

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

\$1,782,281,431



**Guaranteed REMIC Pass-Through Certificates
Fannie Mae REMIC Trust 2012-56**

The Certificates

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

Payments to Certificateholders

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

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

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

The Fannie Mae Guaranty

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

The Trust and its Assets

The trust will own

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

The mortgage loans underlying the Fannie Mae MBS and Fannie Mae Stripped 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
OK(2)	1	\$230,769,231	PT	0.00%	PO	3136A6VP6	June 2042
FK(2)	1	369,230,769	PT	(3)	FLT	3136A6VQ4	June 2042
TK(2)	1	4,615,384(4)	NTL	(3)	INV/IO	3136A6VR2	June 2042
TL(2)	1	4,615,384(4)	NTL	(3)	INV/IO	3136A6VS0	June 2042
TM(2)	1	4,615,384(4)	NTL	(3)	INV/IO	3136A6VT8	June 2042
SA(2)	1	369,230,769(4)	NTL	(3)	INV/IO	3136A6VU5	June 2042
A	2	144,032,000	SEQ	7.00	FIX	3136A6VV3	November 2028
B	2	482,193,996	SEQ	7.00	FIX	3136A6VW1	June 2042
WA	3	45,358,079	SC/SEQ	3.50	FIX	3136A6VX9	May 2042
WF	3	10,500,000	SC/SEQ	(3)	FLT	3136A6VY7	May 2042
WS	3	5,590,910	SC/SEQ	(3)	INV	3136A6VZ4	May 2042
WT	3	1,909,090	SC/SEQ	(3)	INV	3136A6WA8	May 2042
WE	3	11,034,000	SC/SEQ	3.00	FIX	3136A6WB6	May 2042
WD	3	11,034,000	SC/SEQ	4.00	FIX	3136A6WC4	May 2042
WB	3	20,861,000	SC/SEQ	3.50	FIX	3136A6WD2	May 2042
WC	3	7,589,000	SC/SEQ	3.50	FIX	3136A6WE0	May 2042
XW	4	22,072,879	SC/PT	(5)	WAC	3136A6WF7	October 2041

(Table continued on next page)

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 SK, SL, ST, KS, LS, MS, XS, FL, FA, FM, ZT, PA, PB, PC, KB, KC, KD, KE, YK, VL, VM, MV, and HU 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 May 30, 2012.

Carefully consider the risk factors on page S-12 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.



The date of this Prospectus Supplement is May 23, 2012

<i>Class</i>	<i>Group</i>	<i>Original Class Balance</i>	<i>Principal Type(1)</i>	<i>Interest Rate</i>	<i>Interest Type(1)</i>	<i>CUSIP Number</i>	<i>Final Distribution Date</i>
NA(2)	5	\$ 14,574,000	PAC/AD	1.50%	FIX	3136A6WG5	June 2042
NF(2)	5	8,328,000	PAC/AD	(3)	FLT	3136A6WH3	June 2042
NS(2)	5	8,328,000(4)	NTL	(3)	INV/IO	3136A6WJ9	June 2042
NY	5	106,000	PAC/AD	3.50	FIX	3136A6WK6	June 2042
ZX(2)	5	7,100,412	SUP	3.50	FIX/Z	3136A6WL4	June 2042
FN	5	30,108,411	PT	(3)	FLT	3136A6WM2	June 2042
SN	5	30,108,411(4)	NTL	(3)	INV/IO	3136A6WN0	June 2042
QA(2)	6	16,051,000	PAC/AD	1.50	FIX	3136A6WP5	June 2042
QF(2)	6	9,172,000	PAC/AD	(3)	FLT	3136A6WQ3	June 2042
QS(2)	6	9,172,000(4)	NTL	(3)	INV/IO	3136A6WR1	June 2042
QY	6	134,000	PAC/AD	3.50	FIX	3136A6WS9	June 2042
XZ(2)	6	7,888,112	SUP	3.50	FIX/Z	3136A6WT7	June 2042
FQ	6	33,245,112	PT	(3)	FLT	3136A6WU4	June 2042
SQ	6	33,245,112(4)	NTL	(3)	INV/IO	3136A6WV2	June 2042
KA(2)	7	110,515,790	SEQ	1.75	FIX	3136A6WW0	March 2039
FG(2)	7	99,464,210	SEQ	(3)	FLT	3136A6WX8	March 2039
SG(2)	7	99,464,210(4)	NTL	(3)	INV/IO	3136A6WY6	March 2039
VK(2)	7	19,344,000	SEQ/AD	1.75	FIX	3136A6WZ3	April 2025
VI(2)	7	10,881,000(4)	NTL	4.00	FIX/IO	3136A6XA7	April 2025
KV(2)	7	13,103,000	SEQ/AD	3.00	FIX	3136A6XB5	May 2031
IV(2)	7	3,275,750(4)	NTL	4.00	FIX/IO	3136A6XC3	May 2031
ZM(2)	7	28,896,900	SEQ	4.00	FIX/Z	3136A6XD1	June 2042
SU	8	82,454,898(4)	NTL	(3)	INV/IO	3136A6XE9	August 2026
UA	9	16,500,000	PAC	4.00	FIX	3136A6XF6	February 2042
UB	9	466,000	PAC	4.00	FIX	3136A6XG4	June 2042
UF(2)	9	3,406,353	SUP	(3)	FLT	3136A6XH2	June 2042
US(2)	9	1,703,177	SUP	(3)	INV	3136A6XJ8	June 2042
R		0	NPR	0	NPR	3136A6XK5	June 2042
RL		0	NPR	0	NPR	3136A6XL3	June 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-10 for a description of how their notional balances are calculated.
- (5) The interest rate of the XW Class is calculated as described on page S-16.

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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 3, Group 4 or Group 8 Class or the R or RL Class, the applicable disclosure documents relating to the underlying REMIC and RCR certificates (the “Underlying REMIC Disclosure Documents”);
- if you are purchasing the Group 4 Class or the R or RL Class
 - our Prospectus for Fannie Mae Stripped Mortgage-Backed Securities dated
 - February 1, 2012, for all SMBS issued on or after February 1, 2012,
 - January 1, 2009, for all SMBS issued on or after January 1, 2009 and prior to February 1, 2012,
 - December 1, 2007, for all SMBS issued on or after December 1, 2007 and prior to January 1, 2009, or
 - May 1, 2002, for all other SMBS(as applicable, the “SMBS Prospectus”); and
 - the prospectus supplement relating to the Group 4 SMBS (the “SMBS Supplement”); 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, the SMBS Prospectus, the SMBS Supplement and the Underlying REMIC Disclosure Documents are incorporated by reference in this prospectus supplement. This means that we are disclosing information in those documents by referring you to them. Those documents are considered part of this prospectus supplement, so you should read this prospectus supplement, and any applicable supplements or amendments, together with those documents.

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

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

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

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

Deutsche Bank Securities Inc.
Syndication Operations
60 Wall Street
New York, New York 10005
(telephone 212-469-5000).

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 May 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	Class 2012-51-HK RCR Certificate
4	Group 4 SMBS Class 2011-101-BD REMIC Certificate
5	Group 5 MBS
6	Group 6 MBS
7	Group 7 MBS
8	Class 2011-74-BS REMIC Certificate Class 2011-74-SL RCR Certificate Class 2011-92-SB REMIC Certificate
9	Group 9 MBS

Group 1, Group 2, Group 5, Group 6, Group 7 and Group 9 MBS

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	\$600,000,000	4.00%	4.25% to 6.50%	241 to 360
Group 2 MBS	\$626,225,996	7.00%	7.25% to 9.50%	241 to 360
Group 5 MBS	\$ 60,216,823	5.00%	5.25% to 7.50%	241 to 360
Group 6 MBS	\$ 66,490,224	5.00%	5.25% to 7.50%	241 to 360
Group 7 MBS	\$271,323,900	4.00%	4.25% to 6.50%	241 to 360
Group 9 MBS	\$ 22,075,530	4.00%	4.25% to 6.50%	241 to 360

Assumed Characteristics of the Underlying Mortgage Loans

	<u>Principal Balance</u>	<u>Original Term to Maturity (in months)</u>	<u>Remaining Term to Maturity (in months)</u>	<u>Loan Age (in months)</u>	<u>Interest Rate</u>
Group 1 MBS	\$600,000,000	360	351	3	4.480%
Group 2 MBS	\$626,225,996	360	300	55	7.602%
Group 5 MBS	\$ 60,216,823	360	333	23	5.370%
Group 6 MBS	\$ 66,490,224	360	333	24	5.720%
Group 7 MBS	\$271,323,900	360	355	2	4.470%
Group 9 MBS	\$ 22,075,530	360	350	9	4.645%

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 3, Group 4 and Group 8 Underlying REMIC and RCR Certificates

Exhibit A describes the underlying REMIC and RCR certificates in Group 3, Group 4 and Group 8, including certain information about the related mortgage loans. To learn more about the underlying REMIC and RCR certificates, you should obtain from us the current class factors and the related disclosure documents as described on page S-3.

Group 4 SMBS

Characteristics of the Group 4 SMBS

<u>Notional Principal Balance</u>	<u>Pass-Through Rate</u>	<u>SMBS Trust and Class Designation</u>
\$6,621,863.97 [†]	5.00%	408-12

[†] This is an interest only SMBS certificate.

Assumed Characteristics of the Underlying Mortgage Loans

<u>Principal Balance</u>	<u>Original Term to Maturity (in months)</u>	<u>Remaining Term to Maturity (in months)</u>	<u>Loan Age (in months)</u>	<u>Interest Rate</u>
\$6,621,863.97	360	324	32	5.44%

The actual remaining terms to maturity, loan ages and interest rates of most of the mortgage loans underlying the Group 4 SMBS will differ from those shown above, perhaps significantly.

Settlement Date

We expect to issue the certificates on May 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:

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

Exchanging Certificates Through Combination and Recombination

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

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

Interest Rates

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

During each interest accrual period, the XW Class will bear interest at the applicable annual rate described under “Description of the Certificates—Distribution of Interest—*The XW Class*” in this prospectus supplement.

During the initial interest accrual period, the floating rate and inverse floating rate classes (other than the SU Class) will bear interest at the initial interest rates listed below. The initial interest rate listed below for the SU Class is an assumed rate. During each subsequent interest accrual period, the floating rate and inverse floating rate classes will bear interest based on the formulas indicated below, but always subject to the specified maximum and minimum interest rates:

<u>Class</u>	<u>Initial Interest Rate</u>	<u>Maximum Interest Rate</u>	<u>Minimum Interest Rate</u>	<u>Formula for Calculation of Interest Rate(1)</u>
FK	0.69550%	6.50000%	0.45%	LIBOR + 45 basis points
TK	4.00000%	4.00000%	0.00%	484% - (80 × LIBOR)
TL	4.00000%	4.00000%	0.00%	480% - (80 × LIBOR)
TM	4.00000%	4.00000%	0.00%	476% - (80 × LIBOR)
SA	5.65450%	5.90000%	0.00%	5.90% - LIBOR
WF	1.24100%	6.00000%	1.00%	LIBOR + 100 basis points
WS	7.05958%	7.51219%	0.00%	7.51219% - (1.87804848 × LIBOR)
WT	5.50000%	5.50000%	0.00%	27.5% - (5.5 × LIBOR)
NF	0.54000%	7.00000%	0.30%	LIBOR + 30 basis points
NS	6.46000%	6.70000%	0.00%	6.70% - LIBOR
FN	0.69000%	6.50000%	0.45%	LIBOR + 45 basis points
SN	5.81000%	6.05000%	0.00%	6.05% - LIBOR
QF	0.54000%	7.00000%	0.30%	LIBOR + 30 basis points
QS	6.46000%	6.70000%	0.00%	6.70% - LIBOR
FQ	0.69000%	6.50000%	0.45%	LIBOR + 45 basis points
SQ	5.81000%	6.05000%	0.00%	6.05% - LIBOR
FG	0.74000%	6.50000%	0.50%	LIBOR + 50 basis points
SG	5.76000%	6.00000%	0.00%	6.00% - LIBOR
SU	6.51000%(2)	6.75000%	0.00%	6.75% - LIBOR
UF	1.23875%	6.00000%	1.00%	LIBOR + 100 basis points
US	9.52250%	10.00000%	0.00%	10% - (2 × LIBOR)
SK	5.80450%	6.05000%	0.00%	6.05% - LIBOR
SL	5.75450%	6.00000%	0.00%	6.00% - LIBOR
ST	5.70450%	5.95000%	0.00%	5.95% - LIBOR
KS	9.28720%	9.68000%	0.00%	9.68% - (1.6 × LIBOR)
LS	9.20720%	9.60000%	0.00%	9.60% - (1.6 × LIBOR)
MS	9.12720%	9.52000%	0.00%	9.52% - (1.6 × LIBOR)
XS	9.04720%	9.44000%	0.00%	9.44% - (1.6 × LIBOR)
FL	0.74550%	6.50000%	0.50%	LIBOR + 50 basis points
FA	0.79550%	6.50000%	0.55%	LIBOR + 55 basis points
FM	0.84550%	6.50000%	0.60%	LIBOR + 60 basis points

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

(2) Assumed initial interest rate. We will calculate the actual initial interest rate for this class on May 23, 2012, using the applicable formula.

Notional Classes

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

<u>Class</u>	
TK	1.2499998341% of the FK Class
TL	1.2499998341% of the FK Class
TM	1.2499998341% of the FK Class
SA	100% of the FK Class
NS	100% of the NF Class
SN	100% of the FN Class
QS	100% of the QF Class
SQ	100% of the FQ Class
SG	100% of the FG Class
VI	56.25% of the VK Class
IV	25% of the KV Class
SU	100% of the aggregate notional principal balance of the Group 8 Underlying REMIC and RCR Certificates
SK	100% of the FK Class
SL	100% of the FK Class
ST	100% of the FK Class

Distributions of Principal

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

Weighted Average Lives (years)*

<u>Group 1 Classes</u>	<u>PSA Prepayment Assumption</u>				
	<u>0%</u>	<u>100%</u>	<u>150%</u>	<u>350%</u>	<u>600%</u>
OK, FK, TK, TL, TM, SA, SK, SL, ST, KS, LS, MS, XS, FL, FA and FM	19.6	10.6	8.6	4.8	3.1

<u>Group 2 Classes</u>	<u>PSA Prepayment Assumption</u>						
	<u>0%</u>	<u>100%</u>	<u>250%</u>	<u>500%</u>	<u>750%</u>	<u>1000%</u>	<u>1300%</u>
A	10.2	1.7	0.7	0.4	0.2	0.2	0.1
B	24.6	12.1	6.7	3.4	2.1	1.4	0.9

<u>Group 3 Classes</u>	<u>PSA Prepayment Assumption</u>						
	<u>0%</u>	<u>100%</u>	<u>250%</u>	<u>450%</u>	<u>700%</u>	<u>950%</u>	<u>1200%</u>
WA, WF, WS, WT, WE and WD	28.2	20.3	2.0	1.0	0.6	0.5	0.4
WB	29.2	24.8	4.3	1.7	1.2	0.9	0.8
WC	29.6	26.6	5.6	2.1	1.4	1.1	1.0

<u>Group 4 Class</u>	<u>PSA Prepayment Assumption</u>							
	<u>0%</u>	<u>100%</u>	<u>200%</u>	<u>400%</u>	<u>700%</u>	<u>1100%</u>	<u>1500%</u>	<u>2000%</u>
XW†	19.7	10.3	6.8	3.8	2.2	1.4	1.0	0.7

<u>Group 5 Classes</u>	<u>PSA Prepayment Assumption</u>									
	<u>0%</u>	<u>100%</u>	<u>150%</u>	<u>225%</u>	<u>325%</u>	<u>650%</u>	<u>950%</u>	<u>1300%</u>	<u>1800%</u>	<u>2600%</u>
NA, NF and NS	13.3	5.7	5.0	5.0	5.0	2.5	1.5	0.9	0.3	0.1
NY	23.7	23.7	23.7	23.7	23.7	12.8	7.8	4.5	0.4	0.1
ZX	26.4	18.2	15.7	8.5	1.6	0.4	0.3	0.2	0.1	0.1
FN and SN	20.2	10.0	7.9	5.9	4.3	2.0	1.3	0.8	0.3	0.1

<u>Group 6 Classes</u>	<u>PSA Prepayment Assumption</u>									
	<u>0%</u>	<u>100%</u>	<u>150%</u>	<u>225%</u>	<u>325%</u>	<u>650%</u>	<u>950%</u>	<u>1300%</u>	<u>1800%</u>	<u>2600%</u>
QA, QF and QS	13.2	5.7	5.0	5.0	5.0	2.5	1.5	0.9	0.3	0.1
QY	23.5	23.5	23.5	23.5	23.5	12.6	7.6	4.4	0.3	0.1
XZ	26.4	18.3	15.7	8.5	1.6	0.4	0.3	0.2	0.1	0.1
FQ and SQ	20.2	10.0	8.0	5.9	4.3	2.0	1.2	0.8	0.2	0.1

<u>Group 7 Classes</u>	<u>PSA Prepayment Assumption</u>				
	<u>0%</u>	<u>100%</u>	<u>150%</u>	<u>300%</u>	<u>600%</u>
KA, FG, SG, KB, KC, KD and KE	17.0	7.4	5.8	3.6	2.2
VK, VI, VL and VM	7.0	7.0	7.0	5.9	3.9
KV, IV and MV	16.0	15.7	13.8	8.9	5.1
ZM	28.4	22.5	19.9	13.5	7.6
YK	28.4	22.2	18.9	12.0	6.4

<u>Group 8 Class</u>	<u>PSA Prepayment Assumption</u>						
	<u>0%</u>	<u>100%</u>	<u>250%</u>	<u>440%</u>	<u>700%</u>	<u>1000%</u>	<u>1400%</u>
SU	7.2	4.5	3.0	2.0	1.3	0.9	0.6

<u>Group 9 Classes</u>	<u>PSA Prepayment Assumption</u>									
	<u>0%</u>	<u>100%</u>	<u>120%</u>	<u>175%</u>	<u>250%</u>	<u>500%</u>	<u>750%</u>	<u>1000%</u>	<u>1300%</u>	<u>1700%</u>
UA	16.7	6.9	6.4	6.4	6.4	3.6	2.5	1.9	1.5	1.1
UB	26.6	23.0	23.0	23.0	23.0	13.3	8.5	5.9	4.0	1.7
UF, US and HU	28.4	20.6	18.4	10.1	2.6	1.0	0.7	0.5	0.4	0.3

<u>Group 5/Group 6 Classes**</u>	<u>PSA Prepayment Assumption</u>									
	<u>0%</u>	<u>100%</u>	<u>150%</u>	<u>225%</u>	<u>325%</u>	<u>650%</u>	<u>950%</u>	<u>1300%</u>	<u>1800%</u>	<u>2600%</u>
ZT	26.4	18.2	15.7	8.5	1.6	0.4	0.3	0.2	0.1	0.1
PA, PB and PC	13.3	5.7	5.0	5.0	5.0	2.5	1.5	0.9	0.3	0.1

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

† The weighted average life information set forth for this class is based solely on assumed principal distributions.

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

ADDITIONAL RISK FACTORS

Payments on the Group 3 and Group 8 Classes will be affected by the applicable payment priorities governing the related underlying REMIC and RCR certificates. If you invest in a Group 3 or Group 8 Class, the rate at which you receive payments also will be affected by the applicable priority sequences governing principal payments (or notional balance reductions) on the related underlying REMIC and RCR Certificates.

In particular, as described in the related Underlying REMIC Disclosure Document, the Group 3 Underlying RCR Certificate 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 an extended period or may receive principal payments that may vary widely from period to period.

You may obtain additional information about the underlying REMIC and RCR certi-

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

Principal and interest payments on the XW Class are derived from separate sources. Interest payments on the XW Class will be based on interest payable on the Group 4 SMBS and the Group 4 Underlying REMIC Certificate, while principal payments on the XW Class will be based solely on principal payable on the Group 4 Underlying REMIC Certificate. The Group 4 SMBS and the Group 4 Underlying REMIC Certificate are independent of one another. Accordingly, the interest payment rate and principal payment rate on the XW Class are not directly related, are likely to differ, and may differ sharply. In addition, there is a risk that the XW Class could in the future receive only interest payments in the event that the Group 4 Underlying REMIC Certificate is retired while the Group 4 SMBS remain outstanding.

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 May 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 5 MBS,” “Group 6 MBS,” “Group 7 MBS” and “Group 9 MBS,” and together, the “Trust MBS”),

- three groups of previously issued REMIC and RCR certificates (the “Group 3 Underlying RCR Certificate,” “Group 4 Underlying REMIC Certificate” and “Group 8 Underlying REMIC and RCR Certificates,” and together, the “Underlying REMIC and RCR Certificates”) issued from the related Fannie Mae REMIC trusts (the “Underlying REMIC Trusts”) as further described in Exhibit A, and
- certain previously issued Fannie Mae Stripped Mortgage-Backed Securities (the “Group 4 SMBS”).

The Underlying REMIC and RCR Certificates evidence direct or indirect beneficial ownership interests in certain Fannie Mae Guaranteed Mortgage Pass-Through Certificates.

The Group 4 SMBS represent beneficial ownership interests in certain interest distributions on mortgage loans underlying certain Fannie Mae Guaranteed Mortgage Pass-Through Certificates (together with the Trust MBS and the Fannie Mae Guaranteed Mortgage Pass-Through Certificates backing the Underlying REMIC and RCR Certificates, the “MBS”).

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

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

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

<u>REMIC Designation</u>	<u>Assets</u>	<u>Regular Interests</u>	<u>Residual Interest</u>
Lower Tier REMIC	Trust MBS, Underlying REMIC and RCR Certificates and Group 4 SMBS	Interests in the Lower Tier REMIC other than the RL Class (the “Lower Tier Regular Interests”)	RL
Upper Tier REMIC	Lower Tier Regular Interests	All Classes of REMIC Certificates other than the R and RL Classes	R

Fannie Mae Guaranty. For a description of our guaranties of the Certificates, the MBS, the Group 4 SMBS and the Underlying REMIC and RCR Certificates, see the applicable discussions appearing under the heading “Fannie Mae Guaranty” in the REMIC Prospectus, the MBS Prospectus, the Underlying REMIC Disclosure Documents, the SMBS Prospectus and the SMBS Supplement, as applicable. 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.”

The XW Class will be represented by a single certificate (the “DTC Certificate”) to be registered at all times in the name of the nominee of The Depository Trust Company (“DTC”), a New York-chartered limited purpose trust company, or any successor or depository selected or

approved by us. We refer to the nominee of DTC as the “Holder” or “Certificateholder” of the DTC Certificate. DTC will maintain the DTC Certificate through its book-entry facilities.

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

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

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

The Trust MBS

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

In addition, the Mortgage Loans underlying the Group 1 MBS and Group 7 MBS have been refinanced under Fannie Mae Refi Plus and are designated as “high loan-to-value ratio” loans, with loan-to-value ratios ranging from greater than 105% up to 125% at the time of refinance. These loans are targeted at borrowers who have demonstrated an acceptable payment history on their mortgage loans but may have been unable to refinance due to a decline in home prices or the unavailability of mortgage insurance. Fannie Mae Refi Plus refinancing is available only if the new mortgage loan either reduces the monthly principal and interest payment for the borrower or provides a more stable loan product (such as movement from an adjustable-rate loan to a fixed rate loan). For more information on the Home Affordable Refinance Program, see “The Mortgage Loans—High Loan-to-Value Mortgage Loans” in the MBS Prospectus dated February 1, 2012 and on our Web site at www.fanniemae.com. See also “Risk Factors—Risks Relating to Yield and Prepayment—Refinancing—Mortgage loans with loan-to-value ratios greater than 80% may have different prepayment and default characteristics than conforming mortgage loans generally” in the MBS Prospectus dated February 1, 2012.

Furthermore, the Mortgage Loans backing the Group 6 MBS are insured by the Federal Housing Administration (FHA) or guaranteed by the U.S. Department of Veterans Affairs (VA) or the Rural Housing Service of the U.S. Department of Agriculture (RHS). These Mortgage Loans may include certain higher balance FHA loans originated on or after March 6, 2008.

Finally, the pools of mortgage loans backing the Group 9 MBS have been designated as pools that include “jumbo-conforming” or “high balance” mortgage loans as described further under “The Mortgage Loans—Special Feature Mortgage Loans—Loans with Original Principal Balances Exceeding our Traditional Conforming Loan Limits” in the MBS Prospectus dated February 1, 2012. For periodic updates to that description, please refer to the Pool Prefix Glossary available on our Web site at www.fanniemae.com. For additional information about the particular pools underlying the Group 9 MBS, see the Final Data Statement for the Trust and the related prospectus supplement for each MBS. See also “Risk Factors—Risks Relating to Yield and Prepayment—Refinancing—“Jumbo-conforming” mortgage loans, which have original principal

balances that exceed our traditional conforming loan limits, may prepay at different rates than conforming balance mortgage loans generally” in the MBS Prospectus dated February 1, 2012.

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

The Underlying REMIC and RCR Certificates

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

In addition, the Mortgage Loans backing the Group 4 Underlying REMIC Certificate have been refinanced under Fannie Mae Refi Plus and are designated as “high loan-to-value ratio” loans, with loan-to-value ratios ranging from greater than 105% up to 125% at the time of refinance. These loans are targeted at borrowers who have demonstrated an acceptable payment history on their mortgage loans but may have been unable to refinance due to a decline in home prices or the unavailability of mortgage insurance. Fannie Mae Refi Plus refinancing is available only if the new mortgage loan either reduces the monthly principal and interest payment for the borrower or provides a more stable loan product (such as movement from an adjustable-rate loan to a fixed rate loan). For more information on the Home Affordable Refinance Program, see “The Mortgage Loans—High Loan-to-Value Mortgage Loans” in the MBS Prospectus dated February 1, 2012 and on our Web site at www.fanniemae.com. See also “Risk Factors—Risks Relating to Yield and Prepayment—*Refinancing—Mortgage loans with loan-to-value ratios greater than 80% may have different prepayment and default characteristics than conforming mortgage loans generally*” in the MBS Prospectus dated February 1, 2012.

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

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

The Group 4 SMBS

The general characteristics of the Group 4 SMBS are described in the SMBS Prospectus and in the SMBS Supplement. The Group 4 SMBS provide that certain interest amounts on the Mortgage Loans underlying the related MBS are passed through monthly.

The general characteristics of the MBS are described in the MBS Prospectus. Each MBS evidences beneficial ownership interest in a pool of 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. For additional information

see “Summary—Group 4 SMBS—Characteristics of the Group 4 SMBS” and “—Assumed Characteristics of the Underlying Mortgage Loans” in this prospectus supplement, and “The Mortgage Pools” and “Yield, Maturity, and Prepayment Considerations” in the MBS Prospectus.

Distributions of Interest

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

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

<u>Delay Classes</u>	<u>No-Delay Classes</u>
Fixed Rate Classes, Weighted Average Coupon Class and the WF, WS, WT, UF and US Classes	Floating Rate and Inverse Floating Rate Classes (other than the WF, WS, WT, UF and US Classes)

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

The Dealer will treat the Principal Only Class as a delay Class solely for the purpose of facilitating trading.

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

The XW Class. On each Distribution Date, we will pay interest on the XW Class in an amount equal to the aggregate amount of interest accrued during that interest accrual period on the Group 4 SMBS and the Group 4 Underlying REMIC Certificate. Accordingly, the amount of interest payable on the XW Class will not be determined on the basis of its principal balance.

On the initial Distribution Date, we expect to pay interest on the XW Class at an annual rate of approximately 4.0% (calculated based on the amount of interest payable on that date and the initial principal balance of the XW Class).

If the Group 4 SMBS remains outstanding after the principal balance of the Group 4 Underlying REMIC Certificate has been reduced to zero, the XW Class will become an interest only Class.

The Group 4 SMBS consists of SMBS Class 408-12, which is a WAC certificate. Due to the methodology used to calculate the notional principal balance of SMBS Class 408-12, changes in its notional principal balance generally do not correspond directly to reductions in the principal balances of the related Mortgage Loans. As a result, its notional principal balance may be higher or lower, and may be subject to wider fluctuations, than would otherwise be the case. See “Additional Risk Factors—*Changes in the weighted average excess yield rates will affect yields on the WAC Classes*” and “Description of the SMBS Certificates—General—*Changes in the Notional Principal Balances of the WAC Classes*” in the SMBS Supplement.

Our determination of the interest rate for the XW Class for each Distribution Date will be final and binding in the absence of manifest error. You may obtain each such interest rate by telephoning us at 1-800-237-8627.

Distributions of Principal

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

- *Group 1*

The Group 1 Principal Distribution Amount to OK and FK, pro rata, until retired. } Pass-Through Classes

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

- *Group 2*

The Group 2 Principal Distribution Amount to A and B, in that order, until retired. } Sequential Pay Classes

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

- *Group 3*

The Group 3 Principal Distribution Amount in the following priority:

- 1. To WA, WF, WS, WT, WE and WD, pro rata, until retired. } Structured Collateral/Sequential Pay Classes
- 2. To WB and WC, in that order, until retired.

The “Group 3 Principal Distribution Amount” is the principal then paid on the Group 3 Underlying RCR Certificate.

- *Group 4*

The Group 4 Principal Distribution Amount to XW until retired. } Structured Collateral/Pass-Through Class

The “Group 4 Principal Distribution Amount” is the principal then paid on the Group 4 Underlying REMIC Certificate.

- *Group 5*

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

The Group 5 Cash Flow Distribution Amount as follows:

- 50.0000008303% as follows:
 - first*, to Aggregate Group I to its Planned Balance; } PAC Group
 - second*, to ZX until retired; and } Support Class
 - third*, to Aggregate Group I to zero, and } PAC Group
- 49.9999991697% to FN until retired. } Pass-Through Class

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

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

“Aggregate Group I” consists of the NA, NF and NY Classes. On each Distribution Date, we will apply payments of principal of Aggregate Group I as follows:

- first*, to NA and NF, pro rata, until retired; and
- second*, to NY until retired.

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

- *Group 6*

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

The Group 6 Cash Flow Distribution Amount as follows:

– 50% as follows:

- first*, to Aggregate Group II to its Planned Balance; } PAC Group
- second*, to XZ until retired; and } Support Class
- third*, to Aggregate Group II to zero, and } PAC Group

– 50% to FQ until retired. } Pass-Through Class

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

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

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

- first*, to QA and QF, pro rata, until retired; and
- second*, to QY until retired.

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

- *Group 7*

The ZM Accrual Amount to VK and KV, in that order, until retired, and thereafter to ZM. } Accretion Directed Classes and Accrual Class

The Group 7 Cash Flow Distribution Amount in the following priority:

1. To KA and FG, pro rata, until retired. } Sequential Pay Classes
2. To VK, KV and ZM in that order, until retired.

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

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

- *Group 9*

The Group 9 Principal Distribution Amount in the following priority:

1. To Aggregate Group III to its Planned Balance. } PAC Group

2. To UF and US, pro rata, until retired.

} Support
Classes

3. To Aggregate Group III to zero.

} PAC Group

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

“Aggregate Group III” consists of the UA and UB Classes. On each Distribution Date, we will apply payments of principal of Aggregate Group III to UA and UB, in that order, until retired.

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

Structuring Assumptions

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

- the Mortgage Loans underlying the Trust MBS have the original terms to maturity, remaining terms to maturity, loan ages and interest rates specified under “Summary—Group 1, Group 2, Group 5, Group 6, Group 7 and Group 9 MBS—Assumed Characteristics of the Underlying Mortgage Loans” in this prospectus supplement;
- the Mortgage Loans underlying the Group 4 SMBS have the original term to maturity, remaining term to maturity, loan age and interest rate specified under “Summary—Group 4 SMBS—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 May 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.

<u>Groups</u>	<u>Structuring Ranges</u>	<u>Initial Effective Ranges</u>
Aggregate Group I Planned Balances	Between 150% and 325% PSA	Between 150% and 325% PSA
Aggregate Group II Planned Balances	Between 150% and 325% PSA	Between 150% and 325% PSA
Aggregate Group III Planned Balances	Between 120% and 250% PSA	Between 120% and 250% PSA

The Aggregate Groups listed above consist of the following Classes:

Aggregate Group I	NA, NF and NY
Aggregate Group II	QA, QF and QY
Aggregate Group III	UA and UB

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 Principal Only Class. The Principal Only Class will not bear interest. As indicated in the table below, a low rate of principal payments (including prepayments) on the related Mortgage Loans will have a negative effect on the yield to investors in the Principal Only Class.

The information shown in the following yield table has been prepared on the basis of the Pricing Assumptions and the assumption that the aggregate purchase price of the Principal Only Class (expressed as a percentage of original principal balance) is as follows:

<u>Class</u>	<u>Price</u>
OK	79.50%

Sensitivity of the OK Class to Prepayments

	<u>PSA Prepayment Assumption</u>				
	<u>50%</u>	<u>100%</u>	<u>150%</u>	<u>350%</u>	<u>600%</u>
Pre-Tax Yields to Maturity	1.8%	2.3%	2.9%	5.2%	8.0%

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 (other than the WS, WT and US Classes) would lose money on their initial investments under certain prepayment scenarios.**

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

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

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

<u>Class</u>	<u>Price*</u>
TK	23.25000000%
TL	23.00000000%
TM	22.64453125%
SA	24.25000000%
WS	97.50000000%
WT	97.79688000%
NS	19.68359375%
SN	17.56250000%
QS	19.67968750%
SQ	19.04296875%
SG	20.68359375%
SU	7.06640625%
US	98.50000000%
SK	25.10937500%
SL	24.82031250%
ST	24.53125000%
KS	119.67968750%
LS	119.21093750%
MS	118.75390625%
XS	118.30078125%

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption</u>				
	<u>50%</u>	<u>100%</u>	<u>150%</u>	<u>350%</u>	<u>600%</u>
6.000% and below	12.3%	9.5%	6.8%	(4.6)%	(19.6)%
6.025%	1.7%	(1.0)%	(3.8)%	(15.5)%	(31.3)%
6.050%	*	*	*	*	*

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption</u>				
	<u>50%</u>	<u>100%</u>	<u>150%</u>	<u>350%</u>	<u>600%</u>
5.950% and below	12.5%	9.8%	7.0%	(4.3)%	(19.4)%
5.975%	1.9%	(0.9)%	(3.7)%	(15.4)%	(31.1)%
6.000% and above	*	*	*	*	*

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption</u>				
	<u>50%</u>	<u>100%</u>	<u>150%</u>	<u>350%</u>	<u>600%</u>
5.900% and below	12.8%	10.1%	7.3%	(4.0)%	(19.0)%
5.925%	2.1%	(0.7)%	(3.5)%	(15.2)%	(30.9)%
5.950% and above	*	*	*	*	*

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption</u>				
	<u>50%</u>	<u>100%</u>	<u>150%</u>	<u>350%</u>	<u>600%</u>
0.1200%	19.9%	17.2%	14.5%	3.5%	(11.0)%
0.2455%	19.3%	16.6%	13.9%	2.9%	(11.7)%
2.2455%	9.9%	7.1%	4.4%	(7.1)%	(22.3)%
4.2455%	(0.8)%	(3.5)%	(6.4)%	(18.1)%	(33.9)%
5.9000% and above	*	*	*	*	*

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption</u>						
	<u>50%</u>	<u>100%</u>	<u>250%</u>	<u>450%</u>	<u>700%</u>	<u>950%</u>	<u>1200%</u>
0.120%	7.6%	7.6%	8.5%	9.7%	10.9%	12.1%	13.3%
0.241%	7.3%	7.4%	8.3%	9.4%	10.7%	11.9%	13.1%
2.241%	3.5%	3.5%	4.5%	5.8%	7.2%	8.5%	9.8%
4.000% and above	0.1%	0.1%	1.3%	2.6%	4.1%	5.6%	7.0%

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption</u>						
	<u>50%</u>	<u>100%</u>	<u>250%</u>	<u>450%</u>	<u>700%</u>	<u>950%</u>	<u>1200%</u>
4.0% and below	5.7%	5.7%	6.6%	7.6%	8.7%	9.8%	10.8%
4.5%	2.9%	2.9%	3.8%	4.9%	6.2%	7.3%	8.5%
5.0%	0.1%	0.1%	1.1%	2.3%	3.6%	4.9%	6.2%

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption</u>									
	<u>50%</u>	<u>100%</u>	<u>150%</u>	<u>225%</u>	<u>325%</u>	<u>650%</u>	<u>950%</u>	<u>1300%</u>	<u>1800%</u>	<u>2600%</u>
0.12%	25.5%	19.7%	15.7%	15.7%	15.7%	(8.5)%	(39.6)%	(87.8)%	*	*
0.24%	24.8%	19.0%	15.0%	15.0%	15.0%	(9.2)%	(40.4)%	(88.5)%	*	*
2.24%	12.6%	6.7%	3.3%	3.3%	3.3%	(22.2)%	(53.7)%	*	*	*
4.24%	(0.9)%	(6.8)%	(9.2)%	(9.2)%	(9.2)%	(36.8)%	(69.4)%	*	*	*
6.70%	*	*	*	*	*	*	*	*	*	*

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption</u>									
	<u>50%</u>	<u>100%</u>	<u>150%</u>	<u>225%</u>	<u>325%</u>	<u>650%</u>	<u>950%</u>	<u>1300%</u>	<u>1800%</u>	<u>2600%</u>
0.12%	30.5%	27.1%	23.6%	18.2%	10.9%	(15.2)%	(43.2)%	(84.9)%	*	*
0.24%	29.8%	26.3%	22.8%	17.5%	10.2%	(15.8)%	(43.8)%	(85.4)%	*	*
2.24%	17.0%	13.8%	10.4%	5.3%	(1.7)%	(26.6)%	(53.4)%	(93.8)%	*	*
4.24%	3.7%	0.5%	(2.6)%	(7.5)%	(14.2)%	(37.8)%	(63.8)%	*	*	*
6.05%	*	*	*	*	*	*	*	*	*	*

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption</u>									
	<u>50%</u>	<u>100%</u>	<u>150%</u>	<u>225%</u>	<u>325%</u>	<u>650%</u>	<u>950%</u>	<u>1300%</u>	<u>1800%</u>	<u>2600%</u>
0.12%	25.7%	19.8%	15.7%	15.7%	15.7%	(8.8)%	(40.6)%	(90.0)%	*	*
0.24%	24.9%	19.0%	15.0%	15.0%	15.0%	(9.6)%	(41.4)%	(90.7)%	*	*
2.24%	12.8%	6.7%	3.3%	3.3%	3.3%	(22.5)%	(54.7)%	*	*	*
4.24%	(0.8)%	(6.8)%	(9.2)%	(9.2)%	(9.2)%	(37.2)%	(70.4)%	*	*	*
6.70%	*	*	*	*	*	*	*	*	*	*

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption</u>									
	<u>50%</u>	<u>100%</u>	<u>150%</u>	<u>225%</u>	<u>325%</u>	<u>650%</u>	<u>950%</u>	<u>1300%</u>	<u>1800%</u>	<u>2600%</u>
0.12%	27.6%	24.2%	20.7%	15.4%	8.0%	(17.9)%	(45.9)%	(87.7)%	*	*
0.24%	26.9%	23.5%	20.0%	14.7%	7.4%	(18.5)%	(46.4)%	(88.2)%	*	*
2.24%	15.2%	11.9%	8.6%	3.5%	(3.5)%	(28.3)%	(55.1)%	(95.7)%	*	*
4.24%	2.7%	(0.4)%	(3.6)%	(8.4)%	(15.1)%	(38.7)%	(64.8)%	*	*	*
6.05%	*	*	*	*	*	*	*	*	*	*

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption</u>				
	<u>50%</u>	<u>100%</u>	<u>150%</u>	<u>300%</u>	<u>600%</u>
0.12%	23.4%	19.4%	15.0%	0.4%	(28.2)%
0.24%	22.7%	18.7%	14.2%	(0.4)%	(29.3)%
2.24%	11.3%	6.6%	1.3%	(15.8)%	(47.8)%
4.24%	(1.8)%	(7.7)%	(14.5)%	(35.7)%	(72.2)%
6.00%	*	*	*	*	*

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption</u>						
	<u>50%</u>	<u>100%</u>	<u>250%</u>	<u>440%</u>	<u>700%</u>	<u>1000%</u>	<u>1400%</u>
0.12%	98.0%	93.2%	77.8%	55.6%	20.2%	(26.9)%	(94.6)%
0.24%	95.7%	90.9%	75.6%	53.5%	18.1%	(28.9)%	(96.2)%
2.24%	59.3%	54.8%	39.9%	18.0%	(16.9)%	(61.8)%	*
4.24%	23.9%	19.5%	4.3%	(18.5)%	(53.9)%	(96.5)%	*
6.75%	*	*	*	*	*	*	*

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption</u>									
	<u>50%</u>	<u>100%</u>	<u>120%</u>	<u>175%</u>	<u>250%</u>	<u>500%</u>	<u>750%</u>	<u>1000%</u>	<u>1300%</u>	<u>1700%</u>
0.12000%	10.1%	10.1%	10.1%	10.1%	10.4%	10.9%	11.4%	11.8%	12.3%	13.0%
0.23875%	9.8%	9.8%	9.8%	9.9%	10.1%	10.7%	11.1%	11.6%	12.1%	12.8%
2.23875%	5.7%	5.7%	5.7%	5.8%	6.1%	6.8%	7.4%	8.0%	8.7%	9.6%
4.23875%	1.6%	1.6%	1.6%	1.7%	2.1%	3.0%	3.7%	4.4%	5.3%	6.4%
5.00000%	0.1%	0.1%	0.1%	0.2%	0.6%	1.6%	2.3%	3.1%	4.0%	5.2%

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption</u>				
	<u>50%</u>	<u>100%</u>	<u>150%</u>	<u>350%</u>	<u>600%</u>
0.1200%	19.6%	17.0%	14.3%	3.2%	(11.3)%
0.2455%	19.1%	16.4%	13.7%	2.6%	(11.9)%
2.2455%	10.0%	7.2%	4.5%	(7.0)%	(22.2)%
4.2455%	(0.2)%	(3.0)%	(5.8)%	(17.5)%	(33.3)%
6.0500%	*	*	*	*	*

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption</u>				
	<u>50%</u>	<u>100%</u>	<u>150%</u>	<u>350%</u>	<u>600%</u>
0.1200%	19.7%	17.0%	14.4%	3.3%	(11.2)%
0.2455%	19.1%	16.5%	13.8%	2.7%	(11.9)%
2.2455%	9.9%	7.2%	4.4%	(7.0)%	(22.2)%
4.2455%	(0.4)%	(3.2)%	(6.0)%	(17.7)%	(33.5)%
6.0000% and above ...	*	*	*	*	*

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption</u>				
	<u>50%</u>	<u>100%</u>	<u>150%</u>	<u>350%</u>	<u>600%</u>
0.1200%	19.8%	17.1%	14.4%	3.4%	(11.1)%
0.2455%	19.2%	16.6%	13.9%	2.8%	(11.8)%
2.2455%	9.9%	7.2%	4.4%	(7.1)%	(22.3)%
4.2455%	(0.6)%	(3.3)%	(6.2)%	(17.9)%	(33.7)%
5.9500% and above ...	*	*	*	*	*

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption</u>				
	<u>50%</u>	<u>100%</u>	<u>150%</u>	<u>350%</u>	<u>600%</u>
0.1200%	7.1%	6.7%	6.3%	4.7%	2.7%
0.2455%	6.9%	6.5%	6.1%	4.5%	2.5%
2.2455%	4.1%	3.7%	3.3%	1.7%	(0.2)%
4.2455%	1.3%	0.9%	0.6%	(1.0)%	(2.9)%
6.0500%	(1.2)%	(1.6)%	(1.9)%	(3.4)%	(5.3)%

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption</u>				
	<u>50%</u>	<u>100%</u>	<u>150%</u>	<u>350%</u>	<u>600%</u>
0.1200%	7.0%	6.7%	6.3%	4.7%	2.8%
0.2455%	6.9%	6.5%	6.1%	4.5%	2.6%
2.2455%	4.1%	3.7%	3.3%	1.8%	(0.1)%
4.2455%	1.3%	0.9%	0.5%	(1.0)%	(2.8)%
6.0000% and above ...	(1.2)%	(1.5)%	(1.9)%	(3.4)%	(5.2)%

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption</u>				
	<u>50%</u>	<u>100%</u>	<u>150%</u>	<u>350%</u>	<u>600%</u>
0.1200%	7.0%	6.6%	6.3%	4.7%	2.9%
0.2455%	6.9%	6.5%	6.1%	4.5%	2.7%
2.2455%	4.0%	3.7%	3.3%	1.8%	(0.1)%
4.2455%	1.2%	0.9%	0.5%	(1.0)%	(2.8)%
5.9500% and above ...	(1.2)%	(1.5)%	(1.8)%	(3.3)%	(5.1)%

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption</u>				
	<u>50%</u>	<u>100%</u>	<u>150%</u>	<u>350%</u>	<u>600%</u>
0.1200%	7.0%	6.6%	6.3%	4.7%	2.9%
0.2455%	6.8%	6.5%	6.1%	4.6%	2.8%
2.2455%	4.0%	3.7%	3.3%	1.8%	0.0%
4.2455%	1.2%	0.9%	0.5%	(1.0)%	(2.7)%
5.9000% and above ...	(1.2)%	(1.5)%	(1.8)%	(3.2)%	(5.0)%

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

<u>Class</u>	<u>% PSA</u>
VI	341%
IV	243%

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:

<u>Class</u>	<u>Price*</u>
VI	22.00%
IV	41.00%

* 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 VI Class to Prepayments

	<u>PSA Prepayment Assumption</u>				
	<u>50%</u>	<u>100%</u>	<u>150%</u>	<u>300%</u>	<u>600%</u>
Pre-Tax Yields to Maturity	5.4%	5.4%	5.4%	1.8%	(14.5)%

Sensitivity of the IV Class to Prepayments

	<u>PSA Prepayment Assumption</u>				
	<u>50%</u>	<u>100%</u>	<u>150%</u>	<u>300%</u>	<u>600%</u>
Pre-Tax Yields to Maturity	6.0%	5.8%	4.5%	(3.2)%	(22.8)%

Weighted Average Lives of the Certificates

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

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

- the timing of changes in the rate of principal distributions,
- the priority sequences of distributions of principal of the Group 2, Group 3, Group 5, Group 6, Group 7 and Group 9 Classes, and
- in the case of the Group 3 and Group 8 Classes, the applicable priority sequences affecting principal payments (or notional balance reductions) on the related Underlying REMIC and RCR Certificates.

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

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

Decrement Tables

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

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

<u>Mortgage Loans Backing Trust Assets Specified Below</u>	<u>Original Terms to Maturity</u>	<u>Remaining Terms to Maturity</u>	<u>Interest Rates</u>
Group 1 MBS	360 months	360 months	6.50%
Group 2 MBS	360 months	360 months	9.50%
Group 3 Underlying RCR Certificate	360 months	359 months	6.50%
Group 4 SMBS	360 months	360 months	7.50%
Group 4 Underlying REMIC Certificate	360 months	352 months	7.50%
Group 5 MBS	360 months	360 months	7.50%
Group 6 MBS	360 months	360 months	7.50%
Group 7 MBS	360 months	360 months	6.50%
Group 8 Underlying REMIC and RCR Certificates	180 months	170 months	6.00%
Group 9 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

Date	OK, FK, TK†, TL†, TM†, SA†, SK†, SL†, ST†, KS, LS, MS, XS, FL, FA and FM Classes																		
	A Class												B Class						
	PSA Prepayment Assumption					PSA Prepayment Assumption							PSA Prepayment Assumption						
	0%	100%	150%	350%	600%	0%	100%	250%	500%	750%	1000%	1300%	0%	100%	250%	500%	750%	1000%	1300%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	
May 2013	99	96	95	92	87	97	68	30	0	0	0	0	100	100	100	90	70	51	28
May 2014	98	91	88	76	63	94	38	0	0	0	0	0	100	100	91	62	38	20	6
May 2015	96	84	78	59	40	91	10	0	0	0	0	0	100	100	76	43	21	8	1
May 2016	95	77	70	46	25	88	0	0	0	0	0	0	100	95	64	29	11	3	*
May 2017	94	71	62	36	16	84	0	0	0	0	0	0	100	88	53	20	6	1	*
May 2018	92	65	55	27	10	79	0	0	0	0	0	0	100	80	44	14	3	*	*
May 2019	90	60	49	21	6	75	0	0	0	0	0	0	100	74	36	9	2	*	*
May 2020	89	54	43	16	4	69	0	0	0	0	0	0	100	67	30	6	1	*	*
May 2021	87	50	38	12	2	64	0	0	0	0	0	0	100	62	25	4	*	*	*
May 2022	85	45	34	10	1	57	0	0	0	0	0	0	100	56	20	3	*	*	*
May 2023	83	41	30	7	1	51	0	0	0	0	0	0	100	51	17	2	*	*	*
May 2024	80	37	26	6	1	43	0	0	0	0	0	0	100	46	14	1	*	*	*
May 2025	78	34	23	4	*	35	0	0	0	0	0	0	100	41	11	1	*	*	0
May 2026	75	30	20	3	*	25	0	0	0	0	0	0	100	36	9	1	*	*	0
May 2027	73	27	17	2	*	15	0	0	0	0	0	0	100	32	7	*	*	*	0
May 2028	70	24	15	2	*	4	0	0	0	0	0	0	100	28	6	*	*	*	0
May 2029	66	21	13	1	*	0	0	0	0	0	0	0	98	24	4	*	*	*	0
May 2030	63	19	11	1	*	0	0	0	0	0	0	0	94	21	3	*	*	*	0
May 2031	59	17	9	1	*	0	0	0	0	0	0	0	89	17	3	*	*	*	0
May 2032	56	14	8	1	*	0	0	0	0	0	0	0	84	14	2	*	*	0	0
May 2033	52	12	6	*	*	0	0	0	0	0	0	0	79	11	1	*	*	0	0
May 2034	47	10	5	*	*	0	0	0	0	0	0	0	73	8	1	*	*	0	0
May 2035	43	9	4	*	*	0	0	0	0	0	0	0	67	5	1	*	*	0	0
May 2036	38	7	3	*	*	0	0	0	0	0	0	0	60	3	*	*	*	0	0
May 2037	32	5	2	*	*	0	0	0	0	0	0	0	52	0	0	0	0	0	0
May 2038	27	4	2	*	*	0	0	0	0	0	0	0	43	0	0	0	0	0	0
May 2039	21	3	1	*	*	0	0	0	0	0	0	0	34	0	0	0	0	0	0
May 2040	14	1	1	*	*	0	0	0	0	0	0	0	24	0	0	0	0	0	0
May 2041	7	*	*	*	*	0	0	0	0	0	0	0	12	0	0	0	0	0	0
May 2042	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average																			
Life (years)**	19.6	10.6	8.6	4.8	3.1	10.2	1.7	0.7	0.4	0.2	0.2	0.1	24.6	12.1	6.7	3.4	2.1	1.4	0.9

Date	WA, WF, WS, WT, WE and WD Classes												WB Class				WC Class							
	PSA Prepayment Assumption								PSA Prepayment Assumption				PSA Prepayment Assumption											
	0%	100%	250%	450%	700%	950%	1200%	0%	100%	250%	450%	700%	950%	1200%	0%	100%	250%	450%	700%	950%	1200%			
	Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100		
May 2013	100	100	82	50	0	0	0	100	100	100	100	92	19	0	100	100	100	100	100	100	0			
May 2014	100	100	52	0	0	0	0	100	100	100	100	0	0	0	100	100	100	77	0	0	0			
May 2015	100	100	18	0	0	0	0	100	100	100	100	0	0	0	100	100	100	0	0	0	0			
May 2016	100	100	0	0	0	0	0	100	100	70	0	0	0	0	100	100	100	0	0	0	0			
May 2017	100	100	0	0	0	0	0	100	100	3	0	0	0	0	100	100	100	0	0	0	0			
May 2018	100	100	0	0	0	0	0	100	100	0	0	0	0	0	100	100	20	0	0	0	0			
May 2019	100	100	0	0	0	0	0	100	100	0	0	0	0	0	100	100	0	0	0	0	0			
May 2020	100	100	0	0	0	0	0	100	100	0	0	0	0	0	100	100	0	0	0	0	0			
May 2021	100	100	0	0	0	0	0	100	100	0	0	0	0	0	100	100	0	0	0	0	0			
May 2022	100	100	0	0	0	0	0	100	100	0	0	0	0	0	100	100	0	0	0	0	0			
May 2023	100	100	0	0	0	0	0	100	100	0	0	0	0	0	100	100	0	0	0	0	0			
May 2024	100	100	0	0	0	0	0	100	100	0	0	0	0	0	100	100	0	0	0	0	0			
May 2025	100	100	0	0	0	0	0	100	100	0	0	0	0	0	100	100	0	0	0	0	0			
May 2026	100	100	0	0	0	0	0	100	100	0	0	0	0	0	100	100	0	0	0	0	0			
May 2027	100	100	0	0	0	0	0	100	100	0	0	0	0	0	100	100	0	0	0	0	0			
May 2028	100	100	0	0	0	0	0	100	100	0	0	0	0	0	100	100	0	0	0	0	0			
May 2029	100	96	0	0	0	0	0	100	100	0	0	0	0	0	100	100	0	0	0	0	0			
May 2030	100	83	0	0	0	0	0	100	100	0	0	0	0	0	100	100	0	0	0	0	0			
May 2031	100	68	0	0	0	0	0	100	100	0	0	0	0	0	100	100	0	0	0	0	0			
May 2032	100	53	0	0	0	0	0	100	100	0	0	0	0	0	100	100	0	0	0	0	0			
May 2033	100	39	0	0	0	0	0	100	100	0	0	0	0	0	100	100	0	0	0	0	0			
May 2034	100	24	0	0	0	0	0	100	100	0	0	0	0	0	100	100	0	0	0	0	0			
May 2035	100	11	0	0	0	0	0	100	100	0	0	0	0	0	100	100	0	0	0	0	0			
May 2036	100	0	0	0	0	0	0	100	91	0	0	0	0	0	100	100	0	0	0	0	0			
May 2037	100	0	0	0	0	0	0	100	40	0	0	0	0	0	100	100	0	0	0	0	0			
May 2038	100	0	0	0	0	0	0	100	0	0	0	0	0	0	100	92	0	0	0	0	0			
May 2039	100	0	0	0	0	0	0	100	0	0	0	0	0	0	100	22	0	0	0	0	0			
May 2040	61	0	0	0	0	0	0	100	0	0	0	0	0	0	100	0	0	0	0	0	0			
May 2041	0	0	0	0	0	0	0	99	0	0	0	0	0	0	100	0	0	0	0	0	0			
May 2042	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0			
Weighted Average																								
Life (years)**	28.2	20.3	2.0	1.0	0.6	0.5	0.4	29.2	24.8	4.3	1.7	1.2	0.9	0.8	29.6	26.6	5.6	2.1	1.4	1.1	1.0			

* 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	XW†† Class								NA, NF and NS† Classes									
	PSA Prepayment Assumption								PSA Prepayment Assumption									
	0%	100%	200%	400%	700%	1100%	1500%	2000%	0%	100%	150%	225%	325%	650%	950%	1300%	1800%	2600%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
May 2013	99	95	91	84	73	59	44	16	98	89	86	86	86	81	59	33	0	0
May 2014	98	88	80	64	43	21	6	0	95	79	73	73	73	49	25	7	0	0
May 2015	97	81	69	48	25	7	1	0	93	69	61	61	61	29	10	1	0	0
May 2016	96	75	59	36	14	2	*	0	90	60	50	50	50	17	4	0	0	0
May 2017	94	69	51	26	8	1	*	0	87	51	41	41	41	10	1	0	0	0
May 2018	93	63	44	20	5	*	*	0	84	42	32	32	32	6	*	0	0	0
May 2019	91	58	38	15	3	*	*	0	81	34	25	25	25	3	0	0	0	0
May 2020	90	53	32	11	1	*	*	0	77	26	19	19	19	2	0	0	0	0
May 2021	88	49	28	8	1	*	0	0	74	19	15	15	15	1	0	0	0	0
May 2022	86	44	24	6	*	*	0	0	70	12	12	12	12	*	0	0	0	0
May 2023	84	40	20	4	*	*	0	0	66	9	9	9	9	0	0	0	0	0
May 2024	82	37	17	3	*	*	0	0	61	7	7	7	7	0	0	0	0	0
May 2025	79	33	14	2	*	*	0	0	57	5	5	5	5	0	0	0	0	0
May 2026	77	30	12	2	*	*	0	0	52	4	4	4	4	0	0	0	0	0
May 2027	74	27	10	1	*	*	0	0	46	3	3	3	3	0	0	0	0	0
May 2028	71	24	9	1	*	0	0	0	41	2	2	2	2	0	0	0	0	0
May 2029	68	21	7	1	*	0	0	0	35	1	1	1	1	0	0	0	0	0
May 2030	64	18	6	*	*	0	0	0	28	1	1	1	1	0	0	0	0	0
May 2031	61	16	5	*	*	0	0	0	22	1	1	1	1	0	0	0	0	0
May 2032	57	14	4	*	*	0	0	0	15	*	*	*	*	0	0	0	0	0
May 2033	52	12	3	*	*	0	0	0	7	*	*	*	*	0	0	0	0	0
May 2034	48	10	2	*	*	0	0	0	0	0	0	0	0	0	0	0	0	0
May 2035	42	8	2	*	*	0	0	0	0	0	0	0	0	0	0	0	0	0
May 2036	37	6	1	*	*	0	0	0	0	0	0	0	0	0	0	0	0	0
May 2037	31	5	1	*	*	0	0	0	0	0	0	0	0	0	0	0	0	0
May 2038	25	3	1	*	*	0	0	0	0	0	0	0	0	0	0	0	0	0
May 2039	18	2	*	*	*	0	0	0	0	0	0	0	0	0	0	0	0	0
May 2040	11	*	*	*	0	0	0	0	0	0	0	0	0	0	0	0	0	0
May 2041	3	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
May 2042	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	19.7	10.3	6.8	3.8	2.2	1.4	1.0	0.7	13.3	5.7	5.0	5.0	5.0	2.5	1.5	0.9	0.3	0.1

Date	NY Class									ZX Class									
	PSA Prepayment Assumption									PSA Prepayment Assumption									
	0%	100%	150%	225%	325%	650%	950%	1300%	1800%	2600%	0%	100%	150%	225%	325%	650%	950%	1300%	1800%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
May 2013	100	100	100	100	100	100	100	100	0	0	104	104	102	84	61	0	0	0	0
May 2014	100	100	100	100	100	100	100	100	0	0	107	107	104	72	32	0	0	0	0
May 2015	100	100	100	100	100	100	100	100	0	0	111	111	106	64	14	0	0	0	0
May 2016	100	100	100	100	100	100	100	73	0	0	115	115	108	59	4	0	0	0	0
May 2017	100	100	100	100	100	100	100	16	0	0	119	119	110	56	*	0	0	0	0
May 2018	100	100	100	100	100	100	100	3	0	0	123	123	111	55	0	0	0	0	0
May 2019	100	100	100	100	100	100	72	1	0	0	128	128	109	53	0	0	0	0	0
May 2020	100	100	100	100	100	100	30	*	0	0	132	132	105	49	0	0	0	0	0
May 2021	100	100	100	100	100	100	13	*	0	0	137	137	99	45	0	0	0	0	0
May 2022	100	100	100	100	100	100	5	*	0	0	142	142	93	41	0	0	0	0	0
May 2023	100	100	100	100	100	98	2	*	0	0	147	135	85	36	0	0	0	0	0
May 2024	100	100	100	100	100	58	1	*	0	0	152	126	78	32	0	0	0	0	0
May 2025	100	100	100	100	100	34	*	*	0	0	158	116	70	28	0	0	0	0	0
May 2026	100	100	100	100	100	20	*	*	0	0	163	107	63	24	0	0	0	0	0
May 2027	100	100	100	100	100	11	*	*	0	0	169	97	56	20	0	0	0	0	0
May 2028	100	100	100	100	100	7	*	0	0	0	175	87	49	17	0	0	0	0	0
May 2029	100	100	100	100	100	4	*	0	0	0	181	78	42	14	0	0	0	0	0
May 2030	100	100	100	100	100	2	*	0	0	0	188	69	37	12	0	0	0	0	0
May 2031	100	100	100	100	100	1	*	0	0	0	194	60	31	10	0	0	0	0	0
May 2032	100	100	100	100	100	1	*	0	0	0	201	52	26	8	0	0	0	0	0
May 2033	100	100	100	100	100	*	*	0	0	0	208	44	21	6	0	0	0	0	0
May 2034	84	84	84	84	84	*	*	0	0	0	212	36	17	5	0	0	0	0	0
May 2035	57	57	57	57	57	*	*	0	0	0	192	29	13	4	0	0	0	0	0
May 2036	37	37	37	37	37	*	*	0	0	0	171	22	10	3	0	0	0	0	0
May 2037	23	23	23	23	23	*	*	0	0	0	148	16	7	2	0	0	0	0	0
May 2038	12	12	12	12	12	*	*	0	0	0	122	10	4	1	0	0	0	0	0
May 2039	4	4	4	4	4	*	0	0	0	0	95	4	2	*	0	0	0	0	0
May 2040	0	0	0	0	0	0	0	0	0	0	66	0	0	0	0	0	0	0	0
May 2041	0	0	0	0	0	0	0	0	0	0	34	0	0	0	0	0	0	0	0
May 2042	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	23.7	23.7	23.7	23.7	23.7	12.8	7.8	4.5	0.4	0.1	26.4	18.2	15.7	8.5	1.6	0.4	0.3	0.2	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.
† In the case of a Notional Class, the Decrement Table indicates the percentage of the original notional principal balance outstanding.
†† The weighted average life information set forth for this class is based solely on assumed principal distributions.

Date	FN and SN† Classes										QA, QF and QS† Classes									
	PSA Prepayment Assumption										PSA Prepayment Assumption									
	0%	100%	150%	225%	325%	650%	950%	1300%	1800%	2600%	0%	100%	150%	225%	325%	650%	950%	1300%	1800%	2600%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
May 2013	99	93	90	86	80	62	45	26	0	0	98	89	86	86	86	81	58	32	0	0
May 2014	98	86	81	73	64	37	19	6	0	0	95	79	73	73	73	48	24	6	0	0
May 2015	97	79	72	62	50	22	8	1	0	0	93	69	61	61	61	29	10	1	0	0
May 2016	96	73	64	53	40	13	3	*	0	0	90	60	50	50	50	17	4	0	0	0
May 2017	95	67	57	44	31	8	1	*	0	0	87	51	41	41	41	10	1	0	0	0
May 2018	93	62	51	38	25	5	1	*	0	0	84	42	32	32	32	6	*	0	0	0
May 2019	92	56	45	32	19	3	*	*	0	0	81	34	25	25	25	3	0	0	0	0
May 2020	90	52	40	27	15	2	*	*	0	0	77	27	19	19	19	2	0	0	0	0
May 2021	89	47	35	22	12	1	*	*	0	0	73	19	15	15	15	1	0	0	0	0
May 2022	87	43	31	19	9	1	*	*	0	0	70	12	12	12	12	*	0	0	0	0
May 2023	85	39	27	16	7	*	*	*	0	0	65	9	9	9	9	0	0	0	0	0
May 2024	83	35	24	13	6	*	*	*	0	0	61	7	7	7	7	0	0	0	0	0
May 2025	80	32	21	11	4	*	*	*	0	0	56	5	5	5	5	0	0	0	0	0
May 2026	78	28	18	9	3	*	*	*	0	0	51	4	4	4	4	0	0	0	0	0
May 2027	75	25	16	7	3	*	*	*	0	0	46	3	3	3	3	0	0	0	0	0
May 2028	73	23	13	6	2	*	*	*	0	0	40	2	2	2	2	0	0	0	0	0
May 2029	70	20	11	5	1	*	*	*	0	0	34	1	1	1	1	0	0	0	0	0
May 2030	66	17	10	4	1	*	*	*	0	0	28	1	1	1	1	0	0	0	0	0
May 2031	63	15	8	3	1	*	*	*	0	0	21	1	1	1	1	0	0	0	0	0
May 2032	59	13	7	2	1	*	*	*	0	0	14	*	*	*	*	0	0	0	0	0
May 2033	55	11	5	2	*	*	*	0	0	0	7	*	*	*	*	0	0	0	0	0
May 2034	50	9	4	1	*	*	*	0	0	0	0	0	0	0	0	0	0	0	0	0
May 2035	46	7	3	1	*	*	*	0	0	0	0	0	0	0	0	0	0	0	0	0
May 2036	40	5	2	1	*	*	*	0	0	0	0	0	0	0	0	0	0	0	0	0
May 2037	35	4	2	*	*	*	*	0	0	0	0	0	0	0	0	0	0	0	0	0
May 2038	29	2	1	*	*	*	*	0	0	0	0	0	0	0	0	0	0	0	0	0
May 2039	22	1	*	*	*	*	*	0	0	0	0	0	0	0	0	0	0	0	0	0
May 2040	16	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
May 2041	8	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
May 2042	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	20.2	10.0	7.9	5.9	4.3	2.0	1.3	0.8	0.3	0.1	13.2	5.7	5.0	5.0	5.0	2.5	1.5	0.9	0.3	0.1

Date	QY Class										XZ Class									
	PSA Prepayment Assumption										PSA Prepayment Assumption									
	0%	100%	150%	225%	325%	650%	950%	1300%	1800%	2600%	0%	100%	150%	225%	325%	650%	950%	1300%	1800%	2600%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
May 2013	100	100	100	100	100	100	100	100	0	0	104	104	102	84	60	0	0	0	0	0
May 2014	100	100	100	100	100	100	100	100	0	0	107	107	104	72	32	0	0	0	0	0
May 2015	100	100	100	100	100	100	100	100	0	0	111	111	106	64	14	0	0	0	0	0
May 2016	100	100	100	100	100	100	100	61	0	0	115	115	108	59	4	0	0	0	0	0
May 2017	100	100	100	100	100	100	100	13	0	0	119	119	110	56	*	0	0	0	0	0
May 2018	100	100	100	100	100	100	100	3	0	0	123	123	111	55	0	0	0	0	0	0
May 2019	100	100	100	100	100	100	62	1	0	0	128	128	110	53	0	0	0	0	0	0
May 2020	100	100	100	100	100	100	26	*	0	0	132	132	105	49	0	0	0	0	0	0
May 2021	100	100	100	100	100	100	11	*	0	0	137	137	100	45	0	0	0	0	0	0
May 2022	100	100	100	100	100	100	5	*	0	0	142	142	93	41	0	0	0	0	0	0
May 2023	100	100	100	100	100	86	2	*	0	0	147	135	86	36	0	0	0	0	0	0
May 2024	100	100	100	100	100	50	1	*	0	0	152	127	78	32	0	0	0	0	0	0
May 2025	100	100	100	100	100	30	*	*	0	0	158	117	71	28	0	0	0	0	0	0
May 2026	100	100	100	100	100	17	*	*	0	0	163	108	63	24	0	0	0	0	0	0
May 2027	100	100	100	100	100	10	*	*	0	0	169	98	56	21	0	0	0	0	0	0
May 2028	100	100	100	100	100	6	*	0	0	0	175	88	49	17	0	0	0	0	0	0
May 2029	100	100	100	100	100	3	*	0	0	0	181	79	43	15	0	0	0	0	0	0
May 2030	100	100	100	100	100	2	*	0	0	0	188	70	37	12	0	0	0	0	0	0
May 2031	100	100	100	100	100	1	*	0	0	0	194	61	31	10	0	0	0	0	0	0
May 2032	100	100	100	100	100	1	*	0	0	0	201	53	26	8	0	0	0	0	0	0
May 2033	100	100	100	100	100	*	*	0	0	0	208	45	22	6	0	0	0	0	0	0
May 2034	75	75	75	75	75	*	*	0	0	0	211	37	17	5	0	0	0	0	0	0
May 2035	51	51	51	51	51	*	*	0	0	0	191	30	14	4	0	0	0	0	0	0
May 2036	33	33	33	33	33	*	*	0	0	0	170	23	10	3	0	0	0	0	0	0
May 2037	20	20	20	20	20	*	*	0	0	0	147	16	7	2	0	0	0	0	0	0
May 2038	11	11	11	11	11	*	0	0	0	0	122	10	4	1	0	0	0	0	0	0
May 2039	4	4	4	4	4	*	0	0	0	0	95	4	2	*	0	0	0	0	0	0
May 2040	0	0	0	0	0	0	0	0	0	0	65	0	0	0	0	0	0	0	0	0
May 2041	0	0	0	0	0	0	0	0	0	0	34	0	0	0	0	0	0	0	0	0
May 2042	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	23.5	23.5	23.5	23.5	23.5	12.6	7.6	4.4	0.3	0.1	26.4	18.3	15.7	8.5	1.6	0.4	0.3	0.2	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.
† In the case of a Notional Class, the Decrement Table indicates the percentage of the original notional principal balance outstanding.

Date	FQ and SQ† Classes										ZT Class									
	PSA Prepayment Assumption										PSA Prepayment Assumption									
	0%	100%	150%	225%	325%	650%	950%	1300%	1800%	2600%	0%	100%	150%	225%	325%	650%	950%	1300%	1800%	2600%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
May 2013	99	93	90	86	80	62	45	25	0	0	104	104	102	84	60	0	0	0	0	0
May 2014	98	86	81	73	63	37	19	5	0	0	107	107	104	72	32	0	0	0	0	0
May 2015	97	79	72	62	50	22	8	1	0	0	111	111	106	64	14	0	0	0	0	0
May 2016	96	73	64	53	40	13	3	*	0	0	115	115	108	59	4	0	0	0	0	0
May 2017	95	67	57	45	31	8	1	*	0	0	119	119	110	56	*	0	0	0	0	0
May 2018	93	62	51	38	25	5	1	*	0	0	123	123	111	55	0	0	0	0	0	0
May 2019	92	57	45	32	19	3	*	*	0	0	128	128	109	53	0	0	0	0	0	0
May 2020	90	52	40	27	15	2	*	*	0	0	132	132	105	49	0	0	0	0	0	0
May 2021	89	47	36	23	12	1	*	*	0	0	137	137	100	45	0	0	0	0	0	0
May 2022	87	43	31	19	9	1	*	*	0	0	142	142	93	41	0	0	0	0	0	0
May 2023	85	39	28	16	7	*	*	*	0	0	147	135	86	36	0	0	0	0	0	0
May 2024	83	36	24	13	6	*	*	*	0	0	152	126	78	32	0	0	0	0	0	0
May 2025	80	32	21	11	4	*	*	*	0	0	158	117	71	28	0	0	0	0	0	0
May 2026	78	29	18	9	3	*	*	*	0	0	163	107	63	24	0	0	0	0	0	0
May 2027	75	26	16	7	3	*	*	*	0	0	169	97	56	21	0	0	0	0	0	0
May 2028	73	23	14	6	2	*	*	*	0	0	175	88	49	17	0	0	0	0	0	0
May 2029	70	20	12	5	1	*	*	*	0	0	181	79	43	15	0	0	0	0	0	0
May 2030	66	18	10	4	1	*	*	*	0	0	188	69	37	12	0	0	0	0	0	0
May 2031	63	15	8	3	1	*	*	*	0	0	194	61	31	10	0	0	0	0	0	0
May 2032	59	13	7	2	1	*	*	*	0	0	201	52	26	8	0	0	0	0	0	0
May 2033	55	11	6	2	*	*	*	*	0	0	208	44	22	6	0	0	0	0	0	0
May 2034	50	9	4	1	*	*	*	*	0	0	212	37	17	5	0	0	0	0	0	0
May 2035	46	7	3	1	*	*	*	*	0	0	192	29	13	4	0	0	0	0	0	0
May 2036	40	6	3	1	*	*	*	*	0	0	170	22	10	3	0	0	0	0	0	0
May 2037	35	4	2	*	*	*	*	*	0	0	147	16	7	2	0	0	0	0	0	0
May 2038	29	2	1	*	*	*	*	*	0	0	122	10	4	1	0	0	0	0	0	0
May 2039	22	1	*	*	*	*	*	*	0	0	95	4	2	*	0	0	0	0	0	0
May 2040	16	0	0	0	0	0	0	0	0	0	66	0	0	0	0	0	0	0	0	0
May 2041	8	0	0	0	0	0	0	0	0	0	34	0	0	0	0	0	0	0	0	0
May 2042	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average																				
Life (years)**	20.2	10.0	8.0	5.9	4.3	2.0	1.2	0.8	0.2	0.1	26.4	18.2	15.7	8.5	1.6	0.4	0.3	0.2	0.1	0.1

Date	PA, PB and PC Classes										KA, FG, SG†, KB, KC, KD and KE Classes					VK, VI†, VL and VM Classes				
	PSA Prepayment Assumption										PSA Prepayment Assumption					PSA Prepayment Assumption				
	0%	100%	150%	225%	325%	650%	950%	1300%	1800%	2600%	0%	100%	150%	300%	600%	0%	100%	150%	300%	600%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
May 2013	98	89	86	86	86	81	59	32	0	0	99	96	95	91	85	94	94	94	94	94
May 2014	95	79	73	73	73	48	25	7	0	0	97	88	85	75	55	88	88	88	88	88
May 2015	93	69	61	61	61	29	10	1	0	0	95	79	73	55	24	81	81	81	81	81
May 2016	90	60	50	50	50	17	4	0	0	0	94	71	62	38	4	74	74	74	74	74
May 2017	87	51	41	41	41	10	1	0	0	0	92	63	52	25	0	67	67	67	67	0
May 2018	84	42	32	32	32	6	*	0	0	0	90	55	43	14	0	60	60	60	60	0
May 2019	81	34	25	25	25	3	0	0	0	0	88	48	35	5	0	52	52	52	52	0
May 2020	77	27	19	19	19	2	0	0	0	0	85	42	27	0	0	44	44	44	27	0
May 2021	73	19	15	15	15	1	0	0	0	0	83	36	21	0	0	35	35	35	0	0
May 2022	70	12	12	12	12	*	0	0	0	0	80	30	15	0	0	27	27	27	0	0
May 2023	65	9	9	9	9	0	0	0	0	0	78	25	10	0	0	18	18	18	0	0
May 2024	61	7	7	7	7	0	0	0	0	0	75	20	5	0	0	8	8	8	0	0
May 2025	56	5	5	5	5	0	0	0	0	0	71	15	1	0	0	0	0	0	0	0
May 2026	51	4	4	4	4	0	0	0	0	0	68	10	0	0	0	0	0	0	0	0
May 2027	46	3	3	3	3	0	0	0	0	0	65	6	0	0	0	0	0	0	0	0
May 2028	41	2	2	2	2	0	0	0	0	0	61	3	0	0	0	0	0	0	0	0
May 2029	35	1	1	1	1	0	0	0	0	0	57	0	0	0	0	0	0	0	0	0
May 2030	28	1	1	1	1	0	0	0	0	0	52	0	0	0	0	0	0	0	0	0
May 2031	22	1	1	1	1	0	0	0	0	0	48	0	0	0	0	0	0	0	0	0
May 2032	14	*	*	*	*	0	0	0	0	0	43	0	0	0	0	0	0	0	0	0
May 2033	7	*	*	*	*	0	0	0	0	0	37	0	0	0	0	0	0	0	0	0
May 2034	0	0	0	0	0	0	0	0	0	0	32	0	0	0	0	0	0	0	0	0
May 2035	0	0	0	0	0	0	0	0	0	0	26	0	0	0	0	0	0	0	0	0
May 2036	0	0	0	0	0	0	0	0	0	0	19	0	0	0	0	0	0	0	0	0
May 2037	0	0	0	0	0	0	0	0	0	0	13	0	0	0	0	0	0	0	0	0
May 2038	0	0	0	0	0	0	0	0	0	0	5	0	0	0	0	0	0	0	0	0
May 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
May 2040	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
May 2041	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
May 2042	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average																				
Life (years)**	13.3	5.7	5.0	5.0	5.0	2.5	1.5	0.9	0.3	0.1	17.0	7.4	5.8	3.6	2.2	7.0	7.0	7.0	5.9	3.9

* 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	KV, IV† and MV Classes					ZM Class					YK Class				
	PSA Prepayment Assumption					PSA Prepayment Assumption					PSA Prepayment Assumption				
	0%	100%	150%	300%	600%	0%	100%	150%	300%	600%	0%	100%	150%	300%	600%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
May 2013	100	100	100	100	100	104	104	104	104	104	100	100	100	100	100
May 2014	100	100	100	100	100	108	108	108	108	108	100	100	100	100	100
May 2015	100	100	100	100	100	113	113	113	113	113	100	100	100	100	100
May 2016	100	100	100	100	100	117	117	117	117	117	100	100	100	100	100
May 2017	100	100	100	100	67	122	122	122	122	122	100	100	100	100	72
May 2018	100	100	100	100	0	127	127	127	127	95	100	100	100	100	45
May 2019	100	100	100	100	0	132	132	132	132	60	100	100	100	100	28
May 2020	100	100	100	100	0	138	138	138	138	37	100	100	100	95	17
May 2021	100	100	100	37	0	143	143	143	143	23	100	100	100	75	11
May 2022	100	100	100	0	0	149	149	149	127	14	100	100	100	60	7
May 2023	100	100	100	0	0	155	155	155	101	9	100	100	100	48	4
May 2024	100	100	100	0	0	161	161	161	80	5	100	100	100	38	3
May 2025	98	98	98	0	0	168	168	168	63	3	100	100	100	30	2
May 2026	82	82	32	0	0	175	175	175	50	2	100	100	89	23	1
May 2027	67	67	0	0	0	182	182	165	39	1	100	100	78	18	1
May 2028	50	50	0	0	0	189	189	142	30	1	100	100	67	14	*
May 2029	33	18	0	0	0	197	197	123	23	*	100	97	58	11	*
May 2030	16	0	0	0	0	205	181	105	18	*	100	85	49	8	*
May 2031	0	0	0	0	0	212	159	89	14	*	100	75	42	6	*
May 2032	0	0	0	0	0	212	138	75	10	*	100	65	35	5	*
May 2033	0	0	0	0	0	212	119	62	8	*	100	56	29	4	*
May 2034	0	0	0	0	0	212	101	51	6	*	100	47	24	3	*
May 2035	0	0	0	0	0	212	84	41	4	*	100	40	19	2	*
May 2036	0	0	0	0	0	212	68	32	3	*	100	32	15	1	*
May 2037	0	0	0	0	0	212	54	25	2	*	100	25	12	1	*
May 2038	0	0	0	0	0	212	40	18	1	*	100	19	8	1	*
May 2039	0	0	0	0	0	194	28	12	1	*	91	13	6	*	*
May 2040	0	0	0	0	0	133	17	7	*	*	63	8	3	*	*
May 2041	0	0	0	0	0	69	6	2	*	*	32	3	1	*	*
May 2042	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average															
Life (years)**	16.0	15.7	13.8	8.9	5.1	28.4	22.5	19.9	13.5	7.6	28.4	22.2	18.9	12.0	6.4

Date	SU† Class						
	PSA Prepayment Assumption						
	0%	100%	250%	440%	700%	1000%	1400%
Initial Percent	100	100	100	100	100	100	100
May 2013	95	87	79	68	53	36	12
May 2014	89	75	59	42	21	3	0
May 2015	83	63	43	23	4	0	0
May 2016	76	52	30	10	*	0	0
May 2017	70	42	19	2	0	0	0
May 2018	62	32	11	1	0	0	0
May 2019	55	24	4	0	0	0	0
May 2020	46	16	1	0	0	0	0
May 2021	38	8	*	0	0	0	0
May 2022	28	2	0	0	0	0	0
May 2023	19	*	0	0	0	0	0
May 2024	8	0	0	0	0	0	0
May 2025	1	0	0	0	0	0	0
May 2026	0	0	0	0	0	0	0
May 2027	0	0	0	0	0	0	0
Weighted Average							
Life (years)**	7.2	4.5	3.0	2.0	1.3	0.9	0.6

* Indicates an outstanding balance greater than 0% and less than 0.5% of the original principal balance.
 ** Determined as specified under “Yield, Maturity and Prepayment Considerations—Weighted Average Lives and Final Distribution Dates” in the REMIC Prospectus.
 † In the case of a Notional Class, the Decrement Table indicates the percentage of the original notional principal balance outstanding.

Date	UA Class										UB Class									
	PSA Prepayment Assumption										PSA Prepayment Assumption									
	0%	100%	120%	175%	250%	500%	750%	1000%	1300%	1700%	0%	100%	120%	175%	250%	500%	750%	1000%	1300%	1700%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
May 2013	99	94	93	93	93	93	93	88	75	57	100	100	100	100	100	100	100	100	100	100
May 2014	97	85	83	83	83	77	56	38	19	0	100	100	100	100	100	100	100	100	100	0
May 2015	95	75	72	72	72	52	29	13	2	0	100	100	100	100	100	100	100	100	100	0
May 2016	93	67	63	63	63	35	14	3	0	0	100	100	100	100	100	100	100	100	36	0
May 2017	91	59	54	54	54	23	6	0	0	0	100	100	100	100	100	100	100	86	8	0
May 2018	89	51	46	46	46	15	2	0	0	0	100	100	100	100	100	100	100	34	2	0
May 2019	87	44	38	38	38	9	0	0	0	0	100	100	100	100	100	100	94	13	*	0
May 2020	85	38	31	31	31	5	0	0	0	0	100	100	100	100	100	100	50	5	*	0
May 2021	82	31	25	25	25	3	0	0	0	0	100	100	100	100	100	100	27	2	*	0
May 2022	80	26	20	20	20	1	0	0	0	0	100	100	100	100	100	100	14	1	*	0
May 2023	77	20	16	16	16	0	0	0	0	0	100	100	100	100	100	90	8	*	*	0
May 2024	74	15	13	13	13	0	0	0	0	0	100	100	100	100	100	61	4	*	*	0
May 2025	70	10	10	10	10	0	0	0	0	0	100	100	100	100	100	41	2	*	*	0
May 2026	67	8	8	8	8	0	0	0	0	0	100	100	100	100	100	28	1	*	*	0
May 2027	63	6	6	6	6	0	0	0	0	0	100	100	100	100	100	18	1	*	*	0
May 2028	59	4	4	4	4	0	0	0	0	0	100	100	100	100	100	12	*	*	0	0
May 2029	55	3	3	3	3	0	0	0	0	0	100	100	100	100	100	8	*	*	0	0
May 2030	51	1	1	1	1	0	0	0	0	0	100	100	100	100	100	5	*	*	0	0
May 2031	46	1	1	1	1	0	0	0	0	0	100	100	100	100	100	3	*	*	0	0
May 2032	41	0	0	0	0	0	0	0	0	0	100	95	95	95	95	2	*	*	0	0
May 2033	35	0	0	0	0	0	0	0	0	0	100	73	73	73	73	1	*	*	0	0
May 2034	29	0	0	0	0	0	0	0	0	0	100	56	56	56	56	1	*	*	0	0
May 2035	23	0	0	0	0	0	0	0	0	0	100	42	42	42	42	1	*	*	0	0
May 2036	17	0	0	0	0	0	0	0	0	0	100	30	30	30	30	*	*	0	0	0
May 2037	9	0	0	0	0	0	0	0	0	0	100	21	21	21	21	*	*	0	0	0
May 2038	2	0	0	0	0	0	0	0	0	0	100	14	14	14	14	*	*	0	0	0
May 2039	0	0	0	0	0	0	0	0	0	0	8	8	8	8	8	*	*	0	0	0
May 2040	0	0	0	0	0	0	0	0	0	0	4	4	4	4	4	*	*	0	0	0
May 2041	0	0	0	0	0	0	0	0	0	0	*	*	*	*	*	*	*	0	0	0
May 2042	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	16.7	6.9	6.4	6.4	6.4	3.6	2.5	1.9	1.5	1.1	26.6	23.0	23.0	23.0	23.0	13.3	8.5	5.9	4.0	1.7

Date	UF, US and HU Classes									
	PSA Prepayment Assumption									
	0%	100%	120%	175%	250%	500%	750%	1000%	1300%	1700%
Initial Percent	100	100	100	100	100	100	100	100	100	100
May 2013	100	100	100	93	83	50	16	0	0	0
May 2014	100	100	100	82	57	0	0	0	0	0
May 2015	100	100	100	72	36	0	0	0	0	0
May 2016	100	100	100	64	20	0	0	0	0	0
May 2017	100	100	100	58	10	0	0	0	0	0
May 2018	100	100	100	55	4	0	0	0	0	0
May 2019	100	100	100	52	1	0	0	0	0	0
May 2020	100	100	100	51	*	0	0	0	0	0
May 2021	100	100	98	49	*	0	0	0	0	0
May 2022	100	100	95	46	*	0	0	0	0	0
May 2023	100	100	91	43	*	0	0	0	0	0
May 2024	100	100	86	40	*	0	0	0	0	0
May 2025	100	100	81	37	*	0	0	0	0	0
May 2026	100	95	75	33	*	0	0	0	0	0
May 2027	100	88	69	30	*	0	0	0	0	0
May 2028	100	81	62	26	*	0	0	0	0	0
May 2029	100	74	56	23	*	0	0	0	0	0
May 2030	100	66	50	20	*	0	0	0	0	0
May 2031	100	59	44	17	*	0	0	0	0	0
May 2032	100	52	39	15	*	0	0	0	0	0
May 2033	100	45	33	12	*	0	0	0	0	0
May 2034	100	39	28	10	*	0	0	0	0	0
May 2035	100	32	23	8	*	0	0	0	0	0
May 2036	100	26	19	6	*	0	0	0	0	0
May 2037	100	21	15	5	*	0	0	0	0	0
May 2038	100	15	11	3	*	0	0	0	0	0
May 2039	88	10	7	2	*	0	0	0	0	0
May 2040	61	5	4	1	*	0	0	0	0	0
May 2041	32	1	*	*	*	0	0	0	0	0
May 2042	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	28.4	20.6	18.4	10.1	2.6	1.0	0.7	0.5	0.4	0.3

* Indicates an outstanding balance greater than 0% and less than 0.5% of the original principal balance.
** Determined as specified under "Yield, Maturity and Prepayment Considerations—Weighted Average Lives and Final Distribution Dates" in the REMIC Prospectus.

Characteristics of the Residual Classes

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

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

CERTAIN ADDITIONAL FEDERAL INCOME TAX CONSEQUENCES

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

U.S. Treasury Circular 230 Notice

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

REMIC Elections and Special Tax Attributes

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

Notwithstanding the foregoing, the Mortgage Loans underlying the Group 1 MBS, the Group 4 Underlying REMIC Certificate and the Group 7 MBS have loan-to-value ratios at origination ranging from greater than 105% up to 125%. See “Description of the Certificates—The Trust MBS” and “—The Underlying REMIC and RCR Certificates” in this prospectus supplement. A portion of the Group 1 Classes, Group 4 Class and Group 7 Classes may not be treated as “real estate assets” within the meaning of section 856(c)(5)(B) of the Code. See “Material Federal

Income Tax Consequences—Special Tax Attributes” in the MBS Prospectus dated February 1, 2012. Accordingly, special tax considerations may apply to a real estate investment trust that holds a REMIC Certificate of a Group 1, Group 4 or Group 7 Class, and we may be obligated to provide additional information, pursuant to Regulations under section 6049 of the Code, on such Classes. See “Material Federal Income Tax Consequences—REMIC Election and Special Tax Attributes” in the REMIC Prospectus.

Taxation of Beneficial Owners of Regular Certificates

The Notional Classes, the Principal Only Class, the Accrual Classes and the UB Class will be issued with original issue discount (“OID”), and certain other Classes of REMIC Certificates may be issued with OID. In addition, because a portion of the interest payments will be treated as included in the stated redemption price at maturity, the XW Class will be treated as having been 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 B Class will be treated as having been issued at a premium, and certain other Classes of REMIC Certificates may be treated as having been issued at a premium. See “Material Federal Income Tax Consequences—Taxation of Beneficial Owners of Regular Certificates—*Regular Certificates Purchased at a Premium*” in the REMIC Prospectus.

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

<u>Group</u>	<u>Prepayment Assumption</u>
1	150% PSA
2	250% PSA
3	250% PSA
4	200% PSA
5	225% PSA
6	225% PSA
7	150% PSA
8	440% PSA
9	175% 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. All of the RCR Certificates are Combination RCR Certificates. See “Material Federal Income Tax Consequences—Taxation of Beneficial Owners of RCR Certificates” in the REMIC Prospectus for a general discussion of the federal income tax treatment of beneficial owners of RCR Certificates.

PLAN OF DISTRIBUTION

We are obligated to deliver the Certificates to Deutsche Bank Securities Inc. (the “Dealer”) in exchange for the Trust MBS, the Underlying REMIC and RCR Certificates and the Group 4 SMBS. 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. SNR Denton US LLP will provide legal representation for the Dealer.

Group 3 Underlying RCR Certificate

<u>Underlying REMIC Trust</u>	<u>Class</u>	<u>Date of Issue</u>	<u>CUSIP Number</u>	<u>Interest Rate</u>	<u>Interest Type(1)</u>	<u>Final Distribution Date</u>	<u>Principal Type(1)</u>	<u>Original Principal Balance of Class</u>	<u>May 2012 Class Factor</u>	<u>Principal Balance in the Lower Tier REMIC</u>	<u>Approximate Weighted Average WAC</u>	<u>Approximate Weighted Average WAM (in months)</u>	<u>Approximate Weighted Average WALA (in months)</u>
2012-51	HK	April 2012	3136A56B7	3.5%	FIX	May 2042	SEG(TAC)/SUP/AD	\$128,432,000	0.99514191	\$113,876,079.05	(2)	(2)	(2)

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

(2) The Group 3 Underlying RCR Certificate is formed by a combination of the Fannie Mae REMIC certificates listed below having the following characteristics:

<u>Class</u>	<u>Interest Type</u>	<u>Principal Type</u>	<u>Approximate Weighted Average WAC</u>	<u>Approximate Weighted Average WAM (in months)</u>	<u>Approximate Weighted Average WALA (in months)</u>
2012-51-HF	FLT	SEG(TAC)/SUP/AD	4.438%	345	8
2012-51-HS	INV	SEG(TAC)/SUP/AD	4.438	345	8
2012-51-FH	FLT	SEG(TAC)/SUP/AD	4.430	357	2
2012-51-SH	INV	SEG(TAC)/SUP/AD	4.430	357	2

I-A

Group 4 Underlying REMIC Certificate

<u>Underlying REMIC Trust</u>	<u>Class</u>	<u>Date of Issue</u>	<u>CUSIP Number</u>	<u>Interest Rate</u>	<u>Interest Type(1)</u>	<u>Final Distribution Date</u>	<u>Principal Type(1)</u>	<u>Original Principal Balance of Class</u>	<u>May 2012 Class Factor</u>	<u>Principal Balance in the Lower Tier REMIC</u>	<u>Approximate Weighted Average WAC</u>	<u>Approximate Weighted Average WAM (in months)</u>	<u>Approximate Weighted Average WALA (in months)</u>
2011-101	BD	September 2011	3136A1YN9	2.5%	FIX	October 2041	PT	\$25,000,000	0.97232755	\$22,072,879.66	5.41%	341	12

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

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

Group 8 Underlying REMIC and RCR Certificates

<u>Underlying REMIC Trust</u>	<u>Class</u>	<u>Date of Issue</u>	<u>CUSIP Number</u>	<u>Interest Rate</u>	<u>Interest Type(1)</u>	<u>Final Distribution Date</u>	<u>Principal Type(1)</u>	<u>Original Notional Principal Balance of Class</u>	<u>May 2012 Class Factor</u>	<u>Notional Principal Balance in the Lower Tier REMIC</u>	<u>Approximate Weighted Average WAC</u>	<u>Approximate Weighted Average WAM (in months)</u>	<u>Approximate Weighted Average WALA (in months)</u>
2011-74	BS	July 2011	3136A0JE8	(2)	INV/IO	April 2025	NTL	\$134,504,400	0.71219335	\$43,572,682.12	3.943%	157	20
2011-74	SL	July 2011	3136A0KV8	(2)	INV/IO	January 2026	NTL	145,171,200	0.73334063	25,749,482.27	3.943	157	20
2011-92	SB(3)	August 2011	3136A04W4	(2)	INV/IO	August 2026	NTL	17,857,143	0.73543308	13,132,733.68	3.943	157	20

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

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

(3) The Class 2011-92-SB REMIC Certificate is backed by the Fannie Mae REMIC and RCR certificates listed below having the following characteristics:

<u>Class</u>	<u>Interest Type</u>	<u>Principal Type</u>
2011-74-LX	FIX	SEQ
2011-74-XF	FLT	SEQ
2011-74-XS	INV/IO	NTL
2011-74-LG	FIX	SEQ
2011-74-LN	FIX	SEQ

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.

Available Recombinations(1)

REMIC Certificates		RCR Certificates						
<u>Classes</u>	<u>Original Balances</u>	<u>RCR Classes</u>	<u>Original Balances</u>	<u>Principal Type(2)</u>	<u>Interest Rate</u>	<u>Interest Type(2)</u>	<u>CUSIP Number</u>	<u>Final Distribution Date</u>
Recombination 1								
SA	\$369,230,769(3)	SK	\$369,230,769(3)	NTL	(4)	INV/IO	3136A6XM1	June 2042
TM	4,615,384(3)							
TL	4,615,384(3)							
TK	4,615,384(3)							
Recombination 2								
SA	369,230,769(3)	SL	369,230,769(3)	NTL	(4)	INV/IO	3136A6XN9	June 2042
TM	4,615,384(3)							
TL	4,615,384(3)							
Recombination 3								
SA	369,230,769(3)	ST	369,230,769(3)	NTL	(4)	INV/IO	3136A6XP4	June 2042
TM	4,615,384(3)							
Recombination 4								
OK	230,769,231	KS	230,769,231	PT	(4)	INV	3136A6XQ2	June 2042
SA	369,230,769(3)							
TM	4,615,384(3)							
TL	4,615,384(3)							
TK	4,615,384(3)							
Recombination 5								
OK	230,769,231	LS	230,769,231	PT	(4)	INV	3136A6XR0	June 2042
SA	369,230,769(3)							
TM	4,615,384(3)							
TL	4,615,384(3)							
Recombination 6								
OK	230,769,231	MS	230,769,231	PT	(4)	INV	3136A6XS8	June 2042
SA	369,230,769(3)							
TM	4,615,384(3)							

<u>REMIC Certificates</u>		<u>RCR Certificates</u>						
<u>Classes</u>	<u>Original Balances</u>	<u>RCR Classes</u>	<u>Original Balances</u>	<u>Principal Type(2)</u>	<u>Interest Rate</u>	<u>Interest Type(2)</u>	<u>CUSIP Number</u>	<u>Final Distribution Date</u>
Recombination 7								
OK	\$230,769,231	XS	\$230,769,231	PT	(4)	INV	3136A6XT6	June 2042
SA	369,230,769(3)							
Recombination 8								
FK	369,230,769	FL	369,230,769	PT	(4)	FLT	3136A6XU3	June 2042
TK	4,615,384(3)							
Recombination 9								
TL	4,615,384(3)	FA	369,230,769	PT	(4)	FLT	3136A6XV1	June 2042
FK	369,230,769							
TK	4,615,384(3)							
Recombination 10								
TM	4,615,384(3)	FM	369,230,769	PT	(4)	FLT	3136A6XW9	June 2042
TL	4,615,384(3)							
FK	369,230,769							
TK	4,615,384(3)							
Recombination 11								
ZX	7,100,412	ZT(5)	14,988,524	SUP	3.50%	FIX/Z	3136A6XX7	June 2042
XZ	7,888,112							
Recombination 12								
NA	14,574,000	PA(6)	30,625,000	PAC/AD	1.50	FIX	3136A6XY5	June 2042
QA	16,051,000							
Recombination 13								
NA	14,574,000	PB(7)	32,083,333	PAC/AD	1.75	FIX	3136A6XZ2	June 2042
NF	694,000							
NS	694,000(3)							
QA	16,051,000							
QF	764,333							
QS	764,333(3)							

<u>REMIC Certificates</u>		<u>RCR Certificates</u>						
<u>Classes</u>	<u>Original Balances</u>	<u>RCR Classes</u>	<u>Original Balances</u>	<u>Principal Type(2)</u>	<u>Interest Rate</u>	<u>Interest Type(2)</u>	<u>CUSIP Number</u>	<u>Final Distribution Date</u>
Recombination 14								
NA	\$ 14,574,000	PC(7)	\$ 33,687,500	PAC/AD	2.00%	FIX	3136A6YA6	June 2042
NF	1,457,400							
NS	1,457,400(3)							
QA	16,051,000							
QF	1,605,100							
QS	1,605,100(3)							
Recombination 15								
KA	110,515,790	KB	116,655,556	SEQ	2.00	FIX	3136A6YB4	March 2039
FG	6,139,766							
SG	6,139,766(3)							
Recombination 16								
KA	110,515,790	KC	123,517,647	SEQ	2.25	FIX	3136A6YC2	March 2039
FG	13,001,857							
SG	13,001,857(3)							
Recombination 17								
KA	110,515,790	KD	131,237,500	SEQ	2.50	FIX	3136A6YD0	March 2039
FG	20,721,710							
SG	20,721,710(3)							
Recombination 18								
KA	110,515,790	KE	149,985,714	SEQ	3.00	FIX	3136A6YE8	March 2039
FG	39,469,924							
SG	39,469,924(3)							
Recombination 19								
ZM	28,896,900	YK(8)	61,343,900	SEQ	4.00	FIX	3136A6YF5	June 2042
VK	19,344,000							
VI	10,881,000(3)							
KV	13,103,000							
IV	3,275,750(3)							
Recombination 20								
VK	19,344,000	VL	19,344,000	SEQ/AD	3.50	FIX	3136A6YG3	April 2025
VI	8,463,000(3)							

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 21								
VK	\$ 19,344,000	VM	\$ 19,344,000	SEQ/AD	4.00%	FIX	3136A6YH1	April 2025
VI	10,881,000(3)							
Recombination 22								
KV	13,103,000	MV	13,103,000	SEQ/AD	4.00	FIX	3136A6YJ7	May 2031
IV	3,275,750(3)							
Recombination 23								
UF	3,406,353	HU	5,109,530	SUP	4.00	FIX	3136A6YK4	June 2042
US	1,703,177							

- (1) REMIC Certificates and RCR Certificates in each Recombination may be exchanged only in the proportions of *original* principal or notional principal balances for the related Classes shown in this Schedule 1 (disregarding any retired Classes). For example, if a particular Recombination includes two REMIC Classes and one RCR Class whose *original* principal balances shown in the schedule reflect a 1:1:2 relationship, the same 1:1:2 relationship among the *original* principal balances of those REMIC and RCR Classes must be maintained in any exchange. This is true even if, as a result of the applicable payment priority sequence, the relationship between their *current* principal balances has changed over time. Moreover, if as a result of a proposed exchange, a Certificateholder would hold a REMIC Certificate or RCR Certificate of a Class in an amount less than the applicable minimum denomination for that Class, the Certificateholder will be unable to effect the proposed exchange. See “Description of the Certificates—General—*Authorized Denominations*” in this prospectus supplement.
- (2) See “Description of the Certificates—The Certificates—*Class Definitions and Abbreviations*” in the REMIC Prospectus.
- (3) Notional balances. These Classes are Interest Only Classes. See page S-10 for a description of how their notional balances are calculated.
- (4) For a description of these interest rates, see “Summary—Interest Rates” in this prospectus supplement.
- (5) The ZT Class is an RCR Class formed by a combination of the ZX Class in Group 5 and the XZ Class in Group 6.
- (6) The PA Class is an RCR Class formed by a combination of the NA Class in Group 5 and the QA Class in Group 6.
- (7) Each of the PB and PC Classes is an RCR Class formed by a combination of the NA, NF and NS Classes in Group 5 and the QA, QF and QS Classes in Group 6.
- (8) Principal payments on the REMIC Certificates in Recombination 19 from the ZM Accrual Amount will be paid as interest on the related RCR Certificates, and thus will not reduce the principal balances of those RCR Certificates.

Principal Balance Schedules

Aggregate Group I Planned Balances

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
Initial Balance	\$23,008,000.00	January 2017	\$10,114,926.71	September 2021	\$ 3,267,441.63
June 2012	22,761,665.87	February 2017	9,929,730.89	October 2021	3,200,375.11
July 2012	22,518,271.27	March 2017	9,745,958.11	November 2021	3,134,625.39
August 2012	22,268,467.28	April 2017	9,563,596.44	December 2021	3,070,167.29
September 2012	22,012,410.33	May 2017	9,382,634.07	January 2022	3,006,976.17
October 2012	21,750,261.26	June 2017	9,203,059.27	February 2022	2,945,027.78
November 2012	21,482,185.12	July 2017	9,024,860.41	March 2022	2,884,298.39
December 2012	21,208,351.03	August 2017	8,848,025.95	April 2022	2,824,764.67
January 2013	20,936,672.75	September 2017	8,672,897.48	May 2022	2,766,403.75
February 2013	20,667,132.63	October 2017	8,501,131.00	June 2022	2,709,193.18
March 2013	20,399,713.15	November 2017	8,332,663.23	July 2022	2,653,110.94
April 2013	20,134,396.91	December 2017	8,167,432.10	August 2022	2,598,135.42
May 2013	19,871,166.67	January 2018	8,005,376.66	September 2022	2,544,245.40
June 2013	19,610,005.31	February 2018	7,846,437.10	October 2022	2,491,420.09
July 2013	19,350,895.85	March 2018	7,690,554.74	November 2022	2,439,639.06
August 2013	19,093,821.44	April 2018	7,537,671.97	December 2022	2,388,882.29
September 2013	18,838,765.37	May 2018	7,387,732.24	January 2023	2,339,130.12
October 2013	18,585,711.06	June 2018	7,240,680.09	February 2023	2,290,363.27
November 2013	18,334,642.05	July 2018	7,096,461.06	March 2023	2,242,562.81
December 2013	18,085,542.01	August 2018	6,955,021.70	April 2023	2,195,710.17
January 2014	17,838,394.76	September 2018	6,816,309.57	May 2023	2,149,787.15
February 2014	17,593,184.22	October 2018	6,680,273.21	June 2023	2,104,775.86
March 2014	17,349,894.45	November 2018	6,546,862.09	July 2023	2,060,658.78
April 2014	17,108,509.63	December 2018	6,416,026.64	August 2023	2,017,418.68
May 2014	16,869,014.08	January 2019	6,287,718.21	September 2023	1,975,038.70
June 2014	16,631,392.21	February 2019	6,161,889.05	October 2023	1,933,502.27
July 2014	16,395,628.59	March 2019	6,038,492.32	November 2023	1,892,793.13
August 2014	16,161,707.88	April 2019	5,917,482.02	December 2023	1,852,895.34
September 2014	15,929,614.89	May 2019	5,798,813.02	January 2024	1,813,793.26
October 2014	15,699,334.52	June 2019	5,682,441.04	February 2024	1,775,471.53
November 2014	15,470,851.80	July 2019	5,568,322.61	March 2024	1,737,915.11
December 2014	15,244,151.89	August 2019	5,456,415.08	April 2024	1,701,109.20
January 2015	15,019,220.05	September 2019	5,346,676.60	May 2024	1,665,039.33
February 2015	14,796,041.67	October 2019	5,239,066.08	June 2024	1,629,691.26
March 2015	14,574,602.23	November 2019	5,133,543.22	July 2024	1,595,051.04
April 2015	14,354,887.35	December 2019	5,030,068.45	August 2024	1,561,104.99
May 2015	14,136,882.76	January 2020	4,928,602.95	September 2024	1,527,839.67
June 2015	13,920,574.28	February 2020	4,829,108.63	October 2024	1,495,241.91
July 2015	13,705,947.86	March 2020	4,731,548.10	November 2024	1,463,298.78
August 2015	13,492,989.57	April 2020	4,635,884.66	December 2024	1,431,997.59
September 2015	13,281,685.56	May 2020	4,542,082.32	January 2025	1,401,325.91
October 2015	13,072,022.11	June 2020	4,450,105.73	February 2025	1,371,271.53
November 2015	12,863,985.61	July 2020	4,359,920.24	March 2025	1,341,822.47
December 2015	12,657,562.53	August 2020	4,271,491.82	April 2025	1,312,966.99
January 2016	12,452,739.49	September 2020	4,184,787.07	May 2025	1,284,693.55
February 2016	12,249,503.17	October 2020	4,099,773.24	June 2025	1,256,990.86
March 2016	12,047,840.38	November 2020	4,016,418.16	July 2025	1,229,847.81
April 2016	11,847,738.04	December 2020	3,934,690.30	August 2025	1,203,253.53
May 2016	11,649,183.14	January 2021	3,854,558.68	September 2025	1,177,197.35
June 2016	11,452,162.81	February 2021	3,775,992.93	October 2025	1,151,668.77
July 2016	11,256,664.25	March 2021	3,698,963.24	November 2025	1,126,657.55
August 2016	11,062,674.78	April 2021	3,623,440.34	December 2025	1,102,153.58
September 2016	10,870,181.82	May 2021	3,549,395.53	January 2026	1,078,146.99
October 2016	10,679,172.87	June 2021	3,476,800.64	February 2026	1,054,628.08
November 2016	10,489,635.55	July 2021	3,405,628.02	March 2026	1,031,587.33
December 2016	10,301,557.56	August 2021	3,335,850.56	April 2026	1,009,015.41

Aggregate Group I (Continued)

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
May 2026	\$ 986,903.16	January 2031	\$ 265,090.20	September 2035	\$ 52,681.08
June 2026	965,241.60	February 2031	258,483.12	October 2035	50,870.21
July 2026	944,021.91	March 2031	252,019.51	November 2035	49,103.50
August 2026	923,235.46	April 2031	245,696.47	December 2035	47,380.01
September 2026	902,873.76	May 2031	239,511.15	January 2036	45,698.79
October 2026	882,928.50	June 2031	233,460.75	February 2036	44,058.95
November 2026	863,391.52	July 2031	227,542.52	March 2036	42,459.59
December 2026	844,254.82	August 2031	221,753.78	April 2036	40,899.82
January 2027	825,510.54	September 2031	216,091.89	May 2036	39,378.80
February 2027	807,150.99	October 2031	210,554.27	June 2036	37,895.69
March 2027	789,168.60	November 2031	205,138.38	July 2036	36,449.66
April 2027	771,555.98	December 2031	199,841.73	August 2036	35,039.90
May 2027	754,305.86	January 2032	194,661.89	September 2036	33,665.63
June 2027	737,411.10	February 2032	189,596.47	October 2036	32,326.07
July 2027	720,864.71	March 2032	184,643.12	November 2036	31,020.46
August 2027	704,659.84	April 2032	179,799.56	December 2036	29,748.06
September 2027	688,789.75	May 2032	175,063.53	January 2037	28,508.15
October 2027	673,247.86	June 2032	170,432.82	February 2037	27,300.00
November 2027	658,027.67	July 2032	165,905.27	March 2037	26,122.93
December 2027	643,122.86	August 2032	161,478.76	April 2037	24,976.24
January 2028	628,527.18	September 2032	157,151.21	May 2037	23,859.27
February 2028	614,234.54	October 2032	152,920.57	June 2037	22,771.36
March 2028	600,238.94	November 2032	148,784.86	July 2037	21,711.87
April 2028	586,534.50	December 2032	144,742.11	August 2037	20,680.17
May 2028	573,115.47	January 2033	140,790.41	September 2037	19,675.63
June 2028	559,976.19	February 2033	136,927.86	October 2037	18,697.67
July 2028	547,111.12	March 2033	133,152.63	November 2037	17,745.68
August 2028	534,514.82	April 2033	129,462.90	December 2037	16,819.08
September 2028	522,181.96	May 2033	125,856.91	January 2038	15,917.31
October 2028	510,107.31	June 2033	122,332.91	February 2038	15,039.82
November 2028	498,285.74	July 2033	118,889.19	March 2038	14,186.05
December 2028	486,712.21	August 2033	115,524.10	April 2038	13,355.47
January 2029	475,381.80	September 2033	112,235.99	May 2038	12,547.57
February 2029	464,289.66	October 2033	109,023.25	June 2038	11,761.82
March 2029	453,431.06	November 2033	105,884.32	July 2038	10,997.74
April 2029	442,801.33	December 2033	102,817.65	August 2038	10,254.83
May 2029	432,395.91	January 2034	99,821.73	September 2038	9,532.60
June 2029	422,210.32	February 2034	96,895.08	October 2038	8,830.59
July 2029	412,240.18	March 2034	94,036.25	November 2038	8,148.34
August 2029	402,481.18	April 2034	91,243.82	December 2038	7,485.39
September 2029	392,929.09	May 2034	88,516.38	January 2039	6,841.31
October 2029	383,579.78	June 2034	85,852.58	February 2039	6,215.66
November 2029	374,429.19	July 2034	83,251.07	March 2039	5,608.03
December 2029	365,473.33	August 2034	80,710.55	April 2039	5,017.98
January 2030	356,708.30	September 2034	78,229.71	May 2039	4,445.12
February 2030	348,130.27	October 2034	75,807.31	June 2039	3,889.06
March 2030	339,735.49	November 2034	73,442.11	July 2039	3,349.40
April 2030	331,520.26	December 2034	71,132.89	August 2039	2,825.75
May 2030	323,480.99	January 2035	68,878.48	September 2039	2,317.76
June 2030	315,614.13	February 2035	66,677.69	October 2039	1,825.05
July 2030	307,916.20	March 2035	64,529.41	November 2039	1,347.27
August 2030	300,383.81	April 2035	62,432.50	December 2039	884.06
September 2030	293,013.60	May 2035	60,385.87	January 2040	435.08
October 2030	285,802.32	June 2035	58,388.46	February 2040 and	
November 2030	278,746.75	July 2035	56,439.21	thereafter	0.00
December 2030	271,843.74	August 2035	54,537.09		

Aggregate Group II Planned Balances

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
Initial Balance	\$25,357,000.00	April 2017	\$10,568,091.68	March 2022	\$ 3,205,079.63
June 2012	25,078,097.97	May 2017	10,369,262.09	April 2022	3,139,234.99
July 2012	24,802,969.52	June 2017	10,171,940.95	May 2022	3,074,681.43
August 2012	24,520,845.89	July 2017	9,976,115.66	June 2022	3,011,394.32
September 2012	24,231,904.14	August 2017	9,781,773.74	July 2022	2,949,349.54
October 2012	23,936,326.11	September 2017	9,589,007.24	August 2022	2,888,523.38
November 2012	23,634,298.16	October 2017	9,399,925.98	September 2022	2,828,892.60
December 2012	23,334,628.03	November 2017	9,214,460.87	October 2022	2,770,434.40
January 2013	23,037,296.50	December 2017	9,032,544.10	November 2022	2,713,126.37
February 2013	22,742,284.50	January 2018	8,854,109.13	December 2022	2,656,946.55
March 2013	22,449,573.09	February 2018	8,679,090.62	January 2023	2,601,873.40
April 2013	22,159,143.51	March 2018	8,507,424.47	February 2023	2,547,885.75
May 2013	21,870,977.11	April 2018	8,339,047.75	March 2023	2,494,962.86
June 2013	21,585,055.42	May 2018	8,173,898.69	April 2023	2,443,084.35
July 2013	21,301,360.10	June 2018	8,011,916.69	May 2023	2,392,230.25
August 2013	21,019,872.95	July 2018	7,853,042.24	June 2023	2,342,380.94
September 2013	20,740,575.91	August 2018	7,697,216.95	July 2023	2,293,517.19
October 2013	20,463,451.08	September 2018	7,544,383.52	August 2023	2,245,620.11
November 2013	20,188,480.68	October 2018	7,394,485.70	September 2023	2,198,671.18
December 2013	19,915,647.08	November 2018	7,247,468.28	October 2023	2,152,652.22
January 2014	19,644,932.79	December 2018	7,103,277.08	November 2023	2,107,545.40
February 2014	19,376,320.44	January 2019	6,961,858.92	December 2023	2,063,333.21
March 2014	19,109,792.82	February 2019	6,823,161.62	January 2024	2,019,998.49
April 2014	18,845,332.83	March 2019	6,687,133.95	February 2024	1,977,524.37
May 2014	18,582,923.53	April 2019	6,553,725.64	March 2024	1,935,894.34
June 2014	18,322,548.09	May 2019	6,422,887.36	April 2024	1,895,092.16
July 2014	18,064,189.82	June 2019	6,294,570.67	May 2024	1,855,101.93
August 2014	17,807,832.17	July 2019	6,168,728.05	June 2024	1,815,908.02
September 2014	17,553,458.71	August 2019	6,045,312.87	July 2024	1,777,495.11
October 2014	17,301,053.13	September 2019	5,924,279.35	August 2024	1,739,848.17
November 2014	17,050,599.27	October 2019	5,805,582.57	September 2024	1,702,952.45
December 2014	16,802,081.07	November 2019	5,689,178.42	October 2024	1,666,793.46
January 2015	16,555,482.62	December 2019	5,575,023.65	November 2024	1,631,357.02
February 2015	16,310,788.12	January 2020	5,463,075.78	December 2024	1,596,629.19
March 2015	16,067,981.90	February 2020	5,353,293.15	January 2025	1,562,596.30
April 2015	15,827,048.40	March 2020	5,245,634.83	February 2025	1,529,244.92
May 2015	15,587,972.20	April 2020	5,140,060.71	March 2025	1,496,561.92
June 2015	15,350,737.99	May 2020	5,036,531.37	April 2025	1,464,534.37
July 2015	15,115,330.59	June 2020	4,935,008.17	May 2025	1,433,149.60
August 2015	14,881,734.92	July 2020	4,835,453.14	June 2025	1,402,395.20
September 2015	14,649,936.03	August 2020	4,737,829.07	July 2025	1,372,258.95
October 2015	14,419,919.09	September 2020	4,642,099.41	August 2025	1,342,728.91
November 2015	14,191,669.37	October 2020	4,548,228.29	September 2025	1,313,793.33
December 2015	13,965,172.29	November 2020	4,456,180.52	October 2025	1,285,440.70
January 2016	13,740,413.34	December 2020	4,365,921.56	November 2025	1,257,659.72
February 2016	13,517,378.14	January 2021	4,277,417.52	December 2025	1,230,439.31
March 2016	13,296,052.45	February 2021	4,190,635.13	January 2026	1,203,768.59
April 2016	13,076,422.10	March 2021	4,105,541.75	February 2026	1,177,636.89
May 2016	12,858,473.05	April 2021	4,022,105.34	March 2026	1,152,033.76
June 2016	12,642,191.37	May 2021	3,940,294.47	April 2026	1,126,948.91
July 2016	12,427,563.24	June 2021	3,860,078.28	May 2026	1,102,372.27
August 2016	12,214,574.94	July 2021	3,781,426.50	June 2026	1,078,293.97
September 2016	12,003,212.87	August 2021	3,704,309.42	July 2026	1,054,704.31
October 2016	11,793,463.51	September 2021	3,628,697.88	August 2026	1,031,593.77
November 2016	11,585,313.49	October 2021	3,554,563.28	September 2026	1,008,953.03
December 2016	11,378,749.50	November 2021	3,481,877.52	October 2026	986,772.93
January 2017	11,173,758.36	December 2021	3,410,613.07	November 2026	965,044.48
February 2017	10,970,326.98	January 2022	3,340,742.87	December 2026	943,758.89
March 2017	10,768,442.38	February 2022	3,272,240.40	January 2027	922,907.51

Aggregate Group II (Continued)

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
February 2027	\$ 902,481.85	July 2031	\$ 255,994.56	December 2035	\$ 53,667.78
March 2027	882,473.61	August 2031	249,512.55	January 2036	51,770.40
April 2027	862,874.62	September 2031	243,171.75	February 2036	49,919.39
May 2027	843,676.88	October 2031	236,969.29	March 2036	48,113.76
June 2027	824,872.54	November 2031	230,902.38	April 2036	46,352.54
July 2027	806,453.90	December 2031	224,968.25	May 2036	44,634.77
August 2027	788,413.39	January 2032	219,164.22	June 2036	42,959.51
September 2027	770,743.61	February 2032	213,487.63	July 2036	41,325.85
October 2027	753,437.29	March 2032	207,935.89	August 2036	39,732.89
November 2027	736,487.30	April 2032	202,506.47	September 2036	38,179.74
December 2027	719,886.64	May 2032	197,196.86	October 2036	36,665.56
January 2028	703,628.44	June 2032	192,004.62	November 2036	35,189.48
February 2028	687,705.99	July 2032	186,927.35	December 2036	33,750.69
March 2028	672,112.66	August 2032	181,962.71	January 2037	32,348.37
April 2028	656,841.99	September 2032	177,108.39	February 2037	30,981.72
May 2028	641,887.63	October 2032	172,362.13	March 2037	29,649.97
June 2028	627,243.34	November 2032	167,721.72	April 2037	28,352.36
July 2028	612,903.00	December 2032	163,184.98	May 2037	27,088.14
August 2028	598,860.63	January 2033	158,749.78	June 2037	25,856.57
September 2028	585,110.34	February 2033	154,414.04	July 2037	24,656.93
October 2028	571,646.37	March 2033	150,175.71	August 2037	23,488.54
November 2028	558,463.04	April 2033	146,032.79	September 2037	22,350.68
December 2028	545,554.83	May 2033	141,983.31	October 2037	21,242.70
January 2029	532,916.27	June 2033	138,025.33	November 2037	20,163.94
February 2029	520,542.04	July 2033	134,156.98	December 2037	19,113.73
March 2029	508,426.90	August 2033	130,376.39	January 2038	18,091.46
April 2029	496,565.70	September 2033	126,681.75	February 2038	17,096.49
May 2029	484,953.42	October 2033	123,071.28	March 2038	16,128.23
June 2029	473,585.10	November 2033	119,543.23	April 2038	15,186.07
July 2029	462,455.91	December 2033	116,095.90	May 2038	14,269.43
August 2029	451,561.10	January 2034	112,727.60	June 2038	13,377.74
September 2029	440,895.99	February 2034	109,436.69	July 2038	12,510.45
October 2029	430,456.02	March 2034	106,221.55	August 2038	11,666.99
November 2029	420,236.70	April 2034	103,080.62	September 2038	10,846.84
December 2029	410,233.65	May 2034	100,012.33	October 2038	10,049.47
January 2030	400,442.53	June 2034	97,015.18	November 2038	9,274.36
February 2030	390,859.12	July 2034	94,087.67	December 2038	8,521.01
March 2030	381,479.29	August 2034	91,228.34	January 2039	7,788.93
April 2030	372,298.94	September 2034	88,435.76	February 2039	7,077.63
May 2030	363,314.10	October 2034	85,708.54	March 2039	6,386.63
June 2030	354,520.86	November 2034	83,045.30	April 2039	5,715.48
July 2030	345,915.37	December 2034	80,444.69	May 2039	5,063.72
August 2030	337,493.87	January 2035	77,905.40	June 2039	4,430.91
September 2030	329,252.67	February 2035	75,426.12	July 2039	3,816.60
October 2030	321,188.15	March 2035	73,005.60	August 2039	3,220.38
November 2030	313,296.76	April 2035	70,642.59	September 2039	2,641.83
December 2030	305,575.03	May 2035	68,335.87	October 2039	2,080.52
January 2031	298,019.53	June 2035	66,084.26	November 2039	1,536.08
February 2031	290,626.92	July 2035	63,886.57	December 2039	1,008.10
March 2031	283,393.93	August 2035	61,741.67	January 2040	496.20
April 2031	276,317.32	September 2035	59,648.43	February 2040 and thereafter	0.00
May 2031	269,393.94	October 2035	57,605.75		
June 2031	262,620.70	November 2035	55,612.55		

Aggregate Group III Planned Balances

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
Initial Balance	\$16,966,000.00	April 2017	\$ 9,446,165.84	March 2022	\$ 3,936,369.78
June 2012	16,891,598.91	May 2017	9,328,862.42	April 2022	3,873,049.39
July 2012	16,812,795.24	June 2017	9,212,350.80	May 2022	3,810,680.63
August 2012	16,729,626.07	July 2017	9,096,625.91	June 2022	3,749,249.72
September 2012	16,642,131.18	August 2017	8,981,682.71	July 2022	3,688,743.11
October 2012	16,550,353.07	September 2017	8,867,516.20	August 2022	3,629,147.41
November 2012	16,454,336.86	October 2017	8,754,121.41	September 2022	3,570,449.43
December 2012	16,354,130.30	November 2017	8,641,493.40	October 2022	3,512,636.18
January 2013	16,249,783.73	December 2017	8,529,627.27	November 2022	3,455,694.83
February 2013	16,141,350.03	January 2018	8,418,518.13	December 2022	3,399,612.76
March 2013	16,028,884.56	February 2018	8,308,161.14	January 2023	3,344,377.49
April 2013	15,912,445.16	March 2018	8,198,551.48	February 2023	3,289,976.76
May 2013	15,792,092.05	April 2018	8,089,684.36	March 2023	3,236,398.46
June 2013	15,667,887.81	May 2018	7,981,555.04	April 2023	3,183,630.64
July 2013	15,539,897.33	June 2018	7,874,158.78	May 2023	3,131,661.54
August 2013	15,408,187.73	July 2018	7,767,490.89	June 2023	3,080,479.56
September 2013	15,272,828.33	August 2018	7,661,546.69	July 2023	3,030,073.26
October 2013	15,133,890.55	September 2018	7,556,321.56	August 2023	2,980,431.37
November 2013	14,991,447.90	October 2018	7,451,810.88	September 2023	2,931,542.78
December 2013	14,845,575.87	November 2018	7,348,010.08	October 2023	2,883,396.53
January 2014	14,696,351.89	December 2018	7,244,914.60	November 2023	2,835,981.81
February 2014	14,543,855.25	January 2019	7,142,519.92	December 2023	2,789,287.97
March 2014	14,392,375.01	February 2019	7,040,821.55	January 2024	2,743,304.53
April 2014	14,241,904.69	March 2019	6,939,815.01	February 2024	2,698,021.13
May 2014	14,092,437.87	April 2019	6,839,495.88	March 2024	2,653,427.56
June 2014	13,943,968.14	May 2019	6,739,859.75	April 2024	2,609,513.78
July 2014	13,796,489.17	June 2019	6,640,902.23	May 2024	2,566,269.87
August 2014	13,649,994.62	July 2019	6,542,618.96	June 2024	2,523,686.05
September 2014	13,504,478.24	August 2019	6,445,005.62	July 2024	2,481,752.69
October 2014	13,359,933.78	September 2019	6,348,057.92	August 2024	2,440,460.29
November 2014	13,216,355.06	October 2019	6,251,771.57	September 2024	2,399,799.49
December 2014	13,073,735.90	November 2019	6,156,142.33	October 2024	2,359,761.07
January 2015	12,932,070.20	December 2019	6,061,165.99	November 2024	2,320,335.91
February 2015	12,791,351.88	January 2020	5,966,838.34	December 2024	2,281,515.06
March 2015	12,651,574.89	February 2020	5,873,238.20	January 2025	2,243,289.66
April 2015	12,512,733.24	March 2020	5,781,025.57	February 2025	2,205,651.01
May 2015	12,374,820.95	April 2020	5,690,180.55	March 2025	2,168,590.52
June 2015	12,237,832.09	May 2020	5,600,683.52	April 2025	2,132,099.71
July 2015	12,101,760.78	June 2020	5,512,515.15	May 2025	2,096,170.23
August 2015	11,966,601.17	July 2020	5,425,656.34	June 2025	2,060,793.86
September 2015	11,832,347.42	August 2020	5,340,088.29	July 2025	2,025,962.49
October 2015	11,698,993.77	September 2020	5,255,792.47	August 2025	1,991,668.10
November 2015	11,566,534.47	October 2020	5,172,750.59	September 2025	1,957,902.84
December 2015	11,434,963.80	November 2020	5,090,944.63	October 2025	1,924,658.91
January 2016	11,304,276.10	December 2020	5,010,356.81	November 2025	1,891,928.67
February 2016	11,174,465.73	January 2021	4,930,969.62	December 2025	1,859,704.56
March 2016	11,045,527.09	February 2021	4,852,765.79	January 2026	1,827,979.13
April 2016	10,917,454.60	March 2021	4,775,728.27	February 2026	1,796,745.06
May 2016	10,790,242.74	April 2021	4,699,840.29	March 2026	1,765,995.12
June 2016	10,663,886.01	May 2021	4,625,085.29	April 2026	1,735,722.16
July 2016	10,538,378.95	June 2021	4,551,446.95	May 2026	1,705,919.17
August 2016	10,413,716.13	July 2021	4,478,909.17	June 2026	1,676,579.22
September 2016	10,289,892.15	August 2021	4,407,456.09	July 2026	1,647,695.48
October 2016	10,166,901.65	September 2021	4,337,072.07	August 2026	1,619,261.22
November 2016	10,044,739.31	October 2021	4,267,741.70	September 2026	1,591,269.82
December 2016	9,923,399.83	November 2021	4,199,449.76	October 2026	1,563,714.72
January 2017	9,802,877.96	December 2021	4,132,181.27	November 2026	1,536,589.49
February 2017	9,683,168.46	January 2022	4,065,921.46	December 2026	1,509,887.77
March 2017	9,564,266.14	February 2022	4,000,655.75	January 2027	1,483,603.30

Aggregate Group III (Continued)

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
February 2027	\$ 1,457,729.91	December 2031	\$ 488,834.24	October 2036	\$ 122,543.14
March 2027	1,432,261.52	January 2032	478,914.59	November 2036	118,985.46
April 2027	1,407,192.12	February 2032	469,160.54	December 2036	115,494.00
May 2027	1,382,515.81	March 2032	459,569.57	January 2037	112,067.67
June 2027	1,358,226.77	April 2032	450,139.16	February 2037	108,705.43
July 2027	1,334,319.24	May 2032	440,866.86	March 2037	105,406.24
August 2027	1,310,787.57	June 2032	431,750.24	April 2037	102,169.09
September 2027	1,287,626.19	July 2032	422,786.91	May 2037	98,992.96
October 2027	1,264,829.58	August 2032	413,974.50	June 2037	95,876.88
November 2027	1,242,392.34	September 2032	405,310.70	July 2037	92,819.85
December 2027	1,220,309.12	October 2032	396,793.21	August 2037	89,820.94
January 2028	1,198,574.65	November 2032	388,419.79	September 2037	86,879.18
February 2028	1,177,183.76	December 2032	380,188.21	October 2037	83,993.65
March 2028	1,156,131.31	January 2033	372,096.28	November 2037	81,163.43
April 2028	1,135,412.27	February 2033	364,141.84	December 2037	78,387.62
May 2028	1,115,021.68	March 2033	356,322.78	January 2038	75,665.33
June 2028	1,094,954.62	April 2033	348,636.98	February 2038	72,995.69
July 2028	1,075,206.29	May 2033	341,082.40	March 2038	70,377.82
August 2028	1,055,771.92	June 2033	333,656.99	April 2038	67,810.89
September 2028	1,036,646.81	July 2033	326,358.76	May 2038	65,294.05
October 2028	1,017,826.36	August 2033	319,185.73	June 2038	62,826.48
November 2028	999,306.01	September 2033	312,135.95	July 2038	60,407.38
December 2028	981,081.26	October 2033	305,207.52	August 2038	58,035.93
January 2029	963,147.69	November 2033	298,398.54	September 2038	55,711.36
February 2029	945,500.95	December 2033	291,707.15	October 2038	53,432.89
March 2029	928,136.73	January 2034	285,131.52	November 2038	51,199.76
April 2029	911,050.80	February 2034	278,669.85	December 2038	49,011.21
May 2029	894,238.99	March 2034	272,320.35	January 2039	46,866.51
June 2029	877,697.17	April 2034	266,081.28	February 2039	44,764.92
July 2029	861,421.31	May 2034	259,950.91	March 2039	42,705.73
August 2029	845,407.39	June 2034	253,927.54	April 2039	40,688.24
September 2029	829,651.49	July 2034	248,009.48	May 2039	38,711.74
October 2029	814,149.72	August 2034	242,195.10	June 2039	36,775.55
November 2029	798,898.26	September 2034	236,482.76	July 2039	34,879.01
December 2029	783,893.34	October 2034	230,870.87	August 2039	33,021.43
January 2030	769,131.24	November 2034	225,357.84	September 2039	31,202.18
February 2030	754,608.30	December 2034	219,942.11	October 2039	29,420.60
March 2030	740,320.91	January 2035	214,622.17	November 2039	27,676.07
April 2030	726,265.52	February 2035	209,396.49	December 2039	25,967.95
May 2030	712,438.62	March 2035	204,263.59	January 2040	24,295.63
June 2030	698,836.77	April 2035	199,222.01	February 2040	22,658.51
July 2030	685,456.55	May 2035	194,270.31	March 2040	21,056.00
August 2030	672,294.61	June 2035	189,407.05	April 2040	19,487.50
September 2030	659,347.65	July 2035	184,630.84	May 2040	17,952.43
October 2030	646,612.41	August 2035	179,940.31	June 2040	16,450.24
November 2030	634,085.68	September 2035	175,334.09	July 2040	14,980.35
December 2030	621,764.29	October 2035	170,810.85	August 2040	13,542.23
January 2031	609,645.14	November 2035	166,369.26	September 2040	12,135.32
February 2031	597,725.14	December 2035	162,008.03	October 2040	10,759.09
March 2031	586,001.28	January 2036	157,725.88	November 2040	9,413.01
April 2031	574,470.56	February 2036	153,521.54	December 2040	8,096.57
May 2031	563,130.05	March 2036	149,393.78	January 2041	6,809.26
June 2031	551,976.86	April 2036	145,341.37	February 2041	5,550.58
July 2031	541,008.12	May 2036	141,363.12	March 2041	4,320.02
August 2031	530,221.02	June 2036	137,457.82	April 2041	3,117.11
September 2031	519,612.80	July 2036	133,624.32	May 2041	1,941.37
October 2031	509,180.71	August 2036	129,861.45	June 2041	792.33
November 2031	498,922.08	September 2036	126,168.10	July 2041 and thereafter	0.00

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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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\$1,782,281,431



**Guaranteed REMIC
Pass-Through Certificates
Fannie Mae REMIC Trust 2012-56**

PROSPECTUS SUPPLEMENT

Deutsche Bank Securities



May 23, 2012
