

**\$1,045,918,287**



**FannieMae®**

**Guaranteed REMIC Pass-Through Certificates  
Fannie Mae REMIC Trust 2013-80**

**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 will own

- Fannie Mae MBS and
- underlying REMIC and RCR certificates backed by Fannie Mae MBS.

The mortgage loans underlying the Fannie Mae MBS are first lien, single-family, fixed-rate loans.

<i>Class</i>	<i>Group</i>	<i>Original Class Balance</i>	<i>Principal Type(1)</i>	<i>Interest Rate</i>	<i>Interest Type(1)</i>	<i>CUSIP Number</i>	<i>Final Distribution Date</i>
FA(2) . . . .	1	\$120,614,352	SEQ	(3)	FLT	3136AFYT5	July 2039
SA(2) . . . .	1	120,614,352(4)	NTL	(3)	INV/IO	3136AFYU2	July 2039
CD(2) . . . .	1	241,228,704	SEQ	2.75%	FIX	3136AFYV0	July 2039
VA(2) . . . .	1	43,511,881	SEQ/AD	4.00	FIX	3136AFYW8	June 2026
VB(2) . . . .	1	29,473,628	SEQ/AD	4.00	FIX	3136AFYX6	July 2032
VZ . . . . .	1	65,000,000	SEQ	4.00	FIX/Z	3136AFYY4	August 2043
AF(2) . . . .	2	52,388,883	SEQ	(3)	FLT	3136AFYZ1	January 2039
AS(2) . . . .	2	52,388,883(4)	NTL	(3)	INV/IO	3136AFZA5	January 2039
DE(2) . . . .	2	104,777,768	SEQ	2.75	FIX	3136AFZB3	January 2039
AV(2) . . . .	2	20,082,406	SEQ/AD	4.00	FIX	3136AFZC1	June 2026
BV(2) . . . .	2	13,603,213	SEQ/AD	4.00	FIX	3136AFZD9	July 2032
ZV . . . . .	2	30,000,000	SEQ	4.00	FIX/Z	3136AFZE7	August 2043
PO . . . . .	2	31,550,325	PT	0.00	PO	3136AFZF4	August 2043

(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 CE, CG, CA, AC, CV, DG, DA, AD, DV, EB and KB Classes are the RCR classes. For a more detailed description of the RCR classes, see Schedule 1 attached to this prospectus supplement and "Description of the Certificates—Combination and Recombination—RCR Certificates" in the REMIC prospectus.

The dealer will offer the certificates from time to time in negotiated transactions at varying prices. We expect the settlement date to be July 31, 2013.

**Carefully consider the risk factors on page S-8 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.

**Goldman, Sachs & Co.**

The date of this Prospectus Supplement is July 25, 2013

<i>Class</i>	<i>Group</i>	<i>Original Class Balance</i>	<i>Principal Type(1)</i>	<i>Interest Rate</i>	<i>Interest Type(1)</i>	<i>CUSIP Number</i>	<i>Final Distribution Date</i>
EV(2) . . . .	3	\$ 18,545,690	SC/SEQ/AD	3.50%	FIX	3136AFZG2	July 2040
EZ(2) . . . .	3	32,428,869	SC/SEQ	3.50	FIX/Z	3136AFZH0	July 2040
GA . . . . .	4	144,547,769	SEQ	3.00	FIX	3136AFZJ6	April 2032
GV . . . . .	4	5,226,243	SEQ/AD	3.00	FIX	3136AFZK3	December 2024
GZ . . . . .	4	12,984,744	SEQ	3.00	FIX/Z	3136AFZL1	August 2033
HF . . . . .	5	6,300,000	SC/SEQ/AD	(3)	FLT	3136AFZM9	July 2043
HS . . . . .	5	1,575,000	SC/SEQ/AD	(3)	INV	3136AFZN7	July 2043
HO . . . . .	5	2,625,000	SC/SEQ/AD	0.00	PO	3136AFZP2	July 2043
HZ . . . . .	5	9,368	SC/SEQ	3.00	FIX/Z	3136AFZQ0	July 2043
KA . . . . .	6	50,000,000	SEQ	4.00	FIX	3136AFZR8	June 2039
KV(2) . . . .	6	8,559,000	SEQ/AD	4.00	FIX	3136AFZS6	March 2028
KZ(2) . . . .	6	10,885,444	SEQ	4.00	FIX/Z	3136AFZT4	August 2043
R . . . . .		0	NPR	0	NPR	3136AFZU1	August 2043
RL . . . . .		0	NPR	0	NPR	3136AFZV9	August 2043

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

(2) Exchangeable classes.

(3) Based on LIBOR.

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

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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
  - March 1, 2013, for all MBS issued on or after March 1, 2013,
  - February 1, 2012, for all MBS issued on or after February 1, 2012 and prior to March 1, 2013,
  - 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 3 or Group 5 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 March 1, 2013.

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](http://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:

Goldman, Sachs & Co.  
Global Operations  
Mortgage-Backed Securities  
30 Hudson Street  
36th Floor  
Jersey City, New Jersey 07302  
(telephone 212-902-3089).

## SUMMARY

This summary contains only limited information about the certificates. Statistical information in this summary is provided as of July 1, 2013. You should purchase the certificates only after reading this prospectus supplement and each of the additional disclosure documents listed on page S-3. In particular, please see the discussion of risk factors that appears in each of those additional disclosure documents.

### Assets Underlying Each Group of Classes

<u>Group</u>	<u>Assets</u>
1	Group 1 MBS
2	Group 2 MBS
3	Class 2012-120-BM REMIC Certificate Class 2012-120-EN RCR Certificate Class 2013-9-GD REMIC Certificate Class 2013-26-BK REMIC Certificate Class 2013-40-DT RCR Certificate
4	Group 4 MBS
5	Class 2013-67-HN REMIC Certificate Class 2013-67-HT REMIC Certificate Class 2013-67-HU REMIC Certificate
6	Group 6 MBS

### Group 1, Group 2, Group 4 and Group 6

#### Characteristics of the Trust MBS

	<u>Approximate Principal Balance</u>	<u>Pass- Through Rate</u>	<u>Range of Weighted Average Coupons or WACs (annual percentages)</u>	<u>Range of Weighted Average Remaining Terms to Maturity or WAMs (in months)</u>
Group 1 MBS	\$499,828,565	4.00%	4.25% to 6.50%	241 to 360
Group 2 MBS	\$252,402,595	3.50%	3.75% to 6.00%	241 to 360
Group 4 MBS	\$162,758,756	3.00%	3.25% to 5.50%	181 to 240
Group 6 MBS	\$ 69,444,444	4.00%	4.25% to 6.50%	241 to 360

#### Assumed Characteristics of the Underlying Mortgage Loans

	<u>Principal Balance</u>	<u>Original Term to Maturity (in months)</u>	<u>Remaining Term to Maturity (in months)</u>	<u>Loan Age (in months)</u>	<u>Interest Rate</u>
Group 1 MBS	\$499,828,565	360	345	7	4.530%
Group 2 MBS	\$252,402,595	360	352	3	4.050%
Group 4 MBS	\$162,758,756	240	232	7	3.670%
Group 6 MBS	\$ 69,444,444	360	348	8	4.453%

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.

### **Group 3 and Group 5**

Exhibit A describes the underlying REMIC and RCR certificates in Group 3 and Group 5, 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.

### **Settlement Date**

We expect to issue the certificates on July 31, 2013.

### **Distribution Dates**

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

### **Record Date**

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

### **Book-Entry and Physical Certificates**

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

#### **Fed Book-Entry**

All classes of certificates other than the R and RL Classes

#### **Physical**

R and RL Classes

### **Exchanging Certificates Through Combination and Recombination**

If you own certificates of a class designated as “exchangeable” on the cover of this prospectus supplement, you will be able to exchange them for a proportionate interest in the related RCR certificates. Schedule 1 lists the available combinations of the certificates eligible for exchange and the related RCR certificates. You can exchange your certificates by notifying us and paying an exchange fee. We will deliver the RCR certificates upon such exchange.

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

## Interest Rates

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

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

<u>Class</u>	<u>Initial Interest Rate</u>	<u>Maximum Interest Rate</u>	<u>Minimum Interest Rate</u>	<u>Formula for Calculation of Interest Rate(1)</u>
FA .....	0.5975%	6.50%	0.40%	LIBOR + 40 basis points
SA .....	5.9025%	6.10%	0.00%	6.10% – LIBOR
AF .....	0.6012%	6.50%	0.40%	LIBOR + 40 basis points
AS .....	5.8988%	6.10%	0.00%	6.10% – LIBOR
HF .....	1.9420%	5.00%	1.75%	LIBOR + 175 basis points
HS .....	12.2320%	13.00%	0.00%	13% – (4 × LIBOR)

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

## 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

SA .....	100% of the FA Class
AS .....	100% of the AF 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>140%</u>	<u>200%</u>	<u>300%</u>	<u>500%</u>	<u>700%</u>	<u>900%</u>
FA, SA, CD, CE, CG, CA and AC . . . .	16.4	6.5	5.2	4.1	3.0	2.0	1.6	1.3
VA . . . . .	7.0	7.0	7.0	6.4	5.4	3.9	3.0	2.4
VB . . . . .	16.0	14.8	12.8	10.4	7.8	5.2	3.8	3.0
VZ . . . . .	28.0	21.2	19.1	16.2	12.5	8.2	5.9	4.5
CV . . . . .	10.6	10.1	9.3	8.0	6.4	4.4	3.3	2.7

<u>Group 2 Classes</u>	<u>PSA Prepayment Assumption</u>							
	<u>0%</u>	<u>100%</u>	<u>120%</u>	<u>200%</u>	<u>300%</u>	<u>400%</u>	<u>600%</u>	<u>800%</u>
AF, AS, DE, DG, DA and AD . . . . .	15.8	6.5	5.8	4.2	3.1	2.6	2.0	1.6
AV . . . . .	7.0	7.0	7.0	6.4	5.4	4.6	3.5	2.8
BV . . . . .	16.0	14.6	13.6	10.3	7.9	6.3	4.6	3.6
ZV . . . . .	27.8	21.2	20.2	16.2	12.5	10.0	7.0	5.3
PO . . . . .	19.3	10.5	9.6	7.2	5.4	4.3	3.1	2.4
DV . . . . .	10.6	10.1	9.7	8.0	6.4	5.3	3.9	3.1

<u>Group 3 Classes</u>	<u>PSA Prepayment Assumption</u>							
	<u>0%</u>	<u>100%</u>	<u>120%</u>	<u>200%</u>	<u>300%</u>	<u>400%</u>	<u>600%</u>	<u>800%</u>
EV . . . . .	7.0	7.0	6.8	5.9	4.8	4.1	3.1	2.5
EZ . . . . .	25.7	16.3	15.1	11.3	8.4	6.7	4.7	3.6
EB . . . . .	25.7	16.2	14.8	10.8	7.9	6.2	4.3	3.3

<u>Group 4 Classes</u>	<u>PSA Prepayment Assumption</u>							
	<u>0%</u>	<u>100%</u>	<u>120%</u>	<u>200%</u>	<u>300%</u>	<u>400%</u>	<u>600%</u>	<u>800%</u>
GA . . . . .	10.9	6.5	6.0	4.6	3.6	2.9	2.1	
GV . . . . .	6.0	6.0	6.0	6.0	5.8	5.3	4.3	
GZ . . . . .	19.3	17.2	16.8	14.8	12.4	10.4	7.5	

<u>Group 5 Classes</u>	<u>PSA Prepayment Assumption</u>							
	<u>0%</u>	<u>100%</u>	<u>180%</u>	<u>300%</u>	<u>400%</u>	<u>600%</u>	<u>800%</u>	<u>1000%</u>
HF, HS and HO . . . . .	28.4	20.6	8.3	1.9	1.3	0.9	0.7	0.5
HZ . . . . .	29.3	24.8	17.4	3.4	2.1	1.3	1.0	0.8

<u>Group 6 Classes</u>	<u>PSA Prepayment Assumption</u>								
	<u>0%</u>	<u>100%</u>	<u>150%</u>	<u>200%</u>	<u>300%</u>	<u>400%</u>	<u>600%</u>	<u>800%</u>	<u>1000%</u>
KA . . . . .	16.3	6.4	4.9	4.0	2.9	2.3	1.7	1.4	1.1
KV . . . . .	8.0	8.0	7.6	6.9	5.7	4.7	3.5	2.7	2.3
KZ . . . . .	28.0	20.5	17.8	15.4	11.8	9.4	6.4	4.8	3.8
KB . . . . .	28.0	20.5	17.2	14.5	10.7	8.3	5.6	4.1	3.2

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



## ADDITIONAL RISK FACTORS

*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. Finally, if we determine that the above methods for establishing LIBOR are no longer viable, we may in our discretion designate an alternative method or, if appropriate, an alternative index for the determination of monthly interest rates on the floating rate and inverse floating rate classes. We will designate any such alternative taking into account general comparability and other factors; however, in such case, we can provide no assurance that such alternative will yield the same or similar economic results over the lives of the related classes.

*Payments on the Group 3 and Group 5 Classes will be affected by the applicable payment priorities governing the related underlying REMIC and RCR certificates.* If you invest in a Group 3 or Group 5 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.

As described in the related Underlying REMIC Disclosure Documents, the underlying REMIC and RCR certificates may be subsequent in payment priority to certain other classes issued from the related underlying REMIC trusts. As a result, such other classes may receive principal before principal is paid on the underlying REMIC and RCR certificates, possibly for long periods.

In addition, as described in the related Underlying REMIC Disclosure Document, principal payments on the Group 5 Underlying REMIC Certificates are governed by a principal balance schedule. As a result, the Group 5 Underlying REMIC Certificates may experience principal payments faster or slower than would otherwise have been the case. In some cases, the Group 5 Underlying REMIC Certificates may receive no principal payments for extended periods. Prepayments on the related mortgage loans may have occurred at a rate faster or slower than the rate initially assumed. In certain high prepayment scenarios, it is possible that the effect of a principal balance schedule on principal payments over time may be eliminated. In such a case, the Group 5 Underlying REMIC Certificates would experience principal payments at rates that may vary widely from period to period. This prospectus supplement contains no information as to whether

- the Group 5 Underlying REMIC Certificates have adhered to the related principal balance schedule,
- any related support classes remain outstanding, or
- the Group 5 Underlying REMIC Certificates otherwise have 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.

## DESCRIPTION OF THE CERTIFICATES

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

### General

*Structure.* We will create the Fannie Mae REMIC Trust specified on the cover of this prospectus supplement (the “Trust”) pursuant to a trust agreement dated as of May 1, 2010 and a supplement thereto dated as of July 1, 2013 (the “Issue Date”). We will issue the Guaranteed REMIC Pass-Through Certificates (the “REMIC Certificates”) pursuant to that trust agreement and supplement. We will issue the Combinable and Recombinable REMIC Certificates (the “RCR Certificates” and, together with the REMIC Certificates, the “Certificates”) pursuant to a separate trust agreement dated as of May 1, 2010 and a supplement thereto dated as of the Issue Date (together with the trust agreement and supplement relating to the REMIC Certificates, the “Trust Agreement”). We will execute the Trust Agreement in our corporate capacity and as trustee (the “Trustee”). In general, the term “Classes” includes the Classes of REMIC Certificates and RCR Certificates.

The assets of the Trust will include:

- four groups of Fannie Mae Guaranteed Mortgage Pass-Through Certificates (the “Group 1 MBS,” “Group 2 MBS,” “Group 4 MBS” and “Group 6 MBS,” and together, the “Trust MBS”), and
- two groups of previously issued REMIC and RCR certificates (the “Group 3 Underlying REMIC and RCR Certificates” and “Group 5 Underlying REMIC 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.

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

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

<b>REMIC Designation</b>	<b>Assets</b>	<b>Regular Interests</b>	<b>Residual Interest</b>
Lower Tier REMIC . . . . .	Trust 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 REMIC Certificates other than the R and RL Classes	R

*Fannie Mae Guaranty.* For a description of our guaranties of the Certificates, the MBS and the 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, Inverse Floating Rate and Principal Only Classes	\$100,000 minimum plus whole dollar increments
All other Classes (except the R and RL Classes)	\$1,000 minimum plus whole dollar increments

## **The 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 30 years in the case of the Group 1 MBS, Group 2 MBS and Group 6 MBS; and up to 20 years in the case of the Group 4 MBS.

In addition, the Mortgage Loans backing the Group 1 MBS, Group 2 MBS and Group 4 MBS 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 March 1, 2013 and on our Web site at [www.fanniemae.com](http://www.fanniemae.com). See also “Risk Factors—Risks Relating to Yield and Prepayment—Refinancing of Loans; Sale of Property—*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 March 1, 2013.

For additional information, see “Summary—Group 1, Group 2, Group 4 and Group 6—Characteristics of the Trust MBS” in this prospectus supplement and “The Mortgage Loan Pools” and “Yield, Maturity and Prepayment Considerations” in the MBS 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 Loan Pools” and “Yield, Maturity and Prepayment Considerations” in the MBS Prospectus.

In addition, the Mortgage Loans backing the Group 3 Underlying REMIC and RCR Certificates 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 March 1, 2013 and on our Web site at [www.fanniemae.com](http://www.fanniemae.com). See also “Risk Factors—Risks Relating to Yield and Prepayment—Refinancing of Loans; Sale of Property—*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 March 1, 2013.

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 related 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.

## **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 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>
Fixed Rate Classes	Floating Rate and Inverse Floating Rate Classes

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

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

*Accrual Classes.* The VZ, ZV, EZ, GZ, HZ and KZ Classes are Accrual Classes. Interest will accrue on each Accrual Class at the applicable annual rate specified on the cover of this prospectus supplement. However, we will not pay any interest on the Accrual 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 REMIC Certificates as described below. Following any exchange of REMIC Certificates for RCR Certificates, we will apply principal payments from the exchanged REMIC Certificates to the corresponding RCR Certificates on a pro rata basis.

- *Group 1*

The VZ Accrual Amount to VA and VB, in that order, until retired, and thereafter to VZ. } Accretion Directed Classes and Accrual Class

The Group 1 Cash Flow Distribution Amount in the following priority:

1. To FA and CD, pro rata, until retired. } Sequential Pay Classes
2. To VA, VB and VZ, in that order, until retired.

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

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

- *Group 2*

The ZV Accrual Amount to AV and BV, in that order, until retired, and thereafter to ZV. } Accretion Directed Classes and Accrual Class

The Group 2 Cash Flow Distribution Amount as follows:

— 87.4999997524% as follows:

*first*, to AF and DE, pro rata, until retired, and } Sequential Pay Classes  
*second*, to AV, BV and ZV, in that order, until retired, and

— 12.5000002476% to PO until retired. } Pass-Through Class

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

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



- *Group 3*

The EZ Accrual Amount to EV until retired, and thereafter to EZ.

} Accretion  
Directed  
Class and  
Accrual Class

The Group 3 Cash Flow Distribution Amount to EV and EZ, in that order, until retired.

} Structured  
Collateral/  
Sequential  
Pay Classes

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

The “Group 3 Cash Flow Distribution Amount” is the principal then paid on the Group 3 Underlying REMIC and RCR Certificates.

- *Group 4*

The GZ Accrual Amount to GV until retired, and thereafter to GZ.

} Accretion  
Directed  
Class and  
Accrual Class

The Group 4 Cash Flow Distribution Amount to GA, GV and GZ, in that order, until retired.

} Sequential  
Pay Classes

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

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

- *Group 5*

The HZ Accrual Amount to HF, HS and HO, pro rata, until retired, and thereafter to HZ.

} Accretion  
Directed  
Classes and  
Accrual Class

The Group 5 Cash Flow Distribution Amount in the following priority:

1. To HF, HS and HO, pro rata, until retired.
2. To HZ until retired.

} Structured  
Collateral/  
Sequential  
Pay Classes

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

The “Group 5 Cash Flow Distribution Amount” is the principal then paid on the Group 5 Underlying REMIC Certificates.

- *Group 6*

The KZ Accrual Amount to KV until retired, and thereafter to KZ.

} Accretion  
Directed  
Class and  
Accrual Class

The Group 6 Cash Flow Distribution Amount to KA, KV and KZ, in that order, until retired.

} Sequential  
Pay Classes

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

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

## Structuring Assumptions

*Pricing Assumptions.* Except where otherwise noted, the information in the tables in this prospectus supplement has been prepared based on the actual characteristics of each pool of Mortgage Loans backing the 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 1, Group 2, Group 4 and Group 6—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 July 31, 2013; 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.

## Yield Tables

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

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

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

We cannot assure you that

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

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

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

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

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

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

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

<u>Class</u>	<u>Price*</u>
SA .....	18.6250%
AS .....	19.0625%
HS .....	99.5000%

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

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

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption</u>							
	<u>50%</u>	<u>100%</u>	<u>140%</u>	<u>200%</u>	<u>300%</u>	<u>500%</u>	<u>700%</u>	<u>900%</u>
0.09875% .....	26.6%	21.8%	17.5%	10.5%	(2.0)%	(27.3)%	(50.4)%	(70.3)%
0.19750% .....	26.0%	21.1%	16.8%	9.8%	(2.8)%	(28.2)%	(51.3)%	(71.2)%
2.19750% .....	13.3%	7.8%	2.8%	(5.3)%	(19.6)%	(47.1)%	(71.1)%	(90.9)%
4.19750% .....	(0.8)%	(7.8)%	(14.1)%	(24.1)%	(40.9)%	(71.5)%	(96.3)%	*
6.10000% .....	*	*	*	*	*	*	*	*

#### **Sensitivity of the AS 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>120%</u>	<u>200%</u>	<u>300%</u>	<u>400%</u>	<u>600%</u>	<u>800%</u>
0.1006% .....	25.8%	21.2%	19.2%	10.7%	(0.6)%	(11.7)%	(32.2)%	(49.7)%
0.2012% .....	25.2%	20.5%	18.5%	10.0%	(1.4)%	(12.6)%	(33.1)%	(50.7)%
2.2012% .....	12.7%	7.2%	4.9%	(5.2)%	(18.2)%	(30.7)%	(52.9)%	(70.9)%
4.2012% .....	(1.4)%	(8.4)%	(11.4)%	(24.1)%	(39.7)%	(54.1)%	(78.3)%	(96.9)%
6.1000% .....	*	*	*	*	*	*	*	*



**Sensitivity of the HS 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>180%</u>	<u>300%</u>	<u>400%</u>	<u>600%</u>	<u>800%</u>	<u>1000%</u>
0.096% .....	13.0%	13.0%	13.1%	13.2%	13.3%	13.5%	13.7%	13.9%
0.192% .....	12.6%	12.6%	12.7%	12.9%	12.9%	13.1%	13.3%	13.5%
2.192% .....	4.3%	4.3%	4.4%	4.9%	5.1%	5.5%	5.9%	6.3%
3.250% .....	0.1%	0.1%	0.2%	0.7%	1.0%	1.5%	2.0%	2.5%

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

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

<u>Class</u>	<u>Price</u>
PO .....	75.00%
HO .....	51.00%

**Sensitivity of the PO Class to Prepayments**

	<u>PSA Prepayment Assumption</u>							
	<u>50%</u>	<u>100%</u>	<u>120%</u>	<u>200%</u>	<u>300%</u>	<u>400%</u>	<u>600%</u>	<u>800%</u>
Pre-Tax Yields to Maturity .....	2.3%	3.0%	3.3%	4.5%	6.0%	7.5%	10.3%	13.0%

**Sensitivity of the HO Class to Prepayments**

	<u>PSA Prepayment Assumption</u>							
	<u>50%</u>	<u>100%</u>	<u>180%</u>	<u>300%</u>	<u>400%</u>	<u>600%</u>	<u>800%</u>	<u>1000%</u>
Pre-Tax Yields to Maturity .....	2.8%	3.3%	9.9%	43.7%	60.4%	98.2%	139.5%	187.3%

**Weighted Average Lives of the Certificates**

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

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

- the timing of changes in the rate of principal distributions,
- the priority sequences of distributions of principal of the Classes, and
- in the case of the Group 3 and Group 5 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 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 MBS	360 months	360 months	6.50%
Group 2 MBS	360 months	360 months	6.00%
Group 3 Underlying REMIC and RCR Certificates	360 months	*	6.00%
Group 4 MBS	240 months	240 months	5.50%
Group 5 Underlying REMIC Certificates	360 months	359 months	6.50%
Group 6 MBS	360 months	360 months	6.50%

\* The Mortgage Loans backing the Group 3 Underlying REMIC and RCR Certificates listed below are assumed to have the following remaining terms to maturity:

2012-120-BM	351 months
2012-120-EN	351 months
2013-9-GD	354 months
2013-26-BK	356 months
2013-40-DT	357 months

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

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

## Percent of Original Principal Balances Outstanding

Date	FA, SA†, CD, CE, CG, CA and AC Classes								VA Class							
	PSA Prepayment Assumption								PSA Prepayment Assumption							
	0%	100%	140%	200%	300%	500%	700%	900%	0%	100%	140%	200%	300%	500%	700%	900%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
July 2014	98	94	92	90	87	79	72	64	94	94	94	94	94	94	94	94
July 2015	97	85	81	75	66	48	31	16	88	88	88	88	88	88	88	88
July 2016	95	75	69	60	45	21	1	0	81	81	81	81	81	81	81	0
July 2017	93	66	58	46	29	2	0	0	74	74	74	74	74	74	0	0
July 2018	91	58	48	34	16	0	0	0	67	67	67	67	67	0	0	0
July 2019	89	50	39	24	5	0	0	0	60	60	60	60	60	0	0	0
July 2020	87	42	30	15	0	0	0	0	52	52	52	52	20	0	0	0
July 2021	84	36	23	7	0	0	0	0	44	44	44	44	0	0	0	0
July 2022	82	29	16	1	0	0	0	0	35	35	35	35	0	0	0	0
July 2023	79	23	10	0	0	0	0	0	27	27	27	0	0	0	0	0
July 2024	76	17	4	0	0	0	0	0	18	18	18	0	0	0	0	0
July 2025	73	12	0	0	0	0	0	0	8	8	3	0	0	0	0	0
July 2026	70	7	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2027	66	2	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2028	62	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2029	58	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2030	54	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2031	49	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2032	44	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2033	39	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2034	33	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2035	27	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2036	21	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2037	14	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2038	6	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2040	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2041	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2042	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2043	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	16.4	6.5	5.2	4.1	3.0	2.0	1.6	1.3	7.0	7.0	7.0	6.4	5.4	3.9	3.0	2.4

Date	VB Class								VZ Class							
	PSA Prepayment Assumption								PSA Prepayment Assumption							
	0%	100%	140%	200%	300%	500%	700%	900%	0%	100%	140%	200%	300%	500%	700%	900%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
July 2014	100	100	100	100	100	100	100	100	104	104	104	104	104	104	104	104
July 2015	100	100	100	100	100	100	100	100	108	108	108	108	108	108	108	108
July 2016	100	100	100	100	100	100	100	51	113	113	113	113	113	113	113	113
July 2017	100	100	100	100	100	100	16	0	117	117	117	117	117	117	117	61
July 2018	100	100	100	100	100	70	0	0	122	122	122	122	122	122	71	28
July 2019	100	100	100	100	100	0	0	0	127	127	127	127	127	105	40	12
July 2020	100	100	100	100	100	0	0	0	132	132	132	132	132	72	23	6
July 2021	100	100	100	100	32	0	0	0	138	138	138	138	138	49	13	2
July 2022	100	100	100	100	0	0	0	0	143	143	143	143	121	33	7	1
July 2023	100	100	100	78	0	0	0	0	149	149	149	149	96	22	4	*
July 2024	100	100	100	4	0	0	0	0	155	155	155	155	76	15	2	*
July 2025	100	100	100	0	0	0	0	0	161	161	161	133	60	10	1	*
July 2026	98	98	34	0	0	0	0	0	168	168	168	112	47	7	1	*
July 2027	82	82	0	0	0	0	0	0	175	175	160	94	37	5	*	*
July 2028	67	44	0	0	0	0	0	0	182	182	140	79	29	3	*	*
July 2029	50	0	0	0	0	0	0	0	189	180	121	66	22	2	*	*
July 2030	33	0	0	0	0	0	0	0	197	159	104	54	17	1	*	*
July 2031	16	0	0	0	0	0	0	0	205	140	89	45	13	1	*	*
July 2032	0	0	0	0	0	0	0	0	212	122	76	36	10	1	*	*
July 2033	0	0	0	0	0	0	0	0	212	105	64	29	8	*	*	*
July 2034	0	0	0	0	0	0	0	0	212	89	53	23	6	*	*	*
July 2035	0	0	0	0	0	0	0	0	212	74	43	18	4	*	*	*
July 2036	0	0	0	0	0	0	0	0	212	61	34	14	3	*	*	*
July 2037	0	0	0	0	0	0	0	0	212	48	26	10	2	*	*	*
July 2038	0	0	0	0	0	0	0	0	212	37	20	7	1	*	*	*
July 2039	0	0	0	0	0	0	0	0	205	26	13	5	1	*	*	0
July 2040	0	0	0	0	0	0	0	0	159	16	8	3	*	*	*	0
July 2041	0	0	0	0	0	0	0	0	109	7	3	1	*	*	*	0
July 2042	0	0	0	0	0	0	0	0	56	0	0	0	0	0	0	0
July 2043	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	16.0	14.8	12.8	10.4	7.8	5.2	3.8	3.0	28.0	21.2	19.1	16.2	12.5	8.2	5.9	4.5

\* 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	CV Class								AF, AS†, DE, DG, DA and AD Classes							
	PSA Prepayment Assumption								PSA Prepayment Assumption							
	0%	100%	140%	200%	300%	500%	700%	900%	0%	100%	120%	200%	300%	400%	600%	800%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
July 2014	96	96	96	96	96	96	96	96	98	95	94	92	90	87	82	76
July 2015	93	93	93	93	93	93	93	93	96	87	85	78	71	63	48	34
July 2016	89	89	89	89	89	89	89	21	94	77	74	62	49	37	15	0
July 2017	85	85	85	85	85	85	6	0	92	67	63	48	31	17	0	0
July 2018	80	80	80	80	80	28	0	0	90	58	53	35	17	2	0	0
July 2019	76	76	76	76	76	0	0	0	88	50	44	25	5	0	0	0
July 2020	71	71	71	71	52	0	0	0	85	42	36	15	0	0	0	0
July 2021	66	66	66	66	13	0	0	0	83	35	29	7	0	0	0	0
July 2022	61	61	61	61	0	0	0	0	80	29	22	*	0	0	0	0
July 2023	56	56	56	32	0	0	0	0	77	22	15	0	0	0	0	0
July 2024	51	51	51	2	0	0	0	0	74	16	10	0	0	0	0	0
July 2025	45	45	42	0	0	0	0	0	71	11	4	0	0	0	0	0
July 2026	39	39	14	0	0	0	0	0	67	6	0	0	0	0	0	0
July 2027	33	33	0	0	0	0	0	0	63	1	0	0	0	0	0	0
July 2028	27	18	0	0	0	0	0	0	59	0	0	0	0	0	0	0
July 2029	20	0	0	0	0	0	0	0	55	0	0	0	0	0	0	0
July 2030	13	0	0	0	0	0	0	0	51	0	0	0	0	0	0	0
July 2031	6	0	0	0	0	0	0	0	46	0	0	0	0	0	0	0
July 2032	0	0	0	0	0	0	0	0	41	0	0	0	0	0	0	0
July 2033	0	0	0	0	0	0	0	0	35	0	0	0	0	0	0	0
July 2034	0	0	0	0	0	0	0	0	30	0	0	0	0	0	0	0
July 2035	0	0	0	0	0	0	0	0	24	0	0	0	0	0	0	0
July 2036	0	0	0	0	0	0	0	0	17	0	0	0	0	0	0	0
July 2037	0	0	0	0	0	0	0	0	10	0	0	0	0	0	0	0
July 2038	0	0	0	0	0	0	0	0	3	0	0	0	0	0	0	0
July 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2040	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2041	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2042	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2043	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	10.6	10.1	9.3	8.0	6.4	4.4	3.3	2.7	15.8	6.5	5.8	4.2	3.1	2.6	2.0	1.6

Date	AV Class								BV Class							
	PSA Prepayment Assumption								PSA Prepayment Assumption							
	0%	100%	120%	200%	300%	400%	600%	800%	0%	100%	120%	200%	300%	400%	600%	800%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
July 2014	94	94	94	94	94	94	94	94	100	100	100	100	100	100	100	100
July 2015	88	88	88	88	88	88	88	88	100	100	100	100	100	100	100	100
July 2016	81	81	81	81	81	81	81	64	100	100	100	100	100	100	100	100
July 2017	74	74	74	74	74	74	31	0	100	100	100	100	100	100	100	0
July 2018	67	67	67	67	67	67	0	0	100	100	100	100	100	100	0	0
July 2019	60	60	60	60	60	0	0	0	100	100	100	100	100	85	0	0
July 2020	52	52	52	52	22	0	0	0	100	100	100	100	100	0	0	0
July 2021	44	44	44	44	0	0	0	0	100	100	100	100	34	0	0	0
July 2022	35	35	35	35	0	0	0	0	100	100	100	100	0	0	0	0
July 2023	27	27	27	0	0	0	0	0	100	100	100	72	0	0	0	0
July 2024	18	18	18	0	0	0	0	0	100	100	100	0	0	0	0	0
July 2025	8	8	8	0	0	0	0	0	100	100	100	0	0	0	0	0
July 2026	0	0	0	0	0	0	0	0	98	98	90	0	0	0	0	0
July 2027	0	0	0	0	0	0	0	0	82	82	23	0	0	0	0	0
July 2028	0	0	0	0	0	0	0	0	67	31	0	0	0	0	0	0
July 2029	0	0	0	0	0	0	0	0	50	0	0	0	0	0	0	0
July 2030	0	0	0	0	0	0	0	0	33	0	0	0	0	0	0	0
July 2031	0	0	0	0	0	0	0	0	16	0	0	0	0	0	0	0
July 2032	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2033	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2034	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2035	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2036	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2037	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2038	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2040	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2041	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2042	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2043	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	7.0	7.0	7.0	6.4	5.4	4.6	3.5	2.8	16.0	14.6	13.6	10.3	7.9	6.3	4.6	3.6

\* 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	ZV Class								PO Class							
	PSA Prepayment Assumption								PSA Prepayment Assumption							
	0%	100%	120%	200%	300%	400%	600%	800%	0%	100%	120%	200%	300%	400%	600%	800%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
July 2014	104	104	104	104	104	104	104	104	99	96	96	94	93	91	87	83
July 2015	108	108	108	108	108	108	108	108	97	90	89	85	79	74	63	53
July 2016	113	113	113	113	113	113	113	113	96	83	81	73	64	55	40	27
July 2017	117	117	117	117	117	117	117	102	95	77	74	63	51	41	25	14
July 2018	122	122	122	122	122	122	115	52	93	70	67	54	41	30	16	7
July 2019	127	127	127	127	127	127	72	26	91	64	60	46	33	22	10	4
July 2020	132	132	132	132	132	122	45	13	90	59	55	40	26	17	6	2
July 2021	138	138	138	138	138	90	28	7	88	54	49	34	21	12	4	1
July 2022	143	143	143	143	122	67	17	3	86	49	44	29	17	9	2	*
July 2023	149	149	149	149	97	49	11	2	84	45	40	25	13	7	1	*
July 2024	155	155	155	155	76	36	7	1	81	41	36	21	10	5	1	*
July 2025	161	161	161	131	60	26	4	*	79	37	32	18	8	4	1	*
July 2026	168	168	168	110	47	19	2	*	77	33	28	15	6	3	*	*
July 2027	175	175	175	93	37	14	2	*	74	30	25	13	5	2	*	*
July 2028	182	182	164	78	29	10	1	*	71	27	22	11	4	1	*	*
July 2029	189	174	144	65	23	7	1	*	68	24	20	9	3	1	*	*
July 2030	197	155	126	54	17	5	*	*	65	21	17	7	2	1	*	*
July 2031	205	136	109	44	13	4	*	*	61	18	15	6	2	1	*	*
July 2032	212	119	94	36	10	3	*	*	58	16	13	5	1	*	*	*
July 2033	212	103	80	29	8	2	*	*	54	14	11	4	1	*	*	*
July 2034	212	88	68	24	6	1	*	*	50	12	9	3	1	*	*	*
July 2035	212	74	57	19	4	1	*	*	46	10	8	3	1	*	*	*
July 2036	212	61	46	14	3	1	*	*	41	8	6	2	*	*	*	*
July 2037	212	50	37	11	2	*	*	*	36	7	5	1	*	*	*	*
July 2038	212	39	28	8	1	*	*	*	31	5	4	1	*	*	*	*
July 2039	188	28	21	5	1	*	*	*	26	4	3	1	*	*	*	*
July 2040	145	19	14	3	1	*	*	*	20	3	2	*	*	*	*	0
July 2041	100	10	7	2	*	*	*	*	14	1	1	*	*	*	*	0
July 2042	51	3	2	*	*	*	*	0	7	*	*	*	*	*	*	0
July 2043	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	27.8	21.2	20.2	16.2	12.5	10.0	7.0	5.3	19.3	10.5	9.6	7.2	5.4	4.3	3.1	2.4

Date	DV Class								EV Class							
	PSA Prepayment Assumption								PSA Prepayment Assumption							
	0%	100%	120%	200%	300%	400%	600%	800%	0%	100%	120%	200%	300%	400%	600%	800%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
July 2014	96	96	96	96	96	96	96	96	94	94	94	94	94	94	94	94
July 2015	93	93	93	93	93	93	93	93	87	87	87	87	87	87	87	87
July 2016	89	89	89	89	89	89	89	79	81	81	81	81	81	81	81	0
July 2017	85	85	85	85	85	85	59	0	74	74	74	74	74	74	0	0
July 2018	80	80	80	80	80	80	0	0	67	67	67	67	67	18	0	0
July 2019	76	76	76	76	76	34	0	0	59	59	59	59	29	0	0	0
July 2020	71	71	71	71	53	0	0	0	52	52	52	52	0	0	0	0
July 2021	66	66	66	66	14	0	0	0	44	44	44	23	0	0	0	0
July 2022	61	61	61	61	0	0	0	0	35	35	35	0	0	0	0	0
July 2023	56	56	56	29	0	0	0	0	27	27	27	0	0	0	0	0
July 2024	51	51	51	0	0	0	0	0	18	18	10	0	0	0	0	0
July 2025	45	45	45	0	0	0	0	0	9	8	0	0	0	0	0	0
July 2026	39	39	36	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2027	33	33	9	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2028	27	12	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2029	20	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2030	13	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2031	6	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2032	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2033	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2034	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2035	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2036	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2037	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2038	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2040	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2041	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2042	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2043	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	10.6	10.1	9.7	8.0	6.4	5.3	3.9	3.1	7.0	7.0	6.8	5.9	4.8	4.1	3.1	2.5

\* Indicates an outstanding balance greater than 0% and less than 0.5% of the original principal balance.  
 \*\* Determined as specified under “Yield, Maturity and Prepayment Considerations—Weighted Average Lives and Final Distribution Dates” in the REMIC Prospectus.

Date	EZ Class								EB Class							
	PSA Prepayment Assumption								PSA Prepayment Assumption							
	0%	100%	120%	200%	300%	400%	600%	800%	0%	100%	120%	200%	300%	400%	600%	800%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
July 2014	104	104	104	104	104	104	104	104	100	100	100	100	100	100	100	100
July 2015	107	107	107	107	107	107	107	107	100	100	100	100	100	100	100	100
July 2016	111	111	111	111	111	111	111	68	100	100	100	100	100	100	100	43
July 2017	115	115	115	115	115	115	66	30	100	100	100	100	100	100	42	19
July 2018	119	119	119	119	119	119	44	0	100	100	100	100	100	82	28	0
July 2019	123	123	123	123	123	66	1	0	100	100	100	100	89	42	1	0
July 2020	128	128	128	128	99	51	0	0	100	100	100	100	63	32	0	0
July 2021	132	132	132	132	66	17	0	0	100	100	100	93	42	11	0	0
July 2022	137	137	137	126	47	0	0	0	100	100	100	80	30	0	0	0
July 2023	142	142	142	91	19	0	0	0	100	100	100	58	12	0	0	0
July 2024	147	147	147	66	0	0	0	0	100	100	97	42	0	0	0	0
July 2025	152	152	138	49	0	0	0	0	100	100	88	31	0	0	0	0
July 2026	157	143	123	26	0	0	0	0	100	91	79	17	0	0	0	0
July 2027	157	130	99	5	0	0	0	0	100	83	63	3	0	0	0	0
July 2028	157	114	72	0	0	0	0	0	100	73	46	0	0	0	0	0
July 2029	157	86	51	0	0	0	0	0	100	54	32	0	0	0	0	0
July 2030	157	58	29	0	0	0	0	0	100	37	18	0	0	0	0	0
July 2031	157	36	9	0	0	0	0	0	100	23	6	0	0	0	0	0
July 2032	157	15	0	0	0	0	0	0	100	9	0	0	0	0	0	0
July 2033	157	0	0	0	0	0	0	0	100	0	0	0	0	0	0	0
July 2034	157	0	0	0	0	0	0	0	100	0	0	0	0	0	0	0
July 2035	157	0	0	0	0	0	0	0	100	0	0	0	0	0	0	0
July 2036	157	0	0	0	0	0	0	0	100	0	0	0	0	0	0	0
July 2037	152	0	0	0	0	0	0	0	97	0	0	0	0	0	0	0
July 2038	131	0	0	0	0	0	0	0	84	0	0	0	0	0	0	0
July 2039	51	0	0	0	0	0	0	0	32	0	0	0	0	0	0	0
July 2040	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2041	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2042	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2043	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	25.7	16.3	15.1	11.3	8.4	6.7	4.7	3.6	25.7	16.2	14.8	10.8	7.9	6.2	4.3	3.3

Date	GA Class							GV Class							GZ Class						
	PSA Prepayment Assumption							PSA Prepayment Assumption							PSA Prepayment Assumption						
	0%	100%	120%	200%	300%	400%	600%	0%	100%	120%	200%	300%	400%	600%	0%	100%	120%	200%	300%	400%	600%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
July 2014	97	93	92	90	87	84	78	92	92	92	92	92	92	92	103	103	103	103	103	103	103
July 2015	93	84	82	76	69	61	48	85	85	85	85	85	85	85	106	106	106	106	106	106	106
July 2016	90	74	72	62	51	41	25	77	77	77	77	77	77	77	109	109	109	109	109	109	109
July 2017	86	65	62	50	37	27	10	68	68	68	68	68	68	68	113	113	113	113	113	113	113
July 2018	82	57	53	40	26	16	1	60	60	60	60	60	60	60	116	116	116	116	116	116	116
July 2019	78	49	45	31	18	8	0	51	51	51	51	51	51	0	120	120	120	120	120	120	93
July 2020	74	42	38	24	11	2	0	42	42	42	42	42	42	0	123	123	123	123	123	123	56
July 2021	69	35	31	17	5	0	0	33	33	33	33	33	33	0	127	127	127	127	127	115	33
July 2022	64	29	25	12	1	0	0	23	23	23	23	23	23	0	131	131	131	131	131	81	20
July 2023	59	24	20	7	0	0	0	13	13	13	13	0	0	0	135	135	135	135	114	57	12
July 2024	53	18	14	3	0	0	0	3	3	3	3	0	0	0	139	139	139	139	85	39	7
July 2025	47	13	10	0	0	0	0	0	0	0	0	0	0	0	140	140	140	138	62	27	4
July 2026	41	9	6	0	0	0	0	0	0	0	0	0	0	0	140	140	140	107	45	18	2
July 2027	35	5	2	0	0	0	0	0	0	0	0	0	0	0	140	140	140	80	32	12	1
July 2028	28	1	0	0	0	0	0	0	0	0	0	0	0	0	140	140	125	58	21	7	1
July 2029	21	0	0	0	0	0	0	0	0	0	0	0	0	0	140	110	91	40	14	4	*
July 2030	13	0	0	0	0	0	0	0	0	0	0	0	0	0	140	74	60	25	8	2	*
July 2031	5	0	0	0	0	0	0	0	0	0	0	0	0	0	140	40	32	13	4	1	*
July 2032	0	0	0	0	0	0	0	0	0	0	0	0	0	0	100	10	8	3	1	*	*
July 2033	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)**	10.9	6.5	6.0	4.6	3.6	2.9	2.1	6.0	6.0	6.0	6.0	5.8	5.3	4.3	19.3	17.2	16.8	14.8	12.4	10.4	7.5

\* Indicates an outstanding balance greater than 0% and less than 0.5% of the original principal balance.  
 \*\* Determined as specified under “Yield, Maturity and Prepayment Considerations—Weighted Average Lives and Final Distribution Dates” in the REMIC Prospectus.

Date	HF, HS and HO Classes								HZ Class							
	PSA Prepayment Assumption								PSA Prepayment Assumption							
	0%	100%	180%	300%	400%	600%	800%	1000%	0%	100%	180%	300%	400%	600%	800%	1000%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
July 2014	100	100	94	78	78	35	0	0	103	103	103	103	103	103	0	0
July 2015	100	100	86	46	3	0	0	0	106	106	106	106	106	0	0	0
July 2016	100	100	76	11	0	0	0	0	109	109	109	109	0	0	0	0
July 2017	100	100	68	0	0	0	0	0	113	113	113	0	0	0	0	0
July 2018	100	100	62	0	0	0	0	0	116	116	116	0	0	0	0	0
July 2019	100	100	59	0	0	0	0	0	120	120	120	0	0	0	0	0
July 2020	100	100	55	0	0	0	0	0	123	123	123	0	0	0	0	0
July 2021	100	100	51	0	0	0	0	0	127	127	127	0	0	0	0	0
July 2022	100	100	48	0	0	0	0	0	131	131	131	0	0	0	0	0
July 2023	100	100	43	0	0	0	0	0	135	135	135	0	0	0	0	0
July 2024	100	100	37	0	0	0	0	0	139	139	139	0	0	0	0	0
July 2025	100	100	31	0	0	0	0	0	143	143	143	0	0	0	0	0
July 2026	100	100	25	0	0	0	0	0	148	148	148	0	0	0	0	0
July 2027	100	100	19	0	0	0	0	0	152	152	152	0	0	0	0	0
July 2028	100	100	13	0	0	0	0	0	157	157	157	0	0	0	0	0
July 2029	100	100	7	0	0	0	0	0	162	162	162	0	0	0	0	0
July 2030	100	96	2	0	0	0	0	0	166	166	166	0	0	0	0	0
July 2031	100	83	0	0	0	0	0	0	171	171	0	0	0	0	0	0
July 2032	100	69	0	0	0	0	0	0	177	177	0	0	0	0	0	0
July 2033	100	56	0	0	0	0	0	0	182	182	0	0	0	0	0	0
July 2034	100	43	0	0	0	0	0	0	188	188	0	0	0	0	0	0
July 2035	100	31	0	0	0	0	0	0	193	193	0	0	0	0	0	0
July 2036	100	19	0	0	0	0	0	0	199	199	0	0	0	0	0	0
July 2037	100	8	0	0	0	0	0	0	205	205	0	0	0	0	0	0
July 2038	100	0	0	0	0	0	0	0	212	0	0	0	0	0	0	0
July 2039	100	0	0	0	0	0	0	0	218	0	0	0	0	0	0	0
July 2040	100	0	0	0	0	0	0	0	225	0	0	0	0	0	0	0
July 2041	72	0	0	0	0	0	0	0	231	0	0	0	0	0	0	0
July 2042	17	0	0	0	0	0	0	0	238	0	0	0	0	0	0	0
July 2043	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	28.4	20.6	8.3	1.9	1.3	0.9	0.7	0.5	29.3	24.8	17.4	3.4	2.1	1.3	1.0	0.8

Date	KA Class									KV Class								
	PSA Prepayment Assumption									PSA Prepayment Assumption								
	0%	100%	150%	200%	300%	400%	600%	800%	1000%	0%	100%	150%	200%	300%	400%	600%	800%	1000%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
July 2014	98	94	92	90	86	82	74	66	58	95	95	95	95	95	95	95	95	95
July 2015	97	84	79	74	64	55	37	20	6	89	89	89	89	89	89	89	89	89
July 2016	95	75	66	59	44	31	9	0	0	84	84	84	84	84	84	84	33	0
July 2017	93	66	55	45	28	13	0	0	0	78	78	78	78	78	78	24	0	0
July 2018	91	57	45	33	14	0	0	0	0	72	72	72	72	72	70	0	0	0
July 2019	89	49	35	23	4	0	0	0	0	66	66	66	66	66	5	0	0	0
July 2020	87	42	27	14	0	0	0	0	0	59	59	59	59	31	0	0	0	0
July 2021	84	35	19	7	0	0	0	0	0	52	52	52	52	0	0	0	0	0
July 2022	82	28	13	*	0	0	0	0	0	45	45	45	45	0	0	0	0	0
July 2023	79	22	6	0	0	0	0	0	0	38	38	38	4	0	0	0	0	0
July 2024	76	17	1	0	0	0	0	0	0	30	30	30	0	0	0	0	0	0
July 2025	73	11	0	0	0	0	0	0	0	22	22	0	0	0	0	0	0	0
July 2026	69	7	0	0	0	0	0	0	0	13	13	0	0	0	0	0	0	0
July 2027	66	2	0	0	0	0	0	0	0	5	5	0	0	0	0	0	0	0
July 2028	62	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2029	58	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2030	53	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2031	49	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2032	44	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2033	38	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2034	33	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2035	27	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2036	20	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2037	13	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2038	6	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2040	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2041	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2042	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2043	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average																		
Life (years)**	16.3	6.4	4.9	4.0	2.9	2.3	1.7	1.4	1.1	8.0	8.0	7.6	6.9	5.7	4.7	3.5	2.7	2.3

\* Indicates an outstanding balance greater than 0% and less than 0.5% of the original principal balance.  
 \*\* Determined as specified under “Yield, Maturity and Prepayment Considerations—Weighted Average Lives and Final Distribution Dates” in the REMIC Prospectus.



Date	KZ Class									KB Class								
	PSA Prepayment Assumption									PSA Prepayment Assumption								
	0%	100%	150%	200%	300%	400%	600%	800%	1000%	0%	100%	150%	200%	300%	400%	600%	800%	1000%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
July 2014	104	104	104	104	104	104	104	104	104	100	100	100	100	100	100	100	100	100
July 2015	108	108	108	108	108	108	108	108	108	100	100	100	100	100	100	100	100	100
July 2016	113	113	113	113	113	113	113	113	113	80	100	100	100	100	100	100	78	45
July 2017	117	117	117	117	117	117	117	71	31	100	100	100	100	100	100	76	40	18
July 2018	122	122	122	122	122	122	85	36	12	100	100	100	100	100	99	48	20	7
July 2019	127	127	127	127	127	127	53	18	5	100	100	100	100	100	73	30	10	3
July 2020	132	132	132	132	132	97	33	9	2	100	100	100	100	88	54	19	5	1
July 2021	138	138	138	138	125	72	21	5	1	100	100	100	100	70	40	12	3	*
July 2022	143	143	143	143	99	53	13	2	*	100	100	100	100	56	30	7	1	*
July 2023	149	149	149	149	79	39	8	1	*	100	100	100	85	44	22	4	1	*
July 2024	155	155	155	129	62	29	5	1	*	100	100	100	72	35	16	3	*	*
July 2025	161	161	160	110	49	21	3	*	*	100	100	90	61	28	12	2	*	*
July 2026	168	168	140	93	39	15	2	*	*	100	100	78	52	22	9	1	*	*
July 2027	175	175	122	78	30	11	1	*	*	100	100	68	44	17	6	1	*	*
July 2028	179	168	105	65	24	8	1	*	*	100	94	59	37	13	4	*	*	*
July 2029	179	150	91	54	18	6	*	*	*	100	84	51	30	10	3	*	*	*
July 2030	179	132	78	45	14	4	*	*	*	100	74	44	25	8	2	*	*	*
July 2031	179	116	66	37	11	3	*	*	*	100	65	37	21	6	2	*	*	*
July 2032	179	102	56	30	8	2	*	*	*	100	57	31	17	5	1	*	*	*
July 2033	179	88	47	25	6	1	*	*	*	100	49	26	14	4	1	*	*	*
July 2034	179	75	39	20	5	1	*	*	*	100	42	22	11	3	1	*	*	*
July 2035	179	63	31	15	3	1	*	*	0	100	35	18	9	2	*	*	*	0
July 2036	179	52	25	12	2	*	*	*	0	100	29	14	7	1	*	*	*	0
July 2037	179	41	19	9	2	*	*	*	0	100	23	11	5	1	*	*	*	0
July 2038	179	32	14	6	1	*	*	*	0	100	18	8	4	1	*	*	*	0
July 2039	170	23	10	4	1	*	*	*	0	95	13	6	2	*	*	*	*	0
July 2040	132	15	6	3	*	*	*	*	0	74	8	3	1	*	*	*	*	0
July 2041	91	7	3	1	*	*	*	0	0	51	4	2	1	*	*	*	0	0
July 2042	47	0	0	0	0	0	0	0	0	26	0	0	0	0	0	0	0	0
July 2043	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	28.0	20.5	17.8	15.4	11.8	9.4	6.4	4.8	3.8	28.0	20.5	17.2	14.5	10.7	8.3	5.6	4.1	3.2

\* 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.

## Characteristics of the Residual Classes

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

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

## CERTAIN ADDITIONAL FEDERAL INCOME TAX CONSEQUENCES

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



## U.S. Treasury Circular 230 Notice

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

### REMIC Elections and Special Tax Attributes

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

Notwithstanding the foregoing, the Mortgage Loans underlying the Group 1 MBS, Group 2 MBS, Group 3 Underlying REMIC and RCR Certificates and the Group 4 MBS 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 Classes, Group 2 Classes, Group 3 Classes and Group 4 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 March 1, 2013. Accordingly, special tax considerations may apply to a real estate investment trust that holds a REMIC Certificate of a Group 1, Group 2, Group 3 or Group 4 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 Accrual Classes, the Notional Classes and the Principal Only Classes will be issued with original issue discount (“OID”), and certain other Classes of REMIC Certificates may be issued with OID. If a Class is issued with OID, a beneficial owner of a Certificate of that Class generally must recognize some taxable income in advance of the receipt of the cash attributable to that income. See “Material Federal Income Tax Consequences—Taxation of Beneficial Owners of Regular Certificates—*Treatment of Original Issue Discount*” in the REMIC Prospectus. In addition, certain Classes of REMIC Certificates may be treated as having been issued at a premium. See “Material Federal Income Tax Consequences—Taxation of Beneficial Owners of Regular Certificates—*Regular Certificates Purchased at a Premium*” in the REMIC Prospectus.

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

<u>Group</u>	<u>Prepayment Assumption</u>
1	140% PSA
2	120% PSA
3	120% PSA
4	120% PSA
5	180% PSA
6	150% 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 at any other rate. See “Description of the Certificates—Weighted Average Lives of the Certificates” in this prospectus supplement and “Yield, Maturity and Prepayment Considerations—Weighted Average Lives and Final Distribution Dates” in the REMIC Prospectus.

### **Taxation of Beneficial Owners of Residual Certificates**

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

### **Taxation of Beneficial Owners of RCR Certificates**

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

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

## **PLAN OF DISTRIBUTION**

We are obligated to deliver the Certificates to Goldman, Sachs & Co. (the “Dealer”) in exchange for the Trust MBS and the Underlying REMIC and RCR Certificates. 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.

## Exhibit A

### Group 3 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	July 2013 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)
2012-120	BM	October 2012	3136A9J58	3.5%	FIX	November 2039	SEQ	\$ 1,149,992	1.00000000	\$ 1,149,992	4.057%	345	10
2012-120	EN	October 2012	3136A9S33	3.5	FIX	November 2039	SEQ	20,653,601	1.00000000	12,220,184	4.057	345	10
2013-9	GD	January 2013	3136ABRE5	3.5	FIX	July 2040	SEQ/AD	21,444,036	1.00000000	21,444,036	4.063	347	6
2013-26	BK	March 2013	3136ADUY3	3.5	FIX	August 2039	SEQ	1,788,568	1.00000000	1,788,568	4.063	346	5
2013-40	DT	April 2013	3136ADK73	3.5	FIX	July 2039	SEQ	17,653,750	1.00000000	14,371,779	4.092	349	5

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

### Group 5 Underlying REMIC 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	July 2013 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)
2013-67	HN	June 2013	3136AFFQ2	3.0%	FIX	July 2043	TAC	\$ 1,500,000	1.00000000	\$1,000,000	4.455%	344	8
2013-67	HT	June 2013	3136AFFR0	3.0	FIX	July 2043	TAC	2,676,000	0.99994024	2,099,875	4.455	344	8
2013-67	HU	June 2013	3136AFFP4	3.0	FIX	May 2043	TAC	10,500,000	0.99993170	7,409,493	4.455	344	8

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

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

## Schedule 1

## Available Recombinations(1)

REMIC Certificates		RCR Certificates						
<u>Classes</u>	<u>Original Balances</u>	<u>RCR Classes</u>	<u>Original Balances</u>	<u>Principal Type(2)</u>	<u>Interest Rate</u>	<u>Interest Type(2)</u>	<u>CUSIP Number</u>	<u>Final Distribution Date</u>
<b>Recombination 1</b>								
CD	\$241,228,704	CE	\$258,459,326	SEQ	3.00%	FIX	3136AFZW7	July 2039
FA	17,230,622							
SA	17,230,622(3)							
<b>Recombination 2</b>								
CD	241,228,704	CG	278,340,813	SEQ	3.25	FIX	3136AFZX5	July 2039
FA	37,112,109							
SA	37,112,109(3)							
<b>Recombination 3</b>								
CD	241,228,704	CA	301,535,880	SEQ	3.50	FIX	3136AFZY3	July 2039
FA	60,307,176							
SA	60,307,176(3)							
<b>Recombination 4</b>								
CD	241,228,704	AC	361,843,056	SEQ	4.00	FIX	3136AFZZ0	July 2039
FA	120,614,352							
SA	120,614,352(3)							
<b>Recombination 5</b>								
VA	43,511,881	CV	72,985,509	SEQ/AD	4.00	FIX	3136AFA20	July 2032
VB	29,473,628							
<b>Recombination 6</b>								
DE	104,777,768	DG	112,261,895	SEQ	3.00	FIX	3136AFA38	January 2039
AF	7,484,127							
AS	7,484,127(3)							
<b>Recombination 7</b>								
DE	104,777,768	DA	130,972,210	SEQ	3.50	FIX	3136AFA46	January 2039
AF	26,194,442							
AS	26,194,442(3)							

REMIC Certificates		RCR Certificates						
<u>Classes</u>	<u>Original Balances</u>	<u>RCR Classes</u>	<u>Original Balances</u>	<u>Principal Type(2)</u>	<u>Interest Rate</u>	<u>Interest Type(2)</u>	<u>CUSIP Number</u>	<u>Final Distribution Date</u>
<b>Recombination 8</b>								
DE	\$104,777,768	AD	\$157,166,651	SEQ	4.00%	FIX	3136AFA53	January 2039
AF	52,388,883							
AS	52,388,883(3)							
<b>Recombination 9</b>								
AV	20,082,406	DV	33,685,619	SEQ/AD	4.00	FIX	3136AFA61	July 2032
BV	13,603,213							
<b>Recombination 10</b>								
EV	18,545,690	EB(4)	50,974,559	SC/SEQ	3.50	FIX	3136AFA79	July 2040
EZ	32,428,869							
<b>Recombination 11</b>								
KV	8,559,000	KB(5)	19,444,444	SEQ	4.00	FIX	3136AFA87	August 2043
KZ	10,885,444							

- (1) REMIC Certificates and RCR Certificates in each Recombination may be exchanged only in the proportions of *original* principal or notional principal balances for the related Classes shown in this Schedule 1 (disregarding any retired Classes). For example, if a particular Recombination includes two REMIC Classes and one RCR Class whose *original* principal balances shown in the schedule reflect a 1:1:2 relationship, the same 1:1:2 relationship among the *original* principal balances of those REMIC and RCR Classes must be maintained in any exchange. This is true even if, as a result of the applicable payment priority sequence, the relationship between their *current* principal balances has changed over time. Moreover, if as a result of a proposed exchange, a Certificateholder would hold a REMIC Certificate or RCR Certificate of a Class in an amount less than the applicable minimum denomination for that Class, the Certificateholder will be unable to effect the proposed exchange. See “Description of the Certificates—General— *Authorized Denominations*” in this prospectus supplement.
- (2) See “Description of the Certificates—Class Definitions and Abbreviations” in the REMIC Prospectus.
- (3) Notional principal balances. These Classes are Interest Only Classes. See page S-6 for a description of how their notional principal balances are calculated.
- (4) Principal payments on the REMIC Certificates in Recombination 10 from the EZ Accrual Amount will be paid as interest on the related RCR Certificates and thus will not reduce the principal balances of those RCR Certificates.
- (5) Principal payments on the REMIC Certificates in Recombination 11 from the KZ Accrual Amount will be paid as interest on the related RCR Certificates and thus will not reduce the principal balances of those RCR Certificates.

No one is authorized to give information or to make representations in connection with the Certificates other than the information and representations contained in or incorporated into this Prospectus Supplement and the additional Disclosure Documents. We take no responsibility for any unauthorized information or representation. This Prospectus Supplement and the additional Disclosure Documents do not constitute an offer or solicitation with regard to the Certificates if it is illegal to make such an offer or solicitation to you under state law. By delivering this Prospectus Supplement and the additional Disclosure Documents at any time, no one implies that the information contained herein or therein is correct after the date hereof or thereof.

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

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**\$1,045,918,287**



**Guaranteed REMIC  
Pass-Through Certificates  
Fannie Mae REMIC Trust 2013-80**

**PROSPECTUS SUPPLEMENT**

**Goldman, Sachs & Co.**

**July 25, 2013**