

\$864,209,701



FannieMae®

**Guaranteed REMIC Pass-Through Certificates
Fannie Mae REMIC Trust 2012-89**

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.

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

Class	Group	Original Class Balance	Principal Type(1)	Interest Rate	Interest Type(1)	CUSIP Number	Final Distribution Date
AP(2)	1	\$ 16,900,129	PAC	1.75%	FIX	3136A7U42	July 2042
IP(2)	1	3,840,938(3)	NTL	5.50	FIX/IO	3136A7U59	July 2042
HP(2)	1	140,339	PAC	3.00	FIX	3136A7U67	August 2042
T(2)	1	4,927,752	SUP	3.00	FIX	3136A7U75	August 2042
FA	1	109,841,096	PT	(4)	FLT	3136A7U83	August 2042
SA	1	109,841,096(3)	NTL	(4)	INV/IO	3136A7U91	August 2042
AD	2	134,042,778	SEQ	2.00	FIX	3136A7V25	May 2039
AF	2	107,234,222	SEQ	(4)	FLT	3136A7V33	May 2039
AS	2	107,234,222(3)	NTL	(4)	INV/IO	3136A7V41	May 2039
AG(2)	2	19,956,520	SEQ/AD	3.00	FIX	3136A7V58	October 2023
IA(2)	2	4,989,130(3)	NTL	4.00	FIX/IO	3136A7V66	October 2023
BG(2)	2	13,712,249	SEQ/AD	3.00	FIX	3136A7V74	April 2029
IB(2)	2	3,428,062(3)	NTL	4.00	FIX/IO	3136A7V82	April 2029
Z	2	35,754,231	SEQ	4.00	FIX/Z	3136A7V90	August 2042
PC(2)	3	228,439,893	PAC	3.50	FIX	3136A7W24	August 2042
JA	3	20,959,419	PAC/AD	3.50	FIX	3136A7W32	August 2042
ZJ	3	1,000	PAC/AD	3.50	FIX/Z	3136A7W40	August 2042
JZ	3	45,825,751	SUP	3.50	FIX/Z	3136A7W57	August 2042
D(2)	4	65,949,586	SEQ	2.00	FIX	3136A7W65	April 2039
FD(2)	4	32,974,793	SEQ	(4)	FLT	3136A7W73	April 2039
SD(2)	4	32,974,793(3)	NTL	(4)	INV/IO	3136A7W81	April 2039
DA(2)	4	7,395,886	SEQ/AD	3.00	FIX	3136A7W99	November 2023
DI(2)	4	1,056,555(3)	NTL	3.50	FIX/IO	3136A7X23	November 2023
EA(2)	4	4,710,181	SEQ/AD	3.00	FIX	3136A7X31	March 2029
EI(2)	4	672,883(3)	NTL	3.50	FIX/IO	3136A7X49	March 2029
DZ(2)	4	15,443,876	SEQ	3.50	FIX/Z	3136A7X56	August 2042
R		0	NPR	0	NPR	3136A7X64	August 2042
RL		0	NPR	0	NPR	3136A7X72	August 2042

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

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

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

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

- (1) See "Description of the Certificates—The Certificates—Class Definitions and Abbreviations" in the REMIC prospectus.
- (2) Exchangeable classes.
- (3) Notional balances. These classes are interest only classes. See page S-5 for a description of how their notional balances are calculated.
- (4) Based on LIBOR.

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 BP, CP, DP, AB, IC, CE, PD, PB, PA, IO, DV, EV, GV, GA, GI, DY, HA, HB and HC 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 July 31, 2012.

Credit Suisse

The date of this Prospectus Supplement is July 25, 2012

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AVAILABLE INFORMATION

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

- our Prospectus for Fannie Mae Guaranteed REMIC Pass-Through Certificates dated May 1, 2010 (the “REMIC Prospectus”);
- our Prospectus for Fannie Mae Guaranteed Pass-Through Certificates (Single-Family Residential Mortgage Loans) dated
 - February 1, 2012, for all MBS issued on or after February 1, 2012,
 - July 1, 2011, for all MBS issued on or after July 1, 2011 and prior to February 1, 2012,
 - June 1, 2009, for all MBS issued on or after January 1, 2009 and prior to July 1, 2011,
 - April 1, 2008, for all MBS issued on or after June 1, 2007 and prior to January 1, 2009, or
 - January 1, 2006, for all other MBS(as applicable, the “MBS Prospectus”); 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 is incorporated by reference in this prospectus supplement. This means that we are disclosing information in that document by referring you to it. That document is considered part of this prospectus supplement, so you should read this prospectus supplement, and any applicable supplements or amendments, together with that document.

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

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

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

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

Credit Suisse Securities (USA) LLC
Prospectus Department
11 Madison Avenue
New York, NY 10010-3629
(telephone 212-325-2580).

SUMMARY

This summary contains only limited information about the certificates. Statistical information in this summary is provided as of July 1, 2012. You should purchase the certificates only after reading this prospectus supplement and each of the additional disclosure documents listed on page S-3. In particular, please see the discussion of risk factors that appears in each of those additional disclosure documents.

Assets Underlying Each Group of Classes

Group	Assets
1	Group 1 MBS
2	Group 2 MBS
3	Group 3 MBS
4	Group 4 MBS

Group 1, Group 2, Group 3 and Group 4

Characteristics of the 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	\$131,809,316	5.50%	5.75% to 8.00%	230 to 360
Group 2 MBS	\$310,700,000	4.00%	4.25% to 6.50%	241 to 360
Group 3 MBS	\$295,226,063	3.50%	3.75% to 6.00%	241 to 360
Group 4 MBS	\$126,474,322	3.50%	3.75% to 6.00%	241 to 360

Assumed Characteristics of the Underlying Mortgage Loans

	Principal Balance	Original Term to Maturity (in months)	Remaining Term to Maturity (in months)	Loan Age (in months)	Interest Rate
Group 1 MBS	\$131,809,316	360	274	76	6.057%
Group 2 MBS	\$310,700,000	360	350	2	4.540%
Group 3 MBS	\$295,226,063	360	358	2	4.000%
Group 4 MBS	\$126,474,322	360	345	2	4.141%

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

Settlement Date

We expect to issue the certificates on July 31, 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>Physical</u>
All classes of certificates other than the R and RL Classes	R and RL Classes

Exchanging Certificates Through Combination and Recombination

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

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

Interest Rates

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

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

<u>Class</u>	<u>Initial Interest Rate</u>	<u>Maximum Interest Rate</u>	<u>Minimum Interest Rate</u>	<u>Formula for Calculation of Interest Rate(1)</u>
FA	0.69525%	6.00%	0.45%	LIBOR + 45 basis points
SA	5.30475%	5.55%	0.00%	5.55% – LIBOR
AF	0.69100%	6.50%	0.45%	LIBOR + 45 basis points
AS	5.80900%	6.05%	0.00%	6.05% – LIBOR
FD	0.69100%	6.50%	0.45%	LIBOR + 45 basis points
SD	5.80900%	6.05%	0.00%	6.05% – LIBOR

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

Notional Classes

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

<u>Class</u>	
IP	22.7272703066% of the AP Class
SA	100% of the FA Class
AS	100% of the AF Class
IA	25% of the AG Class
IB	24.9999981768% of the BG Class
IC	24.9999992575% of the <i>sum</i> of the AG and BG Classes
IO	42.8571427321% of the PC Class
SD	100% of the FD Class
DI	14.2857123541% of the DA Class
EI	14.2857142857% of the EA Class
GI	14.2857131057% of the <i>sum</i> of the DA and EA Classes

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>120%</u>	<u>200%</u>	<u>250%</u>	<u>450%</u>	<u>900%</u>	<u>1300%</u>
AP, IP, BP, CP and DP	18.1	6.3	5.9	5.9	5.9	3.5	1.5	0.8
HP	27.1	21.6	21.6	21.6	21.6	16.4	7.5	4.0
T	28.7	17.1	15.5	6.1	1.9	0.6	0.2	0.1
FA, SA and AB	20.5	8.8	8.1	6.0	5.1	3.0	1.3	0.7

<u>Group 2 Classes</u>	<u>PSA Prepayment Assumption</u>				
	<u>0%</u>	<u>100%</u>	<u>202%</u>	<u>500%</u>	<u>700%</u>
AD, AF and AS	17.1	7.4	4.7	2.5	2.0
AG and IA	6.0	6.0	6.0	4.2	3.4
BG and IB	14.0	14.0	11.3	5.8	4.4
Z	28.4	22.0	16.9	8.8	6.4
IC and CE	9.2	9.2	8.2	4.9	3.8

<u>Group 3 Classes</u>	<u>PSA Prepayment Assumption</u>								
	<u>0%</u>	<u>100%</u>	<u>120%</u>	<u>154%</u>	<u>200%</u>	<u>250%</u>	<u>450%</u>	<u>900%</u>	<u>1300%</u>
PC, PD, PB, PA and IO	16.7	7.6	7.1	7.1	7.1	7.1	4.7	2.7	2.0
JA	5.8	5.8	5.7	3.4	3.4	3.4	2.0	1.2	1.0
ZJ	10.9	10.9	10.0	8.1	8.1	8.1	2.4	1.4	1.1
JZ	28.3	21.0	19.1	17.8	9.5	2.9	1.3	0.7	0.6

<u>Group 4 Classes</u>	<u>PSA Prepayment Assumption</u>				
	<u>0%</u>	<u>100%</u>	<u>194%</u>	<u>400%</u>	<u>600%</u>
D, FD, SD, HA, HB and HC	16.8	7.3	4.8	2.9	2.2
DA, DI and DV	6.0	6.0	6.0	4.8	3.8
EA, EI and EV	14.0	14.0	11.5	6.9	5.0
DZ	28.4	21.8	17.1	10.5	7.3
GV, GA and GI	9.1	9.1	8.2	5.6	4.2
DY	28.4	21.8	16.3	9.4	6.5

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

DESCRIPTION OF THE CERTIFICATES

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

General

Structure. We will create the Fannie Mae REMIC Trust specified on the cover of this prospectus supplement (the “Trust”) pursuant to a trust agreement dated as of May 1, 2010 and a supplement thereto dated as of July 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 four groups of Fannie Mae Guaranteed Mortgage Pass-Through Certificates (the “Group 1 MBS,” “Group 2 MBS,” “Group 3 MBS” and “Group 4 MBS,” and together, the “MBS”).

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

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

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

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

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

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

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

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

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

The MBS

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

In addition, the Mortgage Loans underlying the Group 2 MBS and Group 4 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—*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 pools of mortgage loans backing the Group 3 MBS have been designated as pools that include “jumbo-conforming” or “high balance” mortgage loans as described further under “The Mortgage Loans—Special Feature Mortgage Loans—*Loans with Original Principal Balances Exceeding our Traditional Conforming Loan Limits*” in the MBS Prospectus dated February 1, 2012. For periodic updates to that description, please refer to the Pool Prefix Glossary available on our Web site and www.fanniemae.com. For additional information about the particular pools underlying the Group 3 MBS, see the Final Data Statement for the Trust and the related prospectus supplement for each MBS. See also “Risk Factors—Risks Relating to Yield and Prepayment—*Refinancing—“Jumbo-conforming” mortgage loans, which have original principal balances that exceed our traditional conforming loan limits, may prepay at different rates than conforming balance mortgage loans generally*” in the MBS Prospectus dated February 1, 2012.

For additional information, see “Summary—Group 1, Group 2, Group 3 and Group 4—Characteristics of the MBS” and “—Assumed Characteristics of the Underlying Mortgage

Loans” in this prospectus supplement and “The Mortgage Pools” and “Yield, Maturity, and Prepayment Considerations” in the MBS Prospectus.

Distributions of Interest

General. The Certificates will bear interest at the rates specified in this prospectus supplement. Interest to be paid on each Certificate (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.

The Floating Rate and Inverse Floating Rate Classes will bear interest at interest rates based on LIBOR established on the basis of the “BBA Method”. We can provide no assurance that LIBOR for a Distribution Date accurately represents the offered rate applicable to loans in U.S. dollars for a one-month period between leading European banks, or that the procedures for calculating the interest settlement rate of the BBA for one-month U.S. dollar deposits will not change. Nor can we provide assurance that LIBOR’s prominence as a benchmark interest rate will not diminish.

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

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

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

Accrual Classes. The Z, ZJ, JZ and DZ 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 Principal” below.

Distributions of Principal

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

- *Group 1*

The Group 1 Principal Distribution Amount as follows:

- 83.3333328276% to FA until retired, and } Pass-Through Class
- 16.6666671724% as follows:
 - first*, to Aggregate Group I to its Planned Balance; } PAC Group
 - second*, to T until retired; and } Support Class
 - third*, to Aggregate Group I to zero. } PAC Group

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

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

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

- *Group 2*

The Z Accrual Amount to AG and BG, in that order, until retired, and thereafter to Z. } Accretion Directed Classes and Accrual Class

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

1. To AD and AF, pro rata, until retired. } Sequential Pay Classes
2. To AG, BG and Z, in that order, until retired.

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

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

- *Group 3*

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

The ZJ Accrual Amount to JA until retired, and thereafter to ZJ. } Accretion Directed Class and Accrual Class

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

1. To PC to its Planned Balance. } PAC Class
2. To Aggregate Group II to its Planned Balance. } PAC Group
3. To JZ until retired. } Support Class
4. To Aggregate Group II to zero. } PAC Group
5. To PC until retired. } PAC Class

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

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

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

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

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

- *Group 4*

The DZ Accrual Amount to DA and EA, in that order, until retired, and thereafter to DZ. } Accretion Directed Classes and Accrual Class

The Group 4 Cash Flow Distribution Amount in the following priority:

1. To D and FD, pro rata, until retired. } Sequential Pay Classes
2. To DA, EA and DZ, in that order, until retired.

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

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

Structuring Assumptions

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

- the Mortgage Loans underlying the MBS have the original terms to maturity, remaining terms to maturity, loan ages and interest rates specified under “Summary—Group 1, Group 2, Group 3 and Group 4—Assumed Characteristics of the Underlying Mortgage Loans” in this prospectus supplement;
- the Mortgage Loans prepay at the constant percentages of PSA specified in the related tables;
- the settlement date for the Certificates is July 31, 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 or the PC Class is the range of prepayment rates (measured by constant PSA rates) that would reduce the Aggregate Group or the PC Class to its scheduled balance each month based on the Pricing Assumptions. We have not provided separate schedules for the individual Classes included in the Aggregate Groups. However, those Classes are designed to receive principal distributions in the same fashion as if separate schedules had been provided (with schedules based on the same underlying assumptions that apply to the applicable Aggregate Group schedule). If such separate schedules had been provided for the individual Classes included in the applicable Aggregate Groups, we expect that the effective ranges for those Classes would not be narrower than those shown below for the related Aggregate Groups.

<u>Groups and Class</u>	<u>Structuring Ranges</u>	<u>Initial Effective Ranges</u>
Aggregate Group I Planned Balances	Between 120% and 250% PSA	Between 120% and 250% PSA
PC Class Planned Balances	Between 120% and 250% PSA	Between 120% and 250% PSA
Aggregate Group II Planned Balances	Between 154% and 250% PSA	Between 154% and 250% PSA

The Aggregate Groups listed above consist of the following Classes:

- Aggregate Group I AP and HP
- Aggregate Group II JA and ZJ

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

We cannot assure you that the balance of any Aggregate Group or the PC Class will conform on any Distribution Date to the balance specified in the Principal Balance

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

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

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

Yield Tables

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

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

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

We cannot assure you that

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

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

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

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

<u>Class</u>	<u>% PSA</u>
IP	475%
IA	484%
IB	394%
DI	478%
EI	423%
IC	317%
IO	515%
GI	384%

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

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

<u>Class</u>	<u>Price*</u>
IP	18.00%
IA	17.00%
IB	28.00%
DI	15.00%
EI	23.00%
IC	26.00%
IO	14.50%
GI	20.00%

* 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.

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

Sensitivity of the IP Class to Prepayments

	PSA Prepayment Assumption							
	<u>50%</u>	<u>100%</u>	<u>120%</u>	<u>200%</u>	<u>250%</u>	<u>450%</u>	<u>900%</u>	<u>1300%</u>
Pre-Tax Yields to Maturity	22.5%	17.2%	15.3%	15.3%	15.3%	2.0%	(43.6)%	*

Sensitivity of the IA Class to Prepayments

	PSA Prepayment Assumption				
	<u>50%</u>	<u>100%</u>	<u>202%</u>	<u>500%</u>	<u>700%</u>
Pre-Tax Yields to Maturity	9.4%	9.4%	9.3%	(0.8)%	(11.6)%

Sensitivity of the IB Class to Prepayments

	PSA Prepayment Assumption				
	<u>50%</u>	<u>100%</u>	<u>202%</u>	<u>500%</u>	<u>700%</u>
Pre-Tax Yields to Maturity	11.3%	11.3%	9.2%	(6.1)%	(18.6)%

Sensitivity of the DI Class to Prepayments

	PSA Prepayment Assumption				
	<u>50%</u>	<u>100%</u>	<u>194%</u>	<u>400%</u>	<u>600%</u>
Pre-Tax Yields to Maturity	9.1%	9.1%	9.1%	3.5%	(6.3)%

Sensitivity of the EI Class to Prepayments

	PSA Prepayment Assumption				
	<u>50%</u>	<u>100%</u>	<u>194%</u>	<u>400%</u>	<u>600%</u>
Pre-Tax Yields to Maturity	12.6%	12.6%	10.8%	1.3%	(10.5)%

Sensitivity of the IC Class to Prepayments

	PSA Prepayment Assumption				
	<u>50%</u>	<u>100%</u>	<u>202%</u>	<u>500%</u>	<u>700%</u>
Pre-Tax Yields to Maturity	6.4%	6.4%	4.7%	(10.1)%	(22.7)%

Sensitivity of the IO Class to Prepayments

	PSA Prepayment Assumption								
	<u>50%</u>	<u>100%</u>	<u>120%</u>	<u>154%</u>	<u>200%</u>	<u>250%</u>	<u>450%</u>	<u>900%</u>	<u>1300%</u>
Pre-Tax Yields to Maturity	17.6%	13.6%	12.2%	12.2%	12.2%	12.2%	3.3%	(21.3)%	(45.1)%

Sensitivity of the GI Class to Prepayments

	PSA Prepayment Assumption				
	<u>50%</u>	<u>100%</u>	<u>194%</u>	<u>400%</u>	<u>600%</u>
Pre-Tax Yields to Maturity	9.0%	9.0%	7.6%	(0.8)%	(12.2)%

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

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

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

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

<u>Class</u>	<u>Price*</u>
SA	13.000%
AS	21.875%
SD	23.000%

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

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

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption</u>							
	<u>50%</u>	<u>100%</u>	<u>120%</u>	<u>200%</u>	<u>250%</u>	<u>450%</u>	<u>900%</u>	<u>1300%</u>
0.12263%	38.9%	35.2%	33.8%	27.8%	24.0%	8.1%	(33.7)%	(83.8)%
0.24525%	37.8%	34.2%	32.7%	26.8%	23.0%	7.1%	(34.5)%	(84.4)%
2.24525%	20.3%	17.0%	15.6%	10.1%	6.5%	(8.3)%	(47.2)%	(94.0)%
4.24525%	1.6%	(1.5)%	(2.7)%	(7.9)%	(11.1)%	(24.8)%	(60.7)%	*
5.55000%	*	*	*	*	*	*	*	*

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption</u>				
	<u>50%</u>	<u>100%</u>	<u>202%</u>	<u>500%</u>	<u>700%</u>
0.1205%	21.7%	17.7%	8.3%	(21.3)%	(39.0)%
0.2410%	21.1%	17.0%	7.6%	(22.2)%	(40.0)%
2.2410%	10.2%	5.5%	(5.7)%	(39.3)%	(58.3)%
4.2410%	(2.2)%	(8.2)%	(22.3)%	(61.7)%	(82.5)%
6.0500%	*	*	*	*	*

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

LIBOR	PSA Prepayment Assumption				
	50%	100%	194%	400%	600%
0.1205%	19.9%	15.8%	7.1%	(13.6)%	(32.6)%
0.2410%	19.3%	15.2%	6.4%	(14.5)%	(33.5)%
2.2410%	8.9%	4.1%	(6.2)%	(30.0)%	(50.8)%
4.2410%	(3.2)%	(9.2)%	(22.1)%	(50.5)%	(73.6)%
6.0500%	*	*	*	*	*

Weighted Average Lives of the Certificates

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

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

- the timing of changes in the rate of principal distributions, and
- the priority sequences of distributions of principal of the Classes.

See “—Distributions of Principal” above.

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

Decrement Tables

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

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

<u>Mortgage Loans Backing Trust Assets Specified Below</u>	<u>Original and Remaining Terms to Maturity</u>	<u>Interest Rates</u>
Group 1 MBS	360 months	8.00%
Group 2 MBS	360 months	6.50%
Group 3 MBS	360 months	6.00%
Group 4 MBS	360 months	6.00%

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	AP, IP†, BP, CP and DP Classes								HP Class							
	PSA Prepayment Assumption								PSA Prepayment Assumption							
	0%	100%	120%	200%	250%	450%	900%	1300%	0%	100%	120%	200%	250%	450%	900%	1300%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
July 2013	99	90	88	88	88	88	58	27	100	100	100	100	100	100	100	100
July 2014	98	80	77	77	77	65	25	5	100	100	100	100	100	100	100	100
July 2015	96	71	67	67	67	46	11	*	100	100	100	100	100	100	100	100
July 2016	95	62	58	58	58	33	4	0	100	100	100	100	100	100	100	33
July 2017	94	54	49	49	49	23	2	0	100	100	100	100	100	100	100	7
July 2018	92	47	41	41	41	16	*	0	100	100	100	100	100	100	100	2
July 2019	90	39	33	33	33	11	0	0	100	100	100	100	100	100	56	*
July 2020	88	33	27	27	27	7	0	0	100	100	100	100	100	100	25	*
July 2021	86	26	22	22	22	5	0	0	100	100	100	100	100	100	11	*
July 2022	84	20	18	18	18	3	0	0	100	100	100	100	100	100	5	*
July 2023	82	15	14	14	14	2	0	0	100	100	100	100	100	100	2	*
July 2024	79	11	11	11	11	1	0	0	100	100	100	100	100	100	1	*
July 2025	76	9	9	9	9	*	0	0	100	100	100	100	100	100	*	*
July 2026	73	7	7	7	7	*	0	0	100	100	100	100	100	100	*	*
July 2027	70	5	5	5	5	0	0	0	100	100	100	100	100	70	*	*
July 2028	66	4	4	4	4	0	0	0	100	100	100	100	100	46	*	0
July 2029	62	2	2	2	2	0	0	0	100	100	100	100	100	29	*	0
July 2030	58	2	2	2	2	0	0	0	100	100	100	100	100	18	*	0
July 2031	54	1	1	1	1	0	0	0	100	100	100	100	100	11	*	0
July 2032	49	*	*	*	*	0	0	0	100	100	100	100	100	6	*	0
July 2033	43	0	0	0	0	0	0	0	100	72	72	72	72	3	*	0
July 2034	37	0	0	0	0	0	0	0	100	29	29	29	29	1	*	0
July 2035	31	0	0	0	0	0	0	0	100	0	0	0	0	0	0	0
July 2036	24	0	0	0	0	0	0	0	100	0	0	0	0	0	0	0
July 2037	17	0	0	0	0	0	0	0	100	0	0	0	0	0	0	0
July 2038	9	0	0	0	0	0	0	0	100	0	0	0	0	0	0	0
July 2039	*	0	0	0	0	0	0	0	100	0	0	0	0	0	0	0
July 2040	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2041	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2042	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average																
Life (years)**	18.1	6.3	5.9	5.9	5.9	3.5	1.5	0.8	27.1	21.6	21.6	21.6	21.6	16.4	7.5	4.0

* 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	T Class								FA, SA† and AB Classes								AD, AF and AS† Classes					
	PSA Prepayment Assumption								PSA Prepayment Assumption								PSA Prepayment Assumption					
	0%	100%	120%	200%	250%	450%	900%	1300%	0%	100%	120%	200%	250%	450%	900%	1300%	0%	100%	202%	500%	700%	
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	
July 2013	100	100	100	79	66	14	0	0	99	92	91	86	83	71	45	22	99	96	93	87	83	
July 2014	100	100	100	63	41	0	0	0	98	85	82	74	69	51	20	5	97	88	81	62	49	
July 2015	100	100	100	51	23	0	0	0	97	78	75	64	57	36	9	1	95	79	66	34	16	
July 2016	100	100	100	43	11	0	0	0	96	71	67	54	47	26	4	*	94	71	53	14	0	
July 2017	100	100	100	37	4	0	0	0	95	65	61	47	39	18	2	*	92	63	42	1	0	
July 2018	100	100	100	34	1	0	0	0	94	59	54	40	32	13	1	*	90	55	32	0	0	
July 2019	100	100	100	32	*	0	0	0	92	53	49	34	26	9	*	*	88	48	23	0	0	
July 2020	100	100	98	31	*	0	0	0	91	48	44	28	22	6	*	*	85	42	16	0	0	
July 2021	100	100	94	29	*	0	0	0	89	43	39	24	18	4	*	*	83	36	9	0	0	
July 2022	100	100	89	26	*	0	0	0	88	39	34	20	14	3	*	*	80	30	3	0	0	
July 2023	100	100	83	24	*	0	0	0	86	35	30	17	11	2	*	*	78	24	0	0	0	
July 2024	100	95	76	21	*	0	0	0	84	31	26	14	9	1	*	0	75	19	0	0	0	
July 2025	100	87	69	18	*	0	0	0	82	27	23	11	7	1	*	0	72	15	0	0	0	
July 2026	100	78	61	16	*	0	0	0	79	23	19	9	6	1	*	0	68	10	0	0	0	
July 2027	100	69	54	13	*	0	0	0	77	20	16	7	4	*	*	0	65	6	0	0	0	
July 2028	100	60	46	11	*	0	0	0	74	17	14	6	3	*	*	0	61	3	0	0	0	
July 2029	100	51	39	9	*	0	0	0	71	14	11	5	3	*	*	0	57	0	0	0	0	
July 2030	100	41	31	7	*	0	0	0	68	11	9	3	2	*	*	0	52	0	0	0	0	
July 2031	100	32	24	5	*	0	0	0	64	9	7	2	1	*	*	0	48	0	0	0	0	
July 2032	100	24	17	4	*	0	0	0	60	6	5	2	1	*	*	0	43	0	0	0	0	
July 2033	100	15	11	2	*	0	0	0	56	4	3	1	*	*	*	0	38	0	0	0	0	
July 2034	100	7	5	1	*	0	0	0	52	2	1	*	*	*	0	0	32	0	0	0	0	
July 2035	100	0	0	0	0	0	0	0	47	0	0	0	0	0	0	0	26	0	0	0	0	
July 2036	100	0	0	0	0	0	0	0	42	0	0	0	0	0	0	0	20	0	0	0	0	
July 2037	100	0	0	0	0	0	0	0	36	0	0	0	0	0	0	0	13	0	0	0	0	
July 2038	100	0	0	0	0	0	0	0	30	0	0	0	0	0	0	0	6	0	0	0	0	
July 2039	100	0	0	0	0	0	0	0	23	0	0	0	0	0	0	0	0	0	0	0	0	
July 2040	72	0	0	0	0	0	0	0	16	0	0	0	0	0	0	0	0	0	0	0	0	
July 2041	38	0	0	0	0	0	0	0	8	0	0	0	0	0	0	0	0	0	0	0	0	
July 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)**	28.7	17.1	15.5	6.1	1.9	0.6	0.2	0.1	20.5	8.8	8.1	6.0	5.1	3.0	1.3	0.7	17.1	7.4	4.7	2.5	2.0	

Date	AG and IA† Classes					BG and IB† Classes					Z Class					IC† and CE Classes						
	PSA Prepayment Assumption					PSA Prepayment Assumption					PSA Prepayment Assumption					PSA Prepayment Assumption						
	0%	100%	202%	500%	700%	0%	100%	202%	500%	700%	0%	100%	202%	500%	700%	0%	100%	202%	500%	700%		
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100		
July 2013	93	93	93	93	93	100	100	100	100	100	100	104	104	104	104	104	96	96	96	96		
July 2014	85	85	85	85	85	100	100	100	100	100	100	108	108	108	108	108	91	91	91	91		
July 2015	77	77	77	77	77	100	100	100	100	100	100	113	113	113	113	113	86	86	86	86		
July 2016	69	69	69	69	29	100	100	100	100	100	100	117	117	117	117	117	82	82	82	58		
July 2017	60	60	60	60	0	100	100	100	100	100	0	122	122	122	122	97	77	77	77	0		
July 2018	51	51	51	0	0	100	100	100	21	0	0	127	127	127	127	55	71	71	9	0		
July 2019	42	42	42	0	0	100	100	100	0	0	0	132	132	132	92	31	66	66	0	0		
July 2020	33	33	33	0	0	100	100	100	0	0	0	138	138	138	63	18	60	60	0	0		
July 2021	23	23	23	0	0	100	100	100	0	0	0	143	143	143	43	10	54	54	0	0		
July 2022	12	12	12	0	0	100	100	100	0	0	0	149	149	149	29	6	48	48	0	0		
July 2023	1	1	0	0	0	100	100	76	0	0	0	155	155	155	20	3	41	41	31	0	0	
July 2024	0	0	0	0	0	85	85	0	0	0	0	161	161	156	13	2	35	35	0	0	0	
July 2025	0	0	0	0	0	68	68	0	0	0	0	168	168	132	9	1	28	28	0	0	0	
July 2026	0	0	0	0	0	50	50	0	0	0	0	175	175	111	6	1	20	20	0	0	0	
July 2027	0	0	0	0	0	32	32	0	0	0	0	182	182	93	4	*	13	13	0	0	0	
July 2028	0	0	0	0	0	12	12	0	0	0	0	189	189	77	3	*	5	5	0	0	0	
July 2029	0	0	0	0	0	0	0	0	0	0	0	194	187	64	2	*	0	0	0	0	0	
July 2030	0	0	0	0	0	0	0	0	0	0	0	194	165	53	1	*	0	0	0	0	0	
July 2031	0	0	0	0	0	0	0	0	0	0	0	194	144	43	1	*	0	0	0	0	0	
July 2032	0	0	0	0	0	0	0	0	0	0	0	194	125	35	*	*	0	0	0	0	0	
July 2033	0	0	0	0	0	0	0	0	0	0	0	194	107	28	*	*	0	0	0	0	0	
July 2034	0	0	0	0	0	0	0	0	0	0	0	194	90	22	*	*	0	0	0	0	0	
July 2035	0	0	0	0	0	0	0	0	0	0	0	194	74	17	*	*	0	0	0	0	0	
July 2036	0	0	0	0	0	0	0	0	0	0	0	194	60	13	*	*	0	0	0	0	0	
July 2037	0	0	0	0	0	0	0	0	0	0	0	194	46	9	*	*	0	0	0	0	0	
July 2038	0	0	0	0	0	0	0	0	0	0	0	194	34	6	*	*	0	0	0	0	0	
July 2039	0	0	0	0	0	0	0	0	0	0	0	179	22	4	*	*	0	0	0	0	0	
July 2040	0	0	0	0	0	0	0	0	0	0	0	123	12	2	*	*	0	0	0	0	0	
July 2041	0	0	0	0	0	0	0	0	0	0	0	64	2	*	*	*	0	0	0	0	0	
July 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)**	6.0	6.0	6.0	4.2	3.4	14.0	14.0	11.3	5.8	4.4	28.4	22.0	16.9	8.8	6.4	9.2	9.2	8.2	4.9	3.8		

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

Date	PC, PD, PB, PA and IO† Classes									JA Class								
	PSA Prepayment Assumption									PSA Prepayment Assumption								
	0%	100%	120%	154%	200%	250%	450%	900%	1300%	0%	100%	120%	154%	200%	250%	450%	900%	1300%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
July 2013	98	96	95	95	95	95	95	95	95	93	93	93	91	91	91	91	91	34
July 2014	97	88	87	87	87	87	87	66	44	85	85	85	73	73	73	73	0	0
July 2015	95	79	76	76	76	76	67	30	10	76	76	76	51	51	51	0	0	0
July 2016	93	70	67	67	67	67	48	14	2	68	68	68	34	34	34	0	0	0
July 2017	91	62	58	58	58	58	34	6	*	59	59	59	20	20	20	0	0	0
July 2018	89	55	50	50	50	50	24	3	*	50	50	50	10	10	10	0	0	0
July 2019	87	48	42	42	42	42	17	1	*	40	40	40	4	4	4	0	0	0
July 2020	84	41	35	35	35	35	12	1	*	30	30	30	*	*	*	0	0	0
July 2021	82	35	29	29	29	29	9	*	*	20	20	17	0	0	0	0	0	0
July 2022	79	29	24	24	24	24	6	*	*	9	9	0	0	0	0	0	0	0
July 2023	76	24	20	20	20	20	4	*	*	0	0	0	0	0	0	0	0	0
July 2024	73	19	16	16	16	16	3	*	*	0	0	0	0	0	0	0	0	0
July 2025	70	14	13	13	13	13	2	*	*	0	0	0	0	0	0	0	0	0
July 2026	66	11	11	11	11	11	2	*	*	0	0	0	0	0	0	0	0	0
July 2027	63	9	9	9	9	9	1	*	*	0	0	0	0	0	0	0	0	0
July 2028	59	7	7	7	7	7	1	*	*	0	0	0	0	0	0	0	0	0
July 2029	55	6	6	6	6	6	1	*	*	0	0	0	0	0	0	0	0	0
July 2030	50	4	4	4	4	4	*	*	*	0	0	0	0	0	0	0	0	0
July 2031	46	4	4	4	4	4	*	*	*	0	0	0	0	0	0	0	0	0
July 2032	41	3	3	3	3	3	*	*	*	0	0	0	0	0	0	0	0	0
July 2033	35	2	2	2	2	2	*	*	*	0	0	0	0	0	0	0	0	0
July 2034	30	2	2	2	2	2	*	*	*	0	0	0	0	0	0	0	0	0
July 2035	24	1	1	1	1	1	*	*	*	0	0	0	0	0	0	0	0	0
July 2036	18	1	1	1	1	1	*	*	*	0	0	0	0	0	0	0	0	0
July 2037	11	1	1	1	1	1	*	*	*	0	0	0	0	0	0	0	0	0
July 2038	4	*	*	*	*	*	*	*	*	0	0	0	0	0	0	0	0	0
July 2039	*	*	*	*	*	*	*	*	*	0	0	0	0	0	0	0	0	0
July 2040	*	*	*	*	*	*	*	*	*	0	0	0	0	0	0	0	0	0
July 2041	*	*	*	*	*	*	*	*	*	0	0	0	0	0	0	0	0	0
July 2042	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	16.7	7.6	7.1	7.1	7.1	7.1	4.7	2.7	2.0	5.8	5.8	5.7	3.4	3.4	3.4	2.0	1.2	1.0

Date	ZJ Class									JZ Class								
	PSA Prepayment Assumption									PSA Prepayment Assumption								
	0%	100%	120%	154%	200%	250%	450%	900%	1300%	0%	100%	120%	154%	200%	250%	450%	900%	1300%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
July 2013	104	104	104	104	104	104	104	104	104	103	103	103	100	95	90	68	19	0
July 2014	107	107	107	107	107	107	107	0	0	107	107	107	100	84	67	1	0	0
July 2015	111	111	111	111	111	111	0	0	0	111	111	111	100	71	41	0	0	0
July 2016	115	115	115	115	115	115	0	0	0	115	115	115	100	62	23	0	0	0
July 2017	119	119	119	119	119	119	0	0	0	119	119	119	100	55	11	0	0	0
July 2018	123	123	123	123	123	123	0	0	0	123	123	123	100	51	4	0	0	0
July 2019	128	128	128	128	128	128	0	0	0	127	127	127	100	48	*	0	0	0
July 2020	132	132	132	132	132	132	0	0	0	132	132	132	100	47	0	0	0	0
July 2021	137	137	137	*	*	*	0	0	0	137	137	137	98	45	0	0	0	0
July 2022	142	142	*	*	*	*	0	0	0	141	141	141	94	43	0	0	0	0
July 2023	*	*	*	*	*	*	0	0	0	146	146	135	89	40	0	0	0	0
July 2024	*	*	*	*	*	*	0	0	0	146	146	128	83	37	0	0	0	0
July 2025	*	*	*	*	*	*	0	0	0	146	146	120	77	33	0	0	0	0
July 2026	*	*	*	*	*	*	0	0	0	146	142	112	71	30	0	0	0	0
July 2027	*	*	*	*	*	*	0	0	0	146	132	103	64	27	0	0	0	0
July 2028	*	*	*	*	*	*	0	0	0	146	121	94	58	24	0	0	0	0
July 2029	*	*	*	*	*	*	0	0	0	146	110	85	51	21	0	0	0	0
July 2030	*	*	*	*	*	*	0	0	0	146	100	76	45	18	0	0	0	0
July 2031	*	*	*	*	*	*	0	0	0	146	89	67	39	15	0	0	0	0
July 2032	*	*	*	*	*	*	0	0	0	146	79	59	34	13	0	0	0	0
July 2033	*	*	*	*	*	*	0	0	0	146	69	51	29	11	0	0	0	0
July 2034	*	*	*	*	*	*	0	0	0	146	60	44	24	9	0	0	0	0
July 2035	*	*	*	*	*	*	0	0	0	146	51	37	20	7	0	0	0	0
July 2036	*	*	*	*	*	*	0	0	0	146	42	30	16	6	0	0	0	0
July 2037	*	*	*	*	*	*	0	0	0	146	34	24	13	4	0	0	0	0
July 2038	*	*	*	*	*	*	0	0	0	146	26	18	9	3	0	0	0	0
July 2039	*	*	*	*	*	*	0	0	0	125	18	13	7	2	0	0	0	0
July 2040	*	*	*	*	*	*	0	0	0	86	12	8	4	1	0	0	0	0
July 2041	*	*	*	*	*	*	0	0	0	45	5	3	2	1	0	0	0	0
July 2042	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	10.9	10.9	10.0	8.1	8.1	8.1	2.4	1.4	1.1	28.3	21.0	19.1	17.8	9.5	2.9	1.3	0.7	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	D, FD, SD†, HA, HB and HC Classes					DA, DI† and DV Classes					EA, EI† and EV Classes					DZ Class				
	PSA Prepayment Assumption					PSA Prepayment Assumption					PSA Prepayment Assumption					PSA Prepayment Assumption				
	0%	100%	194%	400%	600%	0%	100%	194%	400%	600%	0%	100%	194%	400%	600%	0%	100%	194%	400%	600%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
July 2013	98	95	93	89	85	93	93	93	93	93	100	100	100	100	100	104	104	104	104	104
July 2014	97	88	82	68	55	85	85	85	85	85	100	100	100	100	100	107	107	107	107	107
July 2015	95	79	67	44	25	77	77	77	77	77	100	100	100	100	100	111	111	111	111	111
July 2016	93	70	54	25	5	69	69	69	69	69	100	100	100	100	100	115	115	115	115	115
July 2017	91	62	43	12	0	60	60	60	60	0	100	100	100	100	41	119	119	119	119	119
July 2018	89	55	33	1	0	51	51	51	51	0	100	100	100	100	0	123	123	123	123	82
July 2019	87	48	25	0	0	42	42	42	0	0	100	100	100	36	0	128	128	128	128	51
July 2020	84	41	17	0	0	33	33	33	0	0	100	100	100	0	0	132	132	132	102	32
July 2021	82	35	11	0	0	23	23	23	0	0	100	100	100	0	0	137	137	137	75	20
July 2022	79	29	5	0	0	13	13	13	0	0	100	100	100	0	0	142	142	142	55	12
July 2023	76	24	*	0	0	2	2	2	0	0	100	100	100	0	0	147	147	147	41	8
July 2024	73	19	0	0	0	0	0	0	0	0	86	86	1	0	0	152	152	152	30	5
July 2025	70	14	0	0	0	0	0	0	0	0	68	68	0	0	0	158	158	129	22	3
July 2026	67	10	0	0	0	0	0	0	0	0	50	50	0	0	0	163	163	109	16	2
July 2027	63	6	0	0	0	0	0	0	0	0	31	31	0	0	0	169	169	91	11	1
July 2028	59	2	0	0	0	0	0	0	0	0	11	11	0	0	0	175	175	76	8	1
July 2029	55	0	0	0	0	0	0	0	0	0	0	0	0	0	0	178	169	63	6	*
July 2030	51	0	0	0	0	0	0	0	0	0	0	0	0	0	0	178	148	52	4	*
July 2031	46	0	0	0	0	0	0	0	0	0	0	0	0	0	0	178	129	43	3	*
July 2032	41	0	0	0	0	0	0	0	0	0	0	0	0	0	0	178	111	34	2	*
July 2033	36	0	0	0	0	0	0	0	0	0	0	0	0	0	0	178	94	27	1	*
July 2034	30	0	0	0	0	0	0	0	0	0	0	0	0	0	0	178	79	22	1	*
July 2035	25	0	0	0	0	0	0	0	0	0	0	0	0	0	0	178	64	17	1	*
July 2036	18	0	0	0	0	0	0	0	0	0	0	0	0	0	0	178	51	12	*	*
July 2037	12	0	0	0	0	0	0	0	0	0	0	0	0	0	0	178	38	9	*	*
July 2038	5	0	0	0	0	0	0	0	0	0	0	0	0	0	0	178	27	6	*	*
July 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	161	17	3	*	*
July 2040	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	111	7	1	*	*
July 2041	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	57	0	0	0	0
July 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)**	16.8	7.3	4.8	2.9	2.2	6.0	6.0	6.0	4.8	3.8	14.0	14.0	11.5	6.9	5.0	28.4	21.8	17.1	10.5	7.3

Date	GV, GA and GI† Classes					DY Class				
	PSA Prepayment Assumption					PSA Prepayment Assumption				
	0%	100%	194%	400%	600%	0%	100%	194%	400%	600%
Initial Percent	100	100	100	100	100	100	100	100	100	100
July 2013	95	95	95	95	95	100	100	100	100	100
July 2014	91	91	91	91	91	100	100	100	100	100
July 2015	86	86	86	86	86	100	100	100	100	100
July 2016	81	81	81	81	81	100	100	100	100	100
July 2017	76	76	76	76	16	100	100	100	100	74
July 2018	70	70	70	70	0	100	100	100	100	46
July 2019	65	65	65	14	0	100	100	100	78	29
July 2020	59	59	59	0	0	100	100	100	57	18
July 2021	53	53	53	0	0	100	100	100	42	11
July 2022	47	47	47	0	0	100	100	100	31	7
July 2023	40	40	40	0	0	100	100	100	23	4
July 2024	34	34	*	0	0	100	100	85	17	3
July 2025	27	27	0	0	0	100	100	72	12	2
July 2026	19	19	0	0	0	100	100	61	9	1
July 2027	12	12	0	0	0	100	100	51	6	1
July 2028	4	4	0	0	0	100	100	43	5	*
July 2029	0	0	0	0	0	100	95	35	3	*
July 2030	0	0	0	0	0	100	83	29	2	*
July 2031	0	0	0	0	0	100	72	24	2	*
July 2032	0	0	0	0	0	100	62	19	1	*
July 2033	0	0	0	0	0	100	53	15	1	*
July 2034	0	0	0	0	0	100	44	12	1	*
July 2035	0	0	0	0	0	100	36	9	*	*
July 2036	0	0	0	0	0	100	28	7	*	*
July 2037	0	0	0	0	0	100	22	5	*	*
July 2038	0	0	0	0	0	100	15	3	*	*
July 2039	0	0	0	0	0	90	9	2	*	*
July 2040	0	0	0	0	0	62	4	1	*	*
July 2041	0	0	0	0	0	32	0	0	0	0
July 2042	0	0	0	0	0	0	0	0	0	0
Weighted Average										
Life (years)**	9.1	9.1	8.2	5.6	4.2	28.4	21.8	16.3	9.4	6.5

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

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 2 MBS and Group 4 MBS have loan-to-value ratios at origination ranging from greater than 105% up to 125%. See “Description of the Certificates—The MBS” in this prospectus supplement. A portion of the Group 2 Classes and Group 4 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 2 Class or Group 4 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 and the Accrual Classes will be issued with original issue discount (“OID”), and certain other Classes of REMIC Certificates may be issued with OID. If a Class is issued with OID, a beneficial owner of a Certificate of that Class generally must recognize some taxable income in advance of the receipt of the cash attributable to that income. See “Material Federal Income Tax Consequences—Taxation of Beneficial Owners of Regular Certificates—*Treatment of Original Issue Discount*” in the REMIC Prospectus. In addition, certain Classes of REMIC Certificates may be treated as having been issued at a premium. See “Material Federal Income Tax Consequences—Taxation of Beneficial Owners of Regular Certificates—*Regular Certificates Purchased at a Premium*” in the REMIC Prospectus.

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

<u>Group</u>	<u>Prepayment Assumption</u>
1	200% PSA
2	202% PSA
3	200% PSA
4	194% PSA

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

Taxation of Beneficial Owners of Residual Certificates

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

Taxation of Beneficial Owners of RCR Certificates

The RCR Classes will be created, sold and administered pursuant to an arrangement that will be classified as a grantor trust under subpart E, part I of subchapter J of the Code. The Regular Certificates that are exchanged for RCR Certificates set forth in Schedule 1 (including any exchanges effective on the Settlement Date) will be the assets of the trust, and the RCR Certificates will represent an ownership interest of the underlying Regular Certificates. For a general

discussion of the federal income tax treatment of beneficial owners of Regular Certificates, see “Material Federal Income Tax Consequences” in the REMIC Prospectus.

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

PLAN OF DISTRIBUTION

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

LEGAL MATTERS

Sidley Austin LLP will provide legal representation for Fannie Mae. Bingham McCutchen LLP will provide legal representation for the Dealer.

Schedule 1

Available Recombinations(1)

<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 1								
AP	\$ 16,900,129	BP	\$ 16,900,129	PAC	2.0%	FIX	3136A7X80	July 2042
IP	768,188(3)							
Recombination 2								
AP	16,900,129	CP	16,900,129	PAC	2.5	FIX	3136A7X98	July 2042
IP	2,304,563(3)							
Recombination 3								
AP	16,900,129	DP	16,900,129	PAC	3.0	FIX	3136A7Y22	July 2042
IP	3,840,938(3)							
Recombination 4								
T	4,927,752	AB	21,968,220	PT	3.0	FIX	3136A7Y30	August 2042
HP	140,339							
AP	16,900,129							
IP	3,840,938(3)							
Recombination 5								
IA	4,989,130(3)	IC	8,417,192(3)	NTL	4.0	FIX/IO	3136A7Y48	April 2029
IB	3,428,062(3)							
Recombination 6								
AG	19,956,520	CE	33,668,769	SEQ/AD	3.5	FIX	3136A7Y55	April 2029
IA	2,494,565(3)							
BG	13,712,249							
IB	1,714,031(3)							
Recombination 7								
PC	228,439,893	PD	228,439,893	PAC	2.0	FIX	3136A7Y63	August 2042
		IO	97,902,811(3)	NTL	3.5	FIX/IO	3136A7Y97	August 2042
Recombination 8								
PC	228,439,893	PB	228,439,893	PAC	2.5	FIX	3136A7Y71	August 2042
		IO	65,268,540(3)	NTL	3.5	FIX/IO	3136A7Y97	August 2042

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<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 9								
PC	\$228,439,893	PA	\$228,439,893	PAC	3.0%	FIX	3136A7Y89	August 2042
		IO	32,634,270(3)	NTL	3.5	FIX/IO	3136A7Y97	August 2042
Recombination 10								
DI	1,056,555(3)	GI	1,729,438(3)	NTL	3.5	FIX/IO	3136A7Z62	March 2029
EI	672,883(3)							
Recombination 11								
DA	7,395,886	GA	12,106,067	SEQ/AD	3.0	FIX	3136A7Z54	March 2029
EA	4,710,181							
Recombination 12								
DA	7,395,886	DV	7,395,886	SEQ/AD	3.5	FIX	3136A7Z21	November 2023
DI	1,056,555(3)							
Recombination 13								
EA	4,710,181	EV	4,710,181	SEQ/AD	3.5	FIX	3136A7Z39	March 2029
EI	672,883(3)							
Recombination 14								
DA	7,395,886	GV	12,106,067	SEQ/AD	3.5	FIX	3136A7Z47	March 2029
DI	1,056,555(3)							
EA	4,710,181							
EI	672,883(3)							
Recombination 15								
DZ	15,443,876	DY(4)	27,549,943	SEQ	3.5	FIX	3136A7Z70	August 2042
DA	7,395,886							
DI	1,056,555(3)							
EA	4,710,181							
EI	672,883(3)							
Recombination 16								
D	65,949,586	HA	98,924,379	SEQ	3.5	FIX	3136A7Z88	April 2039
FD	32,974,793							
SD	32,974,793(3)							

REMIC Certificates		RCR Certificates						Final
Classes	Original Balances	RCR Classes	Original Balances	Principal Type(2)	Interest Rate	Interest Type(2)	CUSIP Number	Distribution Date
Recombination 17								
D	\$ 65,949,586	HB	\$ 84,792,325	SEQ	3.0%	FIX	3136A7Z96	April 2039
FD	18,842,739							
SD	18,842,739(3)							
Recombination 18								
D	65,949,586	HC	74,193,285	SEQ	2.5	FIX	3136A72A9	April 2039
FD	8,243,699							
SD	8,243,699(3)							

- (1) REMIC Certificates and RCR Certificates in each Recombination may be exchanged only in the proportions of *original* principal balances for the related Classes shown in this Schedule 1 (disregarding any retired Classes). For example, if a particular Recombination includes two REMIC Classes and one RCR Class whose *original* principal balances shown in the schedule reflect a 1:1:2 relationship, the same 1:1:2 relationship among the *original* principal balances of those REMIC and RCR Classes must be maintained in any exchange. This is true even if, as a result of the applicable payment priority sequence, the relationship between their *current* principal balances has changed over time. Moreover, if as a result of a proposed exchange, a Certificateholder would hold a REMIC Certificate or RCR Certificate of a Class in an amount less than the applicable minimum denomination for that Class, the Certificateholder will be unable to effect the proposed exchange. See “Description of the Certificates—General—*Authorized Denominations*” in this prospectus supplement.
- (2) See “Description of the Certificates—The Certificates—*Class Definitions and Abbreviations*” in the REMIC Prospectus.
- (3) Notional balances. These Classes are Interest Only Classes. See page S-5 for a description of how their notional balances are calculated.
- (4) Principal payments on the REMIC Certificates in Recombination 15 from the DZ 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	\$17,040,468.00	March 2017	\$ 8,874,805.76	November 2021	\$ 3,591,831.28
August 2012	16,867,032.81	April 2017	8,754,453.55	December 2021	3,529,325.96
September 2012	16,694,718.40	May 2017	8,634,889.75	January 2022	3,467,781.66
October 2012	16,523,517.75	June 2017	8,516,109.42	February 2022	3,407,184.44
November 2012	16,353,423.92	July 2017	8,398,107.64	March 2022	3,347,520.56
December 2012	16,184,429.96	August 2017	8,280,879.53	April 2022	3,288,776.44
January 2013	16,016,529.00	September 2017	8,164,420.23	May 2022	3,230,938.73
February 2013	15,849,714.21	October 2017	8,048,724.94	June 2022	3,173,994.26
March 2013	15,683,978.78	November 2017	7,933,788.85	July 2022	3,117,930.02
April 2013	15,519,315.97	December 2017	7,819,607.21	August 2022	3,062,733.21
May 2013	15,355,719.06	January 2018	7,706,175.28	September 2022	3,008,391.20
June 2013	15,193,181.39	February 2018	7,593,488.36	October 2022	2,954,891.55
July 2013	15,031,696.33	March 2018	7,481,541.78	November 2022	2,902,221.97
August 2013	14,871,257.29	April 2018	7,370,330.89	December 2022	2,850,370.37
September 2013	14,711,857.73	May 2018	7,259,851.07	January 2023	2,799,324.81
October 2013	14,553,491.14	June 2018	7,150,097.75	February 2023	2,749,073.53
November 2013	14,396,151.06	July 2018	7,041,066.35	March 2023	2,699,604.94
December 2013	14,239,831.07	August 2018	6,932,752.36	April 2023	2,650,907.61
January 2014	14,084,524.78	September 2018	6,825,151.27	May 2023	2,602,970.25
February 2014	13,930,225.84	October 2018	6,718,258.61	June 2023	2,555,781.77
March 2014	13,776,927.95	November 2018	6,612,069.92	July 2023	2,509,331.20
April 2014	13,624,624.86	December 2018	6,506,580.80	August 2023	2,463,607.74
May 2014	13,473,310.32	January 2019	6,401,786.85	September 2023	2,418,600.75
June 2014	13,322,978.15	February 2019	6,297,683.70	October 2023	2,374,299.73
July 2014	13,173,622.20	March 2019	6,194,267.03	November 2023	2,330,694.34
August 2014	13,025,236.37	April 2019	6,092,313.81	December 2023	2,287,774.36
September 2014	12,877,814.57	May 2019	5,991,889.88	January 2024	2,245,529.75
October 2014	12,731,350.77	June 2019	5,892,973.33	February 2024	2,203,950.58
November 2014	12,585,838.98	July 2019	5,795,542.57	March 2024	2,163,027.08
December 2014	12,441,273.23	August 2019	5,699,576.28	April 2024	2,122,749.62
January 2015	12,297,647.60	September 2019	5,605,053.48	May 2024	2,083,108.69
February 2015	12,154,956.21	October 2019	5,511,953.44	June 2024	2,044,094.94
March 2015	12,013,193.19	November 2019	5,420,255.75	July 2024	2,005,699.12
April 2015	11,872,352.75	December 2019	5,329,940.27	August 2024	1,967,912.14
May 2015	11,732,429.09	January 2020	5,240,987.15	September 2024	1,930,725.02
June 2015	11,593,416.49	February 2020	5,153,376.82	October 2024	1,894,128.92
July 2015	11,455,309.23	March 2020	5,067,089.96	November 2024	1,858,115.12
August 2015	11,318,101.64	April 2020	4,982,107.56	December 2024	1,822,675.03
September 2015	11,181,788.09	May 2020	4,898,410.84	January 2025	1,787,800.17
October 2015	11,046,362.98	June 2020	4,815,981.30	February 2025	1,753,482.18
November 2015	10,911,820.74	July 2020	4,734,800.70	March 2025	1,719,712.84
December 2015	10,778,155.84	August 2020	4,654,851.06	April 2025	1,686,484.02
January 2016	10,645,362.78	September 2020	4,576,114.63	May 2025	1,653,787.72
February 2016	10,513,436.11	October 2020	4,498,573.93	June 2025	1,621,616.06
March 2016	10,382,370.39	November 2020	4,422,211.72	July 2025	1,589,961.26
April 2016	10,252,160.23	December 2020	4,347,010.99	August 2025	1,558,815.66
May 2016	10,122,800.27	January 2021	4,272,954.99	September 2025	1,528,171.69
June 2016	9,994,285.19	February 2021	4,200,027.19	October 2025	1,498,021.91
July 2016	9,866,609.67	March 2021	4,128,211.29	November 2025	1,468,358.98
August 2016	9,739,768.48	April 2021	4,057,491.23	December 2025	1,439,175.66
September 2016	9,613,756.37	May 2021	3,987,851.17	January 2026	1,410,464.81
October 2016	9,488,568.14	June 2021	3,919,275.48	February 2026	1,382,219.41
November 2016	9,364,198.65	July 2021	3,851,748.78	March 2026	1,354,432.52
December 2016	9,240,642.75	August 2021	3,785,255.87	April 2026	1,327,097.30
January 2017	9,117,895.34	September 2021	3,719,781.79	May 2026	1,300,207.03
February 2017	8,995,951.36	October 2021	3,655,311.78	June 2026	1,273,755.05

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>
July 2026	\$ 1,247,734.84	July 2029	\$ 550,342.49	July 2032	\$ 179,024.77
August 2026	1,222,139.93	August 2029	536,453.39	August 2032	171,841.84
September 2026	1,196,963.96	September 2029	522,806.07	September 2032	164,795.98
October 2026	1,172,200.68	October 2029	509,396.82	October 2032	157,885.02
November 2026	1,147,843.89	November 2029	496,221.97	November 2032	151,106.79
December 2026	1,123,887.52	December 2029	483,277.92	December 2032	144,459.17
January 2027	1,100,325.55	January 2030	470,561.10	January 2033	137,940.08
February 2027	1,077,152.07	February 2030	458,068.02	February 2033	131,547.45
March 2027	1,054,361.25	March 2030	445,795.20	March 2033	125,279.26
April 2027	1,031,947.34	April 2030	433,739.25	April 2033	119,133.49
May 2027	1,009,904.67	May 2030	421,896.81	May 2033	113,108.19
June 2027	988,227.67	June 2030	410,264.57	June 2033	107,201.41
July 2027	966,910.82	July 2030	398,839.28	July 2033	101,411.25
August 2027	945,948.69	August 2030	387,617.73	August 2033	95,735.81
September 2027	925,335.95	September 2030	376,596.74	September 2033	90,173.24
October 2027	905,067.32	October 2030	365,773.21	October 2033	84,721.72
November 2027	885,137.61	November 2030	355,144.05	November 2033	79,379.44
December 2027	865,541.68	December 2030	344,706.24	December 2033	74,144.63
January 2028	846,274.51	January 2031	334,456.79	January 2034	69,015.55
February 2028	827,331.11	February 2031	324,392.78	February 2034	63,990.46
March 2028	808,706.58	March 2031	314,511.29	March 2034	59,067.68
April 2028	790,396.09	April 2031	304,809.47	April 2034	54,245.54
May 2028	772,394.88	May 2031	295,284.52	May 2034	49,522.39
June 2028	754,698.25	June 2031	285,933.65	June 2034	44,896.60
July 2028	737,301.58	July 2031	276,754.15	July 2034	40,366.59
August 2028	720,200.30	August 2031	267,743.30	August 2034	35,930.78
September 2028	703,389.93	September 2031	258,898.48	September 2034	31,587.62
October 2028	686,866.03	October 2031	250,217.05	October 2034	27,335.59
November 2028	670,624.24	November 2031	241,696.45	November 2034	23,173.17
December 2028	654,660.26	December 2031	233,334.15	December 2034	19,098.91
January 2029	638,969.85	January 2032	225,127.63	January 2035	15,111.32
February 2029	623,548.82	February 2032	217,074.45	February 2035	11,208.99
March 2029	608,393.07	March 2032	209,172.16	March 2035	7,390.48
April 2029	593,498.53	April 2032	201,418.39	April 2035	3,654.42
May 2029	578,861.21	May 2032	193,810.78	May 2035 and	
June 2029	564,477.16	June 2032	186,347.00	thereafter	0.00

PC Class Planned Balances

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
Initial Balance	\$228,439,893.00	December 2013	\$210,211,183.00	May 2015	\$178,378,847.18
August 2012	227,832,981.04	January 2014	208,642,337.37	June 2015	176,438,195.92
September 2012	227,165,968.58	February 2014	207,022,644.00	July 2015	174,510,803.78
October 2012	226,439,113.38	March 2014	205,352,947.68	August 2015	172,596,584.94
November 2012	225,652,710.42	April 2014	203,634,122.86	September 2015	170,695,454.13
December 2012	224,807,091.73	May 2014	201,867,072.91	October 2015	168,807,326.61
January 2013	223,902,626.23	June 2014	200,052,729.31	November 2015	166,932,118.18
February 2013	222,939,719.48	July 2014	198,192,050.83	December 2015	165,069,745.19
March 2013	221,918,813.47	August 2014	196,286,022.71	January 2016	163,220,124.48
April 2013	220,840,386.25	September 2014	194,335,655.77	February 2016	161,383,173.45
May 2013	219,704,951.64	October 2014	192,341,985.53	March 2016	159,558,810.02
June 2013	218,513,058.86	November 2014	190,306,071.24	April 2016	157,746,952.61
July 2013	217,265,292.07	December 2014	188,284,032.28	May 2016	155,947,520.18
August 2013	215,962,269.99	January 2015	186,275,778.93	June 2016	154,160,432.18
September 2013	214,604,645.37	February 2015	184,281,222.05	July 2016	152,385,608.59
October 2013	213,193,104.45	March 2015	182,300,273.05	August 2016	150,622,969.88
November 2013	211,728,366.46	April 2015	180,332,843.92	September 2016	148,872,437.03

PC Class (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>
October 2016	\$147,133,931.54	September 2021	\$ 64,053,249.30	August 2026	\$ 23,935,432.15
November 2016	145,407,375.36	October 2021	63,027,373.70	September 2026	23,523,564.17
December 2016	143,692,690.99	November 2021	62,016,967.33	October 2026	23,118,150.21
January 2017	141,989,801.37	December 2021	61,021,805.11	November 2026	22,719,094.16
February 2017	140,298,629.97	January 2022	60,041,665.19	December 2026	22,326,301.31
March 2017	138,619,100.72	February 2022	59,076,328.88	January 2027	21,939,678.30
April 2017	136,951,138.03	March 2022	58,125,580.58	February 2027	21,559,133.14
May 2017	135,294,666.81	April 2022	57,189,207.77	March 2027	21,184,575.15
June 2017	133,649,612.42	May 2022	56,267,000.95	April 2027	20,815,914.97
July 2017	132,015,900.72	June 2022	55,358,753.61	May 2027	20,453,064.53
August 2017	130,393,458.02	July 2022	54,464,262.17	June 2027	20,095,937.04
September 2017	128,782,211.09	August 2022	53,583,325.95	July 2027	19,744,446.94
October 2017	127,182,087.19	September 2022	52,715,747.13	August 2027	19,398,509.95
November 2017	125,593,014.03	October 2022	51,861,330.72	September 2027	19,058,042.97
December 2017	124,014,919.76	November 2022	51,019,884.49	October 2027	18,722,964.12
January 2018	122,447,733.01	December 2022	50,191,218.95	November 2027	18,393,192.71
February 2018	120,891,382.86	January 2023	49,375,147.34	December 2027	18,068,649.22
March 2018	119,345,798.81	February 2023	48,571,485.53	January 2028	17,749,255.26
April 2018	117,810,910.86	March 2023	47,780,052.04	February 2028	17,434,933.61
May 2018	116,286,649.40	April 2023	47,000,667.95	March 2028	17,125,608.14
June 2018	114,772,945.29	May 2023	46,233,156.93	April 2028	16,821,203.84
July 2018	113,269,729.83	June 2023	45,477,345.14	May 2028	16,521,646.79
August 2018	111,776,934.75	July 2023	44,733,061.23	June 2028	16,226,864.14
September 2018	110,294,492.20	August 2023	44,000,136.30	July 2028	15,936,784.08
October 2018	108,822,334.77	September 2023	43,278,403.86	August 2028	15,651,335.87
November 2018	107,360,395.50	October 2023	42,567,699.80	September 2028	15,370,449.79
December 2018	105,908,607.82	November 2023	41,867,862.36	October 2028	15,094,057.12
January 2019	104,466,905.59	December 2023	41,178,732.07	November 2028	14,822,090.15
February 2019	103,035,223.11	January 2024	40,500,151.77	December 2028	14,554,482.16
March 2019	101,613,495.08	February 2024	39,831,966.54	January 2029	14,291,167.39
April 2019	100,201,656.62	March 2024	39,174,023.66	February 2029	14,032,081.04
May 2019	98,799,643.24	April 2024	38,526,172.60	March 2029	13,777,159.26
June 2019	97,407,390.90	May 2024	37,888,265.01	April 2029	13,526,339.11
July 2019	96,024,835.94	June 2024	37,260,154.62	May 2029	13,279,558.59
August 2019	94,651,915.10	July 2024	36,641,697.30	June 2029	13,036,756.60
September 2019	93,288,565.54	August 2024	36,032,750.95	July 2029	12,797,872.91
October 2019	91,934,724.81	September 2024	35,433,175.53	August 2029	12,562,848.20
November 2019	90,590,330.84	October 2024	34,842,832.99	September 2029	12,331,623.98
December 2019	89,255,321.99	November 2024	34,261,587.26	October 2029	12,104,142.65
January 2020	87,929,636.97	December 2024	33,689,304.23	November 2029	11,880,347.43
February 2020	86,613,214.92	January 2025	33,125,851.70	December 2029	11,660,182.35
March 2020	85,305,995.34	February 2025	32,571,099.40	January 2030	11,443,592.31
April 2020	84,007,918.12	March 2025	32,024,918.88	February 2030	11,230,522.97
May 2020	82,718,923.53	April 2025	31,487,183.57	March 2030	11,020,920.79
June 2020	81,438,952.23	May 2025	30,957,768.71	April 2030	10,814,733.04
July 2020	80,167,945.23	June 2025	30,436,551.32	May 2030	10,611,907.74
August 2020	78,905,843.96	July 2025	29,923,410.19	June 2030	10,412,393.66
September 2020	77,656,847.01	August 2025	29,418,225.87	July 2030	10,216,140.35
October 2020	76,426,557.76	September 2025	28,920,880.59	August 2030	10,023,098.07
November 2020	75,214,705.18	October 2025	28,431,258.32	September 2030	9,833,217.83
December 2020	74,021,022.07	November 2025	27,949,244.67	October 2030	9,646,451.35
January 2021	72,845,245.05	December 2025	27,474,726.88	November 2030	9,462,751.05
February 2021	71,687,114.44	January 2026	27,007,593.86	December 2030	9,282,070.07
March 2021	70,546,374.29	February 2026	26,547,736.07	January 2031	9,104,362.20
April 2021	69,422,772.23	March 2026	26,095,045.57	February 2031	8,929,581.96
May 2021	68,316,059.51	April 2026	25,649,415.99	March 2031	8,757,684.48
June 2021	67,225,990.89	May 2026	25,210,742.45	April 2031	8,588,625.60
July 2021	66,152,324.63	June 2026	24,778,921.62	May 2031	8,422,361.77
August 2021	65,094,822.41	July 2026	24,353,851.65	June 2031	8,258,850.11

PC Class (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>
July 2031	\$ 8,098,048.35	March 2035	\$ 3,162,519.20	November 2038	\$ 913,385.78
August 2031	7,939,914.85	April 2035	3,088,590.19	December 2038	881,075.33
September 2031	7,784,408.59	May 2035	3,015,974.66	January 2039	849,403.03
October 2031	7,631,489.14	June 2035	2,944,651.71	February 2039	818,358.23
November 2031	7,481,116.67	July 2035	2,874,600.75	March 2039	787,930.43
December 2031	7,333,251.95	August 2035	2,805,801.48	April 2039	758,109.32
January 2032	7,187,856.31	September 2035	2,738,233.92	May 2039	728,884.71
February 2032	7,044,891.65	October 2035	2,671,878.39	June 2039	700,246.61
March 2032	6,904,320.45	November 2035	2,606,715.50	July 2039	672,185.16
April 2032	6,766,105.73	December 2035	2,542,726.17	August 2039	644,690.65
May 2032	6,630,211.05	January 2036	2,479,891.59	September 2039	617,753.54
June 2032	6,496,600.54	February 2036	2,418,193.24	October 2039	591,364.41
July 2032	6,365,238.82	March 2036	2,357,612.87	November 2039	565,514.02
August 2032	6,236,091.06	April 2036	2,298,132.51	December 2039	540,193.25
September 2032	6,109,122.92	May 2036	2,239,734.49	January 2040	515,393.11
October 2032	5,984,300.61	June 2036	2,182,401.35	February 2040	491,104.79
November 2032	5,861,590.79	July 2036	2,126,115.95	March 2040	467,319.59
December 2032	5,740,960.65	August 2036	2,070,861.38	April 2040	444,028.94
January 2033	5,622,377.86	September 2036	2,016,620.99	May 2040	421,224.41
February 2033	5,505,810.55	October 2036	1,963,378.38	June 2040	398,897.72
March 2033	5,391,227.34	November 2036	1,911,117.41	July 2040	377,040.69
April 2033	5,278,597.32	December 2036	1,859,822.17	August 2040	355,645.29
May 2033	5,167,890.02	January 2037	1,809,477.01	September 2040	334,703.60
June 2033	5,059,075.44	February 2037	1,760,066.49	October 2040	314,207.83
July 2033	4,952,124.01	March 2037	1,711,575.44	November 2040	294,150.32
August 2033	4,847,006.62	April 2037	1,663,988.89	December 2040	274,523.52
September 2033	4,743,694.57	May 2037	1,617,292.11	January 2041	255,319.99
October 2033	4,642,159.60	June 2037	1,571,470.59	February 2041	236,532.43
November 2033	4,542,373.87	July 2037	1,526,510.06	March 2041	218,153.65
December 2033	4,444,309.95	August 2037	1,482,396.44	April 2041	200,176.54
January 2034	4,347,940.82	September 2037	1,439,115.87	May 2041	182,594.15
February 2034	4,253,239.87	October 2037	1,396,654.73	June 2041	165,399.60
March 2034	4,160,180.88	November 2037	1,354,999.57	July 2041	148,586.15
April 2034	4,068,738.02	December 2037	1,314,137.16	August 2041	132,147.13
May 2034	3,978,885.85	January 2038	1,274,054.48	September 2041	116,076.02
June 2034	3,890,599.30	February 2038	1,234,738.70	October 2041	100,366.37
July 2034	3,803,853.69	March 2038	1,196,177.20	November 2041	85,011.84
August 2034	3,718,624.69	April 2038	1,158,357.53	December 2041	70,006.19
September 2034	3,634,888.36	May 2038	1,121,267.44	January 2042	55,343.28
October 2034	3,552,621.09	June 2038	1,084,894.89	February 2042	41,017.07
November 2034	3,471,799.63	July 2038	1,049,227.99	March 2042	27,021.61
December 2034	3,392,401.10	August 2038	1,014,255.05	April 2042	13,351.05
January 2035	3,314,402.94	September 2038	979,964.56	May 2042 and thereafter	0.00
February 2035	3,237,782.93	October 2038	946,345.19		

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	\$20,960,419.00	April 2013	\$19,778,924.37	January 2014	\$17,488,418.79
August 2012	20,776,264.51	May 2013	19,582,426.78	February 2014	17,166,724.20
September 2012	20,709,030.55	June 2013	19,370,698.28	March 2014	16,833,068.19
October 2012	20,625,132.90	July 2013	19,144,019.99	April 2014	16,487,908.50
November 2012	20,524,669.31	August 2013	18,902,694.66	May 2014	16,131,719.40
December 2012	20,407,761.07	September 2013	18,647,046.27	June 2014	15,764,990.98
January 2013	20,274,552.90	October 2013	18,377,419.63	July 2014	15,388,228.35
February 2013	20,125,212.82	November 2013	18,094,179.78	August 2014	15,001,950.87
March 2013	19,959,931.95	December 2013	17,797,711.50	September 2014	14,606,691.31

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>
October 2014	\$14,202,994.98	September 2019	\$ 586,460.88	August 2024	\$ 1.29
November 2014	13,791,418.92	October 2019	501,052.94	September 2024	1.29
December 2014	13,387,632.15	November 2019	419,268.12	October 2024	1.29
January 2015	12,991,540.71	December 2019	341,055.82	November 2024	1.29
February 2015	12,603,051.60	January 2020	266,366.06	December 2024	1.29
March 2015	12,222,072.78	February 2020	195,149.31	January 2025	1.29
April 2015	11,848,513.10	March 2020	135,212.01	February 2025	1.29
May 2015	11,482,282.41	April 2020	86,550.02	March 2025	1.29
June 2015	11,123,291.43	May 2020	48,927.82	April 2025	1.29
July 2015	10,771,451.78	June 2020	22,113.66	May 2025	1.29
August 2015	10,426,676.04	July 2020	5,879.59	June 2025	1.29
September 2015	10,088,877.62	August 2020	1.29	July 2025	1.29
October 2015	9,757,970.86	September 2020	1.29	August 2025	1.29
November 2015	9,433,870.97	October 2020	1.29	September 2025	1.29
December 2015	9,116,493.99	November 2020	1.29	October 2025	1.29
January 2016	8,805,756.90	December 2020	1.29	November 2025	1.29
February 2016	8,501,577.45	January 2021	1.29	December 2025	1.29
March 2016	8,203,874.29	February 2021	1.29	January 2026	1.29
April 2016	7,912,566.88	March 2021	1.29	February 2026	1.29
May 2016	7,627,575.51	April 2021	1.29	March 2026	1.29
June 2016	7,348,821.32	May 2021	1.29	April 2026	1.29
July 2016	7,076,226.23	June 2021	1.29	May 2026	1.29
August 2016	6,809,712.99	July 2021	1.29	June 2026	1.29
September 2016	6,549,205.13	August 2021	1.29	July 2026	1.29
October 2016	6,294,626.97	September 2021	1.29	August 2026	1.29
November 2016	6,045,903.65	October 2021	1.29	September 2026	1.29
December 2016	5,802,961.03	November 2021	1.29	October 2026	1.29
January 2017	5,565,725.79	December 2021	1.29	November 2026	1.29
February 2017	5,334,125.33	January 2022	1.29	December 2026	1.29
March 2017	5,108,087.84	February 2022	1.29	January 2027	1.29
April 2017	4,887,542.24	March 2022	1.29	February 2027	1.29
May 2017	4,672,418.19	April 2022	1.29	March 2027	1.29
June 2017	4,462,646.08	May 2022	1.29	April 2027	1.29
July 2017	4,258,157.04	June 2022	1.29	May 2027	1.29
August 2017	4,058,882.89	July 2022	1.29	June 2027	1.29
September 2017	3,864,756.22	August 2022	1.29	July 2027	1.29
October 2017	3,675,710.26	September 2022	1.29	August 2027	1.29
November 2017	3,491,678.98	October 2022	1.29	September 2027	1.29
December 2017	3,312,597.03	November 2022	1.29	October 2027	1.29
January 2018	3,138,399.75	December 2022	1.29	November 2027	1.29
February 2018	2,969,023.15	January 2023	1.29	December 2027	1.29
March 2018	2,804,403.94	February 2023	1.29	January 2028	1.29
April 2018	2,644,479.45	March 2023	1.29	February 2028	1.29
May 2018	2,489,187.71	April 2023	1.29	March 2028	1.29
June 2018	2,338,467.41	May 2023	1.29	April 2028	1.29
July 2018	2,192,257.83	June 2023	1.29	May 2028	1.29
August 2018	2,050,498.96	July 2023	1.29	June 2028	1.29
September 2018	1,913,131.39	August 2023	1.29	July 2028	1.29
October 2018	1,780,096.36	September 2023	1.29	August 2028	1.29
November 2018	1,651,335.69	October 2023	1.29	September 2028	1.29
December 2018	1,526,791.87	November 2023	1.29	October 2028	1.29
January 2019	1,406,407.98	December 2023	1.29	November 2028	1.29
February 2019	1,290,127.70	January 2024	1.29	December 2028	1.29
March 2019	1,177,895.30	February 2024	1.29	January 2029	1.29
April 2019	1,069,655.68	March 2024	1.29	February 2029	1.29
May 2019	965,354.31	April 2024	1.29	March 2029	1.29
June 2019	864,937.23	May 2024	1.29	April 2029	1.29
July 2019	768,351.06	June 2024	1.29	May 2029	1.29
August 2019	675,543.03	July 2024	1.29	June 2029	1.29

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>
July 2029	\$ 1.29	November 2033	\$ 1.29	March 2038	\$ 1.29
August 2029	1.29	December 2033	1.29	April 2038	1.29
September 2029	1.29	January 2034	1.29	May 2038	1.29
October 2029	1.29	February 2034	1.29	June 2038	1.29
November 2029	1.29	March 2034	1.29	July 2038	1.29
December 2029	1.29	April 2034	1.29	August 2038	1.29
January 2030	1.29	May 2034	1.29	September 2038	1.29
February 2030	1.29	June 2034	1.29	October 2038	1.29
March 2030	1.29	July 2034	1.29	November 2038	1.29
April 2030	1.29	August 2034	1.29	December 2038	1.29
May 2030	1.29	September 2034	1.29	January 2039	1.29
June 2030	1.29	October 2034	1.29	February 2039	1.29
July 2030	1.29	November 2034	1.29	March 2039	1.29
August 2030	1.29	December 2034	1.29	April 2039	1.29
September 2030	1.29	January 2035	1.29	May 2039	1.29
October 2030	1.29	February 2035	1.29	June 2039	1.29
November 2030	1.29	March 2035	1.29	July 2039	1.29
December 2030	1.29	April 2035	1.29	August 2039	1.29
January 2031	1.29	May 2035	1.29	September 2039	1.29
February 2031	1.29	June 2035	1.29	October 2039	1.29
March 2031	1.29	July 2035	1.29	November 2039	1.29
April 2031	1.29	August 2035	1.29	December 2039	1.29
May 2031	1.29	September 2035	1.29	January 2040	1.29
June 2031	1.29	October 2035	1.29	February 2040	1.29
July 2031	1.29	November 2035	1.29	March 2040	1.29
August 2031	1.29	December 2035	1.29	April 2040	1.29
September 2031	1.29	January 2036	1.29	May 2040	1.29
October 2031	1.29	February 2036	1.29	June 2040	1.29
November 2031	1.29	March 2036	1.29	July 2040	1.29
December 2031	1.29	April 2036	1.29	August 2040	1.29
January 2032	1.29	May 2036	1.29	September 2040	1.29
February 2032	1.29	June 2036	1.29	October 2040	1.29
March 2032	1.29	July 2036	1.29	November 2040	1.29
April 2032	1.29	August 2036	1.29	December 2040	1.29
May 2032	1.29	September 2036	1.29	January 2041	1.29
June 2032	1.29	October 2036	1.29	February 2041	1.29
July 2032	1.29	November 2036	1.29	March 2041	1.29
August 2032	1.29	December 2036	1.29	April 2041	1.29
September 2032	1.29	January 2037	1.29	May 2041	1.29
October 2032	1.29	February 2037	1.29	June 2041	1.29
November 2032	1.29	March 2037	1.29	July 2041	1.29
December 2032	1.29	April 2037	1.29	August 2041	1.29
January 2033	1.29	May 2037	1.29	September 2041	1.29
February 2033	1.29	June 2037	1.29	October 2041	1.29
March 2033	1.29	July 2037	1.29	November 2041	1.29
April 2033	1.29	August 2037	1.29	December 2041	1.29
May 2033	1.29	September 2037	1.29	January 2042	1.29
June 2033	1.29	October 2037	1.29	February 2042	1.29
July 2033	1.29	November 2037	1.29	March 2042	1.29
August 2033	1.29	December 2037	1.29	April 2042	1.29
September 2033	1.29	January 2038	1.29	May 2042 and	
October 2033	1.29	February 2038	1.29	thereafter	0.00

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

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

\$864,209,701



**Guaranteed REMIC
Pass-Through Certificates**

Fannie Mae REMIC Trust 2012-89

PROSPECTUS SUPPLEMENT

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Credit Suisse

July 25, 2012
