

\$964,218,617



FannieMae®

**Guaranteed Pass-Through Certificates
Fannie Mae Trust 2012-149**

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 classes), 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 assets will be divided into twelve groups.

- Group 1 and Group 12 will consist of underlying REMIC and RCR certificates backed by Fannie Mae MBS.
- Group 2, Group 3, Group 4, Group 5, Group 6, Group 7, Group 8, Group 9, Group 10 and Group 11 will consist of Fannie Mae MBS.

The mortgage loans underlying the Fannie Mae MBS are first lien, single-family, fixed rate loans. The mortgage loans underlying the Group 6 MBS have loan-to-value ratios in excess of 125%.

Tax Treatment

- The Groups (other than Group 6) will together be treated as a REMIC for tax purposes.
- Group 6 will be treated as a grantor trust for tax purposes.

Class	Group	Original Class Balance	Principal Type(1)	Interest Rate	Interest Type(1)	CUSIP Number	Final Distribution Date
GA	1	\$ 46,581,000	SC/PAC	1.750%	FIX	3136AA2T1	June 2042
GI	1	3,327,214(2)	NTL	3.500	FIX/IO	3136AA2U8	June 2042
GU	1	85,898	SC/SUP	2.000	FIX	3136AA2V6	June 2042
CA	2	52,214,357	PT	1.250	FIX	3136AA2W4	January 2028
CD	2	100,000,000	PT	1.500	FIX	3136AA2X2	January 2028
CI	2	80,458,375(2)	NTL	3.000	FIX/IO	3136AA2Y0	January 2028
CL(3)	3	85,000,000	PT	1.250	FIX	3136AA2Z7	January 2028
IC(3)	3	54,642,857(2)	NTL	3.500	FIX/IO	3136AA3B9	January 2028
PL	4	31,762,603	PT	1.250	FIX	3136AA3C7	January 2028
PI	4	18,528,185(2)	NTL	3.000	FIX/IO	3136AA3D5	January 2028
ML	5	26,888,364	PT	1.250	FIX	3136AA3E3	January 2028
MI	5	15,684,879(2)	NTL	3.000	FIX/IO	3136AA3F0	January 2028

(Table continued on next page)

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 IG, LA, ZK, DU, MB, MC, MD, ME, NB, NC, ND, NE, NG and C 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.

Because the mortgage loans underlying the Group 6 MBS have loan-to-value ratios in excess of 125%, the Group 6 Classes are not eligible assets for a REMIC. See "Certain Additional Federal Income Tax Consequences" in this prospectus supplement and "Material Federal Income Tax Consequences—Special Tax Attributes" in the MBS Prospectus.

The dealer will offer the certificates from time to time in negotiated transactions at varying prices. We expect the settlement date to be December 28, 2012.

Carefully consider the risk factors starting on page S-10 of this prospectus supplement and 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.

Citigroup

The date of this Prospectus Supplement is December 21, 2012

Class	Group	Original Class Balance	Principal Type(1)	Interest Rate	Interest Type(1)	CUSIP Number	Final Distribution Date
AI	6	\$ 18,666,667(2)	NTL	3.000%	FIX/IO	3136AA3G8	January 2028
AD	6	10,000,000	PT	1.250	FIX	3136AA3H6	January 2028
AG	6	15,000,000	PT	1.500	FIX	3136AA3J2	January 2028
AK	6	8,000,000	PT	1.000	FIX	3136AA3K9	January 2028
LI(3)	7	45,797,213(2)	NTL	4.000	FIX/IO	3136AA3L7	January 2043
LO(3)	7	160,655,000	SEQ	0.000	PO	3136AA3M5	May 2041
IL(3)	7	50,204,688(2)	NTL	4.000	FIX/IO	3136AA3N3	May 2041
LJ(3)	7	160,655,000(2)	NTL	(4)	T/IO	3136AA3P8	May 2041
LK(3)	7	160,655,000(2)	NTL	(4)	T/IO	3136AA3Q6	May 2041
LV	7	11,266,926	SEQ/AD	3.000	FIX	3136AA3R4	March 2036
LZ	7	11,266,926	SEQ	3.000	FIX/Z	3136AA3S2	January 2043
KA	8	40,398,000	PAC/AD	1.350	FIX	3136AA3T0	May 2042
KI	8	22,218,900(2)	NTL	3.000	FIX/IO	3136AA3U7	May 2042
KB	8	1,990,000	PAC/AD	3.000	FIX	3136AA3V5	January 2043
ZA(3)	8	15,697,552	SUP/AD	3.000	FIX/Z	3136AA3W3	January 2041
ZB(3)	8	3,563,532	SUP	3.000	FIX/Z	3136AA3X1	January 2043
DF	9	55,400,833	PT	(5)	FLT	3136AA3Y9	January 2043
DS	9	55,400,833(2)	NTL	(5)	INV/IO	3136AA3Z6	January 2043
DA	9	75,000,000	PAC	1.750	FIX	3136AA4A0	January 2043
ID	9	5,357,143(2)	NTL	3.500	FIX/IO	3136AA4B8	January 2043
DY	9	61,000	PAC	2.000	FIX	3136AA4C6	January 2043
DQ	9	14,465,000	PAC	2.000	FIX	3136AA4D4	January 2043
FD(3)	9	8,510,266	SUP	(5)	FLT	3136AA4E2	January 2043
SD(3)	9	12,765,399	SUP	(5)	INV	3136AA4F9	January 2043
MA(3)	10	22,392,191	PT	1.125	FIX	3136AA4G7	January 2028
IM(3)	10	13,995,119(2)	NTL	3.000	FIX/IO	3136AA4H5	January 2028
NA(3)	11	103,506,000	SEQ/AD	1.250	FIX	3136AA4J1	June 2042
NI(3)	11	60,378,500(2)	NTL	3.000	FIX/IO	3136AA4K8	June 2042
NZ	11	1,747,770	SEQ	3.000	FIX/Z	3136AA4L6	January 2043
BA	12	50,000,000	SC/PT	2.500	FIX	3136AA4M4	December 2041
R		0	NPR	0	NPR	3136AA4N2	January 2043
RL		0	NPR	0	NPR	3136AA4P7	January 2043

- (1) See “Description of the Certificates—Class Definitions and Abbreviations” in the REMIC prospectus.
(2) Notional principal balances. These classes are interest only classes. See page S-7 for a description of how their notional principal balances are calculated.

- (3) Exchangeable classes.
(4) These classes are toggle classes. See page S-6 for a description of their interest rates.
(5) Based on LIBOR.

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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”);
- if you are purchasing a Group 1 or Group 12 Class or the R or RL Class, the disclosure documents relating to the applicable underlying REMIC and RCR certificates (the “Underlying REMIC Disclosure Documents”); 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 Documents 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.

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

Citigroup Global Markets Inc.
Prospectus Department
540 Crosspoint Parkway
Building 2
Attn: Compliance Fulfillment Unit
Getzville, NY 14068
(telephone 1-800-831-9146).

SUMMARY

This summary contains only limited information about the certificates. Statistical information in this summary is provided as of December 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	Class 2012-125-GC REMIC Certificate
2	Group 2 MBS
3	Group 3 MBS
4	Group 4 MBS
5	Group 5 MBS
6	Group 6 MBS
7	Group 7 MBS
8	Group 8 MBS
9	Group 9 MBS
10	Group 10 MBS
11	Group 11 MBS
12	Class 2012-119-AC REMIC Certificate Class 2012-119-CA REMIC Certificate Class 2012-119-CB RCR Certificate Class 2012-119-CZ REMIC Certificate

Group 1 and Group 12

Exhibit A describes the underlying REMIC and RCR certificates in Group 1 and Group 12, including certain information about the related mortgage loans. To learn more about the underlying REMIC and RCR certificates, you should obtain from us the current class factors and the related disclosure documents as described on page S-3.

Group 2, Group 3, Group 4, Group 5, Group 6, Group 7, Group 8, Group 9, Group 10 and Group 11.

Characteristics of the Trust MBS

	Approximate Principal Balance	Pass- Through Rate	Range of Weighted Average Coupons or WACs (annual percentages)	Range of Weighted Average Remaining Terms to Maturity or WAMs (in months)
Group 2 MBS	\$152,214,357	3.00%	3.25% to 5.50%	121 to 180
Group 3 MBS	\$ 85,000,000	3.50%	3.75% to 6.00%	121 to 180
Group 4 MBS	\$ 31,762,603	3.00%	3.25% to 5.50%	121 to 180
Group 5 MBS	\$ 26,888,364	3.00%	3.25% to 5.50%	121 to 180
Group 6 MBS	\$ 33,000,000	3.00%	3.25% to 5.50%	121 to 180
Group 7 MBS	\$183,188,852	4.00%	4.25% to 6.50%	241 to 360
Group 8 MBS	\$ 61,649,084	3.00%	3.25% to 5.50%	241 to 360
Group 9 MBS	\$ 86,425,442	3.50%	3.75% to 6.00%	241 to 360
	\$ 79,777,056	3.50%	3.75% to 6.00%	241 to 360
Group 10 MBS	\$ 22,392,191	3.00%	3.25% to 5.50%	121 to 180
Group 11 MBS	\$105,253,770	3.00%	3.25% to 5.50%	241 to 360

Assumed Characteristics of the Underlying Mortgage Loans

	Principal Balance	Original Term to Maturity (in months)	Remaining Term to Maturity (in months)	Loan Age (in months)	Interest Rate
Group 2 MBS	\$152,214,357	180	171	8	3.420%
Group 3 MBS	\$ 85,000,000	180	175	5	4.000%
Group 4 MBS	\$ 31,762,603	180	176	1	3.491%
Group 5 MBS	\$ 26,888,364	180	168	1	3.441%
Group 6 MBS	\$ 33,000,000	180	175	5	3.500%
Group 7 MBS	\$183,188,852	360	350	3	4.416%
Group 8 MBS	\$ 61,649,084	360	358	2	3.620%
Group 9 MBS	\$ 86,425,442	360	354	3	3.978%
	\$ 79,777,056	360	351	3	4.052%
Group 10 MBS	\$ 22,392,191	180	171	2	3.380%
Group 11 MBS	\$105,253,770	360	355	5	3.530%

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, 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.

Each of the mortgage loans underlying the Group 6 MBS has an LTV greater than 125%.

Settlement Date

We expect to issue the certificates on December 28, 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 trust certificates to the corresponding RCR certificates, on a pro rata basis, following any exchange.

Interest Rates

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

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

<u>Class</u>	<u>Initial Interest Rate</u>	<u>Maximum Interest Rate</u>	<u>Minimum Interest Rate</u>	<u>Formula for Calculation of Interest Rate(1)</u>
LJ	1.75000%	1.75000%	0.00%	(2)
LK	0.00000%	1.75000%	0.00%	(3)
DF	0.62175%	6.50000%	0.38%	LIBOR + 38 basis points
DS	5.87825%	6.12000%	0.00%	6.12% – LIBOR
FD	1.14175%	5.00000%	0.90%	LIBOR + 90 basis points
SD	2.57216%	2.73333%	0.00%	2.73333% – (0.66666667 × LIBOR)

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

(2) The applicable interest rate for the LJ Class during each interest accrual period will be determined as follows:

If LIBOR is:

Applicable Rate or Formula

Less than or equal to 5.42708%	1.75%
Greater than 5.42708% and less than 5.50000%	132% – (24 × LIBOR)
Equal to or greater than 5.50000%	0.00%

(3) The applicable interest rate for the LK Class during each interest accrual period will be determined as follows:

If LIBOR is:

Applicable Rate or Formula

Less than or equal to 5.42708%	0.00%
Greater than 5.42708% and less than 5.50000%	(24 × LIBOR) – 130.25%
Equal to or greater than 5.50000%	1.75%

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

GI	7.1428565295% of the GA Class
CI	58.3333333300% of the CA Class
	<i>plus</i>
	50% of the CD Class
IC	64.2857141176% of the CL Class
PI	58.3333330710% of the PL Class
MI	58.3333333333% of the ML Class
AI	58.3333333300% of the AD Class
	<i>plus</i>
	66.6666666700% of the AK Class
	<i>plus</i>
	50% of the AG Class
LI	25% of the Group 7 MBS
IL	31.2500003112% of the LO Class
LJ	100% of the LO Class
LK	100% of the LO Class
KI	55% of the KA Class
DS	100% of the DF Class
ID	7.1428573333% of the DA Class
IM	62.4999983253% of the MA Class
NI	58.3333333333% of the NA Class
IG	25% of the Group 7 MBS
	<i>plus</i>
	31.2500003112% of the LO Class

Distributions of Principal

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

Weighted Average Lives (years)*

<u>Group 1 Classes</u>	<u>PSA Prepayment Assumption</u>								
	<u>0%</u>	<u>100%</u>	<u>120%</u>	<u>200%</u>	<u>300%</u>	<u>500%</u>	<u>800%</u>	<u>1100%</u>	<u>1400%</u>
GA and GI	14.8	6.1	6.1	6.1	6.1	4.3	3.0	2.3	1.9
GU	24.1	8.6	1.0	0.3	0.2	0.1	0.1	0.1	0.1

<u>Group 2 Classes</u>	<u>PSA Prepayment Assumption</u>							
	<u>0%</u>	<u>100%</u>	<u>200%</u>	<u>300%</u>	<u>500%</u>	<u>800%</u>	<u>1100%</u>	<u>1400%</u>
CA, CD and CI	8.6	6.0	4.8	4.0	2.9	2.0	1.5	1.2

<u>Group 3 Classes</u>	<u>PSA Prepayment Assumption</u>						
	<u>0%</u>	<u>100%</u>	<u>200%</u>	<u>300%</u>	<u>400%</u>	<u>600%</u>	<u>800%</u>
CL, IC and C	8.6	6.3	5.1	4.2	3.5	2.7	2.2

<u>Group 4 Classes</u>	<u>PSA Prepayment Assumption</u>							
	<u>0%</u>	<u>100%</u>	<u>200%</u>	<u>300%</u>	<u>500%</u>	<u>800%</u>	<u>1100%</u>	<u>1400%</u>
PL and PI	8.6	6.4	5.2	4.4	3.3	2.4	1.9	1.6

<u>Group 5 Classes</u>	<u>PSA Prepayment Assumption</u>							
	<u>0%</u>	<u>100%</u>	<u>200%</u>	<u>300%</u>	<u>500%</u>	<u>800%</u>	<u>1100%</u>	<u>1400%</u>
ML and MI	8.6	6.1	5.0	4.3	3.2	2.4	1.9	1.6

<u>Group 6 Classes</u>	<u>PSA Prepayment Assumption</u>					
	<u>0%</u>	<u>100%</u>	<u>200%</u>	<u>300%</u>	<u>400%</u>	<u>600%</u>
AI, AD, AG and AK	8.6	6.2	5.0	4.2	3.5	2.7

<u>Group 7 Classes</u>	<u>PSA Prepayment Assumption</u>						
	<u>0%</u>	<u>100%</u>	<u>205%</u>	<u>300%</u>	<u>400%</u>	<u>600%</u>	<u>800%</u>
LI	19.6	10.6	7.1	5.4	4.3	3.1	2.4
LO, IL, LJ, LK and LA	18.3	8.6	5.5	4.1	3.3	2.5	2.0
LV	12.9	12.8	10.9	9.0	7.5	5.5	4.3
LZ	29.2	24.8	19.7	15.7	12.6	8.7	6.5
IG	18.9	9.6	6.2	4.7	3.8	2.8	2.2

<u>Group 8 Classes</u>	<u>PSA Prepayment Assumption</u>								
	<u>0%</u>	<u>100%</u>	<u>150%</u>	<u>300%</u>	<u>450%</u>	<u>600%</u>	<u>800%</u>	<u>1100%</u>	<u>1500%</u>
KA and KI	10.6	4.9	4.3	4.3	4.3	3.5	2.8	2.3	1.8
KB	19.0	13.9	13.9	13.9	13.9	10.5	7.7	5.3	3.4
ZA	23.9	15.2	12.3	4.2	1.8	1.4	1.1	0.9	0.7
ZB	29.0	25.3	22.7	15.1	3.9	2.5	1.9	1.5	1.2
ZK	25.6	18.7	16.2	7.8	2.4	1.7	1.3	1.0	0.8

<u>Group 9 Classes</u>	<u>PSA Prepayment Assumption</u>									
	<u>0%</u>	<u>100%</u>	<u>127%</u>	<u>200%</u>	<u>250%</u>	<u>350%</u>	<u>500%</u>	<u>800%</u>	<u>1100%</u>	<u>1400%</u>
DF and DS	19.3	10.5	9.4	7.2	6.1	4.8	3.6	2.4	1.9	1.6
DA and ID	15.4	6.3	5.8	5.8	5.8	5.8	4.5	3.1	2.4	1.9
DY	27.2	27.2	27.2	27.2	27.2	27.2	22.0	13.5	8.9	5.9
DQ	26.0	14.4	11.5	2.9	2.9	2.9	2.1	1.5	1.2	1.0
FD, SD and DU	28.6	22.5	20.6	14.9	9.5	2.4	1.4	0.9	0.7	0.6

<u>Group 10 Classes</u>	<u>PSA Prepayment Assumption</u>								
	<u>0%</u>	<u>100%</u>	<u>200%</u>	<u>300%</u>	<u>441%</u>	<u>600%</u>	<u>800%</u>	<u>1100%</u>	<u>1400%</u>
MA, IM, MB, MC, MD and ME	8.6	6.2	5.1	4.2	3.4	2.8	2.3	1.9	1.6

<u>Group 11 Classes</u>	<u>PSA Prepayment Assumption</u>							
	<u>0%</u>	<u>100%</u>	<u>200%</u>	<u>338%</u>	<u>500%</u>	<u>700%</u>	<u>900%</u>	<u>1100%</u>
NA, NI, NB, NC, ND, NE and NG	18.5	9.8	6.5	4.4	3.2	2.4	2.0	1.7
NZ	29.7	27.8	24.2	18.2	13.2	9.5	7.1	5.6

<u>Group 12 Class</u>	<u>PSA Prepayment Assumption</u>									
	<u>0%</u>	<u>100%</u>	<u>200%</u>	<u>300%</u>	<u>500%</u>	<u>800%</u>	<u>1100%</u>	<u>1600%</u>	<u>2100%</u>	<u>2800%</u>
BA	18.8	10.0	6.5	4.7	2.9	1.8	1.2	0.7	0.4	0.1

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

ADDITIONAL RISK FACTORS

Payments on the Group 1 and Group 12 Classes will be affected by the applicable payment priorities governing the related underlying REMIC and RCR certificates. If you invest in a Group 1 or Group 12 Class, the rate at which you receive payments will be affected by the applicable priority sequences governing principal payments on the related underlying REMIC and RCR Certificates.

In addition, as described in the applicable Underlying REMIC Disclosure Document, principal payments on the underlying REMIC certificate in Group 1 are governed by a principal balance schedule. As a result, that underlying REMIC 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 rates faster or slower than the rates 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 applicable underlying REMIC certificate would receive principal payments at rates that may vary widely from period to period. This prospectus supplement contains no information as to whether

- that underlying REMIC certificate has adhered to the related principal balance schedule,
- any related support classes remain outstanding, or
- that underlying REMIC certificate otherwise has performed as originally anticipated.

You may obtain additional information about the underlying REMIC and RCR certificates by reviewing their current class factors in light of other information available in the related Underlying REMIC Disclosure Documents. You may obtain those documents from us as described on page S-3.

Mortgage loans with loan-to-value ratios greater than 125% may have different prepayment and default characteristics than

conforming mortgage loans generally. The Group 6 MBS are backed by mortgage loans with loan-to-value ratios greater than 125% (a “very high LTV loan”). Although information is limited regarding the default and prepayment rates for very high LTV loans, it is possible that loans of this type may experience rates of default and voluntary prepayment that differ from otherwise comparable loans with lower loan-to-value ratios.

Very high LTV loans may be eligible for refinancing under the federal Home Affordable Refinancing Program (“HARP”) and our Refi Plus program. Moreover, our mortgage seller/servicers are permitted to solicit refinancings of very high LTV loans even if the related seller/servicers are not soliciting refinancings from borrowers more generally, so long as they are also soliciting eligible borrowers whose mortgage loans are owned or guaranteed by Freddie Mac. If very high LTV loans are refinanced, the weighted average life of your certificates may be reduced and, in the case of interest only certificates, as well as certain other classes of certificates purchased at a premium, your yield may be adversely affected.

In addition, very high LTV loans may already have been refinanced. A refinanced very high LTV loan is likely to have a lower interest rate than the predecessor loan, which may enable the related borrower to continue to make monthly principal and interest payments. In that case, the weighted average life of your certificates may be extended and, in the case of principal only certificates, as well as certain other classes of certificates purchased at a discount, your yield may be adversely affected.

In general, very high LTV loans may be viewed as posing a greater risk of default than loans with lower loan-to-value ratios because borrowers may decide that it is not in their economic interest to continue making monthly payments. To the extent the very high LTV loans go into default, the weighted average life of your certificates may be reduced and, in the case of interest only certificates, as well as certain other classes of certificates purchased at a premium, your yield may be adversely affected. See “Description of the Certificates—The Trust MBS” in this prospectus supplement.

In the future we may be unable to establish LIBOR on the basis of the BBA Method. On September 28, 2012, Britain's Financial Services Authority recommended that the BBA be removed from its rate-setting responsibility and proposed additional reforms in connection with the determination of LIBOR. If in the future the BBA is no longer calculating the interest settlement rate for one-month U.S. dollar deposits, or if for any other reason we are unable to establish LIBOR on the basis of the BBA Method on any index determination date, we will establish LIBOR based on the LIBO Method as described under "Description of the Certificates—Distributions on Certificates—Interest Distributions—Indices for Floating Rate Classes and Inverse Floating Rate Classes" in the REMIC Prospectus. We can provide no assurance as to which entity or entities will assume responsibility for setting the applicable rates in the future. In addition, we can provide no assurance that LIBOR for

any distribution date accurately represents the offered rate applicable to loans in U.S. dollars for a one-month period between leading European banks or that LIBOR's prominence as a benchmark interest rate will be preserved.

Slight changes in LIBOR may significantly affect the yields on the toggle classes in Group 7. The yields on the toggle classes may be extremely sensitive to certain changes in monthly LIBOR values. In particular, the toggle classes may experience dramatic declines in their yields as a result of certain changes in LIBOR, even if those changes are slight. For an illustration of this sensitivity, see the related yield tables in this prospectus supplement.

In addition, the initial interest rate for the LK Class is expected to be 0%, and this rate may continue in effect for an indefinite period of time. As a result, the LK Class may receive no distributions for extended periods or may never receive distributions.

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 Trust specified on the cover of this prospectus supplement (the "Trust") pursuant to a trust agreement dated as of May 1, 2010 and a supplement thereto dated as of December 1, 2012 (the "Issue Date"). We will issue the Guaranteed Pass-Through Certificates (the "Trust Certificates") pursuant to that trust agreement and supplement. We will issue the Combinable and Recombinable REMIC Certificates (the "RCR Certificates" and, together with the Trust 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 Trust 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 Trust Certificates and RCR Certificates.

The assets of the Trust will include:

- two groups of previously issued REMIC and RCR certificates (the "Group 1 Underlying REMIC Certificate" and "Group 12 Underlying REMIC and RCR Certificates," and together, the "Underlying REMIC and RCR Certificates") issued from the related Fannie Mae REMIC trusts (the "Underlying REMIC Trusts") as further described in Exhibit A, and
- ten groups of Fannie Mae Guaranteed Mortgage Pass-Through Certificates (the "Group 2 MBS," "Group 3 MBS," "Group 4 MBS," "Group 5 MBS," "Group 6 MBS," "Group 7 MBS," "Group 8 MBS," "Group 9 MBS," "Group 10 MBS" and "Group 11 MBS," and together, the "Trust MBS").

The Underlying REMIC and RCR Certificates evidence 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 portion of the Trust other than the Group 6 MBS will include the “Lower Tier REMIC” and the “Upper Tier REMIC” as “real estate mortgage investment conduits” (each, a “REMIC”) under the Internal Revenue Code of 1986, as amended (the “Code”). The portion of the Trust that consists of the Group 6 MBS will be treated as a grantor trust for tax purposes (the “Group 6 Grantor Trust”).

The following chart contains information about the assets, the “regular interests” and the “residual interests” of each REMIC. The Trust Certificates other than the Group 6 Classes and 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 (other than the Group 6 MBS) and Underlying REMIC and RCR Certificates	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 Trust Certificates other than the Group 6 Classes and the R and RL Classes	R

Fannie Mae Guaranty. For a description of our guaranties of the Certificates, the MBS and the Underlying REMIC and RCR Certificates, see the applicable discussions appearing under the heading “Fannie Mae Guaranty” in the REMIC Prospectus, the MBS Prospectus and the Underlying REMIC Disclosure Documents. 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, Principal Only, Toggle and Inverse Floating Rate Classes	\$100,000 minimum plus whole dollar increments
All other Classes (except the R and RL Classes)	\$1,000 minimum plus whole dollar increments

Trust Agreement Amendments. The Trust Agreement provides that any amendment to the Trust Agreement that requires the consent of holders of the Group 6 Classes will require the

consent of all holders of the Group 6 Classes. For a description of the required level of Certificateholder consent for amendments to the Trust Agreement affecting Classes other than the Group 6 Classes, see “The Trust Documents—Amendment” in the REMIC Prospectus.

The Underlying REMIC and RCR Certificates

The Underlying REMIC and RCR Certificates represent beneficial ownership interests in the related Underlying REMIC Trusts. The assets of those trusts 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, approximately 48% of the Mortgage Loans backing the Group 1 Underlying REMIC Certificate (by principal balance at the Issue Date) have been refinanced under Fannie Mae Refi Plus and are designated as “high loan-to-value ratio” loans, with loan-to-value ratios ranging from greater than 105% up to 125% at the time of refinance. These loans are targeted at borrowers who have demonstrated an acceptable payment history on their mortgage loans but may have been unable to refinance due to a decline in home prices or the unavailability of mortgage insurance. Fannie Mae Refi Plus refinancing is available only if the new mortgage loan either reduces the monthly principal and interest payment for the borrower or provides a more stable loan product (such as movement from an adjustable-rate loan to a fixed rate loan). For more information on the Home Affordable Refinance Program, see “The Mortgage Loans—High Loan-to-Value Mortgage Loans” in the MBS Prospectus dated February 1, 2012 and on our Web site at www.fanniemae.com. See also “Risk Factors—Risks Relating to Yield and Prepayment—*Refinancing—Mortgage loans with loan-to-value ratios greater than 80% may have different prepayment and default characteristics than conforming mortgage loans generally*” in the MBS Prospectus dated February 1, 2012.

Furthermore, the Mortgage Loans indirectly backing the Group 12 Underlying REMIC and RCR Certificates are relocation mortgage loans made under agreements between lenders and employers that frequently relocate their employees. For additional information, see “Risk Factors—Risks Relating to Yield and Prepayment—*Yield—It is possible that the rate of prepayment of relocation mortgage loans may be higher than that of nonrelocation mortgage loans*” and “The Mortgage Loans—Special Feature Mortgage Loans—*Relocation Loans*” in the MBS Prospectus dated February 1, 2012.

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

For further information about the Underlying REMIC and RCR Certificates, telephone us at 1-800-237-8627. Additional information about the Underlying REMIC and RCR Certificates is also available at <https://mbsdisclosure.fanniemae.com/PoolTalk2/index.html>. There may have been material changes in facts and circumstances since the dates we prepared the Underlying REMIC Disclosure Documents. 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 those documents may be limited.

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 15 years in the case of the Group 2 MBS, Group 3 MBS, Group 4 MBS, Group 5 MBS, Group 6 MBS and Group 10 MBS; and up to 30 years in the case of the Group 7 MBS, Group 8 MBS, Group 9 MBS and Group 11 MBS.

In addition, all of the Mortgage Loans underlying the Group 3 MBS and Group 7 MBS and approximately 48% of the Mortgage Loans underlying the Group 9 MBS (by principal balance at the Issue Date) have been refinanced under Fannie Mae Refi Plus and are designated as “high loan-to-value ratio” loans, with loan-to-value ratios ranging from greater than 105% up to 125% at the time of refinance. These loans are targeted at borrowers who have demonstrated an acceptable payment history on their mortgage loans but may have been unable to refinance due to a decline in home prices or the unavailability of mortgage insurance. Fannie Mae Refi Plus refinancing is available only if the new mortgage loan either reduces the monthly principal and interest payment for the borrower or provides a more stable loan product (such as movement from an adjustable-rate loan to a fixed rate loan). For more information on the Home Affordable Refinance Program, see “The Mortgage Loans—High Loan-to-Value Mortgage Loans” in the MBS Prospectus dated February 1, 2012 and on our Web site at www.fanniemae.com. See also “Risk Factors—Risks Relating to Yield and Prepayment—*Refinancing—Mortgage loans with loan-to-value ratios greater than 80% may have different prepayment and default characteristics than conforming mortgage loans generally*” in the MBS prospectus dated February 1, 2012.

Moreover, each Mortgage Loan underlying the Group 6 MBS is a very high LTV loan with a loan-to-value ratio greater than 125%. Borrowers may be eligible to refinance very high LTV loans if we purchased those loans on or before May 31, 2009. For a description of very high LTV loans, see “The Mortgage Loans—High Loan-to-Value Mortgage Loans” in the MBS Prospectus dated February 1, 2012. See also “Additional Risk Factors—*Mortgage loans with loan-to-value ratios greater than 125% may have different prepayment and default characteristics than conforming mortgage loans generally*” in this prospectus supplement.

Furthermore, the pools of mortgage loans backing the Group 8 MBS have been designated as pools that include “jumbo-conforming” or “high balance” mortgage loans as described further under “The Mortgage Loans—Special Feature Mortgage Loans—*Loans with Original Principal Balances Exceeding our Traditional Conforming Loan Limits*” in the MBS Prospectus dated February 1, 2012. For periodic updates to that description, please refer to the Pool Prefix Glossary available on our Web site at www.fanniemae.com. For additional information about the particular pools underlying the Group 8 MBS, see the Final Data Statement for the related Trust and the related prospectus supplement for each MBS. See also “Risk Factors—Risks Relating to Yield and Prepayment—*Refinancing—“Jumbo-conforming” mortgage loans, which have original principal balances that exceed our traditional conforming loan limits, may prepay at different rates than conforming balance mortgage loans generally*” in the MBS Prospectus dated February 1, 2012.

Finally, the Mortgage Loans backing the Group 11 MBS are relocation mortgage loans made under agreements between lenders and employers that frequently relocate their employees. For additional information, see “Risk Factors—Risks Relating to Yield and Prepayment—*Yield—It is possible that the rate of prepayment of relocation mortgage loans may be higher than that of nonrelocation mortgage loans*” and “The Mortgage Loans—Special Feature Mortgage Loans—*Relocation Loans*” in the MBS Prospectus dated February 1, 2012.

For additional information, see “Summary—Group 2, Group 3, Group 4, Group 5, Group 6, Group 7, Group 8, Group 9, Group 10 and Group 11—Characteristics of the Trust 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 Classes) 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 Classes, see “—*Accrual Classes*” below.

The Toggle, Floating Rate and Inverse Floating Rate Classes will bear interest at interest rates based on LIBOR. We currently establish LIBOR on the basis of the “BBA Method.” See “Additional Risk Factors—*In the future we may be unable to establish LIBOR on the basis of the BBA Method*” in this prospectus supplement.

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 other than the DF and DS Classes	DF and DS

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

The Dealer will treat the LO Class as a Delay Class solely for the purpose of facilitating trading.

Accrual Classes. The LZ, ZA, ZB, NZ and ZK Classes are Accrual Classes. Interest will accrue on each Accrual Class at the applicable annual rate specified on the cover of this prospectus supplement or on Schedule 1. However, we will not pay any interest on the Accrual Classes. Instead, interest accrued on each Accrual Class will be added as principal to its principal balance on each Distribution Date. We will pay principal on the Accrual Classes 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 Classes of Trust Certificates as described below. Following any exchange of Trust Certificates for RCR Certificates, we will apply principal payments from the exchanged Trust Certificates to the corresponding RCR Certificates on a pro rata basis.

- *Group 1*

The Group 1 Principal Distribution Amount in the following priority:

- | | | |
|----------------------------------|-----------------|-------------------------|
| 1. To GA to its Planned Balance. | } PAC Class | } Structured Collateral |
| 2. To GU until retired. | } Support Class | |
| 3. To GA until retired. | } PAC Class | |

The “Group 1 Principal Distribution Amount” is the principal then paid on the Group 1 Underlying REMIC Certificate.

- *Group 2*

The Group 2 Principal Distribution Amount to CA and CD, pro rata, until retired.

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 CL until retired. } Pass-Through Class

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

- *Group 4*

The Group 4 Principal Distribution Amount to PL until retired. } Pass-Through Class

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

- *Group 5*

The Group 5 Principal Distribution Amount to ML until retired. } Pass-Through Class

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

- *Group 6*

The Group 6 Principal Distribution Amount to AD, AG and AK, pro rata, until retired. } Pass-Through Classes

The “Group 6 Principal Distribution Amount” is the principal then paid on the Group 6 MBS.

- *Group 7*

The LZ Accrual Amount to LV until retired, and thereafter to LZ. } Accretion Directed Class and Accrual Class

The Group 7 Cash Flow Distribution Amount to LO, LV and LZ, in that order, until retired. } Sequential Pay Classes

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

The “Group 7 Cash Flow Distribution Amount” is the principal then paid on the Group 7 MBS.

- *Group 8*

The Group 8 Principal Distribution Amount in the following priority:

1. To Aggregate Group I to its Planned Balance. } PAC Group

2. To ZA and ZB, in that order, until retired. } Support Classes

3. To Aggregate Group I to zero. } PAC Group

The “Group 8 Principal Distribution Amount” is the *sum* of the principal then paid on the Group 8 MBS *plus* any interest then accrued and added to the principal balances of the ZA and ZB Classes.

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

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

- *Group 9*

The Group 9 Principal Distribution Amount as follows:

- 33.3333335339% to DF until retired, and } Pass-Through Class
- 66.6666664661% as follows:
 - first*, to Aggregate Group II to its Planned Balance; } PAC Group and Class
 - second*, to DQ to its Planned Balance;
 - third*, to FD and SD, pro rata, until retired; } Support Classes
 - fourth*, to DQ until retired; and } PAC Class and Group
 - fifth*, to Aggregate Group II to zero.

The “Group 9 Principal Distribution Amount” is the principal then paid on the Group 9 MBS.

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

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

- *Group 10*

The Group 10 Principal Distribution Amount to MA until retired. } Pass-Through Class

The “Group 10 Principal Distribution Amount” is the principal then paid on the Group 10 MBS.

- *Group 11*

The Group 11 Principal Distribution Amount to NA and NZ, in that order, until retired. } Sequential Pay Classes

The “Group 11 Principal Distribution Amount” is the *sum* of the principal then paid on the Group 11 MBS *plus* any interest then accrued and added to the principal balance of the NZ Class.

- *Group 12*

The Group 12 Principal Distribution Amount to BA until retired. } Structured Collateral/Pass-Through Class

The “Group 12 Principal Distribution Amount” is the principal then paid on the Group 12 Underlying REMIC and RCR Certificates.

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 Underlying REMIC and RCR Certificates, the applicable priority sequences governing principal payments on the Underlying REMIC and RCR Certificates, 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 2, Group 3, Group 4, Group 5, Group 6, Group 7, Group 8, Group 9, Group 10 and Group 11—Assumed Characteristics of the Underlying Mortgage Loans” in this prospectus supplement;

- the Mortgage Loans prepay at the constant percentages of PSA specified in the related tables;
- the settlement date for the Certificates is December 28, 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 Trust 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 a Class or an Aggregate Group is the range of prepayment rates (measured by constant PSA rates) that would reduce the Class or Aggregate Group to its scheduled balance each month based on the Pricing Assumptions. We have not provided separate schedules for the individual Classes included in the Aggregate Groups. However, those Classes are designed to receive principal distributions in the same fashion as if separate schedules had been provided (with schedules based on the same underlying assumptions that apply to the applicable Aggregate Group schedule). If such separate schedules had been provided for the individual Classes included in the applicable Aggregate Groups, we expect that the effective ranges for those Classes would not be narrower than those shown below for the related Aggregate Groups.

<u>Classes and Groups</u>	<u>Structuring Ranges</u>	<u>Initial Effective Ranges</u>
GA Class Planned Balances	Between 120% and 300% PSA	Between 120% and 301% PSA
Aggregate Group I Planned Balances	Between 150% and 450% PSA	Between 150% and 450% PSA
Aggregate Group II Planned Balances	Between 127% and 350% PSA	Between 127% and 350% PSA
DQ Class Planned Balances	Between 200% and 350% PSA	Between 200% and 350% PSA

The Aggregate Groups listed above consist of the following Classes:

Aggregate Group I	KA and KB
Aggregate Group II	DA and DY

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

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

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

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

of reducing a Class or an Aggregate Group to its scheduled balance each month will not be improved by the averaging of high and low principal distributions from month to month.

- Even if the related Mortgage Loans prepay at rates falling within the applicable Structuring Ranges or Effective Ranges, principal distributions may be insufficient to reduce the applicable Classes and the Aggregate Groups 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 applicable Classes and the Aggregate Groups might not be reduced to their scheduled balances each month even if the related Mortgage Loans prepay at a *constant* PSA rate within the applicable Initial Effective Ranges. This is so particularly if the rates fall at the lower or higher end of the applicable ranges.
- The actual Effective Ranges may narrow, widen or shift upward or downward to reflect actual prepayment experience over time.
- The principal payment stability of each Class or Aggregate Group having scheduled balances will be supported by other Classes. When the related supporting Classes are retired, the Class or Aggregate Group receiving the benefit of that support, if still outstanding, may no longer have an Effective Range, and will be much more sensitive to prepayments of the related Mortgage Loans.

Yield Tables

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

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

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

We cannot assure you that

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

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

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

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

<u>Class</u>	<u>% PSA</u>
GI	407%
CI	350%
IC	274%
PI	317%
MI	274%
AI	253%
LI	235%
IL	204%
KI	711%
ID	528%
IM	314%
NI	331%
IG	219%

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>
GI	17.250%
CI	10.750%
IC	15.125%
PI	12.500%
MI	13.125%
AI	13.375%
LI	25.500%
IL	21.625%
KI	9.125%
ID	14.750%
IM	12.250%
NI	13.250%
IG	23.500%

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

Sensitivity of the GI Class to Prepayments

	PSA Prepayment Assumption								
	<u>50%</u>	<u>100%</u>	<u>120%</u>	<u>200%</u>	<u>300%</u>	<u>500%</u>	<u>800%</u>	<u>1100%</u>	<u>1400%</u>
Pre-Tax Yields to Maturity . . .	10.5%	5.0%	4.8%	4.8%	4.8%	(5.3)%	(24.1)%	(43.2)%	(61.3)%

Sensitivity of the CI Class to Prepayments

	PSA Prepayment Assumption							
	<u>50%</u>	<u>100%</u>	<u>200%</u>	<u>300%</u>	<u>500%</u>	<u>800%</u>	<u>1100%</u>	<u>1400%</u>
Pre-Tax Yields to Maturity . . .	16.8%	14.1%	8.6%	2.9%	(9.0)%	(28.4)%	(50.1)%	(75.0)%

Sensitivity of the IC Class to Prepayments

	PSA Prepayment Assumption						
	<u>50%</u>	<u>100%</u>	<u>200%</u>	<u>300%</u>	<u>400%</u>	<u>600%</u>	<u>800%</u>
Pre-Tax Yields to Maturity . . .	11.8%	9.2%	4.0%	(1.4)%	(7.0)%	(18.5)%	(30.8)%

Sensitivity of the PI Class to Prepayments

	PSA Prepayment Assumption							
	<u>50%</u>	<u>100%</u>	<u>200%</u>	<u>300%</u>	<u>500%</u>	<u>800%</u>	<u>1100%</u>	<u>1400%</u>
Pre-Tax Yields to Maturity . . .	12.9%	10.6%	5.8%	0.9%	(9.3)%	(25.3)%	(42.3)%	(60.0)%

Sensitivity of the MI Class to Prepayments

	PSA Prepayment Assumption							
	<u>50%</u>	<u>100%</u>	<u>200%</u>	<u>300%</u>	<u>500%</u>	<u>800%</u>	<u>1100%</u>	<u>1400%</u>
Pre-Tax Yields to Maturity . . .	10.7%	8.4%	3.6%	(1.3)%	(11.3)%	(27.4)%	(44.4)%	(62.2)%

Sensitivity of the AI Class to Prepayments

	PSA Prepayment Assumption					
	<u>50%</u>	<u>100%</u>	<u>200%</u>	<u>300%</u>	<u>400%</u>	<u>600%</u>
Pre-Tax Yields to Maturity . . .	10.7%	8.1%	2.9%	(2.5)%	(8.1)%	(19.6)%

Sensitivity of the LI Class to Prepayments

	PSA Prepayment Assumption						
	<u>50%</u>	<u>100%</u>	<u>205%</u>	<u>300%</u>	<u>400%</u>	<u>600%</u>	<u>800%</u>
Pre-Tax Yields to Maturity . . .	10.3%	7.5%	1.7%	(3.7)%	(9.6)%	(21.8)%	(34.8)%

Sensitivity of the IL Class to Prepayments

	PSA Prepayment Assumption						
	<u>50%</u>	<u>100%</u>	<u>205%</u>	<u>300%</u>	<u>400%</u>	<u>600%</u>	<u>800%</u>
Pre-Tax Yields to Maturity . . .	12.3%	8.7%	(0.1)%	(8.9)%	(18.5)%	(37.4)%	(54.8)%

Sensitivity of the KI Class to Prepayments

	PSA Prepayment Assumption								
	<u>50%</u>	<u>100%</u>	<u>150%</u>	<u>300%</u>	<u>450%</u>	<u>600%</u>	<u>800%</u>	<u>1100%</u>	<u>1500%</u>
Pre-Tax Yields to Maturity . . .	22.5%	16.8%	12.4%	12.4%	12.4%	5.8%	(4.8)%	(21.4)%	(42.6)%

Sensitivity of the ID Class to Prepayments

	PSA Prepayment Assumption									
	50%	100%	127%	200%	250%	350%	500%	800%	1100%	1400%
Pre-Tax Yields to Maturity . . .	15.5%	10.1%	7.8%	7.8%	7.8%	7.8%	1.4%	(14.9)%	(32.7)%	(51.6)%

Sensitivity of the IM Class to Prepayments

	PSA Prepayment Assumption								
	50%	100%	200%	300%	441%	600%	800%	1100%	1400%
Pre-Tax Yields to Maturity . . .	13.0%	10.6%	5.7%	0.7%	(6.5)%	(15.0)%	(26.1)%	(43.7)%	(62.3)%

Sensitivity of the NI Class to Prepayments

	PSA Prepayment Assumption							
	50%	100%	200%	338%	500%	700%	900%	1100%
Pre-Tax Yields to Maturity . . .	17.5%	14.6%	8.6%	(0.5)%	(11.9)%	(26.8)%	(42.1)%	(57.3)%

Sensitivity of the IG Class to Prepayments

	PSA Prepayment Assumption						
	50%	100%	205%	300%	400%	600%	800%
Pre-Tax Yields to Maturity . . .	11.2%	8.0%	1.0%	(5.5)%	(12.3)%	(25.9)%	(39.7)%

The Principal Only Class. The Principal Only Class will not bear interest. As indicated in the table below, a low rate of principal payments (including prepayments) on the related Mortgage Loans will have a negative effect on the yield to investors in the Principal Only Class.

The information shown in the following yield table has been prepared on the basis of the Pricing Assumptions and the assumption that the aggregate purchase price of the Principal Only Class (expressed as a percentage of original principal balance) is as follows:

Class	Price
LO	65.00%

Sensitivity of the LO Class to Prepayments

	PSA Prepayment Assumption						
	50%	100%	205%	300%	400%	600%	800%
Pre-Tax Yields to Maturity . . .	4.1%	5.6%	8.9%	11.7%	14.6%	19.7%	24.3%

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

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

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

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

<u>Class</u>	<u>Price*</u>
LJ	25.00%
LK	10.50%
DS	27.50%
SD	94.25%

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

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

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption</u>						
	<u>50%</u>	<u>100%</u>	<u>205%</u>	<u>300%</u>	<u>400%</u>	<u>600%</u>	<u>800%</u>
5.42708% and below	(2.6)%	(7.2)%	(18.7)%	(30.2)%	(42.2)%	(64.8)%	(84.2)%
5.46354%	(9.3)%	(14.5)%	(27.8)%	(40.9)%	(54.3)%	(78.8)%	(99.2)%
5.50000% and above	*	*	*	*	*	*	*

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption</u>						
	<u>50%</u>	<u>100%</u>	<u>205%</u>	<u>300%</u>	<u>400%</u>	<u>600%</u>	<u>800%</u>
5.42708% and below	*	*	*	*	*	*	*
5.46354%	(0.6)%	(5.0)%	(16.1)%	(27.1)%	(38.7)%	(60.7)%	(79.9)%
5.50000% and above	10.2%	6.4%	(2.7)%	(11.8)%	(21.7)%	(41.1)%	(58.7)%

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption</u>									
	<u>50%</u>	<u>100%</u>	<u>127%</u>	<u>200%</u>	<u>250%</u>	<u>350%</u>	<u>500%</u>	<u>800%</u>	<u>1100%</u>	<u>1400%</u>
0.12088%	17.4%	14.8%	13.3%	9.3%	6.6%	0.9%	(7.7)%	(26.1)%	(45.7)%	(66.6)%
0.24175%	16.9%	14.3%	12.8%	8.8%	6.0%	0.4%	(8.3)%	(26.6)%	(46.4)%	(67.4)%
2.24175%	8.6%	5.8%	4.3%	0.3%	(2.6)%	(8.4)%	(17.4)%	(36.8)%	(58.0)%	(81.0)%
4.24175%	(0.9)%	(3.6)%	(5.2)%	(9.3)%	(12.2)%	(18.2)%	(27.5)%	(47.8)%	(71.1)%	(97.5)%
6.12000%	*	*	*	*	*	*	*	*	*	*

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

LIBOR	PSA Prepayment Assumption									
	50%	100%	127%	200%	250%	350%	500%	800%	1100%	1400%
0.12088%	3.0%	3.0%	3.0%	3.2%	3.4%	5.3%	7.1%	9.5%	11.6%	13.5%
0.24175%	2.9%	2.9%	3.0%	3.1%	3.3%	5.2%	7.0%	9.4%	11.5%	13.4%
2.24175%	1.5%	1.5%	1.6%	1.7%	1.9%	3.8%	5.6%	8.1%	10.2%	12.2%
4.09999%	0.2%	0.3%	0.3%	0.4%	0.6%	2.6%	4.4%	6.9%	9.0%	11.0%

Weighted Average Lives of the Certificates

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

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

- the timing of changes in the rate of principal distributions,
- the applicable priority sequences of distributions of principal of the Group 1, Group 7, Group 8, Group 9 and Group 11 Classes, and
- in the case of the Group 1 and Group 12 Classes, the applicable priority sequences affecting principal payments on the related Underlying REMIC and RCR Certificates.

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

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 Underlying REMIC Certificate	360 months	358 months	6.00%
Group 2 MBS	180 months	180 months	5.50%
Group 3 MBS	180 months	180 months	6.00%
Group 4 MBS	180 months	180 months	5.50%
Group 5 MBS	180 months	180 months	5.50%
Group 6 MBS	180 months	180 months	5.50%
Group 7 MBS	360 months	360 months	6.50%
Group 8 MBS	360 months	360 months	5.50%
Group 9 MBS	360 months	360 months	6.00%
Group 10 MBS	180 months	180 months	5.50%
Group 11 MBS	360 months	360 months	5.50%
Group 12 Underlying REMIC and RCR Certificates	360 months	347 months	6.50%

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

In addition, the diverse remaining terms to maturity of the Mortgage Loans could produce slower or faster principal distributions than indicated in the tables at the specified constant PSA 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	GA and GI† Classes									GU Class								
	PSA Prepayment Assumption									PSA Prepayment Assumption								
	0%	100%	120%	200%	300%	500%	800%	1100%	1400%	0%	100%	120%	200%	300%	500%	800%	1100%	1400%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
December 2013	98	94	94	94	94	94	94	94	94	100	100	30	1	1	1	1	1	1
December 2014	96	85	85	85	85	85	81	61	42	100	100	1	1	1	1	0	0	0
December 2015	94	74	74	74	74	71	40	19	4	100	100	1	1	1	0	0	0	0
December 2016	92	64	63	63	63	47	19	4	0	100	100	1	1	1	0	0	0	0
December 2017	89	54	54	54	54	31	8	0	0	100	100	1	1	1	0	0	0	0
December 2018	87	45	44	44	44	20	2	0	0	100	100	1	1	1	0	0	0	0
December 2019	84	36	36	36	36	13	0	0	0	100	100	1	1	1	0	0	0	0
December 2020	81	29	28	28	28	8	0	0	0	100	100	1	1	1	0	0	0	0
December 2021	78	22	22	22	22	4	0	0	0	100	1	1	1	1	0	0	0	0
December 2022	74	17	17	17	17	2	0	0	0	100	1	1	1	1	0	0	0	0
December 2023	71	12	12	12	12	*	0	0	0	100	1	1	1	1	0	0	0	0
December 2024	67	9	9	9	9	0	0	0	0	100	1	1	1	1	0	0	0	0
December 2025	63	6	6	6	6	0	0	0	0	100	1	1	1	1	0	0	0	0
December 2026	59	4	4	4	4	0	0	0	0	100	1	1	1	1	0	0	0	0
December 2027	55	3	3	3	3	0	0	0	0	100	1	1	1	1	0	0	0	0
December 2028	50	1	1	1	1	0	0	0	0	100	1	1	1	1	0	0	0	0
December 2029	45	*	*	*	*	0	0	0	0	100	1	1	1	1	0	0	0	0
December 2030	40	0	0	0	0	0	0	0	0	100	0	0	0	0	0	0	0	0
December 2031	34	0	0	0	0	0	0	0	0	100	0	0	0	0	0	0	0	0
December 2032	28	0	0	0	0	0	0	0	0	100	0	0	0	0	0	0	0	0
December 2033	22	0	0	0	0	0	0	0	0	100	0	0	0	0	0	0	0	0
December 2034	15	0	0	0	0	0	0	0	0	100	0	0	0	0	0	0	0	0
December 2035	8	0	0	0	0	0	0	0	0	100	0	0	0	0	0	0	0	0
December 2036	*	0	0	0	0	0	0	0	0	100	0	0	0	0	0	0	0	0
December 2037	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
December 2038	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
December 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
December 2040	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
December 2041	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
December 2042	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average																		
Life (years)**	14.8	6.1	6.1	6.1	6.1	4.3	3.0	2.3	1.9	24.1	8.6	1.0	0.3	0.2	0.1	0.1	0.1	0.1

Date	CA, CD and CI† Classes									CL, IC† and C Classes							
	PSA Prepayment Assumption									PSA Prepayment Assumption							
	0%	100%	200%	300%	500%	800%	1100%	1400%		0%	100%	200%	300%	400%	600%	800%	
Initial Percent	100	100	100	100	100	100	100	100		100	100	100	100	100	100	100	
December 2013	96	92	89	86	81	72	64	55		96	93	90	88	86	82	77	
December 2014	91	82	75	68	56	39	25	13		91	83	77	72	66	55	45	
December 2015	86	72	61	52	36	19	8	2		86	73	64	55	47	33	22	
December 2016	81	62	50	40	24	9	3	*		81	64	52	42	33	20	11	
December 2017	75	54	40	30	15	4	1	*		76	56	42	32	23	12	5	
December 2018	69	46	32	22	10	2	*	*		70	48	34	24	16	7	2	
December 2019	63	38	25	16	6	1	*	*		64	40	27	18	11	4	1	
December 2020	57	32	20	12	4	*	*	*		58	34	21	13	7	2	1	
December 2021	50	25	15	8	2	*	*	*		51	27	16	9	5	1	*	
December 2022	43	20	11	6	1	*	*	*		44	22	12	6	3	1	*	
December 2023	35	14	7	4	1	*	*	0		36	16	8	4	2	*	*	
December 2024	27	10	5	2	*	*	*	0		28	11	5	2	1	*	*	
December 2025	19	5	2	1	*	*	*	0		19	7	3	1	*	*	*	
December 2026	10	1	*	*	*	*	*	0		10	2	1	*	*	*	*	
December 2027	0	0	0	0	0	0	0	0		0	0	0	0	0	0	0	
Weighted Average																	
Life (years)**	8.6	6.0	4.8	4.0	2.9	2.0	1.5	1.2		8.6	6.3	5.1	4.2	3.5	2.7	2.2	

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

Date	PL and PI† Classes								ML and MI† Classes							
	PSA Prepayment Assumption								PSA Prepayment Assumption							
	0%	100%	200%	300%	500%	800%	1100%	1400%	0%	100%	200%	300%	500%	800%	1100%	1400%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
December 2013	96	93	92	90	88	83	79	74	96	93	92	90	87	83	78	74
December 2014	91	84	80	75	66	54	42	31	91	84	79	75	66	53	42	31
December 2015	86	74	66	58	44	27	14	5	86	73	65	57	43	26	14	5
December 2016	81	65	54	44	29	13	4	1	81	64	53	43	28	13	4	1
December 2017	75	56	44	33	18	6	1	*	75	55	43	33	18	6	1	*
December 2018	69	48	35	25	12	3	*	*	69	47	34	24	11	3	*	*
December 2019	63	41	28	18	7	1	*	*	63	39	27	18	7	1	*	*
December 2020	57	34	22	13	5	1	*	*	57	32	20	13	4	1	*	*
December 2021	50	28	16	9	3	*	*	*	50	25	15	9	3	*	*	*
December 2022	43	22	12	7	2	*	*	*	43	19	11	6	1	*	*	*
December 2023	35	16	9	4	1	*	*	0	35	14	7	4	1	*	*	0
December 2024	27	11	6	3	*	*	*	0	27	9	4	2	*	*	*	0
December 2025	19	7	3	1	*	*	*	0	19	4	2	1	*	*	*	0
December 2026	10	3	1	*	*	*	*	0	10	0	0	0	0	0	0	0
December 2027	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	8.6	6.4	5.2	4.4	3.3	2.4	1.9	1.6	8.6	6.1	5.0	4.3	3.2	2.4	1.9	1.6

Date	AI†, AD, AG and AK Classes					
	PSA Prepayment Assumption					
	0%	100%	200%	300%	400%	600%
Initial Percent	100	100	100	100	100	100
December 2013	96	92	90	88	86	81
December 2014	91	83	77	71	66	55
December 2015	86	73	63	55	47	33
December 2016	81	64	52	42	33	20
December 2017	75	55	42	31	23	12
December 2018	69	47	34	23	16	7
December 2019	63	40	27	17	11	4
December 2020	57	33	21	13	7	2
December 2021	50	27	16	9	5	1
December 2022	43	21	12	6	3	1
December 2023	35	16	8	4	2	*
December 2024	27	11	5	2	1	*
December 2025	19	6	3	1	*	*
December 2026	10	2	1	*	*	*
December 2027	0	0	0	0	0	0
Weighted Average Life (years)**	8.6	6.2	5.0	4.2	3.5	2.7

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

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

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

Date	LI† Class							LO, IL†, LJ†, LK† and LA Classes								LV Class							
	PSA Prepayment Assumption							PSA Prepayment Assumption								PSA Prepayment Assumption							
	0%	100%	205%	300%	400%	600%	800%	0%	100%	205%	300%	400%	600%	800%	0%	100%	205%	300%	400%	600%	800%	0%	100%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
December 2013	99	96	94	93	91	87	83	99	96	94	92	89	85	81	97	97	97	97	97	97	97	97	97
December 2014	98	91	85	79	74	63	53	97	89	82	76	70	58	47	94	94	94	94	94	94	94	94	94
December 2015	96	84	73	64	55	40	27	96	81	69	59	49	31	17	91	91	91	91	91	91	91	91	91
December 2016	95	77	62	51	41	25	14	94	74	57	44	33	14	2	87	87	87	87	87	87	87	87	87
December 2017	94	71	54	41	30	16	7	93	67	47	33	21	4	0	84	84	84	84	84	84	84	84	0
December 2018	92	65	46	33	23	10	4	91	60	38	23	12	0	0	80	80	80	80	80	80	39	0	0
December 2019	90	59	39	26	17	6	2	89	54	31	16	5	0	0	77	77	77	77	77	77	0	0	0
December 2020	89	54	33	21	12	4	1	87	48	24	10	*	0	0	73	73	73	73	73	73	0	0	0
December 2021	87	50	28	17	9	2	*	85	43	18	5	0	0	0	69	69	69	69	69	18	0	0	0
December 2022	85	45	24	13	7	1	*	83	37	14	1	0	0	0	65	65	65	65	65	0	0	0	0
December 2023	83	41	21	10	5	1	*	80	33	9	0	0	0	0	61	61	61	32	0	0	0	0	0
December 2024	80	37	17	8	4	1	*	78	28	6	0	0	0	0	57	57	57	0	0	0	0	0	0
December 2025	78	33	15	7	3	*	*	75	24	3	0	0	0	0	52	52	52	0	0	0	0	0	0
December 2026	75	30	12	5	2	*	*	72	20	0	0	0	0	0	48	48	47	0	0	0	0	0	0
December 2027	73	27	10	4	1	*	*	69	17	0	0	0	0	0	43	43	9	0	0	0	0	0	0
December 2028	70	24	8	3	1	*	*	65	13	0	0	0	0	0	38	38	0	0	0	0	0	0	0
December 2029	66	21	7	2	1	*	*	62	10	0	0	0	0	0	34	34	0	0	0	0	0	0	0
December 2030	63	19	6	2	1	*	*	58	7	0	0	0	0	0	29	29	0	0	0	0	0	0	0
December 2031	59	16	5	1	*	*	*	54	5	0	0	0	0	0	23	23	0	0	0	0	0	0	0
December 2032	56	14	4	1	*	*	*	49	2	0	0	0	0	0	18	18	0	0	0	0	0	0	0
December 2033	52	12	3	1	*	*	*	45	0	0	0	0	0	0	12	9	0	0	0	0	0	0	0
December 2034	47	10	2	1	*	*	*	40	0	0	0	0	0	0	7	0	0	0	0	0	0	0	0
December 2035	43	8	2	*	*	*	*	35	0	0	0	0	0	0	1	0	0	0	0	0	0	0	0
December 2036	38	7	1	*	*	*	*	29	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
December 2037	32	5	1	*	*	*	*	23	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
December 2038	27	4	1	*	*	*	*	16	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
December 2039	21	3	*	*	*	*	*	9	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
December 2040	14	1	*	*	*	*	*	2	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
December 2041	7	*	*	*	*	*	*	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
December 2042	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average																							
Life (years)**	19.6	10.6	7.1	5.4	4.3	3.1	2.4	18.3	8.6	5.5	4.1	3.3	2.5	2.0	12.9	12.8	10.9	9.0	7.5	5.5	4.3		

Date	LZ Class							IG† Class						
	PSA Prepayment Assumption							PSA Prepayment Assumption						
	0%	100%	205%	300%	400%	600%	800%	0%	100%	205%	300%	400%	600%	800%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100
December 2013	103	103	103	103	103	103	103	99	96	94	92	90	86	82
December 2014	106	106	106	106	106	106	106	98	90	83	78	72	61	50
December 2015	109	109	109	109	109	109	109	96	82	71	61	52	35	22
December 2016	113	113	113	113	113	113	113	95	75	60	48	37	19	8
December 2017	116	116	116	116	116	116	115	93	69	50	37	25	9	3
December 2018	120	120	120	120	120	120	59	91	62	42	28	17	5	2
December 2019	123	123	123	123	123	99	30	90	56	35	21	11	3	1
December 2020	127	127	127	127	127	62	15	88	51	29	15	6	2	*
December 2021	131	131	131	131	131	38	8	86	46	23	11	4	1	*
December 2022	135	135	135	135	109	24	4	84	41	19	7	3	1	*
December 2023	139	139	139	139	80	15	2	81	37	15	5	2	*	*
December 2024	143	143	143	135	59	9	1	79	33	11	4	2	*	*
December 2025	148	148	148	106	43	6	*	76	29	8	3	1	*	*
December 2026	152	152	152	83	31	3	*	74	25	6	2	1	*	*
December 2027	157	157	157	65	23	2	*	71	22	5	2	1	*	*
December 2028	162	162	138	51	16	1	*	67	18	4	1	*	*	*
December 2029	166	166	114	39	12	1	*	64	16	3	1	*	*	*
December 2030	171	171	94	30	8	*	*	60	13	3	1	*	*	*
December 2031	177	177	76	23	6	*	*	57	10	2	1	*	*	*
December 2032	182	182	62	17	4	*	*	52	8	2	1	*	*	*
December 2033	188	188	49	13	3	*	*	48	6	1	*	*	*	*
December 2034	193	166	39	9	2	*	*	43	5	1	*	*	*	*
December 2035	199	137	30	7	1	*	*	38	4	1	*	*	*	*
December 2036	200	110	22	5	1	*	*	33	3	1	*	*	*	*
December 2037	200	85	16	3	1	*	*	27	3	*	*	*	*	*
December 2038	200	62	11	2	*	*	*	21	2	*	*	*	*	0
December 2039	200	41	7	1	*	*	*	15	1	*	*	*	*	0
December 2040	200	21	3	1	*	*	*	8	1	*	*	*	*	0
December 2041	119	3	*	*	*	*	0	3	*	*	*	*	*	0
December 2042	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average														
Life (years)**	29.2	24.8	19.7	15.7	12.6	8.7	6.5	18.9	9.6	6.2	4.7	3.8	2.8	2.2

* Indicates an outstanding balance greater than 0% and less than 0.5% of the original principal balance.
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 † In the case of a Notional Class, the Decrement Table indicates the percentage of the original notional principal balance outstanding.

Date	KA and KI† Classes									KB Class								
	PSA Prepayment Assumption									PSA Prepayment Assumption								
	0%	100%	150%	300%	450%	600%	800%	1100%	1500%	0%	100%	150%	300%	450%	600%	800%	1100%	1500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
December 2013	96	93	92	92	92	92	92	92	92	100	100	100	100	100	100	100	100	100
December 2014	93	83	79	79	79	79	79	60	35	100	100	100	100	100	100	100	100	100
December 2015	89	70	63	63	63	58	39	17	0	100	100	100	100	100	100	100	100	89
December 2016	85	58	49	49	49	34	17	2	0	100	100	100	100	100	100	100	100	9
December 2017	81	47	35	35	35	20	6	0	0	100	100	100	100	100	100	100	50	1
December 2018	76	36	24	24	24	10	1	0	0	100	100	100	100	100	100	100	16	*
December 2019	72	26	15	15	15	5	0	0	0	100	100	100	100	100	100	59	5	*
December 2020	67	17	10	10	10	1	0	0	0	100	100	100	100	100	100	30	2	*
December 2021	62	8	5	5	5	0	0	0	0	100	100	100	100	100	74	15	1	*
December 2022	57	2	2	2	2	0	0	0	0	100	100	100	100	100	46	8	*	*
December 2023	51	*	*	*	*	0	0	0	0	100	100	100	100	100	28	4	*	0
December 2024	45	0	0	0	0	0	0	0	0	100	72	72	72	72	18	2	*	0
December 2025	39	0	0	0	0	0	0	0	0	100	51	51	51	51	11	1	*	0
December 2026	33	0	0	0	0	0	0	0	0	100	35	35	35	35	7	*	*	0
December 2027	26	0	0	0	0	0	0	0	0	100	25	25	25	25	4	*	*	0
December 2028	19	0	0	0	0	0	0	0	0	100	17	17	17	17	2	*	*	0
December 2029	12	0	0	0	0	0	0	0	0	100	12	12	12	12	1	*	*	0
December 2030	5	0	0	0	0	0	0	0	0	100	8	8	8	8	1	*	*	0
December 2031	0	0	0	0	0	0	0	0	0	29	5	5	5	5	1	*	*	0
December 2032	0	0	0	0	0	0	0	0	0	4	4	4	4	4	*	*	*	0
December 2033	0	0	0	0	0	0	0	0	0	2	2	2	2	2	*	*	0	0
December 2034	0	0	0	0	0	0	0	0	0	2	2	2	2	2	*	*	0	0
December 2035	0	0	0	0	0	0	0	0	0	1	1	1	1	1	*	*	0	0
December 2036	0	0	0	0	0	0	0	0	0	1	1	1	1	1	*	*	0	0
December 2037	0	0	0	0	0	0	0	0	0	*	*	*	*	*	*	*	0	0
December 2038	0	0	0	0	0	0	0	0	0	*	*	*	*	*	*	*	0	0
December 2039	0	0	0	0	0	0	0	0	0	*	*	*	*	*	*	*	0	0
December 2040	0	0	0	0	0	0	0	0	0	*	*	*	*	*	*	*	0	0
December 2041	0	0	0	0	0	0	0	0	0	0	0	0	0	0	*	*	0	0
December 2042	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	10.6	4.9	4.3	4.3	4.3	3.5	2.8	2.3	1.8	19.0	13.9	13.9	13.9	13.9	10.5	7.7	5.3	3.4

Date	ZA Class									ZB Class								
	PSA Prepayment Assumption									PSA Prepayment Assumption								
	0%	100%	150%	300%	450%	600%	800%	1100%	1500%	0%	100%	150%	300%	450%	600%	800%	1100%	1500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
December 2013	103	103	102	92	82	72	59	39	11	103	103	103	103	103	103	103	103	103
December 2014	106	106	105	74	44	15	0	0	0	106	106	106	106	106	106	8	0	0
December 2015	109	109	108	53	4	0	0	0	0	109	109	109	109	109	0	0	0	0
December 2016	113	113	111	40	0	0	0	0	0	113	113	113	113	36	0	0	0	0
December 2017	116	116	114	33	0	0	0	0	0	116	116	116	116	3	0	0	0	0
December 2018	120	120	115	29	0	0	0	0	0	120	120	120	120	*	0	0	0	0
December 2019	123	123	111	23	0	0	0	0	0	123	123	123	123	*	0	0	0	0
December 2020	127	127	103	16	0	0	0	0	0	127	127	127	127	*	0	0	0	0
December 2021	131	131	93	9	0	0	0	0	0	131	131	131	131	*	0	0	0	0
December 2022	135	126	82	3	0	0	0	0	0	135	135	135	135	*	0	0	0	0
December 2023	139	114	71	0	0	0	0	0	0	139	139	139	124	*	0	0	0	0
December 2024	143	102	59	0	0	0	0	0	0	143	143	143	102	*	0	0	0	0
December 2025	148	90	48	0	0	0	0	0	0	148	148	148	84	*	0	0	0	0
December 2026	152	77	38	0	0	0	0	0	0	152	152	152	68	*	0	0	0	0
December 2027	157	66	28	0	0	0	0	0	0	157	157	157	55	*	0	0	0	0
December 2028	162	54	18	0	0	0	0	0	0	162	162	162	44	*	0	0	0	0
December 2029	166	43	10	0	0	0	0	0	0	166	166	166	35	*	0	0	0	0
December 2030	171	33	2	0	0	0	0	0	0	171	171	171	27	*	0	0	0	0
December 2031	177	23	0	0	0	0	0	0	0	177	177	154	21	*	0	0	0	0
December 2032	164	13	0	0	0	0	0	0	0	182	182	130	16	*	0	0	0	0
December 2033	147	4	0	0	0	0	0	0	0	188	188	108	12	*	0	0	0	0
December 2034	129	0	0	0	0	0	0	0	0	193	176	89	9	*	0	0	0	0
December 2035	110	0	0	0	0	0	0	0	0	199	147	72	7	*	0	0	0	0
December 2036	90	0	0	0	0	0	0	0	0	205	120	57	5	*	0	0	0	0
December 2037	69	0	0	0	0	0	0	0	0	212	95	44	3	*	0	0	0	0
December 2038	46	0	0	0	0	0	0	0	0	218	72	32	2	*	0	0	0	0
December 2039	23	0	0	0	0	0	0	0	0	225	51	22	1	*	0	0	0	0
December 2040	0	0	0	0	0	0	0	0	0	223	32	13	1	*	0	0	0	0
December 2041	0	0	0	0	0	0	0	0	0	114	14	6	*	*	0	0	0	0
December 2042	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	23.9	15.2	12.3	4.2	1.8	1.4	1.1	0.9	0.7	29.0	25.3	22.7	15.1	3.9	2.5	1.9	1.5	1.2

* Indicates an outstanding balance greater than 0% and less than 0.5% of the original principal balance.
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Date	ZK Class									DF and DS† Classes									
	PSA Prepayment Assumption									PSA Prepayment Assumption									
	0%	100%	150%	300%	450%	600%	800%	1100%	1500%	0%	100%	127%	200%	250%	350%	500%	800%	1100%	1400%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
December 2013	103	103	102	95	88	80	70	55	34	99	96	96	94	94	92	89	83	77	71
December 2014	106	106	105	82	59	38	2	0	0	97	90	89	85	82	76	68	53	40	27
December 2015	109	109	108	67	30	0	0	0	0	96	83	80	73	68	59	47	27	13	4
December 2016	113	113	111	58	9	0	0	0	0	95	77	73	63	57	46	32	14	4	1
December 2017	116	116	114	54	1	0	0	0	0	93	70	66	54	47	35	22	7	1	*
December 2018	120	120	116	51	*	0	0	0	0	91	64	59	46	39	27	15	4	*	*
December 2019	123	123	114	48	*	0	0	0	0	90	59	53	40	32	21	10	2	*	*
December 2020	127	127	109	44	*	0	0	0	0	88	54	48	34	27	16	7	1	*	*
December 2021	131	131	102	40	*	0	0	0	0	86	49	43	29	22	12	5	*	*	*
December 2022	135	128	95	36	*	0	0	0	0	84	45	38	25	18	9	3	*	*	*
December 2023	139	120	88	31	*	0	0	0	0	81	41	34	21	15	7	2	*	*	*
December 2024	143	112	80	26	*	0	0	0	0	79	37	30	18	12	5	1	*	*	0
December 2025	148	104	73	21	*	0	0	0	0	77	33	27	15	10	4	1	*	*	0
December 2026	152	96	66	17	*	0	0	0	0	74	30	24	13	8	3	1	*	*	0
December 2027	157	88	60	14	*	0	0	0	0	71	27	21	11	7	2	*	*	*	0
December 2028	162	81	54	11	*	0	0	0	0	68	24	18	9	5	2	*	*	*	0
December 2029	166	74	49	9	*	0	0	0	0	65	21	16	7	4	1	*	*	*	0
December 2030	171	67	44	7	*	0	0	0	0	61	18	14	6	3	1	*	*	0	0
December 2031	177	61	38	5	*	0	0	0	0	58	16	12	5	3	1	*	*	0	0
December 2032	168	56	32	4	*	0	0	0	0	54	14	10	4	2	1	*	*	0	0
December 2033	157	50	27	3	*	0	0	0	0	50	12	8	3	2	*	*	*	0	0
December 2034	145	44	22	2	*	0	0	0	0	46	10	7	3	1	*	*	*	0	0
December 2035	132	37	18	2	*	0	0	0	0	41	8	6	2	1	*	*	*	0	0
December 2036	119	30	14	1	*	0	0	0	0	36	7	5	1	1	*	*	*	0	0
December 2037	104	24	11	1	*	0	0	0	0	31	5	3	1	*	*	*	*	0	0
December 2038	89	18	8	1	*	0	0	0	0	26	4	3	1	*	*	*	*	0	0
December 2039	73	13	6	*	*	0	0	0	0	20	3	2	*	*	*	*	0	0	0
December 2040	56	8	3	*	*	0	0	0	0	14	1	1	*	*	*	*	0	0	0
December 2041	29	3	1	*	*	0	0	0	0	7	*	*	*	*	*	*	0	0	0
December 2042	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average																			
Life (years)**	25.6	18.7	16.2	7.8	2.4	1.7	1.3	1.0	0.8	19.3	10.5	9.4	7.2	6.1	4.8	3.6	2.4	1.9	1.6

Date	DA and ID† Classes										DY Class									
	PSA Prepayment Assumption										PSA Prepayment Assumption									
	0%	100%	127%	200%	250%	350%	500%	800%	1100%	1400%	0%	100%	127%	200%	250%	350%	500%	800%	1100%	1400%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
December 2013	98	95	94	94	94	94	94	94	94	94	100	100	100	100	100	100	100	100	100	100
December 2014	96	86	83	83	83	83	83	79	58	40	100	100	100	100	100	100	100	100	100	100
December 2015	94	75	71	71	71	71	69	40	20	6	100	100	100	100	100	100	100	100	100	100
December 2016	92	65	60	60	60	60	47	20	6	1	100	100	100	100	100	100	100	100	100	100
December 2017	90	56	49	49	49	49	32	10	2	*	100	100	100	100	100	100	100	100	100	100
December 2018	87	47	40	40	40	40	22	5	1	0	100	100	100	100	100	100	100	100	100	31
December 2019	85	39	31	31	31	31	15	3	*	0	100	100	100	100	100	100	100	100	100	5
December 2020	82	32	24	24	24	24	10	1	0	0	100	100	100	100	100	100	100	100	97	1
December 2021	79	25	18	18	18	18	7	1	0	0	100	100	100	100	100	100	100	100	32	*
December 2022	76	18	14	14	14	14	5	*	0	0	100	100	100	100	100	100	100	100	11	*
December 2023	73	12	11	11	11	11	3	*	0	0	100	100	100	100	100	100	100	100	3	*
December 2024	69	8	8	8	8	8	2	*	0	0	100	100	100	100	100	100	100	100	1	*
December 2025	65	6	6	6	6	6	1	0	0	0	100	100	100	100	100	100	100	53	*	*
December 2026	61	5	5	5	5	5	1	0	0	0	100	100	100	100	100	100	100	26	*	*
December 2027	57	3	3	3	3	3	1	0	0	0	100	100	100	100	100	100	100	13	*	*
December 2028	53	3	3	3	3	3	*	0	0	0	100	100	100	100	100	100	100	6	*	0
December 2029	48	2	2	2	2	2	*	0	0	0	100	100	100	100	100	100	100	3	*	0
December 2030	43	1	1	1	1	1	*	0	0	0	100	100	100	100	100	100	100	2	*	0
December 2031	38	1	1	1	1	1	*	0	0	0	100	100	100	100	100	100	100	1	*	0
December 2032	32	1	1	1	1	1	0	0	0	0	100	100	100	100	100	100	95	*	*	0
December 2033	26	*	*	*	*	*	0	0	0	0	100	100	100	100	100	100	61	*	*	0
December 2034	20	*	*	*	*	*	0	0	0	0	100	100	100	100	100	100	38	*	*	0
December 2035	13	*	*	*	*	*	0	0	0	0	100	100	100	100	100	100	24	*	*	0
December 2036	6	*	*	*	*	*	0	0	0	0	100	100	100	100	100	100	14	*	*	0
December 2037	*	*	*	*	*	*	0	0	0	0	100	100	100	100	100	100	8	*	0	0
December 2038	0	0	0	0	0	0	0	0	0	0	91	91	91	91	91	91	5	*	0	0
December 2039	0	0	0	0	0	0	0	0	0	0	51	51	51	51	51	51	2	*	0	0
December 2040	0	0	0	0	0	0	0	0	0	0	23	23	23	23	23	23	1	*	0	0
December 2041	0	0	0	0	0	0	0	0	0	0	4	4	4	4	4	4	*	*	0	0
December 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	6.3	5.8	5.8	5.8	5.8	4.5	3.1	2.4	1.9	27.2	27.2	27.2	27.2	27.2	27.2	22.0	13.5	8.9	5.9

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

Date	DQ Class										FD, SD and DU Classes									
	PSA Prepayment Assumption										PSA Prepayment Assumption									
	0%	100%	127%	200%	250%	350%	500%	800%	1100%	1400%	0%	100%	127%	200%	250%	350%	500%	800%	1100%	1400%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
December 2013	100	100	100	90	90	90	90	90	90	60	100	100	100	100	100	95	85	71	41	11
December 2014	100	100	100	68	68	68	68	0	0	0	100	100	100	100	85	57	15	0	0	0
December 2015	100	100	100	43	43	43	0	0	0	0	100	100	100	100	75	28	0	0	0	0
December 2016	100	100	100	25	25	25	0	0	0	0	100	100	100	100	68	11	0	0	0	0
December 2017	100	100	100	12	12	12	0	0	0	0	100	100	100	100	64	2	0	0	0	0
December 2018	100	100	100	3	3	3	0	0	0	0	100	100	100	100	62	*	0	0	0	0
December 2019	100	100	100	0	0	0	0	0	0	0	100	100	100	98	59	*	0	0	0	0
December 2020	100	100	95	0	0	0	0	0	0	0	100	100	100	93	55	*	0	0	0	0
December 2021	100	100	86	0	0	0	0	0	0	0	100	100	100	87	51	*	0	0	0	0
December 2022	100	100	74	0	0	0	0	0	0	0	100	100	100	80	45	*	0	0	0	0
December 2023	100	100	59	0	0	0	0	0	0	0	100	100	100	72	40	*	0	0	0	0
December 2024	100	92	43	0	0	0	0	0	0	0	100	100	100	64	35	*	0	0	0	0
December 2025	100	75	27	0	0	0	0	0	0	0	100	100	100	57	30	*	0	0	0	0
December 2026	100	57	11	0	0	0	0	0	0	0	100	100	100	49	26	*	0	0	0	0
December 2027	100	39	0	0	0	0	0	0	0	0	100	100	96	43	22	*	0	0	0	0
December 2028	100	21	0	0	0	0	0	0	0	0	100	100	86	37	18	*	0	0	0	0
December 2029	100	4	0	0	0	0	0	0	0	0	100	100	76	31	15	*	0	0	0	0
December 2030	100	0	0	0	0	0	0	0	0	0	100	91	67	26	12	*	0	0	0	0
December 2031	100	0	0	0	0	0	0	0	0	0	100	80	58	22	10	*	0	0	0	0
December 2032	100	0	0	0	0	0	0	0	0	0	100	70	50	18	8	*	0	0	0	0
December 2033	100	0	0	0	0	0	0	0	0	0	100	60	42	15	6	*	0	0	0	0
December 2034	100	0	0	0	0	0	0	0	0	0	100	51	35	12	5	*	0	0	0	0
December 2035	100	0	0	0	0	0	0	0	0	0	100	43	29	9	4	*	0	0	0	0
December 2036	100	0	0	0	0	0	0	0	0	0	100	34	23	7	3	*	0	0	0	0
December 2037	90	0	0	0	0	0	0	0	0	0	100	27	18	5	2	*	0	0	0	0
December 2038	48	0	0	0	0	0	0	0	0	0	100	20	13	4	1	*	0	0	0	0
December 2039	4	0	0	0	0	0	0	0	0	0	100	14	9	2	1	*	0	0	0	0
December 2040	0	0	0	0	0	0	0	0	0	0	70	8	5	1	*	*	0	0	0	0
December 2041	0	0	0	0	0	0	0	0	0	0	36	2	1	*	*	*	0	0	0	0
December 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)**	26.0	14.4	11.5	2.9	2.9	2.9	2.1	1.5	1.2	1.0	28.6	22.5	20.6	14.9	9.5	2.4	1.4	0.9	0.7	0.6

Date	MA, IM†, MB, MC, MD and ME Classes								
	PSA Prepayment Assumption								
	0%	100%	200%	300%	441%	600%	800%	1100%	1400%
Initial Percent	100	100	100	100	100	100	100	100	100
December 2013	96	93	91	90	87	85	81	76	71
December 2014	91	84	79	74	67	60	51	39	28
December 2015	86	73	65	57	46	36	25	13	4
December 2016	81	64	53	43	32	21	12	4	1
December 2017	75	55	43	32	21	13	6	1	*
December 2018	69	47	34	24	14	7	3	*	*
December 2019	63	39	27	18	9	4	1	*	*
December 2020	57	32	21	13	6	2	1	*	*
December 2021	50	26	15	9	4	1	*	*	*
December 2022	43	20	11	6	2	1	*	*	*
December 2023	35	15	8	4	1	*	*	*	0
December 2024	27	10	5	2	1	*	*	*	0
December 2025	19	5	2	1	*	*	*	*	0
December 2026	10	1	*	*	*	*	*	*	0
December 2027	0	0	0	0	0	0	0	0	0
Weighted Average									
Life (years)**	8.6	6.2	5.1	4.2	3.4	2.8	2.3	1.9	1.6

* 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	NA, NI†, NB, NC, ND, NE and NG Classes								NZ Class							
	PSA Prepayment Assumption								PSA Prepayment Assumption							
	0%	100%	200%	338%	500%	700%	900%	1100%	0%	100%	200%	338%	500%	700%	900%	1100%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
December 2013	99	96	93	90	86	82	77	72	103	103	103	103	103	103	103	103
December 2014	97	89	83	74	64	53	42	33	106	106	106	106	106	106	106	106
December 2015	95	82	71	57	43	29	18	10	109	109	109	109	109	109	109	109
December 2016	94	75	61	44	29	16	7	2	113	113	113	113	113	113	113	113
December 2017	92	68	52	34	19	8	2	0	116	116	116	116	116	116	116	75
December 2018	90	62	44	26	12	4	0	0	120	120	120	120	120	120	107	25
December 2019	88	57	37	19	8	1	0	0	123	123	123	123	123	123	48	8
December 2020	86	52	31	15	5	0	0	0	127	127	127	127	127	106	21	3
December 2021	84	47	26	11	2	0	0	0	131	131	131	131	131	59	9	1
December 2022	82	42	22	8	1	0	0	0	135	135	135	135	135	33	4	*
December 2023	79	38	18	5	0	0	0	0	139	139	139	139	122	19	2	*
December 2024	77	34	15	3	0	0	0	0	143	143	143	143	82	10	1	*
December 2025	74	30	12	2	0	0	0	0	148	148	148	148	55	6	*	*
December 2026	71	27	10	1	0	0	0	0	152	152	152	152	37	3	*	*
December 2027	68	24	8	0	0	0	0	0	157	157	157	152	24	2	*	*
December 2028	65	21	6	0	0	0	0	0	162	162	162	115	16	1	*	*
December 2029	61	18	4	0	0	0	0	0	166	166	166	86	11	1	*	*
December 2030	58	15	3	0	0	0	0	0	171	171	171	64	7	*	*	*
December 2031	54	13	2	0	0	0	0	0	177	177	177	48	5	*	*	*
December 2032	50	11	1	0	0	0	0	0	182	182	182	35	3	*	*	*
December 2033	46	9	0	0	0	0	0	0	188	188	185	25	2	*	*	*
December 2034	41	7	0	0	0	0	0	0	193	193	146	18	1	*	*	0
December 2035	37	5	0	0	0	0	0	0	199	199	114	13	1	*	*	0
December 2036	32	3	0	0	0	0	0	0	205	205	86	9	*	*	*	0
December 2037	27	2	0	0	0	0	0	0	212	212	63	6	*	*	*	0
December 2038	21	*	0	0	0	0	0	0	218	218	44	4	*	*	*	0
December 2039	15	0	0	0	0	0	0	0	225	160	29	2	*	*	*	0
December 2040	9	0	0	0	0	0	0	0	231	94	16	1	*	*	0	0
December 2041	3	0	0	0	0	0	0	0	238	33	5	*	*	*	0	0
December 2042	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average																
Life (years)**	18.5	9.8	6.5	4.4	3.2	2.4	2.0	1.7	29.7	27.8	24.2	18.2	13.2	9.5	7.1	5.6

Date	BA Class									
	PSA Prepayment Assumption									
	0%	100%	200%	300%	500%	800%	1100%	1600%	2100%	2800%
Initial Percent	100	100	100	100	100	100	100	100	100	100
December 2013	99	94	89	85	75	62	48	23	0	0
December 2014	97	86	77	68	52	32	16	1	0	0
December 2015	96	79	66	55	36	16	5	*	0	0
December 2016	95	73	57	44	24	8	2	*	0	0
December 2017	93	67	49	35	17	4	1	*	0	0
December 2018	91	61	42	28	11	2	*	*	0	0
December 2019	90	56	36	22	8	1	*	0	0	0
December 2020	88	51	31	18	5	1	*	0	0	0
December 2021	86	47	26	14	4	*	*	0	0	0
December 2022	83	42	22	11	2	*	*	0	0	0
December 2023	81	38	19	9	2	*	*	0	0	0
December 2024	79	35	16	7	1	*	*	0	0	0
December 2025	76	31	13	5	1	*	*	0	0	0
December 2026	73	28	11	4	*	*	*	0	0	0
December 2027	70	25	9	3	*	*	*	0	0	0
December 2028	67	22	8	3	*	*	*	0	0	0
December 2029	64	20	6	2	*	*	0	0	0	0
December 2030	60	17	5	2	*	*	0	0	0	0
December 2031	56	15	4	1	*	*	0	0	0	0
December 2032	52	13	3	1	*	*	0	0	0	0
December 2033	47	11	3	1	*	*	0	0	0	0
December 2034	43	9	2	*	*	*	0	0	0	0
December 2035	38	7	2	*	*	*	0	0	0	0
December 2036	32	6	1	*	*	*	0	0	0	0
December 2037	26	4	1	*	*	*	0	0	0	0
December 2038	20	3	1	*	*	0	0	0	0	0
December 2039	14	2	*	*	*	0	0	0	0	0
December 2040	7	*	*	*	*	0	0	0	0	0
December 2041	0	0	0	0	0	0	0	0	0	0
December 2042	0	0	0	0	0	0	0	0	0	0
Weighted Average										
Life (years)**	18.8	10.0	6.5	4.7	2.9	1.8	1.2	0.7	0.4	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.

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 tax discussions below 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 and the MBS 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.

The discussions under the captions “—REMIC Elections and Special Tax Attributes,” “—Taxation of Beneficial Owners of Regular Certificates” and “—Taxation of Beneficial Owners of Residual Certificates” supplement the discussion under the caption “Material Federal Income Tax Consequences” in the REMIC Prospectus. When read together, these discussions describe the current federal income tax treatment of beneficial owners of Certificates of the Group 1, 2, 3, 4, 5, 7, 8, 9, 10, 11 and 12 Classes and the Residual Classes. For a discussion of the current federal income tax treatment of beneficial owners of Certificates of the Group 6 Classes, see “—Taxation of Beneficial Owners of Certificates of the Group 6 Classes” below.

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 Trust Certificates (other than the Group 6 Classes) 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.

Notwithstanding the foregoing, approximately 48% of the Mortgage Loans underlying the Group 1 Underlying REMIC Certificate, 100% of the Mortgage Loans underlying the Group 3 MBS, 100% of the Mortgage Loans underlying the Group 7 MBS and approximately 48% of the Mortgage Loans underlying the Group 9 MBS (in each case by principal balance at the Issue Date) have loan-to-value ratios at origination ranging from greater than 105% up to 125%. See “Description of the Certificates—The Trust MBS” and “—The Underlying REMIC and RCR Certificates” in this prospectus supplement. A portion of the Group 1, Group 3, Group 7 and Group 9 Classes may not be treated as “real estate assets” within the meaning of section 856(c)(5)(B) of the Code. See “Material Federal Income Tax Consequences—Special Tax Attributes” in the MBS Prospectus dated February 1, 2012. Accordingly, special tax considerations may apply to a real estate investment trust that holds a REMIC Certificate of a Group 1, Group 3, Group 7 or Group 9 Class, and we may be obligated to provide additional information, pursuant to Regulations under section 6049 of the Code, on such Classes. 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 Class, the Accrual Classes and the DY Class will be issued with original issue discount (“OID”), and certain other Classes of Regular 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 Regular Certificates may be treated as having been issued at a premium. See “Material Federal Income Tax Consequences—Taxation of Beneficial Owners of Regular Certificates—*Regular Certificates Purchased at a Premium*” in the REMIC Prospectus.

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

<u>Group</u>	<u>Prepayment Assumption</u>
1	200% PSA
2	300% PSA
3	300% PSA
4	300% PSA
5	300% PSA
7	205% PSA
8	300% PSA
9	250% PSA
10	441% PSA
11	338% PSA
12	300% PSA

See “Material Federal Income Tax Consequences—Taxation of Beneficial Owners of Regular Certificates—*Treatment of Original Issue Discount*” in the REMIC Prospectus. No representation is made as to whether the Mortgage Loans underlying the MBS will prepay at 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 the Group 6 Grantor Trust

Dechert LLP, special tax counsel to Fannie Mae, will deliver its opinion that, assuming compliance with the Trust Agreement, the Group 6 Grantor Trust will be classified as a grantor trust under subpart E, part I of subchapter J of the Code and not as an association taxable as a corporation. A beneficial owner of a Certificate of a Group 6 Class will be treated as owning an undivided interest in the Group 6 MBS, and the Group 6 Classes will not be treated as regular or residual interests in a REMIC.

Taxation of Beneficial Owners of Certificates of the Group 6 Classes

General. A beneficial owner of a Certificate of a Group 6 Class will be treated as owning, pursuant to section 1286 of the Code, “stripped bonds” to the extent of its share of principal payments and “stripped coupons” to the extent of its share of interest payments, as applicable. See “—Stripped Bonds and Stripped Coupons” below for a discussion of the application of section 1286 to a beneficial owner’s share of principal and interest payments. Fannie Mae intends to treat each Certificate of a Group 6 Class as a single debt instrument representing rights to future cashflows from the Group 6 MBS for purposes of information reporting. You should consult your own tax advisor as to the proper treatment of a Certificate of a Group 6 Class in this regard.

Stripped Bonds and Stripped Coupons. Under section 1286 of the Code, a beneficial owner of a Certificate of a Group 6 Class must treat the stripped bonds and stripped coupons represented by the Certificate as a debt instrument originally issued on the date the owner acquires it and as having OID equal to the excess, if any, of the “stated redemption price at maturity” of the stripped bonds and stripped coupons over the price paid by the owner to acquire such stripped bonds and stripped coupons. The stated redemption price at maturity of stripped bonds and stripped coupons represented by the Certificate of a Group 6 Class generally is equal to the sum of all distributions to be made on the stripped bonds and stripped coupons represented by the Certificate. For information reporting purposes, we intend to treat all principal and interest to be distributed on each Certificate of a Group 6 Class as included in the stated redemption price at maturity and, as a result, each Certificate of a Group 6 Class will be treated as if issued with OID.

The beneficial owner of a Certificate of a Group 6 Class must include in its ordinary income for federal income tax purposes, generally in advance of receipt of the cash attributable to that income, the sum of the “daily portions” of OID on its Certificate for each day during its taxable year on which it held that Certificate. The daily portions of OID are determined as follows:

- First, the portion of OID that accrued during each “accrual period” is calculated;
- then, the OID accruing during an accrual period is allocated ratably to each day during the period to determine the daily portion of OID.

Final regulations issued by the Treasury Department relating to the tax treatment of debt instruments with OID (the “OID Regulations”) provide that a holder of a debt instrument may use an accrual period of any length, up to one year, as long as each distribution of principal or interest

occurs on either the final day or the first day of an accrual period. We intend to report OID based on accrual periods of one month. Each of these accrual periods will begin on a Distribution Date and end on the day before the next Distribution Date.

Although the matter is not entirely clear, a beneficial owner of a Certificate of a Group 6 Class should determine the amount of OID accruing during any accrual period with respect to that Certificate using the method described in section 1272(a)(6) of the Code. Under section 1272(a)(6), the portion of OID treated as accruing with respect to a Certificate of a Group 6 Class for any accrual period equals the excess, if any, of

- the sum of (A) the present values of all the distributions of principal and interest remaining to be made on that Certificate, if any, as of the end of the accrual period; and (B) the distributions made on that Certificate during the accrual period of amounts included in the stated redemption price at maturity;

over

- the sum of the present values of all the distributions of principal and interest remaining to be made on that Certificate as of the beginning of the accrual period.

The present values of the remaining distributions of principal and interest with respect to a Certificate of a Group 6 Class are calculated based on the following:

- an assumption that the Mortgage Loans underlying the Group 6 MBS prepay at a specified rate (the “Prepayment Assumption”),
- the yield to maturity of the stripped bonds and stripped coupons backing the Certificate giving effect to the Prepayment Assumption,
- events (including actual prepayments) that have occurred prior to the end of the accrual period, and
- in the case of a Certificate bearing a variable rate of interest, an assumption that the value of the index upon which the variable rate is based remains the same as its value on the settlement date.

Each beneficial owner of a Certificate of a Group 6 Class must determine its yield to maturity based on its purchase price for the Certificate. For a particular beneficial owner of a Certificate of a Group 6 Class, it is not clear whether the Prepayment Assumption used for calculating OID would be one determined at the time that Certificate is acquired or would be the original Prepayment Assumption for that Certificate. For information reporting purposes, we will use the original yield to maturity of that Certificate, calculated based on the original Prepayment Assumption. You should consult your own tax advisor regarding the proper method for accruing OID on a Certificate of a Group 6 Class.

The Code requires that the Prepayment Assumption be determined in the manner prescribed in Treasury Regulations. To date, no such regulations have been promulgated. For information reporting purposes, we will assume a Prepayment Assumption equal to 300% PSA for the Mortgage Loans underlying the Group 6 MBS. We make no representation, however, that the Mortgage Loans underlying the Group 6 MBS will prepay at that rate or any other rate. You must make your own decision as to the appropriate prepayment assumption to be used in deciding whether or not to purchase a Certificate of a Group 6 Class.

If a Certificate of a Group 6 Class entitles the holder to payments of principal and interest, the IRS could contend that the interest payments on that Certificate should be treated as payments of “qualified stated interest” within the meaning of the OID Regulations. In that case, a beneficial owner would be required to include such payments in income, in accordance with its method of accounting, rather than to accrue OID with respect to such payments. If the beneficial owner in that case had acquired the Certificate for less than its principal amount, such beneficial

owner generally would have market discount with respect to the Certificate. For a discussion of the market discount rules, see “Material Federal Income Tax Consequences—Application of Revenue Ruling 84-10—*Market Discount*” in the MBS Prospectus. Further, if the beneficial owner had purchased the Certificate for an amount (net of accrued interest) greater than the outstanding principal amount of the Certificate, the beneficial owner generally would have premium with respect to the Certificate in the amount of the excess. Such a purchaser may elect, under section 171(c)(2) of the Code, to treat the premium as “amortizable bond premium.”

If a beneficial owner makes this election, the beneficial owner must reduce the amount of any payment of qualified stated interest that must be included in the beneficial owner’s income for a period by the portion of the premium allocable to the period based on the Certificate’s yield to maturity. Correspondingly, the beneficial owner must reduce its basis in the Certificate by the amount of premium applied to reduce any interest income. The election will also apply to all bonds the interest on which is not excludible from gross income (“fully taxable bonds”) held by the beneficial owner at the beginning of the first taxable year to which the election applies and to all fully taxable bonds that it acquires after the beginning of that taxable year. A beneficial owner may revoke the election only with the consent of the IRS.

If a beneficial owner does not elect to amortize premium, (i) the beneficial owner must include the full amount of each payment of qualified stated interest in income, and (ii) the premium must be allocated to the principal distributions on the Certificate and, when each principal distribution is received, a loss equal to the premium allocated to that distribution will be recognized. Any tax benefit from the premium not previously recognized will be taken into account in computing gain or loss upon the sale or disposition of the Certificate.

Because we will treat all Certificates of the Group 6 Classes as being issued with OID (and as not paying qualified stated interest) for information reporting purposes, you should consult your own tax advisors as to the proper treatment of a Certificate of a Group 6 Class in this regard.

Expenses of the Group 6 Grantor Trust. Each beneficial owner of a Certificate of the Group 6 Classes will be required to include in income its allocable share of the expenses paid by the Group 6 Grantor Trust. Each beneficial owner of a Certificate of the Group 6 Classes can deduct its allocable share of such expenses as provided in section 162 or section 212 of the Code, consistent with its method of accounting. Fannie Mae intends to allocate expenses to beneficial owners in each monthly period in proportion to the respective amounts of income (including any OID) accrued for each Group 6 Class of Certificates. A beneficial owner’s ability to deduct its share of these expenses is limited under section 67 of the Code in the case of (i) estates and trusts, and (ii) individuals owning an interest in a Certificate of the Group 6 Classes directly or through an investment in a “pass-through entity” (other than in connection with such individual’s trade or business). Pass-through entities include partnerships, S corporations, grantor trusts, certain limited liability companies and non-publicly offered regulated investment companies, but do not include estates, non-grantor trusts, cooperatives, real estate investment trusts and publicly offered regulated investment companies. Generally, such a beneficial owner can deduct its share of these costs only to the extent that these costs, when aggregated with certain of the beneficial owner’s other miscellaneous itemized deductions, exceed 2% of the beneficial owner’s adjusted gross income. For this purpose, an estate or nongrantor trust computes adjusted gross income in the same manner as in the case of an individual, except that deductions for administrative expenses of the estate or trust that would not have been incurred if the property were not held in the trust or estate are treated as allowable in arriving at adjusted gross income. In addition, section 68 of the Code may provide for certain limitations on certain itemized deductions otherwise allowable for a beneficial owner who is an individual. Further, a beneficial owner may not be able to deduct any portion of these costs in computing its alternative minimum tax liability.

Sales and Other Dispositions of Certificates of the Group 6 Classes. Upon the sale, exchange or other disposition of a Certificate of the Group 6 Classes, a beneficial owner generally will

recognize gain or loss equal to the difference between the amount realized upon the disposition and the beneficial owner's adjusted basis in that Certificate. The adjusted basis of a Certificate of a Group 6 Class generally will equal the cost of that Certificate to the beneficial owner, increased by any amounts of OID and market discount included in the beneficial owner's gross income with respect to that Certificate, and reduced (but not below zero) by distributions on that Certificate previously received by the beneficial owner as principal (or as amounts constituting stated redemption price at maturity) and by any premium that has reduced the beneficial owner's interest income with respect to that Certificate. Any such gain or loss generally will be capital gain or loss, except (i) as provided in section 582(c) of the Code (which generally applies to banks) or (ii) to the extent any gain represents OID or accrued market discount not previously included in income (to which extent such gain would be treated as ordinary income). Any capital gain (or loss) recognized upon the sale, exchange or other disposition of a Certificate of a Group 6 Class will be long-term capital gain (or loss) if at the time of disposition the beneficial owner held that Certificate for more than one year. The ability to deduct capital losses is subject to limitations.

Special Tax Attributes. Several sections of the Code provide beneficial treatment to certain taxpayers that invest in mortgage loans of the type that back or comprise the Certificates of the Group 6 Classes. With respect to these Code sections, no specific legal authority exists regarding whether the character of the Certificates of the Group 6 Classes will be the same as that of the mortgage loans that back or comprise the Group 6 MBS. Although the characterization of the Certificates of the Group 6 Classes for these purposes is not entirely clear, to the extent that a Mortgage Loan underlying the Group 6 MBS has a loan-to-value ratio in excess of 100% (that is, the principal balance of the mortgage loan exceeds the fair market value of the real property securing the loan), the interest income on the portion of the Mortgage Loan in excess of the value of the real property will not be interest on obligations secured by mortgages on real property within the meaning of section 856(c)(3)(B) of the Code and such excess portion will not be a real estate asset within the meaning of section 856(c)(5)(B) of the Code. The excess portion should represent a "Government security" within the meaning of section 856(c)(4)(A) of the Code. A holder of a Certificate of the Group 6 Classes that is a real estate investment trust should consult its tax advisor concerning the treatment of such excess portion.

It is not certain whether or to what extent a mortgage loan with a loan-to-value ratio in excess of 100% qualifies as a loan secured by an interest in real property for purposes of section 7701(a)(19)(C)(v) of the Code. Even if the property securing the mortgage loan does not meet this test, the certificates will be treated as "obligations of a corporation which is an instrumentality of the United States" within the meaning of section 7701(a)(19)(C)(ii) of the Code. Thus, a Certificate of the Group 6 Classes will be a qualifying asset for a domestic building and loan association.

A mortgage loan with a loan-to-value ratio in excess of 125% is not a "qualified mortgage" within the meaning of section 860G(a)(3) of the Code. Accordingly, a Certificate of the Group 6 Classes will not be an eligible asset for a REMIC. For a discussion of the special tax characteristics of certain types of mortgage loans, see "Material Federal Income Tax Consequences—Special Tax Attributes" in the MBS Prospectus.

Information Reporting and Backup Withholding for Certificates of the Group 6 Classes. For each distribution, we will post on our Corporate Web site information that will allow beneficial owners to determine (i) the portion of such distribution allocable to principal and to interest, (ii) the amount, if any, of OID and market discount and (iii) the administrative expenses allocable to such distribution.

Payments of interest and principal, as well as payments of proceeds from the sale of the Certificates of the Group 6 Classes, may be subject to the backup withholding tax under section 3406 of the Code if the recipient of the payment is not an exempt recipient and fails to furnish certain information, including its taxpayer identification number, to us or our agent, or otherwise fails to establish an exemption from such tax. Any amounts deducted and withheld from such a

payment would be allowed as a credit against the beneficial owner's federal income tax. Furthermore, certain penalties may be imposed by the IRS on a holder or owner who is required to supply information but who does not do so in the proper manner.

Foreign Investors in Certificates of the Group 6 Classes. Additional rules apply to a beneficial owner of a Certificate of the Group 6 Classes that is not a U.S. Person and that is not a partnership (a "Non-U.S. Person"). "U.S. Person" means a citizen or resident of the United States, a corporation (or other entity taxable as a corporation) created or organized in or under the laws of the United States or any state thereof or the District of Columbia, an estate the income of which is subject to U.S. federal income tax regardless of the source of its income, or a trust if a court within the United States can exercise primary supervision over its administration and at least one U.S. Person has the authority to control all substantial decisions of the trust.

Payments on a Certificate of the Group 6 Classes made to, or on behalf of, a beneficial owner that is a Non-U.S. Person generally will be exempt from U.S. federal income and withholding taxes, provided the following conditions are satisfied:

- the beneficial owner does not hold the Certificate in connection with its conduct of a trade or business in the United States;
- the beneficial owner is not, with respect to the United States, a personal holding company or a corporation that accumulates earnings in order to avoid U.S. federal income tax;
- the beneficial owner is not a U.S. expatriate or former U.S. resident who is taxable in the manner provided in section 877(b) of the Code;
- the beneficial owner is not an excluded person (i.e., a 10-percent shareholder of Fannie Mae within the meaning of section 871(h)(3)(B) of the Code or a controlled foreign corporation related to Fannie Mae within the meaning of section 881(c)(3)(C) of the Code);
- the beneficial owner signs a statement under penalties of perjury certifying that it is a Non-U.S. Person and provides its name, address and taxpayer identification number (a "Non-U.S. Beneficial Owner Statement");
- the last U.S. Person in the chain of payment to the beneficial owner (the withholding agent) receives such Non-U.S. Beneficial Ownership Statement from the beneficial owner or a financial institution holding on behalf of the beneficial owner and does not have actual knowledge that such statement is false; and
- the Certificate represents an undivided interest in a pool of mortgage loans all of which were originated after July 18, 1984.

That portion of interest income of a beneficial owner who is a Non-U.S. Person on a Certificate that represents an interest in one or more mortgage loans originated before July 19, 1984 will be subject to a U.S. withholding tax at the rate of 30 percent or lower treaty rate, if applicable. Regardless of the date of origination of the mortgage loans, backup withholding will not apply to payments made to a beneficial owner that is a Non-U.S. Person if the beneficial owner or a financial institution holding on behalf of the beneficial owner provides a Non-U.S. Beneficial Ownership Statement to the withholding agent. A Non-U.S. Beneficial Ownership Statement may be made on an IRS Form W-8BEN or a substantially similar substitute form. The beneficial owner or financial institution holding on behalf of the beneficial owner must inform the withholding agent of any change in the information on the statement within 30 days of such change.

A beneficial owner of a Certificate of the Group 6 Classes who is a Non-U.S. Person should be aware of recent legislation and IRS guidance that would impose a 30 percent United States withholding tax on certain payments (which could include payments in respect of a Certificate beginning on January 1, 2014 and gross proceeds from the sale or other disposition of a Certificate beginning on January 1, 2015) made to a non-U.S. entity that fails to disclose the identity of its

direct or indirect “substantial U.S. owners” or to certify that it has no such owners. Various exceptions are provided under the legislation and additional exceptions may be provided in future guidance. You should consult your own tax advisor regarding the potential application and impact of this legislation based on your particular circumstances.

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 Citigroup Global Markets Inc. (the “Dealer”) in exchange for the Underlying REMIC and RCR Certificates and the Trust 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. Cleary Gottlieb Steen & Hamilton LLP will provide legal representation for the Dealer.

Group 1 Underlying REMIC 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	December 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)
2012-125	GC	October 2012	3136A9E79	2.0%	FIX	June 2042	PAC	\$87,162,000	0.994777529	\$46,666,898.40	4.045%	347	2

(1) See “Description of the Certificates—Class Definitions and Abbreviations” in the REMIC Prospectus.

Group 12 Underlying REMIC and RCR Certificates

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	December 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)
2012-119	AC	October 2012	3136A9NNM6	2.5%	FIX	December 2041	SC/SPS/AD	\$39,280,630	0.89496106	\$ 5,369,766.36	(2)	(2)	(2)
2012-119	CA	October 2012	3136A9NN4	2.5	FIX	December 2041	SC/SP/AD	48,009,658	0.98285762	7,207,622.22	(2)	(2)	(2)
2012-119	CB	October 2012	3136A9NU8	2.5	FIX	December 2041	SC/SPQ/AD	87,290,288	0.94330417	36,522,906.51	(2)	(2)	(2)
2012-119	CZ	October 2012	3136A9NP9	2.5	FIX/Z	December 2041	SC/SPQ	1,502,540	1.00417101	899,705.09	(2)	(2)	(2)

(1) See “Description of the Certificates—Class Definitions and Abbreviations” in the REMIC Prospectus.

(2) The Group 12 Underlying REMIC and RCR Certificates are backed by the Fannie Mae RCR certificate 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)
2011-125-DL	FIX	PT	4.415%	340	17

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.

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								
LI	\$ 45,797,213(3)	IG	\$ 96,001,901(3)	NTL	4.000%	FIX/IO	3136AA4R3	January 2043
IL	50,204,688(3)							
Recombination 2								
LO	160,655,000	LA	160,655,000	SEQ	1.750	FIX	3136AA4Q5	May 2041
LJ	160,655,000(3)							
LK	160,655,000(3)							
Recombination 3								
ZA	10,697,552	ZK	14,261,084	SUP	3.000	FIX/Z	3136AA4S1	January 2043
ZB	3,563,532							
Recombination 4								
FD	8,510,266	DU	21,275,665	SUP	2.000	FIX	3136AA4T9	January 2043
SD	12,765,399							
Recombination 5								
MA	22,392,191	MB	22,392,191	PT	1.250	FIX	3136AA4U6	January 2028
IM	933,008(3)							
Recombination 6								
MA	22,392,191	MC	22,392,191	PT	1.375	FIX	3136AA4V4	January 2028
IM	1,866,016(3)							
Recombination 7								
MA	22,392,191	MD	22,392,191	PT	1.500	FIX	3136AA4W2	January 2028
IM	2,799,024(3)							
Recombination 8								
MA	22,392,191	ME	22,392,191	PT	2.000	FIX	3136AA4X0	January 2028
IM	6,531,056(3)							
Recombination 9								
NA	103,506,000	NB	103,506,000	SEQ/AD	1.500	FIX	3136AA4Y8	June 2042
NI	8,625,500(3)							

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 10								
NA	\$103,506,000	NC	\$103,506,000	SEQ/AD	1.750%	FIX	3136AA4Z5	June 2042
NI	17,251,000(3)							
Recombination 11								
NA	103,506,000	ND	103,506,000	SEQ/AD	2.000	FIX	3136AA5A9	June 2042
NI	25,876,500(3)							
Recombination 12								
NA	103,506,000	NE	103,506,000	SEQ/AD	2.500	FIX	3136AA5B7	June 2042
NI	43,127,500(3)							
Recombination 13								
NA	103,506,000	NG	103,506,000	SEQ/AD	3.000	FIX	3136AA5C5	June 2042
NI	60,378,500(3)							
Recombination 14								
CL	85,000,000	C	85,000,000	PT	1.500	FIX	3136AA3A1	January 2028
IC	6,071,429(3)							

(1) Trust 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 Trust 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 Trust 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 Trust 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 principal balances. These Classes are Interest Only Classes. See page S-7 for a description of how their notional principal balances are calculated.

Principal Balance Schedules

GA 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	\$46,581,000.00	August 2017	\$26,396,193.55	April 2022	\$ 9,289,770.81
January 2013	46,422,921.53	September 2017	26,026,475.23	May 2022	9,083,258.85
February 2013	46,250,176.04	October 2017	25,658,845.50	June 2022	8,880,518.61
March 2013	46,062,832.49	November 2017	25,293,293.27	July 2022	8,681,483.17
April 2013	45,860,968.94	December 2017	24,929,807.52	August 2022	8,486,086.80
May 2013	45,644,672.51	January 2018	24,568,377.29	September 2022	8,294,264.90
June 2013	45,415,480.30	February 2018	24,208,991.66	October 2022	8,105,954.00
July 2013	45,174,478.15	March 2018	23,851,639.79	November 2022	7,921,091.74
August 2013	44,921,763.88	April 2018	23,496,310.87	December 2022	7,739,616.83
September 2013	44,657,441.35	May 2018	23,142,994.17	January 2023	7,561,469.06
October 2013	44,381,620.46	June 2018	22,791,679.01	February 2023	7,386,589.26
November 2013	44,094,417.02	July 2018	22,442,354.76	March 2023	7,214,919.29
December 2013	43,795,952.70	August 2018	22,095,010.85	April 2023	7,046,402.04
January 2014	43,486,354.95	September 2018	21,749,636.75	May 2023	6,880,981.37
February 2014	43,165,756.90	October 2018	21,406,222.01	June 2023	6,718,602.14
March 2014	42,834,297.28	November 2018	21,064,756.22	July 2023	6,559,210.16
April 2014	42,492,120.31	December 2018	20,725,229.02	August 2023	6,402,752.19
May 2014	42,139,375.60	January 2019	20,387,630.11	September 2023	6,249,175.92
June 2014	41,776,218.05	February 2019	20,051,949.25	October 2023	6,098,429.95
July 2014	41,402,807.73	March 2019	19,718,176.24	November 2023	5,950,463.77
August 2014	41,019,309.77	April 2019	19,386,300.94	December 2023	5,805,227.77
September 2014	40,625,894.23	May 2019	19,056,313.27	January 2024	5,662,673.19
October 2014	40,222,735.98	June 2019	18,728,203.18	February 2024	5,522,752.12
November 2014	39,810,014.58	July 2019	18,401,960.70	March 2024	5,385,417.51
December 2014	39,387,914.13	August 2019	18,077,575.89	April 2024	5,250,623.11
January 2015	38,956,623.13	September 2019	17,755,038.88	May 2024	5,118,323.49
February 2015	38,516,334.36	October 2019	17,434,339.84	June 2024	4,988,474.00
March 2015	38,078,507.93	November 2019	17,115,468.99	July 2024	4,861,030.79
April 2015	37,643,130.82	December 2019	16,798,416.60	August 2024	4,735,950.77
May 2015	37,210,190.07	January 2020	16,483,173.00	September 2024	4,613,191.60
June 2015	36,779,672.79	February 2020	16,169,728.56	October 2024	4,492,711.68
July 2015	36,351,566.17	March 2020	15,858,073.71	November 2024	4,374,470.15
August 2015	35,925,857.44	April 2020	15,548,198.93	December 2024	4,258,426.86
September 2015	35,502,533.93	May 2020	15,240,094.73	January 2025	4,144,542.36
October 2015	35,081,583.00	June 2020	14,933,751.69	February 2025	4,032,777.89
November 2015	34,662,992.11	July 2020	14,629,160.44	March 2025	3,923,095.38
December 2015	34,246,748.76	August 2020	14,326,311.64	April 2025	3,815,457.42
January 2016	33,832,840.53	September 2020	14,028,332.36	May 2025	3,709,827.25
February 2016	33,421,255.06	October 2020	13,735,741.11	June 2025	3,606,168.77
March 2016	33,011,980.04	November 2020	13,448,442.96	July 2025	3,504,446.50
April 2016	32,605,003.25	December 2020	13,166,344.62	August 2025	3,404,625.60
May 2016	32,200,312.52	January 2021	12,889,354.42	September 2025	3,306,671.82
June 2016	31,797,895.74	February 2021	12,617,382.26	October 2025	3,210,551.53
July 2016	31,397,740.86	March 2021	12,350,339.62	November 2025	3,116,231.69
August 2016	30,999,835.91	April 2021	12,088,139.50	December 2025	3,023,679.82
September 2016	30,604,168.96	May 2021	11,830,696.41	January 2026	2,932,864.04
October 2016	30,210,728.16	June 2021	11,577,926.35	February 2026	2,843,753.01
November 2016	29,819,501.72	July 2021	11,329,746.77	March 2026	2,756,315.95
December 2016	29,430,477.90	August 2021	11,086,076.55	April 2026	2,670,522.63
January 2017	29,043,645.03	September 2021	10,846,835.97	May 2026	2,586,343.33
February 2017	28,658,991.49	October 2021	10,611,946.72	June 2026	2,503,748.87
March 2017	28,276,505.73	November 2021	10,381,331.81	July 2026	2,422,710.58
April 2017	27,896,176.26	December 2021	10,154,915.62	August 2026	2,343,200.29
May 2017	27,517,991.65	January 2022	9,932,623.82	September 2026	2,265,190.34
June 2017	27,141,940.53	February 2022	9,714,383.39	October 2026	2,188,653.55
July 2017	26,768,011.58	March 2022	9,500,122.56	November 2026	2,113,563.22

GA 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>
December 2026	\$ 2,039,893.12	February 2028	\$ 1,144,001.44	April 2029	\$ 460,553.96
January 2027	1,967,617.48	March 2028	1,088,783.86	May 2029	418,511.35
February 2027	1,896,710.99	April 2028	1,034,624.67	June 2029	377,285.29
March 2027	1,827,148.79	May 2028	981,504.51	July 2029	336,860.71
April 2027	1,758,906.45	June 2028	929,404.36	August 2029	297,222.83
May 2027	1,691,959.99	July 2028	878,305.55	September 2029	258,357.12
June 2027	1,626,285.83	August 2028	828,189.72	October 2029	220,249.32
July 2027	1,561,860.82	September 2028	779,038.86	November 2029	182,885.43
August 2027	1,498,662.21	October 2028	730,835.26	December 2029	146,251.68
September 2027	1,436,667.67	November 2028	683,561.54	January 2030	110,334.55
October 2027	1,375,855.26	December 2028	637,200.62	February 2030	75,120.79
November 2027	1,316,203.42	January 2029	591,735.73	March 2030	40,597.35
December 2027	1,257,690.97	February 2029	547,150.40	April 2030	6,751.43
January 2028	1,200,297.12	March 2029	503,428.44	May 2030 and thereafter	0.00

Aggregate Group I Planned Balances

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
Initial Balance	\$42,388,000.00	March 2016	\$25,979,756.08	June 2019	\$ 9,772,692.89
January 2013	42,197,618.24	April 2016	25,476,359.45	July 2019	9,498,008.23
February 2013	42,021,157.78	May 2016	24,976,822.24	August 2019	9,230,931.45
March 2013	41,824,542.80	June 2016	24,481,110.95	September 2019	8,971,254.22
April 2013	41,607,887.61	July 2016	23,989,192.33	October 2019	8,718,773.82
May 2013	41,371,326.68	August 2016	23,501,033.43	November 2019	8,473,293.07
June 2013	41,115,014.52	September 2016	23,016,601.53	December 2019	8,234,620.14
July 2013	40,839,125.62	October 2016	22,535,864.19	January 2020	8,002,568.39
August 2013	40,544,635.71	November 2016	22,058,789.23	February 2020	7,776,956.27
September 2013	40,235,178.37	December 2016	21,585,344.72	March 2020	7,557,607.16
October 2013	39,910,908.31	January 2017	21,115,499.01	April 2020	7,344,349.22
November 2013	39,571,991.61	February 2017	20,649,220.66	May 2020	7,137,015.30
December 2013	39,218,605.59	March 2017	20,186,478.53	June 2020	6,935,442.80
January 2014	38,850,938.65	April 2017	19,727,241.71	July 2020	6,739,473.52
February 2014	38,469,190.06	May 2017	19,271,479.52	August 2020	6,548,953.59
March 2014	38,073,569.79	June 2017	18,819,161.55	September 2020	6,363,733.29
April 2014	37,664,298.28	July 2017	18,370,257.64	October 2020	6,183,667.00
May 2014	37,241,606.22	August 2017	17,925,048.83	November 2020	6,008,613.07
June 2014	36,805,734.33	September 2017	17,484,963.11	December 2020	5,838,433.68
July 2014	36,356,933.08	October 2017	17,049,943.74	January 2021	5,672,994.78
August 2014	35,895,462.44	November 2017	16,619,934.61	February 2021	5,512,165.97
September 2014	35,421,591.59	December 2017	16,194,880.21	March 2021	5,355,820.39
October 2014	34,935,598.67	January 2018	15,774,725.60	April 2021	5,203,834.65
November 2014	34,437,770.43	February 2018	15,359,416.48	May 2021	5,056,088.72
December 2014	33,928,401.92	March 2018	14,948,899.11	June 2021	4,912,465.83
January 2015	33,407,796.22	April 2018	14,543,120.34	July 2021	4,772,852.41
February 2015	32,876,264.04	May 2018	14,142,027.61	August 2021	4,637,137.98
March 2015	32,334,123.41	June 2018	13,746,602.65	September 2021	4,505,215.06
April 2015	31,781,699.34	July 2018	13,362,086.26	October 2021	4,376,979.13
May 2015	31,233,558.54	August 2018	12,988,180.61	November 2021	4,252,328.51
June 2015	30,689,664.13	September 2018	12,624,595.97	December 2021	4,131,164.27
July 2015	30,149,979.47	October 2018	12,271,050.43	January 2022	4,013,390.23
August 2015	29,614,468.26	November 2018	11,927,269.73	February 2022	3,898,912.79
September 2015	29,083,094.46	December 2018	11,592,987.03	March 2022	3,787,640.93
October 2015	28,555,822.34	January 2019	11,267,942.72	April 2022	3,679,486.13
November 2015	28,032,616.46	February 2019	10,951,884.24	May 2022	3,574,362.25
December 2015	27,513,441.63	March 2019	10,644,565.85	June 2022	3,472,185.53
January 2016	26,998,262.98	April 2019	10,345,748.50	July 2022	3,372,874.50
February 2016	26,487,045.90	May 2019	10,055,199.60	August 2022	3,276,349.92

Aggregate Group I (Continued)

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
September 2022	\$ 3,182,534.71	August 2027	\$ 552,845.24	July 2032	\$ 85,340.50
October 2022	3,091,353.89	September 2027	536,275.30	August 2032	82,534.77
November 2022	3,002,734.55	October 2027	520,185.43	September 2032	79,814.67
December 2022	2,916,605.76	November 2027	504,562.03	October 2032	77,177.69
January 2023	2,832,898.55	December 2027	489,391.89	November 2032	74,621.39
February 2023	2,751,545.83	January 2028	474,662.15	December 2032	72,143.38
March 2023	2,672,482.34	February 2028	460,360.31	January 2033	69,741.37
April 2023	2,595,644.61	March 2028	446,474.23	February 2033	67,413.12
May 2023	2,520,970.92	April 2028	432,992.11	March 2033	65,156.44
June 2023	2,448,401.24	May 2028	419,902.45	April 2033	62,969.24
July 2023	2,377,877.18	June 2028	407,194.12	May 2033	60,849.46
August 2023	2,309,341.94	July 2028	394,856.25	June 2033	58,795.09
September 2023	2,242,740.31	August 2028	382,878.32	July 2033	56,804.22
October 2023	2,178,018.57	September 2028	371,250.06	August 2033	54,874.96
November 2023	2,115,124.49	October 2028	359,961.53	September 2033	53,005.47
December 2023	2,054,007.25	November 2028	349,003.03	October 2033	51,194.00
January 2024	1,994,617.44	December 2028	338,365.16	November 2033	49,438.82
February 2024	1,936,907.03	January 2029	328,038.77	December 2033	47,738.25
March 2024	1,880,829.27	February 2029	318,014.97	January 2034	46,090.66
April 2024	1,826,338.72	March 2029	308,285.11	February 2034	44,494.50
May 2024	1,773,391.18	April 2029	298,840.80	March 2034	42,948.21
June 2024	1,721,943.68	May 2029	289,673.87	April 2034	41,450.31
July 2024	1,671,954.40	June 2029	280,776.39	May 2034	39,999.37
August 2024	1,623,382.71	July 2029	272,140.64	June 2034	38,593.97
September 2024	1,576,189.06	August 2029	263,759.13	July 2034	37,232.75
October 2024	1,530,335.03	September 2029	255,624.57	August 2034	35,914.39
November 2024	1,485,783.21	October 2029	247,729.88	September 2034	34,637.61
December 2024	1,442,497.28	November 2029	240,068.18	October 2034	33,401.16
January 2025	1,400,441.86	December 2029	232,632.78	November 2034	32,203.82
February 2025	1,359,582.58	January 2030	225,417.19	December 2034	31,044.43
March 2025	1,319,886.02	February 2030	218,415.08	January 2035	29,921.84
April 2025	1,281,319.66	March 2030	211,620.31	February 2035	28,834.94
May 2025	1,243,851.89	April 2030	205,026.93	March 2035	27,782.65
June 2025	1,207,451.98	May 2030	198,629.13	April 2035	26,763.94
July 2025	1,172,090.03	June 2030	192,421.27	May 2035	25,777.79
August 2025	1,137,736.98	July 2030	186,397.89	June 2035	24,823.20
September 2025	1,104,364.57	August 2030	180,553.66	July 2035	23,899.24
October 2025	1,071,945.32	September 2030	174,883.42	August 2035	23,004.96
November 2025	1,040,452.50	October 2030	169,382.13	September 2035	22,139.47
December 2025	1,009,860.13	November 2030	164,044.91	October 2035	21,301.89
January 2026	980,142.95	December 2030	158,867.03	November 2035	20,491.37
February 2026	951,276.40	January 2031	153,843.86	December 2035	19,707.10
March 2026	923,236.57	February 2031	148,970.93	January 2036	18,948.26
April 2026	896,000.26	March 2031	144,243.89	February 2036	18,214.09
May 2026	869,544.87	April 2031	139,658.51	March 2036	17,503.83
June 2026	843,848.46	May 2031	135,210.68	April 2036	16,816.75
July 2026	818,889.67	June 2031	130,896.40	May 2036	16,152.13
August 2026	794,647.75	July 2031	126,711.80	June 2036	15,509.29
September 2026	771,102.51	August 2031	122,653.11	July 2036	14,887.57
October 2026	748,234.34	September 2031	118,716.65	August 2036	14,286.31
November 2026	726,024.16	October 2031	114,898.88	September 2036	13,704.87
December 2026	704,453.42	November 2031	111,196.34	October 2036	13,142.66
January 2027	683,504.09	December 2031	107,605.67	November 2036	12,599.08
February 2027	663,158.64	January 2032	104,123.60	December 2036	12,073.54
March 2027	643,400.02	February 2032	100,746.96	January 2037	11,565.50
April 2027	624,211.65	March 2032	97,472.68	February 2037	11,074.42
May 2027	605,577.44	April 2032	94,297.76	March 2037	10,599.75
June 2027	587,481.71	May 2032	91,219.29	April 2037	10,141.00
July 2027	569,909.25	June 2032	88,234.45	May 2037	9,697.67

Aggregate Group I (Continued)

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
June 2037	\$ 9,269.28	October 2038	\$ 4,105.57	February 2040	\$ 1,205.14
July 2037	8,855.36	November 2038	3,870.02	March 2040	1,075.50
August 2037	8,455.46	December 2038	3,642.84	April 2040	950.78
September 2037	8,069.14	January 2039	3,423.77	May 2040	830.83
October 2037	7,695.98	February 2039	3,212.55	June 2040	715.48
November 2037	7,335.57	March 2039	3,008.92	July 2040	604.59
December 2037	6,987.49	April 2039	2,812.64	August 2040	498.00
January 2038	6,651.37	May 2039	2,623.48	September 2040	395.57
February 2038	6,326.82	June 2039	2,441.19	October 2040	297.16
March 2038	6,013.49	July 2039	2,265.56	November 2040	202.64
April 2038	5,711.01	August 2039	2,096.37	December 2040	111.87
May 2038	5,419.05	September 2039	1,933.41	January 2041	24.72
June 2038	5,137.26	October 2039	1,776.48	February 2041 and thereafter	0.00
July 2038	4,865.33	November 2039	1,625.37		
August 2038	4,602.94	December 2039	1,479.90		
September 2038	4,349.79	January 2040	1,339.89		

Aggregate Group II Planned Balances

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
Initial Balance	\$75,061,000.00	January 2016	\$52,630,151.72	February 2019	\$28,598,182.21
January 2013	74,801,831.78	February 2016	51,891,209.36	March 2019	28,035,337.74
February 2013	74,518,862.54	March 2016	51,157,644.11	April 2019	27,476,652.74
March 2013	74,212,212.60	April 2016	50,429,418.89	May 2019	26,922,098.36
April 2013	73,882,017.88	May 2016	49,706,496.88	June 2019	26,371,645.92
May 2013	73,528,429.81	June 2016	48,988,841.52	July 2019	25,825,266.95
June 2013	73,151,615.25	July 2016	48,276,416.47	August 2019	25,282,933.17
July 2013	72,751,756.36	August 2016	47,569,185.65	September 2019	24,744,616.48
August 2013	72,329,050.48	September 2016	46,867,113.23	October 2019	24,210,288.98
September 2013	71,883,709.98	October 2016	46,170,163.61	November 2019	23,685,248.49
October 2013	71,415,962.11	November 2016	45,478,301.43	December 2019	23,171,295.78
November 2013	70,926,048.81	December 2016	44,791,491.57	January 2020	22,668,201.02
December 2013	70,414,226.51	January 2017	44,109,699.14	February 2020	22,175,739.09
January 2014	69,880,765.93	February 2017	43,432,889.50	March 2020	21,693,689.46
February 2014	69,325,951.84	March 2017	42,761,028.23	April 2020	21,221,836.13
March 2014	68,750,082.82	April 2017	42,094,081.15	May 2020	20,759,967.50
April 2014	68,153,471.00	May 2017	41,432,014.31	June 2020	20,307,876.32
May 2014	67,536,441.79	June 2017	40,774,793.98	July 2020	19,865,359.56
June 2014	66,899,333.59	July 2017	40,122,386.67	August 2020	19,432,218.37
July 2014	66,242,497.47	August 2017	39,474,759.10	September 2020	19,008,257.95
August 2014	65,566,296.88	September 2017	38,831,878.23	October 2020	18,593,287.51
September 2014	64,871,107.28	October 2017	38,193,711.24	November 2020	18,187,120.16
October 2014	64,157,315.84	November 2017	37,560,225.52	December 2020	17,789,572.83
November 2014	63,425,321.03	December 2017	36,931,388.68	January 2021	17,400,466.22
December 2014	62,675,532.30	January 2018	36,307,168.57	February 2021	17,019,624.69
January 2015	61,908,369.65	February 2018	35,687,533.23	March 2021	16,646,876.22
February 2015	61,124,263.27	March 2018	35,072,450.93	April 2021	16,282,052.30
March 2015	60,323,653.12	April 2018	34,461,890.16	May 2021	15,924,987.88
April 2015	59,528,844.79	May 2018	33,855,819.60	June 2021	15,575,521.31
May 2015	58,739,798.36	June 2018	33,254,208.17	July 2021	15,233,494.24
June 2015	57,956,474.16	July 2018	32,657,024.97	August 2021	14,898,751.59
July 2015	57,178,832.81	August 2018	32,064,239.33	September 2021	14,571,141.45
August 2015	56,406,835.18	September 2018	31,475,820.78	October 2021	14,250,515.03
September 2015	55,640,442.41	October 2018	30,891,739.05	November 2021	13,936,726.61
October 2015	54,879,615.89	November 2018	30,311,964.09	December 2021	13,629,633.45
November 2015	54,124,317.28	December 2018	29,736,466.03	January 2022	13,329,095.74
December 2015	53,374,508.50	January 2019	29,165,215.22	February 2022	13,034,976.57

Aggregate Group II (Continued)

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
March 2022	\$12,747,141.82	February 2027	\$ 3,297,258.47	January 2032	\$ 765,773.01
April 2022	12,465,460.13	March 2027	3,220,223.29	February 2032	745,939.50
May 2022	12,189,802.86	April 2027	3,144,894.93	March 2032	726,571.41
June 2022	11,920,044.01	May 2027	3,071,236.82	April 2032	707,658.39
July 2022	11,656,060.16	June 2027	2,999,213.15	May 2032	689,190.33
August 2022	11,397,730.45	July 2027	2,928,788.87	June 2032	671,157.32
September 2022	11,144,936.49	August 2027	2,859,929.66	July 2032	653,549.67
October 2022	10,897,562.35	September 2027	2,792,601.91	August 2032	636,357.91
November 2022	10,655,494.47	October 2027	2,726,772.74	September 2032	619,572.76
December 2022	10,418,621.65	November 2027	2,662,409.93	October 2032	603,185.14
January 2023	10,186,834.96	December 2027	2,599,481.96	November 2032	587,186.17
February 2023	9,960,027.73	January 2028	2,537,957.96	December 2032	571,567.16
March 2023	9,738,095.48	February 2028	2,477,807.71	January 2033	556,319.60
April 2023	9,520,935.90	March 2028	2,419,001.63	February 2033	541,435.18
May 2023	9,308,448.78	April 2028	2,361,510.76	March 2033	526,905.76
June 2023	9,100,535.99	May 2028	2,305,306.74	April 2033	512,723.37
July 2023	8,897,101.41	June 2028	2,250,361.81	May 2033	498,880.22
August 2023	8,698,050.91	July 2028	2,196,648.80	June 2033	485,368.69
September 2023	8,503,292.32	August 2028	2,144,141.11	July 2033	472,181.32
October 2023	8,312,735.35	September 2028	2,092,812.69	August 2033	459,310.81
November 2023	8,126,291.59	October 2028	2,042,638.06	September 2033	446,750.02
December 2023	7,943,874.46	November 2028	1,993,592.26	October 2033	434,491.97
January 2024	7,765,399.17	December 2028	1,945,650.86	November 2033	422,529.82
February 2024	7,590,782.67	January 2029	1,898,789.94	December 2033	410,856.89
March 2024	7,419,943.65	February 2029	1,852,986.10	January 2034	399,466.64
April 2024	7,252,802.46	March 2029	1,808,216.42	February 2034	388,352.67
May 2024	7,089,281.12	April 2029	1,764,458.46	March 2034	377,508.72
June 2024	6,929,303.25	May 2029	1,721,690.27	April 2034	366,928.67
July 2024	6,772,794.06	June 2029	1,679,890.36	May 2034	356,606.53
August 2024	6,619,680.31	July 2029	1,639,037.68	June 2034	346,536.44
September 2024	6,469,890.27	August 2029	1,599,111.64	July 2034	336,712.67
October 2024	6,323,353.70	September 2029	1,560,092.08	August 2034	327,129.61
November 2024	6,180,001.83	October 2029	1,521,959.27	September 2034	317,781.77
December 2024	6,039,767.29	November 2029	1,484,693.89	October 2034	308,663.79
January 2025	5,902,584.14	December 2029	1,448,277.04	November 2034	299,770.43
February 2025	5,768,387.78	January 2030	1,412,690.21	December 2034	291,096.55
March 2025	5,637,114.97	February 2030	1,377,915.29	January 2035	282,637.12
April 2025	5,508,703.77	March 2030	1,343,934.55	February 2035	274,387.24
May 2025	5,383,093.54	April 2030	1,310,730.64	March 2035	266,342.10
June 2025	5,260,224.89	May 2030	1,278,286.58	April 2035	258,497.01
July 2025	5,140,039.67	June 2030	1,246,585.74	May 2035	250,847.37
August 2025	5,022,480.94	July 2030	1,215,611.85	June 2035	243,388.68
September 2025	4,907,492.94	August 2030	1,185,348.98	July 2035	236,116.55
October 2025	4,795,021.07	September 2030	1,155,781.55	August 2035	229,026.68
November 2025	4,685,011.87	October 2030	1,126,894.31	September 2035	222,114.86
December 2025	4,577,412.99	November 2030	1,098,672.33	October 2035	215,376.98
January 2026	4,472,173.17	December 2030	1,071,100.99	November 2035	208,809.02
February 2026	4,369,242.22	January 2031	1,044,165.99	December 2035	202,407.05
March 2026	4,268,570.99	February 2031	1,017,853.34	January 2036	196,167.22
April 2026	4,170,111.37	March 2031	992,149.34	February 2036	190,085.76
May 2026	4,073,816.24	April 2031	967,040.59	March 2036	184,159.00
June 2026	3,979,639.46	May 2031	942,513.97	April 2036	178,383.34
July 2026	3,887,535.86	June 2031	918,556.63	May 2036	172,755.26
August 2026	3,797,461.21	July 2031	895,156.02	June 2036	167,271.32
September 2026	3,709,372.21	August 2031	872,299.83	July 2036	161,928.16
October 2026	3,623,226.45	September 2031	849,976.03	August 2036	156,722.48
November 2026	3,538,982.42	October 2031	828,172.85	September 2036	151,651.07
December 2026	3,456,599.47	November 2031	806,878.77	October 2036	146,710.78
January 2027	3,376,037.81	December 2031	786,082.50	November 2036	141,898.54

Aggregate Group II (Continued)

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
December 2036	\$ 137,211.34	November 2038	\$ 57,911.37	October 2040	\$ 16,552.44
January 2037	132,646.24	December 2038	55,477.11	November 2040	15,327.03
February 2037	128,200.37	January 2039	53,111.11	December 2040	14,139.83
March 2037	123,870.91	February 2039	50,811.71	January 2041	12,989.86
April 2037	119,655.11	March 2039	48,577.28	February 2041	11,876.17
May 2037	115,550.29	April 2039	46,406.22	March 2041	10,797.83
June 2037	111,553.82	May 2039	44,296.98	April 2041	9,753.93
July 2037	107,663.13	June 2039	42,248.05	May 2041	8,743.58
August 2037	103,875.71	July 2039	40,257.93	June 2041	7,765.92
September 2037	100,189.11	August 2039	38,325.18	July 2041	6,820.10
October 2037	96,600.93	September 2039	36,448.38	August 2041	5,905.29
November 2037	93,108.82	October 2039	34,626.14	September 2041	5,020.68
December 2037	89,710.48	November 2039	32,857.12	October 2041	4,165.49
January 2038	86,403.67	December 2039	31,139.98	November 2041	3,338.95
February 2038	83,186.21	January 2040	29,473.44	December 2041	2,540.30
March 2038	80,055.95	February 2040	27,856.23	January 2042	1,768.82
April 2038	77,010.79	March 2040	26,287.13	February 2042	1,023.78
May 2038	74,048.69	April 2040	24,764.92	March 2042	304.49
June 2038	71,167.65	May 2040	23,288.43	April 2042 and	
July 2038	68,365.71	June 2040	21,856.51	thereafter	0.00
August 2038	65,640.96	July 2040	20,468.04		
September 2038	62,991.53	August 2040	19,121.91		
October 2038	60,415.59	September 2040	17,817.06		

DQ 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	\$14,465,000.00	May 2015	\$ 8,253,152.76	October 2017	\$ 1,953,541.50
January 2013	14,410,502.94	June 2015	7,951,038.39	November 2017	1,814,742.75
February 2013	14,342,507.38	July 2015	7,655,836.69	December 2017	1,680,363.31
March 2013	14,261,096.98	August 2015	7,367,445.35	January 2018	1,550,332.79
April 2013	14,166,378.09	September 2015	7,085,763.35	February 2018	1,424,581.75
May 2013	14,058,479.66	October 2015	6,810,690.97	March 2018	1,303,041.64
June 2013	13,937,553.15	November 2015	6,542,129.72	April 2018	1,185,644.79
July 2013	13,803,772.34	December 2015	6,279,982.38	May 2018	1,072,324.45
August 2013	13,657,333.12	January 2016	6,024,152.95	June 2018	963,014.71
September 2013	13,498,453.23	February 2016	5,774,546.67	July 2018	857,650.55
October 2013	13,327,371.92	March 2016	5,531,069.96	August 2018	756,167.78
November 2013	13,144,349.63	April 2016	5,293,630.45	September 2018	658,503.06
December 2013	12,949,667.55	May 2016	5,062,136.94	October 2018	564,593.89
January 2014	12,743,627.19	June 2016	4,836,499.39	November 2018	474,378.59
February 2014	12,526,549.85	July 2016	4,616,628.92	December 2018	387,796.29
March 2014	12,298,776.11	August 2016	4,402,437.78	January 2019	309,382.61
April 2014	12,060,665.22	September 2016	4,193,839.33	February 2019	240,417.98
May 2014	11,812,594.47	October 2016	3,990,748.05	March 2019	180,649.17
June 2014	11,554,958.51	November 2016	3,793,079.52	April 2019	129,828.52
July 2014	11,288,168.66	December 2016	3,600,750.41	May 2019	87,713.79
August 2014	11,012,652.13	January 2017	3,413,678.45	June 2019	54,068.10
September 2014	10,728,851.26	February 2017	3,231,782.42	July 2019	28,659.80
October 2014	10,437,222.66	March 2017	3,054,982.15	August 2019	11,262.35
November 2014	10,138,236.40	April 2017	2,883,198.51	September 2019	1,654.24
December 2014	9,832,375.06	May 2017	2,716,353.39	October 2019 and	
January 2015	9,520,132.88	June 2017	2,554,369.68	thereafter	0.00
February 2015	9,202,014.77	July 2017	2,397,171.27		
March 2015	8,878,535.34	August 2017	2,244,683.05		
April 2015	8,562,283.43	September 2017	2,096,830.86		

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.

\$964,218,617



Guaranteed
Pass-Through Certificates

Fannie Mae Trust 2012-149

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Prospectus Supplement

Citigroup

December 21, 2012