

**\$114,751,954**



**Guaranteed REMIC Pass-Through Certificates  
Fannie Mae REMIC Trust 2016-23**

**The Certificates**

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

**Payments to Certificateholders**

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

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

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

**The Fannie Mae Guaranty**

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

**The Trust and its Assets**

The trust will own

- an underlying RCR certificate backed by Fannie Mae MBS and
- Fannie Mae MBS.

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

Class	Group	Original Class Balance	Principal Type(1)	Interest Rate	Interest Type(1)	CUSIP Number	Final Distribution Date
FT ...	1	\$50,450,318	SC/PT	(2)	FLT	3136ARUR7	November 2045
ST ...	1	50,450,318(3)	NTL	(2)	INV/IO	3136ARUS5	November 2045
PA ...	1	5,857,025	SC/PAC	3.00%	FIX	3136ARUT3	November 2045
PL ...	1	798,685	SC/PAC	3.00	FIX	3136ARUU0	November 2045
CU ...	1	1,752,676	SC/SUP	3.00	FIX	3136ARUV8	November 2045
AB ...	2	38,006,000	SEQ	2.75	FIX	3136ARUW6	February 2041
AI ...	2	8,144,142(3)	NTL	3.50	FIX/IO	3136ARUX4	February 2041
V ...	2	5,902,793	SEQ/AD	3.50	FIX	3136ARUY2	October 2027
Z ...	2	11,984,457	SEQ	3.50	FIX/Z	3136ARUZ9	April 2046
R ...		0	NPR	0	NPR	3136ARVA3	April 2046
RL ...		0	NPR	0	NPR	3136ARVB1	April 2046

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

(2) Based on LIBOR.

(3) Notional principal balances. These classes are interest only classes. See page S-6 for a description of how their notional principal balances are calculated.

The dealer will offer the certificates from time to time in negotiated transactions at varying prices. We expect the settlement date to be March 30, 2016.

**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.

**Mizuho Securities USA Inc.**

The date of this Prospectus Supplement is March 24, 2016

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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 June 1, 2014 (the “REMIC Prospectus”);
- our Prospectus for Fannie Mae Guaranteed Pass-Through Certificates (Single-Family Residential Mortgage Loans) dated
  - October 1, 2014, for all MBS issued on or after October 1, 2014,
  - March 1, 2013, for all MBS issued on or after March 1, 2013 and prior to October 1, 2014,
  - February 1, 2012, for all MBS issued on or after February 1, 2012 and prior to March 1, 2013,
  - July 1, 2011, for all MBS issued on or after July 1, 2011 and prior to February 1, 2012,
  - June 1, 2009, for all MBS issued on or after January 1, 2009 and prior to July 1, 2011,
  - April 1, 2008, for all MBS issued on or after June 1, 2007 and prior to January 1, 2009, or
  - January 1, 2006, for all other MBS(as applicable, the “MBS Prospectus”);
- if you are purchasing a Group 1 Class or the R or RL Class, the disclosure document relating to the underlying RCR certificate (the “Underlying REMIC Disclosure Document”); 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 October 1, 2014.

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

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

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

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, the MBS Prospectus and the Underlying REMIC Disclosure Document by writing or calling the dealer at:

Mizuho Securities USA Inc.  
320 Park Avenue  
12<sup>th</sup> Floor  
New York, NY 10022  
(telephone 201-626-1288).

## SUMMARY

This summary contains only limited information about the certificates. Statistical information in this summary is provided as of March 1, 2016. You should purchase the certificates only after reading this prospectus supplement and each of the additional disclosure documents listed on page S-3. In particular, please see the discussion of risk factors that appears in each of those additional disclosure documents.

### Assets Underlying Each Group of Classes

<u>Group</u>	<u>Assets</u>
1	Class 2015-85-PT RCR Certificate
2	Group 2 MBS

### Group 1

Exhibit A describes the underlying RCR certificate in Group 1, including certain information about the related mortgage loans. To learn more about the underlying RCR Certificate, you should obtain from us the current class factor and the related disclosure document as described on page S-3.

### Group 2

#### Characteristics of the Group 2 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>
\$55,893,250	3.50%	3.75% to 6.00%	241 to 360

#### Assumed Characteristics of the Underlying Mortgage Loans

<u>Principal Balance</u>	<u>Original Term to Maturity (in months)</u>	<u>Remaining Term to Maturity (in months)</u>	<u>Loan Age (in months)</u>	<u>Interest Rate</u>
\$55,893,250	360	343	5	4.249%

The actual remaining terms to maturity, loan ages and interest rates of most of the mortgage loans underlying the Group 2 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 March 30, 2016.

### Distribution Dates

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

## Record Date

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

## Book-Entry and Physical Certificates

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

<u>Fed Book-Entry</u>	<u>Physical</u>
All classes of certificates other than the R and RL Classes	R and RL Classes

## 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.

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

<u>Class</u>	<u>Initial Interest Rate</u>	<u>Maximum Interest Rate</u>	<u>Minimum Interest Rate</u>	<u>Formula for Calculation of Interest Rate(1)</u>
FT .....	0.939%	6.50%	0.50%	LIBOR + 50 basis points
ST .....	5.561%	6.00%	0.00%	6% – 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:

<u>Class</u>	
ST .....	100% of the FT Class
AI .....	21.4285691733% of the AB 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)\***

<b>Group 1 Classes</b>	<b>PSA Prepayment Assumption</b>									
	<b>0%</b>	<b>100%</b>	<b>115%</b>	<b>185%</b>	<b>225%</b>	<b>300%</b>	<b>400%</b>	<b>600%</b>	<b>800%</b>	<b>1000%</b>
FT and ST . . . . .	19.6	10.5	9.9	7.4	6.5	5.2	4.1	2.9	2.2	1.8
PA . . . . .	16.1	6.3	5.9	5.9	5.9	4.9	3.9	2.8	2.2	1.8
PL . . . . .	26.0	18.7	18.7	18.7	18.7	15.2	11.9	8.0	5.8	4.5
CU . . . . .	28.2	20.9	19.1	7.5	2.9	1.7	1.2	0.9	0.7	0.5

<b>Group 2 Classes</b>	<b>PSA Prepayment Assumption</b>							
	<b>0%</b>	<b>100%</b>	<b>169%</b>	<b>200%</b>	<b>300%</b>	<b>400%</b>	<b>500%</b>	<b>700%</b>
AB and AI . . . . .	15.4	6.0	4.3	3.8	2.9	2.3	2.0	1.6
V . . . . .	6.1	6.1	6.0	5.7	4.8	4.1	3.6	2.8
Z . . . . .	27.6	19.4	15.6	14.3	10.9	8.7	7.1	5.2

\* 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 March 1, 2016 (the “Issue Date”). The trust agreement and supplement are collectively referred to as the “Trust Agreement.” We will issue the Guaranteed REMIC Pass-Through Certificates (the “Certificates”) pursuant to the Trust Agreement. We will execute the Trust Agreement in our corporate capacity and as trustee (the “Trustee”).

The assets of the Trust will include:

- a previously issued RCR Certificate (the “Group 1 Underlying RCR Certificate”) issued from the related Fannie Mae REMIC trust (the “Underlying REMIC Trust”), as further described in Exhibit A, and
- certain Fannie Mae Guaranteed Mortgage Pass-Through Certificates (the “Group 2 MBS”).

The Group 1 Underlying RCR Certificate evidences direct or indirect beneficial ownership interests in certain Fannie Mae Guaranteed Mortgage Pass-Through Certificates (together with the Trust MBS, the “MBS”).

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

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

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

<u>REMIC Designation</u>	<u>Assets</u>	<u>Regular Interests</u>	<u>Residual Interest</u>
Lower Tier REMIC . . . . .	Group 1 Underlying RCR Certificate and Group 2 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 Certificates other than the R and RL Classes	R

*Fannie Mae Guaranty.* For a description of our guaranties of the Certificates, the MBS and the Group 1 Underlying RCR Certificate, see the applicable discussions appearing under the heading “Fannie Mae Guaranty” in the REMIC Prospectus, the MBS Prospectus and the Underlying REMIC Disclosure Document. Our guaranties are not backed by the full faith and credit of the United States.



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

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

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

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

### **The Group 1 Underlying RCR Certificate**

The Group 1 Underlying RCR Certificate represents beneficial ownership interests in the related Underlying REMIC Trust. The assets of that trust consist of MBS (or beneficial ownership interests in MBS) having the general characteristics set forth in the MBS Prospectus. Each MBS evidences beneficial ownership interests in a pool of conventional, fixed-rate, fully-amortizing mortgage loans secured by first mortgages or deeds of trust on single-family residential properties, as described under “The Mortgage Loan Pools” and “Yield, Maturity and Prepayment Considerations” in the MBS Prospectus.

Distributions on the Group 1 Underlying RCR Certificate will be passed through monthly, beginning in the month after we issue the Certificates. The general characteristics of the Group 1 Underlying RCR Certificate are described in the Underlying REMIC Disclosure Document. See Exhibit A for certain additional information about the Group 1 Underlying RCR Certificate. Exhibit A is provided in lieu of a Final Data Statement with respect to the Group 1 Underlying RCR Certificate.

For further information about the Group 1 Underlying RCR Certificate, telephone us at 800-2FANNIE. Additional information about the Group 1 Underlying RCR Certificate is also available at <https://mbsdisclosure.fanniemae.com/PoolTalk2/index.html>. There may have been material changes in facts and circumstances since the date we prepared the Underlying REMIC Disclosure Document. These may include changes in prepayment speeds, prevailing interest rates and other economic factors. As a result, the usefulness of the information set forth in that document may be limited.

### **The Group 2 MBS**

The Group 2 MBS provide that principal and interest on the related Mortgage Loans are passed through monthly. The Mortgage Loans underlying the Group 2 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 October 1, 2014 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 October 1, 2014.

For additional information, see “Summary—Group 2—Characteristics of the Group 2 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 Class) on a Distribution Date will consist of one month’s interest on the outstanding balance of that Certificate immediately prior to that Distribution Date. For a description of the Accrual Class, see “—*Accrual Class*” below.

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:

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

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

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

## Distributions of Principal

On the Distribution Date in each month, we will make payments of principal on the Classes of Certificates as described below.

- *Group 1*

The Group 1 Principal Distribution Amount as follows:

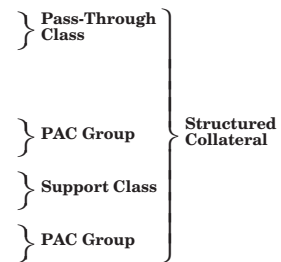
— 85.7142861997% to FT until retired, and

— 14.2857138003% as follows:

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

*second*, to CU until retired; and

*third*, to the Aggregate Group to zero.



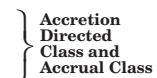
The “Group 1 Principal Distribution Amount” is the principal then paid on the Group 1 Underlying RCR Certificate.

The “Aggregate Group” consists of the PA and PL Classes. On each Distribution Date, we will apply payments of principal of the Aggregate Group to PA and PL, 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 Z Accrual Amount to V until retired, and thereafter to Z.



The Group 2 Cash Flow Distribution Amount to AB, V and Z, in that order, until retired.



The “Z Accrual Amount” is any interest then accrued and added to the principal balance of the Z 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 actual characteristics of each pool of Mortgage Loans backing the Group 1 Underlying RCR Certificate, and the following assumptions (such characteristics and assumptions, collectively, the “Pricing Assumptions”):

- the Mortgage Loans underlying the Group 2 MBS have the original term to maturity, remaining term to maturity, loan age and interest rate specified under “Summary—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 March 30, 2016; 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 Group 2 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.

<u>Group</u>	<u>Structuring Range</u>	<u>Initial Effective Range</u>
Aggregate Group Planned Balances	Between 115% and 225% PSA	Between 115% and 225% PSA

The Aggregate Group consists of the PA and PL 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 the 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 the CU Class. When the CU 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 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 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 related 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 Inverse Floating Rate 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:

<u>Class</u>	<u>Price*</u>
ST .....	24.875%

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption</u>									
	<u>50%</u>	<u>100%</u>	<u>115%</u>	<u>185%</u>	<u>225%</u>	<u>300%</u>	<u>400%</u>	<u>600%</u>	<u>800%</u>	<u>1000%</u>
0.2195% .....	19.1%	16.3%	15.4%	11.4%	9.1%	4.6%	(1.5)%	(14.2)%	(27.8)%	(42.3)%
0.4390% .....	18.1%	15.3%	14.5%	10.4%	8.1%	3.6%	(2.5)%	(15.3)%	(28.9)%	(43.5)%
2.4390% .....	9.0%	6.1%	5.2%	1.1%	(1.2)%	(5.8)%	(12.0)%	(25.0)%	(39.1)%	(54.4)%
4.4390% .....	(1.6)%	(4.4)%	(5.3)%	(9.4)%	(11.8)%	(16.3)%	(22.6)%	(35.8)%	(50.3)%	(66.6)%
6.0000% .....	*	*	*	*	*	*	*	*	*	*

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

<u>Class</u>	<u>% PSA</u>
AI .....	189%

**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 AI Class would lose money on their initial investments.**

The information shown in the following yield table has been prepared on the basis of the Pricing Assumptions and the assumption that the aggregate purchase price of the Fixed Rate Interest Only Class (expressed as a percentage of the original principal balance) is as follows:

<u>Class</u>	<u>Price*</u>
AI .....	13.6875%

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

**Sensitivity of the AI Class to Prepayments**

	PSA Prepayment Assumption							
	<u>50%</u>	<u>100%</u>	<u>169%</u>	<u>200%</u>	<u>300%</u>	<u>400%</u>	<u>500%</u>	<u>700%</u>
Pre-Tax Yields to Maturity . . . . .	17.4%	11.7%	2.8%	(1.5)%	(15.4)%	(28.9)%	(41.5)%	(63.4)%



## Weighted Average Lives of the Certificates

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

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

- the timing of changes in the rate of principal distributions, 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 Terms to Maturity</u>	<u>Remaining Terms to Maturity</u>	<u>Interest Rates</u>
Group 1 Underlying RCR Certificate	360 months	355 months	7.00%
Group 2 MBS	360 months	360 months	6.00%

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

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

## Percent of Original Principal Balances Outstanding

Date	FT and ST† Classes										PA Class									
	PSA Prepayment Assumption										PSA Prepayment Assumption									
	0%	100%	115%	185%	225%	300%	400%	600%	800%	1000%	0%	100%	115%	185%	225%	300%	400%	600%	800%	1000%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
March 2017	99	96	95	94	93	91	88	83	77	72	98	94	93	93	93	93	93	93	93	90
March 2018	98	89	88	83	81	76	69	57	45	35	97	85	83	83	83	83	83	68	51	37
March 2019	97	83	81	73	69	61	52	36	23	14	95	75	72	72	72	72	60	38	20	6
March 2020	95	76	74	64	58	49	38	22	12	5	93	66	62	62	62	57	42	18	3	0
March 2021	94	70	67	55	49	39	29	14	6	2	91	57	53	53	53	43	27	6	0	0
March 2022	92	64	61	48	42	32	21	9	3	1	89	49	44	44	44	32	17	0	0	0
March 2023	91	59	56	42	35	25	16	5	2	*	87	41	36	36	36	23	9	0	0	0
March 2024	89	54	50	36	30	20	12	3	1	*	84	34	29	29	29	15	3	0	0	0
March 2025	87	49	46	31	25	16	9	2	*	*	82	27	22	22	22	9	0	0	0	0
March 2026	85	45	41	27	21	13	6	1	*	*	79	21	16	16	16	5	0	0	0	0
March 2027	83	41	37	23	17	10	5	1	*	*	76	15	11	11	11	1	0	0	0	0
March 2028	81	37	33	20	15	8	3	1	*	*	73	10	7	7	7	0	0	0	0	0
March 2029	79	34	30	17	12	6	3	*	*	*	69	5	4	4	4	0	0	0	0	0
March 2030	76	30	27	14	10	5	2	*	*	*	65	1	1	1	1	0	0	0	0	0
March 2031	73	27	24	12	8	4	1	*	*	*	61	0	0	0	0	0	0	0	0	0
March 2032	70	24	21	10	7	3	1	*	*	*	57	0	0	0	0	0	0	0	0	0
March 2033	67	21	18	9	6	2	1	*	*	*	53	0	0	0	0	0	0	0	0	0
March 2034	64	19	16	7	5	2	*	*	*	*	48	0	0	0	0	0	0	0	0	0
March 2035	60	17	14	6	4	1	*	*	*	*	42	0	0	0	0	0	0	0	0	0
March 2036	56	14	12	5	3	1	*	*	*	*	37	0	0	0	0	0	0	0	0	0
March 2037	52	12	10	4	2	1	*	*	*	*	31	0	0	0	0	0	0	0	0	0
March 2038	47	10	8	3	2	1	*	*	*	*	24	0	0	0	0	0	0	0	0	0
March 2039	42	9	7	2	1	*	*	*	*	*	17	0	0	0	0	0	0	0	0	0
March 2040	37	7	5	2	1	*	*	*	*	*	10	0	0	0	0	0	0	0	0	0
March 2041	31	5	4	1	1	*	*	*	*	*	1	0	0	0	0	0	0	0	0	0
March 2042	25	4	3	1	*	*	*	*	*	0	0	0	0	0	0	0	0	0	0	0
March 2043	19	2	2	1	*	*	*	*	*	0	0	0	0	0	0	0	0	0	0	0
March 2044	12	1	1	*	*	*	*	*	*	0	0	0	0	0	0	0	0	0	0	0
March 2045	5	*	*	*	*	*	*	0	0	0	0	0	0	0	0	0	0	0	0	0
March 2046	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	19.6	10.5	9.9	7.4	6.5	5.2	4.1	2.9	2.2	1.8	16.1	6.3	5.9	5.9	5.9	4.9	3.9	2.8	2.2	1.8

Date	PL Class										CU Class									
	PSA Prepayment Assumption										PSA Prepayment Assumption									
	0%	100%	115%	185%	225%	300%	400%	600%	800%	1000%	0%	100%	115%	185%	225%	300%	400%	600%	800%	1000%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
March 2017	100	100	100	100	100	100	100	100	100	100	100	100	100	100	91	86	77	64	39	14
March 2018	100	100	100	100	100	100	100	100	100	100	100	100	100	100	76	63	39	7	0	0
March 2019	100	100	100	100	100	100	100	100	100	100	100	100	100	100	62	41	4	0	0	0
March 2020	100	100	100	100	100	100	100	100	100	100	100	100	100	100	51	25	0	0	0	0
March 2021	100	100	100	100	100	100	100	100	63	22	100	100	100	43	14	0	0	0	0	0
March 2022	100	100	100	100	100	100	100	92	32	9	100	100	100	37	6	0	0	0	0	0
March 2023	100	100	100	100	100	100	100	58	16	3	100	100	100	33	2	0	0	0	0	0
March 2024	100	100	100	100	100	100	100	36	8	1	100	100	100	31	*	0	0	0	0	0
March 2025	100	100	100	100	100	100	91	22	4	1	100	100	100	30	*	0	0	0	0	0
March 2026	100	100	100	100	100	100	67	14	2	*	100	100	98	29	*	0	0	0	0	0
March 2027	100	100	100	100	100	100	49	9	1	*	100	100	94	27	*	0	0	0	0	0
March 2028	100	100	100	100	100	84	36	5	1	*	100	100	90	25	*	0	0	0	0	0
March 2029	100	100	100	100	100	67	26	3	*	*	100	100	85	23	*	0	0	0	0	0
March 2030	100	100	100	100	100	52	19	2	*	*	100	97	80	21	*	0	0	0	0	0
March 2031	100	87	87	87	87	41	14	1	*	*	100	90	74	19	*	0	0	0	0	0
March 2032	100	72	72	72	72	32	10	1	*	*	100	84	68	17	*	0	0	0	0	0
March 2033	100	59	59	59	59	25	7	*	*	*	100	76	61	15	*	0	0	0	0	0
March 2034	100	48	48	48	48	19	5	*	*	*	100	69	55	13	*	0	0	0	0	0
March 2035	100	38	38	38	38	14	4	*	*	*	100	62	49	11	*	0	0	0	0	0
March 2036	100	30	30	30	30	11	3	*	*	*	100	55	43	10	*	0	0	0	0	0
March 2037	100	24	24	24	24	8	2	*	*	*	0	100	48	38	8	*	0	0	0	0
March 2038	100	19	19	19	19	6	1	*	*	*	0	100	41	32	7	*	0	0	0	0
March 2039	100	14	14	14	14	4	1	*	*	*	0	100	35	27	5	*	0	0	0	0
March 2040	100	10	10	10	10	3	1	*	*	*	0	100	28	22	4	*	0	0	0	0
March 2041	100	7	7	7	7	2	*	*	*	*	0	100	22	17	3	*	0	0	0	0
March 2042	47	5	5	5	5	1	*	*	*	*	0	100	16	12	2	*	0	0	0	0
March 2043	3	3	3	3	3	1	*	*	*	0	89	11	8	1	*	0	0	0	0	0
March 2044	1	1	1	1	1	*	*	*	*	0	57	5	4	1	*	0	0	0	0	0
March 2045	*	*	*	*	*	*	*	*	*	0	22	*	*	*	*	0	0	0	0	0
March 2046	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	26.0	18.7	18.7	18.7	18.7	15.2	11.9	8.0	5.8	4.5	28.2	20.9	19.1	7.5	2.9	1.7	1.2	0.9	0.7	0.5

\* 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	AB and AI† Classes								V Class							
	PSA Prepayment Assumption								PSA Prepayment Assumption							
	0%	100%	169%	200%	300%	400%	500%	700%	0%	100%	169%	200%	300%	400%	500%	700%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
March 2017	98	94	92	91	87	84	81	74	93	93	93	93	93	93	93	93
March 2018	96	85	78	75	66	57	49	32	85	85	85	85	85	85	85	85
March 2019	94	74	63	58	44	31	19	0	78	78	78	78	78	78	78	65
March 2020	92	64	50	44	26	11	0	0	70	70	70	70	70	70	56	0
March 2021	90	55	38	31	11	0	0	0	61	61	61	61	61	34	0	0
March 2022	87	47	27	20	0	0	0	0	53	53	53	53	50	0	0	0
March 2023	85	39	18	10	0	0	0	0	44	44	44	44	0	0	0	0
March 2024	82	31	10	2	0	0	0	0	35	35	35	35	0	0	0	0
March 2025	79	24	2	0	0	0	0	0	25	25	25	0	0	0	0	0
March 2026	76	18	0	0	0	0	0	0	15	15	0	0	0	0	0	0
March 2027	73	12	0	0	0	0	0	0	5	5	0	0	0	0	0	0
March 2028	69	6	0	0	0	0	0	0	0	0	0	0	0	0	0	0
March 2029	66	1	0	0	0	0	0	0	0	0	0	0	0	0	0	0
March 2030	62	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
March 2031	57	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
March 2032	53	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
March 2033	48	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
March 2034	43	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
March 2035	38	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
March 2036	32	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
March 2037	26	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
March 2038	20	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
March 2039	13	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
March 2040	6	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
March 2041	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
March 2042	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
March 2043	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
March 2044	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
March 2045	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
March 2046	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average																
Life (years)**	15.4	6.0	4.3	3.8	2.9	2.3	2.0	1.6	6.1	6.1	6.0	5.7	4.8	4.1	3.6	2.8

Date	Z Class							
	PSA Prepayment Assumption							
	0%	100%	169%	200%	300%	400%	500%	700%
Initial Percent	100	100	100	100	100	100	100	100
March 2017	104	104	104	104	104	104	104	104
March 2018	107	107	107	107	107	107	107	107
March 2019	111	111	111	111	111	111	111	111
March 2020	115	115	115	115	115	115	115	81
March 2021	119	119	119	119	119	119	97	46
March 2022	123	123	123	123	123	101	66	26
March 2023	128	128	128	128	118	74	45	15
March 2024	132	132	132	132	94	55	31	8
March 2025	137	137	137	132	75	40	21	5
March 2026	142	142	136	113	59	30	14	3
March 2027	147	147	118	95	47	22	10	1
March 2028	149	149	102	81	37	16	6	1
March 2029	149	149	88	68	29	12	4	*
March 2030	149	136	75	57	23	8	3	*
March 2031	149	121	64	48	18	6	2	*
March 2032	149	107	54	40	14	4	1	*
March 2033	149	95	46	33	10	3	1	*
March 2034	149	83	38	27	8	2	1	*
March 2035	149	72	32	22	6	2	*	*
March 2036	149	62	26	18	5	1	*	*
March 2037	149	52	21	14	3	1	*	*
March 2038	149	44	17	11	2	*	*	*
March 2039	149	36	13	8	2	*	*	*
March 2040	149	28	10	6	1	*	*	*
March 2041	145	21	7	4	1	*	*	*
March 2042	119	15	5	3	*	*	*	*
March 2043	92	9	3	2	*	*	*	*
March 2044	63	3	1	1	*	*	*	*
March 2045	32	0	0	0	0	0	0	0
March 2046	0	0	0	0	0	0	0	0
Weighted Average								
Life (years)**	27.6	19.4	15.6	14.3	10.9	8.7	7.1	5.2

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

## **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 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 Group 2 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 October 1, 2014. 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 Notional Classes and the Accrual Class will be issued with original issue discount (“OID”), and certain other Classes of 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 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	185% PSA
2	169% 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.

### **Tax Audit Procedures**

The Bipartisan Budget Act of 2015, which was enacted on November 2, 2015, repeals and replaces the rules applicable to certain administrative and judicial proceedings regarding a REMIC’s tax affairs, effective beginning with the 2018 taxable year. Under the new rules, a partnership, including for this purpose a REMIC, appoints one person to act as its sole representative in connection with IRS audits and related procedures. In the case of a REMIC, the representative’s actions, including the representative’s agreeing to adjustments to taxable income, will bind Residual Owners to a greater degree than would actions of the tax matters partner (“TMP”) under current rules. See “*Material Federal Income Tax Consequences—Reporting and Other Administrative Matters*” in the REMIC Prospectus for a discussion of the TMP. Further, an adjustment to the REMIC’s taxable income following an IRS audit may have to be taken into account by those Residual Owners in the year in which the adjustment is made rather than in the year to which the adjustment relates, and otherwise in different and potentially less advantageous ways than under current rules. In some cases, a REMIC could itself be liable for taxes on income adjustments, although it is anticipated that each REMIC will seek to follow procedures in the new rules to avoid entity-level liability to the extent it otherwise may be imposed. The new rules, which will apply to both existing and future REMICs, are complex and likely will be clarified and possibly revised before going into effect. Residual Owners should discuss with their own tax advisors the possible effect of the new rules on them.

## **Foreign Investors**

In IRS Notice 2015-66, the IRS announced on September 18, 2015 its intention to push back the start date of FATCA withholding on gross proceeds from the sale or other disposition of any property of a type that can produce interest from U.S. sources. Under this published guidance, a 30-percent United States withholding tax (“FATCA withholding”) will apply to gross proceeds from the sale or other disposition of a Regular Certificate beginning on January 1, 2019 that are paid to a non-U.S. entity that is a “financial institution” and fails to comply with certain reporting and other requirements or to a non-U.S. entity that is not a “financial institution” but fails to disclose the identity of its direct or indirect “substantial U.S. owners” or to certify that it has no such owners. FATCA withholding currently applies to payments treated as interest on a Regular Certificate paid to such persons. Various exceptions may apply. You should consult your own tax advisor regarding the potential application and impact of this withholding tax based on your particular circumstances. See “Material Federal Income Tax Consequences—Foreign Investors” in the REMIC Prospectus.

## **PLAN OF DISTRIBUTION**

We are obligated to deliver the Certificates to Mizuho Securities USA Inc. (the “Dealer”) in exchange for the Group 1 Underlying RCR Certificate and the Group 2 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.

## **CREDIT RISK RETENTION**

The Certificates satisfy the requirements of the Credit Risk Retention Rule (12 C.F.R. Part 1234) jointly promulgated by the Federal Housing Finance Agency (“FHFA”), the SEC and several other federal agencies. In accordance with 12 C.F.R. 1234.8(a), (i) the Certificates are fully guaranteed as to timely payment of principal and interest by Fannie Mae and (ii) Fannie Mae is operating under the conservatorship of FHFA with capital support from the United States.

## **LEGAL MATTERS**

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

## Exhibit A

### Group 1 Underlying RCR Certificate

<u>Underlying REMIC Trust</u>	<u>Class</u>	<u>Date of Issue</u>	<u>CUSIP Number</u>	<u>Interest Rate</u>	<u>Interest Type(1)</u>	<u>Final Distribution Date</u>	<u>Principal Type(1)</u>	<u>Original Principal Balance of Class</u>	<u>March 2016 Class Factor</u>	<u>Principal Balance in the Lower Tier REMIC</u>	<u>Approximate Weighted Average WAC</u>	<u>Approximate Weighted Average WAM (in months)</u>	<u>Approximate Weighted Average WALA (in months)</u>
2015-85	PT	October 2015	3136AQSP6	6.0%	FIX	November 2045	PT	\$60,226,238	0.97729339	\$58,858,704	4.931%	349	7

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

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

## Principal Balance Schedule

### *Aggregate Group Planned Balances*

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
Initial Balance .....	\$6,655,710.00	January 2021 .....	\$3,989,837.20	November 2025 .....	\$1,864,278.32
April 2016 .....	6,632,316.66	February 2021 .....	3,945,494.69	December 2025 .....	1,837,138.60
May 2016 .....	6,607,296.77	March 2021 .....	3,901,434.58	January 2026 .....	1,810,362.61
June 2016 .....	6,580,661.09	April 2021 .....	3,857,655.16	February 2026 .....	1,783,945.70
July 2016 .....	6,552,421.32	May 2021 .....	3,814,154.72	March 2026 .....	1,757,883.26
August 2016 .....	6,522,590.13	June 2021 .....	3,770,931.58	April 2026 .....	1,732,170.72
September 2016 .....	6,491,181.14	July 2021 .....	3,727,984.05	May 2026 .....	1,706,803.60
October 2016 .....	6,458,208.92	August 2021 .....	3,685,310.46	June 2026 .....	1,681,777.46
November 2016 .....	6,423,688.95	September 2021 .....	3,642,909.14	July 2026 .....	1,657,087.90
December 2016 .....	6,387,637.65	October 2021 .....	3,600,778.45	August 2026 .....	1,632,730.60
January 2017 .....	6,350,072.33	November 2021 .....	3,558,916.74	September 2026 .....	1,608,701.29
February 2017 .....	6,311,011.21	December 2021 .....	3,517,322.38	October 2026 .....	1,584,995.74
March 2017 .....	6,270,473.36	January 2022 .....	3,475,993.75	November 2026 .....	1,561,609.79
April 2017 .....	6,228,478.75	February 2022 .....	3,434,929.23	December 2026 .....	1,538,539.32
May 2017 .....	6,185,048.17	March 2022 .....	3,394,127.22	January 2027 .....	1,515,780.26
June 2017 .....	6,140,203.26	April 2022 .....	3,353,586.13	February 2027 .....	1,493,328.60
July 2017 .....	6,093,966.45	May 2022 .....	3,313,304.36	March 2027 .....	1,471,180.38
August 2017 .....	6,046,361.00	June 2022 .....	3,273,280.36	April 2027 .....	1,449,331.68
September 2017 .....	5,997,410.92	July 2022 .....	3,233,512.54	May 2027 .....	1,427,778.64
October 2017 .....	5,947,140.97	August 2022 .....	3,193,999.36	June 2027 .....	1,406,517.45
November 2017 .....	5,895,576.67	September 2022 .....	3,154,739.27	July 2027 .....	1,385,544.33
December 2017 .....	5,842,744.24	October 2022 .....	3,115,730.73	August 2027 .....	1,364,855.57
January 2018 .....	5,788,670.58	November 2022 .....	3,076,972.21	September 2027 .....	1,344,447.49
February 2018 .....	5,733,839.28	December 2022 .....	3,038,462.19	October 2027 .....	1,324,316.47
March 2018 .....	5,678,449.34	January 2023 .....	3,000,199.17	November 2027 .....	1,304,458.91
April 2018 .....	5,623,408.70	February 2023 .....	2,962,181.64	December 2027 .....	1,284,871.30
May 2018 .....	5,568,715.25	March 2023 .....	2,924,408.11	January 2028 .....	1,265,550.13
June 2018 .....	5,514,366.89	April 2023 .....	2,886,877.09	February 2028 .....	1,246,491.95
July 2018 .....	5,460,361.54	May 2023 .....	2,849,587.12	March 2028 .....	1,227,693.36
August 2018 .....	5,406,697.12	June 2023 .....	2,812,536.72	April 2028 .....	1,209,151.00
September 2018 .....	5,353,371.57	July 2023 .....	2,775,724.44	May 2028 .....	1,190,861.55
October 2018 .....	5,300,382.83	August 2023 .....	2,739,148.84	June 2028 .....	1,172,821.73
November 2018 .....	5,247,728.87	September 2023 .....	2,702,808.47	July 2028 .....	1,155,028.30
December 2018 .....	5,195,407.66	October 2023 .....	2,666,701.90	August 2028 .....	1,137,478.07
January 2019 .....	5,143,417.19	November 2023 .....	2,630,827.71	September 2028 .....	1,120,167.88
February 2019 .....	5,091,755.46	December 2023 .....	2,595,184.48	October 2028 .....	1,103,094.62
March 2019 .....	5,040,420.47	January 2024 .....	2,559,770.82	November 2028 .....	1,086,255.20
April 2019 .....	4,989,410.26	February 2024 .....	2,524,585.32	December 2028 .....	1,069,646.60
May 2019 .....	4,938,722.84	March 2024 .....	2,489,626.59	January 2029 .....	1,053,265.81
June 2019 .....	4,888,356.28	April 2024 .....	2,454,893.26	February 2029 .....	1,037,109.86
July 2019 .....	4,838,308.62	May 2024 .....	2,420,383.96	March 2029 .....	1,021,175.85
August 2019 .....	4,788,577.94	June 2024 .....	2,386,097.31	April 2029 .....	1,005,460.87
September 2019 .....	4,739,162.31	July 2024 .....	2,352,031.97	May 2029 .....	989,962.08
October 2019 .....	4,690,059.83	August 2024 .....	2,318,386.60	June 2029 .....	974,676.66
November 2019 .....	4,641,268.60	September 2024 .....	2,285,188.27	July 2029 .....	959,601.83
December 2019 .....	4,592,786.74	October 2024 .....	2,252,431.27	August 2029 .....	944,734.85
January 2020 .....	4,544,612.37	November 2024 .....	2,220,109.95	September 2029 .....	930,073.01
February 2020 .....	4,496,743.63	December 2024 .....	2,188,218.75	October 2029 .....	915,613.63
March 2020 .....	4,449,178.66	January 2025 .....	2,156,752.16	November 2029 .....	901,354.08
April 2020 .....	4,401,915.63	February 2025 .....	2,125,704.76	December 2029 .....	887,291.73
May 2020 .....	4,354,952.71	March 2025 .....	2,095,071.18	January 2030 .....	873,424.03
June 2020 .....	4,308,288.08	April 2025 .....	2,064,846.13	February 2030 .....	859,748.42
July 2020 .....	4,261,919.92	May 2025 .....	2,035,024.37	March 2030 .....	846,262.40
August 2020 .....	4,215,846.45	June 2025 .....	2,005,600.75	April 2030 .....	832,963.48
September 2020 .....	4,170,065.88	July 2025 .....	1,976,570.16	May 2030 .....	819,849.22
October 2020 .....	4,124,576.43	August 2025 .....	1,947,927.56	June 2030 .....	806,917.20
November 2020 .....	4,079,376.33	September 2025 .....	1,919,667.99	July 2030 .....	794,165.05
December 2020 .....	4,034,463.84	October 2025 .....	1,891,786.52	August 2030 .....	781,590.39



# Aggregate Group (Continued)

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
September 2030 .....	\$ 769,190.91	September 2035 .....	\$ 273,097.57	September 2040 .....	\$ 70,660.79
October 2030 .....	756,964.30	October 2035 .....	267,966.51	October 2040 .....	68,665.18
November 2030 .....	744,908.31	November 2035 .....	262,911.80	November 2040 .....	66,702.64
December 2030 .....	733,020.70	December 2035 .....	257,932.39	December 2040 .....	64,772.70
January 2031 .....	721,299.25	January 2036 .....	253,027.27	January 2041 .....	62,874.91
February 2031 .....	709,741.78	February 2036 .....	248,195.42	February 2041 .....	61,008.81
March 2031 .....	698,346.14	March 2036 .....	243,435.85	March 2041 .....	59,173.95
April 2031 .....	687,110.20	April 2036 .....	238,747.59	April 2041 .....	57,369.87
May 2031 .....	676,031.86	May 2036 .....	234,129.66	May 2041 .....	55,596.14
June 2031 .....	665,109.05	June 2036 .....	229,581.10	June 2041 .....	53,852.33
July 2031 .....	654,339.72	July 2036 .....	225,100.98	July 2041 .....	52,138.02
August 2031 .....	643,721.85	August 2036 .....	220,688.36	August 2041 .....	50,452.76
September 2031 .....	633,253.45	September 2036 .....	216,342.31	September 2041 .....	48,796.16
October 2031 .....	622,932.54	October 2036 .....	212,061.94	October 2041 .....	47,167.80
November 2031 .....	612,757.18	November 2036 .....	207,846.35	November 2041 .....	45,567.27
December 2031 .....	602,725.45	December 2036 .....	203,694.64	December 2041 .....	43,994.17
January 2032 .....	592,835.46	January 2037 .....	199,605.96	January 2042 .....	42,448.12
February 2032 .....	583,085.33	February 2037 .....	195,579.43	February 2042 .....	40,928.71
March 2032 .....	573,473.22	March 2037 .....	191,614.22	March 2042 .....	39,435.57
April 2032 .....	563,997.30	April 2037 .....	187,709.47	April 2042 .....	37,968.31
May 2032 .....	554,655.77	May 2037 .....	183,864.36	May 2042 .....	36,526.57
June 2032 .....	545,446.86	June 2037 .....	180,078.07	June 2042 .....	35,109.96
July 2032 .....	536,368.80	July 2037 .....	176,349.79	July 2042 .....	33,718.14
August 2032 .....	527,419.87	August 2037 .....	172,678.74	August 2042 .....	32,350.73
September 2032 .....	518,598.35	September 2037 .....	169,064.11	September 2042 .....	31,007.39
October 2032 .....	509,902.55	October 2037 .....	165,505.14	October 2042 .....	29,687.76
November 2032 .....	501,330.82	November 2037 .....	162,001.07	November 2042 .....	28,391.50
December 2032 .....	492,881.49	December 2037 .....	158,551.12	December 2042 .....	27,118.27
January 2033 .....	484,552.95	January 2038 .....	155,154.56	January 2043 .....	25,867.74
February 2033 .....	476,343.60	February 2038 .....	151,810.66	February 2043 .....	24,639.56
March 2033 .....	468,251.84	March 2038 .....	148,518.68	March 2043 .....	23,433.42
April 2033 .....	460,276.11	April 2038 .....	145,277.91	April 2043 .....	22,248.99
May 2033 .....	452,414.88	May 2038 .....	142,087.64	May 2043 .....	21,085.95
June 2033 .....	444,666.62	June 2038 .....	138,947.16	June 2043 .....	19,943.99
July 2033 .....	437,029.81	July 2038 .....	135,855.80	July 2043 .....	18,822.81
August 2033 .....	429,502.99	August 2038 .....	132,812.88	August 2043 .....	17,722.08
September 2033 .....	422,084.67	September 2038 .....	129,817.71	September 2043 .....	16,641.52
October 2033 .....	414,773.42	October 2038 .....	126,869.63	October 2043 .....	15,580.83
November 2033 .....	407,567.80	November 2038 .....	123,968.00	November 2043 .....	14,539.70
December 2033 .....	400,466.41	December 2038 .....	121,112.17	December 2043 .....	13,517.86
January 2034 .....	393,467.85	January 2039 .....	118,301.50	January 2044 .....	12,515.02
February 2034 .....	386,570.75	February 2039 .....	115,535.35	February 2044 .....	11,530.89
March 2034 .....	379,773.74	March 2039 .....	112,813.12	March 2044 .....	10,565.19
April 2034 .....	373,075.50	April 2039 .....	110,134.19	April 2044 .....	9,617.67
May 2034 .....	366,474.69	May 2039 .....	107,497.94	May 2044 .....	8,688.03
June 2034 .....	359,970.02	June 2039 .....	104,903.80	June 2044 .....	7,776.02
July 2034 .....	353,560.19	July 2039 .....	102,351.16	July 2044 .....	6,881.37
August 2034 .....	347,243.93	August 2039 .....	99,839.46	August 2044 .....	6,003.83
September 2034 .....	341,019.98	September 2039 .....	97,368.10	September 2044 .....	5,143.13
October 2034 .....	334,887.12	October 2039 .....	94,936.53	October 2044 .....	4,299.03
November 2034 .....	328,844.10	November 2039 .....	92,544.20	November 2044 .....	3,471.28
December 2034 .....	322,889.73	December 2039 .....	90,190.54	December 2044 .....	2,659.62
January 2035 .....	317,022.81	January 2040 .....	87,875.02	January 2045 .....	1,863.83
February 2035 .....	311,242.16	February 2040 .....	85,597.10	February 2045 .....	1,152.11
March 2035 .....	305,546.63	March 2040 .....	83,356.24	March 2045 .....	454.41
April 2035 .....	299,935.06	April 2040 .....	81,151.94	April 2045 .....	268.01
May 2035 .....	294,406.32	May 2040 .....	78,983.66	May 2045 .....	106.27
June 2035 .....	288,959.30	June 2040 .....	76,850.91	June 2045 and	
July 2035 .....	283,592.89	July 2040 .....	74,753.17	thereafter .....	0.00
August 2035 .....	278,306.01	August 2040 .....	72,689.97		

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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**\$114,751,954**



**Guaranteed REMIC  
Pass-Through Certificates**

**Fannie Mae REMIC Trust 2016-23**

**PROSPECTUS SUPPLEMENT**

**Mizuho Securities USA Inc.**

**March 24, 2016**