

\$244,075,990



FannieMae®

**Guaranteed REMIC Pass-Through Certificates
Fannie Mae REMIC Trust 2012-42**

The Certificates

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

Payments to Certificateholders

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

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

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

The Fannie Mae Guaranty

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

The Trust and its Assets

The trust will own

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

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

<i>Class</i>	<i>Group</i>	<i>Original Class Balance</i>	<i>Principal Type(1)</i>	<i>Interest Rate</i>	<i>Interest Type(1)</i>	<i>CUSIP Number</i>	<i>Final Distribution Date</i>
FA	1	\$18,127,740	PT	(2)	FLT	3136A5GC4	April 2042
SA	1	18,127,740(3)	NTL	(2)	INV/IO	3136A5GD2	April 2042
LC	1	20,153,327	PAC/AD	2.00%	FIX	3136A5GE0	August 2041
LD	1	20,000,000	PAC/AD	2.00	FIX	3136A5GF7	August 2041
PF	1	26,768,884	PAC/AD	(2)	FLT	3136A5GG5	August 2041
PS	1	26,768,884(3)	NTL	(2)	INV/IO	3136A5GH3	August 2041
PB	1	3,680,546	PAC/AD	4.00	FIX	3136A5GJ9	April 2042
Z	1	20,035,947	SUP	4.00	FIX/Z	3136A5GK6	April 2042
PD	2	10,000,000	SC/PAC	2.00	FIX	3136A5GL4	November 2041
PJ	2	18,530,000	SC/PAC	3.00	FIX	3136A5GM2	November 2041
PI	2	6,932,857(3)	NTL	3.50	FIX/IO	3136A5GN0	November 2041
PY	2	522,000	SC/PAC	3.50	FIX	3136A5GP5	November 2041
CE(4)	2	3,748,000	SC/PAC	3.50	FIX	3136A5GQ3	November 2041
CG(4)	2	5,846,146	SC/SUP	3.50	FIX	3136A5GR1	November 2041
MH	3	75,000,000	PAC/AD	3.35	FIX	3136A5GS9	March 2042
MA	3	5,500,000	PAC/AD	4.00	FIX	3136A5GT7	March 2042
MI	3	12,187,500(3)	NTL	4.00	FIX/IO	3136A5GU4	March 2042
MZ	3	175,000	PAC/AD	4.00	FIX/Z	3136A5GV2	April 2042
ZM	3	15,988,400	SUP	4.00	FIX/Z	3136A5GW0	April 2042
S	4	29,567,704(3)	NTL	(2)	INV/IO	3136A5GX8	June 2039
TI	4	10,712,192(3)	NTL	(2)	INV/IO	3136A5GY6	May 2037
SI	4	9,916,723(3)	NTL	(2)	INV/IO	3136A5GZ3	March 2037
R		0	NPR	0	NPR	3136A5HA7	April 2042
RL		0	NPR	0	NPR	3136A5HB5	April 2042

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

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

Carefully consider the risk factors on page S-8 of this prospectus supplement and starting on page 11 of the REMIC prospectus. Unless you understand and are able to tolerate these risks, you should not invest in the certificates.

You should read the REMIC prospectus as well as this prospectus supplement. The certificates, together with interest thereon, are not guaranteed by the United States and do not constitute a debt or obligation of the United States or any agency or instrumentality thereof other than Fannie Mae.

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

If you own the CE and CG Classes, you can exchange them for certificates of the corresponding RCR class to be delivered at the time of exchange. The C Class is the RCR class. For a more detailed description of the RCR class, 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 March 30, 2012.



March 26, 2012

TABLE OF CONTENTS

	<u>Page</u>		<u>Page</u>
AVAILABLE INFORMATION	S- 3	<i>The Inverse Floating Rate</i>	
RECENT DEVELOPMENTS	S- 4	<i>Classes</i>	S-15
SUMMARY	S- 5	<i>The Fixed Rate Interest Only</i>	
ADDITIONAL RISK FACTOR	S- 8	<i>Classes</i>	S-16
DESCRIPTION OF THE		WEIGHTED AVERAGE LIVES OF THE	
CERTIFICATES	S- 8	CERTIFICATES	S-17
GENERAL	S- 8	DECREMENT TABLES	S-18
<i>Structure</i>	S- 8	CHARACTERISTICS OF THE RESIDUAL	
<i>Fannie Mae Guaranty</i>	S- 9	CLASSES	S-22
<i>Characteristics of Certificates</i>	S- 9	CERTAIN ADDITIONAL FEDERAL	
<i>Authorized Denominations</i>	S-10	INCOME TAX CONSEQUENCES . .	S-22
THE TRUST MBS	S-10	U.S. TREASURY CIRCULAR 230 NOTICE . .	S-23
THE UNDERLYING REMIC AND RCR		REMIC ELECTIONS AND SPECIAL TAX	
CERTIFICATES	S-10	ATTRIBUTES	S-23
DISTRIBUTIONS OF INTEREST	S-11	TAXATION OF BENEFICIAL OWNERS OF	
<i>General</i>	S-11	REGULAR CERTIFICATES	S-23
<i>Delay Classes and No-Delay</i>		TAXATION OF BENEFICIAL OWNERS OF	
<i>Classes</i>	S-11	RESIDUAL CERTIFICATES	S-24
<i>Accrual Classes</i>	S-11	TAXATION OF BENEFICIAL OWNERS OF	
DISTRIBUTIONS OF PRINCIPAL	S-11	RCR CERTIFICATES	S-24
STRUCTURING ASSUMPTIONS	S-12	PLAN OF DISTRIBUTION	S-24
<i>Pricing Assumptions</i>	S-12	LEGAL MATTERS	S-24
<i>Prepayment Assumptions</i>	S-13	EXHIBIT A	A- 1
<i>Principal Balance Schedules</i>	S-13	SCHEDULE 1	A- 2
YIELD TABLES	S-14	PRINCIPAL BALANCE	
<i>General</i>	S-14	SCHEDULES	B- 1

AVAILABLE INFORMATION

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

- our Prospectus for Fannie Mae Guaranteed REMIC Pass-Through Certificates dated May 1, 2010 (the “REMIC Prospectus”);
- our Prospectus for Fannie Mae Guaranteed Pass-Through Certificates (Single-Family Residential Mortgage Loans) dated
 - February 1, 2012, for all MBS issued on or after February 1, 2012,
 - July 1, 2011, for all MBS issued on or after July 1, 2011 and prior to February 1, 2012,
 - 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 a Group 2 or Group 4 Class or the R or RL Class, the disclosure documents relating to the applicable underlying REMIC and RCR certificates (the “Underlying REMIC Disclosure Documents”); and
- any information incorporated by reference in this prospectus supplement as discussed below 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 February 1, 2012.

The MBS Prospectus and the Underlying REMIC Disclosure Documents are incorporated by reference in this prospectus supplement. This means that we are disclosing information in those documents by referring you to them. Those documents are considered part of this prospectus supplement, so you should read this prospectus supplement, and any applicable supplements or amendments, together with those documents.

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

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

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

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

RBC Capital Markets, LLC
Three World Financial Center
200 Vesey Street, 8th Floor
New York, New York 10281
(telephone 212-428-7940).

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 November 28, 2011, Fitch Ratings Limited ("Fitch") affirmed the long-term issuer default rating and senior unsecured debt rating of Fannie Mae at "AAA", but revised its Ratings Outlook on Fannie Mae's long-term issuer default rating to Negative from Stable. This action followed a similar action by Fitch on 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 Annual Report on Form 10-K for the calendar year ended December 31, 2011, including the Risk Factors set forth in that Annual Report.

SUMMARY

This summary contains only limited information about the certificates. Statistical information in this summary is provided as of March 1, 2012. 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	Class 2011-114-A RCR Certificate Class 2011-114-B RCR Certificate
3	Group 3 MBS
4	Class 2011-114-SA REMIC Certificate Class 2007-40-KS REMIC Certificate Class 2007-87-SB REMIC Certificate

Group 1 and Group 3

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	\$108,766,444	4.50%	4.75% to 7.00%	241 to 360
Group 3 MBS	\$ 96,663,400	4.00%	4.25% to 6.50%	241 to 360

Assumed Characteristics of the Underlying Mortgage Loans

	<u>Principal Balance</u>	<u>Original Term to Maturity (in months)</u>	<u>Remaining Term to Maturity (in months)</u>	<u>Loan Age (in months)</u>	<u>Interest Rate</u>
Group 1 MBS	\$108,766,444	360	350	10	4.90%
Group 3 MBS	\$ 96,663,400	360	354	5	4.51%

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

Group 2 and Group 4

Exhibit A describes the underlying REMIC and RCR certificates in Group 2 and Group 4, including certain information about the related mortgage loans. To learn more about the underlying REMIC and RCR certificates, you should obtain from us the current class factors and the related disclosure documents as described on page S-3.

Settlement Date

We expect to issue the certificates on March 30, 2012.

Distribution Dates

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

Record Date

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

Book-Entry and Physical Certificates

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

Fed Book-Entry

All classes of certificates other than the R and RL Classes

Physical

R and RL Classes

Exchanging Certificates Through Combination and Recombination

If you own certificates of a class designated as “exchangeable” on the cover of this prospectus supplement, you will be able to exchange them for a proportionate interest in the related RCR certificates. Schedule 1 lists the available combination 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 FA, SA, PF and PS Classes will bear interest at the initial interest rates listed below. The initial interest rates listed below for the S, TI and SI Classes are assumed rates. 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>
FA	0.743%	7.00%	0.50%	LIBOR + 50 basis points
SA	6.257%	6.50%	0.00%	6.50% – LIBOR
PF	0.663%	7.00%	0.42%	LIBOR + 42 basis points
PS	6.337%	6.58%	0.00%	6.58% – LIBOR
S	5.857%(2)	6.10%	0.00%	6.10% – LIBOR
TI	0.670%(2)	0.67%	0.00%	6.77% – LIBOR
SI	0.380%(2)	0.38%	0.00%	6.48% – LIBOR

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

(2) Assumed initial rates. The actual initial rates for these classes will be calculated on March 22, 2012 using the applicable formulas.

Notional Classes

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

<u>Class</u>	
SA	100% of the FA Class
PS	100% of the PF Class
PI	24.3002348405% of the <i>sum</i> of the PD and PJ Classes
MI	16.25% of the MH Class
S	100% of the aggregate notional principal balance of the Group 4 Underlying REMIC Certificates
TI	100% of the notional principal balance of the Class 2007-40-KS REMIC Certificate in Group 4
SI	100% of the notional principal balance of the Class 2007-87-SB REMIC Certificate in Group 4

Distributions of Principal

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

Weighted Average Lives (years)*

		PSA Prepayment Assumption								
Group 1 Classes		0%	100%	125%	200%	250%	500%	800%	1100%	1400%
FA and SA	19.9	10.4	9.3	6.9	5.8	3.2	2.0	1.5	1.1	
LC, LD, PF and PS	12.4	6.0	6.0	6.0	6.0	3.4	2.2	1.6	1.3	
PB	22.1	20.8	20.8	20.8	20.8	11.6	6.9	4.5	3.1	
Z	26.1	19.1	18.3	7.4	2.6	0.9	0.6	0.4	0.3	

		PSA Prepayment Assumption									
Group 2 Classes		0%	100%	125%	170%	200%	250%	255%	450%	650%	900%
PD, PJ and PI	14.7	5.6	5.1	5.1	5.1	5.1	5.1	5.0	3.1	2.2	1.5
PY	24.4	22.3	22.3	22.3	22.3	22.3	22.3	22.1	14.3	9.7	6.4
CE	24.9	11.4	8.8	2.3	2.3	2.3	2.3	2.3	1.1	0.7	0.5
CG	27.9	19.8	17.4	12.6	8.1	2.2	2.0	0.6	0.3	0.2	
C	26.7	16.5	14.0	8.6	5.8	2.2	2.1	0.8	0.5	0.3	

		PSA Prepayment Assumption									
Group 3 Classes		0%	100%	150%	200%	250%	450%	650%	900%	1200%	1500%
MH, MA and MI	14.1	7.1	6.6	6.6	6.6	4.3	3.1	2.4	1.9	1.5	
MZ	26.9	26.9	26.9	26.9	26.9	19.6	14.0	9.7	6.6	4.4	
ZM	26.8	19.9	17.8	9.1	2.7	1.1	0.8	0.6	0.5	0.4	

		PSA Prepayment Assumption									
Group 4 Classes					0%	100%	200%	344%	700%	1000%	1300%
S					16.6	8.8	5.8	3.7	1.8	1.1	0.7
TI					16.7	9.2	6.2	3.9	1.8	1.1	0.7
SI					16.6	9.3	6.2	3.9	1.8	1.1	0.7

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

ADDITIONAL RISK FACTOR

Payments on the Group 2 and Group 4 Classes also will be affected by the applicable payment priorities governing the related underlying REMIC or RCR certificates. If you invest in a Group 2 or Group 4 Class, the rate at which you receive payments also will be affected by the applicable priority sequences governing principal payments (or notional balance reductions) on the related underlying REMIC or RCR certificates.

In particular, as described in the related Underlying REMIC Disclosure Document, notional balance reductions on the Class 2011-114-SA REMIC Certificate in Group 4 are governed by principal balance schedules. As a result, that underlying REMIC certificate may experience notional balance reductions faster or slower than would otherwise have been the case. Prepayments on the related mortgage loans may have occurred at rates faster or slower than the rates initially assumed. In certain high prepayment scenarios, it is possible that the effect of a principal balance schedule on notional balance reductions over time may be eliminated. In such a

case, the Class 2011-114-SA REMIC Certificate would experience notional balance reductions at rates that may vary widely from period to period. This prospectus supplement contains no information as to whether

- the REMIC certificates backing the Class 2011-114-SA REMIC Certificate have adhered to the related principal balance schedules,
- any related support classes remain outstanding, or
- the REMIC certificates backing the Class 2011-114-SA REMIC Certificate otherwise have performed as originally anticipated.

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

DESCRIPTION OF THE CERTIFICATES

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

General

Structure. We will create the Fannie Mae REMIC Trust specified on the cover of this prospectus supplement (the “Trust”) pursuant to a trust agreement dated as of May 1, 2010 and a supplement thereto dated as of March 1, 2012 (the “Issue Date”). We will issue the Guaranteed REMIC Pass-Through Certificates (the “REMIC Certificates”) pursuant to that trust agreement and supplement. We will issue the Combinable and Recombinable REMIC Certificates (the “RCR Certificates” and, together with the REMIC Certificates, the “Certificates”) pursuant to a separate trust agreement dated as of May 1, 2010 and a supplement thereto dated as of the Issue Date (together with the trust agreement and supplement relating to the REMIC Certificates, the “Trust Agreement”). We will execute the Trust Agreement in our corporate capacity and as trustee (the “Trustee”). In general, the term “Classes” includes the Classes of REMIC Certificates and RCR Certificates.

The assets of the Trust will include:

- two groups of Fannie Mae Guaranteed Mortgage Pass-Through Certificates (the “Group 1 MBS” and “Group 3 MBS,” and together, the “Trust MBS”), and

- two groups of previously issued REMIC and RCR certificates (the “Group 2 Underlying RCR Certificates” and “Group 4 Underlying REMIC Certificates,” and together, the “Underlying REMIC and RCR Certificates”) issued from the related Fannie Mae REMIC trusts (the “Underlying REMIC Trusts”) as further described in Exhibit A.

The Underlying REMIC and RCR 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 REMIC Certificates other than the R and RL Classes are collectively referred to as the “Regular Classes” or “Regular Certificates,” and the R and RL Classes are collectively referred to as the “Residual Classes” or “Residual Certificates.”

REMIC Designation	Assets	Regular Interests	Residual Interest
Lower Tier REMIC	Trust MBS and Underlying REMIC and RCR Certificates	Interests in the Lower Tier REMIC other than the RL Class (the “Lower Tier Regular Interests”)	RL
Upper Tier REMIC	Lower Tier Regular Interests	All Classes of REMIC Certificates other than the R and RL Classes	R

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

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

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

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

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

The Trust MBS

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

In addition, the pools of mortgage loans backing the Group 3 MBS have been designated as pools that include “jumbo-conforming” or “high balance” mortgage loans as described further under “The Mortgage Loans—Special Feature Mortgage Loans—*Loans with Original Principal Balances Exceeding our Traditional Conforming Loan Limits*” in the MBS Prospectus dated February 1, 2012. For periodic updates to that description, please refer to the Pool Prefix Glossary available on our Web site at www.fanniemae.com. For additional information about the particular pools underlying the Group 3 MBS, see the Final Data Statement for the Trust and the related prospectus supplement for each MBS. See also “Risk Factors—Risks Relating to Yield and Prepayment—*Refinancing—“Jumbo-conforming” mortgage loans, which have original principal balances that exceed our traditional conforming loan limits, may prepay at different rates than conforming balance mortgage loans generally*” in the MBS Prospectus dated February 1, 2012.

For additional information, see “Summary—Group 1 and Group 3—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 Underlying REMIC and RCR Certificates

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

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

For further information about the Underlying REMIC and RCR Certificates, telephone us at 1-800-237-8627. Additional information about the Underlying REMIC and RCR Certificates is also available at <https://mbsdisclosure.fanniemae.com/PoolTalk2/index.html>. There may have been material changes in facts and circumstances since the dates we prepared the Underlying REMIC Disclosure Documents. These may include changes in prepayment speeds, prevailing interest rates and other economic factors. As a result, the usefulness of the information set forth in those documents may be limited.

Distributions of Interest

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

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

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

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

Accrual Classes. The Z, MZ and ZM Classes are Accrual Classes. Interest will accrue on each Accrual Class at the applicable annual rate specified on the cover of this prospectus supplement. However, we will not pay any interest on the Accrual Classes. Instead, interest accrued on each Accrual Class will be added as principal to its principal balance on each Distribution Date. We will pay principal on the Accrual Classes as described under “—Distributions of Principals” below.

Distributions of Principal

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

- *Group 1*

The Z Accrual Amount to Aggregate Group I to its Planned Balance, and thereafter } Accretion
Directed/PAC
Group and
Accrual Class
to Z.

The Group 1 Cash Flow Distribution Amount as follows:

— 16.6666660537% to FA until retired, and } Pass-Through
Class

— 83.3333339463% as follows:

first, to Aggregate Group I to its Planned Balance; } PAC Group

second, to Z until retired; and } Support Class

third, to Aggregate Group I to zero. } PAC Group

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

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

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

first, to LC, LD and PF, pro rata, until retired; and

second, to PB until retired.

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

- *Group 2*

The Group 2 Principal Distribution Amount in the following priority:

1. To Aggregate Group II to its Planned Balance.
2. To CE to its Planned Balance.
3. To CG until retired.
4. To CE until retired.
5. To Aggregate Group II to zero.

Diagram illustrating the components of Structured Collateral:

- PAC Group and Class
- Support Class
- PAC Class and Group

These three categories are collectively referred to as **Structured Collateral**.

The “Group 2 Principal Distribution Amount” is the principal then paid on the Group 2 Underlying RCR Certificates.

“Aggregate Group II” consists of the PD, PJ and PY Classes. On each Distribution Date, we will apply payments of principal of Aggregate Group II as follows:

first, to PD and PJ pro rata, until retired; and

second, to PY until retired.

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

- *Group 3*

The MZ Accrual Amount to MH and MA pro rata, until retired, and thereafter to MZ.

- **Accretion**
- **Directed**
- **Classes and**
- **Accrual Class**

The ZM Accrual Amount to Aggregate Group III to its Planned Balance, and thereafter to ZM.

**Accretion
Directed/PAC
Group and
Accrual Class**

The Group 3 Cash Flow Distribution Amount in the following priority:

1. To Aggregate Group III to its Planned Balance.
2. To ZM until retired.
3. To Aggregate Group III to zero.

- } PAC Group
- } Support Class
- } PAC Group

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

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

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

“Aggregate Group III” consists of the MH, MA and MZ Classes. On each Distribution Date, we will apply payments of principal of Aggregate Group III as follows:

first, to MH and MA pro rata, until retired; and

second, to MZ until retired.

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

Structuring Assumptions

Pricing Assumptions. Except where otherwise noted, the information in the tables in this prospectus supplement has been prepared based on the actual characteristics of each pool of

Mortgage Loans backing the Underlying REMIC and RCR Certificates, the applicable priority sequences governing principal payments (or notional balance reductions) on the Underlying REMIC and RCR Certificates, and the following assumptions (such characteristics and assumptions, collectively, the “Pricing Assumptions”):

- the Mortgage Loans underlying the Trust MBS have the original terms to maturity, remaining terms to maturity, loan ages and interest rates specified under “Summary—Group 1 and Group 3—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 March 30, 2012; 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 any Aggregate Group or Class is the range of prepayment rates (measured by *constant* PSA rates) that would reduce the Aggregate Group or Class to its scheduled balance each month based on the Pricing Assumptions. We have not provided separate schedules for the individual Classes included in the Aggregate Groups. However, those Classes are designed to receive principal distributions in the same fashion as if separate schedules had been provided (with schedules based on the same underlying assumptions that apply to the applicable Aggregate Group schedule). If such separate schedules had been provided for the individual Classes included in the applicable Aggregate Groups, we expect that the effective ranges for those Classes would not be narrower than those shown below for the related Aggregate Groups.

<u>Groups and Class</u>	<u>Structuring Ranges</u>	<u>Initial Effective Ranges</u>
Aggregate Group I Planned Balances	Between 125% and 250% PSA	Between 125% and 250% PSA
Aggregate Group II Planned Balances	Between 125% and 250% PSA	Between 125% and 250% PSA
CE Class Planned Balances	Between 170% and 255% PSA	Between 170% and 255% PSA
Aggregate Group III Planned Balances	Between 150% and 250% PSA	Between 150% and 250% PSA

The Aggregate Groups listed above consist of the following Classes:

Aggregate Group I	LC, LD, PF and PB
Aggregate Group II	PD, PJ and PY
Aggregate Group III	MH, MA and MZ

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 any Aggregate Group or Class will conform on any Distribution Date to the balance specified in the Principal Balance Schedules or that distributions of principal of any Aggregate Group or Class will begin or end on the Distribution Dates specified in the Principal Balance Schedules.

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

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

Yield Tables

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

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

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

We cannot assure you that

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

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

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

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

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

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

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

<u>Class</u>	<u>Price*</u>
SA	18.00000%
PS	19.28125%
S	12.75000%
TI	1.75000%
SI	0.93750%

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

LIBOR	PSA Prepayment Assumption								
	50%	100%	125%	200%	250%	500%	800%	1100%	1400%
0.1215%	33.0%	30.0%	28.5%	24.0%	20.9%	4.7%	(16.4)%	(40.2)%	(67.8)%
0.2430%	32.2%	29.3%	27.8%	23.2%	20.1%	4.0%	(17.2)%	(41.0)%	(68.6)%
2.2430%	19.7%	16.7%	15.2%	10.7%	7.6%	(8.6)%	(30.0)%	(54.5)%	(83.3)%
4.2430%	6.9%	3.9%	2.5%	(2.1)%	(5.2)%	(21.4)%	(43.2)%	(68.6)%	(99.4)%
6.5000%	*	*	*	*	*	*	*	*	*

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption</u>								
	<u>50%</u>	<u>100%</u>	<u>125%</u>	<u>200%</u>	<u>250%</u>	<u>500%</u>	<u>800%</u>	<u>1100%</u>	<u>1400%</u>
0.1215%	25.8%	21.2%	21.1%	21.1%	21.1%	6.1%	(18.6)%	(45.7)%	(73.2)%
0.2430%	25.1%	20.5%	20.3%	20.3%	20.3%	5.2%	(19.6)%	(46.7)%	(74.3)%
2.2430%	12.4%	7.8%	7.7%	7.7%	7.7%	(10.1)%	(37.1)%	(65.5)%	(93.3)%
4.2430%	(1.9)%	(6.2)%	(6.2)%	(6.2)%	(6.2)%	(28.1)%	(58.2)%	(88.3)%	*
6.5800%	*	*	*	*	*	*	*	*	*

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption</u>						
	<u>50%</u>	<u>100%</u>	<u>200%</u>	<u>344%</u>	<u>700%</u>	<u>1000%</u>	<u>1300%</u>
0.1215%	45.2%	41.4%	33.3%	21.1%	(8.4)%	(40.7)%	(82.0)%
0.2430%	44.1%	40.3%	32.2%	20.0%	(9.3)%	(41.5)%	(82.6)%
2.2430%	26.2%	22.5%	14.9%	3.4%	(24.3)%	(54.5)%	(92.9)%
4.2430%	7.9%	4.4%	(2.9)%	(13.4)%	(39.6)%	(67.7)%	*
6.1000% and above ...	*	*	*	*	*	*	*

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption</u>						
	<u>50%</u>	<u>100%</u>	<u>200%</u>	<u>344%</u>	<u>700%</u>	<u>1000%</u>	<u>1300%</u>
6.100% and below	35.3%	31.7%	24.4%	13.4%	(16.8)%	(47.1)%	(86.1)%
6.435%	13.6%	10.3%	3.6%	(6.5)%	(34.2)%	(62.5)%	(99.4)%
6.770%	*	*	*	*	*	*	*

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption</u>						
	<u>50%</u>	<u>100%</u>	<u>200%</u>	<u>344%</u>	<u>700%</u>	<u>1000%</u>	<u>1300%</u>
6.10% and below	38.0%	34.4%	27.0%	15.9%	(14.6)%	(45.2)%	(84.7)%
6.29%	15.1%	11.8%	5.0%	(5.2)%	(33.1)%	(61.6)%	(98.8)%
6.48%	*	*	*	*	*	*	*

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

<u>Class</u>	<u>% PSA</u>
PI	439%
MI	970%

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

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

<u>Class</u>	<u>Price</u>
PI	11.000%
MI	8.625%

* 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 PI Class to Prepayments

	<u>PSA Prepayment Assumption</u>									
	<u>50%</u>	<u>100%</u>	<u>125%</u>	<u>170%</u>	<u>200%</u>	<u>250%</u>	<u>255%</u>	<u>450%</u>	<u>650%</u>	<u>900%</u>
Pre-Tax Yields to Maturity . . .	23.0%	16.5%	13.7%	13.7%	13.7%	13.7%	13.5%	(1.0)%	(20.3)%	(47.7)%

Sensitivity of the MI Class to Prepayments

	<u>PSA Prepayment Assumption</u>									
	<u>50%</u>	<u>100%</u>	<u>150%</u>	<u>200%</u>	<u>250%</u>	<u>450%</u>	<u>650%</u>	<u>900%</u>	<u>1200%</u>	<u>1500%</u>
Pre-Tax Yields to Maturity . . .	42.0%	38.4%	36.5%	36.5%	36.5%	28.8%	18.5%	4.2%	(14.3)%	(34.2)%

Weighted Average Lives of the Certificates

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

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

- the timing of changes in the rate of principal distributions,
- the priority sequences of distributions of principal of the Group 1, Group 2 and Group 3 Classes, and
- in the case of the Group 2 and Group 4 Classes, the applicable priority sequences governing principal payments (or notional balance reductions) on the related Underlying REMIC and RCR Certificates.

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

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

Decrement Tables

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

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

<u>Mortgage Loans Backing Trust Assets Specified Below</u>	<u>Original Terms to Maturity</u>	<u>Remaining Terms to Maturity</u>	<u>Interest Rates</u>
Group 1 MBS	360 months	360 months	7.00%
Group 2 Underlying RCR Certificates	360 months	355 months	6.00%
Group 3 MBS	360 months	360 months	6.50%
Group 4 Underlying REMIC Certificates	360 months	(1)	8.50%

(1) The Mortgage Loans backing the Group 4 Underlying REMIC Certificates listed below are assumed to have the following remaining terms to maturity:

	<u>Remaining Terms to Maturity</u>
2011-114-SA	*
2007-40-KS	301 months
2007-87-SB	299 months

* The Class 2011-114-SA REMIC Certificate is backed by the Fannie Mae REMIC Certificates listed below. The Mortgage Loans backing those REMIC Certificates are assumed to have the following remaining terms to maturity:

	<u>Remaining Terms to Maturity</u>
2009-39-AD	326 months
2009-74-HJ	329 months

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

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

Percent of Original Principal Balances Outstanding

Date	FA and SA† Classes									LC, LD, PF and PS† Classes								
	PSA Prepayment Assumption									PSA Prepayment Assumption								
	0%	100%	125%	200%	250%	500%	800%	1100%	1400%	0%	100%	125%	200%	250%	500%	800%	1100%	1400%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
March 2013	99	95	94	92	90	82	72	62	52	97	92	92	92	92	92	92	79	65
March 2014	98	88	86	80	76	58	39	24	11	95	82	81	81	81	74	48	27	9
March 2015	97	82	78	69	64	40	20	8	2	92	71	71	71	71	49	22	5	0
March 2016	95	75	71	60	53	28	10	3	*	89	61	61	61	61	32	8	0	0
March 2017	94	69	64	52	44	19	5	1	*	85	52	52	52	52	20	2	0	0
March 2018	93	64	58	44	37	13	3	*	*	82	43	43	43	43	12	0	0	0
March 2019	91	58	53	38	31	9	1	*	*	78	36	36	36	36	6	0	0	0
March 2020	89	53	47	33	25	6	1	*	*	74	29	29	29	29	3	0	0	0
March 2021	88	49	43	28	21	4	*	*	*	70	23	23	23	23	*	0	0	0
March 2022	86	45	38	24	17	3	*	*	*	66	18	18	18	18	0	0	0	0
March 2023	84	41	34	20	14	2	*	*	*	62	14	14	14	14	0	0	0	0
March 2024	82	37	31	17	12	1	*	*	*	57	10	10	10	10	0	0	0	0
March 2025	79	33	27	15	10	1	*	*	*	51	7	7	7	7	0	0	0	0
March 2026	77	30	24	12	8	1	*	*	*	46	5	5	5	5	0	0	0	0
March 2027	74	27	21	10	6	*	*	*	*	40	3	3	3	3	0	0	0	0
March 2028	71	24	19	9	5	*	*	*	*	34	1	1	1	1	0	0	0	0
March 2029	68	21	16	7	4	*	*	*	*	28	*	*	*	*	0	0	0	0
March 2030	65	19	14	6	3	*	*	*	0	21	0	0	0	0	0	0	0	0
March 2031	61	16	12	5	3	*	*	*	0	13	0	0	0	0	0	0	0	0
March 2032	57	14	10	4	2	*	*	*	0	6	0	0	0	0	0	0	0	0
March 2033	53	12	9	3	2	*	*	*	0	0	0	0	0	0	0	0	0	0
March 2034	49	10	7	3	1	*	*	*	0	0	0	0	0	0	0	0	0	0
March 2035	44	9	6	2	1	*	*	*	0	0	0	0	0	0	0	0	0	0
March 2036	39	7	5	1	1	*	*	*	0	0	0	0	0	0	0	0	0	0
March 2037	34	5	4	1	*	*	*	*	0	0	0	0	0	0	0	0	0	0
March 2038	28	4	3	1	*	*	*	*	0	0	0	0	0	0	0	0	0	0
March 2039	22	3	2	*	*	*	0	0	0	0	0	0	0	0	0	0	0	0
March 2040	15	1	1	*	*	*	0	0	0	0	0	0	0	0	0	0	0	0
March 2041	8	*	*	*	*	*	0	0	0	0	0	0	0	0	0	0	0	0
March 2042	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	19.9	10.4	9.3	6.9	5.8	3.2	2.0	1.5	1.1	12.4	6.0	6.0	6.0	6.0	3.4	2.2	1.6	1.3

Date	PB Class									Z Class								
	PSA Prepayment Assumption									PSA Prepayment Assumption								
	0%	100%	125%	200%	250%	500%	800%	1100%	1400%	0%	100%	125%	200%	250%	500%	800%	1100%	1400%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
March 2013	100	100	100	100	100	100	100	100	100	104	104	100	89	82	45	*	0	0
March 2014	100	100	100	100	100	100	100	100	100	108	108	100	73	56	0	0	0	0
March 2015	100	100	100	100	100	100	100	100	100	113	113	100	60	34	0	0	0	0
March 2016	100	100	100	100	100	100	100	65	7	117	117	100	50	19	0	0	0	0
March 2017	100	100	100	100	100	100	100	22	1	122	122	100	42	9	0	0	0	0
March 2018	100	100	100	100	100	100	66	7	*	127	124	100	38	3	0	0	0	0
March 2019	100	100	100	100	100	100	33	2	*	132	126	100	35	*	0	0	0	0
March 2020	100	100	100	100	100	100	17	1	*	138	127	100	34	*	0	0	0	0
March 2021	100	100	100	100	100	100	9	*	*	143	127	98	32	*	0	0	0	0
March 2022	100	100	100	100	100	69	4	*	*	149	124	95	30	*	0	0	0	0
March 2023	100	100	100	100	100	46	2	*	*	155	119	91	28	*	0	0	0	0
March 2024	100	100	100	100	100	31	1	*	*	161	114	86	26	*	0	0	0	0
March 2025	100	100	100	100	100	21	1	*	0	168	107	80	23	*	0	0	0	0
March 2026	100	100	100	100	100	14	*	*	0	175	100	74	21	*	0	0	0	0
March 2027	100	100	100	100	100	9	*	*	0	182	93	68	18	*	0	0	0	0
March 2028	100	100	100	100	100	6	*	*	0	189	86	62	16	*	0	0	0	0
March 2029	100	100	100	100	100	4	*	*	0	197	78	56	14	*	0	0	0	0
March 2030	100	80	80	80	80	3	*	*	0	205	70	50	12	*	0	0	0	0
March 2031	100	63	63	63	63	2	*	*	0	214	63	44	10	*	0	0	0	0
March 2032	100	50	50	50	50	1	*	*	0	222	55	38	9	*	0	0	0	0
March 2033	51	38	38	38	38	1	*	0	0	231	48	33	7	*	0	0	0	0
March 2034	29	29	29	29	29	*	*	0	0	215	41	28	6	*	0	0	0	0
March 2035	22	22	22	22	22	*	*	0	0	195	35	23	5	*	0	0	0	0
March 2036	16	16	16	16	16	*	*	0	0	174	28	18	4	*	0	0	0	0
March 2037	11	11	11	11	11	*	*	0	0	150	22	14	3	*	0	0	0	0
March 2038	7	7	7	7	7	*	*	0	0	124	16	10	2	*	0	0	0	0
March 2039	4	4	4	4	4	*	*	0	0	97	11	7	1	*	0	0	0	0
March 2040	2	2	2	2	2	*	*	0	0	67	6	3	1	*	0	0	0	0
March 2041	*	*	*	*	*	*	0	0	0	35	1	*	*	*	0	0	0	0
March 2042	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	22.1	20.8	20.8	20.8	20.8	11.6	6.9	4.5	3.1	26.1	19.1	18.3	7.4	2.6	0.9	0.6	0.4	0.3

* 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	PD, PJ and PI† Classes										PY Class									
	PSA Prepayment Assumption										PSA Prepayment Assumption									
	0%	100%	125%	170%	200%	250%	255%	450%	650%	900%	0%	100%	125%	170%	200%	250%	255%	450%	650%	900%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
March 2013	98	90	88	88	88	88	88	88	85	67	100	100	100	100	100	100	100	100	100	100
March 2014	96	79	75	75	75	75	75	65	43	21	100	100	100	100	100	100	100	100	100	100
March 2015	94	68	63	63	63	63	63	41	20	8	100	100	100	100	100	100	100	100	100	100
March 2016	91	58	52	52	52	52	52	23	11	3	100	100	100	100	100	100	100	100	100	100
March 2017	89	49	41	41	41	41	41	16	6	*	100	100	100	100	100	100	100	100	100	100
March 2018	86	40	32	32	32	32	31	11	3	0	100	100	100	100	100	100	100	100	100	51
March 2019	84	32	23	23	23	23	23	7	1	0	100	100	100	100	100	100	100	100	100	23
March 2020	81	24	19	19	19	19	18	5	0	0	100	100	100	100	100	100	100	100	88	10
March 2021	77	17	15	15	15	15	15	3	0	0	100	100	100	100	100	100	100	100	52	4
March 2022	74	12	12	12	12	12	12	1	0	0	100	100	100	100	100	100	100	100	30	2
March 2023	71	10	10	10	10	10	9	*	0	0	100	100	100	100	100	100	100	100	18	1
March 2024	67	8	8	8	8	8	7	0	0	0	100	100	100	100	100	100	100	86	10	*
March 2025	63	6	6	6	6	6	5	0	0	0	100	100	100	100	100	100	100	60	6	*
March 2026	59	4	4	4	4	4	4	0	0	0	100	100	100	100	100	100	100	42	4	*
March 2027	54	3	3	3	3	3	3	0	0	0	100	100	100	100	100	100	100	29	2	*
March 2028	49	2	2	2	2	2	2	0	0	0	100	100	100	100	100	100	100	20	1	*
March 2029	44	1	1	1	1	1	1	0	0	0	100	100	100	100	100	100	100	14	1	*
March 2030	39	1	1	1	1	1	1	0	0	0	100	100	100	100	100	100	100	9	*	*
March 2031	33	*	*	*	*	*	*	0	0	0	100	100	100	100	100	100	100	6	*	*
March 2032	27	0	0	0	0	0	0	0	0	0	100	82	82	82	82	82	77	4	*	*
March 2033	20	0	0	0	0	0	0	0	0	0	100	62	62	62	62	62	58	3	*	*
March 2034	14	0	0	0	0	0	0	0	0	0	100	47	47	47	47	47	43	2	*	0
March 2035	6	0	0	0	0	0	0	0	0	0	100	34	34	34	34	34	32	1	*	0
March 2036	0	0	0	0	0	0	0	0	0	0	24	24	24	24	24	24	22	1	*	0
March 2037	0	0	0	0	0	0	0	0	0	0	16	16	16	16	16	16	15	*	*	0
March 2038	0	0	0	0	0	0	0	0	0	0	9	9	9	9	9	9	9	*	*	0
March 2039	0	0	0	0	0	0	0	0	0	0	4	4	4	4	4	4	4	*	*	0
March 2040	0	0	0	0	0	0	0	0	0	0	1	1	1	1	1	1	1	*	0	0
March 2041	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
March 2042	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	14.7	5.6	5.1	5.1	5.1	5.1	5.0	3.1	2.2	1.5	24.4	22.3	22.3	22.3	22.3	22.3	22.1	14.3	9.7	6.4

Date	CE Class										CG Class									
	PSA Prepayment Assumption										PSA Prepayment Assumption									
	0%	100%	125%	170%	200%	250%	255%	450%	650%	900%	0%	100%	125%	170%	200%	250%	255%	450%	650%	900%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
March 2013	100	100	100	76	76	76	76	76	0	0	100	100	100	100	90	72	71	4	0	0
March 2014	100	100	100	50	50	50	50	0	0	0	100	100	100	100	79	45	42	0	0	0
March 2015	100	100	100	30	30	30	30	0	0	0	100	100	100	100	71	26	22	0	0	0
March 2016	100	100	100	15	15	15	15	0	0	0	100	100	100	100	66	14	9	0	0	0
March 2017	100	100	100	5	5	5	5	0	0	0	100	100	100	100	63	7	2	0	0	0
March 2018	100	100	100	0	0	0	0	0	0	0	100	100	100	98	59	3	0	0	0	0
March 2019	100	100	99	0	0	0	0	0	0	0	100	100	100	95	55	*	0	0	0	0
March 2020	100	100	72	0	0	0	0	0	0	0	100	100	100	77	38	*	0	0	0	0
March 2021	100	100	45	0	0	0	0	0	0	0	100	100	100	59	30	*	0	0	0	0
March 2022	100	89	17	0	0	0	0	0	0	0	100	100	100	48	27	*	0	0	0	0
March 2023	100	62	0	0	0	0	0	0	0	0	100	100	94	45	25	*	0	0	0	0
March 2024	100	34	0	0	0	0	0	0	0	0	100	100	78	41	23	*	0	0	0	0
March 2025	100	6	0	0	0	0	0	0	0	0	100	100	72	38	21	*	0	0	0	0
March 2026	100	0	0	0	0	0	0	0	0	0	100	90	66	34	18	*	0	0	0	0
March 2027	100	0	0	0	0	0	0	0	0	0	100	82	60	30	16	*	0	0	0	0
March 2028	100	0	0	0	0	0	0	0	0	0	100	75	54	27	14	*	0	0	0	0
March 2029	100	0	0	0	0	0	0	0	0	0	100	68	48	23	12	*	0	0	0	0
March 2030	100	0	0	0	0	0	0	0	0	0	100	60	42	20	10	*	0	0	0	0
March 2031	100	0	0	0	0	0	0	0	0	0	100	53	37	17	9	*	0	0	0	0
March 2032	100	0	0	0	0	0	0	0	0	0	100	46	32	14	7	*	0	0	0	0
March 2033	100	0	0	0	0	0	0	0	0	0	100	40	27	12	6	*	0	0	0	0
March 2034	100	0	0	0	0	0	0	0	0	0	100	33	22	10	5	*	0	0	0	0
March 2035	100	0	0	0	0	0	0	0	0	0	100	27	18	8	4	*	0	0	0	0
March 2036	100	0	0	0	0	0	0	0	0	0	100	21	14	6	3	*	0	0	0	0
March 2037	39	0	0	0	0	0	0	0	0	0	100	16	10	4	2	*	0	0	0	0
March 2038	0	0	0	0	0	0	0	0	0	0	100	11	7	3	1	*	0	0	0	0
March 2039	0	0	0	0	0	0	0	0	0	0	74	6	4	1	1	*	0	0	0	0
March 2040	0	0	0	0	0	0	0	0	0	0	47	1	1	*	*	*	0	0	0	0
March 2041	0	0	0	0	0	0	0	0	0	0	18	0	0	0	0	0	0	0	0	0
March 2042	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	24.9	11.4	8.8	2.3	2.3	2.3	2.3	1.1	0.7	0.5	27.9	19.8	17.4	12.6	8.1	2.2	2.0	0.6	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.

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

Date	C Class										MH, MA and MI† Classes									
	PSA Prepayment Assumption										PSA Prepayment Assumption									
	0%	100%	125%	170%	200%	250%	255%	450%	650%	900%	0%	100%	150%	200%	250%	450%	650%	900%	1200%	1500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
March 2013	100	100	100	91	84	74	73	32	0	0	98	94	94	94	94	94	94	93	85	76
March 2014	100	100	100	81	68	47	45	0	0	0	96	86	84	84	84	82	68	52	35	20
March 2015	100	100	100	73	55	28	25	0	0	0	93	77	73	73	73	58	41	23	10	2
March 2016	100	100	100	67	46	15	12	0	0	0	91	68	63	63	63	42	24	10	2	0
March 2017	100	100	100	63	40	6	3	0	0	0	88	60	54	54	54	30	14	5	*	0
March 2018	100	100	100	60	36	2	0	0	0	0	85	52	45	45	45	21	8	2	0	0
March 2019	100	100	100	58	34	*	0	0	0	0	82	45	38	38	38	15	5	1	0	0
March 2020	100	100	89	47	23	*	0	0	0	0	79	37	31	31	31	11	3	*	0	0
March 2021	100	100	78	36	18	*	0	0	0	0	75	31	26	26	26	7	2	0	0	0
March 2022	100	96	68	29	17	*	0	0	0	0	72	24	21	21	21	5	1	0	0	0
March 2023	100	85	57	27	15	*	0	0	0	0	68	18	17	17	17	3	*	0	0	0
March 2024	100	74	47	25	14	*	0	0	0	0	64	14	14	14	14	2	*	0	0	0
March 2025	100	63	44	23	13	*	0	0	0	0	60	12	12	12	12	2	0	0	0	0
March 2026	100	55	40	21	11	*	0	0	0	0	55	9	9	9	9	1	0	0	0	0
March 2027	100	50	37	18	10	*	0	0	0	0	51	7	7	7	7	1	0	0	0	0
March 2028	100	46	33	16	9	*	0	0	0	0	46	6	6	6	6	*	0	0	0	0
March 2029	100	41	29	14	7	*	0	0	0	0	40	5	5	5	5	*	0	0	0	0
March 2030	100	37	26	12	6	*	0	0	0	0	35	4	4	4	4	0	0	0	0	0
March 2031	100	32	23	10	5	*	0	0	0	0	29	3	3	3	3	0	0	0	0	0
March 2032	100	28	19	9	4	*	0	0	0	0	22	2	2	2	2	0	0	0	0	0
March 2033	100	24	16	7	4	*	0	0	0	0	15	1	1	1	1	0	0	0	0	0
March 2034	100	20	14	6	3	*	0	0	0	0	8	1	1	1	1	0	0	0	0	0
March 2035	100	16	11	5	2	*	0	0	0	0	1	1	1	1	1	0	0	0	0	0
March 2036	100	13	8	4	2	*	0	0	0	0	*	*	*	*	*	0	0	0	0	0
March 2037	76	10	6	3	1	*	0	0	0	0	*	*	*	*	*	0	0	0	0	0
March 2038	61	6	4	2	1	*	0	0	0	0	0	0	0	0	0	0	0	0	0	0
March 2039	45	3	2	1	*	*	0	0	0	0	0	0	0	0	0	0	0	0	0	0
March 2040	29	1	*	*	*	*	0	0	0	0	0	0	0	0	0	0	0	0	0	0
March 2041	11	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
March 2042	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	26.7	16.5	14.0	8.6	5.8	2.2	2.1	0.8	0.5	0.3	14.1	7.1	6.6	6.6	6.6	4.3	3.1	2.4	1.9	1.5

Date	MZ Class										ZM Class									
	PSA Prepayment Assumption										PSA Prepayment Assumption									
	0%	100%	150%	200%	250%	450%	650%	900%	1200%	1500%	0%	100%	150%	200%	250%	450%	650%	900%	1200%	1500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
March 2013	104	104	104	104	104	104	104	104	104	104	104	104	100	93	87	59	31	0	0	0
March 2014	108	108	108	108	108	108	108	108	108	108	108	108	100	81	62	0	0	0	0	0
March 2015	113	113	113	113	113	113	113	113	113	113	113	113	100	68	37	0	0	0	0	0
March 2016	117	117	117	117	117	117	117	117	117	91	117	117	100	59	20	0	0	0	0	0
March 2017	122	122	122	122	122	122	122	122	122	9	122	122	100	52	9	0	0	0	0	0
March 2018	127	127	127	127	127	127	127	127	93	1	127	127	100	48	3	0	0	0	0	0
March 2019	132	132	132	132	132	132	132	132	25	*	132	132	100	46	*	0	0	0	0	0
March 2020	138	138	138	138	138	138	138	138	7	*	138	138	100	45	*	0	0	0	0	0
March 2021	143	143	143	143	143	143	143	90	2	*	143	143	98	43	*	0	0	0	0	0
March 2022	149	149	149	149	149	149	149	40	1	*	149	149	94	40	*	0	0	0	0	0
March 2023	155	155	155	155	155	155	155	18	*	*	155	155	89	38	*	0	0	0	0	0
March 2024	161	161	161	161	161	161	161	8	*	0	161	151	83	35	*	0	0	0	0	0
March 2025	168	168	168	168	168	168	101	3	*	0	168	143	77	31	*	0	0	0	0	0
March 2026	175	175	175	175	175	175	59	2	*	0	175	134	71	28	*	0	0	0	0	0
March 2027	182	182	182	182	182	182	34	1	*	0	182	125	64	25	*	0	0	0	0	0
March 2028	189	189	189	189	189	189	20	*	*	0	189	115	58	22	*	0	0	0	0	0
March 2029	197	197	197	197	197	197	11	*	*	0	197	105	51	19	*	0	0	0	0	0
March 2030	205	205	205	205	205	139	7	*	*	0	205	94	45	17	*	0	0	0	0	0
March 2031	214	214	214	214	214	95	4	*	*	0	214	85	40	14	*	0	0	0	0	0
March 2032	222	222	222	222	222	64	2	*	0	0	222	75	34	12	*	0	0	0	0	0
March 2033	231	231	231	231	231	43	1	*	0	0	231	65	29	10	*	0	0	0	0	0
March 2034	241	241	241	241	241	28	1	*	0	0	241	56	24	8	*	0	0	0	0	0
March 2035	251	251	251	251	251	18	*	*	0	0	251	47	20	7	*	0	0	0	0	0
March 2036	261	261	261	261	261	11	*	*	0	0	223	39	16	5	*	0	0	0	0	0
March 2037	271	271	271	271	271	7	*	*	0	0	192	31	12	4	*	0	0	0	0	0
March 2038	184	184	184	184	184	4	*	*	0	0	159	23	9	3	*	0	0	0	0	0
March 2039	114	114	114	114	114	2	*	*	0	0	123	16	6	2	*	0	0	0	0	0
March 2040	59	59	59	59	59	1	*	*	0	0	85	9	4	1	*	0	0	0	0	0
March 2041	17	17	17	17	17	*	*	0	0	0	44	3	1	*	*	0	0	0	0	0
March 2042	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	26.9	26.9	26.9	26.9	26.9	19.6	14.0	9.7	6.6	4.4	26.8	19.9	17.8	9.1	2.7	1.1	0.8	0.6	0.5	0.4

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

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

Date	S† Class							TI† Class							SI† Class						
	PSA Prepayment Assumption							PSA Prepayment Assumption							PSA Prepayment Assumption						
	0%	100%	200%	344%	700%	1000%	1300%	0%	100%	200%	344%	700%	1000%	1300%	0%	100%	200%	344%	700%	1000%	1300%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
March 2013	99	92	86	77	59	40	22	99	92	86	78	57	39	22	99	92	86	78	57	39	22
March 2014	97	85	74	59	33	16	5	97	85	75	61	32	15	5	97	85	75	61	32	15	5
March 2015	96	78	63	45	19	6	1	96	78	64	47	18	6	1	96	78	64	47	18	6	1
March 2016	94	71	54	34	11	2	*	95	72	55	37	10	2	*	94	72	55	37	10	2	*
March 2017	93	65	46	26	6	1	*	93	66	47	28	6	1	*	93	66	48	28	6	1	*
March 2018	91	59	39	19	3	*	*	91	60	41	22	3	*	*	91	61	41	22	3	*	*
March 2019	89	53	32	14	2	*	*	89	55	35	17	2	*	*	89	55	35	17	2	*	*
March 2020	87	48	27	10	1	*	*	87	50	29	13	1	*	*	87	50	30	13	1	*	*
March 2021	84	43	22	8	*	*	*	84	45	25	10	1	*	*	84	46	25	10	1	*	*
March 2022	82	39	18	6	*	*	*	82	41	21	7	*	*	*	82	41	21	8	*	*	*
March 2023	79	34	15	4	*	*	*	79	37	18	6	*	*	*	79	37	18	6	*	*	*
March 2024	76	30	11	3	*	*	0	76	33	15	4	*	*	0	76	33	15	4	*	*	0
March 2025	72	26	9	2	*	*	0	73	29	12	3	*	*	0	72	29	12	3	*	*	0
March 2026	69	23	7	2	*	*	0	69	25	10	2	*	*	0	69	26	10	2	*	*	0
March 2027	65	19	6	1	*	*	0	65	22	8	2	*	*	0	65	23	8	2	*	*	0
March 2028	60	16	5	1	*	*	0	61	19	7	1	*	*	0	60	20	7	1	*	*	0
March 2029	56	13	4	1	*	*	0	56	16	5	1	*	*	0	56	17	5	1	*	*	0
March 2030	51	10	3	*	*	*	0	51	13	4	1	*	*	0	50	14	4	1	*	*	0
March 2031	45	8	2	*	*	0	0	46	11	3	*	*	0	0	45	11	3	*	*	0	0
March 2032	39	6	2	*	*	0	0	40	8	2	*	*	0	0	39	9	2	*	*	0	0
March 2033	32	4	1	*	*	0	0	33	6	2	*	*	0	0	32	7	2	*	*	0	0
March 2034	25	3	1	*	*	0	0	26	4	1	*	*	0	0	25	4	1	*	*	0	0
March 2035	18	2	*	*	*	0	0	18	2	*	*	*	0	0	17	2	1	*	*	0	0
March 2036	9	*	*	*	*	0	0	10	*	*	*	0	0	0	9	1	*	*	*	0	0
March 2037	2	0	0	0	0	0	0	1	0	0	0	0	0	0	0	0	0	0	0	0	0
March 2038	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
March 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
March 2040	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
March 2041	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
March 2042	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	16.6	8.8	5.8	3.7	1.8	1.1	0.7	16.7	9.2	6.2	3.9	1.8	1.1	0.7	16.6	9.3	6.2	3.9	1.8	1.1	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.

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

Characteristics of the Residual Classes

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

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

CERTAIN ADDITIONAL FEDERAL INCOME TAX CONSEQUENCES

The Certificates and payments on the Certificates are not generally exempt from taxation. Therefore, you should consider the tax consequences of holding a Certificate before you acquire one. The following tax discussion supplements the discussion under the caption “Material Federal Income Tax Consequences” in the REMIC Prospectus. When read together, the two discussions describe the current federal income tax treatment of beneficial owners of Certificates. These two tax discussions do not purport to deal with all federal tax consequences applicable to all categories of beneficial owners, some of which may be subject to special rules. In addition, these discussions may not apply to

your particular circumstances for one of the reasons explained in the REMIC Prospectus. You should consult your own tax advisors regarding the federal income tax consequences of holding and disposing of Certificates as well as any tax consequences arising under the laws of any state, local or foreign taxing jurisdiction.

U.S. Treasury Circular 230 Notice

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

REMIC Elections and Special Tax Attributes

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

Taxation of Beneficial Owners of Regular Certificates

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

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

<u>Group</u>	<u>Prepayment Assumption</u>
1	200% PSA
2	200% PSA
3	200% PSA
4	344% 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 Class will be created, sold and administered pursuant to an arrangement that will be classified as a grantor trust under subpart E, part I of subchapter J of the Code. The Regular Certificates that are exchanged for RCR Certificates set forth in Schedule 1 (including any exchanges effective on the Settlement Date) will be the assets of the trust, and the RCR Certificates will represent an ownership interest of the underlying Regular Certificates. For a general discussion of the federal income tax treatment of beneficial owners of Regular Certificates, see “Material Federal Income Tax Consequences” in the REMIC Prospectus.

Generally, the ownership interest represented by an RCR certificate will be one of two types. A certificate of a Combination RCR Class (a “Combination RCR Certificate”) will represent beneficial ownership of undivided interests in one or more underlying Regular Certificates. A certificate of a Strip RCR Class (a “Strip RCR Certificate”) will represent the right to receive a disproportionate part of the principal or interest payments on one or more underlying Regular Certificates. All of the 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 RBC Capital Markets, LLC (the “Dealer”) in exchange for the Trust MBS and the Underlying REMIC and RCR Certificates. The Dealer proposes to offer the Certificates directly to the public from time to time in negotiated transactions at varying prices to be determined at the time of sale. The Dealer may effect these transactions to or through other dealers.

LEGAL MATTERS

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

Exhibit A

Group 2 Underlying RCR 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	March 2012 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)
2011-114	A	October 2011	3136A1Q57	3.5%	FIX	September 2037	SEQ	\$91,875,000	0.90076380	\$31,414,137.53	4.213%	339	17
2011-114	B	October 2011	3136A1P66	3.5	FIX	November 2041	SEQ	33,125,000	1.00000000	7,232,009.00	4.213	339	17

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

Group 4 Underlying REMIC Certificates

Underlying REMIC Trust	Class	Date of Issue	CUSIP Number	Interest Rate	Interest Type(1)	Final Distribution Date	Principal Type(1)	Original Notional Principal Balance of Class	March 2012 Class Factor	Notional Principal Balance in the Lower Tier REMIC	Approximate Weighted Average WAC	Approximate Weighted Average WAM (in months)	Approximate Weighted Average WALA (in months)
2011-114	SA	October 2011	3136A1N35	(2)	INV/IO	June 2039	NTL	\$124,083,111	0.89387888	\$ 8,938,788	(3)	(3)	(3)
2007-40	KS	April 2007	31396VXY9	(2)	INV/IO	May 2037	NTL	50,000,000	0.35707308	10,712,192	6.428%	289	64
2007-87	SB(4)	August 2007	31396XTM6	(2)	INV/IO	March 2037	NTL	92,305,444	0.36317753	9,916,723	6.620	291	63

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

(2) These Classes bear interest as described in the related Underlying REMIC Disclosure Document.

(3) The Class 2011-114-SA REMIC Certificate is backed by the Fannie Mae REMIC Certificates listed below having the following characteristics:

Class	Interest Type	Principal Type	Approximate Weighted Average WAC	Approximate Weighted Average WAM (in months)	Approximate Weighted Average WALA (in months)
2009-39-AD	FIX	PAC/AD	6.527%	305	47
2009-74-HJ	FIX	PAC/AD	6.567	303	48

(4) The Class 2007-87-SB REMIC Certificate is backed by the Fannie Mae REMIC Certificates listed below having the following characteristics:

Class	Interest Type	Principal Type
2007-14-KF	FLT	PT
2007-14-KS	INV/IO	NTL

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.

Schedule 1

Available Recombination(1)

REMIC Certificates		RCR Certificates						
Classes	Original Balances	RCR Classes	Original Balances	Principal Type(2)	Interest Rate	Interest Type(2)	CUSIP Number	Final Distribution Date
Recombination 1								
CE	\$3,748,000	C	\$9,594,146	SC/SUP	3.5%	FIX	3136A5HC3	November 2041
CG	5,846,146							

- (1) REMIC Certificates and RCR Certificates may be exchanged only in the proportions of *original* principal balances for the related Classes shown in this Schedule 1 (disregarding any retired Classes). For example, if a particular Recombination includes two REMIC Classes and one RCR Class whose *original* principal balances shown in the schedule reflect a 1:1:2 relationship, the same 1:1:2 relationship among the *original* principal balances of those REMIC and RCR Classes must be maintained in any exchange. This is true even if, as a result of the applicable payment priority sequence, the relationship between their *current* principal balances has changed over time. Moreover, if as a result of a proposed exchange, a Certificateholder would hold a REMIC Certificate or RCR Certificate of a Class in an amount less than the applicable minimum denomination for that Class, the Certificateholder will be unable to effect the proposed exchange. See “Description of the Certificates—General—*Authorized Denominations*” in this prospectus supplement.
- (2) See “Description of the Certificates—The Certificates—*Class Definitions and Abbreviations*” in the REMIC Prospectus.

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	\$70,602,757.00	July 2016	\$42,296,858.81	November 2020	\$20,198,537.90
April 2012	70,208,854.88	August 2016	41,785,877.19	December 2020	19,879,657.41
May 2012	69,862,994.15	September 2016	41,278,463.14	January 2021	19,565,511.01
June 2012	69,498,559.20	October 2016	40,774,592.90	February 2021	19,256,030.82
July 2012	69,115,732.95	November 2016	40,274,242.92	March 2021	18,951,149.91
August 2012	68,714,710.19	December 2016	39,777,389.78	April 2021	18,650,802.32
September 2012	68,295,697.43	January 2017	39,284,010.20	May 2021	18,354,922.98
October 2012	67,858,912.73	February 2017	38,794,081.07	June 2021	18,063,447.75
November 2012	67,404,585.55	March 2017	38,307,579.44	July 2021	17,776,313.40
December 2012	66,932,956.49	April 2017	37,824,482.49	August 2021	17,493,457.58
January 2013	66,444,277.17	May 2017	37,344,767.55	September 2021	17,214,818.81
February 2013	65,938,809.94	June 2017	36,868,412.12	October 2021	16,940,336.48
March 2013	65,416,827.67	July 2017	36,395,393.82	November 2021	16,669,950.83
April 2013	64,878,613.54	August 2017	35,925,690.44	December 2021	16,403,602.94
May 2013	64,324,460.76	September 2017	35,459,279.90	January 2022	16,141,234.73
June 2013	63,754,672.28	October 2017	34,996,140.27	February 2022	15,882,788.91
July 2013	63,169,560.59	November 2017	34,536,249.76	March 2022	15,628,209.02
August 2013	62,569,447.35	December 2017	34,079,586.72	April 2022	15,377,439.40
September 2013	61,954,663.16	January 2018	33,626,129.66	May 2022	15,130,425.14
October 2013	61,325,547.21	February 2018	33,175,857.21	June 2022	14,887,112.13
November 2013	60,682,447.01	March 2018	32,728,748.14	July 2022	14,647,447.01
December 2013	60,043,791.44	April 2018	32,284,781.38	August 2022	14,411,377.19
January 2014	59,409,551.03	May 2018	31,843,935.97	September 2022	14,178,850.80
February 2014	58,779,696.53	June 2018	31,406,191.11	October 2022	13,949,816.71
March 2014	58,154,198.86	July 2018	30,971,526.13	November 2022	13,724,224.50
April 2014	57,533,029.13	August 2018	30,539,920.48	December 2022	13,502,024.47
May 2014	56,916,158.65	September 2018	30,111,353.77	January 2023	13,283,167.63
June 2014	56,303,558.90	October 2018	29,685,805.72	February 2023	13,067,605.66
July 2014	55,695,201.55	November 2018	29,263,256.20	March 2023	12,855,290.93
August 2014	55,091,058.48	December 2018	28,843,685.21	April 2023	12,646,176.49
September 2014	54,491,101.73	January 2019	28,427,072.86	May 2023	12,440,216.05
October 2014	53,895,303.51	February 2019	28,013,399.42	June 2023	12,237,363.96
November 2014	53,303,636.26	March 2019	27,602,645.27	July 2023	12,037,575.23
December 2014	52,716,072.54	April 2019	27,194,790.93	August 2023	11,840,805.49
January 2015	52,132,585.13	May 2019	26,789,817.03	September 2023	11,647,011.01
February 2015	51,553,146.98	June 2019	26,387,704.34	October 2023	11,456,148.68
March 2015	50,977,731.21	July 2019	25,988,433.77	November 2023	11,268,175.99
April 2015	50,406,311.12	August 2019	25,591,986.32	December 2023	11,083,051.02
May 2015	49,838,860.19	September 2019	25,198,343.14	January 2024	10,900,732.46
June 2015	49,275,352.05	October 2019	24,807,485.51	February 2024	10,721,179.59
July 2015	48,715,760.53	November 2019	24,420,427.14	March 2024	10,544,352.25
August 2015	48,160,059.61	December 2019	24,039,078.21	April 2024	10,370,210.85
September 2015	47,608,223.47	January 2020	23,663,357.17	May 2024	10,198,716.36
October 2015	47,060,226.42	February 2020	23,293,183.61	June 2024	10,029,830.32
November 2015	46,516,042.96	March 2020	22,928,478.27	July 2024	9,863,514.78
December 2015	45,975,647.76	April 2020	22,569,162.98	August 2024	9,699,732.37
January 2016	45,439,015.65	May 2020	22,215,160.68	September 2024	9,538,446.20
February 2016	44,906,121.62	June 2020	21,866,395.37	October 2024	9,379,619.96
March 2016	44,376,940.82	July 2020	21,522,792.14	November 2024	9,223,217.79
April 2016	43,851,448.58	August 2020	21,184,277.10	December 2024	9,069,204.40
May 2016	43,329,620.38	September 2020	20,850,777.43	January 2025	8,917,544.96
June 2016	42,811,431.85	October 2020	20,522,221.29	February 2025	8,768,205.14

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>
March 2025	\$ 8,621,151.11	October 2029	\$ 3,239,585.19	May 2034	\$ 1,030,987.25
April 2025	8,476,349.51	November 2029	3,178,879.13	June 2034	1,006,943.57
May 2025	8,333,767.46	December 2029	3,119,151.08	July 2034	983,319.20
June 2025	8,193,372.54	January 2030	3,060,386.37	August 2034	960,107.61
July 2025	8,055,132.80	February 2030	3,002,570.53	September 2034	937,302.34
August 2025	7,919,016.72	March 2030	2,945,689.30	October 2034	914,897.04
September 2025	7,784,993.25	April 2030	2,889,728.64	November 2034	892,885.47
October 2025	7,653,031.79	May 2030	2,834,674.70	December 2034	871,261.44
November 2025	7,523,102.14	June 2030	2,780,513.83	January 2035	850,018.88
December 2025	7,395,174.56	July 2030	2,727,232.58	February 2035	829,151.81
January 2026	7,269,219.71	August 2030	2,674,817.69	March 2035	808,654.33
February 2026	7,145,208.70	September 2030	2,623,256.09	April 2035	788,520.64
March 2026	7,023,113.02	October 2030	2,572,534.93	May 2035	768,745.00
April 2026	6,902,904.57	November 2030	2,522,641.49	June 2035	749,321.79
May 2026	6,784,555.67	December 2030	2,473,563.29	July 2035	730,245.44
June 2026	6,668,039.01	January 2031	2,425,287.99	August 2035	711,510.48
July 2026	6,553,327.68	February 2031	2,377,803.45	September 2035	693,111.53
August 2026	6,440,395.15	March 2031	2,331,097.70	October 2035	675,043.26
September 2026	6,329,215.28	April 2031	2,285,158.94	November 2035	657,300.46
October 2026	6,219,762.29	May 2031	2,239,975.56	December 2035	639,877.95
November 2026	6,112,010.76	June 2031	2,195,536.08	January 2036	622,770.68
December 2026	6,005,935.65	July 2031	2,151,829.24	February 2036	605,973.62
January 2027	5,901,512.28	August 2031	2,108,843.89	March 2036	589,481.86
February 2027	5,798,716.29	September 2031	2,066,569.07	April 2036	573,290.55
March 2027	5,697,523.72	October 2031	2,024,993.99	May 2036	557,394.89
April 2027	5,597,910.89	November 2031	1,984,107.98	June 2036	541,790.17
May 2027	5,499,854.51	December 2031	1,943,900.57	July 2036	526,471.77
June 2027	5,403,331.60	January 2032	1,904,361.40	August 2036	511,435.10
July 2027	5,308,319.51	February 2032	1,865,480.30	September 2036	496,675.66
August 2027	5,214,795.92	March 2032	1,827,247.21	October 2036	482,189.02
September 2027	5,122,738.81	April 2032	1,789,652.24	November 2036	467,970.81
October 2027	5,032,126.50	May 2032	1,752,685.65	December 2036	454,016.73
November 2027	4,942,937.61	June 2032	1,716,337.82	January 2037	440,322.52
December 2027	4,855,151.06	July 2032	1,680,599.28	February 2037	426,884.03
January 2028	4,768,746.08	August 2032	1,645,460.71	March 2037	413,697.13
February 2028	4,683,702.19	September 2032	1,610,912.91	April 2037	400,757.77
March 2028	4,599,999.21	October 2032	1,576,946.82	May 2037	388,061.96
April 2028	4,517,617.25	November 2032	1,543,553.52	June 2037	375,605.78
May 2028	4,436,536.70	December 2032	1,510,724.20	July 2037	363,385.34
June 2028	4,356,738.23	January 2033	1,478,450.20	August 2037	351,396.84
July 2028	4,278,202.79	February 2033	1,446,722.97	September 2037	339,636.51
August 2028	4,200,911.61	March 2033	1,415,534.11	October 2037	328,100.67
September 2028	4,124,846.17	April 2033	1,384,875.31	November 2037	316,785.66
October 2028	4,049,988.24	May 2033	1,354,738.41	December 2037	305,687.89
November 2028	3,976,319.83	June 2033	1,325,115.35	January 2038	294,803.83
December 2028	3,903,823.23	July 2033	1,295,998.20	February 2038	284,130.00
January 2029	3,832,480.96	August 2033	1,267,379.14	March 2038	273,662.97
February 2029	3,762,275.82	September 2033	1,239,250.46	April 2038	263,399.36
March 2029	3,693,190.83	October 2033	1,211,604.59	May 2038	253,335.84
April 2029	3,625,209.26	November 2033	1,184,434.03	June 2038	243,469.14
May 2029	3,558,314.64	December 2033	1,157,731.42	July 2038	233,796.04
June 2029	3,492,490.72	January 2034	1,131,489.51	August 2038	224,313.34
July 2029	3,427,721.49	February 2034	1,105,701.13	September 2038	215,017.93
August 2029	3,363,991.15	March 2034	1,080,359.24	October 2038	205,906.72
September 2029	3,301,284.16	April 2034	1,055,456.89	November 2038	196,976.68

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>
December 2038	\$ 188,224.82	November 2039	\$ 102,903.24	October 2040	\$ 35,253.35
January 2039	179,648.19	December 2039	96,072.22	November 2040	29,871.10
February 2039	171,243.89	January 2040	89,384.43	December 2040	24,607.50
March 2039	163,009.07	February 2040	82,837.44	January 2041	19,460.53
April 2039	154,940.92	March 2040	76,428.89	February 2041	14,428.17
May 2039	147,036.67	April 2040	70,156.43	March 2041	9,508.46
June 2039	139,293.59	May 2040	64,017.77	April 2041	4,699.47
July 2039	131,709.00	June 2040	58,010.65	May 2041 and thereafter	0.00
August 2039	124,280.25	July 2040	52,132.82		
September 2039	117,004.75	August 2040	46,382.10		
October 2039	109,879.91	September 2040	40,756.32		

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	\$29,052,000.00	June 2015	\$17,600,434.80	September 2018	\$ 8,329,867.99
April 2012	28,818,498.22	July 2015	17,328,733.99	October 2018	8,124,921.65
May 2012	28,576,399.14	August 2015	17,058,974.95	November 2018	7,921,464.70
June 2012	28,325,832.71	September 2015	16,791,144.58	December 2018	7,719,487.02
July 2012	28,066,933.93	October 2015	16,525,229.84	January 2019	7,518,978.52
August 2012	27,799,870.16	November 2015	16,261,217.78	February 2019	7,319,929.23
September 2012	27,524,786.04	December 2015	15,999,095.53	March 2019	7,166,679.49
October 2012	27,241,831.16	January 2016	15,738,850.33	April 2019	7,053,052.84
November 2012	26,951,159.89	February 2016	15,480,469.48	May 2019	6,941,126.53
December 2012	26,652,931.29	March 2016	15,223,940.36	June 2019	6,830,875.99
January 2013	26,347,308.90	April 2016	14,969,250.46	July 2019	6,722,276.96
February 2013	26,034,460.63	May 2016	14,716,387.34	August 2019	6,615,305.55
March 2013	25,714,558.62	June 2016	14,465,338.62	September 2019	6,509,938.20
April 2013	25,389,965.43	July 2016	14,216,092.04	October 2019	6,406,151.68
May 2013	25,063,943.56	August 2016	13,968,635.39	November 2019	6,303,923.10
June 2013	24,739,401.72	September 2016	13,722,956.55	December 2019	6,203,229.87
July 2013	24,417,002.71	October 2016	13,479,043.50	January 2020	6,104,049.75
August 2013	24,096,811.88	November 2016	13,236,884.27	February 2020	6,006,360.80
September 2013	23,778,889.86	December 2016	12,996,466.98	March 2020	5,910,141.39
October 2013	23,463,221.36	January 2017	12,757,779.83	April 2020	5,815,370.19
November 2013	23,149,791.20	February 2017	12,520,811.11	May 2020	5,722,026.20
December 2013	22,838,584.32	March 2017	12,285,549.15	June 2020	5,630,088.69
January 2014	22,529,585.73	April 2017	12,051,982.41	July 2020	5,539,537.23
February 2014	22,222,780.55	May 2017	11,820,099.38	August 2020	5,450,351.68
March 2014	21,918,154.01	June 2017	11,589,888.65	September 2020	5,362,512.21
April 2014	21,615,691.43	July 2017	11,361,338.89	October 2020	5,275,999.22
May 2014	21,315,378.21	August 2017	11,134,438.82	November 2020	5,190,793.45
June 2014	21,017,199.87	September 2017	10,909,177.25	December 2020	5,106,875.86
July 2014	20,721,142.02	October 2017	10,685,543.07	January 2021	5,024,227.71
August 2014	20,427,190.35	November 2017	10,463,525.24	February 2021	4,942,830.52
September 2014	20,135,330.66	December 2017	10,243,112.78	March 2021	4,862,666.07
October 2014	19,845,548.85	January 2018	10,024,294.80	April 2021	4,783,716.40
November 2014	19,557,830.89	February 2018	9,807,060.47	May 2021	4,705,963.81
December 2014	19,272,162.85	March 2018	9,591,399.03	June 2021	4,629,390.85
January 2015	18,988,530.91	April 2018	9,377,299.82	July 2021	4,553,980.31
February 2015	18,706,921.32	May 2018	9,164,752.20	August 2021	4,479,715.23
March 2015	18,427,320.44	June 2018	8,953,745.65	September 2021	4,406,578.89
April 2015	18,149,714.68	July 2018	8,744,269.69	October 2021	4,334,554.82
May 2015	17,874,090.60	August 2018	8,536,313.91	November 2021	4,263,626.77

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 2021	\$ 4,193,778.73	July 2026	\$ 1,630,540.96	February 2031	\$ 566,255.61
January 2022	4,124,994.90	August 2026	1,601,478.41	March 2031	554,526.84
February 2022	4,057,259.74	September 2026	1,572,877.83	April 2031	542,996.74
March 2022	3,990,557.89	October 2026	1,544,732.31	May 2031	531,662.22
April 2022	3,924,874.25	November 2026	1,517,035.02	June 2031	520,520.25
May 2022	3,860,193.90	December 2026	1,489,779.24	July 2031	509,567.84
June 2022	3,796,502.15	January 2027	1,462,958.33	August 2031	498,802.05
July 2022	3,733,784.52	February 2027	1,436,565.77	September 2031	488,219.96
August 2022	3,672,026.74	March 2027	1,410,595.11	October 2031	477,818.73
September 2022	3,611,214.73	April 2027	1,385,040.03	November 2031	467,595.54
October 2022	3,551,334.62	May 2027	1,359,894.25	December 2031	457,547.60
November 2022	3,492,372.73	June 2027	1,335,151.63	January 2032	447,672.19
December 2022	3,434,315.60	July 2027	1,310,806.10	February 2032	437,966.60
January 2023	3,377,149.92	August 2027	1,286,851.66	March 2032	428,428.20
February 2023	3,320,862.62	September 2027	1,263,282.42	April 2032	419,054.35
March 2023	3,265,440.77	October 2027	1,240,092.57	May 2032	409,842.49
April 2023	3,210,871.66	November 2027	1,217,276.39	June 2032	400,790.08
May 2023	3,157,142.75	December 2027	1,194,828.23	July 2032	391,894.62
June 2023	3,104,241.66	January 2028	1,172,742.53	August 2032	383,153.64
July 2023	3,052,156.22	February 2028	1,151,013.82	September 2032	374,564.72
August 2023	3,000,874.42	March 2028	1,129,636.68	October 2032	366,125.47
September 2023	2,950,384.41	April 2028	1,108,605.80	November 2032	357,833.54
October 2023	2,900,674.52	May 2028	1,087,915.94	December 2032	349,686.61
November 2023	2,851,733.26	June 2028	1,067,561.92	January 2033	341,682.38
December 2023	2,803,549.29	July 2028	1,047,538.66	February 2033	333,818.62
January 2024	2,756,111.42	August 2028	1,027,841.14	March 2033	326,093.10
February 2024	2,709,408.65	September 2028	1,008,464.41	April 2033	318,503.65
March 2024	2,663,430.12	October 2028	989,403.59	May 2033	311,048.10
April 2024	2,618,165.12	November 2028	970,653.90	June 2033	303,724.34
May 2024	2,573,603.11	December 2028	952,210.58	July 2033	296,530.28
June 2024	2,529,733.70	January 2029	934,069.00	August 2033	289,463.88
July 2024	2,486,546.63	February 2029	916,224.53	September 2033	282,523.09
August 2024	2,444,031.80	March 2029	898,672.67	October 2033	275,705.92
September 2024	2,402,179.27	April 2029	881,408.95	November 2033	269,010.42
October 2024	2,360,979.21	May 2029	864,428.98	December 2033	262,434.64
November 2024	2,320,421.96	June 2029	847,728.41	January 2034	255,976.68
December 2024	2,280,497.99	July 2029	831,303.00	February 2034	249,634.66
January 2025	2,241,197.89	August 2029	815,148.52	March 2034	243,406.73
February 2025	2,202,512.42	September 2029	799,260.83	April 2034	237,291.07
March 2025	2,164,432.44	October 2029	783,635.86	May 2034	231,285.88
April 2025	2,126,948.96	November 2029	768,269.57	June 2034	225,389.40
May 2025	2,090,053.11	December 2029	753,158.01	July 2034	219,599.88
June 2025	2,053,736.16	January 2030	738,297.27	August 2034	213,915.61
July 2025	2,017,989.49	February 2030	723,683.50	September 2034	208,334.89
August 2025	1,982,804.62	March 2030	709,312.90	October 2034	202,856.08
September 2025	1,948,173.17	April 2030	695,181.75	November 2034	197,477.52
October 2025	1,914,086.91	May 2030	681,286.35	December 2034	192,197.60
November 2025	1,880,537.71	June 2030	667,623.08	January 2035	187,014.74
December 2025	1,847,517.55	July 2030	654,188.37	February 2035	181,927.37
January 2026	1,815,018.55	August 2030	640,978.70	March 2035	176,933.94
February 2026	1,783,032.93	September 2030	627,990.59	April 2035	172,032.94
March 2026	1,751,553.02	October 2030	615,220.63	May 2035	167,222.88
April 2026	1,720,571.26	November 2030	602,665.44	June 2035	162,502.27
May 2026	1,690,080.20	December 2030	590,321.72	July 2035	157,869.67
June 2026	1,660,072.52	January 2031	578,186.18	August 2035	153,323.65

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>
September 2035	\$ 148,862.81	May 2037	\$ 75,544.42	January 2039	\$ 26,590.61
October 2035	144,485.75	June 2037	72,582.38	February 2039	24,646.50
November 2035	140,191.12	July 2037	69,679.45	March 2039	22,744.21
December 2035	135,977.56	August 2037	66,834.64	April 2039	20,883.03
January 2036	131,843.76	September 2037	64,046.97	May 2039	19,062.24
February 2036	127,788.41	October 2037	61,321.44	June 2039	17,281.15
March 2036	123,810.23	November 2037	58,651.01	July 2039	15,539.08
April 2036	119,907.95	December 2037	56,034.77	August 2039	13,835.34
May 2036	116,080.34	January 2038	53,471.79	September 2039	12,169.28
June 2036	112,326.15	February 2038	50,961.19	October 2039	10,540.23
July 2036	108,644.20	March 2038	48,502.08	November 2039	8,947.56
August 2036	105,033.28	April 2038	46,096.85	December 2039	7,390.64
September 2036	101,492.23	May 2038	43,741.32	January 2040	5,868.83
October 2036	98,019.90	June 2038	41,434.63	February 2040	4,381.52
November 2036	94,615.15	July 2038	39,175.96	March 2040	2,928.12
December 2036	91,276.86	August 2038	36,964.48	April 2040	1,508.02
January 2037	88,003.93	September 2038	34,800.07	May 2040	153.87
February 2037	84,795.28	October 2038	32,681.24	June 2040 and thereafter	0.00
March 2037	81,649.85	November 2038	30,607.24		
April 2037	78,566.57	December 2038	28,577.28		

CE Class Planned Balances

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
Initial Balance	\$3,748,000.00	February 2014	\$1,950,512.61	January 2016	\$ 652,895.13
April 2012	3,686,592.98	March 2014	1,878,775.81	February 2016	611,537.56
May 2012	3,622,318.27	April 2014	1,808,565.14	March 2016	571,295.38
June 2012	3,555,266.20	May 2014	1,739,860.47	April 2016	532,153.01
July 2012	3,485,531.34	June 2014	1,672,641.86	May 2016	494,095.09
August 2012	3,413,222.84	July 2014	1,606,889.59	June 2016	457,106.43
September 2012	3,338,442.86	August 2014	1,542,584.19	July 2016	421,172.01
October 2012	3,261,297.32	September 2014	1,479,706.38	August 2016	386,276.96
November 2012	3,181,895.77	October 2014	1,418,237.10	September 2016	352,406.63
December 2012	3,100,351.13	November 2014	1,358,157.50	October 2016	319,546.46
January 2013	3,016,779.59	December 2014	1,299,448.97	November 2016	287,682.14
February 2013	2,931,300.36	January 2015	1,242,093.06	December 2016	256,799.47
March 2013	2,844,035.45	February 2015	1,186,071.56	January 2017	226,884.42
April 2013	2,755,908.10	March 2015	1,131,366.44	February 2017	197,923.14
May 2013	2,668,145.59	April 2015	1,077,959.92	March 2017	169,901.93
June 2013	2,581,814.36	May 2015	1,025,834.34	April 2017	142,807.23
July 2013	2,497,143.06	June 2015	974,972.32	May 2017	116,625.66
August 2013	2,414,139.71	July 2015	925,356.63	June 2017	91,343.98
September 2013	2,332,810.03	August 2015	876,970.24	July 2017	66,949.11
October 2013	2,253,132.24	September 2015	829,796.31	August 2017	43,428.12
November 2013	2,175,084.79	October 2015	783,818.19	September 2017	20,768.23
December 2013	2,098,646.37	November 2015	739,019.44	October 2017 and thereafter	0.00
January 2014	2,023,795.92	December 2015	695,383.79		

Aggregate Group III 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	\$80,675,000.00	June 2012	\$79,717,726.38	September 2012	\$78,597,422.73
April 2012	80,344,705.81	July 2012	79,368,077.67	October 2012	78,176,856.23
May 2012	80,043,326.89	August 2012	78,994,572.90	November 2012	77,733,120.66

Aggregate Group III (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 2012	\$77,266,481.27	July 2017	\$41,101,511.64	February 2022	\$17,694,133.95
January 2013	76,777,221.02	August 2017	40,545,894.88	March 2022	17,409,721.56
February 2013	76,265,640.33	September 2017	39,995,071.60	April 2022	17,129,587.00
March 2013	75,732,056.82	October 2017	39,449,002.46	May 2022	16,853,668.31
April 2013	75,176,804.93	November 2017	38,907,648.42	June 2022	16,581,904.41
May 2013	74,600,235.64	December 2017	38,370,970.76	July 2022	16,314,235.12
June 2013	74,002,716.09	January 2018	37,838,931.09	August 2022	16,050,601.06
July 2013	73,384,629.20	February 2018	37,311,491.31	September 2022	15,790,943.72
August 2013	72,746,373.27	March 2018	36,788,613.61	October 2022	15,535,205.41
September 2013	72,088,361.56	April 2018	36,270,260.51	November 2022	15,283,329.26
October 2013	71,411,021.85	May 2018	35,756,394.83	December 2022	15,035,259.21
November 2013	70,714,795.98	June 2018	35,246,979.67	January 2023	14,790,939.99
December 2013	70,000,139.36	July 2018	34,741,978.44	February 2023	14,550,317.10
January 2014	69,267,520.48	August 2018	34,241,354.84	March 2023	14,313,336.84
February 2014	68,517,420.40	September 2018	33,745,072.85	April 2023	14,079,946.24
March 2014	67,750,332.21	October 2018	33,253,096.77	May 2023	13,850,093.10
April 2014	66,966,760.50	November 2018	32,765,391.15	June 2023	13,623,725.97
May 2014	66,189,846.06	December 2018	32,281,920.85	July 2023	13,400,794.10
June 2014	65,419,534.65	January 2019	31,802,650.99	August 2023	13,181,247.49
July 2014	64,655,772.42	February 2019	31,327,547.00	September 2023	12,965,036.83
August 2014	63,898,505.99	March 2019	30,856,574.56	October 2023	12,752,113.52
September 2014	63,147,682.37	April 2019	30,389,699.65	November 2023	12,542,429.64
October 2014	62,403,249.04	May 2019	29,926,888.49	December 2023	12,335,937.96
November 2014	61,665,153.85	June 2019	29,468,107.60	January 2024	12,132,591.92
December 2014	60,933,345.10	July 2019	29,013,323.77	February 2024	11,932,345.63
January 2015	60,207,771.50	August 2019	28,562,504.03	March 2024	11,735,153.82
February 2015	59,488,382.15	September 2019	28,116,054.41	April 2024	11,540,971.91
March 2015	58,775,126.57	October 2019	27,676,216.65	May 2024	11,349,755.91
April 2015	58,067,954.70	November 2019	27,242,895.89	June 2024	11,161,462.48
May 2015	57,366,816.85	December 2019	26,815,998.61	July 2024	10,976,048.90
June 2015	56,671,663.74	January 2020	26,395,432.62	August 2024	10,793,473.04
July 2015	55,982,446.50	February 2020	25,981,107.01	September 2024	10,613,693.39
August 2015	55,299,116.62	March 2020	25,572,932.16	October 2024	10,436,669.01
September 2015	54,621,626.01	April 2020	25,170,819.70	November 2024	10,262,359.56
October 2015	53,949,926.94	May 2020	24,774,682.51	December 2024	10,090,725.27
November 2015	53,283,972.07	June 2020	24,384,434.69	January 2025	9,921,726.93
December 2015	52,623,714.45	July 2020	23,999,991.56	February 2025	9,755,325.89
January 2016	51,969,107.49	August 2020	23,621,269.63	March 2025	9,591,484.06
February 2016	51,320,104.97	September 2020	23,248,186.58	April 2025	9,430,163.90
March 2016	50,676,661.06	October 2020	22,880,661.24	May 2025	9,271,328.37
April 2016	50,038,730.29	November 2020	22,518,613.62	June 2025	9,114,940.99
May 2016	49,406,267.54	December 2020	22,161,964.81	July 2025	8,960,965.80
June 2016	48,779,228.06	January 2021	21,810,637.04	August 2025	8,809,367.34
July 2016	48,157,567.46	February 2021	21,464,553.64	September 2025	8,660,110.66
August 2016	47,541,241.71	March 2021	21,123,639.01	October 2025	8,513,161.31
September 2016	46,930,207.13	April 2021	20,787,818.61	November 2025	8,368,485.34
October 2016	46,324,420.37	May 2021	20,457,018.97	December 2025	8,226,049.27
November 2016	45,723,838.46	June 2021	20,131,167.65	January 2026	8,085,820.12
December 2016	45,128,418.76	July 2021	19,810,193.21	February 2026	7,947,765.35
January 2017	44,538,118.95	August 2021	19,494,025.25	March 2026	7,811,852.92
February 2017	43,952,897.09	September 2021	19,182,594.35	April 2026	7,678,051.22
March 2017	43,372,711.54	October 2021	18,875,832.08	May 2026	7,546,329.11
April 2017	42,797,521.02	November 2021	18,573,670.95	June 2026	7,416,655.90
May 2017	42,227,284.56	December 2021	18,276,044.45	July 2026	7,289,001.31
June 2017	41,661,961.54	January 2022	17,982,887.00	August 2026	7,163,335.52

Aggregate Group III (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 2026	\$ 7,039,629.14	April 2031	\$ 2,547,645.49	November 2035	\$ 745,601.91
October 2026	6,917,853.18	May 2031	2,497,566.08	December 2035	726,340.92
November 2026	6,797,979.08	June 2031	2,448,314.25	January 2036	707,428.85
December 2026	6,679,978.69	July 2031	2,399,877.37	February 2036	688,860.13
January 2027	6,563,824.26	August 2031	2,352,242.99	March 2036	670,629.27
February 2027	6,449,488.43	September 2031 . . .	2,305,398.85	April 2036	652,730.88
March 2027	6,336,944.24	October 2031	2,259,332.85	May 2036	635,159.63
April 2027	6,226,165.14	November 2031	2,214,033.09	June 2036	617,910.28
May 2027	6,117,124.91	December 2031	2,169,487.83	July 2036	600,977.66
June 2027	6,009,797.75	January 2032	2,125,685.51	August 2036	584,356.69
July 2027	5,904,158.22	February 2032	2,082,614.73	September 2036	568,042.36
August 2027	5,800,181.24	March 2032	2,040,264.27	October 2036	552,029.74
September 2027	5,697,842.08	April 2032	1,998,623.06	November 2036	536,313.96
October 2027	5,597,116.39	May 2032	1,957,680.21	December 2036	520,890.24
November 2027	5,497,980.16	June 2032	1,917,424.96	January 2037	505,753.86
December 2027	5,400,409.71	July 2032	1,877,846.75	February 2037	490,900.18
January 2028	5,304,381.73	August 2032	1,838,935.14	March 2037	476,324.63
February 2028	5,209,873.22	September 2032	1,800,679.85	April 2037	462,022.70
March 2028	5,116,861.53	October 2032	1,763,070.77	May 2037	447,989.96
April 2028	5,025,324.32	November 2032	1,726,097.91	June 2037	434,222.04
May 2028	4,935,239.58	December 2032	1,689,751.45	July 2037	420,714.62
June 2028	4,846,585.62	January 2033	1,654,021.71	August 2037	407,463.49
July 2028	4,759,341.06	February 2033	1,618,899.14	September 2037	394,464.45
August 2028	4,673,484.82	March 2033	1,584,374.35	October 2037	381,713.40
September 2028	4,588,996.14	April 2033	1,550,438.06	November 2037	369,206.30
October 2028	4,505,854.56	May 2033	1,517,081.17	December 2037	356,939.15
November 2028	4,424,039.89	June 2033	1,484,294.66	January 2038	344,908.02
December 2028	4,343,532.25	July 2033	1,452,069.69	February 2038	333,109.06
January 2029	4,264,312.06	August 2033	1,420,397.54	March 2038	321,538.45
February 2029	4,186,360.00	September 2033	1,389,269.59	April 2038	310,192.44
March 2029	4,109,657.05	October 2033	1,358,677.37	May 2038	299,067.35
April 2029	4,034,184.43	November 2033	1,328,612.55	June 2038	288,159.52
May 2029	3,959,923.67	December 2033	1,299,066.89	July 2038	277,465.38
June 2029	3,886,856.55	January 2034	1,270,032.30	August 2038	266,981.41
July 2029	3,814,965.12	February 2034	1,241,500.79	September 2038	256,704.13
August 2029	3,744,231.68	March 2034	1,213,464.50	October 2038	246,630.12
September 2029	3,674,638.80	April 2034	1,185,915.69	November 2038	236,756.01
October 2029	3,606,169.29	May 2034	1,158,846.71	December 2038	227,078.48
November 2029	3,538,806.21	June 2034	1,132,250.05	January 2039	217,594.28
December 2029	3,472,532.88	July 2034	1,106,118.30	February 2039	208,300.17
January 2030	3,407,332.84	August 2034	1,080,444.17	March 2039	199,193.01
February 2030	3,343,189.89	September 2034	1,055,220.47	April 2039	190,269.67
March 2030	3,280,088.05	October 2034	1,030,440.10	May 2039	181,527.07
April 2030	3,218,011.59	November 2034	1,006,096.10	June 2039	172,962.20
May 2030	3,156,944.98	December 2034	982,181.59	July 2039	164,572.09
June 2030	3,096,872.94	January 2035	958,689.80	August 2039	156,353.79
July 2030	3,037,780.41	February 2035	935,614.06	September 2039	148,304.42
August 2030	2,979,652.53	March 2035	912,947.79	October 2039	140,421.15
September 2030	2,922,474.68	April 2035	890,684.53	November 2039	132,701.17
October 2030	2,866,232.44	May 2035	868,817.89	December 2039	125,141.73
November 2030	2,810,911.60	June 2035	847,341.60	January 2040	117,740.12
December 2030	2,756,498.17	July 2035	826,249.46	February 2040	110,493.66
January 2031	2,702,978.33	August 2035	805,535.38	March 2040	103,399.73
February 2031	2,650,338.51	September 2035	785,193.36	April 2040	96,455.75
March 2031	2,598,565.29	October 2035	765,217.48	May 2040	89,659.16

Aggregate Group III (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 2040	\$	83,007.45	December 2040	\$	46,004.09	June 2041	\$	13,626.07
July 2040		76,498.15	January 2041		40,299.51	July 2041		8,646.48
August 2040		70,128.84	February 2041		34,721.11	August 2041		3,780.49
September 2040		63,897.11	March 2041		29,266.69	September 2041 and thereafter		0.00
October 2040		57,800.62	April 2041		23,934.11			
November 2040		51,837.04	May 2041		18,721.26			

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

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

TABLE OF CONTENTS

	Page
Table of Contents	S- 2
Available Information	S- 3
Recent Developments	S- 4
Summary	S- 5
Additional Risk Factor	S- 8
Description of the Certificates	S- 8
Certain Additional Federal Income Tax Consequences	S-22
Plan of Distribution	S-24
Legal Matters	S-24
Exhibit A	A- 1
Schedule 1	A- 2
Principal Balance Schedules	B- 1

\$244,075,990



**Guaranteed REMIC
Pass-Through Certificates
Fannie Mae REMIC Trust 2012-42**

PROSPECTUS SUPPLEMENT



March 26, 2012