

\$1,757,991,490



Guaranteed REMIC Pass-Through Certificates
Fannie Mae REMIC Trust 2013-125

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.

Class	Group	Original Class Balance	Principal Type(1)	Interest Rate	Interest Type(1)	CUSIP Number	Final Distribution Date
FA	1	\$ 48,236,353	PT	(2)	FLT	3136AHL C2	December 2043
SA	1	48,236,353(3)	NTL	(2)	INV/IO	3136AHL D0	December 2043
KX	2	14,624,544	SC/PT	(2)	INV	3136AHL E8	January 2043
KT	2	4,874,847	SC/PT	(2)	INV	3136AHL F5	January 2043
AG(4) . .	3	106,543,605	PAC/AD	2.5%	FIX	3136AHL G3	November 2039
IA(4) . .	3	35,514,535(3)	NTL	4.5	FIX/IO	3136AHL H1	November 2039
AZ	3	535,395	PAC/AD	4.0	FIX/Z	3136AHL J7	November 2039
ZA	3	26,240,833	SUP	4.0	FIX/Z	3136AHL K4	November 2039
DA	4	50,000,000	SEQ	3.0	FIX	3136AHL L2	May 2031
OD(4) . .	4	12,500,000	SEQ	0.0	PO	3136AHL M0	December 2033
DJ(4) . .	4	12,500,000(3)	NTL	(5)	T/IO	3136AHL N8	December 2033
DK(4) . .	4	12,500,000(3)	NTL	(5)	T/IO	3136AHL P3	December 2033
CA	5	50,000,000	SEQ	3.0	FIX	3136AHL Q1	May 2032
CO(4) . .	5	7,174,863	SEQ	0.0	PO	3136AHL R9	December 2033
CJ(4) . .	5	7,174,863(3)	NTL	(5)	T/IO	3136AHL S7	December 2033
CK(4) . .	5	7,174,863(3)	NTL	(5)	T/IO	3136AHL T5	December 2033

(Table continued on next page)

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

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

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 AE, AD, AC, AB, DY, CY, YD, BD and BE 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 (other than the GA, GB and GC Classes) from time to time in negotiated transactions at varying prices. We expect the settlement date to be November 27, 2013. Fannie Mae will assign the GA, GB and GC Classes to Fannie Mae Mega trusts. See “Plan of Distribution” in this prospectus supplement.

Carefully consider the risk factors starting on page S-11 of this prospectus supplement and starting on page 13 of the REMIC prospectus. Unless you understand and are able to tolerate these risks, you should not invest in the certificates.

You should read the REMIC prospectus as well as this prospectus supplement.

The certificates, together with interest thereon, are not guaranteed by the United States and do not constitute a debt or obligation of the United States or any agency or instrumentality thereof other than Fannie Mae.

The certificates are exempt from registration under the Securities Act of 1933 and are “exempted securities” under the Securities Exchange Act of 1934.

Citigroup

The date of this Prospectus Supplement is November 21, 2013

Class	Group	Original Class Balance	Principal Type(1)	Interest Rate	Interest Type(1)	CUSIP Number	Final Distribution Date
GA	6	\$ 59,952,858	SC/PT	5.5%	FIX	3136AHLU2	October 2033
GB	7	815,852,554	SC/PT	5.5	FIX	3136AHLV0	December 2035
GC	8	435,178,249	SC/PT	5.5	FIX	3136AHLW8	September 2035
KA	9	20,496,000	SEQ	3.0	FIX	3136AHLX6	December 2032
KB	9	1,890,940	SEQ	3.0	FIX	3136AHL Y4	December 2033
BF(4)	10	20,914,571	PAC/AD	(2)	FLT	3136AHLZ1	October 2041
BS(4)	10	20,914,571(3)	NTL	(2)	INV/IO	3136AHMA5	October 2041
BC(4)	10	52,286,429	PAC/AD	3.0	FIX	3136AHMB3	October 2041
BZ	10	3,915,000	PAC	4.0	FIX/Z	3136AHMC1	December 2043
FB	10	17,849,633	SUP	(2)	FLT	3136AHMD9	December 2043
SB	10	8,924,816	SUP	(2)	INV	3136AHME7	December 2043
R		0	NPR	0	NPR	3136AHMF4	December 2043
RL		0	NPR	0	NPR	3136AHMG2	December 2043

- (1) See “Description of the Certificates—Class Definitions and Abbreviations” in the REMIC prospectus.
- (2) Based on LIBOR.

- (3) Notional principal balances. These classes are interest only classes. See page S-9 for a description of how their notional principal balances are calculated.
- (4) Exchangeable classes.
- (5) These classes are toggle classes. See page S-8 for a description of their interest rates.

TABLE OF CONTENTS

	<u>Page</u>		<u>Page</u>
AVAILABLE INFORMATION	S- 3	<i>The Inverse Floating Rate and</i>	
SUMMARY	S- 5	<i>Toggle Classes</i>	S-19
ADDITIONAL RISK FACTORS	S-11	<i>The Fixed Rate Interest Only</i>	
DESCRIPTION OF THE		<i>Class</i>	S-21
CERTIFICATES	S-11	<i>The Principal Only Classes</i>	S-22
GENERAL	S-11	WEIGHTED AVERAGE LIVES OF THE	
<i>Structure</i>	S-11	CERTIFICATES	S-22
<i>Fannie Mae Guaranty</i>	S-12	DECREMENT TABLES	S-23
<i>Characteristics of Certificates</i>	S-12	CHARACTERISTICS OF THE RESIDUAL	
<i>Authorized Denominations</i>	S-13	CLASSES	S-30
THE TRUST MBS	S-13	CERTAIN ADDITIONAL FEDERAL	
THE UNDERLYING REMIC AND RCR		INCOME TAX CONSEQUENCES ..	S-30
CERTIFICATES	S-13	U.S. TREASURY CIRCULAR 230	
THE GROUP 3 SMBS	S-14	NOTICE	S-30
DISTRIBUTIONS OF INTEREST	S-14	REMIC ELECTIONS AND SPECIAL TAX	
<i>General</i>	S-14	ATTRIBUTES	S-31
<i>Delay Classes and No-Delay</i>		TAXATION OF BENEFICIAL OWNERS OF	
<i>Classes</i>	S-14	REGULAR CERTIFICATES	S-31
<i>Accrual Classes</i>	S-15	TAXATION OF BENEFICIAL OWNERS OF	
DISTRIBUTIONS OF PRINCIPAL	S-15	RESIDUAL CERTIFICATES	S-31
STRUCTURING ASSUMPTIONS	S-17	TAXATION OF BENEFICIAL OWNERS OF	
<i>Pricing Assumptions</i>	S-17	RCR CERTIFICATES	S-32
<i>Prepayment Assumptions</i>	S-17	PLAN OF DISTRIBUTION	S-32
<i>Principal Balance Schedules</i>	S-17	LEGAL MATTERS	S-32
YIELD TABLES	S-18	EXHIBIT A	A- 1
<i>General</i>	S-18	SCHEDULE 1	A- 4
		PRINCIPAL BALANCE	
		SCHEDULES	B- 1

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, Group 6, Group 7 or Group 8 Class or the R or RL Class, the disclosure documents relating to the applicable underlying REMIC and RCR certificates (the “Underlying REMIC Disclosure Documents”);
- if you are purchasing the Group 3 Class or the R or RL Class
 - our Prospectus for Fannie Mae Stripped Mortgage-Backed Securities dated
 - February 1, 2012, for all SMBS issued on or after February 1, 2012,
 - January 1, 2009, for all SMBS issued on or after January 1, 2009 and prior to February 1, 2012,
 - December 1, 2007, for all SMBS issued on or after December 1, 2007 and prior to January 1, 2009, or
 - May 1, 2002, for all other SMBS(as applicable, the “SMBS Prospectus”); and
 - any information incorporated by reference in this prospectus supplement as discussed below and under the heading “Incorporation by Reference” in the REMIC Prospectus.

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

The MBS Prospectus, the SMBS 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, the SMBS Prospectus and the Underlying REMIC Disclosure Documents by writing or calling the dealer at:

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

SUMMARY

This summary contains only limited information about the certificates. Statistical information in this summary is provided as of November 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 2013-84-AS REMIC Certificate Class 2013-84-BS REMIC Certificate Class 2013-84-CS REMIC Certificate
3	Group 3 SMBS
4	Group 4 MBS
5	Group 5 MBS
6	Class 2003-21-NC RCR Certificate Class 2003-101-P REMIC Certificate
7	Class 2003-1-PH REMIC Certificate Class 2003-2-B REMIC Certificate Class 2003-10-PE REMIC Certificate Class 2003-18-DE REMIC Certificate Class 2003-18-DG REMIC Certificate Class 2003-21-QG RCR Certificate Class 2003-55-UE REMIC Certificate Class 2003-101-PG REMIC Certificate Class 2004-45-NE RCR Certificate Class 2004-45-NG RCR Certificate Class 2005-78-PD REMIC Certificate Class 2005-78-PE REMIC Certificate Class 2005-96-KB REMIC Certificate Class 2005-96-KC REMIC Certificate Class 2005-96-KD REMIC Certificate Class 2005-98-GH REMIC Certificate Class 2005-98-GJ REMIC Certificate Class 2005-100-TC RCR Certificate Class 2005-100-TD REMIC Certificate Class 2005-103-ND REMIC Certificate Class 2005-103-NE REMIC Certificate Class 2005-108-QC REMIC Certificate Class 2005-108-QD REMIC Certificate Class 2005-111-PD REMIC Certificate Class 2005-111-PE REMIC Certificate Class 2005-111-PG REMIC Certificate

<u>Group</u>	<u>Assets</u>
8	Class 2003-2-PG REMIC Certificate Class 2003-8-OG RCR Certificate Class 2003-23-PH REMIC Certificate Class 2003-27-PG RCR Certificate Class 2003-28-PH REMIC Certificate Class 2003-29-PH REMIC Certificate Class 2003-36-OH REMIC Certificate Class 2003-37-QE REMIC Certificate Class 2003-40-MJ REMIC Certificate Class 2003-42-PF REMIC Certificate Class 2003-43-UE REMIC Certificate Class 2003-53-JH REMIC Certificate Class 2003-90-MH REMIC Certificate Class 2005-80-PD RCR Certificate Class 2005-80-PE RCR Certificate
9	Group 9 MBS
10	Group 10 MBS

Group 1, Group 4, Group 5, Group 9 and Group 10

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	\$ 47,689,269	6.00%	6.25% to 8.50%	140 to 360
	\$ 547,084	6.00%	6.25% to 8.50%	120 to 240
Group 4 MBS	\$ 62,500,000	3.00%	3.25% to 5.50%	181 to 240
Group 5 MBS	\$ 57,174,863	3.00%	3.25% to 5.50%	181 to 240
Group 9 MBS	\$ 22,386,940	3.00%	3.25% to 5.50%	181 to 240
Group 10 MBS	\$103,890,449	4.00%	4.25% to 6.50%	241 to 360

Assumed Characteristics of the Underlying Mortgage Loans

	<u>Principal Balance</u>	<u>Original Term to Maturity (in months)</u>	<u>Remaining Term to Maturity (in months)</u>	<u>Loan Age (in months)</u>	<u>Interest Rate</u>
Group 1 MBS	\$ 47,689,269	360	231	117	6.498%
	\$ 547,084	240	149	85	6.596%
Group 4 MBS	\$ 62,500,000	240	236	3	3.612%
Group 5 MBS	\$ 57,174,863	240	234	4	3.599%
Group 9 MBS	\$ 22,386,940	240	226	11	3.647%
Group 10 MBS	\$103,890,449	360	359	1	4.523%

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, Group 6, Group 7 and Group 8

Exhibit A describes the underlying REMIC and RCR certificates in Group 2, Group 6, Group 7 and Group 8, including certain information about the related mortgage loans. To learn more about the underlying REMIC and RCR certificates, you should obtain from us the current class factors and the related disclosure documents as described on page S-3.

Group 3

Characteristics of the Group 3 SMBS

<u>Principal or Notional Principal Balance</u>	<u>Pass- Through Rate</u>	<u>SMBS Trust and Class Designation</u>
\$133,319,833 [†]	0.00%	400-1
\$118,506,518*	4.50%	400-2

[†] Principal balance. These are principal only SMBS certificates.

* Notional principal balance. These are interest only SMBS certificates.

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>
\$133,319,833	360	301	51	4.931%
\$118,506,518	360	301	51	4.931%

The actual remaining terms to maturity, loan ages and interest rates of most of the mortgage loans underlying the Group 3 SMBS will differ from those shown above, and may differ significantly. See “Risk Factors—Risks Relating to Yield and Prepayment—*Yield—Yields on the SMBS certificates are affected by actual characteristics of the related mortgage loans*” in the SMBS Prospectus.

Settlement Date

We expect to issue the certificates on November 27, 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 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.

During the initial interest accrual period, the floating rate, inverse floating rate and toggle classes (other than the KX and KT Classes) will bear interest at the initial interest rates listed below. The initial interest rates listed below for the KX and KT Classes are assumed rates. During each subsequent interest accrual period, the floating rate, inverse floating rate and toggle classes will bear interest based on the formulas indicated below, but always subject to the specified maximum and minimum interest rates:

Class	Initial Interest Rate	Maximum Interest Rate	Minimum Interest Rate	Formula for Calculation of Interest Rate(1)
FA	0.5702%	6.00000%	0.45%	LIBOR + 45 basis points
SA	5.4298%	5.55000%	0.00%	5.55% – LIBOR
KX	7.7700%(2)	8.16667%	0.00%	$8.16667\% - (2.3333332 \times \text{LIBOR})$
KT	7.0000%(2)	7.00000%	0.00%	$31.50\% - (7.00 \times \text{LIBOR})$
DJ	3.0000%	3.00000%	0.00%	(3)
DK	0.0000%	3.00000%	0.00%	(4)
CJ	3.0000%	3.00000%	0.00%	(5)
CK	0.0000%	3.00000%	0.00%	(6)
BF	0.5685%	6.50000%	0.40%	LIBOR + 40 basis points
BS	5.9315%	6.10000%	0.00%	6.10% – LIBOR
FB	1.1685%	6.00000%	1.00%	LIBOR + 100 basis points
SB	9.6630%	10.00000%	0.00%	$10\% - (2.00 \times \text{LIBOR})$

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

(2) Assumed initial interest rates. The actual initial interest rates for these classes will be calculated on November 21, 2013, using the applicable formulas.

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

<u>If LIBOR is:</u>	<u>Applicable Rate or Formula</u>
Less than or equal to 8.0625%	3.00%
Greater than 8.0625% and less than 8.2500%	$132\% - (16 \times \text{LIBOR})$
Equal to or greater than 8.2500%	0.00%

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

<u>If LIBOR is:</u>	<u>Applicable Rate or Formula</u>
Less than or equal to 8.0625%	0.00%
Greater than 8.0625% and less than 8.2500%	$(16 \times \text{LIBOR}) - 129\%$
Equal to or greater than 8.2500%	3.00%

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

<u>If LIBOR is:</u>	<u>Applicable Rate or Formula</u>
Less than or equal to 8.0625%	3.00%
Greater than 8.0625% and less than 8.2500%	$132\% - (16 \times \text{LIBOR})$
Equal to or greater than 8.2500%	0.00%

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

<u>If LIBOR is:</u>	<u>Applicable Rate or Formula</u>
Less than or equal to 8.0625%	0.00%
Greater than 8.0625% and less than 8.2500%	$(16 \times \text{LIBOR}) - 129\%$
Equal to or greater than 8.2500%	3.00%

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>	
SA	100% of the FA Class
IA	33.3333333333% of the AG Class
DJ	100% of the OD Class
DK	100% of the OD Class
CJ	100% of the CO Class
CK	100% of the CO Class
BS	100% of the BF 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>200%</u>	<u>323%</u>	<u>400%</u>	<u>600%</u>	<u>800%</u>	<u>1100%</u>	<u>1400%</u>	<u>1800%</u>
FA and SA	20.7	7.8	5.6	3.9	3.2	2.1	1.5	0.9	0.6	0.1

<u>Group 2 Classes</u>	<u>PSA Prepayment Assumption</u>									
	<u>0%</u>	<u>100%</u>	<u>200%</u>	<u>300%</u>	<u>400%</u>	<u>600%</u>	<u>800%</u>	<u>1000%</u>		
KX and KT	27.0	20.0	13.5	7.0	3.1	0.9	0.6	0.5		

<u>Group 3 Classes</u>	<u>PSA Prepayment Assumption</u>									
	<u>0%</u>	<u>100%</u>	<u>125%</u>	<u>200%</u>	<u>275%</u>	<u>300%</u>	<u>400%</u>	<u>600%</u>	<u>800%</u>	<u>1000%</u>
AG, IA, AE, AD, AC and AB ..	11.6	5.8	5.4	5.4	5.4	5.1	3.9	2.5	1.8	1.3
AZ	21.9	21.9	21.9	21.9	21.9	21.2	18.0	12.7	9.1	6.7
ZA	23.0	17.1	15.9	8.5	1.6	1.2	0.7	0.3	0.2	0.2

<u>Group 4 Classes</u>	<u>PSA Prepayment Assumption</u>									
	<u>0%</u>	<u>100%</u>	<u>181%</u>	<u>200%</u>	<u>300%</u>	<u>400%</u>	<u>600%</u>	<u>800%</u>		
DA	10.1	5.9	4.4	4.2	3.3	2.7	2.1	1.8		
OD, DJ, DK and DY	18.8	16.1	13.8	13.2	10.7	8.8	6.3	4.8		

<u>Group 5 Classes</u>	<u>PSA Prepayment Assumption</u>									
	<u>0%</u>	<u>100%</u>	<u>181%</u>	<u>200%</u>	<u>300%</u>	<u>400%</u>	<u>600%</u>	<u>800%</u>		
CA	10.8	6.5	5.0	4.7	3.6	3.0	2.3	1.9		
CO, CJ, CK and CY	19.3	17.1	15.1	14.6	12.1	10.0	7.1	5.4		

				PSA Prepayment Assumption										
<u>Group 6 Class</u>		<u>0%</u>	<u>100%</u>	<u>109%</u>	<u>200%</u>	<u>300%</u>	<u>400%</u>	<u>600%</u>	<u>800%</u>	<u>1100%</u>	<u>1400%</u>			
GA		12.3	7.5	7.3	5.4	4.1	3.2	2.1	1.5	0.9	0.6			
				PSA Prepayment Assumption										
<u>Group 7 Class</u>		<u>0%</u>	<u>100%</u>	<u>109%</u>	<u>200%</u>	<u>300%</u>	<u>400%</u>	<u>600%</u>	<u>800%</u>	<u>1100%</u>	<u>1400%</u>			
GB		13.6	7.4	7.1	5.3	4.0	3.2	2.1	1.5	0.9	0.6			
				PSA Prepayment Assumption										
<u>Group 8 Class</u>		<u>0%</u>	<u>100%</u>	<u>109%</u>	<u>200%</u>	<u>300%</u>	<u>400%</u>	<u>600%</u>	<u>800%</u>	<u>1100%</u>	<u>1400%</u>			
GC		12.4	7.4	7.2	5.4	4.1	3.2	2.1	1.5	0.9	0.6			
					PSA Prepayment Assumption									
<u>Group 9 Classes</u>					<u>0%</u>	<u>100%</u>	<u>200%</u>	<u>300%</u>	<u>400%</u>	<u>600%</u>	<u>800%</u>			
KA					11.1	6.6	4.7	3.6	2.9	2.0	1.6			
KB					19.5	17.2	15.2	12.8	10.6	7.5	5.5			
					PSA Prepayment Assumption									
<u>Group 10 Classes</u>					<u>0%</u>	<u>100%</u>	<u>135%</u>	<u>220%</u>	<u>300%</u>	<u>400%</u>	<u>600%</u>	<u>800%</u>	<u>1200%</u>	<u>1600%</u>
BF, BS, BC, BD and BE					15.2	6.4	5.5	5.5	5.5	4.6	3.5	2.8	2.1	1.8
BZ					25.3	17.1	17.2	17.2	17.2	13.9	9.7	7.3	4.6	3.0
FB and SB					28.2	21.1	17.7	8.3	2.9	2.0	1.4	1.1	0.9	0.7
					PSA Prepayment Assumption									
<u>Group 4/Group 5 Class†</u>					<u>0%</u>	<u>100%</u>	<u>181%</u>	<u>200%</u>	<u>300%</u>	<u>400%</u>	<u>600%</u>	<u>800%</u>		
YD					18.9	16.4	14.3	13.7	11.2	9.2	6.6	5.0		

* 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 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.

Slight changes in LIBOR may significantly affect the yields on the toggle classes in Group 4 and Group 5. The yields on the toggle classes may be extremely sensitive to certain changes in monthly LIBOR values. In particular, the toggle classes may experience dramatic declines in their yields as a result of certain changes in LIBOR, even if those changes are slight. For an illustration of this sensitivity, see the related yield tables in this prospectus supplement.

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

DESCRIPTION OF THE CERTIFICATES

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

General

Structure. We will create the Fannie Mae 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 November 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:

- five groups of Fannie Mae Guaranteed Mortgage Pass-Through Certificates (the “Group 1 MBS,” “Group 4 MBS,” “Group 5 MBS,” “Group 9 MBS” and “Group 10 MBS,” and together, the “Trust MBS”),
- four groups of previously issued REMIC and RCR certificates (the “Group 2 Underlying REMIC Certificates,” “Group 6 Underlying REMIC and RCR Certificates,” “Group 7 Underlying REMIC and RCR Certificates” and the “Group 8 Underlying REMIC and RCR Certificates,” and together, the “Underlying REMIC and RCR Certificates”) issued from the related Fannie Mae REMIC trusts (the “Underlying REMIC Trusts”) as further described in Exhibit A, and
- certain previously issued Fannie Mae Stripped Mortgage-Backed Securities (the “Group 3 SMBS”).

The Group 3 SMBS represent beneficial ownership interests in certain interest or principal distributions on mortgage loans underlying certain Fannie Mae Guaranteed Mortgage Pass-Through Certificates.

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 and the Fannie Mae Guaranteed Mortgage Pass-Through Certificates backing the Group 3 SMBS, 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.”

REMIC Designation	Assets	Regular Interests	Residual Interest
Lower Tier REMIC	Trust MBS, Underlying REMIC and RCR Certificates and Group 3 SMBS	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, the Underlying REMIC and RCR Certificates and the Group 3 SMBS, see the applicable discussions appearing under the heading “Fannie Mae Guaranty” in the REMIC Prospectus, the MBS Prospectus, the SMBS Prospectus and the Underlying REMIC Disclosure Documents, as applicable. Our guaranties are not backed by the full faith and credit of the United States.

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

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

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

<u>Classes</u>	<u>Denominations</u>
Interest Only, Principal Only, Inverse Floating Rate Class and the Toggle 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 generally have original maturities of up to 30 years in the case of approximately 99% of the Group 1 MBS (by principal balance at the Issue Date), and Group 10 MBS; and up to 20 years in the case of approximately 1% of the Group 1 MBS (by principal balance at the Issue Date), the Group 4 MBS, Group 5 MBS and Group 9 MBS.

In addition, the pools of mortgage loans backing the Group 10 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 10 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 1, Group 4, Group 5, Group 9 and Group 10—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 2 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 backing the Group 2 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.

The Group 3 SMBS

The general characteristics of the Group 3 SMBS are described in the SMBS Prospectus. The Group 3 SMBS provide that certain principal or interest amounts on the Mortgage Loans underlying the related MBS are passed through monthly.

The general characteristics of the MBS are described in the MBS Prospectus. Each MBS evidences beneficial ownership interest in a pool of 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. For additional information see “Summary—Group 3—Characteristics of the Group 3 SMBS” in this prospectus supplement, and “The Mortgage Loan 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, Inverse Floating Rate and Toggle Classes will bear interest at interest rates based on LIBOR. We currently establish LIBOR on the basis of the “BBA Method.” See “Additional Risk Factors—*In the future we may be unable to establish LIBOR on the basis of the BBA Method*” in this prospectus supplement.

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

<u>Delay Classes</u>	<u>No-Delay Classes</u>
All interest-bearing Classes other than the FA, SA, KX, KT, BF and BS Classes	FA, SA, KX, KT, BF and BS Classes

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

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

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

Distributions of Principal

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

- *Group 1*

The Group 1 Principal Distribution Amount to FA 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 KX and KT, pro rata, until retired. } Structured Collateral/
Pass-Through Classes

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

- *Group 3*

The AZ Accrual Amount to AG until retired, and thereafter to AZ. } Accretion Directed Class and Accrual Class

The *sum* of the Group 3 Cash Flow Distribution Amount and the ZA Accrual Amount in the following priority:

1. To Aggregate Group I to its Planned Balance. } PAC Group
2. To ZA until retired. } Support Class
3. To Aggregate Group I to zero. } PAC Group

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

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

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

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

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

- *Group 4*

The Group 4 Principal Distribution Amount to DA and OD, in that order, until retired. } Sequential Pay Classes

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

- *Group 5*

The Group 5 Principal Distribution Amount to CA and CO, in that order, until retired. } Sequential Pay Classes

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

- *Group 6*

The Group 6 Principal Distribution Amount to GA 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.

- *Group 7*

The Group 7 Principal Distribution Amount to GB until retired. } Structured Collateral/Pass-Through Class

The “Group 7 Principal Distribution Amount” is the principal then paid on the Group 7 Underlying REMIC and RCR Certificates.

- *Group 8*

The Group 8 Principal Distribution Amount to GC until retired. } Structured Collateral/Pass-Through Class

The “Group 8 Principal Distribution Amount” is the principal then paid on the Group 8 Underlying REMIC and RCR Certificates.

- *Group 9*

The Group 9 Principal Distribution Amount to KA and KB, in that order, until retired. } Sequential Pay Classes

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

- *Group 10*

The BZ Accrual Amount to BC and BF, pro rata, until retired, and thereafter to BZ. } Accretion Directed Classes and Accrual Class

The Group 10 Cash Flow Distribution Amount in the following priority:

1. To Aggregate Group II to its Planned Balance. } PAC Group
2. To FB and SB, pro rata, until retired. } Support Classes
3. To Aggregate Group II to zero. } PAC Group

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

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

“Aggregate Group II” consists of the BC, BF and BZ Classes. On each Distribution Date, we will apply payments of principal of Aggregate Group II as follows:

- first*, to BC and BF, pro rata, until retired; and
- second*, to BZ until retired.

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

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, 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 4, Group 5, Group 9 and Group 10—Assumed Characteristics of the Underlying Mortgage Loans” in this prospectus supplement;
- the Mortgage Loans underlying the Group 3 SMBS have the original terms to maturity, remaining terms to maturity, loan ages and interest rates specified under “Summary—Group 3—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 November 27, 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 and the Group 3 SMBS will differ from the assumed characteristics shown in the Summary, and may differ significantly. See “Risk Factors—Risks Relating to Yield and Prepayment—*Yield—Yields on and weighted average lives of the certificates are affected by actual characteristics of the mortgage loans backing the series trust assets*” in the REMIC Prospectus.

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

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

<u>Groups</u>	<u>Structuring Ranges</u>	<u>Initial Effective Ranges</u>
Aggregate Group I Planned Balances	Between 125% and 275% PSA	Between 125% and 275% PSA
Aggregate Group II Planned Balances	Between 135% and 300% PSA	Between 135% and 300% PSA

The Aggregate Groups listed above consist of the following Classes:

Aggregate Group I	AG and AZ
Aggregate Group II	BF, BC and BZ

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

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

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

- We will distribute any excess of principal distributions over the amount necessary to reduce an Aggregate Group to its scheduled balance in any month. As a result, the likelihood of reducing an Aggregate Group to its scheduled balance each month will not be improved by the averaging of high and low principal distributions from month to month.
- Even if the related Mortgage Loans prepay at rates falling within the applicable Structuring Ranges or Effective Ranges, principal distributions may be insufficient to reduce the Aggregate Groups to their scheduled balances each month if prepayments do not occur at a *constant* PSA rate.
- The actual Effective Ranges at any time will be based upon the actual characteristics of the related Mortgage Loans at that time, which are likely to vary (and may vary considerably) from the Pricing Assumptions. As a result, the actual Effective Ranges will likely differ from the Initial Effective Ranges specified above. For the same reason, the Aggregate Groups might not be reduced to their scheduled balances each month even if the related Mortgage Loans prepay at a *constant* PSA rate within the applicable Initial Effective Ranges. This is so particularly if the rates fall at the lower or higher end of the applicable ranges.
- The actual Effective Ranges may narrow, widen or shift upward or downward to reflect actual prepayment experience over time.
- The principal payment stability of each Aggregate Group will be supported by one or more other Classes. When the related supporting Class or Classes are retired, the Aggregate Group receiving the benefit of that support, if still outstanding, may no longer have an Effective Range, and will be much more sensitive to prepayments of the related Mortgage Loans.

Yield Tables

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

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

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

We cannot assure you that

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

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

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

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

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

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

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

<u>Class</u>	<u>Price*</u>
SA	11.125%
KX	92.375%
KT	98.000%
DJ	30.000%
DK	20.000%
CJ	30.000%
CK	20.000%
BS	18.750%
SB	96.750%

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

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

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

LIBOR	PSA Prepayment Assumption									
	50%	100%	200%	323%	400%	600%	800%	1100%	1400%	1800%
0.0601%	47.0%	43.3%	35.7%	26.0%	19.7%	2.2%	(17.0)%	(50.7)%	(96.1)%	*
0.1202%	46.4%	42.7%	35.1%	25.4%	19.1%	1.7%	(17.4)%	(51.1)%	(96.4)%	*
2.1202%	25.6%	22.2%	15.1%	6.2%	0.3%	(15.8)%	(33.5)%	(64.6)%	*	*
4.1202%	3.7%	0.6%	(5.8)%	(14.1)%	(19.4)%	(34.1)%	(50.2)%	(79.0)%	*	*
5.5500%	*	*	*	*	*	*	*	*	*	*

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

LIBOR	PSA Prepayment Assumption							
	50%	100%	200%	300%	400%	600%	800%	1000%
0.085%	8.9%	9.0%	9.2%	9.9%	11.8%	18.1%	22.4%	26.9%
0.170%	8.7%	8.7%	8.9%	9.7%	11.6%	17.9%	22.2%	26.7%
2.170%	3.6%	3.7%	3.9%	4.6%	6.4%	13.2%	17.6%	22.2%
3.500%	0.4%	0.4%	0.6%	1.3%	3.0%	10.0%	14.6%	19.2%

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

LIBOR	PSA Prepayment Assumption							
	50%	100%	200%	300%	400%	600%	800%	1000%
0.085%	7.3%	7.3%	7.4%	7.5%	8.0%	9.6%	10.6%	11.7%
0.170%	7.3%	7.3%	7.4%	7.5%	8.0%	9.6%	10.6%	11.7%
2.170%	7.3%	7.3%	7.4%	7.5%	8.0%	9.6%	10.6%	11.7%
4.170%	2.5%	2.5%	2.5%	2.7%	3.2%	5.1%	6.3%	7.5%
4.500%	0.1%	0.1%	0.2%	0.4%	0.8%	2.9%	4.2%	5.5%

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

LIBOR	PSA Prepayment Assumption							
	50%	100%	181%	200%	300%	400%	600%	800%
8.06250% and below ...	7.0%	6.4%	4.7%	4.2%	1.1%	(2.7)%	(11.8)%	(22.4)%
8.15625%	(1.6)%	(2.6)%	(4.9)%	(5.5)%	(9.4)%	(14.0)%	(24.5)%	(36.5)%
8.25000% and above ...	*	*	*	*	*	*	*	*

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

LIBOR	PSA Prepayment Assumption							
	50%	100%	181%	200%	300%	400%	600%	800%
8.06250% and below ...	*	*	*	*	*	*	*	*
8.15625%	3.1%	2.3%	0.4%	(0.2)%	(3.7)%	(7.9)%	(17.7)%	(28.9)%
8.25000% and above ...	13.7%	13.2%	12.0%	11.6%	9.1%	5.9%	(2.0)%	(11.4)%

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

LIBOR	PSA Prepayment Assumption							
	50%	100%	181%	200%	300%	400%	600%	800%
8.06250% and below ...	7.3%	6.9%	5.8%	5.4%	3.0%	(0.1)%	(8.2)%	(18.0)%
8.15625%	(1.2)%	(1.8)%	(3.4)%	(3.9)%	(7.2)%	(11.2)%	(20.9)%	(32.2)%
8.25000% and above ...	*	*	*	*	*	*	*	*

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

LIBOR	PSA Prepayment Assumption							
	50%	100%	181%	200%	300%	400%	600%	800%
8.06250% and below ...	*	*	*	*	*	*	*	*
8.15625%	3.5%	3.0%	1.6%	1.2%	(1.6)%	(5.1)%	(13.9)%	(24.5)%
8.25000% and above ...	13.9%	13.6%	12.8%	12.6%	10.8%	8.2%	1.5%	(7.1)%

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

LIBOR	PSA Prepayment Assumption									
	50%	100%	135%	220%	300%	400%	600%	800%	1200%	1600%
0.08425%	26.6%	22.2%	19.0%	19.0%	19.0%	15.4%	5.2%	(5.6)%	(26.9)%	(46.4)%
0.16850%	26.1%	21.6%	18.5%	18.5%	18.5%	14.7%	4.5%	(6.4)%	(27.8)%	(47.3)%
2.16850%	13.3%	7.9%	4.4%	4.4%	4.4%	(0.7)%	(13.0)%	(25.6)%	(49.3)%	(69.8)%
4.16850%	(1.2)%	(8.1)%	(12.2)%	(12.2)%	(12.2)%	(19.3)%	(34.8)%	(49.8)%	(76.6)%	(98.3)%
6.10000%	*	*	*	*	*	*	*	*	*	*

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

LIBOR	PSA Prepayment Assumption									
	50%	100%	135%	220%	300%	400%	600%	800%	1200%	1600%
0.08425%	10.3%	10.4%	10.4%	10.6%	11.2%	11.6%	12.2%	12.6%	13.4%	14.1%
0.16850%	10.2%	10.2%	10.2%	10.4%	11.0%	11.4%	12.0%	12.5%	13.2%	13.9%
2.16850%	6.0%	6.0%	6.0%	6.3%	6.9%	7.4%	8.0%	8.5%	9.4%	10.1%
4.16850%	1.8%	1.9%	1.9%	2.1%	2.9%	3.4%	4.1%	4.6%	5.6%	6.4%
5.00000%	0.1%	0.2%	0.2%	0.4%	1.2%	1.8%	2.5%	3.0%	4.0%	4.8%

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:

Class	% PSA
IA	352%

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 IA 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>
IA	19.525%

* 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 IA Class to Prepayments

	<u>PSA Prepayment Assumption</u>									
	<u>50%</u>	<u>100%</u>	<u>125%</u>	<u>200%</u>	<u>275%</u>	<u>300%</u>	<u>400%</u>	<u>600%</u>	<u>800%</u>	<u>1000%</u>
Pre-Tax Yields to Maturity	12.1%	6.8%	5.0%	5.0%	5.0%	3.6%	(3.7)%	(21.0)%	(41.5)%	(65.4)%

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

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

<u>Class</u>	<u>Price</u>
OD	37.75%
CO	36.25%

Sensitivity of the OD Class to Prepayments

	<u>PSA Prepayment Assumption</u>							
	<u>50%</u>	<u>100%</u>	<u>181%</u>	<u>200%</u>	<u>300%</u>	<u>400%</u>	<u>600%</u>	<u>800%</u>
Pre-Tax Yields to Maturity	5.7%	6.2%	7.3%	7.7%	9.6%	11.9%	16.8%	22.1%

Sensitivity of the CO Class to Prepayments

	<u>PSA Prepayment Assumption</u>							
	<u>50%</u>	<u>100%</u>	<u>181%</u>	<u>200%</u>	<u>300%</u>	<u>400%</u>	<u>600%</u>	<u>800%</u>
Pre-Tax Yields to Maturity	5.7%	6.0%	6.9%	7.1%	8.7%	10.7%	15.3%	20.3%

Weighted Average Lives of the Certificates

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

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

- the timing of changes in the rate of principal distributions, and

- the priority sequences of distributions of principal of the Group 3, Group 4, Group 5, Group 9 and Group 10 Classes.

See “—Distributions of Principal” above.

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

Decrement Tables

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

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

<u>Mortgage Loans Backing Trust Assets Specified Below</u>	<u>Original Terms to Maturity</u>	<u>Remaining Terms to Maturity</u>	<u>Interest Rates</u>
Group 1 MBS	(1)	(1)	8.50%
Group 2 Underlying REMIC Certificates	360 months	349 months	6.00%
Group 3 SMBS	360 months	311 months	7.00%
Group 4 MBS	240 months	240 months	5.50%
Group 5 MBS	240 months	240 months	5.50%
Group 6 Underlying REMIC and RCR Certificates	360 months	(2)	8.00%
Group 7 Underlying REMIC and RCR Certificates	360 months	(3)	8.00%
Group 8 Underlying REMIC and RCR Certificates	360 months	(4)	8.00%
Group 9 MBS	240 months	240 months	5.50%
Group 10 MBS	360 months	360 months	6.50%

(1) The Mortgage Loans backing the Group 1 MBS in the following principal amounts are assumed to have the following original and remaining terms to maturity:

<u>Balance</u>	<u>Original and Remaining Terms to Maturity</u>
\$ 547,084	240 months
47,689,269	360 months

(2) The Mortgage Loans backing the Group 6 Underlying REMIC and RCR Certificates specified below are assumed to have the following remaining terms to maturity:

<u>Class</u>	<u>Remaining Terms to Maturity</u>
2003-21-NC	231 months
2003-101-P	238 months

- (3) The Mortgage Loans backing the Group 7 Underlying REMIC and RCR Certificates specified below are assumed to have the following remaining terms to maturity:

<u>Class</u>	<u>Remaining Terms to Maturity</u>
2003-1-PH	230 months
2003-2-B	230 months
2003-10-PE	230 months
2003-18-DE	231 months
2003-18-DG	231 months
2003-21-QG	231 months
2003-55-UE	234 months
2003-101-PG	238 months
2004-45-NE	246 months
2004-45-NG	246 months
2005-78-PD	261 months
2005-78-PE	261 months
2005-96-KB	262 months
2005-96-KC	262 months
2005-96-KD	262 months
2005-98-GH	263 months
2005-98-GJ	263 months
2005-100-TC	263 months
2005-100-TD	263 months
2005-103-ND	263 months
2005-103-NE	263 months
2005-108-QC	264 months
2005-108-QD	264 months
2005-111-PD	264 months
2005-111-PE	264 months
2005-111-PG	264 months

- (4) The Mortgage Loans backing the Group 8 Underlying REMIC and RCR Certificates specified below are assumed to have the following remaining terms to maturity:

<u>Class</u>	<u>Remaining Terms to Maturity</u>
2003-2-PG	230 months
2003-8-OG	230 months
2003-23-PH	232 months
2003-27-PG	232 months
2003-28-PH	232 months
2003-29-PH	232 months
2003-36-OH	233 months
2003-37-QE	233 months
2003-40-MJ	233 months
2003-42-PF	233 months
2003-43-UE	233 months
2003-53-JH	234 months
2003-90-MH	237 months
2005-80-PD	261 months
2005-80-PE	261 months

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

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

Percent of Original Principal Balances Outstanding

Date	FA and SA† Classes										KX and KT Classes							
	PSA Prepayment Assumption										PSA Prepayment Assumption							
	0%	100%	200%	323%	400%	600%	800%	1100%	1400%	1800%	0%	100%	200%	300%	400%	600%	800%	1000%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
November 2014	99	91	86	78	74	62	51	33	16	0	100	100	99	85	70	41	11	0
November 2015	98	83	73	61	55	39	26	11	2	0	100	100	99	68	39	0	0	0
November 2016	97	76	62	48	40	24	13	4	*	0	100	100	99	59	23	0	0	0
November 2017	96	69	53	37	29	15	6	1	*	0	100	100	99	55	17	0	0	0
November 2018	95	62	45	29	21	9	3	*	*	0	100	100	99	55	16	0	0	0
November 2019	94	56	37	22	16	6	2	*	*	0	100	100	99	53	16	0	0	0
November 2020	93	50	31	17	11	3	1	*	*	0	100	100	97	48	15	0	0	0
November 2021	92	44	26	13	8	2	*	*	*	0	100	100	89	42	13	0	0	0
November 2022	90	39	21	10	6	1	*	*	*	0	100	100	80	36	11	0	0	0
November 2023	88	34	18	7	4	1	*	*	0	0	100	100	70	30	9	0	0	0
November 2024	87	29	14	5	3	*	*	*	0	0	100	100	62	25	7	0	0	0
November 2025	85	25	11	4	2	*	*	*	0	0	100	100	53	21	6	0	0	0
November 2026	83	21	9	3	1	*	*	*	0	0	100	100	46	17	4	0	0	0
November 2027	80	17	7	2	1	*	*	*	0	0	100	99	39	14	3	0	0	0
November 2028	78	13	5	1	1	*	*	*	0	0	100	89	33	11	3	0	0	0
November 2029	75	10	3	1	*	*	*	0	0	0	100	79	27	8	2	0	0	0
November 2030	72	7	2	*	*	*	*	0	0	0	100	70	23	7	1	0	0	0
November 2031	69	4	1	*	*	*	*	0	0	0	100	61	19	5	1	0	0	0
November 2032	65	1	*	*	*	*	*	0	0	0	100	53	15	4	1	0	0	0
November 2033	61	0	0	0	0	0	0	0	0	0	100	46	12	3	1	0	0	0
November 2034	57	0	0	0	0	0	0	0	0	0	100	39	10	2	*	0	0	0
November 2035	53	0	0	0	0	0	0	0	0	0	100	32	8	2	*	0	0	0
November 2036	48	0	0	0	0	0	0	0	0	0	100	26	6	1	*	0	0	0
November 2037	43	0	0	0	0	0	0	0	0	0	100	21	4	1	*	0	0	0
November 2038	37	0	0	0	0	0	0	0	0	0	95	16	3	1	*	0	0	0
November 2039	31	0	0	0	0	0	0	0	0	0	74	11	2	*	*	0	0	0
November 2040	24	0	0	0	0	0	0	0	0	0	51	7	1	*	*	0	0	0
November 2041	17	0	0	0	0	0	0	0	0	0	27	3	*	*	*	0	0	0
November 2042	9	0	0	0	0	0	0	0	0	0	2	0	0	0	0	0	0	0
November 2043	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	20.7	7.8	5.6	3.9	3.2	2.1	1.5	0.9	0.6	0.1	27.0	20.0	13.5	7.0	3.1	0.9	0.6	0.5

Date	AG, IA†, AE, AD, AC and AB Classes										AZ Class									
	PSA Prepayment Assumption										PSA Prepayment Assumption									
	0%	100%	125%	200%	275%	300%	400%	600%	800%	1000%	0%	100%	125%	200%	275%	300%	400%	600%	800%	1000%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
November 2014	97	89	87	87	87	87	87	78	63	48	104	104	104	104	104	104	104	104	104	104
November 2015	94	79	75	75	75	75	69	49	32	19	108	108	108	108	108	108	108	108	108	108
November 2016	91	69	64	64	64	64	51	30	16	7	113	113	113	113	113	113	113	113	113	113
November 2017	88	59	54	54	54	51	37	19	8	2	117	117	117	117	117	117	117	117	117	117
November 2018	84	51	44	44	44	40	27	11	4	1	122	122	122	122	122	122	122	122	122	122
November 2019	80	42	36	36	36	32	20	7	1	0	127	127	127	127	127	127	127	127	127	88
November 2020	76	34	29	29	29	25	15	4	*	0	132	132	132	132	132	132	132	132	132	34
November 2021	72	27	23	23	23	20	10	2	0	0	138	138	138	138	138	138	138	138	107	13
November 2022	68	19	18	18	18	15	7	1	0	0	143	143	143	143	143	143	143	143	53	5
November 2023	63	14	14	14	14	12	5	*	0	0	149	149	149	149	149	149	149	149	27	2
November 2024	58	11	11	11	11	9	4	0	0	0	155	155	155	155	155	155	155	130	13	1
November 2025	52	9	9	9	9	7	2	0	0	0	161	161	161	161	161	161	161	79	7	*
November 2026	47	7	7	7	7	5	1	0	0	0	168	168	168	168	168	168	168	48	3	*
November 2027	41	5	5	5	5	4	1	0	0	0	175	175	175	175	175	175	175	29	2	*
November 2028	34	4	4	4	4	3	*	0	0	0	182	182	182	182	182	182	182	17	1	*
November 2029	27	3	3	3	3	2	0	0	0	0	189	189	189	189	189	189	157	10	*	*
November 2030	20	2	2	2	2	1	0	0	0	0	197	197	197	197	197	197	109	6	*	*
November 2031	12	1	1	1	1	*	0	0	0	0	205	205	205	205	205	205	74	3	*	*
November 2032	4	*	*	*	*	0	0	0	0	0	214	214	214	214	214	209	49	2	*	*
November 2033	0	0	0	0	0	0	0	0	0	0	211	211	211	211	211	147	32	1	*	*
November 2034	0	0	0	0	0	0	0	0	0	0	145	145	145	145	145	99	20	1	*	0
November 2035	0	0	0	0	0	0	0	0	0	0	93	93	93	93	93	63	12	*	*	0
November 2036	0	0	0	0	0	0	0	0	0	0	54	54	54	54	54	36	6	*	*	0
November 2037	0	0	0	0	0	0	0	0	0	0	24	24	24	24	24	16	3	*	*	0
November 2038	0	0	0	0	0	0	0	0	0	0	1	1	1	1	1	1	*	*	0	0
November 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2040	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2041	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2042	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2043	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	11.6	5.8	5.4	5.4	5.4	5.1	3.9	2.5	1.8	1.3	21.9	21.9	21.9	21.9	21.9	21.2	18.0	12.7	9.1	6.7

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

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

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

Date	ZA Class									
	PSA Prepayment Assumption									
	0%	100%	125%	200%	275%	300%	400%	600%	800%	1000%
Initial Percent	100	100	100	100	100	100	100	100	100	100
November 2014	104	104	104	82	59	52	22	0	0	0
November 2015	108	108	108	69	31	19	0	0	0	0
November 2016	113	113	113	60	13	0	0	0	0	0
November 2017	117	117	117	56	4	0	0	0	0	0
November 2018	122	122	122	55	*	0	0	0	0	0
November 2019	127	127	125	55	*	0	0	0	0	0
November 2020	132	132	125	53	*	0	0	0	0	0
November 2021	138	138	122	50	*	0	0	0	0	0
November 2022	143	143	117	47	*	0	0	0	0	0
November 2023	149	140	110	43	*	0	0	0	0	0
November 2024	155	132	103	39	*	0	0	0	0	0
November 2025	161	123	94	34	*	0	0	0	0	0
November 2026	168	113	86	30	*	0	0	0	0	0
November 2027	175	103	77	26	*	0	0	0	0	0
November 2028	182	92	68	22	*	0	0	0	0	0
November 2029	189	82	60	19	*	0	0	0	0	0
November 2030	197	71	52	16	*	0	0	0	0	0
November 2031	205	61	44	13	*	0	0	0	0	0
November 2032	214	51	36	10	*	0	0	0	0	0
November 2033	201	42	29	8	*	0	0	0	0	0
November 2034	174	33	22	6	*	0	0	0	0	0
November 2035	143	24	16	4	*	0	0	0	0	0
November 2036	111	16	11	3	*	0	0	0	0	0
November 2037	76	8	5	1	*	0	0	0	0	0
November 2038	38	1	*	*	*	0	0	0	0	0
November 2039	0	0	0	0	0	0	0	0	0	0
November 2040	0	0	0	0	0	0	0	0	0	0
November 2041	0	0	0	0	0	0	0	0	0	0
November 2042	0	0	0	0	0	0	0	0	0	0
November 2043	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	23.0	17.1	15.9	8.5	1.6	1.2	0.7	0.3	0.2	0.2

Date	DA Class								OD, DJ†, DK† and DY Classes							
	PSA Prepayment Assumption								PSA Prepayment Assumption							
	0%	100%	181%	200%	300%	400%	600%	800%	0%	100%	181%	200%	300%	400%	600%	800%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
November 2014	96	93	91	91	89	86	82	77	100	100	100	100	100	100	100	100
November 2015	93	84	78	77	70	64	51	39	100	100	100	100	100	100	100	100
November 2016	89	73	63	61	50	40	22	7	100	100	100	100	100	100	100	100
November 2017	85	63	50	47	34	22	4	0	100	100	100	100	100	100	100	64
November 2018	80	54	39	36	21	9	0	0	100	100	100	100	100	100	70	32
November 2019	76	45	29	26	11	0	0	0	100	100	100	100	100	98	42	16
November 2020	71	37	20	17	3	0	0	0	100	100	100	100	100	70	26	8
November 2021	65	30	13	10	0	0	0	0	100	100	100	100	85	50	15	4
November 2022	60	23	6	3	0	0	0	0	100	100	100	100	64	35	9	2
November 2023	54	16	1	0	0	0	0	0	100	100	100	92	49	25	5	1
November 2024	48	11	0	0	0	0	0	0	100	100	84	74	36	17	3	*
November 2025	42	5	0	0	0	0	0	0	100	100	67	58	27	12	2	*
November 2026	35	*	0	0	0	0	0	0	100	100	53	45	19	8	1	*
November 2027	28	0	0	0	0	0	0	0	100	81	41	35	14	5	1	*
November 2028	20	0	0	0	0	0	0	0	100	64	30	25	10	3	*	*
November 2029	12	0	0	0	0	0	0	0	100	48	22	18	6	2	*	*
November 2030	3	0	0	0	0	0	0	0	100	34	14	12	4	1	*	*
November 2031	0	0	0	0	0	0	0	0	78	20	8	7	2	1	*	*
November 2032	0	0	0	0	0	0	0	0	40	8	3	2	1	*	*	*
November 2033	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	10.1	5.9	4.4	4.2	3.3	2.7	2.1	1.8	18.8	16.1	13.8	13.2	10.7	8.8	6.3	4.8

* 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	CA Class								CO, CJ†, CK† and CY Classes							
	PSA Prepayment Assumption								PSA Prepayment Assumption							
	0%	100%	181%	200%	300%	400%	600%	800%	0%	100%	181%	200%	300%	400%	600%	800%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
November 2014	97	94	92	91	89	87	82	77	100	100	100	100	100	100	100	100
November 2015	93	85	79	78	71	65	53	42	100	100	100	100	100	100	100	100
November 2016	90	75	66	64	53	44	27	14	100	100	100	100	100	100	100	100
November 2017	86	66	54	51	38	28	11	0	100	100	100	100	100	100	100	97
November 2018	82	57	43	40	27	16	1	0	100	100	100	100	100	100	100	48
November 2019	78	49	34	31	18	8	0	0	100	100	100	100	100	100	65	24
November 2020	73	42	27	23	10	1	0	0	100	100	100	100	100	100	39	12
November 2021	68	35	20	17	5	0	0	0	100	100	100	100	100	77	23	6
November 2022	63	29	14	11	*	0	0	0	100	100	100	100	100	55	14	3
November 2023	58	23	9	6	0	0	0	0	100	100	100	100	76	38	8	1
November 2024	53	18	4	2	0	0	0	0	100	100	100	100	57	26	5	1
November 2025	47	13	1	0	0	0	0	0	100	100	100	91	42	18	3	*
November 2026	40	8	0	0	0	0	0	0	100	100	82	70	30	12	2	*
November 2027	34	4	0	0	0	0	0	0	100	100	63	53	21	8	1	*
November 2028	27	0	0	0	0	0	0	0	100	99	47	39	15	5	*	*
November 2029	19	0	0	0	0	0	0	0	100	74	33	27	9	3	*	*
November 2030	12	0	0	0	0	0	0	0	100	50	21	17	6	2	*	*
November 2031	3	0	0	0	0	0	0	0	100	29	12	9	3	1	*	*
November 2032	0	0	0	0	0	0	0	0	64	9	4	3	1	*	*	*
November 2033	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	10.8	6.5	5.0	4.7	3.6	3.0	2.3	1.9	19.3	17.1	15.1	14.6	12.1	10.0	7.1	5.4

Date	GA Class										GB Class									
	PSA Prepayment Assumption										PSA Prepayment Assumption									
	0%	100%	109%	200%	300%	400%	600%	800%	1100%	1400%	0%	100%	109%	200%	300%	400%	600%	800%	1100%	1400%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
November 2014	98	91	91	85	79	74	62	50	33	16	98	91	90	85	79	74	62	50	33	15
November 2015	95	83	82	73	63	54	38	25	11	2	96	83	82	72	63	54	38	25	11	2
November 2016	93	75	74	61	50	40	24	13	4	*	94	75	73	61	50	39	24	13	4	*
November 2017	90	68	66	52	39	29	15	6	1	*	92	67	66	52	39	29	14	6	1	*
November 2018	87	61	59	44	31	21	9	3	*	*	89	60	58	43	30	21	9	3	*	*
November 2019	84	54	52	36	24	15	5	2	*	*	86	54	52	36	24	15	5	2	*	*
November 2020	80	48	46	30	18	11	3	1	*	*	83	47	45	30	18	11	3	1	*	*
November 2021	76	42	40	25	14	8	2	*	*	*	80	42	40	25	14	8	2	*	*	*
November 2022	72	37	35	20	11	5	1	*	*	*	76	36	34	20	11	5	1	*	*	*
November 2023	68	32	30	16	8	4	1	*	*	0	73	31	29	16	8	4	1	*	*	0
November 2024	63	27	25	13	6	3	*	*	*	0	68	26	25	13	6	3	*	*	*	0
November 2025	57	23	21	10	4	2	*	*	*	0	64	22	20	10	4	2	*	*	*	0
November 2026	52	18	17	8	3	1	*	*	*	0	59	17	16	7	3	1	*	*	*	0
November 2027	45	15	13	6	2	1	*	*	*	0	54	13	12	5	2	1	*	*	*	0
November 2028	39	11	10	4	1	*	*	*	0	0	48	10	9	4	1	*	*	*	*	0
November 2029	31	7	7	3	1	*	*	*	0	0	42	6	6	2	1	*	*	*	0	0
November 2030	23	4	4	1	*	*	*	*	0	0	35	3	3	1	*	*	*	*	0	0
November 2031	15	1	1	*	*	*	*	*	0	0	28	1	1	*	*	*	*	*	0	0
November 2032	6	*	*	*	*	*	*	0	0	0	20	*	*	*	*	*	*	0	0	0
November 2033	0	0	0	0	0	0	0	0	0	0	13	0	0	0	0	0	0	0	0	0
November 2034	0	0	0	0	0	0	0	0	0	0	6	0	0	0	0	0	0	0	0	0
November 2035	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2036	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2037	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2038	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2040	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2041	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2042	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2043	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	12.3	7.5	7.3	5.4	4.1	3.2	2.1	1.5	0.9	0.6	13.6	7.4	7.1	5.3	4.0	3.2	2.1	1.5	0.9	0.6

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

Date	GC Class									
	PSA Prepayment Assumption									
	0%	100%	109%	200%	300%	400%	600%	800%	1100%	1400%
Initial Percent	100	100	100	100	100	100	100	100	100	100
November 2014	98	91	90	85	79	74	62	50	33	15
November 2015	95	83	82	72	63	54	38	25	11	2
November 2016	93	75	73	61	50	39	24	13	4	*
November 2017	90	67	66	52	39	29	14	6	1	*
November 2018	87	60	59	43	30	21	9	3	*	*
November 2019	84	54	52	36	24	15	5	2	*	*
November 2020	80	48	46	30	18	11	3	1	*	*
November 2021	77	42	40	25	14	8	2	*	*	*
November 2022	72	36	34	20	11	5	1	*	*	*
November 2023	68	31	30	16	8	4	1	*	*	0
November 2024	63	26	25	13	6	3	*	*	*	0
November 2025	58	22	21	10	4	2	*	*	*	0
November 2026	52	18	17	8	3	1	*	*	*	0
November 2027	46	14	13	6	2	1	*	*	*	0
November 2028	39	10	9	4	1	*	*	*	*	0
November 2029	32	7	6	2	1	*	*	*	0	0
November 2030	24	4	3	1	*	*	*	*	0	0
November 2031	16	1	1	*	*	*	*	*	0	0
November 2032	7	*	*	*	*	*	*	0	0	0
November 2033	3	0	0	0	0	0	0	0	0	0
November 2034	1	0	0	0	0	0	0	0	0	0
November 2035	0	0	0	0	0	0	0	0	0	0
November 2036	0	0	0	0	0	0	0	0	0	0
November 2037	0	0	0	0	0	0	0	0	0	0
November 2038	0	0	0	0	0	0	0	0	0	0
November 2039	0	0	0	0	0	0	0	0	0	0
November 2040	0	0	0	0	0	0	0	0	0	0
November 2041	0	0	0	0	0	0	0	0	0	0
November 2042	0	0	0	0	0	0	0	0	0	0
November 2043	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	12.4	7.4	7.2	5.4	4.1	3.2	2.1	1.5	0.9	0.6

Date	KA Class							KB Class						
	PSA Prepayment Assumption							PSA Prepayment Assumption						
	0%	100%	200%	300%	400%	600%	800%	0%	100%	200%	300%	400%	600%	800%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100
November 2014	97	92	89	85	81	74	66	100	100	100	100	100	100	100
November 2015	94	83	74	66	58	43	30	100	100	100	100	100	100	100
November 2016	90	73	61	50	40	23	10	100	100	100	100	100	100	100
November 2017	87	65	49	37	26	10	1	100	100	100	100	100	100	100
November 2018	83	57	40	26	16	3	0	100	100	100	100	100	100	52
November 2019	79	49	31	18	9	0	0	100	100	100	100	100	78	26
November 2020	74	42	24	12	4	0	0	100	100	100	100	100	47	12
November 2021	70	36	18	7	0	0	0	100	100	100	100	100	28	6
November 2022	65	30	13	3	0	0	0	100	100	100	100	70	16	3
November 2023	60	24	9	0	0	0	0	100	100	100	100	49	10	1
November 2024	55	19	5	0	0	0	0	100	100	100	74	33	6	1
November 2025	49	15	2	0	0	0	0	100	100	100	54	22	3	*
November 2026	43	10	0	0	0	0	0	100	100	92	38	15	2	*
November 2027	37	6	0	0	0	0	0	100	100	68	26	10	1	*
November 2028	30	2	0	0	0	0	0	100	100	49	17	6	*	*
November 2029	23	0	0	0	0	0	0	100	90	32	11	3	*	*
November 2030	16	0	0	0	0	0	0	100	55	19	6	2	*	*
November 2031	8	0	0	0	0	0	0	100	24	8	2	1	*	*
November 2032	0	0	0	0	0	0	0	95	0	0	0	0	0	0
November 2033	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	11.1	6.6	4.7	3.6	2.9	2.0	1.6	19.5	17.2	15.2	12.8	10.6	7.5	5.5

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

Date	BF, BS†, BC, BD and BE Classes										BZ Class									
	PSA Prepayment Assumption										PSA Prepayment Assumption									
	0%	100%	135%	220%	300%	400%	600%	800%	1200%	1600%	0%	100%	135%	220%	300%	400%	600%	800%	1200%	1600%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
November 2014	98	95	95	95	95	95	95	95	95	95	104	104	104	104	104	104	104	104	104	104
November 2015	96	88	85	85	85	85	85	77	53	31	108	108	108	108	108	108	108	108	108	108
November 2016	94	77	73	73	73	73	55	37	11	0	113	113	113	113	113	113	113	113	113	39
November 2017	92	68	61	61	61	55	32	16	0	0	117	117	117	117	117	117	117	117	88	2
November 2018	90	59	50	50	50	39	17	5	0	0	122	122	122	122	122	122	122	122	24	*
November 2019	87	50	41	41	41	27	8	0	0	0	127	127	127	127	127	127	127	127	107	7
November 2020	85	42	32	32	32	18	2	0	0	0	132	132	132	132	132	132	132	132	54	2
November 2021	82	35	24	24	24	11	0	0	0	0	138	138	138	138	138	138	138	109	27	*
November 2022	79	28	17	17	17	6	0	0	0	0	143	143	143	143	143	143	68	14	*	0
November 2023	76	21	12	12	12	2	0	0	0	0	149	149	149	149	149	149	42	7	*	0
November 2024	72	15	7	7	7	0	0	0	0	0	155	155	155	155	155	139	26	4	*	0
November 2025	69	9	4	4	4	0	0	0	0	0	161	161	161	161	161	102	16	2	*	0
November 2026	65	4	1	1	1	0	0	0	0	0	168	168	168	168	168	75	10	1	*	0
November 2027	61	0	0	0	0	0	0	0	0	0	175	145	144	144	144	54	6	*	*	0
November 2028	57	0	0	0	0	0	0	0	0	0	182	113	113	113	113	40	4	*	*	0
November 2029	52	0	0	0	0	0	0	0	0	0	189	88	88	88	88	29	2	*	*	0
November 2030	47	0	0	0	0	0	0	0	0	0	197	68	68	68	68	21	1	*	*	0
November 2031	42	0	0	0	0	0	0	0	0	0	205	53	53	53	53	15	1	*	0	0
November 2032	36	0	0	0	0	0	0	0	0	0	214	40	40	40	40	10	*	*	0	0
November 2033	31	0	0	0	0	0	0	0	0	0	222	31	31	31	31	7	*	*	0	0
November 2034	24	0	0	0	0	0	0	0	0	0	231	23	23	23	23	5	*	*	0	0
November 2035	18	0	0	0	0	0	0	0	0	0	241	17	17	17	17	4	*	*	0	0
November 2036	10	0	0	0	0	0	0	0	0	0	251	13	13	13	13	2	*	*	0	0
November 2037	3	0	0	0	0	0	0	0	0	0	261	9	9	9	9	2	*	*	0	0
November 2038	0	0	0	0	0	0	0	0	0	0	173	6	6	6	6	1	*	*	0	0
November 2039	0	0	0	0	0	0	0	0	0	0	23	4	4	4	4	1	*	*	0	0
November 2040	0	0	0	0	0	0	0	0	0	0	3	3	3	3	3	*	*	*	0	0
November 2041	0	0	0	0	0	0	0	0	0	0	1	1	1	1	1	*	*	*	0	0
November 2042	0	0	0	0	0	0	0	0	0	0	1	1	1	1	1	*	*	*	0	0
November 2043	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average																				
Life (years)**	15.2	6.4	5.5	5.5	5.5	4.6	3.5	2.8	2.1	1.8	25.3	17.1	17.2	17.2	17.2	13.9	9.7	7.3	4.6	3.0

Date	FB and SB Classes									
	PSA Prepayment Assumption									
	0%	100%	135%	220%	300%	400%	600%	800%	1200%	1600%
Initial Percent	100	100	100	100	100	100	100	100	100	100
November 2014	100	100	100	95	90	85	73	61	37	13
November 2015	100	100	100	83	68	49	13	0	0	0
November 2016	100	100	100	69	41	9	0	0	0	0
November 2017	100	100	100	58	22	0	0	0	0	0
November 2018	100	100	100	50	10	0	0	0	0	0
November 2019	100	100	100	45	3	0	0	0	0	0
November 2020	100	100	100	42	*	0	0	0	0	0
November 2021	100	100	100	40	*	0	0	0	0	0
November 2022	100	100	97	38	*	0	0	0	0	0
November 2023	100	100	93	35	*	0	0	0	0	0
November 2024	100	100	88	32	*	0	0	0	0	0
November 2025	100	100	82	29	*	0	0	0	0	0
November 2026	100	100	76	26	*	0	0	0	0	0
November 2027	100	100	70	23	*	0	0	0	0	0
November 2028	100	92	63	20	*	0	0	0	0	0
November 2029	100	85	57	17	*	0	0	0	0	0
November 2030	100	77	51	15	*	0	0	0	0	0
November 2031	100	69	45	12	*	0	0	0	0	0
November 2032	100	62	39	10	*	0	0	0	0	0
November 2033	100	54	34	9	*	0	0	0	0	0
November 2034	100	47	29	7	*	0	0	0	0	0
November 2035	100	41	25	6	*	0	0	0	0	0
November 2036	100	34	20	5	*	0	0	0	0	0
November 2037	100	29	16	4	*	0	0	0	0	0
November 2038	100	23	13	3	*	0	0	0	0	0
November 2039	100	18	10	2	*	0	0	0	0	0
November 2040	80	13	7	1	*	0	0	0	0	0
November 2041	55	8	4	1	*	0	0	0	0	0
November 2042	28	4	2	*	*	0	0	0	0	0
November 2043	0	0	0	0	0	0	0	0	0	0
Weighted Average										
Life (years)**	28.2	21.1	17.7	8.3	2.9	2.0	1.4	1.1	0.9	0.7

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

Date	YD Class							
	PSA Prepayment Assumption							
	0%	100%	181%	200%	300%	400%	600%	800%
Initial Percent	100	100	100	100	100	100	100	100
November 2014	100	100	100	100	100	100	100	100
November 2015	100	100	100	100	100	100	100	100
November 2016	100	100	100	100	100	100	100	100
November 2017	100	100	100	100	100	100	100	76
November 2018	100	100	100	100	100	100	81	38
November 2019	100	100	100	100	100	99	51	19
November 2020	100	100	100	100	100	81	31	9
November 2021	100	100	100	100	90	60	18	4
November 2022	100	100	100	100	77	42	11	2
November 2023	100	100	100	95	59	30	6	1
November 2024	100	100	90	83	44	21	4	*
November 2025	100	100	79	70	32	14	2	*
November 2026	100	100	64	55	23	9	1	*
November 2027	100	88	49	41	17	6	1	*
November 2028	100	77	36	30	11	4	*	*
November 2029	100	57	26	21	7	2	*	*
November 2030	100	40	17	14	4	1	*	*
November 2031	86	23	9	8	2	1	*	*
November 2032	49	8	3	3	1	*	*	*
November 2033	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	18.9	16.4	14.3	13.7	11.2	9.2	6.6	5.0

* 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.

Characteristics of the Residual Classes

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

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

CERTAIN ADDITIONAL FEDERAL INCOME TAX CONSEQUENCES

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

U.S. Treasury Circular 230 Notice

The tax discussions contained in the REMIC Prospectus (including the sections entitled “Material Federal Income Tax Consequences” and “ERISA Considerations”) and this prospectus supplement were not intended or written to be used, and cannot be used, for the purpose of

avoiding United States federal tax penalties. These discussions were written to support the promotion or marketing of the transactions or matters addressed in this prospectus supplement. You should seek advice based on your particular circumstances from an independent tax advisor.

REMIC Elections and Special Tax Attributes

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

Taxation of Beneficial Owners of Regular Certificates

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

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

<u>Group</u>	<u>Prepayment Assumption</u>
1	323% PSA
2	200% PSA
3	200% PSA
4	181% PSA
5	181% PSA
6	109% PSA
7	109% PSA
8	109% PSA
9	200% PSA
10	220% PSA

See “Material Federal Income Tax Consequences—Taxation of Beneficial Owners of Regular Certificates—*Treatment of Original Issue Discount*” in the REMIC Prospectus. No representation is made as to whether the Mortgage Loans underlying the MBS will prepay at any of those rates or 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 (other than the GA, GB and GC Classes) to Citigroup Global Markets Inc. (the “Dealer”) in exchange for the Trust MBS, the Group 2 Underlying REMIC Certificates and the Group 3 SMBS. The Dealer proposes to offer the Certificates (other than the GA, GB and GC Classes) 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.

We will provide the Underlying REMIC and RCR Certificates in Group 6, Group 7 and Group 8 to the Trust in exchange for the GA, GB and GC Classes. On the Settlement Date, we are obligated to transfer the GA, GB and GC Classes to Fannie Mae Mega Trust number 310134 (CUSIP Number 31374CPT7), number 310135 (CUSIP Number 31374CPU4), and number 310136 (CUSIP Number 31374CPV2), respectively. We will initially retain the related Mega certificates and may sell them to the public from time to time in negotiated transactions at varying prices to be determined at the time of sale.

LEGAL MATTERS

Katten Muchin Rosenman LLP will provide legal representation for Fannie Mae. Cleary Gottlieb Steen & Hamilton LLP will provide legal representation for the Dealer.

Exhibit A

Group 2 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	November 2013 Class Factor	Principal Balance in the Lower Tier REMIC	Approximate Weighted Average WAC	Approximate Weighted Average WAM (in months)	Approximate Weighted Average WALA (in months)
2013-84	AS(2)	July 2013	3136AF5M2	(3)	INV	January 2043	SC/PT	\$10,000,000	0.93688945	\$9,368,894.50	4.007%	344	14
2013-84	BS(2)	July 2013	3136AF5N0	(3)	INV	January 2043	SC/PT	9,312,906	0.93688945	8,725,163.38	4.007	344	14
2013-84	CS(2)	July 2013	3136AF5P5	(3)	INV	January 2043	SC/PT	1,500,000	0.93688945	1,405,334.18	4.007	344	14

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

(2) The Group 2 Underlying REMIC Certificates are backed by the Fannie Mae REMIC Certificate listed below having the following characteristics:

Class	Interest Type	Principal Type
2012-152-SA	INV	SUP

(3) These Classes bear interest as described in the related Underlying REMIC Disclosure Document.

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 Balance of Class	November 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)
2003-21	NC	February 2003	31392J3W7	5.5%	FIX	March 2033	SEQ	\$ 47,000,000	0.57125923	\$26,849,183.81	5.959%	218	130
2003-101	P	September 2003	31393TWA0	5.5	FIX	October 2033	PAC	158,402,000	0.20898521	33,103,675.23	5.936	223	125

(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.

Group 7 Underlying REMIC and RCR Certificates

Underlying REMIC Trust	Class	Date of Issue	CUSIP Number	Interest Rate	Interest Type(1)	Final Distribution Date	Principal Type(1)	Original Principal Balance of Class	November 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)
2003-1	PH	January 2003	31392HTK9	5.5%	FIX	February 2033	PAC	\$ 52,280,255	0.56728992	\$ 29,658,061.68	5.995%	213	131
2003-2	B	January 2003	31392HXR9	5.5	FIX	February 2033	SEQ	39,357,000	0.55614440	21,888,175.15	6.022	215	131
2003-10	PE	January 2003	31392HKQ5	5.5	FIX	February 2033	PAC	70,009,635	0.51279927	35,900,889.72	6.009	217	131
2003-18	DE	February 2003	31392JVA4	5.5	FIX	September 2032	PAC	281,812,000	0.08020738	10,227,002.40	6.003	216	131
2003-18	DG	February 2003	31392JVB2	5.5	FIX	March 2033	PAC	26,385,152	1.00000000	11,938,071.00	6.003	216	131
2003-21	QG	February 2003	31392J3E7	5.5	FIX	March 2033	PAC	41,820,000	0.65427656	27,361,845.74	5.965	208	135
2003-55	UE	May 2003	31393CPX5	5.5	FIX	June 2033	PAC	57,056,933	0.68532482	10,279,872.30	5.884	220	126
2003-101	PG	September 2003	31393TWK8	5.5	FIX	October 2033	PAC	10,620,620	0.91405986	9,707,882.43	5.919	224	123
2004-45	NE	May 2004	31393YYU3	5.5	FIX	April 2033	PAC	62,506,845	0.14399729	8,712,821.71	5.949	220	125
2004-45	NG	May 2004	31393YYV1	5.5	FIX	June 2034	PAC	29,657,617	1.00000000	28,708,678.00	5.949	220	125
2005-78	PD	August 2005	31394FLT0	5.5	FIX	January 2035	PAC	165,651,000	0.72194548	119,590,990.71	5.982	216	130
2005-78	PE	August 2005	31394FLU7	5.5	FIX	September 2035	PAC	46,078,750	1.00000000	46,078,750.00	5.982	216	130
2005-96	KB	September 2005	31394FP74	5.5	FIX	November 2033	PAC	149,929,000	0.10895643	7,074,432.04	5.913	217	129
2005-96	KC	September 2005	31394FP82	5.5	FIX	July 2034	PAC	33,895,000	1.00000000	14,678,738.00	5.913	217	129
2005-96	KD	September 2005	31394FP90	5.5	FIX	October 2035	PAC	70,705,000	1.00000000	30,619,860.00	5.913	217	129
2005-98	GH	October 2005	31394UGC0	5.5	FIX	April 2035	PAC	97,708,000	0.51868394	50,679,570.41	5.960	213	131
2005-98	GJ	October 2005	31394UGD8	5.5	FIX	November 2035	PAC	26,128,000	1.00000000	26,128,000.00	5.960	213	131
2005-100	TC	October 2005	31394USG8	5.5	FIX	March 2035	PAC	141,582,230	0.57532212	81,455,388.72	5.996	219	127
2005-100	TD	October 2005	31394UQP0	5.5	FIX	November 2035	PAC	35,808,185	1.00000000	35,808,185.00	5.996	219	127
2005-103	ND	October 2005	31394UKN1	5.5	FIX	December 2034	PAC	71,104,000	0.49066629	34,888,335.88	5.957	213	131
2005-103	NE	October 2005	31394UKP6	5.5	FIX	November 2035	PAC	53,604,000	1.00000000	53,604,000.00	5.957	213	131
2005-108	QC	November 2005	31394UWU2	5.5	FIX	September 2034	PAC	63,932,000	0.24344169	15,563,714.13	6.015	215	131
2005-108	QD	November 2005	31394UWV0	5.5	FIX	December 2035	PAC	34,996,000	1.00000000	34,996,000.00	6.015	215	131
2005-111	PD	November 2005	31394UVW9	5.5	FIX	April 2033	PAC	41,239,000	0.04729235	1,950,289.22	5.958	220	126
2005-111	PE	November 2005	31394UVX7	5.5	FIX	February 2035	PAC	44,590,000	1.00000000	44,590,000.00	5.958	220	126
2005-111	PG	November 2005	31394UVY5	5.5	FIX	December 2035	PAC	23,763,000	1.00000000	23,763,000.00	5.958	220	126

(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.

Group 8 Underlying REMIC and RCR Certificates

Underlying REMIC Trust	Class	Date of Issue	CUSIP Number	Interest Rate	Interest Type(1)	Final Distribution Date	Principal Type(1)	Original Principal Balance of Class	November 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)
2003-2	PG	January 2003	31392HYC1	5.5%	FIX	February 2033	PAC	\$32,564,000	0.35316464	\$11,500,453.34	6.053%	215	131
2003-8	OG	January 2003	31392HW41	5.5	FIX	February 2033	PAC	47,786,666	0.84324704	40,295,964.66	5.803	216	130
2003-23	PH	March 2003	31392J5E5	5.5	FIX	April 2033	PAC	74,128,000	0.71861981	53,269,849.28	5.931	219	128
2003-27	PG	March 2003	31393AUX3	5.5	FIX	April 2033	PAC	39,159,500	0.51706295	20,247,926.59	5.826	217	129
2003-28	PH	March 2003	31393AEM5	5.5	FIX	April 2033	PAC	74,037,000	0.78870639	58,393,455.00	5.875	216	129
2003-29	PH	March 2003	31393ABP1	5.5	FIX	April 2033	PAC	32,786,026	0.60357924	19,788,964.66	5.963	219	128
2003-36	OH	April 2003	31393BBP9	5.5	FIX	May 2033	PAC	85,574,364	0.51835485	44,357,886.62	5.824	218	129
2003-37	QE	April 2003	31393BQD0	5.5	FIX	May 2033	PAC	36,093,000	0.74647184	26,942,408.12	5.862	220	128
2003-40	MJ	April 2003	31393BDT9	5.5	FIX	May 2033	PAC	25,287,000	0.59058572	14,934,141.10	5.913	219	128
2003-42	PF	April 2003	31393BSY2	5.5	FIX	May 2033	PAC	65,383,000	0.55314910	28,505,985.72	5.942	221	127
2003-43	UE	April 2003	31393A4U8	5.5	FIX	May 2033	PAC	53,460,426	0.48703173	26,036,923.76	5.981	219	128
2003-53	JH	May 2003	31393B5V3	5.5	FIX	June 2033	PAC	23,098,000	0.63666344	14,705,652.14	5.909	223	127
2003-90	MH	August 2003	31393ETZ2	5.5	FIX	September 2033	PAC	27,514,976	0.81461103	7,034,366.64	5.884	222	126
2005-80	PD	August 2005	31394FRQ0	5.5	FIX	June 2034	PAC	40,190,000	0.03220384	1,294,272.33	5.935	215	131
2005-80	PE	August 2005	31394FRR8	5.5	FIX	September 2035	PAC	67,870,000	1.00000000	67,870,000.00	5.935	215	131

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

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

Schedule 1

Available Recombinations(1)

REMIC Certificates		RCR Certificates						
<u>Classes</u>	<u>Original Balances</u>	<u>RCR Classes</u>	<u>Original Balances</u>	<u>Principal Type(2)</u>	<u>Interest Rate</u>	<u>Interest Type(2)</u>	<u>CUSIP Number</u>	<u>Final Distribution Date</u>
Recombination 1								
AG	\$106,543,605	AE	\$106,543,605	PAC/AD	2.75%	FIX	3136AHMH0	November 2039
IA	5,919,089(3)							
Recombination 2								
AG	106,543,605	AD	106,543,605	PAC/AD	3.00	FIX	3136AHMJ6	November 2039
IA	11,838,178(3)							
Recombination 3								
AG	106,543,605	AC	106,543,605	PAC/AD	3.50	FIX	3136AHMK3	November 2039
IA	23,676,357(3)							
Recombination 4								
AG	106,543,605	AB	106,543,605	PAC/AD	4.00	FIX	3136AHML1	November 2039
IA	35,514,535(3)							
Recombination 5								
OD	12,500,000	DY	12,500,000	SEQ	3.00	FIX	3136AHMM9	December 2033
DJ	12,500,000(3)							
DK	12,500,000(3)							
Recombination 6								
CO	7,174,863	CY	7,174,863	SEQ	3.00	FIX	3136AHMN7	December 2033
CJ	7,174,863(3)							
CK	7,174,863(3)							
Recombination 7								
OD	12,500,000	YD(4)	19,674,863	SEQ	3.00	FIX	3136AHMP2	December 2033
DJ	12,500,000(3)							
DK	12,500,000(3)							
CO	7,174,863							
CJ	7,174,863(3)							
CK	7,174,863(3)							

REMIC Certificates		RCR Certificates						
Classes	Original Balances	RCR Classes	Original Balances	Principal Type(2)	Interest Rate	Interest Type(2)	CUSIP Number	Final Distribution Date
Recombination 8								
BF	\$ 8,714,405	BD	\$ 61,000,834	PAC/AD	3.50%	FIX	3136AHMQ0	October 2041
BS	8,714,405(3)							
BC	52,286,429							
Recombination 9								
BF	20,914,571	BE	73,201,000	PAC/AD	4.00	FIX	3136AHMR8	October 2041
BS	20,914,571(3)							
BC	52,286,429							

- (1) REMIC Certificates and RCR Certificates in each Recombination may be exchanged only in the proportions of *original* principal or notional principal balances for the related Classes shown in this Schedule 1 (disregarding any retired Classes). For example, if a particular Recombination includes two REMIC Classes and one RCR Class whose *original* principal balances shown in the schedule reflect a 1:1:2 relationship, the same 1:1:2 relationship among the *original* principal balances of those REMIC and RCR Classes must be maintained in any exchange. This is true even if, as a result of the applicable payment priority sequence, the relationship between their *current* principal balances has changed over time. Moreover, if as a result of a proposed exchange, a Certificateholder would hold a REMIC Certificate or RCR Certificate of a Class in an amount less than the applicable minimum denomination for that Class, the Certificateholder will be unable to effect the proposed exchange. See “Description of the Certificates—General—*Authorized Denominations*” in this prospectus supplement.
- (2) See “Description of the Certificates—Class Definitions and Abbreviations” in the REMIC Prospectus.
- (3) Notional principal balances. These Classes are Interest Only Classes. See page S-9 for a description of how their notional principal balances are calculated.
- (4) The YD Class is an RCR Class formed by a combination of the OD, DJ and DK Classes in Group 4 and the CO, CJ and CK Classes in Group 5.

Principal Balance Schedules

Aggregate Group I Planned Balances

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
Initial Balance	\$107,079,000.00	July 2018	\$ 51,223,975.80	March 2023	\$ 18,843,700.92
December 2013	105,904,757.53	August 2018	50,386,762.50	April 2023	18,497,481.35
January 2014	104,737,795.86	September 2018	49,554,404.58	May 2023	18,157,133.53
February 2014	103,578,063.70	October 2018	48,726,866.04	June 2023	17,822,562.20
March 2014	102,425,510.08	November 2018	47,904,111.09	July 2023	17,493,673.58
April 2014	101,280,084.37	December 2018	47,086,104.17	August 2023	17,170,375.39
May 2014	100,141,736.25	January 2019	46,272,809.95	September 2023	16,852,576.81
June 2014	99,010,415.72	February 2019	45,470,135.78	October 2023	16,540,188.45
July 2014	97,886,073.10	March 2019	44,680,655.88	November 2023	16,233,122.32
August 2014	96,768,659.03	April 2019	43,904,160.18	December 2023	15,931,291.85
September 2014	95,658,124.45	May 2019	43,140,441.89	January 2024	15,634,611.81
October 2014	94,554,420.61	June 2019	42,389,297.43	February 2024	15,342,998.35
November 2014	93,457,499.09	July 2019	41,650,526.41	March 2024	15,056,368.93
December 2014	92,367,311.75	August 2019	40,923,931.56	April 2024	14,774,642.30
January 2015	91,283,810.78	September 2019	40,209,318.71	May 2024	14,497,738.52
February 2015	90,206,948.66	October 2019	39,506,496.70	June 2024	14,225,578.91
March 2015	89,136,678.17	November 2019	38,815,277.36	July 2024	13,958,086.04
April 2015	88,072,952.38	December 2019	38,135,475.47	August 2024	13,695,183.70
May 2015	87,015,724.68	January 2020	37,466,908.71	September 2024	13,436,796.90
June 2015	85,964,948.75	February 2020	36,809,397.59	October 2024	13,182,851.83
July 2015	84,920,578.54	March 2020	36,162,765.44	November 2024	12,933,275.85
August 2015	83,882,568.31	April 2020	35,526,838.35	December 2024	12,687,997.48
September 2015	82,850,872.60	May 2020	34,901,445.13	January 2025	12,446,946.37
October 2015	81,825,446.25	June 2020	34,286,417.27	February 2025	12,210,053.28
November 2015	80,806,244.38	July 2020	33,681,588.89	March 2025	11,977,250.08
December 2015	79,793,222.38	August 2020	33,086,796.71	April 2025	11,748,469.73
January 2016	78,786,335.95	September 2020	32,501,880.02	May 2025	11,523,646.24
February 2016	77,785,541.04	October 2020	31,926,680.62	June 2025	11,302,714.67
March 2016	76,790,793.88	November 2020	31,361,042.77	July 2025	11,085,611.12
April 2016	75,802,051.00	December 2020	30,804,813.19	August 2025	10,872,272.71
May 2016	74,819,269.18	January 2021	30,257,840.99	September 2025	10,662,637.55
June 2016	73,842,405.48	February 2021	29,719,977.66	October 2025	10,456,644.74
July 2016	72,871,417.25	March 2021	29,191,077.01	November 2025	10,254,234.36
August 2016	71,906,262.08	April 2021	28,670,995.14	December 2025	10,055,347.43
September 2016	70,946,897.83	May 2021	28,159,590.40	January 2026	9,859,925.91
October 2016	69,993,282.65	June 2021	27,656,723.38	February 2026	9,667,912.70
November 2016	69,045,374.92	July 2021	27,162,256.86	March 2026	9,479,251.59
December 2016	68,103,133.31	August 2021	26,676,055.76	April 2026	9,293,887.30
January 2017	67,166,516.73	September 2021	26,197,987.12	May 2026	9,111,765.39
February 2017	66,235,484.36	October 2021	25,727,920.07	June 2026	8,932,832.31
March 2017	65,309,995.63	November 2021	25,265,725.80	July 2026	8,757,035.37
April 2017	64,390,010.22	December 2021	24,811,277.54	August 2026	8,584,322.71
May 2017	63,475,488.09	January 2022	24,364,450.48	September 2026	8,414,643.31
June 2017	62,566,389.42	February 2022	23,925,121.79	October 2026	8,247,946.96
July 2017	61,662,674.65	March 2022	23,493,170.58	November 2026	8,084,184.25
August 2017	60,764,304.47	April 2022	23,068,477.84	December 2026	7,923,306.56
September 2017	59,871,239.81	May 2022	22,650,926.46	January 2027	7,765,266.05
October 2017	58,983,441.85	June 2022	22,240,401.14	February 2027	7,610,015.65
November 2017	58,100,872.03	July 2022	21,836,788.42	March 2027	7,457,509.04
December 2017	57,223,492.00	August 2022	21,439,976.61	April 2027	7,307,700.65
January 2018	56,351,263.67	September 2022	21,049,855.79	May 2027	7,160,545.62
February 2018	55,484,149.17	October 2022	20,666,317.77	June 2027	7,015,999.83
March 2018	54,622,110.90	November 2022	20,289,256.08	July 2027	6,874,019.86
April 2018	53,765,111.46	December 2022	19,918,565.89	August 2027	6,734,562.98
May 2018	52,913,113.70	January 2023	19,554,144.05	September 2027	6,597,587.16
June 2018	52,066,080.71	February 2023	19,195,889.04	October 2027	6,463,051.03

Aggregate Group I (Continued)

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
November 2027	\$ 6,330,913.89	August 2031	\$ 2,319,201.04	May 2035	\$ 628,438.25
December 2027	6,201,135.70	September 2031	2,262,978.62	June 2035	605,824.13
January 2028	6,073,677.05	October 2031	2,207,829.53	July 2035	583,690.86
February 2028	5,948,499.18	November 2031	2,153,735.21	August 2035	562,029.70
March 2028	5,825,563.93	December 2031	2,100,677.41	September 2035	540,832.06
April 2028	5,704,833.78	January 2032	2,048,638.16	October 2035	520,089.51
May 2028	5,586,271.81	February 2032	1,997,599.80	November 2035	499,793.74
June 2028	5,469,841.68	March 2032	1,947,544.97	December 2035	479,936.60
July 2028	5,355,507.65	April 2032	1,898,456.58	January 2036	460,510.07
August 2028	5,243,234.54	May 2032	1,850,317.82	February 2036	441,506.27
September 2028	5,132,987.75	June 2032	1,803,112.17	March 2036	422,917.44
October 2028	5,024,733.24	July 2032	1,756,823.36	April 2036	404,735.96
November 2028	4,918,437.51	August 2032	1,711,435.42	May 2036	386,954.35
December 2028	4,814,067.60	September 2032	1,666,932.62	June 2036	369,565.23
January 2029	4,711,591.09	October 2032	1,623,299.49	July 2036	352,561.38
February 2029	4,610,976.08	November 2032	1,580,520.82	August 2036	335,935.67
March 2029	4,512,191.19	December 2032	1,538,581.66	September 2036	319,681.12
April 2029	4,415,205.54	January 2033	1,497,467.29	October 2036	303,790.84
May 2029	4,319,988.75	February 2033	1,457,163.25	November 2036	288,258.08
June 2029	4,226,510.93	March 2033	1,417,655.30	December 2036	273,076.20
July 2029	4,134,742.69	April 2033	1,378,929.46	January 2037	258,238.66
August 2029	4,044,655.10	May 2033	1,340,971.96	February 2037	243,739.05
September 2029	3,956,219.70	June 2033	1,303,769.27	March 2037	229,571.05
October 2029	3,869,408.49	July 2033	1,267,308.08	April 2037	215,728.48
November 2029	3,784,193.94	August 2033	1,231,575.30	May 2037	202,205.22
December 2029	3,700,548.95	September 2033	1,196,558.07	June 2037	188,995.30
January 2030	3,618,446.86	October 2033	1,162,243.71	July 2037	176,092.82
February 2030	3,537,861.46	November 2033	1,128,619.79	August 2037	163,492.01
March 2030	3,458,766.93	December 2033	1,095,674.07	September 2037	151,187.16
April 2030	3,381,137.91	January 2034	1,063,394.50	October 2037	139,172.70
May 2030	3,304,949.44	February 2034	1,031,769.26	November 2037	127,443.12
June 2030	3,230,176.95	March 2034	1,000,786.71	December 2037	115,993.03
July 2030	3,156,796.29	April 2034	970,435.39	January 2038	104,817.13
August 2030	3,084,783.69	May 2034	940,704.06	February 2038	93,910.19
September 2030	3,014,115.77	June 2034	911,581.66	March 2038	83,267.10
October 2030	2,944,769.53	July 2034	883,057.29	April 2038	72,882.82
November 2030	2,876,722.35	August 2034	855,120.26	May 2038	62,752.41
December 2030	2,809,951.99	September 2034	827,760.06	June 2038	52,870.99
January 2031	2,744,436.55	October 2034	800,966.32	July 2038	43,233.79
February 2031	2,680,154.49	November 2034	774,728.89	August 2038	33,836.11
March 2031	2,617,084.64	December 2034	749,037.77	September 2038	24,673.34
April 2031	2,555,206.15	January 2035	723,883.11	October 2038	15,740.95
May 2031	2,494,498.54	February 2035	699,255.26	November 2038	7,034.47
June 2031	2,434,941.65	March 2035	675,144.70	December 2038 and	
July 2031	2,376,515.65	April 2035	651,542.09	thereafter	0.00

Aggregate Group II Planned Balances

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
Initial Balance	\$77,116,000.00	July 2014	\$74,984,591.98	March 2015	\$71,390,362.59
December 2013	76,932,263.94	August 2014	74,613,356.77	April 2015	70,843,777.14
January 2014	76,724,708.63	September 2014	74,219,371.39	May 2015	70,276,523.46
February 2014	76,493,410.21	October 2014	73,802,842.35	June 2015	69,688,928.07
March 2014	76,238,461.38	November 2014	73,363,991.92	July 2015	69,081,331.27
April 2014	75,959,971.32	December 2014	72,903,057.94	August 2015	68,454,086.87
May 2014	75,658,065.67	January 2015	72,420,293.64	September 2015	67,807,561.81
June 2014	75,332,886.45	February 2015	71,915,967.42	October 2015	67,142,135.83

Aggregate Group II (Continued)

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
November 2015	\$66,458,201.10	October 2020	\$28,853,155.07	September 2025	\$ 9,424,501.81
December 2015	65,756,161.81	November 2020	28,348,849.55	October 2025	9,242,234.83
January 2016	65,036,433.82	December 2020	27,848,454.76	November 2025	9,063,308.72
February 2016	64,299,444.19	January 2021	27,351,942.04	December 2025	8,887,664.21
March 2016	63,545,630.81	February 2021	26,859,282.95	January 2026	8,715,243.08
April 2016	62,775,441.92	March 2021	26,370,449.24	February 2026	8,545,988.12
May 2016	62,011,102.50	April 2021	25,885,412.87	March 2026	8,379,843.10
June 2016	61,252,570.05	May 2021	25,406,360.54	April 2026	8,216,752.77
July 2016	60,499,802.38	June 2021	24,935,857.03	May 2026	8,056,662.85
August 2016	59,752,757.61	July 2021	24,473,753.35	June 2026	7,899,519.99
September 2016	59,011,394.14	August 2021	24,019,903.06	July 2026	7,745,271.78
October 2016	58,275,670.68	September 2021	23,574,162.24	August 2026	7,593,866.72
November 2016	57,545,546.23	October 2021	23,136,389.43	September 2026	7,445,254.19
December 2016	56,820,980.08	November 2021	22,706,445.59	October 2026	7,299,384.47
January 2017	56,101,931.82	December 2021	22,284,194.09	November 2026	7,156,208.70
February 2017	55,388,361.31	January 2022	21,869,500.62	December 2026	7,015,678.86
March 2017	54,680,228.71	February 2022	21,462,233.20	January 2027	6,877,747.78
April 2017	53,977,494.46	March 2022	21,062,262.09	February 2027	6,742,369.11
May 2017	53,280,119.29	April 2022	20,669,459.81	March 2027	6,609,497.30
June 2017	52,588,064.20	May 2022	20,283,701.04	April 2027	6,479,087.59
July 2017	51,901,290.47	June 2022	19,904,862.63	May 2027	6,351,096.02
August 2017	51,219,759.65	July 2022	19,532,823.55	June 2027	6,225,479.37
September 2017	50,543,433.58	August 2022	19,167,464.84	July 2027	6,102,195.20
October 2017	49,872,274.37	September 2022	18,808,669.58	August 2027	5,981,201.79
November 2017	49,206,244.38	October 2022	18,456,322.88	September 2027	5,862,458.17
December 2017	48,545,306.26	November 2022	18,110,311.82	October 2027	5,745,924.06
January 2018	47,889,422.92	December 2022	17,770,525.42	November 2027	5,631,559.90
February 2018	47,238,557.54	January 2023	17,436,854.60	December 2027	5,519,326.82
March 2018	46,592,673.55	February 2023	17,109,192.18	January 2028	5,409,186.62
April 2018	45,951,734.64	March 2023	16,787,432.81	February 2028	5,301,101.77
May 2018	45,315,704.78	April 2023	16,471,472.95	March 2028	5,195,035.41
June 2018	44,684,548.18	May 2023	16,161,210.85	April 2028	5,090,951.31
July 2018	44,058,229.31	June 2023	15,856,546.52	May 2028	4,988,813.88
August 2018	43,436,712.89	July 2023	15,557,381.69	June 2028	4,888,588.15
September 2018	42,819,963.89	August 2023	15,263,619.77	July 2028	4,790,239.76
October 2018	42,207,947.54	September 2023	14,975,165.85	August 2028	4,693,734.95
November 2018	41,600,629.32	October 2023	14,691,926.66	September 2028	4,599,040.57
December 2018	40,997,974.94	November 2023	14,413,810.52	October 2028	4,506,124.03
January 2019	40,399,950.37	December 2023	14,140,727.35	November 2028	4,414,953.31
February 2019	39,806,521.82	January 2024	13,872,588.61	December 2028	4,325,496.97
March 2019	39,217,655.74	February 2024	13,609,307.30	January 2029	4,237,724.11
April 2019	38,633,318.81	March 2024	13,350,797.92	February 2029	4,151,604.37
May 2019	38,053,477.96	April 2024	13,096,976.43	March 2029	4,067,107.93
June 2019	37,478,100.36	May 2024	12,847,760.27	April 2029	3,984,205.48
July 2019	36,907,153.40	June 2024	12,603,068.28	May 2029	3,902,868.25
August 2019	36,340,604.71	July 2024	12,362,820.72	June 2029	3,823,067.95
September 2019	35,778,422.15	August 2024	12,126,939.23	July 2029	3,744,776.79
October 2019	35,220,573.82	September 2024	11,895,346.78	August 2029	3,667,967.48
November 2019	34,667,028.03	October 2024	11,667,967.70	September 2029	3,592,613.21
December 2019	34,117,753.33	November 2024	11,444,727.61	October 2029	3,518,687.64
January 2020	33,572,718.49	December 2024	11,225,553.43	November 2029	3,446,164.88
February 2020	33,031,892.51	January 2025	11,010,373.34	December 2029	3,375,019.51
March 2020	32,495,244.60	February 2025	10,799,116.76	January 2030	3,305,226.55
April 2020	31,962,744.19	March 2025	10,591,714.33	February 2030	3,236,761.47
May 2020	31,434,360.94	April 2025	10,388,097.90	March 2030	3,169,600.16
June 2020	30,910,064.72	May 2025	10,188,200.49	April 2030	3,103,718.94
July 2020	30,389,825.62	June 2025	9,991,956.29	May 2030	3,039,094.55
August 2020	29,873,613.93	July 2025	9,799,300.63	June 2030	2,975,704.14
September 2020	29,361,400.17	August 2025	9,610,169.95	July 2030	2,913,525.26

Aggregate Group II (Continued)

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
August 2030	\$ 2,852,535.86	January 2035	\$ 864,303.25	June 2039	\$ 195,475.80
September 2030	2,792,714.27	February 2035	843,499.91	July 2039	188,898.16
October 2030	2,734,039.22	March 2035	823,121.80	August 2039	182,471.09
November 2030	2,676,489.80	April 2035	803,160.87	September 2039	176,191.58
December 2030	2,620,045.48	May 2035	783,609.24	October 2039	170,056.68
January 2031	2,564,686.08	June 2035	764,459.14	November 2039	164,063.48
February 2031	2,510,391.79	July 2035	745,702.97	December 2039	158,209.15
March 2031	2,457,143.15	August 2035	727,333.25	January 2040	152,490.88
April 2031	2,404,921.03	September 2035	709,342.65	February 2040	146,905.94
May 2031	2,353,706.66	October 2035	691,723.95	March 2040	141,451.64
June 2031	2,303,481.58	November 2035	674,470.09	April 2040	136,125.34
July 2031	2,254,227.68	December 2035	657,574.11	May 2040	130,924.46
August 2031	2,205,927.16	January 2036	641,029.20	June 2040	125,846.45
September 2031	2,158,562.53	February 2036	624,828.65	July 2040	120,888.82
October 2031	2,112,116.61	March 2036	608,965.90	August 2040	116,049.13
November 2031	2,066,572.54	April 2036	593,434.48	September 2040	111,324.97
December 2031	2,021,913.75	May 2036	578,228.06	October 2040	106,713.99
January 2032	1,978,123.96	June 2036	563,340.42	November 2040	102,213.89
February 2032	1,935,187.19	July 2036	548,765.45	December 2040	97,822.39
March 2032	1,893,087.73	August 2036	534,497.15	January 2041	93,537.28
April 2032	1,851,810.17	September 2036	520,529.63	February 2041	89,356.37
May 2032	1,811,339.35	October 2036	506,857.12	March 2041	85,277.52
June 2032	1,771,660.40	November 2036	493,473.93	April 2041	81,298.64
July 2032	1,732,758.70	December 2036	480,374.50	May 2041	77,417.66
August 2032	1,694,619.90	January 2037	467,553.35	June 2041	73,632.56
September 2032	1,657,229.90	February 2037	455,005.12	July 2041	69,941.37
October 2032	1,620,574.85	March 2037	442,724.53	August 2041	66,342.13
November 2032	1,584,641.16	April 2037	430,706.41	September 2041	62,832.95
December 2032	1,549,415.46	May 2037	418,945.68	October 2041	59,411.95
January 2033	1,514,884.64	June 2037	407,437.36	November 2041	56,077.29
February 2033	1,481,035.82	July 2037	396,176.55	December 2041	52,827.18
March 2033	1,447,856.34	August 2037	385,158.44	January 2042	49,659.85
April 2033	1,415,333.78	September 2037	374,378.31	February 2042	46,573.57
May 2033	1,383,455.93	October 2037	363,831.54	March 2042	43,566.64
June 2033	1,352,210.80	November 2037	353,513.58	April 2042	40,637.39
July 2033	1,321,586.62	December 2037	343,419.97	May 2042	37,784.19
August 2033	1,291,571.83	January 2038	333,546.33	June 2042	35,005.43
September 2033	1,262,155.07	February 2038	323,888.36	July 2042	32,299.55
October 2033	1,233,325.20	March 2038	314,441.84	August 2042	29,665.00
November 2033	1,205,071.26	April 2038	305,202.63	September 2042	27,100.27
December 2033	1,177,382.49	May 2038	296,166.66	October 2042	24,603.88
January 2034	1,150,248.34	June 2038	287,329.95	November 2042	22,174.37
February 2034	1,123,658.43	July 2038	278,688.58	December 2042	19,810.32
March 2034	1,097,602.58	August 2038	270,238.70	January 2043	17,510.33
April 2034	1,072,070.79	September 2038	261,976.54	February 2043	15,273.02
May 2034	1,047,053.23	October 2038	253,898.40	March 2043	13,097.05
June 2034	1,022,540.25	November 2038	246,000.65	April 2043	10,981.11
July 2034	998,522.39	December 2038	238,279.72	May 2043	8,923.90
August 2034	974,990.34	January 2039	230,732.11	June 2043	6,924.15
September 2034	951,934.97	February 2039	223,354.38	July 2043	4,980.61
October 2034	929,347.30	March 2039	216,143.16	August 2043	3,092.07
November 2034	907,218.53	April 2039	209,095.15	September 2043	1,257.33
December 2034	885,540.01	May 2039	202,207.09	October 2043 and thereafter	0.00

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.

\$1,757,991,490



Guaranteed REMIC
Pass-Through Certificates

Fannie Mae REMIC Trust 2013-125

TABLE OF CONTENTS

	Page
Table of Contents	S- 2
Available Information	S- 3
Summary	S- 5
Additional Risk Factors	S-11
Description of the Certificates	S-11
Certain Additional Federal Income Tax Consequences	S-30
Plan of Distribution	S-32
Legal Matters	S-32
Exhibit A	A- 1
Schedule 1	A- 4
Principal Balance Schedules	B- 1

Prospectus Supplement

Citigroup

November 21, 2013