

\$175,010,000



FannieMae®

**Guaranteed REMIC Pass-Through Certificates
Fannie Mae REMIC Trust 2011-138**

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 classes), 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.

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

| <i>Class</i> | <i>Group</i> | <i>Original Class Balance</i> | <i>Principal Type(1)</i> | <i>Interest Rate</i> | <i>Interest Type(1)</i> | <i>CUSIP Number</i> | <i>Final Distribution Date</i> |
|---------------|--------------|---------------------------------------|------------------------------|--------------------------|-----------------------------|-------------------------|--|
| GA | 1 | \$100,000,000 | PT | 2.0% | FIX | 3136A26E8 | January 2022 |
| IG | 1 | 33,333,333(2) | NTL | 3.0 | FIX/IO | 3136A26F5 | January 2022 |
| MB(3) | 2 | 69,500,000 | SEQ/AD | 3.5 | FIX | 3136A26G3 | March 2039 |
| ZM(3) | 2 | 5,500,000 | SEQ/AD | 3.5 | FIX/Z | 3136A26H1 | January 2042 |
| MZ | 2 | 10,000 | SEQ | 3.5 | FIX/Z | 3136A26J7 | January 2042 |
| R | | 0 | NPR | 0 | NPR | 3136A26K4 | January 2042 |

- (1) See "Description of the Certificates—The Certificates—Class Definitions and Abbreviations" in the REMIC prospectus.
- (2) Notional balance. This class is an interest only class. See page S-6 for a description of how its notional balance is calculated.
- (3) Exchangeable classes.

If you own certificates of certain classes, you can exchange them for certificates of the corresponding RCR class to be delivered at the time of exchange. The MA Class is the RCR class. For a more detailed description of the RCR class, 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 December 30, 2011.

Carefully consider the risk factors on page S-7 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.

Jefferies

December 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”); 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 is incorporated by reference in this prospectus supplement. This means that we are disclosing information in that document by referring you to it. That document is considered part of this prospectus supplement, so you should read this prospectus supplement, and any applicable supplements or amendments, together with that document.

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

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

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

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

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

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 November 28, 2011, Fitch Ratings Limited ("Fitch") affirmed the long-term issuer default rating and senior unsecured debt rating of Fannie Mae at "AAA", but revised its Ratings Outlook on Fannie Mae's long-term issuer default rating to Negative from Stable. This action followed a similar action by Fitch on 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 December 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 |

Group 1 and Group 2

Characteristics of the 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 | \$100,000,000 | 3.00% | 3.25% to 5.50% | 85 to 120 |
| Group 2 MBS | \$ 75,010,000 | 3.50% | 3.75% to 6.00% | 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 | \$100,000,000 | 120 | 117 | 3 | 3.450% |
| Group 2 MBS | \$ 75,010,000 | 360 | 345 | 13 | 3.967% |

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

Settlement Date

We expect to issue the certificates on December 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>Physical</u> |
|------------------------------------|-----------------|
| All classes other than the R Class | R Class |

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 combination 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.

Notional Class

The notional principal balance of the notional class will equal the percentage of the outstanding balance specified below immediately before the related distribution date:

| <u>Class</u> | |
|--------------|--------------------------------|
| IG | 33.3333330000% of the GA Class |

Distributions of Principal

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

Weighted Average Lives (years)*

| <u>Group 1 Classes</u> | | <u>PSA Prepayment Assumption</u> | | | | | | | |
|------------------------|--|----------------------------------|-------------|-------------|-------------|-------------|-------------|-------------|--------------|
| | | <u>0%</u> | <u>100%</u> | <u>250%</u> | <u>375%</u> | <u>500%</u> | <u>700%</u> | <u>900%</u> | |
| GA and IG | | 5.5 | 4.5 | 3.7 | 3.2 | 2.8 | 2.3 | 2.0 | |
| <u>Group 2 Classes</u> | | <u>PSA Prepayment Assumption</u> | | | | | | | |
| | | <u>0%</u> | <u>100%</u> | <u>150%</u> | <u>225%</u> | <u>300%</u> | <u>500%</u> | <u>700%</u> | <u>1000%</u> |
| MB | | 16.9 | 8.0 | 6.3 | 4.7 | 3.8 | 2.4 | 1.8 | 1.2 |
| ZM | | 28.6 | 23.4 | 20.9 | 17.3 | 14.3 | 9.2 | 6.5 | 4.2 |
| MZ | | 30.0 | 28.7 | 28.7 | 28.6 | 28.1 | 22.8 | 16.7 | 10.7 |
| MA | | 19.3 | 10.0 | 8.0 | 6.1 | 4.8 | 3.0 | 2.2 | 1.5 |

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

ADDITIONAL RISK FACTOR

The rate of prepayment of relocation mortgage loans may be higher than that of non-relocation mortgage loans. The mortgage loans underlying the Group 2 MBS are relocation mortgage loans made to borrowers whose employers frequently relocate their employees. Accordingly, the rate of prepayment of these mortgage loans will be influenced by:

- the circumstances of individual employees and employers,
- the characteristics of the relocation programs and

- the occurrence and timing of the relocation of the borrowers.

It is possible that borrowers under relocation mortgage loans are more likely than other borrowers to be transferred by their employers. If so, relocation mortgage loans would experience a higher rate of prepayment than non-relocation mortgage loans. Because many unpredictable factors affect the prepayment rate of relocation mortgage loans, we cannot estimate the prepayment experience of such mortgage loans. We are unaware of any conclusive data on the prepayment rate of relocation mortgage loans.

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 December 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 two groups of Fannie Mae Guaranteed Mortgage Pass-Through Certificates (the “Group 1 MBS” and “Group 2 MBS,” together, 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 constitute a “real estate mortgage investment conduit” (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 interest” of the REMIC. The REMIC Certificates other than the R Class are collectively

referred to as the “Regular Classes” or “Regular Certificates,” and the R Class is referred to as the “Residual Class” or “Residual Certificate.”

| | <u>Assets</u> | <u>Regular Interests</u> | <u>Residual Interest</u> |
|-----------------|---------------|--|--------------------------|
| REMIC | MBS | All Classes of REMIC Certificates other than the R Class | R |

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

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

We will issue the Residual Certificates in fully registered, certificated form. The “Holder” or “Certificateholder” of the Residual Certificate is its registered owner. The 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 the Residual Certificate and may require payment to cover any tax or other governmental charge. See also “—Characteristics of the Residual Class” below.

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

| <u>Classes</u> | <u>Denominations</u> |
|--|--|
| Interest Only Class | \$100,000 minimum plus whole dollar increments |
| All other Classes (except the R Class) | \$1,000 minimum plus whole dollar increments |

The MBS

The MBS provide that principal and interest on the related Mortgage Loans are passed through monthly. The Mortgage Loans underlying the 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 10 years in the case of the Group 1 MBS, and up to 30 years in the case of the Group 2 MBS.

In addition, the Mortgage Loans underlying the Group 2 MBS are relocation mortgage loans made under agreements between lenders and employers that frequently relocate their employees. For additional information, see “Additional Risk Factors—*The rate of prepayment of relocation mortgage loans may be higher than that of nonrelocation mortgage loans*” in this prospectus supplement and “The Mortgage Loans—Special Feature Mortgage Loans—*Relocation Loans*” in the MBS Prospectus.

For additional information, see “Summary— Group 1 and Group 2—Characteristics of the 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.

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 Classes)

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 Classes, see “—*Accrual Classes*” 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 Classes | — |

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

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

Distributions of Principal

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

- *Group 1*

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

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

- *Group 2*

The ZM Accrual Amount to MB until retired, and thereafter to ZM. } Accretion Directed Class and Accrual Class

The MZ Accrual Amount to MB and ZM, in that order, until retired, and thereafter to MZ. } Accretion Directed Classes and Accrual Class

The Group 2 Cash Flow Distribution Amount to MB, ZM and MZ, in that order until retired. } Sequential Pay Classes

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

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

The “Group 2 Cash Flow Distribution Amount” is the principal then paid on the Group 2 MBS.

Structuring Assumptions

Pricing Assumptions. Except where otherwise noted, the information in the tables in this prospectus supplement has been prepared based on the following assumptions (the “Pricing Assumptions”):

- the Mortgage Loans underlying the MBS have the original terms to maturity, remaining terms to maturity, loan ages and interest rates specified under “Summary—Group 1 and Group 2—Assumed Characteristics of the Underlying Mortgage Loans” in this prospectus supplement;

- the Mortgage Loans prepay at the constant percentages of PSA specified in the related tables;
- the settlement date for the Certificates is December 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.

Yield Table for the Fixed Rate Interest Only Class

The table below illustrates the sensitivity of the pre-tax corporate bond equivalent yields to maturity of the applicable Class to various constant percentages of PSA. **The table below is provided for illustrative purposes only and is not intended as a forecast or prediction of the actual yields on the applicable Class.** We calculated the yields set forth in the table by

- determining the monthly discount rates that, when applied to the assumed streams of cash flows to be paid on the applicable Class, would cause the discounted present values of the assumed streams of cash flows to equal the assumed aggregate purchase price of that Class, 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 price of the applicable Certificates will be as assumed.

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

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

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

| <u>Class</u> | <u>% PSA</u> |
|--------------|--------------|
| IG..... | 483% |

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 IG Class would lose money on their initial investments.

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

| <u>Class</u> | <u>Price*</u> |
|--------------|---------------|
| IG. | 8.25% |

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

Sensitivity of the IG Class to Prepayments

| | PSA Prepayment Assumption | | | | | | |
|--------------------------------------|---------------------------|-------------|-------------|-------------|-------------|-------------|-------------|
| | <u>50%</u> | <u>100%</u> | <u>250%</u> | <u>375%</u> | <u>500%</u> | <u>700%</u> | <u>900%</u> |
| Pre-Tax Yields to Maturity | 20.1% | 17.9% | 11.1% | 5.2% | (0.8)% | (10.9)% | (21.4)% |

Weighted Average Lives of the Certificates

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

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

- the timing of changes in the rate of principal distributions, and
- the priority sequences of distributions of principal of the Group 2 Classes.

See “—Distributions of Principal” above.

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

Decrement Tables

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

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

| <u>Mortgage Loans Backing Trust Assets Specified Below</u> | <u>Original and Remaining Terms to Maturity</u> | <u>Interest Rates</u> |
|--|---|---------------------------|
| Group 1 MBS | 120 months | 5.50% |
| Group 2 MBS | 360 months | 6.00% |

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, 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 | GA and IG† Classes | | | | | | |
|---|---------------------------|------|------|------|------|------|------|
| | PSA Prepayment Assumption | | | | | | |
| | 0% | 100% | 250% | 375% | 500% | 700% | 900% |
| Initial Percent | 100 | 100 | 100 | 100 | 100 | 100 | 100 |
| December 2012 | 92 | 89 | 87 | 85 | 82 | 79 | 75 |
| December 2013 | 84 | 77 | 70 | 64 | 58 | 50 | 41 |
| December 2014 | 76 | 64 | 53 | 44 | 36 | 26 | 17 |
| December 2015 | 66 | 52 | 39 | 30 | 22 | 13 | 7 |
| December 2016 | 57 | 41 | 28 | 19 | 13 | 6 | 3 |
| December 2017 | 47 | 31 | 19 | 12 | 7 | 3 | 1 |
| December 2018 | 36 | 22 | 12 | 7 | 4 | 1 | * |
| December 2019 | 25 | 13 | 7 | 3 | 2 | * | * |
| December 2020 | 13 | 5 | 2 | 1 | 1 | * | * |
| December 2021 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Weighted Average Life (years)** | 5.5 | 4.5 | 3.7 | 3.2 | 2.8 | 2.3 | 2.0 |

| Date | MB Class | | | | | | | |
|---|---------------------------|------|------|------|------|------|------|-------|
| | PSA Prepayment Assumption | | | | | | | |
| | 0% | 100% | 150% | 225% | 300% | 500% | 700% | 1000% |
| Initial Percent | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 |
| December 2012 | 98 | 94 | 91 | 88 | 85 | 77 | 69 | 56 |
| December 2013 | 97 | 85 | 81 | 74 | 67 | 51 | 36 | 18 |
| December 2014 | 95 | 78 | 71 | 61 | 52 | 32 | 16 | 1 |
| December 2015 | 93 | 70 | 61 | 50 | 39 | 19 | 5 | 0 |
| December 2016 | 91 | 63 | 53 | 40 | 29 | 9 | 0 | 0 |
| December 2017 | 89 | 57 | 46 | 32 | 21 | 3 | 0 | 0 |
| December 2018 | 87 | 51 | 39 | 25 | 15 | 0 | 0 | 0 |
| December 2019 | 84 | 45 | 33 | 19 | 9 | 0 | 0 | 0 |
| December 2020 | 82 | 40 | 27 | 14 | 5 | 0 | 0 | 0 |
| December 2021 | 79 | 35 | 22 | 9 | 1 | 0 | 0 | 0 |
| December 2022 | 76 | 30 | 18 | 6 | 0 | 0 | 0 | 0 |
| December 2023 | 73 | 25 | 14 | 2 | 0 | 0 | 0 | 0 |
| December 2024 | 70 | 21 | 10 | 0 | 0 | 0 | 0 | 0 |
| December 2025 | 67 | 17 | 7 | 0 | 0 | 0 | 0 | 0 |
| December 2026 | 63 | 14 | 3 | 0 | 0 | 0 | 0 | 0 |
| December 2027 | 60 | 10 | 1 | 0 | 0 | 0 | 0 | 0 |
| December 2028 | 56 | 7 | 0 | 0 | 0 | 0 | 0 | 0 |
| December 2029 | 51 | 4 | 0 | 0 | 0 | 0 | 0 | 0 |
| December 2030 | 47 | 1 | 0 | 0 | 0 | 0 | 0 | 0 |
| December 2031 | 42 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| December 2032 | 37 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| December 2033 | 32 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| December 2034 | 27 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| December 2035 | 21 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| December 2036 | 14 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| December 2037 | 8 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| December 2038 | 1 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| December 2039 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| December 2040 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| December 2041 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Weighted Average Life (years)** | 16.9 | 8.0 | 6.3 | 4.7 | 3.8 | 2.4 | 1.8 | 1.2 |

| Date | ZM Class | | | | | | | |
|---|---------------------------|------|------|------|------|------|------|-------|
| | PSA Prepayment Assumption | | | | | | | |
| | 0% | 100% | 150% | 225% | 300% | 500% | 700% | 1000% |
| Initial Percent | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 |
| December 2012 | 104 | 104 | 104 | 104 | 104 | 104 | 104 | 104 |
| December 2013 | 107 | 107 | 107 | 107 | 107 | 107 | 107 | 107 |
| December 2014 | 111 | 111 | 111 | 111 | 111 | 111 | 111 | 111 |
| December 2015 | 115 | 115 | 115 | 115 | 115 | 115 | 115 | 50 |
| December 2016 | 119 | 119 | 119 | 119 | 119 | 119 | 119 | 20 |
| December 2017 | 123 | 123 | 123 | 123 | 123 | 123 | 58 | 7 |
| December 2018 | 128 | 128 | 128 | 128 | 128 | 111 | 32 | 3 |
| December 2019 | 132 | 132 | 132 | 132 | 132 | 75 | 18 | 1 |
| December 2020 | 137 | 137 | 137 | 137 | 137 | 51 | 10 | * |
| December 2021 | 142 | 142 | 142 | 142 | 142 | 34 | 6 | 0 |
| December 2022 | 147 | 147 | 147 | 147 | 123 | 23 | 3 | 0 |
| December 2023 | 152 | 152 | 152 | 152 | 97 | 15 | 2 | 0 |
| December 2024 | 158 | 158 | 158 | 149 | 76 | 10 | 1 | 0 |
| December 2025 | 163 | 163 | 163 | 123 | 59 | 7 | * | 0 |
| December 2026 | 169 | 169 | 169 | 101 | 46 | 4 | 0 | 0 |
| December 2027 | 175 | 175 | 175 | 82 | 36 | 3 | 0 | 0 |
| December 2028 | 181 | 181 | 156 | 67 | 27 | 2 | 0 | 0 |
| December 2029 | 188 | 188 | 132 | 54 | 21 | 1 | 0 | 0 |
| December 2030 | 194 | 194 | 111 | 43 | 16 | * | 0 | 0 |
| December 2031 | 201 | 174 | 92 | 34 | 12 | * | 0 | 0 |
| December 2032 | 208 | 148 | 76 | 26 | 9 | 0 | 0 | 0 |
| December 2033 | 216 | 123 | 61 | 20 | 6 | 0 | 0 | 0 |
| December 2034 | 223 | 100 | 48 | 15 | 4 | 0 | 0 | 0 |
| December 2035 | 231 | 79 | 37 | 11 | 3 | 0 | 0 | 0 |
| December 2036 | 240 | 60 | 27 | 7 | 2 | 0 | 0 | 0 |
| December 2037 | 248 | 42 | 18 | 5 | 1 | 0 | 0 | 0 |
| December 2038 | 257 | 25 | 10 | 2 | * | 0 | 0 | 0 |
| December 2039 | 184 | 10 | 4 | 1 | 0 | 0 | 0 | 0 |
| December 2040 | 95 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| December 2041 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Weighted Average Life (years)** | 28.6 | 23.4 | 20.9 | 17.3 | 14.3 | 9.2 | 6.5 | 4.2 |

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

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

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

| Date | MZ Class | | | | | | | | MA Class | | | | | | | |
|---|---------------------------|------|------|------|------|------|------|-------|---------------------------|------|------|------|------|------|------|-------|
| | PSA Prepayment Assumption | | | | | | | | PSA Prepayment Assumption | | | | | | | |
| | 0% | 100% | 150% | 225% | 300% | 500% | 700% | 1000% | 0% | 100% | 150% | 225% | 300% | 500% | 700% | 1000% |
| Initial Percent | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 |
| December 2012 | 104 | 104 | 104 | 104 | 104 | 104 | 104 | 104 | 99 | 94 | 92 | 89 | 87 | 79 | 71 | 59 |
| December 2013 | 107 | 107 | 107 | 107 | 107 | 107 | 107 | 107 | 97 | 87 | 83 | 76 | 70 | 55 | 41 | 24 |
| December 2014 | 111 | 111 | 111 | 111 | 111 | 111 | 111 | 111 | 96 | 80 | 74 | 64 | 56 | 37 | 23 | 9 |
| December 2015 | 115 | 115 | 115 | 115 | 115 | 115 | 115 | 115 | 95 | 73 | 65 | 54 | 45 | 26 | 13 | 4 |
| December 2016 | 119 | 119 | 119 | 119 | 119 | 119 | 119 | 119 | 93 | 67 | 58 | 46 | 36 | 18 | 7 | 1 |
| December 2017 | 123 | 123 | 123 | 123 | 123 | 123 | 123 | 123 | 91 | 62 | 51 | 39 | 29 | 12 | 4 | 1 |
| December 2018 | 128 | 128 | 128 | 128 | 128 | 128 | 128 | 128 | 90 | 56 | 46 | 33 | 23 | 8 | 2 | * |
| December 2019 | 132 | 132 | 132 | 132 | 132 | 132 | 132 | 132 | 88 | 51 | 40 | 27 | 18 | 6 | 1 | * |
| December 2020 | 137 | 137 | 137 | 137 | 137 | 137 | 137 | 137 | 86 | 47 | 35 | 23 | 14 | 4 | 1 | * |
| December 2021 | 142 | 142 | 142 | 142 | 142 | 142 | 142 | 96 | 84 | 43 | 31 | 19 | 11 | 3 | * | 0 |
| December 2022 | 147 | 147 | 147 | 147 | 147 | 147 | 147 | 37 | 81 | 38 | 27 | 16 | 9 | 2 | * | 0 |
| December 2023 | 152 | 152 | 152 | 152 | 152 | 152 | 152 | 14 | 79 | 35 | 24 | 13 | 7 | 1 | * | 0 |
| December 2024 | 158 | 158 | 158 | 158 | 158 | 158 | 158 | 5 | 77 | 31 | 21 | 11 | 6 | 1 | * | 0 |
| December 2025 | 163 | 163 | 163 | 163 | 163 | 163 | 163 | 2 | 74 | 28 | 18 | 9 | 4 | * | * | 0 |
| December 2026 | 169 | 169 | 169 | 169 | 169 | 169 | 167 | 1 | 71 | 25 | 16 | 7 | 3 | * | 0 | 0 |
| December 2027 | 175 | 175 | 175 | 175 | 175 | 175 | 91 | * | 68 | 22 | 13 | 6 | 3 | * | 0 | 0 |
| December 2028 | 181 | 181 | 181 | 181 | 181 | 181 | 50 | * | 65 | 20 | 11 | 5 | 2 | * | 0 | 0 |
| December 2029 | 188 | 188 | 188 | 188 | 188 | 188 | 27 | * | 61 | 17 | 10 | 4 | 2 | * | 0 | 0 |
| December 2030 | 194 | 194 | 194 | 194 | 194 | 194 | 14 | * | 58 | 15 | 8 | 3 | 1 | * | 0 | 0 |
| December 2031 | 201 | 201 | 201 | 201 | 201 | 201 | 8 | * | 54 | 13 | 7 | 2 | 1 | * | 0 | 0 |
| December 2032 | 208 | 208 | 208 | 208 | 208 | 189 | 4 | * | 50 | 11 | 6 | 2 | 1 | 0 | 0 | 0 |
| December 2033 | 216 | 216 | 216 | 216 | 216 | 118 | 2 | * | 46 | 9 | 4 | 1 | * | 0 | 0 | 0 |
| December 2034 | 223 | 223 | 223 | 223 | 223 | 71 | 1 | * | 41 | 7 | 4 | 1 | * | 0 | 0 | 0 |
| December 2035 | 231 | 231 | 231 | 231 | 231 | 42 | 1 | * | 36 | 6 | 3 | 1 | * | 0 | 0 | 0 |
| December 2036 | 240 | 240 | 240 | 240 | 240 | 24 | * | * | 31 | 4 | 2 | 1 | * | 0 | 0 | 0 |
| December 2037 | 248 | 248 | 248 | 248 | 248 | 12 | * | * | 25 | 3 | 1 | * | * | 0 | 0 | 0 |
| December 2038 | 257 | 257 | 257 | 257 | 257 | 6 | * | * | 20 | 2 | 1 | * | * | 0 | 0 | 0 |
| December 2039 | 266 | 266 | 266 | 266 | 135 | 2 | * | 0 | 13 | 1 | * | * | 0 | 0 | 0 | 0 |
| December 2040 | 276 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 7 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| December 2041 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Weighted Average Life (years)** | 30.0 | 28.7 | 28.7 | 28.6 | 28.1 | 22.8 | 16.7 | 10.7 | 19.3 | 10.0 | 8.0 | 6.1 | 4.8 | 3.0 | 2.2 | 1.5 |

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

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

Characteristics of the Residual Class

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 Election and Special Tax Attributes

We will make a REMIC election with respect to the 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 Class will be designated as the “residual interest” in the REMIC 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 Class, 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 Class and the Accrual Classes will be issued with original issue discount (“OID”), and certain other Classes of REMIC Certificates may be issued with OID. If a Class is issued with OID, a beneficial owner of a Certificate of that Class generally must recognize some taxable income in advance of the receipt of the cash attributable to that income. See “Material Federal Income Tax Consequences—Taxation of Beneficial Owners of Regular Certificates—*Treatment of Original Issue Discount*” in the REMIC Prospectus. In addition, certain Classes of REMIC Certificates may be treated as having been issued at a premium. See “Material Federal Income Tax Consequences—Taxation of Beneficial Owners of Regular Certificates—*Regular Certificates Purchased at a Premium*” in the REMIC Prospectus.

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

| <u>Group</u> | <u>Prepayment Assumption</u> |
|--------------|------------------------------|
| 1 | 250% PSA |
| 2 | 150% PSA |

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

Taxation of Beneficial Owners of Residual Certificates

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

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

Taxation of Beneficial Owners of RCR Certificates

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

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

PLAN OF DISTRIBUTION

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

Available Recombination(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 | | | | | | | | |
| MB | \$69,500,000 | MA(3) | \$75,000,000 | SEQ/AD | 3.5% | FIX | 3136A26M0 | January 2042 |
| ZM | 5,500,000 | | | | | | | |

(1) REMIC Certificates and RCR Certificates in any Recombination may be exchanged only in the proportions of *original* principal or notional principal balances of 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) Principal payments on the REMIC Certificates from the ZM Accrual Amount will be paid as interest on the related RCR Certificates and thus will not reduce the principal balances of those RCR Certificates.

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

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

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\$175,010,000



**Guaranteed REMIC
Pass-Through Certificates
Fannie Mae REMIC Trust 2011-138**

PROSPECTUS SUPPLEMENT

Jefferies

December 22, 2011
