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

$767,840,237

FannieMae®

Guaranteed REMIC Pass-Through Certificates
Fannie Mae REMIC Trust 2013-39

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 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.

Carefully consider the risk factors on page S-8 of this prospectus supplement and starting on page 13 of the REMIC prospectus. Unless you understand and are able to tolerate these risks, you should not invest in the certificates.

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

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

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

Class	Group	Original Class Balance	Principal Type(1)	Interest Rate	Interest Type(1)	CUSIP Number	Final Distribution Date
KY(2)	1	$ 52,566,585	PT	1.50%	FIX	3136AEDE4	May 2028
KI(2)	1	32,854,115(3)	NTL	4.00	FIX/IO	3136AEDF1	May 2028
KA	2	87,775,860	PT	1.50	FIX	3136AEDG9	May 2028
IK	2	58,517,240(3)	NTL	4.50	FIX/IO	3136AEDH7	May 2028
MA(2)	3	122,498,420	PAC	2.50	FIX	3136AEDJ3	May 2028
UP	3	25,000,000	SUP	2.50	FIX	3136AEDK0	May 2028
AP	4	140,000,000	PAC	1.65	FIX	3136AEDL8	June 2042
BP	4	20,000,000	PAC	2.00	FIX	3136AEDM6	June 2042
IP	4	72,250,000(3)	NTL	4.00	FIX/IO	3136AEDN4	June 2042
EP	4	12,384,000	PAC	3.50	FIX	3136AEDP9	May 2043
UF	4	33,914,533	SUP	(4)	FLT	3136AEDQ7	May 2043
US	4	14,534,801	SUP	(4)	INV	3136AEDR5	May 2043
FA	4	44,166,666	PT	(4)	FLT	3136AEDS3	May 2043
SA	4	44,166,666(3)	NTL	(4)	INV/IO	3136AEDT1	May 2043
MS(2)	5	7,278,727(3)	NTL	(4)	INV/IO	3136AEDU8	October 2042
NS(2)	5	41,246,121(3)	NTL	(4)	INV/IO	3136AEDV6	October 2042
AB(2)	6	193,499,000	SEQ	2.00	FIX	3136AEDW4	November 2041
AI(2)	6	64,499,666(3)	NTL	3.00	FIX/IO	3136AEDX2	November 2041
BA(2)	6	21,500,372	SEQ	2.00	FIX	3136AEDY0	May 2043
BI(2)	6	7,166,790(3)	NTL	3.00	FIX/IO	3136AEDZ7	May 2043
R(5)		0	NPR	0	NPR	3136AEEA1	May 2043
RL(5)		0	NPR	0	NPR	3136AEEB9	May 2043
RA(6)		0	NPR	0	NPR	3136AEEC7	May 2043
RB(6)		0	NPR	0	NPR	3136ADZY8	May 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.
(5) The R and RL Classes relate to Groups 1, 2, 3, 4 and 5 only.
(6) The RA and RB Classes relate to Group 6 only.

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 KM, MC, MI, MP, MD, GS, IO, AL and BL 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 April 30, 2013.

Barclays

The date of this Prospectus Supplement is April 24, 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
  - March 1, 2013, for all MBS issued on or after March 1, 2013,
  - February 1, 2012, for all MBS issued on or after February 1, 2012 and prior to March 1, 2013,
  - 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 5 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 March 1, 2013.

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

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

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

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

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

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

SUMMARY

This summary contains only limited information about the certificates. Statistical information in this summary is provided as of April 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	Group 3 MBS
4	Group 4 MBS
5	Class 2012-113-GS RCR Certificate
6	Group 6 MBS

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

Characteristics of the Trust MBS

	Approximate Principal Balance	Pass-Through Rate	Range of Weighted Average Coupons or WACs (annual percentages)	Range of Weighted Average Remaining Terms to Maturity or WAMs (in months)
Group 1 MBS	$ 52,566,585	4.00%	4.25% to 6.50%	121 to 180
Group 2 MBS	$ 87,775,860	4.50%	4.75% to 7.00%	121 to 180
Group 3 MBS	$147,498,420	2.50%	2.75% to 5.00%	121 to 180
Group 4 MBS	$265,000,000	4.00%	4.25% to 6.50%	241 to 360
Group 6 MBS	$214,999,372	3.00%	3.25% to 5.50%	241 to 360

Assumed Characteristics of the Underlying Mortgage Loans

	Principal Balance	Original Term to Maturity (in months)	Remaining Term to Maturity (in months)	Loan Age (in months)	Interest Rate
Group 1 MBS	$ 52,566,585	180	149	26	4.404%
Group 2 MBS	$ 87,775,860	180	140	35	4.865%
Group 3 MBS	$147,498,420	180	178	1	2.925%
Group 4 MBS	$265,000,000	360	344	12	4.530%
Group 6 MBS	$214,999,372	360	353	5	3.575%

The actual remaining terms to maturity, loan ages and interest rates of most of the mortgage loans underlying the Trust MBS will differ from those shown above, 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 5

Exhibit A describes the underlying RCR certificate in Group 5, 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 April 30, 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, RL, RA and RB Classes	R, RL, RA and RB 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 (other than the MS, NS and GS Classes) will bear interest at the initial interest rates listed below. The initial interest rates listed below for the MS, NS and GS Classes are assumed rates. During each subsequent interest accrual period, the floating rate and inverse floating rate classes will bear interest based on the formulas indicated below, but always subject to the specified maximum and minimum interest rates:

Class	Initial Interest Rate	Maximum Interest Rate	Minimum Interest Rate	Formula for Calculation of Interest Rate(1)
UF	1.20270%	5.00000%	1.00%	LIBOR + 100 basis points
US	8.86036%	9.33333%	0.00%	9.33333% − (2.33333315 × LIBOR)
FA	0.55270%	6.50000%	0.35%	LIBOR + 35 basis points
SA	5.94730%	6.15000%	0.00%	6.15% − LIBOR
MS	5.89730%(2)	6.10000%	0.00%	6.10% − LIBOR
NS	5.89730%(2)	6.10000%	0.00%	6.10% − LIBOR
GS	5.89730%(2)	6.10000%	0.00%	6.10% − LIBOR

(1) We will establish LIBOR on the basis of the "BBA Method."
(2) Assumed initial interest rates. The actual initial interest rates for these classes will be calculated on April 23, 2013, using the applicable formulas.

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	
KI	62.4999988110% of the KY Class
IK	66.6666666667% of the KA Class
MI	40% of the MA Class
IP	51.6071428571% of the AP Class
SA	100% of the FA Class
MS and NS(1)	100% of the notional principal balance of the Group 5 Underlying RCR Certificate
AI	33.3333329888% of the AB Class
BI	33.3333302326% of the BA Class
IO	33.3333329888% of the AB Class *plus* 33.3333302326% of the BA Class
GS	100% of the notional principal balance of the Group 5 Underlying RCR Certificate

(1) The sum of these notional principal balances will equal the indicated percentage of the specified balance. On each distribution date, reductions in the notional principal balance of the Group 5 Underlying RCR Certificate will be allocated, sequentially, in reduction of the notional principal balances of the MS and NS 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)*

Group 1 Classes	PSA Prepayment Assumption					
	0%	100%	250%	500%	800%	1200%
KY, KI and KM	8.7	5.3	3.8	2.3	1.4	0.8

Group 2 Classes	PSA Prepayment Assumption					
	0%	100%	250%	500%	800%	1200%
KA and IK	8.8	5.1	3.7	2.3	1.4	0.8

Group 3 Classes	PSA Prepayment Assumption							
	0%	100%	124%	155%	270%	500%	900%	1300%
MA, MC, MP, MD and MI	7.3	5.2	5.0	5.0	5.0	3.7	2.5	1.9
UP	14.0	11.9	11.0	8.8	2.4	1.3	0.8	0.6

Group 4 Classes	PSA Prepayment Assumption							
	0%	100%	125%	155%	250%	500%	900%	1300%
AP, BP and IP	16.4	6.3	5.6	5.6	5.6	3.2	1.8	1.2
EP	26.4	19.2	19.2	19.2	19.2	10.6	5.4	3.2
UF and US	28.5	20.6	17.9	13.0	2.4	0.8	0.4	0.3
FA and SA	19.6	10.2	9.1	8.0	5.7	3.1	1.7	1.1

Group 5 Classes	PSA Prepayment Assumption					
	0%	100%	200%	400%	900%	1300%
MS	5.6	1.2	0.8	0.5	0.2	0.2
NS	21.9	11.7	7.7	4.3	1.9	1.2
GS	19.4	10.1	6.7	3.7	1.6	1.0

Group 6 Classes	PSA Prepayment Assumption				
	0%	100%	200%	500%	800%
AB, AI and AL	17.8	8.6	5.6	2.8	1.9
BA, BI and BL	29.3	25.2	19.6	9.5	5.8
IO	19.0	10.3	7.0	3.4	2.3

* 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 April 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:

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

The Group 5 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 "Lower Tier REMIC I," "Upper Tier REMIC I," "Lower Tier REMIC II" and "Upper Tier REMIC II" 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, RL, RA and RB Classes are collectively referred to as the "Regular Classes" or "Regular Certificates," and the R, RL, RA and RB Classes are collectively referred to as the "Residual Classes" or "Residual Certificates."

REMIC Designation	Assets	Regular Interests	Residual Interest
Lower Tier REMIC I	Group 1 MBS, Group 2 MBS, Group 3 MBS, Group 4 MBS and Group 5 Underlying RCR Certificate	Interests in Lower Tier REMIC I other than the RL Class (the "Lower Tier REMIC I Regular Interests")	RL
Upper Tier REMIC I	Lower Tier REMIC I Regular Interests	Group 1, Group 2, Group 3, Group 4 and Group 5 Classes	R
Lower Tier REMIC II	Group 6 MBS	Interests in Lower Tier REMIC II other than the RB Class (the "Lower Tier REMIC II Regular Interests")	RB
Upper Tier REMIC II	Lower Tier REMIC II Regular Interests	Group 6 Classes	RA

Fannie Mae Guaranty. For a description of our guaranties of the Certificates, the MBS and the Group 5 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:

Classes	Denominations
Interest Only and Inverse Floating Rate Classes	$100,000 minimum plus whole dollar increments
All other Classes (except the R, RL, RA and RB 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 15 years in the case of the Group 1 MBS, Group 2 MBS and Group 3 MBS; and up to 30 years in the case of the Group 4 MBS and Group 6 MBS.

In addition, the pools of mortgage loans backing the Group 3 MBS have been designated as pools that include "jumbo-conforming" or "high balance" mortgage loans as described further under "The Mortgage Loans—Special Feature Mortgage Loans—*Loans with Original Principal Balances Exceeding our Traditional Conforming Loan Limits*" in the MBS Prospectus dated March 1, 2013. 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 Group 3 MBS, see the Final Data Statement for the Trust and the related prospectus supplement for each MBS. See also "Risk Factors—Risks Relating to Yield and Prepayment—Refinancing of Loans; Sale of Property—*"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 March 1, 2013.

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

The Group 5 Underlying RCR Certificate

The Group 5 Underlying RCR Certificate represents beneficial ownership interests in the related Underlying REMIC Trust. The assets of that trust consist of MBS (or beneficial ownership interests in MBS) having the general characteristics set forth in the MBS Prospectus. Each MBS evidences beneficial ownership interests in a pool of conventional, fixed-rate, fully-amortizing mortgage loans secured by first mortgages or deeds of trust on single-family residential properties, as described under "The Mortgage Loan Pools" and "Yield, Maturity and Prepayment Considerations" in the MBS Prospectus.

Distributions on the Group 5 Underlying RCR Certificate will be passed through monthly, beginning in the month after we issue the Certificates. The general characteristics of the Group 5 Underlying RCR Certificate are described in the Underlying REMIC Disclosure Document. See Exhibit A for certain additional information about the Group 5 Underlying RCR Certificate. Exhibit A is provided in lieu of a Final Data Statement with respect to the Group 5 Underlying RCR Certificate.

For further information about the Group 5 Underlying RCR Certificate, telephone us at 1-800-237-8627. Additional information about the Group 5 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 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.

- *Group 1*

  The Group 1 Principal Distribution Amount to KY until retired. } **Pass-Through Class**

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

- *Group 2*

  The Group 2 Principal Distribution Amount to KA until retired. } **Pass-Through Class**

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

- *Group 3*

  The Group 3 Principal Distribution Amount in the following priority:

  1. To MA to its Planned Balance. } **PAC Class**
  2. To UP until retired. } **Support Class**
  3. To MA until retired. } **PAC Class**

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

- *Group 4*

  The Group 4 Principal Distribution Amount as follows:

  — 83.3333335849% as follows:

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

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

  third, to the Aggregate Group to zero, and } **PAC Group**

  — 16.6666664151% to FA until retired. } **Pass-Through Class**

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

The "Aggregate Group" consists of the AP, BP and EP Classes. On each Distribution Date, we will apply payments of principal of the Aggregate Group as follows:

first, to AP and BP, pro rata, until retired; and *second*, to EP until retired.

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

- *Group 6*

The Group 6 Principal Distribution Amount to AB and BA, in that order, until retired. } **Sequential Pay Classes**

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

Structuring Assumptions

Pricing Assumptions. Except where otherwise noted, the information in the tables in this prospectus supplement has been prepared based on the actual characteristics of each pool of Mortgage Loans backing the Group 5 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, Group 3, Group 4 and Group 6—Assumed Characteristics of the Underlying Mortgage Loans" in this prospectus supplement;
- the Mortgage Loans prepay at the constant percentages of PSA specified in the related tables;
- the settlement date for the Certificates is April 30, 2013; 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 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 the MA Class or the Aggregate Group is the range of prepayment rates (measured by *constant* PSA rates) that would reduce the MA Class or 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.

Class and Group	Structuring Ranges	Initial Effective Ranges
MA Class Planned Balances	Between 124% and 270% PSA	Between 124% and 270% PSA
Aggregate Group Planned Balances	Between 125% and 250% PSA	Between 125% and 250% PSA

The Aggregate Group consists of the AP, BP and EP 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 MA Class or the Aggregate Group will conform on any Distribution Date to the balance specified in the Principal Balance Schedules or that distributions of principal of the MA Class or the Aggregate Group will begin or end on the Distribution Dates specified in the Principal Balance Schedules.

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

- We will distribute any excess of principal distributions over the amount necessary to reduce the MA Class or the Aggregate Group to its scheduled balance in any month. As a result, the likelihood of reducing the MA Class or 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 applicable Structuring Range or Effective Range, principal distributions may be insufficient to reduce the MA Class or the Aggregate Group to its scheduled balance each month if prepayments do not occur at a *constant* PSA rate.

- The actual Effective Ranges at any time will be based upon the actual characteristics of the related Mortgage Loans at that time, which are likely to vary (and may vary considerably) from the Pricing Assumptions. As a result, the actual Effective Ranges will likely differ from the Initial Effective Ranges specified above. For the same reason, the MA Class and the Aggregate Group 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 the MA Class and the Aggregate Group will be supported by one or more other Classes. When the related supporting Class or Classes are retired, the MA Class or 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, or
- 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 would lose money on their initial investments under certain Index and prepayment scenarios.**

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

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

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

Class	Price*
US	103.125%
SA	18.750%
MS	3.500%
NS	24.750%
GS	21.250%

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

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

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

	PSA Prepayment Assumption							
LIBOR	**50%**	**100%**	**125%**	**155%**	**250%**	**500%**	**900%**	**1300%**
0.1000%	8.9%	8.9%	8.9%	8.8%	7.7%	5.3%	2.0%	(1.2)%
0.2027%	8.7%	8.7%	8.7%	8.6%	7.5%	5.0%	1.8%	(1.4)%
2.2027%	4.0%	4.0%	4.0%	3.9%	3.0%	0.8%	(2.0)%	(4.9)%
4.0000%	(0.1)%	(0.1)%	(0.1)%	(0.2)%	(1.0)%	(2.9)%	(5.5)%	(8.0)%

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

	PSA Prepayment Assumption							
LIBOR	**50%**	**100%**	**125%**	**155%**	**250%**	**500%**	**900%**	**1300%**
0.1000%	29.0%	26.0%	24.4%	22.6%	16.5%	(0.2)%	(30.4)%	(67.2)%
0.2027%	28.4%	25.4%	23.8%	21.9%	15.9%	(0.8)%	(31.0)%	(67.8)%
2.2027%	16.5%	13.4%	11.9%	10.0%	4.1%	(12.6)%	(42.8)%	(80.5)%
4.2027%	3.9%	0.9%	(0.6)%	(2.4)%	(8.3)%	(24.7)%	(55.2)%	(94.2)%
6.1500%	*	*	*	*	*	*	*	*

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

	PSA Prepayment Assumption					
LIBOR	**50%**	**100%**	**200%**	**400%**	**900%**	**1300%**
0.1000%	186.4%	146.9%	68.8%	(52.4)%	*	*
0.2027%	181.6%	142.2%	64.5%	(55.4)%	*	*
2.2027%	92.6%	54.0%	(15.6)%	*	*	*
4.2027%	7.4%	(32.0)%	(92.0)%	*	*	*
6.1000%	*	*	*	*	*	*

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

	PSA Prepayment Assumption					
LIBOR	**50%**	**100%**	**200%**	**400%**	**900%**	**1300%**
0.1000%	22.8%	20.2%	14.2%	1.1%	(37.1)%	(76.4)%
0.2027%	22.4%	19.7%	13.7%	0.6%	(37.6)%	(76.9)%
2.2027%	12.6%	9.8%	3.7%	(9.4)%	(47.4)%	(87.1)%
4.2027%	1.7%	(1.2)%	(7.3)%	(20.1)%	(57.9)%	(98.5)%
6.1000%	*	*	*	*	*	*

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

	PSA Prepayment Assumption					
LIBOR	**50%**	**100%**	**200%**	**400%**	**900%**	**1300%**
0.1000%	24.4%	21.3%	14.9%	1.4%	(37.1)%	(76.4)%
0.2027%	23.9%	20.7%	14.3%	0.9%	(37.6)%	(76.9)%
2.2027%	13.3%	10.2%	3.9%	(9.3)%	(47.4)%	(87.1)%
4.2027%	1.9%	(1.1)%	(7.2)%	(20.2)%	(57.9)%	(98.5)%
6.1000%	*	*	*	*	*	*

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

Class	% PSA
KI	382%
IK	371%
IP	355%
AI	217%
BI	342%
MI	522%
IO	244%

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

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

Class	Price*
KI	11.2500%
IK	12.6250%
IP	17.0000%
AI	15.5625%
BI	40.0000%
MI	8.7500%
IO	18.0000%

* 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.

Sensitivity of the KI Class to Prepayments

	PSA Prepayment Assumption					
	50%	**100%**	**250%**	**500%**	**800%**	**1200%**
Pre-Tax Yields to Maturity	23.5%	20.1%	9.7%	(9.1)%	(34.5)%	(76.9)%

Sensitivity of the IK Class to Prepayments

	PSA Prepayment Assumption					
	50%	100%	250%	500%	800%	1200%
Pre-Tax Yields to Maturity	22.7%	19.3%	8.9%	(10.0)%	(35.5)%	(78.2)%

Sensitivity of the IP Class to Prepayments

	PSA Prepayment Assumption							
	50%	100%	125%	155%	250%	500%	900%	1300%
Pre-Tax Yields to Maturity	15.5%	9.7%	7.1%	7.1%	7.1%	(12.7)%	(53.1)%	(94.5)%

Sensitivity of the AI Class to Prepayments

	PSA Prepayment Assumption				
	50%	100%	200%	500%	800%
Pre-Tax Yields to Maturity	13.1%	9.5%	1.5%	(26.7)%	(54.8)%

Sensitivity of the BI Class to Prepayments

	PSA Prepayment Assumption				
	50%	100%	200%	500%	800%
Pre-Tax Yields to Maturity	6.1%	5.7%	4.1%	(6.2)%	(21.3)%

Sensitivity of the MI Class to Prepayments

	PSA Prepayment Assumption							
	50%	100%	124%	155%	270%	500%	900%	1300%
Pre-Tax Yields to Maturity	15.0%	11.8%	10.6%	10.6%	10.6%	1.0%	(18.7)%	(39.9)%

Sensitivity of the IO Class to Prepayments

	PSA Prepayment Assumption				
	50%	100%	200%	500%	800%
Pre-Tax Yields to Maturity	11.1%	8.3%	2.6%	(15.5)%	(35.4)%

Weighted Average Lives of the Certificates

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

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

- the timing of changes in the rate of principal distributions, and
- the priority sequences of distributions of principal of the Group 3, Group 4 and Group 6 Classes.

See "—Distributions of Principal" above.

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

Decrement Tables

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

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

Mortgage Loans Backing Trust Assets Specified Below	Original Terms to Maturity	Remaining Terms to Maturity	Interest Rates
Group 1 MBS	180 months	180 months	6.50%
Group 2 MBS	180 months	180 months	7.00%
Group 3 MBS	180 months	180 months	5.00%
Group 4 MBS	360 months	360 months	6.50%
Group 5 Underlying RCR Certificate	360 months	353 months	7.00%
Group 6 MBS	360 months	360 months	5.50%

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

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

Percent of Original Principal Balances Outstanding

	KY, KI† and KM Classes						KA and IK† Classes					
	PSA Prepayment Assumption						PSA Prepayment Assumption					
Date	**0%**	**100%**	**250%**	**500%**	**800%**	**1200%**	**0%**	**100%**	**250%**	**500%**	**800%**	**1200%**
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100
April 2014	96	88	80	66	50	27	96	88	79	65	49	26
April 2015	92	77	63	43	24	7	92	77	63	42	23	7
April 2016	87	67	50	28	12	2	87	66	49	27	11	2
April 2017	82	57	38	18	5	*	83	56	38	17	5	*
April 2018	77	49	29	11	3	*	77	47	28	11	2	*
April 2019	71	40	22	7	1	*	72	38	21	7	1	*
April 2020	65	33	16	4	1	*	66	30	15	4	*	*
April 2021	59	26	11	2	*	*	60	23	10	2	*	*
April 2022	52	19	8	1	*	*	53	16	7	1	*	*
April 2023	45	13	5	1	*	*	45	10	4	1	*	*
April 2024	37	7	2	*	*	*	38	4	1	*	*	*
April 2025	28	2	1	*	*	*	29	0	0	0	0	0
April 2026	20	0	0	0	0	0	20	0	0	0	0	0
April 2027	10	0	0	0	0	0	10	0	0	0	0	0
April 2028	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	8.7	5.3	3.8	2.3	1.4	0.8	8.8	5.1	3.7	2.3	1.4	0.8

	MA, MC, MP, MD and MI† Classes								UP Class							
	PSA Prepayment Assumption								PSA Prepayment Assumption							
Date	**0%**	**100%**	**124%**	**155%**	**270%**	**500%**	**900%**	**1300%**	**0%**	**100%**	**124%**	**155%**	**270%**	**500%**	**900%**	**1300%**
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
April 2014	94	92	91	91	91	91	91	91	100	100	100	97	88	68	34	0
April 2015	89	81	80	80	80	80	60	42	100	100	100	91	60	*	0	0
April 2016	83	69	66	66	66	53	26	9	100	100	100	84	30	0	0	0
April 2017	76	57	54	54	54	34	11	2	100	100	100	80	11	0	0	0
April 2018	69	47	43	43	43	22	5	*	100	100	100	77	2	0	0	0
April 2019	62	37	33	33	33	14	2	*	100	100	100	75	*	0	0	0
April 2020	55	28	25	25	25	9	1	*	100	100	96	71	*	0	0	0
April 2021	47	20	19	19	19	5	*	*	100	100	88	65	*	0	0	0
April 2022	39	13	13	13	13	3	*	*	100	96	77	56	*	0	0	0
April 2023	30	9	9	9	9	2	*	*	100	81	65	47	*	0	0	0
April 2024	21	6	6	6	6	1	*	*	100	65	52	37	*	0	0	0
April 2025	11	4	4	4	4	1	*	*	100	48	38	27	*	0	0	0
April 2026	2	2	2	2	2	*	*	0	96	31	24	17	*	0	0	0
April 2027	1	1	1	1	1	*	*	0	50	14	11	7	*	0	0	0
April 2028	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	7.3	5.2	5.0	5.0	5.0	3.7	2.5	1.9	14.0	11.9	11.0	8.8	2.4	1.3	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.

AP, BP and IP† Classes

Date	PSA Prepayment Assumption 0%	100%	125%	155%	250%	500%	900%	1300%
Initial Percent	100	100	100	100	100	100	100	100
April 2014	98	93	91	91	91	91	82	62
April 2015	97	83	80	80	80	69	35	9
April 2016	95	73	69	69	69	45	11	0
April 2017	93	64	59	59	59	29	1	0
April 2018	91	56	49	49	49	17	0	0
April 2019	89	48	41	41	41	9	0	0
April 2020	87	41	33	33	33	4	0	0
April 2021	84	34	26	26	26	*	0	0
April 2022	82	28	20	20	20	0	0	0
April 2023	79	22	15	15	15	0	0	0
April 2024	76	16	11	11	11	0	0	0
April 2025	73	11	8	8	8	0	0	0
April 2026	70	6	5	5	5	0	0	0
April 2027	66	2	2	2	2	0	0	0
April 2028	62	*	*	*	*	0	0	0
April 2029	58	0	0	0	0	0	0	0
April 2030	54	0	0	0	0	0	0	0
April 2031	49	0	0	0	0	0	0	0
April 2032	44	0	0	0	0	0	0	0
April 2033	39	0	0	0	0	0	0	0
April 2034	33	0	0	0	0	0	0	0
April 2035	27	0	0	0	0	0	0	0
April 2036	21	0	0	0	0	0	0	0
April 2037	14	0	0	0	0	0	0	0
April 2038	7	0	0	0	0	0	0	0
April 2039	0	0	0	0	0	0	0	0
April 2040	0	0	0	0	0	0	0	0
April 2041	0	0	0	0	0	0	0	0
April 2042	0	0	0	0	0	0	0	0
April 2043	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	16.4	6.3	5.6	5.6	5.6	3.2	1.8	1.2

EP Class

Date	PSA Prepayment Assumption 0%	100%	125%	155%	250%	500%	900%	1300%
Initial Percent	100	100	100	100	100	100	100	100
April 2014	100	100	100	100	100	100	100	100
April 2015	100	100	100	100	100	100	100	100
April 2016	100	100	100	100	100	100	100	47
April 2017	100	100	100	100	100	100	100	10
April 2018	100	100	100	100	100	100	50	2
April 2019	100	100	100	100	100	100	23	*
April 2020	100	100	100	100	100	100	10	*
April 2021	100	100	100	100	100	100	5	*
April 2022	100	100	100	100	100	69	2	*
April 2023	100	100	100	100	100	47	1	*
April 2024	100	100	100	100	100	32	*	*
April 2025	100	100	100	100	100	21	*	*
April 2026	100	100	100	100	100	14	*	*
April 2027	100	100	100	100	100	10	*	*
April 2028	100	100	100	100	100	6	*	0
April 2029	100	85	85	85	85	4	*	0
April 2030	100	68	68	68	68	3	*	0
April 2031	100	54	54	54	54	2	*	0
April 2032	100	43	43	43	43	1	*	0
April 2033	100	33	33	33	33	1	*	0
April 2034	100	25	25	25	25	*	*	0
April 2035	100	19	19	19	19	*	*	0
April 2036	100	14	14	14	14	*	*	0
April 2037	100	10	10	10	10	*	*	0
April 2038	100	7	7	7	7	*	*	0
April 2039	84	4	4	4	4	*	0	0
April 2040	2	2	2	2	2	*	0	0
April 2041	1	1	1	1	1	*	0	0
April 2042	0	0	0	0	0	0	0	0
April 2043	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	26.4	19.2	19.2	19.2	19.2	10.6	5.4	3.2

UF and US Classes

Date	PSA Prepayment Assumption 0%	100%	125%	155%	250%	500%	900%	1300%
Initial Percent	100	100	100	100	100	100	100	100
April 2014	100	100	100	95	79	38	0	0
April 2015	100	100	100	88	52	0	0	0
April 2016	100	100	100	83	32	0	0	0
April 2017	100	100	100	78	17	0	0	0
April 2018	100	100	100	75	8	0	0	0
April 2019	100	100	100	73	2	0	0	0
April 2020	100	100	100	72	*	0	0	0
April 2021	100	100	100	70	*	0	0	0
April 2022	100	100	98	68	*	0	0	0
April 2023	100	100	94	65	*	0	0	0
April 2024	100	100	89	61	*	0	0	0
April 2025	100	100	84	57	*	0	0	0
April 2026	100	100	78	52	*	0	0	0
April 2027	100	98	72	47	*	0	0	0
April 2028	100	90	66	43	*	0	0	0
April 2029	100	83	59	38	*	0	0	0
April 2030	100	75	53	34	*	0	0	0
April 2031	100	67	47	29	*	0	0	0
April 2032	100	60	41	25	*	0	0	0
April 2033	100	52	36	22	*	0	0	0
April 2034	100	45	30	18	*	0	0	0
April 2035	100	38	25	15	*	0	0	0
April 2036	100	31	21	12	*	0	0	0
April 2037	100	25	16	9	*	0	0	0
April 2038	100	19	12	7	*	0	0	0
April 2039	100	14	9	5	*	0	0	0
April 2040	93	8	5	3	*	0	0	0
April 2041	64	3	2	1	*	0	0	0
April 2042	33	0	0	0	0	0	0	0
April 2043	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	28.5	20.6	17.9	13.0	2.4	0.8	0.4	0.3

FA and SA† Classes

Date	PSA Prepayment Assumption 0%	100%	125%	155%	250%	500%	900%	1300%
Initial Percent	100	100	100	100	100	100	100	100
April 2014	99	95	94	93	89	80	65	50
April 2015	98	88	85	83	75	56	31	12
April 2016	96	81	77	74	62	38	14	3
April 2017	95	74	70	65	52	26	6	1
April 2018	94	68	63	58	43	18	3	*
April 2019	92	63	57	51	36	12	1	*
April 2020	90	57	52	45	30	8	1	*
April 2021	89	52	46	40	24	6	*	*
April 2022	87	48	42	35	20	4	*	*
April 2023	85	43	37	31	17	3	*	*
April 2024	83	39	33	27	14	2	*	*
April 2025	80	36	30	24	11	1	*	*
April 2026	78	32	26	20	9	1	*	0
April 2027	75	29	23	18	7	1	*	0
April 2028	73	26	20	15	6	*	*	0
April 2029	70	23	18	13	5	*	*	0
April 2030	66	20	16	11	4	*	*	0
April 2031	63	18	13	9	3	*	*	0
April 2032	59	15	11	8	2	*	*	0
April 2033	56	13	10	7	2	*	*	0
April 2034	52	11	8	5	1	*	*	0
April 2035	47	9	7	4	1	*	*	0
April 2036	43	8	5	3	1	*	0	0
April 2037	38	6	4	3	1	*	0	0
April 2038	32	5	3	2	*	*	0	0
April 2039	27	3	2	1	*	*	0	0
April 2040	21	2	1	1	*	*	0	0
April 2041	14	1	*	*	*	*	0	0
April 2042	7	0	0	0	0	0	0	0
April 2043	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	19.6	10.2	9.1	8.0	5.7	3.1	1.7	1.1

* 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	MS† Class PSA Prepayment Assumption 0%	100%	200%	400%	900%	1300%	NS† Class PSA Prepayment Assumption 0%	100%	200%	400%	900%	1300%	GS† Class PSA Prepayment Assumption 0%	100%	200%	400%	900%	1300%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
April 2014	93	61	34	0	0	0	100	100	100	96	72	52	99	94	90	82	61	44
April 2015	85	14	0	0	0	0	100	100	92	72	33	12	98	87	78	61	28	10
April 2016	77	0	0	0	0	0	100	94	79	54	15	3	97	80	67	46	13	2
April 2017	68	0	0	0	0	0	100	87	68	40	7	1	95	74	58	34	6	*
April 2018	59	0	0	0	0	0	100	80	59	30	3	*	94	68	50	25	3	*
April 2019	49	0	0	0	0	0	100	73	51	22	1	*	92	62	43	19	1	*
April 2020	38	0	0	0	0	0	100	67	43	16	1	*	91	57	37	14	1	*
April 2021	27	0	0	0	0	0	100	61	37	12	*	*	89	52	32	10	*	*
April 2022	14	0	0	0	0	0	100	56	32	9	*	*	87	48	27	8	*	*
April 2023	1	0	0	0	0	0	100	51	27	7	*	*	85	43	23	6	*	*
April 2024	0	0	0	0	0	0	98	46	23	5	*	*	83	39	19	4	*	*
April 2025	0	0	0	0	0	0	95	42	19	4	*	0	81	36	17	3	*	*
April 2026	0	0	0	0	0	0	92	38	16	3	*	0	78	32	14	2	*	0
April 2027	0	0	0	0	0	0	89	34	14	2	*	0	76	29	12	2	*	0
April 2028	0	0	0	0	0	0	86	30	12	1	*	0	73	26	10	1	*	0
April 2029	0	0	0	0	0	0	82	27	10	1	*	0	70	23	8	1	*	0
April 2030	0	0	0	0	0	0	78	24	8	1	*	0	66	20	7	1	*	0
April 2031	0	0	0	0	0	0	74	21	6	*	*	0	63	18	6	*	*	0
April 2032	0	0	0	0	0	0	70	18	5	*	*	0	59	15	4	*	*	0
April 2033	0	0	0	0	0	0	65	15	4	*	*	0	55	13	4	*	*	0
April 2034	0	0	0	0	0	0	60	13	3	*	*	0	51	11	3	*	*	0
April 2035	0	0	0	0	0	0	55	11	3	*	0	0	46	9	2	*	*	0
April 2036	0	0	0	0	0	0	49	9	2	*	0	0	41	7	2	*	0	0
April 2037	0	0	0	0	0	0	42	7	1	*	0	0	36	6	1	*	0	0
April 2038	0	0	0	0	0	0	36	5	1	*	0	0	30	4	1	*	0	0
April 2039	0	0	0	0	0	0	29	3	1	*	0	0	24	3	1	*	0	0
April 2040	0	0	0	0	0	0	21	2	*	*	0	0	18	2	*	*	0	0
April 2041	0	0	0	0	0	0	13	1	*	*	0	0	11	*	*	*	0	0
April 2042	0	0	0	0	0	0	4	*	*	*	0	0	3	*	*	*	0	0
April 2043	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	5.6	1.2	0.8	0.5	0.2	0.2	21.9	11.7	7.7	4.3	1.9	1.2	19.4	10.1	6.7	3.7	1.6	1.0

Date	AB, AI† and AL Classes PSA Prepayment Assumption 0%	100%	200%	500%	800%	BA, BI† and BL Classes PSA Prepayment Assumption 0%	100%	200%	500%	800%	IO† Class PSA Prepayment Assumption 0%	100%	200%	500%	800%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
April 2014	99	95	93	85	78	100	100	100	100	100	99	96	94	87	80
April 2015	97	88	81	61	43	100	100	100	100	100	97	89	83	65	49
April 2016	95	80	68	38	16	100	100	100	100	100	96	82	71	44	25
April 2017	93	73	57	23	3	100	100	100	100	100	94	75	61	30	13
April 2018	92	66	47	12	0	100	100	100	100	64	92	69	53	21	6
April 2019	90	59	39	5	0	100	100	100	100	32	91	63	45	14	3
April 2020	88	53	32	0	0	100	100	100	96	16	89	58	39	10	2
April 2021	85	48	26	0	0	100	100	100	65	8	87	53	33	7	1
April 2022	83	42	20	0	0	100	100	100	44	4	85	48	28	4	*
April 2023	81	37	15	0	0	100	100	100	30	2	83	44	24	3	*
April 2024	78	33	11	0	0	100	100	100	20	1	80	40	20	2	*
April 2025	75	29	8	0	0	100	100	100	14	1	78	36	17	1	*
April 2026	72	25	5	0	0	100	100	100	9	*	75	32	14	1	*
April 2027	69	21	2	0	0	100	100	100	6	*	72	29	12	1	*
April 2028	66	18	*	0	0	100	100	100	4	*	69	26	10	*	*
April 2029	63	14	0	0	0	100	100	84	3	*	66	23	8	*	*
April 2030	59	11	0	0	0	100	100	70	2	*	63	20	7	*	*
April 2031	55	9	0	0	0	100	100	58	1	*	60	18	6	*	*
April 2032	51	6	0	0	0	100	100	47	1	*	56	16	5	*	*
April 2033	47	4	0	0	0	100	100	38	*	*	52	13	4	*	*
April 2034	43	2	0	0	0	100	100	30	*	*	48	11	3	*	*
April 2035	38	0	0	0	0	100	97	24	*	*	44	10	2	*	*
April 2036	33	0	0	0	0	100	80	19	*	*	40	8	2	*	*
April 2037	28	0	0	0	0	100	65	14	*	*	35	6	1	*	*
April 2038	22	0	0	0	0	100	50	10	*	*	30	5	1	*	*
April 2039	16	0	0	0	0	100	37	7	*	*	24	4	1	*	*
April 2040	10	0	0	0	0	100	25	4	*	*	19	3	*	*	0
April 2041	3	0	0	0	0	100	14	2	*	*	13	1	*	*	0
April 2042	0	0	0	0	0	66	4	1	*	0	7	*	*	*	0
April 2043	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	17.8	8.6	5.6	2.8	1.9	29.3	25.2	19.6	9.5	5.8	19.0	10.3	7.0	3.4	2.3

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

Characteristics of the Residual Classes

A Residual Certificate will be subject to certain transfer restrictions. See "Description of the Certificates—Special Characteristics of the Residual Certificates" and "Material Federal Income Tax Consequences—Taxation of Beneficial Owners of Residual Certificates" in the REMIC Prospectus.

Treasury Department regulations (the "Regulations") provide that a transfer of a "noneconomic residual interest" will be disregarded for all federal tax purposes unless no significant purpose of the transfer is to impede the assessment or collection of tax. A Residual Certificate will constitute a noneconomic residual interest under the Regulations. Having a significant purpose to impede the assessment or collection of tax means that the transferor of a Residual Certificate had "improper knowledge" at the time of the transfer. See "Description of the Certificates—Special Characteristics of the Residual Certificates" in the REMIC Prospectus. You should consult your own tax advisor regarding the application of the Regulations to a transfer of a Residual Certificate.

CERTAIN ADDITIONAL FEDERAL INCOME TAX CONSEQUENCES

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

U.S. Treasury Circular 230 Notice

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

REMIC Elections and Special Tax Attributes

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

Taxation of Beneficial Owners of Regular Certificates

The Notional Classes and the BA 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 Assumptions that will be used in determining the rate of accrual of OID will be as follows:

Group	Prepayment Assumption
1	250% PSA
2	250% PSA
3	155% PSA
4	155% PSA
5	200% PSA
6	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 any of those rates or any other rate. See "Description of the Certificates—Weighted Average Lives of the Certificates" in this prospectus supplement and "Yield, Maturity and Prepayment Considerations—Weighted Average Lives and Final Distribution Dates" in the REMIC Prospectus.

Taxation of Beneficial Owners of Residual Certificates

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

Taxation of Beneficial Owners of RCR Certificates

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

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

PLAN OF DISTRIBUTION

We are obligated to deliver the Certificates to Barclay's Capital Inc. (the "Dealer") in exchange for the Trust MBS and the Group 5 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. Cleary Gottlieb Steen & Hamilton LLP will provide legal representation for the Dealer.

Exhibit A

Group 5 Underlying RCR Certificate

Underlying REMIC Trust	Class	Date of Issue	CUSIP Number	Interest Rate	Interest Type(1)	Final Distribution Date	Principal Type(1)	Original Notional Principal Balance of Class	April 2013 Class Factor	Notional Principal Balance in Lower Tier REMIC I	Approximate Weighted Average WAC	Approximate Weighted Average WAM (in months)	Approximate Weighted Average WALA (in months)
2012-113	GS	September 2012	3136A83K4	(2)	INV/IO	October 2042	NTL	$51,428,571	0.94353873	$48,524,848.57	4.934%	339	15

(1) See “Description of the Certificates—Class Definitions and Abbreviations” in the REMIC Prospectus.
(2) This class bears interest as described in the Underlying REMIC Disclosure Document.

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.

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								
KY	$ 52,566,585	KM	$ 52,566,585	PT	2.00%	FIX	3136AEED5	May 2028
KI	6,570,823(3)							
Recombination 2								
MA	122,498,420	MC	122,498,420	PAC	1.50	FIX	3136AEEE3	May 2028
		MI	48,999,368(3)	NTL	2.50	FIX/IO	3136AEEH6	May 2028
Recombination 3								
MA	122,498,420	MP	122,498,420	PAC	1.75	FIX	3136AEEF0	May 2028
		MI	36,749,526(3)	NTL	2.50	FIX/IO	3136AEEH6	May 2028
Recombination 4								
MA	122,498,420	MD	122,498,420	PAC	2.00	FIX	3136AEEG8	May 2028
		MI	24,499,684(3)	NTL	2.50	FIX/IO	3136AEEH6	May 2028
Recombination 5								
MS	7,278,727(3)	GS	48,524,848(3)	NTL	(4)	INV/IO	3136AEEJ2	October 2042
NS	41,246,121(3)							
Recombination 6								
AI	64,499,666(3)	IO	71,666,456(3)	NTL	3.00	FIX/IO	3136AEEK9	May 2043
BI	7,166,790(3)							
Recombination 7								
AB	193,499,000	AL	193,499,000	SEQ	3.00	FIX	3136AEEL7	November 2041
AI	64,499,666(3)							

REMIC Certificates		RCR Certificates						
Classes	**Original Balances**	**RCR Classes**	**Original Balances**	**Principal Type(2)**	**Interest Rate**	**Interest Type(2)**	**CUSIP Number**	**Final Distribution Date**
Recombination 8								
BA	$ 21,500,372	BL	$ 21,500,372	SEQ	3.00%	FIX	3136AEEM5	May 2043
BI	7,166,790(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 this interest rate, see "Summary—Interest Rates" in this prospectus supplement.

Principal Balance Schedules

MA Class Planned Balances

Distribution Date	Planned Balance
Initial Balance	$122,498,420.00
May 2013	121,774,758.05
June 2013	121,019,687.21
July 2013	120,233,601.24
August 2013	119,416,914.83
September 2013	118,570,063.34
October 2013	117,693,502.39
November 2013	116,787,707.49
December 2013	115,853,173.59
January 2014	114,890,414.71
February 2014	113,899,963.42
March 2014	112,882,370.38
April 2014	111,838,203.87
May 2014	110,768,049.21
June 2014	109,672,508.29
July 2014	108,552,198.94
August 2014	107,407,754.40
September 2014	106,239,822.71
October 2014	105,049,066.09
November 2014	103,836,160.31
December 2014	102,601,794.07
January 2015	101,346,668.30
February 2015	100,071,495.53
March 2015	98,776,999.17
April 2015	97,463,912.85
May 2015	96,132,979.67
June 2015	94,784,951.51
July 2015	93,420,588.30
August 2015	92,040,657.29
September 2015	90,645,932.29
October 2015	89,262,736.75
November 2015	87,890,986.34
December 2015	86,530,597.30
January 2016	85,181,486.46
February 2016	83,843,571.23
March 2016	82,516,769.58
April 2016	81,201,000.05
May 2016	79,896,181.76
June 2016	78,602,234.35
July 2016	77,319,078.07
August 2016	76,046,633.67
September 2016	74,784,822.47
October 2016	73,533,566.36
November 2016	72,292,787.73
December 2016	71,062,409.52
January 2017	69,842,355.23
February 2017	68,632,548.85
March 2017	67,432,914.93
April 2017	66,243,378.51
May 2017	65,063,865.19
June 2017	63,894,301.06
July 2017	62,734,612.73
August 2017	61,584,727.30
September 2017	60,444,572.42
October 2017	59,314,076.19
November 2017	58,193,167.25
December 2017	$ 57,081,774.73
January 2018	55,979,828.22
February 2018	54,887,257.84
March 2018	53,803,994.16
April 2018	52,729,968.27
May 2018	51,665,111.72
June 2018	50,609,356.52
July 2018	49,562,635.18
August 2018	48,524,880.66
September 2018	47,496,026.41
October 2018	46,476,006.32
November 2018	45,464,754.74
December 2018	44,462,206.51
January 2019	43,468,296.87
February 2019	42,489,239.31
March 2019	41,528,693.25
April 2019	40,586,336.78
May 2019	39,661,853.29
June 2019	38,754,931.45
July 2019	37,865,265.06
August 2019	36,992,553.02
September 2019	36,136,499.23
October 2019	35,296,812.51
November 2019	34,473,206.50
December 2019	33,665,399.62
January 2020	32,873,114.97
February 2020	32,096,080.26
March 2020	31,334,027.72
April 2020	30,586,694.08
May 2020	29,853,820.42
June 2020	29,135,152.15
July 2020	28,430,438.95
August 2020	27,739,434.66
September 2020	27,061,897.23
October 2020	26,397,588.68
November 2020	25,746,274.99
December 2020	25,107,726.07
January 2021	24,481,715.68
February 2021	23,868,021.36
March 2021	23,266,424.41
April 2021	22,676,709.77
May 2021	22,098,666.00
June 2021	21,532,085.22
July 2021	20,976,763.04
August 2021	20,432,498.51
September 2021	19,899,094.05
October 2021	19,376,355.42
November 2021	18,864,091.65
December 2021	18,362,114.98
January 2022	17,870,240.85
February 2022	17,388,287.77
March 2022	16,916,077.35
April 2022	16,453,434.21
May 2022	16,000,185.92
June 2022	15,556,162.99
July 2022	15,121,198.78
August 2022	$ 14,695,129.50
September 2022	14,277,794.11
October 2022	13,869,034.32
November 2022	13,468,694.52
December 2022	13,076,621.76
January 2023	12,692,665.67
February 2023	12,316,678.45
March 2023	11,948,514.82
April 2023	11,588,031.96
May 2023	11,235,089.51
June 2023	10,889,549.48
July 2023	10,551,276.26
August 2023	10,220,136.53
September 2023	9,895,999.28
October 2023	9,578,735.71
November 2023	9,268,219.25
December 2023	8,964,325.50
January 2024	8,666,932.18
February 2024	8,375,919.11
March 2024	8,091,168.18
April 2024	7,812,563.31
May 2024	7,539,990.42
June 2024	7,273,337.38
July 2024	7,012,494.01
August 2024	6,757,352.01
September 2024	6,507,804.96
October 2024	6,263,748.29
November 2024	6,025,079.21
December 2024	5,791,696.73
January 2025	5,563,501.60
February 2025	5,340,396.29
March 2025	5,122,284.95
April 2025	4,909,073.42
May 2025	4,700,669.14
June 2025	4,496,981.19
July 2025	4,297,920.22
August 2025	4,103,398.43
September 2025	3,913,329.56
October 2025	3,727,628.83
November 2025	3,546,212.98
December 2025	3,369,000.18
January 2026	3,195,910.02
February 2026	3,026,863.53
March 2026	2,861,783.08
April 2026	2,700,592.44
May 2026	2,543,216.71
June 2026	2,389,582.28
July 2026	2,239,616.86
August 2026	2,093,249.43
September 2026	1,950,410.20
October 2026	1,811,030.64
November 2026	1,675,043.40
December 2026	1,542,382.34
January 2027	1,412,982.48
February 2027	1,286,780.00
March 2027	1,163,712.19

MA Class (Continued)

Distribution Date	Planned Balance
April 2027	$ 1,043,717.47
May 2027	926,735.35
June 2027	812,706.41
July 2027	701,572.28
August 2027	$ 593,275.65
September 2027	487,760.21
October 2027	384,970.67
November 2027	284,852.71
December 2027	$ 187,352.99
January 2028	92,419.14
February 2028 and thereafter	0.00

Aggregate Group Planned Balances

Distribution Date	Planned Balance
Initial Balance	$172,384,000.00
May 2013	171,463,709.02
June 2013	170,498,418.11
July 2013	169,488,621.72
August 2013	168,434,842.95
September 2013	167,337,633.09
October 2013	166,197,571.17
November 2013	165,015,263.48
December 2013	163,791,343.04
January 2014	162,526,469.04
February 2014	161,221,326.28
March 2014	159,876,624.52
April 2014	158,493,097.89
May 2014	157,071,504.20
June 2014	155,612,624.27
July 2014	154,117,261.19
August 2014	152,586,239.60
September 2014	151,020,404.91
October 2014	149,420,622.56
November 2014	147,832,039.51
December 2014	146,254,580.97
January 2015	144,688,172.61
February 2015	143,132,740.59
March 2015	141,588,211.57
April 2015	140,054,512.68
May 2015	138,531,571.53
June 2015	137,019,316.21
July 2015	135,517,675.26
August 2015	134,026,577.73
September 2015	132,545,953.09
October 2015	131,075,731.30
November 2015	129,615,842.78
December 2015	128,166,218.40
January 2016	126,726,789.47
February 2016	125,297,487.78
March 2016	123,878,245.55
April 2016	122,468,995.44
May 2016	121,069,670.57
June 2016	119,680,204.48
July 2016	118,300,531.15
August 2016	116,930,585.02
September 2016	115,570,300.91
October 2016	114,219,614.12
November 2016	112,878,460.34
December 2016	111,546,775.70
January 2017	110,224,496.74
February 2017	108,911,560.42
March 2017	107,607,904.11
April 2017	106,313,465.60
May 2017	$105,028,183.09
June 2017	103,751,995.17
July 2017	102,484,840.85
August 2017	101,226,659.53
September 2017	99,977,391.01
October 2017	98,736,975.50
November 2017	97,505,353.57
December 2017	96,282,466.23
January 2018	95,068,254.82
February 2018	93,862,661.11
March 2018	92,665,627.24
April 2018	91,477,095.72
May 2018	90,297,009.44
June 2018	89,125,311.68
July 2018	87,961,946.09
August 2018	86,806,856.67
September 2018	85,659,987.80
October 2018	84,521,284.24
November 2018	83,390,691.10
December 2018	82,268,153.85
January 2019	81,153,618.32
February 2019	80,047,030.69
March 2019	78,948,337.51
April 2019	77,857,485.66
May 2019	76,774,422.40
June 2019	75,699,095.31
July 2019	74,631,452.32
August 2019	73,571,441.72
September 2019	72,519,012.10
October 2019	71,474,112.44
November 2019	70,436,692.02
December 2019	69,406,700.46
January 2020	68,384,087.72
February 2020	67,368,804.09
March 2020	66,360,800.18
April 2020	65,360,026.92
May 2020	64,366,435.57
June 2020	63,379,977.72
July 2020	62,400,605.27
August 2020	61,428,270.42
September 2020	60,462,925.72
October 2020	59,510,050.34
November 2020	58,571,350.30
December 2020	57,646,621.72
January 2021	56,735,663.58
February 2021	55,838,277.69
March 2021	54,954,268.65
April 2021	54,083,443.83
May 2021	53,225,613.29
June 2021	$ 52,380,589.78
July 2021	51,548,188.71
August 2021	50,728,228.05
September 2021	49,920,528.38
October 2021	49,124,912.77
November 2021	48,341,206.83
December 2021	47,569,238.60
January 2022	46,808,838.55
February 2022	46,059,839.56
March 2022	45,322,076.86
April 2022	44,595,388.01
May 2022	43,879,612.85
June 2022	43,174,593.51
July 2022	42,480,174.34
August 2022	41,796,201.88
September 2022	41,122,524.84
October 2022	40,458,994.10
November 2022	39,805,462.61
December 2022	39,161,785.43
January 2023	38,527,819.64
February 2023	37,903,424.39
March 2023	37,288,460.77
April 2023	36,682,791.89
May 2023	36,086,282.75
June 2023	35,498,800.30
July 2023	34,920,213.35
August 2023	34,350,392.60
September 2023	33,789,210.55
October 2023	33,236,541.52
November 2023	32,692,261.63
December 2023	32,156,248.73
January 2024	31,628,382.42
February 2024	31,108,544.01
March 2024	30,596,616.49
April 2024	30,092,484.51
May 2024	29,596,034.36
June 2024	29,107,153.95
July 2024	28,625,732.77
August 2024	28,151,661.91
September 2024	27,684,833.97
October 2024	27,225,143.11
November 2024	26,772,484.97
December 2024	26,326,756.70
January 2025	25,887,856.90
February 2025	25,455,685.61
March 2025	25,030,144.30
April 2025	24,611,135.84
May 2025	24,198,564.48
June 2025	23,792,335.86

Aggregate Group (Continued)

Distribution Date	Planned Balance	Distribution Date	Planned Balance	Distribution Date	Planned Balance
July 2025	$ 23,392,356.93	June 2030	$ 8,141,255.09	May 2035	$ 2,324,894.29
August 2025	22,998,535.98	July 2030	7,987,279.69	June 2035	2,268,645.62
September 2025	22,610,782.61	August 2030	7,835,808.04	July 2035	2,213,396.54
October 2025	22,229,007.72	September 2030	7,686,802.25	August 2035	2,159,131.24
November 2025	21,853,123.47	October 2030	7,540,225.00	September 2035	2,105,834.15
December 2025	21,483,043.26	November 2030	7,396,039.48	October 2035	2,053,489.93
January 2026	21,118,681.76	December 2030	7,254,209.44	November 2035	2,002,083.46
February 2026	20,759,954.83	January 2031	7,114,699.15	December 2035	1,951,599.86
March 2026	20,406,779.54	February 2031	6,977,473.38	January 2036	1,902,024.45
April 2026	20,059,074.15	March 2031	6,842,497.46	February 2036	1,853,342.81
May 2026	19,716,758.08	April 2031	6,709,737.17	March 2036	1,805,540.68
June 2026	19,379,751.92	May 2031	6,579,158.84	April 2036	1,758,604.07
July 2026	19,047,977.37	June 2031	6,450,729.24	May 2036	1,712,519.16
August 2026	18,721,357.26	July 2031	6,324,415.66	June 2036	1,667,272.35
September 2026	18,399,815.54	August 2031	6,200,185.87	July 2036	1,622,850.24
October 2026	18,083,277.23	September 2031	6,078,008.08	August 2036	1,579,239.65
November 2026	17,771,668.42	October 2031	5,957,850.99	September 2036	1,536,427.57
December 2026	17,464,916.28	November 2031	5,839,683.75	October 2036	1,494,401.19
January 2027	17,162,949.00	December 2031	5,723,475.95	November 2036	1,453,147.92
February 2027	16,865,695.81	January 2032	5,609,197.64	December 2036	1,412,655.33
March 2027	16,573,086.96	February 2032	5,496,819.31	January 2037	1,372,911.17
April 2027	16,285,053.69	March 2032	5,386,311.86	February 2037	1,333,903.42
May 2027	16,001,528.23	April 2032	5,277,646.63	March 2037	1,295,620.19
June 2027	15,722,443.77	May 2032	5,170,795.39	April 2037	1,258,049.80
July 2027	15,447,734.49	June 2032	5,065,730.30	May 2037	1,221,180.73
August 2027	15,177,335.49	July 2032	4,962,423.95	June 2037	1,185,001.64
September 2027	14,911,182.79	August 2032	4,860,849.31	July 2037	1,149,501.36
October 2027	14,649,213.37	September 2032	4,760,979.76	August 2037	1,114,668.90
November 2027	14,391,365.07	October 2032	4,662,789.08	September 2037	1,080,493.42
December 2027	14,137,576.66	November 2032	4,566,251.41	October 2037	1,046,964.24
January 2028	13,887,787.77	December 2032	4,471,341.29	November 2037	1,014,070.87
February 2028	13,641,938.89	January 2033	4,378,033.62	December 2037	981,802.94
March 2028	13,399,971.40	February 2033	4,286,303.69	January 2038	950,150.27
April 2028	13,161,827.48	March 2033	4,196,127.12	February 2038	919,102.82
May 2028	12,927,450.18	April 2033	4,107,479.91	March 2038	888,650.70
June 2028	12,696,783.34	May 2033	4,020,338.43	April 2038	858,784.17
July 2028	12,469,771.64	June 2033	3,934,679.35	May 2038	829,493.64
August 2028	12,246,360.52	July 2033	3,850,479.73	June 2038	800,769.67
September 2028	12,026,496.25	August 2033	3,767,716.94	July 2038	772,602.97
October 2028	11,810,125.82	September 2033	3,686,368.70	August 2038	744,984.37
November 2028	11,597,197.04	October 2033	3,606,413.05	September 2038	717,904.85
December 2028	11,387,658.43	November 2033	3,527,828.35	October 2038	691,355.54
January 2029	11,181,459.29	December 2033	3,450,593.29	November 2038	665,327.68
February 2029	10,978,549.61	January 2034	3,374,686.86	December 2038	639,812.66
March 2029	10,778,880.13	February 2034	3,300,088.39	January 2039	614,802.00
April 2029	10,582,402.31	March 2034	3,226,777.47	February 2039	590,287.35
May 2029	10,389,068.28	April 2034	3,154,734.03	March 2039	566,260.49
June 2029	10,198,830.88	May 2034	3,083,938.28	April 2039	542,713.31
July 2029	10,011,643.64	June 2034	3,014,370.73	May 2039	519,637.85
August 2029	9,827,460.74	July 2034	2,946,012.17	June 2039	497,026.24
September 2029	9,646,237.05	August 2034	2,878,843.69	July 2039	474,870.75
October 2029	9,467,928.06	September 2034	2,812,846.63	August 2039	453,163.78
November 2029	9,292,489.93	October 2034	2,748,002.65	September 2039	431,897.82
December 2029	9,119,879.46	November 2034	2,684,293.64	October 2039	411,065.50
January 2030	8,950,054.05	December 2034	2,621,701.78	November 2039	390,659.53
February 2030	8,782,971.73	January 2035	2,560,209.51	December 2039	370,672.78
March 2030	8,618,591.14	February 2035	2,499,799.55	January 2040	351,098.18
April 2030	8,456,871.52	March 2035	2,440,454.84	February 2040	331,928.81
May 2030	8,297,772.70	April 2035	2,382,158.60	March 2040	313,157.83

Aggregate Group (Continued)

Distribution Date	Planned Balance	Distribution Date	Planned Balance	Distribution Date	Planned Balance
April 2040	$ 294,778.51	November 2040	$ 176,546.28	June 2041	$ 75,063.94
May 2040	276,784.23	December 2040	161,070.27	July 2041	61,819.52
June 2040	259,168.47	January 2041	145,929.88	August 2041	48,872.27
July 2040	241,924.82	February 2041	131,119.36	September 2041	36,217.03
August 2040	225,046.94	March 2041	116,633.04	October 2041	23,848.74
September 2040	208,528.63	April 2041	102,465.34	November 2041	11,762.40
October 2040	192,363.75	May 2041	88,610.77	December 2041 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.

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$767,840,237

FannieMae®

Guaranteed REMIC
Pass-Through Certificates
Fannie Mae REMIC Trust 2013-39

PROSPECTUS SUPPLEMENT

Barclays

April 24, 2013