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

$250,000,000

Government National Mortgage Association
GINNIE MAE®

Guaranteed REMIC Pass-Through Securities and MX Securities Ginnie Mae REMIC Trust 2009-107

The Securities

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

The Ginnie Mae Guaranty

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

The Trust and its Assets

The Trust will own Ginnie Mae Certificates.

Class of REMIC Securities	Original Principal Balance(2)	Interest Rate	Principal Type(3)	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
C	$58,560,000	5.00%	SUP	FIX	38376EJ48	November 2039
GF	46,723,636	(5)	PAC	FLT	38376EJ55	October 2038
GS	46,723,636	(5)	NTL (PAC)	INV/IO	38376EJ63	October 2038
KD(1)	62,392,000	4.25	PAC	FIX	38376EJ71	December 2032
QL	20,120,000	5.00	PAC	FIX	38376EJ89	November 2039
U(1)	38,384,364	4.25	PAC	FIX	38376EJ97	October 2038
W(1)	23,820,000	4.25	PAC	FIX	38376EK20	June 2035
Residual						
RR	0	0.00	NPR	NPR	38376EK38	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 the Notional Class (indicated by "NTL" under Principal Type) is its original Class Notional Balance and does not represent principal that will be paid.
(3) As defined under "Class Types" in Appendix I to the Base Offering Circular. The type of Class with which the Class Notional Balance of the Notional Class will be reduced is indicated in parentheses.
(4) *See "Yield, Maturity and Prepayment Considerations — Final Distribution Date" in this Supplement.*
(5) *See "Terms Sheet — Interest Rates" in this Supplement.*

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

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

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

JPMorgan **Loop Capital Markets LLC**

The date of this Offering Circular Supplement is November 19, 2009.

AVAILABLE INFORMATION

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

- this Offering Circular Supplement (this "Supplement") and
- the Base Offering Circular.

The Base Offering Circular is available on Ginnie Mae's website located at http://www.ginniemae.gov.

If you do not have access to the internet, call The Bank of New York Mellon, which will act as information agent for the Trust, at (800) 234-GNMA, to order copies of the Base Offering Circular.

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

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TERMS SHEET

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

Sponsor: J.P. Morgan Securities Inc.

Co-Sponsor: Loop Capital Markets LLC

Trustee: Wells Fargo Bank, N.A.

Tax Administrator: The Trustee

Closing Date: November 30, 2009

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

Trust Assets:

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

Assumed Characteristics of the Mortgage Loans Underlying the Trust Assets[1]:

Principal Balance[2]	Weighted Average Remaining Term to Maturity (in months)	Weighted Average Loan Age (in months)	Weighted Average Mortgage Rate[3]
$250,000,000	358	2	5.381%

[1] As of November 1, 2009.
[2] Does not include the Trust Assets that will be added to pay the Trustee Fee.
[3] The Mortgage Loans underlying the Trust Assets may bear interest at rates ranging from 0.25% to 1.50% per annum above the Certificate Rate.

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

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

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

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

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

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

Class	Interest Rate Formula(1)	Initial Interest Rate(2)	Minimum Rate	Maximum Rate	Delay (in days)	LIBOR for Minimum Interest Rate
GF	LIBOR + 0.67%	0.91156%	0.67%	7.00%	0	0.0000%
GS	6.33% − LIBOR	6.08844%	0.00%	6.33%	0	6.3300%

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

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

Allocation of Principal: On each Distribution Date, a percentage of the Principal Distribution Amount will be applied to the Trustee Fee, and the remainder of the Principal Distribution Amount (the "Adjusted Principal Distribution Amount") will be allocated in the following order of priority:

1. To the PAC Classes, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, allocated as follows:

   a. Concurrently:

      i. 72.7272729395%, sequentially, to KD, W and U, in that order, until retired

      ii. 27.2727270605% to GF, until retired

   b. To QL, until retired

2. To C, until retired

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

Scheduled Principal Balances: The 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 Range:

PAC Classes	Structuring Range
GF, KD, QL, U and W (in the aggregate)	120% PSA through 250% PSA

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:

Class	Original Class Notional Balance	Represents Approximately
GS	$ 46,723,636	100% of GF (PAC Class)
ID	53,033,200	85% of KD (PAC Class)
IE	73,280,200	85% of KD and W (in the aggregate) (PAC Classes)
IQ	105,906,909	85% of KD, U and W (in the aggregate) (PAC Classes)
UI	1,919,218	5% of U (PAC Class)
WI	1,191,000	5% of W (PAC Class)
YI	3,110,218	5% of U and W (in the aggregate) (PAC Classes)

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

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

RISK FACTORS

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

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

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

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

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

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

Under certain circumstances, a Ginnie Mae issuer has the right to repurchase a defaulted mortgage loan from the related pool of mortgage loans underlying a particular Ginnie Mae MBS Certificate, the effect of which would be comparable to a prepayment of such mortgage loan. At its option and without Ginnie Mae's prior consent, a Ginnie Mae issuer may repurchase any mortgage loan at an amount equal to par less any amounts previously advanced by such issuer in connection with its responsibilities as servicer of such mortgage loan to the extent that (i) in the case of a mortgage loan included in a pool of mortgage loans underlying a Ginnie Mae MBS Certificate issued on or before December 1, 2002, such mortgage loan has been delinquent for four consecutive months, and at least one delinquent payment remains uncured or (ii) in the case of a mortgage loan included in a pool of mortgage loans underlying a Ginnie Mae MBS Certificate issued on or after January 1, 2003, no payment has been made on such mortgage loan for three consecutive months. Any such repurchase will result in prepayment of the principal balance or reduction in the notional balance of the securities ultimately backed by such mortgage loan. No assurances can be given as to the timing or frequency of any such repurchases.

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

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

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

Up to 10% of the mortgage loans underlying the trust assets may consist of higher balance mortgage loans or high balance loans. Subject to special pooling parameters set forth in the Ginnie Mae Mortgage-Backed Securities Guide, qualifying federally-insured or guaranteed mortgage loans that exceed certain balance thresholds established by Ginnie Mae ("higher balance mortgage loans") may be included in Ginnie Mae guaranteed pools. There are no historical performance data regarding the prepayment rates for higher balance mortgage loans. If the higher balance mortgage loans prepay faster or slower than expected, the weighted average lives and yields of the related securities are likely to be affected, perhaps significantly. Furthermore, higher balance mortgage loans tend to be concentrated in certain geographic areas, which may experience relatively higher rates of defaults in the event of adverse economic conditions. No assurances can be given about the prepayment experience or performance of the higher balance mortgage loans.

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

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

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

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

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

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

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

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

THE TRUST ASSETS

General

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

The Trust MBS

The Trust MBS are either:

1. Ginnie Mae II MBS Certificates guaranteed by Ginnie Mae, or

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

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

The Mortgage Loans

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

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

The Trustee Fee

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

GINNIE MAE GUARANTY

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

DESCRIPTION OF THE SECURITIES

General

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

Form of Securities

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

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

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

Distributions

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

Interest Distributions

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

- Interest will be calculated on the basis of a 360-day year consisting of twelve 30-day months.
- Interest distributable 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 on each Class of Securities for any Distribution Date by using the Class Factors published in the preceding month. *See "— Class Factors" below.*

Categories of Classes

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

Accrual Periods

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

Class	Accrual Period
Fixed Rate Classes	The calendar month preceding the related Distribution Date
Floating Rate and Inverse Floating Rate Classes	From the 20th day of the month preceding the month of the related Distribution Date through the 19th day of the month of that Distribution Date

Fixed Rate Classes

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

Floating Rate and Inverse Floating Rate Classes

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

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

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

Principal Distributions

The Adjusted Principal Distribution Amount will be distributed to the Holders entitled thereto as described under "Terms Sheet — Allocation of Principal" in this Supplement. Investors can calculate the amount of principal to be distributed with respect to any Distribution Date by using the Class Factors published in the preceding and current months. *See "— Class Factors" below.*

Categories of Classes

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

Notional Classes

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

Residual Securities

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

Class Factors

The Trustee will calculate and make available for each Class of Securities, no later than the day preceding the Distribution Date, the factor (carried out to eight decimal places) that when multiplied by the Original Class Principal Balance (or original Class Notional Balance) of that Class, determines the Class Principal Balance (or Class Notional Balance) after giving effect to the distribution of principal to be made on the Securities 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 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 can calculate the amount of principal and interest to be distributed to 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 Classes shown on Schedule I to this Supplement. Similarly, all or a portion of the related MX Classes may be exchanged for proportionate interests in the related Class or Classes of REMIC Securities and, in the case of Combinations 1, 2, 3 and 6, other related MX Classes. This process may occur repeatedly.

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

In the case of Combinations 1, 2, 3 and 6, the REMIC Securities may be exchanged for proportionate interests in various subcombinations of MX Classes. Similarly, all or a portion of these MX Classes may be exchanged for proportionate interests in the related REMIC Securities or in other subcombinations of the MX Classes. Each subcombination may be effected only in proportions that result in the principal and interest entitlements of the Securities received being equal to the entitlements of the Securities surrendered. *See the example under "Description of the Securities — Modification and Exchange" in the Base Offering Circular.*

A Beneficial Owner proposing to effect an exchange must notify the Trustee through the Beneficial Owner's Book-Entry Depository participant. This notice must be received by the Trustee not later than two Business Days before the proposed exchange date. The exchange date can be any Business Day other than the last Business Day of the month. The notice must contain the outstanding principal and notional balances of the Securities to be included in the exchange and the proposed exchange date. The notice is required to be delivered to the Trustee in writing at its Corporate Trust Office at 45 Broadway, 12th Floor, New York, NY 10006, Attention: Trust Administrator Ginnie Mae 2009-107. The Trustee may be contacted by telephone at (212) 515-5262 and by fax at (212) 509-1042.

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

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

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

YIELD, MATURITY AND PREPAYMENT CONSIDERATIONS

General

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

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

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

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

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

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

Securities that Receive Principal on the Basis of Schedules

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

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

PAC Classes	Initial Effective Range
GF, KD, QL, U and W (in the aggregate)	120% PSA through 250% PSA

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

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

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

Moreover, the 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 Mortgage Loans.

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

If the Mortgage Loans prepay at rates that are generally above the Effective Range for any PAC Class, its supporting Class 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 following assumptions (the "Modeling Assumptions"), among others:

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

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

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

4. A termination of the 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. Each Class is held from the Closing Date and is not exchanged in whole or in part.

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

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

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

Decrement Tables

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

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

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

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

(a) multiplying the net reduction, if any, of the Class Principal Balance (or the net reduction of the Class Notional Balance, in the case of a Notional Class) from one Distribution Date to the next Distribution Date by the number of years from the date of issuance thereof to the related Distribution Date,

(b) summing the results, and

(c) dividing the sum by the aggregate amount of the assumed net reductions in principal balance or notional amount, as applicable, referred to in clause (a).

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

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

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

	PSA Prepayment Assumption Rates																			
	Classes AD, BD, CD, D, ED, HD, ID, KD, LD, MD, ND, OD, PD, QD and WD					Classes AE, BE, CE, DE, HE, IE, JE, KE, LE, ME, NE, OE, PE, QE and WE					Classes AQ, BQ, CQ, DQ, EQ, GF, GQ, GS, HQ, IQ, JQ, KQ, LQ, MQ, OQ, PQ and WQ					Class C				
Distribution Date	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	97	90	90	90	90	98	93	93	93	93	98	95	95	95	95	100	100	94	91	80
November 2011	93	72	72	72	72	95	80	80	80	80	97	86	86	86	86	100	100	81	70	37
November 2012	90	50	50	50	42	92	64	64	64	58	95	75	75	75	71	100	100	66	46	0
November 2013	86	28	28	28	1	90	48	48	48	28	93	64	64	64	50	100	100	54	28	0
November 2014	81	9	9	9	0	87	34	34	34	5	91	54	54	54	34	100	100	45	15	0
November 2015	77	0	0	0	0	83	21	21	21	0	88	45	45	45	23	100	100	39	7	0
November 2016	72	0	0	0	0	80	9	9	9	0	86	37	37	37	14	100	100	35	2	0
November 2017	67	0	0	0	0	76	0	0	0	0	83	29	29	29	7	100	100	32	0	0
November 2018	61	0	0	0	0	72	0	0	0	0	81	22	22	22	2	100	100	31	0	0
November 2019	56	0	0	0	0	68	0	0	0	0	78	16	16	16	0	100	97	30	0	0
November 2020	49	0	0	0	0	63	0	0	0	0	75	11	11	11	0	100	94	28	0	0
November 2021	43	0	0	0	0	59	0	0	0	0	71	7	7	7	0	100	90	26	0	0
November 2022	36	0	0	0	0	53	0	0	0	0	68	4	4	4	0	100	85	23	0	0
November 2023	28	0	0	0	0	48	0	0	0	0	64	1	1	1	0	100	79	21	0	0
November 2024	20	0	0	0	0	42	0	0	0	0	60	0	0	0	0	100	73	19	0	0
November 2025	11	0	0	0	0	36	0	0	0	0	56	0	0	0	0	100	67	17	0	0
November 2026	2	0	0	0	0	29	0	0	0	0	51	0	0	0	0	100	61	15	0	0
November 2027	0	0	0	0	0	22	0	0	0	0	46	0	0	0	0	100	55	13	0	0
November 2028	0	0	0	0	0	15	0	0	0	0	41	0	0	0	0	100	49	11	0	0
November 2029	0	0	0	0	0	6	0	0	0	0	35	0	0	0	0	100	43	9	0	0
November 2030	0	0	0	0	0	0	0	0	0	0	29	0	0	0	0	100	38	8	0	0
November 2031	0	0	0	0	0	0	0	0	0	0	23	0	0	0	0	100	32	7	0	0
November 2032	0	0	0	0	0	0	0	0	0	0	16	0	0	0	0	100	27	5	0	0
November 2033	0	0	0	0	0	0	0	0	0	0	9	0	0	0	0	100	22	4	0	0
November 2034	0	0	0	0	0	0	0	0	0	0	1	0	0	0	0	100	18	3	0	0
November 2035	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	100	14	2	0	0
November 2036	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	87	10	2	0	0
November 2037	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	60	6	1	0	0
November 2038	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	31	3	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)	10.2	3.0	3.0	3.0	2.6	12.7	4.0	4.0	4.0	3.2	15.9	6.0	6.0	6.0	4.3	28.3	19.1	7.7	3.1	1.7

	PSA Prepayment Assumption Rates																			
	Class QL					Classes U, UI and UP					Classes W, WI and WP					Classes Y, YI and YP				
Distribution Date	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	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
November 2011	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
November 2012	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
November 2013	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
November 2014	100	100	100	100	100	100	100	100	100	100	100	100	100	100	19	100	100	100	100	69
November 2015	100	100	100	100	100	100	100	100	100	74	100	76	76	76	0	100	91	91	91	45
November 2016	100	100	100	100	100	100	100	100	100	45	100	32	32	32	0	100	74	74	74	28
November 2017	100	100	100	100	100	100	95	95	95	24	100	0	0	0	0	100	59	59	59	15
November 2018	100	100	100	100	100	100	72	72	72	8	100	0	0	0	0	100	45	45	45	5
November 2019	100	100	100	100	89	100	53	53	53	0	100	0	0	0	0	100	33	33	33	0
November 2020	100	100	100	100	66	100	37	37	37	0	100	0	0	0	0	100	23	23	23	0
November 2021	100	100	100	100	48	100	24	24	24	0	100	0	0	0	0	100	15	15	15	0
November 2022	100	100	100	100	35	100	13	13	13	0	100	0	0	0	0	100	8	8	8	0
November 2023	100	100	100	100	26	100	4	4	4	0	100	0	0	0	0	100	2	2	2	0
November 2024	100	89	89	89	19	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0
November 2025	100	72	72	72	14	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0
November 2026	100	58	58	58	10	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0
November 2027	100	47	47	47	7	100	0	0	0	0	80	0	0	0	0	92	0	0	0	0
November 2028	100	37	37	37	5	100	0	0	0	0	53	0	0	0	0	82	0	0	0	0
November 2029	100	29	29	29	4	100	0	0	0	0	24	0	0	0	0	71	0	0	0	0
November 2030	100	23	23	23	3	95	0	0	0	0	0	0	0	0	0	59	0	0	0	0
November 2031	100	18	18	18	2	75	0	0	0	0	0	0	0	0	0	46	0	0	0	0
November 2032	100	14	14	14	1	53	0	0	0	0	0	0	0	0	0	32	0	0	0	0
November 2033	100	10	10	10	1	29	0	0	0	0	0	0	0	0	0	18	0	0	0	0
November 2034	100	7	7	7	1	4	0	0	0	0	0	0	0	0	0	2	0	0	0	0
November 2035	40	5	5	5	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2036	3	3	3	3	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2037	2	2	2	2	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2038	1	1	1	1	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)	25.9	18.7	18.7	18.7	12.8	23.1	10.5	10.5	10.5	7.0	19.1	6.6	6.6	6.6	4.6	21.5	9.0	9.0	9.0	6.1

Yield Considerations

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

Prepayments: Effect on Yields

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

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

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

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

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

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

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

The Mortgage Loans will not prepay at any constant rate until maturity, nor will all of the Mortgage Loans 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 Class. High levels of LIBOR can significantly reduce the yield of the Inverse Floating Rate Class. In addition, the Floating Rate Class will not necessarily benefit from a higher yield at high levels of LIBOR because the rate on such Class is capped at a maximum rate described under "Terms Sheet — Interest Rates."

Payment Delay: Effect on Yields of the Fixed Rate Classes

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

Yield Tables

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

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

The yields were calculated by

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

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

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

The information set forth in the following tables was prepared on the basis of the Modeling Assumptions and the assumptions that (1) the Interest Rate applicable to the Inverse Floating Rate 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.**

Sensitivity of Class GS to Prepayments
Assumed Price 8.0%*

	PSA Prepayment Assumption Rates			
LIBOR	120%	200%	250%	400%
0.15000%	79.6%	79.6%	79.6%	77.1%
0.24156%	78.0%	78.0%	78.0%	75.6%
3.28578%	29.2%	29.2%	29.2%	23.3%
6.33000% 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 ID to Prepayments
Assumed Price 10.0%*

PSA Prepayment Assumption Rates				
120%	200%	250%	400%	626%
23.3%	23.3%	23.3%	16.7%	0.0%

Sensitivity of Class IE to Prepayments
Assumed Price 12.5%*

PSA Prepayment Assumption Rates				
120%	200%	250%	400%	560%
20.7%	20.7%	20.7%	12.2%	0.0%

Sensitivity of Class IQ to Prepayments
Assumed Price 15.0%*

PSA Prepayment Assumption Rates				
120%	200%	250%	400%	638%
21.4%	21.4%	21.4%	14.6%	0.0%

Sensitivity of Class OD to Prepayments
Assumed Price 92.5%

PSA Prepayment Assumption Rates			
120%	200%	250%	400%
2.6%	2.6%	2.6%	3.0%

Sensitivity of Class OE to Prepayments
Assumed Price 91.20388693%

PSA Prepayment Assumption Rates			
120%	200%	250%	400%
2.3%	2.3%	2.3%	3.0%

Sensitivity of Class OQ to Prepayments
Assumed Price 89.74774108%

PSA Prepayment Assumption Rates			
120%	200%	250%	400%
1.8%	1.8%	1.8%	2.5%

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

Sensitivity of Class UI to Prepayments
Assumed Price 20.0%*

PSA Prepayment Assumption Rates				
120%	200%	250%	400%	737%
23.0%	23.0%	23.0%	17.6%	0.1%

Sensitivity of Class WI to Prepayments
Assumed Price 20.0%*

PSA Prepayment Assumption Rates				
120%	200%	250%	400%	471%
16.5%	16.5%	16.5%	5.8%	0.1%

Sensitivity of Class YI to Prepayments
Assumed Price 20.0%*

PSA Prepayment Assumption Rates				
120%	200%	250%	400%	642%
21.0%	21.0%	21.0%	14.1%	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.

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 GS Securities are "Interest Weighted Securities" as described in "Certain Federal Income Tax Consequences — Tax Treatment of Regular Securities — Interest Weighted Securities and Non-VRDI Securities" in the Base Offering Circular. Although the tax treatment of Interest Weighted Securities is not entirely certain, Holders of the Interest Weighted Securities should expect to accrue all income on these Securities (other than income attributable to market discount or *de minimis* market discount) under the original issue discount ("OID") rules based on the expected payments on these Securities at the prepayment assumption described below.

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

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

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

Residual Securities

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

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

MX Securities

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

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

ERISA MATTERS

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

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

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

See "ERISA Considerations" in the Base Offering Circular.

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

LEGAL INVESTMENT CONSIDERATIONS

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

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

See "Legal Investment Considerations" in the Base Offering Circular.

PLAN OF DISTRIBUTION

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

INCREASE IN SIZE

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

LEGAL MATTERS

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

Available Combinations(1)

REMIC Securities		MX Securities						
Class	Original Class Principal Balance	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 1(5)								
KD	$62,392,000	AD	$ 62,392,000	PAC	2.50%	FIX	38376EK46	December 2032
		BD	62,392,000	PAC	2.75	FIX	38376EK53	December 2032
		CD	62,392,000	PAC	3.00	FIX	38376EK61	December 2032
		D	53,033,200	PAC	5.00	FIX	38376EK79	December 2032
		ED	62,392,000	PAC	3.25	FIX	38376EK87	December 2032
		HD	62,392,000	PAC	3.75	FIX	38376EK95	December 2032
		ID	53,033,200	NTL(PAC)	5.00	FIX/IO	38376EL29	December 2032
		LD	58,925,777	PAC	4.50	FIX	38376EL37	December 2032
		MD	55,824,421	PAC	4.75	FIX	38376EL45	December 2032
		ND	62,392,000	PAC	3.50	FIX	38376EL52	December 2032
		OD	62,392,000	PAC	0.00	PO	38376EL60	December 2032
		PD	62,392,000	PAC	4.00	FIX	38376EL78	December 2032
		QD	62,392,000	PAC	2.25	FIX	38376EL86	December 2032
		WD	62,392,000	PAC	2.00	FIX	38376EL94	December 2032

REMIC Securities		MX Securities						
Class	Original Class Principal Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 2(5)								
KD	$62,392,000	AE	$ 86,212,000	PAC	2.25%	FIX	38376EM28	June 2035
W	23,820,000	BE	86,212,000	PAC	2.75	FIX	38376EM36	June 2035
		CE	86,212,000	PAC	3.00	FIX	38376EM44	June 2035
		DE	86,212,000	PAC	3.25	FIX	38376EM51	June 2035
		HE	86,212,000	PAC	3.75	FIX	38376EM69	June 2035
		IE	73,280,200	NTL(PAC)	5.00	FIX/IO	38376EM77	June 2035
		JE	86,212,000	PAC	4.00	FIX	38376EM85	June 2035
		KE	86,212,000	PAC	4.25	FIX	38376EM93	June 2035
		LE	81,422,444	PAC	4.50	FIX	38376EN27	June 2035
		ME	77,137,052	PAC	4.75	FIX	38376EN35	June 2035
		NE	73,280,200	PAC	5.00	FIX	38376EN43	June 2035
		OE	86,212,000	PAC	0.00	PO	38376EN50	June 2035
		PE	86,212,000	PAC	2.50	FIX	38376EN68	June 2035
		QE	86,212,000	PAC	3.50	FIX	38376EN76	June 2035
		WE	86,212,000	PAC	2.00	FIX	38376EN84	June 2035

REMIC Securities		MX Securities						
Class	Original Class Principal Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 3(5)								
KD	$62,392,000	AQ	$124,596,364	PAC	2.50%	FIX	38376EN92	October 2038
U	38,384,364	BQ	124,596,364	PAC	2.75	FIX	38376EP25	October 2038
W	23,820,000	CQ	124,596,364	PAC	3.00	FIX	38376EP33	October 2038
		DQ	124,596,364	PAC	3.25	FIX	38376EP41	October 2038
		EQ	124,596,364	PAC	3.50	FIX	38376EP58	October 2038
		GQ	124,596,364	PAC	3.75	FIX	38376EP66	October 2038
		HQ	124,596,364	PAC	4.00	FIX	38376EP74	October 2038
		IQ	105,906,909	NTL(PAC)	5.00	FIX/IO	38376EP82	October 2038
		JQ	111,480,957	PAC	4.75	FIX	38376EP90	October 2038
		KQ	117,674,343	PAC	4.50	FIX	38376EQ24	October 2038
		LQ	124,596,364	PAC	4.25	FIX	38376EQ32	October 2038
		MQ	105,906,909	PAC	5.00	FIX	38376EQ40	October 2038
		OQ	124,596,364	PAC	0.00	PO	38376EQ57	October 2038
		PQ	124,596,364	PAC	2.25	FIX	38376EQ65	October 2038
		WQ	124,596,364	PAC	2.00	FIX	38376EQ73	October 2038
Combination 4								
U	$38,384,364	UI	$ 1,919,218	NTL(PAC)	5.00%	FIX/IO	38376EQ81	October 2038
		UP	38,384,364	PAC	4.00	FIX	38376EQ99	October 2038
Combination 5								
W	$23,820,000	WI	$ 1,191,000	NTL(PAC)	5.00%	FIX/IO	38376ER23	June 2035
		WP	23,820,000	PAC	4.00	FIX	38376ER31	June 2035

REMIC Securities		MX Securities						
Class	**Original Class Principal Balance**	**Related MX Class**	**Maximum Original Class Principal Balance or Class Notional Balance(2)**	**Principal Type(3)**	**Interest Rate**	**Interest Type(3)**	**CUSIP Number**	**Final Distribution Date(4)**
Combination 6(5)								
U	$38,384,364	Y	$ 62,204,364	PAC	4.25%	FIX	38376ER49	October 2038
W	23,820,000	YI	3,110,218	NTL(PAC)	5.00	FIX/IO	38376ER56	October 2038
		YP	62,204,364	PAC	4.00	FIX	38376ER64	October 2038

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

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

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

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

(5) In the case of Combinations 1, 2, 3 and 6, various subcombinations are permitted. *See "Description of the Securities — Modification and Exchange" in the Base Offering Circular for a discussion of subcombinations.*

Schedule II

SCHEDULED PRINCIPAL BALANCES

Distribution Date	Classes GF, KD, QL, U and W (in the aggregate)
Initial Balance	$191,440,000.00
December 2009	191,006,701.32
January 2010	190,522,322.80
February 2010	189,987,032.57
March 2010	189,401,030.38
April 2010	188,764,547.50
May 2010	188,077,846.67
June 2010	187,341,221.88
July 2010	186,554,998.30
August 2010	185,719,532.00
September 2010	184,835,209.74
October 2010	183,902,448.73
November 2010	182,921,696.32
December 2010	181,893,429.62
January 2011	180,818,155.21
February 2011	179,696,408.73
March 2011	178,528,754.41
April 2011	177,315,784.67
May 2011	176,058,119.62
June 2011	174,756,406.53
July 2011	173,411,319.31
August 2011	172,023,557.92
September 2011	170,593,847.81
October 2011	169,122,939.22
November 2011	167,611,606.61
December 2011	166,060,647.94
January 2012	164,470,883.99
February 2012	162,843,157.59
March 2012	161,178,332.93
April 2012	159,524,351.51
May 2012	157,881,145.11
June 2012	156,248,645.97
July 2012	154,626,786.73
August 2012	153,015,500.46
September 2012	151,414,720.63
October 2012	149,824,381.14
November 2012	148,244,416.31
December 2012	146,674,760.86

Distribution Date	Classes GF, KD, QL, U and W (in the aggregate)
January 2013	$145,115,349.90
February 2013	143,566,118.96
March 2013	142,027,003.98
April 2013	140,497,941.29
May 2013	138,978,867.62
June 2013	137,469,720.08
July 2013	135,970,436.19
August 2013	134,480,953.85
September 2013	133,001,211.35
October 2013	131,531,147.37
November 2013	130,070,700.96
December 2013	128,619,811.56
January 2014	127,178,418.97
February 2014	125,746,463.40
March 2014	124,323,885.41
April 2014	122,910,625.91
May 2014	121,506,626.22
June 2014	120,111,828.00
July 2014	118,726,173.28
August 2014	117,349,604.46
September 2014	115,982,064.27
October 2014	114,623,495.83
November 2014	113,273,842.61
December 2014	111,933,048.40
January 2015	110,601,057.39
February 2015	109,277,814.08
March 2015	107,963,263.32
April 2015	106,657,350.33
May 2015	105,360,020.65
June 2015	104,071,220.15
July 2015	102,790,895.06
August 2015	101,518,991.94
September 2015	100,255,457.68
October 2015	99,000,239.49
November 2015	97,753,284.92
December 2015	96,514,541.85
January 2016	95,283,958.49
February 2016	94,061,483.36
March 2016	92,847,065.29
April 2016	91,640,653.47
May 2016	90,442,197.36

Distribution Date	Classes GF, KD, QL, U and W (in the aggregate)
June 2016	$ 89,251,646.77
July 2016	88,068,951.80
August 2016	86,894,062.88
September 2016	85,726,930.74
October 2016	84,567,506.40
November 2016	83,415,741.22
December 2016	82,271,586.84
January 2017	81,134,995.22
February 2017	80,005,918.58
March 2017	78,884,309.49
April 2017	77,770,120.78
May 2017	76,663,305.59
June 2017	75,563,817.34
July 2017	74,471,609.75
August 2017	73,386,636.84
September 2017	72,308,852.89
October 2017	71,238,212.48
November 2017	70,174,670.48
December 2017	69,118,182.02
January 2018	68,068,702.54
February 2018	67,026,187.73
March 2018	65,990,593.57
April 2018	64,968,466.33
May 2018	63,961,302.21
June 2018	62,968,888.97
July 2018	61,991,017.31
August 2018	61,027,480.88
September 2018	60,078,076.17
October 2018	59,142,602.52
November 2018	58,220,862.05
December 2018	57,312,659.66
January 2019	56,417,802.95
February 2019	55,536,102.20
March 2019	54,667,370.34
April 2019	53,811,422.92
May 2019	52,968,078.03
June 2019	52,137,156.34
July 2019	51,318,480.97
August 2019	50,511,877.55
September 2019	49,717,174.12
October 2019	48,934,201.13

Distribution Date	Classes GF, KD, QL, U and W (in the aggregate)
November 2019	$ 48,162,791.39
December 2019	47,402,780.05
January 2020	46,654,004.55
February 2020	45,916,304.61
March 2020	45,189,522.20
April 2020	44,473,501.46
May 2020	43,768,088.75
June 2020	43,073,132.55
July 2020	42,388,483.47
August 2020	41,713,994.20
September 2020	41,049,519.50
October 2020	40,394,916.16
November 2020	39,750,042.96
December 2020	39,114,760.66
January 2021	38,488,931.99
February 2021	37,872,421.57
March 2021	37,265,095.93
April 2021	36,666,823.48
May 2021	36,077,474.45
June 2021	35,496,920.90
July 2021	34,925,036.68
August 2021	34,361,697.42
September 2021	33,806,780.46
October 2021	33,260,164.90
November 2021	32,721,731.52
December 2021	32,191,362.75
January 2022	31,668,942.69
February 2022	31,154,357.08
March 2022	30,647,493.23
April 2022	30,148,240.06
May 2022	29,656,488.03
June 2022	29,172,129.15
July 2022	28,695,056.95
August 2022	28,225,166.43
September 2022	27,762,354.09
October 2022	27,306,517.89
November 2022	26,857,557.21
December 2022	26,415,372.83
January 2023	25,979,866.96
February 2023	25,550,943.16
March 2023	25,128,506.36

Distribution Date	Classes GF, KD, QL, U and W (in the aggregate)
April 2023	$ 24,712,462.83
May 2023	24,302,720.13
June 2023	23,899,187.16
July 2023	23,501,774.08
August 2023	23,110,392.33
September 2023	22,724,954.58
October 2023	22,345,374.75
November 2023	21,971,567.95
December 2023	21,603,450.51
January 2024	21,240,939.93
February 2024	20,883,954.87
March 2024	20,532,415.14
April 2024	20,186,241.69
May 2024	19,845,356.58
June 2024	19,509,682.96
July 2024	19,179,145.07
August 2024	18,853,668.24
September 2024	18,533,178.83
October 2024	18,217,604.26
November 2024	17,906,872.95
December 2024	17,600,914.36
January 2025	17,299,658.93
February 2025	17,003,038.10
March 2025	16,710,984.26
April 2025	16,423,430.77
May 2025	16,140,311.93
June 2025	15,861,562.97
July 2025	15,587,120.04
August 2025	15,316,920.20
September 2025	15,050,901.38
October 2025	14,789,002.42
November 2025	14,531,163.00
December 2025	14,277,323.67
January 2026	14,027,425.83
February 2026	13,781,411.70
March 2026	13,539,224.32
April 2026	13,300,807.54
May 2026	13,066,106.01
June 2026	12,835,065.17
July 2026	12,607,631.23
August 2026	12,383,751.16

Distribution Date	Classes GF, KD, QL, U and W (in the aggregate)
September 2026	$ 12,163,372.69
October 2026	11,946,444.30
November 2026	11,732,915.19
December 2026	11,522,735.29
January 2027	11,315,855.25
February 2027	11,112,226.40
March 2027	10,911,800.79
April 2027	10,714,531.14
May 2027	10,520,370.83
June 2027	10,329,273.94
July 2027	10,141,195.17
August 2027	9,956,089.88
September 2027	9,773,914.08
October 2027	9,594,624.38
November 2027	9,418,178.04
December 2027	9,244,532.90
January 2028	9,073,647.43
February 2028	8,905,480.67
March 2028	8,739,992.27
April 2028	8,577,142.43
May 2028	8,416,891.93
June 2028	8,259,202.13
July 2028	8,104,034.92
August 2028	7,951,352.75
September 2028	7,801,118.58
October 2028	7,653,295.94
November 2028	7,507,848.86
December 2028	7,364,741.88
January 2029	7,223,940.07
February 2029	7,085,408.99
March 2029	6,949,114.68
April 2029	6,815,023.70
May 2029	6,683,103.06
June 2029	6,553,320.25
July 2029	6,425,643.24
August 2029	6,300,040.46
September 2029	6,176,480.78
October 2029	6,054,933.52
November 2029	5,935,368.45
December 2029	5,817,755.78
January 2030	5,702,066.13

Distribution Date	Classes GF, KD, QL, U and W (in the aggregate)
February 2030	$ 5,588,270.56
March 2030	5,476,340.53
April 2030	5,366,247.94
May 2030	5,257,965.06
June 2030	5,151,464.59
July 2030	5,046,719.61
August 2030	4,943,703.59
September 2030	4,842,390.38
October 2030	4,742,754.22
November 2030	4,644,769.70
December 2030	4,548,411.81
January 2031	4,453,655.86
February 2031	4,360,477.56
March 2031	4,268,852.94
April 2031	4,178,758.40
May 2031	4,090,170.67
June 2031	4,003,066.80
July 2031	3,917,424.22
August 2031	3,833,220.63
September 2031	3,750,434.10
October 2031	3,669,043.00
November 2031	3,589,026.01
December 2031	3,510,362.13
January 2032	3,433,030.65
February 2032	3,357,011.18
March 2032	3,282,283.61
April 2032	3,208,828.14
May 2032	3,136,625.24
June 2032	3,065,655.68
July 2032	2,995,900.49
August 2032	2,927,341.01
September 2032	2,859,958.81
October 2032	2,793,735.77
November 2032	2,728,654.00
December 2032	2,664,695.90
January 2033	2,601,844.10
February 2033	2,540,081.51
March 2033	2,479,391.27
April 2033	2,419,756.78
May 2033	2,361,161.68
June 2033	2,303,589.83

Distribution Date	Classes GF, KD, QL, U and W (in the aggregate)
July 2033	$ 2,247,025.36
August 2033	2,191,452.61
September 2033	2,136,856.15
October 2033	2,083,220.80
November 2033	2,030,531.56
December 2033	1,978,773.70
January 2034	1,927,932.66
February 2034	1,877,994.13
March 2034	1,828,943.98
April 2034	1,780,768.33
May 2034	1,733,453.45
June 2034	1,686,985.86
July 2034	1,641,352.26
August 2034	1,596,539.52
September 2034	1,552,534.76
October 2034	1,509,325.24
November 2034	1,466,898.44
December 2034	1,425,242.00
January 2035	1,384,343.76
February 2035	1,344,191.73
March 2035	1,304,774.11
April 2035	1,266,079.26
May 2035	1,228,095.73
June 2035	1,190,812.21
July 2035	1,154,217.59
August 2035	1,118,300.92
September 2035	1,083,051.38
October 2035	1,048,458.35
November 2035	1,014,511.36
December 2035	981,200.07
January 2036	948,514.32
February 2036	916,444.10
March 2036	884,979.53
April 2036	854,110.90
May 2036	823,828.63
June 2036	794,123.28
July 2036	764,985.58
August 2036	736,406.35
September 2036	708,376.60
October 2036	680,887.43
November 2036	653,930.09

Distribution Date	Classes GF, KD, QL, U and W (in the aggregate)
December 2036	$ 627,495.98
January 2037	601,576.60
February 2037	576,163.59
March 2037	551,248.72
April 2037	526,823.87
May 2037	502,881.06
June 2037	479,412.41
July 2037	456,410.17
August 2037	433,866.71
September 2037	411,774.51
October 2037	390,126.16
November 2037	368,914.37
December 2037	348,131.95
January 2038	327,771.82
February 2038	307,827.02
March 2038	288,290.69
April 2038	269,156.06
May 2038	250,416.47
June 2038	232,065.37
July 2038	214,096.30
August 2038	196,502.90
September 2038	179,278.91
October 2038	162,418.16
November 2038	145,914.58
December 2038	129,762.18
January 2039	113,955.08
February 2039	98,487.47
March 2039	83,353.65
April 2039	68,547.98
May 2039	54,064.93
June 2039	39,899.05
July 2039	26,044.95
August 2039	12,497.37
September 2039 and thereafter	0.00

$250,000,000

Government National Mortgage Association

GINNIE MAE®

Guaranteed REMIC
Pass-Through Securities
and MX Securities
Ginnie Mae REMIC Trust 2009-107

OFFERING CIRCULAR SUPPLEMENT
November 19, 2009

JPMorgan

Loop Capital Markets LLC