



\$3,397,736,408

**Government National Mortgage Association
GINNIE MAE®**

**Guaranteed REMIC Pass-Through Securities
and MX Securities
Ginnie Mae REMIC Trust 2010-026**

The Securities

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

The Ginnie Mae Guaranty

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

The Trust and its Assets

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

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

See “Risk Factors” beginning on page S-10 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.

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						
A(1)	\$ 55,578,562	(5)	NTL(PT)	INV/IO	38376VJB4	February 2040
AV(1)	55,578,562	(5)	NTL(PT)	FLT/IO	38376VHY6	February 2040
IA(1)	55,578,562	(5)	NTL(PT)	INV/IO	38376VHZ3	February 2040
IB(1)	55,578,562	(5)	NTL(PT)	INV/IO	38376VJA6	February 2040
OA(1)	97,262,484	0.0%	PT	PO	38376VJD0	February 2040
SA(1)	55,578,562	(5)	NTL(PT)	INV/IO	38376VJC2	February 2040
Security Group 2						
CV(1)	203,103,550	(5)	NTL(PT)	FLT/IO	38376VJE8	February 2040
D(1)	203,103,550	(5)	NTL(PT)	INV/IO	38376VJG3	February 2040
EV(1)	203,103,550	(5)	NTL(PT)	INV/IO	38376VJF5	February 2040
OC(1)	284,344,971	0.0	PT	PO	38376VJK4	February 2040
SC(1)	203,103,550	(5)	NTL(PT)	INV/IO	38376VJJ7	February 2040
YC(1)	203,103,550	(5)	NTL(PT)	INV/IO	38376VJH1	February 2040
Security Group 3						
DO(1)	99,971,738	0.0	PT	PO	38376VJR9	February 2040
DV(1)	64,267,545	(5)	NTL(PT)	FLT/IO	38376VJL2	February 2040
IG(1)	64,267,545	(5)	NTL(PT)	INV/IO	38376VJM0	February 2040
IH(1)	64,267,545	(5)	NTL(PT)	INV/IO	38376VJN8	February 2040
SD(1)	64,267,545	(5)	NTL(PT)	INV/IO	38376VJQ1	February 2040
SK(1)	64,267,545	(5)	NTL(PT)	INV/IO	38376VJP3	February 2040
Security Group 4						
IN(1)	236,001,875	(5)	NTL(PT)	INV/IO	38376VJT5	February 2040
J(1)	236,001,875	(5)	NTL(PT)	INV/IO	38376VJU2	February 2040
JV(1)	236,001,875	(5)	NTL(PT)	FLT/IO	38376VJS7	February 2040
OJ(1)	330,402,625	0.0	PT	PO	38376VJX6	February 2040
SH(1)	236,001,875	(5)	NTL(PT)	INV/IO	38376VJV0	February 2040
SJ(1)	236,001,875	(5)	NTL(PT)	INV/IO	38376VJW8	February 2040
Security Group 5						
IU(1)	1,541,554,219	(5)	NTL(PT)	INV/IO	38376VJZ1	February 2040
OQ(1)	2,397,973,231	0.0	PT	PO	38376VKD8	February 2040
QV(1)	1,541,554,219	(5)	NTL(PT)	INV/IO	38376VKB2	February 2040
SP(1)	1,541,554,219	(5)	NTL(PT)	INV/IO	38376VKA4	February 2040
SQ(1)	1,541,554,219	(5)	NTL(PT)	INV/IO	38376VKC0	February 2040
XN(1)	1,541,554,219	(5)	NTL(PT)	FLT/IO	38376VJY4	February 2040
Security Group 6						
NP(1)	90,798,827	(5)	NTL(PT)	INV/IO	38376VKF3	February 2040
NQ(1)	90,798,827	(5)	NTL(PT)	INV/IO	38376VKG1	February 2040
OW(1)	127,118,359	0.0	PT	PO	38376VKK2	February 2040
SW(1)	90,798,827	(5)	NTL(PT)	INV/IO	38376VKJ5	February 2040
W(1)	90,798,827	(5)	NTL(PT)	FLT/IO	38376VKE6	February 2040
WV(1)	90,798,827	(5)	NTL(PT)	INV/IO	38376VKH9	February 2040
Security Group 7						
VA	22,117,033	5.0	SC/AD/SEQ	FIX	38376V3X3	February 2021
VB	8,214,467	5.0	SC/AD/SEQ	FIX	38376V3Y1	January 2024
PZ	30,331,500	5.0	SC/SEQ	FIX/Z	38376V3Z8	January 2040
Residual						
R	0	0.0	NPR	NPR	38376VKL0	February 2040

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

AVAILABLE INFORMATION

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

- this Offering Circular Supplement (this “Supplement”),
- the Base Offering Circular and
- in the case of the Group 7 securities, the disclosure document relating to the Underlying Certificate (the “Underlying Certificate Disclosure Document”).

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

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

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

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TERMS SHEET

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

Sponsor: 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 Dates: For the Group 1, 2, 3 and 4 Securities, the 16th day of each month or, if the 16th day is not a Business Day, the first Business Day thereafter, commencing in March 2010. For the Group 5, 6 and 7 Securities, 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:

<u>Trust Asset Group</u>	<u>Trust Asset Type</u>	<u>Certificate Rate</u>	<u>Original Term To Maturity (in years)</u>
1	Ginnie Mae I	4.0%	30
2	Ginnie Mae I	5.0%	30
3	Ginnie Mae I	4.5%	30
4	Ginnie Mae I	5.0%	30
5	Ginnie Mae II	4.5%	30
6	Ginnie Mae II	5.0%	30
7	Underlying Certificate	(1)	(1)

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

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

Assumed Characteristics of the Mortgage Loans Underlying the Group 1, Group 2, Group 3, Group 4, Group 5 and Group 6 Trust Assets¹:

<u>Principal Balance</u>	<u>Weighted Average Remaining Term to Maturity (in months)</u>	<u>Weighted Average Loan Age (in months)</u>	<u>Weighted Average Mortgage Rate²</u>
Group 1 Trust Assets			
\$97,262,484	359	1	4.50%
Group 2 Trust Assets			
\$284,344,971	359	1	5.50%
Group 3 Trust Assets			
\$99,971,738	359	1	5.00%
Group 4 Trust Assets			
\$330,402,625	359	1	5.50%
Group 5 Trust Assets			
\$2,397,973,231	359	1	4.94%
Group 6 Trust Assets			
\$127,118,359	359	1	5.33%

¹ As of February 1, 2010.

² The Mortgage Loans underlying the Group 5 and 6 Trust Assets may bear interest at rates ranging from 0.25% to 1.50% per annum above the related Certificate Rate.

The actual remaining terms to maturity, loan ages and, in the case of the Group 5 and 6 Trust Assets, Mortgage Rates of many of the Mortgage Loans underlying the Group 1, 2, 3, 4, 5 and 6 Trust Assets will differ from the weighted averages shown above, perhaps significantly. See *“The Trust Assets — The Mortgage Loans”* in this Supplement. See Exhibit A to this Supplement for certain information regarding the characteristics of the Mortgage Loans included in the Underlying Trust.

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

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

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

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

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

Class	Interest Rate Formula(1)	Initial Interest Rate(2)	Minimum Rate	Maximum Rate	Delay (in days)	LIBOR for Minimum Interest Rate
A	6.25% - LIBOR	0.25%	0.00%	0.25%	0	6.25%
AF	LIBOR + 0.50%	0.73%	0.50%	7.00%	0	0.00%
AS	6.25% - LIBOR	6.02%	0.00%	6.25%	0	6.25%
AV	LIBOR + 0.25%	0.48%	0.25%	7.00%	0	0.00%
CF	LIBOR + 0.50%	0.73%	0.50%	7.00%	0	0.00%
CS	6.25% - LIBOR	6.02%	0.00%	6.25%	0	6.25%
CV	LIBOR + 0.25%	0.48%	0.25%	7.00%	0	0.00%
D	6.50% - LIBOR	0.25%	0.00%	0.25%	0	6.50%
DF	LIBOR + 0.50%	0.73%	0.50%	7.00%	0	0.00%
DS	6.25% - LIBOR	6.02%	0.00%	6.25%	0	6.25%
DV	LIBOR + 0.25%	0.48%	0.25%	7.00%	0	0.00%
EV	6.75% - LIBOR	0.25%	0.00%	0.25%	0	6.75%
FA	LIBOR + 0.75%	0.98%	0.75%	7.00%	0	0.00%
FB	LIBOR + 1.75%	1.98%	1.75%	8.00%	0	0.00%
FC	LIBOR + 0.75%	0.98%	0.75%	7.00%	0	0.00%
FD	LIBOR + 1.75%	1.98%	1.75%	8.00%	0	0.00%
FE	LIBOR + 1.75%	1.98%	1.75%	8.00%	0	0.00%
FG	LIBOR + 1.75%	1.98%	1.75%	8.00%	0	0.00%
FH	LIBOR + 0.75%	0.98%	0.75%	7.00%	0	0.00%
FJ	LIBOR + 0.75%	0.98%	0.75%	7.00%	0	0.00%
FK	LIBOR + 1.00%	1.23%	1.00%	7.00%	0	0.00%
FL	LIBOR + 1.75%	1.98%	1.75%	8.00%	0	0.00%
FM	LIBOR + 1.75%	1.98%	1.75%	8.00%	0	0.00%
FP	LIBOR + 1.00%	1.23%	1.00%	7.00%	0	0.00%
FQ	LIBOR + 0.75%	0.98%	0.75%	7.00%	0	0.00%
FW	LIBOR + 0.75%	0.98%	0.75%	7.00%	0	0.00%
HA	LIBOR + 2.75%	2.98%	2.75%	9.00%	0	0.00%
HB	LIBOR + 1.00%	1.23%	1.00%	7.00%	0	0.00%
HE	LIBOR + 2.75%	2.98%	2.75%	9.00%	0	0.00%
HG	LIBOR + 2.75%	2.98%	2.75%	9.00%	0	0.00%
HN	LIBOR + 2.75%	2.98%	2.75%	9.00%	0	0.00%
HU	LIBOR + 2.75%	2.98%	2.75%	9.00%	0	0.00%
HV	LIBOR + 1.00%	1.23%	1.00%	7.00%	0	0.00%
IA	6.75% - LIBOR	0.25%	0.00%	0.25%	0	6.75%
IB	6.50% - LIBOR	0.25%	0.00%	0.25%	0	6.50%
IG	6.75% - LIBOR	0.25%	0.00%	0.25%	0	6.75%
IH	6.50% - LIBOR	0.25%	0.00%	0.25%	0	6.50%

Class	Interest Rate Formula(1)	Initial Interest Rate(2)	Minimum Rate	Maximum Rate	Delay (in days)	LIBOR for Minimum Interest Rate
IN	6.75% – LIBOR	0.25%	0.00%	0.25%	0	6.75%
IU	6.75% – LIBOR	0.25%	0.00%	0.25%	0	6.75%
J	6.50% – LIBOR	0.25%	0.00%	0.25%	0	6.50%
JF	LIBOR + 0.50%	0.73%	0.50%	7.00%	0	0.00%
JS	6.25% – LIBOR	6.02%	0.00%	6.25%	0	6.25%
JV	LIBOR + 0.25%	0.48%	0.25%	7.00%	0	0.00%
KF	LIBOR + 1.00%	1.23%	1.00%	7.00%	0	0.00%
NP	6.75% – LIBOR	0.25%	0.00%	0.25%	0	6.75%
NQ	6.50% – LIBOR	0.25%	0.00%	0.25%	0	6.50%
NU	LIBOR + 2.75%	2.98%	2.75%	9.00%	0	0.00%
NX	LIBOR + 1.00%	1.23%	1.00%	7.00%	0	0.00%
QF	LIBOR + 0.50%	0.73%	0.50%	7.00%	0	0.00%
QS	6.25% – LIBOR	6.02%	0.00%	6.25%	0	6.25%
QV	6.25% – LIBOR	0.25%	0.00%	0.25%	0	6.25%
SA	6.00% – LIBOR	5.77%	0.00%	6.00%	0	6.00%
SC	6.00% – LIBOR	5.77%	0.00%	6.00%	0	6.00%
SD	6.00% – LIBOR	5.77%	0.00%	6.00%	0	6.00%
SH	6.25% – LIBOR	0.25%	0.00%	0.25%	0	6.25%
SJ	6.00% – LIBOR	5.77%	0.00%	6.00%	0	6.00%
SK	6.25% – LIBOR	0.25%	0.00%	0.25%	0	6.25%
SP	6.50% – LIBOR	0.25%	0.00%	0.25%	0	6.50%
SQ	6.00% – LIBOR	5.77%	0.00%	6.00%	0	6.00%
SW	6.00% – LIBOR	5.77%	0.00%	6.00%	0	6.00%
W	LIBOR + 0.25%	0.48%	0.25%	7.00%	0	0.00%
WF	LIBOR + 0.50%	0.73%	0.50%	7.00%	0	0.00%
WS	6.25% – LIBOR	6.02%	0.00%	6.25%	0	6.25%
WV	6.25% – LIBOR	0.25%	0.00%	0.25%	0	6.25%
XC	6.50% – LIBOR	6.27%	0.00%	6.50%	0	6.50%
XD	6.50% – LIBOR	6.27%	0.00%	6.50%	0	6.50%
XJ	6.50% – LIBOR	6.27%	0.00%	6.50%	0	6.50%
XN	LIBOR + 0.25%	0.48%	0.25%	7.00%	0	0.00%
XQ	6.50% – LIBOR	6.27%	0.00%	6.50%	0	6.50%
XS	6.50% – LIBOR	6.27%	0.00%	6.50%	0	6.50%
XW	6.50% – LIBOR	6.27%	0.00%	6.50%	0	6.50%
YC	6.25% – LIBOR	0.25%	0.00%	0.25%	0	6.25%

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

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

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

SECURITY GROUP 1

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

SECURITY GROUP 2

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

SECURITY GROUP 3

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

SECURITY GROUP 4

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

SECURITY GROUP 5

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

SECURITY GROUP 6

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

SECURITY GROUP 7

The PZ Accrual Amount and Group 7 Principal Distribution Amount, sequentially, to VA, VB and PZ, in that order, until retired.

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

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

<u>Class</u>	<u>Original Class Notional Balance</u>	<u>Represents Approximately</u>
A	\$ 55,578,562	57.1428571429% of OA (PT class)
AI	97,262,484	100% of OA (PT class)
AS	55,578,562	57.1428571429% of OA (PT class)
AV	55,578,562	57.1428571429% of OA (PT class)
CI	284,344,971	100% of OC (PT class)
CS	203,103,550	71.4285714286% of OC (PT class)
CV	203,103,550	71.4285714286% of OC (PT class)

<u>Class</u>	<u>Original Class Notional Balance</u>	<u>Represents Approximately</u>
D	203,103,550	71.4285714286% of OC (PT class)
DI	99,971,738	100% of DO (PT class)
DS	64,267,545	64.2857142857% of DO (PT class)
DV	64,267,545	64.2857142857% of DO (PT class)
EV	203,103,550	71.4285714286% of OC (PT class)
IA	55,578,562	57.1428571429% of OA (PT class)
IB	55,578,562	57.1428571429% of OA (PT class)
IG	64,267,545	64.2857142857% of DO (PT class)
IH	64,267,545	64.2857142857% of DO (PT class)
IN	236,001,875	71.4285714286% of OJ (PT class)
IU	1,541,554,219	64.2857142857% of OQ (PT class)
J	236,001,875	71.4285714286% of OJ (PT class)
JL	330,402,625	100% of OJ (PT class)
JS	236,001,875	71.4285714286% of OJ (PT class)
JV	236,001,875	71.4285714286% of OJ (PT class)
NP	90,798,827	71.4285714286% of OW (PT class)
NQ	90,798,827	71.4285714286% of OW (PT class)
QI	2,397,973,231	100% of OQ (PT class)
QS	1,541,554,219	64.2857142857% of OQ (PT class)
QV	1,541,554,219	64.2857142857% of OQ (PT class)
SA	55,578,562	57.1428571429% of OA (PT class)
SC	203,103,550	71.4285714286% of OC (PT class)
SD	64,267,545	64.2857142857% of DO (PT class)
SH	236,001,875	71.4285714286% of OJ (PT class)
SJ	236,001,875	71.4285714286% of OJ (PT class)
SK	64,267,545	64.2857142857% of DO (PT class)
SP	1,541,554,219	64.2857142857% of OQ (PT class)
SQ	1,541,554,219	64.2857142857% of OQ (PT class)
SW	90,798,827	71.4285714286% of OW (PT class)
W	90,798,827	71.4285714286% of OW (PT class)
WI	127,118,359	100% of OW (PT class)
WS	90,798,827	71.4285714286% of OW (PT class)
WV	90,798,827	71.4285714286% of OW (PT class)
XC	203,103,550	71.4285714286% of OC (PT class)
XD	64,267,545	64.2857142857% of DO (PT class)
XJ	236,001,875	71.4285714286% of OJ (PT class)
XN	1,541,554,219	64.2857142857% of OQ (PT class)
XQ	1,541,554,219	64.2857142857% of OQ (PT class)
XS	55,578,562	57.1428571429% of OA (PT class)

<u>Class</u>	<u>Original Class Notional Balance</u>	<u>Represents Approximately</u>
XW	90,798,827	71.4285714286% of OW (PT class)
YC	203,103,550	71.4285714286% of OC (PT class)

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

Regular and Residual Classes: Class R is a Residual Class and represents the Residual Interest of the Trust REMIC; all other Classes of REMIC Securities are Regular Classes.

RISK FACTORS

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

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

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

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

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

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

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

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

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

The rate of principal payments on the underlying certificate will directly affect the rate of principal payments on the group 7 securities. The underlying certificate will be sensitive in varying degrees to

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

In addition, the principal entitlement of the underlying certificate on any payment date is calculated on the basis of schedules; no assurance can be given that the underlying certificate will adhere to its schedules. Further, prepayments on the related mortgage loans may have occurred at rates faster or slower than those initially assumed.

This supplement contains no information as to whether the underlying certificate has adhered to any applicable principal balance schedules whether any related supporting classes remain outstanding or whether the underlying certificate otherwise has performed as originally anticipated. Additional information as to the underlying certificate may be obtained by performing an analysis of current principal factors of the underlying certificates in light of applicable information contained in the underlying certificate disclosure document.

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

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

concentrated in certain geographic areas, which may experience relatively higher rates of defaults in the event of adverse economic conditions. No assurances can be given about the prepayment experience or performance of the higher balance mortgage loans.

The securities may not be a suitable investment for you. The securities, especially the group 7 securities, and in particular, the interest only, principal only, interest only inverse floating rate, accrual and residual classes, are not suitable investments for all investors.

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

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

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

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

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

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

The yield and decrement tables in this supplement are based on assumed characteristics which are likely to be different from the actual characteristics. As a result, the yields on your securities could be lower than you expected, even if the

mortgage loans prepay at the constant prepayment rates set forth in the applicable table.

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

THE TRUST ASSETS

General

The Sponsor intends to acquire the Trust Assets in privately negotiated transactions prior to the Closing Date and to sell them to the Trust according to the terms of a Trust Agreement between the Sponsor and the Trustee. The Sponsor will make certain representations and warranties with respect to the Trust Assets. All Trust Assets, 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, 2, 3, 4, 5 and 6)

The Group 1, 2, 3 and 4 Trust Assets are either:

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

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

The Group 5 and 6 Trust Assets are either:

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

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

The Underlying Certificate (Group 7)

The Group 7 Trust Assets consist of an Underlying Certificate that represents beneficial ownership interests in separate trusts, the assets of which evidence direct or indirect beneficial ownership interests in certain Ginnie Mae Certificates. The Underlying Certificate constitutes all or a portion of a class of a Series of certificates described in the Underlying Certificate Disclosure Document, excerpts of which are

attached as Exhibit B to this Supplement. The Underlying Certificate Disclosure Document may be obtained from the Information Agent as described under “Available Information” in this Supplement. Investors are cautioned that material changes in facts and circumstances may have occurred since the date of the Underlying Certificate Disclosure Document, including changes in prepayment rates, prevailing interest rates and other economic factors, which may limit the usefulness of, and be directly contrary to the assumptions used in preparing the information included in, the offering document. See *“Underlying Certificates” in the Base Offering Circular*.

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

The Mortgage Loans

The Mortgage Loans underlying the Group 1, 2, 3, 4, 5 and 6 Trust Assets are expected to have, on a weighted average basis, the characteristics set forth in the Terms Sheet under “Assumed Characteristics of the Mortgage Loans Underlying the Group 1, Group 2, Group 3, Group 4, Group 5 and Group 6 Trust Assets” and the general characteristics described in the Base Offering Circular. The Mortgage Loans underlying the Underlying Certificate are expected to have, on a weighted average basis, the characteristics set forth in Exhibit A to this Supplement. The Mortgage Loans will consist of first lien, single-family, fixed rate, residential mortgage loans that are insured or guaranteed by the Federal Housing Administration, the United States Department of Veterans Affairs, Rural Development (formerly the Rural Housing Service) or the United States Department of Housing and Urban Development (“HUD”). See *“The Ginnie Mae Certificates— General” in the Base Offering Circular*.

Specific information regarding the characteristics of the Mortgage Loans underlying the Trust MBS is not available. For purposes of this Supplement, certain assumptions have been made regarding the remaining terms to maturity, loan ages and, in the case of the Group 5 and 6 Trust Assets, Mortgage Rates of the Mortgage Loans. However, the actual remaining terms to maturity, loan ages and, in the case of the Group 5 and 6 Trust Assets, Mortgage Rates of many of the Mortgage Loans will differ from the characteristics assumed, perhaps significantly. This will be the case even if the weighted average characteristics of the Mortgage Loans are the same as the assumed characteristics. Small differences in the characteristics of the Mortgage Loans can have a significant effect on the weighted average lives and yields of the Securities. See *“Risk Factors” and “Yield, Maturity and Prepayment Considerations” in this Supplement*.

The Trustee Fee

The Sponsor will contribute certain Ginnie Mae certificates in respect of the fee to be paid to the Trustee (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 (other than the Increased Minimum Denomination Classes) will be issued in minimum dollar denominations of initial principal balance of \$1,000 and integral multiples of \$1 in excess of \$1,000. The Increased Minimum Denomination Classes will be issued in minimum denominations that equal \$100,000 in initial principal or notional balance.

Distributions

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

Interest Distributions

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

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

Categories of Classes

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

Accrual Periods

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

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

Fixed Rate Classes

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

Floating Rate and Inverse Floating Rate Classes

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

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

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

Accrual Class

Class PZ is an Accrual Class. Interest will accrue on the Accrual Class and be distributed as described under “Terms Sheet — Accrual Class” in this Supplement.

Principal Distributions

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

Categories of Classes

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

Notional Classes

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

Residual Securities

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

Class Factors

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

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

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

Termination

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

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

Modification and Exchange

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

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

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

A fee will be payable to the Trustee in connection with each exchange equal to $\frac{1}{32}$ of 1% of the outstanding principal balance (or notional balance) of the Securities surrendered for exchange (but not less than \$2,000 or more than \$25,000); provided, however, that no fee will be payable in respect of an interest only security unless all securities involved in the exchange are interest only securities. If the notional balance of the interest only securities surrendered exceeds that of the interest only securities received, the fee will be based on the latter. The fee must be paid concurrently with the exchange.

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

See "Description of the Securities — Modification and Exchange" in the Base Offering Circular.

YIELD, MATURITY AND PREPAYMENT CONSIDERATIONS

General

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

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

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

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

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

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

Investors in the Group 7 Securities are urged to review the discussion under “Risk Factors — *The rate of principal payments on the underlying certificate will directly affect the rate of principal payments on the group 7 securities*” in this Supplement.

Accretion Directed Classes

Classes VA and VB are Accretion Directed Classes. The Accrual Amount will be applied to making principal distributions on those Classes as described in this Supplement.

Classes VA and VB will have principal payment stability only through the prepayment rate shown in the table below.

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

- Moreover, based on the Modeling Assumptions, if the related Mortgage Loans prepay at any constant rate at or below the rate for an Accretion Directed Class shown in the table below, the Class Principal Balance would be reduced to zero on, but not before, its Final Distribution Date and the Weighted Average Life would equal its maximum Weighted Average Life shown in the table below.

- However, the Weighted Average Lives will be reduced, and may be reduced significantly, at prepayment speeds higher than the constant rates shown in the table below. See “Yield, Maturity and Prepayment Considerations— Decrement Tables” in this Supplement.

Accretion Directed Classes

<u>Class</u>	<u>Maximum Weighted Average Life (in Years)(1)</u>	<u>Final Distribution Date</u>	<u>Prepayment Rate at or below</u>
VA	6.0	February 2021	334% PSA
VB	12.5	January 2024	253% PSA

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

Assumability

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

Final Distribution Date

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

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

Modeling Assumptions

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

1. The Mortgage Loans underlying the Group 1, 2, 3, 4, 5 and 6 Trust Assets have the assumed characteristics shown under “Assumed Characteristics of the Mortgage Loans Underlying the Group 1, Group 2, Group 3, Group 4, Group 5 and Group 6 Trust Assets” in the Terms Sheet, except in the case of information set forth under the 0% PSA Prepayment Assumption Rate, for which each Mortgage Loan is assumed to have an original and a remaining term to maturity of 360 months and each Mortgage Loan underlying a Group 5 and 6 Trust Asset is assumed to have a Mortgage Rate of 1.50% per annum higher than the related Certificate Rate.

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

3. Distributions on the Group 1, 2, 3 and 4 Securities are always received on the 16th day of the month, and distributions on the Group 5, 6 and 7 Securities are always received on the 20th day of the month, in each case, whether or not a Business Day, commencing in March 2010.

4. A termination of the Trust or the Underlying Trust does not occur.

5. The Closing Date for the Securities is February 26, 2010.

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

7. Distributions on the Underlying Certificate are made as described in the Underlying Certificate Disclosure Document.

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

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

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

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

Decrement Tables

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

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

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

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

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

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

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

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

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

Security Group 2 PSA Prepayment Assumption Rates					
Classes CA, CB, CD, CE, CF, CG, CH, CI, CJ, CK, CL, CM, CN, CP, CQ, CS, CT, CU, CV, CW, CX, CY, D, EV, FC, FE, HE, KF, OC, SC, XC and YC					
<u>Distribution Date</u>	<u>0%</u>	<u>100%</u>	<u>200%</u>	<u>300%</u>	<u>400%</u>
Initial Percent	100	100	100	100	100
February 2011	99	97	96	94	93
February 2012	97	92	87	82	77
February 2013	96	85	76	67	58
February 2014	94	79	65	54	43
February 2015	92	73	57	43	32
February 2016	91	67	49	35	24
February 2017	89	62	42	28	18
February 2018	87	57	36	22	13
February 2019	85	52	31	18	10
February 2020	83	48	27	14	7
February 2021	80	44	23	11	5
February 2022	78	40	19	9	4
February 2023	75	36	16	7	3
February 2024	72	33	14	6	2
February 2025	69	29	12	4	2
February 2026	66	26	10	3	1
February 2027	63	24	8	3	1
February 2028	60	21	7	2	1
February 2029	56	19	6	2	0
February 2030	52	16	5	1	0
February 2031	48	14	4	1	0
February 2032	44	12	3	1	0
February 2033	40	10	2	1	0
February 2034	35	8	2	0	0
February 2035	30	7	1	0	0
February 2036	24	5	1	0	0
February 2037	19	4	1	0	0
February 2038	13	2	0	0	0
February 2039	7	1	0	0	0
February 2040	0	0	0	0	0
Weighted Average Life (years)	19.0	11.1	7.5	5.6	4.5

Security Group 3
PSA Prepayment Assumption Rates
Classes DA, DB, DC, DE, DF, DG, DH, DI, DJ, DK, DL, DM,
DN, DO, DP, DQ, DS, DT, DU, DV, DW, DX, DY, FD, FH, FK,
HG, IG, IH, SD, SK and XD

<u>Distribution Date</u>	<u>0%</u>	<u>100%</u>	<u>175%</u>	<u>300%</u>	<u>400%</u>
Initial Percent	100	100	100	100	100
February 2011	99	97	96	94	93
February 2012	97	92	88	82	77
February 2013	95	85	78	66	58
February 2014	94	78	68	53	43
February 2015	92	72	60	43	32
February 2016	90	67	52	34	24
February 2017	88	61	46	28	18
February 2018	86	56	40	22	13
February 2019	84	51	35	18	10
February 2020	81	47	30	14	7
February 2021	79	43	26	11	5
February 2022	76	39	23	9	4
February 2023	74	35	20	7	3
February 2024	71	32	17	6	2
February 2025	68	29	15	4	2
February 2026	65	26	12	3	1
February 2027	61	23	11	3	1
February 2028	58	20	9	2	1
February 2029	54	18	7	2	0
February 2030	51	16	6	1	0
February 2031	47	14	5	1	0
February 2032	42	12	4	1	0
February 2033	38	10	3	0	0
February 2034	33	8	3	0	0
February 2035	28	6	2	0	0
February 2036	23	5	1	0	0
February 2037	18	4	1	0	0
February 2038	12	2	1	0	0
February 2039	6	1	0	0	0
February 2040	0	0	0	0	0
Weighted Average Life (years)	18.6	11.0	8.1	5.6	4.5

Security Group 4
PSA Prepayment Assumption Rates
Classes FG, FJ, FP, HN, IN, J, JA, JB, JC, JD, JE, JF, JG, JH, JI,
JK, JL, JM, JN, JP, JQ, JS, JT, JU, JW, JX, JY, OJ, SH, SJ
and XJ

<u>Distribution Date</u>	<u>0%</u>	<u>100%</u>	<u>200%</u>	<u>300%</u>	<u>400%</u>
Initial Percent	100	100	100	100	100
February 2011	99	97	96	94	93
February 2012	97	92	87	82	77
February 2013	96	85	76	67	58
February 2014	94	79	65	54	43
February 2015	92	73	57	43	32
February 2016	91	67	49	35	24
February 2017	89	62	42	28	18
February 2018	87	57	36	22	13
February 2019	85	52	31	18	10
February 2020	83	48	27	14	7
February 2021	80	44	23	11	5
February 2022	78	40	19	9	4
February 2023	75	36	16	7	3
February 2024	72	33	14	6	2
February 2025	69	29	12	4	2
February 2026	66	26	10	3	1
February 2027	63	24	8	3	1
February 2028	60	21	7	2	1
February 2029	56	19	6	2	0
February 2030	52	16	5	1	0
February 2031	48	14	4	1	0
February 2032	44	12	3	1	0
February 2033	40	10	2	1	0
February 2034	35	8	2	0	0
February 2035	30	7	1	0	0
February 2036	24	5	1	0	0
February 2037	19	4	1	0	0
February 2038	13	2	0	0	0
February 2039	7	1	0	0	0
February 2040	0	0	0	0	0
Weighted Average Life (years)	19.0	11.1	7.5	5.6	4.5

Security Group 5
PSA Prepayment Assumption Rates
Classes FL, FQ, HU, HV, IU, OQ, QA, QB, QC, QD, QE, QF, QG,
QH, QI, QJ, QK, QL, QM, QN, QP, QS, QT, QU, QV, QW, QX,
QY, SP, SQ, XN and XQ

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

Security Group 6
PSA Prepayment Assumption Rates
Classes FM, FW, NP, NQ, NU, NX, OW, SW, W, WA, WB, WC,
WD, WE, WF, WG, WH, WI, WJ, WK, WL, WM, WN, WP, WQ,
WS, WT, WU, WV, WX, WY and XW

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

Distribution Date	Security Group 7 PSA Prepayment Assumption Rates														
	Class PZ					Class VA					Class VB				
	0%	100%	200%	300%	400%	0%	100%	200%	300%	400%	0%	100%	200%	300%	400%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
February 2011	105	105	105	105	105	93	93	93	93	93	100	100	100	100	100
February 2012	110	110	110	110	110	86	86	86	86	86	100	100	100	100	100
February 2013	116	116	116	116	116	78	78	78	78	78	100	100	100	100	100
February 2014	122	122	122	122	122	70	70	70	70	70	100	100	100	100	100
February 2015	128	128	128	128	128	61	61	61	61	61	100	100	100	100	100
February 2016	135	135	135	135	135	52	52	52	52	52	100	100	100	100	100
February 2017	142	142	142	142	142	43	43	43	43	43	100	100	100	100	100
February 2018	149	149	149	149	149	33	33	33	33	33	100	100	100	100	100
February 2019	157	157	157	157	157	22	22	22	22	22	100	100	100	100	100
February 2020	165	165	165	165	161	11	11	11	11	0	100	100	100	100	0
February 2021	173	173	173	173	119	0	0	0	0	0	99	99	99	99	0
February 2022	182	182	182	182	87	0	0	0	0	0	67	67	67	67	0
February 2023	191	191	191	159	64	0	0	0	0	0	32	32	32	0	0
February 2024	200	200	200	125	47	0	0	0	0	0	0	0	0	0	0
February 2025	200	165	165	98	34	0	0	0	0	0	0	0	0	0	0
February 2026	200	134	134	77	25	0	0	0	0	0	0	0	0	0	0
February 2027	200	108	108	60	18	0	0	0	0	0	0	0	0	0	0
February 2028	200	87	87	46	13	0	0	0	0	0	0	0	0	0	0
February 2029	200	69	69	35	9	0	0	0	0	0	0	0	0	0	0
February 2030	200	55	55	27	6	0	0	0	0	0	0	0	0	0	0
February 2031	200	43	43	20	4	0	0	0	0	0	0	0	0	0	0
February 2032	200	33	33	15	3	0	0	0	0	0	0	0	0	0	0
February 2033	200	25	25	11	2	0	0	0	0	0	0	0	0	0	0
February 2034	200	19	19	8	1	0	0	0	0	0	0	0	0	0	0
February 2035	93	14	14	5	1	0	0	0	0	0	0	0	0	0	0
February 2036	9	9	9	4	1	0	0	0	0	0	0	0	0	0	0
February 2037	6	6	6	2	0	0	0	0	0	0	0	0	0	0	0
February 2038	3	3	3	1	0	0	0	0	0	0	0	0	0	0	0
February 2039	1	1	1	0	0	0	0	0	0	0	0	0	0	0	0
February 2040	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	25.1	18.4	18.4	16.3	13.1	6.0	6.0	6.0	6.0	5.9	12.5	12.5	12.5	12.0	9.7

Yield Considerations

An investor seeking to maximize yield should make a decision whether to invest in any Class based on the anticipated yield of that Class resulting from its purchase price, in the case of the Group 7 Securities, the investor's own projection of principal payment rates on the Underlying Certificate under a variety of scenarios, the investor's own projection of Mortgage Loan prepayment rates under a variety of scenarios and in the case of a Floating Rate or an Inverse Floating Rate Class, the investor's own projection of levels of LIBOR under a variety of scenarios. **No representation is made regarding Mortgage Loan prepayment rates, Underlying Certificate payment rates, LIBOR levels or the yield of any Class.**

Prepayments: Effect on Yields

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

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

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

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

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

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

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

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

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

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

Payment Delay: Effect on Yields of the Fixed Rate Classes

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

Yield Tables

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

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

The yields were calculated by

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

These calculations do not take into account variations that may occur in the interest rates at which investors may be able to reinvest funds received by them as distributions on their Securities and

consequently do not purport to reflect the return on any investment in any Class when those reinvestment rates are considered.

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

SECURITY GROUP 1
Sensitivity of Class A to Prepayments
Assumed Price 0.97%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>150%</u>	<u>250%</u>	<u>300%</u>
6.000% and below	19.8%	17.2%	12.0%	9.3%
6.125%	4.8%	2.0%	(3.5)%	(6.4)%
6.250% and above	**	**	**	**

Sensitivity of Class AI to Prepayments
Assumed Price 20.39%*

<u>PSA Prepayment Assumption Rates</u>				
<u>100%</u>	<u>150%</u>	<u>250%</u>	<u>300%</u>	<u>330%</u>
12.4%	9.8%	4.4%	1.7%	0.0%

Sensitivity of Class AS to Prepayments
Assumed Price 14.29%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>150%</u>	<u>250%</u>	<u>300%</u>
0.15%	39.7%	37.4%	32.6%	30.2%
0.23%	39.1%	36.7%	31.9%	29.5%
3.24%	14.6%	12.0%	6.6%	3.9%
6.25% and above	**	**	**	**

Sensitivity of Class AV to Prepayments
Assumed Price 1.7%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>150%</u>	<u>250%</u>	<u>300%</u>
0.15%	17.2%	14.6%	9.4%	6.7%
0.23%	22.6%	20.1%	14.9%	12.3%
3.49%	299.3%	297.5%	293.8%	292.0%
6.75% and above	722.3%	720.1%	715.7%	713.5%

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

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

Sensitivity of Class IA to Prepayments
Assumed Price 1.02%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>150%</u>	<u>250%</u>	<u>300%</u>
6.500% and below	18.3%	15.7%	10.5%	7.8%
6.625%	4.0%	1.2%	(4.3)%	(7.2)%
6.750% and above	**	**	**	**

Sensitivity of Class IB to Prepayments
Assumed Price 0.99%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>150%</u>	<u>250%</u>	<u>300%</u>
6.250% and below	19.2%	16.6%	11.4%	8.7%
6.375%	4.4%	1.7%	(3.9)%	(6.7)%
6.500% and above	**	**	**	**

Sensitivity of Class OA to Prepayments
Assumed Price 78.74%

<u>PSA Prepayment Assumption Rates</u>			
<u>100%</u>	<u>150%</u>	<u>250%</u>	<u>300%</u>
2.4%	2.9%	4.1%	4.7%

Sensitivity of Class SA to Prepayments
Assumed Price 13.32%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>150%</u>	<u>250%</u>	<u>300%</u>
0.150%	41.2%	38.9%	34.1%	31.8%
0.230%	40.5%	38.2%	33.4%	31.0%
3.115%	15.3%	12.7%	7.4%	4.7%
6.000% and above	**	**	**	**

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

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

Sensitivity of Class XS to Prepayments
Assumed Price 15.28%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>150%</u>	<u>250%</u>	<u>300%</u>
0.150%.....	38.4%	36.0%	31.2%	28.8%
0.230%.....	37.7%	35.4%	30.6%	28.1%
3.365%.....	13.9%	11.3%	6.0%	3.2%
6.500% and above.....	**	**	**	**

SECURITY GROUP 2
Sensitivity of Class CI to Prepayments
Assumed Price 22.05%*

	<u>PSA Prepayment Assumption Rates</u>				
	<u>100%</u>	<u>200%</u>	<u>300%</u>	<u>400%</u>	<u>402%</u>
	16.2%	11.0%	5.6%	0.2%	0.0%

Sensitivity of Class CS to Prepayments
Assumed Price 11.89%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>200%</u>	<u>300%</u>	<u>400%</u>
0.15%.....	50.7%	46.1%	41.5%	36.8%
0.23%.....	49.8%	45.3%	40.6%	36.0%
3.24%.....	20.0%	14.8%	9.5%	4.2%
6.25% and above.....	**	**	**	**

Sensitivity of Class CV to Prepayments
Assumed Price 1.5%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>200%</u>	<u>300%</u>	<u>400%</u>
0.15%.....	21.2%	16.1%	10.8%	5.5%
0.23%.....	27.3%	22.3%	17.3%	12.1%
3.49%.....	355.2%	351.5%	347.8%	344.0%
6.75% and above.....	878.4%	873.6%	868.8%	864.0%

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

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

Sensitivity of Class D to Prepayments
Assumed Price 0.83%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>200%</u>	<u>300%</u>	<u>400%</u>
6.250% and below	25.1%	20.1%	15.0%	9.7%
6.375%	7.7%	2.3%	(3.3)%	(9.0)%
6.500% and above	**	**	**	**

Sensitivity of Class EV to Prepayments
Assumed Price 0.85%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>200%</u>	<u>300%</u>	<u>400%</u>
6.500% and below	24.3%	19.2%	14.1%	8.9%
6.625%	7.3%	1.8%	(3.7)%	(9.5)%
6.750% and above	**	**	**	**

Sensitivity of Class OC to Prepayments
Assumed Price 82.75%

<u>PSA Prepayment Assumption Rates</u>			
<u>100%</u>	<u>200%</u>	<u>300%</u>	<u>400%</u>
1.8%	2.7%	3.6%	4.5%

Sensitivity of Class SC to Prepayments
Assumed Price 11.08%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>200%</u>	<u>300%</u>	<u>400%</u>
0.150%	52.5%	48.0%	43.4%	38.8%
0.230%	51.6%	47.1%	42.5%	37.9%
3.115%	20.8%	15.7%	10.4%	5.1%
6.000% and above	**	**	**	**

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

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

Sensitivity of Class XC to Prepayments
Assumed Price 12.72%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>200%</u>	<u>300%</u>	<u>400%</u>
0.150%.....	48.9%	44.3%	39.7%	35.0%
0.230%.....	48.2%	43.6%	38.9%	34.2%
3.365%.....	19.2%	14.0%	8.7%	3.3%
6.500% and above.....	**	**	**	**

Sensitivity of Class YC to Prepayments
Assumed Price 0.8%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>200%</u>	<u>300%</u>	<u>400%</u>
6.000% and below.....	26.5%	21.4%	16.3%	11.2%
6.125%.....	8.4%	3.0%	(2.6)%	(8.3)%
6.250% and above.....	**	**	**	**

SECURITY GROUP 3

Sensitivity of Class DI to Prepayments
Assumed Price 20.16%*

<u>PSA Prepayment Assumption Rates</u>				
<u>100%</u>	<u>175%</u>	<u>300%</u>	<u>392%</u>	<u>400%</u>
15.7%	11.7%	5.1%	0.0%	(0.4)%

Sensitivity of Class DO to Prepayments
Assumed Price 81.13%

<u>PSA Prepayment Assumption Rates</u>			
<u>100%</u>	<u>175%</u>	<u>300%</u>	<u>400%</u>
2.0%	2.8%	4.1%	5.1%

Sensitivity of Class DS to Prepayments
Assumed Price 12.54%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>175%</u>	<u>300%</u>	<u>400%</u>
0.15%.....	47.2%	43.7%	37.9%	33.2%
0.23%.....	46.4%	43.0%	37.1%	32.4%
3.24%.....	18.2%	14.3%	7.7%	2.3%
6.25% and above.....	**	**	**	**

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

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

**Sensitivity of Class DV to Prepayments
Assumed Price 1.5%***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>175%</u>	<u>300%</u>	<u>400%</u>
0.15%	21.0%	17.2%	10.7%	5.4%
0.23%	27.2%	23.4%	17.1%	12.0%
3.49%	354.9%	352.1%	347.4%	343.7%
6.75% and above	877.8%	874.2%	868.2%	863.4%

**Sensitivity of Class IG to Prepayments
Assumed Price 0.89%***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>175%</u>	<u>300%</u>	<u>400%</u>
6.500% and below	22.6%	18.8%	12.3%	7.1%
6.625%	6.4%	2.3%	(4.7)%	(10.5)%
6.750% and above	**	**	**	**

**Sensitivity of Class IH to Prepayments
Assumed Price 0.87%***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>175%</u>	<u>300%</u>	<u>400%</u>
6.250% and below	23.4%	19.6%	13.1%	7.9%
6.375%	6.7%	2.7%	(4.3)%	(10.1)%
6.500% and above	**	**	**	**

**Sensitivity of Class SD to Prepayments
Assumed Price 11.7%***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>175%</u>	<u>300%</u>	<u>400%</u>
0.150%	48.9%	45.4%	39.6%	35.0%
0.230%	48.0%	44.6%	38.8%	34.1%
3.115%	19.0%	15.1%	8.6%	3.2%
6.000% and above	**	**	**	**

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

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

Sensitivity of Class SK to Prepayments
Assumed Price 0.84%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>175%</u>	<u>300%</u>	<u>400%</u>
6.000% and below	24.6%	20.8%	14.4%	9.1%
6.125%	7.4%	3.3%	(3.7)%	(9.4)%
6.250% and above	**	**	**	**

Sensitivity of Class XD to Prepayments
Assumed Price 13.41%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>175%</u>	<u>300%</u>	<u>400%</u>
0.150%	45.6%	42.1%	36.3%	31.5%
0.230%	44.9%	41.4%	35.5%	30.8%
3.365%	17.5%	13.6%	7.0%	1.5%
6.500% and above	**	**	**	**

SECURITY GROUP 4

Sensitivity of Class IN to Prepayments
Assumed Price 0.85%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>200%</u>	<u>300%</u>	<u>400%</u>
6.500% and below	24.3%	19.2%	14.1%	8.9%
6.625%	7.3%	1.8%	(3.7)%	(9.5)%
6.750% and above	**	**	**	**

Sensitivity of Class J to Prepayments
Assumed Price 0.83%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>200%</u>	<u>300%</u>	<u>400%</u>
6.250% and below	25.1%	20.1%	15.0%	9.7%
6.375%	7.7%	2.3%	(3.3)%	(9.0)%
6.500% and above	**	**	**	**

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

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

Sensitivity of Class JI to Prepayments
Assumed Price 22.05%*

PSA Prepayment Assumption Rates				
100%	200%	300%	400%	402%
16.2%	11.0%	5.6%	0.2%	0.0%

Sensitivity of Class JS to Prepayments
Assumed Price 11.89%*

LIBOR	PSA Prepayment Assumption Rates			
	100%	200%	300%	400%
0.15%	50.7%	46.1%	41.5%	36.8%
0.23%	49.8%	45.3%	40.6%	36.0%
3.24%	20.0%	14.8%	9.5%	4.2%
6.25% and above	**	**	**	**

Sensitivity of Class JV to Prepayments
Assumed Price 1.5%*

LIBOR	PSA Prepayment Assumption Rates			
	100%	200%	300%	400%
0.15%	21.2%	16.1%	10.8%	5.5%
0.23%	27.3%	22.3%	17.3%	12.1%
3.49%	355.2%	351.5%	347.8%	344.0%
6.75% and above	878.4%	873.6%	868.8%	864.0%

Sensitivity of Class OJ to Prepayments
Assumed Price 82.75%

PSA Prepayment Assumption Rates			
100%	200%	300%	400%
1.8%	2.7%	3.6%	4.5%

Sensitivity of Class SH to Prepayments
Assumed Price 0.8%*

LIBOR	PSA Prepayment Assumption Rates			
	100%	200%	300%	400%
6.000% and below	26.5%	21.4%	16.3%	11.2%
6.125%	8.4%	3.0%	(2.6)%	(8.3)%
6.250% and above	**	**	**	**

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

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

**Sensitivity of Class SJ to Prepayments
Assumed Price 11.08%***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>200%</u>	<u>300%</u>	<u>400%</u>
0.150%.....	52.5%	48.0%	43.4%	38.8%
0.230%.....	51.6%	47.1%	42.5%	37.9%
3.115%.....	20.8%	15.7%	10.4%	5.1%
6.000% and above.....	**	**	**	**

**Sensitivity of Class XJ to Prepayments
Assumed Price 12.72%***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>200%</u>	<u>300%</u>	<u>400%</u>
0.150%.....	48.9%	44.3%	39.7%	35.0%
0.230%.....	48.2%	43.6%	38.9%	34.2%
3.365%.....	19.2%	14.0%	8.7%	3.3%
6.500% and above.....	**	**	**	**

SECURITY GROUP 5

**Sensitivity of Class IU to Prepayments
Assumed Price 0.91%***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>175%</u>	<u>300%</u>	<u>400%</u>
6.500% and below.....	21.9%	18.1%	11.6%	6.3%
6.625%.....	6.0%	1.9%	(5.1)%	(10.8)%
6.750% and above.....	**	**	**	**

**Sensitivity of Class OQ to Prepayments
Assumed Price 80.76%**

<u>PSA Prepayment Assumption Rates</u>			
<u>100%</u>	<u>175%</u>	<u>300%</u>	<u>400%</u>
2.1%	2.8%	4.1%	5.2%

**Sensitivity of Class QI to Prepayments
Assumed Price 20.54%***

<u>PSA Prepayment Assumption Rates</u>				
<u>100%</u>	<u>175%</u>	<u>300%</u>	<u>382%</u>	<u>400%</u>
15.2%	11.2%	4.5%	0.1%	(0.9)%

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

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

Sensitivity of Class QS to Prepayments
Assumed Price 12.8%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>175%</u>	<u>300%</u>	<u>400%</u>
0.15%	46.0%	42.5%	36.7%	32.0%
0.23%	45.2%	41.8%	36.0%	31.2%
3.24%	17.7%	13.8%	7.2%	1.9%
6.25% and above	**	**	**	**

Sensitivity of Class QV to Prepayments
Assumed Price 0.86%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>175%</u>	<u>300%</u>	<u>400%</u>
6.000% and below	23.8%	20.0%	13.6%	8.3%
6.125%	7.0%	2.9%	(4.1)%	(9.8)%
6.250% and above	**	**	**	**

Sensitivity of Class SP to Prepayments
Assumed Price 0.88%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>175%</u>	<u>300%</u>	<u>400%</u>
6.250% and below	23.0%	19.2%	12.8%	7.5%
6.375%	6.6%	2.5%	(4.5)%	(10.2)%
6.500% and above	**	**	**	**

Sensitivity of Class SQ to Prepayments
Assumed Price 11.94%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>175%</u>	<u>300%</u>	<u>400%</u>
0.150%	47.6%	44.2%	38.4%	33.8%
0.230%	46.8%	43.4%	37.6%	32.9%
3.115%	18.5%	14.6%	8.1%	2.7%
6.000% and above	**	**	**	**

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

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

**Sensitivity of Class XN to Prepayments
Assumed Price 1.5%***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>175%</u>	<u>300%</u>	<u>400%</u>
0.15%	21.1%	17.2%	10.7%	5.5%
0.23%	27.2%	23.5%	17.2%	12.0%
3.49%	345.8%	343.1%	338.5%	334.8%
6.75% and above	833.0%	829.7%	824.0%	819.4%

**Sensitivity of Class XQ to Prepayments
Assumed Price 13.69%***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>175%</u>	<u>300%</u>	<u>400%</u>
0.150%	44.4%	41.0%	35.1%	30.4%
0.230%	43.7%	40.2%	34.4%	29.6%
3.365%	17.0%	13.1%	6.5%	1.1%
6.500% and above	**	**	**	**

SECURITY GROUP 6

**Sensitivity of Class NP to Prepayments
Assumed Price 0.91%***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>200%</u>	<u>300%</u>	<u>400%</u>
6.500% and below	22.0%	16.9%	11.7%	6.5%
6.625%	6.1%	0.6%	(5.0)%	(10.7)%
6.750% and above	**	**	**	**

**Sensitivity of Class NQ to Prepayments
Assumed Price 0.89%***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>200%</u>	<u>300%</u>	<u>400%</u>
6.250% and below	22.7%	17.7%	12.5%	7.2%
6.375%	6.5%	1.0%	(4.6)%	(10.3)%
6.500% and above	**	**	**	**

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

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

**Sensitivity of Class OW to Prepayments
Assumed Price 81.48%**

PSA Prepayment Assumption Rates			
<u>100%</u>	<u>200%</u>	<u>300%</u>	<u>400%</u>
2.0%	2.9%	3.9%	4.9%

**Sensitivity of Class SW to Prepayments
Assumed Price 11.79%***

LIBOR	PSA Prepayment Assumption Rates			
	<u>100%</u>	<u>200%</u>	<u>300%</u>	<u>400%</u>
0.150%.....	48.5%	44.0%	39.4%	34.7%
0.230%.....	47.7%	43.1%	38.5%	33.8%
3.115%.....	19.0%	13.8%	8.6%	3.2%
6.000% and above.....	**	**	**	**

**Sensitivity of Class W to Prepayments
Assumed Price 1.2%***

LIBOR	PSA Prepayment Assumption Rates			
	<u>100%</u>	<u>200%</u>	<u>300%</u>	<u>400%</u>
0.15%.....	29.0%	24.1%	19.1%	14.0%
0.23%.....	36.8%	32.0%	27.2%	22.3%
3.49%.....	470.0%	466.2%	462.3%	458.5%
6.75% and above.....	1,183.0%	1,177.8%	1,172.5%	1,167.1%

**Sensitivity of Class WI to Prepayments
Assumed Price 23.57%***

PSA Prepayment Assumption Rates				
<u>100%</u>	<u>200%</u>	<u>300%</u>	<u>369%</u>	<u>400%</u>
14.5%	9.2%	3.8%	0.0%	(1.7)%

**Sensitivity of Class WS to Prepayments
Assumed Price 12.65%***

LIBOR	PSA Prepayment Assumption Rates			
	<u>100%</u>	<u>200%</u>	<u>300%</u>	<u>400%</u>
0.15%.....	46.8%	42.2%	37.6%	32.9%
0.23%.....	46.1%	41.4%	36.8%	32.1%
3.24%.....	18.2%	13.0%	7.7%	2.3%
6.25% and above.....	**	**	**	**

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

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

**Sensitivity of Class WV to Prepayments
Assumed Price 0.86%***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>200%</u>	<u>300%</u>	<u>400%</u>
6.000% and below	23.9%	18.8%	13.7%	8.5%
6.125%	7.1%	1.6%	(3.9)%	(9.7)%
6.250% and above	**	**	**	**

**Sensitivity of Class XW to Prepayments
Assumed Price 13.54%***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>200%</u>	<u>300%</u>	<u>400%</u>
0.150%	45.2%	40.6%	35.9%	31.2%
0.230%	44.5%	39.8%	35.2%	30.4%
3.365%	17.4%	12.2%	6.9%	1.5%
6.500% and above	**	**	**	**

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

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

CERTAIN FEDERAL INCOME TAX CONSEQUENCES

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

U.S. Treasury Circular 230 Notice

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

REMIC Election

In the opinion of K&L Gates LLP, the Trust will constitute a Single REMIC Series for federal income tax purposes.

Regular Securities

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

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

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

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

Residual Securities

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

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

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

MX Securities

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

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

ERISA MATTERS

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

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

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

See “ERISA Considerations” in the Base Offering Circular.

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

LEGAL INVESTMENT CONSIDERATIONS

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

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

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

PLAN OF DISTRIBUTION

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

small sales. In the usual case, the commission charged on a relatively small sale of securities will be a higher percentage of the sales price than that charged on a large sale of securities.

INCREASE IN SIZE

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

Schedule I

Available Combinations(1)

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Security Group 1								
Combination 1								
A	\$ 41,683,922	AB	\$ 97,262,484	PT	3.00%	FIX	38376VKM8	February 2040
AV	41,683,922							
IA	41,683,922							
IB	41,683,922							
OA	97,262,484							
SA	41,683,922							
Combination 2								
A	\$ 48,631,242	AC	\$ 97,262,484	PT	3.50%	FIX	38376VKN6	February 2040
AV	48,631,242							
IA	48,631,242							
IB	48,631,242							
OA	97,262,484							
SA	48,631,242							
Combination 3								
A	\$ 55,578,562	AD	\$ 86,455,541	PT	4.50%	FIX	38376VKP1	February 2040
AV	55,578,562							
IA	55,578,562							
IB	55,578,562							
OA	86,455,541							
SA	55,578,562							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 4								
A	\$ 55,578,562	AE	\$ 77,809,987	PT	5.00%	FIX	38376VKQ9	February 2040
AV	55,578,562							
IA	55,578,562							
IB	55,578,562							
OA	77,809,987							
SA	55,578,562							
Combination 5								
A	\$ 55,578,562	AG	\$ 74,104,749	PT	5.25%	FIX	38376VKK7	February 2040
AV	55,578,562							
IA	55,578,562							
IB	55,578,562							
OA	74,104,749							
SA	55,578,562							
Combination 6								
A	\$ 55,578,562	AH	\$ 70,736,352	PT	5.50%	FIX	38376VKS5	February 2040
AV	55,578,562							
IA	55,578,562							
IB	55,578,562							
OA	70,736,352							
SA	55,578,562							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 7								
A	\$ 55,578,562	AJ	\$ 67,660,858	PT	5.75%	FIX	38376VKT3	February 2040
AV	55,578,562							
IA	55,578,562							
IB	55,578,562							
OA	67,660,858							
SA	55,578,562							
Combination 8								
A	\$ 55,578,562	AK	\$ 64,841,656	PT	6.00%	FIX	38376VKU0	February 2040
AV	55,578,562							
IA	55,578,562							
IB	55,578,562							
OA	64,841,656							
SA	55,578,562							
Combination 9								
A	\$ 55,578,562	AL	\$ 62,247,989	PT	6.25%	FIX	38376VKV8	February 2040
AV	55,578,562							
IA	55,578,562							
IB	55,578,562							
OA	62,247,989							
SA	55,578,562							

REMIC Securities

MX Securities

<u>Class</u>	<u>Original Class Principal Balance or Class Notional Balance</u>	<u>Related MX Class</u>	<u>Maximum Original Class Principal Balance or Class Notional Balance(2)</u>	<u>Principal Type(3)</u>	<u>Interest Rate</u>	<u>Interest Type(3)</u>	<u>CUSIP Number</u>	<u>Final Distribution Date(4)</u>
Combination 10								
A	\$ 55,578,562	AM	\$ 59,853,836	PT	6.50%	FIX	38376VKW6	February 2040
AV	55,578,562							
IA	55,578,562							
IB	55,578,562							
OA	59,853,836							
SA	55,578,562							
Combination 11								
A	\$ 55,578,562	AN	\$ 57,637,027	PT	6.75%	FIX	38376VKX4	February 2040
AV	55,578,562							
IA	55,578,562							
IB	55,578,562							
OA	57,637,027							
SA	55,578,562							
Combination 12								
A	\$ 55,578,562	AP	\$ 55,578,562	PT	7.00%	FIX	38376VKY2	February 2040
AV	55,578,562							
IA	55,578,562							
IB	55,578,562							
OA	55,578,562							
SA	55,578,562							

REMIC Securities

MX Securities

<u>Class</u>	<u>Original Class Principal Balance or Class Notional Balance</u>	<u>Related MX Class</u>	<u>Maximum Original Class Principal Balance or Class Notional Balance(2)</u>	<u>Principal Type(3)</u>	<u>Interest Rate</u>	<u>Interest Type(3)</u>	<u>CUSIP Number</u>	<u>Final Distribution Date(4)</u>
Combination 13								
A	\$ 55,578,562	AQ	\$ 53,662,060	PT	7.25%	FIX	38376VKZ9	February 2040
AV	55,578,562							
IA	55,578,562							
IB	55,578,562							
OA	53,662,060							
SA	55,578,562							
Combination 14								
A	\$ 55,578,562	AT	\$ 51,873,324	PT	7.50%	FIX	38376VLA3	February 2040
AV	55,578,562							
IA	55,578,562							
IB	55,578,562							
OA	51,873,324							
SA	55,578,562							
Combination 15								
A	\$ 55,578,562	AU	\$ 50,199,991	PT	7.75%	FIX	38376VLB1	February 2040
AV	55,578,562							
IA	55,578,562							
IB	55,578,562							
OA	50,199,991							
SA	55,578,562							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 16								
A	\$ 55,578,562	AW	\$ 48,631,242	PT	8.00%	FIX	38376VLC9	February 2040
AV	55,578,562							
IA	55,578,562							
IB	55,578,562							
OA	48,631,242							
SA	55,578,562							
Combination 17								
A	\$ 55,578,562	AX	\$ 47,157,568	PT	8.25%	FIX	38376VLD7	February 2040
AV	55,578,562							
IA	55,578,562							
IB	55,578,562							
OA	47,157,568							
SA	55,578,562							
Combination 18								
A	\$ 55,578,562	AY	\$ 45,770,580	PT	8.50%	FIX	38376VLE5	February 2040
AV	55,578,562							
IA	55,578,562							
IB	55,578,562							
OA	45,770,580							
SA	55,578,562							

REMIC Securities

MX Securities

Class	Original Class Principal Balance or Class Notional Balance	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 19							
A	\$ 12,350,792	\$ 43,227,770	PT	(5)	FLT	38376VLF2	February 2040
AV	55,578,562						
IA	55,578,562						
IB	55,578,562						
OA	43,227,770						
SA	12,350,792						
Combination 20							
A	\$ 55,578,562	\$ 55,578,562	NTL (PT)	(5)	INV/IO	38376VLG0	February 2040
SA	55,578,562						
Combination 21							
AV	\$ 55,578,562	\$ 55,578,562	PT	(5)	FLT	38376VLH8	February 2040
IA	55,578,562						
OA	55,578,562						
Combination 22							
AV	\$ 55,578,562	\$ 55,578,562	PT	(5)	FLT	38376VLJ4	February 2040
IA	55,578,562						
IB	55,578,562						
OA	55,578,562						
Combination 23							
A	\$ 55,578,562	\$ 55,578,562	PT	(5)	FLT	38376VLK1	February 2040
AV	55,578,562						
IA	55,578,562						
IB	55,578,562						
OA	55,578,562						

REMIC Securities

Class	Original Class Principal Balance or Class Notional Balance
Combination 24	
IB	\$ 55,578,562
A	55,578,562
SA	55,578,562
Combination 25	
A	\$ 6,947,321
AV	55,578,562
IA	55,578,562
IB	55,578,562
OA	48,631,242
SA	6,947,321
Combination 26	
A	\$ 55,578,562
AV	55,578,562
IA	55,578,562
IB	55,578,562
SA	55,578,562

Security Group 2

Combination 27	
CV	\$ 121,862,130
D	121,862,130
EV	121,862,130
OC	284,344,971
SC	121,862,130
YC	121,862,130

MX Securities

Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
XS	\$ 55,578,562	NTL (PT)	(5)	INV/IO	38376VLL9	February 2040
FB	\$ 48,631,242	PT	(5)	FLT	38376VLM7	February 2040
AI	\$ 97,262,484	NTL (PT)	4.00%	FIX/IO	38376VLN5	February 2040
CA	\$ 284,344,971	PT	3.00%	FIX	38376VLP0	February 2040

REMIC Securities

<u>Class</u>	<u>Original Class Principal Balance or Class Notional Balance</u>
Combination 28	
CV	\$ 142,172,485
D	142,172,485
EV	142,172,485
OC	284,344,971
SC	142,172,485
YC	142,172,485
Combination 29	
CV	\$ 162,482,840
D	162,482,840
EV	162,482,840
OC	284,344,971
SC	162,482,840
YC	162,482,840
Combination 30	
CV	\$ 182,793,195
D	182,793,195
EV	182,793,195
OC	284,344,971
SC	182,793,195
YC	182,793,195

MX Securities

<u>Related MX Class</u>	<u>Maximum Original Class Principal Balance or Class Notional Balance(2)</u>	<u>Principal Type(3)</u>	<u>Interest Rate</u>	<u>Interest Type(3)</u>	<u>CUSIP Number</u>	<u>Final Distribution Date(4)</u>
CB	\$ 284,344,971	PT	3.50%	FIX	38376VLQ8	February 2040
CD	\$ 284,344,971	PT	4.00%	FIX	38376VLR6	February 2040
CE	\$ 284,344,971	PT	4.50%	FIX	38376VLS4	February 2040

REMIC Securities

MX Securities

<u>Class</u>	<u>Original Class Principal Balance or Class Notional Balance</u>	<u>Related MX Class</u>	<u>Maximum Original Class Principal Balance or Class Notional Balance(2)</u>	<u>Principal Type(3)</u>	<u>Interest Rate</u>	<u>Interest Type(3)</u>	<u>CUSIP Number</u>	<u>Final Distribution Date(4)</u>
Combination 31								
CV	\$ 203,103,550	CG	\$ 270,804,734	PT	5.25%	FIX	38376VLT2	February 2040
D	203,103,550							
EV	203,103,550							
OC	270,804,734							
SC	203,103,550							
YC	203,103,550							
Combination 32								
CV	\$ 203,103,550	CH	\$ 258,495,428	PT	5.50%	FIX	38376VLU9	February 2040
D	203,103,550							
EV	203,103,550							
OC	258,495,428							
SC	203,103,550							
YC	203,103,550							
Combination 33								
CV	\$ 203,103,550	CJ	\$ 247,256,496	PT	5.75%	FIX	38376VLV7	February 2040
D	203,103,550							
EV	203,103,550							
OC	247,256,496							
SC	203,103,550							
YC	203,103,550							

REMIC Securities

MX Securities

<u>Class</u>	<u>Original Class Principal Balance or Class Notional Balance</u>	<u>Related MX Class</u>	<u>Maximum Original Class Principal Balance or Class Notional Balance(2)</u>	<u>Principal Type(3)</u>	<u>Interest Rate</u>	<u>Interest Type(3)</u>	<u>CUSIP Number</u>	<u>Final Distribution Date(4)</u>
Combination 34								
CV	\$ 203,103,550	CK	\$ 236,954,142	PT	6.00%	FIX	38376VLW5	February 2040
D	203,103,550							
EV	203,103,550							
OC	236,954,142							
SC	203,103,550							
YC	203,103,550							
Combination 35								
CV	\$ 203,103,550	CL	\$ 227,475,976	PT	6.25%	FIX	38376VLX3	February 2040
D	203,103,550							
EV	203,103,550							
OC	227,475,976							
SC	203,103,550							
YC	203,103,550							
Combination 36								
CV	\$ 203,103,550	CM	\$ 218,726,900	PT	6.50%	FIX	38376VLY1	February 2040
D	203,103,550							
EV	203,103,550							
OC	218,726,900							
SC	203,103,550							
YC	203,103,550							

REMIC Securities

MX Securities

<u>Class</u>	<u>Original Class Principal Balance or Class Notional Balance</u>	<u>Related MX Class</u>	<u>Maximum Original Class Principal Balance or Class Notional Balance(2)</u>	<u>Principal Type(3)</u>	<u>Interest Rate</u>	<u>Interest Type(3)</u>	<u>CUSIP Number</u>	<u>Final Distribution Date(4)</u>
Combination 37								
CV	\$ 203,103,550	CN	\$ 210,625,904	PT	6.75%	FIX	38376VLZ8	February 2040
D	203,103,550							
EV	203,103,550							
OC	210,625,904							
SC	203,103,550							
YC	203,103,550							
Combination 38								
CV	\$ 203,103,550	CP	\$ 203,103,550	PT	7.00%	FIX	38376VMA2	February 2040
D	203,103,550							
EV	203,103,550							
OC	203,103,550							
SC	203,103,550							
YC	203,103,550							
Combination 39								
CV	\$ 203,103,550	CQ	\$ 196,099,980	PT	7.25%	FIX	38376VMB0	February 2040
D	203,103,550							
EV	203,103,550							
OC	196,099,980							
SC	203,103,550							
YC	203,103,550							

REMIC Securities		MX Securities						
<u>Class</u>	<u>Original Class Principal Balance or Class Notional Balance</u>	<u>Related MX Class</u>	<u>Maximum Original Class Principal Balance or Class Notional Balance(2)</u>	<u>Principal Type(3)</u>	<u>Interest Rate</u>	<u>Interest Type(3)</u>	<u>CUSIP Number</u>	<u>Final Distribution Date(4)</u>
Combination 40								
CV	\$ 203,103,550	CT	\$ 189,563,314	PT	7.50%	FIX	38376VMC8	February 2040
D	203,103,550							
EV	203,103,550							
OC	189,563,314							
SC	203,103,550							
YC	203,103,550							
Combination 41								
CV	\$ 203,103,550	CU	\$ 183,448,368	PT	7.75%	FIX	38376VMD6	February 2040
D	203,103,550							
EV	203,103,550							
OC	183,448,368							
SC	203,103,550							
YC	203,103,550							
Combination 42								
CV	\$ 203,103,550	CW	\$ 177,715,606	PT	8.00%	FIX	38376VME4	February 2040
D	203,103,550							
EV	203,103,550							
OC	177,715,606							
SC	203,103,550							
YC	203,103,550							

REMIC Securities		MX Securities						
<u>Class</u>	<u>Original Class Principal Balance or Class Notional Balance</u>	<u>Related MX Class</u>	<u>Maximum Original Class Principal Balance or Class Notional Balance(2)</u>	<u>Principal Type(3)</u>	<u>Interest Rate</u>	<u>Interest Type(3)</u>	<u>CUSIP Number</u>	<u>Final Distribution Date(4)</u>
Combination 43								
CV	\$ 203,103,550	CX	\$ 172,330,285	PT	8.25%	FIX	38376VMF1	February 2040
D	203,103,550							
EV	203,103,550							
OC	172,330,285							
SC	203,103,550							
YC	203,103,550							
Combination 44								
CV	\$ 203,103,550	CY	\$ 167,261,747	PT	8.50%	FIX	38376VMG9	February 2040
D	203,103,550							
EV	203,103,550							
OC	167,261,747							
SC	203,103,550							
YC	203,103,550							
Combination 45								
CV	\$ 203,103,550	HE	\$ 157,969,428	PT	(5)	FLT	38376VMH7	February 2040
D	203,103,550							
EV	203,103,550							
OC	157,969,428							
SC	45,134,123							
YC	45,134,123							
Combination 46								
SC	\$ 203,103,550	CS	\$ 203,103,550	NTL (PT)	(5)	INV/IO	38376VMJ3	February 2040
YC	203,103,550							

<u>REMIC Securities</u>		<u>MX Securities</u>						
<u>Class</u>	<u>Original Class Principal Balance or Class Notional Balance</u>	<u>Related MX Class</u>	<u>Maximum Original Class Principal Balance or Class Notional Balance(2)</u>	<u>Principal Type(3)</u>	<u>Interest Rate</u>	<u>Interest Type(3)</u>	<u>CUSIP Number</u>	<u>Final Distribution Date(4)</u>
Combination 47								
CV	\$ 203,103,550	CF	\$ 203,103,550	PT	(5)	FLT	38376VMK0	February 2040
EV	203,103,550							
OC	203,103,550							
Combination 48								
CV	\$ 203,103,550	FC	\$ 203,103,550	PT	(5)	FLT	38376VML8	February 2040
D	203,103,550							
EV	203,103,550							
OC	203,103,550							
Combination 49								
CV	\$ 203,103,550	KF	\$ 203,103,550	PT	(5)	FLT	38376VMM6	February 2040
D	203,103,550							
EV	203,103,550							
OC	203,103,550							
YC	203,103,550							
Combination 50								
D	\$ 203,103,550	XC	\$ 203,103,550	NTL (PT)	(5)	INV/IO	38376VMN4	February 2040
SC	203,103,550							
YC	203,103,550							
Combination 51								
CV	\$ 203,103,550	FE	\$ 177,715,607	PT	(5)	FLT	38376VMP9	February 2040
D	203,103,550							
EV	203,103,550							
OC	177,715,607							
SC	25,387,944							
YC	25,387,944							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 52								
CV	\$ 203,103,550	CI	\$ 284,344,971	NTL (PT)	5.00%	FIX/IO	38376VMQ7	February 2040
EV	203,103,550							
D	203,103,550							
SC	203,103,550							
YC	203,103,550							
Security Group 3								
Combination 53								
DO	\$ 99,971,738	DA	\$ 99,971,738	PT	3.00%	FIX	38376VMR5	February 2040
DV	42,845,030							
IG	42,845,030							
IH	42,845,030							
SD	42,845,030							
SK	42,845,030							
Combination 54								
DO	\$ 99,971,738	DB	\$ 99,971,738	PT	3.50%	FIX	38376VMS3	February 2040
DV	49,985,869							
IG	49,985,869							
IH	49,985,869							
SD	49,985,869							
SK	49,985,869							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 55								
DO	\$ 99,971,738	DC	\$ 99,971,738	PT	4.00%	FIX	38376VMT1	February 2040
DV	57,126,707							
IG	57,126,707							
IH	57,126,707							
SD	57,126,707							
SK	57,126,707							
Combination 56								
DO	\$ 89,974,564	DE	\$ 89,974,564	PT	5.00%	FIX	38376VMU8	February 2040
DV	64,267,545							
IG	64,267,545							
IH	64,267,545							
SD	64,267,545							
SK	64,267,545							
Combination 57								
DO	\$ 85,690,061	DG	\$ 85,690,061	PT	5.25%	FIX	38376VMV6	February 2040
DV	64,267,545							
IG	64,267,545							
IH	64,267,545							
SD	64,267,545							
SK	64,267,545							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 58								
DO	\$ 81,795,058	DH	\$ 81,795,058	PT	5.50%	FIX	38376VMW4	February 2040
DV	64,267,545							
IG	64,267,545							
IH	64,267,545							
SD	64,267,545							
SK	64,267,545							
Combination 59								
DO	\$ 78,238,751	DJ	\$ 78,238,751	PT	5.75%	FIX	38376VMX2	February 2040
DV	64,267,545							
IG	64,267,545							
IH	64,267,545							
SD	64,267,545							
SK	64,267,545							
Combination 60								
DO	\$ 74,978,803	DK	\$ 74,978,803	PT	6.00%	FIX	38376VMY0	February 2040
DV	64,267,545							
IG	64,267,545							
IH	64,267,545							
SD	64,267,545							
SK	64,267,545							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 61								
DO	\$ 71,979,651	DL	\$ 71,979,651	PT	6.25%	FIX	38376VMZ7	February 2040
DV	64,267,545							
IG	64,267,545							
IH	64,267,545							
SD	64,267,545							
SK	64,267,545							
Combination 62								
DO	\$ 69,211,203	DM	\$ 69,211,203	PT	6.50%	FIX	38376VNA1	February 2040
DV	64,267,545							
IG	64,267,545							
IH	64,267,545							
SD	64,267,545							
SK	64,267,545							
Combination 63								
DO	\$ 66,647,825	DN	\$ 66,647,825	PT	6.75%	FIX	38376VNB9	February 2040
DV	64,267,545							
IG	64,267,545							
IH	64,267,545							
SD	64,267,545							
SK	64,267,545							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 64								
DO	\$ 64,267,545	DP	\$ 64,267,545	PT	7.00%	FIX	38376VNC7	February 2040
DV	64,267,545							
IG	64,267,545							
IH	64,267,545							
SD	64,267,545							
SK	64,267,545							
Combination 65								
DO	\$ 62,051,423	DQ	\$ 62,051,423	PT	7.25%	FIX	38376VND5	February 2040
DV	64,267,545							
IG	64,267,545							
IH	64,267,545							
SD	64,267,545							
SK	64,267,545							
Combination 66								
DO	\$ 59,983,042	DT	\$ 59,983,042	PT	7.50%	FIX	38376VNE3	February 2040
DV	64,267,545							
IG	64,267,545							
IH	64,267,545							
SD	64,267,545							
SK	64,267,545							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 67								
DO	\$ 58,048,105	DU	\$ 58,048,105	PT	7.75%	FIX	38376VNF0	February 2040
DV	64,267,545							
IG	64,267,545							
IH	64,267,545							
SD	64,267,545							
SK	64,267,545							
Combination 68								
DO	\$ 56,234,102	DW	\$ 56,234,102	PT	8.00%	FIX	38376VNG8	February 2040
DV	64,267,545							
IG	64,267,545							
IH	64,267,545							
SD	64,267,545							
SK	64,267,545							
Combination 69								
DO	\$ 54,530,038	DX	\$ 54,530,038	PT	8.25%	FIX	38376VNH6	February 2040
DV	64,267,545							
IG	64,267,545							
IH	64,267,545							
SD	64,267,545							
SK	64,267,545							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 70								
DO	\$ 52,926,214	DY	\$ 52,926,214	PT	8.50%	FIX	38376VNJ2	February 2040
DV	64,267,545							
IG	64,267,545							
IH	64,267,545							
SD	64,267,545							
SK	64,267,545							
Combination 71								
DO	\$ 49,985,869	HG	\$ 49,985,869	PT	(5)	FLT	38376VNK9	February 2040
DV	64,267,545							
IG	64,267,545							
IH	64,267,545							
SD	14,281,677							
SK	14,281,677							
Combination 72								
SD	\$ 64,267,545	DS	\$ 64,267,545	NTL (PT)	(5)	INV/IO	38376VNL7	February 2040
SK	64,267,545							
Combination 73								
DO	\$ 64,267,545	DF	\$ 64,267,545	PT	(5)	FLT	38376VNM5	February 2040
DV	64,267,545							
IG	64,267,545							
Combination 74								
DO	\$ 64,267,545	FH	\$ 64,267,545	PT	(5)	FLT	38376VNN3	February 2040
DV	64,267,545							
IG	64,267,545							
IH	64,267,545							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 75								
DO	\$ 64,267,545	FK	\$ 64,267,545	PT	(5)	FLT	38376VNP8	February 2040
DV	64,267,545							
IG	64,267,545							
IH	64,267,545							
SK	64,267,545							
Combination 76								
IH	\$ 64,267,545	XD	\$ 64,267,545	NTL (PT)	(5)	INV/IO	38376VNO6	February 2040
SD	64,267,545							
SK	64,267,545							
Combination 77								
DO	\$ 56,234,102	FD	\$ 56,234,102	PT	(5)	FLT	38376VNR4	February 2040
DV	64,267,545							
IG	64,267,545							
IH	64,267,545							
SD	8,033,443							
SK	8,033,443							
Combination 78								
DV	\$ 64,267,545	DI	\$ 99,971,738	NTL (PT)	4.50%	FIX/IO	38376VNS2	February 2040
IG	64,267,545							
IH	64,267,545							
SD	64,267,545							
SK	64,267,545							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Security Group 4								
Combination 79								
IN	\$ 141,601,125	JA	\$ 330,402,625	PT	3.00%	FIX	38376VNT0	February 2040
J	141,601,125							
JV	141,601,125							
OJ	330,402,625							
SH	141,601,125							
SJ	141,601,125							
Combination 80								
IN	\$ 165,201,313	JB	\$ 330,402,625	PT	3.50%	FIX	38376VNU7	February 2040
J	165,201,313							
JV	165,201,313							
OJ	330,402,625							
SH	165,201,313							
SJ	165,201,313							
Combination 81								
IN	\$ 188,801,500	JC	\$ 330,402,625	PT	4.00%	FIX	38376VNV5	February 2040
J	188,801,500							
JV	188,801,500							
OJ	330,402,625							
SH	188,801,500							
SJ	188,801,500							

REMIC Securities

MX Securities

<u>Class</u>	<u>Original Class Principal Balance or Class Notional Balance</u>	<u>Maximum Original Class Principal Balance or Class Notional Balance(2)</u>	<u>Principal Type(3)</u>	<u>Interest Rate</u>	<u>Interest Type(3)</u>	<u>CUSIP Number</u>	<u>Final Distribution Date(4)</u>
Combination 82							
IN	\$ 212,401,688	\$ 330,402,625	PT	4.50%	FIX	38376VNW3	February 2040
J	212,401,688						
JV	212,401,688						
OJ	330,402,625						
SH	212,401,688						
SJ	212,401,688						
Combination 83							
IN	\$ 236,001,875	\$ 314,669,166	PT	5.25%	FIX	38376VNX1	February 2040
J	236,001,875						
JV	236,001,875						
OJ	314,669,166						
SH	236,001,875						
SJ	236,001,875						
Combination 84							
IN	\$ 236,001,875	\$ 300,366,022	PT	5.50%	FIX	38376VNY9	February 2040
J	236,001,875						
JV	236,001,875						
OJ	300,366,022						
SH	236,001,875						
SJ	236,001,875						

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 85								
IN	\$ 236,001,875	JH	\$ 287,306,630	PT	5.75%	FIX	38376VNZ6	February 2040
J	236,001,875							
JV	236,001,875							
OJ	287,306,630							
SH	236,001,875							
SJ	236,001,875							
Combination 86								
IN	\$ 236,001,875	JK	\$ 275,335,520	PT	6.00%	FIX	38376VPA9	February 2040
J	236,001,875							
JV	236,001,875							
OJ	275,335,520							
SH	236,001,875							
SJ	236,001,875							
Combination 87								
IN	\$ 236,001,875	JL	\$ 264,322,100	PT	6.25%	FIX	38376VPB7	February 2040
J	236,001,875							
JV	236,001,875							
OJ	264,322,100							
SH	236,001,875							
SJ	236,001,875							

REMIC Securities

MX Securities

<u>Class</u>	<u>Original Class Principal Balance or Class Notional Balance</u>	<u>Related MX Class</u>	<u>Maximum Original Class Principal Balance or Class Notional Balance(2)</u>	<u>Principal Type(3)</u>	<u>Interest Rate</u>	<u>Interest Type(3)</u>	<u>CUSIP Number</u>	<u>Final Distribution Date(4)</u>
Combination 88								
IN	\$ 236,001,875	JM	\$ 254,155,865	PT	6.50%	FIX	38376VPC5	February 2040
J	236,001,875							
JV	236,001,875							
OJ	254,155,865							
SH	236,001,875							
SJ	236,001,875							
Combination 89								
IN	\$ 236,001,875	JN	\$ 244,742,685	PT	6.75%	FIX	38376VPD3	February 2040
J	236,001,875							
JV	236,001,875							
OJ	244,742,685							
SH	236,001,875							
SJ	236,001,875							
Combination 90								
IN	\$ 236,001,875	JP	\$ 236,001,875	PT	7.00%	FIX	38376VPE1	February 2040
J	236,001,875							
JV	236,001,875							
OJ	236,001,875							
SH	236,001,875							
SJ	236,001,875							

REMIC Securities		MX Securities						
<u>Class</u>	<u>Original Class Principal Balance or Class Notional Balance</u>	<u>Related MX Class</u>	<u>Maximum Original Class Principal Balance or Class Notional Balance(2)</u>	<u>Principal Type(3)</u>	<u>Interest Rate</u>	<u>Interest Type(3)</u>	<u>CUSIP Number</u>	<u>Final Distribution Date(4)</u>
Combination 91								
IN	\$ 236,001,875	JQ	\$ 227,863,879	PT	7.25%	FIX	38376VPPF8	February 2040
J	236,001,875							
JV	236,001,875							
OJ	227,863,879							
SH	236,001,875							
SJ	236,001,875							
Combination 92								
IN	\$ 236,001,875	JT	\$ 220,268,416	PT	7.50%	FIX	38376VPG6	February 2040
J	236,001,875							
JV	236,001,875							
OJ	220,268,416							
SH	236,001,875							
SJ	236,001,875							
Combination 93								
IN	\$ 236,001,875	JU	\$ 213,162,983	PT	7.75%	FIX	38376VPH4	February 2040
J	236,001,875							
JV	236,001,875							
OJ	213,162,983							
SH	236,001,875							
SJ	236,001,875							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 94								
IN	\$ 236,001,875	JW	\$ 206,501,640	PT	8.00%	FIX	38376VPIJ0	February 2040
J	236,001,875							
JV	236,001,875							
OJ	206,501,640							
SH	236,001,875							
SJ	236,001,875							
Combination 95								
IN	\$ 236,001,875	JX	\$ 200,244,015	PT	8.25%	FIX	38376VPK7	February 2040
J	236,001,875							
JV	236,001,875							
OJ	200,244,015							
SH	236,001,875							
SJ	236,001,875							
Combination 96								
IN	\$ 236,001,875	JY	\$ 194,354,485	PT	8.50%	FIX	38376VPL5	February 2040
J	236,001,875							
JV	236,001,875							
OJ	194,354,485							
SH	236,001,875							
SJ	236,001,875							

REMIC Securities

MX Securities

Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 97								
IN	\$ 236,001,875	HN	\$ 183,557,014	PT	(5)	FLT	38376VPM3	February 2040
J	236,001,875							
JV	236,001,875							
OJ	183,557,014							
SH	52,444,862							
SJ	52,444,862							
Combination 98								
SH	\$ 236,001,875	JS	\$ 236,001,875	NTL (PT)	(5)	INV/IO	38376VPM1	February 2040
SJ	236,001,875							
Combination 99								
IN	\$ 236,001,875	JF	\$ 236,001,875	PT	(5)	FLT	38376VPP6	February 2040
JV	236,001,875							
OJ	236,001,875							
Combination 100								
IN	\$ 236,001,875	FJ	\$ 236,001,875	PT	(5)	FLT	38376VPQ4	February 2040
J	236,001,875							
JV	236,001,875							
OJ	236,001,875							
Combination 101								
IN	\$ 236,001,875	FP	\$ 236,001,875	PT	(5)	FLT	38376VPR2	February 2040
J	236,001,875							
JV	236,001,875							
OJ	236,001,875							
SH	236,001,875							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 102								
J	\$ 236,001,875	XJ	\$ 236,001,875	NTL (PT)	(5)	INV/IO	38376VPS0	February 2040
SH	236,001,875							
SJ	236,001,875							
Combination 103								
IN	\$ 236,001,875	FG	\$ 206,501,641	PT	(5)	FLT	38376VPT8	February 2040
J	236,001,875							
JV	236,001,875							
OJ	206,501,641							
SH	29,500,235							
SJ	29,500,235							
Combination 104								
IN	\$ 236,001,875	JJ	\$ 330,402,625	NTL (PT)	5.00%	FIX/IO	38376VPU5	February 2040
J	236,001,875							
JV	236,001,875							
SH	236,001,875							
SJ	236,001,875							
Security Group 5								
Combination 105								
IU	\$1,027,702,813	QA	\$2,397,973,231	PT	3.00%	FIX	38376VPV3	February 2040
OQ	2,397,973,231							
QV	1,027,702,813							
SP	1,027,702,813							
SQ	1,027,702,813							
XN	1,027,702,813							

REMIC Securities		MX Securities						
<u>Class</u>	<u>Original Class Principal Balance or Class Notional Balance</u>	<u>Related MX Class</u>	<u>Maximum Original Class Principal Balance or Class Notional Balance(2)</u>	<u>Principal Type(3)</u>	<u>Interest Rate</u>	<u>Interest Type(3)</u>	<u>CUSIP Number</u>	<u>Final Distribution Date(4)</u>
Combination 106								
IU	\$1,198,986,615	QB	\$2,397,973,231	PT	3.50%	FIX	38376VPW1	February 2040
OQ	2,397,973,231							
QV	1,198,986,615							
SP	1,198,986,615							
SQ	1,198,986,615							
XN	1,198,986,615							
Combination 107								
IU	\$1,370,270,417	QC	\$2,397,973,231	PT	4.00%	FIX	38376VPX9	February 2040
OQ	2,397,973,231							
QV	1,370,270,417							
SP	1,370,270,417							
SQ	1,370,270,417							
XN	1,370,270,417							
Combination 108								
IU	\$1,541,554,219	QD	\$2,158,175,907	PT	5.00%	FIX	38376VPY7	February 2040
OQ	2,158,175,907							
QV	1,541,554,219							
SP	1,541,554,219							
SQ	1,541,554,219							
XN	1,541,554,219							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 109								
IU	\$1,541,554,219	QE	\$2,055,405,626	PT	5.25%	FIX	38376VPZ4	February 2040
OQ	2,055,405,626							
QV	1,541,554,219							
SP	1,541,554,219							
SQ	1,541,554,219							
XN	1,541,554,219							
Combination 110								
IU	\$1,541,554,219	QG	\$1,961,978,098	PT	5.50%	FIX	38376VQA8	February 2040
OQ	1,961,978,098							
QV	1,541,554,219							
SP	1,541,554,219							
SQ	1,541,554,219							
XN	1,541,554,219							
Combination 111								
IU	\$1,541,554,219	QH	\$1,876,674,702	PT	5.75%	FIX	38376VQB6	February 2040
OQ	1,876,674,702							
QV	1,541,554,219							
SP	1,541,554,219							
SQ	1,541,554,219							
XN	1,541,554,219							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 112								
IU	\$1,541,554,219	QJ	\$1,798,479,923	PT	6.00%	FIX	38376VQC4	February 2040
OQ	1,798,479,923							
QV	1,541,554,219							
SP	1,541,554,219							
SQ	1,541,554,219							
XN	1,541,554,219							
Combination 113								
IU	\$1,541,554,219	QK	\$1,726,540,726	PT	6.25%	FIX	38376V4A2	February 2040
OQ	1,726,540,726							
QV	1,541,554,219							
SP	1,541,554,219							
SQ	1,541,554,219							
XN	1,541,554,219							
Combination 114								
IU	\$1,541,554,219	QL	\$1,660,135,313	PT	6.50%	FIX	38376VQD2	February 2040
OQ	1,660,135,313							
QV	1,541,554,219							
SP	1,541,554,219							
SQ	1,541,554,219							
XN	1,541,554,219							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 115								
IU	\$1,541,554,219	QM	\$1,598,648,820	PT	6.75%	FIX	38376VQE0	February 2040
OQ	1,598,648,820							
QV	1,541,554,219							
SP	1,541,554,219							
SQ	1,541,554,219							
XN	1,541,554,219							
Combination 116								
OQ	\$1,541,554,219	QN	\$1,541,554,219	PT	7.00%	FIX	38376VQF7	February 2040
XN	1,541,554,219							
IU	1,541,554,219							
SP	1,541,554,219							
QV	1,541,554,219							
SQ	1,541,554,219							
Combination 117								
IU	\$1,541,554,219	QP	\$1,488,397,177	PT	7.25%	FIX	38376VQG5	February 2040
OQ	1,488,397,177							
QV	1,541,554,219							
SP	1,541,554,219							
SQ	1,541,554,219							
XN	1,541,554,219							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 118								
IU	\$1,541,554,219	QT	\$1,438,783,938	PT	7.50%	FIX	38376VQH3	February 2040
OQ	1,438,783,938							
QV	1,541,554,219							
SP	1,541,554,219							
SQ	1,541,554,219							
XN	1,541,554,219							
Combination 119								
IU	\$1,541,554,219	QU	\$1,392,371,553	PT	7.75%	FIX	38376VQJ9	February 2040
OQ	1,392,371,553							
QV	1,541,554,219							
SP	1,541,554,219							
SQ	1,541,554,219							
XN	1,541,554,219							
Combination 120								
IU	\$1,541,554,219	QW	\$1,348,859,942	PT	8.00%	FIX	38376VQK6	February 2040
OQ	1,348,859,942							
QV	1,541,554,219							
SP	1,541,554,219							
SQ	1,541,554,219							
XN	1,541,554,219							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 121								
IU	\$1,541,554,219	QX	\$1,307,985,398	PT	8.25%	FIX	38376VQL4	February 2040
OQ	1,307,985,398							
QV	1,541,554,219							
SP	1,541,554,219							
SQ	1,541,554,219							
XN	1,541,554,219							
Combination 122								
IU	\$1,541,554,219	QY	\$1,269,515,239	PT	8.50%	FIX	38376VQM2	February 2040
OQ	1,269,515,239							
QV	1,541,554,219							
SP	1,541,554,219							
SQ	1,541,554,219							
XN	1,541,554,219							
Combination 123								
IU	\$1,541,554,219	HU	\$1,198,986,616	PT	(5)	FLT	38376VQN0	February 2040
OQ	1,198,986,616							
QV	342,567,605							
SP	1,541,554,219							
SQ	342,567,605							
XN	1,541,554,219							
Combination 124								
QV	\$1,541,554,219	QS	\$1,541,554,219	NTL (PT)	(5)	INV/IO	38376VQP5	February 2040
SQ	1,541,554,219							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 125								
IU	\$1,541,554,219	QF	\$1,541,554,219	PT	(5)	FLT	38376VQQ3	February 2040
OQ	1,541,554,219							
XN	1,541,554,219							
Combination 126								
IU	\$1,541,554,219	FQ	\$1,541,554,219	PT	(5)	FLT	38376VQR1	February 2040
OQ	1,541,554,219							
SP	1,541,554,219							
XN	1,541,554,219							
Combination 127								
IU	\$1,541,554,219	HV	\$1,541,554,219	PT	(5)	FLT	38376VQS9	February 2040
OQ	1,541,554,219							
QV	1,541,554,219							
SP	1,541,554,219							
XN	1,541,554,219							
Combination 128								
QV	\$1,541,554,219	XQ	\$1,541,554,219	NTL (PT)	(5)	INV/IO	38376VQT7	February 2040
SP	1,541,554,219							
SQ	1,541,554,219							
Combination 129								
IU	\$1,541,554,219	FL	\$1,348,859,942	PT	(5)	FLT	38376VQU4	February 2040
OQ	1,348,859,942							
QV	192,694,278							
SP	1,541,554,219							
SQ	192,694,278							
XN	1,541,554,219							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 130								
IU	\$1,541,554,219	QI	\$2,397,973,231	NTL (PT)	4.50%	FIX/IO	38376VQV2	February 2040
QV	1,541,554,219							
SP	1,541,554,219							
SQ	1,541,554,219							
XN	1,541,554,219							
Security Group 6								
Combination 131								
NP	\$ 54,479,297	WA	\$ 127,118,359	PT	3.00%	FIX	38376VQW0	February 2040
NQ	54,479,297							
OW	127,118,359							
SW	54,479,297							
W	54,479,297							
WV	54,479,297							
Combination 132								
NP	\$ 63,559,179	WB	\$ 127,118,359	PT	3.50%	FIX	38376VQX8	February 2040
NQ	63,559,179							
OW	127,118,359							
SW	63,559,179							
W	63,559,179							
WV	63,559,179							

REMIC Securities		MX Securities						
<u>Class</u>	<u>Original Class Principal Balance or Class Notional Balance</u>	<u>Related MX Class</u>	<u>Maximum Original Class Principal Balance or Class Notional Balance(2)</u>	<u>Principal Type(3)</u>	<u>Interest Rate</u>	<u>Interest Type(3)</u>	<u>CUSIP Number</u>	<u>Final Distribution Date(4)</u>
Combination 133								
NP	\$ 72,639,062	WC	\$ 127,118,359	PT	4.00%	FIX	38376VQY6	February 2040
NQ	72,639,062							
OW	127,118,359							
SW	72,639,062							
W	72,639,062							
WV	72,639,062							
Combination 134								
NP	\$ 81,718,945	WD	\$ 127,118,359	PT	4.50%	FIX	38376VQZ3	February 2040
NQ	81,718,945							
OW	127,118,359							
SW	81,718,945							
W	81,718,945							
WV	81,718,945							
Combination 135								
NP	\$ 90,798,827	WE	\$ 121,065,103	PT	5.25%	FIX	38376VRA7	February 2040
NQ	90,798,827							
OW	121,065,103							
SW	90,798,827							
W	90,798,827							
WV	90,798,827							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 136								
NP	\$ 90,798,827	WG	\$ 115,562,144	PT	5.50%	FIX	38376VRB5	February 2040
NQ	90,798,827							
OW	115,562,144							
SW	90,798,827							
W	90,798,827							
WV	90,798,827							
Combination 137								
NP	\$ 90,798,827	WH	\$ 110,537,703	PT	5.75%	FIX	38376VRC3	February 2040
NQ	90,798,827							
OW	110,537,703							
SW	90,798,827							
W	90,798,827							
WV	90,798,827							
Combination 138								
NP	\$ 90,798,827	WJ	\$ 105,931,965	PT	6.00%	FIX	38376VRD1	February 2040
NQ	90,798,827							
OW	105,931,965							
SW	90,798,827							
W	90,798,827							
WV	90,798,827							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 139								
NP	\$ 90,798,827	WK	\$ 101,694,687	PT	6.25%	FIX	38376VRE9	February 2040
NQ	90,798,827							
OW	101,694,687							
SW	90,798,827							
W	90,798,827							
WV	90,798,827							
Combination 140								
NP	\$ 90,798,827	WL	\$ 97,783,353	PT	6.50%	FIX	38376VRF6	February 2040
NQ	90,798,827							
OW	97,783,353							
SW	90,798,827							
W	90,798,827							
WV	90,798,827							
Combination 141								
NP	\$ 90,798,827	WM	\$ 94,161,747	PT	6.75%	FIX	38376VRG4	February 2040
NQ	90,798,827							
OW	94,161,747							
SW	90,798,827							
W	90,798,827							
WV	90,798,827							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 142								
NP	\$ 90,798,827	WN	\$ 90,798,827	PT	7.00%	FIX	38376VRH2	February 2040
NQ	90,798,827							
OW	90,798,827							
SW	90,798,827							
W	90,798,827							
WV	90,798,827							
Combination 143								
NP	\$ 90,798,827	WP	\$ 87,667,833	PT	7.25%	FIX	38376VRJ8	February 2040
NQ	90,798,827							
OW	87,667,833							
SW	90,798,827							
W	90,798,827							
WV	90,798,827							
Combination 144								
NP	\$ 90,798,827	WQ	\$ 84,745,572	PT	7.50%	FIX	38376VRK5	February 2040
NQ	90,798,827							
OW	84,745,572							
SW	90,798,827							
W	90,798,827							
WV	90,798,827							

REMIC Securities		MX Securities						
<u>Class</u>	<u>Original Class Principal Balance or Class Notional Balance</u>	<u>Related MX Class</u>	<u>Maximum Original Class Principal Balance or Class Notional Balance(2)</u>	<u>Principal Type(3)</u>	<u>Interest Rate</u>	<u>Interest Type(3)</u>	<u>CUSIP Number</u>	<u>Final Distribution Date(4)</u>
Combination 145								
NP	\$ 90,798,827	WT	\$ 82,011,844	PT	7.75%	FIX	38376VRL3	February 2040
NQ	90,798,827							
OW	82,011,844							
SW	90,798,827							
W	90,798,827							
WV	90,798,827							
Combination 146								
NP	\$ 90,798,827	WU	\$ 79,448,974	PT	8.00%	FIX	38376VRM1	February 2040
NQ	90,798,827							
OW	79,448,974							
SW	90,798,827							
W	90,798,827							
WV	90,798,827							
Combination 147								
NP	\$ 90,798,827	WX	\$ 77,041,429	PT	8.25%	FIX	38376VRN9	February 2040
NQ	90,798,827							
OW	77,041,429							
SW	90,798,827							
W	90,798,827							
WV	90,798,827							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 148								
NP	\$ 90,798,827	WY	\$ 74,775,505	PT	8.50%	FIX	38376VRP4	February 2040
NQ	90,798,827							
OW	74,775,505							
SW	90,798,827							
W	90,798,827							
WV	90,798,827							
Combination 149								
NP	\$ 90,798,827	NU	\$ 70,621,311	PT	(5)	FLT	38376VRQ2	February 2040
NQ	90,798,827							
OW	70,621,311							
SW	20,177,517							
W	90,798,827							
WV	20,177,517							
Combination 150								
SW	\$ 90,798,827	WS	\$ 90,798,827	NLT (PT)	(5)	INV/IO	38376VRR0	February 2040
WV	90,798,827							
Combination 151								
NP	\$ 90,798,827	WF	\$ 90,798,827	PT	(5)	FLT	38376VRS8	February 2040
OW	90,798,827							
W	90,798,827							
Combination 152								
NP	\$ 90,798,827	FW	\$ 90,798,827	PT	(5)	FLT	38376VRT6	February 2040
NQ	90,798,827							
OW	90,798,827							
W	90,798,827							

REMIC Securities

<u>Class</u>	<u>Original Class Principal Balance or Class Notional Balance</u>
Combination 153	
NP	\$ 90,798,827
NQ	90,798,827
OW	90,798,827
W	90,798,827
WV	90,798,827
Combination 154	
NQ	\$ 90,798,827
SW	90,798,827
WV	90,798,827
Combination 155	
NP	\$ 90,798,827
NQ	90,798,827
OW	79,448,974
W	90,798,827
WV	11,349,853
SW	11,349,853
Combination 156	
NP	\$ 90,798,827
NQ	90,798,827
SW	90,798,827
W	90,798,827
WV	90,798,827

MX Securities

<u>Related MX Class</u>	<u>Maximum Original Class Principal Balance or Class Notional Balance(2)</u>	<u>Principal Type(3)</u>	<u>Interest Rate</u>	<u>Interest Type(3)</u>	<u>CUSIP Number</u>	<u>Final Distribution Date(4)</u>
NX	\$ 90,798,827	PT	(5)	FLT	38376VRU3	February 2040
XW	\$ 90,798,827	NTL (PT)	(5)	INV/IO	38376VRV1	February 2040
FM	\$ 79,448,974	PT	(5)	FLT	38376VRW9	February 2040
WI	\$ 127,118,359	NTL (PT)	5.00%	FIX/IO	38376VRX7	February 2040

-
- (1) All exchanges must comply with minimum denominations restrictions.
 - (2) The amount shown for each MX Class represents the maximum Original Class Principal Balance (or original Class Notional Balance) of that Class, assuming it were to be issued on the Closing Date.
 - (3) As defined under “Class Types” in Appendix I to the Base Offering Circular.
 - (4) See “*Yield, Maturity and Prepayment Considerations— Final Distribution Date*” in this Supplement.
 - (5) The Interest Rate will be calculated as described under “Terms Sheet — Interest Rates” in this Supplement.

Exhibit A

Underlying Certificate

Trust Asset Group	Issuer	Series	Class	Issue Date	CUSIP Number	Interest Rate	Interest Type(1)	Final Distribution Date	Principal Type(1)	Original Principal Balance of Class	Underlying Certificate Factor(2)	Principal Balance in the Trust	Percentage of Class in Trust	Approximate Weighted Average Coupon of Mortgage Loans	Approximate Weighted Average Term to Maturity of Mortgage Loans (in months)	Approximate Weighted Average Loan Age of Mortgage Loans (in months)	Ginnie Mae I or II
7	Ginnie Mae	2010-003	GN(3)	January 29, 2010	38376TLP5	5.0%	FIX	January 20, 2040	PAC I	\$60,663,000	1.00000000	\$60,663,000	100%	5.345%	355	4	II

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

(2) Underlying Certificate Factor is as of February 2010.

(3) MX Class.

Exhibit B

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



\$2,225,180,080

Government National Mortgage Association

GINNIE MAE®

Guaranteed REMIC Pass-Through Securities
and MX Securities

Ginnie Mae REMIC Trust 2010-003

The Securities

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

The Ginnie Mae Guaranty

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

The Trust and its Assets

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

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

See “Risk Factors” beginning on page S-10 which highlights some of these risks.

The Sponsor and the Co-Sponsor will offer the securities from time to time in negotiated transactions at varying prices. We expect the closing date to be January 29, 2010.

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

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

Class of REMIC Securities	Original Principal Balance(2)	Interest Rate	Principal Type(3)	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Security Group 1						
AC(1)	\$ 80,624,000	0.00%	SEQ	PO	38376THF2	January 2035
FI(1)	51,829,714	(5)	NTL (SEQ)	FLT/IO	38376THG0	January 2035
SA(1)	51,829,714	(5)	NTL (SEQ)	INV/IO	38376THH8	January 2035
TA(1)	51,829,714	(5)	NTL (SEQ)	INV/IO	38376THJ4	January 2035
TB(1)	51,829,714	(5)	NTL (SEQ)	INV/IO	38376THK1	January 2035
VD(1)	12,353,000	4.50	SEQ/AD	FIX	38376THL9	October 2022
VE(1)	8,638,000	4.50	SEQ/AD	FIX	38376THM7	September 2028
ZA	16,000,000	4.50	SEQ	FIX/Z	38376THNS	January 2040
Security Group 2						
AV(1)	22,059,000	5.00	AD/PAC I	FIX	38376THP0	January 2021
BV(1)	8,272,500	5.00	AD/PAC I	FIX	38376THQ8	December 2023
DN(1)	35,668,000	4.50	PAC I	FIX	38376THR6	August 2039
DT(1)	195,433,571	(5)	NTL (PAC I)	INV/IO	38376THS4	June 2037
DZ	9,669,000	5.00	SUP	FIX/Z	38376HTH2	January 2040
FY(1)	195,433,571	(5)	NTL (PAC I)	FLT/IO	38376HTU9	June 2037
GA	25,000,000	5.00	SUP	FIX	38376HTV7	October 2039
GB	4,519,000	4.75	SUP	FIX	38376HTW5	December 2039
GC	2,817,000	4.75	SUP	FIX	38376HTX3	January 2040
GD	6,811,000	4.75	PAC II	FIX	38376THY1	January 2040
GE	25,000,000	4.50	SUP	FIX	38376THZ8	October 2039
GH	5,853,000	4.75	SUP	FIX	38376TJA1	October 2039
HA(1)	43,744,000	5.00	PAC I	FIX	38376TJB9	November 2038
HP(1)	41,817,000	5.00	PAC I	FIX	38376TJC7	January 2040
IF(1)	682,986,428	(5)	NTL (PAC I)	FLT/IO	38376TJD5	November 2038
IL(1)	2,499,400	5.00	NTL (PAC I)	FIX/IO	38376TJE3	January 2040
IN(1)	3,566,800	5.00	NTL (PAC I)	FIX/IO	38376TJF0	August 2039
KN(1)	24,994,000	4.50	PAC I	FIX	38376TJG8	January 2040
NO(1)	273,607,000	0.00	PAC I	PO	38376TJH6	June 2037
PM(1)	10,993,000	5.00	PAC II/AD	FIX	38376TJJ2	January 2040
PN(1)	4,991,000	5.25	PAC II/AD	FIX	38376TJK9	January 2040
PO(1)	956,181,000	0.00	PAC I	PO	38376TKL7	November 2038
PS(1)	682,986,428	(5)	NTL (PAC I)	INV/IO	38376TKM5	November 2038
PZ(1)	30,331,500	5.00	PAC I	FIX/Z	38376TKN3	January 2040
SD(1)	195,433,571	(5)	NTL (PAC I)	INV/IO	38376TKP8	June 2037
TC(1)	682,986,428	(5)	NTL (PAC I)	INV/IO	38376TKQ6	November 2038
TD(1)	682,986,428	(5)	NTL (PAC I)	INV/IO	38376TKR4	November 2038
TZ	4,680,000	5.25	SUP	FIX/Z	38376TKS2	January 2040
VA(1)	59,649,000	5.00	TAC/AD	FIX	38376TKT0	January 2040
VB(1)	29,319,000	5.25	TAC/AD	FIX	38376TKU7	January 2040
VC(1)	62,827,000	5.00	TAC/AD	FIX	38376TKV5	January 2040
ZB	31,009,000	5.25	TAC/AD	FIX/Z	38376TKW3	January 2040
ZC	70,000,000	5.00	TAC/AD	FIX/Z	38376TKX1	January 2040
ZD	75,000,000	5.00	TAC/AD	FIX/Z	38376TKY9	January 2040
ZM	1,000	5.00	PAC II	FIX/Z	38376TKZ6	January 2040
ZN	1,000	5.25	PAC II	FIX/Z	38376TKA9	January 2040
ZT	10,305,000	5.00	SUP	FIX/Z	38376TKB7	January 2040
Security Group 3						
VJ(1)	30,740,000	5.00	SC/SEQ/AD	FIX	38376TKC5	December 2039
VL(1)	5,602,000	5.00	SC/SEQ/AD	FIX	38376TKD3	December 2039
ZK	35,000,000	5.00	SC/SEQ	FIX/Z	38376TKE1	December 2039
Security Group 4						
WC(1)	16,666,000	5.00	SC/SEQ	FIX	38376TKF8	December 2039
YV(1)	16,750,000	5.00	SC/AD/SEQ	FIX	38376TKG6	December 2039
YZ(1)	19,081,127	5.00	SC/SEQ	FIX/Z	38376TKH4	December 2039
Security Group 5						
AZ(1)	15,251,566	5.00	SC/PT	FIX/Z	38376TKJ0	September 2039
Security Group 6						
GZ(1)	16,046,333	5.00	SC/SEQ	FIX/Z	38376TKK7	October 2039
MV(1)	11,670,000	5.00	SC/SEQ/AD	FIX	38376TKL5	October 2039
NV(1)	2,417,000	5.00	SC/SEQ/AD	FIX	38376TKM3	October 2039
Security Group 7						
CV(1)	22,897,000	4.50	SC/SEQ/AD	FIX	38376TKN1	December 2039
DV(1)	4,649,000	4.50	SC/SEQ/AD	FIX	38376TKP6	December 2039
ZY(1)	35,677,054	4.50	SC/SEQ	FIX/Z	38376TKQ4	December 2039
Residual						
RR	0	0.00	NPR	NPR	38376TKR2	January 2040

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

Deutsche Bank Securities

Aladdin Capital LLC

The date of this Offering Circular Supplement is January 21, 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: Deutsche Bank Securities Inc.

Co-Sponsor: Aladdin Capital LLC

Trustee: Wells Fargo Bank, N.A.

Tax Administrator: The Trustee

Closing Date: January 29, 2010

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

Trust Assets:

<u>Trust Asset Group</u>	<u>Trust Asset Type</u>	<u>Certificate Rate</u>	<u>Original Term To Maturity (in years)</u>
1	Ginnie Mae II	4.5%	30
2	Ginnie Mae II	5.0%	30
3	Underlying Certificates	(1)	(1)
4	Underlying Certificates	(1)	(1)
5	Underlying Certificate	(1)	(1)
6	Underlying Certificate	(1)	(1)
7	Underlying Certificates	(1)	(1)

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

Security Groups: This series of Securities consists of multiple Security Groups (each, a “Group”), as shown on the front cover of this Supplement and on Schedule I to this Supplement. Except in the case of certain MX classes in Groups 5 and 6, payments on each Group will be based solely on payments on the Trust Asset Group with the same numerical designation.

Assumed Characteristics of the Mortgage Loans Underlying the Group 1 and 2 Trust Assets¹:

<u>Principal Balance²</u>	<u>Weighted Average Remaining Term to Maturity (in months)</u>	<u>Weighted Average Loan Age (in months)</u>	<u>Weighted Average Mortgage Rate³</u>
Group 1 Trust Assets			
\$117,615,000	355	5	4.95%
Group 2 Trust Assets			
\$1,875,118,000	359	1	5.35%

¹ As of January 1, 2010.

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

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

The actual remaining terms to maturity, loan ages and Mortgage Rates of many of the Mortgage Loans underlying the Group 1 and 2 Trust Assets will differ from the weighted averages shown above, perhaps significantly. See *“The Trust Assets — The Mortgage Loans” in this Supplement*. See Exhibit A to this Supplement for certain information regarding the characteristics of the Mortgage Loans included in the 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. See *“Description of the Securities — Modification and Exchange” in this Supplement*.

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

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

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

<u>Class</u>	<u>Interest Rate Formula(1)</u>	<u>Initial Interest Rate(2)</u>	<u>Minimum Rate</u>	<u>Maximum Rate</u>	<u>Delay (in days)</u>	<u>LIBOR for Minimum Interest Rate</u>
DT	6.55% - LIBOR	0.050%	0.00%	0.05%	0	6.55%
FA.	LIBOR + 0.55%	0.785%	0.55%	7.00%	0	0.00%
FB	LIBOR + 0.50%	0.735%	0.50%	7.00%	0	0.00%
FC.	LIBOR + 0.45%	0.685%	0.45%	7.00%	0	0.00%
FD	LIBOR + 0.50%	0.730%	0.50%	7.00%	0	0.00%
FE.	LIBOR + 0.45%	0.680%	0.45%	7.00%	0	0.00%
FI.	LIBOR + 0.45%	0.685%	0.45%	7.00%	0	0.00%
FY	LIBOR + 0.45%	0.680%	0.45%	7.00%	0	0.00%
IF	LIBOR + 0.45%	0.680%	0.45%	7.00%	0	0.00%
MF	LIBOR + 0.45%	0.680%	0.45%	7.00%	0	0.00%
MS	6.55% - LIBOR	6.320%	0.00%	6.55%	0	6.55%
NF	LIBOR + 0.50%	0.730%	0.50%	7.00%	0	0.00%
NS	6.50% - LIBOR	6.270%	0.00%	6.50%	0	6.50%
PF.	LIBOR + 0.55%	0.780%	0.55%	7.00%	0	0.00%
PS.	6.45% - LIBOR	6.220%	0.00%	6.45%	0	6.45%
SA.	6.45% - LIBOR	6.215%	0.00%	6.45%	0	6.45%
SB.	6.50% - LIBOR	6.265%	0.00%	6.50%	0	6.50%
SC.	6.55% - LIBOR	6.315%	0.00%	6.55%	0	6.55%
SD	6.50% - LIBOR	6.270%	0.00%	6.50%	0	6.50%
SE.	6.55% - LIBOR	6.320%	0.00%	6.55%	0	6.55%
TA	6.50% - LIBOR	0.050%	0.00%	0.05%	0	6.50%
TB	6.55% - LIBOR	0.050%	0.00%	0.05%	0	6.55%
TC	6.50% - LIBOR	0.050%	0.00%	0.05%	0	6.50%
TD	6.55% - LIBOR	0.050%	0.00%	0.05%	0	6.55%

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

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

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

SECURITY GROUP 1

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

- The ZA Accrual Amount, sequentially, to VD, VE and ZA, in that order, until retired; and
- The Group 1 Adjusted Principal Distribution Amount, sequentially, to AO, VD, VE and ZA, in that order, until retired.

SECURITY GROUP 2

The Group 2 Principal Distribution Amount and the DZ, PZ, TZ, ZB, ZC, ZD, ZM, ZN and ZT Accrual Amounts will be allocated as follows:

- The ZD Accrual Amount in the following order of priority:
 1. To VA, until reduced to its Scheduled Principal Balance for that Distribution Date; and
 2. To ZD, until retired.
- The DZ Accrual Amount, in the following order of priority:
 1. To VA and ZD, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:
 - a. To VA, until reduced to its Scheduled Principal Balance for that Distribution Date;
 - b. To ZD, until retired; and
 - c. To VA, without regard to its Scheduled Principal Balance, until retired; and
 2. To DZ, until retired.
- The PZ Accrual Amount, sequentially, to AV, BV and PZ, in that order, until retired.
- The ZB Accrual Amount in the following order of priority:
 1. To VB, until reduced to its Scheduled Principal Balance for that Distribution Date; and
 2. To ZB, until retired.
- The TZ Accrual Amount in the following order of priority:
 1. To VB and ZB, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:
 - a. To VB, until reduced to its Scheduled Principal Balance for that Distribution Date;
 - b. To ZB, until retired; and
 - c. To VB, without regard to its Scheduled Principal Balance, until retired; and
 2. To TZ, until retired.

- The ZC Accrual Amount in the following order of priority:
 1. To VC, until reduced to its Scheduled Principal Balance for that Distribution Date; and
 2. To ZC, until retired.
- The ZM Accrual Amount, sequentially, to PM and ZM, in that order, until retired.
- The ZN Accrual Amount, sequentially, to PN and ZN, in that order, until retired.
- The ZT Accrual Amount in the following order of priority:
 1. To VC and ZC, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:
 - a. To VC, until reduced to its Scheduled Principal Balance for that Distribution Date;
 - b. To ZC, until retired; and
 - c. To VC, without regard to its Scheduled Principal Balance, until retired; and
 2. To ZT, until retired.
- The Group 2 Principal Distribution Amount in the following order of priority:
 1. To the Group 2 PAC I Classes, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, concurrently, as follows:
 - a. 75.0000348026% in the following order of priority:
 - i. To PO, until retired; and
 - ii. Concurrently, as follows:
 - (a) 50.0004121162% sequentially, to AV, BV and PZ, in that order, until retired; and
 - (b) 49.9995878838% sequentially, to DN and KN, in that order, until retired; and
 - b. 24.9999651974% sequentially, to NO, HA and HP, in that order, until retired;
 2. Concurrently, as follows:
 - a. 35.1529499776% in the following order of priority:
 - i. Sequentially, to PM and ZM, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date; and
 - ii. To VC and ZC, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:
 - (a) To VC, until reduced to its Scheduled Principal Balance for that Distribution Date;
 - (b) To ZC, until retired; and
 - (c) To VC, without regard to its Scheduled Principal Balance, until retired;
 - iii. To ZT, until retired;
 - iv. To VC and ZC, in the same manner and priority described in step 2.a.ii., but without regard to their Aggregate Scheduled Principal Balance, until retired; and
 - v. Sequentially, to PM and ZM, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired;

- b. 15.9655509027% in the following order of priority:
 - i. To GD, until reduced to its Scheduled Principal Balance for that Distribution Date;
 - ii. Concurrently, to GA, GE and GH, pro rata, until retired;
 - iii. Sequentially, to GB and GC, in that order, until retired; and
 - iv. To GD, without regard to its Scheduled Principal Balance, until retired;
 - c. 15.9655509028% in the following order of priority:
 - i. Sequentially, to PN and ZN, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date;
 - ii. To VB and ZB, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:
 - (a) To VB, until reduced to its Scheduled Principal Balance for that Distribution Date;
 - (b) To ZB, until retired; and
 - (c) To VB, without regard to its Scheduled Principal Balance, until retired;
 - iii. To TZ, until retired;
 - iv. To VB and ZB, in the same manner and priority described in step 2.c.ii., but without regard to their Aggregate Scheduled Principal Balance, until retired; and
 - v. Sequentially, to PN and ZN, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired; and
 - d. 32.9159482169% in the following order of priority:
 - i. To VA and ZD, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:
 - (a) To VA, until reduced to its Scheduled Principal Balance for that Distribution Date;
 - (b) To ZD, until retired; and
 - (c) To VA, without regard to its Scheduled Principal Balance, until retired;
 - ii. To DZ, until retired; and
 - iii. To VA and ZD, in the same manner and priority described in step 2.d.i., but without regard to their Aggregate Scheduled Principal Balance, until retired; and
3. To the Group 2 PAC I Classes, in the same manner and priority described in step 1., but without regard to their Aggregate Scheduled Principal Balance, until retired.

SECURITY GROUP 3

The Group 3 Principal Distribution Amount and the ZK Accrual Amount sequentially, to VJ, VL and ZK, in that order, until retired.

SECURITY GROUP 4

The Group 4 Principal Distribution Amount and the YZ Accrual Amount as follows:

- The YZ Accrual Amount, sequentially, to YV and YZ, in that order, until retired; and
- The Group 4 Principal Distribution Amount, sequentially, to WC, YV and YZ, in that order, until retired.

SECURITY GROUP 5

The Group 5 Principal Distribution Amount to AZ, until retired.

SECURITY GROUP 6

The Group 6 Principal Distribution Amount and the GZ Accrual Amount sequentially, to MV, NV and GZ, in that order, until retired.

SECURITY GROUP 7

The Group 7 Principal Distribution Amount and the ZY Accrual Amount sequentially, to CV, DV and ZY, in that order, until retired.

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

<u>Class</u>	<u>Structuring Ranges or Rates</u>
PAC I Classes	
AV, BV, DN, HA, HP, KN, NO, PO and PZ (in the aggregate)	120% PSA through 250% PSA
PAC II Classes	
GD	130% PSA through 250% PSA
PM and ZM (in the aggregate)	131% PSA through 250% PSA
PN and ZN (in the aggregate)	131% PSA through 250% PSA
TAC Classes	
VA and ZD (in the aggregate)	428% PSA
VB and ZB (in the aggregate)	426% PSA
VC and ZC (in the aggregate)	426% PSA
VA	180% PSA
VB	189% PSA
VC	185% PSA

Accrual Classes: Interest will accrue on each Accrual Class identified on the front cover of this Supplement at the per annum rate set forth on that page. However, no interest will be distributed to the Accrual Classes as interest. Interest so accrued on each Accrual Class on each Distribution Date will constitute an Accrual Amount, which will be added to the Class Principal Balance of that Class on each Distribution Date and, other than the AZ Accrual Amount, will be distributable as principal as set forth in this Terms Sheet under "Allocation of Principal." Principal will be distributed to Class AZ when received as principal from the related Underlying Certificate, as set forth in this Terms Sheet under "Allocation of Principal." With respect to Security Group 5, the related Underlying Certificate is also an Accrual Class. Interest will accrue on the related Underlying Certificate at the rate set forth in the Terms Sheet of the related Underlying Certificate

Disclosure Document set forth in Exhibit B to this Supplement. However, no interest will be distributed to the related Underlying Certificate as interest but will constitute an Accrual Amount with respect to the related Underlying Trust, which will be added to the Class Principal Balance of the related Underlying Certificate on each Distribution Date and will be distributable as principal as set forth in the Terms Sheet of the related Underlying Certificate Disclosure Document set forth in Exhibit B to this Supplement. The related Underlying Certificate will not receive principal distributions until the Class Principal Balance of the related Accretion Directed Class is reduced to zero.

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

<u>Class</u>	<u>Original Class Notional Balance</u>	<u>Represents Approximately</u>
AI	\$ 80,624,000	100% of AO (SEQ Class)
DT	195,433,571	71.4285714286% of NO (PAC I Class)
FI	51,829,714	64.2857142857% of AO (SEQ Class)
FY	195,433,571	71.4285714286% of NO (PAC I Class)
IF	682,986,428	71.4285714286% of PO (PAC I Class)
IH	4,374,400	10% of HA (PAC I Class)
IL	2,499,400	10% of KN (PAC I Class)
IN	3,566,800	10% of DN (PAC I Class)
IP	6,066,200	10% of DN and KN (in the aggregate) (PAC I Classes)
IW	1,666,600	10% of WC (SC/SEQ Class)
MS	682,986,428	71.4285714286% of PO (PAC I Class)
NI	273,607,000	100% of NO (PAC I Class)
NS	682,986,428	71.4285714286% of PO (PAC I Class)
PI	956,181,000	100% of PO (PAC I Class)
PS	682,986,428	71.4285714286% of PO (PAC I Class)
SA	51,829,714	64.2857142857% of AO (SEQ Class)
SB	51,829,714	64.2857142857% of AO (SEQ Class)
SC	51,829,714	64.2857142857% of AO (SEQ Class)
SD	195,433,571	71.4285714286% of NO (PAC I Class)
SE	195,433,571	71.4285714286% of NO (PAC I Class)
TA	51,829,714	64.2857142857% of AO (SEQ Class)
TB	51,829,714	64.2857142857% of AO (SEQ Class)
TC	682,986,428	71.4285714286% of PO (PAC I Class)
TD	682,986,428	71.4285714286% of PO (PAC I Class)

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

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

Schedule I

Available Combinations(1)

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Security Group 1								
Combination 1								
AO	\$ 51,829,714	FA	\$ 51,829,714	SEQ	(5)	FLT	38376TKS0	January 2035
FI	51,829,714							
TA	51,829,714							
TB	51,829,714							
Combination 2								
AO	\$ 51,829,714	FB	\$ 51,829,714	SEQ	(5)	FLT	38376TKT8	January 2035
FI	51,829,714							
TB	51,829,714							
Combination 3								
AO	\$ 51,829,714	FC	\$ 51,829,714	SEQ	(5)	FLT	38376TKU5	January 2035
FI	51,829,714							
Combination 4								
AO	\$ 80,624,000	AB	\$ 80,624,000	SEQ	2.50%	FIX	38376TIKV3	January 2035
FI	28,794,286							
SA	28,794,286							
TA	28,794,286							
TB	28,794,286							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 5								
AO	\$ 80,624,000	AC	\$ 80,624,000	SEQ	2.75%	FIX	38376TKW1	January 2035
FI	31,673,715							
SA	31,673,715							
TA	31,673,715							
TB	31,673,715							
Combination 6								
AO	\$ 80,624,000	AD	\$ 80,624,000	SEQ	3.00%	FIX	38376TKX9	January 2035
FI	34,553,143							
SA	34,553,143							
TA	34,553,143							
TB	34,553,143							
Combination 7								
AO	\$ 80,624,000	AE	\$ 80,624,000	SEQ	3.25%	FIX	38376TKY7	January 2035
FI	37,432,572							
SA	37,432,572							
TA	37,432,572							
TB	37,432,572							
Combination 8								
AO	\$ 80,624,000	AG	\$ 80,624,000	SEQ	3.50%	FIX	38376TKZ4	January 2035
FI	40,312,000							
SA	40,312,000							
TA	40,312,000							
TB	40,312,000							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 9								
AO	\$ 80,624,000	AH	\$ 80,624,000	SEQ	3.75%	FIX	38376TLA8	January 2035
FI	43,191,429							
SA	43,191,429							
TA	43,191,429							
TB	43,191,429							
Combination 10								
AO	\$ 80,624,000	AJ	\$ 80,624,000	SEQ	4.00%	FIX	38376TLB6	January 2035
FI	46,070,858							
SA	46,070,858							
TA	46,070,858							
TB	46,070,858							
Combination 11								
AO	\$ 80,624,000	AK	\$ 80,624,000	SEQ	4.25%	FIX	38376TLC4	January 2035
FI	48,950,286							
SA	48,950,286							
TA	48,950,286							
TB	48,950,286							
Combination 12								
AO	\$ 80,624,000	AL	\$ 80,624,000	SEQ	4.50%	FIX	38376TLD2	January 2035
FI	51,829,714							
SA	51,829,714							
TA	51,829,714							
TB	51,829,714							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 13								
FI	\$ 51,829,714	AI	\$ 80,624,000	NTL (SEQ)	4.50%	FIX/IO	38376TLE0	January 2035
SA	51,829,714							
TA	51,829,714							
TB	51,829,714							
Combination 14								
VD	\$ 12,353,000	VG	\$ 20,991,000	SEQ/AD	4.50%	FIX	38376TIF7	September 2028
VE	8,638,000							
Combination 15								
SA	\$ 51,829,714	SB	\$ 51,829,714	NTL (SEQ)	(5)	INV/IO	38376TLG5	January 2035
TA	51,829,714							
Combination 16								
SA	\$ 51,829,714	SC	\$ 51,829,714	NTL (SEQ)	(5)	INV/IO	38376TLH3	January 2035
TA	51,829,714							
TB	51,829,714							
Security Group 2								
Combination 17								
VA	\$ 59,649,000	VN	\$122,476,000	TAC/AD	5.00%	FIX	38376TLJ9	January 2040
VC	62,827,000							
Combination 18								
VA	\$ 59,649,000	VM	\$106,769,250	TAC/AD	5.00%	FIX	38376TLK6	January 2040
VC	47,120,250							
Combination 19								
VA	\$ 59,649,000	VT	\$ 91,062,500	TAC/AD	5.00%	FIX	38376TLL4	January 2040
VC	31,413,500							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 20								
PM	\$ 10,993,000	DA	\$133,469,000	PAC II/TAC/AD	5.00%	FIX	38376TLM2	January 2040
VA	59,649,000							
VC	62,827,000							
Combination 21								
PN	\$ 4,991,000	DB	\$ 34,310,000	PAC II/TAC/AD	5.25%	FIX	38376TLN0	January 2040
VB	29,319,000							
Combination 22								
AV	\$ 22,059,000	GN	\$ 60,663,000	PAC I	5.00%	FIX	38376TLP5	January 2040
BV	8,272,500							
PZ	30,331,500							
Combination 23								
DN	\$ 35,668,000	CN	\$ 35,668,000	PAC I	4.75%	FIX	38376TLQ3	August 2039
IN	1,783,400							
Combination 24								
DN	\$ 35,668,000	BN	\$ 35,668,000	PAC I	5.00%	FIX	38376TLR1	August 2039
IN	3,566,800							
Combination 25								
IL	\$ 1,249,700	MN	\$ 24,994,000	PAC I	4.75%	FIX	38376TLS9	January 2040
KN	24,994,000							
Combination 26								
IL	\$ 2,499,400	LN	\$ 24,994,000	PAC I	5.00%	FIX	38376TLT7	January 2040
KN	24,994,000							
Combination 27								
IL	\$ 2,499,400	IP	\$ 6,066,200	NTL (PAC I)	5.00%	FIX/IO	38376TLU4	January 2040
IN	3,566,800							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 28								
DN	\$ 35,668,000	PW	\$ 60,662,000	PAC I	4.75%	FIX	38376TLV2	January 2040
IL	1,249,700							
IN	1,783,400							
KN	24,994,000							
Combination 29								
DN	\$ 35,668,000	PY	\$ 60,662,000	PAC I	5.00%	FIX	38376TLW0	January 2040
IL	2,499,400							
IN	3,566,800							
KN	24,994,000							
Combination 30								
DN	\$ 35,668,000	PU	\$ 60,662,000	PAC I	4.50%	FIX	38376TLX8	January 2040
KN	24,994,000							
Combination 31								
IF	\$341,493,215	PA	\$956,181,000	PAC I	2.50%	FIX	38376TLY6	November 2038
PO	956,181,000							
PS	341,493,215							
TC	341,493,215							
TD	341,493,215							
Combination 32								
IF	\$375,642,536	PB	\$956,181,000	PAC I	2.75%	FIX	38376TLZ3	November 2038
PO	956,181,000							
PS	375,642,536							
TC	375,642,536							
TD	375,642,536							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 33								
IF	\$409,791,858	PC	\$956,181,000	PAC I	3.00%	FIX	38376TMA7	November 2038
PO	956,181,000							
PS	409,791,858							
TC	409,791,858							
TD	409,791,858							
Combination 34								
IF	\$443,941,179	PD	\$956,181,000	PAC I	3.25%	FIX	38376TMB5	November 2038
PO	956,181,000							
PS	443,941,179							
TC	443,941,179							
TD	443,941,179							
Combination 35								
IF	\$478,090,500	PE	\$956,181,000	PAC I	3.50%	FIX	38376TMC3	November 2038
PO	956,181,000							
PS	478,090,500							
TC	478,090,500							
TD	478,090,500							
Combination 36								
IF	\$512,239,822	PG	\$956,181,000	PAC I	3.75%	FIX	38376TMD1	November 2038
PO	956,181,000							
PS	512,239,822							
TC	512,239,822							
TD	512,239,822							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 37								
IF	\$546,389,143	PH	\$956,181,000	PAC I	4.00%	FIX	38376TME9	November 2038
PO	956,181,000							
PS	546,389,143							
TC	546,389,143							
TD	546,389,143							
Combination 38								
IF	\$580,538,465	PJ	\$956,181,000	PAC I	4.25%	FIX	38376TMF6	November 2038
PO	956,181,000							
PS	580,538,465							
TC	580,538,465							
TD	580,538,465							
Combination 39								
IF	\$614,687,786	PK	\$956,181,000	PAC I	4.50%	FIX	38376TMG4	November 2038
PO	956,181,000							
PS	614,687,786							
TC	614,687,786							
TD	614,687,786							
Combination 40								
IF	\$648,837,108	PL	\$956,181,000	PAC I	4.75%	FIX	38376TMH2	November 2038
PO	956,181,000							
PS	648,837,108							
TC	648,837,108							
TD	648,837,108							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 41								
IF	\$682,986,428	P	\$956,181,000	PAC I	5.00%	FIX	38376TMJ8	November 2038
PO	956,181,000							
PS	682,986,428							
TC	682,986,428							
TD	682,986,428							
Combination 42								
IF	\$682,986,428	PF	\$682,986,428	PAC I	(5)	FLT	38376TMK5	November 2038
PO	682,986,428							
TC	682,986,428							
TD	682,986,428							
Combination 43								
IF	\$682,986,428	NF	\$682,986,428	PAC I	(5)	FLT	38376TML3	November 2038
PO	682,986,428							
TD	682,986,428							
Combination 44								
IF	\$682,986,428	MF	\$682,986,428	PAC I	(5)	FLT	38376TVY5	November 2038
PO	682,986,428							
Combination 45								
PS	\$682,986,428	NS	\$682,986,428	NTL (PAC I)	(5)	INV/IO	38376TMM1	November 2038
TC	682,986,428							
Combination 46								
PS	\$682,986,428	MS	\$682,986,428	NTL (PAC I)	(5)	INV/IO	38376TMN9	November 2038
TC	682,986,428							
TD	682,986,428							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 47(6)								
HA	\$ 43,744,000	HB	\$ 43,744,000	PAC I	4.75%	FIX	38376TMP4	November 2038
		HC	43,744,000	PAC I	4.50%	FIX	38376TMQ2	November 2038
		IH	4,374,400	NTL (PAC I)	5.00%	FIX/IO	38376TMR0	November 2038
Combination 48								
DT	\$195,433,571	FD	\$195,433,571	PAC I	(5)	FLT	38376TMS8	June 2037
FY	195,433,571							
NO	195,433,571							
Combination 49								
FY	\$195,433,571	FE	\$195,433,571	PAC I	(5)	FLT	38376TMT6	June 2037
NO	195,433,571							
Combination 50								
DT	\$195,433,571	SE	\$195,433,571	NTL (PAC I)	(5)	INV/IO	38376TMU3	June 2037
SD	195,433,571							
Combination 51								
DT	\$ 97,716,786	NA	\$273,607,000	PAC I	2.50%	FIX	38376TMV1	June 2037
FY	97,716,786							
NO	273,607,000							
SD	97,716,786							
Combination 52								
DT	\$107,488,464	NB	\$273,607,000	PAC I	2.75%	FIX	38376TMW9	June 2037
FY	107,488,464							
NO	273,607,000							
SD	107,488,464							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 53								
DT	\$117,260,143	NC	\$273,607,000	PAC I	3.00%	FIX	38376TMX7	June 2037
FY	117,260,143							
NO	273,607,000							
SD	117,260,143							
Combination 54								
DT	\$127,031,821	ND	\$273,607,000	PAC I	3.25%	FIX	38376TMY5	June 2037
FY	127,031,821							
NO	273,607,000							
SD	127,031,821							
Combination 55								
DT	\$136,803,500	NE	\$273,607,000	PAC I	3.50%	FIX	38376TMZ2	June 2037
FY	136,803,500							
NO	273,607,000							
SD	136,803,500							
Combination 56								
DT	\$146,575,179	NG	\$273,607,000	PAC I	3.75%	FIX	38376TNA6	June 2037
FY	146,575,179							
NO	273,607,000							
SD	146,575,179							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 57								
DT	\$156,346,857	NH	\$273,607,000	PAC I	4.00%	FIX	38376TNCB4	June 2037
FY	156,346,857							
NO	273,607,000							
SD	156,346,857							
Combination 58								
DT	\$166,118,536	NJ	\$273,607,000	PAC I	4.25%	FIX	38376TNC2	June 2037
FY	166,118,536							
NO	273,607,000							
SD	166,118,536							
Combination 59								
DT	\$175,890,214	NK	\$273,607,000	PAC I	4.50%	FIX	38376TND0	June 2037
FY	175,890,214							
NO	273,607,000							
SD	175,890,214							
Combination 60								
DT	\$185,661,893	NL	\$273,607,000	PAC I	4.75%	FIX	38376TNE8	June 2037
FY	185,661,893							
NO	273,607,000							
SD	185,661,893							
Combination 61								
DT	\$195,433,571	NM	\$273,607,000	PAC I	5.00%	FIX	38376TNF5	June 2037
FY	195,433,571							
NO	273,607,000							
SD	195,433,571							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 62								
DT	\$195,433,571	NI	\$273,607,000	NTL (PAC I)	5.00%	FIX/IO	38376TNG3	June 2037
FY	195,433,571							
SD	195,433,571							
Combination 63								
IF	\$682,986,428	PI	\$956,181,000	NTL (PAC I)	5.00%	FIX/IO	38376TNH1	November 2038
PS	682,986,428							
TC	682,986,428							
TD	682,986,428							
Combination 64								
HA	\$ 43,744,000	HE	\$ 85,561,000	PAC I	5.00%	FIX	38376TNJ7	January 2040
HP	41,817,000							
Combination 65								
DT	\$195,433,571	H	\$359,168,000	PAC I	5.00%	FIX	38376TNK4	January 2040
FY	195,433,571							
HA	43,744,000							
HP	41,817,000							
NO	273,607,000							
SD	195,433,571							
Combination 66								
PM	\$ 10,993,000	DC	\$133,469,000	PAC II/TAC/AD	5.00%	FIX	38376TNL2	January 2040
VA	59,649,000							
VC	62,827,000							
Security Group 3								
Combination 67								
VJ	\$ 30,740,000	VK	\$ 36,342,000	SC/SEQ/AD	5.00%	FIX	38376TNM0	December 2039
VL	5,602,000							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Security Group 4								
Combination 68(6)								
WC	\$ 16,666,000	IW	\$ 1,666,600	NTL (SC/SEQ)	5.00%	FIX/IO	38376TNN8	December 2039
		WA	16,666,000	SC/SEQ	4.50%	FIX	38376TNP3	December 2039
		WB	16,666,000	SC/SEQ	4.75%	FIX	38376TNQ1	December 2039
Combination 69								
WC	\$ 16,666,000	WY	\$ 52,497,127	SC/PT	5.00%	FIX	38376TNR9	December 2039
YV	16,750,000							
YZ	19,081,127							
Combination 70								
YV	\$ 16,750,000	YC	\$ 35,831,127	SC/SEQ	5.00%	FIX	38376TNS7	December 2039
YZ	19,081,127							
Security Groups 5 and 6								
Combination 71(7)								
AZ	\$ 15,251,566	MZ	\$ 31,297,899	SC/SEQ	5.00%	FIX/Z	38376TNT5	October 2039
GZ	16,046,333							
Combination 72(7)								
GZ	\$ 16,046,333	GK	\$ 30,133,333	SC/PT	5.00%	FIX	38376TNU2	October 2039
MV	11,670,000							
NV	2,417,000							
Combination 73(7)								
MV	\$ 11,670,000	GV	\$ 14,087,000	SC/SEQ/AD	5.00%	FIX	38376TNV0	October 2039
NV	2,417,000							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Security Group 7								
Combination 74								
CV	\$ 22,897,000	EV	\$ 27,546,000	SC/SEQ/AD	4.50%	FIX	38376TNW8	December 2039
DV	4,649,000							
Combination 75								
CV	\$ 22,897,000	BY	\$ 63,223,054	SC/PT	4.50%	FIX	38376TNX6	December 2039
DV	4,649,000							
ZY	35,677,054							

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

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

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

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

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

(6) In the case of Combinations 47 and 68 various subcombinations are permitted. See "Description of the Securities — Modification and Exchange" in the Base Offering Circular for a discussion of subcombinations.

(7) Combinations 71, 72 and 73 are derived from REMIC Classes of separate Security Groups.



\$3,397,736,408

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OFFERING CIRCULAR SUPPLEMENT
February 19, 2010

**BOFA MERRILL LYNCH
ALADDIN CAPITAL LLC**