 2036 . . . . .	344,932.03
February 2027 . . . . .	4,896,191.59	September 2031 . . .	1,465,155.27	April 2036 . . . . .	334,082.05
March 2027 . . . . .	4,795,799.15	October 2031 . . . . .	1,430,980.16	May 2036 . . . . .	323,473.96
April 2027 . . . . .	4,697,301.40	November 2031 . . . .	1,397,490.72	June 2036 . . . . .	313,102.98
May 2027 . . . . .	4,600,664.18	December 2031 . . . .	1,364,674.17	July 2036 . . . . .	302,964.45
June 2027 . . . . .	4,505,853.96	January 2032 . . . . .	1,332,517.92	August 2036 . . . . .	293,053.78
July 2027 . . . . .	4,412,837.78	February 2032 . . . . .	1,301,009.65	September 2036 . . .	283,366.48
August 2027 . . . . .	4,321,583.25	March 2032 . . . . .	1,270,137.24	October 2036 . . . . .	273,898.14
September 2027 . . .	4,232,058.57	April 2032 . . . . .	1,239,888.78	November 2036 . . . .	264,644.41
October 2027 . . . . .	4,144,232.47	May 2032 . . . . .	1,210,252.58	December 2036 . . . .	255,601.04
November 2027 . . . .	4,058,074.26	June 2032 . . . . .	1,181,217.17	January 2037 . . . . .	246,763.87
December 2027 . . . .	3,973,553.76	July 2032 . . . . .	1,152,771.28	February 2037 . . . . .	238,128.78
January 2028 . . . . .	3,890,641.33	August 2032 . . . . .	1,124,903.84	March 2037 . . . . .	229,691.77
February 2028 . . . . .	3,809,307.87	September 2032 . . .	1,097,603.97	April 2037 . . . . .	221,448.87
March 2028 . . . . .	3,729,524.76	October 2032 . . . . .	1,070,861.00	May 2037 . . . . .	213,396.23
April 2028 . . . . .	3,651,263.90	November 2032 . . . .	1,044,664.45	June 2037 . . . . .	205,530.04
May 2028 . . . . .	3,574,497.68	December 2032 . . . .	1,019,004.02	July 2037 . . . . .	197,846.57
June 2028 . . . . .	3,499,198.97	January 2033 . . . . .	993,869.60	August 2037 . . . . .	190,342.16
July 2028 . . . . .	3,425,341.13	February 2033 . . . . .	969,251.26	September 2037 . . .	183,013.21
August 2028 . . . . .	3,352,897.99	March 2033 . . . . .	945,139.26	October 2037 . . . . .	175,856.21
September 2028 . . .	3,281,843.82	April 2033 . . . . .	921,524.02	November 2037 . . . .	168,867.68
October 2028 . . . . .	3,212,153.36	May 2033 . . . . .	898,396.15	December 2037 . . . .	162,044.24
November 2028 . . . .	3,143,801.79	June 2033 . . . . .	875,746.41	January 2038 . . . . .	155,382.55
December 2028 . . . .	3,076,764.73	July 2033 . . . . .	853,565.74	February 2038 . . . . .	148,879.35
January 2029 . . . . .	3,011,018.23	August 2033 . . . . .	831,845.23	March 2038 . . . . .	142,531.42
February 2029 . . . . .	2,946,538.76	September 2033 . . .	810,576.16	April 2038 . . . . .	136,335.62
March 2029 . . . . .	2,883,303.20	October 2033 . . . . .	789,749.93	May 2038 . . . . .	130,288.86
April 2029 . . . . .	2,821,288.85	November 2033 . . . .	769,358.13	June 2038 . . . . .	124,388.11
May 2029 . . . . .	2,760,473.40	December 2033 . . . .	749,392.47	July 2038 . . . . .	118,630.40

***Aggregate Group (Continued)***

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
August 2038 . . . . .	\$ 113,012.80	July 2039 . . . . .	\$ 59,685.50	August 2040 . . . . .	\$ 14,894.05
September 2038 . . .	107,532.46	August 2039 . . . . .	55,540.75	September 2040 . . .	12,404.81
October 2038 . . . . .	102,186.56	September 2039 . . .	51,502.84	October 2040 . . . . .	9,983.88
November 2038 . . . .	96,972.35	October 2039 . . . . .	47,569.53	November 2040 . . . .	7,629.79
December 2038 . . . .	91,887.13	November 2039 . . . .	43,738.65	December 2040 . . . .	5,341.11
January 2039 . . . . .	86,928.23	December 2039 . . . .	40,008.03	January 2041 . . . . .	4,505.69
February 2039 . . . . .	82,093.07	January 2040 . . . . .	36,375.57	February 2041 . . . . .	3,692.89
March 2039 . . . . .	77,379.08	February 2040 . . . . .	32,839.21	March 2041 . . . . .	2,902.24
April 2039 . . . . .	72,783.77	March 2040 . . . . .	29,396.91	April 2041 . . . . .	2,133.26
May 2039 . . . . .	68,304.66	April 2040 . . . . .	26,046.69	May 2041 . . . . .	1,385.49
June 2039 . . . . .	63,939.36	May 2040 . . . . .	22,786.60	June 2041 . . . . .	658.47
		June 2040 . . . . .	20,083.41	July 2041 and thereafter . . . . .	0.00
		July 2040 . . . . .	17,453.07		



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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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**\$802,953,145**



**Guaranteed REMIC  
Pass-Through Certificates**

**Fannie Mae REMIC Trust 2011-132**

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## PROSPECTUS SUPPLEMENT

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**Barclays Capital**

**November 22, 2011**

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