

\$227,798,188



FannieMae®

**Guaranteed REMIC Pass-Through Certificates
Fannie Mae REMIC Trust 2013-25**

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 and
- an underlying RCR certificate backed by Fannie Mae MBS.

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

Class	Group	Original Class Balance	Principal Type(1)	Interest Rate	Interest Type(1)	CUSIP Number	Final Distribution Date
BA(2) ..	1	\$42,076,237	PAC	1.75%	FIX	3136ACKJ9	March 2033
BI(2) ...	1	17,531,765(3)	NTL	3.00	FIX/IO	3136ACKK6	March 2033
YA	1	1,436,000	PAC	3.00	FIX	3136ACKL4	March 2033
YF	1	3,892,657	SUP	(4)	FLT	3136ACKM2	March 2033
YS	1	2,595,106	SUP	(4)	INV	3136ACKN0	March 2033
DC(2) ..	2	57,444,444	SP/AD	2.50	FIX	3136ACKP5	June 2039
DA(2) ..	2	23,500,000	SPS/AD	1.50	FIX	3136ACKQ3	January 2041
IO(2) ...	2	9,400,000(3)	NTL	2.50	FIX/IO	3136ACKR1	January 2041
DG(2) ..	2	23,500,000	SPS/AD	1.50	FIX	3136ACKS9	January 2041
ID(2) ...	2	9,400,000(3)	NTL	2.50	FIX/IO	3136ACKT7	January 2041
DZ	2	7,560,322	SEQ	2.50	FIX/Z	3136ACKU4	March 2043
FC	3	25,864,562	SC/PT	(4)	FLT	3136ACKV2	June 2037
SG(2) ..	3	10,000,000(3)	NTL	(4)	INV/IO	3136ACKW0	June 2037
SH(2) ..	3	15,864,562(3)	NTL	(4)	INV/IO	3136ACKX8	June 2037
OI	3	1,077,690(3)	NTL	6.00	FIX/IO	3136ACKY6	June 2037
FA	4	39,928,860	PT	(4)	FLT	3136ACKZ3	March 2043
SC(2) ..	4	10,000,000(3)	NTL	(4)	INV/IO	3136ACLA7	November 2031
SD(2) ..	4	29,928,860(3)	NTL	(4)	INV/IO	3136ACLB5	March 2043
R		0	NPR	0	NPR	3136ACLC3	March 2043
RL		0	NPR	0	NPR	3136ACLD1	March 2043

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

(2) Exchangeable classes.

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

(4) Based on LIBOR.

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 "exempt securities" under the Securities Exchange Act of 1934.

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 BD, AD, GD, DI, DB, SB and SA 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 February 28, 2013.

Jefferies

February 22, 2013

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AVAILABLE INFORMATION

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

- our Prospectus for Fannie Mae Guaranteed REMIC Pass-Through Certificates dated August 1, 2012 (the “REMIC Prospectus”);
- our Prospectus for Fannie Mae Guaranteed Pass-Through Certificates (Single-Family Residential Mortgage Loans) dated
 - February 1, 2012, for all MBS issued on or after February 1, 2012,
 - July 1, 2011, for all MBS issued on or after July 1, 2011 and prior to February 1, 2012,
 - June 1, 2009, for all MBS issued on or after January 1, 2009 and prior to July 1, 2011,
 - April 1, 2008, for all MBS issued on or after June 1, 2007 and prior to January 1, 2009, or
 - January 1, 2006, for all other MBS(as applicable, the “MBS Prospectus”);
- if you are purchasing a Group 3 Class or the R or RL Class, the disclosure document relating to the underlying RCR certificate (the “Underlying REMIC Disclosure Document”); and
- any information incorporated by reference in this prospectus supplement as discussed below and under the heading “Incorporation by Reference” in the REMIC Prospectus.

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

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

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

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

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

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

Jefferies & Company, Inc.
The Metro Center
One Station Place, 3 North
Stamford, CT 06902
(telephone 203-708-6550).

SUMMARY

This summary contains only limited information about the certificates. Statistical information in this summary is provided as of February 1, 2013. You should purchase the certificates only after reading this prospectus supplement and each of the additional disclosure documents listed on page S-3. In particular, please see the discussion of risk factors that appears in each of those additional disclosure documents.

Assets Underlying Each Group of Classes

Group	Assets
1	Group 1 MBS
2	Group 2 MBS
3	Class 2008-11-GE RCR Certificate
4	Group 4 MBS

Group 1, Group 2 and Group 4

Characteristics of the Trust MBS

	Approximate Principal Balance	Pass- Through Rate	Range of Weighted Average Coupons or WACs (annual percentages)	Range of Weighted Average Remaining Terms to Maturity or WAMs (in months)
Group 1 MBS	\$ 50,000,000	3.00%	3.25% to 5.50%	181 to 240
Group 2 MBS	\$112,004,766	2.50%	2.75% to 5.00%	241 to 360
Group 4 MBS*	\$ 39,928,860	5.50%	5.75% to 8.00%	241 to 360

* As further described in this prospectus supplement, the mortgage loans underlying the Group 4 MBS provide for interest only periods that may range from at least 7 to no more than 10 years following origination. The assumed remaining term to expiration of the interest only periods for those mortgage loans is set forth below.

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	Remaining Term to Expiration of Interest Only Period (in months)
Group 1 MBS	\$ 50,000,000	240	237	3	3.50%	N/A
Group 2 MBS	\$112,004,766	360	355	3	3.15%	N/A
Group 4 MBS	\$ 39,928,860	360	292	68	6.23%	52

The actual remaining terms to maturity, loan ages, interest rates and, if applicable, remaining terms to expiration of interest only period of most of the mortgage loans underlying the Trust 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.

Group 3

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

Settlement Date

We expect to issue the certificates on February 28, 2013.

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:

<u>Class</u>	<u>Initial Interest Rate</u>	<u>Maximum Interest Rate</u>	<u>Minimum Interest Rate</u>	<u>Formula for Calculation of Interest Rate(1)</u>
YF	1.1520%	5.000%	0.95%	LIBOR + 95 basis points
YS	5.7720%	6.075%	0.00%	6.075% – (1.5 × LIBOR)
FC	1.1037%	5.500%	0.90%	LIBOR + 90 basis points
SG	4.3963%	4.600%	0.00%	4.60% – LIBOR
SH	4.3963%	4.600%	0.00%	4.60% – LIBOR
FA	1.1057%	5.500%	0.90%	LIBOR + 90 basis points
SC	4.3943%	4.600%	0.00%	4.60% – LIBOR
SD	4.3943%	4.600%	0.00%	4.60% – LIBOR
SB	4.3963%	4.600%	0.00%	4.60% – LIBOR
SA	4.3943%	4.600%	0.00%	4.60% – 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

BI	41.6666656764% of the BA Class
IO	40% of the DA Class
ID	40% of the DG Class
SG and SH*	100% of the FC Class
OI	4.1666663429% of the Group 3 Underlying RCR Certificate
SC and SD**	100% of the FA Class
DI	40% of the <i>sum</i> of the DA and DG Classes
SB	100% of the FC Class
SA	100% of the FA Class

* The sum of these notional principal balances will equal the indicated percentage of the specified balance. On each distribution date, reductions in the principal balance of the FC Class will be allocated, sequentially, in reduction of the notional principal balances of the SG and SH Classes, in that order, until their notional principal balances are reduced to zero.

** The sum of these notional principal balances will equal the indicated percentage of the specified balance. On each distribution date, reductions in the principal balance of the FA Class will be allocated, sequentially, in reduction of the notional principal balances of the SC and SD Classes, in that order, until their notional principal balances are reduced to zero.

Distributions of Principal

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

Weighted Average Lives (years)*

<u>Group 1 Classes</u>	<u>PSA Prepayment Assumption</u>									
	<u>0%</u>	<u>100%</u>	<u>150%</u>	<u>165%</u>	<u>200%</u>	<u>250%</u>	<u>268%</u>	<u>400%</u>	<u>700%</u>	<u>1100%</u>
BA, BI and BD ...	10.5	6.4	5.6	5.6	5.6	5.6	5.6	4.4	2.9	2.1
YA	18.1	13.2	8.6	3.7	3.7	3.7	3.2	1.9	1.2	0.9
YF and YS	19.2	16.7	14.5	13.5	9.1	3.8	2.3	1.3	0.7	0.5

<u>Group 2 Classes</u>	<u>PSA Prepayment Assumption</u>							
	<u>0%</u>	<u>100%</u>	<u>200%</u>	<u>300%</u>	<u>400%</u>	<u>700%</u>	<u>1000%</u>	
DC	11.8	6.0	6.0	5.8	4.8	3.2	2.4	
DA, IO, DG, ID, AD, GD and DI	23.2	11.8	5.5	2.6	1.9	1.3	1.0	
DZ	28.9	24.8	19.7	15.4	12.3	7.3	5.0	
DB	16.9	8.6	5.7	4.3	3.5	2.3	1.8	

<u>Group 3 Classes</u>	<u>PSA Prepayment Assumption</u>								
	<u>0%</u>	<u>100%</u>	<u>394%</u>	<u>600%</u>	<u>800%</u>	<u>1000%</u>	<u>1300%</u>	<u>2000%</u>	
FC, OI and SB	14.1	5.3	1.4	0.9	0.6	0.4	0.3	0.1	
SG	9.6	2.0	0.5	0.3	0.2	0.2	0.1	0.1	
SH	16.9	7.3	2.0	1.2	0.8	0.6	0.4	0.1	

<u>Group 4 Classes</u>	<u>PSA Prepayment Assumption</u>							
	<u>0%</u>	<u>100%</u>	<u>200%</u>	<u>300%</u>	<u>400%</u>	<u>700%</u>	<u>1000%</u>	<u>1500%</u>
FA and SA	22.6	9.9	6.6	4.7	3.5	1.9	1.1	0.5
SC	14.8	2.2	1.1	0.7	0.5	0.3	0.2	0.1
SD	25.2	12.5	8.4	6.0	4.5	2.4	1.4	0.6

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

ADDITIONAL RISK FACTORS

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.

Payments on the Group 3 Classes will be affected by the payment priority governing the related underlying RCR certificate. If you invest in a Group 3 Class, the rate at which you receive payments will be affected by the priority sequence governing principal payments on the Group 3 Underlying RCR Certificate.

You may obtain additional information about the Group 3 Underlying RCR Certificate by reviewing its current class factor in light of other information available in the Underlying REMIC Disclosure Document. You may obtain that document from us as described on page S-3.

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 February 1, 2013 (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:

- three groups of Fannie Mae Guaranteed Mortgage Pass-Through Certificates (the "Group 1 MBS," "Group 2 MBS" and "Group 4 MBS," and together, the "Trust MBS"), and
- a previously issued RCR certificate (the "Group 3 Underlying RCR Certificate") issued from the related Fannie Mae REMIC trust (the "Underlying REMIC Trust") as further described in Exhibit A.

The Group 3 Underlying RCR Certificate evidences direct or indirect beneficial ownership interests in certain Fannie Mae Guaranteed Mortgage Pass-Through Certificates (together with the Trust MBS, the “MBS”).

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

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

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

<u>REMIC Designation</u>	<u>Assets</u>	<u>Regular Interests</u>	<u>Residual Interest</u>
Lower Tier REMIC	Trust MBS and Group 3 Underlying RCR Certificate	Interests in the Lower Tier REMIC other than the RL Class (the “Lower Tier Regular Interests”)	RL
Upper Tier REMIC	Lower Tier Regular Interests	All Classes of REMIC Certificates other than the R and RL Classes	R

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

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

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

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

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

The Trust MBS

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

In addition, the Mortgage Loans backing the Group 2 MBS are relocation Mortgage Loans made under agreements between lenders and employers that frequently relocate their employees. For additional information, see “Risk Factors—Risks Relating to Yield and Prepayment—*Yield—It is possible that the rate of prepayment of relocation mortgage loans may be higher than that of nonrelocation mortgage loans*” and “The Mortgage Loans—Special Feature Mortgage Loans—*Relocation Loans*” in the MBS Prospectus dated February 1, 2012.

Furthermore, the scheduled monthly payments on the Mortgage Loans underlying the Group 4 MBS represent accrued interest only for periods that may range from at least seven to no more than ten years following origination. See “Risk Factors—Risks Relating to Yield and Prepayment—*Refinancing—Fixed-rate and ARM loans with long initial interest-only payment periods may be more likely to be refinanced or become delinquent than other mortgage loans*” in the MBS Prospectus dated February 1, 2012.

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

The Group 3 Underlying RCR Certificate

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

In addition, the Mortgage Loans backing the Group 3 Underlying RCR Certificate, provide for interest only periods that may range from at least seven to no more than ten years following origination. See “Risk Factors—Risks Relating to Yield and Prepayment—*Refinancing—Fixed rate and ARM loans with long initial interest-only payment periods may be more likely to be refinanced or become delinquent than other mortgage loans*” in the MBS Prospectus dated February 1, 2012.

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

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

Distributions of Interest

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

<u>Delay Classes</u>	<u>No-Delay Classes</u>
Fixed Rate Classes and the YF and YS Classes	Floating Rate and Inverse Floating Classes other than the YF and YS Classes

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

Accrual Class. The DZ Class is an 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 in the following priority:

- | | |
|---|-------------------|
| 1. To BA to its Planned Balance. | } PAC Classes |
| 2. To YA to its Planned Balance. | |
| 3. To YF and YS, pro rata, until retired. | } Support Classes |
| 4. To YA until retired. | |
| 5. To BA until retired. | } PAC Classes |

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

- *Group 2*

The Group 2 Principal Distribution Amount in the following priority:

- | | |
|---|-------------------------------------|
| 1. Up to \$1,122 in each month to DA and DG, pro rata, until retired. | } Specified Payment Support Classes |
| 2. Beginning in February 2014, up to \$480,499 in each month to DC until retired. | |
| | } Specified Payment Class |

3. To DA and DG, pro rata, until retired.

} Specified
Payment
Support
Classes

4. To DC until retired.

} Specified
Payment
Class

5. To DZ until retired.

} Sequential
Pay Class

The “Group 2 Principal Distribution Amount” is the *sum* of the principal then paid on the Group 2 MBS *plus* any interest then accrued and added to the principal balance of the DZ Class.

- *Group 3*

The Group 3 Principal Distribution Amount to FC until retired.

} Structured
Collateral/
Pass-Through
Class

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

- *Group 4*

The Group 4 Principal Distribution Amount to FA until retired.

} Pass-Through
Class

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

Structuring Assumptions

Pricing Assumptions. Except where otherwise noted, the information in the tables in this prospectus supplement has been prepared based on the actual characteristics of each pool of Mortgage Loans backing the Group 3 Underlying RCR Certificate, the priority sequence governing principal payments on the Group 3 Underlying RCR Certificate, and the following assumptions (such characteristics and assumptions, collectively, the “Pricing Assumptions”):

- the Mortgage Loans underlying the Trust MBS have the original terms to maturity, remaining terms to maturity, loan ages and interest rates specified under “Summary—Group 1, Group 2 and Group 4—Assumed Characteristics of the Underlying Mortgage Loans” in this prospectus supplement;
- the Mortgage Loans underlying the Group 4 MBS have the remaining term to expiration of their interest only periods specified under “Summary—Group 1, Group 2 and Group 4—Assumed Characteristics of the Underlying Mortgage Loans” in this prospectus supplement;
- the Mortgage Loans prepay at the constant percentages of PSA specified in the related tables;
- the settlement date for the Certificates is February 28, 2013; and
- each Distribution Date occurs on the 25th day of a month.

The actual remaining terms to maturity, loan ages, interest rates and, if applicable, remaining interest only periods of most of the mortgage loans underlying the Trust 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 a Class is the range of prepayment rates (measured by *constant* PSA rates) that would reduce the Class to its scheduled balance each month based on the Pricing Assumptions.

<u>Classes</u>	<u>Structuring Ranges</u>	<u>Initial Effective Ranges</u>
BA Class Planned Balances	Between 150% and 268% PSA	Between 150% and 268% PSA
YA Class Planned Balances	Between 165% and 250% PSA	Between 165% and 250% PSA

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

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

- We will distribute any excess of principal distributions over the amount necessary to reduce a Class to its scheduled balance in any month. As a result, the likelihood of reducing a Class to its scheduled balance each month will not be improved by the averaging of high and low principal distributions from month to month.
- Even if the related Mortgage Loans prepay at rates falling within the applicable Structuring Ranges or Effective Ranges, principal distributions may be insufficient to reduce the applicable Classes 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 applicable Classes 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 PAC Class will be supported by one or more other Classes. When the related supporting Classes are retired, the Class receiving the benefit of that support, if still outstanding, may no longer have an Effective Range, and will be much more sensitive to prepayments of the related Mortgage Loans.

Yield Tables

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

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

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

We cannot assure you that

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

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

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

***The Inverse Floating Rate Classes.* The yields on the Inverse Floating Rate Classes will be sensitive in varying degrees to the rate of principal payments, including prepayments, of the related Mortgage Loans and to the level of the Index. The Mortgage Loans generally can be prepaid at any time without penalty. In addition, the rate of principal payments (including prepayments) of the Mortgage Loans is likely to vary, and may vary considerably, from pool to pool. As illustrated in the applicable tables below, it is possible that investors in the Inverse Floating Rate Classes (other than the YS 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 the Inverse Floating Rate Classes (expressed in each case as a percentage of original principal balance) are as follows:

<u>Class</u>	<u>Price*</u>
YS	100.00%
SG	2.00%
SH	7.00%
SC	3.00%
SD	11.00%
SB	5.00%
SA	9.00%

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

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

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption</u>									
	<u>50%</u>	<u>100%</u>	<u>150%</u>	<u>165%</u>	<u>200%</u>	<u>250%</u>	<u>268%</u>	<u>400%</u>	<u>700%</u>	<u>1100%</u>
0.100%	6.0%	6.0%	6.0%	6.0%	5.9%	5.9%	5.8%	5.7%	5.5%	5.3%
0.202%	5.8%	5.8%	5.8%	5.8%	5.8%	5.7%	5.7%	5.5%	5.3%	5.1%
2.202%	2.8%	2.8%	2.8%	2.8%	2.8%	2.7%	2.7%	2.7%	2.6%	2.5%
4.050%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.1%	0.1%

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption</u>								
	<u>50%</u>	<u>100%</u>	<u>394%</u>	<u>600%</u>	<u>800%</u>	<u>1000%</u>	<u>1300%</u>	<u>2000%</u>	
0.1000%	330.5%	293.0%	24.4%	*	*	*	*	*	
0.2037%	320.4%	283.3%	18.1%	*	*	*	*	*	
2.2037%	145.1%	114.8%	(89.8)%	*	*	*	*	*	
4.2037%	(5.8)%	(41.9)%	*	*	*	*	*	*	
4.6000%	*	*	*	*	*	*	*	*	

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption</u>							
	<u>50%</u>	<u>100%</u>	<u>394%</u>	<u>600%</u>	<u>800%</u>	<u>1000%</u>	<u>1300%</u>	<u>2000%</u>
0.1000%	73.5%	72.1%	24.0%	(30.9)%	(85.5)%	*	*	*
0.2037%	71.6%	70.2%	21.6%	(33.3)%	(87.6)%	*	*	*
2.2037%	36.1%	32.6%	(27.6)%	(81.3)%	*	*	*	*
4.2037%	(7.4)%	(17.5)%	(99.7)%	*	*	*	*	*
4.6000%	*	*	*	*	*	*	*	*

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption</u>							
	<u>50%</u>	<u>100%</u>	<u>200%</u>	<u>300%</u>	<u>400%</u>	<u>700%</u>	<u>1000%</u>	<u>1500%</u>
0.1000%	183.4%	156.3%	89.1%	16.7%	(48.1)%	*	*	*
0.2057%	177.8%	151.0%	84.1%	12.2%	(51.8)%	*	*	*
2.2057%	80.5%	55.2%	(8.9)%	(69.7)%	*	*	*	*
4.2057%	(18.6)%	(49.9)%	*	*	*	*	*	*
4.6000%	*	*	*	*	*	*	*	*

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption</u>							
	<u>50%</u>	<u>100%</u>	<u>200%</u>	<u>300%</u>	<u>400%</u>	<u>700%</u>	<u>1000%</u>	<u>1500%</u>
0.1000%	44.2%	43.1%	38.6%	32.2%	24.8%	(1.3)%	(33.3)%	*
0.2057%	43.1%	41.9%	37.4%	31.0%	23.6%	(2.4)%	(34.3)%	*
2.2057%	21.5%	19.6%	14.0%	7.4%	0.1%	(24.2)%	(53.3)%	*
4.2057%	(5.7)%	(8.5)%	(14.5)%	(20.9)%	(27.5)%	(49.2)%	(76.3)%	*
4.6000%	*	*	*	*	*	*	*	*

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption</u>							
	<u>50%</u>	<u>100%</u>	<u>394%</u>	<u>600%</u>	<u>800%</u>	<u>1000%</u>	<u>1300%</u>	<u>2000%</u>
0.1000%	101.2%	92.8%	25.7%	(34.0)%	(90.3)%	*	*	*
0.2037%	98.4%	90.1%	23.0%	(36.5)%	(92.3)%	*	*	*
2.2037%	47.4%	39.5%	(29.8)%	(85.2)%	*	*	*	*
4.2037%	(7.1)%	(18.3)%	*	*	*	*	*	*
4.6000%	*	*	*	*	*	*	*	*

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption</u>							
	<u>50%</u>	<u>100%</u>	<u>200%</u>	<u>300%</u>	<u>400%</u>	<u>700%</u>	<u>1000%</u>	<u>1500%</u>
0.1000%	51.5%	47.7%	39.9%	31.9%	23.5%	(3.8)%	(36.0)%	*
0.2057%	50.1%	46.3%	38.6%	30.6%	22.3%	(4.9)%	(36.9)%	*
2.2057%	24.0%	20.6%	13.6%	6.3%	(1.2)%	(25.8)%	(54.9)%	*
4.2057%	(6.0)%	(9.0)%	(15.1)%	(21.5)%	(28.1)%	(49.8)%	(76.9)%	*
4.6000%	*	*	*	*	*	*	*	*

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

<u>Class</u>	<u>% PSA</u>
BI	404%
IO	249%
ID	249%
OI	443%
DI	249%

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:

<u>Class</u>	<u>Price*</u>
BI	13.00%
IO	9.00%
ID	9.00%
OI	7.00%
DI	9.00%

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

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

Sensitivity of the BI Class to Prepayments

	PSA Prepayment Assumption									
	<u>50%</u>	<u>100%</u>	<u>150%</u>	<u>165%</u>	<u>200%</u>	<u>250%</u>	<u>268%</u>	<u>400%</u>	<u>700%</u>	<u>1100%</u>
Pre-Tax Yields to Maturity . . .	13.1%	9.4%	6.3%	6.3%	6.3%	6.3%	6.3%	0.2%	(16.3)%	(40.6)%

Sensitivity of the IO Class to Prepayments

	PSA Prepayment Assumption						
	<u>50%</u>	<u>100%</u>	<u>200%</u>	<u>300%</u>	<u>400%</u>	<u>700%</u>	<u>1000%</u>
Pre-Tax Yields to Maturity . . .	26.6%	22.7%	10.0%	(18.2)%	(40.1)%	(82.6)%	*

Sensitivity of the ID Class to Prepayments

	PSA Prepayment Assumption						
	<u>50%</u>	<u>100%</u>	<u>200%</u>	<u>300%</u>	<u>400%</u>	<u>700%</u>	<u>1000%</u>
Pre-Tax Yields to Maturity . . .	26.6%	22.7%	10.0%	(18.2)%	(40.1)%	(82.6)%	*

Sensitivity of the OI Class to Prepayments

	PSA Prepayment Assumption							
	<u>50%</u>	<u>100%</u>	<u>394%</u>	<u>600%</u>	<u>800%</u>	<u>1000%</u>	<u>1300%</u>	<u>2000%</u>
Pre-Tax Yields to Maturity . . .	88.9%	80.7%	13.6%	(45.2)%	(99.5)%	*	*	*

Sensitivity of the DI Class to Prepayments

	PSA Prepayment Assumption						
	<u>50%</u>	<u>100%</u>	<u>200%</u>	<u>300%</u>	<u>400%</u>	<u>700%</u>	<u>1000%</u>
Pre-Tax Yields to Maturity . . .	26.6%	22.7%	10.0%	(18.2)%	(40.1)%	(82.6)%	*

Weighted Average Lives of the Certificates

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

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

- the timing of changes in the rate of principal distributions,
- the priority sequences of distributions of principal of the Group 1 and Group 2 Classes, and
- in the case of the Group 3 Classes, the priority sequence affecting principal payments on the Group 3 Underlying RCR Certificate.

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

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

Decrement Tables

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

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

<u>Mortgage Loans Backing Trust Assets Specified Below</u>	<u>Original Terms to Maturity</u>	<u>Remaining Terms to Maturity</u>	<u>Interest Rates</u>
Group 1 MBS	240 months	240 months	5.50%
Group 2 MBS	360 months	360 months	5.00%
Group 3 Underlying RCR Certificate	360 months	300 months(1)	8.50%
Group 4 MBS	360 months	360 months(2)	8.00%

(1) In addition, we have assumed that each Mortgage Loan backing the Group 3 Underlying RCR Certificate has a remaining interest only period of 60 months.

(2) In addition, we have assumed that the Mortgage Loans backing the Group 4 MBS have remaining interest only periods of 120 months.

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

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

Percent of Original Principal Balances Outstanding

Date	BA, BI† and BD Classes										YA Class									
	PSA Prepayment Assumption										PSA Prepayment Assumption									
	0%	100%	150%	165%	200%	250%	268%	400%	700%	1100%	0%	100%	150%	165%	200%	250%	268%	400%	700%	1100%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	
February 2014	97	94	92	92	92	92	92	92	92	90	100	100	100	90	90	90	90	90	90	
February 2015	93	85	81	81	81	81	81	81	67	45	100	100	100	71	71	71	71	71	0	
February 2016	89	74	69	69	69	69	69	62	37	15	100	100	100	50	50	50	50	0	0	
February 2017	85	65	57	57	57	57	57	45	21	5	100	100	100	35	35	35	35	0	0	
February 2018	81	56	47	47	47	47	47	32	11	2	100	100	100	25	25	25	22	0	0	
February 2019	77	48	38	38	38	38	38	23	6	1	100	100	100	20	20	20	1	0	0	
February 2020	72	40	30	30	30	30	30	17	3	*	100	100	95	16	16	16	*	0	0	
February 2021	67	33	24	24	24	24	24	12	2	*	100	100	72	11	11	11	*	0	0	
February 2022	62	27	18	18	18	18	18	8	1	*	100	100	37	4	4	4	*	0	0	
February 2023	56	21	14	14	14	14	14	6	1	*	100	100	0	0	0	0	*	0	0	
February 2024	51	15	11	11	11	11	11	4	*	*	100	100	0	0	0	0	*	0	0	
February 2025	45	10	8	8	8	8	8	3	*	*	100	100	0	0	0	0	*	0	0	
February 2026	38	6	6	6	6	6	6	2	*	*	100	67	0	0	0	0	*	0	0	
February 2027	31	4	4	4	4	4	4	1	*	*	100	0	0	0	0	0	*	0	0	
February 2028	24	3	3	3	3	3	3	1	*	*	100	0	0	0	0	0	*	0	0	
February 2029	16	2	2	2	2	2	2	*	*	*	100	0	0	0	0	0	*	0	0	
February 2030	8	1	1	1	1	1	1	*	*	0	100	0	0	0	0	0	*	0	0	
February 2031	1	1	1	1	1	1	1	*	*	0	70	0	0	0	0	0	*	0	0	
February 2032	*	*	*	*	*	*	*	*	*	0	0	0	0	0	0	0	*	0	0	
February 2033	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Weighted Average																				
Life (years)**	10.5	6.4	5.6	5.6	5.6	5.6	5.6	4.4	2.9	2.1	18.1	13.2	8.6	3.7	3.7	3.7	3.2	1.9	1.2	0.9

Date	YF and YS Classes									
	PSA Prepayment Assumption									
	0%	100%	150%	165%	200%	250%	268%	400%	700%	1100%
Initial Percent	100	100	100	100	100	100	100	100	100	100
February 2014	100	100	100	100	95	88	85	67	24	0
February 2015	100	100	100	100	85	64	57	3	0	0
February 2016	100	100	100	100	75	40	27	0	0	0
February 2017	100	100	100	100	68	24	9	0	0	0
February 2018	100	100	100	100	63	15	0	0	0	0
February 2019	100	100	100	100	61	12	0	0	0	0
February 2020	100	100	100	99	60	12	0	0	0	0
February 2021	100	100	100	96	57	12	0	0	0	0
February 2022	100	100	100	90	54	12	0	0	0	0
February 2023	100	100	99	82	49	11	0	0	0	0
February 2024	100	100	88	73	43	10	0	0	0	0
February 2025	100	100	76	63	36	8	0	0	0	0
February 2026	100	100	65	53	30	7	0	0	0	0
February 2027	100	97	54	44	25	5	0	0	0	0
February 2028	100	79	43	35	19	4	0	0	0	0
February 2029	100	61	32	26	14	3	0	0	0	0
February 2030	100	44	23	18	10	2	0	0	0	0
February 2031	100	27	14	11	6	1	0	0	0	0
February 2032	60	11	6	4	2	*	0	0	0	0
February 2033	0	0	0	0	0	0	0	0	0	0
Weighted Average										
Life (years)**	19.2	16.7	14.5	13.5	9.1	3.8	2.3	1.3	0.7	0.5

* 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	DC Class							DA, IO†, DG, ID†, AD, GD and DI† Classes						
	PSA Prepayment Assumption							PSA Prepayment Assumption						
	0%	100%	200%	300%	400%	700%	1000%	0%	100%	200%	300%	400%	700%	1000%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100
February 2014	100	99	99	99	99	99	99	96	91	87	82	78	64	51
February 2015	96	89	89	89	89	89	71	96	88	75	62	49	12	0
February 2016	93	79	79	79	79	50	20	96	83	59	36	16	0	0
February 2017	89	69	69	69	64	22	0	96	78	46	18	0	0	0
February 2018	85	59	59	59	43	6	0	96	75	37	6	0	0	0
February 2019	81	49	49	47	28	0	0	96	73	30	0	0	0	0
February 2020	77	39	39	34	16	0	0	96	71	26	0	0	0	0
February 2021	73	29	29	24	7	0	0	96	71	24	0	0	0	0
February 2022	68	19	19	15	1	0	0	96	71	24	0	0	0	0
February 2023	63	10	10	8	0	0	0	96	71	24	0	0	0	0
February 2024	58	2	3	2	0	0	0	96	71	24	0	0	0	0
February 2025	52	0	0	0	0	0	0	96	63	19	0	0	0	0
February 2026	47	0	0	0	0	0	0	96	54	12	0	0	0	0
February 2027	41	0	0	0	0	0	0	96	45	6	0	0	0	0
February 2028	35	0	0	0	0	0	0	96	37	1	0	0	0	0
February 2029	28	0	0	0	0	0	0	96	30	0	0	0	0	0
February 2030	21	0	0	0	0	0	0	96	23	0	0	0	0	0
February 2031	14	0	0	0	0	0	0	96	17	0	0	0	0	0
February 2032	6	0	0	0	0	0	0	96	11	0	0	0	0	0
February 2033	0	0	0	0	0	0	0	94	5	0	0	0	0	0
February 2034	0	0	0	0	0	0	0	84	0	0	0	0	0	0
February 2035	0	0	0	0	0	0	0	73	0	0	0	0	0	0
February 2036	0	0	0	0	0	0	0	62	0	0	0	0	0	0
February 2037	0	0	0	0	0	0	0	50	0	0	0	0	0	0
February 2038	0	0	0	0	0	0	0	38	0	0	0	0	0	0
February 2039	0	0	0	0	0	0	0	25	0	0	0	0	0	0
February 2040	0	0	0	0	0	0	0	11	0	0	0	0	0	0
February 2041	0	0	0	0	0	0	0	0	0	0	0	0	0	0
February 2042	0	0	0	0	0	0	0	0	0	0	0	0	0	0
February 2043	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	11.8	6.0	6.0	5.8	4.8	3.2	2.4	23.2	11.8	5.5	2.6	1.9	1.3	1.0

Date	DZ Class							DB Class						
	PSA Prepayment Assumption							PSA Prepayment Assumption						
	0%	100%	200%	300%	400%	700%	1000%	0%	100%	200%	300%	400%	700%	1000%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100
February 2014	103	103	103	103	103	103	103	98	96	94	92	90	83	77
February 2015	105	105	105	105	105	105	105	96	89	83	77	71	54	39
February 2016	108	108	108	108	108	108	108	94	81	70	60	51	28	11
February 2017	111	111	111	111	111	111	100	92	73	59	46	35	12	0
February 2018	113	113	113	113	113	113	39	90	66	49	35	24	3	0
February 2019	116	116	116	116	116	88	15	88	60	41	26	15	0	0
February 2020	119	119	119	119	119	50	6	86	53	33	19	9	0	0
February 2021	122	122	122	122	122	28	2	83	48	27	13	4	0	0
February 2022	125	125	125	125	125	16	1	81	42	21	8	*	0	0
February 2023	128	128	128	128	96	9	*	78	37	16	4	0	0	0
February 2024	132	132	132	132	70	5	*	75	33	12	1	0	0	0
February 2025	135	135	135	117	51	3	*	72	28	9	0	0	0	0
February 2026	138	138	138	92	37	2	*	69	24	6	0	0	0	0
February 2027	142	142	142	72	27	1	*	66	20	3	0	0	0	0
February 2028	145	145	145	56	19	*	*	62	17	*	0	0	0	0
February 2029	149	149	125	43	14	*	*	59	14	0	0	0	0	0
February 2030	153	153	103	34	10	*	*	55	10	0	0	0	0	0
February 2031	157	157	85	26	7	*	*	51	8	0	0	0	0	0
February 2032	161	161	69	20	5	*	*	47	5	0	0	0	0	0
February 2033	165	165	56	15	3	*	*	42	2	0	0	0	0	0
February 2034	169	168	45	11	2	*	*	38	0	0	0	0	0	0
February 2035	173	141	35	8	2	*	*	33	0	0	0	0	0	0
February 2036	178	117	27	6	1	*	0	28	0	0	0	0	0	0
February 2037	182	95	21	4	1	*	0	23	0	0	0	0	0	0
February 2038	187	74	15	3	*	*	0	17	0	0	0	0	0	0
February 2039	191	55	11	2	*	*	0	11	0	0	0	0	0	0
February 2040	196	38	7	1	*	*	0	5	0	0	0	0	0	0
February 2041	181	22	4	1	*	*	0	0	0	0	0	0	0	0
February 2042	93	8	1	*	*	*	0	0	0	0	0	0	0	0
February 2043	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	28.9	24.8	19.7	15.4	12.3	7.3	5.0	16.9	8.6	5.7	4.3	3.5	2.3	1.8

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

Date	FC, O† and SB† Classes								SG† Class							
	PSA Prepayment Assumption								PSA Prepayment Assumption							
	0%	100%	394%	600%	800%	1000%	1300%	2000%	0%	100%	394%	600%	800%	1000%	1300%	2000%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
February 2014	100	90	59	38	17	0	0	0	100	73	0	0	0	0	0	0
February 2015	100	80	28	0	0	0	0	0	100	48	0	0	0	0	0	0
February 2016	100	71	4	0	0	0	0	0	100	24	0	0	0	0	0	0
February 2017	100	62	0	0	0	0	0	0	100	2	0	0	0	0	0	0
February 2018	100	53	0	0	0	0	0	0	100	0	0	0	0	0	0	0
February 2019	97	43	0	0	0	0	0	0	91	0	0	0	0	0	0	0
February 2020	93	33	0	0	0	0	0	0	81	0	0	0	0	0	0	0
February 2021	89	23	0	0	0	0	0	0	71	0	0	0	0	0	0	0
February 2022	84	15	0	0	0	0	0	0	59	0	0	0	0	0	0	0
February 2023	79	6	0	0	0	0	0	0	47	0	0	0	0	0	0	0
February 2024	74	0	0	0	0	0	0	0	33	0	0	0	0	0	0	0
February 2025	68	0	0	0	0	0	0	0	18	0	0	0	0	0	0	0
February 2026	62	0	0	0	0	0	0	0	2	0	0	0	0	0	0	0
February 2027	55	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
February 2028	48	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
February 2029	40	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
February 2030	31	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
February 2031	22	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
February 2032	11	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
February 2033	*	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
February 2034	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
February 2035	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
February 2036	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
February 2037	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
February 2038	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
February 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
February 2040	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
February 2041	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
February 2042	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
February 2043	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	14.1	5.3	1.4	0.9	0.6	0.4	0.3	0.1	9.6	2.0	0.5	0.3	0.2	0.2	0.1	0.1

Date	SH† Class								FA and SA† Classes							
	PSA Prepayment Assumption								PSA Prepayment Assumption							
	0%	100%	394%	600%	800%	1000%	1300%	2000%	0%	100%	200%	300%	400%	700%	1000%	1500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
February 2014	100	100	96	62	28	0	0	0	100	94	88	82	76	58	40	10
February 2015	100	100	45	0	0	0	0	0	100	88	77	67	58	34	16	1
February 2016	100	100	7	0	0	0	0	0	100	83	68	55	44	20	6	*
February 2017	100	100	0	0	0	0	0	0	100	78	60	45	33	11	3	*
February 2018	100	87	0	0	0	0	0	0	100	72	52	36	25	6	1	*
February 2019	100	70	0	0	0	0	0	0	100	66	44	29	18	4	*	*
February 2020	100	53	0	0	0	0	0	0	100	60	38	23	14	2	*	*
February 2021	100	38	0	0	0	0	0	0	100	55	32	18	10	1	*	0
February 2022	100	24	0	0	0	0	0	0	100	49	27	14	7	1	*	0
February 2023	100	10	0	0	0	0	0	0	100	45	23	11	5	*	*	0
February 2024	100	0	0	0	0	0	0	0	98	40	19	9	4	*	*	0
February 2025	100	0	0	0	0	0	0	0	96	36	16	7	3	*	*	0
February 2026	100	0	0	0	0	0	0	0	93	32	13	5	2	*	*	0
February 2027	90	0	0	0	0	0	0	0	90	28	11	4	1	*	*	0
February 2028	78	0	0	0	0	0	0	0	88	24	9	3	1	*	*	0
February 2029	65	0	0	0	0	0	0	0	84	21	7	2	1	*	*	0
February 2030	51	0	0	0	0	0	0	0	81	18	6	2	*	*	*	0
February 2031	36	0	0	0	0	0	0	0	77	15	5	1	*	*	*	0
February 2032	19	0	0	0	0	0	0	0	73	12	3	1	*	*	*	0
February 2033	*	0	0	0	0	0	0	0	69	10	3	1	*	*	0	0
February 2034	0	0	0	0	0	0	0	0	64	7	2	*	*	*	0	0
February 2035	0	0	0	0	0	0	0	0	59	5	1	*	*	*	0	0
February 2036	0	0	0	0	0	0	0	0	54	3	1	*	*	*	0	0
February 2037	0	0	0	0	0	0	0	0	48	1	*	*	*	*	0	0
February 2038	0	0	0	0	0	0	0	0	41	0	0	0	0	0	0	0
February 2039	0	0	0	0	0	0	0	0	34	0	0	0	0	0	0	0
February 2040	0	0	0	0	0	0	0	0	27	0	0	0	0	0	0	0
February 2041	0	0	0	0	0	0	0	0	18	0	0	0	0	0	0	0
February 2042	0	0	0	0	0	0	0	0	10	0	0	0	0	0	0	0
February 2043	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	16.9	7.3	2.0	1.2	0.8	0.6	0.4	0.1	22.6	9.9	6.6	4.7	3.5	1.9	1.1	0.5

* 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	SC† Class								SD† Class							
	PSA Prepayment Assumption								PSA Prepayment Assumption							
	0%	100%	200%	300%	400%	700%	1000%	1500%	0%	100%	200%	300%	400%	700%	1000%	1500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
February 2014	100	76	52	28	4	0	0	0	100	100	100	100	100	77	53	13
February 2015	100	54	10	0	0	0	0	0	100	100	100	90	77	45	21	1
February 2016	100	32	0	0	0	0	0	0	100	100	91	74	59	26	9	*
February 2017	100	12	0	0	0	0	0	0	100	100	80	60	45	15	3	*
February 2018	100	0	0	0	0	0	0	0	100	96	69	49	33	9	1	*
February 2019	100	0	0	0	0	0	0	0	100	88	59	39	25	5	1	*
February 2020	100	0	0	0	0	0	0	0	100	80	51	31	18	3	*	*
February 2021	100	0	0	0	0	0	0	0	100	73	43	24	13	2	*	*
February 2022	100	0	0	0	0	0	0	0	100	66	36	19	10	1	*	0
February 2023	100	0	0	0	0	0	0	0	100	60	31	15	7	*	*	0
February 2024	92	0	0	0	0	0	0	0	100	53	26	12	5	*	*	0
February 2025	82	0	0	0	0	0	0	0	100	48	22	9	4	*	*	0
February 2026	73	0	0	0	0	0	0	0	100	42	18	7	3	*	*	0
February 2027	62	0	0	0	0	0	0	0	100	37	15	6	2	*	*	0
February 2028	50	0	0	0	0	0	0	0	100	33	12	4	1	*	*	0
February 2029	38	0	0	0	0	0	0	0	100	28	10	3	1	*	*	0
February 2030	24	0	0	0	0	0	0	0	100	24	8	2	1	*	*	0
February 2031	9	0	0	0	0	0	0	0	100	20	6	2	*	*	*	0
February 2032	0	0	0	0	0	0	0	0	98	16	5	1	*	*	*	0
February 2033	0	0	0	0	0	0	0	0	92	13	3	1	*	*	0	0
February 2034	0	0	0	0	0	0	0	0	86	10	2	1	*	*	0	0
February 2035	0	0	0	0	0	0	0	0	79	6	2	*	*	*	0	0
February 2036	0	0	0	0	0	0	0	0	72	4	1	*	*	*	0	0
February 2037	0	0	0	0	0	0	0	0	64	1	*	*	*	*	0	0
February 2038	0	0	0	0	0	0	0	0	55	0	0	0	0	0	0	0
February 2039	0	0	0	0	0	0	0	0	46	0	0	0	0	0	0	0
February 2040	0	0	0	0	0	0	0	0	36	0	0	0	0	0	0	0
February 2041	0	0	0	0	0	0	0	0	25	0	0	0	0	0	0	0
February 2042	0	0	0	0	0	0	0	0	13	0	0	0	0	0	0	0
February 2043	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average																
Life (years)**	14.8	2.2	1.1	0.7	0.5	0.3	0.2	0.1	25.2	12.5	8.4	6.0	4.5	2.4	1.4	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 Accrual Class and the Notional Classes will be issued with original issue discount (“OID”), and certain other Classes of REMIC Certificates may be issued with OID. If a Class is issued with OID, a beneficial owner of a Certificate of that Class generally must recognize some taxable income in advance of the receipt of the cash attributable to that income. See “Material Federal Income Tax Consequences—Taxation of Beneficial Owners of Regular Certificates—*Treatment of Original Issue Discount*” in the REMIC Prospectus. In addition, certain Classes of REMIC Certificates may be treated as having been issued at a premium. See “Material Federal Income Tax Consequences—Taxation of Beneficial Owners of Regular Certificates—*Regular Certificates Purchased at a Premium*” in the REMIC Prospectus.

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

<u>Group</u>	<u>Prepayment Assumption</u>
1	200% PSA
2	200% PSA
3	394% PSA
4	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 either of those rates or any other rate. See “Description of the Certificates—Weighted Average Lives of the Certificates” in this prospectus supplement and “Yield, Maturity and Prepayment Considerations—Weighted Average Lives and Final Distribution Dates” in the REMIC Prospectus.

Taxation of Beneficial Owners of Residual Certificates

The Holder of a Residual Certificate will be considered to be the holder of the “residual interest” in the related REMIC. Such Holder generally will be required to report its daily portion

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

Taxation of Beneficial Owners of RCR Certificates

The RCR Classes will be created, sold and administered pursuant to an arrangement that will be classified as a grantor trust under subpart E, part I of subchapter J of the Code. The Regular Certificates that are exchanged for RCR Certificates set forth in Schedule 1 (including any exchanges effective on the Settlement Date) will be the assets of the trust, and the RCR Certificates will represent an ownership interest of the underlying Regular Certificates. For a general discussion of the federal income tax treatment of beneficial owners of Regular Certificates, see “Material Federal Income Tax Consequences” in the REMIC Prospectus.

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

PLAN OF DISTRIBUTION

We are obligated to deliver the Certificates to Jefferies & Company, Inc. (the “Dealer”) in exchange for the Trust MBS and the Group 3 Underlying RCR Certificate. 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. K&L Gates LLP will provide legal representation for the Dealer.

Group 3 Underlying RCR Certificate

Underlying REMIC Trust	Class	Date of Issue	CUSIP Number	Interest Rate	Interest Type(1)	Final Distribution Date	Principal Type(1)	Original Principal Balance of Class	February 2013 Class Factor	Principal Balance in the Lower Tier REMIC	Approximate Weighted Average WAC	Approximate Weighted Average WAM (in months)	Approximate Weighted Average WALA (in months)	Approximate Weighted Average Remaining Term to Expiration of Interest Only Period (in months)
2008-11	GE	February 2008	31396YVJ8	5.75%	FIX	June 2037	SEQ	\$276,000,000	0.11919153	\$25,864,562.01	6.624%	297	63	57

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

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

Schedule 1

Available Recombinations(1)

REMIC Certificates		RCR Certificates						
Classes	Original Balances	RCR Classes	Original Balances	Principal Type(2)	Interest Rate	Interest Type(2)	CUSIP Number	Final Distribution Date
Recombination 1								
BA	\$42,076,237	BD	\$ 42,076,237	PAC	2.0%	FIX	3136ACLE9	March 2033
BI	3,506,353(3)							
Recombination 2								
DA	23,500,000	AD	23,500,000	SPS/AD	2.5	FIX	3136ACLF6	January 2041
IO	9,400,000(3)							
Recombination 3								
DG	23,500,000	GD	23,500,000	SPS/AD	2.5	FIX	3136ACLG4	January 2041
ID	9,400,000(3)							
Recombination 4								
IO	9,400,000(3)	DI	18,800,000(3)	NTL	2.5	FIX/IO	3136ACLH2	January 2041
ID	9,400,000(3)							
Recombination 5								
DA	23,500,000	DB	104,444,444	SEQ/AD	2.5	FIX	3136ACLJ8	January 2041
IO	9,400,000(3)							
DG	23,500,000							
ID	9,400,000(3)							
DC	57,444,444							
Recombination 6								
SG	10,000,000(3)	SB	25,864,562(3)	NTL	(4)	INV/IO	3136ACLK5	June 2037
SH	15,864,562(3)							
Recombination 7								
SC	10,000,000(3)	SA	39,928,860(3)	NTL	(4)	INV/IO	3136ACLL3	March 2043
SD	29,928,860(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-6 for a description of how their notional principal balances are calculated.

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

Principal Balance Schedules

BA Class Planned Balances

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
Initial Balance	\$42,076,237.00	October 2017	\$21,137,519.31	June 2022	\$ 7,113,642.93
March 2013	41,879,423.54	November 2017	20,788,852.42	July 2022	6,963,915.27
April 2013	41,669,958.66	December 2017	20,443,512.93	August 2022	6,816,900.49
May 2013	41,447,963.00	January 2018	20,101,471.84	September 2022	6,672,552.93
June 2013	41,213,567.12	February 2018	19,762,700.40	October 2022	6,530,827.71
July 2013	40,966,911.42	March 2018	19,427,170.09	November 2022	6,391,680.64
August 2013	40,708,145.96	April 2018	19,094,852.62	December 2022	6,255,068.24
September 2013	40,437,430.36	May 2018	18,765,719.95	January 2023	6,120,947.75
October 2013	40,154,933.65	June 2018	18,439,744.28	February 2023	5,989,277.10
November 2013	39,860,834.07	July 2018	18,116,898.02	March 2023	5,860,014.89
December 2013	39,555,318.92	August 2018	17,797,153.83	April 2023	5,733,120.38
January 2014	39,238,584.35	September 2018	17,480,484.59	May 2023	5,608,553.51
February 2014	38,910,835.17	October 2018	17,166,863.39	June 2023	5,486,274.84
March 2014	38,572,284.63	November 2018	16,856,263.58	July 2023	5,366,245.60
April 2014	38,223,154.19	December 2018	16,548,658.71	August 2023	5,248,427.63
May 2014	37,863,673.29	January 2019	16,244,022.55	September 2023	5,132,783.38
June 2014	37,494,079.09	February 2019	15,942,329.08	October 2023	5,019,275.93
July 2014	37,114,616.22	March 2019	15,643,552.54	November 2023	4,907,868.94
August 2014	36,725,536.51	April 2019	15,347,667.33	December 2023	4,798,526.66
September 2014	36,327,098.70	May 2019	15,054,648.10	January 2024	4,691,213.93
October 2014	35,919,568.18	June 2019	14,764,541.16	February 2024	4,585,896.15
November 2014	35,503,216.65	July 2019	14,479,476.14	March 2024	4,482,539.30
December 2014	35,078,321.86	August 2019	14,199,370.24	April 2024	4,381,109.89
January 2015	34,645,167.25	September 2019	13,924,141.94	May 2024	4,281,574.98
February 2015	34,204,041.69	October 2019	13,653,711.02	June 2024	4,183,902.18
March 2015	33,755,239.08	November 2019	13,387,998.53	July 2024	4,088,059.62
April 2015	33,299,058.07	December 2019	13,126,926.79	August 2024	3,994,015.93
May 2015	32,835,801.72	January 2020	12,870,419.32	September 2024	3,901,740.28
June 2015	32,376,865.46	February 2020	12,618,400.91	October 2024	3,811,202.33
July 2015	31,922,212.08	March 2020	12,370,797.49	November 2024	3,722,372.22
August 2015	31,471,804.62	April 2020	12,127,536.20	December 2024	3,635,220.60
September 2015	31,025,606.47	May 2020	11,888,545.34	January 2025	3,549,718.60
October 2015	30,583,581.29	June 2020	11,653,754.33	February 2025	3,465,837.79
November 2015	30,145,693.07	July 2020	11,423,093.74	March 2025	3,383,550.24
December 2015	29,711,906.08	August 2020	11,196,495.23	April 2025	3,302,828.46
January 2016	29,282,184.90	September 2020	10,973,891.55	May 2025	3,223,645.41
February 2016	28,856,494.38	October 2020	10,755,216.52	June 2025	3,145,974.50
March 2016	28,434,799.68	November 2020	10,540,405.03	July 2025	3,069,789.56
April 2016	28,017,066.26	December 2020	10,329,393.00	August 2025	2,995,064.86
May 2016	27,603,259.84	January 2021	10,122,117.36	September 2025	2,921,775.10
June 2016	27,193,346.44	February 2021	9,918,516.08	October 2025	2,849,895.38
July 2016	26,787,292.36	March 2021	9,718,528.08	November 2025	2,779,401.22
August 2016	26,385,064.17	April 2021	9,522,093.29	December 2025	2,710,268.52
September 2016	25,986,628.73	May 2021	9,329,152.59	January 2026	2,642,473.61
October 2016	25,591,953.18	June 2021	9,139,647.79	February 2026	2,575,993.18
November 2016	25,201,004.92	July 2021	8,953,521.65	March 2026	2,510,804.31
December 2016	24,813,751.62	August 2021	8,770,717.85	April 2026	2,446,884.48
January 2017	24,430,161.23	September 2021	8,591,180.95	May 2026	2,384,211.50
February 2017	24,050,201.95	October 2021	8,414,856.42	June 2026	2,322,763.59
March 2017	23,673,842.26	November 2021	8,241,690.59	July 2026	2,262,519.29
April 2017	23,301,050.90	December 2021	8,071,630.65	August 2026	2,203,457.52
May 2017	22,931,796.86	January 2022	7,904,624.66	September 2026	2,145,557.53
June 2017	22,566,049.40	February 2022	7,740,621.48	October 2026	2,088,798.93
July 2017	22,203,778.02	March 2022	7,579,570.82	November 2026	2,033,161.66
August 2017	21,844,952.50	April 2022	7,421,423.17	December 2026	1,978,625.99
September 2017	21,489,542.84	May 2022	7,266,129.85	January 2027	1,925,172.51

BA Class (Continued)

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
February 2027	\$ 1,872,782.14	February 2029	\$ 889,897.46	February 2031	\$ 302,700.00
March 2027	1,821,436.12	March 2029	858,725.47	March 2031	284,514.68
April 2027	1,771,116.00	April 2029	828,217.97	April 2031	266,753.51
May 2027	1,721,803.61	May 2029	798,362.84	May 2031	249,408.47
June 2027	1,673,481.13	June 2029	769,148.18	June 2031	232,471.69
July 2027	1,626,130.98	July 2029	740,562.29	July 2031	215,935.42
August 2027	1,579,735.93	August 2029	712,593.66	August 2031	199,792.06
September 2027	1,534,278.99	September 2029	685,231.00	September 2031	184,034.13
October 2027	1,489,743.47	October 2029	658,463.17	October 2031	168,654.27
November 2027	1,446,112.97	November 2029	632,279.26	November 2031	153,645.26
December 2027	1,403,371.34	December 2029	606,668.51	December 2031	139,000.01
January 2028	1,361,502.71	January 2030	581,620.36	January 2032	124,711.55
February 2028	1,320,491.49	February 2030	557,124.44	February 2032	110,773.02
March 2028	1,280,322.33	March 2030	533,170.53	March 2032	97,177.68
April 2028	1,240,980.13	April 2030	509,748.61	April 2032	83,918.92
May 2028	1,202,450.07	May 2030	486,848.81	May 2032	70,990.23
June 2028	1,164,717.55	June 2030	464,461.45	June 2032	58,385.23
July 2028	1,127,768.24	July 2030	442,576.98	July 2032	46,097.64
August 2028	1,091,588.03	August 2030	421,186.04	August 2032	34,121.30
September 2028	1,056,163.05	September 2030	400,279.44	September 2032	22,450.13
October 2028	1,021,479.68	October 2030	379,848.11	October 2032	11,078.18
November 2028	987,524.50	November 2030	359,883.17	November 2032 and thereafter	0.00
December 2028	954,284.34	December 2030	340,375.88		
January 2029	921,746.24	January 2031	321,317.64		

YA Class Planned Balances

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
Initial Balance	\$1,436,000.00	July 2015	\$ 884,668.04	December 2017	\$ 379,543.84
March 2013	1,430,956.38	August 2015	858,734.46	January 2018	369,943.21
April 2013	1,424,680.22	September 2015	833,497.58	February 2018	360,779.14
May 2013	1,417,184.76	October 2015	808,946.78	March 2018	352,044.28
June 2013	1,408,485.31	November 2015	785,071.55	April 2018	343,731.35
July 2013	1,398,599.15	December 2015	761,861.51	May 2018	335,833.19
August 2013	1,387,545.57	January 2016	739,306.41	June 2018	328,342.68
September 2013	1,375,345.81	February 2016	717,396.14	July 2018	321,252.85
October 2013	1,362,023.01	March 2016	696,120.70	August 2018	314,556.79
November 2013	1,347,602.21	April 2016	675,470.22	September 2018	308,247.67
December 2013	1,332,110.28	May 2016	655,434.95	October 2018	302,318.79
January 2014	1,315,575.89	June 2016	636,005.26	November 2018	296,763.50
February 2014	1,298,029.44	July 2016	617,171.65	December 2018	291,575.23
March 2014	1,279,503.01	August 2016	598,924.73	January 2019	286,747.53
April 2014	1,260,030.35	September 2016	581,255.24	February 2019	282,274.04
May 2014	1,239,646.72	October 2016	564,154.01	March 2019	278,148.41
June 2014	1,218,388.94	November 2016	547,612.00	April 2019	274,364.47
July 2014	1,196,295.23	December 2016	531,620.30	May 2019	270,916.06
August 2014	1,173,405.18	January 2017	516,170.08	June 2019	267,766.87
September 2014	1,149,759.69	February 2017	501,252.65	July 2019	264,332.73
October 2014	1,125,400.85	March 2017	486,859.41	August 2019	260,623.86
November 2014	1,100,371.90	April 2017	472,981.88	September 2019	256,650.26
December 2014	1,074,717.12	May 2017	459,611.67	October 2019	252,421.71
January 2015	1,048,481.77	June 2017	446,740.53	November 2019	247,947.73
February 2015	1,021,711.96	July 2017	434,360.29	December 2019	243,237.60
March 2015	994,454.64	August 2017	422,462.86	January 2020	238,300.40
April 2015	966,757.43	September 2017	411,040.32	February 2020	233,144.94
May 2015	938,668.55	October 2017	400,084.79	March 2020	227,779.88
June 2015	911,309.11	November 2017	389,588.52	April 2020	222,213.61

YA Class (Continued)

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
May 2020	\$ 216,454.32	March 2021	\$ 149,909.14	January 2022	\$ 71,688.56
June 2020	210,510.03	April 2021	142,512.40	February 2022	63,443.04
July 2020	204,388.52	May 2021	135,006.25	March 2022	55,139.99
August 2020	198,097.38	June 2021	127,396.54	April 2022	46,783.89
September 2020	191,644.04	July 2021	119,688.97	May 2022	38,379.02
October 2020	185,035.71	August 2021	111,889.08	June 2022	29,929.59
November 2020	178,279.42	September 2021	104,002.26	July 2022	21,439.68
December 2020	171,382.03	October 2021	96,033.76	August 2022	12,913.22
January 2021	164,350.21	November 2021	87,988.69	September 2022	4,354.09
February 2021	157,190.46	December 2021	79,872.02	October 2022 and thereafter	0.00

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

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

\$227,798,188



**Guaranteed REMIC
Pass-Through Certificates
Fannie Mae REMIC Trust 2013-25**

PROSPECTUS SUPPLEMENT

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Jefferies

February 22, 2013
