



\$800,000,000

Government National Mortgage Association

GINNIE MAE®

Guaranteed REMIC Pass-Through Securities  
and MX Securities

Ginnie Mae REMIC Trust 2010-001

**The Securities**

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

**The Ginnie Mae Guaranty**

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

**The Trust and its Assets**

The Trust will own Ginnie Mae Certificates.

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

**See "Risk Factors" beginning on page S-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 January 29, 2010.

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)
<b>Security Group 1</b>						
DF(1)	\$ 13,050,000	(5)	TAC/AD	FLT/DLY	38376TWD0	January 2040
DS(1)	5,800,000	(5)	TAC/AD	INV/DLY	38376TWE8	January 2040
FD(1)	100,000,000	(5)	PT	FLT	38376TWF5	January 2040
IE(1)	909,090	5.5%	NTL(PAC)	FIX/IO	38376TWG3	January 2039
IK(1)	5,636,363	5.5	NTL(PAC)	FIX/IO	38376TWH1	August 2037
K(1)	62,000,000	3.5	PAC	FIX	38376TJ7	August 2037
KE(1)	10,000,000	4.0	PAC	FIX	38376TWK4	January 2039
KI(1)	5,636,363	5.5	NTL(PAC)	FIX/IO	38376TWL2	August 2037
KN(1)	8,000,000	4.5	PAC	FIX	38376TWM0	January 2040
KZ(1)	1,150,000	4.5	SUP	FIX/Z	38376TW65	January 2040
SD(1)	100,000,000	(5)	NTL(PT)	INV/IO	38376TWN8	January 2040
<b>Security Group 2</b>						
F(1)	50,000,000	(5)	PT	FLT	38376TWP3	January 2040
N(1)	82,000,000	4.0	PAC/AD	FIX	38376TWW1	October 2039
NI(1)	14,909,090	5.5	NTL(PAC/AD)	FIX/IO	38376TWR9	October 2039
NM(1)	2,000,000	5.0	PAC/AD	FIX	38376TWS7	January 2040
NZ(1)	16,000,000	5.0	SUP	FIX/Z	38376TWT5	January 2040
SL(1)	50,000,000	(5)	NTL(PT)	INV/IO	38376TWU2	January 2040
SV(1)	2,500,000	(5)	NTL(PT)	INV/IO	38376TWW0	January 2040
SX(1)	2,500,000	(5)	NTL(PT)	INV/IO	38376TWW8	January 2040
<b>Security Group 3</b>						
GE(1)	167,000,000	3.0	SEQ	FIX	38376TWX6	September 2034
GJ(1)	20,000,000	3.0	SEQ	FIX	38376TWY4	February 2036
GZ(1)	38,000,000	4.5	SEQ	FIX/Z	38376TWZ1	January 2040
IG(1)	55,666,666	4.5	NTL(SEQ)	FIX/IO	38376TXA5	September 2034
IJ(1)	6,666,666	4.5	NTL(SEQ)	FIX/IO	38376TXB3	February 2036
VG(1)	25,000,000	4.5	SEQ/AD	FIX	38376TXC1	May 2021
<b>Security Group 4</b>						
FA	200,000,000	(5)	PT	FLT	38376TXD9	January 2040
SB(1)	200,000,000	(5)	NTL(PT)	INV/IO	38376TXE7	January 2040
ST(1)	200,000,000	(5)	NTL(PT)	INV/IO	38376TXF4	January 2040
<b>Residual</b>						
RR	0	0.0	NPR	NPR	38376TXG2	January 2040

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



UTENDAHL CAPITAL PARTNERS, L.P.

The date of this Offering Circular Supplement is January 21, 2010.

## 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:** RBS Securities Inc.

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

**Trustee:** Wells Fargo Bank, N.A.

**Tax Administrator:** The Trustee

**Closing Date:** January 29, 2010

**Distribution Dates:** For the Group 1, 2 and 3 Securities, the 20th day of each month or, if the 20th day is not a Business Day, the first Business Day thereafter, commencing in February 2010. For the Group 4 Securities, the 16th day of each month or, if the 16th day is not a Business Day, the first Business Day thereafter, commencing in February 2010.

**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	5.5%	30
2	Ginnie Mae II	5.5%	30
3	Ginnie Mae II	4.5%	30
4	Ginnie Mae I	6.5%	30

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

**Assumed Characteristics of the Mortgage Loans Underlying the Trust Assets<sup>1</sup>:**

<u>Principal Balance<sup>2</sup></u>	<u>Weighted Average Remaining Term to Maturity (in months)</u>	<u>Weighted Average Loan Age (in months)</u>	<u>Weighted Average Mortgage Rate<sup>3</sup></u>
<b>Group 1 Trust Assets</b> \$200,000,000	357	3	5.86%
<b>Group 2 Trust Assets</b> \$150,000,000	357	3	5.86%
<b>Group 3 Trust Assets</b> \$250,000,000	358	2	4.98%
<b>Group 4 Trust Assets</b> \$200,000,000	339	21	7.00%

<sup>1</sup> As of January 1, 2010.

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

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

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

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

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

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

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

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

<u>Class</u>	<u>Interest Rate Formula(1)</u>	<u>Initial Interest Rate(2)</u>	<u>Minimum Rate</u>	<u>Maximum Rate</u>	<u>Delay (in days)</u>	<u>LIBOR for Minimum Interest Rate</u>
<b>Security Group 1</b>						
DF . . . . .	LIBOR + 1.35%	1.5821900%	1.35%	6.5000%	19	0.00%
DS . . . . .	11.5875% – (LIBOR x 2.25)	11.0650725%	0.00%	11.5875%	19	5.15%
FD . . . . .	LIBOR + 0.71%	0.9421900%	0.71%	6.5000%	0	0.00%
SD . . . . .	5.79% – LIBOR	5.5578100%	0.00%	5.7900%	0	5.79%
<b>Security Group 2</b>						
F . . . . .	LIBOR + 0.75%	0.9831300%	0.75%	6.5000%	0	0.00%
FK . . . . .	LIBOR + 0.80%	1.0331300%	0.80%	6.5000%	0	0.00%
FL . . . . .	LIBOR + 0.85%	1.0831300%	0.85%	6.5000%	0	0.00%
S . . . . .	5.75% – LIBOR	5.5168700%	0.00%	5.7500%	0	5.75%
SK . . . . .	5.70% – LIBOR	5.4668700%	0.00%	5.7000%	0	5.70%
SL . . . . .	5.65% – LIBOR	5.4168700%	0.00%	5.6500%	0	5.65%
SV . . . . .	114% – (LIBOR x 20.00)	1.0000000%	0.00%	1.0000%	0	5.70%
SX . . . . .	115% – (LIBOR x 20.00)	1.0000000%	0.00%	1.0000%	0	5.75%
<b>Security Group 4</b>						
FA . . . . .	LIBOR + 0.75%	0.9831300%	0.75%	6.5000%	0	0.00%
SA . . . . .	5.75% – LIBOR	5.5168700%	0.00%	5.7500%	0	5.75%
SB . . . . .	5.00% – LIBOR	4.7668700%	0.00%	5.0000%	0	5.00%
SC . . . . .	49.8333333333% – (LIBOR x 8.6666666667)	6.5000000%	0.00%	6.5000%	0	5.75%
ST . . . . .	5.75% – LIBOR	0.7500000%	0.00%	0.7500%	0	5.75%

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

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

**SECURITY GROUP 1**

The Group 1 Principal Distribution Amount and the KZ Accrual Amount will be allocated as follows:

- The KZ Accrual Amount, concurrently, to DF and DS, pro rata, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, and then to KZ
- The Group 1 Principal Distribution Amount, concurrently, as follows:
  1. 50% to FD, until retired
  2. 50% in the following order of priority:
    - a. Sequentially, to K, KE and KN, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
    - b. Concurrently, to DF and DS, pro rata, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
    - c. To KZ, until retired

d. Concurrently, to DF and DS, pro rata, without regard to their Aggregate Scheduled Principal Balance, until retired

e. Sequentially, to K, KE and KN, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

**SECURITY GROUP 2**

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

- The NZ Accrual Amount, sequentially, to N and NM, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, and then to NZ
- The Group 2 Principal Distribution Amount, concurrently, as follows:
  1. 33.3333333333% to F, until retired
  2. 66.6666666667% in the following order of priority:
    - a. Sequentially, to N and NM, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
    - b. To NZ, until retired
    - c. Sequentially, to N and NM, in that order, 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”) and the GZ Accrual Amount will be allocated as follows:

- The GZ Accrual Amount to VG, until retired, and then to GZ
- The Group 3 Adjusted Principal Distribution Amount, sequentially, to GE, GJ, VG and GZ, in that order, until retired

**SECURITY GROUP 4**

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

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

<u>Security Group</u>	<u>Class</u>	<u>Structuring Ranges or Rate</u>
<b>TAC Classes</b>		
1	DF and DS (in the aggregate) . . . . .	500% PSA
<b>PAC Classes</b>		
1	K, KE and KN (in the aggregate) . . . . .	302% PSA through 500% PSA
2	N and NM (in the aggregate) . . . . .	260% PSA through 400% PSA

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

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

<u>Class</u>	<u>Original Class Notional Balance</u>	<u>Represents Approximately</u>
<b>Security Group 1</b>		
GI . . . . .	\$ 6,545,453	9.0909090909% of K and KE (in the aggregate) (PAC Classes)
IE . . . . .	909,090	9.0909090909% of KE (PAC Class)
IH . . . . .	6,545,453	9.0909090909% of K and KE (in the aggregate) (PAC Classes)
IK . . . . .	5,636,363	9.0909090909% of K (PAC Class)
KI . . . . .	5,636,363	9.0909090909% of K (PAC Class)
SD . . . . .	100,000,000	100% of FD (PT Class)
<b>Security Group 2</b>		
NI . . . . .	\$ 14,909,090	18.1818181818% of N (PAC/AD Class)
S . . . . .	50,000,000	100% of F (PT Class)
SK . . . . .	50,000,000	100% of F (PT Class)
SL . . . . .	50,000,000	100% of F (PT Class)
SV . . . . .	2,500,000	5% of F (PT Class)
SX . . . . .	2,500,000	5% of F (PT Class)
<b>Security Group 3</b>		
GT . . . . .	\$ 62,333,332	33.3333333333% of GE and GJ (in the aggregate) (SEQ Classes)
IG . . . . .	55,666,666	33.3333333333% of GE (SEQ Class)
IJ . . . . .	6,666,666	33.3333333333% of GJ (SEQ Class)
<b>Security Group 4</b>		
SA . . . . .	\$200,000,000	100% of FA (PT Class)
SB . . . . .	200,000,000	100% of FA (PT Class)
SC . . . . .	23,076,923	11.5384615385% of FA (PT Class)
ST . . . . .	200,000,000	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.

## RISK FACTORS

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

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

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

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

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

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

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

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

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

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

***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” or “high balance 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, inverse floating rate, accrual and residual classes, are not suitable investments for all investors.

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

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

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

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

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

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

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

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

## THE TRUST ASSETS

### General

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

### The Trust MBS

The Group 1, 2 and 3 Trust Assets are either:

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

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

The Group 4 Trust Assets are either:

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

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

### 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, in the case of the Group 1, 2 and 3 Trust Assets, Mortgage Rates of the Mortgage Loans. However, the actual remaining terms to maturity, loan ages and, in the case of the Group 1, 2 and 3 Trust Assets, Mortgage Rates of many of the Mortgage Loans will differ from the characteristics assumed, perhaps significantly. This will be the case even if the weighted average characteristics of the Mortgage Loans are the same as the assumed characteristics. Small differences in the characteristics of

the Mortgage Loans can have a significant effect on the weighted average lives and yields of the Securities. See “Risk Factors” and “Yield, Maturity and Prepayment Considerations” in this Supplement.

### **The Trustee Fee**

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

## **GINNIE MAE GUARANTY**

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

## **DESCRIPTION OF THE SECURITIES**

### **General**

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

### **Form of Securities**

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

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

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

### **Distributions**

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

maintained for their benefit on the books and records of the appropriate financial intermediaries. Holders of Certificated Securities will receive distributions by check or, subject to the restrictions set forth in the Base Offering Circular, by wire transfer. See “*Description of the Securities — Distributions*” and “*— Method of Distributions*” in the Base Offering Circular.

### **Interest Distributions**

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

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

### *Categories of Classes*

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

### *Accrual Periods*

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

<u>Class</u>	<u>Accrual Period</u>
Fixed Rate and Delay Classes	The calendar month preceding the related Distribution Date
Group 1 and Group 2 Floating Rate and Inverse Floating Rate Classes (other than Delay Classes)	From the 20 <sup>th</sup> day of the month preceding the month of the related Distribution Date through the 19 <sup>th</sup> day of the month of that Distribution Date
Group 4 Floating Rate and Inverse Floating Rate Classes	From the 16 <sup>th</sup> day of the month preceding the month of the related Distribution Date through the 15 <sup>th</sup> day of the month of that Distribution Date

### *Fixed Rate Classes*

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

### *Floating Rate and Inverse Floating Rate Classes*

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

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

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

#### *Accrual Classes*

Each of Classes GZ, KZ and NZ 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 GZ, KZ and NZ Accrual Amounts will be distributed to the Holders entitled thereto as described under “Terms Sheet — Allocation of Principal” in this Supplement. Investors can calculate the amount of principal to be distributed with respect to any Distribution Date by using the Class Factors published in the preceding and current months. See “— Class Factors” below.

#### *Categories of Classes*

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

#### *Notional Classes*

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

### **Residual Securities**

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

### **Class Factors**

The Trustee will calculate and make available for each Class of Securities, no later than the day preceding the applicable Distribution Date, the factor (carried out to eight decimal places) that when multiplied by the Original Class Principal Balance (or original Class Notional Balance) of that Class, determines the Class Principal Balance (or Class Notional Balance) after giving effect to the distribution

of principal to be made on the Securities (and any addition to the Class Principal Balance of an Accrual Class) or any reduction of Class Notional Balance on that Distribution Date (each, a “Class Factor”).

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

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

## **Termination**

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

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

## **Modification and Exchange**

All or a portion of the Classes of REMIC Securities specified on the front cover may be exchanged for a proportionate interest in the related MX Class 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 Class or Classes of REMIC Securities and, in the case of Combination 20, another MX Class. 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.

A Beneficial Owner proposing to effect an exchange must notify the Trustee through the Beneficial Owner’s Book-Entry Depository participant. This notice must be received by the Trustee not later than two Business Days before the proposed exchange date. The exchange date can be any Business Day other than the last Business Day of the month. The notice must contain the outstanding principal or

notional balance of the Securities to be included in the exchange and the proposed exchange date. The notice is required to be delivered to the Trustee in writing at its Corporate Trust Office at 45 Broadway, 12<sup>th</sup> Floor, New York, NY 10006, Attention: Trust Administration Ginnie Mae 2010-001. 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 an interest only security unless all securities involved in the exchange are interest only securities. If the notional balance of the interest only securities surrendered exceeds that of the interest only securities received, the fee will be based on the latter. 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.*

### **Accretion Directed Classes**

Classes DF, DS, N, NM and VG are Accretion Directed Classes. The related Accrual Amounts will be applied to making principal distributions on those Classes as described in this Supplement. Class NI is a

Notional Class whose Class Notional Balance is determined by reference to the Class Principal Balance of Class N.

Each of Classes DF, DS, N, NM and VG 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. Class VG will have principal payment stability only through the prepayment rate shown in the table below. Classes DF, DS, N and NM are not listed in the table below because, although they are entitled to receive payments from the related Accrual Amounts, they do not have principal payment stability through any prepayment rate significantly higher than 0% PSA, except through their effective ranges.

The Accretion Directed Classes are entitled to principal payments in an amount equal to interest accrued on the related Accrual Classes. With respect to Class VG, the Weighted Average Life of such Class cannot exceed its Weighted Average Life as shown in the following table under any constant 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 Class VG shown in the table below, the Class Principal Balance of such Class would be reduced to zero on, but not before, its Final Distribution Date and the Weighted Average Life of such Class would equal its maximum Weighted Average Life shown in the table below.
- However, the Weighted Average Life of Class VG will be reduced, and may be reduced significantly, at prepayment speeds higher than the constant rate shown in the table below. See “Yield, Maturity and Prepayment Considerations — Decrement Tables” in this Supplement.

**Accretion Directed Class**

<u>Class</u>	<u>Maximum Weighted Average Life (in Years)<sup>1</sup></u>	<u>Final Distribution Date</u>	<u>Prepayment Rate at or below</u>
VG.....	6.1	May 2021	175% PSA

<sup>(1)</sup> The maximum Weighted Average Life for Class VG is based on the Modeling Assumptions and the assumption that the related Mortgage Loans prepay at any constant rate at or below the rate shown in the table for such Class.

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 and TAC Class will receive principal payments in accordance with a schedule calculated on the basis of, among other things, a Structuring Range or Rate. 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 and TAC 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 or Rate used to

create the related principal balance schedule. Based on the Modeling Assumptions, the *initial* Effective Ranges for the PAC and TAC Classes are as follows:

<u>Security Group</u>	<u>Class</u>	<u>Initial Effective Ranges</u>
<b>TAC Classes</b>		
1	DF and DS (in the aggregate) . . . . .	496% PSA through 509% PSA
<b>PAC Classes</b>		
1	K, KE and KN (in the aggregate) . . . . .	300% PSA through 500% PSA
2	N and NM (in the aggregate) . . . . .	241% PSA through 400% PSA

- The principal payment stability of the Group 1 PAC Classes will be supported by the TAC Classes and the related Support Class.
- The principal payment stability of the Group 2 PAC Classes will be supported by the related Support Class.
- The principal payment stability of the TAC Classes will be supported by the related Support Class.

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

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

Moreover, the related Mortgage Loans will not prepay at any *constant* rate. Non-constant prepayment rates can cause any PAC or TAC 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 or TAC 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 or TAC Class, the amount available to pay principal on the Securities may be insufficient to produce Scheduled Payments on such PAC or TAC 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 or TAC Class, its supporting Classes may be retired earlier than that PAC or TAC Class, and its Weighted Average Life may be shortened, perhaps significantly.

**Assumability**

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

## Final Distribution Date

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

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

## Modeling Assumptions

The tables that follow have been prepared on the basis of the 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 underlying a Trust Asset is assumed to have an original and a remaining term to maturity of 360 months and each Mortgage Loan underlying a Group 1, 2 or 3 Trust Asset is assumed to have a Mortgage Rate of 1.50% per annum higher than the related Certificate Rate.

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

3. Distributions on the Group 1, 2 and 3 Securities are always received on the 20th day of the month and distributions on the Group 4 Securities are always received on the 16th day of the month, in each case, whether or not a Business Day, commencing in February 2010.

4. A termination of the Trust does not occur.

5. The Closing Date for the Securities is January 29, 2010.

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 16th or 20th day of the month, as applicable, and the Trustee may cause a termination of the Trust as described under “Description of the Securities — Termination” in this Supplement.
- In addition, distributions on the Securities are based on Certificate Factors and Calculated Certificate Factors, if applicable, which may not reflect actual receipts on the Trust Assets.

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

## Decrement Tables

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

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

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

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

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

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

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

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

Security Group 1 PSA Prepayment Assumption Rates																				
Distribution Date	Classes DA, FD, KP and SD					Classes DF and DS					Classes GI, IH, KH and KJ					Classes IE, KE and KL				
	0%	302%	350%	500%	700%	0%	302%	350%	500%	700%	0%	302%	350%	500%	700%	0%	302%	350%	500%	700%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
January 2011	99	93	92	89	85	100	99	95	80	66	99	90	90	90	90	100	100	100	100	100
January 2012	98	80	77	69	59	99	99	84	43	0	97	72	72	72	71	100	100	100	100	100
January 2013	97	64	60	48	34	99	98	75	11	0	95	51	51	51	36	100	100	100	100	100
January 2014	95	52	47	33	19	99	97	69	0	0	94	34	34	34	16	100	100	100	100	100
January 2015	94	42	36	23	11	98	95	66	0	0	92	20	20	20	4	100	100	100	100	30
January 2016	93	34	28	16	6	98	88	60	0	0	90	10	10	10	0	100	74	74	74	0
January 2017	91	27	22	11	4	98	79	51	0	0	88	4	4	4	0	100	26	26	26	0
January 2018	89	22	17	7	2	97	67	42	0	0	85	0	0	0	0	100	0	0	0	0
January 2019	88	17	13	5	1	97	56	34	0	0	83	0	0	0	0	100	0	0	0	0
January 2020	86	14	10	3	1	97	46	26	0	0	80	0	0	0	0	100	0	0	0	0
January 2021	84	11	8	2	0	96	36	19	0	0	77	0	0	0	0	100	0	0	0	0
January 2022	82	9	6	2	0	96	27	13	0	0	74	0	0	0	0	100	0	0	0	0
January 2023	79	7	4	1	0	95	20	7	0	0	71	0	0	0	0	100	0	0	0	0
January 2024	77	5	3	1	0	95	14	3	0	0	68	0	0	0	0	100	0	0	0	0
January 2025	74	4	3	0	0	94	8	0	0	0	64	0	0	0	0	100	0	0	0	0
January 2026	71	3	2	0	0	94	4	0	0	0	60	0	0	0	0	100	0	0	0	0
January 2027	68	3	1	0	0	93	0	0	0	0	56	0	0	0	0	100	0	0	0	0
January 2028	65	2	1	0	0	92	0	0	0	0	51	0	0	0	0	100	0	0	0	0
January 2029	61	2	1	0	0	92	0	0	0	0	46	0	0	0	0	100	0	0	0	0
January 2030	57	1	1	0	0	91	0	0	0	0	41	0	0	0	0	100	0	0	0	0
January 2031	53	1	0	0	0	90	0	0	0	0	35	0	0	0	0	100	0	0	0	0
January 2032	49	1	0	0	0	90	0	0	0	0	29	0	0	0	0	100	0	0	0	0
January 2033	44	0	0	0	0	89	0	0	0	0	22	0	0	0	0	100	0	0	0	0
January 2034	39	0	0	0	0	88	0	0	0	0	15	0	0	0	0	100	0	0	0	0
January 2035	34	0	0	0	0	87	0	0	0	0	8	0	0	0	0	56	0	0	0	0
January 2036	28	0	0	0	0	86	0	0	0	0	0	0	0	0	0	0	0	0	0	0
January 2037	22	0	0	0	0	86	0	0	0	0	0	0	0	0	0	0	0	0	0	0
January 2038	15	0	0	0	0	57	0	0	0	0	0	0	0	0	0	0	0	0	0	0
January 2039	8	0	0	0	0	18	0	0	0	0	0	0	0	0	0	0	0	0	0	0
January 2040	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	19.9	5.5	4.9	3.6	2.7	26.6	9.8	6.9	1.9	1.2	16.7	3.3	3.3	3.3	2.7	25.1	6.5	6.5	6.5	4.8

PSA Prepayment Assumption Rates															
Distribution Date	Classes IK, K, KB, KC and KI					Class KD					Class KM				
	0%	302%	350%	500%	700%	0%	302%	350%	500%	700%	0%	302%	350%	500%	700%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
January 2011	98	89	89	89	89	99	91	91	91	91	100	100	100	100	100
January 2012	97	68	68	68	66	97	75	75	75	73	100	100	100	100	100
January 2013	95	43	43	43	25	96	56	56	56	42	100	100	100	100	100
January 2014	93	23	23	23	2	94	40	40	40	24	100	100	100	100	100
January 2015	91	7	7	7	0	93	28	28	28	14	100	100	100	100	61
January 2016	88	0	0	0	0	91	19	19	19	8	100	86	86	86	35
January 2017	86	0	0	0	0	89	13	13	13	4	100	59	59	59	20
January 2018	83	0	0	0	0	87	9	9	9	3	100	40	40	40	11
January 2019	80	0	0	0	0	85	6	6	6	1	100	28	28	28	6
January 2020	77	0	0	0	0	82	4	4	4	1	100	19	19	19	4
January 2021	74	0	0	0	0	80	3	3	3	0	100	13	13	13	2
January 2022	70	0	0	0	0	77	2	2	2	0	100	9	9	9	1
January 2023	67	0	0	0	0	74	1	1	1	0	100	6	6	6	1
January 2024	62	0	0	0	0	71	1	1	1	0	100	4	4	4	0
January 2025	58	0	0	0	0	68	1	1	1	0	100	3	3	3	0
January 2026	53	0	0	0	0	64	0	0	0	0	100	2	2	2	0
January 2027	48	0	0	0	0	60	0	0	0	0	100	1	1	1	0
January 2028	43	0	0	0	0	56	0	0	0	0	100	1	1	1	0
January 2029	37	0	0	0	0	51	0	0	0	0	100	1	1	1	0
January 2030	31	0	0	0	0	47	0	0	0	0	100	0	0	0	0
January 2031	25	0	0	0	0	41	0	0	0	0	100	0	0	0	0
January 2032	17	0	0	0	0	36	0	0	0	0	100	0	0	0	0
January 2033	10	0	0	0	0	30	0	0	0	0	100	0	0	0	0
January 2034	2	0	0	0	0	24	0	0	0	0	100	0	0	0	0
January 2035	0	0	0	0	0	17	0	0	0	0	76	0	0	0	0
January 2036	0	0	0	0	0	10	0	0	0	0	43	0	0	0	0
January 2037	0	0	0	0	0	2	0	0	0	0	9	0	0	0	0
January 2038	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
January 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
January 2040	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	15.4	2.8	2.8	2.8	2.3	17.7	4.0	4.0	4.0	3.1	25.8	8.2	8.2	8.2	5.9

Security Group 1 PSA Prepayment Assumption Rates															
Distribution Date	Class KN					Class KX					Class KZ				
	0%	302%	350%	500%	700%	0%	302%	350%	500%	700%	0%	302%	350%	500%	700%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
January 2011	100	100	100	100	100	100	100	95	81	62	105	105	105	95	0
January 2012	100	100	100	100	100	100	99	86	45	0	109	109	109	85	0
January 2013	100	100	100	100	100	100	99	77	15	0	114	114	114	74	0
January 2014	100	100	100	100	100	100	98	72	3	0	120	120	120	47	0
January 2015	100	100	100	100	100	100	97	69	1	0	125	125	125	17	0
January 2016	100	100	100	100	78	100	91	64	1	0	131	131	131	11	0
January 2017	100	100	100	100	44	100	82	56	0	0	137	137	137	8	0
January 2018	100	91	91	91	25	100	72	48	0	0	143	143	143	5	0
January 2019	100	62	62	62	14	100	62	40	0	0	150	150	150	4	0
January 2020	100	42	42	42	8	100	52	33	0	0	157	157	157	3	0
January 2021	100	29	29	29	5	100	43	27	0	0	164	164	164	2	0
January 2022	100	20	20	20	3	100	36	22	0	0	171	171	171	1	0
January 2023	100	13	13	13	1	100	29	17	0	0	179	179	179	1	0
January 2024	100	9	9	9	1	100	24	14	0	0	188	188	188	1	0
January 2025	100	6	6	6	0	100	19	11	0	0	196	196	184	0	0
January 2026	100	4	4	4	0	100	15	8	0	0	205	205	143	0	0
January 2027	100	3	3	3	0	100	12	6	0	0	215	208	110	0	0
January 2028	100	2	2	2	0	100	9	5	0	0	224	163	84	0	0
January 2029	100	1	1	1	0	100	7	4	0	0	235	127	63	0	0
January 2030	100	1	1	1	0	100	6	3	0	0	246	98	47	0	0
January 2031	100	0	0	0	0	100	4	2	0	0	257	74	35	0	0
January 2032	100	0	0	0	0	100	3	1	0	0	269	56	25	0	0
January 2033	100	0	0	0	0	100	2	1	0	0	281	41	18	0	0
January 2034	100	0	0	0	0	100	2	1	0	0	294	30	13	0	0
January 2035	100	0	0	0	0	100	1	0	0	0	307	21	9	0	0
January 2036	97	0	0	0	0	100	1	0	0	0	321	14	5	0	0
January 2037	19	0	0	0	0	100	0	0	0	0	336	9	3	0	0
January 2038	0	0	0	0	0	74	0	0	0	0	352	5	2	0	0
January 2039	0	0	0	0	0	38	0	0	0	0	368	2	1	0	0
January 2040	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	26.6	10.4	10.4	10.4	7.3	28.7	11.2	8.1	2.0	1.2	29.7	20.5	18.3	4.1	0.3

Security Group 2 PSA Prepayment Assumption Rates															
Distribution Date	Classes DT, F, FK, FL, P, S, SK, SL, SV and SX					Classes N, NA, NB, NC and NI					Class NM				
	0%	260%	350%	400%	700%	0%	260%	350%	400%	700%	0%	260%	350%	400%	700%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
January 2011	99	94	92	91	85	98	92	92	92	92	100	100	100	100	100
January 2012	98	82	77	74	59	95	78	78	78	69	100	100	100	100	100
January 2013	97	68	60	56	34	93	62	62	62	39	100	100	100	100	100
January 2014	95	57	47	42	19	90	47	47	47	21	100	100	100	100	100
January 2015	94	47	36	31	11	87	36	36	36	11	100	100	100	100	100
January 2016	93	39	28	23	6	84	26	26	26	5	100	100	100	100	100
January 2017	91	32	22	17	4	81	19	19	19	2	100	100	100	100	100
January 2018	89	27	17	13	2	78	13	13	13	0	100	100	100	100	100
January 2019	88	22	13	10	1	74	9	9	9	0	100	100	100	100	57
January 2020	86	18	10	7	1	70	6	6	6	0	100	100	100	100	32
January 2021	84	15	8	5	0	66	4	4	4	0	100	100	100	100	18
January 2022	82	12	6	4	0	62	2	2	2	0	100	100	100	100	10
January 2023	79	10	4	3	0	57	1	1	1	0	100	100	100	100	6
January 2024	77	8	3	2	0	52	0	0	0	0	100	100	100	100	3
January 2025	74	7	3	2	0	47	0	0	0	0	100	76	76	76	2
January 2026	71	5	2	1	0	41	0	0	0	0	100	55	55	55	1
January 2027	68	4	1	1	0	35	0	0	0	0	100	40	40	40	1
January 2028	65	3	1	1	0	29	0	0	0	0	100	29	29	29	0
January 2029	61	3	1	0	0	22	0	0	0	0	100	20	20	20	0
January 2030	57	2	1	0	0	15	0	0	0	0	100	14	14	14	0
January 2031	53	2	0	0	0	7	0	0	0	0	100	10	10	10	0
January 2032	49	1	0	0	0	0	0	0	0	0	42	7	7	7	0
January 2033	44	1	0	0	0	0	0	0	0	0	5	5	5	5	0
January 2034	39	1	0	0	0	0	0	0	0	0	3	3	3	3	0
January 2035	34	1	0	0	0	0	0	0	0	0	2	2	2	2	0
January 2036	28	0	0	0	0	0	0	0	0	0	1	1	1	1	0
January 2037	22	0	0	0	0	0	0	0	0	0	1	1	1	1	0
January 2038	15	0	0	0	0	0	0	0	0	0	0	0	0	0	0
January 2039	8	0	0	0	0	0	0	0	0	0	0	0	0	0	0
January 2040	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	19.9	6.1	4.9	4.4	2.7	13.3	4.5	4.5	4.5	2.9	22.1	17.1	17.1	17.1	9.8

**Security Group 2  
PSA Prepayment Assumption Rates**

Distribution Date	Class NP					Class NZ				
	0%	260%	350%	400%	700%	0%	260%	350%	400%	700%
	Initial Percent	100	100	100	100	100	100	100	100	100
January 2011	98	93	93	93	93	105	100	89	83	48
January 2012	95	79	79	79	70	110	100	69	51	0
January 2013	93	62	62	62	40	116	100	48	21	0
January 2014	90	49	49	49	23	122	100	37	6	0
January 2015	88	37	37	37	13	128	100	32	0	0
January 2016	85	28	28	28	7	135	99	31	0	0
January 2017	81	21	21	21	4	142	94	28	0	0
January 2018	78	15	15	15	2	149	86	25	0	0
January 2019	75	11	11	11	1	157	78	21	0	0
January 2020	71	8	8	8	1	165	69	18	0	0
January 2021	67	6	6	6	0	173	60	15	0	0
January 2022	62	5	5	5	0	182	52	13	0	0
January 2023	58	3	3	3	0	191	44	10	0	0
January 2024	53	2	2	2	0	201	37	8	0	0
January 2025	48	2	2	2	0	211	31	7	0	0
January 2026	42	1	1	1	0	222	26	5	0	0
January 2027	36	1	1	1	0	234	21	4	0	0
January 2028	30	1	1	1	0	246	18	3	0	0
January 2029	24	0	0	0	0	258	14	3	0	0
January 2030	17	0	0	0	0	271	11	2	0	0
January 2031	9	0	0	0	0	285	9	1	0	0
January 2032	1	0	0	0	0	300	7	1	0	0
January 2033	0	0	0	0	0	275	5	1	0	0
January 2034	0	0	0	0	0	244	4	1	0	0
January 2035	0	0	0	0	0	210	3	0	0	0
January 2036	0	0	0	0	0	173	2	0	0	0
January 2037	0	0	0	0	0	135	1	0	0	0
January 2038	0	0	0	0	0	93	1	0	0	0
January 2039	0	0	0	0	0	48	0	0	0	0
January 2040	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	13.5	4.8	4.8	4.8	3.1	26.4	13.2	5.3	2.1	0.9

**Security Group 3  
PSA Prepayment Assumption Rates**

Distribution Date	Classes G, GH, GK, GM and GT					Classes GA, GB, GC, GD, GE and IG					Classes GJ, GQ and IJ					Class GL				
	0%	100%	237%	400%	500%	0%	100%	237%	400%	500%	0%	100%	237%	400%	500%	0%	100%	237%	400%	500%
	Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
January 2011	98	96	93	89	87	98	95	92	88	85	100	100	100	100	100	100	100	100	100	100
January 2012	97	88	79	67	60	96	87	76	63	56	100	100	100	100	100	100	100	100	100	100
January 2013	95	79	61	42	32	94	77	57	35	23	100	100	100	100	100	100	100	100	100	100
January 2014	93	71	46	23	11	92	67	40	14	0	100	100	100	100	100	100	100	100	100	100
January 2015	91	62	34	8	0	90	58	26	0	0	100	100	100	79	0	100	100	100	95	69
January 2016	88	55	23	0	0	87	49	14	0	0	100	100	100	0	0	100	100	100	71	47
January 2017	86	48	14	0	0	84	41	3	0	0	100	100	100	0	0	100	100	100	52	32
January 2018	84	41	6	0	0	82	34	0	0	0	100	100	56	0	0	100	100	89	39	22
January 2019	81	35	0	0	0	79	27	0	0	0	100	100	0	0	0	100	100	75	29	15
January 2020	78	29	0	0	0	76	20	0	0	0	100	100	0	0	0	100	100	62	21	10
January 2021	75	23	0	0	0	72	14	0	0	0	100	100	0	0	0	100	100	52	16	7
January 2022	72	18	0	0	0	69	8	0	0	0	100	100	0	0	0	100	100	43	12	5
January 2023	69	13	0	0	0	65	3	0	0	0	100	100	0	0	0	100	100	35	8	3
January 2024	65	9	0	0	0	61	0	0	0	0	100	81	0	0	0	100	95	29	6	2
January 2025	61	4	0	0	0	57	0	0	0	0	100	41	0	0	0	100	86	24	4	1
January 2026	57	0	0	0	0	52	0	0	0	0	100	4	0	0	0	100	77	20	3	1
January 2027	53	0	0	0	0	47	0	0	0	0	100	0	0	0	0	100	69	16	2	1
January 2028	48	0	0	0	0	42	0	0	0	0	100	0	0	0	0	100	61	13	2	0
January 2029	44	0	0	0	0	37	0	0	0	0	100	0	0	0	0	100	53	10	1	0
January 2030	39	0	0	0	0	31	0	0	0	0	100	0	0	0	0	100	47	8	1	0
January 2031	33	0	0	0	0	25	0	0	0	0	100	0	0	0	0	100	40	7	1	0
January 2032	27	0	0	0	0	19	0	0	0	0	100	0	0	0	0	100	34	5	0	0
January 2033	21	0	0	0	0	12	0	0	0	0	100	0	0	0	0	100	29	4	0	0
January 2034	15	0	0	0	0	4	0	0	0	0	100	0	0	0	0	100	24	3	0	0
January 2035	8	0	0	0	0	0	0	0	0	0	73	0	0	0	0	93	19	2	0	0
January 2036	0	0	0	0	0	0	0	0	0	0	4	0	0	0	0	77	14	1	0	0
January 2037	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	59	10	1	0	0
January 2038	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	41	6	1	0	0
January 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	21	3	0	0	0
January 2040	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	16.3	7.2	4.1	2.8	2.4	15.2	6.3	3.6	2.5	2.2	25.3	14.8	8.1	5.3	4.4	27.5	20.2	12.5	8.2	6.7

**Security Group 3  
PSA Prepayment Assumption Rates**

Distribution Date	Class GN					Class GZ					Class VG				
	0%	100%	237%	400%	500%	0%	100%	237%	400%	500%	0%	100%	237%	400%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
January 2011	100	100	100	100	100	105	105	105	105	105	93	93	93	93	93
January 2012	100	100	100	100	100	109	109	109	109	109	86	86	86	86	86
January 2013	100	100	100	100	100	114	114	114	114	114	78	78	78	78	78
January 2014	100	100	100	100	100	120	120	120	120	120	70	70	70	70	70
January 2015	100	100	100	100	91	125	125	125	125	125	62	62	62	62	40
January 2016	100	100	100	93	63	131	131	131	131	104	53	53	53	35	0
January 2017	100	100	100	69	43	137	137	137	115	71	44	44	44	0	0
January 2018	100	100	100	51	29	143	143	143	85	48	34	34	34	0	0
January 2019	100	100	98	38	20	150	150	150	63	33	24	24	20	0	0
January 2020	100	100	82	28	14	157	157	136	46	22	14	14	0	0	0
January 2021	100	100	68	21	9	164	164	113	34	15	3	3	0	0	0
January 2022	100	100	57	15	6	166	166	94	25	10	0	0	0	0	0
January 2023	100	100	47	11	4	166	166	78	18	7	0	0	0	0	0
January 2024	100	100	39	8	3	166	166	64	13	5	0	0	0	0	0
January 2025	100	100	32	6	2	166	166	52	10	3	0	0	0	0	0
January 2026	100	100	26	4	1	166	166	43	7	2	0	0	0	0	0
January 2027	100	90	21	3	1	166	150	35	5	1	0	0	0	0	0
January 2028	100	80	17	2	1	166	133	28	4	1	0	0	0	0	0
January 2029	100	70	14	2	0	166	117	23	3	1	0	0	0	0	0
January 2030	100	61	11	1	0	166	102	18	2	0	0	0	0	0	0
January 2031	100	53	9	1	0	166	88	14	1	0	0	0	0	0	0
January 2032	100	45	7	1	0	166	75	11	1	0	0	0	0	0	0
January 2033	100	38	5	0	0	166	63	8	1	0	0	0	0	0	0
January 2034	100	31	4	0	0	166	52	6	0	0	0	0	0	0	0
January 2035	100	25	3	0	0	166	41	5	0	0	0	0	0	0	0
January 2036	100	19	2	0	0	166	32	3	0	0	0	0	0	0	0
January 2037	78	14	1	0	0	130	22	2	0	0	0	0	0	0	0
January 2038	54	8	1	0	0	89	14	1	0	0	0	0	0	0	0
January 2039	28	4	0	0	0	46	6	0	0	0	0	0	0	0	0
January 2040	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	28.1	21.9	13.9	9.1	7.4	28.1	21.9	14.4	9.8	8.1	6.1	6.1	5.9	4.7	4.2

**Security Group 4  
PSA Prepayment Assumption Rates**

Distribution Date	Classes FA, SA, SB, SC and ST				
	0%	300%	595%	900%	1,200%
Initial Percent	100	100	100	100	100
January 2011	99	83	67	51	34
January 2012	98	67	43	23	9
January 2013	97	54	27	10	3
January 2014	95	44	17	5	1
January 2015	94	35	11	2	0
January 2016	93	28	7	1	0
January 2017	91	23	4	0	0
January 2018	89	18	3	0	0
January 2019	88	15	2	0	0
January 2020	86	12	1	0	0
January 2021	84	9	1	0	0
January 2022	82	7	0	0	0
January 2023	79	6	0	0	0
January 2024	77	5	0	0	0
January 2025	74	4	0	0	0
January 2026	71	3	0	0	0
January 2027	68	2	0	0	0
January 2028	65	2	0	0	0
January 2029	61	1	0	0	0
January 2030	57	1	0	0	0
January 2031	53	1	0	0	0
January 2032	49	1	0	0	0
January 2033	44	0	0	0	0
January 2034	39	0	0	0	0
January 2035	34	0	0	0	0
January 2036	28	0	0	0	0
January 2037	22	0	0	0	0
January 2038	15	0	0	0	0
January 2039	8	0	0	0	0
January 2040	0	0	0	0	0
Weighted Average Life (years)	19.9	4.7	2.3	1.4	0.9

## 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 related Mortgage Loans.

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

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

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

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

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

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

The Mortgage Loans will not prepay at any constant rate until maturity, nor will all of the Mortgage Loans 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 Classes SC, ST, SV and SX may not benefit from particularly low levels of LIBOR, because the rates on such Classes are capped at the maximum rates described under "Terms Sheet — Interest Rates."

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

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

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

The yields were calculated by

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

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

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

**SECURITY GROUP 1**

**Sensitivity of Class DS to Prepayments  
Assumed Price 101.0%\***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>302%</u>	<u>350%</u>	<u>500%</u>	<u>700%</u>
0.15000% . . . . .	11.2%	11.1%	10.5%	10.0%
0.23219% . . . . .	11.0%	11.0%	10.3%	9.9%
2.69110% . . . . .	5.4%	5.4%	4.9%	4.5%
5.15000% and above . . . . .	(0.1)%	(0.1)%	(0.5)%	(0.8)%

**Sensitivity of Class GI to Prepayments  
Assumed Price 15.78125%\***

<u>PSA Prepayment Assumption Rates</u>				
<u>302%</u>	<u>350%</u>	<u>500%</u>	<u>614%</u>	<u>700%</u>
6.1%	6.1%	6.1%	0.1%	(5.3)%

**Sensitivity of Class IE to Prepayments  
Assumed Price 26.0%\***

<u>PSA Prepayment Assumption Rates</u>				
<u>302%</u>	<u>350%</u>	<u>500%</u>	<u>697%</u>	<u>700%</u>
10.2%	10.2%	10.2%	0.0%	(0.1)%

**Sensitivity of Class IH to Prepayments  
Assumed Price 15.78125%\***

<u>PSA Prepayment Assumption Rates</u>				
<u>302%</u>	<u>350%</u>	<u>500%</u>	<u>614%</u>	<u>700%</u>
6.1%	6.1%	6.1%	0.1%	(5.3)%

**Sensitivity of Class IK to Prepayments  
Assumed Price 14.140625%\***

<u>PSA Prepayment Assumption Rates</u>				
<u>302%</u>	<u>350%</u>	<u>500%</u>	<u>576%</u>	<u>700%</u>
3.9%	3.9%	3.9%	0.0%	(8.2)%

\* 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 KI to Prepayments**  
**Assumed Price 14.140625%\***

<b>PSA Prepayment Assumption Rates</b>				
<u>302%</u>	<u>350%</u>	<u>500%</u>	<u>576%</u>	<u>700%</u>
3.9%	3.9%	3.9%	0.0%	(8.2)%

**Sensitivity of Class SD to Prepayments**  
**Assumed Price 9.296875%\***

<u>LIBOR</u>	<b>PSA Prepayment Assumption Rates</b>			
	<u>302%</u>	<u>350%</u>	<u>500%</u>	<u>700%</u>
0.15000% . . . . .	52.5%	50.1%	42.6%	32.4%
0.23219% . . . . .	51.3%	49.0%	41.5%	31.2%
3.01110% . . . . .	14.5%	11.9%	3.5%	(8.1)%
5.79000% and above . . . . .	**	**	**	**

**SECURITY GROUP 2**

**Sensitivity of Class NI to Prepayments**  
**Assumed Price 15.515625%\***

<b>PSA Prepayment Assumption Rates</b>				
<u>260%</u>	<u>350%</u>	<u>400%</u>	<u>700%</u>	<u>713%</u>
16.5%	16.5%	16.5%	0.8%	0.0%

**Sensitivity of Class S to Prepayments**  
**Assumed Price 8.78125%\***

<u>LIBOR</u>	<b>PSA Prepayment Assumption Rates</b>			
	<u>260%</u>	<u>350%</u>	<u>400%</u>	<u>700%</u>
0.15000% . . . . .	58.6%	54.2%	51.8%	36.7%
0.23313% . . . . .	57.4%	53.0%	50.5%	35.4%
2.99157% . . . . .	18.7%	13.8%	11.1%	(6.0)%
5.75000% 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 SK to Prepayments**  
**Assumed Price 8.671875%\***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>260%</u>	<u>350%</u>	<u>400%</u>	<u>700%</u>
0.15000% . . . . .	58.9%	54.5%	52.1%	37.0%
0.23313% . . . . .	57.7%	53.3%	50.8%	35.7%
2.96657% . . . . .	18.8%	13.9%	11.2%	(5.8)%
5.70000% and above . . . . .	**	**	**	**

**Sensitivity of Class SL to Prepayments**  
**Assumed Price 8.5625%\***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>260%</u>	<u>350%</u>	<u>400%</u>	<u>700%</u>
0.15000% . . . . .	59.2%	54.8%	52.4%	37.3%
0.23313% . . . . .	58.0%	53.6%	51.1%	36.0%
2.94157% . . . . .	19.0%	14.1%	11.3%	(5.7)%
5.65000% and above . . . . .	**	**	**	**

**Sensitivity of Class SV to Prepayments**  
**Assumed Price 2.21875%\***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>260%</u>	<u>350%</u>	<u>400%</u>	<u>700%</u>
5.650% and below . . . . .	34.7%	30.0%	27.4%	11.3%
5.675% . . . . .	7.8%	2.7%	(0.2)%	(18.1)%
5.700% and above . . . . .	**	**	**	**

**Sensitivity of Class SX to Prepayments**  
**Assumed Price 2.234375%\***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>260%</u>	<u>350%</u>	<u>400%</u>	<u>700%</u>
5.700% and below . . . . .	34.3%	29.6%	27.0%	10.9%
5.725% . . . . .	7.6%	2.5%	(0.4)%	(18.3)%
5.750% and above . . . . .	**	**	**	**

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

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

**SECURITY GROUP 3**

**Sensitivity of Class GT to Prepayments  
Assumed Price 14.109375%\***

<b>PSA Prepayment Assumption Rates</b>				
<u>100%</u>	<u>237%</u>	<u>333%</u>	<u>400%</u>	<u>500%</u>
22.8%	9.8%	0.0%	(6.7)%	(16.5)%

**Sensitivity of Class IG to Prepayments  
Assumed Price 13.15625%\***

<b>PSA Prepayment Assumption Rates</b>				
<u>100%</u>	<u>237%</u>	<u>309%</u>	<u>400%</u>	<u>500%</u>
23.7%	8.4%	0.1%	(10.1)%	(20.6)%

**Sensitivity of Class IJ to Prepayments  
Assumed Price 22.0%\***

<b>PSA Prepayment Assumption Rates</b>				
<u>100%</u>	<u>237%</u>	<u>400%</u>	<u>433%</u>	<u>500%</u>
19.7%	13.7%	2.5%	0.0%	(5.1)%

**SECURITY GROUP 4**

**Sensitivity of Class SA to Prepayments  
Assumed Price 7.0625%\***

<u>LIBOR</u>	<b>PSA Prepayment Assumption Rates</b>			
	<u>300%</u>	<u>595%</u>	<u>900%</u>	<u>1,200%</u>
0.15000% . . . . .	66.9%	39.8%	7.8%	(30.1)%
0.23313% . . . . .	65.5%	38.5%	6.6%	(31.2)%
2.99157% . . . . .	20.0%	(3.6)%	(31.6)%	(65.0)%
5.75000% and above . . . . .	**	**	**	**

**Sensitivity of Class SB to Prepayments  
Assumed Price 5.8125%\***

<u>LIBOR</u>	<b>PSA Prepayment Assumption Rates</b>			
	<u>300%</u>	<u>595%</u>	<u>900%</u>	<u>1,200%</u>
0.15000% . . . . .	72.3%	44.8%	12.3%	(26.1)%
0.23313% . . . . .	70.5%	43.1%	10.8%	(27.4)%
2.61657% . . . . .	22.2%	(1.5)%	(29.7)%	(63.3)%
5.00000% 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 SC to Prepayments**  
**Assumed Price 25.953125%\***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>300%</u>	<u>595%</u>	<u>900%</u>	<u>1,200%</u>
5.000% and below . . . . .	4.0%	(18.3)%	(44.9)%	(76.9)%
5.375% . . . . .	(9.4)%	(30.7)%	(56.0)%	(87.0)%
5.750% and above . . . . .	**	**	**	**

**Sensitivity of Class ST to Prepayments**  
**Assumed Price 1.25%\***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>300%</u>	<u>595%</u>	<u>900%</u>	<u>1,200%</u>
5.000% and below . . . . .	43.1%	17.8%	(12.2)%	(47.8)%
5.375% . . . . .	9.8%	(13.0)%	(40.1)%	(72.6)%
5.750% 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 Cadwalader, Wickersham & Taft LLP, the Trust will constitute a Double REMIC Series for federal income tax purposes. Separate REMIC elections will be made for the Pooling REMIC and the Issuing REMIC.

**Regular Securities**

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

The Notional Classes and Accrual Classes will be issued with original issue discount (“OID”), and certain other Classes of Regular Securities may be issued with OID. See “*Certain Federal Income Tax Consequences — Tax Treatment of Regular Securities — Original Issue Discount*,” “*— Variable Rate Securities*” and “*— Interest Weighted Securities and Non-VRDI Securities*” in the Base Offering Circular.

The prepayment assumption that should be used in determining the rates of accrual of OID, if any, on the Regular Securities is 350% PSA in the case of the Group 1 and Group 2 Securities, 237% PSA in the case of the Group 3 Securities and 595% PSA in the case of the Group 4 Securities (as described in “Yield, Maturity and Prepayment Considerations” in this Supplement). In the case of the Floating Rate and Inverse Floating Rate Classes, the interest rate values to be used for these determinations are the initial Interest Rates as set forth in the Terms Sheet under “Interest Rates.” No representation is made, however, about the rate at which prepayments on the Mortgage Loans underlying any Group of Trust Assets actually will occur or the level of LIBOR at any time after the date of this Supplement. See “*Certain Federal Income Tax Consequences*” in the Base Offering Circular.

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

## **Residual Securities**

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

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

## **MX Securities**

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

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

#### **ERISA MATTERS**

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

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

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

*See “ERISA Considerations” in the Base Offering Circular.*

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

#### **LEGAL INVESTMENT CONSIDERATIONS**

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

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

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

#### **PLAN OF DISTRIBUTION**

Subject to the terms and conditions of the Sponsor Agreement, the Sponsor has agreed to purchase all of the Securities if any are sold and purchased. The Sponsor proposes to offer each Class to the public from time to time for sale in negotiated transactions at varying prices to be determined at the time of sale, plus accrued interest from (1) January 1, 2010 on the Fixed Rate and Delay Classes, (2) January 16, 2010 on the Group 4 Floating Rate and Inverse Floating Rate Classes and (3) January 20, 2010 on the Group 1 and 2 Floating Rate and Inverse Floating Rate Classes (other than 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 Aggregate Scheduled Principal Balances of each Class receiving principal distributions or interest distributions based upon a notional balance from the same Trust Asset Group will increase by the same proportion. The Trust Agreement, the Final Data Statement, the Final Schedules and the Supplemental Statement, if any, will reflect any increase in the size of the transaction.

#### **LEGAL MATTERS**

Certain legal matters will be passed upon for Ginnie Mae by Hunton & Williams LLP, for the Trust by Cadwalader, Wickersham & Taft LLP, Washington, DC, and Marcell Solomon & Associates, P.C., Bowie, Maryland, and for the Trustee by Seward & Kissel LLP, New York, New York.

Available Combinations(1)

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
<b>Security Group 1</b>								
Combination 1								
DF	\$ 13,050,000	DA	\$100,000,000	PT	4.50%	FIX	38376TXH0	January 2040
DS	5,800,000							
IE	909,090							
IK	5,636,363							
K	62,000,000							
KE	10,000,000							
KI	5,636,363							
KN	8,000,000							
KZ	1,150,000							
Combination 2								
IE	\$ 909,090	GI	\$ 6,545,453	NTL(PAC)	5.50%	FIX/IO	38376TXJ6	January 2039
KI	5,636,363							
Combination 3								
IE	\$ 909,090	IH	\$ 6,545,453	NTL(PAC)	5.50%	FIX/IO	38376TXK3	January 2039
IK	5,636,363							
Combination 4								
K	\$ 62,000,000	KB	\$ 62,000,000	PAC	4.00%	FIX	38376TXL1	August 2037
KI	5,636,363							
Combination 5								
IK	\$ 5,636,363	KC	\$ 62,000,000	PAC	4.50%	FIX	38376TXM9	August 2037
K	62,000,000							
KI	5,636,363							

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 6								
IE	\$ 909,090	KD	\$ 80,000,000	PAC	4.50%	FIX	38376TXN7	January 2040
IK	5,636,363							
K	62,000,000							
KE	10,000,000							
KI	5,636,363							
KN	8,000,000							
Combination 7								
K	\$ 62,000,000	KH	\$ 72,000,000	PAC	4.00%	FIX	38376TXP2	January 2039
KE	10,000,000							
KI	5,636,363							
Combination 8								
IE	\$ 909,090	KJ	\$ 72,000,000	PAC	4.50%	FIX	38376TXQ0	January 2039
IK	5,636,363							
K	62,000,000							
KE	10,000,000							
KI	5,636,363							
Combination 9								
IE	\$ 909,090	KL	\$ 10,000,000	PAC	4.50%	FIX	38376TXR8	January 2039
KE	10,000,000							
Combination 10								
IE	\$ 909,090	KM	\$ 18,000,000	PAC	4.50%	FIX	38376TXS6	January 2040
KE	10,000,000							
KN	8,000,000							
Combination 11								
FD	\$100,000,000	KP	\$100,000,000	PT	6.50%	FIX	38376TXT4	January 2040
SD	100,000,000							
Combination 12								
DF	\$ 13,050,000	KX	\$ 20,000,000	SUP	4.50%	FIX	38376TXU1	January 2040
DS	5,800,000							
KZ	1,150,000							

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)
<b>Security Group 2</b>								
Combination 13								
N	\$ 82,000,000	DT	\$ 100,000,000	PT	5.00%	FIX	38376TXX9	January 2040
NI	14,909,090							
NM	2,000,000							
NZ	16,000,000							
Combination 14								
F	\$ 50,000,000	FK	\$ 50,000,000	PT	(5)	FLT	38376TXW7	January 2040
SX	2,500,000							
Combination 15								
F	\$ 50,000,000	FL	\$ 50,000,000	PT	(5)	FLT	38376TXX5	January 2040
SV	2,500,000							
SX	2,500,000							
Combination 16								
N	\$ 82,000,000	NA	\$ 82,000,000	PAC	4.25%	FIX	38376TXY3	October 2039
NI	3,727,272							
Combination 17								
N	\$ 82,000,000	NB	\$ 82,000,000	PAC	4.50%	FIX	38376TXZ0	October 2039
NI	7,454,545							
Combination 18								
N	\$ 82,000,000	NC	\$ 82,000,000	PAC	5.00%	FIX	38376TYA4	October 2039
NI	14,909,090							
Combination 19								
N	\$ 82,000,000	NP	\$ 84,000,000	PAC	5.00%	FIX	38376TYB2	January 2040
NI	14,909,090							
NM	2,000,000							
Combination 20								
FL(6)	\$ 50,000,000	P	\$ 50,000,000	PT	6.50%	FIX	38376TYC0	January 2040
SL	50,000,000							

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 21								
SL	\$ 50,000,000	SK	\$ 50,000,000	NTL(PT)	(5)	INV/IO	38376TYD8	January 2040
SV	2,500,000							
Combination 22								
SL	\$ 50,000,000	S	\$ 50,000,000	NTL(PT)	(5)	INV/IO	38376TYE6	January 2040
SV	2,500,000							
SX	2,500,000							
<b>Security Group 3</b>								
Combination 23								
GE	\$167,000,000	G	\$187,000,000	SEQ	3.50%	FIX	38376TYF3	February 2036
GJ	20,000,000							
IG	18,555,555							
IJ	2,222,221							
Combination 24								
GE	\$167,000,000	GA	\$167,000,000	SEQ	4.50%	FIX	38376TYG1	September 2034
IG	55,666,666							
Combination 25								
GE	\$167,000,000	GB	\$167,000,000	SEQ	4.25%	FIX	38376TYH9	September 2034
IG	46,388,888							
Combination 26								
GE	\$167,000,000	GC	\$167,000,000	SEQ	4.00%	FIX	38376TYJ5	September 2034
IG	37,111,110							
Combination 27								
GE	\$167,000,000	GD	\$167,000,000	SEQ	3.50%	FIX	38376TYK2	September 2034
IG	18,555,555							
Combination 28								
GE	\$167,000,000	GH	\$187,000,000	SEQ	4.50%	FIX	38376TYL0	February 2036
GJ	20,000,000							
IG	55,666,666							
IJ	6,666,666							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 29								
GE	\$167,000,000	GK	\$187,000,000	SEQ	4.00%	FIX	38376TYM8	February 2036
GJ	20,000,000							
IG	37,111,110							
IJ	4,444,444							
Combination 30								
GJ	\$ 20,000,000	GL	\$ 83,000,000	SEQ	4.50%	FIX	38376TYN6	January 2040
GZ	38,000,000							
IJ	6,666,666							
VG	25,000,000							
Combination 31								
GE	\$167,000,000	GM	\$187,000,000	SEQ	4.25%	FIX	38376TYP1	February 2036
GJ	20,000,000							
IG	46,388,888							
IJ	5,555,554							
Combination 32								
GZ	\$ 38,000,000	GN	\$ 63,000,000	SEQ	4.50%	FIX	38376TYQ9	January 2040
VG	25,000,000							
Combination 33								
GJ	\$ 20,000,000	GQ	\$ 20,000,000	SEQ	4.50%	FIX	38376TYR7	February 2036
IJ	6,666,666							
Combination 34								
IG	\$ 55,666,666	GT	\$ 62,333,332	NTL(SEQ)	4.50%	FIX/IO	38376TYS5	February 2036
IJ	6,666,666							
<b>Security Group 4</b>								
Combination 35								
SB	\$200,000,000	SA	\$200,000,000	NTL(PT)	(5)	INV/IO	38376TYT3	January 2040
ST	200,000,000							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 36								
ST	\$200,000,000	SC	\$ 23,076,923	NTL(PT)	(5)	INV/IO	38376TYU0	January 2040

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

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

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

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

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

(6) MX Class.

**Schedule II**

**SCHEDULED PRINCIPAL BALANCES**

<u>Distribution Date</u>	<u>Classes DF and DS (in the aggregate)</u>	<u>Classes K, KE and KN (in the aggregate)</u>	<u>Classes N and NM (in the aggregate)</u>
Initial Balance . . . . .	\$18,850,000.00	\$80,000,000.00	\$84,000,000.00
February 2010 . . . . .	18,714,134.02	79,695,122.00	83,721,174.96
March 2010. . . . .	18,544,247.68	79,339,595.39	83,398,410.38
April 2010. . . . .	18,340,571.16	78,933,652.55	83,031,898.96
May 2010 . . . . .	18,103,474.20	78,477,604.14	82,621,891.91
June 2010 . . . . .	17,833,466.90	77,971,839.20	82,168,698.93
July 2010 . . . . .	17,531,199.85	77,416,824.94	81,672,688.00
August 2010 . . . . .	17,197,463.61	76,813,106.32	81,134,285.17
September 2010 . . . . .	16,833,187.35	76,161,305.48	80,553,974.04
October 2010 . . . . .	16,439,436.84	75,462,120.99	79,932,295.29
November 2010 . . . . .	16,017,411.63	74,716,326.76	79,269,845.95
December 2010 . . . . .	15,568,441.54	73,924,770.94	78,567,278.60
January 2011 . . . . .	15,093,982.34	73,088,374.44	77,825,300.44
February 2011 . . . . .	14,595,610.77	72,208,129.41	77,044,672.19
March 2011. . . . .	14,075,018.74	71,285,097.38	76,226,206.95
April 2011. . . . .	13,534,006.95	70,320,407.32	75,370,768.82
May 2011 . . . . .	12,974,477.74	69,315,253.45	74,479,271.52
June 2011 . . . . .	12,398,427.28	68,270,892.88	73,552,676.77
July 2011 . . . . .	11,807,937.22	67,188,643.09	72,591,992.70
August 2011 . . . . .	11,205,165.73	66,069,879.20	71,598,271.99
September 2011 . . . . .	10,592,337.95	64,916,031.17	70,572,610.01
October 2011 . . . . .	9,971,736.03	63,728,580.67	69,516,142.87
November 2011 . . . . .	9,345,688.72	62,509,058.03	68,430,045.25
December 2011 . . . . .	8,716,560.55	61,259,038.81	67,315,528.28
January 2012 . . . . .	8,086,740.72	59,980,140.51	66,173,837.26
February 2012 . . . . .	7,458,631.74	58,674,018.87	65,006,249.27
March 2012. . . . .	6,834,637.87	57,342,364.27	63,814,070.80
April 2012. . . . .	6,217,153.45	55,986,898.03	62,598,635.24
May 2012 . . . . .	5,636,005.92	54,654,898.66	61,401,139.40
June 2012 . . . . .	5,089,795.43	53,345,965.91	60,221,323.37
July 2012 . . . . .	4,577,169.23	52,059,706.26	59,058,930.98
August 2012 . . . . .	4,096,820.25	50,795,732.82	57,913,709.73
September 2012 . . . . .	3,647,485.59	49,553,665.28	56,785,410.71
October 2012 . . . . .	3,227,945.16	48,333,129.71	55,673,788.60
November 2012 . . . . .	2,837,020.29	47,133,758.52	54,578,601.60
December 2012 . . . . .	2,473,572.42	45,955,190.35	53,499,611.35
January 2013 . . . . .	2,136,501.85	44,797,069.91	52,436,582.92
February 2013 . . . . .	1,824,746.45	43,659,047.94	51,389,284.76
March 2013. . . . .	1,537,280.50	42,540,781.08	50,357,488.62
April 2013. . . . .	1,273,113.51	41,441,931.77	49,340,969.53

<u>Distribution Date</u>	<u>Classes DF and DS (in the aggregate)</u>	<u>Classes K, KE and KN (in the aggregate)</u>	<u>Classes N and NM (in the aggregate)</u>
May 2013 . . . . .	\$ 1,031,289.11	\$40,362,168.16	\$48,339,505.74
June 2013 . . . . .	810,883.93	39,301,164.03	47,352,878.69
July 2013 . . . . .	611,006.56	38,258,598.64	46,380,872.95
August 2013 . . . . .	430,796.51	37,234,156.71	45,423,276.18
September 2013 . . . . .	269,423.25	36,227,528.27	44,479,879.08
October 2013 . . . . .	126,085.19	35,238,408.63	43,550,475.35
November 2013 . . . . .	8.81	34,266,498.19	42,634,861.68
December 2013 . . . . .	0.00	33,311,502.50	41,732,837.63
January 2014 . . . . .	0.00	32,373,132.03	40,844,205.67
February 2014 . . . . .	0.00	31,451,102.20	39,968,771.10
March 2014. . . . .	0.00	30,545,133.20	39,106,342.01
April 2014. . . . .	0.00	29,654,950.00	38,256,729.25
May 2014 . . . . .	0.00	28,780,282.20	37,419,746.37
June 2014 . . . . .	0.00	27,920,864.00	36,595,209.61
July 2014 . . . . .	0.00	27,076,434.08	35,782,937.86
August 2014 . . . . .	0.00	26,246,735.57	34,982,752.58
September 2014 . . . . .	0.00	25,440,987.74	34,194,477.83
October 2014 . . . . .	0.00	24,659,747.09	33,417,940.18
November 2014 . . . . .	0.00	23,902,273.56	32,652,968.69
December 2014 . . . . .	0.00	23,167,849.33	31,899,394.87
January 2015 . . . . .	0.00	22,455,778.12	31,157,052.67
February 2015 . . . . .	0.00	21,765,384.56	30,425,778.42
March 2015. . . . .	0.00	21,096,013.60	29,705,410.79
April 2015. . . . .	0.00	20,447,029.82	28,995,790.79
May 2015 . . . . .	0.00	19,817,816.93	28,296,766.93
June 2015 . . . . .	0.00	19,207,777.17	27,614,322.51
July 2015 . . . . .	0.00	18,616,330.69	26,948,068.85
August 2015 . . . . .	0.00	18,042,915.14	26,297,626.32
September 2015 . . . . .	0.00	17,486,985.02	25,662,624.09
October 2015 . . . . .	0.00	16,948,011.28	25,042,699.96
November 2015 . . . . .	0.00	16,425,480.75	24,437,500.18
December 2015 . . . . .	0.00	15,918,895.71	23,846,679.18
January 2016 . . . . .	0.00	15,427,773.39	23,269,899.47
February 2016 . . . . .	0.00	14,951,645.58	22,706,831.39
March 2016. . . . .	0.00	14,490,058.13	22,157,152.96
April 2016. . . . .	0.00	14,042,570.60	21,620,549.70
May 2016 . . . . .	0.00	13,608,755.74	21,096,714.41
June 2016 . . . . .	0.00	13,188,199.23	20,585,347.11
July 2016 . . . . .	0.00	12,780,499.19	20,086,154.73
August 2016 . . . . .	0.00	12,385,265.85	19,598,851.09
September 2016 . . . . .	0.00	12,002,121.18	19,123,156.64
October 2016 . . . . .	0.00	11,630,698.54	18,658,798.34
November 2016 . . . . .	0.00	11,270,642.34	18,205,509.52

<u>Distribution Date</u>	<u>Classes DF and DS (in the aggregate)</u>	<u>Classes K, KE and KN (in the aggregate)</u>	<u>Classes N and NM (in the aggregate)</u>
December 2016 . . . . .	\$ 0.00	\$10,921,607.69	\$17,763,029.74
January 2017 . . . . .	0.00	10,583,260.13	17,331,104.61
February 2017 . . . . .	0.00	10,255,275.24	16,909,485.67
March 2017. . . . .	0.00	9,937,338.40	16,497,930.25
April 2017. . . . .	0.00	9,629,144.49	16,096,201.37
May 2017 . . . . .	0.00	9,330,397.58	15,704,067.53
June 2017 . . . . .	0.00	9,040,810.66	15,321,302.67
July 2017 . . . . .	0.00	8,760,105.38	14,947,685.98
August 2017 . . . . .	0.00	8,488,011.80	14,583,001.81
September 2017 . . . . .	0.00	8,224,268.13	14,227,039.55
October 2017 . . . . .	0.00	7,968,620.47	13,879,593.49
November 2017 . . . . .	0.00	7,720,822.58	13,540,462.73
December 2017 . . . . .	0.00	7,480,635.68	13,209,451.08
January 2018 . . . . .	0.00	7,247,828.18	12,886,366.91
February 2018 . . . . .	0.00	7,022,175.50	12,571,023.06
March 2018. . . . .	0.00	6,803,459.82	12,263,236.76
April 2018. . . . .	0.00	6,591,469.94	11,962,829.51
May 2018 . . . . .	0.00	6,386,001.01	11,669,626.98
June 2018 . . . . .	0.00	6,186,854.38	11,383,458.91
July 2018 . . . . .	0.00	5,993,837.43	11,104,159.02
August 2018 . . . . .	0.00	5,806,763.33	10,831,564.92
September 2018 . . . . .	0.00	5,625,450.92	10,565,518.03
October 2018 . . . . .	0.00	5,449,724.52	10,305,863.47
November 2018 . . . . .	0.00	5,279,413.75	10,052,449.97
December 2018 . . . . .	0.00	5,114,353.41	9,805,129.83
January 2019 . . . . .	0.00	4,954,383.29	9,563,758.78
February 2019 . . . . .	0.00	4,799,348.02	9,328,195.95
March 2019. . . . .	0.00	4,649,096.95	9,098,303.76
April 2019. . . . .	0.00	4,503,483.98	8,873,947.84
May 2019 . . . . .	0.00	4,362,367.44	8,654,996.98
June 2019 . . . . .	0.00	4,225,609.96	8,441,323.05
July 2019 . . . . .	0.00	4,093,078.31	8,232,800.90
August 2019 . . . . .	0.00	3,964,643.34	8,029,308.35
September 2019 . . . . .	0.00	3,840,179.77	7,830,726.05
October 2019 . . . . .	0.00	3,719,566.14	7,636,937.47
November 2019 . . . . .	0.00	3,602,684.68	7,447,828.79
December 2019 . . . . .	0.00	3,489,421.17	7,263,288.89
January 2020 . . . . .	0.00	3,379,664.89	7,083,209.24
February 2020 . . . . .	0.00	3,273,308.45	6,907,483.86
March 2020. . . . .	0.00	3,170,247.72	6,736,009.26
April 2020. . . . .	0.00	3,070,381.74	6,568,684.37
May 2020 . . . . .	0.00	2,973,612.64	6,405,410.51
June 2020 . . . . .	0.00	2,879,845.48	6,246,091.29

<u>Distribution Date</u>	<u>Classes DF and DS (in the aggregate)</u>	<u>Classes K, KE and KN (in the aggregate)</u>	<u>Classes N and NM (in the aggregate)</u>
July 2020 . . . . .	\$ 0.00	\$ 2,788,988.22	\$ 6,090,632.63
August 2020 . . . . .	0.00	2,700,951.62	5,938,942.62
September 2020 . . . . .	0.00	2,615,649.16	5,790,931.53
October 2020 . . . . .	0.00	2,532,996.94	5,646,511.72
November 2020 . . . . .	0.00	2,452,913.61	5,505,597.65
December 2020 . . . . .	0.00	2,375,320.30	5,368,105.74
January 2021 . . . . .	0.00	2,300,140.53	5,233,954.42
February 2021 . . . . .	0.00	2,227,300.16	5,103,064.03
March 2021 . . . . .	0.00	2,156,727.30	4,975,356.75
April 2021 . . . . .	0.00	2,088,352.23	4,850,756.65
May 2021 . . . . .	0.00	2,022,107.39	4,729,189.54
June 2021 . . . . .	0.00	1,957,927.25	4,610,583.00
July 2021 . . . . .	0.00	1,895,748.28	4,494,866.30
August 2021 . . . . .	0.00	1,835,508.90	4,381,970.41
September 2021 . . . . .	0.00	1,777,149.38	4,271,827.89
October 2021 . . . . .	0.00	1,720,611.85	4,164,372.90
November 2021 . . . . .	0.00	1,665,840.17	4,059,541.17
December 2021 . . . . .	0.00	1,612,779.91	3,957,269.92
January 2022 . . . . .	0.00	1,561,378.33	3,857,497.88
February 2022 . . . . .	0.00	1,511,584.27	3,760,165.19
March 2022 . . . . .	0.00	1,463,348.16	3,665,213.44
April 2022 . . . . .	0.00	1,416,621.92	3,572,585.57
May 2022 . . . . .	0.00	1,371,358.94	3,482,225.89
June 2022 . . . . .	0.00	1,327,514.04	3,394,080.01
July 2022 . . . . .	0.00	1,285,043.44	3,308,094.82
August 2022 . . . . .	0.00	1,243,904.65	3,224,218.49
September 2022 . . . . .	0.00	1,204,056.52	3,142,400.39
October 2022 . . . . .	0.00	1,165,459.14	3,062,591.11
November 2022 . . . . .	0.00	1,128,073.83	2,984,742.38
December 2022 . . . . .	0.00	1,091,863.08	2,908,807.10
January 2023 . . . . .	0.00	1,056,790.54	2,834,739.26
February 2023 . . . . .	0.00	1,022,820.98	2,762,493.97
March 2023 . . . . .	0.00	989,920.21	2,692,027.37
April 2023 . . . . .	0.00	958,055.14	2,623,296.66
May 2023 . . . . .	0.00	927,193.64	2,556,260.04
June 2023 . . . . .	0.00	897,304.63	2,490,876.71
July 2023 . . . . .	0.00	868,357.91	2,427,106.84
August 2023 . . . . .	0.00	840,324.26	2,364,911.54
September 2023 . . . . .	0.00	813,175.32	2,304,252.84
October 2023 . . . . .	0.00	786,883.64	2,245,093.66
November 2023 . . . . .	0.00	761,422.56	2,187,397.83
December 2023 . . . . .	0.00	736,766.30	2,131,130.01
January 2024 . . . . .	0.00	712,889.80	2,076,255.71

<b><u>Distribution Date</u></b>	<b><u>Classes DF and DS (in the aggregate)</u></b>	<b><u>Classes K, KE and KN (in the aggregate)</u></b>	<b><u>Classes N and NM (in the aggregate)</u></b>
February 2024 . . . . .	\$ 0.00	\$ 689,768.84	\$ 2,022,741.26
March 2024. . . . .	0.00	667,379.90	1,970,553.78
April 2024. . . . .	0.00	645,700.19	1,919,661.20
May 2024 . . . . .	0.00	624,707.63	1,870,032.18
June 2024 . . . . .	0.00	604,380.81	1,821,636.13
July 2024 . . . . .	0.00	584,698.99	1,774,443.21
August 2024 . . . . .	0.00	565,642.05	1,728,424.27
September 2024 . . . . .	0.00	547,190.52	1,683,550.85
October 2024 . . . . .	0.00	529,325.48	1,639,795.19
November 2024 . . . . .	0.00	512,028.65	1,597,130.17
December 2024 . . . . .	0.00	495,282.26	1,555,529.31
January 2025 . . . . .	0.00	479,069.14	1,514,966.80
February 2025 . . . . .	0.00	463,372.59	1,475,417.40
March 2025. . . . .	0.00	448,176.49	1,436,856.51
April 2025. . . . .	0.00	433,465.15	1,399,260.07
May 2025 . . . . .	0.00	419,223.42	1,362,604.65
June 2025 . . . . .	0.00	405,436.59	1,326,867.33
July 2025 . . . . .	0.00	392,090.41	1,292,025.77
August 2025 . . . . .	0.00	379,171.06	1,258,058.15
September 2025 . . . . .	0.00	366,665.19	1,224,943.17
October 2025 . . . . .	0.00	354,559.79	1,192,660.05
November 2025 . . . . .	0.00	342,842.30	1,161,188.49
December 2025 . . . . .	0.00	331,500.56	1,130,508.68
January 2026 . . . . .	0.00	320,522.75	1,100,601.30
February 2026 . . . . .	0.00	309,897.42	1,071,447.48
March 2026. . . . .	0.00	299,613.52	1,043,028.80
April 2026. . . . .	0.00	289,660.28	1,015,327.28
May 2026 . . . . .	0.00	280,027.31	988,325.37
June 2026 . . . . .	0.00	270,704.50	962,005.95
July 2026 . . . . .	0.00	261,682.12	936,352.31
August 2026 . . . . .	0.00	252,950.66	911,348.13
September 2026 . . . . .	0.00	244,500.95	886,977.49
October 2026 . . . . .	0.00	236,324.12	863,224.85
November 2026 . . . . .	0.00	228,411.55	840,075.03
December 2026 . . . . .	0.00	220,754.87	817,513.24
January 2027 . . . . .	0.00	213,346.02	795,525.03
February 2027 . . . . .	0.00	206,177.14	774,096.30
March 2027. . . . .	0.00	199,240.66	753,213.29
April 2027. . . . .	0.00	192,529.20	732,862.56
May 2027 . . . . .	0.00	186,035.65	713,031.01
June 2027 . . . . .	0.00	179,753.11	693,705.85
July 2027 . . . . .	0.00	173,674.87	674,874.59
August 2027 . . . . .	0.00	167,794.45	656,525.04

<u>Distribution Date</u>	<u>Classes DF and DS (in the aggregate)</u>	<u>Classes K, KE and KN (in the aggregate)</u>	<u>Classes N and NM (in the aggregate)</u>
September 2027 . . . . .	\$ 0.00	\$ 162,105.58	\$ 638,645.33
October 2027 . . . . .	0.00	156,602.17	621,223.85
November 2027 . . . . .	0.00	151,278.34	604,249.27
December 2027 . . . . .	0.00	146,128.36	587,710.54
January 2028 . . . . .	0.00	141,146.71	571,596.88
February 2028 . . . . .	0.00	136,328.01	555,897.78
March 2028. . . . .	0.00	131,667.10	540,602.95
April 2028. . . . .	0.00	127,158.94	525,702.38
May 2028 . . . . .	0.00	122,798.64	511,186.28
June 2028 . . . . .	0.00	118,581.49	497,045.13
July 2028 . . . . .	0.00	114,502.94	483,269.61
August 2028 . . . . .	0.00	110,558.53	469,850.62
September 2028 . . . . .	0.00	106,743.99	456,779.32
October 2028 . . . . .	0.00	103,055.16	444,047.03
November 2028 . . . . .	0.00	99,488.00	431,645.34
December 2028 . . . . .	0.00	96,038.64	419,565.99
January 2029 . . . . .	0.00	92,703.28	407,800.95
February 2029 . . . . .	0.00	89,478.27	396,342.39
March 2029. . . . .	0.00	86,360.08	385,182.64
April 2029. . . . .	0.00	83,345.25	374,314.25
May 2029 . . . . .	0.00	80,430.48	363,729.93
June 2029 . . . . .	0.00	77,612.54	353,422.57
July 2029 . . . . .	0.00	74,888.33	343,385.24
August 2029 . . . . .	0.00	72,254.80	333,611.17
September 2029 . . . . .	0.00	69,709.06	324,093.78
October 2029 . . . . .	0.00	67,248.25	314,826.60
November 2029 . . . . .	0.00	64,869.64	305,803.37
December 2029 . . . . .	0.00	62,570.58	297,017.95
January 2030 . . . . .	0.00	60,348.48	288,464.37
February 2030 . . . . .	0.00	58,200.88	280,136.78
March 2030. . . . .	0.00	56,125.33	272,029.50
April 2030. . . . .	0.00	54,119.51	264,136.98
May 2030 . . . . .	0.00	52,181.17	256,453.80
June 2030 . . . . .	0.00	50,308.11	248,974.67
July 2030 . . . . .	0.00	48,498.20	241,694.44
August 2030 . . . . .	0.00	46,749.41	234,608.09
September 2030 . . . . .	0.00	45,059.73	227,710.69
October 2030 . . . . .	0.00	43,427.25	220,997.48
November 2030 . . . . .	0.00	41,850.09	214,463.79
December 2030 . . . . .	0.00	40,326.46	208,105.05
January 2031 . . . . .	0.00	38,854.60	201,916.83
February 2031 . . . . .	0.00	37,432.82	195,894.80
March 2031. . . . .	0.00	36,059.50	190,034.72

<u>Distribution Date</u>	<u>Classes DF and DS (in the aggregate)</u>	<u>Classes K, KE and KN (in the aggregate)</u>	<u>Classes N and NM (in the aggregate)</u>
April 2031 . . . . .	\$ 0.00	\$ 34,733.03	\$ 184,332.48
May 2031 . . . . .	0.00	33,451.88	178,784.06
June 2031 . . . . .	0.00	32,214.58	173,385.53
July 2031 . . . . .	0.00	31,019.68	168,133.08
August 2031 . . . . .	0.00	29,865.77	163,022.96
September 2031 . . . . .	0.00	28,751.53	158,051.54
October 2031 . . . . .	0.00	27,675.64	153,215.27
November 2031 . . . . .	0.00	26,636.85	148,510.69
December 2031 . . . . .	0.00	25,633.91	143,934.42
January 2032 . . . . .	0.00	24,665.66	139,483.18
February 2032 . . . . .	0.00	23,730.94	135,153.74
March 2032 . . . . .	0.00	22,828.65	130,942.98
April 2032 . . . . .	0.00	21,957.71	126,847.85
May 2032 . . . . .	0.00	21,117.09	122,865.36
June 2032 . . . . .	0.00	20,305.77	118,992.61
July 2032 . . . . .	0.00	19,522.79	115,226.77
August 2032 . . . . .	0.00	18,767.20	111,565.07
September 2032 . . . . .	0.00	18,038.09	108,004.83
October 2032 . . . . .	0.00	17,334.59	104,543.41
November 2032 . . . . .	0.00	16,655.82	101,178.25
December 2032 . . . . .	0.00	16,000.97	97,906.87
January 2033 . . . . .	0.00	15,369.25	94,726.81
February 2033 . . . . .	0.00	14,759.86	91,635.71
March 2033 . . . . .	0.00	14,172.08	88,631.25
April 2033 . . . . .	0.00	13,605.17	85,711.17
May 2033 . . . . .	0.00	13,058.41	82,873.27
June 2033 . . . . .	0.00	12,531.17	80,115.41
July 2033 . . . . .	0.00	12,022.75	77,435.49
August 2033 . . . . .	0.00	11,532.53	74,831.48
September 2033 . . . . .	0.00	11,059.91	72,301.37
October 2033 . . . . .	0.00	10,604.26	69,843.24
November 2033 . . . . .	0.00	10,165.05	67,455.20
December 2033 . . . . .	0.00	9,741.69	65,135.39
January 2034 . . . . .	0.00	9,333.65	62,882.02
February 2034 . . . . .	0.00	8,940.42	60,693.35
March 2034 . . . . .	0.00	8,561.49	58,567.66
April 2034 . . . . .	0.00	8,196.36	56,503.28
May 2034 . . . . .	0.00	7,844.59	54,498.60
June 2034 . . . . .	0.00	7,505.68	52,552.04
July 2034 . . . . .	0.00	7,179.24	50,662.05
August 2034 . . . . .	0.00	6,864.80	48,827.12
September 2034 . . . . .	0.00	6,561.97	47,045.80
October 2034 . . . . .	0.00	6,270.36	45,316.65

<u>Distribution Date</u>	<u>Classes DF and DS (in the aggregate)</u>	<u>Classes K, KE and KN (in the aggregate)</u>	<u>Classes N and NM (in the aggregate)</u>
November 2034 . . . . .	\$ 0.00	\$ 5,989.55	\$ 43,638.29
December 2034 . . . . .	0.00	5,719.20	42,009.35
January 2035 . . . . .	0.00	5,458.94	40,428.51
February 2035 . . . . .	0.00	5,208.41	38,894.49
March 2035 . . . . .	0.00	4,967.29	37,406.03
April 2035 . . . . .	0.00	4,735.25	35,961.91
May 2035 . . . . .	0.00	4,511.97	34,560.93
June 2035 . . . . .	0.00	4,297.14	33,201.92
July 2035 . . . . .	0.00	4,090.47	31,883.77
August 2035 . . . . .	0.00	3,891.68	30,605.36
September 2035 . . . . .	0.00	3,700.49	29,365.61
October 2035 . . . . .	0.00	3,516.64	28,163.48
November 2035 . . . . .	0.00	3,339.86	26,997.95
December 2035 . . . . .	0.00	3,169.90	25,868.02
January 2036 . . . . .	0.00	3,006.55	24,772.72
February 2036 . . . . .	0.00	2,849.55	23,711.11
March 2036 . . . . .	0.00	2,698.66	22,682.27
April 2036 . . . . .	0.00	2,553.71	21,685.29
May 2036 . . . . .	0.00	2,414.45	20,719.31
June 2036 . . . . .	0.00	2,280.69	19,783.47
July 2036 . . . . .	0.00	2,152.24	18,876.94
August 2036 . . . . .	0.00	2,028.90	17,998.92
September 2036 . . . . .	0.00	1,910.50	17,148.61
October 2036 . . . . .	0.00	1,796.85	16,325.26
November 2036 . . . . .	0.00	1,687.79	15,528.11
December 2036 . . . . .	0.00	1,583.14	14,756.44
January 2037 . . . . .	0.00	1,482.75	14,009.53
February 2037 . . . . .	0.00	1,386.48	13,286.70
March 2037 . . . . .	0.00	1,294.16	12,587.27
April 2037 . . . . .	0.00	1,205.65	11,910.59
May 2037 . . . . .	0.00	1,120.82	11,256.02
June 2037 . . . . .	0.00	1,039.52	10,622.95
July 2037 . . . . .	0.00	961.64	10,010.75
August 2037 . . . . .	0.00	887.04	9,418.85
September 2037 . . . . .	0.00	815.61	8,846.67
October 2037 . . . . .	0.00	747.23	8,293.65
November 2037 . . . . .	0.00	681.78	7,759.25
December 2037 . . . . .	0.00	619.15	7,242.94
January 2038 . . . . .	0.00	559.25	6,744.20
February 2038 . . . . .	0.00	501.97	6,262.52
March 2038 . . . . .	0.00	447.21	5,797.43
April 2038 . . . . .	0.00	394.88	5,348.44
May 2038 . . . . .	0.00	344.88	4,915.09

<u>Distribution Date</u>	<u>Classes DF and DS (in the aggregate)</u>	<u>Classes K, KE and KN (in the aggregate)</u>	<u>Classes N and NM (in the aggregate)</u>
June 2038 . . . . .	\$ 0.00	\$ 297.13	\$ 4,496.93
July 2038 . . . . .	0.00	251.54	4,093.51
August 2038 . . . . .	0.00	208.03	3,704.42
September 2038 . . . . .	0.00	166.53	3,329.23
October 2038 . . . . .	0.00	126.95	2,967.54
November 2038 . . . . .	0.00	89.22	2,618.95
December 2038 . . . . .	0.00	53.27	2,283.08
January 2039 . . . . .	0.00	19.03	1,959.56
February 2039 . . . . .	0.00	0.00	1,648.02
March 2039 . . . . .	0.00	0.00	1,348.11
April 2039 . . . . .	0.00	0.00	1,059.48
May 2039 . . . . .	0.00	0.00	781.80
June 2039 . . . . .	0.00	0.00	514.74
July 2039 . . . . .	0.00	0.00	257.98
August 2039 . . . . .	0.00	0.00	11.22
September 2039 and thereafter . . . . .	0.00	0.00	0.00



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***OFFERING CIRCULAR SUPPLEMENT***  
**January 21, 2010**

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**UTENDAHL CAPITAL PARTNERS, L.P.**