

\$181,790,015



FannieMae®

**Guaranteed REMIC Pass-Through Certificates
Fannie Mae REMIC Trust 2012-69**

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.

Class	Group	Original Class Balance	Principal Type(1)	Interest Rate	Interest Type(1)	CUSIP Number	Final Distribution Date
PC(2)	1	\$55,097,000	PAC	2.00%	FIX	3136A6E75	January 2042
PI(2)	1	12,243,777(3)	NTL	4.50	FIX/IO	3136A6E83	January 2042
PB	1	2,386,679	PAC	3.00	FIX	3136A6E91	July 2042
MA	1	6,477,133	SUP	3.00	FIX	3136A6F25	November 2040
MB	1	4,594,882	SUP	3.00	FIX	3136A6F33	October 2041
MC	1	4,569,306	SUP	3.00	FIX	3136A6F41	July 2042
FB	1	43,875,000	PT	(4)	FLT	3136A6F58	July 2042
SB	1	43,875,000(3)	NTL	(4)	INV/IO	3136A6F66	July 2042
DP(2) . . .	2	39,371,000	PAC/AD	3.75	FIX	3136A6F74	January 2042
DB	2	1,842,443	PAC/AD	3.75	FIX	3136A6F82	July 2042
Z	2	8,625,031	SUP	3.75	FIX/Z	3136A6F90	July 2042
FA	2	14,951,541	PT	(4)	FLT	3136A6G24	July 2042
SA	2	14,951,541(3)	NTL	(4)	INV/IO	3136A6G32	July 2042
R		0	NPR	0	NPR	3136A6G40	July 2042
RL		0	NPR	0	NPR	3136A6G57	July 2042

- (1) See “Description of the Certificates—The Certificates—*Class Definitions and Abbreviations*” in the REMIC prospectus.
(2) Exchangeable classes.

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

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 PG, PH, PK, PL, DE, DJ, DK, DL, DM and DI 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 June 29, 2012.

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.

UBS Investment Bank

June 25, 2012

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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
 - February 1, 2012, for all MBS issued on or after February 1, 2012,
 - July 1, 2011, for all MBS issued on or after July 1, 2011 and prior to February 1, 2012,
 - June 1, 2009, for all MBS issued on or after January 1, 2009 and prior to July 1, 2011,
 - April 1, 2008, for all MBS issued on or after June 1, 2007 and prior to January 1, 2009, or
 - January 1, 2006, for all other MBS(as applicable, the “MBS Prospectus”); 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 February 1, 2012.

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:

UBS Securities LLC
MBS Trade Support
480 Washington Boulevard, 12th Floor
Jersey City, New Jersey 07310
(telephone 201-793-6918).

SUMMARY

This summary contains only limited information about the certificates. Statistical information in this summary is provided as of June 1, 2012. You should purchase the certificates only after reading this prospectus supplement and each of the additional disclosure documents listed on page S-3. In particular, please see the discussion of risk factors that appears in each of those additional disclosure documents.

Assets Underlying Each Group of Classes

<u>Group</u>	<u>Assets</u>
1	Group 1 MBS
2	Group 2 MBS

Group 1 and Group 2

Characteristics of the MBS

	<u>Approximate Principal Balance</u>	<u>Pass- Through Rate</u>	<u>Range of Weighted Average Coupons or WACs (annual percentages)</u>	<u>Range of Weighted Average Remaining Terms to Maturity or WAMs (in months)</u>
Group 1 MBS	\$117,000,000	4.50%	4.75% to 7.00%	241 to 360
Group 2 MBS	\$ 64,790,015	4.50%	4.75% to 7.00%	241 to 360

Assumed Characteristics of the Underlying Mortgage Loans

	<u>Principal Balance</u>	<u>Original Term to Maturity (in months)</u>	<u>Remaining Term to Maturity (in months)</u>	<u>Loan Age (in months)</u>	<u>Interest Rate</u>
Group 1 MBS	\$117,000,000	360	345	12	4.943%
Group 2 MBS	\$ 64,790,015	360	347	11	4.924%

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 June 29, 2012.

Distribution Dates

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

Record Date

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

Book-Entry and Physical Certificates

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

Fed Book-Entry

All classes other than the R and RL Classes

Physical

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 combination of the certificates eligible for exchange and the related RCR certificates. You can exchange your certificates by notifying us and paying an exchange fee. We will deliver the RCR certificates upon such exchange.

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

Interest Rates

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

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>
FB	0.689%	7.00%	0.45%	LIBOR + 45 basis points
SB	6.311%	6.55%	0.00%	6.55% – LIBOR
FA	0.691%	7.00%	0.45%	LIBOR + 45 basis points
SA	6.309%	6.55%	0.00%	6.55% – 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:

Class

PI	22.2222208106% of the PC Class
SB	100% of the FB Class
SA	100% of the FA Class
DI	44.4444438800% of the DP 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>190%</u>	<u>300%</u>	<u>350%</u>	<u>500%</u>	<u>800%</u>	<u>1100%</u>	<u>1400%</u>
PC, PI, PG, PH, PK and PL . . .	17.2	6.7	4.5	4.5	4.5	3.3	2.1	1.5	1.2
PB	26.8	17.5	16.8	16.8	16.8	12.0	7.1	4.6	3.1
MA	27.7	18.3	9.7	1.1	0.8	0.5	0.3	0.2	0.1
MB	28.8	22.2	14.8	3.0	1.9	1.1	0.6	0.4	0.3
MC	29.6	26.3	21.6	11.8	3.4	1.5	0.9	0.6	0.5
FB and SB	19.9	10.3	7.0	4.9	4.3	3.1	1.9	1.4	1.1

<u>Group 2 Classes</u>	<u>PSA Prepayment Assumption</u>								
	<u>0%</u>	<u>100%</u>	<u>215%</u>	<u>300%</u>	<u>350%</u>	<u>500%</u>	<u>800%</u>	<u>1100%</u>	<u>1400%</u>
DP, DE, DJ, DK, DL, DM and DI	14.0	6.1	4.3	4.3	4.3	3.2	2.1	1.5	1.2
DB	23.3	16.4	16.4	16.4	16.4	11.8	7.0	4.6	3.1
Z	27.0	20.1	14.2	5.5	1.9	0.9	0.5	0.3	0.3
FA and SA	19.9	10.4	6.5	5.0	4.4	3.1	2.0	1.4	1.1

* 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 June 1, 2012 (the “Issue Date”). We will issue the Guaranteed REMIC Pass-Through Certificates (the “REMIC Certificates”) pursuant to that trust agreement and supplement. We will issue the Combinable and Recombinable REMIC Certificates (the “RCR Certificates” and, together with the REMIC Certificates, the “Certificates”) pursuant to a separate trust agreement dated as of May 1, 2010 and a supplement thereto dated as of the Issue Date (together with the trust agreement and supplement relating to the REMIC Certificates, the “Trust Agreement”). We will execute the Trust Agreement in our corporate capacity and as trustee (the “Trustee”). In general, the term “Classes” includes the Classes of REMIC Certificates and RCR Certificates.

The assets of the Trust will include two groups of Fannie Mae Guaranteed Mortgage Pass-Through Certificates (the “Group 1 MBS” and “Group 2 MBS,” and together, the “MBS”).

Each MBS represents a beneficial ownership interest in a pool of first lien, one- to four-family (“single-family”), fixed-rate residential mortgage loans (the “Mortgage Loans”) having the characteristics described in this prospectus supplement.

The Trust will include the “Lower Tier REMIC” and “Upper Tier REMIC” as “real estate mortgage investment conduits” (each, a “REMIC”) under the Internal Revenue Code of 1986, as amended (the “Code”).

The following chart contains information about the assets, the “regular interests” and the “residual interests” of each REMIC. The REMIC Certificates other than the R and RL Classes are collectively referred to as the “Regular Classes” or “Regular Certificates,” and the R and RL Classes are collectively referred to as the “Residual Classes” or “Residual Certificates.”

REMIC Designation	Assets	Regular Interests	Residual Interest
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.

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

Distributions of Interest

General. The Certificates will bear interest at the rates specified in this prospectus supplement. Interest to be paid on each Certificate (or added to principal, in the case of the Accrual Class) on a Distribution Date will consist of one month’s interest on the outstanding balance of that Certificate immediately prior to that Distribution Date. For a description of the Accrual Class, see “—Accrual Class” below.

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

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

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

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

— 62.5% as follows:

- first*, to Aggregate Group I to its Planned Balance; } PAC Group
 - second*, to MA, MB and MC, in that order, until retired; and } Support Classes
 - third*, to Aggregate Group I to zero, and } PAC Group
- 37.5% to FB until retired. } Pass-Through Class

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

“Aggregate Group I” consists of the PC and PB Classes. On each Distribution Date, we will apply payments of principal of Aggregate Group I to PC and PB, 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.

- *Group 2*

The Z Accrual Amount to Aggregate Group II to its Planned Balance, and thereafter to Z. } Accretion Directed/PAC Group and Accrual Class

The Group 2 Cash Flow Distribution Amount as follows:

— 76.9230783478% as follows:

- first*, to Aggregate Group II to its Planned Balance; } PAC Group
 - second*, to Z until retired; and } Support Class
 - third*, to Aggregate Group II to zero, and } PAC Group
- 23.0769216522% to FA until retired. } Pass-Through Class

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

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

“Aggregate Group II” consists of the DP and DB Classes. On each Distribution Date, we will apply payments of principal of Aggregate Group II to DP and DB, 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.

Structuring Assumptions

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

- the Mortgage Loans underlying the MBS have the original terms to maturity, remaining terms to maturity, loan ages and interest rates specified under “Summary—Group 1 and Group 2—Assumed Characteristics of the Underlying Mortgage Loans” in this prospectus supplement;
- the Mortgage Loans prepay at the constant percentages of PSA specified in the related tables;
- the settlement date for the Certificates is June 29, 2012; 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 *constant* rates 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 190% and 350% PSA	Between 190% and 350% PSA
Aggregate Group II Planned Balances	Between 215% and 350% PSA	Between 215% and 350% PSA

The Aggregate Groups listed above consist of the following Classes:

Aggregate Group I	PC and PB
Aggregate Group II	DP and DB

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

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

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

- We will distribute any excess of principal distributions over the amount necessary to reduce an Aggregate Group to its scheduled balance in any month. As a result, the likelihood of reducing an Aggregate Group to its scheduled balance each month will not be improved by the averaging of high and low principal distributions from month to month.
- Even if the related Mortgage Loans prepay at rates falling within 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 Aggregate Groups might not be reduced to their scheduled balances each month even if the related Mortgage Loans prepay at *constant* PSA rates 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 either Aggregate Group will be supported by one or more other Classes. When the related supporting Class or Classes are retired, the applicable 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 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>
PI	414%
DI	455%

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 the Fixed Rate Interest Only Classes (expressed in each case as a percentage of the original principal balance) are as follows:

<u>Class</u>	<u>Price*</u>
PI	17.3125%
DI	15.5000%

* 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 PI Class to Prepayments

	PSA Prepayment Assumption								
	<u>50%</u>	<u>100%</u>	<u>190%</u>	<u>300%</u>	<u>350%</u>	<u>500%</u>	<u>800%</u>	<u>1100%</u>	<u>1400%</u>
Pre-Tax Yields to Maturity	19.1%	13.9%	4.0%	4.0%	4.0%	(6.6)%	(33.6)%	(63.6)%	(94.5)%

Sensitivity of the DI Class to Prepayments

	PSA Prepayment Assumption								
	<u>50%</u>	<u>100%</u>	<u>215%</u>	<u>300%</u>	<u>350%</u>	<u>500%</u>	<u>800%</u>	<u>1100%</u>	<u>1400%</u>
Pre-Tax Yields to Maturity	21.2%	16.1%	7.0%	7.0%	7.0%	(3.5)%	(29.9)%	(58.9)%	(88.2)%

The Inverse Floating Rate Classes. The yields on the Inverse Floating Rate Classes will be sensitive in varying degrees to the rate of principal payments, including prepayments, of the related Mortgage Loans and to the level of the Index. The Mortgage

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

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

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

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

<u>Class</u>	<u>Price*</u>
SB	23.625%
SA	17.375%

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

In the following yield tables, the symbol * is used to represent a yield of less than (99.9)%.

Sensitivity of the SB 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>190%</u>	<u>300%</u>	<u>350%</u>	<u>500%</u>	<u>800%</u>	<u>1100%</u>	<u>1400%</u>
0.120%	23.4%	20.4%	14.8%	7.7%	4.5%	(5.7)%	(27.9)%	(53.3)%	(84.0)%
0.239%	22.9%	19.8%	14.2%	7.2%	3.9%	(6.3)%	(28.4)%	(53.9)%	(84.7)%
2.239%	13.4%	10.3%	4.8%	(2.2)%	(5.5)%	(15.6)%	(37.8)%	(63.6)%	(95.3)%
4.239%	3.2%	0.3%	(5.2)%	(12.1)%	(15.3)%	(25.4)%	(47.5)%	(74.0)%	*
6.550%	*	*	*	*	*	*	*	*	*

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption</u>								
	<u>50%</u>	<u>100%</u>	<u>215%</u>	<u>300%</u>	<u>350%</u>	<u>500%</u>	<u>800%</u>	<u>1100%</u>	<u>1400%</u>
0.120%	34.7%	31.7%	24.6%	19.2%	16.0%	6.0%	(15.7)%	(40.1)%	(68.8)%
0.241%	33.9%	30.9%	23.8%	18.4%	15.2%	5.2%	(16.5)%	(40.9)%	(69.7)%
2.241%	21.0%	18.0%	10.9%	5.5%	2.3%	(7.7)%	(29.5)%	(54.4)%	(84.2)%
4.241%	7.8%	4.8%	(2.2)%	(7.6)%	(10.8)%	(20.8)%	(42.8)%	(68.5)%	*
6.550%	*	*	*	*	*	*	*	*	*

Weighted Average Lives of the Certificates

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

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

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

See “—Distributions of Principal” above.

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

Decrement Tables

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

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

<u>Mortgage Loans Backing Trust Assets Specified Below</u>	<u>Original and Remaining Terms to Maturity</u>	<u>Interest Rates</u>
Group 1 MBS	360 months	7.00%
Group 2 MBS	360 months	7.00%

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

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

Percent of Original Principal Balances Outstanding

Date	PC, PI†, PG, PH, PK and PL Classes									PB Class								
	PSA Prepayment Assumption									PSA Prepayment Assumption								
	0%	100%	190%	300%	350%	500%	800%	1100%	1400%	0%	100%	190%	300%	350%	500%	800%	1100%	1400%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
June 2013	99	93	89	89	89	89	87	72	57	100	100	100	100	100	100	100	100	100
June 2014	97	84	74	74	74	70	44	23	7	100	100	100	100	100	100	100	100	100
June 2015	96	75	60	60	60	47	20	5	0	100	100	100	100	100	100	100	100	42
June 2016	94	66	48	48	48	31	8	0	0	100	100	100	100	100	100	100	71	7
June 2017	92	58	37	37	37	20	2	0	0	100	100	100	100	100	100	100	24	1
June 2018	90	51	28	28	28	12	0	0	0	100	100	100	100	100	100	75	8	*
June 2019	88	44	20	20	20	7	0	0	0	100	100	100	100	100	100	38	3	*
June 2020	86	38	15	15	15	3	0	0	0	100	100	100	100	100	100	19	1	*
June 2021	84	31	10	10	10	1	0	0	0	100	100	100	100	100	100	10	*	*
June 2022	81	26	7	7	7	0	0	0	0	100	100	100	100	100	82	5	*	*
June 2023	78	20	4	4	4	0	0	0	0	100	100	100	100	100	55	2	*	*
June 2024	76	15	2	2	2	0	0	0	0	100	100	100	100	100	37	1	*	*
June 2025	72	11	1	1	1	0	0	0	0	100	100	100	100	100	25	1	*	0
June 2026	69	6	0	0	0	0	0	0	0	100	100	86	86	86	17	*	*	0
June 2027	66	2	0	0	0	0	0	0	0	100	100	65	65	65	11	*	*	0
June 2028	62	0	0	0	0	0	0	0	0	100	65	48	48	48	7	*	*	0
June 2029	58	0	0	0	0	0	0	0	0	100	36	36	36	36	5	*	*	0
June 2030	53	0	0	0	0	0	0	0	0	100	27	27	27	27	3	*	*	0
June 2031	48	0	0	0	0	0	0	0	0	100	20	20	20	20	2	*	*	0
June 2032	43	0	0	0	0	0	0	0	0	100	14	14	14	14	1	*	*	0
June 2033	38	0	0	0	0	0	0	0	0	100	10	10	10	10	1	*	0	0
June 2034	32	0	0	0	0	0	0	0	0	100	7	7	7	7	1	*	0	0
June 2035	26	0	0	0	0	0	0	0	0	100	5	5	5	5	*	*	0	0
June 2036	19	0	0	0	0	0	0	0	0	100	3	3	3	3	*	*	0	0
June 2037	12	0	0	0	0	0	0	0	0	100	2	2	2	2	*	*	0	0
June 2038	4	0	0	0	0	0	0	0	0	100	1	1	1	1	*	*	0	0
June 2039	0	0	0	0	0	0	0	0	0	5	1	1	1	1	*	*	0	0
June 2040	0	0	0	0	0	0	0	0	0	*	*	*	*	*	*	*	0	0
June 2041	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
June 2042	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	17.2	6.7	4.5	4.5	4.5	3.3	2.1	1.5	1.2	26.8	17.5	16.8	16.8	16.8	12.0	7.1	4.6	3.1

Date	MA Class									MB Class								
	PSA Prepayment Assumption									PSA Prepayment Assumption								
	0%	100%	190%	300%	350%	500%	800%	1100%	1400%	0%	100%	190%	300%	350%	500%	800%	1100%	1400%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
June 2013	100	100	100	55	34	0	0	0	0	100	100	100	100	100	60	0	0	0
June 2014	100	100	100	0	0	0	0	0	0	100	100	100	98	36	0	0	0	0
June 2015	100	100	100	0	0	0	0	0	0	100	100	100	44	0	0	0	0	0
June 2016	100	100	100	0	0	0	0	0	0	100	100	100	11	0	0	0	0	0
June 2017	100	100	100	0	0	0	0	0	0	100	100	100	0	0	0	0	0	0
June 2018	100	100	99	0	0	0	0	0	0	100	100	100	0	0	0	0	0	0
June 2019	100	100	92	0	0	0	0	0	0	100	100	100	0	0	0	0	0	0
June 2020	100	100	80	0	0	0	0	0	0	100	100	100	0	0	0	0	0	0
June 2021	100	100	64	0	0	0	0	0	0	100	100	100	0	0	0	0	0	0
June 2022	100	100	46	0	0	0	0	0	0	100	100	100	0	0	0	0	0	0
June 2023	100	100	28	0	0	0	0	0	0	100	100	100	0	0	0	0	0	0
June 2024	100	100	10	0	0	0	0	0	0	100	100	100	0	0	0	0	0	0
June 2025	100	100	0	0	0	0	0	0	0	100	100	90	0	0	0	0	0	0
June 2026	100	100	0	0	0	0	0	0	0	100	100	66	0	0	0	0	0	0
June 2027	100	100	0	0	0	0	0	0	0	100	100	45	0	0	0	0	0	0
June 2028	100	100	0	0	0	0	0	0	0	100	100	25	0	0	0	0	0	0
June 2029	100	80	0	0	0	0	0	0	0	100	100	6	0	0	0	0	0	0
June 2030	100	55	0	0	0	0	0	0	0	100	100	0	0	0	0	0	0	0
June 2031	100	32	0	0	0	0	0	0	0	100	100	0	0	0	0	0	0	0
June 2032	100	9	0	0	0	0	0	0	0	100	100	0	0	0	0	0	0	0
June 2033	100	0	0	0	0	0	0	0	0	100	82	0	0	0	0	0	0	0
June 2034	100	0	0	0	0	0	0	0	0	100	53	0	0	0	0	0	0	0
June 2035	100	0	0	0	0	0	0	0	0	100	26	0	0	0	0	0	0	0
June 2036	100	0	0	0	0	0	0	0	0	100	1	0	0	0	0	0	0	0
June 2037	100	0	0	0	0	0	0	0	0	100	0	0	0	0	0	0	0	0
June 2038	100	0	0	0	0	0	0	0	0	100	0	0	0	0	0	0	0	0
June 2039	100	0	0	0	0	0	0	0	0	100	0	0	0	0	0	0	0	0
June 2040	26	0	0	0	0	0	0	0	0	100	0	0	0	0	0	0	0	0
June 2041	0	0	0	0	0	0	0	0	0	23	0	0	0	0	0	0	0	0
June 2042	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	27.7	18.3	9.7	1.1	0.8	0.5	0.3	0.2	0.1	28.8	22.2	14.8	3.0	1.9	1.1	0.6	0.4	0.3

* 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.

Date	MC Class									FB and SB† Classes								
	PSA Prepayment Assumption									PSA Prepayment Assumption								
	0%	100%	190%	300%	350%	500%	800%	1100%	1400%	0%	100%	190%	300%	350%	500%	800%	1100%	1400%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
June 2013	100	100	100	100	100	100	0	0	0	99	95	91	87	86	80	69	58	46
June 2014	100	100	100	100	100	0	0	0	0	98	88	80	71	67	56	37	21	9
June 2015	100	100	100	100	62	0	0	0	0	97	81	70	57	52	39	19	7	1
June 2016	100	100	100	100	20	0	0	0	0	95	75	60	46	40	26	10	2	*
June 2017	100	100	100	94	2	0	0	0	0	94	69	52	37	31	18	5	1	*
June 2018	100	100	100	88	*	0	0	0	0	93	63	45	30	24	12	2	*	*
June 2019	100	100	100	82	*	0	0	0	0	91	58	39	24	19	8	1	*	*
June 2020	100	100	100	74	*	0	0	0	0	89	53	34	19	14	6	1	*	*
June 2021	100	100	100	66	*	0	0	0	0	88	48	29	15	11	4	*	*	*
June 2022	100	100	100	57	*	0	0	0	0	86	44	25	12	8	3	*	*	*
June 2023	100	100	100	49	*	0	0	0	0	84	40	21	9	6	2	*	*	0
June 2024	100	100	100	42	*	0	0	0	0	82	36	18	7	5	1	*	*	0
June 2025	100	100	100	35	*	0	0	0	0	79	33	16	6	4	1	*	*	0
June 2026	100	100	100	29	*	0	0	0	0	77	29	13	5	3	1	*	*	0
June 2027	100	100	100	24	*	0	0	0	0	74	26	11	4	2	*	*	*	0
June 2028	100	100	100	20	*	0	0	0	0	71	24	9	3	2	*	*	*	0
June 2029	100	100	100	16	*	0	0	0	0	68	21	8	2	1	*	*	*	0
June 2030	100	100	90	13	*	0	0	0	0	65	18	6	2	1	*	*	0	0
June 2031	100	100	75	10	*	0	0	0	0	61	16	5	1	1	*	*	0	0
June 2032	100	100	62	8	*	0	0	0	0	57	14	4	1	*	*	*	0	0
June 2033	100	100	50	6	*	0	0	0	0	53	12	3	1	*	*	*	0	0
June 2034	100	100	40	5	*	0	0	0	0	49	10	3	1	*	*	*	0	0
June 2035	100	100	31	3	*	0	0	0	0	44	8	2	*	*	*	*	0	0
June 2036	100	100	24	2	*	0	0	0	0	39	6	2	*	*	*	*	0	0
June 2037	100	77	17	2	*	0	0	0	0	34	5	1	*	*	*	*	0	0
June 2038	100	54	11	1	*	0	0	0	0	28	3	1	*	*	*	0	0	0
June 2039	100	33	7	1	*	0	0	0	0	22	2	*	*	*	*	0	0	0
June 2040	100	14	3	*	*	0	0	0	0	15	1	*	*	*	*	0	0	0
June 2041	100	0	0	0	0	0	0	0	0	8	0	0	0	0	0	0	0	0
June 2042	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	29.6	26.3	21.6	11.8	3.4	1.5	0.9	0.6	0.5	19.9	10.3	7.0	4.9	4.3	3.1	1.9	1.4	1.1

Date	DP, DE, DJ, DK, DL, DM and DI† Classes									DB Class								
	PSA Prepayment Assumption									PSA Prepayment Assumption								
	0%	100%	215%	300%	350%	500%	800%	1100%	1400%	0%	100%	215%	300%	350%	500%	800%	1100%	1400%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
June 2013	98	93	89	89	89	89	85	71	58	100	100	100	100	100	100	100	100	100
June 2014	96	83	73	73	73	68	43	23	8	100	100	100	100	100	100	100	100	100
June 2015	93	74	58	58	58	45	20	5	0	100	100	100	100	100	100	100	100	41
June 2016	91	65	46	46	46	29	8	0	0	100	100	100	100	100	100	100	67	6
June 2017	88	56	35	35	35	19	2	0	0	100	100	100	100	100	100	100	22	1
June 2018	85	48	26	26	26	11	0	0	0	100	100	100	100	100	100	69	7	*
June 2019	82	40	19	19	19	6	0	0	0	100	100	100	100	100	100	35	2	*
June 2020	79	33	14	14	14	3	0	0	0	100	100	100	100	100	100	18	1	*
June 2021	76	26	9	9	9	*	0	0	0	100	100	100	100	100	100	9	*	*
June 2022	72	20	6	6	6	0	0	0	0	100	100	100	100	100	74	5	*	*
June 2023	68	13	4	4	4	0	0	0	0	100	100	100	100	100	50	2	*	*
June 2024	64	7	2	2	2	0	0	0	0	100	100	100	100	100	34	1	*	*
June 2025	60	1	*	*	*	0	0	0	0	100	100	100	100	100	23	1	*	0
June 2026	55	0	0	0	0	0	0	0	0	100	77	77	77	77	15	*	*	0
June 2027	51	0	0	0	0	0	0	0	0	100	58	58	58	58	10	*	*	0
June 2028	45	0	0	0	0	0	0	0	0	100	43	43	43	43	7	*	*	0
June 2029	40	0	0	0	0	0	0	0	0	100	32	32	32	32	4	*	*	0
June 2030	34	0	0	0	0	0	0	0	0	100	24	24	24	24	3	*	*	0
June 2031	28	0	0	0	0	0	0	0	0	100	18	18	18	18	2	*	*	0
June 2032	22	0	0	0	0	0	0	0	0	100	13	13	13	13	1	*	*	0
June 2033	15	0	0	0	0	0	0	0	0	100	9	9	9	9	1	*	0	0
June 2034	7	0	0	0	0	0	0	0	0	100	6	6	6	6	*	*	0	0
June 2035	0	0	0	0	0	0	0	0	0	85	4	4	4	4	*	*	0	0
June 2036	0	0	0	0	0	0	0	0	0	3	3	3	3	3	*	*	0	0
June 2037	0	0	0	0	0	0	0	0	0	2	2	2	2	2	*	*	0	0
June 2038	0	0	0	0	0	0	0	0	0	1	1	1	1	1	*	*	0	0
June 2039	0	0	0	0	0	0	0	0	0	1	1	1	1	1	*	*	0	0
June 2040	0	0	0	0	0	0	0	0	0	*	*	*	*	*	*	*	0	0
June 2041	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
June 2042	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	14.0	6.1	4.3	4.3	4.3	3.2	2.1	1.5	1.2	23.3	16.4	16.4	16.4	16.4	11.8	7.0	4.6	3.1

* Indicates an outstanding balance greater than 0% and less than 0.5% of the original principal balance.
 ** Determined as specified under “Yield, Maturity and Prepayment Considerations—Weighted Average Lives and Final Distribution Dates” in the REMIC Prospectus.
 † In the case of a Notional Class, the Decrement Table indicates the percentage of the original notional principal balance outstanding.

Date	Z Class									FA and SA† Classes								
	PSA Prepayment Assumption									PSA Prepayment Assumption								
	0%	100%	215%	300%	350%	500%	800%	1100%	1400%	0%	100%	215%	300%	350%	500%	800%	1100%	1400%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
June 2013	104	104	100	83	73	43	0	0	0	99	95	91	88	86	81	71	60	49
June 2014	108	108	100	62	40	0	0	0	0	98	88	79	72	68	57	38	22	10
June 2015	112	112	100	46	17	0	0	0	0	97	81	67	58	53	39	19	7	2
June 2016	116	116	100	38	5	0	0	0	0	95	75	57	47	41	27	10	2	*
June 2017	121	121	100	33	*	0	0	0	0	94	69	49	37	32	18	5	1	*
June 2018	125	125	100	32	*	0	0	0	0	93	63	42	30	24	13	3	*	*
June 2019	130	130	96	30	*	0	0	0	0	91	58	35	24	19	9	1	*	*
June 2020	135	135	90	27	*	0	0	0	0	89	53	30	19	14	6	1	*	*
June 2021	140	140	83	24	*	0	0	0	0	88	49	25	15	11	4	*	*	*
June 2022	145	145	75	21	*	0	0	0	0	86	44	21	12	9	3	*	*	*
June 2023	151	151	67	18	*	0	0	0	0	84	40	18	10	7	2	*	*	0
June 2024	157	157	59	15	*	0	0	0	0	82	36	15	8	5	1	*	*	0
June 2025	163	163	52	13	*	0	0	0	0	79	33	13	6	4	1	*	*	0
June 2026	169	155	45	11	*	0	0	0	0	77	30	11	5	3	1	*	*	0
June 2027	175	141	39	9	*	0	0	0	0	74	27	9	4	2	*	*	*	0
June 2028	182	128	33	7	*	0	0	0	0	71	24	7	3	2	*	*	*	0
June 2029	189	115	28	6	*	0	0	0	0	68	21	6	2	1	*	*	*	0
June 2030	196	102	23	5	*	0	0	0	0	65	19	5	2	1	*	*	0	0
June 2031	204	90	19	4	*	0	0	0	0	61	16	4	1	1	*	*	0	0
June 2032	211	78	16	3	*	0	0	0	0	57	14	3	1	*	*	*	0	0
June 2033	220	67	12	2	*	0	0	0	0	53	12	3	1	*	*	*	0	0
June 2034	228	57	10	2	*	0	0	0	0	49	10	2	1	*	*	*	0	0
June 2035	237	47	8	1	*	0	0	0	0	44	8	1	*	*	*	*	0	0
June 2036	225	38	6	1	*	0	0	0	0	39	7	1	*	*	*	*	0	0
June 2037	194	29	4	1	*	0	0	0	0	34	5	1	*	*	*	*	0	0
June 2038	160	21	3	*	*	0	0	0	0	28	4	1	*	*	*	*	0	0
June 2039	124	13	2	*	*	0	0	0	0	22	2	*	*	*	*	0	0	0
June 2040	86	6	1	*	*	0	0	0	0	15	1	*	*	*	*	0	0	0
June 2041	44	0	0	0	0	0	0	0	0	8	0	0	0	0	0	0	0	0
June 2042	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	27.0	20.1	14.2	5.5	1.9	0.9	0.5	0.3	0.3	19.9	10.4	6.5	5.0	4.4	3.1	2.0	1.4	1.1

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

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

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

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	300% PSA
2	300% 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 that rate 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 Class will be created, sold and administered pursuant to an arrangement that will be classified as a grantor trust under subpart E, part I of subchapter J of the Code. The Regular Certificates that are exchanged for RCR Certificates set forth in Schedule 1 (including any exchanges effective on the Settlement Date) will be the assets of the trust, and the RCR Certificates will represent an ownership interest of the underlying Regular Certificates. For a general discussion of the federal income tax treatment of beneficial owners of Regular Certificates, see “Material Federal Income Tax Consequences” in the REMIC Prospectus.

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

LEGAL MATTERS

Sidley Austin LLP will provide legal representation for Fannie Mae. Cleary Gottlieb Steen & Hamilton LLP will provide legal representation for the Dealer.

Schedule 1

Available Recombinations(1)

REMIC Certificates		RCR Certificates						
<u>Classes</u>	<u>Original Balances</u>	<u>RCR Classes</u>	<u>Original Balances</u>	<u>Principal Type(2)</u>	<u>Interest Rate</u>	<u>Interest Type(2)</u>	<u>CUSIP Number</u>	<u>Final Distribution Date</u>
Recombination 1								
PC	\$55,097,000	PG	\$55,097,000	PAC	2.50%	FIX	3136A6G65	January 2042
PI	6,121,889(3)							
Recombination 2								
PC	55,097,000	PH	55,097,000	PAC	2.75	FIX	3136A6G73	January 2042
PI	9,182,833(3)							
Recombination 3								
PC	36,731,333	PK	36,731,333	PAC	3.50	FIX	3136A6G81	January 2042
PI	12,243,777(3)							
Recombination 4								
PC	55,097,000	PL	55,097,000	PAC	3.00	FIX	3136A6G99	January 2042
PI	12,243,777(3)							
Recombination 5								
DP	39,371,000	DE	39,371,000	PAC/AD	1.75	FIX	3136A6H23	January 2042
		DI	17,498,222(3)	NTL	4.50	FIX/IO	3136A6H72	January 2042
Recombination 6								
DP	39,371,000	DJ	39,371,000	PAC/AD	2.00	FIX	3136A6H31	January 2042
		DI	15,310,944(3)	NTL	4.50	FIX/IO	3136A6H72	January 2042
Recombination 7								
DP	39,371,000	DK	39,371,000	PAC/AD	2.50	FIX	3136A6H49	January 2042
		DI	10,936,388(3)	NTL	4.50	FIX/IO	3136A6H72	January 2042
Recombination 8								
DP	39,371,000	DL	39,371,000	PAC/AD	3.00	FIX	3136A6H56	January 2042
		DI	6,561,833(3)	NTL	4.50	FIX/IO	3136A6H72	January 2042

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REMIC Certificates		RCR Certificates						
<u>Classes</u>	<u>Original Balances</u>	<u>RCR Classes</u>	<u>Original Balances</u>	<u>Principal Type(2)</u>	<u>Interest Rate</u>	<u>Interest Type(2)</u>	<u>CUSIP Number</u>	<u>Final Distribution Date</u>
Recombination 9								
DP	\$39,371,000	DM	\$39,371,000	PAC/AD	3.50%	FIX	3136A6H64	January 2042
		DI	2,187,277(3)	NTL	4.50	FIX/IO	3136A6H72	January 2042

- (1) REMIC Certificates and RCR Certificates in each Recombination may be exchanged only in the proportions of *original* principal or notional principal balances for the related Classes shown in this Schedule 1 (disregarding any retired Classes). For example, if a particular Recombination includes two REMIC Classes and one RCR Class whose *original* principal balances shown in the schedule reflect a 1:1:2 relationship, the same 1:1:2 relationship among the *original* principal balances of those REMIC and RCR Classes must be maintained in any exchange. This is true even if, as a result of the applicable payment priority sequence, the relationship between their *current* principal balances has changed over time. Moreover, if as a result of a proposed exchange, a Certificateholder would hold a REMIC Certificate or RCR Certificate of a Class in an amount less than the applicable minimum denomination for that Class, the Certificateholder will be unable to effect the proposed exchange. See “Description of the Certificates—General—*Authorized Denominations*” in this prospectus supplement.
- (2) See “Description of the Certificates—The Certificates—*Class Definitions and Abbreviations*” in the REMIC Prospectus.
- (3) Notional 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	\$57,483,679.00	February 2017	\$24,578,461.77	October 2021	\$ 7,336,282.74
July 2012	57,079,769.03	March 2017	24,102,904.58	November 2021	7,175,127.26
August 2012	56,653,436.02	April 2017	23,632,548.49	December 2021	7,017,390.94
September 2012	56,205,001.31	May 2017	23,167,338.75	January 2022	6,863,002.89
October 2012	55,734,807.95	June 2017	22,707,221.17	February 2022	6,711,893.66
November 2012	55,243,220.28	July 2017	22,252,142.13	March 2022	6,563,995.21
December 2012	54,730,623.48	August 2017	21,802,048.56	April 2022	6,419,240.92
January 2013	54,197,423.10	September 2017	21,356,887.92	May 2022	6,277,565.50
February 2013	53,644,044.55	October 2017	20,916,608.24	June 2022	6,138,905.01
March 2013	53,070,932.54	November 2017	20,481,158.06	July 2022	6,003,196.81
April 2013	52,478,550.47	December 2017	20,050,486.48	August 2022	5,870,379.54
May 2013	51,867,379.89	January 2018	19,624,543.09	September 2022	5,740,393.09
June 2013	51,237,919.75	February 2018	19,205,691.26	October 2022	5,613,178.59
July 2013	50,590,685.84	March 2018	18,795,558.97	November 2022	5,488,678.37
August 2013	49,926,209.99	April 2018	18,393,967.79	December 2022	5,366,835.93
September 2013	49,245,039.38	May 2018	18,000,742.89	January 2023	5,247,595.93
October 2013	48,547,735.79	June 2018	17,615,712.99	February 2023	5,130,904.18
November 2013	47,834,874.81	July 2018	17,238,710.27	March 2023	5,016,707.58
December 2013	47,107,045.02	August 2018	16,869,570.30	April 2023	4,904,954.12
January 2014	46,387,060.55	September 2018	16,508,131.96	May 2023	4,795,592.86
February 2014	45,674,839.45	October 2018	16,154,237.43	June 2023	4,688,573.90
March 2014	44,970,300.60	November 2018	15,807,732.04	July 2023	4,583,848.36
April 2014	44,273,363.72	December 2018	15,468,464.28	August 2023	4,481,368.38
May 2014	43,583,949.35	January 2019	15,136,285.70	September 2023	4,381,087.05
June 2014	42,901,978.85	February 2019	14,811,050.85	October 2023	4,282,958.44
July 2014	42,227,374.38	March 2019	14,492,617.22	November 2023	4,186,937.57
August 2014	41,560,058.92	April 2019	14,180,845.21	December 2023	4,092,980.38
September 2014	40,899,956.21	May 2019	13,875,598.02	January 2024	4,001,043.69
October 2014	40,246,990.81	June 2019	13,576,741.65	February 2024	3,911,085.24
November 2014	39,601,088.02	July 2019	13,284,144.79	March 2024	3,823,063.61
December 2014	38,962,173.93	August 2019	12,997,678.81	April 2024	3,736,938.26
January 2015	38,330,175.40	September 2019	12,717,217.69	May 2024	3,652,669.45
February 2015	37,705,020.01	October 2019	12,442,637.94	June 2024	3,570,218.28
March 2015	37,086,636.10	November 2019	12,173,818.60	July 2024	3,489,546.65
April 2015	36,474,952.76	December 2019	11,910,641.15	August 2024	3,410,617.22
May 2015	35,869,899.78	January 2020	11,652,989.50	September 2024	3,333,393.45
June 2015	35,271,407.71	February 2020	11,400,749.88	October 2024	3,257,839.54
July 2015	34,679,407.79	March 2020	11,153,810.85	November 2024	3,183,920.40
August 2015	34,093,831.96	April 2020	10,912,063.23	December 2024	3,111,601.71
September 2015	33,514,612.88	May 2020	10,675,400.07	January 2025	3,040,849.82
October 2015	32,941,683.89	June 2020	10,443,716.57	February 2025	2,971,631.79
November 2015	32,374,979.03	July 2020	10,216,910.06	March 2025	2,903,915.35
December 2015	31,814,433.01	August 2020	9,994,879.98	April 2025	2,837,668.90
January 2016	31,259,981.20	September 2020	9,777,527.80	May 2025	2,772,861.50
February 2016	30,711,559.65	October 2020	9,564,756.99	June 2025	2,709,462.83
March 2016	30,169,105.07	November 2020	9,356,472.97	July 2025	2,647,443.20
April 2016	29,632,554.82	December 2020	9,152,583.13	August 2025	2,586,773.56
May 2016	29,101,846.89	January 2021	8,952,996.69	September 2025	2,527,425.41
June 2016	28,576,919.94	February 2021	8,757,624.75	October 2025	2,469,370.88
July 2016	28,057,713.23	March 2021	8,566,380.20	November 2025	2,412,582.67
August 2016	27,544,166.66	April 2021	8,379,177.73	December 2025	2,357,034.02
September 2016	27,036,220.75	May 2021	8,195,933.75	January 2026	2,302,698.74
October 2016	26,533,816.63	June 2021	8,016,566.36	February 2026	2,249,551.18
November 2016	26,036,896.04	July 2021	7,840,995.35	March 2026	2,197,566.24
December 2016	25,545,401.31	August 2021	7,669,142.14	April 2026	2,146,719.29
January 2017	25,059,275.38	September 2021	7,500,929.74	May 2026	2,096,986.26

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>
June 2026	\$ 2,048,343.55	June 2031	\$ 465,530.48	June 2036	\$ 78,368.78
July 2026	2,000,768.06	July 2031	453,430.59	July 2036	75,645.51
August 2026	1,954,237.17	August 2031	441,612.99	August 2036	72,993.70
September 2026	1,908,728.71	September 2031	430,071.46	September 2036	70,411.66
October 2026	1,864,221.00	October 2031	418,799.92	October 2036	67,897.75
November 2026	1,820,692.77	November 2031	407,792.42	November 2036	65,450.39
December 2026	1,778,123.24	December 2031	397,043.14	December 2036	63,067.99
January 2027	1,736,492.02	January 2032	386,546.36	January 2037	60,749.04
February 2027	1,695,779.17	February 2032	376,296.52	February 2037	58,492.02
March 2027	1,655,965.14	March 2032	366,288.14	March 2037	56,295.48
April 2027	1,617,030.81	April 2032	356,515.89	April 2037	54,157.99
May 2027	1,578,957.43	May 2032	346,974.52	May 2037	52,078.14
June 2027	1,541,726.68	June 2032	337,658.93	June 2037	50,054.56
July 2027	1,505,320.58	July 2032	328,564.09	July 2037	48,085.93
August 2027	1,469,721.54	August 2032	319,685.11	August 2037	46,170.92
September 2027	1,434,912.34	September 2032	311,017.19	September 2037	44,308.27
October 2027	1,400,876.12	October 2032	302,555.62	October 2037	42,496.71
November 2027	1,367,596.37	November 2032	294,295.82	November 2037	40,735.02
December 2027	1,335,056.91	December 2032	286,233.29	December 2037	39,022.02
January 2028	1,303,241.91	January 2033	278,363.62	January 2038	37,356.53
February 2028	1,272,135.86	February 2033	270,682.51	February 2038	35,737.40
March 2028	1,241,723.60	March 2033	263,185.75	March 2038	34,163.52
April 2028	1,211,990.26	April 2033	255,869.20	April 2038	32,633.81
May 2028	1,182,921.28	May 2033	248,728.84	May 2038	31,147.18
June 2028	1,154,502.41	June 2033	241,760.71	June 2038	29,702.60
July 2028	1,126,719.71	July 2033	234,960.95	July 2038	28,299.05
August 2028	1,099,559.52	August 2033	228,325.78	August 2038	26,935.52
September 2028	1,073,008.45	September 2033	221,851.50	September 2038	25,611.05
October 2028	1,047,053.43	October 2033	215,534.49	October 2038	24,324.68
November 2028	1,021,681.62	November 2033	209,371.21	November 2038	23,075.48
December 2028	996,880.48	December 2033	203,358.19	December 2038	21,862.55
January 2029	972,637.71	January 2034	197,492.04	January 2039	20,684.98
February 2029	948,941.28	February 2034	191,769.44	February 2039	19,541.91
March 2029	925,779.42	March 2034	186,187.15	March 2039	18,432.49
April 2029	903,140.59	April 2034	180,741.99	April 2039	17,355.90
May 2029	881,013.50	May 2034	175,430.86	May 2039	16,311.31
June 2029	859,387.09	June 2034	170,250.70	June 2039	15,297.94
July 2029	838,250.55	July 2034	165,198.56	July 2039	14,315.01
August 2029	817,593.27	August 2034	160,271.51	August 2039	13,361.76
September 2029	797,404.89	September 2034	155,466.72	September 2039	12,437.46
October 2029	777,675.24	October 2034	150,781.39	October 2039	11,541.37
November 2029	758,394.40	November 2034	146,212.81	November 2039	10,672.80
December 2029	739,552.62	December 2034	141,758.30	December 2039	9,831.05
January 2030	721,140.39	January 2035	137,415.26	January 2040	9,015.44
February 2030	703,148.36	February 2035	133,181.13	February 2040	8,225.33
March 2030	685,567.42	March 2035	129,053.44	March 2040	7,460.06
April 2030	668,388.62	April 2035	125,029.72	April 2040	6,719.00
May 2030	651,603.22	May 2035	121,107.60	May 2040	6,001.54
June 2030	635,202.65	June 2035	117,284.73	June 2040	5,307.08
July 2030	619,178.52	July 2035	113,558.84	July 2040	4,635.04
August 2030	603,522.62	August 2035	109,927.69	August 2040	3,984.83
September 2030	588,226.93	September 2035	106,389.09	September 2040	3,355.91
October 2030	573,283.58	October 2035	102,940.91	October 2040	2,747.72
November 2030	558,684.87	November 2035	99,581.05	November 2040	2,159.72
December 2030	544,423.26	December 2035	96,307.46	December 2040	1,591.40
January 2031	530,491.38	January 2036	93,118.16	January 2041	1,042.25
February 2031	516,882.01	February 2036	90,011.17	February 2041	511.76
March 2031	503,588.08	March 2036	86,984.59	March 2041 and	
April 2031	490,602.67	April 2036	84,036.55	thereafter	0.00
May 2031	477,919.02	May 2036	81,165.21		

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	\$41,213,443.00	May 2017	\$16,053,021.61	April 2022	\$ 4,438,645.84
July 2012	40,902,121.82	June 2017	15,725,815.96	May 2022	4,340,815.20
August 2012	40,600,372.47	July 2017	15,402,683.37	June 2022	4,245,064.83
September 2012	40,281,492.67	August 2017	15,083,574.80	July 2022	4,151,351.53
October 2012	39,945,752.55	September 2017	14,768,441.77	August 2022	4,059,632.98
November 2012	39,593,440.98	October 2017	14,457,236.42	September 2022	3,969,867.73
December 2012	39,224,865.22	November 2017	14,149,911.42	October 2022	3,882,015.18
January 2013	38,840,350.53	December 2017	13,848,473.16	November 2022	3,796,035.54
February 2013	38,440,239.66	January 2018	13,553,302.60	December 2022	3,711,889.85
March 2013	38,024,892.41	February 2018	13,264,271.58	January 2023	3,629,539.96
April 2013	37,594,685.04	March 2018	12,981,254.53	February 2023	3,548,948.47
May 2013	37,150,009.81	April 2018	12,704,128.44	March 2023	3,470,078.77
June 2013	36,691,274.28	May 2018	12,432,772.76	April 2023	3,392,894.98
July 2013	36,218,900.80	June 2018	12,167,069.38	May 2023	3,317,361.98
August 2013	35,733,325.78	July 2018	11,906,902.59	June 2023	3,243,445.33
September 2013	35,234,999.08	August 2018	11,652,159.01	July 2023	3,171,111.35
October 2013	34,724,383.25	September 2018	11,402,727.56	August 2023	3,100,326.99
November 2013	34,201,952.88	October 2018	11,158,499.40	September 2023	3,031,059.93
December 2013	33,668,193.78	November 2018	10,919,367.89	October 2023	2,963,278.47
January 2014	33,123,602.26	December 2018	10,685,228.56	November 2023	2,896,951.59
February 2014	32,585,688.22	January 2019	10,455,979.04	December 2023	2,832,048.90
March 2014	32,054,371.94	February 2019	10,231,519.05	January 2024	2,768,540.63
April 2014	31,529,574.66	March 2019	10,011,750.33	February 2024	2,706,397.61
May 2014	31,011,218.53	April 2019	9,796,576.60	March 2024	2,645,591.28
June 2014	30,499,226.63	May 2019	9,585,903.54	April 2024	2,586,093.67
July 2014	29,993,522.94	June 2019	9,379,638.76	May 2024	2,527,877.38
August 2014	29,494,032.32	July 2019	9,177,691.70	June 2024	2,470,915.58
September 2014	29,000,680.53	August 2019	8,979,973.68	July 2024	2,415,181.97
October 2014	28,513,394.20	September 2019	8,786,397.78	August 2024	2,360,650.81
November 2014	28,032,100.81	October 2019	8,596,878.87	September 2024	2,307,296.90
December 2014	27,556,728.70	November 2019	8,411,333.53	October 2024	2,255,095.52
January 2015	27,087,207.07	December 2019	8,229,680.04	November 2024	2,204,022.49
February 2015	26,623,465.92	January 2020	8,051,838.34	December 2024	2,154,054.13
March 2015	26,165,436.11	February 2020	7,877,729.98	January 2025	2,105,167.22
April 2015	25,713,049.28	March 2020	7,707,278.11	February 2025	2,057,339.04
May 2015	25,266,237.88	April 2020	7,540,407.46	March 2025	2,010,547.34
June 2015	24,824,935.19	May 2020	7,377,044.25	April 2025	1,964,770.31
July 2015	24,389,075.22	June 2020	7,217,116.24	May 2025	1,919,986.61
August 2015	23,958,592.81	July 2020	7,060,552.62	June 2025	1,876,175.33
September 2015	23,533,423.53	August 2020	6,907,284.05	July 2025	1,833,315.98
October 2015	23,113,503.72	September 2020	6,757,242.57	August 2025	1,791,388.52
November 2015	22,698,770.48	October 2020	6,610,361.62	September 2025	1,750,373.30
December 2015	22,289,161.63	November 2020	6,466,575.99	October 2025	1,710,251.08
January 2016	21,884,615.74	December 2020	6,325,821.80	November 2025	1,671,003.03
February 2016	21,485,072.10	January 2021	6,188,036.45	December 2025	1,632,610.70
March 2016	21,090,470.70	February 2021	6,053,158.65	January 2026	1,595,056.02
April 2016	20,700,752.27	March 2021	5,921,128.32	February 2026	1,558,321.28
May 2016	20,315,858.20	April 2021	5,791,886.62	March 2026	1,522,389.17
June 2016	19,935,730.61	May 2021	5,665,375.90	April 2026	1,487,242.71
July 2016	19,560,312.25	June 2021	5,541,539.71	May 2026	1,452,865.28
August 2016	19,189,546.61	July 2021	5,420,322.70	June 2026	1,419,240.61
September 2016	18,823,377.79	August 2021	5,301,670.70	July 2026	1,386,352.75
October 2016	18,461,750.57	September 2021	5,185,530.61	August 2026	1,354,186.10
November 2016	18,104,610.40	October 2021	5,071,850.43	September 2026	1,322,725.37
December 2016	17,751,903.35	November 2021	4,960,579.20	October 2026	1,291,955.59
January 2017	17,403,576.12	December 2021	4,851,667.02	November 2026	1,261,862.10
February 2017	17,059,576.06	January 2022	4,745,065.01	December 2026	1,232,430.55
March 2017	16,719,851.14	February 2022	4,640,725.25	January 2027	1,203,646.88
April 2017	16,384,349.93	March 2022	4,538,600.85	February 2027	1,175,497.33

Aggregate Group II (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>
March 2027	\$ 1,147,968.41	December 2031	\$ 276,761.22	September 2036	\$ 49,969.52
April 2027	1,121,046.93	January 2032	269,485.17	October 2036	48,217.43
May 2027	1,094,719.95	February 2032	262,379.86	November 2036	46,511.45
June 2027	1,068,974.83	March 2032	255,441.50	December 2036	44,850.51
July 2027	1,043,799.17	April 2032	248,666.41	January 2037	43,233.54
August 2027	1,019,180.83	May 2032	242,050.97	February 2037	41,659.52
September 2027	995,107.93	June 2032	235,591.66	March 2037	40,127.42
October 2027	971,568.83	July 2032	229,285.01	April 2037	38,636.25
November 2027	948,552.13	August 2032	223,127.63	May 2037	37,185.06
December 2027	926,046.68	September 2032	217,116.20	June 2037	35,772.89
January 2028	904,041.56	October 2032	211,247.50	July 2037	34,398.81
February 2028	882,526.07	November 2032	205,518.34	August 2037	33,061.93
March 2028	861,489.72	December 2032	199,925.61	September 2037	31,761.36
April 2028	840,922.28	January 2033	194,466.28	October 2037	30,496.22
May 2028	820,813.69	February 2033	189,137.38	November 2037	29,265.68
June 2028	801,154.12	March 2033	183,935.98	December 2037	28,068.92
July 2028	781,933.94	April 2033	178,859.25	January 2038	26,905.11
August 2028	763,143.74	May 2033	173,904.40	February 2038	25,773.47
September 2028	744,774.27	June 2033	169,068.69	March 2038	24,673.23
October 2028	726,816.51	July 2033	164,349.47	April 2038	23,603.63
November 2028	709,261.61	August 2033	159,744.11	May 2038	22,563.93
December 2028	692,100.89	September 2033	155,250.06	June 2038	21,553.41
January 2029	675,325.89	October 2033	150,864.83	July 2038	20,571.37
February 2029	658,928.30	November 2033	146,585.96	August 2038	19,617.12
March 2029	642,899.99	December 2033	142,411.06	September 2038	18,689.97
April 2029	627,232.99	January 2034	138,337.80	October 2038	17,789.28
May 2029	611,919.53	February 2034	134,363.87	November 2038	16,914.39
June 2029	596,951.96	March 2034	130,487.03	December 2038	16,064.68
July 2029	582,322.82	April 2034	126,705.10	January 2039	15,239.53
August 2029	568,024.79	May 2034	123,015.91	February 2039	14,438.34
September 2029	554,050.72	June 2034	119,417.39	March 2039	13,660.53
October 2029	540,393.60	July 2034	115,907.46	April 2039	12,905.51
November 2029	527,046.57	August 2034	112,484.12	May 2039	12,172.72
December 2029	514,002.91	September 2034	109,145.40	June 2039	11,461.63
January 2030	501,256.04	October 2034	105,889.38	July 2039	10,771.68
February 2030	488,799.52	November 2034	102,714.17	August 2039	10,102.36
March 2030	476,627.06	December 2034	99,617.93	September 2039	9,453.15
April 2030	464,732.48	January 2035	96,598.87	October 2039	8,823.55
May 2030	453,109.75	February 2035	93,655.22	November 2039	8,213.08
June 2030	441,752.95	March 2035	90,785.25	December 2039	7,621.25
July 2030	430,656.29	April 2035	87,987.28	January 2040	7,047.60
August 2030	419,814.12	May 2035	85,259.66	February 2040	6,491.67
September 2030	409,220.87	June 2035	82,600.77	March 2040	5,953.01
October 2030	398,871.13	July 2035	80,009.03	April 2040	5,431.20
November 2030	388,759.58	August 2035	77,482.91	May 2040	4,925.80
December 2030	378,881.01	September 2035	75,020.89	June 2040	4,436.40
January 2031	369,230.35	October 2035	72,621.48	July 2040	3,962.59
February 2031	359,802.59	November 2035	70,283.26	August 2040	3,503.98
March 2031	350,592.86	December 2035	68,004.80	September 2040	3,060.17
April 2031	341,596.39	January 2036	65,784.72	October 2040	2,630.79
May 2031	332,808.51	February 2036	63,621.66	November 2040	2,215.47
June 2031	324,224.63	March 2036	61,514.31	December 2040	1,813.84
July 2031	315,840.27	April 2036	59,461.38	January 2041	1,425.56
August 2031	307,651.06	May 2036	57,461.58	February 2041	1,050.28
September 2031	299,652.71	June 2036	55,513.70	March 2041	687.66
October 2031	291,841.01	July 2036	53,616.51	April 2041	337.37
November 2031	284,211.86	August 2036	51,768.84	May 2041 and thereafter	0.00

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

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\$181,790,015



**Guaranteed REMIC
Pass-Through Certificates
Fannie Mae REMIC Trust 2012-69**

PROSPECTUS SUPPLEMENT

UBS Investment Bank

June 25, 2012
