

\$871,637,118



FannieMae®

**Guaranteed REMIC Pass-Through Certificates
Fannie Mae REMIC Trust 2013-126**

The Certificates

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

Payments to Certificateholders

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

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

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

The Fannie Mae Guaranty

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

The Trust and its Assets

The trust will own

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

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

Class	Group	Original Class Balance	Principal Type(1)	Interest Rate	Interest Type(1)	CUSIP Number	Final Distribution Date
EV(2) ...	1	\$ 7,055,000	SC/SEQ/AD	3.00%	FIX	3136AHPE4	January 2038
EZ(2) ...	1	17,518,506	SC/SEQ	3.00	FIX/Z	3136AHPF1	January 2038
VA	2	42,641,586	SC/SEQ/AD	4.00	FIX	3136AHPG9	July 2032
ZA	2	19,592,253	SC/SEQ	4.00	FIX/Z	3136AHPH7	July 2032
HA	3	34,000,000	SEQ	4.00	FIX	3136AHPJ3	May 2039
VH	3	5,218,000	SEQ/AD	4.00	FIX	3136AHPK0	February 2025
ZH	3	9,353,000	SEQ	4.00	FIX/Z	3136AHPL8	December 2043
JE	4	143,742,000	SEQ	2.75	FIX	3136AHPM6	February 2032
JI	4	30,801,857(3)	NTL	3.50	FIX/IO	3136AHPN4	February 2032
JV(2) ...	4	8,211,000	SEQ/AD	3.50	FIX	3136AHPN9	March 2025
HZ(2) ...	4	3,901,000	SEQ/AD	3.50	FIX/Z	3136AHPQ7	March 2032
ZJ(2) ...	4	13,254,577	SEQ	3.50	FIX/Z	3136AHPR5	December 2033

(Table continued on next page)

If you own certificates of certain classes, you can exchange them for certificates of the corresponding RCR classes to be delivered at the time of exchange. The VB, JZ, JY, BV, BZ, BY, CG, CD, CE, CA, CY and BA 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 PT Class) 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 PT Class to a Fannie Mae Mega trust. See “Plan of Distribution” in this prospectus supplement.

Carefully consider the risk factors on page S-8 of this prospectus supplement and starting on page 13 of the REMIC prospectus. Unless you understand and are able to tolerate these risks, you should not invest in the certificates.

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

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

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

BofA Merrill Lynch

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
LG	5	\$ 17,000,000	SEQ	2.50%	FIX	3136AHP S 3	October 2030
LI	5	3,166,666(3)	NTL	3.00	FIX/IO	3136AHP T 1	October 2030
LA	5	1,000,000	SEQ	3.00	FIX	3136AHP U 8	October 2030
LD	5	1,000,000	SEQ	2.00	FIX	3136AHP V 6	October 2030
LV(2) . . .	5	1,734,000	SEQ/AD	3.00	FIX	3136AHP W 4	April 2025
LZ(2) . . .	5	4,309,000	SEQ	3.00	FIX/Z	3136AHP X 2	December 2033
NA	5	21,500,000	SEQ	3.00	FIX	3136AHP Y 0	May 2032
NV(2) . . .	5	900,000	SEQ/AD	3.00	FIX	3136AHP Z 7	April 2025
NZ(2) . . .	5	2,238,000	SEQ	3.00	FIX/Z	3136AHQ A 1	December 2033
GA	5	10,000,000	SEQ	3.00	FIX	3136AHQ B 9	August 2032
GV(2) . . .	5	342,000	SEQ/AD	3.00	FIX	3136AHQ C 7	April 2025
GZ(2) . . .	5	849,000	SEQ	3.00	FIX/Z	3136AHQ D 5	December 2033
TA	5	50,000,000	SEQ	3.00	FIX	3136AHQ E 3	October 2032
TV(2) . . .	5	1,513,000	SEQ/AD	3.00	FIX	3136AHQ F 0	April 2025
TZ(2) . . .	5	3,761,000	SEQ	3.00	FIX/Z	3136AHQ G 8	December 2033
CB(2) . . .	6	155,018,750	SC/PAC/AD	2.50	FIX	3136AHQ H 6	September 2041
CF(2) . . .	6	93,011,250	SC/PAC/AD	(4)	FLT	3136AHQ J 2	September 2041
CS(2) . . .	6	93,011,250(3)	NTL	(4)	INV/IO	3136AHQ K 9	September 2041
CV(2) . . .	6	5,103,000	SC/PAC/AD	4.00	FIX	3136AHQ L 7	September 2041
CZ(2) . . .	6	9,156,000	SC/PAC/AD	4.00	FIX/Z	3136AHQ M 5	September 2041
KC	6	19,810,000	SC/PAC/AD	4.00	FIX	3136AHQ N 3	September 2041
ZC	6	2,000	SC/PAC/AD	4.00	FIX/Z	3136AHQ P 8	September 2041
Z	6	43,560,518	SC/SUP	4.00	FIX/Z	3136AHQ Q 6	September 2041
DA	7	43,873,722	SEQ	3.50	FIX	3136AHQ R 4	February 2040
DV	7	5,324,574	SEQ/AD	3.50	FIX	3136AHQ S 2	December 2026
DZ	7	9,300,000	SEQ	3.50	FIX/Z	3136AHQ T 0	December 2043
PT	8	66,844,382	SC/PT	3.00	FIX	3136AHQ U 7	July 2028
R		0	NPR	0	NPR	3136AHQ V 5	December 2043
RL		0	NPR	0	NPR	3136AHQ W 3	December 2043

- (1) See “Description of the Certificates—
Class Definitions and Abbreviations” in
the REMIC prospectus.
- (2) Exchangeable classes.
- (3) Notional principal balances. These classes are interest
only classes. See page S-6 for a description of how
their notional principal balances are calculated.
- (4) Based on LIBOR.

TABLE OF CONTENTS

	<u>Page</u>		<u>Page</u>
AVAILABLE INFORMATION	S- 3	<i>The Fixed Rate Interest Only</i>	
SUMMARY	S- 4	<i>Classes</i>	S-17
ADDITIONAL RISK FACTORS	S- 8	<i>The Inverse Floating Rate Class</i> ...	S-17
DESCRIPTION OF THE		WEIGHTED AVERAGE LIVES OF THE	
CERTIFICATES	S- 8	CERTIFICATES	S-18
GENERAL	S- 8	DECREMENT TABLES	S-19
<i>Structure</i>	S- 8	CHARACTERISTICS OF THE RESIDUAL	
<i>Fannie Mae Guaranty</i>	S- 9	CLASSES	S-27
<i>Characteristics of Certificates</i>	S- 9	CERTAIN ADDITIONAL FEDERAL	
<i>Authorized Denominations</i>	S-10	INCOME TAX CONSEQUENCES ..	S-27
THE UNDERLYING REMIC AND RCR		U.S. TREASURY CIRCULAR 230	
CERTIFICATES	S-10	NOTICE	S-27
THE TRUST MBS	S-10	REMIC ELECTIONS AND SPECIAL TAX	
DISTRIBUTIONS OF INTEREST	S-11	ATTRIBUTES	S-27
<i>General</i>	S-11	TAXATION OF BENEFICIAL OWNERS OF	
<i>Delay Classes and No-Delay</i>		REGULAR CERTIFICATES	S-28
<i>Classes</i>	S-11	TAXATION OF BENEFICIAL OWNERS OF	
<i>Accrual Classes</i>	S-11	RESIDUAL CERTIFICATES	S-28
DISTRIBUTIONS OF PRINCIPAL	S-11	TAXATION OF BENEFICIAL OWNERS OF	
STRUCTURING ASSUMPTIONS	S-14	RCR CERTIFICATES	S-28
<i>Pricing Assumptions</i>	S-14	PLAN OF DISTRIBUTION	S-29
<i>Prepayment Assumptions</i>	S-15	LEGAL MATTERS	S-29
<i>Principal Balance Schedules</i>	S-15	EXHIBIT A	A- 1
YIELD TABLES	S-16	SCHEDULE 1	A- 3
<i>General</i>	S-16	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 1, Group 2, Group 6 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”); and
- any information incorporated by reference in this prospectus supplement as discussed below and under the heading “Incorporation by Reference” in the REMIC Prospectus.

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

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

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

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

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

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

Merrill Lynch, Pierce, Fenner & Smith Incorporated
Mortgage Finance Department
One Bryant Park
New York, New York 10036
(telephone 646-855-8340).

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	Class 2013-70-VB REMIC Certificate Class 2013-72-VB REMIC Certificate
2	Class 2013-80-CV RCR Certificate
3	Group 3 MBS
4	Group 4 MBS
5	Group 5 MBS
6	Class 2011-83-GA REMIC Certificate
7	Group 7 MBS
8	Class 2013-32-LB REMIC Certificate Class 2013-61-GM REMIC Certificate Class 2013-70-DE REMIC Certificate Class 2013-70-DG REMIC Certificate Class 2013-70-DI REMIC Certificate

Group 1, Group 2, Group 6 and Group 8

Exhibit A describes the underlying REMIC and RCR certificates in Group 1, Group 2, Group 6 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, Group 4, Group 5 and Group 7

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 3 MBS	\$ 48,571,000	4.00%	4.25% to 6.50%	241 to 360
Group 4 MBS	\$169,108,577	3.50%	3.75% to 6.00%	181 to 240
Group 5 MBS	\$116,146,000	3.00%	3.25% to 5.50%	181 to 240
Group 7 MBS	\$ 58,498,296	3.50%	3.75% to 6.00%	241 to 360

Assumed Characteristics of the Underlying Mortgage Loans

	<u>Principal Balance</u>	<u>Original Term to Maturity (in months)</u>	<u>Remaining Term to Maturity (in months)</u>	<u>Loan Age (in months)</u>	<u>Interest Rate</u>
Group 3 MBS	\$ 48,571,000	360	349	4	4.468%
Group 4 MBS	\$169,108,577	240	235	4	4.050%
Group 5 MBS	\$116,146,000	240	231	8	3.560%
Group 7 MBS	\$ 58,498,296	360	339	12	4.090%

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

Settlement Date

We expect to issue the certificates on 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 of certificates other than the R and RL Classes	R and RL Classes

Exchanging Certificates Through Combination and Recombination

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

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

Interest Rates

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

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

<u>Class</u>	<u>Initial Interest Rate</u>	<u>Maximum Interest Rate</u>	<u>Minimum Interest Rate</u>	<u>Formula for Calculation of Interest Rate(1)</u>
CF	0.5185%	6.50%	0.35%	LIBOR + 35 basis points
CS	5.9815%	6.15%	0.00%	6.15% – LIBOR

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

Notional Classes

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

<u>Class</u>	
JI	21.4285713292% of the JE Class
LI	18.6274470588% of the LG Class
CS	100% of the CF 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>300%</u>	<u>400%</u>
EV	6.0	6.0	5.4	4.6	3.9
EZ	17.7	13.7	9.8	7.4	5.9
VB	17.6	13.7	9.6	7.2	5.7

<u>Group 2 Classes</u>	<u>PSA Prepayment Assumption</u>				
	<u>0%</u>	<u>100%</u>	<u>200%</u>	<u>400%</u>	<u>600%</u>
VA	6.0	6.0	5.8	4.2	3.1
ZA	15.0	14.0	10.0	6.0	4.2

<u>Group 3 Classes</u>	<u>PSA Prepayment Assumption</u>				
	<u>0%</u>	<u>100%</u>	<u>200%</u>	<u>400%</u>	<u>600%</u>
HA	16.1	6.4	4.1	2.5	1.9
VH	6.0	6.0	5.8	4.3	3.3
ZH	27.9	20.2	14.7	9.0	6.3

<u>Group 4 Classes</u>	<u>PSA Prepayment Assumption</u>				
	<u>0%</u>	<u>100%</u>	<u>200%</u>	<u>400%</u>	<u>500%</u>
JE and JI	10.7	6.4	4.5	2.9	2.5
JV	6.0	6.0	6.0	5.1	4.5
HZ	15.1	14.0	11.5	7.6	6.4
ZJ	19.1	17.1	14.9	10.6	9.0
JZ	19.1	16.8	14.2	10.0	8.4
JY	19.1	16.8	14.2	9.6	8.0

<u>Group 5 Classes</u>	<u>PSA Prepayment Assumption</u>				
	<u>0%</u>	<u>100%</u>	<u>200%</u>	<u>400%</u>	<u>600%</u>
LG, LI, LA and LD	9.7	5.3	3.7	2.3	1.7
LV	6.0	6.0	5.6	4.2	3.3
LZ	18.5	15.1	12.5	8.4	6.0
NA	10.7	6.3	4.5	2.8	2.0
NV	6.0	6.0	6.0	5.1	4.1
NZ	19.2	16.8	14.4	10.0	7.2
GA	10.9	6.5	4.6	2.9	2.1
GV	6.0	6.0	6.0	5.3	4.3
GZ	19.4	17.2	14.9	10.5	7.5
TA	11.0	6.6	4.7	2.9	2.2
TV	6.0	6.0	6.0	5.4	4.4
TZ	19.4	17.4	15.2	10.7	7.7
BV	6.0	6.0	5.9	4.9	3.9
BZ	19.0	16.4	14.2	9.8	7.0
BY	19.0	16.4	13.8	9.3	6.6

<u>Group 6 Classes</u>	<u>PSA Prepayment Assumption</u>								
	<u>0%</u>	<u>100%</u>	<u>120%</u>	<u>150%</u>	<u>200%</u>	<u>250%</u>	<u>400%</u>	<u>800%</u>	<u>1100%</u>
CB, CF, CS, CG, CD, CE and CA ..	13.3	5.8	5.4	5.4	5.4	5.4	3.5	1.6	1.0
CV	6.0	6.0	6.0	6.0	6.0	6.0	6.0	4.0	2.7
CZ	22.3	19.5	19.5	19.5	19.5	19.5	13.6	6.5	4.1
KC	22.6	11.7	9.1	2.2	2.2	2.2	1.0	0.4	0.2
ZC	23.8	16.7	15.6	13.3	13.3	5.8	1.3	0.4	0.2
Z	25.6	19.6	18.3	16.5	9.4	1.6	0.5	0.2	0.1
CY	22.3	19.5	19.5	19.5	19.5	19.5	13.5	6.1	3.8
BA	13.8	6.5	6.2	6.2	6.2	6.2	4.1	1.8	1.1

<u>Group 7 Classes</u>	<u>PSA Prepayment Assumption</u>				
	<u>0%</u>	<u>100%</u>	<u>150%</u>	<u>400%</u>	<u>500%</u>
DA	16.3	6.5	4.9	2.2	1.9
DV	7.0	7.0	6.9	4.6	3.9
DZ	28.2	20.5	17.6	9.2	7.5

<u>Group 8 Class</u>	<u>PSA Prepayment Assumption</u>				
	<u>0%</u>	<u>100%</u>	<u>150%</u>	<u>500%</u>	<u>800%</u>
PT	8.3	5.5	4.9	2.4	1.5

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

ADDITIONAL RISK FACTORS

In the future we may be unable to establish LIBOR on the basis of the BBA Method. On September 28, 2012, Britain's Financial Services Authority recommended that the BBA be removed from its rate-setting responsibility and proposed additional reforms in connection with the determination of LIBOR. If in the future the BBA is no longer calculating the interest settlement rate for one-month U.S. dollar deposits, or if for any other reason we are unable to establish LIBOR on the basis of the BBA Method on any index determination date, we will establish LIBOR based on the LIBO Method as described under "Description of the Certificates—Distributions on Certificates—Interest Distributions—Indices for Floating Rate Classes and Inverse Floating Rate Classes" in the REMIC Prospectus. We can provide no assurance as to which entity or entities will assume responsibility for setting the applicable rates in the future. In addition, we can provide no assurance that LIBOR for any distribution date accurately represents the offered rate applicable to loans in U.S. dollars for a one-month period between leading European banks or that LIBOR's prominence as a benchmark interest rate will be preserved. Finally, if we determine that the above methods for establishing LIBOR are no longer viable, we may in our discretion designate an alternative method or, if appropriate, an alternative index for the determination of monthly interest rates on the floating rate and inverse floating rate classes.

We will designate any such alternative taking into account general comparability and other factors; however, in such case, we can provide no assurance that such alternative will yield the same or similar economic results over the lives of the related classes.

Payments on the Group 1 and Group 2 Classes will be affected by the applicable payment priorities governing the related underlying REMIC and RCR certificates. If you invest in a Group 1 or Group 2 Class, the rate at which you receive payments will be affected by the applicable priority sequences governing principal payments on the related underlying REMIC and RCR certificates.

As described in the related Underlying REMIC Disclosure Documents, the Group 1 Underlying REMIC Certificates and Group 2 Underlying RCR Certificate may be subsequent in payment priority to certain other classes issued from the related underlying REMIC trusts. As a result, such other classes may receive principal before principal is paid on the Group 1 Underlying REMIC Certificates and Group 2 Underlying RCR Certificate, possibly for long periods.

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

DESCRIPTION OF THE CERTIFICATES

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

General

Structure. We will create the Fannie Mae REMIC Trust specified on the cover of this prospectus supplement (the "Trust") pursuant to a trust agreement dated as of May 1, 2010 and a supplement thereto dated as of 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:

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

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

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

The 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	Underlying REMIC and RCR Certificates and Trust MBS	Interests in the Lower Tier REMIC other than the RL Class (the “Lower Tier Regular Interests”)	RL
Upper Tier REMIC	Lower Tier Regular Interests	All Classes of REMIC Certificates other than the R and RL Classes	R

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

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

We will issue the Residual Certificates in fully registered, certificated form. The “Holder” or “Certificateholder” of a Residual Certificate is its registered owner. A Residual Certificate can be transferred at the corporate trust office of the Transfer Agent, or at the office of the Transfer Agent in New York, New York. U.S. Bank National Association in Boston, Massachusetts will be the initial Transfer Agent. We may impose a service charge for any registration of transfer of a

Residual Certificate and may require payment to cover any tax or other governmental charge. See also “—Characteristics of the Residual Classes” below.

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

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

The Underlying REMIC and RCR Certificates

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

In addition, the Mortgage Loans backing the Group 1 Underlying REMIC Certificates and the Group 2 Underlying RCR Certificate have been refinanced under Fannie Mae Refi Plus and are designated as “high loan-to-value ratio” loans, with loan-to-value ratios ranging from greater than 105% up to 125% at the time of refinance. These loans are targeted at borrowers who have demonstrated an acceptable payment history on their mortgage loans but may have been unable to refinance due to a decline in home prices or the unavailability of mortgage insurance. Fannie Mae Refi Plus refinancing is available only if the new mortgage loan either reduces the monthly principal and interest payment for the borrower or provides a more stable loan product (such as movement from an adjustable-rate loan to a fixed rate loan). For more information on the Home Affordable Refinance Program, see “The Mortgage Loans—High Loan-to-Value Mortgage Loans” in the MBS Prospectus dated March 1, 2013 and on our Web site at www.fanniemae.com. See also “Risk Factors—Risks Relating to Yield and Prepayment—Refinancing of Loans; Sale of Property—*Mortgage loans with loan-to-value ratios greater than 80% may have different prepayment and default characteristics than conforming mortgage loans generally*” in the MBS Prospectus dated March 1, 2013.

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 Trust MBS

The Trust MBS provide that principal and interest on the related Mortgage Loans are passed through monthly. The Mortgage Loans underlying the Trust MBS are conventional, fixed-rate, fully-amortizing mortgage loans secured by first mortgages or deeds of trust on single-family

residential properties. These Mortgage Loans have original maturities of up to 30 years in the case of the Group 3 MBS and Group 7 MBS; and up to 20 years in the case of the Group 4 MBS and Group 5 MBS.

In addition, the Mortgage Loans backing the Group 3 MBS, Group 4 MBS and Group 7 MBS have been refinanced under Fannie Mae Refi Plus and are designated as “high loan-to-value ratio” loans, with loan-to-value ratios ranging from greater than 105% up to 125% at the time of refinance. These loans are targeted at borrowers who have demonstrated an acceptable payment history on their mortgage loans but may have been unable to refinance due to a decline in home prices or the unavailability of mortgage insurance. Fannie Mae Refi Plus refinancing is available only if the new mortgage loan either reduces the monthly principal and interest payment for the borrower or provides a more stable loan product (such as movement from an adjustable-rate loan to a fixed rate loan). For more information on the Home Affordable Refinance Program, see “The Mortgage Loans—High Loan-to-Value Mortgage Loans” in the MBS Prospectus dated March 1, 2013 and on our Web site at www.fanniemae.com. See also “Risk Factors—Risks Relating to Yield and Prepayment—Refinancing of Loans; Sale of Property—*Mortgage loans with loan-to-value ratios greater than 80% may have different prepayment and default characteristics than conforming mortgage loans generally*” in the MBS Prospectus dated March 1, 2013.

For additional information, see “Summary—Group 3, Group 4, Group 5 and Group 7—Characteristics of the Trust MBS” 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 and Inverse Floating Rate Classes will bear interest at interest rates based on LIBOR. We currently establish LIBOR on the basis of the “BBA Method.” See “Additional Risk Factors—*In the future we may be unable to establish LIBOR on the basis of the BBA Method*” in this prospectus supplement.

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

<u>Delay Classes</u>	<u>No-Delay Classes</u>
Fixed Rate Classes	Floating Rate and Inverse Floating Rate Classes

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

Accrual Classes. The EZ, ZA, ZH, HZ, ZJ, LZ, NZ, GZ, TZ, CZ, ZC, Z, DZ, JZ 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 or on Schedule 1. However, we will not pay any interest on the Accrual Classes. Instead, interest accrued on each Accrual Class will be added as principal to its principal balance on each Distribution Date. We will pay principal on the Accrual Classes as described under “—Distributions of Principal” below.

Distributions of Principal

On the Distribution Date in each month, we will make payments of principal on the Classes of 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 EZ Accrual amount to EV until retired, and thereafter to EZ.

} Accretion
Directed
Class and
Accrual Class

The Group 1 Cash Flow Distribution Amount to EV and EZ, in that order, until retired.

} Structured
Collateral/
Sequential
Pay Classes

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

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

- *Group 2*

The ZA Accrual Amount to VA until retired, and thereafter to ZA.

} Accretion
Directed
Class and
Accrual Class

The Group 2 Cash Flow Distribution Amount to VA and ZA, in that order, until retired.

} Structured
Collateral/
Sequential
Pay Classes

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

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

- *Group 3*

The ZH Accrual Amount to VH until retired, and thereafter to ZH.

} Accretion
Directed
Class and
Accrual Class

The Group 3 Cash Flow Distribution Amount to HA, VH and ZH, in that order, until retired.

} Sequential
Pay Classes

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

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

- *Group 4*

The HZ Accrual Amount to JV until retired, and thereafter to HZ.

} Accretion
Directed
Class and
Accrual Class

The ZJ Accrual Amount to JV and HZ, in that order, until retired, and thereafter to ZJ.

} Accretion
Directed
Classes and
Accrual Class

The Group 4 Cash Flow Distribution Amount to JE, JV, HZ and ZJ, in that order, until retired.

} Sequential
Pay Classes

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

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

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

- *Group 5*

The LZ Accrual Amount to LV until retired, and thereafter to LZ.

} Accretion
Directed
Class and
Accrual Class

The NZ Accrual Amount to NV until retired, and thereafter to NZ.

} Accretion
Directed
Class and
Accrual Class

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

} Accretion
Directed
Class and
Accrual Class

The TZ Accrual Amount to TV until retired, and thereafter to TZ.

} Accretion
Directed
Class and
Accrual Class

The Group 5 Cash Flow Distribution Amount as follows:

— 21.5616551582% as follows:

first, to LG, LA and LD, pro rata, until retired; and

second, to LV and LZ, in that order, until retired,

— 21.2129561070% to NA, NV and NZ, in that order, until retired,

— 9.6352866220% to GA, GV and GZ, in that order, until retired, and

— 47.5901021128% to TA, TV and TZ, in that order, until retired.

} Sequential
Pay Classes

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

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

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

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

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

- *Group 6*

The Z Accrual Amount in the following priority:

1. To Aggregate Group I to its Planned Balance.

2. To Aggregate Group II to its Planned Balance.

3. Thereafter to Z.

} Accretion
Directed/PAC
Groups

} Accrual Class

The CZ Accrual Amount to CV until retired, and thereafter to CZ.

} Accretion
Directed
Class and
Accrual Class

The ZC Accrual Amount to KC until retired, and thereafter to ZC.

} Accretion
Directed
Class and
Accrual Class

The Group 6 Cash Flow Distribution Amount in the following priority:

- | | |
|--|--|
| 1. To Aggregate Group I to its Planned Balance. | } PAC Groups
} Support Class
} PAC Groups
} Structured Collateral |
| 2. To Aggregate Group II to its Planned Balance. | |
| 3. To Z until retired. | |
| 4. To Aggregate Group II to zero. | |
| 5. To Aggregate Group I to zero. | |

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

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

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

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

“Aggregate Group I” consists of the CB, CF, CV and CZ Classes. On each Distribution Date, we will apply payments of principal of Aggregate Group I as follows:

- first*, to CB and CF, pro rata, until retired; and
- second*, to CV and CZ, 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.

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

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

- *Group 7*

The DZ Accrual Amount to DV until retired, and thereafter to DZ.

The Group 7 Cash Flow Distribution Amount to DA, DV and DZ, in that order, until retired.

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

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

- *Group 8*

The Group 8 Principal Distribution Amount to PT until retired.

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

Structuring Assumptions

Pricing Assumptions. Except where otherwise noted, the information in the tables in this prospectus supplement has been prepared based on the actual characteristics of each pool of

Mortgage Loans backing the Underlying REMIC and RCR Certificates, the applicable priority sequences governing principal payments on the Group 1 Underlying REMIC Certificates and Group 2 Underlying RCR Certificate, 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 3, Group 4, Group 5 and Group 7—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 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 120% and 250% PSA	(1)
Aggregate Group II Planned Balances	Between 150% and 250% PSA	(2)

- (1) The Planned Balances for Aggregate Group I have been structured between 120% and 250% PSA, but only hold between 120% and 244% PSA.
- (2) The Planned Balances for Aggregate Group II have been structured between 150% and 250% PSA, but only hold between 150% and 246% PSA.

The Aggregate Groups listed above consist of the following Classes:

Aggregate Group I	CB, CF, CV and CZ
Aggregate Group II	KC and ZC

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 Range or Effective Range, principal distributions may be insufficient to reduce the applicable Aggregate Groups to their scheduled balances each month if prepayments do not occur at a *constant* PSA rate.
- The actual Effective Ranges at any time will be based upon the actual characteristics of the related Mortgage Loans at that time, which are likely to vary (and may vary considerably) from the Pricing Assumptions. As a result, the actual Effective Ranges will likely differ from the Initial Effective Ranges specified above. For the same reason, the applicable 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 Fixed Rate Interest Only Classes. The yields to investors in the Fixed Rate Interest Only Classes will be very sensitive to the rate of principal payments (including prepayments) of the related Mortgage Loans. The Mortgage Loans generally can be prepaid at any time without penalty. On the basis of the assumptions described below, the yield to maturity on each Fixed Rate Interest Only Class would be 0% if prepayments of the related Mortgage Loans were to occur at the following constant rates:

<u>Class</u>	<u>% PSA</u>
JI	183%
LI	214%

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

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

<u>Class</u>	<u>Price*</u>
JI	16.500000%
LI	10.359375%

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

Sensitivity of the JI Class to Prepayments

	<u>PSA Prepayment Assumption</u>				
	<u>50%</u>	<u>100%</u>	<u>200%</u>	<u>400%</u>	<u>500%</u>
Pre-Tax Yields to Maturity	11.0%	7.1%	(1.6)%	(21.0)%	(30.8)%

Sensitivity of the LI Class to Prepayments

	<u>PSA Prepayment Assumption</u>				
	<u>50%</u>	<u>100%</u>	<u>200%</u>	<u>400%</u>	<u>600%</u>
Pre-Tax Yields to Maturity	17.7%	12.8%	1.7%	(23.0)%	(47.1)%

The Inverse Floating Rate Class. The yield on the CS Class will be sensitive to the rate of principal payments (including prepayments) of the related Mortgage Loans and to the level of the Index. The Mortgage Loans generally can be prepaid at any time without penalty. In addition, the rate of principal payments (including prepayments) of

the Mortgage Loans is likely to vary, and may vary considerably, from pool to pool. As illustrated in the table below, it is possible that investors in the CS Class would lose money on their initial investments under certain Index and prepayment scenarios.

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

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

- the interest rate for the CS Class for the initial Interest Accrual Period is the rate listed in the table under “Summary—Interest Rates” in this prospectus supplement and for each following Interest Accrual Period will be based on the specified levels of the Index, and
- the aggregate purchase price of that Class (expressed as a percentage of original principal balance) is as follows:

<u>Class</u>	<u>Price*</u>
CS	17.50%

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

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

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption</u>								
	<u>50%</u>	<u>100%</u>	<u>120%</u>	<u>150%</u>	<u>200%</u>	<u>250%</u>	<u>400%</u>	<u>800%</u>	<u>1100%</u>
0.08425%	27.5%	21.7%	19.6%	19.6%	19.6%	19.6%	8.4%	(38.6)%	(85.2)%
0.16850%	27.0%	21.1%	19.1%	19.1%	19.1%	19.1%	7.8%	(39.3)%	(85.8)%
2.16850%	13.4%	7.4%	5.6%	5.6%	5.6%	5.6%	(7.3)%	(56.3)%	*
4.16850%	(1.9)%	(8.4)%	(9.8)%	(9.8)%	(9.8)%	(9.8)%	(25.2)%	(77.5)%	*
6.15000%	*	*	*	*	*	*	*	*	*

Weighted Average Lives of the Certificates

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

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

- the timing of changes in the rate of principal distributions,
- the priority sequences of distributions of principal of the Classes (other than the Group 8 Class), and
- in the case of the Group 1 and Group 2 Classes, the applicable priority sequences affecting principal payments on the related Underlying REMIC and RCR Certificates.

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

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

Decrement Tables

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

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

<u>Mortgage Loans Backing Trust Assets Specified Below</u>	<u>Original Terms to Maturity</u>	<u>Remaining Terms to Maturity</u>	<u>Interest Rates</u>
Group 1 Underlying REMIC Certificates	360 months	355 months	5.50%
Group 2 Underlying RCR Certificate	360 months	356 months	6.50%
Group 3 MBS	360 months	360 months	6.50%
Group 4 MBS	240 months	240 months	6.00%
Group 5 MBS	240 months	240 months	5.50%
Group 6 Underlying REMIC Certificate	360 months	333 months	7.50%
Group 7 MBS	360 months	360 months	6.00%
Group 8 Underlying REMIC Certificates	180 months	175 months	5.50%

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

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

Percent of Original Principal Balances Outstanding

Date	EV Class					EZ Class					VB Class					VA Class				
	PSA Prepayment Assumption					PSA Prepayment Assumption					PSA Prepayment Assumption					PSA Prepayment Assumption				
	0%	100%	200%	300%	400%	0%	100%	200%	300%	400%	0%	100%	200%	300%	400%	0%	100%	200%	400%	600%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
November 2014	92	92	92	92	92	103	103	103	103	103	100	100	100	100	100	93	93	93	93	93
November 2015	85	85	85	85	85	106	106	106	106	106	100	100	100	100	100	85	85	85	85	85
November 2016	77	77	77	77	77	109	109	109	109	109	100	100	100	100	100	77	77	77	77	77
November 2017	68	68	68	68	68	113	113	113	113	113	100	100	100	100	100	69	69	69	69	0
November 2018	60	60	60	60	0	116	116	116	116	110	100	100	100	100	79	60	60	60	42	0
November 2019	51	51	51	20	0	120	120	120	120	49	100	100	100	91	35	51	51	51	0	0
November 2020	42	42	42	0	0	123	123	123	74	0	100	100	100	53	0	42	42	42	0	0
November 2021	33	33	12	0	0	127	127	127	39	0	100	100	94	28	0	33	33	33	0	0
November 2022	23	23	0	0	0	131	131	89	0	0	100	100	64	0	0	22	22	12	0	0
November 2023	13	13	0	0	0	135	135	52	0	0	100	100	37	0	0	12	12	0	0	0
November 2024	1	1	0	0	0	139	139	23	0	0	100	100	16	0	0	1	1	0	0	0
November 2025	0	0	0	0	0	134	134	0	0	0	96	95	0	0	0	0	0	0	0	0
November 2026	0	0	0	0	0	125	96	0	0	0	89	69	0	0	0	0	0	0	0	0
November 2027	0	0	0	0	0	109	54	0	0	0	78	39	0	0	0	0	0	0	0	0
November 2028	0	0	0	0	0	93	15	0	0	0	66	11	0	0	0	0	0	0	0	0
November 2029	0	0	0	0	0	76	4	0	0	0	54	3	0	0	0	0	0	0	0	0
November 2030	0	0	0	0	0	65	0	0	0	0	46	0	0	0	0	0	0	0	0	0
November 2031	0	0	0	0	0	59	0	0	0	0	42	0	0	0	0	0	0	0	0	0
November 2032	0	0	0	0	0	52	0	0	0	0	37	0	0	0	0	0	0	0	0	0
November 2033	0	0	0	0	0	45	0	0	0	0	32	0	0	0	0	0	0	0	0	0
November 2034	0	0	0	0	0	38	0	0	0	0	27	0	0	0	0	0	0	0	0	0
November 2035	0	0	0	0	0	31	0	0	0	0	22	0	0	0	0	0	0	0	0	0
November 2036	0	0	0	0	0	24	0	0	0	0	17	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)**	6.0	6.0	5.4	4.6	3.9	17.7	13.7	9.8	7.4	5.9	17.6	13.7	9.6	7.2	5.7	6.0	6.0	5.8	4.2	3.1

Date	ZA Class					HA Class					VH Class					ZH Class				
	PSA Prepayment Assumption					PSA Prepayment Assumption					PSA Prepayment Assumption					PSA Prepayment Assumption				
	0%	100%	200%	400%	600%	0%	100%	200%	400%	600%	0%	100%	200%	400%	600%	0%	100%	200%	400%	600%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
November 2014	104	104	104	104	104	98	95	92	86	80	93	93	93	93	93	104	104	104	104	104
November 2015	108	108	108	108	108	97	86	77	61	45	85	85	85	85	85	108	108	108	108	108
November 2016	113	113	113	113	113	95	76	61	34	12	77	77	77	77	77	113	113	113	113	113
November 2017	117	117	117	117	85	93	67	47	15	0	69	69	69	69	15	117	117	117	117	117
November 2018	122	122	122	122	0	91	58	34	0	0	60	60	60	59	0	122	122	122	122	79
November 2019	127	127	127	52	0	89	49	23	0	0	51	51	51	0	0	127	127	127	115	49
November 2020	132	132	132	0	0	86	42	14	0	0	42	42	42	0	0	132	132	132	85	31
November 2021	138	138	138	0	0	84	34	6	0	0	33	33	33	0	0	138	138	138	63	19
November 2022	143	143	143	0	0	81	28	0	0	0	22	22	13	0	0	143	143	143	47	12
November 2023	149	149	65	0	0	78	21	0	0	0	12	12	0	0	0	149	149	128	34	7
November 2024	155	155	0	0	0	75	15	0	0	0	1	1	0	0	0	155	155	109	25	5
November 2025	139	139	0	0	0	72	10	0	0	0	0	0	0	0	0	156	156	93	18	3
November 2026	120	120	0	0	0	68	5	0	0	0	0	0	0	0	0	156	156	78	13	2
November 2027	100	100	0	0	0	65	0	0	0	0	0	0	0	0	0	156	156	66	10	1
November 2028	80	20	0	0	0	61	0	0	0	0	0	0	0	0	0	156	139	55	7	1
November 2029	58	0	0	0	0	57	0	0	0	0	0	0	0	0	0	156	124	46	5	*
November 2030	36	0	0	0	0	52	0	0	0	0	0	0	0	0	0	156	110	38	4	*
November 2031	12	0	0	0	0	47	0	0	0	0	0	0	0	0	0	156	97	31	3	*
November 2032	0	0	0	0	0	42	0	0	0	0	0	0	0	0	0	156	85	26	2	*
November 2033	0	0	0	0	0	37	0	0	0	0	0	0	0	0	0	156	73	21	1	*
November 2034	0	0	0	0	0	31	0	0	0	0	0	0	0	0	0	156	62	17	1	*
November 2035	0	0	0	0	0	25	0	0	0	0	0	0	0	0	0	156	53	13	1	*
November 2036	0	0	0	0	0	18	0	0	0	0	0	0	0	0	0	156	43	10	*	*
November 2037	0	0	0	0	0	11	0	0	0	0	0	0	0	0	0	156	35	8	*	*
November 2038	0	0	0	0	0	3	0	0	0	0	0	0	0	0	0	156	27	5	*	*
November 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	138	19	4	*	*
November 2040	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	107	13	2	*	*
November 2041	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	74	6	1	*	*
November 2042	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	38	*	*	*	*
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)**	15.0	14.0	10.0	6.0	4.2	16.1	6.4	4.1	2.5	1.9	6.0	6.0	5.8	4.3	3.3	27.9	20.2	14.7	9.0	6.3

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

Date	JE and JI† Classes					JV Class					HZ Class					ZJ Class				
	PSA Prepayment Assumption					PSA Prepayment Assumption					PSA Prepayment Assumption					PSA Prepayment Assumption				
	0%	100%	200%	400%	500%	0%	100%	200%	400%	500%	0%	100%	200%	400%	500%	0%	100%	200%	400%	500%
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	94	91	86	84	93	93	93	93	93	104	104	104	104	104	104	104	104	104	104
November 2015	94	85	78	64	58	85	85	85	85	85	107	107	107	107	107	107	107	107	107	107
November 2016	90	75	63	42	33	77	77	77	77	77	111	111	111	111	111	111	111	111	111	111
November 2017	86	65	50	26	17	69	69	69	69	69	115	115	115	115	115	115	115	115	115	115
November 2018	82	57	39	14	5	60	60	60	60	60	119	119	119	119	119	119	119	119	119	119
November 2019	78	49	30	5	0	51	51	51	51	7	123	123	123	123	123	123	123	123	123	123
November 2020	74	41	22	0	0	42	42	42	19	0	128	128	128	128	0	128	128	128	128	108
November 2021	69	34	15	0	0	33	33	33	0	0	132	132	132	132	0	132	132	132	126	71
November 2022	64	28	9	0	0	23	23	23	0	0	137	137	137	0	0	137	137	137	89	46
November 2023	58	22	4	0	0	13	13	13	0	0	142	142	142	0	0	142	142	142	63	30
November 2024	53	16	0	0	0	2	2	0	0	0	147	147	142	0	0	147	147	147	43	19
November 2025	46	11	0	0	0	0	0	0	0	0	133	133	0	0	0	152	152	150	30	12
November 2026	40	6	0	0	0	0	0	0	0	0	115	115	0	0	0	158	158	116	20	7
November 2027	33	2	0	0	0	0	0	0	0	0	96	96	0	0	0	163	163	89	13	5
November 2028	26	0	0	0	0	0	0	0	0	0	76	0	0	0	0	169	165	65	8	3
November 2029	18	0	0	0	0	0	0	0	0	0	56	0	0	0	0	175	124	46	5	1
November 2030	10	0	0	0	0	0	0	0	0	0	35	0	0	0	0	181	86	30	3	1
November 2031	1	0	0	0	0	0	0	0	0	0	13	0	0	0	0	188	50	16	1	*
November 2032	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	106	18	5	*	*
November 2033	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average																				
Life (years)**	10.7	6.4	4.5	2.9	2.5	6.0	6.0	6.0	5.1	4.5	15.1	14.0	11.5	7.6	6.4	19.1	17.1	14.9	10.6	9.0

Date	JZ Class					JY Class					LG, LI†, LA and LD Classes					LV Class				
	PSA Prepayment Assumption					PSA Prepayment Assumption					PSA Prepayment Assumption					PSA Prepayment Assumption				
	0%	100%	200%	400%	500%	0%	100%	200%	400%	500%	0%	100%	200%	400%	600%	0%	100%	200%	400%	600%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
November 2014	104	104	104	104	104	100	100	100	100	100	96	91	88	80	73	92	92	92	92	92
November 2015	107	107	107	107	107	100	100	100	100	100	92	80	71	53	37	85	85	85	85	85
November 2016	111	111	111	111	111	100	100	100	100	100	88	69	55	30	10	77	77	77	77	77
November 2017	115	115	115	115	115	100	100	100	100	100	84	59	41	13	0	68	68	68	68	2
November 2018	119	119	119	119	119	100	100	100	100	100	79	49	29	1	0	60	60	60	60	0
November 2019	123	123	123	123	123	100	100	100	100	86	74	40	19	0	0	51	51	51	0	0
November 2020	128	128	128	128	84	100	100	100	93	57	69	32	10	0	0	42	42	42	0	0
November 2021	132	132	132	98	55	100	100	100	66	37	64	24	3	0	0	33	33	33	0	0
November 2022	137	137	137	69	36	100	100	100	47	24	58	17	0	0	0	23	23	0	0	0
November 2023	142	142	142	48	23	100	100	100	33	16	52	10	0	0	0	13	13	0	0	0
November 2024	147	147	146	34	15	100	100	99	23	10	45	4	0	0	0	3	3	0	0	0
November 2025	148	148	116	23	9	100	100	78	16	6	38	0	0	0	0	0	0	0	0	0
November 2026	148	148	90	15	6	100	100	61	10	4	31	0	0	0	0	0	0	0	0	0
November 2027	148	148	68	10	3	100	100	46	7	2	24	0	0	0	0	0	0	0	0	0
November 2028	148	128	50	6	2	100	86	34	4	1	16	0	0	0	0	0	0	0	0	0
November 2029	148	96	35	4	1	100	65	24	3	1	7	0	0	0	0	0	0	0	0	0
November 2030	148	66	23	2	1	100	45	15	1	*	0	0	0	0	0	0	0	0	0	0
November 2031	148	39	13	1	*	100	26	9	1	*	0	0	0	0	0	0	0	0	0	0
November 2032	82	14	4	*	*	55	9	3	*	*	0	0	0	0	0	0	0	0	0	0
November 2033	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average																				
Life (years)**	19.1	16.8	14.2	10.0	8.4	19.1	16.8	14.2	9.6	8.0	9.7	5.3	3.7	2.3	1.7	6.0	6.0	5.6	4.2	3.3

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

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

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

Date	LZ Class					NA Class					NV Class					NZ Class				
	PSA Prepayment Assumption					PSA Prepayment Assumption					PSA Prepayment Assumption					PSA Prepayment Assumption				
	0%	100%	200%	400%	600%	0%	100%	200%	400%	600%	0%	100%	200%	400%	600%	0%	100%	200%	400%	600%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
November 2014	103	103	103	103	103	97	93	89	83	76	92	92	92	92	92	103	103	103	103	103
November 2015	106	106	106	106	106	93	83	75	59	45	85	85	85	85	85	106	106	106	106	106
November 2016	109	109	109	109	109	90	73	61	39	22	77	77	77	77	77	109	109	109	109	109
November 2017	113	113	113	113	113	86	64	49	24	8	68	68	68	68	68	113	113	113	113	113
November 2018	116	116	116	116	69	82	56	38	14	0	60	60	60	60	36	116	116	116	116	116
November 2019	120	120	120	103	42	78	48	29	6	0	51	51	51	51	0	120	120	120	120	79
November 2020	123	123	123	73	25	73	41	22	0	0	42	42	42	38	0	123	123	123	123	48
November 2021	127	127	127	52	15	68	34	15	0	0	33	33	33	0	0	127	127	127	98	28
November 2022	131	131	123	37	9	63	28	10	0	0	23	23	23	0	0	131	131	131	69	17
November 2023	135	135	100	26	5	58	22	5	0	0	13	13	13	0	0	135	135	135	48	10
November 2024	139	139	80	18	3	52	16	1	0	0	3	3	3	0	0	139	139	139	33	6
November 2025	140	132	63	12	2	47	11	0	0	0	0	0	0	0	0	140	140	118	23	3
November 2026	140	109	48	8	1	40	7	0	0	0	0	0	0	0	0	140	140	91	15	2
November 2027	140	87	36	5	1	34	3	0	0	0	0	0	0	0	0	140	140	69	10	1
November 2028	140	68	26	3	*	27	0	0	0	0	0	0	0	0	0	140	128	50	6	1
November 2029	140	50	18	2	*	19	0	0	0	0	0	0	0	0	0	140	94	34	4	*
November 2030	132	33	11	1	*	12	0	0	0	0	0	0	0	0	0	140	62	21	2	*
November 2031	91	17	6	*	*	3	0	0	0	0	0	0	0	0	0	140	33	11	1	*
November 2032	47	3	1	*	*	0	0	0	0	0	0	0	0	0	0	88	6	2	*	*
November 2033	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average																				
Life (years)**	18.5	15.1	12.5	8.4	6.0	10.7	6.3	4.5	2.8	2.0	6.0	6.0	6.0	5.1	4.1	19.2	16.8	14.4	10.0	7.2

Date	GA Class					GV Class					GZ Class					TA Class				
	PSA Prepayment Assumption					PSA Prepayment Assumption					PSA Prepayment Assumption					PSA Prepayment Assumption				
	0%	100%	200%	400%	600%	0%	100%	200%	400%	600%	0%	100%	200%	400%	600%	0%	100%	200%	400%	600%
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	93	90	83	77	92	92	92	92	92	103	103	103	103	103	97	93	90	84	77
November 2015	93	83	75	60	47	85	85	85	85	85	106	106	106	106	106	94	84	76	61	47
November 2016	90	74	62	41	24	77	77	77	77	77	109	109	109	109	109	90	74	62	41	25
November 2017	86	65	50	26	10	68	68	68	68	68	113	113	113	113	113	86	65	50	27	11
November 2018	82	57	40	16	1	60	60	60	60	60	116	116	116	116	116	83	57	40	17	3
November 2019	78	49	31	8	0	51	51	51	51	0	120	120	120	120	95	78	50	32	9	0
November 2020	74	42	24	2	0	42	42	42	42	0	123	123	123	123	57	74	43	24	3	0
November 2021	69	35	17	0	0	33	33	33	0	0	127	127	127	118	34	69	36	18	0	0
November 2022	64	29	12	0	0	23	23	23	0	0	131	131	131	83	20	65	30	13	0	0
November 2023	59	24	7	0	0	13	13	13	0	0	135	135	135	58	12	60	25	8	0	0
November 2024	54	18	3	0	0	3	3	3	0	0	139	139	139	40	7	54	19	5	0	0
November 2025	48	14	*	0	0	0	0	0	0	0	140	140	140	27	4	48	15	1	0	0
November 2026	42	9	0	0	0	0	0	0	0	0	140	140	109	18	2	42	10	0	0	0
November 2027	35	5	0	0	0	0	0	0	0	0	140	140	82	12	1	36	6	0	0	0
November 2028	28	1	0	0	0	0	0	0	0	0	140	140	60	7	1	29	2	0	0	0
November 2029	21	0	0	0	0	0	0	0	0	0	140	112	41	4	*	22	0	0	0	0
November 2030	14	0	0	0	0	0	0	0	0	0	140	74	25	2	*	15	0	0	0	0
November 2031	6	0	0	0	0	0	0	0	0	0	140	40	13	1	*	7	0	0	0	0
November 2032	0	0	0	0	0	0	0	0	0	0	106	8	2	*	*	0	0	0	0	0
November 2033	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average																				
Life (years)**	10.9	6.5	4.6	2.9	2.1	6.0	6.0	6.0	5.3	4.3	19.4	17.2	14.9	10.5	7.5	11.0	6.6	4.7	2.9	2.2

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

Date	TV Class					TZ Class					BV Class					BZ Class				
	PSA Prepayment Assumption					PSA Prepayment Assumption					PSA Prepayment Assumption					PSA Prepayment Assumption				
	0%	100%	200%	400%	600%	0%	100%	200%	400%	600%	0%	100%	200%	400%	600%	0%	100%	200%	400%	600%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
November 2014	92	92	92	92	92	103	103	103	103	103	92	92	92	92	92	103	103	103	103	103
November 2015	85	85	85	85	85	106	106	106	106	106	85	85	85	85	85	106	106	106	106	106
November 2016	77	77	77	77	77	109	109	109	109	109	77	77	77	77	77	109	109	109	109	109
November 2017	68	68	68	68	68	113	113	113	113	113	68	68	68	68	43	113	113	113	113	113
November 2018	60	60	60	60	60	116	116	116	116	116	60	60	60	60	32	116	116	116	116	98
November 2019	51	51	51	51	0	120	120	120	120	105	51	51	51	31	0	120	120	120	113	75
November 2020	42	42	42	42	0	123	123	123	123	63	42	42	42	25	0	123	123	123	104	45
November 2021	33	33	33	11	0	127	127	127	127	38	33	33	33	4	0	127	127	127	92	27
November 2022	23	23	23	0	0	131	131	131	93	22	23	23	14	0	0	131	131	128	66	16
November 2023	13	13	13	0	0	135	135	135	65	13	13	13	8	0	0	135	135	121	46	9
November 2024	3	3	3	0	0	139	139	139	44	8	3	3	2	0	0	139	139	116	32	5
November 2025	0	0	0	0	0	140	140	140	30	4	0	0	0	0	0	140	137	106	21	3
November 2026	0	0	0	0	0	140	140	122	20	2	0	0	0	0	0	140	128	86	14	2
November 2027	0	0	0	0	0	140	140	92	13	1	0	0	0	0	0	140	120	65	9	1
November 2028	0	0	0	0	0	140	140	67	8	1	0	0	0	0	0	140	110	47	6	1
November 2029	0	0	0	0	0	140	125	46	5	*	0	0	0	0	0	140	89	32	3	*
November 2030	0	0	0	0	0	140	83	28	3	*	0	0	0	0	0	137	59	20	2	*
November 2031	0	0	0	0	0	140	44	14	1	*	0	0	0	0	0	121	31	10	1	*
November 2032	0	0	0	0	0	118	8	3	*	*	0	0	0	0	0	83	6	2	*	*
November 2033	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average																				
Life (years)**	6.0	6.0	6.0	5.4	4.4	19.4	17.4	15.2	10.7	7.7	6.0	6.0	5.9	4.9	3.9	19.0	16.4	14.2	9.8	7.0

Date	BY Class				
	PSA Prepayment Assumption				
	0%	100%	200%	400%	600%
Initial Percent	100	100	100	100	100
November 2014	100	100	100	100	100
November 2015	100	100	100	100	100
November 2016	100	100	100	100	100
November 2017	100	100	100	100	93
November 2018	100	100	100	100	79
November 2019	100	100	100	90	53
November 2020	100	100	100	81	32
November 2021	100	100	100	66	19
November 2022	100	100	95	47	11
November 2023	100	100	89	33	7
November 2024	100	100	83	22	4
November 2025	100	98	75	15	2
November 2026	100	91	62	10	1
November 2027	100	85	46	7	1
November 2028	100	78	34	4	*
November 2029	100	63	23	2	*
November 2030	98	42	14	1	*
November 2031	86	22	7	1	*
November 2032	59	4	1	*	*
November 2033	0	0	0	0	0
Weighted Average					
Life (years)**	19.0	16.4	13.8	9.3	6.6

* 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.

Date	CB, CF, CS†, CG, CD, CE and CA Classes									CV Class								
	PSA Prepayment Assumption									PSA Prepayment Assumption								
	0%	100%	120%	150%	200%	250%	400%	800%	1100%	0%	100%	120%	150%	200%	250%	400%	800%	1100%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
November 2014	98	89	88	88	88	88	88	61	38	93	93	93	93	93	93	93	93	93
November 2015	95	79	76	76	76	76	67	29	9	85	85	85	85	85	85	85	85	85
November 2016	93	70	66	66	66	66	49	12	0	77	77	77	77	77	77	77	77	35
November 2017	90	61	56	56	56	56	35	3	0	69	69	69	69	69	69	69	69	0
November 2018	88	52	47	47	47	47	24	0	0	60	60	60	60	60	60	60	60	0
November 2019	85	44	38	38	38	38	17	0	0	51	51	51	51	51	51	51	51	0
November 2020	81	36	30	30	30	30	11	0	0	42	42	42	42	42	42	42	42	0
November 2021	78	29	24	24	24	24	6	0	0	32	32	32	32	32	32	32	32	0
November 2022	74	22	19	19	19	19	3	0	0	22	22	22	22	22	22	22	22	0
November 2023	70	15	14	14	14	14	1	0	0	12	12	12	12	12	12	12	12	0
November 2024	66	11	11	11	11	11	0	0	0	1	1	1	1	1	1	1	0	0
November 2025	62	8	8	8	8	8	0	0	0	0	0	0	0	0	0	0	0	0
November 2026	57	5	5	5	5	5	0	0	0	0	0	0	0	0	0	0	0	0
November 2027	52	3	3	3	3	3	0	0	0	0	0	0	0	0	0	0	0	0
November 2028	47	1	1	1	1	1	0	0	0	0	0	0	0	0	0	0	0	0
November 2029	41	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2030	35	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2031	28	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2032	21	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2033	13	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2034	5	0	0	0	0	0	0	0	0	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
November 2036	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
November 2038	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
November 2040	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
November 2042	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
Weighted Average																		
Life (years)**	13.3	5.8	5.4	5.4	5.4	5.4	3.5	1.6	1.0	6.0	6.0	6.0	6.0	6.0	6.0	6.0	4.0	2.7

Date	CZ Class									KC Class								
	PSA Prepayment Assumption									PSA Prepayment Assumption								
	0%	100%	120%	150%	200%	250%	400%	800%	1100%	0%	100%	120%	150%	200%	250%	400%	800%	1100%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
November 2014	104	104	104	104	104	104	104	104	104	100	100	100	71	71	71	57	0	0
November 2015	108	108	108	108	108	108	108	108	108	100	100	100	48	48	48	0	0	0
November 2016	113	113	113	113	113	113	113	113	113	100	100	100	29	29	29	0	0	0
November 2017	117	117	117	117	117	117	117	117	44	100	100	100	15	15	15	0	0	0
November 2018	122	122	122	122	122	122	122	122	15	100	100	100	5	5	5	0	0	0
November 2019	127	127	127	127	127	127	127	62	5	100	100	100	0	0	0	0	0	0
November 2020	132	132	132	132	132	132	132	31	2	100	100	93	0	0	0	0	0	0
November 2021	138	138	138	138	138	138	138	16	1	100	100	78	0	0	0	0	0	0
November 2022	143	143	143	143	143	143	143	8	*	100	100	55	0	0	0	0	0	0
November 2023	149	149	149	149	149	149	149	4	*	100	100	27	0	0	0	0	0	0
November 2024	155	155	155	155	155	155	130	2	*	100	77	0	0	0	0	0	0	0
November 2025	156	156	156	156	156	156	95	1	*	100	40	0	0	0	0	0	0	0
November 2026	156	156	156	156	156	156	69	*	*	100	0	0	0	0	0	0	0	0
November 2027	156	156	156	156	156	156	50	*	*	100	0	0	0	0	0	0	0	0
November 2028	156	156	156	156	156	156	36	*	*	100	0	0	0	0	0	0	0	0
November 2029	156	153	153	153	153	153	26	*	*	100	0	0	0	0	0	0	0	0
November 2030	156	121	121	121	121	121	18	*	*	100	0	0	0	0	0	0	0	0
November 2031	156	95	95	95	95	95	13	*	*	100	0	0	0	0	0	0	0	0
November 2032	156	73	73	73	73	73	9	*	0	100	0	0	0	0	0	0	0	0
November 2033	156	56	56	56	56	56	6	*	0	100	0	0	0	0	0	0	0	0
November 2034	156	41	41	41	41	41	4	*	0	100	0	0	0	0	0	0	0	0
November 2035	60	30	30	30	30	30	3	*	0	100	0	0	0	0	0	0	0	0
November 2036	21	21	21	21	21	21	2	*	0	1	0	0	0	0	0	0	0	0
November 2037	13	13	13	13	13	13	1	*	0	0	0	0	0	0	0	0	0	0
November 2038	8	8	8	8	8	8	*	*	0	0	0	0	0	0	0	0	0	0
November 2039	3	3	3	3	3	3	*	*	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	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
November 2043	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average																		
Life (years)**	22.3	19.5	19.5	19.5	19.5	19.5	13.6	6.5	4.1	22.6	11.7	9.1	2.2	2.2	2.2	1.0	0.4	0.2

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

Date	ZC Class									Z Class								
	PSA Prepayment Assumption									PSA Prepayment Assumption								
	0%	100%	120%	150%	200%	250%	400%	800%	1100%	0%	100%	120%	150%	200%	250%	400%	800%	1100%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
November 2014	104	104	104	104	104	104	104	0	0	104	104	104	104	82	60	0	0	0
November 2015	108	108	108	108	108	108	0	0	0	108	108	108	108	70	32	0	0	0
November 2016	113	113	113	113	113	113	0	0	0	113	113	113	113	62	14	0	0	0
November 2017	117	117	117	117	117	117	0	0	0	117	117	117	117	58	4	0	0	0
November 2018	122	122	122	122	122	122	0	0	0	122	122	122	122	57	*	0	0	0
November 2019	127	127	127	43	43	0	0	0	0	127	127	127	126	58	0	0	0	0
November 2020	132	132	132	43	43	0	0	0	0	132	132	132	126	57	0	0	0	0
November 2021	138	138	138	43	43	0	0	0	0	138	138	138	123	54	0	0	0	0
November 2022	143	143	143	43	43	0	0	0	0	143	143	143	119	51	0	0	0	0
November 2023	149	149	149	43	43	0	0	0	0	149	149	149	112	48	0	0	0	0
November 2024	155	155	43	43	43	0	0	0	0	155	155	153	105	44	0	0	0	0
November 2025	161	161	43	43	43	0	0	0	0	161	161	143	97	40	0	0	0	0
November 2026	168	43	43	43	43	0	0	0	0	168	168	132	89	35	0	0	0	0
November 2027	175	43	43	43	43	0	0	0	0	175	155	121	80	31	0	0	0	0
November 2028	182	43	43	43	43	0	0	0	0	182	142	110	72	27	0	0	0	0
November 2029	189	43	43	43	43	0	0	0	0	189	129	99	64	24	0	0	0	0
November 2030	197	43	43	43	43	0	0	0	0	197	115	88	56	20	0	0	0	0
November 2031	205	43	43	43	43	0	0	0	0	205	102	77	48	17	0	0	0	0
November 2032	214	43	43	43	43	0	0	0	0	214	89	66	41	14	0	0	0	0
November 2033	222	43	43	43	43	0	0	0	0	222	76	56	34	12	0	0	0	0
November 2034	231	43	43	43	43	0	0	0	0	231	63	46	28	9	0	0	0	0
November 2035	241	43	43	43	43	0	0	0	0	241	51	37	22	7	0	0	0	0
November 2036	251	43	43	43	43	0	0	0	0	251	40	29	17	5	0	0	0	0
November 2037	43	43	43	43	43	0	0	0	0	206	29	20	12	4	0	0	0	0
November 2038	43	43	43	43	43	0	0	0	0	157	18	13	7	2	0	0	0	0
November 2039	43	43	43	43	43	0	0	0	0	104	9	6	3	1	0	0	0	0
November 2040	43	43	43	43	43	0	0	0	0	47	1	1	*	*	0	0	0	0
November 2041	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
November 2043	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average																		
Life (years)**	23.8	16.7	15.6	13.3	13.3	5.8	1.3	0.4	0.2	25.6	19.6	18.3	16.5	9.4	1.6	0.5	0.2	0.1

Date	CY Class									BA Class								
	PSA Prepayment Assumption									PSA Prepayment Assumption								
	0%	100%	120%	150%	200%	250%	400%	800%	1100%	0%	100%	120%	150%	200%	250%	400%	800%	1100%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
November 2014	100	100	100	100	100	100	100	100	100	98	90	88	88	88	88	88	63	42
November 2015	100	100	100	100	100	100	100	100	100	96	80	78	78	78	78	69	32	14
November 2016	100	100	100	100	100	100	100	100	85	93	71	68	68	68	68	52	17	5
November 2017	100	100	100	100	100	100	100	100	28	91	63	58	58	58	58	38	8	2
November 2018	100	100	100	100	100	100	100	79	9	88	55	49	49	49	49	28	4	1
November 2019	100	100	100	100	100	100	100	40	3	85	47	41	41	41	41	21	2	*
November 2020	100	100	100	100	100	100	100	20	1	82	40	34	34	34	34	16	1	*
November 2021	100	100	100	100	100	100	100	10	*	79	33	28	28	28	28	12	1	*
November 2022	100	100	100	100	100	100	100	5	*	76	26	23	23	23	23	8	*	*
November 2023	100	100	100	100	100	100	100	3	*	72	20	19	19	19	19	6	*	*
November 2024	100	100	100	100	100	100	84	1	*	68	16	16	16	16	16	5	*	*
November 2025	100	100	100	100	100	100	61	1	*	64	13	13	13	13	13	3	*	*
November 2026	100	100	100	100	100	100	44	*	*	59	10	10	10	10	10	2	*	*
November 2027	100	100	100	100	100	100	32	*	*	55	8	8	8	8	8	2	*	*
November 2028	100	100	100	100	100	100	23	*	*	49	7	7	7	7	7	1	*	*
November 2029	100	98	98	98	98	98	16	*	*	44	5	5	5	5	5	1	*	*
November 2030	100	78	78	78	78	78	12	*	*	38	4	4	4	4	4	1	*	0
November 2031	100	61	61	61	61	61	8	*	*	32	3	3	3	3	3	*	*	0
November 2032	100	47	47	47	47	47	6	*	0	25	3	3	3	3	3	*	*	0
November 2033	100	36	36	36	36	36	4	*	0	18	2	2	2	2	2	*	*	0
November 2034	100	27	27	27	27	27	3	*	0	10	1	1	1	1	1	*	*	0
November 2035	38	19	19	19	19	19	2	*	0	2	1	1	1	1	1	*	*	0
November 2036	13	13	13	13	13	13	1	*	0	1	1	1	1	1	1	*	*	0
November 2037	9	9	9	9	9	9	1	*	0	*	*	*	*	*	*	*	*	0
November 2038	5	5	5	5	5	5	*	*	0	*	*	*	*	*	*	*	*	0
November 2039	2	2	2	2	2	2	*	*	0	*	*	*	*	*	*	*	0	0
November 2040	*	*	*	*	*	*	*	0	0	*	*	*	*	*	*	*	0	0
November 2041	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
November 2043	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average																		
Life (years)**	22.3	19.5	19.5	19.5	19.5	19.5	13.5	6.1	3.8	13.8	6.5	6.2	6.2	6.2	6.2	4.1	1.8	1.1

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

Date	DA Class					DV Class					DZ Class				
	PSA Prepayment Assumption					PSA Prepayment Assumption					PSA Prepayment Assumption				
	0%	100%	150%	400%	500%	0%	100%	150%	400%	500%	0%	100%	150%	400%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
November 2014	98	93	90	78	73	94	94	94	94	94	104	104	104	104	104
November 2015	97	83	77	51	41	87	87	87	87	87	107	107	107	107	107
November 2016	95	74	65	29	18	81	81	81	81	81	111	111	111	111	111
November 2017	93	65	54	13	1	74	74	74	74	74	115	115	115	115	115
November 2018	91	57	44	1	0	67	67	67	67	0	119	119	119	119	112
November 2019	89	49	35	0	0	59	59	59	0	0	123	123	123	120	76
November 2020	86	42	28	0	0	52	52	52	0	0	128	128	128	89	52
November 2021	84	35	20	0	0	44	44	44	0	0	132	132	132	65	35
November 2022	81	29	14	0	0	35	35	35	0	0	137	137	137	48	24
November 2023	78	23	8	0	0	27	27	27	0	0	142	142	142	35	16
November 2024	75	18	3	0	0	18	18	18	0	0	147	147	147	26	11
November 2025	72	13	0	0	0	9	9	0	0	0	152	152	150	19	7
November 2026	69	8	0	0	0	0	0	0	0	0	157	157	130	14	5
November 2027	65	4	0	0	0	0	0	0	0	0	157	157	113	10	3
November 2028	61	0	0	0	0	0	0	0	0	0	157	156	97	7	2
November 2029	57	0	0	0	0	0	0	0	0	0	157	138	83	5	1
November 2030	53	0	0	0	0	0	0	0	0	0	157	121	71	4	1
November 2031	49	0	0	0	0	0	0	0	0	0	157	106	60	3	1
November 2032	44	0	0	0	0	0	0	0	0	0	157	92	50	2	*
November 2033	39	0	0	0	0	0	0	0	0	0	157	78	42	1	*
November 2034	33	0	0	0	0	0	0	0	0	0	157	66	34	1	*
November 2035	27	0	0	0	0	0	0	0	0	0	157	54	27	1	*
November 2036	21	0	0	0	0	0	0	0	0	0	157	44	21	*	*
November 2037	15	0	0	0	0	0	0	0	0	0	157	34	16	*	*
November 2038	8	0	0	0	0	0	0	0	0	0	157	25	11	*	*
November 2039	1	0	0	0	0	0	0	0	0	0	157	17	7	*	*
November 2040	0	0	0	0	0	0	0	0	0	0	124	9	4	*	*
November 2041	0	0	0	0	0	0	0	0	0	0	85	2	1	*	*
November 2042	0	0	0	0	0	0	0	0	0	0	44	0	0	0	0
November 2043	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average															
Life (years)**	16.3	6.5	4.9	2.2	1.9	7.0	7.0	6.9	4.6	3.9	28.2	20.5	17.6	9.2	7.5

Date	PT Class				
	PSA Prepayment Assumption				
	0%	100%	150%	500%	800%
Initial Percent	100	100	100	100	100
November 2014	95	89	87	69	54
November 2015	91	78	73	45	26
November 2016	85	68	62	29	13
November 2017	80	58	52	19	6
November 2018	74	50	43	12	3
November 2019	68	42	35	7	1
November 2020	62	34	27	5	1
November 2021	55	28	21	3	*
November 2022	48	21	16	2	*
November 2023	40	15	11	1	*
November 2024	32	10	7	*	*
November 2025	24	5	4	*	*
November 2026	15	1	*	*	*
November 2027	6	0	0	0	0
November 2028	0	0	0	0	0
Weighted Average					
Life (years)**	8.3	5.5	4.9	2.4	1.5

* 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.

Characteristics of the Residual Classes

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

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

CERTAIN ADDITIONAL FEDERAL INCOME TAX CONSEQUENCES

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

U.S. Treasury Circular 230 Notice

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

REMIC Elections and Special Tax Attributes

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

Notwithstanding the foregoing, the Mortgage Loans backing the Group 1 Underlying REMIC Certificates, the Group 2 Underlying RCR Certificate, the Group 3 MBS, Group 4 MBS and the Group 7 MBS have loan-to-value ratios at origination ranging from greater than 105% up to 125%. See “Description of the Certificates—The Trust MBS” and “—The Underlying REMIC and RCR Certificates” in this prospectus supplement. A portion of the Group 1 Classes, Group 2 Classes, Group 3 Classes, Group 4 Classes and Group 7 Classes may not be treated as “real estate assets” within the

meaning of section 856(c)(5)(B) of the Code. See “Material Federal Income Tax Consequences—Special Tax Attributes” in the MBS Prospectus dated March 1, 2013. Accordingly, special tax considerations may apply to a real estate investment trust that holds a REMIC Certificate of a Group 1, Group 2, Group 3, Group 4 or Group 7 Class, and we may be obligated to provide additional information, pursuant to Regulations under section 6049 of the Code, on such Classes. See “Material Federal Income Tax Consequences—REMIC Election and Special Tax Attributes” in the REMIC Prospectus.

Taxation of Beneficial Owners of Regular Certificates

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

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

<u>Group</u>	<u>Prepayment Assumption</u>
1	200% PSA
2	200% PSA
3	200% PSA
4	200% PSA
5	200% PSA
6	200% PSA
7	150% PSA
8	150% PSA

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

Taxation of Beneficial Owners of Residual Certificates

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

Taxation of Beneficial Owners of RCR Certificates

The RCR Classes will be created, sold and administered pursuant to an arrangement that will be classified as a grantor trust under subpart E, part I of subchapter J of the Code. The Regular

Certificates that are exchanged for RCR Certificates set forth in Schedule 1 (including any exchanges effective on the Settlement Date) will be the assets of the trust, and the RCR Certificates will represent an ownership interest of the underlying Regular Certificates. For a general discussion of the federal income tax treatment of beneficial owners of Regular Certificates, see “Material Federal Income Tax Consequences” in the REMIC Prospectus.

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

PLAN OF DISTRIBUTION

We are obligated to deliver the Certificates to Merrill Lynch, Pierce, Fenner & Smith Incorporated (the “Dealer”) in exchange for the Underlying REMIC and RCR Certificates and the Trust MBS. The Dealer proposes to offer the Certificates directly to the public from time to time in negotiated transactions at varying prices to be determined at the time of sale. The Dealer may effect these transactions to or through other dealers.

On the Settlement Date, we are obligated to transfer the PT Class to Fannie Mae Mega Trust Number 310137 (CUSIP Number 31374CPW0) and to deliver the related Mega certificates to the Dealer.

LEGAL MATTERS

Katten Muchin Rosenman LLP will provide legal representation for Fannie Mae. Orrick, Herrington & Sutcliffe LLP will provide legal representation for the Dealer.

Exhibit A

Group 1 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)
2013-70	VB	June 2013	3136AEZ59	3.0%	FIX	May 2030	SEQ/AD	\$ 6,938,000	1.00000000	\$ 6,938,000.00	3.699%	347	10
2013-72	VB	June 2013	3136AFBF0	3.0	FIX	January 2038	SEQ/AD	17,635,506	1.00000000	17,635,506.00	3.700	345	7

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

Group 2 Underlying RCR Certificate

Underlying REMIC Trust	Class	Date of Issue	CUSIP Number	Interest Rate	Interest Type(1)	Final Distribution Date	Principal Type(1)	Original Principal Balance of Class	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)
2013-80	CV	July 2013	3136AFA20	4.0%	FIX	July 2032	SEQ/AD	\$72,985,509	0.98806599	\$62,233,839.31	4.504%	340	11

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

Group 6 Underlying REMIC Certificate

Underlying REMIC Trust	Class	Date of Issue	CUSIP Number	Interest Rate	Interest Type(1)	Final Distribution Date	Principal Type(1)	Original Principal Balance of Class	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)
2011-83	GA	August 2011	3136A0T72	4.0%	FIX	September 2041	PT	\$500,187,056	0.69262119	\$325,661,518.25	5.376%	323	31

(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 Certificates

Underlying REMIC Trust	Class	Date of Issue	CUSIP Number	Interest Rate	Interest Type(1)	Final Distribution Date	Principal Type(1)	Original Principal or Notional Principal Balance of Class	November 2013 Class Factor	Principal or Notional Principal Balance in the Lower Tier REMIC	Approximate Weighted Average WAC	Approximate Weighted Average WAM (in months)	Approximate Weighted Average WALA (in months)
2013-32	LB	March 2013	3136ADJY6	1.25%	FIX	April 2028	PT	\$20,000,000	0.86050036	\$17,210,007.20	3.496%	158	20
2013-61	GM	May 2013	3136AETF4	1.50	FIX	June 2028	PT	20,000,000	0.89019257	17,803,851.40	3.496	158	20
2013-70	DE	June 2013	3136AEY68	1.50	FIX	July 2028	SC/PT	20,000,000	0.92719750	18,543,950.00	3.496	158	20
2013-70	DG	June 2013	3136AEY84	1.75	FIX	July 2028	SC/PT	23,329,821	0.92719750	13,286,574.21	3.496	158	20
2013-70	DI	June 2013	3136AEY76	3.00	FIX/IO	July 2028	NTL	57,740,967	0.92719751	33,749,144.69	3.496	158	20

(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								
EV	\$ 7,055,000	VB(3)	\$ 24,573,506	SC/PT	3.00%	FIX	3136AHQX1	January 2038
EZ	17,518,506							
Recombination 2								
HZ	3,901,000	JZ	17,155,577	SEQ	3.50	FIX/Z	3136AHQY9	December 2033
ZJ	13,254,577							
Recombination 3								
JV	8,211,000	JY(4)	25,366,577	SEQ	3.50	FIX	3136AHQZ6	December 2033
HZ	3,901,000							
ZJ	13,254,577							
Recombination 4								
LV	1,734,000	BV	4,489,000	SEQ/AD	3.00	FIX	3136AHRA0	April 2025
NV	900,000							
GV	342,000							
TV	1,513,000							
Recombination 5								
LZ	4,309,000	BZ	11,157,000	SEQ	3.00	FIX/Z	3136AHRB8	December 2033
NZ	2,238,000							
GZ	849,000							
TZ	3,761,000							
Recombination 6								
LV	1,734,000	BY(5)	15,646,000	SEQ	3.00	FIX	3136AHRC6	December 2033
NV	900,000							
GV	342,000							
TV	1,513,000							
LZ	4,309,000							
NZ	2,238,000							
GZ	849,000							
TZ	3,761,000							

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 7								
CB	\$155,018,750	CD	\$177,164,286	SC/PAC/AD	3.00%	FIX	3136AHRE2	September 2041
CF	22,145,536							
CS	22,145,536(6)							
Recombination 8								
CB	155,018,750	CE	206,691,667	SC/PAC/AD	3.50	FIX	3136AHRF9	September 2041
CF	51,672,917							
CS	51,672,917(6)							
Recombination 9								
CB	155,018,750	CA	248,030,000	SC/PAC/AD	4.00	FIX	3136AHRG7	September 2041
CF	93,011,250							
CS	93,011,250(6)							
Recombination 10								
CV	5,103,000	CY(7)	14,259,000	SC/PAC/AD	4.00	FIX	3136AHRH5	September 2041
CZ	9,156,000							
Recombination 11								
CB	155,018,750	BA(8)	262,289,000	SC/PAC/AD	4.00	FIX	3136AHRJ1	September 2041
CF	93,011,250							
CS	93,011,250(6)							
CV	5,103,000							
CZ	9,156,000							

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 12								
CB	\$155,018,750	CG	\$165,353,334	SC/PAC/AD	2.75%	FIX	3136AHRD4	September 2041
CF	10,334,584							
CS	10,334,584(6)							

- (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) Principal payments on the REMIC Certificates in Recombination 1 from the EZ Accrual Amount will be paid as interest on the related RCR Certificates and thus will not reduce the principal balances of those RCR Certificates.
- (4) Principal payments on the REMIC Certificates in Recombination 3 from the HZ and ZJ Accrual Amounts will be paid as interest on the related RCR Certificates and thus will not reduce the principal balances of those RCR Certificates.
- (5) Principal payments on the REMIC Certificates in Recombination 6 from the LZ, NZ, GZ and TZ Accrual Amounts will be paid as interest on the related RCR Certificates and thus will not reduce the principal balances of those RCR Certificates.
- (6) Notional principal balance. This Class is an Interest Only Class. See page S-6 for a description of how its notional principal balance is calculated.
- (7) Principal payments on the REMIC Certificates in Recombination 10 from the CZ Accrual Amount will be paid as interest on the related RCR Certificates and thus will not reduce the principal balances of those RCR Certificates.
- (8) Principal payments on the REMIC Certificates in Recombination 11 from the CZ Accrual Amount will be paid as interest on the related RCR Certificates and thus will not reduce the principal balances of those RCR Certificates.

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	\$262,289,000.00	July 2018	\$137,240,582.60	March 2023	\$ 57,065,788.28
December 2013	259,679,228.02	August 2018	135,357,712.05	April 2023	56,136,676.88
January 2014	257,078,739.10	September 2018	133,485,575.37	May 2023	55,221,522.12
February 2014	254,493,790.50	October 2018	131,624,099.13	June 2023	54,320,123.07
March 2014	251,924,279.74	November 2018	129,773,210.29	July 2023	53,432,281.63
April 2014	249,370,104.94	December 2018	127,932,836.29	August 2023	52,557,802.51
May 2014	246,831,164.88	January 2019	126,102,905.00	September 2023	51,696,493.12
June 2014	244,307,358.92	February 2019	124,283,344.69	October 2023	50,848,163.62
July 2014	241,798,587.05	March 2019	122,474,084.09	November 2023	50,012,626.80
August 2014	239,304,749.85	April 2019	120,675,052.34	December 2023	49,189,698.11
September 2014	236,825,748.54	May 2019	118,886,179.01	January 2024	48,379,195.58
October 2014	234,361,484.89	June 2019	117,107,394.09	February 2024	47,580,939.80
November 2014	231,911,861.31	July 2019	115,338,627.99	March 2024	46,794,753.91
December 2014	229,476,780.78	August 2019	113,579,811.52	April 2024	46,020,463.49
January 2015	227,056,146.87	September 2019	111,830,875.93	May 2024	45,257,896.61
February 2015	224,649,863.75	October 2019	110,091,752.84	June 2024	44,506,883.77
March 2015	222,257,836.14	November 2019	108,376,582.05	July 2024	43,767,257.82
April 2015	219,879,969.37	December 2019	106,686,599.09	August 2024	43,038,853.99
May 2015	217,516,169.33	January 2020	105,021,446.03	September 2024	42,321,509.82
June 2015	215,166,342.48	February 2020	103,380,769.93	October 2024	41,615,065.15
July 2015	212,830,395.85	March 2020	101,764,222.76	November 2024	40,919,362.07
August 2015	210,508,237.03	April 2020	100,171,461.34	December 2024	40,234,244.90
September 2015	208,199,774.17	May 2020	98,602,147.28	January 2025	39,559,560.16
October 2015	205,904,915.99	June 2020	97,055,946.92	February 2025	38,895,156.51
November 2015	203,623,571.73	July 2020	95,532,531.22	March 2025	38,240,884.77
December 2015	201,355,651.21	August 2020	94,031,575.76	April 2025	37,596,597.86
January 2016	199,101,064.79	September 2020	92,552,760.63	May 2025	36,962,150.77
February 2016	196,859,723.36	October 2020	91,095,770.40	June 2025	36,337,400.55
March 2016	194,631,538.35	November 2020	89,660,294.03	July 2025	35,722,206.25
April 2016	192,416,421.74	December 2020	88,246,024.82	August 2025	35,116,428.93
May 2016	190,214,286.03	January 2021	86,852,660.35	September 2025	34,519,931.59
June 2016	188,025,044.26	February 2021	85,479,902.44	October 2025	33,932,579.19
July 2016	185,848,609.98	March 2021	84,127,457.07	November 2025	33,354,238.59
August 2016	183,684,897.26	April 2021	82,795,034.30	December 2025	32,784,778.52
September 2016	181,533,820.72	May 2021	81,482,348.27	January 2026	32,224,069.59
October 2016	179,395,295.45	June 2021	80,189,117.11	February 2026	31,671,984.22
November 2016	177,269,237.09	July 2021	78,915,062.88	March 2026	31,128,396.64
December 2016	175,155,561.76	August 2021	77,659,911.53	April 2026	30,593,182.87
January 2017	173,054,186.12	September 2021	76,423,392.86	May 2026	30,066,220.67
February 2017	170,965,027.30	October 2021	75,205,240.40	June 2026	29,547,389.55
March 2017	168,888,002.94	November 2021	74,005,191.47	July 2026	29,036,570.71
April 2017	166,823,031.18	December 2021	72,822,987.01	August 2026	28,533,647.04
May 2017	164,770,030.65	January 2022	71,658,371.63	September 2026	28,038,503.09
June 2017	162,728,920.48	February 2022	70,511,093.47	October 2026	27,551,025.03
July 2017	160,699,620.26	March 2022	69,380,904.24	November 2026	27,071,100.68
August 2017	158,682,050.10	April 2022	68,267,559.08	December 2026	26,598,619.42
September 2017	156,676,130.55	May 2022	67,170,816.61	January 2027	26,133,472.22
October 2017	154,681,782.68	June 2022	66,090,438.79	February 2027	25,675,551.56
November 2017	152,698,928.00	July 2022	65,026,190.93	March 2027	25,224,751.50
December 2017	150,727,488.50	August 2022	63,977,841.63	April 2027	24,780,967.57
January 2018	148,767,386.67	September 2022	62,945,162.73	May 2027	24,344,096.78
February 2018	146,818,545.41	October 2022	61,927,929.26	June 2027	23,914,037.62
March 2018	144,880,888.13	November 2022	60,925,919.44	July 2027	23,490,690.03
April 2018	142,954,338.67	December 2022	59,938,914.54	August 2027	23,073,955.33
May 2018	141,038,821.34	January 2023	58,966,698.96	September 2027	22,663,736.30
June 2018	139,134,260.92	February 2023	58,009,060.08	October 2027	22,259,937.05

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	\$ 21,862,463.10	May 2032	\$ 7,633,525.00	November 2036	\$ 1,904,096.78
December 2027	21,471,221.28	June 2032	7,471,314.54	December 2036	1,842,008.85
January 2028	21,086,119.76	July 2032	7,311,823.62	January 2037	1,781,085.42
February 2028	20,707,068.02	August 2032	7,155,010.81	February 2037	1,721,307.85
March 2028	20,333,976.82	September 2032	7,000,835.27	March 2037	1,662,657.79
April 2028	19,966,758.20	October 2032	6,849,256.76	April 2037	1,605,117.13
May 2028	19,605,325.46	November 2032	6,700,235.61	May 2037	1,548,668.07
June 2028	19,249,593.11	December 2032	6,553,732.75	June 2037	1,493,293.06
July 2028	18,899,476.91	January 2033	6,409,709.66	July 2037	1,438,974.80
August 2028	18,554,893.80	February 2033	6,268,128.38	August 2037	1,385,696.26
September 2028	18,215,761.91	March 2033	6,128,951.50	September 2037	1,333,440.66
October 2028	17,882,000.55	April 2033	5,992,142.18	October 2037	1,282,191.47
November 2028	17,553,530.16	May 2033	5,857,664.09	November 2037	1,232,013.97
December 2028	17,230,272.35	June 2033	5,725,481.44	December 2037	1,182,808.73
January 2029	16,912,149.80	July 2033	5,595,558.94	January 2038	1,134,559.99
February 2029	16,599,086.35	August 2033	5,467,861.85	February 2038	1,087,252.23
March 2029	16,291,006.89	September 2033	5,342,355.92	March 2038	1,040,870.15
April 2029	15,987,837.39	October 2033	5,219,007.39	April 2038	995,398.69
May 2029	15,689,504.90	November 2033	5,097,783.01	May 2038	950,823.01
June 2029	15,395,937.50	December 2033	4,978,649.99	June 2038	907,128.48
July 2029	15,107,064.28	January 2034	4,861,576.06	July 2038	864,300.73
August 2029	14,822,815.38	February 2034	4,746,529.39	August 2038	822,325.55
September 2029	14,543,121.92	March 2034	4,633,478.61	September 2038	781,189.00
October 2029	14,267,916.01	April 2034	4,522,392.84	October 2038	740,877.31
November 2029	13,997,130.73	May 2034	4,413,241.62	November 2038	701,376.93
December 2029	13,730,700.13	June 2034	4,305,994.96	December 2038	662,674.53
January 2030	13,468,559.20	July 2034	4,200,623.29	January 2039	625,749.99
February 2030	13,210,643.85	August 2034	4,097,097.50	February 2039	589,574.98
March 2030	12,956,890.94	September 2034	3,995,388.87	March 2039	554,165.15
April 2030	12,707,238.21	October 2034	3,895,469.14	April 2039	519,479.67
May 2030	12,461,624.29	November 2034	3,797,310.42	May 2039	485,506.55
June 2030	12,219,988.73	December 2034	3,700,885.28	June 2039	452,233.99
July 2030	11,982,271.89	January 2035	3,606,166.66	July 2039	419,766.43
August 2030	11,748,415.04	February 2035	3,513,127.91	August 2039	387,973.75
September 2030	11,518,360.28	March 2035	3,421,742.76	September 2039	356,888.30
October 2030	11,292,050.52	April 2035	3,331,985.33	October 2039	326,499.37
November 2030	11,069,429.51	May 2035	3,243,830.14	November 2039	296,800.22
December 2030	10,850,441.82	June 2035	3,157,252.06	December 2039	268,197.32
January 2031	10,635,032.80	July 2035	3,072,226.35	January 2040	240,249.01
February 2031	10,423,148.59	August 2035	2,988,728.61	February 2040	212,896.32
March 2031	10,214,736.11	September 2035	2,906,734.84	March 2040	186,329.49
April 2031	10,009,743.06	October 2035	2,826,221.34	April 2040	160,333.93
May 2031	9,808,117.86	November 2035	2,747,164.81	May 2040	134,900.03
June 2031	9,609,809.70	December 2035	2,669,542.27	June 2040	110,978.96
July 2031	9,414,768.50	January 2036	2,593,331.08	July 2040	88,797.27
August 2031	9,222,944.90	February 2036	2,518,508.95	August 2040	68,072.21
September 2031	9,034,290.25	March 2036	2,445,053.88	September 2040	50,042.93
October 2031	8,848,756.61	April 2036	2,372,944.25	October 2040	33,400.09
November 2031	8,666,296.72	May 2036	2,302,158.73	November 2040	23,626.93
December 2031	8,486,864.01	June 2036	2,232,676.30	December 2040	14,813.51
January 2032	8,310,412.60	July 2036	2,164,476.27	January 2041	7,771.69
February 2032	8,136,897.24	August 2036	2,097,538.24	February 2041	3,066.37
March 2032	7,966,273.37	September 2036	2,031,842.13	March 2041	381.36
April 2032	7,798,497.06	October 2036	1,967,368.14	April 2041 and 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	\$19,812,000.00	October 2018	\$ 1,042,494.14	September 2023	\$ 867.36
December 2013	19,286,618.21	November 2018	895,850.56	October 2023	867.36
January 2014	18,768,352.22	December 2018	753,600.11	November 2023	867.36
February 2014	18,258,847.48	January 2019	615,687.45	December 2023	867.36
March 2014	17,758,005.70	February 2019	482,057.80	January 2024	867.36
April 2014	17,265,729.53	March 2019	361,137.41	February 2024	867.36
May 2014	16,781,922.56	April 2019	258,227.58	March 2024	867.36
June 2014	16,306,489.31	May 2019	172,998.32	April 2024	867.36
July 2014	15,839,335.22	June 2019	105,124.79	May 2024	867.36
August 2014	15,380,366.66	July 2019	54,287.21	June 2024	867.36
September 2014	14,929,490.86	August 2019	20,170.86	July 2024	867.36
October 2014	14,486,616.03	September 2019	2,465.89	August 2024	867.36
November 2014	14,051,651.18	October 2019	867.36	September 2024	867.36
December 2014	13,624,506.26	November 2019	867.36	October 2024	867.36
January 2015	13,205,092.09	December 2019	867.36	November 2024	867.36
February 2015	12,793,320.31	January 2020	867.36	December 2024	867.36
March 2015	12,389,103.49	February 2020	867.36	January 2025	867.36
April 2015	11,992,354.98	March 2020	867.36	February 2025	867.36
May 2015	11,602,989.03	April 2020	867.36	March 2025	867.36
June 2015	11,220,920.70	May 2020	867.36	April 2025	867.36
July 2015	10,846,065.86	June 2020	867.36	May 2025	867.36
August 2015	10,478,341.23	July 2020	867.36	June 2025	867.36
September 2015	10,117,664.34	August 2020	867.36	July 2025	867.36
October 2015	9,763,953.50	September 2020	867.36	August 2025	867.36
November 2015	9,417,127.86	October 2020	867.36	September 2025	867.36
December 2015	9,077,107.32	November 2020	867.36	October 2025	867.36
January 2016	8,743,812.59	December 2020	867.36	November 2025	867.36
February 2016	8,417,165.14	January 2021	867.36	December 2025	867.36
March 2016	8,097,087.23	February 2021	867.36	January 2026	867.36
April 2016	7,783,501.87	March 2021	867.36	February 2026	867.36
May 2016	7,476,332.82	April 2021	867.36	March 2026	867.36
June 2016	7,175,504.60	May 2021	867.36	April 2026	867.36
July 2016	6,880,942.47	June 2021	867.36	May 2026	867.36
August 2016	6,592,572.44	July 2021	867.36	June 2026	867.36
September 2016	6,310,321.21	August 2021	867.36	July 2026	867.36
October 2016	6,034,116.24	September 2021	867.36	August 2026	867.36
November 2016	5,763,885.70	October 2021	867.36	September 2026	867.36
December 2016	5,499,558.45	November 2021	867.36	October 2026	867.36
January 2017	5,241,064.07	December 2021	867.36	November 2026	867.36
February 2017	4,988,332.83	January 2022	867.36	December 2026	867.36
March 2017	4,741,295.70	February 2022	867.36	January 2027	867.36
April 2017	4,499,884.32	March 2022	867.36	February 2027	867.36
May 2017	4,264,031.01	April 2022	867.36	March 2027	867.36
June 2017	4,033,668.77	May 2022	867.36	April 2027	867.36
July 2017	3,808,731.28	June 2022	867.36	May 2027	867.36
August 2017	3,589,152.82	July 2022	867.36	June 2027	867.36
September 2017	3,374,868.41	August 2022	867.36	July 2027	867.36
October 2017	3,165,813.64	September 2022	867.36	August 2027	867.36
November 2017	2,961,924.78	October 2022	867.36	September 2027	867.36
December 2017	2,763,138.75	November 2022	867.36	October 2027	867.36
January 2018	2,569,393.05	December 2022	867.36	November 2027	867.36
February 2018	2,380,625.85	January 2023	867.36	December 2027	867.36
March 2018	2,196,775.92	February 2023	867.36	January 2028	867.36
April 2018	2,017,782.65	March 2023	867.36	February 2028	867.36
May 2018	1,843,586.03	April 2023	867.36	March 2028	867.36
June 2018	1,674,126.64	May 2023	867.36	April 2028	867.36
July 2018	1,509,345.68	June 2023	867.36	May 2028	867.36
August 2018	1,349,184.94	July 2023	867.36	June 2028	867.36
September 2018	1,193,586.79	August 2023	867.36	July 2028	867.36

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 2028	\$ 867.36	December 2032	\$ 867.36	April 2037	\$ 867.36
September 2028	867.36	January 2033	867.36	May 2037	867.36
October 2028	867.36	February 2033	867.36	June 2037	867.36
November 2028	867.36	March 2033	867.36	July 2037	867.36
December 2028	867.36	April 2033	867.36	August 2037	867.36
January 2029	867.36	May 2033	867.36	September 2037	867.36
February 2029	867.36	June 2033	867.36	October 2037	867.36
March 2029	867.36	July 2033	867.36	November 2037	867.36
April 2029	867.36	August 2033	867.36	December 2037	867.36
May 2029	867.36	September 2033	867.36	January 2038	867.36
June 2029	867.36	October 2033	867.36	February 2038	867.36
July 2029	867.36	November 2033	867.36	March 2038	867.36
August 2029	867.36	December 2033	867.36	April 2038	867.36
September 2029	867.36	January 2034	867.36	May 2038	867.36
October 2029	867.36	February 2034	867.36	June 2038	867.36
November 2029	867.36	March 2034	867.36	July 2038	867.36
December 2029	867.36	April 2034	867.36	August 2038	867.36
January 2030	867.36	May 2034	867.36	September 2038	867.36
February 2030	867.36	June 2034	867.36	October 2038	867.36
March 2030	867.36	July 2034	867.36	November 2038	867.36
April 2030	867.36	August 2034	867.36	December 2038	867.36
May 2030	867.36	September 2034	867.36	January 2039	867.36
June 2030	867.36	October 2034	867.36	February 2039	867.36
July 2030	867.36	November 2034	867.36	March 2039	867.36
August 2030	867.36	December 2034	867.36	April 2039	867.36
September 2030	867.36	January 2035	867.36	May 2039	867.36
October 2030	867.36	February 2035	867.36	June 2039	867.36
November 2030	867.36	March 2035	867.36	July 2039	867.36
December 2030	867.36	April 2035	867.36	August 2039	867.36
January 2031	867.36	May 2035	867.36	September 2039	867.36
February 2031	867.36	June 2035	867.36	October 2039	867.36
March 2031	867.36	July 2035	867.36	November 2039	867.36
April 2031	867.36	August 2035	867.36	December 2039	867.36
May 2031	867.36	September 2035	867.36	January 2040	867.36
June 2031	867.36	October 2035	867.36	February 2040	867.36
July 2031	867.36	November 2035	867.36	March 2040	867.36
August 2031	867.36	December 2035	867.36	April 2040	867.36
September 2031	867.36	January 2036	867.36	May 2040	867.36
October 2031	867.36	February 2036	867.36	June 2040	867.36
November 2031	867.36	March 2036	867.36	July 2040	867.36
December 2031	867.36	April 2036	867.36	August 2040	867.36
January 2032	867.36	May 2036	867.36	September 2040	867.36
February 2032	867.36	June 2036	867.36	October 2040	867.36
March 2032	867.36	July 2036	867.36	November 2040	867.36
April 2032	867.36	August 2036	867.36	December 2040	867.36
May 2032	867.36	September 2036	867.36	January 2041	867.36
June 2032	867.36	October 2036	867.36	February 2041	867.36
July 2032	867.36	November 2036	867.36	March 2041	867.36
August 2032	867.36	December 2036	867.36	April 2041	225.36
September 2032	867.36	January 2037	867.36	May 2041 and	
October 2032	867.36	February 2037	867.36	thereafter	0.00
November 2032	867.36	March 2037	867.36		

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

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

TABLE OF CONTENTS

	Page
Table of Contents	S- 2
Available Information	S- 3
Summary	S- 4
Additional Risk Factors	S- 8
Description of the Certificates	S- 8
Certain Additional Federal Income Tax Consequences	S-27
Plan of Distribution	S-29
Legal Matters	S-29
Exhibit A	A- 1
Schedule 1	A- 3
Principal Balance Schedules	B- 1

\$871,637,118



**Guaranteed REMIC
Pass-Through Certificates**

Fannie Mae REMIC Trust 2013-126

PROSPECTUS SUPPLEMENT

BofA Merrill Lynch

November 21, 2013
