

**\$685,550,629**

**Government National Mortgage Association**

**GINNIE MAE<sup>®</sup>**

**Guaranteed REMIC Pass-Through Securities  
and MX Securities**

**Ginnie Mae REMIC Trust 2014-119**

**The Securities**

The Trust will issue the Classes of Securities listed on the front cover of this offering circular supplement.

**The Ginnie Mae Guaranty**

Ginnie Mae will guarantee the timely payment of principal and interest on the securities. The Ginnie Mae Guaranty is backed by the full faith and credit of the United States of America.

**The Trust and its Assets**

The Trust will own (1) Ginnie Mae Certificates and (2) certain previously issued certificates.

**The securities may not be suitable investments for you. You should consider carefully the risks of investing in them.**

**See “Risk Factors” beginning on page S-9 which highlights some of these risks.**

The Sponsor and the Co-Sponsor will offer the securities from time to time in negotiated transactions at varying prices. We expect the closing date to be August 29, 2014.

You should read the Base Offering Circular as well as this Supplement.

The securities are exempt from registration under the Securities Act of 1933 and are “exempt securities” under the Securities Exchange Act of 1934.

Class of REMIC Securities	Original Principal Balance(2)	Interest Rate	Principal Type(3)	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
<b>Security Group 1</b>						
BG(1) .....	\$ 90,943,000	3.0%	PAC I	FIX	38379EAA0	March 2043
BQ(1) .....	6,676,000	3.0	PAC I	FIX	38379EAB8	January 2044
BT(1) .....	3,335,000	3.0	PAC I	FIX	38379EAC6	May 2044
BU(1) .....	2,516,000	3.0	PAC I	FIX	38379EAD4	August 2044
CT .....	13,294,000	3.0	SUP/AD	FIX	38379EAE2	August 2044
CU .....	67,095	3.0	SUP/AD	FIX	38379EAF9	August 2044
CW .....	3,294,877	3.0	SUP/AD	FIX	38379EAG7	August 2044
CY .....	7,792,000	3.0	PAC II/AD	FIX	38379EAH5	August 2044
CZ .....	1,000	3.0	SUP	FIX/Z	38379EAJ1	August 2044
FA .....	127,919,972	(5)	PT	FLT	38379EAK8	August 2044
SA .....	127,919,972	(5)	NTL(PT)	INV/IO	38379EAL6	August 2044
ZC .....	1,000	3.0	PAC II	FIX/Z	38379EAM4	August 2044
<b>Security Group 2</b>						
HP .....	7,461,465	3.0	SC/SCH	FIX	38379EAN2	February 2040
HU .....	6,336,764	3.0	SC/SUP	FIX	38379EAP7	February 2040
PA .....	60,000,000	3.0	SC/PAC	FIX	38379EAQ5	February 2040
<b>Security Group 3</b>						
KA(1) .....	50,000,000	3.5	SEQ/AD	FIX	38379EAR3	April 2041
KZ(1) .....	3,801,244	3.5	SEQ	FIX/Z	38379EAS1	August 2044
<b>Security Group 4</b>						
JF .....	34,285,714	(5)	PT	FLT	38379EAT9	August 2044
JS .....	34,285,714	(5)	NTL(PT)	INV/IO	38379EAU6	August 2044
JU .....	6,085,308	3.0	PAC II	FIX	38379EAV4	August 2044
NA(1) .....	60,689,084	3.0	PAC I	FIX	38379EAW2	December 2042
NB(1) .....	3,706,473	3.0	PAC I	FIX	38379EAX0	August 2043
NC(1) .....	3,021,209	3.0	PAC I	FIX	38379EAY8	March 2044
ND(1) .....	2,658,847	3.0	PAC I	FIX	38379EAZ5	August 2044
UJ .....	9,453,365	3.0	SUP/AD	FIX	38379EBA9	August 2044
UZ .....	100,000	3.0	SUP	FIX/Z	38379EBB7	August 2044
<b>Security Group 5</b>						
YI .....	1,616,351	4.5	NTL(SC/PT)	FIX/IO	38379EBC5	June 2044
<b>Security Group 6</b>						
MA(1) .....	57,799,000	3.5	SEQ/AD	FIX	38379EBD3	May 2041
MZ(1) .....	4,312,212	3.5	SEQ	FIX/Z	38379EBE1	August 2044
<b>Security Group 7</b>						
IL(1) .....	30,443,988	4.0	NTL(SEQ)	FIX/IO	38379EBF8	February 2039
LA .....	81,183,968	1.5	SEQ	FIX	38379EBG6	February 2039
LC(1) .....	19,408,016	3.0	SEQ	FIX	38379EBH4	February 2042
LD(1) .....	19,408,016	3.0	SEQ	FIX	38379EBJ0	August 2044
LI(1) .....	30,000,000	4.0	NTL(PT)	FIX/IO	38379EBK7	August 2044
<b>Residual</b>						
RR .....	0	0.0	NPR	NPR	38379EBL5	August 2044

- (1) These Securities may be exchanged for MX Securities described in Schedule I to this Supplement.
- (2) Subject to increase as described under “Increase in Size” in this Supplement. The amount shown for each Notional Class (indicated by “NTL” under Principal Type) is its original Class Notional Balance and does not represent principal that will be paid.
- (3) As defined under “Class Types” in Appendix I to the Base Offering Circular. The type of Class with which the Class Notional Balance of each Notional Class will be reduced is indicated in parentheses. The Class Notional Balance of Classes LI and YI will be reduced with the outstanding principal or notional balance of the related Trust Asset Group.
- (4) See “Yield, Maturity and Prepayment Considerations— Final Distribution Date” in this Supplement.
- (5) See “Terms Sheet— Interest Rates” in this Supplement.

**Goldman, Sachs & Co.**

**Bonwick Capital Partners**

**The date of this Offering Circular Supplement is August 22, 2014.**

## AVAILABLE INFORMATION

You should purchase the securities only if you have read and understood the following documents:

- this Offering Circular Supplement (this “Supplement”),
- the Base Offering Circular and
- in the case of the Group 2 and 5 securities, each disclosure document relating to the Underlying Certificates (the “Underlying Certificate Disclosure Documents”).

The Base Offering Circular and the Underlying Certificate Disclosure Documents are available on Ginnie Mae’s website located at <http://www.ginniemae.gov>.

If you do not have access to the internet, call BNY Mellon, which will act as information agent for the Trust, at (800) 234-GNMA, to order copies of the Base Offering Circular. In addition, you can obtain copies of any other document listed above by contacting BNY Mellon at the telephone number listed above.

Please consult the standard abbreviations of Class Types included in the Base Offering Circular as Appendix I and the glossary included in the Base Offering Circular as Appendix II for definitions of capitalized terms.

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## TERMS SHEET

This terms sheet contains selected information for quick reference only. You should read this Supplement, particularly “Risk Factors,” and each of the other documents listed under “Available Information.”

**Sponsor:** Goldman, Sachs & Co.

**Co-Sponsor:** Bonwick Capital Partners, LLC

**Trustee:** Wells Fargo Bank, N.A.

**Tax Administrator:** The Trustee

**Closing Date:** August 29, 2014

**Distribution Dates:** For the Group 1, 4, 5 and 7 Securities, the 20th day of each month or, if the 20th day is not a Business Day, the first Business Day thereafter, commencing in September 2014. For the Group 2, 3 and 6 Securities, the 16th day of each month or, if the 16th day is not a Business Day, the first Business Day thereafter, commencing in September 2014.

### Trust Assets:

<u>Trust Asset Group</u>	<u>Trust Asset Type</u>	<u>Certificate Rate</u>	<u>Original Term To Maturity (in years)</u>
1	Ginnie Mae II	4.50%	30
2	Underlying Certificates	(1)	(1)
3	Ginnie Mae I	3.50%	30
4	Ginnie Mae II	4.00%	30
5	Underlying Certificates	(1)	(1)
6	Ginnie Mae I	3.50%	30
7	Ginnie Mae II	4.00%	30

(1) Certain information regarding the Underlying Certificates is set forth in Exhibits A and B to this Supplement.

**Security Groups:** This series of Securities consists of multiple Security Groups (each, a “Group”), as shown on the front cover of this Supplement and on Schedule I to this Supplement. Except in the case of a certain MX Class in Groups 3 and 6, payments on each Group will be based solely on payments on the Trust Asset Group with the same numerical designation.

**Assumed Characteristics of the Mortgage Loans Underlying the Group 1, 3, 4, 6 and 7 Trust Assets<sup>(1)</sup>:**

<u>Principal Balance</u>	<u>Weighted Average Remaining Term to Maturity (in months)</u>	<u>Weighted Average Loan Age (in months)</u>	<u>Weighted Average Mortgage Rate<sup>(2)</sup></u>
<b>Group 1 Trust Assets</b>			
\$246,301,530	352	4	4.81%
9,538,414	332	24	4.83
\$255,839,944			
<b>Group 3 Trust Assets</b>			
\$53,801,244	331	26	4.00%
<b>Group 4 Trust Assets</b>			
\$120,000,000	350	6	4.35%
<b>Group 6 Trust Assets</b>			
\$62,111,212	329	27	4.00%
<b>Group 7 Trust Assets</b>			
\$120,000,000	333	14	4.39%

<sup>(1)</sup> As of August 1, 2014.

<sup>(2)</sup> The Mortgage Loans underlying the Group 1, 4 and 7 Trust Assets may bear interest at rates ranging from 0.25% to 1.50% per annum above the related Certificate Rate.

The actual remaining terms to maturity, loan ages and, in the case of the Group 1, 4 and 7 Trust Assets, Mortgage Rates of many of the Mortgage Loans underlying the Group 1, 3, 4, 6 and 7 Trust Assets will differ from the weighted averages shown above, perhaps significantly. See *“The Trust Assets — The Mortgage Loans” in this Supplement.*

**Characteristics of the Mortgage Loans Underlying the Group 2 and 5 Trust Assets:** See Exhibit A to this Supplement for certain information regarding the characteristics of the Mortgage Loans included in the related Underlying Trusts.

**Issuance of Securities:** The Securities, other than the Residual Securities, will initially be issued in book-entry form through the book-entry system of the U.S. Federal Reserve Banks (the “Fedwire Book-Entry System”). The Residual Securities will be issued in fully registered, certificated form. See *“Description of the Securities— Form of Securities” in this Supplement*

**Modification and Exchange:** If you own exchangeable Securities you will be able, upon notice and payment of an exchange fee, to exchange them for a proportionate interest in the related Securities shown on Schedule I to this Supplement. See *“Description of the Securities — Modification and Exchange” in this Supplement.*

**Increased Minimum Denomination Classes:** Each Class that constitutes an Interest Only or Inverse Floating Rate Class. See *“Description of the Securities— Form of Securities” in this Supplement*

**Interest Rates:** The Interest Rates for the Fixed Rate Classes are shown on the front cover of this Supplement or on Schedule I to this Supplement.

The Floating Rate and Inverse Floating Rate Classes will bear interest at per annum rates based on one-month LIBOR (hereinafter referred to as “LIBOR”) as follows:

<u>Class</u>	<u>Interest Rate Formula(1)</u>	<u>Initial Interest Rate(2)</u>	<u>Minimum Rate</u>	<u>Maximum Rate</u>	<u>Delay (in days)</u>	<u>LIBOR for Minimum Interest Rate</u>
FA .....	LIBOR + 0.40%	0.5510%	0.40%	6.00%	0	0.00%
JF .....	LIBOR + 0.35%	0.5046%	0.35%	6.50%	0	0.00%
JS .....	6.15% – LIBOR	5.9954%	0.00%	6.15%	0	6.15%
SA .....	5.60% – LIBOR	5.4490%	0.00%	5.60%	0	5.60%

- (1) LIBOR will be established on the basis of the ICE LIBOR method, as described under “Description of the Securities — Interest Distributions — Floating Rate and Inverse Floating Rate Classes” in this Supplement.
- (2) The initial Interest Rate will be in effect during the first Accrual Period; the Interest Rate will adjust monthly thereafter.

**Allocation of Principal:** On each Distribution Date for a Security Group, the following distributions will be made to the related Securities:

#### **SECURITY GROUP 1**

The Group 1 Principal Distribution Amount and the CZ and ZC Accrual Amounts will be allocated as follows:

- The CZ Accrual Amount in the following order of priority:
  1. Concurrently, as follows:
    - a. 80.2180443147% sequentially, to CT and CU, in that order, until retired
    - b. 19.7819556853% to CW, until retired
  2. To CZ, until retired
- The ZC Accrual Amount, sequentially, to CY and ZC, in that order, until retired
- The Group 1 Principal Distribution Amount, concurrently, as follows:
  1. 50% to FA, until retired
  2. 50% in the following order of priority:
    - a. Sequentially, to BG, BQ, BT and BU, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
    - b. Sequentially, to CY and ZC, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
    - c. Concurrently, as follows:
      - i. 80.2180443147% sequentially, to CT and CU, in that order, until retired
      - ii. 19.7819556853% to CW, until retired
    - d. To CZ, until retired
    - e. Sequentially, to CY and ZC, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

f. Sequentially, to BG, BQ, BT and BU, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

#### **SECURITY GROUP 2**

The Group 2 Principal Distribution Amount will be allocated in the following order of priority:

1. To PA, until reduced to its Scheduled Principal Balance for that Distribution Date
2. To HP, until reduced to its Scheduled Principal Balance for that Distribution Date
3. To HU, until retired
4. To HP, without regard to its Scheduled Principal Balance, until retired
5. To PA, without regard to its Scheduled Principal Balance, until retired

#### **SECURITY GROUP 3**

The Group 3 Principal Distribution Amount and the KZ Accrual Amount will be allocated, sequentially, to KA and KZ, in that order, until retired

#### **SECURITY GROUP 4**

The Group 4 Principal Distribution Amount and the UZ Accrual Amount will be allocated as follows:

- The UZ Accrual Amount, sequentially, to UJ and UZ, in that order, until retired
- The Group 4 Principal Distribution Amount, concurrently, as follows:
  1. 28.5714283333% to JF, until retired
  2. 71.4285716667% in the following order of priority:
    - a. Sequentially, to NA, NB, NC and ND, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
    - b. To JU, until reduced to its Scheduled Principal Balance for that Distribution Date
    - c. Sequentially, to UJ and UZ, in that order, until retired
    - d. To JU, without regard to its Scheduled Principal Balance, until retired
    - e. Sequentially, to NA, NB, NC and ND, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

#### **SECURITY GROUP 6**

The Group 6 Principal Distribution Amount and the MZ Accrual Amount will be allocated, sequentially, to MA and MZ, in that order, until retired

#### **SECURITY GROUP 7**

The Group 7 Principal Distribution Amount will be allocated, sequentially, to LA, LC and LD, in that order, until retired

**Scheduled Principal Balances:** The Scheduled Principal Balances or Aggregate Scheduled Principal Balances for the Classes listed below are included in Schedule II to this Supplement. They were calculated using among other things the following Structuring Ranges:

	<u>Structuring Ranges</u>
<b>PAC Class</b>	
PA .....	135% PSA through 245% PSA
<b>PAC I Classes</b>	
BG, BQ, BT and BU (in the aggregate) .....	138% PSA through 250% PSA
NA, NB, NC and ND (in the aggregate) .....	125% PSA through 225% PSA
<b>PAC II Classes</b>	
CY and ZC (in the aggregate) .....	169% PSA through 250% PSA
JU .....	160% PSA through 226% PSA
<b>Scheduled Class</b>	
HP .....	190% PSA through 246% PSA

**Accrual Classes:** Interest will accrue on each Accrual Class identified on the front cover of this Supplement at the per annum rate set forth on that page. However, no interest will be distributed to the Accrual Classes as interest. Interest so accrued on each Accrual Class on each Distribution Date will constitute an Accrual Amount, which will be added to the Class Principal Balance of that Class on each Distribution Date and will be distributable as principal as set forth in this Terms Sheet under “Allocation of Principal.”

**Notional Classes:** The Notional Classes will not receive distributions of principal but have Class Notional Balances for convenience in describing their entitlements to interest. The Class Notional Balance of each Notional Class represents the percentage indicated below of, and reduces to that extent with, the Class Principal Balances or the outstanding principal or notional balance of the related Trust Asset Group indicated:

<u>Class</u>	<u>Original Class Notional Balance</u>	<u>Represents Approximately</u>
BI .....	\$ 20,209,555	22.2222222222% of BG (PAC I Class)
CI .....	21,693,111	22.2222222222% of BG and BQ (in the aggregate) (PAC I Classes)
DI .....	22,434,222	22.2222222222% of BG, BQ and BT (in the aggregate) (PAC I Classes)
EI .....	\$ 22,993,333	22.2222222222% of BG, BQ, BT and BU (in the aggregate) (PAC I Classes)
I .....	\$ 30,443,988	37.5% of LA (SEQ Class)
	30,000,000	25% of the Group 7 Trust Assets
	<u>\$ 60,443,988</u>	
IJ .....	\$ 16,854,191	25% of NA, NB and NC (in the aggregate) (PAC I Classes)
IL .....	30,443,988	37.5% of LA (SEQ Class)
JI .....	16,098,889	25% of NA and NB (in the aggregate) (PAC I Classes)
JS .....	34,285,714	100% of JF (PT Class)
KI .....	17,857,142	35.7142857143% of KA (SEQ/AD Class)
LI .....	30,000,000	25% of the Group 7 Trust Assets
MI .....	24,771,000	42.8571428571% of MA (SEQ/AD Class)
NI .....	15,172,271	25% of NA (PAC I Class)
SA .....	127,919,972	100% of FA (PT Class)
YI .....	1,616,351	100% of the Group 5 Trust Assets

**Tax Status:** Double REMIC Series. See *“Certain United States Federal Income Tax Consequences”* in this Supplement and in the Base Offering Circular.

**Regular and Residual Classes:** Class RR is a Residual Class and represents the Residual Interest of the Issuing REMIC and the Pooling REMIC. All other Classes of REMIC Securities are Regular Classes.



## RISK FACTORS

*You should purchase securities only if you understand and are able to bear the associated risks. The risks applicable to your investment depend on the principal and interest type of your securities. This section highlights certain of these risks.*

***The rate of principal payments on the underlying mortgage loans will affect the rate of principal payments on your securities.*** The rate at which you will receive principal payments will depend largely on the rate of principal payments, including prepayments, on the mortgage loans underlying the related trust assets. Any historical data regarding mortgage loan prepayment rates may not be indicative of the rate of future prepayments on the underlying mortgage loans, and no assurances can be given about the rates at which the underlying mortgage loans will prepay. We expect the rate of principal payments on the underlying mortgage loans to vary. Borrowers generally may prepay their mortgage loans at any time without penalty.

The terms of the mortgage loans may be modified to permit, among other things, a partial release of security, which releases a portion of the mortgaged property from the lien securing the related mortgage loan. Partial releases of security may reduce the value of the remaining security and also allow the related borrower to sell the released property and generate proceeds that may be used to prepay the related mortgage loan in whole or in part.

In addition to voluntary prepayments, mortgage loans can be prepaid as a result of governmental mortgage insurance claim payments, loss mitigation arrangements, repurchases or liquidations of defaulted mortgage loans. Although under certain circumstances Ginnie Mae issuers have the option to repurchase defaulted mortgage loans from the related pool underlying a Ginnie Mae MBS certificate, they are not obligated to do so. Defaulted mortgage loans that remain in pools backing Ginnie Mae MBS certificates may be subject to governmental mortgage insurance claim payments, loss mitigation arrangements or foreclosure, which could have the same effect as voluntary prepayments on the cash flow available to pay the securities. No assurances can be given as to the timing or frequency of any gov-

ernmental mortgage insurance claim payments, issuer repurchases, loss mitigation arrangements or foreclosure proceedings with respect to defaulted mortgage loans and the resulting effect on the timing or rate of principal payments on your securities.

***Rates of principal payments can reduce your yield.*** The yield on your securities probably will be lower than you expect if:

- you bought your securities at a premium (interest only securities, for example) and principal payments are faster than you expected, or
- you bought your securities at a discount and principal payments are slower than you expected.

In addition, if your securities are interest only securities or securities purchased at a significant premium, you could lose money on your investment if prepayments occur at a rapid rate.

***Under certain circumstances, a Ginnie Mae issuer has the right to repurchase a defaulted mortgage loan from the related pool of mortgage loans underlying a particular Ginnie Mae MBS certificate, the effect of which would be comparable to a prepayment of such mortgage loan.*** At its option and without Ginnie Mae's prior consent, a Ginnie Mae issuer may repurchase any mortgage loan at an amount equal to par less any amounts previously advanced by such issuer in connection with its responsibilities as servicer of such mortgage loan to the extent that (i) in the case of a mortgage loan included in a pool of mortgage loans underlying a Ginnie Mae MBS certificate issued on or before December 1, 2002, such mortgage loan has been delinquent for four consecutive months, and at least one delinquent payment remains uncured or (ii) in the case of a mortgage loan included in a pool of mortgage

loans underlying a Ginnie Mae MBS certificate issued on or after January 1, 2003, no payment has been made on such mortgage loan for three consecutive months. Any such repurchase will result in prepayment of the principal balance or reduction in the notional balance of the securities ultimately backed by such mortgage loan. No assurances can be given as to the timing or frequency of any such repurchases.

***The level of LIBOR will affect the yields on floating rate and inverse floating rate securities.*** If LIBOR performs differently from what you expect, the yield on your securities may be lower than you expect. Lower levels of LIBOR will generally reduce the yield on floating rate securities; higher levels of LIBOR will generally reduce the yield on inverse floating rate securities. You should bear in mind that the timing of changes in the level of LIBOR may affect your yield: generally, the earlier a change, the greater the effect on your yield. It is doubtful that LIBOR will remain constant.

***An investment in the securities is subject to significant reinvestment risk.*** The rate of principal payments on your securities is uncertain. You may be unable to reinvest the payments on your securities at the same returns provided by the securities. Lower prevailing interest rates may result in an unexpected return of principal. In that interest rate climate, higher yielding reinvestment opportunities may be limited. Conversely, higher prevailing interest rates may result in slower returns of principal, and you may not be able to take advantage of higher yielding investment opportunities. The final payment on your security may occur much earlier than the final distribution date.

***Support securities will be more sensitive to rates of principal payments than other securities.*** If principal prepayments result in principal distributions on any distribution date equal to or less than the amount needed to produce scheduled payments on the PAC and scheduled classes, the related support classes will not receive any principal distribution on that date (other than from any applicable accrual amount). If prepayments result in principal distributions on

any distribution date greater than the amount needed to produce scheduled payments on the related PAC and scheduled classes for that distribution date, this excess will be distributed to the related support classes.

***The rate of payments on the underlying certificates will directly affect the rate of payments on the group 2 and 5 securities.*** The underlying certificates will be sensitive in varying degrees to:

- the rate of payments of principal (including prepayments) of the related mortgage loans, and
- the priorities for the distribution of principal among the classes of the related underlying series.

As described in the related underlying certificate disclosure documents, the reductions in notional balances of the underlying certificates included in trust asset group 5 on any payment date are calculated, directly or indirectly, on the basis of schedules; no assurance can be given that the underlying certificates will adhere to their schedules. Further, prepayments on the related mortgage loans may have occurred at rates faster or slower than those initially assumed.

The trust assets underlying certain of the underlying certificates included in trust asset groups 2 and 5 are also previously issued certificates that represent beneficial ownership interests in separate trusts. The rate of payments on the previously issued certificates backing these underlying certificates will directly affect the timing and rate of payments on the group 2 and 5 securities. You should read the related underlying certificate disclosure documents, including the risk factors contained therein, to understand the payments on and related risks of the previously issued certificates backing these underlying certificates.

This supplement contains no information as to whether the underlying certificates or the related classes with which the notional underlying certificates reduce have adhered to any applicable principal balance schedules, whether any

related supporting classes remain outstanding or whether the underlying certificates otherwise have performed as originally anticipated. Additional information as to the underlying certificates may be obtained by performing an analysis of current principal factors of the underlying certificates in light of applicable information contained in the related underlying certificate disclosure documents.

***Up to 10% of the mortgage loans underlying the trust assets may be higher balance mortgage loans.*** Subject to special pooling parameters set forth in the Ginnie Mae Mortgage-Backed Securities Guide, qualifying federally-insured or guaranteed mortgage loans that exceed certain balance thresholds established by Ginnie Mae (“higher balance mortgage loans”) may be included in Ginnie Mae guaranteed pools. There are no historical performance data regarding the prepayment rates for higher balance mortgage loans. If the higher balance mortgage loans prepay faster or slower than expected, the weighted average lives and yields of the related securities are likely to be affected, perhaps significantly. Furthermore, higher balance mortgage loans tend to be concentrated in certain geographic areas, which may experience relatively higher rates of defaults in the event of adverse economic conditions. No assurances can be given about the prepayment experience or performance of the higher balance mortgage loans.

***The securities may not be a suitable investment for you.*** The securities, especially the group 2 and 5 securities and, in particular, the support, interest only, inverse floating rate, accrual and residual classes, are not suitable investments for all investors.

In addition, although the sponsor intends to make a market for the purchase and sale of the securities after their initial issuance, it has no obligation to do so. There is no assurance that a secondary market will develop, that any secondary market will continue, or that the price at which you can sell an investment in any class will enable you to realize a desired yield on that investment.

You will bear the market risks of your investment. The market values of the classes are likely to fluctuate. These fluctuations may be significant and could result in significant losses to you.

The secondary markets for mortgage-related securities have experienced periods of illiquidity and can be expected to do so in the future. Illiquidity can have a severely adverse effect on the prices of classes that are especially sensitive to prepayment or interest rate risk or that have been structured to meet the investment requirements of limited categories of investors.

The residual securities may experience significant adverse tax timing consequences. Accordingly, you are urged to consult tax advisors and to consider the after-tax effect of ownership of a residual security and the suitability of the residual securities to your investment objectives. See “*Certain United States Federal Income Tax Consequences*” in this supplement and in the base offering circular.

You are encouraged to consult advisors regarding the financial, legal, tax and other aspects of an investment in the securities. You should not purchase the securities of any class unless you understand and are able to bear the prepayment, yield, liquidity and market risks associated with that class.

***The actual characteristics of the underlying mortgage loans will affect the weighted average lives and yields of your securities.*** The yield and decrement tables in this supplement are based on assumed characteristics which are likely to be different from the actual characteristics. As a result, the yields on your securities could be lower than you expected, even if the mortgage loans prepay at the constant prepayment rates set forth in the applicable table.

It is highly unlikely that the underlying mortgage loans will prepay at any of the prepayment rates assumed in this supplement, or at any constant prepayment rate.

## THE TRUST ASSETS

### General

The Sponsor intends to acquire the Trust Assets in privately negotiated transactions prior to the Closing Date and to sell them to the Trust according to the terms of a Trust Agreement between the Sponsor and the Trustee. The Sponsor will make certain representations and warranties with respect to the Trust Assets. All Trust Assets, regardless of whether the assets consist of Trust MBS or the Underlying Certificates, will evidence, directly or indirectly, Ginnie Mae Certificates.

### The Trust MBS (Groups 1, 3, 4, 6 and 7)

The Group 3 and 6 Trust Assets are either:

1. Ginnie Mae I MBS Certificates guaranteed by Ginnie Mae, or
2. Ginnie Mae Platinum Certificates backed by Ginnie Mae I MBS Certificates and guaranteed by Ginnie Mae.

Each Mortgage Loan underlying a Ginnie Mae I MBS Certificate bears interest at a Mortgage Rate 0.50% per annum greater than the related Certificate Rate. The difference between the Mortgage Rate and the Certificate Rate is used to pay the related servicers of the Mortgage Loans a monthly servicing fee and Ginnie Mae a fee for its guaranty of the Ginnie Mae I MBS Certificate of 0.44% per annum and 0.06% per annum, respectively, of the outstanding principal balance of the Mortgage Loan.

The Group 1, 4 and 7 Trust Assets are either:

1. Ginnie Mae II MBS Certificates guaranteed by Ginnie Mae, or
2. Ginnie Mae Platinum Certificates backed by Ginnie Mae II MBS Certificates and guaranteed by Ginnie Mae.

Each Mortgage Loan underlying a Ginnie Mae II MBS Certificate issued prior to July 1, 2003 bears interest at a Mortgage Rate 0.50% to 1.50% per annum greater than the related Certificate Rate. Each Mortgage Loan underlying a Ginnie Mae II MBS Certificate issued on or after July 1, 2003 bears interest at a Mortgage Rate 0.25% to 0.75% per annum greater than the related Certificate Rate. Ginnie Mae receives a fee (the "Ginnie Mae Certificate Guaranty Fee") for its guaranty of each Ginnie Mae II MBS Certificate of 0.06% per annum of the outstanding principal balance of each related Mortgage Loan. The difference between (a) the Mortgage Rate and (b) the sum of the Certificate Rate and the rate of the Ginnie Mae Certificate Guaranty Fee is used to pay the related servicers of the Mortgage Loans a monthly servicing fee.

### The Underlying Certificates (Groups 2 and 5)

The Group 2 and 5 Trust Assets are Underlying Certificates that represent beneficial ownership interests in one or more separate trusts, the assets of which evidence direct or indirect beneficial ownership interests in certain Ginnie Mae Certificates. Each Underlying Certificate constitutes all or a portion of a class of a separate Series of certificates described in the related Underlying Certificate Disclosure Document, excerpts of which are attached as Exhibit B to this Supplement. Each Underlying Certificate Disclosure Document may be obtained from the Information Agent as described under "Available Information" in this Supplement. Investors are cautioned that material changes in facts and circumstances may have occurred since the date of each Underlying Certificate Disclosure Document, including changes in prepayment rates, prevailing interest rates and other economic factors, which may limit the usefulness of, and be directly contrary to the assumptions used in preparing the information included in, the offering document. See "Underlying Certificates" in the Base Offering Circular.

Each Underlying Certificate provides for monthly distributions and is further described in the table contained in Exhibit A to this Supplement. The table also sets forth information regarding approximate weighted average remaining terms to maturity, loan ages and mortgage rates of the Mortgage Loans underlying the related Ginnie Mae Certificates.

### **The Mortgage Loans**

The Mortgage Loans underlying the Group 1, 3, 4, 6 and 7 Trust Assets are expected to have, on a weighted average basis, the characteristics set forth in the Terms Sheet under “Assumed Characteristics of the Mortgage Loans Underlying the Group 1, 3, 4, 6 and 7 Trust Assets” and the general characteristics described in the Base Offering Circular. The Mortgage Loans underlying the Underlying Certificates are expected to have, on a weighted average basis, the characteristics set forth in Exhibit A to this Supplement. The Mortgage Loans will consist of first lien, single-family, fixed rate, residential mortgage loans that are insured or guaranteed by the Federal Housing Administration, the United States Department of Veterans Affairs, Rural Development (formerly the Rural Housing Service) or the United States Department of Housing and Urban Development (“HUD”). See *“The Ginnie Mae Certificates— General” in the Base Offering Circular*.

Specific information regarding the characteristics of the Mortgage Loans underlying the Trust MBS is not available. For purposes of this Supplement, certain assumptions have been made regarding the remaining terms to maturity, loan ages and, in the case of the Group 1, 4 and 7 Trust Assets, Mortgage Rates of the Mortgage Loans underlying the Trust MBS. However, the actual remaining terms to maturity, loan ages and, in the case of the Group 1, 4 and 7 Trust Assets, Mortgage Rates of many of the Mortgage Loans will differ from the characteristics assumed, perhaps significantly. This will be the case even if the weighted average characteristics of the Mortgage Loans are the same as the assumed characteristics. Small differences in the characteristics of the Mortgage Loans can have a significant effect on the Weighted Average Lives and yields of the Securities. See *“Risk Factors” and “Yield, Maturity and Prepayment Considerations” in this Supplement*.

### **The Trustee Fee**

The Sponsor will contribute certain Ginnie Mae Certificates in respect of the Trustee Fee. On each Distribution Date, the Trustee will retain all principal and interest distributions received on such Ginnie Mae Certificates in payment of the Trustee Fee.

## **GINNIE MAE GUARANTY**

The Government National Mortgage Association (“Ginnie Mae”), a wholly-owned corporate instrumentality of the United States of America within HUD, guarantees the timely payment of principal and interest on the Securities. The General Counsel of HUD has provided an opinion to the effect that Ginnie Mae has the authority to guarantee multiclass securities and that Ginnie Mae guaranties will constitute general obligations of the United States, for which the full faith and credit of the United States is pledged. See *“Ginnie Mae Guaranty” in the Base Offering Circular*.

## **DESCRIPTION OF THE SECURITIES**

### **General**

The description of the Securities contained in this Supplement is not complete and is subject to, and is qualified in its entirety by reference to, all of the provisions of the Trust Agreement. See *“Description of the Securities” in the Base Offering Circular*.



## **Form of Securities**

Each Class of Securities other than the Residual Securities initially will be issued and maintained, and may be transferred only on the Fedwire Book-Entry System. Beneficial Owners of Book-Entry Securities will ordinarily hold these Securities through one or more financial intermediaries, such as banks, brokerage firms and securities clearing organizations that are eligible to maintain book-entry accounts on the Fedwire Book-Entry System. By request accompanied by the payment of a transfer fee of \$25,000 per Certificated Security to be issued, a Beneficial Owner may receive a Regular Security in certificated form.

The Residual Securities will not be issued in book-entry form but will be issued in fully registered, certificated form and may be transferred or exchanged, subject to the transfer restrictions applicable to Residual Securities set forth in the Trust Agreement, at the Corporate Trust Office of the Trustee. See *“Description of the Securities— Forms of Securities; Book-Entry Procedures” in the Base Offering Circular.*

Each Regular and MX Class (other than the Increased Minimum Denomination Classes) will be issued in minimum dollar denominations of initial principal balance of \$1,000 and integral multiples of \$1 in excess of \$1,000. The Increased Minimum Denomination Classes will be issued in minimum denominations that equal \$100,000 in initial notional balance.

## **Distributions**

Distributions on the Securities will be made on each Distribution Date as specified under “Terms Sheet — Distribution Dates” in this Supplement. On each Distribution Date for a Security, or in the case of the Certificated Securities, on the first Business Day after the related Distribution Date, the Distribution Amount will be distributed to the Holders of record as of the related Record Date. Beneficial Owners of Book-Entry Securities will receive distributions through credits to accounts maintained for their benefit on the books and records of the appropriate financial intermediaries. Holders of Certificated Securities will receive distributions by check or, subject to the restrictions set forth in the Base Offering Circular, by wire transfer. See *“Description of the Securities— Distributions” and “— Method of Distributions” in the Base Offering Circular.*

## **Interest Distributions**

The Interest Distribution Amount will be distributed on each Distribution Date to the Holders of all Classes of Securities entitled to distributions of interest.

- Interest will be calculated on the basis of a 360-day year consisting of twelve 30-day months.
- Interest distributable (or accrued in the case of an Accrual Class) on any Class for any Distribution Date will consist of 30 days’ interest on its Class Principal Balance (or Class Notional Balance) as of the related Record Date.
- Investors can calculate the amount of interest to be distributed (or accrued in the case of an Accrual Class) on each Class of Securities for any Distribution Date by using the Class Factors published in the preceding month. See *“— Class Factors” below.*

## *Categories of Classes*

For purposes of interest distributions, the Classes will be categorized as shown under “Interest Type” on the front cover of this Supplement and on Schedule I to this Supplement. The abbreviations used in this Supplement to describe the interest entitlements of the Classes are explained under “Class Types” in Appendix I to the Base Offering Circular.

### *Accrual Periods*

The Accrual Period for each Regular and MX Class is set forth in the table below:

<u>Class</u>	<u>Accrual Period</u>
Fixed Rate Classes	The calendar month preceding the related Distribution Date
Floating Rate and Inverse Floating Rate Classes	From the 20th day of the month preceding the month of the related DistributionDate through the 19th day of the month of that DistributionDate

### *Fixed Rate Classes*

Each Fixed Rate Class will bear interest at the per annum Interest Rate shown on the front cover of this Supplement or on Schedule I to this Supplement.

### *Floating Rate and Inverse Floating Rate Classes*

The Floating Rate and Inverse Floating Rate Classes will bear interest as shown under “Terms Sheet — Interest Rates” in this Supplement. The Interest Rates for the Floating Rate and Inverse Floating Rate Classes will be based on LIBOR. The Trustee or its agent will determine LIBOR on the basis of the ICE Benchmark Administration (“ICE”) LIBOR method (“ICE LIBOR”), using the rate, expressed as a percentage per annum, for one-month U.S. Dollar deposits as it appears on the ICE Secure File Transfer Protocol (SFTP) service or on the Reuters Screen LIBOR01 Page (or any replacement Reuters page that displays that rate, or on the appropriate page of such other information service that publishes that rate from time to time in place of Reuters) as of 11:00 am London time on the related Floating Rate Adjustment Date. In the event that any other person takes over the administration of LIBOR, LIBOR shall be determined on the basis of the succeeding administration’s LIBOR method. If on any Floating Rate Adjustment Date, the Trustee or its agent is unable to calculate LIBOR in accordance with the ICE LIBOR method, LIBOR for the next Accrual Period will be calculated in accordance with the LIBO method as described under “Description of the Securities — Interest Rate Indices — Determination of LIBOR — LIBO Method” in the Base Offering Circular.

We can provide no assurance that LIBOR for a Distribution Date accurately represents the offered rate at which one-month U.S. dollar deposits are being quoted to prime banks in the London interbank market, nor that the procedures for calculating LIBOR on the basis of the ICE LIBOR method for one-month U.S. dollar deposits will not change. Any change in LIBOR values resulting from any change in reporting or in the determination of LIBOR may cause LIBOR to fluctuate disproportionately to changes in other market lending rates.

The Trustee’s determination of LIBOR and its calculation of the Interest Rates will be final except in the case of clear error. Investors can obtain LIBOR levels and Interest Rates for the current and preceding Accrual Periods from Ginnie Mae’s Multiclass Securities e-Access located on Ginnie Mae’s website (“e-Access”) or by calling the Information Agent at (800) 234-GNMA.

### *Accrual Classes*

Each of Classes CZ, KZ, MZ, UZ and ZC is an Accrual Class. Interest will accrue on the Accrual Classes and be distributed as described under “Terms Sheet — Accrual Classes” in this Supplement.

### **Principal Distributions**

The Principal Distribution Amount for each Group and each Accrual Amount will be distributed to the Holders entitled thereto as described under “Terms Sheet — Allocation of Principal” in this Supplement.

ment. Investors can calculate the amount of principal to be distributed with respect to any Distribution Date by using the Class Factors published in the preceding and current months. See “— Class Factors” below.

### *Categories of Classes*

For purposes of principal distributions, the Classes will be categorized as shown under “Principal Type” on the front cover of this Supplement and on Schedule I to this Supplement. The abbreviations used in this Supplement to describe the principal entitlements of the Classes are explained under “Class Types” in Appendix I to the Base Offering Circular.

### *Notional Classes*

The Notional Classes will not receive principal distributions. For convenience in describing interest distributions, the Notional Classes will have the original Class Notional Balances shown on the front cover of this Supplement and on Schedule I to this Supplement. The Class Notional Balances will be reduced as shown under “Terms Sheet — Notional Classes” in this Supplement.

### **Residual Securities**

The Class RR Securities will represent the beneficial ownership of the Residual Interest in the Issuing REMIC and the beneficial ownership of the Residual Interest in the Pooling REMIC, as described in “Certain United States Federal Income Tax Consequences” in the Base Offering Circular. The Class RR Securities have no Class Principal Balance and do not accrue interest. The Class RR Securities will be entitled to receive the proceeds of the disposition of any assets remaining in the Trust REMICs after the Class Principal Balance or Class Notional Balance of each Class of Regular Securities has been reduced to zero. However, any remaining proceeds are not likely to be significant. The Residual Securities may not be transferred to a Plan Investor, a Non-U.S. Person or a Disqualified Organization.

### **Class Factors**

The Trustee will calculate and make available for each Class of Securities, no later than the day preceding the applicable Distribution Date, the factor (carried out to eight decimal places) that when multiplied by the Original Class Principal Balance (or original Class Notional Balance) of that Class, determines the Class Principal Balance (or Class Notional Balance) after giving effect to the distribution of principal to be made on the Securities (and any addition to the Class Principal Balance of an Accrual Class) or any reduction of Class Notional Balance on that Distribution Date (each, a “Class Factor”).

- The Class Factor for any Class of Securities for each month following the issuance of the Securities will reflect its remaining Class Principal Balance (or Class Notional Balance) after giving effect to any principal distribution (or addition to principal) to be made or any reduction of Class Notional Balance on the Distribution Date occurring in that month.
- The Class Factor for each Class for the month of issuance is 1.00000000.
- The Class Factors for the MX Classes and the Classes of REMIC Securities that are exchangeable for the MX Classes will be calculated assuming that the maximum possible amount of each Class is outstanding at all times, regardless of any exchanges that may occur.
- Based on the Class Factors published in the preceding and current months (and Interest Rates), investors in any Class (other than an Accrual Class) can calculate the amount of principal and



interest to be distributed to that Class and investors in an Accrual Class can calculate the total amount of principal to be distributed to (or interest to be added to the Class Principal Balance of) that Class on the Distribution Date in the current month.

- Investors may obtain current Class Factors on e-Access.

*See “Description of the Securities— Distributions” in the Base Offering Circular.*

## **Termination**

The Trustee, at its option, may purchase or cause the sale of the Trust Assets and thereby terminate the Trust on any Distribution Date on which the aggregate of the Class Principal Balances of the Securities is less than 1% of the aggregate Original Class Principal Balances of the Securities. On any Distribution Date upon the Trustee’s determination that the REMIC status of any Trust REMIC has been lost or that a substantial risk exists that this status will be lost for the then current taxable year, the Trustee will terminate the Trust and retire the Securities.

Upon any termination of the Trust, the Holder of any outstanding Security (other than a Residual or Notional Class Security) will be entitled to receive that Holder’s allocable share of the Class Principal Balance of that Class plus any accrued and unpaid interest thereon at the applicable Interest Rate, and any Holder of any outstanding Notional Class Security will be entitled to receive that Holder’s allocable share of any accrued and unpaid interest thereon at the applicable Interest Rate. The Residual Holders will be entitled to their pro rata share of any assets remaining in the Trust REMICs after payment in full of the amounts described in the foregoing sentence. However, any remaining assets are not likely to be significant.

## **Modification and Exchange**

All or a portion of the Classes of REMIC Securities specified on the front cover may be exchanged for a proportionate interest in the related MX Class or Classes shown on Schedule I to this Supplement. Similarly, all or a portion of the related MX Class or Classes may be exchanged for proportionate interests in the related Class or Classes of REMIC Securities and, in the case of Combinations 1, 2, 3, 4, 7, 8, 9, 10 and 13, other related MX Classes. This process may occur repeatedly.

Each exchange may be effected only in proportions that result in the principal and interest entitlements of the Securities received being equal to the entitlements of the Securities surrendered.

In the case of Combinations 1, 2, 3, 4, 7, 8, 9, 10 and 13, the related REMIC Securities may be exchanged for proportionate interests in various subcombinations of MX Classes. Similarly, all or a portion of these MX Classes may be exchanged for proportionate interests in the related REMIC Securities or in other subcombinations of the related MX Classes. Each subcombination may be effected only in proportions that result in the principal and interest entitlements of the Securities received being equal to the entitlements of the Securities surrendered. *See the example under “Description of the Securities— Modification and Exchange” in the Base Offering Circular.*

A Beneficial Owner proposing to effect an exchange must notify the Trustee through the Beneficial Owner’s Book-Entry Depository participant. This notice must be received by the Trustee not later than two Business Days before the proposed exchange date. The exchange date can be any Business Day other than the last Business Day of the month. The notice must contain the outstanding principal and notional balances of the Securities to be included in the exchange and the proposed exchange date. The notice is required to be delivered to the Trustee by email to GNMAExchange@wellsfargo.com or in

writing at its Corporate Trust Office at Wells Fargo Bank, N.A., 150 East 42nd Street, 40th Floor, New York, NY 10017, Attention: Trust Administrator Ginnie Mae 2014-119. The Trustee may be contacted by telephone at (917) 260-1522 and by fax at (917) 260-1594.

A fee will be payable to the Trustee in connection with each exchange equal to  $\frac{1}{32}$  of 1% of the outstanding principal balance (or notional balance) of the Securities surrendered for exchange (but not less than \$2,000 or more than \$25,000); provided, however, that no fee will be payable in respect of an interest only security unless all securities involved in the exchange are interest only securities. The fee must be paid concurrently with the exchange.

The first distribution on a REMIC Security or an MX Security received in an exchange will be made on the Distribution Date in the month following the month of the exchange. The distribution will be made to the Holder of record as of the Record Date in the month of exchange.

*See "Description of the Securities— Modification and Exchange" in the Base Offering Circular.*

## **YIELD, MATURITY AND PREPAYMENT CONSIDERATIONS**

### **General**

The prepayment experience of the Mortgage Loans will affect the Weighted Average Lives of and the yields realized by investors in the related Securities.

- The Mortgage Loans do not contain "due-on-sale" provisions, and any Mortgage Loan may be prepaid in full or in part at any time without penalty.
- The rate of payments (including prepayments and payments in respect of liquidations) on the Mortgage Loans is dependent on a variety of economic, geographic, social and other factors, including prevailing market interest rates and general economic factors.

The rate of prepayments with respect to single-family mortgage loans has fluctuated significantly in recent years. Although there is no assurance that prepayment patterns for the Mortgage Loans will conform to patterns for more traditional types of conventional fixed rate mortgage loans, generally:

- if mortgage interest rates fall materially below the Mortgage Rates on any of the Mortgage Loans (giving consideration to the cost of refinancing), the rate of prepayment of those Mortgage Loans would be expected to increase; and
- if mortgage interest rates rise materially above the Mortgage Rates on any of the Mortgage Loans, the rate of prepayment of those Mortgage Loans would be expected to decrease.

In addition, following any Mortgage Loan default and the subsequent liquidation of the underlying Mortgaged Property, the principal balance of the Mortgage Loan will be distributed through a combination of liquidation proceeds, advances from the related Ginnie Mae Issuer and, to the extent necessary, proceeds of Ginnie Mae's guaranty of the Ginnie Mae Certificates. As a result, defaults experienced on the Mortgage Loans will accelerate the distribution of principal of the Securities.

The terms of the Mortgage Loans may be modified to permit, among other things, a partial release of security, which releases a portion of the mortgaged property from the lien securing the related Mortgage Loan. Partial releases of security may allow the related borrower to sell the released property and generate proceeds that may be used to prepay the related Mortgage Loan in whole or in part.

Under certain circumstances, the Trustee has the option to purchase the Trust Assets, thereby effecting early retirement of the Securities. *See "Description of the Securities — Termination" in this Supplement.*

Investors in the Group 2 and 5 Securities are urged to review the discussion under “Risk Factors — *The rate of payments on the underlying certificates will directly affect the rate of payments on the group 2 and 5 securities*” in this Supplement.

**Accretion Directed Classes**

Classes CT, CU, CW, CY, KA, MA and UJ are Accretion Directed Classes. The related Accrual Amounts will be applied to making principal distributions on those Classes as described in this Supplement.

Each of the Accretion Directed Classes has the AD designation in the suffix position, rather than the prefix position, in its class principal type because it does not have principal payment stability through the applicable pricing prepayment assumption. Although the Accretion Directed Classes are entitled to receive payments from the related Accrual Amounts, they do not have principal payment stability through any prepayment rate significantly higher than 0% PSA, except within their Effective Range, if applicable.

**Securities that Receive Principal on the Basis of Schedules**

As described in this Supplement, each PAC and Scheduled Class will receive principal payments in accordance with a schedule calculated on the basis of, among other things, a Structuring Range. See “*Terms Sheet — Scheduled Principal Balances.*” However, whether any such Class will adhere to its schedule and receive “Scheduled Payments” on a Distribution Date will largely depend on the level of prepayments experienced by the related Mortgage Loans.

Each PAC and Scheduled Class exhibits an Effective Range of constant prepayment rates for each related schedule at which such Class will receive Scheduled Payments. That range may differ from the Structuring Range used to create the related principal balance schedule. Based on the Modeling Assumptions, the *initial* Effective Ranges for the PAC and Scheduled Classes are as follows:

	<u>Initial Effective Ranges</u>
<b>PAC Class</b>	
PA .....	135% PSA through 245% PSA
<b>PAC I Classes</b>	
BG, BQ, BT and BU (in the aggregate) .....	138% PSA through 250% PSA
NA, NB, NC and ND (in the aggregate) .....	125% PSA through 225% PSA
<b>PAC II Classes</b>	
CY and ZC (in the aggregate) .....	169% PSA through 250% PSA
JU .....	160% PSA through 226% PSA
<b>Scheduled Class</b>	
HP .....	190% PSA through 246% PSA

- The principal payment stability of the PAC Class will be supported by the related Scheduled and Support Classes.
- The principal payment stability of the PAC I Classes will be supported by the related PAC II and Support Classes.
- The principal payment stability of the PAC II Classes will be supported by the related Support Classes.
- The principal payment stability of the Scheduled Class will be supported by the related Support Class.

**If all of the Classes supporting a given Class are retired before the Class being supported is retired, the outstanding Class will no longer have an Effective Range and will become more sensitive to prepayments on the related Mortgage Loans.**

There is no assurance that the related Mortgage Loans will have the characteristics assumed in the Modeling Assumptions, which were used to determine the initial Effective Ranges. If the initial Effective Ranges were calculated using the actual characteristics of the related Mortgage Loans, the initial Effective Ranges could differ from those shown in the above tables. Therefore, even if the Mortgage Loans were to prepay at a constant rate within the initial Effective Range shown for any Class in the above tables, that Class could fail to receive Scheduled Payments.

Moreover, the related Mortgage Loans will not prepay at any *constant* rate. Non-constant prepayment rates can cause any PAC or Scheduled Class not to receive Scheduled Payments, even if prepayment rates remain within the initial Effective Range for that Class. Further, the Effective Range for any PAC or Scheduled Class can narrow, shift over time or cease to exist depending on the actual characteristics of the related Mortgage Loans.

If the related Mortgage Loans prepay at rates that are generally below the Effective Range for any PAC or Scheduled Class, the amount available to pay principal on the Securities may be insufficient to produce Scheduled Payments on such related PAC or Scheduled Class, and its Weighted Average Life may be extended, perhaps significantly.

If the related Mortgage Loans prepay at rates that are generally above the Effective Range for any PAC or Scheduled Class, its supporting Class or Classes may be retired earlier than that PAC or Scheduled Class, and its Weighted Average Life may be shortened, perhaps significantly.

### **Assumability**

Each Mortgage Loan may be assumed, subject to HUD review and approval, upon the sale of the related Mortgaged Property. See *“Yield, Maturity and Prepayment Considerations— Assumability of Government Loans” in the Base Offering Circular.*

### **Final Distribution Date**

The Final Distribution Date for each Class, which is set forth on the front cover of this Supplement or on Schedule I to this Supplement, is the latest date on which the related Class Principal Balance or Class Notional Balance will be reduced to zero.

- The actual retirement of any Class may occur earlier than its Final Distribution Date.
- According to the terms of the Ginnie Mae Guaranty, Ginnie Mae will guarantee payment in full of the Class Principal Balance of each Class of Securities no later than its Final Distribution Date.

### **Modeling Assumptions**

Unless otherwise indicated, the tables that follow have been prepared on the basis of the characteristics of the Underlying Certificates, the priorities of distributions on the Underlying Certificates and the following assumptions (the “Modeling Assumptions”), among others:

1. The Mortgage Loans underlying the Group 1, 3, 4, 6 and 7 Trust Assets have the assumed characteristics shown under “Assumed Characteristics of the Mortgage Loans Underlying the Group 1, 3, 4, 6 and 7 Trust Assets” in the Terms Sheet, except in the case of information set forth under the 0% PSA Prepayment Assumption Rate, for which each Mortgage Loan is assumed to have an original and a remaining term to maturity of 360 months and each Mortgage Loan underlying a Group 1, 4 and 7 Trust Asset is assumed to have a Mortgage Rate of 1.50% per annum higher than the related Certificate Rate.

2. The Mortgage Loans prepay at the constant percentages of PSA (described below) shown in the related table.

3. Distributions on the 1, 4, 5 and 7 Securities are always received on the 20th day of the month, and distributions on the Group 2, 3 and 6 Securities are always received on the 16th day of the month, in each case, whether or not a Business Day, commencing in September 2014.

4. A termination of the Trust or the Underlying Trusts does not occur.

5. The Closing Date for the Securities is August 29, 2014.

6. No expenses or fees are paid by the Trust other than the Trustee Fee, which is paid as described under “The Trust Assets — The Trustee Fee” in this Supplement.

7. Distributions on the Underlying Certificates are made as described in the related Underlying Certificate Disclosure Documents.

8. Each Class is held from the Closing Date and is not exchanged in whole or in part.

When reading the tables and the related text, investors should bear in mind that the Modeling Assumptions, like any other stated assumptions, are unlikely to be entirely consistent with actual experience.

- For example, most of the Mortgage Loans will not have the characteristics assumed, many Distribution Dates will occur on a Business Day after the 16th or 20th day of the month, as applicable, and the Trustee may cause a termination of the Trust as described under “Description of the Securities— Termination” in this Supplement.
- In addition, distributions on the Securities are based on Certificate Factors and Calculated Certificate Factors, if applicable, which may not reflect actual receipts on the Trust Assets.

*See “Description of the Securities— Distributions” in the Base Offering Circular.*

## **Decrement Tables**

Prepayments of mortgage loans are commonly measured by a prepayment standard or model. The model used in this Supplement, Prepayment Speed Assumption (“PSA”), is the standard prepayment assumption model of The Securities Industry and Financial Markets Association. PSA represents an assumed rate of prepayment each month relative to the then outstanding principal balance of the Mortgage Loans to which the model is applied. *See “Yield, Maturity and Prepayment Considerations— Standard Prepayment Assumption Models” in the Base Offering Circular.*

The decrement tables set forth below are based on the assumption that the Mortgage Loans prepay at the indicated percentages of PSA (the “PSA Prepayment Assumption Rates”). As used in the tables, each of the PSA Prepayment Assumption Rates reflects a percentage of the 100% PSA assumed prepayment rate. **The Mortgage Loans will not prepay at any of the PSA Prepayment Assumption Rates, and the timing of changes in the rate of prepayments actually experienced on the Mortgage Loans will not follow the pattern described for the PSA assumption.**

The decrement tables set forth below illustrate the percentage of the Original Class Principal Balance (or, in the case of a Notional Class, the original Class Notional Balance) that would remain outstanding following the distribution made each specified month for each Regular or MX Class, based on the assumption that the related Mortgage Loans prepay at the PSA Prepayment Assumption Rates. The percentages set forth in the following decrement tables have been rounded to the nearest whole percentage (including rounding down to zero).

The decrement tables also indicate the Weighted Average Life of each Class under each PSA Prepayment Assumption Rate. The Weighted Average Life of each Class is calculated by:

- (a) multiplying the net reduction, if any, of the Class Principal Balance (or the net reduction of the Class Notional Balance, in the case of a Notional Class) from one Distribution Date to the next Distribution Date by the number of years from the date of issuance thereof to the related Distribution Date,
- (b) summing the results, and
- (c) dividing the sum by the aggregate amount of the assumed net reductions in principal balance or notional balance, as applicable, referred to in clause (a).

The information shown for each Notional Class is for illustrative purposes only, as a Notional Class is not entitled to distributions of principal and has no Weighted Average Life. The Weighted Average Life shown for each Notional Class has been calculated on the assumption that a reduction in the Class Notional Balance thereof is a distribution of principal.

**The Weighted Average Lives are likely to vary, perhaps significantly, from those set forth in the tables below due to the differences between the actual characteristics of the Mortgage Loans underlying the related Trust Assets and the Modeling Assumptions.**





**Security Group 1  
PSA Prepayment Assumption Rates**

Distribution Date	Class CU					Class CW					Class CY					Class CZ				
	0%	138%	210%	250%	500%	0%	138%	210%	250%	500%	0%	138%	210%	250%	500%	0%	138%	210%	250%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
August 2015	100	100	100	100	100	100	100	93	86	43	100	100	89	89	89	103	103	103	103	103
August 2016	100	100	100	100	0	100	100	80	61	0	100	100	69	69	0	106	106	106	106	0
August 2017	100	100	100	100	0	100	100	67	36	0	100	100	46	46	0	109	109	109	109	0
August 2018	100	100	100	100	0	100	100	58	19	0	100	100	29	29	0	113	113	113	113	0
August 2019	100	100	100	100	0	100	100	51	8	0	100	100	16	16	0	116	116	116	116	0
August 2020	100	100	100	100	0	100	100	48	2	0	100	100	7	7	0	120	120	120	120	0
August 2021	100	100	100	14	0	100	100	46	0	0	100	100	2	2	0	123	123	123	123	0
August 2022	100	100	100	0	0	100	100	45	0	0	100	100	0	0	0	127	127	127	13	0
August 2023	100	100	100	0	0	100	100	43	0	0	100	94	0	0	0	131	131	131	13	0
August 2024	100	100	100	0	0	100	100	40	0	0	100	84	0	0	0	135	135	135	13	0
August 2025	100	100	100	0	0	100	100	37	0	0	100	70	0	0	0	139	139	139	13	0
August 2026	100	100	100	0	0	100	100	34	0	0	100	53	0	0	0	143	143	143	13	0
August 2027	100	100	100	0	0	100	100	31	0	0	100	35	0	0	0	148	148	148	13	0
August 2028	100	100	100	0	0	100	100	28	0	0	100	16	0	0	0	152	152	152	13	0
August 2029	100	100	100	0	0	100	98	24	0	0	100	0	0	0	0	157	157	157	13	0
August 2030	100	100	100	0	0	100	89	21	0	0	100	0	0	0	0	162	162	162	13	0
August 2031	100	100	100	0	0	100	79	19	0	0	100	0	0	0	0	166	166	166	13	0
August 2032	100	100	100	0	0	100	70	16	0	0	100	0	0	0	0	171	171	171	13	0
August 2033	100	100	100	0	0	100	62	14	0	0	100	0	0	0	0	177	177	177	13	0
August 2034	100	100	100	0	0	100	54	11	0	0	100	0	0	0	0	182	182	182	13	0
August 2035	100	100	100	0	0	100	46	10	0	0	100	0	0	0	0	188	188	188	13	0
August 2036	100	100	100	0	0	100	39	8	0	0	100	0	0	0	0	193	193	193	13	0
August 2037	100	100	100	0	0	100	32	6	0	0	100	0	0	0	0	199	199	199	13	0
August 2038	100	100	100	0	0	100	26	5	0	0	100	0	0	0	0	205	205	205	13	0
August 2039	100	100	100	0	0	100	20	4	0	0	100	0	0	0	0	212	212	212	13	0
August 2040	100	100	100	0	0	100	14	3	0	0	100	0	0	0	0	218	218	218	13	0
August 2041	100	100	100	0	0	100	9	2	0	0	100	0	0	0	0	225	225	225	13	0
August 2042	100	100	100	0	0	100	5	1	0	0	7	0	0	0	0	231	231	231	13	0
August 2043	100	100	36	0	0	53	1	0	0	0	0	0	0	0	0	238	238	238	13	0
August 2044	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	30.0	29.3	28.9	6.8	1.5	29.1	21.0	8.9	2.6	0.9	27.6	12.0	3.1	3.1	1.5	30.0	29.3	29.3	9.7	1.5

**PSA Prepayment Assumption Rates**

Distribution Date	Classes DA, DB, DC, DE, DG, DH, DI, DJ, DK, DL, DM, DN and DP					Classes EA, EB, EC, ED, EG, EH, EI, EJ, EK, EL, EM, EN and EP					Classes FA and SA					Class ZC				
	0%	138%	210%	250%	500%	0%	138%	210%	250%	500%	0%	138%	210%	250%	500%	0%	138%	210%	250%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
August 2015	98	94	94	94	94	98	94	94	94	94	99	95	94	93	87	103	103	103	103	103
August 2016	97	85	85	85	81	97	85	85	85	82	97	88	85	81	66	106	106	106	106	0
August 2017	95	74	74	74	55	95	74	74	74	56	96	79	72	68	46	109	109	109	109	0
August 2018	93	63	63	63	37	93	64	64	64	39	95	71	61	56	31	113	113	113	113	0
August 2019	91	54	54	54	25	91	55	55	55	27	93	64	52	47	21	116	116	116	116	0
August 2020	89	46	46	46	16	89	47	47	47	18	91	57	45	39	15	120	120	120	120	0
August 2021	87	38	38	38	10	87	40	40	40	12	90	51	38	32	10	123	123	123	123	0
August 2022	85	31	31	31	6	85	33	33	33	8	88	46	33	27	7	127	127	0	0	0
August 2023	82	26	26	26	3	82	27	27	27	6	86	41	28	22	5	131	131	0	0	0
August 2024	79	21	21	21	2	80	23	23	23	4	84	36	23	18	3	135	135	0	0	0
August 2025	76	17	17	17	0	77	19	19	19	3	81	32	20	15	2	139	139	0	0	0
August 2026	73	13	13	13	0	74	15	15	15	2	79	29	17	12	1	143	143	0	0	0
August 2027	70	10	10	10	0	71	12	12	12	1	77	25	14	10	1	148	148	0	0	0
August 2028	67	8	8	8	0	68	10	10	10	1	74	22	12	8	1	152	152	0	0	0
August 2029	63	6	6	6	0	64	8	8	8	1	71	19	10	7	0	157	0	0	0	0
August 2030	59	4	4	4	0	60	7	7	7	0	68	17	8	5	0	162	0	0	0	0
August 2031	55	3	3	3	0	57	5	5	5	0	65	15	7	4	0	166	0	0	0	0
August 2032	51	2	2	2	0	52	4	4	4	0	61	13	6	3	0	171	0	0	0	0
August 2033	47	1	1	1	0	48	3	3	3	0	58	11	5	3	0	177	0	0	0	0
August 2034	42	0	0	0	0	43	3	3	3	0	54	9	4	2	0	182	0	0	0	0
August 2035	37	0	0	0	0	38	2	2	2	0	50	8	3	2	0	188	0	0	0	0
August 2036	31	0	0	0	0	33	2	2	2	0	46	6	2	1	0	193	0	0	0	0
August 2037	25	0	0	0	0	27	1	1	1	0	41	5	2	1	0	199	0	0	0	0
August 2038	19	0	0	0	0	21	1	1	1	0	36	4	1	1	0	205	0	0	0	0
August 2039	13	0	0	0	0	15	1	1	1	0	31	3	1	0	0	212	0	0	0	0
August 2040	6	0	0	0	0	8	0	0	0	0	26	2	1	0	0	218	0	0	0	0
August 2041	0	0	0	0	0	1	0	0	0	0	20	1	0	0	0	225	0	0	0	0
August 2042	0	0	0	0	0	0	0	0	0	0	14	1	0	0	0	231	0	0	0	0
August 2043	0	0	0	0	0	0	0	0	0	0	7	0	0	0	0	0	0	0	0	0
August 2044	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	16.8	6.5	6.5	6.5	3.8	17.1	6.9	6.9	6.9	4.1	19.3	9.0	6.9	6.1	3.5	28.1	14.8	7.6	7.6	1.8



**Security Group 2  
PSA Prepayment Assumption Rates**

Distribution Date	Class HP					Class HU					Class PA				
	0%	135%	200%	245%	400%	0%	135%	200%	245%	400%	0%	135%	200%	245%	400%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
August 2015	100	100	68	68	31	100	100	93	62	0	97	88	88	88	88
August 2016	100	100	44	44	0	100	100	88	36	0	95	76	76	76	68
August 2017	100	100	26	26	0	100	100	85	19	0	92	66	66	66	50
August 2018	100	100	13	13	0	100	100	82	8	0	89	57	57	57	37
August 2019	100	100	4	4	0	100	100	81	3	0	86	48	48	48	28
August 2020	100	100	0	0	0	100	100	80	1	0	82	41	41	41	20
August 2021	100	100	0	0	0	100	100	77	0	0	79	34	34	34	15
August 2022	100	96	0	0	0	100	100	74	0	0	75	28	28	28	11
August 2023	100	89	0	0	0	100	100	69	0	0	71	23	23	23	8
August 2024	100	79	0	0	0	100	100	64	0	0	67	18	18	18	6
August 2025	100	68	0	0	0	100	100	58	0	0	63	15	15	15	4
August 2026	100	56	0	0	0	100	100	52	0	0	59	12	12	12	3
August 2027	100	43	0	0	0	100	100	46	0	0	54	10	10	10	2
August 2028	100	30	0	0	0	100	100	40	0	0	49	8	8	8	2
August 2029	100	17	0	0	0	100	100	35	0	0	44	6	6	6	1
August 2030	100	4	0	0	0	100	100	30	0	0	38	5	5	5	1
August 2031	100	0	0	0	0	100	90	25	0	0	33	4	4	4	1
August 2032	100	0	0	0	0	100	76	20	0	0	27	3	3	3	0
August 2033	100	0	0	0	0	100	63	16	0	0	20	2	2	2	0
August 2034	100	0	0	0	0	100	50	13	0	0	14	2	2	2	0
August 2035	100	0	0	0	0	100	38	9	0	0	7	1	1	1	0
August 2036	90	0	0	0	0	100	27	6	0	0	1	1	1	1	0
August 2037	31	0	0	0	0	100	16	4	0	0	0	0	0	0	0
August 2038	0	0	0	0	0	61	7	2	0	0	0	0	0	0	0
August 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2040	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	22.7	12.3	2.0	2.0	0.8	24.1	20.2	12.0	1.8	0.3	12.9	6.0	6.0	6.0	3.9

**Security Group 3  
PSA Prepayment Assumption Rates**

Distribution Date	Classes KA, KG, KH, KI, KJ, KL, KM, KN, KQ, KW and KY					Class KZ				
	0%	100%	192%	300%	400%	0%	100%	192%	300%	400%
Initial Percent	100	100	100	100	100	100	100	100	100	100
August 2015	98	91	86	79	73	104	104	104	104	104
August 2016	96	83	73	61	52	107	107	107	107	107
August 2017	93	75	62	47	36	111	111	111	111	111
August 2018	91	68	52	36	24	115	115	115	115	115
August 2019	88	61	43	27	15	119	119	119	119	119
August 2020	86	55	35	19	9	123	123	123	123	123
August 2021	83	49	29	13	4	128	128	128	128	128
August 2022	80	43	23	8	0	132	132	132	132	129
August 2023	77	38	18	4	0	137	137	137	137	94
August 2024	74	33	13	0	0	142	142	142	142	69
August 2025	71	28	9	0	0	147	147	147	116	50
August 2026	67	24	6	0	0	152	152	152	91	37
August 2027	64	20	3	0	0	158	158	158	71	27
August 2028	60	16	0	0	0	163	163	160	55	19
August 2029	57	12	0	0	0	169	169	134	43	14
August 2030	53	9	0	0	0	175	175	111	33	10
August 2031	49	6	0	0	0	181	181	91	25	7
August 2032	44	3	0	0	0	188	188	75	19	5
August 2033	40	0	0	0	0	194	190	60	14	3
August 2034	35	0	0	0	0	201	161	48	11	2
August 2035	31	0	0	0	0	208	134	38	8	2
August 2036	26	0	0	0	0	216	109	29	5	1
August 2037	21	0	0	0	0	223	86	21	4	1
August 2038	15	0	0	0	0	231	64	15	2	0
August 2039	10	0	0	0	0	240	44	10	1	0
August 2040	4	0	0	0	0	248	26	5	1	0
August 2041	0	0	0	0	0	229	9	2	0	0
August 2042	0	0	0	0	0	156	0	0	0	0
August 2043	0	0	0	0	0	79	0	0	0	0
August 2044	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	15.6	7.7	5.0	3.4	2.6	28.4	22.8	18.4	14.0	11.1

**Security Group 4  
PSA Prepayment Assumption Rates**

Distribution Date	Classes IJ, JL, JM, JN, JP and JQ					Classes JA, JE, JG, JH, JI and JK					Class JB					Classes JF and JS				
	0%	125%	193%	225%	400%	0%	125%	193%	225%	400%	0%	125%	193%	225%	400%	0%	125%	193%	225%	400%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
August 2015	98	94	94	94	94	98	94	94	94	94	100	100	100	100	100	99	95	94	93	88
August 2016	96	84	84	84	84	96	84	84	84	84	100	100	100	100	100	97	88	83	81	70
August 2017	95	74	74	74	62	94	73	73	73	60	100	100	100	100	100	96	80	72	69	52
August 2018	93	64	64	64	45	92	63	63	63	43	100	100	100	100	100	94	72	62	58	39
August 2019	90	56	56	56	33	90	54	54	54	29	100	100	100	100	100	92	65	54	49	29
August 2020	88	48	48	48	23	88	45	45	45	20	100	100	100	100	100	91	59	47	42	21
August 2021	86	40	40	40	16	85	37	37	37	12	100	100	100	100	100	89	53	40	35	16
August 2022	83	33	33	33	11	82	30	30	30	7	100	100	100	100	100	87	48	34	29	12
August 2023	81	27	27	27	7	80	24	24	24	3	100	100	100	100	100	85	43	30	25	9
August 2024	78	22	22	22	4	77	19	19	19	0	100	100	100	100	96	83	38	25	21	6
August 2025	75	18	18	18	2	74	14	14	14	0	100	100	100	100	70	80	34	22	17	5
August 2026	72	14	14	14	0	70	10	10	10	0	100	100	100	100	51	78	31	18	14	3
August 2027	68	11	11	11	0	67	7	7	7	0	100	100	100	100	37	75	27	16	12	2
August 2028	65	9	9	9	0	63	4	4	4	0	100	100	100	100	27	72	24	13	10	2
August 2029	61	6	6	6	0	59	2	2	2	0	100	100	100	100	20	69	21	11	8	1
August 2030	57	5	5	5	0	55	0	0	0	0	100	100	100	100	14	66	19	9	7	1
August 2031	53	3	3	3	0	51	0	0	0	0	100	82	82	82	10	63	16	8	5	1
August 2032	49	2	2	2	0	46	0	0	0	0	100	67	67	67	7	60	14	6	4	0
August 2033	44	1	1	1	0	42	0	0	0	0	100	53	53	53	5	56	12	5	4	0
August 2034	39	0	0	0	0	37	0	0	0	0	100	43	43	43	4	52	10	4	3	0
August 2035	34	0	0	0	0	31	0	0	0	0	100	33	33	33	2	48	9	3	2	0
August 2036	29	0	0	0	0	25	0	0	0	0	100	26	26	26	2	44	7	3	2	0
August 2037	23	0	0	0	0	19	0	0	0	0	100	20	20	20	1	40	6	2	1	0
August 2038	17	0	0	0	0	13	0	0	0	0	100	15	15	15	1	35	5	2	1	0
August 2039	11	0	0	0	0	6	0	0	0	0	100	10	10	10	0	30	3	1	1	0
August 2040	4	0	0	0	0	0	0	0	0	0	93	7	7	7	0	24	3	1	0	0
August 2041	0	0	0	0	0	0	0	0	0	0	8	4	4	4	0	19	2	0	0	0
August 2042	0	0	0	0	0	0	0	0	0	0	2	2	2	2	0	13	1	0	0	0
August 2043	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	7	0	0	0	0
August 2044	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	16.4	6.6	6.6	6.6	4.3	15.9	6.1	6.1	6.1	4.0	26.6	20.1	20.1	20.1	13.0	19.0	9.3	7.2	6.4	4.1

**PSA Prepayment Assumption Rates**

Distribution Date	Class JT					Class JU					Classes NA, NE, NG, NH, NI and NJ					Class NB				
	0%	125%	193%	225%	400%	0%	125%	193%	225%	400%	0%	125%	193%	225%	400%	0%	125%	193%	225%	400%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
August 2015	100	100	100	100	100	100	100	88	88	88	98	93	93	93	93	100	100	100	100	100
August 2016	100	100	100	100	100	100	100	66	66	4	96	83	83	83	83	100	100	100	100	100
August 2017	100	100	100	100	100	100	100	45	45	0	94	71	71	71	58	100	100	100	100	100
August 2018	100	100	100	100	100	100	100	28	28	0	92	60	60	60	39	100	100	100	100	100
August 2019	100	100	100	100	100	100	100	16	16	0	89	51	51	51	25	100	100	100	100	100
August 2020	100	100	100	100	100	100	100	7	7	0	87	42	42	42	15	100	100	100	100	100
August 2021	100	100	100	100	100	100	100	1	1	0	84	34	34	34	7	100	100	100	100	100
August 2022	100	100	100	100	100	100	100	0	0	0	81	26	26	26	1	100	100	100	100	100
August 2023	100	100	100	100	79	100	98	0	0	0	78	19	19	19	0	100	100	100	100	46
August 2024	100	100	100	100	58	100	91	0	0	0	75	14	14	14	0	100	100	100	100	0
August 2025	100	100	100	100	42	100	82	0	0	0	72	9	9	9	0	100	100	100	100	0
August 2026	100	100	100	100	31	100	70	0	0	0	69	5	5	5	0	100	100	100	100	0
August 2027	100	100	100	100	23	100	56	0	0	0	65	1	1	1	0	100	100	100	100	0
August 2028	100	90	90	90	16	100	41	0	0	0	61	0	0	0	0	100	76	76	76	0
August 2029	100	74	74	74	12	100	26	0	0	0	57	0	0	0	0	100	35	35	35	0
August 2030	100	61	61	61	9	100	10	0	0	0	53	0	0	0	0	100	1	1	1	0
August 2031	100	50	50	50	6	100	0	0	0	0	48	0	0	0	0	100	0	0	0	0
August 2032	100	40	40	40	4	100	0	0	0	0	43	0	0	0	0	100	0	0	0	0
August 2033	100	32	32	32	3	100	0	0	0	0	38	0	0	0	0	100	0	0	0	0
August 2034	100	26	26	26	2	100	0	0	0	0	33	0	0	0	0	100	0	0	0	0
August 2035	100	20	20	20	1	100	0	0	0	0	27	0	0	0	0	100	0	0	0	0
August 2036	100	16	16	16	1	100	0	0	0	0	21	0	0	0	0	100	0	0	0	0
August 2037	100	12	12	12	1	100	0	0	0	0	15	0	0	0	0	100	0	0	0	0
August 2038	100	9	9	9	0	100	0	0	0	0	8	0	0	0	0	100	0	0	0	0
August 2039	100	6	6	6	0	100	0	0	0	0	1	0	0	0	0	100	0	0	0	0
August 2040	56	4	4	4	0	100	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2041	5	3	3	3	0	100	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2042	1	1	1	1	0	23	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2043	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2044	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	26.2	18.0	18.0	18.0	11.4	27.7	13.2	3.0	3.0	1.6	15.4	5.6	5.6	5.6	3.7	25.5	14.7	14.7	14.7	9.0

**Security Group 4  
PSA Prepayment Assumption Rates**

Distribution Date	Class NC					Class ND					Class UJ					Class UZ					
	0%	125%	193%	225%	400%	0%	125%	193%	225%	400%	0%	125%	193%	225%	400%	0%	125%	193%	225%	400%	
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
August 2015	100	100	100	100	100	100	100	100	100	100	100	100	93	85	46	103	103	103	103	103	103
August 2016	100	100	100	100	100	100	100	100	100	100	100	100	80	60	0	106	106	106	106	106	0
August 2017	100	100	100	100	100	100	100	100	100	100	100	100	67	37	0	109	109	109	109	109	0
August 2018	100	100	100	100	100	100	100	100	100	100	100	100	58	20	0	113	113	113	113	113	0
August 2019	100	100	100	100	100	100	100	100	100	100	100	100	52	9	0	116	116	116	116	116	0
August 2020	100	100	100	100	100	100	100	100	100	100	100	100	48	3	0	120	120	120	120	120	0
August 2021	100	100	100	100	100	100	100	100	100	100	100	100	46	0	0	123	123	123	123	123	0
August 2022	100	100	100	100	100	100	100	100	100	100	100	100	44	0	0	127	127	127	127	127	0
August 2023	100	100	100	100	100	100	100	100	100	100	100	100	43	0	0	131	131	131	131	131	0
August 2024	100	100	100	100	92	100	100	100	100	100	100	100	40	0	0	135	135	135	135	135	0
August 2025	100	100	100	100	44	100	100	100	100	100	100	100	38	0	0	139	139	139	139	139	0
August 2026	100	100	100	100	8	100	100	100	100	100	100	100	35	0	0	143	143	143	143	143	0
August 2027	100	100	100	100	0	100	100	100	100	80	99	99	32	0	0	148	148	148	148	148	0
August 2028	100	100	100	100	0	100	100	100	100	58	99	99	29	0	0	152	152	152	152	152	0
August 2029	100	100	100	100	0	100	100	100	100	42	99	99	25	0	0	157	157	157	157	157	0
August 2030	100	100	100	100	0	100	100	100	100	30	99	99	22	0	0	162	162	162	162	162	0
August 2031	100	67	67	67	0	100	100	100	100	22	99	95	19	0	0	166	166	166	166	166	0
August 2032	100	37	37	37	0	100	100	100	100	15	99	85	17	0	0	171	171	171	171	171	0
August 2033	100	13	13	13	0	100	100	100	100	11	99	75	14	0	0	177	177	177	177	177	0
August 2034	100	0	0	0	0	100	91	91	91	8	99	65	11	0	0	182	182	182	182	182	0
August 2035	100	0	0	0	0	100	72	72	72	5	99	56	9	0	0	188	188	188	188	188	0
August 2036	100	0	0	0	0	100	55	55	55	4	99	47	7	0	0	193	193	193	193	193	0
August 2037	100	0	0	0	0	100	42	42	42	2	99	39	5	0	0	199	199	199	199	199	0
August 2038	100	0	0	0	0	100	31	31	31	2	99	31	4	0	0	205	205	205	205	205	0
August 2039	100	0	0	0	0	100	22	22	22	1	99	23	2	0	0	212	212	212	212	212	0
August 2040	87	0	0	0	0	100	15	15	15	1	99	16	1	0	0	218	218	218	218	218	0
August 2041	0	0	0	0	0	18	9	9	9	0	99	10	0	0	0	225	225	225	225	225	0
August 2042	0	0	0	0	0	4	4	4	4	0	99	4	0	0	0	231	231	231	231	231	0
August 2043	0	0	0	0	0	1	1	1	1	0	57	0	0	0	0	238	238	238	238	238	0
August 2044	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average																					
Life (years)	26.3	17.6	17.6	17.6	10.9	26.9	22.9	22.9	22.9	15.3	29.0	21.9	8.9	2.7	0.9	30.0	28.9	27.9	7.5	1.6	

**Security Group 5  
PSA Prepayment Assumption Rates**

Distribution Date	Class YI				
	0%	100%	200%	300%	400%
Initial Percent	100	100	100	100	100
August 2015	98	91	88	88	88
August 2016	95	82	76	76	67
August 2017	92	74	65	62	50
August 2018	89	66	55	49	36
August 2019	86	58	46	39	26
August 2020	83	51	38	30	19
August 2021	80	45	31	24	13
August 2022	76	39	25	18	9
August 2023	73	33	20	14	6
August 2024	69	28	16	10	4
August 2025	65	23	12	8	2
August 2026	60	18	10	5	2
August 2027	56	14	7	4	1
August 2028	51	9	5	3	1
August 2029	46	6	4	2	1
August 2030	41	3	3	1	0
August 2031	36	2	2	1	0
August 2032	30	2	2	1	0
August 2033	24	1	1	1	0
August 2034	17	1	1	0	0
August 2035	11	1	1	0	0
August 2036	4	0	0	0	0
August 2037	2	0	0	0	0
August 2038	1	0	0	0	0
August 2039	0	0	0	0	0
August 2040	0	0	0	0	0
August 2041	0	0	0	0	0
August 2042	0	0	0	0	0
August 2043	0	0	0	0	0
August 2044	0	0	0	0	0
Weighted Average					
Life (years)	13.4	7.0	5.6	4.9	3.7

**Security Group 6  
PSA Prepayment Assumption Rates**

Distribution Date	Classes MA, MB, MC, MD, ME, MG, MH, MI, MJ, MK, ML, MN, MQ, MW, MX and MY					Class MT					Class MZ				
	0%	100%	192%	300%	400%	0%	100%	192%	300%	400%	0%	100%	192%	300%	400%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
August 2015	98	91	86	79	72	98	92	87	80	75	104	104	104	104	104
August 2016	96	83	73	61	52	96	85	75	65	55	107	107	107	107	107
August 2017	93	75	61	47	36	94	78	65	52	41	111	111	111	111	111
August 2018	91	68	52	36	24	93	71	56	41	31	115	115	115	115	115
August 2019	88	61	43	27	15	90	65	48	33	23	119	119	119	119	119
August 2020	86	55	35	19	9	88	60	41	26	17	123	123	123	123	123
August 2021	83	49	29	13	4	86	54	36	21	12	128	128	128	128	128
August 2022	80	43	23	8	0	84	49	30	17	9	132	132	132	132	130
August 2023	77	38	18	4	0	81	45	26	13	7	137	137	137	137	96
August 2024	74	33	13	1	0	79	41	22	10	5	142	142	142	142	70
August 2025	71	28	9	0	0	76	37	19	8	4	147	147	147	118	51
August 2026	68	24	6	0	0	73	33	16	6	3	152	152	152	92	37
August 2027	64	20	3	0	0	71	29	13	5	2	158	158	158	72	27
August 2028	60	16	0	0	0	68	26	11	4	1	163	163	162	56	19
August 2029	57	12	0	0	0	65	23	9	3	1	169	169	135	43	14
August 2030	53	9	0	0	0	61	20	8	2	1	175	175	112	33	10
August 2031	49	6	0	0	0	58	18	6	2	0	181	181	92	25	7
August 2032	45	3	0	0	0	55	15	5	1	0	188	188	75	19	5
August 2033	40	0	0	0	0	51	13	4	1	0	194	191	60	14	3
August 2034	36	0	0	0	0	47	11	3	1	0	201	161	48	11	2
August 2035	31	0	0	0	0	43	9	3	1	0	208	134	37	8	2
August 2036	26	0	0	0	0	39	7	2	0	0	216	108	29	5	1
August 2037	21	0	0	0	0	35	6	1	0	0	223	84	21	4	1
August 2038	16	0	0	0	0	31	4	1	0	0	231	63	15	2	0
August 2039	10	0	0	0	0	26	3	1	0	0	240	42	9	1	0
August 2040	4	0	0	0	0	21	2	0	0	0	248	24	5	1	0
August 2041	0	0	0	0	0	16	0	0	0	0	233	7	1	0	0
August 2042	0	0	0	0	0	11	0	0	0	0	158	0	0	0	0
August 2043	0	0	0	0	0	6	0	0	0	0	81	0	0	0	0
August 2044	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	15.7	7.6	5.0	3.4	2.6	17.9	9.5	6.4	4.4	3.3	28.4	22.7	18.4	14.0	11.1

**Security Groups 3 and 6  
PSA Prepayment Assumption Rates**

Distribution Date	Class ZK				
	0%	100%	192%	300%	400%
Initial Percent	100	100	100	100	100
August 2015	104	104	104	104	104
August 2016	107	107	107	107	107
August 2017	111	111	111	111	111
August 2018	115	115	115	115	115
August 2019	119	119	119	119	119
August 2020	123	123	123	123	123
August 2021	128	128	128	128	128
August 2022	132	132	132	132	130
August 2023	137	137	137	137	95
August 2024	142	142	142	142	70
August 2025	147	147	147	117	51
August 2026	152	152	152	92	37
August 2027	158	158	158	72	27
August 2028	163	163	161	56	19
August 2029	169	169	134	43	14
August 2030	175	175	112	33	10
August 2031	181	181	92	25	7
August 2032	188	188	75	19	5
August 2033	194	190	60	14	3
August 2034	201	161	48	11	2
August 2035	208	134	38	8	2
August 2036	216	108	29	5	1
August 2037	223	85	21	4	1
August 2038	231	63	15	2	0
August 2039	240	43	10	1	0
August 2040	248	25	5	1	0
August 2041	231	8	2	0	0
August 2042	157	0	0	0	0
August 2043	80	0	0	0	0
August 2044	0	0	0	0	0
Weighted Average Life (years)	28.4	22.7	18.4	14.0	11.1

**Security Group 7  
PSA Prepayment Assumption Rates**

Distribution Date	Class I					Classes II and LA					Class LB				
	0%	100%	175%	300%	400%	0%	100%	175%	300%	400%	0%	100%	175%	300%	400%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
August 2015	98	93	89	83	78	98	91	87	79	73	100	100	100	100	100
August 2016	97	84	75	62	52	96	80	70	55	43	100	100	100	100	100
August 2017	95	75	63	45	33	94	70	56	34	20	100	100	100	100	100
August 2018	93	67	52	31	18	91	61	43	18	2	100	100	100	100	100
August 2019	91	59	42	20	12	89	52	31	5	0	100	100	100	100	78
August 2020	88	52	34	14	9	86	43	21	0	0	100	100	100	88	57
August 2021	86	46	26	11	7	83	35	12	0	0	100	100	100	70	42
August 2022	84	40	20	9	5	81	28	4	0	0	100	100	100	56	31
August 2023	81	34	15	7	4	77	21	0	0	0	100	100	94	44	23
August 2024	78	28	13	6	3	74	15	0	0	0	100	100	81	35	17
August 2025	75	23	11	4	2	71	9	0	0	0	100	100	70	28	12
August 2026	72	19	10	3	1	67	3	0	0	0	100	100	60	22	9
August 2027	69	15	8	3	1	63	0	0	0	0	100	96	51	17	7
August 2028	66	14	7	2	1	59	0	0	0	0	100	85	44	13	5
August 2029	62	12	6	2	1	55	0	0	0	0	100	76	37	10	3
August 2030	58	11	5	1	0	50	0	0	0	0	100	67	31	8	2
August 2031	54	9	4	1	0	46	0	0	0	0	100	59	26	6	2
August 2032	50	8	3	1	0	41	0	0	0	0	100	51	22	5	1
August 2033	46	7	3	1	0	35	0	0	0	0	100	44	18	3	1
August 2034	41	6	2	0	0	30	0	0	0	0	100	37	14	3	1
August 2035	36	5	2	0	0	24	0	0	0	0	100	31	11	2	0
August 2036	31	4	1	0	0	17	0	0	0	0	100	26	9	1	0
August 2037	25	3	1	0	0	11	0	0	0	0	100	20	7	1	0
August 2038	19	2	1	0	0	4	0	0	0	0	100	15	5	1	0
August 2039	15	2	1	0	0	0	0	0	0	0	92	11	3	0	0
August 2040	12	1	0	0	0	0	0	0	0	0	75	7	2	0	0
August 2041	9	0	0	0	0	0	0	0	0	0	58	3	1	0	0
August 2042	6	0	0	0	0	0	0	0	0	0	40	0	0	0	0
August 2043	3	0	0	0	0	0	0	0	0	0	20	0	0	0	0
August 2044	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	16.9	7.7	5.5	3.6	2.8	14.9	5.6	3.8	2.4	1.9	27.4	18.8	14.4	9.7	7.4

**PSA Prepayment Assumption Rates**

Distribution Date	Class LC					Class LD					Class LI				
	0%	100%	175%	300%	400%	0%	100%	175%	300%	400%	0%	100%	175%	300%	400%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
August 2015	100	100	100	100	100	100	100	100	100	100	99	94	91	86	82
August 2016	100	100	100	100	100	100	100	100	100	100	97	87	80	69	61
August 2017	100	100	100	100	100	100	100	100	100	100	96	80	70	56	46
August 2018	100	100	100	100	100	100	100	100	100	100	94	73	61	45	34
August 2019	100	100	100	100	55	100	100	100	100	100	92	67	54	36	25
August 2020	100	100	100	76	15	100	100	100	100	100	91	62	47	28	19
August 2021	100	100	100	40	0	100	100	100	100	85	89	56	41	23	14
August 2022	100	100	100	12	0	100	100	100	100	63	87	51	35	18	10
August 2023	100	100	89	0	0	100	100	100	89	46	85	47	30	14	7
August 2024	100	100	63	0	0	100	100	100	70	34	83	42	26	11	5
August 2025	100	100	40	0	0	100	100	100	55	25	80	38	23	9	4
August 2026	100	100	20	0	0	100	100	100	43	18	78	34	19	7	3
August 2027	100	91	3	0	0	100	100	100	34	13	75	31	17	6	2
August 2028	100	71	0	0	0	100	100	87	27	9	72	28	14	4	2
August 2029	100	52	0	0	0	100	100	74	21	7	69	25	12	3	1
August 2030	100	34	0	0	0	100	100	62	16	5	66	22	10	3	1
August 2031	100	18	0	0	0	100	100	52	12	3	63	19	8	2	1
August 2032	100	2	0	0	0	100	100	43	9	2	60	17	7	1	0
August 2033	100	0	0	0	0	100	88	35	7	2	56	14	6	1	0
August 2034	100	0	0	0	0	100	75	29	5	1	52	12	5	1	0
August 2035	100	0	0	0	0	100	63	23	4	1	48	10	4	1	0
August 2036	100	0	0	0	0	100	51	18	3	1	44	8	3	0	0
August 2037	100	0	0	0	0	100	41	13	2	0	40	7	2	0	0
August 2038	100	0	0	0	0	100	31	10	1	0	35	5	2	0	0
August 2039	84	0	0	0	0	100	22	6	1	0	30	4	1	0	0
August 2040	51	0	0	0	0	100	13	4	0	0	24	2	1	0	0
August 2041	16	0	0	0	0	100	5	1	0	0	19	1	0	0	0
August 2042	0	0	0	0	0	80	0	0	0	0	13	0	0	0	0
August 2043	0	0	0	0	0	41	0	0	0	0	7	0	0	0	0
August 2044	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	26.0	15.2	10.7	6.8	5.2	28.8	22.4	18.1	12.5	9.7	19.0	9.9	7.2	4.8	3.7

## Yield Considerations

An investor seeking to maximize yield should make a decision whether to invest in any Regular or MX Class based on the anticipated yield of that Class resulting from its purchase price, the investor's own projection of Mortgage Loan prepayment rates under a variety of scenarios, in the case of the Group 2 and 5 Securities, the investor's own projection of payment rates on the Underlying Certificates under a variety of scenarios and, in the case of a Floating Rate or an Inverse Floating Rate Class, the investor's own projection of levels of LIBOR under a variety of scenarios. **No representation is made regarding Mortgage Loan prepayment rates, Underlying Certificate payment rates, LIBOR levels or the yield of any Class.**

### *Prepayments: Effect on Yields*

The yields to investors will be sensitive in varying degrees to the rate of prepayments on the related Mortgage Loans.

- In the case of Regular Securities or MX Securities purchased at a premium (especially the Interest Only Classes), faster than anticipated rates of principal payments could result in actual yields to investors that are lower than the anticipated yields.
- Investors in the Interest Only Classes should also consider the risk that rapid rates of principal payments could result in the failure of investors to recover fully their investments.
- In the case of Regular Securities or MX Securities purchased at a discount, slower than anticipated rates of principal payments could result in actual yields to investors that are lower than the anticipated yields.

See "Risk Factors— Rates of principal payments can reduce your yield" in this Supplement.

Rapid rates of prepayments on the Mortgage Loans are likely to coincide with periods of low prevailing interest rates.

During periods of low prevailing interest rates, the yields at which an investor may be able to reinvest amounts received as principal payments on the investor's Class of Securities may be lower than the yield on that Class.

Slow rates of prepayments on the Mortgage Loans are likely to coincide with periods of high prevailing interest rates.

During periods of high prevailing interest rates, the amount of principal payments available to an investor for reinvestment at those high rates may be relatively low.

The Mortgage Loans will not prepay at any constant rate until maturity, nor will all of the Mortgage Loans underlying any Trust Asset Group prepay at the same rate at any one time. The timing of changes in the rate of prepayments may affect the actual yield to an investor, even if the average rate of principal prepayments is consistent with the investor's expectation. In general, the earlier a prepayment of principal on the Mortgage Loans, the greater the effect on an investor's yield. As a result, the effect on an investor's yield of principal prepayments occurring at a rate higher (or lower) than the rate anticipated by the investor during the period immediately following the Closing Date is not likely to be offset by a later equivalent reduction (or increase) in the rate of principal prepayments.

### *LIBOR: Effect on Yields of the Floating Rate and Inverse Floating Rate Classes*

Low levels of LIBOR can reduce the yield of the Floating Rate Classes. High levels of LIBOR can significantly reduce the yield of the Inverse Floating Rate Classes. In addition, the Floating Rate Classes

will not necessarily benefit from a higher yield at high levels of LIBOR because the rate on such Classes is capped at a maximum rate described under “Terms Sheet — Interest Rates.”

*Payment Delay: Effect on Yields of the Fixed Rate Classes*

The effective yield on any Fixed Rate Class will be less than the yield otherwise produced by its Interest Rate and purchase price because, on each Distribution Date, 30 days’ interest will be payable on (or added to the principal amount of) that Class even though interest began to accrue approximately 46 or 50 days earlier, as applicable.

**Yield Tables**

The following tables shows the pre-tax yields to maturity on a corporate bond equivalent basis of specified Classes at various constant percentages of PSA and, in the case of the Inverse Floating Rate Classes, at various constant levels of LIBOR.

The Mortgage Loans will not prepay at any constant rate until maturity, and it is unlikely that LIBOR will remain constant. Moreover, it is likely that the Mortgage Loans will experience actual prepayment rates that differ from those of the Modeling Assumptions. **Therefore, the actual pre-tax yield of any Class may differ from those shown in the applicable table below for that Class even if the Class is purchased at the assumed price shown.**

The yields were calculated by

1. determining the monthly discount rates that, when applied to the applicable assumed streams of cash flows to be paid on the applicable Class, would cause the discounted present value of the assumed streams of cash flows to equal the assumed purchase price of that Class plus accrued interest, and
2. converting the monthly rates to corporate bond equivalent rates.

These calculations do not take into account variations that may occur in the interest rates at which investors may be able to reinvest funds received by them as distributions on their Securities and consequently do not purport to reflect the return on any investment in any Class when those reinvestment rates are considered.

The information set forth in the following tables was prepared on the basis of the Modeling Assumptions and the assumptions that (1) the Interest Rate applicable to each Inverse Floating Rate Class for each Accrual Period following the first Accrual Period will be based on the indicated level of LIBOR and (2) the purchase price of each Class (expressed as a percentage of its original Class Notional Balance) plus accrued interest is as indicated in the related table. **The assumed purchase price is not necessarily that at which actual sales will occur.**

**SECURITY GROUP 1**

**Sensitivity of Class BI to Prepayments  
Assumed Price 21.168%\***

<b>PSA Prepayment Assumption Rates</b>				
<b>138%</b>	<b>210%</b>	<b>250%</b>	<b>307%</b>	<b>500%</b>
3.7%	3.7%	3.7%	0.0%	(15.8)%

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

**Sensitivity of Class CI to Prepayments**  
**Assumed Price 22.4492%\***

<b>PSA Prepayment Assumption Rates</b>				
<u>138%</u>	<u>210%</u>	<u>250%</u>	<u>327%</u>	<u>500%</u>
4.5%	4.5%	4.5%	0.0%	(12.6)%

**Sensitivity of Class DI to Prepayments**  
**Assumed Price 23.1367%\***

<b>PSA Prepayment Assumption Rates</b>				
<u>138%</u>	<u>210%</u>	<u>250%</u>	<u>341%</u>	<u>500%</u>
4.9%	4.9%	4.9%	0.0%	(10.6)%

**Sensitivity of Class EI to Prepayments**  
**Assumed Price 23.7344%\***

<b>PSA Prepayment Assumption Rates</b>				
<u>138%</u>	<u>210%</u>	<u>250%</u>	<u>358%</u>	<u>500%</u>
5.3%	5.3%	5.3%	0.0%	(8.1)%

**Sensitivity of Class SA to Prepayments**  
**Assumed Price 19.0938%\***

<u>LIBOR</u>	<b>PSA Prepayment Assumption Rates</b>			
	<u>138%</u>	<u>210%</u>	<u>250%</u>	<u>500%</u>
0.1000% .....	20.8%	16.8%	14.6%	0.2%
0.1510% .....	20.5%	16.5%	14.3%	(0.2)%
2.8755% .....	4.1%	(0.1)%	(2.4)%	(17.6)%
5.6000% and above .....	**	**	**	**

**SECURITY GROUP 3**

**Sensitivity of Class KI to Prepayments**  
**Assumed Price 15.5%\***

<b>PSA Prepayment Assumption Rates</b>				
<u>100%</u>	<u>192%</u>	<u>220%</u>	<u>300%</u>	<u>400%</u>
11.5%	2.9%	0.1%	(8.7)%	(20.6)%

**SECURITY GROUP 4**

**Sensitivity of Class IJ to Prepayments**  
**Assumed Price 21.8587%\***

<b>PSA Prepayment Assumption Rates</b>				
<u>125%</u>	<u>193%</u>	<u>225%</u>	<u>294%</u>	<u>400%</u>
4.0%	4.0%	4.0%	0.0%	(7.5)%

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

\*\* Indicates that investors will suffer a loss of virtually all of their investment.



**Sensitivity of Class JI to Prepayments**  
**Assumed Price 20.5172%\***

<b>PSA Prepayment Assumption Rates</b>				
<u>125%</u>	<u>193%</u>	<u>225%</u>	<u>288%</u>	<u>400%</u>
4.0%	4.0%	4.0%	0.0%	(8.8)%

**Sensitivity of Class JS to Prepayments**  
**Assumed Price 24.125%\***

<u>LIBOR</u>	<b>PSA Prepayment Assumption Rates</b>			
	<u>125%</u>	<u>193%</u>	<u>225%</u>	<u>400%</u>
0.1000% .....	16.9%	13.0%	11.1%	0.7%
0.1546% .....	16.6%	12.7%	10.9%	0.5%
3.1523% .....	2.3%	(1.7)%	(3.6)%	(14.3)%
6.1500% and above .....	**	**	**	**

**Sensitivity of Class NI to Prepayments**  
**Assumed Price 19.07%\***

<b>PSA Prepayment Assumption Rates</b>				
<u>125%</u>	<u>193%</u>	<u>225%</u>	<u>283%</u>	<u>400%</u>
4.0%	4.0%	4.0%	0.1%	(10.1)%

**SECURITY GROUP 5**

**Sensitivity of Class YI to Prepayments**  
**Assumed Price 22.0%\***

<b>PSA Prepayment Assumption Rates</b>				
<u>100%</u>	<u>200%</u>	<u>293%</u>	<u>300%</u>	<u>400%</u>
7.5%	2.8%	0.1%	(0.4)%	(7.9)%

**SECURITY GROUP 6**

**Sensitivity of Class MI to Prepayments**  
**Assumed Price 15.5%\***

<b>PSA Prepayment Assumption Rates</b>				
<u>100%</u>	<u>192%</u>	<u>220%</u>	<u>300%</u>	<u>400%</u>
11.5%	2.9%	0.1%	(8.6)%	(20.6)%

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

\*\* Indicates that investors will suffer a loss of virtually all of their investment.

## SECURITY GROUP 7

### Sensitivity of Class I to Prepayments Assumed Price 20.2425%\*

PSA Prepayment Assumption Rates				
<u>100%</u>	<u>175%</u>	<u>191%</u>	<u>300%</u>	<u>400%</u>
7.8%	1.4%	0.0%	(8.6)%	(16.1)%

### Sensitivity of Class II to Prepayments Assumed Price 15.0%\*

PSA Prepayment Assumption Rates				
<u>100%</u>	<u>171%</u>	<u>175%</u>	<u>300%</u>	<u>400%</u>
11.2%	0.2%	(0.5)%	(22.7)%	(41.0)%

### Sensitivity of Class LI to Prepayments Assumed Price 25.5625%\*

PSA Prepayment Assumption Rates				
<u>100%</u>	<u>175%</u>	<u>204%</u>	<u>300%</u>	<u>400%</u>
6.5%	1.9%	0.0%	(6.2)%	(12.8)%

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

## CERTAIN UNITED STATES FEDERAL INCOME TAX CONSEQUENCES

The following tax discussion, when read in conjunction with the discussion of “Certain United States Federal Income Tax Consequences” in the Base Offering Circular, describes the material United States federal income tax considerations for investors in the Securities. However, these two tax discussions do not purport to deal with all United States federal tax consequences applicable to all categories of investors, some of which may be subject to special rules.

### REMIC Elections

In the opinion of Cleary Gottlieb Steen & Hamilton LLP, the Trust will constitute a Double REMIC Series for United States federal income tax purposes. Separate REMIC elections will be made for the Pooling REMIC and the Issuing REMIC.

### Regular Securities

The Regular Securities will be treated as debt instruments issued by the Issuing REMIC for United States federal income tax purposes. Income on the Regular Securities must be reported under an accrual method of accounting.

The Notional and Accrual Classes of Regular Securities will be issued with original issue discount (“OID”), and certain other Classes of Regular Securities may be issued with OID. See “*Certain United States Federal Income Tax Consequences — Tax Treatment of Regular Securities — Original Issue Discount,*” “*— Variable Rate Securities*” and “*— Interest Weighted Securities and Non-VRDI Securities*” in the Base Offering Circular.

The prepayment assumption that should be used in determining the rates of accrual of OID, if any, on the Regular Securities is 210% PSA in the case of the Group 1 Securities, 200% PSA in the case of the Group 2 and 5 Securities, 192% PSA in the case of the Group 3 and 6 Securities, 193% PSA in the case of the Group 4 Securities and 175% PSA in the case of the Group 7 Securities (as described in “Yield, Maturity and Prepayment Considerations” in this Supplement). In the case of the Floating Rate Classes, the interest rate values to be used for these determinations are the initial Interest Rates as set forth in the Terms Sheet under “Interest Rates.” No representation is made, however, about the rate at which prepayments on the Mortgage Loans underlying any Group of Trust Assets actually will occur or the level of LIBOR at any time after the date of this Supplement. See “*Certain United States Federal Income Tax Consequences*” in the Base Offering Circular.

The Regular Securities generally will be treated as “regular interests” in a REMIC for domestic building and loan associations and “real estate assets” for real estate investment trusts (“REITs”) as described in “*Certain United States Federal Income Tax Consequences*” in the Base Offering Circular. Similarly, interest on the Regular Securities will be considered “interest on obligations secured by mortgages on real property” for REITs as described in “*Certain United States Federal Income Tax Consequences*” in the Base Offering Circular.

### **Residual Securities**

The Class RR Securities will represent the beneficial ownership of the Residual Interest in the Pooling REMIC and the beneficial ownership of the Residual Interest in the Issuing REMIC. The Residual Securities, *i.e.*, the Class RR Securities, generally will be treated as “residual interests” in a REMIC for domestic building and loan associations and as “real estate assets” for REITs, as described in “*Certain United States Federal Income Tax Consequences*” in the Base Offering Circular, but will not be treated as debt for United States federal income tax purposes. Instead, the Holders of the Residual Securities will be required to report, and will be taxed on, their pro rata shares of the taxable income or loss of the Trust REMICs, and these requirements will continue until there are no outstanding regular interests in the respective Trust REMICs. Thus, Residual Holders will have taxable income attributable to the Residual Securities even though they will not receive principal or interest distributions with respect to the Residual Securities, which could result in a negative after-tax return for the Residual Holders. Even though the Holders of the Residual Securities are not entitled to any stated principal or interest payments on the Residual Securities, the Trust REMICs may have substantial taxable income in certain periods, and offsetting tax losses may not occur until much later periods. Accordingly, the Holders of the Residual Securities may experience substantial adverse tax timing consequences. Prospective investors are urged to consult their own tax advisors and consider the after-tax effect of ownership of the Residual Securities and the suitability of the Residual Securities to their investment objectives.

Prospective Holders of Residual Securities should be aware that, at issuance, based on the expected prices of the Regular and Residual Securities and the prepayment assumption described above, the residual interests represented by the Residual Securities will be treated as “noneconomic residual interests” as that term is defined in Treasury regulations.

OID accruals on the Underlying Certificates will be computed using the same prepayment assumption as set forth under “*Certain United States Federal Income Tax Consequences — Regular Securities*” in this Supplement.

### **MX Securities**

For a discussion of certain United States federal income tax consequences applicable to the MX Classes, see “*Certain United States Federal Income Tax Consequences — Tax Treatment of MX*”

Securities”, “— Exchanges of MX Classes and Regular Classes” and “— Taxation of Foreign Holders of REMIC Securities and MX Securities” in the Base Offering Circular.

**Investors should consult their own tax advisors in determining the United States federal, state, local, foreign and any other tax consequences to them of the purchase, ownership and disposition of the Securities.**

#### **ERISA MATTERS**

Ginnie Mae guarantees distributions of principal and interest with respect to the Securities. The Ginnie Mae Guaranty is supported by the full faith and credit of the United States of America. The Regular and MX Securities will qualify as “guaranteed governmental mortgage pool certificates” within the meaning of a Department of Labor regulation, the effect of which is to provide that mortgage loans and participations therein underlying a “guaranteed governmental mortgage pool certificate” will not be considered assets of an employee benefit plan subject to the Employee Retirement Income Security Act of 1974, as amended (“ERISA”), or subject to section 4975 of the Code (each, a “Plan”), solely by reason of the Plan’s purchase and holding of that certificate.

Governmental plans and certain church plans, while not subject to the fiduciary responsibility provisions of ERISA or the prohibited transaction provisions of ERISA and the Code, may nevertheless be subject to local, state or other federal laws that are substantially similar to the foregoing provisions of ERISA and the Code. Fiduciaries of any such plans should consult with their counsel before purchasing any of the Securities.

**Prospective Plan Investors should consult with their advisors, however, to determine whether the purchase, holding or resale of a Security could give rise to a transaction that is prohibited or is not otherwise permissible under either ERISA or the Code.**

*See “ERISAC onsiderations” in the Base Offering Circular.*

The Residual Securities are not offered to, and may not be transferred to, a Plan Investor.

#### **LEGAL INVESTMENT CONSIDERATIONS**

Institutions whose investment activities are subject to legal investment laws and regulations or to review by certain regulatory authorities may be subject to restrictions on investment in the Securities. **No representation is made about the proper characterization of any Class for legal investment or other purposes, or about the permissibility of the purchase by particular investors of any Class under applicable legal investment restrictions.**

**Investors should consult their own legal advisors regarding applicable investment restrictions and the effect of any restrictions on the liquidity of the Securities prior to investing in the Securities.**

*See “Legal Investment Considerations” in the Base Offering Circular.*

#### **PLAN OF DISTRIBUTION**

Subject to the terms and conditions of the Sponsor Agreement, the Sponsor has agreed to purchase all of the Securities if any are sold and purchased. The Sponsor proposes to offer the Regular and MX Classes to the public from time to time for sale in negotiated transactions at varying prices to be

determined at the time of sale, plus accrued interest from (1) August 1, 2014 on the Fixed Rate Classes and (2) August 20, 2014 on the Floating Rate and Inverse Floating Rate Classes. The Sponsor may effect these transactions by sales to or through certain securities dealers. These dealers may receive compensation in the form of discounts, concessions or commissions from the Sponsor and/or commissions from any purchasers for which they act as agents. Some of the Securities may be sold through dealers in relatively small sales. In the usual case, the commission charged on a relatively small sale of securities will be a higher percentage of the sales price than that charged on a large sale of securities.

#### **INCREASE IN SIZE**

Before the Closing Date, Ginnie Mae, the Trustee and the Sponsor may agree to increase the size of this offering. In that event, the Securities will have the same characteristics as described in this Supplement, except that (1) the Original Class Principal Balance (or original Class Notional Balance) and (2) the Scheduled Principal Balances and Aggregate Scheduled Principal Balances of each Class receiving principal distributions or interest distributions based upon a notional balance from the same Trust Asset Group will increase by the same proportion. The Trust Agreement, the Final Data Statement, the Final Schedules and the Supplemental Statement, if any, will reflect any increase in the size of the transaction.

#### **LEGAL MATTERS**

Certain legal matters will be passed upon for Ginnie Mae by Hunton & Williams LLP, for the Trust by Cleary Gottlieb Steen & Hamilton LLP and Marcell Solomon & Associates, P.C., and for the Trustee by Aini & Associates PLLC.

Available Combinations(1)

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
<b>Security Group 1</b>								
Combination 1(5)								
BG	\$90,943,000	BA	\$ 90,943,000	PAC I	2.00%	FIX	38379EBM3	March 2043
		BC	90,943,000	PAC I	2.25	FIX	38379EBN1	March 2043
		BD	90,943,000	PAC I	2.50	FIX	38379EBP6	March 2043
		BE	90,943,000	PAC I	2.75	FIX	38379EBQ4	March 2043
		BH	60,628,666	PAC I	3.50	FIX	38379EBR2	March 2043
		BI	20,209,555	NTL (PAC I)	4.50	FIX/IO	38379EBS0	March 2043
		BJ	45,471,500	PAC I	4.00	FIX	38379EBT8	March 2043
		BK	36,377,200	PAC I	4.50	FIX	38379EBU5	March 2043
		BL	30,314,333	PAC I	5.00	FIX	38379EBV3	March 2043
		BM	25,983,714	PAC I	5.50	FIX	38379EBW1	March 2043
		BN	22,735,750	PAC I	6.00	FIX	38379EBX9	March 2043
		BP	20,209,555	PAC I	6.50	FIX	38379EBY7	March 2043
Combination 2(5)								
BG	\$90,943,000	CA	\$ 97,619,000	PAC I	2.00%	FIX	38379EBZ4	January 2044
BQ	6,676,000	CB	97,619,000	PAC I	2.25	FIX	38379ECA8	January 2044
		CD	97,619,000	PAC I	2.50	FIX	38379ECB6	January 2044
		CE	97,619,000	PAC I	2.75	FIX	38379ECC4	January 2044
		CG	97,619,000	PAC I	3.00	FIX	38379ECD2	January 2044
		CH	65,079,333	PAC I	3.50	FIX	38379ECE0	January 2044
		CI	21,693,111	NTL (PAC I)	4.50	FIX/IO	38379ECF7	January 2044
		CJ	48,809,500	PAC I	4.00	FIX	38379ECG5	January 2044
		CK	39,047,600	PAC I	4.50	FIX	38379ECH3	January 2044
		CL	32,539,666	PAC I	5.00	FIX	38379ECJ9	January 2044
		CM	27,891,142	PAC I	5.50	FIX	38379ECK6	January 2044
		CN	24,404,750	PAC I	6.00	FIX	38379ECL4	January 2044
		CP	21,693,111	PAC I	6.50	FIX	38379ECM2	January 2044

REMIC Securities

MX Securities

Class	Original Class Principal Balance or Notional Balance	Related MX Class	Maximum Original Class Principal or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 3(5)								
BG	\$90,943,000	DA	\$100,954,000	PAC I	2.00%	FIX	38379ECN0	May 2044
BQ	6,676,000	DB	100,954,000	PAC I	2.25	FIX	38379ECP5	May 2044
BT	3,335,000	DC	100,954,000	PAC I	2.50	FIX	38379ECQ3	May 2044
		DE	100,954,000	PAC I	2.75	FIX	38379ECR1	May 2044
		DG	100,954,000	PAC I	3.00	FIX	38379ECS9	May 2044
		DH	67,302,666	PAC I	3.50	FIX	38379ECT7	May 2044
		DI	22,434,222	NTL (PAC I)	4.50	FIX/IO	38379ECU4	May 2044
		DJ	50,477,000	PAC I	4.00	FIX	38379ECV2	May 2044
		DK	40,381,600	PAC I	4.50	FIX	38379ECW0	May 2044
		DL	33,651,333	PAC I	5.00	FIX	38379ECX8	May 2044
		DM	28,844,000	PAC I	5.50	FIX	38379ECY6	May 2044
		DN	25,238,500	PAC I	6.00	FIX	38379ECZ3	May 2044
		DP	22,434,222	PAC I	6.50	FIX	38379EDA7	May 2044
Combination 4(5)								
BG	\$90,943,000	EA	\$103,470,000	PAC I	2.00%	FIX	38379EDB5	August 2044
BQ	6,676,000	EB	103,470,000	PAC I	2.25	FIX	38379EDC3	August 2044
BT	3,335,000	EC	103,470,000	PAC I	2.50	FIX	38379EDD1	August 2044
BU	2,516,000	ED	103,470,000	PAC I	2.75	FIX	38379EDE9	August 2044
		EG	103,470,000	PAC I	3.00	FIX	38379EDF6	August 2044
		EH	68,980,000	PAC I	3.50	FIX	38379EDG4	August 2044
		EI	22,993,333	NTL (PAC I)	4.50	FIX/IO	38379EDH2	August 2044
		EJ	51,735,000	PAC I	4.00	FIX	38379EDJ8	August 2044
		EK	41,388,000	PAC I	4.50	FIX	38379EDK5	August 2044
		EL	34,490,000	PAC I	5.00	FIX	38379EDL3	August 2044
		EM	29,562,857	PAC I	5.50	FIX	38379EDM1	August 2044
		EN	25,867,500	PAC I	6.00	FIX	38379EDN9	August 2044
		EP	22,993,333	PAC I	6.50	FIX	38379EDP4	August 2044
Combination 5								
BT	\$ 3,335,000	BW	\$ 5,851,000	PAC I	3.00%	FIX	38379EDQ2	August 2044
BU	2,516,000							

REMIC Securities			MX Securities					
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 6								
BQ	\$ 6,676,000	BY	\$ 12,527,000	PAC I	3.00%	FIX	38379EDR0	August 2044
BT	3,335,000							
BU	2,516,000							
<b>Security Group 3</b>								
Combination 7(5)								
KA	\$50,000,000	KG	\$ 50,000,000	SEQ/AD	2.25%	FIX	38379EDS8	April 2041
		KH	50,000,000	SEQ/AD	2.30	FIX	38379EDT6	April 2041
		KI	17,857,142	N TL (SEQ/AD)	3.50	FIX/IO	38379EDU3	April 2041
		KJ	50,000,000	SEQ/AD	2.35	FIX	38379EDV1	April 2041
		KL	50,000,000	SEQ/AD	2.40	FIX	38379EDW9	April 2041
		KM	50,000,000	SEQ/AD	2.45	FIX	38379EDX7	April 2041
		KN	50,000,000	SEQ/AD	2.50	FIX	38379EDY5	April 2041
		KQ	50,000,000	SEQ/AD	2.75	FIX	38379EDZ2	April 2041
		KW	50,000,000	SEQ/AD	3.00	FIX	38379EEA6	April 2041
		KY	50,000,000	SEQ/AD	3.25	FIX	38379EEB4	April 2041
<b>Security Group 4</b>								
Combination 8(5)								
NA	\$60,689,084	NE	\$ 60,689,084	PAC I	2.00%	FIX	38379EEC2	December 2042
		NG	60,689,084	PAC I	2.25	FIX	38379EED0	December 2042
		NH	60,689,084	PAC I	2.50	FIX	38379EEF8	December 2042
		NI	15,172,271	N TL (PAC I)	4.00	FIX/IO	38379EEG3	December 2042
		NJ	60,689,084	PAC I	2.75	FIX	38379EEF5	December 2042
Combination 9(5)								
NA	\$60,689,084	JA	\$ 64,395,557	PAC I	3.00%	FIX	38379EEH1	August 2043
NB	3,706,473	JE	64,395,557	PAC I	2.00	FIX	38379EEJ7	August 2043
		JG	64,395,557	PAC I	2.25	FIX	38379EEK4	August 2043
		JH	64,395,557	PAC I	2.50	FIX	38379EEL2	August 2043
		JI	16,098,889	N TL (PAC I)	4.00	FIX/IO	38379EEM0	August 2043
		JK	64,395,557	PAC I	2.75	FIX	38379EEN8	August 2043



REMIC Securities

MX Securities

Class	Original Class Principal Balance or Class Notional Balance		Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)		Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
	Principal Balance	Notional Balance		Principal Balance	Notional Balance					
Combination 10(5)										
NA	\$60,689,084		IJ	\$ 16,854,191		NTL (PAC I)	4.00%	FIX/IO	38379EEP3	March 2044
NB	3,706,473		JL	67,416,766		PAC I	2.00	FIX	38379EEQ1	March 2044
NC	3,021,209		JM	67,416,766		PAC I	2.25	FIX	38379EER9	March 2044
			JN	67,416,766		PAC I	2.50	FIX	38379EES7	March 2044
			JP	67,416,766		PAC I	2.75	FIX	38379EET5	March 2044
			JQ	67,416,766		PAC I	3.00	FIX	38379EEU2	March 2044
Combination 11										
NB	\$ 3,706,473		JT	\$ 9,386,529		PAC I	3.00%	FIX	38379EEV0	August 2044
NC	3,021,209									
ND	2,658,847									
Combination 12										
NC	\$ 3,021,209		JB	\$ 5,680,056		PAC I	3.00%	FIX	38379EEW8	August 2044
ND	2,658,847									
<b>Security Group 6</b>										
Combination 13(5)										
MA	\$57,799,000		MB	\$ 57,799,000		SEQ/AD	2.10%	FIX	38379EEX6	May 2041
			MC	57,799,000		SEQ/AD	2.15	FIX	38379EEY4	May 2041
			MD	57,799,000		SEQ/AD	2.20	FIX	38379EEZ1	May 2041
			ME	57,799,000		SEQ/AD	2.25	FIX	38379EFA5	May 2041
			MG	57,799,000		SEQ/AD	2.30	FIX	38379EFB3	May 2041
			MH	57,799,000		SEQ/AD	2.35	FIX	38379EFC1	May 2041
			MI	24,771,000		NTL (SEQ/AD)	3.50	FIX/IO	38379EFD9	May 2041
			MJ	57,799,000		SEQ/AD	2.40	FIX	38379EFE7	May 2041
			MK	57,799,000		SEQ/AD	2.45	FIX	38379EFF4	May 2041
			ML	57,799,000		SEQ/AD	2.50	FIX	38379EFG2	May 2041
			MN	57,799,000		SEQ/AD	2.75	FIX	38379EFH0	May 2041
			MQ	57,799,000		SEQ/AD	3.00	FIX	38379EFJ6	May 2041
			MW	57,799,000		SEQ/AD	3.25	FIX	38379EFK3	May 2041
			MX	57,799,000		SEQ/AD	2.00	FIX	38379EFL1	May 2041
			MY	57,799,000		SEQ/AD	2.05	FIX	38379EFM9	May 2041

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 14								
MA	\$57,799,000	MT	\$ 62,111,212	PT	3.50%	FIX	38379EFN7	August 2044
MZ	4,312,212							
<b>Security Groups 3 and 6</b>								
Combination 15(6)								
KZ	\$ 3,801,244	ZK	\$ 8,113,456	SEQ	3.50%	FIX/Z	38379EFP2	August 2044
MZ	4,312,212							
<b>Security Group 7</b>								
Combination 16								
IL	\$30,443,988	I	\$ 60,443,988	NIL (PT/SEQ)	4.00%	FIX/IO	38379EFQ0	August 2044
LI	30,000,000							
Combination 17								
LC	\$19,408,016	LB	\$ 38,816,032	SEQ	3.00%	FIX	38379EFR8	August 2044
LD	19,408,016							

(1) All exchanges must comply with minimum denomination restrictions.

(2) The amount shown for each MX Class represents the maximum Original Class Principal Balance (or original Class Notional Balance) of that Class, assuming it were to be issued on the Closing Date.

(3) As defined under "Class Types" in Appendix I to the Base Offering Circular.

(4) See "Yield, Maturity and Prepayment Considerations — Final Distribution Date" in this Supplement.

(5) In the case of Combinations 1, 2, 3, 4, 7, 8, 9, 10 and 13, various subcombinations are permitted. See "Description of the Securities — Modification and Exchange" in the Base Offering Circular for a discussion of subcombinations.

(6) Combination 15 is derived from REMIC Classes of separate Security Groups.

**Schedule II**

**SCHEDULED PRINCIPAL BALANCES**

<u>Distribution Date</u>	<u>Classes BG, BQ, BT and BU (in the aggregate)</u>	<u>Classes CY and ZC (in the aggregate)</u>	<u>Class HP</u>
Initial Balance .....	\$103,470,000.00	\$7,793,000.00	\$7,461,465.00
September 2014 .....	103,132,657.66	7,793,000.00	7,238,867.66
October 2014 .....	102,765,653.44	7,747,616.34	7,020,822.80
November 2014 .....	102,369,159.67	7,695,749.09	6,807,266.69
December 2014 .....	101,943,369.73	7,637,463.51	6,598,136.41
January 2015 .....	101,488,497.89	7,572,835.19	6,393,369.77
February 2015 .....	101,004,779.19	7,501,949.87	6,192,905.33
March 2015 .....	100,493,600.59	7,425,171.15	5,996,682.41
April 2015 .....	99,955,211.23	7,342,592.17	5,804,641.05
May 2015 .....	99,389,879.99	7,254,315.68	5,616,722.01
June 2015 .....	98,797,895.19	7,160,454.02	5,432,866.79
July 2015 .....	98,179,564.40	7,061,128.85	5,253,017.60
August 2015 .....	97,535,214.16	6,956,471.02	5,077,117.33
September 2015 .....	96,865,189.64	6,846,620.37	4,905,109.57
October 2015 .....	96,169,854.39	6,731,725.50	4,736,938.62
November 2015 .....	95,449,589.96	6,611,943.50	4,572,549.42
December 2015 .....	94,704,795.53	6,487,439.75	4,411,887.60
January 2016 .....	93,935,887.57	6,358,387.60	4,254,899.48
February 2016 .....	93,143,299.39	6,224,968.10	4,101,532.00
March 2016 .....	92,327,480.75	6,087,369.67	3,951,732.76
April 2016 .....	91,488,897.39	5,945,787.80	3,805,449.99
May 2016 .....	90,628,030.58	5,800,424.70	3,662,632.58
June 2016 .....	89,745,376.63	5,651,488.94	3,523,230.02
July 2016 .....	88,841,446.40	5,499,195.10	3,387,192.44
August 2016 .....	87,916,764.76	5,343,763.38	3,254,470.58
September 2016 .....	86,971,870.08	5,185,419.18	3,125,015.76
October 2016 .....	86,007,313.66	5,024,392.74	2,998,779.94
November 2016 .....	85,050,206.64	4,866,688.08	2,875,715.64
December 2016 .....	84,100,493.89	4,712,260.92	2,755,775.98
January 2017 .....	83,158,120.65	4,561,067.53	2,638,914.65
February 2017 .....	82,223,032.58	4,413,064.66	2,525,085.93
March 2017 .....	81,295,175.72	4,268,209.53	2,414,244.65
April 2017 .....	80,374,496.53	4,126,459.84	2,306,346.20
May 2017 .....	79,460,941.82	3,987,773.82	2,201,346.52
June 2017 .....	78,554,458.82	3,852,110.12	2,099,202.12
July 2017 .....	77,654,995.13	3,719,427.88	1,999,870.02
August 2017 .....	76,762,498.72	3,589,686.72	1,903,307.80
September 2017 .....	75,876,917.97	3,462,846.67	1,809,473.54
October 2017 .....	74,998,201.60	3,338,868.28	1,718,325.88
November 2017 .....	74,126,298.74	3,217,712.49	1,629,823.92
December 2017 .....	73,261,158.85	3,099,340.73	1,543,927.34
January 2018 .....	72,402,731.79	2,983,714.84	1,460,596.28
February 2018 .....	71,550,967.78	2,870,797.11	1,379,791.38
March 2018 .....	70,705,817.38	2,760,550.26	1,301,473.79
April 2018 .....	69,867,231.53	2,652,937.45	1,225,605.13

<u>Distribution Date</u>	<u>Classes BG, BQ, BT and BU (in the aggregate)</u>	<u>Classes CY and ZC (in the aggregate)</u>	<u>Class HP</u>
May 2018	\$ 69,035,161.53	\$2,547,922.23	\$1,152,147.53
June 2018	68,209,559.02	2,445,468.60	1,081,063.56
July 2018	67,390,376.01	2,345,540.94	1,012,316.28
August 2018	66,577,564.84	2,248,104.08	945,869.22
September 2018	65,771,078.21	2,153,123.22	881,686.37
October 2018	64,970,869.16	2,060,563.98	819,732.17
November 2018	64,176,891.07	1,970,392.38	759,971.50
December 2018	63,389,097.67	1,882,574.81	702,369.68
January 2019	62,607,443.01	1,797,078.06	646,892.52
February 2019	61,831,881.50	1,713,869.31	593,506.19
March 2019	61,062,367.84	1,632,916.13	542,177.36
April 2019	60,298,857.11	1,554,186.43	492,873.07
May 2019	59,541,304.69	1,477,648.52	445,560.80
June 2019	58,789,666.28	1,403,271.07	400,208.47
July 2019	58,043,897.92	1,331,023.13	356,784.36
August 2019	57,303,955.95	1,260,874.09	315,257.19
September 2019	56,569,797.06	1,192,793.69	275,596.08
October 2019	55,841,378.21	1,126,752.06	237,770.53
November 2019	55,118,656.72	1,062,719.63	201,750.45
December 2019	54,401,590.20	1,000,667.22	167,506.11
January 2020	53,690,136.56	940,565.96	135,008.19
February 2020	52,984,254.03	882,387.34	104,227.72
March 2020	52,283,901.15	826,103.17	75,136.15
April 2020	51,589,036.74	771,685.59	47,705.24
May 2020	50,899,619.94	719,107.09	21,907.17
June 2020	50,215,610.17	668,340.48	0.00
July 2020	49,536,967.18	619,358.84	0.00
August 2020	48,863,650.98	572,135.62	0.00
September 2020	48,195,621.88	526,644.58	0.00
October 2020	47,532,840.48	482,859.78	0.00
November 2020	46,875,267.68	440,755.58	0.00
December 2020	46,222,864.65	400,306.65	0.00
January 2021	45,575,592.84	361,487.98	0.00
February 2021	44,933,414.00	324,274.82	0.00
March 2021	44,296,290.15	288,642.74	0.00
April 2021	43,664,183.58	254,567.59	0.00
May 2021	43,037,056.86	222,025.53	0.00
June 2021	42,414,872.83	190,992.98	0.00
July 2021	41,797,594.62	161,446.64	0.00
August 2021	41,185,185.60	133,363.51	0.00
September 2021	40,577,609.44	106,720.85	0.00
October 2021	39,974,830.03	81,496.21	0.00
November 2021	39,376,811.57	57,667.38	0.00
December 2021	38,783,518.50	37,476.49	0.00
January 2022	38,194,915.52	21,636.33	0.00
February 2022	37,610,967.58	10,052.85	0.00
March 2022	37,031,639.91	2,633.52	0.00

<u>Distribution Date</u>	<u>Classes BG, BQ, BT and BU (in the aggregate)</u>	<u>Classes CY and ZC (in the aggregate)</u>	<u>Class HP</u>
April 2022	\$ 36,456,897.97	\$ 0.00	\$ 0.00
May 2022	35,887,345.04	0.00	0.00
June 2022	35,326,205.24	0.00	0.00
July 2022	34,773,358.27	0.00	0.00
August 2022	34,228,685.50	0.00	0.00
September 2022	33,692,069.97	0.00	0.00
October 2022	33,163,396.36	0.00	0.00
November 2022	32,642,550.96	0.00	0.00
December 2022	32,129,421.67	0.00	0.00
January 2023	31,623,897.95	0.00	0.00
February 2023	31,125,870.81	0.00	0.00
March 2023	30,635,232.79	0.00	0.00
April 2023	30,151,877.96	0.00	0.00
May 2023	29,675,701.84	0.00	0.00
June 2023	29,206,601.44	0.00	0.00
July 2023	28,744,475.22	0.00	0.00
August 2023	28,289,223.05	0.00	0.00
September 2023	27,840,746.23	0.00	0.00
October 2023	27,398,947.42	0.00	0.00
November 2023	26,963,730.66	0.00	0.00
December 2023	26,535,001.35	0.00	0.00
January 2024	26,112,666.20	0.00	0.00
February 2024	25,696,633.25	0.00	0.00
March 2024	25,286,811.83	0.00	0.00
April 2024	24,883,112.53	0.00	0.00
May 2024	24,485,447.21	0.00	0.00
June 2024	24,093,728.98	0.00	0.00
July 2024	23,707,872.16	0.00	0.00
August 2024	23,327,792.27	0.00	0.00
September 2024	22,953,406.04	0.00	0.00
October 2024	22,584,631.37	0.00	0.00
November 2024	22,221,387.30	0.00	0.00
December 2024	21,863,594.01	0.00	0.00
January 2025	21,511,172.84	0.00	0.00
February 2025	21,164,046.20	0.00	0.00
March 2025	20,822,137.61	0.00	0.00
April 2025	20,485,371.67	0.00	0.00
May 2025	20,153,674.04	0.00	0.00
June 2025	19,826,971.43	0.00	0.00
July 2025	19,505,191.59	0.00	0.00
August 2025	19,188,263.28	0.00	0.00
September 2025	18,876,116.27	0.00	0.00
October 2025	18,568,681.33	0.00	0.00
November 2025	18,265,890.19	0.00	0.00
December 2025	17,967,675.56	0.00	0.00
January 2026	17,673,971.10	0.00	0.00
February 2026	17,384,711.41	0.00	0.00

<u>Distribution Date</u>	<u>Classes BG, BQ, BT and BU (in the aggregate)</u>	<u>Classes CY and ZC (in the aggregate)</u>	<u>Class HP</u>
March 2026	\$ 17,099,831.99	\$ 0.00	\$ 0.00
April 2026	16,819,269.29	0.00	0.00
May 2026	16,542,960.63	0.00	0.00
June 2026	16,270,844.23	0.00	0.00
July 2026	16,002,859.18	0.00	0.00
August 2026	15,738,945.43	0.00	0.00
September 2026	15,479,043.79	0.00	0.00
October 2026	15,223,095.91	0.00	0.00
November 2026	14,971,044.24	0.00	0.00
December 2026	14,722,832.07	0.00	0.00
January 2027	14,478,403.50	0.00	0.00
February 2027	14,237,703.39	0.00	0.00
March 2027	14,000,677.43	0.00	0.00
April 2027	13,767,272.02	0.00	0.00
May 2027	13,537,434.38	0.00	0.00
June 2027	13,311,112.44	0.00	0.00
July 2027	13,088,254.88	0.00	0.00
August 2027	12,868,811.11	0.00	0.00
September 2027	12,652,731.26	0.00	0.00
October 2027	12,439,966.16	0.00	0.00
November 2027	12,230,467.36	0.00	0.00
December 2027	12,024,187.07	0.00	0.00
January 2028	11,821,078.19	0.00	0.00
February 2028	11,621,094.30	0.00	0.00
March 2028	11,424,189.64	0.00	0.00
April 2028	11,230,319.08	0.00	0.00
May 2028	11,039,438.15	0.00	0.00
June 2028	10,851,503.01	0.00	0.00
July 2028	10,666,470.44	0.00	0.00
August 2028	10,484,297.85	0.00	0.00
September 2028	10,304,943.23	0.00	0.00
October 2028	10,128,365.18	0.00	0.00
November 2028	9,954,522.92	0.00	0.00
December 2028	9,783,376.20	0.00	0.00
January 2029	9,614,885.37	0.00	0.00
February 2029	9,449,011.36	0.00	0.00
March 2029	9,285,715.63	0.00	0.00
April 2029	9,124,960.21	0.00	0.00
May 2029	8,966,707.66	0.00	0.00
June 2029	8,810,921.08	0.00	0.00
July 2029	8,657,564.09	0.00	0.00
August 2029	8,506,600.84	0.00	0.00
September 2029	8,357,995.99	0.00	0.00
October 2029	8,211,714.71	0.00	0.00
November 2029	8,067,722.64	0.00	0.00
December 2029	7,925,985.96	0.00	0.00
January 2030	7,786,471.28	0.00	0.00

<u>Distribution Date</u>	<u>Classes BG, BQ, BT and BU (in the aggregate)</u>	<u>Classes CY and ZC (in the aggregate)</u>	<u>Class HP</u>
February 2030	\$ 7,649,145.73	\$ 0.00	\$ 0.00
March 2030	7,513,976.90	0.00	0.00
April 2030	7,380,932.82	0.00	0.00
May 2030	7,249,982.02	0.00	0.00
June 2030	7,121,093.44	0.00	0.00
July 2030	6,994,236.50	0.00	0.00
August 2030	6,869,381.03	0.00	0.00
September 2030	6,746,497.30	0.00	0.00
October 2030	6,625,556.03	0.00	0.00
November 2030	6,506,528.32	0.00	0.00
December 2030	6,389,385.73	0.00	0.00
January 2031	6,274,100.18	0.00	0.00
February 2031	6,160,644.04	0.00	0.00
March 2031	6,048,990.04	0.00	0.00
April 2031	5,939,111.32	0.00	0.00
May 2031	5,830,981.41	0.00	0.00
June 2031	5,724,574.21	0.00	0.00
July 2031	5,619,864.00	0.00	0.00
August 2031	5,516,825.42	0.00	0.00
September 2031	5,415,433.50	0.00	0.00
October 2031	5,315,663.61	0.00	0.00
November 2031	5,217,491.48	0.00	0.00
December 2031	5,120,893.18	0.00	0.00
January 2032	5,025,845.15	0.00	0.00
February 2032	4,932,324.13	0.00	0.00
March 2032	4,840,307.25	0.00	0.00
April 2032	4,749,771.91	0.00	0.00
May 2032	4,660,695.89	0.00	0.00
June 2032	4,573,057.24	0.00	0.00
July 2032	4,486,834.38	0.00	0.00
August 2032	4,402,006.00	0.00	0.00
September 2032	4,318,551.12	0.00	0.00
October 2032	4,236,449.05	0.00	0.00
November 2032	4,155,679.42	0.00	0.00
December 2032	4,076,222.12	0.00	0.00
January 2033	3,998,057.37	0.00	0.00
February 2033	3,921,165.64	0.00	0.00
March 2033	3,845,527.72	0.00	0.00
April 2033	3,771,124.65	0.00	0.00
May 2033	3,697,937.76	0.00	0.00
June 2033	3,625,948.64	0.00	0.00
July 2033	3,555,139.16	0.00	0.00
August 2033	3,485,491.43	0.00	0.00
September 2033	3,416,987.85	0.00	0.00
October 2033	3,349,611.05	0.00	0.00
November 2033	3,283,343.93	0.00	0.00
December 2033	3,218,169.63	0.00	0.00



<u>Distribution Date</u>	<u>Classes BG, BQ, BT and BU (in the aggregate)</u>	<u>Classes CY and ZC (in the aggregate)</u>	<u>Class HP</u>
January 2034	\$ 3,154,071.54	\$ 0.00	\$ 0.00
February 2034	3,091,033.28	0.00	0.00
March 2034	3,029,038.73	0.00	0.00
April 2034	2,968,071.97	0.00	0.00
May 2034	2,908,117.36	0.00	0.00
June 2034	2,849,159.44	0.00	0.00
July 2034	2,791,183.00	0.00	0.00
August 2034	2,734,173.06	0.00	0.00
September 2034	2,678,114.84	0.00	0.00
October 2034	2,622,993.77	0.00	0.00
November 2034	2,568,795.53	0.00	0.00
December 2034	2,515,505.96	0.00	0.00
January 2035	2,463,111.14	0.00	0.00
February 2035	2,411,597.35	0.00	0.00
March 2035	2,360,951.05	0.00	0.00
April 2035	2,311,158.93	0.00	0.00
May 2035	2,262,207.85	0.00	0.00
June 2035	2,214,084.88	0.00	0.00
July 2035	2,166,777.25	0.00	0.00
August 2035	2,120,272.41	0.00	0.00
September 2035	2,074,557.97	0.00	0.00
October 2035	2,029,621.75	0.00	0.00
November 2035	1,985,451.71	0.00	0.00
December 2035	1,942,036.03	0.00	0.00
January 2036	1,899,363.02	0.00	0.00
February 2036	1,857,421.20	0.00	0.00
March 2036	1,816,199.23	0.00	0.00
April 2036	1,775,685.95	0.00	0.00
May 2036	1,735,870.37	0.00	0.00
June 2036	1,696,741.65	0.00	0.00
July 2036	1,658,289.10	0.00	0.00
August 2036	1,620,502.23	0.00	0.00
September 2036	1,583,370.65	0.00	0.00
October 2036	1,546,884.17	0.00	0.00
November 2036	1,511,032.71	0.00	0.00
December 2036	1,475,806.37	0.00	0.00
January 2037	1,441,195.38	0.00	0.00
February 2037	1,407,190.12	0.00	0.00
March 2037	1,373,781.11	0.00	0.00
April 2037	1,340,959.01	0.00	0.00
May 2037	1,308,714.63	0.00	0.00
June 2037	1,277,038.89	0.00	0.00
July 2037	1,245,922.86	0.00	0.00
August 2037	1,215,357.75	0.00	0.00
September 2037	1,185,334.90	0.00	0.00
October 2037	1,155,845.75	0.00	0.00
November 2037	1,126,881.90	0.00	0.00

<u>Distribution Date</u>	<u>Classes BG, BQ, BT and BU (in the aggregate)</u>	<u>Classes CY and ZC (in the aggregate)</u>	<u>Class HP</u>
December 2037	\$ 1,098,435.06	\$ 0.00	\$ 0.00
January 2038	1,070,497.06	0.00	0.00
February 2038	1,043,059.87	0.00	0.00
March 2038	1,016,115.56	0.00	0.00
April 2038	989,656.32	0.00	0.00
May 2038	963,674.46	0.00	0.00
June 2038	938,162.41	0.00	0.00
July 2038	913,112.70	0.00	0.00
August 2038	888,517.99	0.00	0.00
September 2038	864,371.03	0.00	0.00
October 2038	840,664.69	0.00	0.00
November 2038	817,391.95	0.00	0.00
December 2038	794,545.87	0.00	0.00
January 2039	772,119.65	0.00	0.00
February 2039	750,106.56	0.00	0.00
March 2039	728,500.00	0.00	0.00
April 2039	707,293.43	0.00	0.00
May 2039	686,480.45	0.00	0.00
June 2039	666,054.73	0.00	0.00
July 2039	646,010.04	0.00	0.00
August 2039	626,340.25	0.00	0.00
September 2039	607,039.31	0.00	0.00
October 2039	588,101.27	0.00	0.00
November 2039	569,520.28	0.00	0.00
December 2039	551,290.55	0.00	0.00
January 2040	533,406.40	0.00	0.00
February 2040	515,862.22	0.00	0.00
March 2040	498,652.51	0.00	0.00
April 2040	481,771.82	0.00	0.00
May 2040	465,214.80	0.00	0.00
June 2040	448,976.18	0.00	0.00
July 2040	433,050.78	0.00	0.00
August 2040	417,433.47	0.00	0.00
September 2040	402,119.22	0.00	0.00
October 2040	387,103.07	0.00	0.00
November 2040	372,380.14	0.00	0.00
December 2040	357,945.61	0.00	0.00
January 2041	343,794.75	0.00	0.00
February 2041	329,922.90	0.00	0.00
March 2041	316,325.45	0.00	0.00
April 2041	302,997.88	0.00	0.00
May 2041	289,935.74	0.00	0.00
June 2041	277,134.63	0.00	0.00
July 2041	264,590.24	0.00	0.00
August 2041	252,298.31	0.00	0.00
September 2041	240,254.65	0.00	0.00
October 2041	228,455.12	0.00	0.00

<u>Distribution Date</u>	<u>Classes BG, BQ, BT and BU (in the aggregate)</u>	<u>Classes CY and ZC (in the aggregate)</u>	<u>Class HP</u>
November 2041 .....	\$ 216,895.68	\$ 0.00	\$ 0.00
December 2041 .....	205,572.31	0.00	0.00
January 2042 .....	194,481.07	0.00	0.00
February 2042 .....	183,618.08	0.00	0.00
March 2042 .....	172,979.53	0.00	0.00
April 2042 .....	162,561.65	0.00	0.00
May 2042 .....	152,649.52	0.00	0.00
June 2042 .....	142,944.09	0.00	0.00
July 2042 .....	133,441.87	0.00	0.00
August 2042 .....	124,139.45	0.00	0.00
September 2042 .....	115,033.44	0.00	0.00
October 2042 .....	106,120.54	0.00	0.00
November 2042 .....	97,397.48	0.00	0.00
December 2042 .....	88,861.02	0.00	0.00
January 2043 .....	80,508.02	0.00	0.00
February 2043 .....	72,335.34	0.00	0.00
March 2043 .....	64,339.92	0.00	0.00
April 2043 .....	56,518.74	0.00	0.00
May 2043 .....	48,868.80	0.00	0.00
June 2043 .....	41,387.20	0.00	0.00
July 2043 .....	34,071.03	0.00	0.00
August 2043 .....	26,917.46	0.00	0.00
September 2043 .....	19,923.70	0.00	0.00
October 2043 .....	13,086.98	0.00	0.00
November 2043 .....	6,404.60	0.00	0.00
December 2043 and thereafter .....	0.00	0.00	0.00

<u>Distribution Date</u>	<u>Class PA</u>	<u>Class JU</u>	<u>Classes NA, NB, NC and ND (in the aggregate)</u>
Initial Balance	\$60,000,000.00	\$6,085,308.00	\$70,075,613.00
September 2014	59,357,385.91	6,049,706.11	69,827,846.12
October 2014	58,719,638.88	6,009,155.31	69,562,090.53
November 2014	58,086,723.74	5,963,706.75	69,278,468.61
December 2014	57,458,605.55	5,913,418.84	68,977,114.35
January 2015	56,835,249.65	5,858,357.24	68,658,173.24
February 2015	56,216,621.60	5,798,594.77	68,321,802.18
March 2015	55,602,687.21	5,734,211.28	67,968,169.35
April 2015	54,993,412.55	5,665,293.60	67,597,454.07
May 2015	54,388,763.92	5,591,935.39	67,209,846.70
June 2015	53,788,707.85	5,514,237.00	66,805,548.44
July 2015	53,193,211.11	5,432,305.35	66,384,771.18
August 2015	52,602,240.72	5,346,253.76	65,947,737.33
September 2015	52,015,763.93	5,256,201.74	65,494,679.64
October 2015	51,433,748.20	5,162,274.90	65,025,840.96
November 2015	50,856,161.26	5,064,604.66	64,541,474.07
December 2015	50,282,971.04	4,963,328.10	64,041,841.43
January 2016	49,714,145.70	4,858,587.73	63,527,214.96
February 2016	49,149,653.64	4,750,531.25	62,997,875.78
March 2016	48,589,463.47	4,639,311.34	62,454,113.98
April 2016	48,033,544.04	4,525,085.36	61,896,228.34
May 2016	47,481,864.41	4,408,015.17	61,324,526.05
June 2016	46,934,393.85	4,288,266.75	60,739,322.46
July 2016	46,391,101.87	4,166,010.08	60,140,940.72
August 2016	45,851,958.18	4,041,418.72	59,529,711.57
September 2016	45,316,932.72	3,919,245.90	58,922,786.93
October 2016	44,785,995.63	3,799,461.53	58,320,137.91
November 2016	44,259,117.27	3,682,035.80	57,721,735.85
December 2016	43,736,268.20	3,566,939.24	57,127,552.24
January 2017	43,217,419.21	3,454,142.65	56,537,558.80
February 2017	42,702,541.27	3,343,617.19	55,951,727.38
March 2017	42,191,605.58	3,235,334.27	55,370,030.08
April 2017	41,684,583.54	3,129,265.66	54,792,439.12
May 2017	41,181,446.75	3,025,383.39	54,218,926.95
June 2017	40,682,167.00	2,923,659.79	53,649,466.18
July 2017	40,186,716.30	2,824,067.49	53,084,029.61
August 2017	39,695,066.84	2,726,579.41	52,522,590.20
September 2017	39,207,191.04	2,631,168.75	51,965,121.12
October 2017	38,723,061.48	2,537,809.03	51,411,595.67
November 2017	38,242,650.96	2,446,473.99	50,861,987.38
December 2017	37,765,932.45	2,357,137.70	50,316,269.92
January 2018	37,292,879.13	2,269,774.49	49,774,417.13
February 2018	36,823,464.38	2,184,358.96	49,236,403.04
March 2018	36,357,661.74	2,100,865.99	48,702,201.84
April 2018	35,895,444.96	2,019,270.71	48,171,787.91
May 2018	35,436,787.97	1,939,548.54	47,645,135.76
June 2018	34,981,664.88	1,861,675.15	47,122,220.10
July 2018	34,530,050.01	1,785,626.48	46,603,015.80

<u>Distribution Date</u>	<u>Class PA</u>	<u>Class JU</u>	<u>Classes NA, NB, NC and ND (in the aggregate)</u>
August 2018	\$34,081,917.83	\$1,711,378.71	\$46,087,497.88
September 2018	33,637,243.00	1,638,908.29	45,575,641.55
October 2018	33,196,000.37	1,568,191.92	45,067,422.16
November 2018	32,758,164.97	1,499,206.55	44,562,815.24
December 2018	32,323,712.01	1,431,929.39	44,061,796.46
January 2019	31,892,616.84	1,366,337.87	43,564,341.68
February 2019	31,464,855.04	1,302,409.69	43,070,426.89
March 2019	31,040,402.33	1,240,122.77	42,580,028.25
April 2019	30,619,234.61	1,179,455.29	42,093,122.08
May 2019	30,201,327.96	1,120,385.64	41,609,684.86
June 2019	29,786,658.60	1,062,892.46	41,129,693.21
July 2019	29,375,202.97	1,006,954.64	40,653,123.91
August 2019	28,966,937.64	952,551.25	40,179,953.90
September 2019	28,561,839.35	899,661.64	39,710,160.27
October 2019	28,159,885.02	848,265.35	39,243,720.25
November 2019	27,761,051.72	798,342.14	38,780,611.24
December 2019	27,365,316.70	749,872.04	38,320,810.76
January 2020	26,972,657.36	702,835.24	37,864,296.51
February 2020	26,583,051.26	657,212.17	37,411,046.31
March 2020	26,196,476.12	612,983.48	36,961,038.15
April 2020	25,812,909.83	570,130.01	36,514,250.15
May 2020	25,432,330.42	528,632.84	36,070,660.57
June 2020	25,054,716.10	488,473.24	35,630,247.83
July 2020	24,680,045.21	449,632.70	35,192,990.47
August 2020	24,308,296.26	412,092.88	34,758,867.20
September 2020	23,939,447.90	375,835.66	34,327,856.85
October 2020	23,573,478.96	340,843.14	33,899,938.40
November 2020	23,210,368.38	307,097.61	33,475,090.94
December 2020	22,850,095.30	274,581.52	33,053,293.75
January 2021	22,492,638.95	243,277.57	32,634,526.20
February 2021	22,137,978.76	213,168.59	32,218,767.82
March 2021	21,786,094.28	184,237.66	31,805,998.27
April 2021	21,438,783.10	156,468.00	31,396,197.34
May 2021	21,096,591.38	129,843.05	30,989,344.96
June 2021	20,759,446.79	104,346.41	30,585,421.18
July 2021	20,427,277.97	79,961.89	30,184,406.20
August 2021	20,100,014.56	56,673.45	29,786,280.33
September 2021	19,777,587.17	34,465.26	29,391,024.03
October 2021	19,459,927.36	13,321.62	28,998,617.88
November 2021	19,146,967.64	0.00	28,609,042.59
December 2021	18,838,641.46	0.00	28,222,278.98
January 2022	18,534,883.16	0.00	27,838,308.03
February 2022	18,235,628.01	0.00	27,457,110.82
March 2022	17,940,812.17	0.00	27,078,668.57
April 2022	17,650,372.68	0.00	26,702,962.60
May 2022	17,364,247.45	0.00	26,329,974.38
June 2022	17,082,375.24	0.00	25,959,685.49

<u>Distribution Date</u>	<u>Class PA</u>	<u>Class JU</u>	<u>Classes NA, NB, NC and ND (in the aggregate)</u>
July 2022	\$16,804,695.68	\$ 0.00	\$25,592,077.64
August 2022	16,531,149.20	0.00	25,227,132.65
September 2022	16,261,677.07	0.00	24,864,832.46
October 2022	15,996,221.39	0.00	24,506,687.78
November 2022	15,734,725.04	0.00	24,153,346.64
December 2022	15,477,131.68	0.00	23,804,747.10
January 2023	15,223,385.79	0.00	23,460,828.03
February 2023	14,973,432.57	0.00	23,121,529.04
March 2023	14,727,218.01	0.00	22,786,790.50
April 2023	14,484,688.84	0.00	22,456,553.56
May 2023	14,245,792.53	0.00	22,130,760.08
June 2023	14,010,477.27	0.00	21,809,352.66
July 2023	13,778,691.98	0.00	21,492,274.65
August 2023	13,550,386.27	0.00	21,179,470.07
September 2023	13,325,510.48	0.00	20,870,883.67
October 2023	13,104,015.60	0.00	20,566,460.91
November 2023	12,885,853.33	0.00	20,266,147.92
December 2023	12,670,976.03	0.00	19,969,891.50
January 2024	12,459,336.71	0.00	19,677,639.14
February 2024	12,250,889.06	0.00	19,389,339.00
March 2024	12,045,587.37	0.00	19,104,939.86
April 2024	11,843,386.62	0.00	18,824,391.18
May 2024	11,644,242.36	0.00	18,547,643.04
June 2024	11,448,110.80	0.00	18,274,646.16
July 2024	11,254,948.74	0.00	18,005,351.87
August 2024	11,064,713.59	0.00	17,739,712.14
September 2024	10,877,363.33	0.00	17,477,679.52
October 2024	10,692,856.55	0.00	17,219,207.18
November 2024	10,511,152.40	0.00	16,964,248.86
December 2024	10,332,210.62	0.00	16,712,758.91
January 2025	10,155,991.48	0.00	16,464,692.24
February 2025	9,982,455.82	0.00	16,220,004.33
March 2025	9,811,565.04	0.00	15,978,651.24
April 2025	9,643,281.05	0.00	15,740,589.58
May 2025	9,477,566.30	0.00	15,505,776.48
June 2025	9,314,383.78	0.00	15,274,169.67
July 2025	9,153,696.97	0.00	15,045,727.36
August 2025	8,995,469.88	0.00	14,820,408.31
September 2025	8,839,667.01	0.00	14,598,171.83
October 2025	8,686,253.37	0.00	14,378,977.70
November 2025	8,535,194.44	0.00	14,162,786.23
December 2025	8,386,456.19	0.00	13,949,558.25
January 2026	8,240,005.06	0.00	13,739,255.06
February 2026	8,095,807.99	0.00	13,531,838.46
March 2026	7,953,832.33	0.00	13,327,270.74
April 2026	7,814,045.93	0.00	13,125,514.67
May 2026	7,676,417.07	0.00	12,926,533.48

<u>Distribution Date</u>	<u>Class PA</u>	<u>Class JU</u>	<u>Classes NA, NB, NC and ND (in the aggregate)</u>
June 2026	\$ 7,540,914.47	\$ 0.00	\$12,730,290.88
July 2026	7,407,507.30	0.00	12,536,751.03
August 2026	7,276,165.16	0.00	12,345,878.56
September 2026	7,146,858.07	0.00	12,157,638.53
October 2026	7,019,556.47	0.00	11,971,996.46
November 2026	6,894,231.22	0.00	11,788,918.30
December 2026	6,770,853.58	0.00	11,608,370.44
January 2027	6,649,395.22	0.00	11,430,319.68
February 2027	6,529,828.20	0.00	11,254,733.28
March 2027	6,412,124.99	0.00	11,081,578.87
April 2027	6,296,258.42	0.00	10,910,824.53
May 2027	6,182,201.72	0.00	10,742,438.71
June 2027	6,069,928.48	0.00	10,576,390.31
July 2027	5,959,412.69	0.00	10,412,648.57
August 2027	5,850,628.68	0.00	10,251,183.17
September 2027	5,743,551.14	0.00	10,091,964.15
October 2027	5,638,155.13	0.00	9,934,961.94
November 2027	5,534,416.06	0.00	9,780,147.35
December 2027	5,432,309.67	0.00	9,627,491.55
January 2028	5,331,812.05	0.00	9,476,966.08
February 2028	5,232,899.64	0.00	9,328,542.87
March 2028	5,135,549.19	0.00	9,182,194.16
April 2028	5,039,737.78	0.00	9,037,892.60
May 2028	4,945,442.85	0.00	8,895,611.14
June 2028	4,852,642.10	0.00	8,755,323.10
July 2028	4,761,313.58	0.00	8,617,002.14
August 2028	4,671,435.65	0.00	8,480,622.26
September 2028	4,582,986.96	0.00	8,346,157.78
October 2028	4,495,946.47	0.00	8,213,583.35
November 2028	4,410,293.44	0.00	8,082,873.95
December 2028	4,326,007.42	0.00	7,954,004.88
January 2029	4,243,068.25	0.00	7,826,951.77
February 2029	4,161,456.04	0.00	7,701,690.52
March 2029	4,081,151.21	0.00	7,578,197.38
April 2029	4,002,134.44	0.00	7,456,448.89
May 2029	3,924,386.68	0.00	7,336,421.89
June 2029	3,847,889.16	0.00	7,218,093.52
July 2029	3,772,623.36	0.00	7,101,441.20
August 2029	3,698,571.04	0.00	6,986,442.65
September 2029	3,625,714.21	0.00	6,873,075.89
October 2029	3,554,035.14	0.00	6,761,319.19
November 2029	3,483,516.34	0.00	6,651,151.12
December 2029	3,414,140.58	0.00	6,542,550.52
January 2030	3,345,890.88	0.00	6,435,496.52
February 2030	3,278,750.47	0.00	6,329,968.48
March 2030	3,212,702.86	0.00	6,225,946.05
April 2030	3,147,731.77	0.00	6,123,409.14



<u>Distribution Date</u>	<u>Class PA</u>	<u>Class JU</u>	<u>Classes NA, NB, NC and ND (in the aggregate)</u>
May 2030	\$ 3,083,821.15	\$ 0.00	\$ 6,022,337.92
June 2030	3,020,955.18	0.00	5,922,712.80
July 2030	2,959,118.28	0.00	5,824,514.47
August 2030	2,898,295.07	0.00	5,727,723.83
September 2030	2,838,470.41	0.00	5,632,322.06
October 2030	2,779,629.36	0.00	5,538,290.57
November 2030	2,721,757.19	0.00	5,445,611.01
December 2030	2,664,839.40	0.00	5,354,265.25
January 2031	2,608,861.68	0.00	5,264,235.42
February 2031	2,553,809.93	0.00	5,175,503.87
March 2031	2,499,670.25	0.00	5,088,053.17
April 2031	2,446,428.94	0.00	5,001,866.13
May 2031	2,394,072.49	0.00	4,916,925.76
June 2031	2,342,587.58	0.00	4,833,215.32
July 2031	2,291,961.10	0.00	4,750,718.25
August 2031	2,242,180.12	0.00	4,669,418.24
September 2031	2,193,231.87	0.00	4,589,299.15
October 2031	2,145,103.80	0.00	4,510,345.10
November 2031	2,097,783.52	0.00	4,432,540.36
December 2031	2,051,258.81	0.00	4,355,869.45
January 2032	2,005,517.65	0.00	4,280,317.05
February 2032	1,960,548.16	0.00	4,205,868.08
March 2032	1,916,338.67	0.00	4,132,507.63
April 2032	1,872,877.63	0.00	4,060,220.97
May 2032	1,830,153.70	0.00	3,988,993.59
June 2032	1,788,155.68	0.00	3,918,811.16
July 2032	1,746,872.53	0.00	3,849,659.52
August 2032	1,706,293.38	0.00	3,781,524.71
September 2032	1,666,407.51	0.00	3,714,392.94
October 2032	1,627,204.35	0.00	3,648,250.62
November 2032	1,588,673.48	0.00	3,583,084.31
December 2032	1,550,804.65	0.00	3,518,880.75
January 2033	1,513,587.74	0.00	3,455,626.87
February 2033	1,477,012.78	0.00	3,393,309.75
March 2033	1,441,069.94	0.00	3,331,916.65
April 2033	1,405,749.55	0.00	3,271,434.99
May 2033	1,371,042.04	0.00	3,211,852.35
June 2033	1,336,938.03	0.00	3,153,156.47
July 2033	1,303,428.23	0.00	3,095,335.28
August 2033	1,270,503.51	0.00	3,038,376.82
September 2033	1,238,154.87	0.00	2,982,269.31
October 2033	1,206,373.43	0.00	2,927,001.14
November 2033	1,175,150.45	0.00	2,872,560.81
December 2033	1,144,477.31	0.00	2,818,937.01
January 2034	1,114,345.51	0.00	2,766,118.56
February 2034	1,084,746.68	0.00	2,714,094.42
March 2034	1,055,672.58	0.00	2,662,853.70

<u>Distribution Date</u>	<u>Class PA</u>	<u>Class JU</u>	<u>Classes NA, NB, NC and ND (in the aggregate)</u>
April 2034	\$ 1,027,115.08	\$ 0.00	\$ 2,612,385.65
May 2034	999,066.15	0.00	2,562,679.68
June 2034	971,517.92	0.00	2,513,725.30
July 2034	944,462.59	0.00	2,465,512.20
August 2034	917,892.50	0.00	2,418,030.17
September 2034	891,800.09	0.00	2,371,269.14
October 2034	866,177.93	0.00	2,325,219.20
November 2034	841,018.67	0.00	2,279,870.53
December 2034	816,315.07	0.00	2,235,213.47
January 2035	792,060.03	0.00	2,191,238.47
February 2035	768,246.52	0.00	2,147,936.10
March 2035	744,867.61	0.00	2,105,297.07
April 2035	721,916.49	0.00	2,063,312.21
May 2035	699,386.45	0.00	2,021,972.46
June 2035	677,270.86	0.00	1,981,268.88
July 2035	655,563.21	0.00	1,941,192.65
August 2035	634,257.06	0.00	1,901,735.08
September 2035	613,346.09	0.00	1,862,887.57
October 2035	592,824.04	0.00	1,824,641.64
November 2035	572,684.79	0.00	1,786,988.94
December 2035	552,922.26	0.00	1,749,921.20
January 2036	533,530.49	0.00	1,713,430.29
February 2036	514,503.60	0.00	1,677,508.16
March 2036	495,835.78	0.00	1,642,146.88
April 2036	477,521.35	0.00	1,607,338.63
May 2036	459,554.65	0.00	1,573,075.68
June 2036	441,930.16	0.00	1,539,350.40
July 2036	424,642.42	0.00	1,506,155.28
August 2036	407,686.04	0.00	1,473,482.89
September 2036	391,055.72	0.00	1,441,325.91
October 2036	374,746.23	0.00	1,409,677.11
November 2036	358,752.45	0.00	1,378,529.36
December 2036	343,069.28	0.00	1,347,875.61
January 2037	327,691.74	0.00	1,317,708.93
February 2037	312,614.92	0.00	1,288,022.46
March 2037	297,833.95	0.00	1,258,809.44
April 2037	283,344.07	0.00	1,230,063.20
May 2037	269,140.57	0.00	1,201,777.15
June 2037	255,218.81	0.00	1,173,944.80
July 2037	241,574.23	0.00	1,146,559.74
August 2037	228,202.33	0.00	1,119,615.63
September 2037	215,098.68	0.00	1,093,106.25
October 2037	202,258.91	0.00	1,067,025.42
November 2037	189,678.73	0.00	1,041,367.08
December 2037	177,353.89	0.00	1,016,125.23
January 2038	165,280.22	0.00	991,293.95
February 2038	153,453.62	0.00	966,867.40

<u>Distribution Date</u>	<u>Class PA</u>	<u>Class JU</u>	<u>Classes NA, NB, NC and ND (in the aggregate)</u>
March 2038	\$ 141,870.02	\$ 0.00	\$ 942,839.83
April 2038	130,525.45	0.00	919,205.56
May 2038	119,415.97	0.00	895,958.97
June 2038	108,537.72	0.00	873,094.53
July 2038	97,886.87	0.00	850,606.79
August 2038	87,459.68	0.00	828,490.37
September 2038	77,252.44	0.00	806,739.93
October 2038	67,261.52	0.00	785,350.26
November 2038	57,483.32	0.00	764,316.16
December 2038	47,914.30	0.00	743,632.55
January 2039	38,551.00	0.00	723,294.37
February 2039	29,389.96	0.00	703,296.68
March 2039	20,427.83	0.00	683,634.56
April 2039	11,661.27	0.00	664,303.18
May 2039	3,087.00	0.00	645,297.78
June 2039	188.33	0.00	626,613.64
July 2039	139.86	0.00	608,246.11
August 2039	92.14	0.00	590,190.64
September 2039	45.46	0.00	572,442.68
October 2039	0.00	0.00	554,997.78
November 2039	0.00	0.00	537,851.55
December 2039	0.00	0.00	520,999.65
January 2040	0.00	0.00	504,437.79
February 2040	0.00	0.00	488,161.76
March 2040	0.00	0.00	472,167.38
April 2040	0.00	0.00	456,450.55
May 2040	0.00	0.00	441,007.21
June 2040	0.00	0.00	425,833.37
July 2040	0.00	0.00	410,925.07
August 2040	0.00	0.00	396,278.43
September 2040	0.00	0.00	381,889.61
October 2040	0.00	0.00	367,754.81
November 2040	0.00	0.00	353,870.31
December 2040	0.00	0.00	340,232.42
January 2041	0.00	0.00	326,837.50
February 2041	0.00	0.00	313,681.96
March 2041	0.00	0.00	300,762.28
April 2041	0.00	0.00	288,074.95
May 2041	0.00	0.00	275,616.55
June 2041	0.00	0.00	263,383.66
July 2041	0.00	0.00	251,372.95
August 2041	0.00	0.00	239,581.11
September 2041	0.00	0.00	228,004.88
October 2041	0.00	0.00	216,641.06
November 2041	0.00	0.00	205,486.46
December 2041	0.00	0.00	194,537.96
January 2042	0.00	0.00	183,792.49

<u>Distribution Date</u>	<u>Class PA</u>	<u>Class JU</u>	<u>Classes NA, NB, NC and ND (in the aggregate)</u>
February 2042 .....	\$ 0.00	\$ 0.00	\$ 173,246.99
March 2042 .....	0.00	0.00	162,898.47
April 2042 .....	0.00	0.00	152,743.97
May 2042 .....	0.00	0.00	142,780.56
June 2042 .....	0.00	0.00	133,005.38
July 2042 .....	0.00	0.00	123,415.59
August 2042 .....	0.00	0.00	114,008.37
September 2042 .....	0.00	0.00	104,780.98
October 2042 .....	0.00	0.00	95,730.68
November 2042 .....	0.00	0.00	86,854.80
December 2042 .....	0.00	0.00	78,150.68
January 2043 .....	0.00	0.00	69,615.71
February 2043 .....	0.00	0.00	61,247.31
March 2043 .....	0.00	0.00	53,042.95
April 2043 .....	0.00	0.00	45,000.11
May 2043 .....	0.00	0.00	37,116.33
June 2043 .....	0.00	0.00	29,389.16
July 2043 .....	0.00	0.00	21,816.22
August 2043 .....	0.00	0.00	14,395.11
September 2043 .....	0.00	0.00	7,123.52
October 2043 and thereafter .....	0.00	0.00	0.00

Underlying Certificates

Trust Asset Group	Issuer	Series	Class	Issue Date	CUSIP Number	Interest Rate	Interest Type	Final Distribution Date	Principal Type	Original Principal or Notional Balance of Class	Underlying Certificate Factor(2)	Principal or Notional Balance in Trust	Percentage of Class in Trust	Approximate Weighted Average Coupon of Mortgage Loans(3)	Approximate Weighted Average Remaining Maturity of Mortgage Loans (in months)(3)	Approximate Weighted Average Age of Mortgage Loans (in months)(3)	Ginnie Mae I or II
2	Ginnie Mae	2014-095	HG(4X5)	June 30, 2014	38379CGJL4	3.0%	FIX	February 2040	SC/PT	\$145,190,032	0.96896507	\$59,973,739	42.6299094834%	5.000%	297	55	I
2	Ginnie Mae	2014-095	LG(4X6)	June 30, 2014	38379CGJH0	3.0	FIX	December 2039	SC/PT	95,347,070	0.96560091	13,824,490	15.0156486193	5.000	298	57	I
5	Ginnie Mae	2014-079	JI(4X7)	May 30, 2014	38379B5K0	4.5	FIX/IO	February 2040	NTL(SC/PAC I)	19,279,666	0.96620537	966,204	5.1868066594	5.000	296	55	I
5	Ginnie Mae	2014-079	HI(4X7)	May 30, 2014	38379B4D7	4.5	FIX/IO	February 2040	NTL(SC/PAC I)	18,317,000	0.96442923	428,635	2.4264017033	5.000	296	55	I
5	Ginnie Mae	2014-099	HI(4)	July 30, 2014	38379DDE1	4.5	FIX/IO	June 2044	NTL(PAC I)	19,012,666	0.99690582	221,512	1.1688108078	4.809	349	5	II

- (1) As defined under "Class Types" in Appendix I to the Base Offering Circular.
- (2) Underlying Certificate Factors are as of August 2014.
- (3) Based on information as of August 2014.
- (4) MX Class.

- (5) Ginnie Mae 2014-095 Class HG is backed by a previously issued MX certificate, Class BA from Ginnie Mae 2010-020, copies of the Cover Page, Terms Sheet and Schedule I from which are included in Exhibit B to this Supplement.
- (6) Ginnie Mae 2014-095 Class LG is backed by a previously issued MX certificate, Class CA from Ginnie Mae 2009-121, copies of the Cover Page, Terms Sheet and Schedule I from which are included in Exhibit B to this Supplement.
- (7) Ginnie Mae 2014-079 Classes HI and JI are backed by a previously issued MX certificate, Class DA from Ginnie Mae 2010-026, copies of the Cover Page, Terms Sheet and Schedule I from which are included in Exhibit B to this Supplement.

**Cover Pages, Terms Sheets, Schedule I and Exhibit A, if applicable,  
from Underlying Certificate Disclosure Documents**



\$12,054,920,239

**Government National Mortgage Association**  
**GINNIE MAE®**

**Guaranteed REMIC Pass-Through Securities  
and MX Securities**  
**Ginnie Mae REMIC Trust 2009-121**

**The Securities**

The Trust will issue the Classes of Securities listed on the front cover of this offering circular supplement.

**The Ginnie Mae Guaranty**

Ginnie Mae will guarantee the timely payment of principal and interest on the securities. The Ginnie Mae Guaranty is backed by the full faith and credit of the United States of America.

**The Trust and its Assets**

The Trust will own (1) Ginnie Mae Certificates and (2) certain previously issued certificates.

**The securities may not be suitable investments for you. You should consider carefully the risks of investing in them.**

**See "Risk Factors" beginning on page S-14 which highlights some of these risks.**

The Sponsor and the Co-Sponsor will offer the securities from time to time in negotiated transactions at varying prices. We expect the closing date to be December 30, 2009.

You should read the Base Offering Circular as well as this Supplement.

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

Class of REMIC Securities	Original Principal Balance(2)	Interest Rate	Principal Type(3)	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
<b>Security Group 1</b>						
HZ.. .....	\$ 71,170,478	5.50%	SC/PT/SUP	FIX/Z	38376PAA8	October 2039
<b>Security Group 2</b>						
VA(1) .....	22,871,017	5.50	SC/AD/SEQ	FIX	38376PAB6	November 2020
Z... .....	28,015,000	5.50	SC/SEQ	FIX/Z	38376PAC4	September 2039
<b>Security Group 3</b>						
BZ.. .....	30,000,000	5.00	SUP	FIX/Z	38376PAD2	December 2039
KA(1) .....	24,382,000	5.00	PAC II/AD	FIX	38376PAE0	December 2039
KZ.. .....	1,000	5.00	PAC II/AD	FIX/Z	38376PAF7	December 2039
NA(1) .....	237,490,000	5.00	PAC I/AD	FIX	38376PAG5	April 2037
PN(1) .....	40,023,000	5.00	PAC I/AD	FIX	38376PAH3	October 2038
V(1) .....	14,972,000	5.00	AD/PAC I	FIX	38376PAJ9	December 2020
ZA(1) .....	20,576,000	5.00	PAC I/AD	FIX/Z	38376PAK6	December 2039
ZB.. .....	30,000,000	5.00	SUP	FIX/Z	38376PAL4	December 2039
<b>Security Group 4</b>						
FD.. .....	87,954,786	(5)	SC/PT	FLT	38376PAM2	March 2037
ID(1) .....	732,956	6.00	NTL (SC/PT)	FIX/IO	38376PAN0	March 2037
OD(1) .....	4,821,226	0.00	SC/PT	PO	38376PAP5	March 2037
<b>Security Group 5</b>						
FE.. .....	64,181,643	(5)	SC/PT	FLT	38376PAQ3	May 2036
IE(6) .....	64,181,643	(5)	NTL (SC/PT)	SP/IO	38376PAR1	May 2036
OE.. .....	4,612,408	0.00	SC/PT	PO	38376PAS9	May 2036
<b>Security Group 6</b>						
YH . .....	17,230,314	4.75	SC/PT	FIX	38376PAT7	September 2038
YI(1) .....	861,515	5.00	NTL (SC/PT)	FIX/IO	38376PAU4	September 2038
<b>Security Group 7</b>						
VN(1) .....	21,678,896	5.50	SC/AD/SEQ	FIX	38376PAV2	November 2020
ZQ.. .....	26,555,133	5.50	SC/SEQ	FIX/Z	38376PAW0	September 2039
<b>Security Group 8</b>						
XE.. .....	14,932,101	4.50	SC/PT	FIX	38376PAX8	February 2038
XI(1) .....	1,493,210	5.00	NTL (SC/PT)	FIX/IO	38376PAY6	February 2038
<b>Security Group 9</b>						
A(1) . .....	139,428,571	(5)	NTL (PT)	INV/IO	38376PAZ3	December 2039
AV(1) .....	139,428,571	(5)	NTL (PT)	FLT/IO	38376PBA7	December 2039
IA(1) .....	139,428,571	(5)	NTL (PT)	INV/IO	38376PBB5	December 2039
IB(1) .....	139,428,571	(5)	NTL (PT)	INV/IO	38376PBC3	December 2039
OA(1) .....	244,000,000	0.00	PT	PO	38376PBD1	December 2039
SA(1) .....	139,428,571	(5)	NTL (PT)	INV/IO	38376PBE9	December 2039

(Cover continued on next page)

**BOFAM ERRILL LYNCH**

**LOOP CAPITAL MARKETS LLC**

**The date of this Offering Circular Supplement is December 22, 2009.**

Class of REMIC Securities	Original Principal Balance(2)	Interest Rate	Principal Type(3)	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
<b>Security Group 10</b>						
BD(1) . . . . .	\$ 52,714,285	(5)	NTL (PT)	INV/IO	38376PBF6	December 2039
BV(1) . . . . .	52,714,285	(5)	NTL (PT)	FLT/IO	38376PBG4	December 2039
IC(1) . . . . .	52,714,285	(5)	NTL (PT)	INV/IO	38376PBH2	December 2039
OB(1) . . . . .	82,000,000	0.00%	PT	PO	38376PBJ8	December 2039
SB(1) . . . . .	52,714,285	(5)	NTL (PT)	INV/IO	38376PBK5	December 2039
YB(1) . . . . .	52,714,285	(5)	NTL (PT)	INV/IO	38376PBL3	December 2039
<b>Security Group 11</b>						
CV(1) . . . . .	123,428,571	(5)	NTL (PT)	FLT/IO	38376PBM1	December 2039
D(1) . . . . .	123,428,571	(5)	NTL (PT)	INV/IO	38376PBN9	December 2039
EV(1) . . . . .	123,428,571	(5)	NTL (PT)	INV/IO	38376PBP4	December 2039
OC(1) . . . . .	192,000,000	0.00	PT	PO	38376PBQ2	December 2039
SC(1) . . . . .	123,428,571	(5)	NTL (PT)	INV/IO	38376PBR0	December 2039
YC(1) . . . . .	123,428,571	(5)	NTL (PT)	INV/IO	38376PBS8	December 2039
<b>Security Group 12</b>						
DO(1) . . . . .	3,920,767,252	0.00	PT	PO	38376PBT6	December 2039
DV(1) . . . . .	2,520,493,233	(5)	NTL (PT)	FLT/IO	38376PBU3	December 2039
IG(1) . . . . .	2,520,493,233	(5)	NTL (PT)	INV/IO	38376PBV1	December 2039
IH(1) . . . . .	2,520,493,233	(5)	NTL (PT)	INV/IO	38376PBW9	December 2039
SD(1) . . . . .	2,520,493,233	(5)	NTL (PT)	INV/IO	38376PBX7	December 2039
SK(1) . . . . .	2,520,493,233	(5)	NTL (PT)	INV/IO	38376PBY5	December 2039
<b>Security Group 13</b>						
IN(1) . . . . .	200,000,000	(5)	NTL (PT)	INV/IO	38376PCM0	December 2039
J(1) . . . . .	200,000,000	(5)	NTL (PT)	INV/IO	38376PCN8	December 2039
JV(1) . . . . .	200,000,000	(5)	NTL (PT)	FLT/IO	38376PCP3	December 2039
OJ(1) . . . . .	280,000,000	0.00	PT	PO	38376PCQ1	December 2039
SH(1) . . . . .	200,000,000	(5)	NTL (PT)	INV/IO	38376PCR9	December 2039
SJ(1) . . . . .	200,000,000	(5)	NTL (PT)	INV/IO	38376PCS7	December 2039
<b>Security Group 14</b>						
IS(1) . . . . .	30,108,432	(5)	NTL (PT)	INV/IO	38376PCZ1	December 2039
IT(1) . . . . .	30,108,432	(5)	NTL (PT)	INV/IO	38376PDA5	December 2039
MV(1) . . . . .	30,108,432	(5)	NTL (PT)	INV/IO	38376PDB3	December 2039
OM(1) . . . . .	52,689,756	0.00	PT	PO	38376PDC1	December 2039
SM(1) . . . . .	30,108,432	(5)	NTL (PT)	INV/IO	38376PDD9	December 2039
XV(1) . . . . .	30,108,432	(5)	NTL (PT)	FLT/IO	38376PDE7	December 2039
<b>Security Group 15</b>						
IU(1) . . . . .	1,119,796,268	(5)	NTL (PT)	INV/IO	38376PDF4	December 2039
OQ(1) . . . . .	1,741,905,307	0.00	PT	PO	38376PDG2	December 2039
QV(1) . . . . .	1,119,796,268	(5)	NTL (PT)	INV/IO	38376PDH0	December 2039
SP(1) . . . . .	1,119,796,268	(5)	NTL (PT)	INV/IO	38376PDJ6	December 2039
SQ(1) . . . . .	1,119,796,268	(5)	NTL (PT)	INV/IO	38376PDK3	December 2039
XN(1) . . . . .	1,119,796,268	(5)	NTL (PT)	FLT/IO	38376PDL1	December 2039
<b>Security Group 16</b>						
IY(1) . . . . .	3,321,795,827	(5)	NTL (PT)	INV/IO	38376PDT4	December 2039
OU(1) . . . . .	4,650,514,159	0.00	PT	PO	38376PDU1	December 2039
SU(1) . . . . .	3,321,795,827	(5)	NTL (PT)	INV/IO	38376PDV9	December 2039
U(1) . . . . .	3,321,795,827	(5)	NTL (PT)	INV/IO	38376PDW7	December 2039
UV(1) . . . . .	3,321,795,827	(5)	NTL (PT)	INV/IO	38376PDX5	December 2039
XH(1) . . . . .	3,321,795,827	(5)	NTL (PT)	FLT/IO	38376PDY3	December 2039
<b>Security Group 17</b>						
NP(1) . . . . .	46,594,382	(5)	NTL (PT)	INV/IO	38376PDZ0	December 2039
NQ(1) . . . . .	46,594,382	(5)	NTL (PT)	INV/IO	38376PEA4	December 2039
OW(1) . . . . .	59,301,941	0.00	PT	PO	38376PEB2	December 2039
SW(1) . . . . .	46,594,382	(5)	NTL (PT)	INV/IO	38376PEC0	December 2039
W(1) . . . . .	46,594,382	(5)	NTL (PT)	FLT/IO	38376PED8	December 2039
WV(1) . . . . .	46,594,382	(5)	NTL (PT)	INV/IO	38376PEE6	December 2039
<b>Security Group 18</b>						
H(1) . . . . .	3,262,759	(5)	NTL (SC/PT)	INV/IO	38376PEF3	February 2037
HS . . . . .	16,313,798	(5)	NTL (SC/PT)	INV/IO	38376PEG1	February 2037
NF(1) . . . . .	65,255,192	(5)	SC/PT	FLT	38376PEH9	February 2037
OH . . . . .	5,019,630	0.00	SC/PT	PO	38376PEJ5	February 2037
<b>Residual</b>						
RR . . . . .	0	0.00	NPR	NPR	38376PEK2	December 2039

- (1) These Securities may be exchanged for MX Securities described in Schedule I.
- (2) Subject to increase as described under "Increase in Size" in this Supplement. The amount shown for each Notional Class (indicated by "NTL" under Principal Type) is its original Class Notional Balance and does not represent principal that will be paid.
- (3) As defined under "Class Types" in Appendix I to the Base Offering Circular. The type of Class with which the Class Notional Balance of each Notional Class will be reduced is indicated in parentheses.
- (4) See "Yield, Maturity and Prepayment Considerations — Final Distribution Date" in this Supplement.
- (5) See "Terms Sheet — Interest Rates" in this Supplement.
- (6) This Class has the SP ("Special") designation in its Interest Type because its interest rate will change significantly at specified levels of LIBOR. See "Terms Sheet — Interest Rates" in this Supplement.



## TERMS SHEET

This terms sheet contains selected information for quick reference only. You should read this Supplement, particularly “Risk Factors,” and each of the other documents listed under “Available Information.”

**Sponsor:** Banc of America Securities LLC

**Co-Sponsor:** Loop Capital Markets LLC

**Trustee:** Wells Fargo Bank, N.A.

**Tax Administrator:** The Trustee

**Closing Date:** December 30, 2009

**Distribution Dates:** For the Group 1, 9, 10, 11, 12 and 13 Securities, the 16th day of each month or if the 16th day is not a Business Day, the first Business Day thereafter, commencing in January 2010. For the Group 2, 3, 4, 5, 6, 7, 8, 14, 15, 16, 17 and 18 Securities, the 20th day of each month or if the 20th day is not a Business Day, the first Business Day thereafter, commencing in January 2010.

**Trust Assets:**

<u>Trust Asset Group</u>	<u>Trust Asset Type</u>	<u>Certificate Rate</u>	<u>Original Term To Maturity (in years)</u>
1	Underlying Certificate	(1)	(1)
2	Underlying Certificate	(1)	(1)
3	Ginnie Mae II	5.0%	30
4	Underlying Certificates	(1)	(1)
5	Underlying Certificates	(1)	(1)
6	Underlying Certificates	(1)	(1)
7	Underlying Certificates	(1)	(1)
8	Underlying Certificates	(1)	(1)
9	Ginnie Mae I	4.0%	30
10	Ginnie Mae I	4.5%	30
11	Ginnie Mae I	4.5%	30
12	Ginnie Mae I	4.5%	30
13	Ginnie Mae I	5.0%	30
14	Ginnie Mae II	4.0%	30
15	Ginnie Mae II	4.5%	30
16	Ginnie Mae II	5.0%	30
17	Ginnie Mae II	5.5%	30
18	Underlying Certificates	(1)	(1)

<sup>(1)</sup> Certain information regarding the Underlying Certificates is set forth in Exhibits A and B to this Supplement.

**Security Groups:** This series of Securities consists of multiple Security Groups (each, a “Group”), as shown on the front cover of this Supplement and on Schedule I to this Supplement. Except in the case of Class IX payments on each Group will be based solely on payments on the Trust Asset Group with the same numerical designation.

**Assumed Characteristics of the Mortgage Loans Underlying the Group 3, Group 9, Group 10, Group 11, Group 12, Group 13, Group 14, Group 15, Group 16 and Group 17 Trust Assets<sup>1</sup>:**

<u>Principal Balance<sup>2</sup></u>	<u>Weighted Average Remaining Term to Maturity (in months)</u>	<u>Weighted Average Loan Age (in months)</u>	<u>Weighted Average Mortgage Rate<sup>3</sup></u>
<b>Group 3 Trust Assets</b>			
\$ 397,444,000	359	0	5.38%
<b>Group 9 Trust Assets</b>			
\$ 244,000,000	359	1	4.50%
<b>Group 10 Trust Assets</b>			
\$ 82,000,000	359	1	5.00%
<b>Group 11 Trust Assets</b>			
\$ 192,000,000	359	1	5.00%
<b>Group 12 Trust Assets</b>			
\$3,920,767,252	359	1	5.00%
<b>Group 13 Trust Assets</b>			
\$ 280,000,000	359	1	5.50%
<b>Group 14 Trust Assets</b>			
\$ 52,689,756	359	1	4.44%
<b>Group 15 Trust Assets</b>			
\$1,741,905,307	359	1	4.94%
<b>Group 16 Trust Assets</b>			
\$4,650,514,159	359	1	5.39%
<b>Group 17 Trust Assets</b>			
\$ 59,301,941	359	1	5.93%

<sup>1</sup> As of December 1, 2009.

<sup>2</sup> Does not include the Group 3 Trust Assets that will be added to pay the Trustee Fee.

<sup>3</sup> The Mortgage Loans underlying the Group 3, Group 14, Group 15, Group 16 and Group 17 Trust Assets may bear interest at rates ranging from 0.25% to 1.50% per annum above the related Certificate Rate.

The actual remaining terms to maturity, loan ages and, in the case of the Group 3, Group 14, Group 15, Group 16 and Group 17 Trust Assets, Mortgage Rates of many of the Mortgage Loans underlying the Group 3, Group 9, Group 10, Group 11, Group 12, Group 13, Group 14, Group 15, Group 16 and Group 17 Trust Assets will differ from the weighted averages shown above, perhaps significantly. See *“The Trust Assets — The Mortgage Loans” in this Supplement*. See Exhibit A to this Supplement for certain information regarding the characteristics of the Mortgage Loans included in the related Underlying Trusts.

**Issuance of Securities:** The Securities, other than the Residual Securities, will initially be issued in book-entry form through the book-entry system of the U.S. Federal Reserve Banks (the “Fedwire Book-Entry System”). The Residual Securities will be issued in fully registered, certificated form. See *“Description of the Securities — Form of Securities” in this Supplement*.

**Modification and Exchange:** If you own exchangeable Securities you will be able, upon notice and payment of an exchange fee, to exchange them for a proportionate interest in the related Securities shown on Schedule I to this Supplement. See “Description of the Securities — Modification and Exchange” in this Supplement.

**Increased Minimum Denomination Classes:** Each Class that constitutes a Principal Only, Interest Only, Special or Interest Only Inverse Floating Rate Class. See “Description of the Securities — Form of Securities” in this Supplement.

**Interest Rates:** The Interest Rates for the Fixed Rate Classes are shown on the front cover of this Supplement or on Schedule I to this Supplement.

The Floating Rate and Inverse Floating Rate Classes will bear interest at per annum rates based on one-month LIBOR (hereinafter referred to as “LIBOR”) as follows:

Class	Interest Rate Formula(1)	Initial Interest Rate(2)	Minimum Rate	Maximum Rate	Delay (in days)	LIBOR for Minimum Interest Rate
A .....	6.40% - LIBOR	0.200%	0.00%	0.20%	0	6.40%
AF .....	LIBOR + 0.40%	0.640%	0.40%	7.00%	0	0.00%
AS .....	6.40% - LIBOR	6.160%	0.00%	6.40%	0	6.40%
AV .....	LIBOR + 0.20%	0.440%	0.20%	7.00%	0	0.00%
BD .....	6.60% - LIBOR	0.200%	0.00%	0.20%	0	6.60%
BF .....	LIBOR + 0.40%	0.640%	0.40%	7.00%	0	0.00%
BS .....	6.40% - LIBOR	6.160%	0.00%	6.40%	0	6.40%
BV .....	LIBOR + 0.20%	0.440%	0.20%	7.00%	0	0.00%
CF .....	LIBOR + 0.40%	0.640%	0.40%	7.00%	0	0.00%
CS .....	6.40% - LIBOR	6.160%	0.00%	6.40%	0	6.40%
CV .....	LIBOR + 0.20%	0.440%	0.20%	7.00%	0	0.00%
D.....	6.60% - LIBOR	0.200%	0.00%	0.20%	0	6.60%
DF .....	LIBOR + 0.40%	0.640%	0.40%	7.00%	0	0.00%
DS .....	6.40% - LIBOR	6.160%	0.00%	6.40%	0	6.40%
DV .....	LIBOR + 0.20%	0.440%	0.20%	7.00%	0	0.00%
EV .....	6.80% - LIBOR	0.200%	0.00%	0.20%	0	6.80%
FA .....	LIBOR + 0.60%	0.840%	0.60%	7.00%	0	0.00%
FB .....	LIBOR + 0.60%	0.840%	0.60%	7.00%	0	0.00%
FC .....	LIBOR + 0.60%	0.840%	0.60%	7.00%	0	0.00%
FD .....	LIBOR + 0.55%	0.78313%	0.55%	7.07%	0	0.00%
FE .....	LIBOR + 0.50%	0.73313%	0.50%	7.50%	0	0.00%
FH .....	LIBOR + 0.60%	0.840%	0.60%	7.00%	0	0.00%
FJ .....	LIBOR + 0.60%	0.840%	0.60%	7.00%	0	0.00%
FK .....	LIBOR + 0.80%	1.040%	0.80%	7.00%	0	0.00%
FM .....	LIBOR + 0.60%	0.840%	0.60%	7.00%	0	0.00%
FP .....	LIBOR + 0.80%	1.040%	0.80%	7.00%	0	0.00%
FQ .....	LIBOR + 0.60%	0.840%	0.60%	7.00%	0	0.00%
FU .....	LIBOR + 0.60%	0.840%	0.60%	7.00%	0	0.00%
FV .....	LIBOR + 0.80%	1.040%	0.80%	7.00%	0	0.00%
FW.....	LIBOR + 0.60%	0.840%	0.60%	7.00%	0	0.00%
FY .....	LIBOR + 0.20%	0.440%	0.20%	7.00%	0	0.00%
H.....	130.00% - (LIBOR × 20)	1.000%	0.00%	1.00%	0	6.50%
HA .....	LIBOR + 0.20%	0.440%	0.20%	7.00%	0	0.00%
HB .....	LIBOR + 0.80%	1.040%	0.80%	7.00%	0	0.00%
HC .....	LIBOR + 0.20%	0.440%	0.20%	7.00%	0	0.00%
HE .....	LIBOR + 0.20%	0.440%	0.20%	7.00%	0	0.00%
HF .....	LIBOR + 0.80%	1.040%	0.80%	7.00%	0	0.00%
HG .....	LIBOR + 0.20%	0.440%	0.20%	7.00%	0	0.00%
HN.....	LIBOR + 0.20%	0.440%	0.20%	7.00%	0	0.00%
HS .....	25.80% - (LIBOR × 4)	1.000%	0.00%	1.00%	0	6.45%

<u>Class</u>	<u>Interest Rate Formula(1)</u>	<u>Initial Interest Rate(2)</u>	<u>Minimum Rate</u>	<u>Maximum Rate</u>	<u>Delay (in days)</u>	<u>LIBOR for Minimum Interest Rate</u>
HT .....	LIBOR + 0.80%	1.040%	0.80%	7.00%	0	0.00%
HU .....	LIBOR + 0.20%	0.440%	0.20%	7.00%	0	0.00%
HV .....	LIBOR + 0.80%	1.040%	0.80%	7.00%	0	0.00%
IA .....	6.80% - LIBOR	0.200%	0.00%	0.20%	0	6.80%
IB .....	6.60% - LIBOR	0.200%	0.00%	0.20%	0	6.60%
IC .....	6.80% - LIBOR	0.200%	0.00%	0.20%	0	6.80%
If LIBOR < 7.11%: (LIBOR - 6.9500005%)						
If 7.11% <= LIBOR: (1.059474412 ×						
IE .....	LIBOR) - 7.372863069%	0.0499995%	0.0499995%	0.181189546%	0	0.00%
IG .....	6.80% - LIBOR	0.200%	0.00%	0.20%	0	6.80%
IH .....	6.60% - LIBOR	0.200%	0.00%	0.20%	0	6.60%
IN .....	6.80% - LIBOR	0.200%	0.00%	0.20%	0	6.80%
IS .....	6.80% - LIBOR	0.200%	0.00%	0.20%	0	6.80%
IT .....	6.60% - LIBOR	0.200%	0.00%	0.20%	0	6.60%
IU .....	6.80% - LIBOR	0.200%	0.00%	0.20%	0	6.80%
IY .....	6.80% - LIBOR	0.200%	0.00%	0.20%	0	6.80%
J .....	6.60% - LIBOR	0.200%	0.00%	0.20%	0	6.60%
JF .....	LIBOR + 0.40%	0.640%	0.40%	7.00%	0	0.00%
JS .....	6.40% - LIBOR	6.160%	0.00%	6.40%	0	6.40%
JV .....	LIBOR + 0.20%	0.440%	0.20%	7.00%	0	0.00%
KF .....	LIBOR + 0.80%	1.040%	0.80%	7.00%	0	0.00%
KS .....	6.80% - LIBOR	6.560%	0.00%	6.80%	0	6.80%
M .....	LIBOR + 0.20%	0.440%	0.20%	7.00%	0	0.00%
MF .....	LIBOR + 0.40%	0.640%	0.40%	7.00%	0	0.00%
MS .....	6.40% - LIBOR	6.160%	0.00%	6.40%	0	6.40%
MV .....	6.40% - LIBOR	0.200%	0.00%	0.20%	0	6.40%
NF .....	LIBOR + 0.50%	0.73313%	0.50%	7.00%	0	0.00%
NP .....	6.80% - LIBOR	0.200%	0.00%	0.20%	0	6.80%
NQ .....	6.60% - LIBOR	0.200%	0.00%	0.20%	0	6.60%
NU .....	LIBOR + 0.20%	0.440%	0.20%	7.00%	0	0.00%
NX .....	LIBOR + 0.80%	1.040%	0.80%	7.00%	0	0.00%
PF .....	LIBOR + 0.55%	0.78313%	0.55%	7.00%	0	0.00%
PS .....	6.80% - LIBOR	6.560%	0.00%	6.80%	0	6.80%
QF .....	LIBOR + 0.40%	0.640%	0.40%	7.00%	0	0.00%
QS .....	6.40% - LIBOR	6.160%	0.00%	6.40%	0	6.40%
QV .....	6.40% - LIBOR	0.200%	0.00%	0.20%	0	6.40%
SA .....	6.20% - LIBOR	5.960%	0.00%	6.20%	0	6.20%
SB .....	6.20% - LIBOR	5.960%	0.00%	6.20%	0	6.20%
SC .....	6.20% - LIBOR	5.960%	0.00%	6.20%	0	6.20%
SD .....	6.20% - LIBOR	5.960%	0.00%	6.20%	0	6.20%
SH .....	6.40% - LIBOR	0.200%	0.00%	0.20%	0	6.40%
SJ .....	6.20% - LIBOR	5.960%	0.00%	6.20%	0	6.20%
SK .....	6.40% - LIBOR	0.200%	0.00%	0.20%	0	6.40%
SM .....	6.20% - LIBOR	5.960%	0.00%	6.20%	0	6.20%
SP .....	6.60% - LIBOR	0.200%	0.00%	0.20%	0	6.60%
SQ .....	6.20% - LIBOR	5.960%	0.00%	6.20%	0	6.20%
SU .....	6.20% - LIBOR	5.960%	0.00%	6.20%	0	6.20%
SW .....	6.20% - LIBOR	5.960%	0.00%	6.20%	0	6.20%
U .....	6.60% - LIBOR	0.200%	0.00%	0.20%	0	6.60%
UF .....	LIBOR + 0.40%	0.640%	0.40%	7.00%	0	0.00%
US .....	6.40% - LIBOR	6.160%	0.00%	6.40%	0	6.40%
UV .....	6.40% - LIBOR	0.200%	0.00%	0.20%	0	6.40%
W .....	LIBOR + 0.20%	0.440%	0.20%	7.00%	0	0.00%
WF .....	LIBOR + 0.40%	0.640%	0.40%	7.00%	0	0.00%
WS .....	6.40% - LIBOR	6.160%	0.00%	6.40%	0	6.40%

<u>Class</u>	<u>Interest Rate Formula(1)</u>	<u>Initial Interest Rate(2)</u>	<u>Minimum Rate</u>	<u>Maximum Rate</u>	<u>Delay (in days)</u>	<u>LIBOR for Minimum Interest Rate</u>
WV . . . . .	6.40% - LIBOR	0.200%	0.00%	0.20%	0	6.40%
XB .....	6.60% - LIBOR	6.360%	0.00%	6.60%	0	6.60%
XC .....	6.60% - LIBOR	6.360%	0.00%	6.60%	0	6.60%
XD .....	6.60% - LIBOR	6.360%	0.00%	6.60%	0	6.60%
XH .....	LIBOR + 0.20%	0.440%	0.20%	7.00%	0	0.00%
XJ .....	6.60% - LIBOR	6.360%	0.00%	6.60%	0	6.60%
XM .....	6.60% - LIBOR	6.360%	0.00%	6.60%	0	6.60%
XN .....	LIBOR + 0.20%	0.440%	0.20%	7.00%	0	0.00%
XQ .....	6.60% - LIBOR	6.360%	0.00%	6.60%	0	6.60%
XS .....	6.60% - LIBOR	6.360%	0.00%	6.60%	0	6.60%
XU .....	6.60% - LIBOR	6.360%	0.00%	6.60%	0	6.60%
XV .....	LIBOR + 0.20%	0.440%	0.20%	7.00%	0	0.00%
XW .....	6.60% - LIBOR	6.360%	0.00%	6.60%	0	6.60%
YB .....	6.40% - LIBOR	0.200%	0.00%	0.20%	0	6.40%
YC .....	6.40% - LIBOR	0.200%	0.00%	0.20%	0	6.40%
YD .....	6.80% - LIBOR	6.560%	0.00%	6.80%	0	6.80%
YJ .....	6.80% - LIBOR	6.560%	0.00%	6.80%	0	6.80%
YM .....	6.80% - LIBOR	6.560%	0.00%	6.80%	0	6.80%
YQ .....	6.80% - LIBOR	6.560%	0.00%	6.80%	0	6.80%
YS .....	6.80% - LIBOR	6.560%	0.00%	6.80%	0	6.80%
YU .....	6.80% - LIBOR	6.560%	0.00%	6.80%	0	6.80%
YW .....	6.80% - LIBOR	6.560%	0.00%	6.80%	0	6.80%

- (1) LIBOR will be established on the basis of the BBA LIBOR method, as described under “Description of the Securities — Interest Distributions — Floating Rate and Inverse Floating Rate Classes” in this Supplement.
- (2) The initial Interest Rate will be in effect during the first Accrual Period; the Interest Rate will adjust monthly thereafter.

**Allocation of Principal:** On each Distribution Date for a Security Group, the following distributions will be made to the related Securities:

**SECURITY GROUP 1**

The Group 1 Principal Distribution Amount will be allocated to HZ, until retired

**SECURITY GROUP 2**

The Group 2 Principal Distribution Amount and the Z Accrual Amount will be allocated, sequentially, to VA and Z, in that order, until retired

**SECURITY GROUP 3**

A percentage of the Group 3 Principal Distribution Amount will be applied to the Trustee Fee, and the remainder of the Group 3 Principal Distribution Amount (the “Group 3 Adjusted Principal Distribution Amount”) and the BZ, KZ, ZA and ZB Accrual Amounts will be allocated in the following order of priority:

- The BZ and ZB Accrual Amounts in the following order of priority:
  1. Sequentially, to NA, PN, V, ZA, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date

2. Sequentially, to KA and KZ, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date

3. Concurrently, to BZ and ZB, pro rata, until retired

- The KZ Accrual Amount, sequentially, to KA and KZ, in that order, until retired
- The ZA Accrual Amount, sequentially, to V and ZA, in that order, until retired
- The Group 3 Adjusted Principal Distribution Amount will be allocated in the following order of priority:

1. Sequentially, to NA, PN, V and ZA, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date

2. Sequentially, to KA and KZ, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date

3. Concurrently, to BZ and ZB, pro rata, until retired

4. Sequentially, to KA and KZ, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

5. Sequentially, to NA, PN, V and ZA, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

#### **SECURITY GROUP 4**

The Group 4 Principal Distribution Amount will be allocated, concurrently, to FD and OD, pro rata, until retired

#### **SECURITY GROUP 5**

The Group 5 Principal Distribution Amount will be allocated, concurrently, to FE and OE, pro rata, until retired

#### **SECURITY GROUP 6**

The Group 6 Principal Distribution Amount will be allocated to YH, until retired

#### **SECURITY GROUP 7**

The Group 7 Principal Distribution Amount and the ZQ Accrual Amount will be allocated, sequentially, to VN and ZQ, in that order, until retired

#### **SECURITY GROUP 8**

The Group 8 Principal Distribution Amount will be allocated to XE, until retired

#### **SECURITY GROUP 9**

The Group 9 Principal Distribution Amount will be allocated to OA, until retired

#### **SECURITY GROUP 10**

The Group 10 Principal Distribution Amount will be allocated to OB, until retired

**SECURITY GROUP 11**

The Group 11 Principal Distribution Amount will be allocated to OC, until retired

**SECURITY GROUP 12**

The Group 12 Principal Distribution Amount will be allocated to DO, until retired

**SECURITY GROUP 13**

The Group 13 Principal Distribution Amount will be allocated to OJ, until retired

**SECURITY GROUP 14**

The Group 14 Principal Distribution Amount will be allocated to OM, until retired

**SECURITY GROUP 15**

The Group 15 Principal Distribution Amount will be allocated to OQ, until retired

**SECURITY GROUP 16**

The Group 16 Principal Distribution Amount will be allocated to OU, until retired

**SECURITY GROUP 17**

The Group 17 Principal Distribution Amount will be allocated to OW, until retired

**SECURITY GROUP 18**

The Group 18 Principal Distribution Amount will be allocated, concurrently, to NF and OH, pro rata, until retired

**Scheduled Principal Balances:** The Aggregate Scheduled Principal Balances for the Classes listed below are included in Schedule II to this Supplement. They were calculated using, among other things, the following Structuring Ranges:

<u>Class</u>	<u>Structuring Ranges</u>
<b>PAC I Classes</b>	
NA, PN, V and ZA (in the aggregate) . . . . .	100% PSA through 250% PSA
<b>PAC II Classes</b>	
KA and KZ* (in the aggregate) . . . . .	158% PSA through 250% PSA

\* The initial Effective Rate is 159% PSA through 250% PSA.

**Accrual Classes:** Interest will accrue on each Accrual Class identified on the front cover of this Supplement at the per annum rate set forth on that page. However, no interest will be distributed to the Accrual Classes as interest. Interest so accrued on each Accrual Class on each Distribution Date will constitute an Accrual Amount, which will be added to the Class Principal Balance of that Class on each Distribution Date and, with respect to Classes BZ, KZ, Z, ZA, ZB and ZQ will be distributable as principal as set forth in this Terms Sheet under "Allocation of Principal." Principal will be distributed to Class HZ

when received as the Group 1 Principal Distribution Amount from the Group 1 Underlying Certificate, as set forth in this Terms Sheet under “Allocation of Principal.” The Group 1 Underlying Certificate is also an Accrual Class. Interest will accrue on the Group 1 Underlying Certificate at a rate set forth in the Terms Sheet of the related Underlying Certificate Disclosure Document set forth in Exhibit B to this Supplement. However, no interest will be distributed to the Group 1 Underlying Certificate as interest but will constitute an Accrual Amount with respect to the Underlying Trust, which will be added to the Class Principal Balance of the Group 1 Underlying Certificate on each Distribution Date and will be distributable as principal as set forth in the Terms Sheet of the related Underlying Certificate Disclosure Document set forth in Exhibit B to this Supplement. The Group 1 Underlying Certificate will receive principal distributions only if scheduled payments have been made on its related Accretion Directed Classes (or if such Classes have been retired).

**Notional Classes:** The Notional Classes will not receive distributions of principal but have Class Notional Balances for convenience in describing their entitlements to interest. The Class Notional Balance of each Notional Class represents the percentage indicated below of, and reduces to that extent with, the Class Principal Balances indicated:

<u>Class</u>	<u>Original Class Notional Balance</u>	<u>Represents Approximately</u>
<b>Security Group 2</b>		
VI .....	\$ 6,237,550	27.2727272727% of VA (SC/AD/SEQ Class)
<b>Security Group 3</b>		
IP .....	\$ 8,004,600	20% of PN (PAC I/AD Class)
KI .....	9,752,800	40% of KA (PAC II/AD Class)
NI .....	118,745,000	50% of NA (PAC I/AD Class)
PI .....	138,756,500	50% of NA and PN (in the aggregate) (PAC I/AD Classes)
<b>Security Group 4</b>		
ID .....	\$ 732,956	0.8333333333% of FD (SC/PT Class)
<b>Security Group 5</b>		
IE .....	\$ 64,181,643	100% of FE (SC/PT Class)
<b>Security Group 6</b>		
YI .....	\$ 861,515	5% of YH (SC/PT Class)
<b>Security Group 7</b>		
IV .....	\$ 7,883,234	36.3636363636% of VN (SC/AD/SEQ Class)
<b>Security Group 8</b>		
XI .....	\$ 1,493,210	10% of XE (SC/PT Class)
<b>Security Groups 6 and 8</b>		
IX .....	\$ 1,493,210	10% of XE (SC/PT Class)
	<u>861,515</u>	5% of YH (SC/PT Class)
	<u>\$ 2,354,725</u>	



<u>Class</u>	<u>Original Class Notional Balance</u>	<u>Represents Approximately</u>
<b>Security Group 9</b>		
A .....	\$ 139,428,571	57.1428571429% of OA (PT Class)
AI .....	244,000,000	100% of OA (PT Class)
AS .....	139,428,571	57.1428571429% of OA (PT Class)
AV .....	139,428,571	57.1428571429% of OA (PT Class)
IA .....	139,428,571	57.1428571429% of OA (PT Class)
IB .....	139,428,571	57.1428571429% of OA (PT Class)
SA .....	139,428,571	57.1428571429% of OA (PT Class)
XS .....	139,428,571	57.1428571429% of OA (PT Class)
YS .....	139,428,571	57.1428571429% of OA (PT Class)
<b>Security Group 10</b>		
BD .....	\$ 52,714,285	64.2857142857% of OB (PT Class)
BI .....	82,000,000	100% of OB (PT Class)
BS .....	52,714,285	64.2857142857% of OB (PT Class)
BV .....	52,714,285	64.2857142857% of OB (PT Class)
IC .....	52,714,285	64.2857142857% of OB (PT Class)
KS .....	52,714,285	64.2857142857% of OB (PT Class)
SB .....	52,714,285	64.2857142857% of OB (PT Class)
XB .....	52,714,285	64.2857142857% of OB (PT Class)
YB .....	52,714,285	64.2857142857% of OB (PT Class)
<b>Security Group 11</b>		
CI .....	\$ 192,000,000	100% of OC (PT Class)
CS .....	123,428,571	64.2857142857% of OC (PT Class)
CV .....	123,428,571	64.2857142857% of OC (PT Class)
D .....	123,428,571	64.2857142857% of OC (PT Class)
EV .....	123,428,571	64.2857142857% of OC (PT Class)
PS .....	123,428,571	64.2857142857% of OC (PT Class)
SC .....	123,428,571	64.2857142857% of OC (PT Class)
XC .....	123,428,571	64.2857142857% of OC (PT Class)
YC .....	123,428,571	64.2857142857% of OC (PT Class)

<u>Class</u>	<u>Original Class Notional Balance</u>	<u>Represents Approximately</u>
<b>Security Group 12</b>		
DI .....	\$3,920,767,252	100% of DO (PT Class)
DS .....	2,520,493,233	64.2857142857% of DO (PT Class)
DV .....	2,520,493,233	64.2857142857% of DO (PT Class)
IG .....	2,520,493,233	64.2857142857% of DO (PT Class)
IH .....	2,520,493,233	64.2857142857% of DO (PT Class)
SD .....	2,520,493,233	64.2857142857% of DO (PT Class)
SK .....	2,520,493,233	64.2857142857% of DO (PT Class)
XD .....	2,520,493,233	64.2857142857% of DO (PT Class)
YD .....	2,520,493,233	64.2857142857% of DO (PT Class)
<b>Security Group 13</b>		
IN .....	\$ 200,000,000	71.4285714286% of OJ (PT Class)
J .....	200,000,000	71.4285714286% of OJ (PT Class)
JI .....	280,000,000	100% of OJ (PT Class)
JS .....	200,000,000	71.4285714286% of OJ (PT Class)
JV .....	200,000,000	71.4285714286% of OJ (PT Class)
SH .....	200,000,000	71.4285714286% of OJ (PT Class)
SJ .....	200,000,000	71.4285714286% of OJ (PT Class)
XJ .....	200,000,000	71.4285714286% of OJ (PT Class)
YJ .....	200,000,000	71.4285714286% of OJ (PT Class)
<b>Security Group 14</b>		
IS .....	\$ 30,108,432	57.1428571429% of OM (PT Class)
IT .....	30,108,432	57.1428571429% of OM (PT Class)
MI .....	52,689,756	100% of OM (PT Class)
MS .....	30,108,432	57.1428571429% of OM (PT Class)
MV .....	30,108,432	57.1428571429% of OM (PT Class)
SM .....	30,108,432	57.1428571429% of OM (PT Class)
XM .....	30,108,432	57.1428571429% of OM (PT Class)
XV .....	30,108,432	57.1428571429% of OM (PT Class)
YM .....	30,108,432	57.1428571429% of OM (PT Class)

<u>Class</u>	<u>Original Class Notional Balance</u>	<u>Represents Approximately</u>
<b>Security Group 15</b>		
IU .....	\$1,119,796,268	64.2857142857% of OQ (PT Class)
QI .....	1,741,905,307	100% of OQ (PT Class)
QS .....	1,119,796,268	64.2857142857% of OQ (PT Class)
QV .....	1,119,796,268	64.2857142857% of OQ (PT Class)
SP .....	1,119,796,268	64.2857142857% of OQ (PT Class)
SQ .....	1,119,796,268	64.2857142857% of OQ (PT Class)
XN .....	1,119,796,268	64.2857142857% of OQ (PT Class)
XQ .....	1,119,796,268	64.2857142857% of OQ (PT Class)
YQ .....	1,119,796,268	64.2857142857% of OQ (PT Class)
<b>Security Group 16</b>		
IY .....	\$3,321,795,827	71.4285714286% of OU (PT Class)
SU .....	3,321,795,827	71.4285714286% of OU (PT Class)
U .....	3,321,795,827	71.4285714286% of OU (PT Class)
UI .....	4,650,514,159	100% of OU (PT Class)
US .....	3,321,795,827	71.4285714286% of OU (PT Class)
UV .....	3,321,795,827	71.4285714286% of OU (PT Class)
XH .....	3,321,795,827	71.4285714286% of OU (PT Class)
XU .....	3,321,795,827	71.4285714286% of OU (PT Class)
YU .....	3,321,795,827	71.4285714286% of OU (PT Class)
<b>Security Group 17</b>		
NP .....	\$ 46,594,382	78.5714285714% of OW (PT Class)
NQ .....	46,594,382	78.5714285714% of OW (PT Class)
SW .....	46,594,382	78.5714285714% of OW (PT Class)
W .....	46,594,382	78.5714285714% of OW (PT Class)
WI .....	59,301,941	100% of OW (PT Class)
WS .....	46,594,382	78.5714285714% of OW (PT Class)
WV .....	46,594,382	78.5714285714% of OW (PT Class)
XW .....	46,594,382	78.5714285714% of OW (PT Class)
YW .....	46,594,382	78.5714285714% of OW (PT Class)
<b>Security Group 18</b>		
H .....	\$ 3,262,759	5% of NF (SC/PT Class)
HS .....	16,313,798	25% of NF (SC/PT Class)

**Tax Status:** Double REMIC Series. See “Certain Federal Income Tax Consequences” in this Supplement and in the Base Offering Circular.

**Regular and Residual Classes:** Class RR is a Residual Class and represents the Residual Interest of the Issuing REMIC and the Pooling REMIC; all other Classes of REMIC Securities are Regular Classes.

Schedule I

Available Combinations(1)

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
<b>Security Group 2</b>								
Combination 1(6)								
VA	\$ 22,871,017	VB	\$ 22,871,017	SC/AD/SEQ	4.00%	FIX	38375AMM3	November 2020
		VC	22,871,017	SC/AD/SEQ	4.25	FIX	38375AMN1	November 2020
		VD	22,871,017	SC/AD/SEQ	4.50	FIX	38375AMP6	November 2020
		VE	22,871,017	SC/AD/SEQ	4.75	FIX	38375AMQ4	November 2020
		VG	22,871,017	SC/AD/SEQ	5.00	FIX	38375AMR2	November 2020
		VH	22,871,017	SC/AD/SEQ	5.25	FIX	38375AMS0	November 2020
		VI	6,237,550	NTL(SC/AD/SEQ)	5.50	FIX/IO	38375AMT8	November 2020
<b>Security Group 3</b>								
Combination 2(6)								
NA	\$ 237,490,000	NB	\$ 237,490,000	PAC I/AD	2.50%	FIX	38375AMU5	April 2037
		NC	237,490,000	PAC I/AD	2.75	FIX	38375AMV3	April 2037
		ND	237,490,000	PAC I/AD	3.00	FIX	38375AMW1	April 2037
		NE	237,490,000	PAC I/AD	3.25	FIX	38375AMX9	April 2037
		NG	237,490,000	PAC I/AD	3.50	FIX	38375AMY7	April 2037
		NH	237,490,000	PAC I/AD	3.75	FIX	38375AMZ4	April 2037
		NI	118,745,000	NTL (PAC I/AD)	5.00	FIX/IO	38375ANA8	April 2037
		NJ	237,490,000	PAC I/AD	4.00	FIX	38375ANB6	April 2037
		NK	237,490,000	PAC I/AD	4.25	FIX	38375ANC4	April 2037
		NL	237,490,000	PAC I/AD	4.50	FIX	38375AND2	April 2037
		NM	237,490,000	PAC I/AD	4.75	FIX	38375ANE0	April 2037

REMIC Securities			MX Securities					
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 3(6)								
NA	\$ 237,490,000	PA	\$ 277,513,000	PAC I/AD	5.00%	FIX	38375ANF7	October 2038
PN	40,023,000	PB	277,513,000	PAC I/AD	4.75	FIX	38375ANG5	October 2038
		PC	277,513,000	PAC I/AD	4.50	FIX	38375ANH3	October 2038
		PD	277,513,000	PAC I/AD	4.25	FIX	38375ANJ9	October 2038
		PE	277,513,000	PAC I/AD	4.00	FIX	38375ANK6	October 2038
		PG	277,513,000	PAC I/AD	3.75	FIX	38375ANL4	October 2038
		PH	277,513,000	PAC I/AD	3.50	FIX	38375ANM2	October 2038
		PI	138,756,500	NTL (PAC I/AD)	5.00	FIX/IO	38375ANN0	October 2038
		PJ	277,513,000	PAC I/AD	3.25	FIX	38375ANP5	October 2038
		PK	277,513,000	PAC I/AD	3.00	FIX	38375ANQ3	October 2038
		PL	277,513,000	PAC I/AD	2.75	FIX	38375ANR1	October 2038
		PM	277,513,000	PAC I/AD	2.50	FIX	38375ANS9	October 2038
Combination 4(6)								
PN	\$ 40,023,000	IP	\$ 8,004,600	NTL (PAC I/AD)	5.00%	FIX/IO	38375ANT7	October 2038
		PQ	40,023,000	PAC I/AD	4.75	FIX	38375ANU4	October 2038
		PT	40,023,000	PAC I/AD	4.50	FIX	38375ANV2	October 2038
		PU	40,023,000	PAC I/AD	4.25	FIX	38375ANW0	October 2038
		PV	40,023,000	PAC I/AD	4.00	FIX	38375ANX8	October 2038
Combination 5(6)								
KA	\$ 24,382,000	KB	\$ 24,382,000	PAC II/AD	3.00%	FIX	38375ANY6	December 2039
		KC	24,382,000	PAC II/AD	3.50	FIX	38375ANZ3	December 2039
		KD	24,382,000	PAC II/AD	4.00	FIX	38375APA6	December 2039
		KE	24,382,000	PAC II/AD	4.50	FIX	38375APB4	December 2039
		KI	9,752,800	NTL (PAC II/AD)	5.00	FIX/IO	38375APC2	December 2039

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 6								
PN	\$ 40,023,000	NY	\$ 75,571,000	PAC I/AD	5.00%	FIX	38375APD0	December 2039
V	14,972,000							
ZA	20,576,000							
Combination 7								
V	\$ 14,972,000	PY	\$ 35,548,000	PAC I/AD	5.00%	FIX	38375APE8	December 2039
ZA	20,576,000							
Combination 8								
NA	\$ 237,490,000	N	\$ 313,061,000	PAC I/AD	5.00%	FIX	38375APF5	December 2039
PN	40,023,000							
V	14,972,000							
ZA	20,576,000							
<b>Security Group 4</b>								
Combination 9								
ID	\$ 732,956	KT	\$ 732,956	SC/PT	6.00%	FIX	38375APG3	March 2037
OD	732,956							

REMIC Securities			MX Securities					
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
<b>Security Group 7</b>								
Combination 10(6)								
VN	\$ 21,678,896	IV	\$ 7,883,234	NTL (SC/AD/SEQ)	5.50%	FIX/IO	38375APH1	November 2020
		VJ	21,678,896	SC/AD/SEQ	3.50	FIX	38375APJ7	November 2020
		VK	21,678,896	SC/AD/SEQ	3.75	FIX	38375APK4	November 2020
		VL	21,678,896	SC/AD/SEQ	4.00	FIX	38375APL2	November 2020
		VM	21,678,896	SC/AD/SEQ	4.25	FIX	38375APM0	November 2020
		VP	21,678,896	SC/AD/SEQ	4.50	FIX	38375APN8	November 2020
		VQ	21,678,896	SC/AD/SEQ	4.75	FIX	38375APP3	November 2020
		VT	21,678,896	SC/AD/SEQ	5.00	FIX	38375APQ1	November 2020
		VU	21,678,896	SC/AD/SEQ	5.25	FIX	38375APR9	November 2020
<b>Security Groups 6 and 8</b>								
Combination 11(7)								
XI	\$ 1,493,210	IX	\$ 2,354,725	SC/NTL(PT)	5.00%	FIX/IO	38375APS7	September 2038
YI	861,515							
<b>Security Group 9</b>								
Combination 12								
A	\$ 104,571,429	AB	\$ 244,000,000	PT	3.00%	FIX	38375APT5	December 2039
AV	104,571,429							
IA	104,571,429							
IB	104,571,429							
OA	244,000,000							
SA	104,571,429							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 13								
A	\$ 122,000,000	AC	\$ 244,000,000	PT	3.50%	FIX	38375APU2	December 2039
AV	122,000,000							
IA	122,000,000							
IB	122,000,000							
OA	244,000,000							
SA	122,000,000							
Combination 14								
A	\$ 139,428,571	AD	\$ 216,888,888	PT	4.50%	FIX	38375APV0	December 2039
AV	139,428,571							
IA	139,428,571							
IB	139,428,571							
OA	216,888,888							
SA	139,428,571							
Combination 15								
A	\$ 139,428,571	AE	\$ 195,200,000	PT	5.00%	FIX	38375APW8	December 2039
AV	139,428,571							
IA	139,428,571							
IB	139,428,571							
OA	195,200,000							
SA	139,428,571							



REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 16								
A	\$ 139,428,571	AG	\$ 185,904,761	PT	5.25%	FIX	38375APX6	December 2039
AV	139,428,571							
IA	139,428,571							
IB	139,428,571							
OA	185,904,761							
SA	139,428,571							
Combination 17								
A	\$ 139,428,571	AH	\$ 177,454,545	PT	5.50%	FIX	38375APY4	December 2039
AV	139,428,571							
IA	139,428,571							
IB	139,428,571							
OA	177,454,545							
SA	139,428,571							
Combination 18								
A	\$ 139,428,571	AI	\$ 244,000,000	NTL (PT)	4.00%	FIX/IO	38375APZ1	December 2039
AV	139,428,571							
IA	139,428,571							
IB	139,428,571							
SA	139,428,571							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 19								
A	\$ 139,428,571	AJ	\$ 169,739,130	PT	5.75%	FIX	38375AQA5	December 2039
AV	139,428,571							
IA	139,428,571							
IB	139,428,571							
OA	169,739,130							
SA	139,428,571							
Combination 20								
A	\$ 139,428,571	AK	\$ 162,666,666	PT	6.00%	FIX	38375AQB3	December 2039
AV	139,428,571							
IA	139,428,571							
IB	139,428,571							
OA	162,666,666							
SA	139,428,571							
Combination 21								
A	\$ 139,428,571	AL	\$ 156,160,000	PT	6.25%	FIX	38375AQC1	December 2039
AV	139,428,571							
IA	139,428,571							
IB	139,428,571							
OA	156,160,000							
SA	139,428,571							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 22								
A	\$ 139,428,571	AM	\$ 150,153,846	PT	6.50%	FIX	38375AQD9	December 2039
AV	139,428,571							
IA	139,428,571							
IB	139,428,571							
OA	150,153,846							
SA	139,428,571							
Combination 23								
A	\$ 139,428,571	AN	\$ 144,592,592	PT	6.75%	FIX	38375AQE7	December 2039
AV	139,428,571							
IA	139,428,571							
IB	139,428,571							
OA	144,592,592							
SA	139,428,571							
Combination 24								
A	\$ 139,428,571	AP	\$ 139,428,571	PT	7.00%	FIX	38375AQF4	December 2039
AV	139,428,571							
IA	139,428,571							
IB	139,428,571							
OA	139,428,571							
SA	139,428,571							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 25								
A	\$ 139,428,571	AQ	\$ 134,620,689	PT	7.25%	FIX	38375AQQ2	December 2039
AV	139,428,571							
IA	139,428,571							
IB	139,428,571							
OA	134,620,689							
SA	139,428,571							
Combination 26								
A	\$ 139,428,571	AT	\$ 130,133,333	PT	7.50%	FIX	38375AQH0	December 2039
AV	139,428,571							
IA	139,428,571							
IB	139,428,571							
OA	130,133,333							
SA	139,428,571							
Combination 27								
A	\$ 139,428,571	AU	\$ 125,935,483	PT	7.75%	FIX	38375AQJ6	December 2039
AV	139,428,571							
IA	139,428,571							
IB	139,428,571							
OA	125,935,483							
SA	139,428,571							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 28								
A	\$ 139,428,571	AW	\$ 122,000,000	PT	8.00%	FIX	38375AQK3	December 2039
AV	139,428,571							
IA	139,428,571							
IB	139,428,571							
OA	122,000,000							
SA	139,428,571							
Combination 29								
A	\$ 139,428,571	AX	\$ 118,303,030	PT	8.25%	FIX	38375AQL1	December 2039
AV	139,428,571							
IA	139,428,571							
IB	139,428,571							
OA	118,303,030							
SA	139,428,571							
Combination 30								
A	\$ 139,428,571	AY	\$ 114,823,529	PT	8.50%	FIX	38375AQM9	December 2039
AV	139,428,571							
IA	139,428,571							
IB	139,428,571							
OA	114,823,529							
SA	139,428,571							
Combination 31								
AV	\$ 139,428,571	HA	\$ 139,428,571	PT	(5)	FLT	38375AQN7	December 2039
OA	139,428,571							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 32								
A	\$ 139,428,571	AS	\$ 139,428,571	NTL (PT)	(5)	INV/IO	38375AQP2	December 2039
SA	139,428,571							
Combination 33								
AV	\$ 139,428,571	AF	\$ 139,428,571	PT	(5)	FLT	38375AQQ0	December 2039
IA	139,428,571							
OA	139,428,571							
Combination 34								
AV	\$ 139,428,571	FA	\$ 139,428,571	PT	(5)	FLT	38375AQR8	December 2039
IA	139,428,571							
IB	139,428,571							
OA	139,428,571							
Combination 35								
A	\$ 139,428,571	HB	\$ 139,428,571	PT	(5)	FLT	38375AQS6	December 2039
AV	139,428,571							
IA	139,428,571							
IB	139,428,571							
OA	139,428,571							
Combination 36								
A	\$ 139,428,571	XS	\$ 139,428,571	NTL (PT)	(5)	INV/IO	38375AQT4	December 2039
IB	139,428,571							
SA	139,428,571							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 37								
A	\$ 139,428,571	YS	\$ 139,428,571	NTL (PT)	(5)	INV/IO	38375AQU1	December 2039
IA	139,428,571							
IB	139,428,571							
SA	139,428,571							
<b>Security Group 10</b>								
Combination 38								
BD	\$ 35,142,857	BA	\$ 82,000,000	PT	3.00%	FIX	38375AQV9	December 2039
BV	35,142,857							
IC	35,142,857							
OB	82,000,000							
SB	35,142,857							
YB	35,142,857							
Combination 39								
BD	\$ 41,000,000	B	\$ 82,000,000	PT	3.50%	FIX	38375AQW7	December 2039
BV	41,000,000							
IC	41,000,000							
OB	82,000,000							
SB	41,000,000							
YB	41,000,000							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 40								
BD	\$ 46,857,143	BC	\$ 82,000,000	PT	4.00%	FIX	38375AQX5	December 2039
BV	46,857,143							
IC	46,857,143							
OB	82,000,000							
SB	46,857,143							
YB	46,857,143							
Combination 41								
BD	\$ 52,714,285	BE	\$ 73,800,000	PT	5.00%	FIX	38375AQY3	December 2039
BV	52,714,285							
IC	52,714,285							
OB	73,800,000							
SB	52,714,285							
YB	52,714,285							
Combination 42								
BD	\$ 52,714,285	BG	\$ 70,285,714	PT	5.25%	FIX	38375AQZ0	December 2039
BV	52,714,285							
IC	52,714,285							
OB	70,285,714							
SB	52,714,285							
YB	52,714,285							



REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 43								
BD	\$ 52,714,285	BH	\$ 67,090,909	PT	5.50%	FIX	38375ARA4	December 2039
BV	52,714,285							
IC	52,714,285							
OB	67,090,909							
SB	52,714,285							
YB	52,714,285							
Combination 44								
BD	\$ 52,714,285	BI	\$ 82,000,000	NTL (PT)	4.50%	FIX/IO	38375ARB2	December 2039
BV	52,714,285							
IC	52,714,285							
SB	52,714,285							
YB	52,714,285							
Combination 45								
BD	\$ 52,714,285	BJ	\$ 64,173,913	PT	5.75%	FIX	38375ARC0	December 2039
BV	52,714,285							
IC	52,714,285							
OB	64,173,913							
SB	52,714,285							
YB	52,714,285							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 46								
BD	\$ 52,714,285	BK	\$ 61,500,000	PT	6.00%	FIX	38375ARD8	December 2039
BV	52,714,285							
IC	52,714,285							
OB	61,500,000							
SB	52,714,285							
YB	52,714,285							
Combination 47								
BD	\$ 52,714,285	BL	\$ 59,040,000	PT	6.25%	FIX	38375ARE6	December 2039
BV	52,714,285							
IC	52,714,285							
OB	59,040,000							
SB	52,714,285							
YB	52,714,285							
Combination 48								
BD	\$ 52,714,285	BM	\$ 56,769,230	PT	6.50%	FIX	38375ARF3	December 2039
BV	52,714,285							
IC	52,714,285							
OB	56,769,230							
SB	52,714,285							
YB	52,714,285							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 49								
BD	\$ 52,714,285	BN	\$ 54,666,666	PT	6.75%	FIX	38375ARG1	December 2039
BV	52,714,285							
IC	52,714,285							
OB	54,666,666							
SB	52,714,285							
YB	52,714,285							
Combination 50								
BD	\$ 52,714,285	BP	\$ 52,714,285	PT	7.00%	FIX	38375ARR9	December 2039
BV	52,714,285							
IC	52,714,285							
OB	52,714,285							
SB	52,714,285							
YB	52,714,285							
Combination 51								
BD	\$ 52,714,285	BQ	\$ 50,896,551	PT	7.25%	FIX	38375ARJ5	December 2039
BV	52,714,285							
IC	52,714,285							
OB	50,896,551							
SB	52,714,285							
YB	52,714,285							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 52								
BD	\$ 52,714,285	BT	\$ 49,200,000	PT	7.50%	FIX	38375ARK2	December 2039
BV	52,714,285							
IC	52,714,285							
OB	49,200,000							
SB	52,714,285							
YB	52,714,285							
Combination 53								
BD	\$ 52,714,285	BU	\$ 47,612,903	PT	7.75%	FIX	38375ARL0	December 2039
BV	52,714,285							
IC	52,714,285							
OB	47,612,903							
SB	52,714,285							
YB	52,714,285							
Combination 54								
BD	\$ 52,714,285	BW	\$ 46,125,000	PT	8.00%	FIX	38375ARM8	December 2039
BV	52,714,285							
IC	52,714,285							
OB	46,125,000							
SB	52,714,285							
YB	52,714,285							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 55								
BD	\$ 52,714,285	BX	\$ 44,727,272	PT	8.25%	FIX	38375ARN6	December 2039
BV	52,714,285							
IC	52,714,285							
OB	44,727,272							
SB	52,714,285							
YB	52,714,285							
Combination 56								
BD	\$ 52,714,285	BY	\$ 43,411,764	PT	8.50%	FIX	38375ARP1	December 2039
BV	52,714,285							
IC	52,714,285							
OB	43,411,764							
SB	52,714,285							
YB	52,714,285							
Combination 57								
BV	\$ 52,714,285	HC	\$ 52,714,285	PT	(5)	FLT	38375ARQ9	December 2039
OB	52,714,285							
Combination 58								
SB	\$ 52,714,285	BS	\$ 52,714,285	NTL (PT)	(5)	INV/IO	38375ARR7	December 2039
YB	52,714,285							
Combination 59								
BV	\$ 52,714,285	BF	\$ 52,714,285	PT	(5)	FLT	38375ARS5	December 2039
IC	52,714,285							
OB	52,714,285							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 60								
BD	\$ 52,714,285	FB	\$ 52,714,285	PT	(5)	FLT	38375ART3	December 2039
BV	52,714,285							
IC	52,714,285							
OB	52,714,285							
Combination 61								
BD	\$ 52,714,285	HF	\$ 52,714,285	PT	(5)	FLT	38375ARU0	December 2039
BV	52,714,285							
IC	52,714,285							
OB	52,714,285							
YB	52,714,285							
Combination 62								
BD	\$ 52,714,285	XB	\$ 52,714,285	NTL (PT)	(5)	INV/IO	38375ARV8	December 2039
SB	52,714,285							
YB	52,714,285							
Combination 63								
BD	\$ 52,714,285	KS	\$ 52,714,285	NTL (PT)	(5)	INV/IO	38375ARW6	December 2039
IC	52,714,285							
SB	52,714,285							
YB	52,714,285							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
<b>Security Group 11</b>								
Combination 64								
CV	\$ 82,285,714	CA	\$ 192,000,000	PT	3.00%	FIX	38375ARX4	December 2039
D	82,285,714							
EV	82,285,714							
OC	192,000,000							
SC	82,285,714							
YC	82,285,714							
Combination 65								
CV	\$ 96,000,000	CB	\$ 192,000,000	PT	3.50%	FIX	38375ARY2	December 2039
D	96,000,000							
EV	96,000,000							
OC	192,000,000							
SC	96,000,000							
YC	96,000,000							
Combination 66								
CV	\$ 109,714,286	CD	\$ 192,000,000	PT	4.00%	FIX	38375ARZ9	December 2039
D	109,714,286							
EV	109,714,286							
OC	192,000,000							
SC	109,714,286							
YC	109,714,286							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 67								
CV	\$ 123,428,571	CE	\$ 172,800,000	PT	5.00%	FIX	38375ASA3	December 2039
D	123,428,571							
EV	123,428,571							
OC	172,800,000							
SC	123,428,571							
YC	123,428,571							
Combination 68								
CV	\$ 123,428,571	CG	\$ 164,571,428	PT	5.25%	FIX	38375ASB1	December 2039
D	123,428,571							
EV	123,428,571							
OC	164,571,428							
SC	123,428,571							
YC	123,428,571							
Combination 69								
CV	\$ 123,428,571	CH	\$ 157,090,909	PT	5.50%	FIX	38375ASC9	December 2039
D	123,428,571							
EV	123,428,571							
OC	157,090,909							
SC	123,428,571							
YC	123,428,571							



REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 70								
CV	\$ 123,428,571	CI	\$ 192,000,000	NTL (PT)	4.50%	FIX/IO	38375ASD7	December 2039
D	123,428,571							
EV	123,428,571							
SC	123,428,571							
YC	123,428,571							
Combination 71								
CV	\$ 123,428,571	CJ	\$ 150,260,869	PT	5.75%	FIX	38375ASE5	December 2039
D	123,428,571							
EV	123,428,571							
OC	150,260,869							
SC	123,428,571							
YC	123,428,571							
Combination 72								
CV	\$ 123,428,571	CK	\$ 144,000,000	PT	6.00%	FIX	38375ASF2	December 2039
D	123,428,571							
EV	123,428,571							
OC	144,000,000							
SC	123,428,571							
YC	123,428,571							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 73								
CV	\$ 123,428,571	CL	\$ 138,240,000	PT	6.25%	FIX	38375ASG0	December 2039
D	123,428,571							
EV	123,428,571							
OC	138,240,000							
SC	123,428,571							
YC	123,428,571							
Combination 74								
CV	\$ 123,428,571	CM	\$ 132,923,076	PT	6.50%	FIX	38375ASH8	December 2039
D	123,428,571							
EV	123,428,571							
OC	132,923,076							
SC	123,428,571							
YC	123,428,571							
Combination 75								
CV	\$ 123,428,571	CN	\$ 128,000,000	PT	6.75%	FIX	38375ASJ4	December 2039
D	123,428,571							
EV	123,428,571							
OC	128,000,000							
SC	123,428,571							
YC	123,428,571							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 76								
CV	\$ 123,428,571	CP	\$ 123,428,571	PT	7.00%	FIX	38375ASK1	December 2039
D	123,428,571							
EV	123,428,571							
OC	123,428,571							
SC	123,428,571							
YC	123,428,571							
Combination 77								
CV	\$ 123,428,571	CQ	\$ 119,172,413	PT	7.25%	FIX	38375ASL9	December 2039
D	123,428,571							
EV	123,428,571							
OC	119,172,413							
SC	123,428,571							
YC	123,428,571							
Combination 78								
CV	\$ 123,428,571	CT	\$ 115,200,000	PT	7.50%	FIX	38375ASM7	December 2039
D	123,428,571							
EV	123,428,571							
OC	115,200,000							
SC	123,428,571							
YC	123,428,571							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 79								
CV	\$ 123,428,571	CU	\$ 111,483,870	PT	7.75%	FIX	38375ASN5	December 2039
D	123,428,571							
EV	123,428,571							
OC	111,483,870							
SC	123,428,571							
YC	123,428,571							
Combination 80								
CV	\$ 123,428,571	CW	\$ 108,000,000	PT	8.00%	FIX	38375ASP0	December 2039
D	123,428,571							
EV	123,428,571							
OC	108,000,000							
SC	123,428,571							
YC	123,428,571							
Combination 81								
CV	\$ 123,428,571	CX	\$ 104,727,272	PT	8.25%	FIX	38375ASQ8	December 2039
D	123,428,571							
EV	123,428,571							
OC	104,727,272							
SC	123,428,571							
YC	123,428,571							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 82								
CV	\$ 123,428,571	CY	\$ 101,647,058	PT	8.50%	FIX	38375ASR6	December 2039
D	123,428,571							
EV	123,428,571							
OC	101,647,058							
SC	123,428,571							
YC	123,428,571							
Combination 83								
CV	\$ 123,428,571	HE	\$ 123,428,571	PT	(5)	FLT	38375ASS4	December 2039
OC	123,428,571							
Combination 84								
SC	\$ 123,428,571	CS	\$ 123,428,571	NTL (PT)	(5)	INV/IO	38375AST2	December 2039
YC	123,428,571							
Combination 85								
CV	\$ 123,428,571	CF	\$ 123,428,571	PT	(5)	FLT	38375ASU9	December 2039
EV	123,428,571							
OC	123,428,571							
Combination 86								
CV	\$ 123,428,571	FC	\$ 123,428,571	PT	(5)	FLT	38375ASV7	December 2039
D	123,428,571							
EV	123,428,571							
OC	123,428,571							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 87								
CV	\$ 123,428,571	KF	\$ 123,428,571	PT	(5)	FLT	38375ASW5	December 2039
D	123,428,571							
EV	123,428,571							
OC	123,428,571							
YC	123,428,571							
Combination 88								
D	\$ 123,428,571	XC	\$ 123,428,571	NTL (PT)	(5)	INV/IO	38375ASX3	December 2039
SC	123,428,571							
YC	123,428,571							
Combination 89								
D	\$ 123,428,571	PS	\$ 123,428,571	NTL (PT)	(5)	INV/IO	38375ASY1	December 2039
EV	123,428,571							
SC	123,428,571							
YC	123,428,571							
<b>Security Group 12</b>								
Combination 90								
DO	\$3,920,767,252	DA	\$3,920,767,252	PT	3.00%	FIX	38375ASZ8	December 2039
DV	1,680,328,822							
IG	1,680,328,822							
IH	1,680,328,822							
SD	1,680,328,822							
SK	1,680,328,822							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 91								
DO	\$3,920,767,252	DB	\$3,920,767,252	PT	3.50%	FIX	38375ATA2	December 2039
DV	1,960,383,626							
IG	1,960,383,626							
IH	1,960,383,626							
SD	1,960,383,626							
SK	1,960,383,626							
Combination 92								
DO	\$3,920,767,252	DC	\$3,920,767,252	PT	4.00%	FIX	38375ATB0	December 2039
DV	2,240,438,430							
IG	2,240,438,430							
IH	2,240,438,430							
SD	2,240,438,430							
SK	2,240,438,430							
Combination 93								
DO	\$3,528,690,526	DE	\$3,528,690,526	PT	5.00%	FIX	38375ATC8	December 2039
DV	2,520,493,233							
IG	2,520,493,233							
IH	2,520,493,233							
SD	2,520,493,233							
SK	2,520,493,233							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 94								
DO	\$3,360,657,644	DG	\$3,360,657,644	PT	5.25%	FIX	38375ATD6	December 2039
DV	2,520,493,233							
IG	2,520,493,233							
IH	2,520,493,233							
SD	2,520,493,233							
SK	2,520,493,233							
Combination 95								
DO	\$3,207,900,478	DH	\$3,207,900,478	PT	5.50%	FIX	38375ATE4	December 2039
DV	2,520,493,233							
IG	2,520,493,233							
IH	2,520,493,233							
SD	2,520,493,233							
SK	2,520,493,233							
Combination 96								
DV	\$2,520,493,233	DI	\$3,920,767,252	NTL (PT)	4.50%	FIX/IO	38375ATF1	December 2039
IG	2,520,493,233							
IH	2,520,493,233							
SD	2,520,493,233							
SK	2,520,493,233							



REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 97								
DO	\$3,068,426,545	DJ	\$3,068,426,545	PT	5.75%	FIX	38375ATG9	December 2039
DV	2,520,493,233							
IG	2,520,493,233							
IH	2,520,493,233							
SD	2,520,493,233							
SK	2,520,493,233							
Combination 98								
DO	\$2,940,575,439	DK	\$2,940,575,439	PT	6.00%	FIX	38375ATH7	December 2039
DV	2,520,493,233							
IG	2,520,493,233							
IH	2,520,493,233							
SD	2,520,493,233							
SK	2,520,493,233							
Combination 99								
DO	\$2,822,952,421	DL	\$2,822,952,421	PT	6.25%	FIX	38375ATJ3	December 2039
DV	2,520,493,233							
IG	2,520,493,233							
IH	2,520,493,233							
SD	2,520,493,233							
SK	2,520,493,233							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 100								
DO	\$2,714,377,328	DM	\$2,714,377,328	PT	6.50%	FIX	38375ATK0	December 2039
DV	2,520,493,233							
IG	2,520,493,233							
IH	2,520,493,233							
SD	2,520,493,233							
SK	2,520,493,233							
Combination 101								
DO	\$2,613,844,834	DN	\$2,613,844,834	PT	6.75%	FIX	38375ATL8	December 2039
DV	2,520,493,233							
IG	2,520,493,233							
IH	2,520,493,233							
SD	2,520,493,233							
SK	2,520,493,233							
Combination 102								
DO	\$2,520,493,233	DP	\$2,520,493,233	PT	7.00%	FIX	38375ATM6	December 2039
DV	2,520,493,233							
IG	2,520,493,233							
IH	2,520,493,233							
SD	2,520,493,233							
SK	2,520,493,233							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 103								
DO	\$2,433,579,673	DQ	\$2,433,579,673	PT	7.25%	FIX	38375ATN4	December 2039
DV	2,520,493,233							
IG	2,520,493,233							
IH	2,520,493,233							
SD	2,520,493,233							
SK	2,520,493,233							
Combination 104								
DO	\$2,352,460,351	DT	\$2,352,460,351	PT	7.50%	FIX	38375ATP9	December 2039
DV	2,520,493,233							
IG	2,520,493,233							
IH	2,520,493,233							
SD	2,520,493,233							
SK	2,520,493,233							
Combination 105								
DO	\$2,276,574,533	DU	\$2,276,574,533	PT	7.75%	FIX	38375ATQ7	December 2039
DV	2,520,493,233							
IG	2,520,493,233							
IH	2,520,493,233							
SD	2,520,493,233							
SK	2,520,493,233							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 106								
DO	\$2,205,431,579	DW	\$2,205,431,579	PT	8.00%	FIX	38375ATR5	December 2039
DV	2,520,493,233							
IG	2,520,493,233							
IH	2,520,493,233							
SD	2,520,493,233							
SK	2,520,493,233							
Combination 107								
DO	\$2,138,600,319	DX	\$2,138,600,319	PT	8.25%	FIX	38375ATS3	December 2039
DV	2,520,493,233							
IG	2,520,493,233							
IH	2,520,493,233							
SD	2,520,493,233							
SK	2,520,493,233							
Combination 108								
DO	\$2,075,700,309	DY	\$2,075,700,309	PT	8.50%	FIX	38375ATT1	December 2039
DV	2,520,493,233							
IG	2,520,493,233							
IH	2,520,493,233							
SD	2,520,493,233							
SK	2,520,493,233							
Combination 109								
DO	\$2,520,493,233	HG	\$2,520,493,233	PT	(5)	FLT	38375ATU8	December 2039
DV	2,520,493,233							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 110								
SD	\$2,520,493,233	DS	\$2,520,493,233	NTL (PT)	(5)	INV/IO	38375ATV6	December 2039
SK	2,520,493,233							
Combination 111								
DO	\$2,520,493,233	DF	\$2,520,493,233	PT	(5)	FLT	38375ATW4	December 2039
DV	2,520,493,233							
IG	2,520,493,233							
Combination 112								
DO	\$2,520,493,233	FH	\$2,520,493,233	PT	(5)	FLT	38375ATX2	December 2039
DV	2,520,493,233							
IG	2,520,493,233							
IH	2,520,493,233							
SK	2,520,493,233							
Combination 113								
DO	\$2,520,493,233	FK	\$2,520,493,233	PT	(5)	FLT	38375ATY0	December 2039
DV	2,520,493,233							
IG	2,520,493,233							
IH	2,520,493,233							
SK	2,520,493,233							
Combination 114								
IH	\$2,520,493,233	XD	\$2,520,493,233	NTL (PT)	(5)	INV/IO	38375ATZ7	December 2039
SD	2,520,493,233							
SK	2,520,493,233							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 115								
IG	\$2,520,493,233	YD	\$2,520,493,233	NTL (PT)	(5)	INV/IO	38375AUA0	December 2039
IH	2,520,493,233							
SD	2,520,493,233							
SK	2,520,493,233							
<b>Security Group 13</b>								
Combination 116								
IN	\$ 120,000,000	JA	\$ 280,000,000	PT	3.00%	FIX	38375AUB8	December 2039
J	120,000,000							
JV	120,000,000							
OJ	280,000,000							
SH	120,000,000							
SJ	120,000,000							
Combination 117								
IN	\$ 140,000,000	JB	\$ 280,000,000	PT	3.50%	FIX	38375AUC6	December 2039
J	140,000,000							
JV	140,000,000							
OJ	280,000,000							
SH	140,000,000							
SJ	140,000,000							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 118								
IN	\$ 160,000,000	JC	\$ 280,000,000	PT	4.00%	FIX	38375AUD4	December 2039
J	160,000,000							
JV	160,000,000							
OJ	280,000,000							
SH	160,000,000							
SJ	160,000,000							
Combination 119								
OJ	\$ 280,000,000	JD	\$ 280,000,000	PT	4.50%	FIX	38375AUE2	December 2039
JV	180,000,000							
IN	180,000,000							
J	180,000,000							
SH	180,000,000							
SJ	180,000,000							
Combination 120								
IN	\$ 200,000,000	JE	\$ 266,666,666	PT	5.25%	FIX	38375AUF9	December 2039
J	200,000,000							
JV	200,000,000							
OJ	266,666,666							
SH	200,000,000							
SJ	200,000,000							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 121								
IN	\$ 200,000,000	JG	\$ 254,545,454	PT	5.50%	FIX	38375AUG7	December 2039
J	200,000,000							
JV	200,000,000							
OJ	254,545,454							
SH	200,000,000							
SJ	200,000,000							
Combination 122								
IN	\$ 200,000,000	JH	\$ 243,478,260	PT	5.75%	FIX	38375AUH5	December 2039
J	200,000,000							
JV	200,000,000							
OJ	243,478,260							
SH	200,000,000							
SJ	200,000,000							
Combination 123								
IN	\$ 200,000,000	JI	\$ 280,000,000	NTL (PT)	5.00%	FIX/IO	38375AUJ1	December 2039
J	200,000,000							
JV	200,000,000							
SH	200,000,000							
SJ	200,000,000							



REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 124								
IN	\$ 200,000,000	JK	\$ 233,333,333	PT	6.00%	FIX	38375AUK8	December 2039
J	200,000,000							
JV	200,000,000							
OJ	233,333,333							
SH	200,000,000							
SJ	200,000,000							
Combination 125								
IN	\$ 200,000,000	JL	\$ 224,000,000	PT	6.25%	FIX	38375AUL6	December 2039
J	200,000,000							
JV	200,000,000							
OJ	224,000,000							
SH	200,000,000							
SJ	200,000,000							
Combination 126								
IN	\$ 200,000,000	JM	\$ 215,384,615	PT	6.50%	FIX	38375AUM4	December 2039
J	200,000,000							
JV	200,000,000							
OJ	215,384,615							
SH	200,000,000							
SJ	200,000,000							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 127								
IN	\$ 200,000,000	JN	\$ 207,407,407	PT	6.75%	FIX	38375AUN2	December 2039
J	200,000,000							
JV	200,000,000							
OJ	207,407,407							
SH	200,000,000							
SJ	200,000,000							
Combination 128								
IN	\$ 200,000,000	JP	\$ 200,000,000	PT	7.00%	FIX	38375AUP7	December 2039
J	200,000,000							
JV	200,000,000							
OJ	200,000,000							
SH	200,000,000							
SJ	200,000,000							
Combination 129								
IN	\$ 200,000,000	JQ	\$ 193,103,448	PT	7.25%	FIX	38375AUQ5	December 2039
J	200,000,000							
JV	200,000,000							
OJ	193,103,448							
SH	200,000,000							
SJ	200,000,000							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 130								
IN	\$ 200,000,000	JT	\$ 186,666,666	PT	7.50%	FIX	38375AUR3	December 2039
J	200,000,000							
JV	200,000,000							
OJ	186,666,666							
SH	200,000,000							
SJ	200,000,000							
Combination 131								
IN	\$ 200,000,000	JU	\$ 180,645,161	PT	7.75%	FIX	38375AUS1	December 2039
J	200,000,000							
JV	200,000,000							
OJ	180,645,161							
SH	200,000,000							
SJ	200,000,000							
Combination 132								
IN	\$ 200,000,000	JW	\$ 175,000,000	PT	8.00%	FIX	38375AUT9	December 2039
J	200,000,000							
JV	200,000,000							
OJ	175,000,000							
SH	200,000,000							
SJ	200,000,000							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 133								
IN	\$ 200,000,000	JX	\$ 169,696,969	PT	8.25%	FIX	38375AUU6	December 2039
J	200,000,000							
JV	200,000,000							
OJ	169,696,969							
SH	200,000,000							
SJ	200,000,000							
Combination 134								
IN	\$ 200,000,000	JY	\$ 164,705,882	PT	8.50%	FIX	38375AUV4	December 2039
J	200,000,000							
JV	200,000,000							
OJ	164,705,882							
SH	200,000,000							
SJ	200,000,000							
Combination 135								
JV	\$ 200,000,000	HN	\$ 200,000,000	PT	(5)	FLT	38375AUW2	December 2039
OJ	200,000,000							
Combination 136								
SH	\$ 200,000,000	JS	\$ 200,000,000	NTL (PT)	(5)	INV/IO	38375AUX0	December 2039
SJ	200,000,000							
Combination 137								
IN	\$ 200,000,000	JF	\$ 200,000,000	PT	(5)	FLT	38375AUY8	December 2039
JV	200,000,000							
OJ	200,000,000							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 138								
IN	\$ 200,000,000	FJ	\$ 200,000,000	PT	(5)	FLT	38375AUZ5	December 2039
J	200,000,000							
JV	200,000,000							
OJ	200,000,000							
Combination 139								
IN	\$ 200,000,000	FP	\$ 200,000,000	PT	(5)	FLT	38375AVA9	December 2039
J	200,000,000							
JV	200,000,000							
OJ	200,000,000							
SH	200,000,000							
Combination 140								
J	\$ 200,000,000	XJ	\$ 200,000,000	NTL (PT)	(5)	INV/IO	38375AVC5	December 2039
SH	200,000,000							
SJ	200,000,000							
Combination 141								
IN	\$ 200,000,000	YJ	\$ 200,000,000	NTL (PT)	(5)	INV/IO	38375AVB7	December 2039
J	200,000,000							
SH	200,000,000							
SJ	200,000,000							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
<b>Security Group 14</b>								
Combination 142								
IS	\$ 22,581,324	MA	\$ 52,689,756	PT	3.00%	FIX	38375AVD3	December 2039
IT	22,581,324							
MV	22,581,324							
OM	52,689,756							
SM	22,581,324							
XV	22,581,324							
Combination 143								
IS	\$ 26,344,878	MB	\$ 52,689,756	PT	3.50%	FIX	38375AVE1	December 2039
IT	26,344,878							
MV	26,344,878							
OM	52,689,756							
SM	26,344,878							
XV	26,344,878							
Combination 144								
IS	\$ 30,108,432	MC	\$ 46,835,338	PT	4.50%	FIX	38375AVF8	December 2039
IT	30,108,432							
MV	30,108,432							
OM	46,835,338							
SM	30,108,432							
XV	30,108,432							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 145								
IS	\$ 30,108,432	MD	\$ 42,151,804	PT	5.00%	FIX	38375AVG6	December 2039
IT	30,108,432							
MV	30,108,432							
OM	42,151,804							
SM	30,108,432							
XV	30,108,432							
Combination 146								
IS	\$ 30,108,432	ME	\$ 40,144,576	PT	5.25%	FIX	38375AVH4	December 2039
IT	30,108,432							
MV	30,108,432							
OM	40,144,576							
SM	30,108,432							
XV	30,108,432							
Combination 147								
IS	\$ 30,108,432	MG	\$ 38,319,822	PT	5.50%	FIX	38375AVJ0	December 2039
IT	30,108,432							
MV	30,108,432							
OM	38,319,822							
SM	30,108,432							
XV	30,108,432							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 148								
IS	\$ 30,108,432	MH	\$ 36,653,743	PT	5.75%	FIX	38375AVK7	December 2039
IT	30,108,432							
MV	30,108,432							
OM	36,653,743							
SM	30,108,432							
XV	30,108,432							
Combination 149								
IS	\$ 30,108,432	MI	\$ 52,689,756	NTL (PT)	4.00%	FIX/IO	38375AVL5	December 2039
IT	30,108,432							
MV	30,108,432							
SM	30,108,432							
XV	30,108,432							
Combination 150								
IS	\$ 30,108,432	MJ	\$ 35,126,504	PT	6.00%	FIX	38375AVM3	December 2039
IT	30,108,432							
MV	30,108,432							
OM	35,126,504							
SM	30,108,432							
XV	30,108,432							



REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 151								
IS	\$ 30,108,432	MK	\$ 33,721,443	PT	6.25%	FIX	38375AVN1	December 2039
IT	30,108,432							
MV	30,108,432							
OM	33,721,443							
SM	30,108,432							
XV	30,108,432							
Combination 152								
IS	\$ 30,108,432	ML	\$ 32,424,465	PT	6.50%	FIX	38375AVP6	December 2039
IT	30,108,432							
MV	30,108,432							
OM	32,424,465							
SM	30,108,432							
XV	30,108,432							
Combination 153								
IS	\$ 30,108,432	MIN	\$ 31,223,559	PT	6.750%	FIX	38375AVQ4	December 2039
IT	30,108,432							
MV	30,108,432							
OM	31,223,559							
SM	30,108,432							
XV	30,108,432							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 154								
IS	\$ 30,108,432	MP	\$ 30,108,432	PT	7.00%	FIX	38375AVR2	December 2039
IT	30,108,432							
MV	30,108,432							
OM	30,108,432							
SM	30,108,432							
XV	30,108,432							
Combination 155								
IS	\$ 30,108,432	MQ	\$ 29,070,210	PT	7.25%	FIX	38375AVS0	December 2039
IT	30,108,432							
MV	30,108,432							
OM	29,070,210							
SM	30,108,432							
XV	30,108,432							
Combination 156								
IS	\$ 30,108,432	MT	\$ 28,101,203	PT	7.50%	FIX	38375AVT8	December 2039
IT	30,108,432							
MV	30,108,432							
OM	28,101,203							
SM	30,108,432							
XV	30,108,432							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 157								
IS	\$ 30,108,432	MU	\$ 27,194,712	PT	7.75%	FIX	38375AVU5	December 2039
IT	30,108,432							
MV	30,108,432							
OM	27,194,712							
SM	30,108,432							
XV	30,108,432							
Combination 158								
IS	\$ 30,108,432	MW	\$ 26,344,878	PT	8.00%	FIX	38375AVV3	December 2039
IT	30,108,432							
MV	30,108,432							
OM	26,344,878							
SM	30,108,432							
XV	30,108,432							
Combination 159								
IS	\$ 30,108,432	MX	\$ 25,546,548	PT	8.25%	FIX	38375AVW1	December 2039
IT	30,108,432							
MV	30,108,432							
OM	25,546,548							
SM	30,108,432							
XV	30,108,432							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 160								
IS	\$ 30,108,432	MY	\$ 24,795,179	PT	8.50%	FIX	38375AVX9	December 2039
IT	30,108,432							
MV	30,108,432							
OM	24,795,179							
SM	30,108,432							
XV	30,108,432							
Combination 161								
OM	\$ 30,108,432	M	\$ 30,108,432	PT	(5)	FLT	38375AVY7	December 2039
XV	30,108,432							
Combination 162								
MV	\$ 30,108,432	MS	\$ 30,108,432	NTL (PT)	(5)	INV/IO	38375AVZ4	December 2039
SM	30,108,432							
Combination 163								
IS	\$ 30,108,432	MF	\$ 30,108,432	PT	(5)	FLT	38375AWA8	December 2039
OM	30,108,432							
XV	30,108,432							
Combination 164								
IS	\$ 30,108,432	FM	\$ 30,108,432	PT	(5)	FLT	38375AWB6	December 2039
IT	30,108,432							
OM	30,108,432							
XV	30,108,432							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 165								
IS	\$ 30,108,432	HT	\$ 30,108,432	PT	(5)	FLT	38375AWC4	December 2039
IT	30,108,432							
MV	30,108,432							
OM	30,108,432							
XV	30,108,432							
Combination 166								
IT	\$ 30,108,432	XM	\$ 30,108,432	NL (PT)	(5)	INV/IO	38375AWD2	December 2039
MV	30,108,432							
SM	30,108,432							
Combination 167								
IS	\$ 30,108,432	YM	\$ 30,108,432	NL (PT)	(5)	INV/IO	38375AWE0	December 2039
IT	30,108,432							
MV	30,108,432							
SM	30,108,432							
<b>Security Group 15</b>								
Combination 168								
IU	\$ 746,530,846	QA	\$1,741,905,307	PT	3.00%	FIX	38375AWF7	December 2039
OQ	1,741,905,307							
QV	746,530,846							
SP	746,530,846							
SQ	746,530,846							
XN	746,530,846							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 169								
IU	\$ 870,952,653	QB	\$1,741,905,307	PT	3.50%	FIX	38375AWG5	December 2039
OQ	1,741,905,307							
QV	870,952,653							
SP	870,952,653							
SQ	870,952,653							
XN	870,952,653							
Combination 170								
IU	\$ 995,374,461	QC	\$1,741,905,307	PT	4.00%	FIX	38375AWH3	December 2039
OQ	1,741,905,307							
QV	995,374,461							
SP	995,374,461							
SQ	995,374,461							
XN	995,374,461							
Combination 171								
IU	\$1,119,796,268	QD	\$1,567,714,776	PT	5.00%	FIX	38375AWJ9	December 2039
OQ	1,567,714,776							
QV	1,119,796,268							
SP	1,119,796,268							
SQ	1,119,796,268							
XN	1,119,796,268							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 172								
IU	\$1,119,796,268	QE	\$1,493,061,691	PT	5.25%	FIX	38375AWK6	December 2039
OQ	1,493,061,691							
QV	1,119,796,268							
SP	1,119,796,268							
SQ	1,119,796,268							
XN	1,119,796,268							
Combination 173								
IU	\$1,119,796,268	QG	\$1,425,195,251	PT	5.50%	FIX	38375AWL4	December 2039
OQ	1,425,195,251							
QV	1,119,796,268							
SP	1,119,796,268							
SQ	1,119,796,268							
XN	1,119,796,268							
Combination 174								
IU	\$1,119,796,268	QH	\$1,363,230,240	PT	5.75%	FIX	38375AWM2	December 2039
OQ	1,363,230,240							
QV	1,119,796,268							
SP	1,119,796,268							
SQ	1,119,796,268							
XN	1,119,796,268							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 175								
IU	\$1,119,796,268	QI	\$1,741,905,307	NTL (PT)	4.50%	FIX/IO	38375AWN0	December 2039
QV	1,119,796,268							
SP	1,119,796,268							
SQ	1,119,796,268							
XN	1,119,796,268							
Combination 176								
IU	\$1,119,796,268	QJ	\$1,306,428,980	PT	6.00%	FIX	38375AWP5	December 2039
OQ	1,306,428,980							
QV	1,119,796,268							
SP	1,119,796,268							
SQ	1,119,796,268							
XN	1,119,796,268							
Combination 177								
IU	\$1,119,796,268	QK	\$1,254,171,821	PT	6.25%	FIX	38375AWQ3	December 2039
OQ	1,254,171,821							
QV	1,119,796,268							
SP	1,119,796,268							
SQ	1,119,796,268							
XN	1,119,796,268							



REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 178								
IU	\$1,119,796,268	QL	\$1,205,934,443	PT	6.50%	FIX	38375AWR1	December 2039
OQ	1,205,934,443							
QV	1,119,796,268							
SP	1,119,796,268							
SQ	1,119,796,268							
XN	1,119,796,268							
Combination 179								
IU	\$1,119,796,268	QM	\$1,161,270,204	PT	6.75%	FIX	38375AWS9	December 2039
OQ	1,161,270,204							
QV	1,119,796,268							
SP	1,119,796,268							
SQ	1,119,796,268							
XN	1,119,796,268							
Combination 180								
IU	\$1,119,796,268	QN	\$1,119,796,268	PT	7.00%	FIX	38375AWT7	December 2039
OQ	1,119,796,268							
QV	1,119,796,268							
SP	1,119,796,268							
SQ	1,119,796,268							
XN	1,119,796,268							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 181								
IU	\$1,119,796,268	QP	\$1,081,182,604	PT	7.25%	FIX	38375AWU4	December 2039
OQ	1,081,182,604							
QV	1,119,796,268							
SP	1,119,796,268							
SQ	1,119,796,268							
XN	1,119,796,268							
Combination 182								
IU	\$1,119,796,268	QT	\$1,045,143,184	PT	7.50%	FIX	38375AWV2	December 2039
OQ	1,045,143,184							
QV	1,119,796,268							
SP	1,119,796,268							
SQ	1,119,796,268							
XN	1,119,796,268							
Combination 183								
IU	\$1,119,796,268	QU	\$1,011,428,887	PT	7.75%	FIX	38375AWW0	December 2039
OQ	1,011,428,887							
QV	1,119,796,268							
SP	1,119,796,268							
SQ	1,119,796,268							
XN	1,119,796,268							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 184								
IU	\$1,119,796,268	QW	\$ 979,821,735	PT	8.00%	FIX	38375AWX8	December 2039
OQ	979,821,735							
QV	1,119,796,268							
SP	1,119,796,268							
SQ	1,119,796,268							
XN	1,119,796,268							
Combination 185								
IU	\$1,119,796,268	QX	\$ 950,130,167	PT	8.25%	FIX	38375AWY6	December 2039
OQ	950,130,167							
QV	1,119,796,268							
SP	1,119,796,268							
SQ	1,119,796,268							
XN	1,119,796,268							
Combination 186								
IU	\$1,119,796,268	QY	\$ 922,185,162	PT	8.50%	FIX	38375AWZ3	December 2039
OQ	922,185,162							
QV	1,119,796,268							
SP	1,119,796,268							
SQ	1,119,796,268							
XN	1,119,796,268							
Combination 187								
OQ	\$1,119,796,268	HU	\$1,119,796,268	PT	(5)	FLT	38375AXA7	December 2039
XN	1,119,796,268							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 188								
QV	\$1,119,796,268	QS	\$1,119,796,268	NTL (PT)	(5)	INV/IO	38375AXB5	December 2039
SQ	1,119,796,268							
Combination 189								
IU	\$1,119,796,268	QF	\$1,119,796,268	PT	(5)	FLT	38375AXC3	December 2039
OQ	1,119,796,268							
XN	1,119,796,268							
Combination 190								
IU	\$1,119,796,268	FQ	\$1,119,796,268	PT	(5)	FLT	38375AXD1	December 2039
OQ	1,119,796,268							
SP	1,119,796,268							
XN	1,119,796,268							
Combination 191								
IU	\$1,119,796,268	HV	\$1,119,796,268	PT	(5)	FLT	38375AXE9	December 2039
OQ	1,119,796,268							
QV	1,119,796,268							
SP	1,119,796,268							
XN	1,119,796,268							
Combination 192								
QV	\$1,119,796,268	XQ	\$1,119,796,268	NTL (PT)	(5)	INV/IO	38375AXF6	December 2039
SP	1,119,796,268							
SQ	1,119,796,268							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 193								
IU	\$1,119,796,268	YQ	\$1,119,796,268	NTL (PT)	(5)	INV/IO	38375AXG4	December 2039
QV	1,119,796,268							
SP	1,119,796,268							
SQ	1,119,796,268							
<b>Security Group 16</b>								
Combination 194								
IY	\$1,993,077,497	UA	\$4,650,514,159	PT	3.00%	FIX	38375AXH2	December 2039
OU	4,650,514,159							
SU	1,993,077,497							
U	1,993,077,497							
UV	1,993,077,497							
XH	1,993,077,497							
Combination 195								
IY	\$2,325,257,079	UB	\$4,650,514,159	PT	3.50%	FIX	38375AXJ8	December 2039
OU	4,650,514,159							
SU	2,325,257,079							
U	2,325,257,079							
UV	2,325,257,079							
XH	2,325,257,079							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 196								
IY	\$2,657,436,662	UC	\$4,650,514,159	PT	4.00%	FIX	38375AXK5	December 2039
OU	4,650,514,159							
SU	2,657,436,662							
U	2,657,436,662							
UV	2,657,436,662							
XH	2,657,436,662							
Combination 197								
IY	\$2,989,616,245	UD	\$4,650,514,159	PT	4.50%	FIX	38375AXL3	December 2039
OU	4,650,514,159							
SU	2,989,616,245							
U	2,989,616,245							
UV	2,989,616,245							
XH	2,989,616,245							
Combination 198								
IY	\$3,321,795,827	UE	\$4,429,061,103	PT	5.25%	FIX	38375AXM1	December 2039
OU	4,429,061,103							
SU	3,321,795,827							
U	3,321,795,827							
UV	3,321,795,827							
XH	3,321,795,827							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 199								
IY	\$3,321,795,827	UG	\$4,227,740,144	PT	5.50%	FIX	38375AXN9	December 2039
OU	4,227,740,144							
SU	3,321,795,827							
U	3,321,795,827							
UV	3,321,795,827							
XH	3,321,795,827							
Combination 200								
IY	\$3,321,795,827	UH	\$4,043,925,355	PT	5.75%	FIX	38375AXP4	December 2039
OU	4,043,925,355							
SU	3,321,795,827							
U	3,321,795,827							
UV	3,321,795,827							
XH	3,321,795,827							
Combination 201								
IY	\$3,321,795,827	UI	\$4,650,514,159	NTL (PT)	5.00%	FIX/IO	38375AXQ2	December 2039
SU	3,321,795,827							
U	3,321,795,827							
UV	3,321,795,827							
XH	3,321,795,827							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 202								
IY	\$3,321,795,827	UJ	\$3,875,428,465	PT	6.00%	FIX	38375AXR0	December 2039
OU	3,875,428,465							
SU	3,321,795,827							
U	3,321,795,827							
UV	3,321,795,827							
XH	3,321,795,827							
Combination 203								
IY	\$3,321,795,827	UK	\$3,720,411,327	PT	6.25%	FIX	38375AXS8	December 2039
OU	3,720,411,327							
SU	3,321,795,827							
U	3,321,795,827							
UV	3,321,795,827							
XH	3,321,795,827							
Combination 204								
IY	\$3,321,795,827	UL	\$3,577,318,583	PT	6.50%	FIX	38375AXT6	December 2039
OU	3,577,318,583							
SU	3,321,795,827							
U	3,321,795,827							
UV	3,321,795,827							
XH	3,321,795,827							



REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 205								
IY	\$3,321,795,827	UM	\$3,444,825,302	PT	6.75%	FIX	38375AXU3	December 2039
OU	3,444,825,302							
SU	3,321,795,827							
U	3,321,795,827							
UV	3,321,795,827							
XH	3,321,795,827							
Combination 206								
IY	\$3,321,795,827	UN	\$3,321,795,827	PT	7.00%	FIX	38375AXV1	December 2039
OU	3,321,795,827							
SU	3,321,795,827							
U	3,321,795,827							
UV	3,321,795,827							
XH	3,321,795,827							
Combination 207								
IY	\$3,321,795,827	UP	\$3,207,251,144	PT	7.25%	FIX	38375AXW9	December 2039
OU	3,207,251,144							
SU	3,321,795,827							
U	3,321,795,827							
UV	3,321,795,827							
XH	3,321,795,827							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 208								
IY	\$3,321,795,827	UQ	\$3,100,342,772	PT	7.50%	FIX	38375AXX7	December 2039
OU	3,100,342,772							
SU	3,321,795,827							
U	3,321,795,827							
UV	3,321,795,827							
XH	3,321,795,827							
Combination 209								
IY	\$3,321,795,827	UT	\$3,000,331,715	PT	7.75%	FIX	38375AXY5	December 2039
OU	3,000,331,715							
SU	3,321,795,827							
U	3,321,795,827							
UV	3,321,795,827							
XH	3,321,795,827							
Combination 210								
IY	\$3,321,795,827	UW	\$2,906,571,349	PT	8.00%	FIX	38375AXZ2	December 2039
OU	2,906,571,349							
SU	3,321,795,827							
U	3,321,795,827							
UV	3,321,795,827							
XH	3,321,795,827							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 211								
IY	\$3,321,795,827	UX	\$2,818,493,429	PT	8.25%	FIX	38375AYA6	December 2039
OU	2,818,493,429							
SU	3,321,795,827							
U	3,321,795,827							
UV	3,321,795,827							
XH	3,321,795,827							
Combination 212								
IY	\$3,321,795,827	UY	\$2,735,596,564	PT	8.50%	FIX	38375AYB4	December 2039
OU	2,735,596,564							
SU	3,321,795,827							
U	3,321,795,827							
UV	3,321,795,827							
XH	3,321,795,827							
Combination 213								
OU	\$3,321,795,827	FY	\$3,321,795,827	PT	(5)	FLT	38375AYC2	December 2039
XH	3,321,795,827							
Combination 214								
SU	\$3,321,795,827	US	\$3,321,795,827	NTL (PT)	(5)	INV/IO	38375AYD0	December 2039
UV	3,321,795,827							
Combination 215								
IY	\$3,321,795,827	UF	\$3,321,795,827	PT	(5)	FLT	38375AYE8	December 2039
OU	3,321,795,827							
XH	3,321,795,827							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 216								
IY	\$3,321,795,827	FU	\$3,321,795,827	PT	(5)	FLT	38375AYF5	December 2039
OU	3,321,795,827							
U	3,321,795,827							
XH	3,321,795,827							
Combination 217								
IY	\$3,321,795,827	FV	\$3,321,795,827	PT	(5)	FLT	38375AYG3	December 2039
OU	3,321,795,827							
U	3,321,795,827							
UV	3,321,795,827							
XH	3,321,795,827							
Combination 218								
SU	\$3,321,795,827	XU	\$3,321,795,827	NTL (PT)	(5)	INV/IO	38375AYH1	December 2039
U	3,321,795,827							
UV	3,321,795,827							
Combination 219								
IY	\$3,321,795,827	YU	\$3,321,795,827	NTL (PT)	(5)	INV/IO	38375AYJ7	December 2039
SU	3,321,795,827							
U	3,321,795,827							
UV	3,321,795,827							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
<b>Security Group 17</b>								
Combination 220								
NP	\$ 25,415,118	WA	\$ 59,301,941	PT	3.00%	FIX	38375AYK4	December 2039
NQ	25,415,118							
OW	59,301,941							
SW	25,415,118							
W	25,415,118							
WV	25,415,118							
Combination 221								
NP	\$ 29,650,971	WB	\$ 59,301,941	PT	3.50%	FIX	38375AYL2	December 2039
NQ	29,650,971							
OW	59,301,941							
SW	29,650,971							
W	29,650,971							
WV	29,650,971							
Combination 222								
NP	\$ 33,886,824	WC	\$ 59,301,941	PT	4.00%	FIX	38375AYM0	December 2039
NQ	33,886,824							
OW	59,301,941							
SW	33,886,824							
W	33,886,824							
WV	33,886,824							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 223								
NP	\$ 38,122,677	WD	\$ 59,301,941	PT	4.50%	FIX	38375AYN8	December 2039
NQ	38,122,677							
OW	59,301,941							
SW	38,122,677							
W	38,122,677							
WV	38,122,677							
Combination 224								
NP	\$ 42,358,530	WE	\$ 59,301,941	PT	5.00%	FIX	38375AYP3	December 2039
NQ	42,358,530							
OW	59,301,941							
SW	42,358,530							
W	42,358,530							
WV	42,358,530							
Combination 225								
NP	\$ 44,476,456	WG	\$ 59,301,941	PT	5.25%	FIX	38375AYQ1	December 2039
NQ	44,476,456							
OW	59,301,941							
SW	44,476,456							
W	44,476,456							
WV	44,476,456							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 226								
NP	\$ 46,594,382	WH	\$ 56,723,595	PT	5.75%	FIX	38375AYR9	December 2039
NQ	46,594,382							
OW	56,723,595							
SW	46,594,382							
W	46,594,382							
WV	46,594,382							
Combination 227								
NP	\$ 46,594,382	WI	\$ 59,301,941	NTL (PT)	5.50%	FIX/IO	38375AYS7	December 2039
NQ	46,594,382							
SW	46,594,382							
W	46,594,382							
WV	46,594,382							
Combination 228								
NP	\$ 46,594,382	WJ	\$ 54,360,112	PT	6.00%	FIX	38375AYT5	December 2039
NQ	46,594,382							
OW	54,360,112							
SW	46,594,382							
W	46,594,382							
WV	46,594,382							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 229								
NP	\$ 46,594,382	WK	\$ 52,185,708	PT	6.25%	FIX	38375AYU2	December 2039
NQ	46,594,382							
OW	52,185,708							
SW	46,594,382							
W	46,594,382							
WV	46,594,382							
Combination 230								
NP	\$ 46,594,382	WL	\$ 50,178,565	PT	6.50%	FIX	38375AYV0	December 2039
NQ	46,594,382							
OW	50,178,565							
SW	46,594,382							
W	46,594,382							
WV	46,594,382							
Combination 231								
NP	\$ 46,594,382	WM	\$ 48,320,100	PT	6.75%	FIX	38375AYW8	December 2039
NQ	46,594,382							
OW	48,320,100							
SW	46,594,382							
W	46,594,382							
WV	46,594,382							



REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 232								
NP	\$ 46,594,382	WN	\$ 46,594,382	PT	7.00%	FIX	38375AYX6	December 2039
NQ	46,594,382							
OW	46,594,382							
SW	46,594,382							
W	46,594,382							
WV	46,594,382							
Combination 233								
NP	\$ 46,594,382	WP	\$ 44,987,679	PT	7.25%	FIX	38375AYY4	December 2039
NQ	46,594,382							
OW	44,987,679							
SW	46,594,382							
W	46,594,382							
WV	46,594,382							
Combination 234								
NP	\$ 46,594,382	WQ	\$ 43,488,090	PT	7.50%	FIX	38375AYZ1	December 2039
NQ	46,594,382							
OW	43,488,090							
SW	46,594,382							
W	46,594,382							
WV	46,594,382							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 235								
NP	\$ 46,594,382	WT	\$ 42,085,248	PT	7.75%	FIX	38375AZA5	December 2039
NQ	46,594,382							
OW	42,085,248							
SW	46,594,382							
W	46,594,382							
WV	46,594,382							
Combination 236								
NP	\$ 46,594,382	WU	\$ 40,770,084	PT	8.00%	FIX	38375AZB3	December 2039
NQ	46,594,382							
OW	40,770,084							
SW	46,594,382							
W	46,594,382							
WV	46,594,382							
Combination 237								
NP	\$ 46,594,382	WX	\$ 39,534,627	PT	8.25%	FIX	38375AZC1	December 2039
NQ	46,594,382							
OW	39,534,627							
SW	46,594,382							
W	46,594,382							
WV	46,594,382							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 238								
NP	\$ 46,594,382	WY	\$ 38,371,844	PT	8.50%	FIX	38375AZD9	December 2039
NQ	46,594,382							
OW	38,371,844							
SW	46,594,382							
W	46,594,382							
WV	46,594,382							
Combination 239								
OW	\$ 46,594,382	NU	\$ 46,594,382	PT	(5)	FLT	38375AZE7	December 2039
W	46,594,382							
Combination 240								
SW	\$ 46,594,382	WS	\$ 46,594,382	NTL (PT)	(5)	INV/IO	38375AZF4	December 2039
WV	46,594,382							
Combination 241								
NP	\$ 46,594,382	WF	\$ 46,594,382	PT	(5)	FLT	38375AZG2	December 2039
OW	46,594,382							
W	46,594,382							
Combination 242								
NP	\$ 46,594,382	FW	\$ 46,594,382	PT	(5)	FLT	38375AZH0	December 2039
NQ	46,594,382							
OW	46,594,382							
W	46,594,382							

REMIC Securities			MX Securities					
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 243								
NP	\$ 46,594,382	NX	\$ 46,594,382	PT	(5)	FLT	38375AZJ6	December 2039
NQ	46,594,382							
OW	46,594,382							
W	46,594,382							
WV	46,594,382							
Combination 244								
NQ	\$ 46,594,382	XW	\$ 46,594,382	NL (PT)	(5)	INV/IO	38375AZK3	December 2039
SW	46,594,382							
WV	46,594,382							
Combination 245								
NP	\$ 46,594,382	YW	\$ 46,594,382	NL (PT)	(5)	INV/IO	38375AZL1	December 2039
NQ	46,594,382							
SW	46,594,382							
WV	46,594,382							
<b>Security Group 18</b>								
Combination 246								
H	\$ 3,262,759	PF	\$ 65,255,192	SC/PT	(5)	FLT	38375AZM9	February 2037
NF	65,255,192							

(1) All exchanges must comply with minimum denominations restrictions.

(2) The amount shown for each MX Class represents the maximum Original Class Principal Balance (or original Class Notional Balance) of that Class, assuming it were to be issued on the Closing Date.

(3) As defined under "Class Types" in Appendix I to the Base Offering Circular.

(4) See "Yield, Maturity and Prepayment Considerations — Final Distribution Date" in this Supplement.

(5) The Interest Rate will be calculated as described under "Terms Sheet — Interest Rates" in this Supplement.

(6) In the case of Combinations 1, 2, 3, 4, 5 and 10 various subcombinations are permitted. See "Description of the Securities — Modification and Exchange" in the Base Offering Circular for a discussion of subcombinations.

(7) Combination 11 is derived from REMIC classes of separate Security Groups.



**\$5,027,870,484**

**Government National Mortgage Association**

**GINNIE MAE®**

**Guaranteed REMIC Pass-Through Securities  
and MX Securities**

**Ginnie Mae REMIC Trust 2010-020**

**The Securities**

The Trust will issue the Classes of Securities listed on the front cover of this offering circular supplement.

**The Ginnie Mae Guaranty**

Ginnie Mae will guarantee the timely payment of principal and interest on the securities. The Ginnie Mae Guaranty is backed by the full faith and credit of the United States of America.

**The Trust and its Assets**

The Trust will own (1) Ginnie Mae Certificates and (2) certain previously issued certificates.

**The securities may not be suitable investments for you. You should consider carefully the risks of investing in them.**

**See "Risk Factors" beginning on page S-10 which highlights some of these risks.**

The Sponsor and the Co-Sponsor will offer the securities from time to time in negotiated transactions at varying prices. We expect the closing date to be February 26, 2010.

You should read the Base Offering Circular as well as this Supplement.

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

Class of REMIC Securities	Original Principal Balance(2)	Interest Rate	Principal Type(3)	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
<b>Security Group 1</b>						
JH(1) .....	\$178,500,000	4.00%	SEQ/AD	FIX	38376VAA5	April 2032
JY(1) .....	9,000,000	4.00	SEQ/AD	FIX/Z	38376VAB3	December 2033
JZ .....	30,000,000	4.00	SEQ	FIX/Z	38376VAC1	February 2040
<b>Security Group 2</b>						
DZ .....	26,684,000	5.00	SUP	FIX/Z	38376VAD9	February 2040
GA(1) .....	98,360,000	5.00	PAC I/AD	FIX	38376VAE7	September 2038
GW(1) .....	10,596,000	5.00	PAC I/AD	FIX	38376VAF4	September 2039
GY(1) .....	5,754,000	5.00	PAC I/AD	FIX	38376VAG2	February 2040
HA(1) .....	15,602,000	5.00	PAC III/AD	FIX	38376VAH0	February 2040
LA(1) .....	18,002,000	5.00	PAC II/AD	FIX	38376VAJ6	February 2040
LZ .....	1,000	5.00	PAC II/AD	FIX/Z	38376VAK3	February 2040
ZL .....	1,000	5.00	PAC III/AD	FIX/Z	38376VAL1	February 2040
<b>Security Group 3</b>						
NA(1) .....	75,164,000	5.00	PAC I/AD	FIX	38376VAM9	December 2038
NU(1) .....	6,452,000	5.00	PAC I/AD	FIX	38376VAN7	September 2039
NY(1) .....	4,750,000	5.00	PAC I/AD	FIX	38376VAP2	February 2040
NZ .....	21,063,000	5.00	SUP	FIX/Z	38376VAQ0	February 2040
QA(1) .....	13,210,000	5.00	PAC II/AD	FIX	38376VAR8	February 2040
QZ .....	1,000	5.00	PAC II/AD	FIX/Z	38376VAS6	February 2040
TA(1) .....	10,859,000	5.00	PAC III/AD	FIX	38376VAT4	February 2040
TZ .....	1,000	5.00	PAC III/AD	FIX/Z	38376VAU1	February 2040
<b>Security Group 4</b>						
JA .....	25,429,000	4.50	SUP	FIX	38376VAV9	April 2039
JB .....	1,531,000	4.50	SUP	FIX	38376VAW7	May 2039
JC .....	5,535,000	4.50	SUP	FIX	38376VAX5	July 2038
JD .....	1,845,000	4.50	SUP	FIX	38376VAY3	April 2039
JE .....	450,000	4.50	SUP	FIX	38376VAZ0	February 2040
JF .....	1,899,046	(5)	SUP	FLT/DLY	38376VBA4	February 2040
JK .....	947,300	4.75	SUP	FIX	38376VBB2	February 2040
JL .....	371,700	5.00	SUP	FIX	38376VBC0	February 2040
JO .....	94,000	0.00	SUP	PO	38376VBD8	February 2040
JS .....	941,011	(5)	SUP	INV/DLY	38376VBE6	February 2040
KA .....	8,873,000	4.50	PAC II	FIX	38376VBF3	December 2039
KU .....	2,600,000	4.50	PAC II	FIX	38376VBG1	February 2040
KY .....	1,180,000	4.50	PAC II	FIX	38376VBH9	February 2040
MA .....	11,500,000	4.50	SUP	FIX	38376VBJ5	May 2039
MB .....	7,227,000	4.50	SUP	FIX	38376VBK2	February 2040
PA(1) .....	90,816,000	4.50	PAC I	FIX	38376VBL0	September 2033
PU .....	38,512,000	4.50	PAC I	FIX	38376VBM8	October 2036
PW .....	28,006,000	4.50	PAC I	FIX	38376VBN6	September 2038
PY .....	22,129,000	4.50	PAC I	FIX	38376VBP1	February 2040
SJ .....	113,943	(5)	SUP	INV/DLY	38376VBQ9	February 2040
<b>Security Group 5</b>						
CI(1) .....	131,054,776	(5)	NTL (PT)	INV/IO	38376VBR7	February 2040
CS(1) .....	512,823,039	(5)	NTL (PT)	INV/IO	38376VBS5	February 2040
FC(1) .....	512,823,039	(5)	PT	FLT	38376VBT3	February 2040
FD .....	230,000,000	(5)	PT	FLT	38376VBU0	February 2040
QO(1) .....	387,123,912	0.00	PT	PO	38376VBV8	February 2040
SD .....	230,000,000	(5)	NTL (PT)	INV/IO	38376VBW6	February 2040

(Cover continued on next page)

Class of REMIC Securities	Original Principal Balance(2)	Interest Rate	Principal Type(3)	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
<b>Security Group 6</b>						
MT .....	\$ 16,348,846	(5)	SC/PT	WAC/DLY	38376VBX4	May 2039
<b>Security Group 7</b>						
MO .....	28,994,629	0.00%	SC/PT	PO	38376VBY2	November 2039
<b>Security Group 8</b>						
BD(1) .....	139,872,894	(5)	NTL (PT)	INV/IO	38376VBZ9	February 2040
BV(1) .....	139,872,894	(5)	NTL (PT)	FLT/IO	38376VCA3	February 2040
IC(1) .....	139,872,894	(5)	NTL (PT)	INV/IO	38376VCB1	February 2040
OB(1) .....	217,580,058	0.00	PT	PO	38376VCC9	February 2040
SB(1) .....	139,872,894	(5)	NTL (PT)	INV/IO	38376VCD7	February 2040
YB(1) .....	139,872,894	(5)	NTL (PT)	INV/IO	38376VCE5	February 2040
<b>Security Group 9</b>						
IY(1) .....	2,043,571,428	(5)	NTL (PT)	INV/IO	38376VCF2	February 2040
OU(1) .....	2,861,000,000	0.00	PT	PO	38376VCG0	February 2040
SU(1) .....	2,043,571,428	(5)	NTL (PT)	INV/IO	38376VCH8	February 2040
U(1) .....	2,043,571,428	(5)	NTL (PT)	INV/IO	38376VCJ4	February 2040
UV(1) .....	2,043,571,428	(5)	NTL (PT)	INV/IO	38376VCK1	February 2040
XH(1) .....	2,043,571,428	(5)	NTL (PT)	FLT/IO	38376VCL9	February 2040
<b>Residual</b>						
R .....	0	0.00	NPR	NPR	38376VCM7	February 2040

(1) These Securities may be exchanged for MX Securities described in Schedule I.

(2) Subject to increase as described under "Increase in Size" in this Supplement. The amount shown for each Notional Class (indicated by "NTL" under Principal Type) is its original Class Notional Balance and does not represent principal that will be paid.

(3) As defined under "Class Types" in Appendix I to the Base Offering Circular. The type of Class with which the Class Notional Balance of each Notional Class will be reduced is indicated in parentheses.

(4) See "Yield, Maturity and Prepayment Considerations — Final Distribution Date" in this Supplement.

(5) See "Terms Sheet — Interest Rates" in this Supplement.

## TERMS SHEET

This terms sheet contains selected information for quick reference only. You should read this Supplement, particularly “Risk Factors,” and each of the other documents listed under “Available Information.”

**Sponsor:** Banc of America Securities LLC

**Co-Sponsor:** Aladdin Capital LLC

**Trustee:** Wells Fargo Bank, N.A.

**Tax Administrator:** The Trustee

**Closing Date:** February 26, 2010

**Distribution Dates:** For the Group 2, 4 and 8 Securities, the 16th day of each month or, if the 16th day is not a Business Day, the first Business Day thereafter, commencing in March 2010. For the Group 1, 3, 5, 6, 7 and 9 Securities, the 20th day of each month or, if the 20th day is not a Business Day, the first Business Day thereafter, commencing in March 2010.

**Trust Assets:**

<u>Trust Asset Group</u>	<u>Trust Asset Type</u>	<u>Certificate Rate</u>	<u>Original Term To Maturity (in years)</u>
1	Ginnie Mae II	4.0%	30
2	Ginnie Mae I	5.0%	30
3	Ginnie Mae II	5.0%	30
4	Ginnie Mae I	4.5%	30
5	Ginnie Mae II	4.5%	30
6	Underlying Certificates	(1)	(1)
7	Underlying Certificates	(1)	(1)
8	Ginnie Mae I	4.5%	30
9	Ginnie Mae II	5.0%	30

<sup>(1)</sup> Certain information regarding the Underlying Certificates is set forth in Exhibits A and B to this Supplement.

**Security Groups:** This series of Securities consists of multiple Security Groups (each, a “Group”), as shown on the front cover of this Supplement and on Schedule I to this Supplement. Payments on each Group will be based solely on payments on the Trust Asset Group with the same numerical designation.

**Assumed Characteristics of the Mortgage Loans Underlying the Group 1, Group 2, Group 3, Group 4, Group 5, Group 8 and Group 9 Trust Assets<sup>1</sup>:**

<u>Principal Balance<sup>2</sup></u>	<u>Weighted Average Remaining Term to Maturity (in months)</u>	<u>Weighted Average Loan Age (in months)</u>	<u>Weighted Average Mortgage Rate<sup>3</sup></u>
<b>Group 1 Trust Assets</b>			
\$ 217,500,000	351	7	4.430%
<b>Group 2 Trust Assets</b>			
\$ 175,000,000	338	19	5.500%
<b>Group 3 Trust Assets</b>			
\$ 131,500,000	334	23	5.490%
<b>Group 4 Trust Assets</b>			
\$ 250,000,000	347	11	5.000%
<b>Group 5 Trust Assets</b>			
\$1,129,946,951	354	5	4.999%
<b>Group 8 Trust Assets</b>			
\$ 217,580,058	359	1	5.000%
<b>Group 9 Trust Assets</b>			
\$2,861,000,000	359	1	5.330%

<sup>1</sup> As of February 1, 2010.

<sup>2</sup> Does not include the Group 4 Trust Assets that will be added to pay the Trustee Fee.

<sup>3</sup> The Mortgage Loans underlying the Group 1, 3, 5, and 9 Trust Assets may bear interest at rates ranging from 0.25% to 1.50% per annum above the related Certificate Rate.

The actual remaining terms to maturity, loan ages and, in the case of the Group 1, 3, 5, and 9 Trust Assets, Mortgage Rates of many of the Mortgage Loans underlying the Group 1, 2, 3, 4, 5, 8, and 9 Trust Assets will differ from the weighted averages shown above, perhaps significantly. See *“The Trust Assets — The Mortgage Loans”* in this Supplement. See Exhibit A to this Supplement for certain information regarding the characteristics of the Mortgage Loans included in the related Underlying Trusts.

**Issuance of Securities:** The Securities, other than the Residual Securities, will initially be issued in book-entry form through the book-entry system of the U.S. Federal Reserve Banks (the “Fedwire Book-Entry System”). The Residual Securities will be issued in fully registered, certificated form. See *“Description of the Securities — Form of Securities”* in this Supplement.

**Modification and Exchange:** If you own exchangeable Securities you will be able, upon notice and payment of an exchange fee, to exchange them for a proportionate interest in the related Securities shown on Schedule I to this Supplement. See *“Description of the Securities — Modification and Exchange”* in this Supplement.

**Increased Minimum Denomination Classes:** Each Class that constitutes a Principal Only, Interest Only, Weighted Average Coupon, Inverse Floating Rate or Interest Only Inverse Floating Rate Class. See *“Description of the Securities — Form of Securities”* in this Supplement.

**Interest Rates:** The Interest Rates for the Fixed Rate Classes are shown on the front cover of this Supplement or on Schedule I to this Supplement.



The Floating Rate and Inverse Floating Rate Classes will bear interest at per annum rates based on one-month LIBOR (hereinafter referred to as “LIBOR”) as follows:

<b>Class</b>	<b>Interest Rate Formula(1)</b>	<b>Initial Interest Rate(2)</b>	<b>Minimum Rate</b>	<b>Maximum Rate</b>	<b>Delay (in days)</b>	<b>LIBOR for Minimum Interest Rate</b>
BD .. .. .	6.50% – LIBOR	0.25000%	0.00%	0.25000%	0	6.50%
BF .. .. .	LIBOR + 0.50%	0.73000%	0.50%	7.00000%	0	0.00%
BS... .. .	6.25% – LIBOR	6.02000%	0.00%	6.25000%	0	6.25%
BV .. .. .	LIBOR + 0.25%	0.48000%	0.25%	7.00000%	0	0.00%
CI ... .. .	24.06521739% – (LIBOR x 3.913043478)	4.50000%	0.00%	4.50000%	0	6.15%
CS... .. .	5.00% – LIBOR	4.77094%	0.00%	5.00000%	0	5.00%
FB .. .. .	LIBOR + 0.75%	0.98000%	0.75%	7.00000%	0	0.00%
FC .. .. .	LIBOR + 0.85%	1.07906%	0.85%	7.00000%	0	0.00%
FD .. .. .	LIBOR + 0.82%	1.04906%	0.82%	6.50000%	0	0.00%
FE... .. .	LIBOR + 0.75%	0.98000%	0.75%	7.00000%	0	0.00%
FM .. .. .	LIBOR + 1.75%	1.98000%	1.75%	8.00000%	0	0.00%
FN .. .. .	LIBOR + 1.75%	1.98000%	1.75%	8.00000%	0	0.00%
FU .. .. .	LIBOR + 1.00%	1.23000%	1.00%	7.00000%	0	0.00%
FV .. .. .	LIBOR + 0.50%	0.73000%	0.50%	7.00000%	0	0.00%
FY .. .. .	LIBOR + 2.75%	2.98000%	2.75%	9.00000%	0	0.00%
HC .. .. .	LIBOR + 2.75%	2.98000%	2.75%	9.00000%	0	0.00%
HF .. .. .	LIBOR + 1.00%	1.23000%	1.00%	7.00000%	0	0.00%
IC ... .. .	6.75% – LIBOR	0.25000%	0.00%	0.25000%	0	6.75%
IT ... .. .	25.00% – (LIBOR x 4)	5.00000%	0.00%	5.00000%	0	6.25%
IY ... .. .	6.50% – LIBOR	0.25000%	0.00%	0.25000%	0	6.50%
JF ... .. .	LIBOR + 1.30%	1.52844%	1.30%	7.00000%	15	0.00%
JS ... .. .	10.59497996% – (LIBOR x 2.01809142)	10.13397%	0.00%	10.59497996%	15	5.25%
SB... .. .	6.00% – LIBOR	5.77000%	0.00%	6.00000%	0	6.00%
SC... .. .	6.15% – LIBOR	5.92094%	0.00%	6.15000%	0	6.15%
SD .. .. .	5.68% – LIBOR	5.45094%	0.00%	5.68000%	0	5.68%
SE... .. .	6.25% – LIBOR	6.02000%	0.00%	6.25000%	0	6.25%
SJ ... .. .	94.99969355% – (LIBOR x 16.6666083)	7.50000%	0.00%	7.50000%	15	5.70%
SN .. .. .	6.50% – LIBOR	6.27000%	0.00%	6.50000%	0	6.50%
SU .. .. .	5.00% – LIBOR	4.77000%	0.00%	5.00000%	0	5.00%
U ... .. .	6.25% – LIBOR	0.25000%	0.00%	0.25000%	0	6.25%
US .. .. .	6.00% – LIBOR	5.77000%	0.00%	6.00000%	0	6.00%
UV .. .. .	6.00% – LIBOR	1.00000%	0.00%	1.00000%	0	6.00%
XB .. .. .	6.50% – LIBOR	6.27000%	0.00%	6.50000%	0	6.50%
XH .. .. .	LIBOR + 0.50%	0.73000%	0.50%	7.00000%	0	0.00%
YB .. .. .	6.25% – LIBOR	0.25000%	0.00%	0.25000%	0	6.25%

- (1) LIBOR will be established on the basis of the BBA LIBOR method, as described under “Description of the Securities — Interest Distributions — Floating Rate and Inverse Floating Rate Classes” in this Supplement.
- (2) The initial Interest Rate will be in effect during the first Accrual Period; the Interest Rate will adjust monthly thereafter.

Class MT is a Weighted Average Coupon Class. The Weighted Average Coupon Class will accrue interest during each Accrual Period at an equivalent annualized rate derived by aggregating the accrued interest on the Group 6 Underlying Certificates for such Accrual Period expressed as a percentage of its outstanding principal balance for such Accrual Period. The approximate initial Interest Rate for the Weighted Average Coupon Class, which will be in effect for the first Accrual Period, is 4.5%. The Interest Rate of the Weighted Average Coupon Class will vary from month to month, as the principal or notional balances of the Group 6 Underlying Certificates reduce at different rates. Over time, the Weighted Average Coupon Class may become a Principal Only Class or an Interest Only Class.

**Allocation of Principal:** On each Distribution Date for a Security Group, the following distributions will be made to the related Securities:

### **SECURITY GROUP 1**

The Group 1 Principal Distribution Amount and the JY and JZ Accrual Amounts will be allocated, sequentially, to JH, JY and JZ, in that order, until retired

### **SECURITY GROUP 2**

The Group 2 Principal Distribution Amount and the DZ, LZ and ZL Accrual Amounts will be allocated in the following order of priority:

- The LZ Accrual Amount, sequentially, to LA and LZ in that order, until retired
- The ZL Accrual Amount, sequentially, to HA and ZL, in that order, until retired
- The Group 2 Principal Distribution Amount and the DZ Accrual Amount will be allocated in the following order of priority:
  1. Sequentially, to GA, GW and GY, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
  2. Sequentially, to LA and LZ, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
  3. Sequentially, to HA and ZL, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
  4. To DZ, until retired
  5. Sequentially, to HA and ZL, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired
  6. Sequentially, to LA and LZ, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired
  7. Sequentially, to GA, GW and GY, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

### **SECURITY GROUP 3**

The Group 3 Principal Distribution Amount and the NZ, QZ and TZ Accrual Amounts will be allocated in the following order of priority:

- The QZ Accrual Amount, sequentially, to QA and QZ, in that order, until retired
- The TZ Accrual Amount, sequentially, to TA and TZ, in that order, until retired
- The Group 3 Principal Distribution Amount and the NZ Accrual Amount will be allocated in the following order of priority:
  1. Sequentially, to NA, NU and NY, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
  2. Sequentially, to QA and QZ, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date

3. Sequentially, to TA and TZ, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date

4. To NZ, until retired

5. Sequentially, to TA and TZ, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

6. Sequentially, to QA and QZ, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

7. Sequentially, to NA, NU and NY, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

#### **SECURITY GROUP 4**

A percentage of the Group 4 Principal Distribution Amount will be applied to the Trustee Fee, and the remainder of the Group 4 Principal Distribution Amount (the "Group 4 Adjusted Principal Distribution Amount") will be allocated in the following order of priority:

1. Sequentially, to PA, PU, PW and PY, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date

2. Sequentially, to KA, KU and KY, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date

3. Concurrently,

a. 74.9127399651% in the following order of priority:

i. Concurrently:

1. 77.5061720869% to JA, until retired

2. 22.4938279131%, sequentially, to JC and JD, in that order, until retired

ii. To JB, until retired

b. 25.0872600349%, to MA, until retired

4. Concurrently, to JE, JF, JK, JL, JO, JS, MB and SJ, pro rata, until retired

5. Sequentially, to KA, KU and KY, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

6. Sequentially, to PA, PU, PW and PY, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

#### **SECURITY GROUP 5**

The Group 5 Principal Distribution Amount will be allocated, concurrently, to FC, FD and QO, pro rata, until retired

#### **SECURITY GROUP 6**

The Group 6 Principal Distribution Amount will be allocated to MT, until retired

**SECURITY GROUP 7**

The Group 7 Principal Distribution Amount will be allocated to MO, until retired

**SECURITY GROUP 8**

The Group 8 Principal Distribution Amount will be allocated to OB, until retired

**SECURITY GROUP 9**

The Group 9 Principal Distribution Amount will be allocated to OU, until retired

**Scheduled Principal Balances:** The Aggregate Scheduled Principal Balances for the Classes listed below are included in Schedule II to this Supplement. They were calculated using, among other things, the following Structuring Ranges:

<u>Class</u>	<u>Structuring Ranges</u>
<b>PAC I Classes</b>	
GA, GW and GY (in the aggregate) . . . . .	100% PSA through 350% PSA
NA, NU, NY (in the aggregate) . . . . .	100% PSA through 350% PSA
PA, PU, PW and PY (in the aggregate) . . . . .	100% PSA through 250% PSA
<b>PAC II Classes</b>	
KA, KU and KY (in the aggregate) . . . . .	115% PSA through 240% PSA
LA and LZ (in the aggregate) . . . . .	151% PSA through 350% PSA
QA and QZ (in the aggregate) . . . . .	150% PSA through 350% PSA
<b>PAC III Classes</b>	
HA and ZL (in the aggregate) . . . . .	230% PSA through 350% PSA
TA and TZ (in the aggregate) . . . . .	225% PSA through 350% PSA

**Accrual Classes:** Interest will accrue on each Accrual Class identified on the front cover of this Supplement at the per annum rate set forth on that page. However, no interest will be distributed to the Accrual Classes as interest. Interest so accrued on each Accrual Class on each Distribution Date will constitute an Accrual Amount, which will be added to the Class Principal Balance of that Class on each Distribution Date and will be distributable as principal as set forth in this Terms Sheet under “Allocation of Principal.”

**Notional Classes:** The Notional Classes will not receive distributions of principal but have Class Notional Balances for convenience in describing their entitlements to interest. The Class Notional Balance of each Notional Class represents the percentage indicated below of, and reduces to that extent with, the Class Principal Balances indicated:

<u>Class</u>	<u>Original Class Notional Balance</u>	<u>Represents Approximately</u>
<b>Group 2</b>		
GI . . . . .	\$ 49,180,000	50% of GA (PAC I/AD Class)
HI . . . . .	6,240,800	40% of HA (PAC III/AD Class)
LI . . . . .	7,200,800	40% of LA (PAC II/AD Class)

<u>Class</u>	<u>Original Class Notional Balance</u>	<u>Represents Approximately</u>
<b>Group 3</b>		
NI.....	\$ 37,582,000	50% of NA (PAC I/AD Class)
QI.....	5,284,000	40% of QA (PAC II/AD Class)
TI.....	4,343,600	40% of TA (PAC III/AD Class)
<b>Group 4</b>		
PI.....	\$ 50,453,333	55.555555556% of PA (PAC I Class)
<b>Group 5</b>		
CI.....	\$ 131,054,776	25.555555573% of FC (PT Class)
CS.....	512,823,039	100% of FC (PT Class)
SC.....	512,823,039	100% of FC (PT Class)
SD.....	230,000,000	100% of FD (PT Class)
<b>Group 8</b>		
BD.....	\$ 139,872,894	64.2857142857% of OB (PT Class)
BI.....	217,580,058	100% of OB (PT Class)
BS.....	139,872,894	64.2857142857% of OB (PT Class)
BV.....	139,872,894	64.2857142857% of OB (PT Class)
IC.....	139,872,894	64.2857142857% of OB (PT Class)
SB.....	139,872,894	64.2857142857% of OB (PT Class)
XB.....	139,872,894	64.2857142857% of OB (PT Class)
YB.....	139,872,894	64.2857142857% of OB (PT Class)
<b>Group 9</b>		
IT.....	\$ 510,892,857	17.8571428571% of OU (PT Class)
IY.....	2,043,571,428	71.4285714286% of OU (PT Class)
SE.....	2,043,571,428	71.4285714286% of OU (PT Class)
SN.....	2,043,571,428	71.4285714286% of OU (PT Class)
SU.....	2,043,571,428	71.4285714286% of OU (PT Class)
U.....	2,043,571,428	71.4285714286% of OU (PT Class)
UI.....	2,861,000,000	100% of OU (PT Class)
US.....	2,043,571,428	71.4285714286% of OU (PT Class)
UV.....	2,043,571,428	71.4285714286% of OU (PT Class)
XH.....	2,043,571,428	71.4285714286% of OU (PT Class)

**Tax Status:** Single REMIC Series. See “*Certain Federal Income Tax Consequences*” in this Supplement and in the Base Offering Circular.

**Regular and Residual Classes:** Class R is a Residual Class and represents the Residual Interest of the Trust REMIC; all other Classes of REMIC Securities are Regular Classes.

Available Combinations(1)

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
<b>Security Group 1</b>								
Combination 1								
JH	\$ 178,500,000	JG	\$ 187,500,000	SEQ/AD	4.00%	FIX	38376VCN5	December 2033
JY	9,000,000							
<b>Security Group 2</b>								
Combination 2(6)								
GA	\$ 98,360,000	GB	\$ 98,360,000	PAC I/AD	2.50%	FIX	38376VCP0	September 2038
		GC	98,360,000	PAC I/AD	2.75	FIX	38376VCQ8	September 2038
		GD	98,360,000	PAC I/AD	3.00	FIX	38376VCR6	September 2038
		GE	98,360,000	PAC I/AD	3.25	FIX	38376VCS4	September 2038
		GH	98,360,000	PAC I/AD	3.50	FIX	38376VCT2	September 2038
		GI	49,180,000	NTL (PAC I/AD)	5.00	FIX/IO	38376VCU9	September 2038
		GJ	98,360,000	PAC I/AD	3.75	FIX	38376VCV7	September 2038
		GK	98,360,000	PAC I/AD	4.00	FIX	38376VCW5	September 2038
		GL	98,360,000	PAC I/AD	4.25	FIX	38376VCX3	September 2038
		GM	98,360,000	PAC I/AD	4.50	FIX	38376VCY1	September 2038
		GN	98,360,000	PAC I/AD	4.75	FIX	38376VCZ8	September 2038

REMIC Securities			MX Securities					
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 3(6)								
LA	\$ 18,002,000	LD	\$ 18,002,000	PAC II/AD	3.00%	FIX	38376VDA2	February 2040
		LE	18,002,000	PAC II/AD	3.25	FIX	38376VDB0	February 2040
		LG	18,002,000	PAC II/AD	3.50	FIX	38376VDC8	February 2040
		LH	18,002,000	PAC II/AD	3.75	FIX	38376VDD6	February 2040
		LI	7,200,800	NTL (PAC II/AD)	5.00	FIX/IO	38376VDE4	February 2040
		LJ	18,002,000	PAC II/AD	4.00	FIX	38376VDF1	February 2040
		LK	18,002,000	PAC II/AD	4.25	FIX	38376VDG9	February 2040
		LM	18,002,000	PAC II/AD	4.50	FIX	38376VDH7	February 2040
		LN	18,002,000	PAC II/AD	4.75	FIX	38376VDJ3	February 2040
Combination 4(6)								
HA	\$ 15,602,000	HD	\$ 15,602,000	PAC III/AD	3.00%	FIX	38376VDK0	February 2040
		HE	15,602,000	PAC III/AD	3.25	FIX	38376VDL8	February 2040
		HG	15,602,000	PAC III/AD	3.50	FIX	38376VDM6	February 2040
		HI	6,240,800	NTL (PAC III/AD)	5.00	FIX/IO	38376VDN4	February 2040
		HJ	15,602,000	PAC III/AD	3.75	FIX	38376VDP9	February 2040
		HK	15,602,000	PAC III/AD	4.00	FIX	38376VDQ7	February 2040
		HL	15,602,000	PAC III/AD	4.25	FIX	38376VDR5	February 2040
		HM	15,602,000	PAC III/AD	4.50	FIX	38376VDS3	February 2040
		HN	15,602,000	PAC III/AD	4.75	FIX	38376VDT1	February 2040
Combination 5								
GW	\$ 10,596,000	GT	\$ 16,350,000	PAC I/AD	5.00%	FIX	38376VDU8	February 2040
GY	5,754,000							

REMIC Securities

MX Securities

Class	Original Class		Related MX Class	Maximum Principal Balance or Class Notional Balance(2)		Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
	Principal Balance or Class Notional Balance	Notional Balance		Principal Balance or Class Notional Balance	Balance(2)					
<b>Security Group 3</b>										
Combination 6(6)										
NA	\$	75,164,000								
			NB	\$	75,164,000	PAC I/AD	2.50%	FIX	38376VDV6	December 2038
			NC		75,164,000	PAC I/AD	2.75	FIX	38376VDW4	December 2038
			ND		75,164,000	PAC I/AD	3.00	FIX	38376VDX2	December 2038
			NE		75,164,000	PAC I/AD	3.25	FIX	38376VDY0	December 2038
			NG		75,164,000	PAC I/AD	3.50	FIX	38376VDZ7	December 2038
			NH		75,164,000	PAC I/AD	3.75	FIX	38376VEA1	December 2038
			NI		37,582,000	NTL (PAC I/AD)	5.00	FIX/IO	38376VEB9	December 2038
			NJ		75,164,000	PAC I/AD	4.00	FIX	38376VEC7	December 2038
			NK		75,164,000	PAC I/AD	4.25	FIX	38376VED5	December 2038
			NL		75,164,000	PAC I/AD	4.50	FIX	38376VEE3	December 2038
			NM		75,164,000	PAC I/AD	4.75	FIX	38376VEF0	December 2038
<b>Combination 7(6)</b>										
QA	\$	13,210,000								
			QD	\$	13,210,000	PAC II/AD	3.00%	FIX	38376VEG8	February 2040
			QE		13,210,000	PAC II/AD	3.25	FIX	38376VEH6	February 2040
			QG		13,210,000	PAC II/AD	3.50	FIX	38376VEJ2	February 2040
			QH		13,210,000	PAC II/AD	3.75	FIX	38376VEK9	February 2040
			QI		5,284,000	NTL (PAC II/AD)	5.00	FIX/IO	38376VEL7	February 2040
			QJ		13,210,000	PAC II/AD	4.00	FIX	38376VEM5	February 2040
			QK		13,210,000	PAC II/AD	4.25	FIX	38376VEN3	February 2040
			QL		13,210,000	PAC II/AD	4.50	FIX	38376VEP8	February 2040
			QM		13,210,000	PAC II/AD	4.75	FIX	38376VEQ6	February 2040



REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 8(6)								
TA	\$ 10,859,000	TD	\$ 10,859,000	PAC III/AD	3.00%	FIX	38376VER4	February 2040
		TE	10,859,000	PAC III/AD	3.25	FIX	38376VES2	February 2040
		TG	10,859,000	PAC III/AD	3.50	FIX	38376VET0	February 2040
		TH	10,859,000	PAC III/AD	3.75	FIX	38376VEU7	February 2040
		TI	4,343,600	NTL (PAC III/AD)	5.00	FIX/IO	38376VEV5	February 2040
		TJ	10,859,000	PAC III/AD	4.00	FIX	38376VEW3	February 2040
		TK	10,859,000	PAC III/AD	4.25	FIX	38376VEX1	February 2040
		TL	10,859,000	PAC III/AD	4.50	FIX	38376VEY9	February 2040
		TM	10,859,000	PAC III/AD	4.75	FIX	38376VEZ6	February 2040
Combination 9								
NU	\$ 6,452,000	NW	\$ 11,202,000	PAC I/AD	5.00%	FIX	38376VFA0	February 2040
NY	4,750,000							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
<b>Security Group 4</b>								
Combination 10(6)								
PA	\$ 90,816,000	PB	\$ 90,816,000	PAC I	3.00%	FIX	38376VFB8	September 2033
		PC	90,816,000	PAC I	3.25	FIX	38376VFC6	September 2033
		PD	90,816,000	PAC I	3.50	FIX	38376VFD4	September 2033
		PE	90,816,000	PAC I	3.75	FIX	38376VFE2	September 2033
		PG	90,816,000	PAC I	4.00	FIX	38376VFF9	September 2033
		PH	90,816,000	PAC I	4.25	FIX	38376VFG7	September 2033
		PI	50,453,333	NTL (PAC I)	4.50	FIX/IO	38376VFH5	September 2033
		PJ	90,816,000	PAC I	2.00	FIX	38376VFJ1	September 2033
		PK	90,816,000	PAC I	2.25	FIX	38376VFK8	September 2033
		PL	90,816,000	PAC I	2.50	FIX	38376VFL6	September 2033
		PM	81,734,400	PAC I	5.00	FIX	38376VFM4	September 2033
		PN	90,816,000	PAC I	2.75	FIX	38376VFN2	September 2033
		PO	9,081,600	PAC I	0.00	PO	38376VFP7	September 2033
		PQ	86,036,210	PAC I	4.75	FIX	38376VFQ5	September 2033
<b>Security Group 5</b>								
Combination 11								
CI	\$ 131,054,776	SC	\$ 512,823,039	NTL (PT)	(5)	INV/IO	38376VFR3	February 2040
CS	512,823,039							
Combination 12								
CI	\$ 74,198,750	C	\$ 677,466,846	PT	3.00%	FIX	38376VFS1	February 2040
CS	290,342,934							
FC	290,342,934							
QO	387,123,912							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
<b>Security Group 8</b>								
Combination 13								
BD	\$ 93,248,596	BA	\$ 217,580,058	PT	3.00%	FIX	38376VFT9	February 2040
BV	93,248,596							
IC	93,248,596							
OB	217,580,058							
SB	93,248,596							
YB	93,248,596							
Combination 14								
BD	\$ 108,790,029	B	\$ 217,580,058	PT	3.50%	FIX	38376VFU6	February 2040
BV	108,790,029							
IC	108,790,029							
OB	217,580,058							
SB	108,790,029							
YB	108,790,029							
Combination 15								
BD	\$ 124,331,462	BC	\$ 217,580,058	PT	4.00%	FIX	38376VFW4	February 2040
BV	124,331,462							
IC	124,331,462							
OB	217,580,058							
SB	124,331,462							
YB	124,331,462							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 16								
BD	\$ 139,872,894	BE	\$ 195,822,052	PT	5.00%	FIX	38376VFW2	February 2040
BV	139,872,894							
IC	139,872,894							
OB	195,822,052							
SB	139,872,894							
YB	139,872,894							
Combination 17								
BD	\$ 139,872,894	BG	\$ 186,497,192	PT	5.25%	FIX	38376VFX0	February 2040
BV	139,872,894							
IC	139,872,894							
OB	186,497,192							
SB	139,872,894							
YB	139,872,894							
Combination 18								
BD	\$ 139,872,894	BH	\$ 178,020,047	PT	5.50%	FIX	38376VFX8	February 2040
BV	139,872,894							
IC	139,872,894							
OB	178,020,047							
SB	139,872,894							
YB	139,872,894							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 19								
BD	\$ 139,872,894	BJ	\$ 170,280,045	PT	5.75%	FIX	38376VFZ5	February 2040
BV	139,872,894							
IC	139,872,894							
OB	170,280,045							
SB	139,872,894							
YB	139,872,894							
Combination 20								
BD	\$ 139,872,894	BK	\$ 163,185,043	PT	6.00%	FIX	38376VGA9	February 2040
BV	139,872,894							
IC	139,872,894							
OB	163,185,043							
SB	139,872,894							
YB	139,872,894							
Combination 21								
BD	\$ 139,872,894	BL	\$ 156,657,641	PT	6.25%	FIX	38376VGB7	February 2040
BV	139,872,894							
IC	139,872,894							
OB	156,657,641							
SB	139,872,894							
YB	139,872,894							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 22								
BD	\$ 139,872,894	BM	\$ 150,632,347	PT	6.50%	FIX	38376VGC5	February 2040
BV	139,872,894							
IC	139,872,894							
OB	150,632,347							
SB	139,872,894							
YB	139,872,894							
Combination 23								
BD	\$ 139,872,894	BN	\$ 145,053,372	PT	6.75%	FIX	38376VGD3	February 2040
BV	139,872,894							
IC	139,872,894							
OB	145,053,372							
SB	139,872,894							
YB	139,872,894							
Combination 24								
BD	\$ 139,872,894	BP	\$ 139,872,894	PT	7.00%	FIX	38376VGE1	February 2040
BV	139,872,894							
IC	139,872,894							
OB	139,872,894							
SB	139,872,894							
YB	139,872,894							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 25								
BD	\$ 139,872,894	BQ	\$ 135,049,691	PT	7.25%	FIX	38376VGF8	February 2040
BV	139,872,894							
IC	139,872,894							
OB	135,049,691							
SB	139,872,894							
YB	139,872,894							
Combination 26								
BD	\$ 139,872,894	BT	\$ 130,548,034	PT	7.50%	FIX	38376VGG6	February 2040
BV	139,872,894							
IC	139,872,894							
OB	130,548,034							
SB	139,872,894							
YB	139,872,894							
Combination 27								
BD	\$ 139,872,894	BU	\$ 126,336,807	PT	7.75%	FIX	38376VGH4	February 2040
BV	139,872,894							
IC	139,872,894							
OB	126,336,807							
SB	139,872,894							
YB	139,872,894							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 28								
BD	\$ 139,872,894	BW	\$ 122,388,782	PT	8.00%	FIX	38376VGJ0	February 2040
BV	139,872,894							
IC	139,872,894							
OB	122,388,782							
SB	139,872,894							
YB	139,872,894							
Combination 29								
BD	\$ 139,872,894	BX	\$ 118,680,031	PT	8.25%	FIX	38376VGK7	February 2040
BV	139,872,894							
IC	139,872,894							
OB	118,680,031							
SB	139,872,894							
YB	139,872,894							
Combination 30								
BD	\$ 139,872,894	BY	\$ 115,189,442	PT	8.50%	FIX	38376VGL5	February 2040
BV	139,872,894							
IC	139,872,894							
OB	115,189,442							
SB	139,872,894							
YB	139,872,894							



REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 31								
BD	\$ 139,872,894	HC	\$ 108,790,029	PT	(5)	FLT	38376VGM3	February 2040
BV	139,872,894							
IC	139,872,894							
OB	108,790,029							
SB	31,082,865							
YB	31,082,865							
Combination 32								
SB	\$ 139,872,894	BS	\$ 139,872,894	NTL (PT)	(5)	INV/IO	38376VGN1	February 2040
YB	139,872,894							
Combination 33								
BV	\$ 139,872,894	BF	\$ 139,872,894	PT	(5)	FLT	38376VGP6	February 2040
IC	139,872,894							
OB	139,872,894							
Combination 34								
BD	\$ 139,872,894	FB	\$ 139,872,894	PT	(5)	FLT	38376VQQ4	February 2040
BV	139,872,894							
IC	139,872,894							
OB	139,872,894							
Combination 35								
BD	\$ 139,872,894	HF	\$ 139,872,894	PT	(5)	FLT	38376VGR2	February 2040
BV	139,872,894							
IC	139,872,894							
OB	139,872,894							
YB	139,872,894							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 36								
BD	\$ 139,872,894	XB	\$ 139,872,894	NTL (PT)	(5)	INV/IO	38376VGS0	February 2040
SB	139,872,894							
YB	139,872,894							
Combination 37								
BD	\$ 139,872,894	FM	\$ 122,388,782	PT	(5)	FLT	38376VGT8	February 2040
BV	139,872,894							
IC	139,872,894							
OB	122,388,782							
SB	17,484,111							
YB	17,484,111							
Combination 38								
BD	\$ 139,872,894	BI	\$ 217,580,058	NTL (PT)	4.50%	FIX/IO	38376VGU5	February 2040
BV	139,872,894							
IC	139,872,894							
SB	139,872,894							
YB	139,872,894							
<b>Security Group 9</b>								
Combination 39								
IY	\$1,226,142,857	UA	\$2,861,000,000	PT	3.00%	FIX	38376VGV3	February 2040
OU	2,861,000,000							
SU	1,226,142,857							
U	1,226,142,857							
UV	1,226,142,857							
XH	1,226,142,857							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 40								
IY	\$1,430,500,000	UB	\$2,861,000,000	PT	3.50%	FIX	38376VGW1	February 2040
OU	2,861,000,000							
SU	1,430,500,000							
U	1,430,500,000							
UV	1,430,500,000							
XH	1,430,500,000							
Combination 41								
IY	\$1,634,857,143	UC	\$2,861,000,000	PT	4.00%	FIX	38376VGX9	February 2040
OU	2,861,000,000							
SU	1,634,857,143							
U	1,634,857,143							
UV	1,634,857,143							
XH	1,634,857,143							
Combination 42								
IY	\$1,839,214,286	UD	\$2,861,000,000	PT	4.50%	FIX	38376VGY7	February 2040
OU	2,861,000,000							
SU	1,839,214,286							
U	1,839,214,286							
UV	1,839,214,286							
XH	1,839,214,286							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 43								
IY	\$2,043,571,428	UE	\$2,724,761,904	PT	5.25%	FIX	38376VGVZ4	February 2040
OU	2,724,761,904							
SU	2,043,571,428							
U	2,043,571,428							
UV	2,043,571,428							
XH	2,043,571,428							
Combination 44								
IY	\$2,043,571,428	UG	\$2,600,909,090	PT	5.50%	FIX	38376VHA8	February 2040
OU	2,600,909,090							
SU	2,043,571,428							
U	2,043,571,428							
UV	2,043,571,428							
XH	2,043,571,428							
Combination 45								
IY	\$2,043,571,428	UH	\$2,487,826,086	PT	5.75%	FIX	38376VHIB6	February 2040
OU	2,487,826,086							
SU	2,043,571,428							
U	2,043,571,428							
UV	2,043,571,428							
XH	2,043,571,428							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 46								
IY	\$2,043,571,428	UJ	\$2,384,166,666	PT	6.00%	FIX	38376VHC4	February 2040
OU	2,384,166,666							
SU	2,043,571,428							
U	2,043,571,428							
UV	2,043,571,428							
XH	2,043,571,428							
Combination 47								
IY	\$2,043,571,428	UK	\$2,288,800,000	PT	6.25%	FIX	38376VHD2	February 2040
OU	2,288,800,000							
SU	2,043,571,428							
U	2,043,571,428							
UV	2,043,571,428							
XH	2,043,571,428							
Combination 48								
IY	\$2,043,571,428	UL	\$2,200,769,230	PT	6.50%	FIX	38376VHE0	February 2040
OU	2,200,769,230							
SU	2,043,571,428							
U	2,043,571,428							
UV	2,043,571,428							
XH	2,043,571,428							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 49								
IY	\$2,043,571,428	UM	\$2,119,259,259	PT	6.75%	FIX	38376VHF7	February 2040
OU	2,119,259,259							
SU	2,043,571,428							
U	2,043,571,428							
UV	2,043,571,428							
XH	2,043,571,428							
Combination 50								
IY	\$2,043,571,428	UN	\$2,043,571,428	PT	7.00%	FIX	38376VHG5	February 2040
OU	2,043,571,428							
SU	2,043,571,428							
U	2,043,571,428							
UV	2,043,571,428							
XH	2,043,571,428							
Combination 51								
IY	\$2,043,571,428	UP	\$1,973,103,448	PT	7.25%	FIX	38376VHH3	February 2040
OU	1,973,103,448							
SU	2,043,571,428							
U	2,043,571,428							
UV	2,043,571,428							
XH	2,043,571,428							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 52								
IY	\$2,043,571,428	UQ	\$1,907,333,333	PT	7.50%	FIX	38376VHJ9	February 2040
OU	1,907,333,333							
SU	2,043,571,428							
U	2,043,571,428							
UV	2,043,571,428							
XH	2,043,571,428							
Combination 53								
IY	\$2,043,571,428	UT	\$1,845,806,451	PT	7.75%	FIX	38376VHK6	February 2040
OU	1,845,806,451							
SU	2,043,571,428							
U	2,043,571,428							
UV	2,043,571,428							
XH	2,043,571,428							
Combination 54								
IY	\$2,043,571,428	UW	\$1,788,125,000	PT	8.00%	FIX	38376VHL4	February 2040
OU	1,788,125,000							
SU	2,043,571,428							
U	2,043,571,428							
UV	2,043,571,428							
XH	2,043,571,428							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 55								
IY	\$2,043,571,428	UX	\$1,733,939,393	PT	8.25%	FIX	38376VHM2	February 2040
OU	1,733,939,393							
SU	2,043,571,428							
U	2,043,571,428							
UV	2,043,571,428							
XH	2,043,571,428							
Combination 56								
IY	\$2,043,571,428	UY	\$1,682,941,176	PT	8.50%	FIX	38376VHN0	February 2040
OU	1,682,941,176							
SU	2,043,571,428							
U	2,043,571,428							
UV	2,043,571,428							
XH	2,043,571,428							
Combination 57								
OU	\$2,043,571,428	FV	\$2,043,571,428	PT	(5)	FLT	38376VHP5	February 2040
XH	2,043,571,428							
Combination 58								
SU	\$2,043,571,428	US	\$2,043,571,428	NTL (PT)	(5)	INV/IO	38376VHQ3	February 2040
UV	2,043,571,428							
Combination 59								
IY	\$2,043,571,428	FE	\$2,043,571,428	PT	(5)	FLT	38376VHR1	February 2040
OU	2,043,571,428							
XH	2,043,571,428							



REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 60								
IY	\$2,043,571,428	FU	\$2,043,571,428	PT	(5)	FLT	38376VHS9	February 2040
OU	2,043,571,428							
U	2,043,571,428							
XH	2,043,571,428							
Combination 61								
IY	\$2,043,571,428	FY	\$1,589,444,444	PT	(5)	FLT	38376VHT7	February 2040
OU	1,589,444,444							
SU	454,126,984							
U	454,126,984							
UV	454,126,984							
XH	2,043,571,428							
Combination 62								
U	\$2,043,571,428	IT	\$ 510,892,857	NL (PT)	(5)	INV/IO	38376V5P8	February 2040
UV	2,043,571,428							
Combination 63								
SU	\$2,043,571,428	SE	\$2,043,571,428	NL (PT)	(5)	INV/IO	38376VHU4	February 2040
U	2,043,571,428							
UV	2,043,571,428							
Combination 64								
IY	\$2,043,571,428	SN	\$2,043,571,428	NL (PT)	(5)	INV/IO	38376VHV2	February 2040
SU	2,043,571,428							
U	2,043,571,428							
UV	2,043,571,428							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 65								
IY	\$2,043,571,428	FN	\$1,788,125,000	PT	(5)	FLT	38376VHW0	February 2040
OU	1,788,125,000							
SU	255,446,429							
U	255,446,429							
UV	255,446,429							
XH	2,043,571,428							
Combination 66								
IY	\$2,043,571,428	UI	\$2,861,000,000	NTL (PT)	5.00%	FIX/IO	38376VHX8	February 2040
SU	2,043,571,428							
U	2,043,571,428							
UV	2,043,571,428							
XH	2,043,571,428							

(1) All exchanges must comply with minimum denominations restrictions.

(2) The amount shown for each MX Class represents the maximum Original Class Principal Balance (or original Class Notional Balance) of that Class, assuming it were to be issued on the Closing Date.

(3) As defined under "Class Types" in Appendix I to the Base Offering Circular.

(4) See "Yield, Maturity and Prepayment Considerations — Final Distribution Date" in this Supplement.

(5) The Interest Rate will be calculated as described under "Terms Sheet — Interest Rates" in this Supplement.

(6) In the case of Combinations 2, 3, 4, 6, 7, 8 and 10, various subcombinations are permitted. See "Description of the Securities — Modification and Exchange" in the Base Offering Circular for a discussion of subcombinations.



**\$3,397,736,408**  
**Government National Mortgage Association**  
**GINNIE MAE®**  
**Guaranteed REMIC Pass-Through Securities**  
**and MX Securities**  
**Ginnie Mae REMIC Trust 2010-026**

**The Securities**

The Trust will issue the Classes of Securities listed on the front cover of this offering circular supplement.

**The Ginnie Mae Guaranty**

Ginnie Mae will guarantee the timely payment of principal and interest on the securities. The Ginnie Mae Guaranty is backed by the full faith and credit of the United States of America.

**The Trust and its Assets**

The Trust will own (1) Ginnie Mae Certificates and (2) a certain previously issued certificate.

**The securities may not be suitable investments for you. You should consider carefully the risks of investing in them.**

**See “Risk Factors” beginning on page S-10 which highlights some of these risks.**

The Sponsor and the Co-Sponsor will offer the securities from time to time in negotiated transactions at varying prices. We expect the closing date to be February 26, 2010.

You should read the Base Offering Circular as well as this Supplement.

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

Class of REMIC Securities	Original Principal Balance(2)	Interest Rate	Principal Type(3)	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
<b>Security Group 1</b>						
A(1) . . . . .	\$ 55,578,562	(5)	NTL(PT)	INV/IO	38376VJB4	February 2040
AV(1) . . . . .	55,578,562	(5)	NTL(PT)	FLT/IO	38376VHY6	February 2040
IA(1) . . . . .	55,578,562	(5)	NTL(PT)	INV/IO	38376VHZ3	February 2040
IB(1) . . . . .	55,578,562	(5)	NTL(PT)	INV/IO	38376VJA6	February 2040
OA(1) . . . . .	97,262,484	0.0%	PT	PO	38376VJD0	February 2040
SA(1) . . . . .	55,578,562	(5)	NTL(PT)	INV/IO	38376VJC2	February 2040
<b>Security Group 2</b>						
CV(1) . . . . .	203,103,550	(5)	NTL(PT)	FLT/IO	38376VJE8	February 2040
D(1) . . . . .	203,103,550	(5)	NTL(PT)	INV/IO	38376VJG3	February 2040
EV(1) . . . . .	203,103,550	(5)	NTL(PT)	INV/IO	38376VJF5	February 2040
OC(1) . . . . .	284,344,971	0.0	PT	PO	38376VJK4	February 2040
SC(1) . . . . .	203,103,550	(5)	NTL(PT)	INV/IO	38376VJJ7	February 2040
YC(1) . . . . .	203,103,550	(5)	NTL(PT)	INV/IO	38376VJH1	February 2040
<b>Security Group 3</b>						
DO(1) . . . . .	99,971,738	0.0	PT	PO	38376VJR9	February 2040
DV(1) . . . . .	64,267,545	(5)	NTL(PT)	FLT/IO	38376VJL2	February 2040
IG(1) . . . . .	64,267,545	(5)	NTL(PT)	INV/IO	38376VJM0	February 2040
IH(1) . . . . .	64,267,545	(5)	NTL(PT)	INV/IO	38376VJN8	February 2040
SD(1) . . . . .	64,267,545	(5)	NTL(PT)	INV/IO	38376VJQ1	February 2040
SK(1) . . . . .	64,267,545	(5)	NTL(PT)	INV/IO	38376VJP3	February 2040
<b>Security Group 4</b>						
IN(1) . . . . .	236,001,875	(5)	NTL(PT)	INV/IO	38376VJT5	February 2040
J(1) . . . . .	236,001,875	(5)	NTL(PT)	INV/IO	38376VJU2	February 2040
JV(1) . . . . .	236,001,875	(5)	NTL(PT)	FLT/IO	38376VJS7	February 2040
OJ(1) . . . . .	330,402,625	0.0	PT	PO	38376VJX6	February 2040
SH(1) . . . . .	236,001,875	(5)	NTL(PT)	INV/IO	38376VJV0	February 2040
SJ(1) . . . . .	236,001,875	(5)	NTL(PT)	INV/IO	38376VJW8	February 2040
<b>Security Group 5</b>						
IU(1) . . . . .	1,541,554,219	(5)	NTL(PT)	INV/IO	38376VJZ1	February 2040
OQ(1) . . . . .	2,397,973,231	0.0	PT	PO	38376VKD8	February 2040
QV(1) . . . . .	1,541,554,219	(5)	NTL(PT)	INV/IO	38376VKB2	February 2040
SP(1) . . . . .	1,541,554,219	(5)	NTL(PT)	INV/IO	38376VKA4	February 2040
SQ(1) . . . . .	1,541,554,219	(5)	NTL(PT)	INV/IO	38376VKC0	February 2040
XN(1) . . . . .	1,541,554,219	(5)	NTL(PT)	FLT/IO	38376VJY4	February 2040
<b>Security Group 6</b>						
NP(1) . . . . .	90,798,827	(5)	NTL(PT)	INV/IO	38376VKF3	February 2040
NQ(1) . . . . .	90,798,827	(5)	NTL(PT)	INV/IO	38376VKG1	February 2040
OW(1) . . . . .	127,118,359	0.0	PT	PO	38376VKK2	February 2040
SW(1) . . . . .	90,798,827	(5)	NTL(PT)	INV/IO	38376VKJ5	February 2040
W(1) . . . . .	90,798,827	(5)	NTL(PT)	FLT/IO	38376VKE6	February 2040
WV(1) . . . . .	90,798,827	(5)	NTL(PT)	INV/IO	38376VKH9	February 2040
<b>Security Group 7</b>						
VA . . . . .	22,117,033	5.0	SC/AD/SEQ	FIX	38376V3X3	February 2021
VB . . . . .	8,214,467	5.0	SC/AD/SEQ	FIX	38376V3Y1	January 2024
PZ . . . . .	30,331,500	5.0	SC/SEQ	FIX/Z	38376V3Z8	January 2040
<b>Residual</b>						
R . . . . .	0	0.0	NPR	NPR	38376VKL0	February 2040

- (1) These Securities may be exchanged for MX Securities described in Schedule I.
- (2) Subject to increase as described under “Increase in Size” in this Supplement. The amount shown for each Notional Class (indicated by “NTL” under Principal Type) is its original Class Notional Balance and does not represent principal that will be paid.
- (3) As defined under “Class Types” in Appendix I to the Base Offering Circular. The type of Class with which the Class Notional Balance of each Notional Class will be reduced is indicated in parentheses.
- (4) See “Yield, Maturity and Prepayment Considerations — Final Distribution Date” in this Supplement.
- (5) See “Terms Sheet — Interest Rates” in this Supplement.

**BOFAM ERRILL LYNCH**

**ALADDIN CAPITAL LLC**

**The date of this Offering Circular Supplement is February 19, 2010.**

## TERMS SHEET

This terms sheet contains selected information for quick reference only. You should read this Supplement, particularly “Risk Factors,” and each of the other documents listed under “Available Information.”

**Sponsor:** Banc of America Securities LLC

**Co-Sponsor:** Aladdin Capital LLC

**Trustee:** Wells Fargo Bank, N.A.

**Tax Administrator:** The Trustee

**Closing Date:** February 26, 2010

**Distribution Dates:** For the Group 1, 2, 3 and 4 Securities, the 16th day of each month or, if the 16th day is not a Business Day, the first Business Day thereafter, commencing in March 2010. For the Group 5, 6 and 7 Securities, the 20th day of each month or, if the 20th day is not a Business Day, the first Business Day thereafter, commencing in March 2010.

### Trust Assets:

<u>Trust Asset Group</u>	<u>Trust Asset Type</u>	<u>Certificate Rate</u>	<u>Original Term To Maturity (in years)</u>
1	Ginnie Mae I	4.0%	30
2	Ginnie Mae I	5.0%	30
3	Ginnie Mae I	4.5%	30
4	Ginnie Mae I	5.0%	30
5	Ginnie Mae II	4.5%	30
6	Ginnie Mae II	5.0%	30
7	Underlying Certificate	(1)	(1)

<sup>(1)</sup> Certain information regarding the Underlying Certificate is set forth in Exhibits A and B to this Supplement.

**Security Groups:** This series of Securities consists of multiple Security Groups (each, a “Group”), as shown on the front cover of this Supplement and on Schedule I to this Supplement. Payments on each Group will be based solely on payments on the Trust Asset Group with the same numerical designation.

**Assumed Characteristics of the Mortgage Loans Underlying the Group 1, Group 2, Group 3, Group 4, Group 5 and Group 6 Trust Assets<sup>1</sup>:**

<u>Principal Balance</u>	<u>Weighted Average Remaining Term to Maturity (in months)</u>	<u>Weighted Average Loan Age (in months)</u>	<u>Weighted Average Mortgage Rate<sup>2</sup></u>
<b>Group 1 Trust Assets</b>			
\$97,262,484	359	1	4.50%
<b>Group 2 Trust Assets</b>			
\$284,344,971	359	1	5.50%
<b>Group 3 Trust Assets</b>			
\$99,971,738	359	1	5.00%
<b>Group 4 Trust Assets</b>			
\$330,402,625	359	1	5.50%
<b>Group 5 Trust Assets</b>			
\$2,397,973,231	359	1	4.94%
<b>Group 6 Trust Assets</b>			
\$127,118,359	359	1	5.33%

<sup>1</sup> As of February 1, 2010.

<sup>2</sup> The Mortgage Loans underlying the Group 5 and 6 Trust Assets may bear interest at rates ranging from 0.25% to 1.50% per annum above the related Certificate Rate.

The actual remaining terms to maturity, loan ages and, in the case of the Group 5 and 6 Trust Assets, Mortgage Rates of many of the Mortgage Loans underlying the Group 1, 2, 3, 4, 5 and 6 Trust Assets will differ from the weighted averages shown above, perhaps significantly. See *“The Trust Assets — The Mortgage Loans”* in this Supplement. See Exhibit A to this Supplement for certain information regarding the characteristics of the Mortgage Loans included in the Underlying Trust.

**Issuance of Securities:** The Securities, other than the Residual Securities, will initially be issued in book-entry form through the book-entry system of the U.S. Federal Reserve Banks (the “Fedwire Book-Entry System”). The Residual Securities will be issued in fully registered, certificated form. See *“Description of the Securities — Form of Securities”* in this Supplement.

**Modification and Exchange:** If you own exchangeable Securities you will be able, upon notice and payment of an exchange fee, to exchange them for a proportionate interest in the related Securities shown on Schedule I to this Supplement. See *“Description of the Securities — Modification and Exchange”* in this Supplement.

**Increased Minimum Denomination Classes:** Each Class that constitutes a Principal Only, Interest Only or Interest Only Inverse Floating Rate Class. See *“Description of the Securities — Form of Securities”* in this Supplement.

**Interest Rates:** The Interest Rates for the Fixed Rate Classes are shown on the front cover of this Supplement or on Schedule I to this Supplement.

The Floating Rate and Inverse Floating Rate Classes will bear interest at per annum rates based on one-month LIBOR (hereinafter referred to as "LIBOR") as follows:

<b>Class</b>	<b>Interest Rate Formula(1)</b>	<b>Initial Interest Rate(2)</b>	<b>Minimum Rate</b>	<b>Maximum Rate</b>	<b>Delay (in days)</b>	<b>LIBOR for Minimum Interest Rate</b>
A	6.25% - LIBOR	0.25%	0.00%	0.25%	0	6.25%
AF	LIBOR + 0.50%	0.73%	0.50%	7.00%	0	0.00%
AS	6.25% - LIBOR	6.02%	0.00%	6.25%	0	6.25%
AV	LIBOR + 0.25%	0.48%	0.25%	7.00%	0	0.00%
CF	LIBOR + 0.50%	0.73%	0.50%	7.00%	0	0.00%
CS	6.25% - LIBOR	6.02%	0.00%	6.25%	0	6.25%
CV	LIBOR + 0.25%	0.48%	0.25%	7.00%	0	0.00%
D	6.50% - LIBOR	0.25%	0.00%	0.25%	0	6.50%
DF	LIBOR + 0.50%	0.73%	0.50%	7.00%	0	0.00%
DS	6.25% - LIBOR	6.02%	0.00%	6.25%	0	6.25%
DV	LIBOR + 0.25%	0.48%	0.25%	7.00%	0	0.00%
EV	6.75% - LIBOR	0.25%	0.00%	0.25%	0	6.75%
FA	LIBOR + 0.75%	0.98%	0.75%	7.00%	0	0.00%
FB	LIBOR + 1.75%	1.98%	1.75%	8.00%	0	0.00%
FC	LIBOR + 0.75%	0.98%	0.75%	7.00%	0	0.00%
FD	LIBOR + 1.75%	1.98%	1.75%	8.00%	0	0.00%
FE	LIBOR + 1.75%	1.98%	1.75%	8.00%	0	0.00%
FG	LIBOR + 1.75%	1.98%	1.75%	8.00%	0	0.00%
FH	LIBOR + 0.75%	0.98%	0.75%	7.00%	0	0.00%
FJ	LIBOR + 0.75%	0.98%	0.75%	7.00%	0	0.00%
FK	LIBOR + 1.00%	1.23%	1.00%	7.00%	0	0.00%
FL	LIBOR + 1.75%	1.98%	1.75%	8.00%	0	0.00%
FM	LIBOR + 1.75%	1.98%	1.75%	8.00%	0	0.00%
FP	LIBOR + 1.00%	1.23%	1.00%	7.00%	0	0.00%
FQ	LIBOR + 0.75%	0.98%	0.75%	7.00%	0	0.00%
FW	LIBOR + 0.75%	0.98%	0.75%	7.00%	0	0.00%
HA	LIBOR + 2.75%	2.98%	2.75%	9.00%	0	0.00%
HB	LIBOR + 1.00%	1.23%	1.00%	7.00%	0	0.00%
HE	LIBOR + 2.75%	2.98%	2.75%	9.00%	0	0.00%
HG	LIBOR + 2.75%	2.98%	2.75%	9.00%	0	0.00%
HN	LIBOR + 2.75%	2.98%	2.75%	9.00%	0	0.00%
HU	LIBOR + 2.75%	2.98%	2.75%	9.00%	0	0.00%
HV	LIBOR + 1.00%	1.23%	1.00%	7.00%	0	0.00%
IA	6.75% - LIBOR	0.25%	0.00%	0.25%	0	6.75%
IB	6.50% - LIBOR	0.25%	0.00%	0.25%	0	6.50%
IG	6.75% - LIBOR	0.25%	0.00%	0.25%	0	6.75%
IH	6.50% - LIBOR	0.25%	0.00%	0.25%	0	6.50%

<u>Class</u>	<u>Interest Rate Formula(1)</u>	<u>Initial Interest Rate(2)</u>	<u>Minimum Rate</u>	<u>Maximum Rate</u>	<u>Delay (in days)</u>	<u>LIBOR for Minimum Interest Rate</u>
IN	6.75% – LIBOR	0.25%	0.00%	0.25%	0	6.75%
IU	6.75% – LIBOR	0.25%	0.00%	0.25%	0	6.75%
J	6.50% – LIBOR	0.25%	0.00%	0.25%	0	6.50%
JF	LIBOR + 0.50%	0.73%	0.50%	7.00%	0	0.00%
JS	6.25% – LIBOR	6.02%	0.00%	6.25%	0	6.25%
JV	LIBOR + 0.25%	0.48%	0.25%	7.00%	0	0.00%
KF	LIBOR + 1.00%	1.23%	1.00%	7.00%	0	0.00%
NP	6.75% – LIBOR	0.25%	0.00%	0.25%	0	6.75%
NQ	6.50% – LIBOR	0.25%	0.00%	0.25%	0	6.50%
NU	LIBOR + 2.75%	2.98%	2.75%	9.00%	0	0.00%
NX	LIBOR + 1.00%	1.23%	1.00%	7.00%	0	0.00%
QF	LIBOR + 0.50%	0.73%	0.50%	7.00%	0	0.00%
QS	6.25% – LIBOR	6.02%	0.00%	6.25%	0	6.25%
QV	6.25% – LIBOR	0.25%	0.00%	0.25%	0	6.25%
SA	6.00% – LIBOR	5.77%	0.00%	6.00%	0	6.00%
SC	6.00% – LIBOR	5.77%	0.00%	6.00%	0	6.00%
SD	6.00% – LIBOR	5.77%	0.00%	6.00%	0	6.00%
SH	6.25% – LIBOR	0.25%	0.00%	0.25%	0	6.25%
SJ	6.00% – LIBOR	5.77%	0.00%	6.00%	0	6.00%
SK	6.25% – LIBOR	0.25%	0.00%	0.25%	0	6.25%
SP	6.50% – LIBOR	0.25%	0.00%	0.25%	0	6.50%
SQ	6.00% – LIBOR	5.77%	0.00%	6.00%	0	6.00%
SW	6.00% – LIBOR	5.77%	0.00%	6.00%	0	6.00%
W	LIBOR + 0.25%	0.48%	0.25%	7.00%	0	0.00%
WF	LIBOR + 0.50%	0.73%	0.50%	7.00%	0	0.00%
WS	6.25% – LIBOR	6.02%	0.00%	6.25%	0	6.25%
WV	6.25% – LIBOR	0.25%	0.00%	0.25%	0	6.25%
XC	6.50% – LIBOR	6.27%	0.00%	6.50%	0	6.50%
XD	6.50% – LIBOR	6.27%	0.00%	6.50%	0	6.50%
XJ	6.50% – LIBOR	6.27%	0.00%	6.50%	0	6.50%
XN	LIBOR + 0.25%	0.48%	0.25%	7.00%	0	0.00%
XQ	6.50% – LIBOR	6.27%	0.00%	6.50%	0	6.50%
XS	6.50% – LIBOR	6.27%	0.00%	6.50%	0	6.50%
XW	6.50% – LIBOR	6.27%	0.00%	6.50%	0	6.50%
YC	6.25% – LIBOR	0.25%	0.00%	0.25%	0	6.25%

(1) LIBOR will be established on the basis of the BBA LIBOR method, as described under “Description of the Securities — Interest Distributions — Floating Rate and Inverse Floating Rate Classes” in this Supplement.

(2) The initial Interest Rate will be in effect during the first Accrual Period; the Interest Rate will adjust monthly thereafter.

**Allocation of Principal:** On each Distribution Date for a Security Group, the following distributions will be made to the related Securities:

**SECURITY GROUP 1**

The Group 1 Principal Distribution Amount will be allocated to OA, until retired

**SECURITY GROUP 2**

The Group 2 Principal Distribution Amount will be allocated to OC, until retired

**SECURITY GROUP 3**

The Group 3 Principal Distribution Amount will be allocated to DO, until retired

**SECURITY GROUP 4**

The Group 4 Principal Distribution Amount will be allocated to OJ, until retired

**SECURITY GROUP 5**

The Group 5 Principal Distribution Amount will be allocated to OQ, until retired

**SECURITY GROUP 6**

The Group 6 Principal Distribution Amount will be allocated to OW, until retired

**SECURITY GROUP 7**

The PZ Accrual Amount and Group 7 Principal Distribution Amount, sequentially, to VA, VB and PZ, in that order, until retired.

**Accrual Class:** Interest will accrue on the Accrual Class identified on the front cover of this Supplement at the per annum rate set forth on that page. However, no interest will be distributed to the Accrual Class as interest. Interest so accrued on the Accrual Class on each Distribution Date will constitute the Accrual Amount, which will be added to the Class Principal Balance of that Class on each Distribution Date and will be distributable as principal as set forth in this Terms Sheet under “Allocation of Principal.”

**Notional Classes:** The Notional Classes will not receive distributions of principal but have Class Notional Balances for convenience in describing their entitlements to interest. The Class Notional Balance of each Notional Class represents the percentage indicated below of, and reduces to that extent with, the Class Principal Balance indicated:

<u>Class</u>	<u>Original Class Notional Balance</u>	<u>Represents Approximately</u>
A . . . . .	\$ 55,578,562	57.1428571429% of OA (PT class)
AI . . . . .	97,262,484	100% of OA (PT class)
AS . . . . .	55,578,562	57.1428571429% of OA (PT class)
AV . . . . .	55,578,562	57.1428571429% of OA (PT class)
CI . . . . .	284,344,971	100% of OC (PT class)
CS . . . . .	203,103,550	71.4285714286% of OC (PT class)
CV . . . . .	203,103,550	71.4285714286% of OC (PT class)



<u>Class</u>	<u>Original Class Notional Balance</u>	<u>Represents Approximately</u>
D . . . . .	203,103,550	71.4285714286% of OC (PT class)
DI . . . . .	99,971,738	100% of DO (PT class)
DS . . . . .	64,267,545	64.2857142857% of DO (PT class)
DV . . . . .	64,267,545	64.2857142857% of DO (PT class)
EV . . . . .	203,103,550	71.4285714286% of OC (PT class)
IA . . . . .	55,578,562	57.1428571429% of OA (PT class)
IB . . . . .	55,578,562	57.1428571429% of OA (PT class)
IG . . . . .	64,267,545	64.2857142857% of DO (PT class)
IH . . . . .	64,267,545	64.2857142857% of DO (PT class)
IN . . . . .	236,001,875	71.4285714286% of OJ (PT class)
IU . . . . .	1,541,554,219	64.2857142857% of OQ (PT class)
J . . . . .	236,001,875	71.4285714286% of OJ (PT class)
JL . . . . .	330,402,625	100% of OJ (PT class)
JS . . . . .	236,001,875	71.4285714286% of OJ (PT class)
JV . . . . .	236,001,875	71.4285714286% of OJ (PT class)
NP . . . . .	90,798,827	71.4285714286% of OW (PT class)
NQ . . . . .	90,798,827	71.4285714286% of OW (PT class)
QI . . . . .	2,397,973,231	100% of OQ (PT class)
QS . . . . .	1,541,554,219	64.2857142857% of OQ (PT class)
QV . . . . .	1,541,554,219	64.2857142857% of OQ (PT class)
SA . . . . .	55,578,562	57.1428571429% of OA (PT class)
SC . . . . .	203,103,550	71.4285714286% of OC (PT class)
SD . . . . .	64,267,545	64.2857142857% of DO (PT class)
SH . . . . .	236,001,875	71.4285714286% of OJ (PT class)
SJ . . . . .	236,001,875	71.4285714286% of OJ (PT class)
SK . . . . .	64,267,545	64.2857142857% of DO (PT class)
SP . . . . .	1,541,554,219	64.2857142857% of OQ (PT class)
SQ . . . . .	1,541,554,219	64.2857142857% of OQ (PT class)
SW . . . . .	90,798,827	71.4285714286% of OW (PT class)
W . . . . .	90,798,827	71.4285714286% of OW (PT class)
WI . . . . .	127,118,359	100% of OW (PT class)
WS . . . . .	90,798,827	71.4285714286% of OW (PT class)
WV . . . . .	90,798,827	71.4285714286% of OW (PT class)
XC . . . . .	203,103,550	71.4285714286% of OC (PT class)
XD . . . . .	64,267,545	64.2857142857% of DO (PT class)
XJ . . . . .	236,001,875	71.4285714286% of OJ (PT class)
XN . . . . .	1,541,554,219	64.2857142857% of OQ (PT class)
XQ . . . . .	1,541,554,219	64.2857142857% of OQ (PT class)
XS . . . . .	55,578,562	57.1428571429% of OA (PT class)

<u>Class</u>	<u>Original Class Notional Balance</u>	<u>Represents Approximately</u>
XW .....	90,798,827	71.4285714286% of OW (PT class)
YC .....	203,103,550	71.4285714286% of OC (PT class)

**Tax Status:** Single REMIC Series. See “*Certain Federal Income Tax Consequences*” in this Supplement and in the Base Offering Circular.

**Regular and Residual Classes:** Class R is a Residual Class and represents the Residual Interest of the Trust REMIC; all other Classes of REMIC Securities are Regular Classes.

Schedule I

Available Combinations(1)

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
<b>Security Group 1</b>								
Combination 1								
A	\$ 41,683,922	AB	\$ 97,262,484	PT	3.00%	FIX	38376VKM8	February 2040
AV	41,683,922							
IA	41,683,922							
IB	41,683,922							
OA	97,262,484							
SA	41,683,922							
Combination 2								
A	\$ 48,631,242	AC	\$ 97,262,484	PT	3.50%	FIX	38376VKN6	February 2040
AV	48,631,242							
IA	48,631,242							
IB	48,631,242							
OA	97,262,484							
SA	48,631,242							
Combination 3								
A	\$ 55,578,562	AD	\$ 86,455,541	PT	4.50%	FIX	38376VKP1	February 2040
AV	55,578,562							
IA	55,578,562							
IB	55,578,562							
OA	86,455,541							
SA	55,578,562							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 4								
A	\$ 55,578,562	AE	\$ 77,809,987	PT	5.00%	FIX	38376VKQ9	February 2040
AV	55,578,562							
IA	55,578,562							
IB	55,578,562							
OA	77,809,987							
SA	55,578,562							
Combination 5								
A	\$ 55,578,562	AG	\$ 74,104,749	PT	5.25%	FIX	38376VKR7	February 2040
AV	55,578,562							
IA	55,578,562							
IB	55,578,562							
OA	74,104,749							
SA	55,578,562							
Combination 6								
A	\$ 55,578,562	AH	\$ 70,736,352	PT	5.50%	FIX	38376VKS5	February 2040
AV	55,578,562							
IA	55,578,562							
IB	55,578,562							
OA	70,736,352							
SA	55,578,562							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 7								
A	\$ 55,578,562	AJ	\$ 67,660,858	PT	5.75%	FIX	38376VKT3	February 2040
AV	55,578,562							
IA	55,578,562							
IB	55,578,562							
OA	67,660,858							
SA	55,578,562							
Combination 8								
A	\$ 55,578,562	AK	\$ 64,841,656	PT	6.00%	FIX	38376VKU0	February 2040
AV	55,578,562							
IA	55,578,562							
IB	55,578,562							
OA	64,841,656							
SA	55,578,562							
Combination 9								
A	\$ 55,578,562	AL	\$ 62,247,989	PT	6.25%	FIX	38376VKV8	February 2040
AV	55,578,562							
IA	55,578,562							
IB	55,578,562							
OA	62,247,989							
SA	55,578,562							

**REMIC Securities**

**MX Securities**

<u>Class</u>	<u>Original Class Principal Balance or Class Notional Balance</u>	<u>Related MX Class</u>	<u>Maximum Original Class Principal Balance or Class Notional Balance(2)</u>	<u>Principal Type(3)</u>	<u>Interest Rate</u>	<u>Interest Type(3)</u>	<u>CUSIP Number</u>	<u>Final Distribution Date(4)</u>
Combination 10								
A	\$ 55,578,562	AM	\$ 59,853,836	PT	6.50%	FIX	38376VKW6	February 2040
AV	55,578,562							
IA	55,578,562							
IB	55,578,562							
OA	59,853,836							
SA	55,578,562							
Combination 11								
A	\$ 55,578,562	AN	\$ 57,637,027	PT	6.75%	FIX	38376VKK4	February 2040
AV	55,578,562							
IA	55,578,562							
IB	55,578,562							
OA	57,637,027							
SA	55,578,562							
Combination 12								
A	\$ 55,578,562	AP	\$ 55,578,562	PT	7.00%	FIX	38376VKY2	February 2040
AV	55,578,562							
IA	55,578,562							
IB	55,578,562							
OA	55,578,562							
SA	55,578,562							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 13								
A	\$ 55,578,562	AQ	\$ 53,662,060	PT	7.25%	FIX	38376VKZ9	February 2040
AV	55,578,562							
IA	55,578,562							
IB	55,578,562							
OA	53,662,060							
SA	55,578,562							
Combination 14								
A	\$ 55,578,562	AT	\$ 51,873,324	PT	7.50%	FIX	38376VLA3	February 2040
AV	55,578,562							
IA	55,578,562							
IB	55,578,562							
OA	51,873,324							
SA	55,578,562							
Combination 15								
A	\$ 55,578,562	AU	\$ 50,199,991	PT	7.75%	FIX	38376VLB1	February 2040
AV	55,578,562							
IA	55,578,562							
IB	55,578,562							
OA	50,199,991							
SA	55,578,562							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 16								
A	\$ 55,578,562	AW	\$ 48,631,242	PT	8.00%	FIX	38376VLC9	February 2040
AV	55,578,562							
IA	55,578,562							
IB	55,578,562							
OA	48,631,242							
SA	55,578,562							
Combination 17								
A	\$ 55,578,562	AX	\$ 47,157,568	PT	8.25%	FIX	38376VLD7	February 2040
AV	55,578,562							
IA	55,578,562							
IB	55,578,562							
OA	47,157,568							
SA	55,578,562							
Combination 18								
A	\$ 55,578,562	AY	\$ 45,770,580	PT	8.50%	FIX	38376VLE5	February 2040
AV	55,578,562							
IA	55,578,562							
IB	55,578,562							
OA	45,770,580							
SA	55,578,562							



REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 19								
A	\$ 12,350,792	HA	\$ 43,227,770	PT	(5)	FLT	38376VLF2	February 2040
AV	55,578,562							
IA	55,578,562							
IB	55,578,562							
OA	43,227,770							
SA	12,350,792							
Combination 20								
A	\$ 55,578,562	AS	\$ 55,578,562	NTL (PT)	(5)	INV/IO	38376VLG0	February 2040
SA	55,578,562							
Combination 21								
AV	\$ 55,578,562	AF	\$ 55,578,562	PT	(5)	FLT	38376VLH8	February 2040
IA	55,578,562							
OA	55,578,562							
Combination 22								
AV	\$ 55,578,562	FA	\$ 55,578,562	PT	(5)	FLT	38376VLJ4	February 2040
IA	55,578,562							
IB	55,578,562							
OA	55,578,562							
Combination 23								
A	\$ 55,578,562	HB	\$ 55,578,562	PT	(5)	FLT	38376VLK1	February 2040
AV	55,578,562							
IA	55,578,562							
IB	55,578,562							
OA	55,578,562							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 24								
IB	\$ 55,578,562	XS	\$ 55,578,562	NTL (PT)	(5)	INV/IO	38376VLL9	February 2040
A	55,578,562							
SA	55,578,562							
Combination 25								
A	\$ 6,947,321	FB	\$ 48,631,242	PT	(5)	FLT	38376VLM7	February 2040
AV	55,578,562							
IA	55,578,562							
IB	55,578,562							
OA	48,631,242							
SA	6,947,321							
Combination 26								
A	\$ 55,578,562	AI	\$ 97,262,484	NTL (PT)	4.00%	FIX/IO	38376VLN5	February 2040
AV	55,578,562							
IA	55,578,562							
IB	55,578,562							
SA	55,578,562							
<b>Security Group 2</b>								
Combination 27								
CV	\$ 121,862,130	CA	\$ 284,344,971	PT	3.00%	FIX	38376VLP0	February 2040
D	121,862,130							
EV	121,862,130							
OC	284,344,971							
SC	121,862,130							
YC	121,862,130							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 28								
CV	\$ 142,172,485	CB	\$ 284,344,971	PT	3.50%	FIX	38376VLQ8	February 2040
D	142,172,485							
EV	142,172,485							
OC	284,344,971							
SC	142,172,485							
YC	142,172,485							
Combination 29								
CV	\$ 162,482,840	CD	\$ 284,344,971	PT	4.00%	FIX	38376VLR6	February 2040
D	162,482,840							
EV	162,482,840							
OC	284,344,971							
SC	162,482,840							
YC	162,482,840							
Combination 30								
CV	\$ 182,793,195	CE	\$ 284,344,971	PT	4.50%	FIX	38376VLS4	February 2040
D	182,793,195							
EV	182,793,195							
OC	284,344,971							
SC	182,793,195							
YC	182,793,195							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 31								
CV	\$ 203,103,550	CG	\$ 270,804,734	PT	5.25%	FIX	38376VLT2	February 2040
D	203,103,550							
EV	203,103,550							
OC	270,804,734							
SC	203,103,550							
YC	203,103,550							
Combination 32								
CV	\$ 203,103,550	CH	\$ 258,495,428	PT	5.50%	FIX	38376VLU9	February 2040
D	203,103,550							
EV	203,103,550							
OC	258,495,428							
SC	203,103,550							
YC	203,103,550							
Combination 33								
CV	\$ 203,103,550	CJ	\$ 247,256,496	PT	5.75%	FIX	38376VLV7	February 2040
D	203,103,550							
EV	203,103,550							
OC	247,256,496							
SC	203,103,550							
YC	203,103,550							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 34								
CV	\$ 203,103,550	CK	\$ 236,954,142	PT	6.00%	FIX	38376VLW5	February 2040
D	203,103,550							
EV	203,103,550							
OC	236,954,142							
SC	203,103,550							
YC	203,103,550							
Combination 35								
CV	\$ 203,103,550	CL	\$ 227,475,976	PT	6.25%	FIX	38376VLX3	February 2040
D	203,103,550							
EV	203,103,550							
OC	227,475,976							
SC	203,103,550							
YC	203,103,550							
Combination 36								
CV	\$ 203,103,550	CM	\$ 218,726,900	PT	6.50%	FIX	38376VLY1	February 2040
D	203,103,550							
EV	203,103,550							
OC	218,726,900							
SC	203,103,550							
YC	203,103,550							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 37								
CV	\$ 203,103,550	CN	\$ 210,625,904	PT	6.75%	FIX	38376VLZ8	February 2040
D	203,103,550							
EV	203,103,550							
OC	210,625,904							
SC	203,103,550							
YC	203,103,550							
Combination 38								
CV	\$ 203,103,550	CP	\$ 203,103,550	PT	7.00%	FIX	38376VMA2	February 2040
D	203,103,550							
EV	203,103,550							
OC	203,103,550							
SC	203,103,550							
YC	203,103,550							
Combination 39								
CV	\$ 203,103,550	CQ	\$ 196,099,980	PT	7.25%	FIX	38376VMB0	February 2040
D	203,103,550							
EV	203,103,550							
OC	196,099,980							
SC	203,103,550							
YC	203,103,550							

<b>REMIC Securities</b>		<b>MX Securities</b>						
<u>Class</u>	<u>Original Class Principal Balance or Class Notional Balance</u>	<u>Related MX Class</u>	<u>Maximum Original Class Principal Balance or Class Notional Balance(2)</u>	<u>Principal Type(3)</u>	<u>Interest Rate</u>	<u>Interest Type(3)</u>	<u>CUSIP Number</u>	<u>Final Distribution Date(4)</u>
Combination 40								
CV	\$ 203,103,550	CT	\$ 189,563,314	PT	7.50%	FIX	38376VMC8	February 2040
D	203,103,550							
EV	203,103,550							
OC	189,563,314							
SC	203,103,550							
YC	203,103,550							
Combination 41								
CV	\$ 203,103,550	CU	\$ 183,448,368	PT	7.75%	FIX	38376VMD6	February 2040
D	203,103,550							
EV	203,103,550							
OC	183,448,368							
SC	203,103,550							
YC	203,103,550							
Combination 42								
CV	\$ 203,103,550	CW	\$ 177,715,606	PT	8.00%	FIX	38376VME4	February 2040
D	203,103,550							
EV	203,103,550							
OC	177,715,606							
SC	203,103,550							
YC	203,103,550							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 43								
CV	\$ 203,103,550	CX	\$ 172,330,285	PT	8.25%	FIX	38376VMF1	February 2040
D	203,103,550							
EV	203,103,550							
OC	172,330,285							
SC	203,103,550							
YC	203,103,550							
Combination 44								
CV	\$ 203,103,550	CY	\$ 167,261,747	PT	8.50%	FIX	38376VMG9	February 2040
D	203,103,550							
EV	203,103,550							
OC	167,261,747							
SC	203,103,550							
YC	203,103,550							
Combination 45								
CV	\$ 203,103,550	HE	\$ 157,969,428	PT	(5)	FLT	38376VMH7	February 2040
D	203,103,550							
EV	203,103,550							
OC	157,969,428							
SC	45,134,123							
YC	45,134,123							
Combination 46								
SC	\$ 203,103,550	CS	\$ 203,103,550	NTL (PT)	(5)	INV/IO	38376VMJ3	February 2040
YC	203,103,550							



REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 47								
CV	\$ 203,103,550	CF	\$ 203,103,550	PT	(5)	FLT	38376VMK0	February 2040
EV	203,103,550							
OC	203,103,550							
Combination 48								
CV	\$ 203,103,550	FC	\$ 203,103,550	PT	(5)	FLT	38376VML8	February 2040
D	203,103,550							
EV	203,103,550							
OC	203,103,550							
Combination 49								
CV	\$ 203,103,550	KF	\$ 203,103,550	PT	(5)	FLT	38376VMM6	February 2040
D	203,103,550							
EV	203,103,550							
OC	203,103,550							
YC	203,103,550							
Combination 50								
D	\$ 203,103,550	XC	\$ 203,103,550	NTL (PT)	(5)	INV/IO	38376VMN4	February 2040
SC	203,103,550							
YC	203,103,550							
Combination 51								
CV	\$ 203,103,550	FE	\$ 177,715,607	PT	(5)	FLT	38376VMP9	February 2040
D	203,103,550							
EV	203,103,550							
OC	177,715,607							
SC	25,387,944							
YC	25,387,944							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 52								
CV	\$ 203,103,550	CI	\$ 284,344,971	NTL (PT)	5.00%	FIX/IO	38376VMQ7	February 2040
EV	203,103,550							
D	203,103,550							
SC	203,103,550							
YC	203,103,550							
<b>Security Group 3</b>								
Combination 53								
DO	\$ 99,971,738	DA	\$ 99,971,738	PT	3.00%	FIX	38376VMR5	February 2040
DV	42,845,030							
IG	42,845,030							
IH	42,845,030							
SD	42,845,030							
SK	42,845,030							
Combination 54								
DO	\$ 99,971,738	DB	\$ 99,971,738	PT	3.50%	FIX	38376VMS3	February 2040
DV	49,985,869							
IG	49,985,869							
IH	49,985,869							
SD	49,985,869							
SK	49,985,869							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 55								
DO	\$ 99,971,738	DC	\$ 99,971,738	PT	4.00%	FIX	38376VMT1	February 2040
DV	57,126,707							
IG	57,126,707							
IH	57,126,707							
SD	57,126,707							
SK	57,126,707							
Combination 56								
DO	\$ 89,974,564	DE	\$ 89,974,564	PT	5.00%	FIX	38376VMU8	February 2040
DV	64,267,545							
IG	64,267,545							
IH	64,267,545							
SD	64,267,545							
SK	64,267,545							
Combination 57								
DO	\$ 85,690,061	DG	\$ 85,690,061	PT	5.25%	FIX	38376VMV6	February 2040
DV	64,267,545							
IG	64,267,545							
IH	64,267,545							
SD	64,267,545							
SK	64,267,545							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 58								
DO	\$ 81,795,058	DH	\$ 81,795,058	PT	5.50%	FIX	38376VMW4	February 2040
DV	64,267,545							
IG	64,267,545							
IH	64,267,545							
SD	64,267,545							
SK	64,267,545							
Combination 59								
DO	\$ 78,238,751	DJ	\$ 78,238,751	PT	5.75%	FIX	38376VMX2	February 2040
DV	64,267,545							
IG	64,267,545							
IH	64,267,545							
SD	64,267,545							
SK	64,267,545							
Combination 60								
DO	\$ 74,978,803	DK	\$ 74,978,803	PT	6.00%	FIX	38376VMY0	February 2040
DV	64,267,545							
IG	64,267,545							
IH	64,267,545							
SD	64,267,545							
SK	64,267,545							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 61								
DO	\$ 71,979,651	DL	\$ 71,979,651	PT	6.25%	FIX	38376VMZ7	February 2040
DV	64,267,545							
IG	64,267,545							
IH	64,267,545							
SD	64,267,545							
SK	64,267,545							
Combination 62								
DO	\$ 69,211,203	DM	\$ 69,211,203	PT	6.50%	FIX	38376VNA1	February 2040
DV	64,267,545							
IG	64,267,545							
IH	64,267,545							
SD	64,267,545							
SK	64,267,545							
Combination 63								
DO	\$ 66,647,825	DN	\$ 66,647,825	PT	6.75%	FIX	38376VNB9	February 2040
DV	64,267,545							
IG	64,267,545							
IH	64,267,545							
SD	64,267,545							
SK	64,267,545							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 64								
DO	\$ 64,267,545	DP	\$ 64,267,545	PT	7.00%	FIX	38376VNC7	February 2040
DV	64,267,545							
IG	64,267,545							
IH	64,267,545							
SD	64,267,545							
SK	64,267,545							
Combination 65								
DO	\$ 62,051,423	DQ	\$ 62,051,423	PT	7.25%	FIX	38376VND5	February 2040
DV	64,267,545							
IG	64,267,545							
IH	64,267,545							
SD	64,267,545							
SK	64,267,545							
Combination 66								
DO	\$ 59,983,042	DT	\$ 59,983,042	PT	7.50%	FIX	38376VNE3	February 2040
DV	64,267,545							
IG	64,267,545							
IH	64,267,545							
SD	64,267,545							
SK	64,267,545							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 67								
DO	\$ 58,048,105	DU	\$ 58,048,105	PT	7.75%	FIX	38376VNF0	February 2040
DV	64,267,545							
IG	64,267,545							
IH	64,267,545							
SD	64,267,545							
SK	64,267,545							
Combination 68								
DO	\$ 56,234,102	DW	\$ 56,234,102	PT	8.00%	FIX	38376VNG8	February 2040
DV	64,267,545							
IG	64,267,545							
IH	64,267,545							
SD	64,267,545							
SK	64,267,545							
Combination 69								
DO	\$ 54,530,038	DX	\$ 54,530,038	PT	8.25%	FIX	38376VNH6	February 2040
DV	64,267,545							
IG	64,267,545							
IH	64,267,545							
SD	64,267,545							
SK	64,267,545							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 70								
DO	\$ 52,926,214	DY	\$ 52,926,214	PT	8.50%	FIX	38376VNJ2	February 2040
DV	64,267,545							
IG	64,267,545							
IH	64,267,545							
SD	64,267,545							
SK	64,267,545							
Combination 71								
DO	\$ 49,985,869	HG	\$ 49,985,869	PT	(5)	FLT	38376VNK9	February 2040
DV	64,267,545							
IG	64,267,545							
IH	64,267,545							
SD	14,281,677							
SK	14,281,677							
Combination 72								
SD	\$ 64,267,545	DS	\$ 64,267,545	NTL (PT)	(5)	INV/IO	38376VNL7	February 2040
SK	64,267,545							
Combination 73								
DO	\$ 64,267,545	DF	\$ 64,267,545	PT	(5)	FLT	38376VNM5	February 2040
DV	64,267,545							
IG	64,267,545							
Combination 74								
DO	\$ 64,267,545	FH	\$ 64,267,545	PT	(5)	FLT	38376VNN3	February 2040
DV	64,267,545							
IG	64,267,545							
IH	64,267,545							



REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 75								
DO	\$ 64,267,545	FK	\$ 64,267,545	PT	(5)	FLT	38376VNP8	February 2040
DV	64,267,545							
IG	64,267,545							
IH	64,267,545							
SK	64,267,545							
Combination 76								
IH	\$ 64,267,545	XD	\$ 64,267,545	NTL (PT)	(5)	INV/IO	38376VNO6	February 2040
SD	64,267,545							
SK	64,267,545							
Combination 77								
DO	\$ 56,234,102	FD	\$ 56,234,102	PT	(5)	FLT	38376VNR4	February 2040
DV	64,267,545							
IG	64,267,545							
IH	64,267,545							
SD	8,033,443							
SK	8,033,443							
Combination 78								
DV	\$ 64,267,545	DI	\$ 99,971,738	NTL (PT)	4.50%	FIX/IO	38376VNS2	February 2040
IG	64,267,545							
IH	64,267,545							
SD	64,267,545							
SK	64,267,545							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
<b>Security Group 4</b>								
Combination 79								
IN	\$ 141,601,125	JA	\$ 330,402,625	PT	3.00%	FIX	38376VNT0	February 2040
J	141,601,125							
JV	141,601,125							
OJ	330,402,625							
SH	141,601,125							
SJ	141,601,125							
Combination 80								
IN	\$ 165,201,313	JB	\$ 330,402,625	PT	3.50%	FIX	38376VNU7	February 2040
J	165,201,313							
JV	165,201,313							
OJ	330,402,625							
SH	165,201,313							
SJ	165,201,313							
Combination 81								
IN	\$ 188,801,500	JC	\$ 330,402,625	PT	4.00%	FIX	38376VNV5	February 2040
J	188,801,500							
JV	188,801,500							
OJ	330,402,625							
SH	188,801,500							
SJ	188,801,500							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 82								
IN	\$ 212,401,688	JD	\$ 330,402,625	PT	4.50%	FIX	38376VNW3	February 2040
J	212,401,688							
JV	212,401,688							
OJ	330,402,625							
SH	212,401,688							
SJ	212,401,688							
Combination 83								
IN	\$ 236,001,875	JE	\$ 314,669,166	PT	5.25%	FIX	38376VNX1	February 2040
J	236,001,875							
JV	236,001,875							
OJ	314,669,166							
SH	236,001,875							
SJ	236,001,875							
Combination 84								
IN	\$ 236,001,875	JG	\$ 300,366,022	PT	5.50%	FIX	38376VNY9	February 2040
J	236,001,875							
JV	236,001,875							
OJ	300,366,022							
SH	236,001,875							
SJ	236,001,875							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 85								
IN	\$ 236,001,875	JH	\$ 287,306,630	PT	5.75%	FIX	38376VNZ6	February 2040
J	236,001,875							
JV	236,001,875							
OJ	287,306,630							
SH	236,001,875							
SJ	236,001,875							
Combination 86								
IN	\$ 236,001,875	JK	\$ 275,335,520	PT	6.00%	FIX	38376VPA9	February 2040
J	236,001,875							
JV	236,001,875							
OJ	275,335,520							
SH	236,001,875							
SJ	236,001,875							
Combination 87								
IN	\$ 236,001,875	JL	\$ 264,322,100	PT	6.25%	FIX	38376VPB7	February 2040
J	236,001,875							
JV	236,001,875							
OJ	264,322,100							
SH	236,001,875							
SJ	236,001,875							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 88								
IN	\$ 236,001,875	JM	\$ 254,155,865	PT	6.50%	FIX	38376VPC5	February 2040
J	236,001,875							
JV	236,001,875							
OJ	254,155,865							
SH	236,001,875							
SJ	236,001,875							
Combination 89								
IN	\$ 236,001,875	JN	\$ 244,742,685	PT	6.75%	FIX	38376VPD3	February 2040
J	236,001,875							
JV	236,001,875							
OJ	244,742,685							
SH	236,001,875							
SJ	236,001,875							
Combination 90								
IN	\$ 236,001,875	JP	\$ 236,001,875	PT	7.00%	FIX	38376VPE1	February 2040
J	236,001,875							
JV	236,001,875							
OJ	236,001,875							
SH	236,001,875							
SJ	236,001,875							

<b>REMIC Securities</b>		<b>MX Securities</b>						
<u>Class</u>	<u>Original Class Principal Balance or Class Notional Balance</u>	<u>Related MX Class</u>	<u>Maximum Original Class Principal Balance or Class Notional Balance(2)</u>	<u>Principal Type(3)</u>	<u>Interest Rate</u>	<u>Interest Type(3)</u>	<u>CUSIP Number</u>	<u>Final Distribution Date(4)</u>
Combination 91								
IN	\$ 236,001,875	JQ	\$ 227,863,879	PT	7.25%	FIX	38376VPPF8	February 2040
J	236,001,875							
JV	236,001,875							
OJ	227,863,879							
SH	236,001,875							
SJ	236,001,875							
Combination 92								
IN	\$ 236,001,875	JT	\$ 220,268,416	PT	7.50%	FIX	38376VPG6	February 2040
J	236,001,875							
JV	236,001,875							
OJ	220,268,416							
SH	236,001,875							
SJ	236,001,875							
Combination 93								
IN	\$ 236,001,875	JU	\$ 213,162,983	PT	7.75%	FIX	38376VPH4	February 2040
J	236,001,875							
JV	236,001,875							
OJ	213,162,983							
SH	236,001,875							
SJ	236,001,875							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 94								
IN	\$ 236,001,875	JW	\$ 206,501,640	PT	8.00%	FIX	38376VPIJ0	February 2040
J	236,001,875							
JV	236,001,875							
OJ	206,501,640							
SH	236,001,875							
SJ	236,001,875							
Combination 95								
IN	\$ 236,001,875	JX	\$ 200,244,015	PT	8.25%	FIX	38376VPK7	February 2040
J	236,001,875							
JV	236,001,875							
OJ	200,244,015							
SH	236,001,875							
SJ	236,001,875							
Combination 96								
IN	\$ 236,001,875	JY	\$ 194,354,485	PT	8.50%	FIX	38376VPL5	February 2040
J	236,001,875							
JV	236,001,875							
OJ	194,354,485							
SH	236,001,875							
SJ	236,001,875							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 97								
IN	\$ 236,001,875	HN	\$ 183,557,014	PT	(5)	FLT	38376VPM3	February 2040
J	236,001,875							
JV	236,001,875							
OJ	183,557,014							
SH	52,444,862							
SJ	52,444,862							
Combination 98								
SH	\$ 236,001,875	JS	\$ 236,001,875	NTL (PT)	(5)	INV/IO	38376VPM1	February 2040
SJ	236,001,875							
Combination 99								
IN	\$ 236,001,875	JF	\$ 236,001,875	PT	(5)	FLT	38376VPP6	February 2040
JV	236,001,875							
OJ	236,001,875							
Combination 100								
IN	\$ 236,001,875	FJ	\$ 236,001,875	PT	(5)	FLT	38376VPQ4	February 2040
J	236,001,875							
JV	236,001,875							
OJ	236,001,875							
Combination 101								
IN	\$ 236,001,875	FP	\$ 236,001,875	PT	(5)	FLT	38376VPR2	February 2040
J	236,001,875							
JV	236,001,875							
OJ	236,001,875							
SH	236,001,875							



REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 102								
J	\$ 236,001,875	XJ	\$ 236,001,875	NTL (PT)	(5)	INV/IO	38376VPS0	February 2040
SH	236,001,875							
SJ	236,001,875							
Combination 103								
IN	\$ 236,001,875	FG	\$ 206,501,641	PT	(5)	FLT	38376VPT8	February 2040
J	236,001,875							
JV	236,001,875							
OJ	206,501,641							
SH	29,500,235							
SJ	29,500,235							
Combination 104								
IN	\$ 236,001,875	JJ	\$ 330,402,625	NTL (PT)	5.00%	FIX/IO	38376VPU5	February 2040
J	236,001,875							
JV	236,001,875							
SH	236,001,875							
SJ	236,001,875							
<b>Security Group 5</b>								
Combination 105								
IU	\$1,027,702,813	QA	\$2,397,973,231	PT	3.00%	FIX	38376VPV3	February 2040
OQ	2,397,973,231							
QV	1,027,702,813							
SP	1,027,702,813							
SQ	1,027,702,813							
XN	1,027,702,813							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 106								
IU	\$1,198,986,615	QB	\$2,397,973,231	PT	3.50%	FIX	38376VPW1	February 2040
OQ	2,397,973,231							
QV	1,198,986,615							
SP	1,198,986,615							
SQ	1,198,986,615							
XN	1,198,986,615							
Combination 107								
IU	\$1,370,270,417	QC	\$2,397,973,231	PT	4.00%	FIX	38376VPX9	February 2040
OQ	2,397,973,231							
QV	1,370,270,417							
SP	1,370,270,417							
SQ	1,370,270,417							
XN	1,370,270,417							
Combination 108								
IU	\$1,541,554,219	QD	\$2,158,175,907	PT	5.00%	FIX	38376VPY7	February 2040
OQ	2,158,175,907							
QV	1,541,554,219							
SP	1,541,554,219							
SQ	1,541,554,219							
XN	1,541,554,219							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 109								
IU	\$1,541,554,219	QE	\$2,055,405,626	PT	5.25%	FIX	38376VPZ4	February 2040
OQ	2,055,405,626							
QV	1,541,554,219							
SP	1,541,554,219							
SQ	1,541,554,219							
XN	1,541,554,219							
Combination 110								
IU	\$1,541,554,219	QG	\$1,961,978,098	PT	5.50%	FIX	38376VQA8	February 2040
OQ	1,961,978,098							
QV	1,541,554,219							
SP	1,541,554,219							
SQ	1,541,554,219							
XN	1,541,554,219							
Combination 111								
IU	\$1,541,554,219	QH	\$1,876,674,702	PT	5.75%	FIX	38376VQB6	February 2040
OQ	1,876,674,702							
QV	1,541,554,219							
SP	1,541,554,219							
SQ	1,541,554,219							
XN	1,541,554,219							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 112								
IU	\$1,541,554,219	QJ	\$1,798,479,923	PT	6.00%	FIX	38376VQC4	February 2040
OQ	1,798,479,923							
QV	1,541,554,219							
SP	1,541,554,219							
SQ	1,541,554,219							
XN	1,541,554,219							
Combination 113								
IU	\$1,541,554,219	QK	\$1,726,540,726	PT	6.25%	FIX	38376V4A2	February 2040
OQ	1,726,540,726							
QV	1,541,554,219							
SP	1,541,554,219							
SQ	1,541,554,219							
XN	1,541,554,219							
Combination 114								
IU	\$1,541,554,219	QL	\$1,660,135,313	PT	6.50%	FIX	38376VQD2	February 2040
OQ	1,660,135,313							
QV	1,541,554,219							
SP	1,541,554,219							
SQ	1,541,554,219							
XN	1,541,554,219							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 115								
IU	\$1,541,554,219	QM	\$1,598,648,820	PT	6.75%	FIX	38376VQE0	February 2040
OQ	1,598,648,820							
QV	1,541,554,219							
SP	1,541,554,219							
SQ	1,541,554,219							
XN	1,541,554,219							
Combination 116								
OQ	\$1,541,554,219	QN	\$1,541,554,219	PT	7.00%	FIX	38376VQF7	February 2040
XN	1,541,554,219							
IU	1,541,554,219							
SP	1,541,554,219							
QV	1,541,554,219							
SQ	1,541,554,219							
Combination 117								
IU	\$1,541,554,219	QP	\$1,488,397,177	PT	7.25%	FIX	38376VQG5	February 2040
OQ	1,488,397,177							
QV	1,541,554,219							
SP	1,541,554,219							
SQ	1,541,554,219							
XN	1,541,554,219							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 118								
IU	\$1,541,554,219	QT	\$1,438,783,938	PT	7.50%	FIX	38376VQH3	February 2040
OQ	1,438,783,938							
QV	1,541,554,219							
SP	1,541,554,219							
SQ	1,541,554,219							
XN	1,541,554,219							
Combination 119								
IU	\$1,541,554,219	QU	\$1,392,371,553	PT	7.75%	FIX	38376VQJ9	February 2040
OQ	1,392,371,553							
QV	1,541,554,219							
SP	1,541,554,219							
SQ	1,541,554,219							
XN	1,541,554,219							
Combination 120								
IU	\$1,541,554,219	QW	\$1,348,859,942	PT	8.00%	FIX	38376VQK6	February 2040
OQ	1,348,859,942							
QV	1,541,554,219							
SP	1,541,554,219							
SQ	1,541,554,219							
XN	1,541,554,219							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 121								
IU	\$1,541,554,219	QX	\$1,307,985,398	PT	8.25%	FIX	38376VQL4	February 2040
OQ	1,307,985,398							
QV	1,541,554,219							
SP	1,541,554,219							
SQ	1,541,554,219							
XN	1,541,554,219							
Combination 122								
IU	\$1,541,554,219	QY	\$1,269,515,239	PT	8.50%	FIX	38376VQM2	February 2040
OQ	1,269,515,239							
QV	1,541,554,219							
SP	1,541,554,219							
SQ	1,541,554,219							
XN	1,541,554,219							
Combination 123								
IU	\$1,541,554,219	HU	\$1,198,986,616	PT	(5)	FLT	38376VQN0	February 2040
OQ	1,198,986,616							
QV	342,567,605							
SP	1,541,554,219							
SQ	342,567,605							
XN	1,541,554,219							
Combination 124								
QV	\$1,541,554,219	QS	\$1,541,554,219	NTL (PT)	(5)	INV/IO	38376VQP5	February 2040
SQ	1,541,554,219							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 125								
IU	\$1,541,554,219	QF	\$1,541,554,219	PT	(5)	FLT	38376VQQ3	February 2040
OQ	1,541,554,219							
XN	1,541,554,219							
Combination 126								
IU	\$1,541,554,219	FQ	\$1,541,554,219	PT	(5)	FLT	38376VQR1	February 2040
OQ	1,541,554,219							
SP	1,541,554,219							
XN	1,541,554,219							
Combination 127								
IU	\$1,541,554,219	HV	\$1,541,554,219	PT	(5)	FLT	38376VQS9	February 2040
OQ	1,541,554,219							
QV	1,541,554,219							
SP	1,541,554,219							
XN	1,541,554,219							
Combination 128								
QV	\$1,541,554,219	XQ	\$1,541,554,219	NTL (PT)	(5)	INV/IO	38376VQT7	February 2040
SP	1,541,554,219							
SQ	1,541,554,219							
Combination 129								
IU	\$1,541,554,219	FL	\$1,348,859,942	PT	(5)	FLT	38376VQU4	February 2040
OQ	1,348,859,942							
QV	192,694,278							
SP	1,541,554,219							
SQ	192,694,278							
XN	1,541,554,219							



REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 130								
IU	\$1,541,554,219	QI	\$2,397,973,231	NTL (PT)	4.50%	FIX/IO	38376VQV2	February 2040
QV	1,541,554,219							
SP	1,541,554,219							
SQ	1,541,554,219							
XN	1,541,554,219							
<b>Security Group 6</b>								
Combination 131								
NP	\$ 54,479,297	WA	\$ 127,118,359	PT	3.00%	FIX	38376VQW0	February 2040
NQ	54,479,297							
OW	127,118,359							
SW	54,479,297							
W	54,479,297							
WV	54,479,297							
Combination 132								
NP	\$ 63,559,179	WB	\$ 127,118,359	PT	3.50%	FIX	38376VQX8	February 2040
NQ	63,559,179							
OW	127,118,359							
SW	63,559,179							
W	63,559,179							
WV	63,559,179							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 133								
NP	\$ 72,639,062	WC	\$ 127,118,359	PT	4.00%	FIX	38376VQY6	February 2040
NQ	72,639,062							
OW	127,118,359							
SW	72,639,062							
W	72,639,062							
WV	72,639,062							
Combination 134								
NP	\$ 81,718,945	WD	\$ 127,118,359	PT	4.50%	FIX	38376VQZ3	February 2040
NQ	81,718,945							
OW	127,118,359							
SW	81,718,945							
W	81,718,945							
WV	81,718,945							
Combination 135								
NP	\$ 90,798,827	WE	\$ 121,065,103	PT	5.25%	FIX	38376VRA7	February 2040
NQ	90,798,827							
OW	121,065,103							
SW	90,798,827							
W	90,798,827							
WV	90,798,827							

<b>REMIC Securities</b>		<b>MX Securities</b>						
<u>Class</u>	<u>Original Class Principal Balance or Class Notional Balance</u>	<u>Related MX Class</u>	<u>Maximum Original Class Principal Balance or Class Notional Balance(2)</u>	<u>Principal Type(3)</u>	<u>Interest Rate</u>	<u>Interest Type(3)</u>	<u>CUSIP Number</u>	<u>Final Distribution Date(4)</u>
Combination 136								
NP	\$ 90,798,827	WG	\$ 115,562,144	PT	5.50%	FIX	38376VRB5	February 2040
NQ	90,798,827							
OW	115,562,144							
SW	90,798,827							
W	90,798,827							
WV	90,798,827							
Combination 137								
NP	\$ 90,798,827	WH	\$ 110,537,703	PT	5.75%	FIX	38376VRC3	February 2040
NQ	90,798,827							
OW	110,537,703							
SW	90,798,827							
W	90,798,827							
WV	90,798,827							
Combination 138								
NP	\$ 90,798,827	WJ	\$ 105,931,965	PT	6.00%	FIX	38376VRD1	February 2040
NQ	90,798,827							
OW	105,931,965							
SW	90,798,827							
W	90,798,827							
WV	90,798,827							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 139								
NP	\$ 90,798,827	WK	\$ 101,694,687	PT	6.25%	FIX	38376VRE9	February 2040
NQ	90,798,827							
OW	101,694,687							
SW	90,798,827							
W	90,798,827							
WV	90,798,827							
Combination 140								
NP	\$ 90,798,827	WL	\$ 97,783,353	PT	6.50%	FIX	38376VRF6	February 2040
NQ	90,798,827							
OW	97,783,353							
SW	90,798,827							
W	90,798,827							
WV	90,798,827							
Combination 141								
NP	\$ 90,798,827	WM	\$ 94,161,747	PT	6.75%	FIX	38376VRG4	February 2040
NQ	90,798,827							
OW	94,161,747							
SW	90,798,827							
W	90,798,827							
WV	90,798,827							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 142								
NP	\$ 90,798,827	WN	\$ 90,798,827	PT	7.00%	FIX	38376VRH2	February 2040
NQ	90,798,827							
OW	90,798,827							
SW	90,798,827							
W	90,798,827							
WV	90,798,827							
Combination 143								
NP	\$ 90,798,827	WP	\$ 87,667,833	PT	7.25%	FIX	38376VRJ8	February 2040
NQ	90,798,827							
OW	87,667,833							
SW	90,798,827							
W	90,798,827							
WV	90,798,827							
Combination 144								
NP	\$ 90,798,827	WQ	\$ 84,745,572	PT	7.50%	FIX	38376VRK5	February 2040
NQ	90,798,827							
OW	84,745,572							
SW	90,798,827							
W	90,798,827							
WV	90,798,827							

<b>REMIC Securities</b>		<b>MX Securities</b>						
<u>Class</u>	<u>Original Class Principal Balance or Class Notional Balance</u>	<u>Related MX Class</u>	<u>Maximum Original Class Principal Balance or Class Notional Balance(2)</u>	<u>Principal Type(3)</u>	<u>Interest Rate</u>	<u>Interest Type(3)</u>	<u>CUSIP Number</u>	<u>Final Distribution Date(4)</u>
Combination 145								
NP	\$ 90,798,827	WT	\$ 82,011,844	PT	7.75%	FIX	38376VRL3	February 2040
NQ	90,798,827							
OW	82,011,844							
SW	90,798,827							
W	90,798,827							
WV	90,798,827							
Combination 146								
NP	\$ 90,798,827	WU	\$ 79,448,974	PT	8.00%	FIX	38376VRM1	February 2040
NQ	90,798,827							
OW	79,448,974							
SW	90,798,827							
W	90,798,827							
WV	90,798,827							
Combination 147								
NP	\$ 90,798,827	WX	\$ 77,041,429	PT	8.25%	FIX	38376VRN9	February 2040
NQ	90,798,827							
OW	77,041,429							
SW	90,798,827							
W	90,798,827							
WV	90,798,827							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 148								
NP	\$ 90,798,827	WY	\$ 74,775,505	PT	8.50%	FIX	38376VRP4	February 2040
NQ	90,798,827							
OW	74,775,505							
SW	90,798,827							
W	90,798,827							
WV	90,798,827							
Combination 149								
NP	\$ 90,798,827	NU	\$ 70,621,311	PT	(5)	FLT	38376VRQ2	February 2040
NQ	90,798,827							
OW	70,621,311							
SW	20,177,517							
W	90,798,827							
WV	20,177,517							
Combination 150								
SW	\$ 90,798,827	WS	\$ 90,798,827	NLT (PT)	(5)	INV/IO	38376VRR0	February 2040
WV	90,798,827							
Combination 151								
NP	\$ 90,798,827	WF	\$ 90,798,827	PT	(5)	FLT	38376VRS8	February 2040
OW	90,798,827							
W	90,798,827							
Combination 152								
NP	\$ 90,798,827	FW	\$ 90,798,827	PT	(5)	FLT	38376VRT6	February 2040
NQ	90,798,827							
OW	90,798,827							
W	90,798,827							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 153								
NP	\$ 90,798,827	NX	\$ 90,798,827	PT	(5)	FLT	38376VRU3	February 2040
NQ	90,798,827							
OW	90,798,827							
W	90,798,827							
WV	90,798,827							
Combination 154								
NQ	\$ 90,798,827	XW	\$ 90,798,827	NTL (PT)	(5)	INV/IO	38376VRV1	February 2040
SW	90,798,827							
WV	90,798,827							
Combination 155								
NP	\$ 90,798,827	FM	\$ 79,448,974	PT	(5)	FLT	38376VRW9	February 2040
NQ	90,798,827							
OW	79,448,974							
W	90,798,827							
WV	11,349,853							
SW	11,349,853							
Combination 156								
NP	\$ 90,798,827	WI	\$ 127,118,359	NTL (PT)	5.00%	FIX/IO	38376VRX7	February 2040
NQ	90,798,827							
SW	90,798,827							
W	90,798,827							
WV	90,798,827							



- 
- (1) All exchanges must comply with minimum denominations restrictions.
  - (2) The amount shown for each MX Class represents the maximum Original Class Principal Balance (or original Class Notional Balance) of that Class, assuming it were to be issued on the Closing Date.
  - (3) As defined under “Class Types” in Appendix I to the Base Offering Circular.
  - (4) See “*Yield, Maturity and Prepayment Considerations— Final Distribution Date*” in *this Supplement*.
  - (5) The Interest Rate will be calculated as described under “Terms Sheet — Interest Rates” in this Supplement.

**\$413,733,349**

**Government National Mortgage Association**

**GINNIE MAE®**

**Guaranteed REMIC Pass-Through Securities  
and MX Securities**

**Ginnie Mae REMIC Trust 2014-079**

**The Securities**

The Trust will issue the Classes of Securities listed on the front cover of this offering circular supplement.

**The Ginnie Mae Guaranty**

Ginnie Mae will guarantee the timely payment of principal and interest on the securities. The Ginnie Mae Guaranty is backed by the full faith and credit of the United States of America.

**The Trust and its Assets**

The Trust will own (1) Ginnie Mae Certificates and (2) certain previously issued certificates.

Class of REMIC Securities	Original Principal Balance(2)	Interest Rate	Principal Type(3)	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
<b>Security Group 1</b>						
CA .....	\$100,371,417	3.00%	PT	FIX	38379B2X5	May 2044
CI .....	25,092,854	4.00	NTL(PT)	FIX/IO	38379B2Y3	May 2044
<b>Security Group 2</b>						
BT(1) .....	129,309,829	6.00	PT	FIX	38379B2Z0	May 2044
<b>Security Group 3</b>						
GL .....	24,941,000	3.00	SC/PAC I	FIX	38379B3A4	December 2039
GQ(1) .....	1,095,000	3.00	SC/PAC II/AD	FIX	38379B3B2	December 2039
GU .....	3,806,498	3.00	SC/SUP	FIX	38379B3C0	December 2039
GZ .....	1,000	3.00	SC/PAC II	FIX/Z	38379B3D8	December 2039
<b>Security Group 4</b>						
HJ(1) .....	54,951,000	3.00	SC/PAC I	FIX	38379B3E6	February 2040
HM(1) .....	1,717,000	3.00	SC/PAC I	FIX	38379B3F3	February 2040
HN(1) .....	1,171,000	3.00	SC/PAC I	FIX	38379B3G1	February 2040
HQ(1) .....	2,662,000	3.00	SC/PAC II/AD	FIX	38379B3H9	February 2040
HU .....	8,691,227	3.00	SC/SUP	FIX	38379B3J5	February 2040
HZ .....	1,000	3.00	SC/PAC II	FIX/Z	38379B3K2	February 2040
<b>Security Group 5</b>						
MA(1) .....	5,990,082	(5)	NTL(SC/PT)	INV/IO/DLY	38379B3L0	September 2043
MB(1) .....	4,790,116	(5)	NTL(SC/PT)	INV/IO/DLY	38379B3M8	November 2043
MC(1) .....	11,928,834	3.50	SC/PT	FIX	38379B3N6	September 2040
<b>Security Group 6</b>						
FT .....	73,086,544	(5)	PT	FLT/WAC/DLY	38379B3P1	July 2029
ST .....	73,086,544	(5)	NTL(PT)	WAC/IO/DLY	38379B3Q9	July 2029
<b>Residual</b>						
RR .....	0	0.00	NPR	NPR	38379B3R7	May 2044

- (1) These Securities may be exchanged for MX Securities described in Schedule I to this Supplement.
- (2) Subject to increase as described under "Increase in Size" in this Supplement. The amount shown for each Notional Class (indicated by "NTL" under Principal Type) is its original Class Notional Balance and does not represent principal that will be paid.
- (3) As defined under "Class Types" in Appendix I to the Base Offering Circular. The type of Class with which the Class Notional Balance of each Notional Class will be reduced is indicated in parentheses. The Class Notional Balance of Classes MA and MB will be reduced with the outstanding notional balance of the related Trust Asset Subgroup.
- (4) See "Yield, Maturity and Prepayment Considerations — Final Distribution Date" in this Supplement.
- (5) See "Terms Sheet — Interest Rates" in this Supplement.

**The securities may not be suitable investments for you. You should consider carefully the risks of investing in them.**

**See "Risk Factors" beginning on page S-8 which highlights some of these risks.**

The Sponsor and the Co-Sponsor will offer the securities from time to time in negotiated transactions at varying prices. We expect the closing date to be May 30, 2014.

You should read the Base Offering Circular as well as this Supplement.

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

**Goldman, Sachs & Co.**

**Bonwick Capital Partners, LLC**

**The date of this Offering Circular Supplement is May 22, 2014.**

## TERMS SHEET

This terms sheet contains selected information for quick reference only. You should read this Supplement, particularly “Risk Factors,” and each of the other documents listed under “Available Information.”

**Sponsor:** Goldman, Sachs & Co.

**Co-Sponsor:** Bonwick Capital Partners, LLC

**Trustee:** Wells Fargo Bank, N.A.

**Tax Administrator:** The Trustee

**Closing Date:** May 30, 2014

**Distribution Dates:** For the Group 1, 2, 3 and 4 Securities, the 16th day of each month or, if the 16th day is not a Business Day, the first Business Day thereafter, commencing in June 2014. For the Group 5 and 6 Securities, the 20th day of each month or, if the 20th day is not a Business Day, the first Business Day thereafter, commencing in June 2014.

**Trust Assets:**

Trust Asset Group or Subgroup <sup>(2)</sup>	Trust Asset Type	Certificate Rate	Original Term To Maturity (in years)
1	Ginnie Mae I	4.0%	30
2	Ginnie Mae I	6.0%	30
3	Underlying Certificate	(1)	(1)
4	Underlying Certificate	(1)	(1)
5A	Underlying Certificate	(1)	(1)
5B	Underlying Certificate	(1)	(1)
5C	Underlying Certificate	(1)	(1)
6	Ginnie Mae II <sup>(3)</sup>	(4)	30

(1) Certain information regarding the Underlying Certificates is set forth in Exhibits A and B to this Supplement.

(2) The Group 5 Trust Assets consist of subgroups, Subgroup 5A, Subgroup 5B and Subgroup 5C (each, a “Subgroup”).

(3) The Group 6 Trust Assets consist of adjustable rate Ginnie Mae II MBS Certificates.

(4) Each Ginnie Mae Certificate included in Trust Asset Group 6 bears interest at a Certificate Rate, adjusted annually, equal to One Year Treasury Index (“CMT”) plus a margin (the “Certificate Margin”), subject to annual and lifetime adjustment caps and floors, which may limit whether the Certificate Rate for each Trust Asset remains at CMT plus the applicable Certificate Margin. The Certificate Margin and the annual and lifetime adjustment caps and floors for each of the Group 6 Trust Assets are set forth in Exhibit C to this Supplement. The Group 6 Trust Assets have Certificate Rates ranging from 1.625% to 3.000% as of May 1, 2014, as identified in Exhibit C. See “The Trust Assets — The Trust MBS” in this Supplement.

**Security Groups:** This series of Securities consists of multiple Security Groups (each, a “Group”), as shown on the front cover of this Supplement and on Schedule I to this Supplement. Except in the case of a certain MX Class in Groups 3 and 4, payments on each Group will be based solely on payments on the Trust Asset Group with the same numerical designation.

**Assumed Characteristics of the Mortgage Loans Underlying the Group 1 and 2 Trust Assets<sup>(1)</sup>:**

<u>Principal Balance</u>	<u>Weighted Average Remaining Term to Maturity (in months)</u>	<u>Weighted Average Loan Age (in months)</u>	<u>Mortgage Rate</u>
<b>Group 1 Trust Assets</b>			
\$100,371,417	341	12	4.50%
<b>Group 2 Trust Assets</b>			
\$129,309,829	222	123	6.50%

<sup>(1)</sup> As of May 1, 2014.

The actual remaining terms to maturity and loan ages of many of the Mortgage Loans underlying the Group 1 and 2 Trust Assets will differ from the weighted averages shown above, perhaps significantly. See “*The Trust Assets — The Mortgage Loans*” in this Supplement.

**Characteristics of the Mortgage Loans Underlying the Group 3, 4 and 5 Trust Assets:** See Exhibit A to this Supplement for certain information regarding the characteristics of the Mortgage Loans included in the related Underlying Trusts.

**Assumed Characteristics of the Mortgage Loans Underlying the Group 6 Trust Assets:** The assumed characteristics of the Mortgage Loans underlying the Group 6 Trust Assets are identified in Exhibit C to this Supplement. There can be no assurance that the actual characteristics of the Mortgage Loans underlying the Group 6 Trust Assets will be the same as the assumed characteristics identified in Exhibit C to this Supplement. More than 10% of the Mortgage Loans underlying the Group 6 Trust Assets may be higher balance Mortgage Loans. See “*Risk Factors*” in this Supplement.

**Issuance of Securities:** The Securities, other than the Residual Securities, will initially be issued in book-entry form through the book-entry system of the U.S. Federal Reserve Banks (the “Fedwire Book-Entry System”). The Residual Securities will be issued in fully registered, certificated form. See “*Description of the Securities — Form of Securities*” in this Supplement.

**Modification and Exchange:** If you own exchangeable Securities you will be able, upon notice and payment of an exchange fee, to exchange them for a proportionate interest in the related Securities shown on Schedule I to this Supplement. Under certain circumstances, Class MN will be subject to mandatory exchange, with no exchange fee, for its related REMIC Securities. See “*Description of the Securities — Modification and Exchange*” in this Supplement.

**Increased Minimum Denomination Classes:** Each Class that constitutes an Interest Only, Weighted Average Coupon or Inverse Floating Rate Class. See “*Description of the Securities — Form of Securities*” in this Supplement.

**Interest Rates:** The Interest Rates for the Fixed Rate Classes are shown on the front cover of this Supplement or on Schedule I to this Supplement.

The Floating Rate and Inverse Floating Rate Classes will bear interest at per annum rates based on one-month LIBOR (hereinafter referred to as “LIBOR”) as follows:

<u>Class</u>	<u>Interest Rate Formula(1)</u>	<u>Initial Interest Rate(2)</u>	<u>Minimum Rate</u>	<u>Maximum Rate</u>	<u>Delay (in days)</u>	<u>LIBOR for Minimum Interest Rate</u>
MA .....	6.10% – LIBOR	5.95075%	0.00%	6.10%	19	6.10%
MB .....	6.12% – LIBOR	5.97075%	0.00%	6.12%	19	6.12%
FT .....	LIBOR + 0.35%	0.50600%	0.35%	(3)	19	0.00%

- (1) LIBOR will be established on the basis of the ICE LIBOR method, as described under “Description of the Securities — Interest Distributions — Floating Rate and Inverse Floating Rate Classes” in this Supplement.
- (2) The initial Interest Rate will be in effect during the first Accrual Period; the Interest Rate will adjust monthly thereafter.
- (3) The Maximum Rate for Class FT for any Accrual Period is the Weighted Average Certificate Rate (“WACR”) of the Group 6 Trust Assets.

Class MN is a Weighted Average Coupon Class. Class MN will accrue interest during each Accrual Period at an equivalent annualized rate derived by aggregating the accrued interest on its related REMIC Classes for such Accrual Period expressed as a percentage of its outstanding principal balance for such Accrual Period, subject to certain limitations as set forth under “Description of the Securities — Modification and Exchange” in this Supplement. The approximate initial Interest Rate for Class MN, which will be in effect for the first Accrual Period, is 8.88578%.

Class ST is a Weighted Average Coupon Class that will accrue interest during each Accrual Period at a per annum Interest Rate equal to the WACR of the Group 6 Trust Assets less the Interest Rate for Class FT for that Accrual Period. The approximate initial Interest Rate for Class ST, which will be in effect for the first Accrual Period, is 1.12067%.

**Allocation of Principal:** On each Distribution Date for a Security Group, the following distributions will be made to the related Securities:

**SECURITY GROUP 1**

The Group 1 Principal Distribution Amount will be allocated to CA, until retired

**SECURITY GROUP 2**

The Group 2 Principal Distribution Amount will be allocated to BT, until retired

**SECURITY GROUP 3**

The Group 3 Principal Distribution Amount and the GZ Accrual Amount will be allocated as follows:

- The GZ Accrual Amount, sequentially, to GQ and GZ, in that order, until retired
- The Group 3 Principal Distribution Amount in the following order of priority:
  1. To GL, until reduced to its Scheduled Principal Balance for that Distribution Date

2. Sequentially, to GQ and GZ, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
3. To GU, until retired
4. Sequentially, to GQ and GZ, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired
5. To GL, without regard to its Scheduled Principal Balance, until retired

**SECURITY GROUP 4**

The Group 4 Principal Distribution Amount and the HZ Accrual Amount will be allocated as follows:

- The HZ Accrual Amount, sequentially, to HQ and HZ, in that order, until retired
- The Group 4 Principal Distribution Amount in the following order of priority:
  1. Sequentially, to HJ, HM and HN, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
  2. Sequentially, to HQ and HZ, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
  3. To HU, until retired
  4. Sequentially, to HQ and HZ, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired
  5. Sequentially, to HJ, HM and HN, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

**SECURITY GROUP 5**

The Subgroup 5C Principal Distribution Amount will be allocated to MC, until retired

**SECURITY GROUP 6**

The Group 6 Principal Distribution Amount will be allocated to FT, until retired

**Scheduled Principal Balances:** The Scheduled Principal Balances or Aggregate Scheduled Principal Balances for the Classes listed below are included in Schedule II to this Supplement. They were calculated using among other things the following Structuring Ranges:

	<b>Structuring Ranges</b>
<b>PAC I Classes</b>	
GL .....	150% PSA through 250% PSA
HJ, HM and HN (in the aggregate) .....	150% PSA through 250% PSA
<b>PAC II Classes</b>	
GQ and GZ (in the aggregate) .....	170% PSA through 251% PSA
HQ and HZ (in the aggregate) .....	171% PSA through 251% PSA

**Accrual Classes:** Interest will accrue on each Accrual Class identified on the front cover of this Supplement at the per annum rate set forth on that page. However, no interest will be distributed to the Accrual Classes as interest. Interest so accrued on each Accrual Class on each Distribution Date will constitute an Accrual Amount, which will be added to the Class Principal Balance of that Class on each Distribution Date and will be distributable as principal as set forth in this Terms Sheet under “Allocation of Principal.”

**Notional Classes:** The Notional Classes will not receive distributions of principal but have Class Notional Balances for convenience in describing their entitlements to interest. The Class Notional Balance of each Notional Class represents the percentage indicated below of, and reduces to that extent with, the Class Principal Balances or the outstanding notional balance of the related Trust Asset Subgroup indicated:

<u>Class</u>	<u>Original Class Notional Balance</u>	<u>Represents Approximately</u>
BI .....	\$75,430,733	58.3333333333% of BT (PT Class)
CI .....	25,092,854	25% of CA (PT Class)
HI .....	18,317,000	33.3333333333% of HJ (SC/PAC I Class)
JL .....	19,279,666	33.3333333333% of HJ, HM and HN (in the aggregate) (SC/PAC I)
MA .....	5,990,082	100% of the Subgroup 5A Trust Assets
MB .....	4,790,116	100% of the Subgroup 5B Trust Assets
NI .....	18,889,333	33.3333333333% of HJ and HM (in the aggregate) (SC/PAC I)
ST .....	73,086,544	100% of FT (PT Class)

**Tax Status:** Double REMIC Series. See “*Certain United States Federal Income Tax Consequences*” in this Supplement and in the Base Offering Circular.

**Regular and Residual Classes:** Class RR is a Residual Class and represents the Residual Interest of the Issuing REMIC and the Pooling REMIC. All other Classes of REMIC Securities are Regular Classes.

Available Combinations(1)

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
<b>Security Group 2</b> Combination 1(6) BT	\$129,309,829	BA	\$ 129,309,829	PT	2.50%	FIX	38379B3S5	May 2044
		BC	129,309,829	PT	3.00	FIX	38379B3T3	May 2044
		BD	129,309,829	PT	3.50	FIX	38379B3U0	May 2044
		BE	129,309,829	PT	4.00	FIX	38379B3V8	May 2044
		BI	75,430,733	NTL(PT)	6.00	FIX/IO	38379B3W6	May 2044
<b>Security Group 4</b> Combination 2(6) HJ	\$ 54,951,000	HA	\$ 54,951,000	SC/PAC I	1.50%	FIX	38379B3X4	February 2040
		HB	54,951,000	SC/PAC I	1.75	FIX	38379B3Y2	February 2040
		HC	54,951,000	SC/PAC I	2.00	FIX	38379B3Z9	February 2040
		HD	54,951,000	SC/PAC I	2.25	FIX	38379B4A3	February 2040
		HE	54,951,000	SC/PAC I	2.50	FIX	38379B4B1	February 2040
		HG	54,951,000	SC/PAC I	2.75	FIX	38379B4C9	February 2040
		HI	18,317,000	NTL(SC/PAC I)	4.50	FIX/IO	38379B4D7	February 2040
		HK	41,213,250	SC/PAC I	3.50	FIX	38379B4E5	February 2040
		HL	32,970,600	SC/PAC I	4.00	FIX	38379B4F2	February 2040
		HP	27,475,500	SC/PAC I	4.50	FIX	38379B4G0	February 2040
		HT	23,550,428	SC/PAC I	5.00	FIX	38379B4H8	February 2040
		HW	18,317,000	SC/PAC I	6.00	FIX	38379B4I4	February 2040
		HY	16,485,300	SC/PAC I	6.50	FIX	38379B4K1	February 2040
KU	20,606,625	SC/PAC I	5.50	FIX	38379B4L9	February 2040		



REMIC Securities

MX Securities

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 3(6)								
HJ	\$ 54,951,000	NA	\$ 56,668,000	SC/PAC I	1.50%	FIX	38379B4M7	February 2040
HM	1,717,000	NB	56,668,000	SC/PAC I	1.75	FIX	38379B4N5	February 2040
		NC	56,668,000	SC/PAC I	2.00	FIX	38379B4P0	February 2040
		ND	56,668,000	SC/PAC I	2.25	FIX	38379B4Q8	February 2040
		NE	56,668,000	SC/PAC I	2.50	FIX	38379B4R6	February 2040
		NG	56,668,000	SC/PAC I	2.75	FIX	38379B4S4	February 2040
		NH	56,668,000	SC/PAC I	3.00	FIX	38379B4T2	February 2040
		NI	18,889,333	NTL(SC/PAC I)	4.50	FIX/IO	38379B4U9	February 2040
		NJ	42,501,000	SC/PAC I	3.50	FIX	38379B4V7	February 2040
		NK	34,000,800	SC/PAC I	4.00	FIX	38379B4W5	February 2040
		NL	28,334,000	SC/PAC I	4.50	FIX	38379B4X3	February 2040
		NM	24,286,285	SC/PAC I	5.00	FIX	38379B4Y1	February 2040
		NP	21,250,500	SC/PAC I	5.50	FIX	38379B4Z8	February 2040
		NQ	18,889,333	SC/PAC I	6.00	FIX	38379B5A2	February 2040
		NT	17,000,400	SC/PAC I	6.50	FIX	38379B5B0	February 2040
Combination 4(6)								
HJ	\$ 54,951,000	JA	\$ 57,839,000	SC/PAC I	1.50%	FIX	38379B5C8	February 2040
HM	1,717,000	JB	57,839,000	SC/PAC I	1.75	FIX	38379B5D6	February 2040
HN	1,171,000	JC	57,839,000	SC/PAC I	2.00	FIX	38379B5E4	February 2040
		JD	57,839,000	SC/PAC I	2.25	FIX	38379B5F1	February 2040
		JE	57,839,000	SC/PAC I	2.50	FIX	38379B5G9	February 2040
		JG	57,839,000	SC/PAC I	2.75	FIX	38379B5H7	February 2040
		JH	57,839,000	SC/PAC I	3.00	FIX	38379B5J3	February 2040
		JI	19,279,666	NTL(SC/PAC I)	4.50	FIX/IO	38379B5K0	February 2040
		JK	43,379,250	SC/PAC I	3.50	FIX	38379B5L8	February 2040
		JL	34,703,400	SC/PAC I	4.00	FIX	38379B5M6	February 2040
		JM	28,919,500	SC/PAC I	4.50	FIX	38379B5N4	February 2040
		JN	24,788,142	SC/PAC I	5.00	FIX	38379B5P9	February 2040
		JP	21,689,625	SC/PAC I	5.50	FIX	38379B5V6	February 2040
		JQ	19,279,666	SC/PAC I	6.00	FIX	38379B5Q7	February 2040
		JT	17,351,700	SC/PAC I	6.50	FIX	38379B5R5	February 2040
Combination 5								
HM	\$ 1,717,000	NU	\$ 2,888,000	SC/PAC I	3.00%	FIX	38379B5S3	February 2040
HN	1,171,000							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)		Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
	Notional Balance		Principal Type(3)	Balance(2)				
<b>Security Groups 3 and 4</b>								
Combination 6(7)								
GQ	\$ 1,095,000	QG	SC/PAC II/AD	\$ 3,757,000	3.00%	FIX	38379B5T1	February 2040
HQ	2,662,000							
<b>Security Group 5</b>								
Combination 7								
MA	\$ 5,990,082	MN(8)	SC/PT	\$ 11,928,834	(5)	WAC/DLY	38379B5U8	November 2043
MB	4,790,116							
MC	11,928,834							

- (1) All exchanges must comply with minimum denomination restrictions.
- (2) The amount shown for each MX Class represents the maximum Original Class Principal Balance (or original Class Notional Balance) of that Class, assuming it were to be issued on the Closing Date.
- (3) As defined under "Class Types" in Appendix I to the Base Offering Circular.
- (4) See "Yield, Maturity and Prepayment Considerations — Final Distribution Date" in this Supplement.
- (5) The Interest Rate will be calculated as described under "Terms Sheet — Interest Rates" in this Supplement.
- (6) In the case of Combinations 1, 2, 3 and 4, various subcombinations are permitted. See "Description of the Securities — Modification and Exchange" in the Base Offering Circular for a discussion of subcombinations.
- (7) Combination 6 is derived from REMIC Classes of separate Security Groups.
- (8) In the event that the Interest Rate of this MX Class will equal or exceed 1,200% per annum for any Accrual Period, the Trustee will, prior to the close of business on the last Business Day of the calendar month immediately preceding the related Distribution Date, effect a mandatory exchange of this MX Class for its related REMIC Securities and, thereafter, no further exchanges of such REMIC Securities will be permitted.

Underlying Certificates

Trust Asset Group or Subgroup	Issuer	Series	Class	Issue Date	CUSIP Number	Interest Rate	Interest Type(1)	Final Distribution Date	Principal Type(1)	Original Principal or Notional Balance of Class	Underlying Certificate Factor(2)	Principal or Notional Balance in Trust	Percentage of Class in Trust	Approximate Weighted Average Coupon of Mortgage Loans(3)	Approximate Weighted Average Remaining Term to Maturity of Mortgage Loans (in months)(3)	Approximate Weighted Average Age of Mortgage Loans (in months)(3)	Ginnie Mae I or II
3	Ginnie Mae	2009-121	CA(4)	December 30, 2009	38375ARX4	3.00%	FIX	December 2039	PT	\$192,000,000	0.66318885	\$29,843,498	23.437500000000%	5.000%	301	54	I
4	Ginnie Mae	2010-026	DA(4)	February 26, 2010	38376VMR5	3.00%	FIX	February 2040	PT	99,971,738	0.69212788	69,193,227	100.000000000000%	5.000%	300	52	I
5A	Ginnie Mae	2013-129	SA	September 30, 2013	38378WQ55	(5)	INV/IO	September 2043	NTL(PT)	27,508,456	0.88089442	5,990,082	24.7196716530%	5.287%	308	48	II
5B	Ginnie Mae	2013-170	SM	November 27, 2013	38378LJY0	(5)	INV/IO	November 2043	NTL(PT)	28,482,400	0.91024697	4,790,116	18.3551070135%	4.818%	319	37	II
5C	Ginnie Mae	2010-116	MP(4)	September 30, 2010	38377LHNI	3.50%	FIX	September 2040	PAC/AD	227,471,999	0.60099162	11,928,834	8.6823873210%	5.500%	298	53	I

- (1) As defined under "Class Types" in Appendix I to the Base Offering Circular.
- (2) Underlying Certificate Factors are as of May 2014.
- (3) Based on information as of May 2014.
- (4) MX Class.
- (5) The Interest Rate will be calculated as described under "Terms Sheet — Interest Rates" in the related Underlying Certificate Disclosure Document, excerpts of which are attached as Exhibit B to this Supplement.



**\$303,062,202**  
**Government National Mortgage Association**  
**GINNIE MAE®**  
**Guaranteed REMIC Pass-Through Securities**  
**and MX Securities**  
**Ginnie Mae REMIC Trust 2014-095**

**The Securities**

The Trust will issue the Classes of Securities listed on the front cover of this offering circular supplement.

Class of REMIC Securities	Original Principal Balance <sup>(2)</sup>	Interest Rate	Principal Type <sup>(3)</sup>	Interest Type <sup>(3)</sup>	CUSIP Number	Final Distribution Date <sup>(4)</sup>
<b>Security Group 1</b>						
CA(1) .....	\$62,524,500	6.50%	PT	FIX	38379CED4	June 2044
<b>Security Group 2</b>						
EA(1) .....	114,391,626	3.00	SC/PAC	FIX	38379CEE2	February 2040
EB(1) .....	2,609,697	3.00	SC/PAC	FIX	38379CEF9	February 2040
EU(1) .....	28,189,309	3.00	SC/SUP	FIX	38379CEG7	February 2040
<b>Security Group 3</b>						
JA(1) .....	75,020,540	3.00	SC/PAC	FIX	38379CEH5	December 2039
JB(1) .....	1,804,113	3.00	SC/PAC	FIX	38379CEJ1	December 2039
JU(1) .....	18,522,417	3.00	SC/SUP	FIX	38379CEK8	December 2039
<b>Residual</b>						
R .....	0	0.00	NPR	NPR	38379CEL6	June 2044

**The Ginnie Mae Guaranty**

Ginnie Mae will guarantee the timely payment of principal and interest on the securities. The Ginnie Mae Guaranty is backed by the full faith and credit of the United States of America.

- (1) These Securities may be exchanged for MX Securities described in Schedule I to this Supplement.
- (2) Subject to increase as described under "Increase in Size" in this Supplement.
- (3) As defined under "Class Types" in Appendix I to the Base Offering Circular.
- (4) See "Yield, Maturity and Prepayment Considerations — Final Distribution Date" in this Supplement.

**The Trust and its Assets**

The Trust will own (1) Ginnie Mae Certificates and (2) certain previously issued certificates.

**The securities may not be suitable investments for you. You should consider carefully the risks of investing in them.**

**See "Risk Factors" beginning on page S-7 which highlights some of these risks.**

The Sponsor and the Co-Sponsor will offer the securities from time to time in negotiated transactions at varying prices. We expect the closing date to be June 30, 2014.

You should read the Base Offering Circular as well as this Supplement.

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

**Goldman, Sachs & Co.**

**Bonwick Capital Partners, LLC**

**The date of this Offering Circular Supplement is June 23, 2014.**

## TERMS SHEET

This terms sheet contains selected information for quick reference only. You should read this Supplement, particularly “Risk Factors,” and each of the other documents listed under “Available Information.”

**Sponsor:** Goldman, Sachs & Co.

**Co-Sponsor:** Bonwick Capital Partners, LLC

**Trustee:** Wells Fargo Bank, N.A.

**Tax Administrator:** The Trustee

**Closing Date:** June 30, 2014

**Distribution Date:** The 16th day of each month or, if the 16th day is not a Business Day, the first Business Day thereafter, commencing in July 2014.

**Trust Assets:**

<u>Trust Asset Group</u>	<u>Trust Asset Type</u>	<u>Certificate Rate</u>	<u>Original Term To Maturity (in years)</u>
1	Ginnie Mae I	6.5%	30
2	Underlying Certificate	(1)	(1)
3	Underlying Certificate	(1)	(1)

(1) Certain information regarding the Underlying Certificates is set forth in Exhibits A and B to this Supplement.

**Security Groups:** This series of Securities consists of multiple Security Groups (each, a “Group”), as shown on the front cover of this Supplement and on Schedule I to this Supplement. Except in the case of certain MX Classes in Groups 2 and 3, payments on each Group will be based solely on payments on the Trust Asset Group with the same numerical designation.

**Assumed Characteristics of the Mortgage Loans Underlying the Group 1 Trust Assets<sup>(1)</sup>:**

<u>Principal Balance</u>	<u>Weighted Average Remaining Term to Maturity (in months)</u>	<u>Weighted Average Loan Age (in months)</u>	<u>Mortgage Rate</u>
<b>Group 1 Trust Assets</b>			
\$62,524,500	233	116	7.0%

(1) As of June 1, 2014.

The actual remaining terms to maturity and loan ages of many of the Mortgage Loans underlying the Group 1 Trust Assets will differ from the weighted averages shown above, perhaps significantly. See “The Trust Assets — The Mortgage Loans” in this Supplement.

**Characteristics of the Mortgage Loans Underlying the Group 2 and 3 Trust Assets:** See Exhibit A to this Supplement for certain information regarding the characteristics of the Mortgage Loans included in the related Underlying Trusts.

**Issuance of Securities:** The Securities, other than the Residual Securities, will initially be issued in book-entry form through the book-entry system of the U.S. Federal Reserve Banks (the “Fedwire Book-Entry System”). The Residual Securities will be issued in fully registered, certificated form. See “Description of the Securities — Form of Securities” in this Supplement.

**Modification and Exchange:** If you own exchangeable Securities you will be able, upon notice and payment of an exchange fee, to exchange them for a proportionate interest in the related Securities shown on Schedule I to this Supplement.

**Increased Minimum Denomination Classes:** Each Class that constitutes a Principal Only, Interest Only or Inverse Floating Rate Class. See “Description of the Securities — Form of Securities” in this Supplement.

**Interest Rates:** The Interest Rates for the Fixed Rate Classes are shown on the front cover of this Supplement or on Schedule I to this Supplement.

The Floating Rate and Inverse Floating Rate Classes will bear interest at per annum rates based on one-month LIBOR (hereinafter referred to as “LIBOR”) as follows:

<u>Class</u>	<u>Interest Rate Formula(1)</u>	<u>Initial Interest Rate(2)</u>	<u>Minimum Rate</u>	<u>Maximum Rate</u>	<u>Delay (in days)</u>	<u>LIBOR for Minimum Interest Rate</u>
CF .....	LIBOR + 0.25%	0.4023%	0.25%	6.50%	0	0.00%
CS .....	6.25% – LIBOR	6.0977%	0.00%	6.25%	0	6.25%
EF .....	LIBOR + 0.25%	0.4044%	0.25%	6.50%	0	0.00%
ES .....	6.25% – LIBOR	6.0956%	0.00%	6.25%	0	6.25%
GF .....	LIBOR + 0.25%	0.4044%	0.25%	6.50%	0	0.00%
GS .....	6.25% – LIBOR	6.0956%	0.00%	6.25%	0	6.25%
HF .....	LIBOR + 0.30%	0.4544%	0.30%	6.50%	0	0.00%
HS .....	6.20% – LIBOR	6.0456%	0.00%	6.20%	0	6.20%
JF .....	LIBOR + 0.25%	0.4044%	0.25%	6.50%	0	0.00%
JS .....	6.25% – LIBOR	6.0956%	0.00%	6.25%	0	6.25%
KF .....	LIBOR + 0.25%	0.4044%	0.25%	6.50%	0	0.00%
KS .....	6.25% – LIBOR	6.0956%	0.00%	6.25%	0	6.25%
LF .....	LIBOR + 0.30%	0.4544%	0.30%	6.50%	0	0.00%
LS .....	6.20% – LIBOR	6.0456%	0.00%	6.20%	0	6.20%
YF .....	LIBOR + 0.35%	0.5044%	0.35%	6.50%	0	0.00%
YS .....	6.15% – LIBOR	5.9956%	0.00%	6.15%	0	6.15%

(1) LIBOR will be established on the basis of the ICE LIBOR method, as described under “Description of the Securities — Interest Distributions — Floating Rate and Inverse Floating Rate Classes” in this Supplement.

(2) The initial Interest Rate will be in effect during the first Accrual Period; the Interest Rate will adjust monthly thereafter.

**Allocation of Principal:** On each Distribution Date, the following distributions will be made to the related Securities:

**Security Group 1**

The Group 1 Principal Distribution Amount will be allocated to CA, until retired

**Security Group 2**

The Group 2 Principal Distribution Amount will be allocated in the following order of priority:

- 1. Sequentially, to EA and EB, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
- 2. To EU, until retired
- 3. Sequentially, to EA and EB, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

**Security Group 3**

The Group 3 Principal Distribution Amount will be allocated in the following order of priority:

- 1. Sequentially, to JA and JB, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
- 2. To JU, until retired
- 3. Sequentially, to JA and JB, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

**Scheduled Principal Balances:** The Aggregate Scheduled Principal Balances for the Classes listed below are included in Schedule II to this Supplement. They were calculated using the following Structuring Ranges:

<b>PAC Classes</b>	<u>Structuring Ranges</u>
EA and EB (in the aggregate) .....	135% PSA through 250% PSA
JA and JB (in the aggregate) .....	135% PSA through 250% PSA

**Notional Classes:** The Notional Classes will not receive distributions of principal but have Class Notional Balances for convenience in describing their entitlements to interest. The Class Notional Balance of each Notional Class represents the percentage indicated below of, and reduces to that extent with, the Class Principal Balances or the outstanding principal balance of the related Trust Asset Group indicated:

<u>Class</u>	<u>Original Class Notional Balance</u>	<u>Represents Approximately</u>
CI . . . . .	\$ 62,524,500	100% of CA (PT Class)
CS . . . . .	62,524,500	100% of CA (PT Class)
EI . . . . .	78,000,882	66.666666667% of EA and EB (in the aggregate) (SC/PAC Classes)
ES . . . . .	54,000,610	46.1538461538% of EA and EB (in the aggregate) (SC/PAC Classes)
GI . . . . .	76,261,084	66.666666667% of EA (SC/PAC Class)
GS . . . . .	52,796,135	46.1538461538% of EA (SC/PAC Class)
HI . . . . .	96,793,754	66.666666667% of the Group 2 Trust Assets
HS . . . . .	67,011,060	46.1538461538% of the Group 2 Trust Assets
JI . . . . .	51,216,435	66.666666667% of JA and JB (in the aggregate) (SC/PAC Classes)
JS . . . . .	35,457,532	46.1538461538% of JA and JB (in the aggregate) (SC/PAC Classes)
KI . . . . .	50,013,693	66.666666667% of JA (SC/PAC Class)
KS . . . . .	34,624,864	46.1538461538% of JA (SC/PAC Class)
LI . . . . .	63,564,713	66.666666667% of the Group 3 Trust Assets
LS . . . . .	44,006,340	46.1538461538% of the Group 3 Trust Assets
WI . . . . .	160,358,468	66.666666667% of the Group 2 and Group 3 Trust Assets
YS . . . . .	111,017,400	46.1538461538% of the Group 2 and Group 3 Trust Assets

**Tax Status:** Single REMIC Series. See “*Certain United States Federal Income Tax Consequences*” in this Supplement and in the Base Offering Circular.

**Regular and Residual Classes:** Class R is a Residual Class and represents the Residual Interest of the Trust REMIC. All other Classes of REMIC Securities are Regular Classes.



Schedule I

Available Combinations(1)

REMIC Securities		MX Securities						
Class	Original Class Principal Balance	Related MX Class	Maximum Original Class or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
<b>Security Group 1</b> Combination 1(6) CA	\$ 62,524,500	CB	\$ 62,524,500	PT	0.25%	FIX	38379CEM4	June 2044
		CD	62,524,500	PT	0.50	FIX	38379CEN2	June 2044
		CE	62,524,500	PT	0.75	FIX	38379CEP7	June 2044
		CF	62,524,500	PT	(5)	FLT	38379CEQ5	June 2044
		CG	62,524,500	PT	1.00	FIX	38379CER3	June 2044
		CH	62,524,500	PT	1.25	FIX	38379CES1	June 2044
		CI	62,524,500	NTL(PT)	6.50	FIX/IO	38379CET9	June 2044
		CJ	62,524,500	PT	1.50	FIX	38379CEU6	June 2044
		CK	62,524,500	PT	1.75	FIX	38379CEV4	June 2044
		CL	62,524,500	PT	2.00	FIX	38379CEW2	June 2044
		CM	62,524,500	PT	2.25	FIX	38379CEX0	June 2044
		CN	62,524,500	PT	2.50	FIX	38379CEY8	June 2044
		CO	62,524,500	PT	0.00	PO	38379CEZ5	June 2044
		CP	62,524,500	PT	2.75	FIX	38379CFA9	June 2044
		CQ	62,524,500	PT	3.00	FIX	38379CFB7	June 2044
		CS	62,524,500	NTL(PT)	(5)	INV/IO	38379CFC5	June 2044
		CT	62,524,500	PT	3.25	FIX	38379CFD3	June 2044
		CV	62,524,500	PT	3.50	FIX	38379CFE1	June 2044
		CW	62,524,500	PT	3.75	FIX	38379CFH8	June 2044
		CY	62,524,500	PT	4.00	FIX	38379CFG6	June 2044
DA	62,524,500	PT	4.25	FIX	38379CFH4	June 2044		
DB	62,524,500	PT	4.50	FIX	38379CFJ0	June 2044		
DC	62,524,500	PT	4.75	FIX	38379CFK7	June 2044		
DE	62,524,500	PT	5.00	FIX	38379CFL5	June 2044		
DG	62,524,500	PT	5.25	FIX	38379CFM3	June 2044		
DH	62,524,500	PT	5.50	FIX	38379CFN1	June 2044		
DJ	62,524,500	PT	5.75	FIX	38379CFP6	June 2044		
DK	62,524,500	PT	6.00	FIX	38379CFQ4	June 2044		
DL	62,524,500	PT	6.25	FIX	38379CFR2	June 2044		

REMIC Securities

MX Securities

Class	Original Class Principal Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
<b>Security Group 2</b>								
Combination 2(6)								
EA	\$114,391,626	EC	\$117,001,323	SC/PAC	2.00%	FIX	38379CFY8	February 2040
EB	2,609,697	ED	117,001,323	SC/PAC	2.25	FIX	38379CFU5	February 2040
		EF	54,000,610	SC/PAC	(5)	FLT	38379CGA8	February 2040
		EG	117,001,323	SC/PAC	2.50	FIX	38379CFV3	February 2040
		EH	117,001,323	SC/PAC	2.75	FIX	38379CFW1	February 2040
		EI	78,000,882	NTL(SC/PAC)	4.50	FIX/IO	38379CFZ4	February 2040
		EJ	117,001,323	SC/PAC	3.00	FIX	38379CFX9	February 2040
		EK	54,000,610	SC/PAC	6.50	FIX	38379CFY7	February 2040
		EO	117,001,323	SC/PAC	0.00	PO	38379CFS0	February 2040
		ES	54,000,610	NTL(SC/PAC)	(5)	INV/IO	38379CGB6	February 2040
<b>Combination 3(6)</b>								
EA	\$114,391,626	GA	\$114,391,626	SC/PAC	2.00%	FIX	38379CGC4	February 2040
		GB	114,391,626	SC/PAC	2.25	FIX	38379CGD2	February 2040
		GC	114,391,626	SC/PAC	2.50	FIX	38379CGE0	February 2040
		GD	114,391,626	SC/PAC	2.75	FIX	38379CGF7	February 2040
		GE	114,391,626	SC/PAC	3.00	FIX	38379CGG5	February 2040
		GF	52,796,135	SC/PAC	(5)	FLT	38379CGH3	February 2040
		GH	52,796,135	SC/PAC	6.50	FIX	38379CGJ9	February 2040
		GI	76,261,084	NTL(SC/PAC)	4.50	FIX/IO	38379CGK6	February 2040
		GO	114,391,626	SC/PAC	0.00	PO	38379CGL4	February 2040
		GS	52,796,135	NTL(SC/PAC)	(5)	INV/IO	38379CGM2	February 2040

REMIC Securities

MX Securities

Class	Original Class Principal Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 4(6)								
EA	\$114,391,626	HA	\$145,190,632	SC/PT	0.50%	FIX	38379CGN0	February 2040
EB	2,609,697	HB	145,190,632	SC/PT	1.00	FIX	38379CGP5	February 2040
EU	28,189,309	HC	145,190,632	SC/PT	1.50	FIX	38379CGQ3	February 2040
		HD	145,190,632	SC/PT	2.00	FIX	38379CGR1	February 2040
		HE	145,190,632	SC/PT	2.50	FIX	38379CGS9	February 2040
		HF	67,011,060	SC/PT	(5)	FLT	38379CGI7	February 2040
		HG	145,190,632	SC/PT	3.00	FIX	38379CGU4	February 2040
		HI	96,793,754	NTL(SC/PT)	4.50	FIX/IO	38379CGV2	February 2040
		Hj	124,449,113	SC/PT	3.50	FIX	38379CGW0	February 2040
		HK	108,892,974	SC/PT	4.00	FIX	38379CGX8	February 2040
		HL	96,793,754	SC/PT	4.50	FIX	38379CGY6	February 2040
		HM	87,114,379	SC/PT	5.00	FIX	38379CGZ3	February 2040
		HN	79,194,890	SC/PT	5.50	FIX	38379CHA7	February 2040
		HO	145,190,632	SC/PT	0.00	PO	38379CHB5	February 2040
		HP	72,595,316	SC/PT	6.00	FIX	38379CHC3	February 2040
		HQ	67,011,060	SC/PT	6.50	FIX	38379CHD1	February 2040
		HS	67,011,060	NTL(SC/PT)	(5)	INV/IO	38379CHE9	February 2040

Security Group 3

Combination 5(6)								
JA	\$ 75,020,540	JC	\$ 76,824,653	SC/PAC	2.00%	FIX	38379CHF6	December 2039
JB	1,804,113	JD	76,824,653	SC/PAC	2.25	FIX	38379CHG4	December 2039
		JF	35,457,532	SC/PAC	(5)	FLT	38379CHH2	December 2039
		JG	76,824,653	SC/PAC	2.50	FIX	38379CHJ8	December 2039
		JH	76,824,653	SC/PAC	2.75	FIX	38379CHK5	December 2039
		Ji	51,216,435	NTL(SC/PAC)	4.50	FIX/IO	38379CHL3	December 2039
		JK	76,824,653	SC/PAC	3.00	FIX	38379CHM1	December 2039
		JL	35,457,532	SC/PAC	6.50	FIX	38379CHN9	December 2039
		JO	76,824,653	SC/PAC	0.00	PO	38379CHP4	December 2039
		JS	35,457,532	NTL(SC/PAC)	(5)	INV/IO	38379CHQ2	December 2039

REMIC Securities

MX Securities

Class	REMIC Securities		MX Securities							
	Original Class Principal Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)		
Combination 6(6)	\$ 75,020,540	KA	\$ 75,020,540	SC/PAC	2.00%	FIX	38379CHR0	December 2039		
		KB	75,020,540	SC/PAC	2.25	FIX	38379CHS8	December 2039		
		KC	75,020,540	SC/PAC	2.50	FIX	38379CHT6	December 2039		
		KD	75,020,540	SC/PAC	2.75	FIX	38379CHU3	December 2039		
		KE	75,020,540	SC/PAC	3.00	FIX	38379CHV1	December 2039		
		KF	34,624,864	SC/PAC	(5)	FLT	38379CHW9	December 2039		
		KH	34,624,864	SC/PAC	6.50	FIX	38379CHX7	December 2039		
		KI	50,013,693	NTL(SC/PAC)	4.50	FIX/IO	38379CHY5	December 2039		
		KO	75,020,540	SC/PAC	0.00	PO	38379CHZ2	December 2039		
		KS	34,624,864	NTL(SC/PAC)	(5)	INV/IO	38379CJA5	December 2039		
		Combination 7(6)	\$ 75,020,540	LA	\$ 95,347,070	SC/PT	0.50%	FIX	38379CJB3	December 2039
				LB	95,347,070	SC/PT	1.00	FIX	38379CJC1	December 2039
				LC	95,347,070	SC/PT	1.50	FIX	38379CJD9	December 2039
LD	95,347,070			SC/PT	2.00	FIX	38379CJE7	December 2039		
LE	95,347,070			SC/PT	2.50	FIX	38379CJF4	December 2039		
LF	44,006,340			SC/PT	(5)	FLT	38379CJG2	December 2039		
LG	95,347,070			SC/PT	3.00	FIX	38379CJH0	December 2039		
LH	81,726,060			SC/PT	3.50	FIX	38379CJJ6	December 2039		
LI	63,564,713			NTL(SC/PT)	4.50	FIX/IO	38379CJL3	December 2039		
IJ	71,510,302			SC/PT	4.00	FIX	38379CJL1	December 2039		
LK	63,564,713			SC/PT	4.50	FIX	38379CJM9	December 2039		
LM	57,208,242			SC/PT	5.00	FIX	38379CJN7	December 2039		
LN	52,007,492			SC/PT	5.50	FIX	38379CJP2	December 2039		
LO	95,347,070	SC/PT	0.00	PO	38379CJQ0	December 2039				
LP	47,673,535	SC/PT	6.00	FIX	38379CJR8	December 2039				
LQ	44,006,340	SC/PT	6.50	FIX	38379CJS6	December 2039				
LS	44,006,340	NTL(SC/PT)	(5)	INV/IO	38379CJT4	December 2039				

REMIC Securities

MX Securities

Class	Original Class Principal Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
<b>Security Groups 2 and 3</b>								
Combination 8(6)(7)								
EA	\$114,391,626	WA	\$169,791,319	SC/PT	4.25%	FIX	38379CJU1	February 2040
EB	2,609,697	WB	160,358,468	SC/PT	4.50	FIX	38379CJV9	February 2040
EU	28,189,309	WC	151,918,548	SC/PT	4.75	FIX	38379CJW7	February 2040
JA	75,020,540	WD	144,322,621	SC/PT	5.00	FIX	38379CJX5	February 2040
JB	1,804,113	WE	137,450,115	SC/PT	5.25	FIX	38379CJY3	February 2040
JU	18,522,417	WG	131,202,382	SC/PT	5.50	FIX	38379CJZ0	February 2040
		WH	125,497,931	SC/PT	5.75	FIX	38379CKA3	February 2040
		WI	160,358,468	NTL(SC/PT)	4.50	FIX/IO	38379CKB1	February 2040
		WJ	120,268,851	SC/PT	6.00	FIX	38379CKC9	February 2040
		WK	115,458,096	SC/PT	6.25	FIX	38379CKD7	February 2040
		WL	111,017,400	SC/PT	6.50	FIX	38379CKE5	February 2040
		YA	240,537,702	SC/PT	3.00	FIX	38379CKF2	February 2040
		YB	240,537,702	SC/PT	0.25	FIX	38379CKG0	February 2040
		YC	240,537,702	SC/PT	0.50	FIX	38379CKH8	February 2040
		YD	240,537,702	SC/PT	0.75	FIX	38379CKJ4	February 2040
		YE	240,537,702	SC/PT	1.00	FIX	38379CKK1	February 2040
		YF	111,017,400	SC/PT	(5)	FLT	38379CKL9	February 2040
		YG	240,537,702	SC/PT	1.25	FIX	38379CKM7	February 2040
		YH	240,537,702	SC/PT	1.50	FIX	38379CKN5	February 2040
		YJ	240,537,702	SC/PT	1.75	FIX	38379CKP0	February 2040
		YK	240,537,702	SC/PT	2.00	FIX	38379CKQ8	February 2040
		YL	240,537,702	SC/PT	2.25	FIX	38379CKR6	February 2040
		YM	240,537,702	SC/PT	2.50	FIX	38379CKS4	February 2040
		YN	240,537,702	SC/PT	2.75	FIX	38379CKT2	February 2040
		YO	240,537,702	SC/PT	0.00	PO	38379CKU9	February 2040
		YP	180,403,276	SC/PT	4.00	FIX	38379CKV7	February 2040
		YQ	222,034,801	SC/PT	3.25	FIX	38379CKW5	February 2040
		YS	111,017,400	NTL(SC/PT)	(5)	INV/IO	38379CKX3	February 2040
		YT	206,175,173	SC/PT	3.50	FIX	38379CKY1	February 2040
		YV	192,430,161	SC/PT	3.75	FIX	38379CKZ8	February 2040

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- (1) All exchanges must comply with minimum denomination restrictions.
  - (2) The amount shown for each MX Class represents the maximum Original Class Principal Balance (or original Class Notional Balance) of that Class, assuming it were to be issued on the Closing Date.
  - (3) As defined under “Class Types” in Appendix I to the Base Offering Circular.
  - (4) See “*Yield, Maturity and Prepayment Considerations — Final Distribution Date*” in this Supplement.
  - (5) The Interest Rate will be calculated as described under “Terms Sheet — Interest Rates” in this Supplement.
  - (6) Various subcombinations are permitted. See “*Description of the Securities — Modification and Exchange*” in the Base Offering Circular for a discussion of subcombinations.
  - (7) Combination 8 is derived from REMIC Classes of separate Security Groups.

Exhibit A

Underlying Certificates

Trust Asset Group	Issuer	Series	Class	Issue Date	CUSIP Number	Interest Rate	Interest Type(1)	Final Distribution Date	Principal Type(1)	Original Principal Balance of Class	Underlying Certificate Factor(2)	Principal Balance in Trust(3)	Percentage of Class in Trust	Coupon of Mortgage Loans(4)	Approximate Weighted Remaining Term to Maturity of Mortgage Loans (in months)(4)	Approximate Weighted Average Loan Age of Mortgage Loans (in months)(4)	Ginnie Mae For II
2	Ginnie Mae	2010-020	BA(5)	February 26, 2010	58376VFT9	3.00%	FIX	February 2040	PT	\$217,580,058	0.66729752	\$145,190,652	100.00000000000000%	5.0%	299	53	1
3	Ginnie Mae	2009-121	CA(5)	December 30, 2009	58375ARX4	3.00	FIX	December 2039	PT	192,000,000	0.64861953	\$5,347,070	76.56250000000000	5.0	300	55	1

- (1) As defined under "Class Types" in Appendix I to the Base Offering Circular.
- (2) Underlying Certificate Factors are as of June 2014.
- (3) The Principal Balance in Trust may differ from the product of (1) Original Principal Balance of Class, (2) Underlying Certificate Factor and (3) Percentage of Class in Trust due to the rounding of the Underlying Certificate Factor.
- (4) Based on information as of June 2014
- (5) MX Class.

**\$653,712,255**  
**Government National Mortgage Association**  
**GINNIE MAE®**  
**Guaranteed REMIC Pass-Through Securities**  
**and MX Securities**  
**Ginnie Mae REMIC Trust 2014-099**

**The Securities**

The Trust will issue the Classes of Securities listed on the front cover of this offering circular supplement.

**The Ginnie Mae Guaranty**

Ginnie Mae will guarantee the timely payment of principal and interest on the securities. The Ginnie Mae Guaranty is backed by the full faith and credit of the United States of America.

**The Trust and its Assets**

The Trust will own (1) Ginnie Mae Certificates and (2) a certain previously issued certificate.

Class of REMIC Securities	Original Principal Balance(2)	Interest Rate	Principal Type(3)	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
<b>Security Group 1</b>						
CG(1) .....	\$79,500,000	3.00%	PAC I	FIX	38379DCR3	June 2044
CQ(1) .....	6,057,000	3.00	PAC I	FIX	38379DCS1	June 2044
CT(1) .....	2,030,000	3.00	PAC I	FIX	38379DCU9	June 2044
CU(1) .....	3,691,000	3.00	PAC I	FIX	38379DCU6	June 2044
F .....	84,585,615	(5)	PT	FLT	38379DCV4	June 2044
IO .....	9,398,401	4.50	NTL(PT)	FIX/IO	38379DCW2	June 2044
S .....	84,585,615	(5)	NTL(PT)	INV/IO	38379DCX0	June 2044
UK .....	7,576,000	3.00	PAC II	FIX	38379DCY8	June 2044
UY(1) .....	13,926,821	3.00	SUP	FIX	38379DCZ5	June 2044
<b>Security Group 2</b>						
FP .....	47,571,428	(5)	PT	FLT	38379DDA9	July 2044
GP .....	7,110,460	3.00	PAC II/AD	FIX	38379DDB7	July 2044
GU(1) .....	6,787,838	3.00	SUP	FIX	38379DDC5	July 2044
GZ .....	1,000	3.00	PAC II	FIX/Z	38379DDD3	July 2044
OI .....	5,285,713	4.50	NTL(PT)	FIX/IO	38379DDE1	July 2044
PB(1) .....	2,396,340	3.00	PAC I	FIX	38379DDE8	July 2044
PD(1) .....	47,132,934	3.00	PAC I	FIX	38379DDG6	December 2043
SP .....	47,571,428	(5)	NTL(PT)	INV/IO	38379DDH4	July 2044
<b>Security Group 3</b>						
IW(1) .....	20,188,801	5.00	NTL(SEQ/AD)	FIX/IO	38379DDJ0	December 2041
WA .....	100,944,007	2.00	SEQ/AD	FIX	38379DDK7	December 2041
WI(1) .....	43,600,000	5.00	NTL(PT)	FIX/IO	38379DDL5	July 2044
WZ .....	8,055,993	3.00	SEQ	FIX/Z	38379DDM3	July 2044
<b>Security Group 4</b>						
DA .....	100,000,000	1.75	PT	FIX	38379DDN1	July 2029
DI .....	50,000,000	3.50	NTL(PT)	FIX/IO	38379DDP6	July 2029
<b>Security Group 5</b>						
DF .....	72,459,294	(5)	PT	FLT/WAC/DLY	38379DDQ4	November 2036
ID .....	72,459,294	(5)	NTL(PT)	WAC/IO/DLY	38379DDR2	November 2036
<b>Security Group 6</b>						
WP .....	4,709,000	3.00	SC/PAC	FIX	38379DDS0	December 2039
WU .....	6,927,916	3.00	SC/SUP	FIX	38379DDT8	December 2039
<b>Security Group 7</b>						
EB .....	52,249,609	1.75	PT	FIX	38379DDU5	July 2029
IE .....	26,124,804	3.50	NTL(PT)	FIX/IO	38379DDV3	July 2029
<b>Residual</b>						
RR .....	0	0.00	NPR	NPR	38379DDW1	July 2044

- (1) These Securities may be exchanged for MX Securities described in Schedule I to this Supplement.
- (2) Subject to increase as described under "Increase in Size" in this Supplement. The amount shown for each Notional Class (indicated by "NTL" under Principal Type) is its original Class Notional Balance and does not represent principal that will be paid.
- (3) As defined under "Class Types" in Appendix I to the Base Offering Circular. The type of Class with which the Class Notional Balance of each Notional Class will be reduced is indicated in parentheses. The Class Notional Balance of Class WI will be reduced with the outstanding principal balance of the related Trust Asset Group.
- (4) See "Yield, Maturity and Prepayment Considerations — Final Distribution Date" in this Supplement.
- (5) See "Terms Sheet — Interest Rates" in this Supplement.

**The securities may not be suitable investments for you. You should consider carefully the risks of investing in them.**

**See "Risk Factors" beginning on page S-10 which highlights some of these risks.**

The Sponsor and the Co-Sponsor will offer the securities from time to time in negotiated transactions at varying prices. We expect the closing date to be July 30, 2014.

You should read the Base Offering Circular as well as this Supplement.

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

**Goldman, Sachs & Co.**

**Bonwick Capital Partners**

**The date of this Offering Circular Supplement is July 23, 2014.**



## TERMS SHEET

This terms sheet contains selected information for quick reference only. You should read this Supplement, particularly “Risk Factors,” and each of the other documents listed under “Available Information.”

**Sponsor:** Goldman, Sachs & Co.

**Co-Sponsor:** Bonwick Capital Partners, LLC

**Trustee:** Wells Fargo Bank, N.A.

**Tax Administrator:** The Trustee

**Closing Date:** July 30, 2014

**Distribution Dates:** For the Group 1, 5 and 7 Securities, the 20th day of each month or, if the 20th day is not a Business Day, the first Business Day thereafter, commencing in August 2014. For the Group 2, 3, 4 and 6 Securities, the 16th day of each month or, if the 16th day is not a Business Day, the first Business Day thereafter, commencing in August 2014.

**Trust Assets:**

Trust Asset Group	Trust Asset Type	Certificate Rate	Original Term To Maturity (in years)
1	Ginnie Mae II	4.5%	30
2	Ginnie Mae I	4.5	30
3	Ginnie Mae I	5.0	30
4	Ginnie Mae I	3.5	15
5	Ginnie Mae II <sup>(2)</sup>	<sup>(3)</sup>	30
6	Underlying Certificate	<sup>(1)</sup>	<sup>(1)</sup>
7	Ginnie Mae II	3.5	15

<sup>(1)</sup> Certain information regarding the Underlying Certificate is set forth in Exhibits A and B to this Supplement.

<sup>(2)</sup> The Group 5 Trust Assets consist of adjustable rate Ginnie Mae II MBS Certificates.

<sup>(3)</sup> Each Ginnie Mae Certificate included in Trust Asset Group 5 bears interest at a Certificate Rate, adjusted annually, equal to One Year Treasury Index (“CMT”) plus a margin indicated on Exhibit C (each, a “Certificate Margin”), subject to annual and lifetime adjustment caps and floors, which may limit whether the Certificate Rate for each Trust Asset remains at CMT plus the applicable Certificate Margin. The annual and lifetime adjustment caps and floors for each of the Group 5 Trust Assets are set forth in Exhibit C to this Supplement. The Group 5 Trust Assets have Certificate Rates ranging from 1.625% to 2.625% as of July 1, 2014, as identified in Exhibit C. All of the initial fixed rate periods have expired. See “The Trust Assets — The Trust MBS” in this Supplement.

**Security Groups:** This series of Securities consists of multiple Security Groups (each, a “Group”), as shown on the front cover of this Supplement and on Schedule I to this Supplement. Except in the case of a certain MX Class in Groups 1 and 2, payments on each Group will be based solely on payments on the Trust Asset Group with the same numerical designation.

**Characteristics of the Mortgage Loans Underlying the Group 1 Trust Assets<sup>(1)</sup>:**

<u>Pool Number</u>	<u>Principal Balance</u>	<u>Weighted Average Remaining Term to Maturity (in months)</u>	<u>Weighted Average Loan Age (in months)</u>	<u>Weighted Average Mortgage Rate<sup>(2)</sup></u>
AC0125	\$ 1,220,680.28	333	21	4.835%
AD2587	1,833,882.40	346	11	4.830
AE5517	1,003,339.47	341	2	4.763
AE7856	10,182,371.11	343	9	4.876
AE7989	1,016,556.72	352	8	4.769
AE8003	1,645,855.78	335	7	4.871
AE8140	4,027,481.73	346	6	4.833
AE8142	8,031,448.89	348	6	4.835
AE8143	11,360,529.69	353	6	4.767
AE8144	8,095,020.20	354	5	4.751
AE8206	1,672,430.11	344	5	4.958
AE8212	11,790,154.27	351	5	4.779
AE8271	1,969,492.05	350	4	4.854
AE8278	10,131,667.61	353	4	4.768
AE8365	11,767,275.39	356	3	4.759
AE8372	5,816,951.61	347	3	4.879
AE8373	9,280,386.33	356	3	4.758
AE8374	2,102,192.25	347	3	4.875
AE8425	4,053,065.01	340	2	4.853
AE8429	4,079,894.58	351	2	4.765
AE8433	4,323,843.57	345	2	4.807
AE8434	3,845,527.47	357	2	4.772
AE8447	1,117,338.34	354	2	4.825
AF0957	4,729,033.48	350	3	4.916
AF3192	1,299,727.49	340	10	4.825
AG3118	2,772,916.21	339	5	4.759
AG3124	1,623,852.82	338	4	4.848
AG3211	1,476,321.81	341	3	4.773
AG3212	1,523,627.63	345	3	4.766
AG9007	8,091,609.78	349	2	4.838
AG9011	26,730,717.94	351	2	4.818
AG9012	4,632,666.49	354	2	4.860
AG9013	14,013,253.47	353	2	4.846
AI6297	10,105,324.49	355	1	4.752
	<u>\$197,366,436.47<sup>(3)</sup></u>			

<sup>(1)</sup> As of July 1, 2014.

<sup>(2)</sup> The Mortgage Loans underlying the Group 1 Trust Assets may bear interest at rates ranging from 0.25% to 1.50% per annum above the related Certificate Rate.

<sup>(3)</sup> More than 10% of the Mortgage Loans underlying the Group 1 Trust Assets may be higher balance Mortgage Loans. See “Risk Factors” in this Supplement.

The actual remaining terms to maturity, loan ages and Mortgage Rates of many of the Mortgage Loans underlying the Group 1 Trust Assets will differ from the weighted averages shown above, perhaps significantly. See *“The Trust Assets — The Mortgage Loans”* in this Supplement.

**Assumed Characteristics of the Mortgage Loans Underlying the Group 2, 3, 4 and 7 Trust Assets<sup>(1)</sup>:**

<u>Principal Balance</u>	<u>Weighted Average Remaining Term to Maturity (in months)</u>	<u>Weighted Average Loan Age (in months)</u>	<u>Weighted Average Mortgage Rate<sup>(2)</sup></u>
<b>Group 2 Trust Assets</b>			
\$111,000,000	305	48	5.000%
<b>Group 3 Trust Assets</b>			
\$109,000,000	292	59	5.500%
<b>Group 4 Trust Assets</b>			
\$100,000,000	147	29	4.000%
<b>Group 7 Trust Assets</b>			
\$52,249,609	160	17	3.855%

<sup>(1)</sup> As of July 1, 2014.

<sup>(2)</sup> The Mortgage Loans underlying the Group 7 Trust Assets may bear interest at rates ranging from 0.25% to 1.50% per annum above the related Certificate Rate.

The actual remaining terms to maturity, loan ages and, in the case of the Group 7 Trust Assets, Mortgage Rates of many of the Mortgage Loans underlying the Group 2, 3, 4 and 7 Trust Assets will differ from the weighted averages shown above, perhaps significantly. See *“The Trust Assets — The Mortgage Loans”* in this Supplement.

**Assumed Characteristics of the Mortgage Loans Underlying the Group 5 Trust Assets:** The assumed characteristics of the Mortgage Loans underlying the Group 5 Trust Assets are identified in Exhibit C to this Supplement. There can be no assurance that the actual characteristics of the Mortgage Loans underlying the Group 5 Trust Assets will be the same as the assumed characteristics identified in Exhibit C to this Supplement. More than 10% of the Mortgage Loans underlying the Group 5 Trust Assets may be higher balance Mortgage Loans. See *“Risk Factors”* in this Supplement.

**Characteristics of the Mortgage Loans Underlying the Group 6 Trust Asset:** See Exhibit A to this Supplement for certain information regarding the characteristics of the Mortgage Loans included in the Underlying Trust.

**Issuance of Securities:** The Securities, other than the Residual Securities, will initially be issued in book-entry form through the book-entry system of the U.S. Federal Reserve Banks (the “Fedwire Book-Entry System”). The Residual Securities will be issued in fully registered, certificated form. See *“Description of the Securities — Form of Securities”* in this Supplement.

**Modification and Exchange:** If you own exchangeable Securities you will be able, upon notice and payment of an exchange fee, to exchange them for a proportionate interest in the related Securities shown on Schedule I to this Supplement. See *“Description of the Securities — Modification and Exchange”* in this Supplement.

**Increased Minimum Denomination Classes:** Each Class that constitutes a Principal Only, Interest Only or Inverse Floating Rate Class. See “Description of the Securities — Form of Securities” in this Supplement.

**Interest Rates:** The Interest Rates for the Fixed Rate Classes are shown on the front cover of this Supplement or on Schedule I to this Supplement.

The Floating Rate and Inverse Floating Rate Classes will bear interest at per annum rates based on one-month LIBOR (hereinafter referred to as “LIBOR”) as follows:

<u>Class</u>	<u>Interest Rate Formula(1)</u>	<u>Initial Interest Rate(2)</u>	<u>Minimum Rate</u>	<u>Maximum Rate</u>	<u>Delay (in days)</u>	<u>LIBOR for Minimum Interest Rate</u>
DF .....	LIBOR + 0.30%	0.4475%	0.30%	(3)	19	0.00%
F .....	LIBOR + 0.40%	0.5510%	0.40%	6.00%	0	0.00%
FP .....	LIBOR + 0.40%	0.5507%	0.40%	6.00%	0	0.00%
PF .....	LIBOR + 0.25%	0.4007%	0.25%	6.50%	0	0.00%
PS .....	6.25% – LIBOR	6.0993%	0.00%	6.25%	0	6.25%
S .....	5.60% – LIBOR	5.4490%	0.00%	5.60%	0	5.60%
SP .....	5.60% – LIBOR	5.4493%	0.00%	5.60%	0	5.60%
TF .....	LIBOR + 0.25%	0.4007%	0.25%	6.50%	0	0.00%
TS .....	6.25% – LIBOR	6.0993%	0.00%	6.25%	0	6.25%

- (1) LIBOR will be established on the basis of the ICE LIBOR method, as described under “Description of the Securities — Interest Distributions — Floating Rate and Inverse Floating Rate Classes” in this Supplement.
- (2) The initial Interest Rate will be in effect during the first Accrual Period; the Interest Rate will adjust monthly thereafter.
- (3) The Maximum Rate for Class DF for any Accrual Period is the Weighted Average Certificate Rate (“WACR”) of the Group 5 Trust Assets.

Class ID is a Weighted Average Coupon Class that will accrue interest during each Accrual Period at a per annum Interest Rate equal to the WACR of the Group 5 Trust Assets less the Interest Rate for Class DF for that Accrual Period. The approximate initial Interest Rate for Class ID, which will be in effect for the first Accrual Period, is 1.19736%.

**Allocation of Principal:** On each Distribution Date for a Security Group, the following distributions will be made to the related Securities:

### SECURITY GROUP 1

The Group 1 Principal Distribution Amount will be allocated, concurrently, as follows:

1. 42.857142640% to F, until retired
2. 57.142857360% in the following order of priority:
  - a. Sequentially, to CG, CQ, CT and CU, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
  - b. To UK, until reduced to its Scheduled Principal Balance for that Distribution Date

- c. To UY, until retired
- d. To UK, without regard to its Scheduled Principal Balance, until retired
- e. Sequentially, to CG, CQ, CT and CU, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

#### **SECURITY GROUP 2**

The Group 2 Principal Distribution Amount and GZ Accrual Amount will be allocated as follows:

- The GZ Accrual Amount, sequentially, to GP and GZ, in that order, until retired
- The Group 2 Principal Distribution Amount, concurrently, as follows:
  1. 42.8571423423% to FP, until retired
  2. 57.1428576577% in the following order of priority:
    - a. Sequentially, to PD and PB, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
    - b. Sequentially, to GP and GZ, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
    - c. To GU, until retired
    - d. Sequentially, to GP and GZ, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired
    - e. Sequentially, to PD and PB, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

#### **SECURITY GROUP 3**

The Group 3 Principal Distribution Amount and WZ Accrual Amount will be allocated, sequentially, to WA and WZ, in that order, until retired

#### **SECURITY GROUP 4**

The Group 4 Principal Distribution Amount will be allocated to DA, until retired

#### **SECURITY GROUP 5**

The Group 5 Principal Distribution Amount will be allocated to DF, until retired

#### **SECURITY GROUP 6**

The Group 6 Principal Distribution Amount will be allocated in the following order of priority:

- To WP, until reduced to its Scheduled Principal Balance for that Distribution Date
- To WU, until retired
- To WP, without regard to its Scheduled Principal Balance, until retired

**SECURITY GROUP 7**

The Group 7 Principal Distribution Amount will be allocated to EB, until retired

**Scheduled Principal Balances:** The Scheduled Principal Balances or Aggregate Scheduled Principal Balances for the Classes listed below are included in Schedule II to this Supplement. They were calculated using among other things the following Structuring Ranges:

	<u>Structuring Ranges</u>
<b>PAC Class</b>	
WP .....	178% PSA through 251% PSA
<b>PAC I Classes</b>	
CG, CQ, CT and CU (in the aggregate) .....	139% PSA through 250% PSA
PB and PD (in the aggregate) .....	130% PSA through 260% PSA
<b>PAC II Classes</b>	
UK .....	174% PSA through 251% PSA
GP and GZ (in the aggregate) .....	190% PSA through 261% PSA

**Accrual Classes:** Interest will accrue on each Accrual Class identified on the front cover of this Supplement at the per annum rate set forth on that page. However, no interest will be distributed to the Accrual Classes as interest. Interest so accrued on each Accrual Class on each Distribution Date will constitute an Accrual Amount, which will be added to the Class Principal Balance of that Class on each Distribution Date and will be distributable as principal as set forth in this Terms Sheet under "Allocation of Principal."

**Notional Classes:** The Notional Classes will not receive distributions of principal but have Class Notional Balances for convenience in describing their entitlements to interest. The Class Notional Balance of each Notional Class represents the percentage indicated below of, and reduces to that extent with, the Class Principal Balances or the outstanding principal balance of the related Trust Asset Group indicated:

<u>Class</u>	<u>Original Class Notional Balance</u>	<u>Represents Approximately</u>
CI ...	\$17,666,666	22.2222222222% of CG (PAC I Class)
DI ...	50,000,000	50% of DA (PT Class)
HI ...	19,012,666	22.2222222222% of CG and CQ (in the aggregate) (PAC I Classes)
ID ...	72,459,294	100% of DF (PT Class)
IE ...	26,124,804	50% of EB (PT Class)
IO ...	\$ 7,606,500	8.3333333333% of CG, CQ, CT and CU (in the aggregate) (PAC I Classes)
	631,333	8.3333333333% of UK (PAC II Class)
	1,160,568	8.3333333333% of UY (SUP Class)
	<u>\$ 9,398,401</u>	
IP ...	\$33,019,516	66.6666666667% of PB and PD (in the aggregate) (PAC I Classes)
IW ...	20,188,801	20% of WA (SEQ/AD Class)
IY ...	\$20,188,801	20% of WA (SEQ/AD Class)
	43,600,000	40% of the Group 3 Trust Assets
	<u>\$63,788,801</u>	
JI ...	\$19,463,777	22.2222222222% of CG, CQ and CT (in the aggregate) (PAC I Classes)
OI ...	\$ 4,127,439	8.3333333333% of PB and PD (in the aggregate) (PAC I Classes)
	592,621	8.3333333333% of GP and GZ (in the aggregate) (PAC II Classes)
	565,653	8.3333333333% of GU (SUP Class)
	<u>\$ 5,285,713</u>	
PI ...	\$31,421,956	66.6666666667% of PD (PAC I Class)
PS ...	21,753,661	46.1538461538% of PD (PAC I Class)
S ...	84,585,615	100% of F (PT Class)
SP ...	47,571,428	100% of FP (PT Class)
TS ...	22,859,664	46.1538461538% of PB and PD (in the aggregate) (PAC I Classes)
UI ...	20,284,000	22.2222222222% of CG, CQ, CT and CU (in the aggregate) (PAC I Classes)
WI ...	43,600,000	40% of the Group 3 Trust Assets

**Tax Status:** Double REMIC Series. See “*Certain United States Federal Income Tax Consequences*” in this Supplement and in the Base Offering Circular.

**Regular and Residual Classes:** Class RR is a Residual Class and represents the Residual Interest of the Issuing REMIC and the Pooling REMIC. All other Classes of REMIC Securities are Regular Classes.

Schedule I

Available Combinations(1)

Class	REMIC Securities		MX Securities							Final Distribution Date(4)
	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number			
Security Group 1 Combination 1(6) CG	\$79,500,000	CA	\$79,500,000	PAC I	2.00%	FIX	38379DDX9	June 2044		
		CB	79,500,000	PAC I	2.25	FIX	38379DDY7	June 2044		
		CD	79,500,000	PAC I	2.50	FIX	38379DDZ4	June 2044		
		CE	79,500,000	PAC I	2.75	FIX	38379DEA8	June 2044		
		CH	53,000,000	PAC I	3.50	FIX	38379DEB6	June 2044		
		CI	17,666,666	NTL(PAC D)	4.50	FIX/IO	38379DEC4	June 2044		
		CJ	39,750,000	PAC I	4.00	FIX	38379DED2	June 2044		
		CK	31,800,000	PAC I	4.50	FIX	38379DEE0	June 2044		
		CL	26,500,000	PAC I	5.00	FIX	38379DEF7	June 2044		
		CM	22,714,285	PAC I	5.50	FIX	38379DEG5	June 2044		
		CN	19,875,000	PAC I	6.00	FIX	38379DEH3	June 2044		
		CP	17,666,666	PAC I	6.50	FIX	38379DEJ9	June 2044		
		Combination 2(6) CG CQ	\$79,500,000 6,057,000	HA	\$85,557,000	PAC I	2.00%	FIX	38379DEK6	June 2044
				HB	85,557,000	PAC I	2.25	FIX	38379DEL4	June 2044
HC	85,557,000			PAC I	2.50	FIX	38379DEM2	June 2044		
HD	85,557,000			PAC I	2.75	FIX	38379DEN0	June 2044		
HE	85,557,000			PAC I	3.00	FIX	38379DEP5	June 2044		
HG	57,038,000			PAC I	3.50	FIX	38379DEQ3	June 2044		
HI	19,012,666			NTL(PAC D)	4.50	FIX/IO	38379DER1	June 2044		
HJ	42,778,500			PAC I	4.00	FIX	38379DES9	June 2044		
HK	34,222,800	PAC I	4.50	FIX	38379DET7	June 2044				
HL	28,519,000	PAC I	5.00	FIX	38379DEU4	June 2044				
HM	24,444,857	PAC I	5.50	FIX	38379DEV2	June 2044				
HN	21,389,250	PAC I	6.00	FIX	38379DEW0	June 2044				
HP	19,012,666	PAC I	6.50	FIX	38379DEX8	June 2044				



REMIC Securities

MX Securities

Class	Original Class Principal Balance or Class Notional Balance		Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)		Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
	Principal Balance	Notional Balance		Principal Balance	Notional Balance					
Combination 3(6)										
CG	\$79,500,000		JA	\$87,587,000		PAC I	2.00%	FIX	38379DEY6	June 2044
CQ	6,057,000		JB	87,587,000		PAC I	2.25	FIX	38379DEZ3	June 2044
CT	2,030,000		JC	87,587,000		PAC I	2.50	FIX	38379DFA7	June 2044
			JD	87,587,000		PAC I	2.75	FIX	38379DFB5	June 2044
			JE	87,587,000		PAC I	3.00	FIX	38379DFC3	June 2044
			JG	58,391,333		PAC I	3.50	FIX	38379DFD1	June 2044
			JH	43,793,500		PAC I	4.00	FIX	38379DFE9	June 2044
			JI	19,463,777		NTL(PAC I)	4.50	FIX/IO	38379DFE6	June 2044
			JK	35,034,800		PAC I	4.50	FIX	38379DFG4	June 2044
			JL	29,195,666		PAC I	5.00	FIX	38379DFH2	June 2044
			JM	25,024,857		PAC I	5.50	FIX	38379DFJ8	June 2044
			JN	21,896,750		PAC I	6.00	FIX	38379DFK5	June 2044
			JP	19,463,777		PAC I	6.50	FIX	38379DFL3	June 2044
Combination 4(6)										
CG	\$79,500,000		UA	\$91,278,000		PAC I	2.00%	FIX	38379DFM1	June 2044
CQ	6,057,000		UB	91,278,000		PAC I	2.25	FIX	38379DFN9	June 2044
CT	2,030,000		UC	91,278,000		PAC I	2.50	FIX	38379DFP4	June 2044
CU	3,691,000		UD	91,278,000		PAC I	2.75	FIX	38379DFQ2	June 2044
			UE	91,278,000		PAC I	3.00	FIX	38379DFR0	June 2044
			UG	60,852,000		PAC I	3.50	FIX	38379DFS8	June 2044
			UH	45,639,000		PAC I	4.00	FIX	38379DFT6	June 2044
			UI	20,284,000		NTL(PAC I)	4.50	FIX/IO	38379DFU3	June 2044
			UJ	36,511,200		PAC I	4.50	FIX	38379DFV1	June 2044
			UL	30,426,000		PAC I	5.00	FIX	38379DML5	June 2044
			UM	26,079,428		PAC I	5.50	FIX	38379DFW9	June 2044
			UN	22,819,500		PAC I	6.00	FIX	38379DFX7	June 2044
			UP	20,284,000		PAC I	6.50	FIX	38379DFY5	June 2044

REMIC Securities			MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)	
Combination 5									
CT	\$ 2,030,000	CW	\$ 5,721,000	PAC I	3.00%	FIX	38379DFZ2	June 2044	
CU	3,691,000								
Combination 6									
CQ	\$ 6,057,000	CY	\$ 11,778,000	PAC I	3.00%	FIX	38379DGA6	June 2044	
CT	2,030,000								
CU	3,691,000								
<b>Security Group 2</b>									
Combination 7(6)									
PD	\$47,132,934	PA	\$47,132,934	PAC I	2.00%	FIX	38379DGB4	December 2043	
		PC	47,132,934	PAC I	1.50	FIX	38379DGC2	December 2043	
		PF	21,753,661	PAC I	(5)	FLT	38379DGD0	December 2043	
		PG	47,132,934	PAC I	1.75	FIX	38379DGE8	December 2043	
		PH	47,132,934	PAC I	2.25	FIX	38379DGF5	December 2043	
		PI	31,421,956	NTL(PAC I)	4.50	FIX/IO	38379DGG3	December 2043	
		PJ	47,132,934	PAC I	2.50	FIX	38379DGH1	December 2043	
		PK	47,132,934	PAC I	2.75	FIX	38379DGJ7	December 2043	
		PO	47,132,934	PAC I	0.00	PO	38379DGK4	December 2043	
		PS	21,753,661	NTL(PAC I)	(5)	INV/IO	38379DGL2	December 2043	
		PY	21,753,661	PAC I	6.50	FIX	38379DGM0	December 2043	
Combination 8(6)									
PB	\$ 2,396,340	IP	\$33,019,516	NTL(PAC I)	4.50%	FIX/IO	38379DGN8	July 2044	
PD	47,132,934	OP	49,529,274	PAC I	0.00	PO	38379DGP3	July 2044	
		PE	49,529,274	PAC I	3.00	FIX	38379DGG1	July 2044	
		PL	49,529,274	PAC I	1.50	FIX	38379DGR9	July 2044	
		PM	49,529,274	PAC I	1.75	FIX	38379DGS7	July 2044	
		PN	49,529,274	PAC I	2.00	FIX	38379DGT5	July 2044	
		PQ	49,529,274	PAC I	2.25	FIX	38379DGU2	July 2044	
		PT	49,529,274	PAC I	2.50	FIX	38379DGV0	July 2044	
		PU	22,859,664	PAC I	6.50	FIX	38379DGW8	July 2044	
		PV	49,529,274	PAC I	2.75	FIX	38379DGX6	July 2044	
		TF	22,859,664	PAC I	(5)	FLT	38379DGY4	July 2044	
		TS	22,859,664	NTL(PAC I)	(5)	INV/IO	38379DGZ1	July 2044	

REMIC Securities			MX Securities					
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
<b>Security Groups 1 and 2</b>								
Combination 9(7)								
GU	\$ 6,787,838	YU	\$13,664,659	SUP	3.00%	FIX	38379DHA5	July 2044
UY	6,876,821							
<b>Security Group 3</b>								
Combination 10								
IW	\$20,188,801	IY	\$63,788,801	NTL(SEQ)	5.00%	FIX/IO	38379DHB3	July 2044
WI	43,600,000							

(1) All exchanges must comply with minimum denomination restrictions.

(2) The amount shown for each MX Class represents the maximum Original Class Principal Balance (or original Class Notional Balance) of that Class, assuming it were to be issued on the Closing Date.

(3) As defined under "Class Types" in Appendix I to the Base Offering Circular.

(4) See "Yield, Maturity and Prepayment Considerations — Final Distribution Date" in this Supplement.

(5) The Interest Rate will be calculated as described under "Terms Sheet — Interest Rates" in this Supplement.

(6) In the case of Combinations 1, 2, 3, 4, 7 and 8, various subcombinations are permitted. See "Description of the Securities — Modification and Exchange" in the Base Offering Circular for a discussion of subcombinations.

(7) Combination 9 is derived from REMIC Classes of separate Security Groups.



\$685,550,629

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**Guaranteed REMIC  
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***OFFERING CIRCULAR SUPPLEMENT***  
**August 22, 2014**

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**Goldman, Sachs & Co.  
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