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

$250,000,000

FannieMae®

Guaranteed REMIC Pass-Through Certificates
Fannie Mae REMIC Trust 2012-140

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, and
- principal to the extent available for payment on your class.

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

The Fannie Mae Guaranty

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

The Trust and its Assets

The trust will own Fannie Mae MBS.

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

Class	Original Class Balance	Principal Type(1)	Interest Rate	Interest Type(1)	CUSIP Number	Final Distribution Date
PA	$96,386,250	PAC	2.0%	FIX	3136AAGY5	December 2042
FP(2)	57,831,750	PAC	(3)	FLT	3136AAGZ2	December 2042
SP(2)	57,831,750(4)	NTL	(3)	INV/IO	3136AAHA6	December 2042
FC	60,952,181	SUP	(3)	FLT	3136AAHB4	December 2042
SC	34,829,819	SUP	(3)	INV	3136AAHC2	December 2042
R	0	NPR	0	NPR	3136AAHD0	December 2042
RL	0	NPR	0	NPR	3136AAHE8	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 balance. This class is an interest only class. See page S-5 for a description of how its notional balance is 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, PI, PC, PD, PE and PT 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.

Carefully consider the risk factors on page S-6 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.

Mizuho Securities USA Inc.

The date of this Prospectus Supplement is November 26, 2012

TABLE OF CONTENTS

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:

Mizuho Securities USA Inc.
c/o Broadridge Financial Solutions
1251 Avenue of the Americas
33rd Floor
New York, NY 10020
(telephone 201-626-1288).

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.

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)
$79,038,843	3.50%	3.75% to 6.00%	241 to 360
$65,104,250	3.50%	3.75% to 6.00%	241 to 360
$16,026,709	3.50%	3.75% to 6.00%	241 to 360
$89,830,198	3.50%	3.75% to 6.00%	241 to 360

Assumed Characteristics of the Underlying Mortgage Loans

Principal Balance	Original Term to Maturity (in months)	Remaining Term to Maturity (in months)	Loan Age (in months)	Interest Rate
$79,038,843	360	354	5	4.115%
$65,104,250	360	353	6	4.113%
$16,026,709	360	355	5	4.067%
$89,830,198	360	359	1	4.000%

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)
FP	0.5600%	6.000%	0.35%	LIBOR + 35 basis points
SP	5.4400%	5.650%	0.00%	5.65% − LIBOR
FC	1.2100%	5.500%	1.00%	LIBOR + 100 basis points
SC	7.5075%	7.875%	0.00%	7.875% − (1.75 × LIBOR)

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

Notional Classes

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

Class	
SP	100% of the FP Class
PI	128.5714283244% of the FP Class

Distributions of Principal

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

Weighted Average Lives (years)*

	PSA Prepayment Assumption								
	0%	100%	200%	350%	400%	700%	1000%	1400%	2100%
PA, FP, SP, PB, PI, PC, PD, PE and PT	14.5	6.0	6.0	6.0	5.5	3.5	2.6	2.0	1.4
FC and SC	27.0	17.9	9.0	2.7	2.2	1.3	1.0	0.8	0.6

* 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 certain Fannie Mae Guaranteed Mortgage Pass-Through Certificates (the "MBS").

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

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

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

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

For additional information, see "Summary—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 on a Distribution Date will consist of one month's interest on the outstanding balance of that Certificate immediately prior to that Distribution Date.

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.

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.

We will pay the Principal Distribution Amount in the following priority:

1. To the Aggregate Group to its Planned Balance.	**PAC Group**
2. To FC and SC, pro rata, until retired.	**Support Classes**
3. To the Aggregate Group to zero.	**PAC Group**

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

The "Aggregate Group" consists of the PA and FP Classes. On each Distribution Date, we will apply payments of principal of the Aggregate Group to PA and FP, pro rata, until retired.

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

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—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 Schedule. The Principal Balance Schedule is set forth beginning on page B-1 of this prospectus supplement. The Principal Balance Schedule was prepared based on the Pricing Assumptions and the assumption that the related Mortgage Loans prepay at a *constant* rate within the "Structuring Range" specified in the chart below. The "Effective Range" for the Aggregate Group is the range of prepayment rates (measured by *constant* PSA rates) that would reduce the 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 Group. 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 Aggregate Group schedule). If such separate schedules had been provided for the individual Classes included in the Aggregate Group, we expect that the effective ranges for those Classes would not be narrower than that shown below for the Aggregate Group.

Group	Structuring Range	Initial Effective Range
Aggregate Group Planned Balances	Between 100% and 350% PSA	(1)

(1) The Planned Balances for the Aggregate Group have been structured between 100% and 350% PSA, but hold between 103% and 350% PSA.

The Aggregate Group consists of the PA and FP Classes.

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

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

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 the Aggregate Group to its scheduled balance in any month. As a result, the likelihood of reducing the 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 Structuring Range or Effective Range, principal distributions may be insufficient to reduce the Aggregate Group to its scheduled balance each month if prepayments do not occur at a *constant* PSA rate.
- The actual Effective Range 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 Range will likely differ from the Initial Effective Range specified above. For the same reason, the Aggregate Group might not be reduced to its scheduled balance each month even if the related Mortgage Loans prepay at a *constant* PSA rate within the Initial Effective Range. This is so particularly if the rate falls at the lower or higher end of the range.

- The actual Effective Range may narrow, widen or shift upward or downward to reflect actual prepayment experience over time.
- The principal payment stability of the Aggregate Group will be supported by two other Classes. When the related supporting Classes are retired, the Aggregate Group, 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 Class. **The yield to investors in the Fixed Rate Interest Only Class will be very sensitive to the rate of principal payments (including prepayments) of the related Mortgage Loans. The Mortgage Loans generally can be prepaid at any time without penalty. On the basis of the assumptions described below, the yield to maturity on the Fixed Rate Interest Only Class would be 0% if prepayments of the related Mortgage Loans were to occur at the following constant rate:**

Class	% PSA
PI	704%

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 table has been prepared on the basis of the Pricing Assumptions and the assumption that the aggregate purchase price of the Fixed Rate Interest Only Class (expressed as a percentage of the original principal balance) is as follows:

Class	Price*
PI	12.00%

* The price does not include accrued interest. Accrued interest has been added to the price in calculating the yields set forth in the table below.

Sensitivity of the PI Class to Prepayments

	PSA Prepayment Assumption								
	50%	100%	200%	350%	400%	700%	1000%	1400%	2100%
Pre-Tax Yields to Maturity	20.8%	15.3%	15.3%	15.3%	13.8%	0.2%	(16.1)%	(40.2)%	(83.4)%

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 table below, it is possible that investors in the SP Class would lose money on their initial investments under certain Index and prepayment scenarios.**

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

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

- the interest rates for the Inverse Floating Rate Classes 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*
SP	14.50%
SC	98.50%

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

	PSA Prepayment Assumption								
LIBOR	50%	100%	200%	350%	400%	700%	1000%	1400%	2100%
0.10%	32.5%	27.4%	27.3%	27.3%	26.3%	14.5%	(0.3)%	(22.4)%	(64.3)%
0.21%	31.6%	26.4%	26.4%	26.4%	25.4%	13.5%	(1.5)%	(23.7)%	(65.7)%
2.21%	15.0%	9.4%	9.4%	9.4%	7.7%	(6.9)%	(24.1)%	(49.3)%	(93.2)%
4.21%	(3.9)%	(9.2)%	(9.2)%	(9.2)%	(11.7)%	(29.7)%	(50.2)%	(80.8)%	*
5.65%	*	*	*	*	*	*	*	*	*

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

	PSA Prepayment Assumption								
LIBOR	50%	100%	200%	350%	400%	700%	1000%	1400%	2100%
0.10%	8.0%	8.0%	8.1%	8.5%	8.6%	9.1%	9.5%	9.9%	10.7%
0.21%	7.8%	7.8%	7.9%	8.3%	8.4%	8.9%	9.3%	9.7%	10.5%
2.21%	4.2%	4.2%	4.3%	4.8%	4.9%	5.4%	5.9%	6.4%	7.3%
4.21%	0.6%	0.6%	0.7%	1.3%	1.4%	2.0%	2.5%	3.1%	4.1%
4.50%	0.1%	0.1%	0.2%	0.8%	0.9%	1.6%	2.0%	2.7%	3.7%

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 sequence of distributions of principal of the Classes.

See "—Distributions of Principal" above.

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

Decrement Tables

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

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

Original and Remaining Term to Maturity	**Interest Rate**
360 months	6.00%

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

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

Percent of Original Principal Balances Outstanding

	PA, FP, SP†, PB, PI†, PC, PD, PE and PT Classes									FC and SC Classes								
	PSA Prepayment Assumption									PSA Prepayment Assumption								
Date	0%	100%	200%	350%	400%	700%	1000%	1400%	2100%	0%	100%	200%	350%	400%	700%	1000%	1400%	2100%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
November 2013	98	94	94	94	94	94	94	94	87	100	100	95	87	84	68	52	30	0
November 2014	96	84	84	84	84	84	68	40	0	100	100	84	62	54	12	0	0	0
November 2015	94	73	73	73	73	52	27	7	0	100	100	73	36	25	0	0	0	0
November 2016	91	62	62	62	62	30	11	1	0	100	100	64	19	6	0	0	0	0
November 2017	89	52	52	52	49	17	4	*	0	100	100	57	8	0	0	0	0	0
November 2018	86	42	42	42	36	10	2	*	0	100	100	53	2	0	0	0	0	0
November 2019	83	34	34	34	27	5	1	*	0	100	100	49	*	0	0	0	0	0
November 2020	80	26	26	26	20	3	*	*	0	100	99	47	*	0	0	0	0	0
November 2021	77	20	20	20	15	2	*	*	0	100	97	44	*	0	0	0	0	0
November 2022	74	15	15	15	11	1	*	*	0	100	93	40	*	0	0	0	0	0
November 2023	70	12	12	12	8	1	*	*	0	100	88	36	*	0	0	0	0	0
November 2024	66	9	9	9	6	*	*	0	0	100	82	32	*	0	0	0	0	0
November 2025	62	7	7	7	4	*	*	0	0	100	76	29	*	0	0	0	0	0
November 2026	58	5	5	5	3	*	*	0	0	100	70	25	*	0	0	0	0	0
November 2027	53	4	4	4	2	*	*	0	0	100	64	22	*	0	0	0	0	0
November 2028	48	3	3	3	2	*	*	0	0	100	58	19	*	0	0	0	0	0
November 2029	43	2	2	2	1	*	*	0	0	100	52	16	*	0	0	0	0	0
November 2030	37	2	2	2	1	*	*	0	0	100	46	13	*	0	0	0	0	0
November 2031	32	1	1	1	1	*	*	0	0	100	41	11	*	0	0	0	0	0
November 2032	25	1	1	1	*	*	*	0	0	100	36	9	*	0	0	0	0	0
November 2033	19	1	1	1	*	*	0	0	0	100	31	8	*	0	0	0	0	0
November 2034	12	*	*	*	*	*	0	0	0	100	26	6	*	0	0	0	0	0
November 2035	4	*	*	*	*	*	0	0	0	100	22	5	*	0	0	0	0	0
November 2036	*	*	*	*	*	*	0	0	0	94	18	4	*	0	0	0	0	0
November 2037	*	*	*	*	*	*	0	0	0	81	14	3	*	0	0	0	0	0
November 2038	*	*	*	*	*	*	0	0	0	66	11	2	*	0	0	0	0	0
November 2039	*	*	*	*	*	*	0	0	0	51	7	1	*	0	0	0	0	0
November 2040	*	*	*	*	*	*	0	0	0	35	4	1	*	0	0	0	0	0
November 2041	*	*	*	*	*	*	0	0	0	18	2	*	*	0	0	0	0	0
November 2042	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	14.5	6.0	6.0	6.0	5.5	3.5	2.6	2.0	1.4	27.0	17.9	9.0	2.7	2.2	1.3	1.0	0.8	0.6

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

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

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

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 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, certain Classes of REMIC Certificates may be treated as having been issued at a premium. See "Material Federal Income Tax Consequences—Taxation of Beneficial Owners of Regular Certificates—*Regular Certificates Purchased at a Premium*" in the REMIC Prospectus.

The Prepayment Assumption that will be used in determining the rate of accrual of OID will be 200% PSA. See "Material Federal Income Tax Consequences—Taxation of Beneficial Owners of Regular Certificates—*Treatment of Original Issue Discount*" in the REMIC Prospectus. No representation is made as to whether the Mortgage Loans underlying the MBS will prepay at that rate 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 PB, PI, PC, PD and PE Classes of RCR Certificates are Strip RCR Certificates. The PT Class of RCR Certificates is a Class of Combination RCR Certificates. See "Material Federal Income Tax Consequences—Taxation of Beneficial owners of RCR Certificates" in the REMIC Prospectus for a general discussion of the federal income tax treatment of beneficial owners of RCR Certificates.

PLAN OF DISTRIBUTION

We are obligated to deliver the Certificates to Mizuho Securities USA 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.

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								
FP	$57,831,750	PB	$57,831,750	PAC	1.5%	FIX	3136AAHF5	December 2042
SP	57,831,750(3)	PI	74,355,107(3)	NTL	3.5	FIX/IO	3136AAHG3	December 2042
Recombination 2								
FP	57,831,750	PC	57,831,750	PAC	2.0	FIX	3136AAHH1	December 2042
SP	57,831,750(3)	PI	66,093,428(3)	NTL	3.5	FIX/IO	3136AAHG3	December 2042
Recombination 3								
FP	57,831,750	PD	57,831,750	PAC	2.5	FIX	3136AAHJ7	December 2042
SP	57,831,750(3)	PI	57,831,750(3)	NTL	3.5	FIX/IO	3136AAHG3	December 2042
Recombination 4								
FP	57,831,750	PE	57,831,750	PAC	3.0	FIX	3136AAHK4	December 2042
SP	57,831,750(3)	PI	49,570,071(3)	NTL	3.5	FIX/IO	3136AAHG3	December 2042
Recombination 5								
FP	57,831,750	PT	57,831,750	PAC	6.0	FIX	3136AAHL2	December 2042
SP	57,831,750(3)							

(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 Principal Balances. These Classes are Interest Only Classes. See page S-5 for a description of how their notional principal balances are calculated.

Principal Balance Schedule

Aggregate Group Planned Balances

Distribution Date	Planned Balance	Distribution Date	Planned Balance	Distribution Date	Planned Balance
Initial Balance	$154,218,000.00	October 2017	$ 80,990,524.64	September 2022	$ 24,374,307.13
December 2012	153,647,099.43	November 2017	79,736,426.86	October 2022	23,834,529.03
January 2013	153,033,844.30	December 2017	78,489,388.16	November 2022	23,306,308.97
February 2013	152,378,458.04	January 2018	77,249,371.19	December 2022	22,789,405.05
March 2013	151,681,185.99	February 2018	76,016,338.74	January 2023	22,283,580.38
April 2013	150,942,295.29	March 2018	74,790,253.82	February 2023	21,788,602.90
May 2013	150,162,074.70	April 2018	73,571,079.64	March 2023	21,304,245.39
June 2013	149,340,834.46	May 2018	72,358,779.57	April 2023	20,830,285.25
July 2013	148,478,906.10	June 2018	71,153,317.20	May 2023	20,366,504.52
August 2013	147,576,642.21	July 2018	69,954,656.30	June 2023	19,912,689.70
September 2013	146,634,416.24	August 2018	68,762,760.83	July 2023	19,468,631.71
October 2013	145,652,622.23	September 2018	67,577,594.92	August 2023	19,034,125.78
November 2013	144,631,674.57	October 2018	66,399,122.91	September 2023	18,608,971.35
December 2013	143,572,007.72	November 2018	65,227,309.31	October 2023	18,192,972.03
January 2014	142,474,075.90	December 2018	64,062,118.82	November 2023	17,785,935.44
February 2014	141,338,352.77	January 2019	62,903,516.33	December 2023	17,387,673.22
March 2014	140,165,331.11	February 2019	61,751,466.90	January 2024	16,998,000.87
April 2014	138,955,522.48	March 2019	60,605,935.78	February 2024	16,616,737.70
May 2014	137,709,456.84	April 2019	59,466,888.39	March 2024	16,243,706.77
June 2014	136,427,682.14	May 2019	58,334,290.35	April 2024	15,878,734.80
July 2014	135,110,764.00	June 2019	57,208,107.44	May 2024	15,521,652.07
August 2014	133,759,285.20	July 2019	56,088,305.62	June 2024	15,172,292.38
September 2014	132,373,845.33	August 2019	54,974,851.04	July 2024	14,830,492.98
October 2014	130,955,060.32	September 2019	53,867,710.00	August 2024	14,496,094.49
November 2014	129,503,561.96	October 2019	52,766,849.01	September 2024	14,168,940.80
December 2014	128,030,915.91	November 2019	51,672,234.73	October 2024	13,848,879.05
January 2015	126,553,014.47	December 2019	50,583,834.00	November 2024	13,535,759.56
February 2015	125,070,035.69	January 2020	49,501,613.83	December 2024	13,229,435.74
March 2015	123,582,162.82	February 2020	48,428,276.11	January 2025	12,929,764.02
April 2015	122,089,584.16	March 2020	47,377,597.34	February 2025	12,636,603.82
May 2015	120,605,325.45	April 2020	46,349,108.04	March 2025	12,349,817.50
June 2015	119,129,342.76	May 2020	45,342,348.34	April 2025	12,069,270.22
July 2015	117,661,592.39	June 2020	44,356,867.76	May 2025	11,794,829.99
August 2015	116,202,030.87	July 2020	43,392,225.04	June 2025	11,526,367.53
September 2015	114,750,614.96	August 2020	42,447,987.95	July 2025	11,263,756.26
October 2015	113,307,301.62	September 2020	41,523,733.08	August 2025	11,006,872.20
November 2015	111,872,048.07	October 2020	40,619,045.71	September 2025	10,755,593.98
December 2015	110,444,811.72	November 2020	39,733,519.58	October 2025	10,509,802.73
January 2016	109,025,550.22	December 2020	38,866,756.77	November 2025	10,269,382.07
February 2016	107,614,221.43	January 2021	38,018,367.48	December 2025	10,034,218.01
March 2016	106,210,783.44	February 2021	37,187,969.93	January 2026	9,804,198.95
April 2016	104,815,194.54	March 2021	36,375,190.12	February 2026	9,579,215.62
May 2016	103,427,413.25	April 2021	35,579,661.74	March 2026	9,359,161.01
June 2016	102,047,398.31	May 2021	34,801,025.97	April 2026	9,143,930.33
July 2016	100,675,108.66	June 2021	34,038,931.35	May 2026	8,933,420.99
August 2016	99,310,503.45	July 2021	33,293,033.63	June 2026	8,727,532.53
September 2016	97,953,542.07	August 2021	32,562,995.62	July 2026	8,526,166.58
October 2016	96,604,184.08	September 2021	31,848,487.03	August 2026	8,329,226.83
November 2016	95,262,389.29	October 2021	31,149,184.36	September 2026	8,136,618.96
December 2016	93,928,117.69	November 2021	30,464,770.76	October 2026	7,948,250.63
January 2017	92,601,329.50	December 2021	29,794,935.84	November 2026	7,764,031.43
February 2017	91,281,985.12	January 2022	29,139,375.63	December 2026	7,583,872.82
March 2017	89,970,045.18	February 2022	28,497,792.38	January 2027	7,407,688.13
April 2017	88,665,470.50	March 2022	27,869,894.46	February 2027	7,235,392.49
May 2017	87,368,222.12	April 2022	27,255,396.22	March 2027	7,066,902.80
June 2017	86,078,261.25	May 2022	26,654,017.89	April 2027	6,902,137.69
July 2017	84,795,549.34	June 2022	26,065,485.46	May 2027	6,741,017.51
August 2017	83,520,048.02	July 2022	25,489,530.53	June 2027	6,583,464.27
September 2017	82,251,719.11	August 2022	24,925,890.24	July 2027	6,429,401.59

Aggregate Group (Continued)

Distribution Date	Planned Balance	Distribution Date	Planned Balance	Distribution Date	Planned Balance
August 2027	$ 6,278,754.72	September 2032	$ 1,370,244.45	October 2037	$ 218,589.21
September 2027	6,131,450.45	October 2032	1,334,242.21	November 2037	210,858.57
October 2027	5,987,417.12	November 2032	1,299,090.75	December 2037	203,334.12
November 2027	5,846,584.57	December 2032	1,264,771.09	January 2038	196,010.96
December 2027	5,708,884.09	January 2033	1,231,264.67	February 2038	188,884.28
January 2028	5,574,248.43	February 2033	1,198,553.31	March 2038	181,949.39
February 2028	5,442,611.74	March 2033	1,166,619.25	April 2038	175,201.71
March 2028	5,313,909.57	April 2033	1,135,445.08	May 2038	168,636.74
April 2028	5,188,078.80	May 2033	1,105,013.79	June 2038	162,250.11
May 2028	5,065,057.64	June 2033	1,075,308.73	July 2038	156,037.52
June 2028	4,944,785.61	July 2033	1,046,313.61	August 2038	149,994.79
July 2028	4,827,203.48	August 2033	1,018,012.48	September 2038	144,117.83
August 2028	4,712,253.29	September 2033	990,389.76	October 2038	138,402.63
September 2028	4,599,878.27	October 2033	963,430.18	November 2038	132,845.29
October 2028	4,490,022.87	November 2033	937,118.81	December 2038	127,441.97
November 2028	4,382,632.70	December 2033	911,441.05	January 2039	122,188.94
December 2028	4,277,654.51	January 2034	886,382.61	February 2039	117,082.55
January 2029	4,175,036.16	February 2034	861,929.52	March 2039	112,119.24
February 2029	4,074,726.64	March 2034	838,068.09	April 2039	107,295.50
March 2029	3,976,675.99	April 2034	814,784.94	May 2039	102,607.94
April 2029	3,880,835.31	May 2034	792,066.99	June 2039	98,053.22
May 2029	3,787,156.73	June 2034	769,901.43	July 2039	93,628.08
June 2029	3,695,593.39	July 2034	748,275.74	August 2039	89,329.35
July 2029	3,606,099.42	August 2034	727,177.66	September 2039	85,153.92
August 2029	3,518,629.92	September 2034	706,595.20	October 2039	81,098.74
September 2029	3,433,140.94	October 2034	686,516.63	November 2039	77,160.84
October 2029	3,349,589.44	November 2034	666,930.50	December 2039	73,337.34
November 2029	3,267,933.33	December 2034	647,825.56	January 2040	69,625.39
December 2029	3,188,131.37	January 2035	629,190.86	February 2040	66,022.22
January 2030	3,110,143.20	February 2035	611,015.65	March 2040	62,525.14
February 2030	3,033,929.34	March 2035	593,289.42	April 2040	59,131.48
March 2030	2,959,451.12	April 2035	576,001.92	May 2040	55,838.68
April 2030	2,886,670.69	May 2035	559,143.08	June 2040	52,644.20
May 2030	2,815,551.01	June 2035	542,703.08	July 2040	49,545.59
June 2030	2,746,055.84	July 2035	526,672.31	August 2040	46,540.43
July 2030	2,678,149.68	August 2035	511,041.36	September 2040	43,626.37
August 2030	2,611,797.79	September 2035	495,801.04	October 2040	40,801.11
September 2030	2,546,966.19	October 2035	480,942.36	November 2040	38,062.42
October 2030	2,483,621.59	November 2035	466,456.52	December 2040	35,408.08
November 2030	2,421,731.43	December 2035	452,334.90	January 2041	32,835.97
December 2030	2,361,263.83	January 2036	438,569.11	February 2041	30,343.98
January 2031	2,302,187.60	February 2036	425,150.91	March 2041	27,930.09
February 2031	2,244,472.20	March 2036	412,072.24	April 2041	25,592.28
March 2031	2,188,087.75	April 2036	399,325.25	May 2041	23,328.60
April 2031	2,133,004.99	May 2036	386,902.23	June 2041	21,137.17
May 2031	2,079,195.32	June 2036	374,795.65	July 2041	19,016.11
June 2031	2,026,630.70	July 2036	362,998.16	August 2041	16,963.60
July 2031	1,975,283.72	August 2036	351,502.56	September 2041	14,977.89
August 2031	1,925,127.56	September 2036	340,301.79	October 2041	13,057.22
September 2031	1,876,135.95	October 2036	329,388.99	November 2041	11,199.91
October 2031	1,828,283.18	November 2036	318,757.42	December 2041	9,404.32
November 2031	1,781,544.13	December 2036	308,400.50	January 2042	7,668.82
December 2031	1,735,894.16	January 2037	298,311.79	February 2042	5,991.84
January 2032	1,691,309.19	February 2037	288,484.99	March 2042	4,371.85
February 2032	1,647,765.66	March 2037	278,913.96	April 2042	2,807.34
March 2032	1,605,240.49	April 2037	269,592.68	May 2042	1,688.62
April 2032	1,563,711.12	May 2037	260,515.26	June 2042	1,067.38
May 2032	1,523,155.46	June 2037	251,675.95	July 2042	558.74
June 2032	1,483,551.88	July 2037	243,069.13	August 2042	67.61
July 2032	1,444,879.25	August 2037	234,689.29	September 2042 and thereafter	0.00
August 2032	1,407,116.85	September 2037	226,531.08		

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.

TABLE OF CONTENTS

$250,000,000

FannieMae®

Guaranteed REMIC Pass-Through Certificates

Fannie Mae REMIC Trust 2012-140

PROSPECTUS SUPPLEMENT

Mizuho Securities USA Inc.

November 26, 2012