

**\$360,951,815**



**FannieMae®**

**Guaranteed REMIC Pass-Through Certificates  
Fannie Mae REMIC Trust 2012-78**

**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, and
- an underlying RCR certificate backed by 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
BG ....	1	\$100,000,000	PT	2.00%	FIX	3136A7KC5	July 2022
AI ....	1	31,420,312(2)	NTL	3.00	FIX/IO	3136A7KD3	February 2022
BI ....	1	1,913,021(2)	NTL	3.00	FIX/IO	3136A7KE1	July 2022
CG ....	2	50,000,000	PT	2.00	FIX	3136A7KF8	July 2022
CI ....	2	10,000,000(2)	NTL	2.50	FIX/IO	3136A7KG6	July 2022
GE ....	3	100,000,000	PT	2.00	FIX	3136A7KH4	July 2022
GI ....	3	20,000,000(2)	NTL	2.50	FIX/IO	3136A7KJ0	July 2022
PA ....	4	43,363,584	SC/SCH/AD	4.00	FIX	3136A7KK7	August 2041
Z ....	4	3,619,690	SC/SUP	4.00	FIX/Z	3136A7KL5	August 2041
KB(3) ..	5	63,968,541	PT	1.75	FIX	3136A7KM3	July 2027
KI(3) ...	5	31,984,270(2)	NTL	3.50	FIX/IO	3136A7KN1	July 2027
R ....		0	NPR	0	NPR	3136A7KP6	August 2041
RL ....		0	NPR	0	NPR	3136A7KQ4	August 2041

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

(2) Notional balances. These classes are interest only classes. See page S-5 for a description of how their notional balances are calculated.  
(3) Exchangeable classes.

If you own certificates of certain classes, you can exchange them for certificates of the corresponding RCR class to be delivered at the time of exchange. The KE Class is the RCR class. For a more detailed description of the RCR class, see Schedule 1 attached to this prospectus supplement and "Description of the Certificates—The Certificates—*Combination and Recombination*" in the REMIC prospectus.

The dealer will offer the certificates from time to time in negotiated transactions at varying prices. We expect the settlement date to be June 29, 2012.

**Carefully consider the risk factors on page S-7 of this prospectus supplement and starting on page 11 of the REMIC prospectus. Unless you understand and are able to tolerate these risks, you should not invest in the certificates.**

You should read the REMIC prospectus as well as this prospectus supplement.

The certificates, together with interest thereon, are not guaranteed by the United States and do not constitute a debt or obligation of the United States or any agency or instrumentality thereof other than Fannie Mae.

The certificates are exempt from registration under the Securities Act of 1933 and are "exempted securities" under the Securities Exchange Act of 1934.

**BNP PARIBAS**

The date of this Prospectus Supplement is 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”);
- if you are purchasing a Group 4 Class or the R or RL Class, the disclosure document relating to the underlying RCR certificate (the “Underlying REMIC Disclosure Document”); and
- any information incorporated by reference in this prospectus supplement as discussed below and under the heading “Incorporation by Reference” in the REMIC Prospectus.

For a description of current servicing policies generally applicable to existing Fannie Mae MBS pools, see “Yield, Maturity, and Prepayment Considerations” in the MBS Prospectus dated February 1, 2012.

The MBS Prospectus and the Underlying REMIC Disclosure Document are incorporated by reference in this prospectus supplement. This means that we are disclosing information in those documents by referring you to them. Those documents are considered part of this prospectus supplement, so you should read this prospectus supplement, and any applicable supplements or amendments, together with those documents.

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

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

In addition, the Disclosure Documents, together with the class factors, are available on our corporate Web site at [www.fanniemae.com](http://www.fanniemae.com).

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

Static Data NY Securities  
BNP Paribas  
525 Washington Boulevard  
Jersey City, New Jersey 07310  
(telephone (201) 850-5627).  
[StaticDataNYSecurities@americas.bnpparibas.com](mailto:StaticDataNYSecurities@americas.bnpparibas.com)

## 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
3	Group 3 MBS
4	Class 2011-109-PK RCR Certificate
5	Group 5 MBS

### Group 1, Group 2, Group 3 and Group 5

#### Characteristics of the Trust MBS

	<u>Approximate Principal Balance</u>	<u>Pass- Through Rate</u>	<u>Range of Weighted Average Coupons or WACs (annual percentages)</u>	<u>Range of Weighted Average Remaining Terms to Maturity or WAMs (in months)</u>
Group 1 MBS	\$100,000,000	3.00%	3.25% to 5.50%	85 to 120
Group 2 MBS	\$ 40,000,000	2.50%	2.75% to 5.00%	85 to 120
	\$ 10,000,000	2.50%	2.75% to 5.00%	85 to 120
Group 3 MBS	\$100,000,000	2.50%	2.75% to 5.00%	85 to 120
Group 5 MBS	\$ 63,968,541	3.50%	3.75% to 6.00%	121 to 180

#### Assumed Characteristics of the Underlying Mortgage Loans

	<u>Principal Balance</u>	<u>Original Term to Maturity (in months)</u>	<u>Remaining Term to Maturity (in months)</u>	<u>Loan Age (in months)</u>	<u>Interest Rate</u>
Group 1 MBS	\$100,000,000	120	112	6	3.416%
Group 2 MBS	\$ 40,000,000	120	118	1	3.126%
	\$ 10,000,000	120	115	3	3.093%
Group 3 MBS	\$100,000,000	120	119	0	3.126%
Group 5 MBS	\$ 63,968,541	180	173	7	3.930%

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

### Group 4

Exhibit A describes the underlying RCR certificate in Group 4, including certain information about the related mortgage loans. To learn more about the underlying RCR certificate, you should obtain from us the current class factor and the related disclosure document as described on page S-3.

## Settlement Date

We expect to issue the certificates on 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:

<u>Fed Book-Entry</u>	<u>Physical</u>
All classes of certificates 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 combination of the certificates eligible for exchange and the related RCR certificates. You can exchange your certificates by notifying us and paying an exchange fee. We will deliver the RCR certificates upon such exchange.

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

## Interest Rates

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

## Notional Classes

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

<u>Class</u>	
AI and BI*	33.333333% of the BG Class
CI	20% of the CG Class
GI	20% of the GE Class
KI	49.9999992184% of the KB Class

\* The sum of these notional principal balances will equal the indicated percentage of the specified balance. On each distribution date, reductions in the principal balance of the BG Class will be allocated sequentially, in reduction of the notional principal balances of the AI and BI Classes, in that order, until their notional principal balances are reduced to zero.

## 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>296%</u>	<u>500%</u>	<u>700%</u>	<u>900%</u>
BG .....	5.5	4.3	3.3	2.6	2.1	1.8
AI .....	5.2	4.0	3.0	2.3	1.9	1.6
BI .....	9.8	9.0	8.4	7.3	6.1	5.0

<u>Group 2 Classes</u>	<u>PSA Prepayment Assumption</u>					
	<u>0%</u>	<u>100%</u>	<u>322%</u>	<u>500%</u>	<u>700%</u>	<u>900%</u>
CG and CI .....	5.4	4.5	3.4	2.8	2.4	2.1

<u>Group 3 Classes</u>	<u>PSA Prepayment Assumption</u>					
	<u>0%</u>	<u>100%</u>	<u>322%</u>	<u>500%</u>	<u>700%</u>	<u>900%</u>
GE and GI .....	5.4	4.6	3.5	2.9	2.5	2.1

<u>Group 4 Classes</u>	<u>PSA Prepayment Assumption</u>									
	<u>0%</u>	<u>100%</u>	<u>235%</u>	<u>250%</u>	<u>270%</u>	<u>500%</u>	<u>800%</u>	<u>1100%</u>	<u>1500%</u>	<u>1900%</u>
PA .....	15.4	6.9	4.5	4.5	4.5	2.8	1.7	1.1	0.7	0.4
Z .....	26.8	21.4	12.0	8.8	4.9	0.3	0.2	0.1	0.1	0.1

<u>Group 5 Classes</u>	<u>PSA Prepayment Assumption</u>							
	<u>0%</u>	<u>100%</u>	<u>250%</u>	<u>451%</u>	<u>600%</u>	<u>800%</u>	<u>1100%</u>	<u>1400%</u>
KB, KI and KE .....	8.6	6.2	4.5	3.2	2.6	2.1	1.6	1.3

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

## ADDITIONAL RISK FACTOR

*Payments on the Group 4 Classes will be affected by the payment priority governing the related underlying RCR certificate.* If you invest in a Group 4 Class, the rate at which you receive payments also will be affected by the applicable priority sequence governing principal payments on the Group 4 Underlying RCR Certificate.

As described in the Underlying REMIC Disclosure Document, principal payments on the Group 4 Underlying RCR Certificate are governed by a principal balance schedule. As a result, the Group 4 Underlying RCR Certificate may receive principal payments faster or slower than would otherwise have been the case. In some cases, it may receive no principal payments for extended periods. Prepayments on the related mortgage loans may have occurred at a rate faster or slower than the rate initially assumed. In certain high prepayment scenarios, it is possible that the effect of a principal balance schedule on principal

payments over time may be eliminated. In such a case, the Group 4 Underlying RCR Certificate will receive principal payments at rates that may vary widely from period to period. This prospectus supplement contains no information as to whether

- the Group 4 Underlying RCR Certificate has adhered to the applicable principal balance schedule,
- any related support classes remain outstanding, or
- the Group 4 Underlying RCR Certificate otherwise has performed as originally anticipated.

You may obtain additional information about the Group 4 Underlying RCR Certificate by reviewing its current class factor in light of other information available in the Underlying REMIC Disclosure Document. You may obtain that document from us as described on page S-3.

## DESCRIPTION OF THE CERTIFICATES

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

### General

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

- four groups of Fannie Mae Guaranteed Mortgage Pass-Through Certificates (the “Group 1 MBS,” “Group 2 MBS,” “Group 3 MBS” and “Group 5 MBS,” and together, the “Trust MBS”), and
- a previously issued RCR certificate (the “Group 4 Underlying RCR Certificate”) issued from the related Fannie Mae REMIC trust (the “Underlying REMIC Trust”) as further described in Exhibit A.



The Group 4 Underlying RCR Certificate evidences direct or indirect beneficial ownership interests in certain Fannie Mae Guaranteed Mortgage Pass-Through Certificates (together with the Trust MBS, 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 . . . . .	Trust MBS and Group 4 Underlying RCR Certificate	Interests in the Lower Tier REMIC other than the RL Class (the “Lower Tier Regular Interests”)	RL
Upper Tier REMIC . . . . .	Lower Tier Regular Interests	All Classes of REMIC Certificates other than the R and RL Classes	R

*Fannie Mae Guaranty.* For a description of our guaranties of the Certificates, the MBS and the Group 4 Underlying RCR Certificate, see the applicable discussions appearing under the heading “Fannie Mae Guaranty” in the REMIC Prospectus, the MBS Prospectus and the Underlying REMIC Disclosure Document. 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 Classes	\$100,000 minimum plus whole dollar increments
All other Classes (except the R and RL Classes)	\$1,000 minimum plus whole dollar increments



## **The Trust MBS**

The Trust MBS provide that principal and interest on the related Mortgage Loans are passed through monthly. The Mortgage Loans underlying the Trust MBS are conventional, fixed-rate, fully-amortizing mortgage loans secured by first mortgages or deeds of trust on single-family residential properties. These Mortgage Loans have original maturities of up to 10 years in the case of the Group 1 MBS, Group 2 MBS and Group 3 MBS, and up to 15 years in the case of the Group 5 MBS.

For additional information, see “Summary—Group 1, Group 2, Group 3 and Group 5—Characteristics of the Trust MBS” and “—Assumed Characteristics of the Underlying Mortgage Loans” in this prospectus supplement and “The Mortgage Pools” and “Yield, Maturity, and Prepayment Considerations” in the MBS Prospectus.

## **The Group 4 Underlying RCR Certificate**

The Group 4 Underlying RCR Certificate represents beneficial ownership interests in the Underlying REMIC Trust. The assets of that trust consist of MBS (or beneficial ownership interests in MBS) having the general characteristics set forth in the MBS Prospectus. Each MBS evidences beneficial ownership interests in a pool of conventional, fixed-rate, fully-amortizing mortgage loans secured by first mortgages or deeds of trust on single-family residential properties, as described under “The Mortgage Pools” and “Yield, Maturity, and Prepayment Considerations” in the MBS Prospectus.

In addition, the pools of mortgage loans backing the Group 4 Underlying RCR Certificate 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 February 1, 2012. For periodic updates to that description, please refer to the Pool Prefix Glossary available on our Web site and [www.fanniemae.com](http://www.fanniemae.com). For additional information about the particular pools underlying the Group 4 Underlying RCR Certificate, see the Final Data Statements for the related trusts and the related prospectus supplement for each MBS. See also “Risk Factors—Risks Relating to Yield and Prepayment—*Refinancing—“Jumbo-conforming” mortgage loans, which have original principal balances that exceed our traditional conforming loan limits, may prepay at different rates than conforming balance mortgage loans generally*” in the MBS Prospectus dated February 1, 2012.

Distributions on the Group 4 Underlying RCR Certificate will be passed through monthly, beginning in the month after we issue the Certificates. The general characteristics of the Group 4 Underlying RCR Certificate are described in the Underlying REMIC Disclosure Document. See Exhibit A for certain additional information about the Group 4 Underlying RCR Certificate. Exhibit A is provided in lieu of a Final Data Statement with respect to the Group 4 Underlying RCR Certificate.

For further information about the Group 4 Underlying RCR Certificate, telephone us at 1-800-237-8627. Additional information about the Group 4 Underlying RCR Certificate is also available at <https://mbsdisclosure.fanniemae.com/PoolTalk2/index.html>. There may have been material changes in facts and circumstances since the date we prepared the Underlying REMIC Disclosure Document. These may include changes in prepayment speeds, prevailing interest rates and other economic factors. As a result, the usefulness of the information set forth in that document may be limited.

## Distributions of Interest

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

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

<u>Delay Classes</u>	<u>No-Delay Classes</u>
Fixed Rate 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 to BG until retired. } Pass-Through Class

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

- *Group 2*

The Group 2 Principal Distribution Amount to CG until retired. } Pass-Through Class

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

- *Group 3*

The Group 3 Principal Distribution Amount to GE until retired. } Pass-Through Class

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

- *Group 4*

The Z Accrual Amount to PA to its Scheduled Balance, and thereafter to Z. } Accretion Directed/  
Scheduled Class and  
Accrual Class

The Group 4 Cash Flow Distribution Amount in the following priority:

- |                                    |                   |                         |
|------------------------------------|-------------------|-------------------------|
| 1. To PA to its Scheduled Balance. | } Scheduled Class | } Structured Collateral |
| 2. To Z until retired.             | } Support Class   |                         |
| 3. To PA until retired.            | } Scheduled Class |                         |

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

The “Group 4 Cash Flow Distribution Amount” is the principal then paid on the Group 4 Underlying RCR Certificate.

- *Group 5*

The Group 5 Principal Distribution Amount to KB until retired.

} Pass-Through  
Class

The “Group 5 Principal Distribution Amount” is the principal then paid on the Group 5 MBS.

## Structuring Assumptions

*Pricing Assumptions.* Except where otherwise noted, the information in the tables in this prospectus supplement has been prepared based on the actual characteristics of each pool of Mortgage Loans backing the Group 4 Underlying RCR Certificate, the applicable priority sequences governing principal payments on the Group 4 Underlying RCR Certificate, and the following assumptions (such characteristics and assumptions, collectively, the “Pricing Assumptions”):

- the Mortgage Loans underlying the Trust MBS have the original terms to maturity, remaining terms to maturity, loan ages and interest rates specified under “Summary—Group 1, Group 2, Group 3 and Group 5—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 Schedule.* The Principal Balance Schedule is set forth beginning on page B-1 of this prospectus supplement. The Principal Balance Schedule was prepared based on the Pricing Assumptions and the assumption that the related Mortgage Loans prepay at a *constant* rate within the “Structuring Range” specified in the chart below. The “Effective Range” for the PA Class is the range of prepayment rates (measured by *constant* PSA rates) that would reduce the PA Class to its scheduled balance each month based on the Pricing Assumptions.

<u>Class</u>	<u>Structuring Range</u>	<u>Initial Effective Range</u>
PA Class Scheduled Balances	Between 235% and 270% PSA	(1)

(1) The Scheduled Balances of the PA Class have been structured between 235% and 270% PSA, but only hold at a *constant* rate of 235% PSA and a *constant* rate of 270% PSA.

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

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

- We will distribute any excess of principal distributions over the amount necessary to reduce the PA Class to its scheduled balance in any month. As a result, the likelihood of reducing

the PA Class to its scheduled balance each month will not be improved by the averaging of high and low principal distributions from month to month.

- Even if the related Mortgage Loans prepay at rates falling within the Structuring Range or Effective Range, principal distributions may be insufficient to reduce the PA Class to its scheduled balance each month if prepayments do not occur at a *constant* PSA rate.
- The actual Effective Range at any time will be based upon the actual characteristics of the related Mortgage Loans at that time, which are likely to vary (and may vary considerably) from the Pricing Assumptions. As a result, the actual Effective Range will likely differ from the Initial Effective Range specified above. For the same reason, the PA Class might not be reduced to its scheduled balance each month even if the related Mortgage Loans prepay at a *constant* PSA rate within the Initial Effective Range. This is so particularly if the rate falls at the lower or higher end of the range.
- The actual Effective Range may narrow, widen or shift upward or downward to reflect actual prepayment experience over time.
- The principal payment stability of the PA Class will be supported by the Z Class. When the Z Class is retired, the PA Class, if still outstanding, may no longer have an Effective Range and will be much more sensitive to prepayments of the related Mortgage Loans.

### **Yield Tables for the Fixed Rate Interest Only Classes**

The tables below illustrate the sensitivity of the pre-tax corporate bond equivalent yields to maturity of the applicable Classes to various constant percentages of PSA. **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, because some of the Mortgage Loans are likely to have remaining terms to maturity shorter or longer than those assumed and interest rates higher or lower than those assumed, the principal payments on the Certificates are likely to differ from those assumed. This would be the case even if all Mortgage Loans prepay at the indicated constant percentages of PSA. Moreover, it is unlikely that

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

The 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>
AI .....	481%
BI .....	704%
CI .....	492%
GI .....	460%
KI .....	314%

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

The information shown in the following yield tables has been prepared on the basis of the Pricing Assumptions and the assumption that the aggregate purchase prices of the 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>
AI .....	6.87730%
BI .....	18.00000%
CI .....	7.00000%
GI .....	7.43750%
KI .....	13.65625%

\* 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 AI Class to Prepayments

	<u>PSA Prepayment Assumption</u>					
	<u>50%</u>	<u>100%</u>	<u>296%</u>	<u>500%</u>	<u>700%</u>	<u>900%</u>
Pre-Tax Yields to Maturity .....	26.2%	23.5%	11.9%	(1.3)%	(15.2)%	(29.4)%

#### Sensitivity of the BI Class to Prepayments

	<u>PSA Prepayment Assumption</u>					
	<u>50%</u>	<u>100%</u>	<u>296%</u>	<u>500%</u>	<u>700%</u>	<u>900%</u>
Pre-Tax Yields to Maturity .....	9.7%	9.5%	8.3%	5.2%	0.1%	(7.0)%

#### Sensitivity of the CI Class to Prepayments

	<u>PSA Prepayment Assumption</u>					
	<u>50%</u>	<u>100%</u>	<u>322%</u>	<u>500%</u>	<u>700%</u>	<u>900%</u>
Pre-Tax Yields to Maturity .....	19.4%	17.3%	7.6%	(0.4)%	(9.8)%	(19.5)%

### Sensitivity of the GI Class to Prepayments

	PSA Prepayment Assumption					
	50%	100%	322%	500%	700%	900%
Pre-Tax Yields to Maturity . . . . .	17.2%	15.2%	5.9%	(1.7)%	(10.7)%	(19.9)%

### Sensitivity of the KI Class to Prepayments

	PSA Prepayment Assumption							
	50%	100%	250%	451%	600%	800%	1100%	1400%
Pre-Tax Yields to Maturity . . . . .	14.5%	11.9%	3.6%	(7.9)%	(17.0)%	(29.9)%	(51.1)%	(75.3)%

### Weighted Average Lives of the Certificates

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

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

- the timing of changes in the rate of principal distributions,
- the priority sequences of distributions of principal (or reductions in notional balance) of the Group 1 and Group 4 Classes, and
- in the case of the Group 4 Classes, the priority sequences governing principal payments on the Group 4 Underlying RCR Certificate.

See “—Distributions of Principal” above and “Description of the Certificates—Distributions of Principal” in the Underlying REMIC Disclosure Document.

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

### Decrement Tables

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



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

<u>Mortgage Loans Backing Trust Assets Specified Below</u>	<u>Original Terms to Maturity</u>	<u>Remaining Terms to Maturity</u>	<u>Interest Rates</u>
Group 1 MBS	120 months	120 months	5.50%
Group 2 MBS	120 months	120 months	5.00%
Group 3 MBS	120 months	120 months	5.00%
Group 4 Underlying RCR Certificate	360 months	(1)	7.00%
Group 5 MBS	180 months	180 months	6.00%

(1) The Group 4 Underlying RCR Certificate is backed by the Fannie Mae REMIC and RCR certificates listed below. The Mortgage Loans backing those certificates are assumed to have the following remaining terms to maturity:

	<u>Remaining Terms to maturity</u>
2011-37-BQ	346 months
2011-37-LP	345 months
2011-76-MB	349 months
2011-76-NB	349 months
2011-76-NE	349 months
2011-76-NY	349 months

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	BG Class						AI† Class						BI† Class					
	PSA Prepayment Assumption						PSA Prepayment Assumption						PSA Prepayment Assumption					
	0%	100%	296%	500%	700%	900%	0%	100%	296%	500%	700%	900%	0%	100%	296%	500%	700%	900%
Initial Percent .....	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
June 2013 .....	92	88	84	79	75	70	92	88	83	78	73	68	100	100	100	100	100	100
June 2014 .....	84	75	64	54	44	35	83	74	62	51	40	31	100	100	100	100	100	100
June 2015 .....	76	62	46	33	22	14	74	60	43	29	18	9	100	100	100	100	100	100
June 2016 .....	66	50	33	20	11	6	64	47	29	15	6	0	100	100	100	100	100	97
June 2017 .....	57	39	22	11	5	2	54	35	17	6	0	0	100	100	100	100	92	37
June 2018 .....	47	29	14	6	2	1	43	24	9	1	0	0	100	100	100	100	42	13
June 2019 .....	36	19	8	3	1	*	32	14	3	0	0	0	100	100	100	54	17	4
June 2020 .....	25	10	4	1	*	*	20	5	0	0	0	0	100	100	70	22	6	1
June 2021 .....	13	2	1	*	*	*	7	0	0	0	0	0	100	43	15	4	1	*
June 2022 .....	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)** .....	5.5	4.3	3.3	2.6	2.1	1.8	5.2	4.0	3.0	2.3	1.9	1.6	9.8	9.0	8.4	7.3	6.1	5.0

\* 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.

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



Date	CG and CI† Classes						GE and GI† Classes					
	PSA Prepayment Assumption						PSA Prepayment Assumption					
	0%	100%	322%	500%	700%	900%	0%	100%	322%	500%	700%	900%
Initial Percent .....	100	100	100	100	100	100	100	100	100	100	100	100
June 2013 .....	92	90	86	84	81	78	92	90	87	85	83	80
June 2014 .....	84	77	68	60	52	45	84	78	69	63	55	48
June 2015 .....	75	65	49	38	27	19	75	65	50	40	29	21
June 2016 .....	66	52	34	23	14	7	66	53	35	24	15	8
June 2017 .....	56	41	23	13	7	3	56	42	24	14	7	3
June 2018 .....	46	31	15	8	3	1	46	32	16	8	3	1
June 2019 .....	35	22	9	4	1	*	35	23	10	4	1	*
June 2020 .....	24	13	5	2	1	*	24	14	5	2	1	*
June 2021 .....	12	6	2	1	*	*	12	7	2	1	*	*
June 2022 .....	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)** .....	5.4	4.5	3.4	2.8	2.4	2.1	5.4	4.6	3.5	2.9	2.5	2.1

Date	PA Class										Z Class									
	PSA Prepayment Assumption										PSA Prepayment Assumption									
	0%	100%	235%	250%	270%	500%	800%	1100%	1500%	1900%	0%	100%	235%	250%	270%	500%	800%	1100%	1500%	1900%
Initial Percent .....	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
June 2013 .....	98	92	85	85	85	78	61	43	20	0	104	104	100	90	76	0	0	0	0	0
June 2014 .....	96	83	68	68	68	50	26	15	1	0	108	108	100	81	55	0	0	0	0	0
June 2015 .....	94	74	55	55	55	31	15	5	0	0	113	113	100	75	42	0	0	0	0	0
June 2016 .....	92	67	43	43	43	20	9	0	0	0	117	117	100	72	35	0	0	0	0	0
June 2017 .....	90	59	33	33	33	16	3	0	0	0	122	122	100	70	31	0	0	0	0	0
June 2018 .....	88	52	25	25	25	13	*	0	0	0	127	127	100	69	31	0	0	0	0	0
June 2019 .....	85	45	18	18	18	8	0	0	0	0	132	132	90	60	31	0	0	0	0	0
June 2020 .....	82	39	15	15	15	4	0	0	0	0	138	138	62	48	31	0	0	0	0	0
June 2021 .....	80	33	13	13	13	2	0	0	0	0	143	143	60	47	31	0	0	0	0	0
June 2022 .....	77	27	11	11	11	*	0	0	0	0	149	149	57	45	31	0	0	0	0	0
June 2023 .....	73	22	10	10	10	0	0	0	0	0	155	155	50	40	31	0	0	0	0	0
June 2024 .....	70	17	8	8	8	0	0	0	0	0	161	161	49	40	12	0	0	0	0	0
June 2025 .....	66	12	7	7	7	0	0	0	0	0	168	168	46	25	*	0	0	0	0	0
June 2026 .....	62	7	5	5	5	0	0	0	0	0	175	175	40	22	*	0	0	0	0	0
June 2027 .....	58	4	3	3	3	0	0	0	0	0	182	182	35	19	*	0	0	0	0	0
June 2028 .....	53	2	1	1	1	0	0	0	0	0	189	189	30	16	*	0	0	0	0	0
June 2029 .....	48	0	0	0	0	0	0	0	0	0	197	190	23	11	0	0	0	0	0	0
June 2030 .....	43	0	0	0	0	0	0	0	0	0	205	170	5	0	0	0	0	0	0	0
June 2031 .....	38	0	0	0	0	0	0	0	0	0	214	152	0	0	0	0	0	0	0	0
June 2032 .....	32	0	0	0	0	0	0	0	0	0	222	136	0	0	0	0	0	0	0	0
June 2033 .....	26	0	0	0	0	0	0	0	0	0	231	124	0	0	0	0	0	0	0	0
June 2034 .....	19	0	0	0	0	0	0	0	0	0	241	89	0	0	0	0	0	0	0	0
June 2035 .....	12	0	0	0	0	0	0	0	0	0	251	56	0	0	0	0	0	0	0	0
June 2036 .....	4	0	0	0	0	0	0	0	0	0	261	25	0	0	0	0	0	0	0	0
June 2037 .....	0	0	0	0	0	0	0	0	0	0	224	0	0	0	0	0	0	0	0	0
June 2038 .....	0	0	0	0	0	0	0	0	0	0	177	0	0	0	0	0	0	0	0	0
June 2039 .....	0	0	0	0	0	0	0	0	0	0	128	0	0	0	0	0	0	0	0	0
June 2040 .....	0	0	0	0	0	0	0	0	0	0	59	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	0	0
June 2042 .....	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)** .....	15.4	6.9	4.5	4.5	4.5	2.8	1.7	1.1	0.7	0.4	26.8	21.4	12.0	8.8	4.9	0.3	0.2	0.1	0.1	0.1

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

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

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

Date	KB, KI† and KE Classes							
	PSA Prepayment Assumption							
	0%	100%	250%	451%	600%	800%	1100%	1400%
Initial Percent .....	100	100	100	100	100	100	100	100
June 2013 .....	96	92	88	83	79	74	66	58
June 2014 .....	91	82	73	60	52	41	27	15
June 2015 .....	86	73	58	41	31	20	9	2
June 2016 .....	81	63	46	28	18	10	3	*
June 2017 .....	76	55	36	19	11	5	1	*
June 2018 .....	70	47	28	12	6	2	*	*
June 2019 .....	64	40	21	8	4	1	*	*
June 2020 .....	58	33	16	5	2	*	*	*
June 2021 .....	51	27	12	3	1	*	*	*
June 2022 .....	44	21	8	2	1	*	*	*
June 2023 .....	36	15	5	1	*	*	*	0
June 2024 .....	28	10	3	1	*	*	*	0
June 2025 .....	19	6	2	*	*	*	*	0
June 2026 .....	10	2	*	*	*	*	*	0
June 2027 .....	0	0	0	0	0	0	0	0
Weighted Average Life (years)** .....	8.6	6.2	4.5	3.2	2.6	2.1	1.6	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.

† 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	296% PSA
2	322% PSA
3	322% PSA
4	250% PSA
5	451% 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 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. 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 BNP Paribas Securities Corp. (the “Dealer”) in exchange for the Trust MBS and Group 4 Underlying RCR Certificate. The Dealer proposes to offer the Certificates directly to the public from time to time in negotiated transactions at varying prices to be determined at the time of sale. The Dealer may effect these transactions to or through other dealers.

### **LEGAL MATTERS**

Sidley Austin LLP will provide legal representation for Fannie Mae. K&L Gates LLP will provide legal representation for the Dealer.

Group 4 Underlying RCR Certificate

Underlying REMIC Trust	Class	Date of Issue	CUSIP Number	Interest Rate	Interest Type(1)	Final Distribution Date	Principal Type(1)	Original Principal Balance of Class	June 2012 Class Factor	Principal Balance in the Lower Tier REMIC	Approximate Weighted Average WAC	Approximate Weighted Average WAM (in months)	Approximate Weighted Average WALA (in months)
2011-109	PK	October 2011	3136A1S71	4.0%	FIX	August 2041	SC/PAC/AD	\$139,359,000	0.89173982	\$46,983,274.00	(2)	(2)	(2)

- (1) See “Description of the Certificates—The Certificates—*Class Definitions and Abbreviations*” in the REMIC Prospectus.
- (2) The Group 4 Underlying RCR Certificate is backed by the Fannie Mae REMIC and RCR Certificates listed below having the following characteristics:

Class	Interest Type	Principal Type	Approximate Weighted Average WAC	Approximate Weighted Average WAM (in months)	Approximate Weighted Average WALA (in months)
2011-37-BQ	FIX	SEQ	4.891%	336	21
2011-37-LP	FIX	SC/PAC	4.831%	339	18
2011-76-MB	FIX	PAC	4.847%	335	21
2011-76-NB	FIX	PAC	4.854%	337	19
2011-76-NE	FIX	PAC	4.854%	337	19
2011-76-NY	FIX	PAC	4.854%	337	19

Note: For any pool of Mortgage Loans backing an underlying REMIC or RCR certificate, if a preliminary calculation indicated that the sum of the WAM and WALA for that pool exceeded the longest original term to maturity of any Mortgage Loan in the pool, the WALA used in determining the information shown in the related table was reduced as necessary to insure that the sum of the WAM and WALA does not exceed such original term to maturity.

Schedule 1

Available Recombination(1)

REMIC Certificates		RCR Certificates						
Classes	Original Balances	RCR Classes	Original Balances	Principal Type(2)	Interest Rate	Interest Type(2)	CUSIP Number	Final Distribution Date
Recombination 1								
KB	\$63,968,541	KE	\$63,968,541	PT	2.0%	FIX	3136A7KR2	July 2027
KI	4,569,182(3)							

- (1) REMIC Certificates and RCR Certificates in any Recombination may be exchanged only in the proportions of *original* principal or notional principal balances for the related Classes shown in this Schedule 1 (disregarding any retired Classes). For example, if a particular Recombination includes two REMIC Classes and one RCR Class whose *original* principal balances shown in the schedule reflect a 1:1:2 relationship, the same 1:1:2 relationship among the *original* principal balances of those REMIC and RCR Classes must be maintained in any exchange. This is true even if, as a result of the applicable payment priority sequence, the relationship between their *current* principal balances has changed over time. Moreover, if as a result of a proposed exchange, a Certificateholder would hold a REMIC Certificate or RCR Certificate of a Class in an amount less than the applicable minimum denomination for that Class, the Certificateholder will be unable to effect the proposed exchange. See “Description of the Certificates—General—*Authorized Denominations*” in this prospectus supplement.
- (2) See “Description of the Certificates—The Certificates—*Class Definitions and Abbreviations*” in the REMIC Prospectus.
- (3) Notional balance. This Class is an Interest Only Class. See page S-5 for a description of how its notional balance is calculated.

## Principal Balance Schedule

### *PA Class Scheduled Balances*

<u>Distribution Date</u>	<u>Scheduled Balance</u>	<u>Distribution Date</u>	<u>Scheduled Balance</u>	<u>Distribution Date</u>	<u>Scheduled Balance</u>
Initial Balance .....	\$43,363,584.00	February 2017 .....	\$15,665,005.27	October 2021 .....	\$ 5,327,280.70
July 2012 .....	42,871,394.60	March 2017 .....	15,318,535.47	November 2021 .....	5,253,872.20
August 2012 .....	42,375,024.02	April 2017 .....	14,976,744.88	December 2021 .....	5,181,558.37
September 2012 .....	41,862,845.38	May 2017 .....	14,639,571.06	January 2022 .....	5,110,321.66
October 2012 .....	41,335,316.71	June 2017 .....	14,306,952.39	February 2022 .....	5,040,144.80
November 2012 .....	40,792,914.55	July 2017 .....	13,978,828.06	March 2022 .....	4,971,010.76
December 2012 .....	40,236,133.13	August 2017 .....	13,655,138.04	April 2022 .....	4,902,902.80
January 2013 .....	39,665,483.56	September 2017 .....	13,335,823.08	May 2022 .....	4,835,804.42
February 2013 .....	39,081,492.97	October 2017 .....	13,020,824.71	June 2022 .....	4,769,699.37
March 2013 .....	38,484,793.96	November 2017 .....	12,710,085.21	July 2022 .....	4,712,548.87
April 2013 .....	37,879,636.13	December 2017 .....	12,403,547.64	August 2022 .....	4,665,479.32
May 2013 .....	37,266,635.46	January 2018 .....	12,101,378.17	September 2022 .....	4,619,076.39
June 2013 .....	36,648,229.67	February 2018 .....	11,803,931.97	October 2022 .....	4,573,329.18
July 2013 .....	36,026,262.19	March 2018 .....	11,511,135.65	November 2022 .....	4,528,227.00
August 2013 .....	35,406,045.86	April 2018 .....	11,222,916.91	December 2022 .....	4,483,759.30
September 2013 .....	34,794,136.14	May 2018 .....	10,939,204.57	January 2023 .....	4,439,915.70
October 2013 .....	34,190,423.52	June 2018 .....	10,659,928.52	February 2023 .....	4,396,685.96
November 2013 .....	33,594,799.86	July 2018 .....	10,385,019.72	March 2023 .....	4,354,060.02
December 2013 .....	33,007,158.48	August 2018 .....	10,114,410.17	April 2023 .....	4,312,027.96
January 2014 .....	32,427,394.03	September 2018 .....	9,848,032.91	May 2023 .....	4,270,230.24
February 2014 .....	31,855,402.56	October 2018 .....	9,585,822.01	June 2023 .....	4,228,464.28
March 2014 .....	31,291,081.44	November 2018 .....	9,327,712.53	July 2023 .....	4,187,278.07
April 2014 .....	30,734,329.40	December 2018 .....	9,073,640.51	August 2023 .....	4,133,222.59
May 2014 .....	30,185,046.46	January 2019 .....	8,823,542.99	September 2023 .....	4,072,505.13
June 2014 .....	29,643,133.93	February 2019 .....	8,577,357.94	October 2023 .....	4,012,558.34
July 2014 .....	29,108,494.44	March 2019 .....	8,335,024.28	November 2023 .....	3,967,948.27
August 2014 .....	28,581,031.83	April 2019 .....	8,137,785.64	December 2023 .....	3,924,846.34
September 2014 .....	28,060,651.22	May 2019 .....	8,021,864.46	January 2024 .....	3,882,263.40
October 2014 .....	27,547,258.95	June 2019 .....	7,907,711.84	February 2024 .....	3,840,192.00
November 2014 .....	27,040,762.58	July 2019 .....	7,795,299.96	March 2024 .....	3,798,624.83
December 2014 .....	26,541,070.87	August 2019 .....	7,684,601.43	April 2024 .....	3,757,554.63
January 2015 .....	26,048,093.75	September 2019 .....	7,575,589.27	May 2024 .....	3,716,974.28
February 2015 .....	25,561,742.34	October 2019 .....	7,468,236.91	June 2024 .....	3,676,876.71
March 2015 .....	25,081,928.90	November 2019 .....	7,362,518.20	July 2024 .....	3,637,254.97
April 2015 .....	24,608,566.82	December 2019 .....	7,258,407.37	August 2024 .....	3,598,102.20
May 2015 .....	24,141,570.64	January 2020 .....	7,155,879.05	September 2024 .....	3,559,411.62
June 2015 .....	23,680,855.98	February 2020 .....	7,054,908.26	October 2024 .....	3,520,568.73
July 2015 .....	23,226,339.59	March 2020 .....	6,955,470.39	November 2024 .....	3,481,975.15
August 2015 .....	22,777,939.27	April 2020 .....	6,857,541.21	December 2024 .....	3,443,835.66
September 2015 .....	22,335,573.89	May 2020 .....	6,761,096.87	January 2025 .....	3,389,234.64
October 2015 .....	21,899,163.40	June 2020 .....	6,666,113.86	February 2025 .....	3,294,027.55
November 2015 .....	21,468,628.76	July 2020 .....	6,572,569.05	March 2025 .....	3,200,292.70
December 2015 .....	21,043,891.98	August 2020 .....	6,480,439.65	April 2025 .....	3,108,006.17
January 2016 .....	20,624,876.07	September 2020 .....	6,389,703.22	May 2025 .....	3,017,144.45
February 2016 .....	20,211,505.04	October 2020 .....	6,300,337.67	June 2025 .....	2,927,684.38
March 2016 .....	19,803,703.89	November 2020 .....	6,212,321.22	July 2025 .....	2,839,603.13
April 2016 .....	19,401,398.61	December 2020 .....	6,125,632.47	August 2025 .....	2,752,878.26
May 2016 .....	19,004,516.12	January 2021 .....	6,040,250.30	September 2025 .....	2,667,487.66
June 2016 .....	18,612,984.32	February 2021 .....	5,956,153.93	October 2025 .....	2,583,409.56
July 2016 .....	18,226,732.03	March 2021 .....	5,873,322.90	November 2025 .....	2,500,622.53
August 2016 .....	17,845,689.01	April 2021 .....	5,791,737.06	December 2025 .....	2,419,105.47
September 2016 .....	17,469,785.92	May 2021 .....	5,711,376.56	January 2026 .....	2,338,837.61
October 2016 .....	17,098,954.34	June 2021 .....	5,632,221.88	February 2026 .....	2,259,798.50
November 2016 .....	16,733,126.71	July 2021 .....	5,554,253.75	March 2026 .....	2,181,968.00
December 2016 .....	16,372,236.37	August 2021 .....	5,477,453.24	April 2026 .....	2,105,326.29
January 2017 .....	16,016,217.54	September 2021 .....	5,401,801.68	May 2026 .....	2,029,853.86



***PA Class (Continued)***

<u>Distribution Date</u>	<u>Scheduled Balance</u>	<u>Distribution Date</u>	<u>Scheduled Balance</u>	<u>Distribution Date</u>	<u>Scheduled Balance</u>
June 2026 .....	\$ 1,955,531.47	June 2027 .....	\$ 1,146,765.87	June 2028 .....	\$ 471,725.65
July 2026 .....	1,882,340.23	July 2027 .....	1,085,775.02	July 2028 .....	420,705.39
August 2026 .....	1,810,261.51	August 2027 .....	1,025,694.47	August 2028 .....	370,427.84
September 2026 .....	1,739,276.96	September 2027 .....	966,509.03	September 2028 .....	320,880.39
October 2026 .....	1,669,368.54	October 2027 .....	908,203.73	October 2028 .....	272,050.65
November 2026 .....	1,600,518.48	November 2027 .....	850,763.84	November 2028 .....	223,926.41
December 2026 .....	1,532,709.27	December 2027 .....	794,174.85	December 2028 .....	176,495.65
January 2027 .....	1,465,923.69	January 2028 .....	738,422.48	January 2029 .....	129,746.55
February 2027 .....	1,400,144.79	February 2028 .....	683,492.69	February 2029 .....	83,667.46
March 2027 .....	1,335,355.87	March 2028 .....	629,371.62	March 2029 .....	38,246.92
April 2027 .....	1,271,540.49	April 2028 .....	576,045.67	April 2029 and	
May 2027 .....	1,208,682.46	May 2028 .....	523,501.41	thereafter .....	0.00

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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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**\$360,951,815**



**Guaranteed REMIC  
Pass-Through Certificates  
Fannie Mae REMIC Trust 2012-78**

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## PROSPECTUS SUPPLEMENT

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**BNP PARIBAS**

**June 25, 2012**

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