

Prospectus Supplement
(To REMIC Prospectus dated August 1, 2012)

\$577,382,002



FannieMae®

Guaranteed Pass-Through Certificates
Fannie Mae Trust 2013-91

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 six groups.

- Group 1, Group 5 and Group 6 will consist of underlying certificates backed by Fannie Mae MBS.
- Group 2, Group 3 and Group 4 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 backing certain of the Group 5 Underlying Certificates have loan-to-value ratios in excess of 125%.

Tax Treatment

- Group 1, Group 2, Group 3, Group 4 and Group 6 will together be treated as a REMIC for tax purposes.
- Group 5 will be treated as a grantor trust for tax purposes.

<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>
B	1	\$ 48,824,682	SC/PT	3.00%	FIX	3136AGGM8	July 2028
CF(2) . . .	2	47,004,357	SEQ	(3)	FLT	3136AGGN6	April 2039
CS(2) . .	2	47,004,357(4)	NTL	(3)	INV/IO	3136AGGP1	April 2039
CH(2) . .	2	94,008,714	SEQ	2.75	FIX	3136AGGQ9	April 2039
CV(2) . .	2	18,600,738	SEQ/AD	4.00	FIX	3136AGGR7	July 2026
VC(2) . .	2	12,599,575	SEQ/AD	4.00	FIX	3136AGGS5	August 2032
CZ	2	27,786,616	SEQ	4.00	FIX/Z	3136AGGT3	September 2043
PA(2) . . .	3	45,124,597	PAC/AD	4.00	FIX	3136AGGU0	June 2043
PB	3	866,967	PAC/AD	4.00	FIX	3136AGGV8	September 2043
PZ	3	14,008,436	SUP	4.00	FIX/Z	3136AGGW6	September 2043
DA	4	185,947,478	SEQ	3.00	FIX	3136AGGX4	January 2032
DV	4	9,415,804	SEQ/AD	3.00	FIX	3136AGGY2	October 2026
DZ	4	19,636,718	SEQ	3.00	FIX/Z	3136AGGZ9	September 2033
A	5	32,557,320	SC/PT	(5)	WAC	3136AGHA3	June 2033
AM	6	21,000,000	SC/PT	4.00	FIX	3136AGHB1	November 2041
R	1-4, 6	0	NPR	0	NPR	3136AGHC9	September 2043
RL	1-4, 6	0	NPR	0	NPR	3136AGHD7	September 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.
(5) The interest rate of the A Class is calculated as described on page S-13.

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 VD, CA, CE, CG, PC, PD, PE, PG, PH and PI 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 certain of the Group 5 Underlying Certificates have loan-to-value ratios in excess of 125%, the Group 5 Class is not an eligible asset 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 (other than the B Class) from time to time in negotiated transactions at varying prices. We expect the settlement date to be August 30, 2013. Fannie Mae will assign the B Class to a Fannie Mae Mega trust. See "Plan of Distribution" in the prospectus supplement.

Carefully consider the risk factors starting 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 August 26, 2013

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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 1, Group 5 or Group 6 Class or the R or RL Class, the disclosure documents relating to the applicable underlying certificates (the “Underlying 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 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 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 August 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	Class 2013-67-AE RCR Certificate Class 2013-67-AI REMIC Certificate
2	Group 2 MBS
3	Group 3 MBS
4	Group 4 MBS
5	Class 2012-147-TI Trust Certificate Class 2013-17-YI Trust Certificate Class 2013-20-DI Trust Certificate Class 2013-62-KA RCR Certificate Class 2013-62-KM RCR Certificate
6	Class 2013-76-MI REMIC Certificate Class 2013-76-MK RCR Certificate

Group 1, Group 5 and Group 6

Exhibit A describes the underlying certificates in Group 1, Group 5 and Group 6, including certain information about the related mortgage loans. To learn more about the underlying certificates, you should obtain from us the current class factors and the related disclosure documents as described on page S-3.

Each of the mortgage loans backing the Class 2012-147-TI, Class 2013-17-YI and Class 2013-20-DI Trust Certificates in Group 5 has a loan-to-value ratio greater than 125%.

Group 2, Group 3 and Group 4

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 2 MBS	\$200,000,000	4.00%	4.25% to 6.50%	241 to 360
Group 3 MBS	\$ 60,000,000	4.00%	4.25% to 6.50%	241 to 360
Group 4 MBS	\$215,000,000	3.00%	3.25% to 5.50%	181 to 240

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 2 MBS	\$200,000,000	360	354	4	4.500%
Group 3 MBS	\$ 60,000,000	360	328	28	4.530%
Group 4 MBS	\$215,000,000	240	236	3	3.701%

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.

Settlement Date

We expect to issue the certificates on August 30, 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:

<u>Fed Book-Entry</u>	<u>DTC Book-Entry</u>	<u>Physical</u>
All classes of certificates other than the A, R and RL Classes	A Class	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 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>
CF	0.634%	6.50%	0.45%	LIBOR + 45 basis points
CS	5.866%	6.05%	0.00%	6.05% – LIBOR

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

During each interest accrual period, A Class will bear interest at the applicable annual rate described under “Description of the Certificates—Distribution of Interest—*The A Class*” in this prospectus supplement.

Notional Classes

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

<u>Class</u>	
CS	100% of the CF Class
PI	49.9999988920% of the PA 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 Class</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>
B	8.4	5.7	4.5	3.7	3.1	2.2	1.7

<u>Group 2 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>
CF, CS, CH, CA, CE and CG	16.1	6.5	5.0	4.1	3.1	2.5	1.9
CV	7.0	7.0	6.9	6.4	5.3	4.5	3.4
VC	16.0	14.6	12.1	10.3	7.8	6.2	4.5
CZ	27.9	21.4	18.6	16.2	12.5	10.0	6.9
VD	10.6	10.1	9.0	7.9	6.3	5.2	3.8

<u>Group 3 Classes</u>	<u>PSA Prepayment Assumption</u>								
	<u>0%</u>	<u>100%</u>	<u>150%</u>	<u>250%</u>	<u>350%</u>	<u>500%</u>	<u>700%</u>	<u>900%</u>	<u>1200%</u>
PA, PC, PD, PE, PG, PH and PI ...	12.1	5.1	4.4	4.4	4.4	3.1	2.1	1.5	0.9
PB	21.0	18.6	18.6	18.6	18.6	13.5	9.2	6.6	4.1
PZ	25.8	17.6	15.0	7.3	1.4	0.6	0.3	0.2	0.1

<u>Group 4 Classes</u>	<u>PSA Prepayment Assumption</u>					
	<u>0%</u>	<u>100%</u>	<u>125%</u>	<u>200%</u>	<u>300%</u>	<u>400%</u>
DA	10.7	6.5	5.9	4.7	3.6	3.0
DV	7.0	7.0	7.0	6.9	6.3	5.6
DZ	19.2	17.1	16.5	14.7	12.3	10.3

<u>Group 5 Class</u>	<u>PSA Prepayment Assumption</u>						
	<u>0%</u>	<u>100%</u>	<u>164%</u>	<u>200%</u>	<u>300%</u>	<u>400%</u>	<u>500%</u>
A†	11.7	7.8	6.4	5.9	4.6	3.8	3.2

<u>Group 6 Class</u>	<u>PSA Prepayment Assumption</u>							
	<u>0%</u>	<u>100%</u>	<u>187%</u>	<u>200%</u>	<u>300%</u>	<u>400%</u>	<u>600%</u>	<u>800%</u>
AM	12.7	5.7	5.5	5.5	4.7	3.7	2.7	2.1

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

† The weighted average life information set forth for the A Class is based solely on assumed principal distributions.

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 6 Class will be affected by the applicable payment priority governing the related underlying certificates. If you invest in the Group 6 Class, the rate at which you receive payments will be affected by the applicable priority sequence governing principal payments (or notional principal balance reductions) on the Group 6 Underlying REMIC and RCR Certificates.

As described in the related Underlying Disclosure Document, principal payments (or notional principal balance reductions) on the Group 6 Underlying REMIC and RCR Certificates are governed by a principal balance schedule. As a result, those underlying certificates may receive principal payments (or notional principal balance reductions) faster or slower than would otherwise have been the case. In some cases, they 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 (or notional principal balance reductions) over time may be eliminated. In such a case, the applicable underlying certificates would receive principal payments (or notional principal balance reductions) at rates that may vary widely from period to period. This prospectus supplement contains no information as to whether

- the applicable underlying certificates have adhered to the related principal balance schedule,
- any related support classes remain outstanding, or
- the applicable underlying certificates otherwise have performed as originally anticipated.

You may obtain additional information about the underlying certificates by reviewing their current class factors in light of other information available in the related Underlying 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 Class 2012-147-TI, Class 2013-17-YI and Class 2013-20-DI Trust Certificates in Group 5 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 Underlying Certificates” in this prospectus supplement.

Principal and interest payments on the A Class are derived from separate sources. Interest payments on the A Class will be based on interest payable on all of the Group 5 Underlying Certificates, while principal payments on the A Class will be based solely on principal payable on the Class 2013-62-KA and KM RCR Certificates in Group 5. The Class 2013-62-KA and KM RCR Certificates in Group 5 are independent of the other underlying certificates in Group 5. Accordingly, the interest payment rate and principal payment rate on the A Class are not directly related, are likely to differ, and may differ sharply. In addition, there is a risk that the A Class could in the future receive only interest payments in the event that the Class 2013-62-KA and KM RCR Certificates are retired while any of the remaining underlying certificates in Group 5 remain outstanding.

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 August 1, 2013 (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 Trust 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:

- three groups of previously issued certificates (the “Group 1 Underlying REMIC and RCR Certificates,” “Group 5 Underlying Certificates,” and “Group 6 Underlying REMIC and RCR Certificates,” and together, the “Underlying Certificates”) issued from the related Fannie Mae trusts (the “Underlying Trusts”) as further described in Exhibit A.
- three groups of Fannie Mae Guaranteed Mortgage Pass-Through Certificates (the “Group 2 MBS,” “Group 3 MBS” and “Group 4 MBS,” and together, the “Trust MBS”).

The Underlying 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 5 Underlying Certificates 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 5 Underlying Certificates will be treated as a grantor trust for tax purposes (the “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 5 Class 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.”

REMIC Designation	Assets	Regular Interests	Residual Interest
Lower Tier REMIC	Group 1 Underlying REMIC and RCR Certificates, Trust MBS and Group 6 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	Group 1, Group 2, Group 3, Group 4 and Group 6 Classes	R

Fannie Mae Guaranty. For a description of our guaranties of the Certificates, the MBS and the Underlying Certificates, see the applicable discussions appearing under the heading “Fannie Mae Guaranty” in the REMIC Prospectus, the MBS Prospectus and the Underlying 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.”

The A Class will be represented by a single certificate (the “DTC Certificate”) to be registered at all times in the name of the nominee of The Depository Trust Company (“DTC”), a New York-chartered limited purpose trust company, or any successor or depository selected or approved by us. We refer to the nominee of DTC as the “Holder” or “Certificateholder” of the DTC Certificate. DTC will maintain the DTC Certificate through its book-entry facilities.

We will issue the Residual Certificates in fully registered, certificated form. The “Holder” or “Certificateholder” of a Residual Certificate is its registered owner. A Residual Certificate can be transferred at the corporate trust office of the Transfer Agent, or at the office of the Transfer

Agent in New York, New York. U.S. Bank National Association in Boston, Massachusetts will be the initial Transfer Agent. We may impose a service charge for any registration of transfer of a Residual Certificate and may require payment to cover any tax or other governmental charge. See also “—Characteristics of the Residual Classes” below.

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

<u>Classes</u>	<u>Denominations</u>
Interest Only and Inverse Floating Rate Classes and the A Class	\$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 5 Class will require the consent of all holders of the Group 5 Class. For a description of the required level of Certificateholder consent for amendments to the Trust Agreement affecting Classes other than the Group 5 Class, see “The Trust Documents—Amendment” in the REMIC Prospectus.

The Underlying Certificates

The Underlying Certificates represent beneficial ownership interests in the related Underlying 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, each Mortgage Loan underlying the Class 2012-147-TI, Class 2013-17-YI and Class 2013-20-DI Trust Certificates in Group 5 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 March 1, 2013. 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.

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

For further information about the Underlying Certificates, telephone us at 1-800-237-8627. Additional information about the Underlying 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 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 30 years in the case of the Group 2 MBS and Group 3 MBS; and up to 20 years in the case of the Group 4 MBS.

In addition, the Mortgage Loans underlying the 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. 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.

Moreover, the pools of mortgage loans underlying the Group 3 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 March 1, 2013. 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 3 MBS, see the Final Data Statement for the Trust and the related prospectus supplement for each MBS. See also “Risk Factors—Risks Relating to Yield and Prepayment—Refinancing of Loans; Sale of Property—*“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 March 1, 2013.

For additional information, see “Summary—Group 2, Group 3 and Group 4—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 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 and the A Class	Floating Rate and Inverse Floating Rate Classes

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

Accrual Classes. The CZ, PZ and DZ 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.

The A Class. On each Distribution Date, we will pay interest on the A Class in an amount equal to the amount of interest accrued during the related interest accrual period on the Underlying Certificates in Group 5. Accordingly, the amount of interest payable on the Certificates of the A Class will not be determined on the basis of their principal balances.

On the initial Distribution Date, we expect to pay interest on the A Class at an annual rate of approximately 3.77971% (calculated based on the amount of interest payable on that date and the initial principal balance of the A Class).

If the principal balances of the Class 2013-62-KA and KM RCR Certificates in Group 5 have been reduced to zero while any of the other Underlying Certificates in Group 5 remain outstanding, the A Class will become an Interest Only Class.

Our determination of the interest rate for the A Class for each Distribution Date will be final and binding in the absence of manifest error. You may obtain each such interest rate by telephoning us at 1-800-237-8627.

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 to B until retired.

} Structured
Collateral/
Pass-Through
Class

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

- *Group 2*

The CZ Accrual Amount to CV and VC, in that order, until retired, and thereafter to CZ.

} Accretion
Directed
Classes and
Accrual Class

The Group 2 Cash Flow Distribution Amount in the following priority:

1. To CF and CH, pro rata, until retired.
2. To CV, VC and CZ, in that order, until retired.

} Sequential
Pay Classes

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

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

- *Group 3*

The PZ Accrual Amount to the Aggregate Group to its Planned Balance, and thereafter to PZ.

} Accretion
Directed/PAC
Group and
Accrual Class

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

1. To the Aggregate Group to its Planned Balance.
2. To PZ until retired.

} PAC Group

} Support Class

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

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

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

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

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

- *Group 4*

The DZ Accrual Amount to DV until retired, and thereafter to DZ. } Accretion
Directed
Class and
Accrual Class

The Group 4 Cash Flow Distribution Amount to DA, DV and DZ, in that order, } Sequential
Pay Classes
until retired.

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

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

- *Group 5*

The Group 5 Principal Distribution Amount to A until retired. } Structured
Collateral/
Pass-Through
Class

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

- *Group 6*

The Group 6 Principal Distribution Amount to AM until retired. } Structured
Collateral/
Pass-Through
Class

The “Group 6 Principal Distribution Amount” is the principal then paid on the Group 6 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 Certificates, the priority sequence governing principal payments (or notional principal balance reductions) on the Group 6 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 and Group 4—Assumed Characteristics of the Underlying Mortgage Loans” in this prospectus supplement;
- the Mortgage Loans prepay at the constant percentages of PSA specified in the related tables;
- the settlement date for the Certificates is August 30, 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.

Principal Balance Schedule. The Principal Balance Schedule for the Aggregate Group is set forth beginning on page B-1 of this prospectus supplement. The Principal Balance Schedule was prepared based on the Pricing Assumptions and the assumption that the related Mortgage Loans prepay at a *constant* rate within the “Structuring Range” specified in the chart below. The “Effective Range” for the Aggregate Group is the range of prepayment rates (measured by *constant* PSA rates) that would reduce the 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 Group. However, those Classes are designed to receive principal distributions in the same fashion as if separate schedules had been provided (with schedules based on the same underlying assumptions that apply to the Aggregate Group schedule). If such separate schedules had been provided for the individual Classes included in the Aggregate Group, we expect that the effective ranges for those Classes would not be narrower than that shown below for the Aggregate Group.

<u>Group</u>	<u>Structuring Range</u>	<u>Initial Effective Range</u>
Aggregate Group Planned Balances	Between 150% and 350% PSA	Between 150% and 350% PSA

The Aggregate Group consists of the PA and PB Classes.

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

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

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

- We will distribute any excess of principal distributions over the amount necessary to reduce the Aggregate Group to its scheduled balance in any month. As a result, the likelihood of reducing the 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 Structuring Range or Effective Range, principal distributions may be insufficient to reduce the Aggregate Group to its scheduled balance each month if prepayments do not occur at a *constant* PSA rate.
- The actual Effective Range at any time will be based upon the actual characteristics of the related Mortgage Loans at that time, which are likely to vary (and may vary considerably) from the Pricing Assumptions. As a result, the actual Effective Range will likely differ from the Initial Effective Range specified above. For the same reason, the Aggregate Group might not be reduced to its scheduled balance each month even if the related Mortgage Loans prepay at a

constant PSA rate within the Initial Effective Range. This is so particularly if the rate falls at the lower or higher end of the range.

- The actual Effective Range may narrow, widen or shift upward or downward to reflect actual prepayment experience over time.
- The principal payment stability of the Aggregate Group will be supported by one other Class. When the related supporting Class is retired, the Aggregate Group, 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 Inverse Floating Rate Class. **The yield on the Inverse Floating Rate Class will be sensitive 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 table below, it is possible that investors in the Inverse Floating Rate Class 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 table has been prepared on the basis of the Pricing Assumptions and the assumptions that

- the interest rate for the Inverse Floating Rate Class for the initial Interest Accrual Period is the rate 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 price of that Class (expressed as a percentage of original principal balance) is as follows:

<u>Class</u>	<u>Price*</u>
CS	19.25%

* The price does not include accrued interest. Accrued interest has been added to the price in calculating the yields set forth in the table below.

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

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

LIBOR	PSA Prepayment Assumption						
	50%	100%	150%	200%	300%	400%	600%
0.092%	25.3%	20.5%	15.2%	9.5%	(2.4)%	(14.3)%	(36.1)%
0.184%	24.8%	19.9%	14.6%	8.8%	(3.2)%	(15.1)%	(36.9)%
2.184%	12.4%	6.7%	0.4%	(6.3)%	(20.0)%	(33.2)%	(56.6)%
4.184%	(1.6)%	(8.9)%	(16.9)%	(25.2)%	(41.6)%	(56.6)%	(82.0)%
6.050%	*	*	*	*	*	*	*

The Fixed Rate Interest Only Class. The yield to investors in the Fixed Rate Interest Only Class 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 the Fixed Rate Interest Only Class would be 0% if prepayments of the related Mortgage Loans were to occur at the following constant rate:

<u>Class</u>	<u>% PSA</u>
PI	469%

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 table has been prepared on the basis of the Pricing Assumptions and the assumption that the aggregate purchase price of the Fixed Rate Interest Only Class (expressed as a percentage of the original principal balance) is as follows:

<u>Class</u>	<u>Price*</u>
PI	13.0%

* The price does not include accrued interest. Accrued interest has been added to the price in calculating the yields set forth in the table below.

Sensitivity of the PI Class to Prepayments

	PSA Prepayment Assumption								
	50%	100%	150%	250%	350%	500%	700%	900%	1200%
Pre-Tax Yields to Maturity	20.3%	13.9%	8.8%	8.8%	8.8%	(2.7)%	(22.7)%	(46.8)%	(91.3)%

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 applicable priority sequences of distributions of principal of the Group 2, Group 3 and Group 4 Classes, and
- in the case of the Group 6 Class, the applicable priority sequence affecting principal payments (or notional principal balance reductions) on the Group 6 Underlying REMIC and RCR Certificates.

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

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

Decrement Tables

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

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

<u>Mortgage Loans Backing Trust Assets Specified Below</u>	<u>Original Terms to Maturity</u>	<u>Remaining Terms to Maturity</u>	<u>Interest Rates</u>
Group 1 Underlying REMIC and RCR Certificates	180 months	178 months	5.50%
Group 2 MBS	360 months	360 months	6.50%
Group 3 MBS	360 months	360 months	6.50%
Group 4 MBS	240 months	240 months	5.50%
Group 5 Underlying Certificates	240 months	(1)	(1)
Group 6 Underlying REMIC and RCR Certificates	360 months	358 months	6.50%

(1) The Mortgage Loans backing the Group 5 Underlying Certificates listed below are assumed to have the following remaining terms to maturity and interest rates:

	<u>Remaining Terms to Maturity</u>	<u>Interest Rates</u>
2012-147-TI	232 months	6.00%
2013-17-YI	234 months	6.00%
2013-20-DI	234 months	6.00%
2013-62-KA	237 months	5.50%
2013-62-KM	237 months	5.50%

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

<u>Date</u>	<u>B Class</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>
Initial Percent	100	100	100	100	100	100	100
August 2014	96	90	86	83	79	71	63
August 2015	91	79	71	64	56	43	31
August 2016	86	69	58	48	40	25	15
August 2017	80	60	47	36	28	15	7
August 2018	75	51	38	27	19	9	3
August 2019	69	43	30	20	13	5	2
August 2020	63	36	23	14	9	3	1
August 2021	56	29	17	10	6	2	*
August 2022	49	23	13	7	4	1	*
August 2023	42	17	9	5	2	*	*
August 2024	34	12	6	3	1	*	*
August 2025	26	7	3	1	1	*	*
August 2026	17	2	1	*	*	*	*
August 2027	8	0	0	0	0	0	0
August 2028	0	0	0	0	0	0	0
Weighted Average Life (years)**	8.4	5.7	4.5	3.7	3.1	2.2	1.7

* 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.

Date	CF, CS†, CH, CA, CE and CG Classes							CV Class							VC Class						
	PSA Prepayment Assumption							PSA Prepayment Assumption							PSA Prepayment Assumption						
	0%	100%	150%	200%	300%	400%	600%	0%	100%	150%	200%	300%	400%	600%	0%	100%	150%	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
August 2014	98	95	93	92	89	86	80	94	94	94	94	94	94	94	100	100	100	100	100	100	100
August 2015	97	86	82	78	69	61	45	88	88	88	88	88	88	88	100	100	100	100	100	100	100
August 2016	95	76	69	61	48	35	13	81	81	81	81	81	81	81	100	100	100	100	100	100	100
August 2017	93	67	57	47	30	15	0	74	74	74	74	74	74	18	100	100	100	100	100	100	100
August 2018	91	58	46	35	16	1	0	67	67	67	67	67	67	0	100	100	100	100	100	100	0
August 2019	89	50	36	24	4	0	0	60	60	60	60	60	60	0	100	100	100	100	100	73	0
August 2020	86	42	27	15	0	0	0	52	52	52	52	15	0	0	100	100	100	100	100	0	0
August 2021	84	35	20	7	0	0	0	44	44	44	44	0	0	0	100	100	100	100	26	0	0
August 2022	81	29	12	0	0	0	0	35	35	35	32	0	0	0	100	100	100	100	0	0	0
August 2023	78	22	6	0	0	0	0	27	27	27	0	0	0	0	100	100	100	67	0	0	0
August 2024	75	17	*	0	0	0	0	18	18	18	0	0	0	0	100	100	100	0	0	0	0
August 2025	72	11	0	0	0	0	0	8	8	0	0	0	0	0	100	100	58	0	0	0	0
August 2026	69	6	0	0	0	0	0	0	0	0	0	0	0	0	98	98	0	0	0	0	0
August 2027	65	1	0	0	0	0	0	0	0	0	0	0	0	0	82	82	0	0	0	0	0
August 2028	61	0	0	0	0	0	0	0	0	0	0	0	0	0	67	31	0	0	0	0	0
August 2029	57	0	0	0	0	0	0	0	0	0	0	0	0	0	50	0	0	0	0	0	0
August 2030	52	0	0	0	0	0	0	0	0	0	0	0	0	0	33	0	0	0	0	0	0
August 2031	48	0	0	0	0	0	0	0	0	0	0	0	0	0	16	0	0	0	0	0	0
August 2032	43	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2033	37	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2034	31	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2035	25	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2036	19	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2037	11	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2038	4	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2040	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2041	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2042	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2043	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)**	16.1	6.5	5.0	4.1	3.1	2.5	1.9	7.0	7.0	6.9	6.4	5.3	4.5	3.4	16.0	14.6	12.1	10.3	7.8	6.2	4.5

Date	CZ Class							VD Class						
	PSA Prepayment Assumption							PSA Prepayment Assumption						
	0%	100%	150%	200%	300%	400%	600%	0%	100%	150%	200%	300%	400%	600%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100
August 2014	104	104	104	104	104	104	104	96	96	96	96	96	96	96
August 2015	108	108	108	108	108	108	108	93	93	93	93	93	93	93
August 2016	113	113	113	113	113	113	113	89	89	89	89	89	89	89
August 2017	117	117	117	117	117	117	117	85	85	85	85	85	85	51
August 2018	122	122	122	122	122	122	109	80	80	80	80	80	80	0
August 2019	127	127	127	127	127	127	68	76	76	76	76	76	29	0
August 2020	132	132	132	132	132	119	43	71	71	71	71	49	0	0
August 2021	138	138	138	138	138	88	27	66	66	66	66	11	0	0
August 2022	143	143	143	143	119	65	17	61	61	61	60	0	0	0
August 2023	149	149	149	149	95	48	10	56	56	56	27	0	0	0
August 2024	155	155	155	153	75	35	6	51	51	51	0	0	0	0
August 2025	161	161	161	130	59	26	4	45	45	23	0	0	0	0
August 2026	168	168	164	110	47	19	2	39	39	0	0	0	0	0
August 2027	175	175	143	92	37	14	1	33	33	0	0	0	0	0
August 2028	182	182	124	78	29	10	1	27	13	0	0	0	0	0
August 2029	189	175	108	65	22	7	1	20	0	0	0	0	0	0
August 2030	197	156	92	54	17	5	*	13	0	0	0	0	0	0
August 2031	205	137	79	45	13	4	*	6	0	0	0	0	0	0
August 2032	212	120	67	37	10	3	*	0	0	0	0	0	0	0
August 2033	212	105	56	30	8	2	*	0	0	0	0	0	0	0
August 2034	212	90	47	24	6	1	*	0	0	0	0	0	0	0
August 2035	212	76	38	19	4	1	*	0	0	0	0	0	0	0
August 2036	212	63	31	15	3	1	*	0	0	0	0	0	0	0
August 2037	212	51	24	11	2	*	*	0	0	0	0	0	0	0
August 2038	212	40	19	8	2	*	*	0	0	0	0	0	0	0
August 2039	192	30	13	6	1	*	*	0	0	0	0	0	0	0
August 2040	148	21	9	4	1	*	*	0	0	0	0	0	0	0
August 2041	102	12	5	2	*	*	*	0	0	0	0	0	0	0
August 2042	53	4	2	1	*	*	*	0	0	0	0	0	0	0
August 2043	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average														
Life (years)**	27.9	21.4	18.6	16.2	12.5	10.0	6.9	10.6	10.1	9.0	7.9	6.3	5.2	3.8

* 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	PA, PC, PD, PE, PG, PH and PI† Classes									PB Class								
	PSA Prepayment Assumption									PSA Prepayment Assumption								
	0%	100%	150%	250%	350%	500%	700%	900%	1200%	0%	100%	150%	250%	350%	500%	700%	900%	1200%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
August 2014	97	88	85	85	85	85	74	58	35	100	100	100	100	100	100	100	100	100
August 2015	94	77	70	70	70	61	41	25	8	100	100	100	100	100	100	100	100	100
August 2016	91	67	57	57	57	41	23	10	1	100	100	100	100	100	100	100	100	100
August 2017	88	57	45	45	45	27	12	4	0	100	100	100	100	100	100	100	100	39
August 2018	85	48	35	35	35	18	6	1	0	100	100	100	100	100	100	100	100	11
August 2019	81	39	26	26	26	12	3	0	0	100	100	100	100	100	100	100	57	3
August 2020	77	30	20	20	20	7	1	0	0	100	100	100	100	100	100	100	26	1
August 2021	73	22	15	15	15	4	0	0	0	100	100	100	100	100	100	73	11	*
August 2022	69	14	11	11	11	2	0	0	0	100	100	100	100	100	100	41	5	*
August 2023	65	8	8	8	8	1	0	0	0	100	100	100	100	100	100	23	2	*
August 2024	60	5	5	5	5	*	0	0	0	100	100	100	100	100	100	13	1	*
August 2025	55	4	4	4	4	0	0	0	0	100	100	100	100	100	68	7	*	*
August 2026	50	2	2	2	2	0	0	0	0	100	100	100	100	100	45	4	*	*
August 2027	44	1	1	1	1	0	0	0	0	100	100	100	100	100	30	2	*	*
August 2028	38	*	*	*	*	0	0	0	0	100	100	100	100	100	20	1	*	*
August 2029	32	0	0	0	0	0	0	0	0	100	90	90	90	90	13	1	*	*
August 2030	25	0	0	0	0	0	0	0	0	100	66	66	66	66	8	*	*	*
August 2031	18	0	0	0	0	0	0	0	0	100	48	48	48	48	5	*	*	0
August 2032	11	0	0	0	0	0	0	0	0	100	35	35	35	35	3	*	*	0
August 2033	3	0	0	0	0	0	0	0	0	100	25	25	25	25	2	*	*	0
August 2034	0	0	0	0	0	0	0	0	0	17	17	17	17	17	1	*	*	0
August 2035	0	0	0	0	0	0	0	0	0	12	12	12	12	12	1	*	*	0
August 2036	0	0	0	0	0	0	0	0	0	8	8	8	8	8	*	*	*	0
August 2037	0	0	0	0	0	0	0	0	0	5	5	5	5	5	*	*	*	0
August 2038	0	0	0	0	0	0	0	0	0	3	3	3	3	3	*	*	*	0
August 2039	0	0	0	0	0	0	0	0	0	1	1	1	1	1	*	*	0	0
August 2040	0	0	0	0	0	0	0	0	0	*	*	*	*	*	*	*	0	0
August 2041	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2042	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2043	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average																		
Life (years)**	12.1	5.1	4.4	4.4	4.4	3.1	2.1	1.5	0.9	21.0	18.6	18.6	18.6	18.6	13.5	9.2	6.6	4.1

Date	PZ Class								
	PSA Prepayment Assumption								
	0%	100%	150%	250%	350%	500%	700%	900%	1200%
Initial Percent	100	100	100	100	100	100	100	100	100
August 2014	104	104	104	79	54	16	0	0	0
August 2015	108	108	108	65	24	0	0	0	0
August 2016	113	113	113	57	8	0	0	0	0
August 2017	117	117	117	53	1	0	0	0	0
August 2018	122	122	121	52	*	0	0	0	0
August 2019	127	127	121	50	*	0	0	0	0
August 2020	132	132	118	47	*	0	0	0	0
August 2021	138	138	112	43	*	0	0	0	0
August 2022	143	143	105	38	*	0	0	0	0
August 2023	149	146	97	34	*	0	0	0	0
August 2024	155	136	88	29	*	0	0	0	0
August 2025	161	126	80	25	*	0	0	0	0
August 2026	168	115	71	21	*	0	0	0	0
August 2027	175	105	63	18	*	0	0	0	0
August 2028	182	95	55	15	*	0	0	0	0
August 2029	189	84	48	12	*	0	0	0	0
August 2030	197	75	41	10	*	0	0	0	0
August 2031	205	65	35	8	*	0	0	0	0
August 2032	214	56	29	6	*	0	0	0	0
August 2033	222	48	24	5	*	0	0	0	0
August 2034	220	40	20	4	*	0	0	0	0
August 2035	202	32	16	3	*	0	0	0	0
August 2036	182	25	12	2	*	0	0	0	0
August 2037	161	19	8	1	*	0	0	0	0
August 2038	138	13	6	1	*	0	0	0	0
August 2039	114	7	3	*	*	0	0	0	0
August 2040	88	2	1	*	*	0	0	0	0
August 2041	61	0	0	0	0	0	0	0	0
August 2042	31	0	0	0	0	0	0	0	0
August 2043	0	0	0	0	0	0	0	0	0
Weighted Average									
Life (years)**	25.8	17.6	15.0	7.3	1.4	0.6	0.3	0.2	0.1

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

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

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

Date	DA Class						DV Class					
	PSA Prepayment Assumption						PSA Prepayment Assumption					
	0%	100%	125%	200%	300%	400%	0%	100%	125%	200%	300%	400%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100
August 2014	97	94	93	92	90	87	94	94	94	94	94	94
August 2015	93	85	84	79	72	66	87	87	87	87	87	87
August 2016	90	75	72	64	54	44	80	80	80	80	80	80
August 2017	86	66	62	51	39	28	73	73	73	73	73	73
August 2018	82	57	53	41	27	16	66	66	66	66	66	66
August 2019	77	49	44	31	17	7	59	59	59	59	59	59
August 2020	73	42	37	23	10	1	51	51	51	51	51	51
August 2021	68	35	30	16	4	0	44	44	44	44	44	0
August 2022	63	29	23	11	0	0	35	35	35	35	22	0
August 2023	58	23	18	6	0	0	27	27	27	27	0	0
August 2024	52	17	12	1	0	0	19	19	19	19	0	0
August 2025	46	12	8	0	0	0	10	10	10	0	0	0
August 2026	40	8	4	0	0	0	1	1	1	0	0	0
August 2027	33	3	0	0	0	0	0	0	0	0	0	0
August 2028	26	0	0	0	0	0	0	0	0	0	0	0
August 2029	19	0	0	0	0	0	0	0	0	0	0	0
August 2030	11	0	0	0	0	0	0	0	0	0	0	0
August 2031	2	0	0	0	0	0	0	0	0	0	0	0
August 2032	0	0	0	0	0	0	0	0	0	0	0	0
August 2033	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average												
Life (years)**	10.7	6.5	5.9	4.7	3.6	3.0	7.0	7.0	7.0	6.9	6.3	5.6

Date	DZ Class						A† Class						
	PSA Prepayment Assumption						PSA Prepayment Assumption						
	0%	100%	125%	200%	300%	400%	0%	100%	164%	200%	300%	400%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100
August 2014	103	103	103	103	103	103	97	94	93	92	89	87	85
August 2015	106	106	106	106	106	106	94	86	82	80	74	68	62
August 2016	109	109	109	109	109	109	91	77	71	67	58	49	42
August 2017	113	113	113	113	113	113	87	70	61	56	45	36	28
August 2018	116	116	116	116	116	116	84	62	52	47	35	26	18
August 2019	120	120	120	120	120	120	80	55	45	39	27	19	12
August 2020	123	123	123	123	123	123	76	49	38	33	21	13	8
August 2021	127	127	127	127	127	110	72	43	32	27	16	9	5
August 2022	131	131	131	131	131	77	67	38	27	22	12	7	3
August 2023	135	135	135	135	107	54	63	32	22	18	9	5	2
August 2024	139	139	139	139	80	38	58	28	18	14	7	3	1
August 2025	143	143	143	128	59	26	52	23	15	11	5	2	1
August 2026	148	148	148	100	43	17	47	19	12	9	4	1	1
August 2027	148	148	145	76	30	11	41	16	9	7	3	1	*
August 2028	148	141	113	56	21	7	35	12	7	5	2	1	*
August 2029	148	106	83	39	14	4	28	9	5	3	1	*	*
August 2030	148	74	57	26	8	2	21	6	3	2	1	*	*
August 2031	148	44	34	14	4	1	14	4	2	1	*	*	*
August 2032	88	17	13	5	1	*	6	1	1	*	*	*	*
August 2033	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average													
Life (years)**	19.2	17.1	16.5	14.7	12.3	10.3	11.7	7.8	6.4	5.9	4.6	3.8	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.
 † The weighted average life information set forth for the A Class is based solely on assumed principal distributions.

Date	AM Class							
	PSA Prepayment Assumption							
	0%	100%	187%	200%	300%	400%	600%	800%
Initial Percent	100	100	100	100	100	100	100	100
August 2014	97	93	93	93	93	93	93	93
August 2015	95	84	82	82	82	82	65	50
August 2016	92	73	71	71	70	57	36	19
August 2017	89	63	60	60	53	39	17	3
August 2018	86	53	50	50	40	25	5	0
August 2019	83	44	41	41	29	15	0	0
August 2020	79	36	32	32	21	8	0	0
August 2021	75	28	24	24	14	2	0	0
August 2022	71	20	18	18	8	0	0	0
August 2023	67	12	12	12	4	0	0	0
August 2024	63	8	8	8	0	0	0	0
August 2025	58	4	4	4	0	0	0	0
August 2026	53	1	1	1	0	0	0	0
August 2027	48	0	0	0	0	0	0	0
August 2028	43	0	0	0	0	0	0	0
August 2029	37	0	0	0	0	0	0	0
August 2030	30	0	0	0	0	0	0	0
August 2031	24	0	0	0	0	0	0	0
August 2032	17	0	0	0	0	0	0	0
August 2033	10	0	0	0	0	0	0	0
August 2034	2	0	0	0	0	0	0	0
August 2035	0	0	0	0	0	0	0	0
August 2036	0	0	0	0	0	0	0	0
August 2037	0	0	0	0	0	0	0	0
August 2038	0	0	0	0	0	0	0	0
August 2039	0	0	0	0	0	0	0	0
August 2040	0	0	0	0	0	0	0	0
August 2041	0	0	0	0	0	0	0	0
August 2042	0	0	0	0	0	0	0	0
August 2043	0	0	0	0	0	0	0	0
Weighted Average								
Life (years)**	12.7	5.7	5.5	5.5	4.7	3.7	2.7	2.1

** 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 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 and 6 Classes and the Residual Classes. For a discussion of the current federal income tax treatment of beneficial owners of Certificates of the Group 5 Class, see “—Taxation of Beneficial Owners of Grantor Trust Certificates” 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 5 Class) 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 2 MBS and 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” in this prospectus supplement. A portion of the Group 2 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 2 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 Notional Class and the Accrual Classes 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	150% PSA
3	250% PSA
4	125% PSA
6	187% 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 the Grantor Trust

Dechert LLP, special tax counsel to Fannie Mae, will deliver its opinion that, assuming compliance with the Trust Agreement, the 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 the Group 5 Class will be treated as owning an undivided interest in the related Underlying Certificates, and that Class will not be treated as a regular or residual interest in a REMIC.

Taxation of Beneficial Owners of Grantor Trust Certificates

General. A beneficial owner of a Certificate of the Group 5 Class (each, a “Grantor Trust Certificate”) 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 Grantor Trust Certificate as a single debt instrument representing rights to future cashflows from the related MBS for purposes of information reporting. You should consult your own tax advisor as to the proper treatment of a Grantor Trust Certificate in this regard.

Stripped Bonds and Stripped Coupons. Under section 1286 of the Code, a beneficial owner of a Grantor Trust Certificate 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 a Grantor Trust Certificate 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 Grantor Trust Certificate as included in the stated redemption price at maturity and, as a result, each Grantor Trust Certificate will be treated as if issued with OID.

The beneficial owner of a Grantor Trust Certificate 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 Grantor Trust Certificate 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 Grantor Trust Certificate 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 Grantor Trust Certificate are calculated based on the following:

- an assumption that the Mortgage Loans underlying the related MBS or Underlying Certificate 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 Grantor Trust Certificate must determine its yield to maturity based on its purchase price for the Certificate. For a particular beneficial owner of a Grantor Trust Certificate, 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 Grantor Trust Certificate.

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 164% PSA for the Mortgage Loans underlying the Group 5 Underlying Certificates. We make no representation, however, that the related Mortgage Loans will prepay at that rate or at 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 Grantor Trust Certificate.

If a Grantor Trust Certificate 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 Grantor Trust Certificates 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 Grantor Trust Certificate in this regard.

Expenses of the Grantor Trust. Each beneficial owner of a Grantor Trust Certificate will be required to include in income its allocable share of the expenses paid by the Grantor Trust. Each beneficial owner of a Grantor Trust Certificate 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 Grantor Trust Certificate. 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 Grantor Trust Certificate 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 Grantor Trust Certificates. Upon the sale, exchange or other disposition of a Grantor Trust Certificate, 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 Grantor Trust Certificate 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 Grantor Trust Certificate 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 Grantor Trust Certificates. With respect to these Code sections, no specific legal authority exists regarding whether the character of the Grantor Trust Certificates will be the same as that of the mortgage loans that back or comprise the related MBS or Underlying Certificate. Although the characterization of the Grantor Trust Certificates for these purposes is not entirely clear, to the extent that a Mortgage Loan underlying the related MBS or Underlying Certificate 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 Grantor Trust Certificate 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 Grantor Trust Certificate 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 Grantor Trust Certificate 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 Grantor Trust Certificates. 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 Grantor Trust Certificates, 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 Grantor Trust Certificates. Additional rules apply to a beneficial owner of a Grantor Trust Certificate 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 Grantor Trust Certificate 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.

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. The VD, CA, CE and CG Classes of RCR Certificates are Combination RCR Certificates. The remaining Classes of RCR Certificates are Strip RCR Certificates. See “Material Federal Income Tax Consequences—Taxation of Beneficial Owners of RCR Certificates” in the REMIC Prospectus for a general discussion of the federal income tax treatment of beneficial owners of RCR Certificates.

PLAN OF DISTRIBUTION

We are obligated to deliver the Certificates (other than the B Class) to Goldman, Sachs & Co. (the “Dealer”) in exchange for the Trust MBS and the Underlying Certificates. The Dealer proposes to offer the Certificates (other than the B Class) 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.

On the Settlement Date, we are obligated to transfer the B Class to Fannie Mae Mega Trust number 310126 (CUSIP Number 31374CPK6) and to deliver the related Mega certificates to the Dealer.

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 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 or Notional Principal Balance of Class	August 2013 Class Factor	Principal or Notional 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	AE	June 2013	3136AFGH1	2.0%	FIX	July 2028	PT	\$99,935,888	0.97774735	\$48,824,682.16	3.521%	162	14
2013-67	AI	June 2013	3136AFET7	3.0	FIX/IO	July 2028	NTL	49,967,944	0.97774735	16,274,894.05	3.521	162	14

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

Group 5 Underlying Certificates

Underlying REMIC or Grantor Trust	Class	Date of Issue	CUSIP Number	Interest Rate	Interest Type(1)	Final Distribution Date	Principal Type(1)	Original Principal or Notional Principal Balance of Class	August 2013 Class Factor	Principal or Notional Principal Balance in the Trust	Approximate Weighted Average WAC	Approximate Weighted Average WAM (in months)	Approximate Weighted Average WALA (in months)
2012-147	TI(2)	December 2012	3136ABCM3	3.5%	FIX/IO	January 2033	NTL	\$14,182,811	0.97534299	\$ 5,852,057.94	3.977%	231	8
2013-17	YI(2)	February 2013	3136ACHK0	3.5	FIX/IO	March 2033	NTL	16,255,547	0.98115913	5,376,910.00	3.916	232	7
2013-20	DI(2)	February 2013	3136ACTK7	3.5	FIX/IO	March 2033	NTL	6,101,899	0.97910636	5,974,408.12	4.103	230	8
2013-62	KA	May 2013	3136AENC7	1.9	FIX	June 2033	PT	50,000,000	0.98658547	22,691,465.81	3.558	234	6
2013-62	KM	May 2013	3136AEND5	2.0	FIX	June 2033	PT	43,333,332	0.98658547	9,865,854.70	3.558	234	6

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

(2) Each of the mortgage loans backing this Underlying Certificate has an LTV greater than 125%.

Group 6 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 or Notional Principal Balance of Class	August 2013 Class Factor	Principal or Notional Principal Balance in the Lower Tier REMIC	Approximate Weighted Average WAC	Approximate Weighted Average WAM (in months)	Approximate Weighted Average WALA (in months)
2013-76	MI	June 2013	3136AFHF4	4.0%	FIX/IO	November 2041	NTL	\$30,633,000	0.99178696	\$ 5,250,000.47	4.518%	351	6
2013-76	MK	June 2013	3136AFHU1	3.0	FIX	November 2041	PAC/AD	61,266,000	0.99178696	21,000,000.89	4.518	351	6

(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 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)

Trust Certificates		RCR Certificates						Final Distribution Date
<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>	
Recombination 1								
CV	\$18,600,738	VD	\$ 31,200,313	SEQ/AD	4.00%	FIX	3136AGHE5	August 2032
VC	12,599,575							
Recombination 2								
CH	94,008,714	CA	141,013,071	SEQ	4.00	FIX	3136AGHF2	April 2039
CF	47,004,357							
CS	47,004,357(3)							
Recombination 3								
CH	94,008,714	CE	100,723,623	SEQ	3.00	FIX	3136AGHG0	April 2039
CF	6,714,909							
CS	6,714,909(3)							
Recombination 4								
CH	94,008,714	CG	117,510,893	SEQ	3.50	FIX	3136AGHH8	April 2039
CF	23,502,179							
CS	23,502,179(3)							
Recombination 5								
PA	45,124,597	PC	45,124,597	PAC/AD	2.00	FIX	3136AGHJ4	June 2043
		PI	22,562,298(3)	NTL	4.00	FIX/IO	3136AGHP0	June 2043
Recombination 6								
PA	45,124,597	PD	45,124,597	PAC/AD	2.25	FIX	3136AGHK1	June 2043
		PI	19,742,011(3)	NTL	4.00	FIX/IO	3136AGHP0	June 2043
Recombination 7								
PA	45,124,597	PE	45,124,597	PAC/AD	2.50	FIX	3136AGHL9	June 2043
		PI	16,921,723(3)	NTL	4.00	FIX/IO	3136AGHP0	June 2043
Recombination 8								
PA	45,124,597	PG	45,124,597	PAC/AD	3.00	FIX	3136AGHM7	June 2043
		PI	11,281,149(3)	NTL	4.00	FIX/IO	3136AGHP0	June 2043

Trust Certificates		RCR Certificates						
<u>Classes</u>	<u>Original Balances</u>	<u>RCR Classes</u>	<u>Original Balances</u>	<u>Principal Type(2)</u>	<u>Interest Rate</u>	<u>Interest Type(2)</u>	<u>CUSIP Number</u>	<u>Final Distribution Date</u>
Recombination 9								
PA	\$45,124,597	PH	\$ 45,124,597	PAC/AD	3.50%	FIX	3136AGHN5	June 2043
		PI	5,640,574(3)	NTL	4.00	FIX/IO	3136AGHP0	June 2043

- (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-6 for a description of how their notional principal balances are calculated.

Principal Balance Schedule

Aggregate Group Planned Balances

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
Initial Balance	\$45,991,564.00	April 2018	\$18,063,076.74	December 2022	\$ 5,221,945.49
September 2013	45,399,418.96	May 2018	17,674,295.06	January 2023	5,104,986.84
October 2013	44,795,434.40	June 2018	17,293,665.29	February 2023	4,990,545.52
November 2013	44,196,029.56	July 2018	16,921,019.60	March 2023	4,878,568.76
December 2013	43,601,165.31	August 2018	16,556,193.53	April 2023	4,769,004.85
January 2014	43,010,802.83	September 2018	16,199,025.99	May 2023	4,661,803.17
February 2014	42,424,903.62	October 2018	15,849,359.15	June 2023	4,556,914.13
March 2014	41,843,429.46	November 2018	15,507,038.40	July 2023	4,454,289.16
April 2014	41,266,342.44	December 2018	15,171,912.27	August 2023	4,353,880.69
May 2014	40,693,604.95	January 2019	14,843,832.37	September 2023	4,255,642.15
June 2014	40,125,179.66	February 2019	14,522,653.33	October 2023	4,159,527.90
July 2014	39,561,029.55	March 2019	14,208,232.74	November 2023	4,065,493.28
August 2014	39,001,117.88	April 2019	13,900,431.09	December 2023	3,973,494.50
September 2014	38,445,408.21	May 2019	13,599,111.71	January 2024	3,883,488.73
October 2014	37,893,864.36	June 2019	13,304,140.70	February 2024	3,795,433.98
November 2014	37,346,450.45	July 2019	13,015,386.92	March 2024	3,709,289.16
December 2014	36,803,130.89	August 2019	12,732,721.87	April 2024	3,625,014.00
January 2015	36,263,870.35	September 2019	12,456,019.67	May 2024	3,542,569.09
February 2015	35,728,633.79	October 2019	12,185,157.04	June 2024	3,461,915.80
March 2015	35,197,386.44	November 2019	11,920,013.17	July 2024	3,383,016.34
April 2015	34,670,093.79	December 2019	11,660,469.73	August 2024	3,305,833.68
May 2015	34,146,721.62	January 2020	11,406,410.82	September 2024	3,230,331.55
June 2015	33,627,235.96	February 2020	11,157,722.89	October 2024	3,156,474.44
July 2015	33,111,603.13	March 2020	10,914,294.69	November 2024	3,084,227.57
August 2015	32,599,789.67	April 2020	10,676,017.26	December 2024	3,013,556.89
September 2015	32,091,762.44	May 2020	10,442,783.88	January 2025	2,944,429.05
October 2015	31,587,488.50	June 2020	10,214,489.97	February 2025	2,876,811.38
November 2015	31,086,935.20	July 2020	9,991,033.12	March 2025	2,810,671.91
December 2015	30,590,070.16	August 2020	9,772,312.99	April 2025	2,745,979.32
January 2016	30,096,861.20	September 2020	9,558,231.30	May 2025	2,682,702.93
February 2016	29,607,276.45	October 2020	9,348,691.78	June 2025	2,620,812.72
March 2016	29,121,284.26	November 2020	9,143,600.12	July 2025	2,560,279.26
April 2016	28,638,853.21	December 2020	8,942,863.95	August 2025	2,501,073.77
May 2016	28,159,952.16	January 2021	8,746,392.77	September 2025	2,443,168.04
June 2016	27,684,550.20	February 2021	8,554,097.95	October 2025	2,386,534.46
July 2016	27,212,616.65	March 2021	8,365,892.67	November 2025	2,331,145.98
August 2016	26,744,121.07	April 2021	8,181,691.88	December 2025	2,276,976.12
September 2016	26,279,033.29	May 2021	8,001,412.27	January 2026	2,223,998.96
October 2016	25,817,323.33	June 2021	7,824,972.25	February 2026	2,172,189.11
November 2016	25,358,961.47	July 2021	7,652,291.89	March 2026	2,121,521.70
December 2016	24,903,918.22	August 2021	7,483,292.88	April 2026	2,071,972.40
January 2017	24,452,164.30	September 2021	7,317,898.56	May 2026	2,023,517.36
February 2017	24,003,670.69	October 2021	7,156,033.79	June 2026	1,976,133.25
March 2017	23,558,408.57	November 2021	6,997,625.01	July 2026	1,929,797.21
April 2017	23,116,349.36	December 2021	6,842,600.15	August 2026	1,884,486.87
May 2017	22,677,464.69	January 2022	6,690,888.61	September 2026	1,840,180.31
June 2017	22,241,726.42	February 2022	6,542,421.26	October 2026	1,796,856.08
July 2017	21,809,106.62	March 2022	6,397,130.38	November 2026	1,754,493.18
August 2017	21,379,577.58	April 2022	6,254,949.63	December 2026	1,713,071.03
September 2017	20,953,111.82	May 2022	6,115,814.04	January 2027	1,672,569.51
October 2017	20,529,682.06	June 2022	5,979,659.99	February 2027	1,632,968.89
November 2017	20,109,261.22	July 2022	5,846,425.12	March 2027	1,594,249.86
December 2017	19,691,822.45	August 2022	5,716,048.41	April 2027	1,556,393.53
January 2018	19,277,339.11	September 2022	5,588,470.06	May 2027	1,519,381.39
February 2018	18,865,784.76	October 2022	5,463,631.50	June 2027	1,483,195.33
March 2018	18,460,181.68	November 2022	5,341,475.37	July 2027	1,447,817.59

Aggregate Group (Continued)

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
August 2027	\$ 1,413,230.81	February 2032	\$ 355,818.64	August 2036	\$ 66,564.26
September 2027	1,379,417.99	March 2032	346,214.43	September 2036	64,131.08
October 2027	1,346,362.48	April 2032	336,839.30	October 2036	61,763.16
November 2027	1,314,047.98	May 2032	327,688.13	November 2036	59,458.95
December 2027	1,282,458.53	June 2032	318,755.89	December 2036	57,216.93
January 2028	1,251,578.51	July 2032	310,037.70	January 2037	55,035.62
February 2028	1,221,392.62	August 2032	301,528.75	February 2037	52,913.57
March 2028	1,191,885.90	September 2032	293,224.34	March 2037	50,849.35
April 2028	1,163,043.67	October 2032	285,119.89	April 2037	48,841.59
May 2028	1,134,851.58	November 2032	277,210.89	May 2037	46,888.92
June 2028	1,107,295.60	December 2032	269,492.96	June 2037	44,990.03
July 2028	1,080,361.95	January 2033	261,961.78	July 2037	43,143.62
August 2028	1,054,037.19	February 2033	254,613.15	August 2037	41,348.43
September 2028	1,028,308.12	March 2033	247,442.96	September 2037	39,603.21
October 2028	1,003,161.84	April 2033	240,447.16	October 2037	37,906.76
November 2028	978,585.71	May 2033	233,621.81	November 2037	36,257.89
December 2028	954,567.38	June 2033	226,963.07	December 2037	34,655.45
January 2029	931,094.74	July 2033	220,467.16	January 2038	33,098.32
February 2029	908,155.92	August 2033	214,130.38	February 2038	31,585.38
March 2029	885,739.34	September 2033	207,949.12	March 2038	30,115.56
April 2029	863,833.64	October 2033	201,919.86	April 2038	28,687.80
May 2029	842,427.70	November 2033	196,039.12	May 2038	27,301.08
June 2029	821,510.64	December 2033	190,303.54	June 2038	25,954.38
July 2029	801,071.81	January 2034	184,709.80	July 2038	24,646.72
August 2029	781,100.79	February 2034	179,254.67	August 2038	23,377.15
September 2029	761,587.35	March 2034	173,934.98	September 2038	22,144.72
October 2029	742,521.53	April 2034	168,747.64	October 2038	20,948.51
November 2029	723,893.53	May 2034	163,689.62	November 2038	19,787.62
December 2029	705,693.79	June 2034	158,757.94	December 2038	18,661.18
January 2030	687,912.94	July 2034	153,949.73	January 2039	17,568.33
February 2030	670,541.81	August 2034	149,262.13	February 2039	16,508.24
March 2030	653,571.42	September 2034	144,692.38	March 2039	15,480.08
April 2030	636,992.99	October 2034	140,237.77	April 2039	14,483.05
May 2030	620,797.93	November 2034	135,895.64	May 2039	13,516.38
June 2030	604,977.80	December 2034	131,663.39	June 2039	12,579.30
July 2030	589,524.38	January 2035	127,538.50	July 2039	11,671.07
August 2030	574,429.61	February 2035	123,518.47	August 2039	10,790.96
September 2030	559,685.59	March 2035	119,600.88	September 2039	9,938.25
October 2030	545,284.60	April 2035	115,783.36	October 2039	9,112.25
November 2030	531,219.09	May 2035	112,063.57	November 2039	8,312.29
December 2030	517,481.65	June 2035	108,439.26	December 2039	7,537.69
January 2031	504,065.05	July 2035	104,908.20	January 2040	6,787.81
February 2031	490,962.20	August 2035	101,468.22	February 2040	6,062.03
March 2031	478,166.16	September 2035	98,117.19	March 2040	5,359.71
April 2031	465,670.16	October 2035	94,853.04	April 2040	4,680.25
May 2031	453,467.54	November 2035	91,673.74	May 2040	4,023.08
June 2031	441,551.82	December 2035	88,577.29	June 2040	3,387.60
July 2031	429,916.62	January 2036	85,561.75	July 2040	2,773.26
August 2031	418,555.73	February 2036	82,625.23	August 2040	2,179.51
September 2031	407,463.05	March 2036	79,765.87	September 2040	1,605.81
October 2031	396,632.63	April 2036	76,981.86	October 2040	1,051.64
November 2031	386,058.62	May 2036	74,271.40	November 2040	516.49
December 2031	375,735.32	June 2036	71,632.78	December 2040 and	
January 2032	365,657.15	July 2036	69,064.28	thereafter	0.00

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\$577,382,002



**Guaranteed
Pass-Through Certificates
Fannie Mae Trust 2013-91**

PROSPECTUS SUPPLEMENT

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Goldman, Sachs & Co.

August 26, 2013