



\$861,190,154

Government National Mortgage Association

GINNIE MAE®

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

Ginnie Mae REMIC Trust 2009-059

The Securities

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

The Ginnie Mae Guaranty

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

The Trust and its Assets

The Trust will own Ginnie Mae Certificates.

Class of REMIC Securities	Original Principal Balance(2)	Interest Rate	Principal Type(3)	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
AS(1)	\$ 14,318,161	(5)	NTL (SUP)	INV/IO/DLY	38374VG45	July 2039
BS(1)	14,318,161	(5)	NTL (SUP)	INV/IO/DLY	38374VG52	July 2039
CS(1)	14,318,161	(5)	NTL (SUP)	INV/IO/DLY	38374VG60	July 2039
DS(1)	14,318,161	(5)	NTL (SUP)	INV/IO/DLY	38374VG78	July 2039
DT(1)	14,318,161	(5)	SUP	INV/DLY	38374VG86	July 2039
F	130,165,112	(5)	SUP	FLT/DLY	38374VG94	July 2039
IQ	70,741,650	5.00%	NTL (PAC I/AD)	FIX/IO	38374VH28	September 2033
LS	9,436,970	(5)	SUP	INV/DLY	38374VH36	July 2039
MP(1)	29,169,998	5.00	PAC II/AD	FIX	38374VH44	July 2039
MS	9,436,970	(5)	SUP	INV/DLY	38374VH51	July 2039
NS	9,436,970	(5)	SUP	INV/DLY	38374VH69	July 2039
P	471,611,000	4.25	PAC I/AD	FIX	38374VH77	September 2033
PB	75,000,000	5.00	PAC I	FIX	38374VH85	February 2037
PZ(1)	81,213,000	5.00	PAC I	FIX/Z	38374VH93	July 2039
US	9,436,973	(5)	SUP	INV/DLY	38374VJ26	July 2039
VC(1)	9,255,000	5.00	PAC I/AD	FIX	38374VJ34	July 2020
ZC(1)	12,709,000	5.00	PAC I	FIX/Z	38374VJ42	July 2039
ZX	1,000	5.00	PAC II	FIX/Z	38374VJ59	July 2039
Residual						
RR	0	0.00	NPR	NPR	38374VJ67	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.

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

See "Risk Factors" beginning on page S-6 which highlights some of these risks.

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

JPMorgan

Loop Capital Markets, LLC

AVAILABLE INFORMATION

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

- this Offering Circular Supplement (this “Supplement”) and
- the Base Offering Circular.

The Base Offering Circular is 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.

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.

TABLE OF CONTENTS

	<u>Page</u>		<u>Page</u>
Terms Sheet	S-3	ERISA Matters	S-25
Risk Factors	S-6	Legal Investment Considerations	S-25
The Trust Assets	S-8	Plan of Distribution	S-26
Ginnie Mae Guaranty	S-9	Increase in Size	S-26
Description of the Securities	S-9	Legal Matters	S-26
Yield, Maturity and Prepayment		Schedule I: Available Combinations	S-I-1
Considerations	S-13	Schedule II: Scheduled Principal	
Certain Federal Income Tax		Balances	S-II-1
Consequences	S-23		

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: J.P. Morgan Securities Inc.

Co-Sponsor: Loop Capital Markets, LLC

Trustee: Wells Fargo Bank, N.A.

Tax Administrator: The Trustee

Closing Date: July 30, 2009

Distribution Date: The 20th day of each month or, if the 20th day is not a Business Day, the first Business Day thereafter, commencing in August 2009.

Trust Assets:

<u>Trust Asset Type</u>	<u>Certificate Rate</u>	<u>Original Term To Maturity (in years)</u>
Ginnie Mae II	5.0%	30

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>
\$861,190,154	357	2	5.323%

¹ As of July 1, 2009.

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

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

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

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

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

Increased Minimum Denomination Classes: Each Class that constitutes 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:

Class	Interest Rate Formula(1)	Initial Interest Rate(2)	Minimum Rate	Maximum Rate	Delay (in days)	LIBOR for Minimum Interest Rate
AS	42.77272865% - (LIBOR × 9.09090939)	0.50000%	0.00%	0.50000000%	19	4.705%
AT	52.27272865% - (LIBOR × 9.09090939)	9.50000%	0.00%	9.50000000%	19	5.750%
BS	43.27272865% - (LIBOR × 9.09090939)	0.50000%	0.00%	0.50000000%	19	4.760%
BT	52.27272865% - (LIBOR × 9.09090939)	9.00000%	0.00%	9.00000000%	19	5.750%
CS	43.77272865% - (LIBOR × 9.09090939)	0.50000%	0.00%	0.50000000%	19	4.815%
CT	52.27272865% - (LIBOR × 9.09090939)	8.50000%	0.00%	8.50000000%	19	5.750%
DS	44.27272865% - (LIBOR × 9.09090939)	0.50000%	0.00%	0.50000000%	19	4.870%
DT	52.27272865% - (LIBOR × 9.09090939)	8.00000%	0.00%	8.00000000%	19	5.750%
F	LIBOR + 1.25%	1.54625%	1.25%	7.00000000%	19	0.000%
LS	16.03448277% - (LIBOR × 3.44827587)	15.01293%	0.00%	16.03448277%	19	4.650%
MS	16.03448277% - (LIBOR × 3.44827587)	15.01293%	0.00%	16.03448277%	19	4.650%
NS	16.03448277% - (LIBOR × 3.44827587)	15.01293%	0.00%	16.03448277%	19	4.650%
US	16.03448277% - (LIBOR × 3.44827587)	15.01293%	0.00%	16.03448277%	19	4.650%
UT	52.27272865% - (LIBOR × 9.09090939)	10.00000%	0.00%	10.00000000%	19	5.750%

- (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, a percentage of the Principal Distribution Amount will be applied to the Trustee Fee, and the remainder of the Principal Distribution Amount (the “Adjusted Principal Distribution Amount”) and the PZ, ZC and ZX Accrual Amounts will be allocated as follows:

- The PZ Accrual Amount sequentially, to P and PZ, in that order, until retired
- The ZC Accrual Amount sequentially, to VC and ZC, in that order, until retired
- The ZX Accrual Amount sequentially, to MP and ZX, in that order, until retired
- The Adjusted Principal Distribution Amount in the following order of priority:
 1. Concurrently, to the PAC I Classes, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, as follows:
 - a. 14.9224054615% sequentially, to PB, VC and ZC, in that order
 - b. 85.0775945385% sequentially, to P and PZ, in that order
 2. Sequentially, to MP and ZX, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
 3. Concurrently, to DT, F, LS, MS, NS and US, pro rata, until retired
 4. Sequentially, to MP and ZX, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired
 5. To the PAC I Classes in the same manner and priority described in step 1, but without regard to their Aggregate Scheduled Principal Balance, until retired

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

<u>Class</u>	<u>Structuring Ranges</u>
PAC I Classes	
P, PB, PZ, VC and ZC (in the aggregate)	115% through 250% PSA
PAC II Classes	
MP and ZX (in the aggregate)	130% through 250% PSA

Accrual Classes: Interest will accrue on each Accrual Class identified on the front cover of this Supplement at the per annum rate set forth on that page. However, no interest will be distributed to the Accrual Classes as interest. Interest so accrued on each Accrual Class on each Distribution Date will constitute an Accrual Amount, which will be added to the Class Principal Balance of that Class on each Distribution Date and 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>
AS	\$14,318,161	100% of DT (SUP Class)
BS	14,318,161	100% of DT (SUP Class)
CS	14,318,161	100% of DT (SUP Class)
DS	14,318,161	100% of DT (SUP Class)
IP	8,750,999	30% of MP (PAC II/AD Class)
IQ	70,741,650	15% of P (PAC I/AD Class)

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

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

RISK FACTORS

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

The rate of principal payments on the underlying mortgage loans will affect the rate of principal payments on your securities. The rate at which you will receive principal payments will depend largely on the rate of principal payments, including prepayments, on the mortgage loans underlying the 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 classes, the support classes will not receive any principal distribution on that date. If prepayments result in principal distributions on any distribution date greater than the amount needed to produce scheduled payments on the PAC classes for that distribution date, this excess will be distributed to the support classes.

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, in particular, the support, interest only, inverse floating rate, accrual and residual classes, are not suitable investments for all investors.

In addition, although the sponsor intends to make a market for the purchase and sale of the securities after their initial issuance, it has no obligation to do so. There is no assurance that a secondary market will develop, that any secondary market will continue, or that the price at

which you can sell an investment in any class will enable you to realize a desired yield on that investment.

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

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

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

The Trust MBS

The Trust MBS are either:

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

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

The Mortgage Loans

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

The Trustee Fee

On each Distribution Date, the Trustee will retain a fixed percentage of all principal and interest distributions received on the 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 Date” in this Supplement. On each Distribution Date for a Security, or in the case of the Certificated Securities, on the first Business Day after the related Distribution Date, the Distribution Amount will be distributed to the Holders of record as of the close of business on the last Business Day of the calendar month immediately preceding the month in which the Distribution Date occurs. Beneficial Owners of Book-Entry Securities will receive distributions through credits to accounts maintained for their benefit on the books and records of the appropriate financial intermediaries. Holders of Certificated Securities will receive distributions by check or, subject to the restrictions set forth in the Base Offering Circular, by wire transfer. See “*Description of the Securities — Distributions*” and “*— Method of Distributions*” in the Base Offering Circular.

Interest Distributions

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

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

Categories of Classes

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

Accrual Period

The Accrual Period for each Class is the calendar month preceding the related 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 PZ, ZC and ZX 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 Adjusted Principal Distribution Amount and the PZ, ZC, and ZX Accrual Amounts will be distributed to the Holders entitled thereto as described under “Terms Sheet — Allocation of Principal” in

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

Categories of Classes

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

Notional Classes

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

Residual Securities

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

Class Factors

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

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

amount of principal to be distributed to (or interest to be added to the Class Principal Balance of) that Class on the Distribution Date in the current month.

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

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

Termination

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

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

Modification and Exchange

All or a portion of the Classes of REMIC Securities specified on the front cover may be exchanged for a proportionate interest in the related MX Class or Classes shown on Schedule I to this Supplement. Similarly, all or a portion of the related MX Class or Classes may be exchanged for proportionate interests in the related Class or Classes of REMIC Securities and, in the case of Combinations 1, 5, 6 and 7, other related MX Classes. This process may occur repeatedly.

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

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

A Beneficial Owner proposing to effect an exchange must notify the Trustee through the Beneficial Owner’s Book-Entry Depository participant. This notice must be received by the Trustee not later than two Business Days before the proposed exchange date. The exchange date can be any Business Day other than the last Business Day of the month. The notice must contain the outstanding principal and notional balances of the Securities to be included in the exchange and the proposed exchange date. The notice is required to be delivered to the Trustee in writing at its Corporate Trust Office at 45 Broadway, 12th Floor, New York, NY 10006, Attention: Trust Administrator Ginnie Mae 2009-059. The Trustee may be contacted by telephone at (212) 515-5262 and by fax at (212) 509-1042.

A fee will be payable to the Trustee in connection with each exchange equal to $\frac{1}{32}$ of 1% of the outstanding principal balance of the Securities surrendered for exchange (but not less than \$2,000 or more than \$25,000). The fee must be paid concurrently with the exchange.

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

See “Description of the Securities — Modification and Exchange” in the Base Offering Circular.

YIELD, MATURITY AND PREPAYMENT CONSIDERATIONS

General

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

Accretion Directed Classes

Classes MP, P and VC are Accretion Directed Classes. The related Accrual Amount will be applied to making principal distributions on those Classes as described in this Supplement. Class IQ is a Notional Class whose Class Notional Balance is determined by reference to the Class Principal Balance of Class P.

Each of Classes MP, P and VC has the AD designation in the suffix position, rather than the prefix position, in its class principal type because it does not have principal payment stability through the applicable pricing prepayment assumption. Class VC will have principal payment stability only through the prepayment rate shown in the table below. Classes MP and P are not listed in the table below because, although they are entitled to receive payments from the related Accrual Amounts, they do not have principal payment stability through any prepayment rate significantly higher than 0% PSA, except through their structuring ranges.

The Accretion Directed Classes are entitled to principal payments in an amount equal to interest accrued on the related Accrual Classes. The Weighted Average Life of Class VC 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 Mortgage Loans prepay at any constant rate at or below the rate for Class VC shown in the table below, the Class Principal Balance of Class VC would be reduced to zero on, but not before, its Final Distribution Date, and the Weighted Average Life of Class VC would equal its maximum Weighted Average Life.
- However, the Weighted Average Life of Class VC will be reduced, and may be reduced significantly, at prepayment speeds higher than the constant rate shown in the table below. See “Yield, Maturity and Prepayment Considerations— Decrement Tables” in this Supplement.

Accretion Directed Class

<u>Class</u>	<u>Maximum Weighted Average Life (in Years)</u>	<u>Final Distribution Date</u>	<u>Prepayment Rate at or below</u>
VC	6.0	July 2020	106% PSA

The Mortgage Loans will have characteristics that differ from those of the Modeling Assumptions. Therefore, even if the Mortgage Loans prepay at a rate at or somewhat below the “at or below” rate shown for Class VC, 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 Class will receive principal payments in accordance with a schedule calculated on the basis of, among other things, a Structuring Range. See “Terms Sheet— Scheduled Principal Balances.” However, whether any such Class will adhere to its schedule and receive “Scheduled Payments” on a Distribution Date will largely depend on the level of prepayments experienced by the Mortgage Loans.

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

PAC I Classes

Initial Effective Ranges

P, PB, PZ, VC and ZC (in the aggregate) 115% through 250% PSA

PAC II Classes

MP and ZX (in the aggregate) 130% through 250% PSA

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

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

There is no assurance that the Mortgage Loans will have the characteristics assumed in the Modeling Assumptions, which were used to determine the initial Effective Ranges. If the initial Effective Ranges were calculated using the actual characteristics of the Mortgage Loans, the initial Effective Ranges could

differ from those shown in the above tables. Therefore, even if the Mortgage Loans were to prepay at a constant rate within the initial Effective Range shown for any Class in the above tables, that Class could fail to receive Scheduled Payments.

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

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

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

Assumability

Each Mortgage Loan may be assumed, subject to HUD review and approval, upon the sale of the related Mortgage 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 following assumptions (the “Modeling Assumptions”), among others:

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

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

3. Distributions on the Securities are always received on the 20th day of the month, whether or not a Business Day, commencing in August 2009.

4. A termination of the Trust 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. 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 20th of the month, 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 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 Trust Assets and the Modeling Assumptions.

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

Distribution Date	PSA Prepayment Assumption Rates																			
	Classes AP, BP, CP, DP, EP, GP, IP and MP					Classes AS, AT, BS, BT, CS, CT, DS, DT, F, LS, MS, NS, US and UT					Classes IQ and P					Class PB				
	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	93	93	93	100	100	94	90	78	97	94	94	94	94	98	94	94	94	94
July 2011	100	100	76	76	76	100	100	82	69	32	95	84	84	84	84	96	84	84	84	84
July 2012	100	100	55	55	0	100	100	67	45	0	92	71	71	71	68	94	71	71	71	68
July 2013	100	100	37	37	0	100	100	56	27	0	89	59	59	59	45	92	59	59	59	43
July 2014	100	100	23	23	0	100	100	47	14	0	85	48	48	48	27	89	48	48	48	25
July 2015	100	100	13	13	0	100	100	42	6	0	82	37	37	37	13	86	37	37	37	11
July 2016	100	100	5	5	0	100	100	38	2	0	78	27	27	27	3	84	28	28	28	1
July 2017	100	100	0	0	0	100	100	36	0	0	74	18	18	18	0	81	19	19	19	0
July 2018	100	97	0	0	0	100	100	35	0	0	70	9	9	9	0	77	11	11	11	0
July 2019	100	83	0	0	0	100	100	33	0	0	65	1	1	1	0	74	4	4	4	0
July 2020	100	60	0	0	0	100	100	31	0	0	60	0	0	0	0	70	0	0	0	0
July 2021	100	29	0	0	0	100	100	28	0	0	55	0	0	0	0	66	0	0	0	0
July 2022	100	0	0	0	0	100	99	26	0	0	50	0	0	0	0	62	0	0	0	0
July 2023	100	0	0	0	0	100	92	23	0	0	44	0	0	0	0	58	0	0	0	0
July 2024	100	0	0	0	0	100	86	21	0	0	38	0	0	0	0	53	0	0	0	0
July 2025	100	0	0	0	0	100	79	18	0	0	32	0	0	0	0	48	0	0	0	0
July 2026	100	0	0	0	0	100	72	16	0	0	25	0	0	0	0	43	0	0	0	0
July 2027	100	0	0	0	0	100	65	14	0	0	18	0	0	0	0	37	0	0	0	0
July 2028	100	0	0	0	0	100	58	12	0	0	10	0	0	0	0	31	0	0	0	0
July 2029	100	0	0	0	0	100	51	10	0	0	2	0	0	0	0	24	0	0	0	0
July 2030	100	0	0	0	0	100	44	9	0	0	0	0	0	0	0	17	0	0	0	0
July 2031	100	0	0	0	0	100	38	7	0	0	0	0	0	0	0	10	0	0	0	0
July 2032	100	0	0	0	0	100	32	6	0	0	0	0	0	0	0	2	0	0	0	0
July 2033	100	0	0	0	0	100	27	5	0	0	0	0	0	0	0	0	0	0	0	0
July 2034	100	0	0	0	0	100	21	4	0	0	0	0	0	0	0	0	0	0	0	0
July 2035	100	0	0	0	0	100	16	3	0	0	0	0	0	0	0	0	0	0	0	0
July 2036	0	0	0	0	0	96	11	2	0	0	0	0	0	0	0	0	0	0	0	0
July 2037	0	0	0	0	0	66	7	1	0	0	0	0	0	0	0	0	0	0	0	0
July 2038	0	0	0	0	0	34	3	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)	26.6	11.2	3.5	3.5	2.3	28.5	20.5	8.2	3.0	1.6	12.1	5.0	5.0	5.0	3.8	14.4	5.0	5.0	5.0	3.8

Distribution Date	PSA Prepayment Assumption Rates																			
	Class PC					Class PZ					Class VC					Class ZC				
	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	105	105	105	105	105	93	93	93	93	93	105	105	105	105	105
July 2011	100	100	100	100	100	110	110	110	110	110	86	86	86	86	86	110	110	110	110	110
July 2012	100	100	100	100	100	116	116	116	116	116	78	78	78	78	78	116	116	116	116	116
July 2013	100	100	100	100	100	122	122	122	122	122	70	70	70	70	70	122	122	122	122	122
July 2014	100	100	100	100	100	128	128	128	128	128	61	61	61	61	61	128	128	128	128	128
July 2015	100	100	100	100	100	135	135	135	135	135	52	52	52	52	52	135	135	135	135	135
July 2016	100	100	100	100	100	142	142	142	142	142	43	43	43	43	43	142	142	142	142	142
July 2017	100	100	100	100	76	149	149	149	149	117	33	33	33	33	0	149	149	149	149	132
July 2018	100	100	100	100	56	157	157	157	157	87	22	22	22	22	0	157	157	157	157	97
July 2019	100	100	100	100	42	165	165	165	165	64	11	11	11	11	0	165	165	165	165	72
July 2020	100	93	93	93	31	173	143	143	143	47	0	0	0	0	0	173	160	160	160	53
July 2021	100	76	76	76	23	182	118	118	118	35	0	0	0	0	0	173	132	132	132	39
July 2022	100	63	63	63	17	191	97	97	97	26	0	0	0	0	0	173	108	108	108	29
July 2023	100	51	51	51	12	201	79	79	79	19	0	0	0	0	0	173	88	88	88	21
July 2024	100	42	42	42	9	211	64	64	64	14	0	0	0	0	0	173	72	72	72	15
July 2025	100	34	34	34	6	222	52	52	52	10	0	0	0	0	0	173	58	58	58	11
July 2026	100	27	27	27	5	234	42	42	42	7	0	0	0	0	0	173	47	47	47	8
July 2027	100	22	22	22	3	246	34	34	34	5	0	0	0	0	0	173	38	38	38	6
July 2028	100	17	17	17	2	258	27	27	27	4	0	0	0	0	0	173	30	30	30	4
July 2029	100	14	14	14	2	271	21	21	21	3	0	0	0	0	0	173	24	24	24	3
July 2030	100	11	11	11	1	244	17	17	17	2	0	0	0	0	0	173	19	19	19	2
July 2031	100	8	8	8	1	205	13	13	13	1	0	0	0	0	0	173	14	14	14	1
July 2032	100	6	6	6	1	163	10	10	10	1	0	0	0	0	0	173	11	11	11	1
July 2033	76	5	5	5	0	118	7	7	7	1	0	0	0	0	0	132	8	8	8	1
July 2034	45	3	3	3	0	70	5	5	5	0	0	0	0	0	0	78	6	6	6	0
July 2035	12	2	2	2	0	19	4	4	4	0	0	0	0	0	0	21	4	4	4	0
July 2036	1	1	1	1	0	2	2	2	2	0	0	0	0	0	0	3	3	3	3	0
July 2037	1	1	1	1	0	1	1	1	1	0	0	0	0	0	0	1	1	1	1	0
July 2038	0	0	0	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)	24.9	15.3	15.3	15.3	10.4	23.5	14.9	14.9	14.9	10.6	6.0	6.0	6.0	6.0	5.3	24.9	15.4	15.4	15.4	10.9

Distribution Date	PSA Prepayment Assumption Rates									
	Class ZP					Class ZX				
	0%	115%	200%	250%	400%	0%	115%	200%	250%	400%
Initial Percent	100	100	100	100	100	100	100	100	100	100
July 2010	105	105	105	105	105	105	105	105	105	105
July 2011	110	110	110	110	110	110	110	110	110	110
July 2012	116	116	116	116	116	116	116	116	116	0
July 2013	122	122	122	122	122	122	122	122	122	0
July 2014	128	128	128	128	128	128	128	128	128	0
July 2015	135	135	135	135	135	135	135	135	135	0
July 2016	142	142	142	142	142	142	142	142	142	0
July 2017	149	149	149	149	119	149	149	0	0	0
July 2018	157	157	157	157	88	157	157	0	0	0
July 2019	165	165	165	165	65	165	165	0	0	0
July 2020	173	145	145	145	48	173	173	0	0	0
July 2021	181	120	120	120	35	182	182	0	0	0
July 2022	189	98	98	98	26	191	0	0	0	0
July 2023	197	80	80	80	19	201	0	0	0	0
July 2024	206	65	65	65	14	211	0	0	0	0
July 2025	216	53	53	53	10	222	0	0	0	0
July 2026	225	43	43	43	7	234	0	0	0	0
July 2027	236	34	34	34	5	246	0	0	0	0
July 2028	247	27	27	27	4	258	0	0	0	0
July 2029	258	22	22	22	3	271	0	0	0	0
July 2030	234	17	17	17	2	285	0	0	0	0
July 2031	200	13	13	13	1	300	0	0	0	0
July 2032	164	10	10	10	1	315	0	0	0	0
July 2033	120	7	7	7	1	331	0	0	0	0
July 2034	71	5	5	5	0	348	0	0	0	0
July 2035	19	4	4	4	0	366	0	0	0	0
July 2036	2	2	2	2	0	0	0	0	0	0
July 2037	1	1	1	1	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)	23.6	15.0	15.0	15.0	10.7	26.9	12.8	7.8	7.8	2.8

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 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, 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 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 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 Class F. High levels of LIBOR can significantly reduce the yield of the Inverse Floating Rate Classes. In addition, Class F will not necessarily benefit from a higher yield at high levels of LIBOR and certain Inverse Floating Rate Classes may not benefit from particularly low levels of LIBOR because the rate on such Classes is capped at a maximum rate described under "Terms Sheet — Interest Rates."

Payment Delay: Effect on Yields

The effective yield on any 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 50 days earlier.

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 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.**

**Sensitivity of Class AS to Prepayments
Assumed Price 0.75%***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>115%</u>	<u>200%</u>	<u>250%</u>	<u>400%</u>
4.6500% and below	73.7%	59.8%	45.5%	2.9%
4.6775%	35.0%	21.6%	(0.1)%	(51.1)%
4.7050% and above	**	**	**	**

**Sensitivity of Class AT to Prepayments
Assumed Price 98.71875%***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>115%</u>	<u>200%</u>	<u>250%</u>	<u>400%</u>
4.7050% and below	9.8%	9.9%	10.0%	10.2%
5.2275%	4.9%	5.0%	5.2%	5.5%
5.7500% and above	0.1%	0.2%	0.4%	0.8%

**Sensitivity of Class BS to Prepayments
Assumed Price 0.75%***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>115%</u>	<u>200%</u>	<u>250%</u>	<u>400%</u>
4.7050% and below	73.7%	59.8%	45.5%	2.9%
4.7325%	35.0%	21.6%	(0.1)%	(51.1)%
4.7600% and above	**	**	**	**

**Sensitivity of Class BT to Prepayments
Assumed Price 97.96875%***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>115%</u>	<u>200%</u>	<u>250%</u>	<u>400%</u>
4.760% and below	9.3%	9.5%	9.8%	10.3%
5.255%	4.7%	4.9%	5.2%	5.8%
5.750% and above	0.1%	0.3%	0.7%	1.3%

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

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

Sensitivity of Class CS to Prepayments
Assumed Price 0.75%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>115%</u>	<u>200%</u>	<u>250%</u>	<u>400%</u>
4.7600% and below	73.7%	59.8%	45.5%	2.9%
4.7875%	35.0%	21.6%	(0.1)%	(51.1)%
4.8150% and above	**	**	**	**

Sensitivity of Class CT to Prepayments
Assumed Price 97.21875%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>115%</u>	<u>200%</u>	<u>250%</u>	<u>400%</u>
4.8150% and below	8.9%	9.2%	9.6%	10.3%
5.2825%	4.5%	4.7%	5.2%	6.0%
5.7500% and above	0.1%	0.4%	0.9%	1.8%

Sensitivity of Class DS to Prepayments
Assumed Price 0.75%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>115%</u>	<u>200%</u>	<u>250%</u>	<u>400%</u>
4.8150% and below	73.7%	59.8%	45.5%	2.9%
4.8425%	35.0%	21.6%	(0.1)%	(51.1)%
4.8700% and above	**	**	**	**

Sensitivity of Class DT to Prepayments
Assumed Price 96.46875%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>115%</u>	<u>200%</u>	<u>250%</u>	<u>400%</u>
4.87% and below	8.5%	8.8%	9.4%	10.4%
5.31%	4.3%	4.6%	5.3%	6.3%
5.75% and above	0.2%	0.5%	1.2%	2.3%

Sensitivity of Class IP to Prepayments
Assumed Price 8.75%*

	<u>PSA Prepayment Assumption Rates</u>				
	<u>115%</u>	<u>200%</u>	<u>250%</u>	<u>400%</u>	<u>576%</u>
	62.1%	38.9%	38.9%	21.3%	0.1%

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

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

Sensitivity of Class IQ to Prepayments
Assumed Price 13.75%*

PSA Prepayment Assumption Rates				
115%	200%	250%	400%	642%
21.9%	21.9%	21.9%	15.1%	0.0%

Sensitivity of Class LS to Prepayments
Assumed Price 98.625%*

LIBOR	PSA Prepayment Assumption Rates			
	115%	200%	250%	400%
0.25000%	15.8%	15.8%	15.9%	16.1%
0.29625%	15.6%	15.7%	15.8%	15.9%
2.47312%	7.7%	7.8%	8.0%	8.3%
4.65000% and above	0.1%	0.2%	0.5%	0.9%

Sensitivity of Class MS to Prepayments
Assumed Price 98.625%*

LIBOR	PSA Prepayment Assumption Rates			
	115%	200%	250%	400%
0.25000%	15.8%	15.8%	15.9%	16.1%
0.29625%	15.6%	15.7%	15.8%	15.9%
2.47312%	7.7%	7.8%	8.0%	8.3%
4.65000% and above	0.1%	0.2%	0.5%	0.9%

Sensitivity of Class NS to Prepayments
Assumed Price 98.625%*

LIBOR	PSA Prepayment Assumption Rates			
	115%	200%	250%	400%
0.25000%	15.8%	15.8%	15.9%	16.1%
0.29625%	15.6%	15.7%	15.8%	15.9%
2.47312%	7.7%	7.8%	8.0%	8.3%
4.65000% and above	0.1%	0.2%	0.5%	0.9%

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

Sensitivity of Class US to Prepayments
Assumed Price 98.625%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>115%</u>	<u>200%</u>	<u>250%</u>	<u>400%</u>
0.25000%	15.8%	15.8%	15.9%	16.1%
0.29625%	15.6%	15.7%	15.8%	15.9%
2.47312%	7.7%	7.8%	8.0%	8.3%
4.65000% and above	0.1%	0.2%	0.5%	0.9%

Sensitivity of Class UT to Prepayments
Assumed Price 99.75%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>115%</u>	<u>200%</u>	<u>250%</u>	<u>400%</u>
4.65% and below	10.2%	10.1%	10.1%	10.0%
5.20%	5.1%	5.1%	5.1%	5.1%
5.75% and above	0.0%	0.0%	0.1%	0.2%

* 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 AS, BS, CS, DS and IQ 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 assumption described below.

The Class PZ, ZC and ZX 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 assumption described below.

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

Prospective investors in the Regular Securities should be aware, however, that the foregoing expectations about OID could change because of differences (1) between anticipated purchase prices and actual purchase prices or (2) between the assumed characteristics of the Trust Assets and the characteristics of the Trust Assets actually delivered to the Trust. The prepayment assumption that should be used in determining the rates of accrual of OID, if any, on the Regular Securities is 200% PSA (as described in “Yield, Maturity and Prepayment Considerations” in this Supplement). In the case of the Class F Securities, the interest rate value to be used for these determinations is the initial Interest Rate 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 the Trust Assets actually will occur or the level of LIBOR at any time after the date of this Supplement. See “*Certain Federal Income Tax Consequences*” in the Base Offering Circular.

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

Residual Securities

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

to consult their own tax advisors and consider the after-tax effect of ownership of the Residual Securities and the suitability of the Residual Securities to their investment objectives.

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

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, from July 1, 2009. 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 the Original Class Principal Balance (or original Class Notional Balance) and the Aggregate Scheduled Principal Balances of each Class 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 Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 1(6)								
MP	\$29,169,998	AP	\$29,169,998	PAC II/AD	3.50%	FIX	38374VJ75	July 2039
		BP	29,169,998	PAC II/AD	3.75	FIX	38374VJ83	July 2039
		CP	29,169,998	PAC II/AD	4.00	FIX	38374VJ91	July 2039
		DP	29,169,998	PAC II/AD	4.25	FIX	38374VK24	July 2039
		EP	29,169,998	PAC II/AD	4.50	FIX	38374VK32	July 2039
		GP	29,169,998	PAC II/AD	4.75	FIX	38374VK40	July 2039
		IP	8,750,999	NTL (PAC II/AD)	5.00	FIX/IO	38374VK57	July 2039
Combination 2								
VC	\$ 9,255,000	PC	\$21,964,000	PAC I	5.00%	FIX	38374VK65	July 2039
ZC	12,709,000							
Combination 3								
PZ	\$81,213,000	ZP	\$93,922,000	PAC I	5.00%	FIX/Z	38374VK73	July 2039
ZC	12,709,000							
Combination 4								
DS	\$14,318,161	CT	\$14,318,161	SUP	(5)	INV/DLY	38374VK81	July 2039
DT	14,318,161							
Combination 5								
CS	\$14,318,161	BT	\$14,318,161	SUP	(5)	INV/DLY	38374VK99	July 2039
CT(7)	14,318,161							

REMIC Securities			MX Securities					
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 6								
BS	\$14,318,161	AT	\$14,318,161	SUP	(5)	INV/DLY	38374VL23	July 2039
BT(7)	14,318,161							
Combination 7								
AS	\$14,318,161	UT	\$14,318,161	SUP	(5)	INV/DLY	38374VL31	July 2039
AT(7)	14,318,161							

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

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

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

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

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

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

(7) MX Class.

Schedule II

SCHEDULED PRINCIPAL BALANCES

<u>Distribution Date</u>	<u>Classes MP and ZX (in the aggregate)</u>	<u>Classes P, PB, PZ, VC and ZC (in the aggregate)</u>
Initial Balance	\$29,170,998.00	\$649,788,000.00
August 2009	29,106,045.29	648,300,970.14
September 2009	29,019,527.36	646,645,169.30
October 2009	28,911,520.06	644,821,161.23
November 2009	28,782,126.41	642,829,609.91
December 2009	28,631,476.69	640,671,279.24
January 2010	28,459,728.27	638,347,032.76
February 2010	28,267,065.53	635,857,833.18
March 2010	28,053,699.67	633,204,741.85
April 2010	27,819,868.63	630,388,918.08
May 2010	27,565,836.65	627,411,618.48
June 2010	27,291,894.21	624,274,196.02
July 2010	26,998,357.50	620,978,099.20
August 2010	26,685,568.22	617,524,870.93
September 2010	26,353,893.02	613,916,147.47
October 2010	26,003,723.18	610,153,657.15
November 2010	25,635,474.04	606,239,219.10
December 2010	25,249,584.45	602,174,741.84
January 2011	24,846,516.30	597,962,221.73
February 2011	24,426,753.79	593,603,741.45
March 2011	23,990,802.84	589,101,468.27
April 2011	23,539,190.45	584,457,652.30
May 2011	23,072,463.88	579,674,624.67
June 2011	22,591,189.98	574,754,795.57
July 2011	22,095,954.33	569,700,652.26
August 2011	21,587,360.53	564,514,756.96
September 2011	21,066,029.23	559,199,744.71
October 2011	20,532,597.33	553,758,321.14
November 2011	19,987,717.05	548,193,260.14
December 2011	19,451,783.26	542,662,818.29
January 2012	18,924,704.66	537,166,787.55
February 2012	18,406,390.73	531,704,961.13
March 2012	17,896,751.72	526,277,133.47
April 2012	17,395,698.71	520,883,100.21
May 2012	16,903,143.50	515,522,658.24
June 2012	16,418,998.70	510,195,605.64
July 2012	15,943,177.65	504,901,741.70
August 2012	15,475,594.46	499,640,866.91

<u>Distribution Date</u>	<u>Classes MP and ZX (in the aggregate)</u>	<u>Classes P, PB, PZ, VC and ZC (in the aggregate)</u>
September 2012	\$15,016,163.98	\$494,412,782.95
October 2012	14,564,801.82	489,217,292.66
November 2012	14,121,424.29	484,054,200.09
December 2012.	13,685,948.49	478,923,310.42
January 2013.	13,258,292.19	473,824,430.01
February 2013.	12,838,373.90	468,757,366.39
March 2013.	12,426,112.85	463,721,928.21
April 2013.	12,021,428.97	458,717,925.27
May 2013	11,624,242.89	453,745,168.51
June 2013	11,234,475.94	448,803,469.98
July 2013.	10,852,050.14	443,892,642.87
August 2013	10,476,888.21	439,012,501.46
September 2013	10,108,913.50	434,162,861.17
October 2013	9,748,050.10	429,343,538.49
November 2013	9,394,222.72	424,554,351.01
December 2013.	9,047,356.76	419,795,117.42
January 2014.	8,707,378.27	415,065,657.47
February 2014.	8,374,213.93	410,365,792.01
March 2014.	8,047,791.10	405,695,342.94
April 2014.	7,728,037.78	401,054,133.22
May 2014	7,414,882.57	396,441,986.88
June 2014	7,108,254.75	391,858,728.98
July 2014.	6,808,084.20	387,304,185.63
August 2014	6,514,301.42	382,778,183.99
September 2014	6,226,837.54	378,280,552.22
October 2014	5,945,624.27	373,811,119.55
November 2014	5,670,593.97	369,369,716.18
December 2014.	5,401,679.57	364,956,173.35
January 2015.	5,138,814.62	360,570,323.29
February 2015.	4,881,933.23	356,211,999.26
March 2015.	4,630,970.13	351,881,035.47
April 2015.	4,385,860.61	347,577,267.15
May 2015	4,146,540.55	343,300,530.51
June 2015	3,912,946.38	339,050,662.72
July 2015.	3,685,015.13	334,827,501.94
August 2015	3,462,684.38	330,630,887.28
September 2015	3,245,892.25	326,460,658.81
October 2015	3,034,577.46	322,316,657.56
November 2015	2,828,679.22	318,198,725.51
December 2015.	2,628,137.33	314,106,705.58
January 2016.	2,432,892.10	310,040,441.62
February 2016.	2,242,884.42	305,999,778.41

<u>Distribution Date</u>	<u>Classes MP and ZX (in the aggregate)</u>	<u>Classes P, PB, PZ, VC and ZC (in the aggregate)</u>
March 2016	\$ 2,058,055.67	\$301,984,561.67
April 2016	1,878,347.76	297,994,638.03
May 2016	1,703,703.16	294,029,855.02
June 2016	1,534,064.80	290,090,061.12
July 2016	1,369,376.20	286,175,105.66
August 2016	1,209,581.30	282,284,838.92
September 2016	1,054,624.64	278,419,112.03
October 2016	904,451.18	274,577,777.04
November 2016	759,006.44	270,760,686.86
December 2016	618,236.40	266,967,695.29
January 2017	482,087.53	263,198,656.99
February 2017	350,506.80	259,453,427.51
March 2017	223,441.67	255,731,863.23
April 2017	100,840.04	252,033,821.41
May 2017	0.00	248,359,160.15
June 2017	0.00	244,707,738.40
July 2017	0.00	241,079,415.95
August 2017	0.00	237,474,053.43
September 2017	0.00	233,891,512.30
October 2017	0.00	230,331,654.83
November 2017	0.00	226,794,344.15
December 2017	0.00	223,279,444.16
January 2018	0.00	219,811,732.37
February 2018	0.00	216,394,880.60
March 2018	0.00	213,028,166.46
April 2018	0.00	209,710,877.62
May 2018	0.00	206,442,311.67
June 2018	0.00	203,221,775.99
July 2018	0.00	200,048,587.62
August 2018	0.00	196,922,073.11
September 2018	0.00	193,841,568.41
October 2018	0.00	190,806,418.74
November 2018	0.00	187,815,978.44
December 2018	0.00	184,869,610.85
January 2019	0.00	181,966,688.22
February 2019	0.00	179,106,591.54
March 2019	0.00	176,288,710.44
April 2019	0.00	173,512,443.10
May 2019	0.00	170,777,196.06
June 2019	0.00	168,082,384.19
July 2019	0.00	165,427,430.50
August 2019	0.00	162,811,766.09

<u>Distribution Date</u>	<u>Classes MP and ZX (in the aggregate)</u>	<u>Classes P, PB, PZ, VC and ZC (in the aggregate)</u>
September 2019	\$ 0.00	\$160,234,829.99
October 2019	0.00	157,696,069.08
November 2019	0.00	155,194,937.97
December 2019	0.00	152,730,898.89
January 2020	0.00	150,303,421.61
February 2020	0.00	147,911,983.29
March 2020	0.00	145,556,068.42
April 2020	0.00	143,235,168.70
May 2020	0.00	140,948,782.95
June 2020	0.00	138,696,416.99
July 2020	0.00	136,477,583.58
August 2020	0.00	134,291,802.29
September 2020	0.00	132,138,599.42
October 2020	0.00	130,017,507.90
November 2020	0.00	127,928,067.22
December 2020	0.00	125,869,823.32
January 2021	0.00	123,842,328.49
February 2021	0.00	121,845,141.32
March 2021	0.00	119,877,826.57
April 2021	0.00	117,939,955.11
May 2021	0.00	116,031,103.85
June 2021	0.00	114,150,855.59
July 2021	0.00	112,298,799.04
August 2021	0.00	110,474,528.65
September 2021	0.00	108,677,644.58
October 2021	0.00	106,907,752.58
November 2021	0.00	105,164,463.98
December 2021	0.00	103,447,395.52
January 2022	0.00	101,756,169.38
February 2022	0.00	100,090,413.00
March 2022	0.00	98,449,759.09
April 2022	0.00	96,833,845.52
May 2022	0.00	95,242,315.24
June 2022	0.00	93,674,816.24
July 2022	0.00	92,131,001.45
August 2022	0.00	90,610,528.69
September 2022	0.00	89,113,060.60
October 2022	0.00	87,638,264.56
November 2022	0.00	86,185,812.65
December 2022	0.00	84,755,381.55
January 2023	0.00	83,346,652.52
February 2023	0.00	81,959,311.29

<u>Distribution Date</u>	<u>Classes MP and ZX (in the aggregate)</u>	<u>Classes P, PB, PZ, VC and ZC (in the aggregate)</u>
March 2023	\$ 0.00	\$ 80,593,048.03
April 2023	0.00	79,247,557.27
May 2023	0.00	77,922,537.88
June 2023	0.00	76,617,692.92
July 2023	0.00	75,332,729.70
August 2023	0.00	74,067,359.63
September 2023	0.00	72,821,298.18
October 2023	0.00	71,594,264.88
November 2023	0.00	70,385,983.17
December 2023	0.00	69,196,180.45
January 2024	0.00	68,024,587.94
February 2024	0.00	66,870,940.65
March 2024	0.00	65,734,977.36
April 2024	0.00	64,616,440.54
May 2024	0.00	63,515,076.29
June 2024	0.00	62,430,634.32
July 2024	0.00	61,362,867.86
August 2024	0.00	60,311,533.65
September 2024	0.00	59,276,391.86
October 2024	0.00	58,257,206.09
November 2024	0.00	57,253,743.24
December 2024	0.00	56,265,773.54
January 2025	0.00	55,293,070.49
February 2025	0.00	54,335,410.77
March 2025	0.00	53,392,574.25
April 2025	0.00	52,464,343.91
May 2025	0.00	51,550,505.82
June 2025	0.00	50,650,849.07
July 2025	0.00	49,765,165.77
August 2025	0.00	48,893,250.95
September 2025	0.00	48,034,902.58
October 2025	0.00	47,189,921.48
November 2025	0.00	46,358,111.31
December 2025	0.00	45,539,278.52
January 2026	0.00	44,733,232.32
February 2026	0.00	43,939,784.62
March 2026	0.00	43,158,750.01
April 2026	0.00	42,389,945.72
May 2026	0.00	41,633,191.59
June 2026	0.00	40,888,310.01
July 2026	0.00	40,155,125.92
August 2026	0.00	39,433,466.73

<u>Distribution Date</u>	<u>Classes MP and ZX (in the aggregate)</u>	<u>Classes P, PB, PZ, VC and ZC (in the aggregate)</u>
September 2026	\$ 0.00	\$ 38,723,162.32
October 2026	0.00	38,024,045.02
November 2026	0.00	37,335,949.50
December 2026	0.00	36,658,712.84
January 2027	0.00	35,992,174.40
February 2027	0.00	35,336,175.88
March 2027	0.00	34,690,561.20
April 2027	0.00	34,055,176.53
May 2027	0.00	33,429,870.23
June 2027	0.00	32,814,492.82
July 2027	0.00	32,208,896.99
August 2027	0.00	31,612,937.49
September 2027	0.00	31,026,471.18
October 2027	0.00	30,449,356.96
November 2027	0.00	29,881,455.74
December 2027	0.00	29,322,630.44
January 2028	0.00	28,772,745.93
February 2028	0.00	28,231,669.02
March 2028	0.00	27,699,268.43
April 2028	0.00	27,175,414.76
May 2028	0.00	26,659,980.47
June 2028	0.00	26,152,839.83
July 2028	0.00	25,653,868.95
August 2028	0.00	25,162,945.69
September 2028	0.00	24,679,949.67
October 2028	0.00	24,204,762.25
November 2028	0.00	23,737,266.48
December 2028	0.00	23,277,347.11
January 2029	0.00	22,824,890.53
February 2029	0.00	22,379,784.77
March 2029	0.00	21,941,919.47
April 2029	0.00	21,511,185.86
May 2029	0.00	21,087,476.74
June 2029	0.00	20,670,686.45
July 2029	0.00	20,260,710.85
August 2029	0.00	19,857,447.31
September 2029	0.00	19,460,794.68
October 2029	0.00	19,070,653.25
November 2029	0.00	18,686,924.78
December 2029	0.00	18,309,512.42
January 2030	0.00	17,938,320.74
February 2030	0.00	17,573,255.67

<u>Distribution Date</u>	<u>Classes MP and ZX (in the aggregate)</u>	<u>Classes P, PB, PZ, VC and ZC (in the aggregate)</u>
March 2030	\$ 0.00	\$ 17,214,224.51
April 2030	0.00	16,861,135.91
May 2030	0.00	16,513,899.81
June 2030	0.00	16,172,427.50
July 2030	0.00	15,836,631.51
August 2030	0.00	15,506,425.66
September 2030	0.00	15,181,725.01
October 2030	0.00	14,862,445.86
November 2030	0.00	14,548,505.71
December 2030	0.00	14,239,823.27
January 2031	0.00	13,936,318.43
February 2031	0.00	13,637,912.22
March 2031	0.00	13,344,526.84
April 2031	0.00	13,056,085.63
May 2031	0.00	12,772,513.00
June 2031	0.00	12,493,734.51
July 2031	0.00	12,219,676.76
August 2031	0.00	11,950,267.45
September 2031	0.00	11,685,435.32
October 2031	0.00	11,425,110.15
November 2031	0.00	11,169,222.73
December 2031	0.00	10,917,704.88
January 2032	0.00	10,670,489.40
February 2032	0.00	10,427,510.07
March 2032	0.00	10,188,701.65
April 2032	0.00	9,953,999.84
May 2032	0.00	9,723,341.28
June 2032	0.00	9,496,663.54
July 2032	0.00	9,273,905.10
August 2032	0.00	9,055,005.35
September 2032	0.00	8,839,904.54
October 2032	0.00	8,628,543.84
November 2032	0.00	8,420,865.23
December 2032	0.00	8,216,811.58
January 2033	0.00	8,016,326.58
February 2033	0.00	7,819,354.75
March 2033	0.00	7,625,841.41
April 2033	0.00	7,435,732.71
May 2033	0.00	7,248,975.57
June 2033	0.00	7,065,517.70
July 2033	0.00	6,885,307.58
August 2033	0.00	6,708,294.43

<u>Distribution Date</u>	<u>Classes MP and ZX (in the aggregate)</u>	<u>Classes P, PB, PZ, VC and ZC (in the aggregate)</u>
September 2033	\$ 0.00	\$ 6,534,428.24
October 2033	0.00	6,363,659.73
November 2033	0.00	6,195,940.34
December 2033	0.00	6,031,222.22
January 2034	0.00	5,869,458.25
February 2034	0.00	5,710,601.98
March 2034	0.00	5,554,607.65
April 2034	0.00	5,401,430.20
May 2034	0.00	5,251,025.20
June 2034	0.00	5,103,348.90
July 2034	0.00	4,958,358.19
August 2034	0.00	4,816,010.60
September 2034	0.00	4,676,264.29
October 2034	0.00	4,539,078.03
November 2034	0.00	4,404,411.22
December 2034	0.00	4,272,223.84
January 2035	0.00	4,142,476.48
February 2035	0.00	4,015,130.32
March 2035	0.00	3,890,147.09
April 2035	0.00	3,767,489.12
May 2035	0.00	3,647,119.28
June 2035	0.00	3,529,000.99
July 2035	0.00	3,413,098.24
August 2035	0.00	3,299,375.53
September 2035	0.00	3,187,797.89
October 2035	0.00	3,078,330.90
November 2035	0.00	2,970,940.63
December 2035	0.00	2,865,593.65
January 2036	0.00	2,762,257.04
February 2036	0.00	2,660,898.38
March 2036	0.00	2,561,485.73
April 2036	0.00	2,463,987.62
May 2036	0.00	2,368,373.06
June 2036	0.00	2,274,611.51
July 2036	0.00	2,182,672.91
August 2036	0.00	2,092,527.64
September 2036	0.00	2,004,146.53
October 2036	0.00	1,917,500.83
November 2036	0.00	1,832,562.24
December 2036	0.00	1,749,302.88
January 2037	0.00	1,667,695.30
February 2037	0.00	1,587,712.44

<u>Distribution Date</u>	<u>Classes MP and ZX (in the aggregate)</u>	<u>Classes P, PB, PZ, VC and ZC (in the aggregate)</u>
March 2037	\$ 0.00	\$ 1,509,327.67
April 2037	0.00	1,432,514.75
May 2037	0.00	1,357,247.85
June 2037	0.00	1,283,501.51
July 2037	0.00	1,211,250.66
August 2037	0.00	1,140,470.62
September 2037	0.00	1,071,137.08
October 2037	0.00	1,003,226.09
November 2037	0.00	936,714.07
December 2037	0.00	871,577.79
January 2038	0.00	807,794.38
February 2038	0.00	745,341.33
March 2038	0.00	684,196.43
April 2038	0.00	624,337.86
May 2038	0.00	565,744.09
June 2038	0.00	508,393.95
July 2038	0.00	452,266.56
August 2038	0.00	397,341.39
September 2038	0.00	343,598.20
October 2038	0.00	291,017.08
November 2038	0.00	239,578.40
December 2038	0.00	189,262.84
January 2039	0.00	140,051.40
February 2039	0.00	91,925.33
March 2039	0.00	44,866.19
April 2039 and thereafter	0.00	0.00



\$861,190,154

**Government National
Mortgage Association**

GINNIE MAE®

**Guaranteed REMIC
Pass-Through Securities
and MX Securities
Ginnie Mae REMIC Trust 2009-059**

OFFERING CIRCULAR SUPPLEMENT
July 23, 2009

JPMorgan

Loop Capital Markets, LLC