

**\$1,423,094,280**



**FannieMae®**

**Guaranteed REMIC Pass-Through Certificates  
Fannie Mae REMIC Trust 2011-131**

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

The mortgage loans underlying the Fannie Mae MBS and Fannie Mae Stripped 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
AP	1	\$150,000,000	PAC	4.00%	FIX	3136A2M34	March 2040
BP	1	150,000,000	PAC	4.00	FIX	3136A2M42	March 2040
IP(2)	1	33,333,333(3)	NTL	4.50	FIX/IO	3136A2M59	March 2040
PB	1	44,828,000	PAC	4.50	FIX	3136A2M67	December 2041
FA	1	52,146,975	SUP	(4)	FLT	3136A2M75	December 2041
SA	1	17,382,325	SUP	(4)	INV	3136A2M83	December 2041
AM	2	18,913,356	SEQ	2.25	FIX	3136A2M91	December 2029
AL	2	47,283,388	SEQ	4.00	FIX	3136A2N25	December 2029
AY	2	12,951,236	SEQ	3.50	FIX	3136A2N33	December 2031
FT	3	240,000,000	PT	(4)	FLT	3136A2N41	December 2041
ST	3	240,000,000(3)	NTL	(4)	INV/IO	3136A2N58	December 2041
PT(2)	3	300,000,000	PT	2.50	FIX	3136A2N66	December 2041
HF	4	120,000,000	PT	(4)	FLT	3136A2N74	December 2041
SH	4	120,000,000(3)	NTL	(4)	INV/IO	3136A2N82	December 2041
TP(2)	4	150,000,000	PT	2.50	FIX	3136A2N90	December 2041
IO(2)	5	213,556,751(3)	NTL	(5)	WAC/IO	3136A2P23	December 2041
IB(2)	6	81,354,185(3)	NTL	6.50	FIX/IO	3136A2P31	December 2041
IM(2)	7	7,950,384(3)	NTL	4.50	FIX/IO	3136A2P49	February 2040
LP	8	99,589,000	PAC/AD	4.50	FIX	3136A2P56	December 2041
LZ	8	20,000,000	SUP	4.50	FIX/Z	3136A2P64	December 2041
R		0	NPR	0	NPR	3136A2P72	December 2041
RL		0	NPR	0	NPR	3136A2P80	December 2041

- (1) See "Description of the Certificates—The Certificates—*Class Definitions and Abbreviations*" in the REMIC prospectus.
- (2) Exchangeable classes.
- (3) Notional balances. These classes are interest only classes. See page S-9 for a description of how their notional balances are calculated.
- (4) Based on LIBOR.
- (5) The interest rate of the IO Class is calculated as described on pages S-14 and S-15.

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 AT, BT and PI 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—The Certificates—*Combination and Recombination*" in the REMIC prospectus.

The dealer will offer the certificates from time to time in negotiated transactions at varying prices. We expect the settlement date to be November 30, 2011.

**Carefully consider the risk factors starting on page S-11 of this prospectus supplement and starting on page 11 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.

**Credit Suisse**

The date of this Prospectus Supplement is November 22, 2011

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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 May 1, 2010 (the “REMIC Prospectus”);
- our Prospectus for Fannie Mae Guaranteed Pass-Through Certificates (Single-Family Residential Mortgage Loans) dated
  - July 1, 2011, for all MBS issued on or after July 1, 2011,
  - June 1, 2009, for all MBS issued on or after January 1, 2009 and prior to July 1, 2011,
  - April 1, 2008, for all MBS issued on or after June 1, 2007 and prior to January 1, 2009, or
  - January 1, 2006, for all other MBS  
(as applicable, the “MBS Prospectus”);
- if you are purchasing a Group 5 or Group 6 Class or the R or RL Class
  - our Prospectus for Fannie Mae Stripped Mortgage-Backed Securities dated
    - January 1, 2009, for all SMBS issued on or after January 1, 2009,
    - December 1, 2007, for all SMBS issued on or after December 1, 2007 and prior to January 1, 2009, or
    - May 1, 2002, for all other SMBS  
(as applicable, the “SMBS Prospectus”); and
  - the preliminary data statements or prospectus supplements, as applicable, relating to the SMBS (the “SMBS Supplements”);
- if you are purchasing a Group 7 Class or the R or RL Class, the disclosure document relating to the underlying RCR certificate (the “Underlying REMIC Disclosure Document”); and
- any information incorporated by reference in this prospectus supplement as discussed below and under the heading “Incorporation by Reference” in the REMIC Prospectus.

For a description of current servicing policies generally applicable to existing Fannie Mae MBS pools, see “Yield, Maturity, and Prepayment Considerations” in the MBS Prospectus dated July 1, 2011.

The MBS Prospectus, the SMBS Prospectus, the SMBS Supplements 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, the SMBS Prospectus, the SMBS Supplements and the Underlying REMIC Disclosure Document by writing or calling the dealer at:

Credit Suisse (USA) LLC  
Prospectus Department  
11 Madison Avenue  
New York, New York 10010-3629  
(telephone 212-325-2580).

## RECENT DEVELOPMENTS

### Ratings Matters

#### *Standard and Poor's Ratings Services*

On August 8, 2011, Standard and Poor's Ratings Services ("Standard & Poor's") announced that it had downgraded Fannie Mae senior unsecured long-term debt from "AAA" to "AA+" with a negative outlook. This announcement followed a similar action by Standard & Poor's taken on August 5, 2011 on the United States sovereign long-term debt rating. Standard & Poor's also announced that Fannie Mae's debt ratings were no longer on CreditWatch Negative, and that the ratings on Fannie Mae short term debt and subordinated debt remain unchanged at "A-1+" and "A", respectively.

The action taken by Standard & Poor's with respect to Fannie Mae's ratings was announced at the same time as similar ratings actions on other institutions with ties to the United States Government, including Freddie Mac, select Federal Home Loan Banks, and the Farm Credit System.

#### *Moody's Investors Service*

On August 2, 2011, Moody's Investors Service ("Moody's") confirmed the "Aaa" rating of institutions directly linked to the United States Government, including Fannie Mae. Moody's also announced that the rating outlook for Fannie Mae and other institutions directly linked to the United States Government was being revised to negative, following a similar revision on the outlook of the United States Government.

#### *Fitch Ratings Limited*

On August 16, 2011, Fitch Ratings Limited ("Fitch") affirmed the long-term issuer default rating and senior unsecured debt rating of Fannie Mae at "AAA", with a Ratings Outlook of Stable, following a similar affirmation of the United States sovereign rating. Fitch has previously indicated that the ratings of Fannie Mae and other issuers with ties to the United States Government would ultimately be aligned with the United States sovereign rating assigned by Fitch.

For additional information on the impacts of a credit rating downgrade on Fannie Mae and its securities, please refer to our Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2011, including the Risk Factors set forth in that Quarterly Report.

## SUMMARY

This summary contains only limited information about the certificates. Statistical information in this summary is provided as of November 1, 2011. 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 SMBS
6	Group 6 SMBS
7	Class 2011-119-IP RCR Certificate
8	Group 8 MBS

### Group 1, Group 2, Group 3, Group 4 and Group 8

#### 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 . . . . .	\$414,357,300	4.50%	4.75% to 7.00%	241 to 360
Group 2 MBS . . . . .	\$ 79,147,980	3.50%	3.75% to 6.00%	181 to 240
Group 3 MBS . . . . .	\$540,000,000	4.50%	4.75% to 7.00%	241 to 360
Group 4 MBS . . . . .	\$270,000,000	4.50%	4.75% to 7.00%	241 to 360
Group 8 MBS . . . . .	\$119,589,000	4.50%	4.75% to 7.00%	241 to 360

#### 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 . . . . .	\$414,357,300	360	326	26	4.92%
Group 2 MBS . . . . .	\$ 79,147,980	240	239	1	3.95%
Group 3 MBS . . . . .	\$540,000,000	360	350	7	4.96%
Group 4 MBS . . . . .	\$270,000,000	360	350	7	4.96%
Group 8 MBS . . . . .	\$119,589,000	360	346	10	4.93%

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, perhaps significantly.

## Group 5 and Group 6

### Characteristics of the SMBS

	<u>Notional Principal Balance*</u>	<u>Pass-Through Rate</u>	<u>SMBS Trust and Class Designation</u>
Group 5 SMBS	\$64,448,398	5.50%	367-2
	\$73,024,035	5.50%	363-2
	\$76,084,318	5.50%	392-C6
Group 6 SMBS	\$21,211,107	6.50%	390-C4
	\$23,156,285	6.50%	398-C11
	\$36,986,793	6.50%	380-2

\* These are interest only SMBS certificates.

### 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 5 SMBS	\$64,448,398	360	281	72	5.966%
	\$73,024,035	360	280	74	5.914%
	\$76,084,318	360	292	52	6.092%
Group 6 SMBS	\$21,211,107	360	300	49	7.222%
	\$23,156,285	360	317	37	6.986%
	\$36,986,793	360	292	62	7.027%

The actual remaining terms to maturity, loan ages and interest rates of most of the mortgage loans underlying the SMBS will differ from those shown above, perhaps significantly.

## Group 7

Exhibit A describes the underlying RCR certificate in Group 7, including certain information about the related mortgage loans. To learn more about the underlying RCR certificate, you should obtain from us the current class factor and the related disclosure document as described on page S-3.

### Settlement Date

We expect to issue the certificates on November 30, 2011.

### 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:

<u>Fed Book-Entry</u>	<u>DTC Book-Entry</u>	<u>Physical</u>
All classes other than the PT, IO, TP, IB, AT, BT, R and RL Classes	PT, IO, TP, IB, AT, and BT Classes	R and RL Classes

## Exchanging Certificates Through Combination and Recombination

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

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

## Interest Rates

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

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

<u>Class</u>	<u>Initial Interest Rate</u>	<u>Maximum Interest Rate</u>	<u>Minimum Interest Rate</u>	<u>Formula for Calculation of Interest Rate<sup>(1)</sup></u>
FA .....	1.356%	6.00%	1.10%	LIBOR + 110 basis points
SA .....	13.932%	14.70%	0.00%	14.7% – (3 × LIBOR)
FT .....	0.708%	7.00%	0.46%	LIBOR + 46 basis points
ST .....	6.292%	6.54%	0.00%	6.54% – LIBOR
HF .....	0.748%	7.00%	0.50%	LIBOR + 50 basis points
SH .....	6.252%	6.50%	0.00%	6.5% – LIBOR

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

During each interest accrual period, the IO, AT and BT Classes will bear interest at the applicable annual rates described under “Description of the Certificates—Distributions of Interest—*The IO Class*,” “*The AT Class*,” and “*The BT Class*,” respectively, in this prospectus supplement.

### 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

IP . . . . .	22.222222% of the AP Class
ST . . . . .	100% of the FT Class
SH . . . . .	100% of the HF Class
IO . . . . .	100% of the aggregate notional principal balance of the Group 5 SMBS
IB . . . . .	100% of the aggregate notional principal balance of the Group 6 SMBS
IM . . . . .	100% of the notional principal balance of the Group 7 Underlying RCR Certificate
PI . . . . .	22.222222% of the AP Class <i>plus</i> 100% of the notional principal balance of the Group 7 Underlying RCR Certificate

### Distributions of Principal

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

## Weighted Average Lives (years)\*

		PSA Prepayment Assumption								
Group 1 Classes	0%	100%	150%	200%	250%	550%	800%	1100%	1350%	1600%
AP, BP and IP . . . . .	16.8	5.9	4.5	4.5	4.5	2.1	1.3	0.9	0.6	0.4
PB . . . . .	26.9	16.8	15.9	15.9	15.9	7.6	4.8	3.0	2.0	1.1
FA and SA . . . . .	28.9	21.3	16.5	8.1	1.9	0.4	0.2	0.1	0.1	0.1
		PSA Prepayment Assumption								
Group 2 Classes	0%	100%	275%	600%	900%					
AM and AL . . . . .	10.6	6.4	3.8	2.3	1.8					
AY . . . . .	19.0	16.9	12.2	6.8	4.7					
		PSA Prepayment Assumption								
Group 3 Classes	0%	100%	384%	473%	800%	1100%	1350%	1600%		
FT, ST and PT . . . . .	19.9	10.6	4.2	3.5	2.2	1.6	1.4	1.1		
		PSA Prepayment Assumption								
Group 4 Classes	0%	100%	361%	473%	800%	1100%	1350%	1600%		
HF, SH and TP . . . . .	19.9	10.6	4.4	3.5	2.2	1.6	1.4	1.1		
		PSA Prepayment Assumption								
Group 5 Class	0%	100%	384%	473%	800%	1100%	1350%	1600%		
IO . . . . .	20.5	9.0	3.5	2.8	1.5	0.9	0.6	0.3		
		PSA Prepayment Assumption								
Group 6 Class	0%	100%	361%	473%	800%	1100%	1350%	1600%		
IB . . . . .	21.1	9.6	3.8	2.9	1.5	0.9	0.6	0.3		
		PSA Prepayment Assumption								
Group 7 Class	0%	100%	150%	200%	250%	550%	800%	1100%	1350%	1600%
IM . . . . .	16.7	5.9	4.5	4.4	4.4	2.1	1.3	0.8	0.5	0.3
		PSA Prepayment Assumption								
Group 8 Classes	0%	100%	150%	200%	250%	550%	800%	1100%	1350%	1600%
LP . . . . .	13.9	6.9	6.5	6.5	6.5	3.4	2.4	1.7	1.4	1.1
LZ . . . . .	26.6	19.4	17.4	8.8	2.4	0.7	0.5	0.3	0.3	0.2
		PSA Prepayment Assumption								
Group 1/Group 7 Class**	0%	100%	150%	200%	250%	550%	800%	1100%	1350%	1600%
PI . . . . .	16.8	5.9	4.5	4.5	4.5	2.1	1.3	0.8	0.6	0.4
		PSA Prepayment Assumption								
Group 3/Group 5 Class**	0%	100%	384%	473%	800%	1100%	1350%	1600%		
AT† . . . . .	19.9	10.6	4.2	3.5	2.2	1.6	1.4	1.1		
		PSA Prepayment Assumption								
Group 4/Group 6 Class**	0%	100%	361%	473%	800%	1100%	1350%	1600%		
BT† . . . . .	19.9	10.6	4.4	3.5	2.2	1.6	1.4	1.1		

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

\*\* These classes are RCR classes formed from combinations of REMIC classes in two different groups. For additional information, see Schedule 1 attached to this prospectus supplement.

† The weighted average life information set forth for these classes is based solely on assumed principal distributions.

## ADDITIONAL RISK FACTORS

*Principal and interest payments on the AT Class are derived from separate sources.* Interest payments on the AT Class of RCR certificates will be based on interest payable on the PT and IO Classes of REMIC certificates, while principal payments on the AT Class will be based solely on principal payable on the PT Class of REMIC certificates. The PT and IO Classes are independent of one another. Accordingly, the interest payment rate and principal payment rate on the AT Class are not directly related, are likely to differ and may differ sharply. In addition, there is a risk that the AT Class could in the future receive only interest payments in the event that the PT Class is retired while the IO Class remains outstanding.

*Principal and interest payments on the BT Class are derived from separate sources.* Interest payments on the BT Class of RCR certificates will be based on interest payable on the TP and IB Classes of REMIC certificates, while principal payments on the BT Class will be based solely on principal payable on the TP Class of REMIC certificates. The TP and IB Classes are independent of one another. Accordingly, the interest payment rate and principal payment rate on the BT Class are not directly related, are likely to differ and may differ sharply. In addition, there is a risk that the BT Class could in the future receive only interest payments in the event that the TP Class is retired while the IB Class remains outstanding.

*Payments on the IM and PI Classes also will be affected by the applicable payment priorities governing the underlying RCR certificate.* If you invest in the IM or PI Class, the

rate at which you receive payments also will be affected by the priority sequence governing notional balance reductions on the underlying RCR certificate.

As described in the Underlying REMIC Disclosure Document, notional balance reductions on the underlying RCR certificate are governed by a principal balance schedule. As a result, the underlying RCR certificate may experience notional balance reductions faster or slower than would otherwise have been the case. 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 over time may be eliminated. In such a case, the underlying RCR certificate would experience notional balance reductions at rates that may vary widely from period to period. This prospectus supplement contains no information as to whether

- the underlying RCR certificate has adhered to the related principal balance schedule,
- any related support classes remain outstanding, or
- the underlying RCR certificate otherwise has performed as originally anticipated.

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

## DESCRIPTION OF THE CERTIFICATES

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

### General

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

thereto dated as of November 1, 2011 (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 8 MBS,” and together, the “Trust MBS”),
- two groups of previously issued Fannie Mae Stripped Mortgage-Backed Securities (the “Group 5 SMBS” and “Group 6 SMBS,” and together the “SMBS”), and
- a previously issued RCR certificate (the “Group 7 Underlying RCR Certificate”) issued from the related Fannie Mae REMIC trust (the “Underlying REMIC Trust”) as further described in Exhibit A.

The Group 7 Underlying RCR Certificate evidences direct or indirect beneficial ownership interests in certain Fannie Mae Guaranteed Mortgage Pass-Through Certificates.

The SMBS represent beneficial ownership interests in certain interest distributions on mortgage loans underlying certain Fannie Mae Guaranteed Mortgage Pass-Through Certificates (together with the Trust MBS and the Fannie Mae Guaranteed Mortgage Pass-Through Certificates backing the Group 7 Underlying RCR Certificate, 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, SMBS and Group 7 Underlying RCR Certificate	Interests in the Lower Tier REMIC other than the RL Class (the “Lower Tier Regular Interests”)	RL
Upper Tier REMIC . . . .	Lower Tier Regular Interests	All Classes of REMIC Certificates other than the R and RL Classes	R

*Fannie Mae Guaranty.* For a description of our guaranties of the Certificates, the MBS the SMBS and the Group 7 Underlying RCR Certificate, see the applicable discussions appearing under the heading “Fannie Mae Guaranty” in the REMIC Prospectus, the MBS Prospectus, the Underlying

REMIC Disclosure Document, the SMBS Prospectus and the SMBS Supplements, as applicable. 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.”

The PT, IO, TP, IB, AT and BT Classes each will be represented by a single certificate (together, the “DTC Certificates”) to be registered at all times in the name of the nominee of The Depository Trust Company (“DTC”), a New York-chartered limited purpose trust company, or any successor or depository selected or approved by us. We refer to the nominee of DTC as the “Holder” or “Certificateholder” of the DTC Certificates. DTC will maintain the DTC Certificates through its book-entry facilities.

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 Classes, Inverse Floating Rate Classes and the AT and BT 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 in the case of the Group 1 MBS, Group 3 MBS, Group 4 MBS and Group 8 MBS, and up to 20 years in the case of the Group 2 MBS.

For additional information, see “Summary—Group 1, Group 2, Group 3, Group 4 and Group 8—Characteristics of the Trust MBS” and “—Assumed Characteristics of the Underlying Mortgage Loans” in this prospectus supplement and “The Mortgage Pools” and “Yield, Maturity, and Prepayment Considerations” in the MBS Prospectus.

## **The SMBS**

The general characteristics of the SMBS are described in the SMBS Prospectus and in the related SMBS Supplements. The SMBS provide that certain interest amounts on the Mortgage Loans underlying the related MBS are passed through monthly.

The general characteristics of the MBS are described in the MBS Prospectus. Each MBS evidences beneficial ownership interest in a pool of 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 5 and Group 6—Characteristics of the SMBS” and “—Assumed Characteristics of the

Underlying Mortgage Loans” in this prospectus supplement, and “The Mortgage Pools” and “Yield, Maturity, and Prepayment Considerations” in the MBS Prospectus.

### **The Group 7 Underlying RCR Certificate**

The Group 7 Underlying RCR Certificate represents beneficial ownership interests in the Underlying REMIC Trust. The assets of that trust consist of MBS (or beneficial ownership interests in MBS) having the general characteristics set forth in the MBS Prospectus. Each MBS evidences beneficial ownership interests in a pool of conventional, fixed-rate, fully-amortizing mortgage loans secured by first mortgages or deeds of trust on single-family residential properties, as described under “The Mortgage Pools” and “Yield, Maturity, and Prepayment Considerations” in the MBS Prospectus.

Distributions on the Group 7 Underlying RCR Certificate will be passed through monthly, beginning in the month after we issue the Certificates. The general characteristics of the Group 7 Underlying RCR Certificate are described in the Underlying REMIC Disclosure Document. See Exhibit A for certain additional information about the Group 7 Underlying RCR Certificate. Exhibit A is provided in lieu of a Final Data Statement with respect to the Group 7 Underlying RCR Certificate.

For further information about the Group 7 Underlying RCR Certificate, telephone us at 1-800-237-8627. Additional information about the Group 7 Underlying RCR Certificate is also available at <http://sls.fanniemae.com/slsSearch/Home.do>. 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.

*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 and Weighted Average Coupon Classes	Floating Rate and Inverse Floating Rate Classes

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

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

#### *The IO Class*

On each Distribution Date, we will pay interest on the IO Class at an annual rate of 5.50%, which is equal to the *product* of

- a fraction, expressed as a percentage, the *numerator* of which is the amount of interest then payable on the Group 5 SMBS, and the *denominator* of which is the aggregate notional

principal balance of the Group 5 SMBS on that date (before giving effect to any reductions of the aggregate notional principal balance on that date)

*multiplied by*

- 12.

The Group 5 SMBS includes SMBS Class 392-C6, which is a WAC certificate. Due to the methodology used to calculate the notional principal balance of SMBS Class 392-C6, changes in its notional principal balance generally do not correspond directly to reductions in the principal balances of the related Mortgage Loans. As a result, its notional principal balance may be higher or lower, and may be subject to wider fluctuations, than would otherwise be the case. See “Additional Risk Factors—*Changes in the weighted average excess yield rates will affect yields on the WAC Classes*” and “Description of the SMBS Certificates—General—*Changes in the Notional Principal Balances of the WAC Classes*” in the related SMBS Supplement.

#### *The AT Class*

On each Distribution Date, we will pay interest on each Certificate of the AT Class in an amount equal to the aggregate amount of interest accrued during the related interest accrual period on the Certificates of the PT and IO Classes which were exchanged for that AT Class Certificate. Accordingly, the amount of interest payable on the AT Class Certificates will not be determined based on their principal balances.

On the initial Distribution Date, we expect to pay interest on the AT Class at an annual rate of approximately 6.41520% (calculated based on the amount of interest payable on that date and the initial principal balance of the AT Class).

If the IO Class remains outstanding after the principal balance of the PT Class has been reduced to zero, the AT Class will become an Interest Only Class.

Our determination of the interest rate for the AT Class for each Distribution Date will be final and binding in the absence of manifest error. You may obtain each such interest rate by telephoning us at 1-800-237-8627.

#### *The BT Class*

On each Distribution Date, we will pay interest on each Certificate of the BT Class in an amount equal to the aggregate amount of interest accrued during the related interest accrual period on the Certificates of the TP and IB Classes which were exchanged for that BT Class Certificate. Accordingly, the amount of interest payable on the BT Class Certificates will not be determined based on their principal balances.

On the initial Distribution Date, we expect to pay interest on the BT Class at an annual rate of approximately 6.02534% (calculated based on the amount of interest payable on that date and the initial principal balance of the BT Class).

If the IB Class remains outstanding after the principal balance of the TP Class has been reduced to zero, the BT Class will become an Interest Only Class.

Our determination of the interest rate for the BT Class for each Distribution Date will be final and binding in the absence of manifest error. You may obtain each such interest rate by telephoning us at 1-800-237-8627.

## Distributions of Principal

On the Distribution Date in each month, we will make payments of principal on the Certificates as described below.

- *Group 1*

The Group 1 Principal Distribution Amount in the following priority:

1. To the Aggregate Group to its Planned Balance. } PAC Group
2. To FA and SA, pro rata, until retired. } Support Classes
3. To the Aggregate Group to zero. } PAC Group

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

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

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

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

- *Group 2*

The Group 2 Principal Distribution Amount in the following priority:

1. To AM and AL, pro rata, until retired. } Sequential Pay Classes
2. To AY until retired.

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 FT and PT, 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 to HF and TP, pro rata, until retired. } Pass-Through Classes

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

- *Group 8*

The LZ Accrual Amount to LP to its Planned Balance, and thereafter to LZ. } Accretion Directed/PAC Class and Accrual Class

The Group 8 Cash Flow Distribution Amount in the following priority:

1. To LP to its Planned Balance. } PAC Class
2. To LZ until retired. } Support Class
3. To LP until retired. } PAC Class

The “LZ Accrual Amount” is any interest then accrued and added to the principal balance of the LZ Class.

The “Group 8 Cash Flow Distribution Amount” is the principal then paid on the Group 8 MBS.

## Structuring Assumptions

*Pricing Assumptions.* Except where otherwise noted, the information in the tables in this prospectus supplement has been prepared based on the actual characteristics of each pool of Mortgage Loans backing the Group 7 Underlying RCR Certificate, the applicable priority sequence governing notional balance reductions on the Group 7 Underlying RCR Certificate, and the following assumptions (such characteristics and assumptions, collectively, the “Pricing Assumptions”):

- the Mortgage Loans underlying the Trust MBS have the original terms to maturity, remaining terms to maturity, loan ages and interest rates specified under “Summary—Group 1, Group 2, Group 3, Group 4 and Group 8—Assumed Characteristics of the Underlying Mortgage Loans” in this prospectus supplement;
- the Mortgage Loans underlying the SMBS have the original terms to maturity, remaining terms to maturity, loan ages and interest rates specified under “Summary—Group 5 and Group 6—Assumed Characteristics of the Underlying Mortgage Loans” in this prospectus supplement;
- the Mortgage Loans prepay at the constant percentages of PSA specified in the related tables;
- the settlement date for the Certificates is November 30, 2011; and
- each Distribution Date occurs on the 25th day of a month.

*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 or a Class is the range of prepayment rates (measured by *constant* PSA rates) that would reduce that Aggregate Group or Class 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 related 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 Ranges</u>	<u>Initial Effective Ranges</u>
Aggregate Group Planned Balances	Between 150% and 250% PSA	Between 150% and 250% PSA
LP Class Planned Balances	Between 150% and 250% PSA	Between 150% and 250% PSA

The Aggregate Group listed above consist of the AP, BP and PB 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 LP 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 LP Class will begin or end on the Distribution Dates specified in the Principal Balance Schedules.**

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

- We will distribute any excess of principal distributions over the amount necessary to reduce the Aggregate Group or the LP Class to its scheduled balance in any month. As a result, the likelihood of reducing the Aggregate Group or the LP Class to its scheduled balance each month will not be improved by the averaging of high and low principal distributions from month to month.
- Even if the related Mortgage Loans prepay at rates falling within the applicable Structuring Ranges or Effective Ranges, principal distributions may be insufficient to reduce the Aggregate Group or the LP Class, as applicable, 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 Group and the LP Class might not be reduced to their scheduled balances each month even if the related Mortgage Loans prepay at a *constant* PSA rate within the applicable Initial Effective Ranges. This is so particularly if the rates fall at the lower or higher end of the applicable ranges.
- The actual Effective Ranges may narrow, widen or shift upward or downward to reflect actual prepayment experience over time.
- The principal payment stability of the Aggregate Group and the LP Class will be supported by one or more other Classes. When the related supporting Class or Classes are retired, the Aggregate Group and the LP Class, 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 and Additional Yield Considerations**

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

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

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

We cannot assure you that

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

In addition, it is unlikely that the Index will correspond to the levels shown here. Furthermore, because some of the Mortgage Loans are likely to have remaining terms to maturity shorter or longer than those assumed and interest rates higher or lower than those assumed, the principal payments

on the Certificates are likely to differ from those assumed. This would be the case even if all Mortgage Loans prepay at the indicated constant percentages of PSA. Moreover, it is unlikely that

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

***The Inverse Floating Rate Classes.*** The yields on the Inverse Floating Rate Classes will be sensitive in varying degrees to the rate of principal payments (including prepayments) of the related Mortgage Loans and to the level of the Index. The Mortgage Loans generally can be prepaid at any time without penalty. In addition, the rate of principal payments (including prepayments) of the Mortgage Loans is likely to vary, and may vary considerably, from pool to pool. As illustrated in the applicable tables below, it is possible that investors in the Inverse Floating Rate Classes would lose money on their initial investments under certain 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:

<u>Class</u>	<u>Price*</u>
SA .....	103.625%
ST .....	20.000%
SH .....	20.000%

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption</u>									
	<u>50%</u>	<u>100%</u>	<u>150%</u>	<u>200%</u>	<u>250%</u>	<u>550%</u>	<u>800%</u>	<u>1100%</u>	<u>1350%</u>	<u>1600%</u>
0.128%.....	14.2%	14.2%	14.1%	13.7%	12.3%	3.9%	(2.9)%	(11.2)%	(18.9)%	(28.2)%
0.256%.....	13.8%	13.8%	13.7%	13.3%	12.0%	3.6%	(3.1)%	(11.3)%	(19.0)%	(28.2)%
2.256%.....	7.8%	7.7%	7.7%	7.4%	6.2%	(1.1)%	(7.0)%	(14.1)%	(20.9)%	(28.9)%
4.256%.....	1.8%	1.8%	1.7%	1.6%	0.5%	(5.8)%	(10.8)%	(16.9)%	(22.7)%	(29.6)%
4.900%.....	(0.1)%	(0.1)%	(0.2)%	(0.3)%	(1.4)%	(7.3)%	(12.0)%	(17.8)%	(23.2)%	(29.8)%

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

LIBOR	PSA Prepayment Assumption							
	50%	100%	384%	473%	800%	1100%	1350%	1600%
0.124%.....	29.3%	26.5%	9.8%	4.4%	(17.0)%	(38.6)%	(58.4)%	(80.9)%
0.248%.....	28.6%	25.8%	9.1%	3.6%	(17.7)%	(39.4)%	(59.3)%	(81.8)%
2.248%.....	17.3%	14.5%	(2.5)%	(8.1)%	(30.1)%	(52.7)%	(73.9)%	(98.1)%
4.248%.....	5.6%	2.8%	(14.4)%	(20.1)%	(42.9)%	(67.0)%	(90.2)%	*
6.248%.....	(12.3)%	(15.1)%	(31.8)%	(37.4)%	(60.6)%	(87.7)%	*	*
6.540%.....	*	*	*	*	*	*	*	*

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

	PSA Prepayment Assumption							
<u>LIBOR</u>	<u>50%</u>	<u>100%</u>	<u>361%</u>	<u>473%</u>	<u>800%</u>	<u>1100%</u>	<u>1350%</u>	<u>1600%</u>
0.124%.....	29.0%	26.2%	11.0%	4.1%	(17.2)%	(38.8)%	(58.7)%	(81.2)%
0.248%.....	28.3%	25.5%	10.3%	3.4%	(18.0)%	(39.6)%	(59.6)%	(82.1)%
2.248%.....	17.1%	14.2%	(1.3)%	(8.3)%	(30.4)%	(53.0)%	(74.2)%	(98.4)%
4.248%.....	5.4%	2.5%	(13.2)%	(20.4)%	(43.2)%	(67.3)%	(90.5)%	*
6.248%.....	(13.1)%	(15.9)%	(31.2)%	(38.2)%	(61.7)%	(89.1)%	*	*
6.500%.....	*	*	*	*	*	*	*	*

*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:

<b>Class</b>	<b>% PSA</b>
IP .....	326%
IB .....	465%
IM .....	322%
PI .....	325%

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 applicable 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>
IP .....	16.0%
IB .....	18.5%
IM .....	16.0%
PI .....	16.0%

\* 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

	<u>PSA Prepayment Assumption</u>									
	<u>50%</u>	<u>100%</u>	<u>150%</u>	<u>200%</u>	<u>250%</u>	<u>550%</u>	<u>800%</u>	<u>1100%</u>	<u>1350%</u>	<u>1600%</u>
Pre-Tax Yields to Maturity . . .	20.1%	13.8%	6.8%	6.8%	6.8%	(29.0)%	(67.7)%	*	*	*

#### Sensitivity of the IB Class to Prepayments

	<u>PSA Prepayment Assumption</u>							
	<u>50%</u>	<u>100%</u>	<u>361%</u>	<u>473%</u>	<u>800%</u>	<u>1100%</u>	<u>1350%</u>	<u>1600%</u>
Pre-Tax Yields to Maturity . . .	31.1%	27.6%	8.3%	(0.7)%	(29.5)%	(61.4)%	(95.9)%	*

#### Sensitivity of the IM Class to Prepayments

	<u>PSA Prepayment Assumption</u>									
	<u>50%</u>	<u>100%</u>	<u>150%</u>	<u>200%</u>	<u>250%</u>	<u>550%</u>	<u>800%</u>	<u>1100%</u>	<u>1350%</u>	<u>1600%</u>
Pre-Tax Yields to Maturity . . .	19.9%	13.6%	6.7%	6.6%	6.6%	(29.8)%	(69.3)%	*	*	*

#### Sensitivity of the PI Class to Prepayments

	<u>PSA Prepayment Assumption</u>									
	<u>50%</u>	<u>100%</u>	<u>150%</u>	<u>200%</u>	<u>250%</u>	<u>550%</u>	<u>800%</u>	<u>1100%</u>	<u>1350%</u>	<u>1600%</u>
Pre-Tax Yields to Maturity . . .	20.0%	13.7%	6.8%	6.8%	6.8%	(29.1)%	(68.0)%	*	*	*

*The IO Class.* The yield on the IO Class will be very sensitive to the rate of principal payments (including prepayments) on the Mortgage Loans backing the Group 5 SMBS, and to the amount of interest payable on the Group 5 SMBS. 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. It is possible that investors in the IO Class would lose money on their initial investments under certain prepayment scenarios.

#### Weighted Average Lives of the Certificates

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

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

- the timing of changes in the rate of principal distributions,
- the priority sequences of distributions of principal of the Group 1, Group 2 and Group 8 Classes, and
- in the case of the Group 7 Class, the priority sequence affecting notional balance reductions on the Group 7 Underlying RCR Certificate.

See “—Distributions of Principal” above and “Description of the Certificates—Distributions of Principal” in the applicable 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	360 months	360 months	7.00%
Group 2 MBS	240 months	240 months	6.00%
Group 3 MBS	360 months	360 months	7.00%
Group 4 MBS	360 months	360 months	7.00%
Group 5 SMBS	360 months	360 months	8.00%
Group 6 SMBS	360 months	360 months	9.00%
Group 7 Underlying RCR Certificate	360 months	359 months	7.00%
Group 8 MBS	360 months	360 months	7.00%

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

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

## Percent of Original Principal Balances Outstanding

Date	AP, BP and IP† Classes										PB Class									
	PSA Prepayment Assumption										PSA Prepayment Assumption									
	0%	100%	150%	200%	250%	550%	800%	1100%	1350%	1600%	0%	100%	150%	200%	250%	550%	800%	1100%	1350%	1600%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
November 2012	99	90	86	86	86	77	57	33	12	0	100	100	100	100	100	100	100	100	100	46
November 2013	97	80	72	72	72	45	22	1	0	0	100	100	100	100	100	100	100	100	34	2
November 2014	95	70	60	60	60	25	4	0	0	0	100	100	100	100	100	100	100	35	6	*
November 2015	94	61	49	49	49	11	0	0	0	0	100	100	100	100	100	100	63	12	1	*
November 2016	92	53	40	40	40	2	0	0	0	0	100	100	100	100	100	100	32	4	*	*
November 2017	90	46	31	31	31	0	0	0	0	0	100	100	100	100	100	74	16	1	*	*
November 2018	88	38	23	23	23	0	0	0	0	0	100	100	100	100	100	48	8	*	*	0
November 2019	85	32	16	16	16	0	0	0	0	0	100	100	100	100	100	31	4	*	*	0
November 2020	83	25	11	11	11	0	0	0	0	0	100	100	100	100	100	20	2	*	*	0
November 2021	80	19	6	6	6	0	0	0	0	0	100	100	100	100	100	13	1	*	*	0
November 2022	78	14	2	2	2	0	0	0	0	0	100	100	100	100	100	8	1	*	*	0
November 2023	75	9	0	0	0	0	0	0	0	0	100	100	94	94	94	5	*	*	*	0
November 2024	71	4	0	0	0	0	0	0	0	0	100	100	76	76	76	3	*	*	0	0
November 2025	68	0	0	0	0	0	0	0	0	0	100	96	62	62	62	2	*	*	0	0
November 2026	64	0	0	0	0	0	0	0	0	0	100	68	49	49	49	1	*	*	0	0
November 2027	60	0	0	0	0	0	0	0	0	0	100	42	39	39	39	1	*	*	0	0
November 2028	56	0	0	0	0	0	0	0	0	0	100	31	31	31	31	1	*	*	0	0
November 2029	51	0	0	0	0	0	0	0	0	0	100	24	24	24	24	*	*	*	0	0
November 2030	46	0	0	0	0	0	0	0	0	0	100	19	19	19	19	*	*	0	0	0
November 2031	41	0	0	0	0	0	0	0	0	0	100	14	14	14	14	*	*	0	0	0
November 2032	35	0	0	0	0	0	0	0	0	0	100	11	11	11	11	*	*	0	0	0
November 2033	29	0	0	0	0	0	0	0	0	0	100	8	8	8	8	*	*	0	0	0
November 2034	23	0	0	0	0	0	0	0	0	0	100	6	6	6	6	*	*	0	0	0
November 2035	16	0	0	0	0	0	0	0	0	0	100	4	4	4	4	*	*	0	0	0
November 2036	8	0	0	0	0	0	0	0	0	0	100	2	2	2	2	*	*	0	0	0
November 2037	*	0	0	0	0	0	0	0	0	0	100	1	1	1	1	*	*	0	0	0
November 2038	0	0	0	0	0	0	0	0	0	0	44	*	*	*	*	*	0	0	0	0
November 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2040	0	0	0	0	0	0	0	0	0	0	0	0	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	0
Weighted Average Life (years)**	16.8	5.9	4.5	4.5	4.5	2.1	1.3	0.9	0.6	0.4	26.9	16.8	15.9	15.9	15.9	7.6	4.8	3.0	2.0	1.1

Date	FA and SA Classes									
	PSA Prepayment Assumption									
	0%	100%	150%	200%	250%	550%	800%	1100%	1350%	1600%
Initial Percent	100	100	100	100	100	100	100	100	100	100
November 2012	100	100	100	83	65	0	0	0	0	0
November 2013	100	100	100	69	40	0	0	0	0	0
November 2014	100	100	100	60	22	0	0	0	0	0
November 2015	100	100	100	53	10	0	0	0	0	0
November 2016	100	100	100	48	3	0	0	0	0	0
November 2017	100	100	100	46	*	0	0	0	0	0
November 2018	100	100	100	45	*	0	0	0	0	0
November 2019	100	100	98	43	*	0	0	0	0	0
November 2020	100	100	94	41	*	0	0	0	0	0
November 2021	100	100	89	38	*	0	0	0	0	0
November 2022	100	100	83	34	*	0	0	0	0	0
November 2023	100	100	77	31	*	0	0	0	0	0
November 2024	100	100	70	28	*	0	0	0	0	0
November 2025	100	100	63	25	*	0	0	0	0	0
November 2026	100	100	57	22	*	0	0	0	0	0
November 2027	100	100	50	19	*	0	0	0	0	0
November 2028	100	91	44	16	*	0	0	0	0	0
November 2029	100	81	38	14	*	0	0	0	0	0
November 2030	100	70	32	11	*	0	0	0	0	0
November 2031	100	60	27	9	*	0	0	0	0	0
November 2032	100	51	22	7	*	0	0	0	0	0
November 2033	100	41	18	6	*	0	0	0	0	0
November 2034	100	33	14	4	*	0	0	0	0	0
November 2035	100	24	10	3	*	0	0	0	0	0
November 2036	100	16	6	2	*	0	0	0	0	0
November 2037	100	8	3	1	*	0	0	0	0	0
November 2038	100	1	*	*	*	0	0	0	0	0
November 2039	89	0	0	0	0	0	0	0	0	0
November 2040	46	0	0	0	0	0	0	0	0	0
November 2041	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	28.9	21.3	16.5	8.1	1.9	0.4	0.2	0.1	0.1	0.1

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

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

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

Date	AM and AL Classes					AY Class				
	PSA Prepayment Assumption					PSA Prepayment Assumption				
	0%	100%	275%	600%	900%	0%	100%	275%	600%	900%
Initial Percent . . . . .	100	100	100	100	100	100	100	100	100	100
November 2012 . . . . .	97	94	91	85	80	100	100	100	100	100
November 2013 . . . . .	93	86	76	58	42	100	100	100	100	100
November 2014 . . . . .	90	76	57	29	9	100	100	100	100	100
November 2015 . . . . .	86	66	42	10	0	100	100	100	100	64
November 2016 . . . . .	82	57	29	0	0	100	100	100	92	28
November 2017 . . . . .	78	49	19	0	0	100	100	100	56	12
November 2018 . . . . .	73	41	11	0	0	100	100	100	34	5
November 2019 . . . . .	68	34	4	0	0	100	100	100	20	2
November 2020 . . . . .	63	28	0	0	0	100	100	96	12	1
November 2021 . . . . .	58	22	0	0	0	100	100	74	7	*
November 2022 . . . . .	52	16	0	0	0	100	100	57	4	*
November 2023 . . . . .	46	11	0	0	0	100	100	43	2	*
November 2024 . . . . .	39	6	0	0	0	100	100	32	1	*
November 2025 . . . . .	32	1	0	0	0	100	100	23	1	*
November 2026 . . . . .	25	0	0	0	0	100	84	16	*	*
November 2027 . . . . .	17	0	0	0	0	100	64	11	*	*
November 2028 . . . . .	9	0	0	0	0	100	46	7	*	*
November 2029 . . . . .	0	0	0	0	0	99	29	4	*	*
November 2030 . . . . .	0	0	0	0	0	51	13	2	*	*
November 2031 . . . . .	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)** . . . . .	10.6	6.4	3.8	2.3	1.8	19.0	16.9	12.2	6.8	4.7

Date	FT, ST† and PT Classes								HF, SH† and TP Classes							
	PSA Prepayment Assumption								PSA Prepayment Assumption							
	0%	100%	384%	473%	800%	1100%	1350%	1600%	0%	100%	361%	473%	800%	1100%	1350%	1600%
Initial Percent . . . . .	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
November 2012 . . . . .	99	96	88	86	77	69	62	55	99	96	89	86	77	69	62	55
November 2013 . . . . .	98	89	70	64	45	29	18	8	98	89	71	64	45	29	18	8
November 2014 . . . . .	97	83	53	45	23	10	3	*	97	83	55	45	23	10	3	*
November 2015 . . . . .	95	76	40	32	12	3	1	*	95	76	42	32	12	3	1	*
November 2016 . . . . .	94	70	30	22	6	1	*	*	94	70	32	22	6	1	*	*
November 2017 . . . . .	93	64	23	16	3	*	*	*	93	64	25	16	3	*	*	*
November 2018 . . . . .	91	59	17	11	2	*	*	0	91	59	19	11	2	*	*	0
November 2019 . . . . .	89	54	13	8	1	*	*	0	89	54	14	8	1	*	*	0
November 2020 . . . . .	88	50	10	5	*	*	*	0	88	50	11	5	*	*	*	0
November 2021 . . . . .	86	45	7	4	*	*	*	0	86	45	8	4	*	*	*	0
November 2022 . . . . .	84	41	5	3	*	*	*	0	84	41	6	3	*	*	*	0
November 2023 . . . . .	82	37	4	2	*	*	0	0	82	37	5	2	*	*	0	0
November 2024 . . . . .	79	34	3	1	*	*	0	0	79	34	4	1	*	*	0	0
November 2025 . . . . .	77	30	2	1	*	*	0	0	77	30	3	1	*	*	0	0
November 2026 . . . . .	74	27	2	1	*	*	0	0	74	27	2	1	*	*	0	0
November 2027 . . . . .	71	24	1	*	*	*	0	0	71	24	2	*	*	*	0	0
November 2028 . . . . .	68	22	1	*	*	*	0	0	68	22	1	*	*	*	0	0
November 2029 . . . . .	65	19	1	*	*	0	0	0	65	19	1	*	*	0	0	0
November 2030 . . . . .	61	17	*	*	*	0	0	0	61	17	1	*	*	0	0	0
November 2031 . . . . .	57	14	*	*	*	0	0	0	57	14	*	*	*	0	0	0
November 2032 . . . . .	53	12	*	*	*	0	0	0	53	12	*	*	*	0	0	0
November 2033 . . . . .	49	10	*	*	*	0	0	0	49	10	*	*	*	0	0	0
November 2034 . . . . .	44	9	*	*	*	0	0	0	44	9	*	*	*	0	0	0
November 2035 . . . . .	39	7	*	*	*	0	0	0	39	7	*	*	*	0	0	0
November 2036 . . . . .	34	5	*	*	*	0	0	0	34	5	*	*	*	0	0	0
November 2037 . . . . .	28	4	*	*	*	0	0	0	28	4	*	*	*	0	0	0
November 2038 . . . . .	22	3	*	*	0	0	0	0	22	3	*	*	0	0	0	0
November 2039 . . . . .	15	1	*	*	0	0	0	0	15	1	*	*	0	0	0	0
November 2040 . . . . .	8	*	*	*	0	0	0	0	8	*	*	*	0	0	0	0
November 2041 . . . . .	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)** . . . . .	19.9	10.6	4.2	3.5	2.2	1.6	1.4	1.1	19.9	10.6	4.4	3.5	2.2	1.6	1.4	1.1

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

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

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

Date	IO† Class								IB† Class							
	PSA Prepayment Assumption								PSA Prepayment Assumption							
	0%	100%	384%	473%	800%	1100%	1350%	1600%	0%	100%	361%	473%	800%	1100%	1350%	1600%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
November 2012	99	92	75	70	51	33	19	4	99	93	77	71	51	33	19	4
November 2013	98	85	57	49	26	11	3	*	99	86	59	50	26	11	3	*
November 2014	97	78	43	34	13	4	1	*	98	79	46	35	13	4	1	*
November 2015	96	71	32	24	7	1	*	*	97	73	35	25	7	1	*	*
November 2016	95	65	24	17	3	*	*	*	96	67	27	17	3	*	*	*
November 2017	94	59	18	12	2	*	*	0	95	61	21	12	2	*	*	0
November 2018	92	54	13	8	1	*	*	0	94	56	16	8	1	*	*	0
November 2019	91	49	10	6	*	*	*	0	92	51	12	6	*	*	*	0
November 2020	89	44	7	4	*	*	*	0	91	47	9	4	*	*	*	0
November 2021	88	40	5	3	*	*	*	0	89	42	7	3	*	*	*	0
November 2022	86	36	4	2	*	*	0	0	88	38	5	2	*	*	0	0
November 2023	84	32	3	1	*	*	0	0	86	35	4	1	*	*	0	0
November 2024	82	28	2	1	*	*	0	0	84	31	3	1	*	*	0	0
November 2025	79	24	1	1	*	*	0	0	82	27	2	1	*	*	0	0
November 2026	77	21	1	*	*	*	0	0	79	24	2	*	*	*	0	0
November 2027	74	18	1	*	*	*	0	0	77	21	1	*	*	*	0	0
November 2028	71	15	1	*	*	0	0	0	74	18	1	*	*	0	0	0
November 2029	68	13	*	*	*	0	0	0	71	16	1	*	*	0	0	0
November 2030	64	10	*	*	*	0	0	0	67	13	*	*	*	0	0	0
November 2031	60	8	*	*	*	0	0	0	64	10	*	*	*	0	0	0
November 2032	56	5	*	*	*	0	0	0	59	8	*	*	*	0	0	0
November 2033	52	3	*	*	*	0	0	0	55	6	*	*	*	0	0	0
November 2034	47	1	*	*	*	0	0	0	50	4	*	*	*	0	0	0
November 2035	42	*	*	*	0	0	0	0	45	2	*	*	*	0	0	0
November 2036	36	0	0	0	0	0	0	0	39	1	*	*	0	0	0	0
November 2037	30	0	0	0	0	0	0	0	32	*	*	*	0	0	0	0
November 2038	23	0	0	0	0	0	0	0	25	0	0	0	0	0	0	0
November 2039	16	0	0	0	0	0	0	0	18	0	0	0	0	0	0	0
November 2040	8	0	0	0	0	0	0	0	9	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
Weighted Average Life (years)**	20.5	9.0	3.5	2.8	1.5	0.9	0.6	0.3	21.1	9.6	3.8	2.9	1.5	0.9	0.6	0.3

Date	IM† Class										LP Class									
	PSA Prepayment Assumption										PSA Prepayment Assumption									
	0%	100%	150%	200%	250%	550%	800%	1100%	1350%	1600%	0%	100%	150%	200%	250%	550%	800%	1100%	1350%	1600%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
November 2012	99	89	85	85	85	76	55	31	11	0	98	93	92	92	92	87	75	65	54	54
November 2013	97	79	72	72	72	45	21	*	0	0	96	84	81	81	81	66	47	28	16	5
November 2014	95	70	60	60	60	24	3	0	0	0	93	75	70	70	70	43	24	10	3	*
November 2015	94	61	49	49	49	10	0	0	0	0	91	66	60	60	60	29	12	3	1	*
November 2016	92	53	39	39	39	2	0	0	0	0	88	58	52	52	52	19	6	1	*	*
November 2017	90	45	31	30	30	0	0	0	0	0	85	50	44	44	44	12	3	*	*	*
November 2018	88	38	23	23	22	0	0	0	0	0	82	42	37	37	37	8	2	*	*	0
November 2019	85	31	16	16	16	0	0	0	0	0	79	35	30	30	30	5	1	*	*	0
November 2020	83	25	10	10	10	0	0	0	0	0	75	28	25	25	25	3	*	*	*	0
November 2021	80	19	6	6	6	0	0	0	0	0	72	22	21	21	21	2	*	*	*	0
November 2022	77	14	2	2	2	0	0	0	0	0	68	17	17	17	17	1	*	*	*	0
November 2023	74	8	0	0	0	0	0	0	0	0	64	14	14	14	14	1	*	*	0	0
November 2024	71	4	0	0	0	0	0	0	0	0	59	11	11	11	11	1	*	*	0	0
November 2025	68	0	0	0	0	0	0	0	0	0	54	9	9	9	9	*	*	*	0	0
November 2026	64	0	0	0	0	0	0	0	0	0	49	7	7	7	7	*	*	*	0	0
November 2027	60	0	0	0	0	0	0	0	0	0	44	6	6	6	6	*	*	*	0	0
November 2028	56	0	0	0	0	0	0	0	0	0	39	5	5	5	5	*	*	*	0	0
November 2029	51	0	0	0	0	0	0	0	0	0	33	4	4	4	4	*	*	0	0	0
November 2030	46	0	0	0	0	0	0	0	0	0	26	3	3	3	3	*	*	0	0	0
November 2031	41	0	0	0	0	0	0	0	0	0	19	2	2	2	2	*	*	0	0	0
November 2032	35	0	0	0	0	0	0	0	0	0	12	2	2	2	2	*	*	0	0	0
November 2033	29	0	0	0	0	0	0	0	0	0	5	1	1	1	1	*	*	0	0	0
November 2034	22	0	0	0	0	0	0	0	0	0	1	1	1	1	1	*	*	0	0	0
November 2035	15	0	0	0	0	0	0	0	0	0	1	1	1	1	1	*	*	0	0	0
November 2036	8	0	0	0	0	0	0	0	0	0	1	1	1	1	1	*	*	0	0	0
November 2037	0	0	0	0	0	0	0	0	0	0	*	*	*	*	*	*	*	0	0	0
November 2038	0	0	0	0	0	0	0	0	0	0	*	*	*	*	*	*	0	0	0	0
November 2039	0	0	0	0	0	0	0	0	0	0	*	*	*	*	*	*	0	0	0	0
November 2040	0	0	0	0	0	0	0	0	0	0	0	0	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	0
Weighted Average Life (years)**	16.7	5.9	4.5	4.4	4.4	2.1	1.3	0.8	0.5	0.3	13.9	6.9	6.5	6.5	6.5	3.4	2.4	1.7	1.4	1.1

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

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

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

Date	LZ Class										PI† Class									
	PSA Prepayment Assumption										PSA Prepayment Assumption									
	0%	100%	150%	200%	250%	550%	800%	1100%	1350%	1600%	0%	100%	150%	200%	250%	550%	800%	1100%	1350%	1600%
Initial Percent . . . . .	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
November 2012 . . . . .	105	105	100	91	81	22	0	0	0	0	99	89	85	85	85	76	56	32	12	0
November 2013 . . . . .	109	109	100	77	53	0	0	0	0	0	97	80	72	72	72	45	21	1	0	0
November 2014 . . . . .	114	114	100	65	32	0	0	0	0	0	95	70	60	60	60	24	4	0	0	0
November 2015 . . . . .	120	120	100	57	17	0	0	0	0	0	94	61	49	49	49	11	0	0	0	0
November 2016 . . . . .	125	125	100	51	7	0	0	0	0	0	92	53	40	40	40	2	0	0	0	0
November 2017 . . . . .	131	131	100	47	2	0	0	0	0	0	90	46	31	31	31	0	0	0	0	0
November 2018 . . . . .	137	137	100	46	*	0	0	0	0	0	88	38	23	23	23	0	0	0	0	0
November 2019 . . . . .	143	143	100	44	*	0	0	0	0	0	85	32	16	16	16	0	0	0	0	0
November 2020 . . . . .	150	150	97	42	*	0	0	0	0	0	83	25	11	11	11	0	0	0	0	0
November 2021 . . . . .	157	157	93	40	*	0	0	0	0	0	80	19	6	6	6	0	0	0	0	0
November 2022 . . . . .	164	157	88	37	*	0	0	0	0	0	78	14	2	2	2	0	0	0	0	0
November 2023 . . . . .	171	149	82	34	*	0	0	0	0	0	75	9	0	0	0	0	0	0	0	0
November 2024 . . . . .	179	141	75	30	*	0	0	0	0	0	71	4	0	0	0	0	0	0	0	0
November 2025 . . . . .	188	132	69	27	*	0	0	0	0	0	68	0	0	0	0	0	0	0	0	0
November 2026 . . . . .	196	122	62	24	*	0	0	0	0	0	64	0	0	0	0	0	0	0	0	0
November 2027 . . . . .	205	112	56	21	*	0	0	0	0	0	60	0	0	0	0	0	0	0	0	0
November 2028 . . . . .	215	102	50	18	*	0	0	0	0	0	56	0	0	0	0	0	0	0	0	0
November 2029 . . . . .	224	92	44	16	*	0	0	0	0	0	51	0	0	0	0	0	0	0	0	0
November 2030 . . . . .	235	81	38	14	*	0	0	0	0	0	46	0	0	0	0	0	0	0	0	0
November 2031 . . . . .	246	72	33	11	*	0	0	0	0	0	41	0	0	0	0	0	0	0	0	0
November 2032 . . . . .	257	62	28	9	*	0	0	0	0	0	35	0	0	0	0	0	0	0	0	0
November 2033 . . . . .	269	53	23	8	*	0	0	0	0	0	29	0	0	0	0	0	0	0	0	0
November 2034 . . . . .	258	44	19	6	*	0	0	0	0	0	23	0	0	0	0	0	0	0	0	0
November 2035 . . . . .	230	35	15	5	*	0	0	0	0	0	16	0	0	0	0	0	0	0	0	0
November 2036 . . . . .	198	27	11	3	*	0	0	0	0	0	8	0	0	0	0	0	0	0	0	0
November 2037 . . . . .	164	20	8	2	*	0	0	0	0	0	*	0	0	0	0	0	0	0	0	0
November 2038 . . . . .	128	12	5	1	*	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2039 . . . . .	88	5	2	1	*	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2040 . . . . .	46	0	0	0	0	0	0	0	0	0	0	0	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	0
Weighted Average Life (years)** . . . . .	26.6	19.4	17.4	8.8	2.4	0.7	0.5	0.3	0.3	0.2	16.8	5.9	4.5	4.5	4.5	2.1	1.3	0.8	0.6	0.4

Date	AT†† Class								BT†† Class							
	PSA Prepayment Assumption								PSA Prepayment Assumption							
	0%	100%	384%	473%	800%	1100%	1350%	1600%	0%	100%	361%	473%	800%	1100%	1350%	1600%
Initial Percent . . . . .	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
November 2012 . . . . .	99	96	88	86	77	69	62	55	99	96	89	86	77	69	62	55
November 2013 . . . . .	98	89	70	64	45	29	18	8	98	89	71	64	45	29	18	8
November 2014 . . . . .	97	83	53	45	23	10	3	*	97	83	55	45	23	10	3	*
November 2015 . . . . .	95	76	40	32	12	3	1	*	95	76	42	32	12	3	1	*
November 2016 . . . . .	94	70	30	22	6	1	*	*	94	70	32	22	6	1	*	*
November 2017 . . . . .	93	64	23	16	3	*	*	*	93	64	25	16	3	*	*	*
November 2018 . . . . .	91	59	17	11	2	*	*	0	91	59	19	11	2	*	*	0
November 2019 . . . . .	89	54	13	8	1	*	*	0	89	54	14	8	1	*	*	0
November 2020 . . . . .	88	50	10	5	*	*	*	0	88	50	11	5	*	*	*	0
November 2021 . . . . .	86	45	7	4	*	*	*	0	86	45	8	4	*	*	*	0
November 2022 . . . . .	84	41	5	3	*	*	*	0	84	41	6	3	*	*	*	0
November 2023 . . . . .	82	37	4	2	*	*	0	0	82	37	5	2	*	*	0	0
November 2024 . . . . .	79	34	3	1	*	*	0	0	79	34	4	1	*	*	0	0
November 2025 . . . . .	77	30	2	1	*	*	0	0	77	30	3	1	*	*	0	0
November 2026 . . . . .	74	27	2	1	*	*	0	0	74	27	2	1	*	*	0	0
November 2027 . . . . .	71	24	1	*	*	*	0	0	71	24	2	*	*	*	0	0
November 2028 . . . . .	68	22	1	*	*	*	0	0	68	22	1	*	*	*	0	0
November 2029 . . . . .	65	19	1	*	*	0	0	0	65	19	1	*	*	0	0	0
November 2030 . . . . .	61	17	*	*	*	0	0	0	61	17	1	*	*	0	0	0
November 2031 . . . . .	57	14	*	*	*	0	0	0	57	14	*	*	*	0	0	0
November 2032 . . . . .	53	12	*	*	*	0	0	0	53	12	*	*	*	0	0	0
November 2033 . . . . .	49	10	*	*	*	0	0	0	49	10	*	*	*	0	0	0
November 2034 . . . . .	44	9	*	*	*	0	0	0	44	9	*	*	*	0	0	0
November 2035 . . . . .	39	7	*	*	*	0	0	0	39	7	*	*	*	0	0	0
November 2036 . . . . .	34	5	*	*	*	0	0	0	34	5	*	*	*	0	0	0
November 2037 . . . . .	28	4	*	*	*	0	0	0	28	4	*	*	*	0	0	0
November 2038 . . . . .	22	3	*	*	0	0	0	0	22	3	*	*	0	0	0	0
November 2039 . . . . .	15	1	*	*	0	0	0	0	15	1	*	*	0	0	0	0
November 2040 . . . . .	8	*	*	*	0	0	0	0	8	*	*	*	0	0	0	0
November 2041 . . . . .	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)** . . . . .	19.9	10.6	4.2	3.5	2.2	1.6	1.4	1.1	19.9	10.6	4.4	3.5	2.2	1.6	1.4	1.1

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

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

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

†† The weighted average life information set forth for this Class is based solely on assumed principal distributions.

## **Characteristics of the Residual Classes**

A Residual Certificate will be subject to certain transfer restrictions. See “Description of the Certificates—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—The Certificates—*Special Characteristics of the Residual Certificates*” in the REMIC Prospectus. You should consult your own tax advisor regarding the application of the Regulations to a transfer of a Residual Certificate.

## **CERTAIN ADDITIONAL FEDERAL INCOME TAX CONSEQUENCES**

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

### **U.S. Treasury Circular 230 Notice**

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

### **REMIC Elections and Special Tax Attributes**

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

### **Taxation of Beneficial Owners of Regular Certificates**

The Notional Classes and the Accrual 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	200% PSA
2	275% PSA
3	473% PSA
4	473% PSA
5	384% PSA
6	361% PSA
7	200% PSA
8	200% PSA

See “Material Federal Income Tax Consequences—Taxation of Beneficial Owners of Regular Certificates—*Treatment of Original Issue Discount*” in the REMIC Prospectus. No representation is made as to whether the Mortgage Loans underlying the MBS will prepay at any of those rates or any other rate. See “Description of the Certificates—Weighted Average Lives of the Certificates” in this prospectus supplement and “Yield, Maturity and Prepayment Considerations—Weighted Average Lives and Final Distribution Dates” in the REMIC Prospectus.

### **Taxation of Beneficial Owners of Residual Certificates**

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

### **Taxation of Beneficial Owners of RCR Certificates**

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

Generally, the ownership interest represented by an RCR certificate will be one of two types. A certificate of a Combination RCR Class (a “Combination RCR Certificate”) will represent beneficial ownership of undivided interests in one or more underlying Regular Certificates. A certificate of a Strip RCR Class (a “Strip RCR Certificate”) will represent the right to receive a disproportionate part of the principal or interest payments on one or more underlying Regular Certificates. 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 Credit Suisse (USA) LLC (the “Dealer”) in exchange for the Trust MBS, the SMBS and the Group 7 Underlying RCR Certificate. The Dealer proposes to offer the Certificates directly to the public from time to time in negotiated transactions at varying prices to be determined at the time of sale. The Dealer may effect these transactions to or through other dealers.

### **LEGAL MATTERS**

Sidley Austin LLP will provide legal representation for Fannie Mae. Bingham McCutchen LLP will provide legal representation for the Dealer.

## Group 7 Underlying RCR Certificate

Underlying REMIC Trust	Class	Date of Issue	CUSIP Number	Interest Rate	Interest Type(1)	Final Distribution Date	Principal Type(1)	Original Notional Principal Balance of Class	November 2011 Class Factor	Notional Principal Balance in the Lower Tier REMIC	Approximate Weighted Average WAC	Approximate Weighted Average WALA (in months)	
2011-119	IP	October 2011	3136A2LH4	4.5%	FIX/IO	February 2040	NTL	\$40,222,516	0.98830032	\$7,950,384.00	4.918%	322	29

(1) See “Description of the Certificates—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.

## 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								
PT	\$300,000,000	AT(3)	\$300,000,000	PT	(4)	WAC	3136A2P98	December 2041
IO	213,556,751(5)							
Recombination 2								
TP	150,000,000	BT(6)	150,000,000	PT	(7)	WAC	3136A2Q22	December 2041
IB	81,354,185(5)							
Recombination 3								
IP	33,333,333(5)	PI(8)	41,283,717(5)	NTL	4.50%	FIX/IO	3136A2Q30	March 2040
IM	7,950,384(5)							

(1) REMIC Certificates and RCR Certificates in each Recombination may be exchanged only in the proportions of *original* 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—The Certificates—Class Definitions and Abbreviations" in the REMIC Prospectus.

(3) The AT Class is an RCR Class formed from a combination of the PT Class in Group 3 and the IO Class in Group 5.

(4) For a description of this interest rate, see "Description of the Certificates—Distributions of Interest—The AT Class" in this prospectus supplement.

(5) Notional balances. These Classes are Interest Only Classes. See page S-9 for a description of how their notional balances are calculated.

(6) The BT Class is an RCR Class formed from a combination of the TP Class in Group 4 and the IB Class in Group 6.

(7) For a description of this interest rate, see "Description of the Certificates—Distributions of Interest—The BT Class" in this prospectus supplement.

(8) The PI Class is an RCR Class formed from a combination of the IP Class in Group 1 and the IM Class in Group 7.

## 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 . . . .	\$344,828,000.00	March 2016 . . . . .	\$182,884,907.76	July 2020 . . . . .	\$ 82,333,361.93
December 2011 . . . .	341,318,131.05	April 2016 . . . . .	180,412,443.52	August 2020 . . . . .	81,000,829.67
January 2012 . . . . .	337,723,674.23	May 2016 . . . . .	177,961,201.71	September 2020 . . .	79,688,339.04
February 2012 . . . .	334,046,994.10	June 2016 . . . . .	175,531,009.18	October 2020 . . . . .	78,395,600.52
March 2012 . . . . .	330,290,511.07	July 2016 . . . . .	173,121,694.15	November 2020 . . .	77,122,328.71
April 2012 . . . . .	326,565,680.84	August 2016 . . . . .	170,733,086.21	December 2020 . . .	75,868,242.19
May 2012 . . . . .	322,872,247.17	September 2016 . . .	168,365,016.32	January 2021 . . . . .	74,633,063.52
June 2012 . . . . .	319,209,955.87	October 2016 . . . . .	166,017,316.78	February 2021 . . . .	73,416,519.20
July 2012 . . . . .	315,578,554.77	November 2016 . . .	163,689,821.23	March 2021 . . . . .	72,218,339.56
August 2012 . . . . .	311,977,793.68	December 2016 . . .	161,382,364.65	April 2021 . . . . .	71,038,258.75
September 2012 . . .	308,407,424.43	January 2017 . . . . .	159,094,783.33	May 2021 . . . . .	69,876,014.67
October 2012 . . . . .	304,867,200.82	February 2017 . . . .	156,826,914.85	June 2021 . . . . .	68,731,348.93
November 2012 . . . .	301,356,878.59	March 2017 . . . . .	154,578,598.11	July 2021 . . . . .	67,604,006.76
December 2012 . . . .	297,876,215.45	April 2017 . . . . .	152,349,673.30	August 2021 . . . . .	66,493,737.02
January 2013 . . . . .	294,424,971.00	May 2017 . . . . .	150,139,981.86	September 2021 . . .	65,400,292.12
February 2013 . . . .	291,002,906.80	June 2017 . . . . .	147,949,366.53	October 2021 . . . . .	64,323,427.94
March 2013 . . . . .	287,609,786.26	July 2017 . . . . .	145,777,671.28	November 2021 . . .	63,262,903.84
April 2013 . . . . .	284,245,374.71	August 2017 . . . . .	143,624,741.33	December 2021 . . .	62,218,482.58
May 2013 . . . . .	280,909,439.34	September 2017 . . .	141,490,423.15	January 2022 . . . . .	61,189,930.24
June 2013 . . . . .	277,601,749.17	October 2017 . . . . .	139,374,564.42	February 2022 . . . .	60,177,016.26
July 2013 . . . . .	274,322,075.07	November 2017 . . .	137,277,014.06	March 2022 . . . . .	59,179,513.32
August 2013 . . . . .	271,070,189.76	December 2017 . . .	135,197,622.18	April 2022 . . . . .	58,197,197.30
September 2013 . . .	267,845,867.73	January 2018 . . . . .	133,136,240.09	May 2022 . . . . .	57,229,847.28
October 2013 . . . . .	264,648,885.30	February 2018 . . . .	131,092,720.29	June 2022 . . . . .	56,277,245.45
November 2013 . . . .	261,479,020.53	March 2018 . . . . .	129,066,916.46	July 2022 . . . . .	55,339,177.10
December 2013 . . . .	258,336,053.29	April 2018 . . . . .	127,058,683.45	August 2022 . . . . .	54,415,430.56
January 2014 . . . . .	255,219,765.17	May 2018 . . . . .	125,067,877.27	September 2022 . . .	53,505,797.14
February 2014 . . . .	252,129,939.53	June 2018 . . . . .	123,097,807.87	October 2022 . . . . .	52,610,071.13
March 2014 . . . . .	249,066,361.42	July 2018 . . . . .	121,156,945.79	November 2022 . . .	51,728,049.72
April 2014 . . . . .	246,028,817.63	August 2018 . . . . .	119,244,872.70	December 2022 . . .	50,859,533.00
May 2014 . . . . .	243,017,096.64	September 2018 . . .	117,361,176.10	January 2023 . . . . .	50,004,323.87
June 2014 . . . . .	240,030,988.61	October 2018 . . . . .	115,505,449.31	February 2023 . . . .	49,162,228.03
July 2014 . . . . .	237,070,285.37	November 2018 . . .	113,677,291.32	March 2023 . . . . .	48,333,053.96
August 2014 . . . . .	234,134,780.42	December 2018 . . .	111,876,306.77	April 2023 . . . . .	47,516,612.83
September 2014 . . .	231,224,268.89	January 2019 . . . . .	110,102,105.84	May 2023 . . . . .	46,712,718.51
October 2014 . . . . .	228,338,547.56	February 2019 . . . .	108,354,304.20	June 2023 . . . . .	45,921,187.50
November 2014 . . . .	225,477,414.82	March 2019 . . . . .	106,632,522.88	July 2023 . . . . .	45,141,838.92
December 2014 . . . .	222,640,670.66	April 2019 . . . . .	104,936,388.27	August 2023 . . . . .	44,374,494.46
January 2015 . . . . .	219,828,116.68	May 2019 . . . . .	103,265,531.99	September 2023 . . .	43,618,978.34
February 2015 . . . .	217,039,556.04	June 2019 . . . . .	101,619,590.83	October 2023 . . . . .	42,875,117.26
March 2015 . . . . .	214,274,793.49	July 2019 . . . . .	99,998,206.69	November 2023 . . .	42,142,740.42
April 2015 . . . . .	211,533,635.33	August 2019 . . . . .	98,401,026.51	December 2023 . . .	41,421,679.42
May 2015 . . . . .	208,815,889.40	September 2019 . . .	96,827,702.18	January 2024 . . . . .	40,711,768.28
June 2015 . . . . .	206,121,365.06	October 2019 . . . . .	95,277,890.50	February 2024 . . . .	40,012,843.37
July 2015 . . . . .	203,449,873.22	November 2019 . . .	93,751,253.07	March 2024 . . . . .	39,324,743.38
August 2015 . . . . .	200,801,226.28	December 2019 . . .	92,247,456.29	April 2024 . . . . .	38,647,309.32
September 2015 . . .	198,175,238.14	January 2020 . . . . .	90,766,171.22	May 2024 . . . . .	37,980,384.44
October 2015 . . . . .	195,571,724.17	February 2020 . . . .	89,307,073.57	June 2024 . . . . .	37,323,814.24
November 2015 . . . .	192,990,501.23	March 2020 . . . . .	87,869,843.58	July 2024 . . . . .	36,677,446.42
December 2015 . . . .	190,431,387.63	April 2020 . . . . .	86,454,166.04	August 2024 . . . . .	36,041,130.84
January 2016 . . . . .	187,894,203.15	May 2020 . . . . .	85,059,730.15	September 2024 . . .	35,414,719.52
February 2016 . . . .	185,378,768.98	June 2020 . . . . .	83,686,229.48	October 2024 . . . . .	34,798,066.57

# **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>
November 2024 . . . .	\$ 34,191,028.20	June 2029 . . . . .	\$ 12,156,496.57	January 2034 . . . . .	\$ 3,347,464.98
December 2024 . . . .	33,593,462.66	July 2029 . . . . .	11,911,130.84	February 2034 . . . . .	3,253,772.97
January 2025 . . . . .	33,005,230.23	August 2029 . . . . .	11,669,835.60	March 2034 . . . . .	3,161,799.05
February 2025 . . . . .	32,426,193.17	September 2029 . . .	11,432,548.85	April 2034 . . . . .	3,071,515.82
March 2025 . . . . .	31,856,215.74	October 2029 . . . . .	11,199,209.49	May 2034 . . . . .	2,982,896.26
April 2025 . . . . .	31,295,164.10	November 2029 . . . .	10,969,757.32	June 2034 . . . . .	2,895,913.77
May 2025 . . . . .	30,742,906.35	December 2029 . . . .	10,744,133.01	July 2034 . . . . .	2,810,542.15
June 2025 . . . . .	30,199,312.47	January 2030 . . . . .	10,522,278.09	August 2034 . . . . .	2,726,755.56
July 2025 . . . . .	29,664,254.29	February 2030 . . . . .	10,304,134.96	September 2034 . . .	2,644,528.59
August 2025 . . . . .	29,137,605.49	March 2030 . . . . .	10,089,646.82	October 2034 . . . . .	2,563,836.19
September 2025 . . .	28,619,241.54	April 2030 . . . . .	9,878,757.75	November 2034 . . . .	2,484,653.68
October 2025 . . . . .	28,109,039.70	May 2030 . . . . .	9,671,412.61	December 2034 . . . .	2,406,956.77
November 2025 . . . .	27,606,878.99	June 2030 . . . . .	9,467,557.08	January 2035 . . . . .	2,330,721.50
December 2025 . . . .	27,112,640.17	July 2030 . . . . .	9,267,137.62	February 2035 . . . . .	2,255,924.30
January 2026 . . . . .	26,626,205.68	August 2030 . . . . .	9,070,101.49	March 2035 . . . . .	2,182,541.95
February 2026 . . . . .	26,147,459.68	September 2030 . . .	8,876,396.72	April 2035 . . . . .	2,110,551.57
March 2026 . . . . .	25,676,287.96	October 2030 . . . . .	8,685,972.07	May 2035 . . . . .	2,039,930.62
April 2026 . . . . .	25,212,577.98	November 2030 . . . .	8,498,777.09	June 2035 . . . . .	1,970,656.91
May 2026 . . . . .	24,756,218.77	December 2030 . . . .	8,314,762.04	July 2035 . . . . .	1,902,708.59
June 2026 . . . . .	24,307,101.00	January 2031 . . . . .	8,133,877.92	August 2035 . . . . .	1,836,064.11
July 2026 . . . . .	23,865,116.88	February 2031 . . . . .	7,956,076.46	September 2035 . . .	1,770,702.28
August 2026 . . . . .	23,430,160.17	March 2031 . . . . .	7,781,310.06	October 2035 . . . . .	1,706,602.21
September 2026 . . .	23,002,126.16	April 2031 . . . . .	7,609,531.85	November 2035 . . . .	1,643,743.32
October 2026 . . . . .	22,580,911.66	May 2031 . . . . .	7,440,695.65	December 2035 . . . .	1,582,105.36
November 2026 . . . .	22,166,414.93	June 2031 . . . . .	7,274,755.93	January 2036 . . . . .	1,521,668.37
December 2026 . . . .	21,758,535.71	July 2031 . . . . .	7,111,667.85	February 2036 . . . . .	1,462,412.69
January 2027 . . . . .	21,357,175.20	August 2031 . . . . .	6,951,387.23	March 2036 . . . . .	1,404,318.98
February 2027 . . . . .	20,962,235.98	September 2031 . . .	6,793,870.52	April 2036 . . . . .	1,347,368.17
March 2027 . . . . .	20,573,622.07	October 2031 . . . . .	6,639,074.83	May 2036 . . . . .	1,291,541.48
April 2027 . . . . .	20,191,238.86	November 2031 . . . .	6,486,957.89	June 2036 . . . . .	1,236,820.42
May 2027 . . . . .	19,814,993.09	December 2031 . . . .	6,337,478.05	July 2036 . . . . .	1,183,186.79
June 2027 . . . . .	19,444,792.85	January 2032 . . . . .	6,190,594.29	August 2036 . . . . .	1,130,622.65
July 2027 . . . . .	19,080,547.56	February 2032 . . . . .	6,046,266.17	September 2036 . . .	1,079,110.35
August 2027 . . . . .	18,722,167.95	March 2032 . . . . .	5,904,453.87	October 2036 . . . . .	1,028,632.48
September 2027 . . .	18,369,566.02	April 2032 . . . . .	5,765,118.13	November 2036 . . . .	979,171.93
October 2027 . . . . .	18,022,655.05	May 2032 . . . . .	5,628,220.29	December 2036 . . . .	930,711.82
November 2027 . . . .	17,681,349.57	June 2032 . . . . .	5,493,722.26	January 2037 . . . . .	883,235.55
December 2027 . . . .	17,345,565.34	July 2032 . . . . .	5,361,586.50	February 2037 . . . . .	836,726.75
January 2028 . . . . .	17,015,219.34	August 2032 . . . . .	5,231,776.04	March 2037 . . . . .	791,169.32
February 2028 . . . . .	16,690,229.76	September 2032 . . .	5,104,254.43	April 2037 . . . . .	746,547.40
March 2028 . . . . .	16,370,515.95	October 2032 . . . . .	4,978,985.78	May 2037 . . . . .	702,845.37
April 2028 . . . . .	16,055,998.44	November 2032 . . . .	4,855,934.74	June 2037 . . . . .	660,047.85
May 2028 . . . . .	15,746,598.90	December 2032 . . . .	4,735,066.46	July 2037 . . . . .	618,139.68
June 2028 . . . . .	15,442,240.14	January 2033 . . . . .	4,616,346.61	August 2037 . . . . .	577,105.97
July 2028 . . . . .	15,142,846.09	February 2033 . . . . .	4,499,741.38	September 2037 . . .	536,932.01
August 2028 . . . . .	14,848,341.78	March 2033 . . . . .	4,385,217.46	October 2037 . . . . .	497,603.35
September 2028 . . .	14,558,653.31	April 2033 . . . . .	4,272,742.02	November 2037 . . . .	459,105.76
October 2028 . . . . .	14,273,707.87	May 2033 . . . . .	4,162,282.74	December 2037 . . . .	421,425.20
November 2028 . . . .	13,993,433.69	June 2033 . . . . .	4,053,807.74	January 2038 . . . . .	384,547.88
December 2028 . . . .	13,717,760.05	July 2033 . . . . .	3,947,285.67	February 2038 . . . . .	348,460.21
January 2029 . . . . .	13,446,617.26	August 2033 . . . . .	3,842,685.59	March 2038 . . . . .	313,148.79
February 2029 . . . . .	13,179,936.63	September 2033 . . .	3,739,977.06	April 2038 . . . . .	278,600.45
March 2029 . . . . .	12,917,650.47	October 2033 . . . . .	3,639,130.07	May 2038 . . . . .	244,802.22
April 2029 . . . . .	12,659,692.07	November 2033 . . . .	3,540,115.06		
May 2029 . . . . .	12,405,995.70	December 2033 . . . .	3,442,902.93		

### ***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>
June 2038 . . . . .	\$ 211,741.32	September 2038 . . .	\$ 116,857.79	December 2038 . . . .	\$ 28,168.95
July 2038 . . . . .	179,405.17	October 2038 . . . . .	86,622.37	January 2039 and thereafter . . . . .	0.00
August 2038 . . . . .	147,781.39	November 2038 . . . .	57,063.30		

### ***LP Class Planned Balances***

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
Initial Balance . . . . .	\$99,589,000.00	October 2015 . . . . .	\$61,010,868.45	September 2019 . . . .	\$31,126,008.03
December 2011 . . . . .	99,023,580.22	November 2015 . . . . .	60,238,786.45	October 2019 . . . . .	30,637,598.16
January 2012 . . . . .	98,503,616.82	December 2015 . . . . .	59,473,263.84	November 2019 . . . . .	30,156,413.45
February 2012 . . . . .	97,954,414.96	January 2016 . . . . .	58,714,247.35	December 2019 . . . . .	29,682,350.56
March 2012 . . . . .	97,376,301.42	February 2016 . . . . .	57,961,684.11	January 2020 . . . . .	29,215,307.60
April 2012 . . . . .	96,769,625.42	March 2016 . . . . .	57,215,521.69	February 2020 . . . . .	28,755,184.08
May 2012 . . . . .	96,134,758.23	April 2016 . . . . .	56,475,708.06	March 2020 . . . . .	28,301,880.94
June 2012 . . . . .	95,472,092.88	May 2016 . . . . .	55,742,191.63	April 2020 . . . . .	27,855,300.50
July 2012 . . . . .	94,782,043.75	June 2016 . . . . .	55,014,921.19	May 2020 . . . . .	27,415,346.46
August 2012 . . . . .	94,065,046.11	July 2016 . . . . .	54,293,845.96	June 2020 . . . . .	26,981,923.87
September 2012 . . . .	93,321,555.76	August 2016 . . . . .	53,578,915.56	July 2020 . . . . .	26,554,939.09
October 2012 . . . . .	92,552,048.48	September 2016 . . . .	52,870,080.01	August 2020 . . . . .	26,134,299.81
November 2012 . . . . .	91,757,019.60	October 2016 . . . . .	52,167,289.73	September 2020 . . . .	25,719,915.03
December 2012 . . . . .	90,936,983.44	November 2016 . . . . .	51,470,495.53	October 2020 . . . . .	25,311,695.00
January 2013 . . . . .	90,092,472.74	December 2016 . . . . .	50,779,648.61	November 2020 . . . . .	24,909,551.25
February 2013 . . . . .	89,224,038.16	January 2017 . . . . .	50,094,700.57	December 2020 . . . . .	24,513,396.54
March 2013 . . . . .	88,332,247.60	February 2017 . . . . .	49,415,603.39	January 2021 . . . . .	24,123,144.87
April 2013 . . . . .	87,417,685.65	March 2017 . . . . .	48,742,309.43	February 2021 . . . . .	23,738,711.42
May 2013 . . . . .	86,480,952.89	April 2017 . . . . .	48,074,771.44	March 2021 . . . . .	23,360,012.59
June 2013 . . . . .	85,522,665.29	May 2017 . . . . .	47,412,942.53	April 2021 . . . . .	22,986,965.94
July 2013 . . . . .	84,543,453.47	June 2017 . . . . .	46,756,776.20	May 2021 . . . . .	22,619,490.20
August 2013 . . . . .	83,572,479.74	July 2017 . . . . .	46,106,226.31	June 2021 . . . . .	22,257,505.22
September 2013 . . . .	82,609,677.45	August 2017 . . . . .	45,461,247.10	July 2021 . . . . .	21,900,932.02
October 2013 . . . . .	81,654,980.49	September 2017 . . . .	44,821,793.15	August 2021 . . . . .	21,549,692.68
November 2013 . . . . .	80,708,323.29	October 2017 . . . . .	44,187,819.44	September 2021 . . . .	21,203,710.41
December 2013 . . . . .	79,769,640.77	November 2017 . . . . .	43,559,281.28	October 2021 . . . . .	20,862,909.48
January 2014 . . . . .	78,838,868.40	December 2017 . . . . .	42,936,134.34	November 2021 . . . . .	20,527,215.25
February 2014 . . . . .	77,915,942.14	January 2018 . . . . .	42,318,334.66	December 2021 . . . . .	20,196,554.11
March 2014 . . . . .	77,000,798.47	February 2018 . . . . .	41,705,838.61	January 2022 . . . . .	19,870,853.48
April 2014 . . . . .	76,093,374.38	March 2018 . . . . .	41,098,602.92	February 2022 . . . . .	19,550,041.84
May 2014 . . . . .	75,193,607.34	April 2018 . . . . .	40,496,584.67	March 2022 . . . . .	19,234,048.63
June 2014 . . . . .	74,301,435.33	May 2018 . . . . .	39,899,741.26	April 2022 . . . . .	18,922,804.32
July 2014 . . . . .	73,416,796.84	June 2018 . . . . .	39,308,030.46	May 2022 . . . . .	18,616,240.34
August 2014 . . . . .	72,539,630.82	July 2018 . . . . .	38,721,410.36	June 2022 . . . . .	18,314,289.09
September 2014 . . . .	71,669,876.73	August 2018 . . . . .	38,139,839.39	July 2022 . . . . .	18,016,883.93
October 2014 . . . . .	70,807,474.49	September 2018 . . . .	37,563,276.29	August 2022 . . . . .	17,723,959.15
November 2014 . . . . .	69,952,364.52	October 2018 . . . . .	36,991,680.18	September 2022 . . . .	17,435,449.97
December 2014 . . . . .	69,104,487.70	November 2018 . . . . .	36,425,010.45	October 2022 . . . . .	17,151,292.54
January 2015 . . . . .	68,263,785.37	December 2018 . . . . .	35,863,226.85	November 2022 . . . . .	16,871,423.88
February 2015 . . . . .	67,430,199.37	January 2019 . . . . .	35,306,289.43	December 2022 . . . . .	16,595,781.92
March 2015 . . . . .	66,603,671.97	February 2019 . . . . .	34,756,176.98	January 2023 . . . . .	16,324,305.46
April 2015 . . . . .	65,784,145.92	March 2019 . . . . .	34,214,171.13	February 2023 . . . . .	16,056,934.17
May 2015 . . . . .	64,971,564.41	April 2019 . . . . .	33,680,156.19	March 2023 . . . . .	15,793,608.56
June 2015 . . . . .	64,165,871.10	May 2019 . . . . .	33,154,018.09	April 2023 . . . . .	15,534,269.99
July 2015 . . . . .	63,367,010.09	June 2019 . . . . .	32,635,644.34	May 2023 . . . . .	15,278,860.65
August 2015 . . . . .	62,574,925.91	July 2019 . . . . .	32,124,924.07	June 2023 . . . . .	15,027,323.54
September 2015 . . . .	61,789,563.55	August 2019 . . . . .	31,621,747.90	July 2023 . . . . .	14,779,602.47

***LP Class (Continued)***

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
August 2023 . . . . .	\$14,535,642.04	March 2028 . . . . .	\$ 5,576,232.08	October 2032 . . . . .	\$ 1,859,159.16
September 2023 . . . .	14,295,387.64	April 2028 . . . . .	5,474,614.94	November 2032 . . . .	1,818,320.72
October 2023 . . . . .	14,058,785.43	May 2028 . . . . .	5,374,614.77	December 2032 . . . .	1,778,180.38
November 2023 . . . .	13,825,782.32	June 2028 . . . . .	5,276,207.49	January 2033 . . . . .	1,738,727.34
December 2023 . . . .	13,596,325.99	July 2028 . . . . .	5,179,369.32	February 2033 . . . .	1,699,950.98
January 2024 . . . . .	13,370,364.86	August 2028 . . . . .	5,084,076.87	March 2033 . . . . .	1,661,840.83
February 2024 . . . .	13,147,848.06	September 2028 . . .	4,990,307.04	April 2033 . . . . .	1,624,386.55
March 2024 . . . . .	12,928,725.45	October 2028 . . . .	4,898,037.10	May 2033 . . . . .	1,587,577.99
April 2024 . . . . .	12,712,947.62	November 2028 . . .	4,807,244.62	June 2033 . . . . .	1,551,405.12
May 2024 . . . . .	12,500,465.83	December 2028 . . .	4,717,907.52	July 2033 . . . . .	1,515,858.08
June 2024 . . . . .	12,291,232.06	January 2029 . . . .	4,630,004.01	August 2033 . . . . .	1,480,927.12
July 2024 . . . . .	12,085,198.93	February 2029 . . .	4,543,512.64	September 2033 . . .	1,446,602.68
August 2024 . . . . .	11,882,319.78	March 2029 . . . . .	4,458,412.24	October 2033 . . . .	1,412,875.30
September 2024 . . .	11,682,548.57	April 2029 . . . . .	4,374,681.96	November 2033 . . .	1,379,735.69
October 2024 . . . .	11,485,839.95	May 2029 . . . . .	4,292,301.27	December 2033 . . .	1,347,174.67
November 2024 . . .	11,292,149.18	June 2029 . . . . .	4,211,249.90	January 2034 . . . .	1,315,183.22
December 2024 . . .	11,101,432.18	July 2029 . . . . .	4,131,507.89	February 2034 . . .	1,283,752.43
January 2025 . . . .	10,913,645.48	August 2029 . . . .	4,053,055.58	March 2034 . . . . .	1,252,873.55
February 2025 . . . .	10,728,746.23	September 2029 . . .	3,975,873.57	April 2034 . . . . .	1,222,537.93
March 2025 . . . . .	10,546,692.20	October 2029 . . . .	3,899,942.76	May 2034 . . . . .	1,192,737.06
April 2025 . . . . .	10,367,441.75	November 2029 . . .	3,825,244.31	June 2034 . . . . .	1,163,462.56
May 2025 . . . . .	10,190,953.83	December 2029 . . .	3,751,759.66	July 2034 . . . . .	1,134,706.16
June 2025 . . . . .	10,017,187.98	January 2030 . . . .	3,679,470.52	August 2034 . . . .	1,106,459.74
July 2025 . . . . .	9,846,104.31	February 2030 . . .	3,608,358.86	September 2034 . . .	1,078,715.27
August 2025 . . . . .	9,677,663.51	March 2030 . . . . .	3,538,406.92	October 2034 . . . .	1,051,464.86
September 2025 . . .	9,511,826.80	April 2030 . . . . .	3,469,597.19	November 2034 . . .	1,024,700.71
October 2025 . . . .	9,348,555.98	May 2030 . . . . .	3,401,912.41	December 2034 . . .	998,415.18
November 2025 . . .	9,187,813.39	June 2030 . . . . .	3,335,335.57	January 2035 . . . .	972,600.70
December 2025 . . .	9,029,561.90	July 2030 . . . . .	3,269,849.92	February 2035 . . .	947,249.83
January 2026 . . . .	8,873,764.90	August 2030 . . . .	3,205,438.93	March 2035 . . . . .	922,355.24
February 2026 . . . .	8,720,386.32	September 2030 . . .	3,142,086.34	April 2035 . . . . .	897,909.71
March 2026 . . . . .	8,569,390.59	October 2030 . . . .	3,079,776.09	May 2035 . . . . .	873,906.13
April 2026 . . . . .	8,420,742.66	November 2030 . . .	3,018,492.38	June 2035 . . . . .	850,337.50
May 2026 . . . . .	8,274,407.96	December 2030 . . .	2,958,219.64	July 2035 . . . . .	827,196.89
June 2026 . . . . .	8,130,352.43	January 2031 . . . .	2,898,942.50	August 2035 . . . .	804,477.52
July 2026 . . . . .	7,988,542.50	February 2031 . . .	2,840,645.84	September 2035 . . .	782,172.69
August 2026 . . . . .	7,848,945.05	March 2031 . . . . .	2,783,314.75	October 2035 . . . .	760,275.79
September 2026 . . .	7,711,527.47	April 2031 . . . . .	2,726,934.53	November 2035 . . .	738,780.33
October 2026 . . . .	7,576,257.59	May 2031 . . . . .	2,671,490.70	December 2035 . . .	717,679.89
November 2026 . . .	7,443,103.70	June 2031 . . . . .	2,616,969.01	January 2036 . . . .	696,968.17
December 2026 . . .	7,312,034.57	July 2031 . . . . .	2,563,355.37	February 2036 . . .	676,638.96
January 2027 . . . .	7,183,019.38	August 2031 . . . .	2,510,635.95	March 2036 . . . . .	656,686.13
February 2027 . . . .	7,056,027.78	September 2031 . . .	2,458,797.07	April 2036 . . . . .	637,103.65
March 2027 . . . . .	6,931,029.83	October 2031 . . . .	2,407,825.29	May 2036 . . . . .	617,885.58
April 2027 . . . . .	6,807,996.03	November 2031 . . .	2,357,707.35	June 2036 . . . . .	599,026.08
May 2027 . . . . .	6,686,897.31	December 2031 . . .	2,308,430.18	July 2036 . . . . .	580,519.37
June 2027 . . . . .	6,567,705.00	January 2032 . . . .	2,259,980.91	August 2036 . . . .	562,359.78
July 2027 . . . . .	6,450,390.85	February 2032 . . .	2,212,346.84	September 2036 . . .	544,541.73
August 2027 . . . . .	6,334,927.01	March 2032 . . . . .	2,165,515.48	October 2036 . . . .	527,059.69
September 2027 . . .	6,221,286.04	April 2032 . . . . .	2,119,474.50	November 2036 . . .	509,908.24
October 2027 . . . .	6,109,440.88	May 2032 . . . . .	2,074,211.77	December 2036 . . .	493,082.05
November 2027 . . .	5,999,364.85	June 2032 . . . . .	2,029,715.32	January 2037 . . . .	476,575.84
December 2027 . . .	5,891,031.68	July 2032 . . . . .	1,985,973.36	February 2037 . . .	460,384.44
January 2028 . . . .	5,784,415.46	August 2032 . . . .	1,942,974.28	March 2037 . . . . .	444,502.73
February 2028 . . . .	5,679,490.65	September 2032 . . .	1,900,706.64	April 2037 . . . . .	428,925.68

***LP Class (Continued)***

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
May 2037 . . . . .	\$ 413,648.35	July 2038 . . . . .	\$ 228,632.51	September 2039 . . . .	\$ 89,630.26
June 2037 . . . . .	398,665.85	August 2038 . . . . .	217,304.69	October 2039 . . . . .	81,193.77
July 2037 . . . . .	383,973.38	September 2038 . . . .	206,206.78	November 2039 . . . . .	72,938.70
August 2037 . . . . .	369,566.20	October 2038 . . . . .	195,334.96	December 2039 . . . . .	64,861.96
September 2037 . . . .	355,439.65	November 2038 . . . . .	184,685.45	January 2040 . . . . .	56,960.52
October 2037 . . . . .	341,589.15	December 2038 . . . . .	174,254.57	February 2040 . . . . .	49,231.40
November 2037 . . . . .	328,010.16	January 2039 . . . . .	164,038.65	March 2040 . . . . .	41,671.65
December 2037 . . . . .	314,698.24	February 2039 . . . . .	154,034.10	April 2040 . . . . .	34,278.39
January 2038 . . . . .	301,649.00	March 2039 . . . . .	144,237.40	May 2040 . . . . .	27,048.77
February 2038 . . . . .	288,858.13	April 2039 . . . . .	134,645.04	June 2040 . . . . .	19,979.98
March 2038 . . . . .	276,321.36	May 2039 . . . . .	125,253.60	July 2040 . . . . .	13,069.27
April 2038 . . . . .	264,034.50	June 2039 . . . . .	116,059.71	August 2040 . . . . .	6,313.90
May 2038 . . . . .	251,993.44	July 2039 . . . . .	107,060.03	September 2040 and thereafter . . . . .	0.00
June 2038 . . . . .	240,194.11	August 2039 . . . . .	98,251.29		

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**\$1,423,094,280**



## Guaranteed REMIC Pass-Through Certificates

**Fannie Mae REMIC Trust 2011-131**

## *PROSPECTUS SUPPLEMENT*

**Credit Suisse**

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November 22, 2011

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