

**\$201,364,860**



**FannieMae®**

**Guaranteed REMIC Pass-Through Certificates  
Fannie Mae REMIC Trust 2013-139**

**The Certificates**

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

**Payments to Certificateholders**

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

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

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

**The Fannie Mae Guaranty**

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

**The Trust and its Assets**

The trust will own Fannie Mae MBS.

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
DA . . . . .	1	\$ 25,000,000	SEQ	3.0%	FIX	3136AHSX9	September 2033
BA(2) . . .	1	100,000,000	SEQ	2.0	FIX	3136AHSY7	September 2032
BI(2) . . . .	1	33,333,333(3)	NTL	3.0	FIX/IO	3136AHSZ4	September 2032
DV(2) . . .	1	3,831,000	SEQ/AD	3.0	FIX	3136AHTA8	May 2025
DZ(2) . . .	1	9,518,420	SEQ	3.0	FIX/Z	3136AHTB6	January 2034
EB(2) . . .	2	42,919,000	SEQ	2.0	FIX	3136AHTC4	August 2038
EI(2) . . . .	2	14,306,333(3)	NTL	3.0	FIX/IO	3136AHTD2	August 2038
EV(2) . . .	2	5,767,000	SEQ/AD	3.0	FIX	3136AHT E0	May 2025
EZ(2) . . .	2	14,329,440	SEQ	3.0	FIX/Z	3136AHT F7	January 2044
R . . . . .		0	NPR	0	NPR	3136AHTG5	January 2044
RL . . . . .		0	NPR	0	NPR	3136AHTH3	January 2044

- (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-5 for a description of how their notional principal balances are calculated.

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 BN, BD, BG, KA, EL, ED and EA Classes are the RCR classes. For a more detailed description of the RCR classes, see Schedule 1 attached to this prospectus supplement and “Description of the Certificates—Combination and Recombination—RCR Certificates” in the REMIC prospectus.

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

**Carefully consider the risk factors 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.

**Nomura**

December 23, 2013

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## AVAILABLE INFORMATION

You should purchase the certificates only if you have read and understood this prospectus supplement and the following documents (the “Disclosure Documents”):

- our Prospectus for Fannie Mae Guaranteed REMIC Pass-Through Certificates dated August 1, 2012 (the “REMIC Prospectus”);
- our Prospectus for Fannie Mae Guaranteed Pass-Through Certificates (Single-Family Residential Mortgage Loans) dated
  - March 1, 2013, for all MBS issued on or after March 1, 2013,
  - February 1, 2012, for all MBS issued on or after February 1, 2012 and prior to March 1, 2013,
  - July 1, 2011, for all MBS issued on or after July 1, 2011 and prior to February 1, 2012,
  - June 1, 2009, for all MBS issued on or after January 1, 2009 and prior to July 1, 2011,
  - April 1, 2008, for all MBS issued on or after June 1, 2007 and prior to January 1, 2009, or
  - January 1, 2006, for all other MBS(as applicable, the “MBS Prospectus”); 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 is incorporated by reference in this prospectus supplement. This means that we are disclosing information in that document by referring you to it. That document is considered part of this prospectus supplement, so you should read this prospectus supplement, and any applicable supplements or amendments, together with that document.

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

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

In addition, the Disclosure Documents, together with the class factors, are available on our corporate Web site at [www.fanniemae.com](http://www.fanniemae.com).

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

Nomura Securities International, Inc.  
Prospectus Department  
Worldwide Plaza  
309 West 49th Street  
New York, NY 10019-7316  
(telephone 1-212-667-1578)  
[mbstradesupport@us.nomura.com](mailto:mbstradesupport@us.nomura.com).

## SUMMARY

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

### Assets Underlying Each Group of Classes

<u>Group</u>	<u>Assets</u>
1	Group 1 MBS
2	Group 2 MBS

### Group 1 and Group 2

#### Characteristics of the MBS

	<u>Approximate Principal Balance</u>	<u>Pass- Through Rate</u>	<u>Range of Weighted Average Coupons or WACs (annual percentages)</u>	<u>Range of Weighted Average Remaining Terms to Maturity or WAMs (in months)</u>
Group 1 MBS	\$138,349,420	3.00%	3.25% to 5.50%	181 to 240
Group 2 MBS	\$ 63,015,440	3.00%	3.25% to 5.50%	241 to 360

#### Assumed Characteristics of the Underlying Mortgage Loans

	<u>Principal Balance</u>	<u>Original Term to Maturity (in months)</u>	<u>Remaining Term to Maturity (in months)</u>	<u>Loan Age (in months)</u>	<u>Interest Rate</u>
Group 1 MBS	\$138,349,420	240	223	15	3.54%
Group 2 MBS	\$ 63,015,440	360	345	12	3.67%

The actual remaining terms to maturity, loan ages and interest rates of most of the mortgage loans underlying the 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 December 30, 2013.

### Distribution Dates

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

### Record Date

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

## Book-Entry and Physical Certificates

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

### Fed Book-Entry

All classes of certificates other than the R and RL Classes

### Physical

R and RL Classes

## Exchanging Certificates Through Combination and Recombination

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

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

## Interest Rates

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

## Notional Classes

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

### Class

BI ..... 33.333333% of the BA Class  
EI ..... 33.333325567% of the EB 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>150%</u>	<u>200%</u>	<u>300%</u>	<u>400%</u>	<u>500%</u>	<u>700%</u>
DA .....	11.6	6.9	5.9	5.0	3.8	3.0	2.5	1.8
BA, BI, BD and BG .....	10.9	6.1	5.1	4.3	3.2	2.6	2.1	1.5
DV .....	6.0	6.0	6.0	6.0	5.7	5.1	4.6	3.6
DZ .....	19.4	16.6	15.6	14.4	12.2	10.2	8.6	6.2
BN .....	19.4	16.6	15.6	14.4	12.0	9.9	8.2	5.8
KA .....	11.5	6.9	5.8	5.0	3.8	3.1	2.5	1.9

  

<u>Group 2 Classes</u>	<u>PSA Prepayment Assumption</u>							
	<u>0%</u>	<u>100%</u>	<u>115%</u>	<u>200%</u>	<u>300%</u>	<u>400%</u>	<u>500%</u>	<u>600%</u>
EB, EI, ED and EA .....	15.0	5.7	5.2	3.5	2.5	2.0	1.6	1.4
EV .....	6.0	6.0	6.0	5.5	4.6	3.8	3.2	2.8
EZ .....	27.4	19.1	18.1	13.9	10.4	8.2	6.7	5.6
EL .....	27.4	19.1	18.1	13.4	9.8	7.6	6.1	5.0

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

## 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 December 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 two groups of Fannie Mae Guaranteed Mortgage Pass-Through Certificates (the “Group 1 MBS” and “Group 2 MBS” and together, the “MBS”).

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

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

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

<b>REMIC Designation</b>	<b>Assets</b>	<b>Regular Interests</b>	<b>Residual Interest</b>
Lower Tier REMIC . . . . .	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 and the MBS, see the applicable discussions appearing under the heading “Fannie Mae Guaranty” in the REMIC Prospectus and the MBS Prospectus. 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 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 MBS**

The MBS provide that principal and interest on the related Mortgage Loans are passed through monthly. The Mortgage Loans underlying the 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 20 years in the case of the Group 1 MBS; and up to 30 years in the case of the Group 2 MBS.

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

For additional information, see “Summary—Group 1 and Group 2—Characteristics of the 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.

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

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

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



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

## Distributions of Principal

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

- *Group 1*

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

} Accretion  
Directed  
Class and  
Accrual Class

The Group 1 Cash Flow Distribution Amount as follows:

— 18.6588169289% as follows:

*first*, to DA until retired; and

*second*, to DV and DZ, in that order, until retired, and

— 81.3411830711% as follows:

*first*, to BA until retired; and

*second*, to DV and DZ, in that order, until retired.

} Sequential  
Pay Classes

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

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

- *Group 2*

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

} Accretion  
Directed  
Class and  
Accrual Class

The Group 2 Cash Flow Distribution Amount to EB, EV and EZ, in that order, until retired.

} Sequential  
Pay Classes

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

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

## Structuring Assumptions

**Pricing Assumptions.** Except where otherwise noted, the information in the tables in this prospectus supplement has been prepared based on the following assumptions (the “Pricing Assumptions”):

- the Mortgage Loans underlying the MBS have the original terms to maturity, remaining terms to maturity, loan ages and interest rates specified under “Summary—Group 1 and Group 2—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 December 30, 2013; and
- each Distribution Date occurs on the 25th day of a month.



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

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

## Yield Tables for the Fixed Rate Interest Only Classes

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

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

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

We cannot assure you that

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

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

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

**The 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>
BI .....	181%
EI .....	153%

**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>
BI .....	13.50%
EI .....	12.50%

\* 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 BI Class to Prepayments

	PSA Prepayment Assumption							
	<u>50%</u>	<u>100%</u>	<u>150%</u>	<u>200%</u>	<u>300%</u>	<u>400%</u>	<u>500%</u>	<u>700%</u>
Pre-Tax Yields to Maturity . . .	11.5%	7.4%	2.9%	(1.9)%	(12.6)%	(24.2)%	(36.5)%	(61.9)%

### Sensitivity of the EI Class to Prepayments

	PSA Prepayment Assumption							
	<u>50%</u>	<u>100%</u>	<u>115%</u>	<u>200%</u>	<u>300%</u>	<u>400%</u>	<u>500%</u>	<u>600%</u>
Pre-Tax Yields to Maturity . . .	14.7%	8.1%	5.9%	(7.7)%	(24.9)%	(42.2)%	(58.8)%	(74.3)%

### Weighted Average Lives of the Certificates

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

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

- the timing of changes in the rate of principal distributions, and
- the priority sequences of distributions of principal of the Classes.

See “—Distributions of Principal” above.

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

### Decrement Tables

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

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

<u>Mortgage Loans Backing Trust Assets Specified Below</u>	<u>Original and Remaining Terms to Maturity</u>	<u>Interest Rates</u>
Group 1 MBS	240 months	5.50%
Group 2 MBS	360 months	5.50%

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

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

### Percent of Original Principal Balances Outstanding

<u>Date</u>	<u>DA Class</u>								<u>BA, B1†, BD and BG Classes</u>							
	<u>PSA Prepayment Assumption</u>								<u>PSA Prepayment Assumption</u>							
	<u>0%</u>	<u>100%</u>	<u>150%</u>	<u>200%</u>	<u>300%</u>	<u>400%</u>	<u>500%</u>	<u>700%</u>	<u>0%</u>	<u>100%</u>	<u>150%</u>	<u>200%</u>	<u>300%</u>	<u>400%</u>	<u>500%</u>	<u>700%</u>
Initial Percent .....	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
December 2014 .....	97	92	90	87	83	79	75	66	97	91	89	86	82	77	72	63
December 2015 .....	94	82	78	73	65	57	49	35	93	81	76	71	62	53	45	30
December 2016 .....	91	74	67	61	50	40	32	18	90	71	64	58	46	35	26	11
December 2017 .....	87	65	58	51	38	28	20	9	86	62	54	46	33	22	13	*
December 2018 .....	84	58	49	42	29	19	12	3	82	54	45	36	23	12	4	0
December 2019 .....	80	51	42	34	22	13	7	*	78	46	36	28	15	5	0	0
December 2020 .....	76	44	35	27	16	8	3	0	74	39	29	21	8	*	0	0
December 2021 .....	71	38	29	22	11	5	1	0	69	33	23	15	3	0	0	0
December 2022 .....	67	33	24	17	8	2	0	0	64	27	17	10	0	0	0	0
December 2023 .....	62	28	19	13	5	1	0	0	59	21	12	5	0	0	0	0
December 2024 .....	57	23	15	10	3	0	0	0	53	16	7	1	0	0	0	0
December 2025 .....	52	18	12	7	1	0	0	0	47	11	4	0	0	0	0	0
December 2026 .....	46	14	8	4	0	0	0	0	41	7	*	0	0	0	0	0
December 2027 .....	40	10	6	2	0	0	0	0	35	2	0	0	0	0	0	0
December 2028 .....	34	7	3	1	0	0	0	0	28	0	0	0	0	0	0	0
December 2029 .....	27	4	1	0	0	0	0	0	21	0	0	0	0	0	0	0
December 2030 .....	20	1	0	0	0	0	0	0	13	0	0	0	0	0	0	0
December 2031 .....	13	0	0	0	0	0	0	0	5	0	0	0	0	0	0	0
December 2032 .....	5	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
December 2033 .....	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)** .....	11.6	6.9	5.9	5.0	3.8	3.0	2.5	1.8	10.9	6.1	5.1	4.3	3.2	2.6	2.1	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.

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

Date	DV Class								DZ Class							
	PSA Prepayment Assumption								PSA Prepayment Assumption							
	0%	100%	150%	200%	300%	400%	500%	700%	0%	100%	150%	200%	300%	400%	500%	700%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
December 2014	92	92	92	92	92	92	92	92	103	103	103	103	103	103	103	103
December 2015	85	85	85	85	85	85	85	85	106	106	106	106	106	106	106	106
December 2016	77	77	77	77	77	77	77	77	109	109	109	109	109	109	109	109
December 2017	68	68	68	68	68	68	68	68	113	113	113	113	113	113	113	113
December 2018	60	60	60	60	60	60	60	0	116	116	116	116	116	116	116	83
December 2019	51	51	51	51	51	51	14	0	120	120	120	120	120	120	120	49
December 2020	42	42	42	42	42	42	0	0	123	123	123	123	123	123	85	27
December 2021	33	33	33	33	33	0	0	0	127	127	127	127	127	102	58	15
December 2022	23	23	23	23	8	0	0	0	131	131	131	131	131	74	39	8
December 2023	13	13	13	13	0	0	0	0	135	135	135	135	103	54	25	4
December 2024	3	3	3	3	0	0	0	0	139	139	139	139	78	38	16	2
December 2025	0	0	0	0	0	0	0	0	140	140	140	123	59	25	10	1
December 2026	0	0	0	0	0	0	0	0	140	140	140	95	44	17	6	1
December 2027	0	0	0	0	0	0	0	0	140	140	109	72	30	11	3	*
December 2028	0	0	0	0	0	0	0	0	140	126	82	53	19	6	2	*
December 2029	0	0	0	0	0	0	0	0	140	90	57	35	12	4	1	*
December 2030	0	0	0	0	0	0	0	0	140	56	34	19	6	2	*	*
December 2031	0	0	0	0	0	0	0	0	140	21	12	6	2	*	*	*
December 2032	0	0	0	0	0	0	0	0	103	0	0	0	0	0	0	0
December 2033	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	6.0	5.7	5.1	4.6	3.6	19.4	16.6	15.6	14.4	12.2	10.2	8.6	6.2

Date	BN Class								KA Class							
	PSA Prepayment Assumption								PSA Prepayment Assumption							
	0%	100%	150%	200%	300%	400%	500%	700%	0%	100%	150%	200%	300%	400%	500%	700%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
December 2014	100	100	100	100	100	100	100	100	97	92	89	87	83	79	74	66
December 2015	100	100	100	100	100	100	100	100	94	82	78	73	64	56	49	35
December 2016	100	100	100	100	100	100	100	100	91	73	67	61	49	40	31	17
December 2017	100	100	100	100	100	100	100	100	87	65	57	50	38	27	19	8
December 2018	100	100	100	100	100	100	100	59	83	57	49	41	28	18	11	4
December 2019	100	100	100	100	100	100	89	35	80	50	41	33	21	12	6	3
December 2020	100	100	100	100	100	100	61	19	76	44	34	27	15	7	4	1
December 2021	100	100	100	100	100	72	42	10	71	38	28	21	10	5	3	1
December 2022	100	100	100	100	96	53	28	6	67	32	23	16	7	4	2	*
December 2023	100	100	100	100	73	38	18	3	62	27	18	12	5	3	1	*
December 2024	100	100	100	100	55	27	11	2	57	22	14	9	4	2	1	*
December 2025	100	100	100	88	42	18	7	1	51	17	10	6	3	1	*	*
December 2026	100	100	100	68	31	12	4	*	46	13	7	5	2	1	*	*
December 2027	100	100	78	52	21	8	2	*	40	9	6	4	2	1	*	*
December 2028	100	90	58	38	14	5	1	*	33	6	4	3	1	*	*	*
December 2029	100	64	41	25	8	3	1	*	26	5	3	2	1	*	*	*
December 2030	100	40	24	14	4	1	*	*	19	3	2	1	*	*	*	*
December 2031	100	15	8	5	1	*	*	*	12	1	1	*	*	*	*	*
December 2032	74	0	0	0	0	0	0	0	5	0	0	0	0	0	0	0
December 2033	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	19.4	16.6	15.6	14.4	12.0	9.9	8.2	5.8	11.5	6.9	5.8	5.0	3.8	3.1	2.5	1.9

\* 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	EB, EI†, ED and EA Classes								EV Class							
	PSA Prepayment Assumption								PSA Prepayment Assumption							
	0%	100%	115%	200%	300%	400%	500%	600%	0%	100%	115%	200%	300%	400%	500%	600%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
December 2014	98	92	91	86	81	76	70	65	92	92	92	92	92	92	92	92
December 2015	96	81	79	69	57	46	35	25	85	85	85	85	85	85	85	85
December 2016	94	71	68	52	36	22	9	0	77	77	77	77	77	77	77	62
December 2017	91	61	57	38	20	4	0	0	68	68	68	68	68	68	4	0
December 2018	89	52	48	26	6	0	0	0	60	60	60	60	60	0	0	0
December 2019	86	44	39	16	0	0	0	0	51	51	51	51	18	0	0	0
December 2020	84	36	31	7	0	0	0	0	42	42	42	42	0	0	0	0
December 2021	81	28	23	0	0	0	0	0	33	33	33	24	0	0	0	0
December 2022	78	22	16	0	0	0	0	0	23	23	23	0	0	0	0	0
December 2023	74	15	10	0	0	0	0	0	13	13	13	0	0	0	0	0
December 2024	71	9	4	0	0	0	0	0	3	3	3	0	0	0	0	0
December 2025	67	4	0	0	0	0	0	0	0	0	0	0	0	0	0	0
December 2026	64	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
December 2027	59	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
December 2028	55	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
December 2029	51	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
December 2030	46	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
December 2031	41	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
December 2032	36	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
December 2033	30	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
December 2034	24	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
December 2035	18	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
December 2036	11	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
December 2037	4	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
December 2038	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
December 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
December 2040	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
December 2041	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
December 2042	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
December 2043	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	15.0	5.7	5.2	3.5	2.5	2.0	1.6	1.4	6.0	6.0	6.0	5.5	4.6	3.8	3.2	2.8

Date	EZ Class								EL Class							
	PSA Prepayment Assumption								PSA Prepayment Assumption							
	0%	100%	115%	200%	300%	400%	500%	600%	0%	100%	115%	200%	300%	400%	500%	600%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
December 2014	103	103	103	103	103	103	103	103	100	100	100	100	100	100	100	100
December 2015	106	106	106	106	106	106	106	106	100	100	100	100	100	100	100	100
December 2016	109	109	109	109	109	109	109	109	100	100	100	100	100	100	100	96
December 2017	113	113	113	113	113	113	113	84	100	100	100	100	100	100	82	60
December 2018	116	116	116	116	116	113	78	52	100	100	100	100	100	81	56	37
December 2019	120	120	120	120	120	84	53	33	100	100	100	100	91	60	38	23
December 2020	123	123	123	123	101	62	36	20	100	100	100	100	72	44	26	14
December 2021	127	127	127	127	80	45	25	13	100	100	100	98	57	32	17	9
December 2022	131	131	131	116	64	33	17	8	100	100	100	83	45	24	12	6
December 2023	135	135	135	99	50	24	11	5	100	100	100	71	36	17	8	3
December 2024	139	139	139	84	40	18	8	3	100	100	100	60	28	13	5	2
December 2025	140	140	135	71	31	13	5	2	100	100	97	50	22	9	4	1
December 2026	140	136	121	59	25	9	3	1	100	97	86	42	17	7	2	1
December 2027	140	122	107	50	19	7	2	1	100	87	76	36	14	5	2	*
December 2028	140	109	94	42	15	5	2	*	100	77	67	30	11	4	1	*
December 2029	140	96	83	34	12	4	1	*	100	69	59	25	8	3	1	*
December 2030	140	85	72	28	9	3	1	*	100	60	52	20	6	2	*	*
December 2031	140	74	63	23	7	2	*	*	100	53	45	17	5	1	*	*
December 2032	140	64	54	19	5	1	*	*	100	46	38	13	4	1	*	*
December 2033	140	55	46	15	4	1	*	*	100	39	33	11	3	1	*	*
December 2034	140	47	38	12	3	1	*	*	100	33	27	9	2	*	*	*
December 2035	140	39	32	9	2	*	*	*	100	28	23	7	1	*	*	*
December 2036	140	32	26	7	1	*	*	*	100	23	18	5	1	*	*	*
December 2037	140	25	20	5	1	*	*	*	100	18	14	4	1	*	*	*
December 2038	131	19	15	4	1	*	*	*	93	14	11	3	*	*	*	*
December 2039	107	13	10	2	*	*	*	*	77	9	7	2	*	*	*	*
December 2040	83	8	6	1	*	*	*	*	59	6	4	1	*	*	*	*
December 2041	57	3	3	1	*	*	*	*	40	2	2	*	*	*	*	*
December 2042	29	0	0	0	0	0	0	0	21	0	0	0	0	0	0	0
December 2043	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	27.4	19.1	18.1	13.9	10.4	8.2	6.7	5.6	27.4	19.1	18.1	13.4	9.8	7.6	6.1	5.0

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

## **Characteristics of the Residual Classes**

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

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

## **CERTAIN ADDITIONAL FEDERAL INCOME TAX CONSEQUENCES**

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

## **U.S. Treasury Circular 230 Notice**

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

## **REMIC Elections and Special Tax Attributes**

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

Notwithstanding the foregoing, the Mortgage Loans underlying the Group 2 MBS have loan-to-value ratios at origination ranging from greater than 105% up to 125%. See “Description of the Certificates—The MBS” in this prospectus supplement. A portion of the Group 2 Classes may not be treated as “real estate assets” within the meaning of section 856(c)(5)(B) of the Code. See “Material Federal Income Tax Consequences—Special Tax Attributes” in the MBS Prospectus dated March 1, 2013. Accordingly, special tax considerations may apply to a real estate investment trust that holds a REMIC Certificate of a Group 2 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	150% PSA
2	115% 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 Nomura Securities International, Inc. (the “Dealer”) in exchange for the 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.

### **LEGAL MATTERS**

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

## Available Recombinations(1)

REMIC Certificates		RCR Certificates						
Classes	Original Balances	RCR Classes	Original Balances	Principal Type(2)	Interest Rate	Interest Type(2)	CUSIP Number	Final Distribution Date
Recombination 1								
BA	\$100,000,000	BD	\$100,000,000	SEQ	2.5%	FIX	3136AHTK6	September 2032
BI	16,666,667(3)							
Recombination 2								
BA	100,000,000	BG	100,000,000	SEQ	3.0	FIX	3136AHTL4	September 2032
BI	33,333,333(3)							
Recombination 3								
DV	3,831,000	BN(4)	13,349,420	SEQ	3.0	FIX	3136AHTJ9	January 2034
DZ	9,518,420							
Recombination 4								
BA	100,000,000	KA(4)	107,742,664	SEQ	3.0	FIX	3136AG3C4	January 2034
BI	33,333,333(3)							
DV	2,221,980							
DZ	5,520,684							
Recombination 5								
EB	42,919,000	ED	42,919,000	SEQ	2.5	FIX	3136AHTN0	August 2038
EI	7,153,167(3)							
Recombination 6								
EB	42,919,000	EA	42,919,000	SEQ	3.0	FIX	3136AHTP5	August 2038
EI	14,306,333(3)							
Recombination 7								
EV	5,767,000	EL(5)	20,096,440	SEQ	3.0	FIX	3136AHTM2	January 2044
EZ	14,329,440							

- (1) REMIC Certificates and RCR Certificates in each Recombination may be exchanged only in the proportions of *original* principal or notional principal balances for the related Classes shown in this Schedule 1 (disregarding any retired Classes). For example, if a particular Recombination includes two REMIC Classes and one RCR Class whose *original* principal balances shown in the schedule reflect a 1:1:2 relationship, the same 1:1:2 relationship among the *original* principal balances of those REMIC and RCR Classes must be maintained in any exchange. This is true even if, as a result of the applicable payment priority sequence, the relationship between their *current* principal balances has changed over time. Moreover, if as a result of a proposed exchange, a Certificateholder would hold a REMIC Certificate or RCR Certificate of a Class in an amount less than the applicable minimum denomination for that Class, the Certificateholder will be unable to effect the proposed exchange. See "Description of the Certificates—General—*Authorized Denominations*" in this prospectus supplement.
- (2) See "Description of the Certificates—Class Definitions and Abbreviations" in the REMIC Prospectus.
- (3) Notional principal balances. These Classes are Interest Only Classes. See page S-5 for a description of how their notional principal balances are calculated.
- (4) Principal payments on the REMIC Certificates in Recombination 3 and Recombination 4 from the DZ Accrual Amount will be paid as interest on the related RCR Certificates, and thus will not reduce the principal balances of those RCR Certificates.
- (5) Principal payments on the REMIC Certificates in Recombination 7 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.

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

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

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**\$201,364,860**



**Guaranteed REMIC  
Pass-Through Certificates  
Fannie Mae REMIC Trust 2013-139**

**PROSPECTUS SUPPLEMENT**

**Nomura**

**December 23, 2013**