



\$206,579,111<sup>(1)</sup>

## Government National Mortgage Association

### GINNIE MAE<sup>®</sup>

#### Guaranteed HECM MBS REMIC Pass-Through Securities and MX Securities

#### Ginnie Mae REMIC Trust 2010-H15

#### The Securities

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

#### The Ginnie Mae Guaranty

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

#### The Trust and its Assets

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

Class of REMIC Securities	Original Principal Balance(6)	Interest Rate	Principal Type(7)	Interest Type(7)	CUSIP Number	Final Distribution Date(8)
<b>Security Group 1</b>						
PT(2) . . . . .	\$ 80,939,650	(9)	HPT	HWAC/HZ/DLY	38375BDN9	August 2060
IF(2)(3) . . . . .	117,308,285	(9)	NTL (SC/HPT)	HWAC/IO/DLY	38375BDP4	April 2060
WI(2)(4) . . . . .	118,955,030	(9)	NTL (SC/HPT)	HWAC/IO/DLY	38375BEQ1	May 2060
<b>Security Group 2</b>						
AB . . . . .	74,043,150	3.75%	HPT	FIX/HZ	38375BDQ2	August 2060
FI . . . . .	74,043,150	(9)	NTL (HPT)	HWAC/IO/DLY	38375BDR0	August 2060
<b>Security Group 3</b>						
TP(2) . . . . .	51,315,889	5.15	HPT	FIX/HZ	38375BDS8	August 2060
IW(2)(5) . . . . .	127,249,875	(9)	NTL (SC/HPT)	HWAC/IO/DLY	38375BDT6	July 2060
<b>Residual</b>						
RR . . . . .	0	0.00	NPR	NPR	38375BDU3	August 2060

- (1) This amount includes the Class IF Deferred Interest Amount, the Class IW Deferred Interest Amount and the Class WI Deferred Interest Amount as of the Closing Date.
- (2) These Securities may be exchanged for MX Securities described in Schedule I to this Supplement.
- (3) Class IF is entitled to receive the Class IF Deferred Interest Amount, which amount equals \$57,605 as of the Closing Date and which amount is not included in the balance set forth in the table above.
- (4) Class WI is entitled to receive the Class WI Deferred Interest Amount, which amount equals \$112,423 as of the Closing Date and which amount is not included in the balance set forth in the table above.
- (5) Class IW is entitled to receive the Class IW Deferred Interest Amount, which amount equals \$110,394 as of the Closing Date and which amount is not included in the balance set forth in the table above.
- (6) Subject to increase as described under "Increase in Size" in this Supplement. The amount shown for each Notional Class (indicated by "NTL" under Principal Type) is its original Class Notional Balance and does not represent principal that will be paid.
- (7) As defined under "Terms Sheet — Class Types" in this Offering Circular Supplement or under "Class Types" in Appendix I to the Base Offering Circular, as applicable. The Class Notional Balance of each Notional Class will be either reduced or increased, as applicable, with the outstanding principal or notional balance of the related Trust Asset Group or Subgroup, as applicable.
- (8) See "Yield, Maturity and Prepayment Considerations — Final Distribution Date" in this Supplement.
- (9) See "Terms Sheet — Interest Rates" in this Supplement.

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

**See "Risk Factors" beginning on page S-9 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 August 30, 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.

## AVAILABLE INFORMATION

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

- this Offering Circular Supplement (this “Supplement”),
- the Base Offering Circular,
- the HECM MBS Base Prospectus dated October 1, 2007 (the “HECM MBS Base Prospectus”),
- each HECM MBS Prospectus Supplement relating to the HECM MBS (the “HECM MBS Prospectus Supplements,” together with the HECM MBS Base Prospectus, the “HECM MBS Disclosure Documents”) and
- in the case of the Securities related to the Subgroup 1B, 1C and 3B Trust Assets, each disclosure document relating to the Underlying Certificates (the “Underlying Certificate Disclosure Documents”).

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

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

Unless otherwise specifically defined herein, 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:** Barclays Capital Inc.

**Co-Sponsor:** Sandgrain Securities, Inc.

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

**Tax Administrator:** The Trustee

**Closing Date:** August 30, 2010

**Distribution Date:** The 20th day of each month or, if the 20th day is not a Business Day, the first Business Day thereafter, commencing in September 2010.

**Trust Assets:**

Trust Asset Group or Subgroup <sup>(1)</sup>	Trust Asset Type	Trust Asset Principal Balance or Notional Balance	Trust Asset Rate	Original Term To Maturity (in years)
1A	Ginnie Mae II <sup>(2)(3)</sup>	\$ 80,939,650	(4)	50
1B	Underlying Certificate	117,308,285	(6)	50
1C	Underlying Certificate	118,955,030	(6)	50
2	Ginnie Mae II <sup>(2)(5)</sup>	74,043,150	(4)	50
3A	Ginnie Mae II <sup>(2)(7)</sup>	51,315,889	5.15%	50
3B	Underlying Certificate	127,249,875	(6)	50

<sup>(1)</sup> The Group 1 and 3 Trust Assets each consist of subgroups, Subgroup 1A, Subgroup 1B and Subgroup 1C, and Subgroup 3A and Subgroup 3B, respectively (each, a “Subgroup”).

<sup>(2)</sup> The Subgroup 1A, Group 2 and Subgroup 3A Trust Assets are HECM MBS backed by participation interests (each, a “Participation”) in advances made to borrowers and related amounts in respect of home equity conversion mortgage loans (“HECMs”) insured by FHA. See “*The Trust Assets— The Participations and the HECMs*” in this Supplement. Certain additional information regarding the HECM MBS is set forth in Exhibit A to this Supplement.

<sup>(3)</sup> The Subgroup 1A Trust Assets consist of Ginnie Mae HECM MBS pool 730364.

<sup>(4)</sup> The HECM MBS Rate for each of the Subgroup 1A and Group 2 Trust Assets is the weighted average coupon of its related Participation interest rates (“WACR”). WACR constitutes the Weighted Average Coupon Rate for purposes of this Supplement. See “*The Trust Assets— The Trust MBS (Subgroup 1A, Group 2 and Subgroup 3A)*” in this Supplement. The interest rates of the Participations underlying the Subgroup 1A HECM MBS pool at issuance ranged from 5.24% to 5.56%. The interest rates of the Participations underlying the Group 2 HECM MBS pools at issuance ranged from 5.15% to 5.31%.

<sup>(5)</sup> The Group 2 Trust Assets consist of Ginnie Mae HECM MBS pools 710051 and 731470.

- (6) Certain information regarding the Underlying Certificates is set forth in Exhibits C, D and E to this Supplement.
- (7) The Subgroup 3A Trust Assets consist of Ginnie Mae HECM MBS pool 710050.

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

**Assumed Characteristics of the HECMs and the Participations Underlying the Subgroup 1A, Group 2 and Subgroup 3A Trust Assets:** The assumed characteristics of the HECMs and the Participations underlying the Subgroup 1A, Group 2 and Subgroup 3A Trust Assets are identified in Exhibit A to this Supplement. The assumed characteristics may differ, perhaps significantly, from the characteristics of the HECMs and the related Participations as of the date of issuance of the related HECM MBS, which characteristics are identified in the related HECM MBS Prospectus Supplement. There can be no assurance that the actual characteristics of the HECMs and the Participations underlying the Trust Assets will be the same as the assumed characteristics identified in Exhibit A to this Supplement. See Exhibits C and D to this Supplement for certain information regarding the characteristics of the HECMs included in the related Underlying Trust.

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

**Modification and Exchange:** If you own exchangeable Securities you will be able, upon notice and payment of an exchange fee, to exchange them for a proportionate interest in the related Securities shown on Schedule I to this Supplement. Under certain circumstances, Classes CP and PC will be subject to mandatory exchange, with no exchange fee, for their related REMIC Securities. See “*Description of the Securities — Modification and Exchange*” in this Supplement.

**Increased Minimum Denomination Classes:** Each Regular and MX Class. See “*Description of the Securities — Form of Securities*” in this Supplement.

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

The approximate initial Interest Rates for the Interest Only and HWAC Classes set forth below were calculated using the assumed characteristics of the HECMs and the Participations underlying the related Trust Assets set forth in Exhibits A and D, which are provided by the Sponsor as of August 1, 2010. The assumed characteristics include rounded weighted average gross coupons on the HECMs related to the Participations backing the Trust Assets. The actual initial Interest Rates for the Interest Only and HWAC Classes will be calculated based on the interest that accrues on each HECM, aggregated and then rounded to a different level of precision. Therefore the actual initial Interest Rates for the Interest Only and HWAC Classes may differ from the approximate initial Interest Rates set forth herein. Prior to the first Distribution Date, investors can obtain the actual initial Interest Rates for the Interest Only and HWAC Classes for the related Accrual Period from the Trustee’s website, [www.ctslink.com](http://www.ctslink.com).

Each of Classes CP and PC is an MX Class that is an HWAC Class that will accrue interest during each Accrual Period at an equivalent annualized rate derived by aggregating the accrued interest on its related REMIC Classes (or portions thereof) for such Accrual Period expressed as a percentage of its outstanding principal balance for such Accrual Period, subject to certain limitations as set forth under “*Description of the Securities — Modification and Exchange*” in this Supplement. The approximate initial Interest Rates

for Class CP and Class PC, which will be in effect for the first Accrual Period, are 7.75787% and 8.63312%, respectively.

**Class FI Interest Rate:** For any Distribution Date, a per annum rate equal to the product of (i) 12 multiplied by (ii) the quotient of (a) the excess, if any, of (I) the interest accrued for the Accrual Period immediately preceding such Distribution Date on the Group 2 Trust Assets over (II) the Class AB Interest Accrual Amount for such Distribution Date, divided by (b) the outstanding principal balance of the Group 2 Trust Assets as of the related Record Date for Class FI. The initial interest rate for Class FI will be approximately 1.44488%.

**Class IF Interest Rate:** For any Distribution Date, a per annum rate equal to the product of (i) 12 multiplied by (ii) the quotient of (a) interest accrued for the Accrual Period immediately preceding such Distribution Date on the Subgroup 1B Trust Assets, divided by (b) the Class IF Notional Balance as of the related Record Date. The initial interest rate for Class IF will be approximately 1.10653%.

**Class IW Interest Rate:** For any Distribution Date, a per annum rate equal to the product of (i) 12 multiplied by (ii) the quotient of (a) interest accrued for the Accrual Period immediately preceding such Distribution Date on the Subgroup 3B Trust Assets, divided by (b) the Class IW Notional Balance as of the related Record Date. The initial interest rate for Class IW will be approximately 1.05840%.

**Class PT Interest Rate:** For any Distribution Date, a per annum rate equal to the product of (i) 12 multiplied by (ii) the quotient of (a) interest accrued for the Accrual Period immediately preceding such Distribution Date on the Subgroup 1A Trust Assets, divided by (b) the Class PT Principal Balance as of the related Record Date. The initial interest rate for Class PT will be approximately 5.25907%.

**Class WI Interest Rate:** For any Distribution Date, a per annum rate equal to the product of (i) 12 multiplied by (ii) the quotient of (a) interest accrued for the Accrual Period immediately preceding such Distribution Date on the Subgroup 1C Trust Assets, divided by (b) the Class WI Notional Balance as of the related Record Date. The initial interest rate for Class WI will be approximately 1.21691%.

**Distributions:** On each Distribution Date, the following distributions will be made to the related Securities:

#### SECURITY GROUP 1

1. The Subgroup 1A Available Distribution Amount will be allocated in the following order of priority:

- a. To PT, up to the Class PT Interest Accrual Amount for such Distribution Date
- b. To PT, in reduction of its Class Principal Balance, until retired

2. The Subgroup 1B Available Distribution Amount will be allocated in the following order of priority:

- a. To IF, up to the Class IF Interest Accrual Amount for such Distribution Date
- b. To IF, until the Class IF Deferred Interest Amount is reduced to zero

3. The Subgroup 1C Available Distribution Amount will be allocated in the following order of priority:

- a. To WI, up to the Class WI Interest Accrual Amount for such Distribution Date
- b. To WI, until the Class WI Deferred Interest Amount is reduced to zero

## SECURITY GROUP 2

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

1. Concurrently, to AB and FI, pro rata based on their respective Interest Accrual Amounts, up to the Class AB Interest Accrual Amount and the Class FI Interest Accrual Amount for such Distribution Date
2. To AB, in reduction of its Class Principal Balance, up to the amount of the Class AB Principal Distribution Amount for such Distribution Date
3. To FI, until the Class FI Deferred Interest Amount is reduced to zero

## SECURITY GROUP 3

1. The Subgroup 3A Available Distribution Amount will be allocated in the following order of priority:
  - a. To TP, up to the Class TP Interest Accrual Amount for such Distribution Date
  - b. To TP, in reduction of its Class Principal Balance, until retired
2. The Subgroup 3B Available Distribution Amount will be allocated in the following order of priority:
  - a. To IW, up to the Class IW Interest Accrual Amount for such Distribution Date
  - b. To IW, until the Class IW Deferred Interest Amount is reduced to zero

**Available Distribution Amounts:** For Subgroup 1A, Group 2 and Subgroup 3A, with respect to each Distribution Date, the excess, if any, of (a) the sum of (i) the product of (A) the original principal amount of the related HECM MBS and (B) the Certificate Factor or Calculated Certificate Factor, as applicable, for the preceding Distribution Date and (ii) the interest accrued with respect to such HECM MBS for the related Accrual Period over (b) the product of (i) the original principal amount of such HECM MBS and (ii) the Certificate Factor or Calculated Certificate Factor, as applicable, for the current Distribution Date. For Subgroup 1B, Subgroup 1C and Subgroup 3B, with respect to each Distribution Date, the amounts received in respect of the Subgroup 1B Trust Assets, the Subgroup 1C Trust Assets and the Subgroup 3B Trust Assets, respectively, on such Distribution Date.

**Class AB Interest Accrual Amount:** For any Distribution Date, interest accrued during the related Accrual Period for such Distribution Date at the Interest Rate on the Class Principal Balance of Class AB as of the related Record Date. If, on any Distribution Date, the Class AB Interest Accrual Amount for such Distribution Date exceeds the amount distributed in respect of Class AB pursuant to step 1. under Security Group 2 in “Terms Sheet — Distributions” in this Supplement, such excess will be added to the Class Principal Balance of Class AB (the “Class AB Principal Balance”).

**Class AB Principal Distribution Amount:** For any Distribution Date, the product of (i) the excess, if any, of (a) the Group 2 Available Distribution Amount for such Distribution Date over (b) the sum of the Class AB Interest Accrual Amount and the Class FI Interest Accrual Amount for such Distribution Date, and (ii) the quotient of (a) the Class AB Principal Balance as of the related Record Date divided by (b) the outstanding principal balance of the Group 2 Trust Assets as of the related Record Date for Class AB.

**Class FI Deferred Interest Amount:** With respect to any Distribution Date, the excess, if any, of (i) the sum of all Class FI Interest Accrual Amounts for each Accrual Period ending before such Distribution Date over (ii) the sum of (a) all amounts distributed in respect of Class FI on all prior Distribution Dates plus (b) the amount distributed in respect of Class FI on such Distribution Date pursuant to step 1. under Security Group 2 in “Terms Sheet — Distributions” in this Supplement. After the occurrence of any Distribution Date in any month, the remaining Class FI Deferred Interest Amount can be calculated by subtracting the Class AB Principal Balance after giving effect to any principal distribution (or any addition) made with respect to such Class as of such Distribution Date from the outstanding principal balance of the Group 2 Trust Assets after giving effect to any payments or accruals

on the related HECM MBS as of such Distribution Date. On or about each Distribution Date, the Class FI Deferred Interest Amount is available on reports published by the Trustee on its website, [www.ctslink.com](http://www.ctslink.com).

**Class FI Interest Accrual Amount:** For any Distribution Date, interest accrued during the related Accrual Period for such Distribution Date at the Class FI Interest Rate on the Class Notional Balance of Class FI (the “Class FI Notional Balance”) as of the related Record Date.

**Class IF Deferred Interest Amount:** As of the Closing Date, \$57,605. With respect to any Distribution Date after the Closing Date, the excess, if any, of (i) the sum of the Class IF Deferred Interest Amount as of the Closing Date plus all Class IF Interest Accrual Amounts for each Accrual Period ending before such Distribution Date over (ii) the sum of (a) all amounts distributed in respect of Class IF on all prior Distribution Dates plus (b) the amount distributed in respect of Class IF on such Distribution Date pursuant to step 2.a. under Security Group 1 in “Terms Sheet — Distributions” in this Supplement. After the occurrence of any Distribution Date in any month, the remaining Class IF Deferred Interest Amount will be equal to the deferred interest amount with respect to the Subgroup 1B Trust Assets on such date. On or about each Distribution Date, the Class IF Deferred Interest Amount is available on reports published by the Trustee on its website, [www.ctslink.com](http://www.ctslink.com).

**Class IF Interest Accrual Amount:** For any Distribution Date, interest accrued during the related Accrual Period for such Distribution Date at the Class IF Interest Rate on the Class Notional Balance of Class IF (the “Class IF Notional Balance”) as of the related Record Date.

**Class PT Interest Accrual Amount:** For any Distribution Date, interest accrued during the related Accrual Period for such Distribution Date at the Class PT Interest Rate on the Class Principal Balance of Class PT as of the related Record Date. If, on any Distribution Date, the Class PT Interest Accrual Amount for such Distribution Date exceeds the amount distributed in respect of step 1.a. under Security Group 1 in “Terms Sheet — Distributions” in this Supplement, such excess will be added to the Class Principal Balance of Class PT (the “Class PT Principal Balance”).

**Class IW Deferred Interest Amount:** As of the Closing Date, \$110,394. With respect to any Distribution Date after the Closing Date, the excess, if any, of (i) the sum of the Class IW Deferred Interest Amount as of the Closing Date plus all Class IW Interest Accrual Amounts for each Accrual Period ending before such Distribution Date over (ii) the sum of (a) all amounts distributed in respect of Class IW on all prior Distribution Dates plus (b) the amount distributed in respect of Class IW on such Distribution Date pursuant to step 2.a. under Security Group 3 in “Terms Sheet — Distributions” in this Supplement. After the occurrence of any Distribution Date in any month, the remaining Class IW Deferred Interest Amount will be equal to the deferred interest amount with respect to the Subgroup 3B Trust Assets on such date. On or about each Distribution Date, the Class IW Deferred Interest Amount is available on reports published by the Trustee on its website, [www.ctslink.com](http://www.ctslink.com).

**Class IW Interest Accrual Amount:** For any Distribution Date, interest accrued during the related Accrual Period for such Distribution Date at the Class IW Interest Rate on the Class Notional Balance of Class IW (the “Class IW Notional Balance”) as of the related Record Date.

**Class TP Interest Accrual Amount:** For any Distribution Date, interest accrued during the related Accrual Period for such Distribution Date at the Interest Rate on the Class Principal Balance of Class TP as of the related Record Date. If, on any Distribution Date, the Class TP Interest Accrual Amount for such Distribution Date exceeds the amount distributed in respect of step 1.a. under Security Group 3 in “Terms Sheet — Distributions” in this Supplement, such excess will be added to the Class Principal Balance of Class TP (the “Class TP Principal Balance”).

**Class WI Deferred Interest Amount:** As of the Closing Date, \$112,423. With respect to any Distribution Date after the Closing Date, the excess, if any, of (i) the sum of the Class WI Deferred Interest Amount as of the Closing Date plus all Class WI Interest Accrual Amounts for each Accrual

Period ending before such Distribution Date over (ii) the sum of (a) all amounts distributed in respect of Class WI on all prior Distribution Dates plus (b) the amount distributed in respect of Class WI on such Distribution Date pursuant to step 3.a. under Security Group 1 in “Terms Sheet — Distributions” in this Supplement. After the occurrence of any Distribution Date in any month, the remaining Class WI Deferred Interest Amount will be equal to the deferred interest amount with respect to the Subgroup 1C Trust Assets on such date. On or about each Distribution Date, the Class WI Deferred Interest Amount is available on reports published by the Trustee on its website, www.ctslink.com.

**Class WI Interest Accrual Amount:** For any Distribution Date, interest accrued during the related Accrual Period for such Distribution Date at the Class WI Interest Rate on the Class Notional Balance of Class WI (the “Class WI Notional Balance”) as of the related Record Date.

**Class Types:** The following list contains abbreviations used to describe certain Class Types. Definitions of the Class Types are found below.

<u>Abbreviation</u>	<u>Class Types</u>
HPT . . . . .	HECM MBS Pass-Through Class
HWAC . . . . .	HECM MBS Weighted Average Coupon Class
HZ . . . . .	HECM MBS Accrual Class

**HECM MBS Accrual Class:** A HECM MBS Accrual Class (“HZ”) is a Class that is backed in whole or in part by Trust Assets consisting of HECM MBS on which interest accrues during any Accrual Period and all or a portion of the accrued interest is (a) distributable as interest up to the amount available in respect of the underlying HECM MBS and is (b) added to its Class Principal Balance on each Distribution Date to the extent that there is not available cashflow from such Trust Assets to distribute the total accrued interest. There are no Accretion Directed Classes associated with any HECM MBS Accrual Class.

**HECM MBS Pass-Through Class:** A HECM MBS Pass-Through Class (“HPT”) is a Class that is backed in whole or in part by Trust Assets consisting of HECM MBS that either individually or together with other Classes receives on each Distribution Date all, or substantially all, of the principal and/or interest payments received on the related Trust Assets and that is not a Strip or Sequential Pay Class.

**HECM MBS Weighted Average Coupon Class:** A HECM MBS Weighted Average Coupon Class (“HWAC”) is a Class that is backed in whole or in part by Trust Assets consisting of HECM MBS and whose Interest Rate is based on or determined by reference to a Weighted Average Coupon Rate as described in this Supplement.

**Notional Classes:** The Notional Classes will not receive distributions of principal based on their Class Notional Balances 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 or increases to that extent with, the outstanding principal or notional balance of the related Trust Asset Group or Subgroup indicated:

<u>Class</u>	<u>Original Class Notional Balance</u>	<u>Represents</u>
FI . . . . .	\$ 74,043,150	100% of the Group 2 Trust Assets
IF . . . . .	117,308,285*	100% of the Subgroup 1B Trust Assets
IW . . . . .	127,249,875*	100% of the Subgroup 3B Trust Assets
WI . . . . .	118,955,030*	100% of the Subgroup 1C Trust Assets

\* Does not include the related Deferred Interest Amount.

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

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

## RISK FACTORS

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

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

***It is uncertain when payments will be made in respect of securities backed by HECM MBS.*** The rate of voluntary prepayments and the occurrence of maturity events and Ginnie Mae issuer purchase events with respect to HECMs are uncertain. A borrower may prepay in whole or in part the outstanding balance of a HECM at any time without penalty, including any accrued interest thereon. No interest or principal is required to be paid by the borrower, however, until maturity, which generally occurs upon the occurrence of a maturity event. A Ginnie Mae issuer of a HECM MBS is permitted and obligated to purchase, under certain circumstances, all participations related to a HECM.

Because (i) it is uncertain whether a HECM borrower will choose to prepay amounts advanced in whole or in part, (ii) it is uncertain when any maturity event might occur, (iii) it is uncertain when amounts owed on a HECM will equal or exceed 98% of the maximum claim amount and (iv) it is uncertain whether a Ginnie Mae issuer will exercise any option to purchase any participation related to a HECM, it is uncertain when any amounts might be paid on securities backed by HECM MBS, and thus the yields on and weighted average lives of the securities backed by HECM MBS may differ substantially from an investor's

expectations. See "Risk Factors" and "Prepayment and Yield Considerations" in the HECM MBS Base Prospectus and "Yield, Maturity and Prepayment Considerations" in this supplement.

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

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

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

***HECM borrowers may choose or change to one of five payment plans, each of which has different prepayment characteristics that may affect the weighted average lives and yields of the securities.*** For example, line of credit payment plans may experience higher prepayment rates than other payment plans. To the extent that the HECMs include a large concentration of line of credit HECMs, such HECMs may experience higher prepayment rates. Higher prepayment rates will reduce, perhaps significantly, the weighted average lives of the securities. Reductions in the weighted average lives of the securities will affect the yields on the securities.

***A HECM that has been drawn up to its principal limit, or becomes drawn up to its principal limit early in its term, could result in a reduction of the weighted average lives of and yields on the related securities.*** A borrower's principal limit for a HECM represents the maximum disbursement that the borrower can receive under the HECM and is calculated, in part, on the basis of the maximum claim amount for such HECM. The maximum claim amount for a

HECM generally represents the lender's maximum insurance claim from HUD for such HECM. A HECM with a loan balance that is approaching or has reached its principal limit, or that is fully drawn early in its term, is likely to reach its maximum claim amount sooner than a HECM with significant remaining credit availability that is drawn over an extended period of time. When a HECM approaches its maximum claim amount, a mandatory purchase event or a 98% optional purchase event may occur. If a purchase of all participations relating to a HECM occurs under such a Ginnie Mae issuer purchase event, the purchase will result in a payment in respect of the related securities and will reduce the weighted average lives of such securities. Reductions in the weighted average lives of the securities will affect, perhaps significantly, the yields on the securities.

***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.

***The rates of reductions or increases in the notional balances and the deferred interest amounts of the underlying certificates will directly affect the rates of reductions or increases in the notional balances and the deferred interest amounts of the securities related to the subgroup 1B, 1C and 3B trust assets.*** The underlying certificates will be sensitive to the rate of payments of principal (including prepayments) of the related HECMs. This supplement contains no information as to whether the underlying certificates have performed as originally anticipated. Additional information as to the underlying certificates may be obtained by performing an analysis of the current class factors of and deferred interest amounts with respect to the underlying certificates in light of applicable

information contained in the underlying certificate disclosure documents.

***The securities may not be a suitable investment for you.*** The securities, especially classes IF, IW and WI and, in particular, classes CP and PC and the interest only 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 HECMs and the participations underlying the trust assets and the underlying certificates 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. Furthermore, certain of the assumed characteristics identified in Exhibit A and Exhibit D to this supplement, such as maximum claim amount and HECM MBS principal balance, are calculated on an aggregate basis which may cause results to differ, perhaps significantly, from those calculated using the actual characteristics of the trust assets on a HECM or participation level basis. As a result, the yields on your securities could be lower than you expected, even if the HECMs prepay at the constant prepayment rates set forth in the applicable table.

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

***Lack of publicly available information on the HECMs and the related participations underlying the trust assets may adversely affect the liquidity of your securities.*** Limited information will be made publicly available regarding the performance of the HECMs and the related participations underlying the trust assets after the closing date. The absence of publicly available information may affect your ability to sell your securities to prospective investors.

## THE TRUST ASSETS

### General

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

### The Trust MBS (Subgroup 1A, Group 2 and Subgroup 3A)

The Subgroup 1A, Group 2 and Subgroup 3A Trust Assets are HECM MBS guaranteed by Ginnie Mae, and are based on or backed by Participations in advances made to borrowers and related amounts in respect of HECMs. Each such HECM MBS will accrue interest at the interest rate for that HECM MBS for each accrual period (the “HECM MBS Rate”) as set forth in the related HECM MBS Disclosure Documents. The HECM MBS Rate is generally equal to the weighted average of the interest rates on the Participations (each, the “Participation Interest Rate”).

With respect to each Participation, the Participation Interest Rate generally equals the interest rate of the related HECM less the Servicing Fee Margin. The Servicing Fee Margin generally represents the amount of the servicing compensation payable to the Ginnie Mae Issuer and the Ginnie Mae guaranty fee. However, the Servicing Fee Margin will vary depending on whether the servicing compensation for the HECM is paid on a flat monthly fee arrangement or as a portion of the mortgage interest rate.

Amounts accrued on each HECM MBS in respect of interest each month will equal the product of (i) one-twelfth of the HECM MBS Rate and (ii) the unpaid and outstanding principal amount of such HECM MBS at the end of the prior month. Each month the accrued interest with respect to each HECM MBS will be added to the then outstanding principal balance of such HECM MBS. There are no scheduled payments of interest. It is generally anticipated that no payment in respect of any HECM MBS will be paid until the occurrence of a maturity event, or in the event that a borrower makes a voluntary prepayment in whole or in part of the outstanding principal balance of the related HECM or a Ginnie Mae Issuer purchase event occurs.

The HECM MBS Disclosure Documents may be obtained from the Information Agent as described under “Available Information” in this Supplement. Investors are cautioned that material changes in facts and circumstances may have occurred since the date of the HECM MBS Disclosure Documents, including changes in prepayment rates, prevailing interest rates and other economic factors, which

may limit the usefulness of, and be directly contrary to the assumptions used in preparing the information included in, the offering document.

The Participations and the related HECMs are further described in the tables in the Terms Sheet hereof and in Exhibit A to this Supplement. Exhibit A also sets forth information regarding approximate loan ages of the related HECMs and weighted average information regarding various characteristics of the HECMs relating to the Participations underlying the related HECM MBS.

### **The Underlying Certificates (Subgroups 1B, 1C and 3B)**

The Subgroup 1B, 1C and 3B Trust Assets are Underlying Certificates that represent beneficial ownership interests in one or more separate trusts, the assets of which evidence direct or indirect beneficial ownership interests in certain Ginnie Mae Certificates. Each Underlying Certificate constitutes all or a portion of a class of a Series of certificates described in the related Underlying Certificate Disclosure Document, excerpts of which are attached as Exhibit E to this Supplement. Each Underlying Certificate Disclosure Document may be obtained from the Information Agent as described under “Available Information” in this Supplement. Investors are cautioned that material changes in facts and circumstances may have occurred since the date of each Underlying Certificate Disclosure Document, including changes in prepayment rates, prevailing interest rates and other economic factors, which may limit the usefulness of, and be directly contrary to the assumptions used in preparing the information included in, the offering document. *See “Underlying Certificates” in the Base Offering Circular.*

Each Underlying Certificate provides for monthly distributions and is further described in the tables contained in Exhibits C and D to this Supplement. The tables also set forth information regarding approximate weighted average HECM age and gross coupon of the HECMs underlying the related Underlying Certificate.

### **The Participations and the HECMs**

The Participations and the related HECMs underlying the Subgroup 1A, Group 2 and Subgroup 3A Trust Assets are expected to have, on a weighted average basis, the characteristics set forth in Exhibit A and the general characteristics described in the Base Offering Circular and the HECM MBS Disclosure Documents. The Participations and the related HECMs underlying the Underlying Certificates are expected to have, on a weighted average basis, the characteristics set forth in Exhibits C and D to this Supplement. The Participations are related to interests in advances made to borrowers and related amounts in respect of first lien, single-family, fixed-rate residential HECM loans insured by the Federal Housing Administration. *See “The Ginnie Mae Certificates— General” in the Base Offering Circular.*

HECM borrowers may choose one of five payment plans and may change payment plans at any time as long as the outstanding principal balance does not exceed the principal limit. The “tenure” payment plan guarantees that the borrower will receive equal monthly payments for so long as the property remains the borrower’s principal residence. The “term” payment plan guarantees that the borrower will receive monthly payments for a fixed term of months as selected by the borrower. The “line of credit” payment plan allows the borrower to draw up to the available line of credit and in amounts of the borrower’s choosing. The “modified tenure” payment plan allows the borrower to set aside a portion of loan proceeds as a line of credit and receive the remaining balance in the form of equal monthly payments. The “modified term” payment plan allows the borrower to set aside a portion of the loan proceeds as a line of credit and receive the remaining balance as equal monthly payments for a fixed period of time selected by the borrower. Each payment plan is designed so that no repayments of principal or interest are required until a maturity event occurs. Any HECM may be prepaid in whole or in part at any time without penalty under each of the five payment plans. *See “Risk Factors— HECM borrowers may choose or change to one of five payment plans, each of which has different prepayment characteristics that may affect the weighted average lives and yields of the securities” in this Supplement.*

Specific information regarding the individual characteristics of the Participations and the related HECMs is not available. For purposes of this Supplement, certain assumptions have been made regarding the characteristics of the Participations and the related HECMs. However, the actual characteristics of many of the Participations and the related HECMs will differ from the characteristics assumed, perhaps significantly. This will be the case even if the weighted average characteristics of the Participations and the related HECMs are the same as the assumed characteristics. Small differences in the characteristics of the Participations and the related HECMs can have a significant effect on the Weighted Average Lives and yields of the Securities. See *“Terms Sheet — Assumed Characteristics of the HECMs and the Participations underlying the Trust Assets,” “Risk Factors,” “Yield, Maturity and Prepayment Considerations” and Exhibit A in this Supplement.*

### **The Trustee Fee**

The Sponsor will contribute certain Ginnie Mae Certificates in respect of the Trustee Fee. On each Distribution Date, the Trustee will retain all principal and interest distributions received on such Ginnie Mae Certificates in payment of the Trustee 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 will be issued in minimum dollar denominations of initial principal or notional balance of \$100,000.

## **Distributions**

Distributions on the Securities will be made on each Distribution Date as specified under “Terms Sheet — Distribution Date” in this Supplement. On each Distribution Date for a Security, or in the case of the Certificated Securities, on the first Business Day after the related Distribution Date, the Available Distribution Amount will be distributed to the related Holders of record as of the related Record Date. 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 or accrued as described under “Terms Sheet — Distributions” in this Supplement.

- Interest will be calculated on the basis of a 360-day year consisting of twelve 30-day months.
- Interest distributable or accrued 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.

### *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 in this Supplement to describe the interest entitlements of the Classes are explained in the Terms Sheet and under “Class Types” in Appendix I to the Base Offering Circular.

### *Accrual Period*

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

### *Fixed Rate Classes*

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

### *HECM MBS Weighted Average Coupon Classes*

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

The interest that will be distributed or accrued, as applicable, on each HECM MBS Weighted Average Coupon Class will be limited by the interest that is distributed or accrued in respect of the related Trust Assets.

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

### *HECM MBS Accrual Classes*

Each of Classes AB, PT and TP is a HECM MBS Accrual Class. Interest will accrue on each HECM MBS Accrual Class and be distributed as described under “Terms Sheet — HECM MBS Accrual Class” in this Supplement.

### *Deferred Interest Amounts*

Any interest accrued and unpaid on a Notional Class during the Accrual Period for any Distribution Date that is not distributed because of an insufficiency in the related Available Distribution Amount for such Distribution Date increases the related Deferred Interest Amount for such Notional Class. Any such amounts distributable to the Holders of a Notional Class will be paid no later than the Final Distribution Date of such Notional Class.

### **Principal Distributions**

Amounts distributable in respect of principal will be distributed to the Holders entitled thereto as described under “Terms Sheet — Distributions” 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 in this Supplement to describe the principal entitlements of the Classes are explained in the Terms Sheet and under “Class Types” in Appendix I to the Base Offering Circular.

### *Notional Classes*

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

### **Residual Securities**

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

### **Class Factors**

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

- The Class Factor for any Class of Securities for each month following the issuance of the Securities will reflect its remaining Class Principal Balance (or Class Notional Balance) after giving effect to any principal distribution (or addition to principal) to be made or any addition to or 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.
- Investors may obtain current Class Factors on e-Access.

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

## **Termination**

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

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 (including any related Deferred Interest Amount). The Residual Holders will be entitled to their pro rata share of any assets remaining in the Trust REMICs after payment in full of the amounts described in the foregoing sentence. However, any remaining assets are not likely to be significant.

## **Modification and Exchange**

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

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

Each of Classes CP and PC is a HECM MBS Weighted Average Coupon Class that will accrue interest as described under “Terms Sheet — Interest Rates” in this Supplement. In the event that the Interest Rate of any such MX Class will equal or exceed 1,200% per annum for any Accrual Period, the Trustee will, prior to the close of business on the last Business Day of the calendar month immediately preceding the related Distribution Date, effect a mandatory exchange of that MX Class for its related REMIC Securities. Thereafter, no further exchanges of such REMIC Securities will be permitted.

A Beneficial Owner proposing to effect an exchange must notify the Trustee through the Beneficial Owner’s Book-Entry Depository participant. This notice must be received by the Trustee not later than two Business Days before the proposed exchange date. The exchange date can be any Business Day other than the last Business Day of the month. The notice must contain the outstanding principal and notional balances of the Securities to be included in the exchange and the proposed exchange date. The notice is required to be delivered to the Trustee by email to GNMAExchange@wellsfargo.com or in writing at its Corporate Trust Office at 45 Broadway, 12th Floor, New York, New York 10006, Attention: Trust Administrator Ginnie Mae 2010-H15. 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); provided, however, that no fee will be payable in respect of a mandatory exchange described above. 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 HECMs will affect the Weighted Average Lives of and the yields realized by investors in the related Securities.

- The rate of principal payments (including prepayments or partial payments) of the HECMs relating to the Participations underlying the Securities and the Underlying Certificates depends on a variety of economic, geographic, social and other factors, including prevailing market interest rates, home values and borrower mortality, and will affect the Weighted Average Lives and yields realized by investors in the related Securities. HECMs may respond differently than traditional forward mortgage loans to the factors that influence prepayment.

With respect to the related Trust MBS, the occurrence of any of the following events with respect to a HECM related to the Participations underlying the related HECM MBS (each a “Maturity Event”) will result in the holders of the Securities being entitled to a distribution of principal:

- if a borrower dies and the property is not the principal residence of at least one surviving borrower,
- if a borrower conveys all of his or her title in the mortgaged property and no other borrower retains title to the mortgaged property,
- if the mortgaged property ceases to be the principal residence of a borrower for reasons other than death and the mortgaged property is not the principal residence of at least one surviving borrower,
- if a borrower fails to occupy the mortgaged property for a period of longer than 12 consecutive months because of physical or mental illness and the mortgaged property is not the principal residence of at least one other borrower, or
- if a borrower fails to perform any of its obligations under the HECM (for example, the failure of the borrower to make certain agreed upon repairs to the mortgaged property or the failure of the borrower to pay taxes and hazard insurance premiums).

Generally, a HECM is not repaid immediately upon the occurrence of a Maturity Event, but continues to accrue interest until the liquidation of the related mortgaged property and the repayment of the HECM by the borrower or the receipt of insurance proceeds from FHA. Any resulting shortfall to investors in the related Securities with respect to any Participations in the related HECM will be covered by Ginnie Mae pursuant to its guaranty of the Securities.

A Ginnie Mae Issuer is obligated to purchase all Participations related to a HECM when the outstanding principal amount of the related HECM is equal to or greater than 98% of the “Maximum Claim Amount,” and a Ginnie Mae Issuer has the option to purchase all Participations related to a HECM to the extent that any borrower’s request for an additional advance in respect of any HECM, if funded,

together with the outstanding principal amount of the related HECM is equal to or greater than 98% of the “Maximum Claim Amount” or when a HECM becomes, and continues to be, due and payable in accordance with its terms, as applicable (any such purchase referred to herein as a “Ginnie Mae Issuer Purchase Event”). In connection with such repurchase, the Ginnie Mae Issuer will pay an amount (the “Release Price”) equal to the outstanding principal amount of all of the Participations related to such HECMs, and Ginnie Mae will relinquish all right, title and interest it has in the HECMs and the related Participations. With respect to each Participation, the “outstanding principal amount” of such Participation is the original principal amount of such Participation as of the related Issue Date of the related HECM MBS, increased by the Accrued Interest with respect to such Participation and decreased by any payments made in respect of such Participation. For purposes of determining the Release Price, the “Accrued Interest” with respect to any Participation is the aggregate interest accrued, compounded on a monthly basis, allocable to the Participation at the related Participation Interest Rate for each month (in each case, after taking into account any payments made in reduction of such Participation) from and including the Issue Date through the last day of the reporting month (as such term is defined in the Ginnie Mae guaranty agreement for the related HECM MBS) in which the Participation is to be purchased. The Participations relating to the HECM must be purchased by the Ginnie Mae Issuer at the end of the reporting month in which the outstanding principal balance of the HECM equals or exceeds 98% of the Maximum Claim Amount for such HECM. The Release Price will be passed through to the related securityholders on the Distribution Date following the month in which such Ginnie Mae Issuer Purchase Event occurs.

Additional draws on HECMs will increase the rate at which HECMs will reach their Maximum Claim Amounts. Any payment in respect of the Securities resulting from a Ginnie Mae Issuer Purchase Event will reduce the Weighted Average Lives of such Securities and will affect, perhaps significantly, the yields on the related Securities.

The occurrence of voluntary prepayments by a borrower, Maturity Events and Ginnie Mae Issuer Purchase Events will accelerate the distribution of principal of the Securities. Because (i) it is uncertain whether a HECM borrower will choose to prepay amounts advanced in whole or in part, (ii) it is uncertain when any Maturity Event might occur, (iii) it is uncertain when amounts owed on a HECM will equal or exceed 98% of the Maximum Claim Amount and (iv) it is uncertain whether a Ginnie Mae Issuer will exercise any option to purchase any Participation related to a HECM, it is uncertain when any amounts might be paid on securities backed by Participations in HECMs. Investors in the Securities are urged to review the discussion under “Risk Factors — *It is uncertain when payments will be made in respect of securities backed by HECM MBS*” in this Supplement and also the HECM MBS Disclosure Documents.

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

Investors in the Securities related to the Subgroup 1B, 1C and 3B Trust Assets are urged to review the discussion under “Risk Factors — *The rates of reductions or increases in the notional balances and the deferred interest amounts of the underlying certificates will directly affect the rates of reductions or increases in the notional balances and the deferred interest amounts of the securities related to the subgroup 1B, 1C and 3B trust assets*” in this Supplement.

### **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. In the case of each Notional Class, the related Deferred Interest Amount will be reduced to zero no later than the Final Distribution Date for such Notional Class.

- The actual retirement of any Class may occur earlier than its Final Distribution Date.

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

### **Modeling Assumptions**

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

1. The HECMs and related Participations underlying the Subgroup 1A, Group 2 and Subgroup 3A Trust Assets have the assumed characteristics shown in Exhibit A, and the HECMs and related Participations underlying the Subgroup 1B, 1C and 3B Trust Assets have the assumed characteristics shown in Exhibit D.

2. The HECMs prepay at the constant percentages of the prepayment curve (described below and in Exhibit B) shown in the related table.

3. Draw activity occurs on the first day of the month and payments on the HECMs occur on the last day of the month, whether or not a Business Day, commencing in August 2010.

4. Distributions, if any, on the Securities are always received on the 20th day of the month, whether or not a Business Day, commencing in September 2010.

5. A termination of the Trust or the Underlying Trusts does not occur.

6. The Closing Date for the Securities is August 30, 2010.

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

8. Distributions on the Underlying Certificates are made as described in the Underlying Certificate Disclosure Documents.

9. No draws occur with respect to any line of credit HECMs.

10. If a mandatory Ginnie Mae Issuer Purchase Event occurs with respect to a HECM, the purchase of the related Participation timely occurs. No optional Ginnie Mae Issuer Purchaser Events occur.

11. The original term of the HECMs is 50 years.

12. No borrower changes payment plans.

13. Each Class is held from the Closing Date and is not exchanged in whole or in part, including that there are no mandatory exchanges of Classes CP or PC.

14. Draws occur each month in respect of the Monthly Servicing Fee, if any, as set forth on Exhibits A or D, as applicable. No draws occur in respect of any set asides for property charges (such as taxes, hazard insurance, ground rents or assessments) or repairs.

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 HECMs will not have the characteristics assumed, many Distribution Dates will occur on a Business Day after the 20th of the month, draw activity and prepayments, if any, will occur throughout the month, draws will occur in respect of set asides for property charges and repairs 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 is based on a prepayment curve (“PPC”) consisting of a series of Constant Prepayment Rates (“CPRs”). CPR is the standard prepayment assumption model of The Securities Industry and Financial Markets Association. CPR represents a constant rate of prepayment on the HECMs each month relative to the then outstanding aggregate principal balance of the HECMs for the life of those HECMs. See “Yield, Maturity and Prepayment Considerations— Standard Prepayment Assumption Models” in the Base Offering Circular.

The PPC is based on the CPR percentage in effect beginning on each Distribution Date as indicated in Exhibit B.

The decrement tables set forth below are based on the assumption that the HECMs prepay at the indicated percentages of PPC (the “PPC Prepayment Assumption Rates”). As used in the tables, each of the PPC Prepayment Assumption Rates reflects a percentage of the 100% PPC assumed prepayment curve. **The HECMs will not prepay at any of the PPC Prepayment Assumption Rates, and the timing of changes in the rate of prepayments actually experienced on the HECMs will not follow the pattern described for the PPC 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 HECMs prepay at the PPC Prepayment Assumption Rates set forth in such tables. 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 PPC 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 based on its Class Notional Balance 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 and further does not factor in any entitlement to the applicable Deferred Interest Amount. See the footnotes below related to the decrement tables for each Notional Class.

**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 HECMs related to the Participations 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  
PPC Prepayment Assumption Rates**

Distribution Date	Class IF <sup>2</sup>					Class PC					Class PT					Class WI <sup>2</sup>					
	0%	75%	100%	125%	150%	0%	75%	100%	125%	150%	0%	75%	100%	125%	150%	0%	75%	100%	125%	150%	
Initial Percent . . . . .	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
August 2011 . . . . .	106	101	100	98	97	109	103	102	101	100	105	103	102	101	100	105	102	100	99	98	98
August 2012 . . . . .	111	99	95	92	88	118	102	99	95	92	111	101	98	95	92	111	100	96	93	89	89
August 2013 . . . . .	118	96	89	83	77	129	99	93	87	82	117	98	93	87	82	117	96	90	84	78	78
August 2014 . . . . .	124	91	81	73	65	140	94	85	77	70	123	94	85	77	69	124	92	82	74	66	66
August 2015 . . . . .	131	85	73	62	53	151	89	77	67	57	130	88	77	67	57	130	86	74	63	54	54
August 2016 . . . . .	113	65	53	43	35	161	82	68	56	46	137	82	68	56	46	137	79	65	53	43	43
August 2017 . . . . .	120	59	46	35	27	174	76	59	46	36	144	75	59	46	36	145	73	57	44	33	33
August 2018 and thereafter . . . . .	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) . . . . .	7.1	6.3	5.8	5.3	4.9	7.2	6.6	6.1	5.6	5.2	7.2	6.6	6.1	5.6	5.2	7.1	6.4	5.9	5.4	5.0	5.0

\* The decrement table for Class IF reflects only the Class IF Notional Balance at various rates of PPC. In addition to the current interest accrual amount on the Class IF Notional Balance at the Class IF Interest Rate, Class IF is entitled to the Class IF Deferred Interest Amount. No representation is made about the timing of distributions of the Class IF Deferred Interest Amount other than that such amount will be paid no later than the Final Distribution Date for Class IF.

\*\* The decrement table for Class WI reflects only the Class WI Notional Balance at various rates of PPC. In addition to the current interest accrual amount on the Class WI Notional Balance at the Class WI Interest Rate, Class WI is entitled to the Class WI Deferred Interest Amount. No representation is made about the timing of distributions of the Class WI Deferred Interest Amount other than that such amount will be paid no later than the Final Distribution Date for Class WI.

**Security Group 2  
PPC Prepayment Assumption Rates**

Distribution Date	Class AB					Class FI <sup>1</sup>				
	0%	75%	100%	125%	150%	0%	75%	100%	125%	150%
Initial Percent . . . . .	100	100	100	100	100	100	100	100	100	100
August 2011 . . . . .	104	102	101	101	100	105	103	102	101	100
August 2012 . . . . .	108	101	98	95	93	111	102	99	96	93
August 2013 . . . . .	112	98	92	87	82	117	99	93	88	82
August 2014 . . . . .	116	93	85	77	70	123	94	86	78	70
August 2015 . . . . .	121	88	77	67	58	130	88	77	67	58
August 2016 . . . . .	125	81	68	56	46	136	82	68	57	47
August 2017 . . . . .	130	75	59	47	36	144	75	60	47	36
August 2018 and thereafter . . . . .	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years) . . . . .	7.3	6.6	6.1	5.6	5.2	7.3	6.6	6.1	5.6	5.2

\* The decrement table for Class FI reflects only the Class FI Notional Balance at various rates of PPC. In addition to the current interest accrual amount on the Class FI Notional Balance at the Class FI Interest Rate, Class FI is entitled to the Class FI Deferred Interest Amount. No representation is made about the timing of distributions of the Class FI Deferred Interest Amount other than that such amount will be paid no later than the Final Distribution Date for Class FI.

**Security Group 3  
PPC Prepayment Assumption Rates**

Distribution Date	Class CP					Class IW <sup>1</sup>					Class TP				
	0%	75%	100%	125%	150%	0%	75%	100%	125%	150%	0%	75%	100%	125%	150%
Initial Percent . . . . .	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
August 2011 . . . . .	108	103	102	101	100	105	102	101	100	98	105	102	102	101	100
August 2012 . . . . .	117	102	99	95	92	111	100	97	94	90	111	101	98	95	92
August 2013 . . . . .	126	99	93	87	81	117	97	91	85	79	117	98	92	87	81
August 2014 . . . . .	135	94	85	77	69	123	92	83	75	67	123	93	85	77	69
August 2015 . . . . .	146	88	77	66	57	130	87	75	65	55	129	88	76	66	57
August 2016 . . . . .	157	82	68	56	46	137	80	66	54	44	136	81	68	56	46
August 2017 . . . . .	169	75	59	46	36	144	73	58	45	34	143	74	59	46	36
August 2018 and thereafter . . . . .	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years) . . . . .	7.4	6.7	6.2	5.7	5.3	7.1	6.4	5.9	5.5	5.1	7.5	6.7	6.2	5.7	5.3

\* The decrement table for Class IW reflects only the Class IW Notional Balance at various rates of PPC. In addition to the current interest accrual amount on the Class IW Notional Balance at the Class IW Interest Rate, Class IW is entitled to the Class IW Deferred Interest Amount. No representation is made about the timing of distributions of the Class IW Deferred Interest Amount other than that such amount will be paid no later than the Final Distribution Date for Class IW.

## Yield Considerations

An investor seeking to maximize yield should make a decision whether to invest in any Regular or MX Class based on the anticipated yield of that Class resulting from its purchase price, the investor's own projection of Maturity Events in respect of the HECMs related to the Participations underlying the HECM MBS, the investor's own projection of prepayments in respect of the HECMs related to the Participations underlying the HECM MBS, the investor's own projection of the occurrence of any Ginnie Mae Issuer Purchase Events, the investor's own projection of draw activity with respect to the HECMs and, in the case of Securities related to the Subgroup 1B, 1C and 3B Trust Assets, the investor's own projection of rates of reductions or increases in notional balances and deferred interest amounts on the Underlying Certificates under a variety of scenarios. **No representation is made regarding Maturity Events or prepayments in respect of the HECMs related to the Participations underlying the HECM MBS, the occurrence of any Ginnie Mae Issuer Purchase Events, draw activity with respect to the HECMs, Underlying Certificate rates of reductions or increases in notional balances and deferred interest amounts or the yield on any Class.**

### *Prepayments: Effect on Yields*

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

- In the case of Regular Securities or MX Securities purchased at a premium (especially the Interest Only Classes), faster than anticipated rates of principal payments could result in actual yields to investors that are lower than the anticipated yields.
- Investors in the Interest Only Classes should also consider the risk that rapid rates of principal payments could result in the failure of investors to recover fully their investments.
- In the case of Regular Securities or MX Securities purchased at a discount, slower than anticipated rates of principal payments could result in actual yields to investors that are lower than the anticipated yields.
- Investors in Class CP and Class PC should consider that differing rates of reduction in the related REMIC Securities will ultimately cause such Classes to be exchanged for the related REMIC Securities (consisting primarily or exclusively of an Interest Only Class). In certain instances, Class CP and Class PC will become Interest Only Classes over time prior to such exchange.

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

Rapid rates of prepayments on the HECMs 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 HECMs 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 HECMs will not prepay at any constant rate until maturity, nor will all of the HECMs underlying any Trust Asset Group or Subgroup 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 HECMs, 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 of the Fixed Rate Class and Delay Classes*

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

**Yield Tables**

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

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

The yields were calculated by

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

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

The information set forth in the following tables was prepared on the basis of the Modeling Assumptions and the assumption that the purchase price of each Class (expressed as a percentage of its original Class Notional Balance) plus accrued interest is as indicated in the related table. **The assumed purchase price is not necessarily that at which actual sales will occur.**

**SECURITY GROUP 1**

**Sensitivity of Class IF to Prepayments  
Assumed Price 5.25%\***

<b>PPC Prepayment Assumption Rates</b>			
<b>75%</b>	<b>100%</b>	<b>125%</b>	<b>150%</b>
8.9%	6.3%	3.6%	0.7%

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

**Sensitivity of Class WI to Prepayments  
Assumed Price 5.75%\***

PPC Prepayment Assumption Rates			
<u>75%</u>	<u>100%</u>	<u>125%</u>	<u>150%</u>
9.7%	7.4%	4.8%	2.2%

**SECURITY GROUP 2**

**Sensitivity of Class FI to Prepayments  
Assumed Price 6.5%\***

PPC Prepayment Assumption Rates			
<u>75%</u>	<u>100%</u>	<u>125%</u>	<u>150%</u>
11.4%	9.5%	7.4%	5.1%

**SECURITY GROUP 3**

**Sensitivity of Class IW to Prepayments  
Assumed Price 5.0%\***

PPC Prepayment Assumption Rates			
<u>75%</u>	<u>100%</u>	<u>125%</u>	<u>150%</u>
9.8%	7.6%	5.2%	2.7%

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

**CERTAIN FEDERAL INCOME TAX CONSEQUENCES**

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

**U.S. Treasury Circular 230 Notice**

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

**REMIC Elections**

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

## **Regular Securities**

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

The Notional and HECM MBS Accrual Classes of Regular Securities will be issued with original issue discount (“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, among other things, in determining the rates of accrual of OID on the Regular Securities is 100% PPC (as described in “Yield, Maturity and Prepayment Considerations” in this Supplement). No representation is made, however, about the rate at which prepayments on the HECMs underlying the Participations actually will occur. See *“Certain Federal Income Tax Consequences” in the Base Offering Circular.* In view of the complexities as to the manner of inclusion in income of OID on the Regular Securities, investors should consult their own tax advisors to determine the appropriate amount and method of inclusion in income of OID on the Regular Securities for federal income tax purposes.

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 as described in “Certain Federal Income Tax Consequences” in the Base Offering Circular.

## **Residual Securities**

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

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

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

## **MX Securities**

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

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

## **ERISA MATTERS**

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

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

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

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

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

## **LEGAL INVESTMENT CONSIDERATIONS**

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

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

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

## **PLAN OF DISTRIBUTION**

Subject to the terms and conditions of the Sponsor Agreement, the Sponsor has agreed to purchase all of the Securities if any are sold and purchased. The Sponsor proposes to offer each Class to the public from time to time for sale in negotiated transactions at varying prices to be determined at the time of sale,

plus accrued interest from August 1, 2010 on the Regular and MX Classes. The Sponsor may effect these transactions by sales to or through certain securities dealers. These dealers may receive compensation in the form of discounts, concessions or commissions from the Sponsor and/or commissions from any purchasers for which they act as agents. Some of the Securities may be sold through dealers in relatively small sales. In the usual case, the commission charged on a relatively small sale of securities will be a higher percentage of the sales price than that charged on a large sale of securities.

#### **INCREASE IN SIZE**

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

#### **LEGAL MATTERS**

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

Available Combinations(1)

Class	REMIC Securities		MX Securities					Final Distribution Date(4)
	Original Class Principal Balance/Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	
<b>Security Group 1</b>								
Combination 1								
PT	\$ 80,939,650	PC(5)	\$81,109,678(6)	SC/HPT	(8)	HWAC/HZ/DLY	38375BDV1	August 2060
IF	117,308,285							
WI	118,955,030							
<b>Security Group 3</b>								
Combination 2								
TP	\$ 51,315,889	CP(5)	\$51,426,283(7)	SC/HPT	(8)	HWAC/HZ/DLY	38375BDW9	August 2060
IW	127,249,875							

- (1) All exchanges must comply with minimum denominations restrictions.
- (2) The amount shown for each MX Class represents the maximum Original Class Principal Balance of that Class, assuming it were to be issued on the Closing Date.
- (3) As defined under "Class Types" in the Terms Sheet or in Appendix I to the Base Offering Circular.
- (4) See "Yield, Maturity and Prepayment Considerations — Final Distribution Date" in this Supplement.
- (5) In the event that the Interest Rate of this MX Class will equal or exceed 1,200% per annum for any Accrual Period, the Trustee will, prior to the close of business on the last Business Day of the calendar month immediately preceding the related Distribution Date, effect a mandatory exchange of this MX Class for its related REMIC Securities and, thereafter, no further exchanges of such REMIC Securities will be permitted.
- (6) The Class Principal Balance of Class PC includes the Class IF Deferred Interest Amount and the Class WI Deferred Interest Amount as of the Closing Date. On any Distribution Date, the Class Principal Balance of Class PC will increase or decrease to the extent of any increase or decrease in the Class IF Deferred Interest Amount, the Class WI Deferred Interest Amount or the Class PT Principal Balance.
- (7) The Class Principal Balance of Class CP includes the Class IW Deferred Interest Amount as of the Closing Date. On any Distribution Date, the Class Principal Balance of Class CP will increase or decrease to the extent of any increase or decrease in the Class IW Deferred Interest Amount or the Class TP Principal Balance.
- (8) The Interest Rate will be calculated as described under "Terms Sheet — Interest Rates" in this Supplement.

**Assumed Characteristics of the HECMs and the Participations Underlying the Subgroup 1A, Group 2 and Subgroup 3A Trust Assets(1)**

Trust Asset Group or Subgroup	Payment Plan	HECM MBS Principal Balance	HECM Loan Balance	Weighted Average HECM Age (in months)	HECM Interest Type	Approximate Weighted Average Gross Coupon(2)	MIP Fee(3)	Servicing Fee Margin(4)	Monthly Servicing Fee(5)	Available Line of Credit(6)	Maximum Claim Amount(7)	Pool Number	HECM MBS Issue Date
1A	Line of Credit	\$80,939,650.00	\$80,939,650.00	1	FIX	5.59007%	0.50%	0.25000%	(8)	\$0.00	\$126,945,816.00	730364	August 2010
2	Line of Credit	49,028,344.00	49,028,344.00	0	FIX	5.49000	0.50	0.34000	(8)	0.00	76,968,930.00	710051	August 2010
2	Line of Credit	25,014,806.00	25,014,806.00	1	FIX	5.53285	0.50	0.25000	(8)	0.00	39,742,900.00	731470	August 2010
3A	Line of Credit	51,315,889.00	51,315,889.00	1	FIX	5.49000	0.50	0.34000	(8)	0.00	81,625,905.00	710050	August 2010

- (1) The information in this Exhibit A is provided by the Sponsor as of August 1, 2010. It is based on information regarding the HECMs related to the Participations underlying the Ginnie Mae HECM MBS Trust Assets.
- (2) The Approximate Weighted Average Gross Coupon is the weighted average of the interest rates of each HECM, weighted by each HECM's principal balance as of August 1, 2010.
- (3) The MIP Fee is charged for FHA mortgage insurance. The MIP Fee is the monthly mortgage insurance premium ("MIP") that accrues at the annual rate of 0.50%.
- (4) The Servicing Fee Margin represents (together with the Monthly Servicing Fee, if any) the amount of the servicing compensation payable to the Issuer to cover the Issuer's servicing costs. The Servicing Fee Margin includes the Guaranty Fee charged by Ginnie Mae for the HECM MBS guaranty at the annual rate of 0.06% and a participation agent fee, if any. The Servicing Fee Margin is included in the rates shown in the column for Approximate Weighted Average Gross Coupon.
- (5) The Monthly Servicing Fee is the aggregate monthly servicing fee payable to the Issuer if the full amount of the servicing cost is not included in the HECM interest rate and is in addition to the Servicing Fee Margin.
- (6) The Available Line of Credit does not include set asides for the Monthly Servicing Fee, if any, property charges (such as taxes, hazard insurance, ground rents or assessments) or repairs, if any.
- (7) The sum of the applicable Maximum Claim Amounts with respect to each HECM.
- (8) These HECMs do not have a flat Monthly Servicing Fee in addition to the Servicing Fee Margin.

The actual loan ages and gross coupons of many of the HECMs related to the Participations underlying the Subgroup 1A, Group 2 and Subgroup 3A Trust Assets will differ from the weighted averages shown above, perhaps significantly. See "The Trust Assets — The Participations" in this Supplement.

**CPR Percentage in Effect by HECM Age**

<u>HECM Age (in months)</u>	<u>CPR%</u>	<u>HECM Age (in months)</u>	<u>CPR%</u>	<u>HECM Age (in months)</u>	<u>CPR%</u>
1	0.00000	53	14.11198	105	20.47656
2	0.54545	54	14.23438	106	20.59896
3	1.09091	55	14.35677	107	20.72135
4	1.63636	56	14.47917	108	20.84375
5	2.18182	57	14.60156	109	20.96615
6	2.72727	58	14.72396	110	21.08854
7	3.27273	59	14.84635	111	21.21094
8	3.81818	60	14.96875	112	21.33333
9	4.36364	61	15.09115	113	21.45573
10	4.90909	62	15.21354	114	21.57813
11	5.45455	63	15.33594	115	21.70052
12	6.00000	64	15.45833	116	21.82292
13	6.29167	65	15.58073	117	21.94531
14	6.58333	66	15.70313	118	22.06771
15	6.87500	67	15.82552	119	22.19010
16	7.16667	68	15.94792	120	22.31250
17	7.45833	69	16.07031	121	22.43490
18	7.75000	70	16.19271	122	22.55729
19	8.04167	71	16.31510	123	22.67969
20	8.33333	72	16.43750	124	22.80208
21	8.62500	73	16.55990	125	22.92448
22	8.91667	74	16.68229	126	23.04688
23	9.20833	75	16.80469	127	23.16927
24	9.50000	76	16.92708	128	23.29167
25	9.66667	77	17.04948	129	23.41406
26	9.83333	78	17.17188	130	23.53646
27	10.00000	79	17.29427	131	23.65885
28	10.16667	80	17.41667	132	23.78125
29	10.33333	81	17.53906	133	23.90365
30	10.50000	82	17.66146	134	24.02604
31	10.66667	83	17.78385	135	24.14844
32	10.83333	84	17.90625	136	24.27083
33	11.00000	85	18.02865	137	24.39323
34	11.16667	86	18.15104	138	24.51563
35	11.33333	87	18.27344	139	24.63802
36	11.50000	88	18.39583	140	24.76042
37	11.66667	89	18.51823	141	24.88281
38	11.83333	90	18.64063	142	25.00521
39	12.00000	91	18.76302	143	25.12760
40	12.16667	92	18.88542	144	25.25000
41	12.33333	93	19.00781	145	25.37240
42	12.50000	94	19.13021	146	25.49479
43	12.66667	95	19.25260	147	25.61719
44	12.83333	96	19.37500	148	25.73958
45	13.00000	97	19.49740	149	25.86198
46	13.16667	98	19.61979	150	25.98438
47	13.33333	99	19.74219	151	26.10677
48	13.50000	100	19.86458	152	26.22917
49	13.62240	101	19.98698	153	26.35156
50	13.74479	102	20.10938	154	26.47396
51	13.86719	103	20.23177	155	26.59635
52	13.98958	104	20.35417	156	26.71875

<u>HECM Age (in months)</u>	<u>CPR%</u>	<u>HECM Age (in months)</u>	<u>CPR%</u>	<u>HECM Age (in months)</u>	<u>CPR%</u>
157	26.84115	213	33.69531	269	38.45000
158	26.96354	214	33.81771	270	38.50000
159	27.08594	215	33.94010	271	38.55000
160	27.20833	216	34.06250	272	38.60000
161	27.33073	217	34.18490	273	38.65000
162	27.45313	218	34.30729	274	38.70000
163	27.57552	219	34.42969	275	38.75000
164	27.69792	220	34.55208	276	38.80000
165	27.82031	221	34.67448	277	38.85000
166	27.94271	222	34.79688	278	38.90000
167	28.06510	223	34.91927	279	38.95000
168	28.18750	224	35.04167	280	39.00000
169	28.30990	225	35.16406	281	39.05000
170	28.43229	226	35.28646	282	39.10000
171	28.55469	227	35.40885	283	39.15000
172	28.67708	228	35.53125	284	39.20000
173	28.79948	229	35.65365	285	39.25000
174	28.92188	230	35.77604	286	39.30000
175	29.04427	231	35.89844	287	39.35000
176	29.16667	232	36.02083	288	39.40000
177	29.28906	233	36.14323	289	39.45000
178	29.41146	234	36.26563	290	39.50000
179	29.53385	235	36.38802	291	39.55000
180	29.65625	236	36.51042	292	39.60000
181	29.77865	237	36.63281	293	39.65000
182	29.90104	238	36.75521	294	39.70000
183	30.02344	239	36.87760	295	39.75000
184	30.14583	240	37.00000	296	39.80000
185	30.26823	241	37.05000	297	39.85000
186	30.39063	242	37.10000	298	39.90000
187	30.51302	243	37.15000	299	39.95000
188	30.63542	244	37.20000	300	40.00000
189	30.75781	245	37.25000	301	40.05000
190	30.88021	246	37.30000	302	40.10000
191	31.00260	247	37.35000	303	40.15000
192	31.12500	248	37.40000	304	40.20000
193	31.24740	249	37.45000	305	40.25000
194	31.36979	250	37.50000	306	40.30000
195	31.49219	251	37.55000	307	40.35000
196	31.61458	252	37.60000	308	40.40000
197	31.73698	253	37.65000	309	40.45000
198	31.85938	254	37.70000	310	40.50000
199	31.98177	255	37.75000	311	40.55000
200	32.10417	256	37.80000	312	40.60000
201	32.22656	257	37.85000	313	40.65000
202	32.34896	258	37.90000	314	40.70000
203	32.47135	259	37.95000	315	40.75000
204	32.59375	260	38.00000	316	40.80000
205	32.71615	261	38.05000	317	40.85000
206	32.83854	262	38.10000	318	40.90000
207	32.96094	263	38.15000	319	40.95000
208	33.08333	264	38.20000	320	41.00000
209	33.20573	265	38.25000	321	41.05000
210	33.32813	266	38.30000	322	41.10000
211	33.45052	267	38.35000	323	41.15000
212	33.57292	268	38.40000	324	41.20000

<u>HECM Age (in months)</u>	<u>CPR%</u>	<u>HECM Age (in months)</u>	<u>CPR%</u>	<u>HECM Age (in months)</u>	<u>CPR%</u>
325 . . . . .	41.25000	337 . . . . .	41.85000	349 . . . . .	42.45000
326 . . . . .	41.30000	338 . . . . .	41.90000	350 . . . . .	42.50000
327 . . . . .	41.35000	339 . . . . .	41.95000	351 . . . . .	42.55000
328 . . . . .	41.40000	340 . . . . .	42.00000	352 . . . . .	42.60000
329 . . . . .	41.45000	341 . . . . .	42.05000	353 . . . . .	42.65000
330 . . . . .	41.50000	342 . . . . .	42.10000	354 . . . . .	42.70000
331 . . . . .	41.55000	343 . . . . .	42.15000	355 . . . . .	42.75000
332 . . . . .	41.60000	344 . . . . .	42.20000	356 . . . . .	42.80000
333 . . . . .	41.65000	345 . . . . .	42.25000	357 . . . . .	42.85000
334 . . . . .	41.70000	346 . . . . .	42.30000	358 . . . . .	42.90000
335 . . . . .	41.75000	347 . . . . .	42.35000	359 . . . . .	42.95000
336 . . . . .	41.80000	348 . . . . .	42.40000	360 and thereafter . . . . .	43.00000

Underlying Certificates

Trust Asset Subgroup	Issuer	Series	Class	Issue Date	CUSIP Number	Interest Rate	Interest Type(F)	Final Distribution Date	Principal Type(I)	Original Notional Balance of Class	Underlying Certificate Factor(2)	Cumulative Deferred Interest Amount	Notional Balance in the Trust(3)	Percentage of Class in Trust	Approximate Weighted Average Coupon of HECMs	Approximate Weighted Average HECM Age (in months)
1B	Ginnie Mae	2010-H08	FI	May 28, 2010	38375BBP6	(3)	HWAC/IO/DLY	April 2060	NTL (HPT)	\$117,456,250	0.99874025	\$ 57,605	\$117,308,285	100%	5.50263%	5
1C	Ginnie Mae	2010-H09	FI	June 30, 2010	38375BBS0	(3)	HWAC/IO/DLY	May 2060	NTL (HPT)	118,680,283	1.00231503	112,423	118,955,030	100	5.53114	4
3B	Ginnie Mae	2010-H12	FI	July 30, 2010	38375BC14	(3)	HWAC/IO/DLY	July 2060	NTL (HPT)	126,700,294	1.00433765	110,394	127,249,875	100	5.50193	3

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

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

(3) These Underlying Certificates bear interest during their respective interest accrual periods, as further described in the related Underlying Certificate Disclosure Documents, excerpts of which are attached as Exhibit E to this Supplement.

**Updated Exhibits A**

**Ginnie Mae REMIC Trust 2010-H08  
Assumed Characteristics of the HECMs and the Participations Underlying the Subgroup 1B Trust Assets(1):**

Payment Plan	HECM MBS Principal Balance	HECM Loan Balance	Weighted Average HECM Age (in months)	Approximate Weighted Average Gross Coupon(2)	MIP Fee(3)	Servicing Fee Margin(4)	Monthly Servicing Fee(5)	Monthly Scheduled Draw(6)	Weighted Average Remaining Draw Term (in months)(6)	Available Line of Credit(7)	Maximum Claim Amount(8)	Pool Number	HECM MBS Issue Date
Line of Credit	\$26,332,546.01	\$ 26,405,123.74	6	5.49060%	0.50%	0.10000%	\$ 5,010.00	(6)	(6)	\$ 0.00	\$ 41,959,150.00	710042	April 2010
Line of Credit	70,032,198.00	70,235,708.43	5	5.49000	0.50	0.10000	13,350.00	(6)	(6)	0.00	113,753,207.00	710043	April 2010
Line of Credit	20,943,542.17	719,465,566.33	6	5.56000	0.50	0.09000	99,946.00	(6)	(6)	165,684.83	1,001,977,881.00	725625	March 2010

- (1) The information in this Updated Exhibit A is provided by the Sponsor as of August 1, 2010. It is based on information regarding the HECMs related to the Participations underlying the Subgroup 1B Trust Assets.
- (2) The Approximate Weighted Average Gross Coupon is the weighted average of the interest rates of each HECM, weighted by each HECM's principal balance as of August 1, 2010.
- (3) The MIP Fee is charged for FHA mortgage insurance. The MIP Fee is the monthly mortgage insurance premium ("MIP") that accrues at the annual rate of 0.50%.
- (4) The Servicing Fee Margin represents (together with the Monthly Servicing Fee, if any) the amount of the servicing compensation payable to the Issuer to cover the Issuer's servicing costs. The Servicing Fee Margin includes the Guaranty Fee charged by Ginnie Mae for the HECM MBS guaranty at the annual rate of 0.06% and a participation agent fee, if any. The Servicing Fee Margin is included in the rates shown in the column for Approximate Weighted Average Gross Coupon.
- (5) The Monthly Servicing Fee is the aggregate monthly servicing fee payable to the Issuer if the full amount of the servicing cost is not included in the HECM interest rate and is in addition to the Servicing Fee Margin.
- (6) These HECMs do not have draw terms or monthly scheduled draws.
- (7) The Available Line of Credit does not include set asides for the Monthly Servicing Fee, property charges (such as taxes, hazard insurance, ground rents or assessments) or repairs, if any.
- (8) The sum of the applicable Maximum Claim Amounts with respect to each HECM.

The actual loan ages and gross coupons of many of the HECMs related to the Participations underlying the Subgroup 1B Trust Assets will differ from the weighted averages shown above, perhaps significantly. See "*The Trust Assets — The Participations*" in the related Underlying Certificate Disclosure Document.

**Ginnie Mae REMIC Trust 2010-H09  
Assumed Characteristics of the HECMs and the Participations Underlying the Subgroup 1C Trust Assets(1):**

Payment Plan	HECM MBS Principal Balance	HECM Loan Balance	Weighted Average HECM Age (in months)	Approximate Weighted Average Gross Coupon(2)	MIP Fee(3)	Servicing Fee Margin(4)	Monthly Servicing Fee(5)	Available Line of Credit(6)	Maximum Claim Amount(7)	Pool Number	HECM MBS Issue Date
Line of Credit	\$93,665,033.22	\$94,208,024.00	4	5.54225%	0.50%	0.25000%	(8)	\$0.00	\$147,004,622.00	750359	May 2010
Line of Credit	25,289,997.16	25,343,903.54	4	5.49000	0.50	0.10000	\$4,830.00	0.00	40,777,100.00	710044	May 2010

- (1) The information in this Updated Exhibit A is provided by the Sponsor as of August 1, 2010. It is based on information regarding the HECMs related to the Participations underlying the Subgroup 1C Trust Assets.
- (2) The Approximate Weighted Average Gross Coupon is the weighted average of the interest rates of each HECM, weighted by each HECM's principal balance as of August 1, 2010.
- (3) The MIP Fee is charged for FHA mortgage insurance. The MIP Fee is the monthly mortgage insurance premium ("MIP") that accrues at the annual rate of 0.50%.
- (4) The Servicing Fee Margin represents (together with the Monthly Servicing Fee, if any) the amount of the servicing compensation payable to the Issuer to cover the Issuer's servicing costs. The Servicing Fee Margin includes the Guaranty Fee charged by Ginnie Mae for the HECM MBS guaranty at the annual rate of 0.06% and a participation agent fee, if any. The Servicing Fee Margin is included in the rates shown in the column for Approximate Weighted Average Gross Coupon.
- (5) The Monthly Servicing Fee is the aggregate monthly servicing fee payable to the Issuer if the full amount of the servicing cost is not included in the HECM interest rate and is in addition to the Servicing Fee Margin.
- (6) The Available Line of Credit does not include set asides for the Monthly Servicing Fee, if any, property charges (such as taxes, hazard insurance, ground rents or assessments) or repairs, if any.
- (7) The sum of the applicable Maximum Claim Amounts with respect to each HECM.
- (8) These HECMs do not have a flat Monthly Servicing Fee in addition to the Servicing Fee Margin.

The actual loan ages and gross coupons of many of the HECMs related to the Participations underlying the Subgroup 1C Trust Assets will differ from the weighted averages shown above, perhaps significantly. See "The Trust Assets — The Participations" in the related Underlying Certificate Disclosure Document.

**Ginnie Mae REMIC Trust 2010-H12  
Assumed Characteristics of the HECMs and the Participations Underlying the Subgroup 3B Trust Assets(1):**

Payment Plan	HECM MBS Principal Balance	HECM Loan Balance	HECM Interest Type	Weighted Average HECM Age (in months)	Approximate Weighted Average Gross Coupon(2)	MIP Fee(3)	Servicing Fee Margin(4)	Monthly Servicing Fee(5)	Available Line of Credit(6)	Maximum Claim Amount(7)	Pool Number	HECM MBS Issue Date
Line of Credit	\$102,121,958.25	\$102,333,960.00	FIX	3	5.49944%	0.50%	0.25000%	(8)	\$0.00	\$159,575,257.00	730360	June 2010
Line of Credit	25,127,917.55	25,222,324.49	FIX	2	5.51203	0.50	0.23565	\$385.00	0.00	39,451,809.30	731466	July 2010

- (1) The information in this Updated Exhibit A is provided by the Sponsor as of August 1, 2010. It is based on information regarding the HECMs related to the Participations underlying the Subgroup 3B Trust Assets.
- (2) The Approximate Weighted Average Gross Coupon is the weighted average of the interest rates of each HECM, weighted by each HECM's principal balance as of August 1, 2010.
- (3) The MIP Fee is charged for FHA mortgage insurance. The MIP Fee is the monthly mortgage insurance premium ("MIP") that accrues at the annual rate of 0.50%.
- (4) The Servicing Fee Margin represents (together with the Monthly Servicing Fee, if any) the amount of the servicing compensation payable to the Issuer to cover the Issuer's servicing costs. The Servicing Fee Margin includes the Guaranty Fee charged by Ginnie Mae for the HECM MBS guaranty at the annual rate of 0.06% and a participation agent fee, if any. The Servicing Fee Margin is included in the rates shown in the column for Approximate Weighted Average Gross Coupon.
- (5) The Monthly Servicing Fee is the aggregate monthly servicing fee payable to the Issuer if the full amount of the servicing cost is not included in the HECM interest rate and is in addition to the Servicing Fee Margin.
- (6) The Available Line of Credit does not include set asides for the Monthly Servicing Fee, if any, property charges (such as taxes, hazard insurance, ground rents or assessments) or repairs, if any.
- (7) The sum of the applicable Maximum Claim Amounts with respect to each HECM.
- (8) These HECMs do not have a flat Monthly Servicing Fee in addition to the Servicing Fee Margin.

The actual loan ages and gross coupons of many of the HECMs related to the Participations underlying the Subgroup 3B Trust Assets will differ from the weighted averages shown above, perhaps significantly. See "The Trust Assets — The Participations" in the related Underlying Certificate Disclosure Document.

**Exhibit E**

**Cover Pages and Terms Sheets from Underlying Certificate Disclosure Documents**



**\$117,456,250**

**Government National Mortgage Association**

**GINNIE MAE®**

**Guaranteed HECM MBS REMIC Pass-Through Securities  
Ginnie Mae REMIC Trust 2010-H08**

**The Securities**

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

Class of REMIC Securities	Original Principal Balance(1)	Interest Rate	Principal Type(2)	Interest Type(2)	CUSIP Number	Final Distribution Date(3)
AB . . . . .	\$117,456,250	4.30%	HPT	FIX/HZ	38375BBN1	April 2060
FI . . . . .	117,456,250	(4)	NTL (HPT)	HWAC/IO/DLY	38375BBP6	April 2060
<b>Residual</b>						
RR . . . . .	0	0.00	NPR	NPR	38375BBQ4	April 2060

**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.

- (1) Subject to increase as described under “Increase in Size” in this Supplement. The amount shown for the Notional Class (indicated by “NTL” under Principal Type) is its original Class Notional Balance and does not represent principal that will be paid.
- (2) As defined under “Terms Sheet — Class Types” in this Offering Circular Supplement or under “Class Types” in Appendix I to the Base Offering Circular, as applicable. The Class Notional Balance of the Notional Class will be either reduced or increased, as applicable, with the outstanding principal balance of the Trust Assets.
- (3) See “Yield, Maturity and Prepayment Considerations — Final Distribution Date” in this Supplement.
- (4) See “Terms Sheet — Interest Rates” in this Supplement.

**The Trust and its Assets**

The Trust will own Ginnie Mae HECM MBS.

**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 May 28, 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.

**Barclays Capital Inc.**

**Aladdin Capital LLC**

**The date of this Offering Circular Supplement is May 20, 2010.**

## 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:** Barclays Capital Inc.

**Co-Sponsor:** Aladdin Capital LLC

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

**Tax Administrator:** The Trustee

**Closing Date:** May 28, 2010

**Distribution Date:** The 20th day of each month or, if the 20th day is not a Business Day, the first Business Day thereafter, commencing in June 2010.

### Trust Assets:

<u>Trust Asset Type<sup>(1)</sup></u>	<u>HECM MBS Principal Balance</u>	<u>HECM MBS Rate</u>	<u>Original Term To Maturity (in years)</u>
Ginnie Mae II	\$117,456,250	(2)	50

<sup>(1)</sup> The Trust Assets are HECM MBS backed by participation interests (each, a “Participation”) in advances made to borrowers and related amounts in respect of home equity conversion mortgage loans (“HECMs”) insured by FHA. The Trust Assets consist of Ginnie Mae HECM MBS Pools 710042, 710043 and 725625. See “*The Trust Assets— The Participations and the HECMs*” in this Supplement. Certain additional information regarding the HECM MBS is set forth in Exhibit A to this Supplement.

<sup>(2)</sup> The HECM MBS Rate for each Trust Asset is the weighted average coupon of its related Participation interest rates (“WACR”). WACR constitutes the Weighted Average Coupon Rate for purposes of this Supplement. See “*The Trust Assets— The Trust MBS*” in this Supplement. The interest rates of the Participations underlying the HECM MBS pools range from 5.390% to 5.470%.

### Assumed Characteristics of the HECMs and the Participations Underlying the Trust Assets:

The assumed characteristics of the HECMs and the Participations underlying the Trust Assets are identified in Exhibit A to this Supplement. The assumed characteristics may differ, perhaps significantly, from the characteristics of the HECMs and the related Participations as of the date of issuance of the related HECM MBS, which characteristics are identified in the related HECM MBS Prospectus Supplement. There can be no assurance that the actual characteristics of the HECMs and the Participations underlying the Trust Assets will be the same as the assumed characteristics identified in Exhibit A to 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.

**Increased Minimum Denomination Classes:** Each Regular Class. See “*Description of the Securities— Form of Securities*” in this Supplement.

**Interest Rates:** The Interest Rate for Class AB is shown on the front cover of this Supplement.

The approximate initial Interest Rate for the Interest Only Class set forth below was calculated using the assumed characteristics of the HECMs and the Participations underlying the Trust Assets set forth in Exhibit A, which is provided by the Sponsor as of May 1, 2010. The assumed characteristics include rounded weighted average gross coupons on the HECMs related to the Participations backing the Trust Assets. The actual initial Interest Rate for the Interest Only Class will be calculated based on the interest that accrues on each HECM, aggregated and then rounded to a different level of precision. Therefore the actual initial Interest Rate for the Interest Only Class may differ from the approximate initial Interest Rate set forth herein. Prior to the first Distribution Date, investors can obtain the actual initial Interest Rate for the Interest Only Class for the related Accrual Period from the Trustee's website, [www.ctslink.com](http://www.ctslink.com).

**Class FI Interest Rate:** For any Distribution Date, a per annum rate equal to the product of (i) 12 multiplied by (ii) the quotient of (a) the excess, if any, of (I) the interest accrued for the Accrual Period immediately preceding such Distribution Date on the Trust Assets over (II) the Class AB Interest Accrual Amount for such Distribution Date, divided by (b) the outstanding principal balance of the Trust Assets as of the related Record Date for Class FI. The initial interest rate for Class FI is approximately 1.10430%.

**Distributions:** On each Distribution Date, the Available Distribution Amount will be allocated in the following order of priority:

1. Concurrently, to AB and FI, pro rata based on their respective Interest Accrual Amounts, up to the Class AB Interest Accrual Amount and the Class FI Interest Accrual Amount for such Distribution Date
2. To AB, in reduction of its Class Principal Balance, up to the amount of the Class AB Principal Distribution Amount for such Distribution Date
3. To FI, until the Class FI Deferred Interest Amount is reduced to zero

**Available Distribution Amount:** With respect to each Distribution Date, the excess, if any, of (a) the sum of (i) the product of (A) the original principal amount of the HECM MBS and (B) the Certificate Factor or Calculated Certificate Factor, as applicable, for the preceding Distribution Date and (ii) the interest accrued with respect to such HECM MBS for the related Accrual Period over (b) the product of (i) the original principal amount of such HECM MBS and (ii) the Certificate Factor or Calculated Certificate Factor, as applicable, for the current Distribution Date.

**Class AB Interest Accrual Amount:** For any Distribution Date, interest accrued during the related Accrual Period for such Distribution Date at the Interest Rate on the Class Principal Balance of Class AB as of the related Record Date. If, on any Distribution Date, the Class AB Interest Accrual Amount for such Distribution Date exceeds the amount distributed in respect of Class AB pursuant to step 1. in "Terms Sheet — Distributions" in this Supplement, such excess will be added to the Class Principal Balance of Class AB (the "Class AB Principal Balance").

**Class AB Principal Distribution Amount:** For any Distribution Date, the product of (i) the excess, if any, of (a) the Available Distribution Amount for such Distribution Date over (b) the sum of the Class AB Interest Accrual Amount and the Class FI Interest Accrual Amount for such Distribution Date, and (ii) the quotient of (a) the Class AB Principal Balance as of the related Record Date divided by (b) the outstanding principal balance of the Trust Assets as of the related Record Date for Class AB.

**Class FI Deferred Interest Amount:** With respect to any Distribution Date, the excess, if any, of (i) the sum of all Class FI Interest Accrual Amounts for each Accrual Period ending before such Distribution Date over (ii) the sum of (a) all amounts distributed in respect of Class FI on all prior Distribution Dates plus (b) the amount distributed in respect of Class FI on such Distribution Date pursuant to step 1. in "Terms Sheet — Distributions" in this Supplement. After the occurrence of any Distribution Date in any month, the remaining Class FI Deferred Interest Amount can be calculated by subtracting the Class AB Principal Balance after giving effect to any principal distribution (or any

addition) made with respect to such Class as of such Distribution Date from the outstanding principal balance of the Trust Assets after giving effect to any payments or accruals on the related HECM MBS as of such Distribution Date. Prior to any Distribution Date, the Class FI Deferred Interest Amount is available on reports published by the Trustee on its website, www.ctslink.com.

**Class FI Interest Accrual Amount:** For any Distribution Date, interest accrued during the related Accrual Period for such Distribution Date at the Class FI Interest Rate on the Class Notional Balance of Class FI (the “Class FI Notional Balance”) as of the related Record Date.

**Class Types:** The following list contains abbreviations used to describe certain Class Types. Definitions of the Class Types are found below.

<u>Abbreviation</u>	<u>Class Types</u>
HPT . . . . .	HECM MBS Pass-Through Class
HWAC . . . . .	HECM MBS Weighted Average Coupon Class
HZ . . . . .	HECM MBS Accrual Class

**HECM MBS Accrual Class:** A HECM MBS Accrual Class (“HZ”) is a Class that is backed in whole or in part by Trust Assets consisting of HECM MBS on which interest accrues during any Accrual Period and all or a portion of the accrued interest is (a) distributable as interest up to the amount available in respect of the underlying HECM MBS and is (b) added to its Class Principal Balance on each Distribution Date to the extent that there is not available cashflow from the Trust Assets to distribute the total accrued interest. There are no Accretion Directed Classes associated with any HECM MBS Accrual Class.

**HECM MBS Pass-Through Class:** A HECM MBS Pass-Through Class (“HPT”) is a Class that is backed in whole or in part by Trust Assets consisting of HECM MBS that either individually or together with other Classes receives on each Distribution Date all or substantially all of the principal and/or interest payments received on the related Trust Assets and that is not a Strip or Sequential Pay Class.

**HECM MBS Weighted Average Coupon Class:** A HECM MBS Weighted Average Coupon Class (“HWAC”) is a Class that is backed in whole or in part by Trust Assets consisting of HECM MBS and whose Interest Rate is based on or determined by reference to a Weighted Average Coupon Rate as described in this Supplement.

**Notional Class:** The Notional Class will not receive distributions of principal based on its Class Notional Balance but has a Class Notional Balance for convenience in describing its entitlement to interest. The Class Notional Balance of the Notional Class represents the percentage indicated below of, and reduces or increases to that extent with, the outstanding principal balance of the Trust Assets indicated:

<u>Class</u>	<u>Original Class Notional Balance</u>	<u>Represents</u>
FI . . . . .	\$117,456,250	100% of the Trust Assets

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

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



\$118,680,283

**Government National Mortgage Association**

**GINNIE MAE®**

**Guaranteed HECM MBS REMIC Pass-Through Securities  
Ginnie Mae REMIC Trust 2010-H09**

**The Securities**

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

Class of REMIC Securities	Original Principal Balance(1)	Interest Rate	Principal Type(2)	Interest Type(2)	CUSIP Number	Final Distribution Date(3)
AB . . . . .	\$118,680,283	4.10%	HPT	FIX/HZ	38375BBR2	May 2060
FI . . . . .	118,680,283	(4)	NTL (HPT)	HWAC/IO/DLY	38375BBS0	May 2060
<b>Residual</b>						
RR . . . . .	0	0.00	NPR	NPR	38375BBT8	May 2060

**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.

- (1) Subject to increase as described under “Increase in Size” in this Supplement. The amount shown for the Notional Class (indicated by “NTL” under Principal Type) is its original Class Notional Balance and does not represent principal that will be paid.
- (2) As defined under “Terms Sheet — Class Types” in this Offering Circular Supplement or under “Class Types” in Appendix I to the Base Offering Circular, as applicable. The Class Notional Balance of the Notional Class will be either reduced or increased, as applicable, with the outstanding principal balance of the Trust Assets.
- (3) See “Yield, Maturity and Prepayment Considerations — Final Distribution Date” in this Supplement.
- (4) See “Terms Sheet — Interest Rates” in this Supplement.

**The Trust and its Assets**

The Trust will own Ginnie Mae HECM MBS.

**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 June 30, 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.

**Barclays Capital Inc.**

**Aladdin Capital LLC**

**The date of this Offering Circular Supplement is June 23, 2010.**

## 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:** Barclays Capital Inc.

**Co-Sponsor:** Aladdin Capital LLC

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

**Tax Administrator:** The Trustee

**Closing Date:** June 30, 2010

**Distribution Date:** The 20th day of each month or, if the 20th day is not a Business Day, the first Business Day thereafter, commencing in July 2010.

**Trust Assets:**

<u>Trust Asset Type<sup>(1)</sup></u>	<u>HECM MBS Principal Balance</u>	<u>HECM MBS Rate</u>	<u>Original Term To Maturity (in years)</u>
Ginnie Mae II	\$118,680,283	(2)	50

<sup>(1)</sup> The Trust Assets are HECM MBS backed by participation interests (each, a “Participation”) in advances made to borrowers and related amounts in respect of home equity conversion mortgage loans (“HECMs”) insured by FHA. The Trust Assets consist of Ginnie Mae HECM MBS Pools 730359 and 710044. See “*The Trust Assets — The Participations and the HECMs*” in this Supplement. Certain additional information regarding the HECM MBS is set forth in Exhibit A to this Supplement.

<sup>(2)</sup> The HECM MBS Rate for each Trust Asset is the weighted average coupon of its related Participation interest rates (“WACR”). WACR constitutes the Weighted Average Coupon Rate for purposes of this Supplement. See “*The Trust Assets — The Trust MBS*” in this Supplement. The interest rates of the Participations underlying the HECM MBS pools range from 5.24% to 5.39%.

**Assumed Characteristics of the HECMs and the Participations Underlying the Trust Assets:**

The assumed characteristics of the HECMs and the Participations underlying the Trust Assets are identified in Exhibit A to this Supplement. The assumed characteristics may differ, perhaps significantly, from the characteristics of the HECMs and the related Participations as of the date of issuance of the related HECM MBS, which characteristics are identified in the related HECM MBS Prospectus Supplement. There can be no assurance that the actual characteristics of the HECMs and the Participations underlying the Trust Assets will be the same as the assumed characteristics identified in Exhibit A to 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.

**Increased Minimum Denomination Classes:** Each Regular Class. See “*Description of the Securities — Form of Securities*” in this Supplement.

**Interest Rates:** The Interest Rate for Class AB is shown on the front cover of this Supplement.

The approximate initial Interest Rate for the Interest Only Class set forth below was calculated using the assumed characteristics of the HECMs and the Participations underlying the Trust Assets set forth in Exhibit A, which is provided by the Sponsor as of June 1, 2010. The assumed characteristics include rounded weighted average gross coupons on the HECMs related to the Participations backing the Trust Assets. The actual initial Interest Rate for the Interest Only Class will be calculated based on the interest that accrues on each HECM, aggregated and then rounded to a different level of precision. Therefore the actual initial Interest Rate for the Interest Only Class may differ from the approximate initial Interest Rate set forth herein. Prior to the first Distribution Date, investors can obtain the actual initial Interest Rate for the Interest Only Class for the related Accrual Period from the Trustee's website, [www.ctslink.com](http://www.ctslink.com).

**Class FI Interest Rate:** For any Distribution Date, a per annum rate equal to the product of (i) 12 multiplied by (ii) the quotient of (a) the excess, if any, of (I) the interest accrued for the Accrual Period immediately preceding such Distribution Date on the Trust Assets over (II) the Class AB Interest Accrual Amount for such Distribution Date, divided by (b) the outstanding principal balance of the Trust Assets as of the related Record Date for Class FI. The initial interest rate for Class FI will be approximately 1.21270%.

**Distributions:** On each Distribution Date, the Available Distribution Amount will be allocated in the following order of priority:

1. Concurrently, to AB and FI, pro rata based on their respective Interest Accrual Amounts, up to the Class AB Interest Accrual Amount and the Class FI Interest Accrual Amount for such Distribution Date
2. To AB, in reduction of its Class Principal Balance, up to the amount of the Class AB Principal Distribution Amount for such Distribution Date
3. To FI, until the Class FI Deferred Interest Amount is reduced to zero

**Available Distribution Amount:** With respect to each Distribution Date, the excess, if any, of (a) the sum of (i) the product of (A) the original principal amount of the HECM MBS and (B) the Certificate Factor or Calculated Certificate Factor, as applicable, for the preceding Distribution Date and (ii) the interest accrued with respect to such HECM MBS for the related Accrual Period over (b) the product of (i) the original principal amount of such HECM MBS and (ii) the Certificate Factor or Calculated Certificate Factor, as applicable, for the current Distribution Date.

**Class AB Interest Accrual Amount:** For any Distribution Date, interest accrued during the related Accrual Period for such Distribution Date at the Interest Rate on the Class Principal Balance of Class AB as of the related Record Date. If, on any Distribution Date, the Class AB Interest Accrual Amount for such Distribution Date exceeds the amount distributed in respect of Class AB pursuant to step 1. in "Terms Sheet — Distributions" in this Supplement, such excess will be added to the Class Principal Balance of Class AB (the "Class AB Principal Balance").

**Class AB Principal Distribution Amount:** For any Distribution Date, the product of (i) the excess, if any, of (a) the Available Distribution Amount for such Distribution Date over (b) the sum of the Class AB Interest Accrual Amount and the Class FI Interest Accrual Amount for such Distribution Date, and (ii) the quotient of (a) the Class AB Principal Balance as of the related Record Date divided by (b) the outstanding principal balance of the Trust Assets as of the related Record Date for Class AB.

**Class FI Deferred Interest Amount:** With respect to any Distribution Date, the excess, if any, of (i) the sum of all Class FI Interest Accrual Amounts for each Accrual Period ending before such Distribution Date over (ii) the sum of (a) all amounts distributed in respect of Class FI on all prior Distribution Dates plus (b) the amount distributed in respect of Class FI on such Distribution Date pursuant to step 1. in "Terms Sheet — Distributions" in this Supplement. After the occurrence of any Distribution Date in any month, the remaining Class FI Deferred Interest Amount can be calculated by subtracting the Class AB Principal Balance after giving effect to any principal distribution (or any

addition) made with respect to such Class as of such Distribution Date from the outstanding principal balance of the Trust Assets after giving effect to any payments or accruals on the related HECM MBS as of such Distribution Date. On or about each Distribution Date, the Class FI Deferred Interest Amount is available on reports published by the Trustee on its website, www.ctslink.com.

**Class FI Interest Accrual Amount:** For any Distribution Date, interest accrued during the related Accrual Period for such Distribution Date at the Class FI Interest Rate on the Class Notional Balance of Class FI (the “Class FI Notional Balance”) as of the related Record Date.

**Class Types:** The following list contains abbreviations used to describe certain Class Types. Definitions of the Class Types are found below.

<u>Abbreviation</u>	<u>Class Types</u>
HPT . . . . .	HECM MBS Pass-Through Class
HWAC . . . . .	HECM MBS Weighted Average Coupon Class
HZ . . . . .	HECM MBS Accrual Class

**HECM MBS Accrual Class:** A HECM MBS Accrual Class (“HZ”) is a Class that is backed in whole or in part by Trust Assets consisting of HECM MBS on which interest accrues during any Accrual Period and all or a portion of the accrued interest is (a) distributable as interest up to the amount available in respect of the underlying HECM MBS and is (b) added to its Class Principal Balance on each Distribution Date to the extent that there is not available cashflow from the Trust Assets to distribute the total accrued interest. There are no Accretion Directed Classes associated with any HECM MBS Accrual Class.

**HECM MBS Pass-Through Class:** A HECM MBS Pass-Through Class (“HPT”) is a Class that is backed in whole or in part by Trust Assets consisting of HECM MBS that either individually or together with other Classes receives on each Distribution Date all or substantially all of the principal and/or interest payments received on the related Trust Assets and that is not a Strip or Sequential Pay Class.

**HECM MBS Weighted Average Coupon Class:** A HECM MBS Weighted Average Coupon Class (“HWAC”) is a Class that is backed in whole or in part by Trust Assets consisting of HECM MBS and whose Interest Rate is based on or determined by reference to a Weighted Average Coupon Rate as described in this Supplement.

**Notional Class:** The Notional Class will not receive distributions of principal based on its Class Notional Balance but has a Class Notional Balance for convenience in describing its entitlement to interest. The Class Notional Balance of the Notional Class represents the percentage indicated below of, and reduces or increases to that extent with, the outstanding principal balance of the Trust Assets indicated:

<u>Class</u>	<u>Original Class Notional Balance</u>	<u>Represents</u>
FI . . . . .	\$118,680,283	100% of the Trust Assets

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

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



\$182,009,602

**Government National Mortgage Association**

**GINNIE MAE®**

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

**Ginnie Mae REMIC Trust 2010-H12**

**The Securities**

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

**The Ginnie Mae Guaranty**

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

**The Trust and its Assets**

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

Class of REMIC Securities	Original Principal Balance(3)	Interest Rate	Principal Type(4)	Interest Type(4)	CUSIP Number	Final Distribution Date(5)
<b>Security Group 1</b>						
AB . . . . .	\$126,700,294	4.20%	HPT	FIX/HZ	38375BCT7	July 2060
FI . . . . .	126,700,294	(6)	NTL (HPT)	HWAC/IO/DLY	38375BCU4	July 2060
<b>Security Group 2</b>						
PT(1) . . . . .	55,309,308	5.47	HPT	FIX/HZ	38375BCV2	November 2059
IF(1)(2) . . . . .	151,058,650	(6)	NTL (SC/HPT)	HWAC/IO/DLY	38375BCW0	April 2060
<b>Residual</b>						
RR . . . . .	0	0.00	NPR	NPR	38375BCX8	July 2060

- (1) These Securities may be exchanged for MX Securities described in Schedule I.
- (2) Class IF is entitled to receive the Class IF Deferred Interest Amount, which amount equals \$366,850 as of the Closing Date.
- (3) Subject to increase as described under "Increase in Size" in this Supplement. The amount shown for each Notional Class (indicated by "NTL" under Principal Type) is its original Class Notional Balance and does not represent principal that will be paid.
- (4) As defined under "Terms Sheet — Class Types" in this Offering Circular Supplement or under "Class Types" in Appendix I to the Base Offering Circular, as applicable. The Class Notional Balance of each Notional Class will be either reduced or increased, as applicable, with the outstanding principal or notional balance of the related Trust Asset Group or Subgroup, as applicable.
- (5) See "Yield, Maturity and Prepayment Considerations — Final Distribution Date" in this Supplement.
- (6) See "Terms Sheet — Interest Rates" in this Supplement.

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

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

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

**Barclays Capital Inc.**

**Aladdin Capital LLC**

**The date of this Offering Circular Supplement is July 23, 2010.**

## 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:** Barclays Capital Inc.

**Co-Sponsor:** Aladdin Capital LLC

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

**Tax Administrator:** The Trustee

**Closing Date:** July 30, 2010

**Distribution Date:** The 20th day of each month or, if the 20th day is not a Business Day, the first Business Day thereafter, commencing in August 2010.

**Trust Assets:**

Trust Asset Group or Subgroup <sup>(1)</sup>	Trust Asset Type	Trust Asset Principal Balance or Notional Balance	Trust Asset Rate	Original Term To Maturity (in years)
1	Ginnie Mae II <sup>(2)(3)</sup>	\$126,700,294	<sup>(4)</sup>	50
2A	Ginnie Mae II <sup>(2)(5)</sup>	55,309,308	5.47%	50
2B	Underlying Certificate	151,058,650	<sup>(6)</sup>	50

<sup>(1)</sup> The Group 2 Trust Assets consist of two subgroups, Subgroup 2A and Subgroup 2B (each, a “Subgroup”).

<sup>(2)</sup> The Group 1 and Subgroup 2A Trust Assets are HECM MBS backed by participation interests (each, a “Participation”) in advances made to borrowers and related amounts in respect of home equity conversion mortgage loans (“HECMs”) insured by FHA. See “*The Trust Assets — The Participations and the HECMs*” in this Supplement. Certain additional information regarding the HECM MBS is set forth in Exhibit A to this Supplement.

<sup>(3)</sup> The Group 1 Trust Assets consist of Ginnie Mae HECM MBS pools 730360 and 731466.

<sup>(4)</sup> The HECM MBS Rate for each Group 1 Trust Asset is the weighted average coupon of its related Participation interest rates (“WACR”). WACR constitutes the Weighted Average Coupon Rate for purposes of this Supplement. See “*The Trust Assets — The Trust MBS*” in this Supplement. The interest rates of the Participations underlying the Group 1 HECM MBS pools at issuance ranged from 5.24% to 5.50%.

<sup>(5)</sup> The Subgroup 2A Trust Assets consist of Ginnie Mae HECM MBS pool 721568.

<sup>(6)</sup> Certain information regarding the Underlying Certificate is set forth in Exhibits C, D and E to this Supplement.

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

**Assumed Characteristics of the HECMs and the Participations Underlying the Group 1 and Subgroup 2A Trust Assets:** The assumed characteristics of the HECMs and the Participations

underlying the Group 1 and Subgroup 2A Trust Assets are identified in Exhibit A to this Supplement. The assumed characteristics may differ, perhaps significantly, from the characteristics of the HECMs and the related Participations as of the date of issuance of the related HECM MBS, which characteristics are identified in the related HECM MBS Prospectus Supplement. There can be no assurance that the actual characteristics of the HECMs and the Participations underlying the Trust Assets will be the same as the assumed characteristics identified in Exhibit A to this Supplement. See Exhibits C and D to this Supplement for certain information regarding the characteristics of the HECMs included in the Underlying Trust.

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

**Modification and Exchange:** If you own exchangeable Securities you will be able, upon notice and payment of an exchange fee, to exchange them for a proportionate interest in the related Securities shown on Schedule I to this Supplement. Under certain circumstances, Class PC will be subject to mandatory exchange, with no exchange fee, for its related REMIC Securities. See “*Description of the Securities — Modification and Exchange*” in this Supplement.

**Increased Minimum Denomination Classes:** Each Regular and MX Class. See “*Description of the Securities — Form of Securities*” in this Supplement.

**Interest Rates:** The Interest Rates for Class AB and Class PT are shown on the front cover of this Supplement.

The approximate initial Interest Rates for the Interest Only and HWAC Classes set forth below were calculated using the assumed characteristics of the HECMs and the Participations underlying the related Trust Assets set forth in Exhibits A and D, which are provided by the Sponsor as of July 1, 2010. The assumed characteristics include rounded weighted average gross coupons on the HECMs related to the Participations backing the Trust Assets. The actual initial Interest Rates for the Interest Only and HWAC Classes will be calculated based on the interest that accrues on each HECM, aggregated and then rounded to a different level of precision. Therefore the actual initial Interest Rates for the Interest Only and HWAC Classes may differ from the approximate initial Interest Rates set forth herein. Prior to the first Distribution Date, investors can obtain the actual initial Interest Rates for the Interest Only and HWAC Classes for the related Accrual Period from the Trustee’s website, [www.ctslink.com](http://www.ctslink.com).

Class PC is an MX Class that is an HWAC Class that will accrue interest during each Accrual Period at an equivalent annualized rate derived by aggregating the accrued interest on its related REMIC Classes (or portions thereof) for such Accrual Period expressed as a percentage of its outstanding principal balance for such Accrual Period, subject to certain limitations as set forth under “*Description of the Securities — Modification and Exchange*” in this Supplement. The approximate initial Interest Rate for Class PC, which will be in effect for the first Accrual Period, is 8.78160%.

**Class FI Interest Rate:** For any Distribution Date, a per annum rate equal to the product of (i) 12 multiplied by (ii) the quotient of (a) the excess, if any, of (I) the interest accrued for the Accrual Period immediately preceding such Distribution Date on the Group 1 Trust Assets over (II) the Class AB Interest Accrual Amount for such Distribution Date, divided by (b) the outstanding principal balance of the Group 1 Trust Assets as of the related Record Date for Class FI. The initial interest rate for Class FI will be approximately 1.05604%.

**Class IF Interest Rate:** For any Distribution Date, a per annum rate equal to the product of (i) 12 multiplied by (ii) the quotient of (a) interest accrued for the Accrual Period immediately preceding such Distribution Date on the Subgroup 2B Trust Assets, divided by (b) the Class IF Notional Balance as of the related Record Date. The initial interest rate for Class IF will be approximately 1.23385%.

**Distributions:** On each Distribution Date, the following distributions will be made to the related Securities:

#### **SECURITY GROUP 1**

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

1. Concurrently, to AB and FI, pro rata based on their respective Interest Accrual Amounts, up to the Class AB Interest Accrual Amount and the Class FI Interest Accrual Amount for such Distribution Date
2. To AB, in reduction of its Class Principal Balance, up to the amount of the Class AB Principal Distribution Amount for such Distribution Date
3. To FI, until the Class FI Deferred Interest Amount is reduced to zero

#### **SECURITY GROUP 2**

1. The Subgroup 2A Available Distribution Amount will be allocated in the following order of priority:

- a. To PT, up to the Class PT Interest Accrual Amount for such Distribution Date
- b. To PT, in reduction of its Class Principal Balance, until retired

2. The Subgroup 2B Available Distribution Amount will be allocated in the following order of priority:

- a. To IF, up to the Class IF Interest Accrual Amount for such Distribution Date
- b. To IF, until the Class IF Deferred Interest Amount is reduced to zero

**Available Distribution Amounts:** For Group 1 and Subgroup 2A, with respect to each Distribution Date, the excess, if any, of (a) the sum of (i) the product of (A) the original principal amount of the related HECM MBS and (B) the Certificate Factor or Calculated Certificate Factor, as applicable, for the preceding Distribution Date and (ii) the interest accrued with respect to such HECM MBS for the related Accrual Period over (b) the product of (i) the original principal amount of such HECM MBS and (ii) the Certificate Factor or Calculated Certificate Factor, as applicable, for the current Distribution Date. For Subgroup 2B, with respect to each Distribution Date, the amounts received in respect of the Underlying Certificate on such Distribution Date.

**Class AB Interest Accrual Amount:** For any Distribution Date, interest accrued during the related Accrual Period for such Distribution Date at the Interest Rate on the Class Principal Balance of Class AB as of the related Record Date. If, on any Distribution Date, the Class AB Interest Accrual Amount for such Distribution Date exceeds the amount distributed in respect of Class AB pursuant to step 1. under Security Group 1 in “Terms Sheet — Distributions” in this Supplement, such excess will be added to the Class Principal Balance of Class AB (the “Class AB Principal Balance”).

**Class AB Principal Distribution Amount:** For any Distribution Date, the product of (i) the excess, if any, of (a) the Group 1 Available Distribution Amount for such Distribution Date over (b) the sum of the Class AB Interest Accrual Amount and the Class FI Interest Accrual Amount for such Distribution Date, and (ii) the quotient of (a) the Class AB Principal Balance as of the related Record Date divided by (b) the outstanding principal balance of the Group 1 Trust Assets as of the related Record Date for Class AB.

**Class FI Deferred Interest Amount:** With respect to any Distribution Date, the excess, if any, of (i) the sum of all Class FI Interest Accrual Amounts for each Accrual Period ending before such Distribution Date over (ii) the sum of (a) all amounts distributed in respect of Class FI on all prior Distribution Dates plus (b) the amount distributed in respect of Class FI on such Distribution Date

pursuant to step 1. under Security Group 1 in “Terms Sheet — Distributions” in this Supplement. After the occurrence of any Distribution Date in any month, the remaining Class FI Deferred Interest Amount can be calculated by subtracting the Class AB Principal Balance after giving effect to any principal distribution (or any addition) made with respect to such Class as of such Distribution Date from the outstanding principal balance of the Group 1 Trust Assets after giving effect to any payments or accruals on the related HECM MBS as of such Distribution Date. On or about each Distribution Date, the Class FI Deferred Interest Amount is available on reports published by the Trustee on its website, [www.ctslink.com](http://www.ctslink.com).

**Class FI Interest Accrual Amount:** For any Distribution Date, interest accrued during the related Accrual Period for such Distribution Date at the Class FI Interest Rate on the Class Notional Balance of Class FI (the “Class FI Notional Balance”) as of the related Record Date.

**Class IF Deferred Interest Amount:** As of the Closing Date, \$366,850. With respect to any Distribution Date after the Closing Date, the excess, if any, of (i) the sum of the Class IF Deferred Interest Amount as of the Closing Date plus all Class IF Interest Accrual Amounts for each Accrual Period ending before such Distribution Date over (ii) the sum of (a) all amounts distributed in respect of Class IF on all prior Distribution Dates plus (b) the amount distributed in respect of Class IF on such Distribution Date pursuant to step 2.a. under Security Group 2 in “Terms Sheet — Distributions” in this Supplement. After the occurrence of any Distribution Date in any month, the remaining Class IF Deferred Interest Amount will be equal to the deferred interest amount with respect to the Subgroup 2B Trust Assets on such date. On or about each Distribution Date, the Class IF Deferred Interest Amount is available on reports published by the Trustee on its website, [www.ctslink.com](http://www.ctslink.com).

**Class IF Interest Accrual Amount:** For any Distribution Date, interest accrued during the related Accrual Period for such Distribution Date at the Class IF Interest Rate on the Class Notional Balance of Class IF (the “Class IF Notional Balance”) as of the related Record Date.

**Class PT Interest Accrual Amount:** For any Distribution Date, interest accrued during the related Accrual Period for such Distribution Date at the Class PT Interest Rate on the Class Principal Balance of Class PT as of the related Record Date. If, on any Distribution Date, the Class PT Interest Accrual Amount for such Distribution Date exceeds the amount distributed in respect of step 1.a. under Security Group 2 in “Terms Sheet — Distributions” in this Supplement, such excess will be added to the Class Principal Balance of Class PT (the “Class PT Principal Balance”).

**Class Types:** The following list contains abbreviations used to describe certain Class Types. Definitions of the Class Types are found below.

<u>Abbreviation</u>	<u>Class Types</u>
HPT . . . . .	HECM MBS Pass-Through Class
HWAC . . . . .	HECM MBS Weighted Average Coupon Class
HZ . . . . .	HECM MBS Accrual Class

**HECM MBS Accrual Class:** A HECM MBS Accrual Class (“HZ”) is a Class that is backed in whole or in part by Trust Assets consisting of HECM MBS on which interest accrues during any Accrual Period and all or a portion of the accrued interest is (a) distributable as interest up to the amount available in respect of the underlying HECM MBS and is (b) added to its Class Principal Balance on each Distribution Date to the extent that there is not available cashflow from such Trust Assets to distribute the total accrued interest. There are no Accretion Directed Classes associated with any HECM MBS Accrual Class.

**HECM MBS Pass-Through Class:** A HECM MBS Pass-Through Class (“HPT”) is a Class that is backed in whole or in part by Trust Assets consisting of HECM MBS that either individually or together with other Classes receives on each Distribution Date all, or substantially all, of the principal and/or interest payments received on the related Trust Assets and that is not a Strip or Sequential Pay Class.

**HECM MBS Weighted Average Coupon Class:** A HECM MBS Weighted Average Coupon Class (“HWAC”) is a Class that is backed in whole or in part by Trust Assets consisting of HECM MBS and whose Interest Rate is based on or determined by reference to a Weighted Average Coupon Rate as described in this Supplement.

**Notional Classes:** The Notional Classes will not receive distributions of principal based on their Class Notional Balances 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 or increases to that extent with, the outstanding principal or notional balance of the related Trust Asset Group or Subgroup indicated:

<u>Class</u>	<u>Original Class Notional Balance</u>	<u>Represents</u>
FI . . . . .	\$126,700,294	100% of the Group 1 Trust Assets
IF . . . . .	151,058,650	100% of the Subgroup 2B Trust Assets

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

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



**\$206,579,111**

**Government National  
Mortgage Association**

**GINNIE MAE<sup>®</sup>**

**Guaranteed HECM MBS REMIC  
Pass-Through Securities  
and MX Securities  
Ginnie Mae REMIC Trust 2010-H15**

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***OFFERING CIRCULAR SUPPLEMENT***  
**August 24, 2010**

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**Barclays Capital Inc.  
Sandgrain Securities, Inc.**