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

$1,684,649,243

FannieMae

Guaranteed REMIC Pass-Through Certificates
Fannie Mae REMIC Trust 2013-121

Class	Group	Original Class Balance	Principal Type(1)	Interest Rate	Interest Type(1)	CUSIP Number	Final Distribution Date
PO(2)	1	$997,500,000	PT	0.0%	PO	3136AHDV9	December 2043
IO(2)	1	997,500,000(3)	NTL	5.5	FIX/IO	3136AHDW7	December 2043
KF	2	66,666,666	PT	(4)	FLT	3136AHDX5	December 2043
KS	2	66,666,666(3)	NTL	(4)	INV/IO	3136AHDY3	December 2043
PF(2)	2	21,139,350	PAC	(4)	FLT	3136AHDZ0	August 2041
PS(2)	2	21,139,350(3)	NTL	(4)	INV/IO	3136AHEA4	August 2041
KA(2)	2	63,418,052	PAC	2.5	FIX	3136AHEB2	August 2041
KB	2	17,795,134	PAC	3.5	FIX	3136AHEC0	December 2043
MB	2	7,390,000	PAC	3.5	FIX	3136AHED8	November 2043
MC	2	1,459,000	PAC	3.5	FIX	3136AHEE6	December 2043
MA	2	13,346,000	SUP	3.5	FIX	3136AHEF3	November 2043
MD	2	785,798	SUP	3.5	FIX	3136AHEG1	December 2043
MF	2	5,090,909	SUP	(4)	FLT	3136AHEH9	December 2043
MS	2	2,654,546	SUP	(4)	INV	3136AHEJ5	December 2043
SM	2	254,545	SUP	(4)	INV	3136AHEK2	December 2043
A	3	487,149,243	SC/PT	5.0	FIX	3136AHEL0	July 2041
R		0	NPR	0	NPR	3136AHEM8	December 2043
RL		0	NPR	0	NPR	3136AHEN6	December 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.

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
- underlying REMIC and RCR certificates backed by Fannie Mae MBS.

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

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 LA, LB, LC, LD, LE, FA, SA, KC and KD 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 (other than the A Class) from time to time in negotiated transactions at varying prices. We expect the settlement date to be November 27, 2013. Fannie Mae will assign the A Class to a Fannie Mae Mega trust. See "Plan of Distribution" in this prospectus supplement.

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.

Goldman, Sachs & Co.

The date of this Prospectus Supplement is November 21, 2013

TABLE OF CONTENTS

AVAILABLE INFORMATION

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

- our Prospectus for Fannie Mae Guaranteed REMIC Pass-Through Certificates dated August 1, 2012 (the "REMIC Prospectus");
- our Prospectus for Fannie Mae Guaranteed Pass-Through Certificates (Single-Family Residential Mortgage Loans) dated
  - 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 the Group 3 Class or the R or RL Class, the disclosure documents relating to the underlying REMIC and RCR certificates (the "Underlying REMIC Disclosure Documents"); 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 Documents 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 Documents by writing or calling the dealer at:

Goldman, Sachs & Co.
Global Operations
Mortgage-Backed Securities
30 Hudson Street
36th Floor
Jersey City, New Jersey 07302
(telephone 212-902-3089).

SUMMARY

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

Assets Underlying Each Group of Classes

Group	Assets
1	Group 1 MBS
2	Group 2 MBS
3	Class 2003-9-JC REMIC Certificate Class 2003-62-OH REMIC Certificate Class 2003-69-GB REMIC Certificate Class 2003-70-BJ REMIC Certificate Class 2003-71-WA REMIC Certificate Class 2003-79-MH RCR Certificate Class 2004-29-QA RCR Certificate Class 2004-79-B RCR Certificate Class 2011-29-PA RCR Certificate Class 2011-29-PL REMIC Certificate Class 2011-52-PA REMIC Certificate Class 2011-52-PH REMIC Certificate Class 2011-60-U REMIC Certificate Class 2011-60-UL REMIC Certificate

Group 1 and Group 2

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	$997,500,000	5.50%	5.75% to 8.00%	241 to 360
Group 2 MBS	$200,000,000	4.50%	4.75% to 7.00%	241 to 360

Assumed Characteristics of the Underlying Mortgage Loans

	Principal Balance	Original Term to Maturity (in months)	Remaining Term to Maturity (in months)	Loan Age (in months)	Interest Rate
Group 1 MBS	$997,500,000	360	250	101	5.982%
Group 2 MBS	$200,000,000	360	357	3	5.000%

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 3

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

Settlement Date

We expect to issue the certificates on November 27, 2013.

Distribution Dates

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

Record Date

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

Book-Entry and Physical Certificates

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

Fed Book-Entry	Physical
All classes of certificates other than the R and RL Classes	R and RL Classes

Exchanging Certificates Through Combination and Recombination

If you own certificates of a class designated as "exchangeable" on the cover of this prospectus supplement, you will be able to exchange them for a proportionate interest in the related RCR certificates. Schedule 1 lists the available combinations of the certificates eligible for exchange and the related RCR certificates. You can exchange your certificates by notifying us and paying an exchange fee. We will deliver the RCR certificates upon such exchange.

We will apply principal and interest payments from exchanged REMIC certificates to the corresponding RCR certificates, on a pro rata basis, following any exchange.

Interest Rates

During each interest accrual period, the fixed rate classes will bear interest at the applicable annual interest rates listed on the cover of this prospectus supplement or on Schedule 1.

During the initial interest accrual period, the floating rate and inverse floating rate classes will bear interest at the initial interest rates listed below. During each subsequent interest accrual period, the floating rate and inverse floating rate classes will bear interest based on the formulas indicated below, but always subject to the specified maximum and minimum interest rates:

Class	Initial Interest Rate	Maximum Interest Rate	Minimum Interest Rate	Formula for Calculation of Interest Rate(1)
KF	0.61310%	6.50000%	0.45%	LIBOR + 45 basis points
KS	5.88690%	6.05000%	0.00%	6.05% − LIBOR
PF	0.56310%	6.50000%	0.40%	LIBOR + 40 basis points
PS	5.93690%	6.10000%	0.00%	6.10% − LIBOR
MF	1.36310%	5.50000%	1.20%	LIBOR + 120 basis points
MS	7.35844%	7.67123%	0.00%	7.67123% − (1.91780809 × LIBOR)
SM	6.00000%	6.00000%	0.00%	86% − (20 × LIBOR)
FA	0.57000%	6.50000%	0.40%	LIBOR + 40 basis points
SA	5.93000%	6.10000%	0.00%	6.10% − LIBOR

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

Notional Classes

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

Class	
IO	100% of the PO Class
KS	100% of the KF Class
PS	100% of the PF Class
SA	84.6153845614% 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)*

Group 1 Classes	PSA Prepayment Assumption						
	0%	100%	300%	450%	600%	900%	1300%
PO, IO, LA, LB, LC, LD, LE, FA and SA	20.5	8.2	4.2	2.9	2.1	1.3	0.7

Group 2 Classes	PSA Prepayment Assumption									
	0%	100%	120%	145%	200%	235%	250%	400%	600%	900%
KF and KS	19.9	10.9	10.0	9.0	7.3	6.5	6.3	4.3	3.1	2.2
PF, PS, KA, KC and KD	15.6	5.9	5.3	5.3	5.3	5.3	5.3	3.9	2.9	2.2
KB	25.7	16.5	16.3	16.3	16.3	16.3	16.3	11.1	7.5	4.9
MB	27.2	15.6	12.0	3.5	3.5	3.5	3.4	2.1	1.6	1.2
MC	27.7	17.6	14.8	12.6	12.6	12.6	6.9	2.6	1.8	1.3
MA	28.9	23.0	21.1	18.0	7.6	3.0	2.5	1.3	0.9	0.7
MD	30.0	29.3	29.1	28.7	26.6	21.2	5.3	2.2	1.5	1.1
MF, MS and SM	28.9	23.4	21.6	18.6	8.7	4.0	2.6	1.4	1.0	0.7

Group 3 Class	PSA Prepayment Assumption						
	0%	100%	275%	450%	600%	800%	1100%
A	15.3	7.4	4.3	2.8	2.1	1.5	0.9

* 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. Finally, if we determine that the above methods for establishing LIBOR are no longer viable, we may in our discretion designate an alternative method or, if appropriate, an alternative index for the determination of monthly interest rates on the floating rate and inverse floating rate classes. We will designate any such alternative taking into account general comparability and other factors; however, in such case, we can provide no assurance that such alternative will yield the same or similar economic results over the lives of the related classes.

DESCRIPTION OF THE CERTIFICATES

The material under this heading describes the principal features of the Certificates. You will find additional information about the Certificates in the other sections of this prospectus supplement, as well as in the additional Disclosure Documents and the Trust Agreement. If we use a capitalized term in this prospectus supplement without defining it, you will find the definition of that term in the applicable Disclosure Document or in the Trust Agreement.

General

Structure. We will create the Fannie Mae REMIC Trust specified on the cover of this prospectus supplement (the "Trust") pursuant to a trust agreement dated as of May 1, 2010 and a supplement thereto dated as of November 1, 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:

- two groups of Fannie Mae Guaranteed Mortgage Pass-Through Certificates (the "Group 1 MBS" and "Group 2 MBS," and together, the "Trust MBS"), and
- one group of previously issued REMIC and RCR certificates (the "Group 3 Underlying REMIC and RCR Certificates") issued from the related Fannie Mae REMIC trusts (the "Underlying REMIC Trusts"), as further described in Exhibit A.

The Group 3 Underlying REMIC and RCR Certificates evidence 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."

REMIC Designation	Assets	Regular Interests	Residual Interest
Lower Tier REMIC	Trust MBS and Group 3 Underlying REMIC and RCR Certificates	Interests in the Lower Tier REMIC other than the RL Class (the "Lower Tier Regular Interests")	RL
Upper Tier REMIC	Lower Tier Regular Interests	All Classes of REMIC Certificates other than the R and RL Classes	R

Fannie Mae Guaranty. For a description of our guaranties of the Certificates, the MBS and the Group 3 Underlying REMIC and RCR Certificates, see the applicable discussions appearing under the heading "Fannie Mae Guaranty" in the REMIC Prospectus, the MBS Prospectus and the Underlying REMIC Disclosure Documents. 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
Principal Only, Interest Only and Inverse Floating Rate Classes	$100,000 minimum plus whole dollar increments
All other Classes (except the R and RL Classes)	$1,000 minimum plus whole dollar increments

The 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 30 years.

For additional information, see "Summary—Group 1 and Group 2—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 3 Underlying REMIC and RCR Certificates

The Group 3 Underlying REMIC and RCR Certificates represent beneficial ownership interests in the related Underlying REMIC Trusts. The assets of those trusts 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 3 Underlying REMIC and RCR Certificates will be passed through monthly, beginning in the month after we issue the Certificates. The general characteristics of the Group 3 Underlying REMIC and RCR Certificates are described in the related Underlying REMIC Disclosure Documents. See Exhibit A for certain additional information about the Group 3 Underlying REMIC and RCR Certificates. Exhibit A is provided in lieu of a Final Data Statement with respect to the Group 3 Underlying REMIC and RCR Certificates.

For further information about the Group 3 Underlying REMIC and RCR Certificates, telephone us at 1-800-237-8627. Additional information about the Group 3 Underlying REMIC and RCR Certificates is also available at https://mbsdisclosure.fanniemae.com/PoolTalk2/index.html. There may have been material changes in facts and circumstances since the dates we prepared the Underlying REMIC Disclosure Documents. 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 those documents 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 and the MF, MS and SM Classes	KF, KS, PF, PS, FA and SA 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.

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 PO 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 as follows:

  — 33.333333% to KF until retired, and — Pass-Through Class

  — 66.666667% as follows:

  first, to Aggregate Group I to its Planned Balance;

  second, to Aggregate Group II to its Planned Balance; — PAC Groups

  third, — 63.8529142549% to MA and MD, in that order, until retired, and

  — 36.1470857451% to MF, MS and SM, pro rata, until retired; — Support Classes

  fourth, to Aggregate Group II to zero; and

  fifth, to Aggregate Group I to zero. — PAC Groups

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

"Aggregate Group I" consists of the PF, KA and KB Classes. On each Distribution Date, we will apply payments of principal of Aggregate Group I as follows:

first, to PF and KA, pro rata, until retired; and

second, to KB until retired.

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

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

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

- *Group 3*

  The Group 3 Principal Distribution Amount to A until retired. — Structured Collateral/Pass-Through Class

The "Group 3 Principal Distribution Amount" is the principal then paid on the Group 3 Underlying REMIC and RCR Certificates.

Structuring Assumptions

Pricing Assumptions. Except where otherwise noted, the information in the tables in this prospectus supplement has been prepared based on the actual characteristics of each pool of Mortgage Loans backing the Group 3 Underlying REMIC and RCR Certificates, 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 and Group 2—Assumed Characteristics of the Underlying Mortgage Loans" in this prospectus supplement;

- the Mortgage Loans prepay at the constant percentages of PSA specified in the related tables;
- the settlement date for the Certificates is November 27, 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 an Aggregate Group is the range of prepayment rates (measured by *constant* PSA rates) that would reduce that Aggregate Group to its scheduled balance each month based on the Pricing Assumptions. We have not provided separate schedules for the individual Classes included in the Aggregate Groups. However, those Classes are designed to receive principal distributions in the same fashion as if separate schedules had been provided (with schedules based on the same underlying assumptions that apply to the related Aggregate Group schedule). If such separate schedules had been provided for the individual Classes included in the Aggregate Groups we expect that the effective ranges for those Classes would not be narrower than those shown below for the related Aggregate Groups.

Groups	Structuring Ranges	Initial Effective Ranges
Aggregate Group I Planned Balances	Between 120% and 250% PSA	Between 120% and 250% PSA
Aggregate Group II Planned Balances	Between 145% and 235% PSA	Between 145% and 235% PSA

The Aggregate Groups listed above consist of the following Classes:

Aggregate Group I	PF, KA and KB
Aggregate Group II	MB and MC

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

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

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

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

- Even if the related Mortgage Loans prepay at rates falling within the applicable Structuring Range or Effective Range, principal distributions may be insufficient to reduce the Aggregate Groups to their scheduled balances each month if prepayments do not occur at a *constant* PSA rate.
- The actual Effective Ranges at any time will be based upon the actual characteristics of the related Mortgage Loans at that time, which are likely to vary (and may vary considerably) from the Pricing Assumptions. As a result, the actual Effective Ranges will likely differ from the Initial Effective Ranges specified above. For the same reason, the Aggregate Groups might not be reduced to their scheduled balances each month even if the related Mortgage Loans prepay at a *constant* PSA rate within the applicable Initial Effective Ranges. This is so particularly if the rates fall at the lower or higher end of the applicable ranges.
- The actual Effective Ranges may narrow, widen or shift upward or downward to reflect actual prepayment experience over time.
- The principal payment stability of each Aggregate Group will be supported by one or more other Classes. When the related supporting Class or Classes are retired, the Aggregate Group receiving the benefit of that support, if still outstanding, may no longer have an Effective Range, and will be much more sensitive to prepayments of the related Mortgage Loans.

Yield Tables

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

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

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

We cannot assure you that

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

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

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

The 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:

Class	Price
PO	93.7989%

Sensitivity of the PO Class to Prepayments

	PSA Prepayment Assumption						
	50%	100%	300%	450%	600%	900%	1300%
Pre-Tax Yields to Maturity	0.6%	0.8%	1.6%	2.3%	3.1%	5.2%	9.8%

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

Class	% PSA
IO	454%

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 IO Class would lose money on their initial investments.

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

Class	Price*
IO	15.50%

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

Sensitivity of the IO Class to Prepayments

	PSA Prepayment Assumption						
	50%	100%	300%	450%	600%	900%	1300%
Pre-Tax Yields to Maturity	30.1%	26.6%	12.0%	0.4%	(12.1)%	(39.9)%	(88.2)%

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 KS, PS and SA 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*
KS	20.28125%
PS	19.00000%
MS	94.40625%
SM	96.00000%
SA	12.62500%

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

	PSA Prepayment Assumption									
LIBOR	50%	100%	120%	145%	200%	235%	250%	400%	600%	900%
0.0800%	26.6%	24.0%	22.9%	21.6%	18.7%	16.8%	16.0%	7.8%	(3.5)%	(21.3)%
0.1631%	26.1%	23.5%	22.4%	21.1%	18.2%	16.3%	15.5%	7.3%	(4.0)%	(21.9)%
2.1631%	15.0%	12.3%	11.2%	9.8%	6.8%	4.8%	4.0%	(4.6)%	(16.6)%	(35.7)%
4.1631%	3.1%	0.3%	(0.8)%	(2.2)%	(5.3)%	(7.4)%	(8.2)%	(17.2)%	(29.8)%	(50.7)%
6.0500%	*	*	*	*	*	*	*	*	*	*

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

	PSA Prepayment Assumption									
LIBOR	50%	100%	120%	145%	200%	235%	250%	400%	600%	900%
0.0800%	25.6%	20.1%	17.8%	17.8%	17.8%	17.8%	17.8%	9.5%	(4.7)%	(25.7)%
0.1631%	25.1%	19.5%	17.2%	17.2%	17.2%	17.2%	17.2%	8.9%	(5.4)%	(26.5)%
2.1631%	12.3%	5.7%	3.1%	3.1%	3.1%	3.1%	3.1%	(7.8)%	(24.5)%	(47.8)%
4.1631%	(2.2)%	(10.7)%	(14.0)%	(14.0)%	(14.0)%	(14.0)%	(14.0)%	(28.7)%	(48.8)%	(74.9)%
6.1000%	*	*	*	*	*	*	*	*	*	*

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

	PSA Prepayment Assumption									
LIBOR	50%	100%	120%	145%	200%	235%	250%	400%	600%	900%
0.0800%	8.1%	8.1%	8.2%	8.2%	8.7%	9.5%	10.0%	11.9%	13.6%	15.9%
0.1631%	7.9%	8.0%	8.0%	8.0%	8.5%	9.3%	9.8%	11.7%	13.5%	15.7%
2.1631%	3.9%	3.9%	3.9%	4.0%	4.4%	5.2%	5.8%	7.8%	9.7%	12.0%
4.0000% and above	0.2%	0.3%	0.3%	0.3%	0.7%	1.5%	2.2%	4.3%	6.2%	8.6%

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

	PSA Prepayment Assumption									
LIBOR	50%	100%	120%	145%	200%	235%	250%	400%	600%	900%
4.00% and below	6.4%	6.4%	6.4%	6.4%	6.7%	7.3%	7.7%	9.0%	10.2%	11.7%
4.15%	3.2%	3.3%	3.3%	3.3%	3.6%	4.2%	4.6%	6.0%	7.3%	8.9%
4.30%	0.2%	0.2%	0.2%	0.2%	0.5%	1.1%	1.6%	3.0%	4.4%	6.1%

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

	PSA Prepayment Assumption						
LIBOR	50%	100%	300%	450%	600%	900%	1300%
0.08%	45.4%	41.7%	26.3%	14.0%	0.9%	(28.6)%	(79.8)%
0.17%	44.6%	40.9%	25.6%	13.3%	0.2%	(29.2)%	(80.2)%
2.17%	26.4%	23.0%	8.6%	(2.9)%	(15.1)%	(42.6)%	(90.1)%
4.17%	7.7%	4.5%	(8.8)%	(19.4)%	(30.8)%	(56.1)%	*
6.10%	*	*	*	*	*	*	*

Weighted Average Lives of the Certificates

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

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

- the timing of changes in the rate of principal distributions, and
- the priority sequence of distributions of principal of the Group 2 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	360 months	360 months	8.00%
Group 2 MBS	360 months	360 months	7.00%
Group 3 Underlying REMIC and RCR Certificates	360 months	(1)	7.50%

(1) The Mortgage Loans backing the Group 3 Underlying REMIC and RCR Certificates listed below are assumed to have the following remaining terms to maturity:

2003-9-JC	230 months
2003-62-OH	235 months
2003-69-GB	235 months
2003-70-BJ	235 months
2003-71-WA	236 months
2003-79-MH	236 months
2004-29-QA	245 months
2004-79-B	251 months
2011-29-PA	328 months
2011-29-PL	328 months
2011-52-PA	330 months
2011-52-PH	330 months
2011-60-U	331 months
2011-60-UL	331 months

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

PO, IO†, LA, LB, LC, LD, LE, FA and SA† Classes

	PSA Prepayment Assumption						
Date	**0%**	**100%**	**300%**	**450%**	**600%**	**900%**	**1300%**
Initial Percent	100	100	100	100	100	100	100
November 2014	99	92	80	71	62	45	21
November 2015	98	84	64	51	39	20	5
November 2016	97	76	51	36	24	9	1
November 2017	96	70	40	25	15	4	*
November 2018	95	63	32	18	9	2	*
November 2019	94	57	25	12	6	1	*
November 2020	92	51	20	9	3	*	*
November 2021	91	46	15	6	2	*	*
November 2022	89	41	12	4	1	*	*
November 2023	88	36	9	3	1	*	*
November 2024	86	32	7	2	*	*	*
November 2025	84	27	5	1	*	*	0
November 2026	82	23	4	1	*	*	0
November 2027	79	20	3	1	*	*	0
November 2028	77	16	2	*	*	*	0
November 2029	74	13	1	*	*	*	0
November 2030	71	10	1	*	*	*	0
November 2031	68	7	1	*	*	*	0
November 2032	64	4	*	*	*	*	0
November 2033	60	2	*	*	*	*	0
November 2034	56	0	0	0	0	0	0
November 2035	52	0	0	0	0	0	0
November 2036	47	0	0	0	0	0	0
November 2037	42	0	0	0	0	0	0
November 2038	36	0	0	0	0	0	0
November 2039	30	0	0	0	0	0	0
November 2040	23	0	0	0	0	0	0
November 2041	16	0	0	0	0	0	0
November 2042	8	0	0	0	0	0	0
November 2043	0	0	0	0	0	0	0
Weighted Average Life (years)**	20.5	8.2	4.2	2.9	2.1	1.3	0.7

KF and KS† Classes

	PSA Prepayment Assumption									
Date	**0%**	**100%**	**120%**	**145%**	**200%**	**235%**	**250%**	**400%**	**600%**	**900%**
Initial Percent	100	100	100	100	100	100	100	100	100	100
November 2014	99	97	96	96	95	94	94	91	87	81
November 2015	98	91	90	88	85	83	82	74	64	49
November 2016	97	84	82	79	74	70	69	55	40	22
November 2017	95	78	75	71	64	59	58	41	25	10
November 2018	94	72	68	64	55	50	48	31	16	5
November 2019	93	66	62	57	47	42	40	23	10	2
November 2020	91	60	56	51	41	35	33	17	6	1
November 2021	89	55	51	45	35	30	27	13	4	*
November 2022	88	51	46	40	30	25	23	9	2	*
November 2023	86	46	41	36	26	21	19	7	2	*
November 2024	84	42	37	32	22	17	15	5	1	*
November 2025	82	38	33	28	19	14	13	4	1	*
November 2026	79	35	30	25	16	12	10	3	*	*
November 2027	77	31	27	22	13	10	9	2	*	*
November 2028	74	28	24	19	11	8	7	1	*	*
November 2029	71	25	21	16	9	7	6	1	*	*
November 2030	68	23	18	14	8	5	5	1	*	*
November 2031	65	20	16	12	7	4	4	1	*	*
November 2032	61	18	14	10	5	3	3	*	*	*
November 2033	57	15	12	9	4	3	2	*	*	*
November 2034	53	13	10	7	4	2	2	*	*	*
November 2035	49	11	9	6	3	2	1	*	*	*
November 2036	44	9	7	5	2	1	1	*	*	*
November 2037	39	8	6	4	2	1	1	*	*	0
November 2038	34	6	5	3	1	1	1	*	*	0
November 2039	28	5	3	2	1	*	*	*	*	0
November 2040	22	3	2	2	1	*	*	*	*	0
November 2041	15	2	1	1	*	*	*	*	*	0
November 2042	8	1	1	*	*	*	*	*	*	0
November 2043	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	19.9	10.9	10.0	9.0	7.3	6.5	6.3	4.3	3.1	2.2

PF, PS†, KA, KC and KD Classes

	PSA Prepayment Assumption									
Date	**0%**	**100%**	**120%**	**145%**	**200%**	**235%**	**250%**	**400%**	**600%**	**900%**
Initial Percent	100	100	100	100	100	100	100	100	100	100
November 2014	98	95	94	94	94	94	94	94	94	94
November 2015	97	86	84	84	84	84	84	84	79	56
November 2016	95	75	72	72	72	72	72	66	42	14
November 2017	93	65	60	60	60	60	60	44	19	0
November 2018	91	55	49	49	49	49	49	28	4	0
November 2019	88	46	40	40	40	40	40	15	0	0
November 2020	86	38	31	31	31	31	31	6	0	0
November 2021	83	30	22	22	22	22	22	0	0	0
November 2022	81	22	15	15	15	15	15	0	0	0
November 2023	78	15	9	9	9	9	9	0	0	0
November 2024	74	9	3	3	3	3	3	0	0	0
November 2025	71	3	0	0	0	0	0	0	0	0
November 2026	67	0	0	0	0	0	0	0	0	0
November 2027	63	0	0	0	0	0	0	0	0	0
November 2028	59	0	0	0	0	0	0	0	0	0
November 2029	54	0	0	0	0	0	0	0	0	0
November 2030	50	0	0	0	0	0	0	0	0	0
November 2031	44	0	0	0	0	0	0	0	0	0
November 2032	39	0	0	0	0	0	0	0	0	0
November 2033	33	0	0	0	0	0	0	0	0	0
November 2034	26	0	0	0	0	0	0	0	0	0
November 2035	19	0	0	0	0	0	0	0	0	0
November 2036	12	0	0	0	0	0	0	0	0	0
November 2037	4	0	0	0	0	0	0	0	0	0
November 2038	0	0	0	0	0	0	0	0	0	0
November 2039	0	0	0	0	0	0	0	0	0	0
November 2040	0	0	0	0	0	0	0	0	0	0
November 2041	0	0	0	0	0	0	0	0	0	0
November 2042	0	0	0	0	0	0	0	0	0	0
November 2043	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	15.6	5.9	5.3	5.3	5.3	5.3	5.3	3.9	2.9	2.2

KB Class

	PSA Prepayment Assumption									
Date	**0%**	**100%**	**120%**	**145%**	**200%**	**235%**	**250%**	**400%**	**600%**	**900%**
Initial Percent	100	100	100	100	100	100	100	100	100	100
November 2014	100	100	100	100	100	100	100	100	100	100
November 2015	100	100	100	100	100	100	100	100	100	100
November 2016	100	100	100	100	100	100	100	100	100	100
November 2017	100	100	100	100	100	100	100	100	100	75
November 2018	100	100	100	100	100	100	100	100	100	34
November 2019	100	100	100	100	100	100	100	100	74	15
November 2020	100	100	100	100	100	100	100	100	47	7
November 2021	100	100	100	100	100	100	100	95	29	3
November 2022	100	100	100	100	100	100	100	70	18	1
November 2023	100	100	100	100	100	100	100	52	11	1
November 2024	100	100	100	100	100	100	100	38	7	*
November 2025	100	100	95	95	95	95	95	28	4	*
November 2026	100	87	78	78	78	78	78	21	3	*
November 2027	100	64	64	64	64	64	64	15	2	*
November 2028	100	52	52	52	52	52	52	11	1	*
November 2029	100	42	42	42	42	42	42	8	1	*
November 2030	100	34	34	34	34	34	34	6	*	*
November 2031	100	27	27	27	27	27	27	4	*	*
November 2032	100	22	22	22	22	22	22	3	*	*
November 2033	100	17	17	17	17	17	17	2	*	*
November 2034	100	13	13	13	13	13	13	1	*	*
November 2035	100	10	10	10	10	10	10	1	*	*
November 2036	100	8	8	8	8	8	8	1	*	*
November 2037	100	6	6	6	6	6	6	*	*	*
November 2038	78	4	4	4	4	4	4	*	*	*
November 2039	34	3	3	3	3	3	3	*	*	0
November 2040	2	2	2	2	2	2	2	*	*	0
November 2041	1	1	1	1	1	1	1	*	*	0
November 2042	*	*	*	*	*	*	*	*	*	0
November 2043	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	25.7	16.5	16.3	16.3	16.3	16.3	16.3	11.1	7.5	4.9

* 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.

	MB Class										MC Class									
	PSA Prepayment Assumption										PSA Prepayment Assumption									
Date	**0%**	**100%**	**120%**	**145%**	**200%**	**235%**	**250%**	**400%**	**600%**	**900%**	**0%**	**100%**	**120%**	**145%**	**200%**	**235%**	**250%**	**400%**	**600%**	**900%**
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
November 2014	100	100	100	92	92	92	92	92	92	92	100	100	100	100	100	100	100	100	100	100
November 2015	100	100	100	74	74	74	74	74	0	0	100	100	100	100	100	100	100	100	0	0
November 2016	100	100	100	53	53	53	53	0	0	0	100	100	100	100	100	100	100	0	0	0
November 2017	100	100	100	36	36	36	36	0	0	0	100	100	100	100	100	100	100	0	0	0
November 2018	100	100	100	23	23	23	23	0	0	0	100	100	100	100	100	100	100	0	0	0
November 2019	100	100	100	13	13	13	5	0	0	0	100	100	100	100	100	100	100	0	0	0
November 2020	100	100	100	6	6	6	0	0	0	0	100	100	100	100	100	100	34	0	0	0
November 2021	100	100	100	1	1	1	0	0	0	0	100	100	100	100	100	100	1	0	0	0
November 2022	100	100	97	0	0	0	0	0	0	0	100	100	100	98	98	98	*	0	0	0
November 2023	100	100	87	0	0	0	0	0	0	0	100	100	100	86	86	86	*	0	0	0
November 2024	100	100	72	0	0	0	0	0	0	0	100	100	100	72	72	72	*	0	0	0
November 2025	100	100	53	0	0	0	0	0	0	0	100	100	100	58	58	58	*	0	0	0
November 2026	100	100	31	0	0	0	0	0	0	0	100	100	100	44	44	44	*	0	0	0
November 2027	100	95	7	0	0	0	0	0	0	0	100	100	100	30	30	30	*	0	0	0
November 2028	100	66	0	0	0	0	0	0	0	0	100	100	16	16	16	16	*	0	0	0
November 2029	100	37	0	0	0	0	0	0	0	0	100	100	3	3	3	3	*	0	0	0
November 2030	100	7	0	0	0	0	0	0	0	0	100	100	0	0	0	0	*	0	0	0
November 2031	100	0	0	0	0	0	0	0	0	0	100	0	0	0	0	0	*	0	0	0
November 2032	100	0	0	0	0	0	0	0	0	0	100	0	0	0	0	0	*	0	0	0
November 2033	100	0	0	0	0	0	0	0	0	0	100	0	0	0	0	0	*	0	0	0
November 2034	100	0	0	0	0	0	0	0	0	0	100	0	0	0	0	0	*	0	0	0
November 2035	100	0	0	0	0	0	0	0	0	0	100	0	0	0	0	0	*	0	0	0
November 2036	100	0	0	0	0	0	0	0	0	0	100	0	0	0	0	0	*	0	0	0
November 2037	100	0	0	0	0	0	0	0	0	0	100	0	0	0	0	0	*	0	0	0
November 2038	100	0	0	0	0	0	0	0	0	0	100	0	0	0	0	0	*	0	0	0
November 2039	100	0	0	0	0	0	0	0	0	0	100	0	0	0	0	0	*	0	0	0
November 2040	65	0	0	0	0	0	0	0	0	0	100	0	0	0	0	0	*	0	0	0
November 2041	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	*	0	0	0
November 2042	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	*	0	0	0
November 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)**	27.2	15.6	12.0	3.5	3.5	3.5	3.4	2.1	1.6	1.2	27.7	17.6	14.8	12.6	12.6	12.6	6.9	2.6	1.8	1.3

	MA Class										MD Class									
	PSA Prepayment Assumption										PSA Prepayment Assumption									
Date	**0%**	**100%**	**120%**	**145%**	**200%**	**235%**	**250%**	**400%**	**600%**	**900%**	**0%**	**100%**	**120%**	**145%**	**200%**	**235%**	**250%**	**400%**	**600%**	**900%**
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
November 2014	100	100	100	100	93	89	87	69	45	8	100	100	100	100	100	100	100	100	100	100
November 2015	100	100	100	100	80	67	62	9	0	0	100	100	100	100	100	100	100	100	0	0
November 2016	100	100	100	100	64	43	33	0	0	0	100	100	100	100	100	100	100	0	0	0
November 2017	100	100	100	100	53	25	13	0	0	0	100	100	100	100	100	100	100	0	0	0
November 2018	100	100	100	100	45	13	0	0	0	0	100	100	100	100	100	100	92	0	0	0
November 2019	100	100	100	100	39	5	0	0	0	0	100	100	100	100	100	100	0	0	0	0
November 2020	100	100	100	100	36	1	0	0	0	0	100	100	100	100	100	100	0	0	0	0
November 2021	100	100	100	100	35	0	0	0	0	0	100	100	100	100	100	100	0	0	0	0
November 2022	100	100	100	99	33	0	0	0	0	0	100	100	100	100	100	100	0	0	0	0
November 2023	100	100	100	96	32	0	0	0	0	0	100	100	100	100	100	100	0	0	0	0
November 2024	100	100	100	92	30	0	0	0	0	0	100	100	100	100	100	100	0	0	0	0
November 2025	100	100	100	87	28	0	0	0	0	0	100	100	100	100	100	100	0	0	0	0
November 2026	100	100	100	81	25	0	0	0	0	0	100	100	100	100	100	100	0	0	0	0
November 2027	100	100	100	75	23	0	0	0	0	0	100	100	100	100	100	100	0	0	0	0
November 2028	100	100	100	69	21	0	0	0	0	0	100	100	100	100	100	100	0	0	0	0
November 2029	100	100	91	63	18	0	0	0	0	0	100	100	100	100	100	100	0	0	0	0
November 2030	100	100	83	56	15	0	0	0	0	0	100	100	100	100	100	90	0	0	0	0
November 2031	100	99	74	49	13	0	0	0	0	0	100	100	100	100	100	77	0	0	0	0
November 2032	100	88	65	42	10	0	0	0	0	0	100	100	100	100	100	65	0	0	0	0
November 2033	100	78	56	36	8	0	0	0	0	0	100	100	100	100	100	54	0	0	0	0
November 2034	100	67	48	30	5	0	0	0	0	0	100	100	100	100	100	45	0	0	0	0
November 2035	100	57	40	24	3	0	0	0	0	0	100	100	100	100	100	37	0	0	0	0
November 2036	100	48	33	19	2	0	0	0	0	0	100	100	100	100	100	29	0	0	0	0
November 2037	100	39	26	15	*	0	0	0	0	0	100	100	100	100	100	23	0	0	0	0
November 2038	100	30	20	10	0	0	0	0	0	0	100	100	100	100	78	17	0	0	0	0
November 2039	100	22	13	6	0	0	0	0	0	0	100	100	100	100	57	12	0	0	0	0
November 2040	100	14	8	2	0	0	0	0	0	0	100	100	100	100	38	8	0	0	0	0
November 2041	88	6	2	0	0	0	0	0	0	0	100	100	100	86	23	5	0	0	0	0
November 2042	43	0	0	0	0	0	0	0	0	0	100	85	58	35	9	2	0	0	0	0
November 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)**	28.9	23.0	21.1	18.0	7.6	3.0	2.5	1.3	0.9	0.7	30.0	29.3	29.1	28.7	26.6	21.2	5.3	2.2	1.5	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.

	MF, MS and SM Classes										A Class						
	PSA Prepayment Assumption										PSA Prepayment Assumption						
Date	0%	100%	120%	145%	200%	235%	250%	400%	600%	900%	0%	100%	275%	450%	600%	800%	1100%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
November 2014	100	100	100	100	94	90	88	71	48	14	98	91	81	71	62	50	33
November 2015	100	100	100	100	81	69	64	14	0	0	96	82	65	50	38	25	11
November 2016	100	100	100	100	66	46	37	0	0	0	95	74	52	35	23	13	4
November 2017	100	100	100	100	55	29	18	0	0	0	92	67	42	24	14	6	1
November 2018	100	100	100	100	48	17	5	0	0	0	90	60	33	17	9	3	*
November 2019	100	100	100	100	43	10	0	0	0	0	88	53	26	12	5	2	*
November 2020	100	100	100	100	40	7	0	0	0	0	85	47	21	8	3	1	*
November 2021	100	100	100	100	38	6	0	0	0	0	82	41	16	5	2	*	*
November 2022	100	100	100	99	37	6	0	0	0	0	79	36	12	4	1	*	*
November 2023	100	100	100	96	36	6	0	0	0	0	76	31	9	2	1	*	*
November 2024	100	100	100	92	34	6	0	0	0	0	72	26	7	2	*	*	*
November 2025	100	100	100	88	32	6	0	0	0	0	68	22	5	1	*	*	*
November 2026	100	100	100	82	29	6	0	0	0	0	64	18	4	1	*	*	*
November 2027	100	100	100	76	27	6	0	0	0	0	60	14	3	*	*	*	*
November 2028	100	100	100	71	25	6	0	0	0	0	55	10	2	*	*	*	*
November 2029	100	100	92	65	23	6	0	0	0	0	50	7	1	*	*	*	0
November 2030	100	100	84	58	20	5	0	0	0	0	44	4	*	*	*	*	0
November 2031	100	99	75	52	17	4	0	0	0	0	38	1	*	*	*	*	0
November 2032	100	89	67	45	15	4	0	0	0	0	31	*	*	*	*	0	0
November 2033	100	79	59	40	13	3	0	0	0	0	26	*	*	*	0	0	0
November 2034	100	69	51	34	11	3	0	0	0	0	22	0	0	0	0	0	0
November 2035	100	60	44	29	9	2	0	0	0	0	20	0	0	0	0	0	0
November 2036	100	51	37	24	7	2	0	0	0	0	17	0	0	0	0	0	0
November 2037	100	42	30	19	6	1	0	0	0	0	13	0	0	0	0	0	0
November 2038	100	34	24	15	4	1	0	0	0	0	10	0	0	0	0	0	0
November 2039	100	26	18	11	3	1	0	0	0	0	6	0	0	0	0	0	0
November 2040	100	19	13	8	2	*	0	0	0	0	2	0	0	0	0	0	0
November 2041	89	11	8	5	1	*	0	0	0	0	0	0	0	0	0	0	0
November 2042	46	5	3	2	*	*	0	0	0	0	0	0	0	0	0	0	0
November 2043	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	28.9	23.4	21.6	18.6	8.7	4.0	2.6	1.4	1.0	0.7	15.3	7.4	4.3	2.8	2.1	1.5	0.9

* 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 Principal Only Class, the Notional Classes and the MD 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	300% PSA
2	200% PSA
3	275% 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 at 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 SA Class of RCR Certificates is a Class of Strip RCR Certificates. The FA Class of RCR Certificates represents (i) the right to receive a portion of the interest payments on the IO Class and (ii) beneficial ownership of an undivided interest in the PO Class. To the extent that the FA Class represents the right to receive a portion of the interest payments on the IO Class, it will be treated as a Strip RCR Certificate. To the extent that the FA Class represents beneficial ownership of an undivided interest in the PO Class, it will be treated as a Combination RCR Certificate. 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 (other than the A Class) to Goldman, Sachs & Co. (the “Dealer”) in exchange for the Trust MBS. The Dealer proposes to offer the Certificates (other than the A Class) 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.

We will provide the Group 3 Underlying REMIC and RCR Certificates to the Trust in exchange for the A Class. On the Settlement Date, we are obligated to transfer the A Class to Fannie Mae Mega Trust number 310133 (CUSIP Number 31374CPS9). We will initially retain the related Mega certificates and may sell them to the public from time to time in negotiated transactions at varying prices to be determined at the time of sale.

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 3 Underlying REMIC and RCR Certificates

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	November 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)
2003-9	JC	January 2003	31392HC43	5.0%	FIX	February 2033	SEQ	$ 21,600,000	0.53337182	$ 11,520,831.31	5.534%	213	131
2003-62	OH	June 2003	31393DMW8	5.0	FIX	July 2033	PAC	24,683,401	0.81763835	20,182,095.27	5.547	221	126
2003-69	GB	June 2003	31393DHF1	5.0	FIX	July 2033	PAC	17,054,290	0.87321550	14,892,070.37	5.467	217	126
2003-70	BJ	June 2003	31393DAN1	5.0	FIX	July 2033	PAC	79,289,000	0.75218518	18,804,629.50	5.481	221	126
2003-71	WA	July 2003	31393EHU6	5.0	FIX	August 2033	PAC	451,086,000	0.16179068	72,981,510.68	5.358	223	124
2003-79	MH	July 2003	31393EFR5	5.0	FIX	August 2033	PAC	45,018,000	0.86897564	39,119,545.36	5.397	224	124
2004-29	QA	April 2004	31393YQX6	5.0	FIX	May 2034	SCH	241,440,000	0.16711855	40,349,102.71	5.532	232	117
2004-79	B	October 2004	31394BGT5	5.0	FIX	November 2034	SEQ	83,643,357	0.79573981	21,484,974.87	5.533	225	123
2011-29	PA	March 2011	31397STS3	5.0	FIX	September 2036	PAC	200,000,000	0.34374877	343,748.77	5.422	225	123
2011-29	PL	March 2011	31397SSV7	5.0	FIX	April 2041	PAC	95,964,000	1.00000000	479,820.00	5.422	225	123
2011-52	PA	May 2011	31397UCE7	5.0	FIX	March 2041	PAC	420,197,389	0.53651773	201,836,569.18	5.606	215	121
2011-52	PH	May 2011	31397UCF4	5.0	FIX	June 2041	PAC	11,689,653	1.00000000	10,465,598.00	5.606	215	121
2011-60	U	June 2011	31397UW88	5.0	FIX	September 2039	PAC	177,714,000	0.58889074	26,920,551.29	5.595	217	121
2011-60	UL	June 2011	31397UW96	5.0	FIX	July 2041	PAC	30,199,000	1.00000000	7,768,196.00	5.595	217	121

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

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

Schedule 1

Available Recombinations(1)

REMIC Certificates		RCR Certificates						
Classes	Original Balances	RCR Classes	Original Balances	Principal Type(2)	Interest Rate	Interest Type(2)	CUSIP Number	Final Distribution Date
Recombination 1								
PO	$997,500,000	LA	$997,500,000	PT	2.5%	FIX	3136AHEP1	December 2043
IO	453,409,091(3)							
Recombination 2								
PO	997,500,000	LB	997,500,000	PT	3.0	FIX	3136AHEQ9	December 2043
IO	544,090,909(3)							
Recombination 3								
PO	997,500,000	LC	997,500,000	PT	3.5	FIX	3136AHER7	December 2043
IO	634,772,727(3)							
Recombination 4								
PO	997,500,000	LD	997,500,000	PT	4.0	FIX	3136AHES5	December 2043
IO	725,454,545(3)							
Recombination 5								
PO	997,500,000	LE	997,500,000	PT	4.5	FIX	3136AHET3	December 2043
IO	816,136,364(3)							
Recombination 6								
PO	844,038,461	FA	844,038,461	PT	(4)	FLT	3136AHEU0	December 2043
IO	997,500,000(3)	SA	844,038,461(3)	NTL	(4)	INV/IO	3136AHEV8	December 2043
Recombination 7								
KA	63,418,052	KC	72,477,774	PAC	3.0	FIX	3136AHEW6	August 2041
PF	9,059,722							
PS	9,059,722(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								
KA	$ 63,418,052	KD	$ 84,557,402	PAC	3.5%	FIX	3136AHEX4	August 2041
PF	21,139,350							
PS	21,139,350(3)							

(1) REMIC Certificates and RCR Certificates in each Recombination may be exchanged only in the proportions of *original* principal or notional principal balances for the related Classes shown in this Schedule 1 (disregarding any retired Classes). For example, if a particular Recombination includes two REMIC Classes and one RCR Class whose *original* principal balances shown in the schedule reflect a 1:1:2 relationship, the same 1:1:2 relationship among the *original* principal balances of those REMIC and RCR Classes must be maintained in any exchange. This is true even if, as a result of the applicable payment priority sequence, the relationship between their *current* principal balances has changed over time. Moreover, if as a result of a proposed exchange, a Certificateholder would hold a REMIC Certificate or RCR Certificate of a Class in an amount less than the applicable minimum denomination for that Class, the Certificateholder will be unable to effect the proposed exchange. See "Description of the Certificates—General— *Authorized Denominations"* in this prospectus supplement.

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

(3) Notional principal balances. These Classes are Interest Only Classes. See page S-6 for a description of how their notional principal balances are calculated.

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

Principal Balance Schedules

Aggregate Group I Planned Balances

Distribution Date	Planned Balance	Distribution Date	Planned Balance	Distribution Date	Planned Balance
Initial Balance	$102,352,536.00	July 2018	$ 62,538,690.16	March 2023	$ 28,469,307.90
December 2013	102,082,721.06	August 2018	61,802,998.01	April 2023	28,020,209.70
January 2014	101,785,730.44	September 2018	61,072,193.44	May 2023	27,577,770.50
February 2014	101,461,677.72	October 2018	60,346,245.45	June 2023	27,141,894.94
March 2014	101,110,693.34	November 2018	59,625,123.22	July 2023	26,712,489.02
April 2014	100,732,924.49	December 2018	58,908,796.15	August 2023	26,289,460.04
May 2014	100,328,535.07	January 2019	58,197,233.80	September 2023	25,872,716.61
June 2014	99,897,705.59	February 2019	57,490,405.93	October 2023	25,462,168.62
July 2014	99,440,633.01	March 2019	56,788,282.51	November 2023	25,057,727.22
August 2014	98,957,530.67	April 2019	56,090,833.68	December 2023	24,659,304.81
September 2014	98,448,628.10	May 2019	55,398,029.76	January 2024	24,266,815.02
October 2014	97,914,170.87	June 2019	54,709,841.28	February 2024	23,880,172.70
November 2014	97,354,420.40	July 2019	54,026,238.91	March 2024	23,499,293.88
December 2014	96,769,653.76	August 2019	53,347,193.56	April 2024	23,124,095.77
January 2015	96,160,163.46	September 2019	52,672,676.28	May 2024	22,754,496.76
February 2015	95,526,257.21	October 2019	52,002,658.32	June 2024	22,390,416.37
March 2015	94,868,257.68	November 2019	51,337,111.10	July 2024	22,031,775.25
April 2015	94,186,502.20	December 2019	50,676,006.23	August 2024	21,678,495.19
May 2015	93,481,342.56	January 2020	50,019,315.49	September 2024	21,330,499.04
June 2015	92,753,144.62	February 2020	49,367,010.83	October 2024	20,987,710.76
July 2015	92,002,288.04	March 2020	48,719,064.39	November 2024	20,650,055.38
August 2015	91,229,165.98	April 2020	48,075,448.48	December 2024	20,317,458.98
September 2015	90,434,184.73	May 2020	47,436,135.57	January 2025	19,989,848.67
October 2015	89,617,763.34	June 2020	46,801,098.32	February 2025	19,667,152.60
November 2015	88,780,333.29	July 2020	46,170,309.55	March 2025	19,349,299.92
December 2015	87,922,338.10	August 2020	45,543,742.26	April 2025	19,036,220.80
January 2016	87,044,232.91	September 2020	44,921,369.60	May 2025	18,727,846.36
February 2016	86,146,484.13	October 2020	44,303,164.92	June 2025	18,424,108.70
March 2016	85,254,649.45	November 2020	43,689,101.70	July 2025	18,124,940.90
April 2016	84,368,691.45	December 2020	43,079,153.61	August 2025	17,830,276.96
May 2016	83,488,572.94	January 2021	42,473,294.49	September 2025	17,540,051.81
June 2016	82,614,256.99	February 2021	41,871,498.31	October 2025	17,254,201.31
July 2016	81,745,706.85	March 2021	41,273,739.23	November 2025	16,972,662.21
August 2016	80,882,886.05	April 2021	40,679,991.58	December 2025	16,695,372.17
September 2016	80,025,758.32	May 2021	40,090,229.82	January 2026	16,422,269.70
October 2016	79,174,287.62	June 2021	39,504,428.60	February 2026	16,153,294.21
November 2016	78,328,438.15	July 2021	38,922,562.71	March 2026	15,888,385.94
December 2016	77,488,174.30	August 2021	38,344,607.11	April 2026	15,627,485.99
January 2017	76,653,460.72	September 2021	37,770,536.89	May 2026	15,370,536.29
February 2017	75,824,262.27	October 2021	37,200,327.34	June 2026	15,117,479.58
March 2017	75,000,544.01	November 2021	36,633,953.86	July 2026	14,868,259.41
April 2017	74,182,271.25	December 2021	36,071,392.04	August 2026	14,622,820.14
May 2017	73,369,409.48	January 2022	35,512,617.60	September 2026	14,381,106.90
June 2017	72,561,924.44	February 2022	34,959,487.37	October 2026	14,143,065.61
July 2017	71,759,782.07	March 2022	34,414,502.31	November 2026	13,908,642.94
August 2017	70,962,948.52	April 2022	33,877,546.27	December 2026	13,677,786.33
September 2017	70,171,390.14	May 2022	33,348,504.72	January 2027	13,450,443.95
October 2017	69,385,073.53	June 2022	32,827,264.74	February 2027	13,226,564.71
November 2017	68,603,965.45	July 2022	32,313,714.98	March 2027	13,006,098.24
December 2017	67,828,032.90	August 2022	31,807,745.67	April 2027	12,788,994.89
January 2018	67,057,243.09	September 2022	31,309,248.54	May 2027	12,575,205.70
February 2018	66,291,563.40	October 2022	30,818,116.86	June 2027	12,364,682.41
March 2018	65,530,961.44	November 2022	30,334,245.39	July 2027	12,157,377.45
April 2018	64,775,405.03	December 2022	29,857,530.36	August 2027	11,953,243.91
May 2018	64,024,862.18	January 2023	29,387,869.46	September 2027	11,752,235.57
June 2018	63,279,301.08	February 2023	28,925,161.79	October 2027	11,554,306.82

Aggregate Group I (Continued)

Distribution Date	Planned Balance	Distribution Date	Planned Balance	Distribution Date	Planned Balance
November 2027	$ 11,359,412.75	October 2032	$ 3,919,591.56	September 2037	$ 1,079,207.11
December 2027	11,167,509.05	November 2032	3,844,392.09	October 2037	1,051,771.95
January 2028	10,978,552.04	December 2032	3,770,414.13	November 2037	1,024,826.51
February 2028	10,792,498.69	January 2033	3,697,639.29	December 2037	998,363.08
March 2028	10,609,306.55	February 2033	3,626,049.44	January 2038	972,374.06
April 2028	10,428,933.79	March 2033	3,555,626.71	February 2038	946,851.96
May 2028	10,251,339.15	April 2033	3,486,353.51	March 2038	921,789.41
June 2028	10,076,481.99	May 2033	3,418,212.46	April 2038	897,179.13
July 2028	9,904,322.22	June 2033	3,351,186.49	May 2038	873,013.97
August 2028	9,734,820.34	July 2033	3,285,258.73	June 2038	849,286.88
September 2028	9,567,937.39	August 2033	3,220,412.57	July 2038	825,990.90
October 2028	9,403,634.98	September 2033	3,156,631.64	August 2038	803,119.19
November 2028	9,241,875.26	October 2033	3,093,899.81	September 2038	780,665.01
December 2028	9,082,620.93	November 2033	3,032,201.19	October 2038	758,621.72
January 2029	8,925,835.20	December 2033	2,971,520.11	November 2038	736,982.77
February 2029	8,771,481.81	January 2034	2,911,841.13	December 2038	715,741.71
March 2029	8,619,525.03	February 2034	2,853,149.02	January 2039	694,892.19
April 2029	8,469,929.63	March 2034	2,795,428.80	February 2039	674,427.97
May 2029	8,322,660.88	April 2034	2,738,665.69	March 2039	654,342.87
June 2029	8,177,684.54	May 2034	2,682,845.13	April 2039	634,630.83
July 2029	8,034,966.87	June 2034	2,627,952.76	May 2039	615,285.87
August 2029	7,894,474.60	July 2034	2,573,974.45	June 2039	596,302.10
September 2029	7,756,174.95	August 2034	2,520,896.25	July 2039	577,673.71
October 2029	7,620,035.58	September 2034	2,468,704.43	August 2039	559,394.99
November 2029	7,486,024.64	October 2034	2,417,385.47	September 2039	541,460.32
December 2029	7,354,110.73	November 2034	2,366,926.01	October 2039	523,864.14
January 2030	7,224,262.88	December 2034	2,317,312.93	November 2039	506,601.00
February 2030	7,096,450.57	January 2035	2,268,533.26	December 2039	489,665.51
March 2030	6,970,643.74	February 2035	2,220,574.25	January 2040	473,052.38
April 2030	6,846,812.71	March 2035	2,173,423.33	February 2040	456,756.39
May 2030	6,724,928.28	April 2035	2,127,068.09	March 2040	440,772.39
June 2030	6,604,961.63	May 2035	2,081,496.33	April 2040	425,095.32
July 2030	6,486,884.37	June 2035	2,036,696.01	May 2040	409,720.20
August 2030	6,370,668.50	July 2035	1,992,655.28	June 2040	394,642.11
September 2030	6,256,286.43	August 2035	1,949,362.45	July 2040	379,856.22
October 2030	6,143,710.98	September 2035	1,906,806.02	August 2040	365,357.75
November 2030	6,032,915.33	October 2035	1,864,974.63	September 2040	351,142.02
December 2030	5,923,873.06	November 2035	1,823,857.10	October 2040	337,204.40
January 2031	5,816,558.13	December 2035	1,783,442.43	November 2040	323,540.34
February 2031	5,710,944.87	January 2036	1,743,719.76	December 2040	310,145.36
March 2031	5,607,007.98	February 2036	1,704,678.39	January 2041	297,015.03
April 2031	5,504,722.53	March 2036	1,666,307.79	February 2041	284,145.02
May 2031	5,404,063.92	April 2036	1,628,597.57	March 2041	271,531.03
June 2031	5,305,007.93	May 2036	1,591,537.50	April 2041	259,168.86
July 2031	5,207,530.68	June 2036	1,555,117.51	May 2041	247,054.33
August 2031	5,111,608.64	July 2036	1,519,327.66	June 2041	235,183.37
September 2031	5,017,218.60	August 2036	1,484,158.16	July 2041	223,551.95
October 2031	4,924,337.70	September 2036	1,449,599.37	August 2041	212,156.08
November 2031	4,832,943.40	October 2036	1,415,641.79	September 2041	200,991.88
December 2031	4,743,013.48	November 2036	1,382,276.06	October 2041	190,055.49
January 2032	4,654,526.06	December 2036	1,349,492.95	November 2041	179,343.11
February 2032	4,567,459.56	January 2037	1,317,283.39	December 2041	168,851.03
March 2032	4,481,792.71	February 2037	1,285,638.41	January 2042	158,575.55
April 2032	4,397,504.54	March 2037	1,254,549.19	February 2042	148,513.07
May 2032	4,314,574.39	April 2037	1,224,007.05	March 2042	138,660.02
June 2032	4,232,981.91	May 2037	1,194,003.41	April 2042	129,012.89
July 2032	4,152,707.03	June 2037	1,164,529.85	May 2042	119,568.23
August 2032	4,073,729.96	July 2037	1,135,578.06	June 2042	110,322.63
September 2032	3,996,031.21	August 2037	1,107,139.83	July 2042	101,272.75

Aggregate Group I (Continued)

Distribution Date	Planned Balance	Distribution Date	Planned Balance	Distribution Date	Planned Balance
August 2042	$ 92,415.27	January 2043	$ 50,902.14	June 2043	$ 13,732.73
September 2042	83,746.97	February 2043	43,132.65	July 2043	6,788.02
October 2042	75,264.62	March 2043	35,533.86	August 2043 and thereafter	0.00
November 2042	66,965.10	April 2043	28,102.84		
December 2042	58,845.29	May 2043	20,836.74		

Aggregate Group II Planned Balances

Distribution Date	Planned Balance	Distribution Date	Planned Balance	Distribution Date	Planned Balance
Initial Balance	$8,849,000.00	November 2017	$4,110,387.75	November 2021	$1,568,804.49
December 2013	8,826,587.03	December 2017	4,019,599.89	December 2021	1,552,327.78
January 2014	8,798,613.62	January 2018	3,930,731.76	January 2022	1,540,052.41
February 2014	8,765,108.03	February 2018	3,843,760.83	February 2022	1,530,015.07
March 2014	8,726,106.14	March 2018	3,758,664.81	March 2022	1,519,609.69
April 2014	8,681,651.39	April 2018	3,675,421.59	April 2022	1,508,848.71
May 2014	8,631,794.77	May 2018	3,594,009.31	May 2022	1,497,744.30
June 2014	8,576,594.76	June 2018	3,514,406.31	June 2022	1,486,308.35
July 2014	8,516,117.29	July 2018	3,436,591.13	July 2022	1,474,552.50
August 2014	8,450,435.64	August 2018	3,360,542.55	August 2022	1,462,488.11
September 2014	8,379,630.38	September 2018	3,286,239.52	September 2022	1,450,126.35
October 2014	8,303,789.24	October 2018	3,213,661.21	October 2022	1,437,478.08
November 2014	8,223,007.06	November 2018	3,142,787.01	November 2022	1,424,553.95
December 2014	8,137,385.61	December 2018	3,073,596.48	December 2022	1,411,364.38
January 2015	8,047,033.46	January 2019	3,006,069.42	January 2023	1,397,919.55
February 2015	7,952,065.86	February 2019	2,940,185.81	February 2023	1,384,229.41
March 2015	7,852,604.57	March 2019	2,875,925.80	March 2023	1,370,303.68
April 2015	7,748,777.70	April 2019	2,813,269.77	April 2023	1,356,151.87
May 2015	7,640,719.47	May 2019	2,752,198.28	May 2023	1,341,783.28
June 2015	7,528,570.07	June 2019	2,692,692.07	June 2023	1,327,207.00
July 2015	7,412,475.48	July 2019	2,634,732.11	July 2023	1,312,431.90
August 2015	7,292,587.17	August 2019	2,578,299.50	August 2023	1,297,466.65
September 2015	7,169,061.94	September 2019	2,523,375.57	September 2023	1,282,319.73
October 2015	7,042,061.67	October 2019	2,469,941.82	October 2023	1,266,999.42
November 2015	6,911,753.07	November 2019	2,417,979.94	November 2023	1,251,513.81
December 2015	6,778,307.42	December 2019	2,367,471.77	December 2023	1,235,870.80
January 2016	6,641,900.32	January 2020	2,318,399.37	January 2024	1,220,078.09
February 2016	6,502,711.40	February 2020	2,270,744.97	February 2024	1,204,143.23
March 2016	6,365,997.24	March 2020	2,224,490.96	March 2024	1,188,073.56
April 2016	6,231,729.97	April 2020	2,179,619.90	April 2024	1,171,876.28
May 2016	6,099,882.00	May 2020	2,136,114.56	May 2024	1,155,558.39
June 2016	5,970,425.98	June 2020	2,093,957.84	June 2024	1,139,126.74
July 2016	5,843,334.85	July 2020	2,053,132.83	July 2024	1,122,588.01
August 2016	5,718,581.80	August 2020	2,013,622.79	August 2024	1,105,948.70
September 2016	5,596,140.26	September 2020	1,975,411.16	September 2024	1,089,215.19
October 2016	5,475,983.93	October 2020	1,938,481.49	October 2024	1,072,393.69
November 2016	5,358,086.76	November 2020	1,902,817.57	November 2024	1,055,490.24
December 2016	5,242,422.96	December 2020	1,868,403.30	December 2024	1,038,510.74
January 2017	5,128,966.96	January 2021	1,835,222.75	January 2025	1,021,460.95
February 2017	5,017,693.47	February 2021	1,803,260.16	February 2025	1,004,346.50
March 2017	4,908,577.41	March 2021	1,772,499.95	March 2025	987,172.85
April 2017	4,801,593.97	April 2021	1,742,926.63	April 2025	969,945.33
May 2017	4,696,718.56	May 2021	1,714,524.94	May 2025	952,669.15
June 2017	4,593,926.84	June 2021	1,687,279.72	June 2025	935,349.39
July 2017	4,493,194.69	July 2021	1,661,175.99	July 2025	917,990.97
August 2017	4,394,498.24	August 2021	1,636,198.91	August 2025	900,598.70
September 2017	4,297,813.85	September 2021	1,612,333.81	September 2025	883,177.28
October 2017	4,203,118.07	October 2021	1,589,566.14	October 2025	865,731.27

Aggregate Group II (Continued)

Distribution Date	Planned Balance	Distribution Date	Planned Balance	Distribution Date	Planned Balance
November 2025	$ 848,265.11	May 2027	$ 534,838.14	November 2028	$ 235,120.81
December 2025	830,783.12	June 2027	517,690.61	December 2028	219,131.11
January 2026	813,289.53	July 2027	500,590.03	January 2029	203,221.49
February 2026	795,788.43	August 2027	483,538.84	February 2029	187,393.22
March 2026	778,283.81	September 2027	466,539.35	March 2029	171,647.52
April 2026	760,779.56	October 2027	449,593.85	April 2029	155,985.56
May 2026	743,279.43	November 2027	432,704.53	May 2029	140,408.45
June 2026	725,787.10	December 2027	415,873.51	June 2029	124,917.28
July 2026	708,306.15	January 2028	399,102.86	July 2029	109,513.07
August 2026	690,840.03	February 2028	382,394.55	August 2029	94,196.81
September 2026	673,392.12	March 2028	365,750.50	September 2029	78,969.42
October 2026	655,965.70	April 2028	349,172.55	October 2029	63,831.81
November 2026	638,563.95	May 2028	332,662.53	November 2029	48,784.83
December 2026	621,189.94	June 2028	316,222.12	December 2029	33,829.27
January 2027	603,846.69	July 2028	299,853.02	January 2030	18,965.91
February 2027	586,537.11	August 2028	283,556.82	February 2030	4,195.50
March 2027	569,264.01	September 2028	267,335.06	March 2030 and thereafter	0.00
April 2027	552,030.13	October 2028	251,189.25		

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

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

TABLE OF CONTENTS

$1,684,649,243

FannieMae®

Guaranteed REMIC
Pass-Through Certificates
Fannie Mae REMIC Trust 2013-121

PROSPECTUS SUPPLEMENT

Goldman, Sachs & Co.

November 21, 2013