



\$12,551,205,276

Government National Mortgage Association

GINNIE MAE®

Guaranteed REMIC Pass-Through Securities
and MX Securities

Ginnie Mae REMIC Trust 2010-009

The Securities

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

The Ginnie Mae Guaranty

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

The Trust and its Assets

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

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

See "Risk Factors" beginning on page S-11 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)
Security Group 1						
FA	\$ 50,000,000	(5)	PT	FLT	38375AA46	January 2040
GA	9,687,000	4.5%	PAC	FIX	38375AA53	December 2039
GF	1,744,071	(5)	SUP	FLT	38375AA61	January 2040
GS	968,929	(5)	SUP	INV	38375AA79	January 2040
GY	100,000	4.5	PAC	FIX	38375AA87	January 2040
SA	50,000,000	(5)	NTL (PT)	INV/IO	38375AA95	January 2040
Security Group 2						
FB	20,000,000	(5)	SC/PT	FLT	38375AB29	September 2038
SB	20,000,000	(5)	NTL (SC/PT)	INV/IO	38375AB37	September 2038
Security Group 3						
A(1)	122,285,714	(5)	NTL (PT)	INV/IO	38375AB45	January 2040
AV(1)	122,285,714	(5)	NTL (PT)	FLT/IO	38375AB52	January 2040
IA(1)	122,285,714	(5)	NTL (PT)	INV/IO	38375AB60	January 2040
IB(1)	122,285,714	(5)	NTL (PT)	INV/IO	38375AB78	January 2040
OA(1)	214,000,000	0.0	PT	PO	38375AB86	January 2040
SE(1)	122,285,714	(5)	NTL (PT)	INV/IO	38375AB94	January 2040
Security Group 4						
DO(1)	5,180,000,000	0.0	PT	PO	38375AC28	January 2040
DV(1)	3,330,000,000	(5)	NTL (PT)	FLT/IO	38375AC36	January 2040
IG(1)	3,330,000,000	(5)	NTL (PT)	INV/IO	38375AC44	January 2040
IH(1)	3,330,000,000	(5)	NTL (PT)	INV/IO	38375AC51	January 2040
SD(1)	3,330,000,000	(5)	NTL (PT)	INV/IO	38375AC69	January 2040
SK(1)	3,330,000,000	(5)	NTL (PT)	INV/IO	38375AC77	January 2040
Security Group 5						
IS(1)	43,355,158	(5)	NTL (PT)	INV/IO	38375AC85	January 2040
IT(1)	43,355,158	(5)	NTL (PT)	INV/IO	38375AC93	January 2040
MV(1)	43,355,158	(5)	NTL (PT)	INV/IO	38375AD27	January 2040
OM(1)	75,871,527	0.0	PT	PO	38375AD35	January 2040
SM(1)	43,355,158	(5)	NTL (PT)	INV/IO	38375AD43	January 2040
XV(1)	43,355,158	(5)	NTL (PT)	FLT/IO	38375AD50	January 2040
Security Group 6						
IU(1)	1,448,593,118	(5)	NTL (PT)	INV/IO	38375AD68	January 2040
OQ(1)	2,253,367,073	0.0	PT	PO	38375AD76	January 2040
QV(1)	1,448,593,118	(5)	NTL (PT)	INV/IO	38375AD84	January 2040
SP(1)	1,448,593,118	(5)	NTL (PT)	INV/IO	38375AD92	January 2040
SQ(1)	1,448,593,118	(5)	NTL (PT)	INV/IO	38375AE26	January 2040
XN(1)	1,448,593,118	(5)	NTL (PT)	FLT/IO	38375AE34	January 2040
Security Group 7						
IY(1)	3,169,564,210	(5)	NTL (PT)	INV/IO	38375AE42	January 2040
OU(1)	4,437,389,895	0.0	PT	PO	38375AE59	January 2040
SU(1)	3,169,564,210	(5)	NTL (PT)	INV/IO	38375AE67	January 2040
U(1)	3,169,564,210	(5)	NTL (PT)	INV/IO	38375AE75	January 2040
UV(1)	3,169,564,210	(5)	NTL (PT)	INV/IO	38375AE83	January 2040
XH(1)	3,169,564,210	(5)	NTL (PT)	FLT/IO	38375AE91	January 2040
Security Group 8						
NP(1)	56,905,430	(5)	NTL (PT)	INV/IO	38375AF25	January 2040
NQ(1)	56,905,430	(5)	NTL (PT)	INV/IO	38375AF33	January 2040
OW(1)	72,425,093	0.0	PT	PO	38375AF41	January 2040
SW(1)	56,905,430	(5)	NTL (PT)	INV/IO	38375AF58	January 2040
W(1)	56,905,430	(5)	NTL (PT)	FLT/IO	38375AF66	January 2040
WV(1)	56,905,430	(5)	NTL (PT)	INV/IO	38375AF74	January 2040
Security Group 9						
IN(1)	168,322,634	(5)	NTL (PT)	INV/IO	38375AF82	January 2040
J(1)	168,322,634	(5)	NTL (PT)	INV/IO	38375AF90	January 2040
JV(1)	168,322,634	(5)	NTL (PT)	FLT/IO	38375AG24	January 2040
OJ(1)	235,651,688	0.0	PT	PO	38375AG32	January 2040
SH(1)	168,322,634	(5)	NTL (PT)	INV/IO	38375AG40	January 2040
SJ(1)	168,322,634	(5)	NTL (PT)	INV/IO	38375AG57	January 2040
Residual						
RR	0	0.0	NPR	NPR	38375AG65	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.

AVAILABLE INFORMATION

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

- this Offering Circular Supplement (this “Supplement”),
- the Base Offering Circular and
- in the case of the Group 2 securities, the disclosure document relating to the Underlying Certificates (the “Underlying Certificate Disclosure Document”).

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

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

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

TABLE OF CONTENTS

	<u>Page</u>		<u>Page</u>
Terms Sheet	S-3	Plan of Distribution	S-49
Risk Factors	S-11	Increase in Size	S-49
The Trust Assets	S-13	Legal Matters	S-49
Ginnie Mae Guaranty	S-15	Schedule I: Available Combinations	S-I-1
Description of the Securities	S-15	Schedule II: Scheduled Principal	
Yield, Maturity and Prepayment		Balances	S-II-1
Considerations	S-19	Exhibit A: Underlying Certificates	A-1
Certain Federal Income Tax		Exhibit B: Cover Page, Terms Sheet and	
Consequences	S-46	Schedule I from Underlying	
ERISA Matters	S-48	Certificate Disclosure Document	B-1
Legal Investment Considerations	S-49		

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: Banc of America Securities LLC

Co-Sponsor: Aladdin Capital LLC

Trustee: Wells Fargo Bank, N.A.

Tax Administrator: The Trustee

Closing Date: January 29, 2010

Distribution Dates: For the Group 1, 3 and 4 Securities, the 16th day of each month or if the 16th day is not a Business Day, the first Business Day thereafter, commencing in February 2010. For the Group 2, 5, 6, 7, 8 and 9 Securities, the 20th day of each month or if the 20th day is not a Business Day, the first Business Day thereafter, commencing in 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 I	6.5%	30
2	Underlying Certificates	(1)	(1)
3	Ginnie Mae I	4.0%	30
4	Ginnie Mae I	4.5%	30
5	Ginnie Mae II	4.0%	30
6	Ginnie Mae II	4.5%	30
7	Ginnie Mae II	5.0%	30
8	Ginnie Mae II	5.5%	30
9	Ginnie Mae II	5.0%	30

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

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

Assumed Characteristics of the Mortgage Loans Underlying the Group 1, Group 3, Group 4, Group 5, Group 6, Group 7, Group 8 and Group 9 Trust Assets¹:

<u>Principal Balance²</u>	<u>Weighted Average Remaining Term to Maturity (in months)</u>	<u>Weighted Average Loan Age (in months)</u>	<u>Weighted Average Mortgage Rate³</u>
Group 1 Trust Assets			
\$ 62,500,000	342	17	7.00%
Group 3 Trust Assets			
\$ 214,000,000	359	1	4.50%
Group 4 Trust Assets			
\$5,180,000,000	359	1	5.00%
Group 5 Trust Assets			
\$ 75,871,527	359	1	4.44%
Group 6 Trust Assets			
\$2,253,367,073	359	1	4.94%
Group 7 Trust Assets			
\$4,437,389,895	359	1	5.39%
Group 8 Trust Assets			
\$ 72,425,093	359	1	5.93%
Group 9 Trust Assets			
\$ 235,651,688	359	1	5.39%

¹ As of January 1, 2010.

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

³ The Mortgage Loans underlying the Group 5, Group 6, Group 7, Group 8 and Group 9 Trust Assets may bear interest at rates ranging from 0.25% to 1.50% per annum above the related Certificate Rate.

The actual remaining terms to maturity, loan ages and, in the case of the Group 5, Group 6, Group 7, Group 8 and Group 9 Trust Assets, Mortgage Rates of many of the Mortgage Loans underlying the Group 1, Group 3, Group 4, Group 5, Group 6, Group 7, Group 8 and Group 9 Trust Assets will differ from the weighted averages shown above, perhaps significantly. See *"The Trust Assets — The Mortgage Loans"* in this Supplement. See Exhibit A to this Supplement for certain information regarding the characteristics of the Mortgage Loans included in the Underlying Trust.

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

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

Increased Minimum Denomination Classes: Each Class that constitutes a Principal Only, Interest Only, Inverse Floating Rate or Interest Only 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>
A.	6.40% – LIBOR	0.200000%	0.00%	0.20%	0	6.40%
AF.	LIBOR + 0.40%	0.640000%	0.40%	7.00%	0	0.00%
AS.	6.40% – LIBOR	6.160000%	0.00%	6.40%	0	6.40%
AV.	LIBOR + 0.20%	0.440000%	0.20%	7.00%	0	0.00%
DF.	LIBOR + 0.40%	0.640000%	0.40%	7.00%	0	0.00%
DS.	6.40% – LIBOR	6.160000%	0.00%	6.40%	0	6.40%
DV.	LIBOR + 0.20%	0.440000%	0.20%	7.00%	0	0.00%
FA.	LIBOR + 0.52%	0.753440%	0.52%	7.00%	0	0.00%
FB.	LIBOR + 0.50%	0.740000%	0.50%	7.00%	0	0.00%
FE.	LIBOR + 0.60%	0.840000%	0.60%	7.00%	0	0.00%
FH.	LIBOR + 0.60%	0.840000%	0.60%	7.00%	0	0.00%
FJ.	LIBOR + 0.60%	0.840000%	0.60%	7.00%	0	0.00%
FK.	LIBOR + 0.80%	1.040000%	0.80%	7.00%	0	0.00%
FM.	LIBOR + 0.60%	0.840000%	0.60%	7.00%	0	0.00%
FP.	LIBOR + 0.80%	1.040000%	0.80%	7.00%	0	0.00%
FQ.	LIBOR + 0.60%	0.840000%	0.60%	7.00%	0	0.00%
FU.	LIBOR + 0.60%	0.840000%	0.60%	7.00%	0	0.00%
FV.	LIBOR + 0.80%	1.040000%	0.80%	7.00%	0	0.00%
FW.	LIBOR + 0.60%	0.840000%	0.60%	7.00%	0	0.00%
FY.	LIBOR + 0.20%	0.440000%	0.20%	7.00%	0	0.00%
GF.	LIBOR + 1.15%	1.383440%	1.15%	7.00%	0	0.00%
GS.	10.529995% – (LIBOR × 1.799998)	10.109803%	0.00%	10.529995%	0	5.85%
HA.	LIBOR + 0.20%	0.440000%	0.20%	7.00%	0	0.00%
HB.	LIBOR + 0.80%	1.040000%	0.80%	7.00%	0	0.00%
HG.	LIBOR + 0.20%	0.440000%	0.20%	7.00%	0	0.00%
HN.	LIBOR + 0.20%	0.440000%	0.20%	7.00%	0	0.00%
HT.	LIBOR + 0.80%	1.040000%	0.80%	7.00%	0	0.00%
HU.	LIBOR + 0.20%	0.440000%	0.20%	7.00%	0	0.00%
HV.	LIBOR + 0.80%	1.040000%	0.80%	7.00%	0	0.00%
IA.	6.80% – LIBOR	0.200000%	0.00%	0.20%	0	6.80%
IB.	6.60% – LIBOR	0.200000%	0.00%	0.20%	0	6.60%
IG.	6.80% – LIBOR	0.200000%	0.00%	0.20%	0	6.80%
IH.	6.60% – LIBOR	0.200000%	0.00%	0.20%	0	6.60%
IN.	6.80% – LIBOR	0.200000%	0.00%	0.20%	0	6.80%

<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>
IS	6.80% – LIBOR	0.200000%	0.00%	0.20%	0	6.80%
IT	6.60% – LIBOR	0.200000%	0.00%	0.20%	0	6.60%
IU	6.80% – LIBOR	0.200000%	0.00%	0.20%	0	6.80%
IY	6.80% – LIBOR	0.200000%	0.00%	0.20%	0	6.80%
J	6.60% – LIBOR	0.200000%	0.00%	0.20%	0	6.60%
JF	LIBOR + 0.40%	0.640000%	0.40%	7.00%	0	0.00%
JS	6.40% – LIBOR	6.160000%	0.00%	6.40%	0	6.40%
JV	LIBOR + 0.20%	0.440000%	0.20%	7.00%	0	0.00%
M	LIBOR + 0.20%	0.440000%	0.20%	7.00%	0	0.00%
MF	LIBOR + 0.40%	0.640000%	0.40%	7.00%	0	0.00%
MS	6.40% – LIBOR	6.160000%	0.00%	6.40%	0	6.40%
MV	6.40% – LIBOR	0.200000%	0.00%	0.20%	0	6.40%
NP	6.80% – LIBOR	0.200000%	0.00%	0.20%	0	6.80%
NQ	6.60% – LIBOR	0.200000%	0.00%	0.20%	0	6.60%
NU	LIBOR + 0.20%	0.440000%	0.20%	7.00%	0	0.00%
NX	LIBOR + 0.80%	1.040000%	0.80%	7.00%	0	0.00%
QF	LIBOR + 0.40%	0.640000%	0.40%	7.00%	0	0.00%
QS	6.40% – LIBOR	6.160000%	0.00%	6.40%	0	6.40%
QV	6.40% – LIBOR	0.200000%	0.00%	0.20%	0	6.40%
SA	6.48% – LIBOR	6.246560%	0.00%	6.48%	0	6.48%
SB	6.50% – LIBOR	6.260000%	0.00%	6.50%	0	6.50%
SD	6.20% – LIBOR	5.960000%	0.00%	6.20%	0	6.20%
SE	6.20% – LIBOR	5.960000%	0.00%	6.20%	0	6.20%
SH	6.40% – LIBOR	0.200000%	0.00%	0.20%	0	6.40%
SJ	6.20% – LIBOR	5.960000%	0.00%	6.20%	0	6.20%
SK	6.40% – LIBOR	0.200000%	0.00%	0.20%	0	6.40%
SM	6.20% – LIBOR	5.960000%	0.00%	6.20%	0	6.20%
SP	6.60% – LIBOR	0.200000%	0.00%	0.20%	0	6.60%
SQ	6.20% – LIBOR	5.960000%	0.00%	6.20%	0	6.20%
SU	6.20% – LIBOR	5.960000%	0.00%	6.20%	0	6.20%
SW	6.20% – LIBOR	5.960000%	0.00%	6.20%	0	6.20%
U	6.60% – LIBOR	0.200000%	0.00%	0.20%	0	6.60%
UF	LIBOR + 0.40%	0.640000%	0.40%	7.00%	0	0.00%
US	6.40% – LIBOR	6.160000%	0.00%	6.40%	0	6.40%
UV	6.40% – LIBOR	0.200000%	0.00%	0.20%	0	6.40%
W	LIBOR + 0.20%	0.440000%	0.20%	7.00%	0	0.00%
WF	LIBOR + 0.40%	0.640000%	0.40%	7.00%	0	0.00%
WS	6.40% – LIBOR	6.160000%	0.00%	6.40%	0	6.40%
WV	6.40% – LIBOR	0.200000%	0.00%	0.20%	0	6.40%
XD	6.60% – LIBOR	6.360000%	0.00%	6.60%	0	6.60%
XH	LIBOR + 0.20%	0.440000%	0.20%	7.00%	0	0.00%

<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>
XJ	6.60% – LIBOR	6.360000%	0.00%	6.60%	0	6.60%
XM	6.60% – LIBOR	6.360000%	0.00%	6.60%	0	6.60%
XN	LIBOR + 0.20%	0.440000%	0.20%	7.00%	0	0.00%
XQ	6.60% – LIBOR	6.360000%	0.00%	6.60%	0	6.60%
XS	6.60% – LIBOR	6.360000%	0.00%	6.60%	0	6.60%
XU	6.60% – LIBOR	6.360000%	0.00%	6.60%	0	6.60%
XV	LIBOR + 0.20%	0.440000%	0.20%	7.00%	0	0.00%
XW	6.60% – LIBOR	6.360000%	0.00%	6.60%	0	6.60%
YD	6.80% – LIBOR	6.560000%	0.00%	6.80%	0	6.80%
YJ	6.80% – LIBOR	6.560000%	0.00%	6.80%	0	6.80%
YM	6.80% – LIBOR	6.560000%	0.00%	6.80%	0	6.80%
YQ	6.80% – LIBOR	6.560000%	0.00%	6.80%	0	6.80%
YS	6.80% – LIBOR	6.560000%	0.00%	6.80%	0	6.80%
YU	6.80% – LIBOR	6.560000%	0.00%	6.80%	0	6.80%
YW	6.80% – LIBOR	6.560000%	0.00%	6.80%	0	6.80%

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

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

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

SECURITY GROUP 1

A percentage of the Group 1 Principal Distribution Amount will be applied to the Trustee Fee, and the remainder of the Group 1 Principal Distribution Amount (the “Group 1 Adjusted Principal Distribution Amount”) will be allocated, concurrently, as follows:

1. 80% to FA, until retired
2. 20% in the following order of priority:
 - a. Sequentially, to GA and GY, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
 - b. Concurrently, to GF and GS, pro rata, until retired
 - c. Sequentially, to GA and GY, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

SECURITY GROUP 2

The Group 2 Principal Distribution Amount will be allocated to FB, until retired

SECURITY GROUP 3

The Group 3 Principal Distribution Amount will be allocated to OA, until retired

SECURITY GROUP 4

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

SECURITY GROUP 5

The Group 5 Principal Distribution Amount will be allocated to OM, until retired

SECURITY GROUP 6

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

SECURITY GROUP 7

The Group 7 Principal Distribution Amount will be allocated to OU, until retired

SECURITY GROUP 8

The Group 8 Principal Distribution Amount will be allocated to OW, until retired

SECURITY GROUP 9

The Group 9 Principal Distribution Amount will be allocated to OJ, until retired

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

<u>Class</u>	<u>Structuring Range</u>
PAC Classes	
GA and GY (in the aggregate)	271% PSA through 475% PSA

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

<u>Class</u>	<u>Original Class Notional Balance</u>	<u>Represents Approximately</u>
Group 1		
SA	\$ 50,000,000	100% of FA (PT Class)
Group 2		
SB	20,000,000	100% of FB (PT Class)
Group 3		
A	122,285,714	57.1428571429% of OA (PT Class)
AI	214,000,000	100% of OA (PT Class)
AS	122,285,714	57.1428571429% of OA (PT Class)
AV	122,285,714	57.1428571429% of OA (PT Class)
IA	122,285,714	57.1428571429% of OA (PT Class)
IB	122,285,714	57.1428571429% of OA (PT Class)
SE	122,285,714	57.1428571429% of OA (PT Class)

<u>Class</u>	<u>Original Class Notional Balance</u>	<u>Represents Approximately</u>
XS.....	122,285,714	57.1428571429% of OA (PT Class)
YS.....	122,285,714	57.1428571429% of OA (PT Class)
Group 4		
DI.....	5,180,000,000	100% of DO (PT Class)
DS.....	3,330,000,000	64.2857142857% of DO (PT Class)
DV.....	3,330,000,000	64.2857142857% of DO (PT Class)
IG.....	3,330,000,000	64.2857142857% of DO (PT Class)
IH.....	3,330,000,000	64.2857142857% of DO (PT Class)
SD.....	3,330,000,000	64.2857142857% of DO (PT Class)
SK.....	3,330,000,000	64.2857142857% of DO (PT Class)
XD.....	3,330,000,000	64.2857142857% of DO (PT Class)
YD.....	3,330,000,000	64.2857142857% of DO (PT Class)
Group 5		
IS.....	43,355,158	57.1428571429% of OM (PT Class)
IT.....	43,355,158	57.1428571429% of OM (PT Class)
MI.....	75,871,527	100% of OM (PT Class)
MS.....	43,355,158	57.1428571429% of OM (PT Class)
MV.....	43,355,158	57.1428571429% of OM (PT Class)
SM.....	43,355,158	57.1428571429% of OM (PT Class)
XM.....	43,355,158	57.1428571429% of OM (PT Class)
XV.....	43,355,158	57.1428571429% of OM (PT Class)
YM.....	43,355,158	57.1428571429% of OM (PT Class)
Group 6		
IU.....	1,448,593,118	64.2857142857% of OQ (PT Class)
QI.....	2,253,367,073	100% of OQ (PT Class)
QS.....	1,448,593,118	64.2857142857% of OQ (PT Class)
QV.....	1,448,593,118	64.2857142857% of OQ (PT Class)
SP.....	1,448,593,118	64.2857142857% of OQ (PT Class)
SQ.....	1,448,593,118	64.2857142857% of OQ (PT Class)
XN.....	1,448,593,118	64.2857142857% of OQ (PT Class)
XQ.....	1,448,593,118	64.2857142857% of OQ (PT Class)
YQ.....	1,448,593,118	64.2857142857% of OQ (PT Class)
Group 7		
IY.....	3,169,564,210	71.4285714286% of OU (PT Class)
SU.....	3,169,564,210	71.4285714286% of OU (PT Class)
U.....	3,169,564,210	71.4285714286% of OU (PT Class)
UI.....	4,437,389,895	100% of OU (PT Class)
US.....	3,169,564,210	71.4285714286% of OU (PT Class)
UV.....	3,169,564,210	71.4285714286% of OU (PT Class)

<u>Class</u>	<u>Original Class Notional Balance</u>	<u>Represents Approximately</u>
XH	3,169,564,210	71.4285714286% of OU (PT Class)
XU	3,169,564,210	71.4285714286% of OU (PT Class)
YU	3,169,564,210	71.4285714286% of OU (PT Class)
Group 8		
NP	56,905,430	78.5714285714% of OW (PT Class)
NQ	56,905,430	78.5714285714% of OW (PT Class)
SW	56,905,430	78.5714285714% of OW (PT Class)
W	56,905,430	78.5714285714% of OW (PT Class)
WI	72,425,093	100% of OW (PT Class)
WS	56,905,430	78.5714285714% of OW (PT Class)
WV	56,905,430	78.5714285714% of OW (PT Class)
XW	56,905,430	78.5714285714% of OW (PT Class)
YW	56,905,430	78.5714285714% of OW (PT Class)
Group 9		
IN	168,322,634	71.4285714286% of OJ (PT Class)
J	168,322,634	71.4285714286% of OJ (PT Class)
JL	235,651,688	100% of OJ (PT Class)
JS	168,322,634	71.4285714286% of OJ (PT Class)
JV	168,322,634	71.4285714286% of OJ (PT Class)
SH	168,322,634	71.4285714286% of OJ (PT Class)
SJ	168,322,634	71.4285714286% of OJ (PT Class)
XJ	168,322,634	71.4285714286% of OJ (PT Class)
YJ	168,322,634	71.4285714286% of OJ (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 (principal only securities, for example) and principal payments are slower than you expected.

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

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

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

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

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

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

The rate of principal payments on or reduction in the notional balance of the underlying certificates will directly affect the rate of principal payments on and reduction in the notional balance of the group 2 securities. The underlying certificates will be sensitive in varying degrees to

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

In addition, the principal entitlement of and the reductions in notional balance of the underlying certificates on any payment date are calculated, directly or indirectly, on the basis of schedules; no assurance can be given that the underlying certificates will adhere to their schedules. Further, prepayments on the related mortgage loans may have occurred at rates faster or slower than those initially assumed.

This supplement contains no information as to whether the underlying certificates have adhered to any applicable principal balance schedules, or in the case of underlying certificates with class notional balances, the schedules of the related classes with which the notional underlying certificates reduce, whether any related supporting classes remain outstanding or whether the underlying certificates otherwise have performed as originally anticipated. Additional information as to the underlying certificates may be obtained by performing an analysis of current principal factors of the underlying certificates in light of applicable information

contained in the underlying certificate disclosure document.

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

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

The securities may not be a suitable investment for you. The securities, especially the group 2 securities and, in particular, the support, interest only, principal only, inverse floating rate, interest only inverse floating rate, and residual classes, are not suitable investments for all investors.

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

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

The secondary markets for mortgage-related securities have experienced periods of illiquidity

and can be expected to do so in the future. Illiquidity can have a severely adverse effect on the prices of classes that are especially sensitive to prepayment or interest rate risk or that have been structured to meet the investment requirements of limited categories of investors.

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

You are encouraged to consult advisors regarding the financial, legal, tax and other aspects of an investment in the securities. You should not purchase the securities of any class unless you

understand and are able to bear the prepayment, yield, liquidity and market risks associated with that class.

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

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

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

THE TRUST ASSETS

General

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

The Trust MBS (Groups 1, 3, 4, 5, 6, 7, 8 and 9)

The Group 1, 3 and 4 Trust Assets are either:

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

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

The Group 5, 6, 7, 8 and 9 Trust Assets are either:

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

Each Mortgage Loan underlying a Ginnie Mae II MBS Certificate issued prior to July 1, 2003 bears interest at a Mortgage Rate 0.50% to 1.50% per annum greater than the related Certificate Rate. Each Mortgage Loan underlying a Ginnie Mae II MBS Certificate issued on or after July 1, 2003 bears interest at a

Mortgage Rate 0.25% to 0.75% per annum greater than the related Certificate Rate. Ginnie Mae receives a fee (the “Ginnie Mae Certificate Guaranty Fee”) for its guaranty of each Ginnie Mae II MBS Certificate of 0.06% per annum of the outstanding principal balance of each related Mortgage Loan. The difference between (a) the Mortgage Rate and (b) the sum of the Certificate Rate and the Ginnie Mae Certificate Guaranty Fee is used to pay the related servicers of the Mortgage Loans a monthly servicing fee.

The Underlying Certificates (Group 2)

The Group 2 Trust Assets consist of Underlying Certificates that represent beneficial ownership interests in one or more separate trusts, the assets of which evidence direct or indirect beneficial ownership interests in certain Ginnie Mae Certificates. Each Underlying Certificate constitutes all or a portion of a class of a separate Series of certificates described in the Underlying Certificate Disclosure Document, excerpts of which are attached as Exhibit B to this Supplement. The Underlying Certificate Disclosure Document may be obtained from the Information Agent as described under “Available Information” in this Supplement. Investors are cautioned that material changes in facts and circumstances may have occurred since the date of the Underlying Certificate Disclosure Document, including changes in prepayment rates, prevailing interest rates and other economic factors, which may limit the usefulness of, and be directly contrary to the assumptions used in preparing the information included in, the offering document. *See “Underlying Certificates” in the Base Offering Circular.*

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

The Mortgage Loans

The Mortgage Loans underlying the Group 1, 3, 4, 5, 6, 7, 8 and 9 Trust Assets are expected to have, on a weighted average basis, the characteristics set forth in the Terms Sheet under “Assumed Characteristics of the Mortgage Loans Underlying the Group 1, Group 3, Group 4, Group 5, Group 6, Group 7, Group 8 and Group 9 Trust Assets” and the general characteristics described in the Base Offering Circular. The Mortgage Loans underlying the Underlying Certificates are expected to have, on a weighted average basis, the characteristics set forth in Exhibit A to this Supplement. The Mortgage Loans will consist of first lien, single-family, fixed rate, residential mortgage loans that are insured or guaranteed by the Federal Housing Administration, the United States Department of Veterans Affairs, Rural Development (formerly the Rural Housing Service) or the United States Department of Housing and Urban Development (“HUD”). *See “The Ginnie Mae Certificates — General” in the Base Offering Circular.*

Specific information regarding the characteristics of the Mortgage Loans underlying the Trust MBS is not available. For purposes of this Supplement, certain assumptions have been made regarding the remaining terms to maturity, loan ages and, in the case of the Group 5, 6, 7, 8 and 9 Trust Assets, Mortgage Rates of the Mortgage Loans. However, the actual remaining terms to maturity, loan ages and, in the case of the Group 5, 6, 7, 8 and 9 Trust Assets, Mortgage Rates of many of the Mortgage Loans 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 on any Class for any Distribution Date will consist of 30 days' interest on its Class Principal Balance (or Class Notional Balance) as of the related Record Date.
- Investors can calculate the amount of interest to be distributed on each Class of Securities for any Distribution Date by using the Class Factors published in the preceding month. *See “— Class Factors” below.*

Categories of Classes

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

Accrual Periods

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

<u>Class</u>	<u>Accrual Period</u>
Fixed Rate Classes	The calendar month preceding the related Distribution Date
Group 1, 3 and 4 Floating Rate and Inverse Floating Rate Classes	From the 16th day of the month preceding the month of the related Distribution Date through the 15th day of the month of that Distribution Date
Group 2, 5, 6, 7, 8 and 9 Floating Rate and Inverse Floating Rate Classes	From the 20th day of the month preceding the month of the related Distribution Date through the 19th day of the month of that Distribution Date

Fixed Rate Classes

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

Floating Rate and Inverse Floating Rate Classes

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

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

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

Principal Distributions

The Principal Distribution Amount or the Adjusted Principal Distribution Amount for each Group, as applicable, 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 or any reduction of Class Notional Balance on that Distribution Date (each, a “Class Factor”).

- The Class Factor for any Class of Securities for the month following the issuance of the Securities will reflect its remaining Class Principal Balance (or Class Notional Balance) after giving effect to any principal distribution (or addition to principal) to be made or any reduction of Class Notional Balance on the Distribution Date occurring in that month.
- The Class Factor for each Class for the month of issuance is 1.00000000.
- The Class Factors for the MX Classes and the Classes of REMIC Securities that are exchangeable for the MX Classes will be calculated assuming that the maximum possible amount of each Class is outstanding at all times, regardless of any exchanges that may occur.

- Based on the Class Factors published in the preceding and current months (and Interest Rates), investors in any Class can calculate the amount of principal and interest to be distributed to that Class on the Distribution Date in the current month.
- Investors may obtain current Class Factors on e-Access.

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

Termination

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

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

Modification and Exchange

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

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

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

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

Investors in the Group 2 Securities are urged to review the discussion under “Risk Factors — *The rate of principal payments on or reductions in the notional balance of the underlying certificates will directly affect the rate of principal payments on and reductions in the notional balance of the group 2 securities*” in this Supplement.

Securities that Receive Principal on the Basis of Schedules

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

Each PAC Class exhibits an Effective Range of constant prepayment rates at which such Class will receive Scheduled Payments. That range may differ from the Structuring Range used to create the related

principal balance schedule. Based on the Modeling Assumptions, the *initial* Effective Range for the PAC Classes is as follows:

<u>Class</u>	<u>Initial Effective Range</u>
PAC Classes	
GA and GY (in the aggregate)	271% PSA through 475% PSA

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

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

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

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

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

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

Assumability

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

Final Distribution Date

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

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

Modeling Assumptions

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

1. The Mortgage Loans underlying the Group 1, 3, 4, 5, 6, 7, 8, and 9 Trust Assets have the assumed characteristics shown under “Assumed Characteristics of the Mortgage Loans Underlying the Group 1, Group 3, Group 4, Group 5, Group 6, Group 7, Group 8 and Group 9 Trust Assets” in the Terms Sheet, except in the case of information set forth under the 0% PSA Prepayment Assumption Rate, for which each Mortgage Loan underlying a Group 1, 3, 4, 5, 6, 7, 8 and 9 Trust Asset is assumed to have an original and a remaining term to maturity of 360 months and each Mortgage Loan underlying a Group 5, 6, 7, 8 and 9 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, 3 and 4 Securities are always received on the 16th day of the month, and distributions on the Group 2, 5, 6, 7, 8 and 9 Securities are always received on the 20th day of the month, in each case, whether or not a Business Day, commencing in February 2010.

4. A termination of the Trust or the Underlying 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. Distributions on the Underlying Certificates are made as described in the Underlying Certificate Disclosure Document.

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

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

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

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

Decrement Tables

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

The decrement tables set forth below are based on the assumption that the Mortgage Loans prepay at the indicated percentages of PSA (the “PSA Prepayment Assumption Rates”). As used in the tables, each of the PSA Prepayment Assumption Rates reflects a percentage of the 100% PSA assumed

prepayment rate. **The Mortgage Loans will not prepay at any of the PSA Prepayment Assumption Rates and the timing of changes in the rate of prepayments actually experienced on the Mortgage Loans will not follow the pattern described for the PSA assumption.**

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

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

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

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

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

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

Security Group 1 PSA Prepayment Assumption Rates															
Distribution Date	Classes FA and SA					Class GA					Classes GF and GS				
	0%	271%	400%	475%	800%	0%	271%	400%	475%	800%	0%	271%	400%	475%	800%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
January 2011	99	86	80	77	61	99	82	82	82	78	100	100	72	56	0
January 2012	98	71	60	54	32	97	63	63	63	40	100	100	49	21	0
January 2013	97	59	45	38	16	96	47	47	47	20	100	100	37	5	0
January 2014	95	49	34	27	8	94	34	34	34	10	100	100	32	0	0
January 2015	94	40	25	19	4	92	23	23	23	4	100	97	29	0	0
January 2016	93	33	19	13	2	91	16	16	16	2	100	91	26	0	0
January 2017	91	27	14	9	1	89	11	11	11	0	100	82	22	0	0
January 2018	89	22	10	7	1	86	7	7	7	0	100	72	18	0	0
January 2019	88	18	8	5	0	84	5	5	5	0	100	63	15	0	0
January 2020	86	15	6	3	0	82	3	3	3	0	100	54	12	0	0
January 2021	84	12	4	2	0	79	2	2	2	0	100	46	9	0	0
January 2022	82	10	3	2	0	76	1	1	1	0	100	38	7	0	0
January 2023	79	8	2	1	0	73	0	0	0	0	100	32	6	0	0
January 2024	77	6	2	1	0	70	0	0	0	0	100	26	4	0	0
January 2025	74	5	1	1	0	66	0	0	0	0	100	21	3	0	0
January 2026	71	4	1	0	0	63	0	0	0	0	100	17	3	0	0
January 2027	68	3	1	0	0	59	0	0	0	0	100	14	2	0	0
January 2028	65	3	0	0	0	54	0	0	0	0	100	11	1	0	0
January 2029	61	2	0	0	0	50	0	0	0	0	100	9	1	0	0
January 2030	57	2	0	0	0	45	0	0	0	0	100	7	1	0	0
January 2031	53	1	0	0	0	40	0	0	0	0	100	5	1	0	0
January 2032	49	1	0	0	0	34	0	0	0	0	100	4	0	0	0
January 2033	44	1	0	0	0	28	0	0	0	0	100	3	0	0	0
January 2034	39	0	0	0	0	21	0	0	0	0	100	2	0	0	0
January 2035	34	0	0	0	0	14	0	0	0	0	100	1	0	0	0
January 2036	28	0	0	0	0	7	0	0	0	0	100	1	0	0	0
January 2037	22	0	0	0	0	0	0	0	0	0	99	0	0	0	0
January 2038	15	0	0	0	0	0	0	0	0	0	68	0	0	0	0
January 2039	8	0	0	0	0	0	0	0	0	0	35	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	5.3	3.7	3.1	1.7	17.4	3.4	3.4	3.4	2.0	28.5	11.5	4.0	1.3	0.4

PSA Prepayment Assumption Rates					
Distribution Date	Class GY				
	0%	271%	400%	475%	800%
Initial Percent	100	100	100	100	100
January 2011	100	100	100	100	100
January 2012	100	100	100	100	100
January 2013	100	100	100	100	100
January 2014	100	100	100	100	100
January 2015	100	100	100	100	100
January 2016	100	100	100	100	100
January 2017	100	100	100	100	100
January 2018	100	100	100	100	70
January 2019	100	100	100	100	36
January 2020	100	100	100	100	18
January 2021	100	100	100	100	9
January 2022	100	100	100	100	5
January 2023	100	100	100	100	2
January 2024	100	90	90	90	1
January 2025	100	62	62	62	1
January 2026	100	42	42	42	0
January 2027	100	28	28	28	0
January 2028	100	19	19	19	0
January 2029	100	12	12	12	0
January 2030	100	8	8	8	0
January 2031	100	5	5	5	0
January 2032	100	3	3	3	0
January 2033	100	1	1	1	0
January 2034	100	1	1	1	0
January 2035	100	0	0	0	0
January 2036	100	0	0	0	0
January 2037	0	0	0	0	0
January 2038	0	0	0	0	0
January 2039	0	0	0	0	0
January 2040	0	0	0	0	0
Weighted Average Life (years)	26.9	16.2	16.2	16.2	9.0

Security Group 2					
PSA Prepayment Assumption Rates					
Classes FB and SB					
<u>Distribution Date</u>	<u>0%</u>	<u>100%</u>	<u>300%</u>	<u>450%</u>	<u>600%</u>
Initial Percent	100	100	100	100	100
January 2011	98	95	95	95	95
January 2012	96	87	85	85	83
January 2013	93	77	74	64	48
January 2014	91	68	63	43	25
January 2015	88	59	49	27	11
January 2016	86	51	37	16	2
January 2017	83	43	27	8	0
January 2018	80	35	19	2	0
January 2019	77	29	13	0	0
January 2020	73	22	8	0	0
January 2021	70	16	4	0	0
January 2022	66	10	0	0	0
January 2023	62	5	0	0	0
January 2024	58	0	0	0	0
January 2025	54	0	0	0	0
January 2026	49	0	0	0	0
January 2027	44	0	0	0	0
January 2028	39	0	0	0	0
January 2029	33	0	0	0	0
January 2030	28	0	0	0	0
January 2031	22	0	0	0	0
January 2032	15	0	0	0	0
January 2033	9	0	0	0	0
January 2034	2	0	0	0	0
January 2035	0	0	0	0	0
Weighted Average					
Life (years)	14.7	6.5	5.3	3.9	3.1

Security Group 3					
PSA Prepayment Assumption Rates					
Classes A, AB, AC, AD, AE, AF, AG, AH, AI, AJ, AK, AL, AM, AN, AP, AQ, AS, AT, AU, AV, AW, AX, AY, FE, HA, HB, IA, IB, OA, SE, XS and YS					
<u>Distribution Date</u>	<u>0%</u>	<u>100%</u>	<u>150%</u>	<u>250%</u>	<u>300%</u>
Initial Percent	100	100	100	100	100
January 2011	98	97	96	95	94
January 2012	97	92	89	84	81
January 2013	95	85	80	70	66
January 2014	93	78	71	59	53
January 2015	91	72	63	49	43
January 2016	89	66	56	41	34
January 2017	87	61	50	34	27
January 2018	85	55	44	28	22
January 2019	83	51	39	23	17
January 2020	80	46	35	19	14
January 2021	78	42	31	16	11
January 2022	75	38	27	13	9
January 2023	72	35	24	11	7
January 2024	69	31	21	9	5
January 2025	66	28	18	7	4
January 2026	63	25	15	6	3
January 2027	60	22	13	5	3
January 2028	56	20	11	4	2
January 2029	53	17	10	3	2
January 2030	49	15	8	2	1
January 2031	45	13	7	2	1
January 2032	41	11	6	1	1
January 2033	36	9	5	1	0
January 2034	32	8	4	1	0
January 2035	27	6	3	1	0
January 2036	22	5	2	0	0
January 2037	17	3	1	0	0
January 2038	12	2	1	0	0
January 2039	6	1	0	0	0
January 2040	0	0	0	0	0
Weighted Average					
Life (years)	18.3	10.8	8.8	6.3	5.5

Security Group 4
PSA Prepayment Assumption Rates
Classes DA, DB, DC, DE, DF, DG, DH, DI, DJ, DK, DL, DM,
DN, DO, DP, DQ, DS, DT, DU, DV, DW, DX, DY, FH, FK, HG,
IG, IH, SD, SK, XD and YD

<u>Distribution Date</u>	<u>0%</u>	<u>100%</u>	<u>175%</u>	<u>300%</u>	<u>400%</u>
Initial Percent	100	100	100	100	100
January 2011	99	97	96	94	93
January 2012	97	92	88	82	77
January 2013	95	85	78	66	58
January 2014	94	78	68	53	43
January 2015	92	72	60	43	32
January 2016	90	67	52	34	24
January 2017	88	61	46	28	18
January 2018	86	56	40	22	13
January 2019	84	51	35	18	10
January 2020	81	47	30	14	7
January 2021	79	43	26	11	5
January 2022	76	39	23	9	4
January 2023	74	35	20	7	3
January 2024	71	32	17	6	2
January 2025	68	29	15	4	2
January 2026	65	26	12	3	1
January 2027	61	23	11	3	1
January 2028	58	20	9	2	1
January 2029	54	18	7	2	0
January 2030	51	16	6	1	0
January 2031	47	14	5	1	0
January 2032	42	12	4	1	0
January 2033	38	10	3	0	0
January 2034	33	8	3	0	0
January 2035	28	6	2	0	0
January 2036	23	5	1	0	0
January 2037	18	4	1	0	0
January 2038	12	2	1	0	0
January 2039	6	1	0	0	0
January 2040	0	0	0	0	0
Weighted Average Life (years)	18.6	11.0	8.1	5.6	4.4

Security Group 5
PSA Prepayment Assumption Rates
Classes FM, HT, IS, IT, M, MA, MB, MC, MD, ME, MF, MG,
MH, MI, MJ, MK, ML, MN, MP, MQ, MS, MT, MU, MV, MW,
MX, MY, OM, SM, XM, XV and YM

<u>Distribution Date</u>	<u>0%</u>	<u>100%</u>	<u>150%</u>	<u>250%</u>	<u>300%</u>
Initial Percent	100	100	100	100	100
January 2011	99	97	96	95	94
January 2012	97	91	89	84	81
January 2013	96	85	80	70	66
January 2014	94	78	71	59	53
January 2015	92	72	63	49	43
January 2016	91	66	56	41	34
January 2017	89	60	50	34	27
January 2018	87	55	44	28	22
January 2019	85	51	39	23	17
January 2020	83	46	35	19	14
January 2021	80	42	31	16	11
January 2022	78	38	27	13	9
January 2023	75	34	23	10	7
January 2024	72	31	21	9	5
January 2025	69	28	18	7	4
January 2026	66	25	15	6	3
January 2027	63	22	13	5	3
January 2028	60	20	11	4	2
January 2029	56	17	10	3	2
January 2030	52	15	8	2	1
January 2031	48	13	7	2	1
January 2032	44	11	6	1	1
January 2033	40	9	5	1	0
January 2034	35	8	4	1	0
January 2035	30	6	3	1	0
January 2036	24	5	2	0	0
January 2037	19	3	1	0	0
January 2038	13	2	1	0	0
January 2039	7	1	0	0	0
January 2040	0	0	0	0	0
Weighted Average Life (years)	19.0	10.8	8.8	6.3	5.5

Security Group 6
PSA Prepayment Assumption Rates
Classes FQ, HU, HV, IU, OQ, QA, QB, QC, QD, QE, QF, QG, QH, QI, QJ, QK, QL, QM, QN, QP, QS, QT, QU, QV, QW, QX, QY, SP, SQ, XN, XQ and YQ

<u>Distribution Date</u>	<u>0%</u>	<u>100%</u>	<u>175%</u>	<u>300%</u>	<u>400%</u>
Initial Percent	100	100	100	100	100
January 2011	99	97	96	94	93
January 2012	97	92	88	82	77
January 2013	96	85	78	66	58
January 2014	95	78	68	53	43
January 2015	93	72	60	43	32
January 2016	91	66	52	34	24
January 2017	90	61	46	28	18
January 2018	88	56	40	22	13
January 2019	86	51	35	18	10
January 2020	84	47	30	14	7
January 2021	81	43	26	11	5
January 2022	79	39	23	9	4
January 2023	77	35	20	7	3
January 2024	74	32	17	6	2
January 2025	71	29	15	4	2
January 2026	68	26	12	3	1
January 2027	65	23	11	3	1
January 2028	61	20	9	2	1
January 2029	58	18	7	2	0
January 2030	54	16	6	1	0
January 2031	50	13	5	1	0
January 2032	46	12	4	1	0
January 2033	41	10	3	0	0
January 2034	36	8	3	0	0
January 2035	31	6	2	0	0
January 2036	26	5	1	0	0
January 2037	20	4	1	0	0
January 2038	14	2	1	0	0
January 2039	7	1	0	0	0
January 2040	0	0	0	0	0
Weighted Average Life (years)	19.3	11.0	8.1	5.6	4.5

Security Group 7
PSA Prepayment Assumption Rates
Classes FU, FV, FY, IY, OU, SU, U, UA, UB, UC, UD, UE, UF, UG, UH, UI, UJ, UK, UL, UM, UN, UP, UQ, US, UT, UV, UW, UX, UY, XH, XU and YU

<u>Distribution Date</u>	<u>0%</u>	<u>100%</u>	<u>200%</u>	<u>300%</u>	<u>400%</u>
Initial Percent	100	100	100	100	100
January 2011	99	97	96	94	93
January 2012	98	92	87	82	77
January 2013	96	85	76	66	58
January 2014	95	79	65	54	43
January 2015	94	73	56	43	32
January 2016	92	67	49	35	24
January 2017	90	62	42	28	18
January 2018	89	57	36	22	13
January 2019	87	52	31	18	10
January 2020	85	48	27	14	7
January 2021	83	43	23	11	5
January 2022	80	39	19	9	4
January 2023	78	36	16	7	3
January 2024	75	32	14	6	2
January 2025	73	29	12	4	2
January 2026	70	26	10	3	1
January 2027	66	23	8	3	1
January 2028	63	21	7	2	1
January 2029	59	18	6	2	0
January 2030	56	16	5	1	0
January 2031	52	14	4	1	0
January 2032	47	12	3	1	0
January 2033	43	10	2	1	0
January 2034	38	8	2	0	0
January 2035	32	7	1	0	0
January 2036	27	5	1	0	0
January 2037	21	4	1	0	0
January 2038	14	2	0	0	0
January 2039	7	1	0	0	0
January 2040	0	0	0	0	0
Weighted Average Life (years)	19.6	11.1	7.5	5.6	4.5

**Security Group 8
PSA Prepayment Assumption Rates**

**Classes FW, NP, NQ, NU, NX, OW, SW, W, WA, WB, WC, WD,
WE, WF, WG, WH, WI, WJ, WK, WL, WM, WN, WP, WQ, WS,
WT, WU, WV, WX, WY, XW and YW**

Distribution Date	0%	100%	225%	350%	500%
Initial Percent	100	100	100	100	100
January 2011	99	97	95	94	91
January 2012	98	92	86	80	72
January 2013	97	86	74	62	51
January 2014	95	79	63	49	35
January 2015	94	73	53	38	24
January 2016	93	68	45	29	16
January 2017	91	62	38	23	11
January 2018	89	57	32	18	8
January 2019	88	53	27	14	5
January 2020	86	48	23	10	4
January 2021	84	44	19	8	2
January 2022	82	40	16	6	2
January 2023	79	37	14	5	1
January 2024	77	33	11	4	1
January 2025	74	30	9	3	1
January 2026	71	27	8	2	0
January 2027	68	24	6	2	0
January 2028	65	21	5	1	0
January 2029	61	19	4	1	0
January 2030	57	17	3	1	0
January 2031	53	14	3	0	0
January 2032	49	12	2	0	0
January 2033	44	10	2	0	0
January 2034	39	9	1	0	0
January 2035	34	7	1	0	0
January 2036	28	5	1	0	0
January 2037	22	4	0	0	0
January 2038	15	2	0	0	0
January 2039	8	1	0	0	0
January 2040	0	0	0	0	0
Weighted Average Life (years)	19.9	11.2	7.0	5.0	3.8

**Security Group 9
PSA Prepayment Assumption Rates**

**Classes FJ, FP, HN, IN, J, JA, JB, JC, JD, JE, JF, JG, JH, JL, JK,
JL, JM, JN, JP, JQ, JS, JT, JU, JV, JW, JX, JY, OJ, SH, SJ, XJ
and YJ**

Distribution Date	0%	100%	200%	300%	400%
Initial Percent	100	100	100	100	100
January 2011	99	97	96	94	93
January 2012	98	92	87	82	77
January 2013	96	85	76	66	58
January 2014	95	79	65	54	43
January 2015	94	73	56	43	32
January 2016	92	67	49	35	24
January 2017	90	62	42	28	18
January 2018	89	57	36	22	13
January 2019	87	52	31	18	10
January 2020	85	48	27	14	7
January 2021	83	43	23	11	5
January 2022	80	39	19	9	4
January 2023	78	36	16	7	3
January 2024	75	32	14	6	2
January 2025	73	29	12	4	2
January 2026	70	26	10	3	1
January 2027	66	23	8	3	1
January 2028	63	21	7	2	1
January 2029	59	18	6	2	0
January 2030	56	16	5	1	0
January 2031	52	14	4	1	0
January 2032	47	12	3	1	0
January 2033	43	10	2	1	0
January 2034	38	8	2	0	0
January 2035	32	7	1	0	0
January 2036	27	5	1	0	0
January 2037	21	4	1	0	0
January 2038	14	2	0	0	0
January 2039	7	1	0	0	0
January 2040	0	0	0	0	0
Weighted Average Life (years)	19.6	11.1	7.5	5.6	4.5

Yield Considerations

An investor seeking to maximize yield should make a decision whether to invest in any Class based on the anticipated yield of that Class resulting from its purchase price, the investor's own projection of Mortgage Loan prepayment rates under a variety of scenarios, in the case of the Group 2 Securities, the investor's own projection of principal payment rates and rates of reduction in notional balances on the Underlying Certificates under a variety of scenarios, and in the case of a Floating Rate or an Inverse Floating Rate Class, the investor's own projection of levels of LIBOR under a variety of scenarios. **No representation is made regarding Mortgage Loan prepayment rates, Underlying Certificate payment rates and rates of reduction in notional balances, LIBOR levels or the yield of any Class.**

Prepayments: Effect on Yields

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

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

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

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

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

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

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

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

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

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

Payment Delay: Effect on Yields of the Fixed Rate Classes

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

Yield Tables

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

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

The yields were calculated by

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

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

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

SECURITY GROUP 1
Sensitivity of Class GS to Prepayments
Assumed Price 99.6484375%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>271%</u>	<u>400%</u>	<u>475%</u>	<u>800%</u>
0.15000%	10.5%	10.6%	10.8%	11.3%
0.23344%	10.4%	10.5%	10.6%	11.2%
3.04172%	5.2%	5.3%	5.6%	6.5%
5.85000% and above	0.1%	0.2%	0.6%	1.9%

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

Sensitivity of Class SA to Prepayments
Assumed Price 7.87890625%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>271%</u>	<u>400%</u>	<u>475%</u>	<u>800%</u>
0.15000%	72.5%	62.0%	55.6%	26.1%
0.23344%	71.1%	60.6%	54.4%	24.9%
3.35672%	23.7%	14.2%	8.6%	(18.2)%
6.48000% and above	**	**	**	**

SECURITY GROUP 2

Sensitivity of Class SB to Prepayments
Assumed Price 14.078125%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>300%</u>	<u>450%</u>	<u>600%</u>
0.15%	38.6%	35.5%	29.1%	21.1%
0.24%	37.8%	34.7%	28.2%	20.1%
3.37%	9.9%	5.2%	(5.0)%	(16.1)%
6.50% and above	**	**	**	**

SECURITY GROUP 3

Sensitivity of Class A to Prepayments
Assumed Price 0.8125%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>150%</u>	<u>250%</u>	<u>300%</u>
6.2% and below	18.4%	15.8%	10.6%	7.9%
6.3%	4.0%	1.3%	(4.3)%	(7.2)%
6.4% and above	**	**	**	**

Sensitivity of Class AI to Prepayments
Assumed Price 24.71875%*

<u>PSA Prepayment Assumption Rates</u>				
<u>100%</u>	<u>150%</u>	<u>250%</u>	<u>254%</u>	<u>300%</u>
8.5%	5.8%	0.3%	0.1%	(2.5)%

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

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

Sensitivity of Class AS to Prepayments
Assumed Price 16.6796875%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>150%</u>	<u>250%</u>	<u>300%</u>
0.15%	33.4%	31.0%	26.1%	23.6%
0.24%	32.8%	30.4%	25.5%	23.0%
3.32%	11.5%	8.8%	3.4%	0.6%
6.40% and above	**	**	**	**

Sensitivity of Class AV to Prepayments
Assumed Price 19.69140625%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>150%</u>	<u>250%</u>	<u>300%</u>
0.15%	(13.7)%	(16.4)%	(22.1)%	(25.0)%
0.24%	(12.2)%	(15.0)%	(20.7)%	(23.6)%
3.52%	11.6%	8.9%	3.5%	0.8%
6.80% and above	30.5%	28.1%	23.1%	20.6%

Sensitivity of Class IA to Prepayments
Assumed Price 0.9609375%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>150%</u>	<u>250%</u>	<u>300%</u>
6.6% and below	14.0%	11.4%	6.0%	3.3%
6.7%	1.6%	(1.1)%	(6.8)%	(9.7)%
6.8% and above	**	**	**	**

Sensitivity of Class IB to Prepayments
Assumed Price 0.94140625%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>150%</u>	<u>250%</u>	<u>300%</u>
6.4% and below	14.5%	11.9%	6.5%	3.8%
6.5%	1.9%	(0.9)%	(6.5)%	(9.4)%
6.6% 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 OA to Prepayments
Assumed Price 72.53125%

PSA Prepayment Assumption Rates			
100%	150%	250%	300%
3.3%	4.1%	5.7%	6.5%

Sensitivity of Class SE to Prepayments
Assumed Price 15.76171875%*

LIBOR	PSA Prepayment Assumption Rates			
	100%	150%	250%	300%
0.15%	34.5%	32.1%	27.2%	24.8%
0.24%	33.9%	31.4%	26.5%	24.1%
3.22%	12.0%	9.3%	3.9%	1.2%
6.20% and above	**	**	**	**

Sensitivity of Class XS to Prepayments
Assumed Price 17.62109375%*

LIBOR	PSA Prepayment Assumption Rates			
	100%	150%	250%	300%
0.15%	32.4%	30.0%	25.1%	22.6%
0.24%	31.8%	29.4%	24.4%	21.9%
3.42%	11.0%	8.3%	2.9%	0.1%
6.60% and above	**	**	**	**

Sensitivity of Class YS to Prepayments
Assumed Price 18.578125%*

LIBOR	PSA Prepayment Assumption Rates			
	100%	150%	250%	300%
0.15%	31.5%	29.0%	24.1%	21.6%
0.24%	30.9%	28.4%	23.5%	21.0%
3.52%	10.5%	7.8%	2.4%	(0.4)%
6.80% 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 4

**Sensitivity of Class DI to Prepayments
Assumed Price 25.140625%***

PSA Prepayment Assumption Rates				
100%	175%	294%	300%	400%
10.6%	6.6%	0.0%	(0.3)%	(5.9)%

**Sensitivity of Class DO to Prepayments
Assumed Price 74.87890625%**

PSA Prepayment Assumption Rates			
100%	175%	300%	400%
2.9%	3.9%	5.8%	7.2%

**Sensitivity of Class DS to Prepayments
Assumed Price 14.98046875%***

LIBOR	PSA Prepayment Assumption Rates			
	100%	175%	300%	400%
0.15%	38.7%	35.1%	29.1%	24.2%
0.24%	38.0%	34.4%	28.4%	23.4%
3.32%	14.1%	10.1%	3.4%	(2.2)%
6.40% and above	**	**	**	**

**Sensitivity of Class DV to Prepayments
Assumed Price 17.5%***

LIBOR	PSA Prepayment Assumption Rates			
	100%	175%	300%	400%
0.15%	(12.8)%	(17.0)%	(24.2)%	(30.2)%
0.24%	(11.3)%	(15.5)%	(22.7)%	(28.7)%
3.52%	14.5%	10.5%	3.7%	(1.8)%
6.80% and above	35.8%	32.2%	26.1%	21.1%

**Sensitivity of Class IG to Prepayments
Assumed Price 0.859375%***

LIBOR	PSA Prepayment Assumption Rates			
	100%	175%	300%	400%
6.6% and below	17.0%	13.1%	6.4%	1.0%
6.7%	3.3%	(0.8)%	(7.9)%	(13.7)%
6.8% 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 IH to Prepayments
Assumed Price 0.83984375%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>175%</u>	<u>300%</u>	<u>400%</u>
6.4% and below	17.6%	13.7%	7.1%	1.6%
6.5%	3.7%	(0.5)%	(7.5)%	(13.4)%
6.6% and above	**	**	**	**

Sensitivity of Class SD to Prepayments
Assumed Price 14.16015625%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>175%</u>	<u>300%</u>	<u>400%</u>
0.15%	39.9%	36.4%	30.4%	25.5%
0.24%	39.2%	35.6%	29.6%	24.7%
3.22%	14.7%	10.7%	4.0%	(1.5)%
6.20% and above	**	**	**	**

Sensitivity of Class SK to Prepayments
Assumed Price 0.8203125%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>175%</u>	<u>300%</u>	<u>400%</u>
6.2% and below	18.3%	14.4%	7.8%	2.4%
6.3%	4.0%	(0.1)%	(7.2)%	(13.0)%
6.4% and above	**	**	**	**

Sensitivity of Class XD to Prepayments
Assumed Price 15.80859375%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>175%</u>	<u>300%</u>	<u>400%</u>
0.15%	37.6%	34.0%	27.9%	23.0%
0.24%	36.9%	33.3%	27.2%	22.3%
3.42%	13.6%	9.6%	2.8%	(2.7)%
6.60% 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 YD to Prepayments
Assumed Price 16.671875%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>175%</u>	<u>300%</u>	<u>400%</u>
0.15%	36.5%	32.9%	26.8%	21.9%
0.24%	35.9%	32.3%	26.1%	21.2%
3.52%	13.0%	9.1%	2.3%	(3.3)%
6.80% and above	**	**	**	**

SECURITY GROUP 5

Sensitivity of Class IS to Prepayments
Assumed Price 0.96875%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>150%</u>	<u>250%</u>	<u>300%</u>
6.6% and below	13.8%	11.2%	5.8%	3.1%
6.7%	1.5%	(1.2)%	(6.9)%	(9.7)%
6.8% and above	**	**	**	**

Sensitivity of Class IT to Prepayments
Assumed Price 0.94921875%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>150%</u>	<u>250%</u>	<u>300%</u>
6.4% and below	14.3%	11.7%	6.3%	3.6%
6.5%	1.8%	(1.0)%	(6.6)%	(9.5)%
6.6% and above	**	**	**	**

Sensitivity of Class MI to Prepayments
Assumed Price 24.94921875%*

	<u>PSA Prepayment Assumption Rates</u>				
	<u>100%</u>	<u>150%</u>	<u>250%</u>	<u>251%</u>	<u>300%</u>
	8.3%	5.6%	0.1%	0.0%	(2.7)%

* 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 MS to Prepayments
Assumed Price 16.890625%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>150%</u>	<u>250%</u>	<u>300%</u>
0.15%	32.9%	30.5%	25.6%	23.1%
0.24%	32.3%	29.8%	24.9%	22.5%
3.32%	11.2%	8.6%	3.2%	0.4%
6.40% and above	**	**	**	**

Sensitivity of Class MV to Prepayments
Assumed Price 0.9296875%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>150%</u>	<u>250%</u>	<u>300%</u>
6.2% and below	14.8%	12.2%	6.9%	4.2%
6.3%	2.1%	(0.7)%	(6.3)%	(9.2)%
6.4% and above	**	**	**	**

Sensitivity of Class OM to Prepayments
Assumed Price 72.28125%*

<u>PSA Prepayment Assumption Rates</u>			
<u>100%</u>	<u>150%</u>	<u>250%</u>	<u>300%</u>
3.3%	4.1%	5.8%	6.6%

Sensitivity of Class SM to Prepayments
Assumed Price 15.9609375%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>150%</u>	<u>250%</u>	<u>300%</u>
0.15%	34.0%	31.6%	26.7%	24.2%
0.24%	33.3%	30.9%	26.0%	23.5%
3.22%	11.7%	9.1%	3.7%	0.9%
6.20% 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 XM to Prepayments
Assumed Price 17.83984375%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>150%</u>	<u>250%</u>	<u>300%</u>
0.15%	31.9%	29.5%	24.5%	22.1%
0.24%	31.3%	28.9%	23.9%	21.4%
3.42%	10.7%	8.1%	2.6%	(0.1)%
6.60% and above	**	**	**	**

Sensitivity of Class XV to Prepayments
Assumed Price 25.21875%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>150%</u>	<u>250%</u>	<u>300%</u>
0.15%	(15.1)%	(17.9)%	(23.5)%	(26.4)%
0.24%	(13.8)%	(16.5)%	(22.2)%	(25.1)%
3.52%	6.8%	4.1%	(1.5)%	(4.3)%
6.80% and above	21.6%	19.0%	13.9%	11.3%

Sensitivity of Class YM to Prepayments
Assumed Price 18.80859375%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>150%</u>	<u>250%</u>	<u>300%</u>
0.15%	30.9%	28.5%	23.6%	21.1%
0.24%	30.4%	27.9%	23.0%	20.5%
3.52%	10.3%	7.6%	2.2%	(0.6)%
6.80% and above	**	**	**	**

SECURITY GROUP 6

Sensitivity of Class IU to Prepayments
Assumed Price 0.87109375%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>175%</u>	<u>300%</u>	<u>400%</u>
6.6% and below	16.6%	12.7%	6.1%	0.6%
6.7%	3.2%	(1.0)%	(8.1)%	(13.9)%
6.8% 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 OQ to Prepayments
Assumed Price 74.5%

PSA Prepayment Assumption Rates			
<u>100%</u>	<u>175%</u>	<u>300%</u>	<u>400%</u>
2.9%	4.0%	5.9%	7.3%

Sensitivity of Class QI to Prepayments
Assumed Price 25.48828125%*

PSA Prepayment Assumption Rates				
<u>100%</u>	<u>175%</u>	<u>289%</u>	<u>300%</u>	<u>400%</u>
10.3%	6.3%	0.0%	(0.6)%	(6.2)%

Sensitivity of Class QS to Prepayments
Assumed Price 15.21875%*

<u>LIBOR</u>	PSA Prepayment Assumption Rates			
	<u>100%</u>	<u>175%</u>	<u>300%</u>	<u>400%</u>
0.15%	37.9%	34.4%	28.3%	23.4%
0.24%	37.2%	33.7%	27.6%	22.7%
3.32%	13.8%	9.8%	3.1%	(2.5)%
6.40% and above	**	**	**	**

Sensitivity of Class QV to Prepayments
Assumed Price 0.828125%*

<u>LIBOR</u>	PSA Prepayment Assumption Rates			
	<u>100%</u>	<u>175%</u>	<u>300%</u>	<u>400%</u>
6.2% and below	18.0%	14.1%	7.5%	2.1%
6.3%	3.9%	(0.2)%	(7.3)%	(13.1)%
6.4% and above	**	**	**	**

Sensitivity of Class SP to Prepayments
Assumed Price 0.8515625%*

<u>LIBOR</u>	PSA Prepayment Assumption Rates			
	<u>100%</u>	<u>175%</u>	<u>300%</u>	<u>400%</u>
6.4% and below	17.3%	13.3%	6.7%	1.3%
6.5%	3.5%	(0.6)%	(7.7)%	(13.5)%
6.6% 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 SQ to Prepayments
Assumed Price 14.390625%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>175%</u>	<u>300%</u>	<u>400%</u>
0.15%	39.1%	35.6%	29.6%	24.7%
0.24%	38.4%	34.8%	28.8%	23.9%
3.22%	14.3%	10.4%	3.6%	(1.9)%
6.20% and above	**	**	**	**

Sensitivity of Class XN to Prepayments
Assumed Price 17.83984375%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>175%</u>	<u>300%</u>	<u>400%</u>
0.15%	(12.9)%	(17.1)%	(24.3)%	(30.3)%
0.24%	(11.4)%	(15.6)%	(22.8)%	(28.8)%
3.52%	13.9%	10.0%	3.2%	(2.3)%
6.80% and above	34.8%	31.2%	25.1%	20.1%

Sensitivity of Class XQ to Prepayments
Assumed Price 16.078125%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>175%</u>	<u>300%</u>	<u>400%</u>
0.15%	36.8%	33.2%	27.1%	22.2%
0.24%	36.1%	32.5%	26.5%	21.5%
3.42%	13.2%	9.2%	2.5%	(3.1)%
6.60% and above	**	**	**	**

Sensitivity of Class YQ to Prepayments
Assumed Price 16.94921875%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>175%</u>	<u>300%</u>	<u>400%</u>
0.15%	35.7%	32.1%	26.0%	21.1%
0.24%	35.1%	31.5%	25.4%	20.4%
3.52%	12.7%	8.7%	1.9%	(3.6)%
6.80% 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 7

**Sensitivity of Class IY to Prepayments
Assumed Price 0.7890625%***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>200%</u>	<u>300%</u>	<u>400%</u>
6.6% and below	19.5%	14.4%	9.1%	3.7%
6.7%	4.8%	(0.7)%	(6.4)%	(12.2)%
6.8% and above	**	**	**	**

**Sensitivity of Class OU to Prepayments
Assumed Price 78.859375%**

<u>PSA Prepayment Assumption Rates</u>			
<u>100%</u>	<u>200%</u>	<u>300%</u>	<u>400%</u>
2.3%	3.4%	4.6%	5.8%

**Sensitivity of Class SU to Prepayments
Assumed Price 13.01953125%***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>200%</u>	<u>300%</u>	<u>400%</u>
0.15%.	44.6%	40.0%	35.3%	30.5%
0.24%.	43.8%	39.2%	34.4%	29.7%
3.22%.	17.1%	11.8%	6.5%	1.1%
6.20% and above	**	**	**	**

**Sensitivity of Class U to Prepayments
Assumed Price 0.76953125%***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>200%</u>	<u>300%</u>	<u>400%</u>
6.4% and below	20.3%	15.1%	9.9%	4.6%
6.5%	5.2%	(0.3)%	(5.9)%	(11.7)%
6.6% and above	**	**	**	**

**Sensitivity of Class UI to Prepayments
Assumed Price 25.75%***

<u>PSA Prepayment Assumption Rates</u>				
<u>100%</u>	<u>200%</u>	<u>300%</u>	<u>329%</u>	<u>400%</u>
12.4%	7.1%	1.6%	0.0%	(3.9)%

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

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

Sensitivity of Class US to Prepayments
Assumed Price 13.76953125%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>200%</u>	<u>300%</u>	<u>400%</u>
0.15%	43.3%	38.6%	33.9%	29.1%
0.24%	42.5%	37.9%	33.1%	28.3%
3.32%	16.4%	11.2%	5.8%	0.4%
6.40% and above	**	**	**	**

Sensitivity of Class UV to Prepayments
Assumed Price 0.75%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>200%</u>	<u>300%</u>	<u>400%</u>
6.2% and below	21.1%	15.9%	10.7%	5.4%
6.3%	5.6%	0.1%	(5.5)%	(11.3)%
6.4% and above	**	**	**	**

Sensitivity of Class XH to Prepayments
Assumed Price 18.4296875%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>200%</u>	<u>300%</u>	<u>400%</u>
0.15%	(13.0)%	(18.6)%	(24.3)%	(30.3)%
0.24%	(11.5)%	(17.1)%	(22.9)%	(28.9)%
3.52%	13.3%	8.0%	2.6%	(3.0)%
6.80% and above	33.5%	28.6%	23.7%	18.7%

Sensitivity of Class XU to Prepayments
Assumed Price 14.5390625%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>200%</u>	<u>300%</u>	<u>400%</u>
0.15%	42.1%	37.4%	32.6%	27.8%
0.24%	41.3%	36.6%	31.9%	27.0%
3.42%	15.8%	10.6%	5.2%	(0.2)%
6.60% 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 YU to Prepayments
Assumed Price 15.328125%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>200%</u>	<u>300%</u>	<u>400%</u>
0.15%	40.9%	36.2%	31.4%	26.6%
0.24%	40.2%	35.5%	30.7%	25.8%
3.52%	15.3%	10.0%	4.6%	(0.9)%
6.80% and above	**	**	**	**

SECURITY GROUP 8

Sensitivity of Class NP to Prepayments
Assumed Price 0.66015625%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>225%</u>	<u>350%</u>	<u>500%</u>
6.6% and below	25.5%	19.2%	12.7%	4.8%
6.7%	8.0%	1.1%	(5.9)%	(14.6)%
6.8% and above	**	**	**	**

Sensitivity of Class NQ to Prepayments
Assumed Price 0.6484375%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>225%</u>	<u>350%</u>	<u>500%</u>
6.4% and below	26.1%	19.8%	13.4%	5.5%
6.5%	8.3%	1.5%	(5.5)%	(14.3)%
6.6% and above	**	**	**	**

Sensitivity of Class OW to Prepayments
Assumed Price 82.5703125%

	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>225%</u>	<u>350%</u>	<u>500%</u>
	1.8%	2.9%	4.1%	5.4%

* 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 SW to Prepayments
Assumed Price 11.25%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>225%</u>	<u>350%</u>	<u>500%</u>
0.15%	53.9%	48.2%	42.5%	35.6%
0.24%	52.9%	47.3%	41.5%	34.5%
3.22%	21.5%	15.1%	8.5%	0.4%
6.20% and above	**	**	**	**

Sensitivity of Class W to Prepayments
Assumed Price 13.12109375%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>225%</u>	<u>350%</u>	<u>500%</u>
0.15%	(10.6)%	(17.7)%	(25.0)%	(34.3)%
0.24%	(9.0)%	(16.1)%	(23.4)%	(32.7)%
3.52%	22.7%	16.3%	9.8%	1.8%
6.80% and above	51.6%	45.9%	40.1%	33.1%

Sensitivity of Class WI to Prepayments
Assumed Price 23.7890625%*

<u>PSA Prepayment Assumption Rates</u>				
<u>100%</u>	<u>225%</u>	<u>350%</u>	<u>413%</u>	<u>500%</u>
16.8%	10.2%	3.5%	0.0%	(4.8)%

Sensitivity of Class WS to Prepayments
Assumed Price 11.87890625%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>225%</u>	<u>350%</u>	<u>500%</u>
0.15%	52.4%	46.8%	41.0%	34.0%
0.24%	51.5%	45.8%	40.1%	33.0%
3.32%	20.8%	14.4%	7.8%	(0.3)%
6.40% 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 WV to Prepayments
Assumed Price 0.62890625%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>225%</u>	<u>350%</u>	<u>500%</u>
6.2% and below	27.2%	21.0%	14.6%	6.8%
6.3%	8.9%	2.1%	(4.9)%	(13.6)%
6.4% and above	**	**	**	**

Sensitivity of Class XW to Prepayments
Assumed Price 12.51953125%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>225%</u>	<u>350%</u>	<u>500%</u>
0.15%	51.1%	45.4%	39.6%	32.6%
0.24%	50.2%	44.5%	38.7%	31.6%
3.42%	20.2%	13.7%	7.1%	(1.0)%
6.60% and above	**	**	**	**

Sensitivity of Class YW to Prepayments
Assumed Price 13.19140625%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>225%</u>	<u>350%</u>	<u>500%</u>
0.15%	49.7%	44.0%	38.2%	31.1%
0.24%	48.9%	43.1%	37.3%	30.2%
3.52%	19.6%	13.1%	6.4%	(1.7)%
6.80% and above	**	**	**	**

SECURITY GROUP 9

Sensitivity of Class IN to Prepayments
Assumed Price 0.7890625%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>200%</u>	<u>300%</u>	<u>400%</u>
6.6% and below	19.5%	14.4%	9.1%	3.7%
6.7%	4.8%	(0.7)%	(6.4)%	(12.2)%
6.8% 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 J to Prepayments
Assumed Price 0.76953125%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>200%</u>	<u>300%</u>	<u>400%</u>
6.4% and below	20.3%	15.1%	9.9%	4.6%
6.5%	5.2%	(0.3)%	(5.9)%	(11.7)%
6.6% and above	**	**	**	**

Sensitivity of Class JI to Prepayments
Assumed Price 25.75%*

<u>PSA Prepayment Assumption Rates</u>				
<u>100%</u>	<u>200%</u>	<u>300%</u>	<u>329%</u>	<u>400%</u>
12.4%	7.1%	1.6%	0.0%	(3.9)%

Sensitivity of Class JS to Prepayments
Assumed Price 13.76953125%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>200%</u>	<u>300%</u>	<u>400%</u>
0.15%.	43.3%	38.6%	33.9%	29.1%
0.24%.	42.5%	37.9%	33.1%	28.3%
3.32%.	16.4%	11.2%	5.8%	0.4%
6.40% and above	**	**	**	**

Sensitivity of Class JV to Prepayments
Assumed Price 18.4296875%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>200%</u>	<u>300%</u>	<u>400%</u>
0.15%.	(13.0)%	(18.6)%	(24.3)%	(30.3)%
0.24%.	(11.5)%	(17.1)%	(22.9)%	(28.9)%
3.52%.	13.3%	8.0%	2.6%	(3.0)%
6.80% and above	33.5%	28.6%	23.7%	18.7%

Sensitivity of Class OJ to Prepayments
Assumed Price 78.859375%*

<u>PSA Prepayment Assumption Rates</u>			
<u>100%</u>	<u>200%</u>	<u>300%</u>	<u>400%</u>
2.3%	3.4%	4.6%	5.8%

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

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

Sensitivity of Class SH to Prepayments
Assumed Price 0.75%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>200%</u>	<u>300%</u>	<u>400%</u>
6.2% and below	21.1%	15.9%	10.7%	5.4%
6.3%	5.6%	0.1%	(5.5)%	(11.3)%
6.4% and above	**	**	**	**

Sensitivity of Class SJ to Prepayments
Assumed Price 13.01953125%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>200%</u>	<u>300%</u>	<u>400%</u>
0.15%.	44.6%	40.0%	35.3%	30.5%
0.24%.	43.8%	39.2%	34.4%	29.7%
3.22%.	17.1%	11.8%	6.5%	1.1%
6.20% and above	**	**	**	**

Sensitivity of Class XJ to Prepayments
Assumed Price 14.5390625%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>200%</u>	<u>300%</u>	<u>400%</u>
0.15%.	42.1%	37.4%	32.6%	27.8%
0.24%.	41.3%	36.6%	31.9%	27.0%
3.42%.	15.8%	10.6%	5.2%	(0.2)%
6.60% and above	**	**	**	**

Sensitivity of Class YJ to Prepayments
Assumed Price 15.328125%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>200%</u>	<u>300%</u>	<u>400%</u>
0.15%.	40.9%	36.2%	31.4%	26.6%
0.24%.	40.2%	35.5%	30.7%	25.8%
3.52%.	15.3%	10.0%	4.6%	(0.9)%
6.80% 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 Election

In the opinion of K&L Gates 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.

Principal Only Classes and Notional 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 400% PSA in the case of the Group 1 Securities, 300% PSA in the case of the Group 2 Securities, 150% PSA in the case of the Group 3 and Group 5 Securities, 175% PSA in the case of the Group 4 and Group 6 Securities, 200% PSA in the case of the Group 7 and Group 9 Securities, and 225% PSA in the case of the Group 8 Securities (as described in “Yield, Maturity and Prepayment Considerations” in this Supplement). In the case of the Floating Rate and Inverse Floating Rate Classes, the interest rate values to be used for these determinations are the initial Interest Rates as set forth in the Terms Sheet under “Interest Rates.” No representation is made, however, about the rate at which prepayments on the Mortgage Loans underlying any Group of Trust Assets actually will occur or the level of LIBOR at any time after the date of this Supplement. *See “Certain Federal Income Tax Consequences” in the Base Offering Circular.*

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

Residual Securities

The Class RR Securities will represent the beneficial ownership of the Residual Interest in the Pooling REMIC and the beneficial ownership of the Residual Interest in the Issuing REMIC. The Residual Securities, i.e., the Class RR Securities, generally will be treated as “residual interests” in a REMIC for domestic building and loan associations and as “real estate assets” for REITs, as described in “Certain Federal Income Tax Consequences” in the Base Offering Circular, but will not be treated as debt for federal income tax purposes. Instead, the Holders of the Residual Securities will be required to report,

and will be taxed on, their pro rata shares of the taxable income or loss of the Trust REMICs, and these requirements will continue until there are no outstanding regular interests in the respective Trust REMICs. Thus, Residual Holders will have taxable income attributable to the Residual Securities even though they will not receive principal or interest distributions with respect to the Residual Securities, which could result in a negative after-tax return for the Residual Holders. Even though the Holders of the Class RR Securities are not entitled to any stated principal or interest payments on the Class RR Securities, the Trust REMICs may have substantial taxable income in certain periods, and offsetting tax losses may not occur until much later periods. Accordingly, a Holder of the Class RR Securities may experience substantial adverse tax timing consequences. Prospective investors are urged to consult their own tax advisors and consider the after-tax effect of ownership of the Residual Securities and the suitability of the Residual Securities to their investment objectives.

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

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

MX Securities

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

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

ERISA MATTERS

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

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

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

See “ERISA Considerations” in the Base Offering Circular.

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

LEGAL INVESTMENT CONSIDERATIONS

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

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

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

PLAN OF DISTRIBUTION

Subject to the terms and conditions of the Sponsor Agreement, the Sponsor has agreed to purchase all of the Securities if any are sold and purchased. The Sponsor proposes to offer each Class to the public from time to time for sale in negotiated transactions at varying prices to be determined at the time of sale, plus accrued interest, if any, from (1) January 1, 2010 on the Fixed Rate Classes, (2) January 16, 2010 on the Group 1, 3 and 4 Floating Rate and Inverse Floating Rate Classes and (3) January 20, 2010 on the Group 2, 5, 6, 7, 8 and 9 Floating Rate and Inverse Floating Rate Classes. The Sponsor may effect these transactions by sales to or through certain securities dealers. These dealers may receive compensation in the form of discounts, concessions or commissions from the Sponsor and/or commissions from any purchasers for which they act as agents. Some of the Securities may be sold through dealers in relatively small sales. In the usual case, the commission charged on a relatively small sale of securities will be a higher percentage of the sales price than that charged on a large sale of securities.

INCREASE IN SIZE

Before the Closing Date, Ginnie Mae, the Trustee and the Sponsor may agree to increase the size of this offering. In that event, the Securities will have the same characteristics as described in this Supplement, except that (1) the Original Class Principal Balance (or original Class Notional Balance) and (2) the Aggregate Scheduled Principal Balances of each Class receiving principal distributions 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 K&L Gates, LLP Charlotte, North Carolina and Marcell Solomon & Associates PC Bowie, Maryland, and for the Trustee by Aini & Lazar PLLC, Brooklyn, New York.

Schedule I

Available Combinations(1)

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Security Group 3								
Combination 1								
A	\$ 91,714,286	AB	\$ 214,000,000	PT	3.00%	FIX	38375AG73	January 2040
AV	91,714,286							
IA	91,714,286							
IB	91,714,286							
OA	214,000,000							
SE	91,714,286							
Combination 2								
A	\$ 107,000,000	AC	\$ 214,000,000	PT	3.50%	FIX	38375AG81	January 2040
AV	107,000,000							
IA	107,000,000							
IB	107,000,000							
OA	214,000,000							
SE	107,000,000							
Combination 3								
A	\$ 122,285,714	AD	\$ 190,222,222	PT	4.50%	FIX	38375AG99	January 2040
AV	122,285,714							
IA	122,285,714							
IB	122,285,714							
OA	190,222,222							
SE	122,285,714							

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 4								
A	\$ 122,285,714	AE	\$ 171,200,000	PT	5.00%	FIX	38375AH23	January 2040
AV	122,285,714							
IA	122,285,714							
IB	122,285,714							
OA	171,200,000							
SE	122,285,714							
Combination 5								
A	\$ 122,285,714	AG	\$ 163,047,619	PT	5.25%	FIX	38375AH49	January 2040
AV	122,285,714							
IA	122,285,714							
IB	122,285,714							
OA	163,047,619							
SE	122,285,714							
Combination 6								
A	\$ 122,285,714	AH	\$ 155,636,363	PT	5.50%	FIX	38375AH56	January 2040
AV	122,285,714							
IA	122,285,714							
IB	122,285,714							
OA	155,636,363							
SE	122,285,714							

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 7								
A	\$ 122,285,714	AJ	\$ 148,869,565	PT	5.75%	FIX	38375AH72	January 2040
AV	122,285,714							
IA	122,285,714							
IB	122,285,714							
OA	148,869,565							
SE	122,285,714							
Combination 8								
A	\$ 122,285,714	AK	\$ 142,666,666	PT	6.00%	FIX	38375AH80	January 2040
AV	122,285,714							
IA	122,285,714							
IB	122,285,714							
OA	142,666,666							
SE	122,285,714							
Combination 9								
A	\$ 122,285,714	AL	\$ 136,960,000	PT	6.25%	FIX	38375AH98	January 2040
AV	122,285,714							
IA	122,285,714							
IB	122,285,714							
OA	136,960,000							
SE	122,285,714							

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 10								
A	\$ 122,285,714	AM	\$ 131,692,307	PT	6.50%	FIX	38375AJ21	January 2040
AV	122,285,714							
IA	122,285,714							
IB	122,285,714							
OA	131,692,307							
SE	122,285,714							
Combination 11								
A	\$ 122,285,714	AN	\$ 126,814,814	PT	6.75%	FIX	38375AJ39	January 2040
AV	122,285,714							
IA	122,285,714							
IB	122,285,714							
OA	126,814,814							
SE	122,285,714							
Combination 12								
A	\$ 122,285,714	AP	\$ 122,285,714	PT	7.00%	FIX	38375AJ47	January 2040
AV	122,285,714							
IA	122,285,714							
IB	122,285,714							
OA	122,285,714							
SE	122,285,714							

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 13								
A	\$ 122,285,714	AQ	\$ 118,068,965	PT	7.25%	FIX	38375AJ54	January 2040
AV	122,285,714							
IA	122,285,714							
IB	122,285,714							
OA	118,068,965							
SE	122,285,714							
Combination 14								
A	\$ 122,285,714	AT	\$ 114,133,333	PT	7.50%	FIX	38375AJ70	January 2040
AV	122,285,714							
IA	122,285,714							
IB	122,285,714							
OA	114,133,333							
SE	122,285,714							
Combination 15								
A	\$ 122,285,714	AU	\$ 110,451,612	PT	7.75%	FIX	38375AJ88	January 2040
AV	122,285,714							
IA	122,285,714							
IB	122,285,714							
OA	110,451,612							
SE	122,285,714							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 16								
A	\$ 122,285,714	AW	\$ 107,000,000	PT	8.00%	FIX	38375AJ96	January 2040
AV	122,285,714							
IA	122,285,714							
IB	122,285,714							
OA	107,000,000							
SE	122,285,714							
Combination 17								
A	\$ 122,285,714	AX	\$ 103,757,575	PT	8.25%	FIX	38375AK29	January 2040
AV	122,285,714							
IA	122,285,714							
IB	122,285,714							
OA	103,757,575							
SE	122,285,714							
Combination 18								
A	\$ 122,285,714	AY	\$ 100,705,882	PT	8.50%	FIX	38375AK37	January 2040
AV	122,285,714							
IA	122,285,714							
IB	122,285,714							
OA	100,705,882							
SE	122,285,714							
Combination 19								
AV	\$ 122,285,714	HA	\$ 122,285,714	PT	(5)	FLT	38375AK52	January 2040
OA	122,285,714							

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 20								
A	\$ 122,285,714	AS	\$ 122,285,714	NTL (PT)	(5)	INV/IO	38375AJ62	January 2040
SE	122,285,714							
Combination 21								
AV	\$ 122,285,714	AF	\$ 122,285,714	PT	(5)	FLT	38375AH31	January 2040
IA	122,285,714							
OA	122,285,714							
Combination 22								
AV	\$ 122,285,714	FE	\$ 122,285,714	PT	(5)	FLT	38375AK45	January 2040
IA	122,285,714							
IB	122,285,714							
OA	122,285,714							
Combination 23								
A	\$ 122,285,714	HB	\$ 122,285,714	PT	(5)	FLT	38375AK60	January 2040
AV	122,285,714							
IA	122,285,714							
IB	122,285,714							
OA	122,285,714							
Combination 24								
A	\$ 122,285,714	XS	\$ 122,285,714	NTL (PT)	(5)	INV/IO	38375AK78	January 2040
IB	122,285,714							
SE	122,285,714							

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 25								
A	\$ 122,285,714	YS	\$ 122,285,714	NTL (PT)	(5)	INV/IO	38375AK86	January 2040
IA	122,285,714							
IB	122,285,714							
SE	122,285,714							
Combination 26								
A	\$ 122,285,714	AI	\$ 214,000,000	NTL (PT)	4.00%	FIX/IO	38375AH64	January 2040
AV	122,285,714							
IA	122,285,714							
IB	122,285,714							
SE	122,285,714							
Security Group 4								
Combination 27								
DO	\$5,180,000,000	DA	\$5,180,000,000	PT	3.00%	FIX	38375AK94	January 2040
DV	2,220,000,000							
IG	2,220,000,000							
IH	2,220,000,000							
SD	2,220,000,000							
SK	2,220,000,000							

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 28								
DO	\$5,180,000,000	DB	\$5,180,000,000	PT	3.50%	FIX	38375AL28	January 2040
DV	2,590,000,000							
IG	2,590,000,000							
IH	2,590,000,000							
SD	2,590,000,000							
SK	2,590,000,000							
Combination 29								
DO	\$5,180,000,000	DC	\$5,180,000,000	PT	4.00%	FIX	38375AL36	January 2040
DV	2,960,000,000							
IG	2,960,000,000							
IH	2,960,000,000							
SD	2,960,000,000							
SK	2,960,000,000							
Combination 30								
DO	\$4,662,000,000	DE	\$4,662,000,000	PT	5.00%	FIX	38375AL44	January 2040
DV	3,330,000,000							
IG	3,330,000,000							
IH	3,330,000,000							
SD	3,330,000,000							
SK	3,330,000,000							

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 31								
DO	\$4,440,000,000	DG	\$4,440,000,000	PT	5.25%	FIX	38375AL69	January 2040
DV	3,330,000,000							
IG	3,330,000,000							
IH	3,330,000,000							
SD	3,330,000,000							
SK	3,330,000,000							
Combination 32								
DO	\$4,238,181,818	DH	\$4,238,181,818	PT	5.50%	FIX	38375AL77	January 2040
DV	3,330,000,000							
IG	3,330,000,000							
IH	3,330,000,000							
SD	3,330,000,000							
SK	3,330,000,000							
Combination 33								
DO	\$4,053,913,043	DJ	\$4,053,913,043	PT	5.75%	FIX	38375AL93	January 2040
DV	3,330,000,000							
IG	3,330,000,000							
IH	3,330,000,000							
SD	3,330,000,000							
SK	3,330,000,000							

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 34								
DO	\$3,885,000,000	DK	\$3,885,000,000	PT	6.00%	FIX	38375AM27	January 2040
DV	3,330,000,000							
IG	3,330,000,000							
IH	3,330,000,000							
SD	3,330,000,000							
SK	3,330,000,000							
Combination 35								
DO	\$3,729,600,000	DL	\$3,729,600,000	PT	6.25%	FIX	38375AM35	January 2040
DV	3,330,000,000							
IG	3,330,000,000							
IH	3,330,000,000							
SD	3,330,000,000							
SK	3,330,000,000							
Combination 36								
DO	\$3,586,153,846	DM	\$3,586,153,846	PT	6.50%	FIX	38375AM43	January 2040
DV	3,330,000,000							
IG	3,330,000,000							
IH	3,330,000,000							
SD	3,330,000,000							
SK	3,330,000,000							

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 37								
DO	\$3,453,333,333	DN	\$3,453,333,333	PT	6.75%	FIX	38375AM50	January 2040
DV	3,330,000,000							
IG	3,330,000,000							
IH	3,330,000,000							
SD	3,330,000,000							
SK	3,330,000,000							
Combination 38								
DO	\$3,330,000,000	DP	\$3,330,000,000	PT	7.00%	FIX	38375AM68	January 2040
DV	3,330,000,000							
IG	3,330,000,000							
IH	3,330,000,000							
SD	3,330,000,000							
SK	3,330,000,000							
Combination 39								
DO	\$3,215,172,413	DQ	\$3,215,172,413	PT	7.25%	FIX	38375AM76	January 2040
DV	3,330,000,000							
IG	3,330,000,000							
IH	3,330,000,000							
SD	3,330,000,000							
SK	3,330,000,000							

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 40								
DO	\$3,108,000,000	DT	\$3,108,000,000	PT	7.50%	FIX	38375AM92	January 2040
DV	3,330,000,000							
IG	3,330,000,000							
IH	3,330,000,000							
SD	3,330,000,000							
SK	3,330,000,000							
Combination 41								
DO	\$3,007,741,935	DU	\$3,007,741,935	PT	7.75%	FIX	38375AN26	January 2040
DV	3,330,000,000							
IG	3,330,000,000							
IH	3,330,000,000							
SD	3,330,000,000							
SK	3,330,000,000							
Combination 42								
DO	\$2,913,750,000	DW	\$2,913,750,000	PT	8.00%	FIX	38375AN34	January 2040
DV	3,330,000,000							
IG	3,330,000,000							
IH	3,330,000,000							
SD	3,330,000,000							
SK	3,330,000,000							

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 43								
DO	\$2,825,454,545	DX	\$2,825,454,545	PT	8.25%	FIX	38375AN42	January 2040
DV	3,330,000,000							
IG	3,330,000,000							
IH	3,330,000,000							
SD	3,330,000,000							
SK	3,330,000,000							
Combination 44								
DO	\$2,742,352,941	DY	\$2,742,352,941	PT	8.50%	FIX	38375AN59	January 2040
DV	3,330,000,000							
IG	3,330,000,000							
IH	3,330,000,000							
SD	3,330,000,000							
SK	3,330,000,000							
Combination 45								
DO	\$3,330,000,000	HG	\$3,330,000,000	PT	(5)	FLT	38375AN83	January 2040
DV	3,330,000,000							
Combination 46								
SD	\$3,330,000,000	DS	\$3,330,000,000	NTL (PT)	(5)	INV/IO	38375AM84	January 2040
SK	3,330,000,000							
Combination 47								
DO	\$3,330,000,000	DF	\$3,330,000,000	PT	(5)	FLT	38375AL51	January 2040
DV	3,330,000,000							
IG	3,330,000,000							

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 48								
DO	\$3,330,000,000	FH	\$3,330,000,000	PT	(5)	FLT	38375AN67	January 2040
DV	3,330,000,000							
IG	3,330,000,000							
IH	3,330,000,000							
Combination 49								
DO	\$3,330,000,000	FK	\$3,330,000,000	PT	(5)	FLT	38375AN75	January 2040
DV	3,330,000,000							
IG	3,330,000,000							
IH	3,330,000,000							
SK	3,330,000,000							
Combination 50								
IH	\$3,330,000,000	XD	\$3,330,000,000	NLT (PT)	(5)	INV/IO	38375AN91	January 2040
SD	3,330,000,000							
SK	3,330,000,000							
Combination 51								
IG	\$3,330,000,000	YD	\$3,330,000,000	NLT (PT)	(5)	INV/IO	38375AP24	January 2040
IH	3,330,000,000							
SD	3,330,000,000							
SK	3,330,000,000							

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 52								
DV	\$3,330,000,000	DI	\$5,180,000,000	NTL (PT)	4.50%	FIX/IO	38375AL85	January 2040
IG	3,330,000,000							
IH	3,330,000,000							
SD	3,330,000,000							
SK	3,330,000,000							
Security Group 5								
Combination 53								
IS	\$ 32,516,369	MA	\$ 75,871,527	PT	3.00%	FIX	38375AP65	January 2040
IT	32,516,369							
MV	32,516,369							
OM	75,871,527							
SM	32,516,369							
XV	32,516,369							
Combination 54								
IS	\$ 37,935,764	MB	\$ 75,871,527	PT	3.50%	FIX	38375AP73	January 2040
IT	37,935,764							
MV	37,935,764							
OM	75,871,527							
SM	37,935,764							
XV	37,935,764							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 55								
IS	\$ 43,355,158	MC	\$ 67,441,357	PT	4.50%	FIX	38375AP81	January 2040
IT	43,355,158							
MV	43,355,158							
OM	67,441,357							
SM	43,355,158							
XV	43,355,158							
Combination 56								
IS	\$ 43,355,158	MD	\$ 60,697,221	PT	5.00%	FIX	38375AP99	January 2040
IT	43,355,158							
MV	43,355,158							
OM	60,697,221							
SM	43,355,158							
XV	43,355,158							
Combination 57								
IS	\$ 43,355,158	ME	\$ 57,806,877	PT	5.25%	FIX	38375AQ23	January 2040
IT	43,355,158							
MV	43,355,158							
OM	57,806,877							
SM	43,355,158							
XV	43,355,158							

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 58								
IS	\$ 43,355,158	MG	\$ 55,179,292	PT	5.50%	FIX	38375AQ49	January 2040
IT	43,355,158							
MV	43,355,158							
OM	55,179,292							
SM	43,355,158							
XV	43,355,158							
Combination 59								
IS	\$ 43,355,158	MH	\$ 52,780,192	PT	5.75%	FIX	38375AQ56	January 2040
IT	43,355,158							
MV	43,355,158							
OM	52,780,192							
SM	43,355,158							
XV	43,355,158							
Combination 60								
IS	\$ 43,355,158	MJ	\$ 50,581,018	PT	6.00%	FIX	38375AQ72	January 2040
IT	43,355,158							
MV	43,355,158							
OM	50,581,018							
SM	43,355,158							
XV	43,355,158							

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 61								
IS	\$ 43,355,158	MK	\$ 48,557,777	PT	6.25%	FIX	38375AQ80	January 2040
IT	43,355,158							
MV	43,355,158							
OM	48,557,777							
SM	43,355,158							
XV	43,355,158							
Combination 62								
IS	\$ 43,355,158	ML	\$ 46,690,170	PT	6.50%	FIX	38375AQ98	January 2040
IT	43,355,158							
MV	43,355,158							
OM	46,690,170							
SM	43,355,158							
XV	43,355,158							
Combination 63								
IS	\$ 43,355,158	MIN	\$ 44,960,904	PT	6.75%	FIX	38375AR22	January 2040
IT	43,355,158							
MV	43,355,158							
OM	44,960,904							
SM	43,355,158							
XV	43,355,158							

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 64								
IS	\$ 43,355,158	MP	\$ 43,355,158	PT	7.00%	FIX	38375AR30	January 2040
IT	43,355,158							
MV	43,355,158							
OM	43,355,158							
SM	43,355,158							
XV	43,355,158							
Combination 65								
IS	\$ 43,355,158	MQ	\$ 41,860,152	PT	7.25%	FIX	38375AR48	January 2040
IT	43,355,158							
MV	43,355,158							
OM	41,860,152							
SM	43,355,158							
XV	43,355,158							
Combination 66								
IS	\$ 43,355,158	MT	\$ 40,464,814	PT	7.50%	FIX	38375AR63	January 2040
IT	43,355,158							
MV	43,355,158							
OM	40,464,814							
SM	43,355,158							
XV	43,355,158							

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 67								
IS	\$ 43,355,158	MU	\$ 39,159,497	PT	7.75%	FIX	38375AR71	January 2040
IT	43,355,158							
MV	43,355,158							
OM	39,159,497							
SM	43,355,158							
XV	43,355,158							
Combination 68								
IS	\$ 43,355,158	MW	\$ 37,935,763	PT	8.00%	FIX	38375AR89	January 2040
IT	43,355,158							
MV	43,355,158							
OM	37,935,763							
SM	43,355,158							
XV	43,355,158							
Combination 69								
IS	\$ 43,355,158	MX	\$ 36,786,194	PT	8.25%	FIX	38375AR97	January 2040
IT	43,355,158							
MV	43,355,158							
OM	36,786,194							
SM	43,355,158							
XV	43,355,158							

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 70								
IS	\$ 43,355,158	MY	\$ 35,704,248	PT	8.50%	FIX	38375AS21	January 2040
IT	43,355,158							
MV	43,355,158							
OM	35,704,248							
SM	43,355,158							
XV	43,355,158							
Combination 71								
OM	\$ 43,355,158	M	\$ 43,355,158	PT	(5)	FLT	38375AP57	January 2040
XV	43,355,158							
Combination 72								
MV	\$ 43,355,158	MS	\$ 43,355,158	NTL (PT)	(5)	INV/IO	38375AR55	January 2040
SM	43,355,158							
Combination 73								
IS	\$ 43,355,158	MF	\$ 43,355,158	PT	(5)	FLT	38375AQ31	January 2040
OM	43,355,158							
XV	43,355,158							
Combination 74								
IS	\$ 43,355,158	FM	\$ 43,355,158	PT	(5)	FLT	38375AP32	January 2040
IT	43,355,158							
OM	43,355,158							
XV	43,355,158							

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 75								
IS	\$ 43,355,158	HT	\$ 43,355,158	PT	(5)	FLT	38375AP40	January 2040
IT	43,355,158							
MV	43,355,158							
OM	43,355,158							
XV	43,355,158							
Combination 76								
IT	\$ 43,355,158	XM	\$ 43,355,158	NTL (PT)	(5)	INV/IO	38375AS39	January 2040
MV	43,355,158							
SM	43,355,158							
Combination 77								
IS	\$ 43,355,158	YM	\$ 43,355,158	NTL (PT)	(5)	INV/IO	38375A2S2	January 2040
IT	43,355,158							
MV	43,355,158							
SM	43,355,158							
Combination 78								
IS	\$ 43,355,158	MI	\$ 75,871,527	NTL (PT)	4.00%	FIX/IO	38375AQ64	January 2040
IT	43,355,158							
MV	43,355,158							
SM	43,355,158							
XV	43,355,158							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Security Group 6								
Combination 79								
IU	\$ 965,728,746	QA	\$2,253,367,073	PT	3.00%	FIX	38375AS88	January 2040
OQ	2,253,367,073							
QV	965,728,746							
SP	965,728,746							
SQ	965,728,746							
XN	965,728,746							
Combination 80								
IU	\$1,126,683,537	QB	\$2,253,367,073	PT	3.50%	FIX	38375AS96	January 2040
OQ	2,253,367,073							
QV	1,126,683,537							
SP	1,126,683,537							
SQ	1,126,683,537							
XN	1,126,683,537							
Combination 81								
IU	\$1,287,638,328	QC	\$2,253,367,073	PT	4.00%	FIX	38375AT20	January 2040
OQ	2,253,367,073							
QV	1,287,638,328							
SP	1,287,638,328							
SQ	1,287,638,328							
XN	1,287,638,328							

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 82								
IU	\$1,448,593,118	QD	\$2,028,030,365	PT	5.00%	FIX	38375AT38	January 2040
OQ	2,028,030,365							
QV	1,448,593,118							
SP	1,448,593,118							
SQ	1,448,593,118							
XN	1,448,593,118							
Combination 83								
IU	\$1,448,593,118	QE	\$1,931,457,491	PT	5.25%	FIX	38375AT46	January 2040
OQ	1,931,457,491							
QV	1,448,593,118							
SP	1,448,593,118							
SQ	1,448,593,118							
XN	1,448,593,118							
Combination 84								
IU	\$1,448,593,118	QG	\$1,843,663,968	PT	5.50%	FIX	38375AT61	January 2040
OQ	1,843,663,968							
QV	1,448,593,118							
SP	1,448,593,118							
SQ	1,448,593,118							
XN	1,448,593,118							

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 85								
IU	\$1,448,593,118	QH	\$1,763,504,665	PT	5.75%	FIX	38375AT79	January 2040
OQ	1,763,504,665							
QV	1,448,593,118							
SP	1,448,593,118							
SQ	1,448,593,118							
XN	1,448,593,118							
Combination 86								
IU	\$1,448,593,118	QJ	\$1,690,025,304	PT	6.00%	FIX	38375AT95	January 2040
OQ	1,690,025,304							
QV	1,448,593,118							
SP	1,448,593,118							
SQ	1,448,593,118							
XN	1,448,593,118							
Combination 87								
IU	\$1,448,593,118	QK	\$1,622,424,292	PT	6.25%	FIX	38375AU28	January 2040
OQ	1,622,424,292							
QV	1,448,593,118							
SP	1,448,593,118							
SQ	1,448,593,118							
XN	1,448,593,118							

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 88								
IU	\$1,448,593,118	QL	\$1,560,023,358	PT	6.50%	FIX	38375AU36	January 2040
OQ	1,560,023,358							
QV	1,448,593,118							
SP	1,448,593,118							
SQ	1,448,593,118							
XN	1,448,593,118							
Combination 89								
IU	\$1,448,593,118	QM	\$1,502,244,715	PT	6.75%	FIX	38375AU44	January 2040
OQ	1,502,244,715							
QV	1,448,593,118							
SP	1,448,593,118							
SQ	1,448,593,118							
XN	1,448,593,118							
Combination 90								
IU	\$1,448,593,118	QN	\$1,448,593,118	PT	7.00%	FIX	38375AU51	January 2040
OQ	1,448,593,118							
QV	1,448,593,118							
SP	1,448,593,118							
SQ	1,448,593,118							
XN	1,448,593,118							

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 91								
IU	\$1,448,593,118	QP	\$1,398,641,631	PT	7.25%	FIX	38375AU69	January 2040
OQ	1,398,641,631							
QV	1,448,593,118							
SP	1,448,593,118							
SQ	1,448,593,118							
XN	1,448,593,118							
Combination 92								
IU	\$1,448,593,118	QT	\$1,352,020,243	PT	7.50%	FIX	38375AU85	January 2040
OQ	1,352,020,243							
QV	1,448,593,118							
SP	1,448,593,118							
SQ	1,448,593,118							
XN	1,448,593,118							
Combination 93								
IU	\$1,448,593,118	QU	\$1,308,406,687	PT	7.75%	FIX	38375AU93	January 2040
OQ	1,308,406,687							
QV	1,448,593,118							
SP	1,448,593,118							
SQ	1,448,593,118							
XN	1,448,593,118							

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 94								
IU	\$1,448,593,118	QW	\$1,267,518,978	PT	8.00%	FIX	38375AV27	January 2040
OQ	1,267,518,978							
QV	1,448,593,118							
SP	1,448,593,118							
SQ	1,448,593,118							
XN	1,448,593,118							
Combination 95								
IU	\$1,448,593,118	QX	\$1,229,109,312	PT	8.25%	FIX	38375AV35	January 2040
OQ	1,229,109,312							
QV	1,448,593,118							
SP	1,448,593,118							
SQ	1,448,593,118							
XN	1,448,593,118							
Combination 96								
IU	\$1,448,593,118	QY	\$1,192,959,038	PT	8.50%	FIX	38375AV43	January 2040
OQ	1,192,959,038							
QV	1,448,593,118							
SP	1,448,593,118							
SQ	1,448,593,118							
XN	1,448,593,118							
Combination 97								
OQ	\$1,448,593,118	HU	\$1,448,593,118	PT	(5)	FLT	38375AS62	January 2040
XN	1,448,593,118							

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 98								
QV	\$1,448,593,118	QS	\$1,448,593,118	NTL (PT)	(5)	INV/IO	38375AU77	January 2040
SQ	1,448,593,118							
Combination 99								
IU	\$1,448,593,118	QF	\$1,448,593,118	PT	(5)	FLT	38375AT53	January 2040
OQ	1,448,593,118							
XN	1,448,593,118							
Combination 100								
IU	\$1,448,593,118	FQ	\$1,448,593,118	PT	(5)	FLT	38375AS54	January 2040
OQ	1,448,593,118							
SP	1,448,593,118							
XN	1,448,593,118							
Combination 101								
IU	\$1,448,593,118	HV	\$1,448,593,118	PT	(5)	FLT	38375AS70	January 2040
OQ	1,448,593,118							
QV	1,448,593,118							
SP	1,448,593,118							
XN	1,448,593,118							
Combination 102								
QV	\$1,448,593,118	XQ	\$1,448,593,118	NTL (PT)	(5)	INV/IO	38375AV50	January 2040
SP	1,448,593,118							
SQ	1,448,593,118							

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 103								
IU	\$1,448,593,118	YQ	\$1,448,593,118	NTL (PT)	(5)	INV/IO	38375AV68	January 2040
QV	1,448,593,118							
SP	1,448,593,118							
SQ	1,448,593,118							
Combination 104								
IU	\$1,448,593,118	QI	\$2,253,367,073	NTL (PT)	4.50%	FIX/IO	38375AT87	January 2040
QV	1,448,593,118							
SP	1,448,593,118							
SQ	1,448,593,118							
XN	1,448,593,118							
Security Group 7								
Combination 105								
IY	\$1,901,738,526	UA	\$4,437,389,895	PT	3.00%	FIX	38375AW26	January 2040
OU	4,437,389,895							
SU	1,901,738,526							
U	1,901,738,526							
UV	1,901,738,526							
XH	1,901,738,526							

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 106								
IY	\$2,218,694,947	UB	\$4,437,389,895	PT	3.50%	FIX	38375AW34	January 2040
OU	4,437,389,895							
SU	2,218,694,947							
U	2,218,694,947							
UV	2,218,694,947							
XH	2,218,694,947							
Combination 107								
IY	\$2,535,651,368	UC	\$4,437,389,895	PT	4.00%	FIX	38375AW42	January 2040
OU	4,437,389,895							
SU	2,535,651,368							
U	2,535,651,368							
UV	2,535,651,368							
XH	2,535,651,368							
Combination 108								
IY	\$2,852,607,790	UD	\$4,437,389,895	PT	4.50%	FIX	38375AW59	January 2040
OU	4,437,389,895							
SU	2,852,607,790							
U	2,852,607,790							
UV	2,852,607,790							
XH	2,852,607,790							

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 109								
IY	\$3,169,564,210	UE	\$4,226,085,614	PT	5.25%	FIX	38375AW67	January 2040
OU	4,226,085,614							
SU	3,169,564,210							
U	3,169,564,210							
UV	3,169,564,210							
XH	3,169,564,210							
Combination 110								
IY	\$3,169,564,210	UG	\$4,033,990,813	PT	5.50%	FIX	38375AW83	January 2040
OU	4,033,990,813							
SU	3,169,564,210							
U	3,169,564,210							
UV	3,169,564,210							
XH	3,169,564,210							
Combination 111								
IY	\$3,169,564,210	UH	\$3,858,599,908	PT	5.75%	FIX	38375AW91	January 2040
OU	3,858,599,908							
SU	3,169,564,210							
U	3,169,564,210							
UV	3,169,564,210							
XH	3,169,564,210							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 112								
IY	\$3,169,564,210	UJ	\$3,697,824,912	PT	6.00%	FIX	38375AX33	January 2040
OU	3,697,824,912							
SU	3,169,564,210							
U	3,169,564,210							
UV	3,169,564,210							
XH	3,169,564,210							
Combination 113								
IY	\$3,169,564,210	UK	\$3,549,911,916	PT	6.25%	FIX	38375AX41	January 2040
OU	3,549,911,916							
SU	3,169,564,210							
U	3,169,564,210							
UV	3,169,564,210							
XH	3,169,564,210							
Combination 114								
IY	\$3,169,564,210	UL	\$3,413,376,842	PT	6.50%	FIX	38375AX58	January 2040
OU	3,413,376,842							
SU	3,169,564,210							
U	3,169,564,210							
UV	3,169,564,210							
XH	3,169,564,210							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 115								
IY	\$3,169,564,210	UM	\$3,286,955,477	PT	6.75%	FIX	38375AX66	January 2040
OU	3,286,955,477							
SU	3,169,564,210							
U	3,169,564,210							
UV	3,169,564,210							
XH	3,169,564,210							
Combination 116								
IY	\$3,169,564,210	UN	\$3,169,564,210	PT	7.00%	FIX	38375AX74	January 2040
OU	3,169,564,210							
SU	3,169,564,210							
U	3,169,564,210							
UV	3,169,564,210							
XH	3,169,564,210							
Combination 117								
IY	\$3,169,564,210	UP	\$3,060,268,893	PT	7.25%	FIX	38375AX82	January 2040
OU	3,060,268,893							
SU	3,169,564,210							
U	3,169,564,210							
UV	3,169,564,210							
XH	3,169,564,210							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 118								
IY	\$3,169,564,210	UQ	\$2,958,259,930	PT	7.50%	FIX	38375AX90	January 2040
OU	2,958,259,930							
SU	3,169,564,210							
U	3,169,564,210							
UV	3,169,564,210							
XH	3,169,564,210							
Combination 119								
IY	\$3,169,564,210	UT	\$2,862,832,190	PT	7.75%	FIX	38375AY32	January 2040
OU	2,862,832,190							
SU	3,169,564,210							
U	3,169,564,210							
UV	3,169,564,210							
XH	3,169,564,210							
Combination 120								
IY	\$3,169,564,210	UW	\$2,773,368,684	PT	8.00%	FIX	38375AY40	January 2040
OU	2,773,368,684							
SU	3,169,564,210							
U	3,169,564,210							
UV	3,169,564,210							
XH	3,169,564,210							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 121								
IY	\$3,169,564,210	UX	\$2,689,327,209	PT	8.25%	FIX	38375AY57	January 2040
OU	2,689,327,209							
SU	3,169,564,210							
U	3,169,564,210							
UV	3,169,564,210							
XH	3,169,564,210							
Combination 122								
IY	\$3,169,564,210	UY	\$2,610,229,350	PT	8.50%	FIX	38375AY65	January 2040
OU	2,610,229,350							
SU	3,169,564,210							
U	3,169,564,210							
UV	3,169,564,210							
XH	3,169,564,210							
Combination 123								
OU	\$3,169,564,210	FY	\$3,169,564,210	PT	(5)	FLT	38375AV92	January 2040
XH	3,169,564,210							
Combination 124								
SU	\$3,169,564,210	US	\$3,169,564,210	NTL (PT)	(5)	INV/IO	38375AY24	January 2040
UV	3,169,564,210							
Combination 125								
IY	\$3,169,564,210	UF	\$3,169,564,210	PT	(5)	FLT	38375AW75	January 2040
OU	3,169,564,210							
XH	3,169,564,210							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 126								
IY	\$3,169,564,210	FU	\$3,169,564,210	PT	(5)	FLT	38375AV76	January 2040
OU	3,169,564,210							
U	3,169,564,210							
XH	3,169,564,210							
Combination 127								
IY	\$3,169,564,210	FV	\$3,169,564,210	PT	(5)	FLT	38375AV84	January 2040
OU	3,169,564,210							
U	3,169,564,210							
UV	3,169,564,210							
XH	3,169,564,210							
Combination 128								
SU	\$3,169,564,210	XU	\$3,169,564,210	NLT (PT)	(5)	INV/IO	38375AY73	January 2040
U	3,169,564,210							
UV	3,169,564,210							
Combination 129								
IY	\$3,169,564,210	YU	\$3,169,564,210	NLT (PT)	(5)	INV/IO	38375AY81	January 2040
SU	3,169,564,210							
U	3,169,564,210							
UV	3,169,564,210							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 130								
IY	\$3,169,564,210	UI	\$4,437,389,895	NTL (PT)	5.00%	FIX/IO	38375AX25	January 2040
SU	3,169,564,210							
U	3,169,564,210							
UV	3,169,564,210							
XH	3,169,564,210							
Security Group 8								
Combination 131								
NP	\$ 31,039,326	WA	\$ 72,425,093	PT	3.00%	FIX	38375AZ49	January 2040
NQ	31,039,326							
OW	72,425,093							
SW	31,039,326							
W	31,039,326							
WV	31,039,326							
Combination 132								
NP	\$ 36,212,547	WB	\$ 72,425,093	PT	3.50%	FIX	38375AZ56	January 2040
NQ	36,212,547							
OW	72,425,093							
SW	36,212,547							
W	36,212,547							
WV	36,212,547							

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 133								
NP	\$ 41,385,768	WC	\$ 72,425,093	PT	4.00%	FIX	38375AZ64	January 2040
NQ	41,385,768							
OW	72,425,093							
SW	41,385,768							
W	41,385,768							
WV	41,385,768							
Combination 134								
NP	\$ 46,558,989	WD	\$ 72,425,093	PT	4.50%	FIX	38375AZ72	January 2040
NQ	46,558,989							
OW	72,425,093							
SW	46,558,989							
W	46,558,989							
WV	46,558,989							
Combination 135								
NP	\$ 51,732,210	WE	\$ 72,425,093	PT	5.00%	FIX	38375AZ80	January 2040
NQ	51,732,210							
OW	72,425,093							
SW	51,732,210							
W	51,732,210							
WV	51,732,210							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 136								
NP	\$ 54,318,820	WG	\$ 72,425,093	PT	5.25%	FIX	38375A2A1	January 2040
NQ	54,318,820							
OW	72,425,093							
SW	54,318,820							
W	54,318,820							
WV	54,318,820							
Combination 137								
NP	\$ 56,905,430	WH	\$ 69,276,175	PT	5.75%	FIX	38375A2B9	January 2040
NQ	56,905,430							
OW	69,276,175							
SW	56,905,430							
W	56,905,430							
WV	56,905,430							
Combination 138								
NP	\$ 56,905,430	WJ	\$ 66,389,668	PT	6.00%	FIX	38375A2D5	January 2040
NQ	56,905,430							
OW	66,389,668							
SW	56,905,430							
W	56,905,430							
WV	56,905,430							

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 139								
NP	\$ 56,905,430	WK	\$ 63,734,081	PT	6.25%	FIX	38375A2E3	January 2040
NQ	56,905,430							
OW	63,734,081							
SW	56,905,430							
W	56,905,430							
WV	56,905,430							
Combination 140								
NP	\$ 56,905,430	WL	\$ 61,282,771	PT	6.50%	FIX	38375A2F0	January 2040
NQ	56,905,430							
OW	61,282,771							
SW	56,905,430							
W	56,905,430							
WV	56,905,430							
Combination 141								
NP	\$ 56,905,430	WM	\$ 59,013,038	PT	6.75%	FIX	38375A2G8	January 2040
NQ	56,905,430							
OW	59,013,038							
SW	56,905,430							
W	56,905,430							
WV	56,905,430							

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 142								
NP	\$ 56,905,430	WN	\$ 56,905,430	PT	7.00%	FIX	38375A2H6	January 2040
NQ	56,905,430							
OW	56,905,430							
SW	56,905,430							
W	56,905,430							
WV	56,905,430							
Combination 143								
NP	\$ 56,905,430	WP	\$ 54,943,174	PT	7.25%	FIX	38375A2J2	January 2040
NQ	56,905,430							
OW	54,943,174							
SW	56,905,430							
W	56,905,430							
WV	56,905,430							
Combination 144								
NP	\$ 56,905,430	WQ	\$ 53,111,734	PT	7.50%	FIX	38375A2K9	January 2040
NQ	56,905,430							
OW	53,111,734							
SW	56,905,430							
W	56,905,430							
WV	56,905,430							

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 145								
NP	\$ 56,905,430	WT	\$ 51,398,453	PT	7.75%	FIX	38375A2M5	January 2040
NQ	56,905,430							
OW	51,398,453							
SW	56,905,430							
W	56,905,430							
WV	56,905,430							
Combination 146								
NP	\$ 56,905,430	WU	\$ 49,792,251	PT	8.00%	FIX	38375A2N3	January 2040
NQ	56,905,430							
OW	49,792,251							
SW	56,905,430							
W	56,905,430							
WV	56,905,430							
Combination 147								
NP	\$ 56,905,430	WX	\$ 48,283,395	PT	8.25%	FIX	38375A2P8	January 2040
NQ	56,905,430							
OW	48,283,395							
SW	56,905,430							
W	56,905,430							
WV	56,905,430							

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 148								
NP	\$ 56,905,430	WY	\$ 46,863,295	PT	8.50%	FIX	38375A2Q6	January 2040
NQ	56,905,430							
OW	46,863,295							
SW	56,905,430							
W	56,905,430							
WV	56,905,430							
Combination 149								
OW	\$ 56,905,430	NU	\$ 56,905,430	PT	(5)	FLT	38375AZ23	January 2040
W	56,905,430							
Combination 150								
SW	\$ 56,905,430	WS	\$ 56,905,430	NTL (PT)	(5)	INV/IO	38375A2L7	January 2040
WV	56,905,430							
Combination 151								
NP	\$ 56,905,430	WF	\$ 56,905,430	PT	(5)	FLT	38375AZ98	January 2040
OW	56,905,430							
W	56,905,430							
Combination 152								
NP	\$ 56,905,430	FW	\$ 56,905,430	PT	(5)	FLT	38375AY99	January 2040
NQ	56,905,430							
OW	56,905,430							
W	56,905,430							

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 153								
NP	\$ 56,905,430	NX	\$ 56,905,430	PT	(5)	FLT	38375AZ31	January 2040
NQ	56,905,430							
OW	56,905,430							
W	56,905,430							
WV	56,905,430							
Combination 154								
NQ	\$ 56,905,430	XW	\$ 56,905,430	NTL (PT)	(5)	INV/IO	38375A2R4	January 2040
SW	56,905,430							
WV	56,905,430							
Combination 155								
NP	\$ 56,905,430	YW	\$ 56,905,430	NTL (PT)	(5)	INV/IO	38375AS47	January 2040
NQ	56,905,430							
SW	56,905,430							
WV	56,905,430							
Combination 156								
NP	\$ 56,905,430	WI	\$ 72,425,093	NTL (PT)	5.50%	FIX/IO	38375A2C7	January 2040
NQ	56,905,430							
SW	56,905,430							
W	56,905,430							
WV	56,905,430							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Security Group 9								
Combination 157								
IN	\$ 100,993,581	JA	\$ 235,651,688	PT	3.00%	FIX	38375A2W3	January 2040
J	100,993,581							
JV	100,993,581							
OJ	235,651,688							
SH	100,993,581							
SJ	100,993,581							
Combination 158								
IN	\$ 117,825,844	JB	\$ 235,651,688	PT	3.50%	FIX	38375A2X1	January 2040
J	117,825,844							
JV	117,825,844							
OJ	235,651,688							
SH	117,825,844							
SJ	117,825,844							
Combination 159								
IN	\$ 134,658,108	JC	\$ 235,651,688	PT	4.00%	FIX	38375A2Y9	January 2040
J	134,658,108							
JV	134,658,108							
OJ	235,651,688							
SH	134,658,108							
SJ	134,658,108							

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 160								
IN	\$ 151,490,371	JD	\$ 235,651,688	PT	4.50%	FIX	38375A2Z6	January 2040
J	151,490,371							
JV	151,490,371							
OJ	235,651,688							
SH	151,490,371							
SJ	151,490,371							
Combination 161								
IN	\$ 168,322,634	JE	\$ 224,430,179	PT	5.25%	FIX	38375A3A0	January 2040
J	168,322,634							
JV	168,322,634							
OJ	224,430,179							
SH	168,322,634							
SJ	168,322,634							
Combination 162								
IN	\$ 168,322,634	JG	\$ 214,228,807	PT	5.50%	FIX	38375A3C6	January 2040
J	168,322,634							
JV	168,322,634							
OJ	214,228,807							
SH	168,322,634							
SJ	168,322,634							

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 163								
IN	\$ 168,322,634	JH	\$ 204,914,511	PT	5.75%	FIX	38375A3D4	January 2040
J	168,322,634							
JV	168,322,634							
OJ	204,914,511							
SH	168,322,634							
SJ	168,322,634							
Combination 164								
IN	\$ 168,322,634	JK	\$ 196,376,406	PT	6.00%	FIX	38375A3F9	January 2040
J	168,322,634							
JV	168,322,634							
OJ	196,376,406							
SH	168,322,634							
SJ	168,322,634							
Combination 165								
IN	\$ 168,322,634	JL	\$ 188,521,350	PT	6.25%	FIX	38375A3G7	January 2040
J	168,322,634							
JV	168,322,634							
OJ	188,521,350							
SH	168,322,634							
SJ	168,322,634							

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 166								
IN	\$ 168,322,634	JM	\$ 181,270,529	PT	6.50%	FIX	38375A3H5	January 2040
J	168,322,634							
JV	168,322,634							
OJ	181,270,529							
SH	168,322,634							
SJ	168,322,634							
Combination 167								
IN	\$ 168,322,634	JN	\$ 174,556,805	PT	6.75%	FIX	38375A3J1	January 2040
J	168,322,634							
JV	168,322,634							
OJ	174,556,805							
SH	168,322,634							
SJ	168,322,634							
Combination 168								
IN	\$ 168,322,634	JP	\$ 168,322,634	PT	7.00%	FIX	38375A3K8	January 2040
J	168,322,634							
JV	168,322,634							
OJ	168,322,634							
SH	168,322,634							
SJ	168,322,634							

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 169								
IN	\$ 168,322,634	JQ	\$ 162,518,405	PT	7.25%	FIX	38375A3L6	January 2040
J	168,322,634							
JV	168,322,634							
OJ	162,518,405							
SH	168,322,634							
SJ	168,322,634							
Combination 170								
IN	\$ 168,322,634	JT	\$ 157,101,125	PT	7.50%	FIX	38375A3N2	January 2040
J	168,322,634							
JV	168,322,634							
OJ	157,101,125							
SH	168,322,634							
SJ	168,322,634							
Combination 171								
IN	\$ 168,322,634	JU	\$ 152,033,347	PT	7.75%	FIX	38375A3P7	January 2040
J	168,322,634							
JV	168,322,634							
OJ	152,033,347							
SH	168,322,634							
SJ	168,322,634							

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 172								
IN	\$ 168,322,634	JW	\$ 147,282,305	PT	8.00%	FIX	38375A3Q5	January 2040
J	168,322,634							
JV	168,322,634							
OJ	147,282,305							
SH	168,322,634							
SJ	168,322,634							
Combination 173								
IN	\$ 168,322,634	JX	\$ 142,819,204	PT	8.25%	FIX	38375A3R3	January 2040
J	168,322,634							
JV	168,322,634							
OJ	142,819,204							
SH	168,322,634							
SJ	168,322,634							
Combination 174								
IN	\$ 168,322,634	JY	\$ 138,618,640	PT	8.50%	FIX	38375A3S1	January 2040
J	168,322,634							
JV	168,322,634							
OJ	138,618,640							
SH	168,322,634							
SJ	168,322,634							
Combination 175								
JV	\$ 168,322,634	HN	\$ 168,322,634	PT	(5)	FLT	38375A2V5	January 2040
OJ	168,322,634							

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 176								
SH	\$ 168,322,634	JS	\$ 168,322,634	NTL (PT)	(5)	INV/IO	38375A3M4	January 2040
SJ	168,322,634							
Combination 177								
IN	\$ 168,322,634	JF	\$ 168,322,634	PT	(5)	FLT	38375A3B8	January 2040
JV	168,322,634							
OJ	168,322,634							
Combination 178								
IN	\$ 168,322,634	FJ	\$ 168,322,634	PT	(5)	FLT	38375A2T0	January 2040
J	168,322,634							
JV	168,322,634							
OJ	168,322,634							
Combination 179								
IN	\$ 168,322,634	FP	\$ 168,322,634	PT	(5)	FLT	38375A2U7	January 2040
J	168,322,634							
JV	168,322,634							
OJ	168,322,634							
SH	168,322,634							
Combination 180								
J	\$ 168,322,634	XJ	\$ 168,322,634	NTL (PT)	(5)	INV/IO	38375A3T9	January 2040
SH	168,322,634							
SJ	168,322,634							

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 181								
IN	\$ 168,322,634	YJ	\$ 168,322,634	NTL (PT)	(5)	INV/IO	38375A3U6	January 2040
J	168,322,634							
SH	168,322,634							
SJ	168,322,634							
Combination 182								
IN	\$ 168,322,634	JI	\$ 235,651,688	NTL (PT)	5.00%	FIX/IO	38375A3E2	January 2040
J	168,322,634							
JV	168,322,634							
SH	168,322,634							
SJ	168,322,634							

(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.

Schedule II

SCHEDULED PRINCIPAL BALANCES

<u>Distribution Date</u>	<u>Classes GA and GY (in the aggregate)</u>
Initial Balance	\$9,787,000.00
February 2010	9,669,067.95
March 2010	9,546,016.15
April 2010	9,417,982.42
May 2010	9,285,111.47
June 2010	9,147,554.68
July 2010	9,005,469.75
August 2010	8,859,020.47
September 2010	8,708,376.37
October 2010	8,553,712.39
November 2010	8,395,208.55
December 2010	8,233,049.61
January 2011	8,067,424.67
February 2011	7,898,526.84
March 2011	7,732,203.40
April 2011	7,568,415.70
May 2011	7,407,125.69
June 2011	7,248,295.85
July 2011	7,091,889.27
August 2011	6,937,869.53
September 2011	6,786,200.81
October 2011	6,636,847.77
November 2011	6,489,775.63
December 2011	6,344,950.11
January 2012	6,202,337.47
February 2012	6,061,904.42
March 2012	5,923,618.22
April 2012	5,787,446.59
May 2012	5,653,357.72
June 2012	5,521,320.30
July 2012	5,391,303.48
August 2012	5,263,276.84
September 2012	5,137,210.46
October 2012	5,013,074.83
November 2012	4,890,840.90
December 2012	4,770,480.04
January 2013	4,651,964.05
February 2013	4,535,265.15

<u>Distribution Date</u>	<u>Classes GA and GY (in the aggregate)</u>
March 2013	\$4,420,355.98
April 2013	4,307,209.59
May 2013	4,195,799.41
June 2013	4,086,099.30
July 2013	3,978,083.47
August 2013	3,871,726.55
September 2013	3,767,003.53
October 2013	3,663,889.77
November 2013	3,562,361.02
December 2013	3,462,393.36
January 2014	3,363,963.26
February 2014	3,267,047.50
March 2014	3,172,833.04
April 2014	3,081,306.23
May 2014	2,992,390.99
June 2014	2,906,013.40
July 2014	2,822,101.61
August 2014	2,740,585.78
September 2014	2,661,398.05
October 2014	2,584,472.48
November 2014	2,509,744.96
December 2014	2,437,153.21
January 2015	2,366,636.69
February 2015	2,298,136.56
March 2015	2,231,595.66
April 2015	2,166,958.42
May 2015	2,104,170.84
June 2015	2,043,180.45
July 2015	1,983,936.25
August 2015	1,926,388.69
September 2015	1,870,489.60
October 2015	1,816,192.18
November 2015	1,763,450.95
December 2015	1,712,221.70
January 2016	1,662,461.49
February 2016	1,614,128.57
March 2016	1,567,182.38
April 2016	1,521,583.50
May 2016	1,477,293.62
June 2016	1,434,275.52
July 2016	1,392,493.04
August 2016	1,351,911.01

<u>Distribution Date</u>	<u>Classes GA and GY (in the aggregate)</u>
September 2016	\$1,312,495.28
October 2016	1,274,212.65
November 2016	1,237,030.87
December 2016	1,200,918.59
January 2017	1,165,845.37
February 2017	1,131,781.59
March 2017	1,098,698.50
April 2017	1,066,568.15
May 2017	1,035,363.39
June 2017	1,005,057.82
July 2017	975,625.81
August 2017	947,042.43
September 2017	919,283.49
October 2017	892,325.44
November 2017	866,145.43
December 2017	840,721.26
January 2018	816,031.33
February 2018	792,054.67
March 2018	768,770.90
April 2018	746,160.23
May 2018	724,203.42
June 2018	702,881.77
July 2018	682,177.11
August 2018	662,071.80
September 2018	642,548.69
October 2018	623,591.12
November 2018	605,182.90
December 2018	587,308.30
January 2019	569,952.04
February 2019	553,099.25
March 2019	536,735.53
April 2019	520,846.85
May 2019	505,419.59
June 2019	490,440.52
July 2019	475,896.77
August 2019	461,775.87
September 2019	448,065.67
October 2019	434,754.38
November 2019	421,830.54
December 2019	409,283.03
January 2020	397,101.03
February 2020	385,274.04

<u>Distribution Date</u>	<u>Classes GA and GY (in the aggregate)</u>
March 2020	\$ 373,791.85
April 2020	362,644.54
May 2020	351,822.48
June 2020	341,316.31
July 2020	331,116.94
August 2020	321,215.53
September 2020	311,603.50
October 2020	302,272.52
November 2020	293,214.48
December 2020	284,421.52
January 2021	275,885.99
February 2021	267,600.47
March 2021	259,557.74
April 2021	251,750.80
May 2021	244,172.83
June 2021	236,817.22
July 2021	229,677.55
August 2021	222,747.57
September 2021	216,021.23
October 2021	209,492.64
November 2021	203,156.07
December 2021	197,005.96
January 2022	191,036.92
February 2022	185,243.70
March 2022	179,621.22
April 2022	174,164.51
May 2022	168,868.78
June 2022	163,729.36
July 2022	158,741.70
August 2022	153,901.42
September 2022	149,204.22
October 2022	144,645.95
November 2022	140,222.58
December 2022	135,930.19
January 2023	131,764.95
February 2023	127,723.19
March 2023	123,801.30
April 2023	119,995.79
May 2023	116,303.27
June 2023	112,720.46
July 2023	109,244.16
August 2023	105,871.25

<u>Distribution Date</u>	<u>Classes GA and GY (in the aggregate)</u>
September 2023	\$ 102,598.72
October 2023	99,423.65
November 2023	96,343.19
December 2023	93,354.58
January 2024	90,455.12
February 2024	87,642.22
March 2024	84,913.35
April 2024	82,266.04
May 2024	79,697.91
June 2024	77,206.64
July 2024	74,789.98
August 2024	72,445.74
September 2024	70,171.80
October 2024	67,966.09
November 2024	65,826.62
December 2024	63,751.44
January 2025	61,738.66
February 2025	59,786.44
March 2025	57,893.01
April 2025	56,056.64
May 2025	54,275.64
June 2025	52,548.39
July 2025	50,873.30
August 2025	49,248.83
September 2025	47,673.50
October 2025	46,145.85
November 2025	44,664.48
December 2025	43,228.01
January 2026	41,835.12
February 2026	40,484.53
March 2026	39,174.97
April 2026	37,905.25
May 2026	36,674.17
June 2026	35,480.59
July 2026	34,323.40
August 2026	33,201.52
September 2026	32,113.90
October 2026	31,059.53
November 2026	30,037.41
December 2026	29,046.59
January 2027	28,086.14
February 2027	27,155.15

<u>Distribution Date</u>	<u>Classes GA and GY (in the aggregate)</u>
March 2027	\$ 26,252.74
April 2027	25,378.07
May 2027	24,530.30
June 2027	23,708.64
July 2027	22,912.30
August 2027	22,140.52
September 2027	21,392.58
October 2027	20,667.76
November 2027	19,965.36
December 2027	19,284.73
January 2028	18,625.19
February 2028	17,986.12
March 2028	17,366.91
April 2028	16,766.96
May 2028	16,185.69
June 2028	15,622.54
July 2028	15,076.96
August 2028	14,548.43
September 2028	14,036.43
October 2028	13,540.46
November 2028	13,060.03
December 2028	12,594.68
January 2029	12,143.96
February 2029	11,707.42
March 2029	11,284.62
April 2029	10,875.16
May 2029	10,478.63
June 2029	10,094.64
July 2029	9,722.80
August 2029	9,362.75
September 2029	9,014.13
October 2029	8,676.59
November 2029	8,349.79
December 2029	8,033.41
January 2030	7,727.12
February 2030	7,430.63
March 2030	7,143.62
April 2030	6,865.81
May 2030	6,596.92
June 2030	6,336.67
July 2030	6,084.80
August 2030	5,841.05

<u>Distribution Date</u>	<u>Classes GA and GY (in the aggregate)</u>
September 2030	\$ 5,605.17
October 2030	5,376.92
November 2030	5,156.07
December 2030	4,942.38
January 2031	4,735.64
February 2031	4,535.63
March 2031	4,342.14
April 2031	4,154.97
May 2031	3,973.93
June 2031	3,798.82
July 2031	3,629.46
August 2031	3,465.67
September 2031	3,307.28
October 2031	3,154.13
November 2031	3,006.03
December 2031	2,862.85
January 2032	2,724.43
February 2032	2,590.61
March 2032	2,461.25
April 2032	2,336.21
May 2032	2,215.36
June 2032	2,098.57
July 2032	1,985.70
August 2032	1,876.64
September 2032	1,771.26
October 2032	1,669.45
November 2032	1,571.10
December 2032	1,476.08
January 2033	1,384.31
February 2033	1,295.67
March 2033	1,210.07
April 2033	1,127.41
May 2033	1,047.60
June 2033	970.54
July 2033	896.14
August 2033	824.33
September 2033	755.02
October 2033	688.13
November 2033	623.57
December 2033	561.28
January 2034	501.19
February 2034	443.21

<u>Distribution Date</u>	<u>Classes GA and GY (in the aggregate)</u>
March 2034	\$ 387.29
April 2034	333.36
May 2034	281.34
June 2034	231.19
July 2034	182.83
August 2034	136.22
September 2034	91.28
October 2034	47.98
November 2034	6.25
December 2034 and thereafter	0.00

Underlying Certificates

Trust Asset Group	Issuer	Series	Class	Issue Date	CUSIP Number	Interest Rate	Interest Type(1)	Final Distribution Date	Principal Type(1)	Original Principal or Notional Balance of Class	Underlying Certificate Factor(2)	Principal or Notional Balance in the Trust	Percentage of Class in Trust	Approximate Weighted Coupon of Mortgage Loans	Approximate Weighted Remaining Maturity of Loans (in months)	Approximate Weighted Average Loan Age of Mortgage Loans (in months)	Ginnie Mae I or II
2	Ginnie Mae	2009-108	WAC(3)	November 30, 2009	38376ESY2	5%	FIX	September 20, 2038	PAC I	\$500,190,000	0.99519368	\$20,000,000	4.0177914393%	5.339%	357	2	II
2	Ginnie Mae	2009-108	WT(3)	November 30, 2009	38376ETF2	5%	FIX/IO	September 20, 2038	NTL (PAC I)	\$200,076,000	0.99519368	\$ 8,000,000	4.0177917391%	5.339%	357	2	II

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

(2) Underlying Certificate Factors are as of January 2010.

(3) MX Class.

**Cover Page, Terms Sheet and Schedule I
from Underlying Certificate Disclosure Document**



\$900,131,876

Government National Mortgage Association

GINNIE MAE®

Guaranteed REMIC Pass-Through Securities
and MX Securities
Ginnie Mae REMIC Trust 2009-108

The Securities

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

The Ginnie Mae Guaranty

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

The Trust and its Assets

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

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

See "Risk Factors" beginning on page S-8 which highlights some of these risks.

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

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

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

Class of REMIC Securities	Original Principal Balance(2)	Interest Rate	Principal Type(3)	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Security Group 1						
TZ	\$ 57,559,876	5.50%	SC/PT	FIX/Z	38376ENM3	October 2039
Security Group 2						
AB(1)	2,531,000	4.50	SEQ	FIX	38376ENN1	February 2015
AC(1)	25,000,000	4.50	SEQ	FIX	38376ENP6	October 2035
AI(1)	2,253,100	5.00	NTL (SEQ)	FIX/IO	38376ENQ4	October 2035
AQ(1)	5,000,000	5.50	SEQ	FIX	38376ENR2	October 2035
AY	12,267,000	5.00	SEQ	FIX	38376ENS0	November 2039
Security Group 3						
CA(1)	9,734,000	4.50	PAC	FIX	38376ENT8	October 2039
CF	50,000,000	(5)	PT	FLT	38376ENU5	November 2039
CS	50,000,000	(5)	NTL (PT)	INV/IO	38376ENV3	November 2039
CY(1)	102,000	4.50	PAC	FIX	38376ENW1	November 2039
NF(1)	1,712,571	(5)	SUP	FLT	38376ENX9	November 2039
NS(1)	951,429	(5)	SUP	INV	38376ENY7	November 2039
Security Group 4						
DA	7,500,000	4.50	SUP	FIX	38376ENZ4	March 2039
DB	6,997,000	5.00	SUP	FIX	38376EPA7	July 2039
DC	8,567,000	5.00	SUP	FIX	38376EPB5	November 2039
DE	5,639,000	5.00	PAC II	FIX	38376EPC3	November 2039
DF	12,000,000	(5)	SUP	FLT	38376EPD1	March 2039
DG	1,183,000	5.00	PAC II	FIX	38376EPE9	November 2039
DH	2,500,000	4.75	SUP	FIX	38376EPF6	March 2039
DJ	7,245,000	5.00	SUP	FIX	38376EPG4	March 2039
DL	2,500,000	5.25	SUP	FIX	38376EPH2	March 2039
DM	1,500,000	7.00	SUP	FIX	38376EPJ8	March 2039
DP	2,000,000	5.00	SUP	FIX	38376EPK5	March 2039
DS	12,000,000	(5)	SUP	INV	38376EPL3	March 2039
DU	500,000	6.50	SUP	FIX	38376EPM1	March 2039
GB	13,363,900	5.00	SUP	FIX	38376EPN9	December 2038
GE	3,506,550	5.00	SUP	FIX	38376EPP4	November 2039
GH	1,500,000	5.50	SUP	FIX	38376EPQ2	December 2038
GJ	1,500,000	4.50	SUP	FIX	38376EPR0	December 2038
GK	3,506,550	5.00	SUP	FIX	38376EPS8	June 2039
HA	2,816,419	5.00	PAC II	FIX	38376EPT6	October 2039
HB	1,349,857	5.00	PAC II	FIX	38376EPU3	November 2039
HC	7,352,081	4.50	SUP	FIX	38376EPV1	July 2039
HD	8,800,000	4.75	SUP	FIX	38376EPW9	July 2039
HE	5,876,041	6.00	SUP	FIX	38376EPX7	July 2039
HG	1,200,000	5.00	SUP	FIX	38376EPY5	August 2039
HJ	2,605,602	5.00	SUP	FIX	38376EPZ2	November 2039
JA	3,755,000	5.00	PAC II	FIX	38376EQA6	October 2039
JB	1,221,000	5.00	PAC II	FIX	38376EQB4	November 2039
JC	11,070,000	5.00	SUP	FIX	38376EQC2	January 2039
JD	2,782,000	5.00	SUP	FIX	38376EQD0	May 2039
JE	4,172,000	5.00	SUP	FIX	38376EQE8	November 2039
JG	1,000,000	4.50	PAC II	FIX	38376EQF5	October 2039
JH	1,000,000	5.00	PAC II	FIX	38376EQG3	October 2039
LP(1)	70,737,000	5.00	PAC I	FIX	38376EQH1	September 2038
MB	1,307,395	4.50	SUP	FIX	38376EQJ7	May 2039
MC	1,251,000	4.50	PAC II	FIX	38376EQK4	May 2039
MD	567,000	5.00	SUP	FIX	38376EQL2	November 2039
ME	9,418,000	4.50	SUP	FIX	38376EQM0	February 2039
MF	3,882,000	(5)	SUP	FLT	38376EQN8	May 2039
MG	1,000,000	4.50	SUP	FIX	38376EQP3	March 2039
MH	51,605	4.50	SUP	FIX	38376EQQ1	May 2039
MJ	500,000	4.00	SUP	FIX	38376EQR9	February 2039
MK	500,000	5.00	SUP	FIX	38376EQS7	February 2039
ML	1,500,000	4.50	SUP	FIX	38376EQT5	February 2039
MU	1,700,000	4.50	SUP	FIX	38376EQU2	November 2039
MV	1,700,000	5.50	SUP	FIX	38376EQV0	November 2039
MX	3,882,000	(5)	NTL (SUP)	INV/IO	38376EQW8	May 2039
NA(1)	429,453,000	5.00	PAC I	FIX	38376EQX6	April 2037
VA(1)	26,619,000	5.00	AD/PAC I	FIX	38376EQY4	November 2020
ZA(1)	36,580,000	5.00	PAC I	FIX/Z	38376EQZ1	November 2039
Residual						
RR	0	0.00	NPR	NPR	38376ERA5	November 2039

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

BOFA MERRILL LYNCH

LOOP CAPITAL MARKETS LLC

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

TERMS SHEET

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

Sponsor: Banc of America Securities LLC

Co-Sponsor: Loop Capital Markets LLC

Trustee: Wells Fargo Bank, N.A.

Tax Administrator: The Trustee

Closing Date: November 30, 2009

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

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	Underlying Certificate	(1)	(1)
2	Ginnie Mae II	5.0%	30
3	Ginnie Mae I	6.5%	30
4	Ginnie Mae II	5.0%	30

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

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

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

<u>Principal Balance²</u>	<u>Weighted Average Remaining Term to Maturity (in months)</u>	<u>Weighted Average Loan Age (in months)</u>	<u>Weighted Average Mortgage Rate³</u>
Group 2 Trust Assets			
\$ 44,798,000	358	1	5.38%
Group 3 Trust Assets			
\$ 62,500,000	340	18	7.00%
Group 4 Trust Assets			
\$735,274,000	358	1	5.38%

¹ As of November 1, 2009.

² Does not include the Group 4 Trust Assets that will be added to pay the Trustee Fee.

³ The Mortgage Loans underlying the Group 2 and Group 4 Trust Assets may bear interest at rates ranging from 0.25% to 1.50% per annum above the related Certificate Rate.

The actual remaining terms to maturity, loan ages and, in the case of the Group 2 and Group 4 Trust Assets, Mortgage Rates of many of the Mortgage Loans underlying the Group 2, Group 3 and Group 4 Trust Assets will differ from the weighted averages shown above, perhaps significantly. See “The Trust Assets — The Mortgage Loans” in this Supplement. See Exhibit A to this Supplement for certain information regarding the characteristics of the Mortgage Loans included in the Underlying Trust.

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

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

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

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

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

Class	Interest Rate Formula(1)	Initial Interest Rate(2)	Minimum Rate	Maximum Rate	Delay (in days)	LIBOR for Minimum Interest Rate
CF	LIBOR + 0.60%	0.841560%	0.60%	7.00000000%	0	0.00%
CS	6.40% – LIBOR	6.158440%	0.00%	6.40000000%	0	6.40%
DF	LIBOR + 1.40%	1.643750%	1.40%	7.00000000%	0	0.00%
DS	8.60% – LIBOR	8.356250%	3.00%	8.60000000%	0	5.60%
MF	LIBOR + 1.40%	1.644000%	1.40%	7.00000000%	0	0.00%
MX	5.60% – LIBOR	5.356000%	0.00%	5.60000000%	0	5.60%
NF	LIBOR + 1.15%	1.391560%	1.15%	7.00000000%	0	0.00%
NS	10.52999263% – (LIBOR x 1.79999874)	10.095184%	0.00%	10.52999263%	0	5.85%

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

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

SECURITY GROUP 1

The Group 1 Principal Distribution Amount will be allocated to TZ, until retired

SECURITY GROUP 2

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

1. Concurrently,
 - a. 15.3699548123%, to AQ, until retired
 - b. 84.6300451877%, sequentially, to AB and AC, in that order, until retired
2. To AY, until retired

SECURITY GROUP 3

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

Concurrently,

1. 80%, to CF, until retired
2. 20% in the following order of priority:
 - a. Sequentially, to CA and CY, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
 - b. Concurrently, to NF and NS, pro rata, until retired
 - c. Sequentially, to CA and CY, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

SECURITY GROUP 4

A percentage of the Group 4 Principal Distribution Amount will be applied to the Trustee Fee, and the remainder of the Group 4 Principal Distribution Amount (the "Group 4 Adjusted Principal Distribution Amount") and the ZA Accrual Amount will be allocated as follows:

The ZA Accrual Amount, sequentially, to VA and ZA, in that order, until retired

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

1. Sequentially, to NA, LP, VA and ZA, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
2. Concurrently,
 - a. 40.8011170259% in the following order of priority:
 - i. Sequentially, to DE and DG, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
 - ii. Concurrently, to DA, DF, DH, DJ, DL, DM, DP, DS, DU, pro rata, until retired
 - iii. Sequentially, to DB and DC, in that order, until retired
 - iv. Sequentially, to DE and DG, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

- b. 14.5446083137% in the following order of priority:
 - i. To JA, JB, JG and JH, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:
 - 1. Concurrently, to JA, JG, and JH, pro rata, while outstanding
 - 2. To JB, while outstanding
 - ii. Sequentially, to JC, JD and JE, in that order, until retired
 - iii. To JA, JB, JG and JH, in the same manner and order of priority described in Step 2.b.i. above, but without regard to their Aggregate Scheduled Principal Balance, until retired
 - c. 13.6003723420%, in the following order of priority:
 - i. Concurrently,
 - 1. 5.4178516229%, sequentially, to MG and MH, in that order, until retired
 - 2. 74.5821483771% in the following order of priority:
 - a) To MC, until reduced to its Scheduled Principal Balance for that Distribution Date
 - b) Concurrently, to ME, MJ, MK and ML, pro rata, until retired
 - c) To MB, until retired
 - d) To MC, without regard to its Scheduled Principal Balance, until retired
 - 3. 20%, to MF, until retired
 - ii. Concurrently, to MD, MU, MV, pro rata, until retired
 - d. 17.4535299764% in the following order of priority:
 - i. Sequentially, to HA and HB, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
 - ii. Concurrently, to HC, HD and HE, pro rata, until retired
 - iii. Sequentially, to HG and HJ, in that order, until retired
 - iv. Sequentially, to HA and HB, without regard to their Aggregate Scheduled Principal Balance, until retired
 - e. 13.6003723420% in the following order of priority:
 - i. Concurrently, to GB, GH and GJ, pro rata, until retired
 - ii. Sequentially, to GK and GE, in that order, until retired
3. Sequentially, to NA, LP, VA and ZA, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

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

<u>Class</u>	<u>Structuring Ranges</u>
PAC Classes	
CA and CY (in the aggregate)	258% PSA through 450% PSA
PAC I Classes	
LP, NA, VA and ZA (in the aggregate)	120% PSA through 250% PSA
PAC II Classes	
DE and DG (in the aggregate)	130% PSA through 250% PSA
HA and HB (in the aggregate)	130% PSA through 225% PSA
JA, JB, JG and JH (in the aggregate)	150% PSA through 250% PSA
MC(*)	130% PSA through 250% PSA

(*) The initial Effective Range is 131% PSA through 250% PSA.

Accrual Classes: Interest will accrue on each Accrual Class identified on the front cover of this Supplement at the per annum rate set forth on that page. However, no interest will be distributed to the Accrual Classes as interest. Interest so accrued on each Accrual Class on each Distribution Date will constitute an Accrual Amount, which will be added to the Class Principal Balance of that Class on each Distribution Date and, with respect to Class ZA, will be distributable as principal as set forth in this Terms Sheet under “Allocation of Principal.” Principal will be distributed to Class TZ when received as principal from the Underlying Certificate, as set forth in this Terms Sheet under “Allocation of Principal.” The Underlying Certificate is also an Accrual Class. Interest will accrue on the Underlying Certificate at a rate set forth in the Terms Sheet of the Underlying Certificate Disclosure Document set forth in Exhibit B to this Supplement. However, no interest will be distributed to the Underlying Certificate as interest but will constitute an Accrual Amount with respect to the Underlying Trust, which will be added to the Class Principal Balance of the Underlying Certificate on each Distribution Date and will be distributable as principal as set forth in the Terms Sheet of the Underlying Certificate Disclosure Document set forth in Exhibit B to this Supplement. The Underlying Certificate will receive principal distributions only if scheduled payments have been made on its related Accretion Directed Classes (or if such Classes have been retired).

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

<u>Class</u>	<u>Original Class Notional Balance</u>	<u>Represents Approximately</u>
AI	\$ 2,253,100	45.062% of AQ (SEQ Class)
CI	2,246,307	23.0769230769% of CA (PAC Class)
CS	50,000,000	100% of CF (PT Class)
IA	32,531,000	100% of AB, AC and AQ (SEQ Classes) (in the aggregate)
MX	3,882,000	100% of MF (SUP Class)
NI	171,781,200	40% of NA (PAC I Class)
VI	10,647,600	40% of VA (AD/PAC I Class)
WI	200,076,000	40% of NA and LP (PAC I Classes) (in the aggregate)

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

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

Available Combinations(1)

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Security Group 2								
Combination 1(5)								
AB	\$ 2,531,000	AD	\$ 32,531,000	SEQ	3.00%	FIX	38376ERB3	October 2035
AC	25,000,000	AE	32,531,000	SEQ	3.25	FIX	38376ERC1	October 2035
AI	2,253,100	AG	32,531,000	SEQ	3.50	FIX	38376ERD9	October 2035
AQ	5,000,000	AH	32,531,000	SEQ	3.75	FIX	38376ERE7	October 2035
		AJ	32,531,000	SEQ	4.00	FIX	38376ERF4	October 2035
		AK	32,531,000	SEQ	4.25	FIX	38376ERG2	October 2035
		AL	32,531,000	SEQ	4.50	FIX	38376ERH0	October 2035
		AM	32,531,000	SEQ	4.75	FIX	38376ERJ6	October 2035
		AN	32,531,000	SEQ	5.00	FIX	38376ERK3	October 2035
		AO	32,531,000	SEQ	0.00	PO	38376ERL1	October 2035
		AP	30,981,904	SEQ	5.25	FIX	38376ERM9	October 2035
		AT	29,573,636	SEQ	5.50	FIX	38376ERN7	October 2035
		AU	28,287,826	SEQ	5.75	FIX	38376ERP2	October 2035
		AV	27,109,166	SEQ	6.00	FIX	38376ERQ0	October 2035
		IA	32,531,000	NTL (SEQ)	5.00	FIX/IO	38376ERR8	October 2035

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Security Group 3								
Combination 2								
CA	\$ 9,734,000	CT	\$ 12,500,000	PT	4.50%	FIX	38376ERS6	November 2039
CY	102,000							
NF	1,712,571							
NS	951,429							
Combination 3(5)								
CA	\$ 9,734,000	CB	\$ 9,734,000	PAC	3.00%	FIX	38376ERT4	October 2039
		CD	9,734,000	PAC	3.25	FIX	38376ERU1	October 2039
		CE	9,734,000	PAC	3.50	FIX	38376ERV9	October 2039
		CG	9,734,000	PAC	3.75	FIX	38376ERW7	October 2039
		CH	9,734,000	PAC	4.00	FIX	38376ERX5	October 2039
		CI	2,246,307	NTL (PAC)	6.50	FIX/IO	38376ERZ0	October 2039
		CJ	9,734,000	PAC	4.25	FIX	38376ERY3	October 2039
Security Group 4								
Combination 4(5)								
VA	\$ 26,619,000	VB	\$ 26,619,000	AD/PAC I	3.00%	FIX	38376ESP1	November 2020
		VC	26,619,000	AD/PAC I	3.25	FIX	38376ESQ9	November 2020
		VD	26,619,000	AD/PAC I	3.50	FIX	38376ESR7	November 2020
		VE	26,619,000	AD/PAC I	3.75	FIX	38376ESS5	November 2020
		VG	26,619,000	AD/PAC I	4.00	FIX	38376EST3	November 2020
		VH	26,619,000	AD/PAC I	4.25	FIX	38376ESU0	November 2020
		VI	10,647,600	NTL (AD/PAC I)	5.00	FIX/IO	38376ESV8	November 2020
		VJ	26,619,000	AD/PAC I	4.50	FIX	38376ESW6	November 2020
		VK	26,619,000	AD/PAC I	4.75	FIX	38376ESX4	November 2020

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 5(5)									
NA	\$429,453,000								
		NB	\$429,453,000	PAC I	3.00%	FIX	38376ESB2	April 2037	
		NC	429,453,000	PAC I	3.25	FIX	38376ESC0	April 2037	
		ND	429,453,000	PAC I	3.50	FIX	38376ESD8	April 2037	
		NE	429,453,000	PAC I	3.75	FIX	38376ESE6	April 2037	
		NG	429,453,000	PAC I	4.00	FIX	38376ESF3	April 2037	
		NH	429,453,000	PAC I	4.25	FIX	38376ESG1	April 2037	
		NI	171,781,200	NTL (PAC I)	5.00	FIX/IO	38376ESH9	April 2037	
		NJ	429,453,000	PAC I	4.50	FIX	38376ESJ5	April 2037	
		NL	429,453,000	PAC I	4.75	FIX	38376ESK2	April 2037	
		NM	429,453,000	PAC I	3.00	FIX	38376ESL0	April 2037	
		NP	429,453,000	PAC I	3.50	FIX	38376ESM8	April 2037	
Combination 6(5)									
LP	\$ 70,737,000	WA	\$500,190,000	PAC I	5.00%	FIX	38376ESY2	September 2038	
NA	429,453,000	WB	500,190,000	PAC I	3.00	FIX	38376ESZ9	September 2038	
		WC	500,190,000	PAC I	3.25	FIX	38376ETA3	September 2038	
		WD	500,190,000	PAC I	3.50	FIX	38376ETB1	September 2038	
		WE	500,190,000	PAC I	3.75	FIX	38376ETC9	September 2038	
		WG	500,190,000	PAC I	4.00	FIX	38376ETD7	September 2038	
		WH	500,190,000	PAC I	4.25	FIX	38376ETE5	September 2038	
		WI	200,076,000	NTL (PAC I)	5.00	FIX/IO	38376ETF2	September 2038	
		WJ	500,190,000	PAC I	4.50	FIX	38376ETG0	September 2038	
		WL	500,190,000	PAC I	4.75	FIX	38376ETH8	September 2038	
		WM	500,190,000	PAC I	3.00	FIX	38376ETJ4	September 2038	
		WP	500,190,000	PAC I	3.50	FIX	38376ETK1	September 2038	

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 7								
LP	\$ 70,737,000	NY	\$133,936,000	PAC I	5.00%	FIX	38376ESN6	November 2039
VA	26,619,000							
ZA	36,580,000							
Combination 8								
VA	\$ 26,619,000	WY	\$ 63,199,000	PAC I	5.00%	FIX	38376ETL9	November 2039
ZA	36,580,000							
Combination 9								
LP	\$ 70,737,000	N	\$563,389,000	PAC I	5.00%	FIX	38376ESA4	November 2039
NA	429,453,000							
VA	26,619,000							
ZA	36,580,000							

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

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

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

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

(5) In the case of Combinations 1, 3, 4, 5 and 6, various subcombinations are permitted. See "Description of the Securities— Modification and Exchange" in the Base Offering Circular for a discussion of subcombinations.



\$12,551,205,276

**Government National
Mortgage Association**

GINNIE MAE[®]

**Guaranteed REMIC
Pass-Through Securities
and MX Securities
Ginnie Mae REMIC Trust 2010-009**

OFFERING CIRCULAR SUPPLEMENT
January 21, 2010

**BOFA MERRILL LYNCH
ALADDIN CAPITAL LLC**