



\$1,629,520,440

**Government National Mortgage Association
GINNIE MAE®**

**Guaranteed REMIC Pass-Through Securities
and MX Securities
Ginnie Mae REMIC Trust 2009-057**

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						
FA	\$100,000,000	(5)	PT	FLT	38374VRR2	July 2039
NA(1)	53,350,000	5.00%	PAC I	FIX	38374VRS0	May 2039
NB	1,751,000	5.00	PAC I	FIX	38374VRT8	July 2039
QA	19,713,000	5.00	PAC II	FIX	38374VRU5	July 2039
SA	100,000,000	(5)	NTL (PT)	INV/IO	38374VRV3	July 2039
UA	14,686,000	5.00	SUP	FIX	38374VRW1	July 2039
UF	7,500,000	(5)	SUP	FLT/DLY	38374VRX9	July 2039
US	3,000,000	(5)	SUP	INV/DLY	38374VRY7	July 2039
Security Group 2						
CA	250,000,000	4.50	SEQ	FIX	38374VRZ4	September 2036
CB	62,500,000	5.00	SEQ	FIX	38374VSA8	July 2039
CI	25,000,000	5.00	NTL (SEQ)	FIX/IO	38374VSB6	September 2036
Security Group 3						
BA	401,098,000	2.25	SC/PAC I	FIX	38374VSC4	June 2039
BI	220,603,900	5.00	NTL (SC/PAC I)	FIX/IO	38374VSD2	June 2039
DF	4,500,000	(5)	SC/SUP/SEQ/AD	FLT/DLY	38374VSE0	June 2039
DS	1,800,000	(5)	SC/SUP/SEQ/AD	INV/DLY	38374VSF7	June 2039
QB	11,862,000	5.00	SC/SCH/AD	FIX	38374VSG5	June 2039
QI(1)	19,283,400	5.00	NTL (SC/PAC II/AD)	FIX/IO	38374VSH3	June 2039
QJ(1)	19,283,400	5.00	NTL (SC/PAC III/AD)	FIX/IO	38374VSJ9	June 2039
QK(1)	96,417,000	4.00	SC/PAC II/AD	FIX	38374VSK6	June 2039
QL(1)	96,417,000	4.00	SC/PAC III/AD	FIX	38374VSL4	June 2039
QZ	7,000	5.00	SC/CPT/PAC II/SCH/SEQ	FIX/Z	38374VSM2	June 2039
VA(1)	52,092,626	5.00	SC/TAC/SUP/AD	FIX	38374VSN0	February 2022
VB(1)	8,200,000	5.00	SC/TAC/SUP/AD	FIX	38374VSP5	June 2039
ZQ	60,000,000	5.00	SC/SUP/SEQ	FIX/Z	38374VSQ3	June 2039
Security Group 4						
FB	3,500,000	(5)	SUP	FLT/DLY	38374VSR1	July 2039
PE	20,000,000	5.00	PAC I	FIX	38374VSS9	April 2038
PG	22,886,747	5.00	PAC I	FIX	38374VST7	July 2039
PI(1)	43,743,421	5.00	NTL (PAC I)	FIX/IO	38374VSU4	February 2037
PQ(1)	145,811,406	3.50	PAC I	FIX	38374VSV2	February 2037
SB	3,500,000	(5)	SUP	INV/DLY	38374VSW0	July 2039
SQ	11,500,000	(5)	SUP	INV/DLY	38374V SX8	July 2039
W	422,138	5.00	SUP	FIX	38374VSY6	July 2039
WA	15,000,000	5.00	SUP	FIX	38374V SZ3	April 2038
WB	3,000,000	5.00	SUP	FIX	38374VTA7	July 2039
WF	16,220,576	(5)	SUP	FLT/DLY	38374VTB5	July 2039
WQ	4,968,853	5.00	PAC II	FIX	38374VTC3	July 2039
WS	3,510,288	(5)	SUP	INV/DLY	38374VTD1	July 2039
Security Group 5						
GA	71,629,000	2.25	SC/PAC I	FIX	38374VTE9	May 2039
GI	32,233,050	5.00	NTL (SC/PAC I)	FIX/IO	38374VTF6	May 2039
KA	34,692,000	4.50	SC/PAC II/AD	FIX	38374VTG4	May 2039
KB	18,810,000	4.50	SC/SCH/AD	FIX	38374VTH2	May 2039
KC	9,170,806	4.50	SC/SUP/SEQ/AD	FIX	38374VTJ8	May 2039
KZ	5,000	4.50	SC/CPT/PAC II/SCH/SEQ	FIX/Z	38374VTK5	May 2039
Residual						
RR	0	0.00	NPR	NPR	38374VTL3	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: Citigroup Global Markets Inc.

Co-Sponsor: Utendahl Capital Partners, L.P.

Trustee: Wells Fargo Bank, N.A.

Tax Administrator: The Trustee

Closing Date: July 30, 2009

Distribution Dates: For the Group 1 and 3 Securities, the 16th day of each month or, if the 16th day is not a Business Day, the first Business Day thereafter, commencing in August 2009. For the Group 2, 4 and 5 Securities, the 20th day of each month or, if the 20th day is not a Business Day, the first Business Day thereafter, commencing in 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 I	6.0%	30
2	Ginnie Mae II	5.0%	30
3	Underlying Certificate	(1)	(1)
4	Ginnie Mae II	5.0%	30
5	Underlying Certificate	(1)	(1)

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

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

<u>Principal Balance²</u>	<u>Weighted Average Remaining Term to Maturity (in months)</u>	<u>Weighted Average Loan Age (in months)</u>	<u>Weighted Average Mortgage Rate³</u>
Group 1 Trust Assets			
\$200,000,000	350	10	6.500%
Group 2 Trust Assets			
\$312,500,000	358	2	5.325%
Group 4 Trust Assets			
\$250,320,008	356	3	5.400%

¹ As of July 1, 2009.

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

³ The Mortgage Loans underlying the Group 2 and 4 Trust Assets may bear interest at rates ranging from 0.25% to 1.50% per annum above the related Certificate Rate.

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

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

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

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

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

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

<u>Class</u>	<u>Interest Rate Formula(1)</u>	<u>Initial Interest Rate(2)</u>	<u>Minimum Rate</u>	<u>Maximum Rate</u>	<u>Delay (in days)</u>	<u>LIBOR for Minimum Interest Rate</u>
DF	LIBOR + 1.10%	1.408750%	1.10%	7.00%	15	0.00%
DS	14.75% – (LIBOR x 2.50)	13.978125%	0.00%	14.75%	15	5.90%
FA	LIBOR + 1.00%	1.306250%	1.00%	7.00%	0	0.00%
FB	LIBOR + 1.40%	1.714000%	1.40%	7.00%	19	0.00%
SA	6.00% – LIBOR	5.693750%	0.00%	6.00%	0	6.00%
SB	8.60% – LIBOR	8.286000%	3.00%	8.60%	19	5.60%
SQ	8.00% – (LIBOR x 0.80)	7.748800%	3.00%	8.00%	19	6.25%
UF	LIBOR + 1.30%	1.606250%	1.30%	7.00%	15	0.00%
US	14.25% – (LIBOR x 2.50)	13.484375%	0.00%	14.25%	15	5.70%
WF	LIBOR + 1.25%	1.564000%	1.25%	7.50%	19	0.00%
WS	12.50% – (LIBOR x 2.00)	11.872000%	0.00%	12.50%	19	6.25%

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

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

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

Security Group 1

The Group 1 Principal Distribution Amount will be allocated, concurrently, as follows:

1. 50% to FA, until retired

2. 50% in the following order of priority:

- a. Sequentially, to NA and NB, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
- b. To QA, until reduced to its Scheduled Principal Balance for that Distribution Date
- c. Concurrently, to UA, UF and US, pro rata, until retired
- d. To QA, without regard to its Scheduled Principal Balance, until retired
- e. Sequentially, to NA and NB, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

Security Group 2

A percentage of the Group 2 Principal Distribution Amount will be applied to the Trustee Fee, and the remainder of the Group 2 Principal Distribution Amount (the “Group 2 Adjusted Principal Distribution Amount”) will be allocated sequentially, to CA and CB, in that order, until retired

Security Group 3

The Group 3 Principal Distribution Amount and the QZ1, QZ2, QZ3, QZ4 and ZQ Accrual Amounts will be allocated as follows:

- The QZ1 Accrual Amount in the following order of priority:
 1. Concurrently, to QK and QL, pro rata, until retired
 2. To QZ1, until retired
- The QZ2 Accrual Amount, sequentially, to QB and QZ2, in that order, until retired
- The QZ3 Accrual Amount in the following order of priority:
 1. Concurrently, to DF and DS, pro rata, until retired
 2. To QZ3, until retired
- The QZ4 Accrual Amount, sequentially, to VB and QZ4, in that order, until retired
- The ZQ Accrual Amount sequentially, to VA, VB and ZQ, in that order, until retired
- The Group 3 Principal Distribution Amount in the following order of priority:
 1. To BA, until reduced to its Scheduled Principal Balance for that Distribution Date
 2. To QK, QL and QZ1, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:
 - a. To QK, until reduced to its Scheduled Principal Balance for that Distribution Date
 - b. To QL, until retired
 - c. To QK, without regard to its Scheduled Principal Balance, until retired
 - d. To QZ1, until retired
 3. Concurrently, until the aggregate Principal Balance of Classes DF, DS, QB, VA, VB and ZQ and Components QZ2, QZ3 and QZ4 has been reduced to \$9,324,163.16:
 - a. 86.8811848616% in the following order of priority:
 - i. Concurrently, to VA and VB, pro rata, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
 - ii. Concurrently, to VA and ZQ, pro rata, until retired
 - iii. To VB, until retired

- b. 13.1188151384% in the following order of priority:
 - i. Sequentially, to QB and QZ2, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
 - ii. Concurrently, to DF and DS, pro rata, until the aggregate Principal Balance of Classes DF and DS and Component QZ3 has been reduced to \$630,100.00
 - iii. Sequentially, to QB and QZ2, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired
- 4. To QK and QL, until the aggregate Principal Balance of Classes QK and QL and Component QZ1 has been reduced to \$4,820,950.00, in the following order of priority:
 - a. To QK, until reduced to its Scheduled Principal Balance for that Distribution Date
 - b. To QL, until retired
 - c. To QK, without regard to its Scheduled Principal Balance, until retired
- 5. To BA, without regard to its Scheduled Principal Balance, until retired
- 6. To QK, QL and QZ1 in the same manner and priority described in step 2, but without regard to their Aggregate Scheduled Principal Balance, until retired
- 7. Concurrently, as follows:
 - a. 86.8811848616% in the following order of priority:
 - i. Concurrently, to VA and VB, pro rata, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
 - ii. Concurrently, to VA and ZQ, pro rata, until retired
 - iii. Sequentially, to VB and QZ4, in that order, until retired
 - b. 13.1188151384% in the following order of priority:
 - i. Sequentially, to QB and QZ2, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
 - ii. Concurrently, to DF and DS, pro rata, until the aggregate Principal Balance of Classes DF and DS and Component QZ3 has been reduced to \$630,100.00
 - iii. Sequentially, to QB and QZ2, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired
 - iv. Concurrently, to DF and DS, pro rata, until retired
 - v. To QZ3, until retired

Security Group 4

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

- 1. Sequentially, to PQ, PE and PG, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
- 2. To WQ, until reduced to its Scheduled Principal Balance for that Distribution Date
- 3. Concurrently, as follows:
 - a. 55.8717117938% concurrently, to SQ, W, WF and WS, pro rata, until retired
 - b. 44.1282882062% in the following order of priority:
 - i. To WA, until retired
 - ii. Concurrently, to FB, SB and WB, pro rata, until retired
- 4. To WQ, without regard to its Scheduled Principal Balance, until retired

5. Sequentially, to PQ, PE and PG, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

Security Group 5

The Group 5 Principal Distribution Amount and the KZ1, KZ2 and KZ3 Accrual Amounts will be allocated as follows:

- The KZ1 Accrual Amount, sequentially, to KA and KZ1, in that order, until retired
- The KZ2 Accrual Amount, sequentially, to KB and KZ2, in that order, until retired
- The KZ3 Accrual Amount, sequentially, to KC and KZ3, in that order, until retired
- The Group 5 Principal Distribution Amount in the following order of priority:
 1. To GA, until reduced to its Scheduled Principal Balance for that Distribution Date
 2. Sequentially, to KA and KZ1, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
 3. Sequentially, to KB and KZ2, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
 4. To KC, until the aggregate Principal Balance of Class KC and Component KZ3 has been reduced to \$917,180.60
 5. To KB, until the aggregate Principal Balance of Class KB and Component KZ2 has been reduced to \$940,600.00
 6. To KA, until the aggregate Principal Balance of Class KA and Component KZ1 has been reduced to \$867,350.00
 7. To GA, without regard to its Scheduled Principal Balance, until retired
 8. Sequentially, to KA and KZ1, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired
 9. Sequentially, to KB and KZ2, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired
 10. Sequentially, to KC and KZ3, 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 Rates:

<u>Class or Component</u>	<u>Structuring Ranges or Rate</u>
PAC I Classes	
BA**	142% PSA through 400% PSA
GA	140% PSA through 400% PSA
NA and NB (in the aggregate)	100% PSA through 400% PSA
PE, PG and PQ (in the aggregate)	115% PSA through 250% PSA
PAC II and PAC III Classes and Components	
KA and KZ1 (in the aggregate)**	140% PSA through 230% PSA
QA	200% PSA through 400% PSA
QK, QL and QZ1 (in the aggregate)****	142% PSA through 215% PSA
QK*	142% PSA through 225% PSA
WQ	124% PSA through 250% PSA
Scheduled Classes and Components	
KB and KZ2 (in the aggregate)*	200% PSA through 230% PSA
QB and QZ2 (in the aggregate)*	193% PSA through 225% PSA
TAC Classes	
VA and VB (in the aggregate)*	142% PSA

* No Effective Range or Rate.

** The initial Effective Range is 144% PSA through 412% PSA.

*** The initial Effective Range is 140% PSA through 225% PSA.

**** The initial Effective Range is 146% PSA through 217% 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>
BI	\$220,603,900	55% of BA (SC/PAC I Class)
CI	\$ 25,000,000	10% of CA (SEQ Class)
GI	\$ 32,233,050	45% of GA (SC/PAC I Class)
HI	\$ 19,283,400	20% of QK (SC/PAC II/AD Class)
	<u>19,283,400</u>	20% of QL (SC/PAC III/AD Class)
	<u>\$ 38,566,800</u>	
NI	\$ 32,010,000	60% of NA (PAC I Class)
PI	\$ 43,743,421	30% of PQ (PAC I Class)
QI	\$ 19,283,400	20% of QK (SC/PAC II/AD Class)
QJ	\$ 19,283,400	20% of QL (SC/PAC III/AD Class)
SA	\$100,000,000	100% of FA (PT Class)

Component Classes: For purposes of calculating distributions of principal and interest, Classes KZ and QZ are comprised of multiple components having the designations and characteristics set forth below. Components are not separately transferable from the related Class of Securities.

<u>Class</u>	<u>Components</u>	<u>Principal Type</u>	<u>Interest Type</u>	<u>Interest Rate</u>	<u>Original Principal Balance</u>
KZ	KZ1	SC/PAC II	FIX/Z	4.50%	\$2,000
	KZ2	SC/SCH	FIX/Z	4.50%	\$2,000
	KZ3	SC/SEQ	FIX/Z	4.50%	\$1,000
QZ	QZ1	SC/PAC II	FIX/Z	5.00%	\$4,000
	QZ2	SC/SCH	FIX/Z	5.00%	\$1,000
	QZ3	SC/SEQ	FIX/Z	5.00%	\$1,000
	QZ4	SC/SEQ	FIX/Z	5.00%	\$1,000

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

The rate of principal payments on the underlying certificates will directly affect the rate of principal payments on and reductions in notional balances of 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 documents, the principal entitlement of the underlying certificates included in trust asset groups 3 and 5 on any payment date is calculated, 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 their principal balance schedules, whether any related supporting classes remain outstanding or whether the underlying certificates otherwise have performed as originally anticipated. Additional information as to the underlying certificates may be obtained by performing an analysis of current principal factors of the underlying certificates in light of applicable information

contained in the related underlying certificate disclosure documents.

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

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

The securities may not be a suitable investment for you. The securities, especially the group 3 and 5 securities and, in particular, the component, support, interest only, inverse floating rate, accrual and residual classes, are not suitable investments for all investors.

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

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

The secondary markets for mortgage-related securities have experienced periods of illiquidity and can be expected to do so in the future. Illiquidity can have a severely adverse effect

on the prices of classes that are especially sensitive to prepayment or interest rate risk or that have been structured to meet the investment requirements of limited categories of investors.

The residual securities may experience significant adverse tax timing consequences. Accordingly, you are urged to consult tax advisors and to consider the after-tax effect of ownership of a residual security and the suitability of the residual securities to your investment objectives. See “*Certain 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 an Underlying Certificates, will evidence, directly or indirectly, Ginnie Mae Certificates.

The Trust MBS (Groups 1, 2 and 4)

The Group 1 Trust Assets are either:

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

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

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

Specific information regarding the characteristics of the Mortgage Loans underlying the Trust MBS is not available. For purposes of this Supplement, certain assumptions have been made regarding the remaining terms to maturity, loan ages and, in the case of the Group 2 and 4 Trust Assets, Mortgage Rates of the Mortgage Loans. However, the actual remaining terms to maturity, loan ages and, in the case of the Group 2 and 4 Trust Assets, Mortgage Rates of many of the Mortgage Loans 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 and Components

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, and Components will be categorized as shown above under “Terms Sheet — Component Classes” in 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.

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
Floating Rate and Inverse Floating Rate Classes other than Delay 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.

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, QZ and ZQ 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, QZ and ZQ 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 and Components

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, and Components will be categorized as shown above under “Terms Sheet — Component Classes” in 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.

Component Classes

Each of Class KZ and QZ is a Component Class and has Components with the designations and characteristics shown under “Terms Sheet — Component Classes” in this Supplement. Components will not be separately issued or transferable.

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 and interest to be distributed to (or interest to be added to the Class Principal Balance of) that Class on the Distribution Date in the current month.
- Investors may obtain current Class Factors on e-Access.

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

Termination

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

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

Modification and Exchange

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

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

In the case of Combination 1, Class NA 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 2009-057. The Trustee may be contacted by telephone at (212) 515-5262 and by fax at (212) 509-1042.

A fee will be payable to the Trustee in connection with each exchange equal to $\frac{1}{32}$ of 1% of the outstanding principal balance (or notional balance) of the Securities surrendered for exchange (but not less than \$2,000 or more than \$25,000); provided, however that no fee will be payable in respect of an interest only security unless all securities involved in the exchange are interest only securities. 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 the underlying certificates will directly affect the rate of principal payments on and reductions in the notional balances of the group 3 and 5 securities” in this Supplement.

Accretion Directed Classes

Classes DF, DS, KA, KB, KC, QB, QK, QL, VA and VB 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 QI and QJ is a Notional Class whose Class Notional Balance is determined by reference to the Class Principal Balance of QK and QL, respectively.

Each of Classes DF, DS, KA, KB, KC, QB, QK, QL, VA and VB has the AD designation in the suffix position, rather than the prefix position, in its class principal type because it does not have principal payment stability through the applicable pricing prepayment assumption. Classes VA and VB will have principal payment stability only through the prepayment rate shown in the table below. Classes DF, DS, KA, KB, KC, QB, QK and QL 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 range, if applicable.

The Accretion Directed Classes are entitled to principal payments in an amount equal to interest accrued on the related Accrual Classes. With respect to the Classes listed in the table below, the Weighted Average Life of each such Class cannot exceed its Weighted Average Life as shown in the following table under any 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 Classes VA and VB shown in the table below, the Class Principal Balance of Class VA would be reduced to zero on, but not before, its Final Distribution Date, the Class Principal Balance of Class VB would be reduced to zero before its Final Distribution Date and the Weighted Average Life of each of these Classes would equal its maximum Weighted Average Life.
- However, the Weighted Average Lives of Classes VA and VB will be reduced, and may be reduced significantly, at prepayment speeds higher than the constant rates shown in the table below. See “Yield, Maturity and Prepayment Considerations — Decrement Tables” in this Supplement.

Accretion Directed Classes

<u>Class</u>	<u>Maximum Weighted Average Life (in Years)</u>	<u>Final Distribution Date</u>	<u>Prepayment Rate at or below</u>
VA	6.9	February 2022	48% PSA
VB	13.2	June 2039	30% PSA

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

Securities that Receive Principal on the Basis of Schedules

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

PAC I Classes

Initial Effective Ranges

BA	144% PSA through 412% PSA
GA	140% PSA through 409% PSA
NA and NB (in the aggregate)	100% PSA through 400% PSA
PE, PG and PQ (in the aggregate)	115% PSA through 250% PSA

PAC II and PAC III Classes and Components

Initial Effective Ranges

KA and KZ1 (in the aggregate)	140% PSA through 225% PSA
QA	200% PSA through 400% PSA
QK, QL and QZ1 (in the aggregate)	146% PSA through 217% PSA
QK	*
WQ	124% PSA through 252% PSA

Scheduled Classes and Components

Initial Effective Ranges

KB and KZ2 (in the aggregate)	*
QB and QZ2 (in the aggregate)	*

TAC Classes

Initial Effective Rate

VA and VB (in the aggregate)	*
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* No Effective Range or Rate.

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

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

There is no assurance that the related Mortgage Loans will have the characteristics assumed in the Modeling Assumptions, which were used to determine the initial Effective Ranges or Rate. If the initial Effective Ranges or Rate were calculated using the actual characteristics of the related Mortgage Loans, the initial Effective Ranges or Rate could differ from those shown in the above tables or an initial Effective Rate might not exist. Therefore, even if the Mortgage Loans were to prepay at a constant rate within the initial Effective Range or at the initial Effective Rate shown for any Class or Component in the above table, that Class or Component 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, Scheduled or TAC Class or Component not to receive Scheduled Payments, even if prepayment rates remain within the initial Effective Range (or if prepayment rates average the Effective Rate), if any, for that Class or Component. Further, the Effective Range for any PAC or Scheduled Class or Component can narrow, shift over time or cease to exist and the Effective Rate for any TAC Class can change or cease to exist depending on the actual characteristics of the related Mortgage Loans.

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

If the related Mortgage Loans prepay at rates that are generally above the Effective Range or Rate for any PAC, Scheduled or TAC Class or Component, its supporting Classes and Components may be retired earlier than that PAC, Scheduled or TAC Class or Component, 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 and 4 Trust Assets have the assumed characteristics shown under “Assumed Characteristics of the Mortgage Loans Underlying the Group 1, 2 and 4

Trust Assets” in the Terms Sheet, except in the case of information set forth under the 0% PSA Prepayment Assumption Rate, for which each Mortgage Loan underlying a Group 1, 2 or 4 Trust Asset is assumed to have an original and a remaining term to maturity of 360 months and each Mortgage Loan underlying a Group 2 or 4 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 and 3 Securities are always received on the 16th day of the month and distributions on the Group 2, 4 and 5 Securities are always received on the 20th 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 Documents.

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

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

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

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

Decrement Tables

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

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

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

The percentages set forth in the following decrement tables have been rounded to the nearest whole percentage (including rounding down to zero).

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

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

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

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

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

Security Group 1 PSA Prepayment Assumption Rates																					
Distribution Date	Classes FA and SA					Classes NA, NG, NH, NI, NJ, NK, NL, NM, NT, NU, NV, NW, NX and NY					Class NB					Class QA					
	0%	100%	300%	400%	600%	0%	100%	300%	400%	600%	0%	100%	300%	400%	600%	0%	100%	300%	400%	600%	
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
July 2010	99	96	89	86	79	98	92	92	92	92	100	100	100	100	100	100	100	100	83	83	83
July 2011	98	89	73	66	52	96	80	80	80	80	100	100	100	100	100	100	100	100	59	59	40
July 2012	96	83	59	49	33	93	67	67	67	58	100	100	100	100	100	100	100	100	38	38	0
July 2013	95	76	48	37	21	91	56	56	56	36	100	100	100	100	100	100	100	100	21	21	0
July 2014	94	71	39	28	13	88	45	45	45	21	100	100	100	100	100	100	100	100	9	9	0
July 2015	92	65	31	21	8	85	35	35	35	12	100	100	100	100	100	100	100	100	1	1	0
July 2016	90	60	25	15	5	82	26	26	26	6	100	100	100	100	100	100	100	100	0	0	0
July 2017	89	55	20	11	3	79	18	18	18	3	100	100	100	100	100	100	100	100	95	0	0
July 2018	87	51	16	8	2	75	13	13	13	1	100	100	100	100	100	100	100	100	87	0	0
July 2019	85	47	13	6	1	71	9	9	9	0	100	100	100	100	72	100	77	0	0	0	0
July 2020	83	43	10	5	1	67	5	5	5	0	100	100	100	100	45	100	65	0	0	0	0
July 2021	80	39	8	3	0	63	3	3	3	0	100	100	100	100	28	100	52	0	0	0	0
July 2022	78	35	6	3	0	59	1	1	1	0	100	100	100	100	17	100	39	0	0	0	0
July 2023	75	32	5	2	0	54	0	0	0	0	100	100	100	100	11	100	25	0	0	0	0
July 2024	73	29	4	1	0	49	0	0	0	0	100	77	77	77	7	100	12	0	0	0	0
July 2025	70	26	3	1	0	43	0	0	0	0	100	56	56	56	4	100	0	0	0	0	0
July 2026	66	23	2	1	0	37	0	0	0	0	100	40	40	40	2	100	0	0	0	0	0
July 2027	63	21	2	1	0	31	0	0	0	0	100	29	29	29	1	100	0	0	0	0	0
July 2028	59	18	1	0	0	24	0	0	0	0	100	21	21	21	1	100	0	0	0	0	0
July 2029	56	16	1	0	0	17	0	0	0	0	100	15	15	15	1	100	0	0	0	0	0
July 2030	52	14	1	0	0	9	0	0	0	0	100	10	10	10	0	100	0	0	0	0	0
July 2031	47	12	1	0	0	1	0	0	0	0	100	7	7	7	0	100	0	0	0	0	0
July 2032	43	10	0	0	0	0	0	0	0	0	5	5	5	5	0	88	0	0	0	0	0
July 2033	38	8	0	0	0	0	0	0	0	0	3	3	3	3	0	63	0	0	0	0	0
July 2034	32	6	0	0	0	0	0	0	0	0	2	2	2	2	0	36	0	0	0	0	0
July 2035	27	5	0	0	0	0	0	0	0	0	1	1	1	1	0	7	0	0	0	0	0
July 2036	21	3	0	0	0	0	0	0	0	0	1	1	1	1	0	0	0	0	0	0	0
July 2037	14	2	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2038	7	0	0	0	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	0
Weighted Average Life (years)	19.6	10.8	5.1	3.9	2.7	13.6	5.0	5.0	5.0	3.6	22.4	17.2	17.2	17.2	11.4	24.4	12.0	2.6	2.6	1.7	

PSA Prepayment Assumption Rates					
Classes UA, UF and US					
Distribution Date	0%	100%	300%	400%	600%
Initial Percent	100	100	100	100	100
July 2010	100	100	87	74	48
July 2011	100	100	69	40	0
July 2012	100	100	56	17	0
July 2013	100	100	48	5	0
July 2014	100	100	44	0	0
July 2015	100	100	42	0	0
July 2016	100	100	38	0	0
July 2017	100	100	34	0	0
July 2018	100	100	30	0	0
July 2019	100	100	26	0	0
July 2020	100	100	22	0	0
July 2021	100	100	19	0	0
July 2022	100	100	16	0	0
July 2023	100	100	13	0	0
July 2024	100	100	11	0	0
July 2025	100	99	9	0	0
July 2026	100	89	7	0	0
July 2027	100	80	6	0	0
July 2028	100	71	4	0	0
July 2029	100	62	3	0	0
July 2030	100	53	3	0	0
July 2031	100	46	2	0	0
July 2032	100	38	1	0	0
July 2033	100	31	1	0	0
July 2034	100	24	1	0	0
July 2035	100	18	0	0	0
July 2036	82	12	0	0	0
July 2037	56	6	0	0	0
July 2038	29	1	0	0	0
July 2039	0	0	0	0	0
Weighted Average Life (years)	28.2	21.8	6.4	1.8	0.9

Security Group 2 PSA Prepayment Assumption Rates										
Distribution Date	Classes CA and CI					Class CB				
	0%	150%	338%	500%	700%	0%	150%	338%	500%	700%
Initial Percent	100	100	100	100	100	100	100	100	100	100
July 2010	99	95	91	88	83	100	100	100	100	100
July 2011	97	86	73	63	51	100	100	100	100	100
July 2012	96	75	53	36	19	100	100	100	100	100
July 2013	94	64	36	17	0	100	100	100	100	100
July 2014	92	55	23	4	0	100	100	100	100	57
July 2015	90	46	12	0	0	100	100	100	79	32
July 2016	88	38	4	0	0	100	100	100	54	18
July 2017	86	31	0	0	0	100	100	90	37	10
July 2018	83	25	0	0	0	100	100	70	25	6
July 2019	81	19	0	0	0	100	100	54	17	3
July 2020	78	14	0	0	0	100	100	42	12	2
July 2021	75	9	0	0	0	100	100	33	8	1
July 2022	72	5	0	0	0	100	100	25	5	1
July 2023	69	1	0	0	0	100	100	19	4	0
July 2024	66	0	0	0	0	100	92	15	2	0
July 2025	62	0	0	0	0	100	80	11	2	0
July 2026	58	0	0	0	0	100	69	8	1	0
July 2027	54	0	0	0	0	100	59	6	1	0
July 2028	49	0	0	0	0	100	51	5	0	0
July 2029	45	0	0	0	0	100	43	4	0	0
July 2030	39	0	0	0	0	100	36	3	0	0
July 2031	34	0	0	0	0	100	30	2	0	0
July 2032	28	0	0	0	0	100	24	1	0	0
July 2033	22	0	0	0	0	100	19	1	0	0
July 2034	15	0	0	0	0	100	15	1	0	0
July 2035	8	0	0	0	0	100	11	0	0	0
July 2036	1	0	0	0	0	100	8	0	0	0
July 2037	0	0	0	0	0	71	5	0	0	0
July 2038	0	0	0	0	0	37	2	0	0	0
July 2039	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	17.3	6.1	3.4	2.6	2.1	28.6	20.0	11.4	8.0	5.8

Security Group 3 PSA Prepayment Assumption Rates																				
Distribution Date	Classes BA and BI					Classes DA, DB, DC, DE, DG, DH, DJ, DL, QI and QK					Classes DF and DS					Classes HA, HB, HC, HD, HE, HF, HG, HI, HJ and QH				
	0%	142%	185%	400%	500%	0%	142%	185%	400%	500%	0%	142%	185%	400%	500%	0%	142%	185%	400%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
July 2010	95	85	85	85	85	100	100	100	100	100	100	100	100	10	10	100	100	100	100	100
July 2011	89	63	63	63	63	100	100	100	100	100	100	100	100	10	10	100	100	100	78	74
July 2012	83	41	41	41	41	100	100	100	78	58	100	100	100	10	10	100	100	100	39	29
July 2013	76	20	20	20	20	100	100	100	33	13	100	100	100	10	10	100	100	100	16	7
July 2014	69	1	1	1	0	100	100	100	10	4	100	100	100	10	10	100	100	100	5	2
July 2015	62	0	0	0	0	100	30	29	0	0	100	100	100	0	0	100	65	64	0	0
July 2016	54	0	0	0	0	100	0	0	0	0	100	100	100	0	0	100	30	30	0	0
July 2017	46	0	0	0	0	100	0	0	0	0	100	100	100	0	0	100	0	0	0	0
July 2018	38	0	0	0	0	100	0	0	0	0	100	100	0	0	0	100	0	0	0	0
July 2019	29	0	0	0	0	100	0	0	0	0	100	34	0	0	0	100	0	0	0	0
July 2020	19	0	0	0	0	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0
July 2021	9	0	0	0	0	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0
July 2022	0	0	0	0	0	94	0	0	0	0	100	0	0	0	0	97	0	0	0	0
July 2023	0	0	0	0	0	47	0	0	0	0	100	0	0	0	0	74	0	0	0	0
July 2024	0	0	0	0	0	0	0	0	0	0	100	0	0	0	0	49	0	0	0	0
July 2025	0	0	0	0	0	0	0	0	0	0	100	0	0	0	0	23	0	0	0	0
July 2026	0	0	0	0	0	0	0	0	0	0	100	0	0	0	0	0	0	0	0	0
July 2027	0	0	0	0	0	0	0	0	0	0	100	0	0	0	0	0	0	0	0	0
July 2028	0	0	0	0	0	0	0	0	0	0	25	0	0	0	0	0	0	0	0	0
July 2029	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2030	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2031	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2032	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2033	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2034	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2035	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2036	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2037	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2038	0	0	0	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)	7.2	2.6	2.6	2.6	2.6	13.9	5.7	5.7	3.7	3.3	18.8	9.9	8.5	1.0	1.0	14.9	6.4	6.4	2.9	2.6

**Security Group 3
PSA Prepayment Assumption Rates**

Distribution Date	Classes LA, LB, LC, LD, LE, LF, LG, LH, QJ and QL					Class QB					Class QZ					Class VA					
	0%	142%	185%	400%	500%	0%	142%	185%	400%	500%	0%	142%	185%	400%	500%	0%	142%	185%	400%	500%	
	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	98	85	72	72	105	105	105	105	105	100	93	84	44	44	44
July 2011	100	100	100	56	47	100	97	64	5	5	110	110	110	110	110	88	86	66	0	0	0
July 2012	100	100	100	0	0	100	97	46	5	5	116	116	116	116	116	81	80	51	0	0	0
July 2013	100	100	100	0	0	100	97	33	5	5	122	122	122	122	122	75	73	40	0	0	0
July 2014	100	100	100	0	0	100	97	24	5	5	128	128	128	128	128	67	66	31	0	0	0
July 2015	100	100	100	0	0	100	97	18	0	0	135	135	135	0	0	60	59	25	0	0	0
July 2016	100	61	59	0	0	100	97	14	0	0	142	142	142	0	0	52	51	21	0	0	0
July 2017	100	0	0	0	0	100	92	6	0	0	149	64	64	0	0	43	37	15	0	0	0
July 2018	100	0	0	0	0	100	27	0	0	0	157	67	0	0	0	35	0	0	0	0	0
July 2019	100	0	0	0	0	100	0	0	0	0	165	45	0	0	0	25	0	0	0	0	0
July 2020	100	0	0	0	0	100	0	0	0	0	173	0	0	0	0	16	0	0	0	0	0
July 2021	100	0	0	0	0	100	0	0	0	0	182	0	0	0	0	6	0	0	0	0	0
July 2022	100	0	0	0	0	100	0	0	0	0	191	0	0	0	0	0	0	0	0	0	0
July 2023	100	0	0	0	0	100	0	0	0	0	201	0	0	0	0	0	0	0	0	0	0
July 2024	97	0	0	0	0	100	0	0	0	0	210	0	0	0	0	0	0	0	0	0	0
July 2025	45	0	0	0	0	100	0	0	0	0	219	0	0	0	0	0	0	0	0	0	0
July 2026	0	0	0	0	0	89	0	0	0	0	95	0	0	0	0	0	0	0	0	0	0
July 2027	0	0	0	0	0	26	0	0	0	0	99	0	0	0	0	0	0	0	0	0	0
July 2028	0	0	0	0	0	0	0	0	0	0	66	0	0	0	0	0	0	0	0	0	0
July 2029	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2030	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2031	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2032	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2033	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2034	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2035	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2036	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2037	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2038	0	0	0	0	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	0
Weighted Average Life (years)	15.9	7.2	7.1	2.1	2.0	17.6	8.5	3.4	1.3	1.3	17.7	8.9	8.2	5.2	5.1	6.9	5.9	3.8	0.9	0.9	0.9

PSA Prepayment Assumption Rates

Distribution Date	Class VB					Class VC					Class ZQ				
	0%	142%	185%	400%	500%	0%	142%	185%	400%	500%	0%	142%	185%	400%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
July 2010	100	100	100	100	100	95	94	87	51	51	105	104	94	49	49
July 2011	100	100	100	99	99	90	88	70	13	13	110	108	83	0	0
July 2012	100	100	100	99	99	84	83	57	13	13	116	114	72	0	0
July 2013	100	100	100	99	99	78	77	48	13	13	122	120	65	0	0
July 2014	100	100	100	99	99	72	71	41	13	13	128	126	60	0	0
July 2015	100	100	100	0	0	65	64	35	0	0	135	132	57	0	0
July 2016	100	100	100	0	0	58	58	31	0	0	142	139	56	0	0
July 2017	100	87	100	0	0	51	44	26	0	0	149	146	51	0	0
July 2018	100	0	0	0	0	44	0	0	0	0	157	105	0	0	0
July 2019	100	0	0	0	0	36	0	0	0	0	165	24	0	0	0
July 2020	100	0	0	0	0	27	0	0	0	0	173	0	0	0	0
July 2021	100	0	0	0	0	18	0	0	0	0	182	0	0	0	0
July 2022	67	0	0	0	0	9	0	0	0	0	191	0	0	0	0
July 2023	0	0	0	0	0	0	0	0	0	0	200	0	0	0	0
July 2024	0	0	0	0	0	0	0	0	0	0	200	0	0	0	0
July 2025	0	0	0	0	0	0	0	0	0	0	200	0	0	0	0
July 2026	0	0	0	0	0	0	0	0	0	0	186	0	0	0	0
July 2027	0	0	0	0	0	0	0	0	0	0	104	0	0	0	0
July 2028	0	0	0	0	0	0	0	0	0	0	18	0	0	0	0
July 2029	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2030	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2031	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2032	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2033	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2034	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2035	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2036	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2037	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2038	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
Weighted Average Life (years)	13.2	8.2	8.3	5.2	5.1	7.8	6.2	4.4	1.5	1.5	18.0	9.4	5.9	0.9	0.9

**Security Group 4
PSA Prepayment Assumption Rates**

Distribution Date	Classes FB, SB and WB					Classes PA, PC, PD, PI and PQ					Class PE					Class PG				
	0%	115%	200%	250%	400%	0%	115%	200%	250%	400%	0%	115%	200%	250%	400%	0%	115%	200%	250%	400%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
July 2010	100	100	100	100	100	98	94	94	94	94	100	100	100	100	100	100	100	100	100	100
July 2011	100	100	100	100	78	96	83	83	83	83	100	100	100	100	100	100	100	100	100	100
July 2012	100	100	100	100	0	94	70	70	70	66	100	100	100	100	100	100	100	100	100	100
July 2013	100	100	100	66	0	92	58	58	58	42	100	100	100	100	100	100	100	100	100	100
July 2014	100	100	100	35	0	89	47	47	47	24	100	100	100	100	100	100	100	100	100	100
July 2015	100	100	99	16	0	86	37	37	37	10	100	100	100	100	100	100	100	100	100	100
July 2016	100	100	90	5	0	84	27	27	27	0	100	100	100	100	100	100	100	100	100	100
July 2017	100	100	84	0	0	81	18	18	18	0	100	100	100	100	45	100	100	100	100	100
July 2018	100	100	81	0	0	77	10	10	10	0	100	100	100	100	4	100	100	100	100	100
July 2019	100	100	77	0	0	74	3	3	3	0	100	100	100	100	0	100	100	100	100	76
July 2020	100	100	71	0	0	70	0	0	0	0	100	82	82	82	0	100	100	100	100	56
July 2021	100	100	66	0	0	66	0	0	0	0	100	47	47	47	0	100	100	100	100	41
July 2022	100	100	60	0	0	62	0	0	0	0	100	18	18	18	0	100	100	100	100	30
July 2023	100	100	54	0	0	58	0	0	0	0	100	0	0	0	0	100	95	95	95	22
July 2024	100	100	49	0	0	53	0	0	0	0	100	0	0	0	0	100	77	77	77	16
July 2025	100	100	43	0	0	48	0	0	0	0	100	0	0	0	0	100	62	62	62	12
July 2026	100	100	38	0	0	42	0	0	0	0	100	0	0	0	0	100	50	50	50	8
July 2027	100	100	33	0	0	37	0	0	0	0	100	0	0	0	0	100	40	40	40	6
July 2028	100	100	28	0	0	30	0	0	0	0	100	0	0	0	0	100	32	32	32	4
July 2029	100	100	24	0	0	24	0	0	0	0	100	0	0	0	0	100	25	25	25	3
July 2030	100	100	20	0	0	17	0	0	0	0	100	0	0	0	0	100	20	20	20	2
July 2031	100	89	17	0	0	9	0	0	0	0	100	0	0	0	0	100	15	15	15	1
July 2032	100	75	13	0	0	1	0	0	0	0	100	0	0	0	0	100	12	12	12	1
July 2033	100	62	11	0	0	0	0	0	0	0	48	0	0	0	0	100	9	9	9	1
July 2034	100	49	8	0	0	0	0	0	0	0	0	0	0	0	0	84	6	6	6	0
July 2035	100	37	6	0	0	0	0	0	0	0	0	0	0	0	0	22	4	4	4	0
July 2036	100	26	4	0	0	0	0	0	0	0	0	0	0	0	0	3	3	3	3	0
July 2037	100	16	2	0	0	0	0	0	0	0	0	0	0	0	0	1	1	1	1	0
July 2038	80	6	1	0	0	0	0	0	0	0	0	0	0	0	0	1	1	1	1	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)	29.4	25.1	15.3	4.7	2.2	14.4	5.0	5.0	5.0	3.7	24.0	12.0	12.0	12.0	8.0	25.6	18.0	18.0	18.0	12.3

PSA Prepayment Assumption Rates

Distribution Date	Classes SQ, W, WF and WS					Class WA					Class WQ				
	0%	115%	200%	250%	400%	0%	115%	200%	250%	400%	0%	115%	200%	250%	400%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
July 2010	100	100	94	90	77	100	100	89	83	62	100	100	91	91	91
July 2011	100	100	81	68	51	100	100	68	47	0	100	100	74	74	74
July 2012	100	100	66	44	0	100	100	43	7	0	100	100	52	52	0
July 2013	100	100	54	26	0	100	100	23	0	0	100	100	34	34	0
July 2014	100	100	46	14	0	100	100	9	0	0	100	100	20	20	0
July 2015	100	100	40	6	0	100	100	0	0	0	100	100	9	9	0
July 2016	100	100	36	2	0	100	100	0	0	0	100	100	1	1	0
July 2017	100	100	34	0	0	100	100	0	0	0	100	100	0	0	0
July 2018	100	100	32	0	0	100	100	0	0	0	100	95	0	0	0
July 2019	100	100	31	0	0	100	100	0	0	0	100	69	0	0	0
July 2020	100	100	29	0	0	100	100	0	0	0	100	28	0	0	0
July 2021	100	98	26	0	0	100	96	0	0	0	100	0	0	0	0
July 2022	100	92	24	0	0	100	87	0	0	0	100	0	0	0	0
July 2023	100	86	22	0	0	100	77	0	0	0	100	0	0	0	0
July 2024	100	80	19	0	0	100	67	0	0	0	100	0	0	0	0
July 2025	100	73	17	0	0	100	56	0	0	0	100	0	0	0	0
July 2026	100	67	15	0	0	100	45	0	0	0	100	0	0	0	0
July 2027	100	60	13	0	0	100	34	0	0	0	100	0	0	0	0
July 2028	100	54	11	0	0	100	23	0	0	0	100	0	0	0	0
July 2029	100	47	10	0	0	100	12	0	0	0	100	0	0	0	0
July 2030	100	41	8	0	0	100	2	0	0	0	100	0	0	0	0
July 2031	100	36	7	0	0	100	0	0	0	0	100	0	0	0	0
July 2032	100	30	5	0	0	100	0	0	0	0	100	0	0	0	0
July 2033	100	25	4	0	0	100	0	0	0	0	100	0	0	0	0
July 2034	100	20	3	0	0	100	0	0	0	0	100	0	0	0	0
July 2035	100	15	2	0	0	100	0	0	0	0	100	0	0	0	0
July 2036	90	10	2	0	0	83	0	0	0	0	0	0	0	0	0
July 2037	62	6	1	0	0	37	0	0	0	0	0	0	0	0	0
July 2038	32	2	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
Weighted Average Life (years)	28.4	19.9	7.8	3.0	1.6	27.7	16.5	2.8	1.9	1.1	26.5	10.4	3.3	3.3	2.3

**Security Group 5
PSA Prepayment Assumption Rates**

Distribution Date	Classes GA and GI					Class KA					Class KB				
	0%	140%	190%	400%	500%	0%	140%	190%	400%	500%	0%	140%	190%	400%	500%
	Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100
July 2010	95	86	86	86	86	100	100	100	100	100	100	100	88	83	79
July 2011	89	65	65	65	65	100	100	100	89	81	100	100	68	5	5
July 2012	83	42	42	42	42	100	100	100	46	30	100	100	49	5	5
July 2013	76	21	21	21	21	100	100	100	21	4	100	100	36	5	5
July 2014	69	2	2	2	0	100	100	100	7	0	100	100	26	5	3
July 2015	62	0	0	0	0	100	67	67	0	0	100	100	19	0	0
July 2016	54	0	0	0	0	100	32	32	0	0	100	100	15	0	0
July 2017	46	0	0	0	0	100	1	1	0	0	100	95	8	0	0
July 2018	38	0	0	0	0	100	0	0	0	0	100	40	0	0	0
July 2019	28	0	0	0	0	100	0	0	0	0	100	0	0	0	0
July 2020	19	0	0	0	0	100	0	0	0	0	100	0	0	0	0
July 2021	8	0	0	0	0	100	0	0	0	0	100	0	0	0	0
July 2022	0	0	0	0	0	95	0	0	0	0	100	0	0	0	0
July 2023	0	0	0	0	0	71	0	0	0	0	100	0	0	0	0
July 2024	0	0	0	0	0	46	0	0	0	0	100	0	0	0	0
July 2025	0	0	0	0	0	19	0	0	0	0	100	0	0	0	0
July 2026	0	0	0	0	0	0	0	0	0	0	83	0	0	0	0
July 2027	0	0	0	0	0	0	0	0	0	0	28	0	0	0	0
July 2028	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2029	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2030	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2031	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2032	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2033	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2034	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2035	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2036	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2037	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2038	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
Weighted Average Life (years)	7.2	2.7	2.7	2.7	2.7	14.8	6.5	6.5	3.1	2.7	17.6	8.8	3.6	1.5	1.4

PSA Prepayment Assumption Rates

Distribution Date	Class KC					Class KZ				
	0%	140%	190%	400%	500%	0%	140%	190%	400%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100
July 2010	100	100	100	10	10	105	105	105	105	105
July 2011	100	100	100	10	10	109	109	109	109	109
July 2012	100	100	100	10	10	114	114	114	114	114
July 2013	100	100	100	10	10	120	120	120	120	120
July 2014	100	100	100	10	10	125	125	125	125	75
July 2015	100	100	100	0	0	131	131	131	0	0
July 2016	100	100	100	0	0	137	137	137	0	0
July 2017	100	100	100	0	0	143	143	143	0	0
July 2018	100	100	5	0	0	150	90	30	0	0
July 2019	100	72	0	0	0	157	31	0	0	0
July 2020	100	0	0	0	0	164	0	0	0	0
July 2021	100	0	0	0	0	171	0	0	0	0
July 2022	100	0	0	0	0	179	0	0	0	0
July 2023	100	0	0	0	0	188	0	0	0	0
July 2024	100	0	0	0	0	196	0	0	0	0
July 2025	100	0	0	0	0	205	0	0	0	0
July 2026	100	0	0	0	0	129	0	0	0	0
July 2027	100	0	0	0	0	135	0	0	0	0
July 2028	38	0	0	0	0	47	0	0	0	0
July 2029	0	0	0	0	0	0	0	0	0	0
July 2030	0	0	0	0	0	0	0	0	0	0
July 2031	0	0	0	0	0	0	0	0	0	0
July 2032	0	0	0	0	0	0	0	0	0	0
July 2033	0	0	0	0	0	0	0	0	0	0
July 2034	0	0	0	0	0	0	0	0	0	0
July 2035	0	0	0	0	0	0	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)	18.9	10.2	8.6	1.1	1.0	18.0	9.3	8.3	5.3	5.0

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 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 balances, LIBOR levels or the yield of any Class.**

Prepayments: Effect on Yields

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

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

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

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

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

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

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

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

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

Low levels of LIBOR can reduce the yield of the Floating Rate Classes. High levels of LIBOR can significantly reduce the yield of the Inverse Floating Rate Classes. In addition, the Floating Rate Classes will not necessarily benefit from a higher yield at high levels of LIBOR because the rate on such Classes is capped at a maximum rate described under “Terms Sheet — Interest Rates.”

Payment Delay: Effect on Yields of the Fixed Rate Classes 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, 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 is as indicated in the related table. **The assumed purchase price is not necessarily that at which actual sales will occur.**

SECURITY GROUP 1
Sensitivity of Class NI to Prepayments
Assumed Price 12.0%*

PSA Prepayment Assumption Rates				
100%	300%	400%	600%	894%
27.3%	27.3%	27.3%	19.2%	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.

Sensitivity of Class SA to Prepayments
Assumed Price 6.65%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>300%</u>	<u>400%</u>	<u>600%</u>
0.25000%	95.4%	82.6%	75.9%	62.1%
0.30625%	94.3%	81.5%	74.8%	61.0%
3.15313%	40.1%	27.6%	21.2%	7.6%
6.00000% and above	**	**	**	**

Sensitivity of Class US to Prepayments
Assumed Price 99.75%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>300%</u>	<u>400%</u>	<u>600%</u>
0.25000%	14.0%	13.9%	13.8%	13.6%
0.30625%	13.8%	13.8%	13.7%	13.5%
3.00313%	6.8%	6.8%	6.8%	6.8%
5.70000% and above	0.0%	0.0%	0.2%	0.3%

SECURITY GROUP 2

Sensitivity of Class CI to Prepayments
Assumed Price 11.0%*

<u>PSA Prepayment Assumption Rates</u>				
<u>150%</u>	<u>338%</u>	<u>500%</u>	<u>609%</u>	<u>700%</u>
36.4%	21.9%	8.7%	0.0%	(6.9%)

SECURITY GROUP 3

Sensitivity of Class BI to Prepayments
Assumed Price 10.75%*

<u>PSA Prepayment Assumption Rates</u>				
<u>142%</u>	<u>185%</u>	<u>400%</u>	<u>500%</u>	<u>1044%</u>
11.0%	10.9%	10.9%	10.8%	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 DS to Prepayments
Assumed Price 100.25%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>142%</u>	<u>185%</u>	<u>400%</u>	<u>500%</u>
0.25000%	14.4%	14.4%	13.5%	13.4%
0.30875%	14.2%	14.2%	13.3%	13.3%
3.10438%	7.0%	7.0%	6.5%	6.5%
5.90000% and above	0.0%	0.0%	(0.2)%	(0.2)%

Sensitivity of Class HI to Prepayments
Assumed Price 10.0%*

<u>PSA Prepayment Assumption Rates</u>				
<u>142%</u>	<u>185%</u>	<u>400%</u>	<u>500%</u>	<u>877%</u>
50.8%	50.8%	24.3%	19.0%	0.0%

Sensitivity of Class QI to Prepayments
Assumed Price 10.0%*

<u>PSA Prepayment Assumption Rates</u>				
<u>142%</u>	<u>185%</u>	<u>400%</u>	<u>500%</u>	<u>991%</u>
49.5%	49.4%	37.4%	32.2%	0.0%

Sensitivity of Class QJ to Prepayments
Assumed Price 10.0%*

<u>PSA Prepayment Assumption Rates</u>				
<u>142%</u>	<u>185%</u>	<u>400%</u>	<u>416%</u>	<u>500%</u>
52.0%	52.0%	2.0%	0.0%	(2.4)%

SECURITY GROUP 4

Sensitivity of Class PI to Prepayments
Assumed Price 10.0%*

<u>PSA Prepayment Assumption Rates</u>				
<u>115%</u>	<u>200%</u>	<u>250%</u>	<u>400%</u>	<u>927%</u>
38.9%	38.9%	38.9%	33.0%	0.0%

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

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>115%</u>	<u>200%</u>	<u>250%</u>	<u>400%</u>
0.250%	8.5%	8.4%	8.4%	8.3%
0.314%	8.4%	8.4%	8.3%	8.2%
2.957%	5.7%	5.7%	5.6%	5.6%
5.600% and above	3.0%	3.0%	3.0%	3.0%

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>115%</u>	<u>200%</u>	<u>250%</u>	<u>400%</u>
0.250%	7.9%	7.8%	7.8%	7.6%
0.314%	7.8%	7.8%	7.7%	7.6%
3.282%	5.4%	5.4%	5.3%	5.2%
6.250% and above	3.0%	3.0%	3.0%	2.9%

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>115%</u>	<u>200%</u>	<u>250%</u>	<u>400%</u>
0.250%	12.2%	12.1%	12.0%	11.8%
0.314%	12.1%	12.0%	11.9%	11.7%
3.282%	6.0%	6.0%	5.9%	5.8%
6.250% and above	0.0%	0.0%	0.0%	0.0%

SECURITY GROUP 5

**Sensitivity of Class GI to Prepayments
Assumed Price 10.5%***

<u>PSA Prepayment Assumption Rates</u>				
<u>140%</u>	<u>190%</u>	<u>400%</u>	<u>500%</u>	<u>1120%</u>
13.5%	13.5%	13.5%	13.2%	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.

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 BI, CI, GI, PI, QI, QJ, and SA 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, QZ, and ZQ 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 in the following paragraph and, for the Class SB and SQ Securities and the Floating Rate Classes, the interest rate values described below, Classes BA, GA, PQ, QK and WA 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	300%
2	338%
3	185%
4	200%
5	190%

In the case of the Class SB and SQ Securities and 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 related 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 and (2) July 16, 2009 on the Floating Rate and Inverse Floating Rate Classes (other than the Delay 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), (2) the Original Component Principal Balance of each Component of each related Class and (3) the Scheduled Principal Balances and Aggregate Scheduled Principal Balances of each Class or Component 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)

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Security Group 1								
Combination 1								
NA(5)	\$ 53,350,000	NG	\$ 53,350,000	PAC I	3.50%	FIX	38374VTM1	May 2039
		NH	53,350,000	PAC I	3.75	FIX	38374VTN9	May 2039
		NI	32,010,000	NTL (PAC I)	5.00	FIX/IO	38374VTP4	May 2039
		NJ	53,350,000	PAC I	4.00	FIX	38374VTQ2	May 2039
		NK	53,350,000	PAC I	4.25	FIX	38374VTR0	May 2039
		NL	53,350,000	PAC I	4.50	FIX	38374VTS8	May 2039
		NM	53,350,000	PAC I	4.75	FIX	38374VTT6	May 2039
		NT	53,350,000	PAC I	2.00	FIX	38374VTU3	May 2039
		NU	53,350,000	PAC I	2.25	FIX	38374VTV1	May 2039
		NV	53,350,000	PAC I	2.50	FIX	38374VTW9	May 2039
		NW	53,350,000	PAC I	2.75	FIX	38374VTX7	May 2039
		NX	53,350,000	PAC I	3.00	FIX	38374VTY5	May 2039
		NY	53,350,000	PAC I	3.25	FIX	38374VTZ2	May 2039
Security Group 3								
Combination 2								
QI	\$ 4,820,850	DA	\$ 96,417,000	SC/PAC II/AD	4.25%	FIX	38374VUA5	June 2039
QK	96,417,000							
Combination 3								
QI	\$ 9,641,700	DB	\$ 96,417,000	SC/PAC II/AD	4.50%	FIX	38374VUB3	June 2039
QK	96,417,000							

REMIC Securities			MX Securities					
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 4								
QI	\$ 14,462,550	DC	\$ 96,417,000	SC/PAC II/AD	4.75%	FIX	38374VUC1	June 2039
QK	96,417,000							
Combination 5								
QI	\$ 19,283,400	DE	\$ 96,417,000	SC/PAC II/AD	5.00%	FIX	38374VUD9	June 2039
QK	96,417,000							
Combination 6								
QI	\$ 19,283,400	DG	\$ 77,133,600	SC/PAC II/AD	5.25%	FIX	38374VUE7	June 2039
QK	77,133,600							
Combination 7								
QI	\$ 19,283,400	DH	\$ 64,278,000	SC/PAC II/AD	5.50%	FIX	38374VUF4	June 2039
QK	64,278,000							
Combination 8								
QI	\$ 19,283,400	DJ	\$ 55,095,428	SC/PAC II/AD	5.75%	FIX	38374VUG2	June 2039
QK	55,095,428							
Combination 9								
QI	\$ 19,283,400	DL	\$ 48,208,500	SC/PAC II/AD	6.00%	FIX	38374VUH0	June 2039
QK	48,208,500							
Combination 10								
QJ	\$ 4,820,850	LA	\$ 96,417,000	SC/PAC III/AD	4.25%	FIX	38374VUJ6	June 2039
QL	96,417,000							
Combination 11								
QJ	\$ 9,641,700	LB	\$ 96,417,000	SC/PAC III/AD	4.50%	FIX	38374VUIK3	June 2039
QL	96,417,000							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 12								
QJ	\$ 14,462,550	LC	\$ 96,417,000	SC/PAC III/AD	4.75%	FIX	38374VUL1	June 2039
QL	96,417,000							
Combination 13								
QJ	\$ 19,283,400	LD	\$ 96,417,000	SC/PAC III/AD	5.00%	FIX	38374VUM9	June 2039
QL	96,417,000							
Combination 14								
QJ	\$ 19,283,400	LE	\$ 77,133,600	SC/PAC III/AD	5.25%	FIX	38374VUN7	June 2039
QL	77,133,600							
Combination 15								
QJ	\$ 19,283,400	LF	\$ 64,278,000	SC/PAC III/AD	5.50%	FIX	38374VUP2	June 2039
QL	64,278,000							
Combination 16								
QJ	\$ 19,283,400	LG	\$ 55,095,428	SC/PAC III/AD	5.75%	FIX	38374VUQ0	June 2039
QL	55,095,428							
Combination 17								
QJ	\$ 19,283,400	LH	\$ 48,208,500	SC/PAC III/AD	6.00%	FIX	38374VUR8	June 2039
QL	48,208,500							
Combination 18								
QK	\$ 96,417,000	HA	\$ 192,834,000	SC/PAC II/AD	4.00%	FIX	38374VUS6	June 2039
QL	96,417,000							
Combination 19								
QI	\$ 19,283,400	HI	\$ 38,566,800	NTL (SC/PAC II/AD)	5.00%	FIX/IO	38374VUT4	June 2039
QJ	19,283,400							

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								
QI	\$ 4,820,850	HB	\$192,834,000	SC/PAC II/AD	4.25%	FIX	38374VUU1	June 2039
QJ	4,820,850							
QK	96,417,000							
QL	96,417,000							
Combination 21								
QI	\$ 9,641,700	HC	\$192,834,000	SC/PAC II/AD	4.50%	FIX	38374VUV9	June 2039
QJ	9,641,700							
QK	96,417,000							
QL	96,417,000							
Combination 22								
QI	\$ 14,462,550	HD	\$192,834,000	SC/PAC II/AD	4.75%	FIX	38374VUW7	June 2039
QJ	14,462,550							
QK	96,417,000							
QL	96,417,000							
Combination 23								
QI	\$ 19,283,400	QH	\$192,834,000	SC/PAC II/AD	5.00%	FIX	38374VUX5	June 2039
QJ	19,283,400							
QK	96,417,000							
QL	96,417,000							
Combination 24								
QI	\$ 19,283,400	HE	\$154,267,200	SC/PAC II/AD	5.25%	FIX	38374VUY3	June 2039
QJ	19,283,400							
QK	77,133,600							
QL	77,133,600							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 25								
QI	\$ 19,283,400	HF	\$128,556,000	SC/PAC II/AD	5.50%	FIX	38374VUIZ0	June 2039
QJ	19,283,400							
QK	64,278,000							
QL	64,278,000							
Combination 26								
QI	\$ 19,283,400	HG	\$110,190,856	SC/PAC II/AD	5.75%	FIX	38374VVA4	June 2039
QJ	19,283,400							
QK	55,095,428							
QL	55,095,428							
Combination 27								
QI	\$ 19,283,400	HJ	\$ 96,417,000	SC/PAC II/AD	6.00%	FIX	38374VVB2	June 2039
QJ	19,283,400							
QK	48,208,500							
QL	48,208,500							
Combination 28								
VA	\$ 52,092,626	VC	\$ 60,292,626	SC/TAC/SUP/AD	5.00%	FIX	38374VVC0	June 2039
VB	8,200,000							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Security Group 4								
Combination 29								
PI	\$ 14,581,141	PC	\$145,811,406	PAC I	4.00%	FIX	38374VVD8	February 2037
PQ	145,811,406							
Combination 30								
PI	\$ 29,162,282	PD	\$145,811,406	PAC I	4.50%	FIX	38374VVE6	February 2037
PQ	145,811,406							
Combination 31								
PI	\$ 43,743,421	PA	\$145,811,406	PAC I	5.00%	FIX	38374VVF3	February 2037
PQ	145,811,406							

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

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

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

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

(5) In the case of Combination 1, various subcombinations are permitted. See “Description of the Securities — Modification and Exchange” in the Base Offering Circular for a discussion of subcombinations.

Schedule II

SCHEDULED PRINCIPAL BALANCES

<u>Distribution Date</u>	<u>Classes NA and NB (in the aggregate)</u>	<u>Class QA</u>	<u>Class BA</u>	<u>Classes QK and QL and Component QZ1 (in the aggregate)</u>
Initial Balance	\$55,101,000.00	\$19,713,000.00	\$401,098,000.00	\$192,838,000.00
August 2009	54,819,658.63	19,524,114.57	398,509,143.82	192,838,000.00
September 2009	54,521,535.00	19,319,006.11	394,256,592.24	192,838,000.00
October 2009	54,206,745.31	19,097,932.83	389,792,485.04	192,838,000.00
November 2009	53,875,414.45	18,861,178.23	385,119,258.05	192,838,000.00
December 2009	53,527,675.89	18,609,050.79	380,239,605.22	192,838,000.00
January 2010	53,163,671.60	18,341,883.49	375,156,472.84	192,838,000.00
February 2010	52,783,551.97	18,060,033.33	369,872,924.05	192,838,000.00
March 2010	52,387,475.71	17,763,880.81	364,391,314.28	192,838,000.00
April 2010	51,975,609.74	17,453,829.33	358,714,158.31	192,838,000.00
May 2010	51,548,129.09	17,130,304.53	352,844,128.05	192,838,000.00
June 2010	51,105,216.75	16,793,753.68	346,784,093.33	192,838,000.00
July 2010	50,647,063.58	16,444,644.87	340,537,204.44	192,838,000.00
August 2010	50,173,868.16	16,083,466.26	334,106,883.93	192,838,000.00
September 2010	49,685,836.64	15,710,725.30	327,496,899.57	192,838,000.00
October 2010	49,183,182.61	15,326,947.82	320,712,195.59	192,838,000.00
November 2010	48,666,126.93	14,932,677.16	313,757,259.49	192,838,000.00
December 2010	48,134,897.59	14,528,473.21	306,638,982.10	192,838,000.00
January 2011	47,589,729.53	14,114,911.45	299,368,708.08	192,838,000.00
February 2011	47,030,864.46	13,692,581.95	291,961,527.35	192,838,000.00
March 2011	46,458,550.70	13,262,088.31	284,436,276.89	192,838,000.00
April 2011	45,889,155.90	12,839,786.07	276,799,296.06	192,838,000.00
May 2011	45,322,665.04	12,425,569.98	269,088,698.83	192,838,000.00
June 2011	44,759,063.18	12,019,336.01	261,338,085.77	192,838,000.00
July 2011	44,198,335.45	11,620,981.32	253,570,719.55	192,838,000.00
August 2011	43,640,467.06	11,230,404.26	245,844,291.77	192,838,000.00
September 2011	43,085,443.31	10,847,504.33	238,163,175.48	192,838,000.00
October 2011	42,533,249.55	10,472,182.23	230,529,646.16	192,838,000.00
November 2011	41,983,871.23	10,104,339.76	222,944,361.06	192,838,000.00
December 2011	41,437,293.86	9,743,879.87	215,406,920.04	192,838,000.00
January 2012	40,893,503.03	9,390,706.64	207,917,253.80	192,838,000.00
February 2012	40,352,484.40	9,044,725.25	200,474,960.48	192,838,000.00
March 2012	39,814,223.71	8,705,841.97	193,079,641.02	192,838,000.00
April 2012	39,278,706.77	8,373,964.16	185,730,899.17	192,838,000.00
May 2012	38,745,919.46	8,049,000.25	178,428,341.43	192,838,000.00
June 2012	38,215,847.74	7,730,859.73	171,171,577.03	192,838,000.00
July 2012	37,688,477.63	7,419,453.14	163,960,217.93	192,838,000.00
August 2012	37,163,795.24	7,114,692.05	156,793,878.80	192,838,000.00
September 2012	36,641,786.73	6,816,489.07	149,672,176.97	192,838,000.00

<u>Distribution Date</u>	<u>Classes NA and NB (in the aggregate)</u>	<u>Class QA</u>	<u>Class BA</u>	<u>Classes QK and QL and Component QZ1 (in the aggregate)</u>
October 2012	\$36,122,438.35	\$ 6,524,757.81	\$142,594,732.45	\$192,838,000.00
November 2012.	35,605,736.41	6,239,412.88	135,561,167.88	192,838,000.00
December 2012.	35,091,667.29	5,960,369.90	128,571,108.50	192,838,000.00
January 2013	34,580,217.45	5,687,545.44	121,624,182.17	192,838,000.00
February 2013	34,071,373.41	5,420,857.07	114,720,019.32	192,838,000.00
March 2013	33,565,121.76	5,160,223.30	107,858,252.95	192,838,000.00
April 2013	33,061,449.16	4,905,563.60	101,038,518.57	192,838,000.00
May 2013	32,560,342.35	4,656,798.37	94,260,454.23	192,838,000.00
June 2013	32,061,788.12	4,413,848.94	87,523,700.47	192,838,000.00
July 2013	31,565,773.33	4,176,637.57	80,827,900.33	192,838,000.00
August 2013	31,072,284.92	3,945,087.40	74,172,699.27	192,838,000.00
September 2013	30,581,309.90	3,719,122.48	67,557,745.24	192,838,000.00
October 2013	30,092,835.32	3,498,667.77	60,982,688.58	192,838,000.00
November 2013.	29,606,848.33	3,283,649.06	54,447,182.03	192,838,000.00
December 2013.	29,123,336.12	3,073,993.05	47,950,880.75	192,838,000.00
January 2014	28,642,285.96	2,869,627.28	41,493,442.22	192,838,000.00
February 2014.	28,163,685.18	2,670,480.13	35,074,526.32	192,838,000.00
March 2014	27,687,521.18	2,476,480.84	28,693,795.21	192,838,000.00
April 2014	27,213,781.42	2,287,559.46	22,350,913.40	192,838,000.00
May 2014	26,742,453.42	2,103,646.88	16,045,547.68	192,838,000.00
June 2014	26,273,524.78	1,924,674.79	9,777,367.11	192,838,000.00
July 2014.	25,806,983.15	1,750,575.67	3,546,043.01	192,838,000.00
August 2014	25,342,816.25	1,581,282.82	0.00	190,189,248.97
September 2014	24,881,011.85	1,416,730.31	0.00	184,030,660.75
October 2014	24,421,557.80	1,256,852.99	0.00	177,907,956.37
November 2014.	23,964,442.01	1,101,586.47	0.00	171,820,816.00
December 2014.	23,509,652.45	953,628.92	0.00	165,768,922.00
January 2015	23,057,177.14	817,608.46	0.00	159,751,958.90
February 2015	22,607,004.18	693,203.99	0.00	153,769,613.33
March 2015	22,159,121.72	580,102.05	0.00	147,821,574.07
April 2015	21,713,517.97	477,996.67	0.00	141,907,532.01
May 2015	21,270,181.21	386,589.17	0.00	136,027,180.09
June 2015	20,829,099.78	305,588.02	0.00	130,180,213.38
July 2015	20,390,262.06	234,708.66	0.00	124,366,328.95
August 2015	19,953,656.52	173,673.33	0.00	118,585,225.95
September 2015	19,519,271.66	122,210.93	0.00	112,836,605.54
October 2015	19,087,096.06	80,056.84	0.00	107,120,170.88
November 2015.	18,657,118.35	46,952.79	0.00	101,435,627.12
December 2015.	18,229,327.22	22,646.72	0.00	95,782,681.42
January 2016	17,803,711.42	6,892.61	0.00	90,161,042.85
February 2016	17,380,259.76	0.00	0.00	84,570,422.48
March 2016	16,959,596.38	0.00	0.00	79,010,533.26
April 2016	16,548,923.76	0.00	0.00	73,481,090.09

<u>Distribution Date</u>	<u>Classes NA and NB (in the aggregate)</u>	<u>Class QA</u>	<u>Class BA</u>	<u>Classes QK and QL and Component QZ1 (in the aggregate)</u>
May 2016	\$16,148,007.72	\$ 0.00	\$ 0.00	\$ 67,981,809.76
June 2016	15,756,619.49	0.00	0.00	62,512,410.94
July 2016	15,374,535.63	0.00	0.00	57,072,614.16
August 2016	15,001,537.89	0.00	0.00	51,662,141.84
September 2016	14,637,413.09	0.00	0.00	46,280,718.21
October 2016	14,281,953.00	0.00	0.00	40,928,069.34
November 2016	13,934,954.24	0.00	0.00	35,603,923.10
December 2016	13,596,218.14	0.00	0.00	30,308,009.17
January 2017	13,265,550.66	0.00	0.00	25,040,059.00
February 2017	12,942,762.28	0.00	0.00	19,799,805.82
March 2017	12,627,667.87	0.00	0.00	14,586,984.62
April 2017	12,320,086.62	0.00	0.00	9,401,332.11
May 2017	12,019,841.93	0.00	0.00	4,242,586.75
June 2017	11,726,761.30	0.00	0.00	0.00
July 2017	11,440,676.24	0.00	0.00	0.00
August 2017	11,161,422.20	0.00	0.00	0.00
September 2017	10,888,838.44	0.00	0.00	0.00
October 2017	10,622,767.98	0.00	0.00	0.00
November 2017	10,363,057.49	0.00	0.00	0.00
December 2017	10,109,557.21	0.00	0.00	0.00
January 2018	9,862,120.88	0.00	0.00	0.00
February 2018	9,620,605.63	0.00	0.00	0.00
March 2018	9,384,871.93	0.00	0.00	0.00
April 2018	9,154,783.51	0.00	0.00	0.00
May 2018	8,930,207.26	0.00	0.00	0.00
June 2018	8,711,013.19	0.00	0.00	0.00
July 2018	8,497,074.33	0.00	0.00	0.00
August 2018	8,288,266.68	0.00	0.00	0.00
September 2018	8,084,469.14	0.00	0.00	0.00
October 2018	7,885,563.42	0.00	0.00	0.00
November 2018	7,691,434.00	0.00	0.00	0.00
December 2018	7,501,968.05	0.00	0.00	0.00
January 2019	7,317,055.39	0.00	0.00	0.00
February 2019	7,136,588.39	0.00	0.00	0.00
March 2019	6,960,461.96	0.00	0.00	0.00
April 2019	6,788,573.45	0.00	0.00	0.00
May 2019	6,620,822.62	0.00	0.00	0.00
June 2019	6,457,111.55	0.00	0.00	0.00
July 2019	6,297,344.64	0.00	0.00	0.00
August 2019	6,141,428.50	0.00	0.00	0.00
September 2019	5,989,271.94	0.00	0.00	0.00
October 2019	5,840,785.90	0.00	0.00	0.00
November 2019	5,695,883.40	0.00	0.00	0.00

<u>Distribution Date</u>	<u>Classes NA and NB (in the aggregate)</u>	<u>Class QA</u>	<u>Class BA</u>	<u>Classes QK and QL and Component QZ1 (in the aggregate)</u>
December 2019	\$ 5,554,479.50	\$ 0.00	\$ 0.00	\$ 0.00
January 2020	5,416,491.24	0.00	0.00	0.00
February 2020	5,281,837.62	0.00	0.00	0.00
March 2020	5,150,439.52	0.00	0.00	0.00
April 2020	5,022,219.67	0.00	0.00	0.00
May 2020	4,897,102.63	0.00	0.00	0.00
June 2020	4,775,014.71	0.00	0.00	0.00
July 2020	4,655,883.96	0.00	0.00	0.00
August 2020	4,539,640.11	0.00	0.00	0.00
September 2020	4,426,214.54	0.00	0.00	0.00
October 2020	4,315,540.23	0.00	0.00	0.00
November 2020	4,207,551.75	0.00	0.00	0.00
December 2020	4,102,185.19	0.00	0.00	0.00
January 2021	3,999,378.15	0.00	0.00	0.00
February 2021	3,899,069.69	0.00	0.00	0.00
March 2021	3,801,200.30	0.00	0.00	0.00
April 2021	3,705,711.88	0.00	0.00	0.00
May 2021	3,612,547.67	0.00	0.00	0.00
June 2021	3,521,652.27	0.00	0.00	0.00
July 2021	3,432,971.56	0.00	0.00	0.00
August 2021	3,346,452.71	0.00	0.00	0.00
September 2021	3,262,044.13	0.00	0.00	0.00
October 2021	3,179,695.43	0.00	0.00	0.00
November 2021	3,099,357.42	0.00	0.00	0.00
December 2021	3,020,982.05	0.00	0.00	0.00
January 2022	2,944,522.43	0.00	0.00	0.00
February 2022	2,869,932.74	0.00	0.00	0.00
March 2022	2,797,168.27	0.00	0.00	0.00
April 2022	2,726,185.34	0.00	0.00	0.00
May 2022	2,656,941.31	0.00	0.00	0.00
June 2022	2,589,394.55	0.00	0.00	0.00
July 2022	2,523,504.40	0.00	0.00	0.00
August 2022	2,459,231.16	0.00	0.00	0.00
September 2022	2,396,536.08	0.00	0.00	0.00
October 2022	2,335,381.31	0.00	0.00	0.00
November 2022	2,275,729.89	0.00	0.00	0.00
December 2022	2,217,545.75	0.00	0.00	0.00
January 2023	2,160,793.66	0.00	0.00	0.00
February 2023	2,105,439.22	0.00	0.00	0.00
March 2023	2,051,448.85	0.00	0.00	0.00
April 2023	1,998,789.76	0.00	0.00	0.00
May 2023	1,947,429.93	0.00	0.00	0.00
June 2023	1,897,338.11	0.00	0.00	0.00

<u>Distribution Date</u>	<u>Classes NA and NB (in the aggregate)</u>	<u>Class QA</u>	<u>Class BA</u>	<u>Classes QK and QL and Component QZ1 (in the aggregate)</u>
July 2023	\$ 1,848,483.77	\$ 0.00	\$ 0.00	\$ 0.00
August 2023	1,800,837.12	0.00	0.00	0.00
September 2023	1,754,369.07	0.00	0.00	0.00
October 2023	1,709,051.22	0.00	0.00	0.00
November 2023	1,664,855.84	0.00	0.00	0.00
December 2023	1,621,755.86	0.00	0.00	0.00
January 2024	1,579,724.84	0.00	0.00	0.00
February 2024	1,538,736.98	0.00	0.00	0.00
March 2024	1,498,767.08	0.00	0.00	0.00
April 2024	1,459,790.55	0.00	0.00	0.00
May 2024	1,421,783.37	0.00	0.00	0.00
June 2024	1,384,722.11	0.00	0.00	0.00
July 2024	1,348,583.88	0.00	0.00	0.00
August 2024	1,313,346.33	0.00	0.00	0.00
September 2024	1,278,987.65	0.00	0.00	0.00
October 2024	1,245,486.55	0.00	0.00	0.00
November 2024	1,212,822.24	0.00	0.00	0.00
December 2024	1,180,974.43	0.00	0.00	0.00
January 2025	1,149,923.30	0.00	0.00	0.00
February 2025	1,119,649.52	0.00	0.00	0.00
March 2025	1,090,134.21	0.00	0.00	0.00
April 2025	1,061,358.93	0.00	0.00	0.00
May 2025	1,033,305.70	0.00	0.00	0.00
June 2025	1,005,956.95	0.00	0.00	0.00
July 2025	979,295.54	0.00	0.00	0.00
August 2025	953,304.74	0.00	0.00	0.00
September 2025	927,968.20	0.00	0.00	0.00
October 2025	903,269.99	0.00	0.00	0.00
November 2025	879,194.53	0.00	0.00	0.00
December 2025	855,726.63	0.00	0.00	0.00
January 2026	832,851.46	0.00	0.00	0.00
February 2026	810,554.54	0.00	0.00	0.00
March 2026	788,821.74	0.00	0.00	0.00
April 2026	767,639.27	0.00	0.00	0.00
May 2026	746,993.66	0.00	0.00	0.00
June 2026	726,871.77	0.00	0.00	0.00
July 2026	707,260.78	0.00	0.00	0.00
August 2026	688,148.16	0.00	0.00	0.00
September 2026	669,521.70	0.00	0.00	0.00
October 2026	651,369.47	0.00	0.00	0.00
November 2026	633,679.82	0.00	0.00	0.00
December 2026	616,441.39	0.00	0.00	0.00
January 2027	599,643.10	0.00	0.00	0.00

<u>Distribution Date</u>	<u>Classes NA and NB (in the aggregate)</u>	<u>Class QA</u>	<u>Class BA</u>	<u>Classes QK and QL and Component QZ1 (in the aggregate)</u>
February 2027	\$ 583,274.12	\$ 0.00	\$ 0.00	\$ 0.00
March 2027	567,323.88	0.00	0.00	0.00
April 2027	551,782.08	0.00	0.00	0.00
May 2027	536,638.65	0.00	0.00	0.00
June 2027	521,883.78	0.00	0.00	0.00
July 2027	507,507.87	0.00	0.00	0.00
August 2027	493,501.58	0.00	0.00	0.00
September 2027	479,855.77	0.00	0.00	0.00
October 2027	466,561.54	0.00	0.00	0.00
November 2027	453,610.19	0.00	0.00	0.00
December 2027	440,993.24	0.00	0.00	0.00
January 2028	428,702.40	0.00	0.00	0.00
February 2028	416,729.60	0.00	0.00	0.00
March 2028	405,066.95	0.00	0.00	0.00
April 2028	393,706.75	0.00	0.00	0.00
May 2028	382,641.50	0.00	0.00	0.00
June 2028	371,863.86	0.00	0.00	0.00
July 2028	361,366.69	0.00	0.00	0.00
August 2028	351,143.00	0.00	0.00	0.00
September 2028	341,185.99	0.00	0.00	0.00
October 2028	331,489.01	0.00	0.00	0.00
November 2028	322,045.58	0.00	0.00	0.00
December 2028	312,849.37	0.00	0.00	0.00
January 2029	303,894.21	0.00	0.00	0.00
February 2029	295,174.08	0.00	0.00	0.00
March 2029	286,683.10	0.00	0.00	0.00
April 2029	278,415.53	0.00	0.00	0.00
May 2029	270,365.77	0.00	0.00	0.00
June 2029	262,528.37	0.00	0.00	0.00
July 2029	254,898.00	0.00	0.00	0.00
August 2029	247,469.47	0.00	0.00	0.00
September 2029	240,237.70	0.00	0.00	0.00
October 2029	233,197.74	0.00	0.00	0.00
November 2029	226,344.77	0.00	0.00	0.00
December 2029	219,674.08	0.00	0.00	0.00
January 2030	213,181.07	0.00	0.00	0.00
February 2030	206,861.26	0.00	0.00	0.00
March 2030	200,710.28	0.00	0.00	0.00
April 2030	194,723.86	0.00	0.00	0.00
May 2030	188,897.84	0.00	0.00	0.00
June 2030	183,228.16	0.00	0.00	0.00
July 2030	177,710.85	0.00	0.00	0.00
August 2030	172,342.06	0.00	0.00	0.00

<u>Distribution Date</u>	<u>Classes NA and NB (in the aggregate)</u>	<u>Class QA</u>	<u>Class BA</u>	<u>Classes QK and QL and Component QZ1 (in the aggregate)</u>
September 2030	\$ 167,118.01	\$ 0.00	\$ 0.00	\$ 0.00
October 2030	162,035.03	0.00	0.00	0.00
November 2030	157,089.53	0.00	0.00	0.00
December 2030	152,278.01	0.00	0.00	0.00
January 2031	147,597.06	0.00	0.00	0.00
February 2031	143,043.35	0.00	0.00	0.00
March 2031	138,613.63	0.00	0.00	0.00
April 2031	134,304.73	0.00	0.00	0.00
May 2031	130,113.57	0.00	0.00	0.00
June 2031	126,037.13	0.00	0.00	0.00
July 2031	122,072.47	0.00	0.00	0.00
August 2031	118,216.72	0.00	0.00	0.00
September 2031	114,467.09	0.00	0.00	0.00
October 2031	110,820.85	0.00	0.00	0.00
November 2031	107,275.34	0.00	0.00	0.00
December 2031	103,827.97	0.00	0.00	0.00
January 2032	100,476.20	0.00	0.00	0.00
February 2032	97,217.57	0.00	0.00	0.00
March 2032	94,049.67	0.00	0.00	0.00
April 2032	90,970.16	0.00	0.00	0.00
May 2032	87,976.75	0.00	0.00	0.00
June 2032	85,067.20	0.00	0.00	0.00
July 2032	82,239.34	0.00	0.00	0.00
August 2032	79,491.05	0.00	0.00	0.00
September 2032	76,820.25	0.00	0.00	0.00
October 2032	74,224.93	0.00	0.00	0.00
November 2032	71,703.12	0.00	0.00	0.00
December 2032	69,252.90	0.00	0.00	0.00
January 2033	66,872.40	0.00	0.00	0.00
February 2033	64,559.80	0.00	0.00	0.00
March 2033	62,313.32	0.00	0.00	0.00
April 2033	60,131.22	0.00	0.00	0.00
May 2033	58,011.81	0.00	0.00	0.00
June 2033	55,953.45	0.00	0.00	0.00
July 2033	53,954.52	0.00	0.00	0.00
August 2033	52,013.46	0.00	0.00	0.00
September 2033	50,128.74	0.00	0.00	0.00
October 2033	48,298.87	0.00	0.00	0.00
November 2033	46,522.40	0.00	0.00	0.00
December 2033	44,797.92	0.00	0.00	0.00
January 2034	43,124.04	0.00	0.00	0.00
February 2034	41,499.42	0.00	0.00	0.00
March 2034	39,922.75	0.00	0.00	0.00

<u>Distribution Date</u>	<u>Classes NA and NB (in the aggregate)</u>	<u>Class QA</u>	<u>Class BA</u>	<u>Classes QK and QL and Component QZ1 (in the aggregate)</u>
April 2034	\$ 38,392.74	\$ 0.00	\$ 0.00	\$ 0.00
May 2034	36,908.16	0.00	0.00	0.00
June 2034	35,467.79	0.00	0.00	0.00
July 2034	34,070.44	0.00	0.00	0.00
August 2034	32,714.96	0.00	0.00	0.00
September 2034	31,400.23	0.00	0.00	0.00
October 2034	30,125.15	0.00	0.00	0.00
November 2034	28,888.65	0.00	0.00	0.00
December 2034	27,689.69	0.00	0.00	0.00
January 2035	26,527.25	0.00	0.00	0.00
February 2035	25,400.35	0.00	0.00	0.00
March 2035	24,308.02	0.00	0.00	0.00
April 2035	23,249.33	0.00	0.00	0.00
May 2035	22,223.35	0.00	0.00	0.00
June 2035	21,229.20	0.00	0.00	0.00
July 2035	20,266.01	0.00	0.00	0.00
August 2035	19,332.93	0.00	0.00	0.00
September 2035	18,429.14	0.00	0.00	0.00
October 2035	17,553.83	0.00	0.00	0.00
November 2035	16,706.22	0.00	0.00	0.00
December 2035	15,885.54	0.00	0.00	0.00
January 2036	15,091.05	0.00	0.00	0.00
February 2036	14,322.03	0.00	0.00	0.00
March 2036	13,577.77	0.00	0.00	0.00
April 2036	12,857.59	0.00	0.00	0.00
May 2036	12,160.81	0.00	0.00	0.00
June 2036	11,486.78	0.00	0.00	0.00
July 2036	10,834.87	0.00	0.00	0.00
August 2036	10,204.46	0.00	0.00	0.00
September 2036	9,594.94	0.00	0.00	0.00
October 2036	9,005.73	0.00	0.00	0.00
November 2036	8,436.25	0.00	0.00	0.00
December 2036	7,885.95	0.00	0.00	0.00
January 2037	7,354.28	0.00	0.00	0.00
February 2037	6,840.72	0.00	0.00	0.00
March 2037	6,344.75	0.00	0.00	0.00
April 2037	5,865.87	0.00	0.00	0.00
May 2037	5,403.59	0.00	0.00	0.00
June 2037	4,957.44	0.00	0.00	0.00
July 2037	4,526.95	0.00	0.00	0.00
August 2037	4,111.67	0.00	0.00	0.00
September 2037	3,711.17	0.00	0.00	0.00
October 2037	3,325.01	0.00	0.00	0.00

<u>Distribution Date</u>	<u>Classes NA and NB (in the aggregate)</u>	<u>Class QA</u>	<u>Class BA</u>	<u>Classes QK and QL and Component QZ1 (in the aggregate)</u>
November 2037	\$ 2,952.79	\$ 0.00	\$ 0.00	\$ 0.00
December 2037	2,594.09	0.00	0.00	0.00
January 2038	2,248.52	0.00	0.00	0.00
February 2038	1,915.70	0.00	0.00	0.00
March 2038	1,595.25	0.00	0.00	0.00
April 2038	1,286.81	0.00	0.00	0.00
May 2038	990.03	0.00	0.00	0.00
June 2038	704.56	0.00	0.00	0.00
July 2038	430.07	0.00	0.00	0.00
August 2038	166.23	0.00	0.00	0.00
September 2038 and thereafter	0.00	0.00	0.00	0.00

<u>Distribution Date</u>	<u>Class QK</u>	<u>Class QB and Component QZZ (in the aggregate)</u>	<u>Classes VA and VB (in the aggregate)</u>	<u>Classes PE, PG and PQ (in the aggregate)</u>
Initial Balance	\$96,417,000.00	\$11,863,000.00	\$60,292,626.00	\$188,698,153.00
August 2009	96,416,991.67	11,863,000.00	60,042,621.83	188,220,121.17
September 2009	96,416,983.30	11,745,037.14	59,791,575.98	187,693,104.34
October 2009	96,416,974.90	11,617,683.73	59,539,484.10	187,117,293.40
November 2009	96,416,966.46	11,481,132.11	59,286,341.84	186,492,908.32
December 2009	96,416,957.98	11,335,595.55	59,032,144.82	185,820,198.12
January 2010	96,416,949.48	11,181,307.57	58,776,888.65	185,099,440.66
February 2010	96,416,940.93	11,018,514.66	58,520,568.91	184,330,942.57
March 2010	96,416,932.35	10,847,435.23	58,263,181.17	183,515,039.00
April 2010	96,416,923.74	10,668,303.77	58,004,720.98	182,652,093.44
May 2010	96,416,915.09	10,481,370.53	57,745,183.87	181,742,497.48
June 2010	96,416,906.40	10,286,903.08	57,484,565.36	180,786,670.51
July 2010	96,416,897.68	10,085,189.91	57,222,860.94	179,785,059.47
August 2010	96,416,888.92	9,876,539.34	56,960,066.08	178,738,138.47
September 2010	96,416,880.12	9,661,282.35	56,696,176.25	177,646,408.49
October 2010	96,416,871.29	9,439,811.13	56,431,186.87	176,510,396.96
November 2010	96,416,862.42	9,212,499.80	56,165,093.37	175,330,657.36
December 2010	96,416,853.51	8,979,838.93	55,897,891.15	174,107,768.80
January 2011	96,416,844.57	8,742,526.67	55,629,575.59	172,842,335.56
February 2011	96,416,835.59	8,501,427.71	55,360,142.04	171,534,986.57
March 2011	96,416,826.57	8,257,566.44	55,089,585.86	170,186,374.95
April 2011	96,416,817.51	8,011,371.79	54,817,902.36	168,797,177.42
May 2011	96,416,808.42	7,764,729.76	54,545,086.84	167,368,093.80
June 2011	96,416,799.29	7,519,270.93	54,271,134.59	165,899,846.37
July 2011	96,416,790.12	7,276,110.63	53,996,040.87	164,393,179.31
August 2011	96,416,780.91	7,037,902.75	53,719,800.93	162,848,858.03
September 2011	96,416,771.66	6,804,798.99	53,442,409.99	161,267,668.56
October 2011	96,416,762.38	6,576,850.32	53,163,863.26	159,650,416.85
November 2011	96,416,753.06	6,354,031.65	52,884,155.91	158,043,202.25
December 2011	96,416,743.69	6,136,269.41	52,603,283.12	156,445,964.50
January 2012	96,416,734.29	5,923,505.79	52,321,240.02	154,858,643.70
February 2012	96,416,724.85	5,715,668.29	52,038,021.74	153,281,180.31
March 2012	96,416,715.37	5,512,685.29	51,753,623.39	151,713,515.16
April 2012	96,416,705.85	5,314,486.09	51,468,040.04	150,155,589.41
May 2012	96,416,696.29	5,121,000.84	51,181,266.77	148,607,344.57
June 2012	96,416,686.69	4,932,160.57	50,893,298.60	147,068,722.52
July 2012	96,416,677.06	4,747,897.16	50,604,130.57	145,539,665.46
August 2012	96,416,667.38	4,568,143.35	50,313,757.67	144,020,115.96
September 2012	96,416,657.66	4,392,832.70	50,022,174.88	142,510,016.92
October 2012	96,416,647.90	4,221,899.62	49,729,377.17	141,009,311.57
November 2012	96,416,638.10	4,055,279.31	49,435,359.46	139,517,943.50
December 2012	96,416,628.26	3,892,907.81	49,140,116.68	138,035,856.61
January 2013	96,416,618.37	3,734,721.93	48,843,643.72	136,562,995.15

<u>Distribution Date</u>	<u>Class QK</u>	<u>Class QB and Component QZZ (in the aggregate)</u>	<u>Classes VA and VB (in the aggregate)</u>	<u>Classes PE, PG and PQ (in the aggregate)</u>
February 2013	\$96,416,608.45	\$ 3,580,659.29	\$48,545,935.46	\$135,099,303.71
March 2013	96,416,598.49	3,430,658.30	48,246,986.75	133,644,727.20
April 2013	96,416,588.48	3,284,658.11	47,946,792.42	132,199,210.84
May 2013	96,416,578.43	3,142,598.67	47,645,347.27	130,762,700.22
June 2013	96,416,568.34	3,004,420.66	47,342,646.11	129,335,141.21
July 2013	96,416,558.21	2,870,065.50	47,038,683.69	127,916,480.03
August 2013	96,416,548.04	2,739,475.38	46,733,454.76	126,506,663.21
September 2013	96,416,537.82	2,612,593.19	46,426,954.05	125,105,637.60
October 2013	96,416,527.56	2,489,362.56	46,119,176.25	123,713,350.36
November 2013	96,416,517.26	2,369,727.81	45,810,116.04	122,329,748.98
December 2013	96,416,506.91	2,253,633.97	45,499,768.08	120,954,781.25
January 2014	96,416,496.53	2,141,026.79	45,188,127.00	119,588,395.28
February 2014	96,416,486.09	2,031,852.67	44,875,187.42	118,230,539.48
March 2014	96,416,475.62	1,926,058.72	44,560,943.92	116,881,162.58
April 2014	96,416,465.10	1,823,592.71	44,245,391.08	115,540,213.59
May 2014	96,416,454.54	1,724,403.07	43,928,523.43	114,207,641.86
June 2014	96,416,443.93	1,628,438.88	43,610,335.50	112,883,397.01
July 2014	96,416,433.28	1,535,649.89	43,290,821.79	111,567,428.97
August 2014	93,767,671.55	1,445,986.48	42,969,976.77	110,259,687.99
September 2014	87,609,072.60	1,359,399.65	42,647,794.90	108,960,124.58
October 2014	81,486,357.43	1,275,841.05	42,324,270.60	107,668,689.57
November 2014	75,399,206.23	1,195,262.94	41,999,398.28	106,385,334.08
December 2014	69,347,301.37	1,117,618.17	41,673,172.33	105,110,009.51
January 2015	63,330,327.34	1,042,860.24	41,345,587.11	103,842,667.55
February 2015	57,347,970.81	970,943.19	41,016,636.94	102,583,260.20
March 2015	51,399,920.54	901,821.70	40,686,316.15	101,331,739.71
April 2015	45,485,867.42	835,451.02	40,354,619.02	100,088,058.66
May 2015	39,605,504.40	771,786.95	40,021,539.83	98,852,169.87
June 2015	33,758,526.54	710,785.90	39,687,072.80	97,624,026.46
July 2015	27,944,630.92	652,404.81	39,351,212.16	96,403,581.83
August 2015	22,163,516.68	596,601.19	39,013,952.10	95,190,789.65
September 2015	16,414,884.97	543,333.12	38,675,286.79	93,985,603.89
October 2015	10,698,438.97	492,559.18	38,335,210.37	92,787,978.75
November 2015	5,013,883.84	444,238.52	37,993,716.97	91,597,868.75
December 2015	0.00	398,330.82	37,650,800.68	90,415,228.65
January 2016	0.00	354,796.28	37,306,455.58	89,240,013.49
February 2016	0.00	313,595.59	36,960,675.70	88,072,178.58
March 2016	0.00	274,690.00	36,613,455.07	86,911,679.49
April 2016	0.00	238,041.25	36,264,787.69	85,758,472.06
May 2016	0.00	203,611.55	35,914,667.53	84,612,512.39
June 2016	0.00	171,363.65	35,563,088.53	83,473,756.85
July 2016	0.00	141,260.75	35,210,044.62	82,342,162.05
August 2016	0.00	113,266.57	34,855,529.70	81,217,684.89

<u>Distribution Date</u>	<u>Class QK</u>	<u>Class QB and Component QZZ (in the aggregate)</u>	<u>Classes VA and VB (in the aggregate)</u>	<u>Classes PE, PG and PQ (in the aggregate)</u>
September 2016	\$ 0.00	\$ 88,477.66	\$34,499,537.63	\$ 80,100,282.49
October 2016	0.00	66,853.82	34,142,062.26	78,989,912.26
November 2016	0.00	48,333.64	33,783,097.41	77,886,531.84
December 2016	0.00	32,856.61	33,422,636.87	76,790,099.13
January 2017	0.00	20,363.12	33,060,674.41	75,700,572.29
February 2017	0.00	10,794.48	32,697,203.78	74,617,909.71
March 2017	0.00	4,092.84	32,332,218.68	73,542,070.05
April 2017	0.00	1,155.63	31,965,712.82	72,473,012.19
May 2017	0.00	17.99	31,597,679.84	71,410,695.29
June 2017	0.00	0.00	30,455,295.43	70,355,078.72
July 2017	0.00	0.00	25,648,288.72	69,306,122.11
August 2017	0.00	0.00	20,862,440.16	68,263,785.32
September 2017	0.00	0.00	16,097,521.93	67,228,028.47
October 2017	0.00	0.00	11,353,307.65	66,198,811.90
November 2017	0.00	0.00	6,629,572.35	65,176,096.18
December 2017	0.00	0.00	1,926,092.43	64,165,166.96
January 2018	0.00	0.00	0.00	63,169,046.03
February 2018	0.00	0.00	0.00	62,187,523.29
March 2018	0.00	0.00	0.00	61,220,391.58
April 2018	0.00	0.00	0.00	60,267,446.59
May 2018	0.00	0.00	0.00	59,328,486.90
June 2018	0.00	0.00	0.00	58,403,313.84
July 2018	0.00	0.00	0.00	57,491,731.56
August 2018	0.00	0.00	0.00	56,593,546.89
September 2018	0.00	0.00	0.00	55,708,569.40
October 2018	0.00	0.00	0.00	54,836,611.28
November 2018	0.00	0.00	0.00	53,977,487.35
December 2018	0.00	0.00	0.00	53,131,015.01
January 2019	0.00	0.00	0.00	52,297,014.20
February 2019	0.00	0.00	0.00	51,475,307.38
March 2019	0.00	0.00	0.00	50,665,719.49
April 2019	0.00	0.00	0.00	49,868,077.89
May 2019	0.00	0.00	0.00	49,082,212.38
June 2019	0.00	0.00	0.00	48,307,955.11
July 2019	0.00	0.00	0.00	47,545,140.58
August 2019	0.00	0.00	0.00	46,793,605.61
September 2019	0.00	0.00	0.00	46,053,189.29
October 2019	0.00	0.00	0.00	45,323,732.95
November 2019	0.00	0.00	0.00	44,605,080.16
December 2019	0.00	0.00	0.00	43,897,076.65
January 2020	0.00	0.00	0.00	43,199,570.31
February 2020	0.00	0.00	0.00	42,512,411.18
March 2020	0.00	0.00	0.00	41,835,451.37

<u>Distribution Date</u>	<u>Class QK</u>	<u>Class QB and Component QZZ (in the aggregate)</u>	<u>Classes VA and VB (in the aggregate)</u>	<u>Classes PE, PG and PQ (in the aggregate)</u>
April 2020	\$ 0.00	\$ 0.00	\$ 0.00	\$ 41,168,545.06
May 2020	0.00	0.00	0.00	40,511,548.48
June 2020	0.00	0.00	0.00	39,864,319.87
July 2020	0.00	0.00	0.00	39,226,719.44
August 2020	0.00	0.00	0.00	38,598,609.38
September 2020	0.00	0.00	0.00	37,979,853.78
October 2020	0.00	0.00	0.00	37,370,318.65
November 2020	0.00	0.00	0.00	36,769,871.88
December 2020	0.00	0.00	0.00	36,178,383.19
January 2021	0.00	0.00	0.00	35,595,724.15
February 2021	0.00	0.00	0.00	35,021,768.11
March 2021	0.00	0.00	0.00	34,456,390.21
April 2021	0.00	0.00	0.00	33,899,467.31
May 2021	0.00	0.00	0.00	33,350,878.03
June 2021	0.00	0.00	0.00	32,810,502.69
July 2021	0.00	0.00	0.00	32,278,223.25
August 2021	0.00	0.00	0.00	31,753,923.38
September 2021	0.00	0.00	0.00	31,237,488.34
October 2021	0.00	0.00	0.00	30,728,805.01
November 2021	0.00	0.00	0.00	30,227,761.88
December 2021	0.00	0.00	0.00	29,734,248.97
January 2022	0.00	0.00	0.00	29,248,157.88
February 2022	0.00	0.00	0.00	28,769,381.69
March 2022	0.00	0.00	0.00	28,297,815.03
April 2022	0.00	0.00	0.00	27,833,353.98
May 2022	0.00	0.00	0.00	27,375,896.08
June 2022	0.00	0.00	0.00	26,925,340.32
July 2022	0.00	0.00	0.00	26,481,587.11
August 2022	0.00	0.00	0.00	26,044,538.26
September 2022	0.00	0.00	0.00	25,614,096.96
October 2022	0.00	0.00	0.00	25,190,167.75
November 2022	0.00	0.00	0.00	24,772,656.53
December 2022	0.00	0.00	0.00	24,361,470.52
January 2023	0.00	0.00	0.00	23,956,518.25
February 2023	0.00	0.00	0.00	23,557,709.53
March 2023	0.00	0.00	0.00	23,164,955.44
April 2023	0.00	0.00	0.00	22,778,168.31
May 2023	0.00	0.00	0.00	22,397,261.73
June 2023	0.00	0.00	0.00	22,022,150.47
July 2023	0.00	0.00	0.00	21,652,750.53
August 2023	0.00	0.00	0.00	21,288,979.08
September 2023	0.00	0.00	0.00	20,930,754.47
October 2023	0.00	0.00	0.00	20,577,996.20

<u>Distribution Date</u>	<u>Class QK</u>	<u>Class QB and Component QZZ (in the aggregate)</u>	<u>Classes VA and VB (in the aggregate)</u>	<u>Classes PE, PG and PQ (in the aggregate)</u>
November 2023	\$ 0.00	\$ 0.00	\$ 0.00	\$ 20,230,624.88
December 2023	0.00	0.00	0.00	19,888,562.29
January 2024	0.00	0.00	0.00	19,551,731.26
February 2024	0.00	0.00	0.00	19,220,055.76
March 2024	0.00	0.00	0.00	18,893,460.79
April 2024	0.00	0.00	0.00	18,571,872.44
May 2024	0.00	0.00	0.00	18,255,217.83
June 2024	0.00	0.00	0.00	17,943,425.12
July 2024	0.00	0.00	0.00	17,636,423.47
August 2024	0.00	0.00	0.00	17,334,143.07
September 2024	0.00	0.00	0.00	17,036,515.05
October 2024	0.00	0.00	0.00	16,743,471.57
November 2024	0.00	0.00	0.00	16,454,945.72
December 2024	0.00	0.00	0.00	16,170,871.53
January 2025	0.00	0.00	0.00	15,891,183.98
February 2025	0.00	0.00	0.00	15,615,818.98
March 2025	0.00	0.00	0.00	15,344,713.31
April 2025	0.00	0.00	0.00	15,077,804.69
May 2025	0.00	0.00	0.00	14,815,031.69
June 2025	0.00	0.00	0.00	14,556,333.78
July 2025	0.00	0.00	0.00	14,301,651.26
August 2025	0.00	0.00	0.00	14,050,925.29
September 2025	0.00	0.00	0.00	13,804,097.88
October 2025	0.00	0.00	0.00	13,561,111.83
November 2025	0.00	0.00	0.00	13,321,910.77
December 2025	0.00	0.00	0.00	13,086,439.15
January 2026	0.00	0.00	0.00	12,854,642.17
February 2026	0.00	0.00	0.00	12,626,465.84
March 2026	0.00	0.00	0.00	12,401,856.92
April 2026	0.00	0.00	0.00	12,180,762.94
May 2026	0.00	0.00	0.00	11,963,132.16
June 2026	0.00	0.00	0.00	11,748,913.60
July 2026	0.00	0.00	0.00	11,538,056.97
August 2026	0.00	0.00	0.00	11,330,512.74
September 2026	0.00	0.00	0.00	11,126,232.05
October 2026	0.00	0.00	0.00	10,925,166.74
November 2026	0.00	0.00	0.00	10,727,269.36
December 2026	0.00	0.00	0.00	10,532,493.12
January 2027	0.00	0.00	0.00	10,340,791.88
February 2027	0.00	0.00	0.00	10,152,120.20
March 2027	0.00	0.00	0.00	9,966,433.24
April 2027	0.00	0.00	0.00	9,783,686.84
May 2027	0.00	0.00	0.00	9,603,837.45

<u>Distribution Date</u>	<u>Class QK</u>	<u>Class QB and Component QZZ (in the aggregate)</u>	<u>Classes VA and VB (in the aggregate)</u>	<u>Classes PE, PG and PQ (in the aggregate)</u>
June 2027	\$ 0.00	\$ 0.00	\$ 0.00	\$ 9,426,842.14
July 2027	0.00	0.00	0.00	9,252,658.61
August 2027	0.00	0.00	0.00	9,081,245.14
September 2027	0.00	0.00	0.00	8,912,560.63
October 2027	0.00	0.00	0.00	8,746,564.55
November 2027	0.00	0.00	0.00	8,583,216.96
December 2027	0.00	0.00	0.00	8,422,478.49
January 2028	0.00	0.00	0.00	8,264,310.32
February 2028	0.00	0.00	0.00	8,108,674.21
March 2028	0.00	0.00	0.00	7,955,532.45
April 2028	0.00	0.00	0.00	7,804,847.87
May 2028	0.00	0.00	0.00	7,656,583.84
June 2028	0.00	0.00	0.00	7,510,704.25
July 2028	0.00	0.00	0.00	7,367,173.52
August 2028	0.00	0.00	0.00	7,225,956.56
September 2028	0.00	0.00	0.00	7,087,018.80
October 2028	0.00	0.00	0.00	6,950,326.15
November 2028	0.00	0.00	0.00	6,815,845.02
December 2028	0.00	0.00	0.00	6,683,542.31
January 2029	0.00	0.00	0.00	6,553,385.39
February 2029	0.00	0.00	0.00	6,425,342.08
March 2029	0.00	0.00	0.00	6,299,380.69
April 2029	0.00	0.00	0.00	6,175,469.97
May 2029	0.00	0.00	0.00	6,053,579.13
June 2029	0.00	0.00	0.00	5,933,677.81
July 2029	0.00	0.00	0.00	5,815,736.09
August 2029	0.00	0.00	0.00	5,699,724.50
September 2029	0.00	0.00	0.00	5,585,613.97
October 2029	0.00	0.00	0.00	5,473,375.86
November 2029	0.00	0.00	0.00	5,362,981.93
December 2029	0.00	0.00	0.00	5,254,404.38
January 2030	0.00	0.00	0.00	5,147,615.78
February 2030	0.00	0.00	0.00	5,042,589.10
March 2030	0.00	0.00	0.00	4,939,297.71
April 2030	0.00	0.00	0.00	4,837,715.37
May 2030	0.00	0.00	0.00	4,737,816.19
June 2030	0.00	0.00	0.00	4,639,574.69
July 2030	0.00	0.00	0.00	4,542,965.74
August 2030	0.00	0.00	0.00	4,447,964.57
September 2030	0.00	0.00	0.00	4,354,546.78
October 2030	0.00	0.00	0.00	4,262,688.32
November 2030	0.00	0.00	0.00	4,172,365.48
December 2030	0.00	0.00	0.00	4,083,554.90

<u>Distribution Date</u>	<u>Class QK</u>	<u>Class QB and Component QZZ (in the aggregate)</u>	<u>Classes VA and VB (in the aggregate)</u>	<u>Classes PE, PG and PQ (in the aggregate)</u>
January 2031	\$ 0.00	\$ 0.00	\$ 0.00	\$ 3,996,233.57
February 2031	0.00	0.00	0.00	3,910,378.78
March 2031	0.00	0.00	0.00	3,825,968.19
April 2031	0.00	0.00	0.00	3,742,979.76
May 2031	0.00	0.00	0.00	3,661,391.77
June 2031	0.00	0.00	0.00	3,581,182.83
July 2031	0.00	0.00	0.00	3,502,331.85
August 2031	0.00	0.00	0.00	3,424,818.04
September 2031	0.00	0.00	0.00	3,348,620.93
October 2031	0.00	0.00	0.00	3,273,720.33
November 2031	0.00	0.00	0.00	3,200,096.36
December 2031	0.00	0.00	0.00	3,127,729.42
January 2032	0.00	0.00	0.00	3,056,600.20
February 2032	0.00	0.00	0.00	2,986,689.67
March 2032	0.00	0.00	0.00	2,917,979.06
April 2032	0.00	0.00	0.00	2,850,449.91
May 2032	0.00	0.00	0.00	2,784,084.00
June 2032	0.00	0.00	0.00	2,718,863.38
July 2032	0.00	0.00	0.00	2,654,770.38
August 2032	0.00	0.00	0.00	2,591,787.57
September 2032	0.00	0.00	0.00	2,529,897.78
October 2032	0.00	0.00	0.00	2,469,084.10
November 2032	0.00	0.00	0.00	2,409,329.84
December 2032	0.00	0.00	0.00	2,350,618.59
January 2033	0.00	0.00	0.00	2,292,934.16
February 2033	0.00	0.00	0.00	2,236,260.59
March 2033	0.00	0.00	0.00	2,180,582.19
April 2033	0.00	0.00	0.00	2,125,883.45
May 2033	0.00	0.00	0.00	2,072,149.12
June 2033	0.00	0.00	0.00	2,019,364.17
July 2033	0.00	0.00	0.00	1,967,513.79
August 2033	0.00	0.00	0.00	1,916,583.38
September 2033	0.00	0.00	0.00	1,866,558.56
October 2033	0.00	0.00	0.00	1,817,425.16
November 2033	0.00	0.00	0.00	1,769,169.22
December 2033	0.00	0.00	0.00	1,721,776.98
January 2034	0.00	0.00	0.00	1,675,234.90
February 2034	0.00	0.00	0.00	1,629,529.62
March 2034	0.00	0.00	0.00	1,584,647.99
April 2034	0.00	0.00	0.00	1,540,577.04
May 2034	0.00	0.00	0.00	1,497,304.00
June 2034	0.00	0.00	0.00	1,454,816.29
July 2034	0.00	0.00	0.00	1,413,101.52

<u>Distribution Date</u>	<u>Class QK</u>	<u>Class QB and Component QZZ (in the aggregate)</u>	<u>Classes VA and VB (in the aggregate)</u>	<u>Classes PE, PG and PQ (in the aggregate)</u>
August 2034	\$ 0.00	\$ 0.00	\$ 0.00	\$ 1,372,147.48
September 2034	0.00	0.00	0.00	1,331,942.12
October 2034	0.00	0.00	0.00	1,292,473.60
November 2034	0.00	0.00	0.00	1,253,730.24
December 2034	0.00	0.00	0.00	1,215,700.54
January 2035	0.00	0.00	0.00	1,178,373.15
February 2035	0.00	0.00	0.00	1,141,736.92
March 2035	0.00	0.00	0.00	1,105,780.83
April 2035	0.00	0.00	0.00	1,070,494.07
May 2035	0.00	0.00	0.00	1,035,865.93
June 2035	0.00	0.00	0.00	1,001,885.92
July 2035	0.00	0.00	0.00	968,543.67
August 2035	0.00	0.00	0.00	935,828.96
September 2035	0.00	0.00	0.00	903,731.76
October 2035	0.00	0.00	0.00	872,242.14
November 2035	0.00	0.00	0.00	841,350.35
December 2035	0.00	0.00	0.00	811,046.78
January 2036	0.00	0.00	0.00	781,321.97
February 2036	0.00	0.00	0.00	752,166.58
March 2036	0.00	0.00	0.00	723,571.42
April 2036	0.00	0.00	0.00	695,527.45
May 2036	0.00	0.00	0.00	668,025.74
June 2036	0.00	0.00	0.00	641,057.53
July 2036	0.00	0.00	0.00	614,614.15
August 2036	0.00	0.00	0.00	588,687.09
September 2036	0.00	0.00	0.00	563,267.95
October 2036	0.00	0.00	0.00	538,348.47
November 2036	0.00	0.00	0.00	513,920.50
December 2036	0.00	0.00	0.00	489,976.02
January 2037	0.00	0.00	0.00	466,507.14
February 2037	0.00	0.00	0.00	443,506.07
March 2037	0.00	0.00	0.00	420,965.15
April 2037	0.00	0.00	0.00	398,876.83
May 2037	0.00	0.00	0.00	377,233.68
June 2037	0.00	0.00	0.00	356,028.37
July 2037	0.00	0.00	0.00	335,253.69
August 2037	0.00	0.00	0.00	314,902.54
September 2037	0.00	0.00	0.00	294,967.92
October 2037	0.00	0.00	0.00	275,442.94
November 2037	0.00	0.00	0.00	256,320.82
December 2037	0.00	0.00	0.00	237,594.88
January 2038	0.00	0.00	0.00	219,258.52
February 2038	0.00	0.00	0.00	201,305.28

<u>Distribution Date</u>	<u>Class QK</u>	<u>Class QB and Component QZ2 (in the aggregate)</u>	<u>Classes VA and VB (in the aggregate)</u>	<u>Classes PE, PG and PQ (in the aggregate)</u>
March 2038	\$ 0.00	\$ 0.00	\$ 0.00	\$ 183,728.76
April 2038	0.00	0.00	0.00	166,522.69
May 2038	0.00	0.00	0.00	149,680.87
June 2038	0.00	0.00	0.00	133,197.19
July 2038	0.00	0.00	0.00	117,065.67
August 2038	0.00	0.00	0.00	101,280.39
September 2038	0.00	0.00	0.00	85,835.52
October 2038	0.00	0.00	0.00	70,725.33
November 2038	0.00	0.00	0.00	55,944.18
December 2038	0.00	0.00	0.00	41,486.50
January 2039	0.00	0.00	0.00	27,346.83
February 2039	0.00	0.00	0.00	13,519.76
March 2039 and thereafter	0.00	0.00	0.00	0.00

<u>Distribution Date</u>	<u>Class WQ</u>	<u>Class GA</u>	<u>Class KA and Component KZ1 (in the aggregate)</u>	<u>Class KB and Component KZ2 (in the aggregate)</u>
Initial balance	\$4,968,853.00	\$71,629,000.00	\$34,694,000.00	\$18,812,000.00
August 2009	4,953,718.25	70,980,743.55	34,694,000.00	18,703,809.22
September 2009	4,934,827.27	70,292,513.74	34,694,000.00	18,544,431.56
October 2009	4,912,197.78	69,564,579.93	34,694,000.00	18,368,704.81
November 2009	4,885,852.13	68,799,855.59	34,694,000.00	18,174,253.61
December 2009	4,855,817.30	67,999,141.11	34,694,000.00	17,960,872.67
January 2010	4,822,124.88	67,163,009.94	34,694,000.00	17,728,640.07
February 2010	4,784,811.04	66,289,343.02	34,694,000.00	17,480,955.67
March 2010	4,743,916.49	65,378,165.04	34,694,000.00	17,219,050.57
April 2010	4,699,486.45	64,429,906.60	34,694,000.00	16,943,360.13
May 2010	4,651,570.61	63,445,024.53	34,694,000.00	16,654,345.99
June 2010	4,600,223.04	62,424,001.46	34,694,000.00	16,352,495.16
July 2010	4,545,502.18	61,367,345.36	34,694,000.00	16,038,318.96
August 2010	4,487,470.73	60,275,589.08	34,694,000.00	15,712,351.92
September 2010	4,426,195.59	59,149,289.83	34,694,000.00	15,375,150.58
October 2010	4,361,747.77	57,989,028.62	34,694,000.00	15,027,292.19
November 2010	4,294,202.32	56,795,409.71	34,694,000.00	14,669,373.37
December 2010	4,223,638.22	55,569,060.01	34,694,000.00	14,302,008.66
January 2011	4,150,138.28	54,310,628.42	34,694,000.00	13,925,829.00
February 2011	4,073,789.03	53,020,799.18	34,694,000.00	13,541,486.25
March 2011	3,994,680.62	51,700,416.25	34,694,000.00	13,149,706.15
April 2011	3,912,906.67	50,351,414.97	34,694,000.00	12,751,692.22
May 2011	3,828,564.17	48,989,288.29	34,694,000.00	12,354,528.31
June 2011	3,741,753.34	47,614,408.70	34,694,000.00	11,957,894.34
July 2011	3,652,577.51	46,239,222.97	34,694,000.00	11,566,238.39
August 2011	3,561,142.95	44,865,653.17	34,694,000.00	11,180,355.82
September 2011	3,467,558.73	43,493,776.57	34,694,000.00	10,800,261.78
October 2011	3,371,936.59	42,130,389.31	34,694,000.00	10,428,731.02
November 2011	3,277,845.45	40,775,419.87	34,694,000.00	10,065,638.01
December 2011	3,185,270.15	39,428,797.25	34,694,000.00	9,710,858.81
January 2012	3,094,195.68	38,090,450.88	34,694,000.00	9,364,271.04
February 2012	3,004,607.15	36,760,310.71	34,694,000.00	9,025,753.88
March 2012	2,916,489.80	35,438,307.14	34,694,000.00	8,695,188.01
April 2012	2,829,828.98	34,124,371.04	34,694,000.00	8,372,455.66
May 2012	2,744,610.18	32,818,433.74	34,694,000.00	8,057,440.51
June 2012	2,660,819.00	31,520,427.05	34,694,000.00	7,750,027.75
July 2012	2,578,441.17	30,230,283.22	34,694,000.00	7,450,104.00
August 2012	2,497,462.54	28,947,934.95	34,694,000.00	7,157,557.33
September 2012	2,417,869.08	27,673,315.41	34,694,000.00	6,872,277.24
October 2012	2,339,646.87	26,406,358.20	34,694,000.00	6,594,154.62
November 2012	2,262,782.12	25,146,997.38	34,694,000.00	6,323,081.78
December 2012	2,187,261.15	23,895,167.44	34,694,000.00	6,058,952.36
January 2013	2,113,070.40	22,650,803.30	34,694,000.00	5,801,661.41

<u>Distribution Date</u>	<u>Class WQ</u>	<u>Class GA</u>	<u>Class KA and Component KZ1 (in the aggregate)</u>	<u>Class KB and Component KZ2 (in the aggregate)</u>
February 2013	\$2,040,196.42	\$21,413,840.32	\$34,694,000.00	\$ 5,551,105.26
March 2013	1,968,625.88	20,184,214.30	34,694,000.00	5,307,181.62
April 2013	1,898,345.56	18,961,861.46	34,694,000.00	5,069,789.47
May 2013	1,829,342.35	17,746,718.43	34,694,000.00	4,838,829.12
June 2013	1,761,603.26	16,538,722.28	34,694,000.00	4,614,202.13
July 2013	1,695,115.40	15,337,810.49	34,694,000.00	4,395,811.32
August 2013	1,629,865.99	14,143,920.95	34,694,000.00	4,183,560.80
September 2013	1,565,842.38	12,956,991.96	34,694,000.00	3,977,355.86
October 2013	1,503,032.00	11,776,962.23	34,694,000.00	3,777,103.04
November 2013	1,441,422.40	10,603,770.88	34,694,000.00	3,582,710.09
December 2013	1,381,001.24	9,437,357.43	34,694,000.00	3,394,085.94
January 2014	1,321,756.28	8,277,661.77	34,694,000.00	3,211,140.69
February 2014	1,263,675.38	7,124,624.23	34,694,000.00	3,033,785.60
March 2014	1,206,746.52	5,978,185.50	34,694,000.00	2,861,933.11
April 2014	1,150,957.77	4,838,286.66	34,694,000.00	2,695,496.75
May 2014	1,096,297.31	3,704,869.20	34,694,000.00	2,534,391.21
June 2014	1,042,753.41	2,577,874.97	34,694,000.00	2,378,532.26
July 2014	990,314.45	1,457,246.20	34,694,000.00	2,227,836.78
August 2014	938,968.91	342,925.50	34,694,000.00	2,082,222.74
September 2014	888,705.36	0.00	33,928,855.86	1,941,609.15
October 2014	839,512.48	0.00	32,826,980.64	1,805,916.10
November 2014	791,379.05	0.00	31,731,243.55	1,675,064.71
December 2014	744,293.93	0.00	30,641,588.70	1,548,977.15
January 2015	698,246.09	0.00	29,557,960.51	1,427,576.59
February 2015	653,224.59	0.00	28,480,303.82	1,310,787.21
March 2015	609,218.58	0.00	27,408,563.77	1,198,534.19
April 2015	566,217.31	0.00	26,342,685.89	1,090,743.70
May 2015	524,210.13	0.00	25,282,616.05	987,342.85
June 2015	483,186.47	0.00	24,228,300.47	888,259.75
July 2015	443,135.86	0.00	23,179,685.70	793,423.42
August 2015	404,047.91	0.00	22,136,718.65	702,763.85
September 2015	365,912.33	0.00	21,099,346.57	616,211.93
October 2015	328,718.92	0.00	20,067,517.04	533,699.47
November 2015	292,457.56	0.00	19,041,177.96	455,159.19
December 2015	257,118.22	0.00	18,020,277.60	380,524.70
January 2016	222,690.97	0.00	17,004,764.51	309,730.49
February 2016	189,165.95	0.00	15,994,587.61	242,711.91
March 2016	156,533.39	0.00	14,989,696.12	179,405.19
April 2016	124,783.62	0.00	13,990,039.59	119,747.40
May 2016	93,907.03	0.00	12,995,567.87	65,467.56
June 2016	63,894.12	0.00	12,006,231.16	26,707.55
July 2016	34,735.45	0.00	11,021,979.94	4,568.88
August 2016	6,421.67	0.00	10,042,765.02	932.71

<u>Distribution Date</u>	<u>Class WQ</u>	<u>Class GA</u>	<u>Class KA and Component KZ1 (in the aggregate)</u>	<u>Class KB and Component KZ2 (in the aggregate)</u>
September 2016	\$ 0.00	\$ 0.00	\$ 9,082,851.37	\$ 932.71
October 2016	0.00	0.00	8,147,494.20	932.71
November 2016	0.00	0.00	7,237,260.28	932.71
December 2016	0.00	0.00	6,352,289.03	932.71
January 2017	0.00	0.00	5,492,058.44	932.71
February 2017	0.00	0.00	4,643,213.43	932.71
March 2017	0.00	0.00	3,802,252.42	932.71
April 2017	0.00	0.00	2,969,059.19	932.71
May 2017	0.00	0.00	2,143,518.91	932.71
June 2017	0.00	0.00	1,325,518.14	932.71
July 2017	0.00	0.00	514,944.79	932.71
August 2017 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 Balance of Class	Underlying Certificate Factor(2)	Principal Balance in the Trust	Percentage of Class in Trust	Approximate Weighted Average Coupon of Mortgage Loans	Approximate Weighted Average 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	2009-047	DA(3)	June 30, 2009	3837417G3	5.0%	FIX	June 2039	TAC/AD	\$777,000,000	0.98311993	\$732,393,626	95.8775741313%	6.000%	349	10	I
5	Ginnie Mae	2009-033	DA(3)	May 29, 2009	383741UMP3	4.5%	FIX	May 2039	TAC/AD	\$154,287,000	0.98043469	\$134,306,806	88.7871304776%	6.002%	351	7	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.

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



\$1,879,545,772

Government National Mortgage Association

GINNIE MAE®

Guaranteed REMIC Pass-Through Securities
and MX Securities

Ginnie Mae REMIC Trust 2009-047

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-8 which highlights some of these risks.

The Sponsor and the Co-Sponsor will offer the securities from time to time in negotiated transactions at varying prices. We expect the closing date to be 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						
DJ(1)	\$555,000,000	(5)	NTL (TAC/AD)	FLT/IO	38374T5T7	June 2039
DO(1)	777,000,000	0.0%	TAC/AD	PO	38374T5U4	June 2039
DS(1)	555,000,000	(5)	NTL (TAC/AD)	INV/IO	38374T5V2	June 2039
DZ	23,000,000	5.0	SUP/SEQ	FIX/Z	38374T5W0	June 2039
KA	100,000,000	4.5	TAC/AD	FIX	38374T5X8	June 2039
KF	383,333,333	(5)	PT	FLT	38374T5Y6	June 2039
KI	9,090,909	5.5	NTL (TAC/AD)	FIX/IO	38374T5Z3	June 2039
KS	383,333,333	(5)	NTL (PT)	INV/IO	38374T6A7	June 2039
KZ	20,000,000	5.0	TAC/AD	FIX/Z	38374T6B5	June 2039
ZD	230,000,000	5.0	SUP/SEQ	FIX/Z	38374T6C3	June 2039
Security Group 2						
FC	7,000,000	(5)	SUP	FLT	38374T6D1	June 2039
LC	6,842,302	5.0	SUP	FIX	38374T6E9	June 2039
LE	3,000,000	5.0	SUP	FIX	38374T6F6	June 2038
LJ	70,000,000	5.0	PAC I	FIX	38374T6G4	May 2038
LK	40,591,498	5.0	PAC I	FIX	38374T6H2	May 2038
LP	94,695,000	5.0	PAC I	FIX	38374T6J8	May 2038
LQ	19,132,038	5.0	PAC II/AD	FIX	38374T6K5	June 2038
LS	2,000,000	(5)	SUP	INV	38374T6L3	June 2039
LT	25,467,271	5.0	PAC I	FIX	38374T6M1	June 2039
LW	3,000,000	5.0	SUP	FIX	38374T6N9	March 2039
LY	1,500,000	5.0	SUP	FIX	38374T6P4	June 2039
LZ	30,000,000	5.0	SUP	FIX/Z	38374T6Q2	June 2038
SC	2,000,000	(5)	SUP	INV	38374T6R0	June 2039
Security Group 3						
MA	27,564,727	5.0	PAC I	FIX	38374T6S8	May 2038
MB	3,419,603	5.0	PAC I	FIX	38374T6T6	June 2039
MC	3,000,000	5.0	SUP	FIX	38374T6U3	June 2039
MQ	1,936,510	5.0	PAC II	FIX	38374T6V1	June 2038
MT	5,063,490	5.0	SUP	FIX	38374T6W9	June 2038
Residual						
RR	0	0.0	NPR	NPR	38374T6X7	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.

Citi

Guzman & Co.

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: Citigroup Global Markets Inc.

Co-Sponsor: Guzman & Co.

Trustee: Wells Fargo Bank, N.A.

Tax Administrator: The Trustee

Closing Date: June 30, 2009

Distribution Dates: For the Group 1 Securities, the 16th day of each month or, if the 16th day is not a Business Day, the first Business Day thereafter, commencing in July 2009. For the Group 2 and 3 Securities, the 20th day of each month or, if the 20th day is not a Business Day, the first Business Day thereafter, commencing in 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 I	5.5%	30
2	Ginnie Mae II	5.0%	30
3	Ginnie Mae II	5.0%	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.

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			
\$1,533,333,333	352	7	6.000%
Group 2 Trust Assets			
\$ 305,228,109	356	3	5.393%
Group 3 Trust Assets			
\$ 40,984,330	356	3	5.393%

¹ As of June 1, 2009.

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

³ The Mortgage Loans underlying the Group 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, in the case of the Group 2 and 3 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 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
DF	LIBOR + 0.60%	0.920%	0.60%	7.00%	0	0.00%
DJ	LIBOR + 0.60%	0.920%	0.60%	7.00%	0	0.00%
DS	6.40% – LIBOR	6.080%	0.00%	6.40%	0	6.40%
FC	LIBOR + 1.30%	1.618%	1.30%	7.00%	0	0.00%
KF	LIBOR + 0.95%	1.270%	0.95%	7.00%	0	0.00%
KS	6.05% – LIBOR	5.730%	0.00%	6.05%	0	6.05%
LS	8.70% – LIBOR	8.382%	3.00%	8.70%	0	5.70%
SC	14.25% – (LIBOR × 2.50)	13.455%	0.00%	14.25%	0	5.70%

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

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

SECURITY GROUP 1

The Group 1 Principal Distribution Amount and the DZ, KZ and ZD Accrual Amounts will be allocated as follows:

- The KZ Accrual Amount in the following order of priority:
 1. To KA, until reduced to its Scheduled Principal Balance for that Distribution Date
 2. To KZ, until retired
- The DZ and ZD Accrual Amounts in the following order of priority:
 1. To the TAC Classes, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, concurrently, as follows:
 - a. 86.6220735786% to DO, until retired

- b. 13.3779264214% in the following order of priority:
 - (i) To KA, until reduced to its Scheduled Principal Balance for that Distribution Date
 - (ii) To KZ, until retired
 - (iii) To KA, without regard to its Scheduled Principal Balance, until retired
- 2. After the Distribution Date in July 2009, to ZD, until retired
- 3. To DZ, until its Principal Balance is reduced to \$28,750.00
- 4. To the TAC Classes in the same manner and priority described in step 1. above, but without regard to their Aggregate Scheduled Principal Balance, until retired
- 5. Sequentially, to ZD and DZ, in that order, until retired
- The Group 1 Principal Distribution Amount, concurrently, as follows:
 - 1. 24.9999999837% to KF, until retired
 - 2. 75.0000000163% in the following order of priority:
 - a. To the TAC Classes, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, concurrently, as follows:
 - i. 86.6220735786% to DO, until retired
 - ii. 13.3779264214% in the following order of priority:
 - (a) To KA, until reduced to its Scheduled Principal Balance for that Distribution Date
 - (b) To KZ, until retired
 - (c) To KA, without regard to its Scheduled Principal Balance, until retired
 - b. After the Distribution Date in July 2009, to ZD, until retired
 - c. To DZ, until its Principal Balance is reduced to \$28,750.00
 - d. To the TAC Classes in the same manner and priority described in step 2.a. above, but without regard to their Aggregate Scheduled Principal Balance, until retired
 - e. Sequentially, to ZD and DZ, in that order, until retired

SECURITY GROUP 2

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

- The LZ Accrual Amount in the following order of priority:
 - 1. To LQ, until reduced to its Scheduled Principal Balance for that Distribution Date
 - 2. To LZ, until retired
- The Group 2 Adjusted Principal Distribution Amount 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, in the following order of priority:
 - a. Concurrently, to LJ, LK and LP, pro rata, until retired
 - b. To LT, until retired
 - 2. Concurrently, as follows:
 - a. 5.7546186857% to LE, until retired
 - b. 94.2453813143% in the following order of priority:
 - (1) To LQ, until reduced to its Scheduled Principal Balance for that Distribution Date

- (2) To LZ, until retired
- (3) To LQ, without regard to its Scheduled Principal Balance, until retired
- 3. Concurrently, as follows:
 - a. 79.8588345999% concurrently, to FC, LC, LS and SC, pro rata, until retired
 - b. 20.1411654001% sequentially, to LW and LY, in that order, until retired
- 4. To the Group 2 PAC I Classes in the same manner and priority described in step 1. above, 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 MA and MB, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
- 2. To MQ, until reduced to its Scheduled Principal Balance for that Distribution Date
- 3. To MT, until retired
- 4. To MQ, without regard to its Scheduled Principal Balance, until retired
- 5. To MC, until retired
- 6. Sequentially, to MA and MB, 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 Rates:

<u>Class</u>	<u>Structuring Ranges or Rates</u>
PAC I Classes	
LJ, LK, LP and LT (in the aggregate)	130% PSA through 275% PSA
MA and MB (in the aggregate)	130% PSA through 275% PSA
PAC II Classes	
LQ	183% PSA through 275% PSA
MQ	155% PSA through 230% PSA
TAC Classes	
DO, KA and KZ (in the aggregate)	410% PSA
KA*	410% PSA

* No Effective Rate.

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

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

<u>Class</u>	<u>Original Class Notional Balance</u>	<u>Represents Approximately</u>
DI.....	\$706,363,636	90.9090909091% of DO (TAC/AD Class)
DJ.....	\$555,000,000	71.4285714286% of DO (TAC/AD Class)
DS.....	\$555,000,000	71.4285714286% of DO (TAC/AD Class)
KI.....	\$ 9,090,909	9.0909090909% of KA (TAC/AD Class)
KS.....	\$383,333,333	100% of KF (PT Class)

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

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

Schedule I

Available Combinations(1)

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related "MX" Class	Maximum Original 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								
DJ	\$333,000,000	DB	\$777,000,000	TAC/AD	3.00%	FIX	38374T6Y5	June 2039
DO	777,000,000							
DS	333,000,000							
Combination 2								
DJ	\$360,750,000	DE	\$777,000,000	TAC/AD	3.25%	FIX	38374T6Z2	June 2039
DO	777,000,000							
DS	360,750,000							
Combination 3								
DJ	\$388,500,000	DU	\$777,000,000	TAC/AD	3.50%	FIX	38374T7A6	June 2039
DO	777,000,000							
DS	388,500,000							
Combination 4								
DJ	\$416,250,000	DG	\$777,000,000	TAC/AD	3.75%	FIX	38374T7B4	June 2039
DO	777,000,000							
DS	416,250,000							
Combination 5								
DJ	\$444,000,000	DV	\$777,000,000	TAC/AD	4.00%	FIX	38374T7C2	June 2039
DO	777,000,000							
DS	444,000,000							
Combination 6								
DJ	\$471,750,000	DK	\$777,000,000	TAC/AD	4.25%	FIX	38374T7D0	June 2039
DO	777,000,000							
DS	471,750,000							
Combination 7								
DJ	\$499,500,000	DL	\$777,000,000	TAC/AD	4.50%	FIX	38374T7E8	June 2039
DO	777,000,000							
DS	499,500,000							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related "MX" Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 8								
DJ	\$527,250,000	DM	\$777,000,000	TAC/AD	4.75%	FIX	38374T7F5	June 2039
DO	777,000,000							
DS	527,250,000							
Combination 9								
DJ	\$555,000,000	DA	\$777,000,000	TAC/AD	5.00%	FIX	38374T7G3	June 2039
DO	777,000,000							
DS	555,000,000							
Combination 10								
DJ	\$555,000,000	DN	\$740,000,000	TAC/AD	5.25%	FIX	38374T7H1	June 2039
DO	740,000,000							
DS	555,000,000							
Combination 11								
DJ	\$555,000,000	DT	\$706,363,636	TAC/AD	5.50%	FIX	38374T7J7	June 2039
DO	706,363,636							
DS	555,000,000							
Combination 12								
DJ	\$555,000,000	DF	\$555,000,000	TAC/AD	(5)	FLT	38374T7K4	June 2039
DO	555,000,000							
Combination 13								
DJ	\$555,000,000	DI	\$706,363,636	NTL (TAC/AD)	5.50%	FIX/IO	38374T7L2	June 2039
DS	555,000,000							

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

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

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

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

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



\$1,959,894,112

Government National Mortgage Association

GINNIE MAE®

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

Ginnie Mae REMIC Trust 2009-033

The Securities

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

The Ginnie Mae Guaranty

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

The Trust and its Assets

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

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

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

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

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

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

Class of REMIC Securities	Original Principal Balance(2)	Interest Rate	Principal Type(3)	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Security Group 1						
KD(1)	\$ 6,160,000	4.50%	TAC/AD	FIX	38374UMU2	May 2039
PB(1)	81,840,000	3.00	PAC/AD	FIX	38374UJE2	May 2039
PI(1)	27,280,000	4.50	NTL (PAC/AD)	FIX/IO	38374UJF9	May 2039
ZA	22,000,000	4.50	SUP/SEQ	FIX/Z	38374UJG7	May 2039
Security Group 2						
FI(1)	594,961,856	(5)	NTL (TAC/AD)	FLT/IO	38374UJH5	May 2039
FK	100,000,000	(5)	TAC/AD	FLT	38374UJJ1	May 2039
FN	100,000,000	(5)	TAC/AD	FLT	38374UJK8	May 2039
MA	33,333,333	4.50	TAC/AD	FIX	38374UJL6	May 2039
MB	100,000,000	4.50	TAC/AD	FIX	38374UJM4	May 2039
NO(1)	694,122,166	0.00	TAC/AD	PO	38374UJN2	May 2039
SI(1)	594,961,856	(5)	NTL (TAC/AD)	INV/IO	38374UJP7	May 2039
SN(1)	794,961,856	(5)	NTL (TAC/AD)	INV/IO	38374UJQ5	May 2039
ZB	276,400,000	6.00	SUP	FIX/Z	38374UJR3	May 2039
Security Group 3						
BA	3,319,288	4.00	SC/PT	FIX	38374UJS1	April 2032
BF	16,596,438	(5)	SC/PT	FLT	38374UJT9	April 2032
BS	16,596,438	(5)	NTL (SC/PT)	INV/IO	38374UJU6	April 2032
Security Group 4						
TG	11,000,040	4.50	SUP	FIX	38374UMV0	May 2039
TI	35,340,860	6.00	NTL (PT)	FIX/IO	38374UJV4	May 2039
TM	20,466,810	4.50	SUP	FIX	38374UJW2	December 2038
TN	3,611,790	4.50	SUP	FIX	38374UJX0	May 2039
TP	100,000,000	4.50	PAC I/AD	FIX	38374UJY8	May 2039
TQ	6,222,800	4.50	PAC II	FIX	38374UJZ5	May 2039
TZ	62,001	4.50	PAC I	FIX/Z	38374UKA8	May 2039
Security Group 5						
AB(1)	31,994,002	3.00	SC/PT	FIX	38374UKB6	October 2035
AI(1)	14,542,728	5.50	NTL (SC/PT)	FIX/IO	38374UKC4	October 2035
Security Group 6						
CI	18,181,818	5.50	NTL (PAC/AD)	FIX/IO	38374UKD2	May 2039
CP	100,000,000	4.50	PAC/AD	FIX	38374UKE0	May 2039
CZ	18,236,739	5.50	SUP	FIX/Z	38374UKF7	May 2039
ZC	29,330	5.50	PAC/AD	FIX/Z	38374UKG5	May 2039
Security Group 7						
LA	2,431,000	4.00	SC/SEQ	FIX	38374UKH3	April 2039
LB	2,431,000	5.00	SC/SEQ	FIX	38374UKJ9	April 2039
LC	4,486,000	4.00	SC/SEQ	FIX	38374UKK6	April 2039
LD	4,486,000	5.00	SC/SEQ	FIX	38374UKL4	April 2039
Security Group 8						
DB	1,713,000	5.50	TAC/AD	FIX	38374UKM2	May 2039
DJ(1)	121,225,500	(5)	NTL (TAC/AD)	FLT/IO	38374UKN0	May 2039
DO(1)	154,287,000	0.00	TAC/AD	PO	38374UKP5	May 2039
DS(1)	121,225,500	(5)	NTL (TAC/AD)	INV/IO	38374UKQ3	May 2039
DZ	4,000,000	5.50	SUP/SEQ	FIX/Z	38374UKR1	May 2039
ZD	40,000,000	5.50	SUP/SEQ	FIX/Z	38374UKS9	February 2038
Security Group 9						
GB	20,665,375	4.25	SC/PT	FIX	38374UKT7	December 2031
GI	7,153,399	6.50	NTL (SC/PT)	FIX/IO	38374UKU4	December 2031
Residual						
RR	0	0.00	NPR	NPR	38374UKV2	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.

Citi

Utendahl Capital Partners, L.P.

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: Citigroup Global Markets Inc.

Co-Sponsor: Utendahl Capital Partners, L.P.

Trustee: Wells Fargo Bank, N.A.

Tax Administrator: The Trustee

Closing Date: May 29, 2009

Distribution Dates: For the Group 1, 2, 4, 5, 6 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 June 2009. For the Group 3, 7 and 9 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	6.0%	30
3	Underlying Certificate	(1)	(1)
4	Ginnie Mae II	6.0%	30
5	Underlying Certificate	(1)	(1)
6	Ginnie Mae II	5.5%	30
7	Underlying Certificate	(1)	(1)
8	Ginnie Mae II	5.5%	30
9	Underlying Certificates	(1)	(1)

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

Security Groups: This series of Securities consists of multiple Security Groups (each, a “Group”), as shown on the front cover of this Supplement and on Schedule I to this Supplement. 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 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			
\$ 110,000,000	358	2	4.971%
Group 2 Trust Assets			
\$ 522,648,155	346	13	6.500%
781,207,344	353	5	6.500%
<u>\$1,303,855,499</u>			
Group 4 Trust Assets			
\$ 141,363,441	354	5	6.566%
Group 6 Trust Assets			
\$ 118,266,069	352	6	5.977%
Group 8 Trust Assets			
\$ 115,000,000	355	4	6.030%
85,000,000	355	5	6.030%
<u>\$ 200,000,000</u>			

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, 4, 6 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 Mortgage Rates of many of the Mortgage Loans underlying the Group 1, 2, 4, 6 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:

<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>
BF	LIBOR + 0.75%	1.1875%	0.75%	7.00%	0	0.00%
BS	6.25% – LIBOR	5.8125%	0.00%	6.25%	0	6.25%
DF	LIBOR + 0.60%	0.9950%	0.60%	7.00%	0	0.00%
DJ	LIBOR + 0.60%	0.9950%	0.60%	7.00%	0	0.00%
DS	6.40% – LIBOR	6.0050%	0.00%	6.40%	0	6.40%
FI	LIBOR + 0.60%	1.0350%	0.60%	7.00%	0	0.00%
FK	LIBOR + 0.70%	1.1350%	0.70%	7.00%	0	0.00%
FL	LIBOR + 0.70%	1.1350%	0.70%	7.00%	0	0.00%
FN	LIBOR + 0.70%	1.1350%	0.70%	7.00%	0	0.00%
NF	LIBOR + 0.60%	1.0350%	0.60%	7.00%	0	0.00%
SI	6.40% – LIBOR	0.1000%	0.00%	0.10%	0	6.40%
SK	6.40% – LIBOR	5.9650%	0.00%	6.40%	0	6.40%
SN	6.30% – LIBOR	5.8650%	0.00%	6.30%	0	6.30%

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

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

SECURITY GROUP 1

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

1. To KD and PB, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:
 - a. Up to \$10.00 to KD, until retired
 - b. To PB, until reduced to its Scheduled Principal Balance for that Distribution Date
 - c. To KD, until retired
 - d. To PB, without regard to its Scheduled Principal Balance, until retired
2. To ZA, until its Principal Balance is reduced to \$36,666.67
3. To KD and PB, without regard to their Aggregate Scheduled Principal Balance, in the following order of priority:
 - a. Up to a total of \$10.00 to KD, pursuant to this step 3.a. and step 1.a. above, until retired
 - b. To PB, until reduced to its Scheduled Principal Balance for that Distribution Date

- c. To KD, until retired
 - d. To PB, without regard to its Scheduled Principal Balance, until retired
4. To ZA, until retired

SECURITY GROUP 2

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

1. Concurrently, to the Group 2 TAC Classes, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date as follows:
 - a. 12.9770421327% sequentially, to MA and MB, in that order, until retired
 - b. 87.0229578673% concurrently, to FK, FN and NO, pro rata, until retired
2. To ZB, until retired
3. To the Group 2 TAC Classes in the same manner 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, concurrently, to BA and BF, pro rata, until retired

SECURITY GROUP 4

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

- The TZ Accrual Amount, sequentially, to TP and TZ, in that order, until retired
- The Group 4 Principal Distribution Amount in the following order of priority:
 1. Sequentially, to TP and TZ, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
 2. Concurrently, as follows:
 - a. 26.6335507914% to TG, until retired
 - b. 73.3664492086% in the following order of priority:
 - i. To TQ, until reduced to its Scheduled Principal Balance for that Distribution Date
 - ii. Sequentially, to TM and TN, in that order, until retired
 - iii. To TQ, without regard to its Scheduled Principal Balance, until retired
 3. Sequentially, to TP and TZ, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

SECURITY GROUP 5

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

SECURITY GROUP 6

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

- The ZC Accrual Amount, sequentially, to CP and ZC, in that order, until retired

- The Group 6 Principal Distribution Amount and the CZ Accrual Amount in the following order of priority:
 1. Sequentially, to CP and ZC, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
 2. To CZ, until retired
 3. Sequentially, to CP and ZC, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

SECURITY GROUP 7

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

1. Concurrently, to LA and LB, pro rata, until retired
2. Concurrently, to LC and LD, pro rata, until retired

SECURITY GROUP 8

The Group 8 Principal Distribution Amount and the DZ and ZD Accrual Amounts will be allocated in the following order of priority:

1. To DB and DO, until reduced to their First Aggregate Scheduled Principal Balance for that Distribution Date in the following order of priority:
 - a. Concurrently, to DB and DO, pro rata, until reduced to their Second Aggregate Scheduled Principal Balance for that Distribution Date
 - b. Up to \$100.00 to DB, until retired
 - c. To DO, until reduced to its Scheduled Principal Balance for that Distribution Date
 - d. To DB, until reduced to its Scheduled Principal Balance for that Distribution Date
 - e. Concurrently, to DB and DO, pro rata, without regard to their Second Aggregate Scheduled Principal Balance, until retired
2. After the Distribution Date in June 2009, to ZD, until retired
3. To DZ, until its Principal Balance is reduced to \$25,000.00
4. To DB and DO, without regard to their First Aggregate Scheduled Principal Balance as follows:
 - a. Concurrently, to DB and DO, pro rata, until reduced to their Second Aggregate Scheduled Principal Balance, until retired
 - b. Up to a total of \$100.00 to DB, pursuant to this step 4.b. and step 1.b. above, until retired
 - c. To DO, until reduced to its Scheduled Principal Balance for that Distribution Date
 - d. To DB, until reduced to its Scheduled Principal Balance for that Distribution Date
 - e. Concurrently, to DB and DO, pro rata, without regard to their Second Aggregate Scheduled Principal Balance, until retired
5. Sequentially, to ZD and DZ, in that order, until retired

SECURITY GROUP 9

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

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

<u>Class</u>	<u>Structuring Ranges or Rates</u>
PAC Classes	
CP and ZC (in the aggregate)	300% PSA through 450% PSA
PB	275% PSA through 340% PSA
PAC I Classes	
TP and TZ (in the aggregate)	140% PSA through 330% PSA
PAC II Class	
TQ	165% PSA through 321% PSA
PAC and TAC Classes	
KD and PB (in the aggregate)	300% PSA
TAC Classes	
DB and DO (First) (in the aggregate)	410% PSA
DB and DO (Second) (in the aggregate)*	440% PSA
DB*	500% PSA
DO*	415% PSA through 475% PSA
FK, FN, MA, MB and NO (in the aggregate)*	600% PSA

* No Effective Range or Rate.

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

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

<u>Class</u>	<u>Original Class Notional Balance</u>	<u>Represents Approximately</u>
AI	\$ 14,542,728	45.45454545% of AB (SC/PT Class)
BS	\$ 16,596,438	100% of BF (SC/PT Class)
CI	\$ 18,181,818	18.18181818% of CP (PAC/AD Class)
DI	\$154,287,000	100% of DO (TAC/AD Class)
DJ	\$121,225,500	78.5714285714% of DO (TAC/AD Class)
DS	\$121,225,500	78.5714285714% of DO (TAC/AD Class)
FI	\$594,961,856	85.714285632% of NO (TAC/AD Class)
GI	\$ 7,153,399	34.6153846154% of GB (SC/PT Class)
NI	\$694,122,166	100% of NO (TAC/AD Class)
PI	\$ 27,280,000	33.3333333333% of PB (PAC/AD Class)
SI	\$594,961,856	85.714285632% of NO (TAC/AD Class)
SK	\$594,961,856	85.714285632% of NO (TAC/AD Class)
SN	\$200,000,000	100% of FK and FN (in the aggregate) (TAC/AD Classes)
	<u>594,961,856</u>	85.714285632% of NO (TAC/AD Class)
	<u>\$794,961,856</u>	
TI	\$ 35,340,860	25% of the Group 4 Trust Assets

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

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

Available Combinations(1)

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Security Group 1								
Combination 1								
PB	\$ 81,840,000	PA	\$ 81,840,000	PAC/AD	4.50%	FIX	38374UKW0	May 2039
PI	27,280,000							
Combination 2								
PB	\$ 81,840,000	PE	\$ 81,840,000	PAC/AD	3.25%	FIX	38374UKX8	May 2039
PI	4,546,667							
Combination 3								
PB	\$ 81,840,000	PF	\$ 81,840,000	PAC/AD	3.50%	FIX	38374UKY6	May 2039
PI	9,093,334							
Combination 4								
PB	\$ 81,840,000	PG	\$ 81,840,000	PAC/AD	3.75%	FIX	38374UKZ3	May 2039
PI	13,640,000							
Combination 5								
PB	\$ 81,840,000	PH	\$ 81,840,000	PAC/AD	4.00%	FIX	38374ULA7	May 2039
PI	18,186,667							
Combination 6								
PB	\$ 81,840,000	PJ	\$ 81,840,000	PAC/AD	4.25%	FIX	38374ULB5	May 2039
PI	22,733,334							
Combination 7								
KD	\$ 6,160,000	KA	\$ 88,000,000	TAC/AD	4.50%	FIX	38374ULC3	May 2039
PB	81,840,000							
PI	27,280,000							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Security Group 2								
Combination 8								
FI	\$594,961,856	NF	\$594,961,856	TAC/AD	(5)	FLT	38374ULD1	May 2039
NO	594,961,856							
Combination 9								
FI	\$594,961,856	FL	\$594,961,856	TAC/AD	(5)	FLT	38374ULE9	May 2039
NO	594,961,856							
SI	594,961,856							
Combination 10								
SI	\$594,961,856	SK	\$594,961,856	NTL (TAC/AD)	(5)	INV/IO	38374ULF6	May 2039
SN	594,961,856							
Combination 11								
FI	\$594,961,856	NI	\$694,122,166	NTL (TAC/AD)	6.00%	FIX/IO	38374ULG4	May 2039
SI	594,961,856							
SN	594,961,856							
Combination 12								
FI	\$297,480,929	NB	\$694,122,166	TAC/AD	3.00%	FIX	38374ULH2	May 2039
NO	694,122,166							
SI	297,480,929							
SN	297,480,929							
Combination 13								
FI	\$322,271,006	NE	\$694,122,166	TAC/AD	3.25%	FIX	38374ULJ8	May 2039
NO	694,122,166							
SI	322,271,006							
SN	322,271,006							
Combination 14								
FI	\$347,061,083	NC	\$694,122,166	TAC/AD	3.50%	FIX	38374ULK5	May 2039
NO	694,122,166							
SI	347,061,083							
SN	347,061,083							

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 15								
FI	\$371,851,161	NG	\$694,122,166	TAC/AD	3.75%	FIX	38374ULL3	May 2039
NO	694,122,166							
SI	371,851,161							
SN	371,851,161							
Combination 16								
FI	\$396,641,238	NH	\$694,122,166	TAC/AD	4.00%	FIX	38374ULM1	May 2039
NO	694,122,166							
SI	396,641,238							
SN	396,641,238							
Combination 17								
FI	\$421,431,316	NJ	\$694,122,166	TAC/AD	4.25%	FIX	38374ULN9	May 2039
NO	694,122,166							
SI	421,431,316							
SN	421,431,316							
Combination 18								
FI	\$446,221,393	NK	\$694,122,166	TAC/AD	4.50%	FIX	38374ULP4	May 2039
NO	694,122,166							
SI	446,221,393							
SN	446,221,393							
Combination 19								
FI	\$471,011,470	NL	\$694,122,166	TAC/AD	4.75%	FIX	38374ULQ2	May 2039
NO	694,122,166							
SI	471,011,470							
SN	471,011,470							
Combination 20								
FI	\$495,801,548	NM	\$694,122,166	TAC/AD	5.00%	FIX	38374ULR0	May 2039
NO	694,122,166							
SI	495,801,548							
SN	495,801,548							

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 21								
FI	\$520,591,625	NT	\$694,122,166	TAC/AD	5.25%	FIX	38374ULS8	May 2039
NO	694,122,166							
SI	520,591,625							
SN	520,591,625							
Combination 22								
FI	\$545,381,702	NU	\$694,122,166	TAC/AD	5.50%	FIX	38374ULT6	May 2039
NO	694,122,166							
SI	545,381,702							
SN	545,381,702							
Combination 23								
FI	\$570,171,780	NV	\$694,122,166	TAC/AD	5.75%	FIX	38374ULU3	May 2039
NO	694,122,166							
SI	570,171,780							
SN	570,171,780							
Combination 24								
FI	\$594,961,856	NY	\$694,122,166	TAC/AD	6.00%	FIX	38374ULV1	May 2039
NO	694,122,166							
SI	594,961,856							
SN	594,961,856							
Security Group 5								
Combination 25								
AB	\$ 31,994,002	AC	\$ 31,994,002	SC/PT	3.25%	FIX	38374ULW9	October 2035
AI	1,454,273							
Combination 26								
AB	\$ 31,994,002	AD	\$ 31,994,002	SC/PT	3.50%	FIX	38374ULX7	October 2035
AI	2,908,546							
Combination 27								
AB	\$ 31,994,002	AE	\$ 31,994,002	SC/PT	3.75%	FIX	38374ULY5	October 2035
AI	4,362,819							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 28								
AB	\$ 31,994,002	AG	\$ 31,994,002	SC/PT	4.00%	FIX	38374ULZ2	October 2035
AI	5,817,092							
Combination 29								
AB	\$ 31,994,002	AH	\$ 31,994,002	SC/PT	4.25%	FIX	38374UMA6	October 2035
AI	7,271,365							
Combination 30								
AB	\$ 31,994,002	AJ	\$ 31,994,002	SC/PT	4.50%	FIX	38374UMB4	October 2035
AI	8,725,637							
Combination 31								
AB	\$ 31,994,002	AK	\$ 31,994,002	SC/PT	4.75%	FIX	38374UMC2	October 2035
AI	10,179,910							
Combination 32								
AB	\$ 31,994,002	AL	\$ 31,994,002	SC/PT	5.00%	FIX	38374UMD0	October 2035
AI	11,634,183							
Combination 33								
AB	\$ 31,994,002	AM	\$ 31,994,002	SC/PT	5.25%	FIX	38374UMW8	October 2035
AI	13,088,456							
Combination 34								
AB	\$ 31,994,002	AN	\$ 31,994,002	SC/PT	5.50%	FIX	38374UME8	October 2035
AI	14,542,728							
Security Group 8								
Combination 35								
DJ	\$121,225,500	DF	\$121,225,500	TAC/AD	(5)	FLT	38374UMF5	May 2039
DO	121,225,500							
Combination 36								
DJ	\$121,225,500	DI	\$154,287,000	NTL (TAC/AD)	5.50%	FIX/IO	38374UMG3	May 2039
DS	121,225,500							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 37								
DJ	\$ 66,123,000	EA	\$154,287,000	TAC/AD	3.00%	FIX	38374UMH1	May 2039
DO	154,287,000							
DS	66,123,000							
Combination 38								
DJ	\$ 71,633,250	EB	\$154,287,000	TAC/AD	3.25%	FIX	38374UMJ7	May 2039
DO	154,287,000							
DS	71,633,250							
Combination 39								
DJ	\$ 77,143,500	EC	\$154,287,000	TAC/AD	3.50%	FIX	38374UMK4	May 2039
DO	154,287,000							
DS	77,143,500							
Combination 40								
DJ	\$ 82,653,750	ED	\$154,287,000	TAC/AD	3.75%	FIX	38374UML2	May 2039
DO	154,287,000							
DS	82,653,750							
Combination 41								
DJ	\$ 88,164,000	EF	\$154,287,000	TAC/AD	4.00%	FIX	38374UMM0	May 2039
DO	154,287,000							
DS	88,164,000							
Combination 42								
DJ	\$ 93,674,250	EG	\$154,287,000	TAC/AD	4.25%	FIX	38374UMN8	May 2039
DO	154,287,000							
DS	93,674,250							
Combination 43								
DJ	\$ 99,184,500	DA	\$154,287,000	TAC/AD	4.50%	FIX	38374UMP3	May 2039
DO	154,287,000							
DS	99,184,500							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 44								
DJ	\$104,694,750	EJ	\$154,287,000	TAC/AD	4.75%	FIX	38374UMQ1	May 2039
DO	154,287,000							
DS	104,694,750							
Combination 45								
DJ	\$110,205,000	EK	\$154,287,000	TAC/AD	5.00%	FIX	38374UMR9	May 2039
DO	154,287,000							
DS	110,205,000							
Combination 46								
DJ	\$115,715,250	EL	\$154,287,000	TAC/AD	5.25%	FIX	38374UMS7	May 2039
DO	154,287,000							
DS	115,715,250							
Combination 47								
DJ	\$121,225,500	EH	\$154,287,000	TAC/AD	5.50%	FIX	38374UMT5	May 2039
DO	154,287,000							
DS	121,225,500							

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

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

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

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

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



\$1,629,520,440

**Government National
Mortgage Association**

GINNIE MAE[®]

**Guaranteed REMIC
Pass-Through Securities
and MX Securities
Ginnie Mae REMIC Trust 2009-057**

OFFERING CIRCULAR SUPPLEMENT
July 23, 2009

**Citi
Utendahl Capital Partners, L.P.**