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

$1,284,537,499

FannieMae®

Guaranteed REMIC Pass-Through Certificates
Fannie Mae REMIC Trust 2012-132

The Certificates

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

Payments to Certificateholders

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

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

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

The Fannie Mae Guaranty

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

The Trust and its Assets

The trust will own Fannie Mae MBS.

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

Carefully consider the risk factors on page S-8 of this prospectus supplement and 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.

Class	Group	Original Class Balance	Principal Type(1)	Interest Rate	Interest Type(1)	CUSIP Number	Final Distribution Date
PQ(2) . . .	1	$259,187,000	PAC	4.0%	FIX	3136AAMV4	October 2042
PE	1	4,637,000	PAC	4.0	FIX	3136AAMW2	December 2042
UF	1	52,491,636	SUP	(3)	FLT	3136AAMX0	December 2042
US	1	19,684,364	SUP	(3)	INV	3136AAMY8	December 2042
FB(2) . . .	1	224,000,000	PT	(3)	FLT	3136AAMZ5	December 2042
SA(2) . . .	1	224,000,000(4)	NTL	(3)	INV/IO	3136AANA9	December 2042
IA(2) . . .	1	224,000,000(4)	NTL	(3)	INV/IO	3136AANB7	December 2042
MA(2) . .	2	132,076,000	PAC	4.0	FIX	3136AANC5	April 2042
ME	2	8,036,000	PAC	4.0	FIX	3136AAND3	December 2042
MF	2	29,009,454	SUP	(3)	FLT	3136AANE1	December 2042
MS	2	10,878,546	SUP	(3)	INV	3136AANF8	December 2042
IM	2	20,000,000(4)	NTL	4.5	FIX/IO	3136AANG6	December 2042
KA(2) . . .	3	85,827,001	PT	3.0	FIX	3136AANH4	December 2032
HN(2) . . .	4	102,370,100	PAC/AD	1.5	FIX	3136AANJ0	December 2041
FH(2) . . .	4	43,872,900	PAC/AD	(3)	FLT	3136AANK7	December 2041
SH(2) . . .	4	43,872,900(4)	NTL	(3)	INV/IO	3136AANL5	December 2041
HE	4	11,628,000	PAC/AD	3.0	FIX	3136AANM3	December 2042
HZ	4	34,986,143	SUP	3.0	FIX/Z	3136AANN1	December 2042
GF(2) . . .	4	77,142,857	PT	(3)	FLT	3136AANP6	December 2042
HS(2) . . .	4	77,142,857(4)	NTL	(3)	INV/IO	3136AANQ4	December 2042
IH(2) . . .	4	77,142,857(4)	NTL	(3)	INV/IO	3136AANR2	December 2042
A	5	100,000,000	PT	1.5	FIX	3136AANS0	December 2027
AI	5	50,000,000(4)	NTL	3.0	FIX/IO	3136AANT8	December 2027
KY(2) . . .	6	88,710,498	PT	3.0	FIX	3136AANU5	December 2032
R		0	NPR	0	NPR	3136AANV3	December 2042
RL		0	NPR	0	NPR	3136AANW1	December 2042

(1) See "Description of the Certificates—Class Definitions and Abbreviations" in the REMIC prospectus.
(2) Exchangeable classes.
(3) Based on LIBOR.
(4) Notional balances. These classes are interest only classes. See page S-6 for a description of how their notional balances are calculated.

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 PB, PC, PD, PG, PI, SB, FA, MB, MC, MD, MG, MI, KB, KC, KD, KI, HA, HB, HC, GS, HF, KG, KH, KL and IK 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 from time to time in negotiated transactions at varying prices. We expect the settlement date to be November 30, 2012.

Barclays

The date of this Prospectus Supplement is November 26, 2012

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AVAILABLE INFORMATION

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

- our Prospectus for Fannie Mae Guaranteed REMIC Pass-Through Certificates dated 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"); and
- any information incorporated by reference in this prospectus supplement as discussed below and under the heading "Incorporation by Reference" in the REMIC Prospectus.

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

The MBS Prospectus is incorporated by reference in this prospectus supplement. This means that we are disclosing information in that document by referring you to it. That document is considered part of this prospectus supplement, so you should read this prospectus supplement, and any applicable supplements or amendments, together with that document.

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

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

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

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

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 November 1, 2012. You should purchase the certificates only after reading this prospectus supplement and each of the additional disclosure documents listed on page S-3. In particular, please see the discussion of risk factors that appears in each of those additional disclosure documents.

Assets Underlying Each Group of Classes

Group	Assets
1	Group 1 MBS
2	Group 2 MBS
3	Group 3 MBS
4	Group 4 MBS
5	Group 5 MBS
6	Group 6 MBS

Group 1, Group 2, Group 3, Group 4, Group 5 and Group 6

Characteristics of the MBS

	Approximate Principal Balance	Pass-Through Rate	Range of Weighted Average Coupons or WACs (annual percentages)	Range of Weighted Average Remaining Terms to Maturity or WAMs (in months)
Group 1 MBS	$560,000,000	5.00%	5.25% to 7.50%	241 to 360
Group 2 MBS	$ 57,000,000	4.50%	4.75% to 7.00%	241 to 360
	$123,000,000	4.50%	4.75% to 7.00%	241 to 360
Group 3 MBS	$ 85,827,001	3.00%	3.25% to 5.50%	181 to 240
Group 4 MBS	$188,000,000	4.00%	4.25% to 6.50%	241 to 360
	$ 82,000,000	4.00%	4.25% to 6.50%	241 to 360
Group 5 MBS	$100,000,000	3.00%	3.25% to 5.50%	121 to 180
Group 6 MBS	$ 88,710,498	3.00%	3.25% to 5.50%	181 to 240

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	$560,000,000	360	333	23	5.340%
Group 2 MBS	$ 57,000,000	360	348	10	4.930%
	$123,000,000	360	331	22	5.040%
Group 3 MBS	$ 85,827,001	240	239	1	3.438%
Group 4 MBS	$188,000,000	360	349	3	4.490%
	$ 82,000,000	360	345	12	4.450%
Group 5 MBS	$100,000,000	180	173	7	3.508%
Group 6 MBS	$ 88,710,498	240	239	1	3.429%

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

"Risk Factors—Risks Relating to Yield and Prepayment—*Yield—Yields on and weighted average lives of the certificates are affected by actual characteristics of the mortgage loans backing the series trust assets*" in the REMIC Prospectus.

Settlement Date

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

Distribution Dates

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

Record Date

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

Book-Entry and Physical Certificates

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

Fed Book-Entry	Physical
All classes of certificates other than the R 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)
UF	1.12000%	5.50000%	0.90%	LIBOR + 90 basis points
US	11.67999%	12.26666%	0.00%	12.26666% − (2.6666666 × LIBOR)
FB	0.52000%	6.50000%	0.30%	LIBOR + 30 basis points
SA	5.93000%	6.15000%	0.00%	6.15% − LIBOR
IA	0.05000%	0.05000%	0.00%	6.20% − LIBOR
MF	1.22000%	5.50000%	1.00%	LIBOR + 100 basis points
MS	11.41333%	11.99999%	0.00%	11.99999% − (2.66666648 × LIBOR)
FH	0.51000%	6.50000%	0.30%	LIBOR + 30 basis points
SH	5.99000%	6.20000%	0.00%	6.20% − LIBOR
GF	0.51000%	6.50000%	0.30%	LIBOR + 30 basis points
HS	5.94000%	6.15000%	0.00%	6.15% − LIBOR
IH	0.05000%	0.05000%	0.00%	6.20% − LIBOR
SB	5.98000%	6.20000%	0.00%	6.20% − LIBOR
FA	0.57000%	6.50000%	0.35%	LIBOR + 35 basis points
GS	5.99000%	6.20000%	0.00%	6.20% − LIBOR
HF	0.56000%	6.50000%	0.35%	LIBOR + 35 basis points

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

Notional Classes

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

Class	
SA	100% of the FB Class
IA	100% of the FB Class
IM	11.1111111111% of the Group 2 MBS
SH	100% of the FH Class
HS	100% of the GF Class
IH	100% of the GF Class
AI	50% of the A Class
PI	50% of the PQ Class
SB	100% of the FB Class
MI	55.5555551349% of the MA Class
KI	49.9999994174% of the KA Class
GS	100% of the GF Class
IK	50% of the KY 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%	129%	164%	250%	500%	1000%	1500%
PQ, PB, PC, PD, PG and PI	17.7	6.8	6.0	6.0	6.0	3.2	1.4	0.7
PE	27.1	23.4	23.4	23.4	23.4	13.8	5.8	2.5
UF and US	28.7	20.4	17.4	11.7	2.1	0.5	0.2	0.1
FB, SA, IA, SB and FA	20.2	9.9	8.7	7.5	5.4	2.7	1.2	0.6

Group 2 Classes	PSA Prepayment Assumption 0%	100%	125%	160%	250%	500%	1000%	1500%
MA, MB, MC, MD, MG and MI	16.9	6.3	5.6	5.6	5.6	3.1	1.4	0.8
ME	26.6	19.9	19.9	19.9	19.9	11.0	4.7	2.3
MF and MS	28.5	20.3	17.7	12.0	2.2	0.7	0.3	0.2
IM	19.9	10.0	8.9	7.7	5.5	2.9	1.3	0.7

Group 3 Classes	PSA Prepayment Assumption 0%	100%	250%	500%	1000%	1500%
KA, KB, KC, KD and KI	11.8	8.0	5.4	3.5	2.1	1.6

Group 4 Classes	PSA Prepayment Assumption 0%	100%	125%	160%	250%	500%	1000%	1500%
HN, FH, SH, HA, HB and HC	14.0	6.2	5.8	5.8	5.8	3.4	2.0	1.4
HE	23.8	19.3	19.3	19.3	19.3	10.8	5.1	2.9
HZ	27.2	19.8	18.3	14.4	2.6	1.0	0.5	0.4
GF, HS, IH, GS and HF	19.6	10.5	9.4	8.1	6.0	3.4	1.9	1.3

Group 5 Classes	PSA Prepayment Assumption 0%	100%	250%	500%	1000%	1500%
A and AI	8.5	6.1	4.4	2.9	1.7	1.2

Group 6 Classes	PSA Prepayment Assumption 0%	100%	250%	500%	1000%	1500%
KY, KG, KH, KL and IK	11.8	8.0	5.4	3.5	2.1	1.6

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

ADDITIONAL RISK FACTOR

In the future we may be unable to establish LIBOR on the basis of the BBA Method. On September 28, 2012, Britain's Financial Services Authority recommended that the BBA be removed from its rate-setting responsibility and proposed additional reforms in connection with the determination of LIBOR. If in the future the BBA is no longer calculating the interest settlement rate for one-month U.S. dollar deposits, or if for any other reason we are unable to establish LIBOR on the basis of the BBA Method on any index determination date, we will establish LIBOR based on the LIBO Method as described under "Description of the Certificates—Distributions on Certificates—*Interest Distributions—Indices for Floating Rate Classes and Inverse Floating Rate Classes*" in the REMIC Prospectus. We can provide no assurance as to which entity or entities will assume responsibility for setting the applicable rates in the future. In addition, we can provide no assurance that LIBOR for any 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 LIBOR's prominence as a benchmark interest rate will be preserved.

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 November 1, 2012 (the "Issue Date"). We will issue the Guaranteed REMIC Pass-Through Certificates (the "REMIC Certificates") pursuant to that trust agreement and supplement. We will issue the Combinable and Recombinable REMIC Certificates (the "RCR Certificates" and, together with the REMIC Certificates, the "Certificates") pursuant to a separate trust agreement dated as of May 1, 2010 and a supplement thereto dated as of the Issue Date (together with the trust agreement and supplement relating to the REMIC Certificates, the "Trust Agreement"). We will execute the Trust Agreement in our corporate capacity and as trustee (the "Trustee"). In general, the term "Classes" includes the Classes of REMIC Certificates and RCR Certificates.

The assets of the Trust will include six groups of Fannie Mae Guaranteed Mortgage Pass-Through Certificates (the "Group 1 MBS," "Group 2 MBS," "Group 3 MBS," "Group 4 MBS," "Group 5 MBS" and "Group 6 MBS," and together, the "MBS").

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

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

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

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

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

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

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

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

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

The MBS

The MBS provide that principal and interest on the related Mortgage Loans are passed through monthly. The Mortgage Loans underlying the MBS are conventional, fixed-rate, fully-amortizing mortgage loans secured by first mortgages or deeds of trust on single-family residential properties. These Mortgage Loans have original maturities of up to 30 years in the case of the Group 1 MBS, Group 2 MBS and Group 4 MBS, up to 20 years in the case of the Group 3 MBS and Group 6 MBS, and up to 15 years in the case of the Group 5 MBS.

For additional information, see "Summary—Group 1, Group 2, Group 3, Group 4, Group 5 and Group 6—Characteristics of the MBS" in this prospectus supplement and "The Mortgage Pools" and "Yield, Maturity, and Prepayment Considerations" in the MBS Prospectus.

Distributions of Interest

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

The Floating Rate and Inverse Floating Rate Classes will bear interest at interest rates based on LIBOR. We currently establish LIBOR on the basis of the "BBA Method." See "Additional Risk Factors—*In the future we may be unable to establish LIBOR on the basis of the BBA Method*" in this prospectus supplement.

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.

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

Distributions of Principal

On the Distribution Date in each month, we will make payments of principal on the Classes of REMIC Certificates as described below. Following any exchange of REMIC Certificates for RCR Certificates, we will apply principal payments from the exchanged REMIC Certificates to the corresponding RCR Certificates on a pro rata basis.

- *Group 1*

The Group 1 Principal Distribution Amount as follows:

— 40% to FB until retired, and } **Pass-Through Class**

— 60% as follows:

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

second, to UF and US, pro rata, until retired; and } **Support Classes**

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

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

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

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

- *Group 2*

The Group 2 Principal Distribution Amount in the following priority:

1. To Aggregate Group II to its Planned Balance. } **PAC Group**

2. To MF and MS, pro rata, until retired. Support Classes

3. To Aggregate Group II to zero. PAC Group

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

“Aggregate Group II” consists of the MA and ME Classes. On each Distribution Date, we will apply payments of principal of Aggregate Group II to MA and ME, 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 3*

The Group 3 Principal Distribution Amount to KA until retired. Pass-Through Class

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

- *Group 4*

The HZ Accrual Amount to Aggregate Group III to its Planned Balance, and thereafter to HZ. Accretion Directed/PAC Group and Accrual Class

The Group 4 Cash Flow Distribution Amount as follows:

— 28.5714285185% to GF until retired, and Pass-Through Class

— 71.4285714815% as follows:

first, to Aggregate Group III to its Planned Balance; PAC Group

second, to HZ until retired; and Support Class

third, to Aggregate Group III to zero. PAC Group

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

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

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

first, to FH and HN, pro rata, until retired; and

second, to HE 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 Group 5 Principal Distribution Amount to A until retired. Pass-Through Class

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

- *Group 6*

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

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 following assumptions (the "Pricing Assumptions"):

- the Mortgage Loans underlying the MBS have the original terms to maturity, remaining terms to maturity, loan ages and interest rates specified under "Summary—Group 1, Group 2, Group 3, 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 November 30, 2012; and
- each Distribution Date occurs on the 25th day of a month.

The actual remaining terms to maturity, loan ages and interest rates of most of the mortgage loans underlying the MBS will differ from the assumed characteristics shown in the Summary, and may differ significantly. See "Risk Factors—Risks Relating to Yield and Prepayment—*Yield—Yields on and weighted average lives of the certificates are affected by actual characteristics of the mortgage loans backing the series trust assets*" in the REMIC Prospectus.

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 129% and 250% PSA	Between 129% and 250% PSA
Aggregate Group II Planned Balances	Between 125% and 250% PSA	Between 125% and 250% 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	PQ and PE
Aggregate Group II	MA and ME
Aggregate Group III	HN, FH and HE

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

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

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

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

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

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

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

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

Yield Tables

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

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

- converting the monthly rates to corporate bond equivalent rates.

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

We cannot assure you that

- the pre-tax yields on the applicable Certificates will correspond to any of the pre-tax yields shown here, or

- the aggregate purchase prices of the applicable Certificates will be as assumed.

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

- the Mortgage Loans will prepay at a constant PSA rate until maturity,

- all of the Mortgage Loans will prepay at the same rate, or

- the level of the Index will remain constant.

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

Class	% PSA
IM	419%
AI	321%
PI	393%
MI	391%
KI	281%
IK	315%

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*
IM	15.25000%
AI	11.50000%
PI	19.93750%
MI	17.28125%
KI	15.06250%
IK	14.03125%

* 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 IM Class to Prepayments

	PSA Prepayment Assumption							
	50%	100%	125%	160%	250%	500%	1000%	1500%
Pre-Tax Yields to Maturity	25.1%	21.9%	20.2%	17.9%	11.9%	(6.0)%	(47.9)%	*

Sensitivity of the AI Class to Prepayments

	PSA Prepayment Assumption					
	50%	100%	250%	500%	1000%	1500%
Pre-Tax Yields to Maturity	14.9%	12.2%	4.0%	(10.5)%	(43.4)%	(83.7)%

Sensitivity of the PI Class to Prepayments

	PSA Prepayment Assumption							
	50%	100%	129%	164%	250%	500%	1000%	1500%
Pre-Tax Yields to Maturity	17.8%	12.4%	9.6%	9.6%	9.6%	(9.2)%	(65.2)%	*

Sensitivity of the MI Class to Prepayments

	PSA Prepayment Assumption							
	50%	100%	125%	160%	250%	500%	1000%	1500%
Pre-Tax Yields to Maturity	18.4%	12.6%	9.9%	9.9%	9.9%	(10.0)%	(66.4)%	*

Sensitivity of the KI Class to Prepayments

	PSA Prepayment Assumption					
	50%	100%	250%	500%	1000%	1500%
Pre-Tax Yields to Maturity	11.8%	9.3%	1.6%	(11.8)%	(41.0)%	(72.6)%

Sensitivity of the IK Class to Prepayments

	PSA Prepayment Assumption					
	50%	100%	250%	500%	1000%	1500%
Pre-Tax Yields to Maturity	13.5%	11.1%	3.4%	(9.9)%	(38.8)%	(69.8)%

The Inverse Floating Rate Classes. **The yields on the Inverse Floating Rate Classes will be sensitive in varying degrees to the rate of principal payments, including prepayments, of the related Mortgage Loans and to the level of the Index. The Mortgage Loans generally can be prepaid at any time without penalty. In addition, the rate of principal payments (including prepayments) of the Mortgage Loans is likely to vary, and may vary considerably, from pool to pool. As illustrated in the applicable tables below, it is possible that investors in the Inverse Floating Rate Classes would lose money on their initial investments under certain 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 for the initial Interest Accrual Period are the rates listed in the table under "Summary—Interest Rates" in this prospectus supplement and for each following Interest Accrual Period will be based on the specified levels of the Index, and
- the aggregate purchase prices of those Classes (expressed in each case as a percentage of original principal balance) are as follows:

Class	Price*
US	105.12500%
SA	16.59375%
IA	0.18750%
MS	105.03125%
SH	22.25000%
HS	21.93750%
IH	0.18750%
SB	16.78125%
GS	22.12500%

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

	PSA Prepayment Assumption							
LIBOR	50%	100%	129%	164%	250%	500%	1000%	1500%
0.11%	11.6%	11.6%	11.5%	11.3%	9.3%	2.3%	(10.8)%	(25.9)%
0.22%	11.3%	11.3%	11.3%	11.0%	9.0%	2.1%	(11.0)%	(26.0)%
2.22%	6.0%	6.0%	6.0%	5.8%	3.9%	(2.4)%	(14.3)%	(28.1)%
4.60%	(0.2)%	(0.2)%	(0.2)%	(0.4)%	(2.0)%	(7.7)%	(18.2)%	(30.5)%

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

	PSA Prepayment Assumption							
LIBOR	50%	100%	129%	164%	250%	500%	1000%	1500%
0.11%	33.5%	30.1%	28.0%	25.5%	19.3%	0.0%	(46.2)%	*
0.22%	32.8%	29.3%	27.3%	24.8%	18.6%	(0.7)%	(46.7)%	*
2.22%	19.3%	16.0%	14.1%	11.7%	5.7%	(12.7)%	(56.7)%	*
4.22%	5.4%	2.2%	0.4%	(1.9)%	(7.5)%	(25.0)%	(67.1)%	*
6.15% and above	*	*	*	*	*	*	*	*

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

	PSA Prepayment Assumption							
LIBOR	50%	100%	129%	164%	250%	500%	1000%	1500%
6.150% and below	22.5%	19.1%	17.1%	14.7%	8.7%	(9.9)%	(54.5)%	*
6.175%	7.3%	4.2%	2.3%	0.1%	(5.6)%	(23.2)%	(66.3)%	*
6.200%	*	*	*	*	*	*	*	*

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

	PSA Prepayment Assumption							
LIBOR	50%	100%	125%	160%	250%	500%	1000%	1500%
0.11%	11.4%	11.3%	11.3%	11.1%	9.3%	3.9%	(6.2)%	(17.7)%
0.22%	11.1%	11.0%	11.0%	10.8%	9.0%	3.6%	(6.4)%	(17.9)%
2.22%	5.8%	5.8%	5.7%	5.6%	3.9%	(1.0)%	(10.1)%	(20.6)%
4.50%	(0.2)%	(0.2)%	(0.2)%	(0.3)%	(1.8)%	(6.2)%	(14.3)%	(23.7)%

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

	PSA Prepayment Assumption							
LIBOR	50%	100%	125%	160%	250%	500%	1000%	1500%
0.10%	20.0%	15.1%	13.3%	13.3%	13.3%	(2.8)%	(41.0)%	(75.5)%
0.21%	19.4%	14.5%	12.6%	12.6%	12.6%	(3.6)%	(41.9)%	(76.4)%
2.21%	8.2%	2.7%	1.0%	1.0%	1.0%	(18.2)%	(59.9)%	(95.0)%
4.21%	(4.9)%	(11.4)%	(12.9)%	(12.9)%	(12.9)%	(36.6)%	(83.0)%	*
6.20%	*	*	*	*	*	*	*	*

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

	PSA Prepayment Assumption							
LIBOR	50%	100%	125%	160%	250%	500%	1000%	1500%
0.10%	24.0%	21.2%	19.9%	17.9%	12.8%	(1.9)%	(34.3)%	(71.3)%
0.21%	23.4%	20.7%	19.3%	17.3%	12.2%	(2.5)%	(35.0)%	(72.0)%
2.21%	13.1%	10.3%	8.9%	6.9%	1.7%	(13.5)%	(47.5)%	(87.4)%
4.21%	2.0%	(0.8)%	(2.2)%	(4.3)%	(9.6)%	(25.1)%	(61.1)%	*
6.15% and above	*	*	*	*	*	*	*	*

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

	PSA Prepayment Assumption							
LIBOR	50%	100%	125%	160%	250%	500%	1000%	1500%
6.150% and below	23.0%	20.2%	18.8%	16.9%	11.8%	(3.0)%	(35.6)%	(72.7)%
6.175%	7.7%	4.9%	3.5%	1.4%	(3.8)%	(19.2)%	(54.4)%	(96.3)%
6.200%	*	*	*	*	*	*	*	*

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

LIBOR	PSA Prepayment Assumption							
	50%	100%	129%	164%	250%	500%	1000%	1500%
0.11%	33.4%	29.9%	27.9%	25.4%	19.2%	(0.1)%	(46.3)%	*
0.22%	32.7%	29.2%	27.2%	24.7%	18.5%	(0.8)%	(46.8)%	*
2.22%	19.3%	16.0%	14.1%	11.7%	5.8%	(12.6)%	(56.7)%	*
4.22%	5.6%	2.4%	0.6%	(1.7)%	(7.3)%	(24.8)%	(67.0)%	*
6.20%	*	*	*	*	*	*	*	*

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

LIBOR	PSA Prepayment Assumption							
	50%	100%	125%	160%	250%	500%	1000%	1500%
0.10%	24.0%	21.2%	19.8%	17.9%	12.8%	(1.9)%	(34.4)%	(71.3)%
0.21%	23.4%	20.7%	19.3%	17.3%	12.2%	(2.5)%	(35.0)%	(72.1)%
2.21%	13.2%	10.4%	9.0%	7.0%	1.8%	(13.4)%	(47.4)%	(87.3)%
4.21%	2.2%	(0.6)%	(2.0)%	(4.1)%	(9.3)%	(24.9)%	(60.9)%	*
6.20%	*	*	*	*	*	*	*	*

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 and Group 4 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 and Remaining Terms to Maturity	Interest Rates
Group 1 MBS	360 months	7.50%
Group 2 MBS	360 months	7.00%
Group 3 MBS	240 months	5.50%
Group 4 MBS	360 months	6.50%
Group 5 MBS	180 months	5.50%
Group 6 MBS	240 months	5.50%

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

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

Percent of Original Principal Balances Outstanding

	PQ, PB, PC, PD, PG and PI† Classes								PE Class							
	PSA Prepayment Assumption								PSA Prepayment Assumption							
Date	0%	100%	129%	164%	250%	500%	1000%	1500%	0%	100%	129%	164%	250%	500%	1000%	1500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
November 2013	99	91	89	89	89	89	53	16	100	100	100	100	100	100	100	100
November 2014	98	82	78	78	78	61	20	0	100	100	100	100	100	100	100	99
November 2015	96	73	67	67	67	41	7	0	100	100	100	100	100	100	100	10
November 2016	95	65	58	58	58	28	2	0	100	100	100	100	100	100	100	1
November 2017	93	57	50	50	50	19	0	0	100	100	100	100	100	100	73	*
November 2018	91	50	42	42	42	12	0	0	100	100	100	100	100	100	29	*
November 2019	89	43	35	35	35	8	0	0	100	100	100	100	100	100	11	*
November 2020	87	37	28	28	28	5	0	0	100	100	100	100	100	100	4	*
November 2021	85	31	23	23	23	3	0	0	100	100	100	100	100	100	2	*
November 2022	83	26	19	19	19	1	0	0	100	100	100	100	100	100	1	0
November 2023	80	21	15	15	15	*	0	0	100	100	100	100	100	100	*	0
November 2024	78	16	12	12	12	0	0	0	100	100	100	100	100	76	*	0
November 2025	75	11	9	9	9	0	0	0	100	100	100	100	100	51	*	0
November 2026	72	7	7	7	7	0	0	0	100	100	100	100	100	34	*	0
November 2027	68	6	6	6	6	0	0	0	100	100	100	100	100	23	*	0
November 2028	64	4	4	4	4	0	0	0	100	100	100	100	100	15	*	0
November 2029	61	3	3	3	3	0	0	0	100	100	100	100	100	10	*	0
November 2030	56	2	2	2	2	0	0	0	100	100	100	100	100	6	*	0
November 2031	52	1	1	1	1	0	0	0	100	100	100	100	100	4	*	0
November 2032	47	*	*	*	*	0	0	0	100	100	100	100	100	3	*	0
November 2033	41	0	0	0	0	0	0	0	100	94	94	94	94	2	*	0
November 2034	36	0	0	0	0	0	0	0	100	70	70	70	70	1	*	0
November 2035	29	0	0	0	0	0	0	0	100	50	50	50	50	1	*	0
November 2036	23	0	0	0	0	0	0	0	100	35	35	35	35	*	0	0
November 2037	16	0	0	0	0	0	0	0	100	22	22	22	22	*	0	0
November 2038	8	0	0	0	0	0	0	0	100	12	12	12	12	*	0	0
November 2039	0	0	0	0	0	0	0	0	72	5	5	5	5	*	0	0
November 2040	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2041	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2042	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	17.7	6.8	6.0	6.0	6.0	3.2	1.4	0.7	27.1	23.4	23.4	23.4	23.4	13.8	5.8	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.

Date	UF and US Classes								FB, SA†, IA†, SB† and FA Classes							
	PSA Prepayment Assumption								PSA Prepayment Assumption							
	0%	100%	129%	164%	250%	500%	1000%	1500%	0%	100%	129%	164%	250%	500%	1000%	1500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
November 2013	100	100	100	91	69	4	0	0	99	93	91	89	84	71	43	14
November 2014	100	100	100	83	44	0	0	0	98	86	83	79	71	49	17	1
November 2015	100	100	100	77	25	0	0	0	97	79	75	70	59	33	7	*
November 2016	100	100	100	73	13	0	0	0	96	73	68	62	49	23	3	*
November 2017	100	100	100	69	5	0	0	0	95	67	61	55	41	16	1	*
November 2018	100	100	100	67	1	0	0	0	93	62	55	48	34	11	*	*
November 2019	100	100	100	66	*	0	0	0	92	56	50	42	28	7	*	*
November 2020	100	100	99	64	*	0	0	0	90	52	44	37	23	5	*	*
November 2021	100	100	96	62	*	0	0	0	89	47	40	32	19	3	*	0
November 2022	100	100	92	58	*	0	0	0	87	43	36	28	16	2	*	0
November 2023	100	100	87	54	*	0	0	0	85	39	32	25	13	2	*	0
November 2024	100	100	82	50	*	0	0	0	83	35	28	21	11	1	*	0
November 2025	100	100	76	46	*	0	0	0	80	32	25	18	9	1	*	0
November 2026	100	100	69	41	*	0	0	0	78	28	22	16	7	*	*	0
November 2027	100	92	63	37	*	0	0	0	75	25	19	14	6	*	*	0
November 2028	100	84	57	33	*	0	0	0	73	22	17	12	5	*	*	0
November 2029	100	75	50	29	*	0	0	0	70	20	14	10	4	*	*	0
November 2030	100	67	44	25	*	0	0	0	66	17	12	8	3	*	*	0
November 2031	100	59	39	21	*	0	0	0	63	15	10	7	2	*	*	0
November 2032	100	51	33	18	*	0	0	0	59	13	9	6	2	*	0	0
November 2033	100	44	28	15	*	0	0	0	55	11	7	4	1	*	0	0
November 2034	100	36	23	12	*	0	0	0	50	9	6	4	1	*	0	0
November 2035	100	29	18	9	*	0	0	0	46	7	5	3	1	*	0	0
November 2036	100	23	14	7	*	0	0	0	40	5	3	2	*	*	0	0
November 2037	100	16	10	5	*	0	0	0	35	4	2	1	*	*	0	0
November 2038	100	10	6	3	*	0	0	0	29	2	1	1	*	*	0	0
November 2039	100	4	2	1	*	0	0	0	22	1	1	*	*	*	0	0
November 2040	72	0	0	0	0	0	0	0	16	0	0	0	0	0	0	0
November 2041	38	0	0	0	0	0	0	0	8	0	0	0	0	0	0	0
November 2042	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	28.7	20.4	17.4	11.7	2.1	0.5	0.2	0.1	20.2	9.9	8.7	7.5	5.4	2.7	1.2	0.6

Date	MA, MB, MC, MD, MG and MI† Classes								ME Class							
	PSA Prepayment Assumption								PSA Prepayment Assumption							
	0%	100%	125%	160%	250%	500%	1000%	1500%	0%	100%	125%	160%	250%	500%	1000%	1500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
November 2013	99	91	90	90	90	90	63	29	100	100	100	100	100	100	100	100
November 2014	97	82	78	78	78	65	22	0	100	100	100	100	100	100	100	75
November 2015	96	72	68	68	68	42	5	0	100	100	100	100	100	100	100	7
November 2016	94	64	58	58	58	27	0	0	100	100	100	100	100	100	72	1
November 2017	92	56	49	49	49	17	0	0	100	100	100	100	100	100	28	*
November 2018	90	48	41	41	41	9	0	0	100	100	100	100	100	100	11	*
November 2019	88	41	33	33	33	5	0	0	100	100	100	100	100	100	4	*
November 2020	86	34	26	26	26	1	0	0	100	100	100	100	100	100	2	*
November 2021	83	28	21	21	21	0	0	0	100	100	100	100	100	81	1	*
November 2022	81	22	16	16	16	0	0	0	100	100	100	100	100	55	*	0
November 2023	78	17	12	12	12	0	0	0	100	100	100	100	100	37	*	0
November 2024	75	12	9	9	9	0	0	0	100	100	100	100	100	25	*	0
November 2025	72	7	6	6	6	0	0	0	100	100	100	100	100	17	*	0
November 2026	68	4	4	4	4	0	0	0	100	100	100	100	100	11	*	0
November 2027	65	2	2	2	2	0	0	0	100	100	100	100	100	7	*	0
November 2028	61	*	*	*	*	0	0	0	100	100	100	100	100	5	*	0
November 2029	56	0	0	0	0	0	0	0	100	83	83	83	83	3	*	0
November 2030	52	0	0	0	0	0	0	0	100	65	65	65	65	2	*	0
November 2031	47	0	0	0	0	0	0	0	100	51	51	51	51	1	*	0
November 2032	42	0	0	0	0	0	0	0	100	40	40	40	40	1	*	0
November 2033	36	0	0	0	0	0	0	0	100	30	30	30	30	1	*	0
November 2034	30	0	0	0	0	0	0	0	100	22	22	22	22	*	*	0
November 2035	24	0	0	0	0	0	0	0	100	16	16	16	16	*	0	0
November 2036	17	0	0	0	0	0	0	0	100	11	11	11	11	*	0	0
November 2037	10	0	0	0	0	0	0	0	100	7	7	7	7	*	0	0
November 2038	2	0	0	0	0	0	0	0	100	4	4	4	4	*	0	0
November 2039	0	0	0	0	0	0	0	0	2	2	2	2	2	*	0	0
November 2040	0	0	0	0	0	0	0	0	1	1	1	1	1	*	0	0
November 2041	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2042	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	16.9	6.3	5.6	5.6	5.6	3.1	1.4	0.8	26.6	19.9	19.9	19.9	19.9	11.0	4.7	2.3

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

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

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

Date	MF and MS Classes								IM† Class							
	PSA Prepayment Assumption								PSA Prepayment Assumption							
	0%	100%	125%	160%	250%	500%	1000%	1500%	0%	100%	125%	160%	250%	500%	1000%	1500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
November 2013	100	100	100	92	73	19	0	0	99	94	92	91	86	75	51	26
November 2014	100	100	100	85	48	0	0	0	98	87	84	81	72	52	21	3
November 2015	100	100	100	79	28	0	0	0	97	80	76	72	60	36	8	*
November 2016	100	100	100	74	15	0	0	0	95	73	69	63	50	24	3	*
November 2017	100	100	100	71	7	0	0	0	94	68	63	56	42	17	1	*
November 2018	100	100	100	68	2	0	0	0	93	62	56	49	35	11	*	*
November 2019	100	100	100	67	*	0	0	0	91	57	51	44	29	8	*	*
November 2020	100	100	99	66	*	0	0	0	89	52	46	38	24	5	*	*
November 2021	100	100	97	63	*	0	0	0	88	47	41	34	20	4	*	0
November 2022	100	100	93	60	*	0	0	0	86	43	37	29	16	2	*	0
November 2023	100	100	88	56	*	0	0	0	84	39	33	26	13	2	*	0
November 2024	100	100	83	52	*	0	0	0	82	35	29	22	11	1	*	0
November 2025	100	100	77	47	*	0	0	0	79	32	26	19	9	1	*	0
November 2026	100	96	71	43	*	0	0	0	77	29	23	17	7	*	*	0
November 2027	100	89	65	39	*	0	0	0	74	25	20	14	6	*	*	0
November 2028	100	81	58	34	*	0	0	0	71	23	18	12	5	*	*	0
November 2029	100	73	52	30	*	0	0	0	68	20	15	10	4	*	*	0
November 2030	100	65	46	26	*	0	0	0	65	17	13	9	3	*	*	0
November 2031	100	58	40	22	*	0	0	0	61	15	11	7	2	*	*	0
November 2032	100	50	34	19	*	0	0	0	57	13	9	6	2	*	0	0
November 2033	100	43	29	16	*	0	0	0	53	11	8	5	1	*	0	0
November 2034	100	36	24	13	*	0	0	0	49	9	6	4	1	*	0	0
November 2035	100	29	19	10	*	0	0	0	44	7	5	3	1	*	0	0
November 2036	100	23	15	8	*	0	0	0	39	6	4	2	1	*	0	0
November 2037	100	17	11	5	*	0	0	0	34	4	3	2	*	*	0	0
November 2038	100	11	7	3	*	0	0	0	28	3	2	1	*	*	0	0
November 2039	97	5	3	2	*	0	0	0	22	1	1	*	*	*	0	0
November 2040	67	2	1	*	*	0	0	0	15	*	*	*	*	*	0	0
November 2041	35	0	0	0	0	0	0	0	8	0	0	0	0	0	0	0
November 2042	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	28.5	20.3	17.7	12.0	2.2	0.7	0.3	0.2	19.9	10.0	8.9	7.7	5.5	2.9	1.3	0.7

Date	KA, KB, KC, KD and KI† Classes					
	PSA Prepayment Assumption					
	0%	100%	250%	500%	1000%	1500%
Initial Percent	100	100	100	100	100	100
November 2013	97	95	93	89	82	74
November 2014	94	88	81	69	48	29
November 2015	91	79	66	47	19	3
November 2016	88	71	54	31	7	*
November 2017	84	64	43	21	3	*
November 2018	80	57	35	14	1	*
November 2019	77	50	28	9	*	*
November 2020	72	44	22	6	*	*
November 2021	68	39	18	4	*	*
November 2022	63	34	14	3	*	0
November 2023	58	29	11	2	*	0
November 2024	53	25	8	1	*	0
November 2025	48	20	6	1	*	0
November 2026	42	17	5	*	*	0
November 2027	36	13	3	*	*	0
November 2028	30	10	2	*	*	0
November 2029	23	7	1	*	*	0
November 2030	16	5	1	*	*	0
November 2031	8	2	*	*	0	0
November 2032	0	0	0	0	0	0
Weighted Average Life (years)**	11.8	8.0	5.4	3.5	2.1	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.

HN, FH, SH†, HA, HB and HC Classes

Date	PSA Prepayment Assumption 0%	100%	125%	160%	250%	500%	1000%	1500%
Initial Percent	100	100	100	100	100	100	100	100
November 2013	98	94	93	93	93	93	90	73
November 2014	95	85	83	83	83	77	43	15
November 2015	93	75	71	71	71	51	12	0
November 2016	90	65	61	61	61	32	0	0
November 2017	88	56	51	51	51	20	0	0
November 2018	85	48	42	42	42	11	0	0
November 2019	82	40	34	34	34	5	0	0
November 2020	79	33	27	27	27	1	0	0
November 2021	75	25	21	21	21	0	0	0
November 2022	72	19	15	15	15	0	0	0
November 2023	68	12	11	11	11	0	0	0
November 2024	64	8	8	8	8	0	0	0
November 2025	59	5	5	5	5	0	0	0
November 2026	55	2	2	2	2	0	0	0
November 2027	50	1	1	1	1	0	0	0
November 2028	45	0	0	0	0	0	0	0
November 2029	40	0	0	0	0	0	0	0
November 2030	34	0	0	0	0	0	0	0
November 2031	28	0	0	0	0	0	0	0
November 2032	22	0	0	0	0	0	0	0
November 2033	15	0	0	0	0	0	0	0
November 2034	8	0	0	0	0	0	0	0
November 2035	1	0	0	0	0	0	0	0
November 2036	0	0	0	0	0	0	0	0
November 2037	0	0	0	0	0	0	0	0
November 2038	0	0	0	0	0	0	0	0
November 2039	0	0	0	0	0	0	0	0
November 2040	0	0	0	0	0	0	0	0
November 2041	0	0	0	0	0	0	0	0
November 2042	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	14.0	6.2	5.8	5.8	5.8	3.4	2.0	1.4

HE Class

Date	PSA Prepayment Assumption 0%	100%	125%	160%	250%	500%	1000%	1500%
Initial Percent	100	100	100	100	100	100	100	100
November 2013	100	100	100	100	100	100	100	100
November 2014	100	100	100	100	100	100	100	100
November 2015	100	100	100	100	100	100	100	31
November 2016	100	100	100	100	100	100	99	3
November 2017	100	100	100	100	100	100	39	*
November 2018	100	100	100	100	100	100	15	*
November 2019	100	100	100	100	100	100	6	*
November 2020	100	100	100	100	100	100	2	*
November 2021	100	100	100	100	100	75	1	*
November 2022	100	100	100	100	100	51	*	*
November 2023	100	100	100	100	100	34	*	0
November 2024	100	100	100	100	100	23	*	0
November 2025	100	100	100	100	100	15	*	0
November 2026	100	100	100	100	100	10	*	0
November 2027	100	100	100	100	100	7	*	0
November 2028	100	86	86	86	86	5	*	0
November 2029	100	69	69	69	69	3	*	0
November 2030	100	55	55	55	55	2	*	0
November 2031	100	43	43	43	43	1	*	0
November 2032	100	34	34	34	34	1	*	0
November 2033	100	26	26	26	26	1	*	0
November 2034	100	20	20	20	20	*	*	0
November 2035	100	15	15	15	15	*	0	0
November 2036	11	11	11	11	11	*	0	0
November 2037	7	7	7	7	7	*	0	0
November 2038	5	5	5	5	5	*	0	0
November 2039	3	3	3	3	3	*	0	0
November 2040	1	1	1	1	1	*	0	0
November 2041	*	*	*	*	*	*	0	0
November 2042	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	23.8	19.3	19.3	19.3	19.3	10.8	5.1	2.9

HZ Class

Date	PSA Prepayment Assumption 0%	100%	125%	160%	250%	500%	1000%	1500%
Initial Percent	100	100	100	100	100	100	100	100
November 2013	103	103	103	98	86	53	0	0
November 2014	106	106	106	93	61	0	0	0
November 2015	109	109	108	87	36	0	0	0
November 2016	113	113	111	84	19	0	0	0
November 2017	116	116	115	82	8	0	0	0
November 2018	120	120	117	81	2	0	0	0
November 2019	123	123	119	80	*	0	0	0
November 2020	127	127	120	80	*	0	0	0
November 2021	131	131	118	77	*	0	0	0
November 2022	135	135	114	74	*	0	0	0
November 2023	139	139	109	70	*	0	0	0
November 2024	143	136	103	65	*	0	0	0
November 2025	148	129	96	60	*	0	0	0
November 2026	152	120	89	54	*	0	0	0
November 2027	157	111	81	49	*	0	0	0
November 2028	162	102	74	44	*	0	0	0
November 2029	166	93	66	39	*	0	0	0
November 2030	171	84	59	34	*	0	0	0
November 2031	177	74	52	29	*	0	0	0
November 2032	182	65	45	25	*	0	0	0
November 2033	188	57	39	21	*	0	0	0
November 2034	193	48	33	17	*	0	0	0
November 2035	199	40	27	14	*	0	0	0
November 2036	204	33	21	11	*	0	0	0
November 2037	176	25	16	8	*	0	0	0
November 2038	145	18	12	6	*	0	0	0
November 2039	113	12	7	4	*	0	0	0
November 2040	78	6	4	2	*	0	0	0
November 2041	40	*	*	*	*	0	0	0
November 2042	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	27.2	19.8	18.3	14.4	2.6	1.0	0.5	0.4

GF, HS†, IH†, GS† and HF Classes

Date	PSA Prepayment Assumption 0%	100%	125%	160%	250%	500%	1000%	1500%
Initial Percent	100	100	100	100	100	100	100	100
November 2013	99	96	95	94	92	86	74	61
November 2014	98	90	88	86	80	65	38	18
November 2015	96	83	80	76	67	44	15	2
November 2016	95	76	72	67	55	30	6	*
November 2017	94	70	65	59	46	21	2	*
November 2018	92	64	59	52	38	14	1	*
November 2019	90	59	53	46	32	10	*	*
November 2020	89	54	48	41	26	7	*	*
November 2021	87	49	43	36	22	5	*	*
November 2022	85	45	39	31	18	3	*	0
November 2023	83	41	34	27	15	2	*	0
November 2024	80	37	31	24	12	1	*	0
November 2025	78	33	27	21	10	1	*	0
November 2026	75	30	24	18	8	1	*	0
November 2027	73	27	21	15	6	*	*	0
November 2028	70	24	19	13	5	*	*	0
November 2029	66	21	16	11	4	*	*	0
November 2030	63	18	14	9	3	*	*	0
November 2031	59	16	12	8	3	*	*	0
November 2032	56	14	10	7	2	*	*	0
November 2033	52	12	9	5	2	*	0	0
November 2034	47	10	7	4	1	*	0	0
November 2035	43	8	6	3	1	*	0	0
November 2036	38	7	5	3	1	*	0	0
November 2037	32	5	3	2	*	*	0	0
November 2038	27	4	2	1	*	*	0	0
November 2039	21	2	2	1	*	*	0	0
November 2040	14	1	1	*	*	*	0	0
November 2041	7	*	*	*	*	*	0	0
November 2042	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	19.6	10.5	9.4	8.1	6.0	3.4	1.9	1.3

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

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

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

Date	A and AI† Classes PSA Prepayment Assumption					
	0%	100%	250%	500%	1000%	1500%
Initial Percent	100	100	100	100	100	100
November 2013	96	92	88	82	69	55
November 2014	91	82	72	57	31	11
November 2015	86	72	57	37	12	1
November 2016	81	63	45	24	4	*
November 2017	75	54	35	16	2	*
November 2018	69	46	27	10	1	*
November 2019	63	39	21	6	*	*
November 2020	57	32	16	4	*	*
November 2021	50	26	11	2	*	0
November 2022	43	20	8	1	*	0
November 2023	35	15	5	1	*	0
November 2024	27	10	3	*	*	0
November 2025	19	6	2	*	*	0
November 2026	10	2	*	*	*	0
November 2027	0	0	0	0	0	0
Weighted Average Life (years)**	8.5	6.1	4.4	2.9	1.7	1.2

Date	KY, KG, KH, KL and IK† Classes PSA Prepayment Assumption					
	0%	100%	250%	500%	1000%	1500%
Initial Percent	100	100	100	100	100	100
November 2013	97	95	93	89	82	74
November 2014	94	88	81	69	48	29
November 2015	91	79	66	47	19	3
November 2016	88	71	54	31	7	*
November 2017	84	64	43	21	3	*
November 2018	80	57	35	14	1	*
November 2019	77	50	28	9	*	*
November 2020	72	44	22	6	*	*
November 2021	68	39	18	4	*	*
November 2022	63	34	14	3	*	0
November 2023	58	29	11	2	*	0
November 2024	53	25	8	1	*	0
November 2025	48	20	6	1	*	0
November 2026	42	17	5	*	*	0
November 2027	36	13	3	*	*	0
November 2028	30	10	2	*	*	0
November 2029	23	7	1	*	*	0
November 2030	16	5	1	*	*	0
November 2031	8	2	*	*	0	0
November 2032	0	0	0	0	0	0
Weighted Average Life (years)**	11.8	8.0	5.4	3.5	2.1	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.

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.

Taxation of Beneficial Owners of Regular Certificates

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

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

Group	Prepayment Assumption
1	164% PSA
2	160% PSA
3	250% PSA
4	160% PSA
5	250% 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 SB, FA, HA, HB, HC, GS and HF Classes of RCR Certificates are Combination RCR Certificates. The remaining Classes of RCR Certificates are Strip RCR Certificates. See "Material Federal Income Tax Consequences—Taxation of Beneficial owners of RCR Certificates" in the REMIC Prospectus for a general discussion of the federal income tax treatment of beneficial owners of RCR Certificates.

PLAN OF DISTRIBUTION

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

LEGAL MATTERS

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

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								
PQ	$259,187,000	PB	$259,187,000	PAC	1.50%	FIX	3136AANX9	October 2042
		PI	129,593,500(3)	NTL	5.00	FIX/IO	3136AAPB5	October 2042
Recombination 2								
PQ	259,187,000	PC	259,187,000	PAC	1.75	FIX	3136AANY7	October 2042
		PI	116,634,150(3)	NTL	5.00	FIX/IO	3136AAPB5	October 2042
Recombination 3								
PQ	259,187,000	PD	259,187,000	PAC	2.00	FIX	3136AANZ4	October 2042
		PI	103,674,800(3)	NTL	5.00	FIX/IO	3136AAPB5	October 2042
Recombination 4								
PQ	259,187,000	PG	259,187,000	PAC	2.25	FIX	3136AAPA7	October 2042
		PI	90,715,450(3)	NTL	5.00	FIX/IO	3136AAPB5	October 2042
Recombination 5								
SA	224,000,000(3)	SB	224,000,000(3)	NTL	(4)	INV/IO	3136AAPC3	December 2042
IA	224,000,000(3)							
Recombination 6								
FB	224,000,000	FA	224,000,000	PT	(4)	FLT	3136AAPD1	December 2042
IA	224,000,000(3)							
Recombination 7								
MA	132,076,000	MB	132,076,000	PAC	1.50	FIX	3136AAPE9	April 2042
		MI	73,375,555(3)	NTL	4.50	FIX/IO	3136AAPJ8	April 2042
Recombination 8								
MA	132,076,000	MC	132,076,000	PAC	1.75	FIX	3136AAPF6	April 2042
		MI	66,038,000(3)	NTL	4.50	FIX/IO	3136AAPJ8	April 2042
Recombination 9								
MA	132,076,000	MD	132,076,000	PAC	2.00	FIX	3136AAPG4	April 2042
		MI	58,700,444(3)	NTL	4.50	FIX/IO	3136AAPJ8	April 2042

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 10								
MA	$132,076,000	MG	$132,076,000	PAC	2.25%	FIX	3136AAPH2	April 2042
		MI	51,362,888(3)	NTL	4.50	FIX/IO	3136AAPJ8	April 2042
Recombination 11								
KA	85,827,001	KB	85,827,001	PT	1.50	FIX	3136AAPK5	December 2032
		KI	42,913,500(3)	NTL	3.00	FIX/IO	3136AAPN9	December 2032
Recombination 12								
KA	85,827,001	KC	85,827,001	PT	1.75	FIX	3136AAPL3	December 2032
		KI	35,761,250(3)	NTL	3.00	FIX/IO	3136AAPN9	December 2032
Recombination 13								
KA	85,827,001	KD	85,827,001	PT	2.00	FIX	3136AAPM1	December 2032
		KI	28,609,000(3)	NTL	3.00	FIX/IO	3136AAPN9	December 2032
Recombination 14								
HN	102,370,100	HA	107,758,000	PAC/AD	1.75	FIX	3136AAPP4	December 2041
FH	5,387,900							
SH	5,387,900(3)							
Recombination 15								
HN	102,370,100	HB	113,744,556	PAC/AD	2.00	FIX	3136AAPQ2	December 2041
FH	11,374,456							
SH	11,374,456(3)							
Recombination 16								
HN	102,370,100	HC	120,435,412	PAC/AD	2.25	FIX	3136AAPR0	December 2041
FH	18,065,312							
SH	18,065,312(3)							
Recombination 17								
HS	77,142,857(3)	GS	77,142,857(3)	NTL	(4)	INV/IO	3136AAPS8	December 2042
IH	77,142,857(3)							
Recombination 18								
GF	77,142,857	HF	77,142,857	PT	(4)	FLT	3136AAPT6	December 2042
IH	77,142,857(3)							
Recombination 19								
KY	88,710,498	KG	88,710,498	PT	1.50	FIX	3136AAPU3	December 2032
		IK	44,355,249(3)	NTL	3.00	FIX/IO	3136AAPX7	December 2032

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 20								
KY	$ 88,710,498	KH	$ 88,710,498	PT	1.75%	FIX	3136AAPV1	December 2032
		IK	36,962,707(3)	NTL	3.00	FIX/IO	3136AAPX7	December 2032
Recombination 21								
KY	88,710,498	KL	88,710,498	PT	2.00	FIX	3136AAPW9	December 2032
		IK	29,570,166(3)	NTL	3.00	FIX/IO	3136AAPX7	December 2032

(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	$263,824,000.00	July 2017	$140,335,754.33	March 2022	$ 60,305,113.08
December 2012	261,599,842.40	August 2017	138,525,868.50	April 2022	59,335,153.24
January 2013	259,311,802.22	September 2017	136,728,973.28	May 2022	58,379,679.70
February 2013	256,961,172.13	October 2017	134,944,979.75	June 2022	57,438,484.56
March 2013	254,549,283.74	November 2017	133,173,799.60	July 2022	56,511,362.82
April 2013	252,077,506.32	December 2017	131,415,345.09	August 2022	55,598,112.36
May 2013	249,547,245.53	January 2018	129,669,529.10	September 2022	54,698,533.92
June 2013	246,959,942.05	February 2018	127,936,265.08	October 2022	53,812,431.00
July 2013	244,390,936.78	March 2018	126,215,467.08	November 2022	52,939,609.88
August 2013	241,840,105.05	April 2018	124,507,049.71	December 2022	52,079,879.55
September 2013	239,307,323.03	May 2018	122,810,928.16	January 2023	51,233,051.69
October 2013	236,792,467.71	June 2018	121,127,018.21	February 2023	50,398,940.60
November 2013	234,295,416.92	July 2018	119,455,236.18	March 2023	49,577,363.22
December 2013	231,816,049.33	August 2018	117,795,498.99	April 2023	48,768,139.04
January 2014	229,354,244.40	September 2018	116,147,724.08	May 2023	47,971,090.10
February 2014	226,909,882.40	October 2018	114,511,829.47	June 2023	47,186,040.92
March 2014	224,482,844.43	November 2018	112,887,733.73	July 2023	46,412,818.51
April 2014	222,073,012.38	December 2018	111,275,355.98	August 2023	45,651,252.30
May 2014	219,680,268.92	January 2019	109,674,615.88	September 2023	44,901,174.12
June 2014	217,304,497.53	February 2019	108,085,433.65	October 2023	44,162,418.17
July 2014	214,945,582.47	March 2019	106,507,730.01	November 2023	43,434,820.97
August 2014	212,603,408.77	April 2019	104,941,426.26	December 2023	42,718,221.35
September 2014	210,277,862.25	May 2019	103,386,444.20	January 2024	42,012,460.40
October 2014	207,968,829.48	June 2019	101,842,706.17	February 2024	41,317,381.47
November 2014	205,676,197.80	July 2019	100,310,135.02	March 2024	40,632,830.09
December 2014	203,399,855.33	August 2019	98,788,654.15	April 2024	39,958,653.97
January 2015	201,139,690.91	September 2019	97,278,187.45	May 2024	39,294,702.98
February 2015	198,895,594.15	October 2019	95,778,659.33	June 2024	38,640,829.09
March 2015	196,667,455.39	November 2019	94,289,994.72	July 2024	37,996,886.36
April 2015	194,455,165.74	December 2019	92,816,788.03	August 2024	37,362,730.91
May 2015	192,258,616.99	January 2020	91,365,254.89	September 2024	36,738,220.89
June 2015	190,077,701.71	February 2020	89,935,086.93	October 2024	36,123,216.44
July 2015	187,912,313.17	March 2020	88,525,980.08	November 2024	35,517,579.69
August 2015	185,762,345.35	April 2020	87,137,634.52	December 2024	34,921,174.71
September 2015	183,627,692.96	May 2020	85,769,754.58	January 2025	34,333,867.48
October 2015	181,508,251.42	June 2020	84,422,048.77	February 2025	33,755,525.86
November 2015	179,403,916.85	July 2020	83,094,229.62	March 2025	33,186,019.62
December 2015	177,314,586.06	August 2020	81,786,013.69	April 2025	32,625,220.33
January 2016	175,240,156.57	September 2020	80,497,121.50	May 2025	32,073,001.38
February 2016	173,180,526.59	October 2020	79,227,277.47	June 2025	31,529,237.96
March 2016	171,135,595.00	November 2020	77,976,209.88	July 2025	30,993,807.02
April 2016	169,105,261.38	December 2020	76,743,650.78	August 2025	30,466,587.25
May 2016	167,089,425.97	January 2021	75,529,335.98	September 2025	29,947,459.05
June 2016	165,087,989.71	February 2021	74,333,004.99	October 2025	29,436,304.52
July 2016	163,100,854.16	March 2021	73,154,400.94	November 2025	28,933,007.43
August 2016	161,127,921.59	April 2021	71,993,270.57	December 2025	28,437,453.17
September 2016	159,169,094.91	May 2021	70,849,364.14	January 2026	27,949,528.79
October 2016	157,224,277.68	June 2021	69,722,435.43	February 2026	27,469,122.91
November 2016	155,293,374.12	July 2021	68,612,241.64	March 2026	26,996,125.74
December 2016	153,376,289.08	August 2021	67,518,543.37	April 2026	26,530,429.04
January 2017	151,472,928.07	September 2021	66,441,104.59	May 2026	26,071,926.11
February 2017	149,583,197.22	October 2021	65,379,692.55	June 2026	25,620,511.77
March 2017	147,707,003.31	November 2021	64,334,077.77	July 2026	25,176,082.30
April 2017	145,844,253.73	December 2021	63,304,033.98	August 2026	24,738,535.49
May 2017	143,994,856.51	January 2022	62,289,338.07	September 2026	24,307,770.54
June 2017	142,158,720.29	February 2022	61,289,770.07	October 2026	23,883,688.12

Aggregate Group I (Continued)

Distribution Date	Planned Balance	Distribution Date	Planned Balance	Distribution Date	Planned Balance
November 2026	$ 23,466,190.29	July 2031	$ 8,120,026.84	March 2036	$ 2,078,636.23
December 2026	23,055,180.49	August 2031	7,953,529.70	April 2036	2,016,277.71
January 2027	22,650,563.55	September 2031	7,789,791.20	May 2036	1,955,069.72
February 2027	22,252,245.64	October 2031	7,628,769.53	June 2036	1,894,993.96
March 2027	21,860,134.27	November 2031	7,470,423.48	July 2036	1,836,032.40
April 2027	21,474,138.27	December 2031	7,314,712.45	August 2036	1,778,167.27
May 2027	21,094,167.74	January 2032	7,161,596.41	September 2036	1,721,381.09
June 2027	20,720,134.09	February 2032	7,011,035.92	October 2036	1,665,656.60
July 2027	20,351,949.98	March 2032	6,862,992.11	November 2036	1,610,976.84
August 2027	19,989,529.30	April 2032	6,717,426.67	December 2036	1,557,325.07
September 2027	19,632,787.17	May 2032	6,574,301.86	January 2037	1,504,684.82
October 2027	19,281,639.94	June 2032	6,433,580.46	February 2037	1,453,039.85
November 2027	18,936,005.12	July 2032	6,295,225.82	March 2037	1,402,374.17
December 2027	18,595,801.42	August 2032	6,159,201.80	April 2037	1,352,672.03
January 2028	18,260,948.69	September 2032	6,025,472.80	May 2037	1,303,917.91
February 2028	17,931,367.93	October 2032	5,894,003.73	June 2037	1,256,096.53
March 2028	17,606,981.27	November 2032	5,764,760.02	July 2037	1,209,192.83
April 2028	17,287,711.94	December 2032	5,637,707.58	August 2037	1,163,191.98
May 2028	16,973,484.29	January 2033	5,512,812.83	September 2037	1,118,079.37
June 2028	16,664,223.71	February 2033	5,390,042.70	October 2037	1,073,840.61
July 2028	16,359,856.68	March 2033	5,269,364.57	November 2037	1,030,461.53
August 2028	16,060,310.74	April 2033	5,150,746.30	December 2037	987,928.17
September 2028	15,765,514.44	May 2033	5,034,156.23	January 2038	946,226.77
October 2028	15,475,397.37	June 2033	4,919,563.16	February 2038	905,343.78
November 2028	15,189,890.11	July 2033	4,806,936.34	March 2038	865,265.87
December 2028	14,908,924.25	August 2033	4,696,245.48	April 2038	825,979.89
January 2029	14,632,432.34	September 2033	4,587,460.71	May 2038	787,472.90
February 2029	14,360,347.90	October 2033	4,480,552.61	June 2038	749,732.14
March 2029	14,092,605.42	November 2033	4,375,492.20	July 2038	712,745.07
April 2029	13,829,140.30	December 2033	4,272,250.91	August 2038	676,499.32
May 2029	13,569,888.89	January 2034	4,170,800.58	September 2038	640,982.70
June 2029	13,314,788.43	February 2034	4,071,113.49	October 2038	606,183.22
July 2029	13,063,777.08	March 2034	3,973,162.31	November 2038	572,089.05
August 2029	12,816,793.86	April 2034	3,876,920.09	December 2038	538,688.57
September 2029	12,573,778.69	May 2034	3,782,360.32	January 2039	505,970.32
October 2029	12,334,672.34	June 2034	3,689,456.83	February 2039	473,922.99
November 2029	12,099,416.43	July 2034	3,598,183.88	March 2039	442,535.49
December 2029	11,867,953.42	August 2034	3,508,516.07	April 2039	411,796.85
January 2030	11,640,226.59	September 2034	3,420,428.39	May 2039	381,696.30
February 2030	11,416,180.05	October 2034	3,333,896.21	June 2039	352,223.21
March 2030	11,195,758.69	November 2034	3,248,895.22	July 2039	323,367.14
April 2030	10,978,908.21	December 2034	3,165,401.52	August 2039	295,117.77
May 2030	10,765,575.09	January 2035	3,083,391.53	September 2039	267,464.98
June 2030	10,555,706.57	February 2035	3,002,842.02	October 2039	240,398.77
July 2030	10,349,250.65	March 2035	2,923,730.11	November 2039	213,909.31
August 2030	10,146,156.09	April 2035	2,846,033.25	December 2039	187,986.91
September 2030	9,946,372.38	May 2035	2,769,729.23	January 2040	162,622.03
October 2030	9,749,849.73	June 2035	2,694,796.16	February 2040	137,805.28
November 2030	9,556,539.08	July 2035	2,621,212.47	March 2040	113,527.42
December 2030	9,366,392.08	August 2035	2,548,956.93	April 2040	89,779.34
January 2031	9,179,361.05	September 2035	2,478,008.60	May 2040	66,552.06
February 2031	8,995,399.03	October 2035	2,408,346.85	June 2040	43,836.76
March 2031	8,814,459.71	November 2035	2,339,951.37	July 2040	21,624.74
April 2031	8,636,497.48	December 2035	2,272,802.14	August 2040 and thereafter	0.00
May 2031	8,461,467.37	January 2036	2,206,879.45		
June 2031	8,289,325.04	February 2036	2,142,163.86		

Aggregate Group II Planned Balances

Distribution Date	Planned Balance	Distribution Date	Planned Balance	Distribution Date	Planned Balance
Initial Balance	$140,112,000.00	October 2017	$ 73,613,962.37	September 2022	$ 29,980,754.89
December 2012	139,129,258.74	November 2017	72,662,336.08	October 2022	29,494,202.80
January 2013	138,111,799.64	December 2017	71,717,377.18	November 2022	29,014,973.01
February 2013	137,060,167.93	January 2018	70,779,041.33	December 2022	28,542,959.74
March 2013	135,974,930.06	February 2018	69,847,284.46	January 2023	28,078,058.74
April 2013	134,856,673.21	March 2018	68,922,062.79	February 2023	27,620,167.22
May 2013	133,706,004.76	April 2018	68,003,332.84	March 2023	27,169,183.81
June 2013	132,523,551.74	May 2018	67,091,051.40	April 2023	26,725,008.62
July 2013	131,309,960.27	June 2018	66,185,175.55	May 2023	26,287,543.12
August 2013	130,091,884.26	July 2018	65,285,662.65	June 2023	25,856,690.20
September 2013	128,869,439.86	August 2018	64,392,470.33	July 2023	25,432,354.12
October 2013	127,642,750.31	September 2018	63,505,556.51	August 2023	25,014,440.47
November 2013	126,411,945.72	October 2018	62,624,879.38	September 2023	24,602,856.19
December 2013	125,177,162.93	November 2018	61,750,397.39	October 2023	24,197,509.54
January 2014	123,938,545.38	December 2018	60,882,069.29	November 2023	23,798,310.05
February 2014	122,696,242.93	January 2019	60,019,854.08	December 2023	23,405,168.56
March 2014	121,450,411.64	February 2019	59,163,711.03	January 2024	23,017,997.15
April 2014	120,201,213.67	March 2019	58,313,599.68	February 2024	22,636,709.14
May 2014	118,948,817.01	April 2019	57,469,479.83	March 2024	22,261,219.09
June 2014	117,693,395.36	May 2019	56,631,311.56	April 2024	21,891,442.76
July 2014	116,435,127.87	June 2019	55,799,055.18	May 2024	21,527,297.10
August 2014	115,185,562.92	July 2019	54,972,671.28	June 2024	21,168,700.23
September 2014	113,944,642.87	August 2019	54,152,120.72	July 2024	20,815,571.45
October 2014	112,712,310.45	September 2019	53,337,364.58	August 2024	20,467,831.18
November 2014	111,488,508.75	October 2019	52,528,364.24	September 2024	20,125,400.98
December 2014	110,273,181.26	November 2019	51,725,081.28	October 2024	19,788,203.51
January 2015	109,066,271.81	December 2019	50,927,477.59	November 2024	19,456,162.53
February 2015	107,867,724.61	January 2020	50,135,515.26	December 2024	19,129,202.89
March 2015	106,677,484.24	February 2020	49,349,156.65	January 2025	18,807,250.49
April 2015	105,495,495.63	March 2020	48,573,967.68	February 2025	18,490,232.28
May 2015	104,321,704.08	April 2020	47,810,246.04	March 2025	18,178,076.26
June 2015	103,156,055.25	May 2020	47,057,827.77	April 2025	17,870,711.45
July 2015	101,998,495.12	June 2020	46,316,551.20	May 2025	17,568,067.86
August 2015	100,848,970.08	July 2020	45,586,256.94	June 2025	17,270,076.50
September 2015	99,707,426.82	August 2020	44,866,787.80	July 2025	16,976,669.38
October 2015	98,573,812.41	September 2020	44,157,988.82	August 2025	16,687,779.44
November 2015	97,448,074.25	October 2020	43,459,707.21	September 2025	16,403,340.60
December 2015	96,330,160.09	November 2020	42,771,792.31	October 2025	16,123,287.71
January 2016	95,220,018.01	December 2020	42,094,095.58	November 2025	15,847,556.54
February 2016	94,117,596.44	January 2021	41,426,470.56	December 2025	15,576,083.78
March 2016	93,022,844.15	February 2021	40,768,772.84	January 2026	15,308,807.01
April 2016	91,935,710.24	March 2021	40,120,860.06	February 2026	15,045,664.72
May 2016	90,856,144.14	April 2021	39,482,591.81	March 2026	14,786,596.25
June 2016	89,784,095.61	May 2021	38,853,829.71	April 2026	14,531,541.81
July 2016	88,719,514.74	June 2021	38,234,437.27	May 2026	14,280,442.47
August 2016	87,662,351.94	July 2021	37,624,279.95	June 2026	14,033,240.13
September 2016	86,612,557.97	August 2021	37,023,225.08	July 2026	13,789,877.51
October 2016	85,570,083.88	September 2021	36,431,141.86	August 2026	13,550,298.18
November 2016	84,534,881.05	October 2021	35,847,901.34	September 2026	13,314,446.47
December 2016	83,506,901.18	November 2021	35,273,376.36	October 2026	13,082,267.52
January 2017	82,486,096.29	December 2021	34,707,441.56	November 2026	12,853,707.27
February 2017	81,472,418.70	January 2022	34,149,973.34	December 2026	12,628,712.41
March 2017	80,465,821.06	February 2022	33,600,849.84	January 2027	12,407,230.39
April 2017	79,466,256.32	March 2022	33,059,950.90	February 2027	12,189,209.42
May 2017	78,473,677.73	April 2022	32,527,158.07	March 2027	11,974,598.44
June 2017	77,488,038.86	May 2022	32,002,354.56	April 2027	11,763,347.13
July 2017	76,509,293.57	June 2022	31,485,425.22	May 2027	11,555,405.88
August 2017	75,537,396.03	July 2022	30,976,256.52	June 2027	11,350,725.79
September 2017	74,572,300.71	August 2022	30,474,736.52	July 2027	11,149,258.66

Aggregate Group II (Continued)

Distribution Date	Planned Balance	Distribution Date	Planned Balance	Distribution Date	Planned Balance
August 2027	$ 10,950,956.98	June 2032	$ 3,544,121.64	April 2037	$ 774,971.68
September 2027	10,755,773.91	July 2032	3,468,658.02	May 2037	748,414.21
October 2027	10,563,663.30	August 2032	3,394,468.88	June 2037	722,364.50
November 2027	10,374,579.63	September 2032	3,321,534.65	July 2037	696,814.33
December 2027	10,188,478.06	October 2032	3,249,836.05	August 2037	671,755.58
January 2028	10,005,314.37	November 2032	3,179,354.09	September 2037	647,180.25
February 2028	9,825,045.00	December 2032	3,110,070.03	October 2037	623,080.49
March 2028	9,647,626.98	January 2033	3,041,965.45	November 2037	599,448.53
April 2028	9,473,017.98	February 2033	2,975,022.15	December 2037	576,276.75
May 2028	9,301,176.28	March 2033	2,909,222.23	January 2038	553,557.62
June 2028	9,132,060.73	April 2033	2,844,548.05	February 2038	531,283.75
July 2028	8,965,630.79	May 2033	2,780,982.20	March 2038	509,447.84
August 2028	8,801,846.51	June 2033	2,718,507.56	April 2038	488,042.70
September 2028	8,640,668.49	July 2033	2,657,107.25	May 2038	467,061.26
October 2028	8,482,057.91	August 2033	2,596,764.62	June 2038	446,496.55
November 2028	8,325,976.51	September 2033	2,537,463.29	July 2038	426,341.72
December 2028	8,172,386.58	October 2033	2,479,187.10	August 2038	406,590.00
January 2029	8,021,250.93	November 2033	2,421,920.14	September 2038	387,234.74
February 2029	7,872,532.92	December 2033	2,365,646.74	October 2038	368,269.39
March 2029	7,726,196.46	January 2034	2,310,351.44	November 2038	349,687.49
April 2029	7,582,205.93	February 2034	2,256,019.01	December 2038	331,482.68
May 2029	7,440,526.27	March 2034	2,202,634.47	January 2039	313,648.70
June 2029	7,301,122.88	April 2034	2,150,183.04	February 2039	296,179.40
July 2029	7,163,961.71	May 2034	2,098,650.15	March 2039	279,068.70
August 2029	7,029,009.14	June 2034	2,048,021.46	April 2039	262,310.62
September 2029	6,896,232.09	July 2034	1,998,282.84	May 2039	245,899.27
October 2029	6,765,597.93	August 2034	1,949,420.37	June 2039	229,828.87
November 2029	6,637,074.49	September 2034	1,901,420.31	July 2039	214,093.69
December 2029	6,510,630.08	October 2034	1,854,269.17	August 2039	198,688.13
January 2030	6,386,233.48	November 2034	1,807,953.62	September 2039	183,606.63
February 2030	6,263,853.88	December 2034	1,762,460.53	October 2039	168,843.76
March 2030	6,143,460.95	January 2035	1,717,777.00	November 2039	154,394.15
April 2030	6,025,024.79	February 2035	1,673,890.27	December 2039	140,252.51
May 2030	5,908,515.93	March 2035	1,630,787.81	January 2040	126,413.64
June 2030	5,793,905.32	April 2035	1,588,457.25	February 2040	112,872.42
July 2030	5,681,164.33	May 2035	1,546,886.42	March 2040	99,623.79
August 2030	5,570,264.76	June 2035	1,506,063.32	April 2040	86,662.80
September 2030	5,461,178.79	July 2035	1,465,976.13	May 2040	73,984.56
October 2030	5,353,879.04	August 2035	1,426,613.20	June 2040	61,584.23
November 2030	5,248,338.49	September 2035	1,387,963.08	July 2040	57,238.92
December 2030	5,144,530.53	October 2035	1,350,014.46	August 2040	52,985.01
January 2031	5,042,428.94	November 2035	1,312,756.20	September 2040	48,820.96
February 2031	4,942,007.85	December 2035	1,276,177.34	October 2040	44,745.26
March 2031	4,843,241.82	January 2036	1,240,267.07	November 2040	40,756.40
April 2031	4,746,105.72	February 2036	1,205,014.77	December 2040	36,852.94
May 2031	4,650,574.82	March 2036	1,170,409.93	January 2041	33,033.41
June 2031	4,556,624.73	April 2036	1,136,442.24	February 2041	29,296.39
July 2031	4,464,231.44	May 2036	1,103,101.51	March 2041	25,640.48
August 2031	4,373,371.27	June 2036	1,070,377.74	April 2041	22,064.30
September 2031	4,284,020.87	July 2036	1,038,261.04	May 2041	18,566.50
October 2031	4,196,157.27	August 2036	1,006,741.69	June 2041	15,145.72
November 2031	4,109,757.79	September 2036	975,810.12	July 2041	11,800.65
December 2031	4,024,800.11	October 2036	945,456.88	August 2041	8,530.01
January 2032	3,941,262.22	November 2036	915,672.69	September 2041	5,332.49
February 2032	3,859,122.43	December 2036	886,448.38	October 2041	2,206.86
March 2032	3,778,359.39	January 2037	857,774.95	November 2041 and thereafter	0.00
April 2032	3,698,952.02	February 2037	829,643.49		
May 2032	3,620,879.59	March 2037	802,045.28		

Aggregate Group III Planned Balances

Distribution Date	Planned Balance	Distribution Date	Planned Balance	Distribution Date	Planned Balance
Initial Balance	$157,871,000.00	October 2017	$ 87,186,791.64	September 2022	$ 35,428,637.66
December 2012	157,239,108.72	November 2017	86,027,196.26	October 2022	34,855,705.79
January 2013	156,591,068.50	December 2017	84,877,619.43	November 2022	34,291,422.08
February 2013	155,895,093.23	January 2018	83,737,978.86	December 2022	33,735,661.00
March 2013	155,151,563.99	February 2018	82,608,192.88	January 2023	33,188,298.78
April 2013	154,367,167.19	March 2018	81,488,180.51	February 2023	32,649,213.45
May 2013	153,543,405.60	April 2018	80,377,861.39	March 2023	32,118,284.73
June 2013	152,680,647.80	May 2018	79,277,155.83	April 2023	31,595,394.05
July 2013	151,779,287.41	June 2018	78,185,984.76	May 2023	31,080,424.53
August 2013	150,839,742.72	July 2018	77,104,269.75	June 2023	30,573,260.96
September 2013	149,862,456.38	August 2018	76,031,933.02	July 2023	30,073,789.74
October 2013	148,847,895.01	September 2018	74,968,897.39	August 2023	29,581,898.89
November 2013	147,796,548.87	October 2018	73,915,086.30	September 2023	29,097,478.03
December 2013	146,708,931.38	November 2018	72,870,423.82	October 2023	28,620,418.33
January 2014	145,585,578.71	December 2018	71,834,834.62	November 2023	28,150,612.53
February 2014	144,427,049.31	January 2019	70,808,243.98	December 2023	27,687,954.86
March 2014	143,233,923.43	February 2019	69,790,577.77	January 2024	27,232,341.08
April 2014	142,006,802.57	March 2019	68,781,762.46	February 2024	26,783,668.42
May 2014	140,746,309.00	April 2019	67,781,725.13	March 2024	26,341,835.58
June 2014	139,464,822.07	May 2019	66,790,393.42	April 2024	25,906,742.68
July 2014	138,162,744.12	June 2019	65,807,695.55	May 2024	25,478,291.29
August 2014	136,840,491.95	July 2019	64,833,560.34	June 2024	25,056,384.35
September 2014	135,498,496.45	August 2019	63,867,917.17	July 2024	24,640,926.20
October 2014	134,137,202.20	September 2019	62,910,695.99	August 2024	24,231,822.53
November 2014	132,757,067.03	October 2019	61,961,827.29	September 2024	23,828,980.38
December 2014	131,358,561.56	November 2019	61,021,242.16	October 2024	23,432,308.12
January 2015	129,942,168.81	December 2019	60,088,872.22	November 2024	23,041,715.41
February 2015	128,508,383.64	January 2020	59,164,649.64	December 2024	22,657,113.20
March 2015	127,083,863.77	February 2020	58,248,507.13	January 2025	22,278,413.72
April 2015	125,668,545.26	March 2020	57,340,377.97	February 2025	21,905,530.44
May 2015	124,262,364.57	April 2020	56,440,195.94	March 2025	21,538,378.07
June 2015	122,865,258.57	May 2020	55,552,888.42	April 2025	21,176,872.53
July 2015	121,477,164.56	June 2020	54,678,768.01	May 2025	20,820,930.95
August 2015	120,098,020.23	July 2020	53,817,645.11	June 2025	20,470,471.63
September 2015	118,727,763.69	August 2020	52,969,332.77	July 2025	20,125,414.03
October 2015	117,366,333.42	September 2020	52,133,646.67	August 2025	19,785,678.79
November 2015	116,013,668.34	October 2020	51,310,405.10	September 2025	19,451,187.65
December 2015	114,669,707.74	November 2020	50,499,428.90	October 2025	19,121,863.48
January 2016	113,334,391.31	December 2020	49,700,541.45	November 2025	18,797,630.27
February 2016	112,007,659.13	January 2021	48,913,568.59	December 2025	18,478,413.07
March 2016	110,689,451.67	February 2021	48,138,338.65	January 2026	18,164,138.00
April 2016	109,379,709.79	March 2021	47,374,682.36	February 2026	17,854,732.27
May 2016	108,078,374.72	April 2021	46,622,432.83	March 2026	17,550,124.08
June 2016	106,785,388.10	May 2021	45,881,425.56	April 2026	17,250,242.71
July 2016	105,500,691.91	June 2021	45,151,498.33	May 2026	16,955,018.42
August 2016	104,224,228.54	July 2021	44,432,491.23	June 2026	16,664,382.47
September 2016	102,955,940.74	August 2021	43,724,246.61	July 2026	16,378,267.12
October 2016	101,695,771.61	September 2021	43,026,609.04	August 2026	16,096,605.58
November 2016	100,443,664.67	October 2021	42,339,425.27	September 2026	15,819,332.02
December 2016	99,199,563.75	November 2021	41,662,544.25	October 2026	15,546,381.58
January 2017	97,963,413.08	December 2021	40,995,817.03	November 2026	15,277,690.30
February 2017	96,735,157.24	January 2022	40,339,096.79	December 2026	15,013,195.14
March 2017	95,514,741.17	February 2022	39,692,238.75	January 2027	14,752,833.98
April 2017	94,302,110.17	March 2022	39,055,100.23	February 2027	14,496,545.58
May 2017	93,097,209.89	April 2022	38,427,540.52	March 2027	14,244,269.57
June 2017	91,899,986.34	May 2022	37,809,420.91	April 2027	13,995,946.48
July 2017	90,710,385.86	June 2022	37,200,604.68	May 2027	13,751,517.65
August 2017	89,528,355.16	July 2022	36,600,957.01	June 2027	13,510,925.29
September 2017	88,353,841.29	August 2022	36,010,345.01	July 2027	13,274,112.43

Aggregate Group III (Continued)

Distribution Date	Planned Balance	Distribution Date	Planned Balance	Distribution Date	Planned Balance
August 2027	$ 13,041,022.94	June 2032	$ 4,332,623.28	April 2037	$ 1,062,308.35
September 2027	12,811,601.45	July 2032	4,243,779.19	May 2037	1,030,715.26
October 2027	12,585,793.45	August 2032	4,156,428.60	June 2037	999,715.98
November 2027	12,363,545.15	September 2032	4,070,548.50	July 2037	969,300.88
December 2027	12,144,803.58	October 2032	3,986,116.21	August 2037	939,460.46
January 2028	11,929,516.51	November 2032	3,903,109.41	September 2037	910,185.39
February 2028	11,717,632.46	December 2032	3,821,506.10	October 2037	881,466.45
March 2028	11,509,100.72	January 2033	3,741,284.58	November 2037	853,294.57
April 2028	11,303,871.28	February 2033	3,662,423.49	December 2037	825,660.82
May 2028	11,101,894.85	March 2033	3,584,901.79	January 2038	798,556.42
June 2028	10,903,122.87	April 2033	3,508,698.74	February 2038	771,972.70
July 2028	10,707,507.48	May 2033	3,433,793.90	March 2038	745,901.13
August 2028	10,515,001.49	June 2033	3,360,167.15	April 2038	720,333.31
September 2028	10,325,558.40	July 2033	3,287,798.64	May 2038	695,260.97
October 2028	10,139,132.39	August 2033	3,216,668.83	June 2038	670,675.97
November 2028	9,955,678.29	September 2033	3,146,758.47	July 2038	646,570.28
December 2028	9,775,151.60	October 2033	3,078,048.60	August 2038	622,936.00
January 2029	9,597,508.44	November 2033	3,010,520.51	September 2038	599,765.36
February 2029	9,422,705.57	December 2033	2,944,155.80	October 2038	577,050.69
March 2029	9,250,700.39	January 2034	2,878,936.33	November 2038	554,784.46
April 2029	9,081,450.90	February 2034	2,814,844.22	December 2038	532,959.22
May 2029	8,914,915.72	March 2034	2,751,861.87	January 2039	511,567.68
June 2029	8,751,054.05	April 2034	2,689,971.92	February 2039	490,602.62
July 2029	8,589,825.71	May 2034	2,629,157.30	March 2039	470,056.95
August 2029	8,431,191.06	June 2034	2,569,401.15	April 2039	449,923.69
September 2029	8,275,111.08	July 2034	2,510,686.90	May 2039	430,195.96
October 2029	8,121,547.29	August 2034	2,452,998.20	June 2039	410,867.00
November 2029	7,970,461.77	September 2034	2,396,318.95	July 2039	391,930.13
December 2029	7,821,817.15	October 2034	2,340,633.29	August 2039	373,378.78
January 2030	7,675,576.60	November 2034	2,285,925.61	September 2039	355,206.50
February 2030	7,531,703.84	December 2034	2,232,180.50	October 2039	337,406.93
March 2030	7,390,163.10	January 2035	2,179,382.81	November 2039	319,973.78
April 2030	7,250,919.13	February 2035	2,127,517.59	December 2039	302,900.90
May 2030	7,113,937.19	March 2035	2,076,570.14	January 2040	286,182.21
June 2030	6,979,183.08	April 2035	2,026,525.95	February 2040	269,811.73
July 2030	6,846,623.04	May 2035	1,977,370.75	March 2040	253,783.56
August 2030	6,716,223.83	June 2035	1,929,090.47	April 2040	238,091.92
September 2030	6,587,952.71	July 2035	1,881,671.25	May 2040	222,731.09
October 2030	6,461,777.40	August 2035	1,835,099.44	June 2040	207,695.46
November 2030	6,337,666.07	September 2035	1,789,361.60	July 2040	192,979.48
December 2030	6,215,587.39	October 2035	1,744,444.48	August 2040	178,577.72
January 2031	6,095,510.46	November 2035	1,700,335.03	September 2040	164,484.80
February 2031	5,977,404.84	December 2035	1,657,020.40	October 2040	150,695.46
March 2031	5,861,240.53	January 2036	1,614,487.93	November 2040	137,204.49
April 2031	5,746,987.99	February 2036	1,572,725.15	December 2040	124,006.78
May 2031	5,634,618.07	March 2036	1,531,719.78	January 2041	111,097.29
June 2031	5,524,102.08	April 2036	1,491,459.71	February 2041	98,471.07
July 2031	5,415,411.74	May 2036	1,451,933.02	March 2041	86,123.22
August 2031	5,308,519.16	June 2036	1,413,127.99	April 2041	74,048.95
September 2031	5,203,396.89	July 2036	1,375,033.04	May 2041	62,243.52
October 2031	5,100,017.88	August 2036	1,337,636.78	June 2041	50,702.28
November 2031	4,998,355.44	September 2036	1,300,928.00	July 2041	39,420.65
December 2031	4,898,383.31	October 2036	1,264,895.65	August 2041	28,394.11
January 2032	4,800,075.59	November 2036	1,229,528.84	September 2041	20,605.48
February 2032	4,703,406.78	December 2036	1,194,816.85	October 2041	12,993.69
March 2032	4,608,351.73	January 2037	1,160,749.13	November 2041	5,555.66
April 2032	4,514,885.68	February 2037	1,127,315.28	December 2041 and thereafter	0.00
May 2032	4,422,984.21	March 2037	1,094,505.05		

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

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

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$1,284,537,499

FannieMae®

Guaranteed REMIC

Pass-Through Certificates

Fannie Mae REMIC Trust 2012-132

PROSPECTUS SUPPLEMENT

Barclays

November 26, 2012