Prospectus Supplement
(To REMIC Prospectus dated May 1, 2010)

$1,103,624,974

FannieMae®

Guaranteed REMIC Pass-Through Certificates
Fannie Mae REMIC Trust 2012-46

The Certificates

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

Payments to Certificateholders

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

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

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

The Fannie Mae Guaranty

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

The Trust and its Assets

The trust will own

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

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

Class	Group	Original Class Balance	Principal Type(1)	Interest Rate	Interest Type(1)	CUSIP Number	Final Distribution Date
PA	1	$ 88,012,000	PAC	3.5%	FIX	3136A5G26	August 2041
EP	1	5,672,000	PAC	3.5	FIX	3136A5G34	May 2042
YA	1	5,657,000	PAC	3.5	FIX	3136A5G42	January 2042
YB	1	2,741,000	PAC	3.5	FIX	3136A5G59	May 2042
YC	1	522,000	PAC	3.5	FIX	3136A5G67	May 2042
UA	1	14,251,000	SUP	3.5	FIX	3136A5G75	February 2042
UB	1	1,797,000	SUP	3.5	FIX	3136A5G83	April 2042
UC	1	1,075,000	SUP	3.5	FIX	3136A5G91	May 2042
UD	1	273,000	SUP	3.5	FIX	3136A5H25	May 2042
FB(2)	1	48,000,000	PT	(3)	FLT	3136A5H33	May 2042
SA(2)	1	48,000,000(4)	NTL	(3)	INV/IO	3136A5H41	May 2042
IB(2)	1	48,000,000(4)	NTL	(3)	INV/IO	3136A5H58	May 2042
CA(2)	2	98,407,000	PAC/AD	2.0	FIX	3136A5H66	April 2041
FC(2)	2	98,407,000	PAC/AD	(3)	FLT	3136A5H74	April 2041
SC(2)	2	98,407,000(4)	NTL	(3)	INV/IO	3136A5H82	April 2041
CE	2	18,189,000	PAC/AD	4.5	FIX	3136A5H90	May 2042
CZ	2	44,997,000	SUP	4.5	FIX/Z	3136A5J23	May 2042
AB	3	66,504,214	SEQ	6.0	FIX	3136A5J31	March 2030
BA	3	155,176,498	SEQ	6.0	FIX	3136A5J49	May 2042
LF	4	26,932,308	SC/PT	(3)	FLT	3136A5J56	January 2041
LS	4	11,969,915	SC/PT	(3)	INV	3136A5J64	January 2041
KL(2)	5	203,400,416	PT	3.5	FIX	3136A5J72	May 2027
DC	6	161,641,623	PT	2.0	FIX	3136A5J80	May 2027
DI	6	89,800,901(4)	NTL	4.5	FIX/IO	3136A5J98	May 2027
AD	7	25,000,000	PT	3.5	FIX	3136A5K21	May 2042
AC	7	25,000,000	PT	4.5	FIX	3136A5K39	May 2042
R(5)		0	NPR	0	NPR	3136A5K47	May 2042
RL(5)		0	NPR	0	NPR	3136A5K54	May 2042
RA(6)		0	NPR	0	NPR	3136A5K62	May 2042

(1) See "Description of the Certificates—The Certificates—*Class Definitions and Abbreviations*" in the REMIC prospectus.
(2) Exchangeable classes.
(3) Based on LIBOR.
(4) Notional balances. These classes are interest only classes. See page S-7 for a description of how their notional balances are calculated.
(5) The R and RL Classes relate to Groups 1, 2, 4, 5, 6 and 7 only.
(6) The RA Class relates to Group 3 only.

If you own certificates of certain classes, you can exchange them for certificates of the corresponding RCR classes to be delivered at the time of exchange. The FA, SB, CB, CD, CG, CH, KB, KC, KD and KI Classes are the RCR classes. For a more detailed description of the RCR classes, see Schedule 1 attached to this prospectus supplement and "Description of the Certificates—The Certificates—*Combination and Recombination*" in the REMIC prospectus.

The dealer will offer the certificates from time to time in negotiated transactions at varying prices. We expect the settlement date to be April 30, 2012.

Carefully consider the risk factors on page S-9 of this prospectus supplement and starting on page 11 of the REMIC prospectus. Unless you understand and are able to tolerate these risks, you should not invest in the certificates.

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

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

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

Barclays

April 24, 2012

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AVAILABLE INFORMATION

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

- our Prospectus for Fannie Mae Guaranteed REMIC Pass-Through Certificates dated May 1, 2010 (the “REMIC Prospectus”);
- our Prospectus for Fannie Mae Guaranteed Pass-Through Certificates (Single-Family Residential Mortgage Loans) dated
  - 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 4 Class or the R or RL Class, the disclosure document relating to the underlying REMIC certificates (the “Underlying REMIC Disclosure Document”); and
- any information incorporated by reference in this prospectus supplement as discussed below and under the heading “Incorporation by Reference” in the REMIC Prospectus.

For a description of current servicing policies generally applicable to existing Fannie Mae MBS pools, see “Yield, Maturity, and Prepayment Considerations” in the MBS Prospectus dated February 1, 2012.

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

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

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

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

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

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

RECENT DEVELOPMENTS

Ratings Matters

Standard and Poor's Ratings Services

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

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

Moody's Investors Service

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

Fitch Ratings Limited

On 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 (as amended on Form 10-K/A) 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 April 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

Group	Assets
1	Group 1 MBS
2	Group 2 MBS
3	Group 3 MBS
4	Class 2011-90-FN REMIC Certificate Class 2011-90-SN REMIC Certificate
5	Group 5 MBS
6	Group 6 MBS
7	Group 7 MBS

Group 1, Group 2, Group 3, Group 5, Group 6 and Group 7

Characteristics of the Trust MBS

	Approximate Principal Balance	Pass-Through Rate	Range of Weighted Average Coupons or WACs (annual percentages)	Range of Weighted Average Remaining Terms to Maturity or WAMs (in months)
Group 1 MBS	$ 77,000,000	4.50%	4.75% to 7.00%	241 to 360
	$ 70,000,000	4.50%	4.75% to 7.00%	241 to 360
	$ 21,000,000	4.50%	4.75% to 7.00%	241 to 360
Group 2 MBS	$ 60,000,000	4.50%	4.75% to 7.00%	241 to 360
	$200,000,000	4.50%	4.75% to 7.00%	241 to 360
Group 3 MBS	$221,680,712	6.00%	6.25% to 8.50%	241 to 360
Group 5 MBS	$203,400,416	3.50%	3.75% to 6.00%	121 to 180
Group 6 MBS	$161,641,623	4.50%	4.75% to 7.00%	121 to 180
Group 7 MBS	$ 50,000,000	4.00%	4.25% to 6.50%	241 to 360

Assumed Characteristics of the Underlying Mortgage Loans

	Principal Balance	Original Term to Maturity (in months)	Remaining Term to Maturity (in months)	Loan Age (in months)	Interest Rate
Group 1 MBS	$ 77,000,000	360	314	34	4.980%
	$ 70,000,000	360	320	30	4.940%
	$ 21,000,000	360	323	27	4.960%
Group 2 MBS	$ 60,000,000	360	343	8	4.960%
	$200,000,000	360	355	4	4.990%
Group 3 MBS	$221,680,712	360	298	56	6.640%
Group 5 MBS	$203,400,416	180	170	4	3.961%
Group 6 MBS	$161,641,623	180	152	24	4.840%
Group 7 MBS	$ 50,000,000	360	355	4	4.432%

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 4

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

Settlement Date

We expect to issue the certificates on April 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	Physical
All classes of certificates other than the R, RL and RA Classes	R, RL and RA Classes

Exchanging Certificates Through Combination and Recombination

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

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

Interest Rates

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

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

Class	Initial Interest Rate	Maximum Interest Rate	Minimum Interest Rate	Formula for Calculation of Interest Rate(1)
FB	0.7500%	7.000%	0.50%	LIBOR + 50 basis points
SA	6.2000%	6.450%	0.00%	6.45% − LIBOR
IB	0.0500%	0.050%	0.00%	6.50% − LIBOR
FC	0.6500%	7.000%	0.40%	LIBOR + 40 basis points
SC	6.3500%	6.600%	0.00%	6.60% − LIBOR
LF	1.2500%	6.500%	1.00%	LIBOR + 100 basis points
LS	11.8125%	12.375%	0.00%	12.375% − (2.25 × LIBOR)
FA	0.8000%	7.000%	0.55%	LIBOR + 55 basis points
SB	6.2500%	6.500%	0.00%	6.50% − LIBOR

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

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:

Class	
SA	100% of the FB Class
IB	100% of the FB Class
SC	100% of the FC Class
DI	55.5555551431% of the DC Class
SB	100% of the FB Class
KI	50% of the KL Class

Distributions of Principal

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

Weighted Average Lives (years)*

	PSA Prepayment Assumption									
Group 1 Classes	0%	100%	125%	145%	175%	205%	250%	500%	800%	1200%
PA	16.9	6.0	5.3	5.3	5.3	5.3	5.3	2.8	1.6	0.9
EP	26.6	18.9	18.9	18.9	18.9	18.9	18.9	10.5	6.0	3.2
YA	27.3	14.3	10.2	2.9	2.9	2.9	2.2	0.7	0.3	0.2
YB	27.9	16.2	13.1	10.9	10.9	10.9	4.7	0.9	0.4	0.2
YC	28.1	17.0	14.0	13.7	13.7	13.7	6.0	1.0	0.5	0.2
UA	28.9	20.6	18.5	16.1	8.8	3.1	1.1	0.3	0.1	0.1
UB	29.8	25.0	24.3	23.4	21.5	18.2	2.6	0.6	0.3	0.2
UC	29.9	26.0	25.7	25.3	24.3	22.5	3.0	0.6	0.3	0.2
UD	30.0	26.6	26.5	26.4	26.1	25.6	3.3	0.7	0.3	0.2
FB, SA, IB, FA and SB	19.9	9.5	8.5	7.8	6.9	6.1	5.2	2.7	1.5	0.8

Group 2 Classes	PSA Prepayment Assumption							
	0%	100%	125%	160%	250%	500%	800%	1200%
CA, FC, SC, CB, CD, CG and CH	12.9	6.0	5.7	5.7	5.7	3.4	2.3	1.7
CE	22.3	18.9	18.9	18.9	18.9	10.5	6.4	3.9
CZ	26.5	19.6	18.6	15.4	2.7	1.0	0.7	0.5

Group 3 Classes	PSA Prepayment Assumption					
	0%	100%	225%	500%	900%	1300%
AB	11.1	2.1	1.1	0.5	0.2	0.1
BA	25.0	12.6	7.7	3.6	1.7	0.9

Group 4 Classes	PSA Prepayment Assumption					
	0%	100%	250%	500%	900%	1400%
LF and LS	21.6	13.7	13.0	3.7	0.4	0.2

Group 5 Classes	PSA Prepayment Assumption						
	0%	100%	150%	300%	600%	900%	1400%
KL, KB, KC, KD and KI	8.6	6.2	5.5	4.2	2.7	2.0	1.4

Group 6 Classes	PSA Prepayment Assumption					
	0%	100%	200%	400%	800%	1200%
DC and DI	8.8	5.4	4.3	2.8	1.5	0.8

Group 7 Classes	PSA Prepayment Assumption					
	0%	100%	200%	400%	800%	1200%
AD and AC	19.6	10.6	7.2	4.2	2.4	1.7

* 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 4 Classes will be affected by the applicable payment priorities governing the underlying REMIC certificates. If you invest in a Group 4 Class, the rate at which you receive payments will be affected by the applicable priority sequences governing principal payments on the underlying REMIC certificates.

As described in the Underlying REMIC Disclosure Document, the REMIC certificate backing the Group 4 Underlying REMIC Certificates is a support class. A support class is entitled to receive payments on a distribution date only if scheduled payments of principal have been made on certain other classes in the related underlying REMIC trust. Accordingly, a support class may receive no principal payments for extended periods or may receive principal payments that may vary widely from period to period.

You may obtain additional information about the underlying REMIC certificates by reviewing their current class factors in light of other information available in the Underlying REMIC Disclosure Document. You may obtain that document 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 April 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:

- six groups of Fannie Mae Guaranteed Mortgage Pass-Through Certificates (the "Group 1 MBS," "Group 2 MBS," "Group 3 MBS," "Group 5 MBS," "Group 6 MBS" and "Group 7 MBS," and together, the "Trust MBS"), and
- certain previously issued REMIC certificates (the "Group 4 Underlying REMIC Certificates") issued from the related Fannie Mae REMIC trust (the "Underlying REMIC Trust") as further described in Exhibit A.

The Group 4 Underlying REMIC Certificates evidence direct or indirect beneficial ownership interests in certain Fannie Mae Guaranteed Mortgage Pass-Through Certificates (together with the Trust MBS, the "MBS").

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

The Trust will include "Lower Tier REMIC I," "Upper Tier REMIC I" and "REMIC II" 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, RL and RA Classes are collectively referred to as the "Regular Classes" or "Regular Certificates," and the R, RL and RA Classes are collectively referred to as the "Residual Classes" or "Residual Certificates."

REMIC Designation	Assets	Regular Interests	Residual Interest
Lower Tier REMIC I	Group 1 MBS, Group 2 MBS, Group 4 Underlying REMIC Certificates, Group 5 MBS, Group 6 MBS and Group 7 MBS	Interests in Lower Tier REMIC I other than the RL Class (the "Lower Tier REMIC I Regular Interests")	RL
Upper Tier REMIC I	Lower Tier REMIC I Regular Interests	Group 1, Group 2, Group 4, Group 5, Group 6 and Group 7 Classes	R
REMIC II.	Group 3 MBS	The Group 3 Classes	RA

Fannie Mae Guaranty. For a description of our guaranties of the Certificates, the MBS and the Group 4 Underlying REMIC Certificates, see the applicable discussions appearing under the heading "Fannie Mae Guaranty" in the REMIC Prospectus, the MBS Prospectus and the Underlying REMIC Disclosure Document. Our guaranties are not backed by the full faith and credit of the United States.

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

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

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

Classes	Denominations
Interest Only and Inverse Floating Rate Classes	$100,000 minimum plus whole dollar increments
All other Classes (except the R, RL and RA 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 the case of the Group 1 MBS, Group 2 MBS, Group 3 MBS and Group 7 MBS, and up to 15 years in the case of the Group 5 MBS and Group 6 MBS.

For additional information, see "Summary—Group 1, Group 2, Group 3, Group 5, Group 6 and Group 7—Characteristics of the Trust MBS" and "—Assumed Characteristics of the Underlying Mortgage Loans" in this prospectus supplement and "The Mortgage Pools" and "Yield, Maturity, and Prepayment Considerations" in the MBS Prospectus.

The Group 4 Underlying REMIC Certificates

The Group 4 Underlying REMIC Certificates represent beneficial ownership interests in the Underlying REMIC Trust. The assets of that trust consist of MBS (or beneficial ownership interests in MBS) having the general characteristics set forth in the MBS Prospectus. Each MBS evidences beneficial ownership interests in a pool of conventional, fixed-rate, fully-amortizing mortgage loans secured by first mortgages or deeds of trust on single-family residential properties, as described under "The Mortgage Pools" and "Yield, Maturity, and Prepayment Considerations" in the MBS Prospectus.

Distributions on the Group 4 Underlying REMIC Certificates will be passed through monthly, beginning in the month after we issue the Certificates. The general characteristics of the Group 4 Underlying REMIC Certificates are described in the Underlying REMIC Disclosure Document. See Exhibit A for certain additional information about the Group 4 Underlying REMIC Certificates. Exhibit A is provided in lieu of a Final Data Statement with respect to the Group 4 Underlying REMIC Certificates.

For further information about the Group 4 Underlying REMIC Certificates, telephone us at 1-800-237-8627. Additional information about the Group 4 Underlying REMIC Certificates is also available at https://mbsdisclosure.fanniemae.com/PoolTalk2/index.html. There may have been material changes in facts and circumstances since the date we prepared the Underlying REMIC Disclosure Document. These may include changes in prepayment speeds, prevailing interest rates and other economic factors. As a result, the usefulness of the information set forth in that document may be limited.

Distributions of Interest

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

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

Delay Classes	No-Delay Classes
Fixed Rate Classes	Floating Rate and Inverse Floating Rate Classes

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

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

Distributions of Principal

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

- *Group 1*

The Group 1 Principal Distribution Amount as follows:

— 71.4285714286% as follows:

first, to Aggregate Group I to its Planned Balance;

second, to Aggregate Group II to its Planned Balance;

PAC Groups

third, to UA, UB, UC and UD, in that order, until retired;

Support Classes

fourth, to Aggregate Group II to zero; and

fifth, to Aggregate Group I to zero, and

PAC Groups

— 28.5714285714% to FB until retired.

Pass-Through Class

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

"Aggregate Group I" consists of the PA and EP Classes. On each Distribution Date, we will apply payments of principal of Aggregate Group I to PA and EP, in that order, until retired.

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

"Aggregate Group II" consists of the YA, YB and YC Classes. On each Distribution Date, we will apply payments of principal of Aggregate Group II to YA, YB and YC, in that order, until retired.

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

- *Group 2*

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

Accretion Directed/ PAC Group and Accrual Class

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

1. To Aggregate Group III to its Planned Balance. **PAC Group**
2. To CZ until retired. **Support Class**
3. To Aggregate Group III to zero. **PAC Group**

The "CZ Accrual Amount" is any interest then accrued and added to the principal balance of the CZ Class.

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

"Aggregate Group III" consists of the CA, FC and CE Classes. On each Distribution Date, we will apply payments of principal of Aggregate Group III as follows:

first, to CA and FC, pro rata, until retired; and

second, to CE until retired.

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

• *Group 3*

The Group 3 Principal Distribution Amount to AB and BA, in that order, until retired. **Sequential Pay Classes**

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

• *Group 4*

The Group 4 Principal Distribution Amount to LF and LS, pro rata, until retired. **Structured Collateral/ Pass-Through Classes**

The "Group 4 Principal Distribution Amount" is the principal then paid on the Group 4 Underlying REMIC Certificates.

• *Group 5*

The Group 5 Principal Distribution Amount to KL until retired. **Pass-Through Class**

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

• *Group 6*

The Group 6 Principal Distribution Amount to DC until retired. **Pass-Through Class**

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

• *Group 7*

The Group 7 Principal Distribution Amount to AD and AC, pro rata, until retired. **Pass-Through Classes**

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

Structuring Assumptions

Pricing Assumptions. Except where otherwise noted, the information in the tables in this prospectus supplement has been prepared based on the actual characteristics of each pool of Mortgage Loans backing the Group 4 Underlying REMIC Certificates, the applicable priority sequences governing principal payments on the REMIC certificates backing the Group 4 Underlying REMIC Certificates, and the following assumptions (such characteristics and assumptions, collectively, the "Pricing Assumptions"):

- the Mortgage Loans underlying the Trust MBS have the original terms to maturity, remaining terms to maturity, loan ages and interest rates specified under "Summary—Group 1, Group 2, Group 3, Group 5, Group 6 and Group 7—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 April 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 an Aggregate Group is the range of prepayment rates (measured by *constant* PSA rates) that would reduce that Aggregate Group to its scheduled balance each month based on the Pricing Assumptions. We have not provided separate schedules for the individual Classes included in the Aggregate Groups. However, those Classes are designed to receive principal distributions in the same fashion as if separate schedules had been provided (with schedules based on the same underlying assumptions that apply to the related Aggregate Group schedule). If such separate schedules had been provided for the individual Classes included in the Aggregate Groups, we expect that the effective ranges for those Classes would not be narrower than those shown below for the related Aggregate Groups.

Groups	Structuring Ranges	Initial Effective Ranges
Aggregate Group I Planned Balances	Between 125% and 250% PSA	Between 125% and 250% PSA
Aggregate Group II Planned Balances	Between 145% and 205% PSA	Between 145% and 205% PSA
Aggregate Group III Planned Balances	Between 125% and 250% PSA	Between 125% and 250% PSA

The Aggregate Groups listed above consist of the following Classes:

Aggregate Group I	PA and EP
Aggregate Group II	YA, YB and YC
Aggregate Group III	CA, FC and CE

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

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

- We will distribute any excess of principal distributions over the amount necessary to reduce an Aggregate Group to its scheduled balance in any month. As a result, the likelihood of reducing an Aggregate Group to its scheduled balance each month will not be improved by the averaging of high and low principal distributions from month to month.

- Even if the related Mortgage Loans prepay at rates falling within the applicable Structuring Ranges or Effective Ranges, principal distributions may be insufficient to reduce the Aggregate Groups to their scheduled balances each month if prepayments do not occur at a *constant* PSA rate.

- The actual Effective Ranges at any time will be based upon the actual characteristics of the related Mortgage Loans at that time, which are likely to vary (and may vary considerably) from the Pricing Assumptions. As a result, the actual Effective Ranges will likely differ from the Initial Effective Ranges specified above. For the same reason, the Aggregate Groups might not be reduced to their scheduled balances each month even if the related Mortgage Loans prepay at a *constant* PSA rate within the applicable Initial Effective Ranges. This is so particularly if the rates fall at the lower or higher end of the applicable ranges.

- The actual Effective Ranges may narrow, widen or shift upward or downward to reflect actual prepayment experience over time.

- The principal payment stability of each Aggregate Group will be supported by one or more other Classes. When the related supporting Class or Classes are retired, the Aggregate Group receiving the benefit of that support, if still outstanding, may no longer have an Effective Range, and will be much more sensitive to prepayments of the related Mortgage Loans.

Yield Tables

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

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

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

We cannot assure you that

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

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

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

The 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:**

Class	% PSA
DI	346%
KI	293%

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 Fixed Rate Interest Only Classes (expressed in each case as a percentage of the original principal balance) are as follows:

Class	Price*
DI	13.87500%
KI	14.53125%

* 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 DI Class to Prepayments

	PSA Prepayment Assumption					
	50%	100%	200%	400%	800%	1200%
Pre-Tax Yields to Maturity	20.4%	17.1%	10.3%	(3.9)%	(36.4)%	(77.6)%

Sensitivity of the KI Class to Prepayments

	PSA Prepayment Assumption						
	50%	100%	150%	300%	600%	900%	1400%
Pre-Tax Yields to Maturity	12.5%	10.0%	7.4%	(0.4)%	(17.0)%	(35.1)%	(69.1)%

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:

Class	Price*
SA	22.28125%
IB	0.18750%
SC	20.84375%
LS	123.53125%
SB	22.46875%

* 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)

	PSA Prepayment Assumption									
LIBOR	50%	100%	125%	145%	175%	205%	250%	500%	800%	1200%
0.125%	24.0%	20.5%	18.8%	17.4%	15.3%	13.2%	9.9%	(9.1)%	(35.0)%	(78.3)%
0.250%	23.3%	19.9%	18.2%	16.8%	14.7%	12.6%	9.3%	(9.6)%	(35.4)%	(78.7)%
2.250%	13.3%	10.0%	8.4%	7.0%	5.0%	3.0%	(0.1)%	(18.4)%	(43.1)%	(85.0)%
4.250%	2.5%	(0.7)%	(2.2)%	(3.5)%	(5.4)%	(7.4)%	(10.3)%	(27.7)%	(51.4)%	(92.5)%
6.450% and above	*	*	*	*	*	*	*	*	*	*

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

	PSA Prepayment Assumption									
LIBOR	50%	100%	125%	145%	175%	205%	250%	500%	800%	1200%
6.450% and below	22.0%	18.6%	16.9%	15.5%	13.4%	11.3%	8.1%	(10.8)%	(36.5)%	(80.2)%
6.475%	6.8%	3.6%	2.0%	0.7%	(1.2)%	(3.2)%	(6.2)%	(24.0)%	(48.5)%	(91.5)%
6.500%	*	*	*	*	*	*	*	*	*	*

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

	PSA Prepayment Assumption							
LIBOR	50%	100%	125%	160%	250%	500%	800%	1200%
0.125%	24.0%	19.3%	17.7%	17.7%	17.7%	2.4%	(19.9)%	(48.8)%
0.250%	23.3%	18.6%	17.0%	17.0%	17.0%	1.5%	(21.0)%	(50.0)%
2.250%	11.4%	6.2%	4.8%	4.8%	4.8%	(13.7)%	(38.5)%	(69.0)%
4.250%	(2.0)%	(8.0)%	(9.2)%	(9.2)%	(9.2)%	(32.0)%	(60.1)%	(92.4)%
6.600%	*	*	*	*	*	*	*	*

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

	PSA Prepayment Assumption					
LIBOR	**50%**	**100%**	**250%**	**500%**	**900%**	**1400%**
0.125%	9.4%	9.2%	9.1%	4.9%	(33.5)%	(78.1)%
0.250%	9.2%	9.0%	8.9%	4.6%	(33.6)%	(78.3)%
2.250%	5.2%	5.0%	4.9%	0.9%	(36.5)%	(79.9)%
4.250%	1.2%	1.0%	0.9%	(2.9)%	(39.4)%	(81.6)%
5.500%	(1.3)%	(1.5)%	(1.6)%	(5.2)%	(41.1)%	(82.6)%

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

	PSA Prepayment Assumption									
LIBOR	**50%**	**100%**	**125%**	**145%**	**175%**	**205%**	**250%**	**500%**	**800%**	**1200%**
0.125%	23.9%	20.5%	18.8%	17.4%	15.3%	13.2%	9.9%	(9.1)%	(35.0)%	(78.3)%
0.250%	23.3%	19.9%	18.2%	16.8%	14.7%	12.6%	9.3%	(9.7)%	(35.4)%	(78.7)%
2.250%	13.4%	10.1%	8.4%	7.1%	5.1%	3.0%	(0.1)%	(18.3)%	(43.1)%	(84.9)%
4.250%	2.7%	(0.5)%	(2.1)%	(3.3)%	(5.3)%	(7.2)%	(10.2)%	(27.6)%	(51.3)%	(92.4)%
6.500%	*	*	*	*	*	*	*	*	*	*

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 4 Classes, the applicable priority sequences affecting principal payments on the REMIC certificates backing the Group 4 Underlying REMIC Certificates.

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

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.

Mortgage Loans Backing Trust Assets Specified Below	Original Terms to Maturity	Remaining Terms to Maturity	Interest Rates
Group 1 MBS	360 months	360 months	7.00%
Group 2 MBS	360 months	360 months	7.00%
Group 3 MBS	360 months	360 months	8.50%
Group 4 Underlying REMIC Certificates	360 months	344 months	7.50%
Group 5 MBS	180 months	180 months	6.00%
Group 6 MBS	180 months	180 months	7.00%
Group 7 MBS	360 months	360 months	6.50%

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

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

Percent of Original Principal Balances Outstanding

	PA Class									
	PSA Prepayment Assumption									
Date	0%	100%	125%	145%	175%	205%	250%	500%	800%	1200%
Initial Percent	100	100	100	100	100	100	100	100	100	100
April 2013	99	89	87	87	87	87	87	87	63	31
April 2014	97	80	76	76	76	76	76	58	29	4
April 2015	96	70	65	65	65	65	65	38	12	0
April 2016	94	62	55	55	55	55	55	24	3	0
April 2017	92	53	46	46	46	46	46	14	0	0
April 2018	90	46	38	38	38	38	38	8	0	0
April 2019	88	39	31	31	31	31	31	3	0	0
April 2020	86	32	24	24	24	24	24	*	0	0
April 2021	83	26	19	19	19	19	19	0	0	0
April 2022	81	20	14	14	14	14	14	0	0	0
April 2023	78	14	10	10	10	10	10	0	0	0
April 2024	75	9	7	7	7	7	7	0	0	0
April 2025	72	5	5	5	5	5	5	0	0	0
April 2026	68	2	2	2	2	2	2	0	0	0
April 2027	65	1	1	1	1	1	1	0	0	0
April 2028	61	0	0	0	0	0	0	0	0	0
April 2029	56	0	0	0	0	0	0	0	0	0
April 2030	52	0	0	0	0	0	0	0	0	0
April 2031	47	0	0	0	0	0	0	0	0	0
April 2032	42	0	0	0	0	0	0	0	0	0
April 2033	36	0	0	0	0	0	0	0	0	0
April 2034	30	0	0	0	0	0	0	0	0	0
April 2035	24	0	0	0	0	0	0	0	0	0
April 2036	17	0	0	0	0	0	0	0	0	0
April 2037	9	0	0	0	0	0	0	0	0	0
April 2038	2	0	0	0	0	0	0	0	0	0
April 2039	0	0	0	0	0	0	0	0	0	0
April 2040	0	0	0	0	0	0	0	0	0	0
April 2041	0	0	0	0	0	0	0	0	0	0
April 2042	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	16.9	6.0	5.3	5.3	5.3	5.3	5.3	2.8	1.6	0.9

	EP Class									
	PSA Prepayment Assumption									
Date	0%	100%	125%	145%	175%	205%	250%	500%	800%	1200%
Initial Percent	100	100	100	100	100	100	100	100	100	100
April 2013	100	100	100	100	100	100	100	100	100	100
April 2014	100	100	100	100	100	100	100	100	100	100
April 2015	100	100	100	100	100	100	100	100	100	44
April 2016	100	100	100	100	100	100	100	100	100	12
April 2017	100	100	100	100	100	100	100	100	72	3
April 2018	100	100	100	100	100	100	100	100	37	1
April 2019	100	100	100	100	100	100	100	100	18	*
April 2020	100	100	100	100	100	100	100	100	9	*
April 2021	100	100	100	100	100	100	100	68	5	*
April 2022	100	100	100	100	100	100	100	46	2	*
April 2023	100	100	100	100	100	100	100	31	1	*
April 2024	100	100	100	100	100	100	100	21	1	*
April 2025	100	100	100	100	100	100	100	14	*	*
April 2026	100	100	100	100	100	100	100	9	*	*
April 2027	100	100	100	100	100	100	100	6	*	*
April 2028	100	87	87	87	87	87	87	4	*	*
April 2029	100	68	68	68	68	68	68	3	*	0
April 2030	100	53	53	53	53	53	53	2	*	0
April 2031	100	41	41	41	41	41	41	1	*	0
April 2032	100	31	31	31	31	31	31	1	*	0
April 2033	100	23	23	23	23	23	23	*	*	0
April 2034	100	16	16	16	16	16	16	*	*	0
April 2035	100	11	11	11	11	11	11	*	*	0
April 2036	100	7	7	7	7	7	7	*	*	0
April 2037	100	3	3	3	3	3	3	*	*	0
April 2038	100	1	1	1	1	1	1	*	*	0
April 2039	0	0	0	0	0	0	0	0	0	0
April 2040	0	0	0	0	0	0	0	0	0	0
April 2041	0	0	0	0	0	0	0	0	0	0
April 2042	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	26.6	18.9	18.9	18.9	18.9	18.9	18.9	10.5	6.0	3.2

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

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

Date	YA Class PSA Prepayment Assumption									
	0%	100%	125%	145%	175%	205%	250%	500%	800%	1200%
Initial Percent	100	100	100	100	100	100	100	100	100	100
April 2013	100	100	100	75	75	75	75	0	0	0
April 2014	100	100	100	55	55	55	55	0	0	0
April 2015	100	100	100	39	39	39	39	0	0	0
April 2016	100	100	100	27	27	27	0	0	0	0
April 2017	100	100	100	19	19	19	0	0	0	0
April 2018	100	100	100	13	13	13	0	0	0	0
April 2019	100	100	100	9	9	9	0	0	0	0
April 2020	100	100	93	3	3	3	0	0	0	0
April 2021	100	100	79	0	0	0	0	0	0	0
April 2022	100	100	59	0	0	0	0	0	0	0
April 2023	100	100	34	0	0	0	0	0	0	0
April 2024	100	100	6	0	0	0	0	0	0	0
April 2025	100	96	0	0	0	0	0	0	0	0
April 2026	100	60	0	0	0	0	0	0	0	0
April 2027	100	22	0	0	0	0	0	0	0	0
April 2028	100	0	0	0	0	0	0	0	0	0
April 2029	100	0	0	0	0	0	0	0	0	0
April 2030	100	0	0	0	0	0	0	0	0	0
April 2031	100	0	0	0	0	0	0	0	0	0
April 2032	100	0	0	0	0	0	0	0	0	0
April 2033	100	0	0	0	0	0	0	0	0	0
April 2034	100	0	0	0	0	0	0	0	0	0
April 2035	100	0	0	0	0	0	0	0	0	0
April 2036	100	0	0	0	0	0	0	0	0	0
April 2037	100	0	0	0	0	0	0	0	0	0
April 2038	100	0	0	0	0	0	0	0	0	0
April 2039	92	0	0	0	0	0	0	0	0	0
April 2040	0	0	0	0	0	0	0	0	0	0
April 2041	0	0	0	0	0	0	0	0	0	0
April 2042	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	27.3	14.3	10.2	2.9	2.9	2.9	2.2	0.7	0.3	0.2

Date	YB Class PSA Prepayment Assumption									
	0%	100%	125%	145%	175%	205%	250%	500%	800%	1200%
Initial Percent	100	100	100	100	100	100	100	100	100	100
April 2013	100	100	100	100	100	100	100	0	0	0
April 2014	100	100	100	100	100	100	100	0	0	0
April 2015	100	100	100	100	100	100	100	0	0	0
April 2016	100	100	100	100	100	100	96	0	0	0
April 2017	100	100	100	100	100	100	25	0	0	0
April 2018	100	100	100	100	100	100	0	0	0	0
April 2019	100	100	100	100	100	100	0	0	0	0
April 2020	100	100	100	100	100	100	0	0	0	0
April 2021	100	100	100	89	89	89	0	0	0	0
April 2022	100	100	100	69	69	69	0	0	0	0
April 2023	100	100	100	48	48	48	0	0	0	0
April 2024	100	100	100	26	26	26	0	0	0	0
April 2025	100	100	52	4	4	4	0	0	0	0
April 2026	100	100	0	0	0	0	0	0	0	0
April 2027	100	100	0	0	0	0	0	0	0	0
April 2028	100	67	0	0	0	0	0	0	0	0
April 2029	100	0	0	0	0	0	0	0	0	0
April 2030	100	0	0	0	0	0	0	0	0	0
April 2031	100	0	0	0	0	0	0	0	0	0
April 2032	100	0	0	0	0	0	0	0	0	0
April 2033	100	0	0	0	0	0	0	0	0	0
April 2034	100	0	0	0	0	0	0	0	0	0
April 2035	100	0	0	0	0	0	0	0	0	0
April 2036	100	0	0	0	0	0	0	0	0	0
April 2037	100	0	0	0	0	0	0	0	0	0
April 2038	100	0	0	0	0	0	0	0	0	0
April 2039	100	0	0	0	0	0	0	0	0	0
April 2040	0	0	0	0	0	0	0	0	0	0
April 2041	0	0	0	0	0	0	0	0	0	0
April 2042	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	27.9	16.2	13.1	10.9	10.9	10.9	4.7	0.9	0.4	0.2

Date	YC Class PSA Prepayment Assumption									
	0%	100%	125%	145%	175%	205%	250%	500%	800%	1200%
Initial Percent	100	100	100	100	100	100	100	100	100	100
April 2013	100	100	100	100	100	100	100	0	0	0
April 2014	100	100	100	100	100	100	100	0	0	0
April 2015	100	100	100	100	100	100	100	0	0	0
April 2016	100	100	100	100	100	100	100	0	0	0
April 2017	100	100	100	100	100	100	100	0	0	0
April 2018	100	100	100	100	100	100	44	0	0	0
April 2019	100	100	100	100	100	100	*	0	0	0
April 2020	100	100	100	100	100	100	*	0	0	0
April 2021	100	100	100	100	100	100	*	0	0	0
April 2022	100	100	100	100	100	100	*	0	0	0
April 2023	100	100	100	100	100	100	*	0	0	0
April 2024	100	100	100	100	100	100	*	0	0	0
April 2025	100	100	100	100	100	100	*	0	0	0
April 2026	100	100	45	13	13	13	*	0	0	0
April 2027	100	100	0	0	0	0	*	0	0	0
April 2028	100	100	0	0	0	0	*	0	0	0
April 2029	100	38	0	0	0	0	*	0	0	0
April 2030	100	0	0	0	0	0	*	0	0	0
April 2031	100	0	0	0	0	0	*	0	0	0
April 2032	100	0	0	0	0	0	*	0	0	0
April 2033	100	0	0	0	0	0	*	0	0	0
April 2034	100	0	0	0	0	0	*	0	0	0
April 2035	100	0	0	0	0	0	*	0	0	0
April 2036	100	0	0	0	0	0	*	0	0	0
April 2037	100	0	0	0	0	0	*	0	0	0
April 2038	100	0	0	0	0	0	*	0	0	0
April 2039	100	0	0	0	0	0	0	0	0	0
April 2040	83	0	0	0	0	0	0	0	0	0
April 2041	0	0	0	0	0	0	0	0	0	0
April 2042	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	28.1	17.0	14.0	13.7	13.7	13.7	6.0	1.0	0.5	0.2

Date	UA Class PSA Prepayment Assumption									
	0%	100%	125%	145%	175%	205%	250%	500%	800%	1200%
Initial Percent	100	100	100	100	100	100	100	100	100	100
April 2013	100	100	100	100	85	70	48	0	0	0
April 2014	100	100	100	100	74	48	10	0	0	0
April 2015	100	100	100	100	65	31	0	0	0	0
April 2016	100	100	100	100	59	20	0	0	0	0
April 2017	100	100	100	100	55	13	0	0	0	0
April 2018	100	100	100	100	52	9	0	0	0	0
April 2019	100	100	100	100	51	7	0	0	0	0
April 2020	100	100	100	99	50	7	0	0	0	0
April 2021	100	100	100	97	49	7	0	0	0	0
April 2022	100	100	100	93	46	7	0	0	0	0
April 2023	100	100	100	88	44	7	0	0	0	0
April 2024	100	100	100	83	41	7	0	0	0	0
April 2025	100	100	100	77	38	7	0	0	0	0
April 2026	100	100	100	71	35	7	0	0	0	0
April 2027	100	100	89	62	29	4	0	0	0	0
April 2028	100	100	77	52	22	*	0	0	0	0
April 2029	100	100	65	43	16	0	0	0	0	0
April 2030	100	86	54	33	10	0	0	0	0	0
April 2031	100	72	43	25	5	0	0	0	0	0
April 2032	100	57	32	17	*	0	0	0	0	0
April 2033	100	43	22	9	0	0	0	0	0	0
April 2034	100	30	13	2	0	0	0	0	0	0
April 2035	100	17	4	0	0	0	0	0	0	0
April 2036	100	5	0	0	0	0	0	0	0	0
April 2037	100	0	0	0	0	0	0	0	0	0
April 2038	100	0	0	0	0	0	0	0	0	0
April 2039	100	0	0	0	0	0	0	0	0	0
April 2040	100	0	0	0	0	0	0	0	0	0
April 2041	43	0	0	0	0	0	0	0	0	0
April 2042	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	28.9	20.6	18.5	16.1	8.8	3.1	1.1	0.3	0.1	0.1

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

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

Date	UB Class PSA Prepayment Assumption 0%	100%	125%	145%	175%	205%	250%	500%	800%	1200%
Initial Percent	100	100	100	100	100	100	100	100	100	100
April 2013	100	100	100	100	100	100	100	0	0	0
April 2014	100	100	100	100	100	100	100	0	0	0
April 2015	100	100	100	100	100	100	0	0	0	0
April 2016	100	100	100	100	100	100	0	0	0	0
April 2017	100	100	100	100	100	100	0	0	0	0
April 2018	100	100	100	100	100	100	0	0	0	0
April 2019	100	100	100	100	100	100	0	0	0	0
April 2020	100	100	100	100	100	100	0	0	0	0
April 2021	100	100	100	100	100	100	0	0	0	0
April 2022	100	100	100	100	100	100	0	0	0	0
April 2023	100	100	100	100	100	100	0	0	0	0
April 2024	100	100	100	100	100	100	0	0	0	0
April 2025	100	100	100	100	100	100	0	0	0	0
April 2026	100	100	100	100	100	100	0	0	0	0
April 2027	100	100	100	100	100	100	0	0	0	0
April 2028	100	100	100	100	100	100	0	0	0	0
April 2029	100	100	100	100	100	77	0	0	0	0
April 2030	100	100	100	100	100	52	0	0	0	0
April 2031	100	100	100	100	100	30	0	0	0	0
April 2032	100	100	100	100	100	9	0	0	0	0
April 2033	100	100	100	100	65	0	0	0	0	0
April 2034	100	100	100	100	32	0	0	0	0	0
April 2035	100	100	100	68	3	0	0	0	0	0
April 2036	100	100	65	22	0	0	0	0	0	0
April 2037	100	50	5	0	0	0	0	0	0	0
April 2038	100	0	0	0	0	0	0	0	0	0
April 2039	100	0	0	0	0	0	0	0	0	0
April 2040	100	0	0	0	0	0	0	0	0	0
April 2041	100	0	0	0	0	0	0	0	0	0
April 2042	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	29.8	25.0	24.3	23.4	21.5	18.2	2.6	0.6	0.3	0.2

Date	UC Class PSA Prepayment Assumption 0%	100%	125%	145%	175%	205%	250%	500%	800%	1200%
Initial Percent	100	100	100	100	100	100	100	100	100	100
April 2013	100	100	100	100	100	100	100	0	0	0
April 2014	100	100	100	100	100	100	100	0	0	0
April 2015	100	100	100	100	100	100	50	0	0	0
April 2016	100	100	100	100	100	100	0	0	0	0
April 2017	100	100	100	100	100	100	0	0	0	0
April 2018	100	100	100	100	100	100	0	0	0	0
April 2019	100	100	100	100	100	100	0	0	0	0
April 2020	100	100	100	100	100	100	0	0	0	0
April 2021	100	100	100	100	100	100	0	0	0	0
April 2022	100	100	100	100	100	100	0	0	0	0
April 2023	100	100	100	100	100	100	0	0	0	0
April 2024	100	100	100	100	100	100	0	0	0	0
April 2025	100	100	100	100	100	100	0	0	0	0
April 2026	100	100	100	100	100	100	0	0	0	0
April 2027	100	100	100	100	100	100	0	0	0	0
April 2028	100	100	100	100	100	100	0	0	0	0
April 2029	100	100	100	100	100	100	0	0	0	0
April 2030	100	100	100	100	100	100	0	0	0	0
April 2031	100	100	100	100	100	100	0	0	0	0
April 2032	100	100	100	100	100	100	0	0	0	0
April 2033	100	100	100	100	100	85	0	0	0	0
April 2034	100	100	100	100	100	59	0	0	0	0
April 2035	100	100	100	100	100	35	0	0	0	0
April 2036	100	100	100	100	62	14	0	0	0	0
April 2037	100	100	100	66	23	0	0	0	0	0
April 2038	100	39	15	2	0	0	0	0	0	0
April 2039	100	0	0	0	0	0	0	0	0	0
April 2040	100	0	0	0	0	0	0	0	0	0
April 2041	100	0	0	0	0	0	0	0	0	0
April 2042	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	29.9	26.0	25.7	25.3	24.3	22.5	3.0	0.6	0.3	0.2

Date	UD Class PSA Prepayment Assumption 0%	100%	125%	145%	175%	205%	250%	500%	800%	1200%
Initial Percent	100	100	100	100	100	100	100	100	100	100
April 2013	100	100	100	100	100	100	100	0	0	0
April 2014	100	100	100	100	100	100	100	0	0	0
April 2015	100	100	100	100	100	100	100	0	0	0
April 2016	100	100	100	100	100	100	0	0	0	0
April 2017	100	100	100	100	100	100	0	0	0	0
April 2018	100	100	100	100	100	100	0	0	0	0
April 2019	100	100	100	100	100	100	0	0	0	0
April 2020	100	100	100	100	100	100	0	0	0	0
April 2021	100	100	100	100	100	100	0	0	0	0
April 2022	100	100	100	100	100	100	0	0	0	0
April 2023	100	100	100	100	100	100	0	0	0	0
April 2024	100	100	100	100	100	100	0	0	0	0
April 2025	100	100	100	100	100	100	0	0	0	0
April 2026	100	100	100	100	100	100	0	0	0	0
April 2027	100	100	100	100	100	100	0	0	0	0
April 2028	100	100	100	100	100	100	0	0	0	0
April 2029	100	100	100	100	100	100	0	0	0	0
April 2030	100	100	100	100	100	100	0	0	0	0
April 2031	100	100	100	100	100	100	0	0	0	0
April 2032	100	100	100	100	100	100	0	0	0	0
April 2033	100	100	100	100	100	100	0	0	0	0
April 2034	100	100	100	100	100	100	0	0	0	0
April 2035	100	100	100	100	100	100	0	0	0	0
April 2036	100	100	100	100	100	100	0	0	0	0
April 2037	100	100	100	100	100	86	0	0	0	0
April 2038	100	100	100	100	57	25	0	0	0	0
April 2039	100	0	0	0	0	0	0	0	0	0
April 2040	100	0	0	0	0	0	0	0	0	0
April 2041	100	0	0	0	0	0	0	0	0	0
April 2042	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	30.0	26.6	26.5	26.4	26.1	25.6	3.3	0.7	0.3	0.2

Date	FB, SA†, IB†, FA and SB† Classes PSA Prepayment Assumption 0%	100%	125%	145%	175%	205%	250%	500%	800%	1200%
Initial Percent	100	100	100	100	100	100	100	100	100	100
April 2013	99	92	91	90	88	86	83	69	51	28
April 2014	98	85	82	80	77	74	69	47	26	8
April 2015	97	78	74	72	67	63	58	32	13	2
April 2016	95	72	67	64	59	54	48	22	7	1
April 2017	94	66	61	57	51	47	40	15	3	*
April 2018	93	60	55	51	45	40	33	10	2	*
April 2019	91	55	49	45	39	34	27	7	1	*
April 2020	89	50	44	40	34	29	22	5	*	*
April 2021	88	45	39	35	29	24	18	3	*	*
April 2022	86	41	35	31	25	21	15	2	*	*
April 2023	84	37	31	27	22	17	12	1	*	*
April 2024	82	33	27	23	19	14	10	1	*	*
April 2025	79	30	24	20	16	12	8	1	*	*
April 2026	77	27	21	18	13	10	6	*	*	*
April 2027	74	23	18	15	11	8	5	*	*	0
April 2028	71	21	16	13	9	7	4	*	*	0
April 2029	68	18	14	11	8	6	3	*	*	0
April 2030	65	15	12	9	6	4	3	*	*	0
April 2031	61	13	10	8	5	3	2	*	*	0
April 2032	57	11	8	6	4	3	1	*	*	0
April 2033	53	9	6	5	3	2	1	*	*	0
April 2034	49	7	5	4	2	2	1	*	*	0
April 2035	44	5	4	3	2	1	1	*	*	0
April 2036	39	4	2	2	1	1	*	*	*	0
April 2037	34	2	1	1	1	*	*	*	0	0
April 2038	28	1	*	*	*	*	*	*	0	0
April 2039	22	0	0	0	0	0	0	0	0	0
April 2040	15	0	0	0	0	0	0	0	0	0
April 2041	8	0	0	0	0	0	0	0	0	0
April 2042	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	19.9	9.5	8.5	7.8	6.9	6.1	5.2	2.7	1.5	0.8

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

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

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

CA, FC, SC†, CB, CD, CG and CH Classes

Date	PSA Prepayment Assumption							
	0%	100%	125%	160%	250%	500%	800%	1200%
Initial Percent	100	100	100	100	100	100	100	100
April 2013	98	94	93	93	93	93	93	85
April 2014	95	85	83	83	83	77	56	31
April 2015	92	75	71	71	71	50	24	2
April 2016	90	65	60	60	60	32	8	0
April 2017	86	56	50	50	50	19	0	0
April 2018	83	47	41	41	41	10	0	0
April 2019	80	38	33	33	33	4	0	0
April 2020	76	30	26	26	26	0	0	0
April 2021	72	23	20	20	20	0	0	0
April 2022	68	15	15	15	15	0	0	0
April 2023	64	11	11	11	11	0	0	0
April 2024	59	7	7	7	7	0	0	0
April 2025	54	4	4	4	4	0	0	0
April 2026	49	2	2	2	2	0	0	0
April 2027	44	0	0	0	0	0	0	0
April 2028	38	0	0	0	0	0	0	0
April 2029	32	0	0	0	0	0	0	0
April 2030	25	0	0	0	0	0	0	0
April 2031	18	0	0	0	0	0	0	0
April 2032	10	0	0	0	0	0	0	0
April 2033	2	0	0	0	0	0	0	0
April 2034	0	0	0	0	0	0	0	0
April 2035	0	0	0	0	0	0	0	0
April 2036	0	0	0	0	0	0	0	0
April 2037	0	0	0	0	0	0	0	0
April 2038	0	0	0	0	0	0	0	0
April 2039	0	0	0	0	0	0	0	0
April 2040	0	0	0	0	0	0	0	0
April 2041	0	0	0	0	0	0	0	0
April 2042	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	12.9	6.0	5.7	5.7	5.7	3.4	2.3	1.7

CE Class

Date	PSA Prepayment Assumption							
	0%	100%	125%	160%	250%	500%	800%	1200%
Initial Percent	100	100	100	100	100	100	100	100
April 2013	100	100	100	100	100	100	100	100
April 2014	100	100	100	100	100	100	100	100
April 2015	100	100	100	100	100	100	100	100
April 2016	100	100	100	100	100	100	100	33
April 2017	100	100	100	100	100	100	94	9
April 2018	100	100	100	100	100	100	48	2
April 2019	100	100	100	100	100	100	24	1
April 2020	100	100	100	100	100	97	12	*
April 2021	100	100	100	100	100	66	6	*
April 2022	100	100	100	100	100	45	3	*
April 2023	100	100	100	100	100	31	2	*
April 2024	100	100	100	100	100	21	1	*
April 2025	100	100	100	100	100	14	*	*
April 2026	100	100	100	100	100	9	*	*
April 2027	100	96	96	96	96	6	*	*
April 2028	100	77	77	77	77	4	*	*
April 2029	100	62	62	62	62	3	*	*
April 2030	100	50	50	50	50	2	*	0
April 2031	100	39	39	39	39	1	*	0
April 2032	100	31	31	31	31	1	*	0
April 2033	100	24	24	24	24	*	*	0
April 2034	33	18	18	18	18	*	*	0
April 2035	14	14	14	14	14	*	*	0
April 2036	10	10	10	10	10	*	*	0
April 2037	7	7	7	7	7	*	*	0
April 2038	5	5	5	5	5	*	*	0
April 2039	3	3	3	3	3	*	*	0
April 2040	1	1	1	1	1	*	*	0
April 2041	*	*	*	*	*	*	0	0
April 2042	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	22.3	18.9	18.9	18.9	18.9	10.5	6.4	3.9

CZ Class

Date	PSA Prepayment Assumption							
	0%	100%	125%	160%	250%	500%	800%	1200%
Initial Percent	100	100	100	100	100	100	100	100
April 2013	105	105	103	99	87	54	15	0
April 2014	109	109	108	95	62	0	0	0
April 2015	114	114	113	91	37	0	0	0
April 2016	120	120	118	89	20	0	0	0
April 2017	125	125	122	87	9	0	0	0
April 2018	131	131	125	86	3	0	0	0
April 2019	137	137	127	86	*	0	0	0
April 2020	143	143	127	85	*	0	0	0
April 2021	150	150	126	83	*	0	0	0
April 2022	157	157	122	79	*	0	0	0
April 2023	164	154	117	75	*	0	0	0
April 2024	171	147	111	70	*	0	0	0
April 2025	179	139	104	65	*	0	0	0
April 2026	188	131	97	59	*	0	0	0
April 2027	196	121	89	54	*	0	0	0
April 2028	205	112	81	48	*	0	0	0
April 2029	215	102	73	43	*	0	0	0
April 2030	224	92	65	37	*	0	0	0
April 2031	235	83	58	33	*	0	0	0
April 2032	246	73	50	28	*	0	0	0
April 2033	257	64	43	24	*	0	0	0
April 2034	269	55	37	20	*	0	0	0
April 2035	249	46	31	16	*	0	0	0
April 2036	221	38	25	13	*	0	0	0
April 2037	191	30	19	10	*	0	0	0
April 2038	159	22	14	7	*	0	0	0
April 2039	123	15	10	5	*	0	0	0
April 2040	85	9	5	3	*	0	0	0
April 2041	44	3	2	1	*	0	0	0
April 2042	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	26.5	19.6	18.6	15.4	2.7	1.0	0.7	0.5

AB Class

Date	PSA Prepayment Assumption					
	0%	100%	225%	500%	900%	1300%
Initial Percent	100	100	100	100	100	100
April 2013	97	75	50	0	0	0
April 2014	95	51	8	0	0	0
April 2015	92	29	0	0	0	0
April 2016	89	8	0	0	0	0
April 2017	85	0	0	0	0	0
April 2018	81	0	0	0	0	0
April 2019	77	0	0	0	0	0
April 2020	72	0	0	0	0	0
April 2021	67	0	0	0	0	0
April 2022	62	0	0	0	0	0
April 2023	56	0	0	0	0	0
April 2024	50	0	0	0	0	0
April 2025	43	0	0	0	0	0
April 2026	35	0	0	0	0	0
April 2027	27	0	0	0	0	0
April 2028	18	0	0	0	0	0
April 2029	8	0	0	0	0	0
April 2030	0	0	0	0	0	0
April 2031	0	0	0	0	0	0
April 2032	0	0	0	0	0	0
April 2033	0	0	0	0	0	0
April 2034	0	0	0	0	0	0
April 2035	0	0	0	0	0	0
April 2036	0	0	0	0	0	0
April 2037	0	0	0	0	0	0
April 2038	0	0	0	0	0	0
April 2039	0	0	0	0	0	0
April 2040	0	0	0	0	0	0
April 2041	0	0	0	0	0	0
April 2042	0	0	0	0	0	0
Weighted Average Life (years)**	11.1	2.1	1.1	0.5	0.2	0.1

BA Class

Date	PSA Prepayment Assumption					
	0%	100%	225%	500%	900%	1300%
Initial Percent	100	100	100	100	100	100
April 2013	100	100	100	98	65	31
April 2014	100	100	100	68	29	7
April 2015	100	100	88	46	13	1
April 2016	100	100	74	32	6	*
April 2017	100	95	63	22	3	*
April 2018	100	87	53	15	1	*
April 2019	100	80	44	10	1	*
April 2020	100	73	37	7	*	*
April 2021	100	66	31	5	*	*
April 2022	100	60	26	3	*	*
April 2023	100	54	22	2	*	*
April 2024	100	48	18	1	*	*
April 2025	100	43	15	1	*	0
April 2026	100	38	12	1	*	0
April 2027	100	33	10	*	*	0
April 2028	100	29	8	*	*	0
April 2029	100	25	6	*	*	0
April 2030	99	21	5	*	*	0
April 2031	94	18	4	*	*	0
April 2032	89	14	3	*	*	0
April 2033	83	11	2	*	*	0
April 2034	76	8	1	*	*	0
April 2035	69	5	1	*	0	0
April 2036	62	2	*	*	0	0
April 2037	54	0	0	0	0	0
April 2038	45	0	0	0	0	0
April 2039	35	0	0	0	0	0
April 2040	24	0	0	0	0	0
April 2041	13	0	0	0	0	0
April 2042	0	0	0	0	0	0
Weighted Average Life (years)**	25.0	12.6	7.7	3.6	1.7	0.9

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

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

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

Date	LF and LS Classes PSA Prepayment Assumption					
	0%	100%	250%	500%	900%	1400%
Initial Percent	100	100	100	100	100	100
April 2013	100	100	100	100	0	0
April 2014	100	100	100	69	0	0
April 2015	100	100	100	47	0	0
April 2016	100	100	100	32	0	0
April 2017	100	100	100	22	0	0
April 2018	100	100	100	15	0	0
April 2019	100	100	100	10	0	0
April 2020	100	100	100	7	0	0
April 2021	100	100	90	5	0	0
April 2022	100	100	74	3	0	0
April 2023	100	98	60	2	0	0
April 2024	100	59	49	1	0	0
April 2025	100	39	39	1	0	0
April 2026	100	31	31	1	0	0
April 2027	100	25	25	*	0	0
April 2028	100	19	19	*	0	0
April 2029	100	15	15	*	0	0
April 2030	100	11	11	*	0	0
April 2031	100	9	9	*	0	0
April 2032	100	6	6	*	0	0
April 2033	81	5	5	*	0	0
April 2034	22	3	3	*	0	0
April 2035	2	2	2	*	0	0
April 2036	1	1	1	*	0	0
April 2037	1	1	1	*	0	0
April 2038	*	*	*	0	0	0
April 2039	*	*	*	0	0	0
April 2040	0	0	0	0	0	0
April 2041	0	0	0	0	0	0
April 2042	0	0	0	0	0	0
Weighted Average Life (years)**	21.6	13.7	13.0	3.7	0.4	0.2

Date	KL, KB, KC, KD and KI† Classes PSA Prepayment Assumption							DC and DI† Classes PSA Prepayment Assumption					
	0%	100%	150%	300%	600%	900%	1400%	0%	100%	200%	400%	800%	1200%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100
April 2013	96	93	92	89	83	77	66	96	89	83	72	51	29
April 2014	91	83	80	72	57	43	22	92	78	69	51	25	8
April 2015	86	73	68	55	34	18	3	87	68	56	36	12	2
April 2016	81	64	58	42	20	8	*	83	59	45	25	6	1
April 2017	76	55	48	32	12	3	*	77	50	36	17	3	*
April 2018	70	47	40	24	7	1	*	72	42	28	12	1	*
April 2019	64	39	32	17	4	1	*	66	34	22	8	1	*
April 2020	58	33	26	12	2	*	*	60	27	16	5	*	*
April 2021	51	26	20	9	1	*	*	53	20	11	3	*	*
April 2022	44	20	15	6	1	*	*	45	14	7	2	*	*
April 2023	36	15	11	4	*	*	0	38	9	4	1	*	*
April 2024	28	10	7	2	*	*	0	29	3	2	*	*	*
April 2025	19	5	3	1	*	*	0	20	0	0	0	0	0
April 2026	10	1	*	*	*	*	0	10	0	0	0	0	0
April 2027	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	8.6	6.2	5.5	4.2	2.7	2.0	1.4	8.8	5.4	4.3	2.8	1.5	0.8

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

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

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

	AD and AC Classes					
	PSA Prepayment Assumption					
Date	0%	100%	200%	400%	800%	1200%
Initial Percent	100	100	100	100	100	100
April 2013	99	96	94	90	82	73
April 2014	98	90	84	72	51	32
April 2015	96	83	73	54	26	9
April 2016	95	77	63	40	13	2
April 2017	94	71	54	30	7	1
April 2018	92	65	46	22	3	*
April 2019	90	59	40	16	2	*
April 2020	89	54	34	12	1	*
April 2021	87	50	29	9	*	*
April 2022	85	45	25	7	*	*
April 2023	83	41	21	5	*	*
April 2024	80	37	18	4	*	*
April 2025	78	34	15	3	*	*
April 2026	75	30	13	2	*	*
April 2027	73	27	11	1	*	*
April 2028	70	24	9	1	*	0
April 2029	66	22	7	1	*	0
April 2030	63	19	6	1	*	0
April 2031	59	17	5	*	*	0
April 2032	56	15	4	*	*	0
April 2033	52	12	3	*	*	0
April 2034	47	11	3	*	*	0
April 2035	43	9	2	*	*	0
April 2036	38	7	2	*	*	0
April 2037	32	6	1	*	*	0
April 2038	27	4	1	*	*	0
April 2039	21	3	1	*	0	0
April 2040	14	2	*	*	0	0
April 2041	7	1	*	*	0	0
April 2042	0	0	0	0	0	0
Weighted Average Life (years)**	19.6	10.6	7.2	4.2	2.4	1.7

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

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

Characteristics of the Residual Classes

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

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

CERTAIN ADDITIONAL FEDERAL INCOME TAX CONSEQUENCES

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

U.S. Treasury Circular 230 Notice

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

REMIC Elections and Special Tax Attributes

We will make a REMIC election with respect to each REMIC set forth in the table under "Description of the Certificates—General—*Structure*." The Regular Classes will be designated as "regular interests" and the Residual Classes will be designated as the "residual interests" in the REMICs as set forth in that table. Thus, the 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 Class will be issued with original issue discount ("OID"), and certain other Classes of REMIC Certificates may be issued with OID. If a Class is issued with OID, a beneficial owner of a Certificate of that Class generally must recognize some taxable income in advance of the receipt of the cash attributable to that income. See "Material Federal Income Tax Consequences—Taxation of Beneficial Owners of Regular Certificates—*Treatment of Original Issue Discount*" in the REMIC Prospectus. In addition, the BA and LS Classes will be treated as having been issued at a premium, and certain other Classes of REMIC Certificates may be treated as having been issued at a premium. See "Material Federal Income Tax Consequences—Taxation of Beneficial Owners of Regular Certificates—*Regular Certificates Purchased at a Premium*" in the REMIC Prospectus.

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

Group	Prepayment Assumption
1	175% PSA
2	160% PSA
3	225% PSA
4	250% PSA
5	150% PSA
6	200% PSA
7	200% PSA

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

Taxation of Beneficial Owners of Residual Certificates

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

Taxation of Beneficial Owners of RCR Certificates

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

Generally, the ownership interest represented by an RCR certificate will be one of two types. A certificate of a Combination RCR Class (a "Combination RCR Certificate") will represent beneficial ownership of undivided interests in one or more underlying Regular Certificates. A certificate of a Strip RCR Class (a "Strip RCR Certificate") will represent the right to receive a disproportionate part of the principal or interest payments on one or more underlying Regular Certificates. The FA, SB, CB, CD, CG and CH Classes of RCR Certificates are Combination RCR Certificates. The remaining Classes of RCR Certificates are Strip RCR Certificates. See "Material Federal Income Tax Consequences—Taxation of Beneficial Owners of RCR Certificates" in the REMIC Prospectus for a general discussion of the federal income tax treatment of beneficial owners of RCR Certificates.

PLAN OF DISTRIBUTION

We are obligated to deliver the Certificates to Barclays Capital Inc. (the "Dealer") in exchange for the Trust MBS and the Group 4 Underlying REMIC Certificates. The Dealer proposes to offer the Certificates directly to the public from time to time in negotiated transactions at varying prices to be determined at the time of sale. The Dealer may effect these transactions to or through other dealers.

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 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 Principal Balance of Class	April 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)
2011-90	FN(2)	August 2011	3136A03X3	(3)	FLT	January 2041	SC/PT	$26,932,308	1.00000000	$26,932,308.00	5.385%	323	28
2011-90	SN(2)	August 2011	3136A03Y1	(3)	INV	January 2041	SC/PT	11,969,915	1.00000000	11,969,915.00	5.385	323	28

(1) See "Description of the Certificates—The Certificates—*Class Definitions and Abbreviations*" in the REMIC Prospectus.
(2) The Group 4 Underlying REMIC Certificates are backed by the Fannie Mae REMIC Certificate listed below having the following characteristics:

Class	Interest Type	Principal Type
2011-3-AC*	FIX	SC/SUP

* The Class 2011-3-AC REMIC Certificate is in turn backed by the Class 2010-152-AP REMIC Certificate, which has an Interest Type of "FIX" and a Principal Type of "PAC/AD."

(3) These classes bear interest as described in the Underlying REMIC Disclosure Document.

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 Recombinations(1)

REMIC Certificates		RCR Certificates						
Classes	Original Balances	RCR Classes	Original Balances	Principal Type(2)	Interest Rate	Interest Type(2)	CUSIP Number	Final Distribution Date
Recombination 1								
FB	$ 48,000,000	FA	$ 48,000,000	PT	(3)	FLT	3136A5K70	May 2042
IB	48,000,000(4)							
Recombination 2								
SA	48,000,000(4)	SB	48,000,000(4)	NTL	(3)	INV/IO	3136A5K88	May 2042
IB	48,000,000(4)							
Recombination 3								
CA	98,407,000	CB	103,586,316	PAC/AD	2.25%	FIX	3136A5K96	April 2041
FC	5,179,316							
SC	5,179,316(4)							
Recombination 4								
CA	98,407,000	CD	109,341,112	PAC/AD	2.50	FIX	3136A5L20	April 2041
FC	10,934,112							
SC	10,934,112(4)							
Recombination 5								
CA	98,407,000	CG	115,772,942	PAC/AD	2.75	FIX	3136A5L38	April 2041
FC	17,365,942							
SC	17,365,942(4)							
Recombination 6								
CA	98,407,000	CH	123,008,751	PAC/AD	3.00	FIX	3136A5L46	April 2041
FC	24,601,751							
SC	24,601,751(4)							
Recombination 7								
KL	203,400,416	KB	203,400,416	PT	1.75	FIX	3136A5L53	May 2027
		KI	101,700,208(4)	NTL	3.50	FIX/IO	3136A5L87	May 2027
Recombination 8								
KL	203,400,416	KC	203,400,416	PT	2.00	FIX	3136A5L61	May 2027
		KI	87,171,607(4)	NTL	3.50	FIX/IO	3136A5L87	May 2027

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 9								
KL	$203,400,416	KD	$203,400,416	PT	2.25%	FIX	3136A5L79	May 2027
		KI	72,643,006(4)	NTL	3.50	FIX/IO	3136A5L87	May 2027

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

(2) See "Description of the Certificates—The Certificates—*Class Definitions and Abbreviations*" in the REMIC Prospectus.

(3) For a description of these interest rates, see "Summary—Interest Rates" in this prospectus supplement.

(4) Notional balances. These Classes are Interest Only Classes. See page S-7 for a description of how their notional balances are calculated.

Principal Balance Schedules

Aggregate Group I Planned Balances

Distribution Date	Planned Balance
Initial Balance	$93,684,000.00
May 2012	92,731,518.77
June 2012	91,782,262.61
July 2012	90,836,256.61
August 2012	89,896,805.91
September 2012	88,963,867.03
October 2012	88,037,396.80
November 2012	87,117,352.31
December 2012	86,203,690.95
January 2013	85,296,370.36
February 2013	84,395,348.50
March 2013	83,500,583.55
April 2013	82,612,034.02
May 2013	81,729,658.64
June 2013	80,853,416.44
July 2013	79,983,266.72
August 2013	79,119,169.02
September 2013	78,261,083.18
October 2013	77,408,969.27
November 2013	76,562,787.63
December 2013	75,722,498.88
January 2014	74,888,063.86
February 2014	74,059,443.70
March 2014	73,236,599.77
April 2014	72,419,493.69
May 2014	71,608,087.34
June 2014	70,802,342.83
July 2014	70,002,222.53
August 2014	69,207,689.08
September 2014	68,418,705.31
October 2014	67,635,234.35
November 2014	66,857,239.53
December 2014	66,084,684.43
January 2015	65,317,532.89
February 2015	64,555,748.95
March 2015	63,799,296.92
April 2015	63,048,141.32
May 2015	62,302,246.91
June 2015	61,561,578.68
July 2015	60,826,101.85
August 2015	60,095,781.86
September 2015	59,370,584.39
October 2015	58,650,475.34
November 2015	57,935,420.82
December 2015	57,225,387.17
January 2016	56,520,340.97
February 2016	55,820,248.98
March 2016	55,125,078.20
April 2016	54,434,795.85
May 2016	53,749,369.37
June 2016	53,068,766.37
July 2016	52,392,954.73
August 2016	51,721,902.51
September 2016	51,055,577.96
October 2016	50,393,949.59
November 2016	49,736,986.06
December 2016	49,084,656.28
January 2017	48,436,929.34

Distribution Date	Planned Balance
February 2017	$47,793,774.53
March 2017	47,155,161.35
April 2017	46,521,059.50
May 2017	45,891,438.87
June 2017	45,266,269.56
July 2017	44,645,521.86
August 2017	44,029,166.25
September 2017	43,417,173.40
October 2017	42,809,514.18
November 2017	42,206,159.66
December 2017	41,607,081.08
January 2018	41,012,249.87
February 2018	40,421,637.67
March 2018	39,835,216.28
April 2018	39,252,957.69
May 2018	38,674,834.08
June 2018	38,100,817.82
July 2018	37,530,881.44
August 2018	36,964,997.67
September 2018	36,403,139.40
October 2018	35,845,279.71
November 2018	35,291,391.85
December 2018	34,741,449.26
January 2019	34,195,425.53
February 2019	33,653,294.45
March 2019	33,117,045.68
April 2019	32,588,793.55
May 2019	32,068,423.17
June 2019	31,555,821.22
July 2019	31,050,876.00
August 2019	30,553,477.39
September 2019	30,063,516.80
October 2019	29,580,887.16
November 2019	29,105,482.93
December 2019	28,637,200.04
January 2020	28,175,935.89
February 2020	27,721,589.31
March 2020	27,274,060.58
April 2020	26,833,251.36
May 2020	26,399,064.70
June 2020	25,971,405.03
July 2020	25,550,178.11
August 2020	25,135,291.03
September 2020	24,726,652.21
October 2020	24,324,171.33
November 2020	23,927,759.35
December 2020	23,537,328.52
January 2021	23,152,792.28
February 2021	22,774,065.33
March 2021	22,401,063.55
April 2021	22,033,704.01
May 2021	21,671,904.95
June 2021	21,315,585.79
July 2021	20,964,667.06
August 2021	20,619,070.43
September 2021	20,278,718.65
October 2021	19,943,535.59
November 2021	19,613,446.19

Distribution Date	Planned Balance
December 2021	$19,288,376.45
January 2022	18,968,253.41
February 2022	18,653,005.16
March 2022	18,342,560.78
April 2022	18,036,850.37
May 2022	17,735,805.03
June 2022	17,439,356.83
July 2022	17,147,438.78
August 2022	16,859,984.87
September 2022	16,576,930.01
October 2022	16,298,210.04
November 2022	16,023,761.69
December 2022	15,753,522.62
January 2023	15,487,431.35
February 2023	15,225,427.27
March 2023	14,967,450.66
April 2023	14,713,442.61
May 2023	14,463,345.07
June 2023	14,217,100.82
July 2023	13,974,653.42
August 2023	13,735,947.28
September 2023	13,500,927.56
October 2023	13,269,540.22
November 2023	13,041,731.97
December 2023	12,817,450.31
January 2024	12,596,643.47
February 2024	12,379,260.40
March 2024	12,165,250.80
April 2024	11,954,565.08
May 2024	11,747,154.35
June 2024	11,542,970.44
July 2024	11,341,965.83
August 2024	11,144,093.71
September 2024	10,949,307.91
October 2024	10,757,562.95
November 2024	10,568,813.98
December 2024	10,383,016.78
January 2025	10,200,127.79
February 2025	10,020,104.04
March 2025	9,842,903.20
April 2025	9,668,483.54
May 2025	9,496,803.92
June 2025	9,327,823.78
July 2025	9,161,503.16
August 2025	8,997,802.66
September 2025	8,836,683.44
October 2025	8,678,107.24
November 2025	8,522,036.31
December 2025	8,368,433.48
January 2026	8,217,262.07
February 2026	8,068,485.98
March 2026	7,922,069.57
April 2026	7,777,977.76
May 2026	7,636,175.93
June 2026	7,496,630.00
July 2026	7,359,306.35
August 2026	7,224,171.85
September 2026	7,091,193.84

Aggregate Group I (Continued)

Distribution Date	Planned Balance	Distribution Date	Planned Balance	Distribution Date	Planned Balance
October 2026	$ 6,960,340.15	January 2031	$ 2,477,593.44	April 2035	$ 616,287.29
November 2026	6,831,579.06	February 2031	2,422,530.77	May 2035	594,550.07
December 2026	6,704,879.29	March 2031	2,368,412.46	June 2035	573,231.25
January 2027	6,580,210.03	April 2031	2,315,223.91	July 2035	552,324.01
February 2027	6,457,540.92	May 2031	2,262,950.72	August 2035	531,821.66
March 2027	6,336,842.02	June 2031	2,211,578.71	September 2035	511,717.58
April 2027	6,218,083.81	July 2031	2,161,093.88	October 2035	492,005.28
May 2027	6,101,237.24	August 2031	2,111,482.48	November 2035	472,678.34
June 2027	5,986,273.63	September 2031	2,062,730.92	December 2035	453,730.45
July 2027	5,873,164.75	October 2031	2,014,825.85	January 2036	435,155.40
August 2027	5,761,882.74	November 2031	1,967,754.08	February 2036	416,947.07
September 2027	5,652,400.18	December 2031	1,921,502.63	March 2036	399,099.43
October 2027	5,544,690.03	January 2032	1,876,058.72	April 2036	381,606.54
November 2027	5,438,725.62	February 2032	1,831,409.75	May 2036	364,462.56
December 2027	5,334,480.71	March 2032	1,787,543.30	June 2036	347,661.72
January 2028	5,231,929.39	April 2032	1,744,447.14	July 2036	331,198.36
February 2028	5,131,046.16	May 2032	1,702,109.21	August 2036	315,066.89
March 2028	5,031,805.87	June 2032	1,660,517.65	September 2036	299,261.82
April 2028	4,934,183.75	July 2032	1,619,660.76	October 2036	283,777.72
May 2028	4,838,155.36	August 2032	1,579,527.01	November 2036	268,609.26
June 2028	4,743,696.65	September 2032	1,540,105.06	December 2036	253,751.19
July 2028	4,650,783.89	October 2032	1,501,383.70	January 2037	239,198.34
August 2028	4,559,393.71	November 2032	1,463,351.93	February 2037	224,945.62
September 2028	4,469,503.07	December 2032	1,425,998.88	March 2037	210,988.00
October 2028	4,381,089.26	January 2033	1,389,313.85	April 2037	197,320.56
November 2028	4,294,129.90	February 2033	1,353,286.32	May 2037	183,938.42
December 2028	4,208,602.96	March 2033	1,317,905.90	June 2037	170,836.81
January 2029	4,124,486.70	April 2033	1,283,162.35	July 2037	158,010.99
February 2029	4,041,759.70	May 2033	1,249,045.61	August 2037	145,456.33
March 2029	3,960,400.85	June 2033	1,215,545.75	September 2037	133,168.27
April 2029	3,880,389.37	July 2033	1,182,652.99	October 2037	121,142.28
May 2029	3,801,704.76	August 2033	1,150,357.69	November 2037	109,373.96
June 2029	3,724,326.81	September 2033	1,118,650.37	December 2037	97,858.91
July 2029	3,648,235.63	October 2033	1,087,521.68	January 2038	86,592.86
August 2029	3,573,411.60	November 2033	1,056,962.40	February 2038	75,571.57
September 2029	3,499,835.39	December 2033	1,026,963.47	March 2038	64,790.88
October 2029	3,427,487.96	January 2034	997,515.95	April 2038	54,246.67
November 2029	3,356,350.53	February 2034	968,611.04	May 2038	43,934.91
December 2029	3,286,404.61	March 2034	940,240.06	June 2038	33,851.64
January 2030	3,217,631.97	April 2034	912,394.47	July 2038	28,396.22
February 2030	3,150,014.65	May 2034	885,065.86	August 2038	23,061.07
March 2030	3,083,534.95	June 2034	858,245.93	September 2038	17,844.13
April 2030	3,018,175.44	July 2034	831,926.53	October 2038	12,743.38
May 2030	2,953,918.92	August 2034	806,099.61	November 2038	7,756.81
June 2030	2,890,748.45	September 2034	780,757.24	December 2038	2,882.48
July 2030	2,828,647.36	October 2034	755,891.63	January 2039	1,760.11
August 2030	2,767,599.20	November 2034	731,495.08	February 2039	662.95
September 2030	2,707,587.77	December 2034	707,560.03	March 2039 and thereafter	0.00
October 2030	2,648,597.09	January 2035	684,079.01		
November 2030	2,590,611.44	February 2035	661,044.69		
December 2030	2,533,615.31	March 2035	638,449.83		

Aggregate Group II Planned Balances

Distribution Date	Planned Balance	Distribution Date	Planned Balance	Distribution Date	Planned Balance
Initial Balance	$8,920,000.00	August 2012	$8,416,974.88	December 2012	$7,946,385.04
May 2012	8,791,695.45	September 2012	8,296,181.74	January 2013	7,833,900.88
June 2012	8,664,998.09	October 2012	8,177,501.74	February 2013	7,723,434.89
July 2012	8,539,905.48	November 2012	8,060,910.79	March 2013	7,614,963.95

Aggregate Group II (Continued)

Distribution Date	Planned Balance	Distribution Date	Planned Balance	Distribution Date	Planned Balance
April 2013	$7,508,465.08	October 2017	$4,130,558.60	April 2022	$2,417,066.74
May 2013	7,403,915.60	November 2017	4,103,003.98	May 2022	2,369,828.73
June 2013	7,301,292.99	December 2017	4,076,440.66	June 2022	2,322,325.58
July 2013	7,200,574.98	January 2018	4,050,855.67	July 2022	2,274,573.49
August 2013	7,101,739.53	February 2018	4,026,236.18	August 2022	2,226,588.22
September 2013	7,004,764.77	March 2018	4,002,569.49	September 2022	2,178,385.20
October 2013	6,909,629.08	April 2018	3,979,843.03	October 2022	2,129,979.50
November 2013	6,816,311.05	May 2018	3,958,044.37	November 2022	2,081,385.85
December 2013	6,724,789.46	June 2018	3,937,161.18	December 2022	2,032,618.60
January 2014	6,635,043.32	July 2018	3,917,181.29	January 2023	1,983,691.78
February 2014	6,547,051.83	August 2018	3,898,092.62	February 2023	1,934,619.12
March 2014	6,460,794.39	September 2018	3,879,883.26	March 2023	1,885,413.95
April 2014	6,376,250.62	October 2018	3,862,541.38	April 2023	1,836,089.36
May 2014	6,293,400.32	November 2018	3,846,055.30	May 2023	1,786,658.07
June 2014	6,212,223.51	December 2018	3,830,413.44	June 2023	1,737,132.51
July 2014	6,132,700.40	January 2019	3,815,604.36	July 2023	1,687,524.83
August 2014	6,054,811.37	February 2019	3,801,616.72	August 2023	1,637,846.83
September 2014	5,978,537.04	March 2019	3,786,423.59	September 2023	1,588,110.07
October 2014	5,903,858.16	April 2019	3,767,873.66	October 2023	1,538,325.79
November 2014	5,830,755.73	May 2019	3,746,045.13	November 2023	1,488,504.98
December 2014	5,759,210.92	June 2019	3,721,721.74	December 2023	1,438,658.33
January 2015	5,689,205.05	July 2019	3,696,271.96	January 2024	1,388,796.25
February 2015	5,620,719.68	August 2019	3,669,730.18	February 2024	1,338,928.93
March 2015	5,553,736.51	September 2019	3,642,130.13	March 2024	1,289,066.25
April 2015	5,488,237.43	October 2019	3,613,504.87	April 2024	1,239,217.87
May 2015	5,424,204.54	November 2019	3,583,886.75	May 2024	1,189,393.19
June 2015	5,361,620.08	December 2019	3,553,307.49	June 2024	1,139,601.34
July 2015	5,300,466.47	January 2020	3,521,798.16	July 2024	1,089,851.25
August 2015	5,240,726.35	February 2020	3,489,389.19	August 2024	1,040,151.58
September 2015	5,182,382.46	March 2020	3,456,110.39	September 2024	990,510.78
October 2015	5,125,417.77	April 2020	3,421,990.96	October 2024	940,937.06
November 2015	5,069,815.41	May 2020	3,387,059.50	November 2024	891,438.41
December 2015	5,015,558.65	June 2020	3,351,343.99	December 2024	842,022.62
January 2016	4,962,630.94	July 2020	3,314,871.86	January 2025	792,697.22
February 2016	4,911,015.93	August 2020	3,277,669.97	February 2025	743,469.59
March 2016	4,860,697.39	September 2020	3,239,764.57	March 2025	694,346.85
April 2016	4,811,659.26	October 2020	3,201,181.42	April 2025	645,335.93
May 2016	4,763,885.65	November 2020	3,161,945.73	May 2025	596,443.60
June 2016	4,717,360.85	December 2020	3,122,082.11	June 2025	547,676.39
July 2016	4,672,069.25	January 2021	3,081,614.74	July 2025	499,040.67
August 2016	4,627,995.45	February 2021	3,040,567.21	August 2025	450,542.59
September 2016	4,585,124.21	March 2021	2,998,962.66	September 2025	402,188.16
October 2016	4,543,440.39	April 2021	2,956,823.70	October 2025	353,983.17
November 2016	4,502,929.05	May 2021	2,914,172.48	November 2025	305,933.27
December 2016	4,463,575.37	June 2021	2,871,030.63	December 2025	258,043.89
January 2017	4,425,364.71	July 2021	2,827,419.35	January 2026	210,320.36
February 2017	4,388,282.56	August 2021	2,783,359.34	February 2026	162,767.77
March 2017	4,352,314.55	September 2021	2,738,870.91	March 2026	115,391.11
April 2017	4,317,446.48	October 2021	2,693,973.87	April 2026	68,195.17
May 2017	4,283,664.27	November 2021	2,648,687.60	May 2026	21,184.61
June 2017	4,250,954.00	December 2021	2,603,031.05	June 2026 and thereafter	0.00
July 2017	4,219,301.87	January 2022	2,557,022.78		
August 2017	4,188,694.23	February 2022	2,510,680.89		
September 2017	4,159,117.60	March 2022	2,464,023.10		

Aggregate Group III Planned Balances

Distribution Date	Planned Balance	Distribution Date	Planned Balance	Distribution Date	Planned Balance
Initial Balance	$215,003,000.00	April 2017	$117,407,197.13	April 2022	$ 47,499,559.18
May 2012	214,184,559.74	May 2017	115,865,919.44	May 2022	46,740,315.49
June 2012	213,404,070.14	June 2017	114,337,751.07	June 2022	45,992,410.28
July 2012	212,558,325.75	July 2017	112,822,585.54	July 2022	45,255,680.49
August 2012	211,647,769.68	August 2017	111,320,317.20	August 2022	44,529,965.37
September 2012	210,672,895.44	September 2017	109,830,841.25	September 2022	43,815,106.42
October 2012	209,634,246.59	October 2017	108,354,053.70	October 2022	43,110,947.36
November 2012	208,532,416.28	November 2017	106,889,851.42	November 2022	42,417,334.13
December 2012	207,368,046.82	December 2017	105,438,132.09	December 2022	41,734,114.82
January 2013	206,141,829.02	January 2018	103,998,794.20	January 2023	41,061,139.66
February 2013	204,854,501.64	February 2018	102,571,737.05	February 2023	40,398,261.00
March 2013	203,506,850.66	March 2018	101,156,860.74	March 2023	39,745,333.24
April 2013	202,108,068.68	April 2018	99,754,066.19	April 2023	39,102,212.87
May 2013	200,659,049.61	May 2018	98,363,255.06	May 2023	38,468,758.36
June 2013	199,160,468.58	June 2018	96,984,329.85	June 2023	37,844,830.20
July 2013	197,613,031.76	July 2018	95,617,193.80	July 2023	37,230,290.85
August 2013	196,017,475.74	August 2018	94,261,750.93	August 2023	36,625,004.68
September 2013	194,374,566.87	September 2018	92,917,906.03	September 2023	36,028,838.00
October 2013	192,685,100.61	October 2018	91,585,564.65	October 2023	35,441,658.99
November 2013	190,949,900.78	November 2018	90,264,633.08	November 2023	34,863,337.68
December 2013	189,169,818.84	December 2018	88,955,018.37	December 2023	34,293,745.96
January 2014	187,345,733.13	January 2019	87,656,628.31	January 2024	33,732,757.51
February 2014	185,478,548.03	February 2019	86,369,371.41	February 2024	33,180,247.79
March 2014	183,581,064.06	March 2019	85,093,156.94	March 2024	32,636,094.02
April 2014	181,653,975.25	April 2019	83,827,894.87	April 2024	32,100,175.16
May 2014	179,697,994.48	May 2019	82,573,495.88	May 2024	31,572,371.87
June 2014	177,713,852.78	June 2019	81,329,871.39	June 2024	31,052,566.51
July 2014	175,741,518.03	July 2019	80,096,933.52	July 2024	30,540,643.08
August 2014	173,780,905.15	August 2019	78,874,595.06	August 2024	30,036,487.24
September 2014	171,831,929.63	September 2019	77,662,769.54	September 2024	29,539,986.25
October 2014	169,894,507.46	October 2019	76,461,371.15	October 2024	29,051,028.97
November 2014	167,968,555.16	November 2019	75,273,356.12	November 2024	28,569,505.84
December 2014	166,053,989.77	December 2019	74,102,813.90	December 2024	28,095,308.83
January 2015	164,150,728.84	January 2020	72,949,495.51	January 2025	27,628,331.46
February 2015	162,258,690.44	February 2020	71,813,155.41	February 2025	27,168,468.74
March 2015	160,377,793.15	March 2020	70,693,551.52	March 2025	26,715,617.18
April 2015	158,507,956.04	April 2020	69,590,445.15	April 2025	26,269,674.73
May 2015	156,649,098.70	May 2020	68,503,600.91	May 2025	25,830,540.82
June 2015	154,801,141.21	June 2020	67,432,786.76	June 2025	25,398,116.27
July 2015	152,964,004.14	July 2020	66,377,773.85	July 2025	24,972,303.34
August 2015	151,137,608.57	August 2020	65,338,336.56	August 2025	24,553,005.64
September 2015	149,321,876.04	September 2020	64,314,252.43	September 2025	24,140,128.18
October 2015	147,516,728.61	October 2020	63,305,302.10	October 2025	23,733,577.28
November 2015	145,722,088.80	November 2020	62,311,269.29	November 2025	23,333,260.62
December 2015	143,940,803.38	December 2020	61,331,940.75	December 2025	22,939,087.17
January 2016	142,174,574.21	January 2021	60,367,106.21	January 2026	22,550,967.21
February 2016	140,423,279.31	February 2021	59,416,558.34	February 2026	22,168,812.28
March 2016	138,686,797.65	March 2021	58,480,092.73	March 2026	21,792,535.16
April 2016	136,965,009.18	April 2021	57,557,507.82	April 2026	21,422,049.91
May 2016	135,257,794.80	May 2021	56,648,604.89	May 2026	21,057,271.77
June 2016	133,565,036.35	June 2021	55,753,187.99	June 2026	20,698,117.21
July 2016	131,886,616.62	July 2021	54,871,063.92	July 2026	20,344,503.88
August 2016	130,222,419.34	August 2021	54,002,042.20	August 2026	19,996,350.59
September 2016	128,572,329.14	September 2021	53,145,935.01	September 2026	19,653,577.31
October 2016	126,936,231.58	October 2021	52,302,557.16	October 2026	19,316,105.16
November 2016	125,314,013.14	November 2021	51,471,726.09	November 2026	18,983,856.37
December 2016	123,705,561.20	December 2021	50,653,261.76	December 2026	18,656,754.28
January 2017	122,110,764.03	January 2022	49,846,986.68	January 2027	18,334,723.32
February 2017	120,529,510.78	February 2022	49,052,725.85	February 2027	18,017,689.00
March 2017	118,961,691.51	March 2022	48,270,306.72	March 2027	17,705,577.88

Aggregate Group III (Continued)

Distribution Date	Planned Balance
April 2027	$ 17,398,317.57
May 2027	17,095,836.72
June 2027	16,798,065.00
July 2027	16,504,933.06
August 2027	16,216,372.56
September 2027	15,932,316.13
October 2027	15,652,697.35
November 2027	15,377,450.76
December 2027	15,106,511.84
January 2028	14,839,816.98
February 2028	14,577,303.47
March 2028	14,318,909.52
April 2028	14,064,574.21
May 2028	13,814,237.49
June 2028	13,567,840.16
July 2028	13,325,323.89
August 2028	13,086,631.17
September 2028	12,851,705.31
October 2028	12,620,490.45
November 2028	12,392,931.50
December 2028	12,168,974.19
January 2029	11,948,565.00
February 2029	11,731,651.20
March 2029	11,518,180.81
April 2029	11,308,102.60
May 2029	11,101,366.05
June 2029	10,897,921.39
July 2029	10,697,719.56
August 2029	10,500,712.21
September 2029	10,306,851.67
October 2029	10,116,090.96
November 2029	9,928,383.78
December 2029	9,743,684.50
January 2030	9,561,948.13
February 2030	9,383,130.35
March 2030	9,207,187.46
April 2030	9,034,076.40
May 2030	8,863,754.71
June 2030	8,696,180.58
July 2030	8,531,312.76
August 2030	8,369,110.63
September 2030	8,209,534.14
October 2030	8,052,543.80
November 2030	7,898,100.73
December 2030	7,746,166.59
January 2031	7,596,703.58
February 2031	7,449,674.48
March 2031	7,305,042.57
April 2031	7,162,771.68
May 2031	7,022,826.18
June 2031	6,885,170.93
July 2031	6,749,771.31
August 2031	6,616,593.19
September 2031	6,485,602.95
October 2031	6,356,767.44
November 2031	6,230,054.02
December 2031	6,105,430.50
January 2032	5,982,865.15
February 2032	5,862,326.72
March 2032	5,743,784.40
April 2032	$ 5,627,207.85
May 2032	5,512,567.13
June 2032	5,399,832.78
July 2032	5,288,975.74
August 2032	5,179,967.39
September 2032	5,072,779.50
October 2032	4,967,384.28
November 2032	4,863,754.33
December 2032	4,761,862.66
January 2033	4,661,682.65
February 2033	4,563,188.10
March 2033	4,466,353.18
April 2033	4,371,152.41
May 2033	4,277,560.73
June 2033	4,185,553.41
July 2033	4,095,106.10
August 2033	4,006,194.79
September 2033	3,918,795.84
October 2033	3,832,885.94
November 2033	3,748,442.14
December 2033	3,665,441.79
January 2034	3,583,862.62
February 2034	3,503,682.64
March 2034	3,424,880.23
April 2034	3,347,434.04
May 2034	3,271,323.07
June 2034	3,196,526.60
July 2034	3,123,024.24
August 2034	3,050,795.89
September 2034	2,979,821.73
October 2034	2,910,082.25
November 2034	2,841,558.23
December 2034	2,774,230.71
January 2035	2,708,081.05
February 2035	2,643,090.83
March 2035	2,579,241.95
April 2035	2,516,516.55
May 2035	2,454,897.05
June 2035	2,394,366.11
July 2035	2,334,906.66
August 2035	2,276,501.89
September 2035	2,219,135.22
October 2035	2,162,790.32
November 2035	2,107,451.12
December 2035	2,053,101.75
January 2036	1,999,726.63
February 2036	1,947,310.35
March 2036	1,895,837.78
April 2036	1,845,293.98
May 2036	1,795,664.25
June 2036	1,746,934.11
July 2036	1,699,089.27
August 2036	1,652,115.69
September 2036	1,605,999.51
October 2036	1,560,727.09
November 2036	1,516,284.99
December 2036	1,472,659.97
January 2037	1,429,838.99
February 2037	1,387,809.20
March 2037	1,346,557.93
April 2037	$ 1,306,072.74
May 2037	1,266,341.33
June 2037	1,227,351.61
July 2037	1,189,091.66
August 2037	1,151,549.75
September 2037	1,114,714.31
October 2037	1,078,573.96
November 2037	1,043,117.48
December 2037	1,008,333.81
January 2038	974,212.08
February 2038	940,741.57
March 2038	907,911.72
April 2038	875,712.13
May 2038	844,132.55
June 2038	813,162.90
July 2038	782,793.24
August 2038	753,013.79
September 2038	723,814.90
October 2038	695,187.08
November 2038	667,120.99
December 2038	639,607.41
January 2039	612,637.27
February 2039	586,201.64
March 2039	560,291.73
April 2039	534,898.87
May 2039	510,014.53
June 2039	485,630.31
July 2039	461,737.93
August 2039	438,329.25
September 2039	415,396.23
October 2039	392,930.98
November 2039	370,925.72
December 2039	349,372.77
January 2040	328,264.60
February 2040	307,593.77
March 2040	287,352.97
April 2040	267,534.98
May 2040	248,132.71
June 2040	229,139.17
July 2040	210,547.49
August 2040	192,350.89
September 2040	174,542.70
October 2040	157,116.34
November 2040	140,065.36
December 2040	126,844.69
January 2041	113,907.75
February 2041	101,249.73
March 2041	88,865.89
April 2041	76,751.58
May 2041	64,902.21
June 2041	53,313.26
July 2041	41,980.28
August 2041	30,898.89
September 2041	20,064.78
October 2041	9,473.71
November 2041 and thereafter	0.00

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

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

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$1,103,624,974

FannieMae®

Guaranteed REMIC Pass-Through Certificates

Fannie Mae REMIC Trust 2012-46

PROSPECTUS SUPPLEMENT

Barclays

April 24, 2012