



\$226,857,080⁽¹⁾

Government National Mortgage Association

GINNIE MAE[®]

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

Ginnie Mae REMIC Trust 2010-H17

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.

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-14 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.

Class of REMIC Securities	Original Principal Balance(3)	Interest Rate	Principal Type(4)	Interest Type(4)	CUSIP Number	Final Distribution Date(5)
Security Group 1						
AI	\$50,402,250	(6)	NTL(HPT)	HWAC/IO/DLY	38375BDX7	July 2060
FA	50,402,250	(6)	HPT	FLT/HWAC/HZ	38375BDY5	July 2060
Security Group 2						
BI	39,605,653	(6)	NTL(HPT)	HWAC/IO/DLY	38375BDZ2	July 2060
FB	39,605,653	(6)	HPT	FLT/HWAC/HZ	38375BEA6	July 2060
Security Group 3						
CI(2)(7)	66,145,029	(6)	SC/NTL(HPT)	HWAC/IO/DLY	38375BEB4	March 2060
DI(2)(7)	32,366,587	(6)	SC/NTL(HPT)	HWAC/IO/DLY	38375BEC2	March 2060
XP(2)	72,734,466	(6)	HPT	HWAC/HZ/DLY	38375BED0	July 2060
Security Group 4						
EI(2)(7)	46,313,230	(6)	SC/NTL(HPT)	HWAC/IO/DLY	38375BEE8	March 2060
FI(2)(7)	5,499,659	(6)	SC/NTL(HPT)	HWAC/IO/DLY	38375BEF5	March 2060
GI(2)(7)	11,860,072	(6)	SC/NTL(HPT)	HWAC/IO/DLY	38375BEG3	April 2060
HI(2)(7)	90,682,680	(6)	SC/NTL(HPT)	HWAC/IO/DLY	38375BEH1	April 2060
JI(2)(7)	56,681,692	(6)	SC/NTL(HPT)	HWAC/IO/DLY	38375BEJ7	April 2060
KI(2)(7)	36,473,556	(6)	SC/NTL(HPT)	HWAC/IO/DLY	38375BEK4	February 2060
XQ(2)	63,284,321	(6)	SC/HPT	HWAC/HZ/DLY	38375BEL2	July 2060
Residual						
RR	0	0	NPR	NPR	38375BEM0	July 2060

- (1) This amount includes the Class CI Deferred Interest Amount, the Class DI Deferred Interest Amount, the Class EI Deferred Interest Amount, the Class FI Deferred Interest Amount, the Class GI Deferred Interest Amount, the Class HI Deferred Interest Amount, the Class JI Deferred Interest Amount and the Class KI Deferred Interest Amount, in each case as of the Closing Date.
- (2) These Securities may be exchanged for MX Securities described in Schedule I to this Supplement.
- (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 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.
- (7) Class CI is entitled to receive the Class CI Deferred Interest Amount, which amount equals approximately \$225,602 as of the Closing Date, Class DI is entitled to receive the Class DI Deferred Interest Amount, which amount equals approximately \$115,677 as of the Closing Date, Class EI is entitled to receive the Class EI Deferred Interest Amount, which amount equals approximately \$70,967 as of the Closing Date, Class FI is entitled to receive the Class FI Deferred Interest Amount, which amount equals approximately \$34,857 as of the Closing Date, Class GI is entitled to receive the Class GI Deferred Interest Amount, which amount equals approximately \$23,185 as of the Closing Date, Class HI is entitled to receive the Class HI Deferred Interest Amount, which amount equals approximately \$23,330 as of the Closing Date, Class JI is entitled to receive the Class JI Deferred Interest Amount, which amount equals approximately \$163,908 as of the Closing Date and Class KI is entitled to receive the Class KI Deferred Interest Amount, which amount equals approximately \$172,864 as of the Closing Date. The Deferred Interest Amounts are not included in the balances set forth in the table above.

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 3B, 3C and Group 4 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 Document are available on Ginnie Mae’s website located at <http://www.ginniemae.gov>.

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

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: Banc of America Securities LLC

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:

<u>Trust Asset Group or Subgroup⁽¹⁾</u>	<u>Trust Asset Type</u>	<u>Trust Asset Principal Balance or Notional Balance</u>	<u>Trust Asset Rate</u>	<u>Original Term To Maturity (in years)</u>
1	Ginnie Mae II ⁽²⁾⁽³⁾	\$50,402,250	(4)(5)(10)	50
2	Ginnie Mae II ⁽²⁾⁽⁶⁾	39,605,653	(4)(5)(11)	50
3A	Ginnie Mae II ⁽²⁾⁽⁷⁾	72,734,466	(4)(8)	50
3B	Underlying Certificate	66,145,029	(9)	50
3C	Underlying Certificate	32,366,587	(9)	50
4A	Underlying Certificate	63,284,321	(9)	50
4B	Underlying Certificate	46,313,230	(9)	50
4C	Underlying Certificate	5,499,659	(9)	50
4D	Underlying Certificate	11,860,072	(9)	50
4E	Underlying Certificate	90,682,680	(9)	50
4F	Underlying Certificate	56,681,692	(9)	50
4G	Underlying Certificate	36,473,556	(9)	50

(1) The Group 3 and Group 4 Trust Assets each consist of subgroups, Subgroup 3A, Subgroup 3B and Subgroup 3C, and Subgroup 4A, Subgroup 4B, Subgroup 4C, Subgroup 4D, Subgroup 4E, Subgroup 4F and Subgroup 4G, respectively (each a “Subgroup”).

(2) The Group 1 and 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.

(3) The Group 1 Trust Assets consist of Ginnie Mae HECM MBS pools 893151 and 893536.

(4) The HECM MBS Rate for each of the Group 1 and 2 and Subgroup 3A 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 (Groups 1 and 2 and Subgroup 3A)” in this Supplement.

- (5) The applicable index for each of the Group 1 and 2 Trust Assets is LIBOR. The actual HECM lifetime cap on interest rate adjustments may limit whether the HECM MBS Rate for a particular Trust Asset Group remains at LIBOR (as determined pursuant to the HECM loan documents) plus the applicable margin identified in the table above. See *“The Trust Assets — The Trust MBS (Groups 1 and 2 and Subgroup 3A)”* and *“Risk Factors — Adjustable rate HECMs are subject to certain caps, or maximum interest rates, which may limit the amount of interest payable in respect of the related HECM MBS and may limit the WACR on the related HECM MBS and the interest rates on the related group 1 and 2 securities”* in this Supplement.
- (6) The Group 2 Trust Assets consist of Ginnie Mae HECM MBS pools 892417, 892428, 892952, 893141 and 893539.
- (7) The Subgroup 3A Trust Assets consist of Ginnie Mae HECM MBS pools 731468, 742623 and 742624.
- (8) The interest rates of the Participations underlying the Subgroup 3A HECM MBS pools at issuance ranged from 5.200% to 5.565%.
- (9) Certain information regarding each Underlying Certificate is set forth in Exhibits D, E and F to this Supplement.
- (10) The margins on the Group 1 HECM MBS pools are either 1.69% or 1.735%.
- (11) The margins on the Group 2 HECM MBS pools range from 2.40% to 2.44%.

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 SP and SQ, 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 2 and Subgroup 3A Trust Assets: The assumed characteristics of the HECMs and the Participations underlying the Group 1 and 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 D and E 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 SP and SQ 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 Floating Rate Classes will bear interest at per annum rates based on one-month LIBOR (hereinafter referred to as “LIBOR” as follows:

<u>Class</u>	<u>Interest Rate Formula(1)</u>	<u>Initial Interest Rate(2)</u>	<u>Minimum Rate</u>	<u>Maximum Rate(3)</u>	<u>Delay (in days)</u>	<u>LIBOR for Minimum Interest Rate</u>
FA	LIBOR + 0.33%	0.65688%	0.33%	10.53%	0	0.00%
FB	LIBOR + 0.35%	0.67688%	0.35%	10.54%	0	0.00%

- (1) LIBOR will be established as described under “Description of the Securities — Interest Distributions — Floating Rate Classes” in this Supplement.
- (2) The initial Interest Rate will be in effect during the first Accrual Period; the Interest Rate will adjust monthly thereafter.
- (3) The Maximum Rate for any Accrual Period will be the lesser of (i) the Maximum Rate indicated in this table and (ii) the WACR for the related Trust Asset Group. See “Risk Factors — *The maximum rate on the floating rate classes could limit the amount of interest that accrues on such classes*” in this Supplement.

Each of Classes FA and FB will bear interest during each Accrual Period at a per annum rate equal to the lesser of the related Maximum Rate and the result based on the related interest rate formula described above.

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 E, 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.

Each of Classes SP and SQ 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 Classes SP and SQ, which will be in effect for the first Accrual Period, are 6.80850% and 11.87544%, respectively.

Class AI 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 FA 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 AI. The initial interest rate for Class AI will be approximately 1.40143%.

Class BI 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 FB 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 BI. The initial interest rate for Class BI will be approximately 2.08268%.

Class CI 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 CI Notional Balance as of the related Record Date. The initial interest rate for Class CI will be approximately 1.01534%.

Class DI 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 3C Trust Assets, divided by (b) the Class DI Notional Balance as of the related Record Date. The initial interest rate for Class DI will be approximately 1.39103%.

Class EI 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 4B Trust Assets, divided by (b) the Class EI Notional Balance as of the related Record Date. The initial interest rate for Class EI will be approximately 1.32353%.

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) interest accrued for the Accrual Period immediately preceding such Distribution Date on the Subgroup 4C Trust Assets, divided by (b) the Class FI Notional Balance as of the related Record Date. The initial interest rate for Class FI will be approximately 1.55267%.

Class GI 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 4D Trust Assets, divided by (b) the Class GI Notional Balance as of the related Record Date. The initial interest rate for Class GI will be approximately 0.82942%.

Class HI 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 4E Trust Assets, divided by (b) the Class HI Notional Balance as of the related Record Date. The initial interest rate for Class HI will be approximately 2.04430%.

Class JI 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 4F Trust Assets, divided by (b) the Class JI Notional Balance as of the related Record Date. The initial interest rate for Class JI will be approximately 1.30984%.

Class KI 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 4G Trust Assets, divided by (b) the Class KI Notional Balance as of the related Record Date. The initial interest rate for Class KI will be approximately 1.09085%.

Class XP 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 3A Trust Assets, divided by (b) the Class XP Principal Balance as of the related Record Date. The initial interest rate for Class XP will be approximately 5.29807%.

Class XQ 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 4A Trust Assets, divided by (b) the Class XQ Principal Balance as of the related Record Date. The initial interest rate for Class XQ will be approximately 5.24516%.

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 FA and AI, pro rata based on their respective Interest Accrual Amounts, up to the Class FA Interest Accrual Amount and the Class AI Interest Accrual Amount for such Distribution Date
2. To FA, in reduction of its Class Principal Balance, up to the amount of the Class FA Principal Distribution Amount for Such Distribution Date
3. To AI, until the Class AI 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 FB and BI, pro rata based on their respective Interest Accrual Amounts, up to the Class FB Interest Accrual Amount and the Class BI Interest Accrual Amount for such Distribution Date
2. To FB, in reduction of its Class Principal Balance, up to the amount of the Class FB Principal Distribution Amount for Such Distribution Date
3. To BI, until the Class BI 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 XP, up to the Class XP Interest Accrual Amount for such Distribution Date
- b. To XP, 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 CI, up to the Class CI Interest Accrual Amount for such Distribution Date
- b. To CI, until the Class CI Deferred Interest Amount is reduced to zero

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

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

SECURITY GROUP 4

1. The Subgroup 4A Available Distribution Amount will be allocated in the following order of priority:

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

2. The Subgroup 4B Available Distribution Amount will be allocated in the following order of priority:

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

3. The Subgroup 4C Available Distribution Amount will be allocated in the following order of priority:

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

4. The Subgroup 4D Available Distribution Amount will be allocated in the following order of priority:

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

5. The Subgroup 4E Available Distribution Amount will be allocated in the following order of priority:

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

6. The Subgroup 4F Available Distribution Amount will be allocated in the following order of priority:

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

7. The Subgroup 4G Available Distribution Amount will be allocated in the following order of priority:

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

Available Distribution Amount: For Security Groups 1 and 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 Subgroups 3B, 3C, 4A, 4B, 4C, 4D, 4E, 4F and 4G with respect to each Distribution Date, all amounts received in respect of the Subgroup 3B Trust Assets, the Subgroup 3C Trust Assets, the Subgroup 4A Trust Assets, the Subgroup 4B Trust Assets, the Subgroup 4C Trust Assets, the Subgroup 4D Trust Assets, the Subgroup 4E Trust Assets, the Subgroup 4F Trust Assets and the Subgroup 4G Trust Assets, respectively, for such Distribution Date.

Class AI Deferred Interest Amount: With respect to any Distribution Date, the excess, if any, of (i) the sum of all Class AI 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 AI on all prior Distribution Dates plus (b) the amount distributed in respect of Class AI 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 AI Deferred Interest Amount can be calculated by subtracting the Class FA 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 AI Deferred Interest Amount is available on reports published by the Trustee on its website, www.ctslink.com.

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

Class BI Deferred Interest Amount: With respect to any Distribution Date, the excess, if any, of (i) the sum of all Class BI 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 BI on all prior Distribution Dates plus (b) the amount distributed in respect of Class BI 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 BI Deferred Interest Amount can be calculated by subtracting the Class FB 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 BI Deferred Interest Amount is available on reports published by the Trustee on its website, www.ctslink.com.

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

Class CI Deferred Interest Amount: As of the Closing Date, approximately \$225,602. With respect to any Distribution Date after the Closing Date, the excess, if any, of (i) the sum of the Class CI Deferred Interest Amount as of the Closing Date plus all Class CI 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 CI on all prior Distribution Dates plus (b) the amount distributed in respect of Class CI 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 CI 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 CI Deferred Interest Amount is available on reports published by the Trustee on its website, www.ctslink.com.

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

Class DI Deferred Interest Amount: As of the Closing Date, approximately \$115,677. With respect to any Distribution Date after the Closing Date, the excess, if any, of (i) the sum of the Class DI Deferred Interest Amount as of the Closing Date plus all Class DI 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 DI on all prior Distribution Dates plus (b) the amount distributed in respect of Class DI on such Distribution Date pursuant to step 3.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 DI Deferred Interest Amount will be equal to the deferred interest amount with respect to the Subgroup 3C Trust Assets on such date. On or about each Distribution Date, the Class DI Deferred Interest Amount is available on reports published by the Trustee on its website, www.ctslink.com.

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

Class EI Deferred Interest Amount: As of the Closing Date, approximately \$70,967. With respect to any Distribution Date after the Closing Date, the excess, if any, of (i) the sum of the Class EI Deferred Interest Amount as of the Closing Date plus all Class EI 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 EI on all prior Distribution Dates plus (b) the amount distributed in respect of Class EI on such Distribution Date pursuant to step 2.a. under Security Group 4 in “Terms Sheet — Distributions” in this Supplement. After the occurrence of any Distribution Date in any month, the remaining Class EI Deferred Interest Amount will be equal to the deferred interest amount with respect to the Subgroup 4B Trust Assets on such date. On or about each Distribution Date, the Class EI Deferred Interest Amount is available on reports published by the Trustee on its website, www.ctslink.com.

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

Class FA Interest Accrual Amount: For any Distribution Date, interest accrued during the related Accrual Period for such Distribution Date at the related Interest Rate on the Class Principal Balance of Class FA as of the related Record Date. If, on any Distribution Date, the Class FA Interest Accrual Amount for such Distribution Date exceeds the amount distributed in respect of Class FA 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 FA (the “Class FA Principal Balance”).

Class FA 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 FA Interest Accrual Amount and the Class AI Interest Accrual Amount for such Distribution Date, and (ii) the quotient of (a) the Class FA 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 FA.

Class FB Interest Accrual Amount: For any Distribution Date, interest accrued during the related Accrual Period for such Distribution Date at the related Interest Rate on the Class Principal Balance of Class FB as of the related Record Date. If, on any Distribution Date, the Class FB Interest Accrual Amount for such Distribution Date exceeds the amount distributed in respect of Class FB 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 FB (the “Class FB Principal Balance”).

Class FB 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 FB Interest Accrual Amount and the Class BI Interest Accrual Amount for such Distribution Date, and (ii) the quotient of (a) the Class FB 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 FB.

Class FI Deferred Interest Amount: As of the Closing Date, approximately \$34,857. With respect to any Distribution Date after the Closing Date, the excess, if any, of (i) the sum of the Class FI Deferred Interest Amount as of the Closing Date plus 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 3.a. under Security Group 4 in “Terms Sheet — Distributions” in this Supplement. After the occurrence of any Distribution Date in any month, the remaining Class FI Deferred Interest Amount will be equal to the deferred interest amount with respect to the Subgroup 4C Trust Assets on

such 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 GI Deferred Interest Amount: As of the Closing Date, approximately \$23,185. With respect to any Distribution Date after the Closing Date, the excess, if any, of (i) the sum of the Class GI Deferred Interest Amount as of the Closing Date plus all Class GI 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 GI on all prior Distribution Dates plus (b) the amount distributed in respect of Class GI on such Distribution Date pursuant to step 4.a. under Security Group 4 in “Terms Sheet — Distributions” in this Supplement. After the occurrence of any Distribution Date in any month, the remaining Class GI Deferred Interest Amount will be equal to the deferred interest amount with respect to the Subgroup 4D Trust Assets on such date. On or about each Distribution Date, the Class GI Deferred Interest Amount is available on reports published by the Trustee on its website, www.ctslink.com.

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

Class HI Deferred Interest Amount: As of the Closing Date, approximately \$23,330. With respect to any Distribution Date after the Closing Date, the excess, if any, of (i) the sum of the Class HI Deferred Interest Amount as of the Closing Date plus all Class HI 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 HI on all prior Distribution Dates plus (b) the amount distributed in respect of Class HI on such Distribution Date pursuant to step 5.a. under Security Group 4 in “Terms Sheet — Distributions” in this Supplement. After the occurrence of any Distribution Date in any month, the remaining Class HI Deferred Interest Amount will be equal to the deferred interest amount with respect to the Subgroup 4E Trust Assets on such date. On or about each Distribution Date, the Class HI Deferred Interest Amount is available on reports published by the Trustee on its website, www.ctslink.com.

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

Class JI Deferred Interest Amount: As of the Closing Date, approximately \$163,908. With respect to any Distribution Date after the Closing Date, the excess, if any, of (i) the sum of the Class JI Deferred Interest Amount as of the Closing Date plus all Class JI 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 JI on all prior Distribution Dates plus (b) the amount distributed in respect of Class JI on such Distribution Date pursuant to step 6.a. under Security Group 4 in “Terms Sheet — Distributions” in this Supplement. After the occurrence of any Distribution Date in any month, the remaining Class JI Deferred Interest Amount will be equal to the deferred interest amount with respect to the Subgroup 4F Trust Assets on such date. On or about each Distribution Date, the Class JI Deferred Interest Amount is available on reports published by the Trustee on its website, www.ctslink.com.

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

Class KI Deferred Interest Amount: As of the Closing Date, approximately \$172,864. With respect to any Distribution Date after the Closing Date, the excess, if any, of (i) the sum of the Class KI Deferred Interest Amount as of the Closing Date plus all Class KI 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 KI on all prior Distribution Dates plus (b) the amount distributed in respect of Class KI on such Distribution Date pursuant to step 7.a. under Security Group 4 in “Terms Sheet — Distributions” in this Supplement. After the occurrence of any Distribution Date in any month, the remaining Class KI Deferred Interest Amount will be equal to the deferred interest amount with respect to the Subgroup 4G Trust Assets on such date. On or about each Distribution Date, the Class KI Deferred Interest Amount is available on reports published by the Trustee on its website, www.ctslink.com.

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

Class XP Interest Accrual Amount: For any Distribution Date, interest accrued during the related Accrual Period for such Distribution Date at the Class XP Interest Rate on the Class Principal Balance of Class XP as of the related Record Date. If, on any Distribution Date, the Class XP Interest Accrual Amount for such Distribution Date exceeds the amount distributed in respect of Class XP pursuant to 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 XP (the “Class XP Principal Balance”).

Class XQ Interest Accrual Amount: For any Distribution Date, interest accrued during the related Accrual Period for such Distribution Date at the Class XQ Interest Rate on the Class Principal Balance of Class XQ as of the related Record Date. If, on any Distribution Date, the Class XQ Interest Accrual Amount for such Distribution Date exceeds the amount distributed in respect of Class XQ pursuant to step 1.a. under Security Group 4 in “Terms Sheet — Distributions” in this Supplement, such excess will be added to the Class Principal Balance of Class XQ (the “Class XQ 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 notional balance of the related Trust Asset Group or Subgroup indicated:

<u>Class</u>	<u>Original Class Notional Balance</u>	<u>Represents</u>
AI	\$50,402,250	100% of the Group 1 Trust Assets
BI	39,605,653	100% of the Group 2 Trust Assets
CI	66,145,029*	100% of the Subgroup 3B Trust Assets
DI	32,366,587*	100% of the Subgroup 3C Trust Assets
EI	46,313,230*	100% of the Subgroup 4B Trust Assets
FI	5,499,659*	100% of the Subgroup 4C Trust Assets
GI	11,860,072*	100% of the Subgroup 4D Trust Assets
HI	90,682,680*	100% of the Subgroup 4E Trust Assets
JL	56,681,692*	100% of the Subgroup 4F Trust Assets
KI	36,473,556*	100% of the Subgroup 4G 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.

The level of LIBOR will affect payments and yields on the group 1 and 2 securities. If LIBOR performs differently from what you expect, the yield on your securities may be lower than you expect. Lower levels of LIBOR will generally reduce the yield on floating rate securities. You should bear in mind that the timing of changes in LIBOR may also affect your yield: generally the earlier a change in LIBOR occurs, the greater the effect such change will have on your yield. It is doubtful that LIBOR will remain constant.

In addition, higher levels of LIBOR will increase the rate at which adjustable rate HECMs reach their maximum claim amounts. When a HECM approaches its maximum claim amount, certain Ginnie Mae issuer purchase events could occur resulting in a prepayment in respect of the related securities and reductions in 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.

LIBOR for the HECMs related to the participations underlying the group 1 and 2 trust assets may not equal LIBOR for the group 1 and 2 securities, which may impact, perhaps significantly, the amount of interest distributable to the group 1 and 2 securities. LIBOR for the HECMs related to the participations underlying the group 1 and 2 trust assets may be determined at different times and from a different source than LIBOR on the related securities. If LIBOR for the HECMs related to the

participations underlying the group 1 and 2 trust assets is lower than LIBOR for the related securities for any accrual period, interest accruals with respect to the related notional classes will be reduced because the notional classes are entitled to receive the excess of interest accrued in respect of the related trust assets over the interest distributable to the related floating rate classes. In addition, if LIBOR for the HECMs is significantly lower than LIBOR for the related securities for any accrual period, interest accruing on the related floating rate classes will be reduced because the interest rate on the floating rate classes is capped at a rate equal to the weighted average coupon rate of the related HECM MBS. In the event that LIBOR for the HECMs is higher than LIBOR for the related securities, interest accruing on the related floating rate classes will not be affected but interest accruals with respect to the related notional classes will be increased.

Adjustable rate HECMs are subject to certain caps, or maximum interest rates, which may limit the amount of interest payable in respect of the related HECM MBS and may limit the WACR on the related HECM MBS and the interest rates on the related group 1 and 2 securities. If LIBOR increases to a sufficiently high level, the interest rate on the HECMs related to the participations underlying a HECM MBS may be limited by caps. As a result, the WACR on the related HECM MBS, as well as the interest rates on the related securities, may be limited. The application of any caps on the adjustable rate HECMs may significantly impact the interest rates on the interest only classes in groups 1 and 2 because the interest entitlement of these classes of securities are entirely dependent on the WACR of the related trust asset group.

The maximum rate on each floating rate class could limit the amount of interest that accrues on such class. Each floating rate class is subject to a maximum rate which is equal to the lesser of the related maximum rate set forth under “Terms Sheet — Interest Rates” for that class and the WACR for the related trust asset group. If LIBOR exceeds certain levels the interest rate of each floating rate class may be capped at the related maximum rate set forth under “Terms Sheet — Interest Rates” for that class,

even in instances when such rate is less than the WACR for the related trust asset group.

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 principal payments on or reductions or increases in the notional balances and the deferred interest amounts of the underlying certificates will directly affect the rates of principal payments on or reductions or increases in the notional balances and the deferred interest amounts of the securities related to the subgroup 3B and 3C and group 4 trust assets. The underlying certificates will be sensitive to the rate of payments of principal (including prepayments) of the related HECMs. As described in the related underlying certificate disclosure document, the underlying certificate included in trust asset group 4A is not entitled to distributions of principal until a certain class of the related underlying series has been retired and, accordingly, distributions of principal of the related HECMs for extended periods may be applied to the distribution of principal of that class of certificates having priority over the underlying certificate. 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 the subgroup 3B and 3C and group 4 securities

and, in particular, Classes SP and SQ 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 E 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 or draw at

any of the draw rates assumed, if any, in this supplement, or at any constant prepayment 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 (Groups 1 and 2 and Subgroup 3A)

The Group 1 and 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”).

The interest rate of HECM MBS backed by Participations related to adjustable rate HECMs may be limited by caps on the adjustable rate HECMs. See *“Risk Factors — Adjustable rate HECMs are subject to certain caps, or maximum interest rates, which may limit the amount of interest payable in respect of the related HECM MBS and may limit the WACR on the related HECM MBS and the interest rates on the related group 1 and 2 securities”* in this Supplement.

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 3B and 3C and Group 4)

The Subgroup 3B and 3C and Group 4 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 separate Series of certificates described in the related Underlying Certificate Disclosure Document, excerpts of which are attached as Exhibit F 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 D and E 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 Group 1 and 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 D and E 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 and adjustable 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,” and “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 set forth in the table below:

<u>Class</u>	<u>Accrual Period</u>
Delay Classes	The calendar month preceding the related Distribution Date
Floating Rate Classes	From the 20th day of the month preceding the month of the related Distribution Date through the 19th day of the month of that Distribution Date

Floating Rate Classes

The Floating Rate Classes will bear interest as shown under “Terms Sheet — Interest Rates” in this Supplement. The Interest Rates for the Floating Rate Classes will be based on LIBOR. LIBOR will equal the average of the London interbank offered rates for one-month United States dollar deposits as published in the Wall Street Journal on or before the twenty-fifth day of each month preceding the month in which the related Accrual Period begins. If such rate ceases to be published in the Wall Street Journal or becomes unavailable for any reason, then the rate will be based upon a new index selected by the Trustee, from the list of indices approved for use with HUD-insured HECMs, which will be announced as soon as it is available. The Trustee may use different values of LIBOR than those that are used for the HECMs, which relate to the Participations underlying the HECM MBS. See “*Risk Factors — LIBOR for the HECMs related to the participations underlying the group 1 and 2 trust assets may not equal LIBOR for the group 1 and 2 securities, which may impact, perhaps significantly, the amount of interest distributable to the group 1 and 2 securities.*”

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

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. With respect to the Participations underlying the Group 1 and 2 Securities, see *“Risk Factors — LIBOR for the HECMs related to the participations underlying the group 1 and 2 trust assets may not equal LIBOR for the group 1 and 2 securities, which may impact, perhaps significantly, the amount of interest distributable to the group 1 and 2 securities”* in this Supplement.

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

HECM MBS Accrual Classes

Each of Class FA, Class FB, Class XP and Class XQ 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 SP and SQ 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 exchange 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: Ginnie Mae REMIC Program. The Trustee may be contacted by telephone at (212) 515-5262 and by fax at (212) 509-1042.

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

Higher levels of LIBOR and 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 Subgroup 3B and 3C and Group 4 Securities are urged to review the discussion under “Risk Factors — *The rates of principal payments on or reductions or increases in the notional balances and the deferred interest amounts of the underlying certificates will directly affect the rates of principal payments on or reductions or increases in the notional balances and the deferred interest amounts of the securities related to the subgroup 3B and 3C and group 4 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 Group 1 and 2 and Subgroup 3A Trust Assets have the assumed characteristics shown in Exhibit A and the HECMs and related Participations underlying the Subgroup 3B and 3C and Group 4 Trust Assets have the assumed characteristics shown in Exhibit E.

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. HECM borrowers who have the ability to do so draw at the annualized draw rate determined in accordance with the constant percentages of the draw curve shown in Exhibit C (the “Draw Rate”). The Draw Rate (converted to an equivalent monthly factor) is applied to the Maximum Claim Amount. As of the Closing Date, the HECMs related to the Group 3 and Subgroup 4A, 4F and 4G Trust Assets are fully drawn.

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

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 Purchase Events occur.

11. The initial value of LIBOR on the Group 1 and 2 Securities is 0.32688%. The value of LIBOR on the adjustable rate HECMs is the same as the value of LIBOR on the Group 1 and 2 Securities. For purposes of the decrement tables, the constant value of LIBOR shown with respect to any decrement table is used to calculate the interest rate with respect to the adjustable rate HECMs and to the applicable Class; however, for the first Distribution Date, the interest rate is calculated based on the information set forth in Exhibits A and E.

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

13. No borrower changes payment plans.

14. Each Class is held from the Closing Date and is not exchanged in whole or in part, including that there is no mandatory exchange of Classes SP or SQ.

15. Draws occur each month in respect of the Monthly Servicing Fee, if any, as set forth on Exhibits A or E, 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.

16. As of the Closing Date, for each Underlying Certificate with cumulative deferred interest amounts, such amounts are as set forth on the related August 2010 remittance report for such Underlying Certificate.

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, the Trustee may cause a termination of the Trust as described under “Description of the Securities — Termination” in this Supplement, and LIBOR on the Securities may differ from LIBOR on the HECMS.
- 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 and Draw Rates are based on the CPR percentage in effect beginning on each Distribution Date as indicated in Exhibit B and C.

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 assumptions that the related HECMs prepay at the PPC Prepayment Assumption Rates set forth in such tables, LIBOR is constant at the rates set forth in such tables and draws, if any, occur at the Draw Rates set forth in Exhibit C. 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**

Distribution Date	Security Group 1 PPC Prepayment Assumption Rates														
	Class AI* 0.32688% LIBOR					Class AI* 1.32688% LIBOR					Class AI* 5.03792% LIBOR				
	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	102	98	97	96	95	103	99	98	97	96	107	103	101	100	99
August 2012	104	94	90	87	84	106	96	92	89	85	114	103	99	95	92
August 2013	106	88	82	76	71	109	90	84	79	73	122	101	94	88	82
August 2014	109	81	73	65	58	113	84	76	68	61	130	97	87	78	70
August 2015	111	73	63	54	46	116	77	66	57	49	137	90	78	67	57
August 2016	112	65	53	44	35	118	69	57	46	37	144	83	69	56	46
August 2017	114	57	45	35	26	121	61	48	37	28	149	75	59	45	35
August 2018	116	50	37	27	19	121	52	39	28	20	159	69	51	37	26
August 2019	114	42	29	20	13	125	46	32	21	14	168	61	42	29	19
August 2020	117	35	23	15	9	126	38	25	16	10	167	51	33	21	13
August 2021	119	30	18	10	6	130	33	20	11	6	178	45	27	16	9
August 2022	120	24	14	7	4	132	27	15	8	4	0	0	0	0	0
August 2023	120	20	10	5	2	127	21	10	5	2	0	0	0	0	0
August 2024	118	15	7	3	1	130	17	8	3	1	0	0	0	0	0
August 2025	116	12	5	2	1	134	14	6	2	1	0	0	0	0	0
August 2026	118	9	3	1	0	139	11	4	1	0	0	0	0	0	0
August 2027	121	7	2	1	0	143	8	3	1	0	0	0	0	0	0
August 2028	123	5	2	0	0	147	6	2	1	0	0	0	0	0	0
August 2029	126	4	1	0	0	152	5	1	0	0	0	0	0	0	0
August 2030	128	3	1	0	0	157	4	1	0	0	0	0	0	0	0
August 2031	131	2	0	0	0	62	1	0	0	0	0	0	0	0	0
August 2032	134	2	0	0	0	64	1	0	0	0	0	0	0	0	0
August 2033	136	1	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2034	139	1	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2035	142	1	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2036	145	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2037	148	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2038	58	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2039	59	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2040	60	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2041	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2042	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2043	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2044	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2045	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2046	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2047	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2048	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2049	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2050 and thereafter	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	27.2	8.7	7.1	6.0	5.2	20.5	9.1	7.4	6.2	5.4	11.0	8.9	7.7	6.7	5.9

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

**Security Group 1
PPC Prepayment Assumption Rates**

Distribution Date	Class AI* 8.74896% LIBOR					Class AI* 12.46000% LIBOR				
	0%	75%	100%	125%	150%	0%	75%	100%	125%	150%
	Initial Percent	100	100	100	100	100	100	100	100	100
August 2011	110	106	105	104	102	112	108	106	105	104
August 2012	122	110	106	102	98	126	113	109	105	101
August 2013	136	112	105	98	91	142	117	109	102	95
August 2014	150	111	100	90	81	157	117	105	94	84
August 2015	161	106	92	79	67	168	111	96	82	70
August 2016	173	100	83	68	55	189	110	91	74	60
August 2017	192	97	76	58	45	5	3	2	2	1
August 2018	2	1	1	1	0	0	0	0	0	0
August 2019	0	0	0	0	0	0	0	0	0	0
August 2020	0	0	0	0	0	0	0	0	0	0
August 2021	0	0	0	0	0	0	0	0	0	0
August 2022	0	0	0	0	0	0	0	0	0	0
August 2023	0	0	0	0	0	0	0	0	0	0
August 2024	0	0	0	0	0	0	0	0	0	0
August 2025	0	0	0	0	0	0	0	0	0	0
August 2026	0	0	0	0	0	0	0	0	0	0
August 2027	0	0	0	0	0	0	0	0	0	0
August 2028	0	0	0	0	0	0	0	0	0	0
August 2029	0	0	0	0	0	0	0	0	0	0
August 2030	0	0	0	0	0	0	0	0	0	0
August 2031	0	0	0	0	0	0	0	0	0	0
August 2032	0	0	0	0	0	0	0	0	0	0
August 2033	0	0	0	0	0	0	0	0	0	0
August 2034	0	0	0	0	0	0	0	0	0	0
August 2035	0	0	0	0	0	0	0	0	0	0
August 2036	0	0	0	0	0	0	0	0	0	0
August 2037	0	0	0	0	0	0	0	0	0	0
August 2038	0	0	0	0	0	0	0	0	0	0
August 2039	0	0	0	0	0	0	0	0	0	0
August 2040	0	0	0	0	0	0	0	0	0	0
August 2041	0	0	0	0	0	0	0	0	0	0
August 2042	0	0	0	0	0	0	0	0	0	0
August 2043	0	0	0	0	0	0	0	0	0	0
August 2044	0	0	0	0	0	0	0	0	0	0
August 2045	0	0	0	0	0	0	0	0	0	0
August 2046	0	0	0	0	0	0	0	0	0	0
August 2047	0	0	0	0	0	0	0	0	0	0
August 2048	0	0	0	0	0	0	0	0	0	0
August 2049	0	0	0	0	0	0	0	0	0	0
August 2050 and thereafter . .	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	7.6	7.4	6.9	6.4	5.8	6.8	6.7	6.5	6.1	5.7

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

**Security Group 1
PPC Prepayment Assumption Rates**

Distribution Date	Class FA 0.32688% LIBOR					Class FA 1.32688% LIBOR					Class FA 5.03792% LIBOR				
	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	101	98	97	96	95	102	99	98	97	96	105	102	101	100	99
August 2012	101	94	90	87	84	103	95	92	89	85	111	102	99	95	92
August 2013	102	88	82	76	71	105	90	84	79	73	117	100	94	87	82
August 2014	103	81	73	65	58	107	84	75	68	61	123	96	87	78	70
August 2015	103	73	63	54	46	109	77	66	57	49	128	90	78	67	57
August 2016	103	65	53	44	35	109	69	57	46	37	133	83	69	56	46
August 2017	103	57	45	35	26	110	61	48	37	28	136	75	58	45	35
August 2018	104	50	37	27	19	109	52	39	28	20	143	68	51	37	26
August 2019	101	42	29	20	13	111	45	32	21	14	149	61	42	29	19
August 2020	102	35	23	15	9	110	38	25	16	10	146	50	33	21	13
August 2021	102	30	18	10	6	112	33	20	11	6	155	44	27	16	9
August 2022	102	24	14	7	4	113	27	15	8	4	0	0	0	0	0
August 2023	101	20	10	5	2	107	21	10	5	2	0	0	0	0	0
August 2024	98	15	7	3	1	108	17	8	3	1	0	0	0	0	0
August 2025	95	12	5	2	1	110	13	6	2	1	0	0	0	0	0
August 2026	96	9	3	1	0	112	11	4	1	0	0	0	0	0	0
August 2027	96	7	2	1	0	114	8	3	1	0	0	0	0	0	0
August 2028	97	5	2	0	0	116	6	2	1	0	0	0	0	0	0
August 2029	98	4	1	0	0	118	5	1	0	0	0	0	0	0	0
August 2030	98	3	1	0	0	120	4	1	0	0	0	0	0	0	0
August 2031	99	2	0	0	0	47	1	0	0	0	0	0	0	0	0
August 2032	99	2	0	0	0	48	1	0	0	0	0	0	0	0	0
August 2033	100	1	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2034	101	1	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2035	101	1	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2036	102	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2037	103	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2038	40	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2039	40	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2040	40	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2041	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2042	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2043	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2044	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2045	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2046	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2047	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2048	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2049	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2050 and thereafter	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	26.7	8.7	7.1	6.0	5.2	20.3	9.1	7.4	6.2	5.4	11.0	8.9	7.7	6.7	5.9

**Security Group 1
PPC Prepayment Assumption Rates**

Distribution Date	Class FA 8.74896% LIBOR					Class FA 12.46000% LIBOR				
	0%	75%	100%	125%	150%	0%	75%	100%	125%	150%
	Initial Percent	100	100	100	100	100	100	100	100	100
August 2011	109	105	104	103	102	110	107	106	104	103
August 2012	119	109	105	102	98	122	112	108	105	101
August 2013	130	110	104	97	91	136	115	108	101	95
August 2014	142	110	99	90	80	148	114	104	94	84
August 2015	151	105	91	79	67	157	109	95	82	70
August 2016	160	99	82	67	55	174	108	90	73	60
August 2017	175	95	75	58	45	5	3	2	2	1
August 2018	2	1	1	1	0	0	0	0	0	0
August 2019	0	0	0	0	0	0	0	0	0	0
August 2020	0	0	0	0	0	0	0	0	0	0
August 2021	0	0	0	0	0	0	0	0	0	0
August 2022	0	0	0	0	0	0	0	0	0	0
August 2023	0	0	0	0	0	0	0	0	0	0
August 2024	0	0	0	0	0	0	0	0	0	0
August 2025	0	0	0	0	0	0	0	0	0	0
August 2026	0	0	0	0	0	0	0	0	0	0
August 2027	0	0	0	0	0	0	0	0	0	0
August 2028	0	0	0	0	0	0	0	0	0	0
August 2029	0	0	0	0	0	0	0	0	0	0
August 2030	0	0	0	0	0	0	0	0	0	0
August 2031	0	0	0	0	0	0	0	0	0	0
August 2032	0	0	0	0	0	0	0	0	0	0
August 2033	0	0	0	0	0	0	0	0	0	0
August 2034	0	0	0	0	0	0	0	0	0	0
August 2035	0	0	0	0	0	0	0	0	0	0
August 2036	0	0	0	0	0	0	0	0	0	0
August 2037	0	0	0	0	0	0	0	0	0	0
August 2038	0	0	0	0	0	0	0	0	0	0
August 2039	0	0	0	0	0	0	0	0	0	0
August 2040	0	0	0	0	0	0	0	0	0	0
August 2041	0	0	0	0	0	0	0	0	0	0
August 2042	0	0	0	0	0	0	0	0	0	0
August 2043	0	0	0	0	0	0	0	0	0	0
August 2044	0	0	0	0	0	0	0	0	0	0
August 2045	0	0	0	0	0	0	0	0	0	0
August 2046	0	0	0	0	0	0	0	0	0	0
August 2047	0	0	0	0	0	0	0	0	0	0
August 2048	0	0	0	0	0	0	0	0	0	0
August 2049	0	0	0	0	0	0	0	0	0	0
August 2050 and thereafter	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	7.6	7.4	6.9	6.4	5.8	6.8	6.7	6.5	6.1	5.7

**Security Group 2
PPC Prepayment Assumption Rates**

Distribution Date	Class BI* 0.32688% LIBOR					Class BI* 1.32688% LIBOR					Class BI* 5.03792% LIBOR				
	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
August 2011	103	98	96	94	93	104	99	97	95	93	107	102	100	98	97
August 2012	106	93	89	85	81	108	95	91	87	83	116	102	97	93	89
August 2013	109	87	80	74	68	112	90	83	77	70	123	99	92	84	78
August 2014	112	80	71	63	56	115	83	74	65	58	133	96	85	75	66
August 2015	114	72	62	52	44	119	76	65	55	46	135	86	73	62	52
August 2016	117	65	53	42	34	124	69	56	45	36	140	78	63	51	41
August 2017	117	56	43	33	24	120	58	44	34	25	147	71	54	41	31
August 2018	115	47	34	24	17	121	50	36	26	18	155	63	46	33	23
August 2019	117	41	27	18	12	125	43	29	19	13	25	9	6	4	3
August 2020	118	34	21	13	8	130	37	24	14	9	24	7	5	3	2
August 2021	121	28	17	9	5	128	30	18	10	5	0	0	0	0	0
August 2022	118	22	12	6	3	129	25	13	7	3	0	0	0	0	0
August 2023	121	18	9	4	2	132	20	10	5	2	0	0	0	0	0
August 2024	119	14	6	3	1	137	16	7	3	1	0	0	0	0	0
August 2025	122	11	5	2	1	126	11	5	2	1	0	0	0	0	0
August 2026	126	9	3	1	0	80	6	2	1	0	0	0	0	0	0
August 2027	129	7	2	1	0	21	1	0	0	0	0	0	0	0	0
August 2028	133	5	2	0	0	22	1	0	0	0	0	0	0	0	0
August 2029	137	4	1	0	0	0	0	0	0	0	0	0	0	0	0
August 2030	124	3	1	0	0	0	0	0	0	0	0	0	0	0	0
August 2031	20	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2032	21	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2033	21	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2034	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2035	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2036	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2037	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2038	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2040	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2041	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2042	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2043	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2044	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2045	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2046	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2047	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2048	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2049	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2050 and thereafter	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	19.4	8.5	6.9	5.8	5.0	15.3	8.6	7.0	5.9	5.1	8.8	7.6	6.8	6.0	5.4

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

**Security Group 2
PPC Prepayment Assumption Rates**

Distribution Date	Class BI* 8.74896% LIBOR					Class BI* 12.46000% LIBOR				
	0%	75%	100%	125%	150%	0%	75%	100%	125%	150%
	Initial Percent	100	100	100	100	100	100	100	100	100
August 2011	111	105	104	102	100	112	107	105	103	101
August 2012	123	108	104	99	94	126	111	107	102	97
August 2013	137	110	102	94	87	143	115	106	98	90
August 2014	154	110	98	87	77	153	110	98	87	77
August 2015	156	99	85	72	60	168	107	91	77	65
August 2016	151	84	68	55	43	30	17	14	11	9
August 2017	29	14	11	9	6	3	1	1	1	1
August 2018	1	0	0	0	0	0	0	0	0	0
August 2019	0	0	0	0	0	0	0	0	0	0
August 2020	0	0	0	0	0	0	0	0	0	0
August 2021	0	0	0	0	0	0	0	0	0	0
August 2022	0	0	0	0	0	0	0	0	0	0
August 2023	0	0	0	0	0	0	0	0	0	0
August 2024	0	0	0	0	0	0	0	0	0	0
August 2025	0	0	0	0	0	0	0	0	0	0
August 2026	0	0	0	0	0	0	0	0	0	0
August 2027	0	0	0	0	0	0	0	0	0	0
August 2028	0	0	0	0	0	0	0	0	0	0
August 2029	0	0	0	0	0	0	0	0	0	0
August 2030	0	0	0	0	0	0	0	0	0	0
August 2031	0	0	0	0	0	0	0	0	0	0
August 2032	0	0	0	0	0	0	0	0	0	0
August 2033	0	0	0	0	0	0	0	0	0	0
August 2034	0	0	0	0	0	0	0	0	0	0
August 2035	0	0	0	0	0	0	0	0	0	0
August 2036	0	0	0	0	0	0	0	0	0	0
August 2037	0	0	0	0	0	0	0	0	0	0
August 2038	0	0	0	0	0	0	0	0	0	0
August 2039	0	0	0	0	0	0	0	0	0	0
August 2040	0	0	0	0	0	0	0	0	0	0
August 2041	0	0	0	0	0	0	0	0	0	0
August 2042	0	0	0	0	0	0	0	0	0	0
August 2043	0	0	0	0	0	0	0	0	0	0
August 2044	0	0	0	0	0	0	0	0	0	0
August 2045	0	0	0	0	0	0	0	0	0	0
August 2046	0	0	0	0	0	0	0	0	0	0
August 2047	0	0	0	0	0	0	0	0	0	0
August 2048	0	0	0	0	0	0	0	0	0	0
August 2049	0	0	0	0	0	0	0	0	0	0
August 2050 and thereafter	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	6.3	6.1	5.8	5.4	5.0	5.6	5.5	5.4	5.1	4.8

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

**Security Group 2
PPC Prepayment Assumption Rates**

Distribution Date	Class FB 0.32688% LIBOR					Class FB 1.32688% LIBOR					Class FB 5.03792% LIBOR				
	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	101	98	96	94	93	102	99	97	95	93	105	101	100	98	97
August 2012	101	93	89	85	81	103	95	91	87	83	111	101	97	93	89
August 2013	102	87	80	74	68	105	90	83	77	70	116	98	91	84	78
August 2014	103	80	71	63	56	106	83	74	65	58	123	95	85	75	66
August 2015	103	72	62	52	44	108	76	65	55	46	122	85	73	62	52
August 2016	103	65	53	42	34	110	69	56	45	36	125	78	63	51	41
August 2017	101	56	43	33	24	105	58	44	34	25	129	70	54	41	31
August 2018	98	47	34	24	17	104	50	36	26	18	133	63	46	33	23
August 2019	99	41	27	18	12	105	43	29	19	13	21	9	6	4	3
August 2020	97	34	21	13	8	107	37	24	14	9	20	7	5	3	2
August 2021	98	28	17	9	5	104	30	18	10	5	0	0	0	0	0
August 2022	94	22	12	6	3	103	25	13	7	3	0	0	0	0	0
August 2023	95	18	9	4	2	104	20	10	5	2	0	0	0	0	0
August 2024	92	14	6	3	1	105	16	7	3	1	0	0	0	0	0
August 2025	92	11	5	2	1	95	11	5	2	1	0	0	0	0	0
August 2026	93	9	3	1	0	59	6	2	1	0	0	0	0	0	0
August 2027	94	7	2	1	0	15	1	0	0	0	0	0	0	0	0
August 2028	94	5	2	0	0	16	1	0	0	0	0	0	0	0	0
August 2029	95	4	1	0	0	0	0	0	0	0	0	0	0	0	0
August 2030	85	3	1	0	0	0	0	0	0	0	0	0	0	0	0
August 2031	13	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2032	14	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2033	14	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2034	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2035	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2036	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2037	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2038	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2040	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2041	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2042	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2043	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2044	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2045	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2046	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2047	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2048	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2049	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2050 and thereafter	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	19.1	8.5	6.9	5.8	5.0	15.1	8.6	7.0	5.9	5.1	8.8	7.6	6.8	6.0	5.4

**Security Group 2
PPC Prepayment Assumption Rates**

Distribution Date	Class FB 8.74896% LIBOR					Class FB 12.46000% LIBOR				
	0%	75%	100%	125%	150%	0%	75%	100%	125%	150%
	Initial Percent	100	100	100	100	100	100	100	100	100
August 2011	109	104	103	101	100	110	106	104	103	101
August 2012	118	107	103	99	94	121	109	105	101	97
August 2013	129	108	101	94	86	135	112	105	98	90
August 2014	142	108	97	87	77	141	107	97	86	76
August 2015	142	97	84	71	60	152	104	90	77	65
August 2016	136	82	67	54	43	27	17	14	11	9
August 2017	26	14	11	9	6	2	1	1	1	1
August 2018	1	0	0	0	0	0	0	0	0	0
August 2019	0	0	0	0	0	0	0	0	0	0
August 2020	0	0	0	0	0	0	0	0	0	0
August 2021	0	0	0	0	0	0	0	0	0	0
August 2022	0	0	0	0	0	0	0	0	0	0
August 2023	0	0	0	0	0	0	0	0	0	0
August 2024	0	0	0	0	0	0	0	0	0	0
August 2025	0	0	0	0	0	0	0	0	0	0
August 2026	0	0	0	0	0	0	0	0	0	0
August 2027	0	0	0	0	0	0	0	0	0	0
August 2028	0	0	0	0	0	0	0	0	0	0
August 2029	0	0	0	0	0	0	0	0	0	0
August 2030	0	0	0	0	0	0	0	0	0	0
August 2031	0	0	0	0	0	0	0	0	0	0
August 2032	0	0	0	0	0	0	0	0	0	0
August 2033	0	0	0	0	0	0	0	0	0	0
August 2034	0	0	0	0	0	0	0	0	0	0
August 2035	0	0	0	0	0	0	0	0	0	0
August 2036	0	0	0	0	0	0	0	0	0	0
August 2037	0	0	0	0	0	0	0	0	0	0
August 2038	0	0	0	0	0	0	0	0	0	0
August 2039	0	0	0	0	0	0	0	0	0	0
August 2040	0	0	0	0	0	0	0	0	0	0
August 2041	0	0	0	0	0	0	0	0	0	0
August 2042	0	0	0	0	0	0	0	0	0	0
August 2043	0	0	0	0	0	0	0	0	0	0
August 2044	0	0	0	0	0	0	0	0	0	0
August 2045	0	0	0	0	0	0	0	0	0	0
August 2046	0	0	0	0	0	0	0	0	0	0
August 2047	0	0	0	0	0	0	0	0	0	0
August 2048	0	0	0	0	0	0	0	0	0	0
August 2049	0	0	0	0	0	0	0	0	0	0
August 2050 and thereafter	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	6.2	6.1	5.8	5.4	5.0	5.6	5.5	5.4	5.1	4.8

**Security Group 3
PPC Prepayment Assumption Rates**

Distribution Date	Class CI*					Class DI**					Class SP					Class XP					
	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	99	97	96	106	101	99	97	96	107	103	101	100	99	105	102	101	100	99	
August 2012	112	99	95	90	87	112	99	95	90	87	114	101	98	95	92	111	101	98	95	92	
August 2013	118	95	88	82	75	118	95	88	82	75	122	98	92	86	81	117	98	92	86	81	
August 2014	125	90	80	71	63	125	90	80	71	63	131	94	85	76	69	124	93	85	76	69	
August 2015	132	84	72	61	52	132	84	72	61	52	140	88	76	66	57	130	88	76	66	57	
August 2016	139	78	63	51	41	139	78	63	51	41	149	82	68	56	45	137	81	68	56	45	
August 2017	147	71	55	42	32	0	0	0	0	0	153	75	59	46	35	145	75	59	46	35	
August 2018 and thereafter	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	4.8	6.6	6.0	5.5	5.1	4.7	7.2	6.5	6.0	5.6	5.2	7.2	6.5	6.0	5.6	5.2	

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

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

**Security Group 4
PPC Prepayment Assumption Rates**

Distribution Date	Class XQ				
	0%	75%	100%	125%	150%
Initial Percent	100	100	100	100	100
August 2011	105	105	105	105	105
August 2012	111	111	111	111	111
August 2013	117	117	117	117	117
August 2014	123	123	123	123	123
August 2015	130	130	130	118	102
August 2016	137	137	121	100	81
August 2017	144	134	105	82	63
August 2018 and thereafter	0	0	0	0	0
Weighted Average Life (years)	7.1	7.1	6.9	6.7	6.3

**Security Group 4
PPC Prepayment Assumption Rates**

Distribution Date	Class EI* 0.32688% LIBOR					Class EI* 1.32688% LIBOR					Class EI* 5.03792% LIBOR				
	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
August 2011	103	98	96	94	92	104	98	96	95	93	108	102	100	98	96
August 2012	107	93	89	84	80	109	95	90	86	82	117	102	97	92	88
August 2013	110	87	80	74	67	113	90	83	76	69	126	100	92	84	77
August 2014	114	80	71	63	55	118	84	74	65	57	136	96	85	75	66
August 2015	117	73	62	52	43	123	77	65	55	46	146	91	77	65	54
August 2016	120	65	52	42	33	127	69	56	44	35	131	71	57	46	36
August 2017	117	55	42	31	23	126	59	45	34	25	142	66	50	38	28
August 2018	121	48	35	24	17	131	52	37	26	18	130	52	37	26	18
August 2019	125	42	28	18	12	136	46	31	20	13	123	41	27	18	11
August 2020	129	36	22	14	8	139	38	24	15	9	0	0	0	0	0
August 2021	130	29	17	9	5	110	25	14	8	4	0	0	0	0	0
August 2022	119	22	12	6	3	115	21	11	6	3	0	0	0	0	0
August 2023	105	15	7	3	1	104	15	7	3	1	0	0	0	0	0
August 2024	109	12	5	2	1	109	12	5	2	1	0	0	0	0	0
August 2025	112	10	4	1	0	114	10	4	1	0	0	0	0	0	0
August 2026	116	8	3	1	0	0	0	0	0	0	0	0	0	0	0
August 2027	105	5	2	0	0	0	0	0	0	0	0	0	0	0	0
August 2028	108	4	1	0	0	0	0	0	0	0	0	0	0	0	0
August 2029	111	3	1	0	0	0	0	0	0	0	0	0	0	0	0
August 2030	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2031	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2032	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2033	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2034	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2035	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2036	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2037	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2038	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2040 and thereafter	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	17.1	8.4	6.8	5.7	4.9	13.9	8.4	6.9	5.9	5.1	8.4	7.4	6.6	5.9	5.2

PPC Prepayment Assumption Rates

Distribution Date	Class EI* 8.74896% LIBOR					Class EI* 12.46000% LIBOR				
	0%	75%	100%	125%	150%	0%	75%	100%	125%	150%
Initial Percent	100	100	100	100	100	100	100	100	100	100
August 2011	112	105	103	101	99	113	107	105	103	100
August 2012	125	109	104	99	94	129	112	107	102	97
August 2013	140	111	102	94	86	147	116	107	98	90
August 2014	156	110	97	86	75	145	102	91	80	70
August 2015	145	90	76	64	54	139	86	73	61	51
August 2016	144	78	63	50	39	23	13	10	8	6
August 2017	0	0	0	0	0	0	0	0	0	0
August 2018	0	0	0	0	0	0	0	0	0	0
August 2019	0	0	0	0	0	0	0	0	0	0
August 2020	0	0	0	0	0	0	0	0	0	0
August 2021	0	0	0	0	0	0	0	0	0	0
August 2022	0	0	0	0	0	0	0	0	0	0
August 2023	0	0	0	0	0	0	0	0	0	0
August 2024	0	0	0	0	0	0	0	0	0	0
August 2025	0	0	0	0	0	0	0	0	0	0
August 2026	0	0	0	0	0	0	0	0	0	0
August 2027	0	0	0	0	0	0	0	0	0	0
August 2028	0	0	0	0	0	0	0	0	0	0
August 2029	0	0	0	0	0	0	0	0	0	0
August 2030	0	0	0	0	0	0	0	0	0	0
August 2031	0	0	0	0	0	0	0	0	0	0
August 2032	0	0	0	0	0	0	0	0	0	0
August 2033	0	0	0	0	0	0	0	0	0	0
August 2034	0	0	0	0	0	0	0	0	0	0
August 2035	0	0	0	0	0	0	0	0	0	0
August 2036	0	0	0	0	0	0	0	0	0	0
August 2037	0	0	0	0	0	0	0	0	0	0
August 2038	0	0	0	0	0	0	0	0	0	0
August 2039	0	0	0	0	0	0	0	0	0	0
August 2040 and thereafter	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	6.1	5.9	5.7	5.3	4.9	5.5	5.4	5.3	5.1	4.7

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

**Security Group 4
PPC Prepayment Assumption Rates**

Distribution Date	Class FI* 0.32688% LIBOR					Class FI* 1.32688% LIBOR					Class FI* 5.03792% LIBOR				
	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
August 2011	103	97	95	94	92	103	98	96	94	93	107	101	100	98	96
August 2012	105	92	88	84	80	107	94	90	85	81	115	101	96	92	87
August 2013	108	86	79	73	67	111	88	82	75	69	124	98	91	84	77
August 2014	110	79	70	62	54	115	82	73	64	57	133	95	84	74	65
August 2015	113	71	61	51	43	119	75	64	54	45	143	90	76	64	54
August 2016	116	64	52	41	33	123	68	55	44	35	153	84	68	55	43
August 2017	119	57	43	33	24	127	61	46	35	26	153	73	56	42	31
August 2018	122	49	36	25	18	123	50	36	25	18	164	67	48	34	24
August 2019	116	40	27	18	11	127	43	29	19	12	160	54	37	24	16
August 2020	119	34	21	13	8	132	37	23	14	9	165	47	29	18	11
August 2021	122	28	16	9	5	136	31	18	10	6	0	0	0	0	0
August 2022	125	23	13	6	3	141	26	14	7	4	0	0	0	0	0
August 2023	128	19	9	4	2	127	19	9	4	2	0	0	0	0	0
August 2024	114	13	6	2	1	132	15	7	3	1	0	0	0	0	0
August 2025	117	11	4	2	1	136	12	5	2	1	0	0	0	0	0
August 2026	120	8	3	1	0	141	10	4	1	0	0	0	0	0	0
August 2027	123	6	2	1	0	146	8	2	1	0	0	0	0	0	0
August 2028	126	5	1	0	0	151	6	2	0	0	0	0	0	0	0
August 2029	130	4	1	0	0	157	4	1	0	0	0	0	0	0	0
August 2030	133	3	1	0	0	0	0	0	0	0	0	0	0	0	0
August 2031	136	2	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2032	140	1	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2033	143	1	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2034	147	1	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2035	150	1	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2036	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2037	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2038	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2040 and thereafter	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	23.2	8.4	6.8	5.7	4.9	18.0	8.8	7.1	5.9	5.1	10.0	8.4	7.3	6.3	5.5

PPC Prepayment Assumption Rates

Distribution Date	Class FI* 8.74896% LIBOR					Class FI* 12.46000% LIBOR				
	0%	75%	100%	125%	150%	0%	75%	100%	125%	150%
Initial Percent	100	100	100	100	100	100	100	100	100	100
August 2011	111	105	103	101	99	112	106	104	102	100
August 2012	123	108	103	98	94	127	111	106	101	97
August 2013	138	110	101	93	86	144	114	106	97	89
August 2014	153	109	97	86	76	162	116	103	91	80
August 2015	171	108	92	77	65	171	108	92	77	65
August 2016	177	98	79	63	50	193	107	86	69	55
August 2017	179	85	65	49	37	8	4	3	2	2
August 2018	0	0	0	0	0	0	0	0	0	0
August 2019	0	0	0	0	0	0	0	0	0	0
August 2020	0	0	0	0	0	0	0	0	0	0
August 2021	0	0	0	0	0	0	0	0	0	0
August 2022	0	0	0	0	0	0	0	0	0	0
August 2023	0	0	0	0	0	0	0	0	0	0
August 2024	0	0	0	0	0	0	0	0	0	0
August 2025	0	0	0	0	0	0	0	0	0	0
August 2026	0	0	0	0	0	0	0	0	0	0
August 2027	0	0	0	0	0	0	0	0	0	0
August 2028	0	0	0	0	0	0	0	0	0	0
August 2029	0	0	0	0	0	0	0	0	0	0
August 2030	0	0	0	0	0	0	0	0	0	0
August 2031	0	0	0	0	0	0	0	0	0	0
August 2032	0	0	0	0	0	0	0	0	0	0
August 2033	0	0	0	0	0	0	0	0	0	0
August 2034	0	0	0	0	0	0	0	0	0	0
August 2035	0	0	0	0	0	0	0	0	0	0
August 2036	0	0	0	0	0	0	0	0	0	0
August 2037	0	0	0	0	0	0	0	0	0	0
August 2038	0	0	0	0	0	0	0	0	0	0
August 2039	0	0	0	0	0	0	0	0	0	0
August 2040 and thereafter	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	7.1	7.0	6.5	6.0	5.5	6.4	6.3	6.1	5.7	5.3

* The decrement tables for Class FI reflect only the Class FI Notional Balance at various rates of PPC and at various levels of LIBOR. 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 4
PPC Prepayment Assumption Rates**

Distribution Date	Class GI* 0.32688% LIBOR					Class GI* 1.32688% LIBOR					Class GI* 5.03792% LIBOR				
	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	102	93	90	88	85	102	94	91	88	86	106	97	94	92	89
August 2012	103	85	80	75	69	105	87	82	76	71	113	94	87	82	76
August 2013	105	77	69	62	55	108	80	71	64	57	120	89	80	71	63
August 2014	106	69	59	50	43	110	72	62	52	44	128	83	71	61	51
August 2015	108	61	50	40	32	113	64	52	42	33	134	75	61	49	39
August 2016	110	53	41	31	23	114	55	43	32	24	142	69	53	40	30
August 2017	111	46	33	23	16	117	48	35	25	17	5	2	1	1	1
August 2018	111	38	26	17	11	120	41	28	18	12	5	2	1	1	0
August 2019	113	32	20	12	7	123	35	22	13	8	5	1	1	1	0
August 2020	114	26	15	9	5	126	29	17	9	5	5	1	1	0	0
August 2021	116	21	11	6	3	129	24	13	6	3	5	1	0	0	0
August 2022	118	17	8	4	2	133	19	9	4	2	1	0	0	0	0
August 2023	120	14	6	2	1	4	0	0	0	0	0	0	0	0	0
August 2024	121	11	4	2	1	4	0	0	0	0	0	0	0	0	0
August 2025	123	8	3	1	0	4	0	0	0	0	0	0	0	0	0
August 2026	125	6	2	1	0	4	0	0	0	0	0	0	0	0	0
August 2027	127	5	1	0	0	4	0	0	0	0	0	0	0	0	0
August 2028	129	3	1	0	0	3	0	0	0	0	0	0	0	0	0
August 2029	3	0	0	0	0	3	0	0	0	0	0	0	0	0	0
August 2030	3	0	0	0	0	3	0	0	0	0	0	0	0	0	0
August 2031	3	0	0	0	0	3	0	0	0	0	0	0	0	0	0
August 2032	3	0	0	0	0	4	0	0	0	0	0	0	0	0	0
August 2033	3	0	0	0	0	4	0	0	0	0	0	0	0	0	0
August 2034	3	0	0	0	0	4	0	0	0	0	0	0	0	0	0
August 2035	3	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2036	3	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2037	3	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2038	3	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2039	3	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2040	3	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2041	3	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2042	3	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2043	3	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2044	3	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2045	3	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2046 and thereafter	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	18.6	7.2	5.7	4.7	4.0	13.1	7.1	5.8	4.8	4.1	6.4	5.5	4.9	4.4	3.9

PPC Prepayment Assumption Rates

Distribution Date	Class GI* 8.74896% LIBOR					Class GI* 12.46000% LIBOR				
	0%	75%	100%	125%	150%	0%	75%	100%	125%	150%
Initial Percent	100	100	100	100	100	100	100	100	100	100
August 2011	110	101	98	95	92	113	104	101	98	95
August 2012	121	100	94	88	82	129	107	100	94	87
August 2013	134	99	89	79	70	148	109	98	87	78
August 2014	145	94	81	69	58	5	3	3	2	2
August 2015	5	3	2	2	1	5	3	2	2	2
August 2016	5	3	2	1	1	6	3	2	2	1
August 2017	6	2	2	1	1	2	1	1	0	0
August 2018	2	1	0	0	0	0	0	0	0	0
August 2019	1	0	0	0	0	0	0	0	0	0
August 2020	0	0	0	0	0	0	0	0	0	0
August 2021	0	0	0	0	0	0	0	0	0	0
August 2022	0	0	0	0	0	0	0	0	0	0
August 2023	0	0	0	0	0	0	0	0	0	0
August 2024	0	0	0	0	0	0	0	0	0	0
August 2025	0	0	0	0	0	0	0	0	0	0
August 2026	0	0	0	0	0	0	0	0	0	0
August 2027	0	0	0	0	0	0	0	0	0	0
August 2028	0	0	0	0	0	0	0	0	0	0
August 2029	0	0	0	0	0	0	0	0	0	0
August 2030	0	0	0	0	0	0	0	0	0	0
August 2031	0	0	0	0	0	0	0	0	0	0
August 2032	0	0	0	0	0	0	0	0	0	0
August 2033	0	0	0	0	0	0	0	0	0	0
August 2034	0	0	0	0	0	0	0	0	0	0
August 2035	0	0	0	0	0	0	0	0	0	0
August 2036	0	0	0	0	0	0	0	0	0	0
August 2037	0	0	0	0	0	0	0	0	0	0
August 2038	0	0	0	0	0	0	0	0	0	0
August 2039	0	0	0	0	0	0	0	0	0	0
August 2040 and thereafter	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	4.3	4.2	3.9	3.6	3.4	3.3	3.2	3.2	3.0	2.9

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

**Security Group 4
PPC Prepayment Assumption Rates**

Distribution Date	Class HI* 0.32688% LIBOR					Class HI* 1.32688% LIBOR					Class HI* 5.03792% LIBOR				
	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
August 2011	103	97	95	93	91	104	98	96	94	92	107	101	99	97	95
August 2012	106	92	87	83	79	108	93	89	85	80	116	100	95	91	86
August 2013	109	85	79	72	66	112	88	81	74	68	124	98	90	83	75
August 2014	112	78	69	61	53	116	82	72	63	55	134	94	83	73	64
August 2015	115	71	60	50	42	120	75	63	53	44	134	83	70	59	49
August 2016	113	61	49	39	30	119	65	52	41	32	143	77	62	49	39
August 2017	111	52	39	29	22	119	55	42	31	23	151	70	53	40	30
August 2018	114	45	32	23	16	124	49	35	24	17	155	61	44	31	21
August 2019	115	38	26	17	11	126	42	28	18	12	42	14	9	6	4
August 2020	118	32	20	12	7	131	36	22	13	8	0	0	0	0	0
August 2021	122	27	16	9	5	129	29	17	9	5	0	0	0	0	0
August 2022	119	21	11	6	3	131	24	12	6	3	0	0	0	0	0
August 2023	119	17	8	4	2	136	19	9	4	2	0	0	0	0	0
August 2024	122	14	6	2	1	141	16	7	3	1	0	0	0	0	0
August 2025	126	11	4	2	1	146	13	5	2	1	0	0	0	0	0
August 2026	129	9	3	1	0	39	3	1	0	0	0	0	0	0	0
August 2027	133	7	2	1	0	41	2	1	0	0	0	0	0	0	0
August 2028	137	5	1	0	0	0	0	0	0	0	0	0	0	0	0
August 2029	140	4	1	0	0	0	0	0	0	0	0	0	0	0	0
August 2030	37	1	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2031	38	1	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2032	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2033	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2034	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2035	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2036	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2037	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2038	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2040 and thereafter	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average															
Life (years)	19.1	8.2	6.6	5.5	4.8	15.1	8.3	6.8	5.7	4.9	8.6	7.5	6.6	5.8	5.1

PPC Prepayment Assumption Rates

Distribution Date	Class HI* 8.74896% LIBOR					Class HI* 12.46000% LIBOR				
	0%	75%	100%	125%	150%	0%	75%	100%	125%	150%
Initial Percent	100	100	100	100	100	100	100	100	100	100
August 2011	111	105	102	100	98	112	106	104	102	100
August 2012	124	108	102	97	92	128	111	105	100	95
August 2013	139	109	100	92	84	145	114	105	96	88
August 2014	143	101	89	78	68	152	107	94	83	73
August 2015	159	99	83	70	58	170	105	89	74	62
August 2016	174	94	76	60	47	5	2	2	2	1
August 2017	0	0	0	0	0	0	0	0	0	0
August 2018	0	0	0	0	0	0	0	0	0	0
August 2019	0	0	0	0	0	0	0	0	0	0
August 2020	0	0	0	0	0	0	0	0	0	0
August 2021	0	0	0	0	0	0	0	0	0	0
August 2022	0	0	0	0	0	0	0	0	0	0
August 2023	0	0	0	0	0	0	0	0	0	0
August 2024	0	0	0	0	0	0	0	0	0	0
August 2025	0	0	0	0	0	0	0	0	0	0
August 2026	0	0	0	0	0	0	0	0	0	0
August 2027	0	0	0	0	0	0	0	0	0	0
August 2028	0	0	0	0	0	0	0	0	0	0
August 2029	0	0	0	0	0	0	0	0	0	0
August 2030	0	0	0	0	0	0	0	0	0	0
August 2031	0	0	0	0	0	0	0	0	0	0
August 2032	0	0	0	0	0	0	0	0	0	0
August 2033	0	0	0	0	0	0	0	0	0	0
August 2034	0	0	0	0	0	0	0	0	0	0
August 2035	0	0	0	0	0	0	0	0	0	0
August 2036	0	0	0	0	0	0	0	0	0	0
August 2037	0	0	0	0	0	0	0	0	0	0
August 2038	0	0	0	0	0	0	0	0	0	0
August 2039	0	0	0	0	0	0	0	0	0	0
August 2040 and thereafter	0	0	0	0	0	0	0	0	0	0
Weighted Average										
Life (years)	6.1	6.0	5.7	5.3	4.9	5.5	5.4	5.3	5.0	4.7

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

**Security Group 4
PPC Prepayment Assumption Rates**

Distribution Date	Class JI*					Class KI**				
	0%	75%	100%	125%	150%	0%	75%	100%	125%	150%
Initial Percent	100	100	100	100	100	100	100	100	100	100
August 2011	106	101	99	98	96	106	100	99	97	95
August 2012	112	99	95	91	87	112	98	94	90	86
August 2013	118	95	88	82	76	118	94	87	81	74
August 2014	125	90	81	72	64	124	89	80	70	62
August 2015	132	85	72	61	52	131	84	71	60	51
August 2016	139	78	64	51	41	139	77	63	50	40
August 2017	67	32	24	18	14	0	0	0	0	0
August 2018	0	0	0	0	0	0	0	0	0	0
August 2019	0	0	0	0	0	0	0	0	0	0
August 2020	0	0	0	0	0	0	0	0	0	0
August 2021	0	0	0	0	0	0	0	0	0	0
August 2022	0	0	0	0	0	0	0	0	0	0
August 2023	0	0	0	0	0	0	0	0	0	0
August 2024	0	0	0	0	0	0	0	0	0	0
August 2025	0	0	0	0	0	0	0	0	0	0
August 2026	0	0	0	0	0	0	0	0	0	0
August 2027	0	0	0	0	0	0	0	0	0	0
August 2028	0	0	0	0	0	0	0	0	0	0
August 2029	0	0	0	0	0	0	0	0	0	0
August 2030	0	0	0	0	0	0	0	0	0	0
August 2031	0	0	0	0	0	0	0	0	0	0
August 2032	0	0	0	0	0	0	0	0	0	0
August 2033	0	0	0	0	0	0	0	0	0	0
August 2034	0	0	0	0	0	0	0	0	0	0
August 2035	0	0	0	0	0	0	0	0	0	0
August 2036	0	0	0	0	0	0	0	0	0	0
August 2037	0	0	0	0	0	0	0	0	0	0
August 2038	0	0	0	0	0	0	0	0	0	0
August 2039	0	0	0	0	0	0	0	0	0	0
August 2040 and thereafter . .	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	6.9	6.2	5.7	5.2	4.8	7.0	6.2	5.7	5.2	4.7

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

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

**Security Group 4
PPC Prepayment Assumption Rates**

Distribution Date	Class SQ 0.32688% LIBOR					Class SQ 1.32688% LIBOR					Class SQ 5.03792% LIBOR				
	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
August 2011	112	106	105	105	105	112	106	105	105	105	112	107	106	105	105
August 2012	125	111	111	111	111	125	111	111	111	111	126	112	111	111	111
August 2013	139	117	117	117	117	139	117	117	117	117	141	118	117	117	117
August 2014	153	123	123	123	123	153	123	123	123	123	157	124	123	123	123
August 2015	168	130	129	118	101	169	130	129	118	101	172	131	130	118	101
August 2016	182	137	121	99	81	184	137	121	99	81	187	137	121	99	81
August 2017	184	133	105	82	63	186	133	105	82	63	192	134	105	82	63
August 2018	41	0	0	0	0	44	0	0	0	0	47	1	0	0	0
August 2019	46	0	0	0	0	50	0	0	0	0	27	0	0	0	0
August 2020	53	0	0	0	0	57	0	0	0	0	2	0	0	0	0
August 2021	58	0	0	0	0	56	0	0	0	0	0	0	0	0	0
August 2022	59	0	0	0	0	62	0	0	0	0	0	0	0	0	0
August 2023	61	0	0	0	0	64	0	0	0	0	0	0	0	0	0
August 2024	67	0	0	0	0	71	0	0	0	0	0	0	0	0	0
August 2025	73	0	0	0	0	78	0	0	0	0	0	0	0	0	0
August 2026	80	0	0	0	0	18	0	0	0	0	0	0	0	0	0
August 2027	83	0	0	0	0	19	0	0	0	0	0	0	0	0	0
August 2028	90	0	0	0	0	3	0	0	0	0	0	0	0	0	0
August 2029	93	0	0	0	0	4	0	0	0	0	0	0	0	0	0
August 2030	20	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2031	22	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2032	4	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2033	4	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2034	4	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2035	4	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2036	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2037	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2038	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2040 and thereafter	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	12.4	7.1	6.9	6.7	6.3	10.3	7.1	6.9	6.7	6.3	7.6	7.1	6.9	6.7	6.3

PPC Prepayment Assumption Rates

Distribution Date	Class SQ 8.74896% LIBOR					Class SQ 12.46000% LIBOR				
	0%	75%	100%	125%	150%	0%	75%	100%	125%	150%
	Initial Percent	100	100	100	100	100	100	100	100	100
August 2011	113	108	107	106	105	113	108	107	106	106
August 2012	127	115	112	111	111	128	116	113	112	111
August 2013	143	121	118	117	117	145	123	119	118	117
August 2014	158	127	124	123	123	158	129	125	124	123
August 2015	174	134	131	118	101	175	135	131	118	101
August 2016	191	140	122	100	81	155	137	121	99	81
August 2017	150	133	105	81	63	148	133	105	81	63
August 2018	0	0	0	0	0	0	0	0	0	0
August 2019	0	0	0	0	0	0	0	0	0	0
August 2020	0	0	0	0	0	0	0	0	0	0
August 2021	0	0	0	0	0	0	0	0	0	0
August 2022	0	0	0	0	0	0	0	0	0	0
August 2023	0	0	0	0	0	0	0	0	0	0
August 2024	0	0	0	0	0	0	0	0	0	0
August 2025	0	0	0	0	0	0	0	0	0	0
August 2026	0	0	0	0	0	0	0	0	0	0
August 2027	0	0	0	0	0	0	0	0	0	0
August 2028	0	0	0	0	0	0	0	0	0	0
August 2029	0	0	0	0	0	0	0	0	0	0
August 2030	0	0	0	0	0	0	0	0	0	0
August 2031	0	0	0	0	0	0	0	0	0	0
August 2032	0	0	0	0	0	0	0	0	0	0
August 2033	0	0	0	0	0	0	0	0	0	0
August 2034	0	0	0	0	0	0	0	0	0	0
August 2035	0	0	0	0	0	0	0	0	0	0
August 2036	0	0	0	0	0	0	0	0	0	0
August 2037	0	0	0	0	0	0	0	0	0	0
August 2038	0	0	0	0	0	0	0	0	0	0
August 2039	0	0	0	0	0	0	0	0	0	0
August 2040 and thereafter	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	7.0	7.1	6.9	6.7	6.3	6.9	7.1	6.9	6.6	6.3

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, in the case of a Floating Rate Class, the investor's own projection of LIBOR under a variety of scenarios and, in the case of the Securities related to the Subgroups 3B and 3C and Group 4 Trust Assets, the investor's own projection of principal payment rates and 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, LIBOR levels, draw activity with respect to HECMs, Underlying Certificate payment rates and 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 Classes SP and SQ 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, Classes SP and SQ 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.

LIBOR: Effect on Yields of the Floating Rate Classes

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

Payment Delay: Effect on Yields of the Delay Classes

The effective yield on any 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 and, in the case of the Floating Rate Classes, at various constant levels of LIBOR.

The HECMs will not prepay or draw at any constant rate until maturity, and it is unlikely that LIBOR will remain constant. 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 assumptions that (1) the Interest Rate applicable to each Floating Rate Class for each Accrual Period following the first Accrual Period will be based on the indicated level of LIBOR and (2) the purchase price of each Class (expressed as a percentage of its original Class 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 AI to Prepayments
Assumed Price 5.5%*

<u>LIBOR</u>	<u>PPC Prepayment Assumption Rates</u>			
	<u>75%</u>	<u>100%</u>	<u>125%</u>	<u>150%</u>
0.32688%	17.7%	14.5%	11.3%	8.0%
1.32688%	18.4%	15.4%	12.2%	8.9%
5.03792%	19.7%	17.6%	14.9%	11.9%
8.74896%	19.1%	17.8%	15.7%	13.3%
12.4600%	20.4%	19.5%	17.7%	15.5%

SECURITY GROUP 2
Sensitivity of Class BI to Prepayments
Assumed Price 8.0%*

<u>LIBOR</u>	<u>PPC Prepayment Assumption Rates</u>			
	<u>75%</u>	<u>100%</u>	<u>125%</u>	<u>150%</u>
0.32688%	18.2%	14.6%	11.0%	7.4%
1.32688%	19.0%	15.4%	11.8%	8.2%
5.03792%	19.0%	16.7%	13.6%	10.3%
8.74896%	16.8%	15.1%	12.7%	9.9%
12.4600%	16.7%	15.2%	12.9%	10.2%

SECURITY GROUP 3
Sensitivity of Class CI to Prepayments
Assumed Price 4.0%*

<u>PPC Prepayment Assumption Rates</u>			
<u>75%</u>	<u>100%</u>	<u>125%</u>	<u>150%</u>
16.5%	14.3%	11.8%	9.1%

Sensitivity of Class DI to Prepayments
Assumed Price 5.5%*

<u>PPC Prepayment Assumption Rates</u>			
<u>75%</u>	<u>100%</u>	<u>125%</u>	<u>150%</u>
15.0%	12.8%	10.3%	7.6%

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

SECURITY GROUP 4

**Sensitivity of Class EI to Prepayments
Assumed Price 9.0%***

<u>LIBOR</u>	<u>PPC Prepayment Assumption Rates</u>			
	<u>75%</u>	<u>100%</u>	<u>125%</u>	<u>150%</u>
0.32688%	19.0%	15.4%	11.7%	8.0%
1.32688%	19.8%	16.2%	12.5%	8.9%
5.03792%	19.7%	17.3%	14.2%	10.7%
8.74896%	17.4%	15.8%	13.3%	10.3%
12.4600%	18.1%	16.6%	14.4%	11.6%

**Sensitivity of Class FI to Prepayments
Assumed Price 6.0%***

<u>LIBOR</u>	<u>PPC Prepayment Assumption Rates</u>			
	<u>75%</u>	<u>100%</u>	<u>125%</u>	<u>150%</u>
0.32688%	20.4%	17.2%	14.0%	10.8%
1.32688%	21.4%	18.2%	15.0%	11.8%
5.03792%	23.1%	21.0%	18.1%	15.0%
8.74896%	22.2%	21.3%	19.2%	16.7%
12.4600%	23.5%	22.9%	21.3%	19.1%

**Sensitivity of Class GI to Prepayments
Assumed Price 3.0%***

<u>LIBOR</u>	<u>PPC Prepayment Assumption Rates</u>			
	<u>75%</u>	<u>100%</u>	<u>125%</u>	<u>150%</u>
0.32688%	18.5%	14.3%	10.1%	5.8%
1.32688%	19.2%	15.1%	10.9%	6.7%
5.03792%	17.5%	13.9%	10.2%	6.4%
8.74896%	10.8%	7.6%	4.4%	1.0%
12.4600%	46.4%	50.5%	49.7%	45.9%

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

**Sensitivity of Class HI to Prepayments
Assumed Price 8.0%***

<u>LIBOR</u>	<u>PPC Prepayment Assumption Rates</u>			
	<u>75%</u>	<u>100%</u>	<u>125%</u>	<u>150%</u>
0.32688%	16.9%	13.1%	9.3%	5.5%
1.32688%	17.7%	14.0%	10.2%	6.4%
5.03792%	18.2%	15.4%	11.9%	8.4%
8.74896%	15.7%	13.7%	10.8%	7.7%
12.4600%	14.9%	12.8%	10.1%	7.0%

**Sensitivity of Class JI to Prepayments
Assumed Price 5.0%***

<u>PPC Prepayment Assumption Rates</u>			
<u>75%</u>	<u>100%</u>	<u>125%</u>	<u>150%</u>
16.9%	14.7%	12.2%	9.5%

**Sensitivity of Class KI to Prepayments
Assumed Price 4.25%***

<u>PPC Prepayment Assumption Rates</u>			
<u>75%</u>	<u>100%</u>	<u>125%</u>	<u>150%</u>
17.0%	14.8%	12.3%	9.7%

* 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 Orrick, Herrington & Sutcliffe 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). In the case of the Floating Rate Classes, the interest rate values to be used for these determinations are the initial Interest Rates as set forth in the Terms Sheet under “Interest Rates”. No representation is made, however, about the rate at which prepayments on the HECMs underlying the Participations actually will occur or the level of LIBOR at any time after the date of this Supplement. See *“Certain Federal Income Tax Consequences” in the Base Offering Circular.* 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 (1) August 1, 2010 on the Delay Classes and (2) August 20, 2010 on the Floating Rate Classes. The Sponsor may effect these transactions by sales to or through certain securities dealers. These dealers may receive compensation in the form of discounts, concessions or commissions from the Sponsor and/or commissions from any purchasers for which they act as agents. Some of the Securities may be sold through dealers in relatively small sales. In the usual case, the commission charged on a relatively small sale of securities will be a higher percentage of the sales price than that charged on a large sale of securities.

INCREASE IN SIZE

Before the Closing Date, Ginnie Mae, the Trustee and the Sponsor may agree to increase the size of this offering. In that event, the Securities will have the same characteristics as described in this Supplement, except that 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 Orrick, Herrington & Sutcliffe LLP, New York, New York, and Marcell Solomon & Associates P.C., Bowie, Maryland, and for the Trustee by Aini & Lazar PLLC, Brooklyn, New York.

Available Combinations(1)

REMIC Securities			MX Securities					
Class	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	Final Distribution Date(4)
Security Group 3								
XP	\$72,734,466	SP(6)	\$73,075,745(7)	SC/HPT	(5)	HWAC/HZ/DLY	38375BEN8	July 2060
CI	66,145,029							
DI	32,366,587							
Security Group 4								
XQ	\$63,284,321	SQ(6)	\$63,773,432(8)	SC/HPT	(5)	HWAC/HZ/DLY	38375BEP3	July 2060
EI	46,313,230							
FI	5,499,659							
GI	11,860,072							
HI	90,682,680							
JI	56,681,692							
KI	36,473,556							

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

(6) 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.

(7) The Class Principal Balance of Class SP includes the Class CI Deferred Interest Amount and the Class DI Deferred Interest Amount in each case as of the Closing Date. On any Distribution Date, the Class Principal Balance of Class SP will increase or decrease to the extent of any increase or decrease in the Class CI Deferred Interest Amount, the Class DI Deferred Interest Amount and the Class XP Principal Balance.

(8) The Class Principal Balance of Class SQ includes the Class EI Deferred Interest Amount, the Class FI Deferred Interest Amount, the Class GI Deferred Interest Amount, the Class HI Deferred Interest Amount, the Class JI Deferred Interest Amount and the Class KI Deferred Interest Amount in each case as of the Closing Date. On any Distribution Date, the Class Principal Balance of Class SQ will increase or decrease to the extent of any increase or decrease in the Class EI Deferred Interest Amount, the Class FI Deferred Interest Amount, the Class GI Deferred Interest Amount, the Class HI Deferred Interest Amount, the Class JI Deferred Interest Amount, the Class KI Deferred Interest Amount and the Class XQ Principal Balance.

Exhibit A

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

Group	Payment Plan	HECM MBS		HECM Loan Balance	HECM Age (in months)	Approximate Weighted Average Gross Coupon (4)	HECM Interest Type	Gross Margin	Weighted Average Gross Interest Rate Floor(5)	Weighted Average Gross Lifetime Interest Cap(6)	MIP Fee(7)	Servicing Fee Margin(8)	Index	Rate Reset Frequency(9)	Next Rate Reset Month(10)	Monthly Servicing Fee(11)	Monthly Scheduled Draw(12)	Weighted Average Remaining Term (in months) Draw	Available Line of Credit(14)	Maximum Claim Amount(15)	Pool Number
		Principal Balance	Balance																		
1	Line of Credit	\$26,331,095.86	\$ 27,455,745.26		4	2.543%	FLT	2.200%	2.20%	12.46%	0.500%	0.465%	1-month LIBOR	Monthly	1	(16)	(2)	(2)	\$ 28,440,051.42	\$ 88,208,900.00	893151
1	Modified Tenure	1,745,965.50	1,812,798.19		4	2.543%	FLT	2.200%	2.20%	12.46%	0.500%	0.465%	1-month LIBOR	Monthly	1	(16)	\$ 20,684.66	(3)	1,665,102.51	9,025,000.00	893151
1	Modified Term	878,325.13	929,513.02		4	2.543%	FLT	2.200%	2.20%	12.46%	0.500%	0.465%	1-month LIBOR	Monthly	1	(16)	40,114.75	(3)	1,034,790.24	5,774,500.00	893151
1	Tenure	683,513.44	710,139.89		4	2.543%	FLT	2.200%	2.20%	12.46%	0.500%	0.465%	1-month LIBOR	Monthly	1	(16)	26,012.68	(3)	0.00	5,544,500.00	893151
1	Term	680,262.93	713,285.09		4	2.543%	FLT	2.200%	2.20%	12.45%	0.500%	0.465%	1-month LIBOR	Monthly	1	(16)	32,395.02	107	0.00	3,164,000.00	893151
1	Line of Credit	16,651,341.22	17,423,528.44		3	2.088%	FLT	1.750%	1.75%	12.07%	0.500%	0.600%	1-month LIBOR	Monthly	1	\$ 6,240.00	(2)	(2)	21,226,892.96	57,967,200.00	893536
1	Modified Tenure	1,112,674.97	1,196,109.37		3	2.093%	FLT	1.750%	1.75%	12.08%	0.500%	0.600%	1-month LIBOR	Monthly	1	660.00	25,084.36	(3)	994,390.59	8,199,500.00	893536
1	Modified Term	1,550,117.15	1,646,467.14		3	2.090%	FLT	1.750%	1.75%	12.07%	0.500%	0.600%	1-month LIBOR	Monthly	1	1,020.00	62,503.97	131	1,388,895.06	10,656,500.00	893536
1	Tenure	487,713.24	503,709.84		3	2.087%	FLT	1.750%	1.75%	12.06%	0.500%	0.600%	1-month LIBOR	Monthly	1	450.00	15,289.32	(3)	0.00	3,859,000.00	893536
1	Term	281,240.94	284,779.42		4	2.101%	FLT	1.750%	1.75%	12.00%	0.500%	0.600%	1-month LIBOR	Monthly	1	30.00	3,370.92	65	0.00	625,500.00	893536
2	Line Of Credit	7,284,916.17	173,925,824.79		10	2.847%	FLT	2.500%	2.50%	12.76%	0.500%	0.090%	1-month LIBOR	Monthly	1	42,693.00	(2)	(2)	118,258,806.80	441,727,810.00	892417
2	Modified Tenure	483,052.85	10,415,892.18		11	2.847%	FLT	2.500%	2.50%	12.76%	0.500%	0.090%	1-month LIBOR	Monthly	1	3,660.00	139,518.32	(3)	7,472,121.74	46,730,500.00	892417
2	Modified Term	867,409.57	14,737,060.30		11	2.847%	FLT	2.500%	2.50%	12.76%	0.500%	0.090%	1-month LIBOR	Monthly	1	4,620.00	302,909.61	80	6,205,372.48	50,716,000.00	892417
2	Tenure	194,751.63	5,287,671.49		11	2.847%	FLT	2.500%	2.50%	12.76%	0.500%	0.090%	1-month LIBOR	Monthly	1	1,830.00	92,922.06	(3)	0.00	24,565,500.00	892417
2	Term	124,001.46	3,191,931.28		10	2.847%	FLT	2.500%	2.50%	12.73%	0.500%	0.090%	1-month LIBOR	Monthly	1	1,110.00	58,738.79	117	0.00	11,934,000.00	892417
2	Line of Credit	3,766,088.90	23,319,216.87		5	2.847%	FLT	2.500%	2.50%	12.73%	0.500%	0.090%	1-month LIBOR	Monthly	1	5,325.00	(2)	(2)	14,717,530.97	58,853,289.00	892428
2	Modified Tenure	384,839.04	2,586,144.68		5	2.847%	FLT	2.500%	2.50%	12.73%	0.500%	0.090%	1-month LIBOR	Monthly	1	770.00	27,163.96	(3)	1,648,133.63	10,359,500.00	892428
2	Modified Term	651,479.07	4,381,677.17		6	2.847%	FLT	2.500%	2.50%	12.73%	0.500%	0.090%	1-month LIBOR	Monthly	1	930.00	50,350.00	81	1,219,171.63	12,357,500.00	892428
2	Tenure	230,818.39	636,389.62		5	2.847%	FLT	2.500%	2.50%	12.74%	0.500%	0.090%	1-month LIBOR	Monthly	1	315.00	11,181.56	(3)	0.00	3,411,500.00	892428
2	Term	276,439.63	1,942,066.05		6	2.847%	FLT	2.500%	2.50%	12.73%	0.500%	0.090%	1-month LIBOR	Monthly	1	425.00	35,477.34	97	0.00	5,062,500.00	892428
2	Line Of Credit	5,767,906.11	173,319,115.80		10	2.847%	FLT	2.500%	2.50%	12.76%	0.500%	0.090%	1-month LIBOR	Monthly	1	4,213.00	(2)	(2)	117,558,694.45	439,111,810.00	892952
2	Modified Tenure	454,027.94	10,284,411.13		10	2.847%	FLT	2.500%	2.50%	12.76%	0.500%	0.090%	1-month LIBOR	Monthly	1	3,630.00	139,518.32	(3)	7,468,078.26	46,105,000.00	892952
2	Modified Term	851,015.71	14,391,935.97		11	2.847%	FLT	2.500%	2.50%	12.76%	0.500%	0.090%	1-month LIBOR	Monthly	1	4,560.00	302,909.61	71	6,084,855.05	50,051,050.00	892952
2	Tenure	195,572.90	5,287,671.49		11	2.847%	FLT	2.500%	2.50%	12.76%	0.500%	0.090%	1-month LIBOR	Monthly	1	1,830.00	92,922.06	(3)	0.00	24,565,500.00	892952
2	Term	123,386.17	3,191,931.28		10	2.847%	FLT	2.500%	2.50%	12.75%	0.500%	0.090%	1-month LIBOR	Monthly	1	1,110.00	58,738.79	117	0.00	11,934,000.00	892952
2	Line of Credit	4,428,852.21	4,515,289.04		5	2.851%	FLT	2.500%	2.50%	12.75%	0.500%	0.600%	1-month LIBOR	Monthly	1	1,650.00	(2)	(2)	4,564,771.94	14,197,000.00	893539
2	Modified Tenure	170,762.06	180,054.43		5	2.851%	FLT	2.500%	2.50%	12.75%	0.500%	0.600%	1-month LIBOR	Monthly	1	120.00	2,895.52	(3)	195,690.53	1,099,700.00	893539
2	Modified Term	654,290.75	679,428.66		4	2.846%	FLT	2.500%	2.50%	12.75%	0.500%	0.600%	1-month LIBOR	Monthly	1	390.00	16,792.53	82	782,110.80	3,837,500.00	893539
2	Tenure	61,643.42	63,311.46		5	2.851%	FLT	2.500%	2.50%	12.75%	0.500%	0.600%	1-month LIBOR	Monthly	1	60.00	1,570.22	(3)	0.00	455,500.00	893539
2	Line of Credit	10,942,214.38	12,322,474.70		8	2.851%	FLT	2.500%	2.50%	12.73%	0.500%	0.100%	1-month LIBOR	Monthly	1	3,180.00	(2)	(2)	7,778,367.53	31,266,740.00	893141
2	Modified Tenure	284,840.80	317,765.54		8	2.851%	FLT	2.500%	2.50%	12.73%	0.500%	0.100%	1-month LIBOR	Monthly	1	150.00	5,791.28	(3)	409,062.21	1,980,500.00	893141
2	Modified Term	933,737.18	1,053,024.45		8	2.851%	FLT	2.500%	2.50%	12.73%	0.500%	0.100%	1-month LIBOR	Monthly	1	330.00	17,611.22	79	391,498.28	3,781,500.00	893141
2	Tenure	135,522.44	167,397.25		8	2.851%	FLT	2.500%	2.50%	12.73%	0.500%	0.100%	1-month LIBOR	Monthly	1	150.00	6,106.82	(3)	0.00	1,301,500.00	893141
2	Term	372,584.79	472,145.03		8	2.851%	FLT	2.500%	2.50%	12.73%	0.500%	0.100%	1-month LIBOR	Monthly	1	150.00	26,378.25	23	0.00	1,286,000.00	893141
3A	Line of Credit	24,445,258.55	24,456,662.01		1	5.553%	FIX	N/A	N/A	N/A	0.500%	0.250%	N/A	N/A	N/A	30.00	(2)	(2)	(17)	38,206,000.00	74,0623
3A	Line of Credit	23,035,687.01	23,049,960.73		2	5.553%	FIX	N/A	N/A	N/A	0.500%	0.250%	N/A	N/A	N/A	180.00	(2)	(2)	(17)	36,339,388.00	74,0624
3A	Line of Credit	25,253,521.42	25,279,870.58		2	5.534%	FIX	N/A	N/A	N/A	0.500%	0.247%	N/A	N/A	N/A	90.00	(2)	(2)	(17)	40,150,100.00	73,1468

(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) These HECMs do not have draw terms or monthly scheduled draws.

(3) Borrowers who select tenure or modified tenure payment plans have a right to receive monthly draws for their tenure in the property.

- (4) The Approximate Weighted Average Gross Coupon is the weighted average of the initial interest rates of each HECM, weighted by each HECM's principal balance as of August 1, 2010.
- (5) The Weighted Average Gross Lifetime Interest Rate Floor is the lowest interest rate possible based on the interest rate formula and HECM loan documents applicable to each HECM, weighted by each HECM's principal balance as of August 1, 2010.
- (6) The Weighted Average Gross Lifetime Interest Rate Cap is the maximum interest rate possible based on the interest rate formula and HECM loan documents applicable to each HECM, weighted by each HECM's principal balance as of August 1, 2010.
- (7) 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%.
- (8) 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 columns for Approximate Weighted Average Gross Coupon, Gross Margin, Weighted Average Gross Lifetime Interest Rate Floor and Weighted Average Gross Lifetime Interest Rate Cap.
- (9) The Rate Reset Frequency is a period, whether annually or monthly, that the interest rate of each HECM resets under the interest rate formula and HECM loan documents applicable to each HECM.
- (10) The Next Rate Reset Month is the number of months until the interest rate of each HECM resets under the interest rate formula and HECM loan documents applicable to each HECM. For example, an entry of (1) signifies that each HECM's rate will reset on the first day of September 2010.
- (11) 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 an addition to the Servicing Fee Margin.
- (12) The Monthly Scheduled Draw is the monthly amount that is payable to borrowers under each type of payment plan other than the line of credit payment plan.
- (13) The Weighted Average Remaining Draw Term is the number of months, weighted by each HECM's principal balance as of August 1, 2010, over which a borrower with a term or modified term payment plan will receive Monthly Scheduled Draws.
- (14) 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.
- (15) The sum of the applicable Maximum Claim Amount with respect to each HECM.
- (16) These HECMs do not have a flat Monthly Servicing Fee.
- (17) These HECMs are fully drawn.

The actual loan ages, gross coupons, gross lifetime interest rate floors, gross lifetime interest rate caps and remaining draw terms of many of the HECMs related to the Participations underlying the Group 1 and 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.

Exhibit B

CPR Percentage in Effect by HECM Age

<u>HECM Age (in months)</u>	<u>CPR%</u>
1	0.00000
2	0.54545
3	1.09091
4	1.63636
5	2.18182
6	2.72727
7	3.27273
8	3.81818
9	4.36364
10	4.90909
11	5.45455
12	6.00000
13	6.29167
14	6.58333
15	6.87500
16	7.16667
17	7.45833
18	7.75000
19	8.04167
20	8.33333
21	8.62500
22	8.91667
23	9.20833
24	9.50000
25	9.66667
26	9.83333
27	10.00000
28	10.16667
29	10.33333
30	10.50000
31	10.66667
32	10.83333
33	11.00000
34	11.16667
35	11.33333
36	11.50000
37	11.66667
38	11.83333
39	12.00000
40	12.16667
41	12.33333

<u>HECM Age (in months)</u>	<u>CPR%</u>
42	12.50000
43	12.66667
44	12.83333
45	13.00000
46	13.16667
47	13.33333
48	13.50000
49	13.62240
50	13.74479
51	13.86719
52	13.98958
53	14.11198
54	14.23438
55	14.35677
56	14.47917
57	14.60156
58	14.72396
59	14.84635
60	14.96875
61	15.09115
62	15.21354
63	15.33594
64	15.45833
65	15.58073
66	15.70313
67	15.82552
68	15.94792
69	16.07031
70	16.19271
71	16.31510
72	16.43750
73	16.55990
74	16.68229
75	16.80469
76	16.92708
77	17.04948
78	17.17188
79	17.29427
80	17.41667
81	17.53906
82	17.66146
83	17.78385
84	17.90625
85	18.02865

<u>HECM Age (in months)</u>	<u>CPR%</u>
86	18.15104
87	18.27344
88	18.39583
89	18.51823
90	18.64063
91	18.76302
92	18.88542
93	19.00781
94	19.13021
95	19.25260
96	19.37500
97	19.49740
98	19.61979
99	19.74219
100	19.86458
101	19.98698
102	20.10938
103	20.23177
104	20.35417
105	20.47656
106	20.59896
107	20.72135
108	20.84375
109	20.96615
110	21.08854
111	21.21094
112	21.33333
113	21.45573
114	21.57813
115	21.70052
116	21.82292
117	21.94531
118	22.06771
119	22.19010
120	22.31250
121	22.43490
122	22.55729
123	22.67969
124	22.80208
125	22.92448
126	23.04688
127	23.16927
128	23.29167
129	23.41406

<u>HECM Age (in months)</u>	<u>CPR%</u>
130	23.53646
131	23.65885
132	23.78125
133	23.90365
134	24.02604
135	24.14844
136	24.27083
137	24.39323
138	24.51563
139	24.63802
140	24.76042
141	24.88281
142	25.00521
143	25.12760
144	25.25000
145	25.37240
146	25.49479
147	25.61719
148	25.73958
149	25.86198
150	25.98438
151	26.10677
152	26.22917
153	26.35156
154	26.47396
155	26.59635
156	26.71875
157	26.84115
158	26.96354
159	27.08594
160	27.20833
161	27.33073
162	27.45313
163	27.57552
164	27.69792
165	27.82031
166	27.94271
167	28.06510
168	28.18750
169	28.30990
170	28.43229
171	28.55469
172	28.67708
173	28.79948

<u>HECM Age (in months)</u>	<u>CPR%</u>
174	28.92188
175	29.04427
176	29.16667
177	29.28906
178	29.41146
179	29.53385
180	29.65625
181	29.77865
182	29.90104
183	30.02344
184	30.14583
185	30.26823
186	30.39063
187	30.51302
188	30.63542
189	30.75781
190	30.88021
191	31.00260
192	31.12500
193	31.24740
194	31.36979
195	31.49219
196	31.61458
197	31.73698
198	31.85938
199	31.98177
200	32.10417
201	32.22656
202	32.34896
203	32.47135
204	32.59375
205	32.71615
206	32.83854
207	32.96094
208	33.08333
209	33.20573
210	33.32813
211	33.45052
212	33.57292
213	33.69531
214	33.81771
215	33.94010
216	34.06250
217	34.18490

<u>HECM Age (in months)</u>	<u>CPR%</u>
218	34.30729
219	34.42969
220	34.55208
221	34.67448
222	34.79688
223	34.91927
224	35.04167
225	35.16406
226	35.28646
227	35.40885
228	35.53125
229	35.65365
230	35.77604
231	35.89844
232	36.02083
233	36.14323
234	36.26563
235	36.38802
236	36.51042
237	36.63281
238	36.75521
239	36.87760
240	37.00000
241	37.05000
242	37.10000
243	37.15000
244	37.20000
245	37.25000
246	37.30000
247	37.35000
248	37.40000
249	37.45000
250	37.50000
251	37.55000
252	37.60000
253	37.65000
254	37.70000
255	37.75000
256	37.80000
257	37.85000
258	37.90000
259	37.95000
260	38.00000
261	38.05000

<u>HECM Age (in months)</u>	<u>CPR%</u>
262	38.10000
263	38.15000
264	38.20000
265	38.25000
266	38.30000
267	38.35000
268	38.40000
269	38.45000
270	38.50000
271	38.55000
272	38.60000
273	38.65000
274	38.70000
275	38.75000
276	38.80000
277	38.85000
278	38.90000
279	38.95000
280	39.00000
281	39.05000
282	39.10000
283	39.15000
284	39.20000
285	39.25000
286	39.30000
287	39.35000
288	39.40000
289	39.45000
290	39.50000
291	39.55000
292	39.60000
293	39.65000
294	39.70000
295	39.75000
296	39.80000
297	39.85000
298	39.90000
299	39.95000
300	40.00000
301	40.05000
302	40.10000
303	40.15000
304	40.20000
305	40.25000

<u>HECM Age (in months)</u>	<u>CPR%</u>
306	40.30000
307	40.35000
308	40.40000
309	40.45000
310	40.50000
311	40.55000
312	40.60000
313	40.65000
314	40.70000
315	40.75000
316	40.80000
317	40.85000
318	40.90000
319	40.95000
320	41.00000
321	41.05000
322	41.10000
323	41.15000
324	41.20000
325	41.25000
326	41.30000
327	41.35000
328	41.40000
329	41.45000
330	41.50000
331	41.55000
332	41.60000
333	41.65000
334	41.70000
335	41.75000
336	41.80000
337	41.85000
338	41.90000
339	41.95000
340	42.00000
341	42.05000
342	42.10000
343	42.15000
344	42.20000
345	42.25000
346	42.30000
347	42.35000
348	42.40000
349	42.45000

<u>HECM Age (in months)</u>	<u>CPR%</u>
350	42.50000
351	42.55000
352	42.60000
353	42.65000
354	42.70000
355	42.75000
356	42.80000
357	42.85000
358	42.90000
359	42.95000
360 and thereafter	43.00000

Exhibit C

Draw Curve in Effect by HECM Age

<u>HECM Age (in months)</u>	<u>Annualized Draw Rate (%)</u>
1	14.00000
2	9.00000
3	8.00000
4	7.33333
5	6.66667
6	6.00000
7	5.83333
8	5.66667
9	5.50000
10	5.33333
11	5.16667
12	5.00000
13	4.83333
14	4.66667
15	4.50000
16	4.33333
17	4.16667
18	4.00000
19	3.86111
20	3.72222
21	3.58333
22	3.44444
23	3.30556
24	3.16667
25	3.02778
26	2.88889
27	2.75000
28	2.61111
29	2.47222
30	2.33333
31	2.19444
32	2.05556
33	1.91667
34	1.77778
35	1.63889
36	1.50000
37	1.43750
38	1.37500
39	1.31250
40	1.25000
41	1.18750

<u>HECM Age (in months)</u>	<u>Annualized Draw Rate (%)</u>
42	1.12500
43	1.06250
44	1.00000
45	0.93750
46	0.87500
47	0.81250
48	0.75000
49	0.68750
50	0.62500
51	0.56250
52	0.50000
53	0.43750
54	0.37500
55	0.31250
56	0.25000
57	0.18750
58	0.12500
59	0.06250
60 and thereafter	0.00000

Underlying Certificates

Trust Asset Subgroup	Issuer	Series	Class	Issue Date	CUSIP Number	Interest Rate	Interest Type(1)	Final Distribution Date	Principal Type(1)	Original Notional or Principal Balance of Class	Approximate Cumulative Deferred Interest Amount	Underlying Certificate Factor(2)	Notional or Principal Balance in the Trust(3)	Percentage of Class in Trust	Approximate Weighted Average Coupon of HECMs	Approximate Weighted Average HECM Age (in months)
3B	Ginnie Mae	2010-H03	KI	March 30, 2010	38376XNR0	(4)	HWAC/TO/DLY	March 2060	NTL(HPT)	\$64,911,630	\$225,602	1.01900122	\$66,145,029	100.000000000000%	5.560%	7
3C	Ginnie Mae	2010-H03	JI	March 30, 2010	38376XNP4	(4)	HWAC/TO/DLY	March 2060	NTL(HPT)	31,918,812	115,677	1.01402857	32,366,587	100.000000000000%	5.587%	7
4A	Ginnie Mae	2010-H13	HB	July 30, 2010	38375BDC3	(4)	HWAC/HZ/DLY	July 2060	HSEQ	63,008,878	N/A	1.00437184	63,284,321	100.000000000000%	5.488%	2
4B	Ginnie Mae	2010-H03	GI	March 30, 2010	38376XNJ8	(4)	HWAC/TO/DLY	March 2060	NTL(HPT)	46,341,894	70,967	0.99938176	46,313,230	100.000000000000%	3.285%	10
4C	Ginnie Mae	2010-H03	BI	March 30, 2010	38376XNC3	(4)	HWAC/TO/DLY	March 2060	NTL(HPT)	5,446,459	34,857	1.00976792	5,499,059	100.000000000000%	2.514%	9
4D	Ginnie Mae	2010-H06	GI	April 30, 2010	38375BBA9	(4)	HWAC/TO/DLY	April 2060	NTL(HPT)	11,852,055	23,185	1.00067645	11,860,072	100.000000000000%	1.555%	26
4E	Ginnie Mae	2010-H06	FI	April 30, 2010	38375BAL6	(4)	HWAC/TO/DLY	April 2060	NTL(HPT)	91,684,478	23,330	0.98907342	90,682,680	100.000000000000%	2.851%	11
4F	Ginnie Mae	2010-H07	HI	May 28, 2010	38377EY57	(4)	HWAC/TO/DLY	April 2060	NTL(HPT)	111,489,265	326,385	1.01236715	56,681,692	50.2194224709%	5.560%	7
4G	Ginnie Mae	2010-H02	MI	February 26, 2010	38375BAK8	(4)	HWAC/TO/DLY	February 2060	NTL(HPT)	35,596,917	172,864	1.02462684	36,473,556	100.000000000000%	5.560%	8

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

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

(3) In respect of Trust Asset Subgroups 3B, 4A and 4B, the Notional or Principal Balance in the Trust was obtained using the current Class Notional Balance or Class Principal Balance, as applicable, of the related Underlying Certificate from data provided to the Sponsor by the participation agent as of August 1, 2010, instead of the truncated balance from the Ginnie Mae website. In respect of Trust Asset Subgroups 3C, 4C, 4D, 4E, 4F and 4G, the Notional Balance in the Trust was obtained using the truncated balance from the Ginnie Mae website.

(4) The Underlying Certificates bear interest during their respective interest accrual period as further described in the Underlying Certificates Disclosure Documents, excerpts of which are attached as Exhibit E to this Supplement.

Updated Exhibits A

Assumed Characteristics of the HECMs and the Participation Underlying the Subgroup 3B Trust Assets(1)

Payment Plan	HECM MBS Principal Balance	HECM Loan Balance	Weighted Average HECM Age (in months)	Approximate Weighted Average Gross Coupon(2)	HECM Interest Type	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	\$66,145,029.88	\$66,402,556.85	7	5.560%	FIX	0.500%	0.060%	\$13,045.00	\$0.00	\$105,253,250.00	725624	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 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 rate 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, 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.

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.

Assumed Characteristics of the HECMs and the Participation Underlying the Subgroup 3C Trust Assets(1)

Payment Plan	HECM MBS Principal Balance	HECM Loan Balance	Weighted Average HECM Age (in months)	Approximate Weighted Average Gross Coupon(2)	HECM Interest Type	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	\$11,003,028.16	\$11,059,905.43	7	5.596%	FIX	0.500%	0.096%	\$1,400.00	\$0.00	\$16,480,800.00	740411	February 2010
Line of Credit	10,885,121.07	10,931,222.30	7	5.601%	FIX	0.500%	0.101%	1,395.00	0.00	17,183,000.00	731198	January 2010
Line of Credit	10,478,449.03	10,542,478.90	7	5.564%	FIX	0.500%	0.060%	1,585.00	0.00	16,245,250.00	725766	February 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 3C 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, 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.

The actual loan ages and gross coupons of many of the HECMs related to the Participations underlying the Subgroup 3C 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.

Assumed Characteristics of the HECMs and the Participation Underlying the Subgroup 4A Trust Assets(1)

Payment Plan	HECM MBS Principal Balance	HECM Loan Balance	Weighted Average HECM Age (in months)	Approximate Weighted Average Gross Coupon(2)	HECM Interest Type	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	\$34,470,981.66	\$34,552,107.86	3	5.398%	FIX	0.500%	0.239%	\$235.00	\$0.00	\$53,636,519.16	725977	June 2010
Line of Credit	80,641,590.13	81,012,219.23	2	5.527%	FIX	0.500%	0.245%	645.00	0.00	126,791,451.00	731467	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 4A 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, 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.

The actual loan ages and gross coupons of many of the HECMs related to the Participations underlying the Subgroup 4A 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.

Assumed Characteristics of the HECMs and the Participation Underlying the Subgroup 4B Trust Assets(1)

Payment Plan	HECM MBS Principal Balance		HECM Loan Balance		Weighted Average HECM Age (in months)		Approximate Weighted Average Gross Coupon		HECM Interest Type		Weighted Average Gross Lifetime Interest Rate		Servicing Fee		Rate Reset Frequency		Next Reset Month		Monthly Servicing Fee		Monthly Scheduled Draw		Weighted Average Remaining Term (in months)		Available Line of Credit		Maximum Claim Amount		HECM MBS Issue Date	
	Balance	\$	Balance	\$	HECM Age	HECM Age	HECM Coupon	HECM Coupon	HECM Interest	HECM Interest	HECM Rate	HECM Rate	MIP Fee	MIP Fee	Rate Reset	Rate Reset	Next Reset	Next Reset	Monthly Fee	Monthly Fee	Monthly Draw	Monthly Draw	Term	Term	Available Line	Available Line	Maximum Claim	Maximum Claim	HECM Issue	HECM Issue
Line of Credit Modified Term	418,573.01	4,090,271.00	4,131,414.25	57,401,992.59	8	8	3.347%	3.347%	FLT	3.000%	3.000%	13.250%	0.500%	0.090%	1-month LIBOR	Monthly	1	1	\$15,445.00	\$15,445.00	\$59,807.24	\$59,807.24	(2)	(2)	\$32,785,240.11	\$135,992,460.00	892,389	892,389	February 2010	February 2010
Modified Term	587,585.96	3,886,075.65	587,585.96	3,886,075.65	8	8	3.347%	3.347%	FLT	3.000%	3.000%	13.240%	0.500%	0.090%	1-month LIBOR	Monthly	1	1	1,365.00	1,365.00	74,627.97	74,627.97	86	86	995,769.02	12,443,500.00	892,389	892,389	February 2010	February 2010
Tenure	711,297.70	3,888,683.51	711,297.70	3,888,683.51	8	8	3.347%	3.347%	FLT	3.000%	3.000%	13.230%	0.500%	0.090%	1-month LIBOR	Monthly	1	1	1,865.00	1,865.00	64,842.39	64,842.39	(3)	(3)	0.00	16,690,000.00	892,389	892,389	February 2010	February 2010
Line of Credit Modified Term	27,940,309.40	31,279,179.55	27,940,309.40	31,279,179.55	11	11	3.264%	3.264%	FLT	3.000%	3.000%	13.250%	0.500%	0.090%	1-month LIBOR	Monthly	1	1	9,136.00	9,136.00	17,108.66	17,108.66	(2)	(2)	24,114,619.39	84,002,400.00	892,394	892,394	February 2010	February 2010
Modified Term	2,253,347.59	2,957,625.31	2,253,347.59	2,957,625.31	11	11	3.264%	3.264%	FLT	3.000%	3.000%	13.250%	0.500%	0.090%	1-month LIBOR	Monthly	1	1	1,295.00	1,295.00	80,523.21	80,523.21	(3)	(3)	2,259,095.78	15,072,300.00	892,394	892,394	February 2010	February 2010
Tenure	1,334,469.40	1,456,013.75	1,334,469.40	1,456,013.75	10	10	3.264%	3.264%	FLT	3.000%	3.000%	13.240%	0.500%	0.090%	1-month LIBOR	Monthly	1	1	710.00	710.00	18,683.28	18,683.28	(3)	(3)	0.00	5,843,000.00	892,394	892,394	February 2010	February 2010
Line of Credit Modified Term	5,287,067.67	156,750,128.30	5,287,067.67	156,750,128.30	10	10	3.347%	3.347%	FLT	3.000%	3.000%	13.260%	0.500%	0.060%	1-month LIBOR	Monthly	1	1	31,565.00	31,565.00	42,710.99	42,710.99	(2)	(2)	56,376,979.00	308,422,600.00	892,385	892,385	January 2010	January 2010
Modified Term	302,626.16	4,776,203.46	302,626.16	4,776,203.46	9	9	3.347%	3.347%	FLT	3.000%	3.000%	13.310%	0.500%	0.060%	1-month LIBOR	Monthly	1	1	1,325.00	1,325.00	42,710.99	42,710.99	(3)	(3)	2,793,494.00	17,115,900.00	892,385	892,385	January 2010	January 2010
Tenure	42,299.11	3,418,060.65	42,299.11	3,418,060.65	13	13	3.347%	3.347%	FLT	3.000%	3.000%	13.320%	0.500%	0.060%	1-month LIBOR	Monthly	1	1	600.00	600.00	39,548.12	39,548.12	(3)	(3)	4,264,698.00	23,025,500.00	892,385	892,385	January 2010	January 2010
Term	112,800.73	4,897,025.34	112,800.73	4,897,025.34	11	11	3.347%	3.347%	FLT	3.000%	3.000%	13.280%	0.500%	0.060%	1-month LIBOR	Monthly	1	1	1,225.00	1,225.00	50,676.20	50,676.20	(76)	(76)	0.00	16,430,500.00	892,385	892,385	January 2010	January 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 4B Trust Assets.
- (2) These HECMs do not have draw terms or monthly scheduled draws.
- (3) Borrowers who select tenure or modified tenure payment plans have a right to receive monthly draws for their tenure in the property.
- (4) The Approximate Weighted Average Gross Coupon is the weighted average of the initial interest rates of each HECM, weighted by each HECM's principal balance as of August 1, 2010.
- (5) The Weighted Average Gross Lifetime Interest Rate Floor is the lowest interest rate possible based on the interest rate formula and HECM loan documents applicable to each HECM, weighted by each HECM's principal balance as of August 1, 2010.
- (6) The Weighted Average Gross Lifetime Interest Rate Cap is the maximum interest rate possible based on the interest rate formula and HECM loan documents applicable to each HECM, weighted by each HECM's principal balance as of August 1, 2010.
- (7) 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%.
- (8) 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 columns for Approximate Weighted Average Gross Coupon, Gross Margin, Weighted Average Gross Lifetime Interest Rate Floor and Weighted Average Gross Lifetime Interest Rate Cap.

- (9) The Rate Reset Frequency is a period, whether annually or monthly, that the interest rate of each HECM resets under the interest rate formula and HECM loan documents applicable to each HECM.
 - (10) The Next Rate Reset Month is the number of months until the interest rate of each HECM resets under the interest rate formula and HECM loan documents applicable to each HECM. For example, an entry of (1) signifies that each HECM's rate will reset on the first day of September 2010.
 - (11) 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 an addition to the Servicing Fee Margin.
 - (12) The Monthly Scheduled Draw is the monthly amount that is payable to borrowers under each type of payment plan other than the line of credit payment plan.
 - (13) The Weighted Average Remaining Draw Term is the number of months, weighted by each HECM's principal balance as of August 1, 2010, over which a borrower with a term or modified term payment plan will receive Monthly Scheduled Draws.
 - (14) 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.
 - (15) The sum of the applicable Maximum Claim Amount with respect to each HECM.
- The actual loan ages, gross coupons, gross lifetime interest rate floors, gross lifetime interest rate caps and remaining draw terms of many of the HECMs related to the Participations underlying the Subgroup 4B 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.

Assumed Characteristics of the HECMs and the Participation Underlying the Subgroup 4C Trust Assets(1)

Payment Plan	HECM MBS Principal Balance	HECM Loan Balance	Weighted Average HECM Age (in months)	Approximate Weighted Average Gross Coupon		HECM Interest Type	Gross Margin	Weighted Average Gross Lifetime Interest Rate	MIP Fee(7)	Servicing Fee Margin(8)	Index	Rate Reset Frequency (9)	Next Rate Reset Month (10)	Monthly Servicing Fee(11)	Monthly Scheduled Draw(12)	Weighted Average Remaining Term Draw (in months) (13)	Available Line of Credit(14)	Maximum Claim Amount(15)	Pool Number	HECM MBS Issue Date
				(4)	(5)															
Line of Credit	\$4,445,762.41	\$5,313,539.02	9	2.514%	2.514%	FLT	2.250%	2.250%	12.490%	0.500%	1-month LIBOR	Monthly	1	\$1,225.00	(2)	\$4,864,303.62	\$15,282,500.00	892391	February 2010	
Modified Tenure	488,851.44	559,962.20	9	2.514%	2.250%	FLT	2.250%	2.250%	12.490%	0.500%	1-month LIBOR	Monthly	1	210.00	\$ 6,296.50	301,728.65	2,575,500.00	892391	February 2010	
Modified Term Tenure	386,602.12	464,563.61	9	2.514%	2.250%	FLT	2.250%	2.250%	12.490%	0.500%	1-month LIBOR	Monthly	1	165.00	10,021.02	4,553.51	1,748,500.00	892391	February 2010	
	178,444.23	209,096.42	9	2.514%	2.250%	FLT	2.250%	2.250%	12.490%	0.500%	1-month LIBOR	Monthly	1	140.00	4,837.83	0.00	1,322,000.00	892391	February 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 4C Trust Assets.
- (2) These HECMs do not have draw terms or monthly scheduled draws.
- (3) Borrowers who select tenure or modified tenure payment plans have a right to receive monthly draws for their tenure in the property.
- (4) The Approximate Weighted Average Gross Coupon is the weighted average of the initial interest rates of each HECM, weighted by each HECM's principal balance as of August 1, 2010.
- (5) The Weighted Average Gross Lifetime Interest Rate Floor is the lowest interest rate possible based on the interest rate formula and HECM loan documents applicable to each HECM, weighted by each HECM's principal balance as of August 1, 2010.
- (6) The Weighted Average Gross Lifetime Interest Rate Cap is the maximum interest rate possible based on the interest rate formula and HECM loan documents applicable to each HECM, weighted by each HECM's principal balance as of August 1, 2010.
- (7) 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%.
- (8) 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 columns for Approximate Weighted Average Gross Coupon, Gross Margin, Weighted Average Gross Lifetime Interest Rate Floor and Weighted Average Gross Lifetime Interest Rate Cap.
- (9) The Rate Reset Frequency is a period, whether annually or monthly, that the interest rate of each HECM resets under the interest rate formula and HECM loan documents applicable to each HECM.
- (10) The Next Rate Reset Month is the number of months until the interest rate of each HECM resets under the interest rate formula and HECM loan documents applicable to each HECM. For example, an entry of (1) signifies that each HECM's rate will reset on the first day of September 2010.
- (11) 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 an addition to the Servicing Fee Margin.
- (12) The Monthly Scheduled Draw is the monthly amount that is payable to borrowers under each type of payment plan other than the line of credit payment plan.

- (13) The Weighted Average Remaining Draw Term is the number of months, weighted by each HECM's principal balance as of August 1, 2010, over which a borrower with a term or modified term payment plan will receive Monthly Scheduled Draws.
- (14) 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.
- (15) The sum of the applicable Maximum Claim Amount with respect to each HECM.

The actual loan ages, gross coupons, gross lifetime interest rate floors, gross lifetime interest rate caps and remaining draw terms of many of the HECMs related to the Participations underlying the Subgroup 4C 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.

- (13) The Weighted Average Remaining Draw Term is the number of months, weighted by each HECM's principal balance as of August 1, 2010, over which a borrower with a term or modified term payment plan will receive Monthly Scheduled Draws.
- (14) 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.
- (15) The sum of the applicable Maximum Claim Amount with respect to each HECM.
- (16) The Draw Term for these HECMs has expired.

The actual loan ages, gross coupons, gross lifetime interest rate floors, gross lifetime interest rate caps and remaining draw terms of many of the HECMs related to the Participations underlying the Subgroup 4D 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.

Assumed Characteristics of the HECMs and the Participation Underlying the Subgroup 4E Trust Assets(1)

Payment Plan	HECM MBS Principal Balance	HECM Loan Balance	HECM Age (in months)	Approximate Weighted Average Gross Coupon (4)	HECM Interest Type	Gross Margin Floor(5)	Lifetime Interest Rate Cap(6)	Weighted Average Gross Interest Rate (5)	Service Fee(7) Margin(8)	Index	Rate Frequency (9)	Reset Month (10)	Next Rate Month (10)	Monthly Servicing Fee(11)	Monthly Scheduled Draw(12)	Monthly Draw Term (13)	Weighted Average Remaining Draw Term (13)	Available Line of Credit(14)	Maximum Claim Amount(15)	Pool Number	HECM MBS Issue Date
Line of Credit	\$19,531,097.20	\$22,892,519.85	12	2.851%	FLT	2.500%	2.500%	12.770%	0.500%	0.100%	1-month LIBOR	Monthly	1	\$ 5,190.00	(2)	(2)	(2)	\$18,012,926.43	\$ 59,878,700.00	893137	December 2009
Modified Tenure	1,266,532.90	1,546,444.07	12	2.851%	FLT	2.500%	2.500%	12.770%	0.500%	0.100%	1-month LIBOR	Monthly	1	420.00	\$ 18,101.42	(3)	(3)	512,891.49	6,128,000.00	893137	December 2009
Modified Term	2,644,158.78	3,252,999.28	12	2.851%	FLT	2.500%	2.500%	12.770%	0.500%	0.100%	1-month LIBOR	Monthly	1	660.00	46,842.70	97	97	580,213.98	9,083,000.00	893137	December 2009
Tenure	864,397.88	1,001,159.16	12	2.851%	FLT	2.500%	2.500%	12.770%	0.500%	0.100%	1-month LIBOR	Monthly	1	270.00	16,193.34	(3)	(3)	0.00	3,479,500.00	893137	December 2009
Term	648,227.57	718,273.45	12	2.851%	FLT	2.500%	2.500%	12.770%	0.500%	0.100%	1-month LIBOR	Monthly	1	210.00	8,120.84	131	131	0.00	2,046,000.00	893137	December 2009
Line of Credit	56,316,341.52	65,840,343.21	11	2.851%	FLT	2.500%	2.500%	12.750%	0.500%	0.100%	1-month LIBOR	Monthly	1	15,450.00	(2)	(2)	(2)	44,571,246.27	160,846,650.00	893138	December 2009
Modified Tenure	2,695,927.93	3,287,497.93	11	2.851%	FLT	2.500%	2.500%	12.750%	0.500%	0.100%	1-month LIBOR	Monthly	1	1,140.00	41,998.97	(3)	(3)	1,817,054.55	13,929,000.00	893138	December 2009
Modified Term	4,035,788.40	5,453,483.43	11	2.851%	FLT	2.500%	2.500%	12.750%	0.500%	0.100%	1-month LIBOR	Monthly	1	1,650.00	126,196.44	75	75	2,318,739.57	18,202,160.00	893138	December 2009
Tenure	1,964,828.87	2,204,252.85	11	2.851%	FLT	2.500%	2.500%	12.750%	0.500%	0.100%	1-month LIBOR	Monthly	1	870.00	27,729.94	(3)	(3)	0.00	8,572,000.00	893138	December 2009
Term	715,381.35	901,877.70	11	2.851%	FLT	2.500%	2.500%	12.750%	0.500%	0.100%	1-month LIBOR	Monthly	1	270.00	22,408.99	87	87	0.00	3,203,500.00	893138	December 2009

- (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 4E Trust Assets.
- (2) These HECMs do not have draw terms or monthly scheduled draws.
- (3) Borrowers who select tenure or modified tenure payment plans have a right to receive monthly draws for their tenure in the property.
- (4) The Approximate Weighted Average Gross Coupon is the weighted average of the initial interest rates of each HECM, weighted by each HECM's principal balance as of August 1, 2010.
- (5) The Weighted Average Gross Lifetime Interest Rate Floor is the lowest interest rate possible based on the interest rate formula and HECM loan documents applicable to each HECM, weighted by each HECM's principal balance as of August 1, 2010.
- (6) The Weighted Average Gross Lifetime Interest Rate Cap is the maximum interest rate possible based on the interest rate formula and HECM loan documents applicable to each HECM, weighted by each HECM's principal balance as of August 1, 2010.
- (7) 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%.
- (8) 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 columns for Approximate Weighted Average Gross Coupon, Gross Margin, Weighted Average Gross Lifetime Interest Rate Floor and Weighted Average Gross Lifetime Interest Rate Cap.
- (9) The Rate Reset Frequency is a period, whether annually or monthly, that the interest rate of each HECM resets under the interest rate formula and HECM loan documents applicable to each HECM.
- (10) The Next Rate Reset Month is the number of months until the interest rate of each HECM resets under the interest rate formula and HECM loan documents applicable to each HECM. For example, an entry of (1) signifies that each HECM's rate will reset on the first day of September 2010.

- (11) 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 an addition to the Servicing Fee Margin.
- (12) The Monthly Scheduled Draw is the monthly amount that is payable to borrowers under each type of payment plan other than the line of credit payment plan.
- (13) The Weighted Average Remaining Draw Term is the number of months, weighted by each HECM's principal balance as of August 1, 2010, over which a borrower with a term or modified term payment plan will receive Monthly Scheduled Draws.
- (14) 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.
- (15) The sum of the applicable Maximum Claim Amount with respect to each HECM.

The actual loan ages, gross coupons, gross lifetime interest rate floors, gross lifetime interest rate caps and remaining draw terms of many of the HECMs related to the Participations underlying the Subgroup 4E 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.

Assumed Characteristics of the HECMs and the Participation Underlying the Subgroup 4F Trust Assets(1)

Payment Plan	HECM MBS Principal Balance	HECM Loan Balance	Weighted Average HECM Age (in months)	Approximate Weighted Average Gross Coupon(2)	HECM Interest Type	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	\$51,568,169.30	\$51,827,177.89	9	5.561%	FIX	0.5000%	0.0600%	\$9,935.00	\$0.00	\$81,851,800.00	725612	January 2010
Line of Credit	10,368,357.72	10,439,750.97	5	5.560%	FIX	0.5000%	0.0900%	1,440.00	0.00	16,069,300.00	725634	April 2010
Line of Credit	50,931,596.73	51,179,218.83	5	5.560%	FIX	0.5000%	0.0600%	9,480.00	0.00	79,698,510.00	730357	April 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 4F 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, 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.

The actual loan ages and gross coupons of many of the HECMs related to the Participations underlying the Subgroup 4F 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.

Assumed Characteristics of the HECMs and the Participation Underlying the Subgroup 4G Trust Assets(1)

Payment Plan	HECM MBS Principal Balance	HECM Loan Balance	Weighted Average HECM Age (in months)	Approximate Weighted Average Gross Coupon(2)	HECM Interest Type	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	\$36,473,556.53	\$36,697,833.98	8	5.5600%	FIX	0.5000%	0.0900%	\$5,840.00	\$0.00	\$57,594,150.00	725615	January 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 4G 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 rate 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, 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.

The actual loan ages and gross coupons of many of the HECMs related to the Participations underlying the Subgroup 4G 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.

**Cover Pages, Terms Sheets and Supplemental Statements, if applicable
from Underlying Certificate Disclosure Documents**

Government National Mortgage Association

Supplemental Statement

Guaranteed HECM MBS REMIC Pass-Through Securities, Ginnie Mae REMIC Trust 2010-H02

Reference is made to the Offering Circular Supplement, dated February 19, 2010, for the Ginnie Mae REMIC Trust 2010-H02 (the “Offering Circular Supplement”) and the related Base Offering Circular, dated April 1, 2008 (the “Base Offering Circular” and, together with the Offering Circular Supplement, the “Offering Circular”). Capitalized terms used herein and not otherwise defined herein shall have the respective meanings assigned to them in Appendix II to the Base Offering Circular.

This Supplemental Statement, among other things, clarifies certain Class Interest Rate, Interest Accrual Amount and Principal Distribution Amount definitions and clarifies how the Class BI, Class CI, Class DI, Class GI and Class MI Deferred Interest Amounts may be derived after the occurrence of any Distribution Date in any month.

Special Disclosure — Terms Sheet – Interest Rates

The definitions for “Class BI Interest Rate,” “Class CI Interest Rate,” “Class DI Interest Rate,” “Class GI Interest Rate,” and “Class MI Interest Rate” should be deleted and replaced with the following:

Class BI 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 FB 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 BI. The initial interest rate for Class BI is 1.487%.

Class CI 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 FC 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 CI. The initial interest rate for Class CI is 1.735%.

Class DI 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 3 Trust Assets over (II) the Class FD Interest Accrual Amount for such

Distribution Date, divided by (b) the outstanding principal balance of the Group 3 Trust Assets as of the related Record Date for Class DI. The initial interest rate for Class DI is 1.985%.

Class GI 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 4 Trust Assets over (II) the Class FG Interest Accrual Amount for such Distribution Date, divided by (b) the outstanding principal balance of the Group 4 Trust Assets as of the related Record Date for Class GI. The initial interest rate for Class GI is 2.236%.

Class MI 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 5 Trust Assets over (II) the Class HM Interest Accrual Amount for such Distribution Date, divided by (b) the outstanding principal balance of the Group 5 Trust Assets as of the related Record Date for Class MI. The initial interest rate for Class MI is 1.07%.

Special Disclosure — Terms Sheet – Distributions

The definitions for “Class BI Deferred Interest Amount,” “Class BI Interest Accrual Amount,” “Class CI Deferred Interest Amount,” “Class CI Interest Accrual Amount,” “Class DI Deferred Interest Amount,” “Class DI Interest Accrual Amount,” “Class FB Interest Accrual Amount,” “Class FB Principal Distribution Amount,” “Class FC Interest Accrual Amount,” “Class FC Principal Distribution Amount,” “Class FD Interest Accrual Amount,” “Class FD Principal Distribution Amount,” “Class FG Interest Accrual Amount,” “Class FG Principal Distribution Amount,” “Class GI Interest Accrual Amount,” “Class GI Deferred Interest Amount,” “Class HM Interest Accrual Amount,” “Class HM Principal Distribution Amount,” “Class MI Interest Accrual Amount,” and “Class MI Deferred Interest Amount” should be deleted and replaced with the following:

Class BI Deferred Interest Amount: With respect to any Distribution Date, the excess, if any, of (i) the sum of all Class BI 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 BI on all prior Distribution Dates plus (b) the amount distributed in respect of Class BI 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 BI Deferred Interest Amount can be calculated by subtracting the Class FB 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 BI Deferred Interest Amount is available on reports published by the Trustee on its website, www.ctslink.com.

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

Class CI Deferred Interest Amount: With respect to any Distribution Date, the excess, if any, of (i) the sum of all Class CI 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 CI on all prior Distribution Dates plus (b) the amount distributed in respect of Class CI 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 CI Deferred Interest Amount can be calculated by subtracting the Class FC 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 CI Deferred Interest Amount is available on reports published by the Trustee on its website, www.ctslink.com.

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

Class DI Deferred Interest Amount: With respect to any Distribution Date, the excess, if any, of (i) the sum of all Class DI 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 DI on all prior Distribution Dates plus (b) the amount distributed in respect of Class DI on such Distribution Date pursuant to step 1. under Security Group 3 in “Terms Sheet— Distributions” in this Supplement. After the occurrence of any Distribution Date in any month, the remaining Class DI Deferred Interest Amount can be calculated by subtracting the Class FD 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 3 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 DI Deferred Interest Amount is available on reports published by the Trustee on its website, www.ctslink.com.

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

Class FB Interest Accrual Amount: For any Distribution Date, interest accrued during the related Accrual Period for such Distribution Date at the related Interest Rate on the

Class Principal Balance of Class FB as of the related Record Date. If, on any Distribution Date, the Class FB Interest Accrual Amount for such Distribution Date exceeds the amount distributed in respect of Class FB 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 FB (the “Class FB Principal Balance”).

Class FB 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 FB Interest Accrual Amount and the Class BI Interest Accrual Amount for such Distribution Date, and (ii) the quotient of (a) the Class FB 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 FB.

Class FC Interest Accrual Amount: For any Distribution Date, interest accrued during the related Accrual Period for such Distribution Date at the related Interest Rate on the Class Principal Balance of Class FC as of the related Record Date. If, on any Distribution Date, the Class FC Interest Accrual Amount for such Distribution Date exceeds the amount distributed in respect of Class FC 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 FC (the “Class FC Principal Balance”).

Class FC 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 FC Interest Accrual Amount and the Class CI Interest Accrual Amount for such Distribution Date, and (ii) the quotient of (a) the Class FC 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 FC.

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

Class FD Principal Distribution Amount: For any Distribution Date, the product of (i) the excess, if any, of (a) the Group 3 Available Distribution Amount for such Distribution Date over (b) the sum of the Class FD Interest Accrual Amount and the Class DI Interest Accrual Amount for such Distribution Date, and (ii) the quotient of (a) the Class FD Principal Balance as of the related Record Date divided by (b) the outstanding principal balance of the Group 3 Trust Assets as of the related Record Date for Class FD.

Class FG Interest Accrual Amount: For any Distribution Date, interest accrued during the related Accrual Period for such Distribution Date at the related Interest Rate on the Class Principal Balance of Class FG as of the related Record Date. If, on any Distribution

Date, the Class FG Interest Accrual Amount for such Distribution Date exceeds the amount distributed in respect of Class FD pursuant to step 1. under Security Group 4 in “Terms Sheet— Distributions” in this Supplement, such excess will be added to the Class Principal Balance of Class FG (the “Class FG Principal Balance”).

Class FG Principal Distribution Amount: For any Distribution Date, the product of (i) the excess, if any, of (a) the Group 4 Available Distribution Amount for such Distribution Date over (b) the sum of the Class FG Interest Accrual Amount and the Class GI Interest Accrual Amount for such Distribution Date, and (ii) the quotient of (a) the Class FG Principal Balance as of the related Record Date divided by (b) the outstanding principal balance of the Group 4 Trust Assets as of the related Record Date for Class FG.

Class GI Deferred Interest Amount: With respect to any Distribution Date, the excess, if any, of (i) the sum of all Class GI 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 GI on all prior Distribution Dates plus (b) the amount distributed in respect of Class GI on such Distribution Date pursuant to step 1. under Security Group 4 in “Terms Sheet— Distributions” in this Supplement. After the occurrence of any Distribution Date in any month, the remaining Class GI Deferred Interest Amount can be calculated by subtracting the Class FG 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 4 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 GI Deferred Interest Amount is available on reports published by the Trustee on its website, www.ctslink.com.

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

Class HM Interest Accrual Amount: For any Distribution Date, interest accrued during the related Accrual Period for such Distribution Date at the related Interest Rate on the Class Principal Balance of Class HM as of the related Record Date. If, on any Distribution Date, the Class HM Interest Accrual Amount for such Distribution Date exceeds the amount distributed in respect of Class HM pursuant to step 1. under Security Group 5 in “Terms Sheet— Distributions” in this Supplement, such excess will be added to the Class Principal Balance of Class HM (the “Class HM Principal Balance”).

Class HM Principal Distribution Amount: For any Distribution Date, the product of (i) the excess, if any, of (a) the Group 5 Available Distribution Amount for such Distribution Date over (b) the sum of the Class HM Interest Accrual Amount and the Class MI Interest Accrual Amount for such Distribution Date, and (ii) the quotient of (a) the Class HM Principal Balance as of the related Record Date divided by (b) the outstanding principal balance of the Group 5 Trust Assets as of the related Record Date for Class HM.

Class MI Deferred Interest Amount: With respect to any Distribution Date, the excess, if any, of (i) the sum of all Class MI 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 MI on all prior Distribution Dates plus (b) the amount distributed in respect of Class MI on such Distribution Date pursuant to step 1. under Security Group 5 in “Terms Sheet— Distributions” in this Supplement. After the occurrence of any Distribution Date in any month, the remaining Class MI Deferred Interest Amount can be calculated by subtracting the Class HM 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 5 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 MI Deferred Interest Amount is available on reports published by the Trustee on its website, www.ctslink.com.

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

Supplemental Statement dated August 23, 2010



\$209,313,023

Government National Mortgage Association

GINNIE MAE®

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

Ginnie Mae REMIC Trust 2010-H02

The Securities

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

The Ginnie Mae Guaranty

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

The Trust and its Assets

The Trust will own Ginnie Mae HECM MBS.

Class of REMIC Securities	Original Principal Balance(2)	Interest Rate	Principal Type(3)	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Security Group 1						
BI	\$12,814,970	(5)	NTL (HPT)	HWAC/IO/DLY	38375BAA0	February 2060
FB(1)	12,814,970	(5)	HPT	FLT/HWAC/HZ	38375BAB8	February 2060
Security Group 2						
CI	11,170,229	(5)	NTL (HPT)	HWAC/IO/DLY	38375BAC6	February 2060
FC(1)	11,170,229	(5)	HPT	FLT/HWAC/HZ	38375BAD4	February 2060
Security Group 3						
DI	92,232,956	(5)	NTL (HPT)	HWAC/IO/DLY	38375BAE2	February 2060
FD(1)	92,232,956	(5)	HPT	FLT/HWAC/HZ	38375BAF9	February 2060
Security Group 4						
FG(1)	57,497,951	(5)	HPT	FLT/HWAC/HZ	38375BAG7	February 2060
GI	57,497,951	(5)	NTL (HPT)	HWAC/IO/DLY	38375BAH5	February 2060
Security Group 5						
HM	35,596,917	4.40%	HPT	FIX/HZ	38375BAJ1	February 2060
MI	35,596,917	(5)	NTL (HPT)	HWAC/IO/DLY	38375BAK8	February 2060
Residual						
RR	0	0.00	NPR	NPR	38375BAL6	February 2060

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

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

See "Risk Factors" beginning on page S-11 which highlights some of these risks.

The Sponsor and the Co-Sponsor will offer the securities from time to time in negotiated transactions at varying prices. We expect the closing date to be February 26, 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.

BOFA MERRILL LYNCH

ALADDIN CAPITAL LLC

The date of this Offering Circular Supplement is February 19, 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: Banc of America Securities LLC

Co-Sponsor: Aladdin Capital LLC

Trustee: Wells Fargo Bank, N.A.

Tax Administrator: The Trustee

Closing Date: February 26, 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 March 2010.

Trust Assets:

Trust Asset Group	Trust Asset Type ⁽¹⁾	HECM MBS Principal Balance	HECM MBS Rate	Original Term To Maturity (in years)
1	Ginnie Mae II(3)	\$12,814,970	LIBOR + 2.16% ⁽²⁾	50
2	Ginnie Mae II(4)	\$11,170,229	LIBOR + 2.41% ⁽²⁾	50
3	Ginnie Mae II(5)	\$92,232,956	LIBOR + 2.66% ⁽²⁾	50
4	Ginnie Mae II(6)	\$57,497,951	LIBOR + 2.91% ⁽²⁾	50
5	Ginnie Mae II(7)	\$35,596,917	5.47%	50

⁽¹⁾ 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. See “The Trust Assets— The Participations and the HECMs” in this Supplement.

⁽²⁾ The HECM MBS Rate for the Group 1, 2, 3 and 4 Trust Assets is the weighted average coupon of the Participation interest rates (“WACR”) for the related Trust Asset Group. WACR constitutes the Weighted Average Coupon Rate for purposes of this Supplement. The actual HECM lifetime cap on interest rate adjustments may limit whether the HECM MBS Rate for a particular Trust Asset Group remains at LIBOR (as determined pursuant to the HECM loan documents) plus the applicable margin identified in the above table. See “The Trust Assets— The Trust MBS” in this Supplement.

⁽³⁾ The Group 1 Trust Assets consist of Ginnie Mae HECM MBS Pools 892351, 892360 and 892375.

⁽⁴⁾ The Group 2 Trust Assets consist of Ginnie Mae HECM MBS Pool 892376.

⁽⁵⁾ The Group 3 Trust Assets consist of Ginnie Mae HECM MBS Pools 892342, 892344, 892348, 892352, 892361 and 892377.

⁽⁶⁾ The Group 4 Trust Assets consist of Ginnie Mae HECM MBS Pools 892343, 892349, 892353, 892362 and 892378.

⁽⁷⁾ The Group 5 Trust Assets consist of Ginnie Mae HECM MBS Pool 725615.

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

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.

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

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

Interest Rates:

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

<u>Class</u>	<u>Interest Rate Formula(1)</u>	<u>Initial Interest Rate(2)</u>	<u>Minimum Rate</u>	<u>Maximum Rate(3)</u>	<u>Delay (in days)</u>	<u>LIBOR for Minimum Interest Rate</u>
FA	LIBOR + 0.68%	0.91%	0.68%	10.90%	0	0.00%
FB	LIBOR + 0.68%	0.91%	0.68%	10.90%	0	0.00%
FC	LIBOR + 0.68%	0.91%	0.68%	10.90%	0	0.00%
FD	LIBOR + 0.68%	0.91%	0.68%	10.90%	0	0.00%
FG	LIBOR + 0.68%	0.91%	0.68%	10.90%	0	0.00%

- (1) LIBOR will be established as described under “Description of the Securities — Interest Distributions — Floating Rate Classes” in this Supplement.
- (2) The initial Interest Rate will be in effect during the first Accrual Period; the Interest Rate will adjust monthly thereafter.
- (3) In no event will the Maximum Rate for any Accrual Period be higher than WACR for the related Trust Asset Group.

Each of Classes FA, FB, FC, FD and FG will bear interest during each Accrual Period at a per annum rate equal to the lesser of the Maximum Rate and the related interest rate formula described above.

Class BI 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 FB Interest Accrual Amount for such Distribution Date, divided by (b) the outstanding principal balance of the Group 1 Trust Assets as of the first day of the Accrual Period immediately preceding such Distribution Date. The initial interest rate for Class BI is 1.487%.

Class CI 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 FC Interest Accrual Amount for such Distribution Date, divided by (b) the outstanding principal balance of the Group 2 Trust Assets as of the first day of the Accrual Period immediately preceding such Distribution Date. The initial interest rate for Class CI is 1.735%.

Class DI 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 3 Trust Assets over (II) the Class FD Interest Accrual Amount for such Distribution Date, divided by (b) the outstanding principal balance of the Group 3 Trust Assets as of the first day of the Accrual Period immediately preceding such Distribution Date. The initial interest rate for Class DI is 1.985%.

Class GI 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 4 Trust Assets over (II) the Class FG Interest Accrual Amount for such Distribution Date, divided by (b) the outstanding principal balance of the Group 4 Trust Assets as of the first day of the Accrual Period immediately preceding such Distribution Date. The initial interest rate for Class GI is 2.236%.

Class MI 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 5 Trust Assets over (II) the Class HM Interest Accrual Amount for such Distribution Date, divided by (b) the outstanding principal balance of the Group 5 Trust Assets as of the first day of the Accrual Period immediately preceding such Distribution Date. The initial interest rate for Class MI is 1.07%.

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

Security Group 3

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

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

Security Group 4

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

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

Security Group 5

The Group 5 Available Distribution Amount will be allocated in the following order of priority:

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

Available Distribution Amount: For each Security Group, 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.

Class BI Deferred Interest Amount: With respect to any Distribution Date, the excess, if any, of (i) the sum of all Class BI 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 BI on all prior Distribution Dates plus (b) the amount distributed in respect of Class BI on such Distribution Date pursuant to step 1. under Security Group 1 in “Terms Sheet — Distributions” in this Supplement. For any Distribution Date, the Class BI Deferred Interest Amount can be calculated by subtracting the current Class FB Principal Balance from the current outstanding principal balance of the Group 1 Trust Assets, or is available on reports published by the Trustee on its website, www.ctslink.com.

Class BI Interest Accrual Amount: For any Distribution Date, interest accrued during the Accrual Period immediately preceding such Distribution Date at the Class BI Interest Rate on the Class Notional

Balance of Class BI (the “Class BI Notional Balance”) as of the first day of the Accrual Period immediately preceding such Distribution Date.

Class CI Deferred Interest Amount: With respect to any Distribution Date, the excess, if any, of (i) the sum of all Class CI 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 CI on all prior Distribution Dates plus (b) the amount distributed in respect of Class CI on such Distribution Date pursuant to step 1. under Security Group 2 in “Terms Sheet — Distributions” in this Supplement. For any Distribution Date, the Class CI Deferred Interest Amount can be calculated by subtracting the current Class FC Principal Balance from the current outstanding principal balance of the Group 2 Trust Assets, or is available on reports published by the Trustee on its website, www.ctslink.com.

Class CI Interest Accrual Amount: For any Distribution Date, interest accrued during the Accrual Period immediately preceding such Distribution Date at the Class CI Interest Rate on the Class Notional Balance of Class CI (the “Class CI Notional Balance”) as of the first day of the Accrual Period immediately preceding such Distribution Date.

Class DI Deferred Interest Amount: With respect to any Distribution Date, the excess, if any, of (i) the sum of all Class DI 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 DI on all prior Distribution Dates plus (b) the amount distributed in respect of Class DI on such Distribution Date pursuant to step 1. under Security Group 3 in “Terms Sheet — Distributions” in this Supplement. For any Distribution Date, the Class DI Deferred Interest Amount can be calculated by subtracting the current Class FD Principal Balance from the current outstanding principal balance of the Group 3 Trust Assets, or is available on reports published by the Trustee on its website, www.ctslink.com.

Class DI Interest Accrual Amount: For any Distribution Date, interest accrued during the Accrual Period immediately preceding such Distribution Date at the Class DI Interest Rate on the Class Notional Balance of Class DI (the “Class DI Notional Balance”) as of the first day of the Accrual Period immediately preceding such Distribution Date.

Class FB Interest Accrual Amount: For any Distribution Date, interest accrued during the Accrual Period immediately preceding such Distribution Date at the Interest Rate applicable to Class FB for such Distribution Date. If, on any Distribution Date, the Class FB Interest Accrual Amount for such Distribution Date exceeds the amount distributed in respect of Class FB 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 FB (the “Class FB Principal Balance”).

Class FB 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 FB Interest Accrual Amount and the Class BI Interest Accrual Amount for such Distribution Date, and (ii) the quotient of (a) the Class FB Principal Balance as of the first day of the Accrual Period immediately preceding such Distribution Date divided by (b) the outstanding principal balance of the Group 1 Trust Assets as of the first day of such Accrual Period.

Class FC Interest Accrual Amount: For any Distribution Date, interest accrued during the Accrual Period immediately preceding such Distribution Date at the Interest Rate applicable to Class FC for such Distribution Date. If, on any Distribution Date, the Class FC Interest Accrual Amount for such Distribution Date exceeds the amount distributed in respect of Class FC 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 FC (the “Class FC Principal Balance”).

Class FC 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 FC Interest Accrual Amount and the Class CI Interest Accrual Amount for such Distribution Date,

and (ii) the quotient of (a) the Class FC Principal Balance as of the first day of the Accrual Period immediately preceding such Distribution Date divided by (b) the outstanding principal balance of the Group 2 Trust Assets as of the first day of such Accrual Period.

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

Class FD Principal Distribution Amount: For any Distribution Date, the product of (i) the excess, if any, of (a) the Group 3 Available Distribution Amount for such Distribution Date over (b) the sum of the Class FD Interest Accrual Amount and the Class DI Interest Accrual Amount for such Distribution Date, and (ii) the quotient of (a) the Class FD Principal Balance as of the first day of the Accrual Period immediately preceding such Distribution Date divided by (b) the outstanding principal balance of the Group 3 Trust Assets as of the first day of such Accrual Period.

Class FG Interest Accrual Amount: For any Distribution Date, interest accrued during the Accrual Period immediately preceding such Distribution Date at the Interest Rate applicable to Class FG for such Distribution Date. If, on any Distribution Date, the Class FG Interest Accrual Amount for such Distribution Date exceeds the amount distributed in respect of Class FG pursuant to step 1. under Security Group 4 in “Terms Sheet — Distributions” in this Supplement, such excess will be added to the Class Principal Balance of Class FG (the “Class FG Principal Balance”).

Class FG Principal Distribution Amount: For any Distribution Date, the product of (i) the excess, if any, of (a) the Group 4 Available Distribution Amount for such Distribution Date over (b) the sum of the Class FG Interest Accrual Amount and the Class GI Interest Accrual Amount for such Distribution Date, and (ii) the quotient of (a) the Class FG Principal Balance as of the first day of the Accrual Period immediately preceding such Distribution Date divided by (b) the outstanding principal balance of the Group 4 Trust Assets as of the first day of such Accrual Period.

Class GI Deferred Interest Amount: With respect to any Distribution Date, the excess, if any, of (i) the sum of all Class GI 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 GI on all prior Distribution Dates plus (b) the amount distributed in respect of Class GI on such Distribution Date pursuant to step 1. under Security Group 4 in “Terms Sheet — Distributions” in this Supplement. For any Distribution Date, the Class GI Deferred Interest Amount can be calculated by subtracting the current Class FG Principal Balance from the current outstanding principal balance of the Group 4 Trust Assets, or is available on reports published by the Trustee on its website, www.ctslink.com.

Class GI Interest Accrual Amount: For any Distribution Date, interest accrued during the Accrual Period immediately preceding such Distribution Date at the Class GI Interest Rate on the Class Notional Balance of Class GI (the “Class GI Notional Balance”) as of the first day of the Accrual Period immediately preceding such Distribution Date.

Class HM Interest Accrual Amount: For any Distribution Date, interest accrued during the Accrual Period immediately preceding such Distribution Date at the Interest Rate applicable to Class HM for such Distribution Date. If, on any Distribution Date, the Class HM Interest Accrual Amount for such Distribution Date exceeds the amount distributed in respect of Class HM pursuant to step 1. under Security Group 5 in “Terms Sheet — Distributions” in this Supplement, such excess will be added to the Class Principal Balance of Class HM (the “Class HM Principal Balance”).

Class HM Principal Distribution Amount: For any Distribution Date, the product of (i) the excess, if any, of (a) the Group 5 Available Distribution Amount for such Distribution Date over (b) the sum of

the Class HM Interest Accrual Amount and the Class MI Interest Accrual Amount for such Distribution Date, and (ii) the quotient of (a) the Class HM Principal Balance as of the first day of the Accrual Period immediately preceding such Distribution Date divided by (b) the outstanding principal balance of the Group 5 Trust Assets as of the first day of such Accrual Period.

Class MI Deferred Interest Amount: With respect to any Distribution Date, the excess, if any, of (i) the sum of all Class MI 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 MI on all prior Distribution Dates plus (b) the amount distributed in respect of Class MI on such Distribution Date pursuant to step 1. under Security Group 5 in “Terms Sheet — Distributions” in this Supplement. For any Distribution Date, the Class MI Deferred Interest Amount can be calculated by subtracting the current Class HM Principal Balance from the current outstanding principal balance of the Group 5 Trust Assets, or is available on reports published by the Trustee on its website, www.ctslink.com.

Class MI Interest Accrual Amount: For any Distribution Date, interest accrued during the Accrual Period immediately preceding such Distribution Date at the Class MI Interest Rate on the Class Notional Balance of Class MI (the “Class MI Notional Balance”) as of the first day of the Accrual Period immediately preceding such Distribution 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 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 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 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 Balance of the related Trust Asset Group indicated:

<u>Class</u>	<u>Original Class Notional Balance</u>	<u>Represents Approximately</u>
BI	\$12,814,970	100% of Group 1 Trust Assets
CI	11,170,229	100% of Group 2 Trust Assets
DI	92,232,956	100% of Group 3 Trust Assets
GI	57,497,951	100% of Group 4 Trust Assets
MI	35,596,917	100% of Group 5 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.

Government National Mortgage Association

Supplemental Statement

Guaranteed HECM MBS REMIC Pass-Through Securities, Ginnie Mae REMIC Trust 2010-H03

Reference is made to the Offering Circular Supplement, dated March 22, 2010, for the Ginnie Mae REMIC Trust 2010-H03 (the “Offering Circular Supplement”) and the related Base Offering Circular, dated April 1, 2008 (the “Base Offering Circular” and, together with the Offering Circular Supplement, the “Offering Circular”). Capitalized terms used herein and not otherwise defined herein shall have the respective meanings assigned to them in Appendix II to the Base Offering Circular.

This Supplemental Statement, among other things, corrects the initial interest rates for Class BI and Class GI, clarifies certain related Class Interest Rate, Interest Accrual Amount and Principal Distribution Amount definitions and clarifies how the Class BI, Class CI, Class DI, Class GI, Class HI, Class JI and Class KI Deferred Interest Amounts may be derived after the occurrence of any Distribution Date in any month.

Special Disclosure — Terms Sheet – Interest Rates

The definitions for “Class BI Interest Rate,” “Class CI Interest Rate,” “Class DI Interest Rate,” “Class GI Interest Rate,” “Class HI Interest Rate,” “Class JI Interest Rate” and “Class KI Interest Rate” should be deleted and replaced with the following:

Class BI 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 FB 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 BI. The initial interest rate for Class BI was 1.61325%.

Class CI 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 FC 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 CI. The initial interest rate for Class CI was 1.86593%.

Class DI 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 3 Trust Assets over (II) the Class FD Interest Accrual Amount for such Distribution Date, divided by (b) the outstanding principal balance of the Group 3 Trust Assets as of the related Record Date for Class DI. The initial interest rate for Class DI was 2.119096%.

Class GI 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 4 Trust Assets over (II) the Class FG Interest Accrual Amount for such Distribution Date, divided by (b) the outstanding principal balance of the Group 4 Trust Assets as of the related Record Date for Class GI. The initial interest rate for Class GI was 2.36622%.

Class HI 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 5 Trust Assets over (II) the Class HA Interest Accrual Amount for such Distribution Date, divided by (b) the outstanding principal balance of the Group 5 Trust Assets as of the related Record Date for Class HI. The initial interest rate for Class HI was 1.34500%.

Class JI 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 6 Trust Assets over (II) the Class JA Interest Accrual Amount for such Distribution Date, divided by (b) the outstanding principal balance of the Group 6 Trust Assets as of the first day of the related Record Date for Class JI. The initial interest rate for Class JI was 1.37632%.

Class KI 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 7 Trust Assets over (II) the Class KA Interest Accrual Amount for such Distribution Date, divided by (b) the outstanding principal balance of the Group 7 Trust Assets as of the related Record Date for Class KI. The initial interest rate for Class KI was 1.00000%.

Special Disclosure — Terms Sheet – Distributions

The definitions for “Class BI Deferred Interest Amount,” “Class BI Interest Accrual Amount,” “Class CI Deferred Interest Amount,” “Class CI Interest Accrual Amount,” “Class DI Deferred Interest Amount,” “Class DI Interest Accrual Amount,” “Class FB Interest Accrual Amount,” “Class FB Principal Distribution Amount,” “Class FC Interest Accrual Amount,” “Class FC Principal Distribution Amount,” “Class FD Interest Accrual Amount,” “Class FD Principal Distribution Amount,” “Class FG Interest Accrual Amount,” “Class FG Principal Distribution Amount,” “Class GI Deferred Interest Amount,” “Class GI Interest Accrual Amount,” “Class HA Interest Accrual Amount,” “Class HA Principal Distribution Amount,” “Class HI Deferred Interest Amount,” “Class HI Interest Accrual Amount,” “Class JA Interest Accrual Amount,” “Class JA Principal Distribution Amount,” “Class JI Deferred Interest Amount,” “Class JI Interest Accrual Amount,” “Class KA Interest Accrual Amount,” “Class KA Principal Distribution Amount,” “Class KI Deferred Interest Amount” and “Class KI Interest Accrual Amount” should be deleted and replaced with the following:

Class BI Deferred Interest Amount: With respect to any Distribution Date, the excess, if any, of (i) the sum of all Class BI 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 BI on all prior Distribution Dates plus (b) the amount distributed in respect of Class BI 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 BI Deferred Interest Amount can be calculated by subtracting the Class FB 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 BI Deferred Interest Amount is available on reports published by the Trustee on its website, www.ctslink.com.

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

Class CI Deferred Interest Amount: With respect to any Distribution Date, the excess, if any, of (i) the sum of all Class CI 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 CI on all prior Distribution Dates plus (b) the amount distributed in respect of Class CI 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 CI Deferred Interest Amount can be calculated by subtracting the Class FC 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 CI Deferred Interest Amount is available on reports published by the Trustee on its website, www.ctslink.com.

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

Class DI Deferred Interest Amount: With respect to any Distribution Date, the excess, if any, of (i) the sum of all Class DI 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 DI on all prior Distribution Dates plus (b) the amount distributed in respect of Class DI on such Distribution Date pursuant to step 1. under Security Group 3 in “Terms Sheet — Distributions” in this Supplement. After the occurrence of any Distribution Date in any month, the remaining Class DI Deferred Interest Amount can be calculated by subtracting the Class FD 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 3 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 DI Deferred Interest Amount is available on reports published by the Trustee on its website, www.ctslink.com.

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

Class FB Interest Accrual Amount: For any Distribution Date, interest accrued during the related Accrual Period for such Distribution Date at the related Interest Rate on the Class Principal Balance of Class FB as of the related Record Date. If, on any Distribution Date, the Class FB Interest Accrual Amount for such Distribution Date exceeds the amount distributed in respect of Class FB 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 FB (the “Class FB Principal Balance”).

Class FB 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 FB Interest Accrual Amount and the Class BI Interest Accrual Amount for such Distribution Date, and (ii) the quotient of (a) the Class FB 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 FB.

Class FC Interest Accrual Amount: For any Distribution Date, interest accrued during the related Accrual Period for such Distribution Date at the related Interest Rate on the Class Principal Balance of Class FC as of the related Record Date. If, on any

Distribution Date, the Class FC Interest Accrual Amount for such Distribution Date exceeds the amount distributed in respect of Class FC 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 FC (the “Class FC Principal Balance”).

Class FC 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 FC Interest Accrual Amount and the Class CI Interest Accrual Amount for such Distribution Date, and (ii) the quotient of (a) the Class FC 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 FC.

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

Class FD Principal Distribution Amount: For any Distribution Date, the product of (i) the excess, if any, of (a) the Group 3 Available Distribution Amount for such Distribution Date over (b) the sum of the Class FD Interest Accrual Amount and the Class DI Interest Accrual Amount for such Distribution Date, and (ii) the quotient of (a) the Class FD Principal Balance as of the related Record Date divided by (b) the outstanding principal balance of the Group 3 Trust Assets as of the related Record Date for Class FD.

Class FG Interest Accrual Amount: For any Distribution Date, interest accrued during the related Accrual Period for such Distribution Date at the related Interest Rate on the Class Principal Balance of Class FG as of the related Record Date. If, on any Distribution Date, the Class FG Interest Accrual Amount for such Distribution Date exceeds the amount distributed in respect of Class FG pursuant to step 1. under Security Group 4 in “Terms Sheet – Distributions” in this Supplement, such excess will be added to the Class Principal Balance of Class FG (the “Class FG Principal Balance”).

Class FG Principal Distribution Amount: For any Distribution Date, the product of (i) the excess, if any, of (a) the Group 4 Available Distribution Amount for such Distribution Date over (b) the sum of the Class FG Interest Accrual Amount and the Class GI Interest Accrual Amount for such Distribution Date, and (ii) the quotient of (a) the Class FG Principal Balance as of the related Record Date divided by (b) the outstanding principal balance of the Group 4 Trust Assets as of the related Record Date for Class FG.

Class GI Deferred Interest Amount: With respect to any Distribution Date, the excess, if any, of (i) the sum of all Class GI 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 GI on all prior Distribution Dates plus (b) the amount distributed in

respect of Class GI on such Distribution Date pursuant to step 1. under Security Group 4 in “Terms Sheet — Distributions” in this Supplement. After the occurrence of any Distribution Date in any month, the remaining Class GI Deferred Interest Amount can be calculated by subtracting the Class FG 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 4 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 GI Deferred Interest Amount is available on reports published by the Trustee on its website, www.ctslink.com.

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

Class HA Interest Accrual Amount: For any Distribution Date, interest accrued during the related Accrual Period for such Distribution Date at the related Interest Rate on the Class Principal Balance of Class HA as of the related Record Date. If, on any Distribution Date, the Class HA Interest Accrual Amount for such Distribution Date exceeds the amount distributed in respect of Class HA pursuant to step 1. under Security Group 5 in “Terms Sheet – Distributions” in this Supplement, such excess will be added to the Class Principal Balance of Class HA (the “Class HA Principal Balance”).

Class HA Principal Distribution Amount: For any Distribution Date, the product of (i) the excess, if any, of (a) the Group 5 Available Distribution Amount for such Distribution Date over (b) the sum of the Class HA Interest Accrual Amount and the Class HI Interest Accrual Amount for such Distribution Date, and (ii) the quotient of (a) the Class HA Principal Balance as of the related Record Date divided by (b) the outstanding principal balance of the Group 5 Trust Assets as of the related Record Date for Class HA.

Class HI Deferred Interest Amount: With respect to any Distribution Date, the excess, if any, of (i) the sum of all Class HI 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 HI on all prior Distribution Dates plus (b) the amount distributed in respect of Class HI on such Distribution Date pursuant to step 1. under Security Group 5 in “Terms Sheet — Distributions” in this Supplement. After the occurrence of any Distribution Date in any month, the remaining Class HI Deferred Interest Amount can be calculated by subtracting the Class HA 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 5 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 HI Deferred Interest Amount is available on reports published by the Trustee on its website, www.ctslink.com.

Class HI Interest Accrual Amount: For any Distribution Date, interest accrued during the Accrual Period for such Distribution Date at the Class HI Interest Rate on the Class

Notional Balance of Class HI (the “Class HI Notional Balance”) as of the related Record Date.

Class JA Interest Accrual Amount: For any Distribution Date, interest accrued during the related Accrual Period for such Distribution Date at the related Interest Rate on the Class Principal Balance of Class JA as of the related Record Date. If, on any Distribution Date, the Class JA Interest Accrual Amount for such Distribution Date exceeds the amount distributed in respect to Class JA pursuant to step 1. under Security Group 6 in “Terms Sheet – Distributions” in this Supplement, such excess will be added to the Class Principal Balance of Class JA (the “Class JA Principal Balance”).

Class JA Principal Distribution Amount: For any Distribution Date, the product of (i) the excess, if any, of (a) the Group 6 Available Distribution Amount for such Distribution Date over (b) the sum of the Class JA Interest Accrual Amount and the Class JI Interest Accrual Amount for such Distribution Date, and (ii) the quotient of (a) the Class JA Principal Balance as of the related Record Date divided by (b) the outstanding principal balance of the Group 6 Trust Assets as of the related Record Date for Class JA.

Class JI Deferred Interest Amount: With respect to any Distribution Date, the excess, if any, of (i) the sum of all Class JI 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 JI on all prior Distribution Dates plus (b) the amount distributed in respect of Class JI on such Distribution Date pursuant to step 1. under Security Group 6 in “Terms Sheet — Distributions” in this Supplement. After the occurrence of any Distribution Date in any month, the remaining Class JI Deferred Interest Amount can be calculated by subtracting the Class JA 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 6 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 JI Deferred Interest Amount is available on reports published by the Trustee on its website, www.ctslink.com.

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

Class KA Interest Accrual Amount: For any Distribution Date, interest accrued during the related Accrual Period for such Distribution Date at the related Interest Rate on the Class Principal Balance of Class KA as of the related Record Date. If, on any Distribution Date, the Class KA Interest Accrual Amount for such Distribution Date exceeds the amount distributed in respect of Class KA pursuant to step 1. under Security Group 7 in “Terms Sheet – Distributions” in this Supplement, such excess will be added to the Class Principal Balance of Class KA (the “Class KA Principal Balance”).

Class KA Principal Distribution Amount: For any Distribution Date, the product of (i) the excess, if any, of (a) the Group 7 Available Distribution Amount for such Distribution Date over (b) the sum of the Class KA Interest Accrual Amount and the Class KI Interest Accrual Amount for such Distribution Date, and (ii) the quotient of (a) the Class KA Principal Balance as of the related Record Date divided by (b) the outstanding principal balance of the Group 7 Trust Assets as of the related Record Date for Class KA.

Class KI Deferred Interest Amount: With respect to any Distribution Date, the excess, if any, of (i) the sum of all Class KI 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 KI on all prior Distribution Dates plus (b) the amount distributed in respect of Class KI on such Distribution Date pursuant to step 1. under Security Group 7 in “Terms Sheet — Distributions” in this Supplement. After the occurrence of any Distribution Date in any month, the remaining Class KI Deferred Interest Amount can be calculated by subtracting the Class KA 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 7 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 KI Deferred Interest Amount is available on reports published by the Trustee on its website, www.ctslink.com.

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

Supplemental Statement dated August 23, 2010



\$401,972,625

Government National Mortgage Association

GINNIE MAE®

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

Ginnie Mae REMIC Trust 2010-H03

The Securities

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

The Ginnie Mae Guaranty

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

The Trust and its Assets

The Trust will own Ginnie Mae HECM MBS.

Class of REMIC Securities	Original Principal Balance(2)	Interest Rate	Principal Type(3)	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Security Group 1						
BI	\$ 5,446,459	(5)	NTL(HPT)	HWAC/IO/DLY	38376XNC3	March 2060
FB(1)	5,446,459	(5)	HPT	FLT/HWAC/HZ	38376XND1	March 2060
Security Group 2						
CI	120,660,566	(5)	NTL(HPT)	HWAC/IO/DLY	38376XNE9	March 2060
FC(1)	120,660,566	(5)	HPT	FLT/HWAC/HZ	38376XNF6	March 2060
Security Group 3						
DI	107,719,258	(5)	NTL(HPT)	HWAC/IO/DLY	38376XNG4	March 2060
FD(1)	107,719,258	(5)	HPT	FLT/HWAC/HZ	38376XNH2	March 2060
Security Group 4						
FG(1)	46,341,894	(5)	HPT	FLT/HWAC/HZ	38376XNK5	March 2060
GI	46,341,894	(5)	NTL(HPT)	HWAC/IO/DLY	38376XNJ8	March 2060
Security Group 5						
HA	24,974,006	4.125%	HPT	FIX/HZ	38376XNL3	March 2060
HI	24,974,006	(5)	NTL(HPT)	HWAC/IO/DLY	38376XNM1	March 2060
Security Group 6						
JA	31,918,812	4.125	HPT	FIX/HZ	38376XNN9	March 2060
JI	31,918,812	(5)	NTL(HPT)	HWAC/IO/DLY	38376XNP4	March 2060
Security Group 7						
KA	64,911,630	4.500	HPT	FIX/HZ	38376XNQ2	March 2060
KI	64,911,630	(5)	NTL(HPT)	HWAC/IO/DLY	38376XNR0	March 2060
Residual						
RR	0	0	NPR	NPR	38376XNS8	March 2060

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

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

See "Risk Factors" beginning on page S-13 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 March 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.

BOFA MERRILL LYNCH

ALADDIN CAPITAL LLC

The date of this Offering Circular Supplement is March 22, 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: Banc of America Securities LLC

Co-Sponsor: Aladdin Capital LLC

Trustee: Wells Fargo Bank, N.A.

Tax Administrator: The Trustee

Closing Date: March 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 April 2010.

Trust Assets:

Trust Asset Group	Trust Asset Type ⁽¹⁾	HECM MBS Principal Balance	HECM MBS Rate	Original Term To Maturity (in years)
1	Ginnie Mae II ⁽³⁾	\$ 5,446,459	LIBOR + 2.16% ⁽²⁾	50
2	Ginnie Mae II ⁽⁴⁾	\$120,660,566	(2)(10)	50
3	Ginnie Mae II ⁽⁵⁾	\$107,719,258	(2)(11)	50
4	Ginnie Mae II ⁽⁶⁾	\$ 46,341,894	(2)(12)	50
5	Ginnie Mae II ⁽⁷⁾	\$ 24,974,006	5.47%	50
6	Ginnie Mae II ⁽⁸⁾	\$ 31,918,812	(13)	50
7	Ginnie Mae II ⁽⁹⁾	\$ 64,911,630	5.50%	50

⁽¹⁾ 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. See “The Trust Assets — The Participations and the HECMs” in this Supplement.

⁽²⁾ The HECM MBS Rate for the Group 1, 2, 3 and 4 Trust Assets is the weighted average coupon of the Participation interest rates (“WACR”) for the related Trust Asset Group. WACR constitutes the Weighted Average Coupon Rate for purposes of this Supplement. The applicable index for each of the Group 1, 2, 3 and 4 Trust Assets is LIBOR. The actual HECM lifetime cap on interest rate adjustments may limit whether the HECM MBS Rate for a particular Trust Asset Group remains at LIBOR (as determined pursuant to the HECM loan documents) plus the applicable margin identified in the above table or in the related footnote. See “The Trust Assets — The Trust MBS” in this Supplement.

⁽³⁾ The Group 1 Trust Assets consist of Ginnie Mae HECM MBS Pool 892391.

⁽⁴⁾ The Group 2 Trust Assets consist of Ginnie Mae HECM MBS Pools 892383, 892387, 892392 and 892395.

⁽⁵⁾ The Group 3 Trust Assets consist of Ginnie Mae HECM MBS Pools 892368, 892370, 892381, 892384, 892388, 892393 and 892396.

⁽⁶⁾ The Group 4 Trust Assets consist of Ginnie Mae HECM MBS Pools 892385, 892389 and 892394.

⁽⁷⁾ The Group 5 Trust Assets consist of Ginnie Mae HECM MBS Pool 725619.

⁽⁸⁾ The Group 6 Trust Assets consist of Ginnie Mae HECM MBS Pools 725766, 731198 and 740411.

⁽⁹⁾ The Group 7 Trust Assets consist of Ginnie Mae HECM MBS Pool 725624.

⁽¹⁰⁾ The margins for the Group 2 HECM MBS pools range from 2.41% and 2.44%.

⁽¹¹⁾ The margins for the Group 3 HECM MBS pools range from 2.65% and 2.69%.

⁽¹²⁾ The margins for the Group 4 HECM MBS pools range from 2.91% and 2.94%.

⁽¹³⁾ The HECM MBS Rates for the Group 6 HECM MBS pools are either 5.50% or 5.504%.

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 FA, payments on each Group will be based solely on payments on the Trust Asset Group with the same numerical designation.

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.*

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

Increased Minimum Denomination Classes: Each 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 Floating Rate Classes will bear interest at per annum rates based on one-month LIBOR (hereinafter referred to as “LIBOR”) as follows:

<u>Class</u>	<u>Interest Rate Formula(1)</u>	<u>Initial Interest Rate(2)</u>	<u>Minimum Rate</u>	<u>Maximum Rate(3)</u>	<u>Delay (in days)</u>	<u>LIBOR for Minimum Interest Rate</u>
FA	LIBOR + 0.55%	0.77875%	0.55%	10.69%	0	0.00%
FB	LIBOR + 0.55%	0.77875%	0.55%	10.69%	0	0.00%
FC	LIBOR + 0.55%	0.77875%	0.55%	10.69%	0	0.00%
FD	LIBOR + 0.55%	0.77875%	0.55%	10.69%	0	0.00%
FG	LIBOR + 0.55%	0.77875%	0.55%	10.69%	0	0.00%

- (1) LIBOR will be established as described under “Description of the Securities — Interest Distributions — Floating Rate Classes” in this Supplement.
- (2) The initial Interest Rate will be in effect during the first Accrual Period; the Interest Rate will adjust monthly thereafter.
- (3) In no event will the Maximum Rate for any Accrual Period be higher than WACR for the related Trust Asset Group.

Each of Classes FA, FB, FC, FD and FG will bear interest during each Accrual Period at a per annum rate equal to the lesser of the Maximum Rate and the related interest rate formula described above.

Class BI 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 FB Interest Accrual Amount for such Distribution Date, divided by (b) the outstanding principal balance of the Group 1 Trust Assets as of the first day of the Accrual Period immediately preceding such Distribution Date. The initial interest rate for Class BI is 1.62125%.

Class CI 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 FC Interest Accrual Amount for such Distribution Date, divided by (b) the outstanding principal balance of the Group 2 Trust Assets as of the first day of the Accrual Period immediately preceding such Distribution Date. The initial interest rate for Class CI is 1.86593%.

Class DI 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 3 Trust Assets over (II) the Class FD Interest Accrual Amount for such Distribution Date, divided by (b) the outstanding principal balance of the Group 3 Trust Assets as of the first day of the Accrual Period immediately preceding such Distribution Date. The initial interest rate for Class DI is 2.119096%.

Class GI 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 4 Trust Assets over (II) the Class FG Interest Accrual Amount for such Distribution Date, divided by (b) the outstanding principal balance of the Group 4 Trust Assets as of the first day of the Accrual Period immediately preceding such Distribution Date. The initial interest rate for Class GI is 2.38264%.

Class HI 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 5 Trust Assets over (II) the Class HA Interest Accrual Amount for such Distribution Date, divided by (b) the outstanding principal balance of the Group 5 Trust Assets as of the first day of the Accrual Period immediately preceding such Distribution Date. The initial interest rate for Class HI is 1.34500%.

Class JI 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 6 Trust Assets over (II) the Class JA Interest Accrual Amount for such Distribution Date, divided by (b) the outstanding principal balance of the Group 6 Trust Assets as of the first day of the Accrual Period immediately preceding such Distribution Date. The initial interest rate for Class JI is 1.37632%.

Class KI 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 7 Trust Assets over (II) the Class KA Interest Accrual Amount for such Distribution Date, divided by (b) the outstanding principal balance of the Group 7 Trust Assets as of the first day of the Accrual Period immediately preceding such Distribution Date. The initial interest rate for Class KI is 1.00000%.

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

SECURITY GROUP 3

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

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

SECURITY GROUP 4

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

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

SECURITY GROUP 5

The Group 5 Available Distribution Amount will be allocated in the following order of priority:

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

SECURITY GROUP 6

The Group 6 Available Distribution Amount will be allocated in the following order of priority:

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

SECURITY GROUP 7

The Group 7 Available Distribution Amount will be allocated in the following order of priority:

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

Available Distribution Amount: For each Security Group, 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 the HECM MBS and (ii) the Certificate Factor or Calculated Certificate Factor, as applicable, for the current Distribution Date.

Class BI Deferred Interest Amount: With respect to any Distribution Date, the excess, if any, of (i) the sum of all Class BI 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 BI on all prior Distribution Dates plus (b) the amount distributed in respect of Class BI on such Distribution Date pursuant to step 1. under Security Group 1 in “Terms Sheet— Distributions” in this Supplement. For any Distribution Date, the Class BI Deferred Interest Amount can be calculated by subtracting the current Class FB Principal Balance from the current outstanding principal balance of the Group 1 Trust Assets, or is available on reports published by the Trustee on its website, www.ctslink.com.

Class BI Interest Accrual Amount: For any Distribution Date, interest accrued during the Accrual Period immediately preceding such Distribution Date at the Class BI Interest Rate on the Class Notional Balance of Class BI (the “Class BI Notional Balance”) as of the first day of the Accrual Period immediately preceding such Distribution Date.

Class CI Deferred Interest Amount: With respect to any Distribution Date, the excess, if any, of (i) the sum of all Class CI 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 CI on all prior Distribution Dates plus (b) the amount distributed in respect of Class CI on such Distribution Date pursuant to step 1. under Security Group 2 in “Terms Sheet— Distributions” in this Supplement. For any Distribution Date, the Class CI Deferred Interest Amount can be calculated by subtracting the current Class FC Principal Balance from the current outstanding principal balance of the Group 2 Trust Assets, or is available on reports published by the Trustee on its website, www.ctslink.com.

Class CI Interest Accrual Amount: For any Distribution Date, interest accrued during the Accrual Period immediately preceding such Distribution Date at the Class CI Interest Rate on the Class Notional Balance of Class CI (the “Class CI Notional Balance”) as of the first day of the Accrual Period immediately preceding such Distribution Date.

Class DI Deferred Interest Amount: With respect to any Distribution Date, the excess, if any, of (i) the sum of all Class DI 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 DI on all prior Distribution Dates plus (b) the amount distributed in respect of Class DI on such Distribution Date pursuant to step 1. under Security Group 3 in “Terms Sheet— Distributions” in this Supplement. For any Distribution Date, the Class DI Deferred Interest Amount can be calculated by subtracting the current Class FD Principal Balance from the current outstanding principal balance of the Group 3 Trust Assets, or is available on reports published by the Trustee on its website, www.ctslink.com.

Class DI Interest Accrual Amount: For any Distribution Date, interest accrued during the Accrual Period immediately preceding such Distribution Date at the Class DI Interest Rate on the Class Notional Balance of Class DI (the “Class DI Notional Balance”) as of the first day of the Accrual Period immediately preceding such Distribution Date.

Class FB Interest Accrual Amount: For any Distribution Date, interest accrued during the Accrual Period immediately preceding such Distribution Date at the Interest Rate applicable to Class FB for such Distribution Date. If, on any Distribution Date, the Class FB Interest Accrual Amount for such Distribution Date exceeds the amount distributed in respect of Class FB 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 FB (the “Class FB Principal Balance”).

Class FB 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 FB Interest Accrual Amount and the Class BI Interest Accrual Amount for such Distribution Date, and (ii) the quotient of (a) the Class FB Principal Balance as of the first day of the Accrual Period immediately preceding such Distribution Date divided by (b) the outstanding principal balance of the Group 1 Trust Assets as of the first day of such Accrual Period.

Class FC Interest Accrual Amount: For any Distribution Date, interest accrued during the Accrual Period immediately preceding such Distribution Date at the Interest Rate applicable to Class FC for such Distribution Date. If, on any Distribution Date, the Class FC Interest Accrual Amount for such Distribution Date exceeds the amount distributed in respect of Class FC 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 FC (the “Class FC Principal Balance”).

Class FC 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 FC Interest Accrual Amount and the Class CI Interest Accrual Amount for such Distribution Date, and (ii) the quotient of (a) the Class FC Principal Balance as of the first day of the Accrual Period

immediately preceding such Distribution Date divided by (b) the outstanding principal balance of the Group 2 Trust Assets as of the first day of such Accrual Period.

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

Class FD Principal Distribution Amount: For any Distribution Date, the product of (i) the excess, if any, of (a) the Group 3 Available Distribution Amount for such Distribution Date over (b) the sum of the Class FD Interest Accrual Amount and the Class DI Interest Accrual Amount for such Distribution Date, and (ii) the quotient of (a) the Class FD Principal Balance as of the first day of the Accrual Period immediately preceding such Distribution Date divided by (b) the outstanding principal balance of the Group 3 Trust Assets as of the first day of such Accrual Period.

Class FG Interest Accrual Amount: For any Distribution Date, interest accrued during the Accrual Period immediately preceding such Distribution Date at the Interest Rate applicable to Class FG for such Distribution Date. If, on any Distribution Date, the Class FG Interest Accrual Amount for such Distribution Date exceeds the amount distributed in respect of Class FG pursuant to step 1. under Security Group 4 in “Terms Sheet — Distributions” in this Supplement, such excess will be added to the Class Principal Balance of Class FG (the “Class FG Principal Balance”).

Class FG Principal Distribution Amount: For any Distribution Date, the product of (i) the excess, if any, of (a) the Group 4 Available Distribution Amount for such Distribution Date over (b) the sum of the Class FG Interest Accrual Amount and the Class GI Interest Accrual Amount for such Distribution Date, and (ii) the quotient of (a) the Class FG Principal Balance as of the first day of the Accrual Period immediately preceding such Distribution Date divided by (b) the outstanding principal balance of the Group 4 Trust Assets as of the first day of such Accrual Period.

Class GI Deferred Interest Amount: With respect to any Distribution Date, the excess, if any, of (i) the sum of all Class GI 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 GI on all prior Distribution Dates plus (b) the amount distributed in respect of Class GI on such Distribution Date pursuant to step 1. under Security Group 4 in “Terms Sheet— Distributions” in this Supplement. For any Distribution Date, the Class GI Deferred Interest Amount can be calculated by subtracting the current Class FG Principal Balance from the current outstanding principal balance of the Group 4 Trust Assets, or is available on reports published by the Trustee on its website, www.ctslink.com.

Class GI Interest Accrual Amount: For any Distribution Date, interest accrued during the Accrual Period immediately preceding such Distribution Date at the Class GI Interest Rate on the Class Notional Balance of Class GI (the “Class GI Notional Balance”) as of the first day of the Accrual Period immediately preceding such Distribution Date.

Class HA Interest Accrual Amount: For any Distribution Date, interest accrued during the Accrual Period immediately preceding such Distribution Date at the Interest Rate applicable to Class HA for such Distribution Date. If, on any Distribution Date, the Class HA Interest Accrual Amount for such Distribution Date exceeds the amount distributed in respect of Class HA pursuant to step 1. under Security Group 5 in “Terms Sheet — Distributions” in this Supplement, such excess will be added to the Class Principal Balance of Class HA (the “Class HA Principal Balance”).

Class HA Principal Distribution Amount: For any Distribution Date, the product of (i) the excess, if any, of (a) the Group 5 Available Distribution Amount for such Distribution Date over (b) the sum of the Class HA Interest Accrual Amount and the Class HI Interest Accrual Amount for such Distribution Date,

and (ii) the quotient of (a) the Class HA Principal Balance as of the first day of the Accrual Period immediately preceding such Distribution Date divided by (b) the outstanding principal balance of the Group 5 Trust Assets as of the first day of such Accrual Period.

Class HI Deferred Interest Amount: With respect to any Distribution Date, the excess, if any, of (i) the sum of all Class HI 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 HI on all prior Distribution Dates plus (b) the amount distributed in respect of Class HI on such Distribution Date pursuant to step 1. under Security Group 5 in “Terms Sheet— Distributions” in this Supplement. For any Distribution Date, the Class HI Deferred Interest Amount can be calculated by subtracting the current Class HA Principal Balance from the current outstanding principal balance of the Group 5 Trust Assets, or is available on reports published by the Trustee on its website, www.ctslink.com.

Class HI Interest Accrual Amount: For any Distribution Date, interest accrued during the Accrual Period immediately preceding such Distribution Date at the Class HI Interest Rate on the Class Notional Balance of Class HI (the “Class HI Notional Balance”) as of the first day of the Accrual Period immediately preceding such Distribution Date.

Class JA Interest Accrual Amount: For any Distribution Date, interest accrued during the Accrual Period immediately preceding such Distribution Date at the Interest Rate applicable to Class JA for such Distribution Date. If, on any Distribution Date, the Class JA Interest Accrual Amount for such Distribution Date exceeds the amount distributed in respect of Class JA pursuant to step 1. under Security Group 6 in “Terms Sheet — Distributions” in this Supplement, such excess will be added to the Class Principal Balance of Class JA (the “Class JA Principal Balance”).

Class JA Principal Distribution Amount: For any Distribution Date, the product of (i) the excess, if any, of (a) the Group 6 Available Distribution Amount for such Distribution Date over (b) the sum of the Class JA Interest Accrual Amount and the Class JI Interest Accrual Amount for such Distribution Date, and (ii) the quotient of (a) the Class JA Principal Balance as of the first day of the Accrual Period immediately preceding such Distribution Date divided by (b) the outstanding principal balance of the Group 6 Trust Assets as of the first day of such Accrual Period.

Class JI Deferred Interest Amount: With respect to any Distribution Date, the excess, if any, of (i) the sum of all Class JI 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 JI on all prior Distribution Dates plus (b) the amount distributed in respect of Class JI on such Distribution Date pursuant to step 1. under Security Group 6 in “Terms Sheet— Distributions” in this Supplement. For any Distribution Date, the Class JI Deferred Interest Amount can be calculated by subtracting the current Class JA Principal Balance from the current outstanding principal balance of the Group 6 Trust Assets, or is available on reports published by the Trustee on its website, www.ctslink.com.

Class JI Interest Accrual Amount: For any Distribution Date, interest accrued during the Accrual Period immediately preceding such Distribution Date at the Class JI Interest Rate on the Class Notional Balance of Class JI (the “Class JI Notional Balance”) as of the first day of the Accrual Period immediately preceding such Distribution Date.

Class KA Interest Accrual Amount: For any Distribution Date, interest accrued during the Accrual Period immediately preceding such Distribution Date at the Interest Rate applicable to Class KA for such Distribution Date. If, on any Distribution Date, the Class KA Interest Accrual Amount for such Distribution Date exceeds the amount distributed in respect of Class KA pursuant to step 1. under Security Group 7 in “Terms Sheet — Distributions” in this Supplement, such excess will be added to the Class Principal Balance of Class KA (the “Class KA Principal Balance”).

Class KA Principal Distribution Amount: For any Distribution Date, the product of (i) the excess, if any, of (a) the Group 7 Available Distribution Amount for such Distribution Date over (b) the sum of the

Class KA Interest Accrual Amount and the Class KI Interest Accrual Amount for such Distribution Date, and (ii) the quotient of (a) the Class KA Principal Balance as of the first day of the Accrual Period immediately preceding such Distribution Date divided by (b) the outstanding principal balance of the Group 7 Trust Assets as of the first day of such Accrual Period.

Class KI Deferred Interest Amount: With respect to any Distribution Date, the excess, if any, of (i) the sum of all Class KI 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 KI on all prior Distribution Dates plus (b) the amount distributed in respect of Class KI on such Distribution Date pursuant to step 1. under Security Group 7 in “Terms Sheet— Distributions” in this Supplement. For any Distribution Date, the Class KI Deferred Interest Amount can be calculated by subtracting the current Class KA Principal Balance from the current outstanding principal balance of the Group 7 Trust Assets, or is available on reports published by the Trustee on its website, www.ctslink.com.

Class KI Interest Accrual Amount: For any Distribution Date, interest accrued during the Accrual Period immediately preceding such Distribution Date at the Class KI Interest Rate on the Class Notional Balance of Class KI (the “Class KI Notional Balance”) as of the first day of the Accrual Period immediately preceding such Distribution 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 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 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 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 Balance of the related Trust Asset Group indicated:

<u>Class</u>	<u>Original Class Notional Balance</u>	<u>Represents</u>
BI	\$ 5,446,459	100% of Group 1 Trust Assets
CI	120,660,566	100% of Group 2 Trust Assets
DI	107,719,258	100% of Group 3 Trust Assets
GI	46,341,894	100% of Group 4 Trust Assets
HI	24,974,006	100% of Group 5 Trust Assets
JL	31,918,812	100% of Group 6 Trust Assets
KI	64,911,630	100% of Group 7 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.



\$266,230,550

Government National Mortgage Association

GINNIE MAE®

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

Ginnie Mae REMIC Trust 2010-H06

The Securities

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

The Ginnie Mae Guaranty

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

The Trust and its Assets

The Trust will own Ginnie Mae HECM MBS.

Class of REMIC Securities	Original Principal Balance(2)	Interest Rate	Principal Type(3)	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Security Group 1						
FA	\$91,684,478	(5)	HPT	FLT/HWAC/HZ	38375BAT9	April 2060
FI	91,684,478	(5)	NTL(HPT)	HWAC/IO/DLY	38375BAU6	April 2060
Security Group 2						
CI	34,242,459	(5)	NTL(HPT)	HWAC/IO/DLY	38375BAW2	April 2060
FC(1)	34,242,459	(5)	HPT	FLT/HWAC/HZ	38375BAV4	April 2060
Security Group 3						
DI	3,307,462	(5)	NTL(HPT)	HWAC/IO/DLY	38375BAY8	April 2060
FD(1)	3,307,462	(5)	HPT	FLT/HWAC/HZ	38375BAX0	April 2060
Security Group 4						
FG(1)	11,852,055	(5)	HPT	FLT/HWAC/HZ	38375BAZ5	April 2060
GI	11,852,055	(5)	NTL(HPT)	HWAC/IO/DLY	38375BBA9	April 2060
Security Group 5						
FK(1)	60,804,603	(5)	HPT	FLT/HWAC/HZ	38375BBB7	April 2060
KL	60,804,603	(5)	NTL(HPT)	HWAC/IO/DLY	38375BBC5	April 2060
Security Group 6						
HA	30,258,357	4.370%	HPT	FIX/HZ	38375BBD3	April 2060
HI	30,258,357	(5)	NTL(HPT)	HWAC/IO/DLY	38375BBE1	April 2060
Security Group 7						
JA	34,081,136	3.970%	HPT	FIX/HZ	38375BBF8	April 2060
JI	34,081,136	(5)	NTL(HPT)	HWAC/IO/DLY	38375BBG6	April 2060
Residual						
RR	0	0	NPR	NPR	38375BBH4	April 2060

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

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

See "Risk Factors" beginning on page S-13 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 April 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.

BOFA MERRILL LYNCH

ALADDIN CAPITAL LLC

The date of this Offering Circular Supplement is April 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: Banc of America Securities LLC

Co-Sponsor: Aladdin Capital LLC

Trustee: Wells Fargo Bank, N.A.

Tax Administrator: The Trustee

Closing Date: April 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 May 2010.

Trust Assets:

Trust Asset Group	Trust Asset Type ⁽¹⁾	HECM MBS Principal Balance	HECM MBS Rate ⁽²⁾	Original Term To Maturity (in years)
1	Ginnie Mae II ⁽⁴⁾	\$91,684,478	LIBOR + 2.400% ⁽³⁾	50
2	Ginnie Mae II ⁽⁵⁾	\$34,242,459	⁽³⁾ (11)	50
3	Ginnie Mae II ⁽⁶⁾	\$ 3,307,462	⁽³⁾ (12)	50
4	Ginnie Mae II ⁽⁷⁾	\$11,852,055	LIBOR + 1.190% ⁽³⁾	50
5	Ginnie Mae II ⁽⁸⁾	\$60,804,603	LIBOR + 1.440% ⁽³⁾	50
6	Ginnie Mae II ⁽⁹⁾	\$30,258,357	5.500%	50
7	Ginnie Mae II ⁽¹⁰⁾	\$34,081,136	⁽¹³⁾	50

⁽¹⁾ 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. 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.

⁽²⁾ 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.

⁽³⁾ The applicable index for each of the Group 1, 2, 3, 4 and 5 Trust Assets is LIBOR. The actual HECM lifetime cap on interest rate adjustments may limit whether the HECM MBS Rate for a particular Trust Asset Group remains at LIBOR (as determined pursuant to the HECM loan documents) plus the applicable margin identified in the above table. See “*The Trust Assets — The Trust MBS*” in this Supplement.

⁽⁴⁾ The Group 1 Trust Assets consist of Ginnie Mae HECM MBS pools 893137 and 893138.

⁽⁵⁾ The Group 2 Trust Assets consist of Ginnie Mae HECM MBS pool 892039.

⁽⁶⁾ The Group 3 Trust Assets consist of Ginnie Mae HECM MBS pool 892401.

⁽⁷⁾ The Group 4 Trust Assets consist of Ginnie Mae HECM MBS pool 892402.

⁽⁸⁾ The Group 5 Trust Assets consist of Ginnie Mae HECM MBS pool 892403.

⁽⁹⁾ The Group 6 Trust Assets consist of Ginnie Mae HECM MBS pool 725630.

⁽¹⁰⁾ The Group 7 Trust Assets consist of Ginnie Mae HECM MBS pool 725623.

⁽¹¹⁾ The margins for the Group 2 HECM MBS pool range from 0.91% to 0.94%.

⁽¹²⁾ The margins for the Group 3 HECM MBS pool range from 0.82% to 0.83%.

⁽¹³⁾ The interest rates of the Participations underlying the Group 7 HECM MBS pool range from 5.500% to 5.870%.

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 FB, payments on each Group will be based solely on payments on the Trust Asset Group with the same numerical designation.

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.

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

Increased Minimum Denomination Classes: Each 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 Floating Rate Classes will bear interest at per annum rates based on one-month LIBOR (hereinafter referred to as “LIBOR”) as follows:

<u>Class</u>	<u>Interest Rate Formula(1)</u>	<u>Initial Interest Rate(2)</u>	<u>Minimum Rate</u>	<u>Maximum Rate(3)</u>	<u>Delay (in days)</u>	<u>LIBOR for Minimum Interest Rate</u>
FA	LIBOR + 0.38%	0.60875%	0.38%	10.62%	0	0.00%
FB	LIBOR + 0.34%	0.56875%	0.34%	11.50%	0	0.00%
FC	LIBOR + 0.34%	0.56875%	0.34%	11.50%	0	0.00%
FD	LIBOR + 0.34%	0.56875%	0.34%	11.50%	0	0.00%
FG	LIBOR + 0.34%	0.56875%	0.34%	11.50%	0	0.00%
FK	LIBOR + 0.34%	0.56875%	0.34%	11.50%	0	0.00%

- (1) LIBOR will be established as described under “Description of the Securities — Interest Distributions — Floating Rate Classes” in this Supplement.
- (2) The initial Interest Rate will be in effect during the first Accrual Period; the Interest Rate will adjust monthly thereafter.
- (3) In no event will the Maximum Rate for any Accrual Period be higher than WACR for the related Trust Asset Group.

Each of Classes FA, FB, FC, FD, FG and FK will bear interest during each Accrual Period at a per annum rate equal to the lesser of the Maximum Rate and the related interest rate formula described above.

The approximate initial Interest Rates for the Interest Only Classes set forth below were calculated using the assumed characteristics of the HECMs and the Participations underlying the related Trust Assets set forth in Exhibit A, which is provided by the Sponsor as of April 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 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 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 Classes for the related Accrual Period from the Trustee's website, www.ctslink.com.

Class CI 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 FC 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 CI. The initial interest rate for Class CI is approximately 0.60229%.

Class DI 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 3 Trust Assets over (II) the Class FD Interest Accrual Amount for such Distribution Date, divided by (b) the outstanding principal balance of the Group 3 Trust Assets as of the related Record Date for Class DI. The initial interest rate for Class DI is approximately 0.48665%.

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 FA 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 is approximately 2.02025%.

Class GI 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 4 Trust Assets over (II) the Class FG Interest Accrual Amount for such Distribution Date, divided by (b) the outstanding principal balance of the Group 4 Trust Assets as of the related Record Date for Class GI. The initial interest rate for Class GI is approximately 0.85025%.

Class HI 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 6 Trust Assets over (II) the Class HA Interest Accrual Amount for such Distribution Date, divided by (b) the outstanding principal balance of the Group 6 Trust Assets as of the related Record Date for Class HI. The initial interest rate for Class HI is approximately 1.13000%.

Class JI 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 7 Trust Assets over (II) the Class JA Interest Accrual Amount for such Distribution Date, divided by (b) the outstanding principal balance of the Group 7 Trust Assets as of the related Record Date for Class JI. The initial interest rate for Class JI is approximately 1.68100%.

Class KI 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 5 Trust Assets over (II) the Class FK Interest Accrual Amount for such Distribution Date, divided by (b) the outstanding principal balance of the Group 5 Trust Assets as of the related Record Date for Class KI. The initial interest rate for Class KI is approximately 1.10025%.

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

SECURITY GROUP 3

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

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

SECURITY GROUP 4

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

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

SECURITY GROUP 5

The Group 5 Available Distribution Amount will be allocated in the following order of priority:

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

SECURITY GROUP 6

The Group 6 Available Distribution Amount will be allocated in the following order of priority:

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

SECURITY GROUP 7

The Group 7 Available Distribution Amount will be allocated in the following order of priority:

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

Available Distribution Amount: For each Security Group, 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.

Class CI Deferred Interest Amount: With respect to any Distribution Date, the excess, if any, of (i) the sum of all Class CI 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 CI on all prior Distribution Dates plus (b) the amount distributed in respect of Class CI 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 CI Deferred Interest Amount can be calculated by subtracting the Class FC 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. Prior to any Distribution Date, the Class CI Deferred Interest Amount is available on reports published by the Trustee on its website, www.ctslink.com.

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

Class DI Deferred Interest Amount: With respect to any Distribution Date, the excess, if any, of (i) the sum of all Class DI 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 DI on all prior Distribution Dates plus (b) the amount distributed in respect of Class DI on such Distribution Date pursuant to step 1. under Security Group 3 in “Terms Sheet— Distributions” in this Supplement. After the occurrence of any Distribution Date in any month, the remaining Class DI Deferred Interest Amount can be calculated by subtracting the Class FD 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 3 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 DI Deferred Interest Amount is available on reports published by the Trustee on its website, www.ctslink.com.

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

Class FA Interest Accrual Amount: For any Distribution Date, interest accrued during the related Accrual Period for such Distribution Date at the related Interest Rate on the Class Principal Balance of Class FA as of the related Record Date. If, on any Distribution Date, the Class FA Interest Accrual Amount for such Distribution Date exceeds the amount distributed in respect of Class FA 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 FA (the “Class FA Principal Balance”).

Class FA 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 FA Interest Accrual Amount and the Class FI Interest Accrual Amount for such Distribution Date, and (ii) the quotient of (a) the Class FA 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 FA.

Class FC Interest Accrual Amount: For any Distribution Date, interest accrued during the related Accrual Period for such Distribution Date at the related Interest Rate on the Class Principal Balance of Class FC as of the related Record Date. If, on any Distribution Date, the Class FC Interest Accrual Amount for such Distribution Date exceeds the amount distributed in respect of Class FC 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 FC (the “Class FC Principal Balance”).

Class FC 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 FC Interest Accrual Amount and the Class CI Interest Accrual Amount for such Distribution Date, and (ii) the quotient of (a) the Class FC 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 FC.

Class FD Interest Accrual Amount: For any Distribution Date, interest accrued during the related Accrual Period for such Distribution Date at the related Interest Rate on the Class Principal Balance of Class FD as of the related Record Date. If, on any Distribution Date, the Class FD Interest Accrual

Amount for such Distribution Date exceeds the amount distributed in respect of Class FD pursuant to step 1. under Security Group 3 in “Terms Sheet — Distributions” in this Supplement, such excess will be added to the Class Principal Balance of Class FD (the “Class FD Principal Balance”).

Class FD Principal Distribution Amount: For any Distribution Date, the product of (i) the excess, if any, of (a) the Group 3 Available Distribution Amount for such Distribution Date over (b) the sum of the Class FD Interest Accrual Amount and the Class DI Interest Accrual Amount for such Distribution Date, and (ii) the quotient of (a) the Class FD Principal Balance as of the related Record Date divided by (b) the outstanding principal balance of the Group 3 Trust Assets as of the related Record Date for Class FD.

Class FG Interest Accrual Amount: For any Distribution Date, interest accrued during the related Accrual Period for such Distribution Date at the related Interest Rate on the Class Principal Balance of Class FG as of the related Record Date. If, on any Distribution Date, the Class FG Interest Accrual Amount for such Distribution Date exceeds the amount distributed in respect of Class FG pursuant to step 1. under Security Group 4 in “Terms Sheet — Distributions” in this Supplement, such excess will be added to the Class Principal Balance of Class FG (the “Class FG Principal Balance”).

Class FG Principal Distribution Amount: For any Distribution Date, the product of (i) the excess, if any, of (a) the Group 4 Available Distribution Amount for such Distribution Date over (b) the sum of the Class FG Interest Accrual Amount and the Class GI Interest Accrual Amount for such Distribution Date, and (ii) the quotient of (a) the Class FG Principal Balance as of the related Record Date divided by (b) the outstanding principal balance of the Group 4 Trust Assets as of the related Record Date for Class FG.

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 FA 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. 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 FK Interest Accrual Amount: For any Distribution Date, interest accrued during the related Accrual Period for such Distribution Date at the related Interest Rate on the Class Principal Balance of Class FK as of the related Record Date. If, on any Distribution Date, the Class FK Interest Accrual Amount for such Distribution Date exceeds the amount distributed in respect of Class FK pursuant to step 1. under Security Group 5 in “Terms Sheet — Distributions” in this Supplement, such excess will be added to the Class Principal Balance of Class FK (the “Class FK Principal Balance”).

Class FK Principal Distribution Amount: For any Distribution Date, the product of (i) the excess, if any, of (a) the Group 5 Available Distribution Amount for such Distribution Date over (b) the sum of the Class FK Interest Accrual Amount and the Class KI Interest Accrual Amount for such Distribution Date, and (ii) the quotient of (a) the Class FK Principal Balance as of the related Record Date divided by

(b) the outstanding principal balance of the Group 5 Trust Assets as of the related Record Date for Class FK.

Class GI Deferred Interest Amount: With respect to any Distribution Date, the excess, if any, of (i) the sum of all Class GI 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 GI on all prior Distribution Dates plus (b) the amount distributed in respect of Class GI on such Distribution Date pursuant to step 1. under Security Group 4 in “Terms Sheet— Distributions” in this Supplement. After the occurrence of any Distribution Date in any month, the remaining Class GI Deferred Interest Amount can be calculated by subtracting the Class FG 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 4 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 GI Deferred Interest Amount is available on reports published by the Trustee on its website, www.ctslink.com.

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

Class HA Interest Accrual Amount: For any Distribution Date, interest accrued during the related Accrual Period for such Distribution Date at the related Interest Rate on the Class Principal Balance of Class HA as of the related Record Date. If, on any Distribution Date, the Class HA Interest Accrual Amount for such Distribution Date exceeds the amount distributed in respect of Class HA pursuant to step 1. under Security Group 6 in “Terms Sheet — Distributions” in this Supplement, such excess will be added to the Class Principal Balance of Class HA (the “Class HA Principal Balance”).

Class HA Principal Distribution Amount: For any Distribution Date, the product of (i) the excess, if any, of (a) the Group 6 Available Distribution Amount for such Distribution Date over (b) the sum of the Class HA Interest Accrual Amount and the Class HI Interest Accrual Amount for such Distribution Date, and (ii) the quotient of (a) the Class HA Principal Balance as of the related Record Date divided by (b) the outstanding principal balance of the Group 6 Trust Assets as of the related Record Date for Class HA.

Class HI Deferred Interest Amount: With respect to any Distribution Date, the excess, if any, of (i) the sum of all Class HI 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 HI on all prior Distribution Dates plus (b) the amount distributed in respect of Class HI on such Distribution Date pursuant to step 1. under Security Group 6 in “Terms Sheet— Distributions” in this Supplement. After the occurrence of any Distribution Date in any month, the remaining Class HI Deferred Interest Amount can be calculated by subtracting the Class HA 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 6 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 HI Deferred Interest Amount is available on reports published by the Trustee on its website, www.ctslink.com.

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

Class JA Interest Accrual Amount: For any Distribution Date, interest accrued during the related Accrual Period for such Distribution Date at the related Interest Rate on the Class Principal Balance of Class JA as of the related Record Date. If, on any Distribution Date, the Class JA Interest Accrual Amount

for such Distribution Date exceeds the amount distributed in respect of Class JA pursuant to step 1. under Security Group 7 in “Terms Sheet — Distributions” in this Supplement, such excess will be added to the Class Principal Balance of Class JA (the “Class JA Principal Balance”).

Class JA Principal Distribution Amount: For any Distribution Date, the product of (i) the excess, if any, of (a) the Group 7 Available Distribution Amount for such Distribution Date over (b) the sum of the Class JA Interest Accrual Amount and the Class JI Interest Accrual Amount for such Distribution Date, and (ii) the quotient of (a) the Class JA Principal Balance as of the related Record Date divided by (b) the outstanding principal balance of the Group 7 Trust Assets as of the related Record Date for Class JA.

Class JI Deferred Interest Amount: With respect to any Distribution Date, the excess, if any, of (i) the sum of all Class JI 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 JI on all prior Distribution Dates plus (b) the amount distributed in respect of Class JI on such Distribution Date pursuant to step 1. under Security Group 7 in “Terms Sheet— Distributions” in this Supplement. After the occurrence of any Distribution Date in any month, the remaining Class JI Deferred Interest Amount can be calculated by subtracting the Class JA 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 7 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 JI Deferred Interest Amount is available on reports published by the Trustee on its website, www.ctslink.com.

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

Class KI Deferred Interest Amount: With respect to any Distribution Date, the excess, if any, of (i) the sum of all Class KI 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 KI on all prior Distribution Dates plus (b) the amount distributed in respect of Class KI on such Distribution Date pursuant to step 1. under Security Group 5 in “Terms Sheet— Distributions” in this Supplement. After the occurrence of any Distribution Date in any month, the remaining Class KI Deferred Interest Amount can be calculated by subtracting the Class FK 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 5 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 KI Deferred Interest Amount is available on reports published by the Trustee on its website, www.ctslink.com.

Class KI Interest Accrual Amount: For any Distribution Date, interest accrued during the related Accrual Period for such Distribution Date at the Class KI Interest Rate on the Class Notional Balance of Class KI (the “Class KI 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 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 balance of the related Trust Asset Group indicated:

<u>Class</u>	<u>Original Class Notional Balance</u>	<u>Represents</u>
CI	\$34,242,459	100% of Group 2 Trust Assets
DI	3,307,462	100% of Group 3 Trust Assets
FI	91,684,478	100% of Group 1 Trust Assets
GI	11,852,055	100% of Group 4 Trust Assets
HI	30,258,357	100% of Group 6 Trust Assets
JL	34,081,136	100% of Group 7 Trust Assets
KI	60,804,603	100% of Group 5 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.



\$293,221,491

Government National Mortgage Association

GINNIE MAE®

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

Ginnie Mae REMIC Trust 2010-H07

The Securities

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

The Ginnie Mae Guaranty

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

The Trust and its Assets

The Trust will own Ginnie Mae HECM MBS.

Class of REMIC Securities	Original Principal Balance(2)	Interest Rate	Principal Type(3)	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Security Group 1						
BI	\$ 37,478,534	(5)	NTL(HPT)	HWAC/IO/DLY	38377EX25	April 2060
FB	37,478,534	(5)	HPT	FLT/HWAC/HZ	38377EX33	April 2060
Security Group 2						
CI	26,747,033	(5)	NTL(HPT)	HWAC/IO/DLY	38377EX41	April 2060
FC	26,747,033	(5)	HPT	FLT/HWAC/HZ	38377EX58	April 2060
Security Group 3						
FG	79,348,623	(5)	HPT	FLT/HWAC/HZ	38377EX66	January 2059
GI	79,348,623	(5)	NTL(HPT)	HWAC/IO/DLY	38377EX74	January 2059
Security Group 4						
FJ(1)	16,455,316	(5)	HPT	FLT/HWAC/HZ	38377EX82	April 2060
JI	16,455,316	(5)	NTL(HPT)	HWAC/IO/DLY	38377EX90	April 2060
Security Group 5						
FK(1)	21,702,720	(5)	HPT	FLT/HWAC/HZ	38377EY24	April 2060
KI	21,702,720	(5)	NTL(HPT)	HWAC/IO/DLY	38377EY32	April 2060
Security Group 6						
HA	111,489,265	4.200%	HPT	FIX/HZ	38377EY40	April 2060
HI	111,489,265	(5)	NTL(HPT)	HWAC/IO/DLY	38377EY57	April 2060
Residual						
RR	0	0	NPR	NPR	38377EY65	April 2060

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

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

See "Risk Factors" beginning on page S-12 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.

BOFA MERRILL LYNCH

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: Banc of America Securities LLC

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:

Trust Asset Group	Trust Asset Type ⁽¹⁾	HECM MBS Principal Balance	HECM MBS Rate ⁽²⁾	Original Term To Maturity (in years)
1	Ginnie Mae II ⁽³⁾	\$ 37,478,534	LIBOR + 2.400% ⁽⁴⁾	50
2	Ginnie Mae II ⁽⁵⁾	\$ 26,747,033	⁽⁴⁾⁽⁶⁾	50
3	Ginnie Mae II ⁽⁷⁾	\$ 79,348,623	LIBOR + 1.190% ⁽⁴⁾	50
4	Ginnie Mae II ⁽⁸⁾	\$ 16,455,316	⁽⁴⁾⁽⁹⁾	50
5	Ginnie Mae II ⁽¹⁰⁾	\$ 21,702,720	⁽⁴⁾⁽¹¹⁾	50
6	Ginnie Mae II ⁽¹²⁾	\$111,489,265	⁽¹³⁾	50

⁽¹⁾ 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. 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.

⁽²⁾ 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.

⁽³⁾ The Group 1 Trust Assets consist of Ginnie Mae HECM MBS pool 893143.

⁽⁴⁾ The applicable index for each of the Group 1, 2, 3, 4 and 5 Trust Assets is LIBOR. The actual HECM lifetime cap on interest rate adjustments may limit whether the HECM MBS Rate for a particular Trust Asset Group remains at LIBOR (as determined pursuant to the HECM loan documents) plus the applicable margin identified in the above table. See “*The Trust Assets — The Trust MBS*” in this Supplement.

⁽⁵⁾ The Group 2 Trust Assets consist of Ginnie Mae HECM MBS pools 893532 and 893533.

⁽⁶⁾ The margins for the Group 2 HECM MBS pools are either 2.190% or 2.440%.

⁽⁷⁾ The Group 3 Trust Assets consist of Ginnie Mae HECM MBS pool 892040.

⁽⁸⁾ The Group 4 Trust Assets consist of Ginnie Mae HECM MBS pools 892404, 892405 and 892426.

- (9) The margins on the Group 4 HECM MBS pools range from 1.690% to 2.710%.
- (10) The Group 5 Trust Assets consist of Ginnie Mae HECM MBS pools 892423, 892424 and 892425.
- (11) The margins on the Group 5 HECM MBS pools range from 0.843% to 1.471%.
- (12) The Group 6 Trust Assets consist of Ginnie Mae HECM MBS pools 725612, 725634 and 730357.
- (13) The interest rates of the Participations underlying the Group 6 HECM MBS pools are either 5.470% or 5.500%.

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 FH, payments on each Group will be based solely on payments on the Trust Asset Group with the same numerical designation.

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.

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

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

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

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

<u>Class</u>	<u>Interest Rate Formula(1)</u>	<u>Initial Interest Rate(2)</u>	<u>Minimum Rate</u>	<u>Maximum Rate(3)</u>	<u>Delay (in days)</u>	<u>LIBOR for Minimum Interest Rate</u>
FB	LIBOR + 0.55%	0.81438%	0.55%	10.81%	0	0.00%
FC	LIBOR + 0.40%	0.66438%	0.40%	10.50%	0	0.00%
FG	LIBOR + 0.34%	0.60438%	0.34%	12.50%	0	0.00%
FH	LIBOR + 0.34%	0.60438%	0.34%	10.50%	0	0.00%
FJ	LIBOR + 0.34%	0.60438%	0.34%	10.50%	0	0.00%
FK	LIBOR + 0.34%	0.60438%	0.34%	10.50%	0	0.00%

(1) LIBOR will be established as described under “Description of the Securities — Interest Distributions — Floating Rate Classes” in this Supplement.

- (2) The initial Interest Rate will be in effect during the first Accrual Period; the Interest Rate will adjust monthly thereafter.
- (3) In no event will the Maximum Rate for any Accrual Period be higher than WACR for the related Trust Asset Group.

Each of Classes FB, FC, FG, FH, FJ and FK will bear interest during each Accrual Period at a per annum rate equal to the lesser of the Maximum Rate and the result based on the related interest rate formula described above.

The approximate initial Interest Rates for the Interest Only Classes set forth below were calculated using the assumed characteristics of the HECMs and the Participations underlying the related 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 Rates for the Interest Only 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 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 Classes for the related Accrual Period from the Trustee's website, www.ctslink.com.

Class BI 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 FB 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 BI. The initial interest rate for Class BI is approximately 1.81462%.

Class CI 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 FC 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 CI. The initial interest rate for Class CI is approximately 1.97477%.

Class GI 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 3 Trust Assets over (II) the Class FG Interest Accrual Amount for such Distribution Date, divided by (b) the outstanding principal balance of the Group 3 Trust Assets as of the related Record Date for Class GI. The initial interest rate for Class GI is approximately 0.84962%.

Class HI 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 6 Trust Assets over (II) the Class HA Interest Accrual Amount for such Distribution Date, divided by (b) the outstanding principal balance of the Group 6 Trust Assets as of the related Record Date for Class HI. The initial interest rate for Class HI is approximately 1.29724%.

Class JI 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 4 Trust Assets over (II) the Class FJ Interest Accrual Amount for such Distribution Date, divided by (b) the outstanding principal balance of the Group 4 Trust Assets as of the related Record Date for Class JI. The initial interest rate for Class JI is approximately 1.75213%.

Class KI 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 5 Trust Assets over (II) the Class FK Interest Accrual Amount for such Distribution Date, divided by (b) the outstanding principal balance of the Group 5 Trust Assets as of the related Record Date for Class KI. The initial interest rate for Class KI is approximately 0.75596%.

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

SECURITY GROUP 3

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

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

SECURITY GROUP 4

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

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

SECURITY GROUP 5

The Group 5 Available Distribution Amount will be allocated in the following order of priority:

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

SECURITY GROUP 6

The Group 6 Available Distribution Amount will be allocated in the following order of priority:

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

Available Distribution Amount: For each Security Group, 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.

Class BI Deferred Interest Amount: With respect to any Distribution Date, the excess, if any, of (i) the sum of all Class BI 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 BI on all prior Distribution Dates plus (b) the amount distributed in respect of Class BI 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 BI Deferred Interest Amount can be calculated by subtracting the Class FB 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. Prior to any Distribution Date, the Class BI Deferred Interest Amount is available on reports published by the Trustee on its website, www.ctslink.com.

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

Class CI Deferred Interest Amount: With respect to any Distribution Date, the excess, if any, of (i) the sum of all Class CI 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 CI on all prior Distribution Dates plus (b) the amount distributed in respect of Class CI 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 CI Deferred Interest Amount can be calculated by subtracting the Class FC 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. Prior to any Distribution Date, the Class CI Deferred Interest Amount is available on reports published by the Trustee on its website, www.ctslink.com.

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

Class FB Interest Accrual Amount: For any Distribution Date, interest accrued during the related Accrual Period for such Distribution Date at the related Interest Rate on the Class Principal Balance of Class FB as of the related Record Date. If, on any Distribution Date, the Class FB Interest Accrual Amount for such Distribution Date exceeds the amount distributed in respect of Class FB 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 FB (the “Class FB Principal Balance”).

Class FB 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 FB Interest Accrual Amount and the Class BI Interest Accrual Amount for such Distribution Date, and (ii) the quotient of (a) the Class FB 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 FB.

Class FC Interest Accrual Amount: For any Distribution Date, interest accrued during the related Accrual Period for such Distribution Date at the related Interest Rate on the Class Principal Balance of Class FC as of the related Record Date. If, on any Distribution Date, the Class FC Interest Accrual Amount for such Distribution Date exceeds the amount distributed in respect of Class FC 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 FC (the “Class FC Principal Balance”).

Class FC 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 FC Interest Accrual Amount and the Class CI Interest Accrual Amount for such Distribution Date, and (ii) the quotient of (a) the Class FC 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 FC.

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

Class FG Principal Distribution Amount: For any Distribution Date, the product of (i) the excess, if any, of (a) the Group 3 Available Distribution Amount for such Distribution Date over (b) the sum of the Class FG Interest Accrual Amount and the Class GI Interest Accrual Amount for such Distribution Date, and (ii) the quotient of (a) the Class FG Principal Balance as of the related Record Date divided by (b) the outstanding principal balance of the Group 3 Trust Assets as of the related Record Date for Class FG.

Class FJ Interest Accrual Amount: For any Distribution Date, interest accrued during the related Accrual Period for such Distribution Date at the related Interest Rate on the Class Principal Balance of Class FJ as of the related Record Date. If, on any Distribution Date, the Class FJ Interest Accrual Amount for such Distribution Date exceeds the amount distributed in respect of Class FJ pursuant to step 1. under Security Group 4 in “Terms Sheet — Distributions” in this Supplement, such excess will be added to the Class Principal Balance of Class FJ (the “Class FJ Principal Balance”).

Class FJ Principal Distribution Amount: For any Distribution Date, the product of (i) the excess, if any, of (a) the Group 4 Available Distribution Amount for such Distribution Date over (b) the sum of the Class FJ Interest Accrual Amount and the Class JI Interest Accrual Amount for such Distribution Date, and (ii) the quotient of (a) the Class FJ Principal Balance as of the related Record Date divided by (b) the outstanding principal balance of the Group 4 Trust Assets as of the related Record Date for Class FJ.

Class FK Interest Accrual Amount: For any Distribution Date, interest accrued during the related Accrual Period for such Distribution Date at the related Interest Rate on the Class Principal Balance of Class FK as of the related Record Date. If, on any Distribution Date, the Class FK Interest Accrual Amount for such Distribution Date exceeds the amount distributed in respect of Class FK pursuant to step 1. under Security Group 5 in “Terms Sheet — Distributions” in this Supplement, such excess will be added to the Class Principal Balance of Class FK (the “Class FK Principal Balance”).

Class FK Principal Distribution Amount: For any Distribution Date, the product of (i) the excess, if any, of (a) the Group 5 Available Distribution Amount for such Distribution Date over (b) the sum of the Class FK Interest Accrual Amount and the Class KI Interest Accrual Amount for such Distribution Date, and (ii) the quotient of (a) the Class FK Principal Balance as of the related Record Date divided by (b) the outstanding principal balance of the Group 5 Trust Assets as of the related Record Date for Class FK.

Class GI Deferred Interest Amount: With respect to any Distribution Date, the excess, if any, of (i) the sum of all Class GI 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 GI on all prior Distribution Dates plus (b) the amount distributed in respect of Class GI on such Distribution Date pursuant to step 1. under Security Group 3 in “Terms Sheet — Distributions” in this Supplement. After the occurrence of any Distribution Date in any month, the remaining Class GI Deferred Interest Amount can be calculated by subtracting the Class FG 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 3 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 GI Deferred Interest Amount is available on reports published by the Trustee on its website, www.ctslink.com.

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

Class HA Interest Accrual Amount: For any Distribution Date, interest accrued during the related Accrual Period for such Distribution Date at the related Interest Rate on the Class Principal Balance of Class HA as of the related Record Date. If, on any Distribution Date, the Class HA Interest Accrual Amount for such Distribution Date exceeds the amount distributed in respect of Class HA pursuant to step 1. under Security Group 6 in “Terms Sheet — Distributions” in this Supplement, such excess will be added to the Class Principal Balance of Class HA (the “Class HA Principal Balance”).

Class HA Principal Distribution Amount: For any Distribution Date, the product of (i) the excess, if any, of (a) the Group 6 Available Distribution Amount for such Distribution Date over (b) the sum of the Class HA Interest Accrual Amount and the Class HI Interest Accrual Amount for such Distribution Date, and (ii) the quotient of (a) the Class HA Principal Balance as of the related Record Date divided by (b) the outstanding principal balance of the Group 6 Trust Assets as of the related Record Date for Class HA.

Class HI Deferred Interest Amount: With respect to any Distribution Date, the excess, if any, of (i) the sum of all Class HI 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 HI on all prior Distribution Dates plus (b) the amount distributed in respect of Class HI on such Distribution Date pursuant to step 1. under Security Group 6 in “Terms Sheet — Distributions” in this Supplement. After

the occurrence of any Distribution Date in any month, the remaining Class HI Deferred Interest Amount can be calculated by subtracting the Class HA 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 6 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 HI Deferred Interest Amount is available on reports published by the Trustee on its website, www.ctslink.com.

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

Class JI Deferred Interest Amount: With respect to any Distribution Date, the excess, if any, of (i) the sum of all Class JI 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 JI on all prior Distribution Dates plus (b) the amount distributed in respect of Class JI on such Distribution Date pursuant to step 1. under Security Group 4 in “Terms Sheet — Distributions” in this Supplement. After the occurrence of any Distribution Date in any month, the remaining Class JI Deferred Interest Amount can be calculated by subtracting the Class FJ 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 4 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 JI Deferred Interest Amount is available on reports published by the Trustee on its website, www.ctslink.com.

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

Class KI Deferred Interest Amount: With respect to any Distribution Date, the excess, if any, of (i) the sum of all Class KI 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 KI on all prior Distribution Dates plus (b) the amount distributed in respect of Class KI on such Distribution Date pursuant to step 1. under Security Group 5 in “Terms Sheet — Distributions” in this Supplement. After the occurrence of any Distribution Date in any month, the remaining Class KI Deferred Interest Amount can be calculated by subtracting the Class FK 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 5 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 KI Deferred Interest Amount is available on reports published by the Trustee on its website, www.ctslink.com.

Class KI Interest Accrual Amount: For any Distribution Date, interest accrued during the related Accrual Period for such Distribution Date at the Class KI Interest Rate on the Class Notional Balance of Class KI (the “Class KI 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 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 balance of the related Trust Asset Group indicated:

<u>Class</u>	<u>Original Class Notional Balance</u>	<u>Represents</u>
BI	\$ 37,478,534	100% of the Group 1 Trust Assets
CI	26,747,033	100% of the Group 2 Trust Assets
GI	79,348,623	100% of the Group 3 Trust Assets
HI	111,489,265	100% of the Group 6 Trust Assets
JL	16,455,316	100% of the Group 4 Trust Assets
KI	21,702,720	100% of the Group 5 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.



\$168,407,777

Government National Mortgage Association
GINNIE MAE®

**Guaranteed HECM MBS REMIC Pass-Through Securities
and MX Securities**
Ginnie Mae REMIC Trust 2010-H13

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(2)	Interest Rate	Principal Type(3)	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Security Group 1						
JA(1)	\$53,648,899	5.46%	HPT	FIX/HZ	38375BCZ3	October 2059
Security Group 2						
JI(1)(6)	55,952,647	(5)	SC/NTL(HPT)	HWAC/IO/DLY	38375BDA7	April 2060
Security Group 3						
HA	51,750,000	2.25%	HSEQ	FIX/HZ	38375BDB5	July 2060
HB	63,008,878	(5)	HSEQ	HWAC/HZ/DLY	38375BDC3	July 2060
HI	51,750,000	(5)	NTL(HSEQ)	HWAC/IO/DLY	38375BDE9	July 2060
Residual						
RR	0	0	NPR	NPR	38375BDD1	July 2060

- (1) These Securities may be exchanged for MX Securities described in Schedule I.
- (2) Subject to increase as described under "Increase in Size" in this Supplement. The amount shown for each Notional Class (indicated by "NTL" under Principal Type) is its original Class Notional Balance and does not represent principal that will be paid.
- (3) As defined under "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, in the case of Class HI, the Class HI Deferred Interest Amount and the Class HA Principal Balance.
- (4) See "Yield, Maturity and Prepayment Considerations — Final Distribution Date" in this Supplement.
- (5) See "Terms Sheet — Interest Rates" in this Supplement.
- (6) Class JI is entitled to receive the Class JI Deferred Interest Amount, which amount equals \$106,979 as of the Closing Date.

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.

BOFA MERRILL LYNCH

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: Banc of America Securities 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	Trust Asset Type	Trust Asset Principal Balance or Notional Balance	Trust Asset Rate	Original Term To Maturity (in years)
1	Ginnie Mae II ⁽¹⁾⁽³⁾	\$ 53,648,899	5.46% ⁽²⁾	50
2	Underlying Certificate	\$ 55,952,647	⁽⁴⁾	50
3	Ginnie Mae II ⁽¹⁾⁽⁵⁾	\$114,758,878	⁽²⁾⁽⁶⁾	50

- (1) The Group 1 and 3 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.
- (2) The HECM MBS Rate for each Group 1 and 3 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 (Groups 1 and 3)*” in this Supplement.
- (3) The Group 1 Trust Assets consist of Ginnie Mae HECM MBS pool 714628.
- (4) Certain information regarding the Underlying Certificate is set forth in Exhibits C, D and E to this Supplement.
- (5) The Group 3 Trust Assets consist of Ginnie Mae HECM MBS pools 731467 and 725977.
- (6) The interest rates of the Participations underlying the Group 3 HECM MBS pools at issuance ranged from 5.14% to 5.50%.

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 KA, payments on each Group will be based solely on payments on the Trust Asset Group with the same numerical designation.

Assumed Characteristics of the HECMs and the Participations Underlying the Group 1 and 3 Trust Assets: The assumed characteristics of the HECMs and the Participations underlying the Group 1 and 3 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, D and E 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 KA 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 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 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.

Class HB is an HWAC Class that will bear interest during each Accrual Period at a per annum rate equal to Group 3 WACR. The initial Interest Rate for Class HB will be approximately 5.24521%.

Class KA 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 KA, which will be in effect for the first Accrual Period, is 6.80775%.

Class HI 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 3 Trust Assets over (II) the Class HA Interest Accrual Amount and the Class HB Interest Accrual Amount for such Distribution Date, divided by (b) the sum of the Class HA Principal Balance and the Class HI Deferred Interest Amount as of the related Record Date. The initial Interest Rate for Class HI will be approximately 2.99521%.

Class JI 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 Group 2 Trust Assets divided by (b) the Class JI Notional Balance as of the related Record Date. The initial interest rate for Class JI will be approximately 1.30527%.

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. To JA, up to the Class JA Interest Accrual Amount for such Distribution Date
2. To JA, in reduction of its Class Principal Balance, until retired

SECURITY GROUP 2

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

1. To JI, up to the Class JI Interest Accrual Amount for such Distribution Date
2. To JI, until the Class JI Deferred Interest Amount is reduced to zero

SECURITY GROUP 3

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

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

Available Distribution Amount: For Security Groups 1 and 3, 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 Security Group 2, with respect to each Distribution Date, the amounts received in respect of the Underlying Certificate for such Distribution Date.

Class HA 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 HA as of the related Record Date. If, on any Distribution Date, the Class HA Interest Accrual Amount for such Distribution Date exceeds the amount distributed in respect of Class HA pursuant to step 1. under Security Group 3 in “Terms Sheet — Distributions” in this Supplement, such excess will be added to the Class Principal Balance of Class HA (the “Class HA Principal Balance”).

Class HA Principal Distribution Amount: For any Distribution Date on which Class HA and Class HI remain outstanding, the product of (i) the excess, if any, of (a) the Group 3 Available Distribution Amount for such Distribution Date over (b) the sum of the Class HA Interest Accrual Amount and the Class HI Interest Accrual Amount for such Distribution Date, and (ii) the quotient of (a) the Class HA Principal Balance as of the related Record Date divided by (b) the sum of (x) the

Class HA Principal Balance as of the related Record Date and (y) the Class HI Deferred Interest Amount as of the related Record Date.

Class HB Interest Accrual Amount: For any Distribution Date, interest accrued during the related Accrual Period for such Distribution Date at the related Interest Rate on the Class Principal Balance of Class HB as of the related Record Date. If, on any Distribution Date, the Class HB Interest Accrual Amount for such Distribution Date exceeds the amount distributed in respect of Class HB pursuant to step 4. under Security Group 3 in “Terms Sheet — Distributions” in this Supplement, such excess will be added to the Class Principal Balance of Class HB (the “Class HB Principal Balance”).

Class HI Deferred Interest Amount: With respect to any Distribution Date, the excess, if any, of (i) the sum of all Class HI 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 HI on all prior Distribution Dates plus (b) the amount distributed in respect of Class HI on such Distribution Date pursuant to step 1. under Security Group 3 in “Terms Sheet — Distributions” in this Supplement. After the occurrence of any Distribution Date in any month, the remaining Class HI Deferred Interest Amount can be calculated by subtracting the Class HA Principal Balance and the Class HB Principal Balance after giving effect to any principal distribution (or any addition) made with respect to such Classes as of such Distribution Date from the outstanding principal balance of the Group 3 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 HI Deferred Interest Amount is available on reports published by the Trustee on its website, www.ctslink.com.

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

Class JA Interest Accrual Amount: For any Distribution Date, interest accrued during the related Accrual Period for such Distribution Date at the related Interest Rate on the Class Principal Balance of Class JA as of the related Record Date. If, on any Distribution Date, the Class JA Interest Accrual Amount for such Distribution Date exceeds the amount distributed in respect of Class JA 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 JA (the “Class JA Principal Balance”).

Class JI Deferred Interest Amount: As of the Closing Date, \$106,979. With respect to any Distribution Date after the Closing Date, the excess, if any, of (i) the sum of the Class JI Deferred Interest Amount as of the Closing Date plus all Class JI 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 JI on all prior Distribution Dates plus (b) the amount distributed in respect of Class JI 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 JI Deferred Interest Amount will be equal to the deferred interest amount with respect to the Group 2 Trust Assets on such date. On or about each Distribution Date, the Class JI Deferred Interest Amount is available on reports published by the Trustee on its website, www.ctslink.com.

Class JI Interest Accrual Amount: For any Distribution Date, interest accrued during the related Accrual Period for such Distribution Date at the Class JI Interest Rate on the Class Notional Balance of Class JI (the “Class JI 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
HSEQ	HECM MBS Sequential Pay 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 HECM MBS Sequential Pay Class.

HECM MBS Sequential Pay Class: A HECM MBS Sequential Pay Class (“HSEQ”) is a Class that is backed in whole or in part by Trust Assets consisting of HECM MBS that receives distributions of principal in a prescribed sequence, that do not have predetermined schedules and that generally are designed to receive distributions of principal continuously from the first Distribution Date on which they receive principal until they are retired. A HECM MBS Sequential Pay Class may receive principal distributions concurrently with one or more other HECM MBS Sequential Pay Classes.

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, in the case of Class JI, the outstanding notional balance of the related Trust Asset Group indicated or, in the case of Class HI, the Class HI Deferred Interest Amount and the Class Principal Balance of Class HA as indicated:

<u>Class</u>	<u>Original Class Notional Balance</u>	<u>Represents</u>
HI	\$51,750,000	100% of Class HA (HSEQ) and 100% of Class HI Deferred Interest Amount
JI	55,952,647	100% of the Group 2 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.



\$226,857,080

**Government National
Mortgage Association**

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**Guaranteed HECM MBS REMIC
Pass-Through Securities
and MX Securities
Ginnie Mae REMIC Trust 2010-H17**

OFFERING CIRCULAR SUPPLEMENT
August 25, 2010

**BOFA MERRILL LYNCH
ALADDIN CAPITAL LLC**