

**\$656,345,490**



**Guaranteed REMIC Pass-Through Certificates  
Fannie Mae REMIC Trust 2013-64**

**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 REMIC 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
LC(2) . . . .	1	\$ 95,000,247	PT	1.9%	FIX	3136AEWY9	June 2033
LI . . . . .	1	34,833,423(3)	NTL	3.0	FIX/IO	3136AEWZ6	June 2033
LD(2) . . . .	2	84,647,018	PT	1.9	FIX	3136AEXA0	June 2033
IL . . . . .	2	31,037,239(3)	NTL	3.0	FIX/IO	3136AEXB8	June 2033
LE(2) . . . .	3	20,352,735	PT	1.9	FIX	3136AEXC6	June 2033
LB . . . . .	3	44,776,015	PT	3.5	FIX	3136AEXD4	June 2033
PO(2) . . . .	4	229,895,000	PAC	0.0	PO	3136AEXE2	April 2043
IP(2) . . . .	4	106,105,384(3)	NTL	(4)	FLT/IO	3136AEXF9	April 2043
PS(2) . . . .	4	106,105,384(3)	NTL	(4)	INV/IO	3136AEXG7	April 2043
PY . . . . .	4	2,644,000	PAC	3.0	FIX	3136AEXH5	June 2043
FH . . . . .	4	71,378,831	SUP	(4)	FLT	3136AEXJ1	June 2043
SH . . . . .	4	47,585,888	SUP	(4)	INV	3136AEXK8	June 2043
KA . . . . .	5	38,193,000	SEQ	2.0	FIX	3136AEXL6	February 2033
KI . . . . .	5	12,731,000(3)	NTL	3.0	FIX/IO	3136AEXM4	February 2033
YK . . . . .	5	1,080,015	SEQ	3.0	FIX	3136AEXN2	June 2033
TA . . . . .	6	16,000,000	SC/TAC/AD	1.5	FIX	3136AEXP7	March 2042
TZ . . . . .	6	4,792,741	SC/SUP	1.5	FIX/Z	3136AEXQ5	March 2042
R . . . . .		0	NPR	0	NPR	3136AEXR3	June 2043
RL . . . . .		0	NPR	0	NPR	3136AEXS1	June 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.

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 PI, PB, PC, PD, PE, PA, PF, PG, PW and LA 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 May 30, 2013.

**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.



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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 6 Class or the R or RL Class, the disclosure document relating to the underlying REMIC 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](http://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:

Deutsche Bank Securities Inc.  
Syndication Operations  
60 Wall Street  
New York, New York 10005  
(telephone 212-469-5000).

## SUMMARY

This summary contains only limited information about the certificates. Statistical information in this summary is provided as of May 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

<u>Group</u>	<u>Assets</u>
1	Group 1 MBS
2	Group 2 MBS
3	Group 3 MBS
4	Group 4 MBS
5	Group 5 MBS
6	Class 2012-90-DA REMIC Certificate

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

#### Characteristics of the Trust MBS

	<u>Approximate Principal Balance</u>	<u>Pass- Through Rate</u>	<u>Range of Weighted Average Coupons or WACs (annual percentages)</u>	<u>Range of Weighted Average Remaining Terms to Maturity or WAMs (in months)</u>
Group 1 MBS	\$ 95,000,247	3.00%	3.25% to 5.50%	181 to 240
Group 2 MBS	\$ 84,647,018	3.00%	3.25% to 5.50%	181 to 240
Group 3 MBS	\$ 65,128,750	3.00%	3.25% to 5.50%	181 to 240
Group 4 MBS	\$351,503,719	3.00%	3.25% to 5.50%	241 to 360
Group 5 MBS	\$ 39,273,015	3.00%	3.25% to 5.50%	181 to 240

#### Assumed Characteristics of the Underlying Mortgage Loans

	<u>Principal Balance</u>	<u>Original Term to Maturity (in months)</u>	<u>Remaining Term to Maturity (in months)</u>	<u>Loan Age (in months)</u>	<u>Interest Rate</u>
Group 1 MBS	\$ 95,000,247	240	239	1	3.68%
Group 2 MBS	\$ 84,647,018	240	240	0	3.68%
Group 3 MBS	\$ 65,128,750	240	235	5	3.68%
Group 4 MBS	\$351,503,719	360	357	3	3.70%
Group 5 MBS	\$ 39,273,015	240	232	2	3.70%

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 6**

Exhibit A describes the underlying REMIC certificate in Group 6, including certain information about the related mortgage loans. To learn more about the underlying REMIC 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 May 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**

All classes of certificates other than the R and RL Classes

**Physical**

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>
IP .....	0.4492%	6.50%	0.25%	LIBOR + 25 basis points
PS .....	6.0508%	6.25%	0.00%	6.25% – LIBOR
FH .....	1.1992%	5.00%	1.00%	LIBOR + 100 basis points
SH .....	5.7012%	6.00%	0.00%	6.00% – (1.5 × LIBOR)
PF .....	0.4492%	6.50%	0.25%	LIBOR + 25 basis points

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

## Notional Classes

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

<u>Class</u>	
LI .....	36.6666657193% of the LC Class
IL .....	36.6666655640% of the LD Class
IP .....	46.1538458862% of the PO Class
PS .....	46.1538458862% of the PO Class
KI .....	33.3333333333% of the KA Class
PI .....	100% of the PO Class

## Distributions of Principal

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

**Weighted Average Lives (years)\***

<u>Group 1 Classes</u>	<u>PSA Prepayment Assumption</u>							
	<u>0%</u>	<u>100%</u>	<u>150%</u>	<u>225%</u>	<u>300%</u>	<u>500%</u>	<u>700%</u>	<u>1100%</u>
LC and LI .....	11.8	8.1	7.0	5.8	4.9	3.5	2.8	2.0

<u>Group 2 Classes</u>	<u>PSA Prepayment Assumption</u>							
	<u>0%</u>	<u>100%</u>	<u>150%</u>	<u>225%</u>	<u>300%</u>	<u>500%</u>	<u>700%</u>	<u>1100%</u>
LD and IL .....	11.8	8.1	7.0	5.8	5.0	3.6	2.8	2.1

<u>Group 3 Classes</u>	<u>PSA Prepayment Assumption</u>							
	<u>0%</u>	<u>100%</u>	<u>150%</u>	<u>225%</u>	<u>300%</u>	<u>500%</u>	<u>700%</u>	<u>1100%</u>
LE and LB .....	11.8	7.8	6.8	5.5	4.7	3.2	2.5	1.7

<u>Group 4 Classes</u>	<u>PSA Prepayment Assumption</u>									
	<u>0%</u>	<u>100%</u>	<u>130%</u>	<u>165%</u>	<u>250%</u>	<u>350%</u>	<u>375%</u>	<u>600%</u>	<u>1000%</u>	<u>1500%</u>
PO, IP, PS, PI, PB, PC, PD, PE, PA, PF, PG and PW . . . .	14.6	6.0	5.3	5.3	5.3	5.3	5.3	3.8	2.5	1.8
PY .....	24.3	20.6	20.6	20.6	20.6	20.6	20.6	13.4	7.4	4.0
FH and SH .....	27.3	19.1	16.5	13.1	7.3	3.2	2.5	1.5	1.0	0.7

<u>Group 5 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>1100%</u>	
KA and KI .....	11.6	7.5	5.7	4.5	3.7	2.5	1.8	
YK .....	19.9	18.8	17.8	16.0	13.8	8.8	5.3	

<u>Group 6 Classes</u>	<u>PSA Prepayment Assumption</u>								
	<u>0%</u>	<u>100%</u>	<u>149%</u>	<u>300%</u>	<u>450%</u>	<u>600%</u>	<u>1000%</u>	<u>1500%</u>	
TA .....	14.5	6.0	4.7	4.9	3.7	2.8	1.6	1.0	
TZ .....	26.3	19.2	16.1	3.1	1.0	0.7	0.4	0.2	

<u>Group 1/Group 2/Group 3 Class†</u>	<u>PSA Prepayment Assumption</u>							
	<u>0%</u>	<u>100%</u>	<u>150%</u>	<u>225%</u>	<u>300%</u>	<u>500%</u>	<u>700%</u>	<u>1100%</u>
LA .....	11.8	8.1	7.0	5.8	4.9	3.5	2.8	2.0

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

† This class is an RCR class formed by a combination of REMIC classes in three different groups. For additional information, see Schedule 1 attached to this prospectus supplement.



## 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 6 Classes will be affected by the applicable payment priorities governing the underlying REMIC and RCR certificates backing the Group 6 Underlying REMIC Certificate.* If you invest in a Group 6 Class, the rate at which you receive payments will be affected by the applicable priority sequence governing principal payments (or notional balance reductions) on the underlying REMIC and RCR certificates backing the Group 6 Underlying REMIC Certificate.

In particular, as described in the Underlying REMIC Disclosure Document, principal payments (or notional balance reductions) on those REMIC and RCR certificates underlying the Group 6 Underlying REMIC Certificates are governed by a principal balance schedule. As a result, those underlying certificates may receive principal payments (or notional balance reductions) faster or slower than would otherwise have been the case. In some cases, they may receive no principal payments for extended periods. Prepayments on the related mortgage loans may have occurred at a rate faster or slower than the rate initially assumed. In certain high prepayment scenarios, it is possible that the effect of a principal balance schedule on principal payments (or notional balance reductions) over time may be eliminated. In such a case, those underlying certificates will receive principal payments (or notional balance reductions) at rates that may vary widely from period to period. This prospectus supplement contains no information as to whether

- those underlying certificates have adhered to the applicable principal balance schedule,
- any related support classes remain outstanding, or
- those underlying certificates have performed as originally anticipated.

You may obtain additional information about the Group 6 Underlying REMIC 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 May 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 5 MBS,” and together, the “Trust MBS”), and
- a previously issued REMIC certificate (the “Group 6 Underlying REMIC Certificate” and issued from the related Fannie Mae REMIC trust (the “Underlying REMIC Trust”), as further described in Exhibit A.

The Group 6 Underlying REMIC 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.”

<b>REMIC Designation</b>	<b>Assets</b>	<b>Regular Interests</b>	<b>Residual Interest</b>
Lower Tier REMIC . . . . .	Trust MBS and Group 6 Underlying REMIC 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 6 Underlying REMIC 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>
Interest Only, Inverse Floating Rate and Principal Only Classes	\$100,000 minimum plus whole dollar increments
All other Classes (except the R and RL Classes)	\$1,000 minimum plus whole dollar increments

### **The Trust MBS**

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

In addition, the pools of mortgage loans backing the Group 4 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](http://www.fanniemae.com). For additional information about the particular pools underlying the Group 4 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 5—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 6 Underlying REMIC Certificate**

The Group 6 Underlying REMIC 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 Loan Pools” and “Yield, Maturity and Prepayment Considerations” in the MBS Prospectus.

In addition, the pools of mortgage loans backing the Group 6 Underlying REMIC Certificate 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](http://www.fanniemae.com). For additional information about the particular pools underlying the Group 6 Underlying REMIC Certificate, see the Final Data Statement for the related 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.

Distributions on the Group 6 Underlying REMIC Certificate will be passed through monthly, beginning in the month after we issue the Certificates. The general characteristics of the Group 6 Underlying REMIC Certificate are described in the Underlying REMIC Disclosure Document. See Exhibit A for certain additional information about the Group 6 Underlying REMIC Certificate. Exhibit A is provided in lieu of a Final Data Statement with respect to the Group 6 Underlying REMIC Certificate.

For further information about the Group 6 Underlying REMIC Certificate, telephone us at 1-800-237-8627. Additional information about the Group 6 Underlying REMIC 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	Floating Rate and Inverse Floating Rate Classes

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

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

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

**Distributions of Principal**

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

- *Group 1*  
 The Group 1 Principal Distribution Amount to LC 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 LD 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 to LE and LB, pro rata, until retired. } Pass-Through Classes

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

- *Group 4*  
 The Group 4 Principal Distribution Amount in the following priority:
  1. To the Aggregate Group to its Planned Balance. } PAC Group
  2. To FH and SH, pro rata, until retired. } Support Classes
  3. To the Aggregate Group to zero. } PAC Group

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

The “Aggregate Group” consists of the PO and PY Classes. On each Distribution Date, we will apply payments of principal of the Aggregate Group to PO and PY, in that order, until retired.

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

- *Group 5*  
 The Group 5 Principal Distribution Amount to KA and YK, in that order, until retired. } Sequential Pay Classes

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

- *Group 6*  
 The Group 6 Principal Distribution Amount in the following priority:
  1. To TA to its Targeted Balance. } TAC Class
  2. To TZ until retired. } Support Class
  3. To the TA until retired. } TAC Class} Structured Collateral

The “Group 6 Principal Distribution Amount” is the *sum* of the principal then paid on the Group 6 Underlying REMIC Certificate *plus* any interest then accrued and added to the principal balance of the TZ Class.

**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 6 Underlying REMIC Certificate, the applicable priority sequence governing principal payments (or notional principal balance reductions) on the REMIC and RCR certificates backing the Group 6 Underlying REMIC 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 5—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 May 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 Range” or at the applicable “Structuring Speed” specified in the chart below. The “Effective Range” for the Aggregate Group is the range of prepayment rates (measured by constant PSA rates) that would reduce that Aggregate Group to its scheduled balance each month based on the Pricing Assumptions. We have not provided separate schedules for the individual Classes included in the Aggregate 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.

<u>Group and Class</u>	<u>Structuring Range and Speed</u>	<u>Initial Effective Range</u>
Aggregate Group Planned Balances	Between 130% and 375% PSA	Between 130% and 375% PSA
TA Class Targeted Balances	(1)	N/A

(1) The Targeted Balances for the TA Class have been structured at 149% PSA, but do not hold at any constant PSA rate.

The Aggregate Group consists of the PO and PY 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 applicable Structuring Range, based on the Pricing Assumptions.



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

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

- We will distribute any excess of principal distributions over the amount necessary to reduce the Aggregate Group or the TA Class to its scheduled balance in any month. As a result, the likelihood of reducing the Aggregate Group or the TA 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 Range or Effective Range, principal distributions may be insufficient to reduce the Aggregate Group to its scheduled balance each month if prepayments do not occur at a *constant* PSA rate.
- The actual Effective Range at any time will be based upon the actual characteristics of the related Mortgage Loans at that time, which are likely to vary (and may vary considerably) from the Pricing Assumptions. As a result, the actual Effective Range will likely differ from the Initial Effective Range specified above. For the same reason, the Aggregate Group might not be reduced to its scheduled balance each month even if the related Mortgage Loans prepay at a *constant* PSA rate within the Initial Effective Range. This is so particularly if the rate falls at the lower or higher end of the range.
- The actual Effective Range may narrow, widen or shift upward or downward to reflect actual prepayment experience over time.
- The principal payment stability of the Aggregate Group and the TA Class will be supported by one or more other Classes. When the related supporting Class or Classes are retired, the Aggregate Group, if still outstanding, may no longer have an Effective Range, and will be much more sensitive to prepayments of the related Mortgage Loans.

## **Yield Tables**

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

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

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

We cannot assure you that

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

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

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

***The Fixed Rate Interest Only 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>
LI .....	288%
IL .....	275%
KI .....	213%
PI .....	477%

**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>
LI .....	14.875%
IL .....	15.500%
KI .....	16.250%
PI .....	13.375%

\* 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 LI Class to Prepayments

	<u>PSA Prepayment Assumption</u>							
	<u>50%</u>	<u>100%</u>	<u>150%</u>	<u>225%</u>	<u>300%</u>	<u>500%</u>	<u>700%</u>	<u>1100%</u>
Pre-Tax Yields to Maturity . . . .	12.2%	9.7%	7.2%	3.3%	(0.6)%	(11.4)%	(22.7)%	(46.7)%

### Sensitivity of the IL Class to Prepayments

	<u>PSA Prepayment Assumption</u>							
	<u>50%</u>	<u>100%</u>	<u>150%</u>	<u>225%</u>	<u>300%</u>	<u>500%</u>	<u>700%</u>	<u>1100%</u>
Pre-Tax Yields to Maturity . . . .	11.3%	8.9%	6.4%	2.6%	(1.3)%	(11.9)%	(22.9)%	(46.2)%



### Sensitivity of the KI 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>1100%</u>
Pre-Tax Yields to Maturity . . . .	9.4%	6.6%	0.8%	(5.5)%	(12.3)%	(33.8)%	(61.6)%

### Sensitivity of the PI Class to Prepayments

	PSA Prepayment Assumption									
	<u>50%</u>	<u>100%</u>	<u>130%</u>	<u>165%</u>	<u>250%</u>	<u>350%</u>	<u>375%</u>	<u>600%</u>	<u>1000%</u>	<u>1500%</u>
Pre-Tax Yields to Maturity . . . .	13.3%	7.4%	4.5%	4.5%	4.5%	4.5%	4.5%	(6.7)%	(31.0)%	(62.5)%

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

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

<u>Class</u>	<u>Price</u>
PO . . . . .	91.03125%

### Sensitivity of the PO Class to Prepayments

	PSA Prepayment Assumption									
	<u>50%</u>	<u>100%</u>	<u>130%</u>	<u>165%</u>	<u>250%</u>	<u>350%</u>	<u>375%</u>	<u>600%</u>	<u>1000%</u>	<u>1500%</u>
Pre-Tax Yields to Maturity . . . . .	1.2%	1.6%	1.8%	1.8%	1.8%	1.8%	1.8%	2.5%	3.8%	5.3%

**The IP Class and the Inverse Floating Rate Classes. The yields on the IP Class and 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 IP and PS 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 IP Class and 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:

<u>Class</u>	<u>Price*</u>
IP .....	8.765625%
PS .....	20.656250%
SH .....	95.625000%

\* 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 IP 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>130%</u>	<u>165%</u>	<u>250%</u>	<u>350%</u>	<u>375%</u>	<u>600%</u>	<u>1000%</u>	<u>1500%</u>
0.1000% .....	(15.5)%	(23.7)%	(25.4)%	(25.4)%	(25.4)%	(25.4)%	(25.4)%	(44.0)%	(78.1)%	*
0.1992% .....	(12.7)%	(20.6)%	(22.6)%	(22.6)%	(22.6)%	(22.6)%	(22.6)%	(40.3)%	(73.3)%	*
2.1992% .....	20.0%	14.5%	11.6%	11.6%	11.6%	11.6%	11.6%	1.6%	(21.0)%	(51.1)%
4.1992% .....	46.5%	42.1%	39.4%	39.4%	39.4%	39.4%	39.4%	32.9%	15.2%	(10.4)%
6.1992% .....	73.7%	69.8%	67.4%	67.4%	67.4%	67.4%	67.4%	63.0%	48.6%	26.2%
6.2500% .....	74.4%	70.5%	68.1%	68.1%	68.1%	68.1%	68.1%	63.7%	49.5%	27.1%

### Sensitivity of the PS 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>130%</u>	<u>165%</u>	<u>250%</u>	<u>350%</u>	<u>375%</u>	<u>600%</u>	<u>1000%</u>	<u>1500%</u>
0.1000% .....	22.7%	17.4%	14.5%	14.5%	14.5%	14.5%	14.5%	5.0%	(17.0)%	(46.5)%
0.1992% .....	22.1%	16.8%	13.9%	13.9%	13.9%	13.9%	13.9%	4.3%	(17.9)%	(47.4)%
2.1992% .....	10.3%	4.2%	1.4%	1.4%	1.4%	1.4%	1.4%	(10.5)%	(35.6)%	(67.8)%
4.1992% .....	(3.3)%	(10.5)%	(13.0)%	(13.0)%	(13.0)%	(13.0)%	(13.0)%	(28.0)%	(57.6)%	(93.4)%
6.1992% .....	(38.2)%	(46.7)%	(47.2)%	(47.2)%	(47.2)%	(47.2)%	(47.2)%	(72.2)%	*	*
6.2500% .....	*	*	*	*	*	*	*	*	*	*

### 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>130%</u>	<u>165%</u>	<u>250%</u>	<u>350%</u>	<u>375%</u>	<u>600%</u>	<u>1000%</u>	<u>1500%</u>
0.1000% .....	6.3%	6.3%	6.4%	6.5%	6.8%	7.6%	8.0%	9.2%	10.8%	12.5%
0.1992% .....	6.1%	6.2%	6.2%	6.3%	6.7%	7.5%	7.8%	9.1%	10.6%	12.3%
2.1992% .....	3.0%	3.0%	3.1%	3.2%	3.5%	4.3%	4.7%	6.0%	7.6%	9.4%
4.0000% .....	0.2%	0.3%	0.3%	0.4%	0.7%	1.5%	2.0%	3.3%	5.0%	6.8%

### 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 4, Group 5 and Group 6 Classes, and
- in the case of the Group 6 Classes, the applicable priority sequence affecting principal payments (or notional principal balance reductions) on the REMIC and RCR certificates backing the Group 6 Underlying REMIC 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	240 months	240 months	5.50%
Group 3 MBS	240 months	240 months	5.50%
Group 4 MBS	360 months	360 months	5.50%
Group 5 MBS	240 months	240 months	5.50%
Group 6 Underlying REMIC Certificate	360 months	347 months	6.50%

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

Date	LC and LI† Classes								LD and IL† Classes							
	PSA Prepayment Assumption								PSA Prepayment Assumption							
	0%	100%	150%	225%	300%	500%	700%	1100%	0%	100%	150%	225%	300%	500%	700%	1100%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
May 2014	97	95	94	93	92	89	86	80	97	95	95	94	93	90	88	82
May 2015	94	88	86	82	78	69	60	44	94	88	86	83	79	71	62	47
May 2016	91	80	75	68	62	47	34	15	91	80	76	69	63	48	36	16
May 2017	88	71	65	57	49	31	19	5	88	72	66	57	49	32	20	5
May 2018	84	64	57	47	38	21	10	2	84	64	57	47	39	22	11	2
May 2019	80	57	49	38	30	14	6	1	80	57	49	39	30	14	6	1
May 2020	77	51	42	31	23	9	3	*	77	51	42	32	23	9	3	*
May 2021	72	45	36	25	18	6	2	*	72	45	36	26	18	6	2	*
May 2022	68	39	30	20	13	4	1	*	68	39	31	21	14	4	1	*
May 2023	63	34	26	16	10	3	*	*	63	34	26	17	10	3	1	*
May 2024	58	29	21	13	8	2	*	*	58	30	22	13	8	2	*	*
May 2025	53	25	17	10	6	1	*	*	53	25	18	10	6	1	*	*
May 2026	48	21	14	8	4	1	*	*	48	21	14	8	4	1	*	*
May 2027	42	17	11	6	3	*	*	*	42	17	11	6	3	*	*	*
May 2028	36	14	9	4	2	*	*	*	36	14	9	4	2	*	*	*
May 2029	30	10	6	3	1	*	*	*	30	11	7	3	1	*	*	*
May 2030	23	7	4	2	1	*	*	0	23	8	5	2	1	*	*	*
May 2031	16	5	3	1	*	*	*	0	16	5	3	1	*	*	*	0
May 2032	8	2	1	*	*	*	*	0	8	2	1	1	*	*	*	0
May 2033	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average																
Life (years)**	11.8	8.1	7.0	5.8	4.9	3.5	2.8	2.0	11.8	8.1	7.0	5.8	5.0	3.6	2.8	2.1

Date	LE and LB Classes							
	PSA Prepayment Assumption							
	0%	100%	150%	225%	300%	500%	700%	1100%
Initial Percent	100	100	100	100	100	100	100	100
May 2014	97	94	93	91	90	85	81	72
May 2015	94	86	83	79	74	63	52	33
May 2016	91	78	73	65	58	42	29	11
May 2017	88	70	63	54	46	28	16	3
May 2018	84	63	55	44	36	19	9	1
May 2019	80	56	47	36	28	12	5	*
May 2020	77	49	40	30	21	8	3	*
May 2021	72	43	34	24	16	5	1	*
May 2022	68	38	29	19	13	3	1	*
May 2023	63	33	24	15	9	2	*	*
May 2024	58	28	20	12	7	1	*	*
May 2025	53	24	17	9	5	1	*	*
May 2026	48	20	13	7	4	1	*	*
May 2027	42	16	10	5	3	*	*	*
May 2028	36	13	8	4	2	*	*	*
May 2029	30	9	6	3	1	*	*	*
May 2030	23	6	4	2	1	*	*	0
May 2031	16	4	2	1	*	*	*	0
May 2032	8	1	1	*	*	*	*	0
May 2033	0	0	0	0	0	0	0	0
Weighted Average								
Life (years)**	11.8	7.8	6.8	5.5	4.7	3.2	2.5	1.7

\* 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	PO, IP†, PS†, PI†, PB, PC, PD, PE, PA, PF, PG and PW Classes										PY Class									
	PSA Prepayment Assumption										PSA Prepayment Assumption									
	0%	100%	130%	165%	250%	350%	375%	600%	1000%	1500%	0%	100%	130%	165%	250%	350%	375%	600%	1000%	1500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
May 2014	98	94	93	93	93	93	93	93	93	93	100	100	100	100	100	100	100	100	100	100
May 2015	96	85	82	82	82	82	82	82	66	34	100	100	100	100	100	100	100	100	100	100
May 2016	93	74	69	69	69	69	69	60	25	3	100	100	100	100	100	100	100	100	100	100
May 2017	91	64	57	57	57	57	57	37	9	0	100	100	100	100	100	100	100	100	100	31
May 2018	88	54	46	46	46	46	46	23	3	0	100	100	100	100	100	100	100	100	100	3
May 2019	86	45	36	36	36	36	36	14	*	0	100	100	100	100	100	100	100	100	100	*
May 2020	83	37	27	27	27	27	27	8	0	0	100	100	100	100	100	100	100	100	54	*
May 2021	80	29	20	20	20	20	20	5	0	0	100	100	100	100	100	100	100	100	21	*
May 2022	77	22	15	15	15	15	15	2	0	0	100	100	100	100	100	100	100	100	8	*
May 2023	73	15	11	11	11	11	11	1	0	0	100	100	100	100	100	100	100	100	3	*
May 2024	70	9	8	8	8	8	8	*	0	0	100	100	100	100	100	100	100	100	1	*
May 2025	66	6	6	6	6	6	6	0	0	0	100	100	100	100	100	100	100	73	*	0
May 2026	62	4	4	4	4	4	4	0	0	0	100	100	100	100	100	100	100	45	*	0
May 2027	58	3	3	3	3	3	3	0	0	0	100	100	100	100	100	100	100	27	*	0
May 2028	53	2	2	2	2	2	2	0	0	0	100	100	100	100	100	100	100	17	*	0
May 2029	49	1	1	1	1	1	1	0	0	0	100	100	100	100	100	100	100	10	*	0
May 2030	44	*	*	*	*	*	*	0	0	0	100	100	100	100	100	100	100	6	*	0
May 2031	38	0	0	0	0	0	0	0	0	0	100	93	93	93	93	93	93	4	*	0
May 2032	33	0	0	0	0	0	0	0	0	0	100	67	67	67	67	67	67	2	*	0
May 2033	27	0	0	0	0	0	0	0	0	0	100	48	48	48	48	48	48	1	*	0
May 2034	21	0	0	0	0	0	0	0	0	0	100	34	34	34	34	34	34	1	*	0
May 2035	14	0	0	0	0	0	0	0	0	0	100	24	24	24	24	24	24	*	*	0
May 2036	8	0	0	0	0	0	0	0	0	0	100	16	16	16	16	16	16	*	*	0
May 2037	*	0	0	0	0	0	0	0	0	0	100	11	11	11	11	11	11	*	*	0
May 2038	0	0	0	0	0	0	0	0	0	0	7	7	7	7	7	7	7	*	*	0
May 2039	0	0	0	0	0	0	0	0	0	0	4	4	4	4	4	4	4	*	0	0
May 2040	0	0	0	0	0	0	0	0	0	0	3	3	3	3	3	3	3	*	0	0
May 2041	0	0	0	0	0	0	0	0	0	0	1	1	1	1	1	1	1	*	0	0
May 2042	0	0	0	0	0	0	0	0	0	0	*	*	*	*	*	*	*	*	0	0
May 2043	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average																				
Life (years)**	14.6	6.0	5.3	5.3	5.3	5.3	5.3	3.8	2.5	1.8	24.3	20.6	20.6	20.6	20.6	20.6	20.6	13.4	7.4	4.0

Date	FH and SH Classes									
	PSA Prepayment Assumption									
	0%	100%	130%	165%	250%	350%	375%	600%	1000%	1500%
Initial Percent	100	100	100	100	100	100	100	100	100	100
May 2014	100	100	100	98	93	88	86	74	51	22
May 2015	100	100	100	94	80	64	60	25	0	0
May 2016	100	100	100	89	65	38	32	0	0	0
May 2017	100	100	100	86	54	22	14	0	0	0
May 2018	100	100	100	83	47	12	5	0	0	0
May 2019	100	100	100	81	43	8	1	0	0	0
May 2020	100	100	100	80	40	7	0	0	0	0
May 2021	100	100	97	77	37	6	0	0	0	0
May 2022	100	100	93	72	34	5	0	0	0	0
May 2023	100	100	87	66	30	4	0	0	0	0
May 2024	100	100	81	61	26	4	0	0	0	0
May 2025	100	95	74	55	23	3	0	0	0	0
May 2026	100	88	67	49	19	2	0	0	0	0
May 2027	100	80	61	43	17	2	0	0	0	0
May 2028	100	73	54	38	14	2	0	0	0	0
May 2029	100	66	48	33	12	1	0	0	0	0
May 2030	100	59	43	29	10	1	0	0	0	0
May 2031	100	52	37	24	8	1	0	0	0	0
May 2032	100	46	32	21	6	1	0	0	0	0
May 2033	100	40	28	17	5	*	0	0	0	0
May 2034	100	35	23	14	4	*	0	0	0	0
May 2035	100	30	20	12	3	*	0	0	0	0
May 2036	100	25	16	10	2	*	0	0	0	0
May 2037	100	20	13	7	2	*	0	0	0	0
May 2038	88	16	10	6	1	*	0	0	0	0
May 2039	72	12	7	4	1	*	0	0	0	0
May 2040	56	9	5	3	1	*	0	0	0	0
May 2041	38	5	3	2	*	*	0	0	0	0
May 2042	20	2	1	1	*	*	0	0	0	0
May 2043	0	0	0	0	0	0	0	0	0	0
Weighted Average										
Life (years)**	27.3	19.1	16.5	13.1	7.3	3.2	2.5	1.5	1.0	0.7

\* 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	KA and KI† Classes							YK Class						
	PSA Prepayment Assumption							PSA Prepayment Assumption						
	0%	100%	200%	300%	400%	700%	1100%	0%	100%	200%	300%	400%	700%	1100%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100
May 2014	97	95	93	91	90	84	77	100	100	100	100	100	100	100
May 2015	94	87	82	76	71	57	39	100	100	100	100	100	100	100
May 2016	91	78	69	60	51	31	11	100	100	100	100	100	100	100
May 2017	87	70	57	46	37	16	2	100	100	100	100	100	100	100
May 2018	84	62	47	35	26	7	0	100	100	100	100	100	100	52
May 2019	80	55	39	27	18	3	0	100	100	100	100	100	100	17
May 2020	76	48	32	20	12	*	0	100	100	100	100	100	100	5
May 2021	72	42	26	15	8	0	0	100	100	100	100	100	59	2
May 2022	67	36	20	10	4	0	0	100	100	100	100	100	32	1
May 2023	62	31	16	7	2	0	0	100	100	100	100	100	17	*
May 2024	57	26	12	5	1	0	0	100	100	100	100	100	9	*
May 2025	52	21	9	3	0	0	0	100	100	100	100	85	5	*
May 2026	46	17	6	1	0	0	0	100	100	100	100	57	2	*
May 2027	40	13	4	0	0	0	0	100	100	100	98	37	1	*
May 2028	34	10	2	0	0	0	0	100	100	100	67	23	1	*
May 2029	28	6	1	0	0	0	0	100	100	100	43	14	*	*
May 2030	21	3	0	0	0	0	0	100	100	77	25	8	*	*
May 2031	13	1	0	0	0	0	0	100	100	39	12	3	*	*
May 2032	5	0	0	0	0	0	0	100	29	9	2	1	*	0
May 2033	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average														
Life (years)**	11.6	7.5	5.7	4.5	3.7	2.5	1.8	19.9	18.8	17.8	16.0	13.8	8.8	5.3

Date	TA Class								TZ Class							
	PSA Prepayment Assumption								PSA Prepayment Assumption							
	0%	100%	149%	300%	450%	600%	1000%	1500%	0%	100%	149%	300%	450%	600%	1000%	1500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
May 2014	98	92	89	89	89	89	72	43	102	102	102	74	46	19	0	0
May 2015	96	82	76	75	73	59	27	2	103	103	103	45	0	0	0	0
May 2016	93	72	63	63	52	36	9	0	105	105	105	26	0	0	0	0
May 2017	91	63	52	52	36	21	2	0	106	106	106	14	0	0	0	0
May 2018	88	55	42	42	25	12	0	0	108	108	108	9	0	0	0	0
May 2019	86	47	33	33	17	7	0	0	109	109	109	7	0	0	0	0
May 2020	83	39	25	25	11	3	0	0	111	111	111	8	0	0	0	0
May 2021	80	32	17	19	7	1	0	0	113	113	113	8	0	0	0	0
May 2022	77	26	11	14	4	0	0	0	114	114	114	8	0	0	0	0
May 2023	73	19	4	10	2	0	0	0	116	116	116	8	0	0	0	0
May 2024	70	14	0	7	1	0	0	0	118	118	114	8	0	0	0	0
May 2025	66	8	0	4	0	0	0	0	120	120	99	8	0	0	0	0
May 2026	62	3	0	2	0	0	0	0	122	122	85	8	0	0	0	0
May 2027	57	0	0	1	0	0	0	0	123	117	73	8	0	0	0	0
May 2028	53	0	0	0	0	0	0	0	125	104	62	6	0	0	0	0
May 2029	48	0	0	0	0	0	0	0	127	91	52	3	0	0	0	0
May 2030	43	0	0	0	0	0	0	0	129	79	43	*	0	0	0	0
May 2031	38	0	0	0	0	0	0	0	131	69	35	0	0	0	0	0
May 2032	32	0	0	0	0	0	0	0	133	58	28	0	0	0	0	0
May 2033	26	0	0	0	0	0	0	0	135	49	22	0	0	0	0	0
May 2034	19	0	0	0	0	0	0	0	137	40	17	0	0	0	0	0
May 2035	12	0	0	0	0	0	0	0	139	32	12	0	0	0	0	0
May 2036	5	0	0	0	0	0	0	0	141	25	7	0	0	0	0	0
May 2037	0	0	0	0	0	0	0	0	134	18	4	0	0	0	0	0
May 2038	0	0	0	0	0	0	0	0	109	11	*	0	0	0	0	0
May 2039	0	0	0	0	0	0	0	0	81	5	0	0	0	0	0	0
May 2040	0	0	0	0	0	0	0	0	52	0	0	0	0	0	0	0
May 2041	0	0	0	0	0	0	0	0	21	0	0	0	0	0	0	0
May 2042	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
May 2043	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average																
Life (years)**	14.5	6.0	4.7	4.9	3.7	2.8	1.6	1.0	26.3	19.2	16.1	3.1	1.0	0.7	0.4	0.2

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

Date	LA Class							
	PSA Prepayment Assumption							
	0%	100%	150%	225%	300%	500%	700%	1100%
Initial Percent	100	100	100	100	100	100	100	100
May 2014	97	95	94	93	92	89	86	80
May 2015	94	88	86	82	78	69	60	44
May 2016	91	80	75	68	62	47	34	15
May 2017	88	72	65	57	49	32	19	5
May 2018	84	64	57	47	38	21	11	2
May 2019	80	57	49	38	30	14	6	1
May 2020	77	51	42	31	23	9	3	*
May 2021	72	45	36	25	18	6	2	*
May 2022	68	39	30	20	13	4	1	*
May 2023	63	34	26	16	10	3	1	*
May 2024	58	29	21	13	8	2	*	*
May 2025	53	25	17	10	6	1	*	*
May 2026	48	21	14	8	4	1	*	*
May 2027	42	17	11	6	3	*	*	*
May 2028	36	14	9	4	2	*	*	*
May 2029	30	10	6	3	1	*	*	*
May 2030	23	7	4	2	1	*	*	0
May 2031	16	5	3	1	*	*	*	0
May 2032	8	2	1	*	*	*	*	0
May 2033	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	11.8	8.1	7.0	5.8	4.9	3.5	2.8	2.0

\* 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.

### 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, the Notional Classes and the Principal Only 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:

<u>Group</u>	<u>Prepayment Assumption</u>
1	150% PSA
2	150% PSA
3	150% PSA
4	165% PSA
5	200% PSA
6	300% 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. 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 Deutsche Bank Securities Inc. (the “Dealer”) in exchange for the Trust MBS and the Group 6 Underlying REMIC 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. Dentons US LLP will provide legal representation for the Dealer.

Group 6 Underlying REMIC 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	May 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)
2012-90	DA	July 2012	3136A7RE4	1.5%	FIX	March 2042	SC/PT	\$215,862,855	0.83858607	\$20,792,741.61	(2)	(2)	(2)

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

(2) The Class 2012-90-DA REMIC Certificate is backed by the Fannie Mae REMIC and RCR Certificates listed below having the following characteristics:

Class	Interest Type	Principal Type	Approximate Weighted Average WAC	Approximate Weighted Average WAM (in months)	Approximate Weighted Average WALA (in months)
2012-50-IH	FIX/IO	NTL	4.41%	343	15
2012-50-HB	FIX	PAC/AD	4.41	343	15
2012-50-HE	FIX	PAC/AD	4.41	343	15

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						
<u>Classes</u>	<u>Original Balances</u>	<u>RCR Classes</u>	<u>Original Balances</u>	<u>Principal Type(2)</u>	<u>Interest Rate</u>	<u>Interest Type(2)</u>	<u>CUSIP Number</u>	<u>Final Distribution Date</u>
<b>Recombination 1</b>								
IP	\$106,105,384(3)	PI	\$229,895,000(3)	NTL	3.00%	FIX/IO	3136AEXT9	April 2043
PS	106,105,384(3)							
<b>Recombination 2</b>								
PO	229,895,000	PB	229,895,000	PAC	1.75	FIX	3136AEXU6	April 2043
IP	61,894,808(3)							
PS	61,894,808(3)							
<b>Recombination 3</b>								
PO	229,895,000	PC	229,895,000	PAC	2.00	FIX	3136AEXV4	April 2043
IP	70,736,923(3)							
PS	70,736,923(3)							
<b>Recombination 4</b>								
PO	229,895,000	PD	229,895,000	PAC	2.25	FIX	3136AEXW2	April 2043
IP	79,579,038(3)							
PS	79,579,038(3)							
<b>Recombination 5</b>								
PO	229,895,000	PE	229,895,000	PAC	2.50	FIX	3136AEXX0	April 2043
IP	88,421,154(3)							
PS	88,421,154(3)							
<b>Recombination 6</b>								
PO	229,895,000	PA	229,895,000	PAC	1.50	FIX	3136AEXY8	April 2043
IP	53,052,692(3)							
PS	53,052,692(3)							
<b>Recombination 7</b>								
PO	106,105,384	PF	106,105,384	PAC	(4)	FLT	3136AEXZ5	April 2043
IP	106,105,384(3)							
<b>Recombination 8</b>								
PO	75,000,000	PG	75,000,000	PAC	2.00	FIX	3136AEYA9	April 2043
IP	23,076,923(3)							
PS	23,076,923(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
<b>Recombination 9</b>								
PO	\$106,105,384	PW	\$106,105,384	PAC	6.50%	FIX	3136AEYB7	April 2043
IP	106,105,384(3)							
PS	106,105,384(3)							
<b>Recombination 10</b>								
LC	95,000,247	LA(5)	200,000,000	PT	1.90	FIX	3136AEYC5	June 2033
LD	84,647,018							
LE	20,352,735							

- (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.
- (5) The LA Class is an RCR Class formed by a combination of the LC Class in Group 1, the LD Class in Group 2 and the LE Class in Group 3.

## Principal Balance Schedules

### *Aggregate Group 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 . . . . .	\$232,539,000.00	January 2018 . . . . .	\$117,313,934.65	September 2022 . . . . .	\$ 33,598,108.11
June 2013 . . . . .	231,692,109.67	February 2018 . . . . .	115,246,144.31	October 2022 . . . . .	32,801,909.78
July 2013 . . . . .	230,767,803.45	March 2018 . . . . .	113,194,046.47	November 2022 . . . . .	32,024,066.22
August 2013 . . . . .	229,766,762.58	April 2018 . . . . .	111,157,528.87	December 2022 . . . . .	31,264,162.50
September 2013 . . . . .	228,689,442.85	May 2018 . . . . .	109,136,480.01	January 2023 . . . . .	30,521,792.91
October 2013 . . . . .	227,536,351.42	June 2018 . . . . .	107,130,789.17	February 2023 . . . . .	29,796,560.82
November 2013 . . . . .	226,308,046.56	July 2018 . . . . .	105,140,346.43	March 2023 . . . . .	29,088,078.40
December 2013 . . . . .	225,005,137.18	August 2018 . . . . .	103,165,042.59	April 2023 . . . . .	28,395,966.50
January 2014 . . . . .	223,628,282.45	September 2018 . . . . .	101,204,769.24	May 2023 . . . . .	27,719,854.42
February 2014 . . . . .	222,178,191.26	October 2018 . . . . .	99,259,418.72	June 2023 . . . . .	27,059,379.73
March 2014 . . . . .	220,655,621.68	November 2018 . . . . .	97,328,884.12	July 2023 . . . . .	26,414,188.07
April 2014 . . . . .	219,061,380.36	December 2018 . . . . .	95,413,059.25	August 2023 . . . . .	25,783,933.02
May 2014 . . . . .	217,396,321.82	January 2019 . . . . .	93,511,838.70	September 2023 . . . . .	25,168,275.87
June 2014 . . . . .	215,661,347.75	February 2019 . . . . .	91,625,117.77	October 2023 . . . . .	24,566,885.49
July 2014 . . . . .	213,857,406.22	March 2019 . . . . .	89,752,792.48	November 2023 . . . . .	23,979,438.15
August 2014 . . . . .	211,985,490.87	April 2019 . . . . .	87,894,759.59	December 2023 . . . . .	23,405,617.33
September 2014 . . . . .	210,046,640.00	May 2019 . . . . .	86,050,916.58	January 2024 . . . . .	22,845,113.61
October 2014 . . . . .	208,041,935.63	June 2019 . . . . .	84,221,161.63	February 2024 . . . . .	22,297,624.48
November 2014 . . . . .	205,972,502.55	July 2019 . . . . .	82,405,393.65	March 2024 . . . . .	21,762,854.19
December 2014 . . . . .	203,839,507.23	August 2019 . . . . .	80,603,512.24	April 2024 . . . . .	21,240,513.61
January 2015 . . . . .	201,644,156.78	September 2019 . . . . .	78,815,417.69	May 2024 . . . . .	20,730,320.07
February 2015 . . . . .	199,387,697.79	October 2019 . . . . .	77,041,011.01	June 2024 . . . . .	20,231,997.25
March 2015 . . . . .	197,071,415.19	November 2019 . . . . .	75,280,193.88	July 2024 . . . . .	19,745,275.00
April 2015 . . . . .	194,696,630.98	December 2019 . . . . .	73,532,868.68	August 2024 . . . . .	19,269,889.21
May 2015 . . . . .	192,264,703.02	January 2020 . . . . .	71,823,420.53	September 2024 . . . . .	18,805,581.70
June 2015 . . . . .	189,777,023.70	February 2020 . . . . .	70,152,851.75	October 2024 . . . . .	18,352,100.08
July 2015 . . . . .	187,235,018.60	March 2020 . . . . .	68,520,292.08	November 2024 . . . . .	17,909,197.60
August 2015 . . . . .	184,640,145.14	April 2020 . . . . .	66,924,890.52	December 2024 . . . . .	17,476,633.05
September 2015 . . . . .	182,064,723.49	May 2020 . . . . .	65,365,814.88	January 2025 . . . . .	17,054,170.63
October 2015 . . . . .	179,508,615.28	June 2020 . . . . .	63,842,251.38	February 2025 . . . . .	16,641,579.84
November 2015 . . . . .	176,971,683.09	July 2020 . . . . .	62,353,404.26	March 2025 . . . . .	16,238,635.32
December 2015 . . . . .	174,453,790.45	August 2020 . . . . .	60,898,495.36	April 2025 . . . . .	15,845,116.80
January 2016 . . . . .	171,954,801.86	September 2020 . . . . .	59,476,763.77	May 2025 . . . . .	15,460,808.94
February 2016 . . . . .	169,474,582.72	October 2020 . . . . .	58,087,465.40	June 2025 . . . . .	15,085,501.25
March 2016 . . . . .	167,012,999.40	November 2020 . . . . .	56,729,872.67	July 2025 . . . . .	14,718,987.94
April 2016 . . . . .	164,569,919.18	December 2020 . . . . .	55,403,274.09	August 2025 . . . . .	14,361,067.88
May 2016 . . . . .	162,145,210.27	January 2021 . . . . .	54,106,973.96	September 2025 . . . . .	14,011,544.42
June 2016 . . . . .	159,738,741.78	February 2021 . . . . .	52,840,291.99	October 2025 . . . . .	13,670,225.38
July 2016 . . . . .	157,350,383.75	March 2021 . . . . .	51,602,562.97	November 2025 . . . . .	13,336,922.86
August 2016 . . . . .	154,980,007.10	April 2021 . . . . .	50,393,136.43	December 2025 . . . . .	13,011,453.21
September 2016 . . . . .	152,627,483.65	May 2021 . . . . .	49,211,376.35	January 2026 . . . . .	12,693,636.91
October 2016 . . . . .	150,292,686.14	June 2021 . . . . .	48,056,660.79	February 2026 . . . . .	12,383,298.46
November 2016 . . . . .	147,975,488.15	July 2021 . . . . .	46,928,381.64	March 2026 . . . . .	12,080,266.35
December 2016 . . . . .	145,675,764.16	August 2021 . . . . .	45,825,944.25	April 2026 . . . . .	11,784,372.90
January 2017 . . . . .	143,393,389.53	September 2021 . . . . .	44,748,767.21	May 2026 . . . . .	11,495,454.23
February 2017 . . . . .	141,128,240.46	October 2021 . . . . .	43,696,281.98	June 2026 . . . . .	11,213,350.14
March 2017 . . . . .	138,880,194.04	November 2021 . . . . .	42,667,932.68	July 2026 . . . . .	10,937,904.05
April 2017 . . . . .	136,649,128.18	December 2021 . . . . .	41,663,175.76	August 2026 . . . . .	10,668,962.90
May 2017 . . . . .	134,434,921.68	January 2022 . . . . .	40,681,479.74	September 2026 . . . . .	10,406,377.09
June 2017 . . . . .	132,237,454.14	February 2022 . . . . .	39,722,324.98	October 2026 . . . . .	10,150,000.40
July 2017 . . . . .	130,056,606.02	March 2022 . . . . .	38,785,203.35	November 2026 . . . . .	9,899,689.92
August 2017 . . . . .	127,892,258.61	April 2022 . . . . .	37,869,618.05	December 2026 . . . . .	9,655,305.93
September 2017 . . . . .	125,744,294.02	May 2022 . . . . .	36,975,083.32	January 2027 . . . . .	9,416,711.91
October 2017 . . . . .	123,612,595.18	June 2022 . . . . .	36,101,124.21	February 2027 . . . . .	9,183,774.40
November 2017 . . . . .	121,497,045.84	July 2022 . . . . .	35,247,276.32	March 2027 . . . . .	8,956,362.97
December 2017 . . . . .	119,397,530.54	August 2022 . . . . .	34,413,085.60	April 2027 . . . . .	8,734,350.11

**Aggregate Group (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 2027	\$ 8,517,611.24	April 2032	\$ 1,818,695.95	March 2037	\$ 309,186.15
June 2027	8,306,024.56	May 2032	1,769,317.63	April 2037	298,867.86
July 2027	8,099,471.05	June 2032	1,721,177.86	May 2037	288,835.18
August 2027	7,897,834.37	July 2032	1,674,247.00	June 2037	279,080.88
September 2027	7,701,000.82	August 2032	1,628,496.09	July 2037	269,597.89
October 2027	7,508,859.29	September 2032	1,583,896.86	August 2037	260,379.31
November 2027	7,321,301.16	October 2032	1,540,421.66	September 2037	251,418.42
December 2027	7,138,220.29	November 2032	1,498,043.53	October 2037	242,708.65
January 2028	6,959,512.96	December 2032	1,456,736.10	November 2037	234,243.59
February 2028	6,785,077.78	January 2033	1,416,473.62	December 2037	226,016.98
March 2028	6,614,815.66	February 2033	1,377,230.96	January 2038	218,022.74
April 2028	6,448,629.79	March 2033	1,338,983.56	February 2038	210,254.89
May 2028	6,286,425.53	April 2033	1,301,707.43	March 2038	202,707.64
June 2028	6,128,110.40	May 2033	1,265,379.14	April 2038	195,375.32
July 2028	5,973,594.01	June 2033	1,229,975.82	May 2038	188,252.39
August 2028	5,822,788.05	July 2033	1,195,475.11	June 2038	181,333.46
September 2028	5,675,606.21	August 2033	1,161,855.20	July 2038	174,613.27
October 2028	5,531,964.13	September 2033	1,129,094.76	August 2038	168,086.67
November 2028	5,391,779.37	October 2033	1,097,173.00	September 2038	161,748.66
December 2028	5,254,971.40	November 2033	1,066,069.57	October 2038	155,594.35
January 2029	5,121,461.49	December 2033	1,035,764.62	November 2038	149,618.96
February 2029	4,991,172.71	January 2034	1,006,238.76	December 2038	143,817.85
March 2029	4,864,029.89	February 2034	977,473.07	January 2039	138,186.48
April 2029	4,739,959.58	March 2034	949,449.06	February 2039	132,720.41
May 2029	4,618,890.00	April 2034	922,148.66	March 2039	127,415.34
June 2029	4,500,751.01	May 2034	895,554.25	April 2039	122,267.04
July 2029	4,385,474.06	June 2034	869,648.61	May 2039	117,271.40
August 2029	4,272,992.17	July 2034	844,414.92	June 2039	112,424.42
September 2029	4,163,239.92	August 2034	819,836.77	July 2039	107,722.19
October 2029	4,056,153.33	September 2034	795,898.13	August 2039	103,160.89
November 2029	3,951,669.94	October 2034	772,583.35	September 2039	98,736.81
December 2029	3,849,728.68	November 2034	749,877.14	October 2039	94,446.31
January 2030	3,750,269.90	December 2034	727,764.57	November 2039	90,285.85
February 2030	3,653,235.29	January 2035	706,231.07	December 2039	86,251.99
March 2030	3,558,567.91	February 2035	685,262.42	January 2040	82,341.36
April 2030	3,466,212.10	March 2035	664,844.73	February 2040	78,550.68
May 2030	3,376,113.48	April 2035	644,964.42	March 2040	74,876.75
June 2030	3,288,218.92	May 2035	625,608.26	April 2040	71,316.44
July 2030	3,202,476.52	June 2035	606,763.32	May 2040	67,866.72
August 2030	3,118,835.55	July 2035	588,416.97	June 2040	64,524.61
September 2030	3,037,246.46	August 2035	570,556.89	July 2040	61,287.23
October 2030	2,957,660.83	September 2035	553,171.04	August 2040	58,151.74
November 2030	2,880,031.36	October 2035	536,247.69	September 2040	55,115.40
December 2030	2,804,311.84	November 2035	519,775.36	October 2040	52,175.53
January 2031	2,730,457.12	December 2035	503,742.85	November 2040	49,329.52
February 2031	2,658,423.07	January 2036	488,139.25	December 2040	46,574.80
March 2031	2,588,166.60	February 2036	472,953.87	January 2041	43,908.90
April 2031	2,519,645.61	March 2036	458,176.31	February 2041	41,329.40
May 2031	2,452,818.97	April 2036	443,796.40	March 2041	38,833.92
June 2031	2,387,646.48	May 2036	429,804.21	April 2041	36,420.17
July 2031	2,324,088.89	June 2036	416,190.05	May 2041	34,085.91
August 2031	2,262,107.85	July 2036	402,944.48	June 2041	31,828.94
September 2031	2,201,665.89	August 2036	390,058.25	July 2041	29,647.14
October 2031	2,142,726.40	September 2036	377,522.36	August 2041	27,538.42
November 2031	2,085,253.63	October 2036	365,328.02	September 2041	25,500.76
December 2031	2,029,212.65	November 2036	353,466.64	October 2041	23,532.18
January 2032	1,974,569.34	December 2036	341,929.84	November 2041	21,630.76
February 2032	1,921,290.37	January 2037	330,709.45	December 2041	19,794.62
March 2032	1,869,343.17	February 2037	319,797.48	January 2042	18,021.94



**Aggregate Group (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 2042 .....	\$ 16,310.93	July 2042 .....	\$ 8,621.80	December 2042 .....	\$ 2,232.24
March 2042 .....	14,659.87	August 2042 .....	7,245.90	January 2043 .....	1,094.35
April 2042 .....	13,067.04	September 2042 .....	5,920.43	February 2043 .....	0.01
May 2042 .....	11,530.82	October 2042 .....	4,643.92	March 2043 and	
June 2042 .....	10,049.59	November 2042 .....	3,414.99	thereafter .....	0.00

**TA Class Targeted Balances**

<u>Distribution Date</u>	<u>Targeted Balance</u>	<u>Distribution Date</u>	<u>Targeted Balance</u>	<u>Distribution Date</u>	<u>Targeted Balance</u>
Initial Balance .....	\$16,000,000.00	January 2017 .....	\$ 8,918,967.42	September 2020 .....	\$ 3,550,762.22
June 2013 .....	15,877,020.11	February 2017 .....	8,774,371.63	October 2020 .....	3,449,696.38
July 2013 .....	15,749,042.63	March 2017 .....	8,630,951.45	November 2020 .....	3,349,446.44
August 2013 .....	15,616,143.62	April 2017 .....	8,488,697.21	December 2020 .....	3,250,005.61
September 2013 .....	15,478,402.82	May 2017 .....	8,347,599.35	January 2021 .....	3,151,367.17
October 2013 .....	15,335,903.65	June 2017 .....	8,207,648.34	February 2021 .....	3,053,524.41
November 2013 .....	15,188,733.06	July 2017 .....	8,068,834.77	March 2021 .....	2,956,470.71
December 2013 .....	15,036,981.47	August 2017 .....	7,931,149.27	April 2021 .....	2,860,199.50
January 2014 .....	14,880,742.65	September 2017 .....	7,794,582.56	May 2021 .....	2,764,704.24
February 2014 .....	14,720,113.65	October 2017 .....	7,659,125.44	June 2021 .....	2,669,978.47
March 2014 .....	14,555,194.69	November 2017 .....	7,524,768.78	July 2021 .....	2,576,015.77
April 2014 .....	14,386,089.03	December 2017 .....	7,391,503.51	August 2021 .....	2,482,809.76
May 2014 .....	14,212,902.88	January 2018 .....	7,259,320.65	September 2021 .....	2,390,354.12
June 2014 .....	14,035,745.27	February 2018 .....	7,128,211.28	October 2021 .....	2,298,642.59
July 2014 .....	13,854,727.93	March 2018 .....	6,998,166.54	November 2021 .....	2,207,668.95
August 2014 .....	13,669,965.21	April 2018 .....	6,869,177.68	December 2021 .....	2,117,427.03
September 2014 .....	13,486,706.80	May 2018 .....	6,741,235.97	January 2022 .....	2,027,910.71
October 2014 .....	13,304,940.43	June 2018 .....	6,614,332.79	February 2022 .....	1,939,113.92
November 2014 .....	13,124,653.94	July 2018 .....	6,488,459.57	March 2022 .....	1,851,030.64
December 2014 .....	12,945,835.24	August 2018 .....	6,363,607.80	April 2022 .....	1,763,654.90
January 2015 .....	12,768,472.35	September 2018 .....	6,239,769.06	May 2022 .....	1,676,980.76
February 2015 .....	12,592,553.40	October 2018 .....	6,116,934.98	June 2022 .....	1,591,002.36
March 2015 .....	12,418,066.58	November 2018 .....	5,995,097.26	July 2022 .....	1,505,713.86
April 2015 .....	12,245,000.19	December 2018 .....	5,874,247.68	August 2022 .....	1,421,109.47
May 2015 .....	12,073,342.64	January 2019 .....	5,754,378.06	September 2022 .....	1,337,183.45
June 2015 .....	11,903,082.42	February 2019 .....	5,635,480.30	October 2022 .....	1,253,930.12
July 2015 .....	11,734,208.09	March 2019 .....	5,517,546.38	November 2022 .....	1,171,343.83
August 2015 .....	11,566,708.33	April 2019 .....	5,400,568.31	December 2022 .....	1,089,418.98
September 2015 .....	11,400,571.90	May 2019 .....	5,284,538.19	January 2023 .....	1,008,150.00
October 2015 .....	11,235,787.64	June 2019 .....	5,169,448.17	February 2023 .....	927,531.39
November 2015 .....	11,072,344.50	July 2019 .....	5,055,290.46	March 2023 .....	847,557.67
December 2015 .....	10,910,231.50	August 2019 .....	4,942,057.36	April 2023 .....	768,223.43
January 2016 .....	10,749,437.75	September 2019 .....	4,829,741.19	May 2023 .....	689,523.29
February 2016 .....	10,589,952.45	October 2019 .....	4,718,334.36	June 2023 .....	611,451.89
March 2016 .....	10,431,764.89	November 2019 .....	4,607,829.33	July 2023 .....	534,003.96
April 2016 .....	10,274,864.44	December 2019 .....	4,498,218.63	August 2023 .....	457,174.23
May 2016 .....	10,119,240.54	January 2020 .....	4,389,494.83	September 2023 .....	380,957.50
June 2016 .....	9,964,882.74	February 2020 .....	4,281,650.58	October 2023 .....	305,348.60
July 2016 .....	9,811,780.66	March 2020 .....	4,174,678.58	November 2023 .....	230,342.40
August 2016 .....	9,659,924.01	April 2020 .....	4,068,571.58	December 2023 .....	155,933.81
September 2016 .....	9,509,302.56	May 2020 .....	3,963,322.40	January 2024 .....	82,117.78
October 2016 .....	9,359,906.19	June 2020 .....	3,858,923.92	February 2024 .....	8,889.33
November 2016 .....	9,211,724.85	July 2020 .....	3,755,369.06	March 2024 and	
December 2016 .....	9,064,748.56	August 2020 .....	3,652,650.81	thereafter .....	0.00

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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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**\$656,345,490**



**Guaranteed REMIC  
Pass-Through Certificates  
Fannie Mae REMIC Trust 2013-64**

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**PROSPECTUS SUPPLEMENT**

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**Deutsche Bank Securities**



**May 23, 2013**

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