

**\$146,174,601**



**FannieMae®**

**Guaranteed REMIC Pass-Through Certificates  
Fannie Mae REMIC Trust 2011-139**

**The Certificates**

We, the Federal National Mortgage Association (Fannie Mae), will issue the classes of certificates listed in the chart on this cover.

**Payments to Certificateholders**

We will make monthly payments on the certificates. You, the investor, will receive

- interest accrued on the balance of your certificate, and
- principal to the extent available for payment on your class.

We will pay principal at rates that may vary from time to time. We may not pay principal to certain classes for long periods of time.

Class	Group	Original Class Balance	Principal Type (1)	Interest Rate	Interest Type (1)	CUSIP Number	Final Distribution Date
FA . . . . .	1	\$43,009,628	PT	(2)	FLT	3136.A2Z55	January 2042
SA . . . . .	1	43,009,628 (3)	NLT	(2)	INV/IO	3136.A2Z63	January 2042
AE(4) . . .	1	32,935,911	SEQ	2.0%	FIX	3136.A2Z71	May 2038
FB(4) . . .	1	9,410,261	SEQ	(2)	FLT	3136.A2Z89	May 2038
SB(4) . . .	1	9,410,261 (3)	NLT	(2)	INV/IO	3136.A2Z97	May 2038
B . . . . .	1	15,000,000	SEQ	3.0	FIX	3136.A2Z40	January 2042
LA . . . . .	2	34,104,000	PAC	4.0	FIX	3136.A2ZB8	September 2041
LM . . . . .	2	10,798,425	SUP	4.0	FIX	3136.A2ZC6	October 2041
LB . . . . .	2	916,376	SEQ	4.0	FIX	3136.A2ZD4	January 2042
R . . . . .		0	NPR	0	NPR	3136.A2ZE2	January 2042
RL . . . . .		0	NPR	0	NPR	3136.A2ZF9	January 2042

(1) See "Description of the Certificates—The Certificates—Class Definitions and Abbreviations" in the REMIC prospectus.

(2) Based on LIBOR.

(3) Notional balances. These classes are interest only classes. See page S-6 for a description of how their notional balances are calculated.

(4) Exchangeable classes.

**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.

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 AD, AC, A and AH 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 December 30, 2011.

Carefully consider the risk factors 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.

**MORGAN STANLEY**

The date of this Prospectus Supplement is December 22, 2011

## TABLE OF CONTENTS

	<u>Page</u>		<u>Page</u>
<b>AVAILABLE INFORMATION</b> . . . . .	S- 3	<b>WEIGHTED AVERAGE LIVES OF THE</b>	
<b>RECENT DEVELOPMENTS</b> . . . . .	S- 4	<b>CERTIFICATES</b> . . . . .	S-13
<b>SUMMARY</b> . . . . .	S- 5	<b>DECREMENT TABLES</b> . . . . .	S-13
<b>DESCRIPTION OF THE</b>		<b>CHARACTERISTICS OF THE RESIDUAL</b>	
<b>CERTIFICATES</b> . . . . .	S- 8	<b>CLASSES</b> . . . . .	S-16
<b>GENERAL</b> . . . . .	S- 8	<b>CERTAIN ADDITIONAL FEDERAL</b>	
<i>Structure</i> . . . . .	S- 8	<b>INCOME TAX CONSEQUENCES</b> . .	S-16
<i>Fannie Mae Guaranty</i> . . . . .	S- 8	<b>U.S. TREASURY CIRCULAR 230 NOTICE</b> . .	S-16
<i>Characteristics of Certificates</i> . . . . .	S- 8	<b>REMIC ELECTIONS AND SPECIAL TAX</b>	
<i>Authorized Denominations</i> . . . . .	S- 9	<b>ATTRIBUTES</b> . . . . .	S-16
<b>THE MBS</b> . . . . .	S- 9	<b>TAXATION OF BENEFICIAL OWNERS OF</b>	
<b>DISTRIBUTIONS OF INTEREST</b> . . . . .	S- 9	<b>REGULAR CERTIFICATES</b> . . . . .	S-16
<i>General</i> . . . . .	S- 9	<b>TAXATION OF BENEFICIAL OWNERS OF</b>	
<i>Delay Classes and No-Delay</i>		<b>RESIDUAL CERTIFICATES</b> . . . . .	S-17
<i>Classes</i> . . . . .	S- 9	<b>TAXATION OF BENEFICIAL OWNERS OF</b>	
<b>DISTRIBUTIONS OF PRINCIPAL</b> . . . . .	S-10	<b>RCR CERTIFICATES</b> . . . . .	S-17
<b>STRUCTURING ASSUMPTIONS</b> . . . . .	S-10	<b>PLAN OF DISTRIBUTION</b> . . . . .	S-18
<i>Pricing Assumptions</i> . . . . .	S-10	<b>LEGAL MATTERS</b> . . . . .	S-18
<i>Prepayment Assumptions</i> . . . . .	S-10	<b>SCHEDULE 1</b> . . . . .	A- 1
<i>Principal Balance Schedule</i> . . . . .	S-10	<b>PRINCIPAL BALANCE</b>	
<b>YIELD TABLES FOR THE INVERSE</b>		<b>SCHEDULE</b> . . . . .	B- 1
<b>FLOATING RATE CLASSES</b> . . . . .	S-11		

## 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](http://www.fanniemae.com).

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

Morgan Stanley & Co. LLC  
c/o Broadridge Financial Solutions  
Prospectus Department  
1155 Long Island Avenue  
Edgewood, New York 11717  
(telephone 631-274-2740).

## 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	\$100,355,800	4.50%	4.75% to 7.00%	241 to 360
Group 2 MBS	\$ 45,818,801	4.00%	4.25% to 6.50%	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	\$100,355,800	360	349	9	4.91%
Group 2 MBS	\$ 45,818,801	360	358	1	4.49%

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 and RL Classes	R and RL Classes

## Exchanging Certificates Through Combination and Recombination

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

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

## Interest Rates

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

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

<u>Class</u>	<u>Initial Interest Rate</u>	<u>Maximum Interest Rate</u>	<u>Minimum Interest Rate</u>	<u>Formula for Calculation of Interest Rate(1)</u>
FA .....	0.878%	6.50%	0.60%	LIBOR + 60 basis points
SA .....	5.622%	5.90%	0.00%	5.9% – LIBOR
FB .....	0.778%	6.50%	0.50%	LIBOR + 50 basis points
SB .....	5.722%	6.00%	0.00%	6% – LIBOR

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

## Notional Classes

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

<u>Class</u>	
SA .....	100% of the FA Class
SB .....	100% of the FB Class

## Distributions of Principal

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

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

Group 1 Classes		PSA Prepayment Assumption									
		0%	100%	250%	500%	700%	900%	1100%	1500%		
FA and SA		19.9	10.5	5.9	3.2	2.4	1.9	1.5	1.1		
AE, FB, SB, AD, AC, A and AH		17.0	6.7	3.4	2.0	1.5	1.2	1.0	0.8		
B		28.2	21.1	12.7	6.8	4.8	3.7	2.9	2.0		
Group 2 Classes		PSA Prepayment Assumption									
		0%	100%	175%	210%	250%	500%	700%	900%	1100%	1700%
LA		16.7	7.1	5.0	5.0	5.0	4.1	3.2	2.7	2.3	1.7
LM		28.1	21.0	15.9	12.2	8.9	1.6	1.2	1.0	0.9	0.7
LB		29.9	28.9	27.0	25.6	23.7	13.9	9.9	7.4	5.8	2.4

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

## 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,” and 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 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.”

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

## **The 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 30 years.

In addition, the pools of mortgage loans backing the Group 2 MBS have been designated as pools that include “jumbo-conforming” or “high balance” mortgage loans as described further under “The Mortgage Loans—Special Feature Mortgage Loans—*Loans with Original Principal Balance Exceeding our Traditional Conforming Loan Limits*” in the MBS Prospectus dated July 1, 2011. For periodic updates to that description, please refer to the Pool Prefix Glossary available on our Web site and [www.fanniemae.com](http://www.fanniemae.com). For additional information about the particular pools underlying the Group 2 MBS, see the Final Data Statement for the Trust and the related prospectus supplement for each MBS. See also “Risk Factors—Risks Relating to Yield and Prepayment—*Refinancing—“Jumbo-conforming” mortgage loans, which have original principal balances that exceed our traditional conforming loan limits, may prepay at different rates than conforming balance mortgage loans generally*” in the MBS Prospectus dated July 1, 2011.

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 on a Distribution Date will consist of one month’s interest on the outstanding balance of that Certificate immediately prior to that Distribution Date.

*Delay Classes and No-Delay Classes.* The “delay” Classes and “no-delay” Classes are set forth in the following table:

<u>Delay Classes</u>	<u>No-Delay Classes</u>
Fixed Rate Classes	Floating Rate and Inverse Floating Rate Classes

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

## Distributions of Principal

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

- *Group 1*

The Group 1 Principal Distribution Amount in the following priority:

— 42.8571422877% to FA until retired, and

} Pass-Through Class

— 57.1428577123% as follows:

*first*, to AE and FB, pro rata, until retired; and

*second*, to B, until retired.

} Sequential Pay Classes

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

- *Group 2*

The Group 2 Principal Distribution Amount in the following priority:

1. To LA to its Planned Balance.

} PAC Class

2. To LM until retired.

} Support Class

3. To LA until retired.

} PAC Class

4. To LB until retired.

} Sequential Pay Class

The “Group 2 Principal 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.

*Principal Balance Schedule.* The Principal Balance Schedule is set forth beginning on page B-1 of this prospectus supplement. The Principal Balance Schedule was prepared based on the Pricing Assumptions and the assumption that the related Mortgage Loans prepay at a *constant* rate within the “Structuring Range” specified in the chart below. The “Effective Range” for the LA Class is the

range of prepayment rates (measured by *constant* PSA rates) that would reduce the LA Class to its scheduled balance each month based on the Pricing Assumptions.

<u>Class</u>	<u>Structuring Range</u>	<u>Initial Effective Range</u>
LA Class Planned Balances	Between 175% and 250% PSA	Between 175% and 250% PSA

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

If you are considering the purchase of the LA 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 LA Class to its scheduled balance in any month. As a result, the likelihood of reducing the LA 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 Structuring Range or Effective Range, principal distributions may be insufficient to reduce the LA Class to its scheduled balance each month if prepayments do not occur at a *constant* PSA rate.
- The actual Effective Range at any time will be based upon the actual characteristics of the related Mortgage Loans at that time, which are likely to vary (and may vary considerably) from the Pricing Assumptions. As a result, the actual Effective Range will likely differ from the Initial Effective Range specified above. For the same reason, the LA Class might not be reduced to its scheduled balance each month even if the related Mortgage Loans prepay at a *constant* PSA rate within the Initial Effective Range. This is so particularly if the rate falls at the lower or higher end of the range.
- The actual Effective Range may narrow, widen or shift upward or downward to reflect actual prepayment experience over time.
- The principal payment stability of the LA Class will be supported by the LM Class. When the LM Class is retired, the LA 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 for the Inverse Floating Rate Classes**

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

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

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

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

<u>Class</u>	<u>Price*</u>
SA .....	15.875%
SB .....	10.500%

\* 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)**

<b>LIBOR</b>	<b>PSA Prepayment Assumption</b>							
	<b>50%</b>	<b>100%</b>	<b>250%</b>	<b>500%</b>	<b>700%</b>	<b>900%</b>	<b>1100%</b>	<b>1500%</b>
0.130% . . . . .	34.1%	31.2%	22.2%	6.4%	(7.1)%	(21.5)%	(37.1)%	(73.0)%
0.278% . . . . .	33.0%	30.1%	21.1%	5.4%	(8.2)%	(22.6)%	(38.2)%	(74.3)%
2.278% . . . . .	18.8%	15.9%	6.9%	(9.1)%	(22.9)%	(37.7)%	(54.0)%	(92.3)%
4.278% . . . . .	4.0%	1.1%	(7.9)%	(24.0)%	(38.1)%	(53.5)%	(70.9)%	*
5.900% . . . . .	*	*	*	*	*	*	*	*

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

<b>LIBOR</b>	<b>PSA Prepayment Assumption</b>							
	<b>50%</b>	<b>100%</b>	<b>250%</b>	<b>500%</b>	<b>700%</b>	<b>900%</b>	<b>1100%</b>	<b>1500%</b>
0.130% . . . . .	55.6%	51.3%	36.5%	7.4%	(16.2)%	(38.3)%	(58.3)%	(93.1)%
0.278% . . . . .	53.9%	49.6%	34.7%	5.4%	(18.3)%	(40.4)%	(60.3)%	(94.9)%
2.278% . . . . .	31.4%	26.7%	9.6%	(22.7)%	(47.5)%	(69.5)%	(88.5)%	*
4.278% . . . . .	8.6%	2.7%	(19.0)%	(56.7)%	(82.9)%	*	*	*
6.000% . . . . .	*	*	*	*	*	*	*	*

**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 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	360 months	7.00%
Group 2 MBS	360 months	6.50%

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

In addition, the diverse remaining terms to maturity of the Mortgage Loans could produce slower or faster principal distributions than indicated in the tables at the specified constant PSA, 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	FA and SA† Classes								AE, FB, SB†, AD, AC, A and AH Classes							
	PSA Prepayment Assumption								PSA Prepayment Assumption							
	0%	100%	250%	500%	700%	900%	1100%	1500%	0%	100%	250%	500%	700%	900%	1100%	1500%
Initial Percent . . . . .	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
December 2012 . . . . .	99	95	91	83	77	71	64	52	99	94	87	77	69	60	52	35
December 2013 . . . . .	98	89	77	60	47	36	25	9	97	85	69	45	28	13	0	0
December 2014 . . . . .	97	82	64	41	27	16	8	1	96	75	52	20	1	0	0	0
December 2015 . . . . .	95	75	54	28	15	7	3	*	94	67	37	3	0	0	0	0
December 2016 . . . . .	94	69	45	19	9	3	1	*	92	59	25	0	0	0	0	0
December 2017 . . . . .	93	64	37	13	5	1	*	*	90	51	15	0	0	0	0	0
December 2018 . . . . .	91	59	31	9	3	1	*	*	88	44	6	0	0	0	0	0
December 2019 . . . . .	89	54	26	6	2	*	*	*	86	37	0	0	0	0	0	0
December 2020 . . . . .	88	49	21	4	1	*	*	0	83	31	0	0	0	0	0	0
December 2021 . . . . .	86	45	17	3	*	*	*	0	81	25	0	0	0	0	0	0
December 2022 . . . . .	84	41	14	2	*	*	*	0	78	20	0	0	0	0	0	0
December 2023 . . . . .	82	37	12	1	*	*	*	0	75	14	0	0	0	0	0	0
December 2024 . . . . .	79	33	10	1	*	*	*	0	72	10	0	0	0	0	0	0
December 2025 . . . . .	77	30	8	1	*	*	*	0	68	5	0	0	0	0	0	0
December 2026 . . . . .	74	27	6	*	*	*	*	0	65	1	0	0	0	0	0	0
December 2027 . . . . .	71	24	5	*	*	*	*	0	61	0	0	0	0	0	0	0
December 2028 . . . . .	68	21	4	*	*	*	*	0	57	0	0	0	0	0	0	0
December 2029 . . . . .	65	19	3	*	*	*	*	0	52	0	0	0	0	0	0	0
December 2030 . . . . .	61	16	3	*	*	*	*	0	47	0	0	0	0	0	0	0
December 2031 . . . . .	57	14	2	*	*	*	*	0	42	0	0	0	0	0	0	0
December 2032 . . . . .	53	12	2	*	*	*	*	0	37	0	0	0	0	0	0	0
December 2033 . . . . .	49	10	1	*	*	*	*	0	31	0	0	0	0	0	0	0
December 2034 . . . . .	44	8	1	*	*	*	*	0	24	0	0	0	0	0	0	0
December 2035 . . . . .	39	7	1	*	*	*	*	0	17	0	0	0	0	0	0	0
December 2036 . . . . .	34	5	*	*	*	*	*	0	10	0	0	0	0	0	0	0
December 2037 . . . . .	28	4	*	*	*	*	*	0	2	0	0	0	0	0	0	0
December 2038 . . . . .	22	2	*	*	*	*	*	0	0	0	0	0	0	0	0	0
December 2039 . . . . .	15	1	*	*	*	*	*	0	0	0	0	0	0	0	0	0
December 2040 . . . . .	8	*	*	*	*	*	*	0	0	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)** . . . . .	19.9	10.5	5.9	3.2	2.4	1.9	1.5	1.1	17.0	6.7	3.4	2.0	1.5	1.2	1.0	0.8

\* 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	B Class								LA Class									
	PSA Prepayment Assumption								PSA Prepayment Assumption									
	0%	100%	250%	500%	700%	900%	1100%	1500%	0%	100%	175%	210%	250%	500%	700%	900%	1100%	1700%
Initial Percent . . . . .	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
December 2012 . . . . .	100	100	100	100	100	100	100	100	98	96	94	94	94	94	94	94	94	94
December 2013 . . . . .	100	100	100	100	100	100	97	33	97	89	83	83	83	83	81	70	58	27
December 2014 . . . . .	100	100	100	100	100	61	32	3	95	79	69	69	69	64	46	31	19	0
December 2015 . . . . .	100	100	100	100	58	28	11	*	93	70	57	57	57	43	25	13	4	0
December 2016 . . . . .	100	100	100	74	33	12	4	*	91	62	45	45	45	29	13	4	0	0
December 2017 . . . . .	100	100	100	50	19	6	1	*	89	54	35	35	35	19	6	*	0	0
December 2018 . . . . .	100	100	100	34	11	3	*	*	87	47	27	27	27	12	2	0	0	0
December 2019 . . . . .	100	100	98	23	6	1	*	*	85	40	19	19	19	7	*	0	0	0
December 2020 . . . . .	100	100	81	16	3	1	*	*	82	34	12	12	12	4	0	0	0	0
December 2021 . . . . .	100	100	66	11	2	*	*	0	80	28	7	7	7	2	0	0	0	0
December 2022 . . . . .	100	100	55	7	1	*	*	0	77	22	2	2	2	*	0	0	0	0
December 2023 . . . . .	100	100	45	5	1	*	*	0	74	17	0	0	0	0	0	0	0	0
December 2024 . . . . .	100	100	37	3	*	*	*	0	70	12	0	0	0	0	0	0	0	0
December 2025 . . . . .	100	100	30	2	*	*	*	0	67	7	0	0	0	0	0	0	0	0
December 2026 . . . . .	100	100	24	1	*	*	*	0	63	3	0	0	0	0	0	0	0	0
December 2027 . . . . .	100	92	20	1	*	*	*	0	59	0	0	0	0	0	0	0	0	0
December 2028 . . . . .	100	81	16	1	*	*	*	0	55	0	0	0	0	0	0	0	0	0
December 2029 . . . . .	100	72	12	*	*	*	*	0	50	0	0	0	0	0	0	0	0	0
December 2030 . . . . .	100	63	10	*	*	*	0	0	46	0	0	0	0	0	0	0	0	0
December 2031 . . . . .	100	54	8	*	*	*	0	0	40	0	0	0	0	0	0	0	0	0
December 2032 . . . . .	100	47	6	*	*	*	0	0	35	0	0	0	0	0	0	0	0	0
December 2033 . . . . .	100	39	5	*	*	*	0	0	29	0	0	0	0	0	0	0	0	0
December 2034 . . . . .	100	32	3	*	*	*	0	0	23	0	0	0	0	0	0	0	0	0
December 2035 . . . . .	100	26	2	*	*	*	0	0	16	0	0	0	0	0	0	0	0	0
December 2036 . . . . .	100	20	2	*	*	0	0	0	9	0	0	0	0	0	0	0	0	0
December 2037 . . . . .	100	15	1	*	*	0	0	0	1	0	0	0	0	0	0	0	0	0
December 2038 . . . . .	82	10	1	*	*	0	0	0	0	0	0	0	0	0	0	0	0	0
December 2039 . . . . .	57	5	*	*	*	0	0	0	0	0	0	0	0	0	0	0	0	0
December 2040 . . . . .	29	*	*	*	0	0	0	0	0	0	0	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	0	0
Weighted Average Life (years)** . . . . .	28.2	21.1	12.7	6.8	4.8	3.7	2.9	2.0	16.7	7.1	5.0	5.0	5.0	4.1	3.2	2.7	2.3	1.7

Date	LM Class										LB Class									
	PSA Prepayment Assumption										PSA Prepayment Assumption									
	0%	100%	175%	210%	250%	500%	700%	900%	1100%	1700%	0%	100%	175%	210%	250%	500%	700%	900%	1100%	1700%
Initial Percent . . . . .	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
December 2012 . . . . .	100	100	100	98	95	79	67	54	41	1	100	100	100	100	100	100	100	100	100	100
December 2013 . . . . .	100	100	100	93	84	33	0	0	0	0	100	100	100	100	100	100	100	100	100	100
December 2014 . . . . .	100	100	100	86	71	0	0	0	0	0	100	100	100	100	100	100	100	100	100	0
December 2015 . . . . .	100	100	100	81	61	0	0	0	0	0	100	100	100	100	100	100	100	100	100	0
December 2016 . . . . .	100	100	100	78	55	0	0	0	0	0	100	100	100	100	100	100	100	100	88	0
December 2017 . . . . .	100	100	100	76	51	0	0	0	0	0	100	100	100	100	100	100	100	100	29	0
December 2018 . . . . .	100	100	100	75	50	0	0	0	0	0	100	100	100	100	100	100	100	51	10	0
December 2019 . . . . .	100	100	100	75	50	0	0	0	0	0	100	100	100	100	100	100	100	23	3	0
December 2020 . . . . .	100	100	98	74	50	0	0	0	0	0	100	100	100	100	100	100	60	10	1	0
December 2021 . . . . .	100	100	96	72	50	0	0	0	0	0	100	100	100	100	100	100	34	5	*	0
December 2022 . . . . .	100	100	94	71	50	0	0	0	0	0	100	100	100	100	100	100	19	2	*	0
December 2023 . . . . .	100	100	87	65	46	0	0	0	0	0	100	100	100	100	100	79	11	1	*	0
December 2024 . . . . .	100	100	73	53	36	0	0	0	0	0	100	100	100	100	100	53	6	*	*	0
December 2025 . . . . .	100	100	62	43	28	0	0	0	0	0	100	100	100	100	100	36	3	*	*	0
December 2026 . . . . .	100	100	52	35	21	0	0	0	0	0	100	100	100	100	100	24	2	*	*	0
December 2027 . . . . .	100	98	43	28	15	0	0	0	0	0	100	100	100	100	100	16	1	*	*	0
December 2028 . . . . .	100	86	35	21	11	0	0	0	0	0	100	100	100	100	100	11	1	*	*	0
December 2029 . . . . .	100	75	28	16	7	0	0	0	0	0	100	100	100	100	100	7	*	*	*	0
December 2030 . . . . .	100	65	22	12	4	0	0	0	0	0	100	100	100	100	100	5	*	*	*	0
December 2031 . . . . .	100	55	17	8	1	0	0	0	0	0	100	100	100	100	100	3	*	*	*	0
December 2032 . . . . .	100	47	12	5	0	0	0	0	0	0	100	100	100	100	88	2	*	*	*	0
December 2033 . . . . .	100	38	8	2	0	0	0	0	0	0	100	100	100	100	68	1	*	*	0	0
December 2034 . . . . .	100	31	5	0	0	0	0	0	0	0	100	100	100	94	51	1	*	*	0	0
December 2035 . . . . .	100	24	2	0	0	0	0	0	0	0	100	100	100	72	38	*	*	*	0	0
December 2036 . . . . .	100	17	0	0	0	0	0	0	0	0	100	100	94	53	27	*	*	*	0	0
December 2037 . . . . .	100	11	0	0	0	0	0	0	0	0	100	100	68	38	19	*	*	*	0	0
December 2038 . . . . .	79	5	0	0	0	0	0	0	0	0	100	100	46	25	12	*	*	*	0	0
December 2039 . . . . .	52	*	0	0	0	0	0	0	0	0	100	100	27	14	7	*	*	0	0	0
December 2040 . . . . .	23	0	0	0	0	0	0	0	0	0	100	44	11	6	3	*	*	0	0	0
December 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)** . . . . .	28.1	21.0	15.9	12.2	8.9	1.6	1.2	1.0	0.9	0.7	29.9	28.9	27.0	25.6	23.7	13.9	9.9	7.4	5.8	2.4

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

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



## **Characteristics of the Residual Classes**

A Residual Certificate will be subject to certain transfer restrictions. See “Description of the Certificates—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 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	500% PSA
2	210% 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 Morgan Stanley & Co. LLC (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. Cleary Gottlieb Steen & Hamilton LLP will provide legal representation for the Dealer.

## 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								
AE	\$32,935,911	AD	\$34,873,318	SEQ	2.25%	FIX	3136A22G7	May 2038
FB	1,937,407							
SB	1,937,407(3)							
Recombination 2								
AE	32,935,911	AC	37,052,900	SEQ	2.50	FIX	3136A22H5	May 2038
FB	4,116,989							
SB	4,116,989(3)							
Recombination 3								
AE	32,935,911	A	42,346,172	SEQ	3.00	FIX	3136A22J1	May 2038
FB	9,410,261							
SB	9,410,261(3)							
Recombination 4								
AE	18,820,522	AH	28,230,783	SEQ	3.50	FIX	3136A22K8	May 2038
FB	9,410,261							
SB	9,410,261(3)							

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

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

(3) Notional balance. This Class is an Interest Only Class. See page S-6 for a description of how its notional balance is calculated.

## Principal Balance Schedule

### *LA 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 . . . . .	\$34,104,000.00	December 2015 . . . . .	\$19,351,522.38	December 2019 . . . . .	\$ 6,451,851.51
January 2012 . . . . .	34,016,161.08	January 2016 . . . . .	19,012,896.09	January 2020 . . . . .	6,251,792.72
February 2012 . . . . .	33,914,752.99	February 2016 . . . . .	18,677,675.63	February 2020 . . . . .	6,054,702.05
March 2012 . . . . .	33,799,817.34	March 2016 . . . . .	18,345,828.09	March 2020 . . . . .	5,860,536.88
April 2012 . . . . .	33,671,407.92	April 2016 . . . . .	18,017,320.84	April 2020 . . . . .	5,669,255.16
May 2012 . . . . .	33,529,590.62	May 2016 . . . . .	17,692,121.57	May 2020 . . . . .	5,480,815.47
June 2012 . . . . .	33,374,443.46	June 2016 . . . . .	17,370,198.27	June 2020 . . . . .	5,295,176.95
July 2012 . . . . .	33,206,056.52	July 2016 . . . . .	17,051,519.24	July 2020 . . . . .	5,112,299.31
August 2012 . . . . .	33,024,531.89	August 2016 . . . . .	16,736,053.08	August 2020 . . . . .	4,932,142.85
September 2012 . . . . .	32,829,983.58	September 2016 . . . . .	16,423,768.68	September 2020 . . . . .	4,754,668.41
October 2012 . . . . .	32,622,537.44	October 2016 . . . . .	16,114,635.24	October 2020 . . . . .	4,579,837.38
November 2012 . . . . .	32,402,331.03	November 2016 . . . . .	15,808,622.22	November 2020 . . . . .	4,407,611.72
December 2012 . . . . .	32,169,513.49	December 2016 . . . . .	15,505,699.42	December 2020 . . . . .	4,237,953.89
January 2013 . . . . .	31,924,245.37	January 2017 . . . . .	15,205,836.88	January 2021 . . . . .	4,070,826.91
February 2013 . . . . .	31,666,698.50	February 2017 . . . . .	14,909,004.94	February 2021 . . . . .	3,906,194.30
March 2013 . . . . .	31,397,055.78	March 2017 . . . . .	14,615,174.22	March 2021 . . . . .	3,744,020.11
April 2013 . . . . .	31,115,510.98	April 2017 . . . . .	14,324,315.64	April 2021 . . . . .	3,584,268.89
May 2013 . . . . .	30,822,268.49	May 2017 . . . . .	14,036,400.35	May 2021 . . . . .	3,426,905.68
June 2013 . . . . .	30,517,543.15	June 2017 . . . . .	13,751,399.82	June 2021 . . . . .	3,271,896.03
July 2013 . . . . .	30,201,559.93	July 2017 . . . . .	13,469,285.77	July 2021 . . . . .	3,119,205.97
August 2013 . . . . .	29,874,553.68	August 2017 . . . . .	13,190,030.18	August 2021 . . . . .	2,968,802.01
September 2013 . . . . .	29,536,768.88	September 2017 . . . . .	12,913,605.31	September 2021 . . . . .	2,820,651.13
October 2013 . . . . .	29,188,459.28	October 2017 . . . . .	12,639,983.67	October 2021 . . . . .	2,674,720.78
November 2013 . . . . .	28,829,887.63	November 2017 . . . . .	12,369,138.05	November 2021 . . . . .	2,530,978.86
December 2013 . . . . .	28,461,325.33	December 2017 . . . . .	12,101,041.48	December 2021 . . . . .	2,389,393.74
January 2014 . . . . .	28,083,052.10	January 2018 . . . . .	11,835,667.26	January 2022 . . . . .	2,249,934.23
February 2014 . . . . .	27,695,355.62	February 2018 . . . . .	11,572,988.93	February 2022 . . . . .	2,112,569.57
March 2014 . . . . .	27,298,531.17	March 2018 . . . . .	11,312,980.29	March 2022 . . . . .	1,977,269.45
April 2014 . . . . .	26,892,881.21	April 2018 . . . . .	11,055,615.38	April 2022 . . . . .	1,844,003.99
May 2014 . . . . .	26,478,715.05	May 2018 . . . . .	10,800,868.50	May 2022 . . . . .	1,712,743.71
June 2014 . . . . .	26,068,683.60	June 2018 . . . . .	10,548,714.19	June 2022 . . . . .	1,583,459.57
July 2014 . . . . .	25,662,747.04	July 2018 . . . . .	10,299,127.23	July 2022 . . . . .	1,456,122.93
August 2014 . . . . .	25,260,865.92	August 2018 . . . . .	10,052,082.62	August 2022 . . . . .	1,330,705.56
September 2014 . . . . .	24,863,001.16	September 2018 . . . . .	9,807,555.64	September 2022 . . . . .	1,207,179.64
October 2014 . . . . .	24,469,114.05	October 2018 . . . . .	9,565,521.76	October 2022 . . . . .	1,085,517.71
November 2014 . . . . .	24,079,166.26	November 2018 . . . . .	9,325,956.72	November 2022 . . . . .	965,692.73
December 2014 . . . . .	23,693,119.80	December 2018 . . . . .	9,088,836.47	December 2022 . . . . .	847,678.04
January 2015 . . . . .	23,310,937.06	January 2019 . . . . .	8,854,137.18	January 2023 . . . . .	731,447.35
February 2015 . . . . .	22,932,580.77	February 2019 . . . . .	8,621,835.28	February 2023 . . . . .	616,974.74
March 2015 . . . . .	22,558,014.03	March 2019 . . . . .	8,391,907.39	March 2023 . . . . .	504,234.66
April 2015 . . . . .	22,187,200.25	April 2019 . . . . .	8,164,330.37	April 2023 . . . . .	393,201.93
May 2015 . . . . .	21,820,103.24	May 2019 . . . . .	7,939,081.30	May 2023 . . . . .	283,851.71
June 2015 . . . . .	21,456,687.12	June 2019 . . . . .	7,716,999.82	June 2023 . . . . .	176,159.54
July 2015 . . . . .	21,096,916.35	July 2019 . . . . .	7,498,202.40	July 2023 . . . . .	70,101.27
August 2015 . . . . .	20,740,755.73	August 2019 . . . . .	7,282,641.95	August 2023 and thereafter . . . . .	0.00
September 2015 . . . . .	20,388,170.39	September 2019 . . . . .	7,070,272.08		
October 2015 . . . . .	20,039,125.81	October 2019 . . . . .	6,861,047.02		
November 2015 . . . . .	19,693,587.77	November 2019 . . . . .	6,654,921.66		

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

## TABLE OF CONTENTS

	<i>Page</i>
<i>Table of Contents</i> . . . . .	<i>S- 2</i>
<i>Available Information</i> . . . . .	<i>S- 3</i>
<i>Recent Developments</i> . . . . .	<i>S- 4</i>
<i>Summary</i> . . . . .	<i>S- 5</i>
<i>Description of the Certificates</i> . . . . .	<i>S- 8</i>
<i>Certain Additional Federal Income</i>	
<i>Tax Consequences</i> . . . . .	<i>S-16</i>
<i>Plan of Distribution</i> . . . . .	<i>S-18</i>
<i>Legal Matters</i> . . . . .	<i>S-18</i>
<i>Schedule 1</i> . . . . .	<i>A- 1</i>
<i>Principal Balance Schedule</i> . . . . .	<i>B- 1</i>

**\$146,174,601**



**Guaranteed REMIC  
Pass-Through Certificates  
Fannie Mae REMIC Trust 2011-139**

## PROSPECTUS SUPPLEMENT

**MORGAN STANLEY**

**December 22, 2011**