



\$781,635,363

**Government National Mortgage Association
GINNIE MAE®**

**Guaranteed REMIC Pass-Through Securities
and MX Securities
Ginnie Mae REMIC Trust 2009-083**

The Securities

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

The Ginnie Mae Guaranty

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

The Trust and its Assets

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

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						
E(1)	\$ 8,626,000	4.00%	PAC/AD	FIX	38376CAA7	August 2039
Q(1)	41,374,000	4.00	PAC/AD	FIX	38376CAB5	August 2039
TF	100,000,000	(5)	PAC/AD	FLT	38376CAC3	August 2039
TS	100,000,000	(5)	NTL (PAC/AD)	INV/IO	38376CAD1	August 2039
TZ(1)	222,000	6.00	PAC/AD	FIX/Z	38376CAE9	September 2039
ZQ(1)	18,531,968	6.00	SUP	FIX/Z	38376CAF6	September 2039
Security Group 2						
EB(1)	44,055,070	4.50	SEQ	FIX	38376CAG4	September 2039
MA(1)	50,103,005	4.50	SEQ	FIX	38376CAH2	October 2026
NA(1)	47,307,052	4.50	SEQ	FIX	38376CAJ8	September 2034
Security Group 3						
D(1)	154,782,000	5.00	PAC I	FIX	38376CAK5	October 2032
JA	29,600,000	5.00	SUP	FIX	38376CAL3	January 2039
JB	9,699,000	5.00	SUP	FIX	38376CAM1	May 2039
JC	12,921,000	5.00	SUP	FIX	38376CAN9	September 2039
JD	13,011,000	5.00	PAC II	FIX	38376CAP4	September 2039
JE	28,500,000	4.50	SUP	FIX	38376CAQ2	January 2039
JF	3,750,000	(5)	SUP	FLT	38376CAR0	January 2039
JG	3,500,000	5.50	SUP	FIX	38376CAS8	January 2039
JH	1,000,000	7.00	SUP	FIX	38376CAT6	January 2039
JK	2,000,000	6.50	SUP	FIX	38376CAU3	January 2039
JS	1,250,000	(5)	SUP	INV	38376CAV1	January 2039
KM(1)	35,922,000	5.00	PAC I	FIX	38376CAW9	September 2039
L(1)	59,031,000	5.00	PAC I	FIX	38376CAX7	April 2035
M(1)	52,554,000	5.00	PAC I	FIX	38376CAY5	April 2037
N(1)	42,480,000	5.00	PAC I	FIX	38376CAZ2	August 2038
Security Group 4						
AK(1)	21,416,268	4.25	SC/PT	FIX	38376CBA6	October 2022
Residual						
RR	0	0.00	NPR	NPR	38376CBB4	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 the 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 the Notional Class will be reduced is indicated in parentheses.
- (4) See "Yield, Maturity and Prepayment Considerations — Final Distribution Date" in this Supplement.
- (5) See "Terms Sheet — Interest Rates" in this Supplement.

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

See "Risk Factors" beginning on page S-7 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 29, 2009.

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

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

JPMorgan

Loop Capital Markets LLC

The date of this Offering Circular Supplement is September 22, 2009.

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 4 securities, the disclosure document relating to the Underlying Certificate (the “Underlying Certificate Disclosure Document”).

The Base Offering Circular and the Underlying Certificate Disclosure Document 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.

TABLE OF CONTENTS

	<u>Page</u>		<u>Page</u>
Terms Sheet	S-3	Plan of Distribution	S-32
Risk Factors	S-7	Increase in Size	S-32
The Trust Assets	S-9	Legal Matters	S-32
Ginnie Mae Guaranty	S-10	Schedule I: Available Combinations	S-I-1
Description of the Securities	S-10	Schedule II: Scheduled Principal	
Yield, Maturity and Prepayment		Balances	S-II-1
Considerations	S-14	Exhibit A: Underlying Certificate	A-1
Certain Federal Income Tax		Exhibit B: Cover Page and Terms Sheet	
Consequences	S-29	from Underlying Certificate	
ERISA Matters	S-31	Disclosure Document	B-1
Legal Investment Considerations	S-31		

TERMS SHEET

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

Sponsor: J.P. Morgan Securities Inc.

Co-Sponsor: Loop Capital Markets LLC

Trustee: Wells Fargo Bank, N.A.

Tax Administrator: The Trustee

Closing Date: September 29, 2009

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

Trust Assets:

<u>Trust Asset Group</u>	<u>Trust Asset Type</u>	<u>Certificate Rate</u>	<u>Original Term To Maturity (in years)</u>
1	Ginnie Mae II	6.0%	30
2	Ginnie Mae II	4.5%	30
3	Ginnie Mae II	5.0%	30
4	Underlying Certificate	(1)	(1)

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

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

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

<u>Principal Balance²</u>	<u>Weighted Average Remaining Term to Maturity (in months)</u>	<u>Weighted Average Loan Age (in months)</u>	<u>Weighted Average Mortgage Rate³</u>
Group 1 Trust Assets \$168,753,968	349	11	6.499%
Group 2 Trust Assets \$141,465,127	354	6	4.900%
Group 3 Trust Assets \$450,000,000	357	2	5.350%

¹ As of September 1, 2009.

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

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

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

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

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

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

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

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

<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>
JF	LIBOR + 1.40%	1.665%	1.4%	7.0%	0	0.0%
JS	21.80% – (LIBOR × 3)	21.005%	5.0%	21.8%	0	5.6%
TF	LIBOR + 0.90%	1.17%	0.9%	7.0%	0	0.0%
TS	6.10% – LIBOR	5.83%	0.0%	6.1%	0	6.1%

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

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

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

SECURITY GROUP 1

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

- The TZ Accrual Amount in the following order of priority:
 1. Concurrently:
 - a. 33.3333333333% in the following order of priority
 - i. To Q, until reduced to its Scheduled Principal Balance for that Distribution Date

- ii. To E, until retired
 - iii. To Q, without regard to its Scheduled Principal Balance, until retired
 - b. 66.666666667% to TF, until retired
- 2. To TZ, until retired
- The Group 1 Principal Distribution Amount and ZQ Accrual Amount in the following order of priority:
 - 1. To the Group 1 PAC Classes, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, allocated in the following order of priority:
 - a. Concurrently,
 - i. 33.333333333% in the following order of priority
 - (a) To Q, until reduced to its Scheduled Principal Balance for that Distribution Date
 - (b) To E, until retired
 - (c) To Q, without regard to its Scheduled Principal Balance, until retired
 - ii. 66.666666667% to TF, until retired
 - b. To TZ, until retired
 - 2. To ZQ, until retired
 - 3. To the Group 1 PAC Classes, in the same order and priority described in step 1, but without regard to their Aggregate Scheduled Principal Balance, until retired

SECURITY GROUP 2

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

SECURITY GROUP 3

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

- 1. Sequentially, to D, L, M, N and KM, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
- 2. To JD, until reduced to its Scheduled Principal Balance for that Distribution Date
- 3. Concurrently, to JA, JE, JF, JG, JH, JK and JS, pro rata, until retired
- 4. Sequentially, to JB and JC, in that order, until retired
- 5. To JD, without regard to its Scheduled Principal Balance, until retired
- 6. Sequentially, to D, L, M, N and KM, 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 to AK, until retired

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

<u>Class</u>	<u>Structuring Ranges</u>
PAC Classes	
E, Q, TF and TZ (in the aggregate)	300% PSA through 400% PSA
Q	170% PSA through 400% PSA
PAC I Classes	
D, KM, L, M and N (in the aggregate)	120% PSA through 250% PSA
PAC II Class	
JD	133% PSA through 250% PSA

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

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

<u>Class</u>	<u>Original Class Notional Balance</u>	<u>Represents Approximately</u>
AI. . . .	\$ 9,637,320	45% of AK (SC/PT Class)
DI . . .	92,869,200	60% of D (PAC I Class)
EI. . . .	54,116,698	55.5555555556% of MA and NA (in the aggregate) (SEQ Classes)
GI . . .	128,287,800	60% of D and L (in the aggregate)(PAC I Classes)
HI . . .	159,820,200	60% of D, L and M (in the aggregate)(PAC I Classes)
IE. . . .	5,750,666	66.6666666667% of E (PAC/AD Class)
IL. . . .	11,806,200	20% of L (PAC I Class)
IM . . .	10,510,800	20% of M (PAC I Class)
IN. . . .	8,496,000	20% of N (PAC I Class)
IP. . . .	33,333,333	66.6666666667% of E and Q (in the aggregate)(PAC/AD Classes)
IQ . . .	27,582,666	66.6666666667% of Q (PAC/AD Class)
IW . . .	30,813,000	20% of L, M and N (in the aggregate)(PAC I Classes)
IY. . . .	19,006,800	20% of M and N (in the aggregate)(PAC I Classes)
KI. . . .	185,308,200	60% of D, L, M and N (in the aggregate)(PAC I Classes)
MI . . .	27,835,002	55.5555555556% of MA (SEQ Class)
TS . . .	100,000,000	100% of TF (PAC/AD Class)
UI. . . .	22,317,000	20% of L and M (in the aggregate)(PAC I Classes)

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

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

RISK FACTORS

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

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

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

- you bought your securities at a premium (interest only securities, for example) and principal payments are faster than you expected, or
- you bought your securities at a discount (principal only securities, for example) and principal payments are slower than you expected.

In addition, if your securities are interest only securities or securities purchased at a significant premium, you could lose money on your investment if prepayments occur at a rapid rate.

Under certain circumstances, a Ginnie Mae issuer has the right to repurchase a defaulted mortgage loan from the related pool of mortgage loans underlying a particular Ginnie Mae MBS Certificate, the effect of which would be comparable to a prepayment of such mortgage loan. At its option and without Ginnie Mae's prior consent, a Ginnie Mae issuer may repurchase any mortgage loan at an amount equal to or less than any amounts previously advanced by such issuer in connection with its responsibilities as servicer of such mortgage loan to the extent that (i) in the case of

a mortgage loan included in a pool of mortgage loans underlying a Ginnie Mae MBS Certificate issued on or before December 1, 2002, such mortgage loan has been delinquent for four consecutive months, and at least one delinquent payment remains uncured or (ii) in the case of a mortgage loan included in a pool of mortgage loans underlying a Ginnie Mae MBS Certificate issued on or after January 1, 2003, no payment has been made on such mortgage loan for three consecutive months. Any such repurchase will result in prepayment of the principal balance or reduction in the notional balance of the securities ultimately backed by such mortgage loan. No assurances can be given as to the timing or frequency of any such repurchases.

The level of LIBOR will affect the yields on floating rate and inverse floating rate securities. If LIBOR performs differently from what you expect, the yield on your securities may be lower than you expect. Lower levels of LIBOR will generally reduce the yield on floating rate securities; higher levels of LIBOR will generally reduce the yield on inverse floating rate securities. You should bear in mind that the timing of changes in the level of LIBOR may affect your yield: generally, the earlier a change, the greater the effect on your yield. It is doubtful that LIBOR will remain constant.

An investment in the securities is subject to significant reinvestment risk. The rate of principal payments on your securities is uncertain. You may be unable to reinvest the payments on your securities at the same returns provided by the securities. Lower prevailing interest rates may result in an unexpected return of principal. In that interest rate climate, higher yielding reinvestment opportunities may be limited. Conversely, higher prevailing interest rates may result in slower returns of principal and you may not be able to take advantage of higher yielding investment opportunities. The final payment on your security may occur much earlier than the final distribution date.

Support securities will be more sensitive to rates of principal payments than other securities. If principal prepayments result in principal distributions on any distribution date equal to or less than the amount needed to produce scheduled payments on the PAC 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 certificate will directly affect the rate of principal payments on the group 4 securities. The underlying certificate will be sensitive to

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

This supplement contains no information as to whether the underlying certificate has performed as originally anticipated. Additional information as to the underlying certificate may be obtained by performing an analysis of current principal factors of the underlying certificates in light of applicable information contained in the underlying certificate disclosure document.

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

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

concentrated in certain geographic areas, which may experience relatively higher rates of defaults in the event of adverse economic conditions. No assurances can be given about the prepayment experience or performance of the higher balance mortgage loans.

The securities may not be a suitable investment for you. The securities, especially the group 4 securities and, in particular, the support, interest only, principal only, inverse floating rate, accrual and residual classes, are not suitable investments for all investors.

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

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

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

The residual securities may experience significant adverse tax timing consequences. Accordingly, you are urged to consult tax advisors and to consider the after-tax effect of ownership of a residual security and the suitability of the residual securities to your investment objectives. See “*Certain Federal Income Tax Consequences*” in this supplement and in the base offering circular.

You are encouraged to consult advisors regarding the financial, legal, tax and other aspects of an investment in the securities. You should not purchase the securities of any class unless you understand and are able to bear the prepayment, yield, liquidity and market risks associated with that class.

The actual characteristics of the underlying mortgage loans will affect the weighted average lives and yields of your securities.

The yield and decrement tables in this supplement are based on assumed characteristics which are likely to be different from the actual characteristics. As a result, the yields on your securities could be lower than you expected, even if the

mortgage loans prepay at the constant prepayment rates set forth in the applicable table.

It is highly unlikely that the underlying mortgage loans will prepay at any of the prepayment rates assumed in this supplement, or at any constant prepayment rate.

THE TRUST ASSETS

General

The Sponsor intends to acquire the Trust Assets in privately negotiated transactions prior to the Closing Date and to sell them to the Trust according to the terms of a Trust Agreement between the Sponsor and the Trustee. The Sponsor will make certain representations and warranties with respect to the Trust Assets. All Trust Assets, regardless of whether the assets consist of Trust MBS or the Underlying Certificate, will evidence, directly or indirectly, Ginnie Mae Certificates.

The Trust MBS (Groups 1, 2 and 3)

The Trust MBS are either:

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

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

The Underlying Certificate (Group 4)

The Group 4 Trust Assets consist of an Underlying Certificate that represents beneficial ownership interests in a separate trust, the assets of which evidence direct or indirect beneficial ownership interests in certain Ginnie Mae Certificates. The Underlying Certificate constitutes a portion of a class of a Series of certificates described in the Underlying Certificate Disclosure Document, excerpts of which are attached as Exhibit B to this Supplement. The 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 the 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.*

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

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

The Mortgage Loans

The Mortgage Loans underlying the Group 1, 2 and 3 Trust Assets are expected to have, on a weighted average basis, the characteristics set forth in the Terms Sheet under “Assumed Characteristics of the Mortgage Loans Underlying the Group 1, 2 and 3 Trust Assets” and the general characteristics described in the Base Offering Circular. The Mortgage Loans underlying the Underlying Certificate are expected to have, on a weighted average basis, the characteristics set forth in Exhibit A to this Supplement. The Mortgage Loans will consist of first lien, single-family, fixed rate, residential mortgage loans that are insured or guaranteed by the Federal Housing Administration, the United States Department of Veterans Affairs, Rural Development (formerly the Rural Housing Service) or the United States Department of Housing and Urban Development (“HUD”). See *“The Ginnie Mae Certificates — General” in the Base Offering Circular.*

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

The Trustee Fee

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

GINNIE MAE GUARANTY

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

DESCRIPTION OF THE SECURITIES

General

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

Form of Securities

Each Class of Securities other than the Residual Securities initially will be issued and maintained, and may be transferred only on the Fedwire Book-Entry System. Beneficial Owners of Book-Entry Securities will ordinarily hold these Securities through one or more financial intermediaries, such as

banks, brokerage firms and securities clearing organizations that are eligible to maintain book-entry accounts on the Fedwire Book-Entry System. By request accompanied by the payment of a transfer fee of \$25,000 per Certificated Security to be issued, a Beneficial Owner may receive a Regular Security in certificated form.

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

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

Distributions

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

Interest Distributions

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

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

Categories of Classes

For purposes of interest distributions, the Classes will be categorized as shown under “Interest Type” on the front cover of this Supplement and on Schedule I to this Supplement. The abbreviations used on the front cover 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
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

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

Principal Distributions

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

Categories of Classes

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, other than in the case of Combinations 1, 7 and 18, 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.

Other than in the case of Combinations 1, 7 and 18, 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 2009-083. 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 4 Securities are urged to review the discussion under "Risk Factors — *The rate of principal payments on the underlying certificate will directly affect the rate of principal payments on the group 4 securities*" in this Supplement.

Accretion Directed Classes

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

Each Accretion Directed Class 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 they are entitled to receive payments from the related Accrual Amounts, they do not have principal payment stability through any prepayment rate significantly higher than 0% PSA, except through their structuring ranges.

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>
E, Q, TF and TZ (in the aggregate)	300% PSA through 400% PSA
Q	170% PSA through 400% PSA
PAC I Classes	
D, KM, L, M and N (in the aggregate)	120% PSA through 250% PSA
PAC II Class	
JD.	133% PSA through 250% PSA

- The principal payment stability of the PAC (other than Class Q) and PAC II Classes will be supported by the related Support Classes.
- The principal payment stability of the PAC I Classes will be supported by the PAC II Class and related Support Classes.
- The principal payment stability of Class Q will be supported by Class E and the related Support Class.

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

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

Moreover, the related Mortgage Loans will not prepay at any *constant* rate. Non-constant prepayment rates can cause any PAC 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 Certificate, the priorities of distributions on the Underlying Certificate and the following assumptions (the “Modeling Assumptions”), among others:

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

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

3. Distributions on the Group 4 Securities are always received on the 16th day of the month, and distributions on the Group 1, 2 and 3 Securities are always received on the 20th 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 Trust does not occur.

5. The Closing Date for the Securities is September 29, 2009.

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

7. Distributions on the Underlying Certificate are made as described in the Underlying Certificate Disclosure Document.

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

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

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

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

Decrement Tables

Prepayments of mortgage loans are commonly measured by a prepayment standard or model. The model used in this Supplement, Prepayment Speed Assumption (“PSA”), is the standard prepayment

assumption model of The Securities Industry and Financial Markets Association. PSA represents an assumed rate of prepayment each month relative to the then outstanding principal balance of the Mortgage Loans to which the model is applied. See “*Yield, Maturity and Prepayment Considerations — Standard Prepayment Assumption Models*” in the Base Offering Circular.

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

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

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

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

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

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

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

Distribution Date	Security Group 1 PSA Prepayment Assumption Rates														
	Classes AE, BE, CE, DE, E, GE, HE, IE, LE, ME, NE, OE, UE, WE and XE					Classes AP, BP, CP, DP, GP, HP, IP, LP, MP, NP, OP, P, TF, TS, UP, WP and XP					Classes AQ, BQ, CQ, DQ, GQ, HQ, IQ, LQ, MQ, NQ, OQ, Q, UQ, WQ and XQ				
	0%	300%	369%	400%	800%	0%	300%	369%	400%	800%	0%	300%	369%	400%	800%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
September 2010	100	75	75	75	33	98	87	87	87	80	98	89	89	89	89
September 2011	100	41	41	41	0	96	69	69	69	43	95	75	75	75	52
September 2012	100	17	17	17	0	94	53	53	53	22	93	61	61	61	26
September 2013	100	4	4	4	0	92	41	41	41	11	90	48	48	48	13
September 2014	100	0	0	0	0	90	30	30	30	6	87	37	37	37	7
September 2015	100	0	0	0	0	87	23	23	23	3	84	27	27	27	3
September 2016	100	0	0	0	0	84	17	17	17	1	81	20	20	20	2
September 2017	100	0	0	0	0	81	12	12	12	1	78	15	15	15	1
September 2018	100	0	0	0	0	78	9	9	9	0	74	11	11	11	0
September 2019	100	0	0	0	0	75	7	7	7	0	70	8	8	8	0
September 2020	100	0	0	0	0	71	5	5	5	0	65	6	6	6	0
September 2021	100	0	0	0	0	67	3	3	3	0	61	4	4	4	0
September 2022	100	0	0	0	0	63	2	2	2	0	56	3	3	3	0
September 2023	100	0	0	0	0	59	2	2	2	0	50	2	2	2	0
September 2024	100	0	0	0	0	54	1	1	1	0	45	1	1	1	0
September 2025	100	0	0	0	0	49	1	1	1	0	38	1	1	1	0
September 2026	100	0	0	0	0	44	0	0	0	0	32	0	0	0	0
September 2027	100	0	0	0	0	38	0	0	0	0	25	0	0	0	0
September 2028	100	0	0	0	0	32	0	0	0	0	17	0	0	0	0
September 2029	100	0	0	0	0	25	0	0	0	0	9	0	0	0	0
September 2030	100	0	0	0	0	18	0	0	0	0	1	0	0	0	0
September 2031	58	0	0	0	0	10	0	0	0	0	0	0	0	0	0
September 2032	10	0	0	0	0	2	0	0	0	0	0	0	0	0	0
September 2033	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
September 2034	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
September 2035	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
September 2036	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
September 2037	0	0	0	0	0	0	0	0	0	0	0	0	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)	22.2	1.9	1.9	1.9	0.9	14.6	4.1	4.1	4.1	2.2	13.0	4.6	4.6	4.6	2.4

Distribution Date	PSA Prepayment Assumption Rates														
	Class GZ					Class TZ					Class ZQ				
	0%	300%	369%	400%	800%	0%	300%	369%	400%	800%	0%	300%	369%	400%	800%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
September 2010	106	101	79	69	1	106	106	106	106	106	106	100	79	69	0
September 2011	113	101	53	32	1	113	113	113	113	113	113	100	52	31	0
September 2012	120	101	38	11	1	120	120	120	120	120	120	100	37	10	0
September 2013	127	101	31	2	2	127	127	127	127	127	127	100	30	1	0
September 2014	135	100	29	2	2	135	135	135	135	135	135	100	28	0	0
September 2015	143	96	27	2	2	143	143	143	143	143	143	95	26	0	0
September 2016	152	88	25	2	2	152	152	152	152	152	152	87	23	0	0
September 2017	161	79	22	2	2	161	161	161	161	161	161	78	20	0	0
September 2018	171	70	19	2	2	171	171	171	171	171	171	69	17	0	0
September 2019	182	61	16	2	2	182	182	182	182	134	182	59	14	0	0
September 2020	193	52	14	2	1	193	193	193	193	68	193	51	12	0	0
September 2021	205	45	12	2	0	205	205	205	205	34	205	43	10	0	0
September 2022	218	38	10	3	0	218	218	218	218	17	218	36	8	0	0
September 2023	231	32	9	3	0	231	231	231	231	9	231	29	6	0	0
September 2024	245	27	8	3	0	245	245	245	245	4	245	24	5	0	0
September 2025	261	22	7	3	0	261	261	261	261	2	261	20	4	0	0
September 2026	277	19	6	3	0	277	277	277	277	1	277	16	3	0	0
September 2027	294	16	6	3	0	294	294	294	294	1	294	13	2	0	0
September 2028	312	13	5	3	0	312	269	269	269	0	312	10	2	0	0
September 2029	331	10	4	2	0	331	190	190	190	0	331	8	1	0	0
September 2030	351	7	3	2	0	351	132	132	132	0	351	6	1	0	0
September 2031	373	5	2	1	0	373	90	90	90	0	373	4	1	0	0
September 2032	396	4	1	1	0	396	61	61	61	0	396	3	1	0	0
September 2033	364	3	1	0	0	40	40	40	40	0	368	2	0	0	0
September 2034	314	2	1	0	0	25	25	25	25	0	317	2	0	0	0
September 2035	260	1	0	0	0	15	15	15	15	0	263	1	0	0	0
September 2036	202	1	0	0	0	8	8	8	8	0	205	1	0	0	0
September 2037	140	0	0	0	0	3	3	3	3	0	141	0	0	0	0
September 2038	73	0	0	0	0	0	0	0	0	0	73	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)	26.9	12.4	4.8	2.3	0.6	23.5	21.3	21.3	21.3	11.1	26.9	12.0	4.3	1.6	0.4

**Security Group 2
PSA Prepayment Assumption Rates**

Distribution Date	Classes EA, EC, ED, EG, EH, EI, EJ, EK, EM, EN, EQ and EU					Class EB					Classes MA, MG, MH, MI, MJ, MK, ML, MN, MU, MW, MX and MY					Class MD					
	0%	100%	250%	375%	500%	0%	100%	250%	375%	500%	0%	100%	250%	375%	500%	0%	100%	250%	375%	500%	
	Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
September 2010	98	94	89	84	80	100	100	100	100	100	97	89	78	69	61	100	100	100	100	100	100
September 2011	96	85	70	59	47	100	100	100	100	100	93	71	42	20	0	100	100	100	100	99	99
September 2012	94	75	51	34	19	100	100	100	100	100	89	52	5	0	0	100	100	100	84	68	68
September 2013	92	66	35	15	0	100	100	100	100	97	85	34	0	0	0	100	100	86	64	47	47
September 2014	90	57	22	0	0	100	100	100	100	66	80	16	0	0	0	100	100	71	49	32	32
September 2015	88	49	11	0	0	100	100	100	77	45	76	0	0	0	0	100	100	59	37	22	22
September 2016	85	41	1	0	0	100	100	100	58	31	71	0	0	0	0	100	92	49	28	15	15
September 2017	82	34	0	0	0	100	100	85	44	21	65	0	0	0	0	100	84	41	21	10	10
September 2018	79	27	0	0	0	100	100	70	33	14	60	0	0	0	0	100	77	34	16	7	7
September 2019	76	21	0	0	0	100	100	58	25	10	54	0	0	0	0	100	70	28	12	5	5
September 2020	73	15	0	0	0	100	100	48	19	7	48	0	0	0	0	100	64	23	9	3	3
September 2021	70	9	0	0	0	100	100	39	14	5	41	0	0	0	0	100	58	19	7	2	2
September 2022	66	4	0	0	0	100	100	32	10	3	34	0	0	0	0	100	53	15	5	1	1
September 2023	62	0	0	0	0	100	99	26	8	2	26	0	0	0	0	100	48	13	4	1	1
September 2024	58	0	0	0	0	100	89	21	6	1	18	0	0	0	0	100	43	10	3	1	1
September 2025	54	0	0	0	0	100	79	17	4	1	10	0	0	0	0	100	38	8	2	0	0
September 2026	49	0	0	0	0	100	70	14	3	1	1	0	0	0	0	100	34	7	1	0	0
September 2027	44	0	0	0	0	100	62	11	2	0	0	0	0	0	0	95	30	5	1	0	0
September 2028	39	0	0	0	0	100	55	9	2	0	0	0	0	0	0	90	26	4	1	0	0
September 2029	33	0	0	0	0	100	48	7	1	0	0	0	0	0	0	84	23	3	1	0	0
September 2030	27	0	0	0	0	100	41	5	1	0	0	0	0	0	0	77	20	3	0	0	0
September 2031	21	0	0	0	0	100	35	4	1	0	0	0	0	0	0	71	17	2	0	0	0
September 2032	14	0	0	0	0	100	29	3	0	0	0	0	0	0	0	64	14	1	0	0	0
September 2033	7	0	0	0	0	100	24	2	0	0	0	0	0	0	0	56	11	1	0	0	0
September 2034	0	0	0	0	0	100	19	2	0	0	0	0	0	0	0	48	9	1	0	0	0
September 2035	0	0	0	0	0	82	14	1	0	0	0	0	0	0	0	40	7	1	0	0	0
September 2036	0	0	0	0	0	63	10	1	0	0	0	0	0	0	0	31	5	0	0	0	0
September 2037	0	0	0	0	0	43	6	0	0	0	0	0	0	0	0	21	3	0	0	0	0
September 2038	0	0	0	0	0	22	2	0	0	0	0	0	0	0	0	11	1	0	0	0	0
September 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	15.5	6.3	3.3	2.4	2.0	27.6	20.3	12.1	8.6	6.6	10.0	3.1	1.8	1.4	1.2	24.4	14.8	8.4	6.0	4.6	4.6

PSA Prepayment Assumption Rates

Distribution Date	Class NA				
	0%	100%	250%	375%	500%
Initial Percent	100	100	100	100	100
September 2010	100	100	100	100	100
September 2011	100	100	100	100	98
September 2012	100	100	100	70	38
September 2013	100	100	73	31	0
September 2014	100	100	45	1	0
September 2015	100	100	22	0	0
September 2016	100	85	2	0	0
September 2017	100	70	0	0	0
September 2018	100	56	0	0	0
September 2019	100	43	0	0	0
September 2020	100	31	0	0	0
September 2021	100	19	0	0	0
September 2022	100	9	0	0	0
September 2023	100	0	0	0	0
September 2024	100	0	0	0	0
September 2025	100	0	0	0	0
September 2026	100	0	0	0	0
September 2027	91	0	0	0	0
September 2028	80	0	0	0	0
September 2029	68	0	0	0	0
September 2030	56	0	0	0	0
September 2031	43	0	0	0	0
September 2032	30	0	0	0	0
September 2033	15	0	0	0	0
September 2034	0	0	0	0	0
September 2035	0	0	0	0	0
September 2036	0	0	0	0	0
September 2037	0	0	0	0	0
September 2038	0	0	0	0	0
September 2039	0	0	0	0	0
Weighted Average Life (years)	21.4	9.6	4.9	3.6	2.8

**Security Group 3
PSA Prepayment Assumption Rates**

Distribution Date	Classes BL, CL, IL, L, LB and LC					Classes BM, CM, IM, M, MB and MC					Classes BN, CN, IN, N, NB and NC					Classes BU, CU, U, UB, UC and UI					
	0%	120%	219%	250%	500%	0%	120%	219%	250%	500%	0%	120%	219%	250%	500%	0%	120%	219%	250%	500%	
	Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
September 2010	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
September 2011	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
September 2012	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
September 2013	100	100	100	100	35	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	65
September 2014	100	100	100	100	0	100	100	100	100	49	100	100	100	100	100	100	100	100	100	100	23
September 2015	100	76	76	76	0	100	100	100	100	0	100	100	100	100	83	100	87	87	87	87	0
September 2016	100	32	32	32	0	100	100	100	100	0	100	100	100	100	30	100	64	64	64	64	0
September 2017	100	0	0	0	0	100	91	91	91	0	100	100	100	100	0	100	43	43	43	43	0
September 2018	100	0	0	0	0	100	50	50	50	0	100	100	100	100	0	100	23	23	23	23	0
September 2019	100	0	0	0	0	100	15	15	15	0	100	100	100	100	0	100	7	7	7	7	0
September 2020	100	0	0	0	0	100	0	0	0	0	100	83	83	83	0	100	0	0	0	0	0
September 2021	100	0	0	0	0	100	0	0	0	0	100	54	54	54	0	100	0	0	0	0	0
September 2022	100	0	0	0	0	100	0	0	0	0	100	29	29	29	0	100	0	0	0	0	0
September 2023	100	0	0	0	0	100	0	0	0	0	100	8	8	8	0	100	0	0	0	0	0
September 2024	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0	0
September 2025	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0	0
September 2026	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0	0
September 2027	81	0	0	0	0	100	0	0	0	0	100	0	0	0	0	90	0	0	0	0	0
September 2028	53	0	0	0	0	100	0	0	0	0	100	0	0	0	0	75	0	0	0	0	0
September 2029	24	0	0	0	0	100	0	0	0	0	100	0	0	0	0	60	0	0	0	0	0
September 2030	0	0	0	0	0	92	0	0	0	0	100	0	0	0	0	43	0	0	0	0	0
September 2031	0	0	0	0	0	55	0	0	0	0	100	0	0	0	0	26	0	0	0	0	0
September 2032	0	0	0	0	0	15	0	0	0	0	100	0	0	0	0	7	0	0	0	0	0
September 2033	0	0	0	0	0	0	0	0	0	0	66	0	0	0	0	0	0	0	0	0	0
September 2034	0	0	0	0	0	0	0	0	0	0	10	0	0	0	0	0	0	0	0	0	0
September 2035	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
September 2036	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
September 2037	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
September 2038	0	0	0	0	0	0	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	0	0	0	0	0	0
Weighted Average Life (years)	19.1	6.6	6.6	6.6	3.9	22.1	9.1	9.1	9.1	5.0	24.3	12.3	12.3	12.3	6.7	20.5	7.8	7.8	7.8	4.4	

PSA Prepayment Assumption Rates

Distribution Date	Classes BW, CW, IW, W, WB and WC					Classes BY, CY, IY, Y, YB and YC					Classes D, DA, DB, DC, DG, DH, DI, DL, DM, DN, DU, DW, DX and DY					Classes G, GA, GB, GC, GD, GH, GI, GK, GL, GM, GN, GU, GW and GX					
	0%	120%	219%	250%	500%	0%	120%	219%	250%	500%	0%	120%	219%	250%	500%	0%	120%	219%	250%	500%	
	Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
September 2010	100	100	100	100	100	100	100	100	100	100	97	90	90	90	90	98	93	93	93	93	93
September 2011	100	100	100	100	100	100	100	100	100	100	93	72	72	72	72	95	80	80	80	80	80
September 2012	100	100	100	100	100	100	100	100	100	100	90	50	50	50	19	92	64	64	64	64	42
September 2013	100	100	100	100	75	100	100	100	100	100	86	28	28	28	0	90	48	48	48	48	10
September 2014	100	100	100	100	44	100	100	100	100	72	81	9	9	9	0	87	34	34	34	34	0
September 2015	100	91	91	91	23	100	100	100	100	37	77	0	0	0	0	83	21	21	21	21	0
September 2016	100	74	74	74	8	100	100	100	100	14	72	0	0	0	0	80	9	9	9	9	0
September 2017	100	59	59	59	0	100	95	95	95	0	67	0	0	0	0	76	0	0	0	0	0
September 2018	100	45	45	45	0	100	72	72	72	0	62	0	0	0	0	72	0	0	0	0	0
September 2019	100	33	33	33	0	100	53	53	53	0	56	0	0	0	0	68	0	0	0	0	0
September 2020	100	23	23	23	0	100	37	37	37	0	50	0	0	0	0	63	0	0	0	0	0
September 2021	100	15	15	15	0	100	24	24	24	0	43	0	0	0	0	59	0	0	0	0	0
September 2022	100	8	8	8	0	100	13	13	13	0	36	0	0	0	0	54	0	0	0	0	0
September 2023	100	2	2	2	0	100	4	4	4	0	28	0	0	0	0	48	0	0	0	0	0
September 2024	100	0	0	0	0	100	0	0	0	0	20	0	0	0	0	42	0	0	0	0	0
September 2025	100	0	0	0	0	100	0	0	0	0	12	0	0	0	0	36	0	0	0	0	0
September 2026	100	0	0	0	0	100	0	0	0	0	2	0	0	0	0	29	0	0	0	0	0
September 2027	93	0	0	0	0	100	0	0	0	0	0	0	0	0	0	22	0	0	0	0	0
September 2028	82	0	0	0	0	100	0	0	0	0	0	0	0	0	0	15	0	0	0	0	0
September 2029	71	0	0	0	0	100	0	0	0	0	0	0	0	0	0	7	0	0	0	0	0
September 2030	59	0	0	0	0	96	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
September 2031	46	0	0	0	0	75	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
September 2032	33	0	0	0	0	53	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
September 2033	18	0	0	0	0	30	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
September 2034	3	0	0	0	0	4	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
September 2035	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
September 2036	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
September 2037	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
September 2038	0	0	0	0	0	0	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	0	0	0	0	0	0
Weighted Average Life (years)	21.6	9.0	9.0	9.0	5.0	23.1	10.5	10.5	10.5	5.8	10.2	3.0	3.0	3.0	2.3	12.7	4.0	4.0	4.0	2.7	

**Security Group 3
PSA Prepayment Assumption Rates**

Distribution Date	Classes H, HA, HB, HC, HD, HG, HI, HK, HL, HM, HN, HU, HW and HX					Classes JA, JE, JF, JG, JH, JK and JS					Class JB					Class JC					
	0%	120%	219%	250%	500%	0%	120%	219%	250%	500%	0%	120%	219%	250%	500%	0%	120%	219%	250%	500%	
	Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
September 2010	98	94	94	94	94	100	100	91	87	60	100	100	100	100	100	100	100	100	100	100	100
September 2011	96	84	84	84	84	100	100	70	59	0	100	100	100	100	0	100	100	100	100	45	0
September 2012	94	71	71	71	53	100	100	45	26	0	100	100	100	100	0	100	100	100	100	0	0
September 2013	92	58	58	58	27	100	100	27	2	0	100	100	100	100	0	100	100	100	100	0	0
September 2014	89	47	47	47	10	100	100	13	0	0	100	100	100	0	0	100	100	100	98	0	0
September 2015	87	37	37	37	0	100	100	5	0	0	100	100	100	0	0	100	100	100	41	0	0
September 2016	84	27	27	27	0	100	100	0	0	0	100	100	95	0	0	100	100	100	11	0	0
September 2017	81	18	18	18	0	100	100	0	0	0	100	100	77	0	0	100	100	100	1	0	0
September 2018	78	10	10	10	0	100	100	0	0	0	100	100	68	0	0	100	100	100	0	0	0
September 2019	74	3	3	3	0	100	100	0	0	0	100	100	56	0	0	100	100	100	0	0	0
September 2020	71	0	0	0	0	100	100	0	0	0	100	100	42	0	0	100	100	100	0	0	0
September 2021	67	0	0	0	0	100	100	0	0	0	100	100	28	0	0	100	100	100	0	0	0
September 2022	63	0	0	0	0	100	95	0	0	0	100	100	13	0	0	100	100	100	0	0	0
September 2023	58	0	0	0	0	100	87	0	0	0	100	100	0	0	0	100	100	98	0	0	0
September 2024	54	0	0	0	0	100	78	0	0	0	100	100	0	0	0	100	100	87	0	0	0
September 2025	49	0	0	0	0	100	69	0	0	0	100	100	0	0	0	100	100	77	0	0	0
September 2026	43	0	0	0	0	100	59	0	0	0	100	100	0	0	0	100	100	67	0	0	0
September 2027	38	0	0	0	0	100	50	0	0	0	100	100	0	0	0	100	100	58	0	0	0
September 2028	32	0	0	0	0	100	41	0	0	0	100	100	0	0	0	100	100	49	0	0	0
September 2029	25	0	0	0	0	100	32	0	0	0	100	100	0	0	0	100	100	41	0	0	0
September 2030	18	0	0	0	0	100	24	0	0	0	100	100	0	0	0	100	100	35	0	0	0
September 2031	11	0	0	0	0	100	16	0	0	0	100	100	0	0	0	100	100	28	0	0	0
September 2032	3	0	0	0	0	100	8	0	0	0	100	100	0	0	0	100	100	23	0	0	0
September 2033	0	0	0	0	0	100	1	0	0	0	100	100	0	0	0	100	100	18	0	0	0
September 2034	0	0	0	0	0	100	0	0	0	0	100	58	0	0	0	100	100	14	0	0	0
September 2035	0	0	0	0	0	100	0	0	0	0	100	12	0	0	0	100	100	10	0	0	0
September 2036	0	0	0	0	0	99	0	0	0	0	100	0	0	0	0	100	77	7	0	0	0
September 2037	0	0	0	0	0	58	0	0	0	0	100	0	0	0	0	100	47	4	0	0	0
September 2038	0	0	0	0	0	15	0	0	0	0	100	0	0	0	0	100	19	2	0	0	0
September 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	14.5	5.0	5.0	5.0	3.2	28.2	18.1	3.0	2.3	1.1	29.5	25.2	10.3	4.5	1.8	29.8	28.0	19.7	6.0	2.0	

PSA Prepayment Assumption Rates

Distribution Date	Class JD					Class JP					Classes K, KA, KB, KC, KD, KE, KG, KH, KI, KL, KN, KQ, KU and KW					Class KM					
	0%	120%	219%	250%	500%	0%	120%	219%	250%	500%	0%	120%	219%	250%	500%	0%	120%	219%	250%	500%	
	Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
September 2010	100	100	92	92	92	99	96	96	96	96	98	95	95	95	95	100	100	100	100	100	100
September 2011	100	100	75	75	75	97	88	88	88	88	97	86	86	86	86	100	100	100	100	100	100
September 2012	100	100	54	54	0	95	77	77	77	64	95	75	75	75	60	100	100	100	100	100	100
September 2013	100	100	37	37	0	94	68	68	68	44	93	64	64	64	37	100	100	100	100	100	100
September 2014	100	100	23	23	0	92	59	59	59	30	91	54	54	54	22	100	100	100	100	100	100
September 2015	100	100	12	12	0	90	51	51	51	21	88	45	45	45	11	100	100	100	100	100	100
September 2016	100	100	4	4	0	87	44	44	44	14	86	37	37	37	4	100	100	100	100	100	100
September 2017	100	100	0	0	0	85	37	37	37	10	83	29	29	29	0	100	100	100	100	93	0
September 2018	100	96	0	0	0	83	30	30	30	7	81	22	22	22	0	100	100	100	100	64	0
September 2019	100	79	0	0	0	80	25	25	25	5	78	16	16	16	0	100	100	100	100	43	0
September 2020	100	51	0	0	0	77	21	21	21	3	75	11	11	11	0	100	100	100	100	29	0
September 2021	100	15	0	0	0	74	17	17	17	2	71	7	7	7	0	100	100	100	100	20	0
September 2022	100	0	0	0	0	71	14	14	14	1	68	4	4	4	0	100	100	100	100	13	0
September 2023	100	0	0	0	0	68	11	11	11	1	64	1	1	1	0	100	100	100	100	9	0
September 2024	100	0	0	0	0	64	9	9	9	1	60	0	0	0	0	100	89	89	89	6	0
September 2025	100	0	0	0	0	60	8	8	8	0	56	0	0	0	0	100	72	72	72	4	0
September 2026	100	0	0	0	0	56	6	6	6	0	51	0	0	0	0	100	58	58	58	3	0
September 2027	100	0	0	0	0	52	5	5	5	0	46	0	0	0	0	100	47	47	47	2	0
September 2028	100	0	0	0	0	47	4	4	4	0	41	0	0	0	0	100	37	37	37	1	0
September 2029	100	0	0	0	0	42	3	3	3	0	35	0	0	0	0	100	30	30	30	1	0
September 2030	100	0	0	0	0	37	2	2	2	0	29	0	0	0	0	100	23	23	23	0	0
September 2031	100	0	0	0	0	31	2	2	2	0	23	0	0	0	0	100	18	18	18	0	0
September 2032	100	0	0	0	0	25	1	1	1	0	16	0	0	0	0	100	14	14	14	0	0
September 2033	100	0	0	0	0	19	1	1	1	0	9	0	0	0	0	100	10	10	10	0	0
September 2034	100	0	0	0	0	12	1	1	1	0	1	0	0	0	0	100	7	7	7	0	0
September 2035	100	0	0	0	0	4	1	1	1	0	0	0	0	0	0	41	5	5	5	0	0
September 2036	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	3	3	3	3	0	0
September 2037	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	2	2	2	2	0	0
September 2038	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	1	1	1	1	0	0
September 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	26.8	10.9	3.5	3.5	2.0	16.9	7.3	7.3	7.3	4.4	15.9	6.0	6.0	6.0	3.7	25.9	18.7	18.7	18.7	10.4	

Security Group 4					
PSA Prepayment Assumption Rates					
Classes AB, AC, AD, AG, AH, AI, AJ, AK, AL, AM and AN					
Distribution Date	0%	150%	315%	450%	650%
Initial Percent	100	100	100	100	100
September 2010	90	82	72	64	52
September 2011	80	65	50	39	25
September 2012	69	50	34	23	10
September 2013	58	37	21	11	2
September 2014	46	26	11	4	0
September 2015	33	16	4	0	0
September 2016	20	7	0	0	0
September 2017	6	0	0	0	0
September 2018	0	0	0	0	0
September 2019	0	0	0	0	0
September 2020	0	0	0	0	0
September 2021	0	0	0	0	0
September 2022	0	0	0	0	0
September 2023	0	0	0	0	0
Weighted Average Life (years)	4.5	3.3	2.4	1.9	1.4

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 4 Securities, the investor's own projection of principal payment rates on the Underlying Certificate 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 (especially Principal Only Classes), slower than anticipated rates of principal payments could result in actual yields to investors that are lower than the anticipated yields.

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

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

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

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

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

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

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

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

Payment Delay: Effect on Yields of the Fixed Rate Classes

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 (in the case of interest-bearing Classes), and
2. converting the monthly rates to corporate bond equivalent rates.

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

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

SECURITY GROUP 1
Sensitivity of Class IE to Prepayments
Assumed Price 9.5%*

PSA Prepayment Assumption Rates				
300%	369%	400%	447%	800%
10.8%	10.8%	10.8%	0.1%	(85.9)%

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

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

PSA Prepayment Assumption Rates				
<u>300%</u>	<u>369%</u>	<u>400%</u>	<u>800%</u>	<u>846%</u>
29.5%	29.5%	29.5%	3.6%	0.0%

**Sensitivity of Class IQ to Prepayments
Assumed Price 15.5%***

PSA Prepayment Assumption Rates				
<u>300%</u>	<u>369%</u>	<u>400%</u>	<u>741%</u>	<u>800%</u>
20.2%	20.2%	20.2%	0.0%	(4.2)%

**Sensitivity of Class OE to Prepayments
Assumed Price 91.75%**

PSA Prepayment Assumption Rates				
<u>300%</u>	<u>369%</u>	<u>400%</u>	<u>800%</u>	
4.7%	4.7%	4.7%	10.2%	

**Sensitivity of Class OP to Prepayments
Assumed Price 89.0607188%**

PSA Prepayment Assumption Rates				
<u>300%</u>	<u>369%</u>	<u>400%</u>	<u>800%</u>	
2.9%	2.9%	2.9%	5.6%	

**Sensitivity of Class OQ to Prepayments
Assumed Price 88.5%**

PSA Prepayment Assumption Rates				
<u>300%</u>	<u>369%</u>	<u>400%</u>	<u>800%</u>	
2.8%	2.8%	2.8%	5.2%	

**Sensitivity of Class TS to Prepayments
Assumed Price 8.890625%***

<u>LIBOR</u>	PSA Prepayment Assumption Rates			
	<u>300%</u>	<u>369%</u>	<u>400%</u>	<u>800%</u>
0.150%	52.5%	52.5%	52.5%	28.2%
0.270%	50.8%	50.8%	50.8%	26.4%
3.185%	11.0%	11.0%	11.0%	(16.7)%
6.100% 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 2

**Sensitivity of Class EI to Prepayments
Assumed Price 7.3125%***

PSA Prepayment Assumption Rates				
<u>100%</u>	<u>250%</u>	<u>375%</u>	<u>500%</u>	<u>625%</u>
55.9%	41.2%	27.5%	13.5%	0.0%

**Sensitivity of Class MI to Prepayments
Assumed Price 5.625%***

PSA Prepayment Assumption Rates				
<u>100%</u>	<u>250%</u>	<u>375%</u>	<u>410%</u>	<u>500%</u>
64.5%	31.6%	6.5%	0.1%	(15.5)%

SECURITY GROUP 3

**Sensitivity of Class DI to Prepayments
Assumed Price 7.0%***

PSA Prepayment Assumption Rates				
<u>120%</u>	<u>219%</u>	<u>250%</u>	<u>500%</u>	<u>1,191%</u>
52.7%	52.7%	52.7%	42.2%	0.0%

**Sensitivity of Class GI to Prepayments
Assumed Price 9.0%***

PSA Prepayment Assumption Rates				
<u>120%</u>	<u>219%</u>	<u>250%</u>	<u>500%</u>	<u>959%</u>
41.1%	41.1%	41.1%	28.8%	0.0%

**Sensitivity of Class HI to Prepayments
Assumed Price 11.0%***

PSA Prepayment Assumption Rates				
<u>120%</u>	<u>219%</u>	<u>250%</u>	<u>500%</u>	<u>835%</u>
33.4%	33.4%	33.4%	21.0%	0.0%

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

PSA Prepayment Assumption Rates				
<u>120%</u>	<u>219%</u>	<u>250%</u>	<u>500%</u>	<u>932%</u>
40.0%	40.0%	40.0%	26.6%	0.0%

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

**Sensitivity of Class IM to Prepayments
Assumed Price 19.0%***

PSA Prepayment Assumption Rates				
<u>120%</u>	<u>219%</u>	<u>250%</u>	<u>500%</u>	<u>681%</u>
23.5%	23.5%	23.5%	11.1%	0.0%

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

PSA Prepayment Assumption Rates				
<u>120%</u>	<u>219%</u>	<u>250%</u>	<u>500%</u>	<u>672%</u>
18.0%	18.0%	18.0%	8.8%	0.0%

**Sensitivity of Class IW to Prepayments
Assumed Price 18.0%***

PSA Prepayment Assumption Rates				
<u>120%</u>	<u>219%</u>	<u>250%</u>	<u>500%</u>	<u>727%</u>
24.7%	24.7%	24.7%	13.1%	0.0%

**Sensitivity of Class IY to Prepayments
Assumed Price 21.0%***

PSA Prepayment Assumption Rates				
<u>120%</u>	<u>219%</u>	<u>250%</u>	<u>500%</u>	<u>700%</u>
21.5%	21.5%	21.5%	11.0%	0.1%

**Sensitivity of Class JS to Prepayments
Assumed Price 112.5%***

LIBOR	PSA Prepayment Assumption Rates			
	<u>120%</u>	<u>219%</u>	<u>250%</u>	<u>500%</u>
0.1500%	19.6%	16.4%	15.1%	9.4%
0.2650%	19.3%	16.0%	14.8%	9.1%
2.9325%	11.7%	8.5%	7.3%	1.9%
5.6000% and above	4.1%	1.1%	(0.1)%	(5.1)%

**Sensitivity of Class KI to Prepayments
Assumed Price 13.0%***

PSA Prepayment Assumption Rates				
<u>120%</u>	<u>219%</u>	<u>250%</u>	<u>500%</u>	<u>773%</u>
27.7%	27.7%	27.7%	16.2%	0.0%

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

Sensitivity of Class UI to Prepayments
Assumed Price 16.0%*

PSA Prepayment Assumption Rates				
120%	219%	250%	500%	729%
27.9%	27.9%	27.9%	14.6%	0.0%

SECURITY GROUP 4

Sensitivity of Class AI to Prepayments
Assumed Price 10.0%*

PSA Prepayment Assumption Rates				
150%	315%	403%	450%	650%
24.5%	9.2%	0.1%	(5.1)%	(29.6)%

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

CERTAIN FEDERAL INCOME TAX CONSEQUENCES

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

U.S. Treasury Circular 230 Notice

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

REMIC Elections

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

Regular Securities

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

The Class TS Securities are “Interest Weighted Securities” as described in “Certain Federal Income Tax Consequences — Tax Treatment of Regular Securities — Interest Weighted Securities and Non-VRDI Securities” in the Base Offering Circular. Although the tax treatment of Interest Weighted Securities is not entirely certain, Holders of the Interest Weighted Securities should expect to accrue all income on these Securities (other than income attributable to market discount or *de minimis* market discount)

under the original issue discount (“OID”) rules based on the expected payments on these Securities at the prepayment assumption described below.

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

In addition to the Regular Securities described in the preceding two paragraphs, based on anticipated prices (including accrued interest), the assumed Mortgage Loan characteristics, the prepayment assumptions described below and, for the Class JF and TF Securities, the interest rate value described in the following paragraph, Classes EB and MA are expected to be issued with OID.

Prospective investors in the Regular Securities should be aware, however, that the foregoing expectations about OID could change because of differences (1) between anticipated purchase prices and actual purchase prices or (2) between the assumed characteristics of the Trust Assets and the characteristics of the Trust Assets actually delivered to the Trust. The prepayment assumption that should be used in determining the rates of accrual of OID, if any, on the Regular Securities is 369% PSA in the case of the Group 1 Securities, 250% PSA in the case of the Group 2 Securities, 219% PSA in the case of the Group 3 Securities and 315% PSA in the case of the Group 4 Securities (as described in “Yield, Maturity and Prepayment Considerations” in this Supplement). In the case of the Class JF and TF Securities, the interest rate value to be used for these determinations is the initial Interest Rate as set forth in the Terms Sheet under “Interest Rates.” No representation is made, however, about the rate at which prepayments on the Mortgage Loans underlying 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 Certificate will be computed using the same prepayment assumption as set forth under “Certain Federal Income Tax Consequences — Regular Securities” in this Supplement.

MX Securities

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

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

ERISA MATTERS

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

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

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

See “ERISA Considerations” in the Base Offering Circular.

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

LEGAL INVESTMENT CONSIDERATIONS

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

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

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

PLAN OF DISTRIBUTION

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

INCREASE IN SIZE

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

LEGAL MATTERS

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

Available Combinations(1)

Class	REMIC Securities		MX Securities					
	Original Class Principal Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Security Group 1								
Combination 1								
TZ	\$ 222,000	GZ	\$ 18,753,968	SUP	6.00%	FIX/Z	38376CBC2	September 2039
ZQ	18,531,968							
Combination 2(5)								
Q	\$ 41,374,000	AQ	\$ 33,099,200	PAC/AD	5.00%	FIX	38376CBD0	August 2039
		BQ	34,841,263	PAC/AD	4.75	FIX	38376CBE8	August 2039
		CQ	36,776,888	PAC/AD	4.50	FIX	38376CBF5	August 2039
		DQ	38,940,235	PAC/AD	4.25	FIX	38376CBG3	August 2039
		GQ	41,374,000	PAC/AD	3.75	FIX	38376CBH1	August 2039
		HQ	41,374,000	PAC/AD	3.50	FIX	38376CBJ7	August 2039
		IQ	27,582,666	NTL (PAC/AD)	6.00	FIX/IO	38376CBK4	August 2039
		LQ	41,374,000	PAC/AD	3.25	FIX	38376CBL2	August 2039
		MQ	41,374,000	PAC/AD	3.00	FIX	38376CBM0	August 2039
		NQ	41,374,000	PAC/AD	2.75	FIX	38376CBN8	August 2039
		OQ	41,374,000	PAC/AD	0.00	PO	38376CBP3	August 2039
		UQ	41,374,000	PAC/AD	2.50	FIX	38376CBQ1	August 2039
		WQ	41,374,000	PAC/AD	2.25	FIX	38376CBR9	August 2039
		XQ	41,374,000	PAC/AD	2.00	FIX	38376CBS7	August 2039

REMIC Securities

MX Securities

Class	Original Class Principal Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 3(5)								
E	\$ 8,626,000	AE	\$ 6,900,800	PAC/AD	5.00%	FIX	38376CBT5	August 2039
		BE	7,264,000	PAC/AD	4.75	FIX	38376CBU2	August 2039
		CE	7,667,555	PAC/AD	4.50	FIX	38376CBV0	August 2039
		DE	8,118,588	PAC/AD	4.25	FIX	38376CBW8	August 2039
		GE	8,626,000	PAC/AD	3.75	FIX	38376CBX6	August 2039
		HE	8,626,000	PAC/AD	3.50	FIX	38376CBY4	August 2039
		IE	5,750,666	NTL (PAC/AD)	6.00	FIX/IO	38376CBZ1	August 2039
		LE	8,626,000	PAC/AD	3.25	FIX	38376CCA5	August 2039
		ME	8,626,000	PAC/AD	3.00	FIX	38376CCB3	August 2039
		NE	8,626,000	PAC/AD	2.75	FIX	38376CCC1	August 2039
		OE	8,626,000	PAC/AD	0.00	PO	38376CCD9	August 2039
		UE	8,626,000	PAC/AD	2.50	FIX	38376CCE7	August 2039
		WE	8,626,000	PAC/AD	2.25	FIX	38376CCF4	August 2039
		XE	8,626,000	PAC/AD	2.00	FIX	38376CCG2	August 2039
Combination 4(5)								
E	\$ 8,626,000	AP	\$ 40,000,000	PAC/AD	5.00%	FIX	38376CCH0	August 2039
Q	41,374,000	BP	42,105,263	PAC/AD	4.75	FIX	38376CCJ6	August 2039
		CP	44,444,444	PAC/AD	4.50	FIX	38376CCK3	August 2039
		DP	47,058,823	PAC/AD	4.25	FIX	38376CCL1	August 2039
		GP	50,000,000	PAC/AD	3.75	FIX	38376CCM9	August 2039
		HP	50,000,000	PAC/AD	3.50	FIX	38376CCN7	August 2039
		IP	33,333,333	NTL (PAC/AD)	6.00	FIX/IO	38376CCP2	August 2039
		LP	50,000,000	PAC/AD	3.25	FIX	38376CCQ0	August 2039
		MP	50,000,000	PAC/AD	3.00	FIX	38376CCR8	August 2039
		NP	50,000,000	PAC/AD	2.75	FIX	38376CCS6	August 2039
		OP	50,000,000	PAC/AD	0.00	PO	38376CCT4	August 2039
		P	50,000,000	PAC/AD	4.00	FIX	38376CCU1	August 2039
		UP	50,000,000	PAC/AD	2.50	FIX	38376CCV9	August 2039
		WP	50,000,000	PAC/AD	2.25	FIX	38376CCW7	August 2039
		XP	50,000,000	PAC/AD	2.00	FIX	38376CCX5	August 2039

REMIC Securities

MX Securities

Class	Original Class Principal Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Security Group 2								
Combination 5(5)								
MA	\$ 50,103,005	MG	\$ 50,103,005	SEQ	4.25%	FIX	38376CCY3	October 2026
		MH	50,103,005	SEQ	4.00	FIX	38376CCZ0	October 2026
		MI	27,835,002	NLT (SEQ)	4.50	FIX/IO	38376CDA4	October 2026
		MJ	50,103,005	SEQ	3.75	FIX	38376CDB2	October 2026
		MK	50,103,005	SEQ	3.50	FIX	38376CDC0	October 2026
		ML	50,103,005	SEQ	3.25	FIX	38376CDD8	October 2026
		MIN	50,103,005	SEQ	3.00	FIX	38376CDE6	October 2026
		MU	50,103,005	SEQ	2.75	FIX	38376CDF3	October 2026
		MW	50,103,005	SEQ	2.50	FIX	38376CDG1	October 2026
		MX	50,103,005	SEQ	2.25	FIX	38376CDH9	October 2026
		MY	50,103,005	SEQ	2.00	FIX	38376CDJ5	October 2026
Combination 6(5)								
MA	\$ 50,103,005	EA	\$ 97,410,057	SEQ	4.50%	FIX	38376CDK2	September 2034
NA	47,307,052	EC	97,410,057	SEQ	3.00	FIX	38376CDL0	September 2034
		ED	97,410,057	SEQ	3.25	FIX	38376CDM8	September 2034
		EG	97,410,057	SEQ	3.50	FIX	38376CDN6	September 2034
		EH	97,410,057	SEQ	3.75	FIX	38376CDP1	September 2034
		EI	54,116,698	NLT (SEQ)	4.50	FIX/IO	38376CDQ9	September 2034
		EJ	97,410,057	SEQ	4.00	FIX	38376CDR7	September 2034
		EK	97,410,057	SEQ	4.25	FIX	38376CDS5	September 2034
		EM	97,410,057	SEQ	2.00	FIX	38376CDT3	September 2034
		EN	97,410,057	SEQ	2.25	FIX	38376CDU0	September 2034
		EQ	97,410,057	SEQ	2.50	FIX	38376CDV8	September 2034
		EU	97,410,057	SEQ	2.75	FIX	38376CDW6	September 2034
Combination 7								
EB	\$ 44,055,070	MD	\$ 91,362,122	SEQ	4.50%	FIX	38376CDX4	September 2039
NA	47,307,052							

REMIC Securities

MX Securities

Class	Original Class Principal Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Security Group 3 Combination 8(5) D	\$154,782,000	DA	\$154,782,000	PAC I	4.75%	FIX	38376CDY2	October 2032
		DB	154,782,000	PAC I	4.50	FIX	38376CDZ9	October 2032
		DC	154,782,000	PAC I	4.25	FIX	38376CEA3	October 2032
		DG	154,782,000	PAC I	4.00	FIX	38376CEB1	October 2032
		DH	154,782,000	PAC I	3.75	FIX	38376CEC9	October 2032
		DI	92,869,200	NTL (PAC I)	5.00	FIX/IO	38376CED7	October 2032
		DL	154,782,000	PAC I	3.50	FIX	38376CEE5	October 2032
		DM	154,782,000	PAC I	3.25	FIX	38376CEF2	October 2032
		DN	154,782,000	PAC I	3.00	FIX	38376CEG0	October 2032
		DU	154,782,000	PAC I	2.75	FIX	38376CEH8	October 2032
		DW	154,782,000	PAC I	2.50	FIX	38376CEJ4	October 2032
		DX	154,782,000	PAC I	2.25	FIX	38376CEK1	October 2032
		DY	154,782,000	PAC I	2.00	FIX	38376CEL9	October 2032
		Combination 9(5) D L	\$154,782,000 59,031,000	G	\$213,813,000	PAC I	5.00%	FIX
GA	213,813,000			PAC I	4.75	FIX	38376CEN5	April 2035
GB	213,813,000			PAC I	4.50	FIX	38376CEP0	April 2035
GC	213,813,000			PAC I	4.25	FIX	38376CEQ8	April 2035
GD	213,813,000			PAC I	4.00	FIX	38376CER6	April 2035
GH	213,813,000			PAC I	3.75	FIX	38376CES4	April 2035
GI	128,287,800			NTL (PAC I)	5.00	FIX/IO	38376CET2	April 2035
GK	213,813,000			PAC I	3.50	FIX	38376CEU9	April 2035
GL	213,813,000			PAC I	3.25	FIX	38376CEV7	April 2035
GM	213,813,000			PAC I	3.00	FIX	38376CEW5	April 2035
GN	213,813,000			PAC I	2.75	FIX	38376CEX3	April 2035
GU	213,813,000			PAC I	2.50	FIX	38376CEY1	April 2035
GW	213,813,000			PAC I	2.25	FIX	38376CEZ8	April 2035
GX	213,813,000			PAC I	2.00	FIX	38376CFA2	April 2035

REMIC Securities

MX Securities

Class	Original Class Principal Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 10(5)								
D	\$154,782,000	H	\$266,367,000	PAC I	5.00%	FIX	38376CFB0	April 2037
L	59,031,000	HA	266,367,000	PAC I	4.75	FIX	38376CFC8	April 2037
M	52,554,000	HB	266,367,000	PAC I	4.50	FIX	38376CFD6	April 2037
		HC	266,367,000	PAC I	4.25	FIX	38376CFE4	April 2037
		HD	266,367,000	PAC I	4.00	FIX	38376CFE1	April 2037
		HG	266,367,000	PAC I	3.75	FIX	38376CFG9	April 2037
		HI	159,820,200	NTL (PAC I)	5.00	FIX/IO	38376CFH7	April 2037
		HK	266,367,000	PAC I	3.50	FIX	38376CFJ3	April 2037
		HL	266,367,000	PAC I	3.25	FIX	38376CFK0	April 2037
		HM	266,367,000	PAC I	3.00	FIX	38376CFL8	April 2037
		HN	266,367,000	PAC I	2.75	FIX	38376CFM6	April 2037
		HU	266,367,000	PAC I	2.50	FIX	38376CFN4	April 2037
		HW	266,367,000	PAC I	2.25	FIX	38376CFP9	April 2037
		HX	266,367,000	PAC I	2.00	FIX	38376CFQ7	April 2037
Combination 11(5)								
D	\$154,782,000	K	\$308,847,000	PAC I	5.00%	FIX	38376CFR5	August 2038
L	59,031,000	KA	308,847,000	PAC I	4.75	FIX	38376CFS3	August 2038
M	52,554,000	KB	308,847,000	PAC I	4.50	FIX	38376CFT1	August 2038
N	42,480,000	KC	308,847,000	PAC I	4.25	FIX	38376CFU8	August 2038
		KD	308,847,000	PAC I	4.00	FIX	38376CFV6	August 2038
		KE	308,847,000	PAC I	3.75	FIX	38376CFW4	August 2038
		KG	308,847,000	PAC I	3.50	FIX	38376CFX2	August 2038
		KH	308,847,000	PAC I	3.25	FIX	38376CFY0	August 2038
		KI	185,308,200	NTL (PAC I)	5.00	FIX/IO	38376CFZ7	August 2038
		KL	308,847,000	PAC I	3.00	FIX	38376CGA1	August 2038
		KN	308,847,000	PAC I	2.75	FIX	38376CGB9	August 2038
		KQ	308,847,000	PAC I	2.50	FIX	38376CGC7	August 2038
		KU	308,847,000	PAC I	2.25	FIX	38376CGD5	August 2038
		KW	308,847,000	PAC I	2.00	FIX	38376CGE3	August 2038

REMIC Securities

MX Securities

Class	Original Class Principal Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 12(5)								
L	\$ 59,031,000	BL	\$ 59,031,000	PAC I	4.75%	FIX	38376CGF0	April 2035
		CL	59,031,000	PAC I	4.50	FIX	38376CGG8	April 2035
		IL	11,806,200	NTL (PAC I)	5.00	FIX/IO	38376CGH6	April 2035
		LB	59,031,000	PAC I	4.25	FIX	38376CGJ2	April 2035
		LC	59,031,000	PAC I	4.00	FIX	38376CGK9	April 2035
Combination 13(5)								
M	\$ 52,554,000	BM	\$ 52,554,000	PAC I	4.75%	FIX	38376CGL7	April 2037
		CM	52,554,000	PAC I	4.50	FIX	38376CGM5	April 2037
		IM	10,510,800	NTL (PAC I)	5.00	FIX/IO	38376CGN3	April 2037
		MB	52,554,000	PAC I	4.25	FIX	38376CGP8	April 2037
		MC	52,554,000	PAC I	4.00	FIX	38376CGQ6	April 2037
Combination 14(5)								
N	\$ 42,480,000	BN	\$ 42,480,000	PAC I	4.75%	FIX	38376CGR4	August 2038
		CN	42,480,000	PAC I	4.50	FIX	38376CGS2	August 2038
		IN	8,496,000	NTL (PAC I)	5.00	FIX/IO	38376CGT0	August 2038
		NB	42,480,000	PAC I	4.25	FIX	38376CGU7	August 2038
		NC	42,480,000	PAC I	4.00	FIX	38376CGV5	August 2038
Combination 15(5)								
L	\$ 59,031,000	BU	\$111,585,000	PAC I	4.75%	FIX	38376CGW3	April 2037
M	52,554,000	CU	111,585,000	PAC I	4.50	FIX	38376CGX1	April 2037
		U	111,585,000	PAC I	5.00	FIX	38376CGY9	April 2037
		UB	111,585,000	PAC I	4.25	FIX	38376CGZ6	April 2037
		UC	111,585,000	PAC I	4.00	FIX	38376CHA0	April 2037
		UJ	22,317,000	NTL (PAC I)	5.00	FIX/IO	38376CHB8	April 2037

REMIC Securities

MX Securities

Class	Original Class Principal Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 16(5)								
M	\$ 52,554,000	BY	\$ 95,034,000	PAC I	4.75%	FIX	38376CHC6	August 2038
N	42,480,000	CY	95,034,000	PAC I	4.50	FIX	38376CHD4	August 2038
		IY	19,006,800	NTL (PAC I)	5.00	FIX/IO	38376CHE2	August 2038
		Y	95,034,000	PAC I	5.00	FIX	38376CHF9	August 2038
		YB	95,034,000	PAC I	4.25	FIX	38376CHG7	August 2038
		YC	95,034,000	PAC I	4.00	FIX	38376CHH5	August 2038
Combination 17(5)								
L	\$ 59,031,000	BW	\$154,065,000	PAC I	4.75%	FIX	38376CHJ1	August 2038
M	52,554,000	CW	154,065,000	PAC I	4.50	FIX	38376CHK8	August 2038
N	42,480,000	IW	30,813,000	NTL (PAC I)	5.00	FIX/IO	38376CHL6	August 2038
		W	154,065,000	PAC I	5.00	FIX	38376CHM4	August 2038
		WB	154,065,000	PAC I	4.25	FIX	38376CHN2	August 2038
		WC	154,065,000	PAC I	4.00	FIX	38376CHP7	August 2038

REMIC Securities			MX Securities					
Class	Original Class Principal Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 18								
D	\$154,782,000	JP	\$344,769,000	PAC I	5.00%	FIX	38376CHQ5	September 2039
L	59,031,000							
M	52,554,000							
N	42,480,000							
KM	35,922,000							
Security Group 4								
Combination 19(5)								
AK	\$ 21,416,268	AB	\$ 21,416,268	SC/PT	2.00%	FIX	38376CHR3	October 2022
		AC	21,416,268	SC/PT	3.50	FIX	38376CHS1	October 2022
		AD	21,416,268	SC/PT	2.25	FIX	38376CHT9	October 2022
		AG	21,416,268	SC/PT	2.75	FIX	38376CHU6	October 2022
		AH	21,416,268	SC/PT	3.00	FIX	38376CHV4	October 2022
		AI	9,637,320	NTL (SC/PT)	5.00	FIX/IO	38376CHW2	October 2022
		AJ	21,416,268	SC/PT	3.25	FIX	38376CHX0	October 2022
		AL	21,416,268	SC/PT	3.75	FIX	38376CHY8	October 2022
		AM	21,416,268	SC/PT	4.00	FIX	38376CHZ5	October 2022
		AN	21,416,268	SC/PT	2.50	FIX	38376CJA8	October 2022

(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) Other than in the case of Combinations 1, 7 and 18, 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 E, Q, TF and TZ (in the aggregate)</u>	<u>Class Q</u>	<u>Classes D, KM, L, M and N (in the aggregate)</u>	<u>Class JD</u>
Initial Balance	\$150,222,000.00	\$41,374,000.00	\$344,769,000.00	\$13,011,000.00
October 2009	148,919,200.86	41,093,559.76	343,983,249.50	12,981,578.72
November 2009	147,626,815.00	40,797,139.42	343,105,551.87	12,942,387.42
December 2009	146,253,637.53	40,484,998.42	342,136,213.31	12,893,460.24
January 2010	144,801,248.59	40,157,322.88	341,075,596.91	12,834,844.09
February 2010	143,271,353.44	39,814,312.47	339,924,122.55	12,766,598.54
March 2010	141,665,779.36	39,456,180.18	338,682,266.71	12,688,795.87
April 2010	139,986,472.34	39,083,152.09	337,350,562.18	12,601,521.00
May 2010	138,235,493.37	38,695,467.16	335,929,597.82	12,504,871.39
June 2010	136,415,014.40	38,293,376.92	334,420,018.14	12,398,956.95
July 2010	134,527,314.02	37,877,145.19	332,822,522.88	12,283,899.98
August 2010	132,574,772.85	37,447,047.78	331,137,866.57	12,159,834.97
September 2010	130,559,868.61	37,003,372.18	329,366,857.93	12,026,908.47
October 2010	128,485,170.91	36,546,417.18	327,510,359.33	11,885,278.93
November 2010	126,353,335.85	36,076,492.54	325,569,286.10	11,735,116.48
December 2010	124,167,100.29	35,593,918.61	323,544,605.82	11,576,602.72
January 2011	121,929,275.93	35,099,025.92	321,437,337.56	11,409,930.51
February 2011	119,642,743.21	34,592,154.79	319,248,551.08	11,235,303.67
March 2011	117,310,444.96	34,073,654.90	316,979,365.93	11,052,936.76
April 2011	114,935,379.90	33,543,884.86	314,630,950.52	10,863,054.74
May 2011	112,600,881.18	33,018,557.17	312,204,521.16	10,665,892.68
June 2011	110,306,265.60	32,497,629.12	309,701,341.02	10,461,695.44
July 2011	108,050,861.37	31,981,058.39	307,122,719.03	10,250,717.35
August 2011	105,834,007.90	31,468,802.99	304,470,008.80	10,033,221.77
September 2011	103,655,055.65	30,960,821.35	301,744,607.40	9,809,480.77
October 2011	101,513,365.89	30,457,072.20	298,947,954.16	9,579,774.75
November 2011	99,408,310.59	29,957,514.67	296,081,529.38	9,344,392.02
December 2011	97,339,272.19	29,462,108.24	293,146,853.06	9,103,628.36
January 2012	95,305,643.45	28,970,812.72	290,145,483.53	8,857,786.57
February 2012	93,306,827.27	28,483,588.30	287,163,684.28	8,616,097.08
March 2012	91,342,236.52	28,000,395.48	284,201,332.15	8,378,515.99
April 2012	89,411,293.88	27,521,195.14	281,258,304.77	8,144,999.78
May 2012	87,513,431.69	27,045,948.47	278,334,480.50	7,915,505.35
June 2012	85,648,091.75	26,574,617.01	275,429,738.48	7,689,989.99
July 2012	83,814,725.22	26,107,162.63	272,543,958.59	7,468,411.35
August 2012	82,012,792.39	25,643,547.52	269,677,021.49	7,250,727.45
September 2012	80,241,762.62	25,183,734.22	266,828,808.54	7,036,896.74
October 2012	78,501,114.11	24,727,685.58	263,999,201.87	6,826,878.00
November 2012	76,790,333.78	24,275,364.75	261,188,084.33	6,620,630.39

<u>Distribution Date</u>	<u>Classes E, Q, TF and TZ (in the aggregate)</u>	<u>Class Q</u>	<u>Classes D, KM, L, M and N (in the aggregate)</u>	<u>Class JD</u>
December 2012	\$ 75,108,917.15	\$23,826,735.25	\$258,395,339.50	\$ 6,418,113.47
January 2013	73,456,368.16	23,381,760.86	255,620,851.70	6,219,287.13
February 2013	71,832,199.06	22,940,405.70	252,864,505.96	6,024,111.61
March 2013	70,235,930.24	22,502,634.21	250,126,188.02	5,832,547.57
April 2013	68,667,090.13	22,068,411.11	247,405,784.34	5,644,555.98
May 2013	67,125,215.03	21,637,701.43	244,703,182.10	5,460,098.15
June 2013	65,609,849.03	21,210,470.53	242,018,269.16	5,279,135.79
July 2013	64,120,543.81	20,786,684.02	239,350,934.10	5,101,630.92
August 2013	62,656,858.58	20,366,307.85	236,701,066.18	4,927,545.92
September 2013	61,218,359.92	19,949,308.23	234,068,555.34	4,756,843.51
October 2013	59,804,621.66	19,535,651.68	231,453,292.24	4,589,486.75
November 2013	58,415,224.77	19,125,305.00	228,855,168.20	4,425,439.03
December 2013	57,049,757.24	18,718,235.28	226,274,075.22	4,264,664.07
January 2014	55,707,813.95	18,314,409.88	223,709,905.96	4,107,125.95
February 2014	54,388,996.56	17,913,796.44	221,162,553.78	3,952,789.04
March 2014	53,092,913.43	17,516,362.90	218,631,912.68	3,801,618.05
April 2014	51,820,769.69	17,122,077.46	216,117,877.32	3,653,578.03
May 2014	50,578,630.83	16,730,908.57	213,620,343.04	3,508,634.32
June 2014	49,365,796.93	16,342,824.99	211,139,205.81	3,366,752.59
July 2014	48,181,584.28	15,957,795.71	208,674,362.25	3,227,898.83
August 2014	47,025,324.99	15,575,790.02	206,225,709.64	3,092,039.34
September 2014	45,896,366.62	15,198,973.97	203,793,145.89	2,959,140.72
October 2014	44,794,071.86	14,831,043.31	201,376,569.54	2,829,169.89
November 2014	43,717,818.12	14,471,790.49	198,975,879.78	2,702,094.05
December 2014	42,666,997.25	14,121,012.79	196,590,976.42	2,577,880.73
January 2015	41,641,015.20	13,778,512.17	194,221,759.88	2,456,497.76
February 2015	40,639,291.66	13,444,095.20	191,868,131.23	2,337,913.23
March 2015	39,661,259.76	13,117,572.89	189,529,992.13	2,222,095.55
April 2015	38,706,365.78	12,798,760.66	187,207,244.86	2,109,013.45
May 2015	37,774,068.83	12,487,478.20	184,899,792.34	1,998,635.86
June 2015	36,863,840.55	12,183,549.38	182,607,538.04	1,890,932.11
July 2015	35,975,164.83	11,886,802.16	180,330,386.08	1,785,871.73
August 2015	35,107,537.54	11,597,068.46	178,068,241.15	1,683,424.56
September 2015	34,260,466.22	11,314,184.14	175,821,008.54	1,583,560.74
October 2015	33,433,469.84	11,037,988.82	173,588,594.15	1,486,250.63
November 2015	32,626,078.52	10,768,325.87	171,370,904.44	1,391,464.93
December 2015	31,837,833.30	10,505,042.30	169,167,846.47	1,299,174.58
January 2016	31,068,285.85	10,247,988.64	166,979,327.87	1,209,350.78
February 2016	30,316,998.25	9,997,018.90	164,805,256.86	1,121,965.01
March 2016	29,583,542.75	9,751,990.50	162,645,542.20	1,036,989.04
April 2016	28,867,501.52	9,512,764.14	160,500,093.27	954,394.86
May 2016	28,168,466.44	9,279,203.76	158,368,819.97	874,154.74
June 2016	27,486,038.85	9,051,176.48	156,251,632.79	796,241.21

<u>Distribution Date</u>	<u>Classes E, Q, TF and TZ (in the aggregate)</u>	<u>Class Q</u>	<u>Classes D, KM, L, M and N (in the aggregate)</u>	<u>Class JD</u>
July 2016	\$ 26,819,829.37	\$ 8,828,552.47	\$154,148,442.75	\$ 720,627.07
August 2016	26,169,457.65	8,611,204.94	152,059,161.46	647,285.35
September 2016	25,534,552.19	8,399,010.05	149,983,701.06	576,189.34
October 2016	24,914,750.10	8,191,846.82	147,921,974.25	507,312.57
November 2016	24,309,696.94	7,989,597.08	145,873,894.25	440,628.86
December 2016	23,719,046.51	7,792,145.43	143,839,374.84	376,112.24
January 2017	23,142,460.65	7,599,379.12	141,818,330.35	313,736.97
February 2017	22,579,609.06	7,411,188.05	139,810,675.62	253,477.59
March 2017	22,030,169.13	7,227,464.67	137,816,326.04	195,308.85
April 2017	21,493,825.75	7,048,103.92	135,835,197.51	139,205.77
May 2017	20,970,271.14	6,873,003.19	133,867,206.47	85,143.56
June 2017	20,459,204.68	6,702,062.27	131,912,269.88	33,097.70
July 2017	19,960,332.74	6,535,183.26	129,970,305.21	0.00
August 2017	19,473,368.54	6,372,270.55	128,041,230.44	0.00
September 2017	18,998,031.97	6,213,230.77	126,124,964.09	0.00
October 2017	18,534,049.42	6,057,972.69	124,221,425.15	0.00
November 2017	18,081,153.69	5,906,407.22	122,330,533.15	0.00
December 2017	17,639,083.76	5,758,447.36	120,452,208.09	0.00
January 2018	17,207,584.73	5,614,008.11	118,586,370.51	0.00
February 2018	16,786,407.62	5,473,006.48	116,747,070.64	0.00
March 2018	16,375,309.25	5,335,361.37	114,934,722.75	0.00
April 2018	15,974,052.12	5,200,993.62	113,148,944.28	0.00
May 2018	15,582,404.24	5,069,825.87	111,389,357.98	0.00
June 2018	15,200,139.07	4,941,782.61	109,655,591.88	0.00
July 2018	14,827,035.32	4,816,790.04	107,947,279.18	0.00
August 2018	14,462,876.88	4,694,776.12	106,264,058.19	0.00
September 2018	14,107,452.66	4,575,670.46	104,605,572.26	0.00
October 2018	13,760,556.52	4,459,404.35	102,971,469.70	0.00
November 2018	13,421,987.13	4,345,910.64	101,361,403.75	0.00
December 2018	13,091,547.83	4,235,123.79	99,775,032.46	0.00
January 2019	12,769,046.58	4,126,979.74	98,212,018.65	0.00
February 2019	12,454,295.82	4,021,415.98	96,672,029.87	0.00
March 2019	12,147,112.37	3,918,371.41	95,154,738.26	0.00
April 2019	11,847,317.32	3,817,786.40	93,659,820.57	0.00
May 2019	11,554,735.95	3,719,602.68	92,186,958.06	0.00
June 2019	11,269,197.61	3,623,763.35	90,735,836.43	0.00
July 2019	10,990,535.67	3,530,212.86	89,306,145.76	0.00
August 2019	10,718,587.36	3,438,896.93	87,897,580.46	0.00
September 2019	10,453,193.73	3,349,762.56	86,509,839.22	0.00
October 2019	10,194,199.55	3,262,757.99	85,142,624.93	0.00
November 2019	9,941,453.22	3,177,832.67	83,795,644.63	0.00
December 2019	9,694,806.70	3,094,937.24	82,468,609.45	0.00
January 2020	9,454,115.39	3,014,023.47	81,161,234.57	0.00

<u>Distribution Date</u>	<u>Classes E, Q, TF and TZ (in the aggregate)</u>	<u>Class Q</u>	<u>Classes D, KM, L, M and N (in the aggregate)</u>	<u>Class JD</u>
February 2020	\$ 9,219,238.09	\$ 2,935,044.30	\$ 79,873,239.13	\$ 0.00
March 2020	8,990,036.90	2,857,953.73	78,604,346.22	0.00
April 2020	8,766,377.16	2,782,706.85	77,354,282.78	0.00
May 2020	8,548,127.35	2,709,259.82	76,122,779.59	0.00
June 2020	8,335,159.04	2,637,569.81	74,909,571.18	0.00
July 2020	8,127,346.82	2,567,594.98	73,714,395.79	0.00
August 2020	7,924,568.19	2,499,294.50	72,536,995.34	0.00
September 2020	7,726,703.55	2,432,628.48	71,377,115.36	0.00
October 2020	7,533,636.09	2,367,557.97	70,234,504.93	0.00
November 2020	7,345,251.75	2,304,044.92	69,108,916.65	0.00
December 2020	7,161,439.13	2,242,052.18	68,000,106.58	0.00
January 2021	6,982,089.47	2,181,543.49	66,907,834.20	0.00
February 2021	6,807,096.53	2,122,483.41	65,831,862.37	0.00
March 2021	6,636,356.59	2,064,837.35	64,771,957.26	0.00
April 2021	6,469,768.36	2,008,571.54	63,727,888.32	0.00
May 2021	6,307,232.91	1,953,652.96	62,699,428.23	0.00
June 2021	6,148,653.67	1,900,049.43	61,686,352.86	0.00
July 2021	5,993,936.30	1,847,729.46	60,688,441.22	0.00
August 2021	5,842,988.71	1,796,662.35	59,705,475.44	0.00
September 2021	5,695,720.96	1,746,818.10	58,737,240.67	0.00
October 2021	5,552,045.22	1,698,167.41	57,783,525.11	0.00
November 2021	5,411,875.74	1,650,681.68	56,844,119.90	0.00
December 2021	5,275,128.78	1,604,332.97	55,918,819.14	0.00
January 2022	5,141,722.56	1,559,094.01	55,007,419.81	0.00
February 2022	5,011,577.24	1,514,938.17	54,109,721.74	0.00
March 2022	4,884,614.86	1,471,839.44	53,225,527.58	0.00
April 2022	4,760,759.29	1,429,772.42	52,354,642.74	0.00
May 2022	4,639,936.20	1,388,712.32	51,496,875.37	0.00
June 2022	4,522,072.99	1,348,634.92	50,652,036.32	0.00
July 2022	4,407,098.80	1,309,516.58	49,819,939.10	0.00
August 2022	4,294,944.43	1,271,334.21	49,000,399.83	0.00
September 2022	4,185,542.30	1,234,065.26	48,193,237.24	0.00
October 2022	4,078,826.44	1,197,687.73	47,398,272.59	0.00
November 2022	3,974,732.43	1,162,180.12	46,615,329.66	0.00
December 2022	3,873,197.37	1,127,521.45	45,844,234.72	0.00
January 2023	3,774,159.84	1,093,691.22	45,084,816.46	0.00
February 2023	3,677,559.88	1,060,669.42	44,336,906.02	0.00
March 2023	3,583,338.95	1,028,436.52	43,600,336.90	0.00
April 2023	3,491,439.87	996,973.45	42,874,944.93	0.00
May 2023	3,401,806.84	966,261.57	42,160,568.27	0.00
June 2023	3,314,385.35	936,282.70	41,457,047.36	0.00
July 2023	3,229,122.21	907,019.10	40,764,224.90	0.00
August 2023	3,145,965.47	878,453.41	40,081,945.78	0.00

<u>Distribution Date</u>	<u>Classes E, Q, TF and TZ (in the aggregate)</u>	<u>Class Q</u>	<u>Classes D, KM, L, M and N (in the aggregate)</u>	<u>Class JD</u>
September 2023	\$ 3,064,864.40	\$ 850,568.71	\$ 39,410,057.11	\$ 0.00
October 2023	2,985,769.49	823,348.47	38,748,408.13	0.00
November 2023	2,908,632.39	796,776.57	38,096,850.22	0.00
December 2023	2,833,405.91	770,837.24	37,455,236.85	0.00
January 2024	2,760,043.95	745,515.09	36,823,423.58	0.00
February 2024	2,688,501.54	720,795.12	36,201,267.99	0.00
March 2024	2,618,734.73	696,662.66	35,588,629.66	0.00
April 2024	2,550,700.66	673,103.39	34,985,370.20	0.00
May 2024	2,484,357.44	650,103.34	34,391,353.12	0.00
June 2024	2,419,664.22	627,648.85	33,806,443.89	0.00
July 2024	2,356,581.09	605,726.61	33,230,509.89	0.00
August 2024	2,295,069.08	584,323.61	32,663,420.35	0.00
September 2024	2,235,090.17	563,427.14	32,105,046.37	0.00
October 2024	2,176,607.24	543,024.81	31,555,260.87	0.00
November 2024	2,119,584.03	523,104.52	31,013,938.55	0.00
December 2024	2,063,985.16	503,654.45	30,480,955.91	0.00
January 2025	2,009,776.09	484,663.05	29,956,191.19	0.00
February 2025	1,956,923.09	466,119.08	29,439,524.34	0.00
March 2025	1,905,393.26	448,011.52	28,930,837.04	0.00
April 2025	1,855,154.44	430,329.65	28,430,012.62	0.00
May 2025	1,806,175.28	413,062.99	27,936,936.07	0.00
June 2025	1,758,425.14	396,201.30	27,451,494.03	0.00
July 2025	1,711,874.14	379,734.60	26,973,574.71	0.00
August 2025	1,666,493.08	363,653.13	26,503,067.95	0.00
September 2025	1,622,253.49	347,947.37	26,039,865.12	0.00
October 2025	1,579,127.56	332,608.04	25,583,859.15	0.00
November 2025	1,537,088.15	317,626.07	25,134,944.48	0.00
December 2025	1,496,108.75	302,992.59	24,693,017.04	0.00
January 2026	1,456,163.50	288,698.95	24,257,974.27	0.00
February 2026	1,417,227.17	274,736.73	23,829,715.05	0.00
March 2026	1,379,275.10	261,097.68	23,408,139.68	0.00
April 2026	1,342,283.24	247,773.75	22,993,149.90	0.00
May 2026	1,306,228.12	234,757.11	22,584,648.84	0.00
June 2026	1,271,086.81	222,040.08	22,182,541.01	0.00
July 2026	1,236,836.95	209,615.18	21,786,732.29	0.00
August 2026	1,203,456.71	197,475.12	21,397,129.86	0.00
September 2026	1,170,924.77	185,612.75	21,013,642.27	0.00
October 2026	1,139,220.33	174,021.13	20,636,179.35	0.00
November 2026	1,108,323.08	162,693.45	20,264,652.21	0.00
December 2026	1,078,213.23	151,623.09	19,898,973.23	0.00
January 2027	1,048,871.41	140,803.58	19,539,056.05	0.00
February 2027	1,020,278.77	130,228.60	19,184,815.52	0.00
March 2027	992,416.87	119,891.98	18,836,167.74	0.00

<u>Distribution Date</u>	<u>Classes E, Q, TF and TZ (in the aggregate)</u>	<u>Class Q</u>	<u>Classes D, KM, L, M and N (in the aggregate)</u>	<u>Class JD</u>
April 2027	\$ 965,267.72	\$ 109,787.69	\$ 18,493,029.96	\$ 0.00
May 2027	938,813.80	99,909.88	18,155,320.65	0.00
June 2027	913,037.95	90,252.79	17,822,959.43	0.00
July 2027	887,923.48	80,810.83	17,495,867.06	0.00
August 2027	863,454.06	71,578.54	17,173,965.45	0.00
September 2027	839,613.77	62,550.58	16,857,177.60	0.00
October 2027	816,387.08	53,721.75	16,545,427.64	0.00
November 2027	793,758.81	45,086.95	16,238,640.77	0.00
December 2027	771,714.17	36,641.24	15,936,743.25	0.00
January 2028	750,238.72	28,379.78	15,639,662.41	0.00
February 2028	729,318.37	20,297.83	15,347,326.62	0.00
March 2028	708,939.35	12,390.78	15,059,665.26	0.00
April 2028	689,088.24	4,654.13	14,776,608.75	0.00
May 2028	669,751.95	0.01	14,498,088.48	0.00
June 2028	650,917.70	0.00	14,224,036.83	0.00
July 2028	632,573.00	0.00	13,954,387.15	0.00
August 2028	614,705.69	0.00	13,689,073.76	0.00
September 2028	597,303.89	0.00	13,428,031.90	0.00
October 2028	580,356.01	0.00	13,171,197.75	0.00
November 2028	563,850.73	0.00	12,918,508.40	0.00
December 2028	547,777.03	0.00	12,669,901.86	0.00
January 2029	532,124.13	0.00	12,425,317.01	0.00
February 2029	516,881.52	0.00	12,184,693.62	0.00
March 2029	502,038.96	0.00	11,947,972.33	0.00
April 2029	487,586.43	0.00	11,715,094.61	0.00
May 2029	473,514.18	0.00	11,486,002.80	0.00
June 2029	459,812.68	0.00	11,260,640.06	0.00
July 2029	446,472.64	0.00	11,038,950.36	0.00
August 2029	433,484.98	0.00	10,820,878.48	0.00
September 2029	420,840.88	0.00	10,606,370.01	0.00
October 2029	408,531.68	0.00	10,395,371.30	0.00
November 2029	396,548.97	0.00	10,187,829.49	0.00
December 2029	384,884.54	0.00	9,983,692.48	0.00
January 2030	373,530.37	0.00	9,782,908.91	0.00
February 2030	362,478.64	0.00	9,585,428.19	0.00
March 2030	351,721.71	0.00	9,391,200.42	0.00
April 2030	341,252.15	0.00	9,200,176.45	0.00
May 2030	331,062.69	0.00	9,012,307.84	0.00
June 2030	321,146.24	0.00	8,827,546.82	0.00
July 2030	311,495.91	0.00	8,645,846.36	0.00
August 2030	302,104.94	0.00	8,467,160.06	0.00
September 2030	292,966.76	0.00	8,291,442.22	0.00
October 2030	284,074.94	0.00	8,118,647.80	0.00

<u>Distribution Date</u>	<u>Classes E, Q, TF and TZ (in the aggregate)</u>	<u>Class Q</u>	<u>Classes D, KM, L, M and N (in the aggregate)</u>	<u>Class JD</u>
November 2030	\$ 275,423.24	\$ 0.00	\$ 7,948,732.40	\$ 0.00
December 2030	267,005.55	0.00	7,781,652.27	0.00
January 2031	258,815.91	0.00	7,617,364.31	0.00
February 2031	250,848.51	0.00	7,455,826.01	0.00
March 2031	243,097.68	0.00	7,296,995.51	0.00
April 2031	235,557.90	0.00	7,140,831.53	0.00
May 2031	228,223.78	0.00	6,987,293.41	0.00
June 2031	221,090.05	0.00	6,836,341.07	0.00
July 2031	214,151.59	0.00	6,687,935.02	0.00
August 2031	207,403.39	0.00	6,542,036.33	0.00
September 2031	200,840.57	0.00	6,398,606.66	0.00
October 2031	194,458.38	0.00	6,257,608.19	0.00
November 2031	188,252.17	0.00	6,119,003.69	0.00
December 2031	182,217.41	0.00	5,982,756.45	0.00
January 2032	176,349.70	0.00	5,848,830.29	0.00
February 2032	170,644.71	0.00	5,717,189.58	0.00
March 2032	165,098.25	0.00	5,587,799.19	0.00
April 2032	159,706.23	0.00	5,460,624.50	0.00
May 2032	154,464.66	0.00	5,335,631.41	0.00
June 2032	149,369.62	0.00	5,212,786.32	0.00
July 2032	144,417.34	0.00	5,092,056.09	0.00
August 2032	139,604.09	0.00	4,973,408.10	0.00
September 2032	134,926.28	0.00	4,856,810.19	0.00
October 2032	130,380.37	0.00	4,742,230.67	0.00
November 2032	125,962.94	0.00	4,629,638.31	0.00
December 2032	121,670.63	0.00	4,519,002.35	0.00
January 2033	117,500.17	0.00	4,410,292.46	0.00
February 2033	113,448.38	0.00	4,303,478.79	0.00
March 2033	109,512.16	0.00	4,198,531.88	0.00
April 2033	105,688.48	0.00	4,095,422.74	0.00
May 2033	101,974.39	0.00	3,994,122.79	0.00
June 2033	98,367.00	0.00	3,894,603.87	0.00
July 2033	94,863.51	0.00	3,796,838.23	0.00
August 2033	91,461.19	0.00	3,700,798.54	0.00
September 2033	88,157.37	0.00	3,606,457.85	0.00
October 2033	84,949.45	0.00	3,513,789.63	0.00
November 2033	81,834.88	0.00	3,422,767.73	0.00
December 2033	78,811.21	0.00	3,333,366.38	0.00
January 2034	75,876.02	0.00	3,245,560.20	0.00
February 2034	73,026.96	0.00	3,159,324.17	0.00
March 2034	70,261.74	0.00	3,074,633.65	0.00
April 2034	67,578.13	0.00	2,991,464.36	0.00
May 2034	64,973.96	0.00	2,909,792.38	0.00

<u>Distribution Date</u>	<u>Classes E, Q, TF and TZ (in the aggregate)</u>	<u>Class Q</u>	<u>Classes D, KM, L, M and N (in the aggregate)</u>	<u>Class JD</u>
June 2034	\$ 62,447.10	\$ 0.00	\$ 2,829,594.14	\$ 0.00
July 2034	59,995.48	0.00	2,750,846.42	0.00
August 2034	57,617.10	0.00	2,673,526.35	0.00
September 2034	55,309.98	0.00	2,597,611.37	0.00
October 2034	53,072.22	0.00	2,523,079.29	0.00
November 2034	50,901.95	0.00	2,449,908.23	0.00
December 2034	48,797.34	0.00	2,378,076.64	0.00
January 2035	46,756.63	0.00	2,307,563.28	0.00
February 2035	44,778.09	0.00	2,238,347.23	0.00
March 2035	42,860.03	0.00	2,170,407.89	0.00
April 2035	41,000.83	0.00	2,103,724.95	0.00
May 2035	39,198.86	0.00	2,038,278.41	0.00
June 2035	37,452.59	0.00	1,974,048.56	0.00
July 2035	35,760.49	0.00	1,911,015.99	0.00
August 2035	34,121.09	0.00	1,849,161.58	0.00
September 2035	32,532.93	0.00	1,788,466.50	0.00
October 2035	30,994.62	0.00	1,728,912.18	0.00
November 2035	29,504.79	0.00	1,670,480.33	0.00
December 2035	28,062.10	0.00	1,613,152.97	0.00
January 2036	26,665.26	0.00	1,556,912.33	0.00
February 2036	25,313.00	0.00	1,501,740.95	0.00
March 2036	24,004.08	0.00	1,447,621.61	0.00
April 2036	22,737.32	0.00	1,394,537.36	0.00
May 2036	21,511.52	0.00	1,342,471.49	0.00
June 2036	20,325.57	0.00	1,291,407.54	0.00
July 2036	19,178.34	0.00	1,241,329.31	0.00
August 2036	18,068.75	0.00	1,192,220.83	0.00
September 2036	16,995.75	0.00	1,144,066.38	0.00
October 2036	15,958.31	0.00	1,096,850.47	0.00
November 2036	14,955.44	0.00	1,050,557.84	0.00
December 2036	13,986.16	0.00	1,005,173.46	0.00
January 2037	13,049.52	0.00	960,682.53	0.00
February 2037	12,144.59	0.00	917,070.46	0.00
March 2037	11,270.48	0.00	874,322.90	0.00
April 2037	10,426.32	0.00	832,425.71	0.00
May 2037	9,611.24	0.00	791,364.94	0.00
June 2037	8,824.42	0.00	751,126.89	0.00
July 2037	8,065.05	0.00	711,698.02	0.00
August 2037	7,332.33	0.00	673,065.05	0.00
September 2037	6,625.52	0.00	635,214.84	0.00
October 2037	5,943.84	0.00	598,134.50	0.00
November 2037	5,286.59	0.00	561,811.30	0.00
December 2037	4,653.05	0.00	526,232.72	0.00

<u>Distribution Date</u>	<u>Classes E, Q, TF and TZ (in the aggregate)</u>	<u>Class Q</u>	<u>Classes D, KM, L, M and N (in the aggregate)</u>	<u>Class JD</u>
January 2038	\$ 4,042.52	\$ 0.00	\$ 491,386.43	\$ 0.00
February 2038	3,454.35	0.00	457,260.28	0.00
March 2038	2,887.88	0.00	423,842.31	0.00
April 2038	2,342.47	0.00	391,120.73	0.00
May 2038	1,817.49	0.00	359,083.94	0.00
June 2038	1,312.36	0.00	327,720.52	0.00
July 2038	826.48	0.00	297,019.21	0.00
August 2038	359.29	0.00	266,968.93	0.00
September 2038	0.00	0.00	237,558.77	0.00
October 2038	0.00	0.00	208,777.98	0.00
November 2038	0.00	0.00	180,615.98	0.00
December 2038	0.00	0.00	153,062.35	0.00
January 2039	0.00	0.00	126,106.83	0.00
February 2039	0.00	0.00	99,739.30	0.00
March 2039	0.00	0.00	73,949.83	0.00
April 2039	0.00	0.00	48,728.61	0.00
May 2039	0.00	0.00	24,066.00	0.00
June 2039 and thereafter	0.00	0.00	0.00	0.00

Exhibit A

Underlying Certificate

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	Coupon of Mortgage Loans	Approximate Weighted Remaining Maturity of Loans (in months)	Approximate Weighted Average Loan Age of Mortgage Loans (in months)	Ginnie Mae I or II
4	Ginnie Mae	2008-036	AK	April 29, 2008	38374D2M0	4.25%	FIX	October 2022	SEQ	\$100,000,000	0.73849203	\$21,416,268	29.0%	5.5%	107	72	1

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

(2) Underlying Certificate Factor is as of September 2009.

Exhibit B

Cover Page and Terms Sheet from Underlying Certificate Disclosure Document



\$1,083,185,027

Government National Mortgage Association

GINNIE MAE®

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

Ginnie Mae REMIC Trust 2008-036

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-7 which highlights some of these risks.

The Sponsor and the Co-Sponsor will offer the securities from time to time in negotiated transactions at varying prices. We expect the closing date to be April 29, 2008.

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

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

Class of REMIC Securities	Original Principal Balance(2)	Interest Rate	Principal Type(3)	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Security Group 1						
AC(1)	\$302,908,000	3.50%	SEQ	FIX	38374D2J7	October 2022
AG	100,000,000	4.25	SEQ	FIX	38374D2K4	October 2022
AI(1)	150,872,400	5.00	NTL (SEQ)	FIX/IO	38374D2L2	October 2022
AK	100,000,000	4.25	SEQ	FIX	38374D2M0	October 2022
AN	100,000,000	4.25	SEQ	FIX	38374D2N8	October 2022
AY	36,995,145	5.00	SEQ	FIX	38374D2P3	April 2023
GA	100,000,000	4.25	SEQ	FIX	38374D2Q1	October 2022
Security Group 2						
BA(1)	38,535,000	4.25	SEQ/AD	FIX	38374D2R9	October 2030
CA(1)	13,117,000	4.25	SEQ/AD	FIX	38374D2S7	February 2034
FA	68,181,818	(5)	PT	FLT	38374D2T5	April 2038
FB	60,000,000	(5)	PT	FLT	38374D2U2	April 2038
FH	111,000,000	(5)	PT	FLT	38374D2V0	April 2038
KM(1)	13,129,000	5.25	TAC/AD	FIX	38374D2W8	February 2038
KN(1)	988,000	5.25	TAC/AD	FIX	38374D2X6	April 2038
KZ(1)	1,000	5.25	TAC/AD	FIX/Z	38374D2Y4	February 2038
PA	23,109,000	4.25	PAC I	FIX	38374D2Z1	April 2038
PI	3,555,230	6.50	NTL (PAC I)	FIX/IO	38374D3A5	April 2038
PJ	223,000	5.25	PAC I	FIX	38374D3B3	April 2038
PM	7,500,000	5.25	PAC II/AD	FIX	38374D3C1	April 2038
SA	68,181,818	(5)	NTL (PT)	INV/IO	38374D3D9	April 2038
SB	60,000,000	(5)	NTL (PT)	INV/IO	38374D3E7	April 2038
SH	111,000,000	(5)	NTL (PT)	INV/IO	38374D3F4	April 2038
ZA(1)	5,995,652	4.25	SEQ	FIX/Z	38374D3G2	April 2038
ZT	1,502,412	5.25	SUP	FIX/Z	38374D3H0	April 2038
Residuals						
RR	0	0.00	NPR	NPR	38374D3J6	April 2038

(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.

CREDIT SUISSE

CASTLEOAK SECURITIES, L.P.

The date of this Offering Circular Supplement is April 21, 2008.

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: Credit Suisse Securities (USA) LLC

Trustee: Wells Fargo Bank, N.A.

Tax Administrator: The Trustee

Closing Date: April 29, 2008

Distribution Dates: For the Group 1 Securities, the 16th day of each month or, if the 16th day is not a Business Day, the first Business Day thereafter, commencing in May 2008. For the Group 2 Securities, the 20th day of each month or, if the 20th day is not a Business Day, the first Business Day thereafter, commencing in May 2008.

Trust Assets:

<u>Trust Asset Group</u>	<u>Trust Asset Type</u>	<u>Certificate Rate</u>	<u>Original Term To Maturity (in years)</u>
1	Ginnie Mae I	5.0%	15
2	Ginnie Mae II	6.5%	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.

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			
\$739,903,145	126	52	5.500%
Group 2 Trust Assets			
\$343,281,882	357	2	6.922%

¹ As of April 1, 2008.

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

³ The Mortgage Loans underlying the Group 2 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 Trust Assets, Mortgage Rates of many of the Mortgage Loans underlying the Trust Assets will differ from the weighted averages shown above, perhaps significantly. See “The Trust Assets — The Mortgage Loans” in this Supplement.

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>
FA	LIBOR + 0.30%	3.00000%	0.30%	8.00%	0	0.00%
FB	LIBOR + 0.73%	3.45688%	0.73%	7.00%	0	0.00%
FH	LIBOR + 0.70%	3.40000%	0.70%	7.00%	0	0.00%
SA	7.70% – LIBOR	5.00000%	0.00%	7.70%	0	7.70%
SB	6.27% – LIBOR	3.54312%	0.00%	6.27%	0	6.27%
SH	6.30% – LIBOR	3.60000%	0.00%	6.30%	0	6.30%

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

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

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

SECURITY GROUP 1

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

1. Concurrently, to AC, AG, AK, AN and GA, pro rata, until retired
2. To AY, until retired

SECURITY GROUP 2

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

- The KZ Accrual Amount to KM, until retired, and then to KZ
- The ZA Accrual Amount sequentially, to BA and CA, in that order, until retired, and then to ZA

- The ZT Accrual Amount in the following order of priority:
 1. To KM, KN, KZ and PM, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:
 - a. To PM, until reduced to its Scheduled Principal Balance for that Distribution Date
 - b. Sequentially, to KM, KZ and KN, in that order, while outstanding
 - c. To PM, without regard to its Scheduled Principal Balance, while outstanding
 2. To ZT
- The Group 2 Adjusted Principal Distribution Amount, concurrently, as follows:
 1. 69.6750485655% concurrently, to FA, FB and FH, pro rata, until retired
 2. 13.5318565982% in the following order of priority:
 - a. Sequentially, to PA and PJ, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
 - b. To KM, KN, KZ and PM, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:
 - i. To PM, until reduced to its Scheduled Principal Balance for that Distribution Date
 - ii. Sequentially, to KM, KZ and KN, in that order, while outstanding
 - iii. To PM, without regard to its Scheduled Principal Balance, while outstanding
 - c. To ZT, until retired
 - d. To KM, KN, KZ and PM, in the same manner and order of priority described in Step 2.b. above, but without regard to their Aggregate Scheduled Principal Balance, until retired
 - e. Sequentially, to PA and PJ, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired
 3. 16.7930948363% sequentially, to BA, CA and ZA, in that order, until retired

Scheduled Principal Balances: The Scheduled Principal Balances and 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 and Rate:

<u>Classes</u>	<u>Structuring Ranges and Rate</u>
PAC I Classes	
PA and PJ (in the aggregate)	100% PSA through 400% PSA
PAC II Class	
PM	135% PSA through 330% PSA
TAC and PAC II Classes	
KM, KN, KZ and PM (in the aggregate)	540% 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 Balances indicated:

<u>Class</u>	<u>Original Class Notional Balance</u>	<u>Represents Approximately</u>
Security Group 1		
AI	\$ 90,872,400	30% of AC (SEQ Class)
	15,000,000	15% of AG (SEQ Class)
	15,000,000	15% of AK (SEQ Class)
	15,000,000	15% of AN (SEQ Class)
	<u>15,000,000</u>	15% of GA (SEQ Class)
	<u>\$150,872,400</u>	
Security Group 2		
PI	\$ 3,555,230	15.3846153846% of PA (PAC I Class)
SA	68,181,818	100% of FA (PT Class)
SB	60,000,000	100% of FB (PT Class)
SH	111,000,000	100% of FH (PT Class)

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

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



\$781,635,363

**Government National
Mortgage Association**

GINNIE MAE®

**Guaranteed REMIC
Pass-Through Securities
and MX Securities
Ginnie Mae REMIC Trust 2009-083**

OFFERING CIRCULAR SUPPLEMENT
September 22, 2009

**JPMorgan
Loop Capital Markets LLC**