

\$453,185,973



FannieMae®

**Guaranteed REMIC Pass-Through Certificates
Fannie Mae REMIC Trust 2011-140**

The Certificates

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

Payments to Certificateholders

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

- interest accrued on the balance of your certificate (except in the case of the accrual class), and
- principal to the extent available for payment on your class.

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

The Fannie Mae Guaranty

We will guarantee that required payments of principal and interest on the certificates are available for distribution to investors on time.

The Trust and its Assets

The trust will own Fannie Mae MBS.

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>
CF	1	\$ 14,018,000	SUP	(2)	FLT	3136A3CF6	January 2042
CS	1	7,009,000	SUP	(2)	INV	3136A3CG4	January 2042
LA	1	1,742,000	PAC	4.00%	FIX	3136A3CH2	January 2041
LB	1	3,175,000	PAC	4.00	FIX	3136A3CJ8	January 2042
P	1	60,000,000	PAC	4.00	FIX	3136A3CK5	September 2041
PH	1	1,730,000	PAC	4.00	FIX	3136A3CL3	January 2042
WA	1	8,104,000	SUP	4.00	FIX	3136A3CM1	November 2039
WB	1	3,275,000	SUP	4.00	FIX	3136A3CN9	August 2040
WC	1	3,252,000	SUP	4.00	FIX	3136A3CP4	May 2041
WD	1	3,588,000	SUP	4.00	FIX	3136A3CQ2	January 2042
WG	1	3,150,000	SUP	4.50	FIX	3136A3CR0	November 2039
WH	1	3,150,000	SUP	3.50	FIX	3136A3CS8	November 2039
M(3)	2	124,192,000	PAC	3.50	FIX	3136A3CT6	December 2028
NA	2	2,851,572	PAC	3.50	FIX	3136A3CU3	December 2031
NB	2	953,569	PAC	3.50	FIX	3136A3CV1	January 2032
NC	2	14,322,460	SUP	3.50	FIX	3136A3CW9	January 2032
NF	2	10,566,856	SUP	(2)	FLT	3136A3CX7	January 2032
NS	2	7,547,755	SUP	(2)	INV	3136A3CY5	January 2032
PK(3)	2	17,381,000	PAC	3.50	FIX	3136A3CZ2	January 2032
PL	2	23,059,000	PAC	3.50	FIX	3136A3DA6	January 2032
BC(3)	3	65,118,761	PT	1.50	FIX	3136A3DB4	January 2027
IB(3)	3	37,210,720(4)	NTL	3.50	FIX/IO	3136A3DC2	January 2027
HK(3)	4	64,875,000	SEQ/AD	3.75	FIX	3136A3DD0	June 2036
HZ	4	10,125,000	SEQ	4.00	FIX/Z	3136A3DE8	January 2042
HI(3)	4	4,054,687(4)	NTL	4.00	FIX/IO	3136A3DF5	June 2036
R		0	NPR	0	NPR	3136A3DG3	January 2042
RL		0	NPR	0	NPR	3136A3DH1	January 2042

- (1) See "Description of the Certificates—The Certificates—Class Definitions and Abbreviations" in the REMIC prospectus.
(2) Based on LIBOR.

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

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 MA, BD, BE, BG, BH, BM, BN and H 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.



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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:

RBS Securities Inc.
Prospectus Department
600 Washington Blvd.
Stamford, Connecticut 06901
(telephone 203-897-2318).

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
3	Group 3 MBS
4	Group 4 MBS

Group 1, Group 2, Group 3 and Group 4

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	\$112,193,000	4.00%	4.25% to 6.50%	241 to 360
Group 2 MBS	\$200,874,212	3.50%	3.75% to 6.00%	181 to 240
Group 3 MBS	\$ 65,118,761	3.50%	3.75% to 6.00%	121 to 180
Group 4 MBS	\$ 75,000,000	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	\$112,193,000	360	359	1	4.569%
Group 2 MBS	\$200,874,212	240	239	1	3.887%
Group 3 MBS	\$ 65,118,761	180	166	11	3.989%
Group 4 MBS	\$ 75,000,000	360	359	1	4.534%

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>
CF	1.2870%	6.00%	1.03%	LIBOR + 103 basis points
CS	9.4260%	9.94%	0.00%	9.94% – (2 × LIBOR)
NF	1.2770%	6.00%	1.00%	LIBOR + 100 basis points
NS	6.6122%	7.00%	0.00%	7% – (1.4 × 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>	
IB.	57.1428562653% of the BC Class
HI.	6.2499992293% of the HK 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>125%</u>	<u>140%</u>	<u>200%</u>	<u>230%</u>	<u>400%</u>	<u>500%</u>	<u>800%</u>	<u>1100%</u>	<u>1700%</u>
CF and CS	26.6	17.7	15.8	14.5	10.5	9.0	4.0	2.4	1.6	1.3	0.9
LA	22.8	9.8	7.3	2.9	2.9	2.9	2.9	2.7	2.0	1.7	1.3
LB	23.6	11.0	8.9	7.5	7.5	7.5	8.4	4.6	2.5	2.0	1.4
P	13.7	5.0	4.5	4.5	4.5	4.5	4.5	4.5	3.3	2.6	1.9
PH	22.4	14.6	14.6	14.6	14.6	14.6	14.6	14.6	8.9	6.1	2.4
WA, WG and WH . . .	26.0	15.6	13.5	12.4	6.9	5.0	1.8	1.5	1.0	0.8	0.6
WB	28.2	21.1	19.1	17.9	13.9	12.3	3.2	2.5	1.7	1.4	1.0
WC	28.9	23.9	22.1	21.0	16.9	15.1	4.1	2.9	2.0	1.6	1.2
WD	29.7	27.6	26.6	25.9	22.8	21.1	10.2	3.5	2.2	1.7	1.3

<u>Group 2 Classes</u>	<u>PSA Prepayment Assumption</u>									
	<u>0%</u>	<u>100%</u>	<u>125%</u>	<u>140%</u>	<u>185%</u>	<u>215%</u>	<u>250%</u>	<u>400%</u>	<u>700%</u>	<u>1000%</u>
M	8.5	4.5	4.1	4.1	4.1	4.1	4.1	3.3	2.3	1.9
NA	17.8	12.0	9.1	3.5	3.5	3.5	3.2	2.0	1.4	1.1
NB	18.1	13.0	10.7	9.5	9.5	9.5	5.8	2.4	1.6	1.2
NC	19.1	16.5	15.3	14.4	8.6	5.4	2.5	1.4	0.9	0.7
NF and NS	18.9	15.6	14.1	12.4	7.9	5.3	2.8	1.6	1.0	0.8
PK and PL	16.4	12.3	12.1	12.1	12.1	12.1	12.1	8.9	5.6	4.0
MA	9.5	5.5	5.1	5.1	5.1	5.1	5.1	3.9	2.7	2.2

<u>Group 3 Classes</u>	<u>PSA Prepayment Assumption</u>						
	<u>0%</u>	<u>100%</u>	<u>250%</u>	<u>411%</u>	<u>650%</u>	<u>900%</u>	<u>1300%</u>
BC, IB, BD, BE, BG, BH, BM and BN	8.6	5.9	4.3	3.2	2.2	1.7	1.2

<u>Group 4 Classes</u>	<u>PSA Prepayment Assumption</u>						
	<u>0%</u>	<u>100%</u>	<u>374%</u>	<u>575%</u>	<u>800%</u>	<u>1100%</u>	<u>1700%</u>
HK, HI and H	15.0	7.4	3.4	2.5	2.0	1.7	1.3
HZ	27.4	21.8	10.8	7.5	5.5	4.0	2.3

* 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 four groups of Fannie Mae Guaranteed Mortgage Pass-Through Certificates (the “Group 1 MBS,” “Group 2 MBS,” “Group 3 MBS” and “Group 4 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 the case of the Group 1 MBS and Group 4 MBS, up to 20 years in the case of the Group 2 MBS, and up to 15 years in the case of the Group 3 MBS.

In addition, the pools of mortgage loans backing the Group 1 MBS and Group 4 MBS have been designated as pools that include “jumbo-conforming” or “high balance” mortgage loans as described further under “The Mortgage Loans—Special Feature Mortgage Loans—*Loans with Original Principal Balances Exceeding our Traditional Conforming Loan Limits*” in the MBS Prospectus dated July 1, 2011. For periodic updates to that description, please refer to the Pool Prefix Glossary available on our Web site at www.fanniemae.com. For additional information about the particular pools underlying the Group 1 MBS and Group 4 MBS, see the Final Data Statement for the Trust and the related prospectus supplement for each MBS. See also “Additional 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, Group 2, Group 3 and Group 4—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 Class) on a Distribution Date will consist of one month’s interest on the outstanding balance of that Certificate immediately prior to that Distribution Date. For a description of the Accrual Class, see “—Accrual Class” below.

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

<u>Delay Classes</u>	<u>No-Delay Classes</u>
All interest-bearing Classes	—

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

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

Distributions of Principal

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

• Group 1

The Group 1 Principal Distribution Amount in the following priority:

1. To Aggregate Group I to its Planned Balance. } PAC Group
2. — 41.6681529041% to CF and CS, pro rata, until retired, and } Support Classes
 — 58.3318470959% as follows:
 - first*, to Aggregate Group II to its Planned Balance; } PAC Group
 - second*, to WA, WG and WH, pro rata, until retired; } Support Classes
 - third*, to WB, WC and WD, in that order, until retired; and } Support Classes
 - fourth*, to Aggregate Group II to zero. } PAC Group
3. To Aggregate Group I to zero. } PAC Group

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

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

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

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

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

• Group 2

The Group 2 Principal Distribution Amount in the following priority:

1. To Aggregate Group III to its Planned Balance. } PAC Group
2. — 49.9820789084% to NF and NS, pro rata, until retired, and } Support Classes
 — 50.0179210916% as follows:
 - first*, to Aggregate Group IV to its Planned Balance; } PAC Group
 - second*, to NC until retired; and } Support Class
 - third*, to Aggregate Group IV to zero. } PAC Group

3. To Aggregate Group III to zero.

} PAC Group

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

“Aggregate Group III” consists of the M, PK and PL Classes. On each Distribution Date, we will apply payments of principal of Aggregate Group III as follows:

first, to M until retired; and

second, to PK and PL, pro rata, until retired.

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

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

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

- *Group 3*

The Group 3 Principal Distribution Amount to BC until retired.

} Pass-Through Class

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

- *Group 4*

The Group 4 Principal Distribution Amount to HK and HZ, in that order, until retired.

} Sequential Pay Classes

The “Group 4 Principal Distribution Amount” is the *sum* of the principal then paid on the Group 4 MBS *plus* any interest then accrued and added to the principal balance of the HZ Class.

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, Group 2, Group 3 and Group 4—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 Schedules. The Principal Balance Schedules are set forth beginning on page B-1 of this prospectus supplement. The Principal Balance Schedules were prepared based on the Pricing Assumptions and the assumption that the related Mortgage Loans prepay at a *constant* rate within the applicable “Structuring Ranges” specified in the chart below. The “Effective Range” for an Aggregate Group is the range of prepayment rates (measured by *constant* PSA rates) that would reduce that Aggregate Group to its scheduled balance each month based on the Pricing Assumptions.

We have not provided separate schedules for the individual Classes included in the Aggregate Groups. However, those Classes are designed to receive principal distributions in the same fashion as if separate schedules had been provided (with schedules based on the same underlying assumptions that apply to the related Aggregate Group schedule). If such separate schedules had been provided for the individual Classes included in the Aggregate Groups, we expect that the effective ranges for those Classes would not be narrower than those shown below for the related Aggregate Groups.

<u>Groups</u>	<u>Structuring Ranges</u>	<u>Initial Effective Ranges</u>
Aggregate Group I Planned Balances	Between 125% and 500% PSA	Between 125% and 500% PSA
Aggregate Group II Planned Balances	Between 140% and 230% PSA	Between 140% and 230% PSA
Aggregate Group III Planned Balances	Between 125% and 250% PSA	Between 125% and 250% PSA
Aggregate Group IV Planned Balances	Between 140% and 215% PSA	Between 140% and 215% PSA

The Aggregate Groups listed above consist of the following Classes:

Aggregate Group I	P and PH
Aggregate Group II	LA and LB
Aggregate Group III	M, PK and PL
Aggregate Group IV	NA and NB

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

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

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

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

Yield Tables

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

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

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

We cannot assure you that

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

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

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

The Inverse Floating Rate Classes. **The yields on the Inverse Floating Rate Classes will be sensitive in varying degrees to the rate of principal payments, including prepayments, of the related Mortgage Loans and to the level of the Index. The Mortgage Loans generally can be prepaid at any time without penalty. In addition, the rate of principal payments (including prepayments) of the Mortgage Loans is likely to vary, and may vary considerably, from pool to pool.**

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>
CS	99.25%
NS	99.25%

* The prices do not include accrued interest. Accrued interest has been added to the prices in calculating the yields set forth in the tables below.

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption</u>										
	<u>50%</u>	<u>100%</u>	<u>125%</u>	<u>140%</u>	<u>200%</u>	<u>230%</u>	<u>400%</u>	<u>500%</u>	<u>800%</u>	<u>1100%</u>	<u>1700%</u>
0.130%	9.9%	9.9%	9.9%	9.9%	9.9%	9.9%	9.9%	9.9%	10.0%	10.0%	10.0%
0.257%	9.6%	9.6%	9.6%	9.6%	9.6%	9.6%	9.7%	9.7%	9.7%	9.7%	9.8%
2.257%	5.5%	5.5%	5.5%	5.5%	5.5%	5.6%	5.6%	5.7%	5.8%	5.8%	5.9%
4.257%	1.5%	1.5%	1.5%	1.5%	1.5%	1.5%	1.6%	1.7%	1.9%	2.0%	2.2%
4.970%	0.0%	0.0%	0.0%	0.1%	0.1%	0.1%	0.2%	0.3%	0.5%	0.6%	0.8%

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption</u>									
	<u>50%</u>	<u>100%</u>	<u>125%</u>	<u>140%</u>	<u>185%</u>	<u>215%</u>	<u>250%</u>	<u>400%</u>	<u>700%</u>	<u>1000%</u>
0.140%	6.9%	6.9%	6.9%	6.9%	7.0%	7.0%	7.0%	7.1%	7.2%	7.3%
0.277%	6.7%	6.7%	6.7%	6.7%	6.8%	6.8%	6.8%	6.9%	7.0%	7.1%
2.277%	3.9%	3.9%	3.9%	3.9%	3.9%	4.0%	4.0%	4.2%	4.4%	4.5%
4.277%	1.1%	1.1%	1.1%	1.1%	1.1%	1.2%	1.3%	1.5%	1.7%	1.9%
5.000%	0.0%	0.0%	0.1%	0.1%	0.1%	0.1%	0.3%	0.5%	0.8%	1.0%

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

<u>Class</u>	<u>% PSA</u>
IB	359%
HI	919%

For either Fixed Rate Interest Only Class, if the actual prepayment rate of the related Mortgage Loans were to exceed the level specified for as little as one month while equaling that level for the remaining months, the investors in the applicable Class would lose money on their initial investments.

The information shown in the following yield tables has been prepared on the basis of the Pricing Assumptions and the assumption that the aggregate purchase prices of those Classes (expressed in each case as a percentage of the original principal balance) are as follows:

<u>Class</u>	<u>Price*</u>
IB	11.875%
HI	7.250%

* The prices do not include accrued interest. Accrued interest has been added to the prices in calculating the yields set forth in the tables below.

Sensitivity of the IB Class to Prepayments

	<u>PSA Prepayment Assumption</u>						
	<u>50%</u>	<u>100%</u>	<u>250%</u>	<u>411%</u>	<u>650%</u>	<u>900%</u>	<u>1300%</u>
Pre-Tax Yields to Maturity	18.3%	15.5%	6.7%	(3.3)%	(19.1)%	(37.3)%	(71.7)%

Sensitivity of the HI Class to Prepayments

	<u>PSA Prepayment Assumption</u>						
	<u>50%</u>	<u>100%</u>	<u>374%</u>	<u>575%</u>	<u>800%</u>	<u>1100%</u>	<u>1700%</u>
Pre-Tax Yields to Maturity	53.2%	50.4%	33.7%	20.9%	7.0%	(10.1)%	(39.0)%

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 1, Group 2 and Group 4 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	6.50%
Group 2 MBS	240 months	6.00%
Group 3 MBS	180 months	6.00%
Group 4 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	CF and CS Classes										
	PSA Prepayment Assumption										
	0%	100%	125%	140%	200%	230%	400%	500%	800%	1100%	1700%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100
December 2012	100	100	100	100	98	97	91	88	77	67	46
December 2013	100	100	100	98	92	88	70	59	29	*	0
December 2014	100	100	100	97	84	78	46	28	0	0	0
December 2015	100	100	100	95	78	70	30	11	0	0	0
December 2016	100	100	100	94	74	64	21	2	0	0	0
December 2017	100	100	100	94	71	61	17	*	0	0	0
December 2018	100	100	98	91	67	57	15	*	0	0	0
December 2019	100	100	94	87	62	52	12	*	0	0	0
December 2020	100	100	88	81	56	46	10	*	0	0	0
December 2021	100	95	82	74	50	40	8	*	0	0	0
December 2022	100	89	75	67	44	35	6	*	0	0	0
December 2023	100	82	68	61	38	30	5	*	0	0	0
December 2024	100	75	61	54	33	25	4	*	0	0	0
December 2025	100	68	55	48	28	21	3	*	0	0	0
December 2026	100	61	49	43	24	18	2	*	0	0	0
December 2027	100	55	43	37	20	15	2	*	0	0	0
December 2028	100	49	38	33	17	12	1	*	0	0	0
December 2029	100	44	33	28	14	10	1	*	0	0	0
December 2030	100	39	29	24	12	8	1	*	0	0	0
December 2031	100	34	25	21	10	6	*	*	0	0	0
December 2032	100	29	21	17	8	5	*	*	0	0	0
December 2033	100	25	18	14	6	4	*	*	0	0	0
December 2034	95	21	15	12	5	3	*	*	0	0	0
December 2035	84	17	12	9	4	2	*	*	0	0	0
December 2036	72	14	9	7	3	2	*	*	0	0	0
December 2037	59	10	7	6	2	1	*	*	0	0	0
December 2038	46	8	5	4	1	1	*	*	0	0	0
December 2039	32	5	3	2	1	*	*	*	0	0	0
December 2040	16	2	1	1	*	*	*	*	0	0	0
December 2041	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	26.6	17.7	15.8	14.5	10.5	9.0	4.0	2.4	1.6	1.3	0.9

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

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

Date	LA Class										
	PSA Prepayment Assumption										
	0%	100%	125%	140%	200%	230%	400%	500%	800%	1100%	1700%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100
December 2012	100	100	100	92	92	92	92	92	92	92	92
December 2013	100	100	100	71	71	71	71	71	71	0	0
December 2014	100	100	100	45	45	45	45	45	0	0	0
December 2015	100	100	100	23	23	23	23	0	0	0	0
December 2016	100	100	100	7	7	7	7	0	0	0	0
December 2017	100	100	100	0	0	0	0	0	0	0	0
December 2018	100	100	69	0	0	0	0	0	0	0	0
December 2019	100	100	0	0	0	0	0	0	0	0	0
December 2020	100	100	0	0	0	0	0	0	0	0	0
December 2021	100	20	0	0	0	0	0	0	0	0	0
December 2022	100	0	0	0	0	0	0	0	0	0	0
December 2023	100	0	0	0	0	0	0	0	0	0	0
December 2024	100	0	0	0	0	0	0	0	0	0	0
December 2025	100	0	0	0	0	0	0	0	0	0	0
December 2026	100	0	0	0	0	0	0	0	0	0	0
December 2027	100	0	0	0	0	0	0	0	0	0	0
December 2028	100	0	0	0	0	0	0	0	0	0	0
December 2029	100	0	0	0	0	0	0	0	0	0	0
December 2030	100	0	0	0	0	0	0	0	0	0	0
December 2031	100	0	0	0	0	0	0	0	0	0	0
December 2032	100	0	0	0	0	0	0	0	0	0	0
December 2033	100	0	0	0	0	0	0	0	0	0	0
December 2034	9	0	0	0	0	0	0	0	0	0	0
December 2035	0	0	0	0	0	0	0	0	0	0	0
December 2036	0	0	0	0	0	0	0	0	0	0	0
December 2037	0	0	0	0	0	0	0	0	0	0	0
December 2038	0	0	0	0	0	0	0	0	0	0	0
December 2039	0	0	0	0	0	0	0	0	0	0	0
December 2040	0	0	0	0	0	0	0	0	0	0	0
December 2041	0	0	0	0	0	0	0	0	0	0	0
Weighted Average											
Life (years)**	22.8	9.8	7.3	2.9	2.9	2.9	2.9	2.7	2.0	1.7	1.3

Date	LB Class										
	PSA Prepayment Assumption										
	0%	100%	125%	140%	200%	230%	400%	500%	800%	1100%	1700%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100
December 2012	100	100	100	100	100	100	100	100	100	100	100
December 2013	100	100	100	100	100	100	100	100	100	4	0
December 2014	100	100	100	100	100	100	100	100	0	0	0
December 2015	100	100	100	100	100	100	100	98	0	0	0
December 2016	100	100	100	100	100	100	100	20	0	0	0
December 2017	100	100	100	97	97	97	97	*	0	0	0
December 2018	100	100	100	75	75	75	78	*	0	0	0
December 2019	100	100	98	32	32	32	56	*	0	0	0
December 2020	100	100	45	0	0	0	35	*	0	0	0
December 2021	100	100	0	0	0	0	17	*	0	0	0
December 2022	100	49	0	0	0	0	1	*	0	0	0
December 2023	100	0	0	0	0	0	0	*	0	0	0
December 2024	100	0	0	0	0	0	0	*	0	0	0
December 2025	100	0	0	0	0	0	0	*	0	0	0
December 2026	100	0	0	0	0	0	0	*	0	0	0
December 2027	100	0	0	0	0	0	0	*	0	0	0
December 2028	100	0	0	0	0	0	0	*	0	0	0
December 2029	100	0	0	0	0	0	0	*	0	0	0
December 2030	100	0	0	0	0	0	0	*	0	0	0
December 2031	100	0	0	0	0	0	0	*	0	0	0
December 2032	100	0	0	0	0	0	0	*	0	0	0
December 2033	100	0	0	0	0	0	0	*	0	0	0
December 2034	100	0	0	0	0	0	0	*	0	0	0
December 2035	3	0	0	0	0	0	0	*	0	0	0
December 2036	0	0	0	0	0	0	0	*	0	0	0
December 2037	0	0	0	0	0	0	0	*	0	0	0
December 2038	0	0	0	0	0	0	0	*	0	0	0
December 2039	0	0	0	0	0	0	0	*	0	0	0
December 2040	0	0	0	0	0	0	0	*	0	0	0
December 2041	0	0	0	0	0	0	0	0	0	0	0
Weighted Average											
Life (years)**	23.6	11.0	8.9	7.5	7.5	7.5	8.4	4.6	2.5	2.0	1.4

* 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.

Date	P Class										
	PSA Prepayment Assumption										
	0%	100%	125%	140%	200%	230%	400%	500%	800%	1100%	1700%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100
December 2012	98	94	94	94	94	94	94	94	94	94	94
December 2013	96	84	82	82	82	82	82	82	82	82	39
December 2014	93	71	67	67	67	67	67	67	54	27	0
December 2015	91	59	52	52	52	52	52	52	26	7	0
December 2016	88	47	39	39	39	39	39	39	12	*	0
December 2017	85	36	27	27	27	27	27	27	5	0	0
December 2018	82	26	18	18	18	18	18	18	1	0	0
December 2019	79	17	11	11	11	11	11	11	0	0	0
December 2020	75	8	7	7	7	7	7	7	0	0	0
December 2021	72	4	4	4	4	4	4	4	0	0	0
December 2022	68	2	2	2	2	2	2	2	0	0	0
December 2023	63	*	*	*	*	*	*	*	0	0	0
December 2024	59	0	0	0	0	0	0	0	0	0	0
December 2025	54	0	0	0	0	0	0	0	0	0	0
December 2026	49	0	0	0	0	0	0	0	0	0	0
December 2027	43	0	0	0	0	0	0	0	0	0	0
December 2028	37	0	0	0	0	0	0	0	0	0	0
December 2029	31	0	0	0	0	0	0	0	0	0	0
December 2030	24	0	0	0	0	0	0	0	0	0	0
December 2031	17	0	0	0	0	0	0	0	0	0	0
December 2032	9	0	0	0	0	0	0	0	0	0	0
December 2033	1	0	0	0	0	0	0	0	0	0	0
December 2034	0	0	0	0	0	0	0	0	0	0	0
December 2035	0	0	0	0	0	0	0	0	0	0	0
December 2036	0	0	0	0	0	0	0	0	0	0	0
December 2037	0	0	0	0	0	0	0	0	0	0	0
December 2038	0	0	0	0	0	0	0	0	0	0	0
December 2039	0	0	0	0	0	0	0	0	0	0	0
December 2040	0	0	0	0	0	0	0	0	0	0	0
December 2041	0	0	0	0	0	0	0	0	0	0	0
Weighted Average											
Life (years)**	13.7	5.0	4.5	4.5	4.5	4.5	4.5	4.5	3.3	2.6	1.9

Date	PH Class										
	PSA Prepayment Assumption										
	0%	100%	125%	140%	200%	230%	400%	500%	800%	1100%	1700%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100
December 2012	100	100	100	100	100	100	100	100	100	100	100
December 2013	100	100	100	100	100	100	100	100	100	100	100
December 2014	100	100	100	100	100	100	100	100	100	100	0
December 2015	100	100	100	100	100	100	100	100	100	100	0
December 2016	100	100	100	100	100	100	100	100	100	100	0
December 2017	100	100	100	100	100	100	100	100	100	38	0
December 2018	100	100	100	100	100	100	100	100	100	13	0
December 2019	100	100	100	100	100	100	100	100	67	4	0
December 2020	100	100	100	100	100	100	100	100	34	1	0
December 2021	100	100	100	100	100	100	100	100	17	*	0
December 2022	100	100	100	100	100	100	100	100	9	*	0
December 2023	100	100	100	100	100	100	100	100	4	*	0
December 2024	100	70	70	70	70	70	70	70	2	*	0
December 2025	100	47	47	47	47	47	47	47	1	*	0
December 2026	100	31	31	31	31	31	31	31	1	*	0
December 2027	100	21	21	21	21	21	21	21	*	*	0
December 2028	100	14	14	14	14	14	14	14	*	*	0
December 2029	100	9	9	9	9	9	9	9	*	*	0
December 2030	100	6	6	6	6	6	6	6	*	*	0
December 2031	100	4	4	4	4	4	4	4	*	*	0
December 2032	100	2	2	2	2	2	2	2	*	*	0
December 2033	100	2	2	2	2	2	2	2	*	0	0
December 2034	1	1	1	1	1	1	1	1	*	0	0
December 2035	1	1	1	1	1	1	1	1	*	0	0
December 2036	*	*	*	*	*	*	*	*	*	0	0
December 2037	*	*	*	*	*	*	*	*	*	0	0
December 2038	*	*	*	*	*	*	*	*	*	0	0
December 2039	0	0	0	0	0	0	0	0	*	0	0
December 2040	0	0	0	0	0	0	0	0	*	0	0
December 2041	0	0	0	0	0	0	0	0	0	0	0
Weighted Average											
Life (years)**	22.4	14.6	14.6	14.6	14.6	14.6	14.6	14.6	8.9	6.1	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.

Date	WA, WG and WH Classes										
	PSA Prepayment Assumption										
	0%	100%	125%	140%	200%	230%	400%	500%	800%	1100%	1700%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100
December 2012	100	100	100	100	96	94	82	76	55	34	0
December 2013	100	100	100	100	86	79	42	20	0	0	0
December 2014	100	100	100	100	74	62	0	0	0	0	0
December 2015	100	100	100	100	65	48	0	0	0	0	0
December 2016	100	100	100	100	58	39	0	0	0	0	0
December 2017	100	100	100	100	53	33	0	0	0	0	0
December 2018	100	100	100	100	51	29	0	0	0	0	0
December 2019	100	100	100	100	49	28	0	0	0	0	0
December 2020	100	100	100	95	44	24	0	0	0	0	0
December 2021	100	100	97	81	32	12	0	0	0	0	0
December 2022	100	100	83	68	19	1	0	0	0	0	0
December 2023	100	97	69	54	8	0	0	0	0	0	0
December 2024	100	82	55	41	0	0	0	0	0	0	0
December 2025	100	69	42	28	0	0	0	0	0	0	0
December 2026	100	55	30	17	0	0	0	0	0	0	0
December 2027	100	43	18	6	0	0	0	0	0	0	0
December 2028	100	31	8	0	0	0	0	0	0	0	0
December 2029	100	19	0	0	0	0	0	0	0	0	0
December 2030	100	9	0	0	0	0	0	0	0	0	0
December 2031	100	0	0	0	0	0	0	0	0	0	0
December 2032	100	0	0	0	0	0	0	0	0	0	0
December 2033	100	0	0	0	0	0	0	0	0	0	0
December 2034	100	0	0	0	0	0	0	0	0	0	0
December 2035	100	0	0	0	0	0	0	0	0	0	0
December 2036	77	0	0	0	0	0	0	0	0	0	0
December 2037	51	0	0	0	0	0	0	0	0	0	0
December 2038	23	0	0	0	0	0	0	0	0	0	0
December 2039	0	0	0	0	0	0	0	0	0	0	0
December 2040	0	0	0	0	0	0	0	0	0	0	0
December 2041	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	26.0	15.6	13.5	12.4	6.9	5.0	1.8	1.5	1.0	0.8	0.6

Date	WB Class										
	PSA Prepayment Assumption										
	0%	100%	125%	140%	200%	230%	400%	500%	800%	1100%	1700%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100
December 2012	100	100	100	100	100	100	100	100	100	100	61
December 2013	100	100	100	100	100	100	100	100	0	0	0
December 2014	100	100	100	100	100	100	80	0	0	0	0
December 2015	100	100	100	100	100	100	0	0	0	0	0
December 2016	100	100	100	100	100	100	0	0	0	0	0
December 2017	100	100	100	100	100	100	0	0	0	0	0
December 2018	100	100	100	100	100	100	0	0	0	0	0
December 2019	100	100	100	100	100	100	0	0	0	0	0
December 2020	100	100	100	100	100	100	0	0	0	0	0
December 2021	100	100	100	100	100	100	0	0	0	0	0
December 2022	100	100	100	100	100	100	0	0	0	0	0
December 2023	100	100	100	100	100	59	0	0	0	0	0
December 2024	100	100	100	100	87	18	0	0	0	0	0
December 2025	100	100	100	100	45	0	0	0	0	0	0
December 2026	100	100	100	100	7	0	0	0	0	0	0
December 2027	100	100	100	100	0	0	0	0	0	0	0
December 2028	100	100	100	84	0	0	0	0	0	0	0
December 2029	100	100	91	45	0	0	0	0	0	0	0
December 2030	100	100	51	9	0	0	0	0	0	0	0
December 2031	100	94	14	0	0	0	0	0	0	0	0
December 2032	100	53	0	0	0	0	0	0	0	0	0
December 2033	100	14	0	0	0	0	0	0	0	0	0
December 2034	100	0	0	0	0	0	0	0	0	0	0
December 2035	100	0	0	0	0	0	0	0	0	0	0
December 2036	100	0	0	0	0	0	0	0	0	0	0
December 2037	100	0	0	0	0	0	0	0	0	0	0
December 2038	100	0	0	0	0	0	0	0	0	0	0
December 2039	75	0	0	0	0	0	0	0	0	0	0
December 2040	0	0	0	0	0	0	0	0	0	0	0
December 2041	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	28.2	21.1	19.1	17.9	13.9	12.3	3.2	2.5	1.7	1.4	1.0

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

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

Date	WC Class										
	PSA Prepayment Assumption										
	0%	100%	125%	140%	200%	230%	400%	500%	800%	1100%	1700%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100
December 2012	100	100	100	100	100	100	100	100	100	100	100
December 2013	100	100	100	100	100	100	100	100	15	0	0
December 2014	100	100	100	100	100	100	100	26	0	0	0
December 2015	100	100	100	100	100	100	50	0	0	0	0
December 2016	100	100	100	100	100	100	0	0	0	0	0
December 2017	100	100	100	100	100	100	0	0	0	0	0
December 2018	100	100	100	100	100	100	0	0	0	0	0
December 2019	100	100	100	100	100	100	0	0	0	0	0
December 2020	100	100	100	100	100	100	0	0	0	0	0
December 2021	100	100	100	100	100	100	0	0	0	0	0
December 2022	100	100	100	100	100	100	0	0	0	0	0
December 2023	100	100	100	100	100	100	0	0	0	0	0
December 2024	100	100	100	100	100	100	0	0	0	0	0
December 2025	100	100	100	100	100	82	0	0	0	0	0
December 2026	100	100	100	100	100	51	0	0	0	0	0
December 2027	100	100	100	100	74	23	0	0	0	0	0
December 2028	100	100	100	100	44	0	0	0	0	0	0
December 2029	100	100	100	100	18	0	0	0	0	0	0
December 2030	100	100	100	100	0	0	0	0	0	0	0
December 2031	100	100	100	77	0	0	0	0	0	0	0
December 2032	100	100	81	47	0	0	0	0	0	0	0
December 2033	100	100	50	21	0	0	0	0	0	0	0
December 2034	100	78	22	0	0	0	0	0	0	0	0
December 2035	100	45	0	0	0	0	0	0	0	0	0
December 2036	100	14	0	0	0	0	0	0	0	0	0
December 2037	100	0	0	0	0	0	0	0	0	0	0
December 2038	100	0	0	0	0	0	0	0	0	0	0
December 2039	100	0	0	0	0	0	0	0	0	0	0
December 2040	37	0	0	0	0	0	0	0	0	0	0
December 2041	0	0	0	0	0	0	0	0	0	0	0
Weighted Average											
Life (years)**	28.9	23.9	22.1	21.0	16.9	15.1	4.1	2.9	2.0	1.6	1.2

Date	WD Class										
	PSA Prepayment Assumption										
	0%	100%	125%	140%	200%	230%	400%	500%	800%	1100%	1700%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100
December 2012	100	100	100	100	100	100	100	100	100	100	100
December 2013	100	100	100	100	100	100	100	100	100	0	0
December 2014	100	100	100	100	100	100	100	100	0	0	0
December 2015	100	100	100	100	100	100	100	0	0	0	0
December 2016	100	100	100	100	100	100	81	0	0	0	0
December 2017	100	100	100	100	100	100	55	0	0	0	0
December 2018	100	100	100	100	100	100	52	0	0	0	0
December 2019	100	100	100	100	100	100	52	0	0	0	0
December 2020	100	100	100	100	100	100	52	0	0	0	0
December 2021	100	100	100	100	100	100	52	0	0	0	0
December 2022	100	100	100	100	100	100	52	0	0	0	0
December 2023	100	100	100	100	100	100	41	0	0	0	0
December 2024	100	100	100	100	100	100	32	0	0	0	0
December 2025	100	100	100	100	100	100	24	0	0	0	0
December 2026	100	100	100	100	100	100	18	0	0	0	0
December 2027	100	100	100	100	100	100	14	0	0	0	0
December 2028	100	100	100	100	100	100	10	0	0	0	0
December 2029	100	100	100	100	100	82	8	0	0	0	0
December 2030	100	100	100	100	96	66	6	0	0	0	0
December 2031	100	100	100	100	79	53	4	0	0	0	0
December 2032	100	100	100	100	64	42	3	0	0	0	0
December 2033	100	100	100	100	51	33	2	0	0	0	0
December 2034	100	100	100	100	97	40	26	1	0	0	0
December 2035	100	100	97	78	31	19	1	0	0	0	0
December 2036	100	100	77	61	23	14	1	0	0	0	0
December 2037	100	86	58	45	17	10	*	0	0	0	0
December 2038	100	62	41	32	11	7	*	0	0	0	0
December 2039	100	39	25	19	7	4	*	0	0	0	0
December 2040	100	18	11	9	3	2	*	0	0	0	0
December 2041	0	0	0	0	0	0	0	0	0	0	0
Weighted Average											
Life (years)**	29.7	27.6	26.6	25.9	22.8	21.1	10.2	3.5	2.2	1.7	1.3

* 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.

Date	M Class										NA Class									
	PSA Prepayment Assumption										PSA Prepayment Assumption									
	0%	100%	125%	140%	185%	215%	250%	400%	700%	1000%	0%	100%	125%	140%	185%	215%	250%	400%	700%	1000%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
December 2012	96	92	92	92	92	92	92	92	92	92	100	100	100	92	92	92	92	92	92	92
December 2013	91	81	79	79	79	79	79	79	65	45	100	100	100	74	74	74	74	74	0	0
December 2014	86	67	63	63	63	63	63	55	23	0	100	100	100	51	51	51	51	0	0	0
December 2015	81	54	49	49	49	49	49	31	0	0	100	100	100	34	34	34	34	0	0	0
December 2016	76	42	36	36	36	36	36	14	0	0	100	100	100	22	22	22	14	0	0	0
December 2017	70	31	24	24	24	24	24	1	0	0	100	100	100	14	14	14	0	0	0	0
December 2018	64	21	13	13	13	13	13	0	0	0	100	100	100	9	9	9	0	0	0	0
December 2019	57	11	4	4	4	4	4	0	0	0	100	100	87	1	1	1	0	0	0	0
December 2020	50	2	0	0	0	0	0	0	0	0	100	100	57	0	0	0	0	0	0	0
December 2021	43	0	0	0	0	0	0	0	0	0	100	100	15	0	0	0	0	0	0	0
December 2022	35	0	0	0	0	0	0	0	0	0	100	100	0	0	0	0	0	0	0	0
December 2023	26	0	0	0	0	0	0	0	0	0	100	51	0	0	0	0	0	0	0	0
December 2024	18	0	0	0	0	0	0	0	0	0	100	0	0	0	0	0	0	0	0	0
December 2025	8	0	0	0	0	0	0	0	0	0	100	0	0	0	0	0	0	0	0	0
December 2026	0	0	0	0	0	0	0	0	0	0	100	0	0	0	0	0	0	0	0	0
December 2027	0	0	0	0	0	0	0	0	0	0	100	0	0	0	0	0	0	0	0	0
December 2028	0	0	0	0	0	0	0	0	0	0	100	0	0	0	0	0	0	0	0	0
December 2029	0	0	0	0	0	0	0	0	0	0	3	0	0	0	0	0	0	0	0	0
December 2030	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
December 2031	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average																				
Life (years)**	8.5	4.5	4.1	4.1	4.1	4.1	4.1	3.3	2.3	1.9	17.8	12.0	9.1	3.5	3.5	3.5	3.2	2.0	1.4	1.1

Date	NB Class										NC Class									
	PSA Prepayment Assumption										PSA Prepayment Assumption									
	0%	100%	125%	140%	185%	215%	250%	400%	700%	1000%	0%	100%	125%	140%	185%	215%	250%	400%	700%	1000%
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	100	100	100	100	100	100	100	100	100	100	100	95	92	89	73	42	11
December 2013	100	100	100	100	100	100	100	100	0	0	100	100	100	100	85	74	63	13	0	0
December 2014	100	100	100	100	100	100	100	100	0	0	100	100	100	100	72	53	32	0	0	0
December 2015	100	100	100	100	100	100	100	0	0	0	100	100	100	100	62	38	11	0	0	0
December 2016	100	100	100	100	100	100	100	0	0	0	100	100	100	100	56	28	0	0	0	0
December 2017	100	100	100	100	100	100	28	0	0	0	100	100	100	100	52	23	0	0	0	0
December 2018	100	100	100	100	100	100	*	0	0	0	100	100	100	100	51	22	0	0	0	0
December 2019	100	100	100	100	100	100	*	0	0	0	100	100	100	99	50	22	0	0	0	0
December 2020	100	100	100	69	69	69	*	0	0	0	100	100	100	95	48	22	0	0	0	0
December 2021	100	100	100	29	29	29	*	0	0	0	100	100	100	91	46	22	0	0	0	0
December 2022	100	100	0	0	0	0	*	0	0	0	100	100	100	84	43	21	0	0	0	0
December 2023	100	100	0	0	0	0	*	0	0	0	100	100	89	74	37	18	0	0	0	0
December 2024	100	37	0	0	0	0	*	0	0	0	100	100	77	64	31	15	0	0	0	0
December 2025	100	0	0	0	0	0	*	0	0	0	100	87	65	53	26	12	0	0	0	0
December 2026	100	0	0	0	0	0	*	0	0	0	100	72	53	43	21	10	0	0	0	0
December 2027	100	0	0	0	0	0	*	0	0	0	100	57	41	33	16	7	0	0	0	0
December 2028	100	0	0	0	0	0	*	0	0	0	100	42	30	24	11	5	0	0	0	0
December 2029	100	0	0	0	0	0	*	0	0	0	100	27	19	15	7	3	0	0	0	0
December 2030	0	0	0	0	0	0	*	0	0	0	56	13	9	7	3	1	0	0	0	0
December 2031	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average																				
Life (years)**	18.1	13.0	10.7	9.5	9.5	9.5	5.8	2.4	1.6	1.2	19.1	16.5	15.3	14.4	8.6	5.4	2.5	1.4	0.9	0.7

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

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

Date	NF and NS Classes										PK and PL Classes									
	PSA Prepayment Assumption										PSA Prepayment Assumption									
	0%	100%	125%	140%	185%	215%	250%	400%	700%	1000%	0%	100%	125%	140%	185%	215%	250%	400%	700%	1000%
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	99	95	93	90	78	53	28	100	100	100	100	100	100	100	100	100	100
December 2013	100	100	100	96	84	76	66	27	0	0	100	100	100	100	100	100	100	100	100	100
December 2014	100	100	100	92	70	55	39	0	0	0	100	100	100	100	100	100	100	100	100	95
December 2015	100	100	100	90	60	41	19	0	0	0	100	100	100	100	100	100	100	100	95	36
December 2016	100	100	100	88	53	31	7	0	0	0	100	100	100	100	100	100	100	100	52	14
December 2017	100	100	100	86	49	26	1	0	0	0	100	100	100	100	100	100	100	100	29	5
December 2018	100	100	100	86	47	24	*	0	0	0	100	100	100	100	100	100	100	74	16	2
December 2019	100	100	98	83	45	23	*	0	0	0	100	100	100	100	100	100	100	53	9	1
December 2020	100	100	93	79	42	21	*	0	0	0	100	100	89	89	89	89	89	37	5	*
December 2021	100	100	87	73	38	19	*	0	0	0	100	81	70	70	70	70	70	26	2	*
December 2022	100	100	79	66	34	16	*	0	0	0	100	57	55	55	55	55	55	18	1	*
December 2023	100	92	70	58	29	14	*	0	0	0	100	42	42	42	42	42	42	13	1	*
December 2024	100	81	61	50	25	12	*	0	0	0	100	32	32	32	32	32	32	8	*	*
December 2025	100	69	51	42	20	10	*	0	0	0	100	23	23	23	23	23	23	6	*	*
December 2026	100	57	42	34	16	8	*	0	0	0	94	17	17	17	17	17	17	4	*	*
December 2027	100	45	33	26	12	6	*	0	0	0	62	12	12	12	12	12	12	2	*	*
December 2028	100	33	24	19	9	4	*	0	0	0	27	8	8	8	8	8	8	1	*	*
December 2029	85	21	15	12	5	2	*	0	0	0	4	4	4	4	4	4	4	1	*	*
December 2030	44	10	7	6	2	1	*	0	0	0	2	2	2	2	2	2	2	*	*	*
December 2031	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	18.9	15.6	14.1	12.4	7.9	5.3	2.8	1.6	1.0	0.8	16.4	12.3	12.1	12.1	12.1	12.1	12.1	8.9	5.6	4.0

Date	MA Class									
	PSA Prepayment Assumption									
	0%	100%	125%	140%	185%	215%	250%	400%	700%	1000%
Initial Percent	100	100	100	100	100	100	100	100	100	100
December 2012	96	93	93	93	93	93	93	93	93	93
December 2013	92	83	81	81	81	81	81	81	69	52
December 2014	88	71	68	68	68	68	68	61	32	12
December 2015	83	60	55	55	55	55	55	40	12	4
December 2016	79	49	44	44	44	44	44	24	6	2
December 2017	73	40	33	33	33	33	33	13	4	1
December 2018	68	30	24	24	24	24	24	9	2	*
December 2019	62	22	16	16	16	16	16	6	1	*
December 2020	56	14	11	11	11	11	11	5	1	*
December 2021	50	10	9	9	9	9	9	3	*	*
December 2022	43	7	7	7	7	7	7	2	*	*
December 2023	35	5	5	5	5	5	5	2	*	*
December 2024	28	4	4	4	4	4	4	1	*	*
December 2025	19	3	3	3	3	3	3	1	*	*
December 2026	12	2	2	2	2	2	2	*	*	*
December 2027	8	1	1	1	1	1	1	*	*	*
December 2028	3	1	1	1	1	1	1	*	*	*
December 2029	1	1	1	1	1	1	1	*	*	*
December 2030	*	*	*	*	*	*	*	*	*	0
December 2031	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	9.5	5.5	5.1	5.1	5.1	5.1	5.1	3.9	2.7	2.2

* 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.

BC, IB†, BD, BE, BG, BH, BM and BN Classes							
Date	PSA Prepayment Assumption						
	0%	100%	250%	411%	650%	900%	1300%
Initial Percent	100	100	100	100	100	100	100
December 2012	96	91	86	81	73	64	51
December 2013	91	81	70	58	43	30	12
December 2014	86	71	55	41	25	13	3
December 2015	81	62	43	29	14	5	1
December 2016	76	53	34	20	8	2	*
December 2017	70	45	26	13	4	1	*
December 2018	64	38	20	9	2	*	*
December 2019	58	31	14	6	1	*	*
December 2020	51	24	10	4	1	*	*
December 2021	44	19	7	2	*	*	*
December 2022	36	13	5	1	*	*	*
December 2023	28	8	3	1	*	*	0
December 2024	19	4	1	*	*	*	0
December 2025	10	0	0	0	0	0	0
December 2026	0	0	0	0	0	0	0
Weighted Average Life (years)**	8.6	5.9	4.3	3.2	2.2	1.7	1.2

HK, HI† and H Classes							
Date	PSA Prepayment Assumption						
	0%	100%	374%	575%	800%	1100%	1700%
Initial Percent	100	100	100	100	100	100	100
December 2012	98	96	91	88	84	78	67
December 2013	96	89	73	62	50	36	9
December 2014	94	80	52	34	18	1	0
December 2015	92	72	34	15	0	0	0
December 2016	89	64	21	2	0	0	0
December 2017	87	56	10	0	0	0	0
December 2018	84	49	2	0	0	0	0
December 2019	81	43	0	0	0	0	0
December 2020	78	36	0	0	0	0	0
December 2021	75	30	0	0	0	0	0
December 2022	71	24	0	0	0	0	0
December 2023	68	19	0	0	0	0	0
December 2024	64	14	0	0	0	0	0
December 2025	60	9	0	0	0	0	0
December 2026	55	4	0	0	0	0	0
December 2027	51	0	0	0	0	0	0
December 2028	46	0	0	0	0	0	0
December 2029	41	0	0	0	0	0	0
December 2030	35	0	0	0	0	0	0
December 2031	30	0	0	0	0	0	0
December 2032	24	0	0	0	0	0	0
December 2033	17	0	0	0	0	0	0
December 2034	10	0	0	0	0	0	0
December 2035	3	0	0	0	0	0	0
December 2036	0	0	0	0	0	0	0
December 2037	0	0	0	0	0	0	0
December 2038	0	0	0	0	0	0	0
December 2039	0	0	0	0	0	0	0
December 2040	0	0	0	0	0	0	0
December 2041	0	0	0	0	0	0	0
Weighted Average Life (years)**	15.0	7.4	3.4	2.5	2.0	1.7	1.3

HZ Class							
Date	PSA Prepayment Assumption						
	0%	100%	374%	575%	800%	1100%	1700%
Initial Percent	100	100	100	100	100	100	100
December 2012	104	104	104	104	104	104	104
December 2013	108	108	108	108	108	108	108
December 2014	113	113	113	113	113	113	0
December 2015	117	117	117	117	115	39	0
December 2016	122	122	122	122	59	13	0
December 2017	127	127	127	87	30	4	0
December 2018	132	132	132	56	15	1	0
December 2019	138	138	111	36	8	*	0
December 2020	143	143	84	23	4	*	0
December 2021	149	149	63	14	2	*	0
December 2022	155	155	47	9	1	*	0
December 2023	161	161	35	6	*	*	0
December 2024	168	168	27	4	*	*	0
December 2025	175	175	20	2	*	*	0
December 2026	182	182	15	1	*	*	0
December 2027	189	186	11	1	*	*	0
December 2028	197	166	8	1	*	*	0
December 2029	205	147	6	*	*	*	0
December 2030	214	129	4	*	*	*	0
December 2031	222	112	3	*	*	0	0
December 2032	231	97	2	*	*	0	0
December 2033	241	83	2	*	*	0	0
December 2034	251	69	1	*	*	0	0
December 2035	261	57	1	*	*	0	0
December 2036	239	46	*	*	*	0	0
December 2037	197	35	*	*	*	0	0
December 2038	153	25	*	*	*	0	0
December 2039	105	16	*	*	*	0	0
December 2040	54	7	*	*	0	0	0
December 2041	0	0	0	0	0	0	0
Weighted Average Life (years)**	27.4	21.8	10.8	7.5	5.5	4.0	2.3

* 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.

Characteristics of the Residual Classes

A Residual Certificate will be subject to certain transfer restrictions. See “Description of the Certificates—The Certificates—*Special Characteristics of the Residual Certificates*” and “Material Federal Income Tax Consequences—Taxation of Beneficial Owners of Residual Certificates” in the REMIC Prospectus.

Treasury Department regulations (the “Regulations”) provide that a transfer of a “noneconomic residual interest” will be disregarded for all federal tax purposes unless no significant purpose of the transfer is to impede the assessment or collection of tax. A Residual Certificate will constitute a noneconomic residual interest under the Regulations. Having a significant purpose to impede the assessment or collection of tax means that the transferor of a Residual Certificate had “improper knowledge” at the time of the transfer. See “Description of the Certificates—The Certificates—*Special Characteristics of the Residual Certificates*” in the REMIC Prospectus. You should consult your own tax advisor regarding the application of the Regulations to a transfer of a Residual Certificate.

CERTAIN ADDITIONAL FEDERAL INCOME TAX CONSEQUENCES

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

U.S. Treasury Circular 230 Notice

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

REMIC Elections and Special Tax Attributes

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

Taxation of Beneficial Owners of Regular Certificates

The Notional Classes and the Accrual Class will be issued with original issue discount (“OID”), and certain other Classes of REMIC Certificates may be issued with OID. If a Class is issued with OID, a beneficial owner of a Certificate of that Class generally must recognize some taxable income in

advance of the receipt of the cash attributable to that income. See “Material Federal Income Tax Consequences—Taxation of Beneficial Owners of Regular Certificates—*Treatment of Original Issue Discount*” in the REMIC Prospectus. In addition, certain Classes of REMIC Certificates may be treated as having been issued at a premium. See “Material Federal Income Tax Consequences—Taxation of Beneficial Owners of Regular Certificates—*Regular Certificates Purchased at a Premium*” in the REMIC Prospectus.

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

<u>Group</u>	<u>Prepayment Assumption</u>
1	200% PSA
2	185% PSA
3	411% PSA
4	374% PSA

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

Taxation of Beneficial Owners of Residual Certificates

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

Taxation of Beneficial Owners of RCR Certificates

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

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

PLAN OF DISTRIBUTION

We are obligated to deliver the Certificates to RBS Securities 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. Sidley Austin LLP also will provide legal representation for the Dealer.

Available Recombinations(1)

REMIC Certificates		RCR Certificates					Final Distribution Date	
Classes	Original Balances	RCR Classes	Original Balances	Principal Type(2)	Interest Rate	Interest Type(2)		CUSIP Number
Recombination 1								
M	\$124,192,000	MA	\$141,573,000	PAC	3.50%	FIX	3136A3DJ7	January 2032
PK	17,381,000							
Recombination 2								
BC	65,118,761	BD	65,118,761	PT	1.75	FIX	3136A3DK4	January 2027
IB	4,651,340(3)							
Recombination 3								
BC	65,118,761	BE	65,118,761	PT	2.00	FIX	3136A3DL2	January 2027
IB	9,302,680(3)							
Recombination 4								
BC	65,118,761	BG	65,118,761	PT	2.25	FIX	3136A3DM0	January 2027
IB	13,954,020(3)							
Recombination 5								
BC	65,118,761	BH	65,118,761	PT	2.50	FIX	3136A3DN8	January 2027
IB	18,605,360(3)							
Recombination 6								
BC	65,118,761	BM	65,118,761	PT	3.00	FIX	3136A3DP3	January 2027
IB	27,908,040(3)							
Recombination 7								
BC	65,118,761	BN	65,118,761	PT	3.25	FIX	3136A3DQ1	January 2027
IB	32,559,380(3)							
Recombination 8								
HK	64,875,000	H	64,875,000	SEQ/AD	4.00	FIX	3136A3DR9	June 2036
HI	4,054,687(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 denominator 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 balances. These Classes are Interest Only Classes. See page S-6 for a description of how their notional balances are calculated.

Principal Balance Schedules

Aggregate Group I 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	\$61,730,000.00	April 2016	\$30,469,149.86	August 2020	\$ 6,523,235.56
January 2012	61,536,567.18	May 2016	29,806,636.11	September 2020	6,317,427.42
February 2012	61,319,282.34	June 2016	29,148,785.43	October 2020	6,118,023.78
March 2012	61,078,221.88	July 2016	28,495,566.62	November 2020	5,924,827.40
April 2012	60,813,477.54	August 2016	27,846,948.70	December 2020	5,737,647.11
May 2012	60,525,156.39	September 2016	27,202,900.86	January 2021	5,556,297.55
June 2012	60,213,380.78	October 2016	26,563,392.51	February 2021	5,380,599.04
July 2012	59,878,288.26	November 2016	25,928,393.27	March 2021	5,210,377.37
August 2012	59,520,031.50	December 2016	25,297,872.94	April 2021	5,045,463.68
September 2012	59,138,778.23	January 2017	24,671,801.53	May 2021	4,885,694.25
October 2012	58,734,711.09	February 2017	24,050,149.25	June 2021	4,730,910.38
November 2012	58,308,027.50	March 2017	23,432,886.50	July 2021	4,580,958.21
December 2012	57,858,939.54	April 2017	22,819,983.86	August 2021	4,435,688.61
January 2013	57,387,673.77	May 2017	22,211,412.14	September 2021	4,294,956.99
February 2013	56,894,471.06	June 2017	21,607,142.31	October 2021	4,158,623.19
March 2013	56,379,586.38	July 2017	21,007,145.54	November 2021	4,026,551.35
April 2013	55,843,288.63	August 2017	20,411,393.18	December 2021	3,898,609.76
May 2013	55,285,860.37	September 2017	19,819,856.80	January 2022	3,774,670.75
June 2013	54,707,597.61	October 2017	19,232,508.11	February 2022	3,654,610.56
July 2013	54,108,809.55	November 2017	18,649,319.04	March 2022	3,538,309.22
August 2013	53,489,818.29	December 2017	18,070,261.70	April 2022	3,425,650.43
September 2013	52,850,958.58	January 2018	17,507,240.38	May 2022	3,316,521.46
October 2013	52,192,577.51	February 2018	16,961,572.28	June 2022	3,210,813.05
November 2013	51,515,034.20	March 2018	16,432,727.04	July 2022	3,108,419.26
December 2013	50,818,699.44	April 2018	15,920,190.46	August 2022	3,009,237.44
January 2014	50,103,955.44	May 2018	15,423,463.91	September 2022	2,913,168.05
February 2014	49,371,195.37	June 2018	14,942,063.90	October 2022	2,820,114.63
March 2014	48,620,823.10	July 2018	14,475,521.65	November 2022	2,729,983.67
April 2014	47,853,252.75	August 2018	14,023,382.58	December 2022	2,642,684.54
May 2014	47,068,908.36	September 2018	13,585,205.97	January 2023	2,558,129.38
June 2014	46,290,040.91	October 2018	13,160,564.44	February 2023	2,476,233.04
July 2014	45,516,613.87	November 2018	12,749,043.64	March 2023	2,396,912.98
August 2014	44,748,590.93	December 2018	12,350,241.79	April 2023	2,320,089.21
September 2014	43,985,936.03	January 2019	11,963,769.32	May 2023	2,245,684.17
October 2014	43,228,613.36	February 2019	11,589,248.54	June 2023	2,173,622.73
November 2014	42,476,587.31	March 2019	11,226,313.21	July 2023	2,103,832.02
December 2014	41,729,822.54	April 2019	10,874,608.24	August 2023	2,036,241.45
January 2015	40,988,283.92	May 2019	10,533,789.36	September 2023	1,970,782.58
February 2015	40,251,936.55	June 2019	10,203,522.76	October 2023	1,907,389.10
March 2015	39,520,745.77	July 2019	9,883,484.79	November 2023	1,845,996.71
April 2015	38,794,677.14	August 2019	9,573,361.67	December 2023	1,786,543.11
May 2015	38,073,696.46	September 2019	9,272,849.14	January 2024	1,728,967.93
June 2015	37,357,769.72	October 2019	8,981,652.23	February 2024	1,673,212.63
July 2015	36,646,863.17	November 2019	8,699,484.96	March 2024	1,619,220.50
August 2015	35,940,943.26	December 2019	8,426,070.04	April 2024	1,566,936.57
September 2015	35,239,976.67	January 2020	8,161,138.65	May 2024	1,516,307.56
October 2015	34,543,930.30	February 2020	7,904,430.15	June 2024	1,467,281.84
November 2015	33,852,771.25	March 2020	7,655,691.85	July 2024	1,419,809.37
December 2015	33,166,466.86	April 2020	7,414,678.76	August 2024	1,373,841.65
January 2016	32,484,984.66	May 2020	7,181,153.37	September 2024	1,329,331.69
February 2016	31,808,292.42	June 2020	6,954,885.40	October 2024	1,286,233.95
March 2016	31,136,358.09	July 2020	6,735,651.61	November 2024	1,244,504.27

Aggregate Group I (Continued)

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
December 2024	\$ 1,204,099.90	July 2029	\$ 187,058.78	February 2034	\$ 24,420.53
January 2025	1,164,979.36	August 2029	180,632.32	March 2034	23,456.25
February 2025	1,127,102.50	September 2029	174,417.62	April 2034	22,525.88
March 2025	1,090,430.38	October 2029	168,407.87	May 2034	21,628.27
April 2025	1,054,925.28	November 2029	162,596.49	June 2034	20,762.31
May 2025	1,020,550.64	December 2029	156,977.08	July 2034	19,926.96
June 2025	987,271.03	January 2030	151,543.48	August 2034	19,121.17
July 2025	955,052.12	February 2030	146,289.69	September 2034	18,343.96
August 2025	923,860.65	March 2030	141,209.92	October 2034	17,594.35
September 2025	893,664.38	April 2030	136,298.56	November 2034	16,871.41
October 2025	864,432.07	May 2030	131,550.18	December 2034	16,174.25
November 2025	836,133.47	June 2030	126,959.50	January 2035	15,501.98
December 2025	808,739.22	July 2030	122,521.45	February 2035	14,853.77
January 2026	782,220.93	August 2030	118,231.07	March 2035	14,228.81
February 2026	756,551.04	September 2030	114,083.59	April 2035	13,626.29
March 2026	731,702.87	October 2030	110,074.40	May 2035	13,045.45
April 2026	707,650.58	November 2030	106,199.00	June 2035	12,485.57
May 2026	684,369.10	December 2030	102,453.05	July 2035	11,945.92
June 2026	661,834.16	January 2031	98,832.37	August 2035	11,425.81
July 2026	640,022.25	February 2031	95,332.88	September 2035	10,924.57
August 2026	618,910.57	March 2031	91,950.65	October 2035	10,441.57
September 2026	598,477.05	April 2031	88,681.86	November 2035	9,976.17
October 2026	578,700.30	May 2031	85,522.82	December 2035	9,527.77
November 2026	559,559.58	June 2031	82,469.96	January 2036	9,095.78
December 2026	541,034.81	July 2031	79,519.82	February 2036	8,679.65
January 2027	523,106.54	August 2031	76,669.06	March 2036	8,278.82
February 2027	505,755.92	September 2031	73,914.42	April 2036	7,892.77
March 2027	488,964.69	October 2031	71,252.78	May 2036	7,520.98
April 2027	472,715.14	November 2031	68,681.09	June 2036	7,162.97
May 2027	456,990.15	December 2031	66,196.41	July 2036	6,818.25
June 2027	441,773.10	January 2032	63,795.89	August 2036	6,486.37
July 2027	427,047.90	February 2032	61,476.78	September 2036	6,166.88
August 2027	412,798.97	March 2032	59,236.40	October 2036	5,859.34
September 2027	399,011.20	April 2032	57,072.19	November 2036	5,563.35
October 2027	385,669.97	May 2032	54,981.63	December 2036	5,278.49
November 2027	372,761.11	June 2032	52,962.30	January 2037	5,004.38
December 2027	360,270.88	July 2032	51,011.87	February 2037	4,740.65
January 2028	348,186.00	August 2032	49,128.06	March 2037	4,486.92
February 2028	336,493.57	September 2032	47,308.69	April 2037	4,242.85
March 2028	325,181.12	October 2032	45,551.62	May 2037	4,008.09
April 2028	314,236.56	November 2032	43,854.81	June 2037	3,782.33
May 2028	303,648.18	December 2032	42,216.26	July 2037	3,565.23
June 2028	293,404.63	January 2033	40,634.04	August 2037	3,356.50
July 2028	283,494.92	February 2033	39,106.30	September 2037	3,155.84
August 2028	273,908.43	March 2033	37,631.23	October 2037	2,962.96
September 2028	264,634.82	April 2033	36,207.08	November 2037	2,777.59
October 2028	255,664.12	May 2033	34,832.17	December 2037	2,599.45
November 2028	246,986.66	June 2033	33,504.86	January 2038	2,428.30
December 2028	238,593.07	July 2033	32,223.57	February 2038	2,263.87
January 2029	230,474.26	August 2033	30,986.76	March 2038	2,105.94
February 2029	222,621.47	September 2033	29,792.97	April 2038	1,954.26
March 2029	215,026.16	October 2033	28,640.74	May 2038	1,808.61
April 2029	207,680.10	November 2033	27,528.71	June 2038	1,668.77
May 2029	200,575.29	December 2033	26,455.52	July 2038	1,534.54
June 2029	193,704.02	January 2034	25,419.88	August 2038	1,405.71

Aggregate Group I (Continued)

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
September 2038	\$ 1,282.09	March 2039	\$ 639.52	September 2039	\$ 141.89
October 2038	1,163.48	April 2039	547.39	October 2039	70.89
November 2038	1,049.71	May 2039	459.12	November 2039	2.96
December 2038	940.60	June 2039	374.57	December 2039 and thereafter	0.00
January 2039	835.97	July 2039	293.61		
February 2039	735.66	August 2039	216.09		

Aggregate Group II 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	\$4,917,000.00	November 2014	\$3,994,848.00	October 2017	\$3,101,931.54
January 2012	4,913,716.02	December 2014	3,959,202.62	November 2017	3,085,751.82
February 2012	4,908,793.15	January 2015	3,924,232.80	December 2017	3,070,015.48
March 2012	4,902,235.73	February 2015	3,889,930.76	January 2018	3,047,756.45
April 2012	4,894,050.28	March 2015	3,856,288.76	February 2018	3,018,184.80
May 2012	4,884,245.60	April 2015	3,823,299.18	March 2018	2,981,588.53
June 2012	4,872,832.69	May 2015	3,790,954.44	April 2018	2,938,246.41
July 2012	4,859,824.78	June 2015	3,759,247.03	May 2018	2,888,428.25
August 2012	4,845,237.28	July 2015	3,728,169.53	June 2018	2,832,395.21
September 2012	4,829,087.81	August 2015	3,697,714.59	July 2018	2,770,400.01
October 2012	4,811,396.17	September 2015	3,667,874.91	August 2018	2,702,687.24
November 2012	4,792,184.31	October 2015	3,638,643.31	September 2018	2,629,493.56
December 2012	4,771,476.30	November 2015	3,610,012.62	October 2018	2,551,048.00
January 2013	4,749,298.30	December 2015	3,581,975.78	November 2018	2,467,572.14
February 2013	4,725,678.55	January 2016	3,554,525.78	December 2018	2,379,280.40
March 2013	4,700,647.29	February 2016	3,527,655.69	January 2019	2,286,380.17
April 2013	4,674,236.77	March 2016	3,501,358.63	February 2019	2,189,072.12
May 2013	4,646,481.19	April 2016	3,475,627.81	March 2019	2,087,550.33
June 2013	4,617,416.58	May 2016	3,450,456.50	April 2019	1,982,002.57
July 2013	4,587,080.89	June 2016	3,425,838.01	May 2019	1,872,610.42
August 2013	4,555,513.81	July 2016	3,401,765.75	June 2019	1,759,549.49
September 2013	4,522,756.78	August 2016	3,378,233.19	July 2019	1,642,989.63
October 2013	4,488,852.89	September 2016	3,355,233.84	August 2019	1,523,095.07
November 2013	4,453,846.84	October 2016	3,332,761.28	September 2019	1,400,024.59
December 2013	4,417,784.88	November 2016	3,310,809.18	October 2019	1,273,931.74
January 2014	4,380,714.72	December 2016	3,289,371.25	November 2019	1,144,964.94
February 2014	4,342,685.46	January 2017	3,268,441.26	December 2019	1,013,267.66
March 2014	4,303,747.53	February 2017	3,248,013.05	January 2020	878,978.61
April 2014	4,263,952.59	March 2017	3,228,080.51	February 2020	742,231.83
May 2014	4,223,353.49	April 2017	3,208,637.60	March 2020	603,771.90
June 2014	4,183,486.68	May 2017	3,189,678.36	April 2020	464,662.71
July 2014	4,144,343.83	June 2017	3,171,196.82	May 2020	324,992.17
August 2014	4,105,916.68	July 2017	3,153,187.16	June 2020	184,844.68
September 2014	4,068,197.05	August 2017	3,135,643.55	July 2020	44,301.18
October 2014	4,031,176.83	September 2017	3,118,560.24	August 2020 and thereafter	0.00

Aggregate Group III 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	\$164,632,000.00	April 2012	\$161,807,817.13	August 2012	\$158,310,738.33
January 2012	163,990,339.82	May 2012	160,995,631.53	September 2012	157,334,535.26
February 2012	163,305,536.29	June 2012	160,141,762.10	October 2012	156,318,550.14
March 2012	162,577,911.76	July 2012	159,246,643.65	November 2012	155,263,324.77

Aggregate Group III (Continued)

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
December 2012	\$154,169,426.65	July 2017	\$ 76,379,146.21	February 2022.	\$ 27,201,848.44
January 2013	153,037,448.45	August 2017	75,162,756.20	March 2022	26,646,902.49
February 2013.	151,868,007.53	September 2017 . . .	73,955,829.91	April 2022	26,101,360.25
March 2013	150,661,745.33	October 2017.	72,758,300.88	May 2022	25,565,075.35
April 2013	149,419,326.86	November 2017. . . .	71,570,103.11	June 2022.	25,037,903.57
May 2013	148,141,440.05	December 2017	70,391,171.04	July 2022	24,519,702.86
June 2013.	146,828,795.16	January 2018	69,221,439.55	August 2022	24,010,333.25
July 2013	145,482,124.10	February 2018.	68,060,843.95	September 2022 . . .	23,509,656.87
August 2013	144,102,179.76	March 2018	66,909,320.00	October 2022.	23,017,537.89
September 2013 . . .	142,689,735.32	April 2018	65,766,803.88	November 2022	22,533,842.52
October 2013.	141,245,583.52	May 2018	64,633,232.22	December 2022	22,058,438.93
November 2013. . . .	139,770,535.91	June 2018.	63,508,542.04	January 2023	21,591,197.28
December 2013	138,265,422.09	July 2018	62,392,670.82	February 2023.	21,131,989.65
January 2014	136,731,088.92	August 2018	61,285,556.46	March 2023	20,680,690.03
February 2014.	135,168,399.71	September 2018 . . .	60,187,137.24	April 2023	20,237,174.31
March 2014	133,578,233.44	October 2018.	59,097,351.90	May 2023	19,801,320.18
April 2014	131,961,483.84	November 2018. . . .	58,016,876.21	June 2023.	19,373,007.21
May 2014	130,319,058.62	December 2018	56,953,863.09	July 2023	18,952,116.74
June 2014.	128,689,071.33	January 2019	55,908,047.62	August 2023	18,538,531.89
July 2014	127,071,435.55	February 2019.	54,879,168.72	September 2023 . . .	18,132,137.52
August 2014	125,466,065.46	March 2019	53,866,969.15	October 2023.	17,732,820.22
September 2014 . . .	123,872,875.78	April 2019	52,871,195.42	November 2023	17,340,468.28
October 2014.	122,291,781.83	May 2019	51,891,597.75	December 2023	16,954,971.65
November 2014. . . .	120,722,699.48	June 2019.	50,927,930.03	January 2024	16,576,221.94
December 2014	119,165,545.18	July 2019	49,979,949.72	February 2024.	16,204,112.37
January 2015	117,620,235.93	August 2019	49,047,417.87	March 2024	15,838,537.77
February 2015.	116,086,689.28	September 2019 . . .	48,130,099.01	April 2024	15,479,394.55
March 2015	114,564,823.34	October 2019.	47,227,761.13	May 2024	15,126,580.67
April 2015	113,054,556.78	November 2019. . . .	46,340,175.61	June 2024.	14,779,995.62
May 2015	111,555,808.79	December 2019	45,467,117.19	July 2024	14,439,540.41
June 2015.	110,068,499.12	January 2020	44,608,363.91	August 2024	14,105,117.52
July 2015	108,592,548.05	February 2020.	43,763,697.09	September 2024 . . .	13,776,630.90
August 2015	107,127,876.41	March 2020	42,932,901.24	October 2024.	13,453,985.97
September 2015 . . .	105,674,405.54	April 2020	42,115,764.02	November 2024	13,137,089.54
October 2015.	104,232,057.32	May 2020	41,312,076.26	December 2024	12,825,849.84
November 2015. . . .	102,800,754.15	June 2020.	40,521,631.81	January 2025	12,520,176.49
December 2015	101,380,418.95	July 2020	39,744,227.60	February 2025.	12,219,980.45
January 2016	99,970,975.16	August 2020	38,979,663.50	March 2025	11,925,174.03
February 2016.	98,572,346.74	September 2020 . . .	38,227,742.37	April 2025	11,635,670.89
March 2016	97,184,458.14	October 2020.	37,488,269.93	May 2025	11,351,385.95
April 2016	95,807,234.34	November 2020. . . .	36,761,054.81	June 2025.	11,072,235.46
May 2016	94,440,600.81	December 2020	36,045,908.41	July 2025	10,798,136.89
June 2016.	93,084,483.53	January 2021	35,342,644.95	August 2025	10,529,009.00
July 2016	91,738,808.97	February 2021.	34,651,081.36	September 2025 . . .	10,264,771.74
August 2016	90,403,504.09	March 2021	33,971,037.30	October 2025.	10,005,346.32
September 2016 . . .	89,078,496.34	April 2021	33,302,335.06	November 2025	9,750,655.09
October 2016.	87,763,713.68	May 2021	32,644,799.57	December 2025	9,500,621.62
November 2016. . . .	86,459,084.53	June 2021.	31,998,258.35	January 2026	9,255,170.61
December 2016	85,164,537.80	July 2021	31,362,541.47	February 2026.	9,014,227.92
January 2017	83,880,002.87	August 2021	30,737,481.49	March 2026	8,777,720.53
February 2017.	82,605,409.61	September 2021 . . .	30,122,913.47	April 2026	8,545,576.53
March 2017	81,340,688.34	October 2021.	29,518,674.91	May 2026	8,317,725.10
April 2017	80,085,769.87	November 2021. . . .	28,924,605.69	June 2026.	8,094,096.50
May 2017	78,840,585.46	December 2021	28,340,548.08	July 2026	7,874,622.04
June 2017.	77,605,066.85	January 2022	27,766,346.70	August 2026	7,659,234.10

Aggregate Group III (Continued)

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
September 2026 . . .	\$ 7,447,866.07	July 2028	\$ 3,692,089.29	May 2030	\$ 1,276,706.05
October 2026	7,240,452.37	August 2028	3,556,954.18	June 2030	1,191,403.80
November 2026	7,036,928.40	September 2028 . . .	3,424,513.38	July 2030	1,107,947.66
December 2026	6,837,230.56	October 2028	3,294,721.65	August 2030	1,026,305.62
January 2027	6,641,296.22	November 2028	3,167,534.47	September 2030 . . .	946,446.19
February 2027	6,449,063.70	December 2028	3,042,907.98	October 2030	868,338.36
March 2027	6,260,472.28	January 2029	2,920,799.03	November 2030	791,951.63
April 2027	6,075,462.15	February 2029	2,801,165.13	December 2030	717,255.98
May 2027	5,893,974.43	March 2029	2,683,964.45	January 2031	644,221.84
June 2027	5,715,951.13	April 2029	2,569,155.79	February 2031	572,820.13
July 2027	5,541,335.15	May 2029	2,456,698.63	March 2031	503,022.23
August 2027	5,370,070.28	June 2029	2,346,553.05	April 2031	434,799.96
September 2027 . . .	5,202,101.15	July 2029	2,238,679.76	May 2031	368,125.60
October 2027	5,037,373.26	August 2029	2,133,040.08	June 2031	302,971.86
November 2027	4,875,832.95	September 2029 . . .	2,029,595.96	July 2031	239,311.88
December 2027	4,717,427.35	October 2029	1,928,309.90	August 2031	177,119.26
January 2028	4,562,104.45	November 2029	1,829,145.01	September 2031 . . .	116,367.97
February 2028	4,409,813.01	December 2029	1,732,064.99	October 2031	57,032.42
March 2028	4,260,502.60	January 2030	1,637,034.08	November 2031 and thereafter	0.00
April 2028	4,114,123.54	February 2030	1,544,017.09		
May 2028	3,970,626.94	March 2030	1,452,979.40		
June 2028	3,829,964.66	April 2030	1,363,886.90		

Aggregate Group IV 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	\$3,805,141.00	April 2014	\$2,847,141.67	August 2016	\$1,671,306.40
January 2012	3,800,106.84	May 2014	2,789,416.52	September 2016	1,644,299.00
February 2012	3,792,579.01	June 2014	2,732,987.53	October 2016	1,618,194.21
March 2012	3,782,575.47	July 2014	2,677,838.62	November 2016	1,592,979.94
April 2012	3,770,117.68	August 2014	2,623,953.89	December 2016	1,568,644.25
May 2012	3,755,230.53	September 2014	2,571,317.60	January 2017	1,545,175.32
June 2012	3,737,942.36	October 2014	2,519,914.16	February 2017	1,522,561.45
July 2012	3,718,284.90	November 2014	2,469,728.13	March 2017	1,500,791.05
August 2012	3,696,293.21	December 2014	2,420,744.25	April 2017	1,479,852.67
September 2012	3,672,005.67	January 2015	2,372,947.38	May 2017	1,459,734.96
October 2012	3,645,463.91	February 2015	2,326,322.56	June 2017	1,440,426.70
November 2012	3,616,712.75	March 2015	2,280,854.98	July 2017	1,421,916.79
December 2012	3,585,800.12	April 2015	2,236,529.94	August 2017	1,404,194.24
January 2013	3,552,777.00	May 2015	2,193,332.95	September 2017	1,387,248.16
February 2013	3,517,697.35	June 2015	2,151,249.62	October 2017	1,371,067.81
March 2013	3,480,618.03	July 2015	2,110,265.73	November 2017	1,355,642.52
April 2013	3,441,598.70	August 2015	2,070,367.18	December 2017	1,340,961.76
May 2013	3,400,701.70	September 2015	2,031,540.04	January 2018	1,327,015.10
June 2013	3,357,992.04	October 2015	1,993,770.51	February 2018	1,313,792.23
July 2013	3,313,537.18	November 2015	1,957,044.93	March 2018	1,301,282.93
August 2013	3,267,407.02	December 2015	1,921,349.78	April 2018	1,289,477.11
September 2013	3,219,673.73	January 2016	1,886,671.67	May 2018	1,278,364.76
October 2013	3,170,411.67	February 2016	1,852,997.36	June 2018	1,267,936.00
November 2013	3,119,697.25	March 2016	1,820,313.74	July 2018	1,258,181.04
December 2013	3,067,608.80	April 2016	1,788,607.83	August 2018	1,249,090.21
January 2014	3,014,226.45	May 2016	1,757,866.79	September 2018	1,240,653.91
February 2014	2,959,632.01	June 2016	1,728,077.90	October 2018	1,232,862.68
March 2014	2,903,908.84	July 2016	1,699,228.59	November 2018	1,225,338.68

Aggregate Group IV (Continued)

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
December 2018	\$1,213,964.48	April 2020	\$ 886,233.57	August 2021	\$ 407,683.14
January 2019	1,199,879.14	May 2020	859,752.56	September 2021	374,758.40
February 2019	1,184,800.83	June 2020	832,716.74	October 2021	341,582.96
March 2019	1,168,761.67	July 2020	805,148.63	November 2021	308,172.22
April 2019	1,151,793.09	August 2020	777,070.25	December 2021	274,541.22
May 2019	1,133,925.85	September 2020	748,503.11	January 2022	240,704.62
June 2019	1,115,190.06	October 2020	719,468.21	February 2022	206,676.72
July 2019	1,095,615.15	November 2020	689,986.10	March 2022	172,471.47
August 2019	1,075,229.96	December 2020	660,076.83	April 2022	138,102.45
September 2019	1,054,062.65	January 2021	629,760.01	May 2022	103,582.94
October 2019	1,032,140.80	February 2021	599,054.77	June 2022	68,925.84
November 2019	1,009,491.37	March 2021	567,979.80	July 2022	34,143.75
December 2019	986,140.74	April 2021	536,553.37	August 2022 and thereafter	0.00
January 2020	962,114.71	May 2021	504,793.29		
February 2020	937,438.49	June 2021	472,716.97		
March 2020	912,136.74	July 2021	440,341.39		

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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\$453,185,973



**Guaranteed REMIC
Pass-Through Certificates
Fannie Mae REMIC Trust 2011-140**

PROSPECTUS SUPPLEMENT



December 22, 2011
