

Offering Circular Supplement
(To Base Offering Circular dated April 1, 2008)



\$1,028,395,333
Government National Mortgage Association
GINNIE MAE®

**Guaranteed REMIC Pass-Through Securities
and MX Securities**
Ginnie Mae REMIC Trust 2009-089

The Securities

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

The Ginnie Mae Guaranty

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

The Trust and its Assets

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

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

See “Risk Factors” beginning on page S-9 which highlights some of these risks.

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

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

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

Class of REMIC Securities	Original Principal Balance(2)	Interest Rate	Principal Type(3)	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Security Group 1						
KA	\$ 3,813,000	5.0%	SUP	FIX	38376CW88	March 2039
KB	2,018,000	5.0	SUP	FIX	38376CW96	May 2039
KC	6,948,000	5.0	SUP	FIX	38376CX20	October 2039
KD	10,309,000	5.0	PAC II	FIX	38376CX38	April 2039
KE	4,289,000	5.0	PAC II	FIX	38376CX46	August 2039
KF	3,750,000	(5)	SUP	FLT	38376CX53	March 2039
KG	3,195,000	5.0	PAC II	FIX	38376CX61	October 2039
KH	19,500,000	4.5	SUP	FIX	38376CX79	March 2039
KQ	1,500,000	6.5	SUP	FIX	38376CX87	March 2039
KS	1,250,000	(5)	SUP	INV	38376CX95	March 2039
P(1)	59,262,000	3.0	PAC I	FIX	38376CY29	December 2032
PE(1)	13,165,000	5.0	PAC I	FIX	38376CY37	March 2034
PG	16,134,000	5.0	PAC I	FIX	38376CY45	September 2036
PH	20,362,000	5.0	PAC I	FIX	38376CY52	April 2038
PI(1)	23,704,800	5.0	NTL(PAC I)	FIX/IO	38376CY60	December 2032
PI(1)	15,504,000	5.0	PAC I	FIX	38376CY78	May 2039
PK(1)	7,166,000	5.0	PAC I	FIX	38376CY86	October 2039
OG(1)	11,835,000	5.0	PAC I	FIX	38376CY94	September 2036
Security Group 2						
CF(1)	30,728,667	(5)	PAC/AD	FLT	38376CZ28	July 2039
CS(1)	30,728,667	(5)	NTL(PAC/AD)	INV/IO	38376CZ36	July 2039
FL(1)	25,000,000	(5)	PAC/AD	FLT	38376CZ44	July 2039
N(1)	72,395,333	4.0	PAC/AD	FIX	38376CZ51	July 2039
NM(1)	3,126,000	5.5	PAC/AD	FIX	38376CZ69	October 2039
NZ	25,000,000	5.5	SUP	FIX/Z	38376CZ77	October 2039
SL(1)	25,000,000	(5)	NTL(PAC/AD)	INV/IO	38376CZ85	July 2039
Security Group 3						
JA	45,286,000	5.0	PAC I	FIX	38376CZ93	July 2039
JB	1,113,000	5.0	PAC I	FIX	38376CA26	October 2039
JD	1,041,000	5.0	PAC II/AD	FIX	38376C2B4	October 2039
JM	13,838,000	5.0	SUP	FIX	38376C2C2	August 2039
JU	1,042,000	5.0	SUP	FIX	38376C2D0	October 2039
JZ	180,000	5.0	SUP	FIX/Z	38376C2E8	December 2035
Security Group 4						
E(1)	204,000,000	3.0	PAC/AD	FIX	38376C2F5	October 2039
EI(1)	85,000,000	6.0	NTL(PAC/AD)	FIX/IO	38376C2G3	October 2039
EN(1)	1,200,000	5.5	PAC/AD	FIX	38376C2H1	October 2039
EZ	64,800,000	5.5	SUP	FIX/Z	38376C2I7	October 2039
IT(1)	22,500,000	6.0	NTL(PT)	FIX/IO	38376C2K4	October 2039
Security Group 5						
GC(1)	106,666,666	4.0	SEQ/AD	FIX	38376C2L2	August 2030
GI(1)	11,851,851	4.5	NTL(SEQ/AD)	FIX/IO	38376C2M0	August 2030
GZ(1)	32,000,000	4.5	SEQ	FIX/Z	38376C2N8	October 2039
IV(1)	2,370,370	4.5	NTL(SEQ/AD)	FIX/IO	38376C2P3	March 2021
VE(1)	21,333,334	4.0	SEQ/AD	FIX	38376C2Q1	March 2021
Security Group 6						
H(1)	43,400,000	4.0	SEQ	FIX	38376C2R9	February 2036
HI(1)	8,680,000	5.0	NTL(SEQ)	FIX/IO	38376C2S7	February 2036
HM(1)	47,000,000	4.0	SEQ	FIX	38376C2T5	February 2036
HZ(1)	18,080,000	5.0	SEQ	FIX/Z	38376C2U2	October 2039
IH(1)	9,400,000	5.0	NTL(SEQ)	FIX/IO	38376C2V0	February 2036
VH(1)	12,053,333	4.0	SEQ/AD	FIX	38376C2W8	January 2020
VI(1)	2,410,666	5.0	NTL(SEQ/AD)	FIX/IO	38376C2X6	January 2020
Security Group 7						
TF(1)	8,389,500	(5)	SC/PT	FLT/DLY	38376C2Y4	November 2038
TS(1)	8,389,500	(5)	SC/PT	INV/DLY	38376C2Z1	November 2038
Security Group 8						
VA(1)	17,500,000	5.0	SC/SEQ/AD	FIX	38376C3A5	July 2020
ZA(1)	24,833,000	5.0	SC/SEQ	FIX/Z	38376C3B3	August 2039
Residual						
RR	0	0.0	NPR	NPR	38376C3C1	October 2039

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



UTENDAHL CAPITAL PARTNERS, L.P.

The date of this Offering Circular Supplement is October 23, 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 7 and 8 securities, each disclosure document relating to the Underlying Certificates (the “Underlying Certificate Disclosure Documents”).

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

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

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

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TERMS SHEET

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

Sponsor: RBS Securities Inc.

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

Trustee: U.S. Bank National Association

Tax Administrator: The Trustee

Closing Date: October 30, 2009

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

Trust Assets:

<u>Trust Asset Group</u>	<u>Trust Asset Type</u>	<u>Certificate Rate</u>	<u>Original Term To Maturity (in years)</u>
1	Ginnie Mae II	5.0%	30
2	Ginnie Mae II	5.5%	30
3	Ginnie Mae I	5.0%	30
4	Ginnie Mae I	6.0%	30
5	Ginnie Mae II	4.5%	30
6	Ginnie Mae II	5.0%	30
7	Underlying Certificates	(1)	(1)
8	Underlying Certificates	(1)	(1)

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

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

Assumed Characteristics of the Mortgage Loans Underlying the Group 1, 2, 3, 4, 5 and 6 Trust Assets¹:

<u>Principal Balance²</u>	<u>Weighted Average Remaining Term to Maturity (in months)</u>	<u>Weighted Average Loan Age (in months)</u>	<u>Weighted Average Mortgage Rate³</u>
Group 1 Trust Assets \$200,000,000	358	1	5.400%
Group 2 Trust Assets \$156,250,000	357	3	5.850%
Group 3 Trust Assets \$62,500,000	321	35	5.500%
Group 4 Trust Assets \$270,000,000	344	14	6.500%
Group 5 Trust Assets \$160,000,000	356	3	4.919%
Group 6 Trust Assets \$120,533,333	357	2	5.400%

¹ As of October 1, 2009.

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

³ The Mortgage Loans underlying the Group 1, 2, 5 and 6 Trust Assets may bear interest at rates ranging from 0.25% to 1.50% per annum above the related Certificate Rate.

The actual remaining terms to maturity, loan ages and, in the case of the Group 1, 2, 5 and 6 Trust Assets, Mortgage Rates of many of the Mortgage Loans underlying the Group 1, 2, 3, 4, 5 and 6 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 Trusts.

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

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

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

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

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

<u>Class</u>	<u>Interest Rate Formula(1)</u>	<u>Initial Interest Rate(2)</u>	<u>Minimum Rate</u>	<u>Maximum Rate</u>	<u>Delay (in days)</u>	<u>LIBOR for Minimum Interest Rate</u>
Security Group 1						
KF	LIBOR + 1.40%	1.645%	1.40%	7.00%	0	0.00%
KS	21.80% – (LIBOR x 3.00)	21.065%	5.00%	21.80%	0	5.60%
Security Group 2						
CF	LIBOR + 0.75%	0.996%	0.75%	7.00%	0	0.00%
CS	6.25% – LIBOR	6.004%	0.00%	6.25%	0	6.25%
FL	LIBOR + 0.50%	0.746%	0.50%	8.00%	0	0.00%
SL	7.50% – LIBOR	7.254%	0.00%	7.50%	0	7.50%
Security Group 7						
TF	LIBOR + 1.25%	1.495%	1.25%	7.00%	19	0.00%
TS	8.75% – LIBOR	8.505%	3.00%	8.75%	19	5.75%

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

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

SECURITY GROUP 1

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

1. To the Group 1 PAC I Classes, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:
 - a. Sequentially, to P and PE, in that order, while outstanding
 - b. Concurrently, to PG and QG, pro rata, while outstanding
 - c. Sequentially, to PH, PJ and PK, in that order, while outstanding
2. Sequentially, to KD, KE and KG, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
3. Concurrently, to KA, KF, KH, KQ and KS, pro rata, until retired
4. Sequentially, to KB and KC, in that order, until retired
5. Sequentially, to KD, KE and KG, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired
6. To the Group 1 PAC I Classes, in the same manner and order of priority described in step 1. above, but without regard to their Aggregate Scheduled Principal Balance, until retired

SECURITY GROUP 2

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

1. To the Group 2 PAC Classes, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:
 - a. Concurrently, to CF, FL and N, pro rata, while outstanding
 - b. To NM, while outstanding
2. To NZ, until retired
3. To the Group 2 PAC Classes, in the same manner and order of priority described in step 1. above, but without regard to their Aggregate Scheduled Principal Balance, until retired

SECURITY GROUP 3

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

- The JZ Accrual Amount to JD, until reduced to its Scheduled Principal Balance for that Distribution Date, and then to JZ
- The Group 3 Principal Distribution Amount in the following order of priority:
 1. Sequentially, to JA and JB, 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. Sequentially, to JZ, JM and JU, in that order, until retired
 4. To JD, without regard to its Scheduled Principal Balance, until retired
 5. Sequentially, to JA and JB, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

SECURITY GROUP 4

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

1. Sequentially, to E and EN, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
2. To EZ, until retired
3. Sequentially, to E and EN, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

SECURITY GROUP 5

The Group 5 Principal Distribution Amount and the GZ Accrual Amount will be allocated as follows:

- The GZ Accrual Amount, sequentially, to VE and GC, in that order, until retired, and then to GZ
- The Group 5 Principal Distribution Amount, sequentially, to GC, VE and GZ, in that order, until retired

SECURITY GROUP 6

The Group 6 Principal Distribution Amount and the HZ Accrual Amount will be allocated as follows:

- The HZ Accrual Amount to VH, until retired, and then to HZ
- The Group 6 Principal Distribution Amount in the following order of priority:
 1. Concurrently, to H and HM, pro rata, until retired
 2. Sequentially, to VH and HZ, in that order, until retired

SECURITY GROUP 7

The Group 7 Principal Distribution Amount will be allocated, concurrently, to TF and TS, pro rata, until retired

SECURITY GROUP 8

The Group 8 Principal Distribution Amount and the ZA Accrual Amount will be allocated, sequentially, to VA and ZA, in that order, 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>Security Group</u>	<u>Class</u>	<u>Structuring Ranges</u>
PAC I Classes		
1	P, PE, PG, PH, PJ, PK and QG (in the aggregate)	100% PSA through 250% PSA
3	JA and JB (in the aggregate)	110% PSA through 250% PSA
PAC II Classes		
1	KD, KE and KG (in the aggregate)	127% PSA through 210% PSA
3	JD	117% PSA through 250% PSA
PAC Classes		
2	CF, FL, N and NM (in the aggregate)	260% PSA through 400% PSA
4	E and EN (in the aggregate)	250% PSA through 470% 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, (i) the Class Principal Balance or Class Principal Balances indicated, (ii) the outstanding Principal

Balance of the related Trust Asset Group indicated or (iii) in the case of Class IE, the Class Principal Balance indicated and the outstanding Principal Balance of the related Trust Asset Group indicated:

<u>Class</u>	<u>Original Class Notional Balance</u>	<u>Represents Approximately</u>
Security Group 1		
PI	\$ 23,704,800	40% of P (PAC I Class)
Security Group 2		
CS	\$ 30,728,667	100% of CF (PAC/AD Class)
NI	18,098,833	25% of N (PAC/AD Class)
SL	25,000,000	100% of FL (PAC/AD Class)
Security Group 4		
EI	\$ 85,000,000	41.6666666667% of E (PAC/AD Class)
IE	\$ 85,000,000	41.6666666667% of E (PAC/AD Class)
	<u>22,500,000</u>	8.3333333333% of the Group 4 Assets
	<u>\$107,500,000</u>	
IT	\$ 22,500,000	8.3333333333% of the Group 4 Assets
Security Group 5		
GI	\$ 11,851,851	11.1111111111% of GC (SEQ/AD Class)
IO	14,222,221	11.1111111111% of GC and VE (in the aggregate) (SEQ/AD Classes)
IV	2,370,370	11.1111111111% of VE (SEQ/AD Class)
Security Group 6		
HI	\$ 8,680,000	20% of H (SEQ Class)
IH	9,400,000	20% of HM (SEQ Class)
IM	18,080,000	20% of H and HM (in the aggregate) (SEQ Classes)
VI	2,410,666	20% of VH (SEQ/AD Class)

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

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

RISK FACTORS

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

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

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

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

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

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

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

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

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

Support securities will be more sensitive to rates of principal payments than other securities. If principal prepayments result in principal distributions on any distribution date equal to or less than the amount needed to produce scheduled payments on the PAC classes, the related support classes will not receive any principal distribution on that date. If prepayments result in principal distributions on any distribution date greater than the amount needed to produce scheduled payments on the PAC classes for that distribution date, this excess will be distributed to the related support classes.

The rate of principal payments on the underlying certificates will directly affect the rate of principal payments on the group 7 and 8 securities. The underlying certificates will be sensitive in varying degrees to

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

As described in the related underlying certificate disclosure documents, the underlying certificates included in trust asset group 8 are not entitled to distributions of principal until certain classes of the related underlying series have been retired and, accordingly, distributions of principal of the related mortgage loans for extended periods may be applied to the distribution of principal of those classes of certificates having priority over the underlying certificates. In addition, the underlying certificates included in trust asset group 7 are classes that provide support to other classes and they are entitled to receive principal distributions only if scheduled payments have been made on other specified classes of the related underlying series. Accordingly, these underlying certificates may receive no principal distributions for extended periods of time or may receive principal payments that vary widely from period to period.

The principal entitlement of the underlying certificates included in trust asset group 8 on any payment date is calculated on the basis of schedules; no assurance can be given that the

underlying certificates will adhere to their schedules. Further, prepayments on the related mortgage loans may have occurred at rates faster or slower than those initially assumed.

This supplement contains no information as to whether an underlying certificate has adhered to any applicable principal balance schedule, whether any related supporting classes remain outstanding or whether the underlying certificates otherwise have performed as originally anticipated. Additional information as to the underlying certificates may be obtained by performing an analysis of current principal factors of the underlying certificates in light of applicable information contained in the related underlying certificate disclosure documents.

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

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

The securities may not be a suitable investment for you. The securities, especially the group 7 and 8 securities, and, in particular, the support, interest only, inverse floating rate, accrual and residual classes, are not suitable investments for all investors.

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

a secondary market will develop, that any secondary market will continue, or that the price at which you can sell an investment in any class will enable you to realize a desired yield on that investment.

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

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

The residual securities may experience significant adverse tax timing consequences. Accordingly, you are urged to consult tax advisors and to consider the after-tax effect of ownership of a residual security and the suitability of the residual securities to your investment objectives. *See*

“Certain Federal Income Tax Consequences” in this supplement and in the base offering circular.

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

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

The yield and decrement tables in this supplement are based on assumed characteristics which are likely to be different from the actual characteristics. As a result, the yields on your securities could be lower than you expected, even if the mortgage loans prepay at the constant prepayment rates set forth in the applicable table.

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

THE TRUST ASSETS

General

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

The Trust MBS (Groups 1, 2, 3, 4, 5 and 6)

The Group 1, 2, 5 and 6 Trust Assets are either:

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

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

The Group 3 and 4 Trust Assets are either:

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

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

The Underlying Certificates (Groups 7 and 8)

The Group 7 and 8 Trust Assets consist of Underlying Certificates that represent beneficial ownership interests in one or more separate trusts, the assets of which evidence direct or indirect beneficial ownership interests in certain Ginnie Mae Certificates. Each Underlying Certificate constitutes all or a portion of a class of a separate Series of certificates described in the related Underlying Certificate Disclosure Documents, excerpts of which are attached as Exhibit B to this Supplement. Each Underlying Certificate Disclosure Document may be obtained from the Information Agent as described under “Available Information” in this Supplement. Investors are cautioned that material changes in facts and circumstances may have occurred since the date of each Underlying Certificate Disclosure Document, including changes in prepayment rates, prevailing interest rates and other economic factors, which may limit the usefulness of, and be directly contrary to the assumptions used in preparing the information included in, the offering document. *See “Underlying Certificates” in the Base Offering Circular.*

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

The Mortgage Loans

The Mortgage Loans underlying the Group 1, 2, 3, 4, 5 and 6 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, 3, 4, 5 and 6 Trust Assets” and the general characteristics described in the Base Offering Circular. The Mortgage Loans underlying the Underlying Certificates are expected to have, on a weighted average basis, the characteristics set forth in Exhibit A to this Supplement. The Mortgage Loans will consist of first lien, single-family, fixed rate, residential mortgage loans that are insured or guaranteed by the Federal Housing Administration, the United States Department of Veterans Affairs, Rural Development (formerly the Rural Housing Service) or the United States Department of Housing and Urban Development (“HUD”). *See “The Ginnie Mae Certificates — General” in the Base Offering Circular.*

Specific information regarding the characteristics of the Mortgage Loans underlying the Trust MBS is not available. For purposes of this Supplement, certain assumptions have been made regarding the remaining terms to maturity, loan ages and, in the case of the Group 1, 2, 5 and 6 Trust Assets, Mortgage Rates of the Mortgage Loans. However, the actual remaining terms to maturity, loan ages and, in the case of the Group 1, 2, 5 and 6 Trust Assets, Mortgage Rates of many of the Mortgage Loans will differ from the characteristics assumed, perhaps significantly. This will be the case even if the weighted average characteristics of the Mortgage Loans are the same as the assumed characteristics. Small differences in the characteristics of the Mortgage Loans can have a significant effect on the weighted average lives and yields of the Securities. *See “Risk Factors” and “Yield, Maturity and Prepayment Considerations” in this Supplement.*

The Trustee Fee

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

GINNIE MAE GUARANTY

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

DESCRIPTION OF THE SECURITIES

General

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

Form of Securities

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

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

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

Distributions

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

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

Interest Distributions

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

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

Categories of Classes

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

Accrual Periods

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

<u>Class</u>	<u>Accrual Period</u>
Fixed Rate Classes and Delay Classes	The calendar month preceding the related Distribution Date
Group 1 and Group 2 Floating Rate and Inverse Floating Rate Classes	From the 20 th day of the month preceding the month of the related Distribution Date through the 19 th 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 EZ, GZ, HZ, JZ, NZ and ZA 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 EZ, GZ, HZ, JZ, NZ and ZA 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 each month following the issuance of the Securities will reflect its remaining Class Principal Balance (or Class Notional Balance) after giving effect to any principal distribution (or addition to principal) to be made or any reduction of Class Notional Balance on the Distribution Date occurring in that month.

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

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

Termination

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

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

Modification and Exchange

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

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

In the case of Combination 7, the Class N 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 Class N 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 or notional balance 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 One Federal Street, 3rd Floor, Boston, Massachusetts 02110, Attention: Trust Administration Ginnie Mae 2009-089. The Trustee may be contacted by telephone at (617) 603-6451 and by fax at (617) 603-6644.

A fee will be payable to the Trustee in connection with each exchange equal to $\frac{1}{32}$ of 1% of the outstanding principal balance (or notional balance) of the Securities surrendered for exchange (but not less than \$2,000 or more than \$25,000); provided, however, that no fee will be payable in respect of an interest only security unless all securities involved in the exchange are interest only securities. The fee must be paid concurrently with the exchange.

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

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

YIELD, MATURITY AND PREPAYMENT CONSIDERATIONS

General

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

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

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

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

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

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

Investors in the Group 7 and 8 Securities are urged to review the discussion under "Risk Factors — *The rate of principal payments on the underlying certificates will directly affect the rate of principal payments on the Group 7 and 8 securities*" in this Supplement.

Accretion Directed Classes

Classes CF, E, EN, FL, GC, JD, N, NM, VA, VE and VH are Accretion Directed Classes. The related Accrual Amounts will be applied to making principal distributions on those Classes as described in this Supplement. Each of Classes CS, EI, GI, IV, SL and VI is a Notional Class whose Class Notional Balance is determined by reference to the Class Principal Balance of Classes CF, E, GC, VE, FL and VH, respectively.

Each of Classes CF, E, EN, FL, GC, JD, N, NM, VA, VE and VH has the AD designation in the suffix position, rather than the prefix position, in its class principal type because it does not have principal payment stability through the applicable pricing prepayment assumption. Classes VA, VE and VH will have principal payment stability only through the prepayment rates shown in the table below. Classes CF, E, EN, FL, GC, JD, N and NM are not listed in the table below because, although they are entitled to receive payments from the related Accrual Amounts, they do not have principal payment stability through any prepayment rate significantly higher than 0% PSA, except through their structuring ranges, if applicable.

The Accretion Directed Classes are entitled to principal payments in an amount equal to interest accrued on the related Accrual Classes. With respect to the Classes listed in the table below, the Weighted Average Life of each such Class cannot exceed its Weighted Average Life as shown in the following table under any prepayment scenario, even a scenario where there are no prepayments.

- Moreover, based on the Modeling Assumptions, if the related Mortgage Loans prepay at any constant rate at or below the rate for an Accretion Directed Class shown in the table below, the Class Principal Balances of Classes VA, VE and VH would be reduced to zero on, but not before, their Final Distribution Dates and the Weighted Average Life of each of these Classes would equal its maximum Weighted Average Life.
- However, the Weighted Average Lives of Classes VA, VE and VH will be reduced, and may be reduced significantly, at prepayment speeds higher than the constant rates shown in the table below. See “Yield, Maturity and Prepayment Considerations— Decrement Tables” in this Supplement.

Accretion Directed Classes

<u>Class</u>	<u>Maximum Weighted Average Life (in Years)</u>	<u>Final Distribution Date</u>	<u>Prepayment Rate at or below</u>
VA	5.8	July 2020	277% PSA
VE	6.2	March 2021	130% PSA
VH	5.6	January 2020	203% PSA

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

Securities that Receive Principal on the Basis of Schedules

As described in this Supplement, each PAC Class will receive principal payments in accordance with a schedule calculated on the basis of, among other things, a Structuring Range. See “Terms Sheet— Scheduled Principal Balances.” However, whether any such Class will adhere to its schedule and receive “Scheduled Payments” on a Distribution Date will largely depend on the level of prepayments experienced by the 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:

<u>Security Group</u>	<u>Class</u>	<u>Initial Effective Ranges</u>
PAC I Classes		
1	P, PE, PG, PH, PJ, PK and QG (in the aggregate)	100% PSA through 250% PSA
3	JA and JB (in the aggregate)	110% PSA through 250% PSA
PAC II Classes		
1	KD, KE and KG (in the aggregate)	127% PSA through 210% PSA
3	JD	117% PSA through 250% PSA
PAC Classes		
2	CF, FL, N and NM (in the aggregate)	239% PSA through 400% PSA
4	E and EN (in the aggregate)	223% PSA through 470% PSA

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

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

Moreover, the related Mortgage Loans will not prepay at any *constant* rate. Non-constant prepayment rates can cause any PAC Class not to receive Scheduled Payments, even if prepayment rates remain within the initial Effective Range 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 PAC Class, 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

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

1. The Mortgage Loans underlying the Group 1, 2, 3, 4, 5 and 6 Trust Assets have the assumed characteristics shown under “Assumed Characteristics of the Mortgage Loans Underlying the Group 1, 2, 3, 4, 5 and 6 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, 3, 4, 5 or 6 Trust Asset is assumed to have an original and a remaining term to maturity of 360 months and each Mortgage Loan underlying a Group 1, 2, 5 or 6 Trust Asset is assumed to have a Mortgage Rate of 1.50% per annum higher than the related Certificate Rate.

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

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

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

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

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

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

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

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

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

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

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

Decrement Tables

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

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

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

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

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

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

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

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

Security Group 1 PSA Prepayment Assumption Rates																					
Distribution Date	Classes KA, KF, KH, KQ and KS					Class KB					Class KC					Class KD					
	0%	100%	180%	250%	400%	0%	100%	180%	250%	400%	0%	100%	180%	250%	400%	0%	100%	180%	250%	400%	
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	
October 2010	100	100	95	88	73	100	100	100	100	100	100	100	100	100	100	100	100	100	92	92	
October 2011	100	100	82	58	9	100	100	100	100	100	100	100	100	100	100	100	100	73	73	73	
October 2012	100	100	66	22	0	100	100	100	100	0	100	100	100	100	0	100	100	48	48	0	
October 2013	100	100	53	0	0	100	100	100	22	0	100	100	100	100	0	100	100	26	26	0	
October 2014	100	100	43	0	0	100	100	100	0	0	100	100	100	25	0	100	100	9	9	0	
October 2015	100	100	36	0	0	100	100	100	0	0	100	100	100	0	0	100	100	0	0	0	
October 2016	100	100	31	0	0	100	100	100	0	0	100	100	100	0	0	100	100	0	0	0	
October 2017	100	100	28	0	0	100	100	100	0	0	100	100	100	0	0	100	100	0	0	0	
October 2018	100	100	27	0	0	100	100	100	0	0	100	100	100	0	0	100	100	0	0	0	
October 2019	100	100	26	0	0	100	100	100	0	0	100	100	100	0	0	100	93	0	0	0	
October 2020	100	100	25	0	0	100	100	100	0	0	100	100	100	0	0	100	79	0	0	0	
October 2021	100	100	23	0	0	100	100	100	0	0	100	100	100	0	0	100	59	0	0	0	
October 2022	100	100	21	0	0	100	100	100	0	0	100	100	100	0	0	100	35	0	0	0	
October 2023	100	100	19	0	0	100	100	100	0	0	100	100	100	0	0	100	7	0	0	0	
October 2024	100	100	16	0	0	100	100	100	0	0	100	100	100	0	0	100	0	0	0	0	
October 2025	100	100	11	0	0	100	100	100	0	0	100	100	100	0	0	100	0	0	0	0	
October 2026	100	95	6	0	0	100	100	100	0	0	100	100	100	0	0	100	0	0	0	0	
October 2027	100	84	2	0	0	100	100	100	0	0	100	100	100	0	0	100	0	0	0	0	
October 2028	100	72	0	0	0	100	100	67	0	0	100	100	100	0	0	100	0	0	0	0	
October 2029	100	61	0	0	0	100	100	8	0	0	100	100	100	0	0	100	0	0	0	0	
October 2030	100	50	0	0	0	100	100	0	0	0	100	100	87	0	0	100	0	0	0	0	
October 2031	100	40	0	0	0	100	100	0	0	0	100	100	72	0	0	100	0	0	0	0	
October 2032	100	29	0	0	0	100	100	0	0	0	100	100	59	0	0	100	0	0	0	0	
October 2033	100	19	0	0	0	100	100	0	0	0	100	100	48	0	0	100	0	0	0	0	
October 2034	100	10	0	0	0	100	100	0	0	0	100	100	37	0	0	100	0	0	0	0	
October 2035	100	1	0	0	0	100	100	0	0	0	100	100	27	0	0	60	0	0	0	0	
October 2036	100	0	0	0	0	100	0	0	0	0	100	95	19	0	0	0	0	0	0	0	
October 2037	64	0	0	0	0	100	0	0	0	0	100	60	11	0	0	0	0	0	0	0	
October 2038	19	0	0	0	0	100	0	0	0	0	100	26	5	0	0	0	0	0	0	0	
October 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Weighted Average Life (years)	28.3	21.1	6.6	2.2	1.3	29.5	26.5	19.3	3.9	2.2	29.8	28.3	24.2	4.7	2.4	26.1	12.2	3.0	3.0	2.2	

PSA Prepayment Assumption Rates																					
Distribution Date	Class KE					Class KG					Classes P, PA, PB, PC, PD and PI					Class PE					
	0%	100%	180%	250%	400%	0%	100%	180%	250%	400%	0%	100%	180%	250%	400%	0%	100%	180%	250%	400%	
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	
October 2010	100	100	100	100	100	100	100	100	100	100	100	96	90	90	90	90	100	100	100	100	
October 2011	100	100	100	100	100	100	100	100	100	100	92	73	73	73	73	100	100	100	100		
October 2012	100	100	100	100	0	100	100	100	100	73	88	50	50	50	50	100	100	100	100		
October 2013	100	100	100	100	0	100	100	100	100	0	83	28	28	28	4	100	100	100	100		
October 2014	100	100	100	100	0	100	100	100	100	0	78	8	8	8	0	100	100	100	100		
October 2015	100	100	88	43	0	100	100	100	100	0	73	0	0	0	0	100	48	48	48		
October 2016	100	100	63	0	0	100	100	100	60	0	68	0	0	0	0	100	0	0	0		
October 2017	100	100	44	0	0	100	100	100	11	0	62	0	0	0	0	100	0	0	0		
October 2018	100	100	32	0	0	100	100	100	0	0	55	0	0	0	0	100	0	0	0		
October 2019	100	100	18	0	0	100	100	100	0	0	49	0	0	0	0	100	0	0	0		
October 2020	100	100	0	0	0	100	100	100	0	0	41	0	0	0	0	100	0	0	0		
October 2021	100	100	0	0	0	100	100	75	0	0	34	0	0	0	0	100	0	0	0		
October 2022	100	100	0	0	0	100	100	49	0	0	26	0	0	0	0	100	0	0	0		
October 2023	100	100	0	0	0	100	100	23	0	0	17	0	0	0	0	100	0	0	0		
October 2024	100	44	0	0	0	100	100	0	0	0	7	0	0	0	0	100	0	0	0		
October 2025	100	0	0	0	0	100	58	0	0	0	0	0	0	0	0	88	0	0	0		
October 2026	100	0	0	0	0	100	0	0	0	0	0	0	0	0	0	40	0	0	0		
October 2027	100	0	0	0	0	100	0	0	0	0	0	0	0	0	0	0	0	0	0		
October 2028	100	0	0	0	0	100	0	0	0	0	0	0	0	0	0	0	0	0	0		
October 2029	100	0	0	0	0	100	0	0	0	0	0	0	0	0	0	0	0	0	0		
October 2030	100	0	0	0	0	100	0	0	0	0	0	0	0	0	0	0	0	0	0		
October 2031	100	0	0	0	0	100	0	0	0	0	0	0	0	0	0	0	0	0	0		
October 2032	100	0	0	0	0	100	0	0	0	0	0	0	0	0	0	0	0	0	0		
October 2033	100	0	0	0	0	100	0	0	0	0	0	0	0	0	0	0	0	0	0		
October 2034	100	0	0	0	0	100	0	0	0	0	0	0	0	0	0	0	0	0	0		
October 2035	100	0	0	0	0	100	0	0	0	0	0	0	0	0	0	0	0	0	0		
October 2036	0	0	0	0	0	61	0	0	0	0	0	0	0	0	0	0	0	0	0		
October 2037	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0		
October 2038	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0		
October 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0		
Weighted Average Life (years)	26.7	14.9	8.0	6.0	2.9	27.0	16.1	13.0	7.3	3.0	9.2	3.0	3.0	3.0	2.7	16.8	6.0	6.0	6.0	4.4	

**Security Group 1
PSA Prepayment Assumption Rates**

Distribution Date	Classes PG and QG					Class PH					Class PJ					Class PK				
	0%	100%	180%	250%	400%	0%	100%	180%	250%	400%	0%	100%	180%	250%	400%	0%	100%	180%	250%	400%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
October 2010	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
October 2011	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
October 2012	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
October 2013	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
October 2014	100	100	100	100	78	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
October 2015	100	100	100	100	19	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
October 2016	100	84	84	84	0	100	100	100	100	65	100	100	100	100	100	100	100	100	100	100
October 2017	100	48	48	48	0	100	100	100	100	20	100	100	100	100	100	100	100	100	100	100
October 2018	100	15	15	15	0	100	100	100	100	0	100	100	100	100	81	100	100	100	100	100
October 2019	100	0	0	0	0	100	80	80	80	0	100	100	100	100	48	100	100	100	100	100
October 2020	100	0	0	0	0	100	47	47	47	0	100	100	100	100	23	100	100	100	100	100
October 2021	100	0	0	0	0	100	19	19	19	0	100	100	100	100	5	100	100	100	100	100
October 2022	100	0	0	0	0	100	0	0	0	0	100	94	94	94	0	100	100	100	100	81
October 2023	100	0	0	0	0	100	0	0	0	0	100	69	69	69	0	100	100	100	100	59
October 2024	100	0	0	0	0	100	0	0	0	0	100	47	47	47	0	100	100	100	100	43
October 2025	100	0	0	0	0	100	0	0	0	0	100	30	30	30	0	100	100	100	100	31
October 2026	100	0	0	0	0	100	0	0	0	0	100	15	15	15	0	100	100	100	100	23
October 2027	95	0	0	0	0	100	0	0	0	0	100	3	3	3	0	100	100	100	100	16
October 2028	69	0	0	0	0	100	0	0	0	0	100	0	0	0	0	100	85	85	85	12
October 2029	42	0	0	0	0	100	0	0	0	0	100	0	0	0	0	100	67	67	67	8
October 2030	13	0	0	0	0	100	0	0	0	0	100	0	0	0	0	100	53	53	53	6
October 2031	0	0	0	0	0	75	0	0	0	0	100	0	0	0	0	100	41	41	41	4
October 2032	0	0	0	0	0	29	0	0	0	0	100	0	0	0	0	100	31	31	31	3
October 2033	0	0	0	0	0	0	0	0	0	0	74	0	0	0	0	100	23	23	23	2
October 2034	0	0	0	0	0	0	0	0	0	0	6	0	0	0	0	100	17	17	17	1
October 2035	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	11	11	11	11	1
October 2036	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	7	7	7	7	0
October 2037	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	4	4	4	4	0
October 2038	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	2	2	2	2	0
October 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average																				
Life (years)	19.7	8.0	8.0	8.0	5.5	22.5	11.0	11.0	11.0	7.4	24.4	15.1	15.1	15.1	10.1	25.6	21.9	21.9	21.9	15.4

PSA Prepayment Assumption Rates

Distribution Date	Class PV					Class QX				
	0%	100%	180%	250%	400%	0%	100%	180%	250%	400%
Initial Percent	100	100	100	100	100	100	100	100	100	100
October 2010	100	100	100	100	100	100	100	100	100	100
October 2011	100	100	100	100	100	100	100	100	100	100
October 2012	100	100	100	100	100	100	100	100	100	100
October 2013	100	100	100	100	100	100	100	100	100	100
October 2014	100	100	100	100	100	100	100	100	100	37
October 2015	100	100	100	100	100	100	73	73	73	9
October 2016	100	100	100	100	100	100	40	40	40	0
October 2017	100	100	100	100	100	100	23	23	23	0
October 2018	100	100	100	100	87	100	7	7	7	0
October 2019	100	100	100	100	64	100	0	0	0	0
October 2020	100	100	100	100	48	100	0	0	0	0
October 2021	100	100	100	100	35	100	0	0	0	0
October 2022	100	96	96	96	26	100	0	0	0	0
October 2023	100	79	79	79	19	100	0	0	0	0
October 2024	100	64	64	64	14	100	0	0	0	0
October 2025	100	52	52	52	10	94	0	0	0	0
October 2026	100	42	42	42	7	69	0	0	0	0
October 2027	100	34	34	34	5	45	0	0	0	0
October 2028	100	27	27	27	4	33	0	0	0	0
October 2029	100	21	21	21	3	20	0	0	0	0
October 2030	100	17	17	17	2	6	0	0	0	0
October 2031	100	13	13	13	1	0	0	0	0	0
October 2032	100	10	10	10	1	0	0	0	0	0
October 2033	82	7	7	7	1	0	0	0	0	0
October 2034	35	5	5	5	0	0	0	0	0	0
October 2035	4	4	4	4	0	0	0	0	0	0
October 2036	2	2	2	2	0	0	0	0	0	0
October 2037	1	1	1	1	0	0	0	0	0	0
October 2038	1	1	1	1	0	0	0	0	0	0
October 2039	0	0	0	0	0	0	0	0	0	0
Weighted Average										
Life (years)	24.8	17.3	17.3	17.3	11.8	18.2	6.9	6.9	6.9	4.9

**Security Group 2
PSA Prepayment Assumption Rates**

Distribution Date	Classes CF, CS, FL, N, NA, NB, ND, NI and SL					Class NM					Class NP					Class NZ					
	0%	260%	325%	400%	700%	0%	260%	325%	400%	700%	0%	260%	325%	400%	700%	0%	260%	325%	400%	700%	
	Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
October 2010	98	92	92	92	92	100	100	100	100	100	98	93	93	93	93	106	100	92	83	48	
October 2011	95	78	78	78	69	100	100	100	100	100	95	79	79	79	70	112	100	77	52	0	
October 2012	93	61	61	61	39	100	100	100	100	100	93	62	62	62	40	118	100	62	21	0	
October 2013	90	47	47	47	21	100	100	100	100	100	90	49	49	49	23	125	100	54	6	0	
October 2014	87	36	36	36	11	100	100	100	100	100	87	37	37	37	13	132	100	50	0	0	
October 2015	83	26	26	26	5	100	100	100	100	100	84	28	28	28	7	139	99	48	0	0	
October 2016	80	19	19	19	2	100	100	100	100	100	81	21	21	21	4	147	94	44	0	0	
October 2017	76	13	13	13	0	100	100	100	100	100	77	15	15	15	2	155	86	40	0	0	
October 2018	73	9	9	9	0	100	100	100	100	57	73	11	11	11	1	164	78	35	0	0	
October 2019	68	6	6	6	0	100	100	100	100	32	69	8	8	8	1	173	69	30	0	0	
October 2020	64	4	4	4	0	100	100	100	100	18	65	6	6	6	0	183	60	25	0	0	
October 2021	59	2	2	2	0	100	100	100	100	10	60	5	5	5	0	193	52	21	0	0	
October 2022	54	1	1	1	0	100	100	100	100	6	55	3	3	3	0	204	44	18	0	0	
October 2023	49	0	0	0	0	100	100	100	100	3	50	2	2	2	0	216	38	14	0	0	
October 2024	43	0	0	0	0	100	75	75	75	2	45	2	2	2	0	228	31	12	0	0	
October 2025	37	0	0	0	0	100	54	54	54	1	39	1	1	1	0	241	26	10	0	0	
October 2026	31	0	0	0	0	100	39	39	39	1	33	1	1	1	0	254	22	8	0	0	
October 2027	24	0	0	0	0	100	27	27	27	0	26	1	1	1	0	269	18	6	0	0	
October 2028	17	0	0	0	0	100	19	19	19	0	19	0	0	0	0	284	14	5	0	0	
October 2029	9	0	0	0	0	100	13	13	13	0	11	0	0	0	0	300	11	4	0	0	
October 2030	1	0	0	0	0	100	9	9	9	0	3	0	0	0	0	317	9	3	0	0	
October 2031	0	0	0	0	0	6	6	6	6	0	0	0	0	0	0	304	7	2	0	0	
October 2032	0	0	0	0	0	4	4	4	4	0	0	0	0	0	0	275	5	2	0	0	
October 2033	0	0	0	0	0	2	2	2	2	0	0	0	0	0	0	244	4	1	0	0	
October 2034	0	0	0	0	0	1	1	1	1	0	0	0	0	0	0	210	3	1	0	0	
October 2035	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	174	2	1	0	0	
October 2036	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	135	1	0	0	0	
October 2037	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	93	1	0	0	0	
October 2038	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	48	0	0	0	0	
October 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Weighted Average																					
Life (years)	12.8	4.5	4.5	4.5	2.9	21.4	17.0	17.0	17.0	9.8	13.0	4.8	4.8	4.8	3.1	26.1	13.3	7.2	2.2	0.9	

**Security Group 3
PSA Prepayment Assumption Rates**

Distribution Date	Class JA					Class JB					Class JD				
	0%	110%	200%	250%	400%	0%	110%	200%	250%	400%	0%	110%	200%	250%	400%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
October 2010	98	89	89	89	89	100	100	100	100	100	99	99	99	75	75
October 2011	96	78	78	78	74	100	100	100	100	100	98	98	55	55	0
October 2012	94	68	68	68	55	100	100	100	100	100	97	97	38	38	0
October 2013	92	59	59	59	40	100	100	100	100	100	96	96	24	24	0
October 2014	90	51	51	51	29	100	100	100	100	100	95	95	14	14	0
October 2015	87	43	43	43	21	100	100	100	100	100	94	94	6	6	0
October 2016	85	36	36	36	15	100	100	100	100	100	93	93	1	1	0
October 2017	82	29	29	29	10	100	100	100	100	100	92	82	0	0	0
October 2018	79	23	23	23	7	100	100	100	100	100	90	45	0	0	0
October 2019	76	19	19	19	4	100	100	100	100	100	89	0	0	0	0
October 2020	73	15	15	15	3	100	100	100	100	100	87	0	0	0	0
October 2021	69	12	12	12	1	100	100	100	100	100	86	0	0	0	0
October 2022	66	9	9	9	0	100	100	100	100	100	84	0	0	0	0
October 2023	62	7	7	7	0	100	100	100	100	79	83	0	0	0	0
October 2024	58	5	5	5	0	100	100	100	100	57	81	0	0	0	0
October 2025	54	3	3	3	0	100	100	100	100	40	79	0	0	0	0
October 2026	49	2	2	2	0	100	100	100	100	28	77	0	0	0	0
October 2027	44	1	1	1	0	100	100	100	100	20	75	0	0	0	0
October 2028	39	0	0	0	0	100	100	100	100	14	73	0	0	0	0
October 2029	34	0	0	0	0	100	87	87	87	9	70	0	0	0	0
October 2030	29	0	0	0	0	100	65	65	65	6	68	0	0	0	0
October 2031	23	0	0	0	0	100	47	47	47	4	65	0	0	0	0
October 2032	17	0	0	0	0	100	32	32	32	2	63	0	0	0	0
October 2033	10	0	0	0	0	100	21	21	21	1	60	0	0	0	0
October 2034	3	0	0	0	0	100	11	11	11	1	57	0	0	0	0
October 2035	0	0	0	0	0	4	4	4	4	0	0	0	0	0	0
October 2036	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
October 2037	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
October 2038	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
October 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average															
Life (years)	15.6	6.0	6.0	6.0	4.0	25.6	22.2	22.2	22.2	16.1	21.2	8.5	2.6	2.6	1.3

**Security Group 3
PSA Prepayment Assumption Rates**

Distribution Date	Class JM					Class JU					Class JZ				
	0%	110%	200%	250%	400%	0%	110%	200%	250%	400%	0%	110%	200%	250%	400%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
October 2010	100	100	79	66	26	100	100	100	100	100	105	105	0	0	0
October 2011	100	100	62	39	0	100	100	100	100	0	110	110	0	0	0
October 2012	100	100	49	20	0	100	100	100	100	0	116	116	0	0	0
October 2013	100	100	39	7	0	100	100	100	100	0	122	122	0	0	0
October 2014	100	100	33	0	0	100	100	100	81	0	128	128	0	0	0
October 2015	100	100	29	0	0	100	100	100	20	0	135	135	0	0	0
October 2016	100	100	27	0	0	100	100	100	0	0	142	142	0	0	0
October 2017	100	100	25	0	0	100	100	100	0	0	149	149	0	0	0
October 2018	100	100	23	0	0	100	100	100	0	0	157	157	0	0	0
October 2019	100	100	21	0	0	100	100	100	0	0	165	96	0	0	0
October 2020	100	96	19	0	0	100	100	100	0	0	173	0	0	0	0
October 2021	100	90	16	0	0	100	100	100	0	0	182	0	0	0	0
October 2022	100	83	14	0	0	100	100	100	0	0	191	0	0	0	0
October 2023	100	76	11	0	0	100	100	100	0	0	201	0	0	0	0
October 2024	100	68	9	0	0	100	100	100	0	0	211	0	0	0	0
October 2025	100	61	7	0	0	100	100	100	0	0	222	0	0	0	0
October 2026	100	53	5	0	0	100	100	100	0	0	234	0	0	0	0
October 2027	100	46	3	0	0	100	100	100	0	0	246	0	0	0	0
October 2028	100	39	1	0	0	100	100	100	0	0	258	0	0	0	0
October 2029	100	32	0	0	0	100	100	94	0	0	271	0	0	0	0
October 2030	100	25	0	0	0	100	100	75	0	0	285	0	0	0	0
October 2031	100	19	0	0	0	100	100	57	0	0	300	0	0	0	0
October 2032	100	13	0	0	0	100	100	42	0	0	315	0	0	0	0
October 2033	100	7	0	0	0	100	100	29	0	0	331	0	0	0	0
October 2034	100	1	0	0	0	100	100	17	0	0	348	0	0	0	0
October 2035	100	0	0	0	0	100	49	7	0	0	184	0	0	0	0
October 2036	77	0	0	0	0	100	0	0	0	0	0	0	0	0	0
October 2037	51	0	0	0	0	100	0	0	0	0	0	0	0	0	0
October 2038	22	0	0	0	0	100	0	0	0	0	0	0	0	0	0
October 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	28.0	17.6	5.2	1.8	0.7	29.9	26.0	22.7	5.5	1.5	26.0	10.0	0.0	0.0	0.0

**Security Group 4
PSA Prepayment Assumption Rates**

Distribution Date	Classes E, EA, EB, EC, ED, EG, EH, EI, EJ and EK					Class EN					Class ET				
	0%	250%	300%	470%	600%	0%	250%	300%	470%	600%	0%	250%	300%	470%	600%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
October 2010	97	85	85	85	85	100	100	100	100	100	100	100	100	100	100
October 2011	93	66	66	66	62	100	100	100	100	100	93	67	67	67	62
October 2012	90	50	50	50	39	100	100	100	100	100	90	51	51	51	39
October 2013	86	37	37	37	24	100	100	100	100	100	86	37	37	37	25
October 2014	82	26	26	26	15	100	100	100	100	100	82	26	26	26	16
October 2015	77	18	18	18	9	100	100	100	100	100	77	18	18	18	10
October 2016	72	12	12	12	6	100	100	100	100	100	73	13	13	13	6
October 2017	67	9	9	9	3	100	100	100	100	100	68	9	9	9	4
October 2018	62	6	6	6	2	100	100	100	100	100	62	6	6	6	2
October 2019	57	4	4	4	1	100	100	100	100	100	57	4	4	4	1
October 2020	51	2	2	2	0	100	100	100	100	100	51	3	3	3	1
October 2021	44	2	2	2	0	100	100	100	100	99	45	2	2	2	1
October 2022	38	1	1	1	0	100	100	100	100	61	38	1	1	1	0
October 2023	31	0	0	0	0	100	100	100	100	38	31	1	1	1	0
October 2024	23	0	0	0	0	100	100	100	100	23	24	1	1	1	0
October 2025	15	0	0	0	0	100	66	66	66	14	16	0	0	0	0
October 2026	7	0	0	0	0	100	39	39	39	9	7	0	0	0	0
October 2027	0	0	0	0	0	21	21	21	21	5	0	0	0	0	0
October 2028	0	0	0	0	0	8	8	8	8	3	0	0	0	0	0
October 2029	0	0	0	0	0	0	0	0	0	2	0	0	0	0	0
October 2030	0	0	0	0	0	0	0	0	0	1	0	0	0	0	0
October 2031	0	0	0	0	0	0	0	0	0	1	0	0	0	0	0
October 2032	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
October 2033	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
October 2034	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
October 2035	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
October 2036	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
October 2037	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
October 2038	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
October 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	10.4	3.7	3.7	3.7	3.0	18.0	16.8	16.8	16.8	14.0	10.5	3.7	3.7	3.7	3.0

**Security Group 4
PSA Prepayment Assumption Rates**

Distribution Date	Class EZ					Class IE					Class IT				
	0%	250%	300%	470%	600%	0%	250%	300%	470%	600%	0%	250%	300%	470%	600%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
October 2010	106	100	92	63	41	97	86	85	84	83	99	89	87	80	74
October 2011	112	100	82	26	0	94	68	67	64	59	98	75	70	57	47
October 2012	118	100	77	7	0	91	53	52	48	37	96	62	57	40	30
October 2013	125	100	73	1	0	88	40	39	35	23	95	52	46	28	19
October 2014	132	99	71	0	0	84	30	28	25	14	94	44	37	20	12
October 2015	139	93	65	0	0	80	22	20	17	9	92	36	30	14	7
October 2016	147	85	59	0	0	76	16	15	12	5	90	30	24	10	5
October 2017	155	76	51	0	0	72	12	11	8	3	89	25	19	7	3
October 2018	164	67	44	0	0	67	9	8	6	2	87	21	15	5	2
October 2019	173	58	37	0	0	63	7	6	4	1	85	17	12	3	1
October 2020	183	50	31	0	0	57	5	4	2	0	83	14	10	2	1
October 2021	193	43	26	0	0	52	4	3	2	0	80	12	8	2	0
October 2022	204	36	21	0	0	46	3	2	1	0	78	10	6	1	0
October 2023	216	30	17	0	0	40	2	1	0	0	75	8	5	1	0
October 2024	228	25	14	0	0	33	1	1	0	0	73	6	4	1	0
October 2025	241	21	11	0	0	27	1	1	0	0	70	5	3	0	0
October 2026	254	17	9	0	0	19	1	0	0	0	66	4	2	0	0
October 2027	262	14	7	0	0	13	1	0	0	0	63	3	2	0	0
October 2028	248	11	6	0	0	12	1	0	0	0	59	3	1	0	0
October 2029	232	9	4	0	0	12	0	0	0	0	56	2	1	0	0
October 2030	215	7	3	0	0	11	0	0	0	0	52	2	1	0	0
October 2031	197	5	2	0	0	10	0	0	0	0	47	1	1	0	0
October 2032	177	4	2	0	0	9	0	0	0	0	43	1	0	0	0
October 2033	157	3	1	0	0	8	0	0	0	0	38	1	0	0	0
October 2034	135	2	1	0	0	7	0	0	0	0	32	0	0	0	0
October 2035	111	1	0	0	0	6	0	0	0	0	27	0	0	0	0
October 2036	86	1	0	0	0	4	0	0	0	0	21	0	0	0	0
October 2037	59	0	0	0	0	3	0	0	0	0	14	0	0	0	0
October 2038	31	0	0	0	0	2	0	0	0	0	7	0	0	0	0
October 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	24.7	12.1	8.6	1.5	0.9	12.3	4.1	3.9	3.6	2.9	19.6	5.7	4.9	3.2	2.5

**Security Group 5
PSA Prepayment Assumption Rates**

Distribution Date	Classes G, GA, GC and GI					Classes GE, GH, GJ and IO					Class GL				
	0%	100%	250%	400%	500%	0%	100%	250%	400%	500%	0%	100%	250%	400%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
October 2010	98	95	91	86	84	97	95	91	88	85	100	100	100	100	100
October 2011	96	86	73	61	53	94	86	76	65	59	100	100	100	100	100
October 2012	94	76	53	33	21	91	76	57	41	31	100	100	100	100	100
October 2013	92	66	36	12	0	88	67	42	22	11	100	100	100	100	98
October 2014	90	57	22	0	0	85	58	29	7	0	100	100	100	92	67
October 2015	87	49	10	0	0	82	49	17	0	0	100	100	100	69	46
October 2016	84	41	0	0	0	78	41	7	0	0	100	100	99	51	31
October 2017	82	33	0	0	0	74	33	0	0	0	100	100	82	38	21
October 2018	79	26	0	0	0	70	26	0	0	0	100	100	68	28	15
October 2019	76	19	0	0	0	65	19	0	0	0	100	100	56	21	10
October 2020	72	13	0	0	0	61	12	0	0	0	100	100	46	15	7
October 2021	67	6	0	0	0	56	5	0	0	0	103	103	38	11	5
October 2022	61	0	0	0	0	51	0	0	0	0	108	104	31	8	3
October 2023	55	0	0	0	0	45	0	0	0	0	113	94	25	6	2
October 2024	48	0	0	0	0	40	0	0	0	0	118	84	21	4	1
October 2025	41	0	0	0	0	34	0	0	0	0	123	76	17	3	1
October 2026	33	0	0	0	0	27	0	0	0	0	129	67	13	2	1
October 2027	25	0	0	0	0	21	0	0	0	0	135	60	11	2	0
October 2028	16	0	0	0	0	14	0	0	0	0	141	52	9	1	0
October 2029	7	0	0	0	0	6	0	0	0	0	147	46	7	1	0
October 2030	0	0	0	0	0	0	0	0	0	0	150	39	5	1	0
October 2031	0	0	0	0	0	0	0	0	0	0	137	33	4	0	0
October 2032	0	0	0	0	0	0	0	0	0	0	123	28	3	0	0
October 2033	0	0	0	0	0	0	0	0	0	0	109	23	2	0	0
October 2034	0	0	0	0	0	0	0	0	0	0	93	18	2	0	0
October 2035	0	0	0	0	0	0	0	0	0	0	77	14	1	0	0
October 2036	0	0	0	0	0	0	0	0	0	0	59	10	1	0	0
October 2037	0	0	0	0	0	0	0	0	0	0	41	6	0	0	0
October 2038	0	0	0	0	0	0	0	0	0	0	21	2	0	0	0
October 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	13.5	6.2	3.4	2.4	2.1	12.3	6.2	3.7	2.7	2.4	25.8	19.6	11.9	8.1	6.6

**Security Group 5
PSA Prepayment Assumption Rates**

Distribution Date	Class GZ					Classes IV, V and VE				
	0%	100%	250%	400%	500%	0%	100%	250%	400%	500%
	Initial Percent	100	100	100	100	100	100	100	100	100
October 2010	105	105	105	105	105	93	93	93	93	93
October 2011	109	109	109	109	109	86	86	86	86	86
October 2012	114	114	114	114	114	78	78	78	78	78
October 2013	120	120	120	120	120	70	70	70	70	65
October 2014	125	125	125	125	112	62	62	62	43	0
October 2015	131	131	131	115	77	54	54	54	0	0
October 2016	137	137	137	85	52	45	45	42	0	0
October 2017	143	143	137	63	36	35	35	0	0	0
October 2018	150	150	113	47	24	25	25	0	0	0
October 2019	157	157	94	34	17	15	15	0	0	0
October 2020	164	164	77	25	11	4	4	0	0	0
October 2021	171	171	63	19	8	0	0	0	0	0
October 2022	179	173	52	14	5	0	0	0	0	0
October 2023	188	156	42	10	3	0	0	0	0	0
October 2024	196	141	34	7	2	0	0	0	0	0
October 2025	205	126	28	5	2	0	0	0	0	0
October 2026	215	112	22	4	1	0	0	0	0	0
October 2027	224	99	18	3	1	0	0	0	0	0
October 2028	235	87	14	2	0	0	0	0	0	0
October 2029	246	76	11	1	0	0	0	0	0	0
October 2030	250	65	9	1	0	0	0	0	0	0
October 2031	228	56	7	1	0	0	0	0	0	0
October 2032	205	47	5	0	0	0	0	0	0	0
October 2033	181	38	4	0	0	0	0	0	0	0
October 2034	155	30	3	0	0	0	0	0	0	0
October 2035	128	23	2	0	0	0	0	0	0	0
October 2036	99	16	1	0	0	0	0	0	0	0
October 2037	68	10	1	0	0	0	0	0	0	0
October 2038	35	4	0	0	0	0	0	0	0	0
October 2039	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	25.8	19.6	12.7	8.9	7.4	6.2	6.2	5.3	4.2	3.7

**Security Group 6
PSA Prepayment Assumption Rates**

Distribution Date	Classes H, HA, HB, HC, HG, HI, HM, IH and IM					Class HD					Class HE				
	0%	100%	360%	600%	800%	0%	100%	360%	600%	800%	0%	100%	360%	600%	800%
	Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100
October 2010	99	96	90	85	80	97	95	91	86	83	97	95	91	86	83
October 2011	97	89	70	54	41	94	88	73	60	50	94	88	73	61	51
October 2012	95	80	47	22	6	91	79	53	33	20	91	79	53	34	21
October 2013	93	71	29	2	0	88	70	36	15	0	88	70	37	16	0
October 2014	91	63	14	0	0	85	62	23	0	0	84	62	24	0	0
October 2015	89	55	3	0	0	81	54	12	0	0	80	54	13	0	0
October 2016	87	48	0	0	0	77	46	0	0	0	76	46	0	0	0
October 2017	85	42	0	0	0	73	39	0	0	0	72	38	0	0	0
October 2018	82	35	0	0	0	69	31	0	0	0	68	31	0	0	0
October 2019	80	30	0	0	0	64	24	0	0	0	63	24	0	0	0
October 2020	77	24	0	0	0	61	19	0	0	0	60	19	0	0	0
October 2021	74	19	0	0	0	59	15	0	0	0	58	15	0	0	0
October 2022	71	14	0	0	0	56	11	0	0	0	55	11	0	0	0
October 2023	67	10	0	0	0	53	8	0	0	0	53	7	0	0	0
October 2024	63	5	0	0	0	50	4	0	0	0	50	4	0	0	0
October 2025	59	1	0	0	0	47	1	0	0	0	47	1	0	0	0
October 2026	55	0	0	0	0	44	0	0	0	0	43	0	0	0	0
October 2027	51	0	0	0	0	40	0	0	0	0	40	0	0	0	0
October 2028	46	0	0	0	0	37	0	0	0	0	36	0	0	0	0
October 2029	41	0	0	0	0	33	0	0	0	0	32	0	0	0	0
October 2030	35	0	0	0	0	28	0	0	0	0	28	0	0	0	0
October 2031	30	0	0	0	0	24	0	0	0	0	23	0	0	0	0
October 2032	23	0	0	0	0	19	0	0	0	0	18	0	0	0	0
October 2033	17	0	0	0	0	13	0	0	0	0	13	0	0	0	0
October 2034	10	0	0	0	0	8	0	0	0	0	8	0	0	0	0
October 2035	2	0	0	0	0	2	0	0	0	0	2	0	0	0	0
October 2036	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
October 2037	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
October 2038	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
October 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	16.7	7.3	3.0	2.1	1.8	14.4	7.0	3.4	2.4	2.0	14.3	6.9	3.4	2.5	2.0

Security Group 6 PSA Prepayment Assumption Rates															
Distribution Date	Class HL					Class HZ					Classes VB, VH and VI				
	0%	100%	360%	600%	800%	0%	100%	360%	600%	800%	0%	100%	360%	600%	800%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
October 2010	100	100	100	100	100	105	105	105	105	105	92	92	92	92	92
October 2011	100	100	100	100	100	110	110	110	110	110	84	84	84	84	84
October 2012	100	100	100	100	100	116	116	116	116	116	76	76	76	76	76
October 2013	100	100	100	100	60	122	122	122	122	99	67	67	67	67	0
October 2014	100	100	100	66	30	128	128	128	110	51	57	57	57	0	0
October 2015	100	100	100	41	15	135	135	135	69	26	48	48	48	0	0
October 2016	100	100	84	26	8	142	142	140	43	13	37	37	0	0	0
October 2017	100	100	64	16	4	149	149	107	27	7	26	26	0	0	0
October 2018	100	100	49	10	2	157	157	82	17	3	15	15	0	0	0
October 2019	100	100	38	6	1	165	165	63	10	2	3	3	0	0	0
October 2020	100	100	29	4	1	167	167	48	7	1	0	0	0	0	0
October 2021	100	100	22	2	0	167	167	36	4	0	0	0	0	0	0
October 2022	100	100	16	1	0	167	167	27	2	0	0	0	0	0	0
October 2023	100	100	12	1	0	167	167	21	2	0	0	0	0	0	0
October 2024	100	100	9	1	0	167	167	16	1	0	0	0	0	0	0
October 2025	100	100	7	0	0	167	167	12	1	0	0	0	0	0	0
October 2026	100	93	5	0	0	167	155	9	0	0	0	0	0	0	0
October 2027	100	82	4	0	0	167	137	6	0	0	0	0	0	0	0
October 2028	100	73	3	0	0	167	121	5	0	0	0	0	0	0	0
October 2029	100	63	2	0	0	167	106	3	0	0	0	0	0	0	0
October 2030	100	55	1	0	0	167	91	2	0	0	0	0	0	0	0
October 2031	100	47	1	0	0	167	78	2	0	0	0	0	0	0	0
October 2032	100	39	1	0	0	167	65	1	0	0	0	0	0	0	0
October 2033	100	32	1	0	0	167	54	1	0	0	0	0	0	0	0
October 2034	100	26	0	0	0	167	43	1	0	0	0	0	0	0	0
October 2035	100	20	0	0	0	167	33	0	0	0	0	0	0	0	0
October 2036	82	14	0	0	0	137	23	0	0	0	0	0	0	0	0
October 2037	57	9	0	0	0	95	14	0	0	0	0	0	0	0	0
October 2038	29	4	0	0	0	49	6	0	0	0	0	0	0	0	0
October 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	28.2	22.1	10.0	6.3	4.7	28.2	22.1	10.6	6.8	5.2	5.6	5.6	4.8	3.6	3.0

Security Group 7 PSA Prepayment Assumption Rates					
Distribution Date	CJ, TF and TS				
	0%	100%	250%	400%	500%
Initial Percent	100	100	100	100	100
October 2010	100	100	90	76	66
October 2011	100	100	65	22	0
October 2012	100	100	34	0	0
October 2013	100	100	9	0	0
October 2014	100	100	0	0	0
October 2015	100	100	0	0	0
October 2016	100	100	0	0	0
October 2017	100	100	0	0	0
October 2018	100	100	0	0	0
October 2019	100	100	0	0	0
October 2020	100	100	0	0	0
October 2021	100	100	0	0	0
October 2022	100	100	0	0	0
October 2023	100	100	0	0	0
October 2024	100	91	0	0	0
October 2025	100	82	0	0	0
October 2026	100	72	0	0	0
October 2027	100	63	0	0	0
October 2028	100	53	0	0	0
October 2029	100	44	0	0	0
October 2030	100	35	0	0	0
October 2031	100	26	0	0	0
October 2032	100	17	0	0	0
October 2033	100	9	0	0	0
October 2034	100	1	0	0	0
October 2035	94	0	0	0	0
October 2036	63	0	0	0	0
October 2037	30	0	0	0	0
October 2038	0	0	0	0	0
October 2039	0	0	0	0	0
Weighted Average Life (years)	27.4	19.4	2.5	1.5	1.2

Distribution Date	Security Group 8 PSA Prepayment Assumption Rates														
	Class AL					Class VA					Class ZA				
	0%	100%	370%	600%	800%	0%	100%	370%	600%	800%	0%	100%	370%	600%	800%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
October 2010	100	100	100	100	100	93	93	93	93	93	105	105	105	105	105
October 2011	100	100	100	100	100	85	85	85	85	85	110	110	110	110	110
October 2012	100	100	100	100	100	77	77	77	77	77	116	116	116	116	116
October 2013	100	100	100	100	100	69	69	69	69	69	122	122	122	122	122
October 2014	100	100	100	100	79	60	60	60	60	9	128	128	128	128	128
October 2015	100	100	100	94	40	50	50	50	35	0	135	135	135	135	69
October 2016	100	100	100	69	21	41	41	41	0	0	142	142	142	117	35
October 2017	100	100	100	43	10	30	30	30	0	0	149	149	149	73	18
October 2018	100	100	96	27	5	20	20	10	0	0	157	157	157	46	9
October 2019	100	100	91	17	3	8	8	0	0	0	165	165	155	28	5
October 2020	100	100	72	10	1	0	0	0	0	0	170	170	122	18	2
October 2021	100	99	54	6	1	0	0	0	0	0	170	168	92	11	1
October 2022	100	94	40	4	0	0	0	0	0	0	170	160	69	7	1
October 2023	100	91	30	2	0	0	0	0	0	0	170	155	52	4	0
October 2024	100	77	23	1	0	0	0	0	0	0	170	131	38	3	0
October 2025	100	62	17	1	0	0	0	0	0	0	170	106	29	2	0
October 2026	100	50	12	1	0	0	0	0	0	0	170	86	21	1	0
October 2027	100	40	9	0	0	0	0	0	0	0	170	69	15	1	0
October 2028	100	32	7	0	0	0	0	0	0	0	170	55	11	0	0
October 2029	100	25	5	0	0	0	0	0	0	0	170	43	8	0	0
October 2030	100	20	3	0	0	0	0	0	0	0	170	34	6	0	0
October 2031	100	15	2	0	0	0	0	0	0	0	170	26	4	0	0
October 2032	97	12	2	0	0	0	0	0	0	0	165	20	3	0	0
October 2033	89	9	1	0	0	0	0	0	0	0	151	14	2	0	0
October 2034	43	6	1	0	0	0	0	0	0	0	73	10	1	0	0
October 2035	4	4	0	0	0	0	0	0	0	0	7	7	1	0	0
October 2036	3	3	0	0	0	0	0	0	0	0	4	4	0	0	0
October 2037	1	1	0	0	0	0	0	0	0	0	2	2	0	0	0
October 2038	0	0	0	0	0	0	0	0	0	0	1	1	0	0	0
October 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	24.9	17.9	13.2	8.3	6.1	5.8	5.8	5.6	4.7	3.9	24.9	17.9	13.5	8.8	6.6

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 7 and 8 Securities, the investor's own projection of principal payment rates on the Underlying Certificates under a variety of scenarios and, in the case of a Floating Rate or an Inverse Floating Rate Class, the investor's own projection of levels of LIBOR under a variety of scenarios. **No representation is made regarding Mortgage Loan prepayment rates, Underlying Certificate payment rates, LIBOR levels or the yield of any Class.**

Prepayments: Effect on Yields

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

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

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

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

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

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

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

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

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

Low levels of LIBOR can reduce the yield of the Floating Rate Classes. High levels of LIBOR can 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 rates on such Classes are capped at the maximum rates described under "Terms Sheet — Interest Rates."

Payment Delay: Effect on Yields of the Fixed Rate and Delay Classes

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

Yield Tables

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

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

The yields were calculated by

1. determining the monthly discount rates that, when applied to the applicable assumed streams of cash flows to be paid on the applicable Class, would cause the discounted present value of

the assumed streams of cash flows to equal the assumed purchase price of that Class plus accrued interest, and

2. converting the monthly rates to corporate bond equivalent rates.

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

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

SECURITY GROUP 1

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>180%</u>	<u>250%</u>	<u>400%</u>
0.1500%	22.3%	22.3%	22.3%	22.3%
0.2450%	22.0%	22.0%	22.0%	22.0%
2.9225%	13.5%	13.5%	13.6%	13.8%
5.6000% and above	5.1%	5.2%	5.5%	5.8%

**Sensitivity of Class PI to Prepayments
Assumed Price 11.75%***

	<u>PSA Prepayment Assumption Rates</u>				
	<u>100%</u>	<u>180%</u>	<u>250%</u>	<u>400%</u>	<u>507%</u>
	12.8%	12.8%	12.8%	7.4%	0.0%

SECURITY GROUP 2

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>260%</u>	<u>325%</u>	<u>400%</u>	<u>700%</u>
0.150%	37.3%	37.3%	37.3%	24.5%
0.246%	36.3%	36.3%	36.3%	23.4%
3.248%	4.0%	4.0%	4.0%	(14.0)%
6.250% and above	**	**	**	**

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

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

Sensitivity of Class NI to Prepayments
Assumed Price 14.46875%*

PSA Prepayment Assumption Rates				
<u>260%</u>	<u>325%</u>	<u>400%</u>	<u>522%</u>	<u>700%</u>
6.5%	6.5%	6.5%	0.0%	(11.0)%

Sensitivity of Class SL to Prepayments
Assumed Price 15.84375%*

LIBOR	PSA Prepayment Assumption Rates			
	<u>260%</u>	<u>325%</u>	<u>400%</u>	<u>700%</u>
0.150%.....	31.5%	31.5%	31.5%	18.0%
0.246%.....	30.7%	30.7%	30.7%	17.1%
3.873%.....	1.1%	1.1%	1.1%	(17.6)%
7.500% and above.....	**	**	**	**

SECURITY GROUP 4

Sensitivity of Class EI to Prepayments
Assumed Price 19.84375%*

PSA Prepayment Assumption Rates				
<u>250%</u>	<u>300%</u>	<u>470%</u>	<u>527%</u>	<u>600%</u>
3.3%	3.3%	3.3%	0.0%	(5.1)%

Sensitivity of Class IE to Prepayments
Assumed Price 19.53125%*

PSA Prepayment Assumption Rates				
<u>250%</u>	<u>300%</u>	<u>470%</u>	<u>518%</u>	<u>600%</u>
6.9%	5.8%	2.9%	0.0%	(5.8)%

Sensitivity of Class IT to Prepayments
Assumed Price 18.4375%*

PSA Prepayment Assumption Rates				
<u>250%</u>	<u>300%</u>	<u>470%</u>	<u>484%</u>	<u>600%</u>
16.3%	13.0%	1.1%	0.0%	(8.6)%

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

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

SECURITY GROUP 5

**Sensitivity of Class GI to Prepayments
Assumed Price 15.03125%***

PSA Prepayment Assumption Rates				
<u>100%</u>	<u>247%</u>	<u>250%</u>	<u>400%</u>	<u>500%</u>
18.0%	0.0%	(0.4)%	(19.0)%	(30.5)%

**Sensitivity of Class IO to Prepayments
Assumed Price 15.46875%***

PSA Prepayment Assumption Rates				
<u>100%</u>	<u>250%</u>	<u>273%</u>	<u>400%</u>	<u>500%</u>
17.0%	2.4%	0.1%	(12.7)%	(22.4)%

**Sensitivity of Class IV to Prepayments
Assumed Price 17.71875%***

PSA Prepayment Assumption Rates				
<u>100%</u>	<u>250%</u>	<u>400%</u>	<u>436%</u>	<u>500%</u>
12.7%	9.8%	2.2%	0.1%	(4.0)%

SECURITY GROUP 6

**Sensitivity of Class HI to Prepayments
Assumed Price 15.65625%***

PSA Prepayment Assumption Rates				
<u>100%</u>	<u>337%</u>	<u>360%</u>	<u>600%</u>	<u>800%</u>
23.0%	0.0%	(2.3)%	(25.3)%	(41.9)%

**Sensitivity of Class IH to Prepayments
Assumed Price 15.65625%***

PSA Prepayment Assumption Rates				
<u>100%</u>	<u>337%</u>	<u>360%</u>	<u>600%</u>	<u>800%</u>
23.0%	0.0%	(2.3)%	(25.3)%	(41.9)%

**Sensitivity of Class IM to Prepayments
Assumed Price 15.65625%***

PSA Prepayment Assumption Rates				
<u>100%</u>	<u>337%</u>	<u>360%</u>	<u>600%</u>	<u>800%</u>
23.0%	0.0%	(2.3)%	(25.3)%	(41.9)%

* 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 VI to Prepayments
Assumed Price 18.46875%*

PSA Prepayment Assumption Rates				
100%	360%	570%	600%	800%
12.6%	9.3%	0.0%	(1.5)%	(12.3)%

Security Group 7

Sensitivity of Class TS to Prepayments
Assumed Price 101.5%*

LIBOR	PSA Prepayment Assumption Rates			
	100%	250%	400%	500%
0.1500%	8.5%	7.8%	7.3%	7.0%
0.2450%	8.4%	7.8%	7.2%	6.9%
2.9975%	5.7%	5.0%	4.5%	4.3%
5.7500% and above	2.9%	2.3%	1.9%	1.6%

* 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 Cadwalader, Wickersham & Taft 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 CS, EI, GI, HI, IH, IT, IV, PI, SL and VI Securities are “Interest Weighted Securities” as described in “Certain Federal Income Tax Consequences — Tax Treatment of Regular Securities — Interest Weighted Securities and Non-VRDI Securities” in the Base Offering Circular. Although the tax treatment of Interest Weighted Securities is not entirely certain, Holders of the Interest Weighted Securities should expect to accrue all income on these Securities (other than income attributable to market discount or *de minimis* market discount) under the original issue discount (“OID”) rules based on the expected payments on these Securities at the prepayment assumptions described below.

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

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

Prospective investors in the Regular Securities should be aware, however, that the foregoing expectations about OID could change because of differences (1) between anticipated purchase prices and actual purchase prices or (2) between the assumed characteristics of the Trust Assets and the characteristics of the Trust Assets actually delivered to the Trust. The prepayment assumption that should be used in determining the rates of accrual of OID, if any, on the Regular Securities is 180% PSA in the case of the Group 1 Securities, 325% PSA in the case of the Group 2 Securities, 200% PSA in the case of the Group 3 Securities, 300% PSA in the case of the Group 4 Securities, 250% PSA in the case of the Group 5 and Group 7 Securities, 360% PSA in the case of the Group 6 Securities and 370% PSA in the case of the Group 8 Securities (as described in “Yield, Maturity and Prepayment Considerations” in this Supplement). In the case of the Floating Rate and Inverse Floating Rate Classes, the interest rate values to be used for these determinations are the initial Interest Rates as set forth in the Terms Sheet under “Interest Rates.” No representation is made, however, about the rate at which prepayments on the Mortgage Loans underlying any Group of Trust Assets actually will occur or the level of LIBOR at any time after the date of this Supplement. See “*Certain Federal Income Tax Consequences*” in the Base Offering Circular.

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

Residual Securities

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

the Holders of the Class RR Securities are not entitled to any stated principal or interest payments on the Class RR Securities, the Trust REMICs may have substantial taxable income in certain periods, and offsetting tax losses may not occur until much later periods. Accordingly, a Holder of the Class RR Securities may experience substantial adverse tax timing consequences. Prospective investors are urged to consult their own tax advisors and consider the after-tax effect of ownership of the Residual Securities and the suitability of the Residual Securities to their investment objectives.

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

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

MX Securities

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

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

ERISA MATTERS

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

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

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

See “ERISA Considerations” in the Base Offering Circular.

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

LEGAL INVESTMENT CONSIDERATIONS

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

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

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

PLAN OF DISTRIBUTION

Subject to the terms and conditions of the Sponsor Agreement, the Sponsor has agreed to purchase all of the Securities if any are sold and purchased. The Sponsor proposes to offer each Class to the public from time to time for sale in negotiated transactions at varying prices to be determined at the time of sale, plus accrued interest from (1) October 1, 2009 on the Fixed Rate Classes and Delay Classes and (2) October 20, 2009 on the Group 1 and Group 2 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 Cadwalader, Wickersham & Taft LLP, Washington, DC, and Marcell Solomon & Associates, P.C., Bowie, Maryland, and for the Trustee by Nixon Peabody LLP, Boston, Massachusetts.

Available Combinations(1)

Class	REMIC Securities		MX Securities					
	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Security Group 1								
Combination 1								
P	\$ 59,262,000	PA	\$ 59,262,000	PAC I	3.50%	FIX	38376C3D9	December 2032
PI	5,926,200							
Combination 2								
P	\$ 59,262,000	PB	\$ 59,262,000	PAC I	4.00%	FIX	38376C3E7	December 2032
PI	11,852,400							
Combination 3								
P	\$ 59,262,000	PC	\$ 59,262,000	PAC I	4.50%	FIX	38376C3F4	December 2032
PI	17,778,600							
Combination 4								
P	\$ 59,262,000	PD	\$ 59,262,000	PAC I	5.00%	FIX	38376C3G2	December 2032
PI	23,704,800							
Combination 5								
PJ	\$ 15,504,000	PV	\$ 22,670,000	PAC I	5.00%	FIX	38376C3H0	October 2039
PK	7,166,000							
Combination 6								
PE	\$ 13,165,000	QX	\$ 25,000,000	PAC I	5.00%	FIX	38376C3J6	September 2036
QG	11,835,000							
Security Group 2								
Combination 7(5)								
N	\$ 72,395,333	NA	\$ 72,395,333	PAC/AD	3.00%	FIX	38376C3K3	July 2039
		NB	72,395,333	PAC/AD	3.50	FIX	38376C3L1	July 2039
		NI	18,098,833	NTL(PAC/AD)	4.00	FIX/IO	38376C3M9	July 2039

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 8								
CF	\$ 30,728,667	ND	\$128,124,000	PAC/AD	5.50%	FIX	38376C3N7	July 2039
CS	30,728,667							
FL	25,000,000							
N	72,395,333							
SL	25,000,000							
Combination 9								
CF	\$ 30,728,667	NP	\$131,250,000	PAC/AD	5.50%	FIX	38376C3P2	October 2039
CS	30,728,667							
FL	25,000,000							
N	72,395,333							
NM	3,126,000							
SL	25,000,000							
Security Group 4								
Combination 10								
E	\$204,000,000	EA	\$204,000,000	PAC/AD	3.25%	FIX	38376C3Q0	October 2039
EI	8,500,000							
Combination 11								
E	\$204,000,000	EB	\$204,000,000	PAC/AD	3.50%	FIX	38376C3R8	October 2039
EI	17,000,000							
Combination 12								
E	\$204,000,000	EC	\$204,000,000	PAC/AD	3.75%	FIX	38376C3S6	October 2039
EI	25,500,000							
Combination 13								
E	\$204,000,000	ED	\$204,000,000	PAC/AD	4.00%	FIX	38376C3T4	October 2039
EI	34,000,000							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 14								
E	\$204,000,000	EG	\$204,000,000	PAC/AD	4.25%	FIX	38376C3U1	October 2039
EI	42,500,000							
Combination 15								
E	\$204,000,000	EH	\$204,000,000	PAC/AD	4.50%	FIX	38376C3V9	October 2039
EI	51,000,000							
Combination 16								
E	\$204,000,000	EJ	\$204,000,000	PAC/AD	5.00%	FIX	38376C3W7	October 2039
EI	68,000,000							
Combination 17								
E	\$204,000,000	EK	\$204,000,000	PAC/AD	5.50%	FIX	38376C3X5	October 2039
EI	85,000,000							
Combination 18								
E	\$204,000,000	ET	\$205,200,000	PAC/AD	5.50%	FIX	38376C3Y3	October 2039
EI	85,000,000							
EN	1,200,000							
Combination 19								
EI	\$ 85,000,000	IE	\$107,500,000	NTL(PT/PAC/AD)	6.00%	FIX/IO	38376C3Z0	October 2039
IT	22,500,000							
Security Group 5								
Combination 20								
GC	\$106,666,666	G	\$106,666,666	SEQ/AD	4.50%	FIX	38376C4A4	August 2030
GI	11,851,851							
Combination 21								
GC	\$106,666,666	GA	\$106,666,666	SEQ/AD	4.25%	FIX	38376C4B2	August 2030
GI	5,925,926							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 22								
GC	\$106,666,666	GE	\$128,000,000	SEQ/AD	4.50%	FIX	38376C4C0	August 2030
GI	11,851,851							
IV	2,370,370							
VE	21,333,334							
Combination 23								
GC	\$106,666,666	GH	\$128,000,000	SEQ/AD	4.00%	FIX	38376C4D8	August 2030
VE	21,333,334							
Combination 24								
GC	\$106,666,666	GJ	\$128,000,000	SEQ/AD	4.25%	FIX	38376C4E6	August 2030
GI	5,925,926							
IV	1,185,185							
VE	21,333,334							
Combination 25								
GZ	\$ 32,000,000	GL	\$ 53,333,334	SEQ	4.50%	FIX/Z	38376C4F3	October 2039
IV	2,370,370							
VE	21,333,334							
Combination 26								
GI	\$ 11,851,851	IO	\$ 14,222,221	NTL(SEQ/AD)	4.50%	FIX/IO	38376C4G1	August 2030
IV	2,370,370							
Combination 27								
IV	\$ 2,370,370	V	\$ 21,333,334	SEQ/AD	4.50%	FIX	38376C4H9	March 2021
VE	21,333,334							
Security Group 6								
Combination 28								
H	\$ 43,400,000	HA	\$ 43,400,000	SEQ	4.50%	FIX	38376C4J5	February 2036
HI	4,340,000							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 29								
H	\$ 43,400,000	HB	\$ 43,400,000	SEQ	5.00%	FIX	38376C4K2	February 2036
HI	8,680,000							
Combination 30								
HM	\$ 47,000,000	HC	\$ 47,000,000	SEQ	4.50%	FIX	38376C4L0	February 2036
IH	4,700,000							
Combination 31								
HM	\$ 47,000,000	HD	\$ 59,053,333	SEQ	5.00%	FIX	38376C4M8	February 2036
IH	9,400,000							
VH	12,053,333							
VI	2,410,666							
Combination 32								
H	\$ 43,400,000	HE	\$ 55,453,333	SEQ	5.00%	FIX	38376C4N6	February 2036
HI	8,680,000							
VH	12,053,333							
VI	2,410,666							
Combination 33								
HM	\$ 47,000,000	HG	\$ 47,000,000	SEQ	5.00%	FIX	38376C4P1	February 2036
IH	9,400,000							
Combination 34								
HZ	\$ 18,080,000	HL	\$ 30,133,333	SEQ	5.00%	FIX	38376C4Q9	October 2039
VH	12,053,333							
VI	2,410,666							
Combination 35								
HI	\$ 8,680,000	IM	\$ 18,080,000	NTL(SEQ)	5.00%	FIX/IO	38376C4R7	February 2036
IH	9,400,000							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 36								
VH	\$ 12,053,333	VB	\$ 12,053,333	SEQ/AD	5.00%	FIX	38376C4S5	January 2020
VI	2,410,666							
Security Group 7								
Combination 37								
TF	\$ 8,389,500	CJ	\$ 16,779,000	SC/PT	5.00%	FIX	38376C4T3	November 2038
TS	8,389,500							
Security Group 8								
Combination 38								
VA	\$ 17,500,000	AL	\$ 42,333,000	SC/PT	5.00%	FIX	38376C4U0	August 2039
ZA	24,833,000							

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

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

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

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

(5) In the case of Combination 7, 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 P, PE, PG, PH, PJ, PK and QG (in the aggregate)</u>	<u>Classes KD, KE and KG (in the aggregate)</u>	<u>Classes CF, FL, N and NM (in the aggregate)</u>
Initial Balance	\$143,428,000.00	\$17,793,000.00	\$131,250,000.00
November 2009	143,135,708.16	17,774,945.15	130,813,915.55
December 2009	142,809,174.83	17,747,877.94	130,309,158.78
January 2010	142,448,493.70	17,711,819.07	129,736,031.29
February 2010	142,053,776.18	17,666,799.76	129,094,926.11
March 2010	141,625,151.39	17,612,861.79	128,386,327.65
April 2010	141,162,766.07	17,550,057.45	127,610,811.48
May 2010	140,666,784.54	17,478,449.52	126,769,043.84
June 2010	140,137,388.62	17,398,111.25	125,861,780.97
July 2010	139,574,777.55	17,309,126.28	124,889,868.29
August 2010	138,979,167.86	17,211,588.55	123,854,239.29
September 2010	138,350,793.27	17,105,602.25	122,755,914.26
October 2010	137,689,904.52	16,991,281.69	121,595,998.86
November 2010	136,996,769.24	16,868,751.17	120,375,682.40
December 2010	136,271,671.80	16,738,144.86	119,096,236.01
January 2011	135,514,913.09	16,599,606.67	117,759,010.55
February 2011	134,726,810.33	16,453,290.02	116,365,434.40
March 2011	133,907,696.88	16,299,357.73	114,917,010.98
April 2011	133,057,922.01	16,137,981.77	113,415,316.17
May 2011	132,177,850.63	15,969,343.08	111,861,995.53
June 2011	131,267,863.06	15,793,631.37	110,258,761.29
July 2011	130,328,354.79	15,611,044.81	108,607,389.33
August 2011	129,359,736.12	15,421,789.85	106,909,715.82
September 2011	128,362,431.94	15,226,080.92	105,167,633.88
October 2011	127,336,881.41	15,024,140.18	103,383,089.98
November 2011	126,283,537.61	14,816,197.21	101,558,080.30
December 2011	125,202,867.24	14,602,488.72	99,694,646.94
January 2012	124,095,350.23	14,383,258.24	97,794,874.01
February 2012	122,961,479.47	14,158,755.80	95,923,144.97
March 2012	121,801,760.35	13,929,237.60	94,079,053.49
April 2012	120,648,163.15	13,703,231.73	92,262,199.09
May 2012	119,500,656.27	13,480,705.32	90,472,186.97
June 2012	118,359,208.28	13,261,625.77	88,708,628.04
July 2012	117,223,787.93	13,045,960.75	86,971,138.75
August 2012	116,094,364.10	12,833,678.16	85,259,341.06
September 2012	114,970,905.85	12,624,746.19	83,572,862.35
October 2012	113,853,382.40	12,419,133.28	81,911,335.33
November 2012	112,741,763.12	12,216,808.10	80,274,397.98
December 2012	111,636,017.53	12,017,739.60	78,661,693.49
January 2013	110,536,115.33	11,821,896.97	77,072,870.12

<u>Distribution Date</u>	<u>Classes P, PE, PG, PH, PJ, PK and QG (in the aggregate)</u>	<u>Classes KD, KE and KG (in the aggregate)</u>	<u>Classes CF, FL, N and NM (in the aggregate)</u>
February 2013	\$109,442,026.36	\$11,629,249.65	\$ 75,507,581.22
March 2013	108,353,720.62	11,439,767.33	73,965,485.09
April 2013	107,271,168.25	11,253,419.93	72,446,244.92
May 2013	106,194,339.57	11,070,177.63	70,949,528.76
June 2013	105,123,205.04	10,890,010.84	69,475,009.40
July 2013	104,057,735.26	10,712,890.22	68,022,364.33
August 2013	102,997,901.01	10,538,786.67	66,591,275.67
September 2013	101,943,673.18	10,367,671.30	65,181,430.10
October 2013	100,895,022.84	10,199,515.48	63,792,518.79
November 2013	99,851,921.21	10,034,290.80	62,424,237.36
December 2013	98,814,339.65	9,871,969.09	61,076,285.78
January 2014	97,782,249.65	9,712,522.41	59,748,368.34
February 2014	96,755,622.88	9,555,923.02	58,440,193.57
March 2014	95,734,431.13	9,402,143.44	57,151,474.20
April 2014	94,718,646.35	9,251,156.40	55,881,927.06
May 2014	93,708,240.62	9,102,934.84	54,631,273.06
June 2014	92,703,186.19	8,957,451.94	53,399,237.14
July 2014	91,703,455.41	8,814,681.09	52,185,548.15
August 2014	90,709,020.82	8,674,595.90	50,989,938.87
September 2014	89,719,855.07	8,537,170.18	49,812,145.91
October 2014	88,735,930.96	8,402,377.97	48,651,909.67
November 2014	87,757,221.42	8,270,193.53	47,508,974.26
December 2014	86,783,699.54	8,140,591.30	46,383,087.49
January 2015	85,815,338.54	8,013,545.96	45,274,000.80
February 2015	84,852,111.76	7,889,032.38	44,181,534.70
March 2015	83,893,992.71	7,767,025.65	43,114,981.96
April 2015	82,940,955.00	7,647,501.04	42,073,735.02
May 2015	81,992,972.41	7,530,434.04	41,057,200.47
June 2015	81,050,018.83	7,415,800.35	40,064,798.69
July 2015	80,112,068.30	7,303,575.85	39,095,963.53
August 2015	79,179,094.98	7,193,736.62	38,150,142.00
September 2015	78,251,073.18	7,086,258.95	37,226,793.99
October 2015	77,327,977.32	6,981,119.32	36,325,391.96
November 2015	76,409,781.97	6,878,294.40	35,445,420.61
December 2015	75,496,461.82	6,777,761.05	34,586,376.67
January 2016	74,587,991.70	6,679,496.32	33,747,768.57
February 2016	73,684,346.57	6,583,477.46	32,929,116.16
March 2016	72,785,501.50	6,489,681.90	32,129,950.51
April 2016	71,891,431.71	6,398,087.26	31,349,813.57
May 2016	71,002,112.54	6,308,671.34	30,588,257.99
June 2016	70,117,519.45	6,221,412.12	29,844,846.82
July 2016	69,237,628.04	6,136,287.78	29,119,153.30
August 2016	68,362,414.02	6,053,276.66	28,410,760.60

<u>Distribution Date</u>	<u>Classes P, PE, PG, PH, PJ, PK and QG (in the aggregate)</u>	<u>Classes KD, KE and KG (in the aggregate)</u>	<u>Classes CF, FL, N and NM (in the aggregate)</u>
September 2016	\$ 67,491,853.23	\$ 5,972,357.30	\$ 27,719,261.62
October 2016	66,625,921.65	5,893,508.39	27,044,258.74
November 2016	65,764,595.37	5,816,708.82	26,385,363.61
December 2016	64,907,850.59	5,741,937.65	25,742,196.95
January 2017	64,055,663.66	5,669,174.11	25,114,388.29
February 2017	63,208,011.02	5,598,397.61	24,501,575.84
March 2017	62,364,869.27	5,529,587.72	23,903,406.23
April 2017	61,526,215.10	5,462,724.20	23,319,534.33
May 2017	60,692,025.33	5,397,786.94	22,749,623.08
June 2017	59,862,276.90	5,334,756.05	22,193,343.27
July 2017	59,036,946.86	5,273,611.75	21,650,373.40
August 2017	58,216,012.40	5,214,334.48	21,120,399.44
September 2017	57,399,450.80	5,156,904.81	20,603,114.73
October 2017	56,587,239.48	5,101,303.48	20,098,219.75
November 2017	55,779,355.96	5,047,511.38	19,605,421.98
December 2017	54,975,777.88	4,995,509.58	19,124,435.75
January 2018	54,176,483.00	4,945,279.30	18,654,982.05
February 2018	53,381,449.19	4,896,801.91	18,196,788.40
March 2018	52,590,654.44	4,850,058.96	17,749,588.68
April 2018	51,804,076.84	4,805,032.12	17,313,123.00
May 2018	51,021,694.61	4,761,703.24	16,887,137.55
June 2018	50,243,486.07	4,720,054.32	16,471,384.46
July 2018	49,469,429.65	4,680,067.50	16,065,621.65
August 2018	48,700,075.40	4,641,153.57	15,669,612.70
September 2018	47,942,006.72	4,599,135.81	15,283,126.75
October 2018	47,195,063.34	4,555,778.49	14,905,938.31
November 2018	46,459,087.25	4,511,124.67	14,537,827.19
December 2018	45,733,922.63	4,465,216.54	14,178,578.36
January 2019	45,019,415.84	4,418,095.42	13,827,981.81
February 2019	44,315,415.36	4,369,801.76	13,485,832.47
March 2019	43,621,771.81	4,320,375.20	13,151,930.05
April 2019	42,938,337.86	4,269,854.55	12,826,078.98
May 2019	42,264,968.27	4,218,277.83	12,508,088.26
June 2019	41,601,519.79	4,165,682.24	12,197,771.37
July 2019	40,947,851.20	4,112,104.23	11,894,946.17
August 2019	40,303,823.22	4,057,579.46	11,599,434.79
September 2019	39,669,298.54	4,002,142.87	11,311,063.53
October 2019	39,044,141.74	3,945,828.64	11,029,662.76
November 2019	38,428,219.30	3,888,670.23	10,755,066.84
December 2019	37,821,399.58	3,830,700.39	10,487,114.03
January 2020	37,223,552.77	3,771,951.18	10,225,646.36
February 2020	36,634,550.84	3,712,453.96	9,970,509.59
March 2020	36,054,267.60	3,652,239.43	9,721,553.11

<u>Distribution Date</u>	<u>Classes P, PE, PG, PH, PJ, PK and QG (in the aggregate)</u>	<u>Classes KD, KE and KG (in the aggregate)</u>	<u>Classes CF, FL, N and NM (in the aggregate)</u>
April 2020	\$ 35,482,578.58	\$ 3,591,337.60	\$ 9,478,629.83
May 2020	34,919,361.08	3,529,777.86	9,241,596.11
June 2020	34,364,494.10	3,467,588.96	9,010,311.72
July 2020	33,817,858.32	3,404,798.99	8,784,639.71
August 2020	33,279,336.12	3,341,435.46	8,564,446.33
September 2020	32,748,811.48	3,277,525.26	8,349,601.00
October 2020	32,226,170.05	3,213,094.68	8,139,976.22
November 2020	31,711,299.04	3,148,169.44	7,935,447.46
December 2020	31,204,087.27	3,082,774.67	7,735,893.16
January 2021	30,704,425.08	3,016,934.95	7,541,194.57
February 2021	30,212,204.39	2,950,674.30	7,351,235.80
March 2021	29,727,318.59	2,884,016.21	7,165,903.63
April 2021	29,249,662.58	2,816,983.62	6,985,087.54
May 2021	28,779,132.74	2,749,598.95	6,808,679.62
June 2021	28,315,626.89	2,681,884.12	6,636,574.48
July 2021	27,859,044.29	2,613,860.54	6,468,669.24
August 2021	27,409,285.60	2,545,549.11	6,304,863.42
September 2021	26,966,252.88	2,476,970.26	6,145,058.93
October 2021	26,529,849.56	2,408,143.94	5,989,159.98
November 2021	26,099,980.43	2,339,089.63	5,837,073.05
December 2021	25,676,551.61	2,269,826.34	5,688,706.84
January 2022	25,259,470.54	2,200,372.66	5,543,972.18
February 2022	24,848,645.95	2,130,746.70	5,402,782.01
March 2022	24,443,987.86	2,060,966.15	5,265,051.35
April 2022	24,045,407.54	1,991,048.28	5,130,697.20
May 2022	23,652,817.53	1,921,009.94	4,999,638.53
June 2022	23,266,131.58	1,850,867.56	4,871,796.25
July 2022	22,885,264.65	1,780,637.17	4,747,093.10
August 2022	22,510,132.90	1,710,334.41	4,625,453.68
September 2022	22,140,653.67	1,639,974.52	4,506,804.36
October 2022	21,776,745.45	1,569,572.38	4,391,073.24
November 2022	21,418,327.90	1,499,142.47	4,278,190.15
December 2022	21,065,321.78	1,428,698.93	4,168,086.56
January 2023	20,717,648.98	1,358,255.51	4,060,695.58
February 2023	20,375,232.49	1,287,825.64	3,955,951.89
March 2023	20,037,996.38	1,217,422.37	3,853,791.71
April 2023	19,705,865.79	1,147,058.43	3,754,152.81
May 2023	19,378,766.92	1,076,746.23	3,656,974.39
June 2023	19,056,626.98	1,006,497.82	3,562,197.13
July 2023	18,739,374.24	936,324.96	3,469,763.08
August 2023	18,426,937.97	866,239.07	3,379,615.71
September 2023	18,119,248.43	796,251.27	3,291,699.78
October 2023	17,816,236.86	726,372.40	3,205,961.41

<u>Distribution Date</u>	<u>Classes P, PE, PG, PH, PJ, PK and QG (in the aggregate)</u>	<u>Classes KD, KE and KG (in the aggregate)</u>	<u>Classes CF, FL, N and NM (in the aggregate)</u>
November 2023	\$ 17,517,835.48	\$ 656,612.97	\$ 3,122,347.97
December 2023	17,223,977.46	586,983.22	3,040,808.09
January 2024	16,934,596.91	517,493.10	2,961,291.62
February 2024	16,649,628.87	448,152.27	2,883,749.60
March 2024	16,369,009.31	378,970.13	2,808,134.24
April 2024	16,092,675.09	309,955.80	2,734,398.88
May 2024	15,820,563.95	241,118.16	2,662,497.98
June 2024	15,552,614.53	172,465.80	2,592,387.07
July 2024	15,288,766.34	104,007.07	2,524,022.75
August 2024	15,028,959.72	35,750.08	2,457,362.64
September 2024	14,773,135.86	0.00	2,392,365.40
October 2024	14,521,236.81	0.00	2,328,990.63
November 2024	14,273,205.39	0.00	2,267,198.93
December 2024	14,028,985.28	0.00	2,206,951.83
January 2025	13,788,520.91	0.00	2,148,211.77
February 2025	13,551,757.53	0.00	2,090,942.09
March 2025	13,318,641.15	0.00	2,035,107.01
April 2025	13,089,118.54	0.00	1,980,671.59
May 2025	12,863,137.24	0.00	1,927,601.75
June 2025	12,640,645.52	0.00	1,875,864.19
July 2025	12,421,592.38	0.00	1,825,426.44
August 2025	12,205,927.55	0.00	1,776,256.79
September 2025	11,993,601.48	0.00	1,728,324.28
October 2025	11,784,565.30	0.00	1,681,598.71
November 2025	11,578,770.85	0.00	1,636,050.59
December 2025	11,376,170.65	0.00	1,591,651.13
January 2026	11,176,717.89	0.00	1,548,372.25
February 2026	10,980,366.44	0.00	1,506,186.52
March 2026	10,787,070.79	0.00	1,465,067.19
April 2026	10,596,786.12	0.00	1,424,988.13
May 2026	10,409,468.20	0.00	1,385,923.85
June 2026	10,225,073.48	0.00	1,347,849.47
July 2026	10,043,558.98	0.00	1,310,740.71
August 2026	9,864,882.36	0.00	1,274,573.86
September 2026	9,689,001.87	0.00	1,239,325.78
October 2026	9,515,876.37	0.00	1,204,973.91
November 2026	9,345,465.29	0.00	1,171,496.20
December 2026	9,177,728.64	0.00	1,138,871.16
January 2027	9,012,626.99	0.00	1,107,077.79
February 2027	8,850,121.50	0.00	1,076,095.62
March 2027	8,690,173.85	0.00	1,045,904.66
April 2027	8,532,746.28	0.00	1,016,485.39
May 2027	8,377,801.59	0.00	987,818.78

<u>Distribution Date</u>	<u>Classes P, PE, PG, PH, PJ, PK and QG (in the aggregate)</u>	<u>Classes KD, KE and KG (in the aggregate)</u>	<u>Classes CF, FL, N and NM (in the aggregate)</u>
June 2027	\$ 8,225,303.06	\$ 0.00	\$ 959,886.25
July 2027	8,075,214.55	0.00	932,669.67
August 2027	7,927,500.39	0.00	906,151.34
September 2027	7,782,125.45	0.00	880,314.00
October 2027	7,639,055.08	0.00	855,140.81
November 2027	7,498,255.13	0.00	830,615.31
December 2027	7,359,691.96	0.00	806,721.46
January 2028	7,223,332.37	0.00	783,443.60
February 2028	7,089,143.68	0.00	760,766.45
March 2028	6,957,093.63	0.00	738,675.11
April 2028	6,827,150.46	0.00	717,155.01
May 2028	6,699,282.84	0.00	696,191.98
June 2028	6,573,459.91	0.00	675,772.15
July 2028	6,449,651.23	0.00	655,882.01
August 2028	6,327,826.80	0.00	636,508.36
September 2028	6,207,957.07	0.00	617,638.34
October 2028	6,090,012.89	0.00	599,259.39
November 2028	5,973,965.53	0.00	581,359.26
December 2028	5,859,786.69	0.00	563,925.99
January 2029	5,747,448.46	0.00	546,947.91
February 2029	5,636,923.33	0.00	530,413.65
March 2029	5,528,184.19	0.00	514,312.11
April 2029	5,421,204.32	0.00	498,632.44
May 2029	5,315,957.38	0.00	483,364.08
June 2029	5,212,417.42	0.00	468,496.71
July 2029	5,110,558.84	0.00	454,020.27
August 2029	5,010,356.43	0.00	439,924.95
September 2029	4,911,785.33	0.00	426,201.16
October 2029	4,814,821.04	0.00	412,839.58
November 2029	4,719,439.42	0.00	399,831.07
December 2029	4,625,616.67	0.00	387,166.74
January 2030	4,533,329.33	0.00	374,837.93
February 2030	4,442,554.29	0.00	362,836.16
March 2030	4,353,268.76	0.00	351,153.19
April 2030	4,265,450.28	0.00	339,780.95
May 2030	4,179,076.73	0.00	328,711.60
June 2030	4,094,126.29	0.00	317,937.45
July 2030	4,010,577.46	0.00	307,451.05
August 2030	3,928,409.06	0.00	297,245.09
September 2030	3,847,600.20	0.00	287,312.46
October 2030	3,768,130.31	0.00	277,646.22
November 2030	3,689,979.10	0.00	268,239.61
December 2030	3,613,126.58	0.00	259,086.01

<u>Distribution Date</u>	<u>Classes P, PE, PG, PH, PJ, PK and QG (in the aggregate)</u>	<u>Classes KD, KE and KG (in the aggregate)</u>	<u>Classes CF, FL, N and NM (in the aggregate)</u>
January 2031	\$ 3,537,553.06	\$ 0.00	\$ 250,178.99
February 2031	3,463,239.11	0.00	241,512.26
March 2031	3,390,165.61	0.00	233,079.71
April 2031	3,318,313.70	0.00	224,875.34
May 2031	3,247,664.80	0.00	216,893.34
June 2031	3,178,200.59	0.00	209,128.02
July 2031	3,109,903.02	0.00	201,573.83
August 2031	3,042,754.31	0.00	194,225.36
September 2031	2,976,736.93	0.00	187,077.34
October 2031	2,911,833.61	0.00	180,124.62
November 2031	2,848,027.31	0.00	173,362.20
December 2031	2,785,301.28	0.00	166,785.17
January 2032	2,723,638.97	0.00	160,388.76
February 2032	2,663,024.09	0.00	154,168.32
March 2032	2,603,440.59	0.00	148,119.31
April 2032	2,544,872.65	0.00	142,237.31
May 2032	2,487,304.68	0.00	136,518.00
June 2032	2,430,721.31	0.00	130,957.17
July 2032	2,375,107.41	0.00	125,550.72
August 2032	2,320,448.05	0.00	120,294.65
September 2032	2,266,728.55	0.00	115,185.05
October 2032	2,213,934.40	0.00	110,218.12
November 2032	2,162,051.33	0.00	105,390.15
December 2032	2,111,065.29	0.00	100,697.53
January 2033	2,060,962.40	0.00	96,136.71
February 2033	2,011,729.01	0.00	91,704.28
March 2033	1,963,351.66	0.00	87,396.86
April 2033	1,915,817.09	0.00	83,211.20
May 2033	1,869,112.23	0.00	79,144.10
June 2033	1,823,224.21	0.00	75,192.46
July 2033	1,778,140.33	0.00	71,353.24
August 2033	1,733,848.10	0.00	67,623.50
September 2033	1,690,335.20	0.00	64,000.36
October 2033	1,647,589.49	0.00	60,481.00
November 2033	1,605,599.01	0.00	57,062.68
December 2033	1,564,351.98	0.00	53,742.76
January 2034	1,523,836.79	0.00	50,518.61
February 2034	1,484,041.99	0.00	47,387.70
March 2034	1,444,956.32	0.00	44,347.57
April 2034	1,406,568.68	0.00	41,395.81
May 2034	1,368,868.11	0.00	38,530.06
June 2034	1,331,843.84	0.00	35,748.04
July 2034	1,295,485.24	0.00	33,047.52

<u>Distribution Date</u>	<u>Classes P, PE, PG, PH, PJ, PK and QG (in the aggregate)</u>	<u>Classes KD, KE and KG (in the aggregate)</u>	<u>Classes CF, FL, N and NM (in the aggregate)</u>
August 2034	\$ 1,259,781.86	\$ 0.00	\$ 30,426.32
September 2034	1,224,723.37	0.00	27,882.32
October 2034	1,190,299.63	0.00	25,413.46
November 2034	1,156,500.61	0.00	23,017.73
December 2034	1,123,316.47	0.00	20,693.15
January 2035	1,090,737.49	0.00	18,437.83
February 2035	1,058,754.09	0.00	16,249.89
March 2035	1,027,356.84	0.00	14,127.52
April 2035	996,536.46	0.00	12,068.95
May 2035	966,283.79	0.00	10,072.46
June 2035	936,589.82	0.00	8,136.36
July 2035	907,445.66	0.00	6,259.02
August 2035	878,842.56	0.00	4,438.84
September 2035	850,771.90	0.00	2,674.27
October 2035	823,225.18	0.00	963.79
November 2035	796,194.05	0.00	0.00
December 2035	769,670.25	0.00	0.00
January 2036	743,645.67	0.00	0.00
February 2036	718,112.31	0.00	0.00
March 2036	693,062.29	0.00	0.00
April 2036	668,487.84	0.00	0.00
May 2036	644,381.33	0.00	0.00
June 2036	620,735.21	0.00	0.00
July 2036	597,542.06	0.00	0.00
August 2036	574,794.59	0.00	0.00
September 2036	552,485.58	0.00	0.00
October 2036	530,607.94	0.00	0.00
November 2036	509,154.70	0.00	0.00
December 2036	488,118.97	0.00	0.00
January 2037	467,493.96	0.00	0.00
February 2037	447,273.01	0.00	0.00
March 2037	427,449.54	0.00	0.00
April 2037	408,017.07	0.00	0.00
May 2037	388,969.22	0.00	0.00
June 2037	370,299.70	0.00	0.00
July 2037	352,002.32	0.00	0.00
August 2037	334,071.00	0.00	0.00
September 2037	316,499.72	0.00	0.00
October 2037	299,282.57	0.00	0.00
November 2037	282,413.72	0.00	0.00
December 2037	265,887.44	0.00	0.00
January 2038	249,698.08	0.00	0.00
February 2038	233,840.07	0.00	0.00

<u>Distribution Date</u>	<u>Classes P, PE, PG, PH, PJ, PK and QG (in the aggregate)</u>	<u>Classes KD, KE and KG (in the aggregate)</u>	<u>Classes CF, FL, N and NM (in the aggregate)</u>
March 2038	\$ 218,307.93	\$ 0.00	\$ 0.00
April 2038	203,096.27	0.00	0.00
May 2038	188,199.76	0.00	0.00
June 2038	173,613.17	0.00	0.00
July 2038	159,331.35	0.00	0.00
August 2038	145,349.21	0.00	0.00
September 2038	131,661.77	0.00	0.00
October 2038	118,264.08	0.00	0.00
November 2038	105,151.30	0.00	0.00
December 2038	92,318.66	0.00	0.00
January 2039	79,761.45	0.00	0.00
February 2039	67,475.04	0.00	0.00
March 2039	55,454.87	0.00	0.00
April 2039	43,696.45	0.00	0.00
May 2039	32,195.36	0.00	0.00
June 2039	20,947.23	0.00	0.00
July 2039	9,947.78	0.00	0.00
August 2039 and thereafter	0.00	0.00	0.00

<u>Distribution Date</u>	<u>Classes JA and JB (in the aggregate)</u>	<u>Class JD</u>	<u>Classes E and EN (in the aggregate)</u>
Initial Balance	\$46,399,000.00	\$1,041,000.00	\$205,200,000.00
November 2009	45,959,113.07	1,017,696.00	203,183,110.80
December 2009	45,521,817.16	994,729.10	201,059,467.67
January 2010	45,087,097.45	972,096.22	198,831,192.62
February 2010	44,654,939.22	949,794.29	196,500,543.42
March 2010	44,225,327.83	927,820.27	194,069,910.08
April 2010	43,798,248.74	906,171.14	191,541,810.90
May 2010	43,373,687.45	884,843.92	188,918,888.27
June 2010	42,951,629.59	863,835.62	186,203,904.25
July 2010	42,532,060.85	843,143.31	183,399,735.76
August 2010	42,114,966.99	822,764.06	180,509,369.60
September 2010	41,700,333.86	802,694.97	177,535,897.16
October 2010	41,288,147.41	782,933.17	174,482,508.91
November 2010	40,878,393.64	763,475.80	171,352,488.68
December 2010	40,471,058.65	744,320.04	168,149,207.69
January 2011	40,066,128.61	725,463.07	164,876,118.42
February 2011	39,663,589.77	706,902.12	161,536,748.27
March 2011	39,263,428.45	688,634.40	158,244,324.39
April 2011	38,865,631.07	670,657.19	154,998,198.84
May 2011	38,470,184.10	652,967.76	151,797,732.55
June 2011	38,077,074.11	635,563.41	148,642,295.13
July 2011	37,686,287.73	618,441.48	145,531,264.85
August 2011	37,297,811.68	601,599.29	142,464,028.45
September 2011	36,911,632.74	585,034.22	139,439,981.04
October 2011	36,527,737.78	568,743.66	136,458,526.02
November 2011	36,146,113.73	552,725.00	133,519,074.91
December 2011	35,766,747.60	536,975.69	130,621,047.31
January 2012	35,389,626.49	521,493.16	127,763,870.72
February 2012	35,014,737.54	506,274.89	124,946,980.49
March 2012	34,642,068.00	491,318.37	122,169,819.65
April 2012	34,271,605.17	476,621.11	119,431,838.90
May 2012	33,903,336.41	462,180.63	116,732,496.40
June 2012	33,537,249.19	447,994.48	114,071,257.74
July 2012	33,173,331.02	434,060.24	111,447,595.83
August 2012	32,811,569.50	420,375.49	108,860,990.76
September 2012	32,451,952.27	406,937.84	106,310,929.74
October 2012	32,094,467.08	393,744.92	103,796,907.02
November 2012	31,739,101.73	380,794.37	101,318,423.73
December 2012	31,385,844.08	368,083.86	98,874,987.84
January 2013	31,034,682.08	355,611.07	96,466,114.07
February 2013	30,685,603.73	343,373.71	94,091,323.75
March 2013	30,338,597.11	331,369.49	91,750,144.77
April 2013	29,993,650.36	319,596.16	89,442,111.51

<u>Distribution Date</u>	<u>Classes JA and JB (in the aggregate)</u>	<u>Class JD</u>	<u>Classes E and EN (in the aggregate)</u>
May 2013	\$29,650,751.70	\$ 308,051.47	\$ 87,166,764.67
June 2013	29,309,889.39	296,733.20	84,923,651.28
July 2013	28,971,051.80	285,639.14	82,712,324.56
August 2013	28,634,227.32	274,767.11	80,532,343.83
September 2013	28,299,404.44	264,114.93	78,383,274.48
October 2013	27,966,571.70	253,680.45	76,264,687.80
November 2013	27,635,717.70	243,461.53	74,176,161.01
December 2013	27,306,831.12	233,456.06	72,117,277.07
January 2014	26,979,900.69	223,661.94	70,087,624.68
February 2014	26,654,915.22	214,077.08	68,086,798.17
March 2014	26,331,863.56	204,699.41	66,133,323.76
April 2014	26,010,734.65	195,526.89	64,235,098.48
May 2014	25,691,517.48	186,557.48	62,390,572.75
June 2014	25,374,201.10	177,789.16	60,598,240.18
July 2014	25,058,774.62	169,219.93	58,856,636.37
August 2014	24,745,227.23	160,847.81	57,164,337.73
September 2014	24,433,548.15	152,670.84	55,519,960.38
October 2014	24,123,726.70	144,687.05	53,922,159.01
November 2014	23,815,752.23	136,894.51	52,369,625.85
December 2014	23,509,614.16	129,291.30	50,861,089.60
January 2015	23,205,301.98	121,875.52	49,395,314.41
February 2015	22,902,805.22	114,645.28	47,971,098.95
March 2015	22,602,113.49	107,598.71	46,587,275.38
April 2015	22,303,216.44	100,733.94	45,242,708.47
May 2015	22,006,103.80	94,049.13	43,936,294.66
June 2015	21,710,765.34	87,542.46	42,666,961.24
July 2015	21,417,190.89	81,212.12	41,433,665.40
August 2015	21,125,370.35	75,056.29	40,235,393.49
September 2015	20,835,293.68	69,073.22	39,071,160.17
October 2015	20,546,950.86	63,261.11	37,940,007.60
November 2015	20,260,331.98	57,618.22	36,841,004.73
December 2015	19,975,427.15	52,142.82	35,773,246.51
January 2016	19,692,226.55	46,833.17	34,735,853.19
February 2016	19,410,720.41	41,687.57	33,727,969.61
March 2016	19,130,899.02	36,704.31	32,748,764.52
April 2016	18,852,752.72	31,881.72	31,797,429.92
May 2016	18,576,271.91	27,218.13	30,873,180.39
June 2016	18,301,447.05	22,711.88	29,975,252.50
July 2016	18,028,268.63	18,361.33	29,102,904.15
August 2016	17,756,727.23	14,164.85	28,255,414.02
September 2016	17,486,813.45	10,120.84	27,432,080.99
October 2016	17,218,517.97	6,227.68	26,632,223.54
November 2016	16,951,831.51	2,483.79	25,855,179.23

<u>Distribution Date</u>	<u>Classes JA and JB (in the aggregate)</u>	<u>Class JD</u>	<u>Classes E and EN (in the aggregate)</u>
December 2016	\$16,686,744.83	\$ 18.85	\$ 25,100,304.19
January 2017	16,423,248.77	0.00	24,366,972.55
February 2017	16,163,544.01	0.00	23,654,576.00
March 2017	15,907,679.01	0.00	22,962,523.24
April 2017	15,655,599.02	0.00	22,290,239.57
May 2017	15,407,250.06	0.00	21,637,166.36
June 2017	15,162,578.91	0.00	21,002,760.67
July 2017	14,921,533.09	0.00	20,386,494.76
August 2017	14,684,060.83	0.00	19,787,855.69
September 2017	14,450,111.13	0.00	19,206,344.91
October 2017	14,219,633.65	0.00	18,641,477.84
November 2017	13,992,578.79	0.00	18,092,783.51
December 2017	13,768,897.64	0.00	17,559,804.17
January 2018	13,548,541.94	0.00	17,042,094.88
February 2018	13,331,464.16	0.00	16,539,223.24
March 2018	13,117,617.38	0.00	16,050,768.94
April 2018	12,906,955.37	0.00	15,576,323.51
May 2018	12,699,432.53	0.00	15,115,489.92
June 2018	12,495,003.92	0.00	14,667,882.33
July 2018	12,293,625.20	0.00	14,233,125.71
August 2018	12,095,252.67	0.00	13,810,855.57
September 2018	11,899,843.24	0.00	13,400,717.68
October 2018	11,707,354.42	0.00	13,002,367.77
November 2018	11,517,744.30	0.00	12,615,471.22
December 2018	11,330,971.59	0.00	12,239,702.86
January 2019	11,146,995.55	0.00	11,874,746.64
February 2019	10,965,776.03	0.00	11,520,295.42
March 2019	10,787,273.42	0.00	11,176,050.67
April 2019	10,611,448.69	0.00	10,841,722.31
May 2019	10,438,263.34	0.00	10,517,028.39
June 2019	10,267,679.43	0.00	10,201,694.92
July 2019	10,099,659.52	0.00	9,895,455.61
August 2019	9,934,166.73	0.00	9,598,051.68
September 2019	9,771,164.67	0.00	9,309,231.64
October 2019	9,610,617.48	0.00	9,028,751.09
November 2019	9,452,489.79	0.00	8,756,372.52
December 2019	9,296,746.74	0.00	8,491,865.11
January 2020	9,143,353.94	0.00	8,235,004.56
February 2020	8,992,277.51	0.00	7,985,572.87
March 2020	8,843,484.03	0.00	7,743,358.23
April 2020	8,696,940.54	0.00	7,508,154.78
May 2020	8,552,614.57	0.00	7,279,762.48
June 2020	8,410,474.07	0.00	7,057,986.93

<u>Distribution Date</u>	<u>Classes JA and JB (in the aggregate)</u>	<u>Class JD</u>	<u>Classes E and EN (in the aggregate)</u>
July 2020	\$ 8,270,487.48	\$ 0.00	\$ 6,842,639.22
August 2020	8,132,623.66	0.00	6,633,535.79
September 2020	7,996,851.92	0.00	6,430,498.26
October 2020	7,863,141.98	0.00	6,233,353.28
November 2020	7,731,464.02	0.00	6,041,932.40
December 2020	7,601,788.62	0.00	5,856,071.94
January 2021	7,474,086.77	0.00	5,675,612.86
February 2021	7,348,329.87	0.00	5,500,400.60
March 2021	7,224,489.75	0.00	5,330,284.98
April 2021	7,102,538.59	0.00	5,165,120.06
May 2021	6,982,449.00	0.00	5,004,764.05
June 2021	6,864,193.97	0.00	4,849,079.15
July 2021	6,747,746.86	0.00	4,697,931.49
August 2021	6,633,081.40	0.00	4,551,190.98
September 2021	6,520,171.71	0.00	4,408,731.21
October 2021	6,408,992.27	0.00	4,270,429.35
November 2021	6,299,517.92	0.00	4,136,166.07
December 2021	6,191,723.84	0.00	4,005,825.40
January 2022	6,085,585.58	0.00	3,879,294.69
February 2022	5,981,079.02	0.00	3,756,464.46
March 2022	5,878,180.41	0.00	3,637,228.35
April 2022	5,776,866.29	0.00	3,521,483.00
May 2022	5,677,113.57	0.00	3,409,128.02
June 2022	5,578,899.48	0.00	3,300,065.83
July 2022	5,482,201.55	0.00	3,194,201.66
August 2022	5,386,997.65	0.00	3,091,443.40
September 2022	5,293,265.96	0.00	2,991,701.59
October 2022	5,200,984.96	0.00	2,894,889.29
November 2022	5,110,133.44	0.00	2,800,922.03
December 2022	5,020,690.50	0.00	2,709,717.78
January 2023	4,932,635.51	0.00	2,621,196.79
February 2023	4,845,948.17	0.00	2,535,281.62
March 2023	4,760,608.43	0.00	2,451,897.03
April 2023	4,676,596.55	0.00	2,370,969.90
May 2023	4,593,893.06	0.00	2,292,429.23
June 2023	4,512,478.76	0.00	2,216,206.00
July 2023	4,432,334.74	0.00	2,142,233.19
August 2023	4,353,442.35	0.00	2,070,445.69
September 2023	4,275,783.20	0.00	2,000,780.22
October 2023	4,199,339.16	0.00	1,933,175.34
November 2023	4,124,092.36	0.00	1,867,571.34
December 2023	4,050,025.20	0.00	1,803,910.23
January 2024	3,977,120.30	0.00	1,742,135.66

<u>Distribution Date</u>	<u>Classes JA and JB (in the aggregate)</u>	<u>Class JD</u>	<u>Classes E and EN (in the aggregate)</u>
February 2024	\$ 3,905,360.56	\$ 0.00	\$ 1,682,192.90
March 2024	3,834,729.10	0.00	1,624,028.78
April 2024	3,765,209.28	0.00	1,567,591.67
May 2024	3,696,784.72	0.00	1,512,831.38
June 2024	3,629,439.24	0.00	1,459,699.18
July 2024	3,563,156.92	0.00	1,408,147.73
August 2024	3,497,922.04	0.00	1,358,131.05
September 2024	3,433,719.13	0.00	1,309,604.47
October 2024	3,370,532.93	0.00	1,262,524.60
November 2024	3,308,348.39	0.00	1,216,849.28
December 2024	3,247,150.69	0.00	1,172,537.59
January 2025	3,186,925.20	0.00	1,129,549.76
February 2025	3,127,657.52	0.00	1,087,847.17
March 2025	3,069,333.44	0.00	1,047,392.30
April 2025	3,011,938.97	0.00	1,008,148.71
May 2025	2,955,460.31	0.00	970,081.01
June 2025	2,899,883.84	0.00	933,154.82
July 2025	2,845,196.17	0.00	897,336.77
August 2025	2,791,384.07	0.00	862,594.41
September 2025	2,738,434.53	0.00	828,896.26
October 2025	2,686,334.69	0.00	796,211.73
November 2025	2,635,071.90	0.00	764,511.09
December 2025	2,584,633.68	0.00	733,765.52
January 2026	2,535,007.74	0.00	703,946.97
February 2026	2,486,181.95	0.00	675,028.23
March 2026	2,438,144.37	0.00	646,982.88
April 2026	2,390,883.22	0.00	619,785.24
May 2026	2,344,386.90	0.00	593,410.38
June 2026	2,298,643.95	0.00	567,834.10
July 2026	2,253,643.11	0.00	543,032.88
August 2026	2,209,373.26	0.00	518,983.90
September 2026	2,165,823.45	0.00	495,664.98
October 2026	2,122,982.87	0.00	473,054.59
November 2026	2,080,840.89	0.00	451,131.82
December 2026	2,039,387.01	0.00	429,876.38
January 2027	1,998,610.89	0.00	409,268.53
February 2027	1,958,502.36	0.00	389,289.14
March 2027	1,919,051.35	0.00	369,919.61
April 2027	1,880,247.98	0.00	351,141.90
May 2027	1,842,082.49	0.00	332,938.48
June 2027	1,804,545.25	0.00	315,292.31
July 2027	1,767,626.81	0.00	298,186.89
August 2027	1,731,317.80	0.00	281,606.16

<u>Distribution Date</u>	<u>Classes JA and JB (in the aggregate)</u>	<u>Class JD</u>	<u>Classes E and EN (in the aggregate)</u>
September 2027	\$ 1,695,609.04	\$ 0.00	\$ 265,534.53
October 2027	1,660,491.44	0.00	249,956.89
November 2027	1,625,956.06	0.00	234,858.54
December 2027	1,591,994.10	0.00	220,225.22
January 2028	1,558,596.86	0.00	206,043.09
February 2028	1,525,755.78	0.00	192,298.70
March 2028	1,493,462.44	0.00	178,979.00
April 2028	1,461,708.51	0.00	166,071.32
May 2028	1,430,485.80	0.00	153,563.35
June 2028	1,399,786.23	0.00	141,443.15
July 2028	1,369,601.86	0.00	129,699.14
August 2028	1,339,924.82	0.00	118,320.04
September 2028	1,310,747.41	0.00	107,294.93
October 2028	1,282,061.99	0.00	96,613.21
November 2028	1,253,861.06	0.00	86,264.58
December 2028	1,226,137.22	0.00	76,239.03
January 2029	1,198,883.18	0.00	66,526.87
February 2029	1,172,091.76	0.00	57,118.67
March 2029	1,145,755.88	0.00	48,005.29
April 2029	1,119,868.56	0.00	39,177.85
May 2029	1,094,422.92	0.00	30,627.74
June 2029	1,069,412.19	0.00	22,346.60
July 2029	1,044,829.69	0.00	14,326.30
August 2029	1,020,668.83	0.00	6,558.96
September 2029	996,923.14	0.00	0.00
October 2029	973,586.23	0.00	0.00
November 2029	950,651.80	0.00	0.00
December 2029	928,113.64	0.00	0.00
January 2030	905,965.63	0.00	0.00
February 2030	884,201.77	0.00	0.00
March 2030	862,816.10	0.00	0.00
April 2030	841,802.77	0.00	0.00
May 2030	821,156.03	0.00	0.00
June 2030	800,870.19	0.00	0.00
July 2030	780,939.65	0.00	0.00
August 2030	761,358.90	0.00	0.00
September 2030	742,122.51	0.00	0.00
October 2030	723,225.11	0.00	0.00
November 2030	704,661.43	0.00	0.00
December 2030	686,426.28	0.00	0.00
January 2031	668,514.52	0.00	0.00
February 2031	650,921.12	0.00	0.00
March 2031	633,641.09	0.00	0.00

<u>Distribution Date</u>	<u>Classes JA and JB (in the aggregate)</u>	<u>Class JD</u>	<u>Classes E and EN (in the aggregate)</u>
April 2031	\$ 616,669.54	\$ 0.00	\$ 0.00
May 2031	600,001.64	0.00	0.00
June 2031	583,632.63	0.00	0.00
July 2031	567,557.82	0.00	0.00
August 2031	551,772.60	0.00	0.00
September 2031	536,272.42	0.00	0.00
October 2031	521,052.78	0.00	0.00
November 2031	506,109.28	0.00	0.00
December 2031	491,437.55	0.00	0.00
January 2032	477,033.33	0.00	0.00
February 2032	462,892.37	0.00	0.00
March 2032	449,010.52	0.00	0.00
April 2032	435,383.67	0.00	0.00
May 2032	422,007.79	0.00	0.00
June 2032	408,878.90	0.00	0.00
July 2032	395,993.07	0.00	0.00
August 2032	383,346.44	0.00	0.00
September 2032	370,935.21	0.00	0.00
October 2032	358,755.62	0.00	0.00
November 2032	346,803.99	0.00	0.00
December 2032	335,076.67	0.00	0.00
January 2033	323,570.08	0.00	0.00
February 2033	312,280.69	0.00	0.00
March 2033	301,205.01	0.00	0.00
April 2033	290,339.63	0.00	0.00
May 2033	279,681.16	0.00	0.00
June 2033	269,226.27	0.00	0.00
July 2033	258,971.70	0.00	0.00
August 2033	248,914.22	0.00	0.00
September 2033	239,050.64	0.00	0.00
October 2033	229,377.83	0.00	0.00
November 2033	219,892.71	0.00	0.00
December 2033	210,592.24	0.00	0.00
January 2034	201,473.43	0.00	0.00
February 2034	192,533.32	0.00	0.00
March 2034	183,769.02	0.00	0.00
April 2034	175,177.66	0.00	0.00
May 2034	166,756.42	0.00	0.00
June 2034	158,502.54	0.00	0.00
July 2034	150,413.26	0.00	0.00
August 2034	142,485.91	0.00	0.00
September 2034	134,717.83	0.00	0.00
October 2034	127,106.40	0.00	0.00

<u>Distribution Date</u>	<u>Classes JA and JB (in the aggregate)</u>	<u>Class JD</u>	<u>Classes E and EN (in the aggregate)</u>
November 2034	\$ 119,649.06	\$ 0.00	\$ 0.00
December 2034	112,343.27	0.00	0.00
January 2035	105,186.53	0.00	0.00
February 2035	98,176.38	0.00	0.00
March 2035	91,310.41	0.00	0.00
April 2035	84,586.23	0.00	0.00
May 2035	78,001.48	0.00	0.00
June 2035	71,553.86	0.00	0.00
July 2035	65,241.10	0.00	0.00
August 2035	59,060.93	0.00	0.00
September 2035	53,011.16	0.00	0.00
October 2035	47,089.61	0.00	0.00
November 2035	41,294.13	0.00	0.00
December 2035	35,622.63	0.00	0.00
January 2036	30,073.00	0.00	0.00
February 2036	24,643.22	0.00	0.00
March 2036	19,331.26	0.00	0.00
April 2036	14,135.14	0.00	0.00
May 2036	9,052.91	0.00	0.00
June 2036	4,082.64	0.00	0.00
July 2036 and thereafter	0.00	0.00	0.00

Underlying Certificates

Trust Asset Group	Issuer	Series	Class	Issue Date	CUSIP Number	Interest Rate	Interest Type(1)	Final Distribution Date	Principal Type(1)	Original Principal Balance of Class	Underlying Certificate Factor(2)	Principal Balance in the Trust	Percentage of Class in Trust	Approximate Weighted Average Coupon of Mortgage Loans	Approximate Weighted Average Term to Maturity of Mortgage Loans (in months)	Approximate Weighted Average Loan Age of Mortgage Loans (in months)	Ginnie Mae I or II
7	Ginnie Mae	2009-069	CP	August 28, 2009	38373AE51	5.25%	FIX	November 2038	SUP	\$ 8,889,500	1.00000000	\$ 8,389,500	94.3753866922%	5.369%	357	2	II
7	Ginnie Mae	2009-069	CQ	August 28, 2009	38373AE69	4.75	FIX	November 2038	SUP	8,889,500	1.00000000	8,389,500	94.3753866922	5.369	357	2	II
8	Ginnie Mae	2009-068	KB	August 28, 2009	38373AUP9	5.00	FIX	August 2039	PAC 1	10,000,000	1.00000000	10,000,000	100.0000000000	5.371	357	2	II
8	Ginnie Mae	2009-069	ALL3	August 28, 2009	38373AM29	5.00	FIX	August 2039	PAC	32,333,000	1.00000000	32,333,000	100.0000000000	(3)	(3)	(3)	II

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

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

(3) Class AL is an MX Class that is derived from REMIC Classes of separate Security Groups. Copies of the Cover Page, Terms Sheet and Schedule I from Ginnie Mae REMIC Trust 2009-069 are included in Exhibit B. The REMIC Classes are backed by certain mortgage loans whose approximate weighted average characteristics are as follows:

Series	Class	Approximate Weighted Average Coupon of Mortgage Loans	Approximate Weighted Average Remaining Term to Maturity of Mortgage Loans (in months)	Approximate Weighted Average Loan Age of Mortgage Loans (in months)
2009-069	LH	5.337%	355	4
2009-069	LN	5.369	357	2

Exhibit B

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



\$2,171,451,816

Government National Mortgage Association

GINNIE MAE®

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

Ginnie Mae REMIC Trust 2009-068

The Securities

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

The Ginnie Mae Guaranty

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

The Trust and its Assets

The Trust will own Ginnie Mae Certificates.

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

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

The Sponsor and the Co-Sponsor will offer the securities from time to time in negotiated transactions at varying prices. We expect the closing date to be August 28, 2009.

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

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

Class of REMIC Securities	Original Principal Balance(2)	Interest Rate	Principal Type(3)	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Security Group 1						
BP(1)	\$ 16,986,000	5.00%	PAC I	FIX	38373ASM9	July 2038
CP(1)	12,079,000	5.00	PAC I	FIX	38373ASN7	August 2039
EA	59,333,000	5.00	SUP	FIX	38373ASP2	January 2039
EB	8,347,000	5.00	SUP	FIX	38373ASQ0	May 2039
EC	7,237,000	5.00	SUP	FIX	38373ASR8	August 2039
ED	19,602,000	5.00	PAC II	FIX	38373ASS6	August 2039
EG	1,482,000	5.00	PAC II	FIX	38373AST4	August 2039
EH	2,000,000	4.75	SUP	FIX	38373ASU1	January 2039
EJ	1,000,000	5.50	SUP	FIX	38373ASV9	January 2039
JI(1)	15,701,200	5.00	NTL (PAC I)	FIX/IO	38373ASW7	November 2036
JP(1)	78,506,000	4.00	PAC I	FIX	38373ASX5	November 2038
MI	12,340,600	5.00	NTL (PAC I)	FIX/IO	38373ASX3	April 2038
PM	123,406,000	4.50	PAC I	FIX	38373ASZ0	April 2038
PN	20,022,000	5.00	PAC I	FIX	38373ATA4	August 2039
Security Group 2						
AB(1)	89,944,640	5.50	SEQ/AD	FIX	38373ATB2	June 2033
AZ	10,055,360	5.50	SEQ	FIX/Z	38373ATC0	August 2039
Security Group 3						
AP	94,298,000	2.50	PAC	FIX	38373ATD8	July 2032
GA	32,808,000	5.00	SUP	FIX	38373ATE6	January 2039
GB	4,326,000	5.00	SUP	FIX	38373ATF3	March 2039
GC	9,159,000	5.00	SUP	FIX	38373ATG1	August 2039
GD	7,500,000	5.50	SUP	FIX	38373ATH9	January 2039
GE	11,500,000	4.50	SUP	FIX	38373ATJ5	January 2039
GJ	1,000,000	7.00	SUP	FIX	38373ATK2	January 2039
PB	100,000,000	5.00	PAC	FIX	38373ATL0	July 2038
PC	22,587,000	5.00	PAC	FIX	38373ATM8	August 2039
PI	47,149,000	5.00	NTL (PAC)	FIX/IO	38373ATM6	July 2032
Security Group 4						
CA(1)	156,428,572	4.00	PAC/AD	FIX	38373ATP1	April 2039
CF(1)	105,000,000	(5)	PAC/AD	FLT	38373ATQ9	April 2039
CS(1)	105,000,000	(5)	NTL (PAC/AD)	INV/IO	38373ATR7	April 2039
DF(1)	38,571,428	(5)	PAC/AD	FLT	38373ATS5	April 2039
DS(1)	38,571,428	(5)	NTL (PAC/AD)	INV/IO	38373ATT3	April 2039
Z	44,173,036	5.50	SUP	FIX/Z	38373ATU0	August 2039
ZC	1,788,602	5.50	PAC/AD	FIX/Z	38373ATV8	August 2039
Security Group 5						
AH(1)	156,428,572	4.00	PAC/AD	FIX	38373ATW6	January 2039
FM(1)	38,571,428	(5)	PAC/AD	FLT	38373ATX4	January 2039
FN(1)	105,000,000	(5)	PAC/AD	FLT	38373ATY2	January 2039
HZ	52,239,612	5.50	SUP	FIX/Z	38373ATZ9	August 2039
SM(1)	38,571,428	(5)	NTL (PAC/AD)	INV/IO	38373AU2	January 2039
SN(1)	105,000,000	(5)	NTL (PAC/AD)	INV/IO	38373AUB0	January 2039
ZH	3,030,304	5.50	PAC/AD	FIX/Z	38373AUC8	August 2039
Security Group 6						
GP(1)	17,021,000	5.00	PAC I	FIX	38373AUD6	July 2038
HP(1)	12,096,000	5.00	PAC I	FIX	38373AUE4	August 2039
LA	23,698,000	5.00	SUP	FIX	38373AUF1	November 2039
LB	4,637,000	5.00	SUP	FIX	38373AUG9	April 2039
LC	4,074,000	5.00	SUP	FIX	38373AUH7	August 2039
LD	2,707,000	5.00	PAC III	FIX	38373AUJ3	August 2039
LI(1)	15,682,200	5.00	NTL (PAC I)	FIX/IO	38373AUK0	November 2036
LP(1)	78,411,000	4.00	PAC I	FIX	38373AUL8	November 2036
PW	7,356,000	5.00	PAC II	FIX	38373AUM6	August 2039
Security Group 7						
KA	43,400,000	5.00	PAC I	FIX	38373AUN4	September 2037
KB	10,000,000	5.00	PAC I	FIX	38373AUP9	August 2039
KC	2,000,000	5.00	PAC II	FIX	38373AUQ7	August 2039
KD	2,200,000	5.00	PAC II	FIX	38373AUR5	August 2039
KE	13,300,000	5.00	SUP	FIX	38373AUS3	February 2039
KG	3,080,000	5.00	SUP	FIX	38373AUT1	August 2039
Security Group 8						
DP(1)	100,000,000	4.50	PAC/AD	FIX	38373AUU8	November 2038
DZ	35,349,518	6.00	SUP	FIX/Z	38373AUV6	August 2039
PF	100,000,000	(5)	PAC/AD	FLT	38373AUW4	November 2038
PS	100,000,000	(5)	NTL (PAC/AD)	INV/IO	38373AUX2	November 2038
ZD	2,429,152	6.00	PAC/AD	FIX/Z	38373AUY0	August 2039
Security Group 9						
FE	50,000,000	(5)	SUP	FLT	38373AUZ7	August 2039
MA(1)	92,525,861	5.00	PAC	FIX	38373AVA1	November 2031
MB	97,494,475	5.00	PAC	FIX	38373AVB9	June 2038
MC	22,243,255	5.00	PAC	FIX	38373AVC7	August 2039
SE	15,000,001	(5)	SUP	INV	38373AVD5	August 2039
Residual						
RR	0	0.00	NPR	NPR	38373AVE3	August 2039

- These Securities may be exchanged for MX Securities described in Schedule I.
- 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.
- 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.
- See “Yield, Maturity and Prepayment Considerations — Final Distribution Date” in this Supplement.
- See “Terms Sheet—Interest Rates” in this Supplement.

CREDIT SUISSE

FINACORP SECURITIES

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

TERMS SHEET

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

Sponsor: Credit Suisse Securities (USA) LLC

Co-Sponsor: Finacorp Securities

Trustee: Wells Fargo Bank, N.A.

Tax Administrator: The Trustee

Closing Date: August 28, 2009

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

Trust Assets:

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

Security Groups: This series of Securities consists of multiple Security Groups (each, a “Group”), as shown on the front cover of this Supplement and on Schedule I to this Supplement. Except in the case of certain MX Classes in Groups 1, 4, 5 and 6, payments on each Group will be based solely on payments on the Trust Asset Group with the same numerical designation.

Assumed Characteristics of the Mortgage Loans Underlying the Trust Assets¹:

<u>Principal Balance²</u>	<u>Weighted Average Remaining Term to Maturity (in months)</u>	<u>Weighted Average Loan Age (in months)</u>	<u>Weighted Average Mortgage Rate³</u>
Group 1 Trust Assets \$350,000,000	358	1	5.4%
Group 2 Trust Assets \$100,000,000	317	35	6.0%
Group 3 Trust Assets \$283,178,000	359	1	5.4%
Group 4 Trust Assets \$345,961,638	348	10	6.0%
Group 5 Trust Assets \$355,269,916	348	10	6.0%
Group 6 Trust Assets \$150,000,000	359	1	5.4%
Group 7 Trust Assets \$72,000,000	358	2	5.4%
Group 8 Trust Assets \$237,778,670	320	35	6.5%
Group 9 Trust Assets \$277,263,592	358	1	5.5%

¹ As of August 1, 2009.

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

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

The actual remaining terms to maturity, loan ages and, in the case of the Group 1, 3, 6 and 7 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>
Security Group 4						
CF	LIBOR + 0.90%	1.17450000%	0.90%	7.00000000%	0	0.00%
CS	6.10% - LIBOR	5.82550000%	0.00%	6.10000000%	0	6.10%
DF	LIBOR + 0.75%	1.02450000%	0.75%	7.50000000%	0	0.00%
DS	6.75% - LIBOR	6.47550000%	0.00%	6.75000000%	0	6.75%
Security Groups 4 and 5						
FL	LIBOR + 0.75%	1.02450000%	0.75%	7.50000000%	0	0.00%
LF	LIBOR + 0.90%	1.17450000%	0.90%	7.00000000%	0	0.00%
LS	6.10% - LIBOR	5.82550000%	0.00%	6.10000000%	0	6.10%
SL	6.75% - LIBOR	6.47550000%	0.00%	6.75000000%	0	6.75%
Security Group 5						
FM	LIBOR + 0.75%	1.02450000%	0.75%	7.50000000%	0	0.00%
FN	LIBOR + 0.90%	1.17450000%	0.90%	7.00000000%	0	0.00%
SM	6.75% - LIBOR	6.47550000%	0.00%	6.75000000%	0	6.75%
SN	6.10% - LIBOR	5.82550000%	0.00%	6.10000000%	0	6.10%
Security Group 8						
PF	LIBOR + 0.60%	0.87450000%	0.60%	7.50000000%	0	0.00%
PS	6.90% - LIBOR	6.62550000%	0.00%	6.90000000%	0	6.90%
Security Group 9						
FE	LIBOR + 1.60%	1.87450000%	1.60%	6.50000000%	0	0.00%
SE	16.33333257% - (LIBOR x 3.3333311)	15.41833263%	0.00%	16.33333257%	0	4.90%

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

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

SECURITY GROUP 1

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

1. To the Group 1 PAC I Classes, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, concurrently, as follows:
 - a. 42.8571428571%, sequentially, to JP, BP and CP, in that order, while outstanding
 - b. 57.1428571429%, sequentially, to PM and PN, in that order, while outstanding
2. Sequentially, to ED and EG, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
3. Concurrently, to EA, EH and EJ, pro rata, until retired

4. Sequentially, to EB and EC, in that order, until retired
5. Sequentially, to ED and EG, in that order, without regard to their Aggregate Schedule Principal Balance, until retired
6. To the Group 1 PAC I Classes, in the same order and priority described in step 1. above, but without regard to their Aggregate Scheduled Principal Balance, until retired

SECURITY GROUP 2

The Group 2 Principal Distribution Amount and the AZ Accrual Amount will be allocated, sequentially, to AB and AZ, 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 AP, PB and PC, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
2. Concurrently, to GA, GD, GE and GJ, pro rata, until retired
3. Sequentially, to GB and GC, in that order, until retired
4. Sequentially, to AP, PB and PC, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

SECURITY GROUP 4

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

- The ZC Accrual Amount in the following order of priority:
 1. Concurrently, to CA, CF and DF, pro rata, until retired
 2. To ZC
- The Group 4 Principal Distribution Amount and the Z Accrual Amount in the following order of priority:
 1. To the Group 4 PAC Classes, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:
 - a. Concurrently, to CA, CF and DF, pro rata, while outstanding
 - b. To ZC, while outstanding
 2. To Z, until retired
 3. To the Group 4 PAC Classes, in the same order and priority described in step 1. above, but without regard to their Aggregate Scheduled Principal Balance, until retired

SECURITY GROUP 5

The Group 5 Principal Distribution Amount and the HZ and ZH Accrual Amounts will be allocated as follows:

- The ZH Accrual Amount in the following order of priority:
 1. Concurrently, to AH, FM and FN, pro rata, until retired
 2. To ZH

- The Group 5 Principal Distribution Amount and the HZ Accrual Amount in the following order of priority:

1. To the Group 5 PAC Classes, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:

- a. Concurrently, to AH, FM and FN, pro rata, while outstanding

- b. To ZH, while outstanding

2. To HZ, until retired

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

SECURITY GROUP 6

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

1. Sequentially, to LP, GP and HP, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date

2. To PW, until reduced to its Scheduled Principal Balance for that Distribution Date

3. To LD, until reduced to its Scheduled Principal Balance for that Distribution Date

4. Sequentially, to LA, LB and LC, in that order, until retired

5. To LD, without regard to its Scheduled Principal Balance, until retired

6. To PW, without regard to its Scheduled Principal Balance, until retired

7. Sequentially, to LP, GP and HP, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

SECURITY GROUP 7

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

1. Sequentially, to KA and KB, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date

2. Sequentially, to KC and KD, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date

3. Sequentially, to KE and KG, in that order, until retired

4. Sequentially, to KC and KD, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

5. Sequentially, to KA and KB, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

SECURITY GROUP 8

The Group 8 Principal Distribution Amount and the DZ and ZD Accrual Amounts will be allocated as follows:

- The ZD Accrual Amount in the following order of priority:

1. Concurrently, to DP and PF, pro rata, until retired

2. To ZD

- The Group 8 Principal Distribution Amount and the DZ Accrual Amount in the following order of priority:
 1. To the Group 8 PAC Classes, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:
 - a. Concurrently, to DP and PF, pro rata, while outstanding
 - b. To ZD, while outstanding
 2. To DZ, until retired
 3. To the Group 8 PAC Classes, in the same order and priority described in step 1. above, but without regard to their Aggregate Scheduled Principal Balance, until retired

SECURITY GROUP 9

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

1. Sequentially, to MA, MB and MC, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
2. Concurrently, to FE and SE, pro rata, until retired
3. Sequentially, to MA, MB and MC, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

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

<u>Security Group</u>	<u>Class</u>	<u>Structuring Ranges</u>
PAC Classes		
3	AP, PB and PC (in the aggregate)	120% PSA through 250% PSA
4	CA, CF, DF and ZC (in the aggregate)	285% PSA through 400% PSA
5	AH, FM, FN and ZH (in the aggregate)	270% PSA through 400% PSA
8	DP, PF and ZD (in the aggregate)	270% PSA through 400% PSA
9	MA, MB and MC (in the aggregate)	120% PSA through 250% PSA
PAC I Classes		
1	BP, CP, JP, PM and PN (in the aggregate)	100% PSA through 250% PSA
6	GP, HP and LP (in the aggregate)	100% PSA through 250% PSA
7	KA and KB (in the aggregate)	110% PSA through 250% PSA
PAC II Classes		
1	ED and EG (in the aggregate)	125% PSA through 250% PSA
6	PW	120% PSA through 250% PSA
7	KC and KD (in the aggregate)	123% PSA through 250% PSA
PAC III Class		
6	LD	128% 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 Balance or Class Principal Balances indicated:

<u>Class</u>	<u>Original Class Notional Balance</u>	<u>Represents Approximately</u>
Security Group 1		
JI	\$ 15,701,200	20% of JP (PAC I Class)
MI	12,340,600	10% of PM (PAC I Class)
Security Group 2		
IA	\$ 49,060,712	54.5454545455% of AB (SEQ/AD Class)
Security Group 3		
PI	\$ 47,149,000	50% of AP (PAC Class)
Security Group 4		
CS	\$105,000,000	100% of CF (PAC/AD Class)
DS	38,571,428	100% of DF (PAC/AD Class)
Security Group 5		
SM	\$ 38,571,428	100% of FM (PAC/AD Class)
SN	105,000,000	100% of FN (PAC/AD Class)
Security Groups 4 and 5		
LS	\$210,000,000	100% of CF and FN (in the aggregate) (PAC/AD Classes)
SL	77,142,856	100% of DF and FM (in the aggregate) (PAC/AD Classes)
Security Group 6		
LI	\$ 15,682,200	20% of LP (PAC I Class)
Security Groups 1 and 6		
IP	\$ 31,383,400	20% of JP and LP (in the aggregate) (PAC I Classes)
Security Group 8		
DI	\$ 33,333,333	33.3333333333% of DP (PAC/AD Class)
PS	100,000,000	100% of PF (PAC/AD Class)
Security Group 9		
IH	\$ 55,515,516	60% of MA (PAC Class)

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

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

Offering Circular Supplement
(To Base Offering Circular dated April 1, 2008)



\$1,202,277,859
Government National Mortgage Association
GINNIE MAE®
Guaranteed REMIC Pass-Through Securities
and MX Securities
Ginnie Mae REMIC Trust 2009-069

The Securities

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

The Ginnie Mae Guaranty

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

The Trust and its Assets

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

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

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

The Sponsor and the Co-Sponsor will offer the securities from time to time in negotiated transactions at varying prices. We expect the closing date to be August 28, 2009.

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

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

Class of REMIC Securities	Original Principal Balance(2)	Interest Rate	Principal Type(3)	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Security Group 1						
AT	\$ 52,800,000	4.50%	PAC/AD	FIX	38373AB21	April 2039
FE(1)	79,200,000	(5)	PAC/AD	FLT	38373AB39	April 2039
SG(1)	79,200,000	(5)	NTL(PAC/AD)	INV/IO	38373AB47	April 2039
SV(1)	79,200,000	(5)	NTL(PAC/AD)	INV/IO	38373AB54	April 2039
SW(1)	79,200,000	(5)	NTL(PAC/AD)	INV/IO	38373AB62	April 2039
SX(1)	79,200,000	(5)	NTL(PAC/AD)	INV/IO	38373AB70	April 2039
SZ(1)	17,343,000	6.00	SUP	FIX/Z	38373AB88	August 2039
WT(1)	657,000	6.00	PAC/AD	FIX/Z	38373AB96	August 2039
Security Group 2						
TB(1)	6,035,000	5.00	SC/PAC	FIX	38373AC20	February 2038
TC(1)	1,638,000	5.00	SC/PAC	FIX	38373AC38	February 2038
TG	20,150,000	5.00	SC/PAC	FIX	38373AC46	February 2038
TM	16,537,000	5.00	SC/SUP/AD	FIX	38373AC53	February 2038
TP	2,821,000	5.00	SC/SUP/AD	FIX	38373AC61	February 2038
TZ	96,859	5.00	SC/SUP	FIX/Z	38373AC79	February 2038
Security Group 3						
CZ	16,250,000	5.50	SUP	FIX/Z	38373AC87	August 2039
IA(1)	26,727,272	5.50	NTL(PAC/AD)	FIX/IO	38373AC95	July 2039
PC(1)	98,000,000	4.00	PAC/AD	FIX	38373AD29	July 2039
PH	750,000	5.50	PAC/AD	FIX	38373AD37	August 2039
Security Group 4						
IJ(1)	9,327,272	5.50	NTL(PAC/AD)	FIX/IO	38373AD45	August 2039
PJ(1)	34,200,000	4.00	PAC/AD	FIX	38373AD52	August 2039
PK	139,000	5.50	PAC/AD	FIX	38373AD60	August 2039
ZC	5,661,000	5.50	SUP	FIX/Z	38373AD78	August 2039
Security Group 5						
IV(1)	45,523,636	5.50	NTL(PAC/AD)	FIX/IO	38373AD86	August 2039
PV(1)	166,920,000	4.00	PAC/AD	FIX	38373AD94	August 2039
PW(1)	468,000	5.50	PAC/AD	FIX	38373AE28	August 2039
ZD(1)	27,612,000	5.50	SUP	FIX/Z	38373AE36	August 2039
Security Group 6						
CK(1)	5,705,000	5.00	SUP	FIX	38373AE44	August 2039
CP(1)	8,889,500	5.25	SUP	FIX	38373AE51	November 2038
CQ(1)	8,889,500	4.75	SUP	FIX	38373AE69	November 2038
IP(1)	13,657,400	5.00	NTL(PAC)	FIX/IO	38373AE77	July 2038
LK(1)	68,287,000	4.00	PAC	FIX	38373AE85	July 2038
LN(1)	8,229,000	5.00	PAC	FIX	38373AE93	August 2039
Security Group 7						
CA	20,563,000	5.00	SUP	FIX	38373AF27	April 2039
CB	2,807,000	5.00	SUP	FIX	38373AF35	August 2039
CD	5,000,000	5.00	SUP	FIX	38373AF43	November 2038
CE	3,599,000	5.00	SUP	FIX	38373AF50	August 2039
CH(1)	7,754,000	5.00	SUP	FIX	38373AF68	August 2039
CL(1)	15,193,000	4.75	SUP	FIX	38373AF76	November 2038
CM(1)	15,193,000	5.25	SUP	FIX	38373AF84	November 2038
LC(1)	205,787,000	4.50	PAC	FIX	38373AF92	July 2038
LH(1)	24,104,000	5.00	PAC	FIX	38373AG26	August 2039
LI(1)	20,578,700	5.00	NTL(PAC)	FIX/IO	38373AG34	July 2038
Security Group 8						
NA	17,983,600	4.50	PAC/AD	FIX	38373AG42	January 2039
ND	26,975,400	7.00	PAC/AD	FIX	38373AG59	January 2039
NZ(1)	500,000	6.00	PAC/AD	FIX/Z	38373AG67	August 2039
ZN(1)	9,541,000	6.00	SUP	FIX/Z	38373AG75	August 2039
Security Group 9						
IH(1)	4,745,454	5.50	NTL(PAC/AD)	FIX/IO	38373AG83	August 2039
W(1)	153,800,000	3.00	PAC/AD	FIX	38373AG91	June 2038
WH(1)	17,400,000	4.00	PAC/AD	FIX	38373AH25	August 2039
WI(1)	69,909,090	5.50	NTL(PAC/AD)	FIX/IO	38373AH33	June 2038
WJ(1)	480,000	5.50	PAC/AD	FIX	38373AH41	August 2039
ZW(1)	28,320,000	5.50	SUP	FIX/Z	38373AH58	August 2039
Residual						
RR	0	0.00	NPR	NPR	38373AH66	August 2039

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



UTENDAHL CAPITAL PARTNERS, L.P.

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

TERMS SHEET

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

Sponsor: RBS Securities Inc.

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

Trustee: Wells Fargo Bank, N.A.

Tax Administrator: The Trustee

Closing Date: August 28, 2009

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

Trust Assets:

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

⁽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. Except in the case of certain MX Classes in Groups 5, 6, 7 and 9, 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, 3, 4, 5, 6, 7, 8 and 9 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			
\$150,000,000	345	13	6.500%
Group 3 Trust Assets			
\$115,000,000	347	11	6.000%
Group 4 Trust Assets			
\$40,000,000	347	12	6.000%
Group 5 Trust Assets			
\$195,000,000	344	14	5.904%
Group 6 Trust Assets			
\$100,000,000	357	2	5.530%
Group 7 Trust Assets			
\$300,000,000	357	2	5.323%
Group 8 Trust Assets			
\$55,000,000	348	10	6.501%
Group 9 Trust Assets			
\$200,000,000	344	14	5.904%

¹ As of August 1, 2009.

² Does not include the Group 7 Trust Assets that will be added to pay the Trustee Fee.

³ The Mortgage Loans underlying the Group 5, 6, 7, 8 and 9 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 5, 6, 7, 8 and 9 Trust Assets, Mortgage Rates of many of the Mortgage Loans underlying the Group 1, 3, 4, 5, 6, 7, 8 and 9 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 an Interest Only or Inverse Floating Rate Class. See *“Description of the Securities— Form of Securities”* in this Supplement.

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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>
FC	LIBOR + 0.75%	1.035%	0.75%	7.00%	0	0.00%
FE	LIBOR + 0.70%	0.985%	0.70%	7.00%	0	0.00%
FG	LIBOR + 0.85%	1.135%	0.85%	7.00%	0	0.00%
SC	6.25% – LIBOR	5.965%	0.00%	6.25%	0	6.25%
SE	6.30% – LIBOR	6.015%	0.00%	6.30%	0	6.30%
SG	6.15% – LIBOR	5.865%	0.00%	6.15%	0	6.15%
SV	6.20% – LIBOR	0.050%	0.00%	0.05%	0	6.20%
SW	6.25% – LIBOR	0.050%	0.00%	0.05%	0	6.25%
SX	6.30% – LIBOR	0.050%	0.00%	0.05%	0	6.30%
TF	LIBOR + 0.80%	1.085%	0.80%	7.00%	0	0.00%
TS	6.20% – LIBOR	5.915%	0.00%	6.20%	0	6.20%

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

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

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

SECURITY GROUP 1

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

- The ZT Accrual Amount, concurrently, to AT and FE, pro rata, until retired, and then to ZT
- The Group 1 Principal Distribution Amount and the WZ 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 as follows:
 - a. Concurrently, to AT and FE, pro rata, while outstanding
 - b. To ZT, while outstanding
 2. To WZ, until retired
 3. To the Group 1 PAC Classes, in the same order and priority described in step 1. above, but without regard to their Aggregate Scheduled Principal Balance, until retired

SECURITY GROUP 2

The Group 2 Principal Distribution Amount and the TZ Accrual Amount will be allocated as follows:

- The TZ Accrual Amount, sequentially, to TM and TP, in that order, until retired, and then to TZ

- The Group 2 Principal Distribution Amount in the following order of priority:
 1. Sequentially, to TB, TC and TG, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
 2. Sequentially, to TM, TP and TZ, in that order, until retired
 3. Sequentially, to TB, TC and TG, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

SECURITY GROUP 3

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

1. Sequentially, to PC and PH, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
2. To CZ, until retired
3. Sequentially, to PC and PH, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

SECURITY GROUP 4

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

1. Sequentially, to PJ and PK, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
2. To ZC, until retired
3. Sequentially, to PJ and PK, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

SECURITY GROUP 5

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

1. Sequentially, to PV and PW, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
2. To ZD, until retired
3. Sequentially, to PV and PW, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

SECURITY GROUP 6

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

1. Sequentially, to LK and LN, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
2. Concurrently, to CP and CQ, pro rata, until retired
3. To CK, until retired
4. Sequentially, to LK and LN, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

SECURITY GROUP 7

A percentage of the Group 7 Principal Distribution Amount will be applied to the Trustee Fee, and the remainder of the Group 7 Principal Distribution Amount (the “Group 7 Adjusted Principal Distribution Amount”) will be allocated in the following order of priority:

1. Sequentially, to LC and LH, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
2. Concurrently:
 - a. 33.3338087835%, sequentially, to CA and CB, in that order, until retired
 - b. 66.6661912165% as follows:
 - i. Concurrently, to CD, CL and CM, pro rata, until retired
 - ii. Concurrently, to CE and CH, pro rata, until retired
3. Sequentially, to LC and LH, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

SECURITY GROUP 8

The Group 8 Principal Distribution Amount and the NZ and ZN Accrual Amounts will be allocated as follows:

- The NZ Accrual Amount, concurrently, to NA and ND, pro rata, until retired, and then to NZ
- The Group 8 Principal Distribution Amount and the ZN Accrual Amount in the following order of priority:
 1. To the Group 8 PAC Classes, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, allocated as follows:
 - a. Concurrently, to NA and ND, pro rata, while outstanding
 - b. To NZ, while outstanding
 2. To ZN, until retired
 3. To the Group 8 PAC Classes, in the same order and priority described in step 1. above, but without regard to their Aggregate Scheduled Principal Balance, until retired

SECURITY GROUP 9

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

1. Sequentially, to W, WH and WJ, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
2. To ZW, until retired
3. Sequentially, to W, WH and WJ, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

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

<u>Security Group</u>	<u>Class</u>	<u>Structuring Ranges</u>
1	AT, FE and ZT (in the aggregate)	375% PSA through 500% PSA
2	TB, TC and TG (in the aggregate)	126% PSA through 260% PSA
3	PC and PH (in the aggregate)	275% PSA through 400% PSA
4	PJ and PK (in the aggregate)	275% PSA through 400% PSA
5	PV and PW (in the aggregate)	275% PSA through 400% PSA
6	LK and LN (in the aggregate)	120% PSA through 250% PSA
7	LC and LH (in the aggregate)	120% PSA through 250% PSA
8	NA, ND and NZ (in the aggregate)	370% PSA through 570% PSA
9	W, WH and WJ (in the aggregate)	275% PSA through 400% 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 Class Principal Balances indicated:

<u>Class</u>	<u>Original Class Notional Balance</u>	<u>Represents Approximately</u>
Security Group 1		
SC	\$79,200,000	100% of FE (PAC/AD Class)
SE	79,200,000	100% of FE (PAC/AD Class)
SG	79,200,000	100% of FE (PAC/AD Class)
SV	79,200,000	100% of FE (PAC/AD Class)
SW	79,200,000	100% of FE (PAC/AD Class)
SX	79,200,000	100% of FE (PAC/AD Class)
TS	79,200,000	100% of FE (PAC/AD Class)
Security Group 3		
IA	\$26,727,272	27.2727272727% of PC (PAC/AD Class)
Security Group 4		
IJ	\$ 9,327,272	27.2727272727% of PJ (PAC/AD Class)
Security Group 5		
IV	\$45,523,636	27.2727272727% of PV (PAC/AD Class)
Security Group 6		
IP	\$13,657,400	20% of LK (PAC Class)
Security Group 7		
LI	\$20,578,700	10% of LC (PAC Class)

<u>Class</u>	<u>Original Class Notional Balance</u>	<u>Represents Approximately</u>
Security Groups 6 and 7		
IL	\$13,657,400	20% of LK (PAC Class)
	<u>20,578,700</u>	10% of LC (PAC Class)
	<u>\$34,236,100</u>	
Security Group 9		
BI	\$55,927,272	36.3636363636% of W (PAC/AD Class)
CI	41,945,454	27.2727272727% of W (PAC/AD Class)
DI	27,963,636	18.1818181818% of W (PAC/AD Class)
EI	\$ 1,581,818	9.0909090909% of WH (PAC/AD Class)
	<u>41,945,454</u>	27.2727272727% of W (PAC/AD Class)
	<u>\$43,527,272</u>	
GI	\$ 1,581,818	9.0909090909% of WH (PAC/AD Class)
	<u>69,909,090</u>	45.4545454545% of W (PAC/AD Class)
	<u>\$71,490,908</u>	
HI	\$ 1,581,818	9.0909090909% of WH (PAC/AD Class)
	<u>55,927,272</u>	36.3636363636% of W (PAC/AD Class)
	<u>\$57,509,090</u>	
IH	\$ 4,745,454	27.2727272727% of WH (PAC/AD Class)
IN	46,690,909	27.2727272727% of W and WH (in the aggregate) (PAC/AD Classes)
IQ	15,563,636	9.0909090909% of W and WH (in the aggregate) (PAC/AD Classes)
IW	\$ 4,745,454	27.2727272727% of WH (PAC/AD Class)
	<u>69,909,090</u>	45.4545454545% of W (PAC/AD Class)
	<u>\$74,654,544</u>	
KI	\$ 3,163,636	18.1818181818% of WH (PAC/AD Class)
PI	31,127,272	18.1818181818% of W and WH (in the aggregate) (PAC/AD Classes)
WI	69,909,090	45.4545454545% of W (PAC/AD Class)

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

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

Available Combinations(1)

Class	REMIC Securities		MX Securities					
	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Security Group 1								
Combination 1								
FE	\$ 79,200,000	FC	\$ 79,200,000	PAC/AD	(5)	FLT	38373AH74	April 2039
SX	79,200,000							
Combination 2								
FC(6)	\$ 79,200,000	TF	\$ 79,200,000	PAC/AD	(5)	FLT	38373AH82	April 2039
SW	79,200,000							
Combination 3								
TF(6)	\$ 79,200,000	FG	\$ 79,200,000	PAC/AD	(5)	FLT	38373AH90	April 2039
SV	79,200,000							
Combination 4								
SG	\$ 79,200,000	TS	\$ 79,200,000	NTL(PAC/AD)	(5)	INV/IO	38373AJ23	April 2039
SV	79,200,000							
Combination 5								
TS(6)	\$ 79,200,000	SC	\$ 79,200,000	NTL(PAC/AD)	(5)	INV/IO	38373AJ31	April 2039
SW	79,200,000							
Combination 6								
SC(6)	\$ 79,200,000	SE	\$ 79,200,000	NTL(PAC/AD)	(5)	INV/IO	38373AJ49	April 2039
SX	79,200,000							
Combination 7								
WZ	\$ 17,343,000	Z	\$ 18,000,000	SUP	6.00%	FIX/Z	38373AJ56	August 2039
ZT	657,000							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Security Group 2								
Combination 8								
TB	\$ 6,035,000	TA	\$ 7,673,000	SC/PAC	5.00%	FIX	38373AXE1	February 2038
TC	1,638,000							
Security Group 3								
Combination 9								
IA	\$ 8,909,091	PD	\$ 98,000,000	PAC/AD	4.50%	FIX	38373AJ64	July 2039
PC	98,000,000							
Combination 10								
IA	\$ 17,818,182	PE	\$ 98,000,000	PAC/AD	5.00%	FIX	38373AJ72	July 2039
PC	98,000,000							
Combination 11								
IA	\$ 26,727,272	PG	\$ 98,000,000	PAC/AD	5.50%	FIX	38373AJ80	July 2039
PC	98,000,000							
Security Group 4								
Combination 12								
IJ	\$ 3,109,091	PL	\$ 34,200,000	PAC/AD	4.50%	FIX	38373AJ98	August 2039
PJ	34,200,000							
Combination 13								
IJ	\$ 6,218,182	PM	\$ 34,200,000	PAC/AD	5.00%	FIX	38373AK39	August 2039
PJ	34,200,000							
Combination 14								
IJ	\$ 9,327,272	PN	\$ 34,200,000	PAC/AD	5.50%	FIX	38373AK47	August 2039
PJ	34,200,000							
Security Group 5								
Combination 15								
IV	\$ 15,174,546	PQ	\$ 166,920,000	PAC/AD	4.50%	FIX	38373AK54	August 2039
PV	166,920,000							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 16								
IV	\$ 30,349,091	PX	\$166,920,000	PAC/AD	5.00%	FIX	38373AK62	August 2039
PV	166,920,000							
Combination 17								
IV	\$ 45,523,636	PY	\$166,920,000	PAC/AD	5.50%	FIX	38373AK70	August 2039
PV	166,920,000							
Security Group 6								
Combination 18								
CP	\$ 8,889,500	CJ	\$ 17,779,000	SUP	5.00%	FIX	38373AK88	November 2038
CQ	8,889,500							
Combination 19								
CJ(6)	\$ 17,779,000	CT	\$ 23,484,000	SUP	5.00%	FIX	38373AK96	August 2039
CK	5,705,000							
Combination 20								
IP	\$ 6,828,700	L	\$ 68,287,000	PAC	4.50%	FIX	38373AL20	July 2038
LK	68,287,000							
Combination 21								
IP	\$ 3,414,350	LB	\$ 68,287,000	PAC	4.25%	FIX	38373AL38	July 2038
LK	68,287,000							
Combination 22								
IP	\$ 10,243,050	LE	\$ 68,287,000	PAC	4.75%	FIX	38373AL46	July 2038
LK	68,287,000							
Combination 23								
IP	\$ 13,657,400	LM	\$ 68,287,000	PAC	5.00%	FIX	38373AL53	July 2038
LK	68,287,000							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 24								
IP	\$ 13,657,400	LG	\$ 76,516,000	PAC	5.00%	FIX	38373AL61	August 2039
LK	68,287,000							
LN	8,229,000							
Security Group 7								
Combination 25								
CL	\$ 15,193,000	CN	\$ 30,386,000	SUP	5.00%	FIX	38373AL79	November 2038
CM	15,193,000							
Combination 26								
LC	\$205,787,000	LD	\$205,787,000	PAC	5.00%	FIX	38373AL87	July 2038
LI	20,578,700							
Combination 27								
LC	\$205,787,000	LP	\$229,891,000	PAC	5.00%	FIX	38373AL95	August 2039
LH	24,104,000							
LI	20,578,700							
Security Groups 6 and 7								
Combination 28(7)								
LH	\$ 24,104,000	AL	\$ 32,333,000	PAC	5.00%	FIX	38373AM29	August 2039
LN	8,229,000							
Combination 29(7)								
CH	\$ 7,754,000	CG	\$ 13,459,000	SUP	5.00%	FIX	38373AM37	August 2039
CK	5,705,000							
Combination 30(7)								
IP	\$ 13,657,400	IL	\$ 34,236,100	NTL(PAC)	5.00%	FIX/IO	38373AM45	July 2038
LI	20,578,700							

REMIC Securities			MX Securities					
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Security Group 8								
Combination 31								
NZ	\$ 500,000	ZB	\$ 10,041,000	SUP	6.00%	FIX/Z	38373AM52	August 2039
ZN	9,541,000							
Security Group 9								
Combination 32								
IH	\$ 4,745,454	IW	\$ 74,654,544	NTL(PAC/AD)	5.50%	FIX/IO	38373AM60	August 2039
WI	69,909,090							
Combination 33								
W	\$153,800,000	WB	\$153,800,000	PAC/AD	3.50%	FIX	38373AM78	June 2038
WI	13,981,819							
Combination 34								
W	\$153,800,000	WC	\$153,800,000	PAC/AD	4.00%	FIX	38373AM86	June 2038
WI	27,963,637							
Combination 35								
W	\$153,800,000	WD	\$153,800,000	PAC/AD	4.50%	FIX	38373AM94	June 2038
WI	41,945,455							
Combination 36								
W	\$153,800,000	WE	\$153,800,000	PAC/AD	5.00%	FIX	38373AN28	June 2038
WI	55,927,273							
Combination 37								
W	\$153,800,000	WG	\$153,800,000	PAC/AD	5.50%	FIX	38373AN36	June 2038
WI	69,909,090							
Combination 38								
IH	\$ 1,581,819	WK	\$ 17,400,000	PAC/AD	4.50%	FIX	38373AN44	August 2039
WH	17,400,000							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 39								
IH	\$ 3,163,637	WL	\$ 17,400,000	PAC/AD	5.00%	FIX	38373AN51	August 2039
WH	17,400,000							
Combination 40								
IH	\$ 4,745,454	WM	\$ 17,400,000	PAC/AD	5.50%	FIX	38373AN69	August 2039
WH	17,400,000							
Combination 41								
W	\$153,800,000	WN	\$171,200,000	PAC/AD	4.00%	FIX	38373AN77	August 2039
WH	17,400,000							
WI	27,963,637							
Combination 42								
IH	\$ 1,581,819	WP	\$171,200,000	PAC/AD	4.50%	FIX	38373AN85	August 2039
W	153,800,000							
WH	17,400,000							
WI	41,945,455							
Combination 43								
IH	\$ 3,163,637	WQ	\$171,200,000	PAC/AD	5.00%	FIX	38373AN93	August 2039
W	153,800,000							
WH	17,400,000							
WI	55,927,273							
Combination 44								
IH	\$ 4,745,454	WT	\$171,200,000	PAC/AD	5.50%	FIX	38373AP26	August 2039
W	153,800,000							
WH	17,400,000							
WI	69,909,090							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 45								
IH	\$ 4,745,454	WU	\$ 17,880,000	PAC/AD	5.50%	FIX	38373AP34	August 2039
WH	17,400,000							
WJ	480,000							
Combination 46								
IH	\$ 4,745,454	IN	\$ 46,690,909	NTL(PAC/AD)	5.50%	FIX/IO	38373AP42	August 2039
WI	41,945,454							
Combination 47								
IH	\$ 1,581,818	IQ	\$ 15,563,636	NTL(PAC/AD)	5.50%	FIX/IO	38373AP59	August 2039
WI	13,981,818							
Combination 48								
IH	\$ 3,163,636	PI	\$ 31,127,272	NTL(PAC/AD)	5.50%	FIX/IO	38373AP67	August 2039
WI	27,963,636							
Combination 49								
WI	\$ 55,927,272	BI	\$ 55,927,272	NTL(PAC/AD)	5.50%	FIX/IO	38373AP75	June 2038
Combination 50								
WI	\$ 41,945,454	CI	\$ 41,945,454	NTL(PAC/AD)	5.50%	FIX/IO	38373AP83	June 2038
Combination 51								
WI	\$ 27,963,636	DI	\$ 27,963,636	NTL(PAC/AD)	5.50%	FIX/IO	38373AP91	June 2038
Combination 52								
IH	\$ 3,163,636	KI	\$ 3,163,636	NTL(PAC/AD)	5.50%	FIX/IO	38373AQ25	August 2039
Combination 53								
IH	\$ 1,581,818	EI	\$ 43,527,272	NTL(PAC/AD)	5.50%	FIX/IO	38373AQ33	August 2039
WI	41,945,454							
Combination 54								
IH	\$ 1,581,818	GI	\$ 71,490,908	NTL(PAC/AD)	5.50%	FIX/IO	38373AQ41	August 2039
WI	69,909,090							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 55								
IH	\$ 1,581,818	HI	\$ 57,509,090	NTL(PAC/AD)	5.50%	FIX/IO	38373AQ58	August 2039
WI	55,927,272							
Security Groups 5 and 9								
Combination 56(7)								
ZD	\$ 27,612,000	DZ	\$ 55,932,000	SUP	5.50%	FIX/Z	38373AQ66	August 2039
ZW	28,320,000							
Combination 57(7)								
PW	\$ 468,000	WX	\$ 948,000	PAC/AD	5.50%	FIX	38373AQ74	August 2039
WJ	480,000							

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

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

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

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

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

(6) MX Class.

(7) Combinations 28, 29, 30, 56 and 57 are derived from REMIC Classes of separate Security Groups.



\$1,028,395,333

**Government National
Mortgage Association**

GINNIE MAE[®]

**Guaranteed REMIC
Pass-Through Securities
and MX Securities
Ginnie Mae REMIC Trust 2009-089**

OFFERING CIRCULAR SUPPLEMENT
October 23, 2009



UTENDAHL CAPITAL PARTNERS, L.P.