

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

IN RE: 2008 FANNIE MAE ERISA
LITIGATION

09-CV-01350-PAC
MDL No. 2013

NOTICE OF CLASS ACTION SETTLEMENT

**YOUR LEGAL RIGHTS MIGHT BE AFFECTED IF YOU ARE
A MEMBER OF THE FOLLOWING SETTLEMENT CLASS:**

All Persons (excluding Defendants and their Plan beneficiaries) who were participants in or beneficiaries (including alternate payees) of the Federal National Mortgage Association Employee Stock Ownership Plan (the "Plan") at any time between April 17, 2007 and May 14, 2010 (the "Class Period"), and whose Plan accounts included investments in the Fannie Mae Stock Fund at any point during the Class Period.

PLEASE READ THIS NOTICE CAREFULLY. A FEDERAL COURT AUTHORIZED THIS NOTICE. THIS IS NOT A SOLICITATION FROM A LAWYER. YOU HAVE NOT BEEN SUED.

Judge Paul A. Crotty of the United States District Court for the Southern District of New York (the "Court") has preliminarily approved a proposed settlement (the "Settlement") of a class action lawsuit brought under the Employee Retirement Income Security Act of 1974 ("ERISA"). The Settlement will provide for payment to eligible members of the Settlement Class who had portions of their Plan accounts invested in the Federal National Mortgage Association ("Fannie Mae") stock fund ("Fannie Mae Stock Fund"). The terms of the Settlement are summarized below.

The Court has scheduled a hearing (the "Final Approval Hearing") to consider the Plaintiffs' motion for final approval of the settlement and Co-Lead Class Counsel's petition for attorneys' fees, reimbursement of litigation expenses, and for Case Contribution Awards to the two Plaintiffs. The Final Approval Hearing before U.S. District Judge Crotty has been scheduled for August 13, 2015 at 3:00 p.m., in the United States District Court for the Southern District of New York, Daniel Patrick Moynihan United States Courthouse, Courtroom 14C, 500 Pearl Street, New York, NY 10007, or such other courtroom as the Court may designate.

Any objections to the Settlement or the petition for attorneys' fees, reimbursement of expenses, or Case Contribution Awards to the Plaintiffs must be served in writing on Co-Lead Class Counsel and on Fannie Mae's attorneys, as identified on Page 10 of this Notice. The procedure for objecting is described below.

This Notice contains summary information with respect to the Settlement. The complete terms and conditions of the Settlement are set forth in a Settlement Agreement and Release ("Settlement Agreement"). Capitalized terms used in this Notice, but not defined in this Notice, have the meanings assigned to them in the Settlement Agreement. The Settlement Agreement, and additional information with respect to this lawsuit and the Settlement is available at an Internet site dedicated to the Settlement, www.FannieMaeERISAsettlement.com.

PLEASE READ THIS NOTICE CAREFULLY AND COMPLETELY. IF YOU ARE A MEMBER OF THE SETTLEMENT CLASS TO WHOM THIS NOTICE IS ADDRESSED, THE SETTLEMENT WILL AFFECT YOUR RIGHTS. YOU ARE NOT BEING SUED IN THIS MATTER. YOU DO NOT HAVE TO APPEAR IN COURT, AND YOU DO NOT HAVE TO HIRE AN ATTORNEY IN THIS MATTER. IF YOU ARE IN FAVOR OF THE SETTLEMENT, YOU NEED NOT DO ANYTHING. IF YOU WISH TO BE HEARD BY THE COURT, YOU MUST FOLLOW THE PROCEDURES DESCRIBED BELOW.

QUESTIONS? VISIT www.FannieMaeERISAsettlement.com OR CALL TOLL-FREE 1-800-766-3330
DO NOT CONTACT THE COURT OR FANNIE MAE WITH YOUR QUESTIONS.

YOUR LEGAL RIGHTS AND OPTIONS UNDER THE SETTLEMENT

<p>YOU ARE NOT REQUIRED TO FILE A CLAIM IF YOU ARE ENTITLED TO A PAYMENT UNDER THE SETTLEMENT.</p>	<p>If the Settlement is approved by the Court and you are a Settlement Class Member, you will not need to file a claim to receive a Settlement Amount if you are entitled to receive a payment under the Court-approved Plan of Allocation.</p>
<p>HOW SETTLEMENT PAYMENTS WILL BE DISTRIBUTED.</p>	<p>If you are a Settlement Class Member, any share of the Net Settlement Fund to which you are entitled will be paid to you by the Settlement Administrator by check.</p>
<p>YOU MAY OBJECT TO THE SETTLEMENT BY JULY 23, 2015.</p>	<p>If you wish to comment or object to any part of the Settlement, you may (as discussed below) write to the Court and counsel about why you object to the Settlement.</p>
<p>YOU MAY ATTEND THE FINAL APPROVAL HEARING TO BE HELD ON AUGUST 13, 2015 AT 3:00 P.M.</p>	<p>If you submit a written objection to the Court and counsel before the Court-approved deadline, you may (but do not have to) attend the Final Approval Hearing and make a presentation to the Court. You may attend the Final Approval Hearing even if you do not file a written objection, but you will only be allowed to speak at the Final Approval Hearing if you file a timely objection and a Notice of Intention To Appear, as described in the answer to Question 15 in this Class Notice.</p>

- These rights and options — **and the deadlines to exercise them** — are explained in this Notice.
- The Court still has to decide whether to approve the Settlement. Payments will be made only if the Court approves the Settlement and that approval is upheld in the event of any appeal.

Further information regarding this litigation and this Notice may be obtained by contacting Co-Lead Class Counsel:

Edward W. Ciolko
 Mark K. Gyandoh
 KESSLER TOPAZ
 MELTZER & CHECK, LLP
 280 King of Prussia Road
 Radnor, PA 19087
 Telephone: 610-667-7706
 Facsimile: 610-667-7056

Robert I. Harwood
 Samuel Rosen
 HARWOOD FEFFER LLP
 88 Madison Avenue
 8th Floor
 New York, NY 10022
 Telephone: 212-935-7400
 Facsimile: 212-753-3630

Co-Lead Class Counsel has established a toll-free phone number to receive your comments and questions: 1-800-766-3330. You may also send an email to: info@hfesq.com. You should contact Co-Lead Class Counsel with any questions regarding this Settlement, not the Court.

QUESTIONS? VISIT www.FannieMaeERISAsettlement.com OR CALL TOLL-FREE 1-800-766-3330
DO NOT CONTACT THE COURT OR FANNIE MAE WITH YOUR QUESTIONS.

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SUMMARY OF SETTLEMENT

This litigation (the “Action”) is a class action in which Plaintiffs allege that the Defendants breached fiduciary duties owed to the participants in and beneficiaries of the Plan under ERISA arising from the Plan’s investments in the Fannie Mae Stock Fund during the Class Period. Copies of the latest version of the complaint, the Amended Consolidated Class Action Complaint For Violations of the Employee Retirement Income Security Act (the “Amended Complaint”), and other documents filed in the Action are available at www.FannieMaeERISAsettlement.com or from Co-Lead Class Counsel.

A Settlement Fund consisting of \$9,000,000.00 (Nine Million U.S. dollars) in cash (the “Settlement Amount”) is being established in the Action. The Settlement Amount will be deposited into an Escrow Account, and the Settlement Amount, together with any interest earned, will constitute the Settlement Fund. Payment of any taxes, Court-approved attorneys’ fees, litigation expenses, and the costs of administering the Settlement will be paid out of the Settlement Fund. After the payment of such fees, costs, and awards, the amount that remains will constitute the Net Settlement Fund. The Net Settlement Fund will be allocated to Settlement Class members according to a Plan of Allocation to be approved by the Court.

STATEMENT OF POTENTIAL OUTCOME OF THE ACTION

Defendants dispute the claims asserted in the Action. Further, Plaintiffs would face an uncertain outcome if the Action were to continue. Continued litigation could result in a judgment greater or less than \$9 million, or in no recovery at all.

The Parties disagree on liability and do not agree on the amount that would be recoverable even if Plaintiffs were to prevail at trial. Having considered the uncertainty and risks inherent in any litigation, particularly in a complex case such as this, the Plaintiffs and the Fannie Mae Parties have concluded that it is desirable that the Action be fully and finally settled on the terms and conditions set forth in the Settlement Agreement.

STATEMENT OF ATTORNEYS’ FEES AND COSTS SOUGHT IN THE ACTION

Co-Lead Class Counsel will apply to the Court for an order awarding attorneys’ fees not to exceed thirty-three and one third percent (33 1/3%) of the Settlement Amount, plus reimbursement of expenses. Any amount awarded will be paid from the Settlement Fund.

WHAT WILL THE PLAINTIFFS GET?

The Plaintiffs will share in the allocation of the Net Settlement Fund on the same basis as all other members of the Settlement Class. In addition, Co-Lead Class Counsel will ask the Court to award \$5,000 to each of the two Plaintiffs as Case Contribution Awards in recognition of their participation in the Action and representation of the Settlement Class. Any such awards will be paid separately by Defendants’ Insurer in addition to the Settlement Fund.

BASIC INFORMATION

1. WHY DID I GET THIS CLASS NOTICE?

You or someone in your family may have been a participant in or a beneficiary of the Plan during the period from April 17, 2007 to May 14, 2010, during which time the Plan account included an investment in the Fannie Mae Stock Fund.

The Court directed that this Class Notice be sent to you because if you fall within the definition of the Settlement Class, you have a right to know about the Settlement and the options available to you regarding the Settlement before the Court decides whether to approve the Settlement. If the Court approves the Settlement,

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and after any objections and appeals are resolved, the Net Settlement Fund will be allocated among Settlement Class members according to a Court-approved Plan of Allocation. This Class Notice describes the Action, the Settlement, your legal rights, what benefits are available, and who is eligible to get them.

The Court in charge of this Action is the United States District Court for the Southern District of New York. The persons who sued on behalf of themselves and the Plan are called the “Plaintiffs,” and the people they sued are called “Defendants.” The Plaintiffs are Mary P. Moore and David Gwyer. The Defendants are Daniel H. Mudd, Stephen B. Ashley, David C. Benson, Dennis R. Beresford, Brian Cobb, Louis J. Freeh, Brenda J. Gaines, David C. Hisey, Bridget A. Macaskill, Anthony F. Marra, Brian P. McQuaid, Greg C. Smith, Elizabeth Thompson, and Christine A. Wolf. The Action is known as *In re 2008 Fannie Mae ERISA Litig.*, No. 09-cv-01350-PAC, MDL No. 2013 (S.D.N.Y.). The “Fannie Mae Parties” are Stephen B. Ashley, David C. Benson, Dennis R. Beresford, Brian Cobb, Louis J. Freeh, Brenda J. Gaines, David C. Hisey, Bridget A. Macaskill, Anthony F. Marra, Brian P. McQuaid, Greg C. Smith, Elizabeth Thompson, and Christine A. Wolf.

2. WHAT IS THE ACTION ABOUT?

The Action claims that under ERISA, Defendants owed fiduciary duties of loyalty, care, and prudence to the Plan and that they violated those duties in connection with the Plan’s offering of and investment in the Fannie Mae Stock Fund.

Plaintiffs allege that Defendants violated ERISA by, among other things, permitting the Plan to hold shares of Fannie Mae Stock during the Class Period when they knew or should have known it was imprudent to do so. Plaintiffs allege that Defendants knew or should have known that such investment was imprudent because, as explained in more detail in the Amended Complaint, among other things:

- Tremendous exposure to losses as the U.S. housing and mortgage markets deteriorated due to Fannie Mae’s exposure to the risky subprime and Alt-A markets;
- Inadequate management and monitoring of Fannie Mae’s level of risk with respect to its capitalization;
- Ignorance of internal and external warnings regarding Fannie Mae’s business model and viability;
- Misrepresentations regarding Fannie Mae’s financial health;
- Projecting the appearance of using sound risk management practices, while making false and misleading statements about Fannie Mae’s risks, exposures, and risk management practices; and
- As a consequence of the above, the Plan’s significant investment of employees’ retirement savings in Fannie Mae Stock would inevitably result in significant losses to the Plan and, consequently, to the Plan’s participants.

THE DEFENSES IN THE ACTION

Defendants deny all of the claims made in this Action including that allowing the Plan to hold Fannie Mae Stock was imprudent or that they have liability to the Plan or its participants or beneficiaries. If the Action were to continue, Defendants would raise numerous defenses to liability, including:

- Defendants did not engage in any of the allegedly improper conduct charged in the Amended Complaint;
- Defendants were not fiduciaries of the Plan, or if they were fiduciaries, their fiduciary duties did not extend to the matters at issue in the Action;
- Fannie Mae Stock and the corresponding Fund was at all times a prudent investment for the Plan and its participants;

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- To the extent that they were fiduciaries as to the matters at issue in the Action, Defendants fully and prudently discharged all of their fiduciary duties under ERISA; and
- Even if a court were to determine that Defendants failed to discharge any duty under ERISA, any such breach of fiduciary duty did not cause the Plan or its participants to suffer any loss.

THE ACTION HAS BEEN AGGRESSIVELY LITIGATED

Co-Lead Class Counsel have extensively investigated the allegations in the Action. Co-Lead Class Counsel obtained and reviewed tens of thousands of pages of documents, including Plan-governing documents and materials, communications with Plan participants, Securities and Exchange Commission filings, press releases, public statements, news articles and other publications, and other documents regarding the matters that the Plaintiffs allege made the Fannie Mae Stock Fund an imprudent Plan investment. Additionally, Co-Lead Class Counsel reviewed, analyzed or participated in depositions of key witnesses in a related securities class action, *In Re Fannie Mae 2008 Securities Litigation*, No. 08-cv-07831-PAC whom they believed to have knowledge of information pertinent to the Action.

This Action was litigated by the Plaintiffs and Co-Lead Class Counsel for nearly six years before the Parties agreed on settlement terms. The initial complaint in this matter was filed against Defendants on October 23, 2008 by Plaintiff Mary P. Moore. On November 25, 2008, Plaintiff David Gwyer also filed a complaint for violation of ERISA. On February 13, 2009, the Action was transferred from the United States District Court for the District of Columbia to the Southern District of New York. On May 14, 2009, the Court entered Pretrial Order No. 1 Consolidating the ERISA Action and Appointing Interim Co-Lead Counsel. Among other things, the Court consolidated the actions and appointed Harwood Feffer LLP and Kessler Topaz Meltzer & Check, LLP to act as interim Co-Lead Counsel for Plaintiffs and the Class.

On September 11, 2009, Plaintiffs filed a Consolidated Class Action Complaint. On November 2, 2009, Defendants filed Motions to Dismiss the Consolidated Complaint, which Plaintiffs opposed on January 15, 2010. The motions were terminated on or about February 1, 2012 as moot.

On March 2, 2012, Plaintiffs filed an Amended Complaint, which is the operative complaint in this Action. On April 4, 2012, Defendants filed Motions to Dismiss the Amended Complaint, which Plaintiffs opposed on May 21, 2012. On October 22, 2012, Judge Crotty entered an Order granting in part and denying in part Defendants' Motions to Dismiss the Amended Complaint. Following entry of that Order, Defendants filed their Answer to the Amended Complaint on December 10, 2012. On September 23, 2013, Defendants filed a motion for reconsideration, asking the Court to reconsider the October 22, 2012 motion to dismiss decision in light of new Second Circuit authority. Judge Crotty denied Defendants' motion for reconsideration on April 21, 2014.

SETTLEMENT DISCUSSIONS

The proposed Settlement is the product of hard-fought, lengthy negotiations between Co-Lead Class Counsel and the Fannie Mae Parties' counsel. On July 24, 2013 and July 30, 2014, the Parties mediated before an independent mediator. Following arm's-length negotiations, the mediation sessions and continuing negotiations, Plaintiffs and the Fannie Mae Parties, through their respective attorneys, reached an agreement to settle the Action on October 31, 2014, subject to the execution of definitive settlement documentation. Throughout the negotiations, Co-Lead Class Counsel were advised by various consultants and experts, including individuals with expertise in ERISA fiduciary liability issues and damages in cases involving ERISA fiduciary liability.

3. WHY IS THIS CASE A CLASS ACTION?

In a class action, one or more plaintiffs, called "class representatives" or "plaintiffs," sue on behalf of people who have similar claims. All of these people who have similar claims collectively make up the "class" and are referred to individually as "class members." One case resolves the issues for all class members together.

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Because the wrongful conduct alleged in this Action is claimed to have affected a large group of people — participants in the Plan during the Class Period — in a similar way, the Plaintiffs filed this case as a class action.

4. WHY IS THERE A SETTLEMENT?

As in any litigation, all parties face an uncertain outcome. On the one hand, continuation of the case against Defendants could result in a judgment greater than this Settlement. On the other hand, continuing the case could result in no recovery at all or in a recovery that is less than the amount of the Settlement. Based on these factors, Plaintiffs and Co-Lead Class Counsel have concluded that the proposed Settlement is in the best interests of all Settlement Class Members.

5. HOW DO I KNOW WHETHER I AM PART OF THE SETTLEMENT?

You are a member of the Settlement Class if you fall within the definition of the Settlement Class preliminarily approved by Judge Paul A. Crotty:

All Persons (excluding Defendants and their Plan beneficiaries) who were participants in or beneficiaries (including alternate payees) of the Plan at any time between April 17, 2007 and May 14, 2010, and whose Plan accounts included investments in the Fannie Mae Stock Fund during the Class Period.

If you are a member of the Settlement Class, the amount of money you will receive, if any, will depend upon the Plan of Allocation, described below.

THE SETTLEMENT BENEFITS – WHAT YOU GET

6. WHAT DOES THE SETTLEMENT PROVIDE?

A Settlement Fund consisting of \$9,000,000 is being established in the Action. The amount of money that will be allocated among members of the Settlement Class, after the payment of any taxes and Court-approved attorneys' fees and expenses, and costs associated with administering the Settlement is called the Net Settlement Fund. The amount of the Net Settlement Fund will not be known until these amounts are quantified and deducted. The Net Settlement Fund will be allocated to members of the Settlement Class according to a Plan of Allocation to be approved by the Court. The Plan of Allocation describes how Settlement payments will be distributed to Settlement Class Members who receive a payment. There is a chance that not every member of the Settlement Class will receive a Settlement payment.

If the Settlement is granted final approval by the Court, all Settlement Class Members and anyone claiming through them shall be deemed to fully release Plaintiffs' Released Persons from Plaintiffs' Released Claims. The Plaintiffs' Released Persons include: (a) Fannie Mae and its parents, Affiliates, subsidiaries, predecessors, Successors-In-Interest, assigns, and past or present directors, officers, controlling persons, attorneys, counselors, insurers, reinsurers, financial or investment advisors, consultants, accountants, representatives or agents, including but not limited to Fannie Mae's Benefit Plans Committee ("BPC"), and the Compensation Committee of Fannie Mae's Board of Directors except Daniel H. Mudd; (b) the Federal Housing Finance Agency ("FHFA") as Fannie Mae's Conservator; and (c) each of the other Fannie Mae Parties and their heirs, executors, trustees, personal representatives, estates or administrators, attorneys, counselors, insurers, reinsurers, financial or investment advisors, consultants, accountants, advisors, representatives or agents. The Released Claims are defined in the Settlement Agreement and include all claims that were or could have been asserted in the Action. This means that Settlement Class Members will not have the right to sue Plaintiffs' Released Persons for anything related to the investment of Plan assets in Fannie Mae Stock or related matters during the Class Period.

QUESTIONS? VISIT www.FannieMaeERISAsettlement.com OR CALL TOLL-FREE 1-800-766-3330
DO NOT CONTACT THE COURT OR FANNIE MAE WITH YOUR QUESTIONS.

The above description of the proposed Settlement is only a summary. The complete terms, including the definitions of Plaintiffs' Released Persons and Plaintiffs' Released Claims, are set forth in the Settlement Agreement (including its exhibits), which may be obtained at www.FannieMaeERISAsettlement.com, or by contacting Co-Lead Class Counsel listed on Page 2 above.

7. HOW MUCH WILL MY PAYMENT BE?

Your share (if any) of the Net Settlement Fund will depend on your alleged loss, compared to other Settlement Class Members' alleged losses, related to Plan investments in the Fannie Mae Stock Fund during the period from April 17, 2007 to May 14, 2010. Each Settlement Class Member's share will be calculated by a third-party Settlement Administrator designated by Co-Lead Class Counsel in accordance with a Court-approved Plan of Allocation. Because the Settlement Amount and Net Settlement Fund are less than the total losses alleged by the Settlement Class, each Settlement Class Member's portion of the Settlement Amount will be less than his or her alleged loss on his or her investment in the Fannie Mae Stock Fund. You are not required to calculate the amount you may be entitled to receive under the Settlement.

In general, your proportionate share of the Settlement will be calculated as follows: For each Settlement Class Member, the Settlement Administrator shall determine his or her approximate alleged net loss ("Net Loss"). Net Loss = A + B - C - D, where for each Settlement Class Member's Plan account:

- For each Settlement Class member, his or her Net Loss will be equal to: (A) the dollar value, if any, of his or her account balance invested in the Fannie Mae Stock Fund on the first day of the Class Period (April 17, 2007); plus (B) the dollar value, if any, of all contributions or purchases of interests in the Fannie Mae Stock Fund for his or her account during the Class Period, as of the time of the contribution(s) or purchase(s); minus (C) the dollar value, if any, of all dispositions of interests in Fannie Mae Stock in his or her account during the Class Period, as of the time of the sale(s); minus (D) the dollar value, if any, of the balance in Fannie Mae Stock Fund remaining in his or her account on the close of the market on the last day of the Class Period (May 14, 2010), or if a Settlement Class Member terminated his or her participation in the Plan before the end of the Class Period, the last day the Settlement Class Member was invested in the Company Stock Fund.
- All Net Losses will be aggregated to yield the total loss over the Class Period and each Class Member's percentage of that total loss will be calculated.
- Applying that percentage to the Net Settlement Fund, the Settlement Administrator will calculate each Class Member's share of those proceeds on a preliminary basis.
- All participants whose preliminary share is less than or equal to \$50.00 (fifty dollars) will be deemed to have a final share equal to \$0. The Settlement Administrator will then recalculate the Net Loss percentage of those Class Members whose preliminary share was greater than \$50.00, so as to arrive at each such Class Member's final share.

You will not be required to produce records that show your Plan activity. If you are entitled to a share of the Settlement Fund, your share of the Settlement will be determined based on records for your account. If you have questions regarding the allocation of the Settlement proceeds, please contact Co-Lead Class Counsel listed on Page 2 above.

8. HOW MAY I RECEIVE A PAYMENT?

If you are a Settlement Class Member, then a check will be mailed to you pursuant to the Plan of Allocation. If you need to update your address, please call the toll free number below.

QUESTIONS? VISIT www.FannieMaeERISAsettlement.com OR CALL TOLL-FREE 1-800-766-3330
DO NOT CONTACT THE COURT OR FANNIE MAE WITH YOUR QUESTIONS.

There will be no payments if the Settlement Agreement is terminated.

The Settlement Agreement may be terminated for several reasons, including if (1) the Court does not approve, or materially modifies the Settlement Agreement, or (2) the Court approves the Settlement Agreement but the approval is reversed or materially modified by an appellate court.

9. CAN I GET OUT OF THE SETTLEMENT?

You do not have the right to exclude yourself from the Settlement. The Settlement Agreement provides for certification of the Settlement Class as a non-opt-out class action under Federal Rule of Civil Procedure 23(b) (1), and the Court has preliminarily determined that the requirements of that rule have been satisfied. Thus, it is not possible for any Settlement Class Members to exclude themselves from the Settlement. As a Settlement Class Member, you will be bound by any judgments or orders that are entered in the Action for all claims that were or could have been asserted in the Action or are otherwise released under the Settlement.

Although you cannot opt out of the Settlement, you can object to the Settlement and ask the Court not to approve it. For more information on how to object to the Settlement, see the answer to Question 12 below.

THE LAWYERS REPRESENTING YOU

10. DO I HAVE A LAWYER IN THE CASE?

The Court has preliminarily appointed the law firms of Harwood Feffer LLP and Kessler Topaz Meltzer & Check, LLP as Co-Lead Class for the Plaintiffs and the Settlement Class in this Action. You will not be charged directly by these lawyers. If you want to be represented by your own lawyer, you may hire one at your own expense.

11. HOW WILL THE LAWYERS BE PAID?

Co-Lead Class Counsel will file a motion for the award of attorneys' fees of not more than one-third (33 1/3%) of the Settlement Amount, plus reimbursement of litigation expenses incurred in connection with the prosecution of the Action. This motion will be considered at the Final Approval Hearing described below. Defendants do not have any position on that matter before the Court.

By following the procedures described in the answer to Question 12, you can tell the Court that you do not agree with the request for fees and expenses by Plaintiffs' attorneys.

12. HOW DO I TELL THE COURT IF I DO NOT LIKE THE SETTLEMENT?

If you are a Settlement Class Member, you can comment on or object to the Settlement if you do not like any part of it. To comment or object, you must send a letter or other writing signed by you (an attorneys' name is not sufficient) saying that you object to the Settlement in *In re 2008 Fannie Mae ERISA Litig*, No. 09-cv-01350-PAC, MDL No. 2013. Be sure to include your name, address, telephone number, signature, a full explanation of all the reasons why you object to the Settlement together with any legal support and/or evidence, and a list of witnesses if you intend to appear in person (*see* Question 15 below). **Your written objection must be received by the following counsel no later than July 23, 2015.**

CO-LEAD CLASS COUNSEL	CO-LEAD CLASS COUNSEL	FANNIE MAE & FANNIE MAE PARTIES' COUNSEL
Robert I. Harwood Samuel Rosen Daniella Quitt HARWOOD FEFFER LLP 488 Madison Avenue 8th Floor New York, NY 10022 Telephone: 212-935-7400 Facsimile: 212-753-3630	Edward W. Ciolko Mark K. Gyandoh KESSLER TOPAZ MELTZER & CHECK, LLP 280 King of Prussia Road Radnor, PA 19087 Telephone: 610-667-7706 Facsimile: 610-667-7056	Jeffrey W. Kilduff Shannon Barrett Michael J. Walsh, Jr. O'MELVENY & MYERS, LLP 1625 Eye Street, NW Washington, D.C. 20006 Telephone: 202-383-5300 Facsimile: 202-383-5414

You must also file your objection with the Clerk of the Court of the United States District Court for the Southern District of New York such that it is received no later than July 23, 2015. The address is:

Clerk of the Court
 United States District Court for the Southern District of New York
 Daniel Patrick Moynihan United States Courthouse
 500 Pearl Street
 New York, NY 10007

The objection must refer prominently to *In re 2008 Fannie Mae ERISA Litig.*, No. 09-cv-01350-PAC, MDL No. 2013.

THE FINAL APPROVAL HEARING

The Court will hold a Final Approval Hearing to decide whether to approve the Settlement as fair, reasonable, and adequate. You may attend the Final Approval Hearing, and you may ask to speak, but you do not have to attend. It is your obligation to ensure that your written objection is received by counsel and filed with the Court by no later than July 23, 2015.

13. WHEN AND WHERE WILL THE COURT DECIDE WHETHER TO APPROVE THE SETTLEMENT?
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The Court will hold the Final Approval Hearing at 3:00 p.m. on August 13, 2015 at the United States District Court for the Southern District of New York, Daniel Patrick Moynihan United States Courthouse, Courtroom 14C, 500 Pearl Street, New York, NY 10007-1312, or such other courtroom as the Court may designate. **The Court may change the Final Approval Hearing without further notice to the Settlement Class, so if you wish to attend, you should confirm the date and time of the Final Approval Hearing with Co-Lead Class Counsel before doing so.** At that hearing, the Court will consider whether the Settlement is fair, reasonable, and adequate. If there are objections, the Court will consider them. The Court will also rule on the motions for attorneys' fees and reimbursement of litigation expenses and for Case Contribution Awards for the Plaintiffs. The Parties do not know how long these decisions will take or whether appeals will be taken.

QUESTIONS? VISIT www.FannieMaeERISAsettlement.com OR CALL TOLL-FREE 1-800-766-3330
DO NOT CONTACT THE COURT OR FANNIE MAE WITH YOUR QUESTIONS.

14. DO I HAVE TO COME TO THE HEARING?

No, but you are welcome to come at your own expense. If you file an objection, you do not have to come to Court to talk about it. As long as you mailed your written objection on time, it will be before the Court when the Court considers whether to approve the Settlement. You also may pay your own lawyer to attend the Final Approval Hearing, but such attendance is also not necessary.

15. MAY I SPEAK AT THE HEARING?

If you submit a written objection to the Settlement to the Court and counsel before the Court-approved deadline, you may (but do not have to) attend the Final Approval Hearing and present your objections to the Court if you have stated your intention to appear. You may attend the Final Approval Hearing even if you do not file a written objection, but, you will only be allowed to speak at the Final Approval Hearing if you filed a timely objection in advance of the Final Approval Hearing AND if you file a Notice of Intention To Appear. To do so, you must file with the Court a letter or other paper called a “Notice of Intention To Appear at Final Approval Hearing in *In re Fannie Mae 2008 ERISA Litig.*, No. 09-cv-01350-PAC, MDL No. 2013.” Be sure to include your name, address, telephone number, and your signature. Your Notice of Intention To Appear must be received by the attorneys listed in the answer to Question 12 above, no later than July 23, 2015, and must be filed with the Clerk of the Court no later than July 23, 2015 at the address listed in the answer to Question 12.

IF YOU DO NOTHING

16. WHAT HAPPENS IF I DO NOTHING AT ALL?

If you do nothing and you are a Settlement Class Member, you will participate in the Settlement of the Action as described above in this Class Notice.

GETTING MORE INFORMATION

17. ARE THERE MORE DETAILS ABOUT THE SETTLEMENT?

Yes. This Class Notice summarizes the proposed Settlement. The complete terms are set forth in the Settlement Agreement. You may obtain a copy of the Settlement Agreement by making a written request to Co-Lead Class Counsel listed on Page 2 above. Copies may also be obtained at www.FannieMaeERISAsettlement.com, or by calling the toll-free number, 1-800-766-3330. You are encouraged to read the complete Settlement Agreement.

DO NOT CONTACT THE COURT, THE CLERK’S OFFICE, FANNIE MAE, OR DEFENDANTS REGARDING THIS NOTICE. THEY WILL NOT BE ABLE TO ANSWER YOUR QUESTIONS.

DATED: June 4, 2015

By Order of the Court