

\$1,004,983,598



Guaranteed Fannie Mae GeMS™ REMIC Pass-Through Certificates  
Fannie Mae Multifamily REMIC Trust 2017-M2

**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, 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. No prepayment premiums will be distributed to investors in the Group 1 Classes. Investors in the Group 2 Classes will receive prepayment premiums only to the extent described in this prospectus supplement. We will not guarantee that prepayment premiums will be collected or available for distribution to investors in the Group 2 Classes.

**The Trust and its Assets**

The trust will own two groups of Fannie Mae MBS.

The mortgage loans underlying the Group 1 MBS are generally first-lien, multifamily, adjustable-rate loans that provide for balloon payments at maturity. The mortgage loans may be converted to fixed-rate loans during certain specified periods.

The mortgage loans underlying the Group 2 MBS are first-lien, multifamily, fixed-rate loans that provide for balloon payments at maturity.

Class	Group	Original Class Balance	Principal Type(1)	Interest Rate	Interest Type(1)	CUSIP Number	Final Distribution Date
FA	1	\$393,280,663	PT	(2)	FLT/AFC	3136AVGG8	February 2024
FX	1	393,280,663(3)	NTL	(4)	WAC/IO	3136AVGJ2	February 2024
A1	2	75,000,000	SEQ	(4)	WAC	3136AVGY9	February 2027
A2	2	536,702,935	SEQ	(4)	WAC	3136AVKR9	February 2027
R		0	NPR	0	NPR	3136AVKV0	February 2027
RL		0	NPR	0	NPR	3136AVKW8	February 2027

- |  |   |
|--|---|
| (1) See "Description of the Certificates—Class Definitions and Abbreviations" in the Multifamily REMIC Prospectus. | (3) Notional principal balance. This class is an interest only class. See page S-6 for a description of how its notional principal balance is calculated. |
| (2) Based on LIBOR and subject to the limitations described in this prospectus supplement.                         | (4) Calculated as further described in this prospectus supplement.  |

Except as described below, the dealers will offer the certificates from time to time in negotiated transactions at varying prices. We expect the settlement date to be February 28, 2017. We expect initially to retain certain certificates of the Group 1 and Group 2 Classes. See "Plan of Distribution" in this prospectus supplement.

**Carefully consider the risk factors starting on page S-7 of this prospectus supplement and starting on page 13 of the Multifamily REMIC Prospectus. Unless you understand and are able to tolerate these risks, you should not invest in the certificates.**

You should read the Multifamily 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 "exempt securities" under the Securities Exchange Act of 1934.

**Citigroup**

Nomura

KGS-Alpha Capital Markets  
CastleOak Securities

The date of this Prospectus Supplement is February 22, 2017

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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 Guaranteed Multifamily REMIC Pass-Through Certificates dated August 1, 2014 (the “Multifamily REMIC Prospectus”);
- our Prospectus for Fannie Mae Guaranteed Mortgage Pass-Through Certificates (Multifamily Residential Mortgage Loans) dated
  - August 1, 2014, for all MBS issued on or after August 1, 2014,
  - November 1, 2012, for all MBS issued on or after November 1, 2012 and prior to August 1, 2014,
  - October 1, 2010, for all MBS issued on or after October 1, 2010, and prior to November 1, 2012, or
  - February 1, 2009, for all other MBS(as applicable, the “Multifamily MBS Prospectus”);
- the Prospectus Supplements for the MBS (collectively, the “Multifamily MBS Prospectus Supplements”); and
- any information incorporated by reference in this prospectus supplement as discussed below and under the heading “Incorporation by Reference” in the Multifamily REMIC Prospectus.

The Multifamily MBS Prospectus and the Multifamily MBS Prospectus Supplements 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 can also obtain copies of the Multifamily REMIC Prospectus and the Multifamily MBS Prospectus by writing or calling the dealers at:

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

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

KGS-Alpha Capital Markets  
Prospectus Department  
601 Lexington Avenue, 44th Floor  
New York, NY 10022  
(telephone 646-588-2120).

CastleOak Securities, L.P.  
110 East 59th Street, 2nd Floor  
New York, New York 10022  
(telephone 646-521-6700).

## SUMMARY

This summary contains only limited information about the certificates. Statistical information in this summary is provided as of February 1, 2017. You should purchase the certificates only after reading this prospectus supplement and each of the additional disclosure documents listed on page S-3. In particular, please see the discussion of risk factors that appears in each of those additional disclosure documents.

### Assets Underlying Each Group of Classes

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

### Certain Modeling Assumptions Regarding the Underlying Mortgage Loans

Exhibit A-1 and Exhibit A-2 set forth certain assumed characteristics of the mortgage loans underlying each MBS group. Except as otherwise specified, the assumed characteristics have been used solely for purposes of preparing the tabular information appearing in this prospectus supplement. The assumed mortgage loan characteristics appearing in Exhibit A-1 and Exhibit A-2 are derived from the MBS pools that we expect to be included in the trust. The assumed characteristics may not reflect the actual characteristics of the individual mortgage loans included in the related pools. The actual characteristics of most of the related mortgage loans may differ, and may differ significantly, from those set forth in Exhibit A-1 or Exhibit A-2, as applicable.

### Expected Characteristics of the MBS and the Underlying Mortgage Loans

Exhibit A-1 and Exhibit A-2 also contain certain information about the individual MBS and the related mortgage loans that we expect to be included in the trust. Each of the mortgage loans underlying the Group 1 MBS is an adjustable-rate loan that may be converted to a fixed-rate loan during certain specified conversion periods. The mortgage loans underlying the Group 2 MBS are fixed-rate loans. To learn more about the MBS in each group and the related mortgage loans, you should review the related Multifamily MBS Prospectus Supplements, which are available through the Multifamily Securities Locator Service at [www.fanniemae.com](http://www.fanniemae.com).

In addition, Exhibit A-1 and Exhibit A-2 contain certain additional information regarding the mortgage loans underlying the ten largest MBS in each of Group 1 and Group 2 that we expect to be included as of the issue date.

### Prepayment Premiums

The mortgage loans provide for the payment of prepayment premiums as further described in this prospectus supplement. We will **not** allocate any of these prepayment premiums to certificateholders of the Group 1 Classes. If any prepayment premiums are included in the distributions received on the Group 2 MBS with respect to any distribution date, we will allocate these prepayment premiums among the related classes of certificates only to the extent described in this prospectus supplement.

### Settlement Date

We expect to issue the certificates on February 28, 2017.

### Distribution Dates

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

**Record Date**

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

**Book-Entry and Physical Certificates**

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

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

**Interest Rates**

During each interest accrual period, the FA, FX, A1 and A2 Classes will bear interest at the applicable annual rates described under “Description of the Certificates—Distributions of Interest—*The FA Class*,” “*—The FX Class*,” “*—The A1 Class*” and “*—The A2 Class*,” as applicable, in this prospectus supplement.

**Notional Class**

The notional principal balance of the notional class will equal the percentage of the outstanding balance specified below immediately before the related distribution date:

<u>Class</u>	
FX .....	100% of the FA Class

**Distributions of Principal**

For a description of the principal payment priorities, see “Description of the Certificates—Distributions of Principal” in this prospectus supplement.

**Weighted Average Lives (years)\***

	<u>CPR Prepayment Assumption</u>				
	<u>No Prepayments During Lockout Term†</u>				
	<u>0%</u>	<u>25%</u>	<u>50%</u>	<u>75%</u>	<u>100%</u>
<u>Group 1 Classes</u>					
FA and FX .....	6.5	3.6	2.2	1.5	0.9

  

	<u>CPR Prepayment Assumption</u>									
	<u>No Prepayments During Prepayment Premium Term**</u>					<u>Prepayments Without Regard to Prepayment Premium Term</u>				
	<u>0%</u>	<u>25%</u>	<u>50%</u>	<u>75%</u>	<u>100%</u>	<u>0%</u>	<u>25%</u>	<u>50%</u>	<u>75%</u>	<u>100%</u>
<u>Group 2 Classes</u>										
A1 .....	6.1	6.1	6.0	6.0	6.0	6.1	0.2	0.1	0.1	0.1
A2 .....	9.8	9.8	9.7	9.7	9.3	9.8	3.6	1.6	0.8	0.1

\* Determined as specified under “Yield, Maturity and Prepayment Considerations—Weighted Average Lives and Final Distribution Dates” in the Multifamily REMIC Prospectus.  
 \*\* Assuming no prepayment during any applicable Prepayment Premium Term. See “Additional Risk Factors” and “Description of the Certificates—Distributions of Interest—*Allocation of Certain Prepayment Premiums to the Group 2 Classes*” in this prospectus supplement.  
 † Assuming no prepayment during any applicable lockout term. See “Additional Risk Factors” and “Description of the Certificates—Distributions of Interest” in this prospectus supplement.

## ADDITIONAL RISK FACTORS

The rate of principal payments (or notional principal balance reductions) on the certificates will be affected by the rate of principal payments on the related underlying mortgage loans. The rate at which you receive principal payments (or notional principal balance reductions) on the certificates will be sensitive to the rate of principal payments on the mortgage loans underlying the related MBS, including prepayments.

The mortgage loans underlying the Group 1 MBS have an initial one-year lockout period and generally provide for the payment of prepayment premiums (based on declining prepayment premium formulas) following the end of the lockout period. We may waive a portion of the applicable prepayment premium at our discretion.

The mortgage loans underlying the Group 2 MBS provide for the payment of prepayment premiums that are generally in the form of yield maintenance charges.

Subject to any lockout period and any applicable prepayment premiums, the mortgage loans may be prepaid at any time. Therefore, the rate of principal payments on the mortgage loans is likely to vary over time. It is highly unlikely that the mortgage loans will prepay

- at the prepayment rates we assumed, or
- at a constant prepayment rate until maturity.

*Defaults may increase the risk of prepayment.* Multifamily lending is generally viewed as exposing the lender to a greater risk of loss than single family lending. Mortgage loan defaults may result in distributions of the full principal balance of the related MBS, thereby affecting prepayment rates.

*Concentration of mortgaged properties in certain states experiencing increased delinquencies could lead to increased borrower defaults and prepayment of the related MBS under our guaranty.* As of the issue date, the states with relatively high concentrations of mortgaged properties (by principal balance at the issue date) are:

### Group 1 MBS

Texas .....	56.4%
Georgia .....	21.1%
Florida .....	5.2%

### Group 2 MBS

Texas .....	23.0%
California .....	19.3%
Georgia .....	8.9%
Virginia .....	6.5%
Colorado .....	6.1%
Washington .....	5.0%

*Lockout periods and prepayment premiums may reduce the prepayment rate of the related mortgage loans.* The mortgage loans underlying the Group 1 MBS have an initial one-year lockout period and generally provide for the payment of prepayment premiums, based on declining prepayment premium formulas, in connection with voluntary prepayments occurring on or before the prepayment premium end date for the loan (generally until 90 days before maturity of the related mortgage loan).

**No prepayment premiums on the mortgage loans will be passed through to holders of the Group 1 Classes.**

The mortgage loans underlying the Group 2 MBS generally provide for the payment of prepayment premiums in connection with voluntary prepayments occurring on or before the prepayment premium end date for that loan (generally until 180 days before maturity of the related mortgage loan). In most cases, this prepayment premium is determined based on a yield maintenance formula. We will allocate to certificateholders of the Group 2 Classes any prepayment premiums that are actually received on the Group 2 MBS.

The mortgage loans underlying the Group 2 MBS may also require an additional premium in connection with prepayments occurring after the applicable prepayment premium end date (but prior to 90 days before the loan maturity). These prepayment premiums generally will equal 1% of the outstanding principal balance of the mortgage

loan and are not passed through to holders of the related MBS. Accordingly, the 1% prepayment premiums, even if collected, will **not** be allocated to certificateholders.

**Prepayment premiums on the related mortgage loans will be passed through to holders of the Group 2 Classes only to the extent actually received by us.**

In general, mortgage loans with prepayment premiums may be less likely to prepay than mortgage loans without such premiums.

*Allocation of prepayment premiums to the Group 2 Classes may not fully offset the adverse effect on yields of the corresponding prepayments.* If any prepayment premiums are included in the payments received on the Group 2 MBS with respect to any distribution date, we will include these amounts in the payments to be made on the Group 2 Classes on that distribution date. We do not, however, guarantee that any prepayment premiums will in fact be collected from mortgagors or be paid to holders of the Group 2 MBS or the related certificateholders. Accordingly, holders of the Group 2 Classes will receive prepayment premiums only to the extent we receive them. Moreover, even if we pay the prepayment premiums to the holders of these classes, the additional amounts may not fully offset the reductions in yield caused by the related prepayments. We will not pass

through to Group 2 certificateholders any additional prepayment premiums received as a result of a prepayment of a mortgage loan after the prepayment premium end date for that loan.

The prepayment premium end date for an individual loan can be found on the Schedule of Loan Information portion of the Multifamily MBS Prospectus Supplement for the MBS backed by that loan. The Multifamily MBS Prospectus Supplement for an MBS pool is available through the Multifamily Securities Locator Service at [www.fanniemae.com](http://www.fanniemae.com). In addition, you may find aggregate data about the assumed remaining prepayment premium terms of loans underlying the related MBS under the heading “Remaining Prepayment Premium Term (mos.)” in the first table of Exhibit A-1 or Exhibit A-2, as applicable, of this prospectus supplement. You may find similar data about the individual mortgage loans underlying the related MBS under the heading “Loan Prepayment Premium End Date” in the second table of Exhibit A-1 or Exhibit A-2, as applicable, of this prospectus supplement.

**You must make your own decisions about the various applicable assumptions, including prepayment assumptions, when deciding whether to purchase the certificates.**

## 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 Multifamily 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 February 1, 2017 (the “Issue Date”). The trust agreement and supplement are collectively referred to as the “Trust Agreement.” We will execute the Trust Agreement in our corporate capacity and as trustee (the “Trustee”). We will issue the Guaranteed REMIC Pass-Through Certificates (the “Certificates”) pursuant to the Trust Agreement.

The assets of the Trust will include two groups of Fannie Mae Guaranteed Mortgage Pass-Through Certificates (the “Group 1 MBS” and “Group 2 MBS,” and together, the “MBS”).



Each MBS represents a beneficial ownership interest in one or more multifamily, fixed-rate or adjustable-rate mortgage loans (the “Mortgage Loans”) having the characteristics described in this prospectus supplement and in the Multifamily REMIC Prospectus, the Multifamily MBS Prospectus and the applicable Multifamily MBS Prospectus Supplement. The Mortgage Loans underlying the MBS are first- or second-lien Mortgage Loans.

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 . . . . .	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 and the MBS, see the applicable discussions appearing under the heading “Fannie Mae Guaranty” in the Multifamily REMIC Prospectus and the Multifamily MBS Prospectus. Our guaranties are not backed by the full faith and credit of the United States.

**No prepayment premiums on the Mortgage Loans will be passed through to Certificateholders of the Group 1 Classes.** Certificateholders of the Group 2 Classes are entitled to receive prepayment premiums only to the extent actually received by us in respect of the related MBS. **We do not guarantee that any prepayment premiums will be collected or available for distribution to Certificateholders of the Group 2 Classes.** See “—Distributions of Interest—No Allocation of Prepayment Premiums to Certificateholders of the Group 1 Classes” and “—Allocation of Certain Prepayment Premiums to the Group 2 Classes” in this prospectus supplement.

*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 Class	\$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 MBS

*General.* The Group 1 MBS will have the characteristics described in the Multifamily MBS Prospectus and the applicable Multifamily MBS Prospectus Supplements. The Group 1 MBS provide that principal and interest on the related Mortgage Loans are passed through monthly (except, as applicable, for the Mortgage Loans during their interest only periods). The Mortgage Loans underlying the Group 1 MBS are conventional, adjustable-rate mortgage loans purchased under our Delegated Underwriting and Servicing (“DUS”) business line, our MFlex business line and/or our Negotiated Transactions (“NT”) business line, each as described in the Multifamily MBS Prospectus. The Mortgage Loans underlying the Group 1 MBS are generally secured by first liens on multifamily residential properties and provide for balloon payments at maturity. The Mortgage Loans underlying the Group 1 MBS have original maturities of seven years.

Relatively high concentrations of mortgaged properties exist in certain states, as set forth under “Additional Risk Factors—*Concentration of mortgaged properties in certain states experiencing increased delinquencies could lead to increased borrower defaults and prepayment of the related MBS under our guaranty*” in this prospectus supplement.

For additional information, see “The Multifamily Mortgage Loan Pools” and “Yield, Maturity and Prepayment Considerations” in the Multifamily MBS Prospectus. Exhibit A-1 to this prospectus supplement presents certain characteristics of the Mortgage Loans underlying the Group 1 MBS as of the Issue Date, as well as certain additional information relating to the Mortgage Loans underlying the ten largest MBS in Group 1 (by scheduled principal balance at the Issue Date). Additional information about the underlying Mortgage Loans and the related MBS pools is available through the Multifamily Securities Locator Service at [www.fanniemae.com](http://www.fanniemae.com).

### *Characteristics of the Mortgage Loans*

#### Applicable Index

The interest rate (the “ARM Rate”) for each Mortgage Loan underlying the Group 1 MBS will adjust monthly, based on the One-Month LIBOR Index as available fifteen days prior to the related interest rate adjustment date. See “The Multifamily Mortgage Loans—Adjustable-Rate Mortgage Loans (ARM Loans)—*ARM Indices*” in the Multifamily MBS Prospectus for a description of the index. If the index becomes unavailable, an alternative index will be determined in accordance with the terms of the related mortgage note.

#### Option to Convert to Fixed Rate

Each Mortgage Loan underlying the Group 1 MBS permits the borrower to convert the loan to a fixed-rate loan during a “conversion term” that generally begins on the first day of the second loan year and ends on the last day of the fifth loan year. The related Multifamily MBS Prospectus Supplements specify certain criteria that must be met in order for a borrower to exercise its conversion option. If a borrower exercises the right to convert the loan to a fixed-rate loan, we will purchase the loan from the related pool no later than the conversion date. See “Risk Factors—Risks Relating to Yield and Prepayment—ARM and Hybrid Pools—*Pools containing ARM loans that may be converted into fixed-rate loans may have higher rates of prepayment, accelerating the rate of principal payment on your certificates,*” “Yield, Maturity and Prepayment Considerations—Yield on Hybrid Certificates—*Convertible ARM Loans*” and “The Multifamily Mortgage Loans—Hybrid Mortgage Loans—*Convertible ARM Loans*” in the Multifamily MBS Prospectus.

#### Initial Interest Only Periods

In the case of approximately \$247,528,575 of the Group 1 MBS (by principal balance at the Issue Date), the related loan documents provide for scheduled monthly payments representing accrued interest only for periods ranging from one year to seven years from origination. As of the

Issue Date, all of the Mortgage Loans with interest only periods underlying the Group 1 MBS remain in their interest only periods. Beginning with the first monthly payment following any expiration of the applicable interest only periods, the loan documents provide that scheduled monthly payments on the related Mortgage Loans are to increase to an amount sufficient to pay accrued interest at the then-current rate and to amortize the Mortgage Loans, in most cases, on the basis of a 30-year schedule with a balloon payment due at maturity. For additional information regarding the interest only periods of the Mortgage Loans underlying the Group 1 MBS, see Exhibit A-1 to this prospectus supplement.

#### ARM Rate Changes

The ARM Rate of each Mortgage Loan underlying the Group 1 MBS is re-set monthly, subject to the caps and floors described below, to equal the *sum* of (i) the index value *plus* (ii) a specified percentage amount (the “ARM Margin”) that the lender established when the Mortgage Loan was originated.

#### ARM Rate Change Caps

On each ARM Rate adjustment date, the ARM Rate may not deviate by more than one percentage point from the applicable ARM Rate in effect immediately prior to that adjustment date.

#### Lifetime Cap and Floor

The ARM Rate for each Mortgage Loan underlying the Group 1 MBS, when adjusted on its adjustment date, may not be greater than the maximum ARM Rate (note rate ceiling) or less than its minimum ARM Rate (lifetime floor), as specified in the related mortgage note.

#### Monthly Payments

The amount of a borrower’s monthly payment is subject to change at one-month intervals.

Each new monthly payment amount will be calculated to equal an amount necessary to pay interest at the new ARM Rate, adjusted as described above, and, except in the case of any loan that may still be in its initial interest only payment period, to fully amortize the outstanding principal balance of the Mortgage Loan in most cases on the basis of a 30-year schedule from the date of origination with a balloon payment due at maturity.

### **The Group 2 MBS**

The MBS in Group 2 will have the characteristics described in the Multifamily MBS Prospectus and the applicable Multifamily MBS Prospectus Supplements. The MBS in Group 2 provide that principal and interest on the related Mortgage Loans are passed through monthly (except, as applicable, for the Mortgage Loans during their interest only periods). The Mortgage Loans underlying the MBS in Group 2 are conventional, fixed-rate mortgage loans purchased under our DUS business line, our MFlex business line and/or our NT business line, each as described in the Multifamily MBS Prospectus. The Mortgage Loans underlying the MBS in Group 2 are secured by first liens on multifamily residential properties, generally providing for a balloon payment at maturity.

Additionally, in the case of approximately \$518,216,000 of the Group 2 MBS, measured by principal amount of the related Mortgage Loans at the Issue Date, the related loan documents provide for scheduled monthly payments representing accrued interest only for periods ranging from one year to ten years from origination. As of the Issue Date, all of those Mortgage Loans remain in their interest only periods. Beginning with the first monthly payment following any expiration of the applicable interest only periods, the related loan documents provide that scheduled monthly payments on the related Mortgage Loans are to increase to an amount

sufficient to pay accrued interest and to amortize the Mortgage Loans in most cases on the basis of a 30-year schedule with a balloon payment due at maturity. For additional details about the interest only periods of the Mortgage Loans underlying the Group 2 MBS, see Exhibit A-2 to this prospectus supplement.

Relatively high concentrations of mortgaged properties exist in certain states, as set forth under “Additional Risk Factors—*Concentration of mortgaged properties in certain states experiencing increased delinquencies could lead to increased borrower defaults and prepayment of the related MBS under our guaranty*” in this prospectus supplement.

Finally, the Mortgage Loans underlying the Group 2 MBS qualify under the Fannie Mae “Green Financing” program. For a description of the Green Financing program, see “The Multifamily Mortgage Loans—Additional Characteristics of Multifamily Mortgage Loans—*Mortgage Loans Characteristics—Loans with Green Financing*” in the Multifamily MBS Prospectus.

For additional information, see “The Multifamily Mortgage Loan Pools” and “Yield, Maturity and Prepayment Considerations” in the Multifamily MBS Prospectus. Exhibit A-2 to this prospectus supplement presents certain characteristics of the Mortgage Loans underlying the Group 2 MBS as of the Issue Date, as well as certain additional information relating to the Mortgage Loans underlying the ten largest MBS in Group 2 (by scheduled principal balance at the Issue Date). Additional information about the underlying Mortgage Loans and the related MBS pools is available through the Multifamily Securities Locator Service at [www.fanniemae.com](http://www.fanniemae.com).

**Distributions of Interest**

*General.* The Certificates will bear interest at the rates described in this prospectus supplement. The Group 1 Classes will bear interest on an actual/360 basis; the Group 2 Classes will bear interest on a 30/360 basis. Interest to be paid on each Certificate on a Distribution Date will consist of one month’s interest on the outstanding balance of that Certificate immediately prior to that Distribution Date.

The FA Class will bear interest at an interest rate 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 Multifamily REMIC Prospectus. For a description of recent developments affecting LIBOR calculations, see “Risk Factors—*Intercontinental Exchange Benchmark Administration is the new LIBOR administrator*” in the Multifamily 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>
All interest-bearing Classes	—

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

*The FA Class*

On each Distribution Date, we will pay interest on the FA Class in an amount equal to one month’s interest at an annual rate equal to the *lesser* of

- LIBOR + 53 basis points (but in no event less than 0.53%)
- or
- the Weighted Average Group 1 MBS Pass-Through Rate (described below).

The index determination date for the FA Class will be 15 days prior to each related interest rate adjustment date, which is the same as the lookback period for the related Mortgage Loans. See “The Multifamily Mortgage Loans—Adjustable-Rate Mortgage Loans (ARM Loans)” in the Multifamily MBS Prospectus.

The “Weighted Average Group 1 MBS Pass-Through Rate” for any Distribution Date is equal to the weighted average of the pass-through rates of the Group 1 MBS for that Distribution Date (weighted on the basis of the principal balances of the Group 1 MBS after giving effect to distributions of principal made on the immediately preceding Distribution Date). For the avoidance of doubt, in no event will the Weighted Average Group 1 MBS Pass-Through Rate be less than the lowest MBS margin for any of the Group 1 MBS. The MBS margin for any Group 1 MBS is equal to the applicable ARM Margin less the applicable servicing fee and guarantee fee.

During the initial interest accrual period, the FA Class will bear interest at an annual rate of 1.299%.

Our determination of the interest rate for the FA Class for each Distribution Date will be final and binding in the absence of manifest error. You may obtain each such interest rate by telephoning us at 800-2FANNIE.

#### *The FX Class*

For each Distribution Date, the FX Class will bear interest during the related interest accrual period at an annual rate equal to the *product* of

- a fraction, expressed as a percentage, the numerator of which is the aggregate amount of interest distributable on the Group 1 MBS for that Distribution Date *minus* the amount of interest payable on the FA Class on that Distribution Date, and the denominator of which is the notional principal balance of the FX Class immediately preceding that Distribution Date,

*multiplied by*

- a fraction, expressed as a percentage, the numerator of which is 360, and the denominator of which is the actual number of days in the related interest accrual period

(but in no event less than 0%).

On the initial Distribution Date, we expect to pay interest on the FX Class at an annual rate of approximately 0.582%.

Our determination of the interest rate for the FX Class for each Distribution Date will be final and binding in the absence of manifest error. You may obtain each such interest rate by telephoning us at 800-2FANNIE.

*The A1 Class.* For each Distribution Date, the A1 Class will bear interest during the related interest accrual period at an annual rate equal to the Weighted Average Group 2 MBS Pass-Through Rate.

The “Weighted Average Group 2 MBS Pass-Through Rate” for any Distribution Date is equal to the weighted average of the pass-through rates of the Group 2 MBS for that Distribution Date (weighted on the basis of the principal balances of the Group 2 MBS after giving effect to distributions of principal made on the immediately preceding Distribution Date). For purposes of calculating the Weighted Average Group 2 MBS Pass-Through Rate, interest accruing on the related Mortgage Loans on an actual/360 basis will be converted to a 30/360 equivalent rate. In connection with the foregoing, a single day’s net interest accrued on those Mortgage Loans for each of the months of December and January in each year will be allocated to the following February’s accrued interest (except that in a leap year, the single day’s net interest accrued for the preceding December will not be so allocated).

On the initial Distribution Date, we expect to pay interest on the A1 Class at an annual rate of approximately 2.784%.

Our determination of the interest rate for the A1 Class for each Distribution Date will be final and binding in the absence of manifest error. You may obtain each such interest rate by telephoning us at 800-2FANNIE.

*The A2 Class.* For each Distribution Date, the A2 Class will bear interest during the related interest accrual period at an annual rate equal to the Weighted Average Group 2 MBS Pass-Through Rate (as described above).

On the initial Distribution Date, we expect to pay interest on the A2 Class at an annual rate of approximately 2.784%.

Our determination of the interest rate for the A2 Class for each Distribution Date will be final and binding in the absence of manifest error. You may obtain each such interest rate by telephoning us at 800-2FANNIE.

*No Allocation of Prepayment Premiums to Certificateholders of the Group 1 Classes.* All of the Mortgage Loans underlying the Group 1 MBS provide for the payment of certain prepayment premiums, generally in the form of declining prepayment premiums, until the applicable Prepayment Premium End Date, which is generally 90 days prior to loan maturity. For additional information on the prepayment premium terms of the Mortgage Loans underlying the Group 1 MBS, see Exhibit A-1 to this prospectus supplement. **We will not pass through any prepayment premiums on the Mortgage Loans underlying the Group 1 MBS to Certificateholders of the Group 1 Classes.** From and after 90 days before loan maturity, the related Mortgage Loans generally may be prepaid without any prepayment premium.

*Allocation of Certain Prepayment Premiums to the Group 2 Classes.* All of the Mortgage Loans underlying the Group 2 MBS provide for the payment of certain prepayment premiums, generally in the form of yield maintenance charges, until the applicable Prepayment Premium End Dates (which generally occur 180 days prior to loan maturity). For additional information on the prepayment premium terms of the Mortgage Loans underlying the Group 2 MBS, see Exhibit A-2 to this prospectus supplement. **We will pass through to Certificateholders of the Group 2 Classes any applicable prepayment premiums on the Mortgage Loans underlying the related MBS only to the extent they are actually received by us.**

The Mortgage Loans underlying the Group 2 MBS may also provide for the payment of additional prepayment premiums (generally equal to 1% of the outstanding principal balance of the related Mortgage Loan) in connection with prepayments received after the applicable Prepayment Premium End Date. **We will not include these additional prepayment premiums in payments to Certificateholders.** From and after 90 days before loan maturity, the Mortgage Loans underlying the Group 2 MBS generally may be prepaid without any prepayment premium.

On each Distribution Date, we will allocate and pass through any prepayment premiums that are included in the Group 2 MBS distributions on that date to each of the A1 and A2 Classes in an amount equal to the related prepayment premiums *multiplied by* the percentage equivalent of a fraction, the numerator of which is the principal payable to that Class on that date and the denominator of which is the Group 2 Principal Distribution Amount for that date.

## Distributions of Principal

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

- *Group 1*

The Group 1 Principal Distribution Amount to FA until retired.

} Pass-Through  
Class

The “Group 1 Principal Distribution Amount” for any Distribution Date is the aggregate principal then paid on the Group 1 MBS.

- *Group 2*

The Group 2 Principal Distribution Amount to A1 and A2, in that order, until retired. } Sequential Pay Classes

The “Group 2 Principal Distribution Amount” for any Distribution Date is the aggregate principal then paid on the Group 2 MBS.

**Structuring Assumptions**

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

- the Mortgage Loans underlying the MBS in each group have the characteristics specified in the chart entitled “Assumed Characteristics of the Mortgage Loans Underlying the Group 1 MBS” and “Assumed Characteristics of the Mortgage Loans Underlying the Group 2 MBS,” in Exhibit A-1 and Exhibit A-2, respectively, to this prospectus supplement;
- with respect to each Mortgage Loan underlying the Group 1 MBS, the “mortgage interest rate” and “net mortgage interest rate” for the initial interest accrual period are the rates specified in the chart entitled “Assumed Characteristics of the Mortgage Loans Underlying the Group 1 MBS” in Exhibit A-1 to this prospectus supplement, and the One-Month LIBOR Index value for each subsequent interest accrual period is 0.769%;
- we pay all payments (including prepayments) on the Mortgage Loans on the Distribution Date relating to the month in which we receive them;
- the Mortgage Loans underlying the Group 1 MBS prepay at the percentages of CPR specified in the related tables and no prepayments occur during the related lockout terms, as indicated in the applicable tables\*;
- either the Mortgage Loans underlying the Group 2 MBS prepay at the percentages of CPR specified in the related tables or no prepayments occur during the related prepayment premium terms, as indicated in the applicable tables\*;
- each Distribution Date occurs on the 25th day of a month;
- no prepayment premiums are received on the MBS; and
- the settlement date for the sale of the Certificates is February 28, 2017.

\* Balloon payments at maturity are treated as scheduled payments and not as prepayments.

*Prepayment Assumptions.* The prepayment model used in this prospectus supplement is CPR. For a description of CPR, see “Yield, Maturity and Prepayment Considerations—Prepayment Models” in the Multifamily REMIC Prospectus. It is highly unlikely that prepayments will occur at any *constant* CPR rate or at any other *constant* rate. In addition, it is highly unlikely that no prepayment premiums will be received on the Group 2 MBS.

**Additional Yield Considerations for the FX Class**

**The yield to investors in the FX Class will be very sensitive to the rate of principal payments (including prepayments) of the related Mortgage Loans and to the weighted average interest rate of the related Mortgage Loans. The yield to investors in the FX Class will also be sensitive to the level of LIBOR. It is possible that the rate of principal payments (including prepayments) of the related Mortgage Loans will vary,**

**and may vary considerably, from pool to pool. In particular, under certain high prepayment scenarios and under certain high LIBOR scenarios, it is possible that investors in the FX Class would lose money on their initial investments.**

### **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 Multifamily 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 sequence of payments of principal of the Group 2 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 or notional principal balances of the specified Classes that would be outstanding after each date shown at the constant percentages of CPR and the corresponding weighted average lives of those Classes. The tables have been prepared on the basis of the Pricing Assumptions.

It is unlikely that the underlying Mortgage Loans will have the characteristics assumed, or that the Mortgage Loans will prepay at any *constant* CPR level.



## Percent of Original Principal Balances Outstanding for the FA and FX† Classes

Date	CPR Prepayment Assumption				
	No Prepayments During Lockout Term†††				
	0%	25%	50%	75%	100%
Initial Percent .....	100	100	100	100	100
February 2018 .....	99	94	87	76	0
February 2019 .....	98	69	43	19	0
February 2020 .....	96	51	21	5	0
February 2021 .....	94	37	10	1	0
February 2022 .....	92	27	5	*	0
February 2023 .....	90	20	2	*	0
February 2024 .....	0	0	0	0	0
Weighted Average Life (years)** .....	6.5	3.6	2.2	1.5	0.9

## Percent of Original Principal Balances Outstanding for the A1 Class

Date	CPR Prepayment Assumption					CPR Prepayment Assumption				
	No Prepayments During Prepayment Premium Term††					Prepayments Without Regard to Prepayment Premium Term				
	0%	25%	50%	75%	100%	0%	25%	50%	75%	100%
Initial Percent .....	100	100	100	100	100	100	100	100	100	100
February 2018 .....	97	97	97	97	97	97	0	0	0	0
February 2019 .....	93	93	93	93	93	93	0	0	0	0
February 2020 .....	87	87	87	87	87	87	0	0	0	0
February 2021 .....	79	79	79	79	79	79	0	0	0	0
February 2022 .....	69	69	69	69	69	69	0	0	0	0
February 2023 .....	55	55	55	55	55	55	0	0	0	0
February 2024 .....	40	40	40	40	40	40	0	0	0	0
February 2025 .....	25	25	25	25	25	25	0	0	0	0
February 2026 .....	9	9	9	9	9	9	0	0	0	0
February 2027 .....	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)** .....	6.1	6.1	6.0	6.0	6.0	6.1	0.2	0.1	0.1	0.1

## Percent of Original Principal Balances Outstanding for the A2 Class

Date	CPR Prepayment Assumption					CPR Prepayment Assumption				
	No Prepayments During Prepayment Premium Term††					Prepayments Without Regard to Prepayment Premium Term				
	0%	25%	50%	75%	100%	0%	25%	50%	75%	100%
Initial Percent .....	100	100	100	100	100	100	100	100	100	100
February 2018 .....	100	100	100	100	100	100	85	57	28	0
February 2019 .....	100	100	100	100	100	100	64	28	7	0
February 2020 .....	100	100	100	100	100	100	47	14	2	0
February 2021 .....	100	100	100	100	100	100	35	7	*	0
February 2022 .....	100	100	100	100	100	100	26	3	*	0
February 2023 .....	100	100	100	100	100	100	19	2	*	0
February 2024 .....	100	100	100	100	100	100	14	1	*	0
February 2025 .....	100	100	100	100	100	100	10	*	*	0
February 2026 .....	100	100	100	100	100	100	8	*	*	0
February 2027 .....	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)** .....	9.8	9.8	9.7	9.7	9.3	9.8	3.6	1.6	0.8	0.1

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

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

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

†† Assumes no prepayment during any applicable Prepayment Premium Term. See “Additional Risk Factors” and “Description of the Certificates—Distributions of Interest—Allocation of Certain Prepayment Premiums to the Group 2 Classes” in this prospectus supplement.

††† Assumes no prepayment during any applicable lockout term. See “Additional Risk Factors” and “Description of the Certificates—Distributions of Interest” in this prospectus supplement.

## **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 Multifamily 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 Multifamily 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 Multifamily 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 Multifamily 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 Multifamily REMIC Prospectus.

## **Taxation of Beneficial Owners of Regular Certificates**

The Notional 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 Multifamily 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 Multifamily REMIC Prospectus.

The Prepayment Assumption that will be used in determining the rate of accrual of OID will be applied on a pool-by-pool basis. See “Material Federal Income Tax Consequences—Taxation of Beneficial Owners of Regular Certificates—*Daily Portions of Original Issue Discount*” in the

Multifamily REMIC Prospectus. The Prepayment Assumption that will be used for each pool will be 0% CPR until the Prepayment Premium End Date for each such pool and 100% CPR thereafter. The Prepayment Premium End Date for each pool can be determined through the Multifamily Securities Locator Service at [www.fanniemae.com](http://www.fanniemae.com). Because the Prepayment Premium End Date for each pool is not the same, during the period beginning on the earliest Prepayment Premium End Date of the pools and ending on the latest Prepayment Premium End Date of the pools, the effective Prepayment Assumption will increase, from 0% CPR to 100% CPR, as each pool reaches its Prepayment Premium End Date. No representation is made as to whether the Mortgage Loans underlying the MBS will prepay at the rate reflected in the Prepayment Assumption or 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 Multifamily 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 Multifamily 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 Multifamily 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**

Beginning on January 1, 2019, a 30-percent United States withholding tax (“FATCA withholding”) will apply to gross proceeds from the sale or other disposition of a Regular Certificate 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 Multifamily REMIC Prospectus.

### **PLAN OF DISTRIBUTION**

We will assign the MBS to the Trust and intend to sell certain Certificates of the Group 1 and Group 2 Classes to Citigroup Global Markets Inc. in exchange for cash proceeds. The Certificates to be sold to Citigroup Global Markets Inc. are referred to as the “Offered Certificates.”

The dealers specified on the cover of this prospectus supplement (together, the “Dealers”) propose to offer the Offered Certificates directly to the public from time to time in negotiated transactions at varying prices to be determined at the time of sale. The Dealers may effect these transactions to or through other dealers.

We expect initially to retain certain Certificates of the Group 1 and Group 2 Classes, and may sell some or all of the retained Certificates at any time in negotiated transactions at varying prices to be determined at the time of sale.

### **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. Dechert LLP will provide legal representation for Citigroup Global Markets Inc.

**Assumed Characteristics of the  
Mortgage Loans Underlying the Group 1 MBS  
As of February 1, 2017\***

Approximate Principal Balance	Net Mortgage Interest Rate (%)	Mortgage Interest Rate (%)	Original Amortization Term (mos.)	Remaining Term to Maturity (mos.)	Loan Age (mos.)	Margin (%)	Periodic Cap Rate (%)	Lifetime Note Rate Ceiling (%)	Lifetime Rate Floor (%)	Months to Rate Change	Rate Reset Frequency (in months)	Remaining Lockout Term (mos.)	Remaining Prepayment Premium Term (mos.)†	Scheduled Monthly Principal and Interest**	Interest Accrual Method	Remaining Interest Only Period (mos.)	Index
\$29,653,918.07	1.949%	3.289%	360	83	1	2.520%	1.000%	7.340%	2.520%	1	1	10	79	—	Actual/360	N/A	1 MONTH BRITISH BANKERS LIBOR (DAILY)
20,415,000.00	1.709	3.169	360	82	2	2.400	1.000	7.460	2.400	1	1	9	78	—	Actual/360	10	1 MONTH BRITISH BANKERS LIBOR (DAILY)
18,412,295.01	1.949	3.489	360	83	1	2.720	1.000	7.540	2.720	1	1	10	79	—	Actual/360	N/A	1 MONTH BRITISH BANKERS LIBOR (DAILY)
16,514,000.00	2.059	3.599	360	83	1	2.830	1.000	7.540	2.830	1	1	10	79	—	Actual/360	11	1 MONTH BRITISH BANKERS LIBOR (DAILY)
15,482,300.00	2.059	3.599	360	83	1	2.830	1.000	7.540	2.830	1	1	10	79	—	Actual/360	11	1 MONTH BRITISH BANKERS LIBOR (DAILY)
15,375,000.00	1.719	3.159	360	83	1	2.390	1.000	7.440	2.390	1	1	10	79	—	Actual/360	23	1 MONTH BRITISH BANKERS LIBOR (DAILY)
14,250,000.00	1.759	3.219	360	82	2	2.450	1.000	7.460	2.450	1	1	9	78	—	Actual/360	10	1 MONTH BRITISH BANKERS LIBOR (DAILY)
13,466,819.00	2.059	3.599	360	83	1	2.830	1.000	7.540	2.830	1	1	10	79	—	Actual/360	11	1 MONTH BRITISH BANKERS LIBOR (DAILY)
13,441,026.66	1.619	3.059	360	81	3	2.290	1.000	7.440	2.290	1	1	8	77	—	Actual/360	N/A	1 MONTH BRITISH BANKERS LIBOR (DAILY)
13,100,000.00	1.829	3.309	360	81	3	2.540	1.000	7.540	2.540	1	1	8	77	—	Actual/360	45	1 MONTH BRITISH BANKERS LIBOR (DAILY)
13,100,000.00	1.719	3.259	360	82	2	2.490	1.000	7.540	2.490	1	1	9	78	—	Actual/360	22	1 MONTH BRITISH BANKERS LIBOR (DAILY)
12,800,000.00	2.059	3.599	360	83	1	2.830	1.000	7.540	2.830	1	1	10	79	—	Actual/360	11	1 MONTH BRITISH BANKERS LIBOR (DAILY)
11,733,954.55	2.549	3.889	360	83	1	3.120	1.000	7.340	3.120	1	1	10	79	—	Actual/360	N/A	1 MONTH BRITISH BANKERS LIBOR (DAILY)
11,109,256.00	2.059	3.599	360	83	1	2.830	1.000	7.540	2.830	1	1	10	79	—	Actual/360	11	1 MONTH BRITISH BANKERS LIBOR (DAILY)
10,351,656.40	1.699	3.239	360	83	1	2.470	1.000	7.540	2.470	1	1	10	79	—	Actual/360	N/A	1 MONTH BRITISH BANKERS LIBOR (DAILY)
10,258,240.45	1.599	3.139	360	83	1	2.370	1.000	7.540	2.370	1	1	10	79	—	Actual/360	N/A	1 MONTH BRITISH BANKERS LIBOR (DAILY)
10,000,000.00	1.719	3.159	360	83	1	2.390	1.000	7.440	2.390	1	1	10	79	—	Actual/360	23	1 MONTH BRITISH BANKERS LIBOR (DAILY)
9,695,400.00	2.059	3.739	360	83	1	2.970	1.000	7.680	2.970	1	1	10	79	—	Actual/360	11	1 MONTH BRITISH BANKERS LIBOR (DAILY)
9,675,000.00	1.719	3.249	360	83	1	2.480	1.000	7.530	2.480	1	1	10	79	—	Actual/360	23	1 MONTH BRITISH BANKERS LIBOR (DAILY)
9,357,000.00	2.059	3.439	360	83	1	2.670	1.000	7.380	2.670	1	1	10	79	—	Actual/360	11	1 MONTH BRITISH BANKERS LIBOR (DAILY)
9,177,385.36	1.599	3.279	360	83	1	2.510	1.000	7.680	2.510	1	1	10	79	—	Actual/360	N/A	1 MONTH BRITISH BANKERS LIBOR (DAILY)
9,000,000.00	1.689	2.949	0	82	2	2.180	1.000	7.260	2.180	1	1	9	78	—	Actual/360	82	1 MONTH BRITISH BANKERS LIBOR (DAILY)
8,300,000.00	2.459	4.139	360	82	2	3.370	1.000	7.680	3.370	1	1	9	78	—	Actual/360	10	1 MONTH BRITISH BANKERS LIBOR (DAILY)
7,800,000.00	2.069	3.749	360	83	1	2.980	1.000	7.680	2.980	1	1	10	79	—	Actual/360	23	1 MONTH BRITISH BANKERS LIBOR (DAILY)
7,709,000.00	2.059	3.739	360	83	1	2.970	1.000	7.680	2.970	1	1	10	79	—	Actual/360	11	1 MONTH BRITISH BANKERS LIBOR (DAILY)
7,609,800.00	2.059	3.739	360	83	1	2.970	1.000	7.680	2.970	1	1	10	79	—	Actual/360	11	1 MONTH BRITISH BANKERS LIBOR (DAILY)
7,420,000.00	1.719	3.399	360	83	1	2.630	1.000	7.680	2.630	1	1	10	79	—	Actual/360	23	1 MONTH BRITISH BANKERS LIBOR (DAILY)
6,921,977.02	1.599	3.279	360	83	1	2.510	1.000	7.680	2.510	1	1	10	79	—	Actual/360	N/A	1 MONTH BRITISH BANKERS LIBOR (DAILY)
6,568,524.22	1.699	3.379	360	82	2	2.610	1.000	7.680	2.610	1	1	9	78	—	Actual/360	N/A	1 MONTH BRITISH BANKERS LIBOR (DAILY)
6,400,000.00	1.719	3.299	360	82	2	2.530	1.000	7.580	2.530	1	1	9	78	—	Actual/360	22	1 MONTH BRITISH BANKERS LIBOR (DAILY)
6,000,000.00	2.018	3.898	360	84	0	3.130	1.000	7.880	3.130	1	1	11	80	—	Actual/360	N/A	1 MONTH BRITISH BANKERS LIBOR (DAILY)
5,800,000.00	1.689	3.409	0	82	2	2.640	1.000	7.720	2.640	1	1	9	78	—	Actual/360	82	1 MONTH BRITISH BANKERS LIBOR (DAILY)
5,244,648.10	1.599	3.279	360	83	1	2.510	1.000	7.680	2.510	1	1	10	79	—	Actual/360	N/A	1 MONTH BRITISH BANKERS LIBOR (DAILY)
5,176,959.93	1.799	3.279	360	83	1	2.510	1.000	7.480	2.510	1	1	10	79	—	Actual/360	N/A	1 MONTH BRITISH BANKERS LIBOR (DAILY)
4,534,778.54	1.599	3.279	360	83	1	2.510	1.000	7.680	2.510	1	1	10	79	—	Actual/360	N/A	1 MONTH BRITISH BANKERS LIBOR (DAILY)
3,494,901.27	1.619	3.299	360	82	2	2.530	1.000	7.680	2.530	1	1	9	78	—	Actual/360	N/A	1 MONTH BRITISH BANKERS LIBOR (DAILY)
3,150,000.00	1.719	3.199	360	82	2	2.430	1.000	7.480	2.430	1	1	9	78	—	Actual/360	22	1 MONTH BRITISH BANKERS LIBOR (DAILY)
2,544,786.08	1.699	3.179	360	82	2	2.410	1.000	7.480	2.410	1	1	9	78	—	Actual/360	N/A	1 MONTH BRITISH BANKERS LIBOR (DAILY)
2,237,036.73	2.449	4.129	360	83	1	3.360	1.000	7.680	3.360	1	1	10	79	—	Actual/360	N/A	1 MONTH BRITISH BANKERS LIBOR (DAILY)

\* The assumed characteristics of the underlying Mortgage Loans are derived from certain MBS pools that we expect to be included in the Trust. The assumed characteristics may not reflect the actual characteristics of the individual loans included in the related pools.

\*\* The scheduled monthly principal and interest payments are subject to change at one-month intervals.

† The remaining prepayment premium term includes the remaining lockout term.

**Certain Characteristics of the  
Expected Group 1 MBS and the Related Mortgage Loans  
As of February 1, 2017**

Expected Pool Number	Original MBS Balance*	MBS Balance in the Lower Tier REMIC	MBS Issue Date	MBS Maturity Date	Loan Note Rate (%)**	MBS Pass-Through Rate (%)***	Interest Accrual Method	Loan Original Amortization Term (mos.)	Loan Original Term to Maturity (mos.)	Loan Remaining Term to Maturity (mos.)	Loan Age (mos.)	Margin (%)	Loan Original Interest Only Period (mos.)	Loan Remaining Interest Only Period (mos.)	Loan Lockout End Date	Loan Original Prepayment Premium Term (mos.)†	Loan Prepayment Premium End Date
AN4366	\$29,700,000.00	\$29,653,918.07	01/01/17	01/01/24	3.289%	1.949%	Actual/360	360	84	83	1	2.520%	N/A	N/A	12/31/2017	81	9/30/2023
AN3930	20,415,000.00	20,415,000.00	12/01/16	12/01/23	3.169	1.709	Actual/360	360	84	82	2	2.400	12	10	11/30/2017	81	8/31/2023
AN4321	18,440,000.00	18,412,295.01	01/01/17	01/01/24	3.489	1.949	Actual/360	360	84	83	1	2.720	N/A	N/A	12/31/2017	81	9/30/2023
AN4494	16,514,000.00	16,514,000.00	01/01/17	01/01/24	3.599	2.059	Actual/360	360	84	83	1	2.830	12	11	12/31/2017	81	9/30/2023
AN4488	15,482,300.00	15,482,300.00	01/01/17	01/01/24	3.599	2.059	Actual/360	360	84	83	1	2.830	12	11	12/31/2017	81	9/30/2023
AN4342	15,375,000.00	15,375,000.00	01/01/17	01/01/24	3.159	1.719	Actual/360	360	84	83	1	2.390	24	23	12/31/2017	81	9/30/2023
AN3958	14,250,000.00	14,250,000.00	01/01/17	12/01/23	3.219	1.759	Actual/360	360	84	82	2	2.450	12	10	11/30/2017	81	8/31/2023
AN4462	13,466,819.00	13,466,819.00	01/01/17	01/01/24	3.599	2.059	Actual/360	360	84	83	1	2.830	12	11	12/31/2017	81	9/30/2023
AN3082	13,509,760.00	13,441,026.66	11/01/16	11/01/23	3.059	1.619	Actual/360	360	84	81	3	2.290	N/A	N/A	10/31/2017	81	7/31/2023
AN3771	13,100,000.00	13,100,000.00	01/01/17	11/01/23	3.309	1.829	Actual/360	360	84	81	3	2.540	48	45	10/31/2017	81	7/31/2023
AN3948	13,100,000.00	13,100,000.00	12/01/16	12/01/23	3.259	1.719	Actual/360	360	84	82	2	2.490	24	22	11/30/2017	81	8/31/2023
AN4444	12,800,000.00	12,800,000.00	01/01/17	01/01/24	3.599	2.059	Actual/360	360	84	83	1	2.830	12	11	12/31/2017	81	9/30/2023
AN4465	11,750,000.00	11,733,954.55	01/01/17	01/01/24	3.889	2.549	Actual/360	360	84	83	1	3.120	N/A	N/A	12/31/2017	81	9/30/2023
AN4487	11,109,256.00	11,109,256.00	01/01/17	01/01/24	3.599	2.059	Actual/360	360	84	83	1	2.830	12	11	12/31/2017	81	9/30/2023
AN4341	10,368,000.00	10,351,656.40	01/01/17	01/01/24	3.239	1.699	Actual/360	360	84	83	1	2.470	N/A	N/A	12/31/2017	81	9/30/2023
AN4122	10,275,000.00	10,258,240.45	01/01/17	01/01/24	3.139	1.599	Actual/360	360	84	83	1	2.370	N/A	N/A	12/31/2017	81	9/30/2023
AN4173	10,000,000.00	10,000,000.00	01/01/17	01/01/24	3.159	1.719	Actual/360	360	84	83	1	2.390	24	23	12/31/2017	81	9/30/2023
AN4453	9,695,400.00	9,695,400.00	01/01/17	01/01/24	3.739	2.059	Actual/360	360	84	83	1	2.970	12	11	12/31/2017	81	9/30/2023
AN4359	9,675,000.00	9,675,000.00	01/01/17	01/01/24	3.249	1.719	Actual/360	360	84	83	1	2.480	24	23	12/31/2017	81	9/30/2023
AN4491	9,357,000.00	9,357,000.00	01/01/17	01/01/24	3.439	2.059	Actual/360	360	84	83	1	2.670	12	11	12/31/2017	81	9/30/2023
AN4113	9,192,000.00	9,177,385.36	01/01/17	01/01/24	3.279	1.599	Actual/360	360	84	83	1	2.510	N/A	N/A	12/31/2017	81	9/30/2023
AN3591	9,000,000.00	9,000,000.00	12/01/16	12/01/23	2.949	1.689	Actual/360	0	84	82	2	2.180	84	82	11/30/2017	81	8/31/2023
AN4063	8,300,000.00	8,300,000.00	12/01/16	12/01/23	4.139	2.459	Actual/360	360	84	82	2	3.370	12	10	11/30/2017	81	8/31/2023
AN4390	7,800,000.00	7,800,000.00	01/01/17	01/01/24	3.749	2.069	Actual/360	360	84	83	1	2.980	24	23	12/31/2017	81	9/30/2023
AN4535	7,709,000.00	7,709,000.00	01/01/17	01/01/24	3.739	2.059	Actual/360	360	84	83	1	2.970	12	11	12/31/2017	81	9/30/2023
AN4460	7,609,800.00	7,609,800.00	01/01/17	01/01/24	3.739	2.059	Actual/360	360	84	83	1	2.970	12	11	12/31/2017	81	9/30/2023
AN4178	7,420,000.00	7,420,000.00	01/01/17	01/01/24	3.399	1.719	Actual/360	360	84	83	1	2.630	24	23	12/31/2017	81	9/30/2023
AN4123	6,933,000.00	6,921,977.02	01/01/17	01/01/24	3.279	1.599	Actual/360	360	84	83	1	2.510	N/A	N/A	12/31/2017	81	9/30/2023
AN3944	6,589,000.00	6,568,524.22	12/01/16	12/01/23	3.379	1.699	Actual/360	360	84	82	2	2.610	N/A	N/A	11/30/2017	81	8/31/2023
AN3951	6,400,000.00	6,400,000.00	12/01/16	12/01/23	3.299	1.719	Actual/360	360	84	82	2	2.530	24	22	11/30/2017	81	8/31/2023
AN4648	6,000,000.00	6,000,000.00	02/01/17	02/01/24	3.898	2.018	Actual/360	360	84	84	0	3.130	N/A	N/A	1/31/2018	81	10/31/2023
AN3870	5,800,000.00	5,800,000.00	12/01/16	12/01/23	3.409	1.689	Actual/360	0	84	82	2	2.640	84	82	11/30/2017	81	8/31/2023
AN4120	5,253,000.00	5,244,648.10	01/01/17	01/01/24	3.279	1.599	Actual/360	360	84	83	1	2.510	N/A	N/A	12/31/2017	81	9/30/2023
AN4416	5,185,000.00	5,176,959.93	01/01/17	01/01/24	3.279	1.799	Actual/360	360	84	83	1	2.510	N/A	N/A	12/31/2017	81	9/30/2023
AN4095	4,542,000.00	4,534,778.54	01/01/17	01/01/24	3.279	1.599	Actual/360	360	84	83	1	2.510	N/A	N/A	12/31/2017	81	9/30/2023
AN3789	3,506,000.00	3,494,901.27	12/01/16	12/01/23	3.299	1.619	Actual/360	360	84	82	2	2.530	N/A	N/A	11/30/2017	81	8/31/2023
AN3917	3,150,000.00	3,150,000.00	12/01/16	12/01/23	3.199	1.719	Actual/360	360	84	82	2	2.430	24	22	11/30/2017	81	8/31/2023
AN3925	2,553,000.00	2,544,786.08	12/01/16	12/01/23	3.179	1.699	Actual/360	360	84	82	2	2.410	N/A	N/A	11/30/2017	81	8/31/2023
AN4189	2,240,000.00	2,237,036.73	01/01/17	01/01/24	4.129	2.449	Actual/360	360	84	83	1	3.360	N/A	N/A	12/31/2017	81	9/30/2023

\* This may represent all or a portion of the principal balance of the related pool at MBS issuance.

\*\* The Index for each Mortgage Loan is 1-Month LIBOR and all rate reset frequencies are 1 month. The Note Rate Floor for each Mortgage Loan is equal to the Margin. All periodic rate caps are 1.0%. All MBS lifetime rate caps are 6.0% (except for Pool Number AN3771, which has a cap of 6.06%). All original lockout terms are 12 months.

\*\*\* The MBS pass-through rates listed in this table are assumed rates. The actual MBS pass-through rates will be published in March 2017.

† The original prepayment premium term includes the entire lockout term.

**Property Characteristics of the  
Expected Group 1 MBS and the Related Mortgage Loans  
As of February 1, 2017**

<u>Expected Pool Number</u>	<u>Property City</u>	<u>Property State</u>	<u>Zip Code</u>	<u>Property Type</u>	<u>Number of Units</u>	<u>Year Built</u>	<u>Original LTV (%)</u>	<u>Original DSCR</u>	<u>Mortgage Loan Originator</u>
AN4366	Houston	TX	77013	Multifamily	704	1981	65.0%	1.84	ARBOR COMMERCIAL FUNDING I, LLC
AN3930	Jacksonville	FL	32210	Multifamily	692	1967	74.9	3.07	ARBOR COMMERCIAL FUNDING I, LLC
AN4321	East Point	GA	30344	Multifamily	486	1970	80.0	1.67	ARBOR COMMERCIAL FUNDING I, LLC
AN4494	Houston	TX	77068	Multifamily	354	1978	75.0	2.41	ARBOR COMMERCIAL FUNDING I, LLC
AN4488	Houston	TX	77073	Multifamily	352	1979	75.0	2.52	ARBOR COMMERCIAL FUNDING I, LLC
AN4342	Houston	TX	77057	Multifamily	381	1967	69.9	3.13	GREYSTONE SERVICING CORPORATION INC.
AN3958	San Angelo	TX	76901	Multifamily	176	2016	66.6	2.67	HUNT MORTGAGE CAPITAL, LLC
AN4462	Houston	TX	77008	Multifamily	196	1971	65.5	2.38	ARBOR COMMERCIAL FUNDING I, LLC
AN3082	Dallas	TX	75229	Multifamily	253	1972	74.6	1.79	BERKADIA COMMERCIAL MORTGAGE LLC
AN3771	Dayton	OH	45402	Multifamily	156	1887	70.4	2.77	NORTHMARQ CAPITAL FINANCE, L.L.C.
AN3948	Houston	TX	77034	Multifamily	256	1980	72.8	2.76	BERKELEY POINT CAPITAL LLC
AN4444	Garland	TX	75043	Multifamily	200	1981	79.2	2.46	ARBOR COMMERCIAL FUNDING I, LLC
AN4465	Houston	TX	77099	Multifamily	254	1982	63.1	1.65	ARBOR COMMERCIAL FUNDING I, LLC
AN4487	Houston	TX	77014	Multifamily	226	1980	75.0	2.38	ARBOR COMMERCIAL FUNDING I, LLC
AN4341	Houston	TX	77099	Multifamily	220	1982	75.0	1.83	BERKADIA COMMERCIAL MORTGAGE LLC
AN4122	Marietta	GA	30060	Multifamily	395	1969	74.2	1.82	ARBOR COMMERCIAL FUNDING I, LLC
AN4173	Lansing	MI	48917	Multifamily	156	1986	68.5	2.76	GREYSTONE SERVICING CORPORATION INC.
AN4453	Baytown	TX	77520	Multifamily	186	1970	75.0	2.64	ARBOR COMMERCIAL FUNDING I, LLC
AN4359	Columbia	SC	29210	Multifamily	292	1975	75.0	2.74	HUNT MORTGAGE CAPITAL, LLC
AN4491	Clarkston	GA	30021	Multifamily	360	1973	77.0	2.61	ARBOR COMMERCIAL FUNDING I, LLC
AN4113	Atlanta	GA	30311	Multifamily	324	1974	76.0	1.96	ARBOR COMMERCIAL FUNDING I, LLC
AN3591	Duluth	GA	30096	Multifamily	175	1986	46.6	4.26	JONES LANG LASALLE MULTIFAMILY, LLC.
AN4063	Arlington	TX	76011	Multifamily	262	1963	72.8	2.28	HUNT MORTGAGE CAPITAL, LLC
AN4390	Fort Worth	TX	76112	Multifamily	224	1979	63.3	2.31	PRUDENTIAL MULTIFAMILY MORTGAGE, LLC
AN4535	Winston-Salem	NC	27106	Multifamily	209	1974	79.2	2.29	ARBOR COMMERCIAL FUNDING I, LLC
AN4460	Baytown	TX	77520	Multifamily	148	1970	75.0	2.65	ARBOR COMMERCIAL FUNDING I, LLC
AN4178	Mobile	AL	36609	Multifamily	224	1975	68.7	2.60	CBRE MULTIFAMILY CAPITAL, INC.
AN4123	Jasper	GA	30143	Multifamily	176	2005	75.6	1.72	ARBOR COMMERCIAL FUNDING I, LLC
AN3944	Jonesboro	GA	30238	Multifamily	200	1973	80.0	1.67	ARBOR COMMERCIAL FUNDING I, LLC
AN3951	Columbia	SC	29212	Multifamily	124	1980	79.0	2.71	BERKADIA COMMERCIAL MORTGAGE LLC
AN4648	Charlotte	NC	28262	Multifamily	586	1996	63.7	1.46	SUNTRUST BANK
AN3870	Waco	TX	76706	Dedicated Student	45	2015	62.4	2.83	CBRE MULTIFAMILY CAPITAL, INC.
AN4120	Atlanta	GA	30315	Multifamily	181	1990	76.7	1.93	ARBOR COMMERCIAL FUNDING I, LLC
AN4416	San Antonio	TX	78230	Multifamily	168	1972	61.0	1.76	BERKELEY POINT CAPITAL LLC
AN4095	College Park	GA	30349	Multifamily	210	1972	76.0	1.93	ARBOR COMMERCIAL FUNDING I, LLC
AN3789	Milledgeville	GA	31061	Multifamily	112	1989	80.0	1.74	ARBOR COMMERCIAL FUNDING I, LLC
AN3917	Charlotte	NC	28211	Multifamily	44	1985	74.1	2.67	BELLWETHER ENTERPRISE MORTGAGE INVESTMEN
AN3925	Yakima	WA	98902	Manufactured Housing	66	1964	63.8	1.82	WELLS FARGO BANK, N.A.
AN4189	Greenwood	SC	29649	Multifamily	100	1975	74.7	1.97	HUNT MORTGAGE CAPITAL, LLC

**Additional Loan Characteristics of the Ten Largest Group 1 MBS  
As of February 1, 2017**

<u>Expected Pool Number</u>	<u>Property Name</u>	<u>Property Street Address</u>	<u>Property City</u>	<u>Property State</u>	<u>Zip Code</u>	<u>MBS Balance in the Lower Tier REMIC</u>	<u>MBS Balance as Percent of Total Aggregate Group 1 MBS Balance</u>	<u>Original DSCR</u>	<u>Original LTV (%)</u>
AN4366	Timber Ridge Apartments	12200 Fleming Drive	Houston	TX	77013	\$29,653,918.07	7.54%	1.84	65.0%
AN3930	CANTERBURY GARDENS	1591 Lane Avenue South	Jacksonville	FL	32210	20,415,000.00	5.19	3.07	74.9
AN4321	PARKSIDE AT CAMP CREEK APARTMENTS	4031 Seven Oaks Lane	East Point	GA	30344	18,412,295.01	4.68	1.67	80.0
AN4494	GALLERY AT CHAMPIONS APARTMENTS	2431 FM 1960 Road West	Houston	TX	77068	16,514,000.00	4.20	2.41	75.0
AN4488	SEDONA POINTE	311 Highland Cross Drive	Houston	TX	77073	15,482,300.00	3.94	2.52	75.0
AN4342	3737 Hillcroft	3737 Hillcroft Street	Houston	TX	77057	15,375,000.00	3.91	3.13	69.9
AN3958	Vistas at Red Creek	5751 Green Hill Road	San Angelo	TX	76901	14,250,000.00	3.62	2.67	66.6
AN4462	WOODSIDE VILLAGE APARTMENTS	2400 Hackett Street	Houston	TX	77008	13,466,819.00	3.42	2.38	65.5
AN3082	Sedona Ranch	2749 Northaven Road	Dallas	TX	75229	13,441,026.66	3.42	1.79	74.6
AN3771	The Cannery Lofts	500 East Third Street	Dayton	OH	45402	13,100,000.00	3.33	2.77	70.4



**Assumed Characteristics of the  
Mortgage Loans Underlying the Group 2 MBS  
As of February 1, 2017\***

<u>Approximate Principal Balance</u>	<u>Net Mortgage Interest Rate (%)</u>	<u>Mortgage Interest Rate (%)</u>	<u>Original Amortization Term (mos.)**</u>	<u>Remaining Term to Maturity (mos.)</u>	<u>Loan Age (mos.)</u>	<u>Remaining Prepayment Premium Term (mos.)</u>	<u>Scheduled Monthly Principal and Interest**</u>	<u>Interest Accrual Method</u>	<u>Remaining Interest Only Period (mos.)</u>
\$40,000,000.00	2.560%	3.900%	360	117	3	110	\$188,667.28	Actual/360	9
39,410,438.90	2.240	3.350	360	115	5	108	175,060.23	Actual/360	N/A
37,375,000.00	2.430	3.540	360	118	2	111	168,666.09	Actual/360	58
36,588,000.00	2.850	4.190	360	118	2	111	178,708.12	Actual/360	58
33,291,000.00	2.910	4.150	0	119	1	112	N/A	Actual/360	119
32,540,000.00	2.980	4.320	360	119	1	112	161,413.54	Actual/360	59
30,745,000.00	2.950	4.060	360	118	2	111	147,846.81	Actual/360	58
29,361,853.40	3.250	4.360	360	119	1	112	146,519.90	Actual/360	N/A
29,000,000.00	2.870	4.210	360	119	1	112	141,984.29	Actual/360	23
28,500,000.00	2.450	3.590	360	117	3	110	129,413.83	Actual/360	33
24,019,000.00	3.240	4.580	360	119	1	112	122,845.13	Actual/360	11
23,883,000.00	2.520	3.930	360	117	3	110	113,059.38	Actual/360	9
23,271,079.23	2.830	4.170	360	118	2	111	113,684.45	Actual/360	N/A
21,740,000.00	2.980	4.320	360	119	1	112	107,840.52	Actual/360	59
21,680,000.00	3.070	4.410	360	119	1	112	108,693.07	Actual/360	35
20,560,000.00	3.130	4.470	360	119	1	112	103,808.33	Actual/360	35
18,550,000.00	2.360	3.600	360	118	2	111	84,336.71	Actual/360	58
15,785,000.00	3.280	4.620	360	119	1	112	81,109.69	Actual/360	59
14,560,000.00	3.180	4.520	360	119	1	112	73,946.51	Actual/360	35
12,800,000.00	2.420	3.560	360	117	3	110	57,907.28	Actual/360	33
12,525,000.00	2.430	3.770	360	119	1	112	58,147.46	Actual/360	35
11,830,000.00	2.580	3.750	360	117	3	110	54,786.57	Actual/360	33
10,166,000.00	2.440	3.550	360	116	4	109	45,934.09	Actual/360	32
9,680,000.00	2.860	4.490	360	118	2	111	48,989.64	Actual/360	34
8,932,000.00	3.180	4.710	360	120	0	113	46,378.43	Actual/360	48
7,262,000.00	2.570	3.680	0	117	3	110	N/A	Actual/360	117
6,414,000.00	3.160	4.790	360	119	1	112	33,613.28	Actual/360	35
5,804,000.00	2.570	3.680	0	117	3	110	N/A	Actual/360	117
3,987,000.00	3.190	4.320	360	119	1	112	19,777.38	Actual/360	59
1,443,564.11	2.410	3.630	360	116	4	109	6,626.41	Actual/360	N/A

\* The assumed characteristics of the underlying Mortgage Loans are derived from certain MBS pools that we expect to be included in the Trust. The assumed characteristics may not reflect the actual characteristics of the individual loans included in the related pools.

\*\* Mortgage Loans that are interest only for their entire terms and have no scheduled interest and principal payment amounts prior to maturity are designated "0" under Original Amortization Term (mos.) and "N/A" under Scheduled Monthly Principal and Interest in the above table.

**Certain Characteristics of the  
Expected Group 2 MBS and the Related Mortgage Loans  
As of February 1, 2017**

Expected Pool Number	Original MBS Balance*	MBS Balance in the Lower Tier REMIC	MBS Issue Date	MBS Maturity Date	Loan Note Rate (%)	MBS Pass-Thru Rate (%)	Interest Accrual Method	Loan Original Amortization Term (mos.)†	Loan Original Term to Maturity (mos.)	Loan Remaining Term to Maturity (mos.)	Loan Age (mos.)	Loan Original Interest Only Period (mos.)	Loan Remaining Interest Only Period (mos.)	Loan Original Prepayment Term (mos.)	Loan Prepayment End Date
AN3697	\$40,000,000.00	\$40,000,000.00	11/01/16	11/01/26	3.900%	2.560%	Actual/360	360	120	117	3	12	9	114	4/30/2026
AN2769	39,722,000.00	39,410,438.90	09/01/16	09/01/26	3.350	2.240	Actual/360	360	120	115	5	N/A	N/A	114	2/28/2026
AN3791	37,375,000.00	37,375,000.00	01/01/17	12/01/26	3.540	2.430	Actual/360	360	120	118	2	60	58	114	5/31/2026
AN3475	36,588,000.00	36,588,000.00	01/01/17	12/01/26	4.190	2.850	Actual/360	360	120	118	2	60	58	114	5/31/2026
AN4058	33,291,000.00	33,291,000.00	01/01/17	01/01/27	4.150	2.910	Actual/360	0	120	119	1	120	119	114	6/30/2026
AN4264	32,540,000.00	32,540,000.00	01/01/17	01/01/27	4.320	2.980	Actual/360	360	120	119	1	60	59	114	6/30/2026
AN4057	30,745,000.00	30,745,000.00	01/01/17	12/01/26	4.060	2.950	Actual/360	360	120	118	2	60	58	114	5/31/2026
AN4357	29,398,000.00	29,361,853.40	01/01/17	01/01/27	4.360	3.250	Actual/360	360	120	119	1	N/A	N/A	114	6/30/2026
AN4083	29,000,000.00	29,000,000.00	01/01/17	01/01/27	4.210	2.870	Actual/360	360	120	119	1	24	23	114	6/30/2026
AN3234	28,500,000.00	28,500,000.00	11/01/16	11/01/26	3.590	2.450	Actual/360	360	120	117	3	36	33	114	4/30/2026
AN4445	24,019,000.00	24,019,000.00	01/01/17	01/01/27	4.580	3.240	Actual/360	360	120	119	1	12	11	114	6/30/2026
AN3573	23,883,000.00	23,883,000.00	11/01/16	11/01/26	3.930	2.520	Actual/360	360	120	117	3	12	9	114	4/30/2026
AN3672	23,331,000.00	23,271,079.23	12/01/16	12/01/26	4.170	2.830	Actual/360	360	120	118	2	N/A	N/A	114	5/31/2026
AN4263	21,740,000.00	21,740,000.00	01/01/17	01/01/27	4.320	2.980	Actual/360	360	120	119	1	60	59	114	6/30/2026
AN3992	21,680,000.00	21,680,000.00	01/01/17	01/01/27	4.410	3.070	Actual/360	360	120	119	1	36	35	114	6/30/2026
AN3891	20,560,000.00	20,560,000.00	01/01/17	01/01/27	4.470	3.130	Actual/360	360	120	119	1	36	35	114	6/30/2026
AN3656	18,550,000.00	18,550,000.00	12/01/16	12/01/26	3.600	2.360	Actual/360	360	120	118	2	60	58	114	5/31/2026
AN4516	15,785,000.00	15,785,000.00	01/01/17	01/01/27	4.620	3.280	Actual/360	360	120	119	1	60	59	114	6/30/2026
AN4164	14,560,000.00	14,560,000.00	01/01/17	01/01/27	4.520	3.180	Actual/360	360	120	119	1	36	35	114	6/30/2026
AN3274	12,800,000.00	12,800,000.00	11/01/16	11/01/26	3.560	2.420	Actual/360	360	120	117	3	36	33	114	4/30/2026
AN3375	12,525,000.00	12,525,000.00	01/01/17	01/01/27	3.770	2.430	Actual/360	360	120	119	1	36	35	114	6/30/2026
AN3498	11,830,000.00	11,830,000.00	11/01/16	11/01/26	3.750	2.580	Actual/360	360	120	117	3	36	33	114	4/30/2026
AN2958	10,166,000.00	10,166,000.00	10/01/16	10/01/26	3.550	2.440	Actual/360	360	120	116	4	36	32	114	3/31/2026
AN3910	9,680,000.00	9,680,000.00	12/01/16	12/01/26	4.490	2.860	Actual/360	360	120	118	2	36	34	114	5/31/2026
AN4478	8,932,000.00	8,932,000.00	02/01/17	02/01/27	4.710	3.180	Actual/360	360	120	120	0	48	48	114	7/31/2026
AN3618	7,262,000.00	7,262,000.00	11/01/16	11/01/26	3.680	2.570	Actual/360	0	120	117	3	120	117	114	4/30/2026
AN3674	6,414,000.00	6,414,000.00	01/01/17	01/01/27	4.790	3.160	Actual/360	360	120	119	1	36	35	114	6/30/2026
AN3617	5,804,000.00	5,804,000.00	11/01/16	11/01/26	3.680	2.570	Actual/360	0	120	117	3	120	117	114	4/30/2026
AN4507	3,987,000.00	3,987,000.00	01/01/17	01/01/27	4.320	3.190	Actual/360	360	120	119	1	60	59	114	6/30/2026
AN2972	1,452,100.00	1,443,564.11	10/01/16	10/01/26	3.630	2.410	Actual/360	360	120	116	4	N/A	N/A	114	3/31/2026

\* This may represent all or a portion of the principal balance of the related pool at MBS issuance.

† Mortgage Loans that are interest only for their entire terms and have no scheduled interest and principal payment amounts prior to maturity are designated "0" under Loan Original Amortization Term (mos.) in the above table.

**Property Characteristics of the  
Expected Group 2 MBS and the Related Mortgage Loans  
As of February 1, 2017**

<u>Expected Pool Number</u>	<u>Property City</u>	<u>Property State</u>	<u>Zip Code</u>	<u>Property Type</u>	<u>Number of Units</u>	<u>Year Built</u>	<u>Original LTV (%)</u>	<u>DSCR at Maximum Payment</u>	<u>Mortgage Loan Originator</u>
AN3697	Midlothian	VA	23113	Multifamily	320	2004	70.4%	1.29	BERKELEY POINT CAPITAL LLC
AN2769	Oakland	CA	94612	Multifamily	105	1936	64.3	1.35	BELLWETHER ENTERPRISE MORTGAGE INVESTMEN
AN3791	Brighton	CO	80601	Multifamily	252	2013	65.0	1.35	PNC BANK, NATIONAL ASSOCIATION
AN3475	Sylmar	CA	91342	Multifamily	223	2008	71.9	1.25	BERKELEY POINT CAPITAL LLC
AN4058	Fountain Valley	CA	92708	Multifamily	182	1987	63.7	1.76	CAPITAL ONE MULTIFAMILY FINANCE, LLC
AN4264	Atlanta	GA	30339	Multifamily	280	1981	74.1	1.26	KEYBANK NATIONAL ASSOCIATION
AN4057	Dallas	TX	75251	Multifamily	308	1998	65.0	1.38	CAPITAL ONE MULTIFAMILY FINANCE, LLC
AN4357	Kent	WA	98032	Multifamily	154	2016	64.5	1.35	NORTHMARQ CAPITAL FINANCE, L.L.C.
AN4083	West Valley City	UT	84119	Multifamily	244	2003	69.0	1.25	WALKER & DUNLOP, LLC
AN3234	Arlington	TX	76006	Multifamily	476	1980	75.0	1.31	WALKER & DUNLOP, LLC
AN4445	Farmers Branch	TX	75234	Multifamily	224	2006	70.6	1.25	HUNT MORTGAGE CAPITAL, LLC
AN3573	Tampa	FL	33615	Multifamily	356	1975	69.8	1.30	BERKADIA COMMERCIAL MORTGAGE LLC
AN3672	Las Vegas	NV	89129	Multifamily	252	1999	70.5	1.25	BERKELEY POINT CAPITAL LLC
AN4263	Atlanta	GA	30339	Multifamily	180	1982	74.7	1.26	KEYBANK NATIONAL ASSOCIATION
AN3992	Myrtle Beach	SC	29588	Multifamily	288	1997	80.0	1.25	WALKER & DUNLOP, LLC
AN3891	St. Charles	MO	63304	Multifamily	276	2000	80.0	1.26	PRUDENTIAL MULTIFAMILY MORTGAGE, LLC
AN3656	Phoenix	AZ	85044	Multifamily	220	1985	70.0	1.25	CBRE MULTIFAMILY CAPITAL, INC.
AN4516	Cleveland	OH	44143	Multifamily	473	1965	69.7	1.31	GREYSTONE SERVICING CORPORATION INC.
AN4164	Forestdale	AL	35214	Multifamily	486	1972	78.7	1.37	BERKADIA COMMERCIAL MORTGAGE LLC
AN3274	Arlington	TX	76006	Multifamily	184	1980	74.5	1.32	WALKER & DUNLOP, LLC
AN3375	Canton Township	MI	48188	Multifamily	93	2016	75.0	1.52	RED MORTGAGE CAPITAL, LLC
AN3498	Arlington	TX	76010	Multifamily	331	1979	65.0	1.64	BERKADIA COMMERCIAL MORTGAGE LLC
AN2958	Arlington	TX	76014	Multifamily	171	1985	65.0	1.64	BERKADIA COMMERCIAL MORTGAGE LLC
AN3910	Tomball	TX	77375	Multifamily	128	1983	78.8	1.38	BERKADIA COMMERCIAL MORTGAGE LLC
AN4478	San Diego	CA	92117	Multifamily	66	1963	65.7	1.25	JONES LANG LASALLE MULTIFAMILY, LLC.
AN3618	El Paso	TX	79936	Multifamily	176	1982	65.0	2.31	WALKER & DUNLOP, LLC
AN3674	Berwyn	IL	60402	Multifamily	52	2009	74.6	1.25	JONES LANG LASALLE MULTIFAMILY, LLC.
AN3617	El Paso	TX	79912	Multifamily	130	1981	65.0	2.08	WALKER & DUNLOP, LLC
AN4507	Summerville	SC	29485	Multifamily	124	1971	55.0	1.99	CBRE MULTIFAMILY CAPITAL, INC.
AN2972	Spokane	WA	99218	Multifamily	40	1969	78.5	1.46	HOMESTREET CAPITAL CORPORATION

**Additional Loan Characteristics of the Ten Largest Group 2 MBS  
As of February 1, 2017**

<u>Expected Pool Number</u>	<u>Property Name</u>	<u>Property Street Address</u>	<u>Property City</u>	<u>Property State</u>	<u>Zip Code</u>	<u>MBS Balance in the Lower Tier REMIC</u>	<u>MBS Balance as Percent of Total Aggregate Group 2 MBS Balance</u>	<u>DSCR at Maximum Payment</u>	<u>Original LTV (%)</u>
AN3697	The Park at Salisbury	401 Lancaster Gate Drive	Midlothian	VA	23113	\$40,000,000.00	6.54%	1.29	70.4%
AN2769	Mason at Hive	2350 Valley Street	Oakland	CA	94612	39,410,438.90	6.44	1.35	64.3
AN3791	Solaire Apartments	1287 South 8th Avenue	Brighton	CO	80601	37,375,000.00	6.11	1.35	65.0
AN3475	Rockwood at the Cascades Apartments	16601 Foothill Boulevard	Sylmar	CA	91342	36,588,000.00	5.98	1.25	71.9
AN4058	The Galleria Apartments	16425 Harbor Boulevard	Fountain Valley	CA	92708	33,291,000.00	5.44	1.76	63.7
AN4264	The Peak at Vinings Mountain	100 Woodridge Drive SE	Atlanta	GA	30339	32,540,000.00	5.32	1.26	74.1
AN4057	7900 at Park Central Apartments	7900 Churchill Way	Dallas	TX	75251	30,745,000.00	5.03	1.38	65.0
AN4357	Dwell at Kent Station	443 Ramsay Way	Kent	WA	98032	29,361,853.40	4.80	1.35	64.5
AN4083	Village at Rivers Edge	1251 W Village Main Drive	West Valley City	UT	84119	29,000,000.00	4.74	1.25	69.0
AN3234	The Ventura	2601 Furrs Street	Arlington	TX	76006	28,500,000.00	4.66	1.31	75.0

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

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

\$1,004,983,598



**Guaranteed Fannie Mae  
GeMS™ REMIC  
Pass-Through Certificates**

Fannie Mae Multifamily  
REMIC Trust 2017-M2

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**Prospectus Supplement**

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**Citigroup  
Nomura  
KGS-Alpha Capital Markets  
CastleOak Securities**

February 22, 2017