

\$436,121,239



FannieMae®

Guaranteed REMIC Pass-Through Certificates
Fannie Mae REMIC Trust 2013-110

The Certificates

We, the Federal National Mortgage Association (Fannie Mae), will issue the classes of certificates listed in the chart on this cover.

Payments to Certificateholders

We will make monthly payments on the certificates. You, the investor, will receive

- interest accrued on the balance of your certificate (except in the case of the accrual class), and
- principal to the extent available for payment on your class.

We will pay principal at rates that may vary from time to time. We may not pay principal to certain classes for long periods of time.

The Fannie Mae Guaranty

We will guarantee that required payments of principal and interest on the certificates are available for distribution to investors on time.

The Trust and its Assets

The trust will own

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

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

<i>Class</i>	<i>Group</i>	<i>Original Class Balance</i>	<i>Principal Type(1)</i>	<i>Interest Rate</i>	<i>Interest Type(1)</i>	<i>CUSIP Number</i>	<i>Final Distribution Date</i>
PO	1	\$203,929,683	PT	0.0%	PO	3136AGU91	November 2043
IO	1	203,929,683(2)	NTL	4.5	FIX/IO	3136AGV25	November 2043
AC(3)	2	14,590,814	SC/SEQ	2.5	FIX	3136AGV33	December 2031
AL	2	1,000	SC/SEQ	2.5	FIX	3136AGV41	December 2031
GA(3)	3	27,098,083	SEQ	2.5	FIX	3136AGV58	November 2028
GI	3	13,549,041(2)	NTL	5.0	FIX/IO	3136AGV66	November 2028
GB	3	1,000	SEQ	5.0	FIX	3136AGV74	November 2028
CO	4	89,226,517	SC/PT	0.0	PO	3136AGV82	December 2039
CI	4	89,226,517(2)	NTL	4.5	FIX/IO	3136AGV90	December 2039
DO	5	52,908,097	PT	0.0	PO	3136AGW24	November 2043
DI	5	52,908,097(2)	NTL	4.5	FIX/IO	3136AGW32	November 2043
QA(3)	6	28,969,000	SEQ	2.0	FIX	3136AGW40	February 2037
QI(3)	6	12,415,285(2)	NTL	3.5	FIX/IO	3136AGW57	February 2037
QV	6	6,281,082	SEQ/AD	3.5	FIX	3136AGW65	February 2025
QZ	6	13,115,963	SEQ	3.5	FIX/Z	3136AGW73	November 2043
R		0	NPR	0	NPR	3136AGW81	November 2043
RL		0	NPR	0	NPR	3136AGW99	November 2043

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

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

(3) Exchangeable classes.

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 QD, QE, QG, QH and MA Classes are the RCR classes. For a more detailed description of the RCR classes, see Schedule 1 attached to this prospectus supplement and "Description of the Certificates—Combination and Recombination—RCR Certificates" in the REMIC prospectus.

The dealer will offer the certificates from time to time in negotiated transactions at varying prices. We expect the settlement date to be October 30, 2013.

Carefully consider the risk factor on page S-7 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.

BNP PARIBAS

The date of this Prospectus Supplement is October 24, 2013

TABLE OF CONTENTS

	<u>Page</u>		<u>Page</u>
AVAILABLE INFORMATION	S- 3	<i>The Principal Only Classes</i>	S-12
SUMMARY	S- 4	<i>The Fixed Rate Interest Only</i>	
ADDITIONAL RISK FACTOR	S- 7	<i>Classes</i>	S-13
DESCRIPTION OF THE		WEIGHTED AVERAGE LIVES OF THE	
CERTIFICATES	S- 7	CERTIFICATES	S-14
GENERAL	S- 7	DECREMENT TABLES	S-15
<i>Structure</i>	S- 7	CHARACTERISTICS OF THE RESIDUAL	
<i>Fannie Mae Guaranty</i>	S- 8	CLASSES	S-19
<i>Characteristics of Certificates</i>	S- 8	CERTAIN ADDITIONAL FEDERAL	
<i>Authorized Denominations</i>	S- 8	INCOME TAX CONSEQUENCES ..	S-19
THE TRUST MBS	S- 8	U.S. TREASURY CIRCULAR 230	
THE UNDERLYING REMIC AND RCR		NOTICE	S-19
CERTIFICATES	S- 9	REMIC ELECTIONS AND SPECIAL TAX	
DISTRIBUTIONS OF INTEREST	S-10	ATTRIBUTES	S-19
<i>General</i>	S-10	TAXATION OF BENEFICIAL OWNERS OF	
<i>Delay Classes and No-Delay</i>		REGULAR CERTIFICATES	S-20
<i>Classes</i>	S-10	TAXATION OF BENEFICIAL OWNERS OF	
<i>Accrual Class</i>	S-10	RESIDUAL CERTIFICATES	S-20
DISTRIBUTIONS OF PRINCIPAL	S-10	TAXATION OF BENEFICIAL OWNERS OF	
STRUCTURING ASSUMPTIONS	S-11	RCR CERTIFICATES	S-20
<i>Pricing Assumptions</i>	S-11	PLAN OF DISTRIBUTION	S-21
<i>Prepayment Assumptions</i>	S-11	LEGAL MATTERS	S-21
YIELD TABLES	S-12	EXHIBIT A	A- 1
<i>General</i>	S-12	SCHEDULE 1	A- 2

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 2 or Group 4 Class or the R or RL Class, the disclosure documents relating to the applicable underlying REMIC and RCR certificates (the “Underlying REMIC Disclosure Documents”); and
- any information incorporated by reference in this prospectus supplement as discussed below and under the heading “Incorporation by Reference” in the REMIC Prospectus.

For a description of current servicing policies generally applicable to existing Fannie Mae MBS pools, see “Yield, Maturity, and Prepayment Considerations” in the MBS Prospectus dated March 1, 2013.

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

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

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

In addition, the Disclosure Documents, together with the class factors, are available on our corporate Web site at www.fanniemae.com.

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

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

SUMMARY

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

Assets Underlying Each Group of Classes

<u>Group</u>	<u>Assets</u>
1	Group 1 MBS
2	Class 2012-37-DB RCR Certificate
3	Group 3 MBS
4	Class 2009-89-BZ REMIC Certificate Class 2009-91-DZ REMIC Certificate Class 2009-98-DZ REMIC Certificate
5	Group 5 MBS
6	Group 6 MBS

Group 1, Group 3, Group 5 and Group 6

Characteristics of the Trust MBS

	<u>Approximate Principal Balance</u>	<u>Pass- Through Rate</u>	<u>Range of Weighted Average Coupons or WACs (annual percentages)</u>	<u>Range of Weighted Average Remaining Terms to Maturity or WAMs (in months)</u>
Group 1 MBS	\$203,929,683	4.50%	4.75% to 7.00%	241 to 360
Group 3 MBS	\$ 27,099,083	5.00%	5.25% to 7.50%	45 to 180
Group 5 MBS	\$ 52,908,097	4.50%	4.75% to 7.00%	241 to 360
Group 6 MBS	\$ 48,366,045	3.50%	3.75% to 6.00%	241 to 360

Assumed Characteristics of the Underlying Mortgage Loans

	<u>Principal Balance</u>	<u>Original Term to Maturity (in months)</u>	<u>Remaining Term to Maturity (in months)</u>	<u>Loan Age (in months)</u>	<u>Interest Rate</u>
Group 1 MBS	\$203,929,683	360	323	32	4.895%
Group 3 MBS	\$ 27,099,083	180	76	99	5.502%
Group 5 MBS	\$ 52,908,097	360	329	28	4.976%
Group 6 MBS	\$ 48,366,045	360	341	10	4.096%

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

Group 2 and Group 4

Exhibit A describes the underlying REMIC and RCR certificates in Group 2 and Group 4, including certain information about the related mortgage loans. To learn more about the underlying REMIC and RCR certificates, you should obtain from us the current class factors and the related disclosure documents as described on page S-3.

Settlement Date

We expect to issue the certificates on October 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>Physical</u>
All classes of certificates other than the R and RL Classes	R and RL Classes

Exchanging Certificates Through Combination and Recombination

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

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

Interest Rates

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

Notional Classes

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

<u>Class</u>	
IO	100% of the PO Class
GI	49.9999981549% of the GA Class
CI	100% of the CO Class
DI	100% of the DO Class
QI	42.8571403915% of the QA Class

Distributions of Principal

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

Weighted Average Lives (years)*

<u>Group 1 Classes</u>	<u>PSA Prepayment Assumption</u>								
	<u>0%</u>	<u>100%</u>	<u>275%</u>	<u>456%</u>	<u>675%</u>	<u>900%</u>	<u>1100%</u>	<u>1400%</u>	<u>2100%</u>
PO and IO	19.9	9.6	4.8	2.9	1.9	1.3	0.9	0.6	0.1

<u>Group 2 Classes</u>	<u>PSA Prepayment Assumption</u>							
	<u>0%</u>	<u>100%</u>	<u>205%</u>	<u>300%</u>	<u>400%</u>	<u>600%</u>	<u>800%</u>	<u>1000%</u>
AC	10.6	6.7	4.7	3.6	2.8	1.9	1.4	1.1
AL	18.0	16.6	14.3	11.8	9.6	6.5	4.7	3.5

<u>Group 3 Classes</u>	<u>PSA Prepayment Assumption</u>							
	<u>0%</u>	<u>100%</u>	<u>205%</u>	<u>300%</u>	<u>400%</u>	<u>600%</u>	<u>800%</u>	<u>1000%</u>
GA and GI	8.9	3.0	2.6	2.3	2.0	1.6	1.2	1.0
GB	15.0	6.3	6.3	6.3	6.3	6.3	6.3	6.3

<u>Group 4 Classes</u>	<u>PSA Prepayment Assumption</u>								
	<u>0%</u>	<u>100%</u>	<u>275%</u>	<u>456%</u>	<u>675%</u>	<u>900%</u>	<u>1100%</u>	<u>1400%</u>	<u>2100%</u>
CO and CI	16.8	9.2	4.8	2.9	1.9	1.3	0.9	0.6	0.1

<u>Group 5 Classes</u>	<u>PSA Prepayment Assumption</u>								
	<u>0%</u>	<u>100%</u>	<u>300%</u>	<u>500%</u>	<u>672%</u>	<u>900%</u>	<u>1100%</u>	<u>1400%</u>	<u>2100%</u>
DO and DI	19.9	9.7	4.5	2.7	1.9	1.3	0.9	0.6	0.1

Group 6 Classes	PSA Prepayment Assumption					
	0%	100%	161%	275%	400%	600%
QA, QI, QD, QE, QG and QH	14.2	5.0	3.6	2.4	1.8	1.3
QV	6.0	6.0	5.5	4.3	3.4	2.5
QZ	26.9	17.8	14.6	10.5	7.7	5.3

<u>Group 2/Group 3 Class†</u>	<u>PSA Prepayment Assumption</u>							
	<u>0%</u>	<u>100%</u>	<u>205%</u>	<u>300%</u>	<u>400%</u>	<u>600%</u>	<u>800%</u>	<u>1000%</u>
MA	9.5	4.3	3.3	2.7	2.3	1.7	1.3	1.0

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

† This class is an RCR class formed by a combination of REMIC classes in two different groups. For additional information, see Schedule 1 attached to this prospectus supplement.

ADDITIONAL RISK FACTOR

Payments on the Group 2 and Group 4 Classes will be affected by the applicable payment priorities governing the related underlying REMIC and RCR certificates. If you invest in a Group 2 or Group 4 Class, the rate at which you receive payments will be affected by the applicable priority sequences governing principal payments on the related underlying REMIC and RCR certificates.

As described in the related Underlying REMIC Disclosure Documents, the Group 4 Underlying REMIC Certificates may be subsequent in payment priority to certain

other classes issued from the related underlying REMIC trusts. As a result, such other classes may receive principal before principal is paid on the Group 4 Underlying REMIC Certificates, possibly for long periods.

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

DESCRIPTION OF THE CERTIFICATES

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

General

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

The assets of the Trust will include:

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

The Underlying REMIC and RCR Certificates evidence direct or indirect beneficial ownership interests in certain Fannie Mae Guaranteed Mortgage Pass-Through Certificates (together with the Trust MBS, the “MBS”).

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

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

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

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

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

Characteristics of Certificates. Except as specified below, we will issue the Certificates in book-entry form on the book-entry system of the U.S. Federal Reserve Banks. Entities whose names appear on the book-entry records of a Federal Reserve Bank as having had Certificates deposited in their accounts are “Holders” or “Certificateholders.”

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

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

<u>Classes</u>	<u>Denominations</u>
Interest Only and Principal Only Classes	\$100,000 minimum plus whole dollar increments
All other Classes (except the R and RL Classes)	\$1,000 minimum plus whole dollar increments

The Trust MBS

The Trust MBS provide that principal and interest on the related Mortgage Loans are passed through monthly. The Mortgage Loans underlying the Trust MBS are conventional, fixed-rate, fully-amortizing mortgage loans secured by first mortgages or deeds of trust on single-family residential properties. These Mortgage Loans have original maturities of up to 30 years in the case of the Group 1 MBS, Group 5 MBS and Group 6 MBS; and up to 15 years in the case of the Group 3 MBS.

In addition, the pools of mortgage loans backing the Group 1 MBS and the Group 5 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 1 MBS and the Group 5 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.

Furthermore, the Mortgage Loans backing the Group 6 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.

For additional information, see “Summary—Group 1, Group 3, Group 5 and Group 6—Characteristics of the Trust MBS” in this prospectus supplement and “The Mortgage Loan Pools” and “Yield, Maturity and Prepayment Considerations” in the MBS Prospectus.

The Underlying REMIC and RCR Certificates

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

In addition, the pools of mortgage loans backing the Group 4 Underlying REMIC Certificates 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 4 Underlying REMIC Certificates, see the Final Data Statements for the related trusts and the related prospectus supplement for each MBS. See also “Risk Factors—Risks Relating to Yield and Prepayment—Refinancing 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.

Distributions on the Underlying REMIC and RCR Certificates will be passed through monthly, beginning in the month after we issue the Certificates. The general characteristics of the

Underlying REMIC and RCR Certificates are described in the related Underlying REMIC Disclosure Documents. See Exhibit A for certain additional information about the Underlying REMIC and RCR Certificates. Exhibit A is provided in lieu of a Final Data Statement with respect to the Underlying REMIC and RCR Certificates.

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

Distributions of Interest

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

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

<u>Delay Classes</u>	<u>No-Delay Classes</u>
Fixed Rate Classes	—

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

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

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

Distributions of Principal

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

- *Group 1*

The Group 1 Principal Distribution Amount to PO until retired.

} Pass-Through Class

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

- *Group 2*

The Group 2 Principal Distribution Amount to AC and AL, in that order, until retired.

} Structured Collateral/ Sequential Pay Classes

The “Group 2 Principal Distribution Amount” is the principal then paid on the Group 2 Underlying RCR Certificate.

- *Group 3*

The Group 3 Principal Distribution Amount to GA and GB, in that order, until retired. } Sequential Pay Classes

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

- *Group 4*

The Group 4 Principal Distribution Amount to CO until retired. } Structured Collateral/Pass-Through Class

The “Group 4 Principal Distribution Amount” is the principal then paid on the Group 4 Underlying REMIC Certificates.

- *Group 5*

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

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

- *Group 6*

The QZ Accrual Amount to QV until retired, and thereafter to QZ. } Accretion Directed Class and Accrual Class

The Group 6 Cash Flow Distribution Amount to QA, QV and QZ, in that order, until retired. } Sequential Pay Classes

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

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

Structuring Assumptions

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

- the Mortgage Loans underlying the Trust MBS have the original terms to maturity, remaining terms to maturity, loan ages and interest rates specified under “Summary—Group 1, Group 3, Group 5 and Group 6—Assumed Characteristics of the Underlying Mortgage Loans” in this prospectus supplement;
- the Mortgage Loans prepay at the constant percentages of PSA specified in the related tables;
- the settlement date for the Certificates is October 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.

Yield Tables

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

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

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

We cannot assure you that

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

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

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

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

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

<u>Class</u>	<u>Price</u>
PO	89.6875%
CO	93.0000%
DO	93.0000%

Sensitivity of the PO Class to Prepayments

	<u>PSA Prepayment Assumption</u>								
	<u>50%</u>	<u>100%</u>	<u>275%</u>	<u>456%</u>	<u>675%</u>	<u>900%</u>	<u>1100%</u>	<u>1400%</u>	<u>2100%</u>
Pre-Tax Yields to Maturity	0.9%	1.2%	2.4%	3.9%	6.2%	9.1%	12.6%	21.1%	237.9%

Sensitivity of the CO Class to Prepayments

	PSA Prepayment Assumption								
	50%	100%	275%	456%	675%	900%	1100%	1400%	2100%
Pre-Tax Yields to Maturity	0.6%	0.8%	1.6%	2.6%	4.1%	6.0%	8.2%	13.6%	137.3%

Sensitivity of the DO Class to Prepayments

	PSA Prepayment Assumption								
	50%	100%	300%	500%	672%	900%	1100%	1400%	2100%
Pre-Tax Yields to Maturity	0.6%	0.8%	1.7%	2.8%	4.0%	5.9%	8.1%	13.4%	137.3%

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

Class	% PSA
IO	393%
GI	509%
CI	421%
DI	409%
QI	174%

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

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

Class	Price*
IO	15.187500%
GI	8.500000%
CI	14.000000%
DI	14.625000%
QI	11.640625%

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

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

Sensitivity of the IO Class to Prepayments

	PSA Prepayment Assumption								
	50%	100%	275%	456%	675%	900%	1100%	1400%	2100%
Pre-Tax Yields to Maturity	24.8%	21.4%	8.9%	(4.9)%	(23.0)%	(44.0)%	(65.5)%	*	*

Sensitivity of the GI Class to Prepayments

	PSA Prepayment Assumption							
	50%	100%	205%	300%	400%	600%	800%	1000%
Pre-Tax Yields to Maturity	34.5%	31.0%	23.5%	16.5%	8.8%	(7.7)%	(25.8)%	(46.3)%

Sensitivity of the CI Class to Prepayments

	PSA Prepayment Assumption								
	50%	100%	275%	456%	675%	900%	1100%	1400%	2100%
Pre-Tax Yields to Maturity	27.2%	23.8%	11.2%	(2.7)%	(21.1)%	(42.2)%	(64.0)%	*	*

Sensitivity of the DI Class to Prepayments

	PSA Prepayment Assumption								
	50%	100%	300%	500%	672%	900%	1100%	1400%	2100%
Pre-Tax Yields to Maturity	26.2%	22.7%	8.3%	(7.2)%	(21.6)%	(42.9)%	(64.5)%	*	*

Sensitivity of the QI Class to Prepayments

	PSA Prepayment Assumption					
	50%	100%	161%	275%	400%	600%
Pre-Tax Yields to Maturity	20.3%	12.8%	2.4%	(18.5)%	(41.0)%	(72.4)%

Weighted Average Lives of the Certificates

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

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

- the timing of changes in the rate of principal distributions,
- the priority sequences of distributions of principal of the Group 2, Group 3 and Group 6 Classes, and
- in the case of the Group 2 and Group 4 Classes, the applicable priority sequences affecting principal payments on the related Underlying REMIC and RCR Certificates.

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

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

Decrement Tables

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

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

<u>Mortgage Loans Backing Trust Assets Specified Below</u>	<u>Original Terms to Maturity</u>	<u>Remaining Terms to Maturity</u>	<u>Interest Rates</u>
Group 1 MBS	360 months	360 months	7.00%
Group 2 Underlying RCR Certificate	240 months	221 months	6.00%
Group 3 MBS	180 months	180 months	7.50%
Group 4 Underlying REMIC Certificates	360 months	*	7.00%
Group 5 MBS	360 months	360 months	7.00%
Group 6 MBS	360 months	360 months	6.00%

* The Mortgage Loans backing the Group 4 Underlying REMIC Certificates listed below are assumed to have the following remaining terms to maturity:

2009-89-BZ	312 months
2009-91-DZ	312 months
2009-98-DZ	313 months

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

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

Percent of Original Principal Balances Outstanding

Date	PO and IO† Classes								
	PSA Prepayment Assumption								
	0%	100%	275%	456%	675%	900%	1100%	1400%	2100%
Initial Percent	100	100	100	100	100	100	100	100	100
October 2014	99	92	82	71	58	45	33	16	0
October 2015	98	85	67	51	34	20	11	2	0
October 2016	97	78	55	36	20	9	4	*	0
October 2017	95	72	45	26	12	4	1	*	0
October 2018	94	66	36	18	7	2	*	*	0
October 2019	93	60	30	13	4	1	*	*	0
October 2020	91	55	24	9	2	*	*	*	0
October 2021	89	50	19	6	1	*	*	*	0
October 2022	88	46	16	4	1	*	*	*	0
October 2023	86	41	13	3	*	*	*	0	0
October 2024	84	37	10	2	*	*	*	0	0
October 2025	82	34	8	2	*	*	*	0	0
October 2026	79	30	6	1	*	*	*	0	0
October 2027	77	27	5	1	*	*	*	0	0
October 2028	74	24	4	*	*	*	*	0	0
October 2029	71	21	3	*	*	*	*	0	0
October 2030	68	18	2	*	*	*	0	0	0
October 2031	65	16	2	*	*	*	0	0	0
October 2032	61	14	1	*	*	*	0	0	0
October 2033	57	11	1	*	*	*	0	0	0
October 2034	53	9	1	*	*	*	0	0	0
October 2035	49	7	1	*	*	*	0	0	0
October 2036	44	6	*	*	*	0	0	0	0
October 2037	39	4	*	*	*	0	0	0	0
October 2038	34	3	*	*	*	0	0	0	0
October 2039	28	1	*	*	*	0	0	0	0
October 2040	22	0	0	0	0	0	0	0	0
October 2041	15	0	0	0	0	0	0	0	0
October 2042	8	0	0	0	0	0	0	0	0
October 2043	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	19.9	9.6	4.8	2.9	1.9	1.3	0.9	0.6	0.1

Date	AC Class									AL Class							
	PSA Prepayment Assumption									PSA Prepayment Assumption							
	0%	100%	205%	300%	400%	600%	800%	1000%		0%	100%	205%	300%	400%	600%	800%	1000%
Initial Percent	100	100	100	100	100	100	100	100		100	100	100	100	100	100	100	100
October 2014	97	91	85	80	74	64	53	42		100	100	100	100	100	100	100	100
October 2015	93	81	71	62	53	37	24	13		100	100	100	100	100	100	100	100
October 2016	90	72	58	47	37	21	10	2		100	100	100	100	100	100	100	100
October 2017	86	64	48	36	26	11	3	0		100	100	100	100	100	100	100	0
October 2018	82	57	39	27	17	5	0	0		100	100	100	100	100	100	0	0
October 2019	78	49	31	20	11	1	0	0		100	100	100	100	100	100	0	0
October 2020	73	43	25	14	7	0	0	0		100	100	100	100	100	0	0	0
October 2021	68	37	19	10	3	0	0	0		100	100	100	100	100	0	0	0
October 2022	63	31	15	6	1	0	0	0		100	100	100	100	100	0	0	0
October 2023	57	26	11	3	0	0	0	0		100	100	100	100	0	0	0	0
October 2024	52	21	8	1	0	0	0	0		100	100	100	100	0	0	0	0
October 2025	45	16	5	0	0	0	0	0		100	100	100	0	0	0	0	0
October 2026	39	12	2	0	0	0	0	0		100	100	100	0	0	0	0	0
October 2027	32	8	1	0	0	0	0	0		100	100	100	0	0	0	0	0
October 2028	25	5	0	0	0	0	0	0		100	100	0	0	0	0	0	0
October 2029	17	2	0	0	0	0	0	0		100	100	0	0	0	0	0	0
October 2030	8	0	0	0	0	0	0	0		100	0	0	0	0	0	0	0
October 2031	0	0	0	0	0	0	0	0		0	0	0	0	0	0	0	0
October 2032	0	0	0	0	0	0	0	0		0	0	0	0	0	0	0	0
October 2033	0	0	0	0	0	0	0	0		0	0	0	0	0	0	0	0
Weighted Average Life (years)**	10.6	6.7	4.7	3.6	2.8	1.9	1.4	1.1		18.0	16.6	14.3	11.8	9.6	6.5	4.7	3.5

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

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

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

Date	GA and GI† Classes								GB Class							
	PSA Prepayment Assumption								PSA Prepayment Assumption							
	0%	100%	205%	300%	400%	600%	800%	1000%	0%	100%	205%	300%	400%	600%	800%	1000%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
October 2014	96	81	76	71	66	55	45	35	100	100	100	100	100	100	100	100
October 2015	92	64	55	48	42	30	19	12	100	100	100	100	100	100	100	100
October 2016	88	47	38	31	25	15	8	4	100	100	100	100	100	100	100	100
October 2017	83	32	24	19	14	7	3	1	100	100	100	100	100	100	100	100
October 2018	78	18	12	9	6	3	1	*	100	100	100	100	100	100	100	100
October 2019	73	4	3	2	1	*	*	*	100	100	100	100	100	100	100	100
October 2020	67	0	0	0	0	0	0	0	100	0	0	0	0	0	0	0
October 2021	60	0	0	0	0	0	0	0	100	0	0	0	0	0	0	0
October 2022	54	0	0	0	0	0	0	0	100	0	0	0	0	0	0	0
October 2023	46	0	0	0	0	0	0	0	100	0	0	0	0	0	0	0
October 2024	38	0	0	0	0	0	0	0	100	0	0	0	0	0	0	0
October 2025	30	0	0	0	0	0	0	0	100	0	0	0	0	0	0	0
October 2026	21	0	0	0	0	0	0	0	100	0	0	0	0	0	0	0
October 2027	11	0	0	0	0	0	0	0	100	0	0	0	0	0	0	0
October 2028	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	8.9	3.0	2.6	2.3	2.0	1.6	1.2	1.0	15.0	6.3	6.3	6.3	6.3	6.3	6.3	6.3

Date	CO and CI† Classes									DO and DI† Classes								
	PSA Prepayment Assumption									PSA Prepayment Assumption								
	0%	100%	275%	456%	675%	900%	1100%	1400%	2100%	0%	100%	300%	500%	672%	900%	1100%	1400%	2100%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
October 2014	99	92	82	71	58	45	33	16	0	99	92	81	69	59	45	34	16	0
October 2015	97	85	67	51	34	20	11	2	0	98	85	65	47	34	20	11	3	0
October 2016	95	78	54	36	20	9	4	*	0	97	78	52	32	20	9	4	*	0
October 2017	94	71	44	25	11	4	1	*	0	95	72	42	22	12	4	1	*	0
October 2018	92	65	36	18	7	2	*	*	0	94	66	33	15	7	2	*	*	0
October 2019	90	59	29	13	4	1	*	*	0	93	61	27	10	4	1	*	*	0
October 2020	88	54	24	9	2	*	*	*	0	91	56	21	7	2	*	*	*	0
October 2021	85	49	19	6	1	*	*	*	0	89	51	17	5	1	*	*	*	0
October 2022	83	44	15	4	1	*	*	*	0	88	46	14	3	1	*	*	*	0
October 2023	80	40	12	3	*	*	*	0	0	86	42	11	2	*	*	*	0	0
October 2024	78	36	10	2	*	*	*	0	0	84	38	8	1	*	*	*	0	0
October 2025	75	32	8	1	*	*	*	0	0	82	34	7	1	*	*	*	0	0
October 2026	71	29	6	1	*	*	*	0	0	79	31	5	1	*	*	*	0	0
October 2027	68	25	5	1	*	*	*	0	0	77	28	4	*	*	*	*	0	0
October 2028	64	22	4	*	*	*	*	0	0	74	24	3	*	*	*	*	0	0
October 2029	60	19	3	*	*	*	0	0	0	71	22	2	*	*	*	*	0	0
October 2030	56	16	2	*	*	*	0	0	0	68	19	2	*	*	*	0	0	0
October 2031	51	14	2	*	*	*	0	0	0	65	16	1	*	*	*	0	0	0
October 2032	46	12	1	*	*	*	0	0	0	61	14	1	*	*	*	0	0	0
October 2033	41	9	1	*	*	*	0	0	0	57	12	1	*	*	*	0	0	0
October 2034	35	7	1	*	*	0	0	0	0	53	10	1	*	*	*	0	0	0
October 2035	29	5	*	*	*	0	0	0	0	49	8	*	*	*	*	0	0	0
October 2036	23	4	*	*	*	0	0	0	0	44	6	*	*	*	0	0	0	0
October 2037	16	2	*	*	*	0	0	0	0	39	5	*	*	*	0	0	0	0
October 2038	8	*	*	*	*	0	0	0	0	34	3	*	*	*	0	0	0	0
October 2039	*	0	0	0	0	0	0	0	0	28	2	*	*	*	0	0	0	0
October 2040	0	0	0	0	0	0	0	0	0	22	1	*	*	*	0	0	0	0
October 2041	0	0	0	0	0	0	0	0	0	15	0	0	0	0	0	0	0	0
October 2042	0	0	0	0	0	0	0	0	0	8	0	0	0	0	0	0	0	0
October 2043	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	16.8	9.2	4.8	2.9	1.9	1.3	0.9	0.6	0.1	19.9	9.7	4.5	2.7	1.9	1.3	0.9	0.6	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	QA, QI†, QD, QE, QG and QH Classes						QV Class						QZ Class					
	PSA Prepayment Assumption						PSA Prepayment Assumption						PSA Prepayment Assumption					
	0%	100%	161%	275%	400%	600%	0%	100%	161%	275%	400%	600%	0%	100%	161%	275%	400%	600%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
October 2014	98	91	88	82	75	64	93	93	93	93	93	93	104	104	104	104	104	104
October 2015	96	80	71	57	41	19	85	85	85	85	85	85	107	107	107	107	107	107
October 2016	93	68	55	34	14	0	77	77	77	77	77	16	111	111	111	111	111	111
October 2017	91	57	41	15	0	0	69	69	69	69	36	0	115	115	115	115	115	74
October 2018	88	47	28	*	0	0	60	60	60	60	0	0	119	119	119	119	98	46
October 2019	86	37	17	0	0	0	51	51	51	0	0	0	123	123	123	121	73	29
October 2020	83	28	7	0	0	0	42	42	42	0	0	0	128	128	128	98	54	18
October 2021	80	20	0	0	0	0	33	33	21	0	0	0	132	132	132	79	40	11
October 2022	76	12	0	0	0	0	23	23	0	0	0	0	137	137	125	64	29	7
October 2023	73	5	0	0	0	0	13	13	0	0	0	0	142	142	109	52	21	4
October 2024	69	0	0	0	0	0	2	0	0	0	0	0	147	143	94	42	16	3
October 2025	65	0	0	0	0	0	0	0	0	0	0	0	148	129	82	33	11	2
October 2026	61	0	0	0	0	0	0	0	0	0	0	0	148	116	71	27	8	1
October 2027	56	0	0	0	0	0	0	0	0	0	0	0	148	104	61	21	6	1
October 2028	52	0	0	0	0	0	0	0	0	0	0	0	148	93	52	17	4	*
October 2029	47	0	0	0	0	0	0	0	0	0	0	0	148	82	44	13	3	*
October 2030	41	0	0	0	0	0	0	0	0	0	0	0	148	72	38	10	2	*
October 2031	36	0	0	0	0	0	0	0	0	0	0	0	148	63	32	8	2	*
October 2032	30	0	0	0	0	0	0	0	0	0	0	0	148	55	26	6	1	*
October 2033	23	0	0	0	0	0	0	0	0	0	0	0	148	47	22	5	1	*
October 2034	16	0	0	0	0	0	0	0	0	0	0	0	148	40	18	4	1	*
October 2035	9	0	0	0	0	0	0	0	0	0	0	0	148	33	14	3	*	*
October 2036	2	0	0	0	0	0	0	0	0	0	0	0	148	27	11	2	*	*
October 2037	0	0	0	0	0	0	0	0	0	0	0	0	133	21	8	1	*	*
October 2038	0	0	0	0	0	0	0	0	0	0	0	0	114	15	6	1	*	*
October 2039	0	0	0	0	0	0	0	0	0	0	0	0	94	10	4	1	*	*
October 2040	0	0	0	0	0	0	0	0	0	0	0	0	73	6	2	*	*	*
October 2041	0	0	0	0	0	0	0	0	0	0	0	0	50	2	1	*	*	*
October 2042	0	0	0	0	0	0	0	0	0	0	0	0	26	0	0	0	0	0
October 2043	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average																		
Life (years)**	14.2	5.0	3.6	2.4	1.8	1.3	6.0	6.0	5.5	4.3	3.4	2.5	26.9	17.8	14.6	10.5	7.7	5.3

Date	MA Class							
	PSA Prepayment Assumption							
	0%	100%	205%	300%	400%	600%	800%	1000%
Initial Percent	100	100	100	100	100	100	100	100
October 2014	96	85	79	74	69	58	48	37
October 2015	93	70	61	53	46	32	21	12
October 2016	89	56	45	37	29	17	9	3
October 2017	84	43	33	25	18	8	3	1
October 2018	79	31	22	15	10	3	1	*
October 2019	74	20	13	8	5	1	*	*
October 2020	69	15	9	5	2	0	0	0
October 2021	63	13	7	3	1	0	0	0
October 2022	57	11	5	2	*	0	0	0
October 2023	50	9	4	1	0	0	0	0
October 2024	43	7	3	*	0	0	0	0
October 2025	35	6	2	0	0	0	0	0
October 2026	27	4	1	0	0	0	0	0
October 2027	18	3	*	0	0	0	0	0
October 2028	9	2	0	0	0	0	0	0
October 2029	6	1	0	0	0	0	0	0
October 2030	3	0	0	0	0	0	0	0
October 2031	0	0	0	0	0	0	0	0
October 2032	0	0	0	0	0	0	0	0
October 2033	0	0	0	0	0	0	0	0
Weighted Average								
Life (years)**	9.5	4.3	3.3	2.7	2.3	1.7	1.3	1.0

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

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

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

Characteristics of the Residual Classes

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

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

CERTAIN ADDITIONAL FEDERAL INCOME TAX CONSEQUENCES

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

U.S. Treasury Circular 230 Notice

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

REMIC Elections and Special Tax Attributes

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

Notwithstanding the foregoing, the Mortgage Loans underlying the Group 6 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 6 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 6 Class, and we may be obligated to provide

additional information, pursuant to Regulations under section 6049 of the Code, on such Classes. See “Material Federal Income Tax Consequences—REMIC Election and Special Tax Attributes” in the REMIC Prospectus.

Taxation of Beneficial Owners of Regular Certificates

The Accrual Class, the Notional Classes, the Principal Only Classes and the AL Class will be issued with original issue discount (“OID”), and certain other Classes of REMIC Certificates may be issued with OID. If a Class is issued with OID, a beneficial owner of a Certificate of that Class generally must recognize some taxable income in advance of the receipt of the cash attributable to that income. See “Material Federal Income Tax Consequences—Taxation of Beneficial Owners of Regular Certificates—*Treatment of Original Issue Discount*” in the REMIC Prospectus. In addition, the GB Class will be treated as having been issued at a premium, and certain other Classes of REMIC Certificates may be treated as having been issued at a premium. See “Material Federal Income Tax Consequences—Taxation of Beneficial Owners of Regular Certificates—*Regular Certificates Purchased at a Premium*” in the REMIC Prospectus.

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

<u>Group</u>	<u>Prepayment Assumption</u>
1	456% PSA
2	205% PSA
3	205% PSA
4	456% PSA
5	672% PSA
6	161% PSA

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

Taxation of Beneficial Owners of Residual Certificates

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

Taxation of Beneficial Owners of RCR Certificates

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

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

PLAN OF DISTRIBUTION

We are obligated to deliver the Certificates to BNP Paribas Securities Corp. (the “Dealer”) in exchange for the Trust MBS and the Underlying REMIC and RCR Certificates. The Dealer proposes to offer the Certificates directly to the public from time to time in negotiated transactions at varying prices to be determined at the time of sale. The Dealer may effect these transactions to or through other dealers.

LEGAL MATTERS

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

Exhibit A

Group 2 Underlying RCR Certificate

Underlying REMIC Trust	Class	Date of Issue	CUSIP Number	Interest Rate	Interest Type(1)	Final Distribution Date	Principal Type(1)	Original Principal Balance of Class	October 2013 Class Factor	Principal Balance in the Lower Tier REMIC	Approximate Weighted Average WAC	Approximate Weighted Average WAM (in months)	Approximate Weighted Average WALA (in months)
2012-37	DB	March 2012	3136A46L8	2.5%	FIX	December 2031	SEQ	\$75,000,000	0.70799680	\$14,591,814.05	3.920%	217	21

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

Group 4 Underlying REMIC Certificates

Underlying REMIC Trust	Class	Date of Issue	CUSIP Number	Interest Rate	Interest Type(1)	Final Distribution Date	Principal Type(1)	Original Principal Balance of Class	October 2013 Class Factor	Principal Balance in the Lower Tier REMIC	Approximate Weighted Average WAC	Approximate Weighted Average WAM (in months)	Approximate Weighted Average WALA (in months)
2009-89	BZ	October 2009	31398FY88	4.5%	FIX/Z	November 2039	SEQ	\$97,825,960	1.02087758	\$48,824,450.31	4.964%	303	51
2009-91	DZ	October 2009	31398FTM3	4.5	FIX/Z	November 2039	SEQ	35,200,000	1.00494399	34,710,765.41	4.953	303	51
2009-98	DZ	November 2009	31398GGT0	4.5	FIX/Z	December 2039	SEQ	15,622,057	0.94855033	5,691,301.98	4.918	304	49

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

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

Schedule 1

Available Recombinations(1)

REMIC Certificates		RCR Certificates						
Classes	Original Balances	RCR Classes	Original Balances	Principal Type(2)	Interest Rate	Interest Type(2)	CUSIP Number	Final Distribution Date
Recombination 1								
QA	\$28,969,000	QD	\$28,969,000	SEQ	2.25%	FIX	3136AGX23	February 2037
QI	2,069,214(3)							
Recombination 2								
QA	28,969,000	QE	28,969,000	SEQ	2.50	FIX	3136AGX31	February 2037
QI	4,138,429(3)							
Recombination 3								
QA	28,969,000	QG	28,969,000	SEQ	3.00	FIX	3136AGX49	February 2037
QI	8,276,857(3)							
Recombination 4								
QA	28,969,000	QH	28,969,000	SEQ	3.50	FIX	3136AGX56	February 2037
QI	12,415,285(3)							
Recombination 5								
AC	14,590,814	MA(4)	41,688,897	SC/SEQ	2.50	FIX	3136AGX64	December 2031
GA	27,098,083							

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

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

(3) Notional principal balance. This Class is an Interest Only Class. See page S-5 for a description of how its notional principal balance is calculated.

(4) The MA Class is an RCR Class formed by a combination of the AC Class in Group 2 and the GA Class in Group 3.

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

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

TABLE OF CONTENTS

	Page
Table of Contents	S- 2
Available Information	S- 3
Summary	S- 4
Additional Risk Factor	S- 7
Description of the Certificates	S- 7
Certain Additional Federal Income Tax Consequences	S-19
Plan of Distribution	S-21
Legal Matters	S-21
Exhibit A	A- 1
Schedule 1	A- 2

\$436,121,239



**Guaranteed REMIC
Pass-Through Certificates
Fannie Mae REMIC Trust 2013-110**

PROSPECTUS SUPPLEMENT

BNP PARIBAS

October 24, 2013
