



**\$649,722,265**

**Government National Mortgage Association  
GINNIE MAE®**

**Guaranteed REMIC Pass-Through Securities  
and MX Securities  
Ginnie Mae REMIC Trust 2010-010**

**The Securities**

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

**The Ginnie Mae Guaranty**

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

**The Trust and its Assets**

The Trust will own Ginnie Mae Certificates.

Class of REMIC Securities	Original Principal Balance (2)	Interest Rate	Principal Type (3)	Interest Type (3)	CUSIP Number	Final Distribution Date (4)
<b>Security Group 1</b>						
C	28,503,186	5.00%	SUP	FLX	38375.A3V4	January 2040
CA	10,838,791	5.00	SUP	FLX	38375.A3W2	November 2039
CB	2,900,021	5.00	PAC II	FLX	38375.A3X0	December 2039
CD	852,021	5.00	PAC II	FLX	38375.A3Y8	January 2040
CE	4,999,999	4.50	SUP	FLX	38375.A3Z5	November 2039
CG	2,222,222	4.75	SUP	FLX	38375.A4A9	November 2039
CH	6,111,111	5.50	SUP	FLX	38375.A4B7	November 2039
CJ	2,075,835	5.00	SUP	FLX	38375.A4C5	January 2040
CM(1)	13,077,000	5.35	SUP/AD	FLX	38375.A4D3	May 2018
CN(1)	11,423,000	5.35	SUP/AD	FLX	38375.A4E1	July 2023
CO	3,349,385	0.00	SUP	PO	38375.A4F8	January 2040
CP(1)	6,107,055	5.00	PAC II	FLX	38375.A4G6	January 2040
CQ(1)	1,198,396	5.00	PAC II	FLX	38375.A4H4	January 2040
CZ	23,348,350	5.35	SUP	FIX/Z	38375.A4J0	January 2040
PK(1)	237,176,000	5.00	PAC I	FLX	38375.A4K7	August 2035
PL(1)	58,406,000	5.00	PAC I	FLX	38375.A4L5	July 2037
PM(1)	41,550,000	5.00	PAC I	FLX	38375.A4M3	October 2038
PN(1)	5,700,000	5.00	PAC I	FLX	38375.A4N1	December 2038
PQ(1)	40,161,628	5.00	PAC I	FLX	38375.A4P6	January 2040
<b>Security Group 2</b>						
AV	4,721,265	6.00	SEQ/AD	FLX	38375.A4Q4	January 2025
ZV	1,000	6.00	SEQ	FIX/Z	38375.A4R2	January 2025
<b>Security Group 3</b>						
DA(1)	85,659,000	4.50	SEQ	FLX	38375.A4S0	February 2033
DB(1)	21,263,000	4.50	SEQ	FLX	38375.A4T8	December 2035
DV(1)	15,758,000	4.50	SEQ/AD	FLX	38375.A4U5	December 2021
DZ(1)	22,320,000	4.50	SEQ	FIX/Z	38375.A4V3	January 2040
<b>Residual</b>						
R	0	0.00	NPR	NPR	38375.A4W1	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.  
 (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.

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

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

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

**Morgan Stanley**

**Blaylock Robert Van, LLC**

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

## AVAILABLE INFORMATION

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

- this Offering Circular Supplement (this “Supplement”) and
- the Base Offering Circular.

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

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

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

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## TERMS SHEET

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

**Sponsor:** Morgan Stanley & Co. Incorporated

**Co-Sponsor:** Blaylock Robert Van, LLC

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

**Tax Administrator:** The Trustee

**Closing Date:** January 29, 2010

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

**Trust Assets:**

<u>Trust Asset Group</u>	<u>Trust Asset Type</u>	<u>Certificate Rate</u>	<u>Original Term To Maturity (in years)</u>
1	Ginnie Mae II	5.00%	30
2	Ginnie Mae I	6.00%	15
3	Ginnie Mae II	4.50%	30

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

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

<u>Principal Balance<sup>2</sup></u>	<u>Weighted Average Remaining Term to Maturity (in months)</u>	<u>Weighted Average Loan Age (in months)</u>	<u>Weighted Average Mortgage Rate<sup>3</sup></u>
<b>Group 1 Trust Assets</b>			
\$500,000,000	357	2	5.38%
<b>Group 2 Trust Assets</b>			
\$4,722,265	161	17	6.50%
<b>Group 3 Trust Assets</b>			
\$145,000,000	352	6	5.00%

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

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

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

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

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

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

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

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

**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”) and the CZ Accrual Amount will be allocated as follows:

- The CZ Accrual Amount, sequentially, to CM, CN and CZ, in that order, until retired
- The Group 1 Adjusted Principal Distribution Amount in the following order of priority:
  1. Sequentially, to PK, PL, PM, PN and PQ, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
  2. Concurrently, as follows:
    - a. 24.3603707326% to C, until retired
    - b. 50% in the following order of priority:
      - i. Sequentially, to CP and CQ, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
      - ii. Concurrently, as follows:
        - A. 93.4579430125% sequentially, to CM, CN and CZ, in that order, until retired
        - B. 6.5420569875% to CO, until retired
      - iii. Sequentially, to CP and CQ, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired
    - c. 25.6396292674% in the following order of priority:
      - i. Sequentially, to CB and CD, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
      - ii. Concurrently, to CA, CE, CG and CH, pro rata, until retired
      - iii. To CJ, until retired
      - iv. Sequentially, to CB and CD, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

3. Sequentially, to PK, PL, PM, PN and PQ, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

**SECURITY GROUP 2**

The Group 2 Principal Distribution Amount and the ZV Accrual Amount will be allocated sequentially, to AV and ZV, in that order, until retired

**SECURITY GROUP 3**

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

- The DZ Accrual Amount, sequentially, to DV and DZ, in that order, until retired
- The Group 3 Principal Distribution Amount sequentially, to DA, DB, DV and DZ, in that order, until retired

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

<u>Class</u>	<u>Structuring Ranges</u>
<b>PAC I Classes</b>	
PK, PL, PM, PN and PQ (in the aggregate) . . . . .	120% PSA through 250% PSA
<b>PAC II Classes</b>	
CB and CD (in the aggregate) . . . . .	130% PSA through 225% PSA
CP and CQ (in the aggregate) . . . . .	130% PSA through 225% PSA

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

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

<u>Class</u>	<u>Original Class Notional Balance</u>	<u>Represents Approximately</u>
AI . . . . .	\$ 28,553,000	33.3333333333% of DA (SEQ Class)
CI . . . . .	10,761,682	43.9252336449% of CM and CN (in the aggregate) (SUP/AD Classes)
DI . . . . .	35,640,666	33.3333333333% of DA and DB (in the aggregate) (SEQ Classes)
JI . . . . .	40,893,333	33.3333333333% of DA, DB and DV (in the aggregate) (SEQ Classes)
KI . . . . .	118,588,000	50% of PK (PAC I Class)
LI . . . . .	147,791,000	50% of PK and PL (in the aggregate) (PAC I Classes)
NI . . . . .	171,416,000	50% of PK, PL, PM and PN (in the aggregate) (PAC I Classes)

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

**Regular and Residual Classes:** Class R is a Residual Class and represents the Residual Interest of the Trust 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.

***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 (other than from any applicable accrual amount). 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.

***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, in particular, the support, interest only, principal only, accrual and residual classes, are not suitable investments for all investors.

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

You will bear the market risks of your investment. The market values of the classes are likely

to fluctuate. These fluctuations may be significant and could result in significant losses to you.

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

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

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

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

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

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

## THE TRUST ASSETS

### General

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

## **The Trust MBS**

The Group 2 Trust Assets are either:

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

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

The Group 1 and 3 Trust Assets are either:

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

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

## **The Mortgage Loans**

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

Specific information regarding the characteristics of the Mortgage Loans is not available. For purposes of this Supplement, certain assumptions have been made regarding the remaining terms to maturity, loan ages and, in the case of the Group 1 and 3 Trust Assets, Mortgage Rates of the Mortgage Loans. However, the actual remaining terms to maturity, loan ages and, in the case of the Group 1 and 3 Trust Assets, Mortgage Rates of many of the Mortgage Loans will differ from the characteristics assumed, perhaps significantly. This will be the case even if the weighted average characteristics of the Mortgage Loans are the same as the assumed characteristics. Small differences in the characteristics of the Mortgage Loans can have a significant effect on the weighted average lives and yields of the Securities. See *“Risk Factors” and “Yield, Maturity and Prepayment Considerations” in this Supplement*.

## **The Trustee Fee**

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

## **GINNIE MAE GUARANTY**

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

## **DESCRIPTION OF THE SECURITIES**

### **General**

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

### **Form of Securities**

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

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

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

### **Distributions**

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

## **Interest Distributions**

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

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

### *Categories of Classes*

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

### *Accrual Period*

The Accrual Period for each Class is the calendar month preceding the related Distribution Date.

### *Fixed Rate Classes*

Each 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.

### *Accrual Classes*

Each of Class CZ, Class DZ and Class ZV is an Accrual Class. Interest will accrue on the Accrual Classes and be distributed as described under “Terms Sheet — Accrual Classes” in this Supplement.

## **Principal Distributions**

The Principal Distribution Amount or the Adjusted Principal Distribution Amount for each Group, as applicable, and the CZ, DZ and ZV Accrual Amounts will be distributed to the Holders entitled thereto as described under “Terms Sheet — Allocation of Principal” in this Supplement. Investors can calculate the amount of principal to be distributed with respect to any Distribution Date by using the Class Factors published in the preceding and current months. See “— *Class Factors*” below.

### *Categories of Classes*

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

### *Notional Classes*

The Notional Classes will not receive principal distributions. For convenience in describing interest distributions, the Notional Classes will have the original Class Notional Balances shown on 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 R Securities will represent the beneficial ownership of the Residual Interest in the Trust REMIC. The Class R Securities have no Class Principal Balance and do not accrue interest. The Class R Securities will be entitled to receive the proceeds of the disposition of any assets remaining in the Trust REMIC after the Class Principal Balance of each Class of Regular Securities has been reduced to zero. However, any remaining proceeds are not likely to be significant. The Residual Securities may not be transferred to a Plan Investor, a Non-U.S. Person or a Disqualified Organization.

## **Class Factors**

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

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

the amounts described in the foregoing sentence. However, any remaining assets are not likely to be significant.

### **Modification and Exchange**

All or a portion of the Classes of REMIC Securities specified on the front cover may be exchanged for a proportionate interest in the related MX Class or Classes shown on Schedule I to this Supplement. Similarly, all or a portion of the related MX Class or Classes may be exchanged for proportionate interests in the related Class or Classes of REMIC Securities and, in the case of Combinations 1, 2, 3, 4, 12, 13 and 14, other related MX Classes. This process may occur repeatedly.

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

In the case of Combinations 1, 2, 3, 4, 12, 13 and 14, the REMIC Securities may be exchanged for proportionate interests in various subcombinations of MX Classes. Similarly, all or a portion of these MX Classes may be exchanged for proportionate interests in the related REMIC Securities or in other subcombinations of the MX Classes. Each subcombination may be effected only in proportions that result in the principal and interest entitlements of the Securities received being equal to the entitlements of the Securities surrendered. *See the example under “Description of the Securities — Modification and Exchange” in the Base Offering Circular.*

A Beneficial Owner proposing to effect an exchange must notify the Trustee through the Beneficial Owner’s Book-Entry Depository participant. This notice must be received by the Trustee not later than two Business Days before the proposed exchange date. The exchange date can be any Business Day other than the last Business Day of the month. The notice must contain the outstanding principal and notional balances of the Securities to be included in the exchange and the proposed exchange date. The notice is required to be delivered to the Trustee in writing at its Corporate Trust Office at 45 Broadway, 12<sup>th</sup> Floor, New York, NY 10006, Attention: Trust Administrator Ginnie Mae 2010-010. The Trustee may be contacted by telephone at (212) 515-5262 and by fax at (212) 509-1042.

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

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

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

## **YIELD, MATURITY AND PREPAYMENT CONSIDERATIONS**

### **General**

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

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

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

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

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

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

### **Accretion Directed Classes**

Classes AV, CM, CN and DV are Accretion Directed Classes. The related Accrual Amounts will be applied to making principal distributions on those Classes as described in this Supplement.

Each of Classes AV, CM, CN and DV has the AD designation in the suffix position, rather than the prefix position, in its class principal type because it does not have principal payment stability through the applicable pricing prepayment assumption. Classes CM, CN and DV will have principal payment stability only through the prepayment rate shown in the table below. Class AV is not listed in the table below because, although it is entitled to receive payments from the related Accrual Amount, it does not have principal payment stability through any prepayment rate significantly higher than 0% PSA.

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

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

**Accretion Directed Classes**

<u>Class</u>	<u>Maximum Weighted Average Life (in Years)(1)</u>	<u>Final Distribution Date</u>	<u>Prepayment Rate at or below</u>
CM	4.5	May 2018	130% PSA
CN	11.0	July 2023	114% PSA
DV	6.5	December 2021	152% PSA

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

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

**Securities that Receive Principal on the Basis of Schedules**

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

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

**PAC I Classes**

Initial Effective Range

PK, PL, PM, PN and PQ (in the aggregate) . . . . . 120% PSA through 250% PSA

**PAC II Classes**

Initial Effective Ranges

CB and CD (in the aggregate) . . . . . 130% PSA through 225% PSA  
 CP and CQ (in the aggregate) . . . . . 130% PSA through 225% PSA

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

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

There is no assurance that the related Mortgage Loans will have the characteristics assumed in the Modeling Assumptions, which were used to determine the initial Effective Ranges. If the initial Effective Ranges were calculated using the actual characteristics of the related Mortgage Loans, the initial Effective

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

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

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

1. The Mortgage Loans underlying the Trust Assets have the assumed characteristics shown under “Assumed Characteristics of the Mortgage Loans Underlying the Trust Assets” in the Terms Sheet, except in the case of information set forth under the 0% PSA Prepayment Assumption Rate, for which each Mortgage Loan underlying a Group 2 Trust Asset is assumed to have an original and a remaining term to maturity of 180 months and each Mortgage Loan underlying a Group 1 or 3 Trust Asset is assumed to have an original and a remaining term to maturity of 360 months and a Mortgage Rate of 1.50% per annum higher than the related Certificate Rate.

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

3. Distributions on the Group 2 Securities are always received on the 16th day of the month, and distributions on the Group 1 and 3 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 does not occur.

5. The Closing Date for the Securities is January 29, 2010.
6. No expenses or fees are paid by the Trust other than the Trustee Fee.
7. Each Class is held from the Closing Date and is not exchanged in whole or in part.

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

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

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

### **Decrement Tables**

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

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

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

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

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

The information shown for each Notional Class is for illustrative purposes only, as a Notional Class is not entitled to distributions of principal and has no weighted average life. The weighted average life

shown for each Notional Class has been calculated on the assumption that a reduction in the Class Notional Balance thereof is a distribution of principal.

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

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

Security Group 1 PSA Prepayment Assumption Rates																				
Distribution Date	Class C					Classes CA, CE, CG and CH					Class CB					Class CD				
	0%	120%	195%	250%	400%	0%	120%	195%	250%	400%	0%	120%	195%	250%	400%	0%	120%	195%	250%	400%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
January 2011	100	100	95	91	80	100	100	94	89	76	100	100	93	93	93	100	100	100	100	100
January 2012	100	100	83	70	37	100	100	81	66	24	100	100	76	76	76	100	100	100	100	100
January 2013	100	100	68	46	0	100	100	66	38	0	100	100	55	55	0	100	100	100	100	0
January 2014	100	100	57	28	0	100	100	54	18	0	100	100	37	37	0	100	100	100	100	0
January 2015	100	100	48	15	0	100	100	45	3	0	100	100	24	24	0	100	100	100	100	0
January 2016	100	100	42	7	0	100	100	39	0	0	100	100	13	13	0	100	100	100	100	0
January 2017	100	100	38	2	0	100	100	35	0	0	100	100	6	0	0	100	100	100	68	0
January 2018	100	100	36	0	0	100	100	33	0	0	100	100	0	0	0	100	100	100	3	0
January 2019	100	100	35	0	0	100	100	32	0	0	100	95	0	0	0	100	100	80	0	0
January 2020	100	97	33	0	0	100	100	31	0	0	100	73	0	0	0	100	100	49	0	0
January 2021	100	94	31	0	0	100	100	29	0	0	100	38	0	0	0	100	100	14	0	0
January 2022	100	90	29	0	0	100	100	27	0	0	100	0	0	0	0	100	73	0	0	0
January 2023	100	84	26	0	0	100	96	24	0	0	100	0	0	0	0	100	0	0	0	0
January 2024	100	79	24	0	0	100	89	21	0	0	100	0	0	0	0	100	0	0	0	0
January 2025	100	73	21	0	0	100	82	18	0	0	100	0	0	0	0	100	0	0	0	0
January 2026	100	67	19	0	0	100	74	15	0	0	100	0	0	0	0	100	0	0	0	0
January 2027	100	61	17	0	0	100	67	12	0	0	100	0	0	0	0	100	0	0	0	0
January 2028	100	55	14	0	0	100	59	9	0	0	100	0	0	0	0	100	0	0	0	0
January 2029	100	49	12	0	0	100	52	7	0	0	100	0	0	0	0	100	0	0	0	0
January 2030	100	43	11	0	0	100	45	5	0	0	100	0	0	0	0	100	0	0	0	0
January 2031	100	37	9	0	0	100	38	3	0	0	100	0	0	0	0	100	0	0	0	0
January 2032	100	32	7	0	0	100	31	1	0	0	100	0	0	0	0	100	0	0	0	0
January 2033	100	27	6	0	0	100	25	0	0	0	100	0	0	0	0	100	0	0	0	0
January 2034	100	22	5	0	0	100	19	0	0	0	100	0	0	0	0	100	0	0	0	0
January 2035	100	18	4	0	0	100	13	0	0	0	100	0	0	0	0	100	0	0	0	0
January 2036	100	13	3	0	0	100	8	0	0	0	100	0	0	0	0	100	0	0	0	0
January 2037	87	10	2	0	0	99	3	0	0	0	0	0	0	0	0	0	0	0	0	0
January 2038	60	6	1	0	0	66	0	0	0	0	0	0	0	0	0	0	0	0	0	0
January 2039	31	2	0	0	0	30	0	0	0	0	0	0	0	0	0	0	0	0	0	0
January 2040	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	28.3	19.1	8.3	3.1	1.7	28.4	19.5	7.3	2.6	1.5	26.7	10.6	3.6	3.5	2.3	26.9	12.2	9.9	7.3	2.7

PSA Prepayment Assumption Rates																				
Distribution Date	Classes CI, CL, VA, VB, VC, VD and VE					Class CJ					Class CK					Class CM				
	0%	120%	195%	250%	400%	0%	120%	195%	250%	400%	0%	120%	195%	250%	400%	0%	120%	195%	250%	400%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
January 2011	95	95	84	75	51	100	100	100	100	100	100	100	94	94	94	90	90	71	54	9
January 2012	89	89	56	28	0	100	100	100	100	100	100	100	81	81	81	80	80	17	0	0
January 2013	83	83	22	0	0	100	100	100	100	0	100	100	65	65	0	69	69	0	0	0
January 2014	77	77	0	0	0	100	100	100	100	0	100	100	52	52	0	58	58	0	0	0
January 2015	71	71	0	0	0	100	100	100	100	0	100	100	41	41	0	45	45	0	0	0
January 2016	64	64	0	0	0	100	100	100	36	0	100	100	33	33	0	33	33	0	0	0
January 2017	57	57	0	0	0	100	100	100	0	0	100	100	27	16	0	19	19	0	0	0
January 2018	49	49	0	0	0	100	100	100	0	0	100	100	23	1	0	5	5	0	0	0
January 2019	41	41	0	0	0	100	100	100	0	0	100	96	18	0	0	0	0	0	0	0
January 2020	33	33	0	0	0	100	100	100	0	0	100	79	11	0	0	0	0	0	0	0
January 2021	24	24	0	0	0	100	100	100	0	0	100	52	3	0	0	0	0	0	0	0
January 2022	14	14	0	0	0	100	100	100	0	0	100	16	0	0	0	0	0	0	0	0
January 2023	5	0	0	0	0	100	100	100	0	0	100	0	0	0	0	0	0	0	0	0
January 2024	0	0	0	0	0	100	100	100	0	0	100	0	0	0	0	0	0	0	0	0
January 2025	0	0	0	0	0	100	100	100	0	0	100	0	0	0	0	0	0	0	0	0
January 2026	0	0	0	0	0	100	100	100	0	0	100	0	0	0	0	0	0	0	0	0
January 2027	0	0	0	0	0	100	100	100	0	0	100	0	0	0	0	0	0	0	0	0
January 2028	0	0	0	0	0	100	100	100	0	0	100	0	0	0	0	0	0	0	0	0
January 2029	0	0	0	0	0	100	100	100	0	0	100	0	0	0	0	0	0	0	0	0
January 2030	0	0	0	0	0	100	100	100	0	0	100	0	0	0	0	0	0	0	0	0
January 2031	0	0	0	0	0	100	100	100	0	0	100	0	0	0	0	0	0	0	0	0
January 2032	0	0	0	0	0	100	100	100	0	0	100	0	0	0	0	0	0	0	0	0
January 2033	0	0	0	0	0	100	100	87	0	0	100	0	0	0	0	0	0	0	0	0
January 2034	0	0	0	0	0	100	100	69	0	0	100	0	0	0	0	0	0	0	0	0
January 2035	0	0	0	0	0	100	100	53	0	0	100	0	0	0	0	0	0	0	0	0
January 2036	0	0	0	0	0	100	100	39	0	0	100	0	0	0	0	0	0	0	0	0
January 2037	0	0	0	0	0	100	100	26	0	0	0	0	0	0	0	0	0	0	0	0
January 2038	0	0	0	0	0	100	84	16	0	0	0	0	0	0	0	0	0	0	0	0
January 2039	0	0	0	0	0	100	35	6	0	0	0	0	0	0	0	0	0	0	0	0
January 2040	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	7.5	7.5	2.1	1.5	1.0	29.9	28.7	25.5	5.9	2.5	26.8	10.9	5.0	4.4	2.4	4.5	4.5	1.4	1.0	0.7

**Security Group 1  
PSA Prepayment Assumption Rates**

Distribution Date	Class CN					Class CO					Class CP					Class CQ					
	0%	120%	195%	250%	400%	0%	120%	195%	250%	400%	0%	120%	195%	250%	400%	0%	120%	195%	250%	400%	
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
January 2011	100	100	100	100	100	100	100	95	90	78	100	100	93	93	93	100	100	100	100	100	100
January 2012	100	100	100	59	0	100	100	83	68	30	100	100	78	78	78	100	100	100	100	100	100
January 2013	100	100	47	0	0	100	100	68	43	0	100	100	58	58	0	100	100	100	100	0	0
January 2014	100	100	0	0	0	100	100	57	24	0	100	100	42	42	0	100	100	100	100	0	0
January 2015	100	100	0	0	0	100	100	49	11	0	100	100	29	29	0	100	100	100	100	0	0
January 2016	100	100	0	0	0	100	100	44	3	0	100	100	20	20	0	100	100	100	100	0	0
January 2017	100	100	0	0	0	100	100	40	0	0	100	100	13	0	0	100	100	100	95	0	0
January 2018	100	100	0	0	0	100	100	38	0	0	100	100	8	0	0	100	100	100	5	0	0
January 2019	88	88	0	0	0	100	100	37	0	0	100	95	2	0	0	100	100	100	0	0	0
January 2020	70	70	0	0	0	100	100	36	0	0	100	75	0	0	0	100	100	68	0	0	0
January 2021	51	51	0	0	0	100	100	35	0	0	100	42	0	0	0	100	100	18	0	0	0
January 2022	31	31	0	0	0	100	100	33	0	0	100	0	0	0	0	100	100	0	0	0	0
January 2023	10	0	0	0	0	100	96	30	0	0	100	0	0	0	0	100	0	0	0	0	0
January 2024	0	0	0	0	0	100	90	27	0	0	100	0	0	0	0	100	0	0	0	0	0
January 2025	0	0	0	0	0	100	83	24	0	0	100	0	0	0	0	100	0	0	0	0	0
January 2026	0	0	0	0	0	100	76	22	0	0	100	0	0	0	0	100	0	0	0	0	0
January 2027	0	0	0	0	0	100	69	19	0	0	100	0	0	0	0	100	0	0	0	0	0
January 2028	0	0	0	0	0	100	62	17	0	0	100	0	0	0	0	100	0	0	0	0	0
January 2029	0	0	0	0	0	100	56	14	0	0	100	0	0	0	0	100	0	0	0	0	0
January 2030	0	0	0	0	0	100	49	12	0	0	100	0	0	0	0	100	0	0	0	0	0
January 2031	0	0	0	0	0	100	43	10	0	0	100	0	0	0	0	100	0	0	0	0	0
January 2032	0	0	0	0	0	100	37	8	0	0	100	0	0	0	0	100	0	0	0	0	0
January 2033	0	0	0	0	0	100	31	7	0	0	100	0	0	0	0	100	0	0	0	0	0
January 2034	0	0	0	0	0	100	25	5	0	0	100	0	0	0	0	100	0	0	0	0	0
January 2035	0	0	0	0	0	100	20	4	0	0	100	0	0	0	0	100	0	0	0	0	0
January 2036	0	0	0	0	0	100	15	3	0	0	100	0	0	0	0	100	0	0	0	0	0
January 2037	0	0	0	0	0	99	11	2	0	0	0	0	0	0	0	0	0	0	0	0	0
January 2038	0	0	0	0	0	69	7	1	0	0	0	0	0	0	0	0	0	0	0	0	0
January 2039	0	0	0	0	0	36	3	0	0	0	0	0	0	0	0	0	0	0	0	0	0
January 2040	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average																					
Life (years)	11.0	11.0	3.0	2.1	1.3	28.6	20.3	8.7	2.9	1.6	26.7	10.7	3.9	3.8	2.3	27.0	12.2	10.4	7.4	2.7	

**PSA Prepayment Assumption Rates**

Distribution Date	Class CZ					Classes KA, KB, KC, KD, KE, KG, KH, KI, KJ, KL, KM, KN and PK					Classes LA, LB, LC, LD, LE, LG, LH, LI, LJ, LK, LM, LN and PA					Classes NA, NB, NC, ND, NE, NG, NH, NI, NJ, NK, NL and NM					
	0%	120%	195%	250%	400%	0%	120%	195%	250%	400%	0%	120%	195%	250%	400%	0%	120%	195%	250%	400%	
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
January 2011	105	105	105	105	105	98	93	93	93	93	98	94	94	94	94	98	95	95	95	95	95
January 2012	111	111	111	111	62	95	80	80	80	80	96	84	84	84	84	97	86	86	86	86	86
January 2013	117	117	117	88	0	92	64	64	64	58	94	71	71	71	67	95	75	75	75	75	71
January 2014	124	124	117	49	0	90	48	48	48	28	92	58	58	58	42	93	64	64	64	64	50
January 2015	131	131	101	23	0	87	34	34	34	5	89	47	47	47	24	91	54	54	54	54	34
January 2016	138	138	89	6	0	83	21	21	21	0	87	37	37	37	10	88	45	45	45	45	23
January 2017	145	145	82	0	0	80	9	9	9	0	84	27	27	27	0	86	37	37	37	37	14
January 2018	153	153	78	0	0	76	0	0	0	0	81	18	18	18	0	83	29	29	29	29	7
January 2019	162	162	76	0	0	72	0	0	0	0	78	10	10	10	0	81	22	22	22	22	2
January 2020	171	171	74	0	0	68	0	0	0	0	74	3	3	3	0	78	16	16	16	16	0
January 2021	180	180	72	0	0	63	0	0	0	0	71	0	0	0	0	75	11	11	11	11	0
January 2022	190	190	67	0	0	59	0	0	0	0	67	0	0	0	0	71	7	7	7	7	0
January 2023	200	198	61	0	0	53	0	0	0	0	63	0	0	0	0	68	4	4	4	4	0
January 2024	205	185	56	0	0	48	0	0	0	0	58	0	0	0	0	64	1	1	1	1	0
January 2025	205	171	50	0	0	42	0	0	0	0	54	0	0	0	0	60	0	0	0	0	0
January 2026	205	157	44	0	0	36	0	0	0	0	49	0	0	0	0	56	0	0	0	0	0
January 2027	205	142	39	0	0	29	0	0	0	0	43	0	0	0	0	51	0	0	0	0	0
January 2028	205	128	34	0	0	22	0	0	0	0	38	0	0	0	0	46	0	0	0	0	0
January 2029	205	114	29	0	0	15	0	0	0	0	31	0	0	0	0	41	0	0	0	0	0
January 2030	205	101	25	0	0	7	0	0	0	0	25	0	0	0	0	35	0	0	0	0	0
January 2031	205	88	21	0	0	0	0	0	0	0	18	0	0	0	0	29	0	0	0	0	0
January 2032	205	75	17	0	0	0	0	0	0	0	11	0	0	0	0	23	0	0	0	0	0
January 2033	205	63	14	0	0	0	0	0	0	0	3	0	0	0	0	16	0	0	0	0	0
January 2034	205	52	11	0	0	0	0	0	0	0	0	0	0	0	0	9	0	0	0	0	0
January 2035	205	41	9	0	0	0	0	0	0	0	0	0	0	0	0	1	0	0	0	0	0
January 2036	205	32	6	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
January 2037	204	22	4	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
January 2038	141	14	3	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
January 2039	73	6	1	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
January 2040	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average																					
Life (years)	28.6	20.5	13.2	4.0	2.1	12.7	4.0	4.0	4.0	3.2	14.5	5.0	5.0	5.0	3.7	15.9	6.0	6.0	6.0	4.3	

**Security Group 1  
PSA Prepayment Assumption Rates**

Distribution Date	Classes PB and PM					Class PC					Class PD					Class PE				
	0%	120%	195%	250%	400%	0%	120%	195%	250%	400%	0%	120%	195%	250%	400%	0%	120%	195%	250%	400%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
January 2011	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
January 2012	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
January 2013	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
January 2014	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
January 2015	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
January 2016	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
January 2017	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
January 2018	100	100	100	100	46	100	100	100	100	100	100	100	100	53	100	100	100	100	100	74
January 2019	100	100	100	100	6	100	100	100	100	100	100	100	100	17	100	100	100	100	100	55
January 2020	100	100	100	100	0	100	100	100	100	78	100	100	100	0	100	100	100	100	100	41
January 2021	100	81	81	81	0	100	100	100	100	57	100	83	83	83	0	100	91	91	91	30
January 2022	100	47	47	47	0	100	100	100	100	42	100	53	53	53	0	100	75	75	75	22
January 2023	100	19	19	19	0	100	100	100	100	31	100	28	28	28	0	100	61	61	61	16
January 2024	100	0	0	0	0	100	96	96	96	23	100	8	8	8	0	100	50	50	50	12
January 2025	100	0	0	0	0	100	78	78	78	17	100	0	0	0	0	100	41	41	41	9
January 2026	100	0	0	0	0	100	63	63	63	12	100	0	0	0	0	100	33	33	33	6
January 2027	100	0	0	0	0	100	51	51	51	9	100	0	0	0	0	100	27	27	27	5
January 2028	100	0	0	0	0	100	41	41	41	6	100	0	0	0	0	100	21	21	21	3
January 2029	100	0	0	0	0	100	33	33	33	4	100	0	0	0	0	100	17	17	17	2
January 2030	100	0	0	0	0	100	26	26	26	3	100	0	0	0	0	100	14	14	14	2
January 2031	100	0	0	0	0	100	20	20	20	2	100	0	0	0	0	100	11	11	11	1
January 2032	100	0	0	0	0	100	16	16	16	2	100	0	0	0	0	100	8	8	8	1
January 2033	100	0	0	0	0	100	12	12	12	1	100	0	0	0	0	100	6	6	6	1
January 2034	60	0	0	0	0	100	9	9	9	1	65	0	0	0	0	81	5	5	5	0
January 2035	0	0	0	0	0	97	6	6	6	0	9	0	0	0	0	51	3	3	3	0
January 2036	0	0	0	0	0	35	4	4	4	0	0	0	0	0	0	19	2	2	2	0
January 2037	0	0	0	0	0	3	3	3	3	0	0	0	0	0	0	1	1	1	1	0
January 2038	0	0	0	0	0	2	2	2	2	0	0	0	0	0	0	1	1	1	1	0
January 2039	0	0	0	0	0	1	1	1	1	0	0	0	0	0	0	0	0	0	0	0
January 2040	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average																				
Life (years)	24.2	12.0	12.0	12.0	8.0	25.8	18.1	18.1	18.1	12.4	24.3	12.3	12.3	12.3	8.2	25.0	15.2	15.2	15.2	10.3

**PSA Prepayment Assumption Rates**

Distribution Date	Class PL					Class PN					Class PQ				
	0%	120%	195%	250%	400%	0%	120%	195%	250%	400%	0%	120%	195%	250%	400%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
January 2011	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
January 2012	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
January 2013	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
January 2014	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
January 2015	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
January 2016	100	100	100	100	52	100	100	100	100	100	100	100	100	100	100
January 2017	100	100	100	100	1	100	100	100	100	100	100	100	100	100	100
January 2018	100	90	90	90	0	100	100	100	100	100	100	100	100	100	100
January 2019	100	49	49	49	0	100	100	100	100	100	100	100	100	100	100
January 2020	100	15	15	15	0	100	100	100	100	0	100	100	100	100	89
January 2021	100	0	0	0	0	100	100	100	100	0	100	100	100	100	66
January 2022	100	0	0	0	0	100	100	100	100	0	100	100	100	100	48
January 2023	100	0	0	0	0	100	100	100	100	0	100	100	100	100	35
January 2024	100	0	0	0	0	100	65	65	65	0	100	100	100	100	26
January 2025	100	0	0	0	0	100	0	0	0	0	100	89	89	89	19
January 2026	100	0	0	0	0	100	0	0	0	0	100	72	72	72	14
January 2027	100	0	0	0	0	100	0	0	0	0	100	58	58	58	10
January 2028	100	0	0	0	0	100	0	0	0	0	100	47	47	47	7
January 2029	100	0	0	0	0	100	0	0	0	0	100	37	37	37	5
January 2030	100	0	0	0	0	100	0	0	0	0	100	29	29	29	4
January 2031	92	0	0	0	0	100	0	0	0	0	100	23	23	23	2
January 2032	54	0	0	0	0	100	0	0	0	0	100	18	18	18	2
January 2033	14	0	0	0	0	100	0	0	0	0	100	13	13	13	1
January 2034	0	0	0	0	0	100	0	0	0	0	100	10	10	10	1
January 2035	0	0	0	0	0	76	0	0	0	0	100	7	7	7	0
January 2036	0	0	0	0	0	0	0	0	0	0	40	5	5	5	0
January 2037	0	0	0	0	0	0	0	0	0	0	3	3	3	3	0
January 2038	0	0	0	0	0	0	0	0	0	0	2	2	2	2	0
January 2039	0	0	0	0	0	0	0	0	0	0	1	1	1	1	0
January 2040	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average															
Life (years)	22.1	9.1	9.1	9.1	6.1	25.1	14.1	14.1	14.1	9.4	25.9	18.7	18.7	18.7	12.8

Security Group 2 PSA Prepayment Assumption Rates										
Distribution Date	Class AV					Class ZV				
	0%	200%	427%	650%	900%	0%	200%	427%	650%	900%
Initial Percent	100	100	100	100	100	100	100	100	100	100
January 2011	96	86	76	66	55	106	106	106	106	106
January 2012	92	72	53	38	24	113	113	113	113	113
January 2013	87	59	37	22	10	120	120	120	120	120
January 2014	82	49	26	12	4	127	127	127	127	127
January 2015	77	39	18	7	2	135	135	135	135	135
January 2016	71	31	12	4	1	143	143	143	143	143
January 2017	65	25	8	2	0	152	152	152	152	152
January 2018	59	19	5	1	0	161	161	161	161	161
January 2019	52	14	3	1	0	171	171	171	171	171
January 2020	44	10	2	0	0	182	182	182	182	85
January 2021	37	6	1	0	0	193	193	193	193	29
January 2022	28	3	0	0	0	205	205	205	205	8
January 2023	20	1	0	0	0	218	218	218	40	1
January 2024	10	0	0	0	0	231	0	0	0	0
January 2025	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	8.7	4.6	2.9	2.0	1.4	15.0	13.4	13.3	12.6	10.2

Security Group 3 PSA Prepayment Assumption Rates																					
Distribution Date	Classes AB, AC, AD, AE, AG, AH, AI, AJ and DA					Class BC					Class DB					Class DC					
	0%	100%	237%	350%	500%	0%	100%	237%	350%	500%	0%	100%	237%	350%	500%	0%	100%	237%	350%	500%	
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
January 2011	98	93	87	83	76	97	97	97	97	97	100	100	100	100	100	100	100	100	100	100	100
January 2012	96	83	67	55	39	94	94	94	94	94	100	100	100	100	100	100	100	100	100	100	100
January 2013	93	71	46	27	5	91	91	91	91	91	100	100	100	100	100	100	100	100	100	100	100
January 2014	91	60	27	5	0	88	88	88	88	46	100	100	100	100	27	100	100	100	100	100	100
January 2015	88	50	12	0	0	85	85	85	58	6	100	100	100	53	0	100	100	100	100	79	0
January 2016	85	40	0	0	0	81	81	79	24	0	100	100	96	0	0	100	100	100	100	54	0
January 2017	82	31	0	0	0	78	78	50	0	0	100	100	51	0	0	100	100	100	77	37	0
January 2018	79	23	0	0	0	74	74	24	0	0	100	100	13	0	0	100	100	100	60	25	0
January 2019	76	15	0	0	0	70	70	2	0	0	100	100	0	0	0	100	100	90	46	17	0
January 2020	72	8	0	0	0	66	66	0	0	0	100	100	0	0	0	100	100	75	35	12	0
January 2021	69	1	0	0	0	61	61	0	0	0	100	100	0	0	0	100	100	62	27	8	0
January 2022	65	0	0	0	0	57	44	0	0	0	100	77	0	0	0	100	100	51	21	5	0
January 2023	60	0	0	0	0	57	30	0	0	0	100	53	0	0	0	100	100	42	16	4	0
January 2024	56	0	0	0	0	57	17	0	0	0	100	30	0	0	0	100	100	35	12	2	0
January 2025	51	0	0	0	0	57	5	0	0	0	100	9	0	0	0	100	100	29	9	2	0
January 2026	46	0	0	0	0	57	0	0	0	0	100	0	0	0	0	100	94	23	7	1	0
January 2027	40	0	0	0	0	57	0	0	0	0	100	0	0	0	0	100	83	19	5	1	0
January 2028	35	0	0	0	0	57	0	0	0	0	100	0	0	0	0	100	74	15	4	0	0
January 2029	29	0	0	0	0	57	0	0	0	0	100	0	0	0	0	100	65	12	3	0	0
January 2030	22	0	0	0	0	57	0	0	0	0	100	0	0	0	0	100	56	10	2	0	0
January 2031	15	0	0	0	0	57	0	0	0	0	100	0	0	0	0	100	48	8	1	0	0
January 2032	8	0	0	0	0	57	0	0	0	0	100	0	0	0	0	100	41	6	1	0	0
January 2033	0	0	0	0	0	57	0	0	0	0	100	0	0	0	0	100	34	4	1	0	0
January 2034	0	0	0	0	0	39	0	0	0	0	68	0	0	0	0	100	28	3	0	0	0
January 2035	0	0	0	0	0	19	0	0	0	0	32	0	0	0	0	100	22	2	0	0	0
January 2036	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	97	16	2	0	0	0
January 2037	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	75	11	1	0	0	0
January 2038	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	52	6	0	0	0	0
January 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	27	1	0	0	0	0
January 2040	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	14.1	5.3	2.9	2.2	1.7	16.8	10.3	6.6	5.1	3.9	24.5	13.2	7.1	5.1	3.8	28.0	21.3	13.4	9.8	7.0	0

**Security Group 3  
PSA Prepayment Assumption Rates**

Distribution Date	Classes DE, DG, DH, DI, DJ, DK, DL, DM and DT					Class DV					Class DZ					Classes JA, JB, JC, JD, JE, JG, JH and JI					
	0%	100%	237%	350%	500%	0%	100%	237%	350%	500%	0%	100%	237%	350%	500%	0%	100%	237%	350%	500%	
	Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
January 2011	98	95	90	86	81	93	93	93	93	93	105	105	105	105	105	98	94	90	87	83	
January 2012	97	86	74	64	51	87	87	87	87	87	109	109	109	109	109	95	86	75	67	56	
January 2013	95	77	56	41	24	80	80	80	80	80	114	114	114	114	114	93	77	59	46	31	
January 2014	93	68	42	24	5	72	72	72	72	72	120	120	120	120	120	90	69	46	30	14	
January 2015	91	60	29	11	0	64	64	64	64	13	125	125	125	125	125	87	60	34	17	2	
January 2016	88	52	19	0	0	56	56	56	56	0	131	131	131	131	92	84	53	24	7	0	
January 2017	86	45	10	0	0	48	48	48	0	0	137	137	137	132	63	81	45	15	0	0	
January 2018	83	38	3	0	0	39	39	39	0	0	143	143	143	102	43	78	38	7	0	0	
January 2019	81	32	0	0	0	29	29	5	0	0	150	150	150	78	29	74	32	1	0	0	
January 2020	78	26	0	0	0	20	20	0	0	0	157	157	127	60	20	70	25	0	0	0	
January 2021	75	21	0	0	0	9	9	0	0	0	164	164	106	46	13	66	19	0	0	0	
January 2022	72	15	0	0	0	0	0	0	0	0	171	171	88	35	9	62	13	0	0	0	
January 2023	68	11	0	0	0	0	0	0	0	0	171	171	72	27	6	59	9	0	0	0	
January 2024	65	6	0	0	0	0	0	0	0	0	171	171	60	20	4	56	5	0	0	0	
January 2025	61	2	0	0	0	0	0	0	0	0	171	171	49	15	3	53	2	0	0	0	
January 2026	57	0	0	0	0	0	0	0	0	0	171	160	40	11	2	49	0	0	0	0	
January 2027	52	0	0	0	0	0	0	0	0	0	171	142	32	9	1	46	0	0	0	0	
January 2028	48	0	0	0	0	0	0	0	0	0	171	126	26	6	1	42	0	0	0	0	
January 2029	43	0	0	0	0	0	0	0	0	0	171	110	21	5	1	37	0	0	0	0	
January 2030	38	0	0	0	0	0	0	0	0	0	171	96	17	3	0	33	0	0	0	0	
January 2031	32	0	0	0	0	0	0	0	0	0	171	82	13	2	0	28	0	0	0	0	
January 2032	26	0	0	0	0	0	0	0	0	0	171	70	10	2	0	23	0	0	0	0	
January 2033	20	0	0	0	0	0	0	0	0	0	171	58	8	1	0	17	0	0	0	0	
January 2034	13	0	0	0	0	0	0	0	0	0	171	47	6	1	0	12	0	0	0	0	
January 2035	6	0	0	0	0	0	0	0	0	0	171	37	4	1	0	6	0	0	0	0	
January 2036	0	0	0	0	0	0	0	0	0	0	166	27	3	0	0	0	0	0	0	0	
January 2037	0	0	0	0	0	0	0	0	0	0	128	18	2	0	0	0	0	0	0	0	
January 2038	0	0	0	0	0	0	0	0	0	0	88	10	1	0	0	0	0	0	0	0	
January 2039	0	0	0	0	0	0	0	0	0	0	45	2	0	0	0	0	0	0	0	0	
January 2040	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Weighted Average Life (years)	16.2	6.8	3.7	2.8	2.1	6.5	6.5	6.0	5.0	4.0	28.0	21.3	14.1	10.6	7.8	14.9	6.8	4.0	3.1	2.4	

**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 and the investor’s own projection of Mortgage Loan prepayment rates under a variety of scenarios. **No representation is made regarding Mortgage Loan prepayment rates or the yield of any Class.**

*Prepayments: Effect on Yields*

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

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

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

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

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

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

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

The Mortgage Loans will not prepay at any constant rate until maturity, nor will all of the Mortgage Loans 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.

#### *Payment Delay: Effect on Yields*

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

#### **Yield Tables**

The following tables show the pre-tax yields to maturity on a corporate bond equivalent basis of specified Classes at various constant percentages of PSA.

The Mortgage Loans will not prepay at any constant rate until maturity. 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 assumption that 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 CI to Prepayments  
Assumed Price 3.5%\***

<b>PSA Prepayment Assumption Rates</b>				
<b>120%</b>	<b>195%</b>	<b>250%</b>	<b>400%</b>	<b>603%</b>
180.1%	151.5%	125.6%	64.0%	0.2%

**Sensitivity of Class CO to Prepayments  
Assumed Price 87.0%**

<b>PSA Prepayment Assumption Rates</b>			
<b>120%</b>	<b>195%</b>	<b>250%</b>	<b>400%</b>
0.7%	1.7%	4.9%	9.2%

**Sensitivity of Class KI to Prepayments  
Assumed Price 13.3125%\***

<b>PSA Prepayment Assumption Rates</b>				
<b>120%</b>	<b>195%</b>	<b>250%</b>	<b>400%</b>	<b>508%</b>
17.4%	17.4%	17.4%	8.5%	0.0%

**Sensitivity of Class LI to Prepayments  
Assumed Price 15.5%\***

<b>PSA Prepayment Assumption Rates</b>				
<b>120%</b>	<b>195%</b>	<b>250%</b>	<b>400%</b>	<b>509%</b>
16.6%	16.6%	16.6%	7.9%	0.0%

**Sensitivity of Class NI to Prepayments  
Assumed Price 17.25%\***

<b>PSA Prepayment Assumption Rates</b>				
<b>120%</b>	<b>195%</b>	<b>250%</b>	<b>400%</b>	<b>531%</b>
16.0%	16.0%	16.0%	8.5%	0.1%

**SECURITY GROUP 3**

**Sensitivity of Class AI to Prepayments  
Assumed Price 12.25%\***

<b>PSA Prepayment Assumption Rates</b>				
<b>100%</b>	<b>237%</b>	<b>253%</b>	<b>350%</b>	<b>500%</b>
23.1%	2.5%	0.0%	(14.9)%	(36.1)%

\* 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 DI to Prepayments**  
**Assumed Price 14.0%\***

PSA Prepayment Assumption Rates				
100%	237%	295%	350%	500%
22.0%	7.0%	0.0%	(6.7)%	(24.7)%

**Sensitivity of Class JI to Prepayments**  
**Assumed Price 14.25%\***

PSA Prepayment Assumption Rates				
100%	237%	326%	350%	500%
21.3%	8.8%	0.1%	(2.3)%	(17.4)%

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

**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 Cleary Gottlieb Steen & Hamilton LLP, the Trust will constitute a Single REMIC Series for federal income tax purposes.

**Regular Securities**

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

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

The prepayment assumption that should be used in determining the rates of accrual of OID, if any, on the Regular Securities is 195% PSA in the case of the Group 1 Securities, 427% PSA in the case of the Group 2 Securities and 237% PSA in the case of the Group 3 Securities (as described in “Yield, Maturity

and Prepayment Considerations” in this Supplement). No representation is made, however, about the rate at which prepayments on the Mortgage Loans underlying the Trust Assets actually will occur. 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 R Securities will represent the beneficial ownership of the Residual Interest in the Trust REMIC. The Residual Securities, *i.e.*, the Class R 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 REMIC, and these requirements will continue until there are no Securities of any Class outstanding. 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. Prospective investors are urged to consult their own tax advisors and consider the after-tax effect of ownership of the Residual Securities and the suitability of the Residual Securities to their investment objectives.

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

### **MX Securities**

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

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

### **ERISA MATTERS**

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

Governmental plans and certain church plans, while not subject to the fiduciary responsibility provisions of ERISA or the prohibited transaction provisions of ERISA and the Code, may nevertheless

be subject to local, state or other federal laws that are substantially similar to the foregoing provisions of ERISA and the Code. Fiduciaries of any such plans should consult with their counsel before purchasing any of the Securities.

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

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

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

### **LEGAL INVESTMENT CONSIDERATIONS**

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

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

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

### **PLAN OF DISTRIBUTION**

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

### **INCREASE IN SIZE**

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

### **LEGAL MATTERS**

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

Available Combinations(1)

REMIC Securities		MX Securities						
Class	Original Class Principal Balance	Related MX Class	Maximum Original Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
<b>Security Group 1</b>								
Combination 1(5)								
PK	\$237,176,000	KA	\$237,176,000	PAC I	2.50%	FIX	38375A4X9	August 2035
		KB	237,176,000	PAC I	2.75	FIX	38375A4Y7	August 2035
		KC	237,176,000	PAC I	3.00	FIX	38375A4Z4	August 2035
		KD	237,176,000	PAC I	3.25	FIX	38375A5A8	August 2035
		KE	237,176,000	PAC I	3.50	FIX	38375A5B6	August 2035
		KG	237,176,000	PAC I	3.75	FIX	38375A5C4	August 2035
		KH	237,176,000	PAC I	4.00	FIX	38375A5D2	August 2035
		KI	118,588,000	NTL (PAC I)	5.00	FIX/IO	38375A5E0	August 2035
		KJ	237,176,000	PAC I	4.25	FIX	38375A5F7	August 2035
		KL	237,176,000	PAC I	4.50	FIX	38375A5G5	August 2035
		KM	237,176,000	PAC I	4.75	FIX	38375A5H3	August 2035
		KN	237,176,000	PAC I	5.00	FIX	38375A5J9	August 2035

REMIC Securities

MX Securities

<u>Class</u>	<u>Original Class Principal Balance</u>	<u>Related MX Class</u>	<u>Maximum Original Class Principal Balance or Class Notional Balance(2)</u>	<u>Principal Type(3)</u>	<u>Interest Rate</u>	<u>Interest Type(3)</u>	<u>CUSIP Number</u>	<u>Final Distribution Date(4)</u>
Combination 2(5)								
PK	\$237,176,000	LA	\$295,582,000	PAC I	2.50%	FIX	38375A5K6	July 2037
PL	58,406,000	LB	295,582,000	PAC I	2.75	FIX	38375A5L4	July 2037
		LC	295,582,000	PAC I	3.00	FIX	38375A5M2	July 2037
		LD	295,582,000	PAC I	3.25	FIX	38375A5N0	July 2037
		LE	295,582,000	PAC I	3.50	FIX	38375A5P5	July 2037
		LG	295,582,000	PAC I	3.75	FIX	38375A5Q3	July 2037
		LH	295,582,000	PAC I	4.00	FIX	38375A5R1	July 2037
		LI	147,791,000	NTL (PAC I)	5.00	FIX/IO	38375A5S9	July 2037
		IJ	295,582,000	PAC I	4.25	FIX	38375A5T7	July 2037
		LK	295,582,000	PAC I	4.50	FIX	38375A5U4	July 2037
		LM	295,582,000	PAC I	4.75	FIX	38375A5V2	July 2037
		LN	295,582,000	PAC I	5.00	FIX	38375A5W0	July 2037

REMIC Securities

MX Securities

Class	Original Class Principal Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 3(5)								
PK	\$237,176,000	NA	\$342,832,000	PAC I	2.50%	FIX	38375A5X8	December 2038
PL	58,406,000	NB	342,832,000	PAC I	2.75	FIX	38375A5Y6	December 2038
PM	41,550,000	NC	342,832,000	PAC I	3.00	FIX	38375A5Z3	December 2038
PN	5,700,000	ND	342,832,000	PAC I	3.25	FIX	38375A6A7	December 2038
		NE	342,832,000	PAC I	3.50	FIX	38375A6B5	December 2038
		NG	342,832,000	PAC I	3.75	FIX	38375A6C3	December 2038
		NH	342,832,000	PAC I	4.00	FIX	38375A6D1	December 2038
		NI	171,416,000	NTL (PAC I)	5.00	FIX/IO	38375A6E9	December 2038
		NJ	342,832,000	PAC I	4.25	FIX	38375A6F6	December 2038
		NK	342,832,000	PAC I	4.50	FIX	38375A6G4	December 2038
		NL	342,832,000	PAC I	4.75	FIX	38375A6H2	December 2038
		NM	342,832,000	PAC I	5.00	FIX	38375A6J8	December 2038
Combination 4(5)								
CM	\$ 13,077,000	CI	\$ 10,761,682	NTL (SUP/AD)	5.35%	FIX/IO	38375A6K5	July 2023
CN	11,423,000	VA	24,500,000	SUP/AD	3.00	FIX	38375A6L3	July 2023
		VB	24,500,000	SUP/AD	3.50	FIX	38375A6M1	July 2023
		VC	24,500,000	SUP/AD	4.00	FIX	38375A6N9	July 2023
		VD	24,500,000	SUP/AD	4.50	FIX	38375A6P4	July 2023
		VE	24,500,000	SUP/AD	5.00	FIX	38375A6Q2	July 2023
Combination 5								
PN	\$ 5,700,000	PC	\$ 45,861,628	PAC I	5.00%	FIX	38375A6R0	January 2040
PQ	40,161,628							

<u>REMIC Securities</u>		<u>MX Securities</u>						
<u>Class</u>	<u>Original Class Principal Balance</u>	<u>Related MX Class</u>	<u>Maximum Original Class Principal Balance or Class Notional Balance(2)</u>	<u>Principal Type(3)</u>	<u>Interest Rate</u>	<u>Interest Type(3)</u>	<u>CUSIP Number</u>	<u>Final Distribution Date(4)</u>
Combination 6								
PK	\$237,176,000	PA	\$295,582,000	PAC I	5.00%	FIX	38375A6S8	July 2037
PL	58,406,000							
Combination 7								
PM	\$ 41,550,000	PB	\$ 41,550,000	PAC I	5.00%	FIX	38375A6T6	October 2038
Combination 8								
CP	\$ 6,107,055	CK	\$ 7,305,451	PAC II	5.00%	FIX	38375A6U3	January 2040
CQ	1,198,396							
Combination 9								
PM	\$ 41,550,000	PD	\$ 47,250,000	PAC I	5.00%	FIX	38375A6V1	December 2038
PN	5,700,000							
Combination 10								
PM	\$ 41,550,000	PE	\$ 87,411,628	PAC I	5.00%	FIX	38375A6W9	January 2040
PN	5,700,000							
PQ	40,161,628							
Combination 11								
CM	\$ 13,077,000	CL	\$ 24,500,000	SUP/AD	5.35%	FIX	38375A6X7	July 2023
CN	11,423,000							

REMIC Securities

MX Securities

Class	Original Class Principal Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
<b>Security Group 3</b>								
Combination 12(5)								
DA	\$ 85,659,000	DE	\$106,922,000	SEQ	3.00%	FIX	38375A7T5	December 2035
DB	21,263,000	DG	106,922,000	SEQ	3.25	FIX	38375A7U2	December 2035
		DH	106,922,000	SEQ	3.50	FIX	38375A7V0	December 2035
		DI	35,640,666	NTL(SEQ)	4.50	FIX/IO	38375A7W8	December 2035
		DJ	106,922,000	SEQ	3.75	FIX	38375A7X6	December 2035
		DK	106,922,000	SEQ	4.00	FIX	38375A7Y4	December 2035
		DL	106,922,000	SEQ	4.25	FIX	38375A7Z1	December 2035
		DM	106,922,000	SEQ	4.50	FIX	38375A8A5	December 2035
Combination 13(5)								
DA	\$ 85,659,000	JA	\$122,680,000	SEQ/AD	3.00%	FIX	38375A6Y5	December 2035
DB	21,263,000	JB	122,680,000	SEQ/AD	3.25	FIX	38375A6Z2	December 2035
DV	15,758,000	JC	122,680,000	SEQ/AD	3.50	FIX	38375A7A6	December 2035
		JD	122,680,000	SEQ/AD	3.75	FIX	38375A7B4	December 2035
		JE	122,680,000	SEQ/AD	4.00	FIX	38375A7C2	December 2035
		JG	122,680,000	SEQ/AD	4.25	FIX	38375A7D0	December 2035
		JH	122,680,000	SEQ/AD	4.50	FIX	38375A7E8	December 2035
		JI	40,893,333	NTL (SEQ/AD)	4.50	FIX/IO	38375A7F5	December 2035

REMIC Securities

MX Securities

Class	Original Class Principal Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 14(5)								
DA	\$ 85,659,000	AB	\$ 85,659,000	SEQ	3.00%	FIX	38375A7G3	February 2033
		AC	85,659,000	SEQ	3.25	FIX	38375A7H1	February 2033
		AD	85,659,000	SEQ	3.50	FIX	38375A7J7	February 2033
		AE	85,659,000	SEQ	3.75	FIX	38375A7K4	February 2033
		AG	85,659,000	SEQ	4.00	FIX	38375A7L2	February 2033
		AH	85,659,000	SEQ	4.25	FIX	38375A7M0	February 2033
		AI	28,553,000	NTL (SEQ)	4.50	FIX/IO	38375A7N8	February 2033
		AJ	85,659,000	SEQ	4.50	FIX	38375A7P3	February 2033
Combination 15								
DV	\$ 15,758,000	DC	\$ 38,078,000	SEQ	4.50%	FIX	38375A7Q1	January 2040
DZ	22,320,000							
Combination 16								
DA	\$ 85,659,000	DT	\$ 106,922,000	SEQ	4.50%	FIX	38375A7R9	December 2035
DB	21,263,000							
Combination 17								
DB	\$ 21,263,000	BC	\$ 37,021,000	SEQ/AD	4.50%	FIX	38375A7S7	December 2035
DV	15,758,000							

(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, 2, 3, 4, 12, 13 and 14, various subcombinations are permitted. See "Description of the Securities — Modification and Exchange" in the Base Offering Circular for a discussion of subcombinations.

**Schedule II**

**SCHEDULED PRINCIPAL BALANCES**

<u>Distribution Date</u>	<u>Classes CB and CD (in the aggregate)</u>	<u>Classes CP and CQ (in the aggregate)</u>	<u>Classes PK, PL, PM, PN and PQ (in the aggregate)</u>
Initial Balance . . . . .	\$3,752,042.00	\$7,305,451.00	\$382,993,628.00
February 2010 . . . . .	3,745,595.05	7,292,878.77	382,123,745.06
March 2010 . . . . .	3,737,007.26	7,276,131.66	381,151,693.47
April 2010 . . . . .	3,726,286.07	7,255,224.20	380,077,811.46
May 2010 . . . . .	3,713,441.68	7,230,176.28	378,902,500.51
June 2010 . . . . .	3,698,487.05	7,201,013.16	377,626,225.16
July 2010 . . . . .	3,681,437.88	7,167,765.47	376,249,512.86
August 2010 . . . . .	3,662,312.60	7,130,469.15	374,772,953.66
September 2010 . . . . .	3,641,132.38	7,089,165.46	373,197,199.88
October 2010 . . . . .	3,617,921.06	7,043,900.93	371,522,965.69
November 2010 . . . . .	3,592,705.19	6,994,727.29	369,751,026.69
December 2010 . . . . .	3,565,513.93	6,941,701.45	367,882,219.30
January 2011 . . . . .	3,536,379.08	6,884,885.41	365,917,440.23
February 2011 . . . . .	3,505,335.01	6,824,346.17	363,857,645.78
March 2011 . . . . .	3,472,418.62	6,760,155.71	361,703,851.13
April 2011 . . . . .	3,437,669.29	6,692,390.83	359,457,129.54
May 2011 . . . . .	3,401,128.86	6,621,133.10	357,118,611.53
June 2011 . . . . .	3,362,841.52	6,546,468.72	354,689,483.94
July 2011 . . . . .	3,322,853.81	6,468,488.45	352,170,988.94
August 2011 . . . . .	3,281,214.53	6,387,287.43	349,564,423.09
September 2011 . . . . .	3,237,974.66	6,302,965.09	346,871,136.14
October 2011 . . . . .	3,193,187.32	6,215,625.02	344,092,529.97
November 2011 . . . . .	3,146,907.67	6,125,374.79	341,230,057.35
December 2011 . . . . .	3,099,192.85	6,032,325.82	338,285,220.71
January 2012 . . . . .	3,050,101.89	5,936,593.24	335,259,570.83
February 2012 . . . . .	2,999,695.63	5,838,295.68	332,154,705.46
March 2012 . . . . .	2,948,036.64	5,737,555.17	328,972,267.95
April 2012 . . . . .	2,895,189.11	5,634,496.87	325,713,945.79
May 2012 . . . . .	2,841,218.77	5,529,248.98	322,381,469.09
June 2012 . . . . .	2,788,149.35	5,425,757.97	319,070,702.77
July 2012 . . . . .	2,735,971.45	5,324,005.52	315,781,510.27
August 2012 . . . . .	2,684,675.77	5,223,973.50	312,513,755.89
September 2012 . . . . .	2,634,253.09	5,125,643.92	309,267,304.75
October 2012 . . . . .	2,584,694.28	5,028,998.97	306,042,022.82
November 2012 . . . . .	2,535,990.26	4,934,020.97	302,837,776.92
December 2012 . . . . .	2,488,132.08	4,840,692.43	299,654,434.68
January 2013 . . . . .	2,441,110.83	4,748,995.99	296,491,864.56
February 2013 . . . . .	2,394,917.68	4,658,914.45	293,349,935.86
March 2013 . . . . .	2,349,543.91	4,570,430.77	290,228,518.67
April 2013 . . . . .	2,304,980.84	4,483,528.07	287,127,483.88

<u>Distribution Date</u>	<u>Classes CB and CD (in the aggregate)</u>	<u>Classes CP and CQ (in the aggregate)</u>	<u>Classes PK, PL, PM, PN and PQ (in the aggregate)</u>
May 2013 . . . . .	\$2,261,219.90	\$4,398,189.58	\$284,046,703.23
June 2013 . . . . .	2,218,252.57	4,314,398.73	280,986,049.21
July 2013. . . . .	2,176,070.42	4,232,139.06	277,945,395.13
August 2013 . . . . .	2,134,665.10	4,151,394.28	274,924,615.09
September 2013 . . . . .	2,094,028.32	4,072,148.24	271,923,583.96
October 2013 . . . . .	2,054,151.87	3,994,384.93	268,942,177.42
November 2013 . . . . .	2,015,027.62	3,918,088.48	265,980,271.88
December 2013. . . . .	1,976,647.50	3,843,243.17	263,037,744.55
January 2014. . . . .	1,939,003.52	3,769,833.42	260,114,473.41
February 2014. . . . .	1,902,087.77	3,697,843.79	257,210,337.18
March 2014. . . . .	1,865,892.40	3,627,258.97	254,325,215.36
April 2014. . . . .	1,830,409.63	3,558,063.80	251,458,988.17
May 2014 . . . . .	1,795,631.75	3,490,243.24	248,611,536.60
June 2014 . . . . .	1,761,551.13	3,423,782.40	245,782,742.38
July 2014. . . . .	1,728,160.19	3,358,666.53	242,972,487.97
August 2014 . . . . .	1,695,451.43	3,294,880.98	240,180,656.56
September 2014 . . . . .	1,663,417.43	3,232,411.28	237,407,132.08
October 2014 . . . . .	1,632,050.81	3,171,243.04	234,651,799.18
November 2014 . . . . .	1,601,344.27	3,111,362.03	231,914,543.22
December 2014. . . . .	1,571,290.59	3,052,754.15	229,195,250.28
January 2015. . . . .	1,541,882.59	2,995,405.43	226,493,807.15
February 2015. . . . .	1,513,113.16	2,939,301.99	223,810,101.34
March 2015. . . . .	1,484,975.27	2,884,430.11	221,144,021.03
April 2015. . . . .	1,457,461.94	2,830,776.21	218,495,455.12
May 2015 . . . . .	1,430,566.27	2,778,326.78	215,864,293.21
June 2015 . . . . .	1,404,281.39	2,727,068.48	213,250,425.55
July 2015. . . . .	1,378,600.52	2,676,988.06	210,653,743.13
August 2015 . . . . .	1,353,516.94	2,628,072.42	208,074,137.57
September 2015 . . . . .	1,329,023.98	2,580,308.55	205,511,501.19
October 2015 . . . . .	1,305,115.04	2,533,683.57	202,965,726.98
November 2015 . . . . .	1,281,783.57	2,488,184.72	200,436,708.60
December 2015. . . . .	1,259,023.09	2,443,799.37	197,924,340.35
January 2016. . . . .	1,236,827.18	2,400,514.98	195,428,517.22
February 2016. . . . .	1,215,189.46	2,358,319.13	192,949,134.83
March 2016. . . . .	1,194,103.62	2,317,199.51	190,486,089.48
April 2016. . . . .	1,173,563.43	2,277,143.96	188,039,278.08
May 2016 . . . . .	1,153,562.68	2,238,140.37	185,608,598.21
June 2016 . . . . .	1,134,095.24	2,200,176.80	183,193,948.07
July 2016. . . . .	1,115,155.03	2,163,241.37	180,795,226.52
August 2016 . . . . .	1,096,736.02	2,127,322.35	178,412,333.03
September 2016 . . . . .	1,078,832.25	2,092,408.09	176,045,167.70
October 2016 . . . . .	1,061,437.79	2,058,487.05	173,693,631.26
November 2016 . . . . .	1,044,546.79	2,025,547.81	171,357,625.05

<u>Distribution Date</u>	<u>Classes CB and CD (in the aggregate)</u>	<u>Classes CP and CQ (in the aggregate)</u>	<u>Classes PK, PL, PM, PN and PQ (in the aggregate)</u>
December 2016. . . . .	\$1,028,153.45	\$1,993,579.05	\$169,037,051.03
January 2017. . . . .	1,012,252.01	1,962,569.55	166,731,811.77
February 2017. . . . .	996,836.77	1,932,508.20	164,441,810.45
March 2017. . . . .	981,902.09	1,903,383.98	162,166,950.86
April 2017. . . . .	967,442.36	1,875,185.98	159,907,137.38
May 2017 . . . . .	953,452.06	1,847,903.40	157,662,274.98
June 2017 . . . . .	939,925.67	1,821,525.52	155,432,269.25
July 2017. . . . .	926,857.78	1,796,041.73	153,217,026.33
August 2017 . . . . .	914,242.98	1,771,441.53	151,016,452.98
September 2017 . . . . .	902,075.93	1,747,714.50	148,830,456.53
October 2017 . . . . .	890,351.35	1,724,850.32	146,658,944.88
November 2017 . . . . .	879,063.99	1,702,838.77	144,501,826.51
December 2017. . . . .	868,208.66	1,681,669.73	142,359,010.47
January 2018. . . . .	857,780.22	1,661,333.15	140,230,406.39
February 2018. . . . .	847,773.56	1,641,819.11	138,115,924.44
March 2018. . . . .	838,183.65	1,623,117.76	136,015,475.38
April 2018. . . . .	829,005.47	1,605,219.34	133,928,970.49
May 2018 . . . . .	820,234.08	1,588,114.20	131,856,321.63
June 2018 . . . . .	808,073.35	1,564,399.48	129,812,227.78
July 2018. . . . .	792,141.44	1,533,330.57	127,798,072.11
August 2018 . . . . .	775,497.37	1,500,872.86	125,813,429.87
September 2018 . . . . .	758,294.55	1,467,325.53	123,857,882.19
October 2018 . . . . .	740,551.52	1,432,724.73	121,931,016.05
November 2018 . . . . .	722,286.42	1,397,105.85	120,032,424.18
December 2018. . . . .	703,517.01	1,360,503.52	118,161,704.99
January 2019. . . . .	684,260.69	1,322,951.64	116,318,462.46
February 2019. . . . .	664,534.45	1,284,483.39	114,502,306.10
March 2019. . . . .	644,354.95	1,245,131.22	112,712,850.88
April 2019. . . . .	623,738.49	1,204,926.92	110,949,717.11
May 2019 . . . . .	602,700.99	1,163,901.57	109,212,530.40
June 2019 . . . . .	581,258.06	1,122,085.59	107,500,921.58
July 2019. . . . .	559,424.96	1,079,508.72	105,814,526.64
August 2019 . . . . .	537,216.60	1,036,200.07	104,152,986.63
September 2019 . . . . .	514,647.60	992,188.11	102,515,947.61
October 2019 . . . . .	491,732.22	947,500.69	100,903,060.58
November 2019 . . . . .	468,484.44	902,165.04	99,313,981.42
December 2019. . . . .	444,917.90	856,207.79	97,748,370.80
January 2020. . . . .	421,045.96	809,654.98	96,205,894.13
February 2020. . . . .	396,881.68	762,532.07	94,686,221.50
March 2020. . . . .	372,437.83	714,863.95	93,189,027.58
April 2020. . . . .	347,726.87	666,674.95	91,713,991.62
May 2020 . . . . .	322,761.00	617,988.85	90,260,797.34
June 2020 . . . . .	297,552.14	568,828.91	88,829,132.85

<u>Distribution Date</u>	<u>Classes CB and CD (in the aggregate)</u>	<u>Classes CP and CQ (in the aggregate)</u>	<u>Classes PK, PL, PM, PN and PQ (in the aggregate)</u>
July 2020 . . . . .	\$ 272,111.94	\$ 519,217.82	\$ 87,418,690.66
August 2020 . . . . .	246,451.79	469,177.80	86,029,167.55
September 2020 . . . . .	220,582.80	418,730.53	84,660,264.56
October 2020 . . . . .	194,515.85	367,897.20	83,311,686.88
November 2020 . . . . .	168,261.54	316,698.50	81,983,143.86
December 2020 . . . . .	141,830.23	265,154.65	80,674,348.89
January 2021 . . . . .	115,232.07	213,285.41	79,385,019.37
February 2021 . . . . .	88,476.93	161,110.04	78,114,876.67
March 2021 . . . . .	61,574.47	108,647.38	76,863,646.05
April 2021 . . . . .	34,534.11	55,915.81	75,631,056.61
May 2021 . . . . .	7,365.05	2,933.27	74,416,841.26
June 2021 . . . . .	0.00	0.00	73,220,736.64
July 2021 . . . . .	0.00	0.00	72,042,483.08
August 2021 . . . . .	0.00	0.00	70,881,824.53
September 2021 . . . . .	0.00	0.00	69,738,508.57
October 2021 . . . . .	0.00	0.00	68,612,286.28
November 2021 . . . . .	0.00	0.00	67,502,912.25
December 2021 . . . . .	0.00	0.00	66,410,144.49
January 2022 . . . . .	0.00	0.00	65,333,744.43
February 2022 . . . . .	0.00	0.00	64,273,476.83
March 2022 . . . . .	0.00	0.00	63,229,109.75
April 2022 . . . . .	0.00	0.00	62,200,414.52
May 2022 . . . . .	0.00	0.00	61,187,165.66
June 2022 . . . . .	0.00	0.00	60,189,140.86
July 2022 . . . . .	0.00	0.00	59,206,120.95
August 2022 . . . . .	0.00	0.00	58,237,889.81
September 2022 . . . . .	0.00	0.00	57,284,234.37
October 2022 . . . . .	0.00	0.00	56,344,944.56
November 2022 . . . . .	0.00	0.00	55,419,813.26
December 2022 . . . . .	0.00	0.00	54,508,636.24
January 2023 . . . . .	0.00	0.00	53,611,212.18
February 2023 . . . . .	0.00	0.00	52,727,342.56
March 2023 . . . . .	0.00	0.00	51,856,831.66
April 2023 . . . . .	0.00	0.00	50,999,486.52
May 2023 . . . . .	0.00	0.00	50,155,116.89
June 2023 . . . . .	0.00	0.00	49,323,535.20
July 2023 . . . . .	0.00	0.00	48,504,556.52
August 2023 . . . . .	0.00	0.00	47,697,998.52
September 2023 . . . . .	0.00	0.00	46,903,681.45
October 2023 . . . . .	0.00	0.00	46,121,428.09
November 2023 . . . . .	0.00	0.00	45,351,063.70
December 2023 . . . . .	0.00	0.00	44,592,416.01
January 2024 . . . . .	0.00	0.00	43,845,315.21

<u>Distribution Date</u>	<u>Classes CB and CD (in the aggregate)</u>	<u>Classes CP and CQ (in the aggregate)</u>	<u>Classes PK, PL, PM, PN and PQ (in the aggregate)</u>
February 2024 . . . . .	\$ 0.00	\$ 0.00	\$ 43,109,593.83
March 2024 . . . . .	0.00	0.00	42,385,086.81
April 2024 . . . . .	0.00	0.00	41,671,631.40
May 2024 . . . . .	0.00	0.00	40,969,067.13
June 2024 . . . . .	0.00	0.00	40,277,235.82
July 2024 . . . . .	0.00	0.00	39,595,981.53
August 2024 . . . . .	0.00	0.00	38,925,150.48
September 2024 . . . . .	0.00	0.00	38,264,591.11
October 2024 . . . . .	0.00	0.00	37,614,153.97
November 2024 . . . . .	0.00	0.00	36,973,691.73
December 2024 . . . . .	0.00	0.00	36,343,059.16
January 2025 . . . . .	0.00	0.00	35,722,113.06
February 2025 . . . . .	0.00	0.00	35,110,712.26
March 2025 . . . . .	0.00	0.00	34,508,717.60
April 2025 . . . . .	0.00	0.00	33,915,991.87
May 2025 . . . . .	0.00	0.00	33,332,399.82
June 2025 . . . . .	0.00	0.00	32,757,808.11
July 2025 . . . . .	0.00	0.00	32,192,085.28
August 2025 . . . . .	0.00	0.00	31,635,101.74
September 2025 . . . . .	0.00	0.00	31,086,729.73
October 2025 . . . . .	0.00	0.00	30,546,843.31
November 2025 . . . . .	0.00	0.00	30,015,318.32
December 2025 . . . . .	0.00	0.00	29,492,032.36
January 2026 . . . . .	0.00	0.00	28,976,864.76
February 2026 . . . . .	0.00	0.00	28,469,696.58
March 2026 . . . . .	0.00	0.00	27,970,410.54
April 2026 . . . . .	0.00	0.00	27,478,891.06
May 2026 . . . . .	0.00	0.00	26,995,024.18
June 2026 . . . . .	0.00	0.00	26,518,697.55
July 2026 . . . . .	0.00	0.00	26,049,800.43
August 2026 . . . . .	0.00	0.00	25,588,223.66
September 2026 . . . . .	0.00	0.00	25,133,859.61
October 2026 . . . . .	0.00	0.00	24,686,602.21
November 2026 . . . . .	0.00	0.00	24,246,346.86
December 2026 . . . . .	0.00	0.00	23,812,990.49
January 2027 . . . . .	0.00	0.00	23,386,431.47
February 2027 . . . . .	0.00	0.00	22,966,569.63
March 2027 . . . . .	0.00	0.00	22,553,306.20
April 2027 . . . . .	0.00	0.00	22,146,543.86
May 2027 . . . . .	0.00	0.00	21,746,186.64
June 2027 . . . . .	0.00	0.00	21,352,139.95
July 2027 . . . . .	0.00	0.00	20,964,310.56
August 2027 . . . . .	0.00	0.00	20,582,606.55

<u>Distribution Date</u>	<u>Classes CB and CD (in the aggregate)</u>	<u>Classes CP and CQ (in the aggregate)</u>	<u>Classes PK, PL, PM, PN and PQ (in the aggregate)</u>
September 2027 . . . . .	\$ 0.00	\$ 0.00	\$ 20,206,937.33
October 2027 . . . . .	0.00	0.00	19,837,213.58
November 2027 . . . . .	0.00	0.00	19,473,347.28
December 2027 . . . . .	0.00	0.00	19,115,251.65
January 2028 . . . . .	0.00	0.00	18,762,841.16
February 2028 . . . . .	0.00	0.00	18,416,031.48
March 2028 . . . . .	0.00	0.00	18,074,739.52
April 2028 . . . . .	0.00	0.00	17,738,883.35
May 2028 . . . . .	0.00	0.00	17,408,382.23
June 2028 . . . . .	0.00	0.00	17,083,156.55
July 2028 . . . . .	0.00	0.00	16,763,127.86
August 2028 . . . . .	0.00	0.00	16,448,218.84
September 2028 . . . . .	0.00	0.00	16,138,353.25
October 2028 . . . . .	0.00	0.00	15,833,455.96
November 2028 . . . . .	0.00	0.00	15,533,452.93
December 2028 . . . . .	0.00	0.00	15,238,271.14
January 2029 . . . . .	0.00	0.00	14,947,838.66
February 2029 . . . . .	0.00	0.00	14,662,084.56
March 2029 . . . . .	0.00	0.00	14,380,938.95
April 2029 . . . . .	0.00	0.00	14,104,332.93
May 2029 . . . . .	0.00	0.00	13,832,198.59
June 2029 . . . . .	0.00	0.00	13,564,469.01
July 2029 . . . . .	0.00	0.00	13,301,078.21
August 2029 . . . . .	0.00	0.00	13,041,961.17
September 2029 . . . . .	0.00	0.00	12,787,053.80
October 2029 . . . . .	0.00	0.00	12,536,292.94
November 2029 . . . . .	0.00	0.00	12,289,616.33
December 2029 . . . . .	0.00	0.00	12,046,962.61
January 2030 . . . . .	0.00	0.00	11,808,271.30
February 2030 . . . . .	0.00	0.00	11,573,482.80
March 2030 . . . . .	0.00	0.00	11,342,538.35
April 2030 . . . . .	0.00	0.00	11,115,380.06
May 2030 . . . . .	0.00	0.00	10,891,950.86
June 2030 . . . . .	0.00	0.00	10,672,194.50
July 2030 . . . . .	0.00	0.00	10,456,055.56
August 2030 . . . . .	0.00	0.00	10,243,479.40
September 2030 . . . . .	0.00	0.00	10,034,412.19
October 2030 . . . . .	0.00	0.00	9,828,800.84
November 2030 . . . . .	0.00	0.00	9,626,593.08
December 2030 . . . . .	0.00	0.00	9,427,737.35
January 2031 . . . . .	0.00	0.00	9,232,182.85
February 2031 . . . . .	0.00	0.00	9,039,879.53
March 2031 . . . . .	0.00	0.00	8,850,778.04

<u>Distribution Date</u>	<u>Classes CB and CD (in the aggregate)</u>	<u>Classes CP and CQ (in the aggregate)</u>	<u>Classes PK, PL, PM, PN and PQ (in the aggregate)</u>
April 2031 . . . . .	\$ 0.00	\$ 0.00	\$ 8,664,829.77
May 2031 . . . . .	0.00	0.00	8,481,986.79
June 2031 . . . . .	0.00	0.00	8,302,201.88
July 2031 . . . . .	0.00	0.00	8,125,428.50
August 2031 . . . . .	0.00	0.00	7,951,620.78
September 2031 . . . . .	0.00	0.00	7,780,733.52
October 2031 . . . . .	0.00	0.00	7,612,722.18
November 2031 . . . . .	0.00	0.00	7,447,542.86
December 2031 . . . . .	0.00	0.00	7,285,152.30
January 2032 . . . . .	0.00	0.00	7,125,507.86
February 2032 . . . . .	0.00	0.00	6,968,567.54
March 2032 . . . . .	0.00	0.00	6,814,289.94
April 2032 . . . . .	0.00	0.00	6,662,634.25
May 2032 . . . . .	0.00	0.00	6,513,560.28
June 2032 . . . . .	0.00	0.00	6,367,028.39
July 2032 . . . . .	0.00	0.00	6,222,999.56
August 2032 . . . . .	0.00	0.00	6,081,435.30
September 2032 . . . . .	0.00	0.00	5,942,297.70
October 2032 . . . . .	0.00	0.00	5,805,549.41
November 2032 . . . . .	0.00	0.00	5,671,153.61
December 2032 . . . . .	0.00	0.00	5,539,074.01
January 2033 . . . . .	0.00	0.00	5,409,274.89
February 2033 . . . . .	0.00	0.00	5,281,721.00
March 2033 . . . . .	0.00	0.00	5,156,377.65
April 2033 . . . . .	0.00	0.00	5,033,210.62
May 2033 . . . . .	0.00	0.00	4,912,186.22
June 2033 . . . . .	0.00	0.00	4,793,271.23
July 2033 . . . . .	0.00	0.00	4,676,432.94
August 2033 . . . . .	0.00	0.00	4,561,639.10
September 2033 . . . . .	0.00	0.00	4,448,857.95
October 2033 . . . . .	0.00	0.00	4,338,058.17
November 2033 . . . . .	0.00	0.00	4,229,208.92
December 2033 . . . . .	0.00	0.00	4,122,279.81
January 2034 . . . . .	0.00	0.00	4,017,240.90
February 2034 . . . . .	0.00	0.00	3,914,062.67
March 2034 . . . . .	0.00	0.00	3,812,716.06
April 2034 . . . . .	0.00	0.00	3,713,172.43
May 2034 . . . . .	0.00	0.00	3,615,403.53
June 2034 . . . . .	0.00	0.00	3,519,381.58
July 2034 . . . . .	0.00	0.00	3,425,079.18
August 2034 . . . . .	0.00	0.00	3,332,469.32
September 2034 . . . . .	0.00	0.00	3,241,525.41
October 2034 . . . . .	0.00	0.00	3,152,221.25

<u>Distribution Date</u>	<u>Classes CB and CD (in the aggregate)</u>	<u>Classes CP and CQ (in the aggregate)</u>	<u>Classes PK, PL, PM, PN and PQ (in the aggregate)</u>
November 2034 . . . . .	\$ 0.00	\$ 0.00	\$ 3,064,531.02
December 2034 . . . . .	0.00	0.00	2,978,429.28
January 2035 . . . . .	0.00	0.00	2,893,890.98
February 2035 . . . . .	0.00	0.00	2,810,891.42
March 2035 . . . . .	0.00	0.00	2,729,406.29
April 2035 . . . . .	0.00	0.00	2,649,411.61
May 2035 . . . . .	0.00	0.00	2,570,883.77
June 2035 . . . . .	0.00	0.00	2,493,799.52
July 2035 . . . . .	0.00	0.00	2,418,135.94
August 2035 . . . . .	0.00	0.00	2,343,870.45
September 2035 . . . . .	0.00	0.00	2,270,980.82
October 2035 . . . . .	0.00	0.00	2,199,445.13
November 2035 . . . . .	0.00	0.00	2,129,241.81
December 2035 . . . . .	0.00	0.00	2,060,349.57
January 2036 . . . . .	0.00	0.00	1,992,747.48
February 2036 . . . . .	0.00	0.00	1,926,414.91
March 2036 . . . . .	0.00	0.00	1,861,331.51
April 2036 . . . . .	0.00	0.00	1,797,477.27
May 2036 . . . . .	0.00	0.00	1,734,832.46
June 2036 . . . . .	0.00	0.00	1,673,377.64
July 2036 . . . . .	0.00	0.00	1,613,093.67
August 2036 . . . . .	0.00	0.00	1,553,961.70
September 2036 . . . . .	0.00	0.00	1,495,963.14
October 2036 . . . . .	0.00	0.00	1,439,079.71
November 2036 . . . . .	0.00	0.00	1,383,293.36
December 2036 . . . . .	0.00	0.00	1,328,586.36
January 2037 . . . . .	0.00	0.00	1,274,941.21
February 2037 . . . . .	0.00	0.00	1,222,340.68
March 2037 . . . . .	0.00	0.00	1,170,767.80
April 2037 . . . . .	0.00	0.00	1,120,205.87
May 2037 . . . . .	0.00	0.00	1,070,638.42
June 2037 . . . . .	0.00	0.00	1,022,049.23
July 2037 . . . . .	0.00	0.00	974,422.33
August 2037 . . . . .	0.00	0.00	927,741.99
September 2037 . . . . .	0.00	0.00	881,992.72
October 2037 . . . . .	0.00	0.00	837,159.24
November 2037 . . . . .	0.00	0.00	793,226.54
December 2037 . . . . .	0.00	0.00	750,179.81
January 2038 . . . . .	0.00	0.00	708,004.46
February 2038 . . . . .	0.00	0.00	666,686.14
March 2038 . . . . .	0.00	0.00	626,210.69
April 2038 . . . . .	0.00	0.00	586,564.20
May 2038 . . . . .	0.00	0.00	547,732.93

<u>Distribution Date</u>	<u>Classes CB and CD (in the aggregate)</u>	<u>Classes CP and CQ (in the aggregate)</u>	<u>Classes PK, PL, PM, PN and PQ (in the aggregate)</u>
June 2038 . . . . .	\$ 0.00	\$ 0.00	\$ 509,703.39
July 2038. . . . .	0.00	0.00	472,462.25
August 2038 . . . . .	0.00	0.00	435,996.42
September 2038 . . . . .	0.00	0.00	400,293.00
October 2038 . . . . .	0.00	0.00	365,339.26
November 2038 . . . . .	0.00	0.00	331,122.69
December 2038. . . . .	0.00	0.00	297,630.97
January 2039. . . . .	0.00	0.00	264,851.95
February 2039. . . . .	0.00	0.00	232,773.69
March 2039 . . . . .	0.00	0.00	201,384.40
April 2039. . . . .	0.00	0.00	170,672.50
May 2039 . . . . .	0.00	0.00	140,626.57
June 2039 . . . . .	0.00	0.00	111,235.37
July 2039. . . . .	0.00	0.00	82,487.83
August 2039 . . . . .	0.00	0.00	54,373.05
September 2039 . . . . .	0.00	0.00	26,880.30
October 2039 and thereafter . . . . .	0.00	0.00	0.00



**\$649,722,265**

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

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*Morgan Stanley  
Blaylock Robert Van, LLC*