

**Offering Circular Supplement  
(To Base Offering Circular dated April 1, 2008)**



**\$2,417,650,132  
Government National Mortgage Association**

**GINNIE MAE®  
Guaranteed REMIC Pass-Through Securities  
and MX Securities  
Ginnie Mae REMIC Trust 2009-042**

**The Securities**

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

**The Ginnie Mae Guaranty**

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

**The Trust and its Assets**

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

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

**See "Risk Factors" beginning on page S-11 which highlights some of these risks.**

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

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

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

Class of REMIC Securities	Original Principal Balance(2)	Interest Rate	Principal Type(3)	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
<b>Security Group 1</b>						
HA	\$ 62,514,000	4.50%	SUP	FIX	38374UUB5	December 2037
HB	14,436,000	4.50	SUP	FIX	38374UUC3	May 2038
HC	9,892,000	4.50	SUP	FIX	38374UD1	September 2038
HD	11,246,000	4.50	SUP	FIX	38374UE9	June 2039
HE	19,646,000	4.50	PAC II	FIX	38374UF6	June 2039
HG	7,200,000	4.00	SUP	FIX	38374UG4	June 2039
HI	9,582,000	5.00	SUP	FIX	38374UH2	June 2039
HK	9,000,000	4.00	SUP	FIX	38374UI8	December 2037
HL	5,000,000	5.00	SUP	FIX	38374UJ5	December 2037
HM	793,000	4.00	SUP	FIX	38374UL3	September 2038
HN	2,382,000	4.00	SUP	FIX	38374UM1	June 2039
HP	2,000,000	5.50	SUP	FIX	38374UN9	December 2037
HU	793,000	5.00	SUP	FIX	38374UP4	September 2038
PA(1)	100,432,454	4.50	PAC I	FIX	38374UQ2	November 2036
PX(1)	32,603,546	4.50	PAC I	FIX	38374UR0	June 2039
TL(1)	158,487,000	4.50	PAC I	FIX	38374US8	December 2034
TM(1)	84,411,000	4.50	PAC I	FIX	38374UT6	September 2038
TN(1)	19,582,000	4.50	PAC I	FIX	38374UU3	June 2039
<b>Security Group 2</b>						
FA	82,595,955	(5)	SC/PT	FLT	38374UV1	April 2037
FB	77,574,754	(5)	SC/PT	FLT	38374UV9	April 2037
FL	77,574,754	(5)	NTL (SC/PT)	FLT/IO	38374UX7	April 2037
FM	86,893,830	(5)	SC/PT	FLT	38374UY5	May 2037
GC(1)	40,132,000	4.50	SC/PAC	FIX	38374UZ2	May 2037
GE(1)	15,698,000	4.50	SC/SUP	FIX	38374VA6	May 2037
GH(1)	1,181,559	4.50	SC/SUP	FIX	38374VB4	May 2037
GX(1)	133,000	4.50	SC/PAC	FIX	38374VC2	May 2037
SM	86,893,830	(5)	NTL (SC/PT)	INV/IO	38374VD0	May 2037
<b>Security Group 3</b>						
EP(1)	84,814,285	(5)	NTL (PAC I)	FLT/IO	38374UE8	September 2038
EQ(1)	118,740,000	0.00	PAC I	PO	38374UE5	September 2038
ES(1)	84,814,285	(5)	NTL (PAC I)	INV/IO	38374UG3	September 2038
FC	75,000,000	(5)	PT	FLT	38374UH1	June 2039
FE	20,000,000	(5)	PT	FLT	38374UJ7	June 2039
FG	100,000,000	(5)	PT	FLT	38374UK4	June 2039
GF(1)	8,935,000	(5)	NTL (PAC I)	FLT/IO	38374UL2	June 2039
GV(1)	12,509,000	0.00	PAC I	PO	38374VM0	June 2039
GS(1)	8,935,000	(5)	NTL (PAC I)	INV/IO	38374VN8	June 2039
LY	469,000	5.00	PAC I	FIX	38374VP3	June 2039
SC	95,000,000	(5)	NTL(PT)	INV/IO	38374UQ1	June 2039
SG	100,000,000	(5)	NTL(PT)	INV/IO	38374UR9	June 2039
VN(1)	28,760,000	5.00	PAC II/AD	FIX	38374US7	June 2039
ZN(1)	39,522,000	5.00	SUP	FIX/Z	38374UV5	June 2039
<b>Security Group 4</b>						
KM	21,573,000	5.00	PAC II/AD	FIX	38374UV2	June 2039
NA(1)	14,712,000	5.00	PAC I	FIX	38374VV0	November 2038
NB(1)	93,941,000	5.00	PAC I	FIX	38374VW8	December 2037
NC(1)	6,299,000	5.00	PAC I	FIX	38374VX6	May 2038
ND(1)	15,987,000	5.00	PAC I	FIX	38374UY4	June 2039
VM	19,991,000	5.00	PAC III/AD	FIX	38374VZ1	June 2039
ZK	25,000	5.00	PAC II/AD	FIX/Z	38374WA5	April 2038
ZM	27,472,000	5.00	SUP	FIX/Z	38374WB3	June 2039
<b>Security Group 5</b>						
DA(1)	208,849,000	5.00	SEQ/AD	FIX	38374UWC1	July 2031
DV(1)	32,746,000	5.00	SEQ/AD	FIX	38374UD9	June 2020
DZ	45,000,000	5.00	SEQ	FIX/Z	38374UE7	June 2039
<b>Security Group 6</b>						
FD	100,000,000	(5)	PT	FLT	38374WF4	June 2039
JN	4,495,000	5.00	PAC I	FIX	38374WG2	January 2029
JP	37,378,000	5.00	PAC I	FIX	38374WH0	July 2038
JT	5,552,000	5.00	PAC I	FIX	38374WJ6	June 2039
KW	10,000,000	5.00	PAC II/AD	FIX	38374WK3	June 2039
MA(1)	177,351,000	5.00	SEQ	FIX	38374WL1	January 2036
MV(1)	24,344,000	5.00	SEQ/AD	FIX	38374WM9	June 2020
MZ	33,454,000	5.00	SEQ	FIX/Z	38374WN7	June 2039
SE(1)	100,000,000	(5)	NTL (PT)	INV/IO	38374WP2	June 2039
SI(1)	10,000,000	(5)	NTL (PT)	FLT/IO	38374WQ0	June 2039
VW	6,229,000	5.00	PAC III/AD	FIX	38374WR8	June 2039
WZ(1)	636,000	5.00	SUP/AD	FIX/Z	38374WS6	April 2031
ZW(1)	8,561,000	5.00	SUP	FIX/Z	38374WT4	June 2039
<b>Security Group 7</b>						
CA	14,057,000	5.00	SUP	FIX	38374UW1	March 2039
CB	2,006,632	5.00	SUP	FIX	38374WV9	June 2039
CD	7,656,000	5.00	PAC	FIX	38374WW7	June 2039
CG	2,000,000	4.50	SUP	FIX	38374WX5	March 2039
CH	2,000,000	5.50	SUP	FIX	38374WY3	March 2039
CP	58,158,000	5.00	PAC	FIX	38374WZ0	April 2038
<b>Security Group 8</b>						
BA(1)	58,141,000	4.00	SC/TAC/AD	FIX	38374UX4	March 2039
BZ(1)	4,026,555	4.00	SC/SUP	FIX/Z	38374UX2	March 2039
<b>Security Group 9</b>						
AY	21,533,370	5.0	SC/PT	FIX	38374UX6	June 2037
FY	50,244,530	(5)	SC/PT	FLT	38374UXC0	June 2037
IY	4,019,562	(5)	NTL (SC/PT)	INV/IO	38374UXD8	June 2037
<b>Security Group 10</b>						
CL	2,151,810	6.00	NTL (SC/PT)	FIX/IO	38374UT27	August 2035
CT	25,821,731	6.00	SC/PT	FIX	38374UT35	August 2035
<b>Security Group 11</b>						
GT	28,201,216	6.75	SC/PT	FIX	38374UT43	April 2037
<b>Residual</b>						
RR	0	0.00	NPR	NPR	38374UXF3	June 2039

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

## 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, Group 8, Group 9, Group 10 or Group 11 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 Mellon, which will act as information agent for the Trust, at (800) 234-GNMA, to order copies of the Base Offering Circular. In addition, you can obtain copies of any other document listed above by contacting The Bank of New York Mellon at the telephone number listed above.

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

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### TABLE OF CONTENTS

	<u>Page</u>		<u>Page</u>
Terms Sheet . . . . .	S-3	Plan of Distribution . . . . .	S-45
Risk Factors . . . . .	S-11	Increase in Size . . . . .	S-46
The Trust Assets . . . . .	S-13	Legal Matters . . . . .	S-46
Ginnie Mae Guaranty . . . . .	S-14	Schedule I: Available Combinations . . . . .	S-I-1
Description of the Securities . . . . .	S-15	Schedule II: Scheduled Principal	
Yield, Maturity and Prepayment		Balances . . . . .	S-II-1
Considerations . . . . .	S-19	Exhibit A: Underlying Certificates . . . . .	A-1
Certain Federal Income Tax		Exhibit B: Cover Pages, Terms Sheets	
Consequences . . . . .	S-42	and Schedule I, if applicable, from	
ERISA Matters . . . . .	S-45	Underlying Certificate Disclosure	
Legal Investment Considerations . . . . .	S-45	Documents . . . . .	B-1

## 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:** June 30, 2009

**Distribution Dates:** For the Group 9 and Group 10 Securities, the 16th day of each month or, if the 16th day is not a Business Day, the first Business Day thereafter, commencing in July 2009. For the Group 1, Group 2, Group 3, Group 4, Group 5, Group 6, Group 7, Group 8 and Group 11 Securities, the 20th day of each month or, if the 20th day is not a Business Day, the first Business Day thereafter, commencing in July 2009.

**Trust Assets:**

<u>Trust Asset Group or Subgroup<sup>(1)</sup></u>	<u>Trust Asset Type</u>	<u>Certificate Rate</u>	<u>Original Term To Maturity (in years)</u>
1	Ginnie Mae II	4.5%	30
2A	Underlying Certificates	(2)	(2)
2B	Underlying Certificates	(2)	(2)
2C	Underlying Certificates	(2)	(2)
3	Ginnie Mae II	6.0%	30
4	Ginnie Mae II	5.0%	30
5	Ginnie Mae II	5.0%	30
6	Ginnie Mae II	5.5%	30
7	Ginnie Mae II	5.0%	30
8	Underlying Certificates	(2)	(2)
9	Underlying Certificates	(2)	(2)
10	Underlying Certificates	(2)	(2)
11	Underlying Certificates	(2)	(2)

<sup>(1)</sup> The Group 2 Trust Assets consist of subgroups, Subgroup 2A, Subgroup 2B and Subgroup 2C (each a “Subgroup”).

<sup>(2)</sup> Certain information regarding the Underlying Certificates is set forth in Exhibits A and B to this Supplement.

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

**Assumed Characteristics of the Mortgage Loans Underlying the Group 1, Group 3, Group 4, Group 5, Group 6 and Group 7 Trust Assets<sup>1</sup>:**

<u>Principal Balance<sup>2</sup></u>	<u>Weighted Average Remaining Term to Maturity (in months)</u>	<u>Weighted Average Loan Age (in months)</u>	<u>Weighted Average Mortgage Rate<sup>3</sup></u>
<b>Group 1 Trust Assets</b>			
\$550,000,000	357	3	5.0%
<b>Group 3 Trust Assets</b>			
\$395,000,000	355	5	6.5%
<b>Group 4 Trust Assets</b>			
\$200,000,000	355	5	5.5%
<b>Group 5 Trust Assets</b>			
\$286,595,000	354	5	5.5%
<b>Group 6 Trust Assets</b>			
\$408,000,000	355	5	6.0%
<b>Group 7 Trust Assets</b>			
\$ 85,877,632	358	2	5.5%

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

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

<sup>3</sup> 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 underlying the Group 1, 3, 4, 5, 6 and 7 Trust Assets will differ from the weighted averages shown above, perhaps significantly. See *“The Trust Assets — The Mortgage Loans”* in this Supplement. See Exhibit A to this Supplement for certain information regarding the characteristics of the Mortgage Loans included in the related Underlying Trusts.

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

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

**Increased Minimum Denomination Classes:** Each Class that constitutes a Principal Only, Interest Only 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>
EF . . . . .	LIBOR + 0.75%	1.0700%	0.75%	7.00%	0	0.00%
ES . . . . .	6.25% – LIBOR	5.9300%	0.00%	6.25%	0	6.25%
FA . . . . .	LIBOR + 0.75%	1.0650%	0.75%	7.25%	0	0.00%
FB . . . . .	LIBOR + 0.75%	1.0650%	0.75%	7.25%	0	0.00%
FC . . . . .	LIBOR + 0.92%	1.2400%	0.92%	7.00%	0	0.00%
FD . . . . .	LIBOR + 1.04%	1.3600%	1.04%	7.00%	0	0.00%
FE . . . . .	LIBOR + 0.92%	1.2400%	0.92%	7.00%	0	0.00%
FG . . . . .	LIBOR + 1.05%	1.3700%	1.05%	7.00%	0	0.00%
FI . . . . .	LIBOR – 6.50%	0.0000%	0.00%	0.30%	0	6.50%
FM . . . . .	LIBOR + 1.00%	1.3200%	1.00%	7.00%	0	0.00%
FP . . . . .	LIBOR + 0.75%	1.0700%	0.75%	7.00%	0	0.00%
FY . . . . .	LIBOR + 0.95%	1.2681%	0.95%	7.50%	0	0.00%
GF . . . . .	LIBOR + 0.75%	1.0700%	0.75%	7.00%	0	0.00%
GS . . . . .	6.25% – LIBOR	5.9300%	0.00%	6.25%	0	6.25%
IY . . . . .	81.875% – (LIBOR x 12.5)	1.0000%	0.00%	1.00%	0	6.55%
SC . . . . .	6.08% – LIBOR	5.7600%	0.00%	6.08%	0	6.08%
SD . . . . .	6.00% – LIBOR	5.6800%	0.04%	6.00%	0	5.96%
SE . . . . .	6.00% – LIBOR	5.6800%	0.00%	6.00%	0	6.00%
SG . . . . .	6.00% – LIBOR	5.6800%	0.05%	6.00%	0	5.95%
SI . . . . .	(LIBOR x 10) – 59.60%	0.0000%	0.00%	0.40%	0	5.96%
SM . . . . .	6.00% – LIBOR	5.6800%	0.00%	6.00%	0	6.00%
SP . . . . .	6.25% – LIBOR	5.9300%	0.00%	6.25%	0	6.25%

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

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

**SECURITY GROUP 1**

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 in the following order of priority:

1. To PA, PX, TL, TM, and TN, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, concurrently, as follows:
  - a. 33.6360602352%, sequentially, to PA and PX, in that order, while outstanding
  - b. 66.3639397648%, sequentially, to TL, TM and TN, in that order, while outstanding

2. To HE, until reduced to its Scheduled Principal Balance for that Distribution Date
3. Concurrently, to HK, HA, HL and HP, pro rata, until retired
4. To HB, until retired
5. Concurrently, to HM, HC and HU, pro rata, until retired
6. Concurrently, to HG, HN, HD and HJ, pro rata, until retired
7. To HE, without regard to its Scheduled Principal Balance, until retired
8. To PA, PX, TL, TM and TN, in the same manner and order of priority described in Step 1. above, but without regard to their Aggregate Scheduled Principal Balance, until retired

### **SECURITY GROUP 2**

The Subgroup 2A, 2B and 2C Principal Distribution Amounts will be distributed as follows:

- 81.8181823585% of the Subgroup 2A Principal Distribution Amount will be allocated to FA, until retired
- 81.9672138769% of the Subgroup 2B Principal Distribution Amount will be allocated to FB, until retired
- 79.9999996317% of the Subgroup 2C Principal Distribution Amount will be allocated to FM, until retired
- The remainder of the Subgroup 2A, Subgroup 2B and Subgroup 2C Principal Distribution Amounts will be allocated in the following order of priority:
  1. Sequentially, to GC and GX, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
  2. Sequentially, to GE and GH, in that order, until retired
  3. Sequentially, to GC and GX, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

### **SECURITY GROUP 3**

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

- The ZN Accrual Amount in the following order of priority:
  1. To VN, until reduced to its Scheduled Principal Balance for that Distribution Date
  2. To ZN, until retired
- The Group 3 Principal Distribution Amount will be allocated, concurrently, as follows:
  1. 50.6329113924% of the Group 3 Principal Distribution Amount in the following order of priority:
    - a. Sequentially, to EO, GO and LY, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
    - b. To VN, until reduced to its Scheduled Principal Balance for that Distribution Date
    - c. To ZN, until retired
    - d. To VN, without regard to its Scheduled Principal Balance, until retired

- e. Sequentially, to EO, GO and LY, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired
2. 49.3670886076% of the Group 3 Principal Distribution Amount, concurrently, to FC, FE and FG, pro rata, until retired

#### **SECURITY GROUP 4**

The Group 4 Principal Distribution Amount and the ZK and ZM Accrual Amounts will be allocated as follows:

- The ZK Accrual Amount, sequentially, to KM and ZK, in that order, until retired
- The ZM Accrual Amount in the following order of priority:
  1. To VM, until reduced to its Scheduled Principal Balance for that Distribution Date
  2. To ZK and KM, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:
    - a. 3% to ZK, while outstanding
    - b. Sequentially, to KM and ZK, in that order, while outstanding
  3. To ZM, until retired
- The Group 4 Principal Distribution Amount will be allocated in the following order of priority:
  1. Sequentially, to NA, NB, NC and ND, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
  2. To ZK and KM, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:
    - a. 3% to ZK, while outstanding
    - b. Sequentially, to KM and ZK, in that order, while outstanding
  3. To VM, until reduced to its Scheduled Principal Balance for that Distribution Date
  4. To ZM, until retired
  5. To VM, without regard to its Scheduled Principal Balance, until retired
  6. To ZK and KM, in the same manner and order of priority described in Step 2. above, but without regard to their Aggregate Scheduled Principal Balance, until retired
  7. Sequentially, to NA, NB, NC and ND, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

#### **SECURITY GROUP 5**

The Group 5 Principal Distribution Amount and the DZ Accrual Amount will be allocated as follows:

- The DZ Accrual Amount, sequentially, to DV, DA and DZ, in that order, until retired
- The Group 5 Principal Distribution Amount will be allocated, sequentially, to DA, DV and DZ, in that order, until retired

### **SECURITY GROUP 6**

The Group 6 Principal Distribution Amount and the MZ, WZ and ZW Accrual Amounts will be allocated as follows:

- The WZ Accrual Amount in the following order of priority:
  1. To KW, until reduced to its Scheduled Principal Balance for that Distribution Date
  2. To WZ, until retired
- The ZW Accrual Amount in the following order of priority:
  1. To VW, until reduced to its Scheduled Principal Balance for that Distribution Date
  2. To KW, until reduced to its Scheduled Principal Balance for that Distribution Date
  3. Sequentially, to WZ and ZW, in that order, until retired
- The MZ Accrual Amount, sequentially, to MV and MZ, in that order, until retired
- The Group 6 Principal Distribution Amount will be allocated, concurrently, as follows:
  1. 17.8556372549% in the following order of priority:
    - a. Sequentially, to JN, JP and JT, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
    - b. To KW, until reduced to its Scheduled Principal Balance for that Distribution Date
    - c. To WZ, until retired
    - d. To VW, until reduced to its Scheduled Principal Balance for that Distribution Date
    - e. To ZW, until retired
    - f. To VW, without regard to its Scheduled Principal Balance, until retired
    - g. To KW, without regard to its Scheduled Principal Balance, until retired
    - h. Sequentially, to JN, JP and JT, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired
  2. 57.6345588235%, sequentially, to MA, MV and MZ, in that order, until retired
  3. 24.5098039216% to FD, until retired

### **SECURITY GROUP 7**

The Group 7 Principal Distribution Amount will be allocated in the following order of priority:

1. Sequentially, to CP and CD, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
2. Concurrently, to CA, CG and CH, pro rata, until retired
3. To CB, until retired
4. Sequentially, to CP and CD, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

**SECURITY GROUP 8**

The Group 8 Principal Distribution Amount and the BZ Accrual Amount will be allocated, sequentially, as follows:

1. To BA, until reduced to its Scheduled Principal Balance for that Distribution Date
2. To BZ, until retired
3. To BA, without regard to its Scheduled Principal Balance, until retired

**SECURITY GROUP 9**

The Group 9 Principal Distribution Amount will be allocated, concurrently, to AY and FY, pro rata, until retired

**SECURITY GROUP 10**

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

**SECURITY GROUP 11**

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

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

<u>Class</u>	<u>Structuring Ranges or Rate</u>
<b>PAC Classes</b>	
CD and CP (in the aggregate) . . . . .	135% PSA through 275% PSA
GC and GX (in the aggregate) . . . . .	144% PSA through 340% PSA
<b>PAC I Classes</b>	
EO, GO and LY (in the aggregate). . . . .	195% PSA through 500% PSA
JN, JP and JT (in the aggregate). . . . .	100% PSA through 300% PSA
NA, NB, NC and ND (in the aggregate). . . . .	100% PSA through 300% PSA
PA, PX, TL, TM and TN (in the aggregate). . . . .	100% PSA through 250% PSA
<b>PAC II Classes</b>	
HE . . . . .	115% PSA through 250% PSA
KM and ZK (in the aggregate) . . . . .	148% PSA through 300% PSA
KW . . . . .	162% PSA through 300% PSA
VN . . . . .	266% PSA through 428% PSA
<b>PAC III Classes</b>	
VM . . . . .	179% PSA through 262% PSA
VW* . . . . .	195% PSA through 275% PSA
<b>TAC Class</b>	
<u>BA**</u> . . . . .	200% PSA

\* The initial Effective Range is 195% PSA through 260% PSA.

\*\* This Class does not have an Effective Rate.

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

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

<u>Class</u>	<u>Original Class Notional Balance</u>	<u>Represents Approximately</u>
AI . . . . .	\$ 73,343,636	36.3636363636% of MA (SEQ Class) and MV (SEQ/AD Class) (in the aggregate)
BI . . . . .	109,374,166	83.3333333333% of EO and GO (PAC I Classes) (in the aggregate)
CI . . . . .	2,151,810	8.3333333333% of CT (SC/PT Class)
DI . . . . .	83,539,600	40% of DA (SEQ/AD Class)
EF . . . . .	84,814,285	71.4285714286% of EO (PAC I Class)
EI . . . . .	96,638,000	40% of DA and DV (SEQ/AD Classes) (in the aggregate)
ES . . . . .	84,814,285	71.4285714286% of EO (PAC I Class)
FI . . . . .	77,574,754	100% of FB (SC/PT Class)
GF . . . . .	8,935,000	71.4285714286% of GO (PAC I Class)
GS . . . . .	8,935,000	71.4285714286% of GO (PAC I Class)
IB . . . . .	9,690,166	16.6666666667% of BA (SC/TAC/AD Class)
IV . . . . .	4,426,181	18.1818181818% of MV (SEQ/AD Class)
IY . . . . .	4,019,562	8% of FY (SC/PT Class)
JI . . . . .	43,461,200	40% of NA and NB (PAC I Classes) (in the aggregate)
MI . . . . .	64,491,272	36.3636363636% of MA (SEQ Class)
NI . . . . .	20,048,000	20% of NB and NC (PAC I Classes) (in the aggregate)
PI . . . . .	33,477,484	33.3333333333% of PA (PAC I Class)
SC . . . . .	95,000,000	100% of FC and FE (PT Classes) (in the aggregate)
SD . . . . .	100,000,000	100% of FD (PT Class)
SE . . . . .	100,000,000	100% of FD (PT Class)
SG . . . . .	100,000,000	100% of FG (PT Class)
SI . . . . .	10,000,000	10% of FD (PT Class)
SM . . . . .	86,893,830	100% of FM (SC/PT Class)
SP . . . . .	93,749,285	71.4285714286% of EO and GO (PAC I Classes) (in the aggregate)
TI . . . . .	31,697,400	20% of TL (PAC I Class)
VI . . . . .	6,549,200	20% of DV (SEQ/AD 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.

## 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 related support classes will not receive any principal distribution on that date (other than from any applicable accrual amounts). If prepayments result in principal distributions on any distribution date greater than the amount needed to produce scheduled payments on the related PAC and TAC classes for that distribution date, this excess will be distributed to the related support classes.

***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 the notional balances on the group 2, group 8, group 9, group 10 and group 11 securities.*** The underlying certificates will be sensitive to

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

In addition, the principal entitlement of the underlying certificate in trust asset group 8 on any payment date is calculated on the basis of schedules; no assurance can be given that the underlying certificate will adhere to its schedules. 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 adhered to any applicable principal balance schedules, whether any related supporting classes remain outstanding or whether the underlying certificates otherwise have performed as originally anticipated. Additional information as to the underlying certificates may be obtained by performing an analysis of current principal factors of the underlying certificates in light of applicable information contained in the related underlying certificate disclosure documents.

***Up to 10% of the mortgage loans underlying the trust assets may consist of higher balance mortgage loans or high balance loans.***

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

***The securities may not be a suitable investment for you.*** The securities, especially the group 2, 8, 9, 10 and 11 securities and, in particular, the support, interest only, principal only, interest only inverse floating rate, accrual and residual classes, are not suitable investments for all investors.

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

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

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

have been structured to meet the investment requirements of limited categories of investors.

The residual securities may experience significant adverse tax timing consequences. Accordingly, you are urged to consult tax advisors and to consider the after-tax effect of ownership of a residual security and the suitability of the residual securities to your investment objectives. *See “Certain 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, 3, 4, 5, 6 and 7)**

The Trust MBS 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 Underlying Certificates (Groups 2, 8, 9, 10 and 11)**

The Group 2, 8, 9, 10 and 11 Trust Assets consist of Underlying Certificates that represent beneficial ownership interests in one or more separate trusts, the assets of which evidence direct or indirect beneficial ownership interests in certain Ginnie Mae Certificates. Each Underlying Certificate constitutes all or a portion of a class of a separate Series of certificates described in the related Underlying Certificate Disclosure Document, excerpts of which are attached as Exhibit B to this Supplement. Each Underlying Certificate Disclosure Document may be obtained from the Information Agent as described under

“Available Information” in this Supplement. Investors are cautioned that material changes in facts and circumstances may have occurred since the date of each Underlying Certificate Disclosure Document, including changes in prepayment rates, prevailing interest rates and other economic factors, which may limit the usefulness of, and be directly contrary to the assumptions used in preparing the information included in, the offering document. See *“Underlying Certificates” in the Base Offering Circular*.

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

### **The Mortgage Loans**

The Mortgage Loans underlying the Group 1, 3, 4, 5, 6 and 7 Trust Assets are expected to have, on a weighted average basis, the characteristics set forth in the Terms Sheet under “Assumed Characteristics of the Mortgage Loans Underlying the Group 1, Group 3, Group 4, Group 5, Group 6 and Group 7 Trust Assets” and the general characteristics described in the Base Offering Circular. The Mortgage Loans underlying the Underlying Certificates are expected to have, on a weighted average basis, the characteristics set forth in Exhibit A to this Supplement. The Mortgage Loans will consist of first lien, single-family, fixed rate, residential mortgage loans that are insured or guaranteed by the Federal Housing Administration, the United States Department of Veterans Affairs, Rural Development (formerly the Rural Housing Service) or the United States Department of Housing and Urban Development (“HUD”). See *“The Ginnie Mae Certificates— General” in the Base Offering Circular*.

Specific information regarding the characteristics of the Mortgage Loans underlying the Trust MBS is not available. For purposes of this Supplement, certain assumptions have been made regarding the remaining terms to maturity, loan ages and Mortgage Rates of the Mortgage Loans. However, the actual remaining terms to maturity, loan ages and 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.

### *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	The calendar month preceding the related Distribution Date
Group 2, Group 3 and Group 6 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
Group 9 Floating Rate and Inverse Floating Rate Classes	From the 16th day of the month preceding the month of the related Distribution Date through the 15th 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. In the case of the Group 2 and Group 9 Securities, the Trustee will use the same values of LIBOR as are used for the Underlying Certificates.

*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.

### *Accrual Classes*

Each of Class BZ, DZ, MZ, WZ, ZK, ZM, ZN and ZW 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 or Subgroup, as applicable, and the BZ, DZ, MZ, WZ, ZK, ZM, ZN and ZW 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 RR Securities will represent the beneficial ownership of the Residual Interest in the Issuing REMIC and the beneficial ownership of the Residual Interest in the Pooling REMIC, as described in “Certain Federal Income Tax Consequences” in the Base Offering Circular. The Class RR Securities have no Class Principal Balance and do not accrue interest. The Class RR Securities will be entitled to receive the proceeds of the disposition of any assets remaining in the Trust REMICs after the Class Principal Balance 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 either 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 REMICs after payment in full of the amounts described in the foregoing sentence. However, any remaining assets are not likely to be significant.

## **Modification and Exchange**

All or a portion of the Classes of REMIC Securities specified on the front cover may be exchanged for a proportionate interest in the related MX Class or Classes shown on Schedule I to this Supplement. Similarly, all or a portion of the related MX Class or Classes may be exchanged for proportionate interests in the related Class or Classes of REMIC Securities and, in the case of Combinations 1, 2, 15, 16, 19, 20, 21, 22, 23, 26 and 27, other related MX Classes. This process may occur repeatedly.

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

In the case of Combinations 1, 2, 15, 16, 19, 20, 21, 22, 23, 26 and 27, the Class BA, Class DA, Class DV, Class MA, Class MV, Class NA, Class NB, Class NC, Class PA and Class TL 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.*

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  $\frac{1}{32}$  of 1% of the outstanding principal balance (or notional balance) of the Securities surrendered for exchange (but not less than \$2,000 or more than \$25,000); provided, however, that no fee will be payable in respect of an interest only security unless all securities involved in the exchange are interest only securities. If the notional balance of the interest only securities surrendered exceeds that of the interest only securities received, the fee will be based on the latter. 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, 8, 9, 10 and 11 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 balances on the group 2, group 8, group 9, group 10 and group 11 securities*” in this Supplement.

### **Accretion Directed Classes**

Classes BA, DA, DV, KM, KW, MV, VM, VN, VW, WZ and ZK 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 BA, DA, DV, KM, KW, MV, VM, VN, VW, WZ and ZK 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. Classes DV, KM, KW, MV, VM, VN, VW, WZ and ZK will have principal payment stability only through the prepayment rate shown in the table below. Classes BA and DA are not listed in the table below because, 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.

The Accretion Directed Classes are entitled to principal payments in an amount equal to interest accrued on the related Accrual Class or Classes. With respect to the Classes listed in the table below, the Weighted Average Life of each such Class cannot exceed its Weighted Average Life as shown in the following table under any prepayment scenario, even a scenario where there are no prepayments.

- Moreover, based on the Modeling Assumptions, if the related Mortgage Loans prepay at any constant rate at or below the rate for an Accretion Directed Class shown in the table below, the Class Principal Balance would be reduced to zero on, but not before, its Final Distribution Date, and the Weighted Average Life would equal its maximum Weighted Average Life.
- However, the Weighted Average Lives of Classes DV, KM, KW, MV, VM, VN, VW, WZ and ZK especially Class WZ, which is also a Support Class, will be reduced, and may be reduced significantly, at prepayment speeds higher than the constant rates shown in the table below. See *“Yield, Maturity and Prepayment Considerations—Decrement Tables”* in this Supplement.

#### **Accretion Directed Classes**

<u>Class</u>	<u>Maximum Weighted Average Life (in Years)</u>	<u>Final Distribution Date</u>	<u>Prepayment Rate at or below</u>
DV.....	6.0	June 2020	169% PSA
KM.....	15.0	June 2039	42% PSA
KW.....	15.6	June 2039	29% PSA
MV.....	6.0	June 2020	186% PSA
VM.....	6.0	June 2039	132% PSA
VN.....	6.0	June 2039	129% PSA
VW.....	6.0	June 2039	150% PSA
WZ.....	21.1	April 2031	18% PSA
ZK.....	11.3	April 2038	87% PSA

The Mortgage Loans will have characteristics that differ from those of the Modeling Assumptions. Therefore, even if the related Mortgage Loans prepay at a rate at or somewhat below the “at or below” rate shown for any Accretion Directed Class, the Class Principal Balance of that Class could be reduced to zero before its Final Distribution Date, and its Weighted Average Life could be shortened.

#### **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 or Rate of constant prepayment rates at which such Class will receive Scheduled Payments. That range or rate may differ from the Structuring Range or

Rate used to create the related principal balance schedule. Based on the Modeling Assumptions, the *initial* Effective Ranges or Rate for the PAC and TAC Classes are as follows:

<b>PAC Classes</b>	<u>Initial Effective Ranges or Rate</u>
CD and CP (in the aggregate) . . . . .	135% PSA through 275% PSA
GC and GX (in the aggregate). . . . .	144% PSA through 340% PSA
<b>PAC I Classes</b>	
EO, GO and LY (in the aggregate) . . . . .	195% PSA through 500% PSA
JN, JP and JT (in the aggregate) . . . . .	100% PSA through 300% PSA
NA, NB, NC and ND (in the aggregate) . . . . .	100% PSA through 300% PSA
PA, PX, TL, TM and TN (in the aggregate) . . . . .	100% PSA through 250% PSA
<b>PAC II Classes</b>	
HE . . . . .	115% PSA through 251% PSA
KM and ZK (in the aggregate). . . . .	148% PSA through 300% PSA
KW . . . . .	162% PSA through 300% PSA
VN . . . . .	266% PSA through 428% PSA
<b>PAC III Classes</b>	
VM . . . . .	179% PSA through 262% PSA
VW . . . . .	195% PSA through 260% PSA
<b>TAC Class</b>	
BA . . . . .	None

- The principal payment stability of the Group 1 PAC I Classes will be supported by the Group 1 PAC II and the Group 1 Support Classes.
- The principal payment stability of the Group 1 PAC II Classes will be supported by the Group 1 Support Classes.
- The principal payment stability of the Group 2 PAC Classes will be supported by the Group 2 Support Classes.
- The principal payment stability of the Group 3 PAC I Classes will be supported by the Group 3 PAC II and Group 3 Support Classes.
- The principal payment stability of the Group 3 PAC II Class will be supported by the Group 3 Support Class.
- The principal payment stability of the Group 4 PAC I Classes will be supported by the Group 4 PAC II, Group 4 PAC III and Group 4 Support Classes.
- The principal payment stability of the Group 4 PAC II Class will be supported by the Group 4 PAC III and Group 4 Support Classes.
- The principal payment stability of the Group 4 PAC III Class will be supported by the Group 4 Support Class.
- The principal payment stability of the Group 6 PAC I Classes will be supported by the Group 6 PAC II, Group 6 PAC III and Group 6 Support Classes.
- The principal payment stability of the Group 6 PAC II Class will be supported by the Group 6 PAC III and Group 6 Support Classes.

- The principal payment stability of the Group 6 PAC III Class will be supported by Class ZW.
- The principal payment stability of the Group 7 PAC Classes will be supported by the Group 7 Support Classes.
- The principal payment stability of the TAC Class will be supported by the Group 8 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 or Rate 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 or Rate. If the initial Effective Ranges or Rate were calculated using the actual characteristics of the related Mortgage Loans, the initial Effective Ranges or Rate 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 or at the initial Effective Rate shown for any Class in the above table, 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 Class can narrow, shift over time or cease to exist and the Effective Rate for the TAC Class can change 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 or Rate 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 or Rate 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, 3, 4, 5, 6 and 7 Trust Assets have the assumed characteristics shown under “Assumed Characteristics of the Mortgage Loans Underlying the Group 1, Group 3, Group 4, Group 5, Group 6 and Group 7 Trust Assets” in the Terms Sheet, except in the case of information set forth under the 0% PSA Prepayment Assumption Rate, for which each Mortgage Loan is assumed to have an original and a remaining term to maturity of 360 months and 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 9 and 10 Securities are always received on the 16th day of the month and distributions on the Group 1, 2, 3, 4, 5, 6, 7, 8 and 11 Securities are always received on the 20th day of the month, in each case, whether or not a Business Day, commencing in July 2009.

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

5. The Closing Date for the Securities is June 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.

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 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 HA, HK, HL and HP					Class HB					Classes HC, HM and HU					Classes HD, HG, HJ and HN				
	0%	100%	200%	250%	400%	0%	100%	200%	250%	400%	0%	100%	200%	250%	400%	0%	100%	200%	250%	400%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
June 2010	100	100	89	82	62	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
June 2011	100	100	66	46	0	100	100	100	100	33	100	100	100	100	100	100	100	100	100	100
June 2012	100	100	39	5	0	100	100	100	100	0	100	100	100	100	0	100	100	100	100	0
June 2013	100	100	18	0	0	100	100	100	0	0	100	100	100	52	0	100	100	100	100	0
June 2014	100	100	3	0	0	100	100	100	0	0	100	100	100	0	0	100	100	100	65	0
June 2015	100	100	0	0	0	100	100	59	0	0	100	100	100	0	0	100	100	100	30	0
June 2016	100	100	0	0	0	100	100	21	0	0	100	100	100	0	0	100	100	100	10	0
June 2017	100	100	0	0	0	100	100	0	0	0	100	100	99	0	0	100	100	100	2	0
June 2018	100	100	0	0	0	100	100	0	0	0	100	100	82	0	0	100	100	100	0	0
June 2019	100	100	0	0	0	100	100	0	0	0	100	100	64	0	0	100	100	100	0	0
June 2020	100	100	0	0	0	100	100	0	0	0	100	100	42	0	0	100	100	100	0	0
June 2021	100	100	0	0	0	100	100	0	0	0	100	100	17	0	0	100	100	100	0	0
June 2022	100	99	0	0	0	100	100	0	0	0	100	100	0	0	0	100	100	97	0	0
June 2023	100	89	0	0	0	100	100	0	0	0	100	100	0	0	0	100	100	88	0	0
June 2024	100	78	0	0	0	100	100	0	0	0	100	100	0	0	0	100	100	78	0	0
June 2025	100	67	0	0	0	100	100	0	0	0	100	100	0	0	0	100	100	69	0	0
June 2026	100	55	0	0	0	100	100	0	0	0	100	100	0	0	0	100	100	61	0	0
June 2027	100	43	0	0	0	100	100	0	0	0	100	100	0	0	0	100	100	53	0	0
June 2028	100	31	0	0	0	100	100	0	0	0	100	100	0	0	0	100	100	45	0	0
June 2029	100	20	0	0	0	100	100	0	0	0	100	100	0	0	0	100	100	38	0	0
June 2030	100	9	0	0	0	100	100	0	0	0	100	100	0	0	0	100	100	32	0	0
June 2031	100	0	0	0	0	100	88	0	0	0	100	100	0	0	0	100	100	26	0	0
June 2032	100	0	0	0	0	100	31	0	0	0	100	100	0	0	0	100	100	21	0	0
June 2033	100	0	0	0	0	100	0	0	0	0	100	70	0	0	0	100	100	17	0	0
June 2034	100	0	0	0	0	100	0	0	0	0	100	4	0	0	0	100	100	13	0	0
June 2035	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0	100	78	9	0	0
June 2036	65	0	0	0	0	100	0	0	0	0	100	0	0	0	0	100	56	6	0	0
June 2037	22	0	0	0	0	100	0	0	0	0	100	0	0	0	0	100	34	4	0	0
June 2038	0	0	0	0	0	0	0	0	0	0	66	0	0	0	0	100	14	1	0	0
June 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)	27.3	17.4	2.7	1.8	1.1	28.7	22.7	6.3	3.4	2.0	29.1	24.3	10.5	4.0	2.2	29.6	27.3	19.1	5.6	2.5

PSA Prepayment Assumption Rates																				
Distribution Date	Class HE				Class P				Classes PA, PB, PC, PD, PE, PG, PH and PI				Class PX							
	0%	100%	200%	400%	0%	100%	200%	400%	0%	100%	200%	250%	400%	0%	100%	200%	250%	400%		
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	
June 2010	100	100	92	92	92	98	95	95	95	95	98	94	94	94	94	100	100	100	100	100
June 2011	100	100	75	75	75	96	87	87	87	87	95	83	83	83	83	100	100	100	100	100
June 2012	100	100	55	55	0	95	78	78	78	77	93	71	71	71	70	100	100	100	100	100
June 2013	100	100	38	38	0	93	69	69	69	58	90	59	59	59	44	100	100	100	100	100
June 2014	100	100	24	24	0	90	60	60	60	43	87	48	48	48	24	100	100	100	100	100
June 2015	100	100	13	13	0	88	52	52	52	32	84	37	37	37	10	100	100	100	100	100
June 2016	100	100	5	5	0	86	45	45	45	24	81	27	27	27	0	100	100	100	100	97
June 2017	100	100	0	0	0	83	38	38	38	18	77	18	18	18	0	100	100	100	100	72
June 2018	100	99	0	0	0	80	32	32	32	13	74	9	9	9	0	100	100	100	100	53
June 2019	100	86	0	0	0	77	26	26	26	10	70	2	2	2	0	100	100	100	100	39
June 2020	100	64	0	0	0	74	22	22	22	7	66	0	0	0	0	100	88	88	88	29
June 2021	100	33	0	0	0	71	18	18	18	5	61	0	0	0	0	100	72	72	72	21
June 2022	100	0	0	0	0	67	15	15	15	4	57	0	0	0	0	100	59	59	59	16
June 2023	100	0	0	0	0	64	12	12	12	3	52	0	0	0	0	100	48	48	48	11
June 2024	100	0	0	0	0	60	10	10	10	2	47	0	0	0	0	100	39	39	39	8
June 2025	100	0	0	0	0	56	8	8	8	1	41	0	0	0	0	100	32	32	32	6
June 2026	100	0	0	0	0	51	6	6	6	1	35	0	0	0	0	100	26	26	26	4
June 2027	100	0	0	0	0	46	5	5	5	1	29	0	0	0	0	100	21	21	21	3
June 2028	100	0	0	0	0	41	4	4	4	1	22	0	0	0	0	100	16	16	16	2
June 2029	100	0	0	0	0	36	3	3	3	0	15	0	0	0	0	100	13	13	13	2
June 2030	100	0	0	0	0	30	2	2	2	0	8	0	0	0	0	100	10	10	10	1
June 2031	100	0	0	0	0	24	2	2	2	0	0	0	0	0	0	99	8	8	8	1
June 2032	100	0	0	0	0	18	1	1	1	0	0	0	0	0	0	73	6	6	6	1
June 2033	100	0	0	0	0	11	1	1	1	0	0	0	0	0	0	46	4	4	4	0
June 2034	100	0	0	0	0	4	1	1	1	0	0	0	0	0	0	17	3	3	3	0
June 2035	18	0	0	0	0	1	1	1	1	0	0	0	0	0	0	2	2	2	2	0
June 2036	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	1	1	1	1	0
June 2037	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	1	1	1	1	0
June 2038	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average																				
Life (years)	25.8	11.4	3.5	3.5	2.4	15.9	7.4	7.4	7.4	5.3	13.3	5.0	5.0	5.0	3.8	23.9	15.0	15.0	15.0	10.2

**Security Group 1  
PSA Prepayment Assumption Rates**

Distribution Date	Classes TA, TB, TC, TD, TE, TG, TH, TI and TL					Class TM					Class TN					Class TX					
	0%	100%	200%	250%	400%	0%	100%	200%	250%	400%	0%	100%	200%	250%	400%	0%	100%	200%	250%	400%	
	Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
June 2010	97	92	92	92	92	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
June 2011	94	79	79	79	79	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
June 2012	91	63	63	63	62	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
June 2013	88	48	48	48	30	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
June 2014	84	34	34	34	5	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
June 2015	80	21	21	21	0	100	100	100	100	100	76	100	100	100	100	100	100	100	100	100	81
June 2016	76	9	9	9	0	100	100	100	100	51	100	100	100	100	100	100	100	100	100	100	60
June 2017	72	0	0	0	0	100	95	95	95	31	100	100	100	100	100	100	96	96	96	96	44
June 2018	67	0	0	0	0	100	75	75	75	17	100	100	100	100	100	100	80	80	80	80	33
June 2019	62	0	0	0	0	100	58	58	58	7	100	100	100	100	100	100	66	66	66	66	24
June 2020	57	0	0	0	0	100	44	44	44	0	100	100	100	100	95	100	54	54	54	54	18
June 2021	52	0	0	0	0	100	32	32	32	0	100	100	100	100	70	100	45	45	45	45	13
June 2022	46	0	0	0	0	100	22	22	22	0	100	100	100	100	51	100	37	37	37	37	10
June 2023	40	0	0	0	0	100	14	14	14	0	100	100	100	100	37	100	30	30	30	30	7
June 2024	33	0	0	0	0	100	7	7	7	0	100	100	100	100	27	100	24	24	24	24	5
June 2025	26	0	0	0	0	100	1	1	1	0	100	100	100	100	20	100	20	20	20	20	4
June 2026	19	0	0	0	0	100	0	0	0	0	100	84	84	84	14	100	16	16	16	16	3
June 2027	11	0	0	0	0	100	0	0	0	0	100	68	68	68	10	100	13	13	13	13	2
June 2028	3	0	0	0	0	100	0	0	0	0	100	54	54	54	7	100	10	10	10	10	1
June 2029	0	0	0	0	0	89	0	0	0	0	100	42	42	42	5	91	8	8	8	8	1
June 2030	0	0	0	0	0	71	0	0	0	0	100	33	33	33	4	77	6	6	6	6	1
June 2031	0	0	0	0	0	53	0	0	0	0	100	25	25	25	2	62	5	5	5	5	0
June 2032	0	0	0	0	0	33	0	0	0	0	100	19	19	19	2	45	4	4	4	4	0
June 2033	0	0	0	0	0	12	0	0	0	0	100	14	14	14	1	28	3	3	3	3	0
June 2034	0	0	0	0	0	0	0	0	0	0	55	10	10	10	1	10	2	2	2	2	0
June 2035	0	0	0	0	0	0	0	0	0	0	7	7	7	7	0	1	1	1	1	1	0
June 2036	0	0	0	0	0	0	0	0	0	0	5	5	5	5	0	1	1	1	1	1	0
June 2037	0	0	0	0	0	0	0	0	0	0	3	3	3	3	0	0	0	0	0	0	0
June 2038	0	0	0	0	0	0	0	0	0	0	1	1	1	1	0	0	0	0	0	0	0
June 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	11.5	4.0	4.0	4.0	3.2	22.1	11.0	11.0	11.0	7.3	25.2	20.2	20.2	20.2	14.0	22.7	12.7	12.7	12.7	12.7	8.6

**Security Group 2  
PSA Prepayment Assumption Rates**

Distribution Date	Classes FA, FB and FI					Classes FM and SM					Class GC					Class GE					
	0%	150%	300%	350%	600%	0%	150%	300%	350%	600%	0%	150%	300%	350%	600%	0%	150%	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
June 2010	99	90	81	78	63	99	90	81	78	64	98	86	86	86	86	100	99	67	56	2	2
June 2011	97	80	65	61	40	97	81	66	61	40	96	73	73	73	57	100	98	43	26	0	0
June 2012	96	72	53	47	25	96	72	53	47	25	94	61	61	61	35	100	97	27	6	0	0
June 2013	94	64	42	37	16	94	65	43	37	16	91	51	51	51	22	100	96	16	0	0	0
June 2014	92	58	34	28	10	92	58	34	28	10	89	41	41	40	14	100	96	11	0	0	0
June 2015	90	51	27	22	6	90	51	28	22	6	86	32	32	31	9	100	95	9	0	0	0
June 2016	88	46	22	17	4	88	46	22	17	4	83	25	25	24	5	100	93	8	0	0	0
June 2017	86	40	18	13	2	86	41	18	13	2	80	19	19	18	3	100	89	6	0	0	0
June 2018	84	36	14	10	2	84	36	14	10	2	77	15	15	14	2	100	84	4	0	0	0
June 2019	81	32	11	8	1	82	32	11	8	1	73	12	12	11	1	100	78	3	0	0	0
June 2020	79	28	9	6	1	79	28	9	6	1	70	9	9	8	0	100	71	1	0	0	0
June 2021	76	24	7	4	0	76	25	7	5	0	66	7	7	6	0	100	64	0	0	0	0
June 2022	73	21	6	3	0	73	22	6	3	0	62	5	5	5	0	100	57	0	0	0	0
June 2023	70	19	4	3	0	70	19	4	3	0	57	4	4	3	0	100	50	0	0	0	0
June 2024	66	16	3	2	0	67	16	3	2	0	52	3	3	2	0	100	43	0	0	0	0
June 2025	63	14	3	1	0	63	14	3	1	0	47	2	2	2	0	100	37	0	0	0	0
June 2026	59	12	2	1	0	59	12	2	1	0	42	1	1	1	0	100	31	0	0	0	0
June 2027	55	10	2	1	0	55	10	2	1	0	36	1	1	1	0	100	26	0	0	0	0
June 2028	50	8	1	1	0	51	9	1	1	0	30	1	1	1	0	100	21	0	0	0	0
June 2029	46	7	1	0	0	47	7	1	0	0	23	0	0	0	0	100	16	0	0	0	0
June 2030	41	6	1	0	0	42	6	1	0	0	16	0	0	0	0	100	12	0	0	0	0
June 2031	35	4	0	0	0	36	5	0	0	0	9	0	0	0	0	100	8	0	0	0	0
June 2032	30	3	0	0	0	31	4	0	0	0	1	0	0	0	0	100	4	0	0	0	0
June 2033	24	2	0	0	0	25	3	0	0	0	0	0	0	0	0	80	1	0	0	0	0
June 2034	17	2	0	0	0	19	2	0	0	0	0	0	0	0	0	57	0	0	0	0	0
June 2035	10	1	0	0	0	12	1	0	0	0	0	0	0	0	0	32	0	0	0	0	0
June 2036	3	0	0	0	0	5	0	0	0	0	0	0	0	0	0	6	0	0	0	0	0
June 2037	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	17.5	8.0	4.6	3.9	2.2	17.7	8.0	4.6	3.9	2.2	14.3	5.0	5.0	4.9	2.8	25.3	14.2	2.4	1.3	0.5	0.5

**Security Group 2  
PSA Prepayment Assumption Rates**

Distribution Date	Class GH					Class GX					Class WA				
	0%	150%	300%	350%	600%	0%	150%	300%	350%	600%	0%	150%	300%	350%	600%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
June 2010	100	100	100	100	100	100	100	100	100	100	99	90	81	78	63
June 2011	100	100	100	100	0	100	100	100	100	100	97	81	65	61	40
June 2012	100	100	100	100	0	100	100	100	100	100	96	72	53	47	25
June 2013	100	100	100	34	0	100	100	100	100	100	94	64	43	37	16
June 2014	100	100	100	0	0	100	100	100	100	100	92	58	34	28	10
June 2015	100	100	100	0	0	100	100	100	100	100	90	51	27	22	6
June 2016	100	100	100	0	0	100	100	100	100	100	88	46	22	17	4
June 2017	100	100	100	0	0	100	100	100	100	100	86	41	18	13	2
June 2018	100	100	100	0	0	100	100	100	100	100	84	36	14	10	2
June 2019	100	100	100	0	0	100	100	100	100	100	81	32	11	8	1
June 2020	100	100	100	0	0	100	100	100	100	100	79	28	9	6	1
June 2021	100	100	100	0	0	100	100	100	100	100	76	25	7	4	0
June 2022	100	100	86	0	0	100	100	100	100	95	73	21	6	3	0
June 2023	100	100	72	0	0	100	100	100	100	58	70	19	4	3	0
June 2024	100	100	59	0	0	100	100	100	100	36	67	16	3	2	0
June 2025	100	100	48	0	0	100	100	100	100	21	63	14	3	1	0
June 2026	100	100	39	0	0	100	100	100	100	13	59	12	2	1	0
June 2027	100	100	31	0	0	100	100	100	100	8	55	10	2	1	0
June 2028	100	100	24	0	0	100	100	100	100	5	51	8	1	1	0
June 2029	100	100	19	0	0	100	100	100	100	3	46	7	1	0	0
June 2030	100	100	14	0	0	100	100	100	100	2	41	6	1	0	0
June 2031	100	100	11	0	0	100	100	100	86	1	36	5	0	0	0
June 2032	100	100	8	0	0	100	68	68	57	0	30	3	0	0	0
June 2033	100	100	5	0	0	43	43	43	36	0	24	3	0	0	0
June 2034	100	79	3	0	0	25	25	25	21	0	18	2	0	0	0
June 2035	100	44	2	0	0	12	12	12	10	0	11	1	0	0	0
June 2036	100	14	1	0	0	3	3	3	3	0	4	0	0	0	0
June 2037	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	27.4	25.9	16.7	3.9	1.1	24.2	24.0	24.0	23.7	14.9	17.6	8.0	4.6	3.9	2.2

**Security Group 3  
PSA Prepayment Assumption Rates**

Distribution Date	Classes AP, BI, BP, DP, FP and SP					Classes EF, EO, EP and ES					Classes FC, FE, FG, SC and SG					Classes GF, GO, GP and GS				
	0%	200%	300%	500%	600%	0%	200%	300%	500%	600%	0%	200%	300%	500%	600%	0%	200%	300%	500%	600%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
June 2010	99	91	91	91	91	98	91	91	91	91	99	94	92	87	85	100	100	100	100	100
June 2011	97	77	77	77	77	97	74	74	74	74	98	84	78	66	60	100	100	100	100	100
June 2012	95	60	60	60	58	95	56	56	56	53	97	73	63	46	38	100	100	100	100	100
June 2013	94	45	45	45	36	93	40	40	40	29	96	64	51	31	24	100	100	100	100	100
June 2014	92	33	33	33	23	91	26	26	26	15	95	55	41	22	15	100	100	100	100	100
June 2015	90	22	22	22	14	89	14	14	14	5	93	48	33	15	10	100	100	100	100	100
June 2016	88	15	15	15	9	86	6	6	6	0	92	41	27	10	6	100	100	100	100	92
June 2017	85	10	10	10	5	84	1	1	1	0	90	35	21	7	4	100	100	100	100	56
June 2018	83	7	7	7	3	81	0	0	0	0	89	30	17	5	2	100	73	73	73	34
June 2019	80	5	5	5	2	78	0	0	0	0	87	26	14	3	1	100	49	49	49	20
June 2020	77	3	3	3	1	74	0	0	0	0	85	22	11	2	1	100	32	32	32	11
June 2021	74	2	2	2	1	71	0	0	0	0	83	19	9	2	1	100	21	21	21	5
June 2022	70	1	1	1	0	67	0	0	0	0	80	16	7	1	0	100	13	13	13	2
June 2023	67	1	1	1	0	63	0	0	0	0	78	14	6	1	0	100	7	7	7	0
June 2024	63	0	0	0	0	59	0	0	0	0	75	12	4	0	0	100	4	4	4	0
June 2025	58	0	0	0	0	54	0	0	0	0	73	10	3	0	0	100	1	1	1	0
June 2026	54	0	0	0	0	49	0	0	0	0	70	8	3	0	0	100	0	0	0	0
June 2027	49	0	0	0	0	43	0	0	0	0	66	7	2	0	0	100	0	0	0	0
June 2028	43	0	0	0	0	37	0	0	0	0	63	6	2	0	0	100	0	0	0	0
June 2029	37	0	0	0	0	31	0	0	0	0	59	5	1	0	0	100	0	0	0	0
June 2030	31	0	0	0	0	24	0	0	0	0	55	4	1	0	0	100	0	0	0	0
June 2031	24	0	0	0	0	16	0	0	0	0	50	3	1	0	0	100	0	0	0	0
June 2032	17	0	0	0	0	8	0	0	0	0	46	2	1	0	0	100	0	0	0	0
June 2033	9	0	0	0	0	0	0	0	0	0	40	2	0	0	0	97	0	0	0	0
June 2034	1	0	0	0	0	0	0	0	0	0	35	1	0	0	0	8	0	0	0	0
June 2035	0	0	0	0	0	0	0	0	0	0	29	1	0	0	0	0	0	0	0	0
June 2036	0	0	0	0	0	0	0	0	0	0	22	1	0	0	0	0	0	0	0	0
June 2037	0	0	0	0	0	0	0	0	0	0	16	0	0	0	0	0	0	0	0	0
June 2038	0	0	0	0	0	0	0	0	0	0	8	0	0	0	0	0	0	0	0	0
June 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)	16.3	4.2	4.2	4.2	3.7	15.4	3.6	3.6	3.6	3.2	20.2	7.4	5.4	3.5	3.0	24.5	10.5	10.5	10.5	8.7

**Security Group 3  
PSA Prepayment Assumption Rates**

Distribution Date	Class LN					Class LY					Class VN					Class ZN				
	0%	200%	300%	500%	600%	0%	200%	300%	500%	600%	0%	200%	300%	500%	600%	0%	200%	300%	500%	600%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
June 2010	100	100	93	80	73	100	100	100	100	100	93	92	82	82	82	105	105	101	78	66
June 2011	100	99	81	45	28	100	100	100	100	100	86	83	54	54	54	110	110	100	39	10
June 2012	100	98	69	17	0	100	100	100	100	100	78	74	27	27	0	116	116	99	10	0
June 2013	100	98	61	4	0	100	100	100	100	100	70	65	6	6	0	122	122	102	3	0
June 2014	100	98	57	0	0	100	100	100	100	100	61	56	0	0	0	128	128	99	0	0
June 2015	100	96	54	0	0	100	100	100	100	100	52	42	0	0	0	135	135	93	0	0
June 2016	100	90	48	0	0	100	100	100	100	100	43	20	0	0	0	142	142	83	0	0
June 2017	100	83	42	0	0	100	100	100	100	100	33	0	0	0	0	149	144	73	0	0
June 2018	100	75	36	0	0	100	100	100	100	100	22	0	0	0	0	157	130	63	0	0
June 2019	100	67	31	0	0	100	100	100	100	100	11	0	0	0	0	165	116	53	0	0
June 2020	100	59	26	0	0	100	100	100	100	100	0	0	0	0	0	173	102	44	0	0
June 2021	100	52	21	0	0	100	100	100	100	100	0	0	0	0	0	173	89	37	0	0
June 2022	100	45	17	0	0	100	100	100	100	100	0	0	0	0	0	173	78	30	0	0
June 2023	100	39	14	0	0	100	100	100	100	93	0	0	0	0	0	173	67	24	0	0
June 2024	100	33	11	0	0	100	100	100	100	57	0	0	0	0	0	173	57	20	0	0
June 2025	100	28	9	0	0	100	100	100	100	35	0	0	0	0	0	173	49	16	0	0
June 2026	100	24	7	0	0	100	89	89	89	21	0	0	0	0	0	173	41	12	0	0
June 2027	100	20	6	0	0	100	59	59	59	13	0	0	0	0	0	173	34	10	0	0
June 2028	100	16	4	0	0	100	39	39	39	8	0	0	0	0	0	173	29	8	0	0
June 2029	100	14	3	0	0	100	25	25	25	5	0	0	0	0	0	173	23	6	0	0
June 2030	100	11	3	0	0	100	16	16	16	3	0	0	0	0	0	173	19	4	0	0
June 2031	100	9	2	0	0	100	10	10	10	2	0	0	0	0	0	173	15	3	0	0
June 2032	100	7	1	0	0	100	7	7	7	1	0	0	0	0	0	173	12	2	0	0
June 2033	100	5	1	0	0	100	4	4	4	1	0	0	0	0	0	173	9	2	0	0
June 2034	100	4	1	0	0	100	2	2	2	0	0	0	0	0	0	173	7	1	0	0
June 2035	85	3	0	0	0	1	1	1	1	0	0	0	0	0	0	146	5	1	0	0
June 2036	66	2	0	0	0	1	1	1	1	0	0	0	0	0	0	114	3	1	0	0
June 2037	46	1	0	0	0	0	0	0	0	0	0	0	0	0	0	79	2	0	0	0
June 2038	24	0	0	0	0	0	0	0	0	0	0	0	0	0	0	41	1	0	0	0
June 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)	27.7	13.3	7.5	2.0	1.5	25.2	19.1	19.1	19.1	15.9	6.0	4.8	2.2	2.2	1.8	27.7	14.5	11.0	1.8	1.3

**Security Group 4  
PSA Prepayment Assumption Rates**

Distribution Date	Class J					Classes JA, JB, JC, JD, JE, JG, JH, JL, JL and JM					Class JX					Class KM				
	0%	100%	225%	300%	500%	0%	100%	225%	300%	500%	0%	100%	225%	300%	500%	0%	100%	225%	300%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
June 2010	98	94	94	94	94	98	93	93	93	93	100	100	100	100	100	100	100	90	90	90
June 2011	96	85	85	85	85	96	82	82	82	82	100	100	100	100	100	100	100	71	71	71
June 2012	95	75	75	75	69	93	70	70	70	63	100	100	100	100	100	100	100	50	50	0
June 2013	92	65	65	65	48	91	58	58	58	37	100	100	100	100	100	100	100	33	33	0
June 2014	90	56	56	56	33	88	47	47	47	19	100	100	100	100	100	100	100	20	20	0
June 2015	88	48	48	48	22	85	37	37	37	6	100	100	100	100	100	100	100	10	10	0
June 2016	85	40	40	40	15	82	27	27	27	0	100	100	100	100	90	100	100	3	3	0
June 2017	83	32	32	32	10	79	18	18	18	0	100	100	100	100	62	100	100	0	0	0
June 2018	80	26	26	26	7	76	10	10	10	0	100	100	100	100	42	100	96	0	0	0
June 2019	77	20	20	20	5	72	4	4	4	0	100	100	100	100	29	100	87	0	0	0
June 2020	73	16	16	16	3	68	0	0	0	0	100	96	96	96	19	99	74	0	0	0
June 2021	70	13	13	13	2	64	0	0	0	0	100	76	76	76	13	88	48	0	0	0
June 2022	66	10	10	10	2	59	0	0	0	0	100	60	60	60	9	77	19	0	0	0
June 2023	62	8	8	8	1	55	0	0	0	0	100	47	47	47	6	64	0	0	0	0
June 2024	58	6	6	6	1	49	0	0	0	0	100	37	37	37	4	51	0	0	0	0
June 2025	54	5	5	5	0	44	0	0	0	0	100	29	29	29	3	37	0	0	0	0
June 2026	49	4	4	4	0	38	0	0	0	0	100	23	23	23	2	23	0	0	0	0
June 2027	44	3	3	3	0	32	0	0	0	0	100	18	18	18	1	7	0	0	0	0
June 2028	38	2	2	2	0	25	0	0	0	0	100	13	13	13	1	0	0	0	0	0
June 2029	32	2	2	2	0	18	0	0	0	0	100	10	10	10	1	0	0	0	0	0
June 2030	26	1	1	1	0	11	0	0	0	0	100	8	8	8	0	0	0	0	0	0
June 2031	19	1	1	1	0	3	0	0	0	0	100	6	6	6	0	0	0	0	0	0
June 2032	12	1	1	1	0	0	0	0	0	0	72	4	4	4	0	0	0	0	0	0
June 2033	5	1	1	1	0	0	0	0	0	0	28	3	3	3	0	0	0	0	0	0
June 2034	0	0	0	0	0	0	0	0	0	0	2	2	2	2	0	0	0	0	0	0
June 2035	0	0	0	0	0	0	0	0	0	0	1	1	1	1	0	0	0	0	0	0
June 2036	0	0	0	0	0	0	0	0	0	0	1	1	1	1	0	0	0	0	0	0
June 2037	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	15.5	6.7	6.7	6.7	4.5	13.8	5.0	5.0	5.0	3.5	23.6	14.9	14.9	14.9	9.3	15.0	11.7	3.3	3.3	2.0

**Security Group 4  
PSA Prepayment Assumption Rates**

Distribution Date	Class NA					Class NB					Class NC					Class ND				
	0%	100%	225%	300%	500%	0%	100%	225%	300%	500%	0%	100%	225%	300%	500%	0%	100%	225%	300%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
June 2010	85	50	50	50	50	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
June 2011	69	0	0	0	0	100	95	95	95	95	100	100	100	100	100	100	100	100	100	100
June 2012	51	0	0	0	0	100	81	81	81	73	100	100	100	100	100	100	100	100	100	100
June 2013	33	0	0	0	0	100	67	67	67	43	100	100	100	100	100	100	100	100	100	100
June 2014	13	0	0	0	0	100	55	55	55	22	100	100	100	100	100	100	100	100	100	100
June 2015	0	0	0	0	0	99	43	43	43	8	100	100	100	100	100	100	100	100	100	100
June 2016	0	0	0	0	0	95	31	31	31	0	100	100	100	100	65	100	100	100	100	100
June 2017	0	0	0	0	0	92	21	21	21	0	100	100	100	100	0	100	100	100	100	86
June 2018	0	0	0	0	0	88	12	12	12	0	100	100	100	100	0	100	100	100	100	59
June 2019	0	0	0	0	0	83	5	5	5	0	100	100	100	100	0	100	100	100	100	40
June 2020	0	0	0	0	0	79	0	0	0	0	100	85	85	85	0	100	100	100	100	27
June 2021	0	0	0	0	0	74	0	0	0	0	100	15	15	15	0	100	100	100	100	18
June 2022	0	0	0	0	0	69	0	0	0	0	100	0	0	0	0	100	84	84	84	12
June 2023	0	0	0	0	0	63	0	0	0	0	100	0	0	0	0	100	66	66	66	8
June 2024	0	0	0	0	0	57	0	0	0	0	100	0	0	0	0	100	52	52	52	6
June 2025	0	0	0	0	0	51	0	0	0	0	100	0	0	0	0	100	41	41	41	4
June 2026	0	0	0	0	0	44	0	0	0	0	100	0	0	0	0	100	32	32	32	2
June 2027	0	0	0	0	0	37	0	0	0	0	100	0	0	0	0	100	24	24	24	2
June 2028	0	0	0	0	0	29	0	0	0	0	100	0	0	0	0	100	19	19	19	1
June 2029	0	0	0	0	0	21	0	0	0	0	100	0	0	0	0	100	14	14	14	1
June 2030	0	0	0	0	0	13	0	0	0	0	100	0	0	0	0	100	11	11	11	0
June 2031	0	0	0	0	0	3	0	0	0	0	100	0	0	0	0	100	8	8	8	0
June 2032	0	0	0	0	0	0	0	0	0	0	1	0	0	0	0	100	6	6	6	0
June 2033	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	38	4	4	4	0
June 2034	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	3	3	3	3	0
June 2035	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	2	2	2	2	0
June 2036	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	1	1	1	1	0
June 2037	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	1	1	1	1	0
June 2038	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	3.0	1.0	1.0	1.0	1.0	15.5	5.6	5.6	5.6	3.9	22.7	11.5	11.5	11.5	7.2	23.9	16.2	16.2	16.2	10.2

**PSA Prepayment Assumption Rates**

Distribution Date	Classes NE, NH, NI, NJ, NL and NM					Class VM					Class ZK					Class ZM				
	0%	100%	225%	300%	500%	0%	100%	225%	300%	500%	0%	100%	225%	300%	500%	0%	100%	225%	300%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
June 2010	100	100	100	100	100	93	93	86	86	86	105	105	0	0	0	105	105	97	85	52
June 2011	100	96	96	96	96	86	86	66	66	21	110	110	0	0	0	110	110	89	55	0
June 2012	100	82	82	82	74	78	78	44	44	0	116	116	0	0	0	116	116	81	27	0
June 2013	100	69	69	69	46	70	70	26	26	0	122	122	0	0	0	122	122	77	11	0
June 2014	100	57	57	57	27	61	61	10	10	0	128	128	0	0	0	128	128	77	5	0
June 2015	99	46	46	46	13	52	52	0	0	0	135	135	0	0	0	135	135	77	3	0
June 2016	96	36	36	36	4	43	43	0	0	0	142	142	0	0	0	142	142	74	0	0
June 2017	92	26	26	26	0	33	33	0	0	0	149	147	0	0	0	149	149	71	0	0
June 2018	88	18	18	18	0	22	22	0	0	0	157	52	0	0	0	157	157	66	0	0
June 2019	84	11	11	11	0	11	11	0	0	0	165	0	0	0	0	165	165	61	0	0
June 2020	80	5	5	5	0	0	0	0	0	0	161	0	0	0	0	173	173	56	0	0
June 2021	75	1	1	1	0	0	0	0	0	0	0	0	0	0	0	182	182	50	0	0
June 2022	71	0	0	0	0	0	0	0	0	0	0	0	0	0	0	191	191	44	0	0
June 2023	65	0	0	0	0	0	0	0	0	0	0	0	0	0	0	201	192	39	0	0
June 2024	60	0	0	0	0	0	0	0	0	0	0	0	0	0	0	211	178	34	0	0
June 2025	54	0	0	0	0	0	0	0	0	0	0	0	0	0	0	222	163	29	0	0
June 2026	48	0	0	0	0	0	0	0	0	0	0	0	0	0	0	234	148	25	0	0
June 2027	41	0	0	0	0	0	0	0	0	0	0	0	0	0	0	246	133	21	0	0
June 2028	34	0	0	0	0	0	0	0	0	0	0	0	0	0	0	251	119	18	0	0
June 2029	26	0	0	0	0	0	0	0	0	0	0	0	0	0	0	251	105	15	0	0
June 2030	18	0	0	0	0	0	0	0	0	0	0	0	0	0	0	251	92	12	0	0
June 2031	9	0	0	0	0	0	0	0	0	0	0	0	0	0	0	251	79	10	0	0
June 2032	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	251	66	8	0	0
June 2033	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	251	55	6	0	0
June 2034	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	233	44	4	0	0
June 2035	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	193	33	3	0	0
June 2036	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	149	23	2	0	0
June 2037	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	103	14	1	0	0
June 2038	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	53	5	0	0	0
June 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)	15.9	6.0	6.0	6.0	4.1	6.0	6.0	2.8	2.8	1.6	11.3	8.8	0.3	0.3	0.3	27.5	20.9	11.9	2.4	1.0

**Security Group 5  
PSA Prepayment Assumption Rates**

Distribution Date	Classes DA, DB, DC, DE, DG, DH, DI, DJ, DL and DM					Classes DV, VA, VB, VC, VE and VI					Class DZ					Classes EA, EB, EC, EG, EH, EI, EJ, EK, EL and EM					
	0%	100%	225%	350%	500%	0%	100%	225%	350%	500%	0%	100%	225%	350%	500%	0%	100%	225%	350%	500%	
	Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
June 2010	98	95	91	87	82	93	93	93	93	93	105	105	105	105	105	98	95	91	88	84	84
June 2011	97	87	76	65	53	86	86	86	86	86	110	110	110	110	110	95	87	77	68	57	57
June 2012	95	78	59	42	25	78	78	78	78	78	116	116	116	116	116	93	78	62	47	32	32
June 2013	93	69	45	25	5	70	70	70	70	70	122	122	122	122	122	90	69	48	31	14	14
June 2014	91	61	32	11	0	61	61	61	61	11	128	128	128	128	128	87	61	36	17	1	1
June 2015	89	53	22	0	0	52	52	52	51	0	135	135	135	135	93	84	53	26	7	0	0
June 2016	87	46	13	0	0	43	43	43	0	0	142	142	142	133	64	81	45	17	0	0	0
June 2017	84	39	5	0	0	33	33	33	0	0	149	149	149	103	44	77	38	9	0	0	0
June 2018	82	33	0	0	0	22	22	11	0	0	157	157	157	79	30	74	31	2	0	0	0
June 2019	79	27	0	0	0	11	11	0	0	0	165	165	139	61	20	70	24	0	0	0	0
June 2020	76	21	0	0	0	0	0	0	0	0	173	173	116	47	14	66	18	0	0	0	0
June 2021	71	14	0	0	0	0	0	0	0	0	182	182	97	36	9	61	12	0	0	0	0
June 2022	66	7	0	0	0	0	0	0	0	0	191	191	81	27	6	57	6	0	0	0	0
June 2023	60	0	0	0	0	0	0	0	0	0	201	201	68	21	4	52	0	0	0	0	0
June 2024	54	0	0	0	0	0	0	0	0	0	211	182	56	16	3	47	0	0	0	0	0
June 2025	48	0	0	0	0	0	0	0	0	0	222	163	46	12	2	41	0	0	0	0	0
June 2026	41	0	0	0	0	0	0	0	0	0	234	145	38	9	1	35	0	0	0	0	0
June 2027	34	0	0	0	0	0	0	0	0	0	246	129	31	7	1	29	0	0	0	0	0
June 2028	26	0	0	0	0	0	0	0	0	0	258	113	25	5	1	23	0	0	0	0	0
June 2029	18	0	0	0	0	0	0	0	0	0	271	99	20	4	0	16	0	0	0	0	0
June 2030	9	0	0	0	0	0	0	0	0	0	285	85	16	3	0	8	0	0	0	0	0
June 2031	0	0	0	0	0	0	0	0	0	0	300	72	12	2	0	0	0	0	0	0	0
June 2032	0	0	0	0	0	0	0	0	0	0	271	60	10	1	0	0	0	0	0	0	0
June 2033	0	0	0	0	0	0	0	0	0	0	239	49	7	1	0	0	0	0	0	0	0
June 2034	0	0	0	0	0	0	0	0	0	0	206	39	5	1	0	0	0	0	0	0	0
June 2035	0	0	0	0	0	0	0	0	0	0	170	29	4	0	0	0	0	0	0	0	0
June 2036	0	0	0	0	0	0	0	0	0	0	131	20	2	0	0	0	0	0	0	0	0
June 2037	0	0	0	0	0	0	0	0	0	0	90	12	1	0	0	0	0	0	0	0	0
June 2038	0	0	0	0	0	0	0	0	0	0	47	4	0	0	0	0	0	0	0	0	0
June 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	14.5	6.8	3.9	2.8	2.2	6.0	6.0	5.8	4.8	3.9	26.4	20.5	14.4	10.5	7.8	13.4	6.7	4.2	3.1	2.4	2.4

**Security Group 6  
PSA Prepayment Assumption Rates**

Distribution Date	Classes AB, AC, AD, AE, AG, AH, AI, AJ, AL and AM					Classes FD, SD, SE and SI					Classes IV, MV, VH, VK, VL and VP					Class JN					
	0%	100%	225%	300%	500%	0%	100%	225%	300%	500%	0%	100%	225%	300%	500%	0%	100%	225%	300%	500%	
	Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
June 2010	98	95	92	90	84	99	96	94	92	87	93	93	93	93	93	84	43	43	43	43	43
June 2011	96	87	78	72	58	98	91	83	78	66	86	86	86	86	86	66	0	0	0	0	0
June 2012	94	79	63	54	34	97	84	70	63	45	78	78	78	78	78	47	0	0	0	0	0
June 2013	91	70	50	39	16	95	78	60	51	31	70	70	70	70	70	27	0	0	0	0	0
June 2014	88	62	38	26	4	94	72	51	41	22	61	61	61	61	32	5	0	0	0	0	0
June 2015	86	55	28	16	0	93	66	43	33	15	52	52	52	52	0	0	0	0	0	0	0
June 2016	83	48	19	7	0	91	61	37	26	10	43	43	43	43	0	0	0	0	0	0	0
June 2017	80	41	11	0	0	89	56	31	21	7	33	33	33	0	0	0	0	0	0	0	0
June 2018	76	34	5	0	0	88	52	26	17	5	22	22	22	0	0	0	0	0	0	0	0
June 2019	73	28	0	0	0	86	47	22	14	3	11	11	0	0	0	0	0	0	0	0	0
June 2020	69	22	0	0	0	84	43	19	11	2	0	0	0	0	0	0	0	0	0	0	0
June 2021	66	17	0	0	0	82	39	16	9	1	0	0	0	0	0	0	0	0	0	0	0
June 2022	64	13	0	0	0	79	36	13	7	1	0	0	0	0	0	0	0	0	0	0	0
June 2023	61	9	0	0	0	77	32	11	5	1	0	0	0	0	0	0	0	0	0	0	0
June 2024	58	5	0	0	0	74	29	9	4	0	0	0	0	0	0	0	0	0	0	0	0
June 2025	54	2	0	0	0	71	26	7	3	0	0	0	0	0	0	0	0	0	0	0	0
June 2026	51	0	0	0	0	68	23	6	3	0	0	0	0	0	0	0	0	0	0	0	0
June 2027	47	0	0	0	0	65	21	5	2	0	0	0	0	0	0	0	0	0	0	0	0
June 2028	43	0	0	0	0	61	18	4	2	0	0	0	0	0	0	0	0	0	0	0	0
June 2029	38	0	0	0	0	57	16	3	1	0	0	0	0	0	0	0	0	0	0	0	0
June 2030	33	0	0	0	0	53	14	3	1	0	0	0	0	0	0	0	0	0	0	0	0
June 2031	28	0	0	0	0	49	12	2	1	0	0	0	0	0	0	0	0	0	0	0	0
June 2032	23	0	0	0	0	44	10	2	0	0	0	0	0	0	0	0	0	0	0	0	0
June 2033	17	0	0	0	0	39	8	1	0	0	0	0	0	0	0	0	0	0	0	0	0
June 2034	11	0	0	0	0	34	6	1	0	0	0	0	0	0	0	0	0	0	0	0	0
June 2035	4	0	0	0	0	28	5	1	0	0	0	0	0	0	0	0	0	0	0	0	0
June 2036	0	0	0	0	0	22	3	0	0	0	0	0	0	0	0	0	0	0	0	0	0
June 2037	0	0	0	0	0	15	2	0	0	0	0	0	0	0	0	0	0	0	0	0	0
June 2038	0	0	0	0	0	8	1	0	0	0	0	0	0	0	0	0	0	0	0	0	0
June 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	15.8	7.2	4.3	3.6	2.5	19.9	11.0	6.7	5.4	3.5	6.0	6.0	5.9	5.4	4.1	2.8	0.9	0.9	0.9	0.9	0.9

**Security Group 6  
PSA Prepayment Assumption Rates**

Distribution Date	Class JP					Class JT					Class KW					Classes MA, MB, MC, MD, ME, MG, MH, MI, MJ and ML				
	0%	100%	225%	300%	500%	0%	100%	225%	300%	500%	0%	100%	225%	300%	500%	0%	100%	225%	300%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
June 2010	100	100	100	100	100	100	100	100	100	100	100	100	90	90	90	99	95	92	89	83
June 2011	100	94	94	94	94	100	100	100	100	100	99	99	70	70	70	97	88	77	71	55
June 2012	100	81	81	81	74	100	100	100	100	100	99	99	49	49	0	96	79	61	51	28
June 2013	100	69	69	69	46	100	100	100	100	100	99	99	33	33	0	94	70	47	35	9
June 2014	100	57	57	57	27	100	100	100	100	100	98	98	20	20	0	92	63	35	22	0
June 2015	98	46	46	46	14	100	100	100	100	100	98	98	10	10	0	90	55	25	11	0
June 2016	95	36	36	36	5	100	100	100	100	100	97	97	2	2	0	88	48	16	3	0
June 2017	92	27	27	27	0	100	100	100	100	91	97	97	0	0	0	86	42	9	0	0
June 2018	88	18	18	18	0	100	100	100	100	62	96	94	0	0	0	84	36	2	0	0
June 2019	84	12	12	12	0	100	100	100	100	43	96	87	0	0	0	81	30	0	0	0
June 2020	80	6	6	6	0	100	100	100	100	29	95	76	0	0	0	78	25	0	0	0
June 2021	76	2	2	2	0	100	100	100	100	20	87	56	0	0	0	76	20	0	0	0
June 2022	72	0	0	0	0	100	90	90	90	13	78	35	0	0	0	72	15	0	0	0
June 2023	67	0	0	0	0	100	71	71	71	9	69	12	0	0	0	69	10	0	0	0
June 2024	61	0	0	0	0	100	56	56	56	6	60	0	0	0	0	66	6	0	0	0
June 2025	56	0	0	0	0	100	44	44	44	4	50	0	0	0	0	62	2	0	0	0
June 2026	50	0	0	0	0	100	34	34	34	3	39	0	0	0	0	58	0	0	0	0
June 2027	43	0	0	0	0	100	26	26	26	2	28	0	0	0	0	53	0	0	0	0
June 2028	36	0	0	0	0	100	20	20	20	1	17	0	0	0	0	48	0	0	0	0
June 2029	29	0	0	0	0	100	15	15	15	1	5	0	0	0	0	43	0	0	0	0
June 2030	21	0	0	0	0	100	12	12	12	0	0	0	0	0	0	38	0	0	0	0
June 2031	12	0	0	0	0	100	9	9	9	0	0	0	0	0	0	32	0	0	0	0
June 2032	3	0	0	0	0	100	6	6	6	0	0	0	0	0	0	26	0	0	0	0
June 2033	0	0	0	0	0	54	5	5	5	0	0	0	0	0	0	19	0	0	0	0
June 2034	0	0	0	0	0	3	3	3	3	0	0	0	0	0	0	12	0	0	0	0
June 2035	0	0	0	0	0	2	2	2	2	0	0	0	0	0	0	4	0	0	0	0
June 2036	0	0	0	0	0	1	1	1	1	0	0	0	0	0	0	0	0	0	0	0
June 2037	0	0	0	0	0	1	1	1	1	0	0	0	0	0	0	0	0	0	0	0
June 2038	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	16.1	6.0	6.0	6.0	4.1	24.1	16.5	16.5	16.5	10.4	15.6	12.0	3.2	3.2	2.0	17.2	7.3	4.1	3.3	2.2

**PSA Prepayment Assumption Rates**

Distribution Date	Class MZ					Class VW					Class WZ					Class XZ				
	0%	100%	225%	300%	500%	0%	100%	225%	300%	500%	0%	100%	225%	300%	500%	0%	100%	225%	300%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
June 2010	105	105	105	105	105	93	93	93	93	93	105	105	0	0	0	105	105	93	80	44
June 2011	110	110	110	110	110	86	86	71	71	5	110	110	0	0	0	110	110	88	50	0
June 2012	116	116	116	116	116	78	78	47	47	0	116	116	0	0	0	116	116	83	24	0
June 2013	122	122	122	122	122	70	70	26	26	0	122	122	0	0	0	122	122	82	10	0
June 2014	128	128	128	128	128	61	61	9	9	0	128	128	0	0	0	128	128	84	4	0
June 2015	135	135	135	135	104	52	52	0	0	0	135	135	0	0	0	135	135	84	2	0
June 2016	142	142	142	142	71	43	43	0	0	0	142	142	0	0	0	142	142	81	0	0
June 2017	149	149	149	149	49	33	33	0	0	0	149	149	0	0	0	149	149	78	0	0
June 2018	157	157	157	120	33	22	22	0	0	0	157	157	0	0	0	157	157	73	0	0
June 2019	165	165	155	96	23	11	11	0	0	0	165	165	0	0	0	165	165	67	0	0
June 2020	173	173	131	76	16	0	0	0	0	0	173	173	0	0	0	173	173	61	0	0
June 2021	173	173	110	61	11	0	0	0	0	0	182	182	0	0	0	182	182	55	0	0
June 2022	173	173	92	48	7	0	0	0	0	0	191	191	0	0	0	191	191	49	0	0
June 2023	173	173	76	38	5	0	0	0	0	0	201	201	0	0	0	201	201	43	0	0
June 2024	173	173	63	30	3	0	0	0	0	0	211	16	0	0	0	211	198	38	0	0
June 2025	173	173	52	23	2	0	0	0	0	0	222	0	0	0	0	222	182	33	0	0
June 2026	173	165	43	18	1	0	0	0	0	0	234	0	0	0	0	234	165	28	0	0
June 2027	173	147	35	14	1	0	0	0	0	0	246	0	0	0	0	246	149	24	0	0
June 2028	173	129	29	11	1	0	0	0	0	0	258	0	0	0	0	258	133	20	0	0
June 2029	173	113	23	8	0	0	0	0	0	0	271	0	0	0	0	271	118	17	0	0
June 2030	173	98	18	6	0	0	0	0	0	0	160	0	0	0	0	276	103	14	0	0
June 2031	173	83	14	5	0	0	0	0	0	0	0	0	0	0	0	276	89	11	0	0
June 2032	173	70	11	3	0	0	0	0	0	0	0	0	0	0	0	276	75	9	0	0
June 2033	173	57	8	2	0	0	0	0	0	0	0	0	0	0	0	276	62	7	0	0
June 2034	173	46	6	2	0	0	0	0	0	0	0	0	0	0	0	264	49	5	0	0
June 2035	173	34	4	1	0	0	0	0	0	0	0	0	0	0	0	219	38	4	0	0
June 2036	151	24	3	1	0	0	0	0	0	0	0	0	0	0	0	170	26	2	0	0
June 2037	104	14	1	0	0	0	0	0	0	0	0	0	0	0	0	117	16	1	0	0
June 2038	54	5	0	0	0	0	0	0	0	0	0	0	0	0	0	61	6	0	0	0
June 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)	28.3	22.2	14.9	12.3	8.0	6.0	6.0	3.0	3.0	1.7	21.1	14.8	0.4	0.2	0.1	27.5	21.4	12.6	2.2	0.9

**Security Group 6  
PSA Prepayment Assumption Rates**

Distribution Date	Class ZW				
	0%	100%	225%	300%	500%
Initial Percent	100	100	100	100	100
June 2010	105	105	100	86	47
June 2011	110	110	94	54	0
June 2012	116	116	89	26	0
June 2013	122	122	88	10	0
June 2014	128	128	90	5	0
June 2015	135	135	90	2	0
June 2016	142	142	87	0	0
June 2017	149	149	83	0	0
June 2018	157	157	78	0	0
June 2019	165	165	72	0	0
June 2020	173	173	66	0	0
June 2021	182	182	59	0	0
June 2022	191	191	53	0	0
June 2023	201	201	47	0	0
June 2024	211	211	41	0	0
June 2025	222	195	35	0	0
June 2026	234	178	30	0	0
June 2027	246	160	26	0	0
June 2028	258	143	21	0	0
June 2029	271	127	18	0	0
June 2030	285	111	15	0	0
June 2031	297	95	12	0	0
June 2032	297	81	9	0	0
June 2033	297	67	7	0	0
June 2034	284	53	5	0	0
June 2035	235	40	4	0	0
June 2036	183	28	3	0	0
June 2037	126	17	1	0	0
June 2038	65	6	0	0	0
June 2039	0	0	0	0	0
Weighted Average Life (years)	27.5	21.7	13.0	2.3	0.9

**Security Group 7  
PSA Prepayment Assumption Rates**

Distribution Date	Classes CA, CG and CH					Class CB					Class CD					Class CP					
	0%	150%	225%	300%	500%	0%	150%	225%	300%	500%	0%	150%	225%	300%	500%	0%	150%	225%	300%	500%	
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	
June 2010	100	99	93	87	71	100	100	100	100	100	100	100	100	100	100	100	98	95	95	95	95
June 2011	100	96	77	58	9	100	100	100	100	100	100	100	100	100	100	97	85	85	85	85	
June 2012	100	93	58	25	0	100	100	100	100	0	100	100	100	100	100	95	72	72	72	59	
June 2013	100	90	44	2	0	100	100	100	100	0	100	100	100	100	100	93	61	61	61	37	
June 2014	100	88	34	0	0	100	100	100	0	0	100	100	100	100	100	91	50	50	50	21	
June 2015	100	87	27	0	0	100	100	100	0	0	100	100	100	100	100	88	41	41	37	10	
June 2016	100	86	23	0	0	100	100	100	0	0	100	100	100	100	100	86	32	32	27	3	
June 2017	100	85	21	0	0	100	100	100	0	0	100	100	100	100	84	83	24	24	19	0	
June 2018	100	83	20	0	0	100	100	100	0	0	100	100	100	100	57	80	17	17	13	0	
June 2019	100	79	18	0	0	100	100	100	0	0	100	100	100	100	39	78	11	11	8	0	
June 2020	100	74	15	0	0	100	100	100	0	0	100	100	100	100	26	74	7	7	3	0	
June 2021	100	69	13	0	0	100	100	100	0	0	100	100	100	100	18	71	3	3	0	0	
June 2022	100	63	11	0	0	100	100	100	0	0	100	98	98	79	12	67	0	0	0	0	
June 2023	100	57	8	0	0	100	100	100	0	0	100	79	79	62	8	64	0	0	0	0	
June 2024	100	51	6	0	0	100	100	100	0	0	100	63	63	49	5	59	0	0	0	0	
June 2025	100	44	4	0	0	100	100	100	0	0	100	50	50	38	4	55	0	0	0	0	
June 2026	100	38	2	0	0	100	100	100	0	0	100	40	40	30	2	50	0	0	0	0	
June 2027	100	33	0	0	0	100	100	98	0	0	100	31	31	23	2	45	0	0	0	0	
June 2028	100	27	0	0	0	100	100	83	0	0	100	25	25	18	1	40	0	0	0	0	
June 2029	100	22	0	0	0	100	100	69	0	0	100	19	19	14	1	35	0	0	0	0	
June 2030	100	17	0	0	0	100	100	57	0	0	100	15	15	10	0	28	0	0	0	0	
June 2031	100	13	0	0	0	100	100	47	0	0	100	11	11	8	0	22	0	0	0	0	
June 2032	100	9	0	0	0	100	100	37	0	0	100	8	8	6	0	15	0	0	0	0	
June 2033	100	5	0	0	0	100	100	29	0	0	100	6	6	4	0	8	0	0	0	0	
June 2034	100	1	0	0	0	100	100	22	0	0	100	4	4	3	0	0	0	0	0	0	
June 2035	100	0	0	0	0	100	85	16	0	0	37	3	3	2	0	0	0	0	0	0	
June 2036	86	0	0	0	0	100	59	11	0	0	2	2	2	1	0	0	0	0	0	0	
June 2037	56	0	0	0	0	100	36	6	0	0	1	1	1	1	0	0	0	0	0	0	
June 2038	24	0	0	0	0	100	16	3	0	0	0	0	0	0	0	0	0	0	0	0	
June 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)	28.2	14.6	5.2	2.2	1.3	29.9	27.5	22.3	4.5	2.2	25.8	17.1	17.1	16.0	10.1	15.8	5.5	5.5	5.2	3.6	

Security Group 8 PSA Prepayment Assumption Rates															
Distribution Date	Class B					Classes BA, BC, BD, BE, BG and IB					Class BZ				
	0%	100%	300%	450%	600%	0%	100%	300%	450%	600%	0%	100%	300%	450%	600%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
June 2010	98	94	88	83	79	97	94	88	85	84	104	104	97	58	0
June 2011	95	86	70	58	47	94	85	68	58	51	108	108	101	61	0
June 2012	92	77	52	35	22	91	75	48	34	23	113	113	105	63	0
June 2013	89	69	37	19	5	87	66	32	15	5	117	117	109	66	0
June 2014	86	61	24	6	0	84	57	18	2	0	122	122	114	68	0
June 2015	83	53	14	0	0	80	48	6	0	0	127	127	118	0	0
June 2016	80	46	5	0	0	76	40	0	0	0	132	132	75	0	0
June 2017	76	38	0	0	0	72	32	0	0	0	138	138	0	0	0
June 2018	72	32	0	0	0	67	24	0	0	0	143	143	0	0	0
June 2019	68	25	0	0	0	62	16	0	0	0	149	149	0	0	0
June 2020	63	18	0	0	0	57	9	0	0	0	155	155	0	0	0
June 2021	58	12	0	0	0	51	1	0	0	0	161	161	0	0	0
June 2022	53	5	0	0	0	45	0	0	0	0	168	85	0	0	0
June 2023	48	0	0	0	0	39	0	0	0	0	175	0	0	0	0
June 2024	42	0	0	0	0	32	0	0	0	0	182	0	0	0	0
June 2025	36	0	0	0	0	25	0	0	0	0	189	0	0	0	0
June 2026	29	0	0	0	0	18	0	0	0	0	197	0	0	0	0
June 2027	22	0	0	0	0	10	0	0	0	0	205	0	0	0	0
June 2028	15	0	0	0	0	1	0	0	0	0	214	0	0	0	0
June 2029	7	0	0	0	0	0	0	0	0	0	106	0	0	0	0
June 2030	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	12.6	6.7	3.4	2.5	2.0	11.4	6.0	3.1	2.5	2.1	20.0	13.1	6.8	3.5	0.4

Security Group 9 PSA Prepayment Assumption Rates					
Distribution Date	Classes AY, FY and IY				
	0%	100%	300%	450%	600%
Initial Percent	100	100	100	100	100
June 2010	98	92	81	72	63
June 2011	96	85	65	51	39
June 2012	94	78	52	37	25
June 2013	92	72	42	26	15
June 2014	90	66	33	19	10
June 2015	87	60	27	13	6
June 2016	85	55	21	9	4
June 2017	82	50	17	7	2
June 2018	79	45	13	5	1
June 2019	76	41	10	3	1
June 2020	73	37	8	2	1
June 2021	69	33	6	2	0
June 2022	65	29	5	1	0
June 2023	61	26	4	1	0
June 2024	57	22	3	1	0
June 2025	52	19	2	0	0
June 2026	47	16	2	0	0
June 2027	42	14	1	0	0
June 2028	36	11	1	0	0
June 2029	30	9	1	0	0
June 2030	23	6	0	0	0
June 2031	17	4	0	0	0
June 2032	9	2	0	0	0
June 2033	1	0	0	0	0
June 2034	0	0	0	0	0
Weighted Average Life (years)	15.1	9.2	4.4	3.0	2.1

Security Group 10 PSA Prepayment Assumption Rates					
Distribution Date	Classes CI and CT				
	0%	100%	300%	450%	600%
Initial Percent	100	100	100	100	100
June 2010	98	92	81	72	63
June 2011	96	85	65	51	40
June 2012	94	78	52	37	25
June 2013	92	72	42	26	16
June 2014	90	66	33	19	10
June 2015	88	61	27	13	6
June 2016	85	55	21	9	4
June 2017	83	50	17	7	2
June 2018	80	46	13	5	1
June 2019	77	41	11	3	1
June 2020	73	37	8	2	1
June 2021	70	33	6	2	0
June 2022	66	30	5	1	0
June 2023	62	26	4	1	0
June 2024	58	23	3	1	0
June 2025	53	20	2	0	0
June 2026	48	17	2	0	0
June 2027	43	14	1	0	0
June 2028	38	12	1	0	0
June 2029	32	9	1	0	0
June 2030	25	7	0	0	0
June 2031	19	5	0	0	0
June 2032	12	3	0	0	0
June 2033	4	1	0	0	0
June 2034	1	0	0	0	0
June 2035	0	0	0	0	0
Weighted Average Life (years)	15.4	9.3	4.4	3.0	2.1

Security Group 11 PSA Prepayment Assumption Rates					
Distribution Date	Class GT				
	0%	100%	300%	450%	600%
Initial Percent	100	100	100	100	100
June 2010	99	93	81	72	63
June 2011	97	86	65	52	40
June 2012	96	79	53	37	25
June 2013	94	73	42	27	16
June 2014	92	68	34	19	10
June 2015	90	62	27	14	6
June 2016	88	57	22	10	4
June 2017	86	52	18	7	2
June 2018	83	48	14	5	2
June 2019	81	44	11	3	1
June 2020	78	40	9	2	1
June 2021	75	36	7	2	0
June 2022	72	32	5	1	0
June 2023	69	29	4	1	0
June 2024	66	26	3	1	0
June 2025	62	23	3	0	0
June 2026	58	20	2	0	0
June 2027	54	18	2	0	0
June 2028	49	15	1	0	0
June 2029	45	13	1	0	0
June 2030	39	11	1	0	0
June 2031	34	9	0	0	0
June 2032	28	7	0	0	0
June 2033	22	5	0	0	0
June 2034	15	3	0	0	0
June 2035	8	2	0	0	0
June 2036	1	0	0	0	0
June 2037	0	0	0	0	0
Weighted Average Life (years)	17.3	10.0	4.6	3.0	2.2

## 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, Group 8, Group 9, Group 10 and Group 11 Securities, the investor's own projection of principal payment rates and rates of reduction in notional balances 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 balances, 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.

*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 Classes*

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

**Yield Tables**

The following tables 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 Classes and Floating Rate Classes, at various constant levels of LIBOR.

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

The yields were calculated by

1. determining the monthly discount rates that, when applied to the applicable assumed streams of cash flows to be paid on the applicable Class, would cause the discounted present value of the assumed streams of cash flows to equal the assumed purchase price of that Class plus accrued interest (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 and 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 PI to Prepayments  
Assumed Price 16.4375%\***

<b>PSA Prepayment Assumption Rates</b>				
<u>100%</u>	<u>200%</u>	<u>250%</u>	<u>400%</u>	<u>407%</u>
10.0%	10.0%	10.0%	0.6%	0.0%

**Sensitivity of Class TI to Prepayments  
Assumed Price 13.484375%\***

<b>PSA Prepayment Assumption Rates</b>				
<u>100%</u>	<u>200%</u>	<u>250%</u>	<u>400%</u>	<u>427%</u>
11.5%	11.5%	11.5%	2.3%	0.1%

**SECURITY GROUP 2**

**Sensitivity of Class FI to Prepayments  
Assumed Price 0.1875%**

<u>LIBOR</u>	<b>PSA Prepayment Assumption Rates</b>			
	<u>150%</u>	<u>300%</u>	<u>350%</u>	<u>600%</u>
6.50% and below. . . . .	**	**	**	**
6.65%. . . . .	75.3%	61.9%	57.3%	32.6%
6.80% and above. . . . .	182.2%	164.2%	158.0%	124.7%

**Sensitivity of Class SM to Prepayments  
Assumed Price 5.71875%\***

<u>LIBOR</u>	<b>PSA Prepayment Assumption Rates</b>			
	<u>150%</u>	<u>300%</u>	<u>350%</u>	<u>600%</u>
0.25%. . . . .	107.8%	93.2%	88.1%	61.2%
0.32%. . . . .	106.2%	91.6%	86.6%	59.8%
3.16%. . . . .	43.5%	31.5%	27.4%	5.5%
6.00% and above. . . . .	**	**	**	**

**SECURITY GROUP 3**

**Sensitivity of Class BI to Prepayments  
Assumed Price 17.28125%\***

<b>PSA Prepayment Assumption Rates</b>				
<u>200%</u>	<u>300%</u>	<u>500%</u>	<u>600%</u>	<u>793%</u>
14.0%	14.0%	14.0%	10.0%	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.

**Sensitivity of Class EF to Prepayments**  
**Assumed Price 10.09375%\***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>200%</u>	<u>300%</u>	<u>500%</u>	<u>600%</u>
0.250% . . . . .	(31.8)%	(31.8)%	(31.8)%	(40.5)%
0.320% . . . . .	(30.2)%	(30.2)%	(30.2)%	(38.7)%
3.285% . . . . .	16.4%	16.4%	16.4%	12.0%
6.250% and above . . . . .	54.9%	54.9%	54.9%	52.4%

**Sensitivity of Class EO to Prepayments**  
**Assumed Price 91.0625%**

<u>PSA Prepayment Assumption Rates</u>			
<u>200%</u>	<u>300%</u>	<u>500%</u>	<u>600%</u>
2.7%	2.7%	2.7%	3.0%

**Sensitivity of Class ES to Prepayments**  
**Assumed Price 6.546875%\***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>200%</u>	<u>300%</u>	<u>500%</u>	<u>600%</u>
0.250% . . . . .	89.6%	89.6%	89.6%	88.1%
0.320% . . . . .	88.1%	88.1%	88.1%	86.6%
3.285% . . . . .	26.2%	26.2%	26.2%	22.5%
6.250% and above . . . . .	**	**	**	**

**Sensitivity of Class GF to Prepayments**  
**Assumed Price 41.0%\***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>200%</u>	<u>300%</u>	<u>500%</u>	<u>600%</u>
0.250% . . . . .	(19.3)%	(19.3)%	(19.3)%	(25.6)%
0.320% . . . . .	(18.6)%	(18.6)%	(18.6)%	(24.7)%
3.285% . . . . .	0.5%	0.5%	0.5%	(3.4)%
6.250% and above . . . . .	12.3%	12.3%	12.3%	9.5%

**Sensitivity of Class GO to Prepayments**  
**Assumed Price 61.5625%**

<u>PSA Prepayment Assumption Rates</u>			
<u>200%</u>	<u>300%</u>	<u>500%</u>	<u>600%</u>
4.7%	4.7%	4.7%	5.7%

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

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

**Sensitivity of Class GS to Prepayments  
Assumed Price 16.5%\***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>200%</u>	<u>300%</u>	<u>500%</u>	<u>600%</u>
0.250% . . . . .	37.9%	37.9%	37.9%	36.7%
0.320% . . . . .	37.4%	37.4%	37.4%	36.2%
3.285% . . . . .	14.0%	14.0%	14.0%	11.4%
6.250% and above . . . . .	**	**	**	**

**Sensitivity of Class SC to Prepayments  
Assumed Price 5.03125%\***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>200%</u>	<u>300%</u>	<u>500%</u>	<u>600%</u>
0.25% . . . . .	135.4%	130.3%	119.9%	114.5%
0.32% . . . . .	133.4%	128.3%	117.8%	112.5%
3.20% . . . . .	54.7%	49.4%	38.5%	32.9%
6.08% and above . . . . .	**	**	**	**

**Sensitivity of Class SG to Prepayments  
Assumed Price 4.9375%\***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>200%</u>	<u>300%</u>	<u>500%</u>	<u>600%</u>
0.250% . . . . .	136.4%	131.2%	120.8%	115.4%
0.320% . . . . .	134.3%	129.1%	118.7%	113.3%
3.135% . . . . .	55.8%	50.5%	39.6%	34.0%
5.950% and above . . . . .	(21.8)%	(27.6)%	(40.0)%	(46.5)%

**Sensitivity of Class SP to Prepayments  
Assumed Price 7.5%\***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>200%</u>	<u>300%</u>	<u>500%</u>	<u>600%</u>
0.250% . . . . .	75.4%	75.4%	75.4%	73.8%
0.320% . . . . .	74.1%	74.1%	74.1%	72.5%
3.285% . . . . .	22.2%	22.2%	22.2%	18.7%
6.250% and above . . . . .	**	**	**	**

\* 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 4**

**Sensitivity of Class JI to Prepayments  
Assumed Price 16.9375%\***

<b>PSA Prepayment Assumption Rates</b>				
<u>100%</u>	<u>225%</u>	<u>300%</u>	<u>500%</u>	<u>515%</u>
12.8%	12.8%	12.8%	1.1%	0.0%

**Sensitivity of Class NI to Prepayments  
Assumed Price 20.125%\***

<b>PSA Prepayment Assumption Rates</b>				
<u>100%</u>	<u>225%</u>	<u>300%</u>	<u>500%</u>	<u>506%</u>
11.9%	11.9%	11.9%	0.5%	0.1%

**SECURITY GROUP 5**

**Sensitivity of Class DI to Prepayments  
Assumed Price 10.9375%\***

<b>PSA Prepayment Assumption Rates</b>				
<u>100%</u>	<u>225%</u>	<u>350%</u>	<u>474%</u>	<u>500%</u>
38.3%	26.5%	13.4%	0.1%	(2.7)%

**Sensitivity of Class EI to Prepayments  
Assumed Price 12.0%\***

<b>PSA Prepayment Assumption Rates</b>				
<u>100%</u>	<u>225%</u>	<u>350%</u>	<u>483%</u>	<u>500%</u>
33.3%	23.2%	12.1%	0.1%	(1.5)%

**Sensitivity of Class VI to Prepayments  
Assumed Price 18.0%\***

<b>PSA Prepayment Assumption Rates</b>				
<u>100%</u>	<u>225%</u>	<u>350%</u>	<u>500%</u>	<u>555%</u>
15.1%	14.6%	10.7%	3.2%	0.1%

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

**SECURITY GROUP 6**

**Sensitivity of Class AI to Prepayments  
Assumed Price 8.8125%\***

<b>PSA Prepayment Assumption Rates</b>				
<b>100%</b>	<b>225%</b>	<b>300%</b>	<b>500%</b>	<b>866%</b>
58.7%	50.1%	44.6%	29.0%	0.0%

**Sensitivity of Class IV to Prepayments  
Assumed Price 17.6875%\***

<b>PSA Prepayment Assumption Rates</b>				
<b>100%</b>	<b>225%</b>	<b>300%</b>	<b>500%</b>	<b>688%</b>
19.4%	19.1%	17.8%	10.2%	0.0%

**Sensitivity of Class MI to Prepayments  
Assumed Price 7.53125%\***

<b>PSA Prepayment Assumption Rates</b>				
<b>100%</b>	<b>225%</b>	<b>300%</b>	<b>500%</b>	<b>938%</b>
71.9%	62.4%	56.1%	38.4%	0.0%

**Sensitivity of Class SD to Prepayments  
Assumed Price 6.234375%\***

<b>LIBOR</b>	<b>PSA Prepayment Assumption Rates</b>			
	<b>100%</b>	<b>225%</b>	<b>300%</b>	<b>500%</b>
0.25% . . . . .	104.8%	98.4%	94.6%	84.0%
0.32% . . . . .	103.2%	96.9%	93.0%	82.5%
3.14% . . . . .	44.8%	38.1%	34.1%	22.9%
5.96% and above . . . . .	(18.7)%	(25.7)%	(30.1)%	(42.3)%

**Sensitivity of Class SE to Prepayments  
Assumed Price 6.1875%\***

<b>LIBOR</b>	<b>PSA Prepayment Assumption Rates</b>			
	<b>100%</b>	<b>225%</b>	<b>300%</b>	<b>500%</b>
0.25% . . . . .	105.8%	99.4%	95.6%	85.1%
0.32% . . . . .	104.2%	97.9%	94.0%	83.5%
3.16% . . . . .	44.9%	38.2%	34.1%	22.9%
6.00% and above . . . . .	**	**	**	**

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

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

**Sensitivity of Class SI to Prepayments  
Assumed Price 0.1%**

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>225%</u>	<u>300%</u>	<u>500%</u>
5.96% and below . . . . .	**	**	**	**
5.98%. . . . .	258.7%	251.9%	247.8%	236.7%
6.00% and above . . . . .	677.3%	667.9%	662.2%	646.8%

**SECURITY GROUP 8**

**Sensitivity of Class IB to Prepayments  
Assumed Price 14.625%\***

<u>PSA Prepayment Assumption Rates</u>				
<u>100%</u>	<u>300%</u>	<u>436%</u>	<u>450%</u>	<u>600%</u>
30.9%	11.4%	0.0%	(1.0)%	(10.4)%

**SECURITY GROUP 9**

**Sensitivity of Class IY to Prepayments  
Assumed Price 2.125%\***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>300%</u>	<u>450%</u>	<u>600%</u>
6.47% and below . . . . .	41.9%	26.2%	13.7%	0.4%
6.51%. . . . .	15.3%	1.2%	(10.0)%	(22.0)%
6.55% and above . . . . .	**	**	**	**

**SECURITY GROUP 10**

**Sensitivity of Class CI to Prepayments  
Assumed Price 15.0%\***

<u>PSA Prepayment Assumption Rates</u>				
<u>100%</u>	<u>300%</u>	<u>450%</u>	<u>518%</u>	<u>600%</u>
33.0%	17.9%	5.8%	0.0%	(7.1)%

\* 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.

**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 Elections

In the opinion of K&L Gates LLP, the Trust will constitute a Double REMIC Series for federal income tax purposes. Separate REMIC elections will be made for the Pooling REMIC and the Issuing REMIC.

### Regular Securities

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

The Class EO and GO 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 CI, EF, ES, FI, GF, GS, IY, SC, SE, SG, SI 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 BZ, DZ, MZ, WZ, ZK, ZM, ZN and ZW 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 Floating Rate and Inverse Floating Rate Classes, the interest rate value described in the following paragraph, 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 200% PSA in the case of the Group 1 Securities, 300% PSA in the case of the Group 2, Group 3, Group 8, Group 9, Group 10 and Group 11 Securities and 225% PSA in the case of the Group 4, Group 5, Group 6 and Group 7 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 RR Securities will represent the beneficial ownership of the Residual Interest in the Pooling REMIC and the beneficial ownership of the Residual Interest in the Issuing REMIC. The Residual Securities, *i.e.*, the Class RR Securities, generally will be treated as “residual interests” in a REMIC for domestic building and loan associations and as “real estate assets” for REITs, as described in “*Certain 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 REMICs, and these requirements will continue until there are no outstanding regular interests in the respective Trust REMICs. Thus, Residual Holders will have taxable income attributable to the Residual Securities even though they will not receive principal or interest distributions with respect to the Residual Securities, which could result in a negative after-tax return for the Residual Holders. Even though the Holders of the Class RR Securities are not entitled to any stated principal or interest payments on the Class RR Securities, the Trust REMICs may have substantial taxable income in certain periods, and offsetting tax losses may not occur until much later periods. Accordingly, a Holder of the Class RR Securities may experience substantial adverse tax timing consequences. Prospective investors are urged to consult their own tax advisors and consider the after-tax effect of ownership of the Residual Securities and the suitability of the Residual Securities to their investment objectives.

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

OID accruals on the Underlying Certificates will be computed using the same prepayment assumption as set forth under “*Certain 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) June 1, 2009 on the Fixed Rate Classes, (2) June 16 on the Group 9 Floating and Inverse Floating Rate Classes and (3) June 20, 2009 on the Group 2, Group 3 and Group 6 Floating Rate and Inverse Floating Rate Classes. The Sponsor may effect these transactions by sales to or through certain securities dealers. These dealers may receive compensation in the form of discounts, concessions or commissions from the Sponsor and/or commissions from any purchasers for which they act as agents. Some of the Securities may be sold through dealers in relatively small sales. In the usual case, the commission charged on a relatively small sale of securities will be a higher percentage of the sales price than that charged on a large sale of securities.

### **INCREASE IN SIZE**

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

### **LEGAL MATTERS**

Certain legal matters will be passed upon for Ginnie Mae by Hunton & Williams LLP, for the Trust by K&L Gates LLP, Charlotte, North Carolina and Marcell Solomon & Associates, P.C. Bowie, Maryland, and for the Trustee by Seward & Kissel LLP, New York, New York.

Available Combinations(1)

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
<b>Security Group 1</b>								
Combination 1(6)								
PA	\$100,432,454	PB	\$100,432,454	PAC I	3.00%	FIX	38374UD24	November 2036
		PC	100,432,454	PAC I	3.25	FIX	38374UA76	November 2036
		PD	100,432,454	PAC I	3.50	FIX	38374UA84	November 2036
		PE	100,432,454	PAC I	3.75	FIX	38374UA92	November 2036
		PG	100,432,454	PAC I	4.00	FIX	38374UB26	November 2036
		PH	100,432,454	PAC I	4.25	FIX	38374UB34	November 2036
		PI	33,477,484	NTL (PAC I)	4.50	FIX/IO	38374UB42	November 2036
Combination 2(6)								
TL	\$158,487,000	TA	\$158,487,000	PAC I	3.70%	FIX	38374UB75	December 2034
		TB	158,487,000	PAC I	3.75	FIX	38374UB83	December 2034
		TC	158,487,000	PAC I	3.80	FIX	38374UB91	December 2034
		TD	158,487,000	PAC I	3.85	FIX	38374UC25	December 2034
		TE	158,487,000	PAC I	3.90	FIX	38374UC33	December 2034
		TG	158,487,000	PAC I	3.60	FIX	38374UC41	December 2034
		TH	158,487,000	PAC I	3.65	FIX	38374UC58	December 2034
		TI	31,697,400	NTL (PAC I)	4.50	FIX/IO	38374UC66	December 2034

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 3								
TM	\$ 84,411,000	TX	\$103,993,000	PAC I	4.50%	FIX	38374UC74	June 2039
TN	19,582,000							
Combination 4								
PA	\$100,432,454	P	\$133,036,000	PAC I	4.50%	FIX	38374UA68	June 2039
PX	32,603,546							
<b>Security Group 2</b>								
Combination 5								
GC	\$ 40,132,000	WA	\$ 57,144,559	SC/PT	4.50%	FIX	38374UC82	May 2037
GE	15,698,000							
GH	1,181,559							
GX	133,000							
<b>Security Group 3</b>								
Combination 6								
EF	\$ 67,851,428	EP	\$118,740,000	PAC I	4.00%	FIX	38374UYW5	September 2038
EO	118,740,000							
ES	67,851,428							
Combination 7								
GF	\$ 7,148,000	GP	\$ 12,509,000	PAC I	4.00%	FIX	38374UYY1	June 2039
GO	12,509,000							
GS	7,148,000							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 8								
EF	\$ 67,851,428	BP	\$131,249,000	PAC I	4.00%	FIX	38374UXZ9	June 2039
EO	118,740,000							
ES	67,851,428							
GF	7,148,000							
GO	12,509,000							
GS	7,148,000							
Combination 9								
EF	\$ 76,332,857	AP	\$131,249,000	PAC I	4.50%	FIX	38374UXS5	June 2039
EO	118,740,000							
ES	76,332,857							
GF	8,041,500							
GO	12,509,000							
GS	8,041,500							
Combination 10								
EF	\$ 84,814,285	DP	\$131,249,000	PAC I	5.00%	FIX	38374UYK1	June 2039
EO	118,740,000							
ES	84,814,285							
GF	8,935,000							
GO	12,509,000							
GS	8,935,000							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 11								
EF	\$ 84,814,285	BI	\$ 109,374,166	NTL (PAC I)	6.00%	FIX/IO	38374UXY2	June 2039
ES	84,814,285							
GF	8,935,000							
GS	8,935,000							
Combination 12								
EF	\$ 84,814,285	FP	\$ 93,749,285	PAC I	(5)	FLT	38374UYX3	June 2039
EO	84,814,285							
GF	8,935,000							
GO	8,935,000							
Combination 13								
ES	\$ 84,814,285	SP	\$ 93,749,285	NTL (PAC I)	(5)	INV/IO	38374UB67	June 2039
GS	8,935,000							
Combination 14								
VN	\$ 28,760,000	LN	\$ 68,282,000	SUP	5.00%	FIX	38374UZN4	June 2039
ZN	39,522,000							
<b>Security Group 4</b>								
Combination 15(6)								
NB	\$ 93,941,000	NE	\$ 100,240,000	PAC I	4.00%	FIX	38374UZY0	May 2038
NC	6,299,000	NH	100,240,000	PAC I	4.25	FIX	38374UZZ7	May 2038
		NI	20,048,000	NTL (PAC I)	5.00	FIX/IO	38374UA27	May 2038
		NJ	100,240,000	PAC I	4.50	FIX	38374UA35	May 2038
		NL	100,240,000	PAC I	4.75	FIX	38374UA43	May 2038
		NM	100,240,000	PAC I	5.00	FIX	38374UA50	May 2038

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 16(6)								
NA	\$ 14,712,000	JA	\$108,653,000	PAC I	5.00%	FIX	38374UZB0	December 2037
NB	93,941,000	JB	108,653,000	PAC I	3.00	FIX	38374UZC8	December 2037
		JC	108,653,000	PAC I	3.25	FIX	38374UZD6	December 2037
		JD	108,653,000	PAC I	3.50	FIX	38374UZE4	December 2037
		JE	108,653,000	PAC I	3.75	FIX	38374UZF1	December 2037
		JG	108,653,000	PAC I	4.00	FIX	38374UZG9	December 2037
		JH	108,653,000	PAC I	4.25	FIX	38374UZH7	December 2037
		JI	43,461,200	NTL (PAC I)	5.00	FIX/IO	38374UZJ3	December 2037
		JL	108,653,000	PAC I	4.50	FIX	38374UZK0	December 2037
		JM	108,653,000	PAC I	4.75	FIX	38374UZL8	December 2037
Combination 17								
NC	\$ 6,299,000	JX	\$ 22,286,000	PAC I	5.00%	FIX	38374UZM6	June 2039
ND	15,987,000							
Combination 18								
NA	\$ 14,712,000	J	\$130,939,000	PAC I	5.00%	FIX	38374UZA2	June 2039
NB	93,941,000							
NC	6,299,000							
ND	15,987,000							

REMIC Securities

MX Securities

Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
<b>Security Group 5</b>								
Combination 19(6)								
DA	\$208,849,000	DB	\$208,849,000	SEQ/AD	3.00%	FIX	38374UYA3	July 2031
		DC	208,849,000	SEQ/AD	3.25	FIX	38374UYB1	July 2031
		DE	208,849,000	SEQ/AD	3.50	FIX	38374UYC9	July 2031
		DG	208,849,000	SEQ/AD	3.75	FIX	38374UYD7	July 2031
		DH	208,849,000	SEQ/AD	4.00	FIX	38374UYE5	July 2031
		DI	83,539,600	NTL (SEQ/AD)	5.00	FIX/IO	38374UYF2	July 2031
		DJ	208,849,000	SEQ/AD	4.25	FIX	38374UYG0	July 2031
		DL	208,849,000	SEQ/AD	4.50	FIX	38374UYH8	July 2031
		DM	208,849,000	SEQ/AD	4.75	FIX	38374UYJ4	July 2031
Combination 20(6)								
DA	\$208,849,000	EA	\$241,595,000	SEQ/AD	3.00%	FIX	38374UYL9	July 2031
DV	32,746,000	EB	241,595,000	SEQ/AD	3.25	FIX	38374UYM7	July 2031
		EC	241,595,000	SEQ/AD	3.50	FIX	38374UYN5	July 2031
		EG	241,595,000	SEQ/AD	3.75	FIX	38374UYP0	July 2031
		EH	241,595,000	SEQ/AD	4.00	FIX	38374UYQ8	July 2031
		EI	96,638,000	NTL (SEQ/AD)	5.00	FIX/IO	38374UYR6	July 2031
		EJ	241,595,000	SEQ/AD	4.25	FIX	38374UYS4	July 2031
		EK	241,595,000	SEQ/AD	4.50	FIX	38374UYT2	July 2031
		EL	241,595,000	SEQ/AD	4.75	FIX	38374UYU9	July 2031
		EM	241,595,000	SEQ/AD	5.00	FIX	38374UYV7	July 2031

REMIC Securities

MX Securities

Class	Original Class Principal Balance or Class Notional Balance	Maximum Original Class Principal Balance or Class Notional Balance(2)	Related MX Class	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 21(6)								
DV	\$ 32,746,000	\$ 32,746,000	VA	SEQ/AD	4.00%	FIX	38374UZ61	June 2020
			VB	SEQ/AD	4.25	FIX	38374UZ79	June 2020
			VC	SEQ/AD	4.50	FIX	38374UZ87	June 2020
			VE	SEQ/AD	4.75	FIX	38374UZ95	June 2020
			VI	NTL (SEQ/AD)	5.00	FIX/IO	38374U2A8	June 2020
<b>Security Group 6</b>								
Combination 22(6)								
MA	\$177,351,000	\$177,351,000	MB	SEQ	3.00%	FIX	38374UZP9	January 2036
			MC	SEQ	3.25	FIX	38374UZQ7	January 2036
			MD	SEQ	3.50	FIX	38374UZR5	January 2036
			ME	SEQ	3.75	FIX	38374UZS3	January 2036
			MG	SEQ	4.00	FIX	38374UZT1	January 2036
			MH	SEQ	4.25	FIX	38374UZU8	January 2036
			MI	NTL (SEQ)	5.50	FIX/IO	38374UZV6	January 2036
			MJ	SEQ	4.50	FIX	38374UZW4	January 2036
			ML	SEQ	4.75	FIX	38374UZX2	January 2036

REMIC Securities

MX Securities

Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 23(6)								
MA	\$177,351,000	AB	\$201,695,000	SEQ/AD	5.00%	FIX	38374UXG1	January 2036
MV	24,344,000	AC	201,695,000	SEQ/AD	3.00	FIX	38374UXH9	January 2036
		AD	201,695,000	SEQ/AD	3.25	FIX	38374UXJ5	January 2036
		AE	201,695,000	SEQ/AD	3.50	FIX	38374UXK2	January 2036
		AG	201,695,000	SEQ/AD	3.75	FIX	38374UXL0	January 2036
		AH	201,695,000	SEQ/AD	4.00	FIX	38374UXM8	January 2036
		AI	73,343,636	NTL (SEQ/AD)	5.50	FIX/IO	38374UXN6	January 2036
		AJ	201,695,000	SEQ/AD	4.25	FIX	38374UXP1	January 2036
		AL	201,695,000	SEQ/AD	4.50	FIX	38374UXQ9	January 2036
		AM	201,695,000	SEQ/AD	4.75	FIX	38374UXR7	January 2036
Combination 24								
SE	\$100,000,000	SD	\$100,000,000	NTL(PT)	(5)	INV/IO	38374UB59	June 2039
SI	10,000,000							
Combination 25								
WZ	\$ 636,000	XZ	\$ 9,197,000	SUP	5.00%	FIX/Z	38374UC90	June 2039
ZW	8,561,000							
Combination 26(6)								
MV	\$ 24,344,000	VH	\$ 24,344,000	SEQ/AD	4.00%	FIX	38374U2B6	June 2020
		VK	24,344,000	SEQ/AD	4.25	FIX	38374U2C4	June 2020
		VL	24,344,000	SEQ/AD	4.50	FIX	38374U2D2	June 2020
		VP	24,344,000	SEQ/AD	4.75	FIX	38374U2E0	June 2020
		IV	4,426,181	NTL (SEQ/AD)	5.50	FIX/IO	38374U2F7	June 2020

REMIC Securities

MX Securities

Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
<b>Security Group 8</b>								
Combination 27(6)								
BA	\$ 58,141,000	BC	\$ 58,141,000	SC/TAC/AD	3.00%	FIX	38374UXU0	March 2039
		BD	58,141,000	SC/TAC/AD	3.25	FIX	38374UXV8	March 2039
		BE	58,141,000	SC/TAC/AD	3.50	FIX	38374UXW6	March 2039
		BG	58,141,000	SC/TAC/AD	3.75	FIX	38374UXX4	March 2039
		IB	9,690,166	NTL (SC/TAC/AD)	6.00	FIX/IO	38374UYZ8	March 2039
Combination 28								
BA	\$ 58,141,000	B	\$ 62,167,555	SC/PT	4.00%	FIX	38374UXT3	March 2039
BZ	4,026,555							

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

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

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

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

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

(6) In the case of Combinations 1, 2, 15, 16, 19, 20, 21, 22, 23, 26 and 27 various subcombinations are permitted. See “Description of the Securities — Modification and Exchange” in the Base Offering Circular for a discussion of subcombinations.

**Schedule II**

**SCHEDULED PRINCIPAL BALANCES**

<u>Distribution Date</u>	<u>Class HE</u>	<u>Classes PA, PX, TL, TM and TN (in the aggregate)</u>	<u>Classes GC and GX (in the aggregate)</u>
Initial Balance . . . . .	\$19,646,000.00	\$395,516,000.00	\$40,265,000.00
July 2009 . . . . .	19,590,266.04	394,477,217.52	39,796,020.99
August 2009 . . . . .	19,521,169.02	393,344,278.83	39,315,917.32
September 2009 . . . . .	19,438,411.08	392,117,927.71	38,834,767.36
October 2009 . . . . .	19,342,074.08	390,798,592.09	38,354,259.90
November 2009 . . . . .	19,232,255.14	389,386,748.31	37,877,493.62
December 2009 . . . . .	19,109,066.53	387,882,920.91	37,404,440.15
January 2010 . . . . .	18,972,635.59	386,287,682.33	36,935,071.35
February 2010 . . . . .	18,823,104.61	384,601,652.61	36,469,359.26
March 2010. . . . .	18,660,630.70	382,825,499.02	36,007,276.17
April 2010. . . . .	18,485,385.65	380,959,935.66	35,548,794.56
May 2010 . . . . .	18,297,555.73	379,005,723.02	35,093,887.11
June 2010 . . . . .	18,097,341.51	376,963,667.49	34,642,526.71
July 2010 . . . . .	17,884,957.62	374,834,620.87	34,194,686.47
August 2010 . . . . .	17,660,632.53	372,619,479.75	33,750,339.68
September 2010 . . . . .	17,424,608.29	370,319,184.95	33,309,459.85
October 2010 . . . . .	17,177,140.25	367,934,720.87	32,872,020.67
November 2010 . . . . .	16,918,496.74	365,467,114.80	32,437,996.03
December 2010 . . . . .	16,648,958.82	362,917,436.19	32,007,360.05
January 2011 . . . . .	16,368,819.85	360,286,795.93	31,580,087.00
February 2011 . . . . .	16,078,385.22	357,576,345.52	31,156,151.36
March 2011. . . . .	15,777,971.92	354,787,276.28	30,735,527.82
April 2011. . . . .	15,467,908.21	351,920,818.42	30,318,191.24
May 2011 . . . . .	15,148,533.14	348,978,240.24	29,904,116.67
June 2011 . . . . .	14,820,196.22	345,960,847.10	29,493,279.35
July 2011 . . . . .	14,483,256.91	342,869,980.53	29,085,654.72
August 2011 . . . . .	14,138,084.20	339,707,017.20	28,681,218.38
September 2011 . . . . .	13,785,056.14	336,473,367.90	28,279,946.14
October 2011 . . . . .	13,437,242.45	333,257,039.78	27,881,813.98
November 2011 . . . . .	13,094,596.82	330,057,943.07	27,486,798.05
December 2011 . . . . .	12,757,073.28	326,875,988.46	27,094,874.69
January 2012 . . . . .	12,424,626.23	323,711,087.10	26,706,020.42
February 2012 . . . . .	12,097,210.41	320,563,150.60	26,320,211.95
March 2012. . . . .	11,774,780.90	317,432,091.01	25,937,426.13
April 2012. . . . .	11,457,293.10	314,317,820.87	25,557,640.01
May 2012 . . . . .	11,144,702.79	311,220,253.13	25,180,830.81
June 2012 . . . . .	10,836,966.05	308,139,301.20	24,806,975.91
July 2012 . . . . .	10,534,039.30	305,074,878.96	24,436,052.88

<u>Distribution Date</u>	<u>Class HE</u>	<u>Classes PA, PX, TL, TM and TN (in the aggregate)</u>	<u>Classes GC and GX (in the aggregate)</u>
August 2012 . . . . .	\$10,235,879.30	\$302,026,900.70	\$24,068,039.45
September 2012 . . . . .	9,942,443.13	298,995,281.18	23,702,913.50
October 2012 . . . . .	9,653,688.21	295,979,935.57	23,340,653.11
November 2012 . . . . .	9,369,572.27	292,980,779.50	22,981,236.49
December 2012 . . . . .	9,090,053.36	289,997,729.03	22,624,642.04
January 2013 . . . . .	8,815,089.86	287,030,700.64	22,270,848.32
February 2013 . . . . .	8,544,640.46	284,079,611.26	21,919,834.03
March 2013. . . . .	8,278,664.17	281,144,378.23	21,571,578.06
April 2013. . . . .	8,017,120.31	278,224,919.32	21,226,059.43
May 2013 . . . . .	7,759,968.50	275,321,152.74	20,883,257.35
June 2013 . . . . .	7,507,168.68	272,432,997.10	20,543,151.15
July 2013 . . . . .	7,258,681.10	269,560,371.44	20,205,720.35
August 2013 . . . . .	7,014,466.30	266,703,195.21	19,870,944.60
September 2013 . . . . .	6,774,485.15	263,861,388.28	19,538,803.72
October 2013 . . . . .	6,538,698.77	261,034,870.94	19,209,277.67
November 2013 . . . . .	6,307,068.63	258,223,563.87	18,882,346.56
December 2013 . . . . .	6,079,556.46	255,427,388.18	18,557,990.66
January 2014 . . . . .	5,856,124.29	252,646,265.38	18,236,190.39
February 2014 . . . . .	5,636,734.47	249,880,117.37	17,916,926.30
March 2014. . . . .	5,421,349.58	247,128,866.48	17,600,179.10
April 2014. . . . .	5,209,932.55	244,392,435.42	17,285,929.65
May 2014 . . . . .	5,002,446.57	241,670,747.29	16,974,158.93
June 2014 . . . . .	4,798,855.09	238,963,725.62	16,664,848.10
July 2014 . . . . .	4,599,121.88	236,271,294.30	16,357,978.44
August 2014 . . . . .	4,403,210.96	233,593,377.62	16,053,531.36
September 2014 . . . . .	4,211,086.64	230,929,900.28	15,751,488.43
October 2014 . . . . .	4,022,713.52	228,280,787.34	15,451,831.35
November 2014 . . . . .	3,838,056.43	225,645,964.27	15,154,541.96
December 2014 . . . . .	3,657,080.51	223,025,356.90	14,859,602.24
January 2015 . . . . .	3,479,751.16	220,418,891.47	14,566,994.31
February 2015 . . . . .	3,306,034.05	217,826,494.57	14,276,700.40
March 2015. . . . .	3,135,895.09	215,248,093.20	13,988,702.90
April 2015. . . . .	2,969,300.49	212,683,614.70	13,702,984.32
May 2015 . . . . .	2,806,216.70	210,132,986.83	13,420,969.86
June 2015 . . . . .	2,646,610.43	207,596,137.67	13,144,591.55
July 2015 . . . . .	2,490,448.67	205,072,995.71	12,873,738.84
August 2015 . . . . .	2,337,698.64	202,563,489.79	12,608,303.30
September 2015 . . . . .	2,188,327.82	200,067,549.12	12,348,178.62
October 2015 . . . . .	2,042,303.95	197,585,103.29	12,093,260.56
November 2015 . . . . .	1,899,595.02	195,116,082.22	11,843,446.87
December 2015 . . . . .	1,760,169.27	192,660,416.22	11,598,637.31

<u>Distribution Date</u>	<u>Class HE</u>	<u>Classes PA, PX, TL, TM and TN (in the aggregate)</u>	<u>Classes GC and GX (in the aggregate)</u>
January 2016 . . . . .	\$ 1,623,995.16	\$190,218,035.96	\$11,358,733.57
February 2016 . . . . .	1,491,041.45	187,788,872.43	11,123,639.24
March 2016. . . . .	1,361,277.10	185,372,857.03	10,893,259.80
April 2016. . . . .	1,234,671.32	182,969,921.47	10,667,502.55
May 2016 . . . . .	1,111,193.57	180,579,997.83	10,446,276.59
June 2016 . . . . .	990,813.55	178,203,018.53	10,229,492.79
July 2016 . . . . .	873,501.18	175,838,916.36	10,017,063.75
August 2016 . . . . .	759,226.63	173,487,624.44	9,808,903.75
September 2016 . . . . .	647,960.31	171,149,076.22	9,604,928.77
October 2016 . . . . .	539,672.83	168,823,205.53	9,405,056.37
November 2016 . . . . .	434,335.06	166,509,946.51	9,209,205.77
December 2016 . . . . .	331,918.10	164,209,233.65	9,017,297.71
January 2017 . . . . .	232,393.24	161,921,001.79	8,829,254.50
February 2017 . . . . .	135,732.06	159,645,186.07	8,644,999.94
March 2017. . . . .	41,906.30	157,381,722.00	8,464,459.34
April 2017. . . . .	0.00	155,130,545.41	8,287,559.43
May 2017 . . . . .	0.00	152,891,592.46	8,114,228.39
June 2017 . . . . .	0.00	150,664,799.64	7,944,395.77
July 2017 . . . . .	0.00	148,450,103.76	7,777,992.52
August 2017 . . . . .	0.00	146,247,441.97	7,614,950.92
September 2017 . . . . .	0.00	144,056,751.74	7,455,204.55
October 2017 . . . . .	0.00	141,877,970.85	7,298,688.33
November 2017 . . . . .	0.00	139,711,037.40	7,145,338.39
December 2017 . . . . .	0.00	137,555,889.84	6,995,092.15
January 2018 . . . . .	0.00	135,412,466.90	6,847,888.22
February 2018 . . . . .	0.00	133,294,074.17	6,703,666.42
March 2018. . . . .	0.00	131,206,950.75	6,562,367.73
April 2018. . . . .	0.00	129,150,650.10	6,423,934.31
May 2018 . . . . .	0.00	127,124,731.93	6,288,309.41
June 2018. . . . .	0.00	125,128,762.13	6,155,437.41
July 2018 . . . . .	0.00	123,162,312.64	6,025,263.76
August 2018 . . . . .	0.00	121,224,961.42	5,897,734.99
September 2018 . . . . .	0.00	119,316,292.32	5,772,798.65
October 2018 . . . . .	0.00	117,435,895.03	5,650,403.35
November 2018 . . . . .	0.00	115,583,364.97	5,530,498.67
December 2018 . . . . .	0.00	113,758,303.27	5,413,035.18
January 2019 . . . . .	0.00	111,960,316.60	5,297,964.42
February 2019 . . . . .	0.00	110,189,017.17	5,185,238.89
March 2019. . . . .	0.00	108,444,022.63	5,074,811.99
April 2019. . . . .	0.00	106,724,955.99	4,966,638.06
May 2019 . . . . .	0.00	105,031,445.53	4,860,672.30

<u>Distribution Date</u>	<u>Class HE</u>	<u>Classes PA, PX, TL, TM and TN (in the aggregate)</u>	<u>Classes GC and GX (in the aggregate)</u>
June 2019 . . . . .	\$ 0.00	\$103,363,124.77	\$ 4,756,870.82
July 2019 . . . . .	0.00	101,719,632.35	4,655,190.56
August 2019 . . . . .	0.00	100,100,612.00	4,555,589.31
September 2019 . . . . .	0.00	98,505,712.42	4,458,025.70
October 2019 . . . . .	0.00	96,934,587.29	4,362,459.15
November 2019 . . . . .	0.00	95,386,895.11	4,268,849.88
December 2019 . . . . .	0.00	93,862,299.19	4,177,158.90
January 2020 . . . . .	0.00	92,360,467.59	4,087,347.97
February 2020 . . . . .	0.00	90,881,072.99	3,999,379.60
March 2020 . . . . .	0.00	89,423,792.72	3,913,217.04
April 2020 . . . . .	0.00	87,988,308.61	3,828,824.25
May 2020 . . . . .	0.00	86,574,306.97	3,746,165.92
June 2020 . . . . .	0.00	85,181,478.54	3,665,207.40
July 2020 . . . . .	0.00	83,809,518.38	3,585,914.74
August 2020 . . . . .	0.00	82,458,125.86	3,508,254.64
September 2020 . . . . .	0.00	81,127,004.58	3,432,194.48
October 2020 . . . . .	0.00	79,815,862.31	3,357,702.26
November 2020 . . . . .	0.00	78,524,410.92	3,284,746.61
December 2020 . . . . .	0.00	77,252,366.35	3,213,296.77
January 2021 . . . . .	0.00	75,999,448.54	3,143,322.60
February 2021 . . . . .	0.00	74,765,381.38	3,074,794.54
March 2021 . . . . .	0.00	73,549,892.62	3,007,683.62
April 2021 . . . . .	0.00	72,352,713.90	2,941,961.42
May 2021 . . . . .	0.00	71,173,580.58	2,877,600.10
June 2021 . . . . .	0.00	70,012,231.80	2,814,572.36
July 2021 . . . . .	0.00	68,868,410.36	2,752,851.43
August 2021 . . . . .	0.00	67,741,862.69	2,692,411.08
September 2021 . . . . .	0.00	66,632,338.79	2,633,225.58
October 2021 . . . . .	0.00	65,539,592.20	2,575,269.72
November 2021 . . . . .	0.00	64,463,379.92	2,518,518.78
December 2021 . . . . .	0.00	63,403,462.40	2,462,948.53
January 2022 . . . . .	0.00	62,359,603.47	2,408,535.22
February 2022 . . . . .	0.00	61,331,570.28	2,355,255.55
March 2022 . . . . .	0.00	60,319,133.29	2,303,086.69
April 2022 . . . . .	0.00	59,322,066.19	2,252,006.28
May 2022 . . . . .	0.00	58,340,145.86	2,201,992.37
June 2022 . . . . .	0.00	57,373,152.37	2,153,023.46
July 2022 . . . . .	0.00	56,420,868.85	2,105,078.47
August 2022 . . . . .	0.00	55,483,081.54	2,058,136.74
September 2022 . . . . .	0.00	54,559,579.68	2,012,178.00
October 2022 . . . . .	0.00	53,650,155.50	1,967,182.41

<u>Distribution Date</u>	<u>Class HE</u>	<u>Classes PA, PX, TL, TM and TN (in the aggregate)</u>	<u>Classes GC and GX (in the aggregate)</u>
November 2022 . . . . .	\$ 0.00	\$ 52,754,604.18	\$ 1,923,130.49
December 2022 . . . . .	0.00	51,872,723.77	1,880,003.18
January 2023 . . . . .	0.00	51,004,315.21	1,837,781.77
February 2023 . . . . .	0.00	50,149,182.25	1,796,447.92
March 2023. . . . .	0.00	49,307,131.42	1,755,983.66
April 2023. . . . .	0.00	48,477,971.99	1,716,371.39
May 2023 . . . . .	0.00	47,661,515.93	1,677,593.83
June 2023 . . . . .	0.00	46,857,577.88	1,639,634.06
July 2023 . . . . .	0.00	46,065,975.11	1,602,475.49
August 2023 . . . . .	0.00	45,286,527.48	1,566,101.87
September 2023 . . . . .	0.00	44,519,057.41	1,530,497.24
October 2023 . . . . .	0.00	43,763,389.84	1,495,646.00
November 2023 . . . . .	0.00	43,019,352.18	1,461,532.82
December 2023 . . . . .	0.00	42,286,774.31	1,428,142.70
January 2024 . . . . .	0.00	41,565,488.52	1,395,460.92
February 2024 . . . . .	0.00	40,855,329.48	1,363,473.07
March 2024. . . . .	0.00	40,156,134.21	1,332,165.02
April 2024. . . . .	0.00	39,467,742.05	1,301,522.90
May 2024 . . . . .	0.00	38,789,994.62	1,271,533.15
June 2024 . . . . .	0.00	38,122,735.79	1,242,182.45
July 2024 . . . . .	0.00	37,465,811.66	1,213,457.76
August 2024 . . . . .	0.00	36,819,070.52	1,185,346.30
September 2024 . . . . .	0.00	36,182,362.81	1,157,835.54
October 2024 . . . . .	0.00	35,555,541.11	1,130,913.19
November 2024 . . . . .	0.00	34,938,460.08	1,104,567.23
December 2024 . . . . .	0.00	34,330,976.48	1,078,785.84
January 2025 . . . . .	0.00	33,732,949.09	1,053,557.49
February 2025 . . . . .	0.00	33,144,238.69	1,028,870.82
March 2025. . . . .	0.00	32,564,708.09	1,004,714.74
April 2025. . . . .	0.00	31,994,222.02	981,078.36
May 2025 . . . . .	0.00	31,432,647.14	957,951.02
June 2025 . . . . .	0.00	30,879,852.02	935,322.26
July 2025 . . . . .	0.00	30,335,707.13	913,181.83
August 2025 . . . . .	0.00	29,800,084.74	891,519.70
September 2025 . . . . .	0.00	29,272,858.99	870,326.03
October 2025 . . . . .	0.00	28,753,905.79	849,591.17
November 2025 . . . . .	0.00	28,243,102.83	829,305.67
December 2025 . . . . .	0.00	27,740,329.55	809,460.26
January 2026 . . . . .	0.00	27,245,467.13	790,045.88
February 2026 . . . . .	0.00	26,758,398.42	771,053.63
March 2026. . . . .	0.00	26,279,007.95	752,474.79

<u>Distribution Date</u>	<u>Class HE</u>	<u>Classes PA, PX, TL, TM and TN (in the aggregate)</u>	<u>Classes GC and GX (in the aggregate)</u>
April 2026 . . . . .	\$ 0.00	\$ 25,807,181.94	\$ 734,300.82
May 2026 . . . . .	0.00	25,342,808.18	716,523.34
June 2026 . . . . .	0.00	24,885,776.12	699,134.16
July 2026 . . . . .	0.00	24,435,976.77	682,125.23
August 2026 . . . . .	0.00	23,993,302.69	665,488.68
September 2026 . . . . .	0.00	23,557,648.01	649,216.79
October 2026 . . . . .	0.00	23,128,908.34	633,301.99
November 2026 . . . . .	0.00	22,706,980.83	617,736.87
December 2026 . . . . .	0.00	22,291,764.06	602,514.17
January 2027 . . . . .	0.00	21,883,158.11	587,626.77
February 2027 . . . . .	0.00	21,481,064.47	573,067.69
March 2027 . . . . .	0.00	21,085,386.04	558,830.10
April 2027 . . . . .	0.00	20,696,027.13	544,907.31
May 2027 . . . . .	0.00	20,312,893.42	531,292.75
June 2027 . . . . .	0.00	19,935,891.93	517,979.99
July 2027 . . . . .	0.00	19,564,931.04	504,962.73
August 2027 . . . . .	0.00	19,199,920.44	492,234.80
September 2027 . . . . .	0.00	18,840,771.12	479,790.15
October 2027 . . . . .	0.00	18,487,395.35	467,622.86
November 2027 . . . . .	0.00	18,139,706.65	455,727.11
December 2027 . . . . .	0.00	17,797,619.81	444,097.22
January 2028 . . . . .	0.00	17,461,050.83	432,727.61
February 2028 . . . . .	0.00	17,129,916.92	421,612.82
March 2028 . . . . .	0.00	16,804,136.51	410,747.50
April 2028 . . . . .	0.00	16,483,629.16	400,126.41
May 2028 . . . . .	0.00	16,168,315.64	389,744.41
June 2028 . . . . .	0.00	15,858,117.83	379,596.46
July 2028 . . . . .	0.00	15,552,958.75	369,677.63
August 2028 . . . . .	0.00	15,252,762.53	359,983.10
September 2028 . . . . .	0.00	14,957,454.39	350,508.13
October 2028 . . . . .	0.00	14,666,960.64	341,248.09
November 2028 . . . . .	0.00	14,381,208.66	332,198.42
December 2028 . . . . .	0.00	14,100,126.87	323,354.69
January 2029 . . . . .	0.00	13,823,644.72	314,712.53
February 2029 . . . . .	0.00	13,551,692.70	306,267.66
March 2029 . . . . .	0.00	13,284,202.29	298,015.91
April 2029 . . . . .	0.00	13,021,105.97	289,953.17
May 2029 . . . . .	0.00	12,762,337.19	282,075.43
June 2029 . . . . .	0.00	12,507,830.39	274,378.76
July 2029 . . . . .	0.00	12,257,520.92	266,859.29
August 2029 . . . . .	0.00	12,011,345.10	259,513.26

<u>Distribution Date</u>	<u>Class HE</u>	<u>Classes PA, PX, TL, TM and TN (in the aggregate)</u>	<u>Classes GC and GX (in the aggregate)</u>
September 2029 . . . . .	\$ 0.00	\$ 11,769,240.17	\$ 252,336.97
October 2029 . . . . .	0.00	11,531,144.27	245,326.79
November 2029 . . . . .	0.00	11,296,996.45	238,479.18
December 2029 . . . . .	0.00	11,066,736.63	231,790.65
January 2030 . . . . .	0.00	10,840,305.61	225,257.81
February 2030 . . . . .	0.00	10,617,645.06	218,877.32
March 2030 . . . . .	0.00	10,398,697.49	212,645.91
April 2030 . . . . .	0.00	10,183,406.26	206,560.38
May 2030 . . . . .	0.00	9,971,715.52	200,617.60
June 2030 . . . . .	0.00	9,763,570.27	194,814.50
July 2030 . . . . .	0.00	9,558,916.30	189,148.06
August 2030 . . . . .	0.00	9,357,700.18	183,615.35
September 2030 . . . . .	0.00	9,159,869.27	178,213.47
October 2030 . . . . .	0.00	8,965,371.70	172,939.61
November 2030 . . . . .	0.00	8,774,156.34	167,791.00
December 2030 . . . . .	0.00	8,586,172.83	162,764.92
January 2031 . . . . .	0.00	8,401,371.52	157,858.71
February 2031 . . . . .	0.00	8,219,703.51	153,069.79
March 2031 . . . . .	0.00	8,041,120.61	148,395.60
April 2031 . . . . .	0.00	7,865,575.31	143,833.65
May 2031 . . . . .	0.00	7,693,020.82	139,381.50
June 2031 . . . . .	0.00	7,523,411.04	135,036.75
July 2031 . . . . .	0.00	7,356,700.52	130,797.06
August 2031 . . . . .	0.00	7,192,844.49	126,660.15
September 2031 . . . . .	0.00	7,031,798.85	122,623.75
October 2031 . . . . .	0.00	6,873,520.12	118,685.68
November 2031 . . . . .	0.00	6,717,965.46	114,843.77
December 2031 . . . . .	0.00	6,565,092.69	111,095.92
January 2032 . . . . .	0.00	6,414,860.22	107,440.06
February 2032 . . . . .	0.00	6,267,227.07	103,874.17
March 2032 . . . . .	0.00	6,122,152.88	100,396.26
April 2032 . . . . .	0.00	5,979,597.88	97,004.41
May 2032 . . . . .	0.00	5,839,522.86	93,696.70
June 2032 . . . . .	0.00	5,701,889.22	90,471.28
July 2032 . . . . .	0.00	5,566,658.92	87,326.32
August 2032 . . . . .	0.00	5,433,794.46	84,260.05
September 2032 . . . . .	0.00	5,303,258.92	81,270.72
October 2032 . . . . .	0.00	5,175,015.90	78,356.62
November 2032 . . . . .	0.00	5,049,029.57	75,516.07
December 2032 . . . . .	0.00	4,925,264.58	72,747.43
January 2033 . . . . .	0.00	4,803,686.15	70,049.11

<u>Distribution Date</u>	<u>Class HE</u>	<u>Classes PA, PX, TL, TM and TN (in the aggregate)</u>	<u>Classes GC and GX (in the aggregate)</u>
February 2033 . . . . .	\$ 0.00	\$ 4,684,259.98	\$ 67,419.53
March 2033. . . . .	0.00	4,566,952.31	64,857.15
April 2033. . . . .	0.00	4,451,729.83	62,360.47
May 2033 . . . . .	0.00	4,338,559.78	59,928.01
June 2033 . . . . .	0.00	4,227,409.84	57,558.33
July 2033 . . . . .	0.00	4,118,248.20	55,250.02
August 2033 . . . . .	0.00	4,011,043.49	53,001.69
September 2033 . . . . .	0.00	3,905,764.84	50,811.99
October 2033 . . . . .	0.00	3,802,381.81	48,679.60
November 2033 . . . . .	0.00	3,700,864.42	46,603.22
December 2033 . . . . .	0.00	3,601,183.14	44,581.57
January 2034 . . . . .	0.00	3,503,308.88	42,613.42
February 2034 . . . . .	0.00	3,407,212.97	40,697.55
March 2034. . . . .	0.00	3,312,867.17	38,832.76
April 2034. . . . .	0.00	3,220,243.69	37,017.90
May 2034 . . . . .	0.00	3,129,315.10	35,251.82
June 2034 . . . . .	0.00	3,040,054.42	33,533.39
July 2034 . . . . .	0.00	2,952,435.05	31,861.54
August 2034 . . . . .	0.00	2,866,430.81	30,235.19
September 2034 . . . . .	0.00	2,782,015.89	28,653.29
October 2034 . . . . .	0.00	2,699,164.86	27,114.83
November 2034 . . . . .	0.00	2,617,852.70	25,618.78
December 2034 . . . . .	0.00	2,538,054.73	24,164.18
January 2035 . . . . .	0.00	2,459,746.67	22,750.06
February 2035 . . . . .	0.00	2,382,904.57	21,375.49
March 2035. . . . .	0.00	2,307,504.86	20,039.54
April 2035. . . . .	0.00	2,233,524.33	18,741.31
May 2035 . . . . .	0.00	2,160,940.10	17,479.92
June 2035 . . . . .	0.00	2,089,729.64	16,254.51
July 2035 . . . . .	0.00	2,019,870.75	15,064.24
August 2035 . . . . .	0.00	1,951,341.59	13,908.28
September 2035 . . . . .	0.00	1,884,120.61	12,785.82
October 2035 . . . . .	0.00	1,818,186.62	11,696.08
November 2035 . . . . .	0.00	1,753,518.72	10,638.27
December 2035 . . . . .	0.00	1,690,096.34	9,611.65
January 2036 . . . . .	0.00	1,627,899.23	8,615.47
February 2036 . . . . .	0.00	1,566,907.41	7,649.01
March 2036. . . . .	0.00	1,507,101.23	6,711.56
April 2036. . . . .	0.00	1,448,461.34	5,802.43
May 2036 . . . . .	0.00	1,390,968.66	4,920.93
June 2036 . . . . .	0.00	1,334,604.42	4,066.42

<u>Distribution Date</u>	<u>Class HE</u>	<u>Classes PA, PX, TL, TM and TN (in the aggregate)</u>	<u>Classes GC and GX (in the aggregate)</u>
July 2036 . . . . .	\$ 0.00	\$ 1,279,350.11	\$ 3,238.23
August 2036 . . . . .	0.00	1,225,187.53	2,435.73
September 2036 . . . . .	0.00	1,172,098.72	1,658.30
October 2036 . . . . .	0.00	1,120,066.03	905.71
November 2036 . . . . .	0.00	1,069,072.05	183.57
December 2036 . . . . .	0.00	1,019,099.64	0.00
January 2037 . . . . .	0.00	970,131.93	0.00
February 2037 . . . . .	0.00	922,152.30	0.00
March 2037 . . . . .	0.00	875,144.37	0.00
April 2037 . . . . .	0.00	829,092.03	0.00
May 2037 . . . . .	0.00	783,979.40	0.00
June 2037 . . . . .	0.00	739,790.86	0.00
July 2037 . . . . .	0.00	696,511.00	0.00
August 2037 . . . . .	0.00	654,124.67	0.00
September 2037 . . . . .	0.00	612,616.94	0.00
October 2037 . . . . .	0.00	571,973.11	0.00
November 2037 . . . . .	0.00	532,178.71	0.00
December 2037 . . . . .	0.00	493,219.48	0.00
January 2038 . . . . .	0.00	455,081.38	0.00
February 2038 . . . . .	0.00	417,750.60	0.00
March 2038 . . . . .	0.00	381,213.53	0.00
April 2038 . . . . .	0.00	345,456.76	0.00
May 2038 . . . . .	0.00	310,467.10	0.00
June 2038 . . . . .	0.00	276,231.56	0.00
July 2038 . . . . .	0.00	242,737.34	0.00
August 2038 . . . . .	0.00	209,971.86	0.00
September 2038 . . . . .	0.00	177,922.71	0.00
October 2038 . . . . .	0.00	146,577.68	0.00
November 2038 . . . . .	0.00	115,924.75	0.00
December 2038 . . . . .	0.00	85,952.08	0.00
January 2039 . . . . .	0.00	56,648.02	0.00
February 2039 . . . . .	0.00	28,001.09	0.00
March 2039 and thereafter . . . . .	0.00	0.00	0.00

<u>Distribution Date</u>	<u>Classes EO, GO and LY (in the aggregate)</u>	<u>Class VN</u>	<u>Classes KM and ZK (in the aggregate)</u>
Initial Balance . . . . .	\$131,718,000.00	\$28,760,000.00	\$21,598,000.00
July 2009 . . . . .	131,137,685.62	28,449,592.04	21,500,124.43
August 2009 . . . . .	130,491,413.55	28,114,757.13	21,386,962.08
September 2009 . . . . .	129,779,730.56	27,755,558.71	21,257,972.87
October 2009 . . . . .	129,003,079.87	27,372,286.86	21,113,293.74
November 2009 . . . . .	128,161,970.48	26,965,288.35	20,953,082.02
December 2009 . . . . .	127,256,976.75	26,534,966.32	20,777,515.23
January 2010 . . . . .	126,288,737.89	26,081,779.61	20,586,790.95
February 2010 . . . . .	125,257,957.36	25,606,242.04	20,381,126.59
March 2010 . . . . .	124,165,402.09	25,108,921.48	20,160,759.14
April 2010 . . . . .	123,011,901.70	24,590,438.74	19,925,944.88
May 2010 . . . . .	121,798,347.48	24,051,466.33	19,676,959.09
June 2010 . . . . .	120,525,691.40	23,492,727.00	19,414,095.72
July 2010 . . . . .	119,194,944.88	22,914,992.17	19,137,666.97
August 2010 . . . . .	117,807,177.60	22,319,080.13	18,848,002.92
September 2010 . . . . .	116,363,516.05	21,705,854.23	18,545,451.09
October 2010 . . . . .	114,865,142.13	21,076,220.71	18,230,375.94
November 2010 . . . . .	113,313,291.53	20,431,126.59	17,903,158.42
December 2010 . . . . .	111,709,252.09	19,771,557.31	17,564,195.44
January 2011 . . . . .	110,054,362.06	19,098,534.22	17,213,899.29
February 2011 . . . . .	108,350,008.25	18,413,112.00	16,852,697.09
March 2011 . . . . .	106,597,624.08	17,716,376.02	16,481,030.15
April 2011 . . . . .	104,798,687.61	17,009,439.41	16,099,353.41
May 2011 . . . . .	102,954,719.42	16,293,440.24	15,708,134.71
June 2011 . . . . .	101,067,280.47	15,569,538.46	15,307,854.19
July 2011 . . . . .	99,137,969.85	14,838,912.81	14,899,003.53
August 2011 . . . . .	97,229,464.86	14,123,925.21	14,496,880.86
September 2011 . . . . .	95,341,546.38	13,424,242.39	14,101,416.33
October 2011 . . . . .	93,473,997.60	12,739,536.78	13,712,540.68
November 2011 . . . . .	91,626,603.97	12,069,486.45	13,330,185.28
December 2011 . . . . .	89,799,153.15	11,413,775.06	12,954,282.14
January 2012 . . . . .	87,991,435.05	10,772,091.68	12,584,763.85
February 2012 . . . . .	86,203,241.72	10,144,130.78	12,221,563.63
March 2012 . . . . .	84,434,367.43	9,529,592.08	11,864,615.28
April 2012 . . . . .	82,684,608.56	8,928,180.53	11,513,853.24
May 2012 . . . . .	80,953,763.61	8,339,606.17	11,169,212.48
June 2012 . . . . .	79,241,633.20	7,763,584.09	10,830,628.61
July 2012 . . . . .	77,548,020.02	7,199,834.28	10,498,037.79
August 2012 . . . . .	75,872,728.81	6,648,081.65	10,171,376.77
September 2012 . . . . .	74,215,566.35	6,108,055.85	9,850,582.86
October 2012 . . . . .	72,576,341.43	5,579,491.27	9,535,593.97
November 2012 . . . . .	70,954,864.85	5,062,126.91	9,226,348.52

<u>Distribution Date</u>	<u>Classes EO, GO and LY (in the aggregate)</u>	<u>Class VN</u>	<u>Classes KM and ZK (in the aggregate)</u>
December 2012	\$ 69,350,949.35	\$ 4,555,706.33	\$ 8,922,785.54
January 2013	67,764,409.66	4,059,977.56	8,624,844.58
February 2013	66,195,062.41	3,574,693.05	8,332,465.74
March 2013	64,642,726.16	3,099,609.59	8,045,589.68
April 2013	63,107,221.37	2,634,488.19	7,764,157.59
May 2013	61,588,370.34	2,179,094.10	7,488,111.18
June 2013	60,085,997.25	1,733,196.67	7,217,392.72
July 2013	58,599,928.10	1,296,569.31	6,951,944.98
August 2013	57,129,990.73	868,989.41	6,691,711.26
September 2013	55,676,014.74	450,238.29	6,436,635.39
October 2013	54,237,831.53	40,101.13	6,186,661.68
November 2013	52,815,274.25	0.00	5,941,734.98
December 2013	51,408,177.80	0.00	5,701,800.62
January 2014	50,016,378.79	0.00	5,466,804.45
February 2014	48,639,715.55	0.00	5,236,692.78
March 2014	47,278,028.08	0.00	5,011,412.46
April 2014	45,931,158.05	0.00	4,790,910.79
May 2014	44,598,948.81	0.00	4,575,135.58
June 2014	43,281,245.31	0.00	4,364,035.07
July 2014	41,977,894.14	0.00	4,157,558.03
August 2014	40,691,880.55	0.00	3,955,653.68
September 2014	39,444,890.15	0.00	3,758,271.67
October 2014	38,235,747.42	0.00	3,565,362.18
November 2014	37,063,312.04	0.00	3,376,875.80
December 2014	35,926,477.85	0.00	3,192,763.60
January 2015	34,824,171.84	0.00	3,012,977.06
February 2015	33,755,353.14	0.00	2,837,468.15
March 2015	32,719,012.09	0.00	2,666,189.28
April 2015	31,714,169.30	0.00	2,499,093.27
May 2015	30,739,874.73	0.00	2,336,133.40
June 2015	29,795,206.82	0.00	2,177,263.36
July 2015	28,879,271.66	0.00	2,022,437.32
August 2015	27,991,202.14	0.00	1,871,609.79
September 2015	27,130,157.16	0.00	1,724,735.77
October 2015	26,295,320.87	0.00	1,581,770.65
November 2015	25,485,901.87	0.00	1,442,670.23
December 2015	24,701,132.53	0.00	1,307,390.74
January 2016	23,940,268.27	0.00	1,175,888.81
February 2016	23,202,586.84	0.00	1,048,121.44
March 2016	22,487,387.67	0.00	924,046.08
April 2016	21,793,991.25	0.00	803,620.55
May 2016	21,121,738.47	0.00	686,803.05

<u>Distribution Date</u>	<u>Classes EO, GO and LY (in the aggregate)</u>	<u>Class VN</u>	<u>Classes KM and ZK (in the aggregate)</u>
June 2016 . . . . .	\$ 20,469,989.99	\$ 0.00	\$ 573,552.20
July 2016 . . . . .	19,838,125.73	0.00	463,826.98
August 2016 . . . . .	19,225,544.18	0.00	366,335.46
September 2016 . . . . .	18,631,661.96	0.00	280,927.45
October 2016 . . . . .	18,055,913.19	0.00	207,341.12
November 2016 . . . . .	17,497,749.01	0.00	145,319.37
December 2016 . . . . .	16,956,637.07	0.00	94,609.70
January 2017 . . . . .	16,432,061.01	0.00	54,964.19
February 2017 . . . . .	15,923,520.01	0.00	26,139.38
March 2017 . . . . .	15,430,528.32	0.00	7,896.23
April 2017 . . . . .	14,952,614.80	0.00	0.01
May 2017 . . . . .	14,489,322.49	0.00	0.00
June 2017 . . . . .	14,040,208.16	0.00	0.00
July 2017 . . . . .	13,604,841.95	0.00	0.00
August 2017 . . . . .	13,182,806.92	0.00	0.00
September 2017 . . . . .	12,773,698.70	0.00	0.00
October 2017 . . . . .	12,377,125.10	0.00	0.00
November 2017 . . . . .	11,992,705.72	0.00	0.00
December 2017 . . . . .	11,620,071.63	0.00	0.00
January 2018 . . . . .	11,258,865.03	0.00	0.00
February 2018 . . . . .	10,908,738.90	0.00	0.00
March 2018 . . . . .	10,569,356.66	0.00	0.00
April 2018 . . . . .	10,240,391.89	0.00	0.00
May 2018 . . . . .	9,921,528.02	0.00	0.00
June 2018 . . . . .	9,612,458.01	0.00	0.00
July 2018 . . . . .	9,312,884.09	0.00	0.00
August 2018 . . . . .	9,022,517.49	0.00	0.00
September 2018 . . . . .	8,741,078.12	0.00	0.00
October 2018 . . . . .	8,468,294.37	0.00	0.00
November 2018 . . . . .	8,203,902.82	0.00	0.00
December 2018 . . . . .	7,947,648.00	0.00	0.00
January 2019 . . . . .	7,699,282.16	0.00	0.00
February 2019 . . . . .	7,458,565.03	0.00	0.00
March 2019 . . . . .	7,225,263.60	0.00	0.00
April 2019 . . . . .	6,999,151.89	0.00	0.00
May 2019 . . . . .	6,780,010.76	0.00	0.00
June 2019 . . . . .	6,567,627.71	0.00	0.00
July 2019 . . . . .	6,361,796.63	0.00	0.00
August 2019 . . . . .	6,162,317.66	0.00	0.00
September 2019 . . . . .	5,968,996.99	0.00	0.00
October 2019 . . . . .	5,781,646.67	0.00	0.00
November 2019 . . . . .	5,600,084.43	0.00	0.00

<u>Distribution Date</u>	<u>Classes EO, GO and LY (in the aggregate)</u>	<u>Class VN</u>	<u>Classes KM and ZK (in the aggregate)</u>
December 2019 . . . . .	\$ 5,424,133.52	\$ 0.00	\$ 0.00
January 2020 . . . . .	5,253,622.54	0.00	0.00
February 2020 . . . . .	5,088,385.28	0.00	0.00
March 2020 . . . . .	4,928,260.57	0.00	0.00
April 2020 . . . . .	4,773,092.11	0.00	0.00
May 2020 . . . . .	4,622,728.34	0.00	0.00
June 2020 . . . . .	4,477,022.29	0.00	0.00
July 2020 . . . . .	4,335,831.45	0.00	0.00
August 2020 . . . . .	4,199,017.63	0.00	0.00
September 2020 . . . . .	4,066,446.83	0.00	0.00
October 2020 . . . . .	3,937,989.10	0.00	0.00
November 2020 . . . . .	3,813,518.46	0.00	0.00
December 2020 . . . . .	3,692,912.73	0.00	0.00
January 2021 . . . . .	3,576,053.44	0.00	0.00
February 2021 . . . . .	3,462,825.72	0.00	0.00
March 2021 . . . . .	3,353,118.20	0.00	0.00
April 2021 . . . . .	3,246,822.88	0.00	0.00
May 2021 . . . . .	3,143,835.03	0.00	0.00
June 2021 . . . . .	3,044,053.12	0.00	0.00
July 2021 . . . . .	2,947,378.71	0.00	0.00
August 2021 . . . . .	2,853,716.32	0.00	0.00
September 2021 . . . . .	2,762,973.42	0.00	0.00
October 2021 . . . . .	2,675,060.25	0.00	0.00
November 2021 . . . . .	2,589,889.82	0.00	0.00
December 2021 . . . . .	2,507,377.75	0.00	0.00
January 2022 . . . . .	2,427,442.25	0.00	0.00
February 2022 . . . . .	2,350,004.01	0.00	0.00
March 2022 . . . . .	2,274,986.16	0.00	0.00
April 2022 . . . . .	2,202,314.14	0.00	0.00
May 2022 . . . . .	2,131,915.66	0.00	0.00
June 2022 . . . . .	2,063,720.67	0.00	0.00
July 2022 . . . . .	1,997,661.22	0.00	0.00
August 2022 . . . . .	1,933,671.45	0.00	0.00
September 2022 . . . . .	1,871,687.49	0.00	0.00
October 2022 . . . . .	1,811,647.45	0.00	0.00
November 2022 . . . . .	1,753,491.29	0.00	0.00
December 2022 . . . . .	1,697,160.83	0.00	0.00
January 2023 . . . . .	1,642,599.66	0.00	0.00
February 2023 . . . . .	1,589,753.09	0.00	0.00
March 2023 . . . . .	1,538,568.11	0.00	0.00
April 2023 . . . . .	1,488,993.31	0.00	0.00
May 2023 . . . . .	1,440,978.86	0.00	0.00

<u>Distribution Date</u>	<u>Classes EO, GO and LY (in the aggregate)</u>	<u>Class VN</u>	<u>Classes KM and ZK (in the aggregate)</u>
June 2023 . . . . .	\$ 1,394,476.47	\$ 0.00	\$ 0.00
July 2023 . . . . .	1,349,439.30	0.00	0.00
August 2023 . . . . .	1,305,821.97	0.00	0.00
September 2023 . . . . .	1,263,580.47	0.00	0.00
October 2023 . . . . .	1,222,672.14	0.00	0.00
November 2023 . . . . .	1,183,055.62	0.00	0.00
December 2023 . . . . .	1,144,690.84	0.00	0.00
January 2024 . . . . .	1,107,538.94	0.00	0.00
February 2024 . . . . .	1,071,562.24	0.00	0.00
March 2024 . . . . .	1,036,724.24	0.00	0.00
April 2024 . . . . .	1,002,989.55	0.00	0.00
May 2024 . . . . .	970,323.86	0.00	0.00
June 2024 . . . . .	938,693.91	0.00	0.00
July 2024 . . . . .	908,067.48	0.00	0.00
August 2024 . . . . .	878,413.31	0.00	0.00
September 2024 . . . . .	849,701.13	0.00	0.00
October 2024 . . . . .	821,901.58	0.00	0.00
November 2024 . . . . .	794,986.21	0.00	0.00
December 2024 . . . . .	768,927.44	0.00	0.00
January 2025 . . . . .	743,698.54	0.00	0.00
February 2025 . . . . .	719,273.61	0.00	0.00
March 2025 . . . . .	695,627.54	0.00	0.00
April 2025 . . . . .	672,735.99	0.00	0.00
May 2025 . . . . .	650,575.37	0.00	0.00
June 2025 . . . . .	629,122.83	0.00	0.00
July 2025 . . . . .	608,356.20	0.00	0.00
August 2025 . . . . .	588,254.02	0.00	0.00
September 2025 . . . . .	568,795.47	0.00	0.00
October 2025 . . . . .	549,960.39	0.00	0.00
November 2025 . . . . .	531,729.22	0.00	0.00
December 2025 . . . . .	514,083.03	0.00	0.00
January 2026 . . . . .	497,003.46	0.00	0.00
February 2026 . . . . .	480,472.71	0.00	0.00
March 2026 . . . . .	464,473.54	0.00	0.00
April 2026 . . . . .	448,989.25	0.00	0.00
May 2026 . . . . .	434,003.65	0.00	0.00
June 2026 . . . . .	419,501.03	0.00	0.00
July 2026 . . . . .	405,466.21	0.00	0.00
August 2026 . . . . .	391,884.44	0.00	0.00
September 2026 . . . . .	378,741.44	0.00	0.00
October 2026 . . . . .	366,023.38	0.00	0.00
November 2026 . . . . .	353,716.86	0.00	0.00

<u>Distribution Date</u>	<u>Classes EO, GO and LY (in the aggregate)</u>	<u>Class VN</u>	<u>Classes KM and ZK (in the aggregate)</u>
December 2026 . . . . .	\$ 341,808.88	\$ 0.00	\$ 0.00
January 2027 . . . . .	330,286.86	0.00	0.00
February 2027 . . . . .	319,138.59	0.00	0.00
March 2027 . . . . .	308,352.26	0.00	0.00
April 2027 . . . . .	297,916.42	0.00	0.00
May 2027 . . . . .	287,819.98	0.00	0.00
June 2027 . . . . .	278,052.17	0.00	0.00
July 2027 . . . . .	268,602.58	0.00	0.00
August 2027 . . . . .	259,461.13	0.00	0.00
September 2027 . . . . .	250,618.04	0.00	0.00
October 2027 . . . . .	242,063.82	0.00	0.00
November 2027 . . . . .	233,789.30	0.00	0.00
December 2027 . . . . .	225,785.60	0.00	0.00
January 2028 . . . . .	218,044.09	0.00	0.00
February 2028 . . . . .	210,556.42	0.00	0.00
March 2028 . . . . .	203,314.52	0.00	0.00
April 2028 . . . . .	196,310.55	0.00	0.00
May 2028 . . . . .	189,536.91	0.00	0.00
June 2028 . . . . .	182,986.26	0.00	0.00
July 2028 . . . . .	176,651.48	0.00	0.00
August 2028 . . . . .	170,525.67	0.00	0.00
September 2028 . . . . .	164,602.14	0.00	0.00
October 2028 . . . . .	158,874.41	0.00	0.00
November 2028 . . . . .	153,336.23	0.00	0.00
December 2028 . . . . .	147,981.51	0.00	0.00
January 2029 . . . . .	142,804.37	0.00	0.00
February 2029 . . . . .	137,799.11	0.00	0.00
March 2029 . . . . .	132,960.21	0.00	0.00
April 2029 . . . . .	128,282.33	0.00	0.00
May 2029 . . . . .	123,760.28	0.00	0.00
June 2029 . . . . .	119,389.04	0.00	0.00
July 2029 . . . . .	115,163.76	0.00	0.00
August 2029 . . . . .	111,079.74	0.00	0.00
September 2029 . . . . .	107,132.42	0.00	0.00
October 2029 . . . . .	103,317.37	0.00	0.00
November 2029 . . . . .	99,630.33	0.00	0.00
December 2029 . . . . .	96,067.16	0.00	0.00
January 2030 . . . . .	92,623.85	0.00	0.00
February 2030 . . . . .	89,296.51	0.00	0.00
March 2030 . . . . .	86,081.39	0.00	0.00
April 2030 . . . . .	82,974.84	0.00	0.00
May 2030 . . . . .	79,973.34	0.00	0.00

<u>Distribution Date</u>	<u>Classes EO, GO and LY (in the aggregate)</u>	<u>Class VN</u>	<u>Classes KM and ZK (in the aggregate)</u>
June 2030 . . . . .	\$ 77,073.47	\$ 0.00	\$ 0.00
July 2030 . . . . .	74,271.92	0.00	0.00
August 2030 . . . . .	71,565.51	0.00	0.00
September 2030 . . . . .	68,951.12	0.00	0.00
October 2030 . . . . .	66,425.75	0.00	0.00
November 2030 . . . . .	63,986.50	0.00	0.00
December 2030 . . . . .	61,630.55	0.00	0.00
January 2031 . . . . .	59,355.18	0.00	0.00
February 2031 . . . . .	57,157.75	0.00	0.00
March 2031 . . . . .	55,035.71	0.00	0.00
April 2031 . . . . .	52,986.58	0.00	0.00
May 2031 . . . . .	51,007.97	0.00	0.00
June 2031 . . . . .	49,097.55	0.00	0.00
July 2031 . . . . .	47,253.10	0.00	0.00
August 2031 . . . . .	45,472.43	0.00	0.00
September 2031 . . . . .	43,753.45	0.00	0.00
October 2031 . . . . .	42,094.11	0.00	0.00
November 2031 . . . . .	40,492.45	0.00	0.00
December 2031 . . . . .	38,946.56	0.00	0.00
January 2032 . . . . .	37,454.59	0.00	0.00
February 2032 . . . . .	36,014.76	0.00	0.00
March 2032 . . . . .	34,625.34	0.00	0.00
April 2032 . . . . .	33,284.65	0.00	0.00
May 2032 . . . . .	31,991.06	0.00	0.00
June 2032 . . . . .	30,743.03	0.00	0.00
July 2032 . . . . .	29,539.02	0.00	0.00
August 2032 . . . . .	28,377.56	0.00	0.00
September 2032 . . . . .	27,257.24	0.00	0.00
October 2032 . . . . .	26,176.68	0.00	0.00
November 2032 . . . . .	25,134.55	0.00	0.00
December 2032 . . . . .	24,129.56	0.00	0.00
January 2033 . . . . .	23,160.46	0.00	0.00
February 2033 . . . . .	22,226.05	0.00	0.00
March 2033 . . . . .	21,325.16	0.00	0.00
April 2033 . . . . .	20,456.66	0.00	0.00
May 2033 . . . . .	19,619.45	0.00	0.00
June 2033 . . . . .	18,812.48	0.00	0.00
July 2033 . . . . .	18,034.73	0.00	0.00
August 2033 . . . . .	17,285.21	0.00	0.00
September 2033 . . . . .	16,562.96	0.00	0.00
October 2033 . . . . .	15,867.04	0.00	0.00
November 2033 . . . . .	15,196.58	0.00	0.00

<u>Distribution Date</u>	<u>Classes EO, GO and LY (in the aggregate)</u>	<u>Class VN</u>	<u>Classes KM and ZK (in the aggregate)</u>
December 2033	\$ 14,550.69	\$ 0.00	\$ 0.00
January 2034	13,928.55	0.00	0.00
February 2034	13,329.34	0.00	0.00
March 2034	12,752.27	0.00	0.00
April 2034	12,196.58	0.00	0.00
May 2034	11,661.55	0.00	0.00
June 2034	11,146.46	0.00	0.00
July 2034	10,650.63	0.00	0.00
August 2034	10,173.38	0.00	0.00
September 2034	9,714.09	0.00	0.00
October 2034	9,272.12	0.00	0.00
November 2034	8,846.88	0.00	0.00
December 2034	8,437.79	0.00	0.00
January 2035	8,044.28	0.00	0.00
February 2035	7,665.81	0.00	0.00
March 2035	7,301.86	0.00	0.00
April 2035	6,951.92	0.00	0.00
May 2035	6,615.50	0.00	0.00
June 2035	6,292.12	0.00	0.00
July 2035	5,981.33	0.00	0.00
August 2035	5,682.68	0.00	0.00
September 2035	5,395.74	0.00	0.00
October 2035	5,120.10	0.00	0.00
November 2035	4,855.36	0.00	0.00
December 2035	4,601.13	0.00	0.00
January 2036	4,357.04	0.00	0.00
February 2036	4,122.72	0.00	0.00
March 2036	3,897.83	0.00	0.00
April 2036	3,682.03	0.00	0.00
May 2036	3,474.99	0.00	0.00
June 2036	3,276.40	0.00	0.00
July 2036	3,085.95	0.00	0.00
August 2036	2,903.35	0.00	0.00
September 2036	2,728.31	0.00	0.00
October 2036	2,560.56	0.00	0.00
November 2036	2,399.83	0.00	0.00
December 2036	2,245.87	0.00	0.00
January 2037	2,098.43	0.00	0.00
February 2037	1,957.27	0.00	0.00
March 2037	1,822.16	0.00	0.00
April 2037	1,692.88	0.00	0.00
May 2037	1,569.20	0.00	0.00

<u>Distribution Date</u>	<u>Classes EO, GO and LY (in the aggregate)</u>	<u>Class VN</u>	<u>Classes KM and ZK (in the aggregate)</u>
June 2037 . . . . .	\$ 1,450.93	\$ 0.00	\$ 0.00
July 2037 . . . . .	1,337.86	0.00	0.00
August 2037 . . . . .	1,229.80	0.00	0.00
September 2037 . . . . .	1,126.55	0.00	0.00
October 2037 . . . . .	1,027.95	0.00	0.00
November 2037 . . . . .	933.81	0.00	0.00
December 2037 . . . . .	843.96	0.00	0.00
January 2038 . . . . .	758.25	0.00	0.00
February 2038 . . . . .	676.52	0.00	0.00
March 2038. . . . .	598.6	0.00	0.00
April 2038. . . . .	524.37	0.00	0.00
May 2038 . . . . .	453.67	0.00	0.00
June 2038 . . . . .	386.37	0.00	0.00
July 2038 . . . . .	322.34	0.00	0.00
August 2038 . . . . .	261.45	0.00	0.00
September 2038 . . . . .	203.59	0.00	0.00
October 2038 . . . . .	148.62	0.00	0.00
November 2038 . . . . .	96.44	0.00	0.00
December 2038 . . . . .	46.94	0.00	0.00
January 2039 and thereafter . . . . .	0.00	0.00	0.00

<u>Distribution Date</u>	<u>Classes NA, NB, NC and ND (in the aggregate)</u>	<u>Class VM</u>	<u>Classes JN, JP and JT (in the aggregate)</u>
Initial Balance . . . . .	\$130,939,000.00	\$19,991,000.00	\$47,425,000.00
July 2009 . . . . .	130,513,688.09	19,813,336.16	47,277,089.79
August 2009 . . . . .	130,053,586.82	19,624,988.62	47,116,779.73
September 2009 . . . . .	129,559,647.12	19,425,911.38	46,944,125.23
October 2009 . . . . .	129,032,049.23	19,216,207.67	46,759,188.14
November 2009 . . . . .	128,470,990.92	18,995,998.06	46,562,036.70
December 2009 . . . . .	127,876,687.40	18,765,420.36	46,352,745.50
January 2010 . . . . .	127,249,371.17	18,524,629.45	46,131,395.46
February 2010 . . . . .	126,589,291.91	18,273,797.02	45,898,073.78
March 2010 . . . . .	125,896,716.30	18,013,111.42	45,652,873.86
April 2010 . . . . .	125,171,927.90	17,742,777.28	45,395,895.31
May 2010 . . . . .	124,415,226.91	17,463,015.28	45,127,243.78
June 2010 . . . . .	123,626,930.01	17,174,061.73	44,847,031.00
July 2010 . . . . .	122,807,370.15	16,876,168.22	44,555,374.65
August 2010 . . . . .	121,956,896.31	16,569,601.18	44,252,398.28
September 2010 . . . . .	121,075,873.26	16,254,641.47	43,938,231.25
October 2010 . . . . .	120,164,681.34	15,931,583.81	43,613,008.61
November 2010 . . . . .	119,223,716.14	15,600,736.36	43,276,871.05
December 2010 . . . . .	118,253,388.25	15,262,420.09	42,929,964.75
January 2011 . . . . .	117,254,122.97	14,916,968.23	42,572,441.31
February 2011 . . . . .	116,226,359.99	14,564,725.68	42,204,457.65
March 2011 . . . . .	115,170,553.10	14,206,048.35	41,826,175.84
April 2011 . . . . .	114,087,169.78	13,841,302.52	41,437,763.06
May 2011 . . . . .	112,976,690.98	13,470,864.11	41,039,391.41
June 2011 . . . . .	111,839,610.63	13,095,118.05	40,631,237.83
July 2011 . . . . .	110,676,435.39	12,714,457.48	40,213,483.94
August 2011 . . . . .	109,519,378.16	12,338,700.44	39,797,891.72
September 2011 . . . . .	108,368,407.39	11,967,768.71	39,384,450.07
October 2011 . . . . .	107,223,491.70	11,601,584.97	38,973,147.90
November 2011 . . . . .	106,084,599.88	11,240,072.79	38,563,974.23
December 2011 . . . . .	104,951,700.86	10,883,156.62	38,156,918.10
January 2012 . . . . .	103,824,763.74	10,530,761.78	37,751,968.62
February 2012 . . . . .	102,703,757.78	10,182,814.44	37,349,114.95
March 2012 . . . . .	101,588,652.41	9,839,241.62	36,948,346.30
April 2012 . . . . .	100,479,417.18	9,499,971.19	36,549,651.97
May 2012 . . . . .	99,376,021.84	9,164,931.86	36,153,021.26
June 2012 . . . . .	98,278,436.27	8,834,053.12	35,758,443.58
July 2012 . . . . .	97,186,630.51	8,507,265.31	35,365,908.36
August 2012 . . . . .	96,100,574.76	8,184,499.56	34,975,405.08
September 2012 . . . . .	95,020,239.37	7,865,687.80	34,586,923.31
October 2012 . . . . .	93,945,594.83	7,550,762.72	34,200,452.63

<u>Distribution Date</u>	<u>Classes NA, NB, NC and ND (in the aggregate)</u>	<u>Class VM</u>	<u>Classes JN, JP and JT (in the aggregate)</u>
November 2012 . . . . .	\$ 92,876,611.81	\$ 7,239,657.82	\$33,815,982.71
December 2012. . . . .	91,813,261.10	6,932,307.34	33,433,503.25
January 2013. . . . .	90,755,513.66	6,628,646.29	33,053,004.02
February 2013. . . . .	89,703,340.60	6,328,610.44	32,674,474.82
March 2013. . . . .	88,656,713.16	6,032,136.29	32,297,905.52
April 2013. . . . .	87,615,602.75	5,739,161.05	31,923,286.05
May 2013 . . . . .	86,579,980.92	5,449,622.71	31,550,606.36
June 2013 . . . . .	85,549,819.35	5,163,459.92	31,179,856.49
July 2013. . . . .	84,525,089.89	4,880,612.07	30,811,026.50
August 2013 . . . . .	83,505,764.53	4,601,019.25	30,444,106.52
September 2013 . . . . .	82,491,815.38	4,324,622.22	30,079,086.72
October 2013 . . . . .	81,483,214.73	4,051,362.45	29,715,957.34
November 2013 . . . . .	80,479,934.99	3,781,182.06	29,354,708.63
December 2013. . . . .	79,481,948.71	3,514,023.88	28,995,330.94
January 2014. . . . .	78,489,228.59	3,249,831.36	28,637,814.62
February 2014. . . . .	77,501,747.48	2,988,548.62	28,282,150.12
March 2014. . . . .	76,519,478.34	2,730,120.43	27,928,327.90
April 2014. . . . .	75,542,394.30	2,474,492.19	27,576,338.48
May 2014 . . . . .	74,570,468.60	2,221,609.93	27,226,172.45
June 2014 . . . . .	73,603,674.66	1,971,420.32	26,877,820.41
July 2014. . . . .	72,641,985.98	1,723,870.65	26,531,273.03
August 2014 . . . . .	71,685,376.24	1,478,908.77	26,186,521.04
September 2014 . . . . .	70,733,819.25	1,236,483.21	25,843,555.19
October 2014 . . . . .	69,787,288.93	996,543.04	25,502,366.31
November 2014 . . . . .	68,845,759.36	759,037.93	25,162,945.23
December 2014. . . . .	67,909,204.73	523,918.13	24,825,282.89
January 2015. . . . .	66,977,599.40	291,134.50	24,489,370.21
February 2015. . . . .	66,050,917.82	60,638.43	24,155,198.21
March 2015. . . . .	65,129,134.59	0.00	23,822,757.93
April 2015. . . . .	64,212,224.46	0.00	23,492,040.47
May 2015 . . . . .	63,300,162.26	0.00	23,163,036.95
June 2015 . . . . .	62,392,923.01	0.00	22,835,738.56
July 2015. . . . .	61,490,481.80	0.00	22,510,136.53
August 2015 . . . . .	60,592,813.90	0.00	22,186,222.14
September 2015 . . . . .	59,699,894.67	0.00	21,863,986.70
October 2015 . . . . .	58,811,699.62	0.00	21,543,421.57
November 2015 . . . . .	57,928,204.37	0.00	21,224,518.17
December 2015. . . . .	57,049,384.68	0.00	20,907,267.93
January 2016. . . . .	56,175,216.41	0.00	20,591,662.37
February 2016. . . . .	55,305,675.58	0.00	20,277,693.02
March 2016. . . . .	54,440,738.30	0.00	19,965,351.46

<u>Distribution Date</u>	<u>Classes NA, NB, NC and ND (in the aggregate)</u>	<u>Class VM</u>	<u>Classes JN, JP and JT (in the aggregate)</u>
April 2016 . . . . .	\$ 53,580,380.82	\$ 0.00	\$19,654,629.31
May 2016 . . . . .	52,724,579.52	0.00	19,345,518.25
June 2016 . . . . .	51,873,310.88	0.00	19,038,009.99
July 2016 . . . . .	51,026,551.52	0.00	18,732,096.28
August 2016 . . . . .	50,184,278.16	0.00	18,427,768.92
September 2016 . . . . .	49,346,467.66	0.00	18,125,019.75
October 2016 . . . . .	48,513,096.99	0.00	17,823,840.65
November 2016 . . . . .	47,684,143.24	0.00	17,524,223.55
December 2016 . . . . .	46,859,583.62	0.00	17,226,160.40
January 2017 . . . . .	46,039,395.45	0.00	16,929,643.21
February 2017 . . . . .	45,223,556.18	0.00	16,634,664.03
March 2017 . . . . .	44,412,043.35	0.00	16,341,214.96
April 2017 . . . . .	43,604,834.65	0.00	16,049,288.10
May 2017 . . . . .	42,804,128.08	0.00	15,758,875.65
June 2017 . . . . .	42,017,571.47	0.00	15,471,230.84
July 2017 . . . . .	41,244,920.65	0.00	15,188,638.78
August 2017 . . . . .	40,485,935.57	0.00	14,911,012.75
September 2017 . . . . .	39,740,380.30	0.00	14,638,267.50
October 2017 . . . . .	39,008,022.88	0.00	14,370,319.23
November 2017 . . . . .	38,288,635.33	0.00	14,107,085.53
December 2017 . . . . .	37,581,993.52	0.00	13,848,485.41
January 2018 . . . . .	36,887,877.15	0.00	13,594,439.24
February 2018 . . . . .	36,206,069.64	0.00	13,344,868.73
March 2018 . . . . .	35,536,358.13	0.00	13,099,696.94
April 2018 . . . . .	34,878,533.36	0.00	12,858,848.21
May 2018 . . . . .	34,232,389.63	0.00	12,622,248.17
June 2018 . . . . .	33,597,724.76	0.00	12,389,823.71
July 2018 . . . . .	32,974,339.98	0.00	12,161,502.95
August 2018 . . . . .	32,362,039.95	0.00	11,937,215.25
September 2018 . . . . .	31,760,632.60	0.00	11,716,891.13
October 2018 . . . . .	31,169,929.19	0.00	11,500,462.32
November 2018 . . . . .	30,589,744.16	0.00	11,287,861.70
December 2018 . . . . .	30,019,895.12	0.00	11,079,023.28
January 2019 . . . . .	29,460,202.79	0.00	10,873,882.19
February 2019 . . . . .	28,910,490.95	0.00	10,672,374.67
March 2019 . . . . .	28,370,586.37	0.00	10,474,438.03
April 2019 . . . . .	27,840,318.81	0.00	10,280,010.66
May 2019 . . . . .	27,319,520.89	0.00	10,089,031.97
June 2019 . . . . .	26,808,028.11	0.00	9,901,442.42
July 2019 . . . . .	26,305,678.78	0.00	9,717,183.48
August 2019 . . . . .	25,812,313.96	0.00	9,536,197.59

<u>Distribution Date</u>	<u>Classes NA, NB, NC and ND (in the aggregate)</u>	<u>Class VM</u>	<u>Classes JN, JP and JT (in the aggregate)</u>
September 2019 . . . . .	\$ 25,327,777.42	\$ 0.00	\$ 9,358,428.21
October 2019 . . . . .	24,851,915.62	0.00	9,183,819.72
November 2019 . . . . .	24,384,577.61	0.00	9,012,317.46
December 2019 . . . . .	23,925,615.05	0.00	8,843,867.70
January 2020 . . . . .	23,474,882.11	0.00	8,678,417.63
February 2020 . . . . .	23,032,235.48	0.00	8,515,915.33
March 2020 . . . . .	22,597,534.26	0.00	8,356,309.75
April 2020 . . . . .	22,170,640.00	0.00	8,199,550.74
May 2020 . . . . .	21,751,416.59	0.00	8,045,588.97
June 2020 . . . . .	21,339,730.26	0.00	7,894,375.97
July 2020 . . . . .	20,935,449.53	0.00	7,745,864.09
August 2020 . . . . .	20,538,445.16	0.00	7,600,006.49
September 2020 . . . . .	20,148,590.14	0.00	7,456,757.12
October 2020 . . . . .	19,765,759.61	0.00	7,316,070.73
November 2020 . . . . .	19,389,830.87	0.00	7,177,902.83
December 2020 . . . . .	19,020,683.31	0.00	7,042,209.68
January 2021 . . . . .	18,658,198.39	0.00	6,908,948.31
February 2021 . . . . .	18,302,259.59	0.00	6,778,076.45
March 2021 . . . . .	17,952,752.42	0.00	6,649,552.58
April 2021 . . . . .	17,609,564.32	0.00	6,523,335.88
May 2021 . . . . .	17,272,584.66	0.00	6,399,386.21
June 2021 . . . . .	16,941,704.73	0.00	6,277,664.13
July 2021 . . . . .	16,616,817.67	0.00	6,158,130.87
August 2021 . . . . .	16,297,818.46	0.00	6,040,748.32
September 2021 . . . . .	15,984,603.87	0.00	5,925,479.02
October 2021 . . . . .	15,677,072.46	0.00	5,812,286.15
November 2021 . . . . .	15,375,124.52	0.00	5,701,133.52
December 2021 . . . . .	15,078,662.06	0.00	5,591,985.56
January 2022 . . . . .	14,787,588.76	0.00	5,484,807.30
February 2022 . . . . .	14,501,809.98	0.00	5,379,564.38
March 2022 . . . . .	14,221,232.68	0.00	5,276,223.02
April 2022 . . . . .	13,945,765.43	0.00	5,174,750.01
May 2022 . . . . .	13,675,318.39	0.00	5,075,112.71
June 2022 . . . . .	13,409,803.23	0.00	4,977,279.06
July 2022 . . . . .	13,149,133.16	0.00	4,881,217.51
August 2022 . . . . .	12,893,222.89	0.00	4,786,897.10
September 2022 . . . . .	12,641,988.59	0.00	4,694,287.34
October 2022 . . . . .	12,395,347.88	0.00	4,603,358.32
November 2022 . . . . .	12,153,219.78	0.00	4,514,080.59
December 2022 . . . . .	11,915,524.72	0.00	4,426,425.25
January 2023 . . . . .	11,682,184.51	0.00	4,340,363.87

<u>Distribution Date</u>	<u>Classes NA, NB, NC and ND (in the aggregate)</u>	<u>Class VM</u>	<u>Classes JN, JP and JT (in the aggregate)</u>
February 2023 . . . . .	\$ 11,453,122.28	\$ 0.00	\$ 4,255,868.51
March 2023 . . . . .	11,228,262.52	0.00	4,172,911.71
April 2023 . . . . .	11,007,530.99	0.00	4,091,466.48
May 2023 . . . . .	10,790,854.76	0.00	4,011,506.30
June 2023 . . . . .	10,578,162.13	0.00	3,933,005.10
July 2023 . . . . .	10,369,382.66	0.00	3,855,937.25
August 2023 . . . . .	10,164,447.11	0.00	3,780,277.56
September 2023 . . . . .	9,963,287.46	0.00	3,706,001.30
October 2023 . . . . .	9,765,836.82	0.00	3,633,084.12
November 2023 . . . . .	9,572,029.50	0.00	3,561,502.13
December 2023 . . . . .	9,381,800.94	0.00	3,491,231.83
January 2024 . . . . .	9,195,087.66	0.00	3,422,250.11
February 2024 . . . . .	9,011,827.33	0.00	3,354,534.29
March 2024 . . . . .	8,831,958.65	0.00	3,288,062.05
April 2024 . . . . .	8,655,421.40	0.00	3,222,811.48
May 2024 . . . . .	8,482,156.43	0.00	3,158,761.02
June 2024 . . . . .	8,312,105.56	0.00	3,095,889.51
July 2024 . . . . .	8,145,211.67	0.00	3,034,176.12
August 2024 . . . . .	7,981,418.58	0.00	2,973,600.42
September 2024 . . . . .	7,820,671.13	0.00	2,914,142.28
October 2024 . . . . .	7,662,915.09	0.00	2,855,781.97
November 2024 . . . . .	7,508,097.17	0.00	2,798,500.07
December 2024 . . . . .	7,356,165.00	0.00	2,742,277.50
January 2025 . . . . .	7,207,067.15	0.00	2,687,095.50
February 2025 . . . . .	7,060,753.05	0.00	2,632,935.66
March 2025 . . . . .	6,917,173.02	0.00	2,579,779.85
April 2025 . . . . .	6,776,278.24	0.00	2,527,610.30
May 2025 . . . . .	6,638,020.74	0.00	2,476,409.49
June 2025 . . . . .	6,502,353.38	0.00	2,426,160.25
July 2025 . . . . .	6,369,229.84	0.00	2,376,845.69
August 2025 . . . . .	6,238,604.62	0.00	2,328,449.21
September 2025 . . . . .	6,110,432.98	0.00	2,280,954.48
October 2025 . . . . .	5,984,670.99	0.00	2,234,345.50
November 2025 . . . . .	5,861,275.47	0.00	2,188,606.49
December 2025 . . . . .	5,740,203.99	0.00	2,143,721.98
January 2026 . . . . .	5,621,414.87	0.00	2,099,676.76
February 2026 . . . . .	5,504,867.13	0.00	2,056,455.88
March 2026 . . . . .	5,390,520.54	0.00	2,014,044.64
April 2026 . . . . .	5,278,335.55	0.00	1,972,428.62
May 2026 . . . . .	5,168,273.30	0.00	1,931,593.61
June 2026 . . . . .	5,060,295.61	0.00	1,891,525.69

<u>Distribution Date</u>	<u>Classes NA, NB, NC and ND (in the aggregate)</u>	<u>Class VM</u>	<u>Classes JN, JP and JT (in the aggregate)</u>
July 2026. . . . .	\$ 4,954,364.97	\$ 0.00	\$ 1,852,211.15
August 2026 . . . . .	4,850,444.52	0.00	1,813,636.54
September 2026 . . . . .	4,748,498.05	0.00	1,775,788.62
October 2026 . . . . .	4,648,489.97	0.00	1,738,654.39
November 2026 . . . . .	4,550,385.33	0.00	1,702,221.09
December 2026. . . . .	4,454,149.78	0.00	1,666,476.16
January 2027. . . . .	4,359,749.56	0.00	1,631,407.26
February 2027. . . . .	4,267,151.52	0.00	1,597,002.29
March 2027. . . . .	4,176,323.08	0.00	1,563,249.33
April 2027. . . . .	4,087,232.24	0.00	1,530,136.68
May 2027 . . . . .	3,999,847.54	0.00	1,497,652.84
June 2027 . . . . .	3,914,138.10	0.00	1,465,786.51
July 2027. . . . .	3,830,073.55	0.00	1,434,526.60
August 2027 . . . . .	3,747,624.07	0.00	1,403,862.19
September 2027 . . . . .	3,666,760.36	0.00	1,373,782.57
October 2027 . . . . .	3,587,453.64	0.00	1,344,277.20
November 2027 . . . . .	3,509,675.63	0.00	1,315,335.75
December 2027. . . . .	3,433,398.54	0.00	1,286,948.03
January 2028. . . . .	3,358,595.07	0.00	1,259,104.06
February 2028. . . . .	3,285,238.41	0.00	1,231,794.03
March 2028. . . . .	3,213,302.21	0.00	1,205,008.29
April 2028. . . . .	3,142,760.59	0.00	1,178,737.37
May 2028 . . . . .	3,073,588.13	0.00	1,152,971.94
June 2028 . . . . .	3,005,759.84	0.00	1,127,702.88
July 2028. . . . .	2,939,251.19	0.00	1,102,921.18
August 2028 . . . . .	2,874,038.06	0.00	1,078,618.02
September 2028 . . . . .	2,810,096.78	0.00	1,054,784.71
October 2028 . . . . .	2,747,404.07	0.00	1,031,412.75
November 2028 . . . . .	2,685,937.08	0.00	1,008,493.74
December 2028. . . . .	2,625,673.37	0.00	986,019.47
January 2029. . . . .	2,566,590.87	0.00	963,981.84
February 2029. . . . .	2,508,667.91	0.00	942,372.91
March 2029. . . . .	2,451,883.22	0.00	921,184.89
April 2029. . . . .	2,396,215.88	0.00	900,410.10
May 2029 . . . . .	2,341,645.36	0.00	880,041.01
June 2029 . . . . .	2,288,151.49	0.00	860,070.22
July 2029. . . . .	2,235,714.43	0.00	840,490.46
August 2029 . . . . .	2,184,314.73	0.00	821,294.59
September 2029 . . . . .	2,133,933.26	0.00	802,475.59
October 2029 . . . . .	2,084,551.24	0.00	784,026.57
November 2029 . . . . .	2,036,150.21	0.00	765,940.75

<u>Distribution Date</u>	<u>Classes NA, NB, NC and ND (in the aggregate)</u>	<u>Class VM</u>	<u>Classes JN, JP and JT (in the aggregate)</u>
December 2029 . . . . .	\$ 1,988,712.06	\$ 0.00	\$ 748,211.48
January 2030 . . . . .	1,942,218.97	0.00	730,832.23
February 2030 . . . . .	1,896,653.47	0.00	713,796.58
March 2030 . . . . .	1,851,998.37	0.00	697,098.21
April 2030 . . . . .	1,808,236.81	0.00	680,730.94
May 2030 . . . . .	1,765,352.21	0.00	664,688.66
June 2030 . . . . .	1,723,328.30	0.00	648,965.41
July 2030 . . . . .	1,682,149.08	0.00	633,555.31
August 2030 . . . . .	1,641,798.86	0.00	618,452.59
September 2030 . . . . .	1,602,262.21	0.00	603,651.57
October 2030 . . . . .	1,563,523.98	0.00	589,146.70
November 2030 . . . . .	1,525,569.30	0.00	574,932.49
December 2030 . . . . .	1,488,383.54	0.00	561,003.58
January 2031 . . . . .	1,451,952.36	0.00	547,354.70
February 2031 . . . . .	1,416,261.67	0.00	533,980.64
March 2031 . . . . .	1,381,297.60	0.00	520,876.33
April 2031 . . . . .	1,347,046.58	0.00	508,036.75
May 2031 . . . . .	1,313,495.24	0.00	495,457.00
June 2031 . . . . .	1,280,630.46	0.00	483,132.24
July 2031 . . . . .	1,248,439.36	0.00	471,057.74
August 2031 . . . . .	1,216,909.30	0.00	459,228.84
September 2031 . . . . .	1,186,027.85	0.00	447,640.96
October 2031 . . . . .	1,155,782.81	0.00	436,289.61
November 2031 . . . . .	1,126,162.19	0.00	425,170.38
December 2031 . . . . .	1,097,154.22	0.00	414,278.94
January 2032 . . . . .	1,068,747.36	0.00	403,611.02
February 2032 . . . . .	1,040,930.24	0.00	393,162.45
March 2032 . . . . .	1,013,691.73	0.00	382,929.11
April 2032 . . . . .	987,020.88	0.00	372,906.97
May 2032 . . . . .	960,906.93	0.00	363,092.08
June 2032 . . . . .	935,339.35	0.00	353,480.54
July 2032 . . . . .	910,307.75	0.00	344,068.52
August 2032 . . . . .	885,801.96	0.00	334,852.28
September 2032 . . . . .	861,811.99	0.00	325,828.13
October 2032 . . . . .	838,328.03	0.00	316,992.44
November 2032 . . . . .	815,340.42	0.00	308,341.67
December 2032 . . . . .	792,839.72	0.00	299,872.31
January 2033 . . . . .	770,816.63	0.00	291,580.95
February 2033 . . . . .	749,262.02	0.00	283,464.20
March 2033 . . . . .	728,166.93	0.00	275,518.78
April 2033 . . . . .	707,522.57	0.00	267,741.41

<u>Distribution Date</u>	<u>Classes NA, NB, NC and ND (in the aggregate)</u>	<u>Class VM</u>	<u>Classes JN, JP and JT (in the aggregate)</u>
May 2033 . . . . .	\$ 687,320.30	\$ 0.00	\$ 260,128.93
June 2033 . . . . .	667,551.63	0.00	252,678.19
July 2033 . . . . .	648,208.25	0.00	245,386.11
August 2033 . . . . .	629,281.96	0.00	238,249.68
September 2033 . . . . .	610,764.75	0.00	231,265.93
October 2033 . . . . .	592,648.72	0.00	224,431.94
November 2033 . . . . .	574,926.15	0.00	217,744.86
December 2033 . . . . .	557,589.43	0.00	211,201.87
January 2034 . . . . .	540,631.10	0.00	204,800.22
February 2034 . . . . .	524,043.84	0.00	198,537.20
March 2034 . . . . .	507,820.45	0.00	192,410.15
April 2034 . . . . .	491,953.88	0.00	186,416.45
May 2034 . . . . .	476,437.19	0.00	180,553.55
June 2034 . . . . .	461,263.58	0.00	174,818.91
July 2034 . . . . .	446,426.37	0.00	169,210.08
August 2034 . . . . .	431,919.00	0.00	163,724.62
September 2034 . . . . .	417,735.03	0.00	158,360.15
October 2034 . . . . .	403,868.14	0.00	153,114.33
November 2034 . . . . .	390,312.12	0.00	147,984.86
December 2034 . . . . .	377,060.89	0.00	142,969.48
January 2035 . . . . .	364,108.47	0.00	138,065.98
February 2035 . . . . .	351,448.98	0.00	133,272.19
March 2035 . . . . .	339,076.66	0.00	128,585.96
April 2035 . . . . .	326,985.86	0.00	124,005.20
May 2035 . . . . .	315,171.03	0.00	119,527.86
June 2035 . . . . .	303,626.71	0.00	115,151.90
July 2035 . . . . .	292,347.56	0.00	110,875.36
August 2035 . . . . .	281,328.32	0.00	106,696.27
September 2035 . . . . .	270,563.85	0.00	102,612.74
October 2035 . . . . .	260,049.07	0.00	98,622.87
November 2035 . . . . .	249,779.04	0.00	94,724.83
December 2035 . . . . .	239,748.86	0.00	90,916.81
January 2036 . . . . .	229,953.76	0.00	87,197.03
February 2036 . . . . .	220,389.05	0.00	83,563.75
March 2036 . . . . .	211,050.12	0.00	80,015.26
April 2036 . . . . .	201,932.44	0.00	76,549.88
May 2036 . . . . .	193,031.57	0.00	73,165.95
June 2036 . . . . .	184,343.16	0.00	69,861.87
July 2036 . . . . .	175,862.94	0.00	66,636.03
August 2036 . . . . .	167,586.70	0.00	63,486.89
September 2036 . . . . .	159,510.34	0.00	60,412.91

<u>Distribution Date</u>	<u>Classes NA, NB, NC and ND (in the aggregate)</u>	<u>Class VM</u>	<u>Classes JN, JP and JT (in the aggregate)</u>
October 2036 . . . . .	\$ 151,629.80	\$ 0.00	\$ 57,412.58
November 2036 . . . . .	143,941.13	0.00	54,484.44
December 2036 . . . . .	136,440.43	0.00	51,627.03
January 2037 . . . . .	129,123.88	0.00	48,838.93
February 2037 . . . . .	121,987.74	0.00	46,118.76
March 2037 . . . . .	115,028.33	0.00	43,465.13
April 2037 . . . . .	108,242.04	0.00	40,876.71
May 2037 . . . . .	101,625.33	0.00	38,352.18
June 2037 . . . . .	95,174.72	0.00	35,890.25
July 2037 . . . . .	88,886.81	0.00	33,489.63
August 2037 . . . . .	82,758.25	0.00	31,149.10
September 2037 . . . . .	76,785.76	0.00	28,867.42
October 2037 . . . . .	70,966.12	0.00	26,643.40
November 2037 . . . . .	65,296.16	0.00	24,475.85
December 2037 . . . . .	59,772.80	0.00	22,363.62
January 2038 . . . . .	54,392.98	0.00	20,305.58
February 2038 . . . . .	49,153.72	0.00	18,300.62
March 2038 . . . . .	44,052.09	0.00	16,347.63
April 2038 . . . . .	39,085.23	0.00	14,445.55
May 2038 . . . . .	34,250.31	0.00	12,593.33
June 2038 . . . . .	29,544.57	0.00	10,789.94
July 2038 . . . . .	24,965.30	0.00	9,034.36
August 2038 . . . . .	20,509.84	0.00	7,325.59
September 2038 . . . . .	16,175.57	0.00	5,662.67
October 2038 . . . . .	11,959.94	0.00	4,044.64
November 2038 . . . . .	7,860.44	0.00	2,470.56
December 2038 . . . . .	3,874.60	0.00	939.50
January 2039 and thereafter . . . . .	0.00	0.00	0.00

<u>Distribution Date</u>	<u>Class KW</u>	<u>Class VW</u>	<u>Classes CD and CP (in the aggregate)</u>
Initial Balance . . . . .	\$10,000,000.00	\$6,229,000.00	\$65,814,000.00
July 2009 . . . . .	9,951,568.38	6,193,329.17	65,660,810.53
August 2009 . . . . .	9,898,269.37	6,157,509.70	65,487,919.11
September 2009 . . . . .	9,837,507.12	6,121,541.00	65,295,389.45
October 2009 . . . . .	9,769,345.93	6,085,422.42	65,083,298.91
November 2009 . . . . .	9,693,860.25	6,049,153.34	64,851,738.55
December 2009 . . . . .	9,611,134.66	6,012,733.15	64,600,813.02
January 2010 . . . . .	9,521,263.67	5,976,161.20	64,330,640.54
February 2010 . . . . .	9,424,351.71	5,939,436.87	64,041,352.81
March 2010 . . . . .	9,320,512.97	5,902,559.53	63,733,094.94
April 2010 . . . . .	9,209,871.25	5,865,528.53	63,406,025.34
May 2010 . . . . .	9,092,559.87	5,828,343.23	63,060,315.60
June 2010 . . . . .	8,968,721.39	5,791,002.99	62,696,150.33
July 2010 . . . . .	8,838,507.53	5,753,507.17	62,313,727.07
August 2010 . . . . .	8,702,078.87	5,665,557.72	61,913,256.05
September 2010 . . . . .	8,559,604.70	5,552,741.56	61,494,960.06
October 2010 . . . . .	8,411,262.77	5,436,876.54	61,059,074.26
November 2010 . . . . .	8,257,238.97	5,318,090.96	60,605,845.91
December 2010 . . . . .	8,097,727.16	5,196,518.51	60,135,534.20
January 2011 . . . . .	7,932,928.82	5,072,297.99	59,648,410.01
February 2011 . . . . .	7,763,052.75	4,945,573.06	59,144,755.63
March 2011 . . . . .	7,588,314.83	4,816,491.92	58,624,864.47
April 2011 . . . . .	7,408,937.59	4,685,207.04	58,089,040.87
May 2011 . . . . .	7,225,149.99	4,551,874.85	57,537,599.69
June 2011 . . . . .	7,037,186.97	4,416,655.40	56,970,866.10
July 2011 . . . . .	6,845,289.15	4,279,712.07	56,389,175.22
August 2011 . . . . .	6,656,664.54	4,144,852.73	55,792,871.76
September 2011 . . . . .	6,471,277.20	4,012,042.42	55,182,309.75
October 2011 . . . . .	6,289,091.58	3,881,246.59	54,557,852.13
November 2011 . . . . .	6,110,072.43	3,752,431.14	53,938,012.77
December 2011 . . . . .	5,934,184.86	3,625,562.40	53,322,758.69
January 2012 . . . . .	5,761,394.32	3,500,607.14	52,712,057.15
February 2012 . . . . .	5,591,666.58	3,377,532.55	52,105,875.61
March 2012 . . . . .	5,424,967.76	3,256,306.23	51,504,181.81
April 2012 . . . . .	5,261,264.27	3,136,896.19	50,906,943.68
May 2012 . . . . .	5,100,522.88	3,019,270.89	50,314,129.38
June 2012 . . . . .	4,942,710.66	2,903,399.12	49,725,707.31
July 2012 . . . . .	4,787,795.00	2,789,250.14	49,141,646.08
August 2012 . . . . .	4,635,743.63	2,676,793.56	48,561,914.53
September 2012 . . . . .	4,486,524.55	2,565,999.39	47,986,481.71
October 2012 . . . . .	4,340,106.11	2,456,838.04	47,415,316.91
November 2012 . . . . .	4,196,456.94	2,349,280.26	46,848,389.61

<u>Distribution Date</u>	<u>Class KW</u>	<u>Class VW</u>	<u>Classes CD and CP (in the aggregate)</u>
December 2012 . . . . .	\$ 4,055,545.98	\$2,243,297.22	\$46,285,669.51
January 2013 . . . . .	3,917,342.48	2,138,860.43	45,727,126.55
February 2013 . . . . .	3,781,815.97	2,035,941.78	45,172,730.85
March 2013 . . . . .	3,648,936.30	1,934,513.52	44,622,452.76
April 2013 . . . . .	3,518,673.59	1,834,548.24	44,076,262.83
May 2013 . . . . .	3,390,998.27	1,736,018.90	43,534,131.83
June 2013 . . . . .	3,265,881.04	1,638,898.80	42,996,030.72
July 2013 . . . . .	3,143,292.89	1,543,161.59	42,461,930.67
August 2013 . . . . .	3,023,205.10	1,448,781.25	41,931,803.06
September 2013 . . . . .	2,905,589.22	1,355,732.12	41,405,619.48
October 2013 . . . . .	2,790,417.08	1,263,988.82	40,883,351.70
November 2013 . . . . .	2,677,660.80	1,173,526.34	40,364,971.69
December 2013 . . . . .	2,567,292.74	1,084,319.98	39,850,451.64
January 2014 . . . . .	2,459,285.58	996,345.35	39,339,763.93
February 2014 . . . . .	2,353,612.19	909,578.41	38,832,881.11
March 2014 . . . . .	2,250,245.78	823,995.38	38,329,775.95
April 2014 . . . . .	2,149,159.79	739,572.82	37,830,421.41
May 2014 . . . . .	2,050,327.91	656,287.58	37,334,790.63
June 2014 . . . . .	1,953,724.11	574,116.82	36,842,856.94
July 2014 . . . . .	1,859,322.61	493,037.98	36,354,593.88
August 2014 . . . . .	1,767,097.86	413,028.82	35,869,975.15
September 2014 . . . . .	1,677,024.60	334,067.34	35,388,974.64
October 2014 . . . . .	1,589,077.78	256,131.87	34,911,566.45
November 2014 . . . . .	1,503,232.63	179,201.01	34,437,724.83
December 2014 . . . . .	1,419,464.57	103,253.64	33,967,424.23
January 2015 . . . . .	1,337,749.35	28,268.89	33,500,639.27
February 2015 . . . . .	1,258,062.87	0.00	33,037,344.77
March 2015 . . . . .	1,180,381.32	0.00	32,577,515.71
April 2015 . . . . .	1,104,681.09	0.00	32,121,127.24
May 2015 . . . . .	1,030,938.85	0.00	31,668,154.71
June 2015 . . . . .	959,131.46	0.00	31,218,573.62
July 2015 . . . . .	889,236.02	0.00	30,772,359.65
August 2015 . . . . .	821,229.84	0.00	30,329,488.68
September 2015 . . . . .	755,090.50	0.00	29,889,936.71
October 2015 . . . . .	690,795.77	0.00	29,453,679.94
November 2015 . . . . .	628,323.63	0.00	29,020,694.75
December 2015 . . . . .	567,652.31	0.00	28,590,957.65
January 2016 . . . . .	508,760.21	0.00	28,164,445.36
February 2016 . . . . .	451,626.00	0.00	27,741,134.72
March 2016 . . . . .	396,228.52	0.00	27,321,002.76
April 2016 . . . . .	342,546.84	0.00	26,904,026.68
May 2016 . . . . .	290,560.24	0.00	26,490,183.82

<u>Distribution Date</u>	<u>Class KW</u>	<u>Class VW</u>	<u>Classes CD and CP (in the aggregate)</u>
June 2016 . . . . .	\$ 242,457.35	\$ 0.00	\$26,079,451.69
July 2016 . . . . .	198,977.22	0.00	25,671,807.95
August 2016 . . . . .	160,021.63	0.00	25,267,230.44
September 2016 . . . . .	125,494.18	0.00	24,865,697.14
October 2016 . . . . .	95,300.13	0.00	24,467,186.18
November 2016 . . . . .	69,346.47	0.00	24,071,675.86
December 2016 . . . . .	47,541.86	0.00	23,679,144.62
January 2017 . . . . .	29,796.59	0.00	23,289,571.07
February 2017 . . . . .	16,022.54	0.00	22,902,933.95
March 2017 . . . . .	6,133.18	0.00	22,519,212.17
April 2017 . . . . .	43.58	0.00	22,140,240.28
May 2017 . . . . .	0.00	0.00	21,767,368.77
June 2017 . . . . .	0.00	0.00	21,400,501.97
July 2017 . . . . .	0.00	0.00	21,039,545.72
August 2017 . . . . .	0.00	0.00	20,684,407.30
September 2017 . . . . .	0.00	0.00	20,334,995.42
October 2017 . . . . .	0.00	0.00	19,991,220.21
November 2017 . . . . .	0.00	0.00	19,652,993.18
December 2017 . . . . .	0.00	0.00	19,320,227.19
January 2018 . . . . .	0.00	0.00	18,992,836.46
February 2018 . . . . .	0.00	0.00	18,670,736.55
March 2018 . . . . .	0.00	0.00	18,353,844.29
April 2018 . . . . .	0.00	0.00	18,042,077.82
May 2018 . . . . .	0.00	0.00	17,735,356.53
June 2018 . . . . .	0.00	0.00	17,433,601.07
July 2018 . . . . .	0.00	0.00	17,136,733.31
August 2018 . . . . .	0.00	0.00	16,844,676.32
September 2018 . . . . .	0.00	0.00	16,557,354.37
October 2018 . . . . .	0.00	0.00	16,274,692.88
November 2018 . . . . .	0.00	0.00	15,996,618.46
December 2018 . . . . .	0.00	0.00	15,723,058.83
January 2019 . . . . .	0.00	0.00	15,453,942.82
February 2019 . . . . .	0.00	0.00	15,189,200.39
March 2019 . . . . .	0.00	0.00	14,928,762.55
April 2019 . . . . .	0.00	0.00	14,672,561.42
May 2019 . . . . .	0.00	0.00	14,420,530.12
June 2019 . . . . .	0.00	0.00	14,172,602.85
July 2019 . . . . .	0.00	0.00	13,928,714.81
August 2019 . . . . .	0.00	0.00	13,688,802.20
September 2019 . . . . .	0.00	0.00	13,452,802.21
October 2019 . . . . .	0.00	0.00	13,220,653.02
November 2019 . . . . .	0.00	0.00	12,992,293.74

<u>Distribution Date</u>	<u>Class KW</u>	<u>Class VW</u>	<u>Classes CD and CP (in the aggregate)</u>
December 2019 . . . . .	\$ 0.00	\$ 0.00	\$12,767,664.45
January 2020 . . . . .	0.00	0.00	12,546,706.14
February 2020 . . . . .	0.00	0.00	12,329,360.73
March 2020 . . . . .	0.00	0.00	12,115,571.03
April 2020 . . . . .	0.00	0.00	11,905,280.74
May 2020 . . . . .	0.00	0.00	11,698,434.45
June 2020 . . . . .	0.00	0.00	11,494,977.57
July 2020 . . . . .	0.00	0.00	11,294,856.41
August 2020 . . . . .	0.00	0.00	11,098,018.06
September 2020 . . . . .	0.00	0.00	10,904,410.48
October 2020 . . . . .	0.00	0.00	10,713,982.40
November 2020 . . . . .	0.00	0.00	10,526,683.38
December 2020 . . . . .	0.00	0.00	10,342,463.73
January 2021 . . . . .	0.00	0.00	10,161,274.56
February 2021 . . . . .	0.00	0.00	9,983,067.72
March 2021 . . . . .	0.00	0.00	9,807,795.83
April 2021 . . . . .	0.00	0.00	9,635,412.23
May 2021 . . . . .	0.00	0.00	9,465,870.98
June 2021 . . . . .	0.00	0.00	9,299,126.89
July 2021 . . . . .	0.00	0.00	9,135,135.42
August 2021 . . . . .	0.00	0.00	8,973,852.78
September 2021 . . . . .	0.00	0.00	8,815,235.81
October 2021 . . . . .	0.00	0.00	8,659,242.07
November 2021 . . . . .	0.00	0.00	8,505,829.74
December 2021 . . . . .	0.00	0.00	8,354,957.67
January 2022 . . . . .	0.00	0.00	8,206,585.36
February 2022 . . . . .	0.00	0.00	8,060,672.93
March 2022 . . . . .	0.00	0.00	7,917,181.12
April 2022 . . . . .	0.00	0.00	7,776,071.28
May 2022 . . . . .	0.00	0.00	7,637,305.38
June 2022 . . . . .	0.00	0.00	7,500,845.96
July 2022 . . . . .	0.00	0.00	7,366,656.17
August 2022 . . . . .	0.00	0.00	7,234,699.71
September 2022 . . . . .	0.00	0.00	7,104,940.87
October 2022 . . . . .	0.00	0.00	6,977,344.48
November 2022 . . . . .	0.00	0.00	6,851,875.92
December 2022 . . . . .	0.00	0.00	6,728,501.13
January 2023 . . . . .	0.00	0.00	6,607,186.55
February 2023 . . . . .	0.00	0.00	6,487,899.18
March 2023 . . . . .	0.00	0.00	6,370,606.52
April 2023 . . . . .	0.00	0.00	6,255,276.56
May 2023 . . . . .	0.00	0.00	6,141,877.83

<u>Distribution Date</u>	<u>Class KW</u>	<u>Class VW</u>	<u>Classes CD and CP (in the aggregate)</u>
June 2023 . . . . .	\$ 0.00	\$ 0.00	\$ 6,030,379.32
July 2023 . . . . .	0.00	0.00	5,920,750.51
August 2023 . . . . .	0.00	0.00	5,812,961.38
September 2023 . . . . .	0.00	0.00	5,706,982.35
October 2023 . . . . .	0.00	0.00	5,602,784.33
November 2023 . . . . .	0.00	0.00	5,500,338.66
December 2023 . . . . .	0.00	0.00	5,399,617.15
January 2024 . . . . .	0.00	0.00	5,300,592.04
February 2024 . . . . .	0.00	0.00	5,203,236.01
March 2024 . . . . .	0.00	0.00	5,107,522.17
April 2024 . . . . .	0.00	0.00	5,013,424.06
May 2024 . . . . .	0.00	0.00	4,920,915.60
June 2024 . . . . .	0.00	0.00	4,829,971.17
July 2024 . . . . .	0.00	0.00	4,740,565.51
August 2024 . . . . .	0.00	0.00	4,652,673.78
September 2024 . . . . .	0.00	0.00	4,566,271.52
October 2024 . . . . .	0.00	0.00	4,481,334.66
November 2024 . . . . .	0.00	0.00	4,397,839.51
December 2024 . . . . .	0.00	0.00	4,315,762.74
January 2025 . . . . .	0.00	0.00	4,235,081.41
February 2025 . . . . .	0.00	0.00	4,155,772.90
March 2025 . . . . .	0.00	0.00	4,077,815.00
April 2025 . . . . .	0.00	0.00	4,001,185.80
May 2025 . . . . .	0.00	0.00	3,925,863.77
June 2025 . . . . .	0.00	0.00	3,851,827.71
July 2025 . . . . .	0.00	0.00	3,779,056.73
August 2025 . . . . .	0.00	0.00	3,707,530.31
September 2025 . . . . .	0.00	0.00	3,637,228.22
October 2025 . . . . .	0.00	0.00	3,568,130.56
November 2025 . . . . .	0.00	0.00	3,500,217.75
December 2025 . . . . .	0.00	0.00	3,433,470.51
January 2026 . . . . .	0.00	0.00	3,367,869.88
February 2026 . . . . .	0.00	0.00	3,303,397.17
March 2026 . . . . .	0.00	0.00	3,240,034.01
April 2026 . . . . .	0.00	0.00	3,177,762.32
May 2026 . . . . .	0.00	0.00	3,116,564.29
June 2026 . . . . .	0.00	0.00	3,056,422.40
July 2026 . . . . .	0.00	0.00	2,997,319.41
August 2026 . . . . .	0.00	0.00	2,939,238.35
September 2026 . . . . .	0.00	0.00	2,882,162.52
October 2026 . . . . .	0.00	0.00	2,826,075.47
November 2026 . . . . .	0.00	0.00	2,770,961.03

<u>Distribution Date</u>	<u>Class KW</u>	<u>Class VW</u>	<u>Classes CD and CP (in the aggregate)</u>
December 2026 . . . . .	\$ 0.00	\$ 0.00	\$ 2,716,803.29
January 2027 . . . . .	0.00	0.00	2,663,586.56
February 2027 . . . . .	0.00	0.00	2,611,295.43
March 2027 . . . . .	0.00	0.00	2,559,914.72
April 2027 . . . . .	0.00	0.00	2,509,429.50
May 2027 . . . . .	0.00	0.00	2,459,825.07
June 2027 . . . . .	0.00	0.00	2,411,086.96
July 2027 . . . . .	0.00	0.00	2,363,200.93
August 2027 . . . . .	0.00	0.00	2,316,152.98
September 2027 . . . . .	0.00	0.00	2,269,929.32
October 2027 . . . . .	0.00	0.00	2,224,516.37
November 2027 . . . . .	0.00	0.00	2,179,900.79
December 2027 . . . . .	0.00	0.00	2,136,069.43
January 2028 . . . . .	0.00	0.00	2,093,009.37
February 2028 . . . . .	0.00	0.00	2,050,707.87
March 2028 . . . . .	0.00	0.00	2,009,152.42
April 2028 . . . . .	0.00	0.00	1,968,330.68
May 2028 . . . . .	0.00	0.00	1,928,230.53
June 2028 . . . . .	0.00	0.00	1,888,840.04
July 2028 . . . . .	0.00	0.00	1,850,147.46
August 2028 . . . . .	0.00	0.00	1,812,141.23
September 2028 . . . . .	0.00	0.00	1,774,809.99
October 2028 . . . . .	0.00	0.00	1,738,142.53
November 2028 . . . . .	0.00	0.00	1,702,127.85
December 2028 . . . . .	0.00	0.00	1,666,755.10
January 2029 . . . . .	0.00	0.00	1,632,013.63
February 2029 . . . . .	0.00	0.00	1,597,892.95
March 2029 . . . . .	0.00	0.00	1,564,382.71
April 2029 . . . . .	0.00	0.00	1,531,472.77
May 2029 . . . . .	0.00	0.00	1,499,153.13
June 2029 . . . . .	0.00	0.00	1,467,413.94
July 2029 . . . . .	0.00	0.00	1,436,245.54
August 2029 . . . . .	0.00	0.00	1,405,638.38
September 2029 . . . . .	0.00	0.00	1,375,583.10
October 2029 . . . . .	0.00	0.00	1,346,070.47
November 2029 . . . . .	0.00	0.00	1,317,091.42
December 2029 . . . . .	0.00	0.00	1,288,637.02
January 2030 . . . . .	0.00	0.00	1,260,698.49
February 2030 . . . . .	0.00	0.00	1,233,267.17
March 2030 . . . . .	0.00	0.00	1,206,334.57
April 2030 . . . . .	0.00	0.00	1,179,892.31
May 2030 . . . . .	0.00	0.00	1,153,932.15

<u>Distribution Date</u>	<u>Class KW</u>	<u>Class VW</u>	<u>Classes CD and CP (in the aggregate)</u>
June 2030 . . . . .	\$ 0.00	\$ 0.00	\$ 1,128,446.00
July 2030 . . . . .	0.00	0.00	1,103,425.88
August 2030 . . . . .	0.00	0.00	1,078,863.95
September 2030 . . . . .	0.00	0.00	1,054,752.49
October 2030 . . . . .	0.00	0.00	1,031,083.90
November 2030 . . . . .	0.00	0.00	1,007,850.72
December 2030 . . . . .	0.00	0.00	985,045.59
January 2031 . . . . .	0.00	0.00	962,661.28
February 2031 . . . . .	0.00	0.00	940,690.68
March 2031 . . . . .	0.00	0.00	919,126.79
April 2031 . . . . .	0.00	0.00	897,962.71
May 2031 . . . . .	0.00	0.00	877,191.68
June 2031 . . . . .	0.00	0.00	856,807.01
July 2031 . . . . .	0.00	0.00	836,802.17
August 2031 . . . . .	0.00	0.00	817,170.69
September 2031 . . . . .	0.00	0.00	797,906.22
October 2031 . . . . .	0.00	0.00	779,002.52
November 2031 . . . . .	0.00	0.00	760,453.44
December 2031 . . . . .	0.00	0.00	742,252.94
January 2032 . . . . .	0.00	0.00	724,395.07
February 2032 . . . . .	0.00	0.00	706,873.99
March 2032 . . . . .	0.00	0.00	689,683.93
April 2032 . . . . .	0.00	0.00	672,819.23
May 2032 . . . . .	0.00	0.00	656,274.33
June 2032 . . . . .	0.00	0.00	640,043.75
July 2032 . . . . .	0.00	0.00	624,122.08
August 2032 . . . . .	0.00	0.00	608,504.04
September 2032 . . . . .	0.00	0.00	593,184.40
October 2032 . . . . .	0.00	0.00	578,158.04
November 2032 . . . . .	0.00	0.00	563,419.90
December 2032 . . . . .	0.00	0.00	548,965.02
January 2033 . . . . .	0.00	0.00	534,788.52
February 2033 . . . . .	0.00	0.00	520,885.59
March 2033 . . . . .	0.00	0.00	507,251.50
April 2033 . . . . .	0.00	0.00	493,881.61
May 2033 . . . . .	0.00	0.00	480,771.34
June 2033 . . . . .	0.00	0.00	467,916.19
July 2033 . . . . .	0.00	0.00	455,311.74
August 2033 . . . . .	0.00	0.00	442,953.64
September 2033 . . . . .	0.00	0.00	430,837.60
October 2033 . . . . .	0.00	0.00	418,959.42
November 2033 . . . . .	0.00	0.00	407,314.95

<u>Distribution Date</u>	<u>Class KW</u>	<u>Class VW</u>	<u>Classes CD and CP (in the aggregate)</u>
December 2033 . . . . .	\$ 0.00	\$ 0.00	\$ 395,900.12
January 2034 . . . . .	0.00	0.00	384,710.92
February 2034 . . . . .	0.00	0.00	373,743.41
March 2034 . . . . .	0.00	0.00	362,993.72
April 2034 . . . . .	0.00	0.00	352,458.03
May 2034 . . . . .	0.00	0.00	342,132.59
June 2034 . . . . .	0.00	0.00	332,013.71
July 2034 . . . . .	0.00	0.00	322,097.77
August 2034 . . . . .	0.00	0.00	312,381.19
September 2034 . . . . .	0.00	0.00	302,860.48
October 2034 . . . . .	0.00	0.00	293,532.18
November 2034 . . . . .	0.00	0.00	284,392.88
December 2034 . . . . .	0.00	0.00	275,439.27
January 2035 . . . . .	0.00	0.00	266,668.05
February 2035 . . . . .	0.00	0.00	258,076.00
March 2035 . . . . .	0.00	0.00	249,659.93
April 2035 . . . . .	0.00	0.00	241,416.74
May 2035 . . . . .	0.00	0.00	233,343.34
June 2035 . . . . .	0.00	0.00	225,436.72
July 2035 . . . . .	0.00	0.00	217,693.91
August 2035 . . . . .	0.00	0.00	210,111.98
September 2035 . . . . .	0.00	0.00	202,688.08
October 2035 . . . . .	0.00	0.00	195,419.36
November 2035 . . . . .	0.00	0.00	188,303.06
December 2035 . . . . .	0.00	0.00	181,336.44
January 2036 . . . . .	0.00	0.00	174,516.82
February 2036 . . . . .	0.00	0.00	167,841.57
March 2036 . . . . .	0.00	0.00	161,308.07
April 2036 . . . . .	0.00	0.00	154,913.78
May 2036 . . . . .	0.00	0.00	148,656.19
June 2036 . . . . .	0.00	0.00	142,532.82
July 2036 . . . . .	0.00	0.00	136,541.26
August 2036 . . . . .	0.00	0.00	130,679.12
September 2036 . . . . .	0.00	0.00	124,944.04
October 2036 . . . . .	0.00	0.00	119,333.72
November 2036 . . . . .	0.00	0.00	113,845.90
December 2036 . . . . .	0.00	0.00	108,478.34
January 2037 . . . . .	0.00	0.00	103,228.85
February 2037 . . . . .	0.00	0.00	98,095.27
March 2037 . . . . .	0.00	0.00	93,075.48
April 2037 . . . . .	0.00	0.00	88,167.40
May 2037 . . . . .	0.00	0.00	83,368.98

<u>Distribution Date</u>	<u>Class KW</u>	<u>Class VW</u>	<u>Classes CD and CP (in the aggregate)</u>
June 2037 . . . . .	\$ 0.00	\$ 0.00	\$ 78,678.20
July 2037 . . . . .	0.00	0.00	74,093.09
August 2037 . . . . .	0.00	0.00	69,611.69
September 2037 . . . . .	0.00	0.00	65,232.09
October 2037 . . . . .	0.00	0.00	60,952.42
November 2037 . . . . .	0.00	0.00	56,770.81
December 2037 . . . . .	0.00	0.00	52,685.46
January 2038 . . . . .	0.00	0.00	48,694.57
February 2038 . . . . .	0.00	0.00	44,796.39
March 2038 . . . . .	0.00	0.00	40,989.18
April 2038 . . . . .	0.00	0.00	37,271.25
May 2038 . . . . .	0.00	0.00	33,640.93
June 2038 . . . . .	0.00	0.00	30,096.58
July 2038 . . . . .	0.00	0.00	26,636.59
August 2038 . . . . .	0.00	0.00	23,259.37
September 2038 . . . . .	0.00	0.00	19,963.36
October 2038 . . . . .	0.00	0.00	16,747.03
November 2038 . . . . .	0.00	0.00	13,608.87
December 2038 . . . . .	0.00	0.00	10,547.40
January 2039 . . . . .	0.00	0.00	7,561.18
February 2039 . . . . .	0.00	0.00	4,648.76
March 2039 . . . . .	0.00	0.00	1,808.75
April 2039 and thereafter . . . . .	0.00	0.00	0.00

<u>Distribution Date</u>	<u>Class BA</u>
Initial Balance . . . . .	\$58,141,000.00
July 2009 . . . . .	57,808,085.17
August 2009 . . . . .	57,422,183.69
September 2009 . . . . .	56,977,250.55
October 2009 . . . . .	56,467,319.27
November 2009 . . . . .	55,886,534.29
December 2009 . . . . .	55,229,188.68
January 2010 . . . . .	54,489,767.06
February 2010 . . . . .	53,662,993.70
March 2010 . . . . .	52,743,885.72
April 2010 . . . . .	51,727,811.11
May 2010 . . . . .	50,610,551.41
June 2010 . . . . .	49,388,368.51
July 2010 . . . . .	48,058,075.19
August 2010 . . . . .	46,617,108.71
September 2010 . . . . .	45,063,606.61
October 2010 . . . . .	43,396,483.87
November 2010 . . . . .	41,615,510.14
December 2010 . . . . .	39,721,385.82
January 2011 . . . . .	37,715,815.33
February 2011 . . . . .	35,601,575.75
March 2011 . . . . .	33,402,742.21
April 2011 . . . . .	31,219,462.58
May 2011 . . . . .	29,061,878.21
June 2011 . . . . .	26,941,329.75
July 2011 . . . . .	24,913,174.83
August 2011 . . . . .	22,973,223.63
September 2011 . . . . .	21,117,475.03
October 2011 . . . . .	19,342,108.16
November 2011 . . . . .	17,643,474.26
December 2011 . . . . .	16,018,088.94
January 2012 . . . . .	14,462,624.80
February 2012 . . . . .	12,973,904.37
March 2012 . . . . .	11,548,893.33
April 2012 . . . . .	10,184,694.11
May 2012 . . . . .	8,878,539.74
June 2012 . . . . .	7,627,787.90
July 2012 . . . . .	6,429,915.41
August 2012 . . . . .	5,282,512.80

<u>Distribution Date</u>	<u>Class BA</u>
September 2012 . . . . .	\$ 4,183,279.22
October 2012 . . . . .	3,130,017.52
November 2012 . . . . .	2,120,629.63
December 2012 . . . . .	1,153,112.05
January 2013 . . . . .	225,551.62
February 2013 and thereafter . . . . .	0.00

Underlying Certificates

Trust Asset Group or Subgroup	Issuer	Series	Class	Issue Date	CUSIP Number	Interest Rate	Interest Type(1)	Final Distribution Date	Principal Type(1)	Original Principal or Notional Balance of Class	Underlying Certificate Factor(2)	Principal or Notional Balance in the Trust	Percentage of Class in Trust	Approximate Weighted Average Coupon of Mortgage Loans	Approximate Weighted Remaining Term to Maturity of Mortgage Loans (in months)	Approximate Weighted Average Loan Age of Mortgage Loans (in months)	Ginnie Mae I or II
2A	Ginnie Mae	2007-019	FA	April 30, 2007	38375JTC0	(4)	FLT	April 20, 2037	PT	\$160,000,000	0.63094132	\$100,950,611	100.000000000000%	6.434%	329	28	II
2A	Ginnie Mae	2007-019	SA	April 30, 2007	38375JTH8	(4)	INV/JO	April 20, 2037	NLT (PT)	\$ 90,000,000	0.63094132	\$ 18,354,656	32.323232222222%	6.434%	329	28	II
2B	Ginnie Mae	2007-018	AF	April 30, 2007	38375JC29	(4)	FLT	April 20, 2037	PT	\$150,000,000	0.63094133	\$ 94,641,199	100.000000000000%	6.434%	329	28	II
2B	Ginnie Mae	2007-018	SA	April 30, 2007	38375JC52	(4)	INV/JO	April 20, 2037	NLT (PT)	\$150,000,000	0.63094133	\$ 17,066,445	18.032786666667%	6.434%	329	28	II
2C	Ginnie Mae	2007-030	FK	May 30, 2007	38375JG68	(4)	FLT	May 20, 2037	PT	\$160,000,000	0.65371517	\$104,594,426	100.000000000000%	6.430%	331	27	II
2C	Ginnie Mae	2007-030	SG	May 30, 2007	38375JK9	(4)	INV/JO	May 20, 2037	NLT (PT)	\$166,153,846	0.65371517	\$108,617,289	100.000000000000%	6.430%	331	27	II
2C	Ginnie Mae	2007-030	MK	May 30, 2007	38375JBJ2	(4)	FLT/INV/SP(5)	May 20, 2037	PT	\$ 6,153,846	0.65371517	\$ 4,022,862	100.000000000000%	6.430%	331	27	II
8	Ginnie Mae	2009-031	TA	May 29, 2009	38374TXM1	(4)	FIX	March 20, 2039	TAC/AD	\$ 81,826,334	0.98951428	\$ 62,167,555	76.7800913579%	6.516%	352	7	II
9	Ginnie Mae	2007-037	FM	June 28, 2007	38375KLG5	(4)	FLT	June 16, 2037	PT	\$105,000,000	0.68359905	\$ 71,777,900	100.000000000000%	6.500%	290	65	I
9	Ginnie Mae	2007-037	SM(3)	June 28, 2007	38375KMQ2	(4)	INV/JO	June 16, 2037	NLT (PT)	\$105,000,000	0.68359905	\$ 21,533,370	30.000000000000%	6.500%	290	65	I
10	Ginnie Mae	2005-061	FP	August 30, 2005	38374LR78	(4)	FLT	August 16, 2035	STP	\$ 46,191,076	0.55901992	\$ 25,821,731	100.000000000000%	6.500%	294	52	I
10	Ginnie Mae	2005-061	SP	August 30, 2005	38374LR86	(4)	INV/JO	August 16, 2035	NLT (STP)	\$ 46,191,076	0.55901992	\$ 25,821,731	100.000000000000%	6.500%	294	52	I
11	Ginnie Mae	2007-019	FB(3)	April 30, 2007	38375JUS2	(4)	FLT	April 20, 2037	PT	\$ 44,444,444	0.63452738	\$ 28,201,216	100.000000000000%	6.468%	325	32	II
11	Ginnie Mae	2007-019	SB	April 30, 2007	38375JTS4	(4)	INV/JO	April 20, 2037	NLT (PT)	\$ 44,444,444	0.63452738	\$ 28,201,216	100.000000000000%	6.468%	325	32	II

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

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

(3) MX Class.

(4) These Underlying Certificates bear interest during their respective interest accrual periods, subject to the applicable maximum and minimum interest rates, as further described in the related Underlying Certificate Disclosure Documents, excerpts of which are attached as Exhibit B to this Supplement.

(5) Class MK has the SP (“Special”) designation in its Interest Type because its interest rate will change significantly at a specified level of LIBOR, as further described in the related Underlying Certificate Disclosure Document, an excerpt of which is included in Exhibit B to this Supplement.

**Exhibit B**

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

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



**\$300,997,654**

**Government National Mortgage Association  
GINNIE MAE®**

**Guaranteed REMIC Pass-Through Securities  
and MX Securities  
Ginnie Mae REMIC Trust 2005-061**

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

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

**The Securities**

The Trust will issue the Classes of Securities listed on the inside front cover.

**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.

The Sponsor and the Co-Sponsor will offer the securities from time to time in negotiated transactions at varying prices. We expect the closing date to be August 30, 2005.

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.**

**Williams Capital Group, L.P.**

**The date of this Offering Circular Supplement is August 22, 2005.**

### Ginnie Mae REMIC Trust 2005-061

The Trust will issue the classes of securities listed in the table below. If you own exchangeable securities identified in the table, you can exchange them for the corresponding MX Securities, and vice versa.

<u>Class of REMIC Securities</u>	<u>Original Principal Balance(2)</u>	<u>Interest Rate</u>	<u>Principal Type(3)</u>	<u>Interest Type(3)</u>	<u>Final Distribution Date(4)</u>	<u>CUSIP Number</u>
<b>Security Group 1</b>						
FD .....	\$ 2,408,149	(5)	PT	FLT	August 2035	38374LQ87
SD .....	2,408,149	(5)	NTL (PT)	INV/IO	August 2035	38374LQ95
<b>Security Group 2</b>						
FC .....	6,425,874	(5)	PT	FLT	August 2035	38374LR29
SC(1) .....	6,425,874	(5)	NTL (PT)	INV/IO	August 2035	38374LR37
XC(1) .....	1,303,938	2.50%	NTL (PT)	FIX/IO	August 2035	38374LR45
<b>Security Group 3</b>						
DA(1) .....	24,794,051	5.25	TAC/AD	FIX	September 2033	38374LR52
DZ(1) .....	5,000,000	5.25	SUP	FIX/Z	August 2035	38374LR60
FP(1) .....	46,191,076	(5)	STP	FLT	August 2035	38374LR78
SP(1) .....	46,191,076	(5)	NTL (STP)	INV/IO	August 2035	38374LR86
UZ(1) .....	1,000,000	5.25	TAC/AD	FIX/Z	August 2035	38374LR94
<b>Security Group 4</b>						
IX(1) .....	135,386,505	(5)	NTL (PT)	INV/IO	August 2035	38374LS28
SX(1) .....	135,386,505	(5)	NTL (PT)	INV/IO	August 2035	38374LS36
XF(1) .....	135,386,505	(5)	PT	FLT	August 2035	38374LS44
<b>Security Group 5</b>						
FG(1) .....	79,791,999	(5)	PT	FLT	August 2035	38374LS51
SG(1) .....	79,791,999	(5)	NTL (PT)	INV/IO	August 2035	38374LS69
<b>Residuals</b>						
R1 .....	0	0.00	NPR	NPR	August 2035	38374LS77
RR2 .....	0	0.00	NPR	NPR	August 2035	38374LS85
R3 .....	0	0.00	NPR	NPR	August 2035	38374LS93
R4 .....	0	0.00	NPR	NPR	August 2035	38374LT27
R5 .....	0	0.00	NPR	NPR	August 2035	38374LT35

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

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

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

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

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

## TERMS SHEET

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

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

**Trustee:** U.S. Bank National Association

**Tax Administrator:** The Trustee

**Closing Date:** August 30, 2005

**Distribution Dates:** For the Group 1 Securities, the 20th day of each month or, if the 20th day is not a Business Day, the first Business Day thereafter, commencing in September 2005. For the Group 2, 3, 4 and 5 Securities, the 16th day of each month or, if the 16th day is not a Business Day, the first Business Day thereafter, commencing in September 2005.

**Trust Assets:**

<u>Trust Asset Group or Subgroup<sup>(1)</sup></u>	<u>Trust Asset Type</u>	<u>Certificate Rate</u>	<u>Original Term To Maturity (in years)</u>
1	Ginnie Mae II	9.0%	30
2A	Ginnie Mae I	12.5	30
2B	Ginnie Mae I	10.0	30
3	Ginnie Mae I	6.0	30
4	Ginnie Mae I	6.5	30
5	Ginnie Mae I	7.0	30

<sup>(1)</sup> Trust Asset Group 2 consists of two subgroups, Subgroup 2A and Subgroup 2B (each, a “Subgroup”).

**Security Groups:** This series of Securities consists of multiple Security Groups (each, a “Group”), as shown on the inside 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 Assets<sup>1</sup>:**

<u>Principal Balance</u>	<u>Weighted Average Remaining Term to Maturity (in months)</u>	<u>Weighted Average Loan Age (in months)</u>	<u>Weighted Average Mortgage Rate<sup>2</sup></u>
<b>Group 1 Trust Assets</b>			
\$ 2,408,149	125	226	9.55%
<b>Subgroup 2A Trust Assets</b>			
\$ 1,303,938	83	267	13.00%
<b>Subgroup 2B Trust Assets</b>			
\$ 5,121,936	140	209	10.50%
<b>Group 3 Trust Assets</b>			
\$ 76,985,127	344	6	6.50%
<b>Group 4 Trust Assets</b>			
\$135,386,505	250	100	7.00%
<b>Group 5 Trust Assets</b>			
\$ 79,791,999	240	111	7.50%

<sup>1</sup> As of August 1, 2005.

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

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 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 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 inside cover page 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>
FC .....	LIBOR + 0.20%	3.70%	0.20%	7.00%	0	0.0000%
FD .....	LIBOR + 0.20%	3.70%	0.20%	7.00%	0	0.0000%
FG .....	LIBOR + 0.20%	3.80%	0.20%	6.50%	0	0.0000%
FP .....	LIBOR + 0.22%	3.82%	0.22%	6.50%	0	0.0000%
FX .....	LIBOR + 0.25%	3.85%	0.25%	6.50%	0	0.0000%
IX .....	6.30% – LIBOR	0.05%	0.00%	0.05%	0	6.3000%
SC .....	9.80% – LIBOR	6.30%	3.00%	9.80%	0	6.8000%
SD .....	8.80% – LIBOR	5.30%	2.00%	8.80%	0	6.8000%
SG .....	6.80% – LIBOR	3.20%	0.50%	6.80%	0	6.3000%
SP .....	6.28% – LIBOR	2.68%	0.00%	6.28%	0	6.2800%
SX .....	6.25% – LIBOR	2.65%	0.00%	6.25%	0	6.2500%
XF .....	LIBOR + 0.20%	3.80%	0.20%	6.50%	0	0.0000%

(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 FD, until retired

**SECURITY GROUP 2**

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

**SECURITY GROUP 3**

- The Group 3 Principal Distribution Amount and DZ and UZ Accrual Amounts will be allocated as follows:

- The DZ Accrual Amount in the following order of priority:

1. Sequentially, to DA and UZ, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date

2. To DZ, until retired

- The UZ Accrual Amount, in the following order of priority:

1. To DA, until retired

- 2. To UZ, until retired
- The Group 3 Principal Distribution Amount, concurrently, as follows:
  - 1. 59.9999997402% to FP, until retired
  - 2. 40.0000002598%, in the following order of priority:
    - a. Sequentially, to DA and UZ, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
    - b. To DZ, until retired
    - c. Sequentially, to DA and UZ, in that order, without regard to their Aggregate Scheduled Principal Balances, until retired

**SECURITY GROUP 4**

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

**SECURITY GROUP 5**

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

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

<u>Class</u>	<u>Structuring Rate</u>
DA and UZ (in the aggregate) .....	8% CPR

**Accrual Classes:** Interest will accrue on each Accrual Class identified on the inside front cover of this Supplement at the per annum rate set forth on that page. However, no interest will be distributed to the Accrual Class as interest. Interest so accrued on 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 Balance or the Group Assets indicated:

<u>Class</u>	<u>Original Class Notional Balance</u>	<u>Represents</u>
CX.....	\$ 7,729,812	100% of FC (PT Class) and 100% of Subgroup 2A Trust Assets
IX .....	135,386,505	100% of XF (PT Class)
SC .....	6,425,874	100% of FC (PT Class)
SD .....	2,408,149	100% of FD (PT Class)
SG .....	79,791,999	100% of FG (PT Class)
SP .....	46,191,076	100% of FP (STP Class)
SX .....	135,386,505	100% of XF (PT Class)
XC.....	1,303,938	100% of Subgroup 2A Trust Assets

**Tax Status:** Single REMIC as to the Group 1, 3, 4 and 5 Trust Assets (the “Group 1 REMIC,” the “Group 3 REMIC,” the “Group 4 REMIC” and the “Group 5 REMIC,” respectively); Double REMIC Series as to the Group 2 Trust Assets. Separate REMIC elections will be made for the Issuing REMIC and the Pooling REMIC with respect to the Group 2 Trust Assets (the “Group 2 Issuing REMIC” and the “Group 2 Pooling REMIC,” respectively), the Group 1 REMIC, the Group 3 REMIC, the Group 4 REMIC and the Group 5 REMIC. See “*Certain Federal Income Tax Consequences*” in this Supplement and in the Base Offering Circular.

**Regular and Residual Classes:** Classes R1, RR2, R3, R4 and R5 are Residual Classes. Class RR2 constitutes the Residual Interest of the Group 2 Issuing and Pooling REMICs. Classes R1, R3, R4 and R5 constitute the Residual Interests of the Group 1, Group 3, Group 4 and Group 5 REMICs, respectively; all other Classes of REMIC Securities are Regular Classes.



**\$597,969,528**

**Government National Mortgage Association**

**GINNIE MAE®**

**Guaranteed REMIC Pass-Through Securities  
and MX Securities  
Ginnie Mae REMIC Trust 2007-018**

**The Securities**

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

**The Ginnie Mae Guaranty**

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

**The Trust and its Assets**

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

Class of REMIC Securities	Original Principal Balance(2)	Interest Rate	Principal Type(3)	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
<b>Security Group 1</b>						
A .....	\$ 39,918,257	5.5%	SC/SEQ	FIX	38375JB79	May 2035
B .....	10,000,000	5.5	SC/SEQ	FIX	38375JB87	May 2035
PO .....	18,719,347	0.0	SC/PT	PO	38375JB95	May 2035
<b>Security Group 2</b>						
AF .....	150,000,000	(5)	PT	FLT	38375JC29	April 2037
LO(1) .....	7,262,000	0.0	SUP	PO	38375JC37	April 2037
QO(1) .....	17,738,000	0.0	PAC	PO	38375JC45	April 2037
SA .....	150,000,000	(5)	NTL (PT)	INV/IO	38375JC52	April 2037
<b>Security Group 3</b>						
F .....	101,060,498	(5)	PT	FLT	38375JC60	April 2037
S .....	101,060,498	(5)	NTL (PT)	INV/IO	38375JC78	April 2037
<b>Security Group 4</b>						
FD .....	100,000,000	(5)	PT	FLT	38375JC86	April 2037
GO(1) .....	2,432,334	0.0	SUP	PO	38375JC94	April 2037
MO(1) .....	5,901,000	0.0	PAC	PO	38375JD28	April 2037
SD .....	100,000,000	(5)	NTL (PT)	INV/IO	38375JD36	April 2037
<b>Security Group 5</b>						
CA(1) .....	33,634,454	5.5	SC/SUP/AD	FIX	38375JD44	March 2035
CB(1) .....	4,463,258	5.5	SC/SUP/AD	FIX	38375JD51	March 2035
CO .....	26,352,380	0.0	SC/PT	PO	38375JD69	March 2035
CZ(1) .....	5,000	5.5	SC/SUP	FIX/Z	38375JD77	March 2035
KA(1) .....	13,770,000	5.5	SC/PAC II	FIX	38375JD85	March 2035
PA .....	65,463,000	5.5	SC/PAC I	FIX	38375JD93	March 2035
PH .....	1,250,000	5.5	SC/PAC I	FIX	38375JE27	March 2035
<b>Residual</b>						
R .....	0	0.0	NPR	NPR	38375JE35	April 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 the 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-8 which highlights some of these risks.**

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

UBS Investment Bank

Blaylock & Company Inc.

**The date of this Offering Circular Supplement is April 23, 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:** UBS Securities LLC

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

**Tax Administrator:** The Trustee

**Closing Date:** April 30, 2007

**Distribution Dates:** For the Group 3 Securities, the 16th day of each month or, if the 16th day is not a Business Day, the first Business Day thereafter, commencing in May 2007. For the Groups 1, 2, 4 and 5 Securities, the 20th day of each month or, if the 20th day is not a Business Day, the first Business Day thereafter, commencing in May 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	Underlying Certificate	(1)	(1)
2	Ginnie Mae II	6.0%	30
3	Ginnie Mae I	7.0%	30
4	Ginnie Mae II	6.0%	30
5	Underlying Certificate	(1)	(1)

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

**Security Groups:** This series of Securities consists of multiple Security Groups (each, a “Group”), as shown on the front cover of this Supplement and on Schedule I to this Supplement. 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 2, 3 and 4 Trust Assets<sup>1</sup>:**

<u>Principal Balance<sup>2</sup></u>	<u>Weighted Average Remaining Term to Maturity (in months)</u>	<u>Weighted Average Loan Age (in months)</u>	<u>Weighted Average Mortgage Rate<sup>3</sup></u>
<b>Group 2 Trust Assets</b>			
\$175,000,000	358	2	6.445%
<b>Group 3 Trust Assets</b>			
\$101,060,498	269	82	7.500%
<b>Group 4 Trust Assets</b>			
\$108,333,334	352	7	6.551%

<sup>1</sup> As of April 1, 2007.

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

<sup>3</sup> The Mortgage Loans underlying the Group 2 and 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 and 4 Trust Assets, Mortgage Rates of many of the Mortgage Loans underlying the Group 2, 3 and 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. See *“Description of the Securities — Modification and Exchange”* in this Supplement.

**Increased Minimum Denomination Classes:** Each Class that constitutes a Principal 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>
AF .....	LIBOR + 0.20%	5.52%	0.2%	7.0%	0	0.00%
F .....	LIBOR + 0.20%	5.52%	0.2%	7.0%	0	0.00%
FD.....	LIBOR + 0.30%	5.62%	0.3%	6.5%	0	0.00%
S .....	6.80% – LIBOR	1.48%	0.0%	6.8%	0	6.80%
SA .....	6.80% – LIBOR	1.48%	0.0%	6.8%	0	6.80%
SD.....	6.20% – LIBOR	0.88%	0.0%	6.2%	0	6.20%

- (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, concurrently, as follows:

1. 72.7272720650% sequentially, to A and B, in that order, until retired
2. 27.2727279350% to PO, until retired

**SECURITY GROUP 2**

A percentage of the Group 2 Principal Distribution Amount will be applied to the Trustee Fee, and the remainder of the Group 2 Principal Distribution Amount (the “Group 2 Adjusted Principal Distribution Amount”) will be allocated, concurrently, as follows:

1. 85.7142857143% to AF, until retired
2. 14.2857142857% in the following order of priority:
  - a. To QO, until reduced to its Scheduled Principal Balance for that Distribution Date
  - b. To LO, until retired
  - c. To QO, without regard to its Scheduled Principal Balance, until retired

**SECURITY GROUP 3**

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

**SECURITY GROUP 4**

The Group 4 Principal Distribution Amount will be allocated, concurrently, as follows:

1. 92.3076917396% to FD, until retired
2. 7.6923082604% in the following order of priority:
  - a. To MO, until reduced to its Scheduled Principal Balance for that Distribution Date
  - b. To GO, until retired
  - c. To MO, without regard to its Scheduled Principal Balance, until retired

**SECURITY GROUP 5**

The CZ Accrual Amount will be allocated, sequentially, to CA, CB and CZ, in that order, until retired.

The Group 5 Principal Distribution Amount will be allocated, concurrently, as follows:

1. 18.1818179309% to CO, until retired
2. 81.8181820691% in the following order of priority:
  - a. Sequentially, to PA and PH, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
  - b. To KA, until reduced to its Scheduled Principal Balance for that Distribution Date
  - c. Sequentially, to CA, CB and CZ, in that order, until retired
  - d. To KA, without regard to its Scheduled Principal Balance, until retired
  - e. Sequentially, to PA and PH, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

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

<u>Class</u>	<u>Structuring Ranges</u>
QO .....	100% PSA through 250% PSA
MO .....	100% PSA through 250% PSA
PA and PH (in the aggregate) .....	100% PSA through 250% PSA*
KA .....	135% PSA through 250% PSA**

\* The initial Effective Range is 106% PSA through 249% PSA.

\*\* The initial Effective Range is 143% PSA through 249% PSA.

**Accrual Class:** Interest will accrue on the Accrual Class identified on the front cover of this Supplement at the per annum rate set forth on that page. However, no interest will be distributed to the Accrual Class as interest. Interest so accrued on the Accrual Class on each Distribution Date will constitute the Accrual Amount, which will be added to the Class

Principal Balance of that Class on each Distribution Date and will be distributable as principal as set forth in this Terms Sheet under “Allocation of Principal.”

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

<u>Class</u>	<u>Original Class Notional Balance</u>	<u>Represents</u>
S .....	\$101,060,498	100% of F (PT Class)
SA .....	150,000,000	100% of AF (PT Class)
SD .....	100,000,000	100% of FD (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.



**\$712,059,335**

**Government National Mortgage Association  
GINNIE MAE®**

**Guaranteed REMIC Pass-Through Securities  
and MX Securities  
Ginnie Mae REMIC Trust 2007-019**

**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, (2) certain previously issued certificates and (3) certain callable securities.

Class of REMIC Securities	Original Principal Balance(2)	Interest Rate	Principal Type(3)	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
<b>Security Group 1</b>						
FA	\$160,000,000	(5)	PT	FLT	38375JTG0	April 2037
SA	90,000,000	(5)	NTL(PT)	INV/IO	38375JTH8	April 2037
SC(1)	7,028,000	(5)	SUP	INV	38375JTJ4	April 2037
SP(1)	12,972,000	(5)	PAC	INV	38375JTK1	April 2037
<b>Security Group 2</b>						
AS	18,142,231	(5)	SC/PT	INV	38375JTL9	June 2033
FM	79,825,814	(5)	SC/PT	FLT	38375JTM7	April 2033
SM	16,328,007	(5)	NTL(SC/PT)	INV/IO	38375JTN5	June 2033
<b>Security Group 3</b>						
DO	5,555,556	0.00%	PT	PO	38375JTP0	April 2037
FH(1)	42,857,142	(5)	PT	FLT	38375JTO8	April 2037
MH(1)	1,587,302	(5)	PT	FLT/INV/SP(6)	38375JTR6	April 2037
SB	44,444,444	(5)	NTL(PT)	INV/IO	38375JTS4	April 2037
<b>Security Group 4</b>						
FG(1)	37,555,556	(5)	PT	FLT	38375JTT2	April 2037
MG(1)	1,444,444	(5)	PT	FLT/INV/SP(6)	38375JTU9	April 2037
SD	39,000,000	(5)	NTL(PT)	INV/IO	38375JTV7	April 2037
<b>Security Group 5</b>						
GZ	10,000,000	6.25	SUP	FIX/Z	38375JTW5	April 2037
ID	4,750,000	6.00	NTL(PAC/AD)	FIX/IO	38375JTX3	April 2037
OG	2,000,000	0.00	PT	PO	38375JTY1	April 2037
PD	38,000,000	5.50	PAC/AD	FIX	38375JTZ8	April 2037
<b>Security Group 6</b>						
JC	10,000,000	5.75	SEQ/CC	FIX	38375JUA1	December 2035
JD	2,500,000	5.75	SEQ/CC	FIX	38375JUB9	April 2037
JE	1,250,000	6.00	SEQ/CC	FIX	38375JUC7	April 2037
JG	1,250,000	5.50	SEQ/CC	FIX	38375JUD5	April 2037
JO(1)	6,590,910	0.00	SEQ/CC	PO	38375JUE3	June 2034
JP(1)	72,499,999	6.00	SEQ/CC	FIX	38375JUF0	June 2034
JT	2,500,000	6.00	SEQ/CC	FIX	38375JUG8	April 2037
JV	2,500,000	5.50	SEQ/CC	FIX	38375JUH6	April 2037
TO(1)	909,091	0.00	SEQ/CC	PO	38375JUJ2	April 2037
<b>Security Group 7</b>						
LA	100,000,000	5.50	SEQ	FIX	38375JUK9	October 2035
LB	12,000,000	5.50	SEQ	FIX	38375JUL7	April 2037
<b>Security Group 8</b>						
FT(1)	80,013,835	(5)	PT	FLT	38375JUM5	April 2037
MT(1)	3,077,455	(5)	PT	FLT/INV/SP(6)	38375JUN3	April 2037
SJ	83,091,290	(5)	NTL(PT)	INV/IO	38375JUP8	April 2037
<b>Residual</b>						
RR	0	0.0	NPR	NPR	38375JUQ6	April 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.
- (6) Classes MH, MG and MT have the SP ("Special") designation in its Interest Type because its interest rate will change significantly at a specified level of LIBOR. 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-9 which highlights some of these risks.**

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

**Merrill Lynch & Co.**

**Myerberg & Company, L.P.**

**The date of this Offering Circular Supplement is April 23, 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:** Merrill Lynch, Pierce, Fenner & Smith Incorporated

**Trustee:** Wells Fargo Bank, National Association

**Tax Administrator:** The Trustee

**Closing Date:** April 30, 2007

**Distribution Dates:** For the Group 1, Group 3, Group 4, Group 6 and Group 8 Securities, the 20th day of each month or if the 20th day is not a Business Day, the first Business Day thereafter, commencing in May 2007. For the Group 2, Group 5 and Group 7 Securities, the 16th day of each month or if the 16th day is not a Business Day, the first Business Day thereafter, commencing in May 2007.

**Trust Assets:**

<b>Trust Asset Group</b>	<b>Trust Asset Type</b>	<b>Certificate Rate</b>	<b>Original Term To Maturity (in years)</b>
1	Ginnie Mae II	6.0%	30
2	Underlying Certificate	(1)	(1)
3	Ginnie Mae II	6.0%	30
4	Ginnie Mae II	6.5%	30
5	Ginnie Mae I	6.0%	30
6	Underlying Callable Certificate <sup>(2)</sup>	5.5%	30
7	Ginnie Mae I	5.5%	30
8	Ginnie Mae II	6.5%	30

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

<sup>(2)</sup> Certain information regarding the Underlying Callable Securities is set forth in the Series 2007-C1 Offering Circular attached to this Supplement as Exhibit C.

**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 Groups 1, 3, 4, 5, 7 and 8 Trust Assets<sup>1</sup>:**

<u>Principal Balance<sup>2</sup></u>	<u>Weighted Average Remaining Term to Maturity (in months)</u>	<u>Weighted Average Loan Age (in months)</u>	<u>Weighted Average Mortgage Rate<sup>3</sup></u>
<b>Group 1 Trust Assets</b> \$180,000,000	358	2	6.450%
<b>Group 3 Trust Assets</b> \$50,000,000	353	6	6.478%
<b>Group 4 Trust Assets</b> \$39,000,000	349	9	6.861%
<b>Group 5 Trust Assets</b> \$50,000,000	315	40	6.500%
<b>Group 7 Trust Assets</b> \$112,000,000	344	14	6.000%
<b>Group 8 Trust Assets</b> \$83,091,290	353	5	6.890%

<sup>1</sup> As of April 1, 2007.

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

<sup>3</sup> The Mortgage Loans underlying the Group 1, Group 3, Group 4 and Group 8 Trust Assets may bear interest at rates ranging from 0.25% to 1.50% per annum above the related Certificate Rate.

The actual remaining terms to maturity, loan ages and, in the case of the Group 1, 3, 4 and 8 Trust Assets, Mortgage Rates of many of the Mortgage Loans underlying the Groups 1, 3, 4, 5, 7 and 8 Trust Assets will differ from the weighted averages shown above, perhaps significantly. See *“The Trust Assets — The Mortgage Loans”* in this Supplement. See Exhibit A to this Supplement for certain information regarding the characteristics of the Mortgage Loans included in the Underlying Trust. See the Series 2007-C1 Offering Circular attached to this Supplement as Exhibit C for certain information regarding the characteristics of the Mortgage Loans underlying the Underlying Callable Securities.

**Underlying Callable Securities:** The Group 6 Trust Assets include Underlying Callable Securities as described in the Series 2007-C1 Offering Circular attached to this Supplement. The Underlying Callable Securities are subject to redemption on any related distribution date occurring in October 2007 or thereafter. Any redemption would result in the concurrent payment in full of the Group 6 Securities. See *“Risk Factors — Early redemption of the underlying callable securities will significantly affect yields on the Group 6 securities”* 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, Special, Interest Only, Inverse Floating Rate or Interest Only Inverse Floating Rate Class. See “Description of the Securities — Form of Securities” in this Supplement.

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

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

<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 .....	23.205% - (LIBOR × 3.50)	4.585%	0.00%	23.205%	0	6.63%
FA .....	LIBOR + 0.25%	5.570%	0.25%	6.750%	0	0.00%
FB .....	LIBOR + 0.25%	5.570%	0.25%	6.750%	0	0.00%
FD .....	LIBOR + 0.30%	5.620%	0.30%	6.500%	0	0.00%
FE .....	LIBOR + 0.30%	5.620%	0.30%	6.500%	0	0.00%
FG .....	LIBOR + 0.25%	5.570%	0.25%	6.750%	0	0.00%
FH .....	LIBOR + 0.20%	5.520%	0.20%	7.000%	0	0.00%
FJ .....	LIBOR + 0.30%	5.620%	0.30%	6.500%	0	0.00%
FK .....	LIBOR + 0.25%	5.570%	0.25%	6.750%	0	0.00%
FM .....	LIBOR + 0.12%	5.440%	0.12%	6.750%	0	0.00%
FT .....	LIBOR + 0.25%	5.570%	0.25%	6.750%	0	0.00%
MG .....	If LIBOR ≤ 6.20%; LIBOR + 1.600%	6.920%	0.00%	7.800%	0	6.50%
	If LIBOR > 6.20%; 169.0% - (LIBOR × 26)					
MH .....	If LIBOR ≤ 6.50%; LIBOR + 1.600%	6.920%	0.00%	8.100%	0	6.80%
	If LIBOR > 6.50%; 183.6% - (LIBOR × 27)					
MJ .....	If LIBOR ≤ 6.20%; LIBOR + 1.600%	6.920%	0.00%	7.800%	0	6.50%
	If LIBOR > 6.20%; 169.0% - (LIBOR × 26)					
MT .....	If LIBOR ≤ 6.20%; LIBOR + 1.600%	6.920%	0.00%	7.800%	0	6.50%
	If LIBOR > 6.20%; 169.0% - (LIBOR × 26)					
SA .....	6.50% - LIBOR	1.180%	0.00%	6.500%	0	6.50%
SB .....	6.50% - LIBOR	1.180%	0.00%	6.500%	0	6.50%
SC .....	22.75% - (LIBOR × 3.50)	4.130%	0.00%	22.750%	0	6.50%
SD .....	6.20% - LIBOR	0.880%	0.00%	6.200%	0	6.20%
SJ .....	6.20% - LIBOR	0.880%	0.00%	6.200%	0	6.20%
SM .....	6.63% - LIBOR	1.310%	0.00%	6.630%	0	6.63%
SP .....	22.75% - (LIBOR × 3.50)	4.130%	0.00%	22.750%	0	6.50%
ST .....	22.75% - (LIBOR × 3.50)	4.130%	0.00%	22.750%	0	6.50%

(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.

Upon any redemption of Underlying Callable Securities, each related Class of Securities (other than any MX Securities) will be entitled to additional interest as described in “The Trust Assets — The Underlying Callable Securities” in this Supplement.

**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, as follows:

1. 88.8888888889% to FA, until retired

2. 11.1111111111% in the following order of priority:
  - a. To SP, until reduced to its Scheduled Principal Balance for that Distribution Date
  - b. To SC, until retired
  - c. To SP, without regard to its Scheduled Principal Balance, until retired

#### **SECURITY GROUP 2**

The Group 2 Principal Distribution Amount will be allocated, concurrently, to AS and FM, pro rata, until retired

#### **SECURITY GROUP 3**

The Group 3 Principal Distribution Amount will be allocated, concurrently, to DO, FH and MH, pro rata, until retired

#### **SECURITY GROUP 4**

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

#### **SECURITY GROUP 5**

The Group 5 Principal Distribution Amount and the GZ Accrual Amount will be allocated as follows:

- The GZ Accrual Amount as follows:
  1. To PD, until reduced to its Scheduled Principal Balance for that Distribution Date
  2. To GZ, until retired.
- The Group 5 Principal Distribution Amount, concurrently, as follows:
  1. 4.0% to OG, until retired
  2. 96.0% in the following order of priority:
    - a. To PD, until reduced to its Scheduled Principal Balance for that Distribution Date
    - b. To GZ, until retired
    - c. To PD, without regard to its Scheduled Principal Balance, until retired

#### **SECURITY GROUP 6**

The Group 6 Principal Distribution Amount will be allocated in the following order of priority:

1. Concurrently, to JO and JP, pro rata, until retired
2. Concurrently:
  - a. 4.3478265028% to TO, until retired

b. 95.6521734972% in the following order of priority:

- i. To JC, until retired
- ii. Concurrently, to JD, JE, JG, JT and JV, pro rata, until retired

**SECURITY GROUP 7**

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

**SECURITY GROUP 8**

The Group 8 Principal Distribution Amount will be allocated, concurrently, to FT and MT, pro rata, until retired

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

<u>Class</u>	<u>Structuring Ranges</u>
SP .....	100% PSA through 300% PSA
PD .....	150% PSA through 227% PSA

**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 related Accretion Directed Class have 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." After interest distributions commence on the Accrual Class, interest distributions will continue until the Class Principal Balance of that Class is reduced to zero.

**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>
ID .....	\$ 4,750,000	12.5% of PD (PAC/AD Class)
JI .....	7,190,082	9.0909082863% of JO and JP (SEQ/CC Classes)
SA .....	90,000,000	56.25% of FA (PT Class)
SB .....	44,444,444	100.0% of FH and MH (PT Classes)
SD .....	39,000,000	100.0% of FG and MG (PT Classes)
SJ .....	83,091,290	100.0% of FT and MT (PT Classes)
SM .....	16,328,007	20.4545449421% of FM (PT Class)

**Tax Status:** Double REMIC Series. Separate REMIC elections will be made as to the Underlying Callable Securities and the Trust Assets other than the Underlying Callable Securities and the two resulting REMICs each will constitute a Pooling REMIC. *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 includes the Residual Interest of the Issuing REMIC and each Pooling REMIC; all other Classes of REMIC Securities are Regular Classes.

Schedule I

Available Combinations(1)

REMIC Securities		MX Securities						
Class	Original Class Principal Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
<b>Security Group 1</b> Combination 1 SC SP	\$ 7,028,000 12,972,000	ST	\$ 20,000,000	PT	(5)	INV	38375JUR4	April 2037
<b>Security Group 3</b> Combination 2 FH MH	\$42,857,142 1,587,302	FB	\$ 44,444,444	PT	(5)	FLT	38375JUS2	April 2037
<b>Security Group 4</b> Combination 3 FG MG	\$37,555,556 1,444,444	FD	\$ 39,000,000	PT	(5)	FLT	38375JUT0	April 2037
<b>Security Group 6</b> Combination 4 JO JP	\$ 6,590,910 72,499,999	JA	\$ 79,090,909	SEQ/CC	5.500%	FIX	38375JUU7	June 2034
Combination 5 JO JP	\$ 1,542,554 72,499,999	JN	\$ 74,042,553	SEQ/CC	5.875%	FIX	38375JUV5	June 2034
Combination 6 JO JP	\$ 3,152,174 72,499,999	JM	\$ 75,652,173	SEQ/CC	5.750%	FIX	38375JUV3	June 2034
Combination 7 JO JP	\$ 4,833,334 72,499,999	JL	\$ 77,333,333	SEQ/CC	5.625%	FIX	38375JUX1	June 2034
Combination 8(6) JO JP	\$ 6,590,910 72,499,999	JI JX JY	\$ 7,190,082 79,090,909 79,090,909	NTL (SEQ/CC) SEQ/CC SEQ/CC	5.500% 5.250 5.000	FIX/IO FIX FIX	38375JUY9 38375JUZ6 38375JVA0	June 2034 June 2034 June 2034
Combination 9 JO TO	\$ 3,438,736 909,091	MO	\$ 4,347,827	SEQ/CC	0.000%	PO	38375JXV2	April 2037

REMIC Securities		MX Securities						
Class	Original Class Principal Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
<b>Security Group 8</b>								
Combination 10								
FT	\$80,013,835	FJ	\$ 83,091,290	PT	(5)	FLT	38375JVB8	April 2037
MT	3,077,455							
<b>Security Groups 4 and 8</b>								
Combination 11								
MG	\$ 1,444,444	MJ	\$ 4,521,899	PT	(5)	FLT/INV/SP	38375JVC6	April 2037
MT	3,077,455							
Combination 12								
FG	\$37,555,556	FK	\$117,569,391	PT	(5)	FLT	38375JVD4	April 2037
FT	80,013,835							
Combination 13								
FG	\$37,555,556	FE	\$122,091,290	PT	(5)	FLT	38375JVE2	April 2037
FT	80,013,835							
MG	1,444,444							
MT	3,077,455							

(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 8 various subcombinations are permitted. See “Description of the Securities — Modification and Exchange” in the Base Offering Circular for a discussion of subcombinations.



\$700,286,462

Government National Mortgage Association

GINNIE MAE®

Guaranteed REMIC Pass-Through Securities  
and MX Securities  
Ginnie Mae REMIC Trust 2007-030

**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, (2) certain previously issued certificates and (3) certain callable securities.

Class of REMIC Securities	Original Principal Balance (2)	Interest Rate	Principal Type (3)	Interest Type (3)	CUSIP Number	Final Distribution Date (4)
<b>Security Group 1</b>						
HB.....	\$ 7,064,000	5.75%	SEQ/CC	FIX	38375J2K0	May 2037
HJ.....	1,250,000	6.00	SEQ/CC	FIX	38375J2L8	May 2037
HK.....	1,250,000	5.50	SEQ/CC	FIX	38375J2M6	May 2037
JB(1).....	50,217,073	5.50	SEQ/CC	FIX	38375J2N4	March 2029
JC(1).....	29,782,927	5.50	SEQ/CC	FIX	38375J2P9	August 2034
JG.....	9,566,434	5.75	SEQ/CC	FIX	38375J2Q7	February 2036
PO.....	869,566	0.00	SEQ/CC	PO	38375J2R5	May 2037
<b>Security Group 2</b>						
AB.....	14,425,000	5.50	SC/SUP/AD	FIX	38375J2S3	March 2035
AC.....	14,844,000	5.50	SC/PAC/AD	FIX	38375J2T1	March 2035
AD.....	2,500,000	5.50	SC/SUP/AD	FIX	38375J2U8	March 2035
AE.....	3,400,000	5.50	SC/SUP/AD	FIX	38375J2V6	March 2035
AG.....	625,000	5.50	SC/PAC/AD	FIX	38375J2W4	March 2035
AH.....	155,726	5.50	SC/PAC/AD	FIX	38375J2X2	March 2035
AZ.....	101,040	5.50	SC/SEQ	FIX/Z	38375J2Y0	March 2035
CZ.....	44,287	5.50	SC/SUP/AD	FIX/Z	38375J2Z7	March 2035
DA.....	14,425,000	5.50	SC/SUP/AD	FIX	38375J3A1	March 2035
<b>Security Group 3</b>						
BA(1).....	126,222,000	5.50	SEQ	FIX	38375J3B9	August 2034
VA.....	8,214,000	5.50	SEQ/AD	FIX	38375J3C7	April 2018
VB.....	10,546,000	5.50	SEQ/AD	FIX	38375J3D5	August 2026
ZA.....	10,018,000	5.50	SEQ	FIX/Z	38375J3E3	May 2037
<b>Security Group 4</b>						
CO(1).....	5,674,870	0.00	SUP	PO	38375J3F0	May 2037
FK.....	160,000,000	(5)	PT	FLT	38375J3G8	May 2037
GO(1).....	8,171,284	0.00	PAC	PO	38375J3H6	May 2037
MK.....	6,153,846	(5)	PT	FLT/INV/SP(6)	38375J3J2	May 2037
SG.....	166,153,846	(5)	NTL (PT)	INV/IO	38375J3K9	May 2037
<b>Security Group 5</b>						
FP(1).....	106,568,808	(5)	SC/PT	FLT	38375J3L7	April 2037
MN(1).....	4,250,608	(5)	SC/PT	FLT/INV/SP(6)	38375J3M5	April 2037
MP(1).....	3,946,993	(5)	SC/PT	FLT/INV/SP(6)	38375J3N3	April 2037
<b>Security Group 6</b>						
AO(1).....	4,542,407	0.00	PAC	PO	38375J3P8	May 2037
BO(1).....	3,149,901	0.00	SUP	PO	38375J3Q6	May 2037
FH.....	92,307,692	(5)	PT	FLT	38375J3R4	May 2037
SH(1).....	92,307,692	(5)	NTL (PT)	INV/IO	38375J3S2	May 2037
<b>Residual</b>						
R.....	0	0.00	NPR	NPR	38375J3T0	May 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.
- (6) Each of Classes MK, MN and MP have the SP ("Special") designation in its Interest Type because its interest rate will change significantly at a specified level of LIBOR. See "Terms Sheet — Interest Rates" in this Supplement.

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

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

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

**Merrill Lynch & Co.**

**Myerberg & Company, L.P.**

**The date of this Offering Circular Supplement is May 21, 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:** Merrill Lynch, Pierce, Fenner & Smith Incorporated

**Trustee:** Wells Fargo Bank, National Association

**Tax Administrator:** The Trustee

**Closing Date:** May 30, 2007

**Distribution Dates:** For the Group 1, Group 2, Group 4, Group 5 and Group 6 Securities, the 20th day of each month or if the 20th day is not a Business Day, the first Business Day thereafter, commencing in June 2007. For the Group 3 Securities, the 16th day of each month or if the 16th day is not a Business Day, the first Business Day thereafter, commencing in June 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	Underlying Callable Certificates <sup>(2)</sup>	(2)	(2)
2	Underlying Certificates	(1)	(1)
3	Ginnie Mae I	5.5%	30
4	Ginnie Mae II	6.0%	30
5	Underlying Certificate	(1)	(1)
6	Ginnie Mae II	6.0%	30

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

<sup>(2)</sup> Certain information regarding the Underlying Callable Securities is set forth in the Series 2007-C3 Offering Circular attached to this Supplement as Exhibit C.

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

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

<u>Principal Balance<sup>2</sup></u>	<u>Weighted Average Remaining Term to Maturity (in months)</u>	<u>Weighted Average Loan Age (in months)</u>	<u>Weighted Average Mortgage Rate<sup>3</sup></u>
<b>Group 3 Trust Assets</b>			
\$155,000,000	307	49	6.000%
<b>Group 4 Trust Assets</b>			
\$180,000,000	358	2	6.445%
<b>Group 6 Trust Assets</b>			
\$100,000,000	359	1	6.445%

<sup>1</sup> As of May 1, 2007.

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

<sup>3</sup> The Mortgage Loans underlying the Group 4 and 6 Trust Assets may bear interest at rates ranging from 0.25% to 1.50% per annum above the related Certificate Rate.

The actual remaining terms to maturity, loan ages and, in the case of the Group 4 and 6 Trust Assets, Mortgage Rates of many of the Mortgage Loans underlying the Group 3, 4 and 6 Trust Assets will differ from the weighted averages shown above, perhaps significantly. See *“The Trust Assets — The Mortgage Loans” in this Supplement*. See Exhibit A to this Supplement for certain information regarding the characteristics of the Mortgage Loans included in the related Underlying Trusts. See the Series 2007-C3 Offering Circular attached to this Supplement as Exhibit C for certain information regarding the characteristics of the Mortgage Loans underlying the Underlying Callable Securities.

**Underlying Callable Securities:** The Group 1 Trust Assets include Underlying Callable Securities as described in the Series 2007-C3 Offering Circular attached to this Supplement. The Underlying Callable Securities are subject to redemption on any related distribution date occurring in November 2007 or thereafter. Any redemption would result in the concurrent payment in full of the Group 1 Securities. See *“Risk Factors — Early redemption of the underlying callable securities will significantly affect yields on the Group 1 securities” 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, Interest Only Inverse Floating Rate, Inverse Floating Rate or Special 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>
DS .....	37.20% - (LIBOR × 6.00)	5.28%	0.00%	37.20%	0	6.20%
FH .....	LIBOR + 0.30%	5.62%	0.30%	6.50%	0	0.00%
FK .....	LIBOR + 0.25%	5.57%	0.25%	6.75%	0	0.00%
FL .....	LIBOR + 0.30%	5.62%	0.30%	6.50%	0	0.00%
FN .....	LIBOR + 0.25%	5.57%	0.25%	6.75%	0	0.00%
FP .....	LIBOR + 0.19%	5.51%	0.19%	7.00%	0	0.00%
MK.....	If LIBOR ≤ 6.20%; LIBOR + 1.600% If LIBOR > 6.20%; 169.0% - (LIBOR × 26)	6.92%	0.00%	7.80%	0	6.50%
ML.....	If LIBOR ≤ 6.20%; LIBOR + 1.730% If LIBOR > 6.20%; 88.53% - (LIBOR × 13)	7.05%	0.00%	7.93%	0	6.81%
MN .....	If LIBOR ≤ 6.20%; LIBOR + 1.600% If LIBOR > 6.20%; 169.0% - (LIBOR × 26)	6.92%	0.00%	7.80%	0	6.50%
MP.....	If LIBOR ≤ 6.50%; LIBOR + 1.870% If LIBOR > 6.50%; 183.87% - (LIBOR × 27)	7.19%	0.00%	8.37%	0	6.81%
SG .....	6.20% - LIBOR	0.88%	0.00%	6.20%	0	6.20%
SH .....	6.20% - LIBOR	0.88%	0.00%	6.20%	0	6.20%

- (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.

Upon any redemption of Underlying Callable Securities, each related Class of Securities (other than any MX Securities) will be entitled to additional interest as described in “The Trust Assets — The Underlying Callable Securities” in this Supplement.

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

#### SECURITY GROUP 1

The Group 1 Principal Distribution Amount will be allocated in the following order of priority:

1. To JB and JC, in that order, until retired
2. Concurrently:
  - a. 95.65217% in the following order of priority:
    - i. To JG, until retired
    - ii. To HB, HJ and HK, pro rata, until retired
  - b. 4.34783% to PO, until retired

## **SECURITY GROUP 2**

The Group 2 Principal Distribution Amount and the AZ and CZ Accrual Amounts will be allocated as follows:

- The CZ Accrual Amount in the following order of priority:
  1. To AB and DA, pro rata, until retired
  2. To AD, AE and CZ, in that order, until retired
- The Group 2 Principal Distribution Amount and AZ Accrual Amount in the following order of priority:
  1. To AC, AG and AH, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
  2. To AB and DA, pro rata, until retired
  3. To AD, AE and CZ, in that order, until retired
  4. To AC, AG and AH, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired
  5. To AZ, until retired

## **SECURITY GROUP 3**

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

- The ZA Accrual Amount to VA, VB and ZA, in that order, until retired
- The Group 3 Principal Distribution Amount to BA, VA, VB and ZA, in that order, 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, concurrently, as follows:

1. 92.3076922222% to FK and MK, pro rata, until retired
2. 7.6923077778% in the following order of priority:
  - a. To GO, until reduced to its Scheduled Principal Balance for that Distribution Date
  - b. To CO, until retired
  - c. To GO, without regard to its Scheduled Principal Balance, until retired

## **SECURITY GROUP 5**

The Group 5 Principal Distribution Amount will be allocated to FP, MN and MP, pro rata, until retired

**SECURITY GROUP 6**

The Group 6 Principal Distribution Amount will be allocated, concurrently, as follows:

1. 92.307692% to FH, until retired
2. 7.692308% in the following order of priority:
  - a. To AO, until reduced to its Scheduled Principal Balance for that Distribution Date
  - b. To BO, until retired
  - c. To AO, without regard to its Scheduled Principal Balance, until retired

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

<u>Class</u>	<u>Structuring Ranges</u>
AC, AG and AH* (in the aggregate) .....	140% PSA through 255% PSA
GO .....	125% PSA through 425% PSA
AO .....	125% PSA through 425% PSA

\* Actual Initial Effective Range is 236% PSA through 255% 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 until the Distribution Date following the Distribution Date on which the Class Principal Balances of the related Accretion Directed Classes have been reduced to zero. 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." After interest distributions commence on an Accrual Class, interest distributions will continue until the Class Principal Balance of that Class is reduced to zero.

**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>
BI .....	\$ 11,474,727	9.0909090909% of BA (SEQ Class)
JI .....	7,272,727	9.0909090909% of JB and JC (SEQ/CC Classes)
SG .....	166,153,846	100% of FK and MK (PT Classes)
SH .....	92,307,692	100% of FH (PT Class)

**Tax Status:** Single REMIC Series. Separate REMIC elections will be made as to the Underlying Callable Securities and the Trust Assets other than the Underlying Callable Securities. 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 includes the Residual Interest of the Trust REMICs; all other Classes of REMIC Securities are Regular Classes.



\$768,700,773

Government National Mortgage Association

GINNIE MAE®

Guaranteed REMIC Pass-Through Securities  
and MX Securities  
Ginnie Mae REMIC Trust 2007-037

**The Securities**

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

**The Ginnie Mae Guaranty**

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

**The Trust and its Assets**

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

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

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

The Sponsor and the Co-Sponsor will offer the securities from time to time in negotiated transactions at varying prices. We expect the closing date to be June 28, 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 "exempt securities" under the Securities Exchange Act of 1934.

Class of REMIC Securities	Original Principal Balance(2)	Interest Rate	Principal Type(3)	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
<b>Security Group 1</b>						
LA	\$ 50,000,000	5.5%	SEQ	FIX	38375KLB6	June 2035
LB	8,088,511	5.5	SEQ	FIX	38375KLC4	June 2037
<b>Security Group 2</b>						
F	26,923,866	(5)	SC/SEQ	FLT	38375KLD2	April 2037
PG	2,866,586	5.5	SC/SEQ	FIX	38375KLE0	April 2037
S	7,342,873	(5)	SC/SEQ	INV	38375KLF7	April 2037
<b>Security Group 3</b>						
FM	105,000,000	(5)	PT	FLT	38375KLG5	June 2037
KI(1)	23,673,856	(5)	NTL(SUP)	INV/IO	38375KLN3	June 2037
KO(1)	2,959,232	0.0	SUP	PO	38375KPC0	June 2037
PI(1)	81,326,144	(5)	NTL(PAC)	INV/IO	38375KJ9	June 2037
PO(1)	10,165,768	0.0	PAC	PO	38375KLL6	June 2037
<b>Security Group 4</b>						
FG	10,000,000	(5)	PT	FLT	38375KLL4	June 2037
GO(1)	1,250,000	0.0	PT	PO	38375KLM2	June 2037
SG(1)	10,000,000	(5)	NTL(PT)	INV/IO	38375KLN0	June 2037
<b>Security Group 5</b>						
FK	100,000,000	(5)	PT	FLT	38375KLP5	June 2037
SU(1)	77,365,906	(5)	NTL(PAC)	INV/IO	38375KLLQ3	June 2037
SV(1)	22,634,093	(5)	NTL(SUP)	INV/IO	38375KLR1	June 2037
UO(1)	12,894,318	0.0	PAC	PO	38375KLS9	June 2037
VO(1)	3,772,349	0.0	SUP	PO	38375KLT7	June 2037
<b>Security Group 6</b>						
MT	8,306,837	(5)	SC/PT	FLT/INV/SP(6)	38375KLU4	April 2037
<b>Security Group 7</b>						
AI(1)	177,857,383	(5)	NTL(PAC)	INV/IO	38375KLV2	June 2037
AO(1)	29,642,898	0.0	PAC	PO	38375KLW0	June 2037
FD(1)	100,000,000	(5)	SEQ	FLT	38375KLVX8	January 2037
FE(1)	40,000,000	(5)	SEQ	FLT	38375KLY6	January 2037
FH(1)	8,809,293	(5)	SEQ	FLT	38375KLZ3	June 2037
FT(1)	81,547,849	(5)	SEQ	FLT	38375KMA7	January 2037
HI(1)	52,499,758	(5)	NTL(SUP)	INV/IO	38375KMB5	June 2037
HO(1)	8,749,960	0.0	SUP	PO	38375KMC3	June 2037
<b>Security Group 8</b>						
EO(1)	14,171,918	0.0	PAC	PO	38375KMD1	June 2037
FL	110,000,000	(5)	PT	FLT	38375KME9	June 2037
SE(1)	85,031,504	(5)	NTL(PAC)	INV/IO	38375KMF6	June 2037
WO(1)	4,161,416	0.0	SUP	PO	38375KMG4	June 2037
WS(1)	24,968,495	(5)	NTL(SUP)	INV/IO	38375KMH2	June 2037
<b>Security Group 9</b>						
SA(1)	9,811,425	(5)	SC/TAC	INV	38375KMJ8	March 2037
SB(1)	5,283,075	(5)	SC/SUP	INV	38375KMK5	March 2037
<b>Security Group 10</b>						
CO(1)	6,952,599	0.0	SC/PT	PO	38375KML3	April 2037
SC(1)	24,334,096	(5)	NTL(SC/PT)	INV/IO	38375KMM1	April 2037
<b>Residual</b>						
RR	0	0.0	NPR	NPR	38375KMN9	June 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.
- (6) Class MT has the SP ("Special") designation in its Interest Type because its interest rate will change significantly at a specified level of LIBOR. See "Terms Sheet — Interest Rates" in this Supplement.

Merrill Lynch & Co.

Myerberg & Company, L.P.

The date of this Offering Circular Supplement is June 21, 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:** Merrill Lynch, Pierce, Fenner & Smith Incorporated

**Trustee:** Wells Fargo Bank, National Association

**Tax Administrator:** The Trustee

**Closing Date:** June 28, 2007

**Distribution Dates:** For the Group 1, Group 2, Group 3, Group 4, Group 5 and Group 8 Securities, the 16th day of each month or if the 16th day is not a Business Day, the first Business Day thereafter, commencing in July 2007. For the Group 6, Group 7, Group 9 and Group 10 Securities, the 20th day of each month or if the 20th day is not a Business Day, the first Business Day thereafter, commencing in July 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	5.5%	30
2	Underlying Certificates	(1)	(1)
3	Ginnie Mae I	6.0%	30
4	Ginnie Mae I	6.0%	30
5	Ginnie Mae I	6.0%	30
6	Underlying Certificates	(1)	(1)
7	Ginnie Mae II	6.0%	30
8	Ginnie Mae I	6.0%	30
9	Underlying Certificates	(1)	(1)
10	Underlying Certificates	(1)	(1)

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

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

**Assumed Characteristics of the Mortgage Loans Underlying the Group 1, 3, 4, 5, 7 and 8 Trust Assets<sup>1</sup>:**

<u>Principal Balance<sup>2</sup></u>	<u>Weighted Average Remaining Term to Maturity (in months)</u>	<u>Weighted Average Loan Age (in months)</u>	<u>Weighted Average Mortgage Rate<sup>3</sup></u>
<b>Group 1 Trust Assets</b> \$58,088,511	344	14	6.000%
<b>Group 3 Trust Assets</b> \$118,125,000	314	42	6.500%
<b>Group 4 Trust Assets</b> \$11,250,000	314	42	6.500%
<b>Group 5 Trust Assets</b> \$116,666,667	318	39	6.500%
<b>Group 7 Trust Assets</b> \$268,750,000	358	2	6.433%
<b>Group 8 Trust Assets</b> \$128,333,334	321	33	6.500%

<sup>1</sup> As of June 1, 2007.

<sup>2</sup> Does not include the Group 7 Trust Assets that will be added to pay the Trustee Fee.

<sup>3</sup> The Mortgage Loans underlying the Group 7 Trust Assets may bear interest at rates ranging from 0.25% to 1.50% per annum above the related Certificate Rate.

The actual remaining terms to maturity, loan ages and, in the case of the Group 7 Trust Assets, Mortgage Rates of many of the Mortgage Loans underlying the Group 1, 3, 4, 5, 7 and 8 Trust Assets will differ from the weighted averages shown above, perhaps significantly. See *“The Trust Assets — The Mortgage Loans” in this Supplement*. See Exhibit A to this Supplement for certain information regarding the characteristics of the Mortgage Loans included in the related Underlying Trusts.

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

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

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

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

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
AI	6.69% - LIBOR	1.370000%	0.00%	6.69000000%	0	6.69%
BS	24.55243286% - (LIBOR × 3.67001986)	5.027927%	0.00%	24.55243286%	0	6.69%
CS	22.75% - (LIBOR × 3.50)	4.130000%	0.00%	22.75000000%	0	6.50%
DS	23.7449% - (LIBOR × 3.67)	4.220500%	0.00%	23.74490000%	0	6.47%
ES	24.47903225% - (LIBOR × 3.67001983)	4.954527%	0.00%	24.47903225%	0	6.67%
F	LIBOR + 0.10%	5.420000%	0.10%	7.00000000%	0	0.00%
FD	LIBOR + 0.31%	5.630000%	0.31%	7.00000000%	0	0.00%
FE	LIBOR + 0.31%	5.630000%	0.31%	7.00000000%	0	0.00%
FG	LIBOR + 0.30%	5.620000%	0.30%	6.75000000%	0	0.00%
FH	LIBOR + 0.31%	5.630000%	0.31%	7.00000000%	0	0.00%
FJ	LIBOR + 0.31%	5.630000%	0.31%	7.00000000%	0	0.00%
FK	LIBOR + 0.31%	5.630000%	0.31%	7.00000000%	0	0.00%
FL	LIBOR + 0.33%	5.650000%	0.33%	7.00000000%	0	0.00%
FM	LIBOR + 0.28%	5.600000%	0.28%	6.75000000%	0	0.00%
FT	LIBOR + 0.31%	5.630000%	0.31%	7.00000000%	0	0.00%
FW	LIBOR + 0.31%	5.630000%	0.31%	7.00000000%	0	0.00%
GS	51.60% - (LIBOR × 8.00)	9.040000%	0.00%	51.60000000%	0	6.45%
HI	6.69% - LIBOR	1.370000%	0.00%	6.69000000%	0	6.69%
HS	24.55243286% - (LIBOR × 3.67001986)	5.027927%	0.00%	24.55243286%	0	6.69%
JS	23.7449% - (LIBOR × 3.67)	4.220500%	0.00%	23.74490000%	0	6.47%
KI	6.47% - LIBOR	1.150000%	0.00%	6.47000000%	0	6.47%
KS	23.7449% - (LIBOR × 3.67)	4.220500%	0.00%	23.74490000%	0	6.47%
LS	24.47903225% - (LIBOR × 3.67001983)	4.954527%	0.00%	24.47903225%	0	6.67%
MS	51.76% - (LIBOR × 8.00)	9.200000%	0.00%	51.76000000%	0	6.47%
MT	If LIBOR ≤ 6.20%; LIBOR + 1.600% If LIBOR > 6.20%; 169.0% - (LIBOR × 26.00)	6.920000%	0.00%	7.80000000%	0	6.50%
NS	40.13999931% - (LIBOR × 5.99999988)	8.220000%	0.00%	40.13999931%	0	6.69%
PI	6.47% - LIBOR	1.150000%	0.00%	6.47000000%	0	6.47%
PY	51.76% - (LIBOR × 8.00)	9.200000%	0.00%	51.76000000%	0	6.47%
QS	24.55243272% - (LIBOR × 3.67001984)	5.027927%	0.00%	24.55243272%	0	6.69%
S	25.29999975% - (LIBOR × 3.66666662)	5.793333%	0.00%	25.29999975%	0	6.90%
SA	22.04848456% - (LIBOR × 3.2424242)	4.798789%	0.00%	22.04848456%	0	6.80%
SB	22.04848456% - (LIBOR × 3.2424242)	4.798789%	0.00%	22.04848456%	0	6.80%
SC	6.50% - LIBOR	1.180000%	0.00%	6.50000000%	0	6.50%
SE	6.67% - LIBOR	1.350000%	0.00%	6.67000000%	0	6.67%
SG	6.45% - LIBOR	1.130000%	0.00%	6.45000000%	0	6.45%
SH	24.55243286% - (LIBOR × 3.67001986)	5.027927%	0.00%	24.55243286%	0	6.69%
SJ	40.13999911% - (LIBOR × 5.99999984)	8.220000%	0.00%	40.13999911%	0	6.69%
SK	40.13999931% - (LIBOR × 5.99999988)	8.220000%	0.00%	40.13999931%	0	6.69%
SL	40.01999876% - (LIBOR × 5.99999978)	8.100000%	0.00%	40.01999876%	0	6.67%
SM	6.47% - LIBOR	1.150000%	0.00%	6.47000000%	0	6.47%
SN	6.69% - LIBOR	1.370000%	0.00%	6.69000000%	0	6.69%
SP	40.13999911% - (LIBOR × 5.99999984)	8.220000%	0.00%	40.13999911%	0	6.69%
ST	40.13999911% - (LIBOR × 5.99999984)	8.220000%	0.00%	40.13999911%	0	6.69%
SU	6.69% - LIBOR	1.370000%	0.00%	6.69000000%	0	6.69%
SV	6.69% - LIBOR	1.370000%	0.00%	6.69000000%	0	6.69%
SW	22.04848456% - (LIBOR × 3.2424242)	4.798789%	0.00%	22.04848456%	0	6.80%
SX	24.55243272% - (LIBOR × 3.67001984)	5.027927%	0.00%	24.55243272%	0	6.69%
SY	24.47903225% - (LIBOR × 3.67001983)	4.954527%	0.00%	24.47903225%	0	6.67%
TS	6.69% - LIBOR	1.370000%	0.00%	6.69000000%	0	6.69%
TY	51.76% - (LIBOR × 8.00)	9.200000%	0.00%	51.76000000%	0	6.47%
US	24.55243272% - (LIBOR × 3.67001984)	5.027927%	0.00%	24.55243272%	0	6.69%
UY	40.01999876% - (LIBOR × 5.99999978)	8.100000%	0.00%	40.01999876%	0	6.67%

<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>
VS	40.13999931% – (LIBOR × 5.99999988)	8.220000%	0.00%	40.13999931%	0	6.69%
WS	6.67% – LIBOR	1.350000%	0.00%	6.67000000%	0	6.67%
WY	40.01999876% – (LIBOR × 5.99999978)	8.100000%	0.00%	40.01999876%	0	6.67%
YS	6.67% – LIBOR	1.350000%	0.00%	6.67000000%	0	6.67%

- (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 LA and LB, in that order, until retired

#### **SECURITY GROUP 2**

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

1. To F and S, pro rata, until retired
2. To PG, until retired

#### **SECURITY GROUP 3**

The Group 3 Principal Distribution Amount will be allocated, concurrently, as follows:

1. 88.888888889% to FM, until retired
2. 11.111111111% in the following order of priority:
  - a. To PO, until reduced to its Scheduled Principal Balance for that Distribution Date
  - b. To KO, until retired
  - c. To PO, without regard to its Scheduled Principal Balance, until retired

#### **SECURITY GROUP 4**

The Group 4 Principal Distribution Amount will be allocated to FG and GO, pro rata, until retired

#### **SECURITY GROUP 5**

The Group 5 Principal Distribution Amount will be allocated, concurrently, as follows:

1. 85.7142854694% to FK, until retired
2. 14.2857145306% in the following order of priority:
  - a. To UO, until reduced to its Scheduled Principal Balance for that Distribution Date
  - b. To VO, until retired
  - c. To UO, without regard to its Scheduled Principal Balance, until retired

#### **SECURITY GROUP 6**

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

#### **SECURITY GROUP 7**

A percentage of the Group 7 Principal Distribution Amount will be applied to the Trustee Fee, and the remainder of the Group 7 Principal Distribution Amount (the "Group 7 Adjusted Principal Distribution Amount") will be allocated, concurrently, as follows:

1. 85.7142853953% in the following order of priority:
  - a. To FD, FE and FT, pro rata, until retired
  - b. To FH, until retired
2. 14.2857146047% in the following order of priority:
  - a. To AO, until reduced to its Scheduled Principal Balance for that Distribution Date
  - b. To HO, until retired
  - c. To AO, without regard to its Scheduled Principal Balance, until retired

#### **SECURITY GROUP 8**

The Group 8 Principal Distribution Amount will be allocated, concurrently, as follows:

1. 85.7142852690% to FL, until retired
2. 14.2857147310% in the following order of priority:
  - a. To EO, until reduced to its Scheduled Principal Balance for that Distribution Date
  - b. To WO, until retired
  - c. To EO, without regard to its Scheduled Principal Balance, until retired

#### **SECURITY GROUP 9**

The Group 9 Principal Distribution Amount will be allocated in the following order of priority:

1. To SA, until reduced to its Scheduled Principal Balance for that Distribution Date
2. To SB, until retired
3. To SA, without regard to its Scheduled Principal Balance, until retired

**SECURITY GROUP 10**

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

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

<u>Class</u>	<u>Structuring Ranges or Rate</u>
PO .....	125% PSA through 250% PSA
UO .....	125% PSA through 250% PSA
AO .....	125% PSA through 250% PSA
EO .....	125% PSA through 250% PSA
SA .....	230% PSA

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

<u>Class</u>	<u>Original Class Notional Balance</u>	<u>Represents Approximately</u>
AI ....	\$177,857,383	599.9999831326% of AO (PAC Class)
HI ....	52,499,758	599.9999771428% of HO (SUP Class)
KI ....	23,673,856	800% of KO (SUP Class)
PI ....	81,326,144	800% of PO (PAC Class)
SC ....	24,334,096	349.9999928084% of CO (SC/PT Class)
SE ....	85,031,504	599.9999717752% of EO (PAC Class)
SG ....	10,000,000	100% of FG (PT Class)
SM ....	105,000,000	100% of FM (PT Class)
SN ....	230,357,141	99.9999995659% of FD, FE, FH and FT (SEQ Classes)
SU ....	77,365,906	599.9999844893% of UO (PAC Class)
SV ....	22,634,093	599.9999734913% of VO (SUP Class)
TS ....	99,999,999	99.999999% of FK (PT Class)
WS ....	24,968,495	599.9999759697% of WO (SUP Class)
YS ....	109,999,999	99.9999990909% of FL (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 includes the Residual Interest of the Issuing REMIC and the Pooling REMIC; all other Classes of REMIC Securities are Regular Classes.

Schedule I

Available Combinations(1)

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
<b>Security Group 3</b>								
Combination 1								
KI	\$ 23,673,856	MS	\$ 13,125,000	PT	(5)	INV	38375KMP4	June 2037
KO	2,959,232							
PI	81,326,144							
PO	10,165,768							
Combination 2								
KI	\$ 23,673,856	SM	\$ 105,000,000	NLT (PT)	(5)	INV/IO	38375KMQ2	June 2037
PI	81,326,144							
Combination 3								
KO	\$ 2,959,232	DO	\$ 13,125,000	PT	0.0%	PO	38375KMR0	June 2037
PO	10,165,768							
Combination 4								
PI	\$ 37,308,369	DS	\$ 10,165,768	PAC	(5)	INV	38375KMS8	June 2037
PO	10,165,768							
Combination 5								
KI	\$ 10,860,382	KS	\$ 2,959,232	SUP	(5)	INV	38375KMT6	June 2037
KO	2,959,232							

REMIC Securities			MX Securities					
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 6								
KI	\$ 10,860,382	JS	\$ 13,125,000	PT	(5)	INV	38375KMU3	June 2037
KO	2,959,232							
PI	37,308,369							
PO	10,165,768							
Combination 7								
PI	\$ 81,326,144	PY	\$ 10,165,768	PAC	(5)	INV	38375KMV1	June 2037
PO	10,165,768							
Combination 8								
KI	\$ 23,673,856	TY	\$ 2,959,232	SUP	(5)	INV	38375KMW9	June 2037
KO	2,959,232							
<b>Security Group 4</b>								
Combination 9								
GO	\$ 1,250,000	GS	\$ 1,250,000	PT	(5)	INV	38375KMX7	June 2037
SG	10,000,000							
<b>Security Group 5</b>								
Combination 10								
SU	\$ 77,365,906	SK	\$ 16,666,667	PT	(5)	INV	38375KMY5	June 2037
SV	22,634,093							
UO	12,894,318							
VO	3,772,349							
Combination 11								
SU	\$ 77,365,906	NS	\$ 12,894,318	PAC	(5)	INV	38375KMZ2	June 2037
UO	12,894,318							

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 12								
SV	\$ 22,634,093	VS	\$ 3,772,349	SUP	(5)	INV	38375KNA6	June 2037
VO	3,772,349							
Combination 13								
UO	\$ 12,894,318	YO	\$ 16,666,667	PT	0.0%	PO	38375KNB4	June 2037
VO	3,772,349							
Combination 14								
SU	\$ 77,365,906	TS	\$ 99,999,999	NTL (PT)	(5)	INV/IO	38375KNC2	June 2037
SV	22,634,093							
Combination 15								
SU	\$ 47,322,404	SX	\$ 12,894,318	PAC	(5)	INV	38375KND0	June 2037
UO	12,894,318							
Combination 16								
SV	\$ 13,844,596	US	\$ 3,772,349	SUP	(5)	INV	38375KNE8	June 2037
VO	3,772,349							
Combination 17								
SU	\$ 47,322,404	QS	\$ 16,666,667	PT	(5)	INV	38375KNF5	June 2037
SV	13,844,596							
UO	12,894,318							
VO	3,772,349							
<b>Security Group 7</b>								
Combination 18								
AI	\$177,857,383	SP	\$ 29,642,898	PAC	(5)	INV	38375KNG3	June 2037
AO	29,642,898							

REMIC Securities			MX Securities					
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 19								
HI	\$ 52,499,758	ST	\$ 8,749,960	SUP	(5)	INV	38375KNH1	June 2037
HO	8,749,960							
Combination 20								
AO	\$ 29,642,898	BO	\$ 38,392,858	PT	0.0%	PO	38375KNJ7	June 2037
HO	8,749,960							
Combination 21								
AI	\$177,857,383	SN	\$230,357,141	NTL (PT)	(5)	INV/IO	38375KNK4	June 2037
HI	52,499,758							
Combination 22								
AI	\$177,857,383	SJ	\$ 38,392,858	PT	(5)	INV	38375KNL2	June 2037
AO	29,642,898							
HI	52,499,758							
HO	8,749,960							
Combination 23								
AI	\$108,790,026	BS	\$ 29,642,898	PAC	(5)	INV	38375KNM0	June 2037
AO	29,642,898							
Combination 24								
HI	\$ 32,112,527	HS	\$ 8,749,960	SUP	(5)	INV	38375KNN8	June 2037
HO	8,749,960							
Combination 25								
AI	\$108,790,026	SH	\$ 38,392,858	PT	(5)	INV	38375KNP3	June 2037
AO	29,642,898							
HI	32,112,527							
HO	8,749,960							

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 26								
FH	\$ 3,242,545	FJ	\$ 84,790,394	SEQ	(5)	FLT	38375KNQ1	June 2037
FT	81,547,849							
Combination 27								
FD	\$100,000,000	FW	\$230,357,142	PT	(5)	FLT	38375KNR9	June 2037
FE	40,000,000							
FH	8,809,293							
FT	81,547,849							
<b>Security Group 8</b>								
Combination 28								
EO	\$ 14,171,918	SL	\$ 18,333,334	PT	(5)	INV	38375KNX6	June 2037
SE	85,031,504							
WO	4,161,416							
WS	24,968,495							
Combination 29								
EO	\$ 14,171,918	TO	\$ 18,333,334	PT	0.0%	PO	38375KNT5	June 2037
WO	4,161,416							
Combination 30								
SE	\$ 85,031,504	YS	\$109,999,999	NTL (PT)	(5)	INV/IO	38375KNU2	June 2037
WS	24,968,495							
Combination 31								
WO	\$ 4,161,416	SY	\$ 4,161,416	SUP	(5)	INV	38375KNV0	June 2037
WS	15,272,480							
Combination 32								
EO	\$ 14,171,918	ES	\$ 14,171,918	PAC	(5)	INV	38375KNW8	June 2037
SE	52,011,221							

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 33								
EO	\$ 14,171,918	LS	\$ 18,333,334	PT	(5)	INV	38375KNS7	June 2037
SE	52,011,221							
WO	4,161,416							
WS	15,272,480							
Combination 34								
EO	\$ 14,171,918	UY	\$ 14,171,918	PAC	(5)	INV	38375KNY4	June 2037
SE	85,031,504							
Combination 35								
WO	\$ 4,161,416	WY	\$ 4,161,416	SUP	(5)	INV	38375KNZ1	June 2037
WS	24,968,495							
<b>Security Group 9</b>								
Combination 36								
SA	\$ 9,811,425	SW	\$ 15,094,500	SC/PT	(5)	INV	38375KPA4	March 2037
SB	5,283,075							
<b>Security Group 10</b>								
Combination 37								
CO	\$ 6,952,599	CS	\$ 6,952,599	SC/PT	(5)	INV	38375KPB2	April 2037
SC	24,334,096							

(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.



**\$1,536,218,952**

**Government National Mortgage Association**

**GINNIE MAE®**

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

**Ginnie Mae REMIC Trust 2009-031**

**The Securities**

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

**The Ginnie Mae Guaranty**

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

**The Trust and its Assets**

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

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

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

The Sponsor and the Co-Sponsor will offer the securities from time to time in negotiated transactions at varying prices. We expect the closing date to be May 29, 2009.

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

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

Class of REMIC Securities	Original Principal Balance(2)	Interest Rate	Principal Type(3)	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
<b>Security Group 1</b>						
KE(1)	\$ 13,415,000	4.5%	PAC II/AD	FIX	38374TVX9	May 2039
NB(1)	98,255,000	4.5	PAC I	FIX	38374TVY7	September 2032
NK(1)	73,574,000	4.5	PAC I	FIX	38374TVZ4	January 2037
NL(1)	28,171,000	4.5	PAC I	FIX	38374TWA8	June 2038
NZ(1)	12,006,000	4.5	PAC I	FIX/Z	38374TWB6	May 2039
TZ(1)	15,000	4.5	PAC III/AD	FIX/Z	38374TWC4	October 2038
VE(1)	28,356,000	4.5	PAC III/AD	FIX	38374TWD2	May 2039
VM(1)	3,505,000	4.5	AD/PAC I	FIX	38374TWE0	February 2015
VN(1)	4,200,000	4.5	AD/PAC I	FIX	38374TWF7	June 2020
ZE(1)	44,183,000	4.5	SUP	FIX/Z	38374TGW5	May 2039
<b>Security Group 2</b>						
LA(1)	164,551,000	4.5	SEQ	FIX	38374TWH3	August 2033
VA(1)	14,598,000	4.5	AD/SEQ	FIX	38374TWN9	February 2015
VB(1)	24,006,000	4.5	SEQ/AD	FIX	38374TWK6	February 2022
ZL(1)	50,000,000	4.5	SEQ	FIX/Z	38374TWL4	May 2039
<b>Security Group 3</b>						
BZ(1)	23,886,000	4.5	SEQ	FIX/Z	38374TWM2	May 2039
CA(1)	84,991,000	4.5	PAC/AD	FIX	38374TWN0	August 2031
CB(1)	29,051,000	4.5	PAC/AD	FIX	38374TWP5	January 2034
CD(1)	28,090,000	4.5	PAC/AD	FIX	38374TWP3	January 2036
CE(1)	15,346,000	4.5	PAC/AD	FIX	38374TWR1	January 2037
HV(1)	6,974,000	4.5	AD/SEQ	FIX	38374TWS9	February 2015
JV(1)	8,355,000	4.5	AD/SEQ	FIX	38374TWT7	June 2020
ZC	53,307,000	4.5	SUP	FIX/Z	38374TWU4	January 2037
<b>Security Group 4</b>						
DB(1)	99,550,000	4.5	PAC/AD	FIX	38374TWV2	June 2032
DK(1)	73,272,000	4.5	PAC/AD	FIX	38374TWW0	February 2037
DL(1)	27,178,000	4.5	PAC/AD	FIX	38374TWX8	August 2038
KV(1)	2,921,000	4.5	AD/SEQ	FIX	38374TWY6	February 2015
LV(1)	3,501,000	4.5	AD/SEQ	FIX	38374TWZ3	June 2020
ZD	66,198,000	4.5	TAC/AD	FIX/Z	38374TXA7	August 2038
ZH(1)	10,006,000	4.5	SEQ	FIX/Z	38374TXB5	May 2039
ZM	3,082,000	4.5	SUP	FIX/Z	38374TXC3	August 2038
<b>Security Group 5</b>						
AB(1)	47,608,000	5.0	PAC/AD	FIX	38374TXD1	September 2032
AC(1)	32,629,000	5.0	PAC/AD	FIX	38374TXE9	January 2037
AD(1)	19,763,000	5.0	PAC/AD	FIX	38374TXF6	February 2039
AI(1)	20,739,229	6.0	NLT (PT)	FIX/IO	38374TXG4	May 2039
AZ	21,808,375	5.0	SUP	FIX/Z	38374TXH2	May 2039
BP	2,627,000	5.0	PAC/AD	FIX	38374TXJ8	May 2039
<b>Security Group 6</b>						
FT(1)	163,652,666	(5)	TAC/AD	FLT	38374TXK5	March 2039
IT(1)	163,652,666	(5)	NLT (TAC/AD)	FLT/IO	38374TXL3	March 2039
TA(1)	81,826,334	4.0	TAC/AD	FIX	38374TXM1	March 2039
TS(1)	163,652,666	(5)	NLT (TAC/AD)	INV/IO	38374TXN9	March 2039
ZT(1)	53,521,000	6.0	SUP/AD	FIX/Z	38374TXP4	March 2039
ZX(1)	1,000,000	6.0	SEQ	FIX/Z	38374TXQ2	May 2039
<b>Security Group 7</b>						
PO(1)	17,240,577	0.0	SC/PT	PO	38374TXR0	August 2038
<b>Residual</b>						
RR	0	0.0	NPR	NPR	38374TXS8	May 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 "NLT" 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 AI will be reduced with the outstanding Principal Balance of the Group 5 Trust Assets.
- (4) See "Yield, Maturity and Prepayment Considerations — Final Distribution Date" in this Supplement.
- (5) See "Terms Sheet — Interest Rates" in this Supplement.

**BANC OF AMERICA SECURITIES LLC**

**LOOP CAPITAL MARKETS, LLC**

**The date of this Offering Circular Supplement is May 21, 2009.**

## 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:** U.S. Bank National Association

**Tax Administrator:** The Trustee

**Closing Date:** May 29, 2009

**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 June 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	4.5%	30
2	Ginnie Mae II	4.5%	30
3	Ginnie Mae II	4.5%	30
4	Ginnie Mae II	4.5%	30
5	Ginnie Mae II	6.0%	30
6	Ginnie Mae II	6.0%	30
7	Underlying Certificates	(1)	(1)

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

**Security Groups:** This series of Securities consists of multiple Security Groups (each, a “Group”), as shown on the front cover of this Supplement and on Schedule I to this Supplement. Except in the case of certain MX Classes in Groups 1, 3, 4, 5 and 7, payments on each Group will be based solely on payments on the Trust Asset Group with the same numerical designation.

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

<u>Principal Balance<sup>2</sup></u>	<u>Weighted Average Remaining Term to Maturity (in months)</u>	<u>Weighted Average Loan Age (in months)</u>	<u>Weighted Average Mortgage Rate<sup>3</sup></u>
<b>Group 1 Trust Assets</b>			
\$305,680,000	355	4	5.05%
<b>Group 2 Trust Assets</b>			
\$253,155,000	356	3	5.05%
<b>Group 3 Trust Assets</b>			
\$250,000,000	355	4	5.05%
<b>Group 4 Trust Assets</b>			
\$285,708,000	355	4	5.05%
<b>Group 5 Trust Assets</b>			
\$124,435,375	355	5	6.50%
<b>Group 6 Trust Assets</b>			
\$300,000,000	355	5	6.50%

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

<sup>2</sup> Does not include the Group 6 Trust Assets that will be added to pay the Trustee Fee.

<sup>3</sup> 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 underlying the 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>
FT .....	LIBOR + 0.65%	1.0175%	0.65%	7.00%	0	0.00%
IT .....	6.35% – LIBOR	0.0500%	0.00%	0.05%	0	6.35%
ST .....	6.35% – LIBOR	5.9825%	0.00%	6.35%	0	6.35%
TF .....	LIBOR + 0.70%	1.0675%	0.70%	7.00%	0	0.00%
TS .....	6.30% – LIBOR	5.9325%	0.00%	6.30%	0	6.30%

- (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.

Classes LT, MT, NT, PT, QT, UT and WT are Weighted Average Coupon Classes. Each of the Weighted Average Coupon Classes 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 each Weighted Average Coupon Class, which will be in effect for the first Accrual Period, is as follows:

<u>Class</u>	<u>Initial Interest Rate</u>
LT	4.50%
MT	4.75%
NT	5.00%
PT	5.25%
QT	5.50%
UT	5.75%
WT	6.00%

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

#### **SECURITY GROUP 1**

The Group 1 Principal Distribution Amount and the NZ, TZ and ZE Accrual Amounts will be allocated as follows:

The NZ Accrual Amount, sequentially, to VM, VN and NZ, in that order, until retired

The TZ Accrual Amount, sequentially, to KE and TZ, in that order, until retired

The ZE Accrual Amount in the following order of priority:

1. To VE, until reduced to its Scheduled Principal Balance for that Distribution Date
2. To TZ and KE, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:
  - a. 10% to TZ, until retired

b. Sequentially, to KE and TZ, in that order, until retired

3. To ZE, until retired

The Group 1 Principal Distribution Amount will be allocated in the following order of priority:

1. Sequentially, to NB, NK, NL, VM, VN and NZ, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
2. To TZ and KE, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:
  - a. 10% to TZ, until retired
  - b. Sequentially, to KE and TZ, in that order, until retired
3. To VE, until reduced to its Scheduled Principal Balance for that Distribution Date
4. To ZE, until retired
5. To VE, without regard to its Scheduled Principal Balance, until retired
6. To TZ and KE, in the same manner and order of priority described in Step 2 above, but without regard to their Aggregate Scheduled Principal Balance, until retired
7. Sequentially, to NB, NK, NL, VM, VN and NZ, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

#### **SECURITY GROUP 2**

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

The ZL Accrual Amount, sequentially, to VA, VB and ZL, in that order, until retired

The Group 2 Principal Distribution Amount will be allocated, sequentially, to LA, VA, VB and ZL, in that order, until retired

#### **SECURITY GROUP 3**

The Group 3 Principal Distribution Amount and the BZ and ZC Accrual Amounts will be allocated as follows:

The ZC Accrual Amount in the following order of priority:

1. Sequentially, to CA, CB, CD and CE, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
2. To ZC, until retired

The BZ Accrual Amount, sequentially, to HV, JV and BZ, in that order, until retired

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

1. Sequentially, to CA, CB, CD and CE, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
2. To ZC, until retired
3. Sequentially, to CA, CB, CD and CE, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired
4. Sequentially, to HV, JV and BZ, in that order, until retired

#### **SECURITY GROUP 4**

The Group 4 Principal Distribution Amount and the ZD, ZH and ZM Accrual Amounts will be allocated as follows:

The ZH Accrual Amount, sequentially, to KV, LV and ZH, in that order, until retired

The Group 4 Principal Distribution Amount and the ZD and ZM Accrual Amounts will be allocated in the following order of priority:

1. Sequentially, to DB, DK and DL, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
2. To ZD, until reduced to its Scheduled Principal Balance for that Distribution Date
3. To ZM, until retired
4. To ZD, without regard to its Scheduled Principal Balance, until retired
5. Sequentially, to DB, DK, and DL, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired
6. Sequentially, to KV, LV and ZH, in that order, until retired

#### **SECURITY GROUP 5**

The Group 5 Principal Distribution Amount and the AZ Accrual Amount will be allocated in the following order of priority:

1. Sequentially, to AB, AC, AD and BP, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
2. To AZ, until retired
3. Sequentially, to AB, AC, AD and BP, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

#### **SECURITY GROUP 6**

A percentage of the Group 6 Principal Distribution Amount will be applied to the Trustee Fee, and the remainder of the Group 6 Principal Distribution Amount (the "Group 6 Adjusted Principal Distribution Amount") and the ZT and ZX Accrual Amounts will be allocated in the following order of priority:

1. Concurrently, to TA and FT, pro rata, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
2. To ZT, until retired
3. Concurrently, to TA and FT, pro rata, without regard to their Aggregate Scheduled Principal Balance, until retired
4. To ZX, until retired

#### **SECURITY GROUP 7**

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

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

<u>Class</u>	<u>Structuring Ranges or Rates</u>
<b>PAC Classes</b>	
CA, CB, CD and CE (in the aggregate) . . . . .	100% PSA through 250% PSA
DB, DK and DL (in the aggregate) . . . . .	100% PSA through 250% PSA
AB, AC, AD and BP (in the aggregate) . . . . .	250% PSA through 400% PSA
<b>PAC I Classes</b>	
NB, NK, NL, NZ, VM and VN (in the aggregate) . . . . .	100% PSA through 250% PSA
<b>PAC II Classes</b>	
KE and TZ (in the aggregate) . . . . .	118% PSA through 250% PSA
<b>PAC III Class</b>	
VE . . . . .	135% PSA through 250% PSA*
<b>TAC Classes</b>	
ZD . . . . .	170% PSA**
FT and TA (in the aggregate) . . . . .	650% PSA

\* The initial Effective Range is 140% through 240% PSA.

\*\* This Class does not have an Effective Rate.

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

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

Class	Original Class Notional Balance	Represents Approximately
AI . . . . .	\$ 20,739,229	16.666666667% of the Group 5 Assets
BI . . . . .	5,109,666	33.333333333% of HV and JV (AD/SEQ Classes) (in the aggregate)
CI . . . . .	28,330,333	33.333333333% of CA (PAC/AD Class)
DI . . . . .	33,183,333	33.333333333% of DB (PAC/AD Class)
GI . . . . .	2,324,666	33.333333333% of HV (AD/SEQ Class)
	973,666	33.333333333% of KV (AD/SEQ Class)
	1,168,333	33.333333333% of VM (AD/PAC I Class)
	<u>\$ 4,466,665</u>	
IA . . . . .	19,043,200	40% of AB (PAC/AD Class)
IC . . . . .	9,683,666	33.333333333% of CB (PAC/AD Class)
IT . . . . .	163,652,666	100% of FT (TAC/AD Class)
IV . . . . .	12,868,000	33.333333333% of VA (AD/SEQ Class) and VB (SEQ/AD Class) (in the aggregate)
LI . . . . .	54,850,333	33.333333333% of LA (SEQ Class)
MI . . . . .	54,850,333	33.333333333% of LA (SEQ Class)
	<u>12,868,000</u>	33.333333333% of VA (AD/SEQ Class) and VB (SEQ/AD Class) (in the aggregate)
	\$ 67,718,333	
NI . . . . .	32,751,666	33.333333333% of NB (PAC I Class)
PI . . . . .	52,492,666	33.333333333% of CA, CB, CD and CE (PAC/AD Classes) (in the aggregate)
ST . . . . .	163,652,666	100% of FT (TAC/AD Class)
TI . . . . .	13,637,722	16.666666667% of TA (TAC/AD Class)
TS . . . . .	163,652,666	100% of FT (TAC/AD Class)
VI . . . . .	4,866,000	33.333333333% of VA (AD/SEQ 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.



**\$2,417,650,132**

**Government National  
Mortgage Association**

**GINNIE MAE<sup>®</sup>**

**Guaranteed REMIC  
Pass-Through Securities  
and MX Securities  
Ginnie Mae REMIC Trust 2009-042**

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***OFFERING CIRCULAR SUPPLEMENT***  
**June 23, 2009**

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