



\$2,069,909,629

Government National Mortgage Association

GINNIE MAE®

Guaranteed REMIC Pass-Through Securities
and MX Securities

Ginnie Mae REMIC Trust 2009-076

The Securities

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

The Ginnie Mae Guaranty

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

The Trust and its Assets

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

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

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

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

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

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

Class of REMIC Securities	Original Principal Balance(2)	Interest Rate	Principal Type(3)	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Security Group 1						
JA	\$ 11,997,154	4.50%	SC/SEQ	FIX	38376CYB9	July 2039
JB	2,099,502	4.50	SC/SEQ	FIX	38376CYC7	July 2039
JC	899,787	4.50	SC/SEQ	FIX	38376CYD5	July 2039
Security Group 2						
PB	2,117,812	5.50	PAC/AD	FIX	38376CYE3	September 2039
PZ	10,000,000	5.50	SUP	FIX/Z	38376CYF0	September 2039
VF(1)	25,088,335	(5)	PAC/AD	FLT	38376CYG8	June 2039
VS(1)	25,088,335	(5)	NTL (PAC/AD)	INV/O	38376CYH6	June 2039
WA(1)	50,176,671	4.50	PAC/AD	FIX	38376CYJ2	June 2039
Security Group 3						
DA	4,800,000	4.75	SUP	FIX	38376CYK9	March 2039
DB	1,600,000	7.00	SUP	FIX	38376CYL7	March 2039
DC	4,000,000	4.50	SUP	FIX	38376CYM5	March 2039
DE	9,000,000	5.00	SUP	FIX	38376CYN3	December 2038
DG	1,000,000	5.00	SUP	FIX	38376CYP8	March 2039
DH	23,487,890	5.00	SUP	FIX	38376CYQ6	March 2039
TA	14,600,000	5.00	SUP	FIX	38376CYR4	March 2039
TB	11,814,666	5.00	SUP	FIX	38376CYS2	September 2039
UA(1)	205,402,719	5.00	PAC	FIX	38376CYT0	August 2038
UB	24,294,725	5.00	PAC	FIX	38376CYU7	September 2039
Security Group 4						
FA	150,000,000	(5)	PT	FLT	38376CYV5	September 2039
PC	85,274,708	4.00	PAC	FIX	38376CYW3	March 2039
PD	3,822,627	4.50	PAC	FIX	38376CYX1	September 2039
PI	7,106,225	6.00	NTL (PAC)	FIX/O	38376CYY9	March 2039
SB	85,203,792	(5)	NTL (PT)	INV/O	38376CZ6	September 2039
SC	64,796,208	(5)	NTL (PT)	INV/O	38376CZA0	September 2039
TX	10,902,665	4.50	SUP	FIX	38376CZB8	September 2039
Security Group 5						
C	37,005,562	5.00	SEQ	FIX	38376CZC6	September 2039
NA	40,000,000	5.00	SEQ	FIX	38376CZD4	March 2036
NC	30,000,000	5.00	SEQ	FIX	38376CZE2	March 2036
NE	48,700,000	5.00	SEQ	FIX	38376CZF9	March 2036
Security Group 6						
BP	75,000,000	4.00	PAC/AD	FIX	38376CZG7	June 2039
BZ	37,816,518	5.50	SUP	FIX/Z	38376CZH5	September 2039
CB	6,389,262	5.50	PAC/AD	FIX	38376CZJ1	September 2039
FK(1)	131,250,000	(5)	PAC/AD	FLT	38376CZK8	June 2039
PA	100,000,000	4.00	PAC/AD	FIX	38376CZL6	June 2039
SK(1)	131,250,000	(5)	NTL (PAC/AD)	INV/O	38376CZM4	June 2039
Security Group 7						
XA	425,664	5.50	PAC/AD	FIX	38376CZN2	September 2039
XF	75,000,000	(5)	PAC/AD	FLT	38376CZP7	September 2039
XP(1)	75,000,000	4.00	PAC/AD	FIX	38376CZQ5	September 2039
XS	75,000,000	(5)	NTL (PAC/AD)	INV/O	38376CZR3	September 2039
XZ	22,027,882	5.50	SUP	FIX/Z	38376CZS1	September 2039
Security Group 8						
GA	9,969,590	4.50	SUP	FIX	38376CZT9	May 2039
GB	2,641,692	4.50	SUP	FIX	38376CZU6	September 2039
GC(1)	70,098,202	4.00	PAC	FIX	38376CZV4	May 2039
GD	2,290,516	4.50	PAC	FIX	38376CZW2	September 2039
GI(1)	6,372,563	5.50	NTL (PAC)	FIX/O	38376CZX0	May 2039
GQ	5,000,000	4.50	SUP	FIX	38376CZY8	May 2039
LF(1)	60,000,000	(5)	PT	FLT	38376CZZ5	September 2039
LS(1)	60,000,000	(5)	NTL (PT)	INV/O	38376CA25	September 2039
Security Group 9						
LA	4,169,587	4.50	SC/SEQ	FIX	38376CA33	June 2039
LB	735,809	4.50	SC/SEQ	FIX	38376CA41	June 2039
Security Group 10						
MB(1)	174,848,040	5.00	SEQ	FIX	38376CA66	September 2039
ME	100,000,000	4.00	SEQ	FIX	38376CK81	March 2035
MI	81,832,408	5.00	NTL (SEQ)	FIX/O	38376CL31	March 2035
MK	134,010,084	4.00	SEQ	FIX	38376CM55	March 2035
ML	100,000,000	4.00	SEQ	FIX	38376CM63	March 2035
MN	75,151,960	4.00	SEQ	FIX	38376CM71	March 2035
Residual						
RR	0	0.00	NPR	NPR	38376CA74	September 2039

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

AVAILABLE INFORMATION

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

- this Offering Circular Supplement (this “Supplement”),
- the Base Offering Circular and
- in the case of the Group 1 and 9 securities, each disclosure document relating to the Underlying Certificates (the “Underlying Certificate Disclosure Documents”).

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

If you do not have access to the internet, call The Bank of New York Mellon, which will act as information agent for the Trust, at (800) 234-GNMA, to order copies of the Base Offering Circular. In addition, you can obtain copies of any other document listed above by contacting The Bank of New York Mellon at the telephone number listed above.

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

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TERMS SHEET

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

Sponsor: Goldman, Sachs & Co.

Co-Sponsor: Loop Capital Markets LLC

Trustee: Wells Fargo Bank, N.A.

Tax Administrator: The Trustee

Closing Date: September 30, 2009

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

Trust Assets:

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

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

⁽²⁾ The Group 4 Trust Assets consist of two subgroups, Subgroup 4A and Subgroup 4B (each, a “Subgroup”).

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

Assumed Characteristics of the Mortgage Loans Underlying the Group 2, 3, 4, 5, 6, 7, 8 and 10 Trust Assets¹:

<u>Principal Balance²</u>	<u>Weighted Average Remaining Term to Maturity (in months)</u>	<u>Weighted Average Loan Age (in months)</u>	<u>Weighted Average Mortgage Rate³</u>
Group 2 Trust Assets			
\$ 87,382,818	348	12	5.95%
Group 3 Trust Assets			
\$300,000,000	358	2	5.40%
Subgroup 4A Trust Assets			
\$142,006,320	271	81	6.50%
Subgroup 4B Trust Assets			
\$107,993,680	340	16	6.50%
Group 5 Trust Assets			
\$155,705,562	357	3	5.50%
Group 6 Trust Assets			
\$350,455,780	285	75	6.00%
Group 7 Trust Assets			
\$172,453,546	285	75	6.00%
Group 8 Trust Assets			
\$150,000,000	285	75	6.00%
Group 10 Trust Assets			
\$584,010,084	357	3	5.50%

¹ As of September 1, 2009.

² Does not include the Group 10 Trust Assets that will be added to pay the Trustee Fee.

³ The Mortgage Loans underlying the Group 2, 3, 5 and 10 Trust Assets may bear interest at rates ranging from 0.25% to 1.50% per annum above the related Certificate Rate.

The actual remaining terms to maturity, loan ages and, in the case of the Group 2, 3, 5 and 10 Trust Assets, Mortgage Rates of many of the Mortgage Loans underlying the Group 2, 3, 4, 5, 6, 7, 8 and 10 Trust Assets will differ from the weighted averages shown above, perhaps significantly. See *“The Trust Assets — The Mortgage Loans” in this Supplement*. See Exhibit A to this Supplement for certain information regarding the characteristics of the Mortgage Loans included in the related Underlying Trusts.

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

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

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

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

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

<u>Class</u>	<u>Interest Rate Formula(1)</u>	<u>Initial Interest Rate(2)</u>	<u>Minimum Rate</u>	<u>Maximum Rate</u>	<u>Delay (in days)</u>	<u>LIBOR for Minimum Interest Rate</u>
AF	LIBOR + 0.70%	0.944%	0.70%	7.00%	0	0.00%
AS	6.30% – LIBOR	6.056%	0.00%	6.30%	0	6.30%
BF	LIBOR + 0.75%	0.994%	0.75%	7.00%	0	0.00%
BS	6.25% – LIBOR	6.006%	0.00%	6.25%	0	6.25%
CF	LIBOR + 0.80%	1.044%	0.80%	7.00%	0	0.00%
CS	6.20% – LIBOR	5.956%	0.00%	6.20%	0	6.20%
DF	LIBOR + 0.85%	1.094%	0.85%	7.00%	0	0.00%
DS	6.15% – LIBOR	5.906%	0.00%	6.15%	0	6.15%
EF	LIBOR + 0.95%	1.194%	0.95%	7.00%	0	0.00%
ES	6.05% – LIBOR	5.806%	0.00%	6.05%	0	6.05%
FA	LIBOR + 0.90%	1.153%	0.90%	7.00%	0	0.00%
FB	LIBOR + 0.60%	0.849%	0.60%	7.50%	0	0.00%
FE	LIBOR + 0.70%	0.949%	0.70%	7.50%	0	0.00%
FG	LIBOR + 0.55%	0.799%	0.55%	7.50%	0	0.00%
FH	LIBOR + 0.50%	0.749%	0.50%	7.50%	0	0.00%
FJ	LIBOR + 0.65%	0.899%	0.65%	7.50%	0	0.00%
FK	LIBOR + 0.75%	0.999%	0.75%	7.50%	0	0.00%
GF	LIBOR + 0.90%	1.144%	0.90%	7.00%	0	0.00%
GS	6.10% – LIBOR	5.856%	0.00%	6.10%	0	6.10%
HF	LIBOR + 1.00%	1.244%	1.00%	7.00%	0	0.00%
HS	6.00% – LIBOR	5.756%	0.00%	6.00%	0	6.00%
KF	LIBOR + 1.05%	1.294%	1.05%	7.00%	0	0.00%
KS	5.95% – LIBOR	5.706%	0.00%	5.95%	0	5.95%
LF	LIBOR + 1.10%	1.344%	1.10%	7.00%	0	0.00%
LS	5.90% – LIBOR	5.656%	0.00%	5.90%	0	5.90%
MF	LIBOR + 0.60%	0.861%	0.60%	7.50%	0	0.00%

<u>Class</u>	<u>Interest Rate Formula(1)</u>	<u>Initial Interest Rate(2)</u>	<u>Minimum Rate</u>	<u>Maximum Rate</u>	<u>Delay (in days)</u>	<u>LIBOR for Minimum Interest Rate</u>
MS.....	6.90% – LIBOR	6.639%	0.00%	6.90%	0	6.90%
NF.....	LIBOR + 0.65%	0.911%	0.65%	7.50%	0	0.00%
NS.....	6.85% – LIBOR	6.589%	0.00%	6.85%	0	6.85%
QF.....	LIBOR + 0.70%	0.961%	0.70%	7.50%	0	0.00%
QS.....	6.80% – LIBOR	6.539%	0.00%	6.80%	0	6.80%
SA.....	6.90% – LIBOR	6.651%	0.00%	6.90%	0	6.90%
SB.....	6.10% – LIBOR	5.847%	0.00%	6.10%	0	6.10%
SC.....	6.10% – LIBOR	5.847%	0.00%	6.10%	0	6.10%
SE.....	6.80% – LIBOR	6.551%	0.00%	6.80%	0	6.80%
SG.....	6.95% – LIBOR	6.701%	0.00%	6.95%	0	6.95%
SH.....	7.00% – LIBOR	6.751%	0.00%	7.00%	0	7.00%
SJ.....	6.85% – LIBOR	6.601%	0.00%	6.85%	0	6.85%
SK.....	6.75% – LIBOR	6.501%	0.00%	6.75%	0	6.75%
TF.....	LIBOR + 0.80%	1.061%	0.80%	7.50%	0	0.00%
TS.....	6.70% – LIBOR	6.439%	0.00%	6.70%	0	6.70%
VF.....	LIBOR + 0.90%	1.161%	0.90%	7.50%	0	0.00%
VS.....	6.60% – LIBOR	6.339%	0.00%	6.60%	0	6.60%
WF.....	LIBOR + 0.75%	1.011%	0.75%	7.50%	0	0.00%
WS.....	6.75% – LIBOR	6.489%	0.00%	6.75%	0	6.75%
XF.....	LIBOR + 0.80%	1.054%	0.80%	7.00%	0	0.00%
XS.....	6.20% – LIBOR	5.946%	0.00%	6.20%	0	6.20%
YF.....	LIBOR + 0.85%	1.111%	0.85%	7.50%	0	0.00%
YS.....	6.65% – LIBOR	6.389%	0.00%	6.65%	0	6.65%

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

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

SECURITY GROUP 1

The Group 1 Principal Distribution Amount will be allocated, sequentially, to JA, JB and JC, in that order, until retired

SECURITY GROUP 2

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

1. To the Group 2 PAC Classes, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:
 - a. Concurrently, to VF and WA, pro rata, until retired

- b. To PB, until retired
2. To PZ, until retired
3. To the Group 2 PAC Classes, in the same manner and priority described in step 1., but without regard to their Aggregate Scheduled Principal Balance, until retired

SECURITY GROUP 3

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

1. Sequentially, to UA and UB, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
2. Concurrently, as follows:
 - a. 82.9024435657% concurrently, to DA, DB, DC, DH and TA, pro rata, until retired
 - b. 17.0975564343% sequentially, to DE and DG, in that order, until retired
3. To TB, until retired
4. Sequentially, to UA and UB, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

SECURITY GROUP 4

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

1. 60% to FA, until retired
2. 40% in the following order of priority:
 - a. Sequentially, to PC and PD, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
 - b. To TX, until retired
 - c. Sequentially, to PC and PD, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

SECURITY GROUP 5

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

1. Concurrently, to NA, NC and NE, pro rata, until retired
2. To C, until retired

SECURITY GROUP 6

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

1. To the Group 6 PAC Classes, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:
 - a. Concurrently, to BP, FK and PA, pro rata, until retired
 - b. To CB, until retired
2. To BZ, until retired
3. To the Group 6 PAC Classes, in the same manner and priority described in step 1., but without regard to their Aggregate Scheduled Principal Balance, until retired

SECURITY GROUP 7

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

- 1. To the Group 7 PAC Classes, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:
 - a. Concurrently, to XF and XP, pro rata, until retired
 - b. To XA, until retired
- 2. To XZ, until retired
- 3. To the Group 7 PAC Classes, in the same manner and priority described in step 1., but without regard to their Aggregate Scheduled Principal Balance, until retired

SECURITY GROUP 8

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

- 1. 40% to LF, until retired
- 2. 60% in the following order of priority:
 - a. Sequentially, to GC and GD, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
 - b. Concurrently, to GA and GQ, pro rata, until retired
 - c. To GB, until retired
 - d. Sequentially, to GC and GD, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

SECURITY GROUP 9

The Group 9 Principal Distribution Amount will be allocated, sequentially, to LA and LB, in that order, until retired

SECURITY GROUP 10

A percentage of the Group 10 Principal Distribution Amount will be applied to the Trustee Fee, and the remainder of the Group 10 Principal Distribution Amount (the “Group 10 Adjusted Principal Distribution Amount”) will be allocated in the following order of priority:

- 1. Concurrently, to ME, MK, ML and MN, pro rata, until retired
- 2. To MB, 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>
BP, CB, FK and PA (in the aggregate)	300% PSA through 400% PSA
GC and GD (in the aggregate)	200% PSA through 350% PSA
PB, VF and WA (in the aggregate)	375% PSA through 500% PSA
PC and PD (in the aggregate)	300% PSA through 400% PSA
UA and UB (in the aggregate)	120% PSA through 250% PSA
XA, XF and XP (in the aggregate)	230% PSA through 330% 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 or the outstanding Principal Balance of the related Trust Asset Subgroups indicated:

Class	Original Class Notional Balance	Represents Approximately
AS	\$ 60,000,000	100% of LF (PT Class)
BI	13,684,546	27.2727272727% of WA (PAC/AD Class)
BS	60,000,000	100% of LF (PT Class)
CS	60,000,000	100% of LF (PT Class)
DS	60,000,000	100% of LF (PT Class)
ES	60,000,000	100% of LF (PT Class)
GI	6,372,563	9.0909090909% of GC (PAC Class)
GS	60,000,000	100% of LF (PT Class)
HI	12,745,127	18.1818181818% of GC (PAC Class)
HS	60,000,000	100% of LF (PT Class)
IO	82,161,087	40% of UA (PAC Class)
KS	60,000,000	100% of LF (PT Class)
LS	60,000,000	100% of LF (PT Class)
MI	81,832,408	20% of ME, MK, ML and MN (in the aggregate) (SEQ Classes)
MS	25,088,335	100% of VF (PAC/AD Class)
NI	17,484,804	10% of MB (SEQ Class)
NS	25,088,335	100% of VF (PAC/AD Class)
PI	7,106,225	8.3333333333% of PC (PAC Class)
QS	25,088,335	100% of VF (PAC/AD Class)
SA	131,250,000	100% of FK (PAC/AD Class)
SB	85,203,792	60% of the Subgroup 4A Trust Assets
SC	64,796,208	60% of the Subgroup 4B Trust Assets
SE	131,250,000	100% of FK (PAC/AD Class)
SG	131,250,000	100% of FK (PAC/AD Class)
SH	131,250,000	100% of FK (PAC/AD Class)
SJ	131,250,000	100% of FK (PAC/AD Class)
SK	131,250,000	100% of FK (PAC/AD Class)
TS	25,088,335	100% of VF (PAC/AD Class)
VS	25,088,335	100% of VF (PAC/AD Class)
WS	25,088,335	100% of VF (PAC/AD Class)
XI	13,636,363	18.1818181818% of XP (PAC/AD Class)
XS	75,000,000	100% of XF (PAC/AD Class)
YS	25,088,335	100% of VF (PAC/AD Class)

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

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

RISK FACTORS

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

The rate of principal payments on the underlying mortgage loans will affect the rate of principal payments on your securities. The rate at which you will receive principal payments will depend largely on the rate of principal payments, including prepayments, on the mortgage loans underlying the related trust assets. Any historical data regarding mortgage loan prepayment rates may not be indicative of the rate of future prepayments on the underlying mortgage loans, and no assurances can be given about the rates at which the underlying mortgage loans will prepay. We expect the rate of principal payments on the underlying mortgage loans to vary. Borrowers generally may prepay their mortgage loans at any time without penalty.

Rates of principal payments can reduce your yield. The yield on your securities probably will be lower than you expect if:

- you bought your securities at a premium (interest only securities, for example) and principal payments are faster than you expected, or
- you bought your securities at a discount 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 related support classes will not receive any principal distribution on that date. If prepayments result in principal distributions on any distribution date greater than the amount needed to produce scheduled payments on the related PAC classes for that distribution date, this excess will be distributed to the related support classes.

The rate of principal payments on the underlying certificates will directly affect the rate of principal payments on the group 1 and 9 securities. The underlying certificates will be sensitive in varying degrees to

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

As described in the related underlying certificate disclosure document, the underlying certificate included in trust asset group 1 is a class that provides support to other classes, and it is entitled to receive principal distributions only if scheduled payments have been made on other specified classes of the related underlying series. Accordingly, this underlying certificate may receive no principal distributions for extended periods of time or may receive principal payments that vary widely from period to period.

In addition, the principal entitlement of the underlying certificate included in trust asset group 9 on any payment date is calculated on the basis of schedules; no assurance can be given that the underlying certificate will adhere to its schedules. Further, prepayments on the related mortgage loans may have occurred at rates faster or slower than those initially assumed.

This supplement contains no information as to whether the underlying certificates have adhered to any applicable principal balance schedules, whether any related supporting classes remain outstanding or whether the underlying

certificates otherwise have performed as originally anticipated. Additional information as to the underlying certificates may be obtained by performing an analysis of current principal factors of the underlying certificates in light of applicable information contained in the related underlying certificate disclosure documents.

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

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

The securities may not be a suitable investment for you. The securities, especially the group 1 and 9 securities and, 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, regardless of whether the assets consist of Trust MBS or an Underlying Certificate, will evidence, directly or indirectly, Ginnie Mae Certificates.

The Trust MBS (Groups 2, 3, 4, 5, 6, 7, 8 and 10)

The Group 2, 3, 5 and 10 Trust Assets are either:

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

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

The Trust MBS Group 4, 6, 7 and 8 Trust Assets are either:

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

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

The Underlying Certificates (Groups 1 and 9)

The Group 1 and 9 Trust Assets are Underlying Certificates that represent beneficial ownership interests in one or more separate trusts, the assets of which evidence direct or indirect beneficial ownership interests in certain Ginnie Mae Certificates. Each Underlying Certificate constitutes all or a portion of a class of a separate Series of certificates described in the related Underlying Certificate Disclosure Document, excerpts of which are attached as Exhibit B to this Supplement. Each Underlying Certificate Disclosure Document may be obtained from the Information Agent as described under “Available Information” in this Supplement. Investors are cautioned that material changes in facts and circumstances may have occurred since the date of each Underlying Certificate Disclosure Document, including changes in prepayment rates, prevailing interest rates and other economic factors, which may limit the usefulness of, and be directly contrary to the assumptions used in preparing the information included in, the offering document. *See “Underlying Certificates” in the Base Offering Circular.*

Each Underlying Certificate provides for monthly distributions and is further described in the table contained in Exhibit A to this Supplement. The table also sets forth information regarding approximate

weighted average remaining terms to maturity, loan ages and mortgage rates of the Mortgage Loans underlying the related Ginnie Mae Certificates.

The Mortgage Loans

The Mortgage Loans underlying the Group 2, 3, 4, 5, 6, 7, 8 and 10 Trust Assets are expected to have, on a weighted average basis, the characteristics set forth in the Terms Sheet under “Assumed Characteristics of the Mortgage Loans Underlying the Group 2, 3, 4, 5, 6, 7, 8 and 10 Trust Assets” and the general characteristics described in the Base Offering Circular. The Mortgage Loans underlying the Underlying Certificates are expected to have, on a weighted average basis, the characteristics set forth in Exhibit A to this Supplement. The Mortgage Loans will consist of first lien, single-family, fixed rate, residential mortgage loans that are insured or guaranteed by the Federal Housing Administration, the United States Department of Veterans Affairs, Rural Development (formerly the Rural Housing Service) or the United States Department of Housing and Urban Development (“HUD”). See *“The Ginnie Mae Certificates — General” in the Base Offering Circular.*

Specific information regarding the characteristics of the Mortgage Loans underlying the Trust MBS is not available. For purposes of this Supplement, certain assumptions have been made regarding the remaining terms to maturity, loan ages and, in the case of the Group 2, 3, 5 and 10 Trust Assets, Mortgage Rates of the Mortgage Loans. However, the actual remaining terms to maturity, loan ages and, in the case of the Group 2, 3, 5 and 10 Trust Assets, Mortgage Rates of many of the Mortgage Loans will differ from the characteristics assumed, perhaps significantly. This will be the case even if the weighted average characteristics of the Mortgage Loans are the same as the assumed characteristics. Small differences in the characteristics of the Mortgage Loans can have a significant effect on the weighted average lives and yields of the Securities. See *“Risk Factors” and “Yield, Maturity and Prepayment Considerations” in this Supplement.*

The Trustee Fee

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

GINNIE MAE GUARANTY

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

DESCRIPTION OF THE SECURITIES

General

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

Form of Securities

Each Class of Securities other than the Residual Securities initially will be issued and maintained, and may be transferred only on the Fedwire Book-Entry System. Beneficial Owners of Book-Entry

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

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

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

Distributions

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

Interest Distributions

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

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

Categories of Classes

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

Accrual Periods

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

<u>Class</u>	<u>Accrual Period</u>
Fixed Rate Classes	The calendar month preceding the related Distribution Date
Group 2 Floating Rate and Inverse Floating Rate Classes	From the 20th day of the month preceding the month of the related Distribution Date through the 19th day of the month of that Distribution Date
Group 4, 6, 7 and 8 Floating Rate and Inverse Floating Rate Classes	From the 16th day of the month preceding the month of the related Distribution Date through the 15th day of the month of that Distribution Date

Fixed Rate Classes

Each Fixed Rate Class will bear interest at the per annum Interest Rate shown on the front cover of this Supplement or on Schedule I to this Supplement.

Floating Rate and Inverse Floating Rate Classes

The Floating Rate and Inverse Floating Rate Classes will bear interest as shown under “Terms Sheet — Interest Rates” in this Supplement. The Interest Rates for the Floating Rate and Inverse Floating Rate Classes will be based on LIBOR. LIBOR will be determined based on the BBA LIBOR method, as described under “Description of the Securities — Interest Rate Indices — Determination of LIBOR — BBA LIBOR” in the Base Offering Circular.

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 Classes BZ, PZ and XZ is an Accrual Class. Interest will accrue on the Accrual Classes and be distributed as described under “Terms Sheet — Accrual Classes” in this Supplement.

Principal Distributions

The Principal Distribution Amount or the Adjusted Principal Distribution Amount for each Group, as applicable, and the BZ, PZ and XZ Accrual Amounts will be distributed to the Holders entitled thereto as described under “Terms Sheet — Allocation of Principal” in this Supplement. Investors can calculate the amount of principal to be distributed with respect to any Distribution Date by using the Class Factors published in the preceding and current months. *See “— Class Factors” below.*

Categories of Classes

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

Notional Classes

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

Residual Securities

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

Class Factors

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

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

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

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, 8, 14, 15 and 26, other related MX Classes. This process may occur repeatedly.

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

In the case of Combinations 1, 8, 14, 15 and 26, the REMIC Securities may be exchanged for proportionate interests in various subcombinations of MX Classes. Similarly, all or a portion of these MX Classes may be exchanged for proportionate interests in the related REMIC Securities or in other subcombinations of the MX Classes. Each subcombination may be effected only in proportions that result in the principal and interest entitlements of the Securities received being equal to the entitlements of the Securities surrendered. *See the example under "Description of the Securities — Modification and Exchange" in the Base Offering Circular.*

A Beneficial Owner proposing to effect an exchange must notify the Trustee through the Beneficial Owner's Book-Entry Depository participant. This notice must be received by the Trustee not later than two Business Days before the proposed exchange date. The exchange date can be any Business Day other than the last Business Day of the month. The notice must contain the outstanding principal and notional balances of the Securities to be included in the exchange and the proposed exchange date. The notice is required to be delivered to the Trustee in writing at its Corporate Trust Office at 45 Broadway, 12th Floor, New York, NY 10006, Attention: Trust Administrator Ginnie Mae 2009-076. The Trustee may be contacted by telephone at (212) 515-5262 and by fax at (212) 509-1042.

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

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

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

YIELD, MATURITY AND PREPAYMENT CONSIDERATIONS

General

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

- The Mortgage Loans do not contain “due-on-sale” provisions, and any Mortgage Loan may be prepaid in full or in part at any time without penalty.
- The rate of payments (including prepayments and payments in respect of liquidations) on the Mortgage Loans is dependent on a variety of economic, geographic, social and other factors, including prevailing market interest rates and general economic factors.

The rate of prepayments with respect to single-family mortgage loans has fluctuated significantly in recent years. Although there is no assurance that prepayment patterns for the Mortgage Loans will conform to patterns for more traditional types of conventional fixed-rate mortgage loans, generally:

- if mortgage interest rates fall materially below the Mortgage Rates on any of the Mortgage Loans (giving consideration to the cost of refinancing), the rate of prepayment of those Mortgage Loans would be expected to increase; and
- if mortgage interest rates rise materially above the Mortgage Rates on any of the Mortgage Loans, the rate of prepayment of those Mortgage Loans would be expected to decrease.

In addition, following any Mortgage Loan default and the subsequent liquidation of the underlying Mortgaged Property, the principal balance of the Mortgage Loan will be distributed through a combination of liquidation proceeds, advances from the related Ginnie Mae Issuer and, to the extent necessary, proceeds of Ginnie Mae’s guaranty of the Ginnie Mae Certificates. As a result, defaults experienced on the Mortgage Loans will accelerate the distribution of principal of the Securities.

Under certain circumstances, the Trustee has the option to purchase the Trust Assets, thereby effecting early retirement of the Securities. See “*Description of the Securities — Termination*” in this Supplement.

Investors in the Group 1 and 9 Securities are urged to review the discussion under “Risk Factors — *The rate of principal payments on the underlying certificates will directly affect the rate of principal payments on the group 1 and 9 securities*” in this Supplement.

Accretion Directed Classes

Classes BP, CB, FK, PA, PB, VF, WA, XA, XF and XP are Accretion Directed Classes. The related Accrual Amount will be applied to making principal distributions on those Classes as described in this Supplement. Classes SK, VS and XS are Notional Classes whose Class Notional Balances are determined by reference to the Class Principal Balances of the related Classes shown under “Terms Sheet — Notional Classes” in this Supplement.

Each of the Accretion Directed Classes has the AD designation in the suffix position, rather than the prefix position, in its class principal type because it does not have principal payment stability through the applicable pricing prepayment assumption. Although the Accretion Directed Classes are entitled to receive payments from the related Accrual Amounts, they do not have principal payment stability through any prepayment rate significantly higher than 0% PSA, except through their structuring range.

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 related 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 Classes	<u>Initial Effective Ranges</u>
BP, CB, FK and PA (in the aggregate)	300% PSA through 400% PSA
GC and GD (in the aggregate)	200% PSA through 350% PSA
PB, VF and WA (in the aggregate)	375% PSA through 500% PSA
PC and PD (in the aggregate)	300% PSA through 400% PSA
UA and UB (in the aggregate)	120% PSA through 250% PSA
XA, XF and XP (in the aggregate)	230% PSA through 330% PSA

- The principal payment stability of the PAC Classes will be supported by the related Support Classes.

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

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

Moreover, the related Mortgage Loans will not prepay at any *constant* rate. Non-constant prepayment rates can cause any PAC 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 related Mortgage Loans.

If the related 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 related PAC Class, if any, and its Weighted Average Life may be extended, perhaps significantly.

If the related Mortgage Loans prepay at rates that are generally above the Effective Range for any PAC 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 Mortgaged Property. See *“Yield, Maturity and Prepayment Considerations — Assumability of Government Loans” in the Base Offering Circular.*

Final Distribution Date

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

- The actual retirement of any Class may occur earlier than its Final Distribution Date.

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

Modeling Assumptions

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

1. The Mortgage Loans underlying the Group 2, 3, 4, 5, 6, 7, 8 and 10 Trust Assets have the assumed characteristics shown under “Assumed Characteristics of the Mortgage Loans Underlying the Group 2, 3, 4, 5, 6, 7, 8 and 10 Trust Assets” in the Terms Sheet, except in the case of information set forth under the 0% PSA Prepayment Assumption Rate, for which each Mortgage Loan underlying a Group 2, 3, 4, 5, 6, 7, 8 or 10 Trust Asset is assumed to have an original and a remaining term to maturity of 360 months and each Mortgage Loan underlying a Group 2, 3, 5 or 10 Trust Asset is assumed to have a Mortgage Rate of 1.50% per annum higher than the related Certificate Rate.

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

3. Distributions on the Group 1, 2, 3, 5 and 10 Securities are always received on the 20th day of the month, and distributions on the Group 4, 6, 7, 8 and 9 Securities are always received on the 16th day of the month, in each case, whether or not a Business Day, commencing in October 2009.

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

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

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

7. Distributions on the Underlying Certificates are made as described in the related Underlying Certificate Disclosure Documents.

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

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

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

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

Decrement Tables

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

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

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

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

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

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

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

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

Distribution Date	Security Group 1 PSA Prepayment Assumption Rates														
	Class JA					Class JB					Class JC				
	0%	200%	400%	600%	800%	0%	200%	400%	600%	800%	0%	200%	400%	600%	800%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
September 2010	100	100	81	38	0	100	100	100	100	76	100	100	100	100	100
September 2011	100	100	56	0	0	100	100	100	41	0	100	100	100	100	0
September 2012	100	100	41	0	0	100	100	100	0	0	100	100	100	0	0
September 2013	100	100	33	0	0	100	100	100	0	0	100	100	100	0	0
September 2014	100	100	25	0	0	100	100	100	0	0	100	100	100	0	0
September 2015	100	100	16	0	0	100	100	100	0	0	100	100	100	0	0
September 2016	100	100	9	0	0	100	100	100	0	0	100	100	100	0	0
September 2017	100	96	2	0	0	100	100	100	0	0	100	100	100	0	0
September 2018	100	82	0	0	0	100	100	78	0	0	100	100	100	0	0
September 2019	100	68	0	0	0	100	100	51	0	0	100	100	100	0	0
September 2020	100	56	0	0	0	100	100	29	0	0	100	100	100	0	0
September 2021	100	45	0	0	0	100	100	12	0	0	100	100	100	0	0
September 2022	100	34	0	0	0	100	100	0	0	0	100	100	97	0	0
September 2023	100	25	0	0	0	100	100	0	0	0	100	100	72	0	0
September 2024	100	17	0	0	0	100	100	0	0	0	100	100	53	0	0
September 2025	100	10	0	0	0	100	100	0	0	0	100	100	39	0	0
September 2026	100	4	0	0	0	100	100	0	0	0	100	100	28	0	0
September 2027	100	0	0	0	0	100	93	0	0	0	100	100	20	0	0
September 2028	100	0	0	0	0	100	67	0	0	0	100	100	14	0	0
September 2029	100	0	0	0	0	100	44	0	0	0	100	100	10	0	0
September 2030	100	0	0	0	0	100	25	0	0	0	100	100	7	0	0
September 2031	100	0	0	0	0	100	8	0	0	0	100	100	5	0	0
September 2032	94	0	0	0	0	100	0	0	0	0	100	87	3	0	0
September 2033	72	0	0	0	0	100	0	0	0	0	100	62	2	0	0
September 2034	50	0	0	0	0	100	0	0	0	0	100	43	1	0	0
September 2035	27	0	0	0	0	100	0	0	0	0	100	26	1	0	0
September 2036	3	0	0	0	0	100	0	0	0	0	100	12	0	0	0
September 2037	0	0	0	0	0	1	0	0	0	0	100	3	0	0	0
September 2038	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
September 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	25.0	11.9	3.1	0.8	0.5	27.5	19.9	10.2	2.0	1.1	28.3	24.9	16.0	2.4	1.2

Distribution Date	Security Group 2 PSA Prepayment Assumption Rates														
	Classes BA, BC, BD, BE, BG, BH, BI, BJ, MF, MS, NF, NS, QF, QS, TF, TS, VF, VS, WA, WF, WS, YF and YS														
	Class PB					Class PZ									
0%	375%	410%	500%	850%	0%	375%	410%	500%	850%	0%	375%	410%	500%	850%	
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
September 2010	98	82	82	82	75	100	100	100	100	100	106	100	89	60	0
September 2011	96	60	60	60	37	100	100	100	100	100	112	100	77	20	0
September 2012	94	42	42	42	16	100	100	100	100	100	118	100	71	2	0
September 2013	91	28	28	28	6	100	100	100	100	100	125	100	69	0	0
September 2014	89	19	19	19	2	100	100	100	100	100	132	93	64	0	0
September 2015	86	12	12	12	0	100	100	100	100	75	139	83	56	0	0
September 2016	83	7	7	7	0	100	100	100	100	36	147	71	47	0	0
September 2017	80	4	4	4	0	100	100	100	100	17	155	59	39	0	0
September 2018	77	2	2	2	0	100	100	100	100	8	164	49	31	0	0
September 2019	74	0	0	0	0	100	100	100	100	4	173	39	25	0	0
September 2020	70	0	0	0	0	100	77	77	77	2	183	31	19	0	0
September 2021	66	0	0	0	0	100	52	52	52	1	193	25	15	0	0
September 2022	62	0	0	0	0	100	35	35	35	0	204	19	11	0	0
September 2023	58	0	0	0	0	100	24	24	24	0	216	15	9	0	0
September 2024	53	0	0	0	0	100	16	16	16	0	228	11	7	0	0
September 2025	48	0	0	0	0	100	11	11	11	0	241	9	5	0	0
September 2026	42	0	0	0	0	100	7	7	7	0	254	7	4	0	0
September 2027	37	0	0	0	0	100	5	5	5	0	269	5	3	0	0
September 2028	30	0	0	0	0	100	3	3	3	0	284	4	2	0	0
September 2029	24	0	0	0	0	100	2	2	2	0	300	3	1	0	0
September 2030	17	0	0	0	0	100	1	1	1	0	317	2	1	0	0
September 2031	9	0	0	0	0	100	1	1	1	0	334	1	1	0	0
September 2032	1	0	0	0	0	100	0	0	0	0	353	1	0	0	0
September 2033	0	0	0	0	0	0	0	0	0	0	341	1	0	0	0
September 2034	0	0	0	0	0	0	0	0	0	0	294	0	0	0	0
September 2035	0	0	0	0	0	0	0	0	0	0	243	0	0	0	0
September 2036	0	0	0	0	0	0	0	0	0	0	188	0	0	0	0
September 2037	0	0	0	0	0	0	0	0	0	0	130	0	0	0	0
September 2038	0	0	0	0	0	0	0	0	0	0	67	0	0	0	0
September 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	14.4	3.1	3.1	3.1	1.9	23.4	12.9	12.9	12.9	7.0	27.0	9.7	7.0	1.3	0.4

Security Group 3 PSA Prepayment Assumption Rates															
Distribution Date	Classes DA, DB, DC, DH and TA					Class DE					Class DG				
	0%	120%	220%	250%	500%	0%	120%	220%	250%	500%	0%	120%	220%	250%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
September 2010	100	100	91	89	67	100	100	90	88	63	100	100	100	100	100
September 2011	100	100	72	64	0	100	100	69	60	0	100	100	100	100	0
September 2012	100	100	49	35	0	100	100	44	28	0	100	100	100	100	0
September 2013	100	100	32	13	0	100	100	24	3	0	100	100	100	100	0
September 2014	100	100	19	0	0	100	100	10	0	0	100	100	100	0	0
September 2015	100	100	10	0	0	100	100	0	0	0	100	100	100	0	0
September 2016	100	100	5	0	0	100	100	0	0	0	100	100	50	0	0
September 2017	100	100	2	0	0	100	100	0	0	0	100	100	23	0	0
September 2018	100	99	1	0	0	100	99	0	0	0	100	100	13	0	0
September 2019	100	97	0	0	0	100	97	0	0	0	100	100	0	0	0
September 2020	100	93	0	0	0	100	92	0	0	0	100	100	0	0	0
September 2021	100	88	0	0	0	100	86	0	0	0	100	100	0	0	0
September 2022	100	81	0	0	0	100	79	0	0	0	100	100	0	0	0
September 2023	100	75	0	0	0	100	72	0	0	0	100	100	0	0	0
September 2024	100	68	0	0	0	100	64	0	0	0	100	100	0	0	0
September 2025	100	60	0	0	0	100	56	0	0	0	100	100	0	0	0
September 2026	100	53	0	0	0	100	48	0	0	0	100	100	0	0	0
September 2027	100	46	0	0	0	100	40	0	0	0	100	100	0	0	0
September 2028	100	39	0	0	0	100	32	0	0	0	100	100	0	0	0
September 2029	100	32	0	0	0	100	24	0	0	0	100	100	0	0	0
September 2030	100	25	0	0	0	100	17	0	0	0	100	100	0	0	0
September 2031	100	19	0	0	0	100	10	0	0	0	100	100	0	0	0
September 2032	100	13	0	0	0	100	3	0	0	0	100	100	0	0	0
September 2033	100	7	0	0	0	100	0	0	0	0	100	68	0	0	0
September 2034	100	1	0	0	0	100	0	0	0	0	100	14	0	0	0
September 2035	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0
September 2036	84	0	0	0	0	82	0	0	0	0	100	0	0	0	0
September 2037	52	0	0	0	0	46	0	0	0	0	100	0	0	0	0
September 2038	17	0	0	0	0	8	0	0	0	0	100	0	0	0	0
September 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	28.0	17.5	3.3	2.5	1.2	27.9	16.7	2.9	2.3	1.2	29.3	24.3	7.3	4.5	1.9

PSA Prepayment Assumption Rates															
Distribution Date	Classes IO, UA, UC, UD, UE, UF, UG, UH, UJ, UK and UL					Class TB					Class UB				
	0%	120%	220%	250%	500%	0%	120%	220%	250%	500%	0%	120%	220%	250%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
September 2010	98	95	95	95	95	100	100	100	100	100	100	100	100	100	100
September 2011	97	86	86	86	86	100	100	100	100	89	100	100	100	100	100
September 2012	95	75	75	75	60	100	100	100	100	0	100	100	100	100	100
September 2013	93	64	64	64	37	100	100	100	100	0	100	100	100	100	100
September 2014	91	54	54	54	22	100	100	100	89	0	100	100	100	100	100
September 2015	88	45	45	45	11	100	100	100	40	0	100	100	100	100	100
September 2016	86	37	37	37	4	100	100	100	12	0	100	100	100	100	100
September 2017	83	29	29	29	0	100	100	100	1	0	100	100	100	100	92
September 2018	81	22	22	22	0	100	100	100	0	0	100	100	100	100	63
September 2019	78	16	16	16	0	100	100	100	0	0	100	100	100	100	43
September 2020	75	11	11	11	0	100	100	93	0	0	100	100	100	100	29
September 2021	71	7	7	7	0	100	100	85	0	0	100	100	100	100	20
September 2022	68	4	4	4	0	100	100	77	0	0	100	100	100	100	13
September 2023	64	1	1	1	0	100	100	69	0	0	100	100	100	100	9
September 2024	60	0	0	0	0	100	100	61	0	0	100	89	89	89	6
September 2025	56	0	0	0	0	100	100	54	0	0	100	72	72	72	4
September 2026	51	0	0	0	0	100	100	47	0	0	100	58	58	58	3
September 2027	46	0	0	0	0	100	100	41	0	0	100	47	47	47	2
September 2028	41	0	0	0	0	100	100	35	0	0	100	37	37	37	1
September 2029	35	0	0	0	0	100	100	29	0	0	100	29	29	29	1
September 2030	29	0	0	0	0	100	100	24	0	0	100	23	23	23	0
September 2031	23	0	0	0	0	100	100	20	0	0	100	18	18	18	0
September 2032	16	0	0	0	0	100	100	16	0	0	100	14	14	14	0
September 2033	9	0	0	0	0	100	100	13	0	0	100	10	10	10	0
September 2034	1	0	0	0	0	100	100	10	0	0	100	7	7	7	0
September 2035	0	0	0	0	0	100	82	7	0	0	40	5	5	5	0
September 2036	0	0	0	0	0	100	58	5	0	0	3	3	3	3	0
September 2037	0	0	0	0	0	100	36	3	0	0	2	2	2	2	0
September 2038	0	0	0	0	0	100	16	1	0	0	1	1	1	1	0
September 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	15.9	6.0	6.0	6.0	3.7	29.7	27.4	17.4	5.9	2.1	25.9	18.7	18.7	18.7	10.4

Security Group 4 PSA Prepayment Assumption Rates															
Distribution Date	Class FA					Classes PC and PI					Class PD				
	0%	300%	335%	400%	700%	0%	300%	335%	400%	700%	0%	300%	335%	400%	700%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
September 2010	99	83	81	77	61	99	80	80	80	68	100	100	100	100	100
September 2011	98	66	63	58	35	97	61	61	61	37	100	100	100	100	100
September 2012	96	53	50	43	20	96	45	45	45	19	100	100	100	100	100
September 2013	95	43	39	32	11	94	33	33	33	9	100	100	100	100	100
September 2014	94	34	30	24	6	93	23	23	23	3	100	100	100	100	100
September 2015	92	27	24	18	4	91	16	16	16	0	100	100	100	100	95
September 2016	90	22	18	13	2	89	11	11	11	0	100	100	100	100	53
September 2017	89	17	14	10	1	87	7	7	7	0	100	100	100	100	30
September 2018	87	14	11	7	1	84	4	4	4	0	100	100	100	100	17
September 2019	85	11	8	5	0	82	2	2	2	0	100	100	100	100	9
September 2020	83	9	6	4	0	80	0	0	0	0	100	98	98	98	5
September 2021	80	7	5	3	0	77	0	0	0	0	100	71	71	71	3
September 2022	78	5	4	2	0	74	0	0	0	0	100	51	51	51	2
September 2023	75	4	3	1	0	71	0	0	0	0	100	37	37	37	1
September 2024	73	3	2	1	0	68	0	0	0	0	100	26	26	26	0
September 2025	70	2	2	1	0	64	0	0	0	0	100	18	18	18	0
September 2026	66	2	1	0	0	61	0	0	0	0	100	13	13	13	0
September 2027	63	1	1	0	0	57	0	0	0	0	100	9	9	9	0
September 2028	59	1	1	0	0	53	0	0	0	0	100	6	6	6	0
September 2029	56	1	0	0	0	48	0	0	0	0	100	4	4	4	0
September 2030	52	0	0	0	0	43	0	0	0	0	100	2	2	2	0
September 2031	47	0	0	0	0	38	0	0	0	0	100	1	1	1	0
September 2032	43	0	0	0	0	33	0	0	0	0	100	1	1	1	0
September 2033	38	0	0	0	0	27	0	0	0	0	100	0	0	0	0
September 2034	32	0	0	0	0	21	0	0	0	0	100	0	0	0	0
September 2035	27	0	0	0	0	14	0	0	0	0	100	0	0	0	0
September 2036	21	0	0	0	0	7	0	0	0	0	100	0	0	0	0
September 2037	14	0	0	0	0	0	0	0	0	0	86	0	0	0	0
September 2038	7	0	0	0	0	0	0	0	0	0	0	0	0	0	0
September 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	19.6	4.5	4.1	3.5	1.9	18.0	3.3	3.3	3.3	1.8	28.2	13.9	13.9	13.9	7.6

PSA Prepayment Assumption Rates															
Distribution Date	Class SB					Class SC					Class TX				
	0%	300%	335%	400%	700%	0%	300%	335%	400%	700%	0%	300%	335%	400%	700%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
September 2010	99	80	78	74	57	99	85	84	81	67	100	100	83	52	0
September 2011	98	64	61	55	32	98	69	66	61	39	100	100	71	19	0
September 2012	96	52	48	41	18	96	56	52	45	22	100	100	65	4	0
September 2013	95	41	37	30	10	95	45	41	34	13	100	100	62	0	0
September 2014	94	33	29	22	6	94	36	32	25	7	100	97	60	0	0
September 2015	92	26	22	17	3	92	29	25	19	4	100	90	55	0	0
September 2016	90	21	17	12	2	90	23	20	14	2	100	81	49	0	0
September 2017	89	16	13	9	1	89	19	15	10	1	100	72	42	0	0
September 2018	87	13	10	6	1	87	15	12	8	1	100	62	36	0	0
September 2019	85	10	8	5	0	85	12	9	6	0	100	52	30	0	0
September 2020	83	8	6	3	0	83	10	7	4	0	100	44	25	0	0
September 2021	80	6	4	2	0	80	8	6	3	0	100	36	20	0	0
September 2022	78	5	3	2	0	78	6	4	2	0	100	30	16	0	0
September 2023	75	3	2	1	0	75	5	3	2	0	100	24	13	0	0
September 2024	73	3	2	1	0	73	4	3	1	0	100	19	10	0	0
September 2025	70	2	1	1	0	70	3	2	1	0	100	15	8	0	0
September 2026	66	1	1	0	0	66	2	1	1	0	100	11	6	0	0
September 2027	63	1	1	0	0	63	2	1	0	0	100	9	4	0	0
September 2028	59	1	0	0	0	59	1	1	0	0	100	6	3	0	0
September 2029	56	0	0	0	0	56	1	1	0	0	100	5	2	0	0
September 2030	52	0	0	0	0	52	1	0	0	0	100	3	1	0	0
September 2031	47	0	0	0	0	47	1	0	0	0	100	2	1	0	0
September 2032	43	0	0	0	0	43	0	0	0	0	100	1	1	0	0
September 2033	38	0	0	0	0	38	0	0	0	0	100	1	0	0	0
September 2034	32	0	0	0	0	32	0	0	0	0	100	1	0	0	0
September 2035	27	0	0	0	0	27	0	0	0	0	100	0	0	0	0
September 2036	21	0	0	0	0	21	0	0	0	0	100	0	0	0	0
September 2037	14	0	0	0	0	14	0	0	0	0	100	0	0	0	0
September 2038	7	0	0	0	0	7	0	0	0	0	67	0	0	0	0
September 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	19.6	4.3	3.9	3.3	1.8	19.6	4.8	4.4	3.7	2.1	29.3	11.1	7.1	1.2	0.2

**Security Group 5
PSA Prepayment Assumption Rates**

Distribution Date	Class C					Classes NA, NC and NE				
	0%	200%	356%	550%	750%	0%	200%	356%	550%	750%
Initial Percent	100	100	100	100	100	100	100	100	100	100
September 2010	100	100	100	100	100	99	93	89	85	80
September 2011	100	100	100	100	100	97	81	69	56	43
September 2012	100	100	100	100	100	95	66	47	26	9
September 2013	100	100	100	100	70	94	53	29	7	0
September 2014	100	100	100	80	38	92	41	15	0	0
September 2015	100	100	100	53	20	90	31	5	0	0
September 2016	100	100	89	34	11	87	23	0	0	0
September 2017	100	100	68	23	6	85	15	0	0	0
September 2018	100	100	52	15	3	83	9	0	0	0
September 2019	100	100	40	10	2	80	3	0	0	0
September 2020	100	94	31	6	1	77	0	0	0	0
September 2021	100	80	23	4	0	74	0	0	0	0
September 2022	100	68	18	3	0	71	0	0	0	0
September 2023	100	57	13	2	0	68	0	0	0	0
September 2024	100	48	10	1	0	64	0	0	0	0
September 2025	100	41	8	1	0	60	0	0	0	0
September 2026	100	34	6	0	0	56	0	0	0	0
September 2027	100	28	4	0	0	52	0	0	0	0
September 2028	100	23	3	0	0	47	0	0	0	0
September 2029	100	19	2	0	0	42	0	0	0	0
September 2030	100	15	2	0	0	36	0	0	0	0
September 2031	100	12	1	0	0	31	0	0	0	0
September 2032	100	10	1	0	0	25	0	0	0	0
September 2033	100	7	1	0	0	18	0	0	0	0
September 2034	100	6	0	0	0	11	0	0	0	0
September 2035	100	4	0	0	0	4	0	0	0	0
September 2036	87	3	0	0	0	0	0	0	0	0
September 2037	60	2	0	0	0	0	0	0	0	0
September 2038	31	1	0	0	0	0	0	0	0	0
September 2039	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	28.3	16.0	10.2	6.8	5.0	16.9	4.7	3.1	2.2	1.8

**Security Group 6
PSA Prepayment Assumption Rates**

Distribution Date	Classes BP, FB, FE, FG, FH, FJ, FK, PA, SA, SE, SG, SH, SJ and SK					Class BZ					Class CB				
	0%	300%	335%	400%	700%	0%	300%	335%	400%	700%	0%	300%	335%	400%	700%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
September 2010	98	78	78	78	63	106	100	81	46	0	100	100	100	100	100
September 2011	96	59	59	59	35	112	100	70	16	0	100	100	100	100	100
September 2012	93	45	45	45	19	118	100	65	3	0	100	100	100	100	100
September 2013	91	33	33	33	10	125	100	63	0	0	100	100	100	100	100
September 2014	88	24	24	24	5	132	97	59	0	0	100	100	100	100	100
September 2015	85	17	17	17	2	139	89	54	0	0	100	100	100	100	100
September 2016	82	12	12	12	0	147	80	48	0	0	100	100	100	100	100
September 2017	79	8	8	8	0	155	69	41	0	0	100	100	100	100	57
September 2018	76	5	5	5	0	164	59	34	0	0	100	100	100	100	31
September 2019	72	3	3	3	0	173	50	29	0	0	100	100	100	100	17
September 2020	69	2	2	2	0	183	42	23	0	0	100	100	100	100	10
September 2021	65	1	1	1	0	193	34	19	0	0	100	100	100	100	5
September 2022	60	0	0	0	0	204	28	15	0	0	100	97	97	97	3
September 2023	56	0	0	0	0	216	22	12	0	0	100	69	69	69	2
September 2024	51	0	0	0	0	228	17	9	0	0	100	48	48	48	1
September 2025	46	0	0	0	0	241	13	7	0	0	100	33	33	33	0
September 2026	41	0	0	0	0	254	10	5	0	0	100	23	23	23	0
September 2027	35	0	0	0	0	269	7	4	0	0	100	15	15	15	0
September 2028	29	0	0	0	0	284	5	3	0	0	100	10	10	10	0
September 2029	23	0	0	0	0	300	4	2	0	0	100	6	6	6	0
September 2030	16	0	0	0	0	317	2	1	0	0	100	3	3	3	0
September 2031	9	0	0	0	0	334	1	1	0	0	100	2	2	2	0
September 2032	1	0	0	0	0	353	0	0	0	0	100	1	1	1	0
September 2033	0	0	0	0	0	335	0	0	0	0	0	0	0	0	0
September 2034	0	0	0	0	0	287	0	0	0	0	0	0	0	0	0
September 2035	0	0	0	0	0	237	0	0	0	0	0	0	0	0	0
September 2036	0	0	0	0	0	183	0	0	0	0	0	0	0	0	0
September 2037	0	0	0	0	0	125	0	0	0	0	0	0	0	0	0
September 2038	0	0	0	0	0	65	0	0	0	0	0	0	0	0	0
September 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	14.1	3.3	3.3	3.3	1.8	26.9	10.8	6.9	1.1	0.2	23.3	15.5	15.5	15.5	8.7

Security Group 7 PSA Prepayment Assumption Rates															
Distribution Date	Class XA					Classes XB, XC, XD, XE, XF, XG, XI, XP and XS					Class XZ				
	0%	230%	265%	330%	550%	0%	230%	265%	330%	550%	0%	230%	265%	330%	550%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
September 2010	100	100	100	100	100	98	82	82	82	75	106	100	84	54	0
September 2011	100	100	100	100	100	95	67	67	67	49	112	100	74	25	0
September 2012	100	100	100	100	100	93	54	54	54	32	118	100	67	9	0
September 2013	100	100	100	100	100	90	43	43	43	21	125	100	63	1	0
September 2014	100	100	100	100	100	87	34	34	34	14	132	100	62	0	0
September 2015	100	100	100	100	100	84	26	26	26	9	139	97	59	0	0
September 2016	100	100	100	100	100	81	20	20	20	6	147	92	55	0	0
September 2017	100	100	100	100	100	78	16	16	16	3	155	84	50	0	0
September 2018	100	100	100	100	100	74	12	12	12	2	164	76	44	0	0
September 2019	100	100	100	100	100	71	9	9	9	1	173	67	39	0	0
September 2020	100	100	100	100	100	67	7	7	7	1	183	59	33	0	0
September 2021	100	100	100	100	100	62	5	5	5	0	193	51	28	0	0
September 2022	100	100	100	100	100	58	4	4	4	0	204	43	24	0	0
September 2023	100	100	100	100	87	53	3	3	3	0	216	36	20	0	0
September 2024	100	100	100	100	54	48	2	2	2	0	228	30	16	0	0
September 2025	100	100	100	100	33	43	1	1	1	0	241	24	13	0	0
September 2026	100	100	100	100	20	37	1	1	1	0	254	19	10	0	0
September 2027	100	100	100	100	12	31	1	1	1	0	269	15	8	0	0
September 2028	100	100	100	100	7	25	0	0	0	0	284	11	6	0	0
September 2029	100	100	100	100	4	18	0	0	0	0	300	8	4	0	0
September 2030	100	79	79	79	2	11	0	0	0	0	317	5	3	0	0
September 2031	100	41	41	41	1	3	0	0	0	0	334	3	1	0	0
September 2032	15	15	15	15	0	0	0	0	0	0	321	1	1	0	0
September 2033	0	0	0	0	0	0	0	0	0	0	283	0	0	0	0
September 2034	0	0	0	0	0	0	0	0	0	0	243	0	0	0	0
September 2035	0	0	0	0	0	0	0	0	0	0	200	0	0	0	0
September 2036	0	0	0	0	0	0	0	0	0	0	154	0	0	0	0
September 2037	0	0	0	0	0	0	0	0	0	0	106	0	0	0	0
September 2038	0	0	0	0	0	0	0	0	0	0	55	0	0	0	0
September 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average															
Life (years)	22.6	21.9	21.9	21.9	15.7	13.6	4.3	4.3	4.3	2.6	26.5	12.7	8.1	1.4	0.3

Security Group 8 PSA Prepayment Assumption Rates															
Distribution Date	Classes AF, AS, BF, BS, CF, CS, DF, DS, EF, ES, GF, GH, GS, HF, HS, KF, KS, LF and LS					Classes GA and GQ					Class GB				
	0%	200%	250%	350%	500%	0%	200%	250%	350%	500%	0%	200%	250%	350%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
September 2010	99	86	83	77	69	100	100	82	47	0	100	100	100	100	65
September 2011	97	74	69	60	47	100	100	70	13	0	100	100	100	100	0
September 2012	96	64	58	46	32	100	100	62	0	0	100	100	100	65	0
September 2013	95	55	48	36	22	100	100	57	0	0	100	100	100	12	0
September 2014	93	47	39	27	15	100	100	55	0	0	100	100	100	0	0
September 2015	91	40	33	21	10	100	97	52	0	0	100	100	100	0	0
September 2016	90	34	27	16	7	100	91	47	0	0	100	100	100	0	0
September 2017	88	29	22	12	5	100	83	41	0	0	100	100	100	0	0
September 2018	86	24	18	9	3	100	74	34	0	0	100	100	100	0	0
September 2019	84	21	15	7	2	100	64	28	0	0	100	100	100	0	0
September 2020	81	17	12	5	1	100	54	22	0	0	100	100	100	0	0
September 2021	79	14	9	4	1	100	45	16	0	0	100	100	100	0	0
September 2022	77	12	8	3	1	100	36	10	0	0	100	100	100	0	0
September 2023	74	10	6	2	0	100	28	5	0	0	100	100	100	0	0
September 2024	71	8	5	2	0	100	20	1	0	0	100	100	100	0	0
September 2025	68	6	4	1	0	100	14	0	0	0	100	100	85	0	0
September 2026	65	5	3	1	0	100	8	0	0	0	100	100	67	0	0
September 2027	61	4	2	1	0	100	2	0	0	0	100	100	51	0	0
September 2028	58	3	1	0	0	100	0	0	0	0	100	85	38	0	0
September 2029	54	2	1	0	0	100	0	0	0	0	100	62	27	0	0
September 2030	50	1	1	0	0	100	0	0	0	0	100	42	18	0	0
September 2031	46	1	0	0	0	100	0	0	0	0	100	24	10	0	0
September 2032	41	0	0	0	0	100	0	0	0	0	100	10	4	0	0
September 2033	36	0	0	0	0	100	0	0	0	0	100	0	0	0	0
September 2034	31	0	0	0	0	100	0	0	0	0	100	0	0	0	0
September 2035	26	0	0	0	0	100	0	0	0	0	100	0	0	0	0
September 2036	20	0	0	0	0	100	0	0	0	0	100	0	0	0	0
September 2037	14	0	0	0	0	64	0	0	0	0	100	0	0	0	0
September 2038	7	0	0	0	0	24	0	0	0	0	100	0	0	0	0
September 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average															
Life (years)	19.3	6.1	5.1	3.8	2.6	28.3	11.7	6.3	1.0	0.4	29.8	20.7	18.5	3.3	1.0

**Security Group 8
PSA Prepayment Assumption Rates**

Distribution Date	Classes GC, GE, GI, GJ, GK, GL, GM, GN and HI					Class GD				
	0%	200%	250%	350%	500%	0%	200%	250%	350%	500%
	Initial Percent	100	100	100	100	100	100	100	100	100
September 2010	98	82	82	82	82	100	100	100	100	100
September 2011	97	67	67	67	57	100	100	100	100	100
September 2012	95	54	54	54	38	100	100	100	100	100
September 2013	93	42	42	42	25	100	100	100	100	100
September 2014	91	32	32	32	16	100	100	100	100	100
September 2015	89	24	24	24	10	100	100	100	100	100
September 2016	87	17	17	17	6	100	100	100	100	100
September 2017	84	12	12	12	3	100	100	100	100	100
September 2018	82	9	9	9	1	100	100	100	100	100
September 2019	79	6	6	6	0	100	100	100	100	82
September 2020	76	3	3	3	0	100	100	100	100	55
September 2021	73	2	2	2	0	100	100	100	100	36
September 2022	70	0	0	0	0	100	100	100	100	24
September 2023	66	0	0	0	0	100	84	84	84	16
September 2024	63	0	0	0	0	100	62	62	62	10
September 2025	59	0	0	0	0	100	44	44	44	6
September 2026	55	0	0	0	0	100	31	31	31	4
September 2027	50	0	0	0	0	100	22	22	22	2
September 2028	46	0	0	0	0	100	15	15	15	1
September 2029	41	0	0	0	0	100	9	9	9	1
September 2030	36	0	0	0	0	100	6	6	6	0
September 2031	30	0	0	0	0	100	3	3	3	0
September 2032	24	0	0	0	0	100	1	1	1	0
September 2033	18	0	0	0	0	100	0	0	0	0
September 2034	11	0	0	0	0	100	0	0	0	0
September 2035	4	0	0	0	0	100	0	0	0	0
September 2036	0	0	0	0	0	5	0	0	0	0
September 2037	0	0	0	0	0	0	0	0	0	0
September 2038	0	0	0	0	0	0	0	0	0	0
September 2039	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	16.7	4.0	4.0	4.0	2.9	26.8	16.3	16.3	16.3	11.9

**Security Group 9
PSA Prepayment Assumption Rates**

Distribution Date	Class IA					Class IB				
	0%	350%	700%	1050%	1400%	0%	350%	700%	1050%	1400%
Initial Percent	100	100	100	100	100	100	100	100	100	100
September 2010	97	71	68	39	9	100	100	100	100	100
September 2011	93	46	30	1	0	100	100	100	100	13
September 2012	89	26	9	0	0	100	100	100	31	0
September 2013	85	10	0	0	0	100	100	80	3	0
September 2014	80	0	0	0	0	100	100	40	0	0
September 2015	75	0	0	0	0	100	63	17	0	0
September 2016	70	0	0	0	0	100	37	4	0	0
September 2017	65	0	0	0	0	100	20	0	0	0
September 2018	59	0	0	0	0	100	9	0	0	0
September 2019	53	0	0	0	0	100	1	0	0	0
September 2020	47	0	0	0	0	100	0	0	0	0
September 2021	40	0	0	0	0	100	0	0	0	0
September 2022	33	0	0	0	0	100	0	0	0	0
September 2023	25	0	0	0	0	100	0	0	0	0
September 2024	17	0	0	0	0	100	0	0	0	0
September 2025	8	0	0	0	0	100	0	0	0	0
September 2026	0	0	0	0	0	95	0	0	0	0
September 2027	0	0	0	0	0	40	0	0	0	0
September 2028	0	0	0	0	0	0	0	0	0	0
September 2029	0	0	0	0	0	0	0	0	0	0
September 2030	0	0	0	0	0	0	0	0	0	0
September 2031	0	0	0	0	0	0	0	0	0	0
September 2032	0	0	0	0	0	0	0	0	0	0
September 2033	0	0	0	0	0	0	0	0	0	0
September 2034	0	0	0	0	0	0	0	0	0	0
September 2035	0	0	0	0	0	0	0	0	0	0
September 2036	0	0	0	0	0	0	0	0	0	0
September 2037	0	0	0	0	0	0	0	0	0	0
September 2038	0	0	0	0	0	0	0	0	0	0
September 2039	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	9.9	2.0	1.5	0.9	0.6	17.8	6.8	4.9	2.8	1.6

Security Group 10
PSA Prepayment Assumption Rates

Distribution Date	Classes JM, MB, NI, NK, NL, NM, NQ, NT and NW					Classes ME, MI, MK, ML and MN				
	0%	200%	356%	550%	750%	0%	200%	356%	550%	750%
Initial Percent	100	100	100	100	100	100	100	100	100	100
September 2010	100	100	100	100	100	98	93	88	83	78
September 2011	100	100	100	100	100	97	79	67	52	37
September 2012	100	100	100	100	100	95	63	42	20	1
September 2013	100	100	100	97	55	93	49	23	0	0
September 2014	100	100	100	64	30	91	36	8	0	0
September 2015	100	100	91	42	16	89	25	0	0	0
September 2016	100	100	70	27	9	86	16	0	0	0
September 2017	100	100	54	18	5	84	8	0	0	0
September 2018	100	100	42	12	3	81	1	0	0	0
September 2019	100	87	32	8	1	78	0	0	0	0
September 2020	100	74	24	5	1	75	0	0	0	0
September 2021	100	63	18	3	0	72	0	0	0	0
September 2022	100	54	14	2	0	68	0	0	0	0
September 2023	100	46	11	1	0	65	0	0	0	0
September 2024	100	38	8	1	0	61	0	0	0	0
September 2025	100	32	6	1	0	57	0	0	0	0
September 2026	100	27	4	0	0	52	0	0	0	0
September 2027	100	22	3	0	0	47	0	0	0	0
September 2028	100	19	2	0	0	42	0	0	0	0
September 2029	100	15	2	0	0	37	0	0	0	0
September 2030	100	12	1	0	0	31	0	0	0	0
September 2031	100	10	1	0	0	25	0	0	0	0
September 2032	100	8	1	0	0	18	0	0	0	0
September 2033	100	6	0	0	0	11	0	0	0	0
September 2034	100	4	0	0	0	3	0	0	0	0
September 2035	89	3	0	0	0	0	0	0	0	0
September 2036	69	2	0	0	0	0	0	0	0	0
September 2037	47	1	0	0	0	0	0	0	0	0
September 2038	24	0	0	0	0	0	0	0	0	0
September 2039	0	0	0	0	0	0	0	0	0	0
Weighted Average										
Life (years)	27.8	14.8	9.4	6.3	4.7	16.1	4.2	2.8	2.1	1.7

Yield Considerations

An investor seeking to maximize yield should make a decision whether to invest in any Class based on the anticipated yield of that Class resulting from its purchase price, the investor’s own projection of Mortgage Loan prepayment rates under a variety of scenarios, in the case of the Group 1 and 9 Securities, the investor’s own projection of principal payment rates on the Underlying Certificates under a variety of scenarios and, in the case of a Floating Rate or an Inverse Floating Rate Class, the investor’s own projection of levels of LIBOR under a variety of scenarios. **No representation is made regarding Mortgage Loan prepayment rates, Underlying Certificate payment rates, LIBOR levels or the yield of any Class.**

Prepayments: Effect on Yields

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

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

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

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

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

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

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

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

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

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

Payment Delay: Effect on Yields of the Fixed Rate Classes

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

Yield Tables

The following tables show the pre-tax yields to maturity on a corporate bond equivalent basis of specified Classes at various constant percentages of PSA and, in the case of the Inverse Floating Rate Classes, 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.**

SECURITY GROUP 2
Sensitivity of Class BI to Prepayments
Assumed Price 12.0%*

PSA Prepayment Assumption Rates				
375%	410%	500%	709%	850%
15.4%	15.4%	15.4%	0.0%	(12.4)%

Sensitivity of Class MS to Prepayments
Assumed Price 9.75%*

<u>LIBOR</u>	PSA Prepayment Assumption Rates			
	375%	410%	500%	850%
0.1500%	46.7%	46.7%	46.7%	22.0%
0.2610%	45.2%	45.2%	45.2%	20.4%
3.5805%	2.7%	2.7%	2.7%	(26.8)%
6.9000% and above	**	**	**	**

Sensitivity of Class NS to Prepayments
Assumed Price 9.75%*

<u>LIBOR</u>	PSA Prepayment Assumption Rates			
	375%	410%	500%	850%
0.1500%	46.0%	46.0%	46.0%	21.3%
0.2610%	44.6%	44.6%	44.6%	19.7%
3.5555%	2.4%	2.4%	2.4%	(27.2)%
6.8500% and above	**	**	**	**

Sensitivity of Class QS to Prepayments
Assumed Price 9.75%*

<u>LIBOR</u>	PSA Prepayment Assumption Rates			
	375%	410%	500%	850%
0.1500%	45.3%	45.3%	45.3%	20.5%
0.2610%	43.9%	43.9%	43.9%	19.0%
3.5305%	2.0%	2.0%	2.0%	(27.6)%
6.8000% and above	**	**	**	**

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

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

**Sensitivity of Class TS to Prepayments
Assumed Price 9.75%***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>375%</u>	<u>410%</u>	<u>500%</u>	<u>850%</u>
0.1500%	44.0%	44.0%	44.0%	19.1%
0.2610%	42.5%	42.5%	42.5%	17.5%
3.4805%	1.4%	1.4%	1.4%	(28.4)%
6.7000% and above	**	**	**	**

**Sensitivity of Class VS to Prepayments
Assumed Price 9.75%***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>375%</u>	<u>410%</u>	<u>500%</u>	<u>850%</u>
0.1500%	42.6%	42.6%	42.6%	17.6%
0.2610%	41.2%	41.2%	41.2%	16.1%
3.4305%	0.7%	0.7%	0.7%	(29.2)%
6.6000% and above	**	**	**	**

**Sensitivity of Class WS to Prepayments
Assumed Price 9.75%***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>375%</u>	<u>410%</u>	<u>500%</u>	<u>850%</u>
0.1500%	44.6%	44.6%	44.6%	19.8%
0.2610%	43.2%	43.2%	43.2%	18.3%
3.5055%	1.7%	1.7%	1.7%	(28.0)%
6.7500% and above	**	**	**	**

**Sensitivity of Class YS to Prepayments
Assumed Price 9.75%***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>375%</u>	<u>410%</u>	<u>500%</u>	<u>850%</u>
0.1500%	43.3%	43.3%	43.3%	18.4%
0.2610%	41.9%	41.9%	41.9%	16.8%
3.4555%	1.0%	1.0%	1.0%	(28.8)%
6.6500% and above	**	**	**	**

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

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

SECURITY GROUP 3

**Sensitivity of Class IO to Prepayments
Assumed Price 14.0%***

PSA Prepayment Assumption Rates				
<u>120%</u>	<u>220%</u>	<u>250%</u>	<u>500%</u>	<u>698%</u>
24.4%	24.4%	24.4%	12.2%	0.1%

SECURITY GROUP 4

**Sensitivity of Class PI to Prepayments
Assumed Price 16.5%***

PSA Prepayment Assumption Rates				
<u>300%</u>	<u>335%</u>	<u>400%</u>	<u>478%</u>	<u>700%</u>
6.6%	6.6%	6.6%	0.1%	(23.9)%

**Sensitivity of Class SB to Prepayments
Assumed Price 10.3125%***

<u>LIBOR</u>	PSA Prepayment Assumption Rates			
	<u>300%</u>	<u>335%</u>	<u>400%</u>	<u>700%</u>
0.1500%	37.9%	34.9%	29.3%	1.0%
0.2530%	36.8%	33.8%	28.2%	0.0%
3.1765%	6.0%	3.4%	(1.5)%	(26.3)%
6.1000% and above	**	**	**	**

**Sensitivity of Class SC to Prepayments
Assumed Price 9.421875%***

<u>LIBOR</u>	PSA Prepayment Assumption Rates			
	<u>300%</u>	<u>335%</u>	<u>400%</u>	<u>700%</u>
0.1500%	48.6%	45.9%	40.9%	16.3%
0.2530%	47.3%	44.6%	39.6%	15.0%
3.1765%	11.7%	9.3%	4.6%	(18.4)%
6.1000% and above	**	**	**	**

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

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

SECURITY GROUP 6

**Sensitivity of Class SA to Prepayments
Assumed Price 11.875%***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>300%</u>	<u>335%</u>	<u>400%</u>	<u>700%</u>
0.1500%	30.9%	30.9%	30.9%	2.1%
0.2490%	30.0%	30.0%	30.0%	1.2%
3.5745%	(1.8)%	(1.8)%	(1.8)%	(32.2)%
6.9000% and above	**	**	**	**

**Sensitivity of Class SE to Prepayments
Assumed Price 11.5%***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>300%</u>	<u>335%</u>	<u>400%</u>	<u>700%</u>
0.1500%	32.1%	32.1%	32.1%	3.3%
0.2490%	31.1%	31.1%	31.1%	2.3%
3.5245%	(1.2)%	(1.2)%	(1.2)%	(31.5)%
6.8000% and above	**	**	**	**

**Sensitivity of Class SG to Prepayments
Assumed Price 11.5%***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>300%</u>	<u>335%</u>	<u>400%</u>	<u>700%</u>
0.1500%	33.6%	33.6%	33.6%	4.9%
0.2490%	32.6%	32.6%	32.6%	3.9%
3.5995%	(0.4)%	(0.4)%	(0.4)%	(30.7)%
6.9500% and above	**	**	**	**

**Sensitivity of Class SH to Prepayments
Assumed Price 11.5%***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>300%</u>	<u>335%</u>	<u>400%</u>	<u>700%</u>
0.1500%	34.1%	34.1%	34.1%	5.4%
0.2490%	33.1%	33.1%	33.1%	4.4%
3.6245%	(0.2)%	(0.2)%	(0.2)%	(30.4)%
7.0000% and above	**	**	**	**

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

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

**Sensitivity of Class SJ to Prepayments
Assumed Price 11.5%***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>300%</u>	<u>335%</u>	<u>400%</u>	<u>700%</u>
0.1500%	32.6%	32.6%	32.6%	3.8%
0.2490%	31.6%	31.6%	31.6%	2.8%
3.5495%	(0.9)%	(0.9)%	(0.9)%	(31.3)%
6.8500% and above	**	**	**	**

**Sensitivity of Class SK to Prepayments
Assumed Price 11.5%***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>300%</u>	<u>335%</u>	<u>400%</u>	<u>700%</u>
0.1500%	31.6%	31.6%	31.6%	2.8%
0.2490%	30.6%	30.6%	30.6%	1.8%
3.4995%	(1.5)%	(1.5)%	(1.5)%	(31.8)%
6.7500% and above	**	**	**	**

SECURITY GROUP 7

**Sensitivity of Class XI to Prepayments
Assumed Price 15.0%***

<u>PSA Prepayment Assumption Rates</u>				
<u>230%</u>	<u>265%</u>	<u>330%</u>	<u>524%</u>	<u>550%</u>
14.7%	14.7%	14.7%	0.1%	(2.2)%

**Sensitivity of Class XS to Prepayments
Assumed Price 10.96875%***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>230%</u>	<u>265%</u>	<u>330%</u>	<u>550%</u>
0.150%	36.4%	36.4%	36.4%	19.8%
0.254%	35.3%	35.3%	35.3%	18.7%
3.227%	5.0%	5.0%	5.0%	(12.1)%
6.200% and above	**	**	**	**

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

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

SECURITY GROUP 8

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>200%</u>	<u>250%</u>	<u>350%</u>	<u>500%</u>
0.150%	47.4%	43.2%	34.7%	21.3%
0.244%	46.3%	42.2%	33.7%	20.4%
3.272%	14.0%	10.4%	3.0%	(8.8)%
6.300% and above	**	**	**	**

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>200%</u>	<u>250%</u>	<u>350%</u>	<u>500%</u>
0.150%	46.8%	42.7%	34.2%	20.8%
0.244%	45.8%	41.7%	33.2%	19.8%
3.247%	13.8%	10.2%	2.7%	(9.0)%
6.250% and above	**	**	**	**

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>200%</u>	<u>250%</u>	<u>350%</u>	<u>500%</u>
0.150%	46.3%	42.1%	33.6%	20.3%
0.244%	45.2%	41.1%	32.7%	19.3%
3.222%	13.5%	9.9%	2.5%	(9.3)%
6.200% and above	**	**	**	**

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>200%</u>	<u>250%</u>	<u>350%</u>	<u>500%</u>
0.150%	45.7%	41.6%	33.1%	19.8%
0.244%	44.7%	40.5%	32.1%	18.8%
3.197%	13.2%	9.6%	2.2%	(9.5)%
6.150% and above	**	**	**	**

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

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

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>200%</u>	<u>250%</u>	<u>350%</u>	<u>500%</u>
0.150%.....	44.6%	40.5%	32.0%	18.7%
0.244%.....	43.5%	39.4%	31.0%	17.8%
3.147%.....	12.7%	9.1%	1.7%	(10.0)%
6.050% and above.....	**	**	**	**

**Sensitivity of Class GI to Prepayments
Assumed Price 17.5%***

<u>PSA Prepayment Assumption Rates</u>				
<u>200%</u>	<u>250%</u>	<u>350%</u>	<u>444%</u>	<u>500%</u>
7.2%	7.2%	7.2%	0.0%	(5.2)%

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>200%</u>	<u>250%</u>	<u>350%</u>	<u>500%</u>
0.150%.....	45.1%	41.0%	32.6%	19.2%
0.244%.....	44.1%	40.0%	31.6%	18.3%
3.172%.....	13.0%	9.4%	1.9%	(9.8)%
6.100% and above.....	**	**	**	**

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

<u>PSA Prepayment Assumption Rates</u>				
<u>200%</u>	<u>250%</u>	<u>350%</u>	<u>500%</u>	<u>624%</u>
23.7%	23.7%	23.7%	12.6%	0.0%

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>200%</u>	<u>250%</u>	<u>350%</u>	<u>500%</u>
0.150%.....	44.0%	39.9%	31.5%	18.2%
0.244%.....	43.0%	38.9%	30.5%	17.3%
3.122%.....	12.5%	8.8%	1.4%	(10.2)%
6.000% and above.....	**	**	**	**

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

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

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>200%</u>	<u>250%</u>	<u>350%</u>	<u>500%</u>
0.150%.....	43.4%	39.3%	31.0%	17.7%
0.244%.....	42.4%	38.3%	30.0%	16.8%
3.097%.....	12.2%	8.6%	1.2%	(10.5)%
5.950% and above.....	**	**	**	**

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>200%</u>	<u>250%</u>	<u>350%</u>	<u>500%</u>
0.150%.....	42.9%	38.8%	30.4%	17.2%
0.244%.....	41.8%	37.8%	29.4%	16.3%
3.072%.....	11.9%	8.3%	0.9%	(10.7)%
5.900% and above.....	**	**	**	**

SECURITY GROUP 10

**Sensitivity of Class MI to Prepayments
Assumed Price 15.0%***

<u>PSA Prepayment Assumption Rates</u>				
<u>200%</u>	<u>313%</u>	<u>356%</u>	<u>550%</u>	<u>750%</u>
12.9%	0.0%	(4.9)%	(25.8)%	(44.3)%

**Sensitivity of Class NI to Prepayments
Assumed Price 25.0%***

<u>PSA Prepayment Assumption Rates</u>				
<u>200%</u>	<u>356%</u>	<u>550%</u>	<u>692%</u>	<u>750%</u>
18.6%	14.2%	6.6%	0.0%	(2.9)%

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

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

CERTAIN FEDERAL INCOME TAX CONSEQUENCES

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

U.S. Treasury Circular 230 Notice

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

REMIC Elections

In the opinion of Cleary Gottlieb Steen & Hamilton LLP, the Trust will constitute a Double REMIC Series for federal income tax purposes. Separate REMIC elections will be made for the Pooling REMIC and the Issuing REMIC.

Regular Securities

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

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

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

Other than the Regular Securities described in the preceding two paragraphs, based on anticipated prices (including accrued interest), the assumed Mortgage Loan characteristics, the prepayment assumptions described below and, for the Floating Rate Classes, the interest rate values 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 (as described in “Yield, Maturity and Prepayment Considerations” in this Supplement) is as follows:

<u>Group</u>	<u>PSA</u>
1	400%
2	410%
3	220%
4	335%
5	356%
6	335%
7	265%
8	250%
9	700%
10	356%

In the case of the Floating Rate Classes, the interest rate values to be used for these determinations are the initial Interest Rates as set forth in the Terms Sheet under “Interest Rates.” No representation is made, however, about the rate at which prepayments on the Mortgage Loans underlying any Group of Trust Assets actually will occur or the level of LIBOR at any time after the date of this Supplement. See “*Certain Federal Income Tax Consequences*” in the Base Offering Circular.

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

Residual Securities

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

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

OID accruals on the Underlying Certificates will be computed using the same prepayment assumption as set forth under “*Certain Federal Income Tax Consequences — Regular Securities*” in this Supplement.

MX Securities

For a discussion of certain federal income tax consequences applicable to the MX Classes, see “Certain Federal Income Tax Consequences — Tax Treatment of MX Securities”, “— Exchanges of MX Classes and Regular Classes” and “— Taxation of Foreign Holders of REMIC Securities and MX Securities” in the Base Offering Circular.

Investors should consult their own tax advisors in determining the federal, state, local and any other tax consequences to them of the purchase, ownership and disposition of the Securities.

ERISA MATTERS

Ginnie Mae guarantees distributions of principal and interest with respect to the Securities. The Ginnie Mae Guaranty is supported by the full faith and credit of the United States of America. The Regular and MX Securities will qualify as “guaranteed governmental mortgage pool certificates” within the meaning of a Department of Labor regulation, the effect of which is to provide that mortgage loans and participations therein underlying a “guaranteed governmental mortgage pool certificate” will not be considered assets of an employee benefit plan subject to the Employee Retirement Income Security Act of 1974, as amended (“ERISA”), or subject to section 4975 of the Code (each, a “Plan”), solely by reason of the Plan’s purchase and holding of that certificate.

Governmental plans and certain church plans, while not subject to the fiduciary responsibility provisions of ERISA or the prohibited transaction provisions of ERISA and the Code, may nevertheless be subject to local, state or other federal laws that are substantially similar to the foregoing provisions of ERISA and the Code. Fiduciaries of any such plans should consult with their counsel before purchasing any of the Securities.

Prospective Plan Investors should consult with their advisors, however, to determine whether the purchase, holding, or resale of a Security could give rise to a transaction that is prohibited or is not otherwise permissible under either ERISA or the Code.

See “ERISA Considerations” in the Base Offering Circular.

The Residual Securities are not offered to, and may not be transferred to, a Plan Investor.

LEGAL INVESTMENT CONSIDERATIONS

Institutions whose investment activities are subject to legal investment laws and regulations or to review by certain regulatory authorities may be subject to restrictions on investment in the Securities. **No representation is made about the proper characterization of any Class for legal investment or other purposes, or about the permissibility of the purchase by particular investors of any Class under applicable legal investment restrictions.**

Investors should consult their own legal advisors regarding applicable investment restrictions and the effect of any restrictions on the liquidity of the Securities prior to investing in the Securities.

See “Legal Investment Considerations” in the Base Offering Circular.

PLAN OF DISTRIBUTION

Subject to the terms and conditions of the Sponsor Agreement, the Sponsor has agreed to purchase all of the Securities if any are sold and purchased. The Sponsor proposes to offer each Class to the public from time to time for sale in negotiated transactions at varying prices to be determined at the time of sale, plus accrued interest, from (1) September 1, 2009 on the Fixed Rate Classes, (2) September 20, 2009 on the Group 2 Floating Rate and Inverse Floating Rate Classes, and (3) September 16, 2009 on the Group 4, 6, 7 and 8 Floating Rate and Inverse Floating Rate Classes. The Sponsor may effect these transactions by sales to or through certain securities dealers. These dealers may receive compensation in the form of discounts, concessions or commissions from the Sponsor and/or commissions from any purchasers for which they act as agents. Some of the Securities may be sold through dealers in relatively small sales. In the usual case, the commission charged on a relatively small sale of securities will be a higher percentage of the sales price than that charged on a large sale of securities.

INCREASE IN SIZE

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

LEGAL MATTERS

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

Schedule I

Available Combinations(1)

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Security Group 2								
Combination 1(6)								
WA	\$ 50,176,671	BA	\$ 50,176,671	PAC/AD	3.00%	FIX	38376CA82	June 2039
		BC	50,176,671	PAC/AD	3.25	FIX	38376CA90	June 2039
		BD	50,176,671	PAC/AD	3.50	FIX	38376CB24	June 2039
		BE	50,176,671	PAC/AD	3.75	FIX	38376CB32	June 2039
		BG	50,176,671	PAC/AD	4.00	FIX	38376CB40	June 2039
		BH	50,176,671	PAC/AD	4.25	FIX	38376CB57	June 2039
		BI	13,684,546	NTL (PAC/AD)	5.50	FIX/IO	38376CB65	June 2039
		BJ	50,176,671	PAC/AD	4.50	FIX	38376CB73	June 2039
Combination 2								
VF	\$ 25,088,335	MF	\$ 25,088,335	PAC/AD	(5)	FLT	38376CB81	June 2039
VS	25,088,335	MS	25,088,335	NTL (PAC/AD)	(5)	INV/IO	38376CB99	June 2039
Combination 3								
VF	\$ 25,088,335	NF	\$ 25,088,335	PAC/AD	(5)	FLT	38376CC23	June 2039
VS	25,088,335	NS	25,088,335	NTL (PAC/AD)	(5)	INV/IO	38376CC31	June 2039
Combination 4								
VF	\$ 25,088,335	QF	\$ 25,088,335	PAC/AD	(5)	FLT	38376CC49	June 2039
VS	25,088,335	QS	25,088,335	NTL (PAC/AD)	(5)	INV/IO	38376CC56	June 2039
Combination 5								
VF	\$ 25,088,335	WF	\$ 25,088,335	PAC/AD	(5)	FLT	38376CC64	June 2039
VS	25,088,335	WS	25,088,335	NTL (PAC/AD)	(5)	INV/IO	38376CC72	June 2039
Combination 6								
VF	\$ 25,088,335	TF	\$ 25,088,335	PAC/AD	(5)	FLT	38376CC80	June 2039
VS	25,088,335	TS	25,088,335	NTL (PAC/AD)	(5)	INV/IO	38376CC98	June 2039

REMIC Securities			MX Securities					
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 7								
VF	\$ 25,088,335	YF	\$ 25,088,335	PAC/AD	(5)	FLT	38376CD22	June 2039
VS	25,088,335	YS	25,088,335	NTL (PAC/AD)	(5)	INV/IO	38376CD30	June 2039
Security Group 3								
Combination 8(6)								
UA	\$205,402,719	IO	\$ 82,161,087	NTL (PAC)	5.00%	FIX/IO	38376CD48	August 2038
		UC	205,402,719	PAC	3.00	FIX	38376CD55	August 2038
		UD	205,402,719	PAC	3.25	FIX	38376CD63	August 2038
		UE	205,402,719	PAC	3.50	FIX	38376CD71	August 2038
		UF	205,402,719	PAC	3.75	FIX	38376CD89	August 2038
		UG	205,402,719	PAC	4.00	FIX	38376CD97	August 2038
		UH	205,402,719	PAC	4.25	FIX	38376CE21	August 2038
		UJ	205,402,719	PAC	4.50	FIX	38376CE39	August 2038
		UK	205,402,719	PAC	4.75	FIX	38376CE47	August 2038
		UL	205,402,719	PAC	5.00	FIX	38376CE54	August 2038
Security Group 6								
Combination 9								
FK	\$131,250,000	FE	\$131,250,000	PAC/AD	(5)	FLT	38376CE62	June 2039
SK	131,250,000	SE	131,250,000	NTL (PAC/AD)	(5)	INV/IO	38376CE70	June 2039
Combination 10								
FK	\$131,250,000	FB	\$131,250,000	PAC/AD	(5)	FLT	38376CE88	June 2039
SK	131,250,000	SA	131,250,000	NTL (PAC/AD)	(5)	INV/IO	38376CE96	June 2039
Combination 11								
FK	\$131,250,000	FG	\$131,250,000	PAC/AD	(5)	FLT	38376CF20	June 2039
SK	131,250,000	SG	131,250,000	NTL (PAC/AD)	(5)	INV/IO	38376CF38	June 2039
Combination 12								
FK	\$131,250,000	FH	\$131,250,000	PAC/AD	(5)	FLT	38376CF46	June 2039
SK	131,250,000	SH	131,250,000	NTL (PAC/AD)	(5)	INV/IO	38376CF53	June 2039

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 13								
FK	\$131,250,000	FJ	\$131,250,000	PAC/AD	(5)	FLT	38376CF61	June 2039
SK	131,250,000	SJ	131,250,000	NTL (PAC/AD)	(5)	INV/IO	38376CF79	June 2039
Security Group 7								
Combination 14(6)								
XP	\$ 75,000,000	XB	\$ 75,000,000	PAC/AD	3.00%	FIX	38376CF87	September 2039
		XC	75,000,000	PAC/AD	3.25	FIX	38376CF95	September 2039
		XD	75,000,000	PAC/AD	3.50	FIX	38376CG29	September 2039
		XE	75,000,000	PAC/AD	3.75	FIX	38376CG37	September 2039
		XG	75,000,000	PAC/AD	4.00	FIX	38376CG45	September 2039
		XI	13,636,363	NTL (PAC/AD)	5.50	FIX/IO	38376CG52	September 2039
Security Group 8								
Combination 15(6)								
GC	\$ 70,098,202	GJ	\$ 70,098,202	PAC	3.00%	FIX	38376CG60	May 2039
		GK	70,098,202	PAC	3.25	FIX	38376CG78	May 2039
		GL	70,098,202	PAC	3.50	FIX	38376CG86	May 2039
		GM	70,098,202	PAC	3.75	FIX	38376CG94	May 2039
		GN	70,098,202	PAC	4.00	FIX	38376CH28	May 2039
		HI	12,745,127	NTL (PAC)	5.50	FIX/IO	38376CH36	May 2039
Combination 16								
GC	\$ 70,098,202	GE	\$ 70,098,202	PAC	4.50%	FIX	38376CH44	May 2039
GI	6,372,563							
Combination 17								
LF	\$ 60,000,000	GH	\$ 60,000,000	PT	7.00%	FIX	38376CH51	September 2039
LS	60,000,000							
Combination 18								
LF	\$ 60,000,000	AF	\$ 60,000,000	PT	(5)	FLT	38376CH69	September 2039
LS	60,000,000	AS	60,000,000	NTL (PT)	(5)	INV/IO	38376CH77	September 2039

REMIC Securities			MX Securities					
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 19								
LF	\$ 60,000,000	BF	\$ 60,000,000	PT	(5)	FLT	38376CH85	September 2039
LS	60,000,000	BS	60,000,000	NTL (PT)	(5)	INV/IO	38376CH93	September 2039
Combination 20								
LF	\$ 60,000,000	CF	\$ 60,000,000	PT	(5)	FLT	38376CJ26	September 2039
LS	60,000,000	CS	60,000,000	NTL (PT)	(5)	INV/IO	38376CJ34	September 2039
Combination 21								
LF	\$ 60,000,000	DF	\$ 60,000,000	PT	(5)	FLT	38376CJ42	September 2039
LS	60,000,000	DS	60,000,000	NTL (PT)	(5)	INV/IO	38376CJ59	September 2039
Combination 22								
LF	\$ 60,000,000	EF	\$ 60,000,000	PT	(5)	FLT	38376CJ67	September 2039
LS	60,000,000	ES	60,000,000	NTL (PT)	(5)	INV/IO	38376CJ75	September 2039
Combination 23								
LF	\$ 60,000,000	HF	\$ 60,000,000	PT	(5)	FLT	38376CJ83	September 2039
LS	60,000,000	HS	60,000,000	NTL (PT)	(5)	INV/IO	38376CJ91	September 2039
Combination 24								
LF	\$ 60,000,000	KF	\$ 60,000,000	PT	(5)	FLT	38376CK24	September 2039
LS	60,000,000	KS	60,000,000	NTL (PT)	(5)	INV/IO	38376CK32	September 2039
Combination 25								
LF	\$ 60,000,000	GF	\$ 60,000,000	PT	(5)	FLT	38376CK40	September 2039
LS	60,000,000	GS	60,000,000	NTL (PT)	(5)	INV/IO	38376CK57	September 2039

REMIC Securities

MX Securities

Class	Original Class Principal Balance or Class Notional Balance		Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)		Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
	Original Class Principal Balance or Class Notional Balance	Notional Balance		Principal Balance	or Class Notional Balance					
Security Group 10										
Combination 26(6)										
MB	\$174,848,040		JM	\$174,848,040		SEQ	4.75%	FIX	38376CL56	September 2039
			NI	17,484,804		NTL (SEQ)	5.00	FIX/IO	38376CL64	September 2039
			NK	174,848,040		SEQ	4.88	FIX	38376CL72	September 2039
			NL	174,848,040		SEQ	4.90	FIX	38376CL80	September 2039
			NM	174,848,040		SEQ	4.50	FIX	38376CM89	September 2039
			NQ	174,848,040		SEQ	4.60	FIX	38376CM97	September 2039
			NT	174,848,040		SEQ	4.70	FIX	38376CN21	September 2039
			NW	174,848,040		SEQ	4.80	FIX	38376CN39	September 2039

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

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

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

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

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

(6) In the case of Combinations 1, 8, 14, 15 and 26, various subcombinations are permitted. See "Description of the Securities — Modification and Exchange" in the Base Offering Circular for a discussion of subcombinations.

Schedule II

SCHEDULED PRINCIPAL BALANCES

<u>Distribution Date</u>	<u>Classes PB, VF and WA (in the aggregate)</u>	<u>Classes UA and UB (in the aggregate)</u>	<u>Classes PC and PD (in the aggregate)</u>
Initial Balance	\$77,382,818.00	\$229,697,444.00	\$89,097,335.00
October 2009	76,499,581.07	229,178,684.00	87,645,103.37
November 2009	75,610,055.25	228,598,626.28	86,190,995.91
December 2009	74,669,685.17	227,957,471.87	84,735,261.40
January 2010	73,679,850.28	227,255,459.69	83,278,183.25
February 2010	72,642,028.51	226,492,866.56	81,820,078.30
March 2010	71,557,792.80	225,670,006.97	80,361,295.52
April 2010	70,428,807.43	224,787,233.02	78,902,214.52
May 2010	69,256,823.93	223,844,934.14	77,443,244.20
June 2010	68,043,676.67	222,843,536.90	75,984,821.12
July 2010	66,791,278.22	221,783,504.68	74,527,407.93
August 2010	65,501,614.35	220,665,337.41	73,071,491.74
September 2010	64,176,738.86	219,489,571.18	71,617,582.35
October 2010	62,818,768.03	218,256,777.84	70,166,210.52
November 2010	61,429,874.94	216,967,564.58	68,717,926.16
December 2010	60,012,283.57	215,622,573.45	67,294,709.60
January 2011	58,568,262.63	214,222,480.88	65,896,135.13
February 2011	57,100,119.39	212,767,997.09	64,521,784.22
March 2011	55,610,193.17	211,259,865.54	63,171,245.31
April 2011	54,152,853.07	209,698,862.32	61,844,113.79
May 2011	52,727,393.67	208,085,795.49	60,539,991.83
June 2011	51,333,124.70	206,421,504.37	59,258,488.27
July 2011	49,969,370.73	204,706,858.88	57,999,218.54
August 2011	48,635,470.83	202,942,758.74	56,761,804.49
September 2011	47,330,778.30	201,130,132.71	55,545,874.37
October 2011	46,054,660.32	199,269,937.79	54,351,062.64
November 2011	44,806,497.71	197,363,158.34	53,177,009.91
December 2011	43,585,684.57	195,410,805.25	52,023,362.82
January 2012	42,391,628.04	193,413,915.04	50,889,773.98
February 2012	41,223,748.03	191,430,023.76	49,775,901.80
March 2012	40,081,476.91	189,459,049.67	48,681,410.45
April 2012	38,964,259.27	187,500,911.54	47,605,969.75
May 2012	37,871,551.64	185,555,528.65	46,549,255.07
June 2012	36,802,822.26	183,622,820.78	45,510,947.22
July 2012	35,757,550.81	181,702,708.21	44,490,732.40
August 2012	34,735,228.17	179,795,111.71	43,488,302.10
September 2012	33,735,356.17	177,899,952.56	42,503,352.96
October 2012	32,757,447.39	176,017,152.51	41,535,586.75
November 2012	31,801,024.89	174,146,633.80	40,584,710.27
December 2012	30,865,621.99	172,288,319.18	39,650,435.24

<u>Distribution Date</u>	<u>Classes PB, VF and WA (in the aggregate)</u>	<u>Classes UA and UB (in the aggregate)</u>	<u>Classes PC and PD (in the aggregate)</u>
January 2013	\$29,950,782.08	\$170,442,131.85	\$38,732,478.22
February 2013	29,056,058.40	168,607,995.52	37,830,560.58
March 2013	28,181,013.77	166,785,834.33	36,944,408.33
April 2013	27,325,220.48	164,975,572.94	36,073,752.14
May 2013	26,488,260.01	163,177,136.45	35,218,327.21
June 2013	25,676,089.21	161,390,450.44	34,377,873.17
July 2013	24,888,595.24	159,615,440.94	33,552,134.06
August 2013	24,125,033.59	157,852,034.47	32,740,858.25
September 2013	23,384,682.09	156,100,157.97	31,943,798.31
October 2013	22,666,840.25	154,359,738.87	31,162,184.45
November 2013	21,970,828.61	152,630,705.02	30,399,270.87
December 2013	21,295,988.07	150,912,984.74	29,654,616.98
January 2014	20,641,679.35	149,206,506.80	28,927,792.42
February 2014	20,007,282.35	147,511,200.41	28,218,376.88
March 2014	19,392,195.60	145,826,995.20	27,525,959.86
April 2014	18,795,835.67	144,153,821.27	26,850,140.40
May 2014	18,217,636.68	142,491,609.13	26,190,526.94
June 2014	17,657,049.74	140,840,289.75	25,546,737.02
July 2014	17,113,542.44	139,199,794.50	24,918,397.12
August 2014	16,586,598.39	137,570,055.20	24,305,142.43
September 2014	16,075,716.70	135,951,004.09	23,706,616.66
October 2014	15,580,411.55	134,342,573.83	23,122,471.85
November 2014	15,100,211.72	132,744,697.50	22,552,368.15
December 2014	14,634,660.16	131,157,308.59	21,995,973.66
January 2015	14,183,313.56	129,580,341.01	21,452,964.23
February 2015	13,745,741.94	128,013,729.10	20,923,023.27
March 2015	13,321,528.27	126,457,407.58	20,405,841.62
April 2015	12,910,268.05	124,911,311.59	19,901,117.32
May 2015	12,511,568.96	123,375,376.68	19,408,555.49
June 2015	12,125,050.48	121,849,538.79	18,927,868.14
July 2015	11,750,343.56	120,333,734.27	18,458,774.00
August 2015	11,387,090.23	118,827,899.86	18,000,998.40
September 2015	11,034,943.33	117,331,972.70	17,554,273.10
October 2015	10,693,566.14	115,845,890.31	17,118,336.12
November 2015	10,362,632.08	114,369,590.61	16,692,931.64
December 2015	10,041,824.40	112,903,011.92	16,277,809.80
January 2016	9,730,835.92	111,446,092.91	15,872,726.61
February 2016	9,429,368.68	109,998,772.65	15,477,443.80
March 2016	9,137,133.74	108,560,990.61	15,091,728.66
April 2016	8,853,850.83	107,132,686.61	14,715,353.97
May 2016	8,579,248.16	105,713,800.86	14,348,097.80
June 2016	8,313,062.11	104,304,273.93	13,989,743.45
July 2016	8,055,037.04	102,904,046.76	13,640,079.28

<u>Distribution Date</u>	<u>Classes PB, VF and WA (in the aggregate)</u>	<u>Classes UA and UB (in the aggregate)</u>	<u>Classes PC and PD (in the aggregate)</u>
August 2016	\$ 7,804,925.00	\$101,513,060.69	\$13,298,898.64
September 2016	7,562,485.53	100,131,257.38	12,965,999.70
October 2016	7,327,485.40	98,758,578.89	12,641,185.40
November 2016	7,099,698.47	97,394,967.61	12,324,263.27
December 2016	6,878,905.37	96,040,366.33	12,015,045.38
January 2017	6,664,893.38	94,694,718.15	11,713,348.22
February 2017	6,457,456.22	93,357,966.57	11,418,992.57
March 2017	6,256,393.80	92,030,055.40	11,131,803.43
April 2017	6,061,512.11	90,710,928.83	10,851,609.92
May 2017	5,872,622.97	89,400,531.39	10,578,245.17
June 2017	5,689,543.92	88,098,807.96	10,311,546.23
July 2017	5,512,097.99	86,805,703.74	10,051,354.00
August 2017	5,340,113.55	85,521,164.31	9,797,513.09
September 2017	5,173,424.20	84,245,135.56	9,549,871.80
October 2017	5,011,868.52	82,977,563.73	9,308,281.98
November 2017	4,855,290.02	81,718,395.40	9,072,598.98
December 2017	4,703,536.91	80,467,577.46	8,842,681.54
January 2018	4,556,462.02	79,225,057.16	8,618,391.74
February 2018	4,413,922.60	77,998,343.71	8,399,594.92
March 2018	4,275,780.24	76,789,582.79	8,186,159.56
April 2018	4,141,900.73	75,598,519.84	7,977,957.27
May 2018	4,012,153.91	74,424,903.81	7,774,862.68
June 2018	3,886,413.56	73,268,487.18	7,576,753.37
July 2018	3,764,557.29	72,129,025.85	7,383,509.80
August 2018	3,646,466.43	71,006,279.14	7,195,015.29
September 2018	3,532,025.87	69,900,009.69	7,011,155.87
October 2018	3,421,124.02	68,809,983.48	6,831,820.27
November 2018	3,313,652.67	67,735,969.73	6,656,899.87
December 2018	3,209,506.88	66,677,740.87	6,486,288.60
January 2019	3,108,584.90	65,635,072.52	6,319,882.88
February 2019	3,010,788.07	64,607,743.42	6,157,581.62
March 2019	2,916,020.70	63,595,535.38	5,999,286.08
April 2019	2,824,190.04	62,598,233.27	5,844,899.87
May 2019	2,735,206.14	61,615,624.95	5,694,328.89
June 2019	2,648,981.76	60,647,501.24	5,547,481.25
July 2019	2,565,432.34	59,693,655.88	5,404,267.25
August 2019	2,484,475.87	58,753,885.49	5,264,599.30
September 2019	2,406,032.84	57,827,989.51	5,128,391.89
October 2019	2,330,026.15	56,915,770.21	4,995,561.54
November 2019	2,256,381.05	56,017,032.59	4,866,026.74
December 2019	2,185,025.07	55,131,584.38	4,739,707.92
January 2020	2,115,887.91	54,259,236.02	4,616,527.39
February 2020	2,048,901.44	53,399,800.57	4,496,409.31

<u>Distribution Date</u>	<u>Classes PB, VF and WA (in the aggregate)</u>	<u>Classes UA and UB (in the aggregate)</u>	<u>Classes PC and PD (in the aggregate)</u>
March 2020	\$ 1,983,999.60	\$ 52,553,093.70	\$ 4,379,279.64
April 2020	1,921,118.32	51,718,933.67	4,265,066.08
May 2020	1,860,195.50	50,897,141.27	4,153,698.07
June 2020	1,801,170.93	50,087,539.79	4,045,106.71
July 2020	1,743,986.22	49,289,955.02	3,939,224.74
August 2020	1,688,584.76	48,504,215.15	3,835,986.51
September 2020	1,634,911.68	47,730,150.79	3,735,327.91
October 2020	1,582,913.77	46,967,594.91	3,637,186.36
November 2020	1,532,539.43	46,216,382.83	3,541,500.78
December 2020	1,483,738.66	45,476,352.16	3,448,211.54
January 2021	1,436,462.97	44,747,342.80	3,357,260.43
February 2021	1,390,665.34	44,029,196.87	3,268,590.61
March 2021	1,346,300.21	43,321,758.71	3,182,146.61
April 2021	1,303,323.38	42,624,874.85	3,097,874.27
May 2021	1,261,692.02	41,938,393.95	3,015,720.75
June 2021	1,221,364.60	41,262,166.82	2,935,634.43
July 2021	1,182,300.86	40,596,046.31	2,857,564.94
August 2021	1,144,461.77	39,939,887.39	2,781,463.11
September 2021	1,107,809.49	39,293,547.03	2,707,280.95
October 2021	1,072,307.34	38,656,884.20	2,634,971.62
November 2021	1,037,919.76	38,029,759.87	2,564,489.36
December 2021	1,004,612.28	37,412,036.94	2,495,789.56
January 2022	972,351.47	36,803,580.26	2,428,828.64
February 2022	941,104.95	36,204,256.54	2,363,564.06
March 2022	910,841.30	35,613,934.39	2,299,954.32
April 2022	881,530.08	35,032,484.24	2,237,958.90
May 2022	853,141.79	34,459,778.38	2,177,538.25
June 2022	825,647.81	33,895,690.84	2,118,653.76
July 2022	799,020.42	33,340,097.47	2,061,267.76
August 2022	773,232.72	32,792,875.82	2,005,343.47
September 2022	748,258.68	32,253,905.19	1,950,845.00
October 2022	724,073.01	31,723,066.58	1,897,737.32
November 2022	700,651.26	31,200,242.63	1,845,986.24
December 2022	677,969.67	30,685,317.66	1,795,558.38
January 2023	656,005.25	30,178,177.62	1,746,421.18
February 2023	634,735.70	29,678,710.03	1,698,542.85
March 2023	614,139.41	29,186,804.04	1,651,892.36
April 2023	594,195.42	28,702,350.33	1,606,439.44
May 2023	574,883.44	28,225,241.11	1,562,154.53
June 2023	556,183.78	27,755,370.14	1,519,008.81
July 2023	538,077.35	27,292,632.65	1,476,974.11
August 2023	520,545.69	26,836,925.36	1,436,022.98
September 2023	503,570.85	26,388,146.45	1,396,128.62

<u>Distribution Date</u>	<u>Classes PB, VF and WA (in the aggregate)</u>	<u>Classes UA and UB (in the aggregate)</u>	<u>Classes PC and PD (in the aggregate)</u>
October 2023	\$ 487,135.48	\$ 25,946,195.50	\$ 1,357,264.85
November 2023	471,222.74	25,510,973.56	1,319,406.16
December 2023	455,816.31	25,082,383.03	1,282,527.62
January 2024	440,900.38	24,660,327.70	1,246,604.94
February 2024	426,459.62	24,244,712.74	1,211,614.37
March 2024	412,479.18	23,835,444.62	1,177,532.78
April 2024	398,944.66	23,432,431.16	1,144,337.57
May 2024	385,842.11	23,035,581.46	1,112,006.70
June 2024	373,158.00	22,644,805.93	1,080,518.64
July 2024	360,879.24	22,260,016.21	1,049,852.41
August 2024	348,993.12	21,881,125.23	1,019,987.52
September 2024	337,487.34	21,508,047.11	990,903.99
October 2024	326,349.97	21,140,697.21	962,582.31
November 2024	315,569.44	20,778,992.08	935,003.45
December 2024	305,134.56	20,422,849.44	908,148.84
January 2025	295,034.48	20,072,188.20	882,000.36
February 2025	285,258.67	19,726,928.39	856,540.34
March 2025	275,796.94	19,386,991.18	831,751.52
April 2025	266,639.41	19,052,298.87	807,617.07
May 2025	257,776.51	18,722,774.83	784,120.57
June 2025	249,198.96	18,398,343.55	761,246.00
July 2025	240,897.78	18,078,930.58	738,977.73
August 2025	232,864.26	17,764,462.50	717,300.50
September 2025	225,089.95	17,454,866.96	696,199.44
October 2025	217,566.69	17,150,072.62	675,660.03
November 2025	210,286.54	16,850,009.17	655,668.10
December 2025	203,241.83	16,554,607.27	636,209.84
January 2026	196,425.11	16,263,798.59	617,271.77
February 2026	189,829.19	15,977,515.76	598,840.74
March 2026	183,447.08	15,695,692.36	580,903.92
April 2026	177,272.01	15,418,262.91	563,448.79
May 2026	171,297.42	15,145,162.89	546,463.14
June 2026	165,516.96	14,876,328.67	529,935.06
July 2026	159,924.49	14,611,697.52	513,852.94
August 2026	154,514.03	14,351,207.62	498,205.43
September 2026	149,279.81	14,094,798.02	482,981.49
October 2026	144,216.23	13,842,408.65	468,170.33
November 2026	139,317.87	13,593,980.26	453,761.42
December 2026	134,579.48	13,349,454.49	439,744.51
January 2027	129,995.97	13,108,773.78	426,109.58
February 2027	125,562.40	12,871,881.39	412,846.88
March 2027	121,274.01	12,638,721.41	399,946.88
April 2027	117,126.17	12,409,238.71	387,400.29

<u>Distribution Date</u>	<u>Classes PB, VF and WA (in the aggregate)</u>	<u>Classes UA and UB (in the aggregate)</u>	<u>Classes PC and PD (in the aggregate)</u>
May 2027	\$ 113,114.39	\$ 12,183,378.95	\$ 375,198.04
June 2027	109,234.33	11,961,088.55	363,331.32
July 2027	105,481.79	11,742,314.73	351,791.49
August 2027	101,852.69	11,527,005.42	340,570.15
September 2027	98,343.08	11,315,109.34	329,659.10
October 2027	94,949.15	11,106,575.89	319,050.35
November 2027	91,667.19	10,901,355.24	308,736.11
December 2027	88,493.61	10,699,398.24	298,708.75
January 2028	85,424.94	10,500,656.46	288,960.87
February 2028	82,457.81	10,305,082.16	279,485.24
March 2028	79,588.96	10,112,628.26	270,274.81
April 2028	76,815.24	9,923,248.40	261,322.68
May 2028	74,133.59	9,736,896.83	252,622.16
June 2028	71,541.05	9,553,528.50	244,166.71
July 2028	69,034.75	9,373,098.97	235,949.95
August 2028	66,611.91	9,195,564.47	227,965.65
September 2028	64,269.84	9,020,881.82	220,207.76
October 2028	62,005.93	8,849,008.50	212,670.36
November 2028	59,817.66	8,679,902.55	205,347.69
December 2028	57,702.60	8,513,522.67	198,234.11
January 2029	55,658.36	8,349,828.10	191,324.16
February 2029	53,682.66	8,188,778.69	184,612.48
March 2029	51,773.28	8,030,334.87	178,093.87
April 2029	49,928.08	7,874,457.63	171,763.24
May 2029	48,144.96	7,721,108.53	165,615.64
June 2029	46,421.92	7,570,249.66	159,646.24
July 2029	44,756.99	7,421,843.68	153,850.34
August 2029	43,148.30	7,275,853.77	148,223.34
September 2029	41,594.02	7,132,243.65	142,760.77
October 2029	40,092.36	6,990,977.55	137,458.27
November 2029	38,641.62	6,852,020.24	132,311.59
December 2029	37,240.14	6,715,336.97	127,316.57
January 2030	35,886.30	6,580,893.51	122,469.18
February 2030	34,578.56	6,448,656.10	117,765.49
March 2030	33,315.39	6,318,591.50	113,201.64
April 2030	32,095.35	6,190,666.91	108,773.91
May 2030	30,917.02	6,064,850.04	104,478.64
June 2030	29,779.03	5,941,109.05	100,312.27
July 2030	28,680.06	5,819,412.55	96,271.35
August 2030	27,618.82	5,699,729.63	92,352.49
September 2030	26,594.08	5,582,029.79	88,552.40
October 2030	25,604.64	5,466,283.00	84,867.88
November 2030	24,649.32	5,352,459.66	81,295.80

<u>Distribution Date</u>	<u>Classes PB, VF and WA (in the aggregate)</u>	<u>Classes UA and UB (in the aggregate)</u>	<u>Classes PC and PD (in the aggregate)</u>
December 2030	\$ 23,727.01	\$ 5,240,530.59	\$ 77,833.11
January 2031	22,836.61	5,130,467.03	74,476.85
February 2031	21,977.08	5,022,240.65	71,224.11
March 2031	21,147.39	4,915,823.52	68,072.08
April 2031	20,346.55	4,811,188.11	65,018.02
May 2031	19,573.60	4,708,307.31	62,059.24
June 2031	18,827.62	4,607,154.38	59,193.14
July 2031	18,107.72	4,507,702.97	56,417.18
August 2031	17,413.02	4,409,927.14	53,728.87
September 2031	16,742.69	4,313,801.29	51,125.81
October 2031	16,095.92	4,219,300.22	48,605.64
November 2031	15,471.92	4,126,399.07	46,166.08
December 2031	14,869.93	4,035,073.36	43,804.89
January 2032	14,289.21	3,945,298.97	41,519.89
February 2032	13,729.05	3,857,052.12	39,308.98
March 2032	13,188.76	3,770,309.37	37,170.09
April 2032	12,667.68	3,685,047.63	35,101.20
May 2032	12,165.16	3,601,244.16	33,896.15
June 2032	11,680.57	3,518,876.52	32,725.47
July 2032	11,213.32	3,437,922.63	31,588.25
August 2032	10,762.81	3,358,360.71	30,483.63
September 2032	10,328.48	3,280,169.30	29,410.75
October 2032	9,909.79	3,203,327.27	28,368.77
November 2032	9,506.21	3,127,813.77	27,356.87
December 2032	9,117.22	3,053,608.29	26,374.27
January 2033	8,742.32	2,980,690.59	25,420.19
February 2033	8,381.05	2,909,040.74	24,493.87
March 2033	8,032.93	2,838,639.09	23,594.59
April 2033	7,697.52	2,769,466.30	22,721.62
May 2033	7,374.39	2,701,503.29	21,874.27
June 2033	7,063.10	2,634,731.28	21,051.86
July 2033	6,763.27	2,569,131.74	20,253.71
August 2033	6,474.49	2,504,686.43	19,479.19
September 2033	6,196.39	2,441,377.39	18,727.67
October 2033	5,928.60	2,379,186.88	17,998.52
November 2033	5,670.76	2,318,097.47	17,291.16
December 2033	5,422.54	2,258,091.96	16,604.98
January 2034	5,183.60	2,199,153.40	15,939.44
February 2034	4,953.61	2,141,265.10	15,293.97
March 2034	4,732.27	2,084,410.62	14,668.02
April 2034	4,519.28	2,028,573.74	14,061.08
May 2034	4,314.35	1,973,738.50	13,472.64
June 2034	4,117.20	1,919,889.16	12,902.18

<u>Distribution Date</u>	<u>Classes PB, VF and WA (in the aggregate)</u>	<u>Classes UA and UB (in the aggregate)</u>	<u>Classes PC and PD (in the aggregate)</u>
July 2034	\$ 3,927.55	\$ 1,867,010.24	\$ 12,349.22
August 2034	3,745.15	1,815,086.45	11,813.28
September 2034	3,569.74	1,764,102.75	11,293.91
October 2034	3,401.07	1,714,044.31	10,790.66
November 2034	3,238.92	1,664,896.54	10,303.07
December 2034	3,083.04	1,616,645.05	9,830.72
January 2035	2,933.22	1,569,275.65	9,373.21
February 2035	2,789.25	1,522,774.38	8,930.10
March 2035	2,650.91	1,477,127.48	8,501.02
April 2035	2,518.01	1,432,321.41	8,085.58
May 2035	2,390.35	1,388,342.79	7,683.39
June 2035	2,267.75	1,345,178.48	7,294.10
July 2035	2,150.03	1,302,815.52	6,917.34
August 2035	2,037.02	1,261,241.13	6,552.77
September 2035	1,928.53	1,220,442.74	6,200.04
October 2035	1,824.42	1,180,407.96	5,858.83
November 2035	1,724.53	1,141,124.57	5,528.82
December 2035	1,628.69	1,102,580.56	5,209.69
January 2036	1,536.78	1,064,764.07	4,901.14
February 2036	1,448.63	1,027,663.43	4,602.87
March 2036	1,364.13	991,267.15	4,314.58
April 2036	1,283.12	955,563.90	4,036.01
May 2036	1,205.50	920,542.53	3,766.87
June 2036	1,131.13	886,192.05	3,506.89
July 2036	1,059.89	852,501.63	3,255.82
August 2036	991.67	819,460.60	3,013.40
September 2036	926.36	787,058.47	2,779.38
October 2036	863.85	755,284.89	2,553.53
November 2036	804.03	724,129.66	2,335.60
December 2036	746.81	693,582.75	2,125.38
January 2037	692.09	663,634.27	1,922.64
February 2037	639.78	634,274.48	1,727.16
March 2037	589.78	605,493.78	1,538.73
April 2037	542.02	577,282.73	1,357.14
May 2037	496.39	549,632.02	1,182.21
June 2037	452.84	522,532.48	1,013.73
July 2037	411.26	495,975.07	851.51
August 2037	371.60	469,950.92	695.37
September 2037	333.78	444,451.25	545.13
October 2037	297.72	419,467.44	400.62
November 2037	263.36	394,991.00	261.67
December 2037	230.63	371,013.55	128.10
January 2038	199.48	347,526.86	0.00

<u>Distribution Date</u>	<u>Classes PB, VF and WA (in the aggregate)</u>	<u>Classes UA and UB (in the aggregate)</u>	<u>Classes PC and PD (in the aggregate)</u>
February 2038	\$ 169.83	\$ 324,522.80	\$ 0.00
March 2038	141.64	301,993.38	0.00
April 2038	114.84	279,930.72	0.00
May 2038	89.38	258,327.08	0.00
June 2038	65.20	237,174.82	0.00
July 2038	42.26	216,466.41	0.00
August 2038	20.51	196,194.45	0.00
September 2038	0.00	176,351.64	0.00
October 2038	0.00	156,930.81	0.00
November 2038	0.00	137,924.87	0.00
December 2038	0.00	119,326.87	0.00
January 2039	0.00	101,129.93	0.00
February 2039	0.00	83,327.32	0.00
March 2039	0.00	65,912.37	0.00
April 2039	0.00	48,878.53	0.00
May 2039	0.00	32,219.36	0.00
June 2039	0.00	15,928.50	0.00
July 2039 and thereafter	0.00	0.00	0.00

<u>Distribution Date</u>	<u>Classes BP, CB, FK and PA (in the aggregate)</u>	<u>Classes XA, XF and XP (in the aggregate)</u>	<u>Classes GC and GD (in the aggregate)</u>
Initial Balance	\$312,639,262.00	\$150,425,664.00	\$72,388,718.00
October 2009	306,169,553.98	147,932,779.73	71,293,403.56
November 2009	299,982,739.36	145,572,268.57	70,210,495.57
December 2009	293,903,623.05	143,242,768.39	69,139,858.04
January 2010	287,930,367.12	140,943,883.23	68,081,356.45
February 2010	282,061,164.65	138,675,222.10	67,034,857.74
March 2010	276,294,239.15	136,436,398.92	66,000,230.29
April 2010	270,627,844.06	134,227,032.47	64,977,343.87
May 2010	265,060,262.26	132,046,746.32	63,966,069.69
June 2010	259,589,805.60	129,895,168.79	62,966,280.33
July 2010	254,214,814.37	127,771,932.85	61,977,849.75
August 2010	248,933,656.85	125,676,676.09	61,000,653.26
September 2010	243,744,728.86	123,609,040.69	60,034,567.54
October 2010	238,646,453.25	121,568,673.28	59,079,470.58
November 2010	233,637,279.50	119,555,224.99	58,135,241.69
December 2010	228,715,683.24	117,568,351.30	57,201,761.48
January 2011	223,880,165.83	115,607,712.05	56,278,911.87
February 2011	219,129,253.93	113,672,971.34	55,366,576.03
March 2011	214,461,499.07	111,763,797.52	54,464,638.40
April 2011	209,875,477.21	109,879,863.11	53,572,984.68
May 2011	205,369,788.40	108,020,844.75	52,691,501.78
June 2011	200,943,056.30	106,186,423.14	51,820,077.85
July 2011	196,593,927.84	104,376,283.03	50,958,602.24
August 2011	192,321,072.79	102,590,113.12	50,106,965.51
September 2011	188,123,183.41	100,827,606.04	49,265,059.39
October 2011	183,998,974.06	99,088,458.28	48,432,776.76
November 2011	179,947,180.83	97,372,370.17	47,610,011.71
December 2011	175,966,561.17	95,679,045.82	46,796,659.42
January 2012	172,055,893.55	94,008,193.05	45,992,616.23
February 2012	168,213,977.08	92,359,523.37	45,197,779.61
March 2012	164,439,631.21	90,732,751.95	44,412,048.11
April 2012	160,731,695.32	89,127,597.51	43,635,321.40
May 2012	157,089,028.48	87,543,782.36	42,867,500.23
June 2012	153,510,509.01	85,981,032.29	42,108,486.41
July 2012	149,995,034.26	84,439,076.53	41,358,182.84
August 2012	146,541,520.22	82,917,647.78	40,616,493.43
September 2012	143,148,901.24	81,416,482.05	39,883,323.17
October 2012	139,816,129.72	79,935,318.74	39,158,578.06
November 2012	136,542,175.80	78,473,900.49	38,442,165.11
December 2012	133,326,027.07	77,031,973.21	37,733,992.35
January 2013	130,166,688.26	75,609,286.03	37,033,968.80
February 2013	127,063,180.98	74,205,591.23	36,342,004.45
March 2013	124,014,543.41	72,820,644.22	35,658,010.29

<u>Distribution Date</u>	<u>Classes BP, CB, FK and PA (in the aggregate)</u>	<u>Classes XA, XF and XP (in the aggregate)</u>	<u>Classes GC and GD (in the aggregate)</u>
April 2013	\$121,019,830.05	\$ 71,454,203.51	\$34,981,898.26
May 2013	118,078,111.42	70,106,030.64	34,313,581.26
June 2013	115,188,473.79	68,775,890.18	33,652,973.12
July 2013	112,350,018.97	67,463,549.68	32,999,988.62
August 2013	109,570,392.96	66,168,779.60	32,354,543.45
September 2013	106,857,857.28	64,891,353.34	31,716,554.22
October 2013	104,210,819.79	63,631,047.13	31,085,938.44
November 2013	101,627,725.72	62,387,640.03	30,462,614.51
December 2013	99,107,056.74	61,160,913.93	29,846,501.73
January 2014	96,647,330.15	59,950,653.45	29,237,520.25
February 2014	94,247,098.03	58,756,645.92	28,635,591.12
March 2014	91,904,946.43	57,578,681.39	28,040,636.21
April 2014	89,619,494.61	56,416,552.56	27,452,578.26
May 2014	87,389,394.24	55,270,054.73	26,871,340.83
June 2014	85,213,328.63	54,138,985.83	26,296,848.33
July 2014	83,090,012.03	53,027,132.03	25,729,025.97
August 2014	81,018,188.91	51,937,205.57	25,168,549.02
September 2014	78,996,633.22	50,868,784.71	24,619,847.33
October 2014	77,024,147.74	49,821,455.69	24,082,679.15
November 2014	75,099,563.39	48,794,812.61	23,556,807.60
December 2014	73,221,738.57	47,788,457.22	23,042,000.63
January 2015	71,389,558.55	46,801,998.83	22,538,030.84
February 2015	69,601,934.80	45,835,054.13	22,044,675.46
March 2015	67,857,804.42	44,887,247.10	21,561,716.21
April 2015	66,156,129.52	43,958,208.81	21,088,939.25
May 2015	64,495,896.64	43,047,577.35	20,626,135.03
June 2015	62,876,116.19	42,154,997.64	20,173,098.28
July 2015	61,295,821.88	41,280,121.36	19,729,627.87
August 2015	59,754,070.19	40,422,606.79	19,295,526.76
September 2015	58,249,939.82	39,582,118.67	18,870,601.87
October 2015	56,782,531.21	38,758,328.11	18,454,664.07
November 2015	55,350,965.96	37,950,912.48	18,047,528.03
December 2015	53,954,386.44	37,159,555.26	17,649,012.21
January 2016	52,591,955.21	36,383,945.92	17,258,938.73
February 2016	51,262,854.60	35,623,779.86	16,877,133.33
March 2016	49,966,286.23	34,878,758.24	16,503,425.28
April 2016	48,701,470.56	34,148,587.91	16,137,647.31
May 2016	47,467,646.48	33,432,981.28	15,779,635.56
June 2016	46,264,070.83	32,731,656.23	15,429,229.48
July 2016	45,090,018.01	32,044,336.02	15,086,271.79
August 2016	43,944,779.56	31,370,749.15	14,750,608.42
September 2016	42,827,663.78	30,710,629.29	14,422,088.40
October 2016	41,737,995.32	30,063,715.18	14,100,563.85

<u>Distribution Date</u>	<u>Classes BP, CB, FK and PA (in the aggregate)</u>	<u>Classes XA, XF and XP (in the aggregate)</u>	<u>Classes GC and GD (in the aggregate)</u>
November 2016	\$ 40,675,114.78	\$ 29,429,750.53	\$13,785,889.88
December 2016	39,638,378.37	28,808,483.93	13,477,924.58
January 2017	38,627,157.53	28,199,668.76	13,176,528.88
February 2017	37,640,838.58	27,603,063.08	12,881,566.58
March 2017	36,678,822.37	27,018,429.58	12,592,904.24
April 2017	35,740,523.92	26,445,535.45	12,310,411.11
May 2017	34,825,372.13	25,884,152.34	12,033,959.14
June 2017	33,932,809.39	25,334,056.24	11,763,422.86
July 2017	33,062,291.36	24,795,027.42	11,498,679.39
August 2017	32,213,286.56	24,266,850.31	11,239,608.31
September 2017	31,385,276.12	23,749,313.51	10,986,091.69
October 2017	30,577,753.50	23,242,209.59	10,738,014.00
November 2017	29,790,224.14	22,745,335.13	10,495,262.03
December 2017	29,022,205.26	22,258,490.57	10,257,724.94
January 2018	28,273,225.51	21,781,480.17	10,025,294.10
February 2018	27,542,824.74	21,314,111.91	9,797,863.12
March 2018	26,830,553.73	20,856,197.47	9,575,327.79
April 2018	26,135,973.94	20,407,552.11	9,357,586.00
May 2018	25,458,657.24	19,967,994.62	9,144,537.76
June 2018	24,798,185.69	19,537,347.27	8,936,085.10
July 2018	24,154,151.29	19,115,435.72	8,732,132.06
August 2018	23,526,155.74	18,702,088.97	8,532,584.64
September 2018	22,913,810.21	18,297,139.28	8,337,350.78
October 2018	22,316,735.15	17,900,422.14	8,146,340.27
November 2018	21,734,560.02	17,511,776.18	7,959,464.77
December 2018	21,166,923.12	17,131,043.14	7,776,637.74
January 2019	20,613,471.37	16,758,067.75	7,597,774.43
February 2019	20,073,860.10	16,392,697.77	7,422,791.79
March 2019	19,547,752.86	16,034,783.84	7,251,608.51
April 2019	19,034,821.21	15,684,179.48	7,084,144.92
May 2019	18,534,744.58	15,340,741.02	6,920,323.00
June 2019	18,047,210.01	15,004,327.54	6,760,066.32
July 2019	17,571,912.03	14,674,800.83	6,603,300.01
August 2019	17,108,552.47	14,352,025.35	6,449,950.77
September 2019	16,656,840.28	14,035,868.13	6,299,946.76
October 2019	16,216,491.35	13,726,198.78	6,153,217.66
November 2019	15,787,228.38	13,422,889.41	6,009,694.55
December 2019	15,368,780.70	13,125,814.60	5,869,309.96
January 2020	14,960,884.10	12,834,851.31	5,731,997.80
February 2020	14,563,280.70	12,549,878.90	5,597,693.33
March 2020	14,175,718.81	12,270,779.04	5,466,333.14
April 2020	13,797,952.73	11,997,435.68	5,337,855.14
May 2020	13,429,742.69	11,729,734.99	5,212,198.50

<u>Distribution Date</u>	<u>Classes BP, CB, FK and PA (in the aggregate)</u>	<u>Classes XA, XF and XP (in the aggregate)</u>	<u>Classes GC and GD (in the aggregate)</u>
June 2020	\$ 13,070,854.62	\$ 11,467,565.36	\$ 5,089,303.65
July 2020	12,721,060.10	11,210,817.32	4,969,112.26
August 2020	12,380,136.17	10,959,383.49	4,851,567.19
September 2020	12,047,865.21	10,713,158.59	4,736,612.46
October 2020	11,724,034.84	10,472,039.35	4,624,193.28
November 2020	11,408,437.78	10,235,924.52	4,514,255.96
December 2020	11,100,871.70	10,004,714.76	4,406,747.94
January 2021	10,801,139.17	9,778,312.69	4,301,617.73
February 2021	10,509,047.47	9,556,622.79	4,198,814.90
March 2021	10,224,408.54	9,339,551.40	4,098,290.08
April 2021	9,947,038.83	9,127,006.65	3,999,994.91
May 2021	9,676,759.21	8,918,898.45	3,903,882.02
June 2021	9,413,394.87	8,715,138.48	3,809,905.03
July 2021	9,156,775.18	8,515,640.11	3,718,018.53
August 2021	8,906,733.66	8,320,318.37	3,628,178.02
September 2021	8,663,107.81	8,129,089.95	3,540,339.96
October 2021	8,425,739.08	7,941,873.18	3,454,461.67
November 2021	8,194,472.71	7,758,587.92	3,370,501.38
December 2021	7,969,157.70	7,579,155.63	3,288,418.19
January 2022	7,749,646.68	7,403,499.28	3,208,172.03
February 2022	7,535,795.85	7,231,543.31	3,129,723.66
March 2022	7,327,464.87	7,063,213.65	3,053,034.69
April 2022	7,124,516.81	6,898,437.68	2,978,067.47
May 2022	6,926,818.04	6,737,144.16	2,904,785.19
June 2022	6,734,238.16	6,579,263.25	2,833,151.76
July 2022	6,546,649.94	6,424,726.47	2,763,131.86
August 2022	6,363,929.21	6,273,466.67	2,694,690.90
September 2022	6,185,954.82	6,125,418.00	2,627,795.01
October 2022	6,012,608.56	5,980,515.90	2,562,411.03
November 2022	5,843,775.08	5,838,697.05	2,498,506.48
December 2022	5,679,341.83	5,699,899.39	2,436,049.57
January 2023	5,519,198.99	5,564,062.05	2,375,009.16
February 2023	5,363,239.39	5,431,125.35	2,315,354.76
March 2023	5,211,358.50	5,301,030.78	2,257,056.52
April 2023	5,063,454.30	5,173,720.96	2,200,085.22
May 2023	4,919,427.26	5,049,139.64	2,144,412.24
June 2023	4,779,180.27	4,927,231.67	2,090,009.55
July 2023	4,642,618.58	4,807,942.96	2,036,849.71
August 2023	4,509,649.75	4,691,220.49	1,984,905.88
September 2023	4,380,183.59	4,577,012.29	1,934,151.74
October 2023	4,254,132.12	4,465,267.38	1,884,561.55
November 2023	4,131,409.48	4,355,935.79	1,836,110.10
December 2023	4,011,931.93	4,248,968.53	1,788,772.70

Distribution Date	Classes BP, CB, FK and PA (in the aggregate)	Classes XA, XF and XP (in the aggregate)	Classes GC and GD (in the aggregate)
January 2024	\$ 3,895,617.75	\$ 4,144,317.57	\$ 1,742,525.18
February 2024	3,782,387.24	4,041,935.81	1,697,343.89
March 2024	3,672,162.64	3,941,777.10	1,653,205.65
April 2024	3,564,868.07	3,843,796.15	1,610,087.80
May 2024	3,460,429.53	3,747,948.60	1,567,968.13
June 2024	3,358,774.81	3,654,190.95	1,526,824.90
July 2024	3,259,833.50	3,562,480.53	1,486,636.83
August 2024	3,163,536.89	3,472,775.55	1,447,383.10
September 2024	3,069,817.95	3,385,035.01	1,409,043.30
October 2024	2,978,611.31	3,299,218.73	1,371,597.47
November 2024	2,889,853.18	3,215,287.31	1,335,026.06
December 2024	2,803,481.38	3,133,202.14	1,299,309.95
January 2025	2,719,435.20	3,052,925.36	1,264,430.39
February 2025	2,637,655.47	2,974,419.85	1,230,369.07
March 2025	2,558,084.45	2,897,649.24	1,197,108.01
April 2025	2,480,665.82	2,822,577.86	1,164,629.66
May 2025	2,405,344.67	2,749,170.75	1,132,916.82
June 2025	2,332,067.41	2,677,393.66	1,101,952.64
July 2025	2,260,781.78	2,607,212.97	1,071,720.65
August 2025	2,191,436.84	2,538,595.77	1,042,204.72
September 2025	2,123,982.86	2,471,509.78	1,013,389.05
October 2025	2,058,371.36	2,405,923.37	985,258.19
November 2025	1,994,555.07	2,341,805.51	957,797.02
December 2025	1,932,487.87	2,279,125.81	930,990.71
January 2026	1,872,124.78	2,217,854.47	904,824.78
February 2026	1,813,421.94	2,157,962.30	879,285.04
March 2026	1,756,336.58	2,099,420.66	854,357.60
April 2026	1,700,826.99	2,042,201.50	830,028.88
May 2026	1,646,852.47	1,986,277.31	806,285.56
June 2026	1,594,373.38	1,931,621.14	783,114.64
July 2026	1,543,351.00	1,878,206.58	760,503.37
August 2026	1,493,747.63	1,826,007.73	738,439.27
September 2026	1,445,526.47	1,774,999.21	716,910.15
October 2026	1,398,651.66	1,725,156.16	695,904.05
November 2026	1,353,088.21	1,676,454.18	675,409.29
December 2026	1,308,802.01	1,628,869.40	655,414.43
January 2027	1,265,759.81	1,582,378.40	635,908.27
February 2027	1,223,929.17	1,536,958.23	616,879.84
March 2027	1,183,278.49	1,492,586.41	598,318.44
April 2027	1,143,776.93	1,449,240.89	580,213.56
May 2027	1,105,394.44	1,406,900.08	562,554.93
June 2027	1,068,101.70	1,365,542.80	545,332.51
July 2027	1,031,870.14	1,325,148.33	528,536.46

<u>Distribution Date</u>	<u>Classes BP, CB, FK and PA (in the aggregate)</u>	<u>Classes XA, XF and XP (in the aggregate)</u>	<u>Classes GC and GD (in the aggregate)</u>
August 2027	\$ 996,671.92	\$ 1,285,696.32	\$ 512,157.16
September 2027	962,479.86	1,247,166.86	496,185.19
October 2027	929,267.49	1,209,540.43	480,611.34
November 2027	897,009.00	1,172,797.90	465,426.59
December 2027	865,679.23	1,136,920.53	450,622.12
January 2028	835,253.63	1,101,889.95	436,189.30
February 2028	805,708.31	1,067,688.16	422,119.68
March 2028	777,019.94	1,034,297.52	408,404.99
April 2028	749,165.81	1,001,700.75	395,037.16
May 2028	722,123.76	969,880.93	382,008.26
June 2028	695,872.19	938,821.45	369,310.56
July 2028	670,390.07	908,506.06	356,936.48
August 2028	645,656.88	878,918.84	344,878.61
September 2028	621,652.61	850,044.17	333,129.71
October 2028	598,357.79	821,866.76	321,682.68
November 2028	575,753.42	794,371.63	310,530.58
December 2028	553,820.98	767,544.11	299,666.62
January 2029	532,542.44	741,369.81	289,084.17
February 2029	511,900.20	715,834.64	278,776.72
March 2029	491,877.13	690,924.79	268,737.92
April 2029	472,456.53	666,626.75	258,961.56
May 2029	453,622.12	642,927.26	249,441.54
June 2029	435,358.04	619,813.35	240,171.93
July 2029	417,648.83	597,272.30	231,146.90
August 2029	400,479.44	575,291.64	222,360.76
September 2029	383,835.19	553,859.19	213,807.94
October 2029	367,701.77	532,962.98	205,482.99
November 2029	352,065.26	512,591.30	197,380.59
December 2029	336,912.07	492,732.69	189,495.53
January 2030	322,228.98	473,375.90	181,822.70
February 2030	308,003.11	454,509.94	174,357.13
March 2030	294,221.88	436,124.02	167,093.94
April 2030	280,873.08	418,207.57	160,028.37
May 2030	267,944.77	400,750.26	153,155.73
June 2030	255,425.36	383,741.95	146,471.49
July 2030	243,303.52	367,172.73	139,971.17
August 2030	231,568.25	351,032.86	133,650.42
September 2030	220,208.80	335,312.84	127,504.96
October 2030	209,214.72	320,003.33	121,530.64
November 2030	198,575.82	305,095.21	115,723.36
December 2030	188,282.19	290,579.53	110,079.13
January 2031	178,324.17	276,447.54	104,594.07
February 2031	168,692.33	262,690.66	99,264.35

<u>Distribution Date</u>	<u>Classes BP, CB, FK and PA (in the aggregate)</u>	<u>Classes XA, XF and XP (in the aggregate)</u>	<u>Classes GC and GD (in the aggregate)</u>
March 2031	\$ 159,377.52	\$ 249,300.49	\$ 94,086.25
April 2031	150,370.82	236,268.80	89,056.11
May 2031	141,663.51	223,587.53	84,170.38
June 2031	133,247.14	211,248.80	79,425.56
July 2031	125,113.47	199,244.89	74,818.25
August 2031	117,254.46	187,568.23	70,345.12
September 2031	109,662.29	176,211.40	66,002.90
October 2031	102,329.36	165,167.17	61,788.41
November 2031	95,248.24	154,428.42	57,698.54
December 2031	88,411.72	143,988.21	53,730.24
January 2032	81,812.78	133,839.72	49,880.54
February 2032	75,444.56	123,976.29	46,146.53
March 2032	69,300.41	114,391.40	42,525.36
April 2032	63,373.84	105,078.64	39,014.25
May 2032	57,658.55	96,031.78	35,610.49
June 2032	52,148.37	87,244.67	32,311.42
July 2032	46,837.33	78,711.33	29,114.44
August 2032	41,719.61	70,425.88	26,017.02
September 2032	36,789.53	62,382.58	23,016.68
October 2032	32,041.58	54,575.81	20,110.98
November 2032	27,470.39	47,000.05	17,297.57
December 2032	23,070.74	39,649.91	14,574.13
January 2033	18,837.52	32,520.13	11,938.38
February 2033	14,765.81	25,605.52	9,388.14
March 2033	10,850.77	18,901.05	6,921.22
April 2033	7,087.72	12,401.75	4,535.53
May 2033	3,472.10	6,102.79	2,228.99
June 2033 and thereafter	0.00	0.00	0.00

Underlying Certificates

Trust Asset Group	Issuer	Series	Class	Issue Date	CUSIP Number	Interest Rate	Interest Type(1)	Final Distribution Date	Principal Type(1)	Original Principal Balance of Class	Underlying Certificate Factor(2)	Principal Balance in the Trust	Percentage of Class in Trust	Approximate Weighted Average Coupon of Mortgage Loans	Approximate Weighted Average Remaining Term to Maturity of Mortgage Loans (in months)	Approximate Weighted Average Loan Age of Mortgage Loans (in months)	Ginnie Mae I or II
1	Ginnie Mae	2009-050	TW	July 30, 2009	38374VR43	4.50%	FIX	July 2039	SUP	\$ 17,647,581	0.95838733	\$14,996,443	88.6670020101%	6.405%	326	29	II
9	Ginnie Mae	2009-066	HQ	August 28, 2009	38376FMA7	4.50	FIX	June 2039	PAC/AD	155,277,336	0.98107927	4,905,396	3.2200449395	6.500	335	23	I

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

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

Exhibit B

Cover Pages and Terms Sheets from Underlying Certificate Disclosure Documents



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

The Securities

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

The Ginnie Mae Guaranty

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

The Trust and its Assets

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

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

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

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

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

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

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

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

Goldman, Sachs & Co.

Loop Capital Markets LLC

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

TERMS SHEET

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

Sponsor: Goldman, Sachs & Co.

Co-Sponsor: Loop Capital Markets LLC

Trustee: Wells Fargo Bank, N.A.

Tax Administrator: The Trustee

Closing Date: July 30, 2009

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

Trust Assets:

<u>Trust Asset Group</u>	<u>Trust Asset Type</u>	<u>Certificate Rate</u>	<u>Original Term To Maturity (in years)</u>
1	Ginnie Mae II	5.0%	30
2	Ginnie Mae II	6.0%	30
3	Underlying Certificates	(1)	(1)
4	Ginnie Mae I	6.0%	30
5	Underlying Certificates	(1)	(1)
6	Ginnie Mae II	5.5%	30
7	Ginnie Mae II	5.5%	30
8	Ginnie Mae II	6.0%	30

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

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

Assumed Characteristics of the Mortgage Loans Underlying the Group 1, 2, 4, 6, 7 and 8 Trust Assets¹:

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

¹ As of July 1, 2009.

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

³ The Mortgage Loans underlying the Group 1, 2, 6, 7 and 8 Trust Assets may bear interest at rates ranging from 0.25% to 1.50% per annum above the related Certificate Rate.

The actual remaining terms to maturity, loan ages and, in the case of the Group 1, 2, 6, 7 and 8 Trust Assets, Mortgage Rates of many of the Mortgage Loans underlying the Group 1, 2, 4, 6, 7 and 8 Trust Assets will differ from the weighted averages shown above, perhaps significantly. See *“The Trust Assets— The Mortgage Loans”* in this Supplement. See Exhibit A to this Supplement for certain information regarding the characteristics of the Mortgage Loans included in the related Underlying Trusts.

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

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

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

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

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

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

<u>Class</u>	<u>Interest Rate Formula(1)</u>	<u>Initial Interest Rate(2)</u>	<u>Minimum Rate</u>	<u>Maximum Rate</u>	<u>Delay (in days)</u>	<u>LIBOR for Minimum Interest Rate</u>
ST	10.35% – (LIBOR x 1.8)	9.8280%	0.00%	10.3500%	0	5.75%
SU	46.00% – (LIBOR x 8)	10.0000%	0.00%	10.0000%	0	5.75%
SV	5.95% – LIBOR	5.6630%	0.00%	5.9500%	0	5.95%
SW	6.00% – LIBOR	5.7130%	0.00%	6.0000%	0	6.00%
SX	6.05% – LIBOR	5.7630%	0.00%	6.0500%	0	6.05%
SY	6.10% – LIBOR	5.8130%	0.00%	6.1000%	0	6.10%
TA	57.50% – (LIBOR x 10)	10.0000%	0.00%	10.0000%	0	5.75%
TB	46.00% – (LIBOR x 8)	10.0000%	0.00%	10.0000%	19	5.75%
TC	76.66665049% – (LIBOR x 13.3333301)	10.0000%	0.00%	10.0000%	19	5.75%
TF	LIBOR + 1.25%	1.5400%	1.25%	7.0000%	19	0.00%
TS	10.35% – (LIBOR x 1.8)	9.8280%	0.00%	10.3500%	19	5.75%
UF	LIBOR + 0.80%	1.0870%	0.80%	7.0000%	0	0.00%
US	6.20% – LIBOR	5.9130%	0.00%	6.2000%	0	6.20%

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

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

SECURITY GROUP 1

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

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

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

SECURITY GROUP 2

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

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

SECURITY GROUP 3

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

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

SECURITY GROUP 4

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

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

SECURITY GROUP 5

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

SECURITY GROUP 6

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

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

SECURITY GROUP 7

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

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

SECURITY GROUP 8

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

1. 59.9999994830% to FQ, until retired
2. 40.0000005170% in the following order of priority:
 - a. Sequentially, to XA and XB, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
 - b. To TW, until retired
 - c. Sequentially, to XA and XB, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

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

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

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

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

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

<u>Class</u>	<u>Original Class Notional Balance</u>	<u>Represents Approximately</u>
GS	\$160,236,771	100% of FG (PAC/AD Class)
HS	160,236,771	100% of FG (PAC/AD Class)
IU	80,756,136	40% of UQ and UT (in the aggregate) (PAC I Classes)
IX	11,061,959	25% of XA and XB (in the aggregate) (PAC Classes)
KI	43,700,937	18.1818181818% of KP (PAC/AD Class)
KS	160,236,771	100% of FG (PAC/AD Class)
LS	160,236,771	100% of FG (PAC/AD Class)
NI	14,434,086	25% of UA (PAC Class)
NS	109,914,869	100% of FN (SC/PT Class)
PS	160,236,771	100% of FG (PAC/AD Class)
QI	68,748,448	40% of UT (PAC I Class)
QS	92,843,125	100% of FQ (PT Class)
SA	125,000,000	100% of FC (PT Class)
SF	92,843,125	100% of FQ (PT Class)
SJ	160,236,771	100% of FG (PAC/AD Class)
SQ	65,578,982	100% of FM (PAC/AD Class)
SV	92,843,125	100% of FQ (PT Class)
SW	92,843,125	100% of FQ (PT Class)
SX	92,843,125	100% of FQ (PT Class)
SY	92,843,125	100% of FQ (PT Class)
US	92,843,125	100% of FQ (PT Class)
XI	14,542,700	33.3333333333% of XA (PAC Class)

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

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



\$3,549,506,699

Government National Mortgage Association

GINNIE MAE®

Guaranteed REMIC Pass-Through Securities
and MX Securities

Ginnie Mae REMIC Trust 2009-066

The Securities

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

The Ginnie Mae Guaranty

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

The Trust and its Assets

The Trust will own Ginnie Mae Certificates.

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

See "Risk Factors" beginning on page S-12 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 August 28, 2009.

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

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

Class of REMIC Securities	Original Principal Balance(2)	Interest Rate	Principal Type(3)	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Security Group 1						
AW(1)	\$200,000,000	5.00%	PAC I	FIX	38376FJP8	December 2036
BG(1)	500,000	5.00	PAC I	FIX	38376FJQ6	December 2036
BH(1)	500,000	5.00	PAC I	FIX	38376FJR4	December 2036
BJ(1)	500,000	5.00	PAC I	FIX	38376FJS2	January 2037
BK(1)	500,000	5.00	PAC I	FIX	38376FJT0	January 2037
BL(1)	500,000	5.00	PAC I	FIX	38376FJU7	January 2037
BM(1)	500,000	5.00	PAC I	FIX	38376FJV5	January 2037
BN(1)	500,000	5.00	PAC I	FIX	38376FJW3	February 2037
BO(1)	500,000	5.00	PAC I	FIX	38376FSX1	February 2037
BP(1)	500,000	5.00	PAC I	FIX	38376FSY9	February 2037
BQ(1)	500,000	5.00	PAC I	FIX	38376FJX1	February 2037
BY(1)	15,591,173	5.00	PAC I	FIX	38376FJY9	October 2037
CW(1)	50,833,827	5.00	PAC I	FIX	38376FJZ6	August 2039
WA	50,503,000	5.00	SUP	FIX	38376FKA9	October 2038
WB	11,489,000	5.00	SUP	FIX	38376FKB7	April 2039
WC	8,668,600	5.00	SUP	FIX	38376FKC5	August 2039
WH	19,850,000	5.00	PAC II	FIX	38376FKD3	July 2039
WJ	2,219,000	5.00	PAC II	FIX	38376FKE1	August 2039
YA	3,200,000	5.00	PAC II	FIX	38376FKF8	June 2039
YB	900,000	5.00	PAC II	FIX	38376FKG6	August 2039
YC	8,500,000	5.00	SUP	FIX	38376FKH4	January 2039
YD	1,100,000	5.00	SUP	FIX	38376FKJ0	May 2039
YE	1,300,000	5.00	SUP	FIX	38376FKK7	August 2039
Security Group 2						
FA	3,571,428	(5)	SUP	FLT/DLY	38376FKL5	August 2039
ST	1,071,429	(5)	SUP	INV/DLY	38376FKM3	August 2039
TA	43,705,016	5.00	SUP	FIX	38376FKN1	November 2038
TB	10,684,973	5.00	SUP	FIX	38376FKP6	August 2039
TC	5,000,000	5.00	SUP	FIX	38376FKQ4	November 2038
TI	357,143	(5)	SUP	INV/DLY	38376FKR2	August 2039
TJ	4,900,000	5.00	SUP	FIX	38376FKS0	June 2039
TK	2,100,000	5.00	SUP	FIX	38376FKT8	August 2039
UC(1)	31,697,142	5.00	PAC	FIX	38376FKU5	August 2039
UH(1)	226,261,923	5.00	PAC	FIX	38376FKV3	February 2037
UJ(1)	36,468,726	5.00	PAC	FIX	38376FKW1	July 2038
YG	17,000,000	5.00	SUP	FIX	38376FKX9	November 2038
YJ	1,500,000	5.00	SUP	FIX	38376FKY7	March 2038
YK	500,000	5.00	SUP	FIX	38376FKZ4	November 2038
Security Group 3						
BA(1)	227,808,870	5.50	SEQ	FIX	38376FLA8	September 2035
BC(1)	6,736,842	5.50	SEQ	FIX	38376FLB6	February 2036
V	34,637,591	5.50	SEQ/AD	FIX	38376FLC4	March 2022
Z	35,000,000	5.50	SEQ	FIX/Z	38376FLD2	August 2039
Security Group 4						
BF	100,000,000	(5)	PAC/AD	FLT	38376FLE0	July 2039
BS	100,000,000	(5)	NTL (PAC/AD)	INV/IO	38376FLF7	July 2039
EB	4,595,959	5.50	PAC/AD	FIX	38376FLG5	August 2039
EJ(1)	210,000,001	4.00	PAC/AD	FIX	38376FLH3	July 2039
EM	50,000,000	5.00	PAC/AD	FIX	38376FLJ9	July 2039
EZ	50,500,027	5.50	SUP	FIX/Z	38376FLK6	August 2039
XF	95,000,000	(5)	PAC/AD	FLT	38376FLM4	July 2039
XS	95,000,000	(5)	NTL (PAC/AD)	INV/IO	38376FLM2	July 2039
Security Group 5						
LC	2,245,391	6.00	PAC/AD	FIX	38376FLN0	August 2039
LG	35,000,000	2.25	PAC/AD	FIX	38376FLP5	May 2039
LH	22,000,000	2.50	PAC/AD	FIX	38376FLQ3	May 2039
LI	34,708,333	6.00	NTL (PAC/AD)	FIX/IO	38376FLR1	May 2039
LZ(1)	37,503,447	6.00	TAC/AD	FIX/Z	38376FLS9	August 2039
MZ(1)	200,000	6.00	SUP	FIX/Z	38376FLT7	August 2039
Security Group 6						
MB	200,000,000	5.00	SEQ	FIX	38376FLU4	August 2039
MC(1)	233,333,334	5.00	SEQ	FIX	38376FLV2	August 2034
MD(1)	233,333,333	5.00	SEQ	FIX	38376FLW0	August 2034

(Cover continued on next page)

Goldman, Sachs & Co.

Loop Capital Markets LLC

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

Class of REMIC Securities	Original Principal Balance(2)	Interest Rate	Principal Type(3)	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Security Group 7						
AZ(1)	\$ 48,256,064	5.50%	TAC/AD	FIX/Z	38376FLX8	August 2039
BZ(1)	12,064,015	5.50	SUP	FIX/Z	38376FLY6	August 2039
FY	35,000,000	(5)	PAC/AD	FLT	38376FLZ3	June 2039
HQ(1)	155,277,336	4.50	PAC/AD	FIX	38376FMA7	June 2039
HT	4,680,585	5.50	PAC/AD	FIX	38376FMB5	August 2039
LF(1)	153,333,333	(5)	PT	FLT	38376FMC3	August 2039
LS(1)	153,333,333	(5)	NTL (PT)	INV/IO	38376FMD1	August 2039
MF	51,388,667	(5)	PAC/AD	FLT	38376FME9	June 2039
MS	51,388,667	(5)	NTL (PAC/AD)	INV/IO	38376FMF6	June 2039
SY	35,000,000	(5)	NTL (PAC/AD)	INV/IO	38376FMG4	June 2039
Security Group 8						
CA	54,000,000	2.25	PAC/AD	FIX	38376FSZ6	August 2039
CD	35,000,000	2.50	PAC/AD	FIX	38376FTA0	August 2039
CE	38,000,000	2.75	PAC/AD	FIX	38376FTB8	August 2039
CI	74,750,000	6.00	NTL (PAC/AD)	FIX/IO	38376FTC6	August 2039
TH	747,937	6.00	PAC/AD	FIX	38376FTD4	August 2039
ZT(1)	91,451,509	6.00	TAC/AD	FIX/Z	38376FTE2	August 2039
ZX(1)	459,555	6.00	SUP	FIX/Z	38376FTF9	August 2039
Security Group 9						
HD	2,521,437	5.00	SUP	FIX	38376FTG7	August 2039
HG	9,982,850	5.00	SUP	FIX	38376FTH5	June 2038
HJ	2,495,713	5.00	SUP	FIX	38376FTJ1	January 2039
NA	24,044,000	5.00	SUP	FIX	38376FTK8	March 2039
NB	5,956,000	5.00	SUP	FIX	38376FTL6	August 2039
NC	10,000,000	4.50	SUP	FIX	38376FTM4	March 2039
ND	10,000,000	5.50	SUP	FIX	38376FTN2	March 2039
NH(1)	22,543,503	5.00	PAC	FIX	38376FTP7	August 2039
NK(1)	163,036,448	5.00	PAC	FIX	38376FTQ5	November 2036
NL(1)	26,144,894	5.00	PAC	FIX	38376FTR3	June 2038
Security Group 10						
DZ(1)	24,300,345	5.50	TAC/AD	FIX/Z	38376FTS1	August 2039
FK(1)	106,666,666	(5)	PAC/AD	FLT	38376FTU6	May 2032
GZ(1)	8,100,115	5.50	SUP	FIX/Z	38376FTT9	August 2039
QA	100,000,000	4.00	PAC/AD	FIX	38376FTV4	July 2039
QB	2,188,552	5.50	PAC/AD	FIX	38376FTW2	August 2039
QM	10,000,000	4.50	PAC/AD	FIX	38376FTX0	July 2039
SK(1)	106,666,666	(5)	NTL (PAC/AD)	INV/IO	38376FTY8	May 2032
Residual						
RR	0	0.00	NPR	NPR	38376FTZ5	August 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.

TERMS SHEET

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

Sponsor: Goldman, Sachs & Co.

Co-Sponsor: Loop Capital Markets LLC

Trustee: Wells Fargo Bank, N.A.

Tax Administrator: The Trustee

Closing Date: August 28, 2009

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

Trust Assets:

<u>Trust Asset Group</u>	<u>Trust Asset Type</u>	<u>Certificate Rate</u>	<u>Original Term To Maturity (in years)</u>
1	Ginnie Mae II	5.0%	30
2	Ginnie Mae II	5.0%	30
3	Ginnie Mae I	5.5%	30
4	Ginnie Mae I	5.5%	30
5	Ginnie Mae I	6.0%	30
6	Ginnie Mae I	5.0%	30
7	Ginnie Mae I	6.0%	30
8	Ginnie Mae I	6.0%	30
9	Ginnie Mae I	5.0%	30
10	Ginnie Mae II	5.5%	30

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

Assumed Characteristics of the Mortgage Loans Underlying the Trust Assets¹:

<u>Principal Balance²</u>	<u>Weighted Average Remaining Term to Maturity (in months)</u>	<u>Weighted Average Loan Age (in months)</u>	<u>Weighted Average Mortgage Rate³</u>
Group 1 Trust Assets			
\$379,154,600	358	2	5.50%
Group 2 Trust Assets			
\$384,817,780	358	2	5.50%
Group 3 Trust Assets			
\$304,183,303	350	10	6.00%
Group 4 Trust Assets			
\$510,095,987	316	44	6.00%
Group 5 Trust Assets			
\$ 96,948,838	349	10	6.50%
Group 6 Trust Assets			
\$666,666,667	357	3	5.50%
Group 7 Trust Assets			
\$460,000,000	339	21	6.50%
Group 8 Trust Assets			
\$219,659,001	349	10	6.50%
Group 9 Trust Assets			
\$276,724,845	358	2	5.50%
Group 10 Trust Assets			
\$251,255,678	350	12	6.00%

¹ As of August 1, 2009.

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

³ The Mortgage Loans underlying the Group 1, 2 and 10 Trust Assets may bear interest at rates ranging from 0.25% to 1.50% per annum above the related Certificate Rate.

The actual remaining terms to maturity, loan ages and, in the case of the Group 1, 2 and 10 Trust Assets, Mortgage Rates of many of the Mortgage Loans will differ from the weighted averages shown above, perhaps significantly. See *“The Trust Assets — The Mortgage Loans”* in this Supplement.

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

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

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

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

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

Class	Interest Rate Formula(1)	Initial Interest Rate(2)	Minimum Rate	Maximum Rate	Delay (in days)	LIBOR for Minimum Interest Rate
BF	LIBOR + 0.91%	1.190%	0.91%	7.00%	0	0.00%
BS	6.09% – LIBOR	5.810%	0.00%	6.09%	0	6.09%
FA	LIBOR + 1.10%	1.376%	1.10%	7.00%	19	0.00%
FJ	LIBOR + 0.95%	1.226%	0.95%	7.00%	0	0.00%
FK	LIBOR + 1.00%	1.276%	1.00%	7.00%	0	0.00%
FL	LIBOR + 0.85%	1.126%	0.85%	7.00%	0	0.00%
FM	LIBOR + 0.80%	1.076%	0.80%	7.00%	0	0.00%
FY	LIBOR + 0.85%	1.130%	0.85%	7.00%	0	0.00%
GF	LIBOR + 0.95%	1.230%	0.95%	7.00%	0	0.00%
GS	6.05% – LIBOR	5.770%	0.00%	6.05%	0	6.05%
HF	LIBOR + 0.90%	1.180%	0.90%	7.00%	0	0.00%
HS	6.10% – LIBOR	5.820%	0.00%	6.10%	0	6.10%
JF	LIBOR + 0.85%	1.130%	0.85%	7.00%	0	0.00%
JS	6.15% – LIBOR	5.870%	0.00%	6.15%	0	6.15%
KF	LIBOR + 1.15%	1.430%	1.15%	7.00%	0	0.00%
KS	5.85% – LIBOR	5.570%	0.00%	5.85%	0	5.85%
LF	LIBOR + 1.20%	1.480%	1.20%	7.00%	0	0.00%
LS	5.80% – LIBOR	5.520%	0.00%	5.80%	0	5.80%
MF	LIBOR + 0.60%	0.880%	0.60%	7.50%	0	0.00%
MS	6.90% – LIBOR	6.620%	0.00%	6.90%	0	6.90%
QF	LIBOR + 0.90%	1.176%	0.90%	7.00%	0	0.00%
QS	6.10% – LIBOR	5.824%	0.00%	6.10%	0	6.10%
SJ	6.05% – LIBOR	5.774%	0.00%	6.05%	0	6.05%
SK	6.00% – LIBOR	5.724%	0.00%	6.00%	0	6.00%
SL	6.15% – LIBOR	5.874%	0.00%	6.15%	0	6.15%
SM	6.20% – LIBOR	5.924%	0.00%	6.20%	0	6.20%
ST	16.66665938% – (LIBOR x 3.33333188)	15.7466597%	0.00%	16.66665938%	19	5.00%
SY	6.15% – LIBOR	5.870%	0.00%	6.15%	0	6.15%
TI	58.99993777% – (LIBOR x 9.99998756)	9.000%	0.00%	9.00%	19	5.90%
UF	LIBOR + 1.00%	1.280%	1.00%	7.00%	0	0.00%
US	6.00% – LIBOR	5.720%	0.00%	6.00%	0	6.00%
VF	LIBOR + 1.05%	1.330%	1.05%	7.00%	0	0.00%
VS	5.95% – LIBOR	5.670%	0.00%	5.95%	0	5.95%
WF	LIBOR + 1.10%	1.380%	1.10%	7.00%	0	0.00%
WS	5.90% – LIBOR	5.620%	0.00%	5.90%	0	5.90%

<u>Class</u>	<u>Interest Rate Formula(1)</u>	<u>Initial Interest Rate(2)</u>	<u>Minimum Rate</u>	<u>Maximum Rate</u>	<u>Delay (in days)</u>	<u>LIBOR for Minimum Interest Rate</u>
XF	LIBOR + 0.70%	0.980%	0.70%	7.50%	0	0.00%
XS	6.80% – LIBOR	6.520%	0.00%	6.80%	0	6.80%

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

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

SECURITY GROUP 1

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

1. Sequentially, to AW, BG, BH, BJ, BK, BL, BM, BN, BO, BP, BQ, BY and CW, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
2. Concurrently, as follows:
 - a. 86.0762501671% in the following order of priority:
 - i. Sequentially, to WH and WJ, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
 - ii. Sequentially, to WA, WB and WC, in that order, until retired
 - iii. Sequentially, to WH and WJ, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired
 - b. 13.9237498329% in the following order of priority:
 - i. Sequentially, to YA and YB, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
 - ii. Sequentially, to YC, YD and YE, in that order, until retired
 - iii. Sequentially, to YA and YB, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired
3. Sequentially, to AW, BG, BH, BJ, BK, BL, BM, BN, BO, BP, BQ, BY and CW, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

SECURITY GROUP 2

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

1. Sequentially, to UH, UJ and UC, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
2. Concurrently, as follows:
 - a. 97.0460091170% concurrently, to TA, TC and YG, pro rata, until retired

- b. 2.9539908830% sequentially, to YJ and YK, in that order, until retired
3. Concurrently, as follows:
 - a. 69.1425685188% concurrently, to FA, ST, TB and TI, pro rata, until retired
 - b. 30.8574314812% sequentially, to TJ and TK, in that order, until retired
4. Sequentially, to UH, UJ, and UC, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

SECURITY GROUP 3

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

- The Z Accrual Amount, sequentially, to V and Z, in that order, until retired
- The Group 3 Principal Distribution Amount, sequentially, to BA, BC, V and Z, in that order, until retired

SECURITY GROUP 4

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

1. To the Group 4 PAC Classes, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:
 - a. Concurrently, to BF, EJ, EM and XF, pro rata, until retired
 - b. To EB, until retired
2. To EZ, until retired
3. To the Group 4 PAC Classes, in the same order and priority described in step 1. above, but without regard to their Aggregate Scheduled Principal Balance, until retired

SECURITY GROUP 5

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

1. To the Group 5 PAC Classes, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:
 - a. Concurrently, to LG and LH, pro rata, until retired
 - b. To LC, until retired
2. To LZ, until reduced to its Scheduled Principal Balance for that Distribution Date
3. To MZ, until retired
4. To LZ, without regard to its Scheduled Principal Balance, until retired
5. To the Group 5 PAC Classes, in the same order and priority described in step 1. above, but without regard to their Aggregate Scheduled Principal Balance, until retired

SECURITY GROUP 6

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

1. Concurrently, to MC and MD, pro rata, until retired
2. To MB, until retired

SECURITY GROUP 7

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

- The AZ and BZ Accrual Amounts in the following order of priority:
 1. To the Group 7 PAC Classes, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:
 - a. Concurrently, to FY, HQ and MF, pro rata, until retired
 - b. To HT, until retired
 2. To AZ, until reduced to its Scheduled Principal Balance for that Distribution Date
 3. To BZ, until retired
 4. To AZ, without regard to its Scheduled Principal Balance, until retired
- The Group 7 Principal Distribution Amount, concurrently, as follows:
 1. 33.3333332609% to LF, until retired
 2. 66.6666667391% in the following order of priority:
 - a. To the Group 7 PAC Classes, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:
 - i. Concurrently, to FY, HQ and MF, pro rata, until retired
 - ii. To HT, until retired
 - b. To AZ, until reduced to its Scheduled Principal Balance for that Distribution Date
 - c. To BZ, until retired
 - d. To AZ, without regard to its Scheduled Principal Balance, until retired
 - e. To the Group 7 PAC Classes, in the same order and priority described in step 1. above, but without regard to their Aggregate Scheduled Principal Balance, until retired

SECURITY GROUP 8

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

1. To the Group 8 PAC Classes, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:
 - a. Concurrently, to CA, CD and CE, pro rata, until retired
 - b. To TH, until retired
2. To ZT, until reduced to its Scheduled Principal Balance for that Distribution Date
3. To ZX, until retired
4. To ZT, without regard to its Scheduled Principal Balance, until retired

5. To the Group 8 PAC Classes, in the same order and priority described in step 1. above, but without regard to their Aggregate Scheduled Principal Balance, until retired

SECURITY GROUP 9

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

1. Sequentially, to NK, NL and NH, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
2. Concurrently, as follows:
 - a. 76.9230769231% in the following order of priority:
 - i. Concurrently, to NA, NC and ND, pro rata, until retired
 - ii. To NB, until retired
 - b. 23.0769230769% sequentially, to HG, HJ and HD, in that order, until retired
3. Sequentially, to NK, NL and NH, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

SECURITY GROUP 10

The Group 10 Principal Distribution Amount and the DZ and GZ Accrual Amounts will be allocated in the following order of priority:

1. To the Group 10 PAC Classes, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:
 - a. Concurrently, to FK, QA and QM, pro rata, until retired
 - b. To QB, until retired
2. To DZ, until reduced to its Scheduled Principal Balance for that Distribution Date
3. To GZ, until retired
4. To DZ, without regard to its Scheduled Principal Balance, until retired
5. To the Group 10 PAC Classes, in the same order and priority described in step 1. above, but without regard to their Aggregate Scheduled Principal Balance, until retired

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

<u>Class</u>	<u>Structuring Ranges or Rates</u>
PAC I Classes	
AW, BG, BH, BJ, BK, BL, BM, BN, BO, BP, BQ, BY and CW (in the aggregate)	100% PSA through 250% PSA
PAC II Classes	
WH and WJ (in the aggregate)	128% PSA through 250% PSA
YA and YB (in the aggregate)	123% PSA through 200% PSA
PAC Classes	
BF, EB, EJ, EM and XF (in the aggregate)	350% PSA through 450% PSA
CA, CD, CE and TH (in the aggregate)	250% PSA through 750% PSA
FK, QA, QB and QM (in the aggregate)	400% PSA through 550% PSA
FY, HQ, HT and MF (in the aggregate)	330% PSA through 540% PSA
LC, LG and LH (in the aggregate)	275% PSA through 750% PSA
NH, NK and NL (in the aggregate)	120% PSA through 250% PSA
UC, UH and UJ (in the aggregate)	120% PSA through 250% PSA
TAC Classes	
AZ	550% PSA
DZ	550% PSA
LZ	760% PSA
ZT	760% PSA

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

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

<u>Class</u>	<u>Original Class Notional Balance</u>	<u>Represents Approximately</u>
AI	\$106,611,687	45.4545454545% of BA and BC (in the aggregate) (SEQ Classes)
BS	100,000,000	100% of BF (PAC/AD Class)
CI	\$ 33,750,000	62.5% of CA (PAC/AD Class)
	20,416,667	58.3333333333% of CD (PAC/AD Class)
	<u>20,583,333</u>	54.1666666667% of CE (PAC/AD Class)
	<u>\$ 74,750,000</u>	

<u>Class</u>	<u>Original Class Notional Balance</u>	<u>Represents Approximately</u>
EI	\$ 38,181,818	18.1818181818% of EJ (PAC/AD Class)
GS	153,333,333	100% of LF (PT Class)
HI	34,506,074	22.2222222222% of HQ (PAC/AD Class)
HS	153,333,333	100% of LF (PT Class)
IM	186,666,666	40% of MC and MD (in the aggregate) (SEQ Classes)
IN	75,672,536	40% of NK and NL (in the aggregate) (PAC Classes)
IU	90,504,769	40% of UH (PAC Class)
JS	153,333,333	100% of LF (PT Class)
KI	103,549,486	45.4545454545% of BA (SEQ Class)
KS	153,333,333	100% of LF (PT Class)
LI	\$ 21,875,000	62.5% of LG (PAC/AD Class)
	<u>12,833,333</u>	58.3333333333% of LH (PAC/AD Class)
	<u>\$ 34,708,333</u>	
LS	\$153,333,333	100% of LF (PT Class)
MI	93,333,333	40% of MD (SEQ Class)
MS	51,388,667	100% of MF (PAC/AD Class)
NI	65,214,579	40% of NK (PAC Class)
PI	80,000,000	40% of AW (PAC I Class)
QS	106,666,666	100% of FK (PAC/AD Class)
SJ	106,666,666	100% of FK (PAC/AD Class)
SK	106,666,666	100% of FK (PAC/AD Class)
SL	106,666,666	100% of FK (PAC/AD Class)
SM	106,666,666	100% of FK (PAC/AD Class)
SY	35,000,000	100% of FY (PAC/AD Class)
UI	105,092,259	40% of UH and UJ (in the aggregate) (PAC Classes)
US	153,333,333	100% of LF (PT Class)
VS	153,333,333	100% of LF (PT Class)
WI	10,166,765	20% of CW (PAC I Class)
WS	153,333,333	100% of LF (PT Class)
XS	95,000,000	100% of XF (PAC/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.



\$2,069,909,629

**Government National
Mortgage Association**

GINNIE MAE[®]

**Guaranteed REMIC
Pass-Through Securities
and MX Securities
Ginnie Mae REMIC Trust 2009-076**

OFFERING CIRCULAR SUPPLEMENT
September 23, 2009

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