



\$1,602,043,045
Government National Mortgage Association
GINNIE MAE[®]
Guaranteed REMIC Pass-Through Securities
and MX Securities
Ginnie Mae REMIC Trust 2009-050

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 July 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)
Security Group 1						
DA	\$ 13,079,000	5.00%	PAC II	FIX	38374VL49	July 2039
DB	56,741,505	5.00	SUP	FIX	38374VL56	April 2039
DC	5,657,000	5.00	SUP	FIX	38374VL64	July 2039
GA	9,417,000	5.00	SUP	FIX	38374VL72	April 2039
GB	1,269,000	5.00	SUP	FIX	38374VL80	July 2039
GD	4,098,000	5.00	PAC II	FIX	38374VL98	July 2039
GE	216,000	5.00	PAC II	FIX	38374VM22	July 2039
GH	1,000,000	4.50	SUP	FIX	38374VM30	April 2039
GK	1,000,000	5.50	SUP	FIX	38374VM48	April 2039
UJ	31,109,603	5.00	PAC I	FIX	38374VM55	July 2039
UQ(1)	30,019,220	5.00	PAC I	FIX	38374VM63	April 2038
UT(1)	171,871,122	5.00	PAC I	FIX	38374VM71	November 2036
Security Group 2						
CA	22,076,000	4.50	SUP	FIX	38374VM89	March 2039
CB	2,567,338	4.50	SUP	FIX	38374VM97	July 2039
FC	125,000,000	(5)	PT	FLT	38374VN21	July 2039
SA	125,000,000	(5)	NTL (PT)	INV/IO	38374VN39	July 2039
UA(1)	57,736,346	4.50	PAC	FIX	38374VN47	June 2039
UB	953,650	4.50	PAC	FIX	38374VN54	July 2039
Security Group 3						
FT	50,000,000	(5)	SC/SUP	FLT	38374VN62	June 2039
ST(1)	27,777,778	(5)	SC/SUP	INV	38374VN70	June 2039
TF	27,898,135	(5)	SC/SUP	FLT/DLY	38374VN88	June 2039
TS(1)	15,498,965	(5)	SC/SUP	INV/DLY	38374VN96	June 2039
YA	13,921,428	4.50	SC/SCH	FIX	38374VP29	June 2039
Security Group 4						
FM	65,578,982	(5)	PAC/AD	FLT	38374VP37	January 2038
MA	32,789,492	4.00	PAC/AD	FIX	38374VP45	January 2038
MZ	2,522,268	6.00	PAC/AD	FIX/Z	38374VP52	July 2039
SQ	65,578,982	(5)	NTL (PAC/AD)	INV/IO	38374VP60	January 2038
ZM	23,228,665	6.00	SUP	FIX/Z	38374VP78	July 2039
Security Group 5						
FN	109,914,869	(5)	SC/PT	FLT	38374VP86	September 2038
NS	109,914,869	(5)	NTL (SC/PT)	INV/IO	38374VP94	September 2038
Security Group 6						
FG(1)	160,236,771	(5)	PAC/AD	FLT	38374VQ28	June 2039
GS(1)	160,236,771	(5)	NTL (PAC/AD)	INV/IO	38374VQ36	June 2039
KB	6,344,746	5.50	PAC/AD	FIX	38374VQ44	July 2039
KP(1)	240,355,157	4.50	PAC/AD	FIX	38374VQ51	June 2039
KZ	93,063,326	5.50	SUP	FIX/Z	38374VQ69	July 2039
Security Group 7						
A	35,000,000	5.50	SEQ	FIX	38374VQ77	August 2036
V(1)	4,651,000	5.50	SEQ/AD	FIX	38374VQ85	February 2022
Z(1)	4,712,136	5.50	SEQ	FIX/Z	38374VQ93	July 2039
Security Group 8						
FQ(1)	92,843,125	(5)	PT	FLT	38374VR27	July 2039
SF(1)	92,843,125	(5)	NTL (PT)	INV/IO	38374VR35	July 2039
TW	17,647,581	4.50	SUP	FIX	38374VR43	July 2039
XA(1)	43,628,102	4.50	PAC	FIX	38374VR50	June 2039
XB(1)	619,735	4.50	PAC	FIX	38374VR68	July 2039
Residual						
RR	0	0.00	NPR	NPR	38374VR76	July 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 3 and 5 securities, each disclosure document relating to the Underlying Certificates (the “Underlying Certificate Disclosure Documents”).

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

If you do not have access to the internet, call 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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TERMS SHEET

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

Sponsor: Goldman, Sachs & Co.

Co-Sponsor: Loop Capital Markets LLC

Trustee: Wells Fargo Bank, N.A.

Tax Administrator: The Trustee

Closing Date: July 30, 2009

Distribution Dates: For the Group 1, 2, 3, 5, 6, 7 and 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 August 2009. For the Group 4 Securities, the 16th day of each month or, if the 16th day is not a Business Day, the first Business Day thereafter, commencing in August 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	5.0%	30
2	Ginnie Mae II	6.0%	30
3	Underlying Certificates	(1)	(1)
4	Ginnie Mae I	6.0%	30
5	Underlying Certificates	(1)	(1)
6	Ginnie Mae II	5.5%	30
7	Ginnie Mae II	5.5%	30
8	Ginnie Mae II	6.0%	30

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

Security Groups: This series of Securities consists of multiple Security Groups (each, a “Group”), as shown on the front cover of this Supplement and on Schedule I to this Supplement. 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, 2, 4, 6, 7 and 8 Trust Assets¹:

<u>Principal Balance²</u>	<u>Weighted Average Remaining Term to Maturity (in months)</u>	<u>Weighted Average Loan Age (in months)</u>	<u>Weighted Average Mortgage Rate³</u>
Group 1 Trust Assets \$325,477,450	358	2	5.50%
Group 2 Trust Assets \$208,333,334	349	10	6.50%
Group 4 Trust Assets \$124,119,407	350	10	6.50%
Group 6 Trust Assets \$500,000,000	349	10	6.00%
Group 7 Trust Assets \$ 44,363,136	348	12	5.95%
Group 8 Trust Assets \$154,738,543	332	28	6.50%

¹ As of July 1, 2009.

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

³ The Mortgage Loans underlying the Group 1, 2, 6, 7 and 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, 2, 6, 7 and 8 Trust Assets, Mortgage Rates of many of the Mortgage Loans underlying the Group 1, 2, 4, 6, 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 or Inverse Floating Rate Class. See *“Description of the Securities— Form of Securities”* in this Supplement.

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

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

Class	Interest Rate Formula(1)	Initial Interest Rate(2)	Minimum Rate	Maximum Rate	Delay (in days)	LIBOR for Minimum Interest Rate
FC	LIBOR + 1.00%	1.3000%	1.00%	7.0000%	0	0.00%
FG	LIBOR + 0.95%	1.2300%	0.95%	7.0000%	0	0.00%
FH	LIBOR + 0.85%	1.1300%	0.85%	7.0000%	0	0.00%
FJ	LIBOR + 0.90%	1.1800%	0.90%	7.0000%	0	0.00%
FK	LIBOR + 0.75%	1.0300%	0.75%	7.0000%	0	0.00%
FL	LIBOR + 0.70%	0.9800%	0.70%	7.0000%	0	0.00%
FM	LIBOR + 0.70%	0.9960%	0.70%	7.0000%	0	0.00%
FN	LIBOR + 0.95%	1.2400%	0.95%	7.0000%	0	0.00%
FQ	LIBOR + 1.10%	1.3870%	1.10%	7.0000%	0	0.00%
FT	LIBOR + 1.25%	1.5400%	1.25%	7.0000%	0	0.00%
FV	LIBOR + 1.05%	1.3370%	1.05%	7.0000%	0	0.00%
FW	LIBOR + 1.00%	1.2870%	1.00%	7.0000%	0	0.00%
FX	LIBOR + 0.95%	1.2370%	0.95%	7.0000%	0	0.00%
FY	LIBOR + 0.90%	1.1870%	0.90%	7.0000%	0	0.00%
GS	6.05% – LIBOR	5.7700%	0.00%	6.0500%	0	6.05%
HS	6.15% – LIBOR	5.8700%	0.00%	6.1500%	0	6.15%
KS	6.25% – LIBOR	5.9700%	0.00%	6.2500%	0	6.25%
LS	6.30% – LIBOR	6.0200%	0.00%	6.3000%	0	6.30%
NS	6.05% – LIBOR	5.7600%	0.00%	6.0500%	0	6.05%
PF	LIBOR + 0.80%	1.0800%	0.80%	7.0000%	0	0.00%
PS	6.20% – LIBOR	5.9200%	0.00%	6.2000%	0	6.20%
QF	LIBOR + 0.85%	1.1370%	0.85%	7.0000%	0	0.00%
QS	6.15% – LIBOR	5.8630%	0.00%	6.1500%	0	6.15%
SA	6.00% – LIBOR	5.7000%	0.00%	6.0000%	0	6.00%
SE	27.00% – (LIBOR x 6)	25.2600%	0.00%	27.0000%	19	4.50%
SF	5.90% – LIBOR	5.6130%	0.00%	5.9000%	0	5.90%
SG	26.775% – (LIBOR x 5.95)	25.0495%	0.00%	26.7750%	0	4.50%
SH	21.60% – (LIBOR x 4.8)	20.2080%	0.00%	21.6000%	0	4.50%
SJ	6.10% – LIBOR	5.8200%	0.00%	6.1000%	0	6.10%
SK	27.075% – (LIBOR x 5.7)	25.4220%	0.00%	27.0750%	0	4.75%
SL	20.1875% – (LIBOR x 4.25)	18.9550%	0.00%	20.1875%	0	4.75%
SM	21.60% – (LIBOR x 4.8)	20.2080%	0.00%	21.6000%	19	4.50%
SN	26.75% – (LIBOR x 5.35)	25.1985%	0.00%	26.7500%	19	5.00%
SP	21.50% – (LIBOR x 4.3)	20.2530%	0.00%	21.5000%	19	5.00%
SQ	6.30% – LIBOR	6.004%	0.00%	6.3000%	0	6.30%

<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>
ST	10.35% – (LIBOR x 1.8)	9.8280%	0.00%	10.3500%	0	5.75%
SU	46.00% – (LIBOR x 8)	10.0000%	0.00%	10.0000%	0	5.75%
SV	5.95% – LIBOR	5.6630%	0.00%	5.9500%	0	5.95%
SW	6.00% – LIBOR	5.7130%	0.00%	6.0000%	0	6.00%
SX	6.05% – LIBOR	5.7630%	0.00%	6.0500%	0	6.05%
SY	6.10% – LIBOR	5.8130%	0.00%	6.1000%	0	6.10%
TA	57.50% – (LIBOR x 10)	10.0000%	0.00%	10.0000%	0	5.75%
TB	46.00% – (LIBOR x 8)	10.0000%	0.00%	10.0000%	19	5.75%
TC	76.66665049% – (LIBOR x 13.3333301)	10.0000%	0.00%	10.0000%	19	5.75%
TF	LIBOR + 1.25%	1.5400%	1.25%	7.0000%	19	0.00%
TS	10.35% – (LIBOR x 1.8)	9.8280%	0.00%	10.3500%	19	5.75%
UF	LIBOR + 0.80%	1.0870%	0.80%	7.0000%	0	0.00%
US	6.20% – LIBOR	5.9130%	0.00%	6.2000%	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

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. Sequentially, to UT, UQ and UJ, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
2. Concurrently, as follows:
 - a. 81.6171511115% in the following order of priority:
 - i. To DA, until reduced to its Scheduled Principal Balance for that Distribution Date
 - ii. Sequentially, to DB and DC, in that order, until retired
 - iii. To DA, without regard to its Scheduled Principal Balance, until retired
 - b. 18.3828488885% in the following order of priority:
 - i. Sequentially, to GD and GE, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
 - ii. Concurrently, to GA, GH and GK, pro rata, until retired
 - iii. To GB, until retired
 - iv. Sequentially, to GD and GE, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

3. Sequentially, to UT, UQ and UJ, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

SECURITY GROUP 2

The Group 2 Principal Distribution Amount will be allocated, concurrently, as follows:

1. 59.9999998080% to FC, until retired
2. 40.0000001920% in the following order of priority:
 - a. Sequentially, to UA and UB, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
 - b. Sequentially, to CA and CB, in that order, until retired
 - c. Sequentially, to UA and UB, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

SECURITY GROUP 3

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

1. To YA, until reduced to its Scheduled Principal Balance for that Distribution Date
2. Concurrently, to FT, ST, TF and TS, pro rata, until retired
3. To YA, without regard to its Scheduled Principal Balance, until retired

SECURITY GROUP 4

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

- The MZ Accrual Amount in the following order of priority:
 1. Concurrently, to FM and MA, pro rata, until retired
 2. To MZ, until retired
- The Group 4 Principal Distribution Amount and the ZM Accrual Amount in the following order of priority:
 1. To the Group 4 PAC Classes, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, allocated in the following order of priority:
 - a. Concurrently, to FM and MA, pro rata, until retired
 - b. To MZ, until retired
 2. To ZM, until retired
 3. To the Group 4 PAC Classes, in the same order and priority described in step 1. above, but without regard to their Aggregate Scheduled Principal Balance, until retired

SECURITY GROUP 5

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

SECURITY GROUP 6

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

1. To the Group 6 PAC Classes, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, allocated in the following order of priority:
 - a. Concurrently, to FG and KP, pro rata, until retired
 - b. To KB, until retired
2. To KZ, until retired
3. To the Group 6 PAC Classes, in the same order and priority described in step 1. above, but without regard to their Aggregate Scheduled Principal Balance, until retired

SECURITY GROUP 7

The Group 7 Principal Distribution Amount and the Z Accrual Amount will be allocated as follows:

- The Z Accrual Amount, sequentially, to V and Z, in that order, until retired
- The Group 7 Principal Distribution Amount, sequentially, to A, V and Z, in that order, until retired

SECURITY GROUP 8

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

1. 59.9999994830% to FQ, until retired
2. 40.0000005170% in the following order of priority:
 - a. Sequentially, to XA and XB, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
 - b. To TW, until retired
 - c. Sequentially, to XA and XB, 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:

	Structuring Ranges
PAC I Classes	
UJ, UQ and UT (in the aggregate)	100% PSA through 250% PSA
PAC II Classes	
DA	120% PSA through 250% PSA
GD and GE (in the aggregate)	130% PSA through 250% PSA
PAC Classes	
FG, KB and KP (in the aggregate)	275% PSA through 450% PSA
FM, MA and MZ (in the aggregate)	275% PSA through 450% PSA
UA and UB (in the aggregate)	200% PSA through 450% PSA
XA and XB (in the aggregate)	250% PSA through 525% PSA
Scheduled Class	
YA*	112% PSA through 251% PSA

* The initial Effective Range is 248% PSA through 258% PSA

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

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

<u>Class</u>	<u>Original Class Notional Balance</u>	<u>Represents Approximately</u>
GS	\$160,236,771	100% of FG (PAC/AD Class)
HS	160,236,771	100% of FG (PAC/AD Class)
IU	80,756,136	40% of UQ and UT (in the aggregate) (PAC I Classes)
IX	11,061,959	25% of XA and XB (in the aggregate) (PAC Classes)
KI	43,700,937	18.1818181818% of KP (PAC/AD Class)
KS	160,236,771	100% of FG (PAC/AD Class)
LS	160,236,771	100% of FG (PAC/AD Class)
NI	14,434,086	25% of UA (PAC Class)
NS	109,914,869	100% of FN (SC/PT Class)
PS	160,236,771	100% of FG (PAC/AD Class)
QI	68,748,448	40% of UT (PAC I Class)
QS	92,843,125	100% of FQ (PT Class)
SA	125,000,000	100% of FC (PT Class)
SF	92,843,125	100% of FQ (PT Class)
SJ	160,236,771	100% of FG (PAC/AD Class)
SQ	65,578,982	100% of FM (PAC/AD Class)
SV	92,843,125	100% of FQ (PT Class)
SW	92,843,125	100% of FQ (PT Class)
SX	92,843,125	100% of FQ (PT Class)
SY	92,843,125	100% of FQ (PT Class)
US	92,843,125	100% of FQ (PT Class)
XI	14,542,700	33.3333333333% of XA (PAC 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 scheduled classes, the related support classes will not receive any principal distribution on that date. If prepayments result in principal distributions on any distribution date greater than the amount needed to produce scheduled payments on the related PAC and scheduled classes for that distribution date, this excess will be distributed to the related support classes.

The rate of principal payments on or reduction in the notional balance of the underlying certificates will directly affect the rate of payments on the group 3 and 5 securities. The underlying certificates will be sensitive in varying degrees to

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

As described in the related underlying certificate disclosure document, the underlying certificates included in trust asset group 3 are classes that provide support to other classes, and they are entitled to receive principal distributions only if scheduled payments have been made on other specified classes of the related underlying series. Accordingly, these underlying certificates may receive no principal distributions for extended periods of time or may receive principal payments that vary widely from period to period.

In addition, the principal entitlement of and the reduction in notional balance of the underlying certificates included in trust asset group 5 on any payment date are calculated, directly or indirectly, on the basis of schedules; no assurance can be given that the underlying certificates will adhere to their schedules. Further, prepayments on the related mortgage loans may have occurred at rates faster or slower than those initially assumed.

This supplement contains no information as to whether the underlying certificates have adhered to any applicable principal balance schedules or, in the case of the underlying certificate with a class notional balance, the schedules of the related class with which the notional underlying certificate reduces, 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 document.

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 3 and 5 securities and, in particular, the support, interest only, principal 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 the Underlying Certificates, will evidence, directly or indirectly, Ginnie Mae Certificates.

The Trust MBS (Groups 1, 2, 4, 6, 7 and 8)

The Group 1, 2, 6, 7 and 8 Trust Assets are either:

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

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

The Group 4 Trust Assets are either:

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

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

The Underlying Certificates (Groups 3 and 5)

The Group 3 and 5 Trust Assets are Underlying Certificates that represent beneficial ownership interests in one or more separate trusts, the assets of which evidence direct or indirect beneficial ownership interests in certain Ginnie Mae Certificates. Each Underlying Certificate constitutes all or a portion of a class of a separate Series of certificates described in the related Underlying Certificate Disclosure Document, excerpts of which are attached as Exhibit B to this Supplement. Each Underlying Certificate Disclosure Document may be obtained from the Information Agent as described under “Available Information” in this Supplement. Investors are cautioned that material changes in facts and circumstances may have occurred since the date of each Underlying Certificate Disclosure Document, including changes in prepayment rates, prevailing interest rates and other economic factors, which may limit the usefulness of, and be directly contrary to the assumptions used in preparing the information included in, the offering document. *See “Underlying Certificates” in the Base Offering Circular.*

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

The Mortgage Loans

The Mortgage Loans underlying the Group 1, 2, 4, 6, 7 and 8 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, 2, 4, 6, 7 and 8 Trust Assets” and the general characteristics described in the Base Offering Circular. The Mortgage Loans underlying the Underlying Certificates are expected to have, on a weighted average basis, the characteristics set forth in Exhibit A to this Supplement. The Mortgage Loans will consist of first lien, single-family, fixed rate, residential mortgage loans that are insured or guaranteed by the Federal Housing Administration, the United States Department of Veterans Affairs, Rural Development (formerly the Rural Housing Service) or the United States Department of Housing and Urban Development (“HUD”). *See “The Ginnie Mae Certificates—General” in the Base Offering Circular.*

Specific information regarding the characteristics of the Mortgage Loans underlying the Trust MBS is not available. For purposes of this Supplement, certain assumptions have been made regarding the remaining terms to maturity, loan ages and, in the case of the Group 1, 2, 6, 7 and 8 Trust Assets, Mortgage Rates of the Mortgage Loans. However, the actual remaining terms to maturity, loan ages and, in the case of the Group 1, 2, 6, 7 and 8 Trust Assets, Mortgage Rates of many of the Mortgage Loans will differ from the characteristics assumed, perhaps significantly. This will be the case even if the weighted average characteristics of the Mortgage Loans are the same as the assumed characteristics. Small differences in the characteristics of the Mortgage Loans can have a significant effect on the weighted average lives and yields of the Securities. *See “Risk Factors” and “Yield, Maturity and Prepayment Considerations” in this Supplement.*

The Trustee Fee

On each Distribution Date, the Trustee will retain a fixed percentage of all principal and interest distributions received on specified Trust Assets in payment of its fee.

GINNIE MAE GUARANTY

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

DESCRIPTION OF THE SECURITIES

General

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

Form of Securities

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

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

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

Distributions

Distributions on the Securities will be made on each Distribution Date as specified under “Terms Sheet — Distribution Dates” in this Supplement. On each Distribution Date for a Security or, in the case of the Certificated Securities, on the first Business Day after the related Distribution Date, the Distribution Amount will be distributed to the Holders of record as of the close of business on the last Business Day of the calendar month immediately preceding the month in which the Distribution Date occurs. Beneficial Owners of Book-Entry Securities will receive distributions through credits to accounts maintained for their benefit on the books and records of the appropriate financial intermediaries. Holders of Certificated Securities will receive distributions by check or, subject to the restrictions set

forth in the Base Offering Circular, by wire transfer. See “Description of the Securities — Distributions” and “— Method of Distributions” in the Base Offering Circular.

Interest Distributions

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

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

Categories of Classes

For purposes of interest distributions, the Classes will be categorized as shown under “Interest Type” on the front cover of this Supplement and on Schedule I to this Supplement. The abbreviations used on the front cover 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 and Delay Classes	The calendar month preceding the related Distribution Date
Group 2, 3, 5, 6 and 8 Floating Rate and Inverse Floating Rate Classes other than Delay 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 4 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 5 Securities, the Trustee will use the same values of LIBOR as are used for the related 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 KZ, Class MZ, Class Z and Class ZM is an Accrual Class. Interest will accrue on the Accrual Classes and be distributed as described under "Terms Sheet — Accrual Classes" in this Supplement.

Principal Distributions

The Principal Distribution Amount or the Adjusted Principal Distribution Amount for each Group, as applicable, and the KZ, MZ, Z and ZM 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 under "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.

Trading

For the sole purpose of facilitating trading and settlement, Classes OA, OB, OP and PO will be treated as non-delay classes.

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, 3, 17, 19 and 20, other related MX Classes. This process may occur repeatedly.

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

In the case of Combinations 1, 2, 3, 17, 19 and 20, the REMIC Securities may be exchanged for proportionate interests in various subcombinations of MX Classes. Similarly, all or a portion of these MX Classes may be exchanged for proportionate interests in the related REMIC Securities or in other subcombinations of the 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, NY 10006, Attention: Trust Administrator Ginnie Mae 2009-050. 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 of the Securities surrendered for exchange (but not less than \$2,000 or more than \$25,000). 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 3 and 5 Securities are urged to review the discussion under “*Risk Factors — The rate of principal payments on or reduction in the notional balance of the underlying certificates will directly affect the rate of payments on the group 3 and 5 securities*” in this Supplement.

Accretion Directed Classes

Classes FG, FM, KB, KP, MA, MZ and V 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 GS and SQ is a Notional Class whose Class Notional Balance is determined by reference to the Class Principal Balance of Classes FG and FM, respectively.

Each of the Accretion Directed Classes has the AD designation in the suffix position, rather than the prefix position, in its class principal type because it does not have principal payment stability through the applicable pricing prepayment assumption. Class V will have principal payment stability only through the prepayment rate shown in the table below. Classes FM, FG, KB, KP, MA and MZ 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, except through their structuring ranges.

Class V is entitled to principal payments in an amount equal to interest accrued on the related Accrual Class. The Weighted Average Life of Class V cannot exceed its Weighted Average Life as shown in the following table under any constant 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 Class V shown in the table below, the Class Principal Balance of Class V would be reduced to zero on, but not before, its Final Distribution Date, and the Weighted Average Life of Class V would equal its maximum Weighted Average Life.
- However, the Weighted Average Life of Class V will be reduced, and may be reduced significantly, at prepayment speeds higher than the constant rate shown in the table below. See “*Yield, Maturity and Prepayment Considerations — Decrement Tables*” in this Supplement.

Accretion Directed Class			
Class	Maximum Weighted Average Life (in Years)	Final Distribution Date	Prepayment Rate at or below
V	7.0	February 2022	168% 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 Class V, the Class Principal Balance of Class V 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 Scheduled Class will receive principal payments in accordance with a schedule calculated on the basis of, among other things, a Structuring Range. See “*Terms Sheet — Scheduled Principal Balances*.” However, whether any such Class will adhere to its schedule and receive “Scheduled Payments” on a Distribution Date will largely depend on the level of prepayments experienced by the related Mortgage Loans.

Each PAC and Scheduled Class exhibits an Effective Range of constant prepayment rates at which such Class will receive Scheduled Payments. That range may differ from the Structuring Range used to

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

PAC I Classes	<u>Initial Effective Range</u>
UJ, UQ and UT (in the aggregate)	100% PSA through 250% PSA
PAC II Classes	<u>Initial Effective Ranges</u>
DA	120% PSA through 250% PSA
GD and GE (in the aggregate)	130% PSA through 250% PSA
PAC Classes	<u>Initial Effective Ranges</u>
FG, KB and KP (in the aggregate)	275% PSA through 450% PSA
FM, MA and MZ (in the aggregate)	275% PSA through 450% PSA
UA and UB (in the aggregate)	200% PSA through 450% PSA
XA and XB (in the aggregate)	250% PSA through 525% PSA

Scheduled Class	<u>Initial Effective Range</u>
YA	248% PSA through 258% PSA

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

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

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

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

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

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

Assumability

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

Final Distribution Date

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

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

Modeling Assumptions

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

1. The Mortgage Loans underlying the Group 1, 2, 4, 6, 7 and 8 Trust Assets have the assumed characteristics shown under “Assumed Characteristics of the Mortgage Loans Underlying the Group 1, 2, 4, 6, 7 and 8 Trust Assets” in the Terms Sheet, except in the case of information set forth under the 0% PSA Prepayment Assumption Rate, for which each Mortgage Loan underlying a Group 1, 2, 4, 6, 7 or 8 Trust Asset is assumed to have an original and a remaining term to maturity of 360 months and each Mortgage Loan underlying a Group 1, 2, 6, 7 or 8 Trust Asset is assumed to have a Mortgage Rate of 1.50% per annum higher than the related Certificate Rate.

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

3. Distributions on the Group 1, 2, 3, 5, 6, 7 and 8 Securities are always received on the 20th day of the month and distributions on the Group 4 Securities are always received on the 16th day of the month, in each case, whether or not a Business Day, commencing in August 2009.

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

5. The Closing Date for the Securities is July 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 Document.

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

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

- For example, most of the Mortgage Loans will not have the characteristics assumed, many Distribution Dates will occur on a Business Day after the 16th or 20th day of the month, as applicable, and the Trustee may cause a termination of the Trust as described under “Description of the Securities — Termination” in this Supplement.

- In addition, distributions on the Securities are based on Certificate Factors and Calculated Certificate Factors, if applicable, which may not reflect actual receipts on the Trust Assets.

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

Decrement Tables

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

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

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

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

- (a) multiplying the net reduction, if any, of the Class Principal Balance (or the net reduction of the Class Notional Balance, in the case of a Notional Class) from one Distribution Date to the next Distribution Date by the number of years from the date of issuance thereof to the related Distribution Date,
- (b) summing the results, and
- (c) dividing the sum by the aggregate amount of the assumed net reductions in principal balance or notional 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	Class DA					Class DB					Class DC					Classes GA, GH and GK				
	0%	100%	160%	250%	400%	0%	100%	160%	250%	400%	0%	100%	160%	250%	400%	0%	100%	160%	250%	400%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
July 2010	100	100	93	93	93	100	100	97	90	78	100	100	100	100	100	100	100	97	89	76
July 2011	100	100	78	78	78	100	100	90	67	30	100	100	100	100	100	100	100	91	66	25
July 2012	100	100	58	58	9	100	100	81	40	0	100	100	100	100	0	100	100	84	39	0
July 2013	100	100	41	41	0	100	100	74	20	0	100	100	100	100	0	100	100	78	18	0
July 2014	100	100	28	28	0	100	100	69	7	0	100	100	100	100	0	100	100	74	4	0
July 2015	100	100	17	17	0	100	100	65	0	0	100	100	100	74	0	100	100	71	0	0
July 2016	100	100	9	9	0	100	100	62	0	0	100	100	100	22	0	100	100	68	0	0
July 2017	100	100	2	2	0	100	100	60	0	0	100	100	100	1	0	100	100	67	0	0
July 2018	100	100	0	0	0	100	100	59	0	0	100	100	100	0	0	100	100	66	0	0
July 2019	100	92	0	0	0	100	100	56	0	0	100	100	100	0	0	100	100	63	0	0
July 2020	100	77	0	0	0	100	100	53	0	0	100	100	100	0	0	100	100	59	0	0
July 2021	100	56	0	0	0	100	100	49	0	0	100	100	100	0	0	100	100	55	0	0
July 2022	100	30	0	0	0	100	100	45	0	0	100	100	100	0	0	100	100	50	0	0
July 2023	100	1	0	0	0	100	100	40	0	0	100	100	100	0	0	100	100	45	0	0
July 2024	100	0	0	0	0	100	93	36	0	0	100	100	100	0	0	100	100	40	0	0
July 2025	100	0	0	0	0	100	85	31	0	0	100	100	100	0	0	100	96	35	0	0
July 2026	100	0	0	0	0	100	78	27	0	0	100	100	100	0	0	100	87	30	0	0
July 2027	100	0	0	0	0	100	70	23	0	0	100	100	100	0	0	100	78	25	0	0
July 2028	100	0	0	0	0	100	62	19	0	0	100	100	100	0	0	100	69	21	0	0
July 2029	100	0	0	0	0	100	54	15	0	0	100	100	100	0	0	100	60	17	0	0
July 2030	100	0	0	0	0	100	46	11	0	0	100	100	100	0	0	100	52	13	0	0
July 2031	100	0	0	0	0	100	39	8	0	0	100	100	100	0	0	100	44	9	0	0
July 2032	100	0	0	0	0	100	32	5	0	0	100	100	100	0	0	100	35	5	0	0
July 2033	100	0	0	0	0	100	25	2	0	0	100	100	100	0	0	100	28	2	0	0
July 2034	100	0	0	0	0	100	18	0	0	0	100	100	94	0	0	100	20	0	0	0
July 2035	56	0	0	0	0	100	12	0	0	0	100	100	70	0	0	100	13	0	0	0
July 2036	0	0	0	0	0	85	6	0	0	0	100	100	49	0	0	96	6	0	0	0
July 2037	0	0	0	0	0	56	0	0	0	0	100	98	30	0	0	62	0	0	0	0
July 2038	0	0	0	0	0	24	0	0	0	0	100	43	13	0	0	27	0	0	0	0
July 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)	26.1	12.1	3.8	3.8	2.5	28.2	20.7	11.2	2.7	1.6	29.9	28.9	27.1	6.5	2.7	28.3	21.4	12.2	2.7	1.5

PSA Prepayment Assumption Rates																				
Distribution Date	Class GB					Class GD					Class GE					Classes IU, UG, UH, UK, UL, UM, UN, UP, UW and UY				
	0%	100%	160%	250%	400%	0%	100%	160%	250%	400%	0%	100%	160%	250%	400%	0%	100%	160%	250%	400%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
July 2010	100	100	100	100	100	100	100	93	93	93	100	100	100	100	100	100	98	95	95	95
July 2011	100	100	100	100	100	100	100	76	76	76	100	100	100	100	100	96	86	86	86	86
July 2012	100	100	100	100	0	100	100	55	55	1	100	100	100	100	100	94	76	76	76	76
July 2013	100	100	100	100	0	100	100	37	37	0	100	100	100	100	0	92	65	65	65	53
July 2014	100	100	100	100	0	100	100	23	23	0	100	100	100	100	0	90	56	56	56	36
July 2015	100	100	100	59	0	100	100	12	12	0	100	100	100	100	0	87	46	46	46	23
July 2016	100	100	100	15	0	100	100	3	3	0	100	100	100	100	0	85	38	38	38	13
July 2017	100	100	100	0	0	100	100	0	0	0	100	100	40	40	0	82	30	30	30	6
July 2018	100	100	100	0	0	100	100	0	0	0	100	100	0	0	0	79	22	22	22	0
July 2019	100	100	100	0	0	100	94	0	0	0	100	100	0	0	0	75	16	16	16	0
July 2020	100	100	100	0	0	100	84	0	0	0	100	100	0	0	0	72	10	10	10	0
July 2021	100	100	100	0	0	100	68	0	0	0	100	100	0	0	0	68	6	6	6	0
July 2022	100	100	100	0	0	100	50	0	0	0	100	100	0	0	0	64	2	2	2	0
July 2023	100	100	100	0	0	100	29	0	0	0	100	100	0	0	0	60	0	0	0	0
July 2024	100	100	100	0	0	100	6	0	0	0	100	100	0	0	0	56	0	0	0	0
July 2025	100	100	100	0	0	100	0	0	0	0	100	0	0	0	0	51	0	0	0	0
July 2026	100	100	100	0	0	100	0	0	0	0	100	0	0	0	0	46	0	0	0	0
July 2027	100	100	100	0	0	100	0	0	0	0	100	0	0	0	0	40	0	0	0	0
July 2028	100	100	100	0	0	100	0	0	0	0	100	0	0	0	0	35	0	0	0	0
July 2029	100	100	100	0	0	100	0	0	0	0	100	0	0	0	0	29	0	0	0	0
July 2030	100	100	100	0	0	100	0	0	0	0	100	0	0	0	0	22	0	0	0	0
July 2031	100	100	100	0	0	100	0	0	0	0	100	0	0	0	0	15	0	0	0	0
July 2032	100	100	100	0	0	100	0	0	0	0	100	0	0	0	0	7	0	0	0	0
July 2033	100	100	100	0	0	100	0	0	0	0	100	0	0	0	0	0	0	0	0	0
July 2034	100	100	94	0	0	100	0	0	0	0	100	0	0	0	0	0	0	0	0	0
July 2035	100	100	70	0	0	68	0	0	0	0	100	0	0	0	0	0	0	0	0	0
July 2036	100	100	49	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2037	100	99	30	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2038	100	44	13	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 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)	29.9	28.9	27.1	6.3	2.5	26.2	12.8	3.5	3.5	2.4	26.8	15.4	7.9	7.9	3.1	15.0	6.0	6.0	6.0	4.4

Security Group 1 PSA Prepayment Assumption Rates															
Distribution Date	Classes QA, QB, QC, QD, QE, QG, QH, QI, QJ and UT					Class UJ					Class UQ				
	0%	100%	160%	250%	400%	0%	100%	160%	250%	400%	0%	100%	160%	250%	400%
	Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100
July 2010	98	94	94	94	94	100	100	100	100	100	100	100	100	100	100
July 2011	96	84	84	84	84	100	100	100	100	100	100	100	100	100	100
July 2012	93	71	71	71	71	100	100	100	100	100	100	100	100	100	100
July 2013	91	59	59	59	45	100	100	100	100	100	100	100	100	100	100
July 2014	88	48	48	48	25	100	100	100	100	100	100	100	100	100	100
July 2015	85	37	37	37	9	100	100	100	100	100	100	100	100	100	100
July 2016	82	27	27	27	0	100	100	100	100	100	100	100	100	100	87
July 2017	79	17	17	17	0	100	100	100	100	100	100	100	100	100	38
July 2018	75	9	9	9	0	100	100	100	100	100	100	100	100	100	1
July 2019	71	1	1	1	0	100	100	100	100	75	100	100	100	100	0
July 2020	67	0	0	0	0	100	100	100	100	55	100	69	69	69	0
July 2021	63	0	0	0	0	100	100	100	100	41	100	39	39	39	0
July 2022	58	0	0	0	0	100	100	100	100	30	100	13	13	13	0
July 2023	53	0	0	0	0	100	92	92	92	22	100	0	0	0	0
July 2024	48	0	0	0	0	100	75	75	75	16	100	0	0	0	0
July 2025	42	0	0	0	0	100	61	61	61	12	100	0	0	0	0
July 2026	36	0	0	0	0	100	49	49	49	8	100	0	0	0	0
July 2027	30	0	0	0	0	100	40	40	40	6	100	0	0	0	0
July 2028	23	0	0	0	0	100	32	32	32	4	100	0	0	0	0
July 2029	16	0	0	0	0	100	25	25	25	3	100	0	0	0	0
July 2030	8	0	0	0	0	100	20	20	20	2	100	0	0	0	0
July 2031	0	0	0	0	0	100	15	15	15	1	100	0	0	0	0
July 2032	0	0	0	0	0	100	12	12	12	1	50	0	0	0	0
July 2033	0	0	0	0	0	96	9	9	9	1	0	0	0	0	0
July 2034	0	0	0	0	0	41	6	6	6	0	0	0	0	0	0
July 2035	0	0	0	0	0	4	4	4	4	0	0	0	0	0	0
July 2036	0	0	0	0	0	3	3	3	3	0	0	0	0	0	0
July 2037	0	0	0	0	0	2	2	2	2	0	0	0	0	0	0
July 2038	0	0	0	0	0	1	1	1	1	0	0	0	0	0	0
July 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	13.5	5.0	5.0	5.0	3.8	24.9	18.0	18.0	18.0	12.3	23.0	11.7	11.7	11.7	7.8

Security Group 2 PSA Prepayment Assumption Rates															
Distribution Date	Class CA					Class CB					Classes FC and SA				
	0%	200%	250%	450%	500%	0%	200%	250%	450%	500%	0%	200%	250%	450%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
July 2010	100	100	94	69	63	100	100	100	100	100	100	99	92	91	84
July 2011	100	100	85	29	16	100	100	100	100	100	100	98	81	77	62
July 2012	100	100	79	4	0	100	100	100	100	0	97	70	65	45	41
July 2013	100	100	74	0	0	100	100	100	29	0	96	61	54	32	28
July 2014	100	100	72	0	0	100	100	100	0	0	95	53	45	23	19
July 2015	100	98	68	0	0	100	100	100	0	0	93	46	38	17	13
July 2016	100	92	62	0	0	100	100	100	0	0	92	39	31	12	9
July 2017	100	84	55	0	0	100	100	100	0	0	90	34	26	8	6
July 2018	100	75	48	0	0	100	100	100	0	0	89	29	22	6	4
July 2019	100	66	40	0	0	100	100	100	0	0	87	25	18	4	3
July 2020	100	58	33	0	0	100	100	100	0	0	85	21	15	3	2
July 2021	100	49	27	0	0	100	100	100	0	0	83	18	12	2	1
July 2022	100	41	21	0	0	100	100	100	0	0	80	16	10	2	1
July 2023	100	34	16	0	0	100	100	100	0	0	78	13	8	1	1
July 2024	100	28	11	0	0	100	100	100	0	0	75	11	7	1	0
July 2025	100	22	7	0	0	100	100	100	0	0	73	9	5	1	0
July 2026	100	16	4	0	0	100	100	100	0	0	70	8	4	0	0
July 2027	100	12	1	0	0	100	100	100	0	0	66	6	4	0	0
July 2028	100	8	0	0	0	100	100	86	0	0	63	5	3	0	0
July 2029	100	4	0	0	0	100	100	68	0	0	59	4	2	0	0
July 2030	100	1	0	0	0	100	100	54	0	0	55	4	2	0	0
July 2031	100	0	0	0	0	100	89	42	0	0	50	3	1	0	0
July 2032	100	0	0	0	0	100	70	31	0	0	46	2	1	0	0
July 2033	100	0	0	0	0	100	53	23	0	0	40	2	1	0	0
July 2034	100	0	0	0	0	100	39	16	0	0	35	1	1	0	0
July 2035	98	0	0	0	0	100	27	11	0	0	29	1	0	0	0
July 2036	73	0	0	0	0	100	16	6	0	0	22	1	0	0	0
July 2037	47	0	0	0	0	100	8	3	0	0	16	0	0	0	0
July 2038	19	0	0	0	0	100	1	0	0	0	8	0	0	0	0
July 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	27.9	12.4	8.5	1.5	1.3	29.8	24.5	21.9	3.8	2.7	20.2	7.1	5.9	3.5	3.2

**Security Group 2
PSA Prepayment Assumption Rates**

Distribution Date	Classes NA, NB, NC, ND, NE, NG, NI and UA					Class UB				
	0%	200%	250%	450%	500%	0%	200%	250%	450%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100
July 2010	99	89	89	89	89	100	100	100	100	100
July 2011	97	73	73	73	73	100	100	100	100	100
July 2012	96	57	57	57	57	100	100	100	100	100
July 2013	94	44	44	44	39	100	100	100	100	100
July 2014	92	32	32	32	26	100	100	100	100	100
July 2015	90	22	22	22	17	100	100	100	100	100
July 2016	88	15	15	15	11	100	100	100	100	100
July 2017	86	11	11	11	7	100	100	100	100	100
July 2018	84	7	7	7	5	100	100	100	100	100
July 2019	81	5	5	5	3	100	100	100	100	100
July 2020	78	3	3	3	1	100	100	100	100	100
July 2021	75	1	1	1	0	100	100	100	100	100
July 2022	72	1	1	1	0	100	100	100	100	80
July 2023	68	0	0	0	0	100	94	94	94	54
July 2024	65	0	0	0	0	100	66	66	66	36
July 2025	60	0	0	0	0	100	46	46	46	24
July 2026	56	0	0	0	0	100	32	32	32	16
July 2027	51	0	0	0	0	100	22	22	22	11
July 2028	46	0	0	0	0	100	15	15	15	7
July 2029	41	0	0	0	0	100	10	10	10	5
July 2030	35	0	0	0	0	100	7	7	7	3
July 2031	28	0	0	0	0	100	4	4	4	2
July 2032	21	0	0	0	0	100	3	3	3	1
July 2033	14	0	0	0	0	100	2	2	2	1
July 2034	6	0	0	0	0	100	1	1	1	0
July 2035	0	0	0	0	0	1	1	1	1	0
July 2036	0	0	0	0	0	0	0	0	0	0
July 2037	0	0	0	0	0	0	0	0	0	0
July 2038	0	0	0	0	0	0	0	0	0	0
July 2039	0	0	0	0	0	0	0	0	0	0
Weighted Average										
Life (years)	16.8	4.1	4.1	4.1	3.8	25.8	16.5	16.5	16.5	14.9

**Security Group 3
PSA Prepayment Assumption Rates**

Distribution Date	Classes FT, OA, OB, OC, OD, OE, OG, OP, PO, SE, SG, SH, SK, SL, SM, SN, SP, ST, SU, TA, TB, TC, TF and TS					Class YA				
	0%	112%	150%	251%	300%	0%	112%	150%	251%	300%
Initial Percent	100	100	100	100	100	100	100	100	100	100
July 2010	100	100	100	94	91	100	100	93	93	93
July 2011	100	100	96	75	66	100	100	77	77	77
July 2012	100	100	89	51	34	100	88	56	56	56
July 2013	100	100	83	33	11	100	68	40	40	40
July 2014	100	100	78	19	0	100	51	26	26	0
July 2015	100	100	74	10	0	100	38	15	15	0
July 2016	100	100	71	5	0	100	27	6	6	0
July 2017	100	100	69	3	0	100	18	0	0	0
July 2018	100	100	67	2	0	100	10	0	0	0
July 2019	100	99	65	2	0	100	0	0	0	0
July 2020	100	95	62	1	0	100	0	0	0	0
July 2021	100	91	58	1	0	100	0	0	0	0
July 2022	100	86	53	1	0	100	0	0	0	0
July 2023	100	80	49	1	0	100	0	0	0	0
July 2024	100	74	45	0	0	100	0	0	0	0
July 2025	100	68	40	0	0	100	0	0	0	0
July 2026	100	62	36	0	0	100	0	0	0	0
July 2027	100	56	32	0	0	100	0	0	0	0
July 2028	100	50	28	0	0	100	0	0	0	0
July 2029	100	44	24	0	0	100	0	0	0	0
July 2030	100	38	21	0	0	100	0	0	0	0
July 2031	100	33	18	0	0	100	0	0	0	0
July 2032	100	28	15	0	0	100	0	0	0	0
July 2033	100	23	12	0	0	100	0	0	0	0
July 2034	100	18	9	0	0	53	0	0	0	0
July 2035	86	14	7	0	0	0	0	0	0	0
July 2036	65	10	5	0	0	0	0	0	0	0
July 2037	43	6	3	0	0	0	0	0	0	0
July 2038	20	3	1	0	0	0	0	0	0	0
July 2039	0	0	0	0	0	0	0	0	0	0
Weighted Average										
Life (years)	27.7	19.3	13.6	3.5	2.5	25.0	5.5	3.6	3.6	3.2

**Security Group 4
PSA Prepayment Assumption Rates**

Distribution Date	Classes FM, MA and SQ					Class MZ					Class ZM				
	0%	275%	310%	450%	650%	0%	275%	310%	450%	650%	0%	275%	310%	450%	650%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
July 2010	97	87	87	87	87	106	106	106	106	106	106	100	94	70	35
July 2011	94	68	68	68	59	113	113	113	113	113	113	101	86	32	0
July 2012	90	51	51	51	34	120	120	120	120	120	120	100	81	9	0
July 2013	87	37	37	37	19	127	127	127	127	127	127	101	78	1	0
July 2014	83	26	26	26	10	135	135	135	135	135	135	100	76	0	0
July 2015	79	17	17	17	4	143	143	143	143	143	143	95	71	0	0
July 2016	74	11	11	11	1	152	152	152	152	152	152	87	64	0	0
July 2017	70	7	7	7	0	161	161	161	161	112	161	77	56	0	0
July 2018	65	3	3	3	0	171	171	171	171	67	171	68	48	0	0
July 2019	59	1	1	1	0	182	182	182	182	40	182	58	41	0	0
July 2020	54	0	0	0	0	193	151	151	151	24	193	50	34	0	0
July 2021	48	0	0	0	0	205	107	107	107	14	205	42	29	0	0
July 2022	41	0	0	0	0	218	75	75	75	8	218	35	23	0	0
July 2023	35	0	0	0	0	231	53	53	53	5	231	29	19	0	0
July 2024	27	0	0	0	0	245	37	37	37	3	245	24	15	0	0
July 2025	20	0	0	0	0	261	26	26	26	2	261	19	12	0	0
July 2026	11	0	0	0	0	277	18	18	18	1	277	16	10	0	0
July 2027	3	0	0	0	0	294	12	12	12	1	294	13	8	0	0
July 2028	0	0	0	0	0	56	8	8	8	0	312	10	6	0	0
July 2029	0	0	0	0	0	6	6	6	6	0	297	8	5	0	0
July 2030	0	0	0	0	0	4	4	4	4	0	275	6	3	0	0
July 2031	0	0	0	0	0	3	3	3	3	0	252	5	3	0	0
July 2032	0	0	0	0	0	2	2	2	2	0	227	3	2	0	0
July 2033	0	0	0	0	0	1	1	1	1	0	201	3	1	0	0
July 2034	0	0	0	0	0	1	1	1	1	0	173	2	1	0	0
July 2035	0	0	0	0	0	0	0	0	0	0	142	1	1	0	0
July 2036	0	0	0	0	0	0	0	0	0	0	110	1	0	0	0
July 2037	0	0	0	0	0	0	0	0	0	0	76	0	0	0	0
July 2038	0	0	0	0	0	0	0	0	0	0	39	0	0	0	0
July 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	10.9	3.6	3.6	3.6	2.6	18.8	13.2	13.2	13.2	9.3	25.2	12.0	9.2	1.6	0.8

**Security Group 5
PSA Prepayment Assumption Rates**

Distribution Date	Classes FN and NS				
	0%	100%	150%	225%	300%
Initial Percent	100	100	100	100	100
July 2010	98	95	95	95	95
July 2011	96	87	87	87	87
July 2012	94	78	78	78	77
July 2013	92	70	68	68	62
July 2014	90	62	60	60	49
July 2015	87	55	52	52	39
July 2016	85	48	44	44	31
July 2017	82	41	37	37	25
July 2018	79	35	31	31	19
July 2019	76	29	25	26	15
July 2020	72	24	20	21	11
July 2021	69	19	16	17	8
July 2022	65	14	13	14	6
July 2023	61	10	10	11	4
July 2024	57	7	7	8	2
July 2025	52	5	5	6	1
July 2026	48	3	3	4	0
July 2027	43	2	2	3	0
July 2028	37	0	0	1	0
July 2029	31	0	0	0	0
July 2030	25	0	0	0	0
July 2031	19	0	0	0	0
July 2032	12	0	0	0	0
July 2033	5	0	0	0	0
July 2034	0	0	0	0	0
July 2035	0	0	0	0	0
July 2036	0	0	0	0	0
July 2037	0	0	0	0	0
July 2038	0	0	0	0	0
July 2039	0	0	0	0	0
Weighted Average Life (years)	15.3	7.4	7.0	7.1	5.8

**Security Group 6
PSA Prepayment Assumption Rates**

Distribution Date	Classes FG, FH, FJ, FK, FL, GS, HS, KC, KD, KE, KG, KI, KP, KS, LS, PE, PS and SJ					Class KB					Class KZ								
	0%	275%	310%	450%	650%	0%	275%	310%	450%	650%	0%	275%	310%	450%	650%				
	Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
July 2010	97	87	87	87	87	100	100	100	100	100	106	100	94	70	34				
July 2011	95	69	69	69	59	100	100	100	100	100	112	100	86	32	0				
July 2012	92	52	52	52	35	100	100	100	100	100	118	100	81	9	0				
July 2013	89	38	38	38	20	100	100	100	100	100	125	100	78	1	0				
July 2014	85	27	27	27	12	100	100	100	100	100	132	100	76	0	0				
July 2015	82	19	19	19	6	100	100	100	100	100	139	94	71	0	0				
July 2016	78	13	13	13	3	100	100	100	100	100	147	86	64	0	0				
July 2017	74	9	9	9	1	100	100	100	100	100	155	77	56	0	0				
July 2018	70	6	6	6	0	100	100	100	100	100	164	67	48	0	0				
July 2019	65	4	4	4	0	100	100	100	100	63	173	58	41	0	0				
July 2020	60	2	2	2	0	100	100	100	100	37	183	49	34	0	0				
July 2021	55	1	1	1	0	100	100	100	100	22	193	42	28	0	0				
July 2022	50	0	0	0	0	100	100	100	100	13	204	35	23	0	0				
July 2023	44	0	0	0	0	100	83	83	83	8	216	29	19	0	0				
July 2024	38	0	0	0	0	100	58	58	58	4	228	23	15	0	0				
July 2025	31	0	0	0	0	100	40	40	40	3	241	19	12	0	0				
July 2026	24	0	0	0	0	100	28	28	28	1	254	15	9	0	0				
July 2027	17	0	0	0	0	100	19	19	19	1	269	12	7	0	0				
July 2028	9	0	0	0	0	100	13	13	13	0	284	10	6	0	0				
July 2029	0	0	0	0	0	100	9	9	9	0	300	8	4	0	0				
July 2030	0	0	0	0	0	6	6	6	6	0	285	6	3	0	0				
July 2031	0	0	0	0	0	4	4	4	4	0	262	4	2	0	0				
July 2032	0	0	0	0	0	3	3	3	3	0	237	3	2	0	0				
July 2033	0	0	0	0	0	2	2	2	2	0	210	2	1	0	0				
July 2034	0	0	0	0	0	1	1	1	1	0	180	2	1	0	0				
July 2035	0	0	0	0	0	1	1	1	1	0	149	1	1	0	0				
July 2036	0	0	0	0	0	0	0	0	0	0	116	1	0	0	0				
July 2037	0	0	0	0	0	0	0	0	0	0	80	0	0	0	0				
July 2038	0	0	0	0	0	0	0	0	0	0	41	0	0	0	0				
July 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0				
Weighted Average Life (years)	12.1	3.8	3.8	3.8	2.8	20.3	16.2	16.2	16.2	11.0	25.7	11.9	9.1	1.6	0.8				

**Security Group 7
PSA Prepayment Assumption Rates**

Distribution Date	Class A					Class B					Class V					Class Z				
	0%	250%	493%	750%	1,000%	0%	250%	493%	750%	1,000%	0%	250%	493%	750%	1,000%	0%	250%	493%	750%	1,000%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
July 2010	99	87	75	63	52	100	100	100	100	100	94	94	94	94	94	106	106	106	106	106
July 2011	97	69	45	24	6	100	100	100	100	100	88	88	88	88	88	112	112	112	112	112
July 2012	96	53	23	1	0	100	100	100	100	48	82	82	82	82	0	118	118	118	118	96
July 2013	94	40	8	0	0	100	100	100	55	19	75	75	75	0	0	125	125	125	110	38
July 2014	93	29	0	0	0	100	100	90	30	7	68	68	47	0	0	132	132	132	59	15
July 2015	91	20	0	0	0	100	100	62	16	3	60	60	0	0	0	139	139	123	32	6
July 2016	89	12	0	0	0	100	100	43	9	1	53	53	0	0	0	147	147	85	17	2
July 2017	87	5	0	0	0	100	100	29	5	0	44	44	0	0	0	155	155	58	9	1
July 2018	84	0	0	0	0	100	100	20	2	0	35	35	0	0	0	164	164	40	5	0
July 2019	82	0	0	0	0	100	83	14	1	0	26	0	0	0	0	173	164	27	3	0
July 2020	79	0	0	0	0	100	68	9	1	0	16	0	0	0	0	183	135	19	1	0
July 2021	77	0	0	0	0	100	56	6	0	0	6	0	0	0	0	193	111	13	1	0
July 2022	74	0	0	0	0	100	46	4	0	0	0	0	0	0	0	199	91	9	0	0
July 2023	70	0	0	0	0	100	38	3	0	0	0	0	0	0	0	199	75	6	0	0
July 2024	67	0	0	0	0	100	31	2	0	0	0	0	0	0	0	199	61	4	0	0
July 2025	63	0	0	0	0	100	25	1	0	0	0	0	0	0	0	199	49	3	0	0
July 2026	59	0	0	0	0	100	20	1	0	0	0	0	0	0	0	199	40	2	0	0
July 2027	55	0	0	0	0	100	16	1	0	0	0	0	0	0	0	199	32	1	0	0
July 2028	51	0	0	0	0	100	13	0	0	0	0	0	0	0	0	199	25	1	0	0
July 2029	46	0	0	0	0	100	10	0	0	0	0	0	0	0	0	199	20	1	0	0
July 2030	41	0	0	0	0	100	8	0	0	0	0	0	0	0	0	199	15	0	0	0
July 2031	35	0	0	0	0	100	6	0	0	0	0	0	0	0	0	199	12	0	0	0
July 2032	29	0	0	0	0	100	4	0	0	0	0	0	0	0	0	199	9	0	0	0
July 2033	23	0	0	0	0	100	3	0	0	0	0	0	0	0	0	199	6	0	0	0
July 2034	16	0	0	0	0	100	2	0	0	0	0	0	0	0	0	199	4	0	0	0
July 2035	8	0	0	0	0	100	1	0	0	0	0	0	0	0	0	199	3	0	0	0
July 2036	1	0	0	0	0	100	1	0	0	0	0	0	0	0	0	199	2	0	0	0
July 2037	0	0	0	0	0	70	0	0	0	0	0	0	0	0	0	140	1	0	0	0
July 2038	0	0	0	0	0	36	0	0	0	0	0	0	0	0	0	72	0	0	0	0
July 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)	17.6	3.7	2.0	1.4	1.1	28.6	13.8	7.4	4.7	3.3	7.0	6.5	4.4	3.1	2.3	28.6	14.5	8.4	5.5	3.9

Security Group 8 PSA Prepayment Assumption Rates															
Distribution Date	Classes FQ, FV, FW, FX, FY, QF, QS, SF, SV, SW, SX, SY, UF and US					Classes IX, XI, XM, XN, XQ, XT, XU and XW					Class TW				
	0%	250%	490%	525%	1,000%	0%	250%	490%	525%	1,000%	0%	250%	490%	525%	1,000%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
July 2010	99	84	70	68	40	99	77	77	77	55	100	100	50	43	0
July 2011	98	70	49	46	16	97	58	58	58	22	100	100	24	14	0
July 2012	97	59	34	31	6	96	42	42	42	9	100	100	12	2	0
July 2013	96	49	23	21	2	94	29	29	29	3	100	100	9	0	0
July 2014	95	41	16	14	1	92	20	20	20	1	100	95	8	0	0
July 2015	93	34	11	9	0	91	13	13	13	1	100	87	7	0	0
July 2016	92	28	8	6	0	89	9	9	9	0	100	78	5	0	0
July 2017	90	24	5	4	0	86	6	6	6	0	100	68	4	0	0
July 2018	89	20	4	3	0	84	4	4	4	0	100	59	3	0	0
July 2019	87	16	3	2	0	82	3	3	3	0	100	50	2	0	0
July 2020	85	13	2	1	0	79	2	2	2	0	100	42	2	0	0
July 2021	83	11	1	1	0	76	1	1	1	0	100	35	1	0	0
July 2022	80	9	1	1	0	73	1	1	1	0	100	29	1	0	0
July 2023	78	7	1	0	0	69	0	0	0	0	100	24	1	0	0
July 2024	75	6	0	0	0	66	0	0	0	0	100	20	0	0	0
July 2025	73	5	0	0	0	62	0	0	0	0	100	16	0	0	0
July 2026	70	4	0	0	0	57	0	0	0	0	100	13	0	0	0
July 2027	66	3	0	0	0	53	0	0	0	0	100	10	0	0	0
July 2028	63	2	0	0	0	48	0	0	0	0	100	8	0	0	0
July 2029	59	2	0	0	0	43	0	0	0	0	100	6	0	0	0
July 2030	55	1	0	0	0	37	0	0	0	0	100	5	0	0	0
July 2031	50	1	0	0	0	31	0	0	0	0	100	4	0	0	0
July 2032	46	1	0	0	0	24	0	0	0	0	100	3	0	0	0
July 2033	40	1	0	0	0	17	0	0	0	0	100	2	0	0	0
July 2034	35	0	0	0	0	9	0	0	0	0	100	1	0	0	0
July 2035	29	0	0	0	0	1	0	0	0	0	100	1	0	0	0
July 2036	22	0	0	0	0	0	0	0	0	0	79	0	0	0	0
July 2037	16	0	0	0	0	0	0	0	0	0	54	0	0	0	0
July 2038	8	0	0	0	0	0	0	0	0	0	28	0	0	0	0
July 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	20.2	5.4	2.8	2.6	1.1	17.0	3.2	3.2	3.2	1.4	28.1	11.1	1.8	1.0	0.2

PSA Prepayment Assumption Rates										
Distribution Date	Classes XA, XC, XD, XE, XG, XH, XI, XJ and XK					Class XB				
	0%	250%	490%	525%	1,000%	0%	250%	490%	525%	1,000%
Initial Percent	100	100	100	100	100	100	100	100	100	100
July 2010	99	77	77	77	55	100	100	100	100	100
July 2011	97	58	58	58	21	100	100	100	100	100
July 2012	96	42	42	42	7	100	100	100	100	100
July 2013	94	28	28	28	2	100	100	100	100	100
July 2014	92	18	18	18	0	100	100	100	100	95
July 2015	90	12	12	12	0	100	100	100	100	37
July 2016	88	7	7	7	0	100	100	100	100	15
July 2017	86	5	5	5	0	100	100	100	100	6
July 2018	84	3	3	3	0	100	100	100	100	2
July 2019	81	1	1	1	0	100	100	100	100	1
July 2020	79	0	0	0	0	100	100	100	100	0
July 2021	76	0	0	0	0	100	82	82	82	0
July 2022	72	0	0	0	0	100	54	54	54	0
July 2023	69	0	0	0	0	100	35	35	35	0
July 2024	65	0	0	0	0	100	23	23	23	0
July 2025	61	0	0	0	0	100	15	15	15	0
July 2026	57	0	0	0	0	100	10	10	10	0
July 2027	52	0	0	0	0	100	6	6	6	0
July 2028	47	0	0	0	0	100	4	4	4	0
July 2029	42	0	0	0	0	100	2	2	2	0
July 2030	36	0	0	0	0	100	1	1	1	0
July 2031	30	0	0	0	0	100	1	1	1	0
July 2032	23	0	0	0	0	100	1	1	1	0
July 2033	16	0	0	0	0	100	0	0	0	0
July 2034	8	0	0	0	0	100	0	0	0	0
July 2035	0	0	0	0	0	41	0	0	0	0
July 2036	0	0	0	0	0	0	0	0	0	0
July 2037	0	0	0	0	0	0	0	0	0	0
July 2038	0	0	0	0	0	0	0	0	0	0
July 2039	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	16.9	3.0	3.0	3.0	1.4	26.0	13.9	13.9	13.9	6.0

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 3 and 5 Securities, the investor's own projection of principal payment rates and rates of reduction in notional balance on the Underlying Certificates under a variety of scenarios and, in the case of a Floating Rate or an Inverse Floating Rate Class, the investor's own projection of levels of LIBOR under a variety of scenarios. **No representation is made regarding Mortgage Loan prepayment rates, Underlying Certificate payment rates and rates of reduction in notional balance, LIBOR levels or the yield of any Class.**

Prepayments: Effect on Yields

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

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

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 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 and certain Inverse Floating Rate Classes may not benefit from particularly low 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 and Delay Classes

The effective yield on any Fixed Rate or Delay 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, at various constant levels of LIBOR.

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

The yields were calculated by

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

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

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

SECURITY GROUP 1
Sensitivity of Class IU to Prepayments
Assumed Price 15.0%*

PSA Prepayment Assumption Rates				
100%	160%	250%	400%	647%
21.7%	21.7%	21.7%	15.1%	0.0%

Sensitivity of Class QI to Prepayments
Assumed Price 14.0%*

PSA Prepayment Assumption Rates				
100%	160%	250%	400%	600%
21.1%	21.1%	21.1%	13.7%	0.0%

SECURITY GROUP 2
Sensitivity of Class NI to Prepayments
Assumed Price 10.0%*

PSA Prepayment Assumption Rates				
200%	250%	450%	500%	1,153%
43.3%	43.3%	43.3%	42.0%	0.0%

Sensitivity of Class SA to Prepayments
Assumed Price 6.75%*

<u>LIBOR</u>	PSA Prepayment Assumption Rates			
	200%	250%	450%	500%
0.25%	87.4%	84.2%	71.1%	67.7%
0.30%	86.5%	83.3%	70.1%	66.7%
3.15%	33.5%	30.4%	17.5%	14.2%
6.00% and above	**	**	**	**

SECURITY GROUP 3
Sensitivity of Class OA to Prepayments
Assumed Price 90.0%

PSA Prepayment Assumption Rates			
112%	150%	251%	300%
0.5%	0.8%	3.1%	4.3%

* 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 OB to Prepayments
Assumed Price 90.0%**

PSA Prepayment Assumption Rates			
<u>112%</u>	<u>150%</u>	<u>251%</u>	<u>300%</u>
0.5%	0.8%	3.1%	4.3%

**Sensitivity of Class OC to Prepayments
Assumed Price 90.0%**

PSA Prepayment Assumption Rates			
<u>112%</u>	<u>150%</u>	<u>251%</u>	<u>300%</u>
0.5%	0.8%	3.1%	4.3%

**Sensitivity of Class OD to Prepayments
Assumed Price 90.0%**

PSA Prepayment Assumption Rates			
<u>112%</u>	<u>150%</u>	<u>251%</u>	<u>300%</u>
0.5%	0.8%	3.1%	4.3%

**Sensitivity of Class OE to Prepayments
Assumed Price 90.0%**

PSA Prepayment Assumption Rates			
<u>112%</u>	<u>150%</u>	<u>251%</u>	<u>300%</u>
0.5%	0.8%	3.1%	4.3%

**Sensitivity of Class OG to Prepayments
Assumed Price 90.0%**

PSA Prepayment Assumption Rates			
<u>112%</u>	<u>150%</u>	<u>251%</u>	<u>300%</u>
0.5%	0.8%	3.1%	4.3%

**Sensitivity of Class OP to Prepayments
Assumed Price 90.0%**

PSA Prepayment Assumption Rates			
<u>112%</u>	<u>150%</u>	<u>251%</u>	<u>300%</u>
0.5%	0.8%	3.1%	4.3%

**Sensitivity of Class PO to Prepayments
Assumed Price 89.5%**

PSA Prepayment Assumption Rates			
112%	150%	251%	300%
0.6%	0.8%	3.3%	4.5%

**Sensitivity of Class SE to Prepayments
Assumed Price 105.0%***

LIBOR	PSA Prepayment Assumption Rates			
	112%	150%	251%	300%
0.250%	25.2%	24.9%	23.7%	23.1%
0.290%	24.9%	24.7%	23.5%	22.9%
2.395%	12.2%	12.0%	10.8%	10.2%
4.500% and above	(0.2)%	(0.4)%	(1.4)%	(1.9)%

**Sensitivity of Class SG to Prepayments
Assumed Price 105.0%***

LIBOR	PSA Prepayment Assumption Rates			
	112%	150%	251%	300%
0.250%	25.3%	25.1%	24.1%	23.6%
0.290%	25.0%	24.8%	23.9%	23.4%
2.395%	12.2%	12.1%	11.2%	10.8%
4.500% and above	(0.2)%	(0.3)%	(1.0)%	(1.4)%

**Sensitivity of Class SH to Prepayments
Assumed Price 105.0%***

LIBOR	PSA Prepayment Assumption Rates			
	112%	150%	251%	300%
0.250%	20.2%	20.0%	19.0%	18.5%
0.290%	20.0%	19.8%	18.8%	18.3%
2.395%	9.8%	9.6%	8.7%	8.3%
4.500% and above	(0.2)%	(0.3)%	(1.1)%	(1.5)%

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

**Sensitivity of Class SK to Prepayments
Assumed Price 105.0%***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>112%</u>	<u>150%</u>	<u>251%</u>	<u>300%</u>
0.25%	25.7%	25.5%	24.5%	24.0%
0.29%	25.4%	25.2%	24.3%	23.8%
2.52%	12.4%	12.3%	11.4%	11.0%
4.75% and above	(0.2)%	(0.3)%	(1.0)%	(1.4)%

**Sensitivity of Class SL to Prepayments
Assumed Price 103.0%***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>112%</u>	<u>150%</u>	<u>251%</u>	<u>300%</u>
0.25%	19.3%	19.2%	18.5%	18.2%
0.29%	19.1%	19.0%	18.4%	18.1%
2.52%	9.4%	9.3%	8.8%	8.5%
4.75% and above	(0.1)%	(0.1)%	(0.5)%	(0.8)%

**Sensitivity of Class SM to Prepayments
Assumed Price 102.0%***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>112%</u>	<u>150%</u>	<u>251%</u>	<u>300%</u>
0.250%	20.6%	20.5%	19.9%	19.6%
0.290%	20.4%	20.3%	19.7%	19.4%
2.395%	10.0%	9.9%	9.4%	9.1%
4.500% and above	(0.1)%	(0.1)%	(0.5)%	(0.8)%

**Sensitivity of Class SN to Prepayments
Assumed Price 105.0%***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>112%</u>	<u>150%</u>	<u>251%</u>	<u>300%</u>
0.250%	25.1%	24.8%	23.6%	23.0%
0.290%	24.9%	24.6%	23.4%	22.8%
2.645%	12.1%	11.9%	10.8%	10.2%
5.000% and above	(0.2)%	(0.4)%	(1.4)%	(1.9)%

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

**Sensitivity of Class SP to Prepayments
Assumed Price 101.0%***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>112%</u>	<u>150%</u>	<u>251%</u>	<u>300%</u>
0.250%	20.8%	20.8%	20.3%	20.1%
0.290%	20.7%	20.6%	20.2%	20.0%
2.645%	10.2%	10.1%	9.8%	9.6%
5.000% and above	0.0%	(0.1)%	(0.3)%	(0.4)%

**Sensitivity of Class ST to Prepayments
Assumed Price 105.0%***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>112%</u>	<u>150%</u>	<u>251%</u>	<u>300%</u>
0.25%	9.5%	9.3%	8.3%	7.8%
0.29%	9.4%	9.3%	8.2%	7.7%
3.02%	4.6%	4.5%	3.5%	3.0%
5.75% and above	(0.2)%	(0.3)%	(1.2)%	(1.7)%

**Sensitivity of Class SU to Prepayments
Assumed Price 100.0%***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>112%</u>	<u>150%</u>	<u>251%</u>	<u>300%</u>
4.500% and below	10.2%	10.2%	10.2%	10.2%
5.125%	5.1%	5.1%	5.1%	5.2%
5.750% and above	0.0%	0.0%	0.2%	0.2%

**Sensitivity of Class TA to Prepayments
Assumed Price 99.5%***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>112%</u>	<u>150%</u>	<u>251%</u>	<u>300%</u>
4.75% and below	10.3%	10.3%	10.4%	10.5%
5.25%	5.1%	5.1%	5.3%	5.4%
5.75% and above	0.1%	0.1%	0.3%	0.4%

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

**Sensitivity of Class TB to Prepayments
Assumed Price 99.5%***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>112%</u>	<u>150%</u>	<u>251%</u>	<u>300%</u>
4.500% and below	10.2%	10.2%	10.2%	10.2%
5.125%	5.1%	5.1%	5.1%	5.2%
5.750% and above	0.0%	0.0%	0.2%	0.2%

**Sensitivity of Class TC to Prepayments
Assumed Price 99.5%***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>112%</u>	<u>150%</u>	<u>251%</u>	<u>300%</u>
5.000% and below	10.2%	10.2%	10.2%	10.2%
5.375%	5.1%	5.1%	5.1%	5.2%
5.750% and above	0.0%	0.0%	0.2%	0.2%

**Sensitivity of Class TS to Prepayments
Assumed Price 97.0%***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>112%</u>	<u>150%</u>	<u>251%</u>	<u>300%</u>
0.25%	10.4%	10.5%	11.0%	11.3%
0.29%	10.3%	10.4%	11.0%	11.2%
3.02%	5.2%	5.3%	5.9%	6.2%
5.75% and above	0.2%	0.2%	0.9%	1.2%

SECURITY GROUP 4

**Sensitivity of Class SQ to Prepayments
Assumed Price 11.46875%***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>275%</u>	<u>310%</u>	<u>450%</u>	<u>650%</u>
0.250%	32.2%	32.2%	32.2%	21.1%
0.296%	31.7%	31.7%	31.7%	20.5%
3.298%	(2.0)%	(2.0)%	(2.0)%	(16.8)%
6.300% 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 5
Sensitivity of Class NS to Prepayments
Assumed Price 9.96875%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>150%</u>	<u>225%</u>	<u>300%</u>
0.250%	55.8%	55.4%	55.4%	53.7%
0.290%	55.3%	54.9%	54.9%	53.2%
3.170%	20.1%	19.4%	19.5%	16.3%
6.050% and above	**	**	**	**

SECURITY GROUP 6
Sensitivity of Class GS to Prepayments
Assumed Price 14.25%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>275%</u>	<u>310%</u>	<u>450%</u>	<u>650%</u>
0.250%	18.0%	18.0%	18.0%	6.1%
0.280%	17.7%	17.7%	17.7%	5.8%
3.165%	(7.9)%	(7.9)%	(7.9)%	(23.0)%
6.050% and above	**	**	**	**

Sensitivity of Class HS to Prepayments
Assumed Price 14.625%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>275%</u>	<u>310%</u>	<u>450%</u>	<u>650%</u>
0.250%	17.6%	17.6%	17.6%	5.6%
0.280%	17.3%	17.3%	17.3%	5.3%
3.215%	(8.1)%	(8.1)%	(8.1)%	(23.3)%
6.150% and above	**	**	**	**

Sensitivity of Class KI to Prepayments
Assumed Price 14.5%*

	<u>PSA Prepayment Assumption Rates</u>				
	<u>275%</u>	<u>310%</u>	<u>450%</u>	<u>650%</u>	<u>667%</u>
	13.6%	13.6%	13.6%	1.2%	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 KS to Prepayments
Assumed Price 15.25%***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>275%</u>	<u>310%</u>	<u>450%</u>	<u>650%</u>
0.250%	16.3%	16.3%	16.3%	4.2%
0.280%	16.1%	16.1%	16.1%	3.9%
3.265%	(8.8)%	(8.8)%	(8.8)%	(24.1)%
6.250% and above	**	**	**	**

**Sensitivity of Class LS to Prepayments
Assumed Price 15.00%***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>275%</u>	<u>310%</u>	<u>450%</u>	<u>650%</u>
0.25%	17.5%	17.5%	17.5%	5.6%
0.28%	17.3%	17.3%	17.3%	5.3%
3.29%	(8.1)%	(8.1)%	(8.1)%	(23.3)%
6.30% and above	**	**	**	**

**Sensitivity of Class PS to Prepayments
Assumed Price 14.75%***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>275%</u>	<u>310%</u>	<u>450%</u>	<u>650%</u>
0.25%	17.5%	17.5%	17.5%	5.6%
0.28%	17.3%	17.3%	17.3%	5.3%
3.24%	(8.1)%	(8.1)%	(8.1)%	(23.3)%
6.20% and above	**	**	**	**

**Sensitivity of Class SJ to Prepayments
Assumed Price 14.5%***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>275%</u>	<u>310%</u>	<u>450%</u>	<u>650%</u>
0.25%	17.6%	17.6%	17.6%	5.6%
0.28%	17.3%	17.3%	17.3%	5.3%
3.19%	(8.1)%	(8.1)%	(8.1)%	(23.3)%
6.10% 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 8

**Sensitivity of Class IX to Prepayments
Assumed Price 12.0%***

	PSA Prepayment Assumption Rates				
	<u>250%</u>	<u>490%</u>	<u>525%</u>	<u>774%</u>	<u>1,000%</u>
	19.6%	19.6%	19.6%	0.0%	(24.7)%

**Sensitivity of Class QS to Prepayments
Assumed Price 8.625%***

	PSA Prepayment Assumption Rates			
<u>LIBOR</u>	<u>250%</u>	<u>490%</u>	<u>525%</u>	<u>1,000%</u>
0.2500%	56.1%	34.3%	30.9%	(21.6)%
0.2870%	55.6%	33.8%	30.4%	(22.0)%
3.2185%	17.3%	(1.6)%	(4.5)%	(49.7)%
6.1500% and above	**	**	**	**

**Sensitivity of Class SF to Prepayments
Assumed Price 8.0%***

	PSA Prepayment Assumption Rates			
<u>LIBOR</u>	<u>250%</u>	<u>490%</u>	<u>525%</u>	<u>1,000%</u>
0.2500%	58.8%	36.8%	33.4%	(19.6)%
0.2870%	58.3%	36.3%	32.9%	(20.0)%
3.0935%	18.5%	(0.5)%	(3.4)%	(48.8)%
5.9000% and above	**	**	**	**

**Sensitivity of Class SV to Prepayments
Assumed Price 8.125%***

	PSA Prepayment Assumption Rates			
<u>LIBOR</u>	<u>250%</u>	<u>490%</u>	<u>525%</u>	<u>1,000%</u>
0.2500%	58.3%	36.2%	32.9%	(20.0)%
0.2870%	57.7%	35.7%	32.4%	(20.4)%
3.1185%	18.2%	(0.7)%	(3.6)%	(49.0)%
5.9500% 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 SW to Prepayments
Assumed Price 8.25%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>250%</u>	<u>490%</u>	<u>525%</u>	<u>1,000%</u>
0.2500%	57.7%	35.7%	32.3%	(20.4)%
0.2870%	57.2%	35.2%	31.9%	(20.8)%
3.1435%	18.0%	(1.0)%	(3.9)%	(49.2)%
6.0000% and above	**	**	**	**

Sensitivity of Class SX to Prepayments
Assumed Price 8.375%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>250%</u>	<u>490%</u>	<u>525%</u>	<u>1,000%</u>
0.2500%	57.1%	35.2%	31.8%	(20.8)%
0.2870%	56.6%	34.7%	31.4%	(21.2)%
3.1685%	17.7%	(1.2)%	(4.1)%	(49.4)%
6.0500% and above	**	**	**	**

Sensitivity of Class SY to Prepayments
Assumed Price 8.5%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>250%</u>	<u>490%</u>	<u>525%</u>	<u>1,000%</u>
0.2500%	56.6%	34.7%	31.4%	(21.2)%
0.2870%	56.1%	34.3%	30.9%	(21.6)%
3.1935%	17.5%	(1.4)%	(4.3)%	(49.6)%
6.1000% and above	**	**	**	**

Sensitivity of Class US to Prepayments
Assumed Price 8.75%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>250%</u>	<u>490%</u>	<u>525%</u>	<u>1,000%</u>
0.2500%	55.6%	33.8%	30.4%	(21.9)%
0.2870%	55.1%	33.3%	30.0%	(22.3)%
3.2435%	17.0%	(1.8)%	(4.7)%	(49.9)%
6.2000% and above	**	**	**	**

Sensitivity of Class XI to Prepayments
Assumed Price 10.0%*

	<u>PSA Prepayment Assumption Rates</u>				
	<u>250%</u>	<u>490%</u>	<u>525%</u>	<u>685%</u>	<u>1,000%</u>
	12.8%	12.8%	12.8%	0.0%	(37.3)%

* 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 Cleary Gottlieb Steen & Hamilton 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 GS, NS, SA, SF and SQ 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 original issue discount (“OID”) rules based on the expected payments on these Securities at the prepayment assumptions described below.

The Class KZ, MZ, Z and ZM 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.

In addition to the Regular Securities described in the preceding two paragraphs, based on anticipated prices (including accrued interest), the assumed Mortgage Loan characteristics, the prepayment assumptions described below and, for the Floating Rate Classes, the interest rate value described in the following paragraph, Classes DA, DB, GA, GD, GE, GH, TW, UB and XB are 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 (as described in “Yield, Maturity and Prepayment Considerations” in this Supplement) is as follows:

<u>Group</u>	<u>PSA</u>
1	160%
2	250%
3	150%
4	310%
5	150%
6	310%
7	493%
8	490%

In the case of the Floating Rate Classes, the interest rate values to be used for these determinations are the initial Interest Rates as set forth in the Terms Sheet under “Interest Rates.” No representation is made, however, about the rate at which prepayments on the Mortgage Loans underlying any Group of Trust Assets actually will occur or the level of LIBOR at any time after the date of this Supplement. See “*Certain 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) July 1, 2009 on the Fixed Rate Classes and Delay Classes, (2) July 20, 2009 on the Group 2, 3, 5, 6 and 8 Floating Rate and Inverse Floating Rate Classes (other than the Delay Classes), and (3) July 16, 2009 on the Group 4 Floating Rate and Inverse Floating Rate Classes. The Sponsor may effect these transactions by sales to or through certain securities dealers. These dealers may receive compensation in the form of discounts, concessions or commissions from the Sponsor and/or commissions from any purchasers for which they act as agents. Some of the Securities may be sold through dealers in relatively small sales. In the usual case, the commission charged on a relatively small sale of securities will be a higher percentage of the sales price than that charged on a large sale of securities.

INCREASE IN SIZE

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

LEGAL MATTERS

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

Available Combinations(1)

Class	REMIC Securities		MX Securities						
	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)	
Security Group 1									
Combination 1(6)									
UT	\$171,871,122	QA	\$171,871,122	PAC I	3.00%	FIX	38374VR84	November 2036	
		QB	171,871,122	PAC I	3.25	FIX	38374VR92	November 2036	
		QC	171,871,122	PAC I	3.50	FIX	38374VS26	November 2036	
		QD	171,871,122	PAC I	3.75	FIX	38374VS34	November 2036	
		QE	171,871,122	PAC I	4.00	FIX	38374VS42	November 2036	
		QG	171,871,122	PAC I	4.25	FIX	38374VS59	November 2036	
		QH	171,871,122	PAC I	4.50	FIX	38374VS67	November 2036	
		QI	68,748,448	NTL (PAC D)	5.00	FIX/IO	38374VS75	November 2036	
		QJ	171,871,122	PAC I	4.75	FIX	38374VS83	November 2036	
Combination 2(6)									
UQ	\$ 30,019,220	IU	\$ 80,756,136	NTL (PAC D)	5.00%	FIX/IO	38374VS91	April 2038	
UT	171,871,122	UG	201,890,342	PAC I	4.50	FIX	38374VT25	April 2038	
		UH	201,890,342	PAC I	5.00	FIX	38374VT33	April 2038	
		UK	201,890,342	PAC I	3.00	FIX	38374VT41	April 2038	
		UL	201,890,342	PAC I	3.50	FIX	38374VT58	April 2038	
		UM	201,890,342	PAC I	4.00	FIX	38374VT66	April 2038	
		UN	201,890,342	PAC I	3.25	FIX	38374VT74	April 2038	
		UP	201,890,342	PAC I	3.75	FIX	38374VT82	April 2038	
		UW	201,890,342	PAC I	4.25	FIX	38374VT90	April 2038	
		UY	201,890,342	PAC I	4.75	FIX	38374VU23	April 2038	

REMIC Securities

MX Securities

Class	Original Class		Related MX Class	Maximum Original Class		Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
	Principal Balance or Class Notional Balance	Notional Balance		Principal Balance or Class Notional Balance(2)	Balance(3)					
Security Group 2										
Combination 3(6)										
UA	\$ 57,736,346		NA	\$ 57,736,346		PAC	3.00%	FIX	38374VU31	June 2039
			NB	57,736,346		PAC	3.25	FIX	38374VU49	June 2039
			NC	57,736,346		PAC	3.50	FIX	38374VU56	June 2039
			ND	57,736,346		PAC	3.75	FIX	38374VU64	June 2039
			NE	57,736,346		PAC	4.00	FIX	38374VU72	June 2039
			NG	57,736,346		PAC	4.25	FIX	38374VU80	June 2039
			NI	14,434,086		NTL (PAC)	6.00	FIX/IO	38374VU98	June 2039
Security Group 3										
Combination 4										
ST	\$ 27,777,778		PO	\$ 13,124,417		SC/SUP	0.00%	PO	38374VV22	June 2039
			SG	8,403,361		SC/SUP	(5)	INV	38374VV30	June 2039
			SU	6,250,000		SC/SUP	(5)	INV	38374VV63	June 2039
Combination 5										
ST	\$ 27,777,778		OP	\$ 11,111,111		SC/SUP	0.00%	PO	38374VV48	June 2039
			SH	10,416,667		SC/SUP	(5)	INV	38374VV55	June 2039
			SU	6,250,000		SC/SUP	(5)	INV	38374VV63	June 2039
Combination 6										
ST	\$ 27,777,778		OA	\$ 14,005,849		SC/SUP	0.00%	PO	38374VV71	June 2039
			SK	8,771,929		SC/SUP	(5)	INV	38374VV89	June 2039
			TA	5,000,000		SC/SUP	(5)	INV	38374VW39	June 2039
Combination 7										
ST	\$ 27,777,778		OB	\$ 11,013,073		SC/SUP	0.00%	PO	38374VV97	June 2039
			SL	11,764,705		SC/SUP	(5)	INV	38374VW21	June 2039
			TA	5,000,000		SC/SUP	(5)	INV	38374VW39	June 2039

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 8								
TS	\$ 15,498,965	OC	\$ 7,362,009	SC/SUP	0.00%	PO	38374VW47	June 2039
		SE	4,649,689	SC/SUP	(5)	INV/DLY	38374VW54	June 2039
		TB	3,487,267	SC/SUP	(5)	INV/DLY	38374VW88	June 2039
Combination 9								
TS	\$ 15,498,965	OD	\$ 6,199,587	SC/SUP	0.00%	PO	38374VW62	June 2039
		SM	5,812,111	SC/SUP	(5)	INV/DLY	38374VW70	June 2039
		TB	3,487,267	SC/SUP	(5)	INV/DLY	38374VW88	June 2039
Combination 10								
TS	\$ 15,498,965	OE	\$ 8,192,001	SC/SUP	0.00%	PO	38374VW96	June 2039
		SN	5,214,604	SC/SUP	(5)	INV/DLY	38374VX20	June 2039
		TC	2,092,360	SC/SUP	(5)	INV/DLY	38374VX53	June 2039
Combination 11								
TS	\$ 15,498,965	OG	\$ 6,918,667	SC/SUP	0.00%	PO	38374VX38	June 2039
		SP	6,487,938	SC/SUP	(5)	INV/DLY	38374VX46	June 2039
		TC	2,092,360	SC/SUP	(5)	INV/DLY	38374VX53	June 2039
Security Group 6								
Combination 12								
FG	\$160,236,771	FH	\$160,236,771	PAC/AD	(5)	FLT	38374VX61	June 2039
GS	160,236,771	HS	160,236,771	NTL (PAC/AD)	(5)	INV/IO	38374VX79	June 2039
Combination 13								
FG	\$160,236,771	FJ	\$160,236,771	PAC/AD	(5)	FLT	38374VX87	June 2039
GS	160,236,771	SJ	160,236,771	NTL (PAC/AD)	(5)	INV/IO	38374VX95	June 2039

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 14								
FG	\$160,236,771	FK	\$160,236,771	PAC/AD	(5)	FLT	38374VY29	June 2039
GS	160,236,771	KS	160,236,771	NTL (PAC/AD)	(5)	INV/IO	38374VY37	June 2039
Combination 15								
FG	\$160,236,771	FL	\$160,236,771	PAC/AD	(5)	FLT	38374VY45	June 2039
GS	160,236,771	LS	160,236,771	NTL (PAC/AD)	(5)	INV/IO	38374VY52	June 2039
Combination 16								
FG	\$160,236,771	PF	\$160,236,771	PAC/AD	(5)	FLT	38374VY60	June 2039
GS	160,236,771	PS	160,236,771	NTL (PAC/AD)	(5)	INV/IO	38374VY78	June 2039
Combination 17(6)								
KP	\$240,355,157	KC	\$240,355,157	PAC/AD	3.50%	FIX	38374VY86	June 2039
		KD	240,355,157	PAC/AD	3.75	FIX	38374VY94	June 2039
		KE	240,355,157	PAC/AD	4.00	FIX	38374VZ28	June 2039
		KG	240,355,157	PAC/AD	4.25	FIX	38374VZ36	June 2039
		KI	43,700,937	NTL (PAC/AD)	5.50	FIX/IO	38374VZ44	June 2039
Security Group 7								
Combination 18								
V	\$ 4,651,000	B	\$ 9,363,136	SEQ	5.50%	FIX	38374VZ51	July 2039
Z	4,712,136							

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)
Security Group 8								
Combination 19(6)								
XA	\$ 43,628,102	\$ 43,628,102	XC	PAC	3.00%	FIX	38374VZ69	June 2039
		43,628,102	XD	PAC	3.25	FIX	38374VZ77	June 2039
		43,628,102	XE	PAC	3.50	FIX	38374VZ85	June 2039
		43,628,102	XG	PAC	3.75	FIX	38374VZ93	June 2039
		43,628,102	XH	PAC	4.00	FIX	38374V2A6	June 2039
		14,542,700	XI	NTL (PAC)	4.50	FIX/IO	38374V2B4	June 2039
		43,628,102	XJ	PAC	4.25	FIX	38374V2C2	June 2039
		43,628,102	XK	PAC	4.50	FIX	38374V2D0	June 2039
Combination 20(6)								
XA	\$ 43,628,102	\$ 11,061,959	IX	NTL (PAC)	6.00%	FIX/IO	38374V2E8	July 2039
XB	619,735	44,247,837	XL	PAC	3.00	FIX	38374V2F5	July 2039
		44,247,837	XM	PAC	3.25	FIX	38374V2G3	July 2039
		44,247,837	XN	PAC	3.50	FIX	38374V2H1	July 2039
		44,247,837	XQ	PAC	3.75	FIX	38374V2J7	July 2039
		44,247,837	XT	PAC	4.00	FIX	38374V2K4	July 2039
		44,247,837	XU	PAC	4.25	FIX	38374V2L2	July 2039
		44,247,837	XW	PAC	4.50	FIX	38374V2M0	July 2039
Combination 21								
FQ	\$ 92,843,125	\$ 92,843,125	FV	PT	(5)	FLT	38374V2N8	July 2039
SF	92,843,125	92,843,125	SV	NTL (PT)	(5)	INV/IO	38374V2P3	July 2039
Combination 22								
FQ	\$ 92,843,125	\$ 92,843,125	FW	PT	(5)	FLT	38374V2Q1	July 2039
SF	92,843,125	92,843,125	SW	NTL (PT)	(5)	INV/IO	38374V2R9	July 2039

REMIC Securities			MX Securities					
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 23								
FQ	\$ 92,843,125	FX	\$ 92,843,125	PT	(5)	FLT	38374V2S7	July 2039
SF	92,843,125	SX	92,843,125	NTL (PT)	(5)	INV/IO	38374V2T5	July 2039
Combination 24								
FQ	\$ 92,843,125	FY	\$ 92,843,125	PT	(5)	FLT	38374V2U2	July 2039
SF	92,843,125	SY	92,843,125	NTL (PT)	(5)	INV/IO	38374V2V0	July 2039
Combination 25								
FQ	\$ 92,843,125	QF	\$ 92,843,125	PT	(5)	FLT	38374V2W8	July 2039
SF	92,843,125	QS	92,843,125	NTL (PT)	(5)	INV/IO	38374V2X6	July 2039
Combination 26								
FQ	\$ 92,843,125	UF	\$ 92,843,125	PT	(5)	FLT	38374V2Y4	July 2039
SF	92,843,125	US	92,843,125	NTL (PT)	(5)	INV/IO	38374V2Z1	July 2039

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

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

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

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

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

(6) In the case of Combinations 1, 2, 3, 17, 19 and 20, 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 DA</u>	<u>Classes FG, KB and KP (in the aggregate)</u>	<u>Classes FM, MA and MZ (in the aggregate)</u>	<u>Classes GD and GE (in the aggregate)</u>
Initial Balance	\$13,079,000.00	\$406,936,674.00	\$100,890,742.00	\$4,314,000.00
August 2009	13,052,303.30	403,387,536.27	100,011,855.13	4,305,656.52
September 2009	13,016,744.02	400,039,714.71	99,193,073.85	4,293,639.01
October 2009	12,972,352.20	396,470,055.38	98,319,078.12	4,278,636.08
November 2009	12,919,167.98	392,682,265.02	97,390,771.01	4,260,661.44
December 2009	12,857,241.56	388,680,365.16	96,409,134.06	4,239,732.36
January 2010	12,786,633.14	384,468,685.77	95,375,225.70	4,215,869.62
February 2010	12,707,412.96	380,051,858.09	94,290,179.55	4,189,097.54
March 2010	12,619,661.14	375,434,806.74	93,155,202.49	4,159,443.97
April 2010	12,523,467.69	370,622,741.04	91,971,572.53	4,126,940.21
May 2010	12,418,932.43	365,621,145.69	90,740,636.56	4,091,621.03
June 2010	12,306,164.83	360,435,770.69	89,463,807.84	4,053,524.63
July 2010	12,185,283.92	355,072,620.57	88,142,563.43	4,012,692.56
August 2010	12,056,418.20	349,537,943.05	86,778,441.33	3,969,169.71
September 2010	11,919,705.49	343,838,216.99	85,373,037.58	3,923,004.27
October 2010	11,775,292.73	337,980,139.80	83,928,003.13	3,874,247.63
November 2010	11,623,335.86	331,970,614.27	82,445,040.63	3,822,954.36
December 2010	11,463,999.62	325,816,734.91	80,925,901.04	3,769,182.11
January 2011	11,297,457.36	319,525,773.76	79,372,380.12	3,712,991.57
February 2011	11,123,890.82	313,105,165.77	77,786,314.87	3,654,446.38
March 2011	10,943,489.96	306,562,493.79	76,169,579.79	3,593,613.05
April 2011	10,756,452.64	300,122,182.73	74,577,996.05	3,530,560.87
May 2011	10,562,984.47	293,782,658.17	73,011,178.60	3,465,361.83
June 2011	10,363,298.49	287,542,369.65	71,468,748.21	3,398,090.53
July 2011	10,157,614.92	281,399,790.31	69,950,331.38	3,328,824.07
August 2011	9,946,160.91	275,353,416.53	68,455,560.32	3,257,641.94
September 2011	9,729,170.22	269,401,767.56	66,984,072.77	3,184,625.97
October 2011	9,506,882.91	263,543,385.24	65,535,512.00	3,109,860.12
November 2011	9,279,545.10	257,776,833.56	64,109,526.67	3,033,430.48
December 2011	9,055,575.32	252,100,698.40	62,705,770.78	2,958,178.52
January 2012	8,834,943.31	246,513,587.18	61,323,903.57	2,884,093.07
February 2012	8,617,619.09	241,014,128.52	59,963,589.47	2,811,163.07
March 2012	8,403,572.89	235,600,971.93	58,624,497.99	2,739,377.53
April 2012	8,192,775.17	230,272,787.50	57,306,303.65	2,668,725.57
May 2012	7,985,196.62	225,028,265.58	56,008,685.91	2,599,196.38
June 2012	7,780,808.15	219,866,116.47	54,731,329.12	2,530,779.26
July 2012	7,579,580.90	214,785,070.13	53,473,922.38	2,463,463.58
August 2012	7,381,486.25	209,783,875.88	52,236,159.55	2,397,238.80
September 2012	7,186,495.76	204,861,302.09	51,017,739.11	2,332,094.47
October 2012	6,994,581.26	200,016,135.92	49,818,364.15	2,268,020.23

<u>Distribution Date</u>	<u>Class DA</u>	<u>Classes FG, KB and KP (in the aggregate)</u>	<u>Classes FM, MA and MZ (in the aggregate)</u>	<u>Classes GD and GE (in the aggregate)</u>
November 2012 . . .	\$ 6,805,714.77	\$195,247,183.01	\$ 48,637,742.23	\$2,205,005.79
December 2012 . . .	6,619,868.52	190,553,267.21	47,475,585.38	2,143,040.97
January 2013	6,437,014.97	185,933,230.33	46,331,609.99	2,082,115.63
February 2013	6,257,126.80	181,385,931.81	45,205,536.77	2,022,219.76
March 2013	6,080,176.90	176,910,248.51	44,097,090.67	1,963,343.41
April 2013	5,906,138.35	172,505,074.42	43,006,000.81	1,905,476.71
May 2013	5,734,984.46	168,169,320.40	41,932,000.44	1,848,609.89
June 2013	5,566,688.74	163,901,913.93	40,874,826.86	1,792,733.22
July 2013	5,401,224.91	159,701,798.86	39,834,221.35	1,737,837.10
August 2013	5,238,566.90	155,567,935.15	38,809,929.14	1,683,911.97
September 2013 . . .	5,078,688.83	151,499,298.64	37,801,699.33	1,630,948.37
October 2013	4,921,565.02	147,494,880.82	36,809,284.82	1,578,936.91
November 2013 . . .	4,767,170.01	143,553,688.57	35,832,442.30	1,527,868.29
December 2013 . . .	4,615,478.53	139,674,743.91	34,870,932.11	1,477,733.26
January 2014	4,466,465.50	135,857,802.18	33,924,518.29	1,428,522.67
February 2014	4,320,106.04	132,143,895.56	33,001,044.28	1,380,227.43
March 2014	4,176,375.47	128,530,268.01	32,102,408.74	1,332,838.55
April 2014	4,035,249.31	125,014,236.72	31,227,949.46	1,286,347.10
May 2014	3,896,703.23	121,593,190.14	30,377,021.79	1,240,744.20
June 2014	3,760,713.15	118,264,586.12	29,548,998.14	1,196,021.08
July 2014	3,627,255.14	115,025,950.06	28,743,267.56	1,152,169.02
August 2014	3,496,305.48	111,874,873.14	27,959,235.26	1,109,179.39
September 2014 . . .	3,367,840.60	108,809,010.57	27,196,322.24	1,067,043.62
October 2014	3,241,837.17	105,826,079.90	26,453,964.84	1,025,753.21
November 2014 . . .	3,118,271.99	102,923,859.38	25,731,614.31	985,299.73
December 2014 . . .	2,997,122.08	100,100,186.33	25,028,736.50	945,674.84
January 2015	2,878,364.63	97,352,955.61	24,344,811.38	906,870.23
February 2015	2,761,976.99	94,680,118.08	23,679,332.72	868,877.71
March 2015	2,647,936.72	92,079,679.13	23,031,807.73	831,689.11
April 2015	2,536,221.54	89,549,697.20	22,401,756.68	795,296.36
May 2015	2,426,809.34	87,088,282.45	21,788,712.56	759,691.44
June 2015	2,319,678.19	84,693,595.32	21,192,220.76	724,866.41
July 2015	2,214,806.36	82,363,845.22	20,611,838.75	690,813.39
August 2015	2,112,172.24	80,097,289.26	20,047,135.71	657,524.56
September 2015 . . .	2,011,754.43	77,892,230.95	19,497,692.29	624,992.18
October 2015	1,913,531.69	75,747,019.00	18,963,100.24	593,208.55
November 2015 . . .	1,817,482.94	73,660,046.12	18,442,962.19	562,166.07
December 2015 . . .	1,723,587.28	71,629,747.83	17,936,891.29	531,857.17
January 2016	1,631,823.97	69,654,601.35	17,444,510.97	502,274.36
February 2016	1,542,172.42	67,733,124.50	16,965,454.69	473,410.22
March 2016	1,454,612.23	65,863,874.58	16,499,365.62	445,257.37
April 2016	1,369,123.15	64,045,447.41	16,045,896.41	417,808.52
May 2016	1,285,685.08	62,276,476.20	15,604,708.98	391,056.41

<u>Distribution Date</u>	<u>Class DA</u>	<u>Classes FG, KB and KP (in the aggregate)</u>	<u>Classes FM, MA and MZ (in the aggregate)</u>	<u>Classes GD and GE (in the aggregate)</u>
June 2016	\$ 1,204,278.10	\$ 60,555,630.66	\$ 15,175,474.19	\$ 364,993.87
July 2016.	1,124,882.44	58,881,615.97	14,757,871.68	339,613.77
August 2016	1,047,478.47	57,253,171.85	14,351,589.60	314,909.05
September 2016	972,046.75	55,669,071.66	13,956,324.39	290,872.72
October 2016	898,567.97	54,128,121.51	13,571,780.57	267,497.81
November 2016	827,022.98	52,629,159.37	13,197,670.52	244,777.46
December 2016.	757,392.79	51,171,054.24	12,833,714.28	222,704.84
January 2017.	689,658.56	49,752,705.32	12,479,639.33	201,273.17
February 2017.	623,801.58	48,373,041.22	12,135,180.40	180,475.74
March 2017.	559,803.33	47,031,019.16	11,800,079.29	160,305.90
April 2017.	497,645.40	45,725,624.24	11,474,084.68	140,757.05
May 2017	437,309.54	44,455,868.66	11,156,951.94	121,822.66
June 2017	378,777.67	43,220,791.04	10,848,442.94	103,496.22
July 2017.	322,031.81	42,019,455.71	10,548,325.92	85,771.32
August 2017	267,054.16	40,850,951.99	10,256,375.28	68,641.57
September 2017	213,827.06	39,714,393.59	9,972,371.43	52,100.65
October 2017	162,332.97	38,608,917.89	9,696,100.63	37,623.60
November 2017	112,554.50	37,533,685.39	9,427,354.86	25,566.09
December 2017.	69,560.91	36,487,879.02	9,165,931.63	15,882.53
January 2018.	36,908.00	35,470,703.60	8,911,633.84	8,528.03
February 2018.	14,399.47	34,481,385.23	8,664,269.67	3,458.37
March 2018.	1,842.01	33,519,170.73	8,423,652.41	630.02
April 2018.	0.00	32,583,327.09	8,189,600.32	0.00
May 2018	0.00	31,673,140.94	7,961,936.52	0.00
June 2018	0.00	30,787,918.02	7,740,488.86	0.00
July 2018.	0.00	29,926,982.67	7,525,089.78	0.00
August 2018	0.00	29,089,677.34	7,315,576.18	0.00
September 2018	0.00	28,275,362.11	7,111,789.33	0.00
October 2018	0.00	27,483,414.21	6,913,574.74	0.00
November 2018	0.00	26,713,227.60	6,720,782.05	0.00
December 2018.	0.00	25,964,212.45	6,533,264.91	0.00
January 2019.	0.00	25,235,794.80	6,350,880.90	0.00
February 2019.	0.00	24,527,416.06	6,173,491.37	0.00
March 2019.	0.00	23,838,532.65	6,000,961.42	0.00
April 2019.	0.00	23,168,615.57	5,833,159.74	0.00
May 2019	0.00	22,517,150.05	5,669,958.53	0.00
June 2019	0.00	21,883,635.12	5,511,233.40	0.00
July 2019.	0.00	21,267,583.28	5,356,863.32	0.00
August 2019	0.00	20,668,520.13	5,206,730.47	0.00
September 2019	0.00	20,085,984.00	5,060,720.19	0.00
October 2019	0.00	19,519,525.67	4,918,720.91	0.00
November 2019	0.00	18,968,707.97	4,780,624.02	0.00
December 2019.	0.00	18,433,105.49	4,646,323.85	0.00

<u>Distribution Date</u>	<u>Class DA</u>	<u>Classes FG, KB and KP (in the aggregate)</u>	<u>Classes FM, MA and MZ (in the aggregate)</u>	<u>Classes GD and GE (in the aggregate)</u>
January 2020	\$ 0.00	\$ 17,912,304.26	\$ 4,515,717.53	\$ 0.00
February 2020	0.00	17,405,901.47	4,388,704.97	0.00
March 2020	0.00	16,913,505.12	4,265,188.75	0.00
April 2020	0.00	16,434,733.80	4,145,074.07	0.00
May 2020	0.00	15,969,216.32	4,028,268.68	0.00
June 2020	0.00	15,516,591.53	3,914,682.78	0.00
July 2020	0.00	15,076,508.00	3,804,229.01	0.00
August 2020	0.00	14,648,623.74	3,696,822.33	0.00
September 2020	0.00	14,232,606.02	3,592,379.98	0.00
October 2020	0.00	13,828,131.04	3,490,821.46	0.00
November 2020	0.00	13,434,883.76	3,392,068.38	0.00
December 2020	0.00	13,052,557.62	3,296,044.50	0.00
January 2021	0.00	12,680,854.33	3,202,675.61	0.00
February 2021	0.00	12,319,483.67	3,111,889.48	0.00
March 2021	0.00	11,968,163.22	3,023,615.84	0.00
April 2021	0.00	11,626,618.21	2,937,786.32	0.00
May 2021	0.00	11,294,581.28	2,854,334.35	0.00
June 2021	0.00	10,971,792.29	2,773,195.20	0.00
July 2021	0.00	10,657,998.13	2,694,305.84	0.00
August 2021	0.00	10,352,952.54	2,617,604.96	0.00
September 2021	0.00	10,056,415.91	2,543,032.89	0.00
October 2021	0.00	9,768,155.09	2,470,531.58	0.00
November 2021	0.00	9,487,943.26	2,400,044.52	0.00
December 2021	0.00	9,215,559.74	2,331,516.74	0.00
January 2022	0.00	8,950,789.80	2,264,894.75	0.00
February 2022	0.00	8,693,424.54	2,200,126.50	0.00
March 2022	0.00	8,443,260.69	2,137,161.35	0.00
April 2022	0.00	8,200,100.53	2,075,950.00	0.00
May 2022	0.00	7,963,751.65	2,016,444.51	0.00
June 2022	0.00	7,734,026.89	1,958,598.22	0.00
July 2022	0.00	7,510,744.13	1,902,365.74	0.00
August 2022	0.00	7,293,726.22	1,847,702.88	0.00
September 2022	0.00	7,082,800.78	1,794,566.67	0.00
October 2022	0.00	6,877,800.15	1,742,915.29	0.00
November 2022	0.00	6,678,561.17	1,692,708.05	0.00
December 2022	0.00	6,484,925.15	1,643,905.36	0.00
January 2023	0.00	6,296,737.69	1,596,468.70	0.00
February 2023	0.00	6,113,848.57	1,550,360.59	0.00
March 2023	0.00	5,936,111.69	1,505,544.58	0.00
April 2023	0.00	5,763,384.89	1,461,985.17	0.00
May 2023	0.00	5,595,529.87	1,419,647.86	0.00
June 2023	0.00	5,432,412.12	1,378,499.06	0.00
July 2023	0.00	5,273,900.76	1,338,506.10	0.00

<u>Distribution Date</u>	<u>Class DA</u>	<u>Classes FG, KB and KP (in the aggregate)</u>	<u>Classes FM, MA and MZ (in the aggregate)</u>	<u>Classes GD and GE (in the aggregate)</u>
August 2023	\$ 0.00	\$ 5,119,868.48	\$ 1,299,637.19	\$ 0.00
September 2023	0.00	4,970,191.44	1,261,861.41	0.00
October 2023	0.00	4,824,749.17	1,225,148.66	0.00
November 2023	0.00	4,683,424.49	1,189,469.67	0.00
December 2023	0.00	4,546,103.38	1,154,795.97	0.00
January 2024	0.00	4,412,674.97	1,121,099.84	0.00
February 2024	0.00	4,283,031.38	1,088,354.34	0.00
March 2024	0.00	4,157,067.69	1,056,533.24	0.00
April 2024	0.00	4,034,681.83	1,025,611.03	0.00
May 2024	0.00	3,915,774.52	995,562.89	0.00
June 2024	0.00	3,800,249.20	966,364.68	0.00
July 2024	0.00	3,688,011.93	937,992.92	0.00
August 2024	0.00	3,578,971.35	910,424.75	0.00
September 2024	0.00	3,473,038.58	883,637.94	0.00
October 2024	0.00	3,370,127.18	857,610.88	0.00
November 2024	0.00	3,270,153.08	832,322.54	0.00
December 2024	0.00	3,173,034.49	807,752.44	0.00
January 2025	0.00	3,078,691.89	783,880.69	0.00
February 2025	0.00	2,987,047.90	760,687.92	0.00
March 2025	0.00	2,898,027.28	738,155.31	0.00
April 2025	0.00	2,811,556.84	716,264.52	0.00
May 2025	0.00	2,727,565.41	694,997.74	0.00
June 2025	0.00	2,645,983.76	674,337.64	0.00
July 2025	0.00	2,566,744.56	654,267.35	0.00
August 2025	0.00	2,489,782.32	634,770.48	0.00
September 2025	0.00	2,415,033.37	615,831.06	0.00
October 2025	0.00	2,342,435.76	597,433.58	0.00
November 2025	0.00	2,271,929.26	579,562.95	0.00
December 2025	0.00	2,203,455.28	562,204.48	0.00
January 2026	0.00	2,136,956.86	545,343.91	0.00
February 2026	0.00	2,072,378.59	528,967.33	0.00
March 2026	0.00	2,009,666.58	513,061.24	0.00
April 2026	0.00	1,948,768.45	497,612.50	0.00
May 2026	0.00	1,889,633.22	482,608.34	0.00
June 2026	0.00	1,832,211.36	468,036.32	0.00
July 2026	0.00	1,776,454.66	453,884.35	0.00
August 2026	0.00	1,722,316.28	440,140.69	0.00
September 2026	0.00	1,669,750.63	426,793.89	0.00
October 2026	0.00	1,618,713.41	413,832.84	0.00
November 2026	0.00	1,569,161.54	401,246.71	0.00
December 2026	0.00	1,521,053.10	389,025.00	0.00
January 2027	0.00	1,474,347.37	377,157.48	0.00
February 2027	0.00	1,429,004.71	365,634.19	0.00

<u>Distribution Date</u>	<u>Class DA</u>	<u>Classes FG, KB and KP (in the aggregate)</u>	<u>Classes FM, MA and MZ (in the aggregate)</u>	<u>Classes GD and GE (in the aggregate)</u>
March 2027	\$ 0.00	\$ 1,384,986.62	\$ 354,445.47	\$ 0.00
April 2027	0.00	1,342,255.63	343,581.90	0.00
May 2027	0.00	1,300,775.32	333,034.33	0.00
June 2027	0.00	1,260,510.29	322,793.88	0.00
July 2027	0.00	1,221,426.09	312,851.88	0.00
August 2027	0.00	1,183,489.25	303,199.92	0.00
September 2027	0.00	1,146,667.23	293,829.83	0.00
October 2027	0.00	1,110,928.36	284,733.64	0.00
November 2027	0.00	1,076,241.89	275,903.62	0.00
December 2027	0.00	1,042,577.89	267,332.25	0.00
January 2028	0.00	1,009,907.29	259,012.21	0.00
February 2028	0.00	978,201.80	250,936.39	0.00
March 2028	0.00	947,433.93	243,097.87	0.00
April 2028	0.00	917,576.95	235,489.93	0.00
May 2028	0.00	888,604.88	228,106.03	0.00
June 2028	0.00	860,492.47	220,939.81	0.00
July 2028	0.00	833,215.14	213,985.09	0.00
August 2028	0.00	806,749.03	207,235.86	0.00
September 2028	0.00	781,070.93	200,686.27	0.00
October 2028	0.00	756,158.29	194,330.65	0.00
November 2028	0.00	731,989.16	188,163.46	0.00
December 2028	0.00	708,542.23	182,179.34	0.00
January 2029	0.00	685,796.77	176,373.07	0.00
February 2029	0.00	663,732.65	170,739.57	0.00
March 2029	0.00	642,330.27	165,273.90	0.00
April 2029	0.00	621,570.61	159,971.27	0.00
May 2029	0.00	601,435.17	154,827.01	0.00
June 2029	0.00	581,905.95	149,836.59	0.00
July 2029	0.00	562,965.49	144,995.60	0.00
August 2029	0.00	544,596.80	140,299.75	0.00
September 2029	0.00	526,783.35	135,744.88	0.00
October 2029	0.00	509,509.11	131,326.94	0.00
November 2029	0.00	492,758.47	127,041.99	0.00
December 2029	0.00	476,516.27	122,886.21	0.00
January 2030	0.00	460,767.78	118,855.87	0.00
February 2030	0.00	445,498.68	114,947.37	0.00
March 2030	0.00	430,695.06	111,157.17	0.00
April 2030	0.00	416,343.38	107,481.88	0.00
May 2030	0.00	402,430.51	103,918.17	0.00
June 2030	0.00	388,943.67	100,462.82	0.00
July 2030	0.00	375,870.45	97,112.68	0.00
August 2030	0.00	363,198.78	93,864.70	0.00
September 2030	0.00	350,916.96	90,715.93	0.00

<u>Distribution Date</u>	<u>Class DA</u>	<u>Classes FG, KB and KP (in the aggregate)</u>	<u>Classes FM, MA and MZ (in the aggregate)</u>	<u>Classes GD and GE (in the aggregate)</u>
October 2030	\$ 0.00	\$ 339,013.57	\$ 87,663.49	\$ 0.00
November 2030	0.00	327,477.57	84,704.57	0.00
December 2030	0.00	316,298.18	81,836.46	0.00
January 2031	0.00	305,464.97	79,056.51	0.00
February 2031	0.00	294,967.78	76,362.16	0.00
March 2031	0.00	284,796.73	73,750.90	0.00
April 2031	0.00	274,942.26	71,220.31	0.00
May 2031	0.00	265,395.03	68,768.04	0.00
June 2031	0.00	256,146.01	66,391.78	0.00
July 2031	0.00	247,186.39	64,089.33	0.00
August 2031	0.00	238,507.65	61,858.50	0.00
September 2031	0.00	230,101.47	59,697.21	0.00
October 2031	0.00	221,959.80	57,603.40	0.00
November 2031	0.00	214,074.80	55,575.10	0.00
December 2031	0.00	206,438.87	53,610.37	0.00
January 2032	0.00	199,044.61	51,707.34	0.00
February 2032	0.00	191,884.84	49,864.19	0.00
March 2032	0.00	184,952.59	48,079.15	0.00
April 2032	0.00	178,241.08	46,350.51	0.00
May 2032	0.00	171,743.73	44,676.58	0.00
June 2032	0.00	165,454.14	43,055.76	0.00
July 2032	0.00	159,366.11	41,486.46	0.00
August 2032	0.00	153,473.61	39,967.16	0.00
September 2032	0.00	147,770.77	38,496.36	0.00
October 2032	0.00	142,251.91	37,072.63	0.00
November 2032	0.00	136,911.49	35,694.55	0.00
December 2032	0.00	131,744.16	34,360.77	0.00
January 2033	0.00	126,744.70	33,069.96	0.00
February 2033	0.00	121,908.05	31,820.83	0.00
March 2033	0.00	117,229.29	30,612.14	0.00
April 2033	0.00	112,703.65	29,442.67	0.00
May 2033	0.00	108,326.49	28,311.24	0.00
June 2033	0.00	104,093.31	27,216.71	0.00
July 2033	0.00	99,999.74	26,157.96	0.00
August 2033	0.00	96,041.53	25,133.92	0.00
September 2033	0.00	92,214.57	24,143.54	0.00
October 2033	0.00	88,514.84	23,185.80	0.00
November 2033	0.00	84,938.47	22,259.70	0.00
December 2033	0.00	81,481.67	21,364.30	0.00
January 2034	0.00	78,140.80	20,498.65	0.00
February 2034	0.00	74,912.29	19,661.85	0.00
March 2034	0.00	71,792.69	18,853.02	0.00
April 2034	0.00	68,778.64	18,071.31	0.00

<u>Distribution Date</u>	<u>Class DA</u>	<u>Classes FG, KB and KP (in the aggregate)</u>	<u>Classes FM, MA and MZ (in the aggregate)</u>	<u>Classes GD and GE (in the aggregate)</u>
May 2034	\$ 0.00	\$ 65,866.90	\$ 17,315.88	\$ 0.00
June 2034	0.00	63,054.31	16,585.94	0.00
July 2034	0.00	60,337.80	15,880.70	0.00
August 2034	0.00	57,714.39	15,199.39	0.00
September 2034	0.00	55,181.19	14,541.30	0.00
October 2034	0.00	52,735.41	13,905.69	0.00
November 2034	0.00	50,374.31	13,291.87	0.00
December 2034	0.00	48,095.26	12,699.18	0.00
January 2035	0.00	45,895.70	12,126.95	0.00
February 2035	0.00	43,773.13	11,574.55	0.00
March 2035	0.00	41,725.15	11,041.37	0.00
April 2035	0.00	39,749.40	10,526.80	0.00
May 2035	0.00	37,843.62	10,030.26	0.00
June 2035	0.00	36,005.59	9,551.20	0.00
July 2035	0.00	34,233.18	9,089.06	0.00
August 2035	0.00	32,524.31	8,643.31	0.00
September 2035	0.00	30,876.97	8,213.43	0.00
October 2035	0.00	29,289.19	7,798.93	0.00
November 2035	0.00	27,759.08	7,399.32	0.00
December 2035	0.00	26,284.80	7,014.13	0.00
January 2036	0.00	24,864.56	6,642.90	0.00
February 2036	0.00	23,496.64	6,285.19	0.00
March 2036	0.00	22,179.34	5,940.56	0.00
April 2036	0.00	20,911.04	5,608.61	0.00
May 2036	0.00	19,690.16	5,288.92	0.00
June 2036	0.00	18,515.16	4,981.10	0.00
July 2036	0.00	17,384.56	4,684.77	0.00
August 2036	0.00	16,296.91	4,399.56	0.00
September 2036	0.00	15,250.81	4,125.11	0.00
October 2036	0.00	14,244.91	3,861.08	0.00
November 2036	0.00	13,277.89	3,607.12	0.00
December 2036	0.00	12,348.48	3,362.91	0.00
January 2037	0.00	11,455.43	3,128.12	0.00
February 2037	0.00	10,597.55	2,902.46	0.00
March 2037	0.00	9,773.66	2,685.63	0.00
April 2037	0.00	8,982.66	2,477.32	0.00
May 2037	0.00	8,223.43	2,277.27	0.00
June 2037	0.00	7,494.93	2,085.20	0.00
July 2037	0.00	6,796.12	1,900.84	0.00
August 2037	0.00	6,126.00	1,723.94	0.00
September 2037	0.00	5,483.62	1,554.25	0.00
October 2037	0.00	4,868.03	1,391.53	0.00
November 2037	0.00	4,278.33	1,235.55	0.00

<u>Distribution Date</u>	<u>Class DA</u>	<u>Classes FG, KB and KP (in the aggregate)</u>	<u>Classes FM, MA and MZ (in the aggregate)</u>	<u>Classes GD and GE (in the aggregate)</u>
December 2037.	\$ 0.00	\$ 3,713.63	\$ 1,086.08	\$ 0.00
January 2038.	0.00	3,173.10	942.89	0.00
February 2038.	0.00	2,655.89	805.79	0.00
March 2038.	0.00	2,161.21	674.56	0.00
April 2038.	0.00	1,688.29	548.99	0.00
May 2038	0.00	1,236.38	428.91	0.00
June 2038	0.00	804.73	314.11	0.00
July 2038.	0.00	392.66	204.43	0.00
August 2038	0.00	0.00	99.67	0.00
September 2038 and thereafter	0.00	0.00	0.00	0.00

<u>Distribution Date</u>	<u>Classes UA and UB (in the aggregate)</u>	<u>Classes UJ, UQ and UT (in the aggregate)</u>	<u>Classes XA and XB (in the aggregate)</u>	<u>Class YA</u>
Initial Balance	\$58,689,996.00	\$232,999,945.00	\$44,247,837.00	\$13,921,428.00
August 2009	58,297,629.71	232,476,620.44	43,379,028.26	13,888,066.05
September 2009	57,877,760.43	231,897,640.80	42,492,589.87	13,845,088.50
October 2009	57,430,700.71	231,263,183.13	41,618,606.97	13,792,535.95
November 2009	56,956,791.40	230,573,453.25	40,756,907.72	13,730,459.52
December 2009	56,456,401.30	229,828,685.74	39,907,322.60	13,658,920.85
January 2010	55,929,926.75	229,029,143.85	39,069,684.42	13,577,992.07
February 2010	55,377,791.09	228,175,119.32	38,243,828.26	13,487,755.77
March 2010	54,800,444.17	227,266,932.31	37,429,591.46	13,388,304.84
April 2010	54,198,361.77	226,304,931.16	36,626,813.59	13,279,742.47
May 2010	53,572,044.96	225,289,492.22	35,835,336.40	13,162,182.03
June 2010	52,922,019.45	224,221,019.64	35,055,003.80	13,035,746.95
July 2010	52,248,834.85	223,099,945.13	34,285,661.85	12,900,570.56
August 2010	51,553,063.94	221,926,727.65	33,527,158.69	12,756,796.04
September 2010	50,835,301.85	220,701,853.15	32,779,344.55	12,604,576.15
October 2010	50,096,165.21	219,425,834.25	32,042,071.71	12,444,073.15
November 2010	49,336,291.32	218,099,209.88	31,315,194.45	12,275,458.57
December 2010	48,556,337.19	216,722,544.95	30,598,569.07	12,098,913.04
January 2011	47,756,978.57	215,296,429.92	29,892,053.81	11,914,626.05
February 2011	46,938,909.05	213,821,480.42	29,195,508.86	11,722,795.78
March 2011	46,102,838.93	212,298,336.80	28,508,796.33	11,523,628.81
April 2011	45,276,034.24	210,727,663.71	27,831,780.18	11,317,339.89
May 2011	44,458,394.66	209,110,149.57	27,164,326.27	11,104,151.72
June 2011	43,649,820.96	207,446,506.10	26,506,302.29	10,884,294.64
July 2011	42,850,214.98	205,737,467.84	25,857,577.71	10,658,006.33
August 2011	42,059,479.58	203,983,791.55	25,218,023.81	10,425,531.59
September 2011	41,277,518.70	202,186,255.68	24,587,513.63	10,187,121.97
October 2011	40,504,237.29	200,345,659.82	23,965,921.94	9,943,035.48
November 2011	39,739,541.31	198,462,824.05	23,353,125.23	9,697,503.90
December 2011	38,983,337.74	196,589,891.52	22,749,001.68	9,455,565.79
January 2012	38,235,534.55	194,726,811.18	22,153,431.12	9,217,189.77
February 2012	37,496,040.71	192,873,532.22	21,566,295.05	8,982,344.66
March 2012	36,764,766.14	191,030,004.11	20,987,476.58	8,750,999.53
April 2012	36,041,621.75	189,196,176.57	20,416,860.42	8,523,123.66
May 2012	35,326,519.38	187,371,999.58	19,854,332.86	8,298,686.58
June 2012	34,619,371.84	185,557,423.38	19,299,781.74	8,077,658.05
July 2012	33,920,092.85	183,752,398.47	18,753,096.45	7,860,008.02
August 2012	33,228,597.08	181,956,875.59	18,214,167.88	7,645,706.71
September 2012	32,544,800.10	180,170,805.76	17,682,888.42	7,434,724.54
October 2012	31,868,618.37	178,394,140.22	17,159,151.95	7,227,032.15
November 2012	31,199,969.28	176,626,830.48	16,642,853.78	7,022,600.39
December 2012	30,538,771.08	174,868,828.30	16,133,890.66	6,821,400.35
January 2013	29,884,942.90	173,120,085.69	15,632,160.77	6,623,403.32

<u>Distribution Date</u>	<u>Classes UA and UB (in the aggregate)</u>	<u>Classes UJ, UQ and UT (in the aggregate)</u>	<u>Classes XA and XB (in the aggregate)</u>	<u>Class YA</u>
February 2013	\$29,238,404.74	\$171,380,554.88	\$15,137,563.66	\$ 6,428,580.82
March 2013	28,599,077.47	169,650,188.38	14,650,000.27	6,236,904.55
April 2013	27,966,882.78	167,928,938.93	14,174,754.15	6,048,346.48
May 2013	27,341,743.23	166,216,759.51	13,714,788.21	5,862,878.73
June 2013	26,723,582.18	164,513,603.35	13,269,614.53	5,680,473.66
July 2013	26,112,323.85	162,819,423.92	12,838,760.69	5,501,103.82
August 2013	25,507,893.23	161,134,174.92	12,421,769.28	5,324,742.02
September 2013	24,910,216.15	159,457,810.29	12,018,197.42	5,151,361.18
October 2013	24,319,219.21	157,790,284.22	11,627,616.30	4,980,934.51
November 2013	23,734,829.81	156,131,551.12	11,249,610.73	4,813,435.38
December 2013	23,156,976.14	154,481,565.64	10,883,778.72	4,648,837.36
January 2014	22,585,587.14	152,840,282.67	10,529,731.06	4,487,114.24
February 2014	22,020,592.51	151,207,657.33	10,187,090.91	4,328,239.98
March 2014	21,461,922.73	149,583,644.96	9,855,493.42	4,172,188.76
April 2014	20,909,508.99	147,968,201.13	9,534,585.32	4,018,934.94
May 2014	20,363,283.26	146,361,281.67	9,224,024.62	3,868,453.09
June 2014	19,823,178.21	144,762,842.58	8,923,480.15	3,720,717.96
July 2014	19,289,127.24	143,172,840.15	8,632,631.33	3,575,704.48
August 2014	18,762,792.15	141,591,230.85	8,351,167.74	3,433,387.78
September 2014	18,250,638.41	140,017,971.39	8,078,788.86	3,293,743.19
October 2014	17,752,287.45	138,453,018.70	7,815,203.74	3,156,746.22
November 2014	17,267,370.76	136,896,329.93	7,560,130.68	3,022,372.56
December 2014	16,795,529.55	135,347,862.46	7,313,296.95	2,890,598.08
January 2015	16,336,414.60	133,807,573.87	7,074,438.50	2,761,398.84
February 2015	15,889,685.92	132,275,421.99	6,843,299.71	2,634,751.09
March 2015	15,455,012.54	130,751,364.83	6,619,633.08	2,510,631.23
April 2015	15,032,072.27	129,235,360.64	6,403,199.02	2,389,015.89
May 2015	14,620,551.49	127,727,367.88	6,193,765.54	2,269,881.84
June 2015	14,220,144.87	126,227,345.22	5,991,108.07	2,153,206.02
July 2015	13,830,555.20	124,735,251.54	5,795,009.20	2,038,965.57
August 2015	13,451,493.17	123,251,045.94	5,605,258.43	1,927,137.81
September 2015	13,082,677.14	121,774,687.73	5,421,652.00	1,817,700.20
October 2015	12,723,832.94	120,306,136.43	5,243,992.61	1,710,630.39
November 2015	12,374,693.69	118,845,351.75	5,072,089.30	1,605,906.21
December 2015	12,034,999.60	117,392,293.63	4,905,757.15	1,503,505.64
January 2016	11,704,497.79	115,946,922.20	4,744,817.20	1,403,406.85
February 2016	11,382,942.08	114,509,197.82	4,589,096.14	1,305,588.16
March 2016	11,070,092.85	113,079,081.02	4,438,426.23	1,210,028.06
April 2016	10,765,716.82	111,656,532.55	4,292,645.09	1,116,705.20
May 2016	10,469,586.95	110,241,513.37	4,151,595.49	1,025,598.41
June 2016	10,181,482.21	108,833,984.63	4,015,125.25	936,686.66
July 2016	9,901,187.45	107,433,907.68	3,883,087.04	849,949.12
August 2016	9,628,493.26	106,041,244.08	3,755,338.25	765,365.05

<u>Distribution Date</u>	<u>Classes UA and UB (in the aggregate)</u>	<u>Classes UJ, UQ and UT (in the aggregate)</u>	<u>Classes XA and XB (in the aggregate)</u>	<u>Class YA</u>
September 2016	\$ 9,363,195.77	\$104,655,955.56	\$ 3,631,740.80	\$ 682,913.95
October 2016	9,105,096.56	103,278,004.09	3,512,161.05	602,575.43
November 2016	8,854,002.48	101,907,351.79	3,396,469.61	524,329.26
December 2016	8,609,725.51	100,543,961.01	3,284,541.25	448,155.37
January 2017	8,372,082.67	99,187,794.27	3,176,254.71	374,033.86
February 2017	8,140,895.80	97,838,814.31	3,071,492.66	301,944.96
March 2017	7,915,991.52	96,496,984.02	2,970,141.46	231,869.06
April 2017	7,697,201.05	95,162,266.53	2,872,091.16	163,786.73
May 2017	7,484,360.13	93,834,625.12	2,777,235.31	97,678.64
June 2017	7,277,308.84	92,514,023.27	2,685,470.84	33,525.63
July 2017	7,075,891.56	91,200,424.67	2,596,698.03	0.00
August 2017	6,879,956.78	89,893,793.17	2,510,820.30	0.00
September 2017	6,689,357.05	88,594,092.81	2,427,744.22	0.00
October 2017	6,503,948.85	87,301,287.82	2,347,379.30	0.00
November 2017	6,323,592.47	86,015,342.63	2,269,637.97	0.00
December 2017	6,148,151.96	84,736,221.82	2,194,435.48	0.00
January 2018	5,977,494.97	83,463,890.17	2,121,689.78	0.00
February 2018	5,811,492.67	82,198,312.65	2,051,321.45	0.00
March 2018	5,650,019.71	80,939,454.39	1,983,253.63	0.00
April 2018	5,492,954.04	79,687,280.72	1,917,411.90	0.00
May 2018	5,340,176.89	78,450,059.85	1,853,724.26	0.00
June 2018	5,191,572.66	77,230,957.92	1,792,120.99	0.00
July 2018	5,047,028.84	76,029,718.04	1,732,534.62	0.00
August 2018	4,906,435.92	74,846,086.85	1,674,899.86	0.00
September 2018	4,769,687.31	73,679,814.53	1,619,153.49	0.00
October 2018	4,636,679.28	72,530,654.75	1,565,234.34	0.00
November 2018	4,507,310.86	71,398,364.60	1,513,083.19	0.00
December 2018	4,381,483.79	70,282,704.53	1,462,642.73	0.00
January 2019	4,259,102.43	69,183,438.36	1,413,857.50	0.00
February 2019	4,140,073.71	68,100,333.18	1,366,673.80	0.00
March 2019	4,024,307.02	67,033,159.31	1,321,039.68	0.00
April 2019	3,911,714.20	65,981,690.30	1,276,904.85	0.00
May 2019	3,802,209.44	64,945,702.84	1,234,220.63	0.00
June 2019	3,695,709.24	63,924,976.73	1,192,939.93	0.00
July 2019	3,592,132.31	62,919,294.83	1,153,017.14	0.00
August 2019	3,491,399.55	61,928,443.05	1,114,408.15	0.00
September 2019	3,393,433.98	60,952,210.26	1,077,070.25	0.00
October 2019	3,298,160.69	59,990,388.29	1,040,962.12	0.00
November 2019	3,205,506.75	59,042,771.87	1,006,043.75	0.00
December 2019	3,115,401.21	58,109,158.59	972,276.45	0.00
January 2020	3,027,775.01	57,189,348.86	939,622.75	0.00
February 2020	2,942,560.94	56,283,145.89	908,046.39	0.00
March 2020	2,859,693.61	55,390,355.63	877,512.30	0.00

<u>Distribution Date</u>	<u>Classes UA and UB (in the aggregate)</u>	<u>Classes UJ, UQ and UT (in the aggregate)</u>	<u>Classes XA and XB (in the aggregate)</u>	<u>Class YA</u>
April 2020	\$ 2,779,109.35	\$ 54,510,786.72	\$ 847,986.51	\$ 0.00
May 2020	2,700,746.23	53,644,250.49	819,436.18	0.00
June 2020	2,624,543.97	52,790,560.91	791,829.49	0.00
July 2020	2,550,443.90	51,949,534.54	765,135.69	0.00
August 2020	2,478,388.94	51,120,990.50	739,325.00	0.00
September 2020	2,408,323.52	50,304,750.44	714,368.59	0.00
October 2020	2,340,193.59	49,500,638.50	690,238.57	0.00
November 2020	2,273,946.54	48,708,481.28	666,907.98	0.00
December 2020	2,209,531.17	47,928,107.81	644,350.68	0.00
January 2021	2,146,897.65	47,159,349.50	622,541.42	0.00
February 2021	2,085,997.51	46,402,040.13	601,455.73	0.00
March 2021	2,026,783.56	45,656,015.78	581,069.97	0.00
April 2021	1,969,209.90	44,921,114.87	561,361.22	0.00
May 2021	1,913,231.85	44,197,178.02	542,307.34	0.00
June 2021	1,858,805.93	43,484,048.14	523,886.89	0.00
July 2021	1,805,889.85	42,781,570.30	506,079.13	0.00
August 2021	1,754,442.45	42,089,591.75	488,863.98	0.00
September 2021	1,704,423.66	41,407,961.89	472,222.01	0.00
October 2021	1,655,794.50	40,736,532.21	456,134.45	0.00
November 2021	1,608,517.06	40,075,156.30	440,583.10	0.00
December 2021	1,562,554.43	39,423,689.79	425,550.36	0.00
January 2022	1,517,870.70	38,781,990.33	411,019.23	0.00
February 2022	1,474,430.92	38,149,917.58	396,973.22	0.00
March 2022	1,432,201.10	37,527,333.15	383,396.40	0.00
April 2022	1,391,148.15	36,914,100.62	370,273.34	0.00
May 2022	1,351,239.89	36,310,085.45	357,589.14	0.00
June 2022	1,312,445.00	35,715,155.00	345,329.35	0.00
July 2022	1,274,732.99	35,129,178.50	333,480.02	0.00
August 2022	1,238,074.22	34,552,027.01	322,027.62	0.00
September 2022	1,202,439.84	33,983,573.40	310,959.10	0.00
October 2022	1,167,801.77	33,423,692.33	300,261.79	0.00
November 2022	1,134,132.71	32,872,260.20	289,923.47	0.00
December 2022	1,101,406.07	32,329,155.17	279,932.30	0.00
January 2023	1,069,596.00	31,794,257.11	270,276.82	0.00
February 2023	1,038,677.35	31,267,447.57	260,945.96	0.00
March 2023	1,008,625.63	30,748,609.76	251,929.00	0.00
April 2023	979,417.05	30,237,628.55	243,215.57	0.00
May 2023	951,028.41	29,734,390.42	234,795.64	0.00
June 2023	923,437.20	29,238,783.44	226,659.50	0.00
July 2023	896,621.46	28,750,697.26	218,797.77	0.00
August 2023	870,559.88	28,270,023.10	211,201.36	0.00
September 2023	845,231.69	27,796,653.68	203,861.50	0.00
October 2023	820,616.69	27,330,483.25	196,769.68	0.00

<u>Distribution Date</u>	<u>Classes UA and UB (in the aggregate)</u>	<u>Classes UJ, UQ and UT (in the aggregate)</u>	<u>Classes XA and XB (in the aggregate)</u>	<u>Class YA</u>
November 2023	\$ 796,695.24	\$ 26,871,407.55	\$ 189,917.69	\$ 0.00
December 2023	773,448.22	26,419,323.79	183,297.56	0.00
January 2024	750,857.04	25,974,130.61	176,901.62	0.00
February 2024	728,903.60	25,535,728.10	170,722.42	0.00
March 2024	707,570.31	25,104,017.76	164,752.75	0.00
April 2024	686,840.04	24,678,902.45	158,985.67	0.00
May 2024	666,696.15	24,260,286.43	153,414.44	0.00
June 2024	647,122.41	23,848,075.30	148,032.54	0.00
July 2024	628,103.08	23,442,175.99	142,833.67	0.00
August 2024	609,622.82	23,042,496.76	137,811.75	0.00
September 2024	591,666.70	22,648,947.13	132,960.87	0.00
October 2024	574,220.22	22,261,437.93	128,275.35	0.00
November 2024	557,269.27	21,879,881.24	123,749.65	0.00
December 2024	540,800.10	21,504,190.37	119,378.46	0.00
January 2025	524,799.37	21,134,279.88	115,156.61	0.00
February 2025	509,254.08	20,770,065.52	111,079.12	0.00
March 2025	494,151.58	20,411,464.24	107,141.16	0.00
April 2025	479,479.59	20,058,394.15	103,338.07	0.00
May 2025	465,226.15	19,710,774.53	99,665.33	0.00
June 2025	451,379.62	19,368,525.80	96,118.58	0.00
July 2025	437,928.69	19,031,569.51	92,693.61	0.00
August 2025	424,862.35	18,699,828.32	89,386.33	0.00
September 2025	412,169.90	18,373,225.97	86,192.79	0.00
October 2025	399,840.92	18,051,687.32	83,109.19	0.00
November 2025	387,865.28	17,735,138.24	80,131.81	0.00
December 2025	376,233.14	17,423,505.69	77,257.11	0.00
January 2026	364,934.91	17,116,717.65	74,481.63	0.00
February 2026	353,961.27	16,814,703.14	71,802.02	0.00
March 2026	343,303.15	16,517,392.15	69,215.07	0.00
April 2026	332,951.75	16,224,715.70	66,717.66	0.00
May 2026	322,898.49	15,936,605.78	64,306.76	0.00
June 2026	313,135.02	15,652,995.32	61,979.45	0.00
July 2026	303,653.24	15,373,818.24	59,732.93	0.00
August 2026	294,445.26	15,099,009.37	57,564.46	0.00
September 2026	285,503.41	14,828,504.49	55,471.39	0.00
October 2026	276,820.22	14,562,240.27	53,451.20	0.00
November 2026	268,388.44	14,300,154.28	51,501.40	0.00
December 2026	260,201.01	14,042,185.02	49,619.62	0.00
January 2027	252,251.07	13,788,271.80	47,803.54	0.00
February 2027	244,531.95	13,538,354.84	46,050.95	0.00
March 2027	237,037.15	13,292,375.20	44,359.69	0.00
April 2027	229,760.37	13,050,274.77	42,727.68	0.00
May 2027	222,695.46	12,811,996.29	41,152.89	0.00

<u>Distribution Date</u>	<u>Classes UA and UB (in the aggregate)</u>	<u>Classes UJ, UQ and UT (in the aggregate)</u>	<u>Classes XA and XB (in the aggregate)</u>	<u>Class YA</u>
June 2027	\$ 215,836.46	\$ 12,577,483.27	\$ 39,633.40	\$ 0.00
July 2027	209,177.56	12,346,680.08	38,167.31	0.00
August 2027	202,713.11	12,119,531.85	36,752.81	0.00
September 2027	196,437.63	11,895,984.51	35,388.14	0.00
October 2027	190,345.79	11,675,984.73	34,071.60	0.00
November 2027	184,432.38	11,459,479.97	32,801.55	0.00
December 2027	178,692.37	11,246,418.44	31,576.40	0.00
January 2028	173,120.85	11,036,749.08	30,394.61	0.00
February 2028	167,713.04	10,830,421.56	29,254.70	0.00
March 2028	162,464.31	10,627,386.27	28,155.25	0.00
April 2028	157,370.14	10,427,594.30	27,094.85	0.00
May 2028	152,426.16	10,230,997.45	26,072.17	0.00
June 2028	147,628.08	10,037,548.22	25,085.92	0.00
July 2028	142,971.77	9,847,199.76	24,134.84	0.00
August 2028	138,453.20	9,659,905.92	23,217.73	0.00
September 2028	134,068.44	9,475,621.19	22,333.42	0.00
October 2028	129,813.69	9,294,300.73	21,480.78	0.00
November 2028	125,685.23	9,115,900.31	20,658.71	0.00
December 2028	121,679.48	8,940,376.37	19,866.16	0.00
January 2029	117,792.91	8,767,685.96	19,102.11	0.00
February 2029	114,022.14	8,597,786.74	18,365.58	0.00
March 2029	110,363.85	8,430,636.98	17,655.61	0.00
April 2029	106,814.81	8,266,195.55	16,971.28	0.00
May 2029	103,371.91	8,104,421.92	16,311.71	0.00
June 2029	100,032.10	7,945,276.13	15,676.04	0.00
July 2029	96,792.43	7,788,718.79	15,063.43	0.00
August 2029	93,650.02	7,634,711.10	14,473.09	0.00
September 2029	90,602.07	7,483,214.78	13,904.23	0.00
October 2029	87,645.88	7,334,192.13	13,356.12	0.00
November 2029	84,778.79	7,187,605.98	12,828.02	0.00
December 2029	81,998.26	7,043,419.70	12,319.24	0.00
January 2030	79,301.77	6,901,597.19	11,829.11	0.00
February 2030	76,686.91	6,762,102.85	11,356.97	0.00
March 2030	74,151.32	6,624,901.62	10,902.18	0.00
April 2030	71,692.71	6,489,958.94	10,464.15	0.00
May 2030	69,308.85	6,357,240.72	10,042.29	0.00
June 2030	66,997.59	6,226,713.39	9,636.02	0.00
July 2030	64,756.80	6,098,343.86	9,244.80	0.00
August 2030	62,584.46	5,972,099.52	8,868.09	0.00
September 2030	60,478.58	5,847,948.21	8,505.40	0.00
October 2030	58,437.21	5,725,858.26	8,156.21	0.00
November 2030	56,458.50	5,605,798.44	7,820.06	0.00
December 2030	54,540.61	5,487,737.98	7,496.48	0.00

<u>Distribution Date</u>	<u>Classes UA and UB (in the aggregate)</u>	<u>Classes UJ, UQ and UT (in the aggregate)</u>	<u>Classes XA and XB (in the aggregate)</u>	<u>Class YA</u>
January 2031	\$ 52,681.76	\$ 5,371,646.56	\$ 7,185.03	\$ 0.00
February 2031	50,880.25	5,257,494.27	6,885.28	0.00
March 2031	49,134.40	5,145,251.68	6,596.81	0.00
April 2031	47,442.57	5,034,889.74	6,319.22	0.00
May 2031	45,803.19	4,926,379.85	6,052.13	0.00
June 2031	44,214.72	4,819,693.82	5,795.15	0.00
July 2031	42,675.67	4,714,803.85	5,547.93	0.00
August 2031	41,184.59	4,611,682.56	5,310.12	0.00
September 2031	39,740.07	4,510,302.97	5,081.39	0.00
October 2031	38,340.74	4,410,638.48	4,861.40	0.00
November 2031	36,985.27	4,312,662.88	4,649.84	0.00
December 2031	35,672.36	4,216,350.34	4,446.42	0.00
January 2032	34,400.77	4,121,675.42	4,250.83	0.00
February 2032	33,169.27	4,028,613.02	4,062.79	0.00
March 2032	31,976.67	3,937,138.43	3,882.04	0.00
April 2032	30,821.83	3,847,227.28	3,708.31	0.00
May 2032	29,703.62	3,758,855.58	3,541.34	0.00
June 2032	28,620.96	3,671,999.67	3,380.90	0.00
July 2032	27,572.79	3,586,636.24	3,226.73	0.00
August 2032	26,558.08	3,502,742.32	3,078.62	0.00
September 2032	25,575.85	3,420,295.26	2,936.34	0.00
October 2032	24,625.11	3,339,272.77	2,799.68	0.00
November 2032	23,704.93	3,259,652.87	2,668.44	0.00
December 2032	22,814.40	3,181,413.89	2,542.41	0.00
January 2033	21,952.62	3,104,534.49	2,421.41	0.00
February 2033	21,118.74	3,028,993.64	2,305.25	0.00
March 2033	20,311.92	2,954,770.62	2,193.75	0.00
April 2033	19,531.35	2,881,845.00	2,086.74	0.00
May 2033	18,776.23	2,810,196.66	1,984.06	0.00
June 2033	18,045.80	2,739,805.78	1,885.54	0.00
July 2033	17,339.31	2,670,652.81	1,791.03	0.00
August 2033	16,656.05	2,602,718.51	1,700.38	0.00
September 2033	15,995.30	2,535,983.90	1,613.45	0.00
October 2033	15,356.38	2,470,430.30	1,530.10	0.00
November 2033	14,738.64	2,406,039.29	1,450.19	0.00
December 2033	14,141.43	2,342,792.71	1,373.60	0.00
January 2034	13,564.12	2,280,672.71	1,300.20	0.00
February 2034	13,006.10	2,219,661.64	1,229.87	0.00
March 2034	12,466.80	2,159,742.16	1,162.49	0.00
April 2034	11,945.63	2,100,897.17	1,097.96	0.00
May 2034	11,442.04	2,043,109.81	1,036.16	0.00
June 2034	10,955.49	1,986,363.48	977.00	0.00
July 2034	10,485.46	1,930,641.81	920.37	0.00

<u>Distribution Date</u>	<u>Classes UA and UB (in the aggregate)</u>	<u>Classes UJ, UQ and UT (in the aggregate)</u>	<u>Classes XA and XB (in the aggregate)</u>	<u>Class YA</u>
August 2034	\$ 10,031.44	\$ 1,875,928.71	\$ 866.18	\$ 0.00
September 2034	9,592.93	1,822,208.27	814.32	0.00
October 2034	9,169.46	1,769,464.87	764.72	0.00
November 2034	8,760.56	1,717,683.07	717.29	0.00
December 2034	8,365.78	1,666,847.71	671.94	0.00
January 2035	7,984.68	1,616,943.80	628.59	0.00
February 2035	7,616.83	1,567,956.62	587.17	0.00
March 2035	7,261.83	1,519,871.64	547.60	0.00
April 2035	6,919.27	1,472,674.55	509.80	0.00
May 2035	6,588.76	1,426,351.25	473.71	0.00
June 2035	6,269.93	1,380,887.86	439.27	0.00
July 2035	5,962.40	1,336,270.69	406.41	0.00
August 2035	5,665.83	1,292,486.27	375.06	0.00
September 2035	5,379.87	1,249,521.32	345.16	0.00
October 2035	5,104.18	1,207,362.75	316.66	0.00
November 2035	4,838.43	1,165,997.68	289.51	0.00
December 2035	4,582.32	1,125,413.41	263.65	0.00
January 2036	4,335.53	1,085,597.43	239.02	0.00
February 2036	4,097.78	1,046,537.43	215.58	0.00
March 2036	3,868.76	1,008,221.27	193.28	0.00
April 2036	3,648.21	970,636.99	172.08	0.00
May 2036	3,435.84	933,772.80	151.92	0.00
June 2036	3,231.40	897,617.12	132.77	0.00
July 2036	3,034.64	862,158.51	114.59	0.00
August 2036	2,845.30	827,385.72	97.33	0.00
September 2036	2,663.14	793,287.64	80.97	0.00
October 2036	2,487.93	759,853.36	65.45	0.00
November 2036	2,319.45	727,072.12	50.75	0.00
December 2036	2,157.47	694,933.31	36.84	0.00
January 2037	2,001.79	663,426.50	23.67	0.00
February 2037	1,852.19	632,541.39	11.22	0.00
March 2037	1,708.48	602,267.87	0.00	0.00
April 2037	1,570.47	572,595.95	0.00	0.00
May 2037	1,437.95	543,515.80	0.00	0.00
June 2037	1,310.76	515,017.75	0.00	0.00
July 2037	1,188.72	487,092.25	0.00	0.00
August 2037	1,071.65	459,729.92	0.00	0.00
September 2037	959.39	432,921.50	0.00	0.00
October 2037	851.78	406,657.89	0.00	0.00
November 2037	748.66	380,930.10	0.00	0.00
December 2037	649.88	355,729.32	0.00	0.00
January 2038	555.29	331,046.82	0.00	0.00
February 2038	464.75	306,874.03	0.00	0.00

<u>Distribution Date</u>	<u>Classes UA and UB (in the aggregate)</u>	<u>Classes UJ, UQ and UT (in the aggregate)</u>	<u>Classes XA and XB (in the aggregate)</u>	<u>Class YA</u>
March 2038	\$ 378.12	\$ 283,202.52	\$ 0.00	\$ 0.00
April 2038	295.28	260,023.96	0.00	0.00
May 2038	216.08	237,330.17	0.00	0.00
June 2038	140.41	215,113.08	0.00	0.00
July 2038	68.14	193,364.75	0.00	0.00
August 2038	0.00	172,077.35	0.00	0.00
September 2038	0.00	151,243.19	0.00	0.00
October 2038	0.00	130,854.66	0.00	0.00
November 2038	0.00	110,904.31	0.00	0.00
December 2038	0.00	91,384.77	0.00	0.00
January 2039	0.00	72,288.80	0.00	0.00
February 2039	0.00	53,609.26	0.00	0.00
March 2039	0.00	35,339.12	0.00	0.00
April 2039	0.00	17,471.48	0.00	0.00
May 2039 and thereafter	0.00	0.00	0.00	0.00

Underlying Certificates

Trust Asset Group	Issuer	Series	Class	Issue Date	CUSIP Number	Interest Rate	Interest Type(1)	Final Distribution Date	Principal Type(1)	Original Principal or Notional Balance of Class	Underlying Certificate Factor(2)	Principal or Notional Balance in the Trust	Percentage of Class in Trust	Approximate Weighted Average Coupon of Mortgage Loans	Approximate Weighted Average Remaining Term to Maturity of Mortgage Loans (in months)	Approximate Weighted Average Loan Age of Mortgage Loans (in months)	Ginnie Mae I or II
3	Ginnie Mae	2009-040	AC(3)	June 30, 2009	38374YDW6	4.50%	FIX	June 2039	SUP	\$ 60,371,503	1.00000000	\$ 60,371,503	100%	4.857%	358	1	II
3	Ginnie Mae	2009-040	CX(3)	June 30, 2009	38374VCB3	4.50	FIX	June 2039	SUP	74,724,803	1.00000000	74,724,803	100	4.868	358	1	II
5	Ginnie Mae	2009-029	PF(3)	May 29, 2009	38374UQZ7	(4)	FLT	September 2038	PAC I/AD	110,429,788	0.99533714	109,914,869	100	6.051	348	10	II
5	Ginnie Mae	2009-029	PS(3)	May 29, 2009	38374URAI	(4)	INV/IO	September 2038	NTL (PAC I/AD)	110,429,788	0.99533714	109,914,869	100	6.051	348	10	II

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

(2) Underlying Certificate Factors are as of July 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 Document, excerpts of which are attached as Exhibit B to this Supplement.

Exhibit B

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



\$1,300,366,584

Government National Mortgage Association

GINNIE MAE®

Guaranteed REMIC Pass-Through Securities
and MX Securities

Ginnie Mae REMIC Trust 2009-040

The Securities

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

The Ginnie Mae Guaranty

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

The Trust and its Assets

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

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

See "Risk Factors" beginning on page S-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 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)
Security Group 1						
PE	\$ 75,000,000	4.50%	PAC/AD	FIX	38374VAA7	June 2039
PI	18,750,000	6.00	NTL (PAC/AD)	FIX/IO	38374VAB5	June 2039
Z	7,189,079	6.00	SUP	FIX/Z	38374VAC3	June 2039
Security Group 2						
BC	500,000,000	3.50	PAC I	FIX	38374VAD1	September 2036
BI	111,111,111	4.50	NTL (PAC I)	FIX/IO	38374VAE9	September 2036
C	4,000,000	4.50	SUP	FIX	38374VAF6	June 2039
DA	26,137,000	4.50	SUP	FIX	38374VAG4	April 2038
DB	8,638,000	4.50	PAC II	FIX	38374VAH2	June 2039
DC	3,864,000	4.50	SUP	FIX	38374VAJ8	July 2038
DE	11,361,000	4.50	SUP	FIX	38374VAK5	June 2039
GA	2,532,659	4.50	PAC II	FIX	38374VAL3	April 2039
GB	866,558	4.50	PAC II	FIX	38374VAM1	June 2039
GO	263,158	0.00	SUP	PO	38374VAN9	June 2039
GT(1)	9,177,277	4.75	SUP	FIX	38374VAP4	April 2038
LP	40,000,000	5.00	PAC I	FIX	38374VAQ2	June 2039
OG	802,247	0.00	SUP	PO	38374VAR0	June 2039
OP(1)	3,932,885	0.00	SUP	PO	38374VAS8	June 2039
PO	4,444,445	0.00	PAC I	PO	38374VAT6	June 2039
ST	43,056	(5)	SUP	INV/DLY	38374VAU3	June 2039
SU	399,802	(5)	SUP	INV/DLY	38374VAV1	June 2039
TF	1,107,142	(5)	SUP	FLT/DLY	38374VLF4	June 2039
TQ	3,450,000	5.00	SUP	FIX	38374VAW9	June 2039
WB(1)	45,287,644	4.50	PAC I	FIX	38374VAX7	July 2037
WC(1)	80,392,514	4.50	PAC I	FIX	38374VAY5	June 2039
XC(1)	38,334,954	5.00	SUP	FIX	38374VAZ2	March 2038
XD(1)	21,425,255	5.00	SUP	FIX	38374VBA6	June 2039
XE(1)	12,567,238	4.50	PAC II	FIX	38374VBB4	April 2039
XG(1)	6,688,474	4.50	PAC II	FIX	38374VBC2	June 2039
XH(1)	7,804,535	4.75	PAC II	FIX	38374VBD0	June 2039
XJ(1)	81,899	4.75	PAC II	FIX	38374VBE8	June 2039
YC	38,997,049	4.50	SUP	FIX	38374VBF5	June 2037
YD(1)	20,803,583	4.50	SUP	FIX	38374VBG3	March 2038
YE(1)	34,936,212	4.50	SUP	FIX	38374VBH1	June 2039
YO(1)	3,145,275	0.00	SUP	PO	38374VBJ7	June 2039
Security Group 3						
AB	150,000,000	4.50	PAC I	FIX	38374VBK4	March 2039
AD	4,565,995	4.50	PAC I	FIX	38374VBL2	June 2039
AO(1)	3,177,448	0.00	SUP	PO	38374VBM0	June 2039
HX(1)	6,404,734	4.75	PAC II	FIX	38374VBN8	June 2039
WO(1)	2,517,257	0.00	SUP	PO	38374VBP3	June 2039
WQ(1)	8,631,734	5.00	SUP	FIX	38374VBQ1	April 2038
WX(1)	22,619,492	5.00	SUP	FIX	38374VBR9	July 2037
WY(1)	16,576,650	5.00	SUP	FIX	38374VBS7	June 2039
YH(1)	444,188	4.75	PAC II	FIX	38374VBT5	June 2039
Security Group 4						
DX(1)	4,984,463	4.50	SC/PAC	FIX	38374VBU2	May 2039
EX(1)	12,890,706	4.50	SC/PAC	FIX	38374VBV0	May 2039
T	1,270,929	4.50	SC/SUP	FIX	38374VBW8	May 2039
XB(1)	52,610,048	4.50	SC/PAC	FIX	38374V BX6	May 2039
Residual						
RR	0	NPR	0.00	NPR	38374VBY4	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.

Goldman, Sachs & Co.

Loop Capital Markets, LLC

The date of this Offering Circular Supplement is June 23, 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: Goldman, Sachs & Co.

Co-Sponsor: Loop Capital Markets, LLC

Trustee: Wells Fargo Bank, N.A.

Tax Administrator: The Trustee

Closing Date: June 30, 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 July 2009.

Trust Assets:

<u>Trust Asset Group</u>	<u>Trust Asset Type</u>	<u>Certificate Rate</u>	<u>Original Term To Maturity (in years)</u>
1	Ginnie Mae II	6.0%	30
2	Ginnie Mae II	4.5%	30
3	Ginnie Mae II	4.5%	30
4	Underlying Certificate	(1)	(1)

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

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

Assumed Characteristics of the Mortgage Loans Underlying the Group 1, 2 and 3 Trust Assets¹:

<u>Principal Balance²</u>	<u>Weighted Average Remaining Term to Maturity (in months)</u>	<u>Weighted Average Loan Age (in months)</u>	<u>Weighted Average Mortgage Rate³</u>
Group 1 Trust Assets			
\$82,189,079	348	12	6.50%
Group 2 Trust Assets			
\$931,483,861	358	2	5.00%
Group 3 Trust Assets			
\$214,937,498	357	3	5.00%

¹ As of June 1, 2009.

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

³ The Mortgage Loans underlying the Group 1, 2 and 3 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, 2 and 3 Trust Assets will differ from the weighted averages shown above, perhaps significantly. See “*The Trust Assets — The Mortgage Loans*” in this Supplement. See Exhibit A to this Supplement for certain information regarding the characteristics of the Mortgage Loans included in the Underlying Trust.

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

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

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

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

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

Class	Interest Rate Formula(1)	Initial Interest Rate(2)	Minimum Rate	Maximum Rate	Delay (in days)	LIBOR for Minimum Interest Rate
AF	LIBOR + 1.25%	1.56000000%	1.25%	7.00000000%	0	0.00%
AS	12.13888833% – (LIBOR x 2.11111095)	11.48444394%	0.00%	12.13888833%	0	5.75%
BF	LIBOR + 1.30%	1.61000000%	1.30%	7.00000000%	0	0.00%
BS	12.03333278% – (LIBOR x 2.11111095)	11.37888839%	0.00%	12.03333278%	0	5.70%
CF	LIBOR + 1.35%	1.66000000%	1.35%	7.00000000%	0	0.00%
CS	11.92777724% – (LIBOR x 2.11111095)	11.27333285%	0.00%	11.92777724%	0	5.65%
DF	LIBOR + 1.40%	1.71000000%	1.40%	7.00000000%	0	0.00%
DS	11.82222169% – (LIBOR x 2.11111095)	11.16777730%	0.00%	11.82222169%	0	5.60%
EF	LIBOR + 1.45%	1.76000000%	1.45%	7.00000000%	0	0.00%
ES	11.71666614% – (LIBOR x 2.11111095)	11.06222175%	0.00%	11.71666614%	0	5.55%
GF	LIBOR + 1.50%	1.81000000%	1.50%	7.00000000%	0	0.00%
GS	11.61111059% – (LIBOR x 2.11111095)	10.95666620%	0.00%	11.61111059%	0	5.50%
ST	143.99791377% – (LIBOR x 25.71388834)	9.00000000%	0.00%	9.00000000%	19	5.60%
SU	14.53843952% – (LIBOR x 2.76922658)	13.65228701%	0.00%	14.53843952%	19	5.25%
TF	LIBOR + 1.40%	1.72000000%	1.40%	7.00000000%	19	0.00%

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

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

SECURITY GROUP 1

A percentage of the Group 1 Principal Distribution Amount will be applied to the Trustee Fee, and the remainder of the Group 1 Principal Distribution Amount (the “Group 1 Adjusted Principal Distribution Amount”) and the Z Accrual Amount will be allocated in the following order of priority:

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

SECURITY GROUP 2

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

1. To the Group 2 PAC I Classes, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, allocated in the following order of priority:

- a. Sequentially, to BC and WB, in that order, until retired
- b. Concurrently, to PO, LP and WC, pro rata, until retired
2. Concurrently, as follows:
 - a. 19.1307552610% in the following order of priority:
 - i. To DB, until reduced to its Scheduled Principal Balance for that Distribution Date
 - ii. Sequentially, to DA, DC and DE, in that order, until retired
 - iii. To DB, without regard to its Scheduled Principal Balance, until retired
 - b. 43.6152738083% in the following order of priority:
 - i. Sequentially, to XE and XG, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
 - ii. Sequentially, to YC, YD and YE, in that order, until retired
 - iii. Sequentially, to XE and XG, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired
 - c. 7.1326721474% in the following order of priority:
 - i. Sequentially, to GA and GB, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
 - ii. Concurrently, as follows:
 - A. 94.7368383071% in the following order of priority:
 1. To GT, until retired
 2. Concurrently, to GO, TF, TQ, ST and SU, pro rata, until retired

- B. 5.2631616929% to OG, until retired
 - iii. Sequentially, to GA and GB, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired
 - d. 3.0352416290%, concurrently, to C and OP, pro rata, until retired
 - e. 27.0860571543% in the following order of priority:
 - i. Sequentially, to XH and XJ, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
 - ii. Concurrently, as follows:
 - A. 94.9999987283%, sequentially, to XC and XD, in that order, until retired
 - B. 5.0000012717% to YO, until retired
 - iii. Sequentially, to XH and XJ, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired
3. To the Group 2 PAC I Classes, in the same order and priority described in step 1., but without regard to their Aggregate Scheduled Principal Balance, until retired

SECURITY GROUP 3

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

- 1. Sequentially, to AB and AD, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
- 2. Concurrently, as follows:
 - a. 94.7368413206% in the following order of priority:
 - i. Sequentially, to HX and YH, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
 - ii. Concurrently, as follows:
 - A. 94.9999993048%, sequentially, to WX, WQ and WY, in that order, until retired
 - B. 5.0000006952% to WO, until retired
 - iii. Sequentially, to HX and YH, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired
 - b. 5.2631586794% to AO, until retired
- 3. Sequentially, to AB and AD, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

SECURITY GROUP 4

The Group 4 Principal Distribution Amount will be allocated in the following order of priority:

- 1. Sequentially, to XB, DX and EX, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
- 2. To T, until retired

3. Sequentially, to XB, DX and EX, 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>Structuring Ranges</u>
PAC I Classes	
AB and AD (in the aggregate)	100% PSA through 250% PSA
BC, LP, PO, WB and WC (in the aggregate).	100% PSA through 250% PSA
PAC II Classes	
DB	120% PSA through 250% PSA
GA and GB (in the aggregate)	120% PSA through 248% PSA
HX and YH (in the aggregate)	114% PSA through 251% PSA
XE and XG (in the aggregate)	120% PSA through 251% PSA
XH and XJ (in the aggregate)	113% PSA through 251% PSA
PAC Classes	
DX, EX and XB (in the aggregate)	100% PSA through 250% PSA
PE.	750% PSA through 900% 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 Approximately</u>
BI . .	\$111,111,111	22.2222222222% of BC (PAC I Class)
EI . .	1,432,300	11.1111111111% of EX (SC/PAC Class)
HI . .	5,031,960	11.1111111111% of WB (PAC I Class)
IH . .	2,311,509	11.1111111111% of YD (SUP Class)
IJ . . .	1,529,546	16.6666666667% of GT (SUP Class)
IW . .	959,081	11.1111111111% of WQ (SUP Class)
JL . . .	3,881,801	11.1111111111% of YE (SUP Class)
LI . .	8,518,878	22.2222222222% of XC (SUP Class)
NI . .	1,986,129	11.1111111111% of DX and EX (in the aggregate) (SC/PAC Classes)
PI . .	18,750,000	25% of PE (PAC/AD Class)
QI . .	8,932,501	11.1111111111% of WC (PAC I Class)
WI . .	2,513,276	11.1111111111% of WX (SUP Class)
XI . .	1,841,850	11.1111111111% of WY (SUP Class)
YI . .	3,472,358	11.1111111111% of WQ and WX (in the aggregate) (SUP Classes)

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

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

Available Combinations(1)

REMIC Securities		MX Securities						
Class	Original Class Principal Balance	Related MX Class	Maximum Original Class or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Security Group 2								
Combination 1								
XE	\$12,567,238	YA	\$19,255,712	PAC II	4.50%	FIX	38374VBZ1	June 2039
XG	6,688,474							
Combination 2								
XH	\$ 7,804,535	NY	\$ 7,886,434	PAC II	4.75%	FIX	38374VCA5	June 2039
XJ	81,899							
Combination 3								
OP	\$ 3,932,885	CX	\$74,724,803	SUP	4.50%	FIX	38374VCB3	June 2039
XC	38,334,954							
XD	21,425,255							
XH	7,804,535							
XJ	81,899							
YO	3,145,275							
Combination 4								
OP	\$ 3,932,885	XO	\$ 7,078,160	SUP	0.00%	PO	38374VCC1	June 2039
YO	3,145,275							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 5(6)								
WC	\$80,392,514	QA	\$80,392,514	PAC I	4.00%	FIX	38374VCD9	June 2039
		QB	80,392,514	PAC I	4.50	FIX	38374VCE7	June 2039
		QC	72,353,262	PAC I	5.00	FIX	38374VCF4	June 2039
		QD	65,775,693	PAC I	5.50	FIX	38374VCG2	June 2039
		QE	60,294,385	PAC I	6.00	FIX	38374VCH0	June 2039
		QG	55,656,355	PAC I	6.50	FIX	38374VCJ6	June 2039
		QH	51,680,901	PAC I	7.00	FIX	38374VCK3	June 2039
		QI	8,932,501	NTL (PAC I)	4.50	FIX/IO	38374VCL1	June 2039
		QO	28,711,613	PAC I	0.00	PO	38374VCM9	June 2039
Combination 6(6)								
WB	\$45,287,644	HA	\$45,287,644	PAC I	4.00%	FIX	38374VCN7	July 2037
		HB	45,287,644	PAC I	4.50	FIX	38374VCP2	July 2037
		HC	40,758,879	PAC I	5.00	FIX	38374VCQ0	July 2037
		HD	37,053,526	PAC I	5.50	FIX	38374VCR8	July 2037
		HI	5,031,960	NTL (PAC I)	4.50	FIX/IO	38374VCS6	July 2037
		HO	8,234,118	PAC I	0.00	PO	38374VCT4	July 2037
Combination 7(6)								
YD	\$20,803,583	HE	\$20,803,583	SUP	4.00%	FIX	38374VCU1	March 2038
		HG	20,803,583	SUP	4.50	FIX	38374VCV9	March 2038
		HJ	18,723,224	SUP	5.00	FIX	38374VCW7	March 2038
		HK	17,021,113	SUP	5.50	FIX	38374VCX5	March 2038
		IH	2,311,509	NTL (SUP)	4.50	FIX/IO	38374VCY3	March 2038
		OH	3,782,470	SUP	0.00	PO	38374VCZ0	March 2038

REMIC Securities		MX Securities						
Class	Original Class Principal Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 8(6)								
YE	\$34,936,212	JA	\$34,936,212	SUP	4.00%	FIX	38374VDA4	June 2039
		JB	34,936,212	SUP	4.50	FIX	38374VDB2	June 2039
		JC	31,442,590	SUP	5.00	FIX	38374VDC0	June 2039
		JD	28,584,173	SUP	5.50	FIX	38374VDD8	June 2039
		JI	3,881,801	NTL (SUP)	4.50	FIX/IO	38374VDE6	June 2039
		JO	6,352,039	SUP	0.00	PO	38374VDF3	June 2039
Combination 9(6)								
GT	\$ 9,177,277	IJ	\$ 1,529,546	NTL (SUP)	4.50%	FIX/IO	38374VDG1	April 2038
		JE	9,177,277	SUP	4.00	FIX	38374VDH9	April 2038
		JG	9,177,277	SUP	4.50	FIX	38374VDJ5	April 2038
		JH	8,718,413	SUP	5.00	FIX	38374VDK2	April 2038
		JK	7,925,830	SUP	5.50	FIX	38374VDL0	April 2038
		OJ	1,251,447	SUP	0.00	PO	38374VDM8	April 2038
Combination 10(6)								
XC	\$38,334,954	LA	\$38,334,954	SUP	4.00%	FIX	38374VDN6	March 2038
		LB	38,334,954	SUP	4.50	FIX	38374VDP1	March 2038
		LC	38,334,954	SUP	5.00	FIX	38374VDQ9	March 2038
		LD	34,849,958	SUP	5.50	FIX	38374VDR7	March 2038
		LI	8,518,878	NTL (SUP)	4.50	FIX/IO	38374VDS5	March 2038
		LO	3,484,996	SUP	0.00	PO	38374VDT3	March 2038
Security Group 3								
Combination 11								
WQ	\$ 8,631,734	WM	\$31,251,226	SUP	5.00%	FIX	38374VDU0	April 2038
WX	22,619,492							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 12								
AO	\$ 3,177,448	OW	\$ 5,694,705	SUP	0.00%	PO	38374VDV8	June 2039
WO	2,517,257							
Combination 13								
AO	\$ 3,177,448	AC	\$60,371,503	SUP	4.50%	FIX	38374VDW6	June 2039
HX	6,404,734							
WO	2,517,257							
WQ	8,631,734							
WX	22,619,492							
WY	16,576,650							
YH	444,188							
Combination 14								
HX	\$ 6,404,734	HY	\$ 6,848,922	PAC II	4.75%	FIX	38374VDX4	June 2039
YH	444,188							
Combination 15(6)								
WX	\$22,619,492	WH	\$22,619,492	SUP	4.50%	FIX	38374VDY2	July 2037
		WI	2,513,276	NTL (SUP)	4.50	FIX/IO	38374VDZ9	July 2037
		WJ	22,619,492	SUP	4.75	FIX	38374VEA3	July 2037
Combination 16(6)								
WQ	\$ 8,631,734	IW	\$ 959,081	NTL (SUP)	4.50%	FIX/IO	38374VEB1	April 2038
		WK	8,631,734	SUP	4.50	FIX	38374VEC9	April 2038
		WL	8,631,734	SUP	4.75	FIX	38374VED7	April 2038

REMIC Securities		MX Securities						
Class	Original Class Principal Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 17(6)								
WY	\$16,576,650	OX	\$ 789,365	SUP	0.00%	PO	38374VEE5	June 2039
		WN	16,576,650	SUP	4.50	FIX	38374VEF2	June 2039
		WP	16,576,650	SUP	4.75	FIX	38374VEG0	June 2039
		WT	16,576,650	SUP	5.00	FIX	38374VEH8	June 2039
		WU	15,787,285	SUP	5.25	FIX	38374VEJ4	June 2039
		XI	1,841,850	NTL (SUP)	4.50	FIX/IO	38374VEK1	June 2039
Combination 18(6)								
WQ	\$ 8,631,734	WD	\$31,251,226	SUP	4.75%	FIX	38374VEL9	April 2038
WX	22,619,492	WV	31,251,226	SUP	4.50	FIX	38374VEM7	April 2038
		YI	3,472,358	NTL (SUP)	4.50	FIX/IO	38374VEN5	April 2038
Combination 19								
WO	\$ 2,517,257	AF	\$34,162,768	SUP	(5)	FLT	38374VEP0	June 2039
WQ	8,631,734	AS	16,182,365	SUP	(5)	INV	38374VEQ8	June 2039
WX	22,619,492							
WY	16,576,650							
Combination 20								
WO	\$ 2,517,257	BF	\$34,162,768	SUP	(5)	FLT	38374VER6	June 2039
WQ	8,631,734	BS	16,182,365	SUP	(5)	INV	38374VES4	June 2039
WX	22,619,492							
WY	16,576,650							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 21								
WO	\$ 2,517,257	CF	\$34,162,768	SUP	(5)	FLT	38374VET2	June 2039
WQ	8,631,734	CS	16,182,365	SUP	(5)	INV	38374VEU9	June 2039
WX	22,619,492							
WY	16,576,650							
Combination 22								
WO	\$ 2,517,257	DF	\$34,162,768	SUP	(5)	FLT	38374VEV7	June 2039
WQ	8,631,734	DS	16,182,365	SUP	(5)	INV	38374VEW5	June 2039
WX	22,619,492							
WY	16,576,650							
Combination 23								
WO	\$ 2,517,257	EF	\$34,162,768	SUP	(5)	FLT	38374VEX3	June 2039
WQ	8,631,734	ES	16,182,365	SUP	(5)	INV	38374VEY1	June 2039
WX	22,619,492							
WY	16,576,650							
Combination 24								
WO	\$ 2,517,257	GF	\$34,162,768	SUP	(5)	FLT	38374VEZ8	June 2039
WQ	8,631,734	GS	16,182,365	SUP	(5)	INV	38374VFA2	June 2039
WX	22,619,492							
WY	16,576,650							
Security Group 4								
Combination 25								
DX	\$ 4,984,463	XP	\$70,485,217	SC/PAC	4.50%	FIX	38374VFB0	May 2039
EX	12,890,706							
XB	52,610,048							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 26(6)								
EX	\$12,890,706	EA	\$12,890,706	SC/PAC	4.00%	FIX	38374VFC8	May 2039
		EB	12,890,706	SC/PAC	4.25	FIX	38374VFD6	May 2039
		EC	12,890,706	SC/PAC	4.50	FIX	38374VFE4	May 2039
		ED	12,212,247	SC/PAC	4.75	FIX	38374VFF1	May 2039
		EG	11,601,635	SC/PAC	5.00	FIX	38374VFG9	May 2039
		EH	11,049,176	SC/PAC	5.25	FIX	38374VFH7	May 2039
		EI	1,432,300	NTL (SC/PAC)	4.50	FIX/IO	38374VFL8	May 2039
		EJ	10,546,941	SC/PAC	5.50	FIX	38374VFJ3	May 2039
		EO	2,343,765	SC/PAC	0.00	PO	38374VFK0	May 2039
Combination 27(6)								
DX	\$ 4,984,463	NA	\$17,875,169	SC/PAC	4.00%	FIX	38374VFM6	May 2039
EX	12,890,706	NB	17,875,169	SC/PAC	4.50	FIX	38374VFN4	May 2039
		NC	16,087,652	SC/PAC	5.00	FIX	38374VFP9	May 2039
		ND	14,625,138	SC/PAC	5.50	FIX	38374Vfq7	May 2039
		NI	1,986,129	NTL (SC/PAC)	4.50	FIX/IO	38374VFR5	May 2039
		NO	3,250,031	SC/PAC	0.00	PO	38374VFS3	May 2039

(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 5, 6, 7, 8, 9, 10, 15, 16, 17, 18, 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.



\$1,687,317,861

Government National Mortgage Association

GINNIE MAE[®]

Guaranteed REMIC Pass-Through Securities
and MX Securities

Ginnie Mae REMIC Trust 2009-029

The Securities

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

The Ginnie Mae Guaranty

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

The Trust and its Assets

The Trust will own Ginnie Mae Certificates.

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)
Security Group 1						
AG	\$ 99,594,221	4.00%	SEQ	FIX	38374UMX6	December 2033
AI	11,066,024	4.50	NTL (SEQ)	FIX/IO	38374UMY4	December 2033
B	50,000,000	4.50	SEQ	FIX	38374UMZ1	May 2039
Security Group 2						
WA(1)	9,785,715	4.50	SEQ	FIX	38374UNA5	April 2034
WB	1,000,000	4.00	SEQ	FIX	38374UNB3	May 2039
WC	2,250,000	5.00	SEQ	FIX	38374UNC1	May 2039
WD	625,000	4.00	SEQ	FIX	38374UND9	January 2037
WE	625,000	4.00	SEQ	FIX	38374UNE7	May 2039
Security Group 3						
CB	100,000,000	4.50	SEQ	FIX	38374UNF4	May 2039
CN(1)	182,240,122	4.50	SEQ	FIX	38374UNG2	February 2032
CP(1)	35,220,196	4.50	SEQ	FIX	38374UNH0	April 2034
Security Group 4						
CZ	52,652,430	5.50	SUP	FIX/Z	38374UNJ6	May 2039
GF(1)	110,429,788	(5)	PAC I/AD	FLT	38374UNK3	September 2038
GS(1)	110,429,788	(5)	NTL (PAC I/AD)	INV/IO	38374UNL1	September 2038
PB	23,090,481	4.75	PAC I	FIX	38374UNM9	May 2039
PC	1,115,452	7.00	PAC I	FIX/Z	38374UNN7	May 2039
PL	200,000,000	4.75	PAC I	FIX	38374UNP2	June 2038
YA(1)	82,180,204	5.50	PAC II/AD	FIX	38374UNQ0	May 2039
Security Group 5						
KA	13,159,293	4.50	SUP	FIX	38374UNR8	October 2037
KB	3,026,000	4.50	SUP	FIX	38374UNS6	March 2038
KC	1,622,000	4.50	SUP	FIX	38374UNT4	June 2038
KD	3,675,000	4.50	SUP	FIX	38374UNU1	May 2039
KE	3,686,000	4.50	PAC II	FIX	38374UNV9	May 2039
KL	1,467,000	4.00	SUP	FIX	38374UNW7	May 2039
KM	1,467,000	5.00	SUP	FIX	38374UNX5	May 2039
LA(1)	31,456,221	4.50	PAC I	FIX	38374UNY3	July 2032
LB(1)	11,900,965	4.50	PAC I	FIX	38374UNZ0	November 2034
LC(1)	10,947,653	4.50	PAC I	FIX	38374UPA3	October 2036
LD(1)	9,075,051	4.50	PAC I	FIX	38374UPB1	March 2038
LE(1)	2,985,870	4.50	PAC I	FIX	38374UPC9	August 2038
LG(1)	5,531,947	4.50	PAC I	FIX	38374UPD7	May 2039
Security Group 6						
NA(1)	119,857,421	4.50	PAC I	FIX	38374UPE5	November 2031
NB	16,313,626	4.50	PAC I	FIX	38374UPF2	May 2039
NC(1)	40,896,727	4.50	PAC I	FIX	38374UPG0	June 2036
ND(1)	34,744,491	4.50	PAC I	FIX	38374UPH8	January 2038
NE(1)	10,934,926	4.50	PAC I	FIX	38374UPJ4	July 2038
NG(1)	21,061,906	4.50	PAC I	FIX	38374UPK1	May 2039
NH	25,000,000	4.00	PAC I	FIX	38374UPL9	June 2034
NI	2,777,777	4.50	NTL (PAC I)	FIX/IO	38374UPM7	June 2034
NJ(1)	45,093,725	4.50	PAC I	FIX	38374UPN5	June 2034
NY(1)	57,893,658	4.50	PAC II/AD	FIX	38374UPP0	May 2039
NZ	50,000,000	4.50	TAC/AD	FIX/Z	38374UPQ8	May 2039
ZN	14,712,772	4.50	SUP	FIX/Z	38374UPR6	May 2039
Security Group 7						
FT(1)	120,000,000	(5)	PT	FLT	38374UPS4	May 2039
PZ	11,812,518	4.50	SUP	FIX/Z	38374UPT2	May 2039
ST(1)	120,000,000	(5)	NTL (PT)	INV/IO	38374UPU9	May 2039
TA(1)	67,859,598	4.50	PAC/AD	FIX	38374UPV7	March 2039
ZP	327,884	4.50	PAC/AD	FIX/Z	38374UPW5	May 2039
Residual						
RR	0	NPR	0.00	NPR	38374UPX3	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 “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.

Goldman, Sachs & Co.

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: Goldman, Sachs & Co.

Co-Sponsor: Loop Capital Markets, LLC

Trustee: Wells Fargo Bank, N.A.

Tax Administrator: The Trustee

Closing Date: May 29, 2009

Distribution Dates: For the Group 1, 2, 3, 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 June 2009. For the Group 6 and 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 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	5.5%	30
5	Ginnie Mae II	4.5%	30
6	Ginnie Mae I	4.5%	30
7	Ginnie Mae I	6.0%	30

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

Assumed Characteristics of the Mortgage Loans Underlying the Trust Assets¹:

<u>Principal Balance²</u>	<u>Weighted Average Remaining Term to Maturity (in months)</u>	<u>Weighted Average Loan Age (in months)</u>	<u>Weighted Average Mortgage Rate³</u>
Group 1 Trust Assets			
\$149,594,221	358	1	5.02%
Group 2 Trust Assets			
\$ 14,285,715	357	3	5.02%
Group 3 Trust Assets			
\$317,460,318	357	3	5.02%
Group 4 Trust Assets			
\$469,468,355	358	2	5.95%
Group 5 Trust Assets			
\$100,000,000	357	3	5.02%
Group 6 Trust Assets			
\$436,509,252	357	3	5.00%
Group 7 Trust Assets			
\$200,000,000	350	10	6.50%

¹ As of May 1, 2009.

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

³ The Mortgage Loans underlying the Group 1, 2, 3, 4 and 5 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, 2, 3, 4 and 5 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 front cover of this Supplement or on Schedule I to this Supplement.

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

<u>Class</u>	<u>Interest Rate Formula(1)</u>	<u>Initial Interest Rate(2)</u>	<u>Minimum Rate</u>	<u>Maximum Rate</u>	<u>Delay (in days)</u>	<u>LIBOR for Minimum Interest Rate</u>
CF	LIBOR + 0.55%	0.93%	0.55%	7.00%	0	0.00%
CS	6.45% – LIBOR	6.07%	0.00%	6.45%	0	6.45%
DF	LIBOR + 0.60%	0.98%	0.60%	7.00%	0	0.00%
DS	6.40% – LIBOR	6.02%	0.00%	6.40%	0	6.40%
EF	LIBOR + 0.65%	1.03%	0.65%	7.00%	0	0.00%
ES	6.35% – LIBOR	5.97%	0.00%	6.35%	0	6.35%
FL	LIBOR + 0.65%	1.03%	0.65%	7.00%	0	0.00%
FM	LIBOR + 0.60%	0.98%	0.60%	7.00%	0	0.00%
FN	LIBOR + 0.70%	1.08%	0.70%	7.00%	0	0.00%
FT	LIBOR + 0.75%	1.13%	0.75%	7.00%	0	0.00%
GF	LIBOR + 0.70%	1.08%	0.70%	7.00%	0	0.00%
GS	6.30% – LIBOR	5.92%	0.00%	6.30%	0	6.30%
PF	LIBOR + 0.50%	0.88%	0.50%	7.00%	0	0.00%
PS	6.50% – LIBOR	6.12%	0.00%	6.50%	0	6.50%
SL	6.35% – LIBOR	5.97%	0.00%	6.35%	0	6.35%
SM	6.40% – LIBOR	6.02%	0.00%	6.40%	0	6.40%
SN	6.30% – LIBOR	5.92%	0.00%	6.30%	0	6.30%
ST	6.25% – LIBOR	5.87%	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 sequentially, to AG and B, 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 WA, until retired

2. Concurrently, as follows:

- a. 72.2222222222% concurrently, to WB and WC, pro rata, until retired
- b. 27.7777777778% sequentially, to WD and WE, in that order, until retired

SECURITY GROUP 3

The Group 3 Principal Distribution Amount will be allocated sequentially, to CN, CP and CB, in that order, until retired

SECURITY GROUP 4

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

- The CZ Accrual Amount in the following order of priority:
 1. To YA, until reduced to its Scheduled Principal Balance for that Distribution Date
 2. To CZ, until retired
- The PC Accrual Amount, sequentially, to GF and PC, in that order, until retired
- The Group 4 Principal Distribution Amount in the following order of priority:
 1. To the Group 4 PAC I Classes, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, concurrently, as follows:
 - a. 66.6666667663% sequentially, to PL and PB, in that order, until retired
 - b. 33.3333332337% sequentially, to GF and PC, in that order, until retired
 2. To YA, until reduced to its Scheduled Principal Balance for that Distribution Date
 3. To CZ, until retired
 4. To YA, without regard to its Scheduled Principal Balance, until retired
 5. To the Group 4 PAC I Classes, in the same manner and priority described in step 1., but without regard to their Aggregate Scheduled Principal Balance, until retired

SECURITY GROUP 5

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

1. Sequentially, to LA, LB, LC, LD, LE and LG, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
2. To KE, until reduced to its Scheduled Principal Balance for that Distribution Date
3. Sequentially, to KA, KB and KC, in that order, until retired
4. Concurrently, to KD, KL and KM, pro rata, until retired

5. To KE, without regard to its Scheduled Principal Balance, until retired
6. Sequentially, to LA, LB, LC, LD, LE and LG, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

SECURITY GROUP 6

The Group 6 Principal Distribution Amount and the NZ and ZN Accrual Amounts will be allocated as follows:

- The NZ Accrual Amount in the following order of priority:
 1. To NY, until reduced to its Scheduled Principal Balance for that Distribution Date
 2. To NZ, until retired
- The ZN Accrual Amount in the following order of priority:
 1. To NY and NZ, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:
 - a. To NY, until reduced to its Scheduled Principal Balance for that Distribution Date
 - b. To NZ, until retired
 - c. To NY, without regard to its Scheduled Principal Balance, until retired
 2. To ZN, until retired
- The Group 6 Principal Distribution Amount in the following order of priority:
 1. To the Group 6 PAC I Classes, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, concurrently, as follows:
 - a. 13.1612789387% sequentially, to NH and NB, in that order, until retired
 - b. 86.8387210613% sequentially, to NA, NJ, NC, ND, NE and NG, in that order, until retired
 2. To NY and NZ, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:
 - a. To NY, until reduced to its Scheduled Principal Balance for that Distribution Date
 - b. To NZ, until retired
 - c. To NY, without regard to its Scheduled Principal Balance, until retired
 3. To ZN, until retired
 4. To NY and NZ, in the same manner and priority described in step 2., but without regard to their Aggregate Scheduled Principal Balance, until retired
 5. To the Group 6 PAC I Classes in the same manner and priority described in step 1., but without regard to their Aggregate Scheduled Principal Balance, until retired

SECURITY GROUP 7

The Group 7 Principal Distribution Amount and the PZ and ZP Accrual Amounts will be allocated as follows:

- The ZP Accrual Amount, sequentially, to TA and ZP, in that order, until retired

- The PZ Accrual Amount in the following order of priority:
 1. Sequentially, to TA and ZP, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
 2. To PZ, until retired
- The Group 7 Principal Distribution Amount, concurrently, as follows:
 1. 60% to FT, until retired
 2. 40% in the following order of priority:
 - a. Sequentially, to TA and ZP, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
 - b. To PZ, until retired
 - c. Sequentially, to TA and ZP, 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 or Rate:

	<u>Structuring Ranges or Rate</u>
PAC I Classes	
LA, LB, LC, LD, LE and LG (in the aggregate)	100% PSA through 250% PSA
NA, NB, NC, ND, NE, NG, NH and NJ (in the aggregate)	100% PSA through 250% PSA
GF, PB, PC and PL (in the aggregate)	100% PSA through 250% PSA
PAC II Classes	
KE	115% PSA through 250% PSA
NY*	126% PSA through 200% PSA
YA	180% PSA through 250% PSA
PAC Classes	
TA and ZP (in the aggregate)	400% PSA through 575% PSA
PAC II and TAC Classes	
NY and NZ (in the aggregate)	161% PSA

* The initial Effective Range is 176% PSA through 205% PSA.

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

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

<u>Class</u>	<u>Original Class Notional Balance</u>	<u>Represents Approximately</u>
AI	\$ 11,066,024	11.1111111111% of AG (SEQ Class)
CI	72,486,772	33.3333333333% of CN and CP (in the aggregate) (SEQ Classes)
CS	110,429,788	100% of GF (PAC I/AD Class)
DS	110,429,788	100% of GF (PAC I/AD Class)
ES	110,429,788	100% of GF (PAC I/AD Class)
GI	3,649,217	33.3333333333% of LC (PAC I Class)
GS	110,429,788	100% of GF (PAC I/AD Class)
IC	60,746,707	33.3333333333% of CN (SEQ Class)
IG	3,025,017	33.3333333333% of LD (PAC I Class)
IJ	995,290	33.3333333333% of LE (PAC I Class)
IL	14,452,395	33.3333333333% of LA and LB (in the aggregate) (PAC I Classes)
IN	39,952,473	33.3333333333% of NA (PAC I Class)
IQ	11,581,497	33.3333333333% of ND (PAC I Class)
IU	3,644,975	33.3333333333% of NE (PAC I Class)
IV	7,020,635	33.3333333333% of NG (PAC I Class)
JI	1,229,321	22.2222222222% of LG (PAC I Class)
LI	10,485,407	33.3333333333% of LA (PAC I Class)
NI	2,777,777	11.1111111111% of NH (PAC I Class)
PS	110,429,788	100% of GF (PAC I/AD Class)
QI	54,983,715	33.3333333333% of NA and NJ (in the aggregate) (PAC I Classes)
SL	120,000,000	100% of FT (PT Class)
SM	120,000,000	100% of FT (PT Class)
SN	120,000,000	100% of FT (PT Class)
ST	120,000,000	100% of FT (PT Class)
TI	16,964,899	25% of TA (PAC/AD Class)
VI	19,297,886	33.3333333333% of NY (PAC II/AD Class)
WI	3,261,905	33.3333333333% of WA (SEQ Class)
YI	37,354,638	45.4545454545% of YA (PAC II/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.

Available Combinations(1)

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Security Group 2								
Combination 1(6)								
WA	\$ 9,785,715	WH	\$ 9,785,715	SEQ	3.00%	FIX	38374UPY1	April 2034
		WI	3,261,905	NTL (SEQ)	4.50	FIX/IO	38374UPZ8	April 2034
		WK	9,785,715	SEQ	3.25	FIX	38374UQA2	April 2034
		WL	9,785,715	SEQ	3.50	FIX	38374UQB0	April 2034
		WM	9,785,715	SEQ	3.75	FIX	38374UQC8	April 2034
		WN	9,785,715	SEQ	4.00	FIX	38374UQD6	April 2034
		WP	9,785,715	SEQ	4.25	FIX	38374UQE4	April 2034
Security Group 3								
Combination 2(6)								
CN	\$182,240,122	CA	\$217,460,318	SEQ	4.50%	FIX	38374UQF1	April 2034
CP	35,220,196	CD	217,460,318	SEQ	3.00	FIX	38374UQG9	April 2034
		CE	217,460,318	SEQ	3.25	FIX	38374UQH7	April 2034
		CG	217,460,318	SEQ	3.50	FIX	38374UQJ3	April 2034
		CH	217,460,318	SEQ	3.75	FIX	38374UQK0	April 2034
		CI	72,486,772	NTL (SEQ)	4.50	FIX/IO	38374UQL8	April 2034
		CK	217,460,318	SEQ	4.00	FIX	38374UQM6	April 2034
		CL	217,460,318	SEQ	4.25	FIX	38374UQN4	April 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(6)								
CN	\$182,240,122	CQ	\$182,240,122	SEQ	3.00%	FIX	38374UQP9	February 2032
		CT	182,240,122	SEQ	3.50	FIX	38374UQQ7	February 2032
		CU	182,240,122	SEQ	4.00	FIX	38374UQR5	February 2032
		IC	60,746,707	NTL (SEQ)	4.50	FIX/IO	38374UQS3	February 2032
Security Group 4								
Combination 4								
GF	\$110,429,788	CF	\$110,429,788	PAC I/AD	(5)	FLT	38374UQT1	September 2038
GS	110,429,788	CS	110,429,788	NTL (PAC I/AD)	(5)	INV/IO	38374UQU8	September 2038
Combination 5								
GF	\$110,429,788	DF	\$110,429,788	PAC I/AD	(5)	FLT	38374UQV6	September 2038
GS	110,429,788	DS	110,429,788	NTL (PAC I/AD)	(5)	INV/IO	38374UQW4	September 2038
Combination 6								
GF	\$110,429,788	EF	\$110,429,788	PAC I/AD	(5)	FLT	38374UQX2	September 2038
GS	110,429,788	ES	110,429,788	NTL (PAC I/AD)	(5)	INV/IO	38374UQY0	September 2038
Combination 7								
GF	\$110,429,788	PF	\$110,429,788	PAC I/AD	(5)	FLT	38374UQZ7	September 2038
GS	110,429,788	PS	110,429,788	NTL (PAC I/AD)	(5)	INV/IO	38374URAI	September 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 8(6)								
YA	\$ 82,180,204	PU	\$ 82,180,204	PAC II/AD	4.00%	FIX	38374URB9	May 2039
		PV	82,180,204	PAC II/AD	3.50	FIX	38374URC7	May 2039
		PW	82,180,204	PAC II/AD	3.00	FIX	38374URD5	May 2039
		PX	82,180,204	PAC II/AD	4.50	FIX	38374URE3	May 2039
		PY	82,180,204	PAC II/AD	5.00	FIX	38374URF0	May 2039
		YI	37,354,638	NTL (PAC II/AD)	5.50	FIX/IO	38374URG8	May 2039
Security Group 5								
Combination 9(6)								
LA	\$ 31,456,221	LI	\$ 10,485,407	NTL (PAC I)	4.50%	FIX/IO	38374URH6	July 2032
		IJ	31,456,221	PAC I	3.00	FIX	38374URJ2	July 2032
		LK	31,456,221	PAC I	3.50	FIX	38374URK9	July 2032
		LM	31,456,221	PAC I	4.00	FIX	38374URL7	July 2032
Combination 10(6)								
LA	\$ 31,456,221	IL	\$ 14,452,395	NTL (PAC I)	4.50%	FIX/IO	38374URM5	November 2034
LB	11,900,965	LH	43,357,186	PAC I	4.50	FIX	38374URN3	November 2034
		LN	43,357,186	PAC I	3.00	FIX	38374URP8	November 2034
		LP	43,357,186	PAC I	3.50	FIX	38374URQ6	November 2034
		LQ	43,357,186	PAC I	4.00	FIX	38374URR4	November 2034
Combination 11(6)								
LC	\$ 10,947,653	G	\$ 10,947,653	PAC I	3.50%	FIX	38374URS2	October 2036
		GA	10,947,653	PAC I	3.00	FIX	38374URT0	October 2036
		GC	10,947,653	PAC I	4.00	FIX	38374URU7	October 2036
		GI	3,649,217	NTL (PAC I)	4.50	FIX/IO	38374URV5	October 2036

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(6)								
LD	\$ 9,075,051	GE	\$ 9,075,051	PAC I	3.00%	FIX	38374URW3	March 2038
		GH	9,075,051	PAC I	3.50	FIX	38374URX1	March 2038
		GJ	9,075,051	PAC I	4.00	FIX	38374URY9	March 2038
		IG	3,025,017	NTL (PAC I)	4.50	FIX/IO	38374URZ6	March 2038
Combination 13(6)								
LE	\$ 2,985,870	GL	\$ 2,985,870	PAC I	3.00%	FIX	38374USA0	August 2038
		GM	2,985,870	PAC I	3.50	FIX	38374USB8	August 2038
		GN	2,985,870	PAC I	4.00	FIX	38374USC6	August 2038
		IJ	995,290	NTL (PAC I)	4.50	FIX/IO	38374USD4	August 2038
Combination 14(6)								
LG	\$ 5,531,947	GQ	\$ 5,531,947	PAC I	3.50%	FIX	38374USE2	May 2039
		GT	5,531,947	PAC I	4.00	FIX	38374USF9	May 2039
		JJ	1,229,321	NTL (PAC I)	4.50	FIX/IO	38374USG7	May 2039
Combination 15								
LA	\$ 31,456,221	L	\$ 71,897,707	PAC I	4.50%	FIX	38374USH5	May 2039
LB	11,900,965							
LC	10,947,653							
LD	9,075,051							
LE	2,985,870							
LG	5,531,947							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 16								
LC	\$ 10,947,653	GU	\$ 28,540,521	PAC I	4.50%	FIX	38374USK8	May 2039
LD	9,075,051							
LE	2,985,870							
LG	5,531,947							
Combination 17								
LB	\$ 11,900,965	GW	\$ 40,441,486	PAC I	4.50%	FIX	38374USL6	May 2039
LC	10,947,653							
LD	9,075,051							
LE	2,985,870							
LG	5,531,947							
Security Group 6								
Combination 18(6)								
NA	\$119,857,421	IN	\$ 39,952,473	NTL (PAC D)	4.50%	FIX/IO	38374USM4	November 2031
		NK	119,857,421	PAC I	3.00	FIX	38374USN2	November 2031
		NL	119,857,421	PAC I	3.50	FIX	38374USP7	November 2031
		NM	119,857,421	PAC I	4.00	FIX	38374USQ5	November 2031
Combination 19(6)								
NA	\$119,857,421	NP	\$164,951,146	PAC I	4.50%	FIX	38374USR3	June 2034
NJ	45,093,725	NQ	164,951,146	PAC I	3.00	FIX	38374USS1	June 2034
		NT	164,951,146	PAC I	3.50	FIX	38374UST9	June 2034
		NU	164,951,146	PAC I	4.00	FIX	38374USU6	June 2034
		QI	54,983,715	NTL (PAC D)	4.50	FIX/IO	38374USV4	June 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 20(6)								
ND	\$ 34,744,491	IQ	\$ 11,581,497	NTL (PAC D)	4.50%	FIX/IO	38374USW2	January 2038
		NW	34,744,491	PAC I	3.00	FIX	38374USX0	January 2038
		NX	34,744,491	PAC I	3.50	FIX	38374USY8	January 2038
		QA	34,744,491	PAC I	4.00	FIX	38374USZ5	January 2038
Combination 21(6)								
NE	\$ 10,934,926	IU	\$ 3,644,975	NTL (PAC D)	4.50%	FIX/IO	38374UTA9	July 2038
		QE	10,934,926	PAC I	3.00	FIX	38374UTB7	July 2038
		QG	10,934,926	PAC I	3.50	FIX	38374UTC5	July 2038
		QH	10,934,926	PAC I	4.00	FIX	38374UTD3	July 2038
Combination 22(6)								
NG	\$ 21,061,906	IV	\$ 7,020,635	NTL (PAC D)	4.50%	FIX/IO	38374UTE1	May 2039
		QJ	21,061,906	PAC I	3.00	FIX	38374UTF8	May 2039
		QK	21,061,906	PAC I	3.50	FIX	38374UTG6	May 2039
		QL	21,061,906	PAC I	4.00	FIX	38374UTH4	May 2039
Combination 23								
NC	\$ 40,896,727	QM	\$ 152,731,775	PAC I	4.50%	FIX	38374UTJ0	May 2039
ND	34,744,491							
NE	10,934,926							
NG	21,061,906							
NJ	45,093,725							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 24								
NC	\$ 40,896,727	QN	\$107,638,050	PAC I	4.50%	FIX	38374UTK7	May 2039
ND	34,744,491							
NE	10,934,926							
NG	21,061,906							
Combination 25(6)								
NY	\$ 57,893,658	QP	\$ 57,893,658	PAC II/AD	3.00%	FIX	38374UTL5	May 2039
		QT	57,893,658	PAC II/AD	3.50	FIX	38374UTM3	May 2039
		QU	57,893,658	PAC II/AD	4.00	FIX	38374UTN1	May 2039
		VI	19,297,886	NTL (PAC II/AD)	4.50	FIX/IO	38374UTP6	May 2039
Combination 26								
NE	\$ 10,934,926	QW	\$ 31,996,832	PAC I	4.50%	FIX	38374UTQ4	May 2039
NG	21,061,906							
Security Group 7								
Combination 27(6)								
TA	\$ 67,859,598	TB	\$ 67,859,598	PAC/AD	3.00%	FIX	38374UTR2	March 2039
		TC	67,859,598	PAC/AD	3.50	FIX	38374UTS0	March 2039
		TD	67,859,598	PAC/AD	4.00	FIX	38374UTT8	March 2039
		TI	16,964,899	NTL (PAC/AD)	6.00	FIX/IO	38374UTU5	March 2039
Combination 28								
FT	\$120,000,000	FM	\$120,000,000	PT	(5)	FLT	38374UTV3	May 2039
ST	120,000,000	SM	120,000,000	NTL (PT)	(5)	INV/IO	38374UTW1	May 2039
Combination 29								
FT	\$120,000,000	FN	\$120,000,000	PT	(5)	FLT	38374UTX9	May 2039
ST	120,000,000	SN	120,000,000	NTL (PT)	(5)	INV/IO	38374UTY7	May 2039

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 30								
FT	\$120,000,000	FL	\$120,000,000	PT	(5)	FLT	38374UTZ4	May 2039
ST	120,000,000	SL	120,000,000	NTL (PT)	(5)	INV/IO	38374UUA7	May 2039

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

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

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

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

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

(6) In the case of Combinations 1, 2, 3, 8, 9, 10, 11, 12, 13, 14, 18, 19, 20, 21, 22, 25 and 27, various subcombinations are permitted. See "Description of the Securities — Modification and Exchange" in the Base Offering Circular for a discussion of subcombinations.



\$1,602,043,045

**Government National
Mortgage Association**

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**Guaranteed REMIC
Pass-Through Securities
and MX Securities
Ginnie Mae REMIC Trust 2009-050**

OFFERING CIRCULAR SUPPLEMENT
July 23, 2009

**Goldman, Sachs & Co.
Loop Capital Markets LLC**