Prospectus Supplement
(To REMIC Prospectus dated June 1, 2014)

$782,393,596

FannieMae®

Guaranteed REMIC Pass-Through Certificates
Fannie Mae REMIC Trust 2014-58

Class	*Group*	*Original Class Balance*	*Principal Type(1)*	*Interest Rate*	*Interest Type(1)*	*CUSIP Number*	*Final Distribution Date*
PD(2)	1	$ 54,097,000	PAC/AD	2.5%	FIX	3136AKA52	January 2044
PI(2)	1	6,010,777(3)	NTL	4.5	FIX/IO	3136AKA60	January 2044
IN(2)	1	112,222(3)	NTL	4.5	FIX/IO	3136AKA78	April 2044
YP(2)	1	1,010,000	PAC/AD	2.5	FIX	3136AKA86	April 2044
Z	1	10,000,000	SUP	3.0	FIX/Z	3136AKA94	May 2044
PB	1	2,013,998	SEQ	3.0	FIX	3136AKB28	September 2044
FG	1	40,272,598	PT	(4)	FLT	3136AKB36	September 2044
SG	1	40,272,598(3)	NTL	(4)	INV/IO	3136AKB44	September 2044
MI(2)	2	100,193,963(3)	NTL	4.0	FIX/IO	3136AKB51	April 2041
ME(2) . . .	2	400,775,852	SEQ	3.0	FIX	3136AKB69	April 2041
MV(2) . . .	2	39,155,342	SEQ/AD	4.0	FIX	3136AKB77	July 2027
VM(2) . . .	2	26,548,928	SEQ/AD	4.0	FIX	3136AKB85	August 2033
MZ	2	58,519,878	SEQ	4.0	FIX/Z	3136AKB93	September 2044
CA(2)	3	105,158,929	SEQ	3.0	FIX	3136AKC27	September 2039
CD(2) . . .	3	6,638,238	SEQ	3.0	FIX	3136AKC35	July 2040
CE(2)	3	6,302,902	SEQ	3.0	FIX	3136AKC43	April 2041
CV(2)	3	8,732,517	SEQ/AD	3.0	FIX	3136AKC50	October 2027
VC(2)	3	4,947,374	SEQ/AD	3.0	FIX	3136AKC68	June 2033
VZ(2)	3	18,220,040	SEQ	3.0	FIX/Z	3136AKC76	September 2044
R		0	NPR	0	NPR	3136AKC84	September 2044
RL		0	NPR	0	NPR	3136AKC92	September 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.
(4) Based on LIBOR.

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.

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 PA, PY, PH, PK, IP, MC, MA, V, CG, CH, CJ and CB 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 August 29, 2014.

Carefully consider the risk factors starting on page 14 of the REMIC prospectus. Unless you understand and are able to tolerate these risks, you should not invest in the certificates.

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

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

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

Goldman, Sachs & Co.

The date of this Prospectus Supplement is August 25, 2014

TABLE OF CONTENTS

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 June 1, 2014 (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.

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

Goldman, Sachs & Co.
Global Operations
Mortgage-Backed Securities
30 Hudson Street
36th Floor
Jersey City, New Jersey 07302
(telephone 212-902-3089).

SUMMARY

This summary contains only limited information about the certificates. Statistical information in this summary is provided as of August 1, 2014. 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

Group	Assets
1	Group 1 MBS
2	Group 2 MBS
3	Group 3 MBS

Group 1, Group 2 and Group 3

Characteristics of the MBS

	Approximate Principal Balance	Pass-Through Rate	Range of Weighted Average Coupons or WACs (annual percentages)	Range of Weighted Average Remaining Terms to Maturity or WAMs (in months)
Group 1 MBS	$107,393,596	4.50%	4.75% to 7.00%	200 to 360
Group 2 MBS	$525,000,000	4.00%	4.25% to 6.50%	241 to 360
Group 3 MBS	$150,000,000	3.00%	3.25% to 5.50%	241 to 360

Assumed Characteristics of the Underlying Mortgage Loans

	Principal Balance	Original Term to Maturity (in months)	Remaining Term to Maturity (in months)	Loan Age (in months)	Interest Rate
Group 1 MBS	$107,393,596	360	302	51	4.919%
Group 2 MBS	$525,000,000	360	346	8	4.670%
Group 3 MBS	$150,000,000	360	335	18	3.600%

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—*Yields on and weighted average lives of the certificates are affected by actual characteristics of the mortgage loans backing the series trust assets*" in the REMIC Prospectus.

Settlement Date

We expect to issue the certificates on August 29, 2014.

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	Physical
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:

Class	Initial Interest Rate	Maximum Interest Rate	Minimum Interest Rate	Formula for Calculation of Interest Rate(1)
FG	0.50275%	7.00%	0.35%	LIBOR + 35 basis points
SG	6.49725%	6.65%	0.00%	6.65% − LIBOR

(1) We will establish LIBOR on the basis of the "ICE 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:

Class	
PI	11.1111096734% of the PD Class
IN	11.1110891090% of the YP Class
SG	100% of the FG Class
MI	25% of the ME Class
IP	11.1111096734% of the PD Class *plus* 11.1110891090% of the YP 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)*

	PSA Prepayment Assumption								
Group 1 Classes	**0%**	**100%**	**120%**	**185%**	**218%**	**400%**	**600%**	**800%**	**1000%**
PD, PI and PA	15.3	6.1	5.7	5.7	5.7	3.3	2.1	1.5	1.1
IN, YP and PY	24.8	17.6	17.6	17.6	17.6	10.8	7.0	4.9	3.5
Z	27.4	17.7	16.4	6.5	1.8	0.5	0.3	0.2	0.1
PB	29.8	24.2	23.9	22.2	21.1	14.3	9.5	6.7	4.8
FG and SG	19.9	9.2	8.4	6.5	5.7	3.4	2.2	1.5	1.1
PH, PK and IP	15.5	6.3	5.9	5.9	5.9	3.5	2.2	1.6	1.1

	PSA Prepayment Assumption						
Group 2 Classes	**0%**	**100%**	**150%**	**225%**	**300%**	**500%**	**700%**
MI, ME, MC and MA	16.9	6.9	5.3	3.9	3.1	2.1	1.6
MV	7.0	7.0	7.0	6.4	5.7	4.1	3.1
VM	16.0	15.4	13.2	10.3	8.4	5.5	4.0
MZ	28.3	21.9	19.3	15.8	13.0	8.5	6.1
V	10.6	10.4	9.5	8.0	6.8	4.7	3.5

	PSA Prepayment Assumption						
Group 3 Classes	**0%**	**100%**	**125%**	**185%**	**250%**	**400%**	**600%**
CA	15.3	5.6	4.8	3.6	2.8	1.8	1.2
CD	25.4	13.6	12.0	9.0	7.0	4.5	3.0
CE	26.2	15.1	13.3	10.1	7.9	5.1	3.3
CV	7.0	7.0	7.0	6.8	6.1	4.6	3.3
VC	16.0	15.3	14.3	11.5	9.3	6.3	4.2
VZ	28.4	21.3	20.0	16.9	14.2	9.8	6.5
CG	15.9	6.1	5.3	3.9	3.0	2.0	1.3
CH	16.4	6.6	5.7	4.2	3.3	2.2	1.5
CJ	25.8	14.3	12.6	9.6	7.4	4.8	3.2
CB	28.4	20.9	19.3	15.9	12.9	8.6	5.6

* 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 August 1, 2014 (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 three groups of Fannie Mae Guaranteed Mortgage Pass-Through Certificates (the "Group 1 MBS," "Group 2 MBS" and "Group 3 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."

REMIC Designation	Assets	Regular Interests	Residual Interest
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:

Classes	Denominations
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 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 30 years.

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. See also "Risk Factors—Risks Relating to Yield and Prepayment—Refinancing of Loans; Sale of Property—*Mortgage loans with loan-to-value ratios greater than 80% may have different prepayment and default characteristics than conforming mortgage loans generally*" in the MBS Prospectus dated March 1, 2013.

For additional information, see "Summary—Group 1, Group 2 and Group 3—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.

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 "ICE Method" as generally 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. For a description of recent developments affecting LIBOR calculations, see "Risk Factors—Risks Relating to Yield and Prepayment—*Intercontinental Exchange Benchmark Administration is the new LIBOR administrator*" in the REMIC Prospectus.

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

Delay Classes	No-Delay Classes
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 Z, MZ and VZ Classes are Accrual Classes. Interest will accrue on each Accrual Class at the applicable annual rate specified on the cover of this prospectus supplement. However, we will not pay any interest on the Accrual Classes. Instead, interest accrued on each Accrual Class will be added as principal to its principal balance on each Distribution Date. We will pay principal on the Accrual Classes as described under "—Distributions of Principal" below.

Distributions of Principal

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

- *Group 1*

The Z Accrual Amount to the Aggregate Group to its Planned Balance, and thereafter to Z. } **Accretion Directed/PAC Group and Accrual Class**

The Group 1 Cash Flow Distribution Amount as follows:

— 62.5000004656% in the following priority:

first, to the Aggregate Group to its Planned Balance; } **PAC Group**

second, to Z until retired; } **Support Class**

third, to the Aggregate Group to zero; and } **PAC Group**

fourth, to PB until retired; and } **Sequential Pay Class**

— 37.4999995344% to FG until retired. } **Pass-Through Class**

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

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

The "Aggregate Group" consists of the PD and YP Classes. On each Distribution Date, we will apply payments of principal on the Aggregate Group to PD and YP, in that order, until retired.

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

- *Group 2*

The MZ Accrual Amount to MV and VM, in that order, until retired, and thereafter to MZ. } **Accretion Directed Classes and Accrual Class**

The Group 2 Cash Flow Distribution Amount to ME, MV, VM and MZ, in that order, until retired. } **Sequential Pay Classes**

The "MZ Accrual Amount" is any interest then accrued and added to the principal of the MZ Class.

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

• *Group 3*

The VZ Accrual Amount to CV and VC, in that order, until retired, and thereafter to VZ. — **Accretion Directed Classes and Accrual Class**

The Group 3 Cash Flow Distribution Amount to CA, CD, CE, CV, VC and VZ, in that order, until retired. — **Sequential Pay Classes**

The "VZ Accrual Amount" is any interest then accrued and added to the principal of the VZ Class.

The "Group 3 Cash Flow Distribution Amount" is the principal then paid on the Group 3 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, Group 2 and Group 3—Assumed Characteristics of the Underlying Mortgage Loans" in this prospectus supplement;
- the Mortgage Loans prepay at the constant percentages of PSA specified in the related tables;
- the settlement date for the Certificates is August 29, 2014; 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—*Yields on and weighted average lives of the certificates are affected by actual characteristics of the mortgage loans backing the series trust assets*" in the REMIC Prospectus.

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

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

Group	Structuring Range	Initial Effective Range
Aggregate Group Planned Balances	Between 120% and 218% PSA	Between 120% and 218% PSA

The Aggregate Group consists of the PD and YP Classes.

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

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

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

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

Yield Tables

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

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

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

We cannot assure you that

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

In addition, it is unlikely that the Index will correspond to the levels shown here. Furthermore, because some of the Mortgage Loans are likely to have remaining terms to maturity shorter or longer than those assumed and interest rates higher or lower than those assumed, the principal payments (or notional principal balance reductions) 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:**

Class	% PSA
PI	277%
IN	356%
MI	128%
IP	280%

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

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

Class	Price*
PI	20.937500%
IN	54.000000%
MI	23.500000%
IP	21.543468%

* 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 PI Class to Prepayments

	PSA Prepayment Assumption								
	50%	100%	120%	185%	218%	400%	600%	800%	1000%
Pre-Tax Yields to Maturity	11.6%	6.1%	4.5%	4.5%	4.5%	(11.9)%	(35.2)%	(62.2)%	(91.9)%

Sensitivity of the IN Class to Prepayments

	PSA Prepayment Assumption								
	50%	100%	120%	185%	218%	400%	600%	800%	1000%
Pre-Tax Yields to Maturity	4.6%	4.6%	4.6%	4.6%	4.6%	(2.0)%	(13.7)%	(29.8)%	(50.6)%

Sensitivity of the MI Class to Prepayments

	PSA Prepayment Assumption						
	50%	100%	150%	225%	300%	500%	700%
Pre-Tax Yields to Maturity	8.8%	3.4%	(2.8)%	(13.1)%	(23.8)%	(51.8)%	(76.5)%

Sensitivity of the IP Class to Prepayments

	PSA Prepayment Assumption								
	50%	100%	120%	185%	218%	400%	600%	800%	1000%
Pre-Tax Yields to Maturity	11.1%	6.0%	4.5%	4.5%	4.5%	(10.8)%	(32.5)%	(57.8)%	(86.2)%

The Inverse Floating Rate Class. **The yield on the Inverse Floating Rate Class will be sensitive to the rate of principal payments (including prepayments) of the related Mortgage Loans and to the level of the Index. The Mortgage Loans generally can be prepaid at any time without penalty. In addition, the rate of principal payments (including prepayments) of the Mortgage Loans is likely to vary, and may vary considerably, from pool to pool. As illustrated in the table below, it is possible that investors in the SG Class would lose money on their initial investments under certain Index and prepayment scenarios.**

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

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

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

Class	Price*
SG	21.00%

* 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 SG Class to Prepayments and LIBOR (Pre-Tax Yields to Maturity)

	PSA Prepayment Assumption								
LIBOR	50%	100%	120%	185%	218%	400%	600%	800%	1000%
0.07500%	27.0%	23.5%	22.1%	17.5%	15.2%	1.5%	(14.7)%	(32.6)%	(52.7)%
0.15275%	26.6%	23.1%	21.7%	17.1%	14.8%	1.1%	(15.1)%	(32.9)%	(53.0)%
2.15275%	15.9%	12.6%	11.3%	6.9%	4.6%	(8.5)%	(24.0)%	(41.1)%	(60.4)%
4.15275%	4.7%	1.5%	0.2%	(4.0)%	(6.2)%	(18.6)%	(33.4)%	(49.7)%	(68.4)%
6.15275%	(11.8)%	(14.7)%	(15.9)%	(19.8)%	(21.8)%	(33.3)%	(46.9)%	(62.6)%	(81.7)%
6.65000%	*	*	*	*	*	*	*	*	*

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.

Mortgage Loans Backing Trust Assets Specified Below	Original and Remaining Terms to Maturity	Interest Rates
Group 1 MBS	360 months	7.00%
Group 2 MBS	360 months	6.50%
Group 3 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

	PD, PI† and PA Classes									IN†, YP and PY Classes								
	PSA Prepayment Assumption									PSA Prepayment Assumption								
Date	0%	100%	120%	185%	218%	400%	600%	800%	1000%	0%	100%	120%	185%	218%	400%	600%	800%	1000%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
August 2015	98	90	88	88	88	87	72	58	43	100	100	100	100	100	100	100	100	100
August 2016	96	80	77	77	77	63	43	27	13	100	100	100	100	100	100	100	100	100
August 2017	94	71	67	67	67	45	25	11	2	100	100	100	100	100	100	100	100	100
August 2018	92	62	57	57	57	32	13	3	0	100	100	100	100	100	100	100	100	0
August 2019	90	54	49	49	49	22	6	0	0	100	100	100	100	100	100	100	24	0
August 2020	87	46	40	40	40	15	2	0	0	100	100	100	100	100	100	100	0	0
August 2021	85	39	33	33	33	10	0	0	0	100	100	100	100	100	100	44	0	0
August 2022	82	32	27	27	27	5	0	0	0	100	100	100	100	100	100	0	0	0
August 2023	79	25	22	22	22	3	0	0	0	100	100	100	100	100	100	0	0	0
August 2024	76	19	17	17	17	*	0	0	0	100	100	100	100	100	100	0	0	0
August 2025	73	13	13	13	13	0	0	0	0	100	100	100	100	100	30	0	0	0
August 2026	69	10	10	10	10	0	0	0	0	100	100	100	100	100	0	0	0	0
August 2027	65	7	7	7	7	0	0	0	0	100	100	100	100	100	0	0	0	0
August 2028	61	5	5	5	5	0	0	0	0	100	100	100	100	100	0	0	0	0
August 2029	57	3	3	3	3	0	0	0	0	100	100	100	100	100	0	0	0	0
August 2030	53	1	1	1	1	0	0	0	0	100	100	100	100	100	0	0	0	0
August 2031	48	0	0	0	0	0	0	0	0	100	86	86	86	86	0	0	0	0
August 2032	43	0	0	0	0	0	0	0	0	100	23	23	23	23	0	0	0	0
August 2033	38	0	0	0	0	0	0	0	0	100	0	0	0	0	0	0	0	0
August 2034	32	0	0	0	0	0	0	0	0	100	0	0	0	0	0	0	0	0
August 2035	26	0	0	0	0	0	0	0	0	100	0	0	0	0	0	0	0	0
August 2036	19	0	0	0	0	0	0	0	0	100	0	0	0	0	0	0	0	0
August 2037	12	0	0	0	0	0	0	0	0	100	0	0	0	0	0	0	0	0
August 2038	5	0	0	0	0	0	0	0	0	100	0	0	0	0	0	0	0	0
August 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2040	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2041	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2042	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2043	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2044	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	15.3	6.1	5.7	5.7	5.7	3.3	2.1	1.5	1.1	24.8	17.6	17.6	17.6	17.6	10.8	7.0	4.9	3.5

	Z Class									PB Class								
	PSA Prepayment Assumption									PSA Prepayment Assumption								
Date	0%	100%	120%	185%	218%	400%	600%	800%	1000%	0%	100%	120%	185%	218%	400%	600%	800%	1000%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
August 2015	103	103	103	77	64	0	0	0	0	100	100	100	100	100	100	100	100	100
August 2016	106	106	106	61	38	0	0	0	0	100	100	100	100	100	100	100	100	100
August 2017	109	109	109	49	20	0	0	0	0	100	100	100	100	100	100	100	100	100
August 2018	113	113	113	41	8	0	0	0	0	100	100	100	100	100	100	100	100	78
August 2019	116	116	116	37	2	0	0	0	0	100	100	100	100	100	100	100	100	30
August 2020	120	120	120	36	*	0	0	0	0	100	100	100	100	100	100	100	57	12
August 2021	123	123	122	36	*	0	0	0	0	100	100	100	100	100	100	100	29	5
August 2022	127	127	121	35	*	0	0	0	0	100	100	100	100	100	100	75	14	2
August 2023	131	131	118	33	*	0	0	0	0	100	100	100	100	100	100	46	7	1
August 2024	135	135	113	31	*	0	0	0	0	100	100	100	100	100	100	28	4	*
August 2025	139	139	107	29	*	0	0	0	0	100	100	100	100	100	100	17	2	*
August 2026	143	131	100	26	*	0	0	0	0	100	100	100	100	100	83	11	1	*
August 2027	148	122	92	23	*	0	0	0	0	100	100	100	100	100	60	6	*	*
August 2028	152	112	84	21	*	0	0	0	0	100	100	100	100	100	43	4	*	*
August 2029	157	102	76	18	*	0	0	0	0	100	100	100	100	100	30	2	*	*
August 2030	162	91	67	16	*	0	0	0	0	100	100	100	100	100	21	1	*	*
August 2031	166	80	59	13	*	0	0	0	0	100	100	100	100	100	15	1	*	*
August 2032	171	70	51	11	*	0	0	0	0	100	100	100	100	100	10	*	*	*
August 2033	177	56	40	6	0	0	0	0	0	100	100	100	100	86	7	*	*	*
August 2034	182	41	27	*	0	0	0	0	0	100	100	100	100	64	4	*	*	*
August 2035	188	28	16	0	0	0	0	0	0	100	100	100	73	46	3	*	*	*
August 2036	193	15	6	0	0	0	0	0	0	100	100	100	51	31	2	*	*	*
August 2037	199	3	0	0	0	0	0	0	0	100	100	85	32	19	1	*	*	0
August 2038	205	0	0	0	0	0	0	0	0	100	59	44	16	9	*	*	*	0
August 2039	205	0	0	0	0	0	0	0	0	100	8	6	2	1	*	*	*	0
August 2040	166	0	0	0	0	0	0	0	0	100	0	0	0	0	0	0	0	0
August 2041	124	0	0	0	0	0	0	0	0	100	0	0	0	0	0	0	0	0
August 2042	80	0	0	0	0	0	0	0	0	100	0	0	0	0	0	0	0	0
August 2043	31	0	0	0	0	0	0	0	0	100	0	0	0	0	0	0	0	0
August 2044	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	27.4	17.7	16.4	6.5	1.8	0.5	0.3	0.2	0.1	29.8	24.2	23.9	22.2	21.1	14.3	9.5	6.7	4.8

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

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

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

Date	FG and SG† Classes PSA Prepayment Assumption									PH, PK and IP† Classes PSA Prepayment Assumption								
	0%	100%	120%	185%	218%	400%	600%	800%	1000%	0%	100%	120%	185%	218%	400%	600%	800%	1000%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
August 2015	99	92	91	87	85	74	63	51	39	98	90	88	88	88	87	73	58	44
August 2016	98	85	82	76	72	55	39	26	15	96	80	78	78	78	64	44	28	15
August 2017	97	78	75	66	61	41	25	13	6	94	71	68	68	68	46	26	12	4
August 2018	95	71	68	57	52	30	15	7	2	92	63	58	58	58	33	15	4	0
August 2019	94	65	61	49	44	22	10	3	1	90	54	50	50	50	24	8	*	0
August 2020	93	59	55	42	37	17	6	2	*	88	47	41	41	41	17	4	0	0
August 2021	91	54	49	37	31	12	4	1	*	85	40	34	34	34	11	1	0	0
August 2022	89	49	44	31	26	9	2	*	*	82	33	28	28	28	7	0	0	0
August 2023	88	44	39	27	22	7	1	*	*	79	26	23	23	23	4	0	0	0
August 2024	86	40	35	23	18	5	1	*	*	76	20	19	19	19	2	0	0	0
August 2025	84	36	31	19	15	3	1	*	*	73	15	15	15	15	1	0	0	0
August 2026	82	32	27	16	12	2	*	*	*	70	12	12	12	12	0	0	0	0
August 2027	79	28	24	14	10	2	*	*	*	66	9	9	9	9	0	0	0	0
August 2028	77	25	21	11	8	1	*	*	*	62	7	7	7	7	0	0	0	0
August 2029	74	22	18	9	7	1	*	*	*	58	5	5	5	5	0	0	0	0
August 2030	71	19	15	8	5	1	*	*	*	54	3	3	3	3	0	0	0	0
August 2031	68	16	13	6	4	*	*	*	*	49	2	2	2	2	0	0	0	0
August 2032	65	14	11	5	3	*	*	*	*	44	*	*	*	*	0	0	0	0
August 2033	61	11	9	4	3	*	*	*	*	39	0	0	0	0	0	0	0	0
August 2034	57	9	7	3	2	*	*	*	0	33	0	0	0	0	0	0	0	0
August 2035	53	7	5	2	1	*	*	*	0	27	0	0	0	0	0	0	0	0
August 2036	49	5	4	2	1	*	*	*	0	21	0	0	0	0	0	0	0	0
August 2037	44	3	3	1	1	*	*	*	0	14	0	0	0	0	0	0	0	0
August 2038	39	2	1	*	*	*	*	*	0	7	0	0	0	0	0	0	0	0
August 2039	34	*	*	*	*	*	*	0	0	0	0	0	0	0	0	0	0	0
August 2040	28	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2041	22	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2042	15	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2043	8	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2044	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	19.9	9.2	8.4	6.5	5.7	3.4	2.2	1.5	1.1	15.5	6.3	5.9	5.9	5.9	3.5	2.2	1.6	1.1

Date	MI†, ME, MC and MA Classes PSA Prepayment Assumption							MV Class PSA Prepayment Assumption							VM Class PSA Prepayment Assumption						
	0%	100%	150%	225%	300%	500%	700%	0%	100%	150%	225%	300%	500%	700%	0%	100%	150%	225%	300%	500%	700%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
August 2015	99	94	92	89	87	79	71	94	94	94	94	94	94	94	100	100	100	100	100	100	100
August 2016	97	85	80	73	66	49	32	88	88	88	88	88	88	88	100	100	100	100	100	100	100
August 2017	95	76	68	57	47	24	5	81	81	81	81	81	81	81	100	100	100	100	100	100	100
August 2018	94	68	58	44	32	6	0	74	74	74	74	74	74	0	100	100	100	100	100	100	51
August 2019	92	60	48	32	19	0	0	67	67	67	67	67	12	0	100	100	100	100	100	100	0
August 2020	90	52	39	23	9	0	0	60	60	60	60	60	0	0	100	100	100	100	100	0	0
August 2021	87	45	31	14	1	0	0	52	52	52	52	52	0	0	100	100	100	100	100	0	0
August 2022	85	39	24	7	0	0	0	44	44	44	44	0	0	0	100	100	100	100	85	0	0
August 2023	83	33	18	1	0	0	0	35	35	35	35	0	0	0	100	100	100	100	0	0	0
August 2024	80	27	12	0	0	0	0	27	27	27	0	0	0	0	100	100	100	75	0	0	0
August 2025	77	22	7	0	0	0	0	18	18	18	0	0	0	0	100	100	100	0	0	0	0
August 2026	74	17	2	0	0	0	0	8	8	8	0	0	0	0	100	100	100	0	0	0	0
August 2027	71	12	0	0	0	0	0	0	0	0	0	0	0	0	97	97	66	0	0	0	0
August 2028	68	8	0	0	0	0	0	0	0	0	0	0	0	0	82	82	0	0	0	0	0
August 2029	64	4	0	0	0	0	0	0	0	0	0	0	0	0	67	67	0	0	0	0	0
August 2030	60	0	0	0	0	0	0	0	0	0	0	0	0	0	50	48	0	0	0	0	0
August 2031	56	0	0	0	0	0	0	0	0	0	0	0	0	0	33	0	0	0	0	0	0
August 2032	52	0	0	0	0	0	0	0	0	0	0	0	0	0	16	0	0	0	0	0	0
August 2033	47	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2034	42	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2035	37	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2036	31	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2037	25	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2038	18	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2039	11	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2040	4	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2041	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2042	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2043	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2044	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	16.9	6.9	5.3	3.9	3.1	2.1	1.6	7.0	7.0	7.0	6.4	5.7	4.1	3.1	16.0	15.4	13.2	10.3	8.4	5.5	4.0

* 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.

MZ Class

Date	PSA Prepayment Assumption						
	0%	100%	150%	225%	300%	500%	700%
Initial Percent	100	100	100	100	100	100	100
August 2015	104	104	104	104	104	104	104
August 2016	108	108	108	108	108	108	108
August 2017	113	113	113	113	113	113	113
August 2018	117	117	117	117	117	117	117
August 2019	122	122	122	122	122	122	80
August 2020	127	127	127	127	127	120	45
August 2021	132	132	132	132	132	82	26
August 2022	138	138	138	138	138	56	14
August 2023	143	143	143	143	140	38	8
August 2024	149	149	149	149	111	26	5
August 2025	155	155	155	153	88	17	3
August 2026	161	161	161	128	70	12	1
August 2027	168	168	168	106	55	8	1
August 2028	175	175	172	88	43	5	*
August 2029	182	182	149	72	34	4	*
August 2030	189	189	129	59	26	2	*
August 2031	197	187	110	48	20	2	*
August 2032	205	164	94	39	15	1	*
August 2033	212	143	79	31	12	1	*
August 2034	212	124	66	25	9	*	*
August 2035	212	105	55	19	7	*	*
August 2036	212	88	44	15	5	*	*
August 2037	212	72	35	11	3	*	*
August 2038	212	58	27	8	2	*	*
August 2039	212	44	20	6	2	*	*
August 2040	212	31	14	4	1	*	*
August 2041	185	19	8	2	1	*	*
August 2042	127	9	4	1	*	*	*
August 2043	66	0	0	0	0	0	0
August 2044	0	0	0	0	0	0	0
Weighted Average Life (years)**	28.3	21.9	19.3	15.8	13.0	8.5	6.1

V Class

Date	PSA Prepayment Assumption						
	0%	100%	150%	225%	300%	500%	700%
Initial Percent	100	100	100	100	100	100	100
August 2015	96	96	96	96	96	96	96
August 2016	93	93	93	93	93	93	93
August 2017	89	89	89	89	89	89	89
August 2018	85	85	85	85	85	85	21
August 2019	80	80	80	80	80	48	0
August 2020	76	76	76	76	76	0	0
August 2021	71	71	71	71	71	0	0
August 2022	66	66	66	66	34	0	0
August 2023	61	61	61	61	0	0	0
August 2024	56	56	56	30	0	0	0
August 2025	51	51	51	0	0	0	0
August 2026	45	45	45	0	0	0	0
August 2027	39	39	26	0	0	0	0
August 2028	33	33	0	0	0	0	0
August 2029	27	27	0	0	0	0	0
August 2030	20	20	0	0	0	0	0
August 2031	13	0	0	0	0	0	0
August 2032	6	0	0	0	0	0	0
August 2033	0	0	0	0	0	0	0
August 2034	0	0	0	0	0	0	0
August 2035	0	0	0	0	0	0	0
August 2036	0	0	0	0	0	0	0
August 2037	0	0	0	0	0	0	0
August 2038	0	0	0	0	0	0	0
August 2039	0	0	0	0	0	0	0
August 2040	0	0	0	0	0	0	0
August 2041	0	0	0	0	0	0	0
August 2042	0	0	0	0	0	0	0
August 2043	0	0	0	0	0	0	0
August 2044	0	0	0	0	0	0	0
Weighted Average Life (years)**	10.6	10.4	9.5	8.0	6.8	4.7	3.5

CA Class

Date	PSA Prepayment Assumption						
	0%	100%	125%	185%	250%	400%	600%
Initial Percent	100	100	100	100	100	100	100
August 2015	98	90	88	84	80	70	56
August 2016	96	79	76	68	59	41	19
August 2017	94	69	64	53	42	19	0
August 2018	92	60	54	40	27	3	0
August 2019	89	51	44	29	15	0	0
August 2020	87	43	35	19	5	0	0
August 2021	84	35	27	11	0	0	0
August 2022	81	28	20	3	0	0	0
August 2023	78	22	13	0	0	0	0
August 2024	75	16	7	0	0	0	0
August 2025	72	10	2	0	0	0	0
August 2026	68	5	0	0	0	0	0
August 2027	65	0	0	0	0	0	0
August 2028	61	0	0	0	0	0	0
August 2029	56	0	0	0	0	0	0
August 2030	52	0	0	0	0	0	0
August 2031	47	0	0	0	0	0	0
August 2032	43	0	0	0	0	0	0
August 2033	37	0	0	0	0	0	0
August 2034	32	0	0	0	0	0	0
August 2035	26	0	0	0	0	0	0
August 2036	20	0	0	0	0	0	0
August 2037	14	0	0	0	0	0	0
August 2038	7	0	0	0	0	0	0
August 2039	0	0	0	0	0	0	0
August 2040	0	0	0	0	0	0	0
August 2041	0	0	0	0	0	0	0
August 2042	0	0	0	0	0	0	0
August 2043	0	0	0	0	0	0	0
August 2044	0	0	0	0	0	0	0
Weighted Average Life (years)**	15.3	5.6	4.8	3.6	2.8	1.8	1.2

CD Class

Date	PSA Prepayment Assumption						
	0%	100%	125%	185%	250%	400%	600%
Initial Percent	100	100	100	100	100	100	100
August 2015	100	100	100	100	100	100	100
August 2016	100	100	100	100	100	100	100
August 2017	100	100	100	100	100	100	34
August 2018	100	100	100	100	100	100	0
August 2019	100	100	100	100	100	0	0
August 2020	100	100	100	100	100	0	0
August 2021	100	100	100	100	48	0	0
August 2022	100	100	100	100	0	0	0
August 2023	100	100	100	49	0	0	0
August 2024	100	100	100	0	0	0	0
August 2025	100	100	100	0	0	0	0
August 2026	100	100	43	0	0	0	0
August 2027	100	95	0	0	0	0	0
August 2028	100	22	0	0	0	0	0
August 2029	100	0	0	0	0	0	0
August 2030	100	0	0	0	0	0	0
August 2031	100	0	0	0	0	0	0
August 2032	100	0	0	0	0	0	0
August 2033	100	0	0	0	0	0	0
August 2034	100	0	0	0	0	0	0
August 2035	100	0	0	0	0	0	0
August 2036	100	0	0	0	0	0	0
August 2037	100	0	0	0	0	0	0
August 2038	100	0	0	0	0	0	0
August 2039	96	0	0	0	0	0	0
August 2040	0	0	0	0	0	0	0
August 2041	0	0	0	0	0	0	0
August 2042	0	0	0	0	0	0	0
August 2043	0	0	0	0	0	0	0
August 2044	0	0	0	0	0	0	0
Weighted Average Life (years)**	25.4	13.6	12.0	9.0	7.0	4.5	3.0

CE Class

Date	PSA Prepayment Assumption						
	0%	100%	125%	185%	250%	400%	600%
Initial Percent	100	100	100	100	100	100	100
August 2015	100	100	100	100	100	100	100
August 2016	100	100	100	100	100	100	100
August 2017	100	100	100	100	100	100	100
August 2018	100	100	100	100	100	100	0
August 2019	100	100	100	100	100	59	0
August 2020	100	100	100	100	100	0	0
August 2021	100	100	100	100	100	0	0
August 2022	100	100	100	100	34	0	0
August 2023	100	100	100	100	0	0	0
August 2024	100	100	100	57	0	0	0
August 2025	100	100	100	0	0	0	0
August 2026	100	100	100	0	0	0	0
August 2027	100	100	68	0	0	0	0
August 2028	100	100	0	0	0	0	0
August 2029	100	52	0	0	0	0	0
August 2030	100	0	0	0	0	0	0
August 2031	100	0	0	0	0	0	0
August 2032	100	0	0	0	0	0	0
August 2033	100	0	0	0	0	0	0
August 2034	100	0	0	0	0	0	0
August 2035	100	0	0	0	0	0	0
August 2036	100	0	0	0	0	0	0
August 2037	100	0	0	0	0	0	0
August 2038	100	0	0	0	0	0	0
August 2039	100	0	0	0	0	0	0
August 2040	75	0	0	0	0	0	0
August 2041	0	0	0	0	0	0	0
August 2042	0	0	0	0	0	0	0
August 2043	0	0	0	0	0	0	0
August 2044	0	0	0	0	0	0	0
Weighted Average Life (years)**	26.2	15.1	13.3	10.1	7.9	5.1	3.3

CV Class

Date	PSA Prepayment Assumption						
	0%	100%	125%	185%	250%	400%	600%
Initial Percent	100	100	100	100	100	100	100
August 2015	94	94	94	94	94	94	94
August 2016	87	87	87	87	87	87	87
August 2017	80	80	80	80	80	80	80
August 2018	73	73	73	73	73	73	0
August 2019	66	66	66	66	66	66	0
August 2020	59	59	59	59	59	0	0
August 2021	51	51	51	51	51	0	0
August 2022	43	43	43	43	43	0	0
August 2023	35	35	35	35	0	0	0
August 2024	27	27	27	27	0	0	0
August 2025	19	19	19	0	0	0	0
August 2026	10	10	10	0	0	0	0
August 2027	1	1	1	0	0	0	0
August 2028	0	0	0	0	0	0	0
August 2029	0	0	0	0	0	0	0
August 2030	0	0	0	0	0	0	0
August 2031	0	0	0	0	0	0	0
August 2032	0	0	0	0	0	0	0
August 2033	0	0	0	0	0	0	0
August 2034	0	0	0	0	0	0	0
August 2035	0	0	0	0	0	0	0
August 2036	0	0	0	0	0	0	0
August 2037	0	0	0	0	0	0	0
August 2038	0	0	0	0	0	0	0
August 2039	0	0	0	0	0	0	0
August 2040	0	0	0	0	0	0	0
August 2041	0	0	0	0	0	0	0
August 2042	0	0	0	0	0	0	0
August 2043	0	0	0	0	0	0	0
August 2044	0	0	0	0	0	0	0
Weighted Average Life (years)**	7.0	7.0	7.0	6.8	6.1	4.6	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.

	VC Class							VZ Class							CG Class						
	PSA Prepayment Assumption							PSA Prepayment Assumption							PSA Prepayment Assumption						
Date	0%	100%	125%	185%	250%	400%	600%	0%	100%	125%	185%	250%	400%	600%	0%	100%	125%	185%	250%	400%	600%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
August 2015	100	100	100	100	100	100	100	103	103	103	103	103	103	103	98	91	89	85	81	71	58
August 2016	100	100	100	100	100	100	100	106	106	106	106	106	106	106	96	81	77	70	62	44	24
August 2017	100	100	100	100	100	100	100	109	109	109	109	109	109	109	94	71	66	56	45	24	2
August 2018	100	100	100	100	100	100	95	113	113	113	113	113	113	113	92	62	57	44	32	9	0
August 2019	100	100	100	100	100	100	0	116	116	116	116	116	116	86	90	54	48	33	20	0	0
August 2020	100	100	100	100	100	91	0	120	120	120	120	120	120	54	88	46	39	24	11	0	0
August 2021	100	100	100	100	100	0	0	123	123	123	123	123	106	33	85	39	32	16	3	0	0
August 2022	100	100	100	100	100	0	0	127	127	127	127	127	78	21	82	33	25	9	0	0	0
August 2023	100	100	100	100	82	0	0	131	131	131	131	131	57	13	80	26	18	3	0	0	0
August 2024	100	100	100	100	0	0	0	135	135	135	135	125	42	8	77	21	13	0	0	0	0
August 2025	100	100	100	99	0	0	0	139	139	139	139	102	31	5	73	15	7	0	0	0	0
August 2026	100	100	100	0	0	0	0	143	143	143	141	83	22	3	70	10	3	0	0	0	0
August 2027	100	100	100	0	0	0	0	148	148	148	120	67	16	2	67	6	0	0	0	0	0
August 2028	85	85	82	0	0	0	0	152	152	152	101	54	12	1	63	1	0	0	0	0	0
August 2029	68	68	0	0	0	0	0	157	157	152	85	44	8	1	59	0	0	0	0	0	0
August 2030	50	32	0	0	0	0	0	162	162	132	70	35	6	*	55	0	0	0	0	0	0
August 2031	32	0	0	0	0	0	0	166	149	114	58	27	4	*	51	0	0	0	0	0	0
August 2032	13	0	0	0	0	0	0	171	129	97	48	22	3	*	46	0	0	0	0	0	0
August 2033	0	0	0	0	0	0	0	175	111	82	39	17	2	*	41	0	0	0	0	0	0
August 2034	0	0	0	0	0	0	0	175	94	69	31	13	1	*	36	0	0	0	0	0	0
August 2035	0	0	0	0	0	0	0	175	79	56	25	10	1	*	31	0	0	0	0	0	0
August 2036	0	0	0	0	0	0	0	175	65	45	19	7	1	*	25	0	0	0	0	0	0
August 2037	0	0	0	0	0	0	0	175	51	36	14	5	*	*	19	0	0	0	0	0	0
August 2038	0	0	0	0	0	0	0	175	39	27	10	4	*	*	12	0	0	0	0	0	0
August 2039	0	0	0	0	0	0	0	175	28	19	7	2	*	*	6	0	0	0	0	0	0
August 2040	0	0	0	0	0	0	0	175	18	12	4	1	*	*	0	0	0	0	0	0	0
August 2041	0	0	0	0	0	0	0	155	8	5	2	1	*	*	0	0	0	0	0	0	0
August 2042	0	0	0	0	0	0	0	106	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2043	0	0	0	0	0	0	0	54	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2044	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	16.0	15.3	14.3	11.5	9.3	6.3	4.2	28.4	21.3	20.0	16.9	14.2	9.8	6.5	15.9	6.1	5.3	3.9	3.0	2.0	1.3

	CH Class							CJ Class							CB Class						
	PSA Prepayment Assumption							PSA Prepayment Assumption							PSA Prepayment Assumption						
Date	0%	100%	125%	185%	250%	400%	600%	0%	100%	125%	185%	250%	400%	600%	0%	100%	125%	185%	250%	400%	600%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
August 2015	98	91	90	86	82	73	61	100	100	100	100	100	100	100	100	100	100	100	100	100	100
August 2016	96	82	79	71	64	47	28	100	100	100	100	100	100	100	100	100	100	100	100	100	100
August 2017	95	73	68	58	48	28	7	100	100	100	100	100	100	66	100	100	100	100	100	100	100
August 2018	93	64	59	47	35	14	0	100	100	100	100	100	100	0	100	100	100	100	100	100	79
August 2019	90	57	50	37	25	3	0	100	100	100	100	100	29	0	100	100	100	100	100	100	49
August 2020	88	49	42	28	16	0	0	100	100	100	100	100	0	0	100	100	100	100	100	82	31
August 2021	86	43	35	21	8	0	0	100	100	100	100	74	0	0	100	100	100	100	100	61	19
August 2022	83	36	29	14	2	0	0	100	100	100	100	17	0	0	100	100	100	100	100	45	12
August 2023	81	30	23	8	0	0	0	100	100	100	74	0	0	0	100	100	100	100	88	33	7
August 2024	78	25	17	3	0	0	0	100	100	100	28	0	0	0	100	100	100	100	72	24	4
August 2025	75	20	12	0	0	0	0	100	100	100	0	0	0	0	100	100	100	95	58	17	3
August 2026	72	15	8	0	0	0	0	100	100	71	0	0	0	0	100	100	100	81	47	13	2
August 2027	68	11	4	0	0	0	0	100	97	33	0	0	0	0	100	100	100	68	38	9	1
August 2028	65	7	0	0	0	0	0	100	60	0	0	0	0	0	100	100	100	58	31	7	1
August 2029	61	3	0	0	0	0	0	100	25	0	0	0	0	0	100	100	87	48	25	5	*
August 2030	57	0	0	0	0	0	0	100	0	0	0	0	0	0	100	97	75	40	20	3	*
August 2031	53	0	0	0	0	0	0	100	0	0	0	0	0	0	100	85	65	33	16	2	*
August 2032	49	0	0	0	0	0	0	100	0	0	0	0	0	0	100	74	56	27	12	2	*
August 2033	44	0	0	0	0	0	0	100	0	0	0	0	0	0	100	64	47	22	10	1	*
August 2034	39	0	0	0	0	0	0	100	0	0	0	0	0	0	100	54	39	18	7	1	*
August 2035	34	0	0	0	0	0	0	100	0	0	0	0	0	0	100	45	32	14	6	1	*
August 2036	29	0	0	0	0	0	0	100	0	0	0	0	0	0	100	37	26	11	4	*	*
August 2037	23	0	0	0	0	0	0	100	0	0	0	0	0	0	100	29	20	8	3	*	*
August 2038	17	0	0	0	0	0	0	100	0	0	0	0	0	0	100	22	15	6	2	*	*
August 2039	11	0	0	0	0	0	0	98	0	0	0	0	0	0	100	16	11	4	1	*	*
August 2040	4	0	0	0	0	0	0	36	0	0	0	0	0	0	100	10	7	2	1	*	*
August 2041	0	0	0	0	0	0	0	0	0	0	0	0	0	0	88	5	3	1	*	*	*
August 2042	0	0	0	0	0	0	0	0	0	0	0	0	0	0	61	0	0	0	0	0	0
August 2043	0	0	0	0	0	0	0	0	0	0	0	0	0	0	31	0	0	0	0	0	0
August 2044	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	16.4	6.6	5.7	4.2	3.3	2.2	1.5	25.8	14.3	12.6	9.6	7.4	4.8	3.2	28.4	20.9	19.3	15.9	12.9	8.6	5.6

* 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.

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.

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, the Notional Classes and the YP and PB 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:

Group	Prepayment Assumption
1	185% PSA
2	150% PSA
3	125% PSA

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

Taxation of Beneficial Owners of Residual Certificates

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

Taxation of Beneficial Owners of RCR Certificates

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

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

PLAN OF DISTRIBUTION

We are obligated to deliver the Certificates to Goldman, Sachs & Co. (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								
PD	$ 54,097,000	PA	$ 54,097,000	PAC/AD	3.0%	FIX	3136AKD26	January 2044
PI	6,010,777(3)							
Recombination 2								
IN	112,222(3)	PY	1,010,000	PAC/AD	3.0	FIX	3136AKD34	April 2044
YP	1,010,000							
Recombination 3								
PD	54,097,000	PH	55,107,000	PAC/AD	2.5	FIX	3136AKD42	April 2044
YP	1,010,000							
Recombination 4								
PD	54,097,000	PK	55,107,000	PAC/AD	3.0	FIX	3136AKD59	April 2044
PI	6,010,777(3)							
IN	112,222(3)							
YP	1,010,000							
Recombination 5								
PI	6,010,777(3)	IP	6,122,999(3)	NTL	4.5	FIX/IO	3136AKD67	April 2044
IN	112,222(3)							
Recombination 6								
MI	50,096,982(3)	MC	400,775,852	SEQ	3.5	FIX	3136AKD75	April 2041
ME	400,775,852							
Recombination 7								
MI	100,193,963(3)	MA	400,775,852	SEQ	4.0	FIX	3136AKD83	April 2041
ME	400,775,852							
Recombination 8								
MV	39,155,342	V	65,704,270	SEQ/AD	4.0	FIX	3136AKD91	August 2033
VM	26,548,928							
Recombination 9								
CA	105,158,929	CG	111,797,167	SEQ	3.0	FIX	3136AKE25	July 2040
CD	6,638,238							

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 10								
CA	$105,158,929	CH	$118,100,069	SEQ	3.0%	FIX	3136AKE33	April 2041
CD	6,638,238							
CE	6,302,902							
Recombination 11								
CD	6,638,238	CJ	12,941,140	SEQ	3.0	FIX	3136AKE41	April 2041
CE	6,302,902							
Recombination 12								
CV	8,732,517	CB(4)	31,899,931	SEQ	3.0	FIX	3136AKE58	September 2044
VC	4,947,374							
VZ	18,220,040							

(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 12 from the VZ 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 Schedule

Aggregate Group Planned Balances

Distribution Date	Planned Balance	Distribution Date	Planned Balance	Distribution Date	Planned Balance
Initial Balance	$55,107,000.00	May 2019	$28,457,111.28	February 2024	$11,391,593.64
September 2014	54,553,268.05	June 2019	28,068,341.44	March 2024	11,188,988.93
October 2014	54,002,994.91	July 2019	27,681,945.69	April 2024	10,989,092.03
November 2014	53,456,158.06	August 2019	27,297,908.19	May 2024	10,791,868.79
December 2014	52,912,735.12	September 2019	26,916,213.25	June 2024	10,597,285.50
January 2015	52,372,703.82	October 2019	26,536,845.22	July 2024	10,405,308.85
February 2015	51,836,042.07	November 2019	26,159,788.60	August 2024	10,215,905.96
March 2015	51,302,727.90	December 2019	25,785,027.94	September 2024	10,029,044.33
April 2015	50,772,739.46	January 2020	25,412,547.91	October 2024	9,844,691.86
May 2015	50,246,055.05	February 2020	25,042,333.27	November 2024	9,662,816.85
June 2015	49,722,653.12	March 2020	24,674,368.88	December 2024	9,483,387.97
July 2015	49,202,512.22	April 2020	24,308,639.69	January 2025	9,306,374.30
August 2015	48,685,611.05	May 2020	23,945,130.72	February 2025	9,131,745.29
September 2015	48,171,928.45	June 2020	23,583,827.12	March 2025	8,959,470.74
October 2015	47,661,443.38	July 2020	23,224,714.11	April 2025	8,789,520.85
November 2015	47,154,134.92	August 2020	22,867,777.01	May 2025	8,621,866.16
December 2015	46,649,982.32	September 2020	22,514,273.13	June 2025	8,456,477.60
January 2016	46,148,964.90	October 2020	22,165,362.78	July 2025	8,293,326.43
February 2016	45,651,062.16	November 2020	21,820,988.94	August 2025	8,132,384.28
March 2016	45,156,253.70	December 2020	21,481,095.25	September 2025	7,973,623.10
April 2016	44,664,519.25	January 2021	21,145,626.04	October 2025	7,817,015.21
May 2016	44,175,838.67	February 2021	20,814,526.33	November 2025	7,662,533.27
June 2016	43,690,191.94	March 2021	20,487,741.78	December 2025	7,510,150.27
July 2016	43,207,559.17	April 2021	20,165,218.72	January 2026	7,359,839.51
August 2016	42,727,920.58	May 2021	19,846,904.14	February 2026	7,211,574.65
September 2016	42,251,256.53	June 2021	19,532,745.67	March 2026	7,065,329.65
October 2016	41,777,547.48	July 2021	19,222,691.55	April 2026	6,921,078.81
November 2016	41,306,774.05	August 2021	18,916,690.68	May 2026	6,778,796.72
December 2016	40,838,916.92	September 2021	18,614,692.57	June 2026	6,638,458.31
January 2017	40,373,956.95	October 2021	18,316,647.32	July 2026	6,500,038.79
February 2017	39,911,875.09	November 2021	18,022,505.67	August 2026	6,363,513.70
March 2017	39,452,652.39	December 2021	17,732,218.92	September 2026	6,228,858.86
April 2017	38,996,270.05	January 2022	17,445,739.01	October 2026	6,096,050.41
May 2017	38,542,709.38	February 2022	17,163,018.41	November 2026	5,965,064.76
June 2017	38,091,951.78	March 2022	16,884,010.20	December 2026	5,835,878.62
July 2017	37,643,978.80	April 2022	16,608,668.02	January 2027	5,708,468.98
August 2017	37,198,772.07	May 2022	16,336,946.09	February 2027	5,582,813.14
September 2017	36,756,313.38	June 2022	16,068,799.14	March 2027	5,458,888.63
October 2017	36,316,584.57	July 2022	15,804,182.51	April 2027	5,336,673.32
November 2017	35,879,567.65	August 2022	15,543,052.03	May 2027	5,216,145.29
December 2017	35,445,244.71	September 2022	15,285,364.10	June 2027	5,097,282.93
January 2018	35,013,597.95	October 2022	15,031,075.64	July 2027	4,980,064.88
February 2018	34,584,609.71	November 2022	14,780,144.09	August 2027	4,864,470.05
March 2018	34,158,262.39	December 2022	14,532,527.42	September 2027	4,750,477.61
April 2018	33,734,538.54	January 2023	14,288,184.09	October 2027	4,638,066.99
May 2018	33,313,420.80	February 2023	14,047,073.08	November 2027	4,527,217.85
June 2018	32,894,891.92	March 2023	13,809,153.87	December 2027	4,417,910.14
July 2018	32,478,934.77	April 2023	13,574,386.43	January 2028	4,310,124.02
August 2018	32,065,532.30	May 2023	13,342,731.21	February 2028	4,203,839.93
September 2018	31,654,667.57	June 2023	13,114,149.16	March 2028	4,099,038.52
October 2018	31,246,323.78	July 2023	12,888,601.68	April 2028	3,995,700.69
November 2018	30,840,484.18	August 2023	12,666,050.67	May 2028	3,893,807.59
December 2018	30,437,132.17	September 2023	12,446,458.47	June 2028	3,793,340.58
January 2019	30,036,251.22	October 2023	12,229,787.88	July 2028	3,694,281.28
February 2019	29,637,824.92	November 2023	12,016,002.18	August 2028	3,596,611.50
March 2019	29,241,836.95	December 2023	11,805,065.06	September 2028	3,500,313.30
April 2019	28,848,271.11	January 2024	11,596,940.69	October 2028	3,405,368.96

Aggregate Group Planned Balances (Continued)

Distribution Date	Planned Balance
November 2028	$ 3,311,760.97
December 2028	3,219,472.05
January 2029	3,128,485.13
February 2029	3,038,783.33
March 2029	2,950,350.02
April 2029	2,863,168.74
May 2029	2,777,223.24
June 2029	2,692,497.50
July 2029	2,608,975.67
August 2029	2,526,642.09
September 2029	2,445,481.33
October 2029	2,365,478.13
November 2029	2,286,617.40
December 2029	2,208,884.28
January 2030	2,132,264.06
February 2030	2,056,742.24
March 2030	1,982,304.47
April 2030	1,908,936.60
May 2030	$ 1,836,624.65
June 2030	1,765,354.83
July 2030	1,695,113.49
August 2030	1,625,887.17
September 2030	1,557,662.58
October 2030	1,490,426.58
November 2030	1,424,166.22
December 2030	1,358,868.69
January 2031	1,294,521.34
February 2031	1,231,111.69
March 2031	1,168,627.41
April 2031	1,107,056.32
May 2031	1,046,386.40
June 2031	986,605.78
July 2031	927,702.73
August 2031	869,665.67
September 2031	812,483.17
October 2031	756,143.95
November 2031	$ 700,636.84
December 2031	645,950.84
January 2032	592,075.09
February 2032	538,998.85
March 2032	486,711.51
April 2032	435,202.61
May 2032	384,461.82
June 2032	334,478.93
July 2032	285,243.87
August 2032	236,746.67
September 2032	188,977.53
October 2032	141,926.73
November 2032	95,584.69
December 2032	49,941.97
January 2033	4,989.20
February 2033 and thereafter	0.00

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

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

TABLE OF CONTENTS

$782,393,596

FannieMae®

Guaranteed REMIC
Pass-Through Certificates
Fannie Mae REMIC Trust 2014-58

PROSPECTUS SUPPLEMENT

Goldman, Sachs & Co.

August 25, 2014