



\$443,575,060

Government National Mortgage Association

GINNIE MAE®

**Guaranteed REMIC Pass-Through Securities
and MX Securities
Ginnie Mae REMIC Trust 2009-015**

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)
Security Group 1						
FH	\$ 65,000,000	(5)	PT	FLT	38374TKD5	March 2039
FL	75,000,000	(5)	PT	FLT	38374TKE3	March 2039
FM	75,000,000	(5)	PT	FLT	38374TKF0	March 2039
GZ	48,797,000	5.0%	TAC/AD	FIX/Z	38374TKG8	March 2039
NA(1)	158,481,000	5.0	PAC/AD	FIX	38374TKH6	December 2038
NX(1)	5,808,000	5.0	PAC/AD	FIX	38374TKJ2	March 2039
SL	140,000,000	(5)	NTL (PT)	INV/IO	38374TKK9	March 2039
SM	75,000,000	(5)	NTL (PT)	INV/IO	38374TKL7	March 2039
TZ	1,914,000	5.0	SUP	FIX/Z	38374TKM5	March 2039
Security Group 2						
LI(1)	5,365,430	6.5	NTL (SC/PT)	FIX/IO	38374TKN3	November 2038
Security Group 3						
LO(1)	6,975,060	0.0	SC/PT	PO	38374TKP8	September 2038
Security Group 4						
KA	6,000,000	5.0	SEQ	FIX	38374TKQ6	November 2037
KB	600,000	5.0	SEQ	FIX	38374TKR4	March 2039
Residual						
R	0	0.0	NPR	NPR	38374TKS2	March 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. The Class Notional Balance of Class LI will be reduced with the outstanding notional balance of the Group 2 Trust Assets.
- (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-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 March 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.

BANC OF AMERICA SECURITIES LLC

LOOP CAPITAL MARKETS, LLC

The date of this Offering Circular Supplement is March 23, 2009.

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 Group 3 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 The Bank of New York, 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 The Bank of New York 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: Banc of America Securities LLC

Co-Sponsor: Loop Capital Markets, LLC

Trustee: Wells Fargo Bank, N.A.

Tax Administrator: The Trustee

Closing Date: March 30, 2009

Distribution Dates: For the Group 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 April 2009. For the Group 1, Group 2, and Group 3 Securities, the 20th day of each month or, if the 20th day is not a Business Day, the first Business Day thereafter, commencing in April 2009.

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	6.0%	30
2	Underlying Certificate	(1)	(1)
3	Underlying Certificates	(1)	(1)
4	Ginnie Mae I	5.0%	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 Class LT, 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 Group 4 Trust Assets¹:

<u>Principal Balance²</u>	<u>Weighted Average Remaining Term to Maturity (in months)</u>	<u>Weighted Average Loan Age (in months)</u>	<u>Weighted Average Mortgage Rate³</u>
Group 1 Trust Assets			
\$430,000,000	354	6	6.5%
Group 4 Trust Assets			
\$6,600,000	350	8	5.5%

¹ As of March 1, 2009.

² Does not include the Group 1 Trust Assets that will be added to pay the Trustee Fee.

³ 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.

The actual remaining terms to maturity, loan ages and, in the case of the Group 1 Trust Assets, Mortgage Rates of many of the Mortgage Loans underlying the Group 1 and Group 4 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. Under certain circumstances, an MX Class that is a Weighted Average Coupon Class 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 a Principal Only, Interest Only, Weighted Average Coupon 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:

<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>
FH	LIBOR + 0.95%	1.51%	0.95%	7.00%	0	0.00%
FL	LIBOR + 0.95%	1.51%	0.95%	7.00%	0	0.00%
FM	LIBOR + 1.04%	1.60%	1.04%	7.00%	0	0.00%
SL	6.05% – LIBOR	5.49%	0.00%	6.05%	0	6.05%
SM	5.96% – LIBOR	5.40%	0.00%	5.96%	0	5.96%

(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 LT is a Weighted Average Coupon Class. The Weighted Average Coupon Class will accrue interest during each Accrual Period at a rate equal to the weighted average of the Interest Rates on its related REMIC Classes (or portions thereof) that were exchanged for such Class based on 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 initial Interest Rate for Class LT, which will be in effect for the first Accrual Period is 5.0% per annum.

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

SECURITY GROUP 1

A percentage of the Group 1 Principal Distribution Amount will be applied to the Trustee Fee, and the remainder of the Group 1 Principal Distribution Amount (the “Group 1 Adjusted Principal Distribution Amount”) and the GZ and TZ Accrual Amounts will be allocated as follows:

- The GZ and TZ Accrual Amounts in the following order of priority:
 1. Sequentially, to NA and NX, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
 2. To GZ, until reduced to its Scheduled Principal Balance for that Distribution Date
 3. To TZ, until retired
 4. To GZ, without regard to its Scheduled Principal Balance, until retired
- The Group 1 Adjusted Principal Distribution Amount, concurrently, as follows:
 1. 50%, concurrently, to FH, FL and FM, pro rata, until retired
 2. 50% in the following order of priority:
 - i) Sequentially, to NA and NX, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
 - ii) To GZ, until reduced to its Scheduled Principal Balance for that Distribution Date
 - iii) To TZ, until retired
 - iv) To GZ, without regard to its Scheduled Principal Balance, until retired
 - v) Sequentially, to NA and NX, 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 to LO, until retired

SECURITY GROUP 4

The Group 4 Principal Distribution Amount will be allocated, sequentially, to KA and KB, 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 Range or Rate:

<u>Class</u>	<u>Structuring Range or Rate</u>
PAC Classes	
NA and NX (in the aggregate)	145% PSA through 350% PSA
TAC Class	
GZ	345% 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 Group indicated:

<u>Class</u>	<u>Original Class Notional Balance</u>	<u>Represents Approximately</u>
LI	\$ 5,365,430	100% of Group 2 Trust Assets
NI	52,827,000	33.3333333333% of NA (PAC/AD Class)
SL	140,000,000	100% of FH and FL (PT Classes)(in the aggregate)
SM.	75,000,000	100% of FM (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.

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.

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 (principal only securities, for example) 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 or less than 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 TAC classes, the support class will not receive any principal distribution on that date. If prepayments result in principal distributions on any distribution date greater than the amount needed to produce scheduled payments on the PAC and TAC classes for that distribution date, this excess will be distributed to the support class.

The rate of principal payments on or reductions in the notional balance of the underlying certificates will directly affect the rate of principal payments and reductions in the notional balance on the group 2 and group 3 securities. The underlying certificates will be sensitive to

- the rate of payments of principal (including prepayments) of the related mortgage loans.

Further, prepayments on the related mortgage loans may have occurred at rates faster or slower than those initially assumed. This supplement contains no information as to whether the underlying certificates 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 group 1 and 4 trust assets may consist of mortgage loans that are “high balance loans” or “higher balance loans,” which exceed certain principal balance thresholds established by Ginnie Mae. Each such mortgage loan is referred to in this offering circular supplement as a “higher balance mortgage loan” and is eligible for FHA, VA, PIH or RD mortgage insurance and may be included in Ginnie Mae guaranteed pools subject to special pooling parameters as set forth in the Ginnie Mae Mortgage-Backed Securities Guide. The rate of principal payments on higher balance mortgage loans may differ significantly from the prepayment assumptions used in this offering circular

supplement for various reasons. There are no historical performance data regarding the prepayment rates for higher balance mortgage loans. Borrowers of higher balance mortgage loans may be more likely to refinance their mortgage loans than borrowers who have otherwise similar mortgage loans with lower principal balances, especially if and so long as such refinance loans are also eligible for insurance; if such eligibility expires, prepayment rates on higher balance mortgage loans may decline. Defaults in respect of higher balance mortgage loans will result in larger prepayments to investors than defaults on lower balance mortgage loans. 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. If the higher balance mortgage loans prepay at rates faster or slower than expected, the weighted average lives and yields of the group 1 and 4 securities are likely to be affected, perhaps significantly. 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 3 securities and, in particular, the support, interest only, principal only, interest only inverse floating rate, weighted average coupon, 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 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 Underlying Certificates, will evidence, directly or indirectly, Ginnie Mae Certificates.

The Trust MBS (Groups 1 and 4)

The Group 1 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 Ginnie Mae Certificate Guaranty Fee is used to pay the related servicers of the Mortgage Loans a monthly servicing fee.

The Group 4 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 Underlying Certificates (Group 2 and 3)

The Group 2 and 3 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 and 4 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 and Group 4 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 Trust Assets, Mortgage Rates of the Mortgage Loans. However, the actual remaining terms to maturity, loan ages and, in the case of the Group 1 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

On each Distribution Date, the Trustee will retain a fixed percentage of all principal and interest distributions received on specified Trust Assets in payment of its 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 principal or 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 close of business on the last Business Day of the calendar month immediately preceding the month in which the Distribution Date occurs. 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 on the front cover of this Supplement and on Schedule I to this Supplement are explained under “Class Types” in Appendix I to the Base Offering Circular. Notwithstanding the definition of Weighted Average Coupon Class in the Glossary, the basis of the Interest Rates for the Weighted Average Coupon Classes herein is described under “Terms Sheet — Interest Rates” in this Supplement.

Accrual Periods

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

<u>Class</u>	<u>Accrual Period</u>
Fixed Rate Classes and Weighted Average Coupon Class	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 Distribution Date through the 19th day of the month of that Distribution Date

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. LIBOR will be determined based on the BBA LIBOR method, as described under “Description of the Securities — Interest Rate Indices — Determination of LIBOR — BBA LIBOR” in the Base Offering Circular.

For information regarding the manner in which the Trustee determines LIBOR and calculates the Interest Rates for the Floating Rate and Inverse Floating Rate Classes, see “Description of the Securities — Interest Rate Indices — Determination of LIBOR” in the Base Offering Circular.

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.

The Weighted Average Coupon Class

The Weighted Average Coupon Class will bear interest at per annum Interest Rates as shown under “Terms Sheet — Interest Rates” in this Supplement.

Accrual Classes

Each of Class GZ and Class TZ 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 or the Adjusted Principal Distribution Amount for each Group, as applicable, and the GZ and TZ Accrual Amounts will be distributed to the Holders entitled thereto as described under “Terms Sheet — Allocation of Principal” in this Supplement. 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 on the front cover, in the Terms Sheet and on Schedule I to this Supplement 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 R Securities will represent the beneficial ownership of the Residual Interest in the Trust REMIC. The Class R Securities have no Class Principal Balance and do not accrue interest. The Class R Securities will be entitled to receive the proceeds of the disposition of any assets remaining in the Trust REMIC after the Class Principal 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 the 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. The Trustee will terminate the Trust and retire the Securities on any Distribution Date upon the Trustee's determination that the REMIC status of the Trust REMIC has been lost or that a substantial risk exists that this status will be lost for the then current taxable year.

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 REMIC 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 Combination 1, 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 Combination 1, the Class NA 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 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.*

In the case of Combination 3, Class LT is a Weighted Average Coupon Class that will accrue interest as described under "Terms Sheet — Interest Rates" in this Supplement. In the event that the Interest Rate of such 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 that MX Class for its related REMIC Securities. Thereafter, no further exchanges of such REMIC Securities will be permitted.

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 in writing at its Corporate Trust Office at 45 Broadway, 12th Floor, New York, New York 10006, Attention: Ginnie Mae REMIC Program. The Trustee may be contacted by telephone at (212) 515-5262 and by fax at (212) 509-1042.

A fee will be payable to the Trustee in connection with each exchange equal to $\frac{1}{2}$ of 1% of the outstanding principal 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 a mandatory exchange described above. 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.

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 3 Securities are urged to review the discussion under “Risk Factors — The rate of principal payments on or reductions in the notional balances of the underlying certificates will directly affect the rate of principal payments and reductions in notional balance on the group 2 and group 3 securities” in this Supplement.

Accretion Directed Classes

Classes GZ, NA and NX are Accretion Directed Classes. The related Accrual Amount will be applied to making principal distributions on those Classes as described in this Supplement.

Each of Classes GZ, NA and NX 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 they 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.

Securities that Receive Principal on the Basis of Schedules

As described in this Supplement, each PAC and TAC Class will receive principal payments in accordance with a schedule calculated on the basis of, among other things, a Structuring Range or Rate. 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 TAC Class exhibits an Effective Range of constant prepayment rates at which such Class will receive Scheduled Payments. That range may differ from the Structuring Range or Rate used to create the related principal balance schedule. Based on the Modeling Assumptions, the *initial* Effective Range for the PAC and TAC Classes are as follows:

<u>Class</u>	<u>Initial Effective Ranges</u>
PAC Classes	
NA and NX (in the aggregate)	143% PSA through 350% PSA
TAC Class	
GZ	344% PSA through 351% PSA

- The principal payment stability of the PAC Classes will be supported by the TAC and Support Classes.
- The principal payment stability of the TAC Class will be supported by the 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 TAC Class not to receive Scheduled Payments, even if prepayment rates remain within the initial Effective Range, if any, for that Class. Further, the Effective Range for any PAC or TAC 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 TAC Class, the amount available to pay principal on the Securities may be insufficient to produce Scheduled Payments on such related PAC or TAC Class, if any, 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 TAC Class, its supporting Classes may be retired earlier than that PAC or TAC 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

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 and 4 Trust Assets have the assumed characteristics shown under “Assumed Characteristics of the Mortgage Loans Underlying the Group 1 and Group 4 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 underlying a Group 1 or Group 4 Trust Asset is assumed to have an original and a remaining term to maturity of 360 months and each Mortgage Loan underlying a Group 1 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 Group 4 Securities are always received on the 16th day of the month and distributions on the Group 1, 2 and 3 Securities are always received on the 20th day of the month, in each case, whether or not a Business Day, commencing in April 2009.

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

5. The Closing Date for the Securities is March 30, 2009.

6. No expenses or fees are paid by the Trust other than the Trustee Fee.

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, including that there is no mandatory exchange of any MX Class that is a Weighted Average Coupon Class.

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 amount, 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.

Percentages of Original Class Principal (or Class Notional) Balances and Weighted Average Lives

Security Group 1 PSA Prepayment Assumption Rates

Distribution Date	Classes FH, FL, FM, SL and SM					Class GZ					Class N					Classes NA, NB, NC, ND, NE, NH, NI, NJ, NK and NL				
	0%	145%	300%	350%	600%	0%	145%	300%	350%	600%	0%	145%	300%	350%	600%	0%	145%	300%	350%	600%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
March 2010	99	95	91	90	84	105	104	87	83	58	97	92	92	92	92	97	92	92	92	92
March 2011	98	87	77	74	58	110	109	63	51	0	94	81	81	81	76	94	80	80	80	76
March 2012	97	79	62	57	37	116	114	42	23	0	91	68	68	68	48	91	67	67	67	46
March 2013	96	71	50	45	23	122	119	29	8	0	88	56	56	56	30	87	54	54	54	28
March 2014	95	64	41	35	15	128	124	23	1	0	84	45	45	45	19	84	43	43	43	16
March 2015	93	57	33	27	9	135	127	20	0	0	80	35	35	35	12	80	33	33	33	9
March 2016	92	51	26	21	6	142	128	18	0	0	76	27	27	27	8	76	25	25	25	4
March 2017	90	46	21	16	4	149	124	16	0	0	72	21	21	21	5	71	18	18	18	1
March 2018	89	41	17	13	2	157	119	13	0	0	68	16	16	16	3	66	13	13	13	0
March 2019	87	36	14	10	1	165	111	11	0	0	63	13	13	13	2	61	9	9	9	0
March 2020	85	32	11	7	1	173	103	8	0	0	58	10	10	10	1	56	6	6	6	0
March 2021	83	29	9	6	1	182	94	6	0	0	52	7	7	7	1	50	4	4	4	0
March 2022	80	25	7	4	0	191	85	3	0	0	46	6	6	6	0	44	2	2	2	0
March 2023	78	22	5	3	0	201	76	1	0	0	40	4	4	4	0	38	1	1	1	0
March 2024	75	20	4	3	0	211	67	0	0	0	33	3	3	3	0	31	0	0	0	0
March 2025	73	17	3	2	0	222	58	0	0	0	26	2	2	2	0	24	0	0	0	0
March 2026	70	15	3	1	0	234	50	0	0	0	19	2	2	2	0	16	0	0	0	0
March 2027	66	13	2	1	0	246	42	0	0	0	11	1	1	1	0	8	0	0	0	0
March 2028	63	11	2	1	0	258	35	0	0	0	2	1	1	1	0	0	0	0	0	0
March 2029	59	9	1	1	0	246	28	0	0	0	1	1	1	1	0	0	0	0	0	0
March 2030	55	8	1	0	0	228	22	0	0	0	1	1	1	1	0	0	0	0	0	0
March 2031	50	7	1	0	0	209	16	0	0	0	0	0	0	0	0	0	0	0	0	0
March 2032	46	5	0	0	0	188	10	0	0	0	0	0	0	0	0	0	0	0	0	0
March 2033	40	4	0	0	0	165	5	0	0	0	0	0	0	0	0	0	0	0	0	0
March 2034	35	3	0	0	0	140	0	0	0	0	0	0	0	0	0	0	0	0	0	0
March 2035	29	2	0	0	0	113	0	0	0	0	0	0	0	0	0	0	0	0	0	0
March 2036	22	2	0	0	0	84	0	0	0	0	0	0	0	0	0	0	0	0	0	0
March 2037	16	1	0	0	0	53	0	0	0	0	0	0	0	0	0	0	0	0	0	0
March 2038	8	0	0	0	0	19	0	0	0	0	0	0	0	0	0	0	0	0	0	0
March 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	20.2	9.0	5.3	4.7	2.9	25.1	15.7	3.9	2.2	1.1	11.6	5.5	5.5	5.5	3.5	11.3	5.0	5.0	5.0	3.2

PSA Prepayment Assumption Rates

Distribution Date	Class NX					Class TZ				
	0%	145%	300%	350%	600%	0%	145%	300%	350%	600%
Initial Percent	100	100	100	100	100	100	100	100	100	100
March 2010	100	100	100	100	100	105	105	105	86	0
March 2011	100	100	100	100	100	110	110	110	64	0
March 2012	100	100	100	100	100	116	116	116	47	0
March 2013	100	100	100	100	100	122	122	122	40	0
March 2014	100	100	100	100	100	128	128	128	38	0
March 2015	100	100	100	100	100	135	135	135	0	0
March 2016	100	100	100	100	100	142	142	142	0	0
March 2017	100	100	100	100	100	149	149	149	0	0
March 2018	100	100	100	100	84	157	157	157	0	0
March 2019	100	100	100	100	52	165	165	165	0	0
March 2020	100	100	100	100	33	173	173	173	0	0
March 2021	100	100	100	100	20	182	182	182	0	0
March 2022	100	100	100	100	13	191	191	191	0	0
March 2023	100	100	100	100	8	201	201	201	0	0
March 2024	100	93	93	93	5	211	211	197	0	0
March 2025	100	71	71	71	3	222	222	163	0	0
March 2026	100	53	53	53	2	234	234	133	0	0
March 2027	100	40	40	40	1	246	246	108	0	0
March 2028	69	29	29	29	1	258	258	86	0	0
March 2029	22	22	22	22	0	271	271	69	0	0
March 2030	16	16	16	16	0	285	285	54	0	0
March 2031	11	11	11	11	0	300	300	41	0	0
March 2032	8	8	8	8	0	315	315	31	0	0
March 2033	6	6	6	6	0	331	331	23	0	0
March 2034	4	4	4	4	0	348	348	16	0	0
March 2035	2	2	2	2	0	366	262	11	0	0
March 2036	1	1	1	1	0	385	177	7	0	0
March 2037	1	1	1	1	0	404	101	4	0	0
March 2038	0	0	0	0	0	425	32	1	0	0
March 2039	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	19.9	18.1	18.1	18.1	10.8	29.8	27.1	19.1	3.2	0.1

**Security Group 2
PSA Prepayment Assumption Rates**

<u>Distribution Date</u>	<u>Class LI</u>				
	<u>0%</u>	<u>100%</u>	<u>400%</u>	<u>600%</u>	<u>800%</u>
Initial Percent	100	100	100	100	100
March 2010	99	97	89	84	79
March 2011	98	91	71	59	48
March 2012	97	84	53	37	25
March 2013	95	78	40	24	13
March 2014	94	72	30	15	6
March 2015	92	67	22	9	3
March 2016	91	62	17	6	2
March 2017	89	57	12	4	1
March 2018	87	52	9	2	0
March 2019	85	48	7	1	0
March 2020	83	44	5	1	0
March 2021	80	40	4	1	0
March 2022	78	37	3	0	0
March 2023	75	33	2	0	0
March 2024	73	30	1	0	0
March 2025	69	27	1	0	0
March 2026	66	24	1	0	0
March 2027	63	22	1	0	0
March 2028	59	19	0	0	0
March 2029	55	17	0	0	0
March 2030	51	15	0	0	0
March 2031	46	12	0	0	0
March 2032	41	10	0	0	0
March 2033	36	9	0	0	0
March 2034	30	7	0	0	0
March 2035	24	5	0	0	0
March 2036	18	4	0	0	0
March 2037	11	2	0	0	0
March 2038	3	1	0	0	0
March 2039	0	0	0	0	0
Weighted Average Life (years)	19.4	11.2	4.2	3.0	2.3

**Security Groups 2 and 3
PSA Prepayment Assumption Rates**

<u>Distribution Date</u>	<u>Class LT</u>				
	<u>0%</u>	<u>100%</u>	<u>400%</u>	<u>600%</u>	<u>800%</u>
Initial Percent	100	100	100	100	100
March 2010	99	94	78	68	58
March 2011	98	87	59	43	30
March 2012	96	81	44	27	15
March 2013	95	75	33	17	8
March 2014	93	69	25	11	4
March 2015	91	64	18	7	2
March 2016	90	59	14	4	1
March 2017	88	54	10	3	1
March 2018	85	49	8	2	0
March 2019	83	45	6	1	0
March 2020	81	41	4	1	0
March 2021	78	38	3	0	0
March 2022	76	34	2	0	0
March 2023	73	31	2	0	0
March 2024	69	28	1	0	0
March 2025	66	25	1	0	0
March 2026	62	22	1	0	0
March 2027	59	19	0	0	0
March 2028	54	17	0	0	0
March 2029	50	15	0	0	0
March 2030	45	12	0	0	0
March 2031	40	10	0	0	0
March 2032	35	8	0	0	0
March 2033	29	7	0	0	0
March 2034	22	5	0	0	0
March 2035	16	3	0	0	0
March 2036	9	2	0	0	0
March 2037	2	0	0	0	0
March 2038	0	0	0	0	0
March 2039	0	0	0	0	0
Weighted Average Life (years)	18.3	10.4	3.6	2.3	1.7

**Security Group 3
PSA Prepayment Assumption Rates**

Distribution Date	Class LO				
	0%	100%	400%	600%	800%
Initial Percent	100	100	100	100	100
March 2010	99	94	78	68	58
March 2011	98	87	59	43	30
March 2012	96	81	44	27	15
March 2013	95	75	33	17	8
March 2014	93	69	25	11	4
March 2015	91	64	18	7	2
March 2016	90	59	14	4	1
March 2017	88	54	10	3	1
March 2018	85	49	8	2	0
March 2019	83	45	6	1	0
March 2020	81	41	4	1	0
March 2021	78	38	3	0	0
March 2022	76	34	2	0	0
March 2023	73	31	2	0	0
March 2024	69	28	1	0	0
March 2025	66	25	1	0	0
March 2026	62	22	1	0	0
March 2027	59	19	0	0	0
March 2028	54	17	0	0	0
March 2029	50	15	0	0	0
March 2030	45	12	0	0	0
March 2031	40	10	0	0	0
March 2032	35	8	0	0	0
March 2033	29	7	0	0	0
March 2034	22	5	0	0	0
March 2035	16	3	0	0	0
March 2036	9	2	0	0	0
March 2037	2	0	0	0	0
March 2038	0	0	0	0	0
March 2039	0	0	0	0	0
Weighted Average Life (years)	18.3	10.4	3.6	2.3	1.7

**Security Group 4
PSA Prepayment Assumption Rates**

Distribution Date	Class KA					Class KB				
	0%	100%	250%	375%	500%	0%	100%	250%	375%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100
March 2010	99	95	91	87	83	100	100	100	100	100
March 2011	97	88	76	66	57	100	100	100	100	100
March 2012	95	81	62	48	36	100	100	100	100	100
March 2013	94	74	50	34	22	100	100	100	100	100
March 2014	92	67	40	24	12	100	100	100	100	100
March 2015	90	61	32	16	5	100	100	100	100	100
March 2016	88	55	25	9	0	100	100	100	100	100
March 2017	86	50	19	5	0	100	100	100	100	70
March 2018	83	45	14	1	0	100	100	100	100	48
March 2019	81	40	10	0	0	100	100	100	83	33
March 2020	78	36	6	0	0	100	100	100	63	22
March 2021	76	32	3	0	0	100	100	100	47	15
March 2022	73	28	1	0	0	100	100	100	35	10
March 2023	70	24	0	0	0	100	100	89	26	7
March 2024	66	21	0	0	0	100	100	73	19	5
March 2025	63	17	0	0	0	100	100	59	14	3
March 2026	59	14	0	0	0	100	100	47	10	2
March 2027	56	12	0	0	0	100	100	38	8	1
March 2028	52	9	0	0	0	100	100	30	6	1
March 2029	48	6	0	0	0	100	100	24	4	1
March 2030	43	4	0	0	0	100	100	18	3	0
March 2031	38	2	0	0	0	100	100	14	2	0
March 2032	33	0	0	0	0	100	99	10	1	0
March 2033	28	0	0	0	0	100	80	8	1	0
March 2034	23	0	0	0	0	100	62	5	1	0
March 2035	17	0	0	0	0	100	46	4	0	0
March 2036	11	0	0	0	0	100	30	2	0	0
March 2037	4	0	0	0	0	100	16	1	0	0
March 2038	0	0	0	0	0	73	2	0	0	0
March 2039	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	17.9	9.1	4.8	3.4	2.6	29.3	25.9	17.7	12.8	9.7

Yield Considerations

An investor seeking to maximize yield should make a decision whether to invest in any 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 Group 3 Securities, the investor's own projection of principal payment rates and rates of reduction in notional balance on the Underlying Certificates under a variety of scenarios and in the case of a Floating Rate or an Interest Only 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 and rates of reduction in notional balance, 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 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 (especially the Principal Only Classes), slower than anticipated rates of principal payments could result in actual yields to investors that are lower than the anticipated yields.
- Investors in a Weighted Average Coupon Class should consider the risk that differing rates of reduction in the related REMIC Securities could cause such Class to become an Interest Only Class or a Principal Only Class over time.

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 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 and WAC Classes

The effective yield on any Fixed Rate or WAC 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 show 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 Class, 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 (in the case of interest-bearing Classes), 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 Principal Balance or Class Notional Balance) plus accrued interest (in the case of the interest-bearing Classes) 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 NI to Prepayments
Assumed Price 10.18750%*

PSA Prepayment Assumption Rates				
145%	300%	350%	600%	1224%
47.8%	47.8%	47.8%	38.0%	0.0%

Sensitivity of Class SL to Prepayments
Assumed Price 4.50000%*

LIBOR	PSA Prepayment Assumption Rates			
	145%	300%	350%	600%
0.250%	158.1%	149.6%	146.9%	132.7%
0.560%	147.6%	139.2%	136.5%	122.3%
3.305%	62.5%	54.0%	51.2%	36.9%
6.050% and above	**	**	**	**

Sensitivity of Class SM to Prepayments
Assumed Price 4.37500%*

LIBOR	PSA Prepayment Assumption Rates			
	145%	300%	350%	600%
0.25%	160.7%	152.3%	149.5%	135.3%
0.56%	149.9%	141.5%	138.7%	124.6%
3.26%	63.5%	55.0%	52.2%	37.9%
5.96% and above	**	**	**	**

SECURITY GROUP 2
Sensitivity of Class LI to Prepayments
Assumed Price 8.46875%*

PSA Prepayment Assumption Rates				
100%	400%	600%	800%	1425%
79.2%	63.1%	51.8%	40.1%	0.0%

* 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 3

Sensitivity of Class LO to Prepayments Assumed Price 94.18750%

PSA Prepayment Assumption Rates			
<u>100%</u>	<u>400%</u>	<u>600%</u>	<u>800%</u>
0.6%	1.7%	2.7%	3.7%

CERTAIN FEDERAL INCOME TAX CONSEQUENCES

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

U.S. Treasury Circular 230 Notice

The discussion contained in this Supplement and the Base Offering Circular as to certain federal tax consequences is not intended or written to be used, and cannot be used, for the purpose of avoiding United States federal tax penalties. Such discussion is written to support the promotion or marketing of the transactions or matters addressed in this Supplement and the Base Offering Circular. Each taxpayer to whom such transactions or matters are being promoted, marketed or recommended should seek advice based on its particular circumstances from an independent tax advisor.

REMIC Election

In the opinion of K&L Gates LLP, the Trust will constitute a Single REMIC Series for federal income tax purposes.

Regular Securities

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

The Class LO Securities are Principal Only Securities. Principal Only Securities are treated for federal income tax purposes as having been issued with an amount of original issue discount (“OID”) equal to the difference between their principal balance and their issue price.

The Class LI, SL and SM Securities are “Interest Weighted Securities” as described in “Certain Federal Income Tax Consequences — Tax Treatment of Regular Securities — Interest Weighted Securities and Non-VRDI Securities” in the Base Offering Circular. Although the tax treatment of Interest Weighted Securities is not entirely certain, Holders of the Interest Weighted Securities should expect to accrue all income on these Securities (other than income attributable to market discount or *de minimis* market discount) under the OID rules based on the expected payments on these Securities at the prepayment assumptions described below.

The Class GZ and TZ Securities are Accrual Securities. Holders of Accrual Securities are required to accrue all income from their Securities (other than income attributable to market discount or *de minimis* market discount) under the OID rules based on the expected payments on the Accrual Securities at the prepayment assumptions described below.

Other than the Regular Securities described in the preceding three paragraphs, based on anticipated prices (including accrued interest), the assumed Mortgage Loan characteristics, the prepayment assumptions described below and, for the Classes listed below, the interest rate value described below, no Class is expected to be issued with OID.

Prospective investors in the Regular Securities should be aware, however, that the foregoing expectations about OID could change because of differences (1) between anticipated purchase prices and actual purchase prices or (2) between the assumed characteristics of the Trust Assets and the characteristics of the Trust Assets actually delivered to the Trust. The prepayment assumption that should be used in determining the rates of accrual of OID, if any, on the Regular Securities is 300% PSA in the case of the Group 1 Securities, 400% PSA in the case of the Group 2 and Group 3 Securities and 250% PSA in the case of the Group 4 Securities as described in “Yield, Maturity and Prepayment Considerations” in this Supplement. In the case of the Floating Rate and Inverse 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 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 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.

Residual Securities

The Class R Securities will represent the beneficial ownership of the Residual Interest in the Trust REMIC. The Residual Securities, *i.e.*, the Class R 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 Federal Income Tax Consequences*” in the *Base Offering Circular*, but will not be treated as debt for 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 REMIC, and these requirements will continue until there are no Securities of any Class outstanding. 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. 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 assumptions as set forth under “*Certain Federal Income Tax Consequences — Regular Securities*” in this Supplement.

MX Securities

For a discussion of certain federal income tax consequences applicable to the MX Classes, see “*Certain 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 federal, state, local 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 “ERISA Considerations” 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 each Class 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, if any, from (1) March 1, 2009 on the Fixed Rate and Weighted Average Coupon Classes and (2) March 20, 2009 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 and Harrell & Chambliss LLP, Richmond, Virginia, for the Trust by K&L Gates LLP, Charlotte, North Carolina and Marcell Solomon & Associates, P.C., Bowie, Maryland, and for the Trustee by Aini & Lazar PLLC, Brooklyn, New York.

Available Combinations(1)

Class	REMIC Securities		MX Securities					
	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)
Security Group 1								
Combination 1(5)								
NA	\$158,481,000	NB	\$158,481,000	PAC/AD	3.00%	FIX	38374TKT0	December 2038
		NC	158,481,000	PAC/AD	3.25	FIX	38374TKU7	December 2038
		ND	158,481,000	PAC/AD	3.50	FIX	38374TKV5	December 2038
		NE	158,481,000	PAC/AD	3.75	FIX	38374TKW3	December 2038
		NH	158,481,000	PAC/AD	4.00	FIX	38374TKX1	December 2038
		NI	52,827,000	NTL (PAC/AD)	6.00	FIX/IO	38374TKY9	December 2038
		NJ	158,481,000	PAC/AD	4.25	FIX	38374TKZ6	December 2038
		NK	158,481,000	PAC/AD	4.50	FIX	38374TLA0	December 2038
		NL	158,481,000	PAC/AD	4.75	FIX	38374TLB8	December 2038
Combination 2		N	\$164,289,000	PAC/AD	5.00%	FIX	38374TLC6	March 2039
NA	\$158,481,000							
NX	5,808,000							
Security Groups 2 & 3								
Combination 3(6)								
LI	\$ 5,365,430	LT(8)	\$ 6,975,060	SC/PT	(7)	WAC/DLY	38374TLD4	November 2038
LO	6,975,060							

- (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) In the case of Combination 1, various subcombinations are permitted. See "Description of the Securities — Modification and Exchange" in the Base Offering Circular for a discussion of subcombinations.
- (6) Combination 3 is derived from REMIC classes of separate Security Groups.
- (7) The Interest Rate will be calculated as described under "Terms Sheet — Interest Rates" in this Supplement.
- (8) In the event that the Interest Rate of such 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 that MX Class for its related REMIC Securities. Thereafter, no further exchanges of such REMIC Securities will be permitted.

Schedule II

SCHEDULED PRINCIPAL BALANCES

<u>Distribution Date</u>	<u>Class GZ</u>	<u>Classes NA and NX (in the aggregate)</u>
Initial Balance	\$48,797,000.00	\$164,289,000.00
April 2009	48,430,689.22	163,569,121.06
May 2009	47,986,982.21	162,801,834.86
June 2009	47,489,751.59	161,964,505.08
July 2009	46,939,908.57	161,057,680.50
August 2009	46,330,481.17	160,090,015.26
September 2009	45,654,488.66	159,070,392.07
October 2009	44,913,596.92	157,999,263.89
November 2009	44,109,647.02	156,877,121.81
December 2009	43,244,651.25	155,704,494.65
January 2010	42,320,788.70	154,481,948.51
February 2010	41,340,400.18	153,210,086.23
March 2010	40,305,982.54	151,889,546.87
April 2010	39,220,182.47	150,521,005.05
May 2010	38,085,789.73	149,105,170.34
June 2010	36,905,729.76	147,642,786.55
July 2010	35,683,055.92	146,134,630.97
August 2010	34,420,941.12	144,581,513.61
September 2010	33,122,669.02	142,984,276.38
October 2010	31,791,624.86	141,343,792.16
November 2010	30,431,285.77	139,660,963.99
December 2010	29,045,210.85	137,936,724.02
January 2011	27,637,030.80	136,172,032.60
February 2011	26,210,437.30	134,367,877.24
March 2011	24,769,172.18	132,525,271.53
April 2011	23,381,213.69	130,694,617.71
May 2011	22,045,380.82	128,875,814.43
June 2011	20,760,516.84	127,068,761.06
July 2011	19,525,488.86	125,273,357.69
August 2011	18,339,187.28	123,489,505.12
September 2011	17,200,525.39	121,717,104.86
October 2011	16,108,438.90	119,956,059.13
November 2011	15,061,885.48	118,206,270.85
December 2011	14,059,844.35	116,467,643.61
January 2012	13,101,315.83	114,740,081.73
February 2012	12,185,320.97	113,023,490.16
March 2012	11,310,901.05	111,317,774.58
April 2012	10,477,117.30	109,622,841.29

<u>Distribution Date</u>	<u>Class GZ</u>	<u>Classes NA and NX (in the aggregate)</u>
May 2012	\$ 9,683,050.40	\$107,938,597.29
June 2012	8,927,800.13	106,264,950.24
July 2012	8,210,485.04	104,601,808.43
August 2012	7,530,241.98	102,949,080.83
September 2012	6,886,225.85	101,306,677.03
October 2012	6,277,609.12	99,674,507.29
November 2012	5,703,581.60	98,052,482.47
December 2012	5,163,350.01	96,440,514.09
January 2013	4,656,137.69	94,838,514.28
February 2013	4,181,184.26	93,246,395.78
March 2013	3,737,745.27	91,664,071.99
April 2013	3,325,091.93	90,091,456.86
May 2013	2,942,510.76	88,528,464.99
June 2013	2,586,397.17	86,977,917.70
July 2013	2,251,581.01	85,444,217.19
August 2013	1,937,487.36	83,927,185.44
September 2013	1,643,554.16	82,426,646.31
October 2013	1,369,231.95	80,942,425.49
November 2013	1,113,983.63	79,474,350.49
December 2013	877,284.17	78,022,250.61
January 2014	658,620.37	76,585,956.95
February 2014	457,490.64	75,165,302.35
March 2014	273,404.73	73,760,121.41
April 2014	105,883.46	72,370,250.46
May 2014	0.00	70,995,527.53
June 2014	0.00	69,635,792.34
July 2014	0.00	68,290,886.28
August 2014	0.00	66,960,652.42
September 2014	0.00	65,644,935.43
October 2014	0.00	64,343,581.63
November 2014	0.00	63,056,438.93
December 2014	0.00	61,783,356.85
January 2015	0.00	60,524,186.45
February 2015	0.00	59,278,780.38
March 2015	0.00	58,046,992.80
April 2015	0.00	56,831,930.82
May 2015	0.00	55,641,719.21
June 2015	0.00	54,475,857.40
July 2015	0.00	53,333,854.80
August 2015	0.00	52,215,230.60
September 2015	0.00	51,119,513.58
October 2015	0.00	50,046,241.92

<u>Distribution Date</u>	<u>Class GZ</u>	<u>Classes NA and NX (in the aggregate)</u>
November 2015	\$ 0.00	\$ 48,994,963.03
December 2015	0.00	47,965,233.32
January 2016	0.00	46,956,618.07
February 2016	0.00	45,968,691.23
March 2016	0.00	45,001,035.25
April 2016	0.00	44,053,240.94
May 2016	0.00	43,124,907.25
June 2016	0.00	42,215,641.15
July 2016	0.00	41,325,057.47
August 2016	0.00	40,452,778.72
September 2016	0.00	39,598,434.96
October 2016	0.00	38,761,663.63
November 2016	0.00	37,942,109.43
December 2016	0.00	37,139,424.16
January 2017	0.00	36,353,266.58
February 2017	0.00	35,583,302.27
March 2017	0.00	34,829,203.50
April 2017	0.00	34,090,649.09
May 2017	0.00	33,367,324.30
June 2017	0.00	32,658,920.67
July 2017	0.00	31,965,135.92
August 2017	0.00	31,285,673.82
September 2017	0.00	30,620,244.08
October 2017	0.00	29,968,562.20
November 2017	0.00	29,330,349.39
December 2017	0.00	28,705,332.45
January 2018	0.00	28,093,243.64
February 2018	0.00	27,493,820.59
March 2018	0.00	26,906,806.19
April 2018	0.00	26,331,948.48
May 2018	0.00	25,769,000.56
June 2018	0.00	25,217,720.46
July 2018	0.00	24,677,871.07
August 2018	0.00	24,149,220.06
September 2018	0.00	23,631,539.73
October 2018	0.00	23,124,606.95
November 2018	0.00	22,628,203.09
December 2018	0.00	22,142,113.89
January 2019	0.00	21,666,129.39
February 2019	0.00	21,200,043.87
March 2019	0.00	20,743,655.71
April 2019	0.00	20,296,767.36

<u>Distribution Date</u>	<u>Class GZ</u>	<u>Classes NA and NX (in the aggregate)</u>
May 2019	\$ 0.00	\$ 19,859,185.23
June 2019	0.00	19,430,719.62
July 2019	0.00	19,011,184.65
August 2019	0.00	18,600,398.17
September 2019	0.00	18,198,181.69
October 2019	0.00	17,804,360.32
November 2019	0.00	17,418,762.68
December 2019	0.00	17,041,220.84
January 2020	0.00	16,671,570.25
February 2020	0.00	16,309,649.67
March 2020	0.00	15,955,301.10
April 2020	0.00	15,608,369.74
May 2020	0.00	15,268,703.89
June 2020	0.00	14,936,154.91
July 2020	0.00	14,610,577.15
August 2020	0.00	14,291,827.91
September 2020	0.00	13,979,767.35
October 2020	0.00	13,674,258.46
November 2020	0.00	13,375,166.99
December 2020	0.00	13,082,361.40
January 2021	0.00	12,795,712.79
February 2021	0.00	12,515,094.88
March 2021	0.00	12,240,383.93
April 2021	0.00	11,971,458.69
May 2021	0.00	11,708,200.37
June 2021	0.00	11,450,492.57
July 2021	0.00	11,198,221.26
August 2021	0.00	10,951,274.69
September 2021	0.00	10,709,543.39
October 2021	0.00	10,472,920.07
November 2021	0.00	10,241,299.65
December 2021	0.00	10,014,579.15
January 2022	0.00	9,792,657.68
February 2022	0.00	9,575,436.39
March 2022	0.00	9,362,818.43
April 2022	0.00	9,154,708.92
May 2022	0.00	8,951,014.88
June 2022	0.00	8,751,645.24
July 2022	0.00	8,556,510.75
August 2022	0.00	8,365,523.99
September 2022	0.00	8,178,599.29
October 2022	0.00	7,995,652.73

<u>Distribution Date</u>	<u>Class GZ</u>	<u>Classes NA and NX (in the aggregate)</u>
November 2022	\$ 0.00	\$ 7,816,602.10
December 2022	0.00	7,641,366.84
January 2023	0.00	7,469,868.04
February 2023	0.00	7,302,028.38
March 2023	0.00	7,137,772.10
April 2023	0.00	6,977,025.01
May 2023	0.00	6,819,714.40
June 2023	0.00	6,665,769.04
July 2023	0.00	6,515,119.17
August 2023	0.00	6,367,696.41
September 2023	0.00	6,223,433.80
October 2023	0.00	6,082,265.74
November 2023	0.00	5,944,127.95
December 2023	0.00	5,808,957.47
January 2024	0.00	5,676,692.61
February 2024	0.00	5,547,272.95
March 2024	0.00	5,420,639.29
April 2024	0.00	5,296,733.65
May 2024	0.00	5,175,499.20
June 2024	0.00	5,056,880.30
July 2024	0.00	4,940,822.44
August 2024	0.00	4,827,272.22
September 2024	0.00	4,716,177.31
October 2024	0.00	4,607,486.47
November 2024	0.00	4,501,149.50
December 2024	0.00	4,397,117.23
January 2025	0.00	4,295,341.47
February 2025	0.00	4,195,775.06
March 2025	0.00	4,098,371.76
April 2025	0.00	4,003,086.29
May 2025	0.00	3,909,874.31
June 2025	0.00	3,818,692.37
July 2025	0.00	3,729,497.91
August 2025	0.00	3,642,249.26
September 2025	0.00	3,556,905.58
October 2025	0.00	3,473,426.87
November 2025	0.00	3,391,773.97
December 2025	0.00	3,311,908.49
January 2026	0.00	3,233,792.87
February 2026	0.00	3,157,390.28
March 2026	0.00	3,082,664.66
April 2026	0.00	3,009,580.70

<u>Distribution Date</u>	<u>Class GZ</u>	<u>Classes NA and NX (in the aggregate)</u>
May 2026	\$ 0.00	\$ 2,938,103.80
June 2026	0.00	2,868,200.08
July 2026	0.00	2,799,836.35
August 2026	0.00	2,732,980.11
September 2026	0.00	2,667,599.53
October 2026	0.00	2,603,663.42
November 2026	0.00	2,541,141.25
December 2026	0.00	2,480,003.09
January 2027	0.00	2,420,219.66
February 2027	0.00	2,361,762.26
March 2027	0.00	2,304,602.80
April 2027	0.00	2,248,713.75
May 2027	0.00	2,194,068.16
June 2027	0.00	2,140,639.63
July 2027	0.00	2,088,402.31
August 2027	0.00	2,037,330.87
September 2027	0.00	1,987,400.52
October 2027	0.00	1,938,586.98
November 2027	0.00	1,890,866.47
December 2027	0.00	1,844,215.69
January 2028	0.00	1,798,611.84
February 2028	0.00	1,754,032.57
March 2028	0.00	1,710,456.01
April 2028	0.00	1,667,860.75
May 2028	0.00	1,626,225.80
June 2028	0.00	1,585,530.62
July 2028	0.00	1,545,755.10
August 2028	0.00	1,506,879.53
September 2028	0.00	1,468,884.62
October 2028	0.00	1,431,751.49
November 2028	0.00	1,395,461.63
December 2028	0.00	1,359,996.93
January 2029	0.00	1,325,339.65
February 2029	0.00	1,291,472.43
March 2029	0.00	1,258,378.26
April 2029	0.00	1,226,040.48
May 2029	0.00	1,194,442.79
June 2029	0.00	1,163,569.23
July 2029	0.00	1,133,404.15
August 2029	0.00	1,103,932.25
September 2029	0.00	1,075,138.55
October 2029	0.00	1,047,008.36

<u>Distribution Date</u>	<u>Class GZ</u>	<u>Classes NA and NX (in the aggregate)</u>
November 2029	\$ 0.00	\$ 1,019,527.32
December 2029	0.00	992,681.36
January 2030	0.00	966,456.70
February 2030	0.00	940,839.86
March 2030	0.00	915,817.63
April 2030	0.00	891,377.09
May 2030	0.00	867,505.57
June 2030	0.00	844,190.69
July 2030	0.00	821,420.31
August 2030	0.00	799,182.55
September 2030	0.00	777,465.79
October 2030	0.00	756,258.64
November 2030	0.00	735,549.95
December 2030	0.00	715,328.81
January 2031	0.00	695,584.54
February 2031	0.00	676,306.69
March 2031	0.00	657,485.01
April 2031	0.00	639,109.49
May 2031	0.00	621,170.32
June 2031	0.00	603,657.88
July 2031	0.00	586,562.79
August 2031	0.00	569,875.83
September 2031	0.00	553,588.00
October 2031	0.00	537,690.49
November 2031	0.00	522,174.66
December 2031	0.00	507,032.06
January 2032	0.00	492,254.42
February 2032	0.00	477,833.65
March 2032	0.00	463,761.82
April 2032	0.00	450,031.17
May 2032	0.00	436,634.13
June 2032	0.00	423,563.25
July 2032	0.00	410,811.27
August 2032	0.00	398,371.07
September 2032	0.00	386,235.69
October 2032	0.00	374,398.30
November 2032	0.00	362,852.23
December 2032	0.00	351,590.95
January 2033	0.00	340,608.08
February 2033	0.00	329,897.35
March 2033	0.00	319,452.65
April 2033	0.00	309,267.98

<u>Distribution Date</u>	<u>Class GZ</u>	<u>Classes NA and NX (in the aggregate)</u>
May 2033	\$ 0.00	\$ 299,337.49
June 2033	0.00	289,655.44
July 2033	0.00	280,216.21
August 2033	0.00	271,014.31
September 2033	0.00	262,044.35
October 2033	0.00	253,301.09
November 2033	0.00	244,779.37
December 2033	0.00	236,474.16
January 2034	0.00	228,380.53
February 2034	0.00	220,493.65
March 2034	0.00	212,808.81
April 2034	0.00	205,321.39
May 2034	0.00	198,026.87
June 2034	0.00	190,920.83
July 2034	0.00	183,998.94
August 2034	0.00	177,256.97
September 2034	0.00	170,690.78
October 2034	0.00	164,296.33
November 2034	0.00	158,069.65
December 2034	0.00	152,006.86
January 2035	0.00	146,104.17
February 2035	0.00	140,357.87
March 2035	0.00	134,764.32
April 2035	0.00	129,319.99
May 2035	0.00	124,021.39
June 2035	0.00	118,865.13
July 2035	0.00	113,847.88
August 2035	0.00	108,966.39
September 2035	0.00	104,217.48
October 2035	0.00	99,598.04
November 2035	0.00	95,105.03
December 2035	0.00	90,735.47
January 2036	0.00	86,486.45
February 2036	0.00	82,355.12
March 2036	0.00	78,338.70
April 2036	0.00	74,434.46
May 2036	0.00	70,639.74
June 2036	0.00	66,951.94
July 2036	0.00	63,368.50
August 2036	0.00	59,886.93
September 2036	0.00	56,504.81
October 2036	0.00	53,219.74

<u>Distribution Date</u>	<u>Class GZ</u>	<u>Classes NA and NX (in the aggregate)</u>
November 2036	\$ 0.00	\$ 50,029.40
December 2036	0.00	46,931.50
January 2037	0.00	43,923.82
February 2037	0.00	41,004.19
March 2037	0.00	38,170.46
April 2037	0.00	35,420.56
May 2037	0.00	32,752.46
June 2037	0.00	30,164.15
July 2037	0.00	27,653.70
August 2037	0.00	25,219.19
September 2037	0.00	22,858.78
October 2037	0.00	20,570.64
November 2037	0.00	18,352.99
December 2037	0.00	16,204.09
January 2038	0.00	14,122.25
February 2038	0.00	12,105.79
March 2038	0.00	10,153.10
April 2038	0.00	8,262.59
May 2038	0.00	6,432.71
June 2038	0.00	4,661.94
July 2038	0.00	2,948.81
August 2038	0.00	1,291.86
September 2038 and thereafter	0.00	0.00

Underlying Certificates

Trust Asset Group	Issuer	Series	Class	Issue Date	CUSIP Number	Interest Rate	Interest Type(I)	Final Distribution Date	Principal Type(I)	Original Principal or Notional Balance of Class	Underlying Certificate Factor(2)	Principal or Notional Balance in the Trust	Percentage of Class in Trust	Approximate Weighted Average Coupon of Mortgage Loans	Approximate Weighted Average Remaining Term to Maturity of Mortgage Loans (in months)	Approximate Weighted Average Loan Age of Mortgage Loans (in months)	Ginnie Mae I or II
2	Ginnie Mae	2008-091	IO(3)	November 26, 2008	38375DWY0	6.5%	FIX/IO	November 2038	NTL(PT)	\$6,003,373	0.89373604	\$5,365,430	100.00000000%	6.882%	353	6	II
3	Ginnie Mae	2007-009	BO	March 30, 2007	38375JMT9	0.0	PO	March 2037	PT	15,384,616	0.58813065	1,611,037	17.8051308%	6.870%	329	27	II
3	Ginnie Mae	2008-082	PO	September 26, 2008	38375YDL3	0.0	PO	September 2038	PT	6,538,462	0.82037986	5,364,023	100.00000000%	6.898%	340	18	II

(1) As defined under “Class Types” in Appendix I to the Base Offering Circular.

(2) Underlying Certificate Factors are as of March 2009.

(3) MX Class.

Exhibit B

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



\$271,151,736

Government National Mortgage Association
GINNIE MAE®

**Guaranteed REMIC Pass-Through Securities
and MX Securities**
Ginnie Mae REMIC Trust 2008-091

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)
Security Group 1						
DA(1)	\$60,000,000	4.75%	SEQ	FIX	38375DVN5	December 2035
DB(1)	2,435,000	5.50	SEQ	FIX	38375DVP0	May 2036
DC(1)	15,608,851	5.50	SEQ	FIX	38375DVQ8	November 2038
DI(1)	6,923,076	6.50	NTL (SEQ)	FIX/IO	38375DVR6	December 2035
FA(1)	78,043,851	(5)	PT	FLT	38375DVS4	November 2038
SA(1)	78,043,851	(5)	NTL (PT)	INV/IO	38375DVT2	November 2038
Security Group 2						
IM	8,004,430	6.50	NTL (PT)	FIX/IO	38375DVU9	November 2038
MA(1)	40,000,000	4.75	SEQ	FIX	38375DVV7	December 2035
MB(1)	1,623,000	5.50	SEQ	FIX	38375DVW5	May 2036
MC(1)	10,405,799	5.50	SEQ	FIX	38375DVX3	November 2038
MI(1)	4,615,384	6.50	NTL (SEQ)	FIX/IO	38375DYY1	December 2035
Security Group 3						
GA(1)	63,034,235	5.50	SC/SEQ	FIX	38375DVZ8	July 2034
GB	1,000	5.50	SC/SEQ	FIX	38375DWA2	July 2034
Residual						
RR	0	0.00	NPR	NPR	38375DWB0	November 2038

- (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.

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 November 26, 2008.

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.

Utendahl Capital Partners, L.P.

The date of this Offering Circular Supplement is November 19, 2008.

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: Utendahl Capital Partners, L.P.

Trustee: Wells Fargo Bank, N.A.

Tax Administrator: The Trustee

Closing Date: November 26, 2008

Distribution Date: The 20th day of each month or, if the 20th day is not a Business Day, the first Business Day thereafter, commencing in December 2008.

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	6.5%	30
2	Ginnie Mae II	6.5%	30
3	Underlying Certificates	(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 1 and 2, 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 Assets¹:

<u>Principal Balance²</u>	<u>Weighted Average Remaining Term to Maturity (in months)</u>	<u>Weighted Average Loan Age (in months)</u>	<u>Weighted Average Mortgage Rate³</u>
Group 1 Trust Assets			
\$156,087,702	356	4	7.0%
Group 2 Trust Assets			
\$52,028,799 ⁴	358	2	7.0%

¹ As of November 1, 2008.

² Does not include the Group 1 Trust Assets that will be added to pay the Trustee Fee.

³ The Mortgage Loans underlying the Group 1 and 2 Trust Assets may bear interest at rates ranging from 0.25% to 1.50% per annum above the related Certificate Rate.

⁴ 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 and 2 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 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>
DF	LIBOR + 1.15%	2.68875%	1.15%	7.00%	0	0.00%
DS	5.85% – LIBOR	4.31125%	0.00%	5.85%	0	5.85%
FA	LIBOR + 1.50%	3.03875%	1.50%	7.50%	0	0.00%
FB	LIBOR + 1.45%	2.98875%	1.45%	7.50%	0	0.00%
FC	LIBOR + 1.40%	2.93875%	1.40%	7.50%	0	0.00%
FD	LIBOR + 1.35%	2.88875%	1.35%	7.50%	0	0.00%
FE	LIBOR + 1.30%	2.83875%	1.30%	7.50%	0	0.00%
FG	LIBOR + 1.25%	2.78875%	1.25%	7.50%	0	0.00%
FH	LIBOR + 1.20%	2.73875%	1.20%	7.50%	0	0.00%
FJ	LIBOR + 1.15%	2.68875%	1.15%	7.50%	0	0.00%
FK	LIBOR + 1.10%	2.63875%	1.10%	7.50%	0	0.00%
FL	LIBOR + 1.05%	2.58875%	1.05%	7.50%	0	0.00%
FM	LIBOR + 1.00%	2.53875%	1.00%	7.50%	0	0.00%
FP	LIBOR + 1.20%	2.73875%	1.20%	7.00%	0	0.00%
FT	LIBOR + 1.50%	3.03875%	1.50%	7.00%	0	0.00%
KF	LIBOR + 1.10%	2.63875%	1.10%	7.00%	0	0.00%
KS	5.90% – LIBOR	4.36125%	0.00%	5.90%	0	5.90%
LF	LIBOR + 1.45%	2.98875%	1.45%	7.00%	0	0.00%
LS	5.55% – LIBOR	4.01125%	0.00%	5.55%	0	5.55%
MF	LIBOR + 1.00%	2.53875%	1.00%	7.00%	0	0.00%
MS	6.00% – LIBOR	4.46125%	0.00%	6.00%	0	6.00%
PF	LIBOR + 1.05%	2.58875%	1.05%	7.00%	0	0.00%
PS	5.95% – LIBOR	4.41125%	0.00%	5.95%	0	5.95%
SA	6.00% – LIBOR	4.46125%	0.00%	6.00%	0	6.00%
SB	6.05% – LIBOR	4.51125%	0.00%	6.05%	0	6.05%

<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>
SC	6.10% – LIBOR	4.56125%	0.00%	6.10%	0	6.10%
SD	6.15% – LIBOR	4.61125%	0.00%	6.15%	0	6.15%
SE	6.20% – LIBOR	4.66125%	0.00%	6.20%	0	6.20%
SG	6.25% – LIBOR	4.71125%	0.00%	6.25%	0	6.25%
SH	6.30% – LIBOR	4.76125%	0.00%	6.30%	0	6.30%
SJ	6.35% – LIBOR	4.81125%	0.00%	6.35%	0	6.35%
SK	6.40% – LIBOR	4.86125%	0.00%	6.40%	0	6.40%
SL	6.45% – LIBOR	4.91125%	0.00%	6.45%	0	6.45%
SM	6.50% – LIBOR	4.96125%	0.00%	6.50%	0	6.50%
SP	5.80% – LIBOR	4.26125%	0.00%	5.80%	0	5.80%
ST	5.50% – LIBOR	3.96125%	0.00%	5.50%	0	5.50%
TF	LIBOR + 1.25%	2.78875%	1.25%	7.00%	0	0.00%
TS	5.75% – LIBOR	4.21125%	0.00%	5.75%	0	5.75%
VF	LIBOR + 1.30%	2.83875%	1.30%	7.00%	0	0.00%
VS	5.70% – LIBOR	4.16125%	0.00%	5.70%	0	5.70%
WF	LIBOR + 1.35%	2.88875%	1.35%	7.00%	0	0.00%
WS	5.65% – LIBOR	4.11125%	0.00%	5.65%	0	5.65%
XF	LIBOR + 1.40%	2.93875%	1.40%	7.00%	0	0.00%
XS	5.60% – LIBOR	4.06125%	0.00%	5.60%	0	5.60%

- (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, the following distributions will be made to the related Securities:

SECURITY GROUP 1

A percentage of the Group 1 Principal Distribution Amount will be applied to the Trustee Fee, and the remainder of the Group 1 Principal Distribution Amount (the “Group 1 Adjusted Principal Distribution Amount”) will be allocated, concurrently, as follows:

1. 50% sequentially, to DA, DB and DC, in that order, until retired
2. 50% to FA, until retired

SECURITY GROUP 2

The Group 2 Principal Distribution Amount will be allocated, sequentially, to MA, MB and MC, in that order, until retired

SECURITY GROUP 3

The Group 3 Principal Distribution Amount will be allocated, sequentially, to GA and GB, in that order, until 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>
AI	\$ 6,923,076	11.5384615385% of DA (SEQ Class)
	<u>4,615,384</u>	11.5384615385% of MA (SEQ Class)
	<u>\$11,538,460</u>	
DI	\$ 6,923,076	11.5384615385% of DA (SEQ Class)
DS	78,043,851	100% of FA (PT Class)
GI	11,460,770	18.1818181818% of GA (SC/SEQ Class)
IM	8,004,430	15.3846153846% of MA, MB and MC (in the aggregate) (SEQ Classes)
IO	6,003,373	7.6923076923% of FA (PT Class)
KS	78,043,851	100% of FA (PT Class)
LS	78,043,851	100% of FA (PT Class)
MI	4,615,384	11.5384615385% of MA (SEQ Class)
MS	78,043,851	100% of FA (PT Class)
PS	78,043,851	100% of FA (PT Class)
SA	78,043,851	100% of FA (PT Class)
SB	78,043,851	100% of FA (PT Class)
SC	78,043,851	100% of FA (PT Class)
SD	78,043,851	100% of FA (PT Class)
SE	78,043,851	100% of FA (PT Class)
SG	78,043,851	100% of FA (PT Class)
SH	78,043,851	100% of FA (PT Class)
SJ	78,043,851	100% of FA (PT Class)
SK	78,043,851	100% of FA (PT Class)
SL	78,043,851	100% of FA (PT Class)
SM	78,043,851	100% of FA (PT Class)
SP	78,043,851	100% of FA (PT Class)
ST	78,043,851	100% of FA (PT Class)
TS	78,043,851	100% of FA (PT Class)
VS	78,043,851	100% of FA (PT Class)
WS	78,043,851	100% of FA (PT Class)
XS	78,043,851	100% of FA (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.

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)
Security Group 1								
Combination 1								
FA	\$78,043,851	FB	\$ 78,043,851	PT	(5)	FLT	38375DWC8	November 2038
SA	78,043,851	SB	78,043,851	NTL (PT)	(5)	INV/IO	38375DWD6	November 2038
Combination 2								
FA	\$78,043,851	FC	\$ 78,043,851	PT	(5)	FLT	38375DWE4	November 2038
SA	78,043,851	SC	78,043,851	NTL (PT)	(5)	INV/IO	38375DWF1	November 2038
Combination 3								
FA	\$78,043,851	FD	\$ 78,043,851	PT	(5)	FLT	38375DWG9	November 2038
SA	78,043,851	SD	78,043,851	NTL (PT)	(5)	INV/IO	38375DWH7	November 2038
Combination 4								
FA	\$78,043,851	FE	\$ 78,043,851	PT	(5)	FLT	38375DWJ3	November 2038
SA	78,043,851	SE	78,043,851	NTL (PT)	(5)	INV/IO	38375DWK0	November 2038
Combination 5								
FA	\$78,043,851	FG	\$ 78,043,851	PT	(5)	FLT	38375DWL8	November 2038
SA	78,043,851	SG	78,043,851	NTL (PT)	(5)	INV/IO	38375DWM6	November 2038
Combination 6								
FA	\$78,043,851	FH	\$ 78,043,851	PT	(5)	FLT	38375DWN4	November 2038
SA	78,043,851	SH	78,043,851	NTL (PT)	(5)	INV/IO	38375DWP9	November 2038
Combination 7								
FA	\$78,043,851	FJ	\$ 78,043,851	PT	(5)	FLT	38375DWQ7	November 2038
SA	78,043,851	SJ	78,043,851	NTL (PT)	(5)	INV/IO	38375DWR5	November 2038
Combination 8								
FA	\$78,043,851	FK	\$ 78,043,851	PT	(5)	FLT	38375DWS3	November 2038
SA	78,043,851	SK	78,043,851	NTL (PT)	(5)	INV/IO	38375DWT1	November 2038

REMIC Securities

MX Securities

Class	Original Class		Related MX Class	Maximum Original Class		Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
	Principal Balance	Notional Balance		Principal Balance	Notional Balance(2)					
Combination 9										
FA	\$78,043,851		FL	\$ 78,043,851		PT	(5)	FLT	38375DWU8	November 2038
SA	78,043,851		SL	78,043,851		NTL (PT)	(5)	INV/IO	38375DWW6	November 2038
Combination 10										
FA	\$78,043,851		FM	\$ 78,043,851		PT	(5)	FLT	38375DWW4	November 2038
SA	78,043,851		SM	78,043,851		NTL (PT)	(5)	INV/IO	38375DWW2	November 2038
Combination 11										
FA	\$78,043,851		IO	\$ 6,003,373		NTL (PT)	6.50%	FIX/IO	38375DWW0	November 2038
SA	78,043,851		PF	78,043,851		PT	(5)	FLT	38375DWW7	November 2038
Combination 12										
FA	\$78,043,851		IO	\$ 6,003,373		NTL (PT)	6.50%	FIX/IO	38375DWW0	November 2038
SA	78,043,851		KF	78,043,851		PT	(5)	FLT	38375DXB9	November 2038
Combination 13										
FA	\$78,043,851		KS	78,043,851		NTL (PT)	(5)	INV/IO	38375DXC7	November 2038
SA	78,043,851		DF	\$ 78,043,851		PT	(5)	FLT	38375DXD5	November 2038
Combination 14										
FA	\$78,043,851		DS	78,043,851		NTL (PT)	(5)	INV/IO	38375DXE3	November 2038
SA	78,043,851		IO	6,003,373		NTL (PT)	6.50%	FIX/IO	38375DWW0	November 2038
Combination 15										
FA	\$78,043,851		FP	\$ 78,043,851		PT	(5)	FLT	38375DXF0	November 2038
SA	78,043,851		IO	6,003,373		NTL (PT)	6.50%	FIX/IO	38375DWW0	November 2038
Combination 15										
FA	\$78,043,851		IO	\$ 6,003,373		NTL (PT)	6.50%	FIX/IO	38375DWW0	November 2038
SA	78,043,851		TF	78,043,851		PT	(5)	FLT	38375DXH6	November 2038
			TS	78,043,851		NTL (PT)	(5)	INV/IO	38375DXJ2	November 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 16								
FA	\$78,043,851	IO	\$ 6,003,373	NTL (PT)	6.50%	FIX/IO	38375DWY0	November 2038
SA	78,043,851	VF	78,043,851	PT	(5)	FLT	38375DXK9	November 2038
		VS	78,043,851	NTL (PT)	(5)	INV/IO	38375DXL7	November 2038
Combination 17								
FA	\$78,043,851	IO	\$ 6,003,373	NTL (PT)	6.50%	FIX/IO	38375DWY0	November 2038
SA	78,043,851	WF	78,043,851	PT	(5)	FLT	38375DXM5	November 2038
		WS	78,043,851	NTL (PT)	(5)	INV/IO	38375DXN3	November 2038
Combination 18								
FA	\$78,043,851	IO	\$ 6,003,373	NTL (PT)	6.50%	FIX/IO	38375DWY0	November 2038
SA	78,043,851	XF	78,043,851	PT	(5)	FLT	38375DXP8	November 2038
		XS	78,043,851	NTL (PT)	(5)	INV/IO	38375DXQ6	November 2038
Combination 19								
FA	\$78,043,851	IO	\$ 6,003,373	NTL (PT)	6.50%	FIX/IO	38375DWY0	November 2038
SA	78,043,851	LF	78,043,851	PT	(5)	FLT	38375DXR4	November 2038
		LS	78,043,851	NTL (PT)	(5)	INV/IO	38375DXS2	November 2038
Combination 20								
FA	\$78,043,851	FT	\$ 78,043,851	PT	(5)	FLT	38375DXT0	November 2038
SA	78,043,851	IO	6,003,373	NTL (PT)	6.50%	FIX/IO	38375DWY0	November 2038
		ST	78,043,851	NTL (PT)	(5)	INV/IO	38375DXU7	November 2038
Combination 21								
FA	\$78,043,851	IO	\$ 6,003,373	NTL (PT)	6.50%	FIX/IO	38375DWY0	November 2038
SA	78,043,851	MF	78,043,851	PT	(5)	FLT	38375DXV5	November 2038
		MS	78,043,851	NTL (PT)	(5)	INV/IO	38375DXW3	November 2038

REMIC Securities

Class	Original Class Principal Balance or Class Notional Balance
Security Groups 1 and 2	
Combination 22(7)	
DA	\$60,000,000
MA	40,000,000
Combination 23(7)	
DI	\$ 6,923,076
MI	4,615,384
Combination 24(7)	
DB	\$ 2,435,000
MB	1,623,000
Combination 25(7)	
DC	\$15,608,851
MC	10,405,799

MX Securities

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)
AC	\$100,000,000	SEQ	4.75%	FIX	38375DXX1	December 2035
AI	\$ 11,538,460	NTL (SEQ)	6.50%	FIX/IO	38375DXY9	December 2035
B	\$ 4,058,000	SEQ	5.50%	FIX	38375DXZ6	May 2036
C	\$ 26,014,650	SEQ	5.50%	FIX	38375DYA0	November 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)
Security Group 3 Combination 26(6)								
GA	\$63,034,235	G	\$ 63,034,235	SC/SEQ	5.000%	FIX	38375DYB8	July 2034
		GC	63,034,235	SC/SEQ	4.500	FIX	38375DYC6	July 2034
		GD	63,034,235	SC/SEQ	4.625	FIX	38375DYD4	July 2034
		GE	63,034,235	SC/SEQ	4.750	FIX	38375DYE2	July 2034
		GH	63,034,235	SC/SEQ	4.875	FIX	38375DYF9	July 2034
		GI	11,460,770	SC/NTL (SEQ)	5.500	FIX/IO	38375DYG7	July 2034
		GJ	63,034,235	SC/SEQ	5.125	FIX	38375DYH5	July 2034
		GL	63,034,235	SC/SEQ	5.250	FIX	38375DYJ1	July 2034
		GN	63,034,235	SC/SEQ	5.375	FIX	38375DYK8	July 2034

- (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 Combination 26, various subcombinations are permitted. See "Description of the Securities — Modification and Exchange" in the Base Offering Circular for a discussion of subcombinations.
- (7) Combinations 22, 23, 24 and 25 are derived from REMIC classes of separate Security Groups.

**Offering Circular Supplement
(To Base Offering Circular dated October 1, 2004)**



\$574,230,770

**Government National Mortgage Association
GINNIE MAE®**

**Guaranteed REMIC Pass-Through Securities
and MX Securities
Ginnie Mae REMIC Trust 2007-009**

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 Ginnie Mae Certificates.

Class of REMIC Securities	Original Principal Balance(2)	Interest Rate	Principal Type(3)	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Security Group 1						
AF.....	\$120,370,370	(5)	PT	FLT	38375JMN2	March 2037
AI(1).....	120,370,370	(5)	NTL(PT)	INV/IO	38375JMP7	March 2037
AO(1).....	4,629,630	0.0%	PT	PO	38375JMQ5	March 2037
Security Group 2						
BF.....	200,000,000	(5)	PT	FLT	38375JMR3	March 2037
BI(1).....	200,000,000	(5)	NTL(PT)	INV/IO	38375JMS1	March 2037
BO(1).....	15,384,616	0.0	PT	PO	38375JMT9	March 2037
Security Group 3						
CF.....	130,000,000	(5)	PT	FLT	38375JMU6	March 2037
CI.....	130,000,000	(5)	NTL(PT)	INV/IO	38375JMV4	March 2037
Security Group 4						
DF.....	100,000,000	(5)	PT	FLT	38375JMW2	March 2037
DI(1).....	100,000,000	(5)	NTL(PT)	INV/IO	38375JMX0	March 2037
DO(1).....	3,846,154	0.0	PT	PO	38375JMY8	March 2037
Residual						
R.....	0	0.0	NPR	NPR	38375JMZ5	March 2037

- (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.

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-6 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 March 30, 2007.

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.

LEHMAN BROTHERS

LOOP CAPITAL MARKETS, LLC

The date of this Offering Circular Supplement is March 22, 2007.

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: Lehman Brothers Inc.

Trustee: U.S. Bank National Association

Tax Administrator: The Trustee

Closing Date: March 30, 2007

Distribution Dates: For the Group 1 Securities, the 16th day of each month, or if the 16th is not a Business Day, the first Business Day thereafter, commencing in April 2007. For the Group 2, Group 3 and Group 4 Securities, the 20th day of each month, or if the 20th day is not a Business Day, the first Business Day thereafter, commencing in April 2007.

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	Ginnie Mae II	6.5%	30
3	Ginnie Mae II	6.5%	30
4	Ginnie Mae II	6.5%	30

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 Trust Assets¹:

<u>Principal Balance²</u>	<u>Weighted Average Remaining Term to Maturity (in months)</u>	<u>Weighted Average Loan Age (in months)</u>	<u>Weighted Average Mortgage Rate³</u>
Group 1 Trust Assets \$125,000,000	352	5	7.00%
Group 2 Trust Assets \$215,384,616	357	3	6.89%
Group 3 Trust Assets \$130,000,000	358	2	6.89%
Group 4 Trust Assets \$103,846,154	357	3	6.89%

¹ As of March 1, 2007.

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

³ The Mortgage Loans underlying the Group 2, Group 3 and Group 4 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 2, Group 3 and Group 4 Trust Assets, Mortgage Rates of many of the Mortgage Loans underlying the Trust Assets will differ from the weighted averages shown above, perhaps significantly. See “The Trust Assets — The Mortgage Loans” 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. See “Description of the Securities — Modification and Exchange” in this Supplement.

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

Interest Rates: 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
Security Group 1						
AF	LIBOR + 0.25%	5.57%	0.25%	6.75%	0	0.00%
AI	6.50% - LIBOR	1.18%	0.00%	6.50%	0	6.50%
AS	29.25% - (LIBOR × 4.50)	5.31%	0.00%	29.25%	0	6.50%
Security Group 2						
BF	LIBOR + 0.18%	5.50%	0.18%	7.00%	0	0.00%
BI	6.82% - LIBOR	1.50%	0.00%	6.82%	0	6.82%
BS	27.28% - (LIBOR × 4.00)	6.00%	0.00%	27.28%	0	6.82%
Security Group 3						
CF	LIBOR + 0.30%	5.62%	0.30%	6.50%	0	0.00%
CI	6.20% - LIBOR	0.88%	0.00%	6.20%	0	6.20%
Security Group 4						
DF	LIBOR + 0.24%	5.56%	0.24%	6.75%	0	0.00%
DI	6.51% - LIBOR	1.19%	0.00%	6.51%	0	6.51%
DS	32.55% - (LIBOR × 5.00)	5.95%	0.00%	32.55%	0	6.51%

- (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 AF and AO, pro rata, until retired.

SECURITY GROUP 2

The Group 2 Principal Distribution Amount will be allocated to BF and BO, pro rata, until retired.

SECURITY GROUP 3

The Group 3 Principal Distribution Amount will be allocated to CF, 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 to DF and DO, pro rata, until 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 Balance indicated:

<u>Class</u>	<u>Original Class Notional Balance</u>	<u>Represents</u>
AI	\$120,370,370	100% of AF (PT Class)
BI	\$200,000,000	100% of BF (PT Class)
CI	\$130,000,000	100% of CF (PT Class)
DI	\$100,000,000	100% of DF (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.



\$181,538,462

**Government National Mortgage Association
GINNIE MAE®**

**Guaranteed REMIC Pass-Through Securities
and MX Securities
Ginnie Mae REMIC Trust 2008-082**

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 Ginnie Mae Certificates.

Class of REMIC Securities	Original Principal Balance(2)	Interest Rate	Principal Type(3)	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Security Group 1						
FA	\$85,000,000	(5)	PT	FLT	38375YDK5	September 2038
PO(1)	6,538,462	0.0%	PT	PO	38375YDL3	September 2038
SA(1)	85,000,000	(5)	NTL (PT)	INV/IO	38375YDM1	September 2038
Security Group 2						
DO	833,334	0.0	PT	PO	38375YDN9	September 2038
FL	30,000,000	(5)	PT	FLT	38375YDP4	September 2038
GD(1)	7,333,000	6.0	SEQ/AD	FIX	38375YDQ2	March 2028
GZ(1)	1,833,666	6.0	SEQ	FIX/Z	38375YDR0	September 2038
SL	30,000,000	(5)	NTL (PT)	INV/IO	38375YDS8	September 2038
Security Group 3						
FJ(1)	50,000,000	(5)	PT	FLT	38375YDT6	September 2038
IA(1)	50,000,000	(5)	NTL (PT)	INV/IO	38375YDU3	September 2038
IB(1)	50,000,000	(5)	NTL (PT)	INV/IO	38375YDV1	September 2038
SM(1)	50,000,000	(5)	NTL (PT)	INV/IO	38375YDW9	September 2038
Residual						
R	0	0.0	NPR	NPR	38375YDX7	September 2038

- (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.

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 September 26, 2008.

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.

Merrill Lynch & Co.

Loop Capital Markets, LLC

The date of this Offering Circular Supplement is September 19, 2008.

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: Merrill Lynch, Pierce, Fenner & Smith Incorporated

Co-Sponsor: Loop Capital Markets, LLC

Trustee: Wells Fargo Bank, N.A.

Tax Administrator: The Trustee

Closing Date: September 26, 2008

Distribution Date: The 20th day of each month or, if the 20th day is not a Business Day, the first Business Day thereafter, commencing in October 2008.

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	6.5%	30
2	Ginnie Mae II	7.0	30
3	Ginnie Mae II	7.0	30

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 Trust Assets¹:

<u>Principal Balance²</u>	<u>Weighted Average Remaining Term to Maturity (in months)</u>	<u>Weighted Average Loan Age (in months)</u>	<u>Weighted Average Mortgage Rate³</u>
Group 1 Trust Assets \$91,538,462	347	12	6.910%
Group 2 Trust Assets \$40,000,000	358	1	7.333%
Group 3 Trust Assets \$50,000,000	357	3	7.343%

¹ As of September 1, 2008.

² Does not include the Group 1 Trust Assets that will be added to pay the Trustee Fee.

³ The Mortgage Loans underlying the 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 Mortgage Rates of many of the Mortgage Loans will differ from the weighted averages shown above, perhaps significantly. See “*The Trust Assets — The Mortgage Loans*” 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. 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:

<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>
AS	77.99999449% – (LIBOR x 12.99999908)	45.8899967%	0.00%	77.99999449%	0	6.00%
ES	35.99699746% – (LIBOR x 5.99949958)	21.1782334%	0.00%	35.99699746%	0	6.00%
FA	LIBOR + 1.00%	3.4700000%	1.00%	7.0000000%	0	0.00%
FJ	LIBOR + 0.75%	3.2356300%	0.75%	7.0000000%	0	0.00%
FK	LIBOR + 0.85%	3.3356300%	0.85%	7.0000000%	0	0.00%
FL	LIBOR + 0.75%	3.2368800%	0.75%	7.5000000%	0	0.00%
FM	LIBOR + 0.95%	3.4356300%	0.95%	7.0000000%	0	0.00%
IA	6.25% – LIBOR	0.1000000%	0.00%	0.1000000%	0	6.25%
IB	6.15% – LIBOR	0.1000000%	0.00%	0.1000000%	0	6.15%
SA	6.00% – LIBOR	3.5300000%	0.00%	6.0000000%	0	6.00%
SJ	6.25% – LIBOR	3.7643700%	0.00%	6.2500000%	0	6.25%
SK	6.15% – LIBOR	3.6643700%	0.00%	6.1500000%	0	6.15%
SL	6.75% – LIBOR	4.2631200%	0.00%	6.7500000%	0	6.75%
SM	6.05% – LIBOR	3.5643700%	0.00%	6.0500000%	0	6.05%

(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

A percentage of the Group 1 Principal Distribution Amount will be applied to the Trustee Fee, and the remainder of the Group 1 Principal Distribution Amount (the "Group 1 Adjusted Principal Distribution Amount") will be allocated, concurrently, to FA and PO, pro rata, until retired

SECURITY GROUP 2

The Group 2 Principal Distribution Amount and the GZ Accrual Amount will be allocated as follows:

- The GZ Accrual Amount, sequentially, to GD and GZ, in that order, until retired
- The Group 2 Principal Distribution Amount, concurrently, as follows:
 1. 77.083335% concurrently, to DO and FL, pro rata, until retired
 2. 22.916665% sequentially, to GD and GZ, in that order, until retired

SECURITY GROUP 3

The Group 3 Principal Distribution Amount will be allocated to FJ, 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 until the Distribution Date following the Distribution Date on which the Class Principal Balance of the Accretion Directed Class has been reduced to zero. Interest so accrued and unpaid 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 Balances indicated:

<u>Class</u>	<u>Original Class Notional Balance</u>	<u>Represents Approximately</u>
IA	\$50,000,000	100% of FJ (PT Class)
IB	50,000,000	100% of FJ (PT Class)
SA	85,000,000	100% of FA (PT Class)
SJ	50,000,000	100% of FJ (PT Class)
SK	50,000,000	100% of FJ (PT Class)
SL	30,000,000	100% of FL (PT Class)
SM	50,000,000	100% of FJ (PT Class)
WI	2,095,142	28.5714285714% of GD (SEQ/AD 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.



\$443,575,060

**Government National
Mortgage Association**

GINNIE MAE[®]

**Guaranteed REMIC
Pass-Through Securities
and MX Securities
Ginnie Mae REMIC Trust 2009-015**

OFFERING CIRCULAR SUPPLEMENT
March 23, 2009

**BANK OF AMERICA SECURITIES LLC
LOOP CAPITAL MARKETS, LLC**