Prospectus Supplement
(To REMIC Prospectus dated August 1, 2012)

$858,883,033

FannieMae®

Guaranteed REMIC Pass-Through Certificates
Fannie Mae REMIC Trust 2012-96

The Certificates

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

Payments to Certificateholders

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

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

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

The Fannie Mae Guaranty

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

The Trust and its Assets

The trust will own

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

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

Class	Group	Original Class Balance	Principal Type(1)	Interest Rate	Interest Type(1)	CUSIP Number	Final Distribution Date
MH	1	$ 24,392,756	PAC	3.00%	FIX	3136A73Z3	May 2042
BM	1	848,684	PAC	3.00	FIX	3136A74A7	September 2042
LA	1	1,338,000	PAC	3.00	FIX	3136A74B5	July 2042
LB	1	526,989	PAC	3.00	FIX	3136A74C3	September 2042
MA	1	1,863,262	SUP	3.00	FIX	3136A74D1	February 2042
MB	1	891,560	SUP	3.00	FIX	3136A74E9	July 2042
MC	1	567,321	SUP	3.00	FIX	3136A74F6	September 2042
FB	1	40,571,428	PT	(2)	FLT	3136A74G4	September 2042
SB	1	40,571,428(3)	NTL	(2)	INV/IO	3136A74H2	September 2042
AH	2	112,509,311	SEQ	1.50	FIX	3136A74J8	April 2027
AI	2	56,254,655(3)	NTL	3.00	FIX/IO	3136A74K5	April 2027
B	2	5,000,000	SEQ	3.00	FIX	3136A74L3	September 2027
AT	3	27,236,913	SC/PT	4.00	FIX	3136A74M1	May 2042
PO(4)	4	250,703,000	PAC/AD	0.00	PO	3136A74N9	July 2041
FI(4)	4	143,258,857(3)	NTL	(2)	FLT/IO	3136A74P4	July 2041
IP(4)	4	143,258,857(3)	NTL	(2)	INV/IO	3136A74Q2	July 2041
PS(4)	4	143,258,857(3)	NTL	(2)	INV/IO	3136A74R0	July 2041
PE	4	24,484,000	PAC/AD	4.00	FIX	3136A74S8	September 2042
Z	4	57,813,000	SUP	4.00	FIX/Z	3136A74T6	September 2042

(Table continued on next page)

If you own certificates of certain classes, you can exchange them for certificates of the corresponding RCR classes to be delivered at the time of exchange. The PC, PD, PY, PG, PH, PI, AF, AS, PF, V, CB, CD, CG, CH, CJ, CM and CI 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—Combination and Recombination—RCR Certificates" in the REMIC prospectus.

The dealer will offer the certificates (other than the AT Class) from time to time in negotiated transactions at varying prices. We expect the settlement date to be August 30, 2012. Fannie Mae will assign the AT Class to a Fannie Mae Mega trust. See "Plan of Distribution" in this prospectus supplement.

Carefully consider the risk factors starting on page 13 of the REMIC prospectus. Unless you understand and are able to tolerate these risks, you should not invest in the certificates.

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

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

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

Barclays

The date of this Prospectus Supplement is August 24, 2012

Class	Group	Original Class Balance	Principal Type(1)	Interest Rate	Interest Type(1)	CUSIP Number	Final Distribution Date
CA(4) .	5	$195,860,000	SEQ	3.50%	FIX	3136A74U3	April 2039
VA(4) .	5	10,995,000	SEQ/AD	3.50	FIX	3136A74V1	February 2022
VB(4) .	5	17,331,000	SEQ/AD	3.50	FIX	3136A74W9	August 2032
VZ . . .	5	28,237,157	SEQ	3.50	FIX/Z	3136A74X7	September 2042
DA . . .	6	53,955,815	SEQ	1.25	FIX	3136A74Y5	February 2027
DI . . .	6	37,094,622(3)	NTL	4.00	FIX/IO	3136A74Z2	February 2027
DB . . .	6	3,757,837	SEQ	4.00	FIX	3136A75A6	September 2027
R . . .		0	NPR	0	NPR	3136A75B4	September 2042
RL . . .		0	NPR	0	NPR	3136A75C2	September 2042

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

(2) Based on LIBOR.

(3) Notional balances. These classes are interest only classes. See page S-6 for a description of how their notional balances are calculated.

(4) Exchangeable classes.

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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 August 1, 2012 (the "REMIC Prospectus");
- our Prospectus for Fannie Mae Guaranteed Pass-Through Certificates (Single-Family Residential Mortgage Loans) dated
  - February 1, 2012, for all MBS issued on or after February 1, 2012,
  - July 1, 2011, for all MBS issued on or after July 1, 2011 and prior to February 1, 2012,
  - June 1, 2009, for all MBS issued on or after January 1, 2009 and prior to July 1, 2011,
  - April 1, 2008, for all MBS issued on or after June 1, 2007 and prior to January 1, 2009, or
  - January 1, 2006, for all other MBS

  (as applicable, the "MBS Prospectus");
- if you are purchasing the Group 3 Class or the R or RL Class, the disclosure document relating to the underlying REMIC certificates (the "Underlying REMIC Disclosure Document"); and
- any information incorporated by reference in this prospectus supplement as discussed below and under the heading "Incorporation by Reference" in the REMIC Prospectus.

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

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

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

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

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

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

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

SUMMARY

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

Assets Underlying Each Group of Classes

Group	Assets
1	Group 1 MBS
2	Group 2 MBS
3	Class 2012-46-AC REMIC Certificate Class 2012-46-AD REMIC Certificate
4	Group 4 MBS
5	Group 5 MBS
6	Group 6 MBS

Group 1, Group 2, Group 4, Group 5 and Group 6

Characteristics of the Trust MBS

	Approximate Principal Balance	Pass-Through Rate	Range of Weighted Average Coupons or WACs (annual percentages)	Range of Weighted Average Remaining Terms to Maturity or WAMs (in months)
Group 1 MBS	$ 71,000,000	5.00%	5.25% to 7.50%	241 to 360
Group 2 MBS	$117,509,311	3.00%	3.25% to 5.50%	121 to 180
Group 4 MBS	$ 83,000,000	4.00%	4.25% to 6.50%	241 to 360
	$250,000,000	4.00%	4.25% to 6.50%	241 to 360
Group 5 MBS	$252,423,157	3.50%	3.75% to 6.00%	241 to 360
Group 6 MBS	$ 57,713,652	4.00%	4.25% to 6.50%	121 to 180

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	$ 71,000,000	360	333	23	5.494%
Group 2 MBS	$117,509,311	180	177	2	3.415%
Group 4 MBS	$ 83,000,000	360	354	2	4.490%
	$250,000,000	360	352	4	4.490%
Group 5 MBS	$252,423,157	360	355	1	4.133%
Group 6 MBS	$ 57,713,652	180	163	15	4.402%

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

Group 3

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

Settlement Date

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

Distribution Dates

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

Record Date

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

Book-Entry and Physical Certificates

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

Fed Book-Entry	Physical
All classes 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:

Class	Initial Interest Rate	Maximum Interest Rate	Minimum Interest Rate	Formula for Calculation of Interest Rate(1)
FB	0.70%	6.50%	0.45%	LIBOR + 45 basis points
SB	5.80%	6.05%	0.00%	6.05% − LIBOR
FI	0.50%	7.00%	0.25%	LIBOR + 25 basis points
IP	0.05%	0.05%	0.00%	6.75% − LIBOR
PS	6.45%	6.70%	0.00%	6.7% − LIBOR
AF	0.50%	7.00%	0.25%	LIBOR + 25 basis points
AS	6.50%	6.75%	0.00%	6.75% − LIBOR
PF	0.55%	7.00%	0.30%	LIBOR + 30 basis points

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

Notional Classes

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

Class	
SB	100% of the FB Class
AI	49.9999995556% of the AH Class
FI	57.1428570859% of the PO Class
IP	57.1428570859% of the PO Class
PS	57.1428570859% of the PO Class
PI	100% of the PO Class
AS	57.1428570859% of the PO Class
CI	57.1428571429% of the CA Class
DI	68.7499984941% of the DA Class

Distributions of Principal

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

Weighted Average Lives (years)*

Group 1 Classes	PSA Prepayment Assumption 0%	100%	150%	170%	200%	230%	250%	500%	1000%
MH	18.1	7.1	5.6	5.6	5.6	5.6	5.6	2.9	1.3
BM	27.6	21.4	21.4	21.4	21.4	21.4	21.4	12.0	5.0
LA	28.1	17.9	10.4	2.9	2.9	2.9	2.2	0.6	0.3
LB	28.5	19.7	14.6	13.8	13.8	13.8	5.0	0.8	0.3
MA	29.1	22.1	16.8	13.1	2.9	1.0	0.7	0.2	0.1
MB	29.6	25.2	22.2	20.3	14.9	2.9	1.9	0.4	0.2
MC	29.9	27.0	25.9	25.1	23.0	11.6	2.9	0.5	0.2
FB and SB	20.2	10.0	7.9	7.3	6.5	5.8	5.4	2.8	1.2

Group 2 Classes	PSA Prepayment Assumption 0%	100%	250%	500%	900%	1400%
AH and AI	8.3	6.0	4.3	2.9	2.0	1.5
B	14.8	14.2	13.1	9.9	6.0	3.6

Group 3 Class	PSA Prepayment Assumption 0%	100%	250%	500%	900%	1400%
AT	19.3	10.4	5.9	3.3	1.9	1.3

Group 4 Classes	PSA Prepayment Assumption 0%	100%	125%	160%	250%	500%	900%	1400%
PO, FI, IP, PS, PC, PD, PY, PG, PH, PI, AF, AS and PF	13.0	6.1	5.7	5.7	5.7	3.4	2.2	1.6
PE	22.6	18.7	18.7	18.7	18.7	10.4	5.6	3.3
Z	26.7	19.7	18.5	15.1	2.8	1.1	0.7	0.5

Group 5 Classes	PSA Prepayment Assumption 0%	100%	300%	500%	800%
CA, CB, CD, CG, CH, CJ, CM and CI	16.7	7.4	3.6	2.6	1.9
VA	5.0	5.0	4.9	4.0	3.0
VB	15.0	14.5	8.7	5.9	4.0
VZ	28.4	22.6	13.5	9.0	5.8
V	11.1	10.8	7.2	5.1	3.6

Group 6 Classes	PSA Prepayment Assumption 0%	100%	250%	500%	900%	1400%
DA and DI	8.3	5.3	3.6	2.2	1.3	0.8
DB	14.7	12.9	11.6	8.4	4.8	2.5

* 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 August 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:

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

The Group 3 Underlying REMIC Certificates evidence direct or indirect beneficial ownership interests in certain Fannie Mae Guaranteed Mortgage Pass-Through Certificates (together with the Trust MBS, the "MBS").

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

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

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

REMIC Designation	Assets	Regular Interests	Residual Interest
Lower Tier REMIC	Trust MBS and Group 3 Underlying REMIC Certificates	Interests in the Lower Tier REMIC other than the RL Class (the "Lower Tier Regular Interests")	RL
Upper Tier REMIC	Lower Tier Regular Interests	All Classes of REMIC Certificates other than the R and RL Classes	R

Fannie Mae Guaranty. For a description of our guaranties of the Certificates, the MBS and the Group 3 Underlying REMIC Certificates, see the applicable discussions appearing under the heading "Fannie Mae Guaranty" in the REMIC Prospectus, the MBS Prospectus and the Underlying REMIC Disclosure Document. Our guaranties are not backed by the full faith and credit of the United States.

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

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

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

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

The Trust MBS

The Trust MBS provide that principal and interest on the related Mortgage Loans are passed through monthly. The Mortgage Loans underlying the Trust MBS are conventional, fixed-rate, fully-amortizing mortgage loans secured by first mortgages or deeds of trust on single-family residential properties. These Mortgage Loans have original maturities of up to 30 years in the case of the Group 1 MBS, Group 4 MBS and Group 5 MBS, and up to 15 years in the case of the Group 2 MBS and Group 6 MBS.

In addition, the Mortgage Loans underlying the Group 1 MBS and Group 5 MBS have been refinanced under Fannie Mae Refi Plus and are designated as "high loan-to-value ratio" loans, with loan-to-value ratios ranging from greater than 105% up to 125% at the time of refinance. These loans are targeted at borrowers who have demonstrated an acceptable payment history on their mortgage loans but may have been unable to refinance due to a decline in home prices or the unavailability of mortgage insurance. Fannie Mae Refi Plus refinancing is available only if the new mortgage loan either reduces the monthly principal and interest payment for the borrower or provides a more stable loan product (such as movement from an adjustable-rate loan to a fixed rate loan). For more information on the Home Affordable Refinance Program, see "The Mortgage Loans—High Loan-to-Value Mortgage Loans" in the MBS Prospectus dated February 1, 2012 and on our Web site at www.fanniemae.com. See also "Risk Factors—Risks Relating to Yield and Prepayment—*Refinancing—Mortgage loans with loan-to-value ratios greater than 80% may have different prepayment and default characteristics than conforming mortgage loans generally*" in the MBS Prospectus dated February 1, 2012.

For additional information, see "Summary—Group 1, Group 2, Group 4, Group 5 and Group 6—Characteristics of the Trust MBS" and "—Assumed Characteristics of the Underlying Mortgage Loans" in this prospectus supplement and "The Mortgage Pools" and "Yield, Maturity, and Prepayment Considerations" in the MBS Prospectus.

The Group 3 Underlying REMIC Certificates

The Group 3 Underlying REMIC Certificates represent beneficial ownership interests in the related Underlying REMIC Trust. The assets of that trust consist of MBS (or beneficial ownership interests in MBS) having the general characteristics set forth in the MBS Prospectus. Each MBS evidences beneficial ownership interests in a pool of conventional, fixed-rate, fully-amortizing mortgage loans secured by first mortgages or deeds of trust on single-family residential properties, as described under "The Mortgage Pools" and "Yield, Maturity, and Prepayment Considerations" in the MBS Prospectus.

Distributions on the Group 3 Underlying REMIC Certificates will be passed through monthly, beginning in the month after we issue the Certificates. The general characteristics of the Group 3 Underlying REMIC Certificates are described in the Underlying REMIC Disclosure Document. See Exhibit A for certain additional information about the Group 3 Underlying REMIC Certificates. Exhibit A is provided in lieu of a Final Data Statement with respect to the Group 3 Underlying REMIC Certificates.

For further information about the Group 3 Underlying REMIC Certificates, telephone us at 1-800-237-8627. Additional information about the Group 3 Underlying REMIC Certificates is also available at https://mbsdisclosure.fanniemae.com/PoolTalk2/index.html. There may have been material changes in facts and circumstances since the date we prepared the Underlying REMIC Disclosure Document. These may include changes in prepayment speeds, prevailing interest rates and other economic factors. As a result, the usefulness of the information set forth in that document may be limited.

Distributions of Interest

General. The Certificates will bear interest at the rates specified in this prospectus supplement. Interest to be paid on each Certificate (or added to principal, in the case of the Accrual 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:

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

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

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

Accrual Classes. The Z and VZ 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:

—42.857143662% as follows:

first, to Aggregate Group I to its Planned Balance;

second, to Aggregate Group II to its Planned Balance;

PAC Groups

third, to MA, MB and MC, in that order, until retired;

Support Classes

fourth, to Aggregate Group II to zero; and

fifth, to Aggregate Group I to zero, and

PAC Groups

—57.142856338% to FB until retired.

Pass-Through Class

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

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

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

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

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

- *Group 2*

The Group 2 Principal Distribution Amount to AH and B, in that order, until retired.

Sequential Pay Classes

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

- *Group 3*

The Group 3 Principal Distribution Amount to AT until retired.

Structured Collateral/ Pass-Through Class

The "Group 3 Principal Distribution Amount" is the principal then paid on the Group 3 Underlying REMIC Certificates.

- *Group 4*

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

Accretion Directed/PAC Group and Accrual Class

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

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

2. To Z until retired. **Support Class**

3. To Aggregate Group III to zero. **PAC Group**

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

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

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

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

- *Group 5*

The VZ Accrual Amount to VA and VB, in that order, until retired, and thereafter to VZ. **Accretion Directed Classes and Accrual Class**

The Group 5 Cash Flow Distribution Amount to CA, VA, VB and VZ, in that order, until retired. **Sequential Pay Classes**

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

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

- *Group 6*

The Group 6 Principal Distribution Amount to DA and DB, in that order, until retired. **Sequential Pay Classes**

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

Structuring Assumptions

Pricing Assumptions. Except where otherwise noted, the information in the tables in this prospectus supplement has been prepared based on the actual characteristics of each pool of Mortgage Loans backing the Group 3 Underlying REMIC Certificates, and the following assumptions (such characteristics and assumptions, collectively, the "Pricing Assumptions"):

- the Mortgage Loans underlying the Trust MBS have the original terms to maturity, remaining terms to maturity, loan ages and interest rates specified under "Summary—Group 1, Group 2, Group 4, Group 5 and Group 6—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 August 30, 2012; and
- each Distribution Date occurs on the 25th day of a month.

Prepayment Assumptions. The prepayment model used in this prospectus supplement is PSA. For a description of PSA, see "Yield, Maturity and Prepayment Considerations—Prepayment Models" in the REMIC Prospectus. It is highly unlikely that prepayments will occur at any *constant* PSA rate or at any other *constant* rate.

Principal Balance Schedules. The Principal Balance Schedules are set forth beginning on page B-1 of this prospectus supplement. The Principal Balance Schedules were prepared based on the Pricing Assumptions and the assumption that the related Mortgage Loans prepay at a *constant* rate within the applicable "Structuring Ranges" specified in the chart below. The

"Effective Range" for an Aggregate Group is the range of prepayment rates (measured by *constant* PSA rates) that would reduce that Aggregate Group to its scheduled balance each month based on the Pricing Assumptions. We have not provided separate schedules for the individual Classes included in the Aggregate Groups. However, those Classes are designed to receive principal distributions in the same fashion as if separate schedules had been provided (with schedules based on the same underlying assumptions that apply to the related Aggregate Group schedule). If such separate schedules had been provided for the individual Classes included in the Aggregate Groups, we expect that the effective ranges for those Classes would not be narrower than those shown below for the related Aggregate Groups.

Groups	Structuring Ranges	Initial Effective Ranges
Aggregate Group I Planned Balances	Between 150% and 250% PSA	Between 150% and 250% PSA
Aggregate Group II Planned Balances	Between 170% and 230% PSA	Between 170% and 230% PSA
Aggregate Group III Planned Balances	Between 125% and 250% PSA	Between 125% and 250% PSA

The Aggregate Groups listed above consist of the following Classes:

Aggregate Group I	MH and BM
Aggregate Group II	LA and LB
Aggregate Group III	PO and PE

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

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

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

- We will distribute any excess of principal distributions over the amount necessary to reduce an Aggregate Group to its scheduled balance in any month. As a result, the likelihood of reducing an Aggregate Group to its scheduled balance each month will not be improved by the averaging of high and low principal distributions from month to month.
- Even if the related Mortgage Loans prepay at rates falling within a Structuring Range or an Effective Range, principal distributions may be insufficient to reduce an Aggregate Group to its scheduled balance each month if prepayments do not occur at a *constant* PSA rate.
- The actual Effective Ranges at any time will be based upon the actual characteristics of the related Mortgage Loans at that time, which are likely to vary (and may vary considerably) from the Pricing Assumptions. As a result, the actual Effective Ranges will likely differ from the Initial Effective Ranges specified above. For the same reason, the Aggregate Groups might not be reduced to their scheduled balances each month even if the related Mortgage Loans prepay at a *constant* PSA rate within the applicable Initial Effective Ranges. This is so particularly if the rates fall at the lower or higher end of the applicable ranges.
- The actual Effective Ranges may narrow, widen or shift upward or downward to reflect actual prepayment experience over time.
- The principal payment stability of each Aggregate Group will be supported by one or more other Classes. When the related supporting Class or Classes are retired, the Aggregate Group

receiving the benefit of that support, if still outstanding, may no longer have an Effective Range and will be much more sensitive to prepayments of the related Mortgage Loans.

Yield Tables

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

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

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

We cannot assure you that

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

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

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

The Inverse Floating Rate Classes and the FI Class. **The yields on the Inverse Floating Rate Classes and the FI Class 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 and the FI Class would lose money on their initial investments under certain Index and prepayment scenarios.**

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

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

- the interest rates for the Inverse Floating Rate Classes and the FI Class 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 level of the Index, and

- the aggregate purchase prices of the applicable Classes (expressed in each case as a percentage of original principal balance) are as follows:

Class	Price*
SB	24.25000%
FI	8.25000%
IP	0.18750%
PS	22.90625%
AS	23.09375%

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

	PSA Prepayment Assumption								
LIBOR	50%	100%	150%	170%	200%	230%	250%	500%	1000%
0.125%	20.0%	16.7%	13.3%	11.9%	9.9%	7.8%	6.4%	(12.1)%	(56.2)%
0.250%	19.4%	16.1%	12.7%	11.4%	9.3%	7.2%	5.8%	(12.6)%	(56.7)%
2.250%	10.1%	6.9%	3.7%	2.3%	0.4%	(1.7)%	(3.0)%	(20.8)%	(63.6)%
4.250%	(0.3)%	(3.4)%	(6.5)%	(7.8)%	(9.7)%	(11.6)%	(12.9)%	(29.9)%	(71.8)%
6.050%	*	*	*	*	*	*	*	*	*

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

	PSA Prepayment Assumption							
LIBOR	50%	100%	125%	160%	250%	500%	900%	1400%
0.125%	(15.3)%	(22.5)%	(23.5)%	(23.5)%	(23.5)%	(51.1)%	(90.7)%	*
0.250%	(11.6)%	(18.5)%	(19.7)%	(19.7)%	(19.7)%	(45.8)%	(84.2)%	*
2.250%	22.5%	17.9%	16.3%	16.3%	16.3%	1.2%	(27.1)%	(59.2)%
4.250%	50.9%	47.1%	45.5%	45.5%	45.5%	35.2%	12.1%	(17.3)%
6.750%	87.5%	84.1%	82.8%	82.8%	82.8%	75.9%	57.0%	30.2%

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

	PSA Prepayment Assumption							
LIBOR	50%	100%	125%	160%	250%	500%	900%	1400%
6.700% and below	18.7%	13.9%	12.3%	12.3%	12.3%	(3.8)%	(33.0)%	(65.4)%
6.725%	1.2%	(4.6)%	(6.1)%	(6.1)%	(6.1)%	(27.3)%	(61.4)%	(95.7)%
6.750%	*	*	*	*	*	*	*	*

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

LIBOR	PSA Prepayment Assumption 50%	100%	125%	160%	250%	500%	900%	1400%
0.125%	21.2%	16.5%	14.9%	14.9%	14.9%	(0.6)%	(29.2)%	(61.4)%
0.250%	20.5%	15.8%	14.2%	14.2%	14.2%	(1.4)%	(30.2)%	(62.4)%
2.250%	9.6%	4.3%	2.8%	2.8%	2.8%	(15.7)%	(47.3)%	(80.7)%
4.250%	(2.8)%	(9.0)%	(10.3)%	(10.3)%	(10.3)%	(33.0)%	(68.4)%	*
6.700% and above	*	*	*	*	*	*	*	*

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

LIBOR	PSA Prepayment Assumption 50%	100%	125%	160%	250%	500%	900%	1400%
0.125%	21.2%	16.5%	14.8%	14.8%	14.8%	(0.6)%	(29.2)%	(61.4)%
0.250%	20.5%	15.8%	14.2%	14.2%	14.2%	(1.4)%	(30.2)%	(62.4)%
2.250%	9.7%	4.4%	2.9%	2.9%	2.9%	(15.6)%	(47.2)%	(80.6)%
4.250%	(2.6)%	(8.8)%	(10.1)%	(10.1)%	(10.1)%	(32.7)%	(68.1)%	*
6.750%	*	*	*	*	*	*	*	*

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

Class	% PSA
AI	306%
PI	372%
CI	163%
DI	324%

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

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

Class	Price*
AI	11.50000%
PI	17.00000%
CI	18.90625%
DI	11.96875%

* 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 AI Class to Prepayments

	PSA Prepayment Assumption					
	50%	100%	250%	500%	900%	1400%
Pre-Tax Yields to Maturity	14.7%	12.0%	3.4%	(12.6)%	(39.3)%	(69.2)%

Sensitivity of the PI Class to Prepayments

	PSA Prepayment Assumption							
	50%	100%	125%	160%	250%	500%	900%	1400%
Pre-Tax Yields to Maturity	14.3%	9.3%	7.7%	7.7%	7.7%	(9.5)%	(39.8)%	(72.7)%

Sensitivity of the CI Class to Prepayments

	PSA Prepayment Assumption				
	50%	100%	300%	500%	800%
Pre-Tax Yields to Maturity	11.1%	6.5%	(15.2)%	(36.3)%	(62.1)%

Sensitivity of the DI Class to Prepayments

	PSA Prepayment Assumption					
	50%	100%	250%	500%	900%	1400%
Pre-Tax Yields to Maturity	21.5%	18.0%	6.4%	(16.9)%	(60.9)%	*

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

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

Class	Price
PO	85.28125%

Sensitivity of the PO Class to Prepayments

	PSA Prepayment Assumption							
	50%	100%	125%	160%	250%	500%	900%	1400%
Pre-Tax Yields to Maturity	2.1%	2.7%	2.9%	2.9%	2.9%	4.8%	7.5%	10.4%

Weighted Average Lives of the Certificates

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

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

- the timing of changes in the rate of principal distributions, and
- the priority sequences of distributions of principal of the Group 1, Group 2, Group 4, Group 5 and Group 6 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.

Mortgage Loans Backing Trust Assets Specified Below	Original Terms to Maturity	Remaining Terms to Maturity	Interest Rates
Group 1 MBS	360 months	360 months	7.50%
Group 2 MBS	180 months	180 months	5.50%
Group 3 Underlying REMIC Certificates	360 months	356 months	6.50%
Group 4 MBS	360 months	360 months	6.50%
Group 5 MBS	360 months	360 months	6.00%
Group 6 MBS	180 months	180 months	6.50%

It is unlikely that all of the Mortgage Loans will have the loan ages, interest rates or remaining terms to maturity 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

	MH Class								
	PSA Prepayment Assumption								
Date	**0%**	**100%**	**150%**	**170%**	**200%**	**230%**	**250%**	**500%**	**1000%**
Initial Percent	100	100	100	100	100	100	100	100	100
August 2013	99	91	88	88	88	88	88	85	50
August 2014	98	82	76	76	76	76	76	57	17
August 2015	96	74	65	65	65	65	65	38	5
August 2016	95	66	55	55	55	55	55	25	0
August 2017	93	59	47	47	47	47	47	16	0
August 2018	92	52	39	39	39	39	39	10	0
August 2019	90	46	32	32	32	32	32	6	0
August 2020	88	40	26	26	26	26	26	3	0
August 2021	86	34	21	21	21	21	21	1	0
August 2022	84	29	16	16	16	16	16	0	0
August 2023	81	24	13	13	13	13	13	0	0
August 2024	78	19	10	10	10	10	10	0	0
August 2025	76	15	7	7	7	7	7	0	0
August 2026	73	11	5	5	5	5	5	0	0
August 2027	69	7	4	4	4	4	4	0	0
August 2028	66	4	2	2	2	2	2	0	0
August 2029	62	1	1	1	1	1	1	0	0
August 2030	58	*	*	*	*	*	*	0	0
August 2031	53	0	0	0	0	0	0	0	0
August 2032	49	0	0	0	0	0	0	0	0
August 2033	44	0	0	0	0	0	0	0	0
August 2034	38	0	0	0	0	0	0	0	0
August 2035	32	0	0	0	0	0	0	0	0
August 2036	26	0	0	0	0	0	0	0	0
August 2037	19	0	0	0	0	0	0	0	0
August 2038	11	0	0	0	0	0	0	0	0
August 2039	3	0	0	0	0	0	0	0	0
August 2040	0	0	0	0	0	0	0	0	0
August 2041	0	0	0	0	0	0	0	0	0
August 2042	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	18.1	7.1	5.6	5.6	5.6	5.6	5.6	2.9	1.3

	BM Class								
	PSA Prepayment Assumption								
Date	**0%**	**100%**	**150%**	**170%**	**200%**	**230%**	**250%**	**500%**	**1000%**
Initial Percent	100	100	100	100	100	100	100	100	100
August 2013	100	100	100	100	100	100	100	100	100
August 2014	100	100	100	100	100	100	100	100	100
August 2015	100	100	100	100	100	100	100	100	100
August 2016	100	100	100	100	100	100	100	100	93
August 2017	100	100	100	100	100	100	100	100	36
August 2018	100	100	100	100	100	100	100	100	14
August 2019	100	100	100	100	100	100	100	100	6
August 2020	100	100	100	100	100	100	100	100	2
August 2021	100	100	100	100	100	100	100	100	1
August 2022	100	100	100	100	100	100	100	83	*
August 2023	100	100	100	100	100	100	100	56	*
August 2024	100	100	100	100	100	100	100	38	*
August 2025	100	100	100	100	100	100	100	25	*
August 2026	100	100	100	100	100	100	100	17	*
August 2027	100	100	100	100	100	100	100	11	*
August 2028	100	100	100	100	100	100	100	7	*
August 2029	100	100	100	100	100	100	100	5	*
August 2030	100	100	100	100	100	100	100	3	*
August 2031	100	81	81	81	81	81	81	2	*
August 2032	100	62	62	62	62	62	62	1	*
August 2033	100	47	47	47	47	47	47	1	*
August 2034	100	35	35	35	35	35	35	*	*
August 2035	100	25	25	25	25	25	25	*	0
August 2036	100	17	17	17	17	17	17	*	0
August 2037	100	11	11	11	11	11	11	*	0
August 2038	100	6	6	6	6	6	6	*	0
August 2039	100	2	2	2	2	2	2	*	0
August 2040	0	0	0	0	0	0	0	0	0
August 2041	0	0	0	0	0	0	0	0	0
August 2042	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	27.6	21.4	21.4	21.4	21.4	21.4	21.4	12.0	5.0

	LA Class								
	PSA Prepayment Assumption								
Date	**0%**	**100%**	**150%**	**170%**	**200%**	**230%**	**250%**	**500%**	**1000%**
Initial Percent	100	100	100	100	100	100	100	100	100
August 2013	100	100	100	75	75	75	75	0	0
August 2014	100	100	100	53	53	53	53	0	0
August 2015	100	100	100	37	37	37	37	0	0
August 2016	100	100	100	26	26	26	4	0	0
August 2017	100	100	100	17	17	17	0	0	0
August 2018	100	100	100	12	12	12	0	0	0
August 2019	100	100	100	10	10	10	0	0	0
August 2020	100	100	93	6	6	6	0	0	0
August 2021	100	100	79	3	3	3	0	0	0
August 2022	100	100	61	0	0	0	0	0	0
August 2023	100	100	40	0	0	0	0	0	0
August 2024	100	100	16	0	0	0	0	0	0
August 2025	100	100	0	0	0	0	0	0	0
August 2026	100	100	0	0	0	0	0	0	0
August 2027	100	100	0	0	0	0	0	0	0
August 2028	100	100	0	0	0	0	0	0	0
August 2029	100	84	0	0	0	0	0	0	0
August 2030	100	44	0	0	0	0	0	0	0
August 2031	100	5	0	0	0	0	0	0	0
August 2032	100	0	0	0	0	0	0	0	0
August 2033	100	0	0	0	0	0	0	0	0
August 2034	100	0	0	0	0	0	0	0	0
August 2035	100	0	0	0	0	0	0	0	0
August 2036	100	0	0	0	0	0	0	0	0
August 2037	100	0	0	0	0	0	0	0	0
August 2038	100	0	0	0	0	0	0	0	0
August 2039	100	0	0	0	0	0	0	0	0
August 2040	66	0	0	0	0	0	0	0	0
August 2041	0	0	0	0	0	0	0	0	0
August 2042	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	28.1	17.9	10.4	2.9	2.9	2.9	2.2	0.6	0.3

	LB Class								
	PSA Prepayment Assumption								
Date	**0%**	**100%**	**150%**	**170%**	**200%**	**230%**	**250%**	**500%**	**1000%**
Initial Percent	100	100	100	100	100	100	100	100	100
August 2013	100	100	100	100	100	100	100	0	0
August 2014	100	100	100	100	100	100	100	0	0
August 2015	100	100	100	100	100	100	100	0	0
August 2016	100	100	100	100	100	100	100	0	0
August 2017	100	100	100	100	100	100	40	0	0
August 2018	100	100	100	100	100	100	6	0	0
August 2019	100	100	100	100	100	100	*	0	0
August 2020	100	100	100	100	100	100	*	0	0
August 2021	100	100	100	100	100	100	*	0	0
August 2022	100	100	100	95	95	95	*	0	0
August 2023	100	100	100	83	83	83	*	0	0
August 2024	100	100	100	70	70	70	*	0	0
August 2025	100	100	78	58	58	58	*	0	0
August 2026	100	100	46	46	46	46	*	0	0
August 2027	100	100	35	35	35	35	*	0	0
August 2028	100	100	24	24	24	24	*	0	0
August 2029	100	100	14	14	14	14	*	0	0
August 2030	100	100	6	6	6	6	*	0	0
August 2031	100	100	0	0	0	0	*	0	0
August 2032	100	14	0	0	0	0	*	0	0
August 2033	100	0	0	0	0	0	*	0	0
August 2034	100	0	0	0	0	0	*	0	0
August 2035	100	0	0	0	0	0	*	0	0
August 2036	100	0	0	0	0	0	*	0	0
August 2037	100	0	0	0	0	0	*	0	0
August 2038	100	0	0	0	0	0	*	0	0
August 2039	100	0	0	0	0	0	*	0	0
August 2040	100	0	0	0	0	0	0	0	0
August 2041	0	0	0	0	0	0	0	0	0
August 2042	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	28.5	19.7	14.6	13.8	13.8	13.8	5.0	0.8	0.3

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

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

Date	MA Class									MB Class								
	PSA Prepayment Assumption									PSA Prepayment Assumption								
	0%	100%	150%	170%	200%	230%	250%	500%	1000%	0%	100%	150%	170%	200%	230%	250%	500%	1000%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
August 2013	100	100	100	100	73	45	27	0	0	100	100	100	100	100	100	100	0	0
August 2014	100	100	100	100	51	2	0	0	0	100	100	100	100	100	100	39	0	0
August 2015	100	100	100	100	35	0	0	0	0	100	100	100	100	100	42	0	0	0
August 2016	100	100	100	100	24	0	0	0	0	100	100	100	100	100	0	0	0	0
August 2017	100	100	100	100	17	0	0	0	0	100	100	100	100	100	0	0	0	0
August 2018	100	100	100	100	13	0	0	0	0	100	100	100	100	100	0	0	0	0
August 2019	100	100	100	100	12	0	0	0	0	100	100	100	100	100	0	0	0	0
August 2020	100	100	100	97	9	0	0	0	0	100	100	100	100	100	0	0	0	0
August 2021	100	100	100	91	6	0	0	0	0	100	100	100	100	100	0	0	0	0
August 2022	100	100	100	83	1	0	0	0	0	100	100	100	100	100	0	0	0	0
August 2023	100	100	100	73	0	0	0	0	0	100	100	100	100	92	0	0	0	0
August 2024	100	100	100	63	0	0	0	0	0	100	100	100	100	81	0	0	0	0
August 2025	100	100	100	52	0	0	0	0	0	100	100	100	100	70	0	0	0	0
August 2026	100	100	91	41	0	0	0	0	0	100	100	100	100	58	0	0	0	0
August 2027	100	100	76	30	0	0	0	0	0	100	100	100	100	47	0	0	0	0
August 2028	100	100	61	19	0	0	0	0	0	100	100	100	100	37	0	0	0	0
August 2029	100	100	47	9	0	0	0	0	0	100	100	100	100	27	0	0	0	0
August 2030	100	100	33	0	0	0	0	0	0	100	100	100	97	18	0	0	0	0
August 2031	100	100	18	0	0	0	0	0	0	100	100	100	77	8	0	0	0	0
August 2032	100	100	4	0	0	0	0	0	0	100	100	100	54	0	0	0	0	0
August 2033	100	77	0	0	0	0	0	0	0	100	100	79	33	0	0	0	0	0
August 2034	100	51	0	0	0	0	0	0	0	100	100	52	14	0	0	0	0	0
August 2035	100	26	0	0	0	0	0	0	0	100	100	27	0	0	0	0	0	0
August 2036	100	2	0	0	0	0	0	0	0	100	100	5	0	0	0	0	0	0
August 2037	100	0	0	0	0	0	0	0	0	100	56	0	0	0	0	0	0	0
August 2038	100	0	0	0	0	0	0	0	0	100	11	0	0	0	0	0	0	0
August 2039	100	0	0	0	0	0	0	0	0	100	0	0	0	0	0	0	0	0
August 2040	100	0	0	0	0	0	0	0	0	100	0	0	0	0	0	0	0	0
August 2041	53	0	0	0	0	0	0	0	0	100	0	0	0	0	0	0	0	0
August 2042	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	29.1	22.1	16.8	13.1	2.9	1.0	0.7	0.2	0.1	29.6	25.2	22.2	20.3	14.9	2.9	1.9	0.4	0.2

Date	MC Class									FB and SB† Classes								
	PSA Prepayment Assumption									PSA Prepayment Assumption								
	0%	100%	150%	170%	200%	230%	250%	500%	1000%	0%	100%	150%	170%	200%	230%	250%	500%	1000%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
August 2013	100	100	100	100	100	100	100	0	0	99	93	90	89	87	86	85	71	43
August 2014	100	100	100	100	100	100	100	0	0	98	86	81	79	76	73	71	49	17
August 2015	100	100	100	100	100	100	33	0	0	97	79	72	69	65	61	59	33	7
August 2016	100	100	100	100	100	99	0	0	0	96	73	64	61	56	52	49	23	3
August 2017	100	100	100	100	100	60	0	0	0	95	67	57	54	49	44	41	16	1
August 2018	100	100	100	100	100	42	0	0	0	93	62	51	47	42	37	34	11	*
August 2019	100	100	100	100	100	39	0	0	0	92	57	45	41	36	31	28	7	*
August 2020	100	100	100	100	100	39	0	0	0	90	52	40	36	31	26	23	5	*
August 2021	100	100	100	100	100	39	0	0	0	89	47	35	31	26	22	19	3	*
August 2022	100	100	100	100	100	39	0	0	0	87	43	31	27	22	18	16	2	*
August 2023	100	100	100	100	100	39	0	0	0	85	39	27	24	19	15	13	2	*
August 2024	100	100	100	100	100	39	0	0	0	83	35	24	20	16	13	11	1	*
August 2025	100	100	100	100	100	39	0	0	0	80	32	21	18	14	10	9	1	*
August 2026	100	100	100	100	100	39	0	0	0	78	29	18	15	11	9	7	*	*
August 2027	100	100	100	100	100	39	0	0	0	75	26	16	13	10	7	6	*	*
August 2028	100	100	100	100	100	39	0	0	0	73	23	14	11	8	6	5	*	*
August 2029	100	100	100	100	100	39	0	0	0	70	20	12	9	7	5	4	*	*
August 2030	100	100	100	100	100	39	0	0	0	66	17	10	8	5	4	3	*	*
August 2031	100	100	100	100	100	37	0	0	0	63	15	8	6	4	3	2	*	*
August 2032	100	100	100	100	93	30	0	0	0	59	13	7	5	3	2	2	*	0
August 2033	100	100	100	100	75	24	0	0	0	55	11	5	4	3	2	1	*	0
August 2034	100	100	100	100	60	19	0	0	0	50	9	4	3	2	1	1	*	0
August 2035	100	100	100	96	46	14	0	0	0	46	7	3	2	2	1	1	*	0
August 2036	100	100	100	71	34	10	0	0	0	40	5	2	2	1	1	*	*	0
August 2037	100	100	75	49	23	7	0	0	0	35	4	2	1	1	*	*	*	0
August 2038	100	100	45	29	14	4	0	0	0	29	2	1	1	*	*	*	*	0
August 2039	100	49	18	12	5	2	0	0	0	22	1	*	*	*	*	*	*	0
August 2040	100	0	0	0	0	0	0	0	0	16	0	0	0	0	0	0	0	0
August 2041	100	0	0	0	0	0	0	0	0	8	0	0	0	0	0	0	0	0
August 2042	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	29.9	27.0	25.9	25.1	23.0	11.6	2.9	0.5	0.2	20.2	10.0	7.9	7.3	6.5	5.8	5.4	2.8	1.2

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

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

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

Date	AH and AI† Classes						B Class					
	PSA Prepayment Assumption						PSA Prepayment Assumption					
	0%	100%	250%	500%	900%	1400%	0%	100%	250%	500%	900%	1400%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100
August 2013	95	93	90	86	79	70	100	100	100	100	100	100
August 2014	91	83	76	63	45	25	100	100	100	100	100	100
August 2015	85	73	59	40	17	*	100	100	100	100	100	100
August 2016	80	63	46	25	5	0	100	100	100	100	100	16
August 2017	74	54	35	14	0	0	100	100	100	100	88	2
August 2018	68	46	26	8	0	0	100	100	100	100	37	*
August 2019	62	38	19	3	0	0	100	100	100	100	15	*
August 2020	55	31	13	*	0	0	100	100	100	100	6	*
August 2021	48	24	9	0	0	0	100	100	100	64	2	*
August 2022	40	18	5	0	0	0	100	100	100	37	1	*
August 2023	32	13	2	0	0	0	100	100	100	21	*	*
August 2024	24	8	0	0	0	0	100	100	90	11	*	*
August 2025	15	3	0	0	0	0	100	100	50	5	*	0
August 2026	5	0	0	0	0	0	100	67	18	2	*	0
August 2027	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	8.3	6.0	4.3	2.9	2.0	1.5	14.8	14.2	13.1	9.9	6.0	3.6

Date	AT Class						PO, FI†, IP†, PS†, PC, PD, PY, PG, PH, PI†, AF, AS† and PF Classes							
	PSA Prepayment Assumption						PSA Prepayment Assumption							
	0%	100%	250%	500%	900%	1400%	0%	100%	125%	160%	250%	500%	900%	1400%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100
August 2013	99	95	91	84	72	58	98	94	94	94	94	94	94	83
August 2014	98	89	78	61	37	14	95	85	84	84	84	80	53	24
August 2015	96	82	65	42	17	2	92	75	72	72	72	52	19	0
August 2016	95	75	54	29	8	*	89	65	61	61	61	33	3	0
August 2017	93	69	45	20	3	*	86	56	51	51	51	19	0	0
August 2018	92	64	37	13	2	*	83	47	42	42	42	10	0	0
August 2019	90	58	31	9	1	*	80	39	33	33	33	4	0	0
August 2020	88	53	25	6	*	*	76	31	26	26	26	0	0	0
August 2021	86	49	21	4	*	*	72	23	20	20	20	0	0	0
August 2022	84	44	17	3	*	*	68	16	15	15	15	0	0	0
August 2023	82	40	14	2	*	0	64	10	10	10	10	0	0	0
August 2024	80	36	12	1	*	0	60	7	7	7	7	0	0	0
August 2025	77	33	10	1	*	0	55	4	4	4	4	0	0	0
August 2026	75	30	8	1	*	0	50	1	1	1	1	0	0	0
August 2027	72	26	6	*	*	0	45	0	0	0	0	0	0	0
August 2028	69	24	5	*	*	0	39	0	0	0	0	0	0	0
August 2029	66	21	4	*	*	0	33	0	0	0	0	0	0	0
August 2030	62	18	3	*	*	0	27	0	0	0	0	0	0	0
August 2031	58	16	3	*	*	0	20	0	0	0	0	0	0	0
August 2032	55	14	2	*	*	0	13	0	0	0	0	0	0	0
August 2033	50	12	2	*	*	0	5	0	0	0	0	0	0	0
August 2034	46	10	1	*	0	0	0	0	0	0	0	0	0	0
August 2035	41	8	1	*	0	0	0	0	0	0	0	0	0	0
August 2036	36	7	1	*	0	0	0	0	0	0	0	0	0	0
August 2037	31	5	*	*	0	0	0	0	0	0	0	0	0	0
August 2038	25	4	*	*	0	0	0	0	0	0	0	0	0	0
August 2039	19	2	*	*	0	0	0	0	0	0	0	0	0	0
August 2040	12	1	*	*	0	0	0	0	0	0	0	0	0	0
August 2041	5	*	*	*	0	0	0	0	0	0	0	0	0	0
August 2042	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	19.3	10.4	5.9	3.3	1.9	1.3	13.0	6.1	5.7	5.7	5.7	3.4	2.2	1.6

* 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	PE Class PSA Prepayment Assumption 0%	100%	125%	160%	250%	500%	900%	1400%	Z Class PSA Prepayment Assumption 0%	100%	125%	160%	250%	500%	900%	1400%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
August 2013	100	100	100	100	100	100	100	100	104	104	103	99	89	60	14	0
August 2014	100	100	100	100	100	100	100	100	108	108	107	95	65	0	0	0
August 2015	100	100	100	100	100	100	100	56	113	113	111	90	38	0	0	0
August 2016	100	100	100	100	100	100	100	9	117	117	115	87	21	0	0	0
August 2017	100	100	100	100	100	100	60	1	122	122	119	86	10	0	0	0
August 2018	100	100	100	100	100	100	27	*	127	127	122	85	3	0	0	0
August 2019	100	100	100	100	100	100	12	*	132	132	124	84	*	0	0	0
August 2020	100	100	100	100	100	95	5	*	138	138	125	84	*	0	0	0
August 2021	100	100	100	100	100	64	2	*	143	143	124	81	*	0	0	0
August 2022	100	100	100	100	100	44	1	*	149	149	120	78	*	0	0	0
August 2023	100	100	100	100	100	30	*	*	155	151	115	74	*	0	0	0
August 2024	100	100	100	100	100	20	*	*	161	144	109	69	*	0	0	0
August 2025	100	100	100	100	100	13	*	0	168	136	102	63	*	0	0	0
August 2026	100	100	100	100	100	9	*	0	175	128	95	58	*	0	0	0
August 2027	100	90	90	90	90	6	*	0	182	118	87	52	*	0	0	0
August 2028	100	73	73	73	73	4	*	0	189	109	79	47	*	0	0	0
August 2029	100	58	58	58	58	3	*	0	197	99	71	42	*	0	0	0
August 2030	100	47	47	47	47	2	*	0	205	90	63	37	*	0	0	0
August 2031	100	37	37	37	37	1	*	0	214	80	56	32	*	0	0	0
August 2032	100	29	29	29	29	1	*	0	222	71	49	27	*	0	0	0
August 2033	100	22	22	22	22	*	*	0	231	62	42	23	*	0	0	0
August 2034	74	17	17	17	17	*	*	0	241	53	36	19	*	0	0	0
August 2035	13	13	13	13	13	*	*	0	240	45	30	16	*	0	0	0
August 2036	9	9	9	9	9	*	*	0	213	36	24	12	*	0	0	0
August 2037	7	7	7	7	7	*	*	0	183	29	19	10	*	0	0	0
August 2038	4	4	4	4	4	*	*	0	152	22	14	7	*	0	0	0
August 2039	3	3	3	3	3	*	0	0	118	15	9	5	*	0	0	0
August 2040	1	1	1	1	1	*	0	0	81	8	5	2	*	0	0	0
August 2041	*	*	*	*	*	*	0	0	42	2	1	1	*	0	0	0
August 2042	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	22.6	18.7	18.7	18.7	18.7	10.4	5.6	3.3	26.7	19.7	18.5	15.1	2.8	1.1	0.7	0.5

Date	CA, CB, CD, CG, CH, CJ, CM and CI† Classes PSA Prepayment Assumption 0%	100%	300%	500%	800%	VA Class PSA Prepayment Assumption 0%	100%	300%	500%	800%	VB Class PSA Prepayment Assumption 0%	100%	300%	500%	800%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
August 2013	98	96	92	88	82	91	91	91	91	91	100	100	100	100	100
August 2014	97	89	76	63	46	81	81	81	81	81	100	100	100	100	100
August 2015	95	80	56	35	10	72	72	72	72	72	100	100	100	100	100
August 2016	93	71	39	15	0	61	61	61	61	0	100	100	100	100	37
August 2017	91	63	26	1	0	51	51	51	51	0	100	100	100	100	0
August 2018	89	55	15	0	0	40	40	40	0	0	100	100	100	31	0
August 2019	87	48	6	0	0	29	29	29	0	0	100	100	100	0	0
August 2020	84	42	0	0	0	17	17	0	0	0	100	100	99	0	0
August 2021	82	35	0	0	0	5	5	0	0	0	100	100	27	0	0
August 2022	79	30	0	0	0	0	0	0	0	0	95	95	0	0	0
August 2023	76	24	0	0	0	0	0	0	0	0	87	87	0	0	0
August 2024	73	19	0	0	0	0	0	0	0	0	79	79	0	0	0
August 2025	70	15	0	0	0	0	0	0	0	0	70	70	0	0	0
August 2026	66	10	0	0	0	0	0	0	0	0	61	61	0	0	0
August 2027	63	6	0	0	0	0	0	0	0	0	51	51	0	0	0
August 2028	59	2	0	0	0	0	0	0	0	0	41	41	0	0	0
August 2029	55	0	0	0	0	0	0	0	0	0	31	18	0	0	0
August 2030	50	0	0	0	0	0	0	0	0	0	21	0	0	0	0
August 2031	46	0	0	0	0	0	0	0	0	0	10	0	0	0	0
August 2032	41	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2033	35	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2034	30	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2035	24	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2036	18	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2037	11	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2038	4	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2040	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2041	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2042	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	16.7	7.4	3.6	2.6	1.9	5.0	5.0	4.9	4.0	3.0	15.0	14.5	8.7	5.9	4.0

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

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Date	VZ Class PSA Prepayment Assumption 0%	100%	300%	500%	800%	V Class PSA Prepayment Assumption 0%	100%	300%	500%	800%
Initial Percent	100	100	100	100	100	100	100	100	100	100
August 2013	104	104	104	104	104	96	96	96	96	96
August 2014	107	107	107	107	107	93	93	93	93	93
August 2015	111	111	111	111	111	89	89	89	89	89
August 2016	115	115	115	115	115	85	85	85	85	23
August 2017	119	119	119	119	70	81	81	81	81	0
August 2018	123	123	123	123	36	77	77	77	19	0
August 2019	128	128	128	97	18	72	72	72	0	0
August 2020	132	132	132	66	9	68	68	60	0	0
August 2021	137	137	137	45	5	63	63	16	0	0
August 2022	142	142	122	30	2	58	58	0	0	0
August 2023	147	147	97	21	1	53	53	0	0	0
August 2024	152	152	76	14	1	48	48	0	0	0
August 2025	158	158	60	9	*	43	43	0	0	0
August 2026	163	163	47	6	*	37	37	0	0	0
August 2027	169	169	37	4	*	31	31	0	0	0
August 2028	175	175	29	3	*	25	25	0	0	0
August 2029	181	181	22	2	*	19	11	0	0	0
August 2030	188	170	17	1	*	13	0	0	0	0
August 2031	194	149	13	1	*	6	0	0	0	0
August 2032	200	129	10	1	*	0	0	0	0	0
August 2033	200	111	7	*	*	0	0	0	0	0
August 2034	200	94	5	*	*	0	0	0	0	0
August 2035	200	78	4	*	*	0	0	0	0	0
August 2036	200	63	3	*	*	0	0	0	0	0
August 2037	200	50	2	*	*	0	0	0	0	0
August 2038	200	37	1	*	*	0	0	0	0	0
August 2039	176	26	1	*	*	0	0	0	0	0
August 2040	121	15	*	*	*	0	0	0	0	0
August 2041	62	5	*	*	0	0	0	0	0	0
August 2042	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	28.4	22.6	13.5	9.0	5.8	11.1	10.8	7.2	5.1	3.6

Date	DA and DI† Classes PSA Prepayment Assumption 0%	100%	250%	500%	900%	1400%	DB Class PSA Prepayment Assumption 0%	100%	250%	500%	900%	1400%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100
August 2013	96	90	83	72	55	32	100	100	100	100	100	100
August 2014	91	78	65	45	20	0	100	100	100	100	100	87
August 2015	86	68	50	27	5	0	100	100	100	100	100	13
August 2016	81	58	38	15	0	0	100	100	100	100	70	2
August 2017	75	49	28	7	0	0	100	100	100	100	30	*
August 2018	69	40	20	2	0	0	100	100	100	100	12	*
August 2019	63	33	13	0	0	0	100	100	100	79	5	*
August 2020	56	25	8	0	0	0	100	100	100	48	2	*
August 2021	48	18	4	0	0	0	100	100	100	28	1	*
August 2022	41	12	*	0	0	0	100	100	100	16	*	*
August 2023	32	6	0	0	0	0	100	100	65	8	*	*
August 2024	23	1	0	0	0	0	100	100	34	4	*	0
August 2025	14	0	0	0	0	0	100	39	11	1	*	0
August 2026	4	0	0	0	0	0	100	0	0	0	0	0
August 2027	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	8.3	5.3	3.6	2.2	1.3	0.8	14.7	12.9	11.6	8.4	4.8	2.5

* 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—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—Special Characteristics of the Residual Certificates" in the REMIC Prospectus. You should consult your own tax advisor regarding the application of the Regulations to a transfer of a Residual Certificate.

CERTAIN ADDITIONAL FEDERAL INCOME TAX CONSEQUENCES

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

U.S. Treasury Circular 230 Notice

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

REMIC Elections and Special Tax Attributes

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

Notwithstanding the foregoing, the Mortgage Loans underlying the Group 1 MBS and Group 5 MBS have loan-to-value ratios at origination ranging from greater than 105% up to 125%. See "Description of the Certificates—The Trust MBS" in this prospectus supplement. A portion of the Group 1 Classes and Group 5 Classes may not be treated as "real estate assets" within the meaning of section 856(c)(5)(B) of the Code. See "Material Federal Income Tax Consequences—Special Tax Attributes" in the MBS Prospectus dated February 1, 2012. Accordingly, special tax considerations may apply to a real estate investment trust that holds a REMIC Certificate of a Group 1 Class or Group 5 Class, and we may be obligated to provide additional information, pursuant to Regulations under section 6049 of the Code, on such Classes. See "Material Federal Income Tax Consequences—REMIC Election and Special Tax Attributes" in the REMIC Prospectus.

Taxation of Beneficial Owners of Regular Certificates

The Notional Classes, the Principal Only Class 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, the CA and DB Classes will be treated as having been issued at a premium, and certain other Classes of REMIC Certificates may be treated as having been issued at a premium. See "Material Federal Income Tax Consequences—Taxation of Beneficial Owners of Regular Certificates—*Regular Certificates Purchased at a Premium*" in the REMIC Prospectus.

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

Group	Prepayment Assumption
1	200% PSA
2	250% PSA
3	250% PSA
4	160% PSA
5	100% PSA
6	250% 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 PC, PD, PY, PG, PH, PI, AF, AS, PF and V Classes of RCR Certificates are Combination RCR Certificates. The remaining Classes of RCR Certificates are Strip RCR Certificates. See "Material Federal Income Tax Consequences—Taxation of Beneficial Owners of RCR Certificates" in the REMIC Prospectus for a general discussion of the federal income tax treatment of beneficial owners of RCR Certificates.

PLAN OF DISTRIBUTION

We are obligated to deliver the Certificates (other than the AT Class) to Barclays Capital Inc. (the "Dealer") in exchange for the Trust MBS and the Group 3 Underlying REMIC Certificates. The Dealer proposes to offer the Certificates (other than the AT Class) directly to the public from time to time in negotiated transactions at varying prices to be determined at the time of sale. The Dealer may effect these transactions to or through other dealers.

On the Settlement Date, we are obligated to transfer the AT Class to Fannie Mae Mega Trust number 310113 (CUSIP Number 31374CN69) and to deliver the related Mega certificates to the Dealer.

LEGAL MATTERS

Katten Muchin Rosenman LLP will provide legal representation for Fannie Mae. Cleary Gottlieb Steen & Hamilton LLP will provide legal representation for the Dealer.

Exhibit A

Group 3 Underlying REMIC Certificates

Underlying REMIC Trust	Class	Date of Issue	CUSIP Number	Interest Rate	Interest Type(1)	Final Distribution Date	Principal Type(1)	Original Principal Balance of Class	August 2012 Class Factor	Principal Balance in the Lower Tier REMIC	Approximate Weighted Average WAC	Approximate Weighted Average WAM (in months)	Approximate Weighted Average WALA (in months)
2012-46	AC	April 2012	3136A5K39	4.5%	FIX	May 2042	PT	$25,000,000	0.90789712	$13,618,456.80	4.431%	350	8
2012-46	AD	April 2012	3136A5K21	3.5	FIX	May 2042	PT	25,000,000	0.90789712	13,618,456.80	4.431	350	8

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

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

Schedule 1

Available Recombinations(1)

REMIC Certificates		RCR Certificates						
Classes	**Original Balances**	**RCR Classes**	**Original Balances**	**Principal Type(2)**	**Interest Rate**	**Interest Type(2)**	**CUSIP Number**	**Final Distribution Date**
Recombination 1								
PO	$250,703,000	PC	$250,703,000	PAC/AD	1.75%	FIX	3136A75D0	July 2041
FI	62,675,750(3)							
IP	62,675,750(3)							
PS	62,675,750(3)							
Recombination 2								
PO	250,703,000	PD	250,703,000	PAC/AD	2.00	FIX	3136A75E8	July 2041
FI	71,629,428(3)							
IP	71,629,428(3)							
PS	71,629,428(3)							
Recombination 3								
PO	250,703,000	PY	250,703,000	PAC/AD	2.00	FIX	3136A75F5	July 2041
FI	71,629,428(3)							
IP	71,629,428(3)							
PS	71,629,428(3)							
Recombination 4								
PO	250,703,000	PG	250,703,000	PAC/AD	2.25	FIX	3136A75G3	July 2041
FI	80,583,107(3)							
IP	80,583,107(3)							
PS	80,583,107(3)							
Recombination 5								
PO	250,703,000	PH	250,703,000	PAC/AD	2.50	FIX	3136A75H1	July 2041
FI	89,536,786(3)							
IP	89,536,786(3)							
PS	89,536,786(3)							
Recombination 6								
FI	143,258,857(3)	PI	250,703,000(3)	NTL	4.00	FIX/IO	3136A75J7	July 2041
IP	143,258,857(3)							
PS	143,258,857(3)							

REMIC Certificates		RCR Certificates						
Classes	Original Balances	RCR Classes	Original Balances	Principal Type(2)	Interest Rate	Interest Type(2)	CUSIP Number	Final Distribution Date
Recombination 7								
PO	$143,258,857	AF	$143,258,857	PAC/AD	(4)	FLT	3136A75K4	July 2041
FI	143,258,857(3)							
Recombination 8								
IP	143,258,857(3)	AS	143,258,857(3)	NTL	(4)	INV/IO	3136A75L2	July 2041
PS	143,258,857(3)							
Recombination 9								
PO	143,258,857	PF	143,258,857	PAC/AD	(4)	FLT	3136A75M0	July 2041
FI	143,258,857(3)							
IP	143,258,857(3)							
Recombination 10								
VA	10,995,000	V	28,326,000	SEQ/AD	3.50%	FIX	3136A75N8	August 2032
VB	17,331,000							
Recombination 11								
CA	195,860,000	CB	195,860,000	SEQ	1.50	FIX	3136A75P3	April 2039
		CI	111,920,000(3)	NTL	3.50	FIX/IO	3136A75V0	April 2039
Recombination 12								
CA	195,860,000	CD	195,860,000	SEQ	1.75	FIX	3136A75Q1	April 2039
		CI	97,930,000(3)	NTL	3.50	FIX/IO	3136A75V0	April 2039
Recombination 13								
CA	195,860,000	CG	195,860,000	SEQ	2.00	FIX	3136A75R9	April 2039
		CI	83,940,000(3)	NTL	3.50	FIX/IO	3136A75V0	April 2039
Recombination 14								
CA	195,860,000	CH	195,860,000	SEQ	2.50	FIX	3136A75S7	April 2039
		CI	55,960,000(3)	NTL	3.50	FIX/IO	3136A75V0	April 2039
Recombination 15								
CA	195,860,000	CJ	195,860,000	SEQ	3.00	FIX	3136A75T5	April 2039
		CI	27,980,000(3)	NTL	3.50	FIX/IO	3136A75V0	April 2039

REMIC Certificates		RCR Certificates						
Classes	Original Balances	RCR Classes	Original Balances	Principal Type(2)	Interest Rate	Interest Type(2)	CUSIP Number	Final Distribution Date
Recombination 16								
CA	$195,860,000	CM	$195,860,000	SEQ	2.25%	FIX	3136A75U2	April 2039
		CI	69,950,000(3)	NTL	3.50	FIX/IO	3136A75V0	April 2039

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

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

(3) Notional balances. These Classes are Interest Only Classes. See page S-6 for a description of how their notional balances are calculated.

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

Principal Balance Schedules

Aggregate Group I Planned Balances

Distribution Date	Planned Balance	Distribution Date	Planned Balance	Distribution Date	Planned Balance
Initial Balance	$25,241,440.00	April 2017	$12,914,398.45	December 2021	$ 5,485,015.24
September 2012	25,013,849.33	May 2017	12,740,372.66	January 2022	5,397,027.51
October 2012	24,779,648.49	June 2017	12,567,815.41	February 2022	5,310,350.29
November 2012	24,538,990.48	July 2017	12,396,714.87	March 2022	5,224,964.83
December 2012	24,292,032.93	August 2017	12,227,059.27	April 2022	5,140,852.63
January 2013	24,038,937.93	September 2017	12,058,836.97	May 2022	5,057,995.44
February 2013	23,779,871.85	October 2017	11,892,036.39	June 2022	4,976,375.27
March 2013	23,515,005.19	November 2017	11,726,646.06	July 2022	4,895,974.40
April 2013	23,252,337.22	December 2017	11,562,654.60	August 2022	4,816,775.33
May 2013	22,991,850.30	January 2018	11,400,050.71	September 2022	4,738,760.83
June 2013	22,733,526.96	February 2018	11,238,823.20	October 2022	4,661,913.90
July 2013	22,477,349.85	March 2018	11,078,960.94	November 2022	4,586,217.77
August 2013	22,223,301.76	April 2018	10,920,452.91	December 2022	4,511,655.92
September 2013	21,971,365.62	May 2018	10,763,288.17	January 2023	4,438,212.05
October 2013	21,721,524.49	June 2018	10,607,455.87	February 2023	4,365,870.10
November 2013	21,473,761.57	July 2018	10,452,945.24	March 2023	4,294,614.22
December 2013	21,228,060.18	August 2018	10,299,745.60	April 2023	4,224,428.80
January 2014	20,984,403.79	September 2018	10,147,846.36	May 2023	4,155,298.43
February 2014	20,742,775.98	October 2018	9,997,237.00	June 2023	4,087,207.94
March 2014	20,503,160.48	November 2018	9,847,907.09	July 2023	4,020,142.35
April 2014	20,265,541.15	December 2018	9,699,846.29	August 2023	3,954,086.91
May 2014	20,029,901.95	January 2019	9,553,044.34	September 2023	3,889,027.05
June 2014	19,796,226.99	February 2019	9,407,491.04	October 2023	3,824,948.43
July 2014	19,564,500.50	March 2019	9,263,176.31	November 2023	3,761,836.90
August 2014	19,334,706.84	April 2019	9,120,090.11	December 2023	3,699,678.52
September 2014	19,106,830.48	May 2019	8,978,477.92	January 2024	3,638,459.53
October 2014	18,880,856.03	June 2019	8,838,939.82	February 2024	3,578,166.37
November 2014	18,656,768.21	July 2019	8,701,446.41	March 2024	3,518,785.68
December 2014	18,434,551.86	August 2019	8,565,968.68	April 2024	3,460,304.27
January 2015	18,214,191.96	September 2019	8,432,478.04	May 2024	3,402,709.15
February 2015	17,995,673.57	October 2019	8,300,946.27	June 2024	3,345,987.50
March 2015	17,778,981.91	November 2019	8,171,345.58	July 2024	3,290,126.70
April 2015	17,564,102.28	December 2019	8,043,648.53	August 2024	3,235,114.29
May 2015	17,351,020.13	January 2020	7,917,828.10	September 2024	3,180,937.99
June 2015	17,139,721.01	February 2020	7,793,857.62	October 2024	3,127,585.70
July 2015	16,930,190.58	March 2020	7,671,710.79	November 2024	3,075,045.48
August 2015	16,722,414.61	April 2020	7,551,361.69	December 2024	3,023,305.56
September 2015	16,516,379.00	May 2020	7,432,784.75	January 2025	2,972,354.34
October 2015	16,312,069.75	June 2020	7,315,954.78	February 2025	2,922,180.38
November 2015	16,109,472.97	July 2020	7,200,846.90	March 2025	2,872,772.41
December 2015	15,908,574.88	August 2020	7,087,436.61	April 2025	2,824,119.31
January 2016	15,709,361.82	September 2020	6,975,699.75	May 2025	2,776,210.12
February 2016	15,511,820.23	October 2020	6,865,612.47	June 2025	2,729,034.04
March 2016	15,315,936.64	November 2020	6,757,151.28	July 2025	2,682,580.40
April 2016	15,121,697.72	December 2020	6,650,293.01	August 2025	2,636,838.71
May 2016	14,929,090.23	January 2021	6,545,014.81	September 2025	2,591,798.61
June 2016	14,738,101.03	February 2021	6,441,294.16	October 2025	2,547,449.89
July 2016	14,548,717.09	March 2021	6,339,108.83	November 2025	2,503,782.49
August 2016	14,360,925.48	April 2021	6,238,436.92	December 2025	2,460,786.48
September 2016	14,174,713.37	May 2021	6,139,256.83	January 2026	2,418,452.09
October 2016	13,990,068.04	June 2021	6,041,547.27	February 2026	2,376,769.67
November 2016	13,806,976.86	July 2021	5,945,287.23	March 2026	2,335,729.71
December 2016	13,625,427.32	August 2021	5,850,456.01	April 2026	2,295,322.84
January 2017	13,445,406.99	September 2021	5,757,033.19	May 2026	2,255,539.82
February 2017	13,266,903.53	October 2021	5,664,998.65	June 2026	2,216,371.54
March 2017	13,089,904.73	November 2021	5,574,332.52	July 2026	2,177,809.02

Aggregate Group I (Continued)

Distribution Date	Planned Balance	Distribution Date	Planned Balance	Distribution Date	Planned Balance
August 2026	$ 2,139,843.41	April 2031	$ 742,571.50	December 2035	$ 190,694.96
September 2026	2,102,465.97	May 2031	727,384.56	January 2036	184,985.30
October 2026	2,065,668.11	June 2031	712,448.37	February 2036	179,380.55
November 2026	2,029,441.34	July 2031	697,759.12	March 2036	173,879.04
December 2026	1,993,777.30	August 2031	683,313.09	April 2036	168,479.12
January 2027	1,958,667.74	September 2031	669,106.60	May 2036	163,179.20
February 2027	1,924,104.55	October 2031	655,136.02	June 2036	157,977.68
March 2027	1,890,079.70	November 2031	641,397.78	July 2036	152,872.99
April 2027	1,856,585.30	December 2031	627,888.35	August 2036	147,863.59
May 2027	1,823,613.56	January 2032	614,604.26	September 2036	142,947.97
June 2027	1,791,156.82	February 2032	601,542.10	October 2036	138,124.61
July 2027	1,759,207.50	March 2032	588,698.50	November 2036	133,392.06
August 2027	1,727,758.14	April 2032	576,070.12	December 2036	128,748.86
September 2027	1,696,801.39	May 2032	563,653.69	January 2037	124,193.56
October 2027	1,666,330.01	June 2032	551,445.99	February 2037	119,724.78
November 2027	1,636,336.85	July 2032	539,443.84	March 2037	115,341.11
December 2027	1,606,814.86	August 2032	527,644.10	April 2037	111,041.18
January 2028	1,577,757.11	September 2032	516,043.69	May 2037	106,823.66
February 2028	1,549,156.74	October 2032	504,639.55	June 2037	102,687.21
March 2028	1,521,007.01	November 2032	493,428.70	July 2037	98,630.52
April 2028	1,493,301.28	December 2032	482,408.16	August 2037	94,652.31
May 2028	1,466,032.98	January 2033	471,575.04	September 2037	90,751.30
June 2028	1,439,195.64	February 2033	460,926.46	October 2037	86,926.25
July 2028	1,412,782.91	March 2033	450,459.59	November 2037	83,175.92
August 2028	1,386,788.50	April 2033	440,171.64	December 2037	79,499.10
September 2028	1,361,206.22	May 2033	430,059.86	January 2038	75,894.60
October 2028	1,336,029.97	June 2033	420,121.55	February 2038	72,361.24
November 2028	1,311,253.73	July 2033	410,354.04	March 2038	68,897.86
December 2028	1,286,871.57	August 2033	400,754.70	April 2038	65,503.31
January 2029	1,262,877.65	September 2033	391,320.94	May 2038	62,176.48
February 2029	1,239,266.22	October 2033	382,050.20	June 2038	58,916.25
March 2029	1,216,031.58	November 2033	372,939.98	July 2038	55,721.54
April 2029	1,193,168.14	December 2033	363,987.78	August 2038	52,591.27
May 2029	1,170,670.39	January 2034	355,191.18	September 2038	49,524.37
June 2029	1,148,532.89	February 2034	346,547.75	October 2038	46,519.82
July 2029	1,126,750.27	March 2034	338,055.14	November 2038	43,576.57
August 2029	1,105,317.26	April 2034	329,710.99	December 2038	40,693.63
September 2029	1,084,228.64	May 2034	321,513.02	January 2039	37,869.99
October 2029	1,063,479.27	June 2034	313,458.94	February 2039	35,104.67
November 2029	1,043,064.11	July 2034	305,546.53	March 2039	32,396.70
December 2029	1,022,978.16	August 2034	297,773.57	April 2039	29,745.14
January 2030	1,003,216.50	September 2034	290,137.91	May 2039	27,149.05
February 2030	983,774.30	October 2034	282,637.40	June 2039	24,607.50
March 2030	964,646.76	November 2034	275,269.92	July 2039	22,119.59
April 2030	945,829.19	December 2034	268,033.42	August 2039	19,684.41
May 2030	927,316.95	January 2035	260,925.83	September 2039	17,301.09
June 2030	909,105.46	February 2035	253,945.14	October 2039	14,968.77
July 2030	891,190.21	March 2035	247,089.37	November 2039	12,686.57
August 2030	873,566.76	April 2035	240,356.55	December 2039	10,453.67
September 2030	856,230.74	May 2035	233,744.77	January 2040	8,269.24
October 2030	839,177.81	June 2035	227,252.12	February 2040	6,132.45
November 2030	822,403.74	July 2035	220,876.72	March 2040	4,042.50
December 2030	805,904.33	August 2035	214,616.73	April 2040	1,998.60
January 2031	789,675.45	September 2035	208,470.34	May 2040 and thereafter	0.00
February 2031	773,713.01	October 2035	202,435.75		
March 2031	758,013.01	November 2035	196,511.21		

Aggregate Group II Planned Balances

Distribution Date	Planned Balance
Initial Balance	$1,864,989.00
September 2012	1,838,829.40
October 2012	1,811,923.97
November 2012	1,784,312.23
December 2012	1,756,034.88
January 2013	1,727,133.68
February 2013	1,697,651.41
March 2013	1,667,631.76
April 2013	1,638,211.41
May 2013	1,609,382.32
June 2013	1,581,136.47
July 2013	1,553,465.99
August 2013	1,526,363.06
September 2013	1,499,819.98
October 2013	1,473,829.13
November 2013	1,448,382.97
December 2013	1,423,474.07
January 2014	1,399,095.05
February 2014	1,375,238.65
March 2014	1,351,897.68
April 2014	1,329,065.02
May 2014	1,306,733.66
June 2014	1,284,896.67
July 2014	1,263,547.18
August 2014	1,242,678.40
September 2014	1,222,283.65
October 2014	1,202,356.30
November 2014	1,182,889.80
December 2014	1,163,877.70
January 2015	1,145,313.59
February 2015	1,127,191.17
March 2015	1,109,504.19
April 2015	1,092,246.50
May 2015	1,075,411.99
June 2015	1,058,994.62
July 2015	1,042,988.47
August 2015	1,027,387.65
September 2015	1,012,186.34
October 2015	997,378.80
November 2015	982,959.37
December 2015	968,922.43
January 2016	955,262.44
February 2016	941,973.92
March 2016	929,051.49
April 2016	916,489.78
May 2016	904,283.51
June 2016	892,427.47
July 2016	880,916.50
August 2016	869,745.52
September 2016	858,909.49
October 2016	848,403.43
November 2016	838,222.46
December 2016	828,361.69
January 2017	818,816.34
February 2017	809,581.68
March 2017	800,653.03
April 2017	792,025.77
May 2017	783,695.32
June 2017	775,657.20
July 2017	$ 767,906.91
August 2017	760,440.09
September 2017	753,252.37
October 2017	746,339.46
November 2017	739,697.12
December 2017	733,321.15
January 2018	727,207.43
February 2018	721,351.85
March 2018	715,750.38
April 2018	710,399.04
May 2018	705,293.87
June 2018	700,431.00
July 2018	695,806.58
August 2018	691,416.80
September 2018	687,257.93
October 2018	683,326.26
November 2018	679,618.13
December 2018	676,129.93
January 2019	672,858.09
February 2019	669,799.11
March 2019	666,949.48
April 2019	664,305.79
May 2019	662,090.16
June 2019	659,731.01
July 2019	657,232.74
August 2019	654,599.67
September 2019	651,836.03
October 2019	648,945.97
November 2019	645,933.52
December 2019	642,802.68
January 2020	639,557.31
February 2020	636,201.21
March 2020	632,738.12
April 2020	629,171.67
May 2020	625,505.42
June 2020	621,742.86
July 2020	617,887.40
August 2020	613,942.38
September 2020	609,911.05
October 2020	605,796.63
November 2020	601,602.23
December 2020	597,330.91
January 2021	592,985.65
February 2021	588,569.36
March 2021	584,084.93
April 2021	579,535.13
May 2021	574,922.70
June 2021	570,250.31
July 2021	565,520.56
August 2021	560,736.01
September 2021	555,899.15
October 2021	551,012.40
November 2021	546,078.16
December 2021	541,098.75
January 2022	536,076.43
February 2022	531,013.44
March 2022	525,911.93
April 2022	520,774.01
May 2022	515,601.75
June 2022	$ 510,397.19
July 2022	505,162.26
August 2022	499,898.92
September 2022	494,609.01
October 2022	489,294.38
November 2022	483,956.82
December 2022	478,598.06
January 2023	473,219.80
February 2023	467,823.71
March 2023	462,411.40
April 2023	456,984.45
May 2023	451,544.39
June 2023	446,092.71
July 2023	440,630.89
August 2023	435,160.34
September 2023	429,682.45
October 2023	424,198.57
November 2023	418,710.01
December 2023	413,218.06
January 2024	407,723.96
February 2024	402,228.93
March 2024	396,734.14
April 2024	391,240.75
May 2024	385,749.87
June 2024	380,262.61
July 2024	374,780.00
August 2024	369,303.08
September 2024	363,832.85
October 2024	358,370.28
November 2024	352,916.31
December 2024	347,471.87
January 2025	342,037.84
February 2025	336,615.10
March 2025	331,204.47
April 2025	325,806.77
May 2025	320,422.79
June 2025	315,053.29
July 2025	309,699.03
August 2025	304,360.72
September 2025	299,039.05
October 2025	293,734.70
November 2025	288,448.33
December 2025	283,180.57
January 2026	277,932.03
February 2026	272,703.29
March 2026	267,494.95
April 2026	262,307.54
May 2026	257,141.60
June 2026	251,997.64
July 2026	246,876.17
August 2026	241,777.65
September 2026	236,702.57
October 2026	231,651.34
November 2026	226,624.42
December 2026	221,622.21
January 2027	216,645.10
February 2027	211,693.47
March 2027	206,767.70
April 2027	201,868.13

Aggregate Group II (Continued)

Distribution Date	Planned Balance
May 2027	$ 196,995.10
June 2027	192,148.92
July 2027	187,329.92
August 2027	182,538.37
September 2027	177,774.57
October 2027	173,038.78
November 2027	168,331.25
December 2027	163,652.23
January 2028	159,001.95
February 2028	154,380.63
March 2028	149,788.48
April 2028	145,225.68
May 2028	140,692.43
June 2028	136,188.91
July 2028	131,715.26
August 2028	127,271.65
September 2028	122,858.23
October 2028	$ 118,475.12
November 2028	114,122.44
December 2028	109,800.33
January 2029	105,508.88
February 2029	101,248.17
March 2029	97,018.31
April 2029	92,819.38
May 2029	88,651.44
June 2029	84,514.56
July 2029	80,408.79
August 2029	76,334.18
September 2029	72,290.78
October 2029	68,278.62
November 2029	64,297.71
December 2029	60,348.08
January 2030	56,429.76
February 2030	52,542.72
March 2030	$ 48,686.99
April 2030	44,862.55
May 2030	41,069.39
June 2030	37,307.49
July 2030	33,576.83
August 2030	29,877.38
September 2030	26,209.10
October 2030	22,571.96
November 2030	18,965.90
December 2030	15,390.88
January 2031	11,846.83
February 2031	8,333.72
March 2031	4,851.47
April 2031	1,399.99
May 2031 and thereafter	0.00

Aggregate Group III Planned Balances

Distribution Date	Planned Balance
Initial Balance	$275,187,000.00
September 2012	274,224,378.15
October 2012	273,307,037.90
November 2012	272,305,825.01
December 2012	271,221,244.16
January 2013	270,053,864.81
February 2013	268,804,320.84
March 2013	267,473,310.09
April 2013	266,061,593.77
May 2013	264,569,995.83
June 2013	262,999,402.24
July 2013	261,358,701.57
August 2013	259,652,447.19
September 2013	257,881,427.74
October 2013	256,046,472.92
November 2013	254,148,452.73
December 2013	252,188,276.77
January 2014	250,166,893.42
February 2014	248,085,289.02
March 2014	245,944,486.98
April 2014	243,745,546.88
May 2014	241,489,563.52
June 2014	239,177,665.89
July 2014	236,811,016.19
August 2014	234,390,808.70
September 2014	231,918,268.74
October 2014	229,394,651.48
November 2014	226,870,076.80
December 2014	224,344,775.79
January 2015	221,835,132.76
February 2015	219,341,036.36
March 2015	216,862,375.98
April 2015	214,399,041.70
May 2015	211,950,924.30
June 2015	209,517,915.25
July 2015	207,099,906.73
August 2015	$204,696,791.57
September 2015	202,308,463.33
October 2015	199,934,816.20
November 2015	197,575,745.06
December 2015	195,231,145.48
January 2016	192,900,913.65
February 2016	190,584,946.45
March 2016	188,283,141.41
April 2016	185,995,396.70
May 2016	183,721,611.15
June 2016	181,461,684.22
July 2016	179,215,516.01
August 2016	176,983,007.25
September 2016	174,764,059.31
October 2016	172,560,497.35
November 2016	170,375,852.46
December 2016	168,209,969.71
January 2017	166,062,695.38
February 2017	163,933,877.00
March 2017	161,823,363.30
April 2017	159,731,004.24
May 2017	157,656,650.99
June 2017	155,600,155.88
July 2017	153,561,372.47
August 2017	151,540,155.44
September 2017	149,536,360.68
October 2017	147,549,845.22
November 2017	145,580,467.22
December 2017	143,628,086.00
January 2018	141,692,562.01
February 2018	139,773,756.79
March 2018	137,871,533.03
April 2018	135,985,754.48
May 2018	134,116,286.03
June 2018	132,262,993.60
July 2018	130,425,744.24
August 2018	$128,604,406.02
September 2018	126,798,848.10
October 2018	125,008,940.69
November 2018	123,234,555.01
December 2018	121,475,563.36
January 2019	119,731,839.02
February 2019	118,003,256.32
March 2019	116,289,690.58
April 2019	114,591,018.14
May 2019	112,907,116.31
June 2019	111,237,863.41
July 2019	109,583,138.72
August 2019	107,942,822.49
September 2019	106,316,795.94
October 2019	104,704,941.25
November 2019	103,107,141.53
December 2019	101,523,280.84
January 2020	99,953,244.18
February 2020	98,396,917.44
March 2020	96,855,187.16
April 2020	95,336,324.85
May 2020	93,840,002.10
June 2020	92,365,895.16
July 2020	90,913,684.78
August 2020	89,483,056.26
September 2020	88,073,699.29
October 2020	86,685,307.95
November 2020	85,317,580.61
December 2020	83,970,219.92
January 2021	82,642,932.68
February 2021	81,335,429.85
March 2021	80,047,426.46
April 2021	78,778,641.55
May 2021	77,528,798.11
June 2021	76,297,623.07
July 2021	75,084,847.18

Aggregate Group III (Continued)

Distribution Date	Planned Balance	Distribution Date	Planned Balance	Distribution Date	Planned Balance
August 2021	$ 73,890,205.00	July 2026	$ 27,741,956.34	June 2031	$ 9,398,773.27
September 2021	72,713,434.84	August 2026	27,266,284.84	July 2031	9,214,879.72
October 2021	71,554,278.71	September 2026	26,798,012.30	August 2031	9,034,020.67
November 2021	70,412,482.24	October 2026	26,337,029.42	September 2031	8,856,149.81
December 2021	69,287,794.66	November 2026	25,883,228.47	October 2031	8,681,221.54
January 2022	68,179,968.76	December 2026	25,436,503.28	November 2031	8,509,190.89
February 2022	67,088,760.81	January 2027	24,996,749.18	December 2031	8,340,013.58
March 2022	66,013,930.50	February 2027	24,563,863.00	January 2032	8,173,645.95
April 2022	64,955,240.96	March 2027	24,137,743.07	February 2032	8,010,045.01
May 2022	63,912,458.63	April 2027	23,718,289.16	March 2032	7,849,168.38
June 2022	62,885,353.27	May 2027	23,305,402.48	April 2032	7,690,974.29
July 2022	61,873,697.91	June 2027	22,898,985.66	May 2032	7,535,421.60
August 2022	60,877,268.76	July 2027	22,498,942.74	June 2032	7,382,469.78
September 2022	59,895,845.21	August 2027	22,105,179.12	July 2032	7,232,078.86
October 2022	58,929,209.78	September 2027	21,717,601.57	August 2032	7,084,209.49
November 2022	57,977,148.05	October 2027	21,336,118.20	September 2032	6,938,822.88
December 2022	57,039,448.65	November 2027	20,960,638.43	October 2032	6,795,880.82
January 2023	56,115,903.20	December 2027	20,591,072.99	November 2032	6,655,345.64
February 2023	55,206,306.27	January 2028	20,227,333.89	December 2032	6,517,180.26
March 2023	54,310,455.34	February 2028	19,869,334.42	January 2033	6,381,348.11
April 2023	53,428,150.76	March 2028	19,516,989.11	February 2033	6,247,813.17
May 2023	52,559,195.71	April 2028	19,170,213.70	March 2033	6,116,539.95
June 2023	51,703,396.15	May 2028	18,828,925.17	April 2033	5,987,493.49
July 2023	50,860,560.81	June 2028	18,493,041.69	May 2033	5,860,639.34
August 2023	50,030,501.12	July 2028	18,162,482.61	June 2033	5,735,943.54
September 2023	49,213,031.19	August 2028	17,837,168.42	July 2033	5,613,372.65
October 2023	48,407,967.77	September 2028	17,517,020.80	August 2033	5,492,893.73
November 2023	47,615,130.19	October 2028	17,201,962.51	September 2033	5,374,474.30
December 2023	46,834,340.38	November 2028	16,891,917.46	October 2033	5,258,082.37
January 2024	46,065,422.76	December 2028	16,586,810.65	November 2033	5,143,686.44
February 2024	45,308,204.28	January 2029	16,286,568.16	December 2033	5,031,255.45
March 2024	44,562,514.33	February 2029	15,991,117.12	January 2034	4,920,758.81
April 2024	43,828,184.72	March 2029	15,700,385.75	February 2034	4,812,166.38
May 2024	43,105,049.66	April 2029	15,414,303.28	March 2034	4,705,448.47
June 2024	42,392,945.70	May 2029	15,132,799.97	April 2034	4,600,575.83
July 2024	41,691,711.74	June 2029	14,855,807.09	May 2034	4,497,519.62
August 2024	41,001,188.96	July 2029	14,583,256.90	June 2034	4,396,251.47
September 2024	40,321,220.79	August 2029	14,315,082.63	July 2034	4,296,743.38
October 2024	39,651,652.90	September 2029	14,051,218.52	August 2034	4,198,967.82
November 2024	38,992,333.15	October 2029	13,791,599.70	September 2034	4,102,897.61
December 2024	38,343,111.57	November 2029	13,536,162.29	October 2034	4,008,506.02
January 2025	37,703,840.32	December 2029	13,284,843.31	November 2034	3,915,766.70
February 2025	37,074,373.67	January 2030	13,037,580.71	December 2034	3,824,653.68
March 2025	36,454,567.97	February 2030	12,794,313.31	January 2035	3,735,141.39
April 2025	35,844,281.62	March 2030	12,554,980.85	February 2035	3,647,204.64
May 2025	35,243,375.01	April 2030	12,319,523.92	March 2035	3,560,818.61
June 2025	34,651,710.56	May 2030	12,087,884.00	April 2035	3,475,958.84
July 2025	34,069,152.63	June 2030	11,860,003.38	May 2035	3,392,601.26
August 2025	33,495,567.52	July 2030	11,635,825.24	June 2035	3,310,722.13
September 2025	32,930,823.43	August 2030	11,415,293.53	July 2035	3,230,298.08
October 2025	32,374,790.46	September 2030	11,198,353.06	August 2035	3,151,306.08
November 2025	31,827,340.55	October 2030	10,984,949.41	September 2035	3,073,723.46
December 2025	31,288,347.47	November 2030	10,775,028.97	October 2035	2,997,527.86
January 2026	30,757,686.79	December 2030	10,568,538.91	November 2035	2,922,697.29
February 2026	30,235,235.87	January 2031	10,365,427.16	December 2035	2,849,210.05
March 2026	29,720,873.82	February 2031	10,165,642.41	January 2036	2,777,044.79
April 2026	29,214,481.46	March 2031	9,969,134.11	February 2036	2,706,180.48
May 2026	28,715,941.34	April 2031	9,775,852.43	March 2036	2,636,596.38
June 2026	28,225,137.67	May 2031	9,585,748.28	April 2036	2,568,272.09

Aggregate Group III (Continued)

Distribution Date	Planned Balance	Distribution Date	Planned Balance	Distribution Date	Planned Balance
May 2036	$ 2,501,187.51	May 2038	$ 1,215,743.40	May 2040	$ 411,004.93
June 2036	2,435,322.81	June 2038	1,173,926.21	June 2040	385,351.80
July 2036	2,370,658.50	July 2038	1,132,919.98	July 2040	360,240.08
August 2036	2,307,175.37	August 2038	1,092,711.38	August 2040	335,660.57
September 2036	2,244,854.47	September 2038	1,053,287.27	September 2040	311,604.22
October 2036	2,183,677.18	October 2038	1,014,634.72	October 2040	288,062.11
November 2036	2,123,625.11	November 2038	976,741.01	November 2040	265,025.45
December 2036	2,064,680.20	December 2038	939,593.59	December 2040	242,485.62
January 2037	2,006,824.62	January 2039	903,180.11	January 2041	220,434.10
February 2037	1,950,040.83	February 2039	867,488.41	February 2041	198,862.51
March 2037	1,894,311.54	March 2039	832,506.52	March 2041	177,762.62
April 2037	1,839,619.74	April 2039	798,222.66	April 2041	157,126.30
May 2037	1,785,948.65	May 2039	764,625.20	May 2041	136,945.56
June 2037	1,733,281.76	June 2039	731,702.73	June 2041	117,212.54
July 2037	1,681,602.82	July 2039	699,443.97	July 2041	97,919.49
August 2037	1,630,895.80	August 2039	667,837.86	August 2041	79,058.80
September 2037	1,581,144.93	September 2039	636,873.46	September 2041	60,622.96
October 2037	1,532,334.67	October 2039	606,540.05	October 2041	42,604.58
November 2037	1,484,449.72	November 2039	576,827.03	November 2041	24,996.39
December 2037	1,437,475.01	December 2039	547,723.99	December 2041	7,791.25
January 2038	1,391,395.70	January 2040	519,220.67	January 2042	3,471.62
February 2038	1,346,197.17	February 2040	491,306.98	February 2042 and thereafter	0.00
March 2038	1,301,865.02	March 2040	463,972.95		
April 2038	1,258,385.08	April 2040	437,208.82		

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

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

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$858,883,033

FannieMae

Guaranteed REMIC

Pass-Through Certificates

Fannie Mae REMIC Trust 2012-96

PROSPECTUS SUPPLEMENT

Barclays

August 24, 2012