



\$1,195,251,143

Government National Mortgage Association

GINNIE MAE®

Guaranteed REMIC Pass-Through Securities
and MX Securities

Ginnie Mae REMIC Trust 2009-104

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 November 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						
CA	10,000,000	5.00%	SUP	FIX	38376JGX6	June 2039
CB	4,000,000	5.00	SUP	FIX	38376JGY4	November 2039
CF	23,807,857	(5)	SUP	FLT/DLY	38376JGZ1	June 2039
CJ	3,168,049	4.50	SUP	FIX	38376JHA5	June 2039
CP	2,000,000	(5)	SUP	INV/DLY	38376JHB3	June 2039
CS	2,100,000	(5)	SUP	INV/DLY	38376JHC1	June 2039
CV	1,056,016	6.50	SUP	FIX	38376JHD9	June 2039
DF	4,478,019	(5)	SUP	FLT/DLY	38376JHE7	November 2039
DS	1,455,356	(5)	SUP	INV/DLY	38376JHF4	November 2039
DT	335,850	(5)	SUP	INV/DLY	38376JHG2	November 2039
GA	1,404,900	4.25	PAC I	FIX	38376JHH0	June 2024
GB	28,595,100	4.25	PAC I	FIX	38376JHH6	June 2037
GC	3,898,825	5.00	PAC I	FIX	38376JHK3	July 2038
GD	1,316,049	4.50	PAC I	FIX	38376JHL1	June 2024
GE(I)	24,183,951	3.50	PAC I	FIX	38376JHM9	July 2036
GI(I)	4,500,000	5.00	NTL (PAC I)	FIX/IO	38376JHN7	June 2037
GI(I)	4,836,790	5.00	NTL (PAC I)	FIX/IO	38376JHP2	July 2036
NB	33,078,000	5.00	PAC I	FIX	38376JHQ0	July 2038
ND(I)	108,487,000	3.00	PAC I	FIX	38376JHR8	July 2036
NI(I)	13,398,700	5.00	NTL (PAC I)	FIX/IO	38376JHS6	July 2036
NO(I)	29,379,825	0.00	PAC I	PO	38376JHT4	November 2039
NU(I)	29,379,825	(5)	NTL (PAC I)	INV/IO/DLY	38376JHU1	November 2039
NV(I)	29,379,825	(5)	NTL (PAC I)	FLT/IO/DLY	38376JHV9	November 2039
NY(I)	32,546,100	5.00	NTL (PAC I)	FIX/IO	38376JHW7	July 2036
QA	11,359,060	5.00	PAC II	FIX	38376JHX5	November 2039
UT	3,429,842	(5)	SUP	INV/DLY	38376JHY3	June 2039
UX	3,193,301	(5)	SUP	INV/DLY	38376JHZ0	June 2039
Security Group 2						
FK	1,000,000	(5)	PAC/AD	FLT	38376JA3	August 2039
KB	1,774,000	5.50	PAC/AD	FIX	38376JB1	November 2039
KE(I)	186,867,965	2.50	PAC/AD	FIX	38376JJC9	August 2039
KF	66,642,725	(5)	PAC/AD	FLT	38376JJD7	August 2039
KI(I)	11,000,000	5.50	NTL (PAC/AD)	FIX/IO	38376JJE5	November 2039
KJ(I)	67,951,987	5.50	NTL (PAC/AD)	FIX/IO	38376JJE2	August 2039
KS	67,642,725	(5)	NTL (PAC/AD)	INV/IO	38376JG0	August 2039
LA(I)	18,991,000	4.50	PAC/AD	FIX	38376JH8	November 2039
LB(I)	19,219,310	2.50	PAC/AD	FIX	38376JH4	August 2039
LI(I)	2,739,257	5.50	NTL (PAC/AD)	FIX/IO	38376JIK1	November 2039
LY(I)	15,724,890	5.50	NTL (PAC/AD)	FIX/IO	38376JIL9	August 2039
ZA	95,505,000	5.50	SUP	FIX/Z	38376JIM7	November 2039
Security Group 3						
LI(I)	18,762,100	4.50	NTL (SC/PT)	FIX/IO	38376JIN5	December 2018
Security Group 4						
XG(I)	95,000,000	4.00	SEQ	FIX	38376JJP0	March 2036
XI(I)	19,000,000	5.00	NTL (SEQ)	FIX/IO	38376JQ8	March 2036
XM	50,000,000	5.00	SEQ	FIX	38376JR6	March 2036
XN	50,000,000	5.00	SEQ	FIX	38376JS4	March 2036
XU(I)	20,800,000	5.00	SEQ/AD	FIX	38376JT2	November 2020
XV(I)	15,600,000	5.00	SEQ/AD	FIX	38376JU9	May 2026
XZ(I)	28,600,000	5.00	SEQ	FIX/Z	38376JV7	November 2039
Security Group 5						
SM	1,000,000	(5)	SUP	INV/DLY	38376JW5	August 2039
SP	2,159,335	5.00	SUP	INV/DLY	38376JX3	August 2039
YA	5,555,556	5.00	PAC	FIX	38376JY1	December 2024
YD	11,895,414	5.00	PAC	FIX	38376JZ8	November 2039
YE(I)	7,777,778	4.50	PAC	FIX	38376JA1	October 2037
YF	2,759,335	(5)	SUP	FLT/DLY	38376KB9	August 2039
YG(I)	22,222,222	4.50	PAC	FIX	38376KC7	October 2037
YN	559,335	4.50	SUP	FIX	38376KD5	August 2039
YU(I)	2,777,778	5.00	NTL (PAC)	FIX/IO	38376KE3	October 2037
YV(I)	2,222,222	5.00	NTL (PAC)	FIX/IO	38376KF0	October 2037
YW	2,159,335	5.50	SUP	FIX	38376KG8	August 2039
YX	1,769,166	5.00	SUP	FIX	38376KH6	November 2039
Security Group 6						
DA	55,012,000	4.50	PAC	FIX	38376JK2	November 2039
DB	41,000	4.50	PAC	FIX	38376JK9	November 2039
FD	100,000,000	(5)	PT	FLT	38376JL7	November 2039
HF(I)	7,465,929	(5)	SUP	FLT/DLY	38376KM5	November 2039
HS(I)	4,147,738	(5)	SUP	INV/DLY	38376KN3	November 2039
SD	100,000,000	(5)	NTL (PT)	INV/IO	38376JP8	November 2039
Residual						
RR	0	0.00	NPR	NPR	38376JKQ6	November 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. See "Terms Sheet — Notional Classes" for a certain class that reduces with the notional balance of its related Trust Asset Group.
- (4) See "Yield, Maturity and Prepayment Considerations — Final Distribution Date" in this Supplement.
- (5) See "Terms Sheet — Interest Rates" in this Supplement.

AVAILABLE INFORMATION

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

- this Offering Circular Supplement (this “Supplement”),
- the Base Offering Circular and
- in the case of the Group 3 securities, the disclosure document relating to the Underlying Certificate (the “Underlying Certificate Disclosure Document”).

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

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

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

TABLE OF CONTENTS

	<u>Page</u>		<u>Page</u>
Terms Sheet	S-3	Plan of Distribution	S-43
Risk Factors	S-10	Increase in Size	S-43
The Trust Assets	S-12	Legal Matters	S-43
Ginnie Mae Guaranty	S-13	Schedule I: Available Combinations	S-I-1
Description of the Securities	S-14	Schedule II: Scheduled Principal	
Yield, Maturity and Prepayment		Balances	S-II-1
Considerations	S-18	Exhibit A: Underlying Certificate	A-1
Certain Federal Income Tax		Exhibit B: Cover Page and Terms Sheet	
Consequences	S-39	from Underlying Certificate	
ERISA Matters	S-42	Disclosure Document	B-1
Legal Investment Considerations	S-42		

TERMS SHEET

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

Sponsor: Citigroup Global Markets Inc.

Co-Sponsor: Sandgrain Securities Inc.

Trustee: Wells Fargo Bank, N.A.

Tax Administrator: The Trustee

Closing Date: November 30, 2009

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

Trust Assets:

<u>Trust Asset Group</u>	<u>Trust Asset Type</u>	<u>Certificate Rate</u>	<u>Original Term</u>
1	Ginnie Mae II	5.0%	30
2	Ginnie Mae I	5.5%	30
3	Underlying Certificate	(1)	(1)
4	Ginnie Mae II	5.0%	30
5	Ginnie Mae II	5.0%	30
6	Ginnie Mae I	6.0%	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 1, 2 and 3, payments on each Group will be based solely on payments on the Trust Asset Group with the same numerical designation.

Assumed Characteristics of the Mortgage Loans Underlying the Group 1, 2, 4, 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			
\$300,727,000	358	2	5.346%
Group 2 Trust Assets			
\$390,000,000	341	18	6.000%
Group 4 Trust Assets			
\$260,000,000	358	2	5.460%
Group 5 Trust Assets			
\$ 77,857,476	356	2	5.500%
Group 6 Trust Assets			
\$166,666,667	334	25	6.500%

¹ As of November 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, Group 4 and Group 5 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, 4 and 5 Trust Assets, Mortgage Rates of many of the Mortgage Loans underlying the Group 1, 2, 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 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. Under certain circumstances, an MX Class that is a Weighted Average Coupon Class will be subject to mandatory exchange, with no exchange fee, for its related REMIC Securities. See *“Description of the Securities — Modification and Exchange”* in this Supplement.

Increased Minimum Denomination Classes: Each Class that constitutes a Principal Only, Interest Only, Weighted Average Coupon 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>
CF	LIBOR + 1.30%	1.54375000%	1.30%	7.00000000%	19	0.00%
CP	8.70% – LIBOR	8.45625000%	3.00%	8.70000000%	19	5.70%
CS	14.2500009% – (LIBOR x 2.50000016)	13.64062586%	0.00%	14.25000090%	19	5.70%
DF	LIBOR + 1.40%	1.64375000%	1.40%	7.00000000%	19	0.00%
DS	15.38461538% – (LIBOR x 3.07692308)	14.63461538%	0.00%	15.38461538%	19	5.00%
DT	74.66666667% – (LIBOR x 13.33333333)	8.00000000%	0.00%	8.00000000%	19	5.60%
FD	LIBOR + 0.65%	0.89156000%	0.65%	7.00000000%	0	0.00%
FK	LIBOR + 0.50%	0.74156000%	0.50%	7.00000000%	0	0.00%
HF	LIBOR + 1.30%	1.54156000%	1.30%	7.00000000%	15	0.00%
HS	10.26% – (LIBOR x 1.80)	9.82519200%	0.00%	10.26000000%	15	5.70%
KF	LIBOR + 0.50%	0.74156000%	0.50%	7.00000000%	0	0.00%
KS	6.50% – LIBOR	6.25844000%	0.00%	6.50000000%	0	6.50%
NU	170% – (LIBOR x 20)	5.00000000%	0.00%	5.00000000%	19	8.50%
NV	(LIBOR x 20) – 165%	0.00000000%	0.00%	5.00000000%	19	8.25%
SD	6.35% – LIBOR	6.10844000%	0.00%	6.35000000%	0	6.35%
SM	6.42% – (LIBOR x 0.60)	6.27300000%	3.00%	6.42000000%	19	5.70%
SP	8.70% – LIBOR	8.45500000%	3.00%	8.70000000%	19	5.70%
UT	27.51724138% – (LIBOR x 4.82758621)	7.00000000%	0.00%	7.00000000%	19	5.70%
UX	22.03703704% – (LIBOR x 5.18518519)	20.77314815%	0.00%	22.03703704%	19	4.25%
YF	LIBOR + 1.30%	1.54500000%	1.30%	7.00000000%	19	0.00%

- (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.

Classes MA and MB are Weighted Average Coupon Classes. Each of the Weighted Average Coupon Classes will accrue interest during each Accrual Period at an equivalent annualized rate derived by aggregating the accrued interest on its related REMIC Classes for such Accrual Period expressed as a percentage of its outstanding principal balance for such Accrual Period, subject to certain limitations as set forth under “Description of the Securities — Modification and Exchange” in this Supplement. The approximate initial Interest Rate for each Weighted Average Coupon Class, which will be in effect for the first Accrual Period, is as follows:

<u>Class</u>	<u>Initial Interest Rate</u>
MA	14.85210%
MB	14.59270%

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, in the following order of priority:
 - a. Concurrently, as follows:
 - i. 83.1318770928%, in the following order of priority:
 - A. Concurrently, as follows:
 1. 80.9683028951% to ND, until retired
 2. 19.0316971049% sequentially, to GD and GE, in that order, until retired
 - B. To NB, until retired
 - ii. 16.8681229072% sequentially, to GA, GB and GC, in that order, until retired
 - b. To NO, until retired
2. To QA, until reduced to its Scheduled Principal Balance for that Distribution Date
3. Concurrently, to CA, CF, CJ, CP, CS, CV, UT and UX, pro rata, until retired
4. Concurrently, to CB, DF, DS and DT, pro rata, until retired
5. To QA, without regard to its Scheduled Principal Balance, until retired
6. To the Group 1 PAC I Classes, in the same manner and priority described in step 1 above, but without regard to their Aggregate Scheduled Principal Balance, until retired

SECURITY GROUP 2

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

1. Up to \$100 concurrently, as follows:
 - a. 68.2672578819% to KE, until retired
 - b. 31.7327421181% in the following order of priority:
 - i. Concurrently, to FK and LB, pro rata, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
 - ii. To KF, until retired
 - iii. Concurrently, to FK and LB, pro rata, without regard to their Aggregate Scheduled Principal Balance, until retired
2. Up to \$100 to LA, until retired
3. 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. To LA, until its Principal Balance has been reduced to \$5,198,414.63
 - b. Concurrently, as follows:
 - i. 68.2672578819% to KE, until retired

- ii. 31.7327421181% in the following order of priority:
 - A. Concurrently, to FK and LB, pro rata, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
 - B. To KF, until retired
 - C. Concurrently, to FK and LB, pro rata, without regard to their Aggregate Scheduled Principal Balance, until retired
- c. Sequentially, to LA and KB, in that order, until retired
- 4. To ZA, until retired
- 5. To the Group 2 PAC Classes, in the same manner and priority described in step 3 above, but without regard to their Aggregate Scheduled Principal Balance, until retired

SECURITY GROUP 4

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

- The XZ Accrual Amount, sequentially, to XU, XV and XZ, in that order, until retired
- The Group 4 Principal Distribution Amount in the following order of priority:
 - 1. Concurrently, to XG, XM and XN, pro rata, until retired
 - 2. Sequentially, to XU, XV and XZ, in that order, until retired

SECURITY GROUP 5

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

- 1. To the Group 5 PAC Classes, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:
 - a. Concurrently, as follows:
 - i. 50% to YE, until retired
 - ii. 50% sequentially, to YA and YG, in that order, until retired
 - b. To YD, until retired
- 2. Concurrently, to SM, SP, YF, YN and YW, pro rata, until retired
- 3. To YX, until retired
- 4. To the Group 5 PAC Classes, in the same manner and priority as 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 concurrently, as follows:

- 1. 60% to FD, until retired
- 2. 40% in the following order of priority:
 - a. Sequentially, to DA and DB, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
 - b. Concurrently, to HF and HS, pro rata, until retired
 - c. Sequentially, to DA and DB, in that order, but without regard to their Aggregate Scheduled Principal Balance, until retired

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

<u>Class</u>	<u>Structuring Ranges</u>
PAC Classes	
DA and DB (in the aggregate)	400% PSA through 606% PSA
FK and LB (in the aggregate)	175% PSA through 350% PSA
FK, KB, KE, KF, LA and LB (in the aggregate)	175% PSA through 350% PSA
YA, YD, YE and YG (in the aggregate)	168% PSA through 250% PSA
PAC I Classes	
GA, GB, GC, GD, GE, NB, ND and NO (in the aggregate)	120% PSA through 250% PSA
PAC II Class	
QA	140% PSA through 250% PSA

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

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

<u>Class</u>	<u>Original Class Notional Balance</u>	<u>Represents Approximately</u>
GI	\$ 4,500,000	15% of GA and GB (in the aggregate) (PAC I Classes)
GJ	4,836,790	20% of GE (PAC I Class)
KI	11,000,000	3.7578445004% of FK, KE, KF, LA and LB (in the aggregate) (PAC/AD Classes)
KJ	67,951,987	36.3636363636% of KE (PAC/AD Class)
KS	67,642,725	100% of FK and KF (in the aggregate) (PAC/AD Classes)
LI	18,762,100	100% of Group 3 Trust Assets
LJ	2,739,257	14.4239745142% of LA (PAC/AD Class)
LU	\$ 2,739,257	14.4239745142% of LA (PAC/AD Class)
	<u>8,736,050</u>	45.4545454545% of LB (PAC/AD Class)
	<u>\$ 11,475,307</u>	
LY	\$ 15,724,890	81.8181818182% of LB (PAC/AD Class)
NI	13,398,700	10% of GD, GE and ND (in the aggregate) (PAC I Classes)
NU	29,379,825	100% of NO (PAC I Class)

<u>Class</u>	<u>Original Class Notional Balance</u>	<u>Represents Approximately</u>
NV	\$ 29,379,825	100% of NO (PAC I Class)
NY	32,546,100	30% of ND (PAC I Class)
SD	100,000,000	100% of FD (PT Class)
XI	19,000,000	20% of XG (SEQ Class)
YI	5,000,000	10% of YE and YG (in the aggregate) (PAC Classes)
YU	2,777,778	10% of YE (PAC Class)
YV	2,222,222	10% of YG (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.

RISK FACTORS

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

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

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

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

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

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

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

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

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

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

The rate of reduction in the notional balance of the underlying certificate will directly affect the rate of reduction in the notional balance of the group 3 securities.

The underlying certificate will be sensitive to

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

Prepayments on the related mortgage loans may have occurred at rates faster or slower than those initially assumed.

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

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

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

lives and yields of the related securities are likely to be affected, perhaps significantly. Furthermore, higher balance mortgage loans tend to be concentrated in certain geographic areas, which may experience relatively higher rates of defaults in the event of adverse economic conditions. No assurances can be given about the prepayment experience or performance of the higher balance mortgage loans.

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

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

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

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

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

You are encouraged to consult advisors regarding the financial, legal, tax and other aspects of

an investment in the securities. You should not purchase the securities of any class unless you understand and are able to bear the prepayment, yield, liquidity and market risks associated with that class.

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

The yield and decrement tables in this supplement are based on assumed characteristics which

are likely to be different from the actual characteristics. As a result, the yields on your securities could be lower than you expected, even if the mortgage loans prepay at the constant prepayment rates set forth in the applicable table.

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

THE TRUST ASSETS

General

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

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

The Group 2 and 6 Trust Assets are either:

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

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

The Group 1, 4 and 5 Trust Assets are either:

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

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

The Underlying Certificate (Group 3)

The Group 3 Trust Assets consist of an Underlying Certificate that represents 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. The Underlying Certificate constitutes all or a portion of a class of a separate Series of certificates described in the Underlying Certificate Disclosure Document, excerpts of which are attached as Exhibit B to this Supplement. The Underlying Certificate Disclosure Document may be obtained from the Information Agent as described under “Available Information” in this Supplement. Investors are cautioned that material changes in facts and circumstances may have occurred since the date of the Underlying Certificate Disclosure Document, including changes in prepayment rates, prevailing interest rates and other economic factors, which may limit the usefulness of, and be directly contrary to the assumptions used in preparing the information included in, the offering document. See *“Underlying Certificates” in the Base Offering Circular*.

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

The Mortgage Loans

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

Specific information regarding the characteristics of the Mortgage Loans underlying the Trust MBS is not available. For purposes of this Supplement, certain assumptions have been made regarding the remaining terms to maturity, loan ages and, in the case of the Group 1, 4 and 5 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, 4 and 5 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. Notwithstanding the definition of Weighted Average Coupon Class in the Glossary, the basis of the Interest Rates for the Weighted Average Coupon Classes herein is as described under “Terms Sheet — Interest Rates” in this Supplement.

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 2 and 6 Floating Rate and Inverse Floating Rate Classes other than Delay Classes	From the 16th day of the month preceding the month of the related Distribution Date through the 15th day of the month of that Distribution Date

Fixed Rate Classes

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

Floating Rate and Inverse Floating Rate Classes

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

For information regarding the manner in which the Trustee determines LIBOR and calculates the Interest Rates for the Floating Rate and Inverse Floating Rate Classes, see “Description of the Securities — Interest Rate Indices — Determination of LIBOR” in the Base Offering Circular.

Weighted Average Coupon Classes

The Weighted Average Coupon Classes will bear interest as shown under “Terms Sheet — Interest Rates” in this Supplement.

The Trustee’s determination of LIBOR and its calculation of the Interest Rates will be final except in the case of clear error. Investors can obtain LIBOR levels and Interest Rates for the current and preceding Accrual Periods from Ginnie Mae’s Multiclass Securities e-Access located on Ginnie Mae’s website (“e-Access”) or by calling the Information Agent at (800) 234-GNMA.

Accrual Classes

Each of Class XZ 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 XZ 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 of this Supplement, in the Terms Sheet and on Schedule I to this Supplement are explained under “Class Types” in Appendix I to the Base Offering Circular.

Notional Classes

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

Residual Securities

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

Class Factors

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

- The Class Factor for any Class of Securities for the month following the issuance of the Securities will reflect its remaining Class Principal Balance (or Class Notional Balance) after giving effect to any principal distribution (or addition to principal) to be made or any reduction of Class Notional Balance on the Distribution Date occurring in that month.
- The Class Factor for each Class for the month of issuance is 1.00000000.

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

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

Termination

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

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

Modification and Exchange

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

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

In the case of Combinations 45 and 46, each of the MX Securities is a Weighted Average Coupon Class that will accrue interest as described under “Terms Sheet — Interest Rates” in this Supplement. In the event that the Interest Rate of such MX Class will equal or exceed 1,200% per annum of its Class Principal Balance for any Accrual Period, the Trustee will, prior to the Distribution Date for that Accrual Period, effect a mandatory exchange of that MX Class for its related REMIC Securities. Thereafter, no further exchanges of such REMIC Securities will be permitted.

A Beneficial Owner proposing to effect an exchange must notify the Trustee through the Beneficial Owner’s Book-Entry Depository participant. This notice must be received by the Trustee not later than two Business Days before the proposed exchange date. The exchange date can be any Business Day other than the last Business Day of the month. The notice must contain the outstanding principal and notional balances of the Securities to be included in the exchange and the proposed exchange date. The notice is required to be delivered to the Trustee in writing at its Corporate Trust Office at 45 Broadway,

12th Floor, New York, NY 10006, Attention: Trust Administrator Ginnie Mae 2009-104. The Trustee may be contacted by telephone at (212) 515-5262 and by fax at (212) 509-1042.

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

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

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

YIELD, MATURITY AND PREPAYMENT CONSIDERATIONS

General

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

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

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

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

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

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

Investors in the Group 3 Securities are urged to review the discussion under “Risk Factors — The rate of reduction in the notional balance of the underlying certificate will directly affect the rate of reduction in the notional balance of the group 3 securities” in this Supplement.

Accretion Directed Classes

Classes FK, KB, KE, KF, LA, LB, XU and XV are Accretion Directed Classes. The related Accrual Amount will be applied to making principal distributions on those Classes as described in this Supplement. Class KI is a Notional Class whose Class Notional Balance is determined by reference to the Class Principal Balances of Classes FK, KE, KF, LA and LB. Class KJ is a Notional Class whose Class Notional Balance is determined by reference to the Class Principal Balance of Class KE. Class KS is a Notional Class whose Class Notional Balance is determined by reference to the Class Principal Balances of Classes FK and KF. Class LJ is a Notional Class whose Class Notional Balance is determined by reference to the Class Principal Balance of Class LA. Class LY is a Notional Class whose Class Notional Balance is determined by reference to the Class Principal Balance of Class LB.

Each of Classes FK, KB, KE, KF, LA, LB, XU and XV 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 XU and XV will have principal payment stability only through the prepayment rate shown in the table below. Classes FK, KB, KE, KF, LA, and LB are not listed in the table below because, although they are entitled to receive payments from the related Accrual Amounts, they do not have principal payment stability through any prepayment rate significantly higher than 0% PSA, except through their structuring range.

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 Balance of Classes XU and XV 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 XU and XV, 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>
XU	6.0	November 2020	185% PSA
XV	13.8	May 2026	99% PSA

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

Securities that Receive Principal on the Basis of Schedules

As described in this Supplement, each PAC Class will receive principal payments in accordance with a schedule calculated on the basis of, among other things, a Structuring Range. See “Terms Sheet—

Scheduled Principal Balances.” However, whether any such Class will adhere to its schedule and receive “Scheduled Payments” on a Distribution Date will largely depend on the level of prepayments experienced by the related Mortgage Loans.

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

PAC Classes	<u>Initial Effective Ranges</u>
DA and DB (in the aggregate)	400% PSA through 606% PSA
FK and LB (in the aggregate)	149% PSA through 350% PSA
FK, KB, KE, KF, LA and LB (in the aggregate)	150% PSA through 350% PSA
YA, YD, YE and YG (in the aggregate)	168% PSA through 250% PSA

PAC I Classes	<u>Initial Effective Range</u>
GA, GB, GC, GD, GE, NB, ND and NO (in the aggregate)	120% PSA through 250% PSA

PAC II Class	<u>Initial Effective Range</u>
QA	140% PSA through 264% PSA

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

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

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

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

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

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

Assumability

Each Mortgage Loan may be assumed, subject to HUD review and approval, upon the sale of the related Mortgaged Property. See *“Yield, Maturity and Prepayment Considerations— Assumability of Government Loans” in the Base Offering Circular.*

Final Distribution Date

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

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

Modeling Assumptions

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

1. The Mortgage Loans underlying the Trust Assets have the assumed characteristics shown under “Assumed Characteristics of the Mortgage Loans Underlying the Group 1, 2, 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 is assumed to have an original and a remaining term to maturity of 360 months and each Mortgage Loan underlying a Group 1, 4 or 5 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 2, 3 and 6 Securities are always received on the 16th day of the month, and distributions on the Group 1, 4 and 5 and Class MB Securities are always received on the 20th day of the month, in each case, whether or not a Business Day, commencing in December 2009.

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

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

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

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

8. Each Class is held from the Closing Date and is not exchanged in whole or in part, including that there is no mandatory exchange of any MX Class that is a Weighted Average Coupon Class.

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 models used in this Supplement are Prepayment Speed Assumption (“PSA”), the standard prepayment assumption model of The Securities Industry and Financial Markets Association and Constant Prepayment Rate (“CPR”). 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. CPR represents a constant rate of prepayment on the Mortgage Loans each month relative to the then outstanding aggregate principal balance of Mortgage Loans for the life of those Mortgage Loans. 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”) or CPR (the “CPR 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 or CPR 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 or CPR 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 or CPR 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 or CPR 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 CA, CF, CJ, CP, CS, CV, UT and UX					Classes CB, DF, DS and DT					Class GA					Class GB					
	0%	120%	200%	250%	400%	0%	120%	200%	250%	400%	0%	120%	200%	250%	400%	0%	120%	200%	250%	400%	
	Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
November 2010	100	100	94	89	73	100	100	100	100	100	60	0	0	0	0	100	99	99	99	99	99
November 2011	100	100	80	63	15	100	100	100	100	100	17	0	0	0	0	100	88	88	88	88	88
November 2012	100	100	63	34	0	100	100	100	100	0	0	0	0	0	99	74	74	74	74	70	70
November 2013	100	100	51	13	0	100	100	100	100	0	0	0	0	0	96	61	61	61	61	44	44
November 2014	100	100	42	0	0	100	100	100	91	0	0	0	0	0	94	49	49	49	49	25	25
November 2015	100	100	35	0	0	100	100	100	45	0	0	0	0	0	91	38	38	38	38	11	11
November 2016	100	100	29	0	0	100	100	100	13	0	0	0	0	0	88	28	28	28	28	0	0
November 2017	100	100	26	0	0	100	100	100	1	0	0	0	0	0	85	19	19	19	19	0	0
November 2018	100	100	24	0	0	100	100	100	0	0	0	0	0	0	81	10	10	10	10	0	0
November 2019	100	100	22	0	0	100	100	100	0	0	0	0	0	0	78	3	3	3	3	0	0
November 2020	100	100	19	0	0	100	100	100	0	0	0	0	0	0	74	0	0	0	0	0	0
November 2021	100	100	16	0	0	100	100	100	0	0	0	0	0	0	70	0	0	0	0	0	0
November 2022	100	100	13	0	0	100	100	100	0	0	0	0	0	0	66	0	0	0	0	0	0
November 2023	100	93	9	0	0	100	100	100	0	0	0	0	0	0	61	0	0	0	0	0	0
November 2024	100	84	6	0	0	100	100	100	0	0	0	0	0	0	56	0	0	0	0	0	0
November 2025	100	76	3	0	0	100	100	100	0	0	0	0	0	0	51	0	0	0	0	0	0
November 2026	100	67	0	0	0	100	100	100	0	0	0	0	0	0	45	0	0	0	0	0	0
November 2027	100	58	0	0	0	100	100	88	0	0	0	0	0	0	39	0	0	0	0	0	0
November 2028	100	49	0	0	0	100	100	75	0	0	0	0	0	0	33	0	0	0	0	0	0
November 2029	100	41	0	0	0	100	100	64	0	0	0	0	0	0	26	0	0	0	0	0	0
November 2030	100	33	0	0	0	100	100	54	0	0	0	0	0	0	19	0	0	0	0	0	0
November 2031	100	25	0	0	0	100	100	45	0	0	0	0	0	0	11	0	0	0	0	0	0
November 2032	100	18	0	0	0	100	100	36	0	0	0	0	0	0	3	0	0	0	0	0	0
November 2033	100	11	0	0	0	100	100	29	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2034	100	5	0	0	0	100	100	22	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2035	100	0	0	0	0	100	94	16	0	0	0	0	0	0	9	0	0	0	0	0	0
November 2036	100	0	0	0	0	100	67	11	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2037	66	0	0	0	0	100	41	7	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2038	24	0	0	0	0	100	18	3	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	28.4	19.1	5.8	2.5	1.4	29.8	27.7	22.0	6.0	2.4	1.2	0.5	0.5	0.5	15.2	5.2	5.2	5.2	5.2	3.9	3.9

PSA Prepayment Assumption Rates

Distribution Date	Class GC					Class GD					Classes GE, GF, GH, GJ, GK, GL, GM and GN					Class GI					
	0%	120%	200%	250%	400%	0%	120%	200%	250%	400%	0%	120%	200%	250%	400%	0%	120%	200%	250%	400%	
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
November 2010	100	100	100	100	100	60	0	0	0	0	100	99	99	99	99	98	94	94	94	94	94
November 2011	100	100	100	100	100	16	0	0	0	0	100	87	87	87	87	96	84	84	84	84	84
November 2012	100	100	100	100	100	0	0	0	0	0	98	71	71	71	67	94	71	71	71	71	67
November 2013	100	100	100	100	100	0	0	0	0	0	96	57	57	57	38	92	58	58	58	58	42
November 2014	100	100	100	100	100	0	0	0	0	0	93	44	44	44	17	89	47	47	47	47	24
November 2015	100	100	100	100	100	0	0	0	0	0	90	32	32	32	1	87	37	37	37	37	10
November 2016	100	100	100	100	100	0	0	0	0	0	87	20	20	20	0	84	27	27	27	27	0
November 2017	100	100	100	100	42	0	0	0	0	0	83	10	10	10	0	81	18	18	18	18	0
November 2018	100	100	100	100	0	0	0	0	0	0	79	1	1	1	0	78	10	10	10	10	0
November 2019	100	100	100	100	0	0	0	0	0	0	75	0	0	0	0	74	3	3	3	3	0
November 2020	100	80	80	80	0	0	0	0	0	0	71	0	0	0	0	71	0	0	0	0	0
November 2021	100	43	43	43	0	0	0	0	0	0	67	0	0	0	0	67	0	0	0	0	0
November 2022	100	12	12	12	0	0	0	0	0	0	62	0	0	0	0	63	0	0	0	0	0
November 2023	100	0	0	0	0	0	0	0	0	0	57	0	0	0	0	58	0	0	0	0	0
November 2024	100	0	0	0	0	0	0	0	0	0	51	0	0	0	0	54	0	0	0	0	0
November 2025	100	0	0	0	0	0	0	0	0	0	46	0	0	0	0	49	0	0	0	0	0
November 2026	100	0	0	0	0	0	0	0	0	0	39	0	0	0	0	43	0	0	0	0	0
November 2027	100	0	0	0	0	0	0	0	0	0	33	0	0	0	0	38	0	0	0	0	0
November 2028	100	0	0	0	0	0	0	0	0	0	26	0	0	0	0	32	0	0	0	0	0
November 2029	100	0	0	0	0	0	0	0	0	0	18	0	0	0	0	25	0	0	0	0	0
November 2030	100	0	0	0	0	0	0	0	0	0	10	0	0	0	0	18	0	0	0	0	0
November 2031	100	0	0	0	0	0	0	0	0	0	2	0	0	0	0	11	0	0	0	0	0
November 2032	100	0	0	0	0	0	0	0	0	0	0	0	0	0	0	3	0	0	0	0	0
November 2033	58	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2034	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2035	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2036	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2037	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2038	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	24.1	11.9	11.9	11.9	7.9	1.2	0.5	0.5	0.5	0.5	14.4	4.7	4.7	4.7	3.6	14.5	5.0	5.0	5.0	5.0	3.7

**Security Group 1
PSA Prepayment Assumption Rates**

Distribution Date	Classes NA, ND, NE, NF, NG, NH, NI, NJ, NK, NL and NY					Class NB					Classes NC, NO, NU and NV					Class QA					
	0%	120%	200%	250%	400%	0%	120%	200%	250%	400%	0%	120%	200%	250%	400%	0%	120%	200%	250%	400%	
	Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
November 2010	98	94	94	94	94	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
November 2011	96	82	82	82	82	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
November 2012	93	68	68	68	63	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
November 2013	91	54	54	54	36	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
November 2014	88	42	42	42	16	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
November 2015	85	30	30	30	1	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
November 2016	82	19	19	19	0	100	100	100	100	59	100	100	100	100	100	100	100	100	100	100	100
November 2017	79	9	9	9	0	100	100	100	100	25	100	100	100	100	100	100	100	100	100	100	100
November 2018	75	0	0	0	0	100	100	100	100	0	100	100	100	100	99	100	97	0	0	0	0
November 2019	72	0	0	0	0	100	72	72	72	0	100	100	100	100	73	100	84	0	0	0	0
November 2020	68	0	0	0	0	100	46	46	46	0	100	100	100	100	54	100	63	0	0	0	0
November 2021	63	0	0	0	0	100	25	25	25	0	100	100	100	100	40	100	36	0	0	0	0
November 2022	59	0	0	0	0	100	7	7	7	0	100	100	100	100	29	100	4	0	0	0	0
November 2023	54	0	0	0	0	100	0	0	0	0	100	90	90	90	21	100	0	0	0	0	0
November 2024	49	0	0	0	0	100	0	0	0	0	100	73	73	73	16	100	0	0	0	0	0
November 2025	43	0	0	0	0	100	0	0	0	0	100	59	59	59	11	100	0	0	0	0	0
November 2026	37	0	0	0	0	100	0	0	0	0	100	48	48	48	8	100	0	0	0	0	0
November 2027	31	0	0	0	0	100	0	0	0	0	100	38	38	38	6	100	0	0	0	0	0
November 2028	24	0	0	0	0	100	0	0	0	0	100	31	31	31	4	100	0	0	0	0	0
November 2029	17	0	0	0	0	100	0	0	0	0	100	24	24	24	3	100	0	0	0	0	0
November 2030	10	0	0	0	0	100	0	0	0	0	100	19	19	19	2	100	0	0	0	0	0
November 2031	2	0	0	0	0	100	0	0	0	0	100	15	15	15	1	100	0	0	0	0	0
November 2032	0	0	0	0	0	71	0	0	0	0	100	11	11	11	1	100	0	0	0	0	0
November 2033	0	0	0	0	0	33	0	0	0	0	100	8	8	8	1	100	0	0	0	0	0
November 2034	0	0	0	0	0	0	0	0	0	0	91	6	6	6	0	100	0	0	0	0	0
November 2035	0	0	0	0	0	0	0	0	0	0	33	4	4	4	0	100	0	0	0	0	0
November 2036	0	0	0	0	0	0	0	0	0	0	3	3	3	3	0	19	0	0	0	0	0
November 2037	0	0	0	0	0	0	0	0	0	0	2	2	2	2	0	0	0	0	0	0	0
November 2038	0	0	0	0	0	0	0	0	0	0	1	1	1	1	0	0	0	0	0	0	0
November 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	13.7	4.5	4.5	4.5	3.4	23.6	11.0	11.0	11.0	7.3	25.8	17.8	17.8	17.8	12.2	26.8	11.4	2.9	2.9	2.9	2.2

**Security Group 2
PSA Prepayment Assumption Rates**

Distribution Date	Classes AB, AC, AD, FK, LB, LC, LE, LF, LG, LH, LK, LM, LN, LI, LV, LW, LX and LY					Classes KA, KC, KE, KG, KH, KJ, KL, KM, KN, KT, KU, KV, KW and KY					Class KB					Class KF					
	0%	175%	300%	350%	600%	0%	175%	300%	350%	600%	0%	175%	300%	350%	600%	0%	175%	300%	350%	600%	
	Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
November 2010	100	62	62	62	62	100	91	91	91	91	100	100	100	100	100	100	100	100	100	100	100
November 2011	89	52	52	52	52	97	76	76	76	60	100	100	100	100	100	100	83	83	83	62	62
November 2012	71	48	48	48	48	93	62	62	62	37	100	100	100	100	100	100	67	67	67	34	34
November 2013	52	43	43	43	43	89	50	50	50	22	100	100	100	100	100	100	52	52	52	16	16
November 2014	40	40	40	40	40	84	40	40	40	13	100	100	100	100	100	100	98	40	40	40	5
November 2015	37	37	37	37	31	79	30	30	30	7	100	100	100	100	100	100	92	28	28	28	0
November 2016	34	34	34	34	15	74	23	23	23	4	100	100	100	100	100	100	86	19	19	19	0
November 2017	32	32	32	32	5	68	17	17	17	1	100	100	100	100	100	100	79	12	12	12	0
November 2018	30	30	30	30	0	63	13	13	13	0	100	100	100	100	100	100	72	7	7	7	0
November 2019	29	29	29	29	0	56	9	9	9	0	100	100	100	100	100	100	64	3	3	3	0
November 2020	27	27	27	27	0	50	6	6	6	0	100	100	100	100	100	100	57	0	0	0	0
November 2021	18	18	18	18	0	43	4	4	4	0	100	100	100	100	88	50	0	0	0	0	0
November 2022	11	11	11	11	0	35	3	3	3	0	100	100	100	100	54	43	0	0	0	0	0
November 2023	6	6	6	6	0	28	1	1	1	0	100	100	100	100	33	34	0	0	0	0	0
November 2024	2	2	2	2	0	19	0	0	0	0	100	100	100	100	20	25	0	0	0	0	0
November 2025	0	0	0	0	0	10	0	0	0	0	100	100	100	100	12	14	0	0	0	0	0
November 2026	0	0	0	0	0	1	0	0	0	0	100	100	100	100	7	2	0	0	0	0	0
November 2027	0	0	0	0	0	0	0	0	0	0	100	100	100	100	4	0	0	0	0	0	0
November 2028	0	0	0	0	0	0	0	0	0	0	100	100	100	100	3	0	0	0	0	0	0
November 2029	0	0	0	0	0	0	0	0	0	0	100	100	100	100	2	0	0	0	0	0	0
November 2030	0	0	0	0	0	0	0	0	0	0	72	72	72	72	1	0	0	0	0	0	0
November 2031	0	0	0	0	0	0	0	0	0	0	50	50	50	50	1	0	0	0	0	0	0
November 2032	0	0	0	0	0	0	0	0	0	0	34	34	34	34	0	0	0	0	0	0	0
November 2033	0	0	0	0	0	0	0	0	0	0	23	23	23	23	0	0	0	0	0	0	0
November 2034	0	0	0	0	0	0	0	0	0	0	14	14	14	14	0	0	0	0	0	0	0
November 2035	0	0	0	0	0	0	0	0	0	0	8	8	8	8	0	0	0	0	0	0	0
November 2036	0	0	0	0	0	0	0	0	0	0	4	4	4	4	0	0	0	0	0	0	0
November 2037	0	0	0	0	0	0	0	0	0	0	1	1	1	1	0	0	0	0	0	0	0
November 2038	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	6.3	5.3	5.3	5.3	3.5	10.4	4.8	4.8	4.8	2.9	22.5	22.5	22.5	22.5	13.8	11.7	4.6	4.6	4.6	4.6	2.7

**Security Group 2
PSA Prepayment Assumption Rates**

Distribution Date	Class KI					Class KS					Classes LA and LJ					Class LU					
	0%	175%	300%	350%	600%	0%	175%	300%	350%	600%	0%	175%	300%	350%	600%	0%	175%	300%	350%	600%	
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
November 2010	97	87	87	87	87	100	99	99	99	99	46	27	27	27	27	87	53	53	53	53	53
November 2011	93	73	73	73	58	100	83	83	83	62	27	27	27	27	27	74	46	46	46	46	46
November 2012	89	60	60	60	36	100	67	67	67	34	27	27	27	27	27	60	43	43	43	43	43
November 2013	85	49	49	49	23	99	52	52	52	16	27	27	27	27	27	46	40	40	40	40	40
November 2014	80	39	39	39	14	97	40	40	40	5	27	27	27	27	27	37	37	37	37	37	37
November 2015	76	30	30	30	9	91	28	28	28	0	27	27	27	27	27	34	34	34	34	34	30
November 2016	71	23	23	23	5	85	20	20	20	0	27	27	27	27	27	32	32	32	32	32	18
November 2017	66	18	18	18	3	79	13	13	13	0	27	27	27	27	27	31	31	31	31	31	11
November 2018	60	13	13	13	2	72	7	7	7	0	27	27	27	27	25	30	30	30	30	30	6
November 2019	54	10	10	10	1	64	3	3	3	0	27	27	27	27	12	29	29	29	29	29	3
November 2020	48	8	8	8	0	56	0	0	0	0	27	27	27	27	4	27	27	27	27	27	1
November 2021	42	6	6	6	0	50	0	0	0	0	27	27	27	27	0	20	20	20	20	20	0
November 2022	35	4	4	4	0	42	0	0	0	0	27	27	27	27	0	15	15	15	15	15	0
November 2023	27	3	3	3	0	34	0	0	0	0	27	27	27	27	0	11	11	11	11	11	0
November 2024	20	2	2	2	0	24	0	0	0	0	27	27	27	27	0	8	8	8	8	8	0
November 2025	12	1	1	1	0	13	0	0	0	0	27	22	22	22	0	7	5	5	5	5	0
November 2026	3	1	1	1	0	1	0	0	0	0	27	14	14	14	0	7	3	3	3	3	0
November 2027	1	1	1	1	0	0	0	0	0	0	8	8	8	8	0	2	2	2	2	2	0
November 2028	0	0	0	0	0	0	0	0	0	0	4	4	4	4	0	1	1	1	1	1	0
November 2029	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2030	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2031	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2032	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2033	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2034	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2035	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2036	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2037	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2038	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average																					
Life (years)	10.1	4.8	4.8	4.8	2.9	11.6	4.6	4.6	4.6	2.7	5.4	4.9	4.9	4.9	2.9	6.1	5.2	5.2	5.2	3.4	3.4

PSA Prepayment Assumption Rates

Distribution Date	Class MV					Class ZA				
	0%	175%	300%	350%	600%	0%	175%	300%	350%	600%
Initial Percent	100	100	100	100	100	100	100	100	100	100
November 2010	69	54	54	54	54	106	100	75	65	16
November 2011	57	48	48	48	41	112	100	53	35	0
November 2012	55	42	42	42	31	118	100	38	16	0
November 2013	53	37	37	37	25	125	100	29	5	0
November 2014	51	33	33	33	21	132	100	24	1	0
November 2015	49	29	29	29	19	139	100	23	0	0
November 2016	47	25	25	25	17	147	97	21	0	0
November 2017	45	23	23	23	16	155	92	19	0	0
November 2018	42	21	21	21	14	164	86	17	0	0
November 2019	40	20	20	20	7	173	79	15	0	0
November 2020	37	18	18	18	2	183	72	13	0	0
November 2021	34	18	18	18	0	193	65	11	0	0
November 2022	31	17	17	17	0	204	58	9	0	0
November 2023	27	16	16	16	0	216	51	7	0	0
November 2024	24	16	16	16	0	228	45	6	0	0
November 2025	20	13	13	13	0	241	39	5	0	0
November 2026	16	8	8	8	0	254	34	4	0	0
November 2027	5	5	5	5	0	247	29	3	0	0
November 2028	2	2	2	2	0	234	24	3	0	0
November 2029	0	0	0	0	0	219	20	2	0	0
November 2030	0	0	0	0	0	203	16	2	0	0
November 2031	0	0	0	0	0	185	13	1	0	0
November 2032	0	0	0	0	0	167	10	1	0	0
November 2033	0	0	0	0	0	147	8	1	0	0
November 2034	0	0	0	0	0	126	6	0	0	0
November 2035	0	0	0	0	0	104	4	0	0	0
November 2036	0	0	0	0	0	80	2	0	0	0
November 2037	0	0	0	0	0	55	1	0	0	0
November 2038	0	0	0	0	0	28	0	0	0	0
November 2039	0	0	0	0	0	0	0	0	0	0
Weighted Average										
Life (years)	7.5	4.8	4.8	4.8	2.9	24.5	15.0	4.3	1.7	0.6

**Security Groups 1 and 2
PSA Prepayment Assumption Rates**

Distribution Date	Class MB								
	0%	120%	175%	200%	250%	300%	350%	400%	600%
Initial Percent	100	100	100	100	100	100	100	100	100
November 2010	69	55	54	54	54	54	54	54	54
November 2011	57	49	48	48	48	48	48	48	48
November 2012	55	44	42	42	42	42	42	41	31
November 2013	53	39	37	37	37	37	37	35	25
November 2014	51	34	33	33	33	33	33	30	21
November 2015	49	29	29	29	29	29	29	26	19
November 2016	47	25	25	25	25	25	25	23	17
November 2017	45	23	23	23	23	23	23	21	16
November 2018	42	21	21	21	21	21	21	19	14
November 2019	40	20	20	20	20	20	20	18	7
November 2020	37	18	18	18	18	18	18	17	2
November 2021	34	18	18	18	18	18	18	17	0
November 2022	31	17	17	17	17	17	17	16	0
November 2023	27	16	16	16	16	16	16	14	0
November 2024	24	16	16	16	16	16	16	8	0
November 2025	20	13	13	13	13	13	13	5	0
November 2026	16	8	8	8	8	8	8	2	0
November 2027	5	5	5	5	5	5	5	0	0
November 2028	2	2	2	2	2	2	2	0	0
November 2029	0	0	0	0	0	0	0	0	0
November 2030	0	0	0	0	0	0	0	0	0
November 2031	0	0	0	0	0	0	0	0	0
November 2032	0	0	0	0	0	0	0	0	0
November 2033	0	0	0	0	0	0	0	0	0
November 2034	0	0	0	0	0	0	0	0	0
November 2035	0	0	0	0	0	0	0	0	0
November 2036	0	0	0	0	0	0	0	0	0
November 2037	0	0	0	0	0	0	0	0	0
November 2038	0	0	0	0	0	0	0	0	0
November 2039	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	7.5	4.9	4.8	4.8	4.8	4.8	4.8	4.3	2.9

**Security Group 3
CPR Prepayment Assumption Rates**

Distribution Date	Class LI				
	0%	6%	12%	18%	24%
Initial Percent	100	100	100	100	100
November 2010	91	85	80	74	69
November 2011	81	71	62	54	47
November 2012	70	58	48	39	31
November 2013	59	46	36	27	20
November 2014	48	35	25	18	12
November 2015	36	25	17	11	7
November 2016	23	15	9	6	3
November 2017	10	6	4	2	1
November 2018	0	0	0	0	0
November 2019	0	0	0	0	0
Weighted Average Life (years)	4.7	3.9	3.3	2.8	2.4

Security Groups 2 and 3 CPR Prepayment Assumption Rates					
Distribution Date	Class MA				
	0%	6%	12%	18%	24%
Initial Percent	100	100	100	100	100
November 2010	69	55	55	55	55
November 2011	57	50	48	48	48
November 2012	56	45	42	42	40
November 2013	54	41	37	37	34
November 2014	52	36	33	33	29
November 2015	50	32	29	29	25
November 2016	47	28	25	25	22
November 2017	45	24	23	23	20
November 2018	42	21	21	21	19
November 2019	40	19	19	19	18
November 2020	37	18	18	18	17
November 2021	34	17	17	17	16
November 2022	31	17	17	17	16
November 2023	27	16	16	16	12
November 2024	24	16	16	16	8
November 2025	20	13	13	13	4
November 2026	16	8	8	8	1
November 2027	5	5	5	5	0
November 2028	2	2	2	2	0
November 2029	0	0	0	0	0
November 2030	0	0	0	0	0
November 2031	0	0	0	0	0
November 2032	0	0	0	0	0
November 2033	0	0	0	0	0
November 2034	0	0	0	0	0
November 2035	0	0	0	0	0
November 2036	0	0	0	0	0
November 2037	0	0	0	0	0
November 2038	0	0	0	0	0
November 2039	0	0	0	0	0
Weighted Average Life (years)	7.5	5.0	4.8	4.8	4.2

Security Groups 2 and 3 PSA Prepayment Assumption Rates					
Distribution Date	Class MA				
	0%	175%	300%	350%	600%
Initial Percent	100	100	100	100	100
November 2010	69	55	55	55	55
November 2011	57	48	48	48	41
November 2012	56	42	42	42	31
November 2013	54	37	37	37	25
November 2014	52	33	33	33	21
November 2015	50	29	29	29	19
November 2016	47	25	25	25	17
November 2017	45	23	23	23	16
November 2018	42	21	21	21	14
November 2019	40	19	19	19	7
November 2020	37	18	18	18	2
November 2021	34	17	17	17	0
November 2022	31	17	17	17	0
November 2023	27	16	16	16	0
November 2024	24	16	16	16	0
November 2025	20	13	13	13	0
November 2026	16	8	8	8	0
November 2027	5	5	5	5	0
November 2028	2	2	2	2	0
November 2029	0	0	0	0	0
November 2030	0	0	0	0	0
November 2031	0	0	0	0	0
November 2032	0	0	0	0	0
November 2033	0	0	0	0	0
November 2034	0	0	0	0	0
November 2035	0	0	0	0	0
November 2036	0	0	0	0	0
November 2037	0	0	0	0	0
November 2038	0	0	0	0	0
November 2039	0	0	0	0	0
Weighted Average Life (years)	7.5	4.8	4.8	4.8	2.9

Security Group 4 PSA Prepayment Assumption Rates															
Distribution Date	Classes XA, XG, XH, XI, XJ, XK, XM and XN					Class XB					Class XC				
	0%	200%	355%	550%	750%	0%	200%	355%	550%	750%	0%	200%	355%	550%	750%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
November 2010	99	94	90	86	81	100	100	100	100	100	96	96	96	96	96
November 2011	97	82	71	57	45	100	100	100	100	100	92	92	92	92	92
November 2012	95	66	48	27	9	100	100	100	100	100	87	87	87	87	87
November 2013	93	53	29	6	0	100	100	100	100	69	83	83	83	83	28
November 2014	91	41	15	0	0	100	100	100	78	37	78	78	78	39	0
November 2015	89	31	4	0	0	100	100	100	52	20	73	73	73	0	0
November 2016	87	22	0	0	0	100	100	86	34	11	67	67	43	0	0
November 2017	85	14	0	0	0	100	100	66	22	6	61	61	1	0	0
November 2018	82	8	0	0	0	100	100	51	14	3	55	55	0	0	0
November 2019	80	2	0	0	0	100	100	39	9	2	49	49	0	0	0
November 2020	77	0	0	0	0	100	90	30	6	1	43	24	0	0	0
November 2021	74	0	0	0	0	100	77	23	4	0	36	0	0	0	0
November 2022	71	0	0	0	0	100	65	17	3	0	28	0	0	0	0
November 2023	67	0	0	0	0	100	55	13	2	0	21	0	0	0	0
November 2024	63	0	0	0	0	100	47	10	1	0	12	0	0	0	0
November 2025	59	0	0	0	0	100	39	7	1	0	4	0	0	0	0
November 2026	55	0	0	0	0	100	33	6	0	0	0	0	0	0	0
November 2027	51	0	0	0	0	100	27	4	0	0	0	0	0	0	0
November 2028	46	0	0	0	0	100	22	3	0	0	0	0	0	0	0
November 2029	41	0	0	0	0	100	18	2	0	0	0	0	0	0	0
November 2030	35	0	0	0	0	100	15	2	0	0	0	0	0	0	0
November 2031	30	0	0	0	0	100	12	1	0	0	0	0	0	0	0
November 2032	23	0	0	0	0	100	9	1	0	0	0	0	0	0	0
November 2033	17	0	0	0	0	100	7	1	0	0	0	0	0	0	0
November 2034	10	0	0	0	0	100	5	0	0	0	0	0	0	0	0
November 2035	2	0	0	0	0	100	4	0	0	0	0	0	0	0	0
November 2036	0	0	0	0	0	82	3	0	0	0	0	0	0	0	0
November 2037	0	0	0	0	0	57	2	0	0	0	0	0	0	0	0
November 2038	0	0	0	0	0	29	1	0	0	0	0	0	0	0	0
November 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	16.7	4.6	3.1	2.3	1.9	28.2	15.8	10.2	6.8	5.0	9.4	8.2	6.1	4.5	3.6

PSA Prepayment Assumption Rates															
Distribution Date	Class XU					Class XV					Class XZ				
	0%	200%	355%	550%	750%	0%	200%	355%	550%	750%	0%	200%	355%	550%	750%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
November 2010	93	93	93	93	93	100	100	100	100	100	100	100	100	100	100
November 2011	86	86	86	86	86	100	100	100	100	100	110	110	110	110	110
November 2012	78	78	78	78	78	100	100	100	100	100	116	116	116	116	116
November 2013	70	70	70	70	0	100	100	100	100	65	122	122	122	122	122
November 2014	61	61	61	0	0	100	100	100	92	0	128	128	128	128	85
November 2015	52	52	52	0	0	100	100	100	0	0	135	135	135	117	46
November 2016	43	43	0	0	0	100	100	99	0	0	142	142	142	77	25
November 2017	33	33	0	0	0	100	100	3	0	0	149	149	149	50	13
November 2018	22	22	0	0	0	100	100	0	0	0	157	157	116	33	7
November 2019	11	11	0	0	0	100	100	0	0	0	165	165	89	21	4
November 2020	0	0	0	0	0	99	57	0	0	0	173	173	68	14	2
November 2021	0	0	0	0	0	83	0	0	0	0	182	174	52	9	1
November 2022	0	0	0	0	0	66	0	0	0	0	191	148	39	6	1
November 2023	0	0	0	0	0	48	0	0	0	0	201	125	30	4	0
November 2024	0	0	0	0	0	29	0	0	0	0	211	106	22	2	0
November 2025	0	0	0	0	0	9	0	0	0	0	222	89	17	2	0
November 2026	0	0	0	0	0	0	0	0	0	0	227	74	13	1	0
November 2027	0	0	0	0	0	0	0	0	0	0	227	62	9	1	0
November 2028	0	0	0	0	0	0	0	0	0	0	227	51	7	0	0
November 2029	0	0	0	0	0	0	0	0	0	0	227	42	5	0	0
November 2030	0	0	0	0	0	0	0	0	0	0	227	34	4	0	0
November 2031	0	0	0	0	0	0	0	0	0	0	227	27	3	0	0
November 2032	0	0	0	0	0	0	0	0	0	0	227	21	2	0	0
November 2033	0	0	0	0	0	0	0	0	0	0	227	16	1	0	0
November 2034	0	0	0	0	0	0	0	0	0	0	227	12	1	0	0
November 2035	0	0	0	0	0	0	0	0	0	0	227	9	1	0	0
November 2036	0	0	0	0	0	0	0	0	0	0	187	6	0	0	0
November 2037	0	0	0	0	0	0	0	0	0	0	129	3	0	0	0
November 2038	0	0	0	0	0	0	0	0	0	0	67	1	0	0	0
November 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average															
Life (years)	6.0	6.0	5.0	3.9	3.1	13.8	11.1	7.5	5.3	4.1	28.2	17.1	11.7	8.1	6.0

Security Group 5 PSA Prepayment Assumption Rates																				
Distribution Date	Classes SM, SP, YF, YN and YW					Class YA					Classes YB, YE, YL, YP and YU					Classes YC, YG, YQ, YT and YV				
	0%	168%	200%	250%	400%	0%	168%	200%	250%	400%	0%	168%	200%	250%	400%	0%	168%	200%	250%	400%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
November 2010	100	100	95	88	65	92	71	71	71	71	98	94	94	94	94	100	100	100	100	100
November 2011	100	100	84	60	0	84	15	15	15	15	97	83	83	83	83	100	100	100	100	100
November 2012	100	100	72	29	0	75	0	0	0	0	95	69	69	69	58	100	86	86	86	73
November 2013	100	100	62	7	0	65	0	0	0	0	93	56	56	56	38	100	70	70	70	48
November 2014	100	100	56	0	0	55	0	0	0	0	91	45	45	45	23	100	56	56	56	29
November 2015	100	100	51	0	0	44	0	0	0	0	89	35	35	35	12	100	44	44	44	15
November 2016	100	100	49	0	0	33	0	0	0	0	87	26	26	26	3	100	32	32	32	4
November 2017	100	100	48	0	0	21	0	0	0	0	84	18	18	18	0	100	22	22	22	0
November 2018	100	97	46	0	0	7	0	0	0	0	81	11	11	11	0	100	14	14	14	0
November 2019	100	92	42	0	0	0	0	0	0	0	79	6	6	6	0	98	7	7	7	0
November 2020	100	86	38	0	0	0	0	0	0	0	76	1	1	1	0	95	1	1	1	0
November 2021	100	79	34	0	0	0	0	0	0	0	72	0	0	0	0	91	0	0	0	0
November 2022	100	72	29	0	0	0	0	0	0	0	69	0	0	0	0	86	0	0	0	0
November 2023	100	64	24	0	0	0	0	0	0	0	65	0	0	0	0	82	0	0	0	0
November 2024	100	56	19	0	0	0	0	0	0	0	62	0	0	0	0	77	0	0	0	0
November 2025	100	48	15	0	0	0	0	0	0	0	57	0	0	0	0	72	0	0	0	0
November 2026	100	41	11	0	0	0	0	0	0	0	53	0	0	0	0	66	0	0	0	0
November 2027	100	33	7	0	0	0	0	0	0	0	48	0	0	0	0	60	0	0	0	0
November 2028	100	26	3	0	0	0	0	0	0	0	43	0	0	0	0	54	0	0	0	0
November 2029	100	20	0	0	0	0	0	0	0	0	38	0	0	0	0	47	0	0	0	0
November 2030	100	14	0	0	0	0	0	0	0	0	32	0	0	0	0	40	0	0	0	0
November 2031	100	8	0	0	0	0	0	0	0	0	26	0	0	0	0	33	0	0	0	0
November 2032	100	3	0	0	0	0	0	0	0	0	20	0	0	0	0	24	0	0	0	0
November 2033	100	0	0	0	0	0	0	0	0	0	13	0	0	0	0	16	0	0	0	0
November 2034	100	0	0	0	0	0	0	0	0	0	5	0	0	0	0	6	0	0	0	0
November 2035	100	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2036	100	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2037	100	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2038	45	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 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)	28.9	15.9	8.4	2.3	1.2	5.3	1.4	1.4	1.4	1.4	16.2	5.0	5.0	5.0	3.6	19.0	5.9	5.9	5.9	4.2

Distribution Date	PSA Prepayment Assumption Rates														
	Class YD					Classes YH, YI, YJ, YK and YM					Class YX				
	0%	168%	200%	250%	400%	0%	168%	200%	250%	400%	0%	168%	200%	250%	400%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
November 2010	100	100	100	100	100	99	97	97	97	97	100	100	100	100	100
November 2011	100	100	100	100	100	98	91	91	91	91	100	100	100	100	49
November 2012	100	100	100	100	100	97	77	77	77	65	100	100	100	100	0
November 2013	100	100	100	100	100	96	63	63	63	42	100	100	100	100	0
November 2014	100	100	100	100	100	95	50	50	50	26	100	100	100	62	0
November 2015	100	100	100	100	100	94	39	39	39	13	100	100	100	20	0
November 2016	100	100	100	100	100	93	29	29	29	4	100	100	100	2	0
November 2017	100	100	100	100	85	91	20	20	20	0	100	100	100	0	0
November 2018	100	100	100	100	63	90	13	13	13	0	100	100	100	0	0
November 2019	100	100	100	100	47	87	6	6	6	0	100	100	100	0	0
November 2020	100	100	100	100	35	84	1	1	1	0	100	100	100	0	0
November 2021	100	86	86	86	25	81	0	0	0	0	100	100	100	0	0
November 2022	100	70	70	70	19	77	0	0	0	0	100	100	100	0	0
November 2023	100	58	58	58	14	73	0	0	0	0	100	100	100	0	0
November 2024	100	47	47	47	10	68	0	0	0	0	100	100	100	0	0
November 2025	100	38	38	38	7	64	0	0	0	0	100	100	100	0	0
November 2026	100	31	31	31	5	59	0	0	0	0	100	100	100	0	0
November 2027	100	25	25	25	4	54	0	0	0	0	100	100	100	0	0
November 2028	100	20	20	20	3	48	0	0	0	0	100	100	100	0	0
November 2029	100	15	15	15	2	42	0	0	0	0	100	100	96	0	0
November 2030	100	12	12	12	1	36	0	0	0	0	100	100	81	0	0
November 2031	100	9	9	9	1	29	0	0	0	0	100	100	67	0	0
November 2032	100	7	7	7	1	22	0	0	0	0	100	100	54	0	0
November 2033	100	5	5	5	0	14	0	0	0	0	100	93	43	0	0
November 2034	100	4	4	4	0	6	0	0	0	0	100	72	33	0	0
November 2035	87	3	3	3	0	0	0	0	0	0	100	53	24	0	0
November 2036	47	2	2	2	0	0	0	0	0	0	100	36	16	0	0
November 2037	5	1	1	1	0	0	0	0	0	0	100	21	9	0	0
November 2038	0	0	0	0	0	0	0	0	0	0	100	8	3	0	0
November 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average															
Life (years)	26.9	15.8	15.8	15.8	10.7	17.5	5.4	5.4	5.4	3.9	29.9	26.4	23.8	5.4	2.0

Distribution Date	Security Group 6 PSA Prepayment Assumption Rates																		
	Class DA						Class DB						Classes FD and SD						
	0%	100%	400%	500%	606%	1,000%	0%	100%	400%	500%	606%	1,000%	0%	100%	400%	500%	606%	1,000%	
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	
November 2010	99	91	70	70	70	50	100	100	100	100	100	100	100	99	93	76	70	64	41
November 2011	97	83	47	47	47	20	100	100	100	100	100	100	98	86	57	48	40	16	
November 2012	96	75	30	30	30	8	100	100	100	100	100	100	96	80	42	33	25	6	
November 2013	94	68	19	19	19	3	100	100	100	100	100	100	95	74	32	23	16	3	
November 2014	92	61	12	12	12	1	100	100	100	100	100	100	94	68	24	16	10	1	
November 2015	90	55	7	7	7	0	100	100	100	100	100	100	92	63	18	11	6	0	
November 2016	88	49	5	5	5	0	100	100	100	100	100	100	90	58	13	7	4	0	
November 2017	86	43	3	3	3	0	100	100	100	100	100	96	89	53	10	5	2	0	
November 2018	84	38	2	2	2	0	100	100	100	100	100	37	87	48	7	3	1	0	
November 2019	82	32	1	1	1	0	100	100	100	100	100	15	85	44	5	2	1	0	
November 2020	79	28	1	1	1	0	100	100	100	100	100	6	83	40	4	2	1	0	
November 2021	76	23	0	0	0	0	100	100	100	100	100	2	80	37	3	1	0	0	
November 2022	73	19	0	0	0	0	100	100	100	100	100	1	78	33	2	1	0	0	
November 2023	70	15	0	0	0	0	100	100	100	100	100	0	75	30	2	0	0	0	
November 2024	67	11	0	0	0	0	100	100	100	100	100	0	73	27	1	0	0	0	
November 2025	63	8	0	0	0	0	100	100	76	76	76	0	70	24	1	0	0	0	
November 2026	59	4	0	0	0	0	100	100	45	45	45	0	66	21	1	0	0	0	
November 2027	55	1	0	0	0	0	100	100	27	27	27	0	63	19	0	0	0	0	
November 2028	51	0	0	0	0	0	100	15	15	15	15	0	59	16	0	0	0	0	
November 2029	46	0	0	0	0	0	100	9	9	9	9	0	56	14	0	0	0	0	
November 2030	41	0	0	0	0	0	100	5	5	5	5	0	52	12	0	0	0	0	
November 2031	36	0	0	0	0	0	100	2	2	2	2	0	47	10	0	0	0	0	
November 2032	30	0	0	0	0	0	100	1	1	1	1	0	43	8	0	0	0	0	
November 2033	24	0	0	0	0	0	100	0	0	0	0	0	38	6	0	0	0	0	
November 2034	18	0	0	0	0	0	100	0	0	0	0	0	32	4	0	0	0	0	
November 2035	11	0	0	0	0	0	100	0	0	0	0	0	27	3	0	0	0	0	
November 2036	4	0	0	0	0	0	100	0	0	0	0	0	21	1	0	0	0	0	
November 2037	0	0	0	0	0	0	0	0	0	0	0	0	14	0	0	0	0	0	
November 2038	0	0	0	0	0	0	0	0	0	0	0	0	7	0	0	0	0	0	
November 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Weighted Average																			
Life (years)	17.6	7.5	2.5	2.5	2.5	1.3	27.5	18.8	17.3	17.3	17.3	9.0	19.6	10.2	3.5	2.7	2.2	1.1	

PSA Prepayment Assumption Rates						
Distribution Date	Classes HA, HF and HS					
	0%	100%	400%	500%	606%	1,000%
Initial Percent	100	100	100	100	100	100
November 2010	100	100	100	67	32	0
November 2011	100	100	100	51	4	0
November 2012	100	100	100	47	0	0
November 2013	100	100	92	41	0	0
November 2014	100	100	79	34	0	0
November 2015	100	100	66	27	0	0
November 2016	100	100	53	21	0	0
November 2017	100	100	42	15	0	0
November 2018	100	100	33	11	0	0
November 2019	100	100	25	8	0	0
November 2020	100	100	19	6	0	0
November 2021	100	100	15	4	0	0
November 2022	100	100	11	3	0	0
November 2023	100	100	8	2	0	0
November 2024	100	100	6	1	0	0
November 2025	100	100	4	1	0	0
November 2026	100	100	3	1	0	0
November 2027	100	100	2	0	0	0
November 2028	100	93	2	0	0	0
November 2029	100	79	1	0	0	0
November 2030	100	67	1	0	0	0
November 2031	100	56	1	0	0	0
November 2032	100	45	0	0	0	0
November 2033	100	34	0	0	0	0
November 2034	100	25	0	0	0	0
November 2035	100	15	0	0	0	0
November 2036	100	7	0	0	0	0
November 2037	81	0	0	0	0	0
November 2038	42	0	0	0	0	0
November 2039	0	0	0	0	0	0
Weighted Average Life (years)	28.8	22.7	8.1	3.9	0.8	0.2

Yield Considerations

An investor seeking to maximize yield should make a decision whether to invest in any Class based on the anticipated yield of that Class resulting from its purchase price, the investor’s own projection of Mortgage Loan prepayment rates under a variety of scenarios, and in the case of the Group 3 Securities, the investor’s own projection of rates of reduction in notional balance on the Underlying Certificate under a variety of scenarios and in the case of a Floating Rate or an Inverse Floating Rate Class, the investor’s own projection of levels of LIBOR under a variety of scenarios. **No representation is made regarding Mortgage Loan prepayment rates, Underlying Certificate rates of reduction in notional balance, LIBOR levels or the yield of any Class.**

Prepayments: Effect on Yields

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

- In the case of Regular Securities or MX Securities purchased at a premium (especially Interest Only Classes), faster than anticipated rates of principal payments could result in actual yields to investors that are lower than the anticipated yields.
- Investors in the Interest Only Classes should also consider the risk that rapid rates of principal payments could result in the failure of investors to recover fully their investments.
- In the case of Regular Securities or MX Securities purchased at a discount (especially the Principal Only Class), 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 and certain Inverse Floating Rate Classes may not benefit from particularly low levels of LIBOR because the rate on such Classes is capped at a maximum rate described under "Terms Sheet — Interest Rates."

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

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

Yield Tables

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

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

The yields were calculated by

1. determining the monthly discount rates that, when applied to the applicable assumed streams of cash flows to be paid on the applicable Class, would cause the discounted present value of the assumed streams of cash flows to equal the assumed purchase price of that Class plus accrued interest (in the case of interest-bearing Classes), and
2. converting the monthly rates to corporate bond equivalent rates.

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

The information set forth in the following tables was prepared on the basis of the Modeling Assumptions and the assumptions that (1) the Interest Rate applicable to each Floating Rate and 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 (in the case of the interest-bearing Classes) is as indicated in the related table. **The assumed purchase price is not necessarily that at which actual sales will occur.**

SECURITY GROUP 1
Sensitivity of Class CP to Prepayments
Assumed Price 99.5%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>120%</u>	<u>200%</u>	<u>250%</u>	<u>400%</u>
0.15000%	8.7%	8.7%	8.7%	8.7%
0.24375%	8.6%	8.6%	8.6%	8.6%
2.97188%	5.8%	5.8%	5.9%	6.0%
5.70000% and above	3.0%	3.1%	3.2%	3.3%

Sensitivity of Class CS to Prepayments
Assumed Price 99.5%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>120%</u>	<u>200%</u>	<u>250%</u>	<u>400%</u>
0.15000%	14.2%	14.2%	14.2%	14.1%
0.24375%	14.0%	14.0%	13.9%	13.8%
2.97188%	6.9%	7.0%	7.0%	7.0%
5.70000% and above	0.0%	0.1%	0.2%	0.4%

Sensitivity of Class DS to Prepayments
Assumed Price 96.0%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>120%</u>	<u>200%</u>	<u>250%</u>	<u>400%</u>
0.15000%	15.9%	15.9%	16.3%	17.1%
0.24375%	15.6%	15.6%	16.0%	16.8%
2.62187%	7.8%	7.8%	8.2%	9.2%
5.00000% and above	0.1%	0.2%	0.7%	1.7%

Sensitivity of Class DT to Prepayments
Assumed Price 97.0%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>120%</u>	<u>200%</u>	<u>250%</u>	<u>400%</u>
5.0% and below	8.4%	8.4%	8.7%	9.4%
5.3%	4.2%	4.2%	4.6%	5.3%
5.6% and above	0.1%	0.1%	0.5%	1.3%

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

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

PSA Prepayment Assumption Rates				
<u>120%</u>	<u>200%</u>	<u>250%</u>	<u>400%</u>	<u>508%</u>
16.6%	16.6%	16.6%	7.9%	0.1%

**Sensitivity of Class GJ to Prepayments
Assumed Price 10.0%***

PSA Prepayment Assumption Rates				
<u>120%</u>	<u>200%</u>	<u>250%</u>	<u>400%</u>	<u>944%</u>
39.7%	39.7%	39.7%	33.6%	0.0%

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

PSA Prepayment Assumption Rates				
<u>120%</u>	<u>200%</u>	<u>250%</u>	<u>400%</u>	<u>478%</u>
15.3%	15.3%	15.3%	6.1%	0.1%

**Sensitivity of Class NO to Prepayments
Assumed Price 48.0%**

PSA Prepayment Assumption Rates			
<u>120%</u>	<u>200%</u>	<u>250%</u>	<u>400%</u>
4.2%	4.2%	4.2%	6.2%

**Sensitivity of Class NU to Prepayments
Assumed Price 30.0%***

<u>LIBOR</u>	PSA Prepayment Assumption Rates			
	<u>120%</u>	<u>200%</u>	<u>250%</u>	<u>400%</u>
8.250% and below	15.8%	15.8%	15.8%	13.1%
8.375%	4.6%	4.6%	4.6%	0.2%
8.500% 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 NV to Prepayments
Assumed Price 25.0%**

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>120%</u>	<u>200%</u>	<u>250%</u>	<u>400%</u>
8.250% and below	**	**	**	**
8.375%	7.1%	7.1%	7.1%	3.1%
8.500% and above	19.7%	19.7%	19.7%	17.6%

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

<u>PSA Prepayment Assumption Rates</u>				
<u>120%</u>	<u>200%</u>	<u>250%</u>	<u>400%</u>	<u>478%</u>
15.3%	15.3%	15.3%	6.1%	0.1%

**Sensitivity of Class UT to Prepayments
Assumed Price 99.375%***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>120%</u>	<u>200%</u>	<u>250%</u>	<u>400%</u>
4.250% and below	7.1%	7.2%	7.2%	7.3%
4.975%	3.6%	3.6%	3.7%	3.9%
5.700% and above	0.0%	0.1%	0.3%	0.5%

**Sensitivity of Class UX to Prepayments
Assumed Price 99.375%***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>120%</u>	<u>200%</u>	<u>250%</u>	<u>400%</u>
0.15000%	22.1%	22.0%	21.9%	21.8%
0.24375%	21.6%	21.5%	21.4%	21.3%
2.24687%	10.6%	10.6%	10.7%	10.7%
4.25000% and above	0.0%	0.1%	0.3%	0.5%

SECURITY GROUP 2

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

<u>PSA Prepayment Assumption Rates</u>				
<u>175%</u>	<u>300%</u>	<u>350%</u>	<u>565%</u>	<u>600%</u>
14.2%	14.2%	14.2%	0.1%	(2.8)%

* 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 KJ to Prepayments
Assumed Price 16.0%***

PSA Prepayment Assumption Rates				
175%	300%	350%	581%	600%
16.4%	16.4%	16.4%	0.1%	(1.6)%

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

LIBOR	PSA Prepayment Assumption Rates			
	175%	300%	350%	600%
0.15000%	43.5%	43.5%	43.5%	24.2%
0.24156%	42.5%	42.5%	42.5%	23.1%
3.37078%	7.0%	7.0%	7.0%	(18.6)%
6.50000% and above	**	**	**	**

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

PSA Prepayment Assumption Rates				
175%	300%	350%	600%	705%
10.1%	10.1%	10.1%	3.9%	0.0%

**Sensitivity of Class LU to Prepayments
Assumed Price 16.0%***

PSA Prepayment Assumption Rates				
175%	300%	350%	600%	693%
11.6%	11.6%	11.6%	4.2%	0.0%

**Sensitivity of Class LY to Prepayments
Assumed Price 16.375%***

PSA Prepayment Assumption Rates				
175%	300%	350%	600%	714%
13.1%	13.1%	13.1%	5.5%	0.0%

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

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

SECURITY GROUP 3
Sensitivity of Class LI to Prepayments
Assumed Price 12.0%*

CPR Prepayment Assumption Rates				
<u>6%</u>	<u>12%</u>	<u>18%</u>	<u>19%</u>	<u>24%</u>
15.1%	8.3%	1.2%	0.0%	(6.1)%

SECURITY GROUP 4
Sensitivity of Class XI to Prepayments
Assumed Price 10.0%*

PSA Prepayment Assumption Rates				
<u>200%</u>	<u>355%</u>	<u>550%</u>	<u>639%</u>	<u>750%</u>
36.9%	23.9%	7.3%	0.1%	(8.5)%

SECURITY GROUP 5
Sensitivity of Class SM to Prepayments
Assumed Price 100.0%*

<u>LIBOR</u>	PSA Prepayment Assumption Rates			
	<u>168%</u>	<u>200%</u>	<u>250%</u>	<u>400%</u>
0.1500%	6.4%	6.4%	6.3%	6.1%
0.2450%	6.3%	6.3%	6.2%	6.1%
2.9725%	4.7%	4.6%	4.6%	4.5%
5.7000% and above	3.0%	3.0%	3.0%	2.9%

Sensitivity of Class SP to Prepayments
Assumed Price 100.0%*

<u>LIBOR</u>	PSA Prepayment Assumption Rates			
	<u>168%</u>	<u>200%</u>	<u>250%</u>	<u>400%</u>
0.1500%	8.6%	8.6%	8.5%	8.3%
0.2450%	8.6%	8.5%	8.4%	8.2%
2.9725%	5.8%	5.7%	5.7%	5.5%
5.7000% and above	3.0%	3.0%	3.0%	2.9%

Sensitivity of Class YI to Prepayments
Assumed Price 10.0%*

PSA Prepayment Assumption Rates				
<u>168%</u>	<u>200%</u>	<u>250%</u>	<u>400%</u>	<u>974%</u>
41.9%	41.9%	41.9%	35.1%	0.0%

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

**Sensitivity of Class YU to Prepayments
Assumed Price 10.0%***

PSA Prepayment Assumption Rates				
168%	200%	250%	400%	899%
38.4%	38.4%	38.4%	31.5%	0.0%

**Sensitivity of Class YV to Prepayments
Assumed Price 10.0%***

PSA Prepayment Assumption Rates				
168%	200%	250%	400%	1,069%
45.9%	45.9%	45.9%	39.4%	0.0%

SECURITY GROUP 6

**Sensitivity of Class HS to Prepayments
Assumed Price 99.5%***

LIBOR	PSA Prepayment Assumption Rates				
	100%	400%	500%	606%	1,000%
0.15000%	10.2%	10.2%	10.2%	10.3%	10.7%
0.24156%	10.0%	10.0%	10.1%	10.2%	10.5%
2.97078%	5.0%	5.0%	5.1%	5.4%	6.6%
5.70000% and above	0.0%	0.1%	0.1%	0.7%	2.8%

**Sensitivity of Class SD to Prepayments
Assumed Price 8.65%***

LIBOR	PSA Prepayment Assumption Rates				
	100%	400%	500%	606%	1,000%
0.15000%	73.1%	46.9%	37.5%	27.0%	(17.3)%
0.24156%	71.7%	45.7%	36.3%	25.9%	(18.2)%
3.29578%	29.7%	7.1%	(1.0)%	(10.0)%	(48.1)%
6.35000% 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.

CERTAIN FEDERAL INCOME TAX CONSEQUENCES

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

U.S. Treasury Circular 230 Notice

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

REMIC Elections

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

Regular Securities

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

The Class NO Securities are Principal Only Securities. Principal Only Securities are treated for federal income tax purposes as having been issued with an amount of original issue discount (“OID”) equal to the difference between their principal balance and their issue price.

The Class GI, GJ, KI, KJ, KS, LI, LJ, LY, NI, NU, NV, NY, SD, XI, YU and YV 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 OID rules based on the expected payments on these Securities at the prepayment assumptions described below.

The Class XZ 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.

In addition to the Regular Securities described in the preceding three paragraphs, based on anticipated prices (including accrued interest), the assumed Mortgage Loan characteristics, the prepayment assumptions described below and, for Classes CF, CP, DF, FD, FK, HF, KF, SP and YF, the interest rate value described in the following paragraph, Classes GE, ND, KE, LB and XG are expected to be issued with OID.

Prospective investors in the Regular Securities should be aware, however, that the foregoing expectations about OID could change because of differences (1) between anticipated purchase prices and actual purchase prices or (2) between the assumed characteristics of the Trust Assets and the characteristics of the Trust Assets actually delivered to the Trust. The prepayment assumption that

should be used in determining the rates of accrual of OID, if any, on the Regular Securities is (as described in “Yield, Maturity and Prepayment Considerations” in this Supplement) as follows:

<u>Group</u>	<u>PSA or CPR</u>
1	200% PSA
2	300% PSA
3	12% CPR
4	355% PSA
5	200% PSA
6	500% PSA

In the case of Classes CF, CP, DF, FD, FK, HF, KF, SP and YF, 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 Certificate will be computed using the same prepayment assumption as set forth under “Certain Federal Income Tax Consequences — Regular Securities” in this Supplement.

MX Securities

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

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

ERISA MATTERS

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

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

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

See “ERISA Considerations” in the Base Offering Circular.

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

LEGAL INVESTMENT CONSIDERATIONS

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

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

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

PLAN OF DISTRIBUTION

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

INCREASE IN SIZE

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

LEGAL MATTERS

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

Available Combinations(1)

Class	REMIC Securities		MX Securities					
	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Security Group 1								
Combination 1								
GE	\$ 24,183,951	GF	\$ 24,183,951	PAC I	3.75%	FIX	38376JKR4	July 2036
GJ	1,209,198							
Combination 2								
GE	\$ 24,183,951	GH	\$ 24,183,951	PAC I	4.00%	FIX	38376JKS2	July 2036
GJ	2,418,396							
Combination 3								
GE	\$ 24,183,951	GK	\$ 24,183,951	PAC I	4.25%	FIX	38376JKT0	July 2036
GJ	3,627,593							
Combination 4								
GE	\$ 24,183,951	GL	\$ 24,183,951	PAC I	4.50%	FIX	38376JKU7	July 2036
GJ	4,836,790							
Combination 5								
GE	\$ 19,347,160	GM	\$ 19,347,160	PAC I	4.75%	FIX	38376JKV5	July 2036
GJ	4,836,790							
Combination 6								
GE	\$ 16,122,634	GN	\$ 16,122,634	PAC I	5.00%	FIX	38376JKW3	July 2036
GJ	4,836,790							
Combination 7								
ND	\$108,487,000	NE	\$108,487,000	PAC I	3.25%	FIX	38376JKX1	July 2036
NY	5,424,350							

REMIC Securities

MX Securities

Class	Original Class		Related MX Class	Maximum Original Class		Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
	Principal Balance	or Class Notional Balance		Principal Balance	or Class Notional Balance(2)					
Combination 8										
ND	\$108,487,000		NF	\$108,487,000		PAC I	3.50%	FIX	38376JKY9	July 2036
NY	10,848,700									
Combination 9										
ND	\$108,487,000		NG	\$108,487,000		PAC I	3.75%	FIX	38376JKZ6	July 2036
NY	16,273,050									
Combination 10										
ND	\$108,487,000		NH	\$108,487,000		PAC I	4.00%	FIX	38376JLA0	July 2036
NY	21,697,400									
Combination 11										
ND	\$108,487,000		NJ	\$108,487,000		PAC I	4.25%	FIX	38376JLB8	July 2036
NY	27,121,750									
Combination 12										
ND	\$108,487,000		NK	\$108,487,000		PAC I	4.50%	FIX	38376JLC6	July 2036
NY	32,546,100									
Combination 13										
ND	\$ 92,988,857		NL	\$ 92,988,857		PAC I	4.75%	FIX	38376JLD4	July 2036
NY	32,546,100									
Combination 14										
ND	\$ 81,365,250		NA	\$ 81,365,250		PAC I	5.00%	FIX	38376JLE2	July 2036
NY	32,546,100									

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 15								
NO	\$ 29,379,825	NC	\$ 29,379,825	PAC I	5.00%	FIX	38376JLF9	November 2039
NU	29,379,825							
NV	29,379,825							
Security Group 2								
Combination 16								
KE	\$186,867,965	KA	\$186,867,965	PAC/AD	4.50%	FIX	38376JLG7	August 2039
KJ	67,951,987							
Combination 17								
KE	\$186,867,965	KC	\$186,867,965	PAC/AD	2.75%	FIX	38376JLH5	August 2039
KJ	8,493,999							
Combination 18								
KE	\$186,867,965	KG	\$186,867,965	PAC/AD	3.00%	FIX	38376JLJ1	August 2039
KJ	16,987,997							
Combination 19								
KE	\$186,867,965	KH	\$186,867,965	PAC/AD	3.25%	FIX	38376JLK8	August 2039
KJ	25,481,996							
Combination 20								
KE	\$186,867,965	KY	\$186,867,965	PAC/AD	3.50%	FIX	38376JLL6	August 2039
KJ	33,975,994							
Combination 21								
KE	\$186,867,965	KL	\$186,867,965	PAC/AD	3.75%	FIX	38376JLM4	August 2039
KJ	42,469,993							

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								
KE	\$186,867,965	KM	\$186,867,965	PAC/AD	4.00%	FIX	38376JLN2	August 2039
KJ	50,963,991							
Combination 23								
KE	\$186,867,965	KN	\$186,867,965	PAC/AD	4.25%	FIX	38376JLP7	August 2039
KJ	59,457,989							
Combination 24								
KE	\$166,104,857	KT	\$166,104,857	PAC/AD	4.75%	FIX	38376JLQ5	August 2039
KJ	67,951,987							
Combination 25								
KE	\$149,494,372	KU	\$149,494,372	PAC/AD	5.00%	FIX	38376JLR3	August 2039
KJ	67,951,987							
Combination 26								
KE	\$135,903,974	KV	\$135,903,974	PAC/AD	5.25%	FIX	38376JLS1	August 2039
KJ	67,951,987							
Combination 27								
KE	\$124,578,643	KW	\$124,578,643	PAC/AD	5.50%	FIX	38376JLT9	August 2039
KJ	67,951,987							
Combination 28								
LB	\$ 19,219,310	LE	\$ 19,219,310	PAC/AD	2.75%	FIX	38376JLU6	August 2039
LY	873,605							
Combination 29								
LB	\$ 19,219,310	LF	\$ 19,219,310	PAC/AD	3.00%	FIX	38376JLV4	August 2039
LY	1,747,210							

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 30								
LB	\$ 19,219,310	LG	\$ 19,219,310	PAC/AD	3.25%	FIX	38376JLW2	August 2039
LY	2,620,815							
Combination 31								
LB	\$ 19,219,310	LH	\$ 19,219,310	PAC/AD	3.50%	FIX	38376JLX0	August 2039
LY	3,494,420							
Combination 32								
LB	\$ 19,219,310	LK	\$ 19,219,310	PAC/AD	3.75%	FIX	38376JLY8	August 2039
LY	4,368,025							
Combination 33								
LB	\$ 19,219,310	LM	\$ 19,219,310	PAC/AD	4.00%	FIX	38376JLZ5	August 2039
LY	5,241,630							
Combination 34								
LB	\$ 19,219,310	LN	\$ 19,219,310	PAC/AD	4.25%	FIX	38376JMA9	August 2039
LY	6,115,235							
Combination 35								
LB	\$ 19,219,310	LC	\$ 19,219,310	PAC/AD	4.50%	FIX	38376JMB7	August 2039
LY	6,988,840							
Combination 36								
LB	\$ 19,219,310	LT	\$ 19,219,310	PAC/AD	4.75%	FIX	38376JMC5	August 2039
LY	7,862,445							
Combination 37								
LB	\$ 19,219,310	LV	\$ 19,219,310	PAC/AD	5.00%	FIX	38376JMD3	August 2039
LY	8,736,050							

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 38								
LB	\$ 19,219,310	LX	\$ 19,219,310	PAC/AD	5.50%	FIX	38376JME1	August 2039
LY	10,483,260							
Combination 39								
LB	\$ 19,219,310	LW	\$ 19,219,310	PAC/AD	6.00%	FIX	38376JMF8	August 2039
LY	12,230,470							
Combination 40								
LB	\$ 19,219,310	AB	\$ 19,219,310	PAC/AD	7.00%	FIX	38376JMG6	August 2039
LY	15,724,890							
Combination 41								
LB	\$ 10,810,861	AC	\$ 10,810,861	PAC/AD	10.50%	FIX	38376JMH4	August 2039
LY	15,724,890							
Combination 42								
LB	\$ 7,520,599	AD	\$ 7,520,599	PAC/AD	14.00%	FIX	38376JMJ0	August 2039
LY	15,724,890							
Combination 43								
IJ	\$ 2,739,257	LU	\$ 11,475,307	NTL (PAC/AD)	5.50%	FIX/IO	38376JMK7	November 2039
LY	8,736,050							
Combination 44								
KE	\$ 8,000,000	MV	\$ 18,991,000	PAC/AD	4.50%	FIX	38376JML5	November 2039
KJ	2,909,091							
LA	10,991,000							

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 Groups 1 and 2								
Combination 45(6)								
GI	\$ 4,500,000	MB(7)	\$ 8,991,000	PAC	(5)	WAC/DLY	38376JMM3	November 2039
KE	3,787,478							
KJ	1,377,265							
LA	5,203,522							
NI	13,398,700							
NY	250,000							
Security Groups 2 and 3								
Combination 46(6)								
KE	\$ 6,000,000	MA(7)	\$ 14,000,000	SC/PAC	(5)	WAC/DLY	38376JMN1	November 2039
KI	11,000,000							
KJ	2,181,819							
LA	8,000,000							
LI	18,762,100							
Security Group 4								
Combination 47								
XG	\$ 95,000,000	XH	\$ 95,000,000	SEQ	4.25%	FIX	38376JMP6	March 2036
XI	4,750,000							
Combination 48								
XG	\$ 95,000,000	XJ	\$ 95,000,000	SEQ	4.50%	FIX	38376JMQ4	March 2036
XI	9,500,000							
Combination 49								
XG	\$ 95,000,000	XK	\$ 95,000,000	SEQ	4.75%	FIX	38376JMR2	March 2036
XI	14,250,000							

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 50										
XG	\$ 95,000,000	XA	\$ 95,000,000		SEQ	5.00%	FIX	38376JMS0	March 2036	
XI	19,000,000									
Combination 51										
XU	\$ 20,800,000	XB	\$ 65,000,000		SEQ	5.00%	FIX	38376JMT8	November 2039	
XV	15,600,000									
XZ	28,600,000									
Combination 52										
XU	\$ 20,800,000	XC	\$ 36,400,000		SEQ/AD	5.00%	FIX	38376JMU5	May 2026	
XV	15,600,000									
Security Group 5										
Combination 53										
YE	\$ 27,777,778	YK	\$ 50,000,000		PAC	4.50%	FIX	38376JMV3	October 2037	
YG	22,222,222									
Combination 54										
YE	\$ 27,777,778	YH	\$ 50,000,000		PAC	4.65%	FIX	38376JMW1	October 2037	
YG	22,222,222									
YU	833,334									
YV	666,667									
Combination 55										
YE	\$ 27,777,778	YJ	\$ 50,000,000		PAC	4.75%	FIX	38376JMX9	October 2037	
YG	22,222,222									
YU	1,388,889									
YV	1,111,112									

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 56								
YE	\$ 27,777,778	YM	\$ 50,000,000	PAC	5.00%	FIX	38376JMY7	October 2037
YG	22,222,222							
YU	2,777,778							
YV	2,222,222							
Combination 57								
YU	\$ 2,777,778	YI	\$ 5,000,000	NTL (PAC)	5.00%	FIX/IO	38376JMZ4	October 2037
YV	2,222,222							
Combination 58								
YE	\$ 27,777,778	YL	\$ 27,777,778	PAC	4.65%	FIX	38376JNA8	October 2037
YU	833,334							
Combination 59								
YE	\$ 27,777,778	YP	\$ 27,777,778	PAC	4.75%	FIX	38376JNB6	October 2037
YU	1,388,889							
Combination 60								
YE	\$ 27,777,778	YB	\$ 27,777,778	PAC	5.00%	FIX	38376JNC4	October 2037
YU	2,777,778							
Combination 61								
YG	\$ 22,222,222	YQ	\$ 22,222,222	PAC	4.65%	FIX	38376JND2	October 2037
YV	666,667							
Combination 62								
YG	\$ 22,222,222	YT	\$ 22,222,222	PAC	4.75%	FIX	38376JNE0	October 2037
YV	1,111,112							

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 63								
YG	\$ 22,222,222	YC	\$ 22,222,222	PAC	5.00%	FIX	38376JNF7	October 2037
YV	2,222,222							
Security Group 6								
Combination 64								
HF	\$ 7,465,929	HA	\$ 11,613,667	SUP	4.50%	FIX	38376JNG5	November 2039
HS	4,147,738							

(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) Combinations 45 and 46 are derived from REMIC classes of separate Security Groups.

(7) In the event that the Interest Rate of this MX Class will equal or exceed 1,200% per annum of its Class Principal Balance for any Accrual Period, the Trustee will, prior to the Distribution Date for that Accrual Period, effect a mandatory exchange of that MX Class for its related REMIC Securities. Thereafter, no further exchanges of such REMIC Securities will be permitted.

Schedule II

SCHEDULED PRINCIPAL BALANCES

<u>Distribution Date</u>	<u>Classes GA, GB, GC, GD, GE, NB, ND and NO (in the aggregate)</u>	<u>Class QA</u>	<u>Classes FK, KB, KE, KF, LA and LB (in the aggregate)</u>
Initial Balance	\$230,343,650.00	\$11,359,060.00	\$294,495,000.00
December 2009	229,820,209.49	11,328,805.17	291,831,968.93
January 2010	229,235,328.23	11,288,501.90	289,064,087.63
February 2010	228,589,209.85	11,238,185.12	286,193,400.01
March 2010	227,882,096.00	11,177,903.21	283,222,040.52
April 2010	227,114,266.29	11,107,717.96	280,152,231.52
May 2010	226,286,038.11	11,027,704.55	276,986,280.61
June 2010	225,397,766.51	10,937,951.53	273,726,577.71
July 2010	224,449,843.99	10,838,560.69	270,375,592.12
August 2010	223,442,700.23	10,729,647.01	266,935,869.35
September 2010	222,376,801.83	10,611,338.51	263,410,027.95
October 2010	221,252,651.98	10,483,776.11	259,800,756.10
November 2010	220,070,790.11	10,347,113.47	256,110,808.21
December 2010	218,831,791.48	10,201,516.80	252,456,600.41
January 2011	217,536,266.75	10,047,164.66	248,837,796.24
February 2011	216,184,861.51	9,884,247.68	245,254,062.36
March 2011	214,778,255.76	9,712,968.40	241,705,068.55
April 2011	213,317,163.36	9,533,540.91	238,190,487.65
May 2011	211,802,331.46	9,346,190.60	234,709,995.55
June 2011	210,234,539.88	9,151,153.83	231,263,271.14
July 2011	208,614,600.44	8,948,677.58	227,849,996.30
August 2011	206,943,356.29	8,739,019.16	224,469,855.88
September 2011	205,221,681.18	8,522,445.75	221,122,537.65
October 2011	203,450,478.71	8,299,234.11	217,807,732.29
November 2011	201,630,681.55	8,069,670.05	214,525,133.35
December 2011	199,763,250.61	7,834,048.14	211,274,437.24
January 2012	197,849,174.21	7,592,671.17	208,055,343.19
February 2012	195,889,467.21	7,345,849.76	204,867,553.22
March 2012	193,885,170.08	7,093,901.85	201,710,772.14
April 2012	191,893,940.41	6,846,312.58	198,584,707.49
May 2012	189,915,695.96	6,603,034.38	195,489,069.54
June 2012	187,950,355.01	6,364,020.17	192,423,571.26
July 2012	185,997,836.35	6,129,223.26	189,387,928.28
August 2012	184,058,059.28	5,898,597.43	186,381,858.89
September 2012	182,130,943.60	5,672,096.85	183,405,083.99
October 2012	180,216,409.60	5,449,676.17	180,457,327.08
November 2012	178,314,378.09	5,231,290.40	177,538,314.24
December 2012	176,424,770.35	5,016,895.03	174,647,774.09
January 2013	174,547,508.16	4,806,445.91	171,785,437.79

<u>Distribution Date</u>	<u>Classes GA, GB, GC, GD, GE, NB, ND and NO (in the aggregate)</u>	<u>Class QA</u>	<u>Classes FK, KB, KE, KF, LA and LB (in the aggregate)</u>
February 2013	\$172,682,513.79	\$ 4,599,899.35	\$168,951,038.99
March 2013	170,829,710.00	4,397,212.02	166,144,313.82
April 2013	168,989,020.01	4,198,341.04	163,365,000.88
May 2013	167,160,367.54	4,003,243.92	160,612,841.19
June 2013	165,343,676.78	3,811,878.53	157,887,578.19
July 2013	163,538,872.38	3,624,203.20	155,188,957.71
August 2013	161,745,879.48	3,440,176.58	152,516,727.94
September 2013	159,964,623.67	3,259,757.76	149,870,639.42
October 2013	158,195,031.02	3,082,906.19	147,250,445.01
November 2013	156,437,028.04	2,909,581.70	144,655,899.88
December 2013	154,690,541.71	2,739,744.53	142,086,761.48
January 2014	152,955,499.47	2,573,355.24	139,542,789.50
February 2014	151,231,829.20	2,410,374.80	137,023,745.90
March 2014	149,519,459.24	2,250,764.55	134,529,394.83
April 2014	147,818,318.38	2,094,486.15	132,059,502.66
May 2014	146,128,335.84	1,941,501.68	129,613,837.92
June 2014	144,449,441.29	1,791,773.55	127,192,171.30
July 2014	142,781,564.83	1,645,264.52	124,794,275.64
August 2014	141,124,637.01	1,501,937.71	122,419,925.89
September 2014	139,478,588.81	1,361,756.58	120,068,899.09
October 2014	137,843,351.63	1,224,684.97	117,740,974.36
November 2014	136,218,857.30	1,090,687.01	115,435,932.89
December 2014	134,605,038.08	959,727.22	113,153,557.90
January 2015	133,001,826.66	831,770.43	110,893,634.64
February 2015	131,409,156.13	706,781.79	108,655,950.35
March 2015	129,826,960.01	584,726.82	106,440,294.26
April 2015	128,255,172.24	465,571.33	104,246,457.57
May 2015	126,693,727.16	349,281.50	102,074,233.43
June 2015	125,142,559.52	235,823.79	99,923,416.90
July 2015	123,601,604.48	125,165.00	97,812,044.95
August 2015	122,070,797.61	17,272.25	95,744,182.44
September 2015	120,550,074.88	0.00	93,718,947.54
October 2015	119,039,372.65	0.00	91,735,476.10
November 2015	117,538,627.69	0.00	89,792,921.27
December 2015	116,047,777.15	0.00	87,890,453.18
January 2016	114,566,758.59	0.00	86,027,258.61
February 2016	113,095,509.94	0.00	84,202,540.63
March 2016	111,633,969.53	0.00	82,415,518.29
April 2016	110,182,076.07	0.00	80,665,426.32
May 2016	108,739,768.65	0.00	78,951,514.78
June 2016	107,306,986.74	0.00	77,273,048.80
July 2016	105,883,670.20	0.00	75,629,308.24
August 2016	104,469,759.25	0.00	74,019,587.42

<u>Distribution Date</u>	<u>Classes GA, GB, GC, GD, GE, NB, ND and NO (in the aggregate)</u>	<u>Class QA</u>	<u>Classes FK, KB, KE, KF, LA and LB (in the aggregate)</u>
September 2016	\$103,065,194.49	\$ 0.00	\$ 72,443,194.83
October 2016	101,669,916.89	0.00	70,899,452.84
November 2016	100,283,867.79	0.00	69,387,697.43
December 2016	98,906,988.89	0.00	67,907,277.91
January 2017	97,539,222.26	0.00	66,457,556.67
February 2017	96,180,510.32	0.00	65,037,908.91
March 2017	94,830,795.86	0.00	63,647,722.39
April 2017	93,490,022.03	0.00	62,286,397.16
May 2017	92,158,132.33	0.00	60,953,345.34
June 2017	90,835,070.61	0.00	59,647,990.88
July 2017	89,520,781.07	0.00	58,369,769.30
August 2017	88,215,208.26	0.00	57,118,127.48
September 2017	86,918,297.08	0.00	55,892,523.43
October 2017	85,629,992.77	0.00	54,692,426.07
November 2017	84,350,240.91	0.00	53,517,315.00
December 2017	83,078,987.42	0.00	52,366,680.29
January 2018	81,816,178.56	0.00	51,240,022.30
February 2018	80,561,760.92	0.00	50,136,851.42
March 2018	79,315,681.43	0.00	49,056,687.93
April 2018	78,086,455.03	0.00	47,999,061.76
May 2018	76,875,233.81	0.00	46,963,512.31
June 2018	75,681,762.25	0.00	45,949,588.26
July 2018	74,505,788.40	0.00	44,956,847.40
August 2018	73,347,063.80	0.00	43,984,856.43
September 2018	72,205,343.47	0.00	43,033,190.79
October 2018	71,080,385.83	0.00	42,101,434.48
November 2018	69,971,952.67	0.00	41,189,179.88
December 2018	68,879,809.11	0.00	40,296,027.62
January 2019	67,803,723.52	0.00	39,421,586.37
February 2019	66,743,467.52	0.00	38,565,472.70
March 2019	65,698,815.91	0.00	37,727,310.94
April 2019	64,669,546.62	0.00	36,906,732.99
May 2019	63,655,440.69	0.00	36,103,378.19
June 2019	62,656,282.20	0.00	35,316,893.16
July 2019	61,671,858.26	0.00	34,546,931.67
August 2019	60,701,958.94	0.00	33,793,154.49
September 2019	59,746,377.25	0.00	33,055,229.23
October 2019	58,804,909.07	0.00	32,332,830.24
November 2019	57,877,353.15	0.00	31,625,638.46
December 2019	56,963,511.04	0.00	30,933,341.26
January 2020	56,063,187.07	0.00	30,255,632.36
February 2020	55,176,188.30	0.00	29,592,211.66
March 2020	54,302,324.47	0.00	28,942,785.15

<u>Distribution Date</u>	<u>Classes GA, GB, GC, GD, GE, NB, ND and NO (in the aggregate)</u>	<u>Class QA</u>	<u>Classes FK, KB, KE, KF, LA and LB (in the aggregate)</u>
April 2020	\$ 53,441,408.01	\$ 0.00	\$ 28,307,064.77
May 2020	52,593,253.95	0.00	27,684,768.28
June 2020	51,757,679.90	0.00	27,075,619.18
July 2020	50,934,506.04	0.00	26,479,346.55
August 2020	50,123,555.06	0.00	25,895,684.98
September 2020	49,324,652.13	0.00	25,324,374.43
October 2020	48,537,624.85	0.00	24,765,160.13
November 2020	47,762,303.25	0.00	24,217,792.48
December 2020	46,998,519.74	0.00	23,682,026.95
January 2021	46,246,109.07	0.00	23,157,623.96
February 2021	45,504,908.30	0.00	22,644,348.80
March 2021	44,774,756.78	0.00	22,141,971.52
April 2021	44,055,496.10	0.00	21,650,266.85
May 2021	43,346,970.08	0.00	21,169,014.08
June 2021	42,649,024.73	0.00	20,697,996.99
July 2021	41,961,508.21	0.00	20,237,003.76
August 2021	41,284,270.81	0.00	19,785,826.87
September 2021	40,617,164.92	0.00	19,344,263.02
October 2021	39,960,045.01	0.00	18,912,113.04
November 2021	39,312,767.57	0.00	18,489,181.82
December 2021	38,675,191.13	0.00	18,075,278.21
January 2022	38,047,176.18	0.00	17,670,214.96
February 2022	37,428,585.18	0.00	17,273,808.62
March 2022	36,819,282.53	0.00	16,885,879.49
April 2022	36,219,134.52	0.00	16,506,251.52
May 2022	35,628,009.32	0.00	16,134,752.25
June 2022	35,045,776.95	0.00	15,771,212.73
July 2022	34,472,309.27	0.00	15,415,467.46
August 2022	33,907,479.93	0.00	15,067,354.31
September 2022	33,351,164.36	0.00	14,726,714.46
October 2022	32,803,239.74	0.00	14,393,392.33
November 2022	32,263,584.97	0.00	14,067,235.52
December 2022	31,732,080.67	0.00	13,748,094.73
January 2023	31,208,609.12	0.00	13,435,823.71
February 2023	30,693,054.27	0.00	13,130,279.20
March 2023	30,185,301.70	0.00	12,831,320.87
April 2023	29,685,238.61	0.00	12,538,811.26
May 2023	29,192,753.77	0.00	12,252,615.71
June 2023	28,707,737.53	0.00	11,972,602.31
July 2023	28,230,081.78	0.00	11,698,641.87
August 2023	27,759,679.94	0.00	11,430,607.82
September 2023	27,296,426.92	0.00	11,168,376.20
October 2023	26,840,219.12	0.00	10,911,825.57

<u>Distribution Date</u>	<u>Classes GA, GB, GC, GD, GE, NB, ND and NO (in the aggregate)</u>	<u>Class QA</u>	<u>Classes FK, KB, KE, KF, LA and LB (in the aggregate)</u>
November 2023	\$ 26,390,954.40	\$ 0.00	\$ 10,660,836.98
December 2023	25,948,532.07	0.00	10,415,293.93
January 2024	25,512,852.84	0.00	10,175,082.29
February 2024	25,083,818.83	0.00	9,940,090.28
March 2024	24,661,333.55	0.00	9,710,208.41
April 2024	24,245,301.87	0.00	9,485,329.44
May 2024	23,835,629.99	0.00	9,265,348.32
June 2024	23,432,225.45	0.00	9,050,162.16
July 2024	23,034,997.09	0.00	8,839,670.18
August 2024	22,643,855.04	0.00	8,633,773.68
September 2024	22,258,710.70	0.00	8,432,375.97
October 2024	21,879,476.72	0.00	8,235,382.37
November 2024	21,506,066.99	0.00	8,042,700.12
December 2024	21,138,396.62	0.00	7,854,238.39
January 2025	20,776,381.91	0.00	7,669,908.20
February 2025	20,419,940.35	0.00	7,489,622.42
March 2025	20,068,990.61	0.00	7,313,295.70
April 2025	19,723,452.49	0.00	7,140,844.45
May 2025	19,383,246.95	0.00	6,972,186.80
June 2025	19,048,296.05	0.00	6,807,242.57
July 2025	18,718,522.97	0.00	6,645,933.23
August 2025	18,393,851.96	0.00	6,488,181.87
September 2025	18,074,208.36	0.00	6,333,913.17
October 2025	17,759,518.57	0.00	6,183,053.36
November 2025	17,449,710.02	0.00	6,035,530.19
December 2025	17,144,711.19	0.00	5,891,272.91
January 2026	16,844,451.55	0.00	5,750,212.22
February 2026	16,548,861.60	0.00	5,612,280.27
March 2026	16,257,872.80	0.00	5,477,410.59
April 2026	15,971,417.60	0.00	5,345,538.10
May 2026	15,689,429.41	0.00	5,216,599.06
June 2026	15,411,842.57	0.00	5,090,531.06
July 2026	15,138,592.38	0.00	4,967,272.96
August 2026	14,869,615.04	0.00	4,846,764.91
September 2026	14,604,847.67	0.00	4,728,948.28
October 2026	14,344,228.27	0.00	4,613,765.67
November 2026	14,087,695.73	0.00	4,501,160.86
December 2026	13,835,189.82	0.00	4,391,078.80
January 2027	13,586,651.16	0.00	4,283,465.58
February 2027	13,342,021.21	0.00	4,178,268.41
March 2027	13,101,242.27	0.00	4,075,435.60
April 2027	12,864,257.46	0.00	3,974,916.53
May 2027	12,631,010.72	0.00	3,876,661.64

<u>Distribution Date</u>	<u>Classes GA, GB, GC, GD, GE, NB, ND and NO (in the aggregate)</u>	<u>Class QA</u>	<u>Classes FK, KB, KE, KF, LA and LB (in the aggregate)</u>
June 2027	\$ 12,401,446.78	\$ 0.00	\$ 3,780,622.39
July 2027	12,175,511.16	0.00	3,686,751.25
August 2027	11,953,150.16	0.00	3,595,001.68
September 2027	11,734,310.84	0.00	3,505,328.11
October 2027	11,518,941.03	0.00	3,417,685.93
November 2027	11,306,989.30	0.00	3,332,031.44
December 2027	11,098,404.94	0.00	3,248,321.86
January 2028	10,893,137.99	0.00	3,166,515.31
February 2028	10,691,139.18	0.00	3,086,570.77
March 2028	10,492,359.97	0.00	3,008,448.08
April 2028	10,296,752.49	0.00	2,932,107.92
May 2028	10,104,269.57	0.00	2,857,511.79
June 2028	9,914,864.71	0.00	2,784,622.00
July 2028	9,728,492.07	0.00	2,713,401.65
August 2028	9,545,106.48	0.00	2,643,814.60
September 2028	9,364,663.42	0.00	2,575,825.47
October 2028	9,187,118.99	0.00	2,509,399.62
November 2028	9,012,429.93	0.00	2,444,503.15
December 2028	8,840,553.60	0.00	2,381,102.85
January 2029	8,671,447.97	0.00	2,319,166.21
February 2029	8,505,071.62	0.00	2,258,661.42
March 2029	8,341,383.71	0.00	2,199,557.31
April 2029	8,180,344.01	0.00	2,141,823.39
May 2029	8,021,912.84	0.00	2,085,429.80
June 2029	7,866,051.12	0.00	2,030,347.30
July 2029	7,712,720.31	0.00	1,976,547.27
August 2029	7,561,882.43	0.00	1,924,001.70
September 2029	7,413,500.04	0.00	1,872,683.16
October 2029	7,267,536.26	0.00	1,822,564.80
November 2029	7,123,954.72	0.00	1,773,620.34
December 2029	6,982,719.59	0.00	1,725,824.04
January 2030	6,843,795.54	0.00	1,679,150.72
February 2030	6,707,147.76	0.00	1,633,575.73
March 2030	6,572,741.94	0.00	1,589,074.93
April 2030	6,440,544.26	0.00	1,545,624.69
May 2030	6,310,521.40	0.00	1,503,201.89
June 2030	6,182,640.51	0.00	1,461,783.89
July 2030	6,056,869.21	0.00	1,421,348.53
August 2030	5,933,175.61	0.00	1,381,874.12
September 2030	5,811,528.25	0.00	1,343,339.43
October 2030	5,691,896.15	0.00	1,305,723.69
November 2030	5,574,248.77	0.00	1,269,006.55
December 2030	5,458,556.02	0.00	1,233,168.11

<u>Distribution Date</u>	<u>Classes GA, GB, GC, GD, GE, NB, ND and NO (in the aggregate)</u>	<u>Class QA</u>	<u>Classes FK, KB, KE, KF, LA and LB (in the aggregate)</u>
January 2031	\$ 5,344,788.22	\$ 0.00	\$ 1,198,188.88
February 2031	5,232,916.15	0.00	1,164,049.79
March 2031	5,122,910.99	0.00	1,130,732.17
April 2031	5,014,744.36	0.00	1,098,217.75
May 2031	4,908,388.27	0.00	1,066,488.66
June 2031	4,803,815.15	0.00	1,035,527.39
July 2031	4,700,997.82	0.00	1,005,316.82
August 2031	4,599,909.50	0.00	975,840.18
September 2031	4,500,523.80	0.00	947,081.07
October 2031	4,402,814.71	0.00	919,023.43
November 2031	4,306,756.60	0.00	891,651.56
December 2031	4,212,324.22	0.00	864,950.07
January 2032	4,119,492.67	0.00	838,903.92
February 2032	4,028,237.43	0.00	813,498.39
March 2032	3,938,534.32	0.00	788,719.06
April 2032	3,850,359.53	0.00	764,551.83
May 2032	3,763,689.59	0.00	740,982.91
June 2032	3,678,501.36	0.00	717,998.79
July 2032	3,594,772.05	0.00	695,586.25
August 2032	3,512,479.21	0.00	673,732.37
September 2032	3,431,600.70	0.00	652,424.49
October 2032	3,352,114.71	0.00	631,650.24
November 2032	3,273,999.75	0.00	611,397.50
December 2032	3,197,234.64	0.00	591,654.42
January 2033	3,121,798.52	0.00	572,409.40
February 2033	3,047,670.83	0.00	553,651.09
March 2033	2,974,831.30	0.00	535,368.39
April 2033	2,903,259.98	0.00	517,550.44
May 2033	2,832,937.19	0.00	500,186.61
June 2033	2,763,843.54	0.00	483,266.51
July 2033	2,695,959.94	0.00	466,779.96
August 2033	2,629,267.57	0.00	450,717.00
September 2033	2,563,747.89	0.00	435,067.91
October 2033	2,499,382.63	0.00	419,823.15
November 2033	2,436,153.78	0.00	404,973.41
December 2033	2,374,043.61	0.00	390,509.57
January 2034	2,313,034.64	0.00	376,422.71
February 2034	2,253,109.65	0.00	362,704.10
March 2034	2,194,251.67	0.00	349,345.22
April 2034	2,136,443.99	0.00	336,337.71
May 2034	2,079,670.14	0.00	323,673.41
June 2034	2,023,913.89	0.00	311,344.33
July 2034	1,969,159.25	0.00	299,342.65

<u>Distribution Date</u>	<u>Classes GA, GB, GC, GD, GE, NB, ND and NO (in the aggregate)</u>	<u>Class QA</u>	<u>Classes FK, KB, KE, KF, LA and LB (in the aggregate)</u>
August 2034	\$ 1,915,390.47	\$ 0.00	\$ 287,660.74
September 2034	1,862,592.03	0.00	276,291.11
October 2034	1,810,748.64	0.00	265,226.46
November 2034	1,759,845.23	0.00	254,459.63
December 2034	1,709,866.97	0.00	243,983.63
January 2035	1,660,799.23	0.00	233,791.62
February 2035	1,612,627.60	0.00	223,876.90
March 2035	1,565,337.90	0.00	214,232.94
April 2035	1,518,916.14	0.00	204,853.33
May 2035	1,473,348.54	0.00	195,731.81
June 2035	1,428,621.54	0.00	186,862.27
July 2035	1,384,721.76	0.00	178,238.71
August 2035	1,341,636.04	0.00	169,855.28
September 2035	1,299,351.40	0.00	161,706.26
October 2035	1,257,855.06	0.00	153,786.05
November 2035	1,217,134.43	0.00	146,089.18
December 2035	1,177,177.10	0.00	138,610.30
January 2036	1,137,970.85	0.00	131,344.17
February 2036	1,099,503.64	0.00	124,285.67
March 2036	1,061,763.62	0.00	117,429.81
April 2036	1,024,739.10	0.00	110,771.69
May 2036	988,418.58	0.00	104,306.52
June 2036	952,790.72	0.00	98,029.63
July 2036	917,844.36	0.00	91,936.45
August 2036	883,568.49	0.00	86,022.51
September 2036	849,952.28	0.00	80,283.44
October 2036	816,985.06	0.00	74,714.96
November 2036	784,656.32	0.00	69,312.90
December 2036	752,955.70	0.00	64,073.18
January 2037	721,873.01	0.00	58,991.81
February 2037	691,398.19	0.00	54,064.88
March 2037	661,521.35	0.00	49,288.58
April 2037	632,232.75	0.00	44,659.19
May 2037	603,522.78	0.00	40,173.06
June 2037	575,381.99	0.00	35,826.63
July 2037	547,801.06	0.00	31,616.42
August 2037	520,770.82	0.00	27,539.03
September 2037	494,282.24	0.00	23,591.14
October 2037	468,326.41	0.00	19,769.49
November 2037	442,894.57	0.00	16,070.91
December 2037	417,978.09	0.00	12,492.30
January 2038	393,568.47	0.00	9,030.62
February 2038	369,657.33	0.00	5,682.92

<u>Distribution Date</u>	<u>Classes GA, GB, GC, GD, GE, NB, ND and NO (in the aggregate)</u>	<u>Class QA</u>	<u>Classes FK, KB, KE, KF, LA and LB (in the aggregate)</u>
March 2038	\$ 346,236.43	\$ 0.00	\$ 2,446.29
April 2038	323,297.65	0.00	0.00
May 2038	300,832.99	0.00	0.00
June 2038	278,834.57	0.00	0.00
July 2038	257,294.63	0.00	0.00
August 2038	236,205.53	0.00	0.00
September 2038	215,559.75	0.00	0.00
October 2038	195,349.88	0.00	0.00
November 2038	175,568.63	0.00	0.00
December 2038	156,208.81	0.00	0.00
January 2039	137,263.34	0.00	0.00
February 2039	118,725.26	0.00	0.00
March 2039	100,587.70	0.00	0.00
April 2039	82,843.91	0.00	0.00
May 2039	65,487.23	0.00	0.00
June 2039	48,511.11	0.00	0.00
July 2039	31,909.10	0.00	0.00
August 2039	15,674.85	0.00	0.00
September 2039 and thereafter	0.00	0.00	0.00

<u>Distribution Date</u>	<u>Classes FK and LB (in the aggregate)</u>	<u>Classes YA, YD, YE and YG (in the aggregate)</u>	<u>Classes DA and DB (in the aggregate)</u>
Initial Balance	\$20,219,310.00	\$67,450,970.00	\$55,053,000.00
December 2009	20,219,310.00	67,298,162.32	53,700,208.14
January 2010.	20,219,310.00	67,123,188.44	52,320,310.24
February 2010.	20,219,310.00	66,926,121.40	50,915,661.24
March 2010.	20,219,310.00	66,707,053.32	49,488,653.63
April 2010.	20,045,625.58	66,466,095.39	48,041,710.31
May 2010	19,046,005.75	66,203,377.85	46,628,615.27
June 2010	18,016,784.60	65,919,049.85	45,248,583.58
July 2010	16,958,741.78	65,613,279.41	43,900,848.40
August 2010	15,872,681.02	65,286,253.24	42,584,660.56
September 2010	14,759,429.09	64,938,176.61	41,299,288.16
October 2010	13,619,834.77	64,569,273.18	40,044,016.17
November 2010	12,454,767.73	64,179,784.73	38,818,146.03
December 2010	11,517,507.48	63,769,970.99	37,620,995.31
January 2011.	11,425,639.82	63,340,109.32	36,451,897.30
February 2011.	11,334,662.45	62,890,494.44	35,310,200.66
March 2011.	11,244,567.01	62,421,438.12	34,195,269.09
April 2011.	11,155,345.17	61,933,268.82	33,106,480.96
May 2011	11,066,988.72	61,426,331.32	32,043,228.97
June 2011	10,979,489.50	60,900,986.34	31,004,919.84
July 2011	10,892,839.44	60,357,610.12	29,990,973.98
August 2011	10,807,030.53	59,796,593.97	29,000,825.18
September 2011	10,722,054.86	59,218,343.80	28,033,920.28
October 2011	10,637,904.56	58,623,279.67	27,089,718.91
November 2011	10,554,571.86	58,011,835.24	26,167,693.16
December 2011	10,472,049.06	57,384,457.28	25,267,327.32
January 2012.	10,390,328.51	56,741,605.08	24,388,117.58
February 2012.	10,309,402.65	56,083,749.94	23,529,571.76
March 2012.	10,229,263.99	55,411,374.55	22,691,209.06
April 2012.	10,149,905.11	54,745,294.70	21,872,559.78
May 2012	10,071,318.64	54,085,453.33	21,073,165.08
June 2012	9,993,497.30	53,431,793.88	20,292,576.70
July 2012	9,916,433.88	52,784,260.28	19,530,356.76
August 2012	9,840,121.22	52,142,796.99	18,786,077.49
September 2012	9,764,552.23	51,507,348.95	18,067,728.51
October 2012	9,689,719.89	50,877,861.60	17,376,691.73
November 2012	9,615,617.26	50,254,280.85	16,711,933.50
December 2012	9,542,237.45	49,636,553.11	16,072,459.15
January 2013.	9,469,573.62	49,024,625.26	15,457,311.50
February 2013.	9,397,619.01	48,418,444.67	14,865,569.48
March 2013.	9,326,366.94	47,817,959.16	14,296,346.76
April 2013.	9,255,810.76	47,223,117.02	13,748,790.43
May 2013	9,185,943.89	46,633,867.02	13,222,079.77

<u>Distribution Date</u>	<u>Classes FK and LB (in the aggregate)</u>	<u>Classes YA, YD, YE and YG (in the aggregate)</u>	<u>Classes DA and DB (in the aggregate)</u>
June 2013	\$ 9,116,759.83	\$46,050,158.37	\$12,715,425.02
July 2013	9,048,252.12	45,471,940.75	12,228,066.23
August 2013	8,980,414.38	44,899,164.26	11,759,272.13
September 2013	8,913,240.26	44,331,779.48	11,308,339.04
October 2013	8,846,723.49	43,769,737.42	10,874,589.86
November 2013	8,780,857.86	43,212,989.51	10,457,373.04
December 2013	8,715,637.21	42,661,487.65	10,056,061.64
January 2014.	8,651,055.44	42,115,184.14	9,670,052.40
February 2014.	8,587,106.51	41,574,031.72	9,298,764.84
March 2014.	8,523,784.42	41,037,983.54	8,941,640.41
April 2014.	8,461,083.25	40,506,993.20	8,598,141.67
May 2014	8,398,997.12	39,981,014.67	8,267,751.47
June 2014	8,337,520.22	39,460,002.38	7,949,972.21
July 2014	8,276,646.77	38,943,911.12	7,644,325.11
August 2014	8,216,371.07	38,432,696.13	7,350,349.47
September 2014	8,156,687.44	37,926,313.02	7,067,602.02
October 2014	8,097,590.29	37,424,717.80	6,795,656.25
November 2014	8,039,074.06	36,927,866.88	6,534,101.77
December 2014	7,981,133.24	36,435,717.07	6,282,543.72
January 2015.	7,923,762.39	35,948,225.56	6,040,602.18
February 2015.	7,866,956.10	35,465,349.90	5,807,911.60
March 2015.	7,810,709.02	34,987,048.06	5,584,120.26
April 2015.	7,755,015.85	34,513,278.35	5,368,889.75
May 2015	7,699,871.34	34,043,999.48	5,161,894.47
June 2015	7,645,270.29	33,579,170.52	4,962,821.15
July 2015	7,591,670.59	33,118,750.90	4,771,368.38
August 2015	7,539,175.43	32,662,700.42	4,587,246.16
September 2015	7,487,762.42	32,210,979.24	4,410,175.47
October 2015	7,437,409.63	31,763,547.88	4,239,887.87
November 2015	7,388,095.55	31,320,367.20	4,076,125.08
December 2015	7,339,799.12	30,881,398.43	3,918,638.62
January 2016.	7,292,499.70	30,446,603.14	3,767,189.41
February 2016.	7,246,177.05	30,015,943.23	3,621,547.44
March 2016.	7,200,811.36	29,589,380.96	3,481,491.41
April 2016.	7,156,383.18	29,166,878.92	3,346,808.43
May 2016	7,112,873.48	28,748,400.05	3,217,293.67
June 2016	7,070,263.61	28,333,907.59	3,092,750.07
July 2016	7,028,535.29	27,923,365.13	2,972,988.04
August 2016	6,987,670.61	27,516,736.60	2,857,825.19
September 2016	6,947,652.00	27,113,986.22	2,747,086.05
October 2016	6,908,462.26	26,715,078.57	2,640,601.81
November 2016	6,870,084.54	26,319,978.51	2,538,210.07
December 2016	6,832,502.32	25,928,651.23	2,439,754.59

<u>Distribution Date</u>	<u>Classes FK and LB (in the aggregate)</u>	<u>Classes YA, YD, YE and YG (in the aggregate)</u>	<u>Classes DA and DB (in the aggregate)</u>
January 2017	\$ 6,795,699.41	\$25,541,062.25	\$ 2,345,085.06
February 2017	6,759,659.96	25,157,177.37	2,254,056.89
March 2017	6,724,368.40	24,776,962.72	2,166,530.98
April 2017	6,689,809.53	24,400,384.71	2,082,373.50
May 2017	6,655,968.42	24,027,410.08	2,001,455.72
June 2017	6,622,830.43	23,658,448.78	1,923,653.80
July 2017	6,590,381.24	23,294,859.25	1,848,848.60
August 2017	6,558,606.81	22,936,565.58	1,776,925.52
September 2017	6,527,493.38	22,583,492.92	1,707,774.31
October 2017	6,497,027.48	22,235,567.45	1,641,288.91
November 2017	6,467,195.88	21,892,716.38	1,577,367.31
December 2017	6,437,985.63	21,554,867.93	1,515,911.37
January 2018	6,409,384.08	21,221,951.31	1,456,826.68
February 2018	6,381,378.76	20,893,896.73	1,400,022.43
March 2018	6,353,957.52	20,570,635.36	1,345,411.27
April 2018	6,327,108.41	20,252,099.32	1,292,909.17
May 2018	6,300,819.75	19,938,221.68	1,242,435.30
June 2018	6,275,080.07	19,628,936.44	1,193,911.91
July 2018	6,249,878.16	19,324,178.52	1,147,264.22
August 2018	6,225,203.00	19,023,883.75	1,102,420.29
September 2018	6,201,043.83	18,727,988.83	1,059,310.92
October 2018	6,177,390.08	18,436,431.37	1,017,869.56
November 2018	6,154,231.40	18,149,149.83	978,032.18
December 2018	6,131,557.66	17,866,083.52	939,737.21
January 2019	6,109,358.92	17,587,172.62	902,925.41
February 2019	6,087,625.45	17,312,358.12	867,539.82
March 2019	6,066,347.71	17,041,581.83	833,525.64
April 2019	6,045,516.36	16,774,786.40	800,830.16
May 2019	6,025,122.23	16,511,915.24	769,402.69
June 2019	6,005,156.37	16,252,912.58	739,194.48
July 2019	5,985,609.97	15,997,723.39	710,158.62
August 2019	5,966,474.43	15,746,293.46	682,250.02
September 2019	5,947,741.31	15,498,569.28	655,425.29
October 2019	5,929,402.35	15,254,498.13	629,642.72
November 2019	5,911,449.43	15,014,027.99	604,862.17
December 2019	5,893,874.64	14,777,107.60	581,045.05
January 2020	5,876,670.19	14,543,686.37	558,154.24
February 2020	5,859,828.45	14,313,714.47	536,154.05
March 2020	5,843,341.98	14,087,142.72	515,010.14
April 2020	5,827,203.45	13,863,922.65	494,689.50
May 2020	5,811,405.71	13,644,006.46	475,160.37
June 2020	5,795,941.73	13,427,347.01	456,392.21
July 2020	5,780,804.64	13,213,897.84	438,355.65

<u>Distribution Date</u>	<u>Classes FK and LB (in the aggregate)</u>	<u>Classes YA, YD, YE and YG (in the aggregate)</u>	<u>Classes DA and DB (in the aggregate)</u>
August 2020	\$ 5,765,987.69	\$13,003,613.11	\$ 421,022.45
September 2020	5,751,484.28	12,796,447.64	404,365.45
October 2020	5,646,157.44	12,592,356.87	388,358.52
November 2020	5,472,462.67	12,391,296.88	372,976.55
December 2020	5,302,449.58	12,193,224.34	358,195.38
January 2021	5,136,042.14	11,998,096.54	343,991.78
February 2021	4,973,165.86	11,805,871.37	330,343.41
March 2021	4,813,747.77	11,616,507.30	317,228.78
April 2021	4,657,716.40	11,429,963.38	304,627.24
May 2021	4,505,001.70	11,246,199.24	292,518.93
June 2021	4,355,535.07	11,065,175.08	280,884.74
July 2021	4,209,249.28	10,886,851.64	269,706.31
August 2021	4,066,078.49	10,711,190.22	258,965.97
September 2021	3,925,958.17	10,538,152.65	248,646.74
October 2021	3,788,825.13	10,367,701.33	238,732.29
November 2021	3,654,617.46	10,199,799.13	229,206.92
December 2021	3,523,274.50	10,034,409.50	220,055.53
January 2022	3,394,736.82	9,871,496.35	211,263.59
February 2022	3,268,946.22	9,711,024.13	202,817.15
March 2022	3,145,845.68	9,552,957.78	194,702.79
April 2022	3,025,379.32	9,397,262.72	186,907.60
May 2022	2,907,492.42	9,243,904.87	179,419.18
June 2022	2,792,131.36	9,092,850.62	172,225.59
July 2022	2,679,243.64	8,944,066.84	165,315.37
August 2022	2,568,777.79	8,797,520.84	158,677.48
September 2022	2,460,683.43	8,653,180.42	152,301.32
October 2022	2,354,911.18	8,511,013.82	146,176.70
November 2022	2,251,412.69	8,370,989.72	140,293.82
December 2022	2,150,140.57	8,233,077.25	134,643.26
January 2023	2,051,048.42	8,097,245.96	129,215.95
February 2023	1,954,090.77	7,963,465.84	124,003.19
March 2023	1,859,223.09	7,831,707.30	118,996.60
April 2023	1,766,401.77	7,701,941.16	114,188.14
May 2023	1,675,584.08	7,574,138.65	109,570.07
June 2023	1,586,728.15	7,448,271.41	105,134.94
July 2023	1,499,792.99	7,324,311.49	100,875.61
August 2023	1,414,738.45	7,202,231.31	96,785.20
September 2023	1,331,525.17	7,082,003.68	92,857.11
October 2023	1,250,114.62	6,963,601.82	89,084.98
November 2023	1,170,469.06	6,846,999.29	85,462.71
December 2023	1,092,551.52	6,732,170.06	81,984.42
January 2024	1,016,325.79	6,619,088.42	78,644.48
February 2024	941,756.38	6,507,729.08	75,437.45

<u>Distribution Date</u>	<u>Classes FK and LB (in the aggregate)</u>	<u>Classes YA, YD, YE and YG (in the aggregate)</u>	<u>Classes DA and DB (in the aggregate)</u>
March 2024	\$ 868,808.56	\$ 6,398,067.05	\$ 72,358.13
April 2024	797,448.31	6,290,077.74	69,401.50
May 2024	727,642.27	6,183,736.87	66,562.75
June 2024	659,357.80	6,079,020.52	63,837.25
July 2024	592,562.92	5,975,905.10	61,220.55
August 2024	527,226.32	5,874,367.36	58,708.37
September 2024	463,317.31	5,774,384.39	56,296.60
October 2024	400,805.84	5,675,933.56	53,981.29
November 2024	339,662.48	5,578,992.61	51,758.64
December 2024	279,858.41	5,483,539.57	49,625.00
January 2025	221,365.39	5,389,552.78	47,576.86
February 2025	164,155.77	5,297,010.88	45,610.86
March 2025	108,202.47	5,205,892.84	43,723.75
April 2025	53,478.96	5,116,177.88	41,912.42
May 2025	0.00	5,027,845.57	40,173.88
June 2025	0.00	4,940,875.73	38,505.25
July 2025	0.00	4,855,248.47	36,903.77
August 2025	0.00	4,770,944.19	35,366.78
September 2025	0.00	4,687,943.58	33,891.73
October 2025	0.00	4,606,227.56	32,476.17
November 2025	0.00	4,525,777.38	31,117.74
December 2025	0.00	4,446,574.50	29,814.18
January 2026	0.00	4,368,600.68	28,563.31
February 2026	0.00	4,291,837.92	27,363.04
March 2026	0.00	4,216,268.49	26,211.36
April 2026	0.00	4,141,874.89	25,106.34
May 2026	0.00	4,068,639.88	24,046.13
June 2026	0.00	3,996,546.48	23,028.94
July 2026	0.00	3,925,577.92	22,053.07
August 2026	0.00	3,855,717.69	21,116.86
September 2026	0.00	3,786,949.51	20,218.74
October 2026	0.00	3,719,257.33	19,357.19
November 2026	0.00	3,652,625.33	18,530.75
December 2026	0.00	3,587,037.91	17,738.02
January 2027	0.00	3,522,479.69	16,977.65
February 2027	0.00	3,458,935.51	16,248.35
March 2027	0.00	3,396,390.45	15,548.88
April 2027	0.00	3,334,829.75	14,878.04
May 2027	0.00	3,274,238.92	14,234.69
June 2027	0.00	3,214,603.64	13,617.73
July 2027	0.00	3,155,909.79	13,026.09
August 2027	0.00	3,098,143.47	12,458.77
September 2027	0.00	3,041,290.97	11,914.78

<u>Distribution Date</u>	<u>Classes FK and LB (in the aggregate)</u>	<u>Classes YA, YD, YE and YG (in the aggregate)</u>	<u>Classes DA and DB (in the aggregate)</u>
October 2027	\$ 0.00	\$ 2,985,338.77	\$ 11,393.19
November 2027	0.00	2,930,273.56	10,893.09
December 2027	0.00	2,876,082.21	10,413.63
January 2028	0.00	2,822,751.77	9,953.97
February 2028	0.00	2,770,269.47	9,513.31
March 2028	0.00	2,718,622.76	9,090.89
April 2028	0.00	2,667,799.21	8,685.97
May 2028	0.00	2,617,786.63	8,297.84
June 2028	0.00	2,568,572.96	7,925.83
July 2028	0.00	2,520,146.32	7,569.28
August 2028	0.00	2,472,495.02	7,227.57
September 2028	0.00	2,425,607.51	6,900.10
October 2028	0.00	2,379,472.44	6,586.29
November 2028	0.00	2,334,078.58	6,285.58
December 2028	0.00	2,289,414.89	5,997.45
January 2029	0.00	2,245,470.48	5,721.38
February 2029	0.00	2,202,234.62	5,456.88
March 2029	0.00	2,159,696.72	5,203.48
April 2029	0.00	2,117,846.37	4,960.73
May 2029	0.00	2,076,673.27	4,728.19
June 2029	0.00	2,036,167.31	4,505.45
July 2029	0.00	1,996,318.49	4,292.10
August 2029	0.00	1,957,116.96	4,087.77
September 2029	0.00	1,918,553.04	3,892.08
October 2029	0.00	1,880,617.16	3,704.68
November 2029	0.00	1,843,299.89	3,525.23
December 2029	0.00	1,806,591.95	3,353.40
January 2030	0.00	1,770,484.18	3,188.88
February 2030	0.00	1,734,967.55	3,031.37
March 2030	0.00	1,700,033.18	2,880.58
April 2030	0.00	1,665,672.30	2,736.24
May 2030	0.00	1,631,876.26	2,598.07
June 2030	0.00	1,598,636.56	2,465.83
July 2030	0.00	1,565,944.80	2,339.27
August 2030	0.00	1,533,792.71	2,218.15
September 2030	0.00	1,502,172.14	2,102.25
October 2030	0.00	1,471,075.06	1,991.35
November 2030	0.00	1,440,493.54	1,885.24
December 2030	0.00	1,410,419.78	1,783.73
January 2031	0.00	1,380,846.09	1,686.62
February 2031	0.00	1,351,764.90	1,593.73
March 2031	0.00	1,323,168.73	1,504.88
April 2031	0.00	1,295,050.22	1,419.91

<u>Distribution Date</u>	<u>Classes FK and LB (in the aggregate)</u>	<u>Classes YA, YD, YE and YG (in the aggregate)</u>	<u>Classes DA and DB (in the aggregate)</u>
May 2031	\$ 0.00	\$ 1,267,402.11	\$ 1,338.65
June 2031	0.00	1,240,217.25	1,260.95
July 2031	0.00	1,213,488.59	1,186.66
August 2031	0.00	1,187,209.20	1,115.63
September 2031	0.00	1,161,372.22	1,047.73
October 2031	0.00	1,135,970.91	982.83
November 2031	0.00	1,110,998.63	920.80
December 2031	0.00	1,086,448.81	861.52
January 2032	0.00	1,062,315.02	804.87
February 2032	0.00	1,038,590.87	750.74
March 2032	0.00	1,015,270.11	699.03
April 2032	0.00	992,346.55	649.63
May 2032	0.00	969,814.11	602.45
June 2032	0.00	947,666.78	557.39
July 2032	0.00	925,898.66	514.36
August 2032	0.00	904,503.92	473.27
September 2032	0.00	883,476.81	434.04
October 2032	0.00	862,811.67	396.59
November 2032	0.00	842,502.93	360.85
December 2032	0.00	822,545.10	326.74
January 2033	0.00	802,932.76	294.19
February 2033	0.00	783,660.58	263.13
March 2033	0.00	764,723.29	233.50
April 2033	0.00	746,115.72	205.24
May 2033	0.00	727,832.77	178.29
June 2033	0.00	709,869.40	152.59
July 2033	0.00	692,220.65	128.09
August 2033	0.00	674,881.64	104.73
September 2033	0.00	657,847.57	82.47
October 2033	0.00	641,113.68	61.26
November 2033	0.00	624,675.30	41.05
December 2033	0.00	608,527.84	21.80
January 2034	0.00	592,666.75	3.46
February 2034	0.00	577,087.57	0.00
March 2034	0.00	561,785.88	0.00
April 2034	0.00	546,757.35	0.00
May 2034	0.00	531,997.71	0.00
June 2034	0.00	517,502.75	0.00
July 2034	0.00	503,268.30	0.00
August 2034	0.00	489,290.28	0.00
September 2034	0.00	475,564.67	0.00
October 2034	0.00	462,087.48	0.00
November 2034	0.00	448,854.82	0.00

<u>Distribution Date</u>	<u>Classes FK and LB (in the aggregate)</u>	<u>Classes YA, YD, YE and YG (in the aggregate)</u>	<u>Classes DA and DB (in the aggregate)</u>
December 2034	\$ 0.00	\$ 435,862.82	\$ 0.00
January 2035	0.00	423,107.69	0.00
February 2035	0.00	410,585.69	0.00
March 2035	0.00	398,293.13	0.00
April 2035	0.00	386,226.39	0.00
May 2035	0.00	374,381.87	0.00
June 2035	0.00	362,756.07	0.00
July 2035	0.00	351,345.50	0.00
August 2035	0.00	340,146.75	0.00
September 2035	0.00	329,156.45	0.00
October 2035	0.00	318,371.27	0.00
November 2035	0.00	307,787.94	0.00
December 2035	0.00	297,403.25	0.00
January 2036	0.00	287,214.02	0.00
February 2036	0.00	277,217.11	0.00
March 2036	0.00	267,409.46	0.00
April 2036	0.00	257,788.02	0.00
May 2036	0.00	248,349.81	0.00
June 2036	0.00	239,091.88	0.00
July 2036	0.00	230,011.32	0.00
August 2036	0.00	221,105.29	0.00
September 2036	0.00	212,370.96	0.00
October 2036	0.00	203,805.57	0.00
November 2036	0.00	195,406.37	0.00
December 2036	0.00	187,170.69	0.00
January 2037	0.00	179,095.86	0.00
February 2037	0.00	171,179.28	0.00
March 2037	0.00	163,418.38	0.00
April 2037	0.00	155,810.62	0.00
May 2037	0.00	148,353.51	0.00
June 2037	0.00	141,044.58	0.00
July 2037	0.00	133,881.43	0.00
August 2037	0.00	126,861.66	0.00
September 2037	0.00	119,982.92	0.00
October 2037	0.00	113,242.90	0.00
November 2037	0.00	106,639.33	0.00
December 2037	0.00	100,169.96	0.00
January 2038	0.00	93,832.57	0.00
February 2038	0.00	87,625.00	0.00
March 2038	0.00	81,545.09	0.00
April 2038	0.00	75,590.74	0.00
May 2038	0.00	69,759.87	0.00
June 2038	0.00	64,050.42	0.00

<u>Distribution Date</u>	<u>Classes FK and LB (in the aggregate)</u>	<u>Classes YA, YD, YE and YG (in the aggregate)</u>	<u>Classes DA and DB (in the aggregate)</u>
July 2038	\$ 0.00	\$ 58,460.38	\$ 0.00
August 2038	0.00	52,987.76	0.00
September 2038	0.00	47,630.61	0.00
October 2038	0.00	42,387.01	0.00
November 2038	0.00	37,255.04	0.00
December 2038	0.00	32,232.84	0.00
January 2039	0.00	27,318.58	0.00
February 2039	0.00	22,510.44	0.00
March 2039	0.00	17,806.63	0.00
April 2039	0.00	13,205.40	0.00
May 2039	0.00	8,705.02	0.00
June 2039	0.00	4,303.78	0.00
July 2039 and thereafter	0.00	0.00	0.00

Exhibit A

Underlying Certificate

Trust Asset Group	Issuer	Series	Class	Issue Date	CUSIP Number	Interest Rate	Interest Type(1)	Final Distribution Date	Principal Type(1)	Original Notional Balance of Class	Underlying Certificate Factor(2)	Notional Balance in the Trust	Percentage of Class in Trust	Coupon of Mortgage Loans	Approximate Weighted Average Term to Maturity of Mortgage Loans (in months)	Approximate Weighted Average Loan Age of Mortgage Loans (in months)	Ginnie Mae I or II
3	Ginnie Mae	2009-094	LI	October 30, 2009	38376K2S9	4.50%	FIX/IO	December 2018	NTL (PT)	\$29,669,281	0.97909584	\$18,762,100	64.5876116782%	5.0%	104	75	I

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

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

Exhibit B

Cover Page and Terms Sheet from Underlying Certificate Disclosure Document



\$591,842,982

Government National Mortgage Association

GINNIE MAE®

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

Ginnie Mae REMIC Trust 2009-094

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-8 which highlights some of these risks.

The Sponsor and the Co-Sponsor will offer the securities from time to time in negotiated transactions at varying prices. We expect the closing date to be 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						
BD(1)	\$ 20,795,000	4.0%	PAC I	FIX	38376KV73	July 2038
BT(1)	22,949,000	4.0	PAC I	FIX	38376KV81	October 2039
GN	27,745,000	5.0	PAC I	FIX	38376KV99	April 2037
IC(1)	4,589,800	5.0	NTL (PAC I)	FIX/IO	38376KW23	October 2039
IN(1)	4,159,000	5.0	NTL (PAC I)	FIX/IO	38376KW31	July 2038
MA	20,000,000	4.5	PAC I	FIX	38376KW49	April 2037
MB	20,000,000	4.5	PAC I	FIX	38376KW56	April 2037
MC(1)	6,024,000	2.5	PAC I	FIX	38376KW64	May 2035
MD	1,476,000	5.0	PAC I	FIX	38376KW72	April 2037
ME	915,000	5.0	PAC I	FIX	38376KW80	November 2025
MG(1)	6,585,000	2.5	PAC I	FIX	38376KW98	April 2037
MI	4,000,000	5.0	NTL (PAC I)	FIX/IO	38376KX22	April 2037
MJ(1)	3,012,000	5.0	NTL (PAC I)	FIX/IO	38376KX30	May 2035
MV(1)	3,292,500	5.0	NTL (PAC I)	FIX/IO	38376KX48	April 2037
NI(1)	65,000,000	5.0	NTL (PAC I)	FIX/IO	38376KX55	April 2037
NO(1)	65,000,000	0.0	PAC I	PO	38376KX63	April 2037
QA	7,107,000	5.0	PAC II	FIX	38376KX71	October 2039
QB	1,335,000	5.0	PAC II	FIX	38376KX89	October 2039
UA	10,169,837	5.0	SUP	FIX	38376KX97	February 2039
UB	12,754,000	5.0	SUP	FIX	38376KY21	October 2039
UF	16,532,259	(5)	SUP	FLT/DLY	38376KY39	February 2039
UJ	2,000,000	5.5	SUP	FIX	38376KY47	February 2039
UL	2,000,000	4.5	SUP	FIX	38376KY54	February 2039
US	3,000,000	(5)	SUP	INV/DLY	38376KY62	February 2039
UT	1,612,904	(5)	SUP	INV/DLY	38376KY70	February 2039
UW	2,000,000	(5)	SUP	INV/DLY	38376KY88	February 2039
Security Group 2						
KC	100,000	5.5	PAC/AD	FIX	38376KY96	October 2039
KI	29,016,000	5.5	NTL (PAC/AD)	FIX/IO	38376KZ20	October 2039
KO(1)	153,538,000	0.0	PAC/AD	PO	38376KZ38	September 2039
KS(1)	98,703,000	(5)	NTL (PAC/AD)	INV/IO	38376KZ46	September 2039
KY(1)	98,703,000	(5)	NTL (PAC/AD)	FLT/IO	38376KZ53	September 2039
MF	3,889,286	(5)	PAC/AD	FLT/DLY	38376KZ61	October 2039
MS	2,160,714	(5)	PAC/AD	INV/DLY	38376KZ79	October 2039
ZA	40,312,000	5.5	SUP	FIX/Z	38376KZ87	October 2039
Security Group 3						
AB	43,800,000	5.0	SEQ	FIX	38376KZ95	February 2036
AC	2,500,000	5.0	SEQ	FIX	38376K2A8	October 2036
AD	3,500,000	5.0	SEQ	FIX	38376K2B6	October 2037
AE	4,450,000	5.0	SEQ	FIX	38376K2C4	November 2038
AG	100,000	4.5	SEQ	FIX	38376K2D2	November 2038
AH	50,000	6.0	SEQ	FIX	38376K2E0	November 2038
AK	2,300,000	5.0	SEQ	FIX	38376K2F7	June 2039
AL	1,700,000	5.0	SEQ	FIX	38376K2G5	October 2039
Security Group 4						
FA	27,283,539	(5)	PT	FLT	38376K2H3	October 2039
SA	27,283,539	(5)	NTL (PT)	INV/IO	38376K2J9	October 2039
Security Group 5						
GA	500,000	4.5	SC/SEQ	FIX	38376K2K6	September 2032
GB	700,000	4.5	SC/SEQ	FIX	38376K2L4	September 2032
GC	1,050,000	4.5	SC/SEQ	FIX	38376K2M2	September 2032
GD	250,000	4.5	SC/SEQ	FIX	38376K2N0	September 2032
GE	150,000	4.5	SC/SEQ	FIX	38376K2P5	September 2032
GH	104,736	4.5	SC/SEQ	FIX	38376K2Q3	September 2032
Security Group 6						
LA(1)	53,404,707	2.0	PT	FIX	38376K2R1	December 2018
LI(1)	29,669,281	4.5	NTL (PT)	FIX/IO	38376K2S9	December 2018
Residual						
RR	0	0.0	NPR	NPR	38376K2T7	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 will be reduced is indicated in parentheses.
- (4) See “Yield, Maturity and Prepayment Considerations — Final Distribution Date” in this Supplement.
- (5) See “Terms Sheet — Interest Rates” in this Supplement.

Citi

Guzman & Co.

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

TERMS SHEET

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

Sponsor: Citigroup Global Markets Inc.

Co-Sponsor: Guzman & Co.

Trustee: Wells Fargo Bank, N.A.

Tax Administrator: The Trustee

Closing Date: October 30, 2009

Distribution Dates: For the Group 1, Group 3 and Group 5 Securities, the 20th day of each month or if the 20th day is not a Business Day, the first Business Day thereafter, commencing in November 2009. For the Group 2, Group 4 and Group 6 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 I	5.5%	30
3	Ginnie Mae II	5.0%	30
4	Ginnie Mae I	7.0%	30
5	Underlying Certificate	(1)	(1)
6	Ginnie Mae I	4.5%	15

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

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

Assumed Characteristics of the Mortgage Loans Underlying the Group 1, 2, 3, 4 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			
\$250,000,000	358	2	5.346%
Group 2 Trust Assets			
\$200,000,000	338	20	6.000%
Group 3 Trust Assets			
\$ 58,400,000	359	1	5.381%
Group 4 Trust Assets			
\$ 27,283,539	343	16	7.500%
Group 6 Trust Assets			
\$ 53,404,707	105	74	5.000%

¹ As of October 1, 2009.

² Does not include the Group 3 Trust Assets that will be added to pay the Trustee Fee.

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

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

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

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

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

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

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

<u>Class</u>	<u>Interest Rate Formula(1)</u>	<u>Initial Interest Rate(2)</u>	<u>Minimum Rate</u>	<u>Maximum Rate</u>	<u>Delay (in days)</u>	<u>LIBOR for Minimum Interest Rate</u>
FA	LIBOR + 0.70%	0.9443800%	0.70%	7.00000000%	0	0.00%
KF	LIBOR + 0.70%	0.9462500%	0.70%	7.00000000%	0	0.00%
KS	6.30% – LIBOR	6.0537500%	0.00%	6.30000000%	0	6.30%
KY	LIBOR + 0.70%	0.9462500%	0.70%	7.00000000%	0	0.00%
MF	LIBOR + 1.40%	1.6462500%	1.40%	7.00000000%	15	0.00%
MS	10.08% – (LIBOR x 1.80)	9.6367500%	0.00%	10.08000000%	15	5.60%
SA	6.30% – LIBOR	6.0556200%	0.00%	6.30000000%	0	6.30%
UF	LIBOR + 1.25%	1.4962500%	1.25%	7.00000000%	19	0.00%
US	14.375% – (LIBOR x 2.50)	13.7593750%	0.00%	14.37500000%	19	5.75%
UT	32.20% – (LIBOR x 5.60)	7.0000000%	0.00%	7.00000000%	19	5.75%
UW	20.32258065% – (LIBOR x 4.51612903)	19.2104839%	0.00%	20.32258065%	19	4.50%

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

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

SECURITY GROUP 1

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

1. 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. Concurrently, as follows:
 - i. 89.8473721614% concurrently, to GN, MA, MB and NO, pro rata, until retired
 - ii. 5.0763139193% sequentially, to MC and MD, in that order, until retired
 - iii. 5.0763139193% sequentially, to ME and MG, in that order, until retired
 - b. Sequentially, to BD and BT, in that order, until retired
2. Sequentially, to QA and QB, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
3. Concurrently, to UA, UF, UJ, UL, US, UT and UW, pro rata, until retired
4. To UB, until retired
5. Sequentially, to QA and QB, 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 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 ZA 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 MF and MS, pro rata, until 0.00166667% of their aggregate current Principal Balance has been distributed on this Distribution Date
 - b. To KO, until reduced to its Scheduled Principal Balance for that Distribution Date
 - c. Concurrently, to MF and MS, pro rata, until their aggregate Principal Balance has been reduced to \$1,210,000
 - d. To KO, without regard to its Scheduled Principal Balance, until retired
 - e. Concurrently, to MF and MS, pro rata, until retired
 - f. To KC, until retired
2. To ZA, until retired
3. To the Group 2 PAC Classes, in the same manner and priority described in step 1 above, but without regard to their Aggregate Scheduled Principal Balance, until retired

SECURITY GROUP 3

A percentage of the Group 3 Principal Distribution Amount will be applied to the Trustee Fee, and the remainder of the Group 3 Principal Distribution Amount (the “Group 3 Adjusted Principal Distribution Amount”) will be allocated in the following order of priority:

1. Sequentially, to AB, AC and AD, in that order, until retired
2. Concurrently, to AE, AG and AH, pro rata, until retired
3. Sequentially, to AK and AL, in that order, until retired

SECURITY GROUP 4

The Group 4 Principal Distribution Amount will be allocated to FA, until retired

SECURITY GROUP 5

The Group 5 Principal Distribution Amount will be allocated, sequentially, to GA, GB, GC, GD, GE and GH, in that order, until retired

SECURITY GROUP 6

The Group 6 Principal Distribution Amount will be allocated to LA, until retired.

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

<u>Class</u>	<u>Structuring Ranges</u>
PAC Classes	
KC, KO, MF and MS (in the aggregate)	170% PSA through 303% PSA
KO*	219% PSA through 400% PSA
PAC I Classes	
BD, BT, GN, MA, MB, MC, MD, ME, MG and NO (in the aggregate)	120% PSA through 250% PSA
PAC II Classes	
QA and QB (in the aggregate)	135% PSA through 250% PSA

* The Initial Effective Range is 150% PSA through 303% PSA.

Accrual Class: Interest will accrue on the 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 Class as interest. Interest so accrued on the Accrual Class on each Distribution Date will constitute the Accrual Amount, which will be added to the Class Principal Balance of that Class on each Distribution Date and will be distributable as principal as set forth in this Terms Sheet under “Allocation of Principal.”

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

<u>Class</u>	<u>Original Class Notional Balance</u>	<u>Represents Approximately</u>
IC	\$ 4,589,800	20% of BT (PAC I Class)
IN	4,159,000	20% of BD (PAC I Class)
KI	29,016,000	18.1818181818% of KO, MF and MS (in the aggregate) (PAC/AD Classes)
KJ	125,622,000	81.8181818182% of KO (PAC/AD Class)
KS	98,703,000	64.2857142857% of KO (PAC/AD Class)
KY	98,703,000	64.2857142857% of KO (PAC/AD Class)
LI	29,669,281	55.5555555556% of LA (PT Class)
MI	4,000,000	10% of MA and MB (in the aggregate) (PAC I Classes)
MJ	3,012,000	50% of MC (PAC I Class)
MV	3,292,500	50% of MG (PAC I Class)
NI	65,000,000	100% of NO (PAC I Class)
SA	27,283,539	100% of FA (PT Class)

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

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



\$1,195,251,143

**Government National
Mortgage Association**

GINNIE MAE[®]

**Guaranteed REMIC
Pass-Through Securities
and MX Securities
Ginnie Mae REMIC Trust 2009-104**

OFFERING CIRCULAR SUPPLEMENT
November 19, 2009

**Citi
Sandgrain Securities Inc.**