

\$346,970,119



FannieMae®

Guaranteed REMIC Pass-Through Certificates
Fannie Mae REMIC Trust 2012-127

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.

<i>Class</i>	<i>Group</i>	<i>Original Class Balance</i>	<i>Principal Type(1)</i>	<i>Interest Rate</i>	<i>Interest Type(1)</i>	<i>CUSIP Number</i>	<i>Final Distribution Date</i>
AO(2) ...	1	\$152,339,443	PT	0.00%	PO	3136A9A65	November 2027
IA(2)	1	152,339,443(3)	NTL	3.50	FIX/IO	3136A9A73	November 2027
DA	2	25,000,000	PT	1.50	FIX	3136A9A81	November 2027
DI	2	52,466,729(3)	NTL	6.50	FIX/IO	3136A9A99	November 2027
DF	2	25,000,000	PT	3.00	FIX	3136A9B23	November 2027
DH	2	51,413,497	PT	4.00	FIX	3136A9B31	November 2027
PA	3	20,000,000	PAC/AD	2.75	FIX	3136A9B49	November 2042
PI	3	3,750,000(3)	NTL	4.00	FIX/IO	3136A9B56	November 2042
CZ	3	3,193,712	SUP	3.50	FIX/Z	3136A9B64	November 2042
AI	3	2,899,214(3)	NTL	4.00	FIX/IO	3136A9B72	November 2042
PJ	4	60,896,000	PAC	2.00	FIX	3136A9B80	November 2042
PB	4	119,775	PAC	2.00	FIX	3136A9B98	November 2042
D	4	7,206,153	SUP	2.50	FIX	3136A9C22	November 2042
PO	4	1,801,539	SUP	0.00	PO	3136A9C30	November 2042
BI	4	38,901,926(3)	NTL	4.50	FIX/IO	3136A9C48	November 2042
R		0	NPR	0	NPR	3136A9C55	November 2042
RL		0	NPR	0	NPR	3136A9C63	November 2042

- (1) See "Description of 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-5 for a description of how their notional balances are calculated.

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.

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 AB, AC and AD Classes are the RCR classes. For a more detailed description of the RCR classes, see Schedule 1 attached to this prospectus supplement and "Description of the Certificates—Combination and Recombination—RCR Certificates" in the REMIC prospectus.

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.

The dealer will offer the certificates from time to time in negotiated transactions at varying prices. We expect the settlement date to be October 30, 2012.

Carefully consider the risk factors starting on page 13 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 October 24, 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 August 1, 2012 (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:

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

SUMMARY

This summary contains only limited information about the certificates. Statistical information in this summary is provided as of October 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	Group 4 MBS

Group 1, Group 2, Group 3 and Group 4

Characteristics of the MBS

	<u>Approximate Principal Balance</u>	<u>Pass- Through Rate</u>	<u>Range of Weighted Average Coupons or WACs (annual percentages)</u>	<u>Range of Weighted Average Remaining Terms to Maturity or WAMs (in months)</u>
Group 1 MBS	\$152,339,443	3.50%	3.75% to 6.00%	121 to 180
Group 2 MBS	\$101,413,497	6.50%	6.75% to 9.00%	101 to 180
Group 3 MBS	\$ 2,994,291	4.00%	4.25% to 6.50%	241 to 360
	\$ 20,199,421	4.00%	4.25% to 6.50%	241 to 360
Group 4 MBS	\$ 70,023,467	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	\$152,339,443	180	170	6	3.983%
Group 2 MBS	\$101,413,497	180	102	73	7.112%
Group 3 MBS	\$ 2,994,291	360	265	8	4.479%
	\$ 20,199,421	360	349	7	4.477%
Group 4 MBS	\$ 70,023,467	360	350	8	4.966%

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, and may differ significantly. See “Risk Factors—Risks Relating to Yield and Prepayment—Yield—Yields on and weighted average lives of the certificates are affected by actual characteristics of the mortgage loans backing the series trust assets” in the REMIC Prospectus.

Settlement Date

We expect to issue the certificates on October 30, 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 of certificates 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 combinations of the certificates eligible for exchange and the related RCR certificates. You can exchange your certificates by notifying us and paying an exchange fee. We will deliver the RCR certificates upon such exchange.

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

Interest Rates

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

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:

Class

IA	100% of the AO Class
DI	51.7354499668% of the <i>sum</i> of the DA, DF and DH Classes
PI	18.75% of the PA Class
AI	12.5% of the <i>sum</i> of the PA and CZ Classes
BI	55.5555553969% of the <i>sum</i> of the PJ, PB, D and PO Classes

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>300%</u>	<u>509%</u>	<u>700%</u>	<u>900%</u>	<u>1100%</u>	<u>1600%</u>
AO, IA, AB, AC and AD . . .	8.6	6.1	4.1	2.9	2.3	1.9	1.6	1.2

<u>Group 2 Classes</u>	<u>PSA Prepayment Assumption</u>					
	<u>0%</u>	<u>100%</u>	<u>277%</u>	<u>500%</u>	<u>700%</u>	<u>900%</u>
DA, DI, DF and DH	9.2	3.9	2.9	2.1	1.5	1.2

<u>Group 3 Classes</u>	<u>PSA Prepayment Assumption</u>								
	<u>0%</u>	<u>100%</u>	<u>200%</u>	<u>250%</u>	<u>300%</u>	<u>500%</u>	<u>700%</u>	<u>900%</u>	<u>1300%</u>
PA and PI	15.4	7.2	5.5	5.5	5.5	3.7	2.8	2.2	1.6
CZ	27.6	20.7	15.2	7.8	2.2	0.9	0.6	0.5	0.3
AI	19.6	10.2	6.9	5.9	5.1	3.3	2.5	2.0	1.4

<u>Group 4 Classes</u>	<u>PSA Prepayment Assumption</u>								
	<u>0%</u>	<u>100%</u>	<u>180%</u>	<u>220%</u>	<u>263%</u>	<u>500%</u>	<u>700%</u>	<u>1000%</u>	<u>1500%</u>
PJ	18.5	8.5	6.1	6.1	6.1	3.6	2.7	1.9	1.3
PB	28.4	27.8	27.8	27.8	27.8	19.4	13.6	8.7	4.2
D and PO	29.2	24.2	16.6	8.8	2.4	0.8	0.5	0.4	0.2
BI	19.9	10.5	7.5	6.5	5.7	3.3	2.4	1.7	1.2

* 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 October 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 4 MBS,” and together, the “MBS”).

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

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

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

<u>REMIC Designation</u>	<u>Assets</u>	<u>Regular Interests</u>	<u>Residual Interest</u>
Lower Tier REMIC	MBS	Interests in the Lower Tier REMIC other than the RL Class (the “Lower Tier Regular Interests”)	RL
Upper Tier REMIC	Lower Tier Regular Interests	All Classes of REMIC Certificates other than the R and RL Classes	R

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

Characteristics of Certificates. Except as specified below, we will issue the Certificates in book-entry form on the book-entry system of the U.S. Federal Reserve Banks. Entities whose

names appear on the book-entry records of a Federal Reserve Bank as having had Certificates deposited in their accounts are “Holders” or “Certificateholders.”

We will issue the Residual Certificates in fully registered, certificated form. The “Holder” or “Certificateholder” of a Residual Certificate is its registered owner. A Residual Certificate can be transferred at the corporate trust office of the Transfer Agent, or at the office of the Transfer Agent in New York, New York. U.S. Bank National Association in Boston, Massachusetts will be the initial Transfer Agent. We may impose a service charge for any registration of transfer of a Residual Certificate and may require payment to cover any tax or other governmental charge. See also “—Characteristics of the Residual Classes” below.

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

<u>Classes</u>	<u>Denominations</u>
Interest Only and Principal 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 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 15 years in the case of the Group 1 MBS and Group 2 MBS, and up to 30 years in the case of the Group 3 MBS and Group 4 MBS.

For additional information, see “Summary—Group 1, Group 2, Group 3 and Group 4—Characteristics of the MBS” in this prospectus supplement and “The Mortgage Pools” and “Yield, Maturity, and Prepayment Considerations” in the MBS Prospectus.

Distributions of Interest

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

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

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

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

The Dealer will treat the Principal Only Classes as delay Classes solely for the purpose of facilitating trading.

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

Distributions of Principal

On the Distribution Date in each month, we will make payments of principal on the REMIC Certificates as described below. Following any exchange of REMIC Certificates for RCR Certificates, we will apply principal payments from the exchanged REMIC Certificates to the corresponding RCR Certificates on a pro rata basis.

- *Group 1*

The Group 1 Principal Distribution Amount to AO, 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 DA, DF and DH, pro rata, until retired. } Pass-Through Classes

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

- *Group 3*

The CZ Accrual Amount to PA to its Planned Balance, and thereafter to CZ. } Accretion Directed/PAC Class and Accrual Class

The Group 3 Cash Flow Distribution Amount in the following priority:

1. To PA to its Planned Balance. } PAC Class
2. To CZ until retired. } Support Class
3. To PA until retired. } PAC Class

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

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

- *Group 4*

The Group 4 Principal Distribution Amount in the following priority:

1. To the Aggregate Group to its Planned Balance. } PAC Group
2. To D and PO, pro rata, until retired. } Support Classes
3. To the Aggregate Group to zero. } PAC Group

The “Group 4 Principal Distribution Amount” is the principal then paid on the Group 4 MBS.

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

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

Structuring Assumptions

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

- the Mortgage Loans underlying the MBS have the original terms to maturity, remaining terms to maturity, loan ages and interest rates specified under “Summary—Group 1,

Group 2, Group 3 and Group 4—Assumed Characteristics of the Underlying Mortgage Loans” in this prospectus supplement;

- the Mortgage Loans prepay at the constant percentages of PSA specified in the related tables;
- the settlement date for the Certificates is October 30, 2012; and
- each Distribution Date occurs on the 25th day of a month.

The actual remaining terms to maturity, loan ages and interest rates of most of the mortgage loans underlying the MBS will differ from the assumed characteristics shown in the Summary, and may differ significantly. See “Risk Factors—Risks Relating to Yield and Prepayment—*Yield—Yields on and weighted average lives of the certificates are affected by actual characteristics of the mortgage loans backing the series trust assets*” in the REMIC Prospectus.

Prepayment Assumptions. The prepayment model used in this prospectus supplement is PSA. For a description of PSA, see “Yield, Maturity and Prepayment Considerations—Prepayment Models” in the REMIC Prospectus. It is highly unlikely that prepayments will occur at any *constant* PSA rate or at any other *constant* rate.

Principal Balance Schedules. The Principal Balance Schedules are set forth beginning on page B-1 of this prospectus supplement. The Principal Balance Schedules were prepared based on the Pricing Assumptions and the assumption that the related Mortgage Loans prepay at a *constant* rate within the applicable “Structuring Ranges” specified in the chart below. The “Effective Range” for the Aggregate Group or the PA Class is the range of prepayment rates (measured by *constant* PSA rates) that would reduce the Aggregate Group or the PA Class 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 Group. 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 Aggregate Group schedule). If such separate schedules had been provided for the individual Classes included in the Aggregate Group, we expect that the effective ranges for those Classes would not be narrower than that shown below for the Aggregate Group.

<u>Class and Group</u>	<u>Structuring Ranges</u>	<u>Initial Effective Ranges</u>
Aggregate Group Planned Balances	Between 180% and 263% PSA	Between 180% and 263% PSA
PA Class Planned Balances	Between 200% and 300% PSA	Between 200% and 300% PSA

The Aggregate Group consists of the PJ and PB Classes.

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

We cannot assure you that the balance of the Aggregate Group or the PA Class will conform on any Distribution Date to the balance specified in the Principal Balance Schedules or that distributions of principal of the Aggregate Group or the PA Class 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 the Aggregate Group or the PA Class to its scheduled balance in any month. As a result, the likelihood of reducing the Aggregate Group or 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 applicable Structuring Ranges or Effective Ranges, principal distributions may be insufficient to reduce the Aggregate Group and the PA Class to their scheduled balances 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 Group and the PA Class might not be reduced to their scheduled balances each month even if the related Mortgage Loans prepay at a *constant* PSA rate within the applicable Initial Effective Ranges. This is so particularly if the rates fall at the lower or higher end of the applicable ranges.
- The actual Effective Ranges may narrow, widen or shift upward or downward to reflect actual prepayment experience over time.
- The principal payment stability of the Aggregate Group and the PA Class will be supported by one or more other Classes. When the related supporting Class or Classes are retired, the Aggregate Group or 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

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. **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 Principal Only Classes. **The Principal Only Classes will not bear interest. As indicated in the tables below, a low rate of principal payments (including prepayments)**

on the related Mortgage Loans will have a negative effect on the yields to investors in the Principal Only Classes.

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 Principal Only Classes (expressed in each case as a percentage of original principal balance) are as follows:

<u>Class</u>	<u>Price</u>
AO	95.515625%
PO	85.000000%

Sensitivity of the AO Class to Prepayments

	PSA Prepayment Assumption							
	<u>50%</u>	<u>100%</u>	<u>300%</u>	<u>509%</u>	<u>700%</u>	<u>900%</u>	<u>1100%</u>	<u>1600%</u>
Pre-Tax Yields to Maturity	0.7%	0.8%	1.1%	1.6%	2.0%	2.4%	2.9%	4.0%

Sensitivity of the PO Class to Prepayments

	PSA Prepayment Assumption								
	<u>50%</u>	<u>100%</u>	<u>180%</u>	<u>220%</u>	<u>263%</u>	<u>500%</u>	<u>700%</u>	<u>1000%</u>	<u>1500%</u>
Pre-Tax Yields to Maturity	0.6%	0.7%	1.0%	2.0%	7.2%	23.2%	34.7%	52.1%	82.9%

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>
IA	378%
DI	371%
PI	465%
AI	522%
BI	397%

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>
IA	12.28125%
DI	15.96875%
PI	15.50000%
AI	12.50000%
BI	17.87500%

* 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 IA Class to Prepayments

	PSA Prepayment Assumption							
	<u>50%</u>	<u>100%</u>	<u>300%</u>	<u>509%</u>	<u>700%</u>	<u>900%</u>	<u>1100%</u>	<u>1600%</u>
Pre-Tax Yields to Maturity	17.8%	15.2%	4.4%	(7.5)%	(19.1)%	(31.9)%	(45.7)%	(85.3)%

Sensitivity of the DI Class to Prepayments

	<u>PSA Prepayment Assumption</u>					
	<u>50%</u>	<u>100%</u>	<u>277%</u>	<u>500%</u>	<u>700%</u>	<u>900%</u>
Pre-Tax Yields to Maturity	22.6%	19.2%	6.9%	(9.9)%	(26.4)%	(44.8)%

Sensitivity of the PI Class to Prepayments

	PSA Prepayment Assumption								
	<u>50%</u>	<u>100%</u>	<u>200%</u>	<u>250%</u>	<u>300%</u>	<u>500%</u>	<u>700%</u>	<u>900%</u>	<u>1300%</u>
Pre-Tax Yields to Maturity	18.7%	14.7%	8.9%	8.9%	8.9%	(2.1)%	(14.8)%	(28.5)%	(59.2)%

Sensitivity of the AI Class to Prepayments

	PSA Prepayment Assumption								
	<u>50%</u>	<u>100%</u>	<u>200%</u>	<u>250%</u>	<u>300%</u>	<u>500%</u>	<u>700%</u>	<u>900%</u>	<u>1300%</u>
Pre-Tax Yields to Maturity	28.1%	25.2%	19.5%	16.6%	13.6%	1.4%	(11.5)%	(25.3)%	(55.9)%

Sensitivity of the BI Class to Prepayments

	PSA Prepayment Assumption								
	<u>50%</u>	<u>100%</u>	<u>180%</u>	<u>220%</u>	<u>263%</u>	<u>500%</u>	<u>700%</u>	<u>1000%</u>	<u>1500%</u>
Pre-Tax Yields to Maturity	20.9%	18.0%	13.3%	10.9%	8.3%	(6.6)%	(20.0)%	(42.1)%	(86.3)%

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, and
- the priority sequences of distributions of principal of the Group 3 and Group 4 Classes.

See “—Distributions of Principal” above.

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

Decrement Tables

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

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

<u>Mortgage Loans Backing Trust Assets Specified Below</u>	<u>Original and Remaining Terms to Maturity</u>	<u>Interest Rates</u>
Group 1 MBS	180 months	6.00%
Group 2 MBS	180 months	9.00%
Group 3 MBS	360 months	6.50%
Group 4 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	AO, IA†, AB, AC and AD Classes								DA, DI†, DF and DH Classes					
	PSA Prepayment Assumption								PSA Prepayment Assumption					
	0%	100%	300%	509%	700%	900%	1100%	1600%	0%	100%	277%	500%	700%	900%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100
October 2013	96	92	88	83	78	73	68	56	97	86	76	64	53	42
October 2014	91	83	70	58	48	38	29	9	93	72	57	40	27	17
October 2015	86	73	54	38	26	16	9	*	89	59	41	24	14	7
October 2016	81	63	41	24	14	7	3	*	85	47	29	14	7	3
October 2017	76	55	31	16	7	3	1	*	80	36	20	8	3	1
October 2018	70	47	23	10	4	1	*	*	75	25	12	4	1	*
October 2019	64	39	17	6	2	1	*	0	69	14	6	2	*	*
October 2020	58	32	12	4	1	*	*	0	63	5	2	*	*	*
October 2021	51	26	8	2	1	*	*	0	56	0	0	0	0	0
October 2022	44	20	6	1	*	*	*	0	49	0	0	0	0	0
October 2023	36	15	4	1	*	*	*	0	41	0	0	0	0	0
October 2024	28	10	2	*	*	*	*	0	32	0	0	0	0	0
October 2025	19	5	1	*	*	*	*	0	22	0	0	0	0	0
October 2026	10	1	*	*	*	*	*	0	12	0	0	0	0	0
October 2027	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	8.6	6.1	4.1	2.9	2.3	1.9	1.6	1.2	9.2	3.9	2.9	2.1	1.5	1.2

Date	PA and PI† Classes									CZ Class								
	PSA Prepayment Assumption									PSA Prepayment Assumption								
	0%	100%	200%	250%	300%	500%	700%	900%	1300%	0%	100%	200%	250%	300%	500%	700%	900%	1300%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
October 2013	98	94	92	92	92	92	86	73	104	104	100	91	81	42	2	0	0	0
October 2014	96	86	79	79	72	58	45	23	107	107	100	75	50	0	0	0	0	0
October 2015	94	77	66	66	66	49	33	20	5	111	111	100	62	25	0	0	0	0
October 2016	92	69	54	54	54	34	19	9	1	115	115	100	53	10	0	0	0	0
October 2017	90	61	44	44	44	23	11	4	*	119	119	100	48	2	0	0	0	0
October 2018	87	54	36	36	36	16	6	2	*	123	123	100	46	*	0	0	0	0
October 2019	84	47	28	28	28	11	3	1	*	128	128	99	45	*	0	0	0	0
October 2020	82	40	23	23	23	7	2	*	*	132	132	95	42	*	0	0	0	0
October 2021	79	34	18	18	18	5	1	*	*	137	137	89	39	*	0	0	0	0
October 2022	76	28	14	14	14	3	1	*	*	142	142	82	35	*	0	0	0	0
October 2023	72	22	11	11	11	2	*	*	*	147	147	75	31	*	0	0	0	0
October 2024	69	17	9	9	9	2	*	*	*	152	152	67	28	*	0	0	0	0
October 2025	65	12	7	7	7	1	*	*	0	158	158	60	24	*	0	0	0	0
October 2026	61	7	5	5	5	1	*	*	0	163	163	52	21	*	0	0	0	0
October 2027	57	4	4	4	4	*	*	*	0	169	158	46	18	*	0	0	0	0
October 2028	53	3	3	3	3	*	*	*	0	175	143	39	15	*	0	0	0	0
October 2029	48	2	2	2	2	*	*	*	0	181	128	33	12	*	0	0	0	0
October 2030	43	2	2	2	2	*	*	*	0	188	113	28	10	*	0	0	0	0
October 2031	38	1	1	1	1	*	*	*	0	194	99	23	8	*	0	0	0	0
October 2032	32	1	1	1	1	*	*	*	0	201	85	19	7	*	0	0	0	0
October 2033	27	1	1	1	1	*	*	*	0	208	72	15	5	*	0	0	0	0
October 2034	20	1	1	1	1	*	*	*	0	216	60	12	4	*	0	0	0	0
October 2035	14	*	*	*	*	*	*	*	0	223	50	10	3	*	0	0	0	0
October 2036	7	*	*	*	*	*	*	0	0	231	40	7	2	*	0	0	0	0
October 2037	*	*	*	*	*	*	*	0	0	233	31	5	2	*	0	0	0	0
October 2038	*	*	*	*	*	*	*	0	0	193	23	4	1	*	0	0	0	0
October 2039	*	*	*	*	*	*	*	0	0	149	15	2	1	*	0	0	0	0
October 2040	*	*	*	*	*	*	*	0	0	103	7	1	*	*	0	0	0	0
October 2041	*	*	*	*	*	*	0	0	0	53	1	*	*	*	0	0	0	0
October 2042	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	15.4	7.2	5.5	5.5	5.5	3.7	2.8	2.2	1.6	27.6	20.7	15.2	7.8	2.2	0.9	0.6	0.5	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	AI† Class									PJ Class								
	PSA Prepayment Assumption									PSA Prepayment Assumption								
	0%	100%	200%	250%	300%	500%	700%	900%	1300%	0%	100%	180%	220%	263%	500%	700%	1000%	1500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
October 2013	99	95	93	91	90	85	79	74	63	99	95	92	92	92	92	90	80	63
October 2014	98	89	82	78	75	62	50	39	20	98	87	81	81	81	70	56	37	12
October 2015	96	82	70	65	60	42	28	18	4	96	80	69	69	69	48	32	14	1
October 2016	95	75	61	54	48	29	16	8	1	95	72	58	58	58	33	18	6	0
October 2017	94	69	52	45	39	20	9	4	*	93	65	49	49	49	22	10	2	0
October 2018	92	63	45	37	31	14	5	2	*	92	59	41	41	41	15	6	1	0
October 2019	90	58	38	31	25	9	3	1	*	90	53	34	34	34	10	3	*	0
October 2020	89	53	33	25	20	6	2	*	*	88	47	28	28	28	7	2	0	0
October 2021	87	48	28	21	16	4	1	*	*	86	42	23	23	23	5	1	0	0
October 2022	85	43	24	17	12	3	1	*	*	84	37	18	18	18	3	*	0	0
October 2023	83	39	20	14	10	2	*	*	*	81	32	15	15	15	2	*	0	0
October 2024	80	35	17	11	8	1	*	*	*	79	28	12	12	12	1	0	0	0
October 2025	78	32	14	9	6	1	*	*	0	76	24	10	10	10	1	0	0	0
October 2026	75	29	12	8	5	1	*	*	0	73	20	8	8	8	*	0	0	0
October 2027	73	25	10	6	4	*	*	*	0	70	16	6	6	6	*	0	0	0
October 2028	70	22	8	5	3	*	*	*	0	67	13	5	5	5	*	0	0	0
October 2029	66	20	7	4	2	*	*	*	0	63	10	4	4	4	*	0	0	0
October 2030	63	17	6	3	2	*	*	*	0	59	7	3	3	3	0	0	0	0
October 2031	59	15	4	2	1	*	*	*	0	55	4	2	2	2	0	0	0	0
October 2032	56	13	4	2	1	*	*	*	0	51	2	2	2	2	0	0	0	0
October 2033	52	11	3	1	1	*	*	*	0	46	1	1	1	1	0	0	0	0
October 2034	47	9	2	1	*	*	*	*	0	41	1	1	1	1	0	0	0	0
October 2035	43	7	2	1	*	*	*	0	0	36	1	1	1	1	0	0	0	0
October 2036	38	6	1	1	*	*	*	0	0	30	*	*	*	*	0	0	0	0
October 2037	32	4	1	*	*	*	*	0	0	24	*	*	*	*	0	0	0	0
October 2038	27	3	1	*	*	*	*	0	0	17	*	*	*	*	0	0	0	0
October 2039	21	2	*	*	*	*	*	0	0	10	0	0	0	0	0	0	0	0
October 2040	14	1	*	*	*	*	*	0	0	2	0	0	0	0	0	0	0	0
October 2041	7	*	*	*	*	*	*	0	0	0	0	0	0	0	0	0	0	0
October 2042	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average																		
Life (years)**	19.6	10.2	6.9	5.9	5.1	3.3	2.5	2.0	1.4	18.5	8.5	6.1	6.1	6.1	3.6	2.7	1.9	1.3

Date	PB Class									D and PO Classes								
	PSA Prepayment Assumption									PSA Prepayment Assumption								
	0%	100%	180%	220%	263%	500%	700%	1000%	1500%	0%	100%	180%	220%	263%	500%	700%	1000%	1500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
October 2013	100	100	100	100	100	100	100	100	100	100	100	100	100	91	82	29	0	0
October 2014	100	100	100	100	100	100	100	100	100	100	100	100	100	77	53	0	0	0
October 2015	100	100	100	100	100	100	100	100	100	100	100	100	100	65	30	0	0	0
October 2016	100	100	100	100	100	100	100	100	58	100	100	100	100	57	14	0	0	0
October 2017	100	100	100	100	100	100	100	100	6	100	100	100	100	52	5	0	0	0
October 2018	100	100	100	100	100	100	100	100	1	100	100	100	100	49	1	0	0	0
October 2019	100	100	100	100	100	100	100	100	*	100	100	100	100	48	*	0	0	0
October 2020	100	100	100	100	100	100	100	68	*	100	100	98	46	*	0	0	0	0
October 2021	100	100	100	100	100	100	100	26	*	100	100	94	44	*	0	0	0	0
October 2022	100	100	100	100	100	100	100	10	*	100	100	89	41	*	0	0	0	0
October 2023	100	100	100	100	100	100	100	4	*	100	100	83	37	*	0	0	0	0
October 2024	100	100	100	100	100	100	95	2	0	100	100	76	34	*	0	0	0	0
October 2025	100	100	100	100	100	100	53	1	0	100	100	69	30	*	0	0	0	0
October 2026	100	100	100	100	100	100	29	*	0	100	100	63	27	*	0	0	0	0
October 2027	100	100	100	100	100	100	16	*	0	100	100	56	24	*	0	0	0	0
October 2028	100	100	100	100	100	100	9	*	0	100	100	49	21	*	0	0	0	0
October 2029	100	100	100	100	100	100	5	*	0	100	100	43	18	*	0	0	0	0
October 2030	100	100	100	100	100	68	3	*	0	100	100	38	15	*	0	0	0	0
October 2031	100	100	100	100	100	44	1	*	0	100	100	32	13	*	0	0	0	0
October 2032	100	100	100	100	100	29	1	*	0	100	99	27	11	*	0	0	0	0
October 2033	100	100	100	100	100	18	*	*	0	100	86	23	9	*	0	0	0	0
October 2034	100	100	100	100	100	11	*	*	0	100	73	19	7	*	0	0	0	0
October 2035	100	100	100	100	100	7	*	*	0	100	61	15	6	*	0	0	0	0
October 2036	100	100	100	100	100	4	*	*	0	100	50	12	4	*	0	0	0	0
October 2037	100	100	100	100	100	2	*	*	0	100	39	9	3	*	0	0	0	0
October 2038	100	100	100	100	100	1	*	*	0	100	29	6	2	*	0	0	0	0
October 2039	100	85	85	85	85	1	*	0	0	100	19	4	1	*	0	0	0	0
October 2040	100	39	39	39	39	*	*	0	0	100	10	2	1	*	0	0	0	0
October 2041	5	5	5	5	5	*	*	0	0	60	1	*	*	*	0	0	0	0
October 2042	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average																		
Life (years)**	28.4	27.8	27.8	27.8	27.8	19.4	13.6	8.7	4.2	29.2	24.2	16.6	8.8	2.4	0.8	0.5	0.4	0.2

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

Date	BI† Class								
	PSA Prepayment Assumption								
	0%	100%	180%	220%	263%	500%	700%	1000%	1500%
Initial Percent	100	100	100	100	100	100	100	100	100
October 2013	99	96	93	92	91	84	78	70	55
October 2014	98	89	83	80	77	61	49	32	10
October 2015	97	82	73	68	64	42	28	13	1
October 2016	95	76	64	58	53	29	16	5	*
October 2017	94	70	56	49	43	20	9	2	*
October 2018	93	64	49	42	36	14	5	1	*
October 2019	91	59	42	36	29	9	3	*	*
October 2020	89	54	37	30	24	6	2	*	*
October 2021	88	49	32	25	20	4	1	*	0
October 2022	86	45	28	21	16	3	1	*	0
October 2023	84	41	24	18	13	2	*	*	0
October 2024	82	37	21	15	11	1	*	*	0
October 2025	79	34	18	13	9	1	*	*	0
October 2026	77	30	15	10	7	1	*	*	0
October 2027	74	27	13	9	6	*	*	*	0
October 2028	71	24	11	7	5	*	*	*	0
October 2029	68	22	9	6	4	*	*	*	0
October 2030	65	19	8	5	3	*	*	*	0
October 2031	61	17	6	4	2	*	*	*	0
October 2032	57	14	5	3	2	*	*	*	0
October 2033	53	12	4	2	1	*	*	0	0
October 2034	49	10	3	2	1	*	*	0	0
October 2035	44	9	3	1	1	*	*	0	0
October 2036	39	7	2	1	1	*	*	0	0
October 2037	34	5	2	1	*	*	*	0	0
October 2038	28	4	1	1	*	*	*	0	0
October 2039	22	3	1	*	*	*	*	0	0
October 2040	15	1	*	*	*	*	*	0	0
October 2041	8	*	*	*	*	*	*	0	0
October 2042	0	0	0	0	0	0	0	0	0
Weighted Average									
Life (years)**	19.9	10.5	7.5	6.5	5.7	3.3	2.4	1.7	1.2

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

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

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

Characteristics of the Residual Classes

A Residual Certificate will be subject to certain transfer restrictions. See “Description of 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—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, the Principal Only Classes, the Accrual Class and the PB 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	509% PSA
2	277% PSA
3	250% PSA
4	220% PSA

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

Taxation of Beneficial Owners of Residual Certificates

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

Taxation of Beneficial Owners of RCR Certificates

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

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

PLAN OF DISTRIBUTION

We are obligated to deliver the Certificates to BNP Paribas Securities Corp. (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

Katten Muchin Rosenman LLP will provide legal representation for Fannie Mae. K&L Gates LLP will provide legal representation for the Dealer.

Schedule 1

Available Recombinations(1)

REMIC Certificates		RCR Certificates						
Classes	Original Balances	RCR Classes	Original Balances	Principal Type(2)	Interest Rate	Interest Type(2)	CUSIP Number	Final Distribution Date
Recombination 1								
AO	\$152,339,443	AB	\$152,339,443	PT	1.25%	FIX	3136A9C71	November 2027
IA	54,406,944(3)							
Recombination 2								
AO	152,339,443	AC	152,339,443	PT	1.50	FIX	3136A9C89	November 2027
IA	65,288,333(3)							
Recombination 3								
AO	152,339,443	AD	152,339,443	PT	2.00	FIX	3136A9C97	November 2027
IA	87,051,110(3)							

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

(2) See “Description of the Certificates—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 Schedules

Aggregate Group Planned Balances

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
Initial Balance	\$61,015,775.00	September 2017	\$30,383,714.31	August 2022	\$11,705,900.23
November 2012	60,734,752.11	October 2017	29,940,908.24	September 2022	11,509,843.71
December 2012	60,432,802.79	November 2017	29,502,672.95	October 2022	11,316,874.15
January 2013	60,110,125.41	December 2017	29,068,963.09	November 2022	11,126,944.62
February 2013	59,766,937.75	January 2018	28,639,733.77	December 2022	10,940,008.91
March 2013	59,403,476.74	February 2018	28,214,940.53	January 2023	10,756,021.49
April 2013	59,019,998.24	March 2018	27,794,539.35	February 2023	10,574,937.50
May 2013	58,616,776.76	April 2018	27,378,486.62	March 2023	10,396,712.77
June 2013	58,194,105.19	May 2018	26,966,739.18	April 2023	10,221,303.76
July 2013	57,752,294.41	June 2018	26,559,254.27	May 2023	10,048,667.60
August 2013	57,291,672.97	July 2018	26,155,989.55	June 2023	9,878,762.05
September 2013	56,812,586.69	August 2018	25,756,903.09	July 2023	9,711,545.49
October 2013	56,315,398.24	September 2018	25,361,953.37	August 2023	9,546,976.92
November 2013	55,800,486.71	October 2018	24,971,099.28	September 2023	9,385,015.98
December 2013	55,268,247.09	November 2018	24,584,300.11	October 2023	9,225,622.88
January 2014	54,719,089.85	December 2018	24,201,515.53	November 2023	9,068,758.43
February 2014	54,153,440.34	January 2019	23,822,705.62	December 2023	8,914,384.03
March 2014	53,571,738.32	February 2019	23,447,830.83	January 2024	8,762,461.65
April 2014	52,974,437.32	March 2019	23,076,852.03	February 2024	8,612,953.84
May 2014	52,362,004.08	April 2019	22,709,730.42	March 2024	8,465,823.69
June 2014	51,734,917.97	May 2019	22,346,427.62	April 2024	8,321,034.84
July 2014	51,093,670.29	June 2019	21,986,905.61	May 2024	8,178,551.50
August 2014	50,438,763.68	July 2019	21,631,126.73	June 2024	8,038,338.39
September 2014	49,790,523.28	August 2019	21,280,439.86	July 2024	7,900,360.76
October 2014	49,148,883.44	September 2019	20,935,174.92	August 2024	7,764,584.39
November 2014	48,513,779.13	October 2019	20,595,250.40	September 2024	7,630,975.55
December 2014	47,885,145.97	November 2019	20,260,586.03	October 2024	7,499,501.03
January 2015	47,262,920.19	December 2019	19,931,102.71	November 2024	7,370,128.13
February 2015	46,647,038.64	January 2020	19,606,722.49	December 2024	7,242,824.60
March 2015	46,037,438.79	February 2020	19,287,368.61	January 2025	7,117,558.71
April 2015	45,434,058.71	March 2020	18,972,965.42	February 2025	6,994,299.18
May 2015	44,836,837.06	April 2020	18,663,438.39	March 2025	6,873,015.22
June 2015	44,245,713.10	May 2020	18,358,714.08	April 2025	6,753,676.47
July 2015	43,660,626.69	June 2020	18,058,720.16	May 2025	6,636,253.06
August 2015	43,081,518.27	July 2020	17,763,385.36	June 2025	6,520,715.54
September 2015	42,508,328.84	August 2020	17,472,639.46	July 2025	6,407,034.90
October 2015	41,940,999.98	September 2020	17,186,413.27	August 2025	6,295,182.60
November 2015	41,379,473.85	October 2020	16,904,638.63	September 2025	6,185,130.48
December 2015	40,823,693.15	November 2020	16,627,248.41	October 2025	6,076,850.84
January 2016	40,273,601.16	December 2020	16,354,176.45	November 2025	5,970,316.38
February 2016	39,729,141.67	January 2021	16,085,357.56	December 2025	5,865,500.19
March 2016	39,190,259.07	February 2021	15,820,727.54	January 2026	5,762,375.80
April 2016	38,656,898.24	March 2021	15,560,223.13	February 2026	5,660,917.12
May 2016	38,129,004.61	April 2021	15,303,782.00	March 2026	5,561,098.45
June 2016	37,606,524.16	May 2021	15,051,342.75	April 2026	5,462,894.47
July 2016	37,089,403.37	June 2021	14,802,844.89	May 2026	5,366,280.25
August 2016	36,577,589.24	July 2021	14,558,228.83	June 2026	5,271,231.23
September 2016	36,071,029.29	August 2021	14,317,435.85	July 2026	5,177,723.23
October 2016	35,569,671.56	September 2021	14,080,408.12	August 2026	5,085,732.41
November 2016	35,073,464.58	October 2021	13,847,088.65	September 2026	4,995,235.32
December 2016	34,582,357.38	November 2021	13,617,421.29	October 2026	4,906,208.83
January 2017	34,096,299.48	December 2021	13,391,350.75	November 2026	4,818,630.18
February 2017	33,615,240.92	January 2022	13,168,822.54	December 2026	4,732,476.94
March 2017	33,139,132.18	February 2022	12,949,782.97	January 2027	4,647,727.03
April 2017	32,667,924.26	March 2022	12,734,179.18	February 2027	4,564,358.68
May 2017	32,201,568.60	April 2022	12,521,959.06	March 2027	4,482,350.48
June 2017	31,740,017.16	May 2022	12,313,071.29	April 2027	4,401,681.31
July 2017	31,283,222.31	June 2022	12,107,465.31	May 2027	4,322,330.40
August 2017	30,831,136.92	July 2022	11,905,091.31	June 2027	4,244,277.26

Aggregate Group (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>
July 2027	\$ 4,167,501.73	May 2032	\$ 1,345,622.46	March 2037	\$ 325,497.35
August 2027	4,091,983.95	June 2032	1,317,471.39	April 2037	315,869.09
September 2027	4,017,704.36	July 2032	1,289,811.82	May 2037	306,428.32
October 2027	3,944,643.69	August 2032	1,262,635.83	June 2037	297,171.86
November 2027	3,872,782.97	September 2032	1,235,935.64	July 2037	288,096.60
December 2027	3,802,103.50	October 2032	1,209,703.56	August 2037	279,199.45
January 2028	3,732,586.88	November 2032	1,183,932.06	September 2037	270,477.38
February 2028	3,664,214.97	December 2032	1,158,613.70	October 2037	261,927.42
March 2028	3,596,969.93	January 2033	1,133,741.16	November 2037	253,546.62
April 2028	3,530,834.17	February 2033	1,109,307.23	December 2037	245,332.11
May 2028	3,465,790.36	March 2033	1,085,304.82	January 2038	237,281.04
June 2028	3,401,821.46	April 2033	1,061,726.94	February 2038	229,390.61
July 2028	3,338,910.65	May 2033	1,038,566.71	March 2038	221,658.08
August 2028	3,277,041.40	June 2033	1,015,817.36	April 2038	214,080.73
September 2028	3,216,197.41	July 2033	993,472.23	May 2038	206,655.91
October 2028	3,156,362.62	August 2033	971,524.75	June 2038	199,380.99
November 2028	3,097,521.24	September 2033	949,968.46	July 2038	192,253.39
December 2028	3,039,657.70	October 2033	928,797.00	August 2038	185,270.58
January 2029	2,982,756.66	November 2033	908,004.10	September 2038	178,430.05
February 2029	2,926,803.04	December 2033	887,583.59	October 2038	171,729.35
March 2029	2,871,781.95	January 2034	867,529.42	November 2038	165,166.05
April 2029	2,817,678.76	February 2034	847,835.58	December 2038	158,737.78
May 2029	2,764,479.05	March 2034	828,496.22	January 2039	152,442.21
June 2029	2,712,168.61	April 2034	809,505.53	February 2039	146,277.01
July 2029	2,660,733.46	May 2034	790,857.80	March 2039	140,239.93
August 2029	2,610,159.81	June 2034	772,547.43	April 2039	134,328.73
September 2029	2,560,434.12	July 2034	754,568.89	May 2039	128,541.22
October 2029	2,511,543.01	August 2034	736,916.73	June 2039	122,875.24
November 2029	2,463,473.34	September 2034	719,585.61	July 2039	117,328.67
December 2029	2,416,212.14	October 2034	702,570.24	August 2039	111,899.41
January 2030	2,369,746.66	November 2034	685,865.45	September 2039	106,585.41
February 2030	2,324,064.33	December 2034	669,466.10	October 2039	101,384.64
March 2030	2,279,152.78	January 2035	653,367.19	November 2039	96,295.11
April 2030	2,234,999.83	February 2035	637,563.75	December 2039	91,314.87
May 2030	2,191,593.47	March 2035	622,050.92	January 2040	86,441.98
June 2030	2,148,921.89	April 2035	606,823.88	February 2040	81,674.55
July 2030	2,106,973.46	May 2035	591,877.93	March 2040	77,010.72
August 2030	2,065,736.71	June 2035	577,208.40	April 2040	72,448.64
September 2030	2,025,200.36	July 2035	562,810.73	May 2040	67,986.52
October 2030	1,985,353.30	August 2035	548,680.41	June 2040	63,622.58
November 2030	1,946,184.58	September 2035	534,813.00	July 2040	59,355.07
December 2030	1,907,683.44	October 2035	521,204.14	August 2040	55,182.27
January 2031	1,869,839.26	November 2035	507,849.53	September 2040	51,102.48
February 2031	1,832,641.60	December 2035	494,744.94	October 2040	47,114.06
March 2031	1,796,080.16	January 2036	481,886.21	November 2040	43,215.36
April 2031	1,760,144.81	February 2036	469,269.24	December 2040	39,404.76
May 2031	1,724,825.58	March 2036	456,890.00	January 2041	35,680.70
June 2031	1,690,112.64	April 2036	444,744.51	February 2041	32,041.60
July 2031	1,655,996.33	May 2036	432,828.88	March 2041	28,485.95
August 2031	1,622,467.11	June 2036	421,139.25	April 2041	25,012.22
September 2031	1,589,515.61	July 2036	409,671.83	May 2041	21,618.94
October 2031	1,557,132.60	August 2036	398,422.91	June 2041	18,304.65
November 2031	1,525,308.97	September 2036	387,388.82	July 2041	15,067.92
December 2031	1,494,035.78	October 2036	376,565.93	August 2041	11,907.34
January 2032	1,463,304.20	November 2036	365,950.71	September 2041	8,821.51
February 2032	1,433,105.57	December 2036	355,539.66	October 2041	5,809.08
March 2032	1,403,431.32	January 2037	345,329.33	November 2041	2,868.70
April 2032	1,374,273.04	February 2037	335,316.34	December 2041 and thereafter	0.00

PA Class Planned Balances

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
Initial Balance	\$20,000,000.00	September 2017	\$ 9,013,751.36	August 2022	\$ 2,961,850.18
November 2012	19,892,092.55	October 2017	8,859,176.18	September 2022	2,904,530.26
December 2012	19,785,800.41	November 2017	8,706,412.39	October 2022	2,848,261.71
January 2013	19,671,885.51	December 2017	8,555,439.58	November 2022	2,793,025.87
February 2013	19,550,432.03	January 2018	8,406,237.61	December 2022	2,738,804.41
March 2013	19,421,531.98	February 2018	8,258,786.51	January 2023	2,685,579.32
April 2013	19,285,285.14	March 2018	8,113,066.56	February 2023	2,633,332.88
May 2013	19,141,798.89	April 2018	7,969,058.26	March 2023	2,582,047.70
June 2013	18,991,188.10	May 2018	7,826,742.30	April 2023	2,531,706.68
July 2013	18,833,575.00	June 2018	7,686,099.62	May 2023	2,482,293.03
August 2013	18,669,089.02	July 2018	7,547,111.33	June 2023	2,433,790.24
September 2013	18,497,866.61	August 2018	7,409,758.78	July 2023	2,386,182.10
October 2013	18,320,051.05	September 2018	7,274,023.50	August 2023	2,339,452.67
November 2013	18,135,792.29	October 2018	7,139,887.24	September 2023	2,293,586.29
December 2013	17,945,246.72	November 2018	7,007,331.95	October 2023	2,248,567.57
January 2014	17,748,576.94	December 2018	6,876,844.94	November 2023	2,204,381.40
February 2014	17,545,951.57	January 2019	6,748,696.12	December 2023	2,161,012.92
March 2014	17,337,544.98	February 2019	6,622,844.62	January 2024	2,118,447.55
April 2014	17,123,537.04	March 2019	6,499,250.28	February 2024	2,076,670.93
May 2014	16,904,112.89	April 2019	6,377,873.62	March 2024	2,035,668.98
June 2014	16,679,462.61	May 2019	6,258,675.84	April 2024	1,995,427.85
July 2014	16,449,781.03	June 2019	6,141,618.80	May 2024	1,955,933.94
August 2014	16,215,267.37	July 2019	6,026,665.03	June 2024	1,917,173.88
September 2014	15,977,041.82	August 2019	5,913,777.70	July 2024	1,879,134.55
October 2014	15,741,564.72	September 2019	5,802,920.61	August 2024	1,841,803.03
November 2014	15,508,805.40	October 2019	5,694,058.19	September 2024	1,805,166.65
December 2014	15,278,733.53	November 2019	5,587,155.47	October 2024	1,769,212.96
January 2015	15,051,319.10	December 2019	5,482,178.10	November 2024	1,733,929.72
February 2015	14,826,532.43	January 2020	5,379,092.31	December 2024	1,699,304.89
March 2015	14,604,344.19	February 2020	5,277,864.90	January 2025	1,665,326.67
April 2015	14,384,725.33	March 2020	5,178,463.27	February 2025	1,631,983.45
May 2015	14,167,647.15	April 2020	5,080,855.37	March 2025	1,599,263.83
June 2015	13,953,081.25	May 2020	4,985,009.68	April 2025	1,567,156.60
July 2015	13,740,999.55	June 2020	4,890,895.27	May 2025	1,535,650.75
August 2015	13,531,374.27	July 2020	4,798,481.69	June 2025	1,504,735.47
September 2015	13,324,177.94	August 2020	4,707,739.06	July 2025	1,474,400.13
October 2015	13,119,383.38	September 2020	4,618,638.00	August 2025	1,444,634.28
November 2015	12,916,963.72	October 2020	4,531,149.62	September 2025	1,415,427.69
December 2015	12,716,892.39	November 2020	4,445,245.55	October 2025	1,386,770.26
January 2016	12,519,143.09	December 2020	4,360,897.91	November 2025	1,358,652.10
February 2016	12,323,689.82	January 2021	4,278,079.29	December 2025	1,331,063.47
March 2016	12,130,506.87	February 2021	4,196,762.75	January 2026	1,303,994.84
April 2016	11,939,568.81	March 2021	4,116,921.83	February 2026	1,277,436.80
May 2016	11,750,850.49	April 2021	4,038,530.53	March 2026	1,251,380.13
June 2016	11,564,327.01	May 2021	3,961,563.27	April 2026	1,225,815.78
July 2016	11,379,973.79	June 2021	3,885,994.95	May 2026	1,200,734.84
August 2016	11,197,766.49	July 2021	3,811,800.88	June 2026	1,176,128.57
September 2016	11,017,681.03	August 2021	3,738,956.81	July 2026	1,151,988.37
October 2016	10,839,693.62	September 2021	3,667,438.89	August 2026	1,128,305.81
November 2016	10,663,780.71	October 2021	3,597,223.71	September 2026	1,105,072.59
December 2016	10,489,919.03	November 2021	3,528,288.24	October 2026	1,082,280.58
January 2017	10,318,085.53	December 2021	3,460,609.87	November 2026	1,059,921.75
February 2017	10,148,257.45	January 2022	3,394,166.36	December 2026	1,037,988.27
March 2017	9,980,412.27	February 2022	3,328,935.88	January 2027	1,016,472.40
April 2017	9,814,527.69	March 2022	3,264,896.96	February 2027	995,366.55
May 2017	9,650,581.71	April 2022	3,202,028.51	March 2027	974,663.28
June 2017	9,488,552.51	May 2022	3,140,309.80	April 2027	954,355.26
July 2017	9,328,418.56	June 2022	3,079,720.46	May 2027	934,435.31
August 2017	9,170,158.53	July 2022	3,020,240.47	June 2027	914,896.35

PA Class (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>
July 2027	\$ 895,731.45	May 2032	\$ 239,825.81	March 2037	\$ 47,357.74
August 2027	876,933.79	June 2032	233,937.38	April 2037	45,824.13
September 2027	858,496.67	July 2032	228,170.36	May 2037	44,325.25
October 2027	840,413.51	August 2032	222,522.47	June 2037	42,860.43
November 2027	822,677.86	September 2032	216,991.41	July 2037	41,428.97
December 2027	805,283.36	October 2032	211,574.99	August 2037	40,030.23
January 2028	788,223.78	November 2032	206,270.99	September 2037	38,663.53
February 2028	771,493.00	December 2032	201,077.30	October 2037	37,328.24
March 2028	755,084.99	January 2033	195,991.79	November 2037	36,023.74
April 2028	738,993.85	February 2033	191,012.40	December 2037	34,749.39
May 2028	723,213.77	March 2033	186,137.10	January 2038	33,504.60
June 2028	707,739.06	April 2033	181,363.90	February 2038	32,288.77
July 2028	692,564.10	May 2033	176,690.84	March 2038	31,101.32
August 2028	677,683.40	June 2033	172,116.01	April 2038	29,941.67
September 2028	663,091.56	July 2033	167,637.50	May 2038	28,809.27
October 2028	648,783.26	August 2033	163,253.49	June 2038	27,703.55
November 2028	634,753.29	September 2033	158,962.14	July 2038	26,623.99
December 2028	620,996.54	October 2033	154,761.67	August 2038	25,570.04
January 2029	607,507.97	November 2033	150,650.33	September 2038	24,541.19
February 2029	594,282.64	December 2033	146,626.40	October 2038	23,536.93
March 2029	581,315.70	January 2034	142,688.20	November 2038	22,556.75
April 2029	568,602.38	February 2034	138,834.07	December 2038	21,600.16
May 2029	556,138.01	March 2034	135,062.37	January 2039	20,666.69
June 2029	543,917.97	April 2034	131,371.51	February 2039	19,755.85
July 2029	531,937.77	May 2034	127,759.93	March 2039	18,867.18
August 2029	520,192.96	June 2034	124,226.09	April 2039	18,000.23
September 2029	508,679.19	July 2034	120,768.47	May 2039	17,154.55
October 2029	497,392.18	August 2034	117,385.60	June 2039	16,329.71
November 2029	486,327.73	September 2034	114,076.01	July 2039	15,525.26
December 2029	475,481.70	October 2034	110,838.28	August 2039	14,740.79
January 2030	464,850.06	November 2034	107,671.01	September 2039	13,975.88
February 2030	454,428.80	December 2034	104,823.13	October 2039	13,230.13
March 2030	444,214.04	January 2035	102,035.68	November 2039	12,503.15
April 2030	434,201.93	February 2035	99,307.51	December 2039	11,794.53
May 2030	424,388.69	March 2035	96,637.46	January 2040	11,103.90
June 2030	414,770.62	April 2035	94,024.41	February 2040	10,430.87
July 2030	405,344.09	May 2035	91,467.26	March 2040	9,775.09
August 2030	396,105.53	June 2035	88,964.93	April 2040	9,136.19
September 2030	387,051.42	July 2035	86,516.35	May 2040	8,513.81
October 2030	378,178.33	August 2035	84,120.49	June 2040	7,907.61
November 2030	369,482.87	September 2035	81,776.30	July 2040	7,317.24
December 2030	360,961.72	October 2035	79,482.80	August 2040	6,742.37
January 2031	352,611.61	November 2035	77,238.99	September 2040	6,182.68
February 2031	344,429.34	December 2035	75,043.91	October 2040	5,637.83
March 2031	336,411.77	January 2036	72,896.59	November 2040	5,107.52
April 2031	328,555.80	February 2036	70,796.12	December 2040	4,591.43
May 2031	320,858.41	March 2036	68,741.57	January 2041	4,089.27
June 2031	313,316.61	April 2036	66,732.05	February 2041	3,600.72
July 2031	305,927.48	May 2036	64,766.66	March 2041	3,125.51
August 2031	298,688.15	June 2036	62,844.56	April 2041	2,663.35
September 2031	291,595.78	July 2036	60,964.88	May 2041	2,213.94
October 2031	284,647.62	August 2036	59,126.78	June 2041	1,777.03
November 2031	277,840.95	September 2036	57,329.46	July 2041	1,352.34
December 2031	271,173.09	October 2036	55,572.11	August 2041	939.59
January 2032	264,641.41	November 2036	53,853.93	September 2041	538.55
February 2032	258,243.36	December 2036	52,174.16	October 2041	148.94
March 2032	251,976.38	January 2037	50,532.04	November 2041 and thereafter	0.00
April 2032	245,838.01	February 2037	48,926.81		

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\$346,970,119



**Guaranteed REMIC
Pass-Through Certificates
Fannie Mae REMIC Trust 2012-127**

PROSPECTUS SUPPLEMENT

BNP PARIBAS

October 24, 2012
